

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF FORME DEVELOPMENT GROUP INC. AND THE OTHER COMPANIES LISTED ON SCHEDULE "A" HERETO (the "Applicants")

APPLICATION UNDER THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

Estate File No.: 31-2436568

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

IN THE MATTER OF THE PROPOSAL OF
58 OLD KENNEDY DEVELOPMENT INC.,
76 OLD KENNEDY DEVELOPMENT INC. AND
82 OLD KENNEDY DEVELOPMENT INC.,
ALL CORPORATIONS INCORPORATED UNDER THE LAWS OF
ONTARIO

MOTION RECORD OF THE MONITOR AND PROPOSAL TRUSTEE

May 20, 2020

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Court-appointed monitor and Proposal Trustee and not
in its personal capacity

TO: THE SERVICE LIST

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2.	Thirteenth Report of the Monitor and Ninth Report of the Proposal Trustee dated May 20, 2020
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TAB 1

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF FORME DEVELOPMENT GROUP INC.
AND THE OTHER COMPANIES LISTED ON SCHEDULE "A"
HERETO (the "Applicants")

APPLICATION UNDER THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

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ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

IN THE MATTER OF THE PROPOSAL OF
58 OLD KENNEDY DEVELOPMENT INC.,
76 OLD KENNEDY DEVELOPMENT INC. AND
82 OLD KENNEDY DEVELOPMENT INC.,
ALL CORPORATIONS INCORPORATED UNDER THE LAWS
OF ONTARIO

NOTICE OF MOTION
(Returnable May 27, 2020)

KSV Kofman Inc. ("**KSV**"), in its capacity as Court-appointed monitor (in such capacity, the "**Monitor**") of the Applicants in their proceedings pursuant to the *Companies' Creditors Arrangement Act*, R.S.C., 1985, c. c-36, as amended (the "**CCAA**"), and in its capacity as proposal trustee (in such capacity, the "**Proposal Trustee**") of 58 Old Kennedy Development Inc., 76 Old Kennedy Development Inc. and 82 Old Kennedy Development Inc. (collectively, the "**NOI Entities**"), in proposal proceedings commenced on October 26, 2018 by the NOI Entities under the *Bankruptcy and Insolvency Act*, R.S.C., 1985, c. B-3, as amended (the "**BIA**") will make a

motion to a Judge of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") on May 27, 2020 at 10:00 a.m., or as soon after that time as the motion can be heard.

PROPOSED METHOD OF HEARING: The motion is to be heard by videoconference as a result of the COVID-19 pandemic.

THE MOTION IS FOR:

1. An order (the "**Order**") substantially in the form of the draft order attached as Tab "3" of this Motion Record, among other things,
 - (a) abridging the time for service of this notice of motion and the motion record herein, if necessary, and validating service thereof;
 - (b) authorizing and directing the Monitor to make a distribution from the Birchmount Surplus (as defined below) to satisfy the property tax obligation (the "**Birchmount Property Taxes**") owing on a condominium project developed by one of the Applicants, 2358825 Ontario Inc. ("**Birchmount**");
 - (c) approving the fees and disbursements of the Monitor and its counsel, Bennett Jones LLP, for the period of November 30, 2018 to April 30, 2020 (the "**Approval Period**");
 - (d) approving the Monitor's and the Proposal Trustee's reports issued over the course of the CCAA Proceedings and the BIA Proceedings (each as defined below) and the activities of the Monitor and the Proposal Trustee described therein; and

(e) extending the Stay Period (as defined in paragraph 15 of the Initial Order of this Court made on November 30, 2018, as amended and restated, the "**Initial Order**") to and including August 31, 2020 (the "**Sixth Stay Extension**");

2. Such further and other relief as counsel may request and the Honourable Court deems just.

THE GROUNDS FOR THIS MOTION ARE:

The Applicants

3. Forme Development Group Inc. and its affiliated companies (collectively, the "**Forme Group**") intended to develop commercial and residential real estate projects. The Forme Group's projects, with the exception of Birchmount, had not advanced beyond the planning stage.

4. Pursuant to the Initial Order, the Applicants were granted protection under the CCAA (the "**CCAA Proceedings**") and KSV was appointed as the Monitor with enhanced powers, including powers to market for sale and to complete real property sale transactions on behalf of the Applicants.

5. The primary purpose of the CCAA Proceedings was to create a stabilized environment to conduct a Court-approved sale process (the "**Sale Process**"). The Sale Process included all of the Applicants' real estate development projects and 59 and 63 Elm Avenue, being two residential properties owned by Yuan Hua Wang ("**Mr. Wang**") and his wife.

6. KSV was also appointed Proposal Trustee of three (3) of the Applicants' affiliated entities – the NOI Entities – in proposal proceedings commenced on October 26, 2018 by the NOI Entities under the BIA (the "**BIA Proceedings**").

7. Mr. Wang is the sole shareholder of the Applicants, the NOI Entities, and fourteen (14) affiliated real estate development companies which are not subject to the CCAA Proceedings or the NOI Proceedings (each a "**Non-Applicant**" and collectively, the "**Non-Applicants**"). The Non-Applicants have sold or are in the process of marketing for sale, their real estate development projects. Certain of the Non-Applicants are subject to receivership proceedings.

The Undertaking

8. On March 11, 2019, Mr. Wang and the Non-Applicants executed an undertaking which was approved by this Court on March 18, 2019, as amended (the "**Undertaking**"). The purpose of the Undertaking is to, *inter alia*, provide a mechanism to facilitate the orderly sale of the Non-Applicants' real property and to hold in a trust account the surplus funds realized therefrom (the "**Non-Applicant Surplus**") for the benefit of all creditors, including those with guarantee claims against Mr. Wang.

9. Additionally, the Undertaking provides that the Monitor will conduct a claims process for the Applicants, the NOI Entities, the Non-Applicants, the Directors and Officers of the Applicants, NOI Entities and Non-Applicants and certain claims against Mr. Wang prior to the distribution of the Non-Applicant Surplus to Mr. Wang in his capacity as a shareholder.

Mr. Wang's Bankruptcy

10. On January 24, 2020, Mr. Wang filed a Notice of Intention to Make a Proposal under the BIA and filed a corresponding proposal on March 27, 2020 (the "**Proposal**").

11. On April 15, 2020, this Court made an order (the "**Bankruptcy Order**") whereby the Proposal was deemed to be rejected by Mr. Wang's creditors, Mr. Wang was deemed to have made

an assignment in bankruptcy, and KSV was substituted as trustee of Mr. Wang's bankrupt estate. KSV was affirmed as trustee at the first meeting of creditors convened on May 6, 2020.

The Claims Procedure

12. On October 22, 2019, the Monitor sought and obtained an Order (the "**Claims Procedure Order**") authorizing it to undertake a claims procedure (the "**Claims Procedure**") to solicit and identify any and all Pre-Filing Claims, D&O Claims, NOI Claims, Non-Applicants Claims, Wang Claims and/or Restructuring Claims (each as defined in the Claims Procedure Order).

13. The Claims Procedure was sought to enable the Monitor to determine the potential scope and nature of Claims (as defined in the Claims Procedure Order) that may exist against the Applicants, the NOI Entities, the Non-Applicants, Mr. Wang (in certain capacities and as further detailed in the Claims Procedure Order) and their directors or officers where applicable.

14. Pursuant to an order of this Court dated February 20, 2020, creditors who filed Wang Claims in the Claims Procedure did not need to file claims in Mr. Wang's bankruptcy proceeding.

15. On May 4, 2020, the Monitor, through its counsel, sent Notices of Revision or Disallowance (as defined in the Claims Procedure Order) and Notices of Acceptance of Claim with respect to certain Claims. The Monitor has received Notices of Dispute (as defined in the Claims Procedure Order) in connection with certain of the Notices of Revision of Disallowance. The Monitor continues to assess certain Claims filed in the Claims Procedure and the issues raised in the Notices of Dispute received on or around May 18, 2020.

The Birchmount Taxes

16. Prior to the commencement of the CCAA Proceedings, Birchmount entered into agreements of purchase and sale with the purchasers of each of the 35 units in its condominium development (collectively, the "**Birchmount Purchasers**").

17. Following significant delays caused by issues that predated the CCAA Proceedings, the closing of all 35 units was completed on or prior to June 4, 2019. The surplus generated by Birchmount on this project was approximately \$1.2 million, exclusive of unsecured Claims and professional fees in respect of Birchmount (the "**Birchmount Surplus**").

18. On February 14, 2020, the Monitor received a property tax statement for the Birchmount Taxes. Pursuant to the Order, the Monitor is seeking court approval to pay the Birchmount Taxes from the Birchmount Surplus prior to making any distribution in respect of Claims filed in the Claims Procedure against Birchmount.

19. The Monitor believes that it is inequitable for the Birchmount Purchasers, each of which has filed Claims in the Claims Procedure against Birchmount, to be burdened with the obligation of paying the Birchmount Property Taxes.

Fee Approval

20. The Thirteenth Report of the Monitor and the Ninth Report of the Proposal Trustee (the "**Thirteenth Report**") and the fee affidavits appended thereto (the "**Fee Affidavits**") filed in connection with this motion contain detailed information on the fees and disbursements of the Monitor and its counsel during the Approval Period.

21. The professional fees and disbursements of the Monitor and its counsel during the Approval Period (comprising 17 months) reflect, among other things, the fees incurred in:

- (a) overseeing the Sales Process;
- (b) closing the Applicants' real property transactions;
- (c) finalizing the closings of each of the Birchmount Purchasers and addressing various issues related to Birchmount;
- (d) drafting 20 reports to Court, including supplemental reports;
- (e) carrying out the Monitor's obligations imposed by the Undertaking;
- (f) dealing with contested matters in the CCAA Proceedings and the BIA Proceedings;
- (g) carrying out the Monitor's obligations under the Undertaking and all Court orders;
- (h) dealing with construction issues relating to Birchmount, including issues required to clear outstanding work orders issued by the City of Toronto;
- (i) coordinating and overseeing a Court-approved deposit return protocol for the Applicants' project at 250 Danforth Avenue; and
- (j) carrying out the Claims Procedure pursuant to the Claims Procedure Order.

22. The Monitor believes that its fees and disbursements and the fees and disbursements of Bennett Jones LLP (“**Bennett Jones**”) are reasonable in the circumstances and have been properly incurred. Further, the Monitor believes that the hourly rates charged by Bennett Jones are

consistent with the rates charged by corporate law firms practicing in the area of corporate insolvency and restructuring in Toronto.

Stay Extension

23. The Stay Period currently expires on May 31, 2020.
24. The Monitor is seeking the Sixth Stay Extension so that it is able to:
 - (a) continue the Claims Procedure in accordance with the Claims Procedure Order; and
 - (b) perform its obligations set out in the Undertaking, including but not limited to, monitoring the sale of the four remaining Non-Applicant properties.
25. In discharging its enhanced duties and obligations under the Initial Order in the CCAA Proceedings, the Monitor has acted and continues to act in good faith and with due diligence.
26. The Cash Flow Forecast (as defined in the Thirteenth Report) reflects that there is sufficient funding in place to support the Sixth Stay Extension.
27. The Monitor is not aware of any stakeholder that would be prejudiced by the granting of the Sixth Stay Extension.

General

28. The provisions of the CCAA, as amended, the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended, and the inherent and equitable jurisdiction of this Court.
29. Rules 1.04, 1.05, 2.01, 2.03, 3.02, 16 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990 Reg. 194, as amended.

30. Such further and other grounds as counsel may advise and this Court may permit.

DOCUMENTARY EVIDENCE

31. The following documentary evidence will be used at the hearing of the motion:

- (a) the Thirteenth Report;
- (b) the Fee Affidavits, and
- (c) such further and other material as counsel may advise and this Court may permit.

May 20, 2020

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capacity as Court-appointed monitor and
Proposal Trustee, and not in its personal
capacity

SCHEDULE "A"
APPLICANTS

3310 Kingston Development Inc.

1296 Kennedy Development Inc.

1326 Wilson Development Inc.

5507 River Development Inc.

4439 John Development Inc.

2358825 Ontario Ltd.

250 Danforth Development Inc.

159 Carrville Development Inc.

169 Carrville Development Inc.

189 Carrville Development Inc.

27 Anglin Development Inc.

29 Anglin Development Inc.

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF FORME DEVELOPMENT GROUP INC. AND THE
OTHER COMPANIES LISTED ON SCHEDULE "A" HERETO (the "Applicants")

Estate No. 31-2436538

IN THE MATTER OF THE PROPOSAL OF 58 OLD KENNEDY DEVELOPMENT INC.,
76 OLD KENNEDY DEVELOPMENT INC. AND
82 OLD KENNEDY DEVELOPMENT INC.,
ALL CORPORATIONS INCORPORATED UNDER THE LAWS OF ONTARIO

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

Proceeding commenced at Toronto

NOTICE OF MOTION

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capacity

TAB 2



**Thirteenth Report of
KSV Kofman Inc.
as CCAA Monitor of
Forme Development Group Inc.
and the Companies Listed on
Appendix “A”**

May 20, 2020

and

**Ninth Report of
KSV Kofman Inc.
as Proposal Trustee of
58 Old Kennedy Development Inc.,
76 Old Kennedy Development Inc. and
82 Old Kennedy Development Inc.**

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COURT FILE NO.:CV-18-608313-00CL

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

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF FORME DEVELOPMENT GROUP INC. AND THE OTHER COMPANIES
LISTED ON APPENDIX "A"**

**APPLICATION UNDER THE COMPANIES' CREDITORS ARRANGEMENT
ACT, R.S.C. 1985, c. C-36, AS AMENDED**

ESTATE FILE NO.: 31-2436568

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
(IN BANKRUPTCY AND INSOLVENCY)**

**IN THE MATTER OF THE PROPOSAL OF
58 OLD KENNEDY DEVELOPMENT INC.,
76 OLD KENNEDY DEVELOPMENT INC. AND
82 OLD KENNEDY DEVELOPMENT INC.,
ALL CORPORATIONS INCORPORATED UNDER THE LAWS OF ONTARIO**

**THIRTEENTH REPORT OF KSV KOFMAN INC. AS MONITOR
AND NINTH REPORT OF KSV KOFMAN INC. AS PROPOSAL
TRUSTEE**

May 20, 2020

1.0 Introduction

1. Pursuant to an order of the Ontario Superior Court of Justice (Commercial List) (the "Court") made on November 30, 2018, as amended and restated on December 6, 2018 (the "Initial Order"), Forme Development Group Inc. and the affiliated entities listed on Appendix "A" (collectively, the "Applicants") were granted protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), and KSV Kofman Inc. ("KSV") was appointed monitor (in such capacity, the "Monitor"). A copy of the Initial Order is attached as Appendix "B".

2. The principal purpose of these proceedings (the “CCAA Proceedings”) was to create a stabilized environment to conduct a Court-approved sale process (“Sale Process”) for the Applicants’ real property. The Initial Order approved, *inter alia*, a Sale Process for the Applicants’ real estate development projects and for residential homes located at 59 and 63 Elm Avenue (jointly, the “Elm Properties”) which are owned by Yuan Hua Wang (“Mr. Wang”), the principal of the Applicants, and his wife.
3. KSV was also appointed proposal trustee (in such capacity, the “Proposal Trustee”) of three of the Applicants’ affiliates, being 58 Old Kennedy Development Inc., 76 Old Kennedy Development Inc. and 82 Old Kennedy Development Inc. (collectively, the “NOI Debtors”) in proposal proceedings commenced on October 26, 2018 by the NOI Debtors under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “BIA”) (the “NOI Proceedings”).
4. On February 13, 2019, the NOI Debtors each filed a proposal (collectively, the “Proposals”). The Proposals contemplate that any monies available for distribution will be paid to creditors in accordance with priorities. The Proposals were unanimously accepted by creditors at creditors’ meetings held on March 6, 2019. The Proposals were approved by the Court on March 14, 2019.
5. Mr. Wang is the sole shareholder of the Applicants, the NOI Debtors and 14 affiliated real estate development companies which are not subject to the CCAA Proceedings or the NOI Proceedings (the “Non-Applicants”). A list of the Non-Applicants is attached as Appendix “C”. The Non-Applicants own or owned 12 properties, of which eight have been sold. The Non-Applicants do not have the benefit of the CCAA stay of proceedings, and certain Non-Applicants are subject to separate receivership proceedings.
6. Pursuant to a Court order made on October 22, 2019 (the “Claims Procedure Order”), the Monitor is carrying out a claims procedure (the “Claims Procedure”) to solicit and determine claims against: the Applicants; the Non-Applicants; the NOI Debtors; the directors and officers of the Applicants, the Non-Applicants and the NOI Debtors; and Mr. Wang, solely in his capacity as a guarantor, surety or indemnitor of any obligation of any of the Applicants, the NOI Debtors or the Non-Applicants, and in his capacity as an owner of the Elm Properties and not in any other capacity.
7. KSV is filing this report (“Report”) in its capacities as Monitor and Proposal Trustee.

1.1 Purposes of this Report

1. The purposes of this Report are to:
 - a) provide background information about the CCAA Proceedings and NOI Proceedings;
 - b) summarize the status of the Claims Procedure;

- c) describe a property tax obligation of approximately \$127,000 (the “Birchmount Property Taxes”) owing on a condominium project (“Birchmount Gardens”) developed by one of the Applicants, 2358825 Ontario Inc. (the “Birchmount Applicant”), including the reasons the Monitor believes the Birchmount Property Taxes should be paid from the surplus realized on the Birchmount Gardens unit sales;
- d) summarize the status of a dispute between the first and second mortgagees of the Applicants’ Danforth project over a holdback in the amount of approximately \$1.6 million from the sale proceeds of the Applicants’ Danforth property (the “Danforth Holdback Dispute”);
- e) report on the Applicants’ cash flow projection for the period June 1, 2020 to August 31, 2020 (“Cash Flow Forecast”);
- f) discuss the reasons to extend the stay of proceedings from May 31, 2020 to August 31, 2020;
- g) detail the fees and disbursements of the Monitor and its counsel, Bennett Jones LLP (“Bennett Jones”), from the commencement of these proceedings to April 30, 2020, and seek approval of same; and
- h) recommend that the Court issue an order:
 - i. authorizing the Monitor to pay the Birchmount Property Taxes from the surplus realized on Birchmount Gardens;
 - ii. extending the Stay Period (as defined in the Initial Order) from May 31, 2020 to August 31, 2020;
 - iii. approving the fees and disbursements of the Monitor and Bennett Jones from the commencement of these proceedings to April 30, 2020; and
 - iv. approving the Reports of the Monitor and the Proposal Trustee from the commencement of these proceedings, as well as the activities of the Monitor and the Proposal Trustee referred to therein.

1.2 Restrictions¹

1. In preparing this Report, KSV has relied upon the Applicants’ and the NOI Debtors’ unaudited financial information, as well as information provided by the Non-Applicants and their legal counsel. KSV has not audited, reviewed or otherwise verified the accuracy or completeness of the information in a manner that would comply with Generally Accepted Assurance Standards pursuant to the Chartered Professional Accountants Canada Handbook.

¹ References to KSV in this section are to its capacities as Monitor and Proposal Trustee.

2. KSV expresses no opinion or other form of assurance with respect to the financial information presented in this Report or relied upon by KSV in preparing this Report. Any party wishing to place reliance on the Applicants' or NOI Debtors' financial information should perform its own due diligence and any reliance placed by any party on the information presented herein shall not be sufficient for any purpose whatsoever. KSV accepts no reliance to any party based on the information in this Report.
3. An examination of the Cash Flow Forecast as outlined in the Chartered Professional Accountants Canada Handbook has not been performed. Future oriented financial information relied upon in this Report is based upon assumptions regarding future events; actual results achieved may vary from this information and these variations may be material. KSV expresses no opinion as to whether the Cash Flow Forecast will be achieved.

2.0 Background

1. The Applicants, NOI Debtors and Non-Applicants (collectively, the "Forme Group") are a commercial and residential real estate group of over 30 companies which sought to develop low-rise, high-rise and mixed-use projects in the Greater Toronto Area.
2. In advance of the CCAA Proceedings, KSV filed a report to Court dated November 6, 2018 in its capacity as proposed CCAA monitor (the "Proposed Monitor's Report"). KSV also filed three supplements to the Proposed Monitor's Report (the "Supplemental Reports"). Detailed information about the Forme Group and the commencement of the CCAA Proceedings is set out in the Proposed Monitor's Report and the Supplemental Reports and, accordingly, that information is not repeated in this Report.
3. Copies of the Court materials filed in the CCAA Proceedings and NOI Proceedings are available on the Monitor's website at <https://www.ksvadvisory.com/insolvency-cases/case/forme-development-group-inc> and the Proposal Trustee's website at <https://www.ksvadvisory.com/insolvency-cases/case/58-old-kennedy-development-inc-76-old-kennedy-development-inc-82-old-kennedy-development-inc>.

2.1 The Undertaking

1. On March 11, 2019, Mr. Wang and the Non-Applicants executed an undertaking (the "Undertaking") in favour of the Court. The Undertaking was approved pursuant to a Court order made on March 18, 2019 (the "March 18th Order"). The issues which caused the Undertaking to be put in place are detailed in the Monitor's Supplement to its Third Report to Court dated March 12, 2019. A copy of the Undertaking is included as a schedule to the March 18th Order, which is attached as Appendix "D".
2. The purpose of the Undertaking is to, *inter alia*, provide mechanisms to facilitate the orderly sale of the Non-Applicants' real property and to hold in a trust account any surplus funds realized therefrom for the benefit of creditors, including those with guarantee claims against Mr. Wang.

3. At the time the Undertaking was negotiated, the Monitor's concerns included: i) the sale of Non-Applicant properties without disclosure to the Monitor; and ii) ensuring that sale proceeds be paid to satisfy the creditors entitled to the proceeds, being unsecured creditors with claims against the applicable Non-Applicants, as well as guarantee creditors and other potential claimants against Mr. Wang.
4. As at the date of this Report, there is approximately \$10.9 million held in trust by Bennett Jones, representing the net proceeds realized from the sale of the Non-Applicants' real property. Those funds, together with the funds on deposit in the trust accounts of the Monitor and Proposal Trustee totalling approximately \$5.4 million², for a total of approximately \$16.3 million, are referred to as the "Surplus".
5. The Undertaking provides that the Monitor is to conduct a claims process for the Applicants, NOI Debtors, Non-Applicants and for certain claims against Mr. Wang prior to the Surplus being distributed to Mr. Wang in his capacity as shareholder.

2.2 Bankruptcy of Mr. Wang

1. On January 24, 2020, Mr. Wang filed a Notice of Intention to Make a Proposal pursuant to subsection 50.4 of the BIA.
2. On March 27, 2020, Mr. Wang filed a proposal.
3. On April 15, 2020, the Court made an order (the "Bankruptcy Order") pursuant to section 50(12) of the BIA, declaring that the proposal filed by Mr. Wang was deemed to be refused by his creditors. As a result, Mr. Wang was deemed to have made an assignment in bankruptcy on that date.
4. Pursuant to the Bankruptcy Order, KSV was appointed trustee of Mr. Wang's bankrupt estate ("Trustee"). The Trustee's appointment was affirmed by Mr. Wang's creditors at the first meeting of creditors held on May 6, 2020.

3.0 Claims Procedure

1. The Claims Procedure is being administered to determine claims against the Surplus. Pursuant to a Court order made on February 20, 2020, creditors who have filed claims against Mr. Wang in the Claims Procedure do not need to file claims in Mr. Wang's bankruptcy proceeding.
2. On or prior to the claims bar date (January 10, 2020), 125 creditors filed claims totaling approximately \$89 million.
3. Prior to issuing Notices of Revision or Disallowance ("NORD") and Notices of Acceptance, the Monitor consulted with Mr. Wang on behalf of the Non-Applicants, as required by the Claims Procedure Order. Mr. Wang consented to the Monitor's NORDs and Notices of Acceptance for claims against the Non-Applicants.

² This figure excludes approximately \$250,000 which is to be released to the Monitor upon resolution of the Danforth Holdback Dispute, which is discussed in Section 5 of this Report.

4. The status of the Claims Procedure is summarized below:

- on May 4, 2020, the Monitor sent NORDs and Notices of Acceptance to certain claimants in accordance with the Claims Procedure Order. The deadline for these claimants to file a Notice of Dispute was May 19, 2020. In this regard, on or prior to May 19, 2020, the Monitor received: (a) a request from one creditor to extend its deadline to May 25, 2020 (which the Monitor agreed to provide); and (b) various Notices of Dispute;
- there are several significant claims which the Monitor is continuing to assess and discuss with the claimants. Certain of these claims are duplicative;
- five secured claims totaling approximately \$9.28 million have been accepted by the Monitor, as summarized in the table below. The Monitor only recently learned that these claims are secured;

Creditor	Claim Filed Against	Amount Accepted (\$000s)
2603616 Ontario Inc.	Mr. Wang	3,108
2557725 Ontario Inc.	22 Old Kennedy Development Inc.	2,741
2611622 Ontario Inc.	Mr. Wang	2,390
2612316 Ontario Inc.	Mr. Wang	614
Steve Papaikonomou	Mr. Wang	427
Total		9,280

- prior to issuing NORDs and Notices of Acceptance for these secured claims, the Monitor instructed Bennett Jones to review the validity of the security held by these creditors. Bennett Jones concluded that each of these creditors has a general security agreement creating a security interest, but each creditor appears to have a deficient registration under the *Personal Property Security Act* (Ontario) (“PPSA”) resulting in each case in an unperfected secured claim. These unperfected secured claims still rank in priority to other unsecured creditors pursuant to the PPSA; and
 - on May 13, 2020, the Monitor learned that Ferina Construction Limited (“Ferina”) may have a secured claim against Mr. Wang of approximately \$2.3 million. The Monitor has instructed Bennett Jones to review Ferina’s security. If accepted in full, secured claims will total approximately \$11.6 million, which significantly reduces the funds available for unsecured creditors. Bennett Jones has requested certain additional documentation from Ferina with respect to its claim.
5. As contemplated in the Claims Procedure Order and disclosed in previous reports to Court, the Monitor has commenced a review of intercompany transactions among the various entities in the Forme Group. The Forme Group commonly transferred monies between entities; however, its books and records are incomplete and/or inconsistent. To complete the intercompany transaction analysis, the Monitor requires supporting documents from the Forme Group’s bank, Royal Bank of Canada (“RBC”). The Monitor has made several requests for this information, but it remains outstanding. The Monitor continues to follow-up frequently with RBC.

6. In addition to determining the outstanding claims in the Claims Procedure, resolution of the following matters is required before distributions can be paid to creditors from the Surplus:
- a) the Non-Applicants' remaining properties need to be sold so creditors of those entities can quantify and file claims in the Claims Procedure³. Based on the Non-Applicants' most recent update dated April 6, 2020, there are presently four Non-Applicant properties remaining to be sold, the status of which is summarized in the following table;

Property	Status
186 Old Kennedy	Pollard & Associates Inc. is the Court-appointed receiver of these properties, both of which are listed for sale by Cushman & Wakefield ("C&W").
31 Victory	
376 Derry Road	Subject to Power of Sale proceedings.
101 Columbia Street	Listed for sale by C&W.
 - b) the Monitor will either have to complete its analysis of intercompany claims once it receives the information it requires from RBC or develop a different recommendation to deal with the intercompany transfers. The Monitor's proposed solution will be subject to Court approval; and
 - c) the claims of Canada Revenue Agency need to be determined. CRA filed placeholder claims in the Claims Procedure. KPMG LLP has been engaged by the Monitor, the NOI Debtors and the Non-Applicants to perform the necessary tax work, which is ongoing.
7. It is contemplated that distributions from the Surplus will be paid to creditors through the CCAA Proceedings (i.e. not through Mr. Wang's bankruptcy proceeding). Any distributions from the Surplus paid to creditors (including secured claims) will be subject to Court approval. The Monitor has advised legal counsel to the secured creditors noted above of the issues affecting the timing of distributions.

4.0 Birchmount Property Taxes

1. Birchmount Gardens is a 35-unit condominium development. Prior to the commencement of these proceedings, the Birchmount Applicant entered into sale agreements for all units in the development and the units have been occupied by the purchasers since 2016. Closing of the unit sales to the individual Birchmount purchasers (collectively, the "Birchmount Purchasers") was significantly delayed as a result of various issues which pre-date these CCAA Proceedings. At the time the Monitor was appointed, there was an outstanding work order issued by the City of Toronto that needed to be resolved before closings could be completed.
2. In March 2019, the City of Toronto confirmed that the work required to be performed under the work order had been completed. By June 4, 2019, sales of all 35 units closed and all mortgagees of the Birchmount Applicant, who were owed approximately \$9 million, were repaid in full. The surplus generated on the Birchmount Gardens project totaled approximately \$1.2 million, before considering unsecured claims or any allocation of professional fees to the Birchmount Applicant.

³ The Claims Procedure contemplates that properties would be sold following the claims bar date and addresses this by the concept of a "Sale Triggered Claims Bar Date".

3. Pursuant to a Court order made on May 24, 2019, Koskie Minsky LLP (“Koskie”) was appointed as representative counsel to the Birchmount Purchasers. Koskie, on behalf of the Birchmount Purchasers, filed claims in the Claims Procedure totaling approximately \$16 million. The condominium corporation, TSCC 2693 (the “Condo Corp.”), also filed a \$12 million claim in the Claims Procedure. The significant claims filed by the Birchmount Purchasers and the Condo Corp. were filed against each entity in the Forme Group, including the Birchmount Applicant, and against Mr. Wang. There is significant overlap between the claims filed by Koskie and the Condo Corp.
4. On February 14, 2020, the Monitor received a property tax statement of account for Birchmount Gardens which showed the outstanding Birchmount Property Taxes. The statement reflects an obligation that relates to the pre-closing period in 2017 and 2018. A copy of the statement of account is attached as Appendix “E”.
5. The Monitor is seeking Court approval to pay the Birchmount Property Taxes from the net proceeds realized on the sale of Birchmount Gardens for the following reasons:
 - a) it was the Monitor’s understanding that unpaid property taxes up to the closing date were to be paid on closing of the individual unit sales. The Monitor only recently learned that is not the case;
 - b) these amounts form a charge on the real property owned by the Birchmount Purchasers and should have been discharged as part of the closing process. It is inequitable for these monies to be paid to the creditors and to burden the Birchmount Purchasers with this obligation; and
 - c) the Birchmount Purchasers took possession of their units in 2016 and paid occupancy fees dating back to that pre-closing period. Those occupancy fees included property taxes which were not remitted to the City of Toronto by the Birchmount Applicant and/or the Condo Corp. Accordingly, it would be inequitable to require the Birchmount Purchasers to pay an obligation they have previously funded.

5.0 Danforth Holdback Dispute

1. A transaction for the Applicants’ Danforth property was approved by the Court on July 2, 2019. The transaction closed on August 26, 2019. Pursuant to a Court order made on July 2, 2019 (the “Distribution Order”), the Monitor was authorized to make distributions to the first mortgagee, First Source Financial Management Inc. (“First Source”), subject to a holdback of which approximately \$1.6 million continues to be held in a trust account of Bennett Jones.
2. The Danforth Holdback Dispute is between First Source and the second mortgagee, Yuce Baykara, as Trustee under a syndicated mortgage (the “SMI Trustee”). The SMI Trustee has disputed certain fees and other amounts included in First Source’s payout statement.

3. The Distribution Order authorized the Monitor to make distributions from the holdback to the extent that the Danforth Holdback Dispute was resolved. A motion was scheduled to be heard in December 2019, but it was adjourned so the parties could negotiate a resolution without a Court attendance. No progress has been made to resolve the dispute and, on May 15, 2020, the Monitor sent an email to the SMI Trustee, counsel for certain of the mortgagees and First Source's legal counsel. Copies of the Monitor's May 15th email and the responding email of May 19th are attached as Appendices "F" and "G", respectively.
4. The Monitor intends to continue to encourage the parties to settle the Danforth Holdback Dispute, failing which it will require a motion before this Court. In particular, given the various Practice Directions issued by the Chief Justice with respect to the ongoing pandemic, the Monitor does not believe that this issue should require the intervention of the Court, and should instead be resolved consensually by the parties.

6.0 Cash Flow Forecast

1. The Cash Flow Forecast and the Applicants' statutory report on the cash flow prepared pursuant to Section 10(2)(b) of the CCAA is attached as Appendix "H". As reflected in the Cash Flow Forecast, there is presently approximately \$5.4 million in the trust accounts of the Monitor and the Proposal Trustee. (The Surplus related to the Non-Applicants is being held in a trust account of Bennett Jones.)
2. As "super" Monitor in these proceedings, the Monitor has executed the Applicants' statutory report on the Cash Flow Forecast. The Monitor believes this is appropriate given, *inter alia*, that the Applicants did not prepare the Cash Flow Forecast nor were they required to assist with its preparation.
3. Based on the Monitor's review of the Cash Flow Forecast, the assumptions appear reasonable. The Monitor's statutory report on the Cash Flow Forecast is attached as Appendix "I".

7.0 Stay Extension

1. The Monitor supports an extension of the stay of proceedings from May 31, 2020 to August 31, 2020 for the following reasons:
 - a) as "super" Monitor in these CCAA proceedings, it is the Monitor's view that the good faith and due diligence standard should focus on the Monitor's conduct. This view was affirmed by Justice Hainey in his endorsement dated February 20, 2020, which included the following comment:

"References to "Applicants" acting in good faith in this context refers to the Monitor, as it is a super-monitor in these CCAA proceedings."

In this regard, the Monitor is discharging its duties and obligations under the Initial Order and other orders made in these CCAA Proceedings in good faith and with due diligence;

- b) it will enable the Monitor to continue to: (i) carry out the Claims Procedure; and (ii) perform its obligations pursuant to the Undertaking, including monitoring the sale of the four remaining Non-Applicant properties;

- c) the Cash Flow Forecast reflects that there is sufficient funding in place for the extension period; and
- d) no creditor will be prejudiced if the extension is granted.

8.0 Professional Fees

1. The Monitor's fees (excluding disbursements and HST) from the commencement of these proceedings to April 30, 2020, and those of its legal counsel, Bennett Jones, for the same period, total approximately \$1.5 million and \$1.3 million, respectively.
2. The average hourly rates for KSV and Bennett Jones for the referenced billing periods were \$526.18 and \$564.98, respectively.
3. Court approval is not being sought for the fees and costs of the Proposal Trustee. Those fees were paid from the proceeds realized in the NOI Proceedings with the consent of the NOI Debtors. Bennett Jones' fees as legal counsel to the Proposal Trustee were not billed separately and are included in the fees for which approval is being sought.
4. Detailed invoices in respect of the fees and disbursements of the Monitor and Bennett Jones are provided in appendices to the affidavits (the "Fee Affidavits") filed by KSV and Bennett Jones attached as Appendices "J" and "K", respectively.
5. As set out in the Fee Affidavits, the fees of the Monitor and Bennett Jones for the 17-month period since the commencement of the CCAA Proceedings include those incurred to perform the following activities:
 - a) overseeing the Sale Process, which resulted in the completion of nine Court-approved transactions for the Applicants' properties and the Elm Properties;
 - b) closing the Applicants' real property transactions, the proceeds of which repaid in excess of \$60 million of the Applicants' mortgage obligations;
 - c) resolving all outstanding issues and closing of the sale of 35 condominium units at Birchmount Gardens, resulting in full repayment of the Birchmount Applicant's mortgage obligations;
 - d) drafting 20 reports to Court (including supplemental reports) over the course of these proceedings and dealing with the issues detailed therein;
 - e) dealing with the issues that resulted in the Undertaking as set out in the Monitor's Third Report to Court dated February 26, 2019 and supplements thereto;
 - f) dealing with numerous contested matters in these proceedings including:
 - how claims against the Surplus are to be determined, which ultimately was resolved pursuant to the Claims Procedure Order;
 - repeated requests by the Non-Applicants for funding from the Surplus;

- funding of Mr. Wang’s legal fees;
 - anticipated realizations from Non-Applicant sales, including disputes over appraisals commissioned by the Non-Applicants;
 - assignments in bankruptcy filed by four Non-Applicants, which were annulled as a result of a contested motion brought by the Monitor; and
 - a BIA proposal proceeding commenced by Mr. Wang, which was ultimately deemed by the Court to be rejected by his creditors;
- g) carrying out the Monitor’s obligations under the Undertaking and all Court orders issued over the course of these proceedings;
- h) dealing with construction deficiencies and work orders at Birchmount Gardens;
- i) coordinating and overseeing a Court-approved deposit return protocol for purchasers of the Applicants’ Danforth project; and
- j) carrying out the Claims Procedure in accordance with the Claims Procedure Order.
6. The Monitor is of the view that the hourly rates charged by Bennett Jones are consistent with the rates charged by corporate law firms practicing in the area of corporate insolvency and restructuring in the Toronto market, and that the overall fees charged by Bennett Jones and the Monitor are reasonable and appropriate in the circumstances.

8.1 Bankruptcy Administration Costs

1. The Bankruptcy Order contemplates that the fees of KSV, as Trustee of Mr. Wang’s estate, and Bennett Jones, as Trustee’s legal counsel, would be paid from the Surplus. In this regard, the Bankruptcy Order included the following provision:
- “notwithstanding: (i) the Undertaking dated March 11, 2019 that was approved by this Court by Order dated March 18, 2019 in the CCAA Proceeding (the “Undertaking Order”) and (ii) the Ancillary Order of this Court dated February 20, 2020 in the CCAA Proceeding, the reasonable fees and costs of the Trustee and Bennett Jones LLP, as counsel to the Trustee, may be paid out of the surplus funds presently on deposit with Bennett Jones LLP in accordance with the Undertaking Order and the Ancillary Order. All such fees shall be subject to review and approval by this Court, or taxation in the ordinary course of the bankruptcy estate.”*
2. On April 16, 2020, the Monitor and the Trustee entered into a Third-Party Guarantee Agreement pursuant to which the Monitor has provided a guarantee of the fees and disbursements of the Trustee related to the administration of Mr. Wang’s estate, including those of its legal counsel.
3. As at the date of this Report, \$25,000 has been advanced by the Monitor to the Trustee pursuant to the Third-Party Guarantee Agreement.

9.0 Conclusion and Recommendation

1. Based on the foregoing, the Monitor respectfully recommends that this Honourable Court make an order granting the relief detailed in Section 1.1(1)(h) of this Report.

* * *

All of which is respectfully submitted,

A handwritten signature in blue ink that reads "KSV Kofman Inc". The signature is written in a cursive, flowing style.

**KSV KOFMAN INC.,
SOLELY IN ITS CAPACITIES AS MONITOR OF
FORME DEVELOPMENT GROUP INC. AND
THE AFFILIATED ENTITIES LISTED ON APPENDIX "A"
AND AS PROPOSAL TRUSTEE OF
58 OLD KENNEDY DEVELOPMENT INC., 76 OLD KENNEDY DEVELOPMENT INC. AND
82 OLD KENNEDY DEVELOPMENT INC. AND NOT IN ITS PERSONAL CAPACITY**

Appendix “A”

2358825 Ontario Ltd.

27 Anglin Development Inc.

29 Anglin Development Inc.

250 Danforth Development Inc.

3310 Kingston Development Inc.

1296 Kennedy Development Inc.

1326 Wilson Development Inc.

189 Carrville Development Inc.

169 Carrville Development Inc.

159 Carrville Development Inc.

5507 River Development Inc.

4439 John Development Inc.

Appendix “B”

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) FRIDAY, THE 30TH
JUSTICE HAINEY) DAY OF NOVEMBER, 2018

IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED



AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF FORME DEVELOPMENT GROUP INC.
AND THE OTHER COMPANIES LISTED ON SCHEDULE "A"
HERETO

APPLICATION UNDER THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AMENDED AND RESTATED INITIAL ORDER

THIS APPLICATION, made by Forme Development Group Inc. and those other parties listed on Schedule "A" (collectively, the "**Applicants**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Yuan Hua Wang sworn November 5, 2018 and the Exhibits thereto (the "**Wang Affidavit**"), the affidavit of Katie Parent sworn November 6, 2018 and the Exhibit thereto (the "**Parent Affidavit**"), and on reading the consent of KSV Kofman Inc. ("**KSV**") to act as the Monitor (in such capacity, the "**Monitor**"), and upon reading the pre-filing report of KSV dated November 6, 2018 (the "**Report**"), in its capacity as Proposal Trustee and the proposed Monitor, the supplemental report of KSV dated November 7, 2018 (the "**Supplemental Report**"), the second supplemental report of KSV dated November 7, 2018 (the

“**Second Supplemental Report**”), and the third supplemental report of KSV dated November 29, 2018 (the “**Third Supplemental Report**”), and on hearing the submissions of counsel for the Applicants, the proposed Monitor and those other parties present, no one appearing for any other party although duly served as appears from the affidavits of service of Katie Parent sworn November 6, 2018, November 7, 2018 and November 29, 2018.

SERVICE

1. **THIS COURT ORDERS** that the time for service of each of the Notice of Application, the Application Record, the Parent Affidavit, the Report, the Supplemental Report, the Second Supplemental Report and the Third Supplemental Report is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

APPLICATION

2. **THIS COURT ORDERS AND DECLARES** that the Applicants are companies to which the CCAA applies.

3. **THIS COURT ORDERS AND DECLARES** that the proposal proceedings (the “**Proposal Proceedings**”) of each of 9500 Dufferin Development Inc. (Estate No. 31-2438977), 250 Danforth Development Inc. (Estate No. 31-2439433), 3310 Kingston Development Inc. (Estate No. 31-2439448), 1296 Kennedy Development Inc. (Estate No. 31-2439440), ¹⁵⁹ and Carrville Development Inc. (Estate No. 31-2440234) ~~and 58 Old Kennedy Development Inc. (Estate No. 31-2436538)~~ (collectively the “**NOI Entities**”) commenced under Part III of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the “**BIA**”), be taken up and continued under the CCAA and that the provisions of Part III of the BIA shall have no further application to the NOI Entities.

TITLE OF PROCEEDINGS

4. **THIS COURT ORDERS** that the title of proceedings in this matter be amended as follows:

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF FORME DEVELOPMENT GROUP INC. AND THE OTHER COMPANIES LISTED ON SCHEDULE "A" HERETO

APPLICATION UNDER THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

PLAN OF ARRANGEMENT

5. **THIS COURT ORDERS** that, subject to paragraph 24 of this Order, the Applicants shall have the authority to file and may, subject to further order of this Court, file with this Court a plan or plans of compromise or arrangement (hereinafter referred to as the "**Plan**" or "**Plans**").

POSSESSION OF PROPERTY AND OPERATIONS

6. **THIS COURT ORDERS** that the Applicants shall remain in possession and control of their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceeds thereof (including, without limitation, those properties listed on Schedule "B" hereto, which together with the Elm Avenue Properties (defined below) are hereinafter referred to as the "**Property**"). Subject to further Order of this Court, the Applicants shall continue to carry on business in a manner consistent with the preservation of their business (the "**Business**") and Property. The Applicants are authorized and empowered to continue to retain and employ the employees, consultants, agents, experts, accountants, counsel and such other persons (collectively "**Assistants**") currently retained or employed by them, with liberty to retain such further Assistants as they deem reasonably necessary or desirable in the ordinary course of business or for the carrying out of the terms of this Order. For greater certainty, the retention of TD Cornerstone Commercial Realty Inc. ("**TD**") is hereby approved substantially on the terms of the listing agreement appended to the Third Supplemental Report.

7. **THIS COURT ORDERS** that the Applicants shall be entitled but not required to pay the following expenses whether incurred prior to or after this Order:

- (a) all outstanding and future wages, salaries, employee and pension benefits, vacation pay and expenses payable on or after the date of this Order, in each case incurred in the ordinary course of business and consistent with existing compensation policies and arrangements; provided that no such amounts shall be paid to Mr. Wang (as defined below) or any known relative of Mr. Wang without further Order of this Court; and
- (b) subject to paragraph 30 below, the fees and disbursements of any Assistants retained or employed by the Applicants in respect of these proceedings, at their standard rates and charges.

8. **THIS COURT ORDERS** that, except as otherwise provided to the contrary herein, the Applicants shall be entitled but not required to pay all reasonable expenses incurred by the Applicants in carrying on the Business in the ordinary course after this Order, and in carrying out the provisions of this Order, which expenses shall include, without limitation:

- (a) all expenses and capital expenditures reasonably necessary for the preservation of the Property or the Business including, without limitation, payments on account of insurance, maintenance and security services; and
- (b) payment for goods or services actually supplied to the Applicants following the date of this Order.

9. **THIS COURT ORDERS** that the Applicants shall remit, in accordance with legal requirements, or pay:

- (a) any statutory deemed trust amounts in favour of the Crown in right of Canada or of any Province thereof or any other taxation authority which are required to be deducted from employees' wages, including, without limitation, amounts in respect of
 - (i) employment insurance, (ii) Canada Pension Plan and (iii) income taxes;

- (b) all goods and services or other applicable sales taxes (collectively, “**Sales Taxes**”) required to be remitted by the Applicants in connection with the sale of goods and services by the Applicants, but only where such Sales Taxes are accrued or collected after the date of this Order, or where such Sales Taxes were accrued or collected prior to the date of this Order but not required to be remitted until on or after the date of this Order, and
- (c) any amount payable to the Crown in right of Canada or of any Province thereof or any political subdivision thereof or any other taxation authority in respect of municipal realty, municipal business or other taxes, assessments or levies of any nature or kind which are entitled at law to be paid in priority to claims of secured creditors and which are attributable to or in respect of the carrying on of the Business by the Applicants.

10. **THIS COURT ORDERS** that until a real property lease is disclaimed in accordance with the CCAA, the Applicants shall pay all amounts constituting rent or payable as rent under real property leases (including, for greater certainty, common area maintenance charges, utilities and realty taxes and any other amounts payable to the landlord under the lease) or as otherwise may be negotiated between the Applicants and the landlord from time to time (“**Rent**”), for the period commencing from and including the date of this Order, twice-monthly in equal payments on the first and fifteenth day of each month, in advance (but not in arrears). On the date of the first of such payments, any Rent relating to the period commencing from and including the date of this Order shall also be paid.

11. **THIS COURT ORDERS** that, except as specifically permitted herein, the Applicants are hereby directed, until further Order of this Court: (a) to make no payments of principal, interest thereon or otherwise on account of amounts owing by the Applicants to any of its creditors as of this date; (b) to grant no security interests, trust, liens, charges or encumbrances upon or in respect of any of its Property; and (c) to not grant credit or incur liabilities except in the ordinary course of the Business.

RESTRUCTURING

12. **THIS COURT ORDERS** that, subject to paragraph 24 of this Order, the Applicants shall, subject to such requirements as are imposed by the CCAA, have the right to:

- (a) permanently or temporarily cease, downsize or shut down any of its business or operations, and to dispose of redundant or non-material assets not exceeding, in the aggregate \$200,000, in any one or more transactions; and
- (b) terminate the employment of such of its employees or temporarily lay off such of its employees as it deems appropriate,

provided however, and without limiting the provisions of paragraphs 24 and 25, all disbursements shall require the advance consent of the Monitor, and all of the foregoing to permit the Applicants to proceed with an orderly restructuring of the Business (the “**Restructuring**”).

13. **THIS COURT ORDERS** that the Applicants shall provide each of the relevant landlords with notice of the Applicants’ intention to remove any fixtures from any leased premises at least seven (7) days prior to the date of the intended removal. The relevant landlord shall be entitled to have a representative present in the leased premises to observe such removal and, if the landlord disputes the Applicants’ entitlement to remove any such fixture under the provisions of the lease, such fixture shall remain on the premises and shall be dealt with as agreed between any applicable secured creditors, such landlord and the Applicants, or by further Order of this Court upon application by the Applicants on at least two (2) days notice to such landlord and any such secured creditors. If the Applicants disclaim the lease governing such leased premises in accordance with Section 32 of the CCAA, it shall not be required to pay Rent under such lease pending resolution of any such dispute (other than Rent payable for the notice period provided for in Section 32(5) of the CCAA), and the disclaimer of the lease shall be without prejudice to the Applicants’ claim to the fixtures in dispute.

14. **THIS COURT ORDERS** that if a notice of disclaimer is delivered pursuant to Section 32 of the CCAA, then (a) during the notice period prior to the effective time of the disclaimer, the landlord may show the affected leased premises to prospective tenants during normal business hours, on giving the Applicants and the Monitor 24 hours’ prior written notice, and (b)

at the effective time of the disclaimer, the relevant landlord shall be entitled to take possession of any such leased premises without waiver of or prejudice to any claims or rights such landlord may have against the Applicants in respect of such lease or leased premises, provided that nothing herein shall relieve such landlord of its obligation to mitigate any damages claimed in connection therewith.

NO PROCEEDINGS AGAINST THE APPLICANTS OR THE PROPERTY

15. **THIS COURT ORDERS** that until and including December 28, 2018 or such later date as this Court may order (the “**Stay Period**”), no proceeding or enforcement process in any court or tribunal (each, a “**Proceeding**”) shall be commenced or continued against or in respect of the Applicants or the Monitor, or affecting the Business or the Property, except with the written consent of the Applicants and the Monitor, or with leave of this Court, and any and all Proceedings currently under way against or in respect of the Applicants or affecting the Business or the Property are hereby stayed and suspended pending further Order of this Court. Notwithstanding the foregoing, no stay shall apply to Forme Development Group Inc. with respect to the enforcement of mortgages on properties not included in these CCAA proceedings.

16. **THIS COURT ORDERS** that during the Stay Period, except with the written consent of the Applicants and the Monitor, or with leave of this Court, no Proceedings shall be commenced or continued against or in respect of Yuan Hua Wang (“**Mr. Wang**”) or any of his current and future assets, businesses, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceeds thereof (collectively, the “**Wang Property**”), arising upon or as a result of any default under the terms of any document entered into in connection with any of Mr. Wang’s guarantees of any of the commitments or loans of any of the Applicants or default by Mr. Wang or Hua Zhang (collectively, the “**Wangs**”) on the mortgage obligations on the Elm Avenue Properties (collectively, the “**Wang Default Events**”). Without limitation, the operation of any provision of a contract or agreement between Mr. Wang and any other Person (as hereinafter defined) that purports to effect or cause a termination or cessation of any rights of Mr. Wang, or to accelerate, terminate, discontinue, alter, interfere with, repudiate, cancel, suspend, amend or modify such contract or agreement, in each case as a result of one or more Wang Default Events, is hereby stayed and restrained during the Stay Period.

16A. THIS COURT ORDERS that during the Stay Period, except with the written consent of the Wangs and the Monitor, no Proceedings shall be commenced or continued against or in respect of Mr. Wang or Hua Zhang in connection with the properties known as 59 Elm Avenue and 63 Elm Avenue (the “**Elm Avenue Properties**”).

NO EXERCISE OF RIGHTS OR REMEDIES

17. **THIS COURT ORDERS** that during the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entities (all of the foregoing, collectively being “**Persons**” and each being a “**Person**”) against or in respect of the Applicants or the Monitor, or affecting the Business or the Property, are hereby stayed and suspended except with the written consent of the Applicants and the Monitor, or leave of this Court, provided that nothing in this Order shall (i) empower the Applicants to carry on any business which the Applicants are not lawfully entitled to carry on, (ii) affect such investigations, actions, suits or proceedings by a regulatory body as are permitted by Section 11.1 of the CCAA, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

18. **THIS COURT ORDERS** that during the Stay Period, all rights and remedies of any Person against or in respect of the Wangs, or affecting the Elm Avenue Properties or Wang Property, as a result of a Wang Default Event are hereby stayed and suspended except with the written consent of the Applicants and the Monitor, or leave of this Court, provided that nothing in this Order shall (i) empower the Wangs to carry on any business which the Wangs are not lawfully entitled to carry on, (ii) affect such investigations, actions, suits or proceedings by a regulatory body as are permitted by Section 11.1 of the CCAA, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

NO INTERFERENCE WITH RIGHTS

19. **THIS COURT ORDERS** that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right,

contract, agreement, licence or permit in favour of or held by the Applicants, except with the written consent of the Applicants and the Monitor, or leave of this Court.

20. **THIS COURT ORDERS** that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by any other party as a result of a Wang Default Event, except with the written consent of the Applicants and the Monitor, or leave of this Court.

CONTINUATION OF SERVICES

21. **THIS COURT ORDERS** that during the Stay Period, all Persons having oral or written agreements with the Applicants or statutory or regulatory mandates for the supply of goods and/or services, including without limitation all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to the Business or the Applicants, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Applicants, and that the Applicants shall be entitled to the continued use of its current premises, telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Applicants in accordance with normal payment practices of the Applicants or such other practices as may be agreed upon by the supplier or service provider and each of the Applicants and the Monitor, or as may be ordered by this Court.

NON-DEROGATION OF RIGHTS

22. **THIS COURT ORDERS** that, notwithstanding anything else in this Order, no Person shall be prohibited from requiring immediate payment for goods, services, use of lease or licensed property or other valuable consideration provided on or after the date of this Order, nor shall any Person be under any obligation on or after the date of this Order to advance or re-advance any monies or otherwise extend any credit to the Applicants. Nothing in this Order shall derogate from the rights conferred and obligations imposed by the CCAA.

PROCEEDINGS AGAINST DIRECTORS AND OFFICERS

23. **THIS COURT ORDERS** that during the Stay Period, and except as permitted by subsection 11.03(2) of the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of the Applicants with respect to any claim against the directors or officers that arose before the date hereof and that relates to any obligations of the Applicants whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations, until a compromise or arrangement in respect of the Applicants, if one is filed, is sanctioned by this Court or is refused by the creditors of the Applicants or this Court.

APPOINTMENT OF MONITOR

24. **THIS COURT ORDERS** that KSV Kofman Inc. is hereby appointed pursuant to the CCAA as the Monitor, an officer of this Court, to monitor the business and financial affairs of the Applicants with the powers and obligations set out in the CCAA or set forth herein and that the Applicants and its shareholders, officers, directors, and Assistants shall not take any steps with respect to the Applicants, the Business or the Property save and except at the direction of the Monitor pursuant to paragraph 25 of this Order, and shall co-operate fully with the Monitor in the exercise of its powers and discharge of its obligations and provide the Monitor with the assistance that is necessary to enable the Monitor to adequately carry out the Monitor's functions.

25. **THIS COURT ORDERS** that the Monitor, in addition to its prescribed rights and obligations under the CCAA, is hereby directed and empowered to:

- (a) cause the Applicants, or any one or more of them, to exercise rights under and observe its obligations under this Order;
- (b) cause the Applicants to perform such functions or duties as the Monitor considers necessary or desirable in order to facilitate or assist the Applicants in dealing with the Property;

- (c) monitor the Applicants' receipts and disbursements, and if necessary or convenient, in the Monitor's sole discretion, take control of the Applicants' receipts and disbursements;
- (d) report to this Court at such times and intervals as the Monitor may deem appropriate with respect to matters relating to the Property, the Business, and such other matters as may be relevant to the proceedings herein;
- (e) if applicable, reporting to the DIP Lender (as defined below) on a basis to be agreed with the DIP Lender;
- (f) report to and advise mortgagees and other stakeholders of the Applicants as to the status of the sale process and, to the extent requested by mortgagees, convene a bi-weekly conference call with mortgagees, to report on the status of the Property;
- (g) advise the Applicants in its preparation of the Applicants' cash flow statements;
- (h) borrow funds in accordance with the terms of this Order;
- (i) conduct and carry out a sale process or sales processes for all of the Applicants' Property in accordance with the sale process described in the Third Supplemental Report provided that, in the case of the Elm Avenue Properties, the listing agent shall be chosen in consultation with the first mortgagee on those Properties, and retain or consult with the agents, consultants or other parties;
- (j) propose or cause the Applicants to propose one or more Plans in respect of the Applicants or any one or more of them;
- (k) provide any consents that are contemplated by this Order;
- (l) assist the Applicants, to the extent required by the Applicants, with the holding and administering of creditors' or shareholders' meetings for voting on the Plan;
- (m) have full and complete access to the Property, including the premises, books, records, data, including data in electronic form, and other financial documents of the

Applicants, to the extent that is necessary to adequately assess the Applicants' business and financial affairs or to perform its duties arising under this Order;

- (n) be at liberty to engage independent legal counsel or such other persons as the Monitor deems necessary or advisable respecting the exercise of its powers and performance of its obligations under this Order; and
- (o) perform such other duties as are required by this Order or by this Court from time to time.

26. **THIS COURT ORDERS** that the Monitor shall not take possession of the Property and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the Business or the Property, or any part thereof and that nothing in this Order, or anything done in pursuance of the Monitor's duties and powers under his Order, shall deem the Monitor to occupy or to take control, care, charge, possession or management (separately and/or collectively, "**Possession**") of any of the Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination including, without limitation, the *Canadian Environmental Protection Act*, the Ontario *Environmental Protection Act*, the *Ontario Water Resources Act*, or the Ontario *Occupational Health and Safety Act* and regulations thereunder (the "**Environmental Legislation**"), provided however that nothing herein shall exempt the Monitor from any duty to report or make disclosure imposed by applicable Environmental Legislation. The Monitor shall not, as a result of this Order or anything done in pursuance of the Monitor's duties and powers under this Order, be deemed to be in Possession of any of the Property within the meaning of any Environmental Legislation, unless it is actually in possession.

27. **THIS COURT ORDERS** that without limiting the provisions herein, each employee of an Applicant shall remain an employee of that Applicant until such time as the applicable Applicant may terminate the employment of such employee. Nothing in this Order shall, in and of itself, cause the Monitor to be liable for any employee-related liabilities or duties, including,

without limitation, wages, severance pay, termination pay, vacation pay and pension or benefit amounts, as applicable.

28. **THIS COURT ORDERS** that that the Monitor shall provide any creditor of the Applicants and the DIP Lender (if applicable) with information provided by the Applicants in response to reasonable requests for information made in writing by such creditor addressed to the Monitor. The Monitor shall not have any responsibility or liability with respect to the information disseminated by it pursuant to this paragraph. In the case of information that the Monitor has been advised by the Applicants is confidential, the Monitor shall not provide such information to creditors unless otherwise directed by this Court or on such terms as the Monitor and the Applicants may agree.

29. **THIS COURT ORDERS** that, in addition to the rights and protections afforded the Monitor under the CCAA or as an officer of this Court, the Monitor shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded the Monitor by the CCAA or any applicable legislation.

30. **THIS COURT ORDERS** that the Monitor, counsel to the Monitor and counsel to the Applicants shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, by the Applicants as part of the costs of these proceedings. The Applicants' counsel, the Monitor and the Monitor's counsel shall be entitled to invoice on a monthly or other periodic basis in their discretion provided that such fees and disbursements shall be paid out of sale proceeds of the Property in accordance with the priority set out below.

31. **THIS COURT ORDERS** that the Monitor and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Monitor and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.

32. **THIS COURT ORDERS** that as security for their professional fees and disbursements incurred at their standard rates and charges, both before and after the making of this Order in respect of these proceedings ("**Administration Fees**"), the Monitor, counsel to the Monitor and

the Applicants' counsel shall be entitled to the benefit of and are hereby granted a charge (the "**Administration Charge**") on all of the Property on the following terms:

- (a) the maximum amount of the Administration Charge per Property shall only be for security of the applicable Administration Fees that constitute Property Specific Costs (as defined below) for that particular Property and any pro rata portion of General Costs (as defined below) attributable to such Property in accordance with paragraph 34(b) below; and
- (b) the Administration Charge shall automatically attach to any Property that is unencumbered or not fully secured.

33. **THIS COURT ORDERS** that the Administration Charge shall rank in priority to all security interests, trusts, deemed trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, "**Encumbrances**") in favour of any Person, other than (a) any first mortgagee on a Property (in respect of the first mortgage registered on the Property only); (b) the DIP Lender's Charge (as defined below, and to the extent applicable); and (c) the second mortgagee on the Property owned by 2358825 Ontario Ltd. (1483 Birchmount Road).

FUNDING

34. **THIS COURT ORDERS** that these CCAA Proceedings shall be funded in the following manner:

- (a) With respect to costs related to a specific Property (a "**Property Specific Cost**"),
 - (i) the first mortgagee on such Property will have the right (but not the obligation) to fund such amount as an advance under its mortgage at an interest rate accruing at a rate that is the higher of (i) the applicable rate under its mortgage; and (ii) 9.5% per annum, calculated in arrears;
 - (ii) if the first mortgagee does not fund such amount, the second mortgagee will have the right (but not the obligation) to fund such amount as an advance under its mortgage at an interest rate accruing at a rate that is the of the higher of (i) the applicable rate under its mortgage; and (ii) 9.5% per annum, calculated in arrears. The amount advanced will have a first-ranking super-priority charge over the applicable Property only. If necessary, this process

will continue until all mortgagees on a Property have been given the opportunity to fund;

- (iii) where no mortgagee funds such amount, the Monitor shall draw such amount on the Standby DIP (defined below);
- (b) with respect to costs not specific to a particular Property (“**General Costs**”) in an amount up to \$400,000 in the aggregate, if there is not sufficient funding through the Applicant’s cash on hand or cash immediately available generated by the sale of any Properties (after repayment of all known debts):
- (i) each first mortgagee shall have the right (but not the obligation) to fund its pro-rated estimated share of such funding based on the principal amount of its first mortgage as an advance under its mortgage at an interest rate accruing at a rate that is the of the higher of (i) the applicable rate under its mortgage; and (ii) 9.5% per annum, calculated in arrears;
 - (ii) if the first mortgagee does not fund such amount, the second mortgagee will have the right (but not the obligation) to fund such amount as an advance under its mortgage at an interest rate accruing at a rate that is the of the higher of (i) the applicable rate under its mortgage; and (ii) 9.5% per annum, calculated in arrears. The amount advanced will have a first-ranking super-priority charge over the applicable Property only. If necessary, this process will continue until all mortgagees on a Property have been given the opportunity to fund;
 - (iii) where no mortgagee funds such amount, the Monitor shall draw such amount on the Standby DIP.

35. **THIS COURT ORDERS** that the Monitor shall be at liberty and it is hereby empowered to cause any Applicant to borrow by way of a revolving credit or otherwise (the “**Standby DIP**”) from such lender as it may arrange in accordance with paragraph 34 (whether an existing mortgagee or otherwise, a “**DIP Lender**”), such monies from time to time as it may consider necessary or desirable to fund Project Specific Costs and General Costs in accordance with paragraph 34.

36. **THIS COURT ORDERS** that the Monitor is at liberty and authorized to issue certificates substantially in the form annexed as Schedule “C” hereto (the “**DIP Certificates**”) for any amount borrowed pursuant to paragraph 35 and, for greater certainty, each DIP

Certificate shall indicate the Property to be charged and the amount to be charged pursuant to the DIP Certificate.

37. **THIS COURT ORDERS** that any DIP Lender shall be entitled to the benefit of and is hereby granted a fixed and specific charge on the Property identified in a DIP Certificate (the “**DIP Lender's Charge**”) as security for the payment of the principal amount set out in any DIP Certificate, together with interest and charges thereon, in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, including, without limitation, the Administration Charge, provided however, that the amount of any DIP Lender’s Charge shall attach only to the Property identified in a DIP Certificate with respect to that borrowing.

38. **THIS COURT ORDERS** that the monies from time to time borrowed pursuant to paragraph 35 and any and all DIP Certificates evidencing the same or any part thereof shall rank on a *pari passu* basis per Property, unless otherwise agreed to by the holders of any prior issued DIP Certificates.

VALIDITY OF CHARGES CREATED BY THIS ORDER

39. **THIS COURT ORDERS** that the filing, registration or perfection of the Administration Charge and DIP Lender’s Charge (collectively, the “**Charges**”) shall not be required, and that the Charges shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Charges coming into existence, notwithstanding any such failure to file, register, record or perfect.

40. **THIS COURT ORDERS** that except as otherwise expressly provided for herein, or as may be approved by this Court, the Applicants shall not grant any Encumbrances over any Property that rank in priority to, or *pari passu* with, any of the Charges, unless the Applicants also obtain the prior written consent of the beneficiaries of the applicable Charges or further Order of this Court.

41. **THIS COURT ORDERS** that the Charges shall not be rendered invalid or unenforceable and the rights and remedies of the chargees entitled to the benefit of the Charges (collectively, the “**Chargees**”) thereunder shall not otherwise be limited or impaired in any way

by (a) the pendency of these proceedings and the declarations of insolvency made herein or by the Proposal Proceedings and the declarations of insolvency made therein; (b) any application(s) for bankruptcy order(s) issued pursuant to BIA, or any bankruptcy order made pursuant to such applications; (c) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (d) the provisions of any federal or provincial statutes; or (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an “**Agreement**”) which binds the Applicants, and notwithstanding any provision to the contrary in any Agreement:

- (a) neither the creation of the Charges nor the execution, delivery, perfection, registration or performance in connection thereof shall create or be deemed to constitute a breach by the Applicants of any Agreement to which it is a party;
- (b) the payments made by the Applicants pursuant to this Order and the granting of the Charges, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.

42. **THIS COURT ORDERS** that any Charge created by this Order over leases of real property in Canada shall only be a Charge in the Applicants’ interest in such real property leases.

SALE PROCESS

43. **THIS COURT ORDERS** that the sale process (the “**Sale Process**”), as described in Section 3.0 of the Third Supplemental Report be and is hereby approved.

44. **THIS COURT ORDERS** that the Monitor and TD be and are hereby authorized and directed to perform their obligations under and in accordance with the Sale Process, and to take such further steps as they consider necessary or desirable in carrying out the Sale Process as described in the Third Supplemental Report, subject to prior approval of this Court being obtained before completion of any transactions under the Sale Process.

45. **THIS COURT ORDERS** that without limiting the terms of the Sale Process as set out in the Third Supplemental Report, to the extent that a mortgagee will not be paid in cash in full through bids received through the Sale Process, such mortgagee will be entitled to credit bid its indebtedness and purchase the Property over which it has a mortgage provided that such mortgagee pays any prior ranking indebtedness in full in cash (or such other arrangement to which a prior ranking creditor may in its sole discretion agree).

46. **THIS COURT ORDERS** that the Monitor, and its affiliates, partners, directors, employees, agents and controlling persons shall have no liability with respect to any and all losses, claims, damages or liabilities, of any nature or kind, to any person in connection with or as a result of performing its obligations under the Sale Process, except to the extent such losses, claims, damages or liabilities result from the gross negligence or willful misconduct of the Monitor in performing its obligations under the Sale Process (as determined by this Court).

47. **THIS COURT ORDERS** that in connection with the Sale Process and pursuant to clause 7(3)(c) of the *Personal Information and Electronic Documents Act (Canada)*, the Monitor, the Applicants and TD are authorized and permitted to disclose personal information of identifiable individuals to prospective purchasers or offerors and to their advisors, but only to the extent desirable or required to negotiate and attempt to complete one or more transactions (each, a "**Transaction**"). Each prospective purchaser or offeror to whom such information is disclosed shall maintain and protect the privacy of such information and shall limit the use of such information to its evaluation of the Transaction, and if it does not complete a Transaction, shall: (i) return all such information to the Monitor, the Applicants or TD, as applicable; (ii) destroy all such information; or (iii) in the case of such information that is electronically stored, destroy all such information to the extent it is reasonably practical to do so. The transacting party with respect to any Property shall be entitled to continue to use the Personal Information provided to it, and related to the Property purchased, in a manner which is in all material respects identical to the prior use of such information by the Applicants, and shall return all other personal information to the Monitor, the Applicants, or TD, as applicable, or ensure that all other personal information is destroyed.

48. **THIS COURT ORDERS** that to the extent there is equity available in any project of the Applicants (each of the projects is set out in Section 3.0(3) of the Report) or either or both of the Elm Avenue Properties after payment of all debts, fees and costs owing or incurred in respect of that project or either or both of the Elm Avenue Properties (in each case, the “**Project Equity**”), each mortgagee of that project will be entitled to receive in cash an amount equal to 10% of the principal amount of its mortgage prior to any payment to the project's or either or both of the Elm Avenue Properties' shareholder (the “**Equity Kicker**”); provided that to the extent there is insufficient Project Equity to pay the Equity Kicker in full, each such mortgagee shall be entitled to its *pro-rata* share of the Equity Kicker based on the principal amount of its mortgage; and further provided that any mortgagee with a collateral mortgage will be entitled to collect its Equity Kicker in respect of any Property where it has a mortgage, provided that (i) in no event will such mortgagee receive in the aggregate an Equity Kicker that is greater than 10% of the principal amount of its mortgage owed by the primary mortgagor, and (ii) the advances it provided were used either for the property subject to the mortgage or for another property in the same project.

SERVICE AND NOTICE

49. **THIS COURT ORDERS** that the Monitor shall (i) without delay, publish in the Globe and Mail (National Edition) a notice containing the information prescribed under the CCAA, (ii) within five days after the date of this Order, (A) make this Order publicly available in the manner prescribed under the CCAA, (B) send, in the prescribed manner, a notice to every known creditor who has a claim against the Applicants of more than \$1,000, and (C) prepare a list showing the names and addresses of those creditors and the estimated amounts of those claims, and make it publicly available in the prescribed manner, all in accordance with Section 23(1)(a) of the CCAA and the regulations made thereunder.

50. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the “**Protocol**”) is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/e-service-protocol/>) shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to

Rule 3.01(d) of the Rules of Civil Procedure and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Protocol with the following URL '<http://www.ksvadvisory.com/insolvency-cases/forme-development-group/>'.

51. **THIS COURT ORDERS** that if the service or distribution of documents in accordance with the Protocol is not practicable, the Applicants and the Monitor are at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or facsimile transmission to the Applicants' creditors or other interested parties at their respective addresses as last shown on the records of the Applicants and that any such service or distribution by courier, personal delivery or facsimile transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

GENERAL

52. **THIS COURT ORDERS** that the Applicants or the Monitor may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

53. **THIS COURT ORDERS** that nothing in this Order shall prevent the Monitor from acting as an interim receiver, a receiver, a receiver and manager, or a trustee in bankruptcy of the Applicants, the Business or the Property.

54. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

55. **THIS COURT ORDERS** that each of the Applicants and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

56. **THIS COURT ORDERS** that any interested party (including the Applicants and the Monitor) may apply to this Court to vary or amend this Order on not less than seven (7) days notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

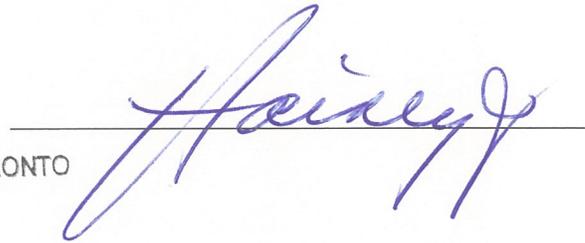
57. **THIS COURT ORDERS** that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Standard/Daylight Time on the date of this Order.

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

DEC 06 2018

PER / PAR:

UM



Schedule "A" – List of Applicants

3310 Kingston Development Inc.

1296 Kennedy Development Inc.

1326 Wilson Development Inc.

376 Derry Development Inc.

5507 River Development Inc.

4439 John Development Inc.

9500 Dufferin Development Inc.

2358825 Ontario Ltd.

250 Danforth Development Inc.

159 Carrville Development Inc.

169 Carrville Development Inc.

189 Carrville Development Inc.

27 Anglin Development Inc.

29 Anglin Development Inc.

~~58 Old Kennedy Development Inc.~~



SCHEDULE "B" – LIST OF PROPERTIES

250 Danforth Rd. E Block 55 - Dairy Dr., Toronto, ON (PIN 06449-0741) Block 53 - Bamblett Dr., Toronto, ON (PIN 06449-0739) Block 54 - Bamblett Dr., Toronto, ON (PIN 06449-0740)
3314 Kingston Rd., Toronto, ON
1296 Kennedy Rd., Toronto, ON
1326 Wilson Ave, Toronto, ON
1328 Wilson Ave, Toronto, ON
376 Derry Rd. W., Mississauga, ON
4439 John St., Niagara Falls, ON
4407 John St., Niagara Falls, ON
4413 John St., Niagara Falls, ON
4427 John St., Niagara Falls, ON
5507 River Rd. Niagara Falls, ON
5471 River Rd., Niagara Falls, ON
5491 River Rd., Niagara Falls, ON
9500 Dufferin St., Maple, ON
1483 Birchmount Rd., Toronto, ON
159 Carrville Road, Richmond Hill, ON
169 Carville Road, Richmond Hill, ON
177 Carrville Road, Richmond Hill, ON
181 Carrville Road, Richmond Hill, ON

189 Carrville Road, Richmond Hill, ON
27 Anglin Drive, Richmond Hill, ON
29 & 31 Anglin Drive, Richmond Hill, ON
58 Old Kennedy Road and 20 Thelma Ave., Markham, ON



SCHEDULE "C" – FORM OF DIP CERTIFICATE

CERTIFICATE NO. _____

AMOUNT \$ _____

AFFECTED PROPERTY _____ (the "**Charged Property**")

1. THIS IS TO CERTIFY that KSV Kofman Inc., the monitor (the "**Monitor**") in the CCAA proceedings of Forme Development Group Inc. and certain of its affiliates (the "**Applicants**") appointed by Order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated the ___ day of _____, 2018 (the "**Initial Order**") made in an action having Court file number CV-18-608313-00CL, has received as such Monitor from the holder of this certificate (the "**DIP Lender**") the principal sum of \$ _____.

2. The principal sum evidenced by this certificate is payable on demand by the Lender with interest thereon calculated and compounded monthly not in advance on the first day of each month after the date hereof at a notional rate of _____ per annum equal.

3. Such principal sum with interest thereon is, by the terms of the Order, together with the principal sums and interest thereon of all other certificates issued by the Monitor pursuant to the Initial Order or to any further order of the Court, a charge upon the Charged Property which charge shall have the priority set out in the Initial Order.

4. All sums payable in respect of principal and interest under this certificate are payable at the main office of the Lender at Toronto, Ontario.

5. Until all liability in respect of this certificate has been terminated, no certificates creating charges ranking or purporting to rank in priority to this certificate on the Charge Property shall be issued by the Monitor to any person other than the holder of this certificate without the prior written consent of the holder of this certificate.

6. The charge securing this certificate shall operate so as to permit the Monitor to deal with the Charged Property as authorized by the Initial Order and as authorized by any further or other order of the Court.

7. The Monitor does not undertake, and it is not under any personal liability, to pay any sum in respect of which it may issue certificates under the terms of the Order.

DATED the _____ day of _____, 20__.

KSV KOFMAN INC., solely in its capacity
as Monitor in the CCAA proceedings of Forme
Development Group Inc. and the other parties
therein, and not in its personal capacity

Per: _____
Name:
Title:

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED

Court File No. CV-18-608313-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF FORME
DEVELOPMENT GROUP INC. AND THE OTHER COMPANIES LISTED ON SCHEDULE
"A" HERETO

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)

Proceeding commenced at Toronto

AMENDED AND RESTATED INITIAL ORDER

GOLDMAN SLOAN NASH & HABER LLP
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Mario Forte (LSUC#: 27293F)
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Email: forte@gsnh.com

Jennifer Stam (LSUC#: 46735J)
Tel: 416.597.5017
Email: stam@gsnh.com

Lawyers for the Applicants

Appendix “C”

Appendix “C” – Non-Applicants

4 Don Hillock Development Inc.
7397 Islington Development Inc.
101 Columbia Development Inc.
4208 Kingston Development Inc.
376 Derry Development Inc.
390 Derry Development Inc.
186 Old Kennedy Development Inc.
31 Victory Development Inc.
22 Old Kennedy Development Inc.
35 Thelma Development Inc.
19 Turff Development Inc.
4550 Steeles Development Inc.
9500 Dufferin Development Inc.
2495393 Ontario Inc.

Appendix “D”

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.

JUSTICE HAINEY

)
)
)

MONDAY, THE 18TH

DAY OF MARCH, 2019



IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF FORME DEVELOPMENT GROUP INC.
AND THE OTHER COMPANIES LISTED ON SCHEDULE "A"
HERETO (the "Applicants")

APPLICATION UNDER THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

ORDER

THIS MOTION, made by KSV Kofman Inc. ("**KSV**"), solely in its capacity as Court-appointed monitor (the "**Monitor**") in the proceedings of the Applicants pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. c-36, as amended ("**CCAA**"), was heard this day at 330 University Avenue, Toronto, Ontario, M5G 1R7.

ON READING the Motion Record of the Monitor, including the Third Report of the Monitor dated February 26, 2019 (the "**Third Report**") and the First Supplement to the Third Report of the Monitor dated March 12, 2019, and upon hearing the submissions of counsel for the Monitor and such other parties as were present, no one else appearing although duly served as appears from the affidavit of service of Jason M. Berall sworn February 26, 2019 and the affidavit of service of Aiden Nelms sworn March 12, 2019, filed;

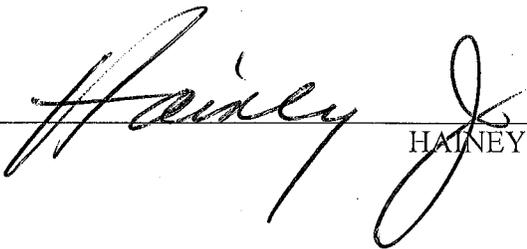
1. **THIS COURT ORDERS** that the Undertaking of the Forme Group (the "**Undertaking**") attached hereto as Schedule "B" be and is hereby approved.
2. **THIS COURT ORDERS** that the Forme Group and the Principal (each as defined in the Undertaking) and all other persons referenced in the Undertaking are authorized and directed to perform their obligations thereunder.
3. **THIS COURT ORDERS** that Confidential Appendix "1" to the Third Report be sealed, kept confidential and not form part of the public record pending further Order of this Court.
4. **THIS COURT ORDERS** that if an intercompany advance is made in accordance with Section 5(a), 5(b) or 5(d) of the Undertaking with the consent of the Monitor or further Order of this Court (each an "**Intercompany Advance**") the funding Non-Applicant shall be entitled to the benefit of a charge (each an "**Intercompany Charge**") on the receiving Non-Applicant's real property, which Intercompany Charge shall not secure an obligation that exists before this Order is made.
5. **THIS COURT ORDERS** that such Intercompany Charge shall be limited to the amount of the Intercompany Advance.
6. **THIS COURT ORDERS** that the filing, registration or perfection of the Intercompany Charge shall not be required, and that the Intercompany Charge shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Intercompany Charge coming into existence, notwithstanding any such failure to file, register, record or perfect.

7. **THIS COURT ORDERS** that each Intercompany Charge shall constitute a charge on the receiving Non-Applicant's real property and such Intercompany Charge shall rank immediately subordinate to the mortgages registered against the receiving Non-Applicant's real property as of the date of this Order.

8. **THIS COURT ORDERS** that except as may be approved by this Court, the receiving Non-Applicant shall not grant any mortgages or other encumbrances over the receiving Non-Applicant's real property that rank in priority to, or *pari passu* with the Intercompany Charge, unless the receiving Non-Applicant also obtains the prior written consent of the Monitor.

9. **THIS COURT ORDERS** that the Intercompany Charge shall not be rendered invalid or unenforceable and the rights and remedies of the chargees entitled to the benefit of the Intercompany Charge (collectively, the "**Chargees**") thereunder shall not otherwise be limited or impaired in any way by (a) the pendency of these proceedings and the declarations of insolvency made herein; (b) any application(s) for bankruptcy order(s) issued pursuant to the *Bankruptcy and Insolvency Act* (the "**BIA**"), or any bankruptcy order made pursuant to such applications; (c) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (d) the provisions of any federal or provincial statutes; or (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an "**Agreement**") which binds the receiving Non-Applicant, and notwithstanding any provision to the contrary in any Agreement:

- (a) neither the creation of the Intercompany Charge nor the execution of the Undertaking shall create or be deemed to constitute a breach by the receiving Non-Applicant of any Agreement to which it is a party;
- (b) none of the Chargees shall have any liability to any person whatsoever as a result of any breach of any Agreement caused by or resulting from the receiving Non-Applicant entering into the Undertaking or by the creation of the Intercompany Charge; and
- (c) the payments made by the receiving Non-Applicant pursuant to this Order, the Undertaking and the granting of the Intercompany Charge, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.


HAYLEY J.

ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

MAR 18 2019

PER/PAR: RW

SCHEDULE "A"

2358825 Ontario Ltd.

27 Anglin Development Inc.

29 Anglin Development Inc.

250 Danforth Development Inc.

3310 Kingston Development Inc.

1296 Kennedy Development Inc.

1326 Wilson Development Inc.

189 Carrville Development Inc.

169 Carrville Development Inc.

159 Carrville Development Inc.

5507 River Development Inc.

4439 John Development Inc.

SCHEDULE "B"

Court File No. CV-18-608313-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS
AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE
OR ARRANGEMENT OF FORME DEVELOPMENT
GROUP INC. AND THE OTHER COMPANIES LISTED
ON SCHEDULE "A" HERETO (the "Applicants")

APPLICATION UNDER THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS
AMENDED

UNDERTAKING OF THE FORME GROUP

TO: THIS HONOURABLE COURT
FROM: THE CORPORATIONS LISTED ON SCHEDULE "B" HERETO
AND FROM: YUAN HUA WANG (a/k/a MIKE WANG) ("**Principal**")

WHEREAS:

- (a) the Principal is the sole shareholder, director and directing mind of the corporations listed on Schedule "B" hereto (collectively the "**Forme Group**")
- (b) the entities in the Forme Group own real property on which the Forme Group intended to develop various real estate projects ("**Projects**");
- (c) the entities in the Forme Group have granted mortgages ("**Mortgages**") to the parties listed on Schedule "C" hereto ("**Mortgagees**");
- (d) the Principal has guaranteed the obligations of the entities of the Forme Group to certain of the Mortgagees ("**Guarantees**");
- (e) the Applicants are subject to proceedings under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 ("**CCAA**"). The Applicants are represented by Goldman, Sloan, Nash & Haber LLP ("**GSNH**");
- (f) the Initial Order granted in the CCAA proceedings provides the Monitor (as defined below) with powers and duties beyond those contemplated by the model Initial Order;

- (g) within the CCAA proceedings, a sale process is being conducted by KSV Kofman Inc. ("KSV"), as Monitor ("Monitor"), under the supervision of this Honourable Court pursuant to which the Projects owned by the Applicants will be sold;
- (h) three entities of the Forme Group, 58 Old Kennedy Development Inc., 76 Old Kennedy Development Inc., and 82 Old Kennedy Development Inc. (collectively, the "NOI Entities"), filed notices of intention to make proposals under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 ("BIA") and transactions were completed for the sale of the real properties owned by the NOI Entities. The NOI Entities are represented by GSNH;
- (i) the proceeds from the sale of the property owned by the NOI Entities are being held by KSV as Proposal Trustee ("Trustee");
- (j) the remaining members of the Forme Group other than the Applicants and the NOI Entities ("Non-Applicants") are not subject to proceedings under the CCAA or the BIA. The Non-Applicants are represented by Cassels Brock & Blackwell LLP ("CBB");
- (k) the Non-Applicants are in default of certain of the mortgages granted by them to their respective Mortgagees;
- (l) the Non-Applicants are marketing their respective Projects for sale in order to generate funds to pay their respective creditors;
- (m) certain of the Mortgagees of the Non-Applicants have commenced power of sale proceedings;
- (n) the Principal anticipates that the sale of certain entities or their real property will generate more than sufficient funds to pay the creditors of those entities in full;
- (o) the Principal also anticipates that the sale of certain other entities or their real property will not generate sufficient funds to pay the creditors of those entities in full;
- (p) the Principal anticipates that the proceeds of the sale of those entities or real property that are sold or refinanced will generate sufficient proceeds to pay all secured claims and guarantee obligations of the Forme Group and the Principal;
- (q) for greater certainty, absent an agreement or other entitlement to the contrary, the unsecured creditors of each Non-Applicant shall only have recourse to the sale proceeds of that Non-Applicant's property, net of the claims of secured creditors of that Non-Applicant, and not to any sale proceeds generated by the sale of other Non-Applicants' property;
- (r) a claims process is required to determine all of the claims that may exist against the Forme Group and the Principal in order to determine whether

the proceeds are sufficient to satisfy the amount owing to creditors, including creditors with guarantee claims;

- (s) the Principal has advised this Honourable Court that he intends to ensure that the funds received from the sale of the Projects (including those owned by the Non-Applicants) are used to repay the creditors of the Forme Group and of the Principal, in accordance with the intentions expressed above, before any amounts are distributed to the Principal; and
- (t) the Forme Group and the Principal are giving this Undertaking to this Honourable Court in order to effectuate such intention.

The Non-Applicants and the Principal hereby undertake to this Honourable Court as follows:

1. Subject to paragraph 9 below or any earlier sale by a Mortgagee pursuant to its enforcement rights, they will sell the Projects owned by the Non-Applicants ("NA Projects", and each a "NA Project") in a commercially reasonable fashion with the intention of maximizing the sale proceeds;
2. They will work cooperatively and transparently with the Monitor/Trustee in all respects, including, without limitation, by providing all information required or requested of them on a timely basis and by providing and executing such documents as are required to close the sale of the Birchmount condominiums;
3. Without limiting the generality of the foregoing, they will (A) keep the Monitor/Trustee apprised, on a confidential basis, of their efforts to sell the NA Projects (including, without limitation, providing a weekly written update each Tuesday by noon detailing the status of each NA Project, with the first update to be provided on March 19, 2019), (B) forthwith provide copies of all offers (whether binding or otherwise) to purchase the NA Projects to the Monitor/Trustee on a confidential basis, and (C) advise the Monitor/Trustee in advance of any expecting closing dates;
4. The purchase price (including any deposits) in respect of the sale of any NA Project will be delivered by the purchaser(s) to CBB. Upon the closing of such sale, the Non-Applicants and the Principal will cause to be repaid the amounts owing to the Mortgagees of that NA Project. If there are funds remaining after repayment of the Mortgagees ("**Balance**"), the Balance will be held by CBB in trust for that entity's remaining creditors. For greater certainty, the Balance shall not be provided to any member of the Forme Group or the Principal without further Order of this Honourable Court. CBB will maintain separate trust accounts and will account separately for each NA Project, and will provide the Monitor with updates concerning the account balances and the accounting for same from time to time upon request by the Monitor;
5. Notwithstanding paragraph 4, above, it is understood and agreed that the Balance may be accessed for the following purposes and on the following terms:

- a. with the prior written consent of the Monitor, or upon a further order of this Honourable Court, proceeds from the sale of the Non-Applicants' real property may be used to maintain mortgages of other Non-Applicants in good standing and thereby attempt to avoid power of sale proceedings; provided that there is a reasonable prospect that the funding Non-Applicant will be repaid. In the event any such advance of funds is made as between Non-Applicant entities, any such advance will be made on a priority basis ranking immediately subordinate to any mortgages of the receiving Non-Applicant;
 - b. with the prior written consent of the Monitor, or upon a further order of this Honourable Court, proceeds from the sale of the Non-Applicants' real property may be used to pay other expenses of the Non-Applicants that are conducive to maintaining and maximizing the value of their assets for creditors; provided that there is a reasonable prospect that the funding Non-Applicant will be repaid;
 - c. with the prior written consent of the Monitor, or upon a further order of this Honourable Court, proceeds from the sale of the Non-Applicants' real property may be used to pay ordinary course creditors with outstanding claims against the relevant Non-Applicant; and
 - d. the Non-Applicants may pay the reasonable professional fees and disbursements of CBB, provided that the Monitor shall receive an accounting of all amounts so paid forthwith following payment;
6. Each Non-Applicant with a Balance shall participate in a Court-approved claims process conducted by the Monitor pursuant to which the claims of creditors of the Non-Applicant will be proven and quantified and the Balance distributed to those creditors, provided that no claims will be accepted without the consent of the Non-Applicants or order of the Court. Such proceedings include the BIA proceedings already underway;
 7. In the event that the creditors of a Non-Applicant are paid in full and there are funds remaining ("**Surplus**"), CBB shall continue to hold the Surplus in trust until the conclusion of the claims process and no amounts will be distributed to the Forme Group, the Principal or any other entity without the consent of the Monitor/Trustee or an order of the Court;
 8. Any Surplus, after payment of all claims guaranteed by the Principal and payment of all professional fees of KSV, its counsel Bennett Jones LLP, CBB, and GSNH, shall be distributed to or at the direction of the Principal. For greater certainty, absent an agreement or other entitlement to the contrary, there is no requirement to use the Surplus to fund any unsecured deficiency in an entity of the Forme Group where unsecured creditors are not paid in full;
 9. Subject to the rights and remedies of any applicable Mortgagee, the Non-Applicants reserve the right to retain such Projects as need not be sold to repay Forme Group creditors; provided, however, that in the event of a

deficiency to creditors of the Forme Group, as many Projects as is necessary will be sold or refinanced until sufficient proceeds are available to repay the creditors of the Forme Group as detailed above;

10. It is understood and agreed that the professional fees and disbursements of Cassels Brock & Blackwell LLP, counsel for the Non-Applicants, will be paid from the proceeds of sale of the NA Projects;
11. Any distributions to be made will be made net of any tax liabilities that may exist;
12. GSNH and KSV shall discharge their mortgage registrations as against each of the Non-Applicant properties upon Court approval of this Undertaking;
13. Any dispute arising out of this Undertaking shall be determined by this Honourable Court by way of a motion in the CCAA proceeding;
14. If the Forme Group or its Principal breaches the terms of this Undertaking and fails to remedy such breach within three business days, the Monitor/Trustee shall forthwith bring a motion seeking such relief as it deems appropriate;
15. The Monitor/Trustee reserves the right to seek an order of the Court compelling the sale of a property for any Non-Applicant's real property that the Forme Group and/or the Principal wishes to refinance if the proceeds from the refinancing are not expected to be sufficient to repay in full the guarantee claims;
16. None of the Principal, Jessica Wang, Aimie Yang or any their respective relatives or proxies shall, directly or indirectly, purchase or acquire any interest in any of the Applicants' properties;
17. The Monitor shall provide timely disclosure of any and all offers received for the purchase of the Applicants' properties ("**Offers**") to the Principal or his representatives, and will meet with them to discuss the Offers; and
18. The Principal, Jessica Wang and Aimie Yang, and their agents, advisors and representatives, shall keep the terms of the Offers strictly confidential.

DATED at Toronto this 11th day of March, 2019

101 Columbia Development Inc.

By: _____

Name: Yuan Hua Wang
Title: President

186 Old Kennedy Development Inc.

By: 
Name: Yuan Hua Wang
Title: President

19 Turff Development Inc.

By: 
Name: Yuan Hua Wang
Title: President

22 Old Kennedy Development Inc.

By: 
Name: Yuan Hua Wang
Title: President

31 Victory Development Inc.

By: 
Name: Yuan Hua Wang
Title: President

35 Thelma Development Inc.

By: 
Name: Yuan Hua Wang
Title: President

376 Derry Development Inc.

By: 
Name: Yuan Hua Wang
Title: President

390 Derry Development Inc.

By: 
Name: Yuan Hua Wang
Title: President

4 Don Hillock Development Inc.

By: 
Name: Yuan Hua Wang
Title: President

4208 Kingston Development Inc.

By: 
Name: Yuan Hua Wang
Title: President

4550 Steeles Development Inc.

By: 
Name: Yuan Hua Wang
Title: President

7397 Islington Development Inc.

By: 
Name: Yuan Hua Wang
Title: President

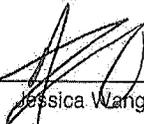
9500 Dufferin Development Inc.

By: 
Name: Yuan Hua Wang
Title: President

Yuan Hua Wang (a/k/a Mike Wang)



Witness


Name: Jessica Wang

SCHEDULE "A"

3310 Kingston Development Inc.

1296 Kennedy Development Inc.

1326 Wilson Development Inc.

5507 River Development Inc.

4439 John Development Inc.

2358825 Ontario Ltd.

250 Danforth Development Inc.

159 Carrville Development Inc.

169 Carrville Development Inc.

189 Carrville Development Inc.

27 Anglin Development Inc.

29 Anglin Development Inc

SCHEDULE "B"

3310 Kingston Development Inc.
1296 Kennedy Development Inc.
1326 Wilson Development Inc.
5507 River Development Inc.
4439 John Development Inc.
2358825 Ontario Ltd.
250 Danforth Development Inc.
159 Carrville Development Inc.
169 Carrville Development Inc.
189 Carrville Development Inc.
27 Anglin Development Inc.
29 Anglin Development Inc.
Forme Development Group Inc.
4 Don Hillock Development Inc.
7397 Islington Development Inc.
101 Columbia Development Inc.
4208 Kingston Development Inc.
376 Derry Development Inc.
390 Derry Development Inc.
186 Old Kennedy Development Inc.
31 Victory Development Inc.
76 Old Kennedy Development Inc.
82 Old Kennedy Development Inc.
58 Old Kennedy Development Inc.
22 Old Kennedy Development Inc.

35 Thelma Development Inc

19 Turff Development Inc.

4550 Steeles Development Inc.

9500 Dufferin Development Inc.

SCHEDULE "C"

Former Group Entity	Municipal Address(es)	Mortgagees
3310 Kingston Development Inc.	3314 Kingston Rd., Toronto, ON	First Source Financial Management Inc. Ferina Construction Limited Yuce Baykara & Olympia Trust Company Yi Zhou, Jack Ya Jyue Chen, Wei Zhu, Yu Wang, Hong Xie, Zhengxie Yu, Vera Kevic, Community Trust Company, Shuxin Liu, & Li Hu
1296 Kennedy Development Inc.	1296 Kennedy Rd., Toronto, ON	First Source Financial Management Inc. Yi Zhou, Community Trust Company, Yu Kai Wong, & Lenny Wong
1326 Wilson Development Inc.	1326-1328 Wilson Ave., Toronto, ON	Morrison Financial Mortgage Corporation 2586614 Ontario Inc. 2348793 Ontario Ltd. & JYR Real Capital Mortgage Investment Corporation
5507 River Development Inc.	5471, 5491 & 5507 River Rd., Niagara Falls, ON	Home Trust Company Niagara Falls Pointe General Partner, Inc.
4439 John Development Inc.	4439 John St., Niagara Falls, ON, 4407 John St., Niagara Falls, ON, 4413 John St., Niagara Falls, ON & 4427 John St., Niagara Falls, ON	Home Trust Company Sentrix Financial Corporation
2358825 Ontario Ltd. (Birchmount)	1483 Birchmount Rd., Toronto, ON	MCAP Financial Corporation HMT Holdings Inc. Trisura Guarantee Insurance Company
250 Danforth Development Inc.	250 Danforth Rd. E., Toronto, ON, Three Parcels (Block 53, 54, 55), 0 Dairy Dr., Toronto, ON, 0 Bamblett Dr., Toronto, ON, & 23 Bamblett Dr., Toronto, ON	First Source Financial Management Inc. & Community Trust Company Yuce Baykara, Olympia Trust Company, & Community Trust Company Yi Zhou, Dunliang Zhang, Liying Zhao, Yong Jiang, Rensong Dou, Xuefen Song, Jinxi Liu, Min He, Lin Li, CX Financial Investing Inc., Wen

		Wei Zhang, Jun Wang, Zhengxie Yu, Hsing Ching Fan, Kung Chan Fan, Martin Zamora, Hao Li, Lijie Wang, Yifei Wang, and Xuemei Yuan
		Trisura Guarantee Insurance Company
159 Carrville Development Inc.	159 Carrville Rd., Richmond Hill, ON	2611809 Ontario Inc. 2611622 Ontario Inc. 2612316 Ontario Inc.
169 Carrville Development Inc.	169 Carrville Rd., Richmond Hill, ON	Home Trust 2557725 Ontario Inc. 10226190 Canada Ltd 2611622 Ontario Inc. 2612316 Ontario Inc.
189 Carrville Development Inc.	177 Carrville Rd., Richmond Hill, ON, 181 Carrville Rd., Richmond Hill, ON & 189 Carrville Rd., Richmond Hill, ON	Home Trust 2557725 Ontario Inc. 10226190 Canada Ltd 2611622 Ontario Inc. 2612316 Ontario Inc.
27 Anglin Development Inc.	27 Anglin Dr., Richmond Hill, ON	Home Trust Company 2603616 Ontario Inc.
29 Anglin Development Inc.	29 Anglin Dr., Richmond Hill, ON & 31 Anglin Dr., Richmond Hill, ON	Home Trust Company 2603616 Ontario Inc.
4 Don Hillock Development Inc.	4 Don Hillock Dr., Aurora, ON	Perdy Building Corporation Canada Access Capital Ltd.
7397 Islington Development Inc.	7397 Islington Ave., Vaughan, ON	739572 Ontario Limited Empirical Capital Corp. Yuce Baykara & Computershare Trust Company of Canada
101 Columbia Development Inc.	93-101 Columbia St. W., Waterloo, ON	Foremost Mortgage Holding Corporation Ivy Hong Chih-Huang Lin
4208 Kingston Development Inc.	4206-4208 Kingston Rd., Toronto, ON & 4212 Kingston Rd., Toronto, ON	Foremost Mortgage Holding Corporation Xin Cai, Dingping Cheng, Weiguo Dai, Qing Ying Wu, Hongbing Xie, Linghong Kong & Shepherd Estate Limited Partnership
		Royal Bank of Canada

376 Derry Development Inc.	376 Derry Rd. W., Mississauga, ON	2348793 Ontario Ltd. & JYR Real Capital Mortgage Investment Corporation 2348793 Ontario Ltd., 5F Secondary Investment Group Inc. & JYR Real Capital MIC
390 Derry Development Inc.	390 Derry Rd. W., Mississauga, ON	Firm Capital Mortgage Fund Inc. Lora & Steve Papaikonomou 2592898 Ontario Inc. 2620094 Ontario Inc.
186 Old Kennedy Development Inc.	186 Old Kennedy Rd., Markham, ON & 51 Victory Ave., Markham, ON	Krashnik Investments Limited & Gabel Investments Limited 2592898 Ontario Inc., 2620094 Ontario Inc., 2627235 Ontario Inc. 2638796 Ontario Inc., & 2646429 Ontario Inc. Yi Zhou, Jin Fen Zheng, Xiang Hong Zheng, BAI (Bild Alternative Investment) Corporation, Dong Hui Wang, Guifang Wang & Community Trust Company Matthew Franklin Santiso
31 Victory Development Inc.	31 Victory Ave., Markham, ON	Vector Financial Services Limited 10226190 Canada Ltd.
76 Old Kennedy Development Inc.	64-76 Old Kennedy Rd., Markham, ON	Matthew Castelli Matthew Castelli
82 Old Kennedy Development Inc.	82 Old Kennedy Rd., Markham, ON	Wu's International Group Inc. Matthew Castelli
58 Old Kennedy Development Inc.	58 Old Kennedy Rd., Markham, ON & 20 Thelma Ave., Markham, ON	All Season Recycle Inc. & Sasikala Sivasorusban Matthew Castelli
22 Old Kennedy Development Inc.	16 & 22 Old Kennedy Rd., Markham, ON	Vector Financial Services Limited Wenguang Liu & Yan Yan
35 Thelma Development Inc. & 19 Turff Development Inc.	35 Thelma Ave., Markham, ON & 19 Turff Ave., Markham, ON	U-Feel Inc. Xin Cai, Dingping Cheng, Weiguo Dai, Qing Ying Wu, Honbing Xie, Linghong Kong, & Shepherd Estate Limited Partnership
4550 Steeles Development Inc.	4550 Steeles Ave. E., Markham, ON & 31 Old Kennedy Rd., Markham, ON	Windsor Family Credit Union Limited 2586614 Ontario Inc.

		2348793 Ontario Ltd., 5F Secondary Investment Group Inc., & JYR Real Capital MIC
9500 Dufferin Development Inc.	9500 Dufferin St., Maple, ON	Solaris Holdings Inc.
Yuan Hua Wang & Hua Qin Zhang (in their personal capacity)	59 Elm Ave., Richmond Hill, ON	Home Trust Company, 348 Mortgage Investments Ltd., & 2603616 Ontario Inc.
Yuan Hua Wang & Hua Qin Zhang (in their personal capacity)	63 Elm Ave., Richmond Hill, ON	Home Trust Company, 348 Mortgage Investments Ltd., & 2603616 Ontario Inc.

IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF FORME DEVELOPMENT GROUP INC. AND
THE OTHER COMPANIES LISTED ON SCHEDULE "A" HERETO (the
"Applicants")

Court File No: CV-18-608313-00CL

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

PROCEEDING COMMENCED AT TORONTO

ORDER

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

Jonathan G. Bell (#55457P)
Email: bellj@bennettjones.com

Sean Zweig (#57307I)
Email: zweigs@bennettjones.com

Jason Berall (#68011F)
Email: berallj@bennettjones.com

Tel: (416) 863-1200
Fax: (416) 863-1716

Counsel to KSV Kofman Inc. solely in its capacity as Court-
appointed monitor, and not in its personal capacity

Appendix “E”



PLEASE RETAIN THIS PORTION FOR YOUR RECORDS
PROPERTY TAX ACCOUNT STATEMENT

Assessment Roll No. 19-01-04-3-220-00101-0000-0 6

Date Issued February 3, 2020

Mailing Address

000438
TSCC #2693
C/O NADLAN HARRIS PROPERTY MGMT
500 CHAMPAGNE DR
TORONTO ON M3J 2T9

Property Address

1483 BIRCHMOUNT RD
PLAN 3473 PT LOT 6 RP 66R27244 PT PARTS 1 & 2

Account Summary

Taxes	Total
2018	77,015.09
2017	50,277.57
Total:	127,292.66

Future Amounts Due Date	Amount
	0.00
Total:	0.00

Overdue Amount
- DUE NOW
\$127,292.66

Future Amount(s) Due
\$0.00

TOTAL AMOUNT DUE
\$127,292.66

OVERDUE TAX NOTICE

Messages

This Statement is sent to you as a result of an ownership change, when an ownership change is recorded, a fee is added to the account.

If you make online or telephone banking payments, please be sure to update your property account bill information with your bank. Requests to transfer payments made to the wrong account may incur a fee. To learn more visit our website at toronto.ca/buysellormove

Overdue Property Taxes

The overdue amount is a result of late or missed payments, penalty/interest charges, and/or applicable fees. Please note that payments received are applied to the oldest outstanding balance first. The Overdue Amount must be paid immediately.

Property Tax Account Lookup

Visit toronto.ca/propertytax and use the Property Tax Account Lookup to view your account details.

Customer No. 005947651



PLEASE RETURN THIS PORTION WITH YOUR PAYMENT
PROPERTY TAX ACCOUNT STATEMENT

Assessment Roll No. 19-01-04-3-220-00101-0000-0 6

Date Issued February 3, 2020



Property Address

1483 BIRCHMOUNT RD
PLAN 3473 PT LOT 6 RP 66R27244 PT PARTS 1 & 2

Overdue Amount
- DUE NOW
\$127,292.66

Future Amount(s) Due
\$0.00

TOTAL AMOUNT DUE
\$127,292.66

Amount Paid

19010432200010100000 6 00127292662 00127292662 202002036

⑆01563⑉900⑆ 100204862296⑈96

Appendix “F”

From: zweigs@bennettjones.com <zweigs@bennettjones.com>
Sent: May 15, 2020 9:28 AM
To: Jeff.Larry@paliareroland.com; 'Calvin Ho' <cho@laishleyreed.com>; yuce@knightslpc.com
Cc: Bobby Kofman <bkofman@ksvadvisory.com>; David Sieradzki <dsieradzki@ksvadvisory.com>
Subject: Danforth Reserve

Jeff, Calvin and Yuce,

The current stay of proceedings expires at the end of the month, and we have booked Court time on May 27 to extend it. We will be filing a Report in connection with that motion which will include an update on various aspects of the proceedings, and we intend to include an update on the Danforth reserve. At this point, we will have to say that no discernible progress has been made, that we are not confident a consensual resolution will be reached, and that it appears the Court will need to make a decision on the issue. The Monitor's report will advise that First Source has indicated it is amenable to a resolution, that it has advised the Monitor and the 250 Danforth SMIs of this, but that the SMIs have not engaged in any meaningful way despite several attempts by First Source. Given COVID-19 and the recent guidance from the Chief Justice, we do not expect that message to be well received by Justice Hainey, so we are hopeful that we can have something different to report in advance of the May 27 motion.

We continue to be available to facilitate a resolution if helpful. Please provide us with a status update (if any) by noon on Tuesday so we can include it in our report, which we intend to serve on Wednesday.



Sean Zweig
Partner*, Bennett Jones LLP
*Denotes Professional Corporation

3400 One First Canadian Place, P.O. Box 130, Toronto, ON, M5X 1A4
T. [416 777 6254](tel:4167776254) | F. [416 863 1716](tel:4168631716)
E. zweigs@bennettjones.com

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<http://www.bennettjones.com/unsubscribe>

Appendix “G”

From: Calvin Ho <cho@laidshleyreed.com>
Sent: Tuesday, May 19, 2020 12:46 PM
To: Sean Zweig <ZweigS@bennettjones.com>
Cc: ybaykara@kmbllaw.com; Jeff.Larry@paliareroland.com
Subject: 250 Danforth - \$1.2M

Sean,

Just to let you know that Jeff, Yuce, and I have been engaged in some meaningful discussions with a view to resolving this matter.

We will keep you informed.

Thanks,

Calvin J. Ho
Laidshley | Reed LLP
3 Church Street, Suite 505
Toronto, ON M5E 1M2
Tel: 416.981.9430
Fax: 416.981.0060
www.laidshleyreed.com



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Appendix “H”

Forme Development Group Inc. and the other companies listed on Schedule "A"

Projected Cash Flow

For the Period Ending August 31, 2020

(Unaudited; C\$)

Notes	Week Ending														1 Day Ending	Total	
	07-Jun-20	14-Jun-20	21-Jun-20	28-Jun-20	05-Jul-20	12-Jul-20	19-Jul-20	26-Jul-20	02-Aug-20	09-Aug-20	16-Aug-20	23-Aug-20	30-Aug-20	31-Aug-20			
	1																
<i>Receipts</i>																	
		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<i>Disbursements</i>																	
	2	127,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	127,000
		2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	35,000
		129,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	162,000
		(129,500)	(2,500)	(2,500)	(2,500)	(2,500)	(2,500)	(2,500)	(2,500)	(2,500)	(2,500)	(2,500)	(2,500)	(2,500)	(2,500)	(2,500)	(162,000)
	3	150,000	-	-	-	125,000	-	-	-	-	125,000	-	-	-	-	-	400,000
		(279,500)	(2,500)	(2,500)	(2,500)	(127,500)	(2,500)	(2,500)	(2,500)	(2,500)	(127,500)	(2,500)	(2,500)	(2,500)	(2,500)	(2,500)	(562,000)
	4	5,472,187	5,192,687	5,190,187	5,187,687	5,185,187	5,057,687	5,055,187	5,052,687	5,050,187	5,047,687	4,920,187	4,917,687	4,915,187	4,912,687	4,910,187	5,472,187
		(279,500)	(2,500)	(2,500)	(2,500)	(127,500)	(2,500)	(2,500)	(2,500)	(2,500)	(127,500)	(2,500)	(2,500)	(2,500)	(2,500)	(2,500)	(562,000)
		5,192,687	5,190,187	5,187,687	5,185,187	5,057,687	5,055,187	5,052,687	5,050,187	5,047,687	4,920,187	4,917,687	4,915,187	4,912,687	4,910,187	4,910,187	4,910,187

Forme Development Group Inc. and the other companies listed on Schedule "A"

Notes to Projected Statement of Cash Flow

For the Period Ending August 31, 2020

(Unaudited; \$C)

Purpose and General Assumptions

1. The purpose of the projection is to present a cash flow forecast of Forme Development Group Inc. and the companies listed on Schedule "A" (together, the "Applicants") for the period June 1, 2020 to August 31, 2020 (the "Period") in respect of their proceedings under the *Companies' Creditors Arrangement Act*.

The cash flow projection has been prepared based on hypothetical and most probable assumptions.

Hypothetical and Most Probable Assumptions

2. Represents property taxes owing on the Applicants' Birchmount Gardens project, the payment of which is subject to Court approval.
3. Represents the estimated fees of the Monitor and its counsel during the Period.
4. The opening cash balance represents the funds on deposit in the trust accounts of the Monitor and Proposal Trustee as at June 1, 2020. This excludes the "Surplus" of approximately \$10.9 million which is held in trust by Bennett Jones in accordance with the Undertaking.

Forme Development Group Inc. and the other companies listed on Schedule "A" (the "Applicants")

Schedule "A"

3310 Kingston Development Inc.

1296 Kennedy Development Inc.

1326 Wilson Development Inc.

5507 River Development Inc.

4439 John Development Inc.

2358825 Ontario Inc.

250 Danforth Development Inc.

159 Carrville Development Inc.

169 Carrville Development Inc.

189 Carrville Development Inc.

27 Anglin Development Inc.

29 Anglin Development Inc.

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

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c.C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF FORME DEVELOPMENT GROUP INC. AND THE OTHER COMPANIES
LISTED ON SCHEDULE "A" HERETO
MANAGEMENT'S REPORT ON CASH FLOW STATEMENT
(paragraph 10(2)(b) of the CCAA)**

Forme Development Group Inc. and those other entities listed on Schedule "A" hereto (collectively, the "Applicants") have developed the assumptions and prepared the attached statement of projected cash flow as of the 20th day of May, 2020 for the period June 1, 2020 to August 31, 2020 ("Cash Flow"). All such assumptions are disclosed in the notes to the Cash Flow.

The hypothetical assumptions are reasonable and consistent with the purpose of the Cash Flow as described in Note 1 to the Cash Flow, and the probable assumptions are suitably supported and consistent with the plans of the Applicants and provide a reasonable basis for the Cash Flow.

Since the Cash Flow is based on assumptions regarding future events, actual results will vary from the information presented and the variations may be material.

The Cash Flow has been prepared solely for the purpose outlined in Note 1 using a set of hypothetical and probable assumptions set out therein. Consequently, readers are cautioned that the Cash Flow may not be appropriate for other purposes.

Dated at Toronto, Ontario this 20th day of May, 2020.


**KSV KOFMAN INC.
IN ITS CAPACITY AS CCAA MONITOR OF
THE APPLICANTS
AND NOT IN ITS PERSONAL CAPACITY**

Forme Development Group Inc. and the other companies listed on Schedule "A" (the "Applicants")

Schedule "A"

3310 Kingston Development Inc.

1296 Kennedy Development Inc.

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5507 River Development Inc.

4439 John Development Inc.

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159 Carrville Development Inc.

169 Carrville Development Inc.

189 Carrville Development Inc.

27 Anglin Development Inc.

29 Anglin Development Inc.

Appendix “I”

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

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c.C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
FORME DEVELOPMENT GROUP INC. AND THE OTHER COMPANIES LISTED ON
SCHEDULE "A" HERETO
MONITOR'S REPORT ON CASH FLOW STATEMENT
(paragraph 23(1)(b) of the CCAA)**

The attached statement of projected cash-flow of Forme Development Group and those other entities listed on Schedule "A" hereto (collectively, the "Applicants"), as of the 20th day May, 2020, consisting of a weekly projected cash flow statement for the period June 1, 2020, to August 31, 2020 ("Cash Flow") has been prepared by the management of the Applicants for the purpose described in Note 1, using the probable and hypothetical assumptions set out in the notes to the Cash Flow.

Our review consisted of inquiries, analytical procedures and discussions related to information supplied by the management and employees of the Applicants. Since hypothetical assumptions need not be supported, our procedures with respect to them were limited to evaluating whether they were consistent with the purpose of the Cash Flow. We have also reviewed the support provided by management for the probable assumptions and the preparation and presentation of the Cash Flow.

Based on our review, nothing has come to our attention that causes us to believe that, in all material respects:

- a) the hypothetical assumptions are not consistent with the purpose of the Cash Flow;
- b) as at the date of this report, the probable assumptions developed by management are not suitably supported and consistent with the plans of the Applicants or do not provide a reasonable basis for the Cash Flow, given the hypothetical assumptions; or
- c) the Cash Flow does not reflect the probable and hypothetical assumptions.

Since the Cash Flow is based on assumptions regarding future events, actual results will vary from the information presented even if the hypothetical assumptions occur, and the variations may be material. Accordingly, we express no assurance as to whether the Cash Flow will be achieved. We express no opinion or other form of assurance with respect to the accuracy of any financial information presented in this report, or relied upon in preparing this report.

The Cash Flow has been prepared solely for the purpose described in Note 1 and readers are cautioned that it may not be appropriate for other purposes.

Dated at Toronto this 20th day of May, 2020.



**KSV KOFMAN INC.
IN ITS CAPACITY AS CCAA MONITOR OF
THE APPLICANTS
AND NOT IN ITS PERSONAL CAPACITY**

Forme Development Group Inc. and the other companies listed on Schedule "A"

Schedule "A"

3310 Kingston Development Inc.

1296 Kennedy Development Inc.

1326 Wilson Development Inc.

5507 River Development Inc.

4439 John Development Inc.

2358825 Ontario Inc.

250 Danforth Development Inc.

159 Carrville Development Inc.

169 Carrville Development Inc.

189 Carrville Development Inc.

27 Anglin Development Inc.

29 Anglin Development Inc.

Appendix “J”

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

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C.
1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
FORME DEVELOPMENT GROUP INC. AND THE OTHER COMPANIES LISTED ON
APPENDIX "A"**

**APPLICATION UNDER THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED**

**AFFIDAVIT OF DAVID SIERADZKI
(Sworn May 20, 2020)**

I, David Sieradzki, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

1. I am a Managing Director of KSV Kofman Inc. ("KSV").
2. Pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) ("Court") made on November 30, 2018, as amended (the "Initial Order"), Forme Group Development Inc. and the other companies listed on Appendix "A" (collectively, the "Company") were granted protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the "CCAA") and KSV was appointed monitor ("Monitor").
3. I have been involved in this mandate since its outset, which pre-dates the date of the Initial Order. As such, I have knowledge of the matters to which I hereinafter depose.
4. On May 20, 2020, the Monitor finalized its Thirteenth Report to Court in which it provided a summary of its activities with respect to the Company's CCAA proceedings. The Thirteenth Report also provides information concerning the Monitor's fees and disbursements and those of its legal counsel, Bennett Jones LLP.

5. I hereby confirm that attached as Exhibit "A" hereto are true copies of the accounts of KSV for the period November 30, 2018 to April 30, 2020 and confirm that these accounts accurately reflect the services provided by KSV in this matter and the fees and disbursements reflected therein.

6. Additionally, attached hereto as Exhibit "B" is a summary of additional information with respect to all members of KSV who have worked on this matter, including their roles, hours and rates, and I hereby confirm that the list represents an accurate account of such information.

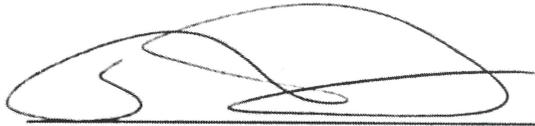
7. I consider the accounts to be fair and reasonable considering the circumstances connected with this administration.

8. I also confirm that the Monitor has not received, nor expects to receive, nor has the Monitor been promised any remuneration or consideration other than the amounts claimed in the accounts.

SWORN BEFORE ME at the City of Toronto,)
in the Province of Ontario, this 20th day of)
May, 2020.)



Commissioner for taking affidavits, etc.)



DAVID SIERADZKI)

Rajinder Kashyap, a Commissioner, etc.,
Province of Ontario, for KSV Kofman Inc.
Expires January 22, 2021.

Appendix “A”

2358825 Ontario Ltd.

27 Anglin Development Inc.

29 Anglin Development Inc.

250 Danforth Development Inc.

3310 Kingston Development Inc.

1296 Kennedy Development Inc.

1326 Wilson Development Inc.

189 Carrville Development Inc.

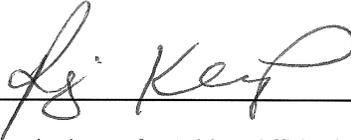
169 Carrville Development Inc.

159 Carrville Development Inc.

5507 River Development Inc.

4439 John Development Inc.

THIS IS EXHIBIT "A" REFERRED TO IN THE
AFFIDAVIT OF DAVID SIERADZKI
SWORN BEFORE ME THIS 20th DAY OF MAY, 2020

A handwritten signature in cursive script, appearing to read "Rajinder Kashyap", written over a horizontal line.

A Commissioner for taking Affidavits, etc.

**Rajinder Kashyap, a Commissioner, etc.,
Province of Ontario, for KSV Kofman Inc.
Expires January 22, 2021.**



ksv advisory inc.

150 King Street West, Suite 2308

Toronto, Ontario, M5H 1J9

T +1 416 932 6262

F +1 416 932 6266

ksvadvisory.com

INVOICE

Forme Development Group Inc. et al
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, ON M5H 1J9

May 6, 2019

Invoice No: Forme - 1

HST #: 818808768 RT0001

Re: Forme Development Group Inc., 3310 Kingston Development Inc., 1296 Kennedy Development Inc., 1326 Wilson Development Inc., 5507 River Development Inc., 4439 John Development Inc., 2358825 Ontario Inc., 250 Danforth Development Inc., 159/169/189 Carrville Development Inc. and 27/29 Anglin Development Inc. (collectively, the "Applicants")

For professional services rendered by KSV Kofman Inc. ("KSV") from November 30, 2018 to April 30, 2019 in connection with the Applicants' proceedings under the *Companies' Creditors Arrangement Act* ("CCAA"), including:

CCAA Application

- Corresponding extensively with representatives of Goldman Sloan Nash & Haber LLP ("GSNH"), legal counsel to the Applicants, and Bennett Jones LLP ("Bennett Jones"), the Monitor's legal counsel, regarding the CCAA proceedings;
- Preparing a communication strategy for the Applicants, including drafting:
 - letters to employees summarizing the CCAA process and the implications for employees;
 - scripts for employees who deal with employees, suppliers, mortgagees, pre-development purchasers and other stakeholders; and
 - a statutory notice to creditors as required pursuant to the CCAA;
- Attending at Court on November 30, 2018 for the hearing of the Applicants' amended CCAA application;
- Sending an email on November 30, 2018 to the Service List regarding the E-service protocol;
- Preparing and filing statutory Forms 1 and 2 as required under the CCAA;

- Arranging for a notice of the CCAA proceeding to be published in the national edition of *The Globe and Mail* on December 17, 2018, as required under the CCAA;
- Reviewing drafts of the Initial Order dated November 30, 2018, as Amended and Restated on December 6, 2018;
- Attending at the Applicants' offices on December 4 and 5, 2018 to, *inter alia*, compile information for the statutory CCAA notice to be sent to the Applicants' creditors; and
- Preparing and sending the statutory notice to the Applicants' creditors, as required under the CCAA.

Sale Process

- Reviewing and commenting on multiple drafts of engagement letters between TD Cornerstone Commercial Realty Inc. ("TD"), the realtor engaged to carry out a sale process for the Applicants' real property, and the Monitor, for the Court-approved sale and marketing process to be carried out by TD for the Applicants' seven development projects subject to the Initial Order;
- Reviewing, commenting and/or updating drafts of the sale process, including milestones, deadlines for submitting offers and provisions which preserve mortgagee credit bid rights, and corresponding extensively with the Applicants, GSNH, Bennett Jones and TD regarding same;
- Corresponding with real estate investors regarding the prospect of submitting a stalking horse bid for certain of the Applicants' real property;
- Attending an all-day meeting on December 3, 2018 with the Applicants and TD regarding the Sale Process;
- Working with TD to prepare the following sale process materials:
 - interest solicitation letter (the "Teaser");
 - advertisement to be published in *The Globe and Mail*;
 - confidentiality agreement ("CA");
 - list of potential buyers and investors;
 - confidential information memorandum (the "CIM"); and
 - online data room (the "Data Room");
- Corresponding extensively with TD and the Applicants regarding sale process information and materials, including financial and site information to be included in the Teaser, CIM and Data Room;
- Attending a meeting on February 7, 2019 with TD regarding the sale process;
- Reviewing comments on the CAs from multiple prospective purchasers and working with TD to respond to same;

- Directing to TD numerous inbound calls and emails from interested parties regarding the sale process;
- Corresponding with the Applicants' mortgagees regarding the sale process and sending a letter dated January 14, 2019 with a non-disclosure agreement ("Mortgagee NDA"), which mortgagees were required to sign in order to receive updates over the course of the sale process;
- Sending an email update on February 27, 2019 and arranging update calls with mortgagees that signed Mortgagee NDAs;
- Reviewing documents and financial information provided by the Applicants and uploading same to the Data Room;
- Reviewing and commenting on multiple versions of a standard form of Agreement of Purchase and Sale drafted by Bennett Jones and uploading same to the Data Room;
- Reviewing first round offers submitted on March 27, 2019 ("First Round Offers") and corresponding extensively with Bennett Jones and TD regarding same;
- Summarizing First Round Offers and providing same to the Applicants and mortgagees;
- Reviewing second round offers submitted on April 3, 2019 ("Second Round Offers") and corresponding extensively with Bennett Jones and TD regarding same;
- Summarizing Second Round Offers and providing same to the Applicants and mortgagees;
- Corresponding with mortgagees following the offer deadline to discuss, *inter alia*, each mortgagee's options, including the option to submit a credit bid in accordance with the Initial Order;
- Attending a meeting at KSV on April 2, 2019 with the Bare Trustees of syndicated mortgages secured by the Applicants' Danforth and Kingston projects regarding the credit bid process;
- Drafting a letter dated April 8, 2019 to a representative of the syndicated mortgages secured by the Applicants' Danforth and Kingston projects regarding the sale process results, credit bid rights and next steps;
- Attending a meeting on April 9, 2019 with a purported representative of the syndicated mortgages secured by the Applicants' Danforth and Kingston projects; and
- Responding to numerous calls and emails from syndicated mortgage investors concerning the Danforth and Kingston properties.

Sale Process Transactions

1. Niagara Falls Project

- Negotiating the terms and conditions of an agreement of purchase and sale dated March 27, 2019 with 2486489 Ontario Inc. (the "NF Purchaser"), the purchaser of the Applicants' Niagara Falls project;
- Dealing with the Applicants and Bennett Jones on the prospective transaction with the NF Purchaser;
- Drafting the Monitor's fourth report to Court dated April 8, 2019, the principal purpose of which was to recommend Court approval of the transaction with the NF Purchaser;
- Reviewing and commenting on all Court materials filed in connection with the sale approval motion returnable April 15, 2019, including a draft notice of motion and sale approval and vesting order;
- Corresponding with the NF Purchaser's legal counsel and Bennett Jones to settle the transaction documents;
- Reviewing and commenting on all closing documents;
- Working with Bennett Jones and the NF Purchaser's legal counsel to settle the Statement of Adjustments;
- Reviewing mortgage discharge statements provided by the mortgagees of the Niagara Falls project, being Home Trust Company ("Home Trust"), Sentrix Financial Corporation ("Sentrix") and Niagara Falls Pointe General Partners Inc. ("NF Pointe");
- Corresponding throughout April with legal counsel to Home Trust, Sentrix and NF Pointe concerning the prospective transaction, their respective payout statements and related issues;
- Dealing with zoning and planning approval issues in respect of the Niagara Falls Project, including reviewing correspondence and attending hearings before the Local Planning Appeal Tribunal ("LPAT");
- Corresponding with Bennett Jones and GSNH in respect of LPAT matters prior to closing the transaction with the NF Purchaser;
- Attending to closing matters on the closing date of the transaction, being April 30, 2019;
- Arranging for Home Trust, Sentrix and NF Pointe to be paid in full on April 30, 2019 from the transaction proceeds;
- Arranging for TD's commission and property tax arrears to be paid from the transaction proceeds on April 30, 2019; and
- Arranging for the surplus realized on the transaction to be deposited into a trust account maintained by the Monitor.

2. Wilson Project

- Negotiating the terms and conditions of an agreement of purchase and sale dated April 18, 2019 with 8570442 Canada Incorporated (the “Wilson Purchaser”), the purchaser of the Applicants’ real property at 1326 Wilson Avenue;
- Dealing with the Applicants and Bennett Jones on the prospective transaction with the Wilson Purchaser;
- Drafting the Monitor’s fifth report to Court dated April 26, 2019, the principal purpose of which was to recommend Court approval of the transaction with the Wilson Purchaser;
- Reviewing and commenting on all Court materials filed in connection with the sale approval motion returnable May 3, 2019, including a draft notice of motion and sale approval and vesting order;
- Corresponding with the Wilson Purchaser’s legal counsel and Bennett Jones to settle the transaction documents;
- Corresponding extensively with Morrison Financial Mortgage Corporation (“Morrison”) in connection with the “Equity Kicker” (as defined in the Initial Order);
- Corresponding with Bennett Jones and GSNH regarding discussions with Morrison;
- Reviewing a legal analysis prepared by Bennett Jones in connection with the dispute with Morrison;
- Reviewing and commenting on all closing documents;
- Working with Bennett Jones and the Wilson Purchaser’s legal counsel to settle the Statement of Adjustments; and
- Reviewing mortgage discharge statements provided by the mortgagees of the Wilson project, being Morrison, 2348793 Ontario Ltd. and JYR Real Capital Mortgage Investment Corporation, represented by DX Finance (“DX”).

3. Anglin Project

- Negotiating the terms and conditions of an agreement of purchase and sale dated April 11, 2019 with 2331258 Ontario Inc. (the “Anglin Purchaser”), the purchaser of the Applicants’ real property at 27 and 29 Anglin Drive;
- Dealing with the Applicants and Bennett Jones on the prospective transaction with the Anglin Purchaser;
- Drafting the Monitor’s fifth report to Court dated April 26, 2019, the principal purpose of which was to recommend Court approval of the transaction with the Anglin Purchaser;
- Reviewing and commenting on all Court materials filed in connection with the sale approval motion returnable May 3, 2019, including a draft notice of motion and sale approval and vesting order;
- Corresponding with the Anglin Purchaser’s legal counsel and Bennett Jones to settle the transaction documents;

- Reviewing and commenting on all closing documents;
- Working with Bennett Jones and the Anglin Purchaser's legal counsel to settle the Statement of Adjustments;
- Reviewing mortgage discharge statements provided by the first mortgagee of the Anglin project, being Home Trust; and
- Corresponding with legal counsel to Home Trust concerning the prospective transaction, the net proceeds available for distribution to Home Trust and related issues.

4. **Carrville Project**

- Negotiating the terms and conditions of an agreement of purchase and sale dated May 3, 2019 with Libang Developments Inc. (the "Carrville Purchaser"), the purchaser of the Applicants' real property at 159, 169, 177, 181 and 189 Carrville Road;
- Dealing with the Applicants and Bennett Jones on the prospective transaction with the Carrville Purchaser;
- Corresponding with the Carrville Purchaser's legal counsel and Bennett Jones to settle the transaction documents;
- Corresponding extensively with the Carrville Purchaser and its legal counsel in connection with tenants living at the Carrville properties;
- Reviewing the lease agreements and other tenant information provided by the Applicants and discussing same with the Carrville Purchaser and its legal counsel;
- Attending at the Carrville properties on April 22, 2019 with representatives of the Carrville Purchaser for the purposes of conducting inspections of the properties;
- Reviewing and commenting on all closing documents;
- Working with Bennett Jones and the Carrville Purchaser's legal counsel to settle the Statement of Adjustments;
- Reviewing mortgage discharge statements provided by the mortgagees of the Carrville project, being Home Trust, 2611809 Ontario Inc., 2611622 Ontario Inc. and 2557725 Ontario Inc.;
- Preparing an analysis of various purchase price allocation methodologies for the second mortgagees of the Carrville project and discussing same with Robins Appleby LLP ("Robins Appleby"), legal counsel to the second mortgagees; and
- Corresponding with legal counsel to Home Trust and Robins Appleby concerning the prospective transaction, their respective payout statements and related issues.

5. Danforth Project

- Engaging in discussions about a credit bid transaction with First Source, Community Trust Company (“Community Trust”) and Yuce Baykara, the trustee of a syndicated mortgage (the “Danforth Syndicated Mortgage”) registered against the Applicants’ real property at 250 Danforth Road East (the “Danforth Property”);
- Corresponding with Mr. Baykara concerning the Danforth Syndicated Mortgage and credit bid rights pursuant to the Initial Order;
- Dealing with several individuals purporting to represent the Danforth Syndicated mortgagees;
- Reviewing and responding to numerous emails from the individual investors of the Danforth Syndicated Mortgage and discussing same with Bennett Jones; and
- Drafting a letter dated April 23, 2019 to the Community Planning division of the Scarborough District (“Scarborough”) regarding TD’s authorization to obtain information regarding the Danforth Property directly from Scarborough.

2358825 Ontario Ltd. (“Birchmount Gardens”)

- Corresponding on a near daily basis from November 30, 2018 to April 30, 2019 on all maintenance and property management issues with Nadlan Harris Property Management Inc. (“Nadlan Harris”), the Birchmount Gardens property manager;
- Providing regular updates on the status of Birchmount Gardens to the mortgagees, being MCAP and Harbour Mortgage Corp., or their respective legal counsel;
- Corresponding extensively with Birchmount Gardens’ utility and maintenance service providers regarding, *inter alia*, the continuation of services and payment of post-filing accounts;
- Corresponding on a near daily basis during March and April with Goldman Spring Kichler & Sanders LLP (“Goldman Spring”) on the status of closing of the 35 unit sales at Birchmount Gardens;
- Responding to numerous emails on a daily basis from residents of Birchmount Gardens, including from Donna Walrond, a Birchmount resident, regarding, *inter alia*;
 - boiler repairs;
 - loss of heating;
 - loss of hot water;
 - insurance claims;
 - malfunctioning garage alarms;
 - delayed garbage and debris removal;
 - required leaks and other required repairs;
 - outstanding Condominium Authority of Ontario annual returns;
 - status of work orders issued by the City of Toronto in November, 2018 (the “Work Orders”);

- scheduling of final closings; and
- issues and disputes in connection with the Statements of Adjustments prepared by Goldman Spring related to closing the sales to the purchasers of the Birchmount Gardens units (collectively, the “Birchmount Purchasers”);
- Corresponding extensively with the Applicants, Nadlan Harris and Tarion Warranty Corporation (“Tarion”) regarding the status of repair and maintenance issues at Birchmount Gardens;
- Dealing extensively with the Work Orders in December 2018, January, February and March 2019, including:
 - obtaining quotes from RJ Burnside and King Cross Company (“King Cross”) to complete the work required to address the Work Orders;
 - arranging for payment assurance letters dated January 14, 2019 to be provided to King Cross and its subcontractors in order for them to commence the work;
 - arranging for a payment assurance letter dated January 21, 2019 to be provided to RJ Burnside in order for it to commence the work;
 - reviewing a preliminary work plan prepared by King Cross;
 - corresponding extensively with King Cross regarding budgeting, timelines and progress of the project;
 - corresponding extensively with the Applicants on the action items it was required to address; and
 - corresponding with the City of Toronto to arrange for site inspections, including a final inspection in March, 2019 following which the Work Orders were cleared;
- Preparing and sending letters to the Birchmount Purchasers dated January 15, 2019 and February 6, 2019 regarding the status of the Work Orders;
- Corresponding with Torys LLP (“Torys”), Tarion’s legal counsel, regarding the repairs required at Birchmount Gardens, including how these would be funded;
- Preparing for the closings of the 35 units which took place from April to June, 2019, including working with Goldman Spring regarding the Statement of Adjustments for each purchaser;
- Working extensively with Goldman Spring to close the 35 condominium unit sales, including daily correspondence between April 1 and May 31, 2019;
- Reviewing multiple drafts of a realization analysis and corresponding with Goldman Spring in connection with interim and final distributions paid from closing proceeds to MCAP and Harbour until each of their respective mortgages were paid in full;
- Preparing for a meeting on June 11, 2019 (the “Turnover Meeting”) for the purposes of changing the board of directors of TSCC 2693, the registered condominium corporation for Birchmount Gardens, as required under the Condominium Act;

- Working with the Applicants, Nadlan Harris and Bennett Jones to compile the statutory documents required to be provided at the Turnover Meeting;
- Working with the Birchmount Purchasers to arrange for them to be properly represented in the CCAA proceedings, including the retention of Koskie Minsky LLP (“Koskie”) as Representative Counsel on behalf of the Birchmount Purchasers; and
- Dealing with Koskie on all aspects of its prospective appointment leading up to its appointment by the Court on May 24, 2019, including reviewing and commenting on the draft Representative Counsel Order.

Reports to Court

- Drafting six reports to Court and one supplemental report to Court, as summarized in the following table:

Report	Date	Principal Purpose
First Report	December 14, 2018	Stay extension
Second Report	February 8, 2019	Stay extension
Third Report	February 26, 2019	To report on the conduct of the Applicants and Mr. Wang
Supplement to the Third Report	March 12, 2019	Approval of Undertaking to the Court provided by the Non-Applicants and Mr. Wang
Fourth Report	April 8, 2019	Sale approval for Niagara Falls property
Fifth Report	April 26, 2019	Sale approval for Anglin and Wilson properties

- Corresponding extensively with Bennett Jones in connection with each Report to Court filed in these proceedings, including reviewing and commenting on notices of motion and draft orders.

250 Danforth Purchasers

- Responding to numerous calls and emails from many of the 206 pre-construction purchasers of the 250 Danforth project (collectively, the “Danforth Purchasers” and each a “Danforth Purchaser”) inquiring about their deposits on units purchased at 250 Danforth, which were being held in trust by the Company’s counsel, Miller Thomson LLP (“Miller Thomson”);
- Corresponding with Miller Thomson regarding the deposits held in trust for the Danforth Purchasers and reviewing schedules reflecting the amount on deposit for each Danforth Purchaser;
- Drafting and sending letters to the Danforth Purchasers dated February 12, May 21 and May 24, 2019 to provide an update on the status of the return of their deposits;
- Reviewing and commenting on drafts of a Court Order which, *inter alia*, terminated the Danforth Purchasers’ agreements and established a return protocol for these deposits;
- Corresponding with Bennett Jones, Miller Thomson, Torys and Borden Ladner Gervais LLP, legal counsel to Trisura Guarantee Corporation, in connection with a deposit return protocol (the “Deposit Return Protocol”);

- Reviewing and commenting on multiple versions of the Deposit Return Protocol and corresponding with legal counsel in respect thereof; and
- Organizing and overseeing the return of all deposits as required under the Deposit Return Protocol.

Elm Avenue Properties

- Reviewing and commenting on provisions to be included in the Initial Order on a motion brought by Home Trust for two single-family homes on Elm Avenue in Richmond Hill owned by Mr. Wang and his wife to be included in the CCAA proceedings (the “Elm Properties”);
- Corresponding with Home Trust and its counsel in connection with listing the Elm Properties for sale, including regarding the listing price;
- Dealing with Mike Wang regarding the sale of these properties and advising him of the proposed listing price;
- Responding to Mike Wang’s concerns about the recommended listing price;
- Reviewing the sale price of comparative properties in the area;
- Reviewing and commenting on a listing agreement with Royal LePage Real Estate Professionals (“Royal LePage”);
- Finalizing Royal LePage’s engagement as listing agent for the Elm Properties;
- Corresponding routinely with Royal LePage regarding the number of showings and offers for the Elm Properties;
- Corresponding with Royal LePage regarding the status of the Elm Properties and dealing with Home Trust and its legal counsel in respect of maintenance issues; and
- Engaging contractors to perform the work required to obtain occupancy permits for the Elm Properties and arranging for Home Trust to fund this and other maintenance costs incurred at the Elm Properties.

Non-Applicant Matters

- Dealing with Cassels Brock & Blackwell LLP (“CBB”), which replaced GSNH as legal counsel to the Non-Applicants;
- Reviewing analyses prepared by CBB detailing the use of proceeds from the sale of Non-Applicant real property (the “Use of Funds Analyses”) to illustrate the reasons the Non-Applicants should be funded from the surplus realized on Non-Applicant property sales;
- Corresponding with CBB, regarding the Use of Funds Analyses and various requests for funding submitted by CBB on behalf of the Non-Applicants;
- Drafting the Monitor’s third report dated February 26, 2019 (the “Third Report”) regarding, *inter alia*, the conduct of Mr. Wang and the Non-Applicants during these proceedings;

- Negotiating an undertaking dated March 11, 2019 provided to the Court by Mr. Wang and the Non-Applicants (the “Undertaking”) with CBB and Jim Grout, personal legal counsel retained by Mr. Wang;
- Drafting a supplement to the Monitor’s Third Report dated March 12, 2019 regarding the Undertaking;
- Attending at Court on March 18, 2019 for the motion to approve the Undertaking;
- Reviewing weekly reports provided by the Non-Applicants and dealing with CBB in respect of cash flow and other issues involving the Non-Applicants’ real property in accordance with the Undertaking;
- Attending a meeting on April 4, 2019 with Bennett Jones and CBB regarding the Non-Applicants, the Undertaking and related issues;
- Assisting the Non-Applicants to prepare cash flow forecasts for the period ending August 31, 2019 (the “Non-Applicant Cash Flow”) to determine the funding requirements of the Non-Applicants and whether those requirements were consistent with the Undertaking;
- Attending a meeting on April 9, 2019 at the Applicants’ offices regarding the Non-Applicant Cash Flow;
- Reviewing Cushman & Wakefield Ltd. (“C&W”) appraisals provided by CBB related to Non-Applicant properties, being 186 Old Kennedy, 101 Columbia and 376/390 Derry Road, and corresponding with CBB and Bennett Jones regarding same;
- Corresponding extensively with CBB regarding the engagement of Colliers International (“Colliers”) to perform “as is” appraisals for the Non-Applicant properties;
- Corresponding with CBB in connection with all aspects of the Non-Applicant properties, including the sale process being conducted by C&W, the status of the mortgagees, funding requests to bring those mortgagees current, a motion that CBB advised it may bring in order to fund those mortgage obligations and other issues;
- Dealing with CBB in respect of various funding matters, including funding for Jessica Wang and the Company’s head office costs;
- Corresponding with Bennett Jones regarding a motion brought by Mr. Wang to engage Lerner LLP as litigation counsel; and
- Corresponding with TGF regarding Mr. Wang’s motion and the legal fees incurred by Mr. Wang and the Non-Applicants.

General Matters

- Opening estate bank accounts and controlling receipts and disbursements for the Applicants in accordance with the Initial Order;
- Preparing and sending letters dated November 30 and December 4, 2018 to Bank of Montreal regarding the CCAA filing;

- Arranging for the transfer of funds from the Applicants' bank accounts to the estate accounts;
- Reviewing bi-weekly payroll registers and arranging for payment of same;
- Reviewing lease agreements between the Applicants and their respective tenants;
- Reviewing rent collections and corresponding with the Applicants regarding late payments and NSF cheques received from tenants at the Carrville properties;
- Reviewing insurance policies for each property, corresponding extensively with the Applicants' insurance broker and arranging for policy renewals, as required;
- Corresponding with vendors regarding the Applicants' pre-filing obligations;
- Corresponding with the Applicants regarding head office costs, including payroll and other cost cutting measures that could be implemented to reduce the Applicants' and/or the Non-Applicants' funding requirements;
- Arranging for the closure of the 250 Danforth sales center;
- Corresponding with Bigelow Hendy LLP, counsel to the landlord of the 250 Danforth sales center, regarding fixtures removed by the Applicants and arranging for the Applicants to replace same;
- Reviewing a motion record and CCAA Termination Orders dated December 21, 2018 related to the termination of the CCAA proceedings for 376 Derry Development Inc. and 9500 Dufferin Development Inc.;
- Assisting the Applicants to prepare its cash flow projection for the period December 17, 2018 to February 22, 2019 ("Second CCAA Cash Flow") and corresponding with the Applicants regarding same;
- Preparing and filing Management's report on the Second CCAA Cash Flow and the Monitor's report on the Second CCAA Cash Flow and appending same to the Monitor's First Report;
- Assisting the Applicants to prepare its cash flow projection for the period February 11, 2018 to May 17, 2019 ("Third CCAA Cash Flow") and corresponding with the Applicants regarding same;
- Preparing and filing Management's report on the Third CCAA Cash Flow and the Monitor's report on the Third CCAA Cash Flow and appending same to the Monitor's Second Report;
- Preparing the Applicants' cash flow projection for the period April 29, 2019 to August 4, 2019 ("Fourth CCAA Cash Flow");
- Preparing and filing Management's report on the Fourth CCAA Cash Flow and the Monitor's report on the Fourth CCAA Cash Flow and appending same to the Monitor's Fifth Report;

- Corresponding with the Applicants regarding the engagement of KPMG LLP (“KPMG”) to prepare the corporate tax returns for the Niagara Falls entities and 2358825 Ontario Inc. (Birchmount Gardens);
- Reviewing multiple draft engagement letters from KPMG;
- Reviewing mortgage statements provided by the Applicants’ mortgagees;
- Corresponding with the City of Toronto, the City of Markham, the City of Niagara Falls and the City of Richmond Hill regarding outstanding property taxes;
- Corresponding periodically with Brian Webb of Canada Revenue Agency (“CRA”) in respect of payroll matters, including CRA’s claim against Forme Development Group Inc. for unremitted source deductions;
- Arranging for CRA’s trust exam to be performed at the Applicants’ head office;
- Reviewing multiple versions of a draft Claims Procedure Order and discussing same with Bennett Jones;
- Attending at Court for all motions in the Applicants’ CCAA proceedings;
- Reviewing the Court Orders and endorsements issued following each Court attendance in the CCAA proceedings and arranging for all Court materials to be posted on the Monitor’s website in accordance with the Initial Order;
- Responding to daily or near daily enquiries received from the Applicants’ stakeholders, including from mortgagees, syndicated mortgage investors, Danforth Purchasers, Birchmount Purchasers, other creditors and/or their respective legal counsel; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached summary	\$ 520,997.23
HST	67,729.64
Total	\$ <u>588,726.87</u>

KSV Kofman Inc.
Forme Development Group et al.
Time Summary

For the Period November 30, 2018 to April 30, 2019

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Robert Kofman	Overall responsibility	700	48.60	34,020.00
		725	237.30	172,042.50
			<u>285.90</u>	<u>206,062.50</u>
David Sieradzki	All aspects of mandate	600	40.00	24,000.00
		625	233.00	145,625.00
			<u>273.00</u>	<u>169,625.00</u>
Jonathan Joffe	Creditor issues; cash management; statutory filings, including cash flows	450	42.90	19,305.00
		475	221.20	105,070.00
			<u>264.10</u>	<u>124,375.00</u>
Simon Thean	Banking	200	18.25	3,650.00
Raj Kashyap	Administration	150	53.00	7,950.00
Other Staff and Administrative				<u>7,017.50</u>
Subtotal				<u>518,680.00</u>
Out of pocket disbursements				
Courier and postage				1,681.10
Conference calling				177.73
Software license fees				170.00
Photocopies				47.50
Other				<u>240.90</u>
Total out of pocket disbursements				<u>2,317.23</u>
Total Fees and Disbursements				<u><u>520,997.23</u></u>

Effective January 1, 2019, the hourly rates of Messrs. Kofman, Sieradzki and Joffe increased by \$25.



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INVOICE

Forme Development Group Inc. et al
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
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June 4, 2019

Invoice No: 1267

HST #: 818808768 RT0001

Re: Forme Development Group Inc. et al (collectively, the “Companies”)

For professional services rendered during May 2019 in connection with the Companies' proceedings under the *Companies' Creditors Arrangement Act*, including:

- Dealing extensively, on a daily basis, with issues raised on the Companies' Birchmount Gardens project, including working with certain of the purchasers and with Tarion Warranty Corporation in respect of boiler and other ongoing repair and maintenance work;
- Working with the Companies' legal counsel, Goldman Spring Kichler & Sanders LLP, to close four of the remaining five condominium units at the Birchmount Gardens development, transfer surplus closing proceeds to the Monitor's trust account and address issues with Trisura Guarantee Insurance Company, which provided bonds in respect of lien claims and deposits related to the Birchmount Gardens development;
- Reviewing weekly reports provided by Cassels Brock & Blackwell LLP (“CBB”), legal counsel to certain of the Companies' affiliates (collectively, the “Non-Applicants”), and dealing with CBB in respect of cash flow and other ongoing issues involving the Non-Applicants' real property, in accordance with a court-approved Undertaking dated March 11, 2019 provided by the Non-Applicants and Mr. Wang;
- Working with TD Cornerstone Commercial Realty Inc. to negotiate and finalize a transaction for the Companies' Carrville properties (the “Carrville Transaction”);
- Drafting the Monitor's Sixth Report to Court dated May 17, 2019 filed for the principal purpose of recommending Court approval of the Carrville Transaction;
- Working with Bennett Jones LLP, the Monitor's counsel, to prepare for closing the Carrville Transaction;

- Preparing an analysis of various purchase price allocation methodologies for the second mortgagees of the Carrville project and discussing same with Robins Appleby LLP, legal counsel to the second mortgagees;
- Negotiating transactions for the Companies' remaining properties, being the Kingston, Kennedy and Danforth projects, and corresponding extensively with the Companies' mortgagees in respect thereof;
- Dealing with several mortgagees of Non-Applicant properties in respect of their mortgage exposure and debt service;
- Corresponding with the real estate agent retained to list the residential properties at 59 and 63 Elm Avenue and dealing with Home Trust Company and its legal counsel in respect of sale and maintenance issues;
- Responding to daily or near daily enquiries received from the Companies' stakeholders, including from representatives of the Companies' syndicated mortgage investors, condominium purchasers of the Danforth project and other creditors, mortgagees and/or their respective legal counsel;
- Corresponding with various legal counsel in connection with a deposit return protocol for the Danforth purchasers; and
- To all other meetings, correspondence and other activities related to this matter not specifically detailed above.

Total fees and disbursements per attached time summary	\$ 121,921.35
HST	15,849.78
Subtotal	<u>137,771.13</u>
Amount to be paid from funds in estate accounts	<u>(137,771.13)</u>
Total Due, once settled	<u>\$ -</u>

KSV Kofman Inc.
Forme Development Group et al.

Time Summary

For the Period May 1, 2019 to May 31, 2019

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Robert Kofman	Overall responsibility	725	44.25	32,081.25
David Sieradzki	All aspects of mandate	625	74.00	46,250.00
Jonathan Joffe	Creditor issues; cash management; cash flows	475	74.80	35,530.00
Jordan Wong	Monitoring of status of Non-Applicant properties	425	10.00	4,250.00
Simon Thean	Banking	200	6.00	1,200.00
Raj Kashyap	File administration	150	8.50	1,275.00
Other Staff and Administrative				687.50
Subtotal				<u>121,273.75</u>
Out of pocket disbursements				647.60
Total Fees and Disbursements				<u><u>121,921.35</u></u>



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INVOICE

Forme Development Group Inc. et al
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, ON M5H 1J9

July 4, 2019

Invoice No: 1299

HST #: 818808768 RT0001

Re: Forme Development Group Inc. et al (collectively, the “Companies”)

For professional services rendered during June 2019 in connection with the Companies' proceedings under the *Companies' Creditors Arrangement Act*, including:

- Dealing extensively, on a near daily basis, with issues raised on the Companies' Birchmount Gardens project, including working with counsel to gather the required documents from 2358825 Ontario Inc., the developer, to be available at the Turnover Meeting convened on June 11, 2019;
- Preparing for and attending the Turnover Meeting on June 11, 2019;
- Reviewing weekly reports provided by Cassels Brock & Blackwell LLP (“CBB”), legal counsel to certain of the Companies' affiliates (collectively, the “Non-Applicants”), and dealing with CBB in respect of cash flow and other ongoing issues involving the Non-Applicants' real property, in accordance with a court-approved Undertaking dated March 11, 2019 provided by the Non-Applicants and Mr. Wang, including convening a conference call with CBB on June 14, 2019 and extensive email correspondence with CBB on these issues;
- Working with counsel to close Court-approved transactions for the Companies' Carrville and Wilson properties on June 5, 2019 and June 14, 2019, respectively;
- Arranging for distributions to be made to the mortgagees of the Carrville and Wilson properties from the proceeds of those transactions in accordance with Court orders made on May 3, 2019 and May 24, 2019;
- Dealing with sale process and appraisal issues raised by legal counsel to Ferina Construction Ltd., the second mortgagee of the Companies' Kingston Road property, in connection with a prospective transaction for the Kingston Road property;

- Engaging Altus Group Ltd. (“Altus”) and dealing with it in respect of its review of certain appraisals prepared by Cushman & Wakefield Ltd of certain of the Companies’ and Non-Applicants’ properties;
- Negotiating Agreements of Purchase and Sale with Caishen Capital Group Ltd. (“Caishen”) for the Companies’ Kingston Road and Danforth properties and corresponding extensively with legal counsel to First Source Financial Management Inc. (“First Source”) in respect thereof;
- Reviewing multiple offers submitted by Caishen for the Companies’ Kennedy Road property and discussing these offers and a potential credit bid transaction for this property with legal counsel to First Source;
- Drafting the Monitor’s Seventh Report to Court dated June 21, 2019 filed for the principal purpose of recommending Court approval of transactions for the Companies’ Kingston Road and Danforth properties;
- Working with Bennett Jones LLP, the Monitor’s counsel, to prepare for the Monitor’s sale approval motion returnable July 2, 2019;
- Reviewing and commenting on all Court materials filed in support of the July 2nd motion, including a notice of motion, draft orders and factum;
- Corresponding with the real estate agent retained to list the residential properties at 59 and 63 Elm Avenue and dealing with the first mortgagee on these properties, Home Trust Company, and its legal counsel, in respect of sale and maintenance issues, including obtaining a quote for the work required to obtain occupancy permits for these properties;
- Dealing with maintenance issues on the Elm Avenue properties;
- Responding to daily or near daily enquiries received from the Companies’ stakeholders, including from representatives of the Companies’ syndicated mortgage investors, condominium purchasers of the Danforth project and other creditors, mortgagees and/or their respective legal counsel;
- Corresponding with various legal counsel in connection with a deposit return protocol for the purchasers of a cancelled condominium project owned by 250 Danforth Development Inc.; and
- To all other meetings, correspondence and other activities related to this matter not specifically detailed above.

Total fees and disbursements per attached time summary	\$ 120,861.54
HST	15,712.00
Subtotal	<u>136,573.54</u>
Amount to be paid from funds in estate accounts	<u>(136,573.54)</u>
Total Due, once settled	<u>\$ -</u>

KSV Kofman Inc.
Forme Development Group et al.

Time Summary

For the Period June 1, 2019 to June 30, 2019

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Robert Kofman	Overall responsibility	725	36.75	26,643.75
David Sieradzki	All aspects of mandate	625	82.00	51,250.00
Jonathan Joffe	Creditor issues; cash management; cash flows	475	71.80	34,105.00
Jordan Wong	Monitoring of status of Non-Applicant properties	425	13.75	5,843.75
Simon Thean	Banking	200	6.25	1,250.00
Raj Kashyap	File administration	150	10.25	1,537.50
Subtotal				<u>120,630.00</u>
Out of pocket disbursements				231.54
Total Fees and Disbursements				<u><u>120,861.54</u></u>



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INVOICE

Forme Development Group Inc. et al
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, ON M5H 1J9

August 7, 2019

Invoice No: 1341

HST #: 818808768 RT0001

Re: Forme Development Group Inc. et al (collectively, the “Companies”)

For professional services rendered during July 2019 in connection with the Companies' proceedings under the *Companies' Creditors Arrangement Act*, including:

- Corresponding on a near daily basis throughout July with Bennett Jones LLP (“Bennett Jones”) concerning all matters related to the administration of the CCAA proceedings, including pending sale transactions for the Companies' Kingston Road and Danforth properties, a motion brought by Mr. Wang to amend the Undertaking dated March 11, 2019 (the “Undertaking”), the drafting of a Claims Procedure Order, a credit bid submitted by First Source Financial Management Inc. (“First Source”) for the Companies' Kennedy Road property and a potential offer for the Kennedy Road property from Caishen Capital Group Ltd. (“Caishen”);
- Reviewing extensive correspondence on July 1, 2019 among legal counsel to Mr. Wang, James Grout Professional Corp. (“Grout”) and Lerner LLP (“Lerner”) and legal counsel to Ferina Construction Ltd., Thornton Grout Finnigan LLP (“TGF”), in connection with an adjournment request of Mr. Wang's motion to amend the Undertaking returnable July 2, 2019;
- Attending at Court on July 2, 2019 for the Monitor's sale approval motion for the Companies' Kingston Road and Danforth properties and Mr. Wang's motion, which was adjourned to August 7, 2019;
- Reviewing weekly reports provided by Cassels Brock & Blackwell LLP (“CBB”), legal counsel to certain of the Companies' affiliates (collectively, the “Non-Applicants”), and dealing with CBB in respect of cash flow and other ongoing issues involving the Non-Applicants' real property, in accordance with the Undertaking, including attending a conference call with CBB and Cushman & Wakefield Ltd. on July 17, 2019 regarding the status of the sale process for the Non-Applicants' real property;

- Reviewing legal fee information for CBB, Grout and Lerner in the context of Mr. Wang's motion to amend the Undertaking and corresponding extensively with CBB, Grout and Lerner in respect thereof;
- Attending a meeting at Bennett Jones' offices with CBB, Grout and Lerner to discuss, *inter alia*, Mr. Wang's motion to amend the Undertaking;
- Reviewing letters provided by Grout and Lerner which provided a summary of their fees-to-date, a budget to the commencement of the claims process and their overall approach to the mandate should Mr. Wang's motion to amend the Undertaking be granted;
- Corresponding with legal counsel to certain mortgagees regarding Mr. Wang's motion to amend the Undertaking, including Chaitons LLP and Robins Appleby LLP;
- Drafting the Monitor's supplement to its Seventh Report to Court dated July 26, 2019 (the "Supplement");
- Corresponding extensively from July 26 to July 31, 2019 with TGF, CBB, Grout and/or Lerner regarding the Supplement, Mr. Wang's motion and multiple versions of draft endorsements that may be proposed at the hearing of Mr. Wang's motion on August 7, 2019;
- Corresponding with representatives of the Board of Directors of TSCC 2693, being the condominium corporation of the Companies' Birchmount Gardens project;
- Drafting a memorandum dated July 2, 2019 to TSCC 2693 outlining the Companies' banking activities and procedures before and after registration of the condominium corporation in November 2018;
- Requesting, at the request of TSCC 2693, banking and other information from the Companies and corresponding with CBB in respect thereof;
- Contacting the Companies' bank to request bank statements for the Companies;
- Reviewing the Companies' internal financial statements and performing an analysis to summarize potential intercompany claims;
- Corresponding with the Companies and CBB to request financial information required to complete the Monitor's intercompany claims analysis;
- Corresponding with CBB in connection with the Non-Applicants' request for the Companies to fund a portion of the head office and payroll expenses;
- Negotiating an amending agreement with Caishen, the purchaser of the Companies' Kingston Road and Danforth properties, to extend the closing date of those transactions from July 26, 2019 to August 26, 2019 and corresponding extensively with legal counsel to First Source in respect thereof;
- Reviewing and commenting on a credit bid agreement for the Companies' Kennedy Road property submitted by First Source on July 30, 2019;

- Corresponding extensively with the real estate agent retained to list the residential properties at 59 and 63 Elm Avenue and dealing with the first mortgagee on these properties, Home Trust Company ("Home Trust"), and its legal counsel, in respect of sale and maintenance issues, including to engage Lincoln Gate Homes Inc. ("Lincoln Gate") to perform the work required to obtain occupancy permits for these properties;
- Corresponding with Home Trust and its legal counsel to arrange funding for the deficiency work being performed by Lincoln Gate;
- Dealing with ongoing maintenance issues on the Elm Avenue properties;
- Reviewing offers submitted for both 59 and 63 Elm Avenue and discussing with Home Trust and its legal counsel before signing back the offers;
- Reviewing and commenting on multiple versions of a draft Claims Procedure Order and discussing same with Bennett Jones;
- Reviewing comments on the draft Claims Procedure Order received from CBB, Grout and Lerner;
- Reviewing extensive correspondence regarding payout statements provided by First Source;
- Responding to daily or near daily enquiries received from the Companies' stakeholders, including from representatives of the Companies' syndicated mortgage investors, condominium purchasers of the Danforth project and other creditors, mortgagees and/or their respective legal counsel; and
- To all other meetings, correspondence and other activities related to this matter not specifically detailed above.

Total fees and disbursements per attached time summary	\$ 84,805.21
HST	<u>11,024.68</u>
Subtotal	95,829.89
Amount to be paid from funds in estate accounts	<u>(95,829.89)</u>
Total Due, once settled	<u>\$ -</u>

KSV Kofman Inc.
Forme Development Group et al.

Time Summary

For the Period July 1, 2019 to July 31, 2019

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Robert Kofman	Overall responsibility	725	37.10	26,897.50
David Sieradzki	All aspects of mandate	625	61.00	38,125.00
Jonathan Joffe	Creditor issues; cash management; intercompany claims analysis	475	30.30	14,392.50
Jordan Wong	Monitoring status of Non-Applicant properties	425	7.85	3,336.25
Other Staff and Administrative				1,331.25
Subtotal				<u>84,082.50</u>
Out of pocket disbursements				722.71
Total Fees and Disbursements				<u><u>84,805.21</u></u>



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INVOICE

Forme Development Group Inc. et al
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, ON M5H 1J9

September 5, 2019

Invoice No: 1376
HST #: 818808768 RT0001

Re: Forme Development Group Inc. et al (collectively, the “Companies”)

For professional services rendered during August 2019 in connection with the Companies' proceedings under the *Companies' Creditors Arrangement Act*, including:

- Corresponding on a near daily basis throughout August with Bennett Jones LLP (“Bennett Jones”) concerning all matters related to the administration of the CCAA proceedings, including sale transactions for the Companies' Kingston Road and Danforth properties (which closed on August 26, 2019), Mr. Wang's motion heard on August 7, 2019 to amend the Undertaking dated March 11, 2019 (the “Undertaking”), the drafting of a Claims Procedure Order and a potential offer for the Kennedy Road property;
- Corresponding extensively from August 1 to 7, 2019 with legal counsel to Mr. Wang, James Grout Professional Corp. (“Grout”) and Lerner LLP (“Lerner”), and legal counsel to Ferina Construction Ltd., Thornton Grout Finnigan LLP (“TGF”), in connection with the terms of an adjournment of Mr. Wang's motion and an agreed upon endorsement to be issued by the Court;
- Attending at Court on August 7, 2019 in respect of Mr. Wang's motion to amend the Undertaking;
- Reviewing weekly reports provided by Cassels Brock & Blackwell LLP (“CBB”), legal counsel to certain of the Companies' affiliates (collectively, the “Non-Applicants”), and dealing with CBB in respect of the properties being marketed for sale by Cushman & Wakefield ULC (“C&W”);
- Attending a conference call with C&W on August 29, 2019 for the purposes of updating the Monitor on the status of the sale process for the Non-Applicants' real property;

- Corresponding with representatives of the Board of Directors of TSCC 2693, being the condominium corporation of the Companies' Birchmount Gardens project, in respect of their requests for banking and other information from the Companies and corresponding with CBB, Grout and Lerner in respect thereof;
- Corresponding with Royal Bank of Canada to request bank statements for the Companies;
- Reviewing and commenting on all closing documents in connection with sale transactions with Caishen Capital Group Ltd. for the Companies' Danforth and Kingston Road properties, which closed on August 26, 2019;
- Corresponding extensively with Bennett Jones in connection with distributions Danforth and Kingston Road sale proceeds to the applicable mortgagees;
- Reviewing extensive correspondence regarding disputes over payout statements provided by First Source Financial Management Inc. ("First Source"), the senior mortgagee on the Danforth and Kingston Road properties;
- Corresponding with First Source's legal counsel regarding the disputed amounts included in First Source's payout statements;
- Corresponding extensively with the real estate agent retained to list the residential properties at 59 and 63 Elm Avenue (the "Elm Properties") and dealing with the first mortgagee on these properties, Home Trust Company ("Home Trust"), and its legal counsel, in respect of offers received in August for the Elm Properties;
- Negotiating two separate Agreements of Purchase and Sale for the Elm Properties;
- Drafting the Monitor's Eighth Report to Court dated August 22, 2019, the purpose of which was to recommend approval of the proposed sale transactions for the Elm Properties;
- Corresponding with Lincoln Gate Homes Inc. ("Lincoln Gate"), the contractor engaged to perform the repair work required to obtain occupancy permits for the Elm Properties;
- Corresponding with representatives of the City of Richmond Hill in connection with the occupancy permits for the Elm Properties, which were issued on August 29, 2019;
- Corresponding with Home Trust and its legal counsel to arrange funding for the deficiency work performed by Lincoln Gate;
- Reviewing and commenting on the notice of motion and approval order filed in connection with the Monitor's sale approval motion for the Elm Properties heard on August 27, 2019 (the "Elm Sale Approval Motion");
- Attending at court on August 27, 2019 for the Elm Sale Approval Motion;
- Reviewing and commenting on multiple versions of a draft Claims Procedure Order and discussing same with Bennett Jones;
- Reviewing comments on the draft Claims Procedure Order received from Koskie Minsky LLP and attending a call on August 21, 2019 with Bennett Jones and Koskie Minsky LLP to discuss same;

- Responding to daily enquiries received from the Companies' stakeholders, including from representatives of the Companies' syndicated mortgage investors, condominium purchasers of the Danforth project and other creditors, mortgagees and/or their respective legal counsel;
- Drafting responses to each email received from the Companies' syndicated mortgage investors in the days leading up to the closing of the Danforth transaction on August 26, 2019;
- Dealing extensively from August 21 to August 26, 2019 with a resident of an adjacent property to the Danforth project about maintenance and other complaints;
- Attending at the Danforth property and arranging for certain maintenance work to be performed thereon;
- Dealing with a notice issued by the City of Toronto in respect of the Companies' property at 1296 Kennedy Road and coordinating the tenant's exit from the property on or around August 31, 2019;
- Responding to numerous calls and emails from the 206 pre-construction purchasers of the 250 Danforth project (collectively, the "Danforth Purchasers") throughout August inquiring about their deposits and when those funds will be returned to them by Miller Thomson LLP ("Miller Thomson");
- Corresponding with Miller Thomson regarding the deposits held in trust for the Danforth Purchasers and reviewing schedules reflecting the deposit on hand for each Danforth Purchaser;
- Drafting and posting a notice on the Monitor's website on August 29, 2019 to provide an update on the status of the return of their deposits;
- Corresponding with Bennett Jones, Miller Thomson, Torys LLP and Borden Lander Gervais LLP, legal counsel to Trisura Guarantee Corporation, in connection with the deposit return protocol; and
- To all other meetings, correspondence and other activities related to this matter not specifically detailed above.

Total fees and disbursements per attached time summary	\$ 84,566.81
HST	<u>10,993.69</u>
Subtotal	95,560.50
Amount to be paid from funds in estate accounts	<u>(95,560.50)</u>
Total Due, once settled	\$ <u><u>-</u></u>

KSV Kofman Inc.
Forme Development Group et al.

Time Summary

For the Period August 1, 2019 to August 31, 2019

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Robert Kofman	Overall responsibility	725	26.75	19,393.75
David Sieradzki	All aspects of mandate	625	65.50	40,937.50
Jonathan Joffe	Creditor issues; cash management; intercompany claims analysis	475	43.30	20,567.50
Jordan Wong	Monitoring status of Non-Applicant properties	425	5.00	2,125.00
Other Staff and Administrative				1,531.25
Subtotal				84,555.00
Out of pocket disbursements				11.81
Total Fees and Disbursements				84,566.81

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INVOICE

Forme Development Group Inc. et al
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, ON M5H 1J9

October 7, 2019

Invoice No: 1406

HST #: 818808768 RT0001

Re: Forme Development Group Inc. et al (collectively, the “Companies”)

For professional services rendered during September 2019 in connection with the Companies' proceedings under the *Companies' Creditors Arrangement Act*, including:

- Corresponding on a near daily basis throughout September with Bennett Jones LLP (“Bennett Jones”) concerning the administration of the CCAA proceedings, including drafting a Claims Procedure Order, considering treatment of intercompany claims for the claims process, a potential transaction for the Kennedy Road property and closing a transaction for 59 Elm Avenue on September 18, 2019;
- Reviewing weekly reports provided by Cassels Brock & Blackwell LLP (“CBB”), legal counsel to certain of the Companies' affiliates (collectively, the “Non-Applicants”), and dealing with CBB in respect of the properties being marketed for sale by Cushman & Wakefield ULC;
- Reviewing receivership application materials in respect of two of the Non-Applicants' properties, being 186 Old Kennedy Road and 31 Victory Avenue;
- Reviewing correspondence and supplementary materials filed concerning the pending receivership applications;
- Drafting the Monitor's Ninth Report to Court dated September 11, 2019 (the “Ninth Report”), the purpose of which was to, *inter alia*, provide an update on the Non-Applicants' sale process and the pending receivership applications;
- Corresponding with legal counsel to numerous mortgagees concerning the update provided in the Ninth Report;
- Reviewing and commenting on all closing documents in connection with a transaction for 59 Elm Avenue, which closed on September 18, 2019 (the “59 Elm Transaction”);

- Corresponding extensively with the real estate agent retained to list the residential properties at 59 and 63 Elm Avenue in connection with the 59 Elm Transaction and the upcoming closing for 63 Elm Avenue scheduled for October 28, 2019;
- Corresponding with Home Trust Company (“Home Trust”) and its legal counsel in connection with the 59 Elm Transaction and the distribution to Home Trust of the net proceeds realized therefrom;
- Remitting to Canada Revenue Agency the HST portion of the purchase price collected on the closing of the 59 Elm Transaction;
- Corresponding extensively with Bennett Jones in connection with ongoing disputes over payout statements provided by First Source Financial Management Inc. (“First Source”), the senior mortgagee on the Danforth and Kingston Road properties;
- Corresponding with First Source’s legal counsel regarding the disputed amounts included in First Source’s payout statements;
- Arranging for an interim distribution of \$1.75 million to be paid to the second mortgagee of the Danforth project from the holdback in Bennett Jones’ trust account;
- Preparing a mortgagee repayment schedule and an interim statement of receipts and disbursements and providing same on September 13, 2019 to Thornton Grout Finnigan LLP (“TGF”), legal counsel to Ferina Construction Ltd., in response to a letter from TGF dated August 23, 2019;
- Reviewing and commenting on multiple versions of a draft Claims Procedure Order and discussing same with Bennett Jones;
- Reviewing comments on the draft Claims Procedure Order received from Lerner’s LLP (“Lerner’s”) and James Grout Professional Corporation (“Grout”), legal counsel to Mr. Wang, and discussing same with Bennett Jones;
- Reviewing correspondence regarding the draft Claims Procedure Order among Bennett Jones, Lerner’s and Grout;
- Corresponding with Lerner’s to receive copies of the Companies’ bank statements and general ledgers in order for the Monitor to conduct its intercompany claims analysis;
- Performing an analysis to reconcile transactions reflected in the Companies’ bank statements to the intercompany transactions reflected in the general ledgers;
- Discussing internally the intercompany claims analysis;
- Drafting the Monitor’s Tenth Report to Court to be filed regarding the Monitor’s motion to approve a claims process returnable October 22, 2019 (the “Tenth Report”);
- Corresponding with Bennett Jones regarding the Tenth Report;
- Reviewing comments received on the draft Claims Procedure Order from legal counsel to certain mortgagees;
- Reviewing an offer submitted for the Kennedy Road property;

- Discussing with Bennett Jones the conditions precedent to the pending offer for the Kennedy Road property;
- Corresponding with representatives of the Board of Directors of TSCC 2693, being the condominium corporation of the Companies' Birchmount Gardens project, including responding to their requests for copies of bank statements and the transfer of a Bell Canada account;
- Responding to daily enquiries received from the Companies' stakeholders, including from representatives of the Companies' syndicated mortgage investors, condominium purchasers of the Danforth project and other creditors, mortgagees and/or their respective legal counsel;
- Responding to numerous calls and emails from the 206 pre-construction purchasers of the 250 Danforth project (collectively, the "Danforth Purchasers") inquiring about their deposits and timing to receive same from Miller Thomson LLP ("Miller Thomson");
- Corresponding with Miller Thomson regarding the deposits held in trust for the Danforth Purchasers and reviewing schedules reflecting the deposit on hand for each Danforth Purchaser;
- Corresponding with Bennett Jones, Miller Thomson, Torys LLP, legal counsel to Tarion Warranty Corporation ("Tarion"), and Borden Lander Gervais LLP, legal counsel to Trisura Guarantee Corporation ("Trisura"), in connection with the deposit return protocol;
- Reviewing schedules and documents circulated periodically by Miller Thomson in connection with the release of funds to Danforth Purchasers whose documentation has been reviewed and approved by Tarion and Trisura in accordance with the deposit return protocol; and
- To all other meetings, correspondence and other activities related to this matter not specifically detailed above.

Total fees and disbursements per attached time summary	\$ 80,743.03
HST	<u>10,496.59</u>
Subtotal	91,239.62
Amount to be paid from funds in estate accounts	<u>(91,239.62)</u>
Total Due, once settled	\$ <u>-</u>

KSV Kofman Inc.
Forme Development Group et al.

Time Summary

For the Period September 1, 2019 to September 30, 2019

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Robert Kofman	Overall responsibility	725	20.30	14,717.50
David Sieradzki	All aspects of mandate	625	66.50	41,562.50
Jonathan Joffe	Creditor issues; cash management; intercompany claims analysis	475	46.40	22,040.00
Other Staff and Administrative				2,131.25
Subtotal				80,451.25
Out of pocket disbursements				291.78
Total Fees and Disbursements				80,743.03



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INVOICE

Forme Development Group Inc. et al
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, ON M5H 1J9

November 6, 2019

Invoice No: 1449

HST #: 818808768 RT0001

Re: Forme Development Group Inc. et al (collectively, the “Companies”)

For professional services rendered during October 2019 in connection with the Companies' proceedings under the *Companies' Creditors Arrangement Act* (“CCAA”), including:

Claims Process

- Corresponding on a near daily basis throughout October with Bennett Jones LLP (“Bennett Jones”) concerning the administration of the CCAA proceedings, particularly in respect of a motion returnable October 22, 2019 for approval of a Claims Procedure Order and considering treatment of intercompany claims for the claims process;
- Drafting the Monitor’s Tenth Report to Court dated October 10, 2019 (the “Tenth Report”), the purpose of which was to, *inter alia*, recommend approval of the claims process and an extension of the stay of proceedings from October 31, 2019 to February 28, 2020;
- Reviewing comments on the draft Claims Procedure Order received from Lerner LLP (“Lerner”) and James Grout Professional Corporation (“Grout”), legal counsel to Mr. Wang, and discussing same with Bennett Jones;
- Reviewing correspondence regarding the draft Claims Procedure Order among Bennett Jones, Lerner and Grout;
- Corresponding with legal counsel to numerous mortgagees concerning the proposed Claims Procedure Order, including Thornton Grout Finnigan LLP (“TGF”), legal counsel to Ferina Construction Ltd. (“Ferina”), Paliare Roland Rosenberg Rothstein LLP (“Paliare”), legal counsel to First Source Financial Management Inc. (“First Source”), Chaitons LLP (“Chaitons”), legal counsel to Home Trust Company (“Home Trust”), and Robins Appleby LLP, legal counsel to a number of subordinate mortgagees;
- Discussing multiple iterations of the Claims Procedure Order and the Tenth Report with Bennett Jones until finalizing and serving the Monitor’s Motion Record on October 10, 2019;

- Reviewing and commenting on all court materials filed in connection with the Monitor's motion returnable October 22, 2019, including a draft notice of motion, stay extension order and Claims Procedure Order;
- Reviewing and discussing the Responding Motion Record filed by Mr. Wang on October 18, 2019;
- Reviewing and commenting on multiple versions of a proposed endorsement, the purpose of which was to resolve the issues raised by Mr. Wang in respect of the claims process;
- Attending at court on October 22, 2019;
- Carrying out the Monitor's obligations under the Claims Procedure Order following its approval on October 22, 2019, including:
 - compiling a list of Known Creditors (as defined in the Claims Procedure Order) from the Companies' books and records;
 - sending the claims package to all Known Creditors on or around October 23, 2019;
 - arranging for a notice to be published in *The Globe and Mail* (National Edition) on October 25, 2019;
 - arranging for a notice to be translated and published in a Mandarin publication, *Sing Tao*, on October 25, 2019;
 - posting the claims package on the Monitor's website; and
 - logging proofs of claim upon receipt;
- Responding to numerous calls and emails from creditors or potential creditors in respect of the Claims Procedure Order;
- Performing an analysis to reconcile transactions reflected in the Companies' bank statements to the intercompany transactions reflected in the general ledgers; and
- Discussing internally the intercompany claims analysis and performing further analyses to consider the potential treatment of intercompany claims in the claims process.

63 Elm Avenue

- Reviewing and commenting on all closing documents in connection with a transaction for 63 Elm Avenue, which closed on October 28, 2019 (the "63 Elm Transaction");
- Corresponding extensively with the real estate agent retained to list the residential properties at 59 and 63 Elm Avenue in connection with the 63 Elm Transaction;
- Corresponding with Home Trust and Chaitons in connection with the 63 Elm Transaction and the distribution to Home Trust of the net proceeds realized therefrom; and
- Remitting to Canada Revenue Agency the HST portion of the purchase price collected on the closing of the 63 Elm Transaction.

Other

- Reviewing weekly reports provided by Cassels Brock & Blackwell LLP (“CBB”), legal counsel to certain of the Companies’ affiliates (collectively, the “Non-Applicants”), and dealing with CBB in respect of the properties being marketed for sale by Cushman & Wakefield ULC;
- Reviewing CBB’s accounts provided by CBB on October 17, 2019 in accordance with a court-approved undertaking;
- Reviewing court materials filed in the pending receivership applications in respect of two of the Non-Applicants’ properties, being 186 Old Kennedy Road and 31 Victory Avenue;
- Corresponding with Bennett Jones in connection with ongoing disputes over payout statements provided by First Source, the senior mortgagee on the Danforth and Kingston Road properties;
- Corresponding with Paliare, TGF and Bennett Jones in connection with a settlement of the dispute between First Source and Ferina over the holdback for the Kingston Road property;
- Corresponding with Paliare regarding disputed amounts included in First Source’s payout statement on the Danforth property;
- Arranging for a second interim distribution of approximately \$295,000 to be paid to the second mortgagee of the Danforth project from the holdback in Bennett Jones’ trust account;
- Discussing with Paliare the status of the sale process for the Kennedy Road property;
- Responding to enquiries received from the Companies’ stakeholders, including from representatives of the Companies’ syndicated mortgage investors and other creditors, mortgagees and/or their respective legal counsel;
- Responding to numerous calls and emails from the 206 pre-construction purchasers of the 250 Danforth project (collectively, the “Danforth Purchasers”) inquiring about their deposits and timing to receive same from Miller Thomson LLP (“Miller Thomson”);
- Corresponding with Miller Thomson regarding the deposits held in trust for the Danforth Purchasers and reviewing schedules reflecting the deposit on hand for each Danforth Purchaser;
- Corresponding with Bennett Jones, Miller Thomson, Torys LLP, legal counsel to Tarion Warranty Corporation (“Tarion”), and Borden Lander Gervais LLP, legal counsel to Trisura Guarantee Corporation (“Trisura”), in connection with the deposit return protocol;
- Reviewing schedules and documents circulated periodically by Miller Thomson in connection with the release of funds to Danforth Purchasers whose documentation has been reviewed and approved by Tarion and Trisura in accordance with the deposit return protocol;
- Preparing a cash flow forecast (the “Cash Flow Forecast”) for the extension period ended February 28, 2020, which was filed with the court as an appendix to the Tenth Report;

- Preparing and filing the Applicants' and Monitor's statutory forms on the Cash Flow Forecast as required under the CCAA; and
- To all other meetings, correspondence and other activities related to this matter not specifically detailed above.

Total fees and disbursements per attached time summary	\$ 84,083.18
HST	<u>10,930.81</u>
Subtotal	95,013.99
Amount to be paid from funds in estate accounts	<u>(95,013.99)</u>
Total Due, once settled	<u>\$ -</u>

KSV Kofman Inc.
Forme Development Group et al.

Time Summary

For the Period October 1, 2019 to October 31, 2019

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Robert Kofman	Overall responsibility	725	20.25	14,681.25
David Sieradzki	All aspects of mandate	625	65.50	40,937.50
Jonathan Joffe	Creditor issues; cash management; intercompany claims analysis	475	52.60	24,985.00
Other Staff and Administrative				2,493.75
Subtotal				83,097.50
Out of pocket disbursements				985.68
Total Fees and Disbursements				84,083.18



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INVOICE

Forme Development Group Inc. et al
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, ON M5H 1J9

December 4, 2019

Invoice No: 1488
HST #: 818808768 RT0001

Re: Forme Development Group Inc. et al (collectively, the “Companies”)

For professional services rendered during November 2019 in connection with the Companies’ proceedings under the *Companies’ Creditors Arrangement Act* (“CCAA”), including:

Claims Process

- Corresponding on a near daily basis throughout November with Bennett Jones LLP (“Bennett Jones”) concerning the administration of the CCAA proceedings, particularly in respect of the claims process, dealings with Mr. Wang and his legal counsel, a motion returnable November 21, 2019 for approval of an amendment to the Claims Procedure Order dated October 22, 2019 and considering treatment of intercompany claims for the claims process;
- Drafting the Monitor’s Eleventh Report to Court dated November 18, 2019 (the “Eleventh Report”), the purpose of which was to, *inter alia*, recommend approval of an extension to the claims bar date from November 25, 2019 to January 10, 2020;
- Reviewing comments on the Monitor’s motion record from Lerner LLP (“Lerner”), legal counsel to Mr. Wang, and discussing same with Bennett Jones;
- Reviewing correspondence leading up to the court attendance on November 21, 2019 between Bennett Jones and Lerner;
- Corresponding with legal counsel to numerous mortgagees concerning the Monitor’s motion record, including Thornton Grout Finnigan LLP (“TGF”), legal counsel to Ferina Construction Ltd. (“Ferina”), Paliare Roland Rosenberg Rothstein LLP (“Paliare”), legal counsel to First Source Financial Management Inc. (“First Source”), Chaitons LLP (“Chaitons”), legal counsel to Home Trust Company (“Home Trust”), and Robins Appleby LLP, legal counsel to a number of subordinate mortgagees;

- Discussing multiple iterations of the Eleventh Report with Bennett Jones until finalizing and serving the Monitor's Motion Record on November 18, 2019;
- Reviewing and commenting on all court materials filed in connection with the Monitor's motion returnable November 21, 2019, including a draft notice of motion and order;
- Attending at court on November 21, 2019;
- Carrying out the Monitor's obligations under the Claims Procedure Order, including logging proofs of claim upon receipt and sending to Lerner's copies of all proofs of claim filed against Mr. Wang;
- Responding to numerous calls and emails from creditors or potential creditors in respect of the Claims Procedure Order;
- Performing an analysis to reconcile transactions reflected in the Companies' bank statements to the intercompany transactions reflected in the general ledgers;
- Discussing internally the intercompany claims analysis and performing further analyses to consider the potential treatment of intercompany claims in the claims process;
- Drafting letters to Bank of Montreal and Royal Bank of Canada to request backup for each wire transaction reflected on the Companies' bank statements;
- Corresponding with Lerner's and Cassels Brock & Blackwell LLP ("CBB"), legal counsel to certain of the Companies' affiliates (collectively, the "Non-Applicants"), to request bank statements and general ledgers for the Non-Applicants in order for the Monitor to perform its intercompany claims analysis; and
- Reviewing the bank statements and general ledgers provided by the Non-Applicants on or around November 28, 2019.

Other

- Attending at a meeting on November 5, 2019 at Bennett Jones' offices with Lerner's to discuss, among other things, Mr. Wang's financial position;
- Reviewing the Statutory Declaration of Mr. Wang sworn November 1, 2019 in respect of his financial position (the "Wang Declaration");
- Compiling a list of questions on the Wang Declaration;
- Reviewing extensive correspondence between Bennett Jones and Lerner's in connection with the Monitor's request to examine Mr. Wang and Mr. Wang's opposition to same;
- Reviewing weekly reports provided by CBB in respect of the status of the Non-Applicants' properties being marketed for sale by Cushman & Wakefield ULC;
- Reviewing court materials filed in the receivership proceedings of two of the Non-Applicants' properties, being 186 Old Kennedy Road and 31 Victory Avenue;

- Corresponding with Bennett Jones in connection with an ongoing dispute between the first and second mortgagees of the Danforth Road property over the payout statement provided by First Source, the senior mortgagee on the Danforth Road property (the “Danforth Holdback Dispute”);
- Convening a conference call on November 18, 2019 with Paliare regarding the Danforth Holdback Dispute;
- Convening a conference call on November 26, 2019 among Bennett Jones, Yuce Baykara, the Trustee under the Danforth syndicated mortgage, and Gowlings LLP, legal counsel to certain syndicated mortgage investors, in connection with the Danforth Holdback Dispute;
- Discussing with Paliare the status of a potential transaction for the Kennedy Road property;
- Preparing a consolidated interim statement of receipts and disbursements for all of the Companies and providing same to Lerners on November 28, 2019;
- Reviewing correspondence from CBB dated November 21, 2019 concerning a prospective motion concerning payment of compensation to Jessica Wang and the retention of a tax advisor for the Non-Applicants and discussing same with Bennett Jones;
- Reviewing and commenting on a response to CBB sent on November 22, 2019 and corresponding with Bennett Jones regarding same;
- Corresponding with KPMG LLP in connection with its ongoing tax work for certain of the Companies;
- Arranging for bank statements to be provided to Bennett Jones on November 14, 2019 for a review to be performed at Bennett Jones’ offices by legal counsel to the syndicated mortgage investors of the Danforth property;
- Responding to enquiries received from the Companies’ stakeholders, including from representatives of the Companies’ syndicated mortgage investors and other creditors, mortgagees and/or their respective legal counsel;
- Responding to numerous calls and emails from certain of the pre-construction purchasers of the 250 Danforth project (collectively, the “Danforth Purchasers”) concerning the return of their deposits and timing to receive same from Miller Thomson LLP (“Miller Thomson”);
- Reviewing correspondence from Miller Thomson regarding the deposits held in trust for the Danforth Purchasers and reviewing schedules reflecting the deposit on hand for each Danforth Purchaser;
- Corresponding with Bennett Jones, Miller Thomson, Torys LLP, legal counsel to Tarion Warranty Corporation (“Tarion”), and Borden Lander Gervais LLP, legal counsel to Trisura Guarantee Corporation (“Trisura”), in connection with the deposit return protocol;
- Reviewing schedules and documents circulated periodically by Miller Thomson in connection with the release of funds to Danforth Purchasers whose documentation has been reviewed and approved by Tarion and Trisura in accordance with the deposit return protocol;

- Corresponding on November 7 and 14, 2019 with Nadlan-Harris, the property manager of the Birchmount project, regarding information required for a performance audit and certain unpaid invoices from Birchmount trades; and
- To all other meetings, correspondence and other activities related to this matter not specifically detailed above.

Total fees and disbursements per attached time summary	\$ 86,512.17
HST	<u>11,246.58</u>
Subtotal	97,758.75
Amount to be paid from funds in estate accounts	<u>(97,758.75)</u>
Total Due, once settled	<u><u>\$ -</u></u>

KSV Kofman Inc.
Forme Development Group et al.

Time Summary

For the Period November 1, 2019 to November 30, 2019

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Robert Kofman	Overall responsibility	725	20.80	15,080.00
David Sieradzki	All aspects of mandate	625	59.00	36,875.00
Jonathan Joffe	Creditor issues; cash management; intercompany claims analysis	475	56.40	26,790.00
Jordan Wong	Compliation of receipts and disbursements analysis	425	6.50	2,762.50
Murtaza Tallet	Intercompany claims analysis	425	7.50	3,187.50
Other Staff and Administrative				1,775.00
Subtotal				<u>86,470.00</u>
Out of pocket disbursements				42.17
Total Fees and Disbursements				<u><u>86,512.17</u></u>



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INVOICE

Forme Development Group Inc. et al
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, ON M5H 1J9

January 7, 2020

Invoice No: 1529

HST #: 818808768 RT0001

Re: Forme Development Group Inc. et al (collectively, the “Companies”)

For professional services rendered during December 2019 in connection with the Companies’ proceedings under the *Companies’ Creditors Arrangement Act* (“CCAA”), including:

Claims Process

- Corresponding routinely throughout December with Bennett Jones LLP (“Bennett Jones”) concerning the administration of the CCAA proceedings, particularly in respect of the claims process, dealings with Mr. Wang and his legal counsel and our ongoing review of intercompany claims for the claims process;
- Corresponding with or reviewing correspondence between Bennett Jones and legal counsel to numerous mortgagees concerning the proceedings and the claims process, including Thornton Grout Finnigan LLP, legal counsel to Ferina Construction Ltd., Paliare Roland Rosenberg Rothstein LLP (“Paliare”), legal counsel to First Source Financial Management Inc. (“First Source”), Chaitons LLP, legal counsel to Home Trust Company, and Robins Appleby LLP, legal counsel to a number of subordinate mortgagees;
- Carrying out the Monitor’s obligations under the Claims Procedure Order, including logging proofs of claim upon receipt and sending to Lerner’s LLP (“Lerner’s”), legal counsel to Mr. Wang, copies of all proofs of claim filed against Mr. Wang;
- Responding to numerous calls and emails from creditors or potential creditors in respect of the Claims Procedure Order;
- Performing an analysis to reconcile transactions reflected in the Companies’ bank statements to the intercompany transactions reflected in the general ledgers;
- Discussing internally the intercompany claims analysis and performing further analyses to consider the potential treatment of intercompany claims in the claims process; and

- Reviewing bank statements and general ledgers provided by Cassels Brock & Blackwell LLP (“CBB”), legal counsel to certain of the Companies’ affiliates (collectively, the “Non-Applicants”), in order for the Monitor to advance its intercompany claims analysis.

Other

- Reviewing correspondence between Bennett Jones and Lerner in connection with a potential examination of Mr. Wang on his Statutory Declaration sworn November 1, 2019 in respect of his financial position;
- Reviewing and commenting on a Notice of Examination dated December 10, 2019 sent by Bennett Jones to Lerner;
- Preparing for a potential examination originally scheduled for December 17, 2019, including compiling a list of information that would be required for Mr. Wang to provide in advance of the examination;
- Reviewing correspondence from Lerner and James Grout Professional Corporation (“Grout”) in connection with a motion filed by Lerner and Grout to be removed as Mr. Wang’s counsel of record;
- Reviewing weekly reports provided by CBB in respect of the status of the Non-Applicants’ properties being marketed for sale by Cushman & Wakefield ULC;
- Corresponding with Bennett Jones in connection with an ongoing dispute between the first and second mortgagees of the Danforth Road property, being First Source and Yuce Baykara, the Trustee under the Danforth syndicated mortgage, respectively, over the payout statement provided by First Source and other matters in dispute (the “Danforth Dispute”);
- Corresponding with Paliare, Mr. Baykara and Gowlings LLP, legal counsel to certain syndicated mortgage investors, in connection with the Danforth Dispute, including to adjourn the hearing scheduled for December 17, 2019 and to schedule an all hands meeting with Paliare, Mr. Baykara and Gowlings on January 10, 2020;
- Discussing with Paliare the status of a potential transaction for the Kennedy Road property;
- Corresponding with KPMG LLP in connection with its ongoing tax work for certain of the Companies;
- Responding to numerous calls and emails from pre-construction purchasers of the 250 Danforth project (collectively, the “Danforth Purchasers”) concerning the return of their deposits and timing to receive same from Miller Thomson LLP (“Miller Thomson”);
- Reviewing correspondence from Miller Thomson regarding the deposits held in trust for the Danforth Purchasers and reviewing schedules reflecting the deposit on hand for each Danforth Purchaser;

- Reviewing schedules and documents provided periodically by Miller Thomson in connection with the release of funds to Danforth Purchasers in accordance with the deposit return protocol;
- Corresponding on December 20, 2019 with YYZ Project Management (“YYZ”), the general contractor of the Birchmount project, regarding information required from City of Toronto in connection with a permit transfer;
- Drafting a letter dated December 20, 2019 to City of Toronto authorizing the release to YYZ of certain Birchmount project information to facilitate the permit transfer; and
- To all other meetings, correspondence and other activities related to this matter not specifically detailed above.

Total fees and disbursements per attached time summary	\$ 35,460.99
HST	4,609.93
Subtotal	<u>40,070.92</u>
Amount to be paid from funds in estate accounts	<u>(40,070.92)</u>
Total Due, once settled	<u>\$ -</u>

KSV Kofman Inc.
Forme Development Group et al.

Time Summary

For the Period December 1, 2019 to December 31, 2019

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Robert Kofman	Overall responsibility	725	8.85	6,416.25
David Sieradzki	All aspects of mandate	625	31.00	19,375.00
Jonathan Joffe	Intercompany claims analysis; claims procedure	475	18.20	8,645.00
Other Staff and Administrative				1,006.25
Subtotal				35,442.50
Out of pocket disbursements				18.49
Total Fees and Disbursements				35,460.99



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INVOICE

Forme Development Group Inc. et al
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, ON M5H 1J9

February 10, 2020

Invoice No: 1570

HST #: 818808768 RT0001

Re: Forme Development Group Inc. et al (collectively, the “Companies”)

For professional services rendered during January 2020 in connection with the Companies' proceedings under the *Companies' Creditors Arrangement Act* (“CCAA”), including:

Claims Process

- Corresponding routinely with Bennett Jones LLP (“Bennett Jones”) concerning the administration of the CCAA proceedings, particularly in respect of the claims process, dealings with Mr. Wang and his legal counsel and our ongoing review of intercompany claims;
- Corresponding with or reviewing correspondence between Bennett Jones and legal counsel to numerous mortgagees concerning the proceedings and the claims process, including Thornton Grout Finnigan LLP, legal counsel to Ferina Construction Ltd., Paliare Roland Rosenberg Rothstein LLP (“Paliare”), legal counsel to First Source Financial Management Inc. (“First Source”), Chaitons LLP, legal counsel to Home Trust Company, and Robins Appleby LLP, legal counsel to a number of subordinate mortgagees;
- Carrying out the Monitor’s obligations under the Claims Procedure Order, including logging proofs of claim upon receipt and sending to Mr. Wang copies of all proofs of claim filed against Mr. Wang (the “Wang Claims”);
- Reviewing the Wang Claims and Bennett Jones’ analysis of each Wang Claim and discussing same with Bennett Jones;
- Responding to numerous calls and emails from creditors or potential creditors in respect of the Claims Procedure Order;
- Reconciling transactions reflected in the Companies’ bank statements to the intercompany transactions reflected in the general ledgers;

- Corresponding with Royal Bank of Canada regarding requests for information in relation to the intercompany transaction reconciliation;
- Discussing internally the intercompany claims analysis and performing further analyses to consider the potential treatment of intercompany claims in the claims process;
- Corresponding with Mr. Wang regarding his obligations under the Claims Procedure Order in relation to his review of the Wang Claims;
- Reviewing bank statements and general ledgers provided by Cassels Brock & Blackwell LLP (“CBB”), now former legal counsel to certain of the Companies’ affiliates (collectively, the “Non-Applicants”), in order for the Monitor to advance its intercompany claims analysis;
- Corresponding with the Claims Officer, Matthew Gottlieb, regarding the Claims Procedure; and
- Notifying the creditors of 4 Don Hillock Development Inc. of the Sale Triggered Claims Bar Date pursuant to the Claims Procedure Order.

Other

- Reviewing correspondence from Lerner’s LLP (“Lerner’s”) and James Grout Professional Corporation (“Grout”) in connection with a motion filed by Lerner’s and Grout to be removed as Mr. Wang’s counsel of record;
- Reviewing and commenting on a letter dated January 2, 2020 from Bennett Jones to Lerner’s concerning Mr. Wang’s obligations under the Claims Procedure Order in light of the resignation of Lerner’s and Grout as Mr. Wang’s legal counsel;
- Attending at Court on January 6, 2020 for the removal motion of Lerner’s and Grout;
- Reviewing weekly reports provided by CBB in respect of the status of the Non-Applicants’ properties being marketed for sale by Cushman & Wakefield ULC;
- Corresponding with Bennett Jones in connection with a dispute between the first and second mortgagees of the Danforth Road property, being First Source and Yuce Baykara, the Trustee under the Danforth syndicated mortgage, respectively, over the payout statement provided by First Source and other matters in dispute (the “Danforth Dispute”);
- Corresponding with Paliare, Mr. Baykara and Gowlings LLP, legal counsel to certain syndicated mortgage investors, in connection with the Danforth Dispute;
- Discussing with Paliare the status of a transaction for the Kennedy Road property and reviewing multiple versions of a draft Agreement of Purchase and Sale regarding same;
- Responding to emails from pre-construction purchasers of the 250 Danforth project (collectively, the “Danforth Purchasers”) concerning the return of their deposits and timing to receive same from Miller Thomson LLP (“Miller Thomson”);
- Reviewing correspondence from Miller Thomson regarding the deposits held in trust for the Danforth Purchasers;

- Reviewing schedules and documents provided periodically by Miller Thomson in connection with the release of funds to Danforth Purchasers in accordance with the deposit return protocol;
- Corresponding extensively on January 31, 2020 with Bennett Jones regarding the assignments in bankruptcy filed on January 28, 2020 by four of the Non-Applicants, being 19 Turff Development Inc., 22 Old Kennedy Development Inc., 35 Thelma Development Inc. and 4550 Steeles Development Inc.;
- Reviewing weekly update reports submitted by CBB on behalf of the Non-Applicants in connection with the sale process of their remaining properties in accordance with a Court-approved Undertaking; and
- To all other meetings, correspondence and other activities related to this matter not specifically detailed above.

Total fees and disbursements per attached time summary	\$ 84,289.48
HST	10,957.63
Subtotal	<u>95,247.11</u>
Amount to be paid from funds in estate accounts	(95,247.11)
Total Due, once settled	<u>\$ -</u>

KSV Kofman Inc.
Forme Development Group et al.

Time Summary

For the Period January 1, 2020 to January 31, 2020

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Robert Kofman	Overall responsibility	725	12.75	9,243.75
David Sieradzki	All aspects of mandate	625	57.50	35,937.50
Jonathan Joffe	Intercompany claims analysis; claims procedure	495	42.20	20,889.00
Temporary staff	Bank statement transcription re intercompany claims analysis	125	96.00	12,000.00
Other staff and administrative				6,139.25
Subtotal				84,209.50
Out of pocket disbursements				79.98
Total Fees and Disbursements				84,289.48

**ksv advisory inc.**

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INVOICE

Forme Development Group Inc. et al
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, ON M5H 1J9

March 5, 2020

Invoice No: 1592
HST #: 818808768 RT0001

Re: Forme Development Group Inc. et al (collectively, the “Companies”)

For professional services rendered during February 2020 in connection with the Companies' proceedings under the *Companies' Creditors Arrangement Act* (“CCAA”), including:

Court Matters

- Corresponding on a near daily basis with Bennett Jones LLP (“Bennett Jones”) concerning an *ex parte* attendance on January 30, 2020 by legal counsel of the Companies' affiliates (the “Non-Applicants”) and the Court order issued on January 31, 2020 as a result the attendance, including issues in respect of the:
 - a) amendment of the Court-approved undertaking dated March 11, 2019 provided by Mr. Wang and the Non-Applicants in favour of the Court (the “Undertaking”);
 - b) assignments in bankruptcy made by four of the Companies affiliates, being 19 Turff Development Inc., 22 Old Kennedy Development Inc., 35 Thelma Development Inc. and 4550 Steeles Development Inc. (collectively, the “Bankrupt Non-Applicants”); and
 - c) filing of a notice of intention to make a proposal (“NOI”) by Mr. Wang;
- Reviewing the bankruptcy and NOI documents provided by Grant Thornton LLP (“GT”) on February 4, 2020;
- Participating in a conference call on February 6, 2020 among representatives of GT, Miller Thomson LLP (“Miller Thomson”), Gardiner Roberts LLP (“Gardiner Roberts”) and Bennett Jones;
- Reviewing email correspondence between Miller Thomson and Bennett Jones following the February 6, 2020 conference call;

- Preparing and filing proofs of claim against each of the Bankrupt Non-Applicants;
- Attending the first meetings of creditors and inspectors convened at GT's offices on February 13, 2020;
- Reviewing email correspondence among GT, Gardiner Roberts and the Monitor in respect of the minutes of the creditor and inspector meetings, certain requests for changes thereto and other matters;
- Dealing with issues concerning the appointment of legal counsel for GT, as bankruptcy trustee of the Bankrupt Non-Applicants;
- Drafting the Monitor's twelfth report to Court dated February 12, 2020 (the "12th Report") and discussing same with Bennett Jones prior to finalizing the 12th Report;
- Preparing the Companies' cash flow forecast for the period ending May 31, 2020 which was appended to the 12th Report;
- Reviewing and commenting on draft Court materials filed in connection with the Monitor's motion returnable February 20, 2020 (the "February 20th Motion"), including the draft notice of motion, factum and Court orders;
- Reviewing motion materials filed on February 19, 2020 by Gardiner Roberts on behalf of the Non-Applicants and discussing same with Bennett Jones;
- Reviewing motion materials filed on February 19, 2020 by Miller Thomson on behalf of GT, in its capacity as Proposal Trustee, including GT's first report to Court, and discussing same with Bennett Jones;
- Reviewing motion materials filed on February 19, 2020 by Thornton Grout Finnigan LLP ("TGF") on behalf of Ferina Construction Ltd., and discussing same with Bennett Jones;
- Drafting the Monitor's supplemental report to Court dated February 19, 2020;
- Attending at Court for the February 20th Motion;
- Reviewing correspondence between Blaney McMurtry LLP, Mr. Wang's legal counsel, and Bennett Jones in respect of a potential examination of Mr. Wang on his financial disclosure;
- Reviewing correspondence between Bennett Jones and Cassels Brock & Blackwell LLP ("CBB") in connection with the transfer of surplus trust funds from CBB to Bennett Jones in accordance with the Undertaking, as amended on February 20, 2020;
- Reviewing and commenting on the Monitor's costs submissions filed by Bennett Jones on February 28, 2020; and
- Reviewing costs submissions filed on February 28, 2020 by TGF on behalf of Ferina and certain other joining creditors.

Claims Process

- Corresponding with Bennett Jones concerning its review of the claims filed in the claims process;
- Reviewing the proposed treatment of each claim against Mr. Wang filed in the claims process and convening a call with Bennett Jones on February 25, 2020 to discuss same;
- Corresponding with or reviewing correspondence between Bennett Jones and legal counsel to numerous mortgagees concerning the proceedings and the claims process, including TGF, Paliare Roland Rosenberg Rothstein LLP (“Paliare”), legal counsel to First Source Financial Management Inc. (“First Source”), Chaitons LLP, legal counsel to Home Trust Company, and Robins Appleby LLP (“Robins Appleby”), legal counsel to a number of subordinate mortgagees;
- Responding to numerous calls and emails from creditors or potential creditors in respect of the Claims Procedure Order;
- Corresponding regularly with Royal Bank of Canada regarding requests for information in relation to the Monitor’s intercompany transaction reconciliation;
- Transcribing bank statements into excel documents for the purposes of advancing the Monitor’s intercompany claims analysis; and
- Discussing internally the intercompany claims analysis and performing further analyses to consider the potential treatment of intercompany claims in the claims process.

Other

- Reviewing correspondence from Lerner’s LLP (“Lerner’s”) and James Grout Professional Corporation (“Grout”) in connection with a motion returnable March 30, 2020 filed by Lerner’s and Grout for payment of their respective outstanding legal fees and disbursements;
- Corresponding with Bennett Jones in connection with a dispute between the first and second mortgagees of the Danforth Road property, being First Source and Yuce Baykara, the Trustee under the Danforth syndicated mortgage, respectively, over the payout statement provided by First Source and other matters in dispute;
- Negotiating an Agreement of Purchase and Sale dated February 7, 2020 for the Companies’ Kennedy Road property (the “Kennedy Transaction”);
- Reviewing and commenting on closing documents in connection with the Kennedy Transaction;
- Reviewing the payout statement provided by First Source on February 18, 2020 for the Kennedy property and discussing same with Bennett Jones and Paliare;
- Corresponding with Paliare and Bennett Jones on February 18, 2020 in connection with the flow of funds analysis for the Kennedy Transaction;

- Reviewing correspondence regarding the pending receivership of 186 Old Kennedy Development Inc. ("186 Old Kennedy"), a Non-Applicant, including monitoring the forbearance fees paid to 186 Old Kennedy's first and second mortgagees in accordance with the Court's endorsement dated January 31, 2020;
- Corresponding with Bennett Jones and Robins Appleby in connection with the pending receivership of 186 Old Kennedy;
- Dealing with a property tax assessment for the Companies' Birchmount project, including discussing same with Bennett Jones and Goldman Spring Kichler & Sanders LLP on February 14, 2020;
- Corresponding with Koskie Minsky LLP and certain of its clients on February 18, 2020 in connection with the property tax arrears on the Birchmount project; and
- To all other meetings, correspondence and other activities related to this matter not specifically detailed above.

Total fees and disbursements per attached time summary	\$ 115,420.92
HST	<u>15,004.72</u>
Subtotal	130,425.64
Amount to be paid from funds in estate accounts	<u>(130,425.64)</u>
Total Due, once settled	\$ <u>-</u>

KSV Kofman Inc.
Forme Development Group et al.

Time Summary

For the Period February 1, 2020 to February 29, 2020

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Robert Kofman	Overall responsibility	725	54.25	39,331.25
David Sieradzki	All aspects of mandate	625	76.00	47,500.00
Jonathan Joffe	Intercompany claims analysis; claims procedure	495	29.10	14,404.50
Temporary staff	Bank statement transcription re intercompany claims analysis	125	82.00	10,250.00
Other staff and administrative				3,932.50
Subtotal				115,418.25
Out of pocket disbursements				2.67
Total Fees and Disbursements				115,420.92



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INVOICE

Forme Development Group Inc. et al
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, ON M5H 1J9

April 8, 2020

Invoice No: 1632

HST #: 818808768 RT0001

Re: Forme Development Group Inc. et al (collectively, the “Companies”)

For professional services rendered during March 2020 in connection with the Companies’ proceedings under the *Companies’ Creditors Arrangement Act* (“CCAA”), including:

Court Matters

- Corresponding on a near daily basis with Bennett Jones LLP (“Bennett Jones”) concerning all matters in these proceedings, including in respect of the claims process and a motion returnable March 31, 2020 brought by Ferina Construction Limited (“Ferina”) to terminate the notice of intention to make a proposal (“NOI”) proceedings of Mr. Wang and appoint KSV as Mr. Wang’s trustee in bankruptcy;
- Attending a meeting with TGF at Bennett Jones’ offices on March 5, 2020 to discuss Ferina’s motion and related issues;
- Reviewing the cost submissions filed on March 6, 2020 by Gardiner Roberts LLP (“Gardiner Roberts”), legal counsel to a group of the Companies’ affiliates (collectively, the “Non-Applicants”) in response to those filed by Ferina and the Monitor at the end of February 2020;
- Reviewing correspondence among Thornton Grout Finnigan LLP (“TGF”), Ferina’s legal counsel, Blaney McMurtry LLP (“Blaney”), Mr. Wang’s legal counsel, Grant Thornton LLP (“GT”), Mr. Wang’s Proposal Trustee, Miller Thomson LLP, GT’s legal counsel, and Bennett Jones, including extensive correspondence in the week prior to the hearing of Ferina’s motion;
- Reviewing the motion materials and responding materials filed by TGF and Blaney, respectively;
- Reviewing emails sent to Justice Hainey in advance of the March 31st hearing of Ferina’s motion;

- Drafting the Monitor's Second Supplement to its Twelfth Report to Court dated March 16, 2020 (the "Supplement");
- Discussing the Supplement with Bennett Jones prior to finalizing same on March 16, 2020;
- Attending at Court by teleconference on March 31, 2020; and
- Reviewing the written submissions filed with the Court on March 31, 2020 by TGF and Blaney following the motion.

Claims Process

- Corresponding with Bennett Jones concerning the claims filed in the claims process;
- Reviewing and commenting on the draft Notices of Disallowance and Revision for the 45 Wang Claims (as defined in the Claims Procedure Order dated October 22, 2019) and discussing same with Bennett Jones;
- Corresponding with or reviewing correspondence between Bennett Jones and legal counsel to numerous mortgagees concerning the proceedings and the claims process, including TGF, Paliare Roland Rosenberg Rothstein LLP ("Paliare"), legal counsel to First Source Financial Management Inc. ("First Source"), Chaitons LLP, legal counsel to Home Trust Company, and Robins Appleby LLP, legal counsel to a number of subordinate mortgagees;
- Responding to numerous calls and emails from creditors or potential creditors in respect of the Claims Procedure Order;
- Issuing creditor packages and notices re the "Sale Triggered Claims Bar Date" (as defined in the Claims Procedure Order) to mortgagees and other known creditors following the sale of certain Applicant and Non-Applicant properties during March, including 1296 Kennedy Road, 68 Elm Avenue and 390 Derry Road;
- Following up with Royal Bank of Canada regarding the Monitor's requests for information in relation to its intercompany transaction reconciliation; and
- Discussing internally the intercompany claims analysis.

Other

- Reviewing correspondence from Lerner's LLP ("Lerner's") and James Grout Professional Corporation ("Grout") in connection with the adjournment of a motion that was originally returnable March 30, 2020 filed by Lerner's and Grout for payment of their respective outstanding legal fees and disbursements;
- Reviewing and commenting on closing documents in connection with an Agreement of Purchase and Sale dated February 7, 2020 for the Companies' Kennedy Road property (the "Kennedy Transaction"), which was completed on March 11, 2020;
- Corresponding with Bennett Jones and Paliare regarding the payout statement of First Source and settling the flow of funds from the proceeds of the Kennedy Transaction;

- Reviewing correspondence regarding the receivership proceedings of 186 Old Kennedy Development Inc. and 31 Victory Development Inc., both being Non-Applicant entities;
- Discussing issues raised by the Birchmount purchasers, including in respect of a property tax assessment and certain lockers and parking spots at the Birchmount property;
- Reviewing the Non-Applicants' forty-seventh and forty-eight reports to the Monitor on the status of their sale processes and related issues (the "Non-Applicants' Reports");
- Reviewing correspondence between Bennett Jones and Gardiner Roberts regarding the contents of the Non-Applicants Reports, including the lack of equity in the Non-Applicants' projects, repeated requests for funding and other matters;
- Corresponding on March 24 and 26, 2020 with KPMG LLP ("KPMG") in connection with their engagement as tax advisor to the NOI debtors and the CCAA Applicants and responding to KPMG's information requests; and
- To all other meetings, correspondence and other activities related to this matter not specifically detailed above.

Total fees and disbursements per attached time summary	\$ 71,387.92
HST	<u>9,280.43</u>
Subtotal	80,668.35
Amount to be paid from funds in estate accounts	<u>(80,668.35)</u>
Total Due, once settled	<u>\$ -</u>

KSV Kofman Inc.
Forme Development Group et al.

Time Summary

For the Period March 1, 2020 to March 31, 2020

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Robert Kofman	Overall responsibility	725	20.60	14,935.00
David Sieradzki	All aspects of mandate	625	49.00	30,625.00
Jonathan Joffe	Intercompany claims analysis; claims procedure	495	41.60	20,592.00
Jordan Wong	Non-Applicant sale process monitoring; claims procedure	450	8.75	3,937.50
Other staff and administrative				1,191.50
Subtotal				71,281.00
Out of pocket disbursements				106.92
Total Fees and Disbursements				71,387.92



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INVOICE

Forme Development Group Inc. et al
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, ON M5H 1J9

May 5, 2020

Invoice No: 1674

HST #: 818808768 RT0001

Re: Forme Development Group Inc. et al (collectively, the “Companies”)

For professional services rendered during April 2020 in connection with the Companies’ proceedings under the *Companies’ Creditors Arrangement Act* (“CCAA”), including:

Wang Proposal Proceeding

- Corresponding on a near daily basis with Bennett Jones LLP (“Bennett Jones”) concerning all matters in these proceedings, including in respect of the claims process and the outcome of a motion returnable on March 31, 2020 brought by Ferina Construction Limited (“Ferina”) to terminate the notice of intention to make a proposal (“NOI”) proceedings of Mr. Wang and to appoint KSV as Mr. Wang’s trustee in bankruptcy;
- Reviewing correspondence among Thornton Grout Finnigan LLP (“TGF”), Ferina’s legal counsel, Blaney McMurtry LLP (“Blaney”), Mr. Wang’s legal counsel, Grant Thornton LLP (“GT”), Mr. Wang’s Proposal Trustee, Miller Thomson LLP, GT’s legal counsel, and Bennett Jones, including extensive correspondence between April 1, 2020 and April 15, 2020, the date on which Justice Hailey issued his decision;
- Reviewing the proposal package sent to creditors by GT on April 7, 2020, including GT’s report to creditors on Mr. Wang’s proposal;
- Reviewing the claims filed in the CCAA claims process against Mr. Wang and providing GT with the Monitor’s proposed treatment of each claim for voting purposes at a creditors meeting to consider Mr. Wang’s proposal scheduled for April 16, 2020;
- Convening a conference call on April 11, 2020 with legal counsel to certain of Mr. Wang’s larger creditors to discuss the creditors meeting and working with Bennett Jones to circulate to each of those creditors the proposed treatment of their claims for voting purposes at the meeting to consider Mr. Wang’s proposal;

- Corresponding with GT on April 7, 13, 14 and 15, 2020 regarding the procedures for the creditors meeting on April 16, 2020, including the manner in which GT intends to treat creditor claims for voting purposes at the creditors meeting;
- Corresponding with Blaney on April 7 and 8, 2020 in connection with Mr. Wang's proposal proceedings; and
- Reviewing the order and endorsement issued by Justice Hailey on April 15, 2020 pursuant to which Mr. Wang's proposal was deemed rejected by his creditors and KSV was appointed trustee of Mr. Wang's bankrupt estate.

Claims Process

- Corresponding with Bennett Jones concerning the claims filed in the claims process;
- Reviewing and commenting on multiple versions of draft Notices of Revision or Disallowance and draft Notices of Acceptance for each claim filed against Mr. Wang, the Applicants and the Non-Applicants and discussing same with Bennett Jones;
- Corresponding with or reviewing correspondence between Bennett Jones and legal counsel to numerous mortgagees concerning the proceedings and the claims process, including TGF, Paliare Roland Rosenberg Rothstein LLP, legal counsel to First Source Financial Management Inc., Chaitons LLP, legal counsel to Home Trust Company, and Robins Appleby LLP ("Robins Appleby"), legal counsel to a number of subordinate mortgagees;
- Corresponding with Bennett Jones regarding the secured claims filed by Robins Appleby on behalf of its clients and reviewing correspondence in respect thereof;
- Reviewing and commenting on a memo sent to Koskie Minsky LLP ("Koskie"), representative counsel to the Birchmount purchasers, in respect of the omnibus claim filed by Koskie in the claims process and discussing same with Bennett Jones;
- Responding to numerous calls and emails from creditors or potential creditors in respect of the Claims Procedure Order;
- Issuing creditor packages and notices, on or around April 4, 2020, re the "Sale Triggered Claims Bar Date" (as defined in the Claims Procedure Order) to mortgagees and other known creditors following the sale of 390 Derry Road, a Non-Applicant property;
- Following up with Royal Bank of Canada regarding the Monitor's requests for information in relation to its intercompany transaction reconciliation; and
- Discussing internally the intercompany claims analysis.

Other

- Reviewing correspondence from Lerner's LLP ("Lerner's") and James Grout Professional Corporation ("Grout") in connection with the adjournment of a motion by Lerner's and Grout that was originally returnable on March 30, 2020 for payment of their respective outstanding legal fees and disbursements;
- Monitoring the receivership proceedings of 186 Old Kennedy Development Inc. and 31 Victory Development Inc., both being Non-Applicant entities;

- Reviewing the Non-Applicants' forty-ninth report to the Monitor dated April 6, 2020 on the status of their sale processes and related issues (the "Non-Applicants' Reports");
- Reviewing correspondence between Bennett Jones and Gardiner Roberts LLP regarding the contents of the Non-Applicants Reports; and
- To all other meetings, correspondence and other activities related to this matter not specifically detailed above.

Total fees and disbursements per attached time summary	\$ 52,535.04
HST	<u>6,829.56</u>
Subtotal	59,364.60
Amount to be paid from funds in estate accounts	<u>(59,364.60)</u>
Total Due, once settled	\$ <u>-</u>

KSV Kofman Inc.
Forme Development Group et al.

Time Summary

For the Period April 1, 2020 to April 30, 2020

Personnel	Role	Rate (\$)	Hours	Amount (\$)
Robert Kofman	Overall responsibility	725	14.15	10,258.75
David Sieradzki	All aspects of mandate	625	39.50	24,687.50
Jonathan Joffe	Intercompany claims analysis; claims procedure	495	33.80	16,731.00
Other staff and administrative				802.50
Subtotal				52,479.75
Out of pocket disbursements				55.29
Total Fees and Disbursements				52,535.04

THIS IS EXHIBIT "B" REFERRED TO IN THE
AFFIDAVIT OF DAVID SIERADZKI
SWORN BEFORE ME THIS 20th DAY OF MAY, 2020

A handwritten signature in cursive script, appearing to read "Raj Kashyap", written over a horizontal line.

A Commissioner for taking Affidavits, etc.

**Rajinder Kashyap, a Commissioner, etc.,
Province of Ontario, for KSV Kofman Inc.
Expires January 22, 2021.**

**FORME DEVELOPMENT GROUP INC. ET AL.
TIME ANALYSIS SUMMARY**

<u>Name</u>	<u>Role</u>	Hours from December 1, 2018 to April 30, 2020	Amount from December 1, 2018 to April 30, 2020 (\$)	Rate (\$)
Robert Kofman, MBA, LIT	Overall responsibility	602.70	435,742.50	700-725
David Sieradzki, CPA, CA, LIT	Overseeing all aspects of mandate	999.50	623,687.50	600-625
Jonathan Joffe, CPA, CA, LIT	Creditor issues, cash flow projections, claims process, including intercompany claims analyses	804.60	384,046.50	450-495
Jordan Wong, CPA, CA	Non-Applicant reporting and claims process	60.95	26,122.50	425-450
Simon Thean	Estate banking	49.50	9,981.25	200-225
Temporary employees	Data entry for intercompany claims analysis	178.00	22,250.00	125
Raj Kashyap	Administrative, including preparing and coordinating statutory notices and claims process administration	120.75	18,587.50	150-175
Lynne Quintos	Secretarial	95.95	12,815.75	125-140
Other staff	Sundry issues	11.15	4,837.50	425-625
		2,923.10	1,538,071.00	
Average Hourly Rate				<u><u>\$526.18</u></u>

Appendix “K”

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

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF FORME DEVELOPMENT GROUP INC.
AND THE OTHER COMPANIES LISTED ON SCHEDULE "A"
HERETO

APPLICATION UNDER THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

**AFFIDAVIT OF AIDEN NELMS
(sworn May 20, 2020)**

I, **AIDEN NELMS**, of the City of Toronto, in the Province of Ontario, **MAKE OATH
AND SAY AS FOLLOWS:**

1. I am a lawyer qualified to practice law in the Province of Ontario and am an associate of Bennett Jones LLP ("**Bennett Jones**"), counsel for KSV Kofman Inc. in its capacity as Court-appointed monitor (the "**Monitor**") in these proceedings and as such have knowledge of the matters hereinafter deposed. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.

2. I make this affidavit in support of a motion by the Monitor for, among other things, approval of the fees and disbursements of the Monitor and its counsel.

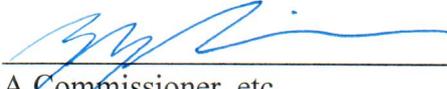
3. Attached hereto as Exhibit "A" are true copies of the accounts rendered by Bennett Jones counsel to the Monitor for the period between November 30, 2018 and April 30, 2020. The accounts have been redacted to address matters of confidentiality or privilege. I confirm that these accounts accurately reflect the services provided by Bennett Jones in this matter for this period and the fees and disbursements claimed by it for the period.

4. Attached hereto as Exhibit "B" is a schedule summarizing the accounts of Bennett Jones rendered to the Monitor for the fees and disbursements incurred by Bennett Jones in connection with these proceedings for the period between November 30, 2018 and April 30, 2020.

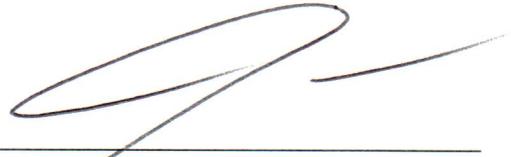
5. Attached hereto as Exhibit "C" is a schedule summarizing the respective years of call and billing rates of each of the professionals at Bennett Jones that rendered services to the Monitor, the hours worked by each such individual and the blended hourly rate for the file.

6. To the best of my knowledge, the rates charged by Bennett Jones throughout the course of these proceedings are comparable to the rates charged by other law firms in the Toronto market for the provision of similar services. I believe that the total hours, fees and disbursements incurred to date by Bennett Jones on this matter are reasonable and appropriate in the circumstances.

SWORN before me at the Town of Blue)
Mountains, in the Province of Ontario,)
this 20th day of May, 2020)
)
)



A Commissioner, etc.



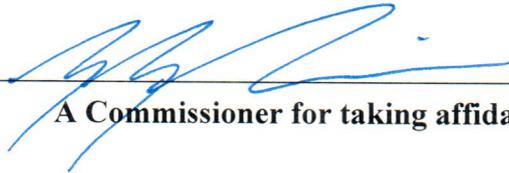
Aiden Nelms

THIS IS EXHIBIT "A" REFERRED TO IN THE

AFFIDAVIT OF AIDEN NELMS

SWORN

THE 20th DAY OF MAY 2020

A handwritten signature in blue ink, appearing to be 'A. Nelms', is written over a horizontal line.

A Commissioner for taking affidavits, etc.



Bennett Jones

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: February 4, 2019
Invoice: 1261148A

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	92,734.00
Disbursements	\$	1,510.30
Other Charges	\$	948.50
Total Due before GST/HST	\$	95,192.80
GST/HST	\$	12,375.06
Total Due in CAD	\$	107,567.86

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757



Date	Name	Description	Hours
30/11/18	Aiden Nelms	Reviewing initial draft order; Attending court for motion to approve the initial order; Reviewing initial order	2.60
30/11/18	Jonathan Bell	Preparing for and attending hearing approving initial order; Drafting correspondence regarding same	1.60
30/11/18	Sean Zweig	Various emails throughout morning in preparation for Court attendance; Emails regarding results of hearing; Emails regarding [REDACTED], and considering same; Emails regarding Birchmount; Reviewing settlement [REDACTED]; Various emails with KSV and GSNH	1.80
01/12/18	Sean Zweig	Reviewing draft agenda for meeting	0.10
02/12/18	Sean Zweig	Emails regarding Elm properties	0.30



Date	Name	Description	Hours
03/12/18	Aiden Nelms	Reading and reviewing correspondence; Reading and reviewing motion materials for December 6, 2018	0.50
03/12/18	Sean Zweig	Emails with various mortgagee counsel; Reviewing draft support agreement, and emails regarding same; Attending meeting with KSV, GSNH and debtors; Follow-up discussions with KSV and GSNH regarding same; Reviewing various correspondence with TD; Reviewing [REDACTED], and emails regarding same; Emails regarding certain development; Reviewing Chaitons' motion record; Reviewing additional unsolicited offer; Reviewing email to debtors regarding outstanding information	3.60
04/12/18	Sean Zweig	Various emails regarding [REDACTED] and next steps; Reviewing materials in connection with lawsuit; Working on revised Orders throughout day; Discussion with J. Stam; Dealing with upcoming hearing and related issues; Call with [REDACTED]; Emails regarding [REDACTED]; Various emails with KSV and GSNH	3.30
05/12/18	Sean Zweig	Emails regarding [REDACTED] Various emails and discussions throughout day in connection with upcoming hearing, including [REDACTED]; Working on court materials, including Monitor's Report, Order and Notice of Motion; Emails with potential purchaser; Emails regarding 82 Old Kennedy; Reviewing email correspondence with M. Wang; Multiple discussions regarding same; Emails with various mortgagee counsel	3.80
06/12/18	Aiden Nelms	Reviewing amended and restated initial order; Reviewing endorsement	0.10
06/12/18	Sean Zweig	Emails in connection with, preparing for, and attending hearing; Calls with each of J. Stam and B. Kofman; Discussion with P. Bell regarding [REDACTED] Call and emails with mortgagee counsel	3.40
06/12/18	Preet Bell	Meeting with S. Zweig to discuss CCAA filing and [REDACTED]; Reviewing and analyzing [REDACTED]	0.60
07/12/18	Aiden Nelms	Drafting termination order (regarding 376 Derry)	0.60



Date	Name	Description	Hours
07/12/18	Sean Zweig	Emails with B. Kofman regarding [REDACTED]; Discussion with A. Nelms regarding CCAA Termination Order for one property	0.30
09/12/18	Sean Zweig	Reviewing and commenting on draft email from B. Kofman; Reviewing B. Kofman's email to M. Wang	0.20
10/12/18	Aiden Nelms	Drafting CCAA Termination Order for 376 Derry Developments; Drafting Monitors Certificate for CCAA Termination Order for 376 Derry Developments; Reviewing second draft of Order	3.20
10/12/18	Sean Zweig	Email regarding potential DIP; Reviewing and commenting on draft Termination Order	0.30
11/12/18	Aiden Nelms	Reviewing and revising Order for 376 Derry CCAA termination; Drafting consent to Order for 376 Derry CCAA termination; Editing consent; Emailing counsel for 376 Derry	1.60
11/12/18	Sean Zweig	Emails regarding Termination Order and related matters; Emails with J. Larry and Monitor regarding [REDACTED]; Reviewing and commenting on CCAA extension materials; Emails regarding 250 Danforth pre-sales; Reviewing and commenting on NOI extension materials; Call with J. Stam; Reviewing B. Kofman's comments on draft affidavit; Emails regarding TD listing agreement	1.70
12/12/18	Sean Zweig	Reviewing update from TD; Emails regarding upcoming hearing; Reviewing and commenting on draft Reports; Reviewing revised drafts of Reports; Various emails regarding other matters	1.40
13/12/18	Aiden Nelms	Reviewing Draft Orders for NOI Proceedings	0.40
13/12/18	Sean Zweig	Reviewing correspondence with F. Bennett; Reviewing and commenting on revised motion materials, including Reports; Emails regarding same; Email correspondence regarding potential [REDACTED]; Reviewing letter from T. Potestio; Call with B. Kofman; Reviewing [REDACTED], and emails regarding same	1.40
14/12/18	Sean Zweig	Emails regarding insurance matters; Reviewing and commenting on revised Third Report of PT; Call with T. Potestio; Reviewing final motion records served	0.70

Date	Name	Description	Hours
17/12/18	Aiden Nelms	Reviewing draft order and endorsement	0.20
17/12/18	Sean Zweig	Emails regarding 9500 Dufferin property; Reviewing correspondence regarding Birchmount; Reviewing consent from S. Rosen; Emails regarding proposed endorsement for Castelli, etc.; Emails with T. Potestio	0.80
18/12/18	Sean Zweig	Emails regarding [REDACTED]; Various emails regarding 9500 Dufferin; Further emails regarding endorsement from Castelli	0.80
19/12/18	Aiden Nelms	Reviewing December 21 motion materials; Revising most recent draft of 376 Derry CCAA Termination Order; Emailing Applicants counsel	1.80
19/12/18	Sean Zweig	Reviewing email from J. Nemers; Emails with B. Kofman regarding same and responding to same; Dealing with T. Potestio regarding 9500 Dufferin	0.60
20/12/18	Aiden Nelms	Drafting Non Disclosure Agreement; Drafting and Revising 376 Derry Order for December 21 motion; Drafting and Revising 9500 Dufferin Order and Consent for December 21 motion; Corresponding with various counsel; Phone conversation with Applicants counsel; Preparing for December 21 motion appearance	6.90
20/12/18	Sean Zweig	Various emails with KSV and GSNH regarding upcoming court attendance; Emails regarding endorsement for Castelli and others; Dealing with 9500 Dufferin removal from CCAA; Reviewing and commenting on draft NDA for mortgagees regarding sale process	1.30
21/12/18	Aiden Nelms	Preparing for court; Attending court; Emailing counsel; Revising and finalizing non disclosure agreement draft	3.10
22/12/18	Sean Zweig	Reviewing emails from B. Kofman regarding [REDACTED]	0.20
24/12/18	Sean Zweig	Reviewing B. Kofman's comments on NDA; Emails regarding Notice of Sale received	0.30
25/12/18	Sean Zweig	Reviewing and commenting on [REDACTED]	0.30

Date	Name	Description	Hours
27/12/18	Aiden Nelms	Turning and finalizing non-disclosure agreement with KSV comments	0.80
27/12/18	Sean Zweig	Reviewing and commenting on revised NDA; Emails with J. MacLellan	0.30
01/01/19	Sean Zweig	Emails regarding [REDACTED]	0.20
02/01/19	John van Gent	Office conference with S. Zweig to discuss preparation of [REDACTED]; Emails to and from S. Zweig with information required for same; Beginning to draft same	0.50
02/01/19	Sean Zweig	Reviewing and commenting on draft sale process NDA; Emails regarding sale process; Discussion with J. van Gent regarding [REDACTED]	0.70
03/01/19	John van Gent	Continuing to draft [REDACTED]	1.00
03/01/19	Sean Zweig	Emails regarding 9500 Dufferin offer, and reviewing same	0.20
04/01/19	Aiden Nelms	Drafting master tracking sheet for non-disclosure agreements	2.50
04/01/19	John van Gent	Office conference with S. Zweig to discuss questions arising from [REDACTED]; Completing draft of same; Email to S. Zweig forwarding same for review and comment	6.50
04/01/19	Sean Zweig	Reviewing consent from All Seasons; Emails regarding 9500 Dufferin offer; Reviewing Notices of Sale received, and emails regarding same; Discussion with J. van Gent regarding [REDACTED]; Reviewing B. Kofman comments on NDA for mortgagees, and finalizing same	0.80
05/01/19	Sean Zweig	Reviewing Pacific Gardens CIM; Reviewing and commenting on draft [REDACTED]	1.40
07/01/19	Aiden Nelms	Conference call with Monitor and Applicant counsel;	0.80
07/01/19	Aiden Nelms	Drafting standard agreement of purchase and sale for CCAA properties	2.00



Date	Name	Description	Hours
07/01/19	John van Gent	Email from S. Zweig with comments on the draft stalking horse agreement of purchase and sale; Revising same; Detailed email to S. Zweig summarizing response to certain comments; Office conference with S. Zweig to review outstanding comments; Completing final revisions to stalking horse agreement of purchase and sale; Email to S. Zweig forwarding same	1.20
07/01/19	Sean Zweig	Reviewing and commenting on revised draft [REDACTED]; Discussion with J. van Gent regarding same; Call with KSV and J. Stam; Reviewing and commenting on letter to certain mortgagees; Reviewing B. Kofman's comments on same; Reviewing correspondence regarding various matters	1.80
08/01/19	Aiden Nelms	Drafting template Agreement of Purchase and Sale for CCAA and NOI proceedings	2.80
08/01/19	Sean Zweig	Reviewing letter from representative committee and drafting response to same; Reviewing emails from [REDACTED], and correspondence regarding same; Reviewing B. Kofman's comments on letter and revising same; Reviewing correspondence from D.J. Miller; Reviewing and commenting on draft APS for Old Kennedy; Emails with KSV regarding same; Various emails regarding Birchmount status, etc.; Reviewing email from H. Hui	1.60
09/01/19	Aiden Nelms	Drafting and finalizing standard form agreement of purchase and sale for CCAA and NOI proceedings; Drafting internal email	4.30
09/01/19	Sean Zweig	Various emails in connection with 58 Old Kennedy APS; Emails with L. Corne; Emails with KSV regarding updates for mortgagees; Emails regarding Birchmount closing, etc.	0.90
10/01/19	Aiden Nelms	Drafting and revising NOI Agreement of Purchase and Sale;	2.60
10/01/19	Sean Zweig	Various emails throughout day regarding [REDACTED]; Reviewing and commenting on draft NOI form APS; Reviewing and commenting on draft letter to mortgagees	1.60
11/01/19	Aiden Nelms	Drafting Schedules for the Agreement of Purchase and Sale for NOI proceedings;	2.70

Date	Name	Description	Hours
11/01/19	Sean Zweig	Reviewing D. Sieradzki update email to mortgagees	0.10
13/01/19	Aiden Nelms	Drafting and revising Agreement of Purchase and Sale schedules; Corresponding with counsel of record	0.90
13/01/19	Sean Zweig	Reviewing and commenting on schedules for NOI APS; Emails with A. Nelms regarding same; Reviewing email from investor representative	0.70
14/01/19	Aiden Nelms	Drafting and revising Schedules for NOI standard form Agreement of Purchase and Sale; Drafting email to [REDACTED]; Reviewing [REDACTED]; Revising NOI Agreement of Purchase and Sale	2.50
14/01/19	John van Gent	Office conference with A. Nelms to discuss questions concerning [REDACTED]; [REDACTED] Conducting subsearch of certain properties to confirm no recent registrations; Emails to and from S. Zweig concerning comments on [REDACTED]	0.50
14/01/19	Sean Zweig	Reviewing mark-up of NDA from A&B, and emails regarding same; Emails with B. Kofman regarding APS; Reviewing and commenting on letter to [REDACTED] Emails regarding NOI APS; Emails with BLG regarding Birchmount; Reviewing revised NOI APS; Reviewing B. Kofman's comments on [REDACTED]; Emails with J. van Gent regarding same	1.50
15/01/19	Aiden Nelms	Reviewing and replying to multiple email; Drafting a blackline of NOI Agreement of Purchase and Sale Schedules against the Model Approval and Vesting Order	2.40
15/01/19	John van Gent	Email from S. Zweig with instructions to revise [REDACTED]; Reviewing comments from B. Kofman on same; Completing revision to same; Numerous emails and telephone calls with S. Zweig to discuss preparation of a [REDACTED]; [REDACTED]; Drafting same; Email to S. Zweig forwarding same	1.80
15/01/19	Sean Zweig	Emails and call with J. van Gent regarding [REDACTED]	1.30

Date	Name	Description	Hours
		[REDACTED]; Reviewing and commenting on same; Emails regarding APS for Old Kennedy; Reviewing documents in connection with same	
16/01/19	Sean Zweig	Reviewing B. Kofman's comments on amendment for Old Kennedy APS; Emails regarding same; Emails regarding Birchmount DIP; Emails regarding [REDACTED]	0.60
17/01/19	Aiden Nelms	Drafting and revising CCAA Agreement of Purchase and Sale; Blackline to the NOI Agreement of Purchase and Sale	3.30
17/01/19	Sean Zweig	Reviewing update email from [REDACTED]; Reviewing emails in connection with Elm properties purchase price; Reviewing B. Kofman's comments on [REDACTED]; Emails regarding NOI APS; Reviewing and commenting on draft Order and Affidavit for NOI sale	1.40
18/01/19	Sean Zweig	Reviewing B. Kofman's and D. Sieradzki's comments on NOI affidavit; Emails with counsel to Community Trust; Various correspondence regarding NOI sale	0.80
19/01/19	Sean Zweig	Reviewing B. Kofman email	0.10
20/01/19	Sean Zweig	Reviewing email to H. Hui; Emails regarding [REDACTED]; Various emails with GSNH and KSV regarding NOI court materials; Reviewing and commenting on revised Affidavit; Reviewing and commenting on draft CCAA template APS	1.70
21/01/19	Aiden Nelms	Revising the CCAA Agreement of Purchase and Sale; Blacklining CCAA Agreement of Purchase and Sale against NOI Agreement of Purchase and Sale; Drafting CCAA Schedules to the Agreement of Purchase and Sale	3.10
21/01/19	John van Gent	Emails to and from S. Zweig concerning [REDACTED]; Conducting subsearch of title; Ordering PPSA searches, corporate profile reports, and execution searches; Reviewing same; Reviewing [REDACTED] Drafting [REDACTED]; Email to S. Zweig forwarding same; Office conference with S. Zweig to discuss comments on same	3.20

Date	Name	Description	Hours
21/01/19	Sean Zweig	Reviewing KSV's comments on NOI affidavit; Reviewing emails regarding [REDACTED]; Various emails in connection with NOI sale; Reviewing and commenting on draft NOI Report; Reviewing revised CCAA form of APS; Reviewing and commenting on NOI security opinions; Reviewing and commenting on CCAA form of APS schedules; Reviewing and commenting on draft Notice of Motion	3.20
22/01/19	Aiden Nelms	Revising the form CCAA Agreement of Purchase and Sale schedules; Running a blackline of the CCAA schedules against the NOI schedules; Emailing Applicant counsel and KSV with copy of schedules and blackline; Serving Monitors Report; Conference call (re; 250 Danforth)	1.90
22/01/19	Julie Wilson	Filing Report at the Commercial List for A. Nelms	1.20
22/01/19	John van Gent	Revising [REDACTED]; Email to S. Zweig forwarding same	0.20
22/01/19	Sean Zweig	Reviewing B. Kofman's comments on Notice of Motion and Report; Revising language in Report regarding opinions; Discussion with A. Nelms regarding APS schedules, and reviewing revised draft; Reviewing motion record served; Emails with representative investor and GSNH; Discussion with J. Stam regarding form of APS; Call with KSV, J. MacLellan and FirstSource; Emails in connection with NOI sale closing; Reviewing correspondence with G. Benchetrit; Emails regarding discharge statements	2.40
23/01/19	Aiden Nelms	Serving the Monitors Report on individuals newly added to the service list; Compressing attachments; Re-serving bounce back service recipients;	0.60
23/01/19	Sean Zweig	Emails regarding mortgage discharges; Reviewing Globe article	0.50
24/01/19	Aiden Nelms	Reviewing mortgage documents for NOI properties	0.70
24/01/19	Sean Zweig	Call with B. Kofman regarding form of APS; Reviewing [REDACTED], considering same, and discussing same with internal team	1.20

Date	Name	Description	Hours
25/01/19	Aiden Nelms	Reviewing [REDACTED]; Reviewing [REDACTED]; [REDACTED]; Revising CCAA form of Agreement of Purchase and Sale	3.40
25/01/19	Sean Zweig	Various emails regarding revised form of CCAA APS, and reviewing revised draft; Various emails throughout day in connection with issues at Birchmount; Reviewing payout statements, considering same, and discussing same; Emails regarding 250 Danforth purchaser deposits; Reviewing email from D.J. Miller; Emails regarding same	2.80
26/01/19	Sean Zweig	Reviewing email from S. Weisz; Reviewing B. Kofman's email to TD	0.20
27/01/19	Sean Zweig	Reviewing email from Chinese Investor Group; Emails regarding same; Reviewing D.J. Miller's comments on AVO; Emails regarding same; Reviewing draft closing documents	1.50
28/01/19	Aiden Nelms	Appearing for motion to approve Approval and Vesting Order; Reviewing charge documents; Meeting with counsel to discuss implications of [REDACTED] [REDACTED] Researching and drafting email dealing with [REDACTED] [REDACTED] Reviewing closing documents for NOI properties; Emailing counsel with respect to [REDACTED] [REDACTED]	6.70
28/01/19	Preet Bell	Reviewing and analyzing [REDACTED] [REDACTED]; Internal meeting regarding same and to discuss [REDACTED] [REDACTED]	1.20
28/01/19	Sean Zweig	Further emails with and regarding Chinese Investor Group; Preparing for and attending sale approval motion; Emails regarding All Season Recycle mortgage; Internal meeting regarding mortgage discharge amounts, and multiple discussions regarding same; Emails with BLG regarding [REDACTED]; Various emails regarding 3310 Kingston property; Emails in connection with NOI closing; Reviewing email to TD from Chinese Investor Group	4.20

Date	Name	Description	Hours
29/01/19	Aiden Nelms	Reading and responding to email correspondence; Revising statutory declaration; Running blackline;	2.60
29/01/19	Sean Zweig	Various emails and discussions regarding [REDACTED]; Calls with J. Stam regarding closing and related matters; Reviewing email from B. Kofman to Chinese Investor Group; Emails regarding various closing matters and closing documents throughout day; Emails regarding Birchmount deficiencies	2.70
30/01/19	Aiden Nelms	Reading and revising statutory declaration; Revising and editing NOI Closing Certificate; Blackline of NOI Closing Certificate; NOI closing conference call; Discussion with lawyer of record; Meeting with student to discuss assignment	4.20
30/01/19	Aiden Nelms	Corresponding with counsel on miscellaneous closing issues	0.50
30/01/19	Sean Zweig	Working on upcoming closing, including significant number of emails and calls throughout day; Emails in connection with Birchmount issues	3.60
31/01/19	Aiden Nelms	Corresponding with KSV with respect to the NOI Closing Certificate; Emailing mortgagee counsel; Corresponding with counsel with respect to closing; Reviewing and revising property tax statutory declaration; Coordinating closing documents; Meeting with student to coordinate court run; Serving issued closing certificate;	2.70
31/01/19	Sean Zweig	Emails and calls throughout day in connection with upcoming closing; Emails in connection with Birchmount issues	2.00
Total Hours			312.00
Total Professional Services			\$ 189,268.00

Name	Hours	Rate
Jonathan Bell	1.60 \$	675.00
Preet Bell	0.60 \$	675.00
Preet Bell	1.20 \$	720.00
John van Gent	14.90 \$	795.00
Sean Zweig	26.90 \$	695.00
Sean Zweig	41.70 \$	750.00

February 4, 2019
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Client: 074735.00022
Invoice No.: 1261148A

Name	Hours	Rate
Aiden Nelms	21.80 \$	345.00
Aiden Nelms	53.20 \$	390.00
Julie Wilson	1.20 \$	250.00

Disbursements	Amount
SoundPath Legal Conferencing	\$ 67.00
Land Title - Search	\$ 913.85
Online Government Service	\$ 454.30
Teraview Filing	\$ 75.15
Total Disbursements	\$ 1,510.30

Other Charges	Amount
Library Computer Search - WestlawNext Canada	\$ 110.50
Library Computer Search - Quick Law	\$ 11.00
Photocopy Charges	\$ 0.50
Printing	\$ 627.00
Colour Printing	\$ 199.50
Total Other Charges	\$ 948.50

GST/HST \$ 12,375.06
TOTAL DUE \$ 107,567.86



Bennett Jones

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P.O. Box 130
Toronto, Ontario M5X 1A4

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: March 5, 2019
Invoice: 1264687

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	65,114.00
Disbursements	\$	522.03
Disbursements Incurred As Your Agent (Non Taxable)	\$	160.00
Other Charges	\$	297.50
Total Due before GST/HST	\$	66,093.53
GST/HST	\$	8,571.36
Total Due in CAD	\$	74,664.89

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757

Date	Name	Description	Hours
21/01/19	Lorie Neilson	Ordering and obtaining 3 Ontario Profile reports, 4 Ontario Writ Locator searches and 4 Ontario Personal Property Security Searches	0.70
01/02/19	Aiden Nelms	Coordinating the payment of Markham property tax arrears; Drafting email to counsel confirming payment of property taxes	0.80
01/02/19	Giovanna Campagna	Filing property taxes for A.Nelms	3.00
01/02/19	Sean Zweig	Emails regarding next steps in NOI proceeding; Emails regarding post-closing matters	0.30
04/02/19	Aiden Nelms	Reviewing [REDACTED]	0.30
04/02/19	Preet Bell	Meeting with S. Zweig regarding [REDACTED]	0.20
04/02/19	Sean Zweig	Call with J. Stam regarding [REDACTED]; Reviewing certain [REDACTED]	0.80
05/02/19	Aiden Nelms	Reviewing NOI next steps; Reviewing NOI [REDACTED]; Reviewing correspondence on new offers to purchase River Road and Wilson	0.50
05/02/19	Preet Bell	[REDACTED] Reviewing and analyzing relevant materials, [REDACTED]	3.80
05/02/19	Sean Zweig	Emails regarding 250 Danforth deposits; Reviewing [REDACTED]; Emails regarding same; Emails regarding post-closing matters	0.60
06/02/19	Aiden Nelms	Reviewing applicants' affidavit for motion to extend stay; Reviewing and revising 58 Old Kennedy proposal	1.00
06/02/19	Preet Bell	Drafting summary analysis [REDACTED] Correspondence with S. Zweig	1.30
06/02/19	Sean Zweig	Reviewing and commenting on draft extension affidavit; Reviewing update to Birchmount residents; Reviewing comments on affidavit; Emails with P. Bell regarding [REDACTED]	1.80

Date	Name	Description	Hours
		[REDACTED]; Reviewing and commenting on draft Proposal	
07/02/19	Aiden Nelms	Revising 58 Old Kennedy proposal; Drafting correspondence; Reviewing stay extension materials	1.20
07/02/19	Preet Bell	Correspondence with S. Zweig [REDACTED]	0.20
07/02/19	Sean Zweig	Reviewing B. Kofman's comments on [REDACTED]; Emails regarding same; Reviewing and commenting on Monitor's Report; Reviewing revised Affidavit; Reviewing and commenting on draft Order and Notice of Motion; Reviewing letter to K. Hui	1.90
08/02/19	Aiden Nelms	Reviewing second report of the monitor; Serving second report of the monitor; Coordinating filing of the second report of the Monitor; Email correspondence with [REDACTED]; Emailing with [REDACTED]	1.40
08/02/19	John van Gent	Circulating form of [REDACTED]	0.10
08/02/19	Sean Zweig	Emails with BLG regarding [REDACTED]; Reviewing revised [REDACTED]; Emails regarding [REDACTED]; Reviewing final Report and coordinating service; Reviewing draft [REDACTED]; Reviewing motion record served; Emails with J. Stam and C. Ferencz regarding [REDACTED]	2.20
10/02/19	Aiden Nelms	Drafting chart/event timeline for obligations [REDACTED]	0.90
11/02/19	Aiden Nelms	Reviewing and revising chart/event timeline for [REDACTED]; Various emails; Drafting the timeline specific to our dates; Researching [REDACTED]	3.30
11/02/19	Sean Zweig	Reviewing [REDACTED] with A. Nelms; Discussion with [REDACTED]; Emails regarding mortgagee request for data room access; Emails regarding Proposal filing, etc.	0.70
12/02/19	Aiden Nelms	Drafting and revising email correspondence to	0.20



Date	Name	Description	Hours
		debtor counsel;	
12/02/19	Sean Zweig	Various emails with [REDACTED] [REDACTED]	0.40
13/02/19	Aiden Nelms	Researching [REDACTED] [REDACTED]	1.10
13/02/19	Preet Bell	Meeting with S. Zweig to discuss research issues in respect of [REDACTED] [REDACTED]; Reviewing and analyzing [REDACTED] [REDACTED] in respect of same	0.30
13/02/19	Sean Zweig	Discussions regarding creditor meeting; Reviewing draft [REDACTED], and various emails regarding same; Emails regarding existing leases; Emails regarding Proposals	0.70
14/02/19	John van Gent	Email from S. Zweig forwarding [REDACTED] [REDACTED] Telephone call with S. Zweig to discuss background concerning same	0.30
14/02/19	Preet Bell	Conducting comprehensive review [REDACTED] [REDACTED]; Discussions and correspondence with S. Zweig regarding same	4.20
14/02/19	Sean Zweig	Reviewing and commenting on notice for meetings; Discussion with P. Bell regarding [REDACTED]; Emails with D. Sieradzki regarding same; Emails regarding [REDACTED]; Reviewing draft [REDACTED]; Call with J. van Gent regarding same; Reviewing Certification of Filing of Proposals	1.20
15/02/19	John van Gent	Reviewing and preparing comments on draft [REDACTED] [REDACTED]; Detailed email to S. Zweig forwarding comments; Numerous emails and telephone calls with S. Zweig to discuss questions and issues surrounding comments; Reviewing [REDACTED] [REDACTED] placed in the data room; Numerous emails to and from entire working group concerning [REDACTED] [REDACTED]; Revising standard form	3.00



Date	Name	Description	Hours
15/02/19	Eugenia Bilokin	Telephone call from J. van Gent regarding registry office for the Niagara Falls properties; Teraview searches; Preparing legal descriptions and sketch of the lands; Detailed email to J. van Gent regarding same	1.80
15/02/19	Aiden Nelms	Corresponding with debtor's counsel	0.20
15/02/19	Sean Zweig	Preparing for and attending at hearing; Reviewing J. van Gent's comments on [REDACTED]; Discussions with J. van Gent and J. Stam regarding same; Emails with D. Schatzker; Emails with KSV regarding same	2.20
16/02/19	Sean Zweig	Reviewing draft [REDACTED]	1.50
17/02/19	John van Gent	Email from J. Stam forwarding revised [REDACTED]; Numerous emails to and from J. Stam, S. Zweig and B. Kofman concerning [REDACTED]	0.20
17/02/19	Sean Zweig	Emails with KSV and J. Stam regarding [REDACTED]	0.30
19/02/19	John van Gent	Numerous emails to and from entire working group concerning comments on [REDACTED]; Telephone call and emails to and from S. Zweig concerning strategy with respect to [REDACTED]; Email to S. Zweig summarizing remaining comments on same and seeking instructions to proceed to negotiate same; Continuing to revise form of agreement of purchase and sale for the data room	0.80
19/02/19	Sean Zweig	Discussions with J. Stam and J. van Gent regarding draft APSs and next steps; Reviewing revised drafts of same; Providing comments on draft AVO, Bid Procedures and Bid Order; Emails regarding Tarion de-registration	1.60
20/02/19	Eugenia Bilokin	Discussing title search with J. van Gent; Further searches; Revising legal description rider; Email to J. van Gent regarding the searches	1.40

Date	Name	Description	Hours
20/02/19	John van Gent	Detailed email to J. Stam providing comments on the revised [REDACTED]; Emails to and from J. Stam to settle same; Completing final revisions to form of agreement of purchase and sale; Email to B. Kofman forwarding same for uploading to the data room	1.20
20/02/19	Aiden Nelms	Reading and reviewing correspondence regarding [REDACTED]	0.20
20/02/19	Lorie Neilson	Ordering and obtaining 2 Ontario Profile reports	0.40
20/02/19	Sean Zweig	Emails regarding [REDACTED]; [REDACTED]; Call with D. Schatzker regarding Elm properties; [REDACTED]; Call with Community Trust and TD	1.20
21/02/19	Aiden Nelms	Reviewing and revising proposal for all NOI's	0.70
21/02/19	Sean Zweig	Further emails regarding Tarion de-registration; Reviewing email from G. Phoenix; Call with Monitor regarding same; Reviewing and commenting on draft Report to Creditors; Reviewing B. Kofman's email to M. Wang; Follow-up correspondence regarding same; Reviewing A. Nelms' comments on Report to Creditors; Reviewing J. Stam's comments; Considering issues [REDACTED], and emails with Monitor regarding same	2.20
21/02/19	Lorie Neilson	Ordering and obtaining 3 Ontario Personal Property Security Searches	0.50
22/02/19	Aiden Nelms	Corresponding with counsel to obtain motion appearance; Updating NOI timeline; Drafting motion request	1.90
22/02/19	Preet Bell	Phone call with S. Zweig to discuss [REDACTED]	0.80
22/02/19	Sean Zweig	Reviewing B. Kofman's emails to M. Wang; Call with [REDACTED]; Considering same; Discussing same with P. Bell; Emails with J. Bell regarding same; Further emails regarding [REDACTED]; Emails regarding	1.70



Date	Name	Description	Hours
		NOI process; Emails regarding Birchmount statement of adjustments	
23/02/19	Sean Zweig	Emails regarding Tarion de-registration	0.10
24/02/19	Jonathan Bell	Preparing for and attending conference call with S. Zweig and P. Bell to discuss [REDACTED]; Reviewing documents and correspondence regarding same	0.60
24/02/19	Preet Bell	Reviewing and analyzing correspondence and materials in respect of [REDACTED]; Conference call with J. Bell and S. Zweig regarding same and next steps	0.80
24/02/19	Sean Zweig	Reviewing email from M. Wang; Call with J. Bell and P. Bell regarding [REDACTED]	0.70
25/02/19	Jason Berall	Reviewing third report; Meeting with S. Zweig regarding background facts; Phone call with [REDACTED]; Drafting motion materials	4.70
25/02/19	Jonathan Bell	Preparing for and attending conference call with B. Kofman and others to discuss [REDACTED]; Drafting correspondence regarding same; Reviewing and revising Monitor's Third Report; Reviewing and revising order and notice of motion; Drafting correspondence regarding same	1.30
25/02/19	Preet Bell	Reviewing correspondence and related materials in respect of [REDACTED]; Reviewing draft Third Report of the Monitor and considering issues in respect of same; Providing potential revisions and comments to same; Internal correspondence	1.10
25/02/19	Sean Zweig	Reviewing email from B. Kofman to M. Wang; Various emails with J. Bell; Reviewing and commenting on draft Report; Emails regarding [REDACTED]; Discussion with J. Berall regarding background facts and court materials; Call with [REDACTED]; Reviewing and commenting on further draft of Report; Reviewing and commenting on draft Notice of Motion and Order; Reviewing and commenting on revised drafts	4.80
26/02/19	Jason Berall	Drafting notice of motion and order; Corresponding with S. Zweig regarding same; Reviewing monitor's report; Reviewing service list; Finalizing and serving motion materials; Reviewing	3.00

Date	Name	Description	Hours
		[REDACTED]; Corresponding with S. Zweig and J. Bell regarding same	
26/02/19	Aiden Nelms	Reviewing correspondence; Reviewing motion record	0.60
26/02/19	Corrina Macdonald	Obtaining Ontario Profile reports	0.40
26/02/19	Preet Bell	Attending call with external counsel [REDACTED]; Reviewing and analyzing materials regarding same, [REDACTED]	0.70
26/02/19	Sean Zweig	Reviewing and commenting on various drafts of Report, Appendices, Notice of Motion and Order throughout day; Reviewing correspondence with Cassels; Two calls [REDACTED]; Call with L. Gangbar; Drafting email to Cassels; Call regarding [REDACTED]; Call with Cassels; Call with B. Kofman; Reviewing correspondence with G. Benchetrit; Emails with B. Kofman regarding next steps; Considering [REDACTED]	5.20
26/02/19	Jonathan Bell	Reviewing and revising report; Reviewing correspondence regarding new appointment of counsel; Drafting correspondence regarding same	0.40
26/02/19	Leonard Gangbar	Review of exchange with S. Zweig and KSV; Call with S. Zweig for background; Conference call with [REDACTED]	0.90
27/02/19	Jason Berall	Meeting to discuss [REDACTED]; Reviewing letter from Cassels	1.10
27/02/19	Preet Bell	Internal meeting regarding [REDACTED]; Reviewing and analyzing [REDACTED]	1.40
27/02/19	Sean Zweig	Various emails regarding Birchmount matters; Emails regarding sale process summary; Emails regarding sealing order; Reviewing mortgage	2.60



Date	Name	Description	Hours
		summary in connection with [REDACTED]; Emails with [REDACTED]; Discussions with various mortgagee counsel; Meeting with internal team regarding [REDACTED]; Reviewing [REDACTED] and emails with [REDACTED]; Reviewing letter from Cassels	
27/02/19	Jonathan Bell	Preparing for and attending meeting to discuss [REDACTED] [REDACTED] Drafting correspondence regarding same	1.10
28/02/19	Jason Berall	Meeting with J. Bell and K. Jennex regarding [REDACTED] Reviewing correspondence regarding status of motion	0.80
28/02/19	Kyle Jennex	Meeting with J. Berall and J. Bell regarding [REDACTED]	3.60
28/02/19	Janine Biener	Emails from and instructions from L. Gangbar regarding [REDACTED] including emails to and from and discussion with E. Bilokin; [REDACTED] Email to B. Kofman et al regarding title [REDACTED]	1.80
28/02/19	Sean Zweig	Emails with B. Kofman regarding Cassels letter; Drafting responding letter; Multiple calls with each of [REDACTED]; Multiple emails with L. Gangbar and [REDACTED], and reviewing documents in connection with same; Emails with J. Bell regarding [REDACTED]; Emails with Elm mortgagee; Emails with A. Slavens; Emails with D. Sieradzki regarding [REDACTED]	3.90
28/02/19	Jonathan Bell	Meeting with J. Berall and K. Jennex regarding [REDACTED]; Speaking with S. Zweig regarding developments [REDACTED]	0.60
28/02/19	Leonard Gangbar	Review of sample [REDACTED]; Manually cross checking with the [REDACTED]	3.20

March 5, 2019
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Client: 074735.00022
Invoice No.: 1264687

Date	Name	Description	Hours
		[REDACTED]; Drafting note to [REDACTED]; Reviewing, revising and finalizing; Ongoing dialogue with [REDACTED] on various matters	
Total Hours			104.60
Total Professional Services			\$ 65,114.00

Name	Hours	Rate
Jonathan Bell	4.00	\$ 750.00
Preet Bell	14.80	\$ 720.00
John van Gent	5.60	\$ 795.00
Sean Zweig	38.60	\$ 750.00
Leonard Gangbar	4.10	\$ 830.00
Jason Berall	9.60	\$ 535.00
Aiden Nelms	14.30	\$ 390.00
Giovanna Campagna	3.00	\$ 250.00
Kyle Jennex	3.60	\$ 250.00
Janine Biener	1.80	\$ 360.00
Lorie Neilson	1.60	\$ 245.00
Corrina Macdonald	0.40	\$ 245.00
Eugenia Bilokin	3.20	\$ 360.00

Disbursements	Amount
Taxi	\$ 76.98
Land Title - Search	\$ 321.05
Online Government Service	\$ 124.00
Total Disbursements	\$ 522.03

Disbursements Incurred As Your Agent (Non Taxable)	Amount
Courthouse	\$ 160.00
Total Disbursements Incurred as Your Agent	\$ 160.00

Other Charges	Amount
Photocopy Charges	\$ 92.50
Printing	\$ 175.50
Colour Printing	\$ 29.50
Total Other Charges	\$ 297.50
GST/HST	\$ 8,571.36
TOTAL DUE	\$ 74,664.89



Bennett Jones

March 5, 2019
Page 11

Client:
Invoice No.:

074735.00022
1264687



Bennett Jones

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: March 5, 2019
Invoice: 1264687

Remittance Statement

Professional Services	\$	65,114.00
Disbursements	\$	522.03
Disbursements Incurred As Your Agent (Non Taxable)	\$	160.00
Other Charges	\$	297.50
Total Due before GST/HST	\$	66,093.53
GST/HST	\$	8,571.36
Total Due in CAD	\$	74,664.89

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



Bennett Jones

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: April 8, 2019
Invoice: 1269568

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	88,341.50
Disbursements	\$	455.02
Disbursements Incurred As Your Agent (Non Taxable)	\$	50.00
Other Charges	\$	564.25
Total Due before GST/HST	\$	89,410.77
GST/HST	\$	11,616.90
Total Due in CAD	\$	101,027.67

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757



Date	Name	Description	Hours
01/03/19	Kyle Jennex	Research for J. Berall and J. Bell regarding [REDACTED] [REDACTED]	4.10
01/03/19	Aiden Nelms	Corresponding with KSV; Reviewing non-applicant undertaking	1.20
01/03/19	Sean Zweig	Reviewing and commenting on draft Undertaking; Various discussions regarding same, and working on various turns of same; Various emails in connection with information requests; Call with D. Ward	2.20
02/03/19	Sean Zweig	Emails regarding Niagara property; Various emails regarding Undertaking; Call with [REDACTED] regarding same; Call with D. Ward regarding same	1.00
03/03/19	Kyle Jennex	Researching and summarizing [REDACTED] for J. Bell and J. Berall	5.00
03/03/19	John van Gent	Emails to and from entire working group concerning [REDACTED]; Reviewing file concerning same; Detailed email to entire working group [REDACTED]	0.50
03/03/19	Sean Zweig	Various emails with [REDACTED]	0.30
04/03/19	John van Gent	Office conference with S. Zweig to discuss status of transaction generally and next steps concerning [REDACTED]	0.20
04/03/19	Aiden Nelms	Reviewing most recent draft of Cassels and Forme Group undertaking; Drafting and revising schedules for undertaking	3.80
04/03/19	Sean Zweig	Call with S. Kukulowicz; Emails regarding CRA claim; Two calls regarding [REDACTED]; Reviewing and commenting on revised undertaking from CBB; Various discussions regarding same; Multiple calls with each of [REDACTED]; Reviewing CRA's placeholder claim and emails regarding same; Emails regarding materials for Proposal approval; Reviewing draft schedules to Undertaking, and discussion with A. Nelms regarding same	3.80
04/03/19	Leonard Gangbar	Initial call with [REDACTED] and S. Zweig [REDACTED]; Conference call with [REDACTED] and S. Zweig regarding same	0.60

Date	Name	Description	Hours
05/03/19	Aiden Nelms	Drafting proposal approval order for NOI Entities; Corresponding with Applicants counsel; Reviewing [REDACTED] Forme Group entities; Reviewing and revising schedules for Undertaking	7.40
05/03/19	Jonathan Bell	Reviewing [REDACTED]; Meeting with J. Berall to discuss [REDACTED]; Drafting correspondence regarding same;	0.50
05/03/19	Sean Zweig	Various emails with GSNH; Calls with each of [REDACTED] throughout day; Reviewing [REDACTED]; Reviewing revised undertaking, discussing same, and revising same; Various emails in connection with upcoming motion; Reviewing various disclosure provided by CBB; Emails regarding same	3.30
06/03/19	Jason Berall	Drafting factum for motion; Meeting with J. Bell to discuss same; Reviewing correspondence from S. Zweig regarding same	4.90
06/03/19	Aiden Nelms	Organizing and revising schedules for undertaking; Reviewing most recent draft of undertaking; Drafting and revising proposal approval order; Reviewing and revising proposal trustee's report; Drafting notice of motion for approval hearing	6.80
06/03/19	Kyle Jennex	Conducting further [REDACTED]	0.40
06/03/19	Preet Bell	Internal meeting and conference call regarding status of potential March 7 motion, [REDACTED]; Reviewing and analyzing materials in respect of same; [REDACTED]; [REDACTED]; Meeting with S. Zweig regarding same	3.40
06/03/19	Jonathan Bell	Attending calls with S. Zweig to discuss developments; Reviewing correspondence regarding [REDACTED]; Reviewing and revising factum	1.40
06/03/19	Sean Zweig	Emails with certain mortgagees; Emails with GSNH; Many calls and emails throughout day with each of [REDACTED]; Discussions with internal team regarding same; Call with L.	5.50

Date	Name	Description	Hours
		Gangbar regarding [REDACTED]; Preparing for and attending creditors meetings, [REDACTED]; Reviewing additional disclosure and discussions regarding same; Emails and calls with each of [REDACTED] throughout afternoon and evening; Email to Service List; Call with mortgagee counsel; Reviewing and commenting on draft Report; Call with A. Nelms	
07/03/19	Aiden Nelms	Reviewing and revising Notice of Motion and Order for Proposal Approval; Corresponding with GSNH	4.20
07/03/19	Andrew Jeanrie	Discussion with P. Bell regarding [REDACTED]	0.20
07/03/19	Preet Bell	Meeting with S. Zweig to discuss [REDACTED] [REDACTED] [REDACTED] [REDACTED]	3.10
07/03/19	Jonathan Bell	Reviewing correspondence regarding adjournment of hearing; Drafting correspondence regarding same; Reviewing and revising materials related to same	0.30
07/03/19	Sean Zweig	Preparing for and attending at 9:30; Call with each of [REDACTED] regarding same and next steps; Emails with [REDACTED]; Discussions with P. Bell regarding [REDACTED]; Call with G. Benchetrit; Reviewing and commenting on revised Report; Reviewing and commenting on draft Notice of Motion and Order; Reviewing revised drafts; Further emails regarding Report; [REDACTED] [REDACTED]	3.10
08/03/19	Aiden Nelms	Reviewing and revising motion materials; Corresponding regarding motion materials; Finalizing motion materials; Service of motion materials	2.80
08/03/19	Julie Wilson	Commissioning Affidavit of Service for A. Nelms; Filing Motion at the Commercial List	1.00
08/03/19	Sean Zweig	Reviewing KSV's comments on Order and Notice of Motion; Reviewing and discussing revised Report; Emails with GSNH in connection with same; Various emails with CBB; Emails with L. Gangbar	2.00



Date	Name	Description	Hours
		regarding [REDACTED]; Call with CBB; Reviewing prospective purchaser's comments on [REDACTED]; Reviewing [REDACTED]; Reviewing revised Undertaking from CBB; Reviewing B. Kofman's comments on same and revising same	
09/03/19	Sean Zweig	Emails with L. Gangbar regarding [REDACTED]; Emails with CBB regarding revised undertaking; Emails with [REDACTED] regarding same	0.50
09/03/19	Leonard Gangbar	Review of reporting letter of Goldman Sloan and note to S. Zweig; Review of form [REDACTED] and reporting to S. Zweig	0.30
11/03/19	Aiden Nelms	Reviewing and revising undertaking; Assembling and circulating finalized undertaking and schedules; Drafting, editing and revising undertaking approval order	5.70
11/03/19	Preet Bell	Reviewing correspondence and Undertaking	0.10
11/03/19	Sean Zweig	Emails with [REDACTED] throughout day regarding various matters; Discussions with A. Nelms regarding finalizing undertaking; Dealing with same; Various emails in connection with [REDACTED]; Various emails in connection with [REDACTED]; Reviewing and commenting on draft Order; Discussing same with [REDACTED] and reviewing revised draft; Reviewing and commenting on draft Supplemental Report; Emails with [REDACTED] regarding same; Reviewing and commenting on further revised Order; Emails with A. Slavens	2.80
12/03/19	Aiden Nelms	Drafting and revising Order; Finalizing Supplement to Third Report; Drafting Affidavit of Service; Arranging filing of Supplement to Third Report	1.80
12/03/19	Giovanna Campagna	Filings documents at the court for A. Nelms	0.60
12/03/19	Sean Zweig	Emails with B. Kofman regarding undertaking and related issues; Reviewing B. Kofman's comments on Supplemental Report; Emails with L. Gangbar regarding Tarion matters; Reviewing revised Supplemental Report; Various emails with [REDACTED]; Emails regarding [REDACTED]	1.30



Date	Name	Description	Hours
12/03/19	Leonard Gangbar	Review of [REDACTED] and note to S. Zweig; Further review and exchange with [REDACTED]; Review of exchange; Re-review of [REDACTED] and discussing with S. Zweig	1.20
13/03/19	Andrew Jeanrie	Reviewing background material; Meeting with S. Zweig; Conference call with [REDACTED]; Draft correspondence to KSV; Review reply in from D. Morrison; Correspondence to/from B. Kofman; Telephone call with B. Kofman; Telephone call with Overland LLP	2.60
13/03/19	Aiden Nelms	Finalizing and assembling order for motion appearance	0.40
13/03/19	Sean Zweig	Emails with D. Ward [REDACTED]; Call with Monitor, A. Jeanrie and TD; Follow-up discussions regarding [REDACTED]; Emails with D. Schatzker; Emails regarding [REDACTED] Reviewing draft email from A. Jeanrie; Reviewing various correspondence with and regarding Wilson Avenue property; Reviewing email regarding head office funding; Various emails with [REDACTED]; Call with D. Ward; Reviewing draft EL from tax accountant; Emails regarding same	3.00
14/03/19	Andrew Jeanrie	Correspondence to/from [REDACTED]; Telephone call to D. Artonosi; correspondence to/from [REDACTED]	0.40
14/03/19	Aiden Nelms	Reading and reviewing correspondence; Revising form of order for March 18th appearance; Serving form of order on service list	0.40
14/03/19	Julie Wilson	Entering Order at the Commercial List	0.50
14/03/19	Sean Zweig	Many emails regarding [REDACTED]; Preparing for and attending Proposal approval hearing; Emails and discussions regarding Order in connection with undertaking motion; Considering same and revising same; Emails with G. Benchetrit	2.00
14/03/19	Leonard Gangbar	Review of series of emails with [REDACTED]	0.60



Date	Name	Description	Hours
		[REDACTED]	
15/03/19	Andrew Jeanrie	Telephone call with D. Artenosi; Correspondence to/from [REDACTED]; Conference call with [REDACTED] and Morrison Financial; Telephone call to M. Longo, City of Toronto	0.90
15/03/19	Aiden Nelms	Reviewing proposal, and summarizing timelines	0.40
15/03/19	Sean Zweig	Emails with [REDACTED]; Emails regarding upcoming call with Monitor and D. Morrison, and then participating in call; Follow-up discussions with [REDACTED]; Emails regarding [REDACTED]	1.00
15/03/19	Leonard Gangbar	Reviewing emails of [REDACTED]	0.40
16/03/19	Sean Zweig	Reviewing email from [REDACTED] regarding [REDACTED]	0.10
18/03/19	Aiden Nelms	Preparing for court attendance; Attending at court; Drafting and revising email; Serving materials; Preparing timeline for proposals after Approval Order	4.80
18/03/19	Andrew Jeanrie	Telephone call with M. Longo; Correspondence to/from [REDACTED]	0.40
18/03/19	Leonard Gangbar	Review of letter of [REDACTED]; Consideration and exchange with client and S. Zweig	0.30
18/03/19	Sean Zweig	Preparing for and attending at hearing; Reviewing [REDACTED], and emails in connection with same; Many emails regarding [REDACTED] matter; Reviewing email [REDACTED]; Reviewing update email to Birchmount mortgagees; Emails regarding Overland and Wilson property; Reviewing [REDACTED]; Reviewing letter from Birchmount purchaser, and emails regarding same; Emails with [REDACTED]	2.60
19/03/19	John van Gent	Emails to and from T. Carter to arrange a time to discuss comments on [REDACTED]; Emails to and from S. Zweig concerning same	0.10

Date	Name	Description	Hours
19/03/19	Sean Zweig	Drafting responding letter to Birchmount purchaser; Emails with [REDACTED]; [REDACTED] Call with S. Kukulowicz; Reviewing [REDACTED]; Emails regarding same and preparing draft response; Emails with J. van Gent regarding APSs	1.00
20/03/19	John van Gent	Emails to and from entire working group concerning [REDACTED]; Office conference with N. McNeilage to provide instructions for [REDACTED]; Telephone call with T. Carter to discuss preparation of individual completed agreements of purchase and sale for all land assemblies; Telephone call with S. Zweig to discuss same; Emails to and from entire working group to obtain [REDACTED]	1.00
20/03/19	Nicola McNeilage	Conducting Teraview subsearch; Discussion with J. van Gent regarding subsearch	0.70
20/03/19	Sean Zweig	Reviewing B. Kofman's comments on [REDACTED], and sending same; Reviewing B. Kofman's comments on letter to [REDACTED], and sending; Emails and call with J. van Gent regarding [REDACTED]; Call with CBB regarding various issues, and discussion with [REDACTED]; Emails regarding [REDACTED]; Reviewing email from Monitor [REDACTED]; Emails regarding [REDACTED]; Emails with TD and KSV regarding [REDACTED]	1.50
21/03/19	John van Gent	Office conference with N. McNeilage to provide instructions for conducting [REDACTED]; Revising agreement of purchase and sale for the Wilson properties to build out all of the schedules thereto; Numerous emails to and from S. Zweig concerning comments on the form of approval and vesting order; Email to A. Siegal forwarding same for review and comment; Email to T. Carter concerning status of additional compiled forms of agreement of purchase and sale	2.50
21/03/19	Nicola McNeilage	Instructions given to J. Petrovic to [REDACTED]; [REDACTED]; Emails to J. van Gent providing copies of [REDACTED]	1.00



Date	Name	Description	Hours
		PINs and name searches	
21/03/19	Sean Zweig	Emails regarding updated status of Birchmount; Emails regarding [REDACTED]; Various emails with [REDACTED]; Call with CBB; Further emails with [REDACTED]; Reviewing and revising draft AVO and other schedules; Reviewing revised draft of Wilson APS, and emails in connection with sale process matters	1.40
22/03/19	John van Gent	Continuing to prepare populated agreements of purchase and sale for all individual land assemblies; Email to T. Carter forwarding same for uploading to the data site	4.20
22/03/19	Corrina Macdonald	Obtaining an Ontario Profile report; Emailing same to J. van Gent	0.30
22/03/19	Sean Zweig	Emails with [REDACTED]; Call with S. Kukulowicz; Reviewing revised update from [REDACTED]; Emails regarding same; Reviewing revised forms of agreements for sale process	1.60
23/03/19	John van Gent	Continuing to draft compiled agreements of purchase and sale	1.00
23/03/19	Sean Zweig	Reviewing additional form of agreement for sale process	0.30
25/03/19	John van Gent	Competing final compilations of agreements of purchase and sale; Numerous emails to and from T. Carter concerning same; Emails to and from A. Segal concerning questions with respect to [REDACTED]; Telephone call with S. Zweig to discuss same	2.00
25/03/19	Sean Zweig	Emails with J. van Gent regarding form of [REDACTED]; Reviewing additional forms; Many emails with [REDACTED]; Emails and discussion regarding [REDACTED]; Emails with [REDACTED] regarding update from CBB regarding Non-Applicants	1.40
26/03/19	John van Gent	Numerous emails to and from S. Zweig and E. Bilokin concerning [REDACTED]; Emails to and from entire working group concerning [REDACTED]	0.20



Date	Name	Description	Hours
26/03/19	Aiden Nelms	Reading and reviewing email correspondence; Reading and reviewing various correspondence	0.60
26/03/19	Eugenia Bilokin	Drafting electronic form of discharge and related acknowledgement and direction; Submitting discharge for registration; Emails with S. Zweig regarding same	0.90
26/03/19	Sean Zweig	Emails regarding [REDACTED] with KSV and L. Gangbar; Emails with [REDACTED]; Email to CBB regarding same; Emails with [REDACTED]; Discussion with each of A. Nelms and CBB regarding same; Various correspondence regarding proposed [REDACTED]; Reviewing further [REDACTED]; Discussions with each of B. Kofman and CBB regarding [REDACTED], etc.; Dealing with discharge of mortgages; Further discussions with [REDACTED]; Further emails regarding [REDACTED]	3.10
26/03/19	Leonard Gangbar	Review of emails from [REDACTED]; Considering same and drafting suggested language	0.30
27/03/19	Aiden Nelms	Meeting with S. Zweig to discuss claims process; Reviewing undertaking; Drafting claims procedure order	1.90
27/03/19	Sean Zweig	Meeting with A. Nelms regarding claims process; Emails with mortgagee counsel; Considering [REDACTED]; Reviewing updates on [REDACTED]; Reviewing and commenting on proposed [REDACTED]; Emails regarding same; Emails with lien claimant; Reviewing various correspondence between KSV and debtors; Discussions with CBB and [REDACTED]; Emails regarding [REDACTED]; Discussions with each of [REDACTED] regarding same; Call with [REDACTED]	3.00
28/03/19	John van Gent	Email from S. Zweig forwarding summary of bids; Reviewing same; Emails to and from S. Zweig concerning same	0.20
28/03/19	Aiden Nelms	Reading and reviewing emails; Drafting letter to mortgagees regarding [REDACTED]	1.90
28/03/19	Sean Zweig	Various emails in connection with [REDACTED],	1.50



Date	Name	Description	Hours
		and discussing same; Discussion with A. Nelms regarding [REDACTED]; Revising same; Emails with S. Kukulowicz; Discussions regarding [REDACTED]; Reviewing comments on [REDACTED] and emails regarding same	
29/03/19	John van Gent	Conducting subsearch of title [REDACTED]; Reviewing same; Reviewing [REDACTED]; Reviewing [REDACTED]; Numerous emails to and from entire working group concerning [REDACTED]; Numerous office conferences with S. Zweig to discuss [REDACTED] next steps, and sale of the Niagara properties	1.00
29/03/19	Aiden Nelms	Reading and replying to various email correspondence; Reviewing letter to mortgagees regarding [REDACTED]; Compiling list of contact information for relevant mortgagee and mortgagee counsel; Telephone conference with [REDACTED]	3.70
29/03/19	Sean Zweig	Many calls with [REDACTED] throughout day; Emails in connection with [REDACTED]; Emails regarding letter to mortgagees and reviewing additional drafts; Reviewing [REDACTED]; Email to CBB regarding Non-Applicant closings; Emails with G. Benchetrit; Call with [REDACTED]; Call and email with certain mortgagee; Call with J. Larry; Reviewing [REDACTED] and various emails and discussions in connection with same	3.90
30/03/19	Sean Zweig	Emails with [REDACTED]	0.10
31/03/19	Sean Zweig	Reviewing email to [REDACTED]; Reviewing update email to [REDACTED]; Emails regarding status of Non-Applicant closings	0.30
Total Hours			150.70
Total Professional Services			\$ 88,341.50

Name	Hours	Rate
Jonathan Bell	2.20 \$	750.00
Preet Bell	6.60 \$	720.00
John van Gent	12.90 \$	795.00
Sean Zweig	53.60 \$	750.00
Leonard Gangbar	3.70 \$	830.00
Andrew Jeanrie	4.50 \$	720.00
Jason Berall	4.90 \$	535.00
Aiden Nelms	47.80 \$	390.00
Julie Wilson	1.50 \$	250.00
Giovanna Campagna	0.60 \$	250.00
Kyle Jennex	9.50 \$	250.00
Nicola McNeilage	1.70 \$	360.00
Corrina Macdonald	0.30 \$	245.00
Eugenia Bilokin	0.90 \$	360.00

Disbursements	Amount
Courier	\$ 6.00
SoundPath Legal Conferencing	\$ 4.82
Land Title - Search	\$ 351.55
Online Government Service	\$ 17.50
Teraview Filing	\$ 75.15
Total Disbursements	\$ 455.02

Disbursements Incurred As Your Agent (Non Taxable)	Amount
Courthouse	\$ 50.00
Total Disbursements Incurred as Your Agent	\$ 50.00

Other Charges	Amount
Library Computer Search - WestlawNext Canada	\$ 117.00
Photocopy Charges	\$ 19.50
Printing	\$ 334.75
Colour Printing	\$ 93.00
Total Other Charges	\$ 564.25
GST/HST	\$ 11,616.90
TOTAL DUE	\$ 101,027.67



Bennett Jones

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: April 8, 2019
Invoice: 1269568

Remittance Statement

Professional Services	\$	88,341.50
Disbursements	\$	455.02
Disbursements Incurred As Your Agent (Non Taxable)	\$	50.00
Other Charges	\$	564.25
Total Due before GST/HST	\$	<u>89,410.77</u>
GST/HST	\$	11,616.90
Total Due in CAD	\$	<u>101,027.67</u>

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



Bennett Jones

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: May 3, 2019
Invoice: 1273946

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	149,511.00
Disbursements	\$	1,987.61
Disbursements Incurred As Your Agent (Non Taxable)	\$	320.00
Other Charges	\$	677.25
Total Due before GST/HST	\$	152,495.86
GST/HST	\$	19,782.86
Total Due in CAD	\$	172,278.72

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757



Date	Name	Description	Hours
01/04/19	John van Gent	Attending to receipt of first deposit for the Niagara properties; Reviewing executed agreement of purchase and sale for the Niagara properties to confirm critical dates; Emails and telephone call with G. Campagna to discuss preparation of closing agenda and draft closing documents with respect to same; Numerous emails to and from entire working group concerning questions arising with respect to closing mechanics for the Niagara properties	0.70
01/04/19	Aiden Nelms	Scheduling court appearance for Approval and Vesting Order for Niagara Project; Drafting Request Form for the same; Drafting and revising Claims Procedure Order for CCAA Proceedings; Drafting Notice of Motion for Approval and Vesting Order of the Niagara Project	6.00
01/04/19	Andrew Jeanrie	Correspondence to/from KSV regarding [REDACTED]; correspondence to/from S. Zweig; discussion with P. Bell; review leases	0.80
01/04/19	Preet Bell	Correspondence with S. Zweig regarding [REDACTED] Reviewing and analyzing [REDACTED] in respect of same; Phone call with A. Jeanrie regarding [REDACTED]	0.70
01/04/19	Sean Zweig	Emails with KSV regarding [REDACTED] [REDACTED] Emails regarding [REDACTED]; Various emails in connection with Niagara Falls properties; Emails with CBB regarding status of non-applicant closings; Various emails regarding [REDACTED]; Reviewing leases in connection with same; Email in connection with Birchmount statement of adjustments	2.20
02/04/19	John van Gent	Emails to and from S. Zweig concerning [REDACTED] in connection with the Niagara properties	0.10
02/04/19	Andrew Jeanrie	Correspondence to/from S. Zweig; Correspondence to/from B. Kofman; Discussion with L. Gangbar	0.30
02/04/19	Aiden Nelms	Reviewing and revising Claims Procedure Order for CCAA Proceedings; Reviewing the Non-Applicants'	3.20



Date	Name	Description	Hours
		Third Report to the Monitor; Exchanging emails with GSNH and KSV regarding [REDACTED]	
02/04/19	Leonard Gangbar	Review of material for B. Kofman; Conference call with B. Kofman, D. Sieradzki and S. Zweig regarding adjustments	0.40
02/04/19	Sean Zweig	Reviewing email to M. Wang regarding sale process update; Reviewing email from SMI investor, and considering same; Further emails regarding [REDACTED] Emails with CBB regarding status of closings; Various emails in connection with [REDACTED] and considering next steps in connection with same; Reviewing Third Report of Non-Applicants; Reviewing D. Sieradzki email to CBB regarding Niagara Falls; Call with KSV and L. Gangbar regarding Birchmount matters; Emails regarding outstanding utility accounts for NOI entities; Emails with J. van Gent regarding security opinions for Niagara Falls; Emails with Y. Baykara; Emails with D. Michaud regarding [REDACTED]; Various emails with B. Kofman throughout day	2.60
02/04/19	Giovanna Campagna	Creating closing agenda and documents for Forme Niagara sale	4.30
03/04/19	Eugenia Bilokin	Ordering tax and utility certificates for Niagara Falls properties	0.20
03/04/19	John van Gent	Conducting [REDACTED] required to complete [REDACTED] for Niagara properties; Reviewing same; Drafting security opinion for Niagara properties; Emails to and from S. Zweig concerning questions and comments with respect to same; Revising and issuing same; Reviewing draft closing agenda and draft closing documents for Niagara sale; Office conference with G. Campagna to discuss comments on same and to provide further instructions for preparing for closing	2.50
03/04/19	Andrew Jeanrie	Review lease summary; correspondence to/from S. Zweig; meeting with S. Zweig; conference call with S. Zweig and B. Kofman	0.60
03/04/19	Aiden Nelms	Meeting with S. Zweig to provide update on Claims Procedure Order and Approval and Vesting Order; Drafting and revising Approval and Vesting Order; Reviewing and revising Monitor's Fourth Report	4.40



Date	Name	Description	Hours
03/04/19	Lorie Neilson	Ordering and obtaining 2 Ontario Profile reports, 2 Personal Property Security Searches and 2 Execution searches	0.80
03/04/19	Sean Zweig	Call with B. Kofman; Emails with KSV throughout day; Reviewing Carrville lease summary; Reviewing correspondence with SMI investors; Reviewing correspondence with G. Ruggiero; Emails with KSV and Forme; Reviewing and commenting on draft NF opinion; Discussion with J. van Gent regarding same; Email to KSV regarding same; Emails in connection with NF closing; Discussion with A. Jeanrie regarding [REDACTED], and call with KSV regarding same; Reviewing B. Kofman's notes on Third Report, and email to CBB regarding same; Reviewing and commenting on draft NF approval report; Emails with internal team regarding same	4.10
04/04/19	John van Gent	Reviewing fourth monitor's report and providing comments on same; Numerous emails to and from entire working group concerning [REDACTED]; Reviewing offer for Anglin properties; Emails to and from S. Zweig concerning same; Numerous emails to and from entire working group concerning [REDACTED]	1.50
04/04/19	Aiden Nelms	Reviewing and revising the Fourth Report of the Monitor; Drafting and revising Notice of Motion for Niagara properties; Revising Approval and Vesting Order for Niagara properties; Drafting and revising Ancillary Order for Niagara properties; Reviewing parcel registers for Forme Group companies	4.90
04/04/19	Sean Zweig	Call with J. Larry; Considering same and discussing with B. Kofman; Reviewing correspondence with G. Ruggiero; Reviewing correspondence with Forme regarding [REDACTED]; Emails with J. Stam and internal team regarding [REDACTED]; Emails with J. van Gent regarding Report; Emails with B. Kofman regarding [REDACTED], and considering same; Reviewing draft NF closing documents; Various emails regarding sale process, status of offers, and next steps; Reviewing update from TD; Reviewing Carrville offer received, and emails regarding same; Emails with KSV regarding NF	5.30



Date	Name	Description	Hours
		Report; Reviewing correspondence with SMI investors; Reviewing further correspondence with G. Ruggiero; Emails regarding [REDACTED]; Reviewing revised Report; Emails with CBB regarding various matters; Call with Y. Baykara; Call with D. Michaud; Emails throughout day regarding various matters; Reviewing and commenting on draft Notice of Motion and Ancillary Order; Reviewing letter from CBB; Emails regarding [REDACTED]	
05/04/19	Aiden Nelms	Reviewing and revising Monitor's Fourth Report; Corresponding with KSV and S. Zweig regarding certain CCAA properties; Reviewing and revising Approval and Vesting Order for Niagara properties; Revising Ancillary Order for same; Reviewing [REDACTED]	3.20
05/04/19	John van Gent	Emails to and from S. Zweig and A. Nelms concerning comments on approval and vesting order; Revising real estate schedules to same; Numerous emails to and from entire working group concerning comments on monitors report	0.30
05/04/19	Leonard Gangbar	Review of B. Kofman's email regarding [REDACTED]; Review [REDACTED]; Review and revision and exchange with B. Kofman	0.30
05/04/19	Sean Zweig	Emails regarding Wilson property issue, and considering same; Various further emails regarding Wilson property; Reviewing summary of second-round bids provided to M. Wang; Reviewing B. Kofman's comments on Ancillary Order; Considering [REDACTED], and various emails in connection with same; Various emails regarding Birchmount turnover; Call with L. Gangbar regarding same; Reviewing J. Joffe email with questions on CBB letter; Discussion with A. Nelms regarding various issues; Reviewing revised AVO; Various emails with B. Kofman regarding securities issues; Emails with K. Hanc regarding same; Emails with J. MacLellan	3.10
06/04/19	John van Gent	Numerous emails to and from S. Zweig and A. Nelms concerning [REDACTED] and revisions to the draft approval and	0.20



Date	Name	Description	Hours
		vesting order	
06/04/19	Sean Zweig	Various emails in connection with [REDACTED]; Emails regarding Niagara Falls Report with KSV and internal team; Various emails with B. Kofman and D. Sieradzki regarding various issues; Various emails with subordinate mortgagee on Wilson property; Reviewing letter from H. Pereira; Call with B. Kofman regarding same	2.00
07/04/19	John van Gent	Numerous emails from S. Ratansi with comments on draft approval and vesting order and [REDACTED]; Emails to and from S. Zweig concerning same	0.20
07/04/19	Aiden Nelms	Drafting and reviewing letter to Mr. Pereira regarding [REDACTED]; Corresponding with S. Zweig regarding same; Replying to KSV and answering questions raised regarding Wilson and Derry properties	3.00
07/04/19	Andrew Jeanrie	Review [REDACTED]; Correspondence to B. Kofman regarding residential tenancies	0.20
07/04/19	Sean Zweig	Various emails in connection with [REDACTED]; Emails with B. Kofman regarding H. Pereira letter; Reviewing A. Martis' comments on same; Reviewing and revising A. Nelms draft letter; Reviewing A. Jeanrie email regarding [REDACTED]; Emails in connection with [REDACTED]; Reviewing B. Kofman's comments on draft letter; Reviewing correspondence with Niagara Falls purchaser's lawyer regarding AVO	1.90
08/04/19	Eugenia Bilokin	Emails regarding tax certificates and statements of adjustments; Drafting statement of adjustments	1.20
08/04/19	Ethan Gordon	Filing materials at the Commercial List	0.60
08/04/19	John van Gent	Numerous emails to and from S. Ratansi concerning comments on draft approval and vesting order; Revising and finalizing same; Office conference with L. Stacey to discuss [REDACTED] of same; Emails to and from S. Ratansi concerning closing mechanics, monitor's certificate, and drafting of application to register court order; Numerous emails to and from internal working group concerning [REDACTED]; Emails to	2.20



Date	Name	Description	Hours
		and from E. Bilokin concerning updated realty tax and utility certificates; Reviewing same; Emails to and from D. Sieradzki concerning statement of adjustments; Emails to and from E. Bilokin with instructions concerning preparation of same	
08/04/19	Aiden Nelms	Attending meeting with S. Zweig, KSV and Cassels regarding [REDACTED] and next steps; Revising Monitor's motion materials for Niagara properties motion; Compiling, serving and filing materials for same	4.40
08/04/19	Andrew Jeanrie	Correspondence to/from B. Kofman regarding tenant rights	0.10
08/04/19	Sean Zweig	Reviewing TD comments on letter and revising same; Emails regarding [REDACTED]; Reviewing and commenting on revised letter; Meeting with Monitor and CBB; Various emails in connection with Niagara Falls purchase transaction and [REDACTED]; Further reviewing [REDACTED] and marking up same; Call with A. Unger and J. Larry regarding Wilson property; Call with B. Kofman; Call with J. Larry regarding [REDACTED]; Reviewing additional comments on letter, revising same and finalizing; Discussions with J. van Gent regarding various issues; Emails regarding service matters; Reviewing letter from G. Ruggiero and discussion with KSV regarding same; Emails in connection with Wilson offers; Drafting letter to G. Ruggiero; Emails regarding Niagara Falls Statement of Adjustments and other closing matters; Emails regarding status and issues on other properties; Multiple discussions with KSV throughout day; Reviewing and commenting on draft letter from CBB to mortgagees; Emails regarding [REDACTED]	6.10
09/04/19	Eugenia Bilokin	Drafting and revising statement of adjustments; Telephone call with the City of Niagara Falls; Discussing same with J. van Gent	1.40
09/04/19	John van Gent	Numerous emails to and from entire working group concerning submission of application to register court order for pre-approval; Attending to same; Reviewing submitted offer for the Wilson Avenue property; Detailed email to S. Zweig summarizing [REDACTED]; Telephone call with E. Bilokin to discuss statement	0.80

Date	Name	Description	Hours
		of adjustment for Niagara properties, and request by the City of Niagara to register a tax lien	
09/04/19	Aiden Nelms	Reviewing, considering and responding to emails regarding the CCAA Sale Process; Reviewing and revising CCAA Claims Procedure Order; Drafting and reviewing Claims Procedure Schedules	2.90
09/04/19	Nicole Yap	Submitting draft Application for Vesting Order to OnLand for pre-approval; Email to purchaser's lawyer confirming same	0.40
09/04/19	Preet Bell	Meeting with S. Zweig to discuss issues regarding [REDACTED], and related matters; Reviewing materials in respect of same	0.30
09/04/19	Sean Zweig	Many emails and calls regarding [REDACTED]; Discussion with P. Bell regarding [REDACTED]; Call with B. Kofman and M. Forte regarding same; Various emails regarding same; Reviewing [REDACTED]; Various emails in connection with Birchmount closing; Reviewing correspondence with Y. Zhou; Reviewing LOIs sent by H. Pereira; Preparing for and meeting with H. Pereira; Reviewing documents received from A. Unger; Call with A. Unger; Significant amount of correspondence throughout day regarding various properties; Revising and finalizing letter to G. Ruggiero; Reviewing Non-Applicants' 4th Report; Reviewing B. Kofman's comments on same	5.30
10/04/19	Eugenia Bilokin	Revising statement of adjustments; Email to J. van Gent regarding same	0.60
10/04/19	John van Gent	Emails to and from E. Bilokin concerning the statement of adjustments for the Niagara properties; Reviewing same; Emails to and from B. Kofman and D. Sieradzki concerning same; Email to S. Ratansi forwarding same; Numerous emails to and from internal working group concerning mortgage payout statements for the Niagara properties; Emails to and from internal working group concerning revisions to the agreement of purchase and sale for the Anglin property; Conducting and reviewing corporate profile search for [REDACTED]; Revising Anglin agreement of purchase and sale; Email to entire working group concerning	2.50

Date	Name	Description	Hours
		<p>same; Reviewing bid submission for the Danforth property; Detailed emails to and from internal working group concerning comments on same; Emails to and from entire working group concerning [REDACTED]; Emails to and from S. Zweig concerning additional security opinions; Emails to and from entire working group concerning status of bid submissions for all properties</p>	
10/04/19	Aiden Nelms	<p>Reviewing and considering Niagara Statement of Adjustments and correspondence relating to same; Reviewing and revising Claims Procedure Order and schedules; Conferring with S. Zweig regarding same</p>	4.00
10/04/19	Leonard Gangbar	<p>Review of further exchanges with B. Kofman, D. Sieradzki and purchaser; Preparing notes on points to address and drafting response; Conference call with B. Kofman, D. Sieradzki and L. Fisher to discuss [REDACTED] and drafting of [REDACTED]; Further exchange with B. Kofman regarding [REDACTED]</p>	1.10
10/04/19	Lorie Neilson	<p>Ordering and obtaining Profile report</p>	0.30
10/04/19	Sean Zweig	<p>Significant amount of correspondence throughout day with various mortgagees and mortgagee counsel with respect to most properties; Reviewing documents received from H. Pereira, and discussion with B. Kofman regarding same; Drafting letter to Y. Baykara; Reviewing B. Kofman comments, revising same and finalizing same; Very many emails regarding Birchmount; Discussion with L. Gangbar regarding same; Call regarding Danforth; Call with G. Benchetrit and HomeTrust regarding HomeTrust mortgages; Call with J. van Gent regarding Anglin</p>	4.60
11/04/19	John van Gent	<p>Reviewing comments on Danforth agreement of purchase and sale; Emails to and from B. Kofman, D. Sieradzki, A. Martis and S. Zweig concerning comments on same and strategy to finalize same; Revising Danforth agreement of purchase and sale; B. Kofman, D. Sieradzki, A. Martis and S. Zweig forwarding same; Reviewing comments on [REDACTED]; Emails to and from B. Kofman, D. Sieradzki, A. Martis and S. Zweig concerning comments on same and strategy</p>	2.50

Date	Name	Description	Hours
		to finalize same; Revising Wilson agreement of purchase and sale; Email to B. Kofman, D. Sieradzki, A. Martis and S. Zweig forwarding same; Emails to and from S. Zweig concerning additional security opinions; Ordering searches required to complete same; Numerous emails to and from [REDACTED]	
11/04/19	Aiden Nelms	Reviewing emails regarding certain Forme projects; Reviewing and revising Claims Procedure Order	3.40
11/04/19	Preet Bell	Meeting with S. Zweig to discuss [REDACTED]; Reviewing and analyzing materials in respect of same	0.90
11/04/19	Lorie Neilson	Ordering and obtaining 9 Ontario Profile reports	1.00
11/04/19	Sean Zweig	Calls with B. Kofman; Many emails regarding Wilson property; Many emails regarding Birchmount closing and open issues; Emails regarding Danforth offer; Emails regarding Elm properties; Call and emails with D. Michaud; Emails regarding Carrville property; Reviewing correspondence with SMIs; Various emails in connection with Niagara Falls closing; Discussion with N. Goldstein regarding [REDACTED]; Email with Firm Capital regarding 390 Derry; Call with J. Larry; Preliminary review of draft CPO; Reviewing additional update from CBB	3.90
11/04/19	Leslie Stacey	Discussions and emails with J. van Gent and M. Miller regarding obtaining copies of all mortgage related documents	0.20
12/04/19	John van Gent	Emails to and from entire working group concerning execution of the agreement of purchase and sale for the Danforth property and for the Anglin property; Facilitating receipt of the first deposit on the Anglin property; Telephone call with J. Virgilio to discuss issues of [REDACTED]; Telephone call with S. Zweig to discuss strategy to address same; Numerous emails to and from B. Kofman, D. Sieradzki and A. Martis concerning same; Conducting [REDACTED]	1.50



Date	Name	Description	Hours
12/04/19	Aiden Nelms	Preparing for CCAA motion regarding Approval and Vesting Order for Niagara projects	0.30
12/04/19	Preet Bell	Reviewing and analyzing mortgage documents and other materials [REDACTED]	1.60
12/04/19	Sean Zweig	Multiple emails regarding [REDACTED]; Emails regarding each of the CCAA properties, the status of the sale process, etc.; Call with J. van Gent, and dealing with Niagara Falls closing issues	2.40
13/04/19	Sean Zweig	Emails regarding Niagara Falls offer and issues; Emails regarding Wilson property; Emails regarding Carrville leases	1.00
14/04/19	John van Gent	Numerous emails to and from B. Kofman, A. Martis and S. Zweig concerning letter [REDACTED] [REDACTED] Telephone call with S. Zweig to discuss same; Telephone call with P. Bell to discuss [REDACTED]	0.50
14/04/19	Preet Bell	Conducting extensive research and analysis on issues [REDACTED]; Drafting correspondence to S. Zweig regarding same	4.20
14/04/19	Sean Zweig	Reviewing letter received regarding Niagara Falls sale; Various emails regarding same; Reviewing P. Bell's analysis regarding [REDACTED], and emails regarding same; Correspondence with CBB regarding Carrville leases; Correspondence with Y. Baykara	1.10
15/04/19	John van Gent	Numerous emails to and from B. Kofman and D. Sieradzki concerning questions arising with respect to Niagara properties; Numerous emails to and from J. Virgilio concerning same; Revising agreement of purchase and sale for the Wilson property; Office conference with S. Zweig to discuss status of approval and vesting order, and strategy to [REDACTED]	1.80
15/04/19	Aiden Nelms	Preparing for and attending court on Niagara Properties motion; Circulating Orders and	3.60



Date	Name	Description	Hours
		Endorsement to Service List	
15/04/19	Preet Bell	Meeting with S. Zweig to discuss [REDACTED]; Reviewing and analyzing [REDACTED] in respect of same; Internal correspondence regarding same; Drafting summary analysis	1.30
15/04/19	Sean Zweig	Working on file throughout day, including: Dealing with various issues [REDACTED] sing and other issues; Dealing with [REDACTED]; Reviewing correspondence from SMI investor and responding; Preparing for and attending Niagara Falls sale approval motion; Call with CBB regarding various outstanding issues; Significant amount of correspondence regarding various properties sale process status [REDACTED]; Various discussions with each of KSV and J. van Gent; Emails with J. Grout; Discussion with P. Bell regarding research issue; Dealing with [REDACTED] Reviewing Carrville leases and considering same	5.40
16/04/19	John van Gent	Numerous emails to and from entire working group concerning outstanding issues [REDACTED]; Office conference with S. Zweig to consider same and to determine strategy to address same; Voicemail and emails to J. Virgilio concerning same; Emails to and from A. Martis, B. Kofman and D. Sieradzki concerning outstanding issues with Wilson property and strategy to proceed with closing	2.00
16/04/19	Aiden Nelms	Reviewing and considering email regarding certain SMI's; Corresponding with the courthouse regarding motion availability	0.50
16/04/19	Sean Zweig	Emails regarding Non-Applicant [REDACTED]; Various emails throughout day regarding closing matters; Various emails and calls with KSV throughout day regarding [REDACTED] Emails regarding Niagara Falls issues; Correspondence regarding various properties in terms of sale process, etc.; Various emails and discussions regarding Wilson property; Emails with [REDACTED]; Emails regarding residential tenancy issue; Reviewing Non-Applicants' fifth report; Call with G. Benchetrit; Discussions with J. van Gent; Reviewing B. Kofman questions on fifth report; Reviewing	3.70

Date	Name	Description	Hours
		additional information provided; Emails with P. Bell regarding [REDACTED]	
17/04/19	Eugenia Bilokin	Revising statement of adjustments	1.20
17/04/19	John van Gent	Numerous emails to and from entire working group concerning [REDACTED]; Telephone call with T. Carter to discuss same; Revising agreement of purchase and sale for the Wilson property; Conference call with J. Virgilio and S. Zweig to negotiate outstanding issues with respect to the sale of the Niagara properties; Numerous emails to and from B. Kofman and D. Sieradzki concerning resolution of same; Attending to formal email exchange with J. Virgilio to confirm [REDACTED] Emails to and form E. Bilokin to provide instructions to revise statement of adjustments; Emails to and form D. Sieradzki concerning updating payout statements for mortgages registered against the Niagara properties	1.50
17/04/19	Aiden Nelms	Corresponding with KSV regarding court times; Drafting request form for motions; Corresponding with the court to secure motion date	0.70
17/04/19	Preet Bell	Reviewing and analyzing [REDACTED] and considering same in [REDACTED]; Drafting correspondence and discussions with S. Zweig regarding same	0.90
17/04/19	Sean Zweig	Various emails and discussions in connection with issues related to Non-Applicants; Emails and discussions throughout day related to sale process of each property; Call with Niagara Falls purchaser; Many follow-up emails and discussions; Discussions with P. Bell and reviewing research; Various emails in connection with Birchmount matters; Reviewing materials received from investor; Call with G. Ruggiero; Various emails with CBB	3.30
18/04/19	Eugenia Bilokin	Reviewing statement of adjustments; Email to J. van Gent regarding same	0.20
18/04/19	John van Gent	Numerous emails to and from B. Kofman, D. Sieradzki and A. Martis concerning [REDACTED]	1.00

Date	Name	Description	Hours
		<p>[REDACTED]; Completing numerous revisions to agreement of purchase and sale for Wilson property; Detailed email enclosing [REDACTED]; Emails to and from E. Bilokin to provide instructions to update statement of adjustments for Niagara properties; Reviewing revised statement of adjustments; Email to J. Virgilio forwarding same for review and approval; Office conference with S. Zweig to review [REDACTED]</p>	
18/04/19	Sean Zweig	<p>Emails and calls with KSV throughout day; Emails and discussions regarding various properties and status of sale, issues related to sale, etc.; Dealing with same; Call with Y. Baykara; Emails with J. Grout</p>	2.50
19/04/19	Aiden Nelms	<p>Reviewing and revising claims procedure order</p>	1.90
19/04/19	Sean Zweig	<p>Reviewing email from J. Bornstein regarding update from Non-Applicants</p>	0.20
20/04/19	Sean Zweig	<p>Emails in connection with finalizing and executing Wilson transaction</p>	0.20
21/04/19	Aiden Nelms	<p>Revising the Claims Procedure Order and drafting provisions regarding claims determination and dispute</p>	0.70
21/04/19	Sean Zweig	<p>Reviewing correspondence regarding Wilson purchase; Emails with A. Nelms regarding draft CPO; Reviewing and commenting on same</p>	1.40
22/04/19	John van Gent	<p>Reviewing fully executed agreement of purchase and sale for the Wilson property; Emails to and from G. Campagna concerning [REDACTED]; [REDACTED]; Compiling information required to complete security opinions; Office conference with N. Akbari to provide detailed instructions for preparation of required security opinions; Email from P. Bell with questions [REDACTED]; [REDACTED]; Reviewing mortgages; Detailed email to P. Bell responding to [REDACTED]</p>	1.50



Date	Name	Description	Hours
22/04/19	Aiden Nelms	Corresponding with S. Zweig regarding Claims Procedure Order; Reviewing certain documents regarding same; Reviewing and revising Claims Procedure Order; Drafting motions materials regarding Claims Procedure Order, Approval and Vesting Order and Stay Extension Order	3.40
22/04/19	Nasim Akbari	Reviewing materials and meeting with J. van Gent for instructions on next steps	1.80
22/04/19	Preet Bell	Preparing letter in respect of issues [REDACTED]; Reviewing relevant materials, [REDACTED]; Internal correspondence regarding same; Reviewing [REDACTED] in respect of same	1.60
22/04/19	Sean Zweig	Reviewing and commenting on revised draft CPO; Discussions with A. Nelms regarding same; Various emails in connection with [REDACTED] issue, and revising letter to Monitor; Emails with J. van Gent regarding security opinions; Various emails with CBB; Emails and call with B. Kofman regarding [REDACTED] and Wilson property issues	2.20
23/04/19	John van Gent	Office conference with G. Campagna to provide instructions for [REDACTED]; Reviewing and providing comments on drafts of same; Confirming receipt of deposit for Wilson property	1.00
23/04/19	Nasim Akbari	Discussion with J. van Gent regarding revisions to drafted opinion; Revising opinion letter; Continue drafting balance of opinion letters	1.10
23/04/19	Aiden Nelms	Drafting and revising Anglin and Wilson Notice of Motion regarding Approval and Vesting Order, Ancillary Orders, and Stay Extension Orders	1.70
23/04/19	Preet Bell	Discussing legal issues in respect of [REDACTED] with S. Zweig; Conducting research and analysis in respect of same, including [REDACTED] Discussion with S. Zweig in respect of [REDACTED]; Reviewing and analyzing materials in respect of same	2.80
23/04/19	Sean Zweig	Emails regarding sale process matters on various	3.00

Date	Name	Description	Hours
		properties; Reviewing invoices received from CBB; Many calls with KSV; Various emails in connection with [REDACTED] and dealing with same; Call with J. Larry and KSV; Meeting with J. Grout; Reviewing Sixth Report of Non-Applicants; Discussion with P. Bell regarding [REDACTED]; Call with A. Unger and KSV; Follow-up discussions regarding same with B. Kofman and P. Bell; Reviewing [REDACTED]; Emails with J. Grout; Call with Wilson purchaser; Reviewing and commenting on email to landlord counsel	
23/04/19	Giovanna Campagna	Creating critical dates lists for Anglin and Wilson sales; Updating Niagara closing documents	3.20
24/04/19	Ethan Gordon	Summarizing and noting up [REDACTED]	2.20
24/04/19	John van Gent	Numerous emails to and from S. Zweig concerning questions with [REDACTED] Numerous emails and office conferences with N. Akbari to discuss [REDACTED] for the Wilson property and drafting of the security opinion for the Anglin property; Emails to and from S. Ratansi concerning closing documents with respect to the Niagara property; Reviewing draft authorization with respect to the Anglin property; Emails to and from S. Mackay concerning comments on same; Facilitating execution and delivery of same	1.00
24/04/19	Aiden Nelms	Drafting, reviewing and revising Notice of Motion regarding Approval and Vesting Orders (Wilson and Anglin) and Stay Extension Order; Drafting Stay Extension Order; Reviewing Monitor's Fifth Report	2.40
24/04/19	Nasim Akbari	Continue drafting opinion letters	0.90
24/04/19	Preet Bell	Meeting with L. Gangbar to discuss issues in respect of [REDACTED]; Conducting [REDACTED] on same, including [REDACTED]; Meeting with E. Gordon to discuss [REDACTED]; Discussing [REDACTED]	6.20



Date	Name	Description	Hours
		<p>[REDACTED] with S. Zweig; Conducting [REDACTED] in respect of [REDACTED]</p> <p>[REDACTED] Drafting summary analysis and correspondence to S. Zweig in respect of same</p>	
24/04/19	Leonard Gangbar	Review of B. Kofman and D. Sieradzki's emails; Consideration of issues and response	0.50
24/04/19	Sean Zweig	<p>Emails with KSV throughout day regarding many issues; Emails with J. Grout; Emails regarding Birchmount issues; Emails regarding continued [REDACTED]; Call with A. Unger; Discussion with B. Kofman regarding same; Emails with L. Ellis; Call with J. Larry; Discussions with L. Gangbar and P. Bell regarding [REDACTED]; Emails regarding [REDACTED]; Emails regarding Elm properties; Emails regarding Niagara Falls closing matters; Reviewing and commenting on draft Report; Call with G. Benchetrit; Reviewing and commenting on draft security opinion; Reviewing P. Bell research regarding [REDACTED]; Discussion with J. van Gent regarding security opinion; Reviewing and revising draft Notice of Motion; Emails regarding [REDACTED]</p>	4.00
24/04/19	Giovanna Campagna	Drafting re-direction for Niagara closing	1.40
25/04/19	John van Gent	<p>Reviewing and revising security opinion for the Wilson property; Emails to and from S. Zweig with respect to comments on same; Issuing final security opinion for the Wilson property; Reviewing and revising security opinion for the Anglin property; Emails to and from S. Zweig with respect to comments on same; Issuing final security opinion for the Anglin property; Numerous emails to and form S. Ratansi concerning outstanding closing documents and conditions precedent for the Niagara sale; Office conference with G. Campagna to provide instructions for [REDACTED]</p> <p>[REDACTED] Reviewing payout statements for the Niagara sale; Emails to and from D. Sieradzki concerning same; Emails to and from B. Kofman and D. Sieradzki concerning [REDACTED]</p>	1.50

Date	Name	Description	Hours
25/04/19	Aiden Nelms	Reviewing and revising Notice of Motion for Approval and Vesting Orders, Ancillary Orders, and Stay Extension and Sealing Order; Reviewing and revising Approval and Vesting Orders; Drafting and revising Ancillary Orders; Drafting and revising Stay Extension and Sealing Order; Corresponding with KSV regarding same	3.90
25/04/19	Preet Bell	Continuing comprehensive [REDACTED]; [REDACTED]; Reviewing and analyzing [REDACTED]; Drafting summary analysis and correspondence to L. Gangbar and S. Zweig in respect of same	3.20
25/04/19	Sean Zweig	Many emails in connection with Birchmount matters; Emails regarding [REDACTED]; Emails regarding Kingston property; Emails regarding [REDACTED]; Reviewing and commenting on two security opinions; Reviewing P. Bell's analysis regarding [REDACTED]; Call with J. Bornstein; Reviewing and commenting on draft Orders; Emails in connection with [REDACTED]; Emails in connection with upcoming Niagara Falls closing; Reviewing KSV's comments on court materials for sale approval; Reviewing email from [REDACTED]	3.60
25/04/19	Giovanna Campagna	Creating closing agenda and documents for Wilson and Anglin sales	3.00
26/04/19	John van Gent	Emails and telephone call with D. Sieradzki to discuss issues with respect to [REDACTED]; [REDACTED]s; Telephone call with S. Ratansi to settle closing documents, statement of adjustments, and to discuss mechanics of closing; Emails and office conference with G. Campagna to provide instructions concerning [REDACTED]; [REDACTED]; Reviewing and providing comments on draft [REDACTED]; [REDACTED]; Office conference with G. Campagna to discuss same; Numerous office conferences and emails to and from S. Zweig and B. Kofman concerning offer for [REDACTED]; Emails to and from S. Zweig concerning questions with respect to [REDACTED]; [REDACTED];	1.30

Date	Name	Description	Hours
		Drafting email summary of same; Emails to and from S. Zweig, B. Kofman and D. Sieradzki concerning same; Emails to and from D. Sieradzki concerning review of [REDACTED] [REDACTED]	
26/04/19	Aiden Nelms	Reviewing and revising May 3 motion materials; Finalizing Monitor's Fifth Report and May 3 Motion Record; Coordinating filing of same; Drafting email correspondence to the Service List	3.10
26/04/19	Ceilidh Mulder	Filing motion record with the Commercial List	0.80
26/04/19	Sean Zweig	Emails regarding [REDACTED]; Reviewing and commenting on revised versions of Fifth Report, and dealing with same; Emails in connection with various properties and sale process; Call with B. Kofman regarding Wilson mortgages; Emails regarding Elm property matters; Emails regarding [REDACTED]; Call with Y. Baykara regarding Anglin; Discussion with B. Kofman regarding same; Discussion with B. Kofman regarding Carrville mortgages and considering same; Discussions regarding Elm offer and revising same; Reviewing Direction regarding Funds; Emails with CBB regarding 4208 Kingston	3.80
26/04/19	Preet Bell	Meeting with S. Zweig to discuss [REDACTED] [REDACTED]; Reviewing [REDACTED] in respect of same	0.30
27/04/19	John van Gent	Reviewing and preparing comments on draft offer to purchase for [REDACTED]; Detailed email to S. Zweig with comments on same; Numerous emails to and from S. Zweig, B. Kofman and D. Sieradzki to confirm strategy to [REDACTED] [REDACTED] Emails to and from S. Zweig concerning timing for same	0.80
27/04/19	Sean Zweig	Reviewing J. van Gent's comments on Elm offer; Emails regarding same; Emails regarding various other properties and sale process issues	0.50
29/04/19	John van Gent	Numerous emails to and from D. Sieradzki and G. Campagna concerning flow of funds for the Niagara sale, and comments on the [REDACTED] [REDACTED]; Office conference with G. Campagna to	1.50

Date	Name	Description	Hours
		[REDACTED]; Drafting summary analysis regarding same; Correspondence with S. Zweig in respect of same and related issues; Retrieving [REDACTED]; [REDACTED]; Reviewing [REDACTED] regarding same with S. Zweig	
30/04/19	Giovanna Campagna	Assisting with closing, including updating and organizing documents, acquiring signatures, and filing in the commercial list	4.00
30/04/19	Sean Zweig	Emails regarding additional Birchmount matters; Various emails in connection with Niagara closing, and dealing with related issues; Various emails in connection with Danforth and Kingston properties; Call with [REDACTED]; Discussions with B. Kofman regarding same; Discussion with J. van Gent regarding [REDACTED]; Reviewing and revising updated agreement; Multiple emails and discussions regarding same; Reviewing Report from Non-Applicants; Emails regarding same; Reviewing correspondence regarding Carrville; Emails with CBB; Discussion with P. Bell regarding [REDACTED], and considering same	2.70
30/04/19	Leonard Gangbar	Review of B. Kofman's email regarding [REDACTED]	0.30
Total Hours			248.50
Total Professional Services			\$ 149,511.00

Name	Hours	Rate
Preet Bell	30.20	\$ 720.00
John van Gent	34.90	\$ 795.00
Sean Zweig	83.30	\$ 750.00
Leonard Gangbar	2.60	\$ 830.00
Andrew Jeanrie	2.00	\$ 720.00
Aiden Nelms	64.70	\$ 390.00
Giovanna Campagna	15.90	\$ 250.00
Ceilidh Mulder	0.80	\$ 250.00
Ethan Gordon	2.80	\$ 250.00
Lorie Neilson	2.10	\$ 245.00
Leslie Stacey	0.20	\$ 430.00
Nasim Akbari	3.80	\$ 360.00
Eugenia Bilokin	4.80	\$ 360.00
Nicole Yap	0.40	\$ 360.00

Disbursements		Amount
Search and Service	\$	14.00
Due Diligence	\$	630.00
Courier	\$	12.66
Land Title - Search	\$	944.05
Online Government Service	\$	386.90
Total Disbursements	\$	1,987.61

Disbursements Incurred As Your Agent (Non Taxable)		Amount
Courthouse	\$	320.00
Total Disbursements Incurred as Your Agent	\$	320.00

Other Charges		Amount
Library Computer Search - WestlawNext Canada	\$	87.00
Photocopy Charges	\$	11.25
Printing	\$	465.00
Colour Printing	\$	114.00
Total Other Charges	\$	677.25

GST/HST	\$	19,782.86
TOTAL DUE	\$	172,278.72



Bennett Jones

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: May 3, 2019
Invoice: 1273946

Remittance Statement

Professional Services	\$	149,511.00
Disbursements	\$	1,987.61
Disbursements Incurred As Your Agent (Non Taxable)	\$	320.00
Other Charges	\$	677.25
Total Due before GST/HST	\$	152,495.86
GST/HST	\$	19,782.86
Total Due in CAD	\$	172,278.72

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: [REDACTED]
SWIFT Code: [REDACTED]

Intermediary bank: JP Morgan Chase Bank, New York
[REDACTED]

Please include the invoice number on the wire.

Email notification may be sent to: [REDACTED]
Remit by Credit Card (Visa or MasterCard):

[REDACTED] with your credit card number, expiry date, and email address.



Bennett Jones

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: June 5, 2019
Invoice: 1279092

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	157,601.50
Disbursements	\$	3,426.23
Disbursements Incurred As Your Agent (Non Taxable)	\$	640.00
Other Charges	\$	1,197.00
Total Due before GST/HST	\$	162,864.73
GST/HST	\$	21,089.21
Total Due in CAD	\$	183,953.94

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757

Date	Name	Description	Hours
29/04/19	Leslie Stacey	Emails to and from J. van Gent requesting subsearches; Subsearch for legal descriptions; Obtain and circulate parcel registers and aerial photo; Follow up emails and discussions regarding assessments	0.50
01/05/19	John van Gent	Email from B. Kofman with comments on agreement of purchase and sale for 59 Elm; Revising same; Email to B. Kofman forwarding revised draft of same; Numerous emails to and from B. Kofman, D. Sieradzki and S. Zweig concerning [REDACTED]	0.50
01/05/19	Preet Bell	Meeting with S. Zweig to discuss [REDACTED]; Reviewing materials in respect of same; Conducting analysis and discussing same with S. Zweig	0.90
01/05/19	Sean Zweig	Emails regarding Carrville, and revising Carrville APS; Emails regarding Carrville leases; Reviewing email from SMI investor; Emails regarding Elm APS; Various emails with KSV and others regarding sale process matters; Reviewing [REDACTED]; Email to Y. Baykara; Finalizing Carrville APS; Various emails regarding [REDACTED] Call with D. Ullmann regarding same; Discussions with KSV regarding same; Reviewing update on Elm status; Reviewing emails from other SMI investor	2.60
02/05/19	Aiden Nelms	Coordinating materials for May 3 court appearance; Reviewing and considering 7th Report of the Non -Applicants; Telephone call with counsel for the Non-Applicants regarding certain issues surrounding the May 3 court appearance; Telephone call with B. Kofman regarding same	2.30
02/05/19	Preet Bell	Meeting with S. Zweig to discuss various issues for [REDACTED]; Conducting research and analysis on same, [REDACTED] Analyzing [REDACTED] Drafting internal memorandum on [REDACTED]; Various internal [REDACTED]	4.80

Date	Name	Description	Hours
		correspondence and discussions throughout day	
02/05/19	Sean Zweig	Emails with B. Kofman regarding [REDACTED] [REDACTED] Drafting letter to D. Ullmann; Reviewing comments and revising; Call with D. Schatzker; Call with Y. Baykara regarding [REDACTED]; Many discussions regarding same with KSV and internal team in preparation for [REDACTED]; Various discussions with B. Kofman [REDACTED]; Emails regarding 186 Kennedy; Reviewing email from M. Wang, and many emails and calls regarding same; Discussion with internal team regarding same; Emails with D. Michaud; Emails with J. Grout regarding potential co-counsel, and emails with KSV regarding same; Reviewing letter from Cassels; Discussion with B. Kofman regarding same; Reviewing P. Bell's analysis [REDACTED] [REDACTED] Reviewing [REDACTED]	4.30
03/05/19	Aiden Nelms	Preparing for May 3 motion for Anglin Approval and Vesting Order, Wilson Approval and Vesting Order and Stay Extension Order; Attending at same; Meeting with CBB regarding way forward [REDACTED] [REDACTED]; Drafting email and circulating entered Orders to the Service List; Reading, considering and responding to various emails; Reading and considering [REDACTED] [REDACTED]	5.80
03/05/19	Nasim Akbari	Reviewing title and drafting opinion letter for 3310 Kingston Development Inc.	1.10
03/05/19	Sean Zweig	Various emails with B. Kofman regarding [REDACTED] [REDACTED] and reviewing analysis prepared; Preparing for and attending stay extension and sale approval motion; Preparing for and attending meeting with CBB; Considering issues in relation to [REDACTED] [REDACTED] and discussion with P. Bell and A. Nelms regarding same; Emails regarding [REDACTED] [REDACTED], and dealing with execution of APS; Emails regarding M. Wang counsel	3.00
05/05/19	John van Gent	Reviewing executed agreement of purchase and sale for Carrville; Email to G. Campagna concerning critical dates list and draft closing documents with respect to same; Email to N.	0.20

Date	Name	Description	Hours
		Akbari concerning instructions to draft security opinion concerning same	
05/05/19	Sean Zweig	Emails regarding Anglin and Wilson sale approvals; Reviewing email from Birchmount owner	0.20
06/05/19	John van Gent	Office conference with G. Campagna to provide instructions for drafting critical dates list for Carrville sale, and draft closing documents for Anglin, Wilson and Carrville; Office conference with G. Campagna to discuss drafts of same; Emails to and from S. Zweig concerning [REDACTED] [REDACTED] Reviewing subsearches to confirm [REDACTED]; Email to S. Zweig concerning same; Emails to and from broker concerning [REDACTED]	0.50
06/05/19	Nasim Akbari	Drafting opinion for 159, 169 and 189 Carrville Development Inc.	1.80
06/05/19	Aiden Nelms	Researching [REDACTED] [REDACTED] Reading and considering Agreement of Purchase and Sale for Carrville properties; Researching [REDACTED] [REDACTED]	3.10
06/05/19	Preet Bell	Compiling [REDACTED] [REDACTED], and considering related issues; Internal correspondence; Meeting with S. Zweig to discuss research [REDACTED] [REDACTED] Reviewing materials in respect of same	0.80
06/05/19	Sean Zweig	Discussions with internal team regarding [REDACTED] [REDACTED]; Reviewing LPAT decision; Emails regarding Carrville deposit; Reviewing correspondence with D. Michaud; Attending meeting with Birchmount purchasers; Follow-up discussions with KSV regarding same; Discussions with J. van Gent and Chaitons regarding [REDACTED] [REDACTED]; Reviewing correspondence with Koskie Minsky	2.00
06/05/19	Giovanna Campagna	Preparing closing documents for Anglin, Wilson, and Carrville for J. van Gent	3.20
07/05/19	Aiden Nelms	Drafting and revising motion materials for Carrville approval and Vesting Order and Ancillary Order;	5.00



Date	Name	Description	Hours
		Meeting with S. Zweig and P. Bell regarding [REDACTED]; Researching [REDACTED] Drafting factum regarding same	
07/05/19	Nasim Akbari	Finalizing draft opinion for 159, 169 and 189 Carrville Development Inc.	1.30
07/05/19	Preet Bell	Meeting with S. Zweig and A. Nelms regarding [REDACTED] Reviewing materials in respect of same	0.40
07/05/19	Sean Zweig	Reviewing Report of Non-Applicants; Reviewing correspondence with proposed representative counsel, and emails in connection with same; Meeting with internal team regarding [REDACTED]; Emails regarding Carrville sale; Drafting response to Report of Non-Applicants and [REDACTED]; Emails regarding [REDACTED]; Emails with J. Grout and B. Kofman regarding [REDACTED]; Reviewing update and additional information from CBB regarding Non-Applicants' sale process	1.80
08/05/19	John van Gent	Reviewing draft closing agendas and draft closing documents for the sale of the Anglin property, the Wilson property, and the Carrville property; Office conference with G. Campagna to discuss comments on same and to provide instructions concerning preparation of statements of advance; Numerous emails to and from G. Campagna concerning same; Reviewing and revising draft security opinion for Carrville property; Numerous office conferences with N. Akbari to discuss same	2.20
08/05/19	Aiden Nelms	Corresponding with G. Campagna and S. Zweig regarding upcoming appearance; Reading and considering email correspondence regarding [REDACTED]; Conference call with KSV and CBB regarding [REDACTED] and next steps; Drafting and revising Factum	4.20
08/05/19	Preet Bell	Meeting with S. Zweig to discuss [REDACTED] and reviewing materials in respect of same	0.20
08/05/19	Sean Zweig	Call with S. Kukulowicz; Call with J. Joffe; Two	3.40

Date	Name	Description	Hours
		calls with B. Kofman; Emails regarding Carrville sale; Emails regarding [REDACTED]; Reviewing additional offers received through CBB; Call with CBB and KSV; Follow-up call with KSV; Reviewing draft closing documents for various properties; Reviewing and commenting on Carrville security option	
08/05/19	Giovanna Campagna	Requesting tax and utility certificates for J. van Gent; Sending out closing documents for both Wilson and Anglin Closings for J. van Gent	1.00
09/05/19	John van Gent	Office conference with S. Zweig and A. Nelms to discuss [REDACTED]; Reviewing [REDACTED]; Office conference with N. Akbari to provide instructions concerning the security opinions for the Kennedy property and the Kingston property; Numerous emails to and from the entire KSV working group concerning [REDACTED]	0.50
09/05/19	Nasim Akbari	Reviewing PINs for Time Development 250 Danforth Inc. and commencing drafting of opinion letter	1.10
09/05/19	Aiden Nelms	Drafting Representative Counsel Order; Meeting with J. van Gent and S. Zweig regarding updates on certain Applicant properties	2.00
09/05/19	Preet Bell	Conducting research and analysis on [REDACTED]; Meeting with S. Zweig to discuss same	3.10
09/05/19	Sean Zweig	Reviewing sale offers received, and discussing same; Emails with J. Joffe regarding investor; Call with J. Larry; Reviewing [REDACTED] received from mortgagee; Emails regarding Non-Applicant issues; Call with B. Kofman and D. Sieradzki; Emails with L. Williams regarding Carrville matter; Meeting with J. van Gent and A. Nelms regarding various properties; Call with [REDACTED]; Emails with [REDACTED]; Emails with Monitor and J. Larry	3.40



Date	Name	Description	Hours
10/05/19	John van Gent	Reviewing and preparing comments on [REDACTED] agreements of purchase and sale; Detailed email to S. Zweig with comments on same; Telephone call with S. Zweig to discuss same; Numerous emails to and from S. Zweig and B. Kofman concerning comments on same and strategy to proceed; Reviewing and revising security opinion for Kennedy property; Email to S. Zweig forwarding same for review and comment	1.00
10/05/19	Nasim Akbari	Reviewing PINs and preparing opinions for 1296 Kennedy Development Inc. and 3310 Kingston Development Inc.	3.40
10/05/19	Aiden Nelms	Drafting receipt for Carrville deposit; Drafting and revising representative counsel Appointment Order	1.80
10/05/19	Preet Bell	Meeting with S. Zweig to discuss [REDACTED] [REDACTED] Reviewing materials in respect of same; Conducting research and analysis of [REDACTED]	1.30
10/05/19	Sean Zweig	Working on APSs for three properties and dealing with related issues; Discussions regarding same; Call with D. Miller; Call with B. Kofman; Emails with counsel to [REDACTED]; Emails and many discussions regarding [REDACTED]; Emails regarding [REDACTED]; Reviewing and commenting on Kennedy security opinion; Emails regarding Non-Applicant matters; Emails regarding various issues with Monitor	3.20
13/05/19	John van Gent	Reviewing and revising draft security opinion for Kingston property; Office conference with S. Zweig to discuss comments arising from same and to discuss revisions to the security opinion in response thereto; Revising and executing final security opinions for the Kennedy property and the Kingston property; Reviewing and revising draft security opinion for Danforth property; Office conference with S. Zweig to discuss comments arising from same and to discuss [REDACTED]; Email from G. Campagna with a draft statement of adjustments for the Anglin property; Reviewing same; Office conference with G. Campagna to provide instructions to revise same	3.60



Date	Name	Description	Hours
13/05/19	Nasim Akbari	Reviewing PINs and instruments registered on title for Time Development 250 Danforth Inc. properties and preparing draft opinion	4.40
13/05/19	Aiden Nelms	Reading and considering KSV comments regarding the Claims Procedure Order; Reading and revising the Monitor's Sixth Report; Drafting and revising Factum regarding Representative Counsel Order	4.60
13/05/19	Andrew Jeanrie	Reviewing [REDACTED] and providing comments to S. Zwieg	0.70
13/05/19	Preet Bell	Conducting comprehensive research and analysis on [REDACTED] [REDACTED] [REDACTED] Internal discussions regarding [REDACTED]; Drafting legal portion of factum in respect of same and related matters; Discussing [REDACTED] with S. Zweig and related [REDACTED]; Reviewing [REDACTED] in respect of same; Conducting review and analysis of [REDACTED] and considering issues in respect of same; Meeting with T. Heneghan to discuss [REDACTED]; Reviewing and providing revisions and comments on [REDACTED]; Reviewing [REDACTED] in respect of same	6.20
13/05/19	Lorie Neilson	Ordering and obtaining Profile report	0.30
13/05/19	Giovanna Campagna	Preparing closing documents, including the Statement of Adjustment for J. van Gent	3.50
13/05/19	Sean Zweig	Reviewing KSV's comments on CPO; Discussion with J. van Gent regarding [REDACTED]; Emails regarding [REDACTED], and reviewing documents in connection with same; Various emails in connection with [REDACTED]; Reviewing form of Danforth APS; Considering issues in connection with [REDACTED], and discussions with P. Bell regarding same; Reviewing A. Nelms' comments on Report and revising same; Reviewing and commenting on Kingston and Kennedy opinions; Correspondence with counsel for Vector; Emails	3.70



Date	Name	Description	Hours
		regarding [REDACTED]; Emails regarding [REDACTED]; Emails with A. Jeanrie regarding [REDACTED]	
14/05/19	John van Gent	Office conference with N. Akbari to discuss [REDACTED]; Reviewing draft statement of adjustments for the Anglin property; Emails to and from D. Sieradzki concerning approval of same; Emails to and from G. Campagna and S. Bai concerning draft closing documents, and the statement of adjustments for the Anglin property; Emails to and from F. Mahoon concerning [REDACTED]	0.60
14/05/19	Nasim Akbari	Discussion with J. van Gent regarding [REDACTED]; Email to L. Neilson inquiring public record information for articles of amalgamation	0.30
14/05/19	Aiden Nelms	Reviewing KSV comments on Claims Procedure Order with S. Zweig; Reading and considering email from J. van Gent regarding tax and utility certificates on Carrville; Drafting and revising Representative Counsel Order, Factum, Notice of Motion and Ancillary Order for May 24 motion; Reading and revising Monitor's Sixth Report	6.00
14/05/19	Preet Bell	Discussing [REDACTED]; Attending conference call with [REDACTED]; Reviewing and analyzing [REDACTED] in respect of same	1.10
14/05/19	Lorie Neilson	Ordering Certified copies of Articles	0.20
14/05/19	Giovanna Campagna	Preparing and sending closing documents to counsel for J. van Gent	2.20
14/05/19	Sean Zweig	Emails with B. Kofman regarding Danforth APSs; Meeting with A. Nelms regarding CPO; Reviewing and commenting on revised Report; Emails with Vector; Call with Vector; Emails regarding certain closing matters; Reviewing revised documents from BLG regarding [REDACTED]; Emails regarding [REDACTED]; Call with L. Ellis; Many calls with B. Kofman; Reviewing [REDACTED]; Emails regarding same; Call	6.00



Date	Name	Description	Hours
		with Tarion; Reviewing FirstSource email, and call with J. Larry; Reviewing [REDACTED], and discussions regarding same; Various emails regarding [REDACTED]; Reviewing and commenting on further revised Report; Various emails with Goldman Spring; Reviewing and commenting on draft Court materials; Reviewing correspondence with SMI group; Reviewing appraisal reviews; Call with prospective purchaser counsel; Follow-up emails regarding same; Reviewing A. Nelms' comments on revised Report	
15/05/19	John van Gent	Email from S. Zweig concerning preparing agreements of purchase and sale for First Source with respect to the Kennedy, Kingston and Danforth properties; Preparing same; Email to S. Zweig forwarding same	1.70
15/05/19	Aiden Nelms	Meeting with S. Zweig and P. Bell regarding May 24th motion materials; Conference call with KSV regarding Claims Procedure Order; Revising and editing May 24th motion materials; Telephone call with S. Zweig regarding same; Drafting email correspondence to KSV	4.70
15/05/19	Preet Bell	Meeting with A. Nelms and S. Zweig to discuss materials for upcoming motion and [REDACTED]; Reviewing materials in respect of same, [REDACTED]; Conducting research [REDACTED]; Drafting correspondence to S. Zweig in respect of same	1.40
15/05/19	Sean Zweig	Various correspondence with Monitor; Meeting with P. Bell and A. Nelms regarding upcoming court hearings and materials; Emails regarding Non-Applicants' status; Emails with G. Ruggiero; Various emails with J. Larry; Emails regarding Birchmount Direction; Call with Monitor regarding Claims Procedure Order; Emails with Monitor regarding [REDACTED]; Reviewing and commenting on revised Representative Counsel Order; Call with B. Kofman; Reviewing email from J. Grout; Reviewing draft materials regarding [REDACTED], and corresponding with Monitor regarding same; Reviewing correspondence regarding [REDACTED]; Reviewing email from R. Fairbloom and discussions regarding same; Reviewing mark-ups of [REDACTED]; Emails with D. Ward;	4.10

Date	Name	Description	Hours
		Reviewing revised draft court materials	
16/05/19	John van Gent	Email from S. Zweig circulating draft First Source [REDACTED]	0.10
16/05/19	Aiden Nelms	Finalizing and emailing Carrville receipt to purchasers counsel; Finalizing May 24th motion materials and circulating to KSV and Koskie Minsky for review	3.20
16/05/19	Tim Heneghan	Researching [REDACTED] for P. Bell	3.10
16/05/19	Preet Bell	Conducting research and analysis on [REDACTED]; [REDACTED]; Discussing same, and correspondence with, S. Zweig in respect of [REDACTED]	2.10
16/05/19	Sean Zweig	Various correspondence regarding [REDACTED]; Discussion with P. Bell regarding same; Emails regarding Elm properties; Discussions with B. Kofman; Two calls with J. Larry; Discussions with Monitor regarding same; Call with D. Ward; Discussion with Monitor regarding same; Reviewing P. Bell's analysis on [REDACTED]; Follow-up emails with D. Ward; Reviewing J. Harnum's comments on Order, and discussing same; Reviewing KSV's comments on court materials; Reviewing revised drafts; Reviewing Anglin purchaser's comments on closing documents	3.20
17/05/19	John van Gent	Reviewing comments on closing documents for Anglin property; Emails to and from D. Sieradzki and J. Joffe concerning [REDACTED]; Email from S. Zweig forwarding executed agreements of purchase and sale from First Source for Kennedy, Kingston and Danforth properties; Emails to and from B. Kofman concerning requirement for monitor's report concerning same; Office conference with G. Campagna and M. Williams to discuss [REDACTED]	0.70
17/05/19	Aiden Nelms	Corresponding with S. Zweig and KSV regarding service of the May 24th materials and the Sixth Report; Finalizing the May 24th Motion Record; Drafting correspondence and serving the Motion	2.60

Date	Name	Description	Hours
		Record on the Service List; Coordinating the filing of same	
17/05/19	Adam Zur	Filing motion record at commercial list for A. Nelms	0.70
17/05/19	Preet Bell	Conducting extensive review of [REDACTED] [REDACTED] Drafting analysis to S. Zweig in respect of same	3.80
17/05/19	Giovanna Campagna	Discussions with M. Williams regarding various sales	1.50
17/05/19	Sean Zweig	Various emails regarding Anglin closing; Reviewing executed credit bids; Emails in connection with same; Reviewing draft appraiser engagement letter; Call with counsel to prospective purchaser; Emails regarding Birchmount matters; Emails regarding service of motion; Emails with J. MacLellan; Emails with TD regarding [REDACTED]; Reviewing P. Bell's analysis regarding [REDACTED] Reviewing correspondence regarding Elm matters	2.20
18/05/19	John van Gent	Reviewing notice and direction to tenants; Email to M. Dankevych providing comments on same and an update on the status of the updated statement of adjustments	0.20
18/05/19	Sean Zweig	Further emails regarding Anglin closing; Call with Monitor and D. Ward; Follow-up emails in connection with same; Emails with A. Nelms regarding various work streams	1.00
19/05/19	Sean Zweig	Reviewing correspondence with interested party; Reviewing correspondence regarding non-applicant appraisals	0.30
20/05/19	John van Gent	Emails to and from S. Zweig and B. Kofman concerning payout statements for First Source mortgages	0.10
20/05/19	Sean Zweig	Correspondence in connection with [REDACTED]; Reviewing further correspondence regarding [REDACTED]; Emails in connection with Danforth purchasers	0.50
21/05/19	John van Gent	Emails to and from J. Joffe concerning rental adjustments for the Anglin property; Revising	1.70



Date	Name	Description	Hours
		statement of adjustments; Drafting re-direction re: funds; Emails to and from D. Sieradzki concerning same; Numerous office conferences, emails and telephone calls with M. Williams to provide instructions concerning delivery of closing documents for Anglin; Facilitating execution and delivery of same; Emails to and from M. Dankevych concerning same	
21/05/19	Meg Williams	Reviewing real estate agreement of purchase and sale for Anglin deal; Attending meeting with J. van Gent regarding the closing documents; Collecting closing documents to be signed; Sending email of closing documents to be signed; Scanning documents for closing; Sending email containing closing documents to purchaser's counsel; Preparing flow of funds process	4.60
21/05/19	Aiden Nelms	Reading, considering and responding to emails regarding the May 24th appearance; Reviewing First Source Payout statements and [REDACTED] Conference call with Trisura and Tarion regarding [REDACTED] Conference call with KSV regarding same; Drafting and researching for Factum [REDACTED]	5.50
21/05/19	Giovanna Campagna	Retrieving various mortgage documents for A. Nelms	1.20
21/05/19	Sean Zweig	Various correspondence in connection with Non-Applicants' request for funding; Emails with V. Calvano regarding [REDACTED]; Emails with Trisura and Tarion regarding Danforth deposits; Various correspondence in connection with upcoming sale closing; Reviewing letter to Danforth purchasers; Reviewing First Source payout statements; Reviewing revised drafts; Discussions regarding same; Reviewing 10th Report of Non-Applicants; Reviewing draft appraisal proposal, and emails and discussions regarding same; Call with A. Slavens and J. MacLellan regarding Danforth deposits; Dealing with deposit protocol	3.90
22/05/19	John van Gent	Attending to closing of the sale of the Anglin property; Revising the re-direction re: funds with respect to same; Attending to filing of the monitors certificate; Attending to flow of funds; Numerous emails to and from entire working group to facilitate the closing of the sale of the	1.80

Date	Name	Description	Hours
		Anglin property; Numerous emails to and from B. Kofman, D. Sieradzki and S. Zweig concerning the status of the [REDACTED]; Emails to and from D. Sieradzki concerning the form of agreement of purchase and sale for the Elm property	
22/05/19	Aiden Nelms	Reviewing First Source payout statements and cross-referencing [REDACTED]; Finalizing draft of Claims Procedure Order to [REDACTED]; Reading and considering emails [REDACTED]; Reading and considering emails regarding Kingston and Kennedy properties; Finalizing and coordinating the filing of the Monitors Certificate for Anglin; Circulating same to the Service List; Meeting with S. Zweig and P. Bell regarding May 24th motion and [REDACTED]	4.60
22/05/19	Meg Williams	Preparing statement of adjustments	1.70
22/05/19	Julien Sicco	Filing certificates with the Commercial List office	1.00
22/05/19	Preet Bell	Meeting with S. Zweig and A. Nelms to discuss [REDACTED] in respect of same; Reviewing and analyzing [REDACTED]	2.20
22/05/19	Giovanna Campagna	Discussing closing matters with M. Williams	1.30
22/05/19	Sean Zweig	Discussions regarding return of Danforth deposits, revising protocol, and many emails in connection with same; Various emails and discussions regarding [REDACTED]; Many emails in connection with Anglin closing; Call with J. Larry; Various discussions regarding [REDACTED] and related issues; Emails with J. Harnum regarding upcoming hearing; Emails with D. Ward regarding [REDACTED]; Reviewing J. Grout's email regarding [REDACTED]; Considering same; Meeting with internal team regarding same; Discussions with KSV regarding same; Correspondence throughout day with many parties; Reviewing and commenting on revised CPO; Reviewing information provided by [REDACTED]; Various emails with J. MacLellan;	5.00



Date	Name	Description	Hours
		Various emails with A. Slavens	
22/05/19	Olivia D'Innocenzo	Conducting sixteen corporate searches on Forme and circulating same to A. Nelms for review	1.00
23/05/19	John van Gent	Attending to release of interest on deposits; Numerous emails to and from B. Kofman, D. Sieradzki and S. Zweig concerning agreements of purchase and sale for First Source credit bid; Emails to and from J. Joffe concerning delivery of keys for the Anglin property; Attending to delivery of executed closing documents with respect to the Anglin property; Arranging for subsearch of title to the Carrville property; Emails to and from S. Zweig concerning same in advance of court date for approval and vesting order	0.80
23/05/19	Meg Williams	Completing and reviewing statement of adjustments; Collecting closing documents to send to purchaser's counsel	0.70
23/05/19	Aiden Nelms	Reading and considering emails regarding Kingston and Kennedy transactions; Assembling and finalizing Kingston and Kennedy transactions with First Source; Conference call with J. Grout and D. Ward to discuss Representative Counsel Order; Follow-up call with J. Grout and D. Ward regarding same; Reading, considering and corresponding with various stakeholder counsel regarding [REDACTED]; Revising the Ancillary Order; Reading, considering and corresponding with various stakeholders counsel regarding May 24th appearance	4.60
23/05/19	Andrew Jeanrie	Correspondence to/from L. Gangbar regarding [REDACTED]; Discussion with L. Gangbar	0.30
23/05/19	Giovanna Campagna	Following up on interest payment on deposit for Niagara transaction	0.50
23/05/19	Sean Zweig	Email correspondence regarding [REDACTED] in respect of multiple properties; Discussion with L. Gangbar regarding [REDACTED] and considering same; Corresponding with B. Kofman regarding same; Two calls with J. Grout and D. Ward regarding [REDACTED] and other issues; Multiple discussions regarding same and dealing with same; Preparing for hearing; Emails regarding [REDACTED]; Call with BLG regarding [REDACTED];	5.30



Date	Name	Description	Hours
		Dealing with credit bid matters for certain properties; Various emails regarding Anglin post-closing matters; Emails regarding Danforth deposit return and proposed Order in connection with same; Call with J. Larry; Emails with [REDACTED]; [REDACTED]; Various emails with J. Grout in connection with upcoming motion; Call with B. Kofman regarding same	
24/05/19	John van Gent	Emails to and from J. Petrovic concerning final realty tax certificates for Carrville property; Emails to and from M. Williams concerning statement of adjustments for Carrville property; Reviewing same; Emails to and from D. Sieradzki concerning same; Email from S. Zweig forwarding approval and vesting order for Carrville property; Office conference with M. Williams to provide instructions concerning delivery of approval and vesting order, draft statement of adjustments, and draft closing documents for the Carrville property; Office conference with M. Williams to provide instructions concerning critical dates lists, closing agendas, and closing documents	1.00
24/05/19	Meg Williams	Preparing critical dates list and closing agenda for Kennedy and Kingston properties; Completing statement of adjustments for Carrville; Drafting and sending email to purchaser's counsel	2.50
24/05/19	Aiden Nelms	Preparing for court attendance regarding Carrville AVO and Representative Counsel; Reading and considering certain correspondence regarding court attendance on same; Attending court regarding same; Drafting and circulating update email to internal team regarding same; Circulating order obtained to the Service List; Reading and considering [REDACTED]	4.50
24/05/19	Andrew Jeanrie	Correspondence to/from B. Kofman and L. Gangbar regarding [REDACTED]	0.20
24/05/19	Leonard Gangbar	Review and exchange with KSV regarding [REDACTED]; Discussion with A. Jeanrie; Separate discussion with S. Zweig regarding [REDACTED]	0.40
24/05/19	Sean Zweig	Continuing to prepare for hearing, and many emails and calls in connection with [REDACTED]; [REDACTED]; Attending hearing; Reviewing Birchmount Order from City; Emails in connection	3.80

Date	Name	Description	Hours
		with same; Call with counsel to potential purchaser; Two calls with Y. Baykara; Call with B. Kofman; Call with J. Larry regarding [REDACTED]; Discussion with P. Bell regarding same; Reviewing revised discharge statement; Emails in connection with Carrville closing; Various emails in connection with [REDACTED], and considering/discussing same; Emails regarding Danforth deposits, and reviewing draft letter; Emails with J. Harnum regarding letter to Birchmount purchasers	
24/05/19	Preet Bell	Conducting extensive and comprehensive research [REDACTED]; Drafting factum provisions in respect of same; Internal discussions with S. Zweig and A. Nelms regarding various issues, including [REDACTED]	6.20
24/05/19	Lorie Neilson	Obtaining and sending certified copy of articles	0.10
25/05/19	Meg Williams	Drafting closing documents for Kennedy and Kingston	1.50
25/05/19	Aiden Nelms	Organizing and coordinating miscellaneous materials and Orders; Reviewing and commenting on First Sources' 250 Danforth discharge statement	0.90
25/05/19	Sean Zweig	Emails regarding Danforth payout statement; Emails with Y. Baykara	0.50
26/05/19	Aiden Nelms	Reviewing and revising Claims Procedure Order	0.90
27/05/19	John van Gent	Attending to matters concerning the record book for the sale of the Anglin property; Emails to and from S. Zweig concerning the status of the sale of the Carrville property; Emails to and from M. Williams concerning questions with respect to the closing documents for the sale of the Kennedy property and the Kingston property	0.30
27/05/19	Aiden Nelms	Reviewing and revising Claims Procedure Order; Conference call with CBB and J. Grout regarding update, [REDACTED] Drafting email to J. Bornstein regarding M. Wang and the Claims Procedure Order	4.40



Date	Name	Description	Hours
27/05/19	Meg Williams	Creating closing documents for Kennedy and Kingston	1.10
27/05/19	Preet Bell	Researching and analyzing [REDACTED] [REDACTED] Considering [REDACTED] arising out of same; Reviewing [REDACTED] [REDACTED]; Internal discussions	3.80
27/05/19	Sean Zweig	Emails with Y. Baykara regarding Danforth; Emails with D. Sieradzki in connection with draft Report; Call with B. Kofman; Call with KSV, CBB and J. Grout; Follow-up call with KSV; Two calls with L. Ellis; Discussion with A. Nelms regarding CPO; Reviewing and commenting on revised draft of same; Emails regarding Birchmount Order from City; Drafting response; Call with J. Larry; Considering and dealing with [REDACTED]; Emails regarding [REDACTED] and related issues; Emails with counsel for bidder	4.20
28/05/19	John van Gent	Emails to and from D. Sieradzki concerning direction re: funds for the sale of the Carrville property; Office conference with M. Williams to discuss questions arising from drafting of closing documents with respect to the sale of the Kingston property and the Kennedy property; Voicemail and telephone call with S. Zweig to discuss [REDACTED] concerning same and to receive instructions for proceeding with closing documentation	0.20
28/05/19	Aiden Nelms	Corresponding with court staff to obtain a 9:30 a.m. hearing; Drafting factum in [REDACTED]; Meeting with S. Zweig and P. Bell regarding same; Drafting email to S. Zweig with respect to Kingston, Kennedy and Danforth First Source payout statements regarding certain issues; Updating M. Williams on status of Kingston and Kennedy; Reviewing and considering APS from Caishen Capital Group; Conference call with J. Larry	4.70
28/05/19	Preet Bell	Internal meeting regarding next steps and [REDACTED]; Reviewing [REDACTED] regarding same;	3.10



Date	Name	Description	Hours
		Drafting summary analysis and correspondence to S. Zweig in respect of [REDACTED]; Reviewing [REDACTED] in respect of same	
28/05/19	Sean Zweig	Emails regarding potential offers; Emails with D.J. Miller; Emails in connection with Carrville closing; Emails in connection with First Source payout statements; Reviewing P. Bell's rider for factum; Reviewing 11th Report of Non-Applicants; Meeting with P. Bell and A. Nelms; Call with Monitor; Reviewing revised offers from Caishen; Many discussions regarding same; Call with J. van Gent; Various emails with G. Ruggiero; Reviewing B. Kofman's email regarding Non-Applicant Report; Call with C. Keuhl; Call with J. Larry; Call with Monitor; Reviewing P. Bell's analysis regarding [REDACTED]; Reviewing draft letter from representative counsel; Emails regarding [REDACTED]; Emails regarding credit bid agreements	4.80
29/05/19	John van Gent	Numerous emails to and from B. Kofman, D. Sieradzki and S. Zweig concerning closing of sale of Carrville transaction; Emails to and from O. Gaffney concerning transition of purchaser's counsel; Numerous emails to and from S. Liao concerning comments on draft closing documents for the sale of the Carrville property and to confirm timing of closing	0.70
29/05/19	Aiden Nelms	Conference call with KSV and J. Larry regarding Caishen bids; Reading and commenting on Representative Counsel Letter; Reading and reviewing draft email to Caishen counsel regarding bids; Compiling amended copies of Kingston and Kennedy First Source agreements; Circulating same	2.00
29/05/19	Preet Bell	Researching [REDACTED] for factum for [REDACTED], and considering legal issues arising out of same; Reviewing and analyzing materials in respect of same; Drafting internal correspondence regarding [REDACTED]	2.90
29/05/19	Sean Zweig	Reviewing Monitor's comments on representative counsel letter, and revising same; Call with Monitor; Call with J. Larry and Monitor; Many	3.40



Date	Name	Description	Hours
		emails in connection with upcoming Carrville closing; Emails in connection with representative counsel mandate; Call with L Corne; Emails with C. Kuehl; Follow-up call with J. Larry; Call with Monitor; Emails regarding Danforth deposits; Further call with J. Larry; Drafting email to counsel for prospective purchaser; Revising same and sending same; Emails with D. Miller; Reviewing P. Bell's research for [REDACTED]; Reviewing draft amendments to Undertaking	
30/05/19	John van Gent	Numerous emails to and from S. Liao concerning questions with respect to the closing documents for the sale of the Carrville property; Numerous emails to and from B. Kofman and D. Sieradzki concerning same; Numerous telephone calls with S. Zweig concerning same	0.50
30/05/19	Aiden Nelms	Reviewing and considering [REDACTED]; Reading, considering and responding to emails regarding same; Reading and considering email from Caishen's counsel; Researching for and drafting a Factum regarding [REDACTED]	2.90
30/05/19	Sean Zweig	Emails with Monitor regarding [REDACTED]; Revising amended Undertaking; Reviewing correspondence from Colliers regarding appraisals; Various correspondence throughout day regarding Carrville closing, [REDACTED]; Call with D. Sieradzki; Emails with D. Miller; Reviewing correspondence with non-Applicant mortgagee; Call with D. Miller; Emails regarding Niagara purchaser request; Reviewing correspondence with Danforth unit purchasers; Reviewing revised representative counsel letter; Reviewing correspondence from counsel to prospective purchaser; Emails regarding same; Calls with each of J. Larry and B. Kofman regarding offers received and next steps; Emails regarding Elm issue; Reviewing email from C. Kuehl	3.70
31/05/19	John van Gent	Attending to closing; Numerous emails to and from S. Liao to address [REDACTED]; Drafting notice and direction to tenants for the Carrville property; Drafting	3.30

Date	Name	Description	Hours
		redirection re: funds for the Carrville property; Numerous emails to and from D. Sieradzki concerning same; Attending to extension of closing date for the sale of the Carrville property; Numerous emails to and from B. Kofman, D. Sieradzki and S. Liao concerning same	
31/05/19	Aiden Nelms	Reviewing and considering Caishen Agreements for Kennedy and Kingston; Emailing S. Zweig regarding same	1.10
31/05/19	Andrew Jeanrie	Reviewing [REDACTED]; Instructions to S. Shen regarding [REDACTED]; Correspondence to/from D. Sieradzki regarding [REDACTED]	0.50
31/05/19	Sean Zweig	Reviewing further correspondence with non- Applicant mortgagee; Emails regarding same; Emails regarding representative counsel letter and required revisions; Significant number of emails throughout day regarding Carrville closing and [REDACTED]; Reviewing revised offers from Caishen; Various correspondence regarding same; Emails with BLG regarding [REDACTED]; [REDACTED]; Emails regarding [REDACTED]; [REDACTED]; Emails regarding [REDACTED]; Emails regarding upcoming [REDACTED] [REDACTED]	2.60
Total Hours			278.90
Total Professional Services			\$ 157,601.50

Name	Hours	Rate
Preet Bell	44.30	\$ 720.00
John van Gent	22.20	\$ 795.00
Sean Zweig	82.10	\$ 750.00
Leonard Gangbar	0.40	\$ 830.00
Andrew Jeanrie	1.70	\$ 720.00
Aiden Nelms	81.40	\$ 390.00
Giovanna Campagna	14.40	\$ 250.00
Adam Zur	0.70	\$ 250.00
Tim Heneghan	3.10	\$ 250.00
Julien Sicco	1.00	\$ 235.00
Meg Williams	12.10	\$ 235.00
Lorie Neilson	0.60	\$ 245.00
Leslie Stacey	0.50	\$ 430.00
Olivia D'Innocenzo	1.00	\$ 365.00
Nasim Akbari	13.40	\$ 360.00

Disbursements		Amount
Certificate	\$	68.65
Due Diligence	\$	824.00
Courier	\$	116.33
Land Title - Search	\$	1,854.45
Online Government Service	\$	562.80
Total Disbursements		\$ 3,426.23

Disbursements Incurred As Your Agent (Non Taxable)		Amount
Government Filing	\$	320.00
Courthouse	\$	320.00
Total Disbursements Incurred as Your Agent		\$ 640.00

Other Charges		Amount
Photocopy Charges	\$	68.75
Printing	\$	865.75
Colour Printing	\$	79.50
Colour Printing - Large	\$	3.00
Closing Books	\$	180.00
Total Other Charges		\$ 1,197.00

GST/HST	\$	21,089.21
TOTAL DUE	\$	183,953.94



Bennett Jones

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: June 5, 2019
Invoice: 1279092

Remittance Statement

Professional Services	\$	157,601.50
Disbursements	\$	3,426.23
Disbursements Incurred As Your Agent (Non Taxable)	\$	640.00
Other Charges	\$	1,197.00
Total Due before GST/HST	\$	162,864.73
GST/HST	\$	21,089.21
Total Due in CAD	\$	183,953.94

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: [REDACTED]
SWIFT Code: [REDACTED]

Intermediary bank: JP Morgan Chase Bank, New York
ABA: [REDACTED]

Please include the invoice number on the wire.

Email notification may be sent to: [REDACTED]

Remit by Credit Card (Visa or MasterCard):

Call an Accounts Receivable Specialist at

[REDACTED] with your credit card number, expiry date, and email address.



Bennett Jones

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: July 8, 2019
Invoice: 1283809

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	101,186.00
Disbursements	\$	722.00
Other Charges	\$	3,608.75
Total Due before GST/HST	\$	105,516.75
GST/HST	\$	13,717.18
Total Due in CAD	\$	119,233.93

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757



Date	Name	Description	Hours
03/06/19	John van Gent	Numerous emails and telephone calls to and from entire working group concerning a [REDACTED] [REDACTED] Drafting [REDACTED]; Negotiating and settling same; Numerous emails to and from D. Sieradzki concerning the re-direction re: funds; Beginning to revise same; Attending to extension of closing date	3.00
03/06/19	Aiden Nelms	Reading and considering emails from C. Kuehl regarding amendment to the Undertaking; Meeting with S. Zweig regarding update on certain APSs; [REDACTED]	2.90
03/06/19	Andrew Jeanrie	Correspondence to/from D. Sieradzki regarding turnover meeting; Correspondence to/from S. Zweig regarding turnover meeting; Correspondence to/from B. Kofman; Instructions to S. Shen	0.50
03/06/19	Sean Zweig	Reviewing information provided by Forme to Colliers for appraisals; Very significant number of emails throughout day in connection with Carrville closing; Emails with C. Kuehl; Emails with J. Larry; Various emails in connection with upcoming turnover meeting; Emails with Monitor regarding Non-Applicant funding request; Call with Monitor and J. van Gent regarding Carrville status and next steps; Follow-up discussions and emails	2.90
03/06/19	Susana Shen	Review of [REDACTED]; [REDACTED]; Downloading Declaration and By-Law 1 of TSCP 2693 for A. Jeanrie	0.50
04/06/19	John van Gent	Numerous emails to and from D. Sieradzki concerning flow of funds on the sale of the Carrville property; Revising re-direction re: funds; Numerous emails to and from S. Liao concerning status of sale of Carrville property; Emails to and from S. Zweig concerning [REDACTED] [REDACTED] Office conference with N. Akbari to discuss same; Emails to and from M. Dankevy with respect to questions concerning payment of realty taxes in connection with the Anglin property; Email from S. Zweig with questions concerning realty tax adjustments on the Caishen agreements of	1.50



Date	Name	Description	Hours
		purchase and sale; Office conference with M. Williams to review draft statement of adjustments concerning the sale of the Wilson property; Emails to and from D. Sieradzki concerning same	
04/06/19	Meg Williams	Drafting statement of adjustments for Wilson	0.80
04/06/19	Andrew Jeanrie	Correspondence in from B. Kofman; Discussion with S. Zweig regarding turnover meeting; Instructions to S. Shen regarding turnover meeting; Reviewing revised Turnover receipt; Correspondence to/from D. Sieradzki regarding turnover meeting	0.70
04/06/19	Aiden Nelms	[REDACTED]; Reviewing and considering email from Lerner; Reading and considering amendments to the Undertaking	3.00
04/06/19	Sean Zweig	Emails regarding turnover meeting; Discussion with A. Jeanrie regarding same; Drafting receipt; Reviewing comments and revising same; Many emails regarding Carrville closing; Call with J. Larry; Call with B. Kofman; Revising offers; Emails regarding Non-Applicant funding request and drafting response to same; Reviewing 12th Report from Non-Applicants; Emails regarding [REDACTED]; Emails regarding [REDACTED]; Discussion with J. van Gent; Reviewing revised draft undertaking, and emails regarding same; Emails regarding offers and related issues; Considering [REDACTED]; Review of turnover materials	4.00
04/06/19	Susana Shen	Review of turnover materials forwarded from property manager and preparing draft Receipt of Turnover Materials	2.50
05/06/19	John van Gent	Attending to closing of the sale of the Carrville property; Facilitating flow of funds with respect to same; Numerous emails to and from entire working group concerning same	0.50
05/06/19	Aiden Nelms	Reviewing and considering multiple emails regarding certain Forme properties; Coordinating the filing of the Monitor's Certificate for Carrville; Drafting email to the Service List circulating same; Emailing K. Parent regarding certain Service List updates	2.40



Date	Name	Description	Hours
05/06/19	Nasim Akbari	Preparing acknowledgement and direction and draft e-reg application name change	0.30
05/06/19	Andrew Jeanrie	Meeting with S. Shen regarding turnover documents; Review preliminary turnover list	0.40
05/06/19	Anders Hoenisch	Filing Certificate at the Commercial List	0.80
05/06/19	Preet Bell	Discussing [REDACTED] with S. Zweig and reviewing materials and [REDACTED] in respect of same	0.80
05/06/19	Sean Zweig	Emails with Monitor regarding [REDACTED], and considering same; Reviewing and commenting on Danforth deposit protocol and statutory declarations; Reviewing B. Kofman's comments on same and revising same; Emails in connection with Carrville closing; Emails with T. Russell regarding offers; Call with CBB regarding [REDACTED]; Discussions regarding same; Reviewing lien order issued; Emails regarding [REDACTED]; Reviewing [REDACTED]; Emails with B. Kofman regarding same; Discussions with A. Nelms	3.00
06/06/19	John van Gent	Emails to and from F. Mansoor concerning statement of adjustments for the sale of the Wilson property and comments on related closing documents; Attending to the registration of the application to change name on the Danforth property; Office conference with S. Zweig to discuss Caishen offers for the Danforth property and the Kennedy property; Reviewing issues concerning [REDACTED]	1.00
06/06/19	Nasim Akbari	Amending draft e-reg application name change and providing by email to S. Zweig	0.20
06/06/19	Andrew Jeanrie	Review and revise turnover acknowledgement; Review turnover documents available; Identify documents not available; Correspondence to/from S. Shen and S. Zweig regarding turnover; Discussion with S. Zweig	0.90
06/06/19	Aiden Nelms	Reviewing and considering new Caishen offers on Danforth and Kingston; Speaking with S. Zweig regarding same; Coordinating signature pages for same and circulating to internal working group	0.80



Date	Name	Description	Hours
06/06/19	Susana Shen	Downloading all turnover materials received and finalizing the draft Receipt of Turnover Materials for S. Zweig's review; Downloading copies of registered By-Laws and obtaining Condo Plans of TSCC 2693 through Teraview	2.10
06/06/19	Preet Bell	Reviewing [REDACTED]	0.40
06/06/19	Sean Zweig	Dealing with [REDACTED] Emails regarding Wilson closing matters; Reviewing draft Birchmount turnover receipt; Discussions with A. Jeanrie and D. Sieradzki regarding same; Discussions with each of T. Russell, J. Larry and Monitor regarding offers; Reviewing and commenting on KPMG engagement letter; Call with Monitor regarding Non-Applicants; Discussion with J. van Gent regarding [REDACTED]; Emails with J. Harnum regarding committee; Reviewing revised lien order; Emails regarding [REDACTED]; Reviewing revised turnover receipt, and email to D. Sieradzki regarding same	2.50
07/06/19	Andrew Jeanrie	Correspondence with S. Zweig regarding turnover materials; Meeting with S. Shen regarding turnover; Meeting with S. Zweig regarding turnover; Correspondence to/from D. Sieradzki regarding turnover	0.50
07/06/19	Susana Shen	Organizing turnover package and documents received from Forme; Finalizing the Receipt of Turnover List; Dealing with Teraview for delivery of TSCP 2693 Condo Plans (1483-1485 Birchmount Rd) for turnover meeting on June 11, 2019	1.60
07/06/19	Sean Zweig	Various emails and discussions in connection with upcoming Birchmount turnover meeting; Emails in connection with upcoming Wilson transaction closing; Reviewing [REDACTED] on Kennedy property; Emails regarding same; Various emails with Monitor regarding [REDACTED]; Emails regarding status of Danforth deposit return protocol; Reviewing lien Order granted; Emails with CBB regarding turnover meeting	1.80
09/06/19	John van Gent	Numerous emails to and from D. Sieradzki and S. Zweig concerning flow of funds in connection with the sale of the Wilson property	0.20



Date	Name	Description	Hours
09/06/19	Sean Zweig	Reviewing B. Kofman's comments on draft CPO, considering same, and responding to same; Emails with J. van Gent regarding [REDACTED]	0.60
10/06/19	John van Gent	Considering [REDACTED] Emails to and from J. Petrovic concerning same; Revising statement of adjustments; Telephone call with F. Mahoor to discuss [REDACTED]; Drafting re-direction re: funds; Numerous emails to and from S. Zweig and D. Sieradzki concerning same; Facilitating receipt of deposits with respect to sale of the Danforth property and the Kingston property; Emails to and from M. Williams providing instructions concerning preparation of critical dates lists	2.00
10/06/19	Andrew Jeanrie	Correspondence with S. Zweig regarding turnover meeting; Correspondence with S. Shen regarding turnover meeting; Various correspondence to/from KSV regarding turnover meeting; Preparation for turnover meeting; Instructions with M. Wong regarding turnover materials; Correspondence to/from Cassels Brock	1.60
10/06/19	Aiden Nelms	Reading and considering email from S. Zweig regarding Danforth and Kingston deposits; Reviewing APSs to confirm deposit timelines; Drafting email to Caishen's counsel regarding trust account wire details; Confirming deposit amounts received into trust account; Corresponding with the court regarding availability for an appearance; Revising and turning Claims Procedure Order; Drafting correspondence to KSV, CBB, Lerner and J. Grout regarding same	3.10
10/06/19	Meg Williams	Drafting critical dates list for Kingston and Danforth properties	0.90
10/06/19	Preet Bell	Internal discussions and correspondence in respect of [REDACTED] Reviewing and analyzing materials in respect of same, [REDACTED]	1.10
10/06/19	Susana Shen	Finalizing the Receipt of Turnover Materials with additional materials received	1.50
10/06/19	Sean Zweig	Discussions regarding draft Claims Procedure	2.20



Date	Name	Description	Hours
		Order; Reviewing and commenting on revised draft; Call with L. Ellis regarding Non-Applicants; Various emails regarding status of sales; Various emails regarding upcoming Wilson closing; Various emails and discussions in connection with upcoming Birchmount turnover meeting; Emails with stakeholders regarding scheduling of upcoming motion	
11/06/19	John van Gent	Preparing execution copies of closing documents for the sale of the Wilson property; Facilitating execution and delivery of same; Revising and updating re-direction re: funds; Emails to and from A. Unger concerning same; Detailed email to F. Mahoor forwarding execution copies of closing documents for the sale of the Wilson property and summarizing the mechanics of closing; Emails to and from P. Cheung, S. Zweig and D. Sieradzki concerning requests for due diligence materials with respect to the Danforth property and the Kingston property	1.20
11/06/19	Andrew Jeanrie	Correspondence to/from L. Fischer, Goldman Spring regarding standard unit schedule; Preparation for turnover meeting; Attend and run turnover meeting in Scarborough; Meeting with M. Wong regarding turnover documents; Review correspondence in from D. Walrond regarding turnover meeting	4.70
11/06/19	Aiden Nelms	Reading and considering correspondence from mortgagee counsel; Corresponding with certain mortgagee counsel in respect of the Caishen APSs; Drafting continuing matter request form; Corresponding with court regarding same	1.10
11/06/19	Sean Zweig	Emails regarding Danforth sale; Emails regarding GSKS resignation; Various emails regarding upcoming Wilson closing; Reviewing 13th Report of Non-Applicants; Emails with Monitor regarding same; Call with Cassels regarding appraisals and next steps for Non-Applicants; Call with Monitor regarding same; Emails regarding same; Emails regarding Kingston sale; Emails with counsel to Caishen; Emails regarding Danforth deposit return; Emails with A. Jeanrie regarding turnover meeting	2.50
12/06/19	Aiden Nelms	Reviewing and revising Factum on [REDACTED]	0.50



Date	Name	Description	Hours
		[REDACTED]; Facilitating flow of funds; Numerous emails to and from F. Mahoon to coordinate closing of the sale of the Wilson property	
14/06/19	Preet Bell	Comprehensive review and analysis of [REDACTED] [REDACTED] Reviewing and analyzing [REDACTED] in respect of same	3.20
14/06/19	Sean Zweig	Various emails and discussions regarding Wilson closing; Discussions regarding Kennedy sale; Various emails with D. Miller regarding Kingston sale; Emails with Monitor regarding same; Call with Cassels regarding Non-Applicants; Follow-up call with Monitor regarding same; Emails regarding same; Reviewing Tarion comments on deposit return protocol	2.00
16/06/19	Sean Zweig	Emails regarding Claims Procedure Order; Emails with C. Kuehl	0.30
17/06/19	Aiden Nelms	Corresponding with A. Kwok and M. Williams regarding 1326 Wilson Development Inc.'s Monitor's Certificate; Coordinating filing of same; Drafting correspondence to Service List regarding same	0.80
17/06/19	Preet Bell	Discussing [REDACTED] with S. Zweig and considering issues in respect of same	0.10
17/06/19	Sean Zweig	Emails with J. Larry; Various emails with J. Grout regarding request; Emails with Monitor regarding same; Reviewing email to Service List	0.70
18/06/19	John van Gent	Beginning to review and revise security opinion for the Danforth property; Office conference with S. Zweig to discuss issues arising with respect to same	1.70
18/06/19	Nasim Akbari	Updating title searches and opinion letter for 250 Danforth Development Inc.	1.20
18/06/19	Aiden Nelms	Preparing for call with J. Larry; Conference call with J. Larry and KSV; Reading and considering emails from Y. Baykara regarding Danforth property; Drafting certain materials in anticipation of July 2 appearance	4.50



Date	Name	Description	Hours
18/06/19	Andrew Jeanrie	Discussion with S. Zweig regarding outstanding turnover documents; Various correspondence with KSV regarding turnover material	0.30
18/06/19	Sean Zweig	Emails with Y. Baykara and Monitor; Call with J. Larry regarding Kennedy property; Various emails throughout day on file matters; Emails regarding head office funding; Emails regarding Danforth deposits; Reviewing 14th Report from Non-Applicants; Discussion with A. Nelms regarding factum; Emails with Caishen's counsel	1.90
19/06/19	John van Gent	Completing review and revisions to security opinion for the Danforth property; Email to S. Zweig forwarding same for review and comment	1.00
19/06/19	Aiden Nelms	Revising and finalizing Approval and Vesting Orders for Danforth and Kingston; Drafting and revising Notice of Motion for July 2 appearance; Corresponding with S. Zweig regarding same; Reading and considering certain correspondence with Y. Baykara regarding [REDACTED]; Reading and revising the Seventh Report of the Monitor; Corresponding with S. Zweig regarding same; Corresponding with C. Kuehl regarding Danforth and Kingston APSs	5.90
19/06/19	Sean Zweig	Emails with C. Kuehl regarding Kennedy property; Emails with Y. Baykara; Discussion with A. Nelms regarding upcoming motion; Emails regarding [REDACTED]; Reviewing and commenting on draft Danforth security opinion; Reviewing Statement of Claim regarding 31 Victory; Reviewing and commenting on draft 7th Report; Reviewing correspondence with J. Larry regarding appraisals; Further emails with C. Kuehl regarding other properties; Reviewing A. Nelms' comments on draft Report	2.50
20/06/19	Aiden Nelms	Drafting and revising Notice of Motion for July 2 appearance; Corresponding with S. Zweig regarding same; Drafting and revising certain Ancillary Orders and a Stay Extension and Sealing Order in advance of July 2 appearance; Running blackline of Undertaking; Reviewing and revising updated version of the Seventh Report; Corresponding with S. Zweig regarding same; Drafting and revising Factum for July 2 appearance	8.00
20/06/19	Sean Zweig	Reviewing and commenting on revised Monitor's	2.40



Date	Name	Description	Hours
		Report; Emails regarding same; Calls with J. Larry; Discussion with Monitor regarding same; Reviewing and commenting on draft Notice of Motion and Orders; Various emails with B. Kofman regarding upcoming motion; Reviewing revised Kennedy offer; Emails regarding same; Reviewing and commenting on further revised Report; Emails regarding same	
21/06/19	Aiden Nelms	Reviewing and revising the Monitor's Seventh Report; Corresponding with S. Zweig regarding same; Reviewing and finalizing Notice of Motion and Orders for July 2 appearance; Dealing with certain issues [REDACTED]; Drafting service email and serving Motion Record on the Service List	5.30
21/06/19	Sean Zweig	Reviewing and commenting on revised Notice of Motion; Emails and call regarding Danforth deposits; Emails with C. Kuehl regarding claims process; Call with D. Miller; Reviewing Monitor's comments on Orders and Notice of Motion, and reviewing revised drafts of same; Emails regarding [REDACTED] Various emails with Y. Baykara; Reviewing final motion record and discussions with A. Nelms regarding service; Emails regarding [REDACTED]	2.40
22/06/19	Aiden Nelms	Reviewing, considering and responding to emails among KSV and D.J. Miller regarding the July 2 materials and the Seventh Report; Drafting and revising the Monitor's sale approval Factum; Corresponding with S. Zweig and P. Bell regarding same	2.50
22/06/19	Sean Zweig	Various emails with D. Miller and Monitor regarding Kingston sale approval and Monitor's Report; Reviewing Initial Order and considering same	0.50
23/06/19	Aiden Nelms	Revising and reviewing initial draft of sale approval Factum for July 2 appearance; Corresponding with P. Bell regarding same	1.60
23/06/19	Andrew Jeanrie	Correspondence to/from D. Sieradzki; Reviewing memorandum; Correspondence to/from S. Zweig regarding [REDACTED]	0.30
23/06/19	Preet Bell	Reviewing, revising and providing comments on factum in support of sale approval motion;	3.20



Date	Name	Description	Hours
		Reviewing and analyzing materials for same, [REDACTED] Correspondence with A. Nelms regarding same	
23/06/19	Sean Zweig	Emails with A. Jeanrie and KSV regarding [REDACTED]	0.30
24/06/19	Aiden Nelms	Drafting and revising sale approval Factum for July 2 appearance; Meeting and corresponding with P. Bell regarding same; Finalizing draft of same; Corresponding with S. Zweig regarding same; Meeting with Lerners and CBB regarding Claims Procedure Order; Phone call with S. Zweig and KSV regarding same	6.90
24/06/19	Andrew Jeanrie	Correspondence with B. Kofman and D. Sieradzki regarding condominium accounts; Discussion with S. Zweig regarding condominium accounts	0.60
24/06/19	Preet Bell	Providing further revisions and comments on factum in support of sale approval motion, and reviewing [REDACTED] in respect of same; Meeting with A. Nelms regarding factum	2.10
24/06/19	Sean Zweig	Reviewing B. Kofman's comments on draft email; Emails regarding same; Emails with D. Miller, and emails with Monitor regarding same; Emails regarding Danforth deposit protocol; Emails regarding Birchmount financial records; Call with A. Jeanrie; Emails with J. Grout regarding Elm properties; Preparing for and attending meeting with counsel to Non-Applicants and Mr. Wang regarding draft Claims Procedure Order; Discussion with Monitor regarding same; Reviewing email regarding Tarion; Reviewing and commenting on draft factum	3.50
25/06/19	John van Gent	Attending to return of [REDACTED] on the deposit posted for the sale of the Anglin property	0.10
25/06/19	Aiden Nelms	Revising and turning Factum for July 2 appearance; Conferring with S. Zweig regarding same; Corresponding with KSV regarding same; Corresponding with J. Sicco regarding same; Meeting with J. Sicco regarding Book of Authorities and Schedules to Factum; Conference call with C. Kuehl regarding Kennedy; Conference call with D.J. Miller regarding Kingston; Reading and	4.60



Date	Name	Description	Hours
		considering motion record of Yuan Hua Wang returnable July 2; Reading and considering Fifteenth Report to the Monitor by the Non-Applicants	
25/06/19	Julien Sicco	Reviewing, revising and finalizing factum for A. Nelms	2.30
25/06/19	Leonard Gangbar	Call with D. Sieradzki to discuss spreadsheet; Review of sample statement of adjustments and respond to D. Sieradzki	0.80
25/06/19	Sean Zweig	Call with C. Kuehl regarding Kennedy status; Reviewing information for turnover; Emails with R. Fairbloom; Reviewing revised factum; Emails regarding Danforth return protocol; Emails with E. Fan regarding motion; Reviewing Non-Applicants' sale update; Reviewing Elm property update; Call with Y. Baykara; Call with D. Miller; Multiple discussions with B. Kofman regarding various matters; Reviewing Mr. Wang's motion record; Reviewing B. Kofman's comments on factum; Reviewing revised draft and commenting on same; Emails regarding Danforth waterfall	3.60
26/06/19	John van Gent	Email from O. De Guerre as counsel to Caishen in connection with the sale of the Danforth and Kingston properties	0.10
26/06/19	Aiden Nelms	Finalizing Factum for July 2 appearance; Drafting and finalizing Book of Authorities for July 2 appearance; Corresponding with KSV regarding same; Drafting service email regarding same; Coordinating filing of same; Call with Y. Baykara regarding potential Danforth bid and July 2 appearance; Reading and considering [REDACTED]; Reading and considering correspondence regarding Form [REDACTED]	4.80
26/06/19	Andrew Jeanrie	Review proposed standard unit schedule; Correspondence to/from B. Kofman	0.20
26/06/19	Anders Hoenisch	Filing factum and book of authorities at Commercial List	0.90
26/06/19	Preet Bell	Reviewing and [REDACTED]; Correspondence and discussion with S. Zweig in respect of same	0.80



Date	Name	Description	Hours
26/06/19	Leonard Gangbar	Review of [REDACTED] and call with S. Zweig to discuss	0.30
26/06/19	Sean Zweig	Reviewing B. Kofman's comments on revised factum; Emails regarding Don Hillock transaction; Call with L. Ellis; Reviewing [REDACTED] regarding same; Emails regarding engagement letters; Reviewing same; Call with L. Gangbar; Reviewing revised factum and commenting on same; Reviewing [REDACTED], and discussing same; Emails with Caishen's counsel; Reviewing and commenting [REDACTED]; Emails with J. Grout; Emails with Y. Baykara; Call with Y. Baykara; Various emails with B. Kofman; Emails with J. Larry	3.60
27/06/19	John van Gent	Office conference with L. Stacey to discuss subsearch of title for the Danforth and Kingston properties; Detailed email to L. Stacey concerning same; Emails to and from A. Nelms concerning [REDACTED] Reviewing and approving revised approval and vesting order	0.60
27/06/19	Aiden Nelms	Reviewing and revising draft orders for July 2 appearance; Finalizing same; Reading and responding to emails regarding July 2 appearance and other matters throughout the day	2.00
27/06/19	Leslie Stacey	Discussion with J. van Gent regarding subsearches; Discussion with J. Petrovic regarding same	0.20
27/06/19	Sean Zweig	Call with J. Larry; Call with B. Kofman; Emails regarding engagement letters; Emails regarding Undertaking matters; Emails regarding [REDACTED]; Emails regarding Danforth AVO; Reviewing L. Gangbar's email; Emails regarding Danforth return protocol; Emails with counsel for purchaser; Various emails with D. Miller regarding Mr. Wang's motion	2.20
27/06/19	Leonard Gangbar	Responding to D. Sieradzki regarding revised memorandum	0.20
28/06/19	John van Gent	Email from J. Petrovic concerning subsearch of the Danforth property and the Kingston property	0.10
28/06/19	Aiden Nelms	Reading and considering emails regarding Lerner's	2.50

Date	Name	Description	Hours
		motion for July 2; Coordinating conference call with D.J. Miller and S. Zweig regarding same; Conference call with D.J. Miller regarding same; Corresponding with A. Soutter; Reading and considering correspondence regarding [REDACTED]	
28/06/19	Sean Zweig	Various emails regarding Non-Applicants and Mr. Wang issues; Reviewing draft Ferina Affidavit, and email regarding same; Call with D. Miller; Call with Y. Baykara; Many emails with Monitor; Reviewing revised offer for Kennedy; Emails regarding same; Reviewing Ferina's motion record; Emails with J. MacLellan; Emails with C. Kuehl; Reviewing sub-search of properties	3.00
29/06/19	Sean Zweig	Emails with D. Miller and Monitor	0.20
30/06/19	Sean Zweig	Various emails with D. Miller and Monitor regarding upcoming motion	0.60
30/06/19	Aiden Nelms	Reading, considering and responding to various correspondence throughout the day regarding July 2 appearance; Revising Kingston Approval and Vesting Order and Kingston Ancillary Order [REDACTED] regarding same; Circulating revised Orders and blacklines to internal working group and D.J. Miller; Corresponding with KSV regarding same; Circulating revised Orders and blacklines to the Service List	2.80

Total Hours	178.10
Total Professional Services	\$ 101,186.00

Name	Hours	Rate
Preet Bell	15.30	\$ 720.00
John van Gent	14.60	\$ 795.00
Sean Zweig	51.70	\$ 750.00
Leonard Gangbar	1.30	\$ 830.00
Andrew Jeanrie	11.50	\$ 720.00
Aiden Nelms	67.00	\$ 390.00
Anders Hoenisch	1.70	\$ 235.00
Julien Sicco	2.30	\$ 235.00
Meg Williams	2.60	\$ 235.00
Susana Shen	8.20	\$ 250.00
Leslie Stacey	0.20	\$ 430.00
Nasim Akbari	1.70	\$ 360.00

Disbursements		Amount
Certificate	\$	68.65
Courier	\$	52.00
Land Title - Search	\$	141.20
Teraview Filing	\$	75.15
Bank Wire	\$	385.00
Total Disbursements	\$	722.00

Other Charges		Amount
Library Computer Search - WestlawNext Canada	\$	1,861.25
Library Computer Search - Quick Law	\$	125.00
Photocopy Charges	\$	105.75
Printing	\$	1,288.25
Colour Printing	\$	10.50
Colour Printing - Large	\$	13.00
Closing Books	\$	205.00
Total Other Charges	\$	3,608.75

GST/HST	\$	13,717.18
TOTAL DUE	\$	119,233.93



Bennett Jones

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: July 8, 2019
Invoice: 1283809

Remittance Statement

Professional Services	\$	101,186.00
Disbursements	\$	722.00
Other Charges	\$	3,608.75
Total Due before GST/HST	\$	105,516.75
GST/HST	\$	13,717.18
Total Due in CAD	\$	119,233.93

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: [REDACTED]
SWIFT Code: [REDACTED]

Intermediary bank: JP Morgan Chase Bank, New York
[REDACTED]

Please include the invoice number on the wire.

Email notification may be sent to: [REDACTED]

Remit by Credit Card (Visa or MasterCard):

Call an Accounts Receivable Specialist at

[REDACTED] with your credit card number, expiry date, and email address.



Bennett Jones

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: August 6, 2019
Invoice: 1288928

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	74,762.50
Disbursements	\$	1,141.37
Disbursements Incurred As Your Agent (Non Taxable)	\$	320.00
Other Charges	\$	801.50
Total Due before GST/HST	\$	<u>77,025.37</u>
GST/HST	\$	9,971.70
Total Due in CAD	\$	<u>86,997.07</u>

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757



Date	Name	Description	Hours
06/06/19	Jelena Petrovic	Emails from and to J. van Gent regarding tax certificates for 1326 Wilson Avenue; Searching VuMap and MPAC to confirm roll numbers; Ordering tax certificate for 1328 Wilson Avenue	0.80
10/06/19	Jelena Petrovic	Emails from and to J. van Gent; Calls to tax department and MPAC to investigate roll number	1.10
28/06/19	Jelena Petrovic	Subsearching PINs and confirming any new registrations	0.50
01/07/19	Sean Zweig	Many emails with TGF, Lerner, the Monitor and A. Nelms in connection with upcoming hearing, and related issues; Resolving [REDACTED] with upcoming hearing; Preparing for hearing; Emails with J. Harnum	3.00
02/07/19	John van Gent	Emails and telephone call with J. MacLellan with respect to questions concerning [REDACTED]; Emails to [REDACTED] and from S. Zweig concerning same; Reviewing notice [REDACTED]; Email to J. MacLellan forwarding same; Email from A. Nelms forwarding issued approval and vesting orders; Numerous emails and office conferences with M. Williams to provide instructions for preparation of draft closing documents for the sale of the Kingston property and the Danforth property	0.80
02/07/19	Aiden Nelms	Reading and considering emails from O. De Guerre regarding updated Kingston AVO; Preparing for July 2 court appearance dealing with Danforth and Kingston; Attending at same; Drafting email to Service List and circulating Orders and Endorsement obtained; Reading, considering and responding to emails regarding the Non-Applicants legal fees	4.80
02/07/19	Meg Williams	Meeting with J. van Gent regarding Kingston and Danforth closing; Drafting closing agendas; Drafting closing documents	2.90
02/07/19	Andrew Jeanrie	Review memorandum regarding [REDACTED]; Review correspondence in from Condo Board; Correspondence to/from D. Sieradzki regarding condo board request	0.70
02/07/19	Sean Zweig	Dealing with [REDACTED]	4.20

Date	Name	Description	Hours
		[REDACTED]; Attending at hearing; Reviewing J. van Gent's email regarding adjustment; Reviewing 16th Report of Non-Applicants; Emails with Lerners and others regarding next steps; Reviewing email to [REDACTED]; [REDACTED]; Reviewing letter from Danforth purchaser; Various emails regarding [REDACTED]; Reviewing information provided by CBB; Emails regarding First Source payout statements; Emails regarding Kennedy offer; Emails with D. Miller; Emails regarding [REDACTED]; Emails regarding Non-Applicants sale process	
03/07/19	John van Gent	Emails to and from O. De Guerre requesting updated realty tax certificates; Emails to and from D. Sieradzki to obtain copies of [REDACTED]; [REDACTED]; Email to O. De Guerre forwarding same	0.20
03/07/19	Meg Williams	Preparing closing document blacklines	0.20
03/07/19	Andrew Jeanrie	Correspondence to/from B. Kofman regarding reserve funds; Correspondence to/from S. Zweig	0.30
03/07/19	Aiden Nelms	Reading and considering emails from O. De Guerre and J. van Gent regarding tax certificates; Reviewing Non-Applicant status tracker; Reviewing and considering various summaries of accounts from CBB regarding their fees to date; Reviewing Bennett Jones' total fees to date in respect of mandate and drafting a chart comparing the same to those of CBB; Corresponding with S. Zweig and KSV regarding same; Drafting letter in response to A. Haque regarding 250 Danforth; Conferring with S. Zweig regarding same; Corresponding with KSV regarding same	4.30
03/07/19	Preet Bell	Reviewing correspondence and materials in respect of [REDACTED], and discussing same with S. Zweig; Discussing [REDACTED] with S. Zweig, and reviewing and analyzing relevant statutory provisions and other authorities in respect of same; Considering [REDACTED] arising out of same	2.60
03/07/19	Sean Zweig	Reviewing correspondence with Caishen; Emails regarding Non-Applicant matters; Emails regarding [REDACTED]; Discussion with P. Bell	1.70



Date	Name	Description	Hours
		regarding same; Various correspondence in connection with [REDACTED]; Emails with J. Grout regarding Elm properties; Emails regarding [REDACTED]; Reviewing D. Sieradzki's comments on letter	
04/07/19	John van Gent	Numerous office conferences with M. Williams to discuss comments arising from drafting closing agendas and closing documents for the sale of the Kingston and Danforth properties; Telephone call with O. De Guerre concerning request for an execution of the closing date to facilitate financing the acquisition of the Kingston and Danforth properties; Email to B. Kofman and D. Sieradzki providing an update on same; Telephone call with S. Zweig to discuss same; Emails to and from S. Zweig and A. Nelms concerning a request for an [REDACTED]; Obtaining re-directions for closed transactions; Email to S. Zweig and A. Nelms forwarding same	1.00
04/07/19	Aiden Nelms	Finalizing letter in response to A. Haque regarding 250 Danforth; Phone call with J. Bornstein regarding CPO, June WIP and Non-Applicant update; Drafting email to CBB regarding Non-Applicant fees to date; Corresponding with S. Zweig regarding same; Reading and considering email from P. Bell regarding research on [REDACTED]	3.20
04/07/19	Andrew Jeanrie	Meeting with P. Bell regarding [REDACTED]	0.30
04/07/19	Meg Williams	Preparing blacklines of Kingston and Danforth closing documents; Preparing direction of funds document; Preparing monitor's certificate	0.80
04/07/19	Preet Bell	Conducting extensive research and analysis on [REDACTED] and considering issues arising out of same; Review and analysis of relevant [REDACTED]; Drafting correspondence to S. Zweig in respect of same; Meeting with A. Jeanrie to discuss issues in respect of [REDACTED]; Conducting [REDACTED]	4.30
04/07/19	Sean Zweig	Correspondence throughout day regarding [REDACTED]	2.10



Date	Name	Description	Hours
		[REDACTED]; Emails with C. Kuehl regarding guarantee exposure; Discussion with J. van Gent regarding request for extension; Reviewing P. Bell's analysis regarding [REDACTED]; Emails regarding Danforth deposits; Discussions with A. Nelms; Emails regarding Non-Applicant property; Reviewing comments on Danforth deposit documents; Emails regarding Birchmount matters	
05/07/19	John van Gent	Reviewing and preparing comments on draft closing agendas and draft closing documents for the sale of the Kingston and the Danforth properties; Office conference with M. Williams to discuss same; Email from M. Williams forwarding revised drafts of the closing agendas and the related closing documents; Office conference with A. Nelms to discuss questions concerning [REDACTED]	0.80
05/07/19	Aiden Nelms	Reading and considering [REDACTED] Reviewing Re-Direction Re: Funds for certain Applicant properties; Compiling certain distribution information on the Applicant properties for C. Kuehl; Conferring with J. van Gent regarding same	2.90
05/07/19	Meg Williams	Meeting with J. van Gent to discuss closing documents; Amending closing documents	0.80
05/07/19	Sean Zweig	Emails and discussions regarding CPO; Two calls with CBB; Emails regarding [REDACTED]; Various emails with Y. Baykara; Call with D. Sieradzki; Multiple discussions with A. Nelms; Reviewing and revising response to Lerner's request; Reviewing CIM for Non-Applicant property and related materials; Emails regarding same; Reviewing Danforth and Kingston closing documents; Emails regarding [REDACTED]	2.80
06/07/19	Sean Zweig	Various emails with B. Kofman throughout day; Emails with J. Bornstein regarding Don Hillock closing developments	0.50
08/07/19	John van Gent	Email from J. Petrovic forwarding updated realty tax, and water certificates; Reviewing same; Email to O. De Guerre forwarding same; Email to M. Williams with instructions to prepare statement of adjustments for the Danforth and Kingston properties; Numerous emails from D. Sieradzki	0.30

Date	Name	Description	Hours
		forwarding TD invoices for re-direction re: funds with respect to the sale of the Danforth and Kingston properties	
08/07/19	Aiden Nelms	Conferring with S. Zweig regarding schedule illustrating Applicant mortgagee distributions; Revising same; Corresponding with D. Sieradzki regarding same; Corresponding with C. Kuehl regarding same; Reviewing and considering recent draft of Mutual Release and Termination Agreement for 250 Danforth; Revising Claims Procedure Order to reflect Lerner's proposed changes; Corresponding with S. Zweig regarding same	4.10
08/07/19	Meg Williams	Drafting statement of adjustments for Danforth and Kingston properties	1.20
08/07/19	Preet Bell	Meeting with S. Zweig to discuss issues [REDACTED]; Reviewing and analyzing materials in respect of same	0.40
08/07/19	Sean Zweig	Discussion with P. Bell regarding [REDACTED]; Various emails regarding Don Hillock property; Drafting email to CBB; Emails with C. Kuehl; Various emails in connection with upcoming closings; Discussion with A. Nelms regarding information requested by Lerner's; Emails regarding same; Reviewing revised release for [REDACTED]; Reviewing and commenting on revised CPO	1.60
09/07/19	Aiden Nelms	Reviewing and considering Non-Applicants Seventeenth Report; Reviewing and considering correspondence regarding Don Hillock property; Reviewing and considering correspondence from A. Soutter regarding certain updates; Corresponding with S. Zweig and C. Kuehl regarding SOA and re-Directions for Kingston and Danforth properties	2.00
09/07/19	Sean Zweig	Reviewing status regarding [REDACTED]; Reviewing information in connection with requests by Lerner's, and emails regarding same; Call with J. Larry regarding Kennedy property; Emails with A. Soutter; Reviewing Report of Non-Applicants; Emails with Monitor regarding same; Emails regarding Don Hillock property	1.30
10/07/19	John van Gent	Office conference with M. Williams to discuss questions concerning [REDACTED]	0.50

Date	Name	Description	Hours
		[REDACTED]; Compiling information to complete record books for completed sales	
10/07/19	Meg Williams	Completing statement of adjustments for Danforth and Kingston properties	0.50
10/07/19	Aiden Nelms	Drafting and revising Claims Procedure Order; Corresponding with S. Zweig regarding same	0.90
10/07/19	Sean Zweig	Emails regarding Danforth deposit return letters; Reviewing further revised draft of CPO, and revising same; Emails with creditor of 159 Carrville; Reviewing request for extension of closing; Emails regarding same	1.00
11/07/19	John van Gent	Email from O. De Guerre forwarding a formal letter requesting an extension of the closing date; Reviewing same; Emails to and from S. Zweig concerning same; Email from S. Zweig confirming a [REDACTED]	0.20
11/07/19	Sean Zweig	Various emails and calls throughout day regarding request for extension for closing; Reviewing letter from Birchmount Condo Board; Emails with C. Kuehl; Various emails with J. Bornstein regarding CBB role, etc.; Call with Y. Baykara	1.50
12/07/19	Aiden Nelms	Meeting with CBB, Lerner and Grout regarding forthcoming motion, CBB's fees to date and mandate moving forward; Miscellaneous correspondence throughout the day with various stakeholders and KSV; Call with O. De Guerre regarding Caishen's extension request; Drafting and revising letter to CBB regarding fees and mandate moving forward; Conferring with S. Zweig regarding Claims Procedure Order	5.70
12/07/19	John van Gent	Numerous emails to and from S. Zweig concerning amendment to agreement of purchase and sale for the Danforth and the Kingston properties; Telephone call with S. Zweig to discuss [REDACTED]	0.50
12/07/19	Sean Zweig	Various emails with Monitor regarding closing extension; Emails with L. Ellis regarding CPO, and discussion with Monitor regarding same; Meeting	4.10



Date	Name	Description	Hours
		with B. Kofman and D. Sieradzki; Meeting with Lerners, J. Grout and CBB; Call with Caishen's counsel; Call with J. Larry; Emails with Y. Baykara; Emails regarding [REDACTED], and considering same; Reviewing and revising draft letter to CBB	
13/07/19	Sean Zweig	Reviewing B. Kofman's comments on draft letter and finalizing same; Emails with O. De Guerre and J. van Gent regarding amending agreements; Emails with Monitor regarding same	0.50
14/07/19	Sean Zweig	Emails with J. Larry; Reviewing correspondence with Danforth purchaser	0.30
15/07/19	John van Gent	Drafting amending agreements to the agreements of purchase and sale with respect to the Kingston and Danforth properties; Email to S. Zweig forwarding same for review and comment; Email from S. Zweig with comments on same; Revising same; Emails to and from D. Sieradzki with respect to comments on same; Completing further revisions to same; Email to O. De Guerre forwarding amending agreements for review and comment; Facilitating execution and delivery of amending agreements; Telephone call with M. Williams to provide instructions concerning statements of adjustments for the Kingston and Danforth properties, and updated critical dates lists; Facilitating payment of the additional deposits with respect to the sale of the Kingston and Danforth properties	2.00
15/07/19	Aiden Nelms	Conference call with TGF regarding general update on file; Reviewing and considering Amending Agreements regarding [REDACTED]; Conference call with L. Ellis regarding past correspondence and the claims procedure order; Telephone call with KSV regarding same	2.80
15/07/19	Sean Zweig	Reviewing and commenting on Amending Agreement; Various emails regarding same and finalizing same; Emails regarding Forme head office expenses; Call with TGF; Follow-up emails regarding same; Call with L. Ellis; Discussion with B. Kofman regarding same	2.70
16/07/19	John van Gent	Facilitating receipt of additional deposits; Facilitating execution, delivery and circulation of	0.50

Date	Name	Description	Hours
		amending agreements with respect to the Danforth property and the Kingston property; Numerous emails to and from entire working group concerning same; Emails to and from M. Williams concerning updating critical dates lists; Reviewing and providing comments on same	
16/07/19	Aiden Nelms	Reading and considering email from D.J. Miller regarding [REDACTED] [REDACTED] Drafting and revising letter to M. Wang regarding [REDACTED] Corresponding with S. Zweig and KSV regarding same; Revising and reviewing Claims Procedure Order in light of further comments	3.30
16/07/19	Meg Williams	Updating critical dates list for Kingston and Danforth; Circulating lists; Updating calendar invitations	1.00
16/07/19	Sean Zweig	[REDACTED] [REDACTED]; Call with S. Kukulowicz; Receipt of additional deposit from purchaser, and emails regarding same; Call with J. Bornstein regarding non-applicant update; Emails with Monitor regarding same; Call with B. Kofman regarding CPO; Discussion with A. Nelms regarding same; Reviewing and commenting on draft letter to M. Wang; Reviewing Don Hillock update; Emails with D. Miller and Monitor regarding extension of closing date; Further call with B. Kofman; Reviewing email from D. Michaud; Emails regarding [REDACTED]	2.50
17/07/19	Meg Williams	Updating closing documents to reflect new closing date	0.50
17/07/19	Aiden Nelms	Reviewing and revising draft of claims procedure order; Phone call with mortgagee counsel on Elm properties; Conference call with Cushman, KSV and CBB regarding status of sale process in respect of the Non-Applicant properties	2.10
17/07/19	Sean Zweig	Reviewing correspondence with Monitor and CBB regarding [REDACTED]; Reviewing B. Kofman's comments on letter to Mr. Wang, and finalizing same; Further emails regarding head office funding; Emails regarding Danforth deposits; Discussions with A. Nelms; Emails with Monitor regarding supplemental report; Call with Cushman	2.10



Date	Name	Description	Hours
		regarding Non-Applicants; Follow-up discussion with Monitor regarding same	
18/07/19	Aiden Nelms	Reviewing and considering correspondence from KSV and CBB [REDACTED]; Corresponding with S. Zweig regarding same; Drafting and revising letter to CBB regarding same; Reading and considering C. Kuehl's letter regarding [REDACTED]; Reading and considering J. Grout's letter regarding [REDACTED]	2.70
18/07/19	Sean Zweig	[REDACTED], and revising draft letter regarding same; Emails with A. Soutter regarding requests; Reviewing email from KMB; Emails with A. Nelms regarding call from C. Kuehl; Reviewing draft letter from C. Kuehl; Reviewing draft letter from J. Grout; Emails with D. Sieradzki regarding letters	1.20
19/07/19	Aiden Nelms	Reviewing KSV changes to letter to M. Wang; Reviewing and considering certain correspondence regarding [REDACTED]; Reviewing revised J. Grout mandate letter to ensure all suggested changes were made; Corresponding with S. Zweig and KSV regarding same; Reviewing and revising C. Kuehl's mandate letter; Call with C. Kuehl regarding her letter to the Monitor	1.50
19/07/19	Sean Zweig	Emails with B. Kofman regarding letters from M. Wang's counsel; Reviewing comments on same and various correspondence in connection with same; Reviewing revised drafts and further correspondence; Reviewing 18th Report of Non-Applicants; Emails regarding CBB role and fees; Call with S. Kukulowicz; Call with C. Ho; Emails with C. Kuehl; Emails with J. Grout; Emails regarding [REDACTED]	1.90
20/07/19	Sean Zweig	Reviewing B. Kofman's comments on draft email to CBB, revising same, and sending; Reviewing invoice received from Forme and considering same; Emails with C. Kuehl	0.40
21/07/19	Sean Zweig	Emails with B. Kofman regarding [REDACTED]; Reviewing comments from B. Kofman on letter from M. Wang's counsel; Emails regarding same; Emails with J. Larry	0.50



Date	Name	Description	Hours
22/07/19	Aiden Nelms	Revising draft of Claims Procedure Order; Corresponding with S. Zweig regarding same and blacklines to previous version	1.10
22/07/19	Sean Zweig	Emails regarding [REDACTED]; Emails with TGF; Reviewing and commenting on revised CPO; Emails regarding Report and [REDACTED]	1.70
23/07/19	John van Gent	Email from D. Sieradzki forwarding an OREA form of purchase agreement for the Elm property; Completing a high level review of same; Office conference with S. Zweig to discuss [REDACTED]; Numerous emails to and from D. Sieradzki and S. Zweig concerning [REDACTED]	0.50
23/07/19	Aiden Nelms	Reviewing and revising claims procedure order; Corresponding with S. Zweig regarding same; Drafting correspondence to KSV regarding same; Reviewing and considering Eighteenth Report of the Non-Applicants; Reviewing and considering Nineteenth Report of the Non-Applicants; Conferring with S. Zweig regarding same	3.60
23/07/19	Aiden Nelms	Reviewing and revising Supplemental Report to the Seventh Report	0.60
23/07/19	Sean Zweig	Reviewing 63 Elm offer; Emails and discussions regarding same; Reviewing 19th Report from Non-Applicants; Discussions with A. Nelms regarding revised CPO; Reviewing and commenting on further draft; Emails with J. Grout and KSV regarding revised letters; Reviewing and commenting on draft Report; Reviewing A. Nelms' comments on same	2.00
24/07/19	John van Gent	Reviewing OREA form of agreement of purchase and sale for the 63 Elm property; Preparing mark-up of same; Drafting schedule to same; Numerous emails to and from D. Sieradzki, B. Kofman and S. Zweig concerning comments on same; Revising schedule	2.00
24/07/19	Aiden Nelms	Reviewing and revising claims procedure order; Corresponding with S. Zweig and KSV regarding same; Reviewing and considering revised drafts of C. Kuehl and J. Grout's letters regarding their respective mandates	1.40



Date	Name	Description	Hours
24/07/19	Sean Zweig	Reviewing and commenting on multiple versions of Supplemental Report; Emails regarding return of Danforth deposits; Various emails regarding 63 Elm sign-back, and reviewing draft of same; Emails with J. Grout and C. Kuehl; Emails with TGF; Call with S. Kukulowicz; Emails with B. Kofman regarding same	2.40
25/07/19	Aiden Nelms	Reviewing and considering emails regarding [REDACTED]; Phone call with J. Larry regarding same; Conference call with CBB and KSV regarding Non-Applicant counsel's role moving forward	1.00
25/07/19	Sean Zweig	Various emails with Monitor; Emails with D. Sieradzki regarding [REDACTED]; Reviewing email regarding [REDACTED]; Call with Monitor and G. Benchetrit; Call with J. Larry regarding Kennedy property; Call with B. Kofman regarding same; Call and email to T. Russell regarding same; Call with Monitor and S. Kukulowicz; Reviewing and commenting on revised Report	1.80
26/07/19	John van Gent	Emails and office conference with S. Zweig to discuss status of purchase agreements for the 63 Elm property and the Kennedy property; Emails to and from D. Sieradzki concerning questions with respect to the sale of the 63 Elm property	0.30
26/07/19	Sean Zweig	Reviewing and revising further draft of Supplemental Report; Call with Caishen's counsel; Call with C. Kuehl; Emails regarding 63 Elm questions; Reviewing email from A. Yang	1.10
29/07/19	John van Gent	Emails to and from S. Zweig with respect to revisions to the agreement of purchase and sale for the 63 Elm property	0.10
29/07/19	Sean Zweig	Emails regarding [REDACTED]; [REDACTED] Emails with C. Kuehl; Call with KSV regarding CPO; Reviewing additional comments from D. Sieradzki; Revising same; Various emails with J. Larry; Reviewing Kennedy payout statement received; Reviewing voicemail from D. Michaud; Emails regarding same; Reviewing correspondence received regarding 63 Elm; Reviewing additional offer received; Emails with B. Kofman; Reviewing further correspondence	2.10



Date	Name	Description	Hours
		regarding 63 Elm	
30/07/19	John van Gent	Email from S. Zweig with new agreement of purchase and sale for the 63 Elm property; Reviewing same; Telephone call with S. Zweig to discuss same	0.70
30/07/19	Sean Zweig	Emails regarding [REDACTED]; Reviewing 20th Report of Non-Applicants; Emails regarding bank record and statements; Call with J. van Gent regarding 63 Elm agreement; Call with D. Sieradzki regarding same; Revising same; Reviewing [REDACTED] and considering same; Call with J. Larry regarding same; Emails with counsel for M. Wang; Emails with Caishen's counsel; Reviewing B. Kofman's comments on CPO and revising same; Call with counsel for 63 Elm purchaser; Email to Monitor regarding same	2.80
31/07/19	John van Gent	Emails to and from S. Zweig concerning [REDACTED]; Beginning to review same; Email from S. Zweig forwarding fully executed agreement of purchase and sale for the 63 Elm property; Emails to and from M. Williams and S. Zweig concerning preparation of a critical dates list for the 63 Elm property; Reviewing and providing comments on same	0.60
31/07/19	Sean Zweig	Call with S. Kukulowicz; Reviewing revised 63 Elm agreement, and emails regarding same, critical dates list, etc.; Reviewing updated First Source discharge statements; Reviewing letter from TGF and considering same; Emails with C. Kuehl; Reviewing email from O. De Guerre regarding Kingston sale; Emails with D. Miller regarding Kingston closing	1.40
31/07/19	Aiden Nelms	Reading and considering emails regarding Lerner's motion; Reading and considering correspondence and letter from D.J. Miller regarding same	0.70
Total Hours			129.80
Total Professional Services			\$ 74,762.50

Name	Hours	Rate
Preet Bell	7.30 \$	720.00
John van Gent	11.00 \$	795.00
Sean Zweig	51.20 \$	750.00
Andrew Jeanrie	1.30 \$	720.00

August 6, 2019
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Client: 074735.00022
Invoice No.: 1288928

Name	Hours	Rate
Aiden Nelms	48.70 \$	390.00
Meg Williams	7.90 \$	235.00
Jelena Petrovic	2.40 \$	240.00

Disbursements	Amount
Certificate	\$ 517.52
Courier	\$ 11.00
Land Title - Search	\$ 612.85
Total Disbursements	\$ 1,141.37

Disbursements Incurred As Your Agent (Non Taxable)	Amount
Government Filing	\$ 320.00
Total Disbursements Incurred as Your Agent	\$ 320.00

Other Charges	Amount
Library Computer Search - WestlawNext Canada	\$ 132.00
Photocopy Charges	\$ 9.25
Colour Photocopy	\$ 1.50
Printing	\$ 311.25
Colour Printing	\$ 33.50
Colour Printing - Large	\$ 4.00
Closing Books	\$ 310.00
Total Other Charges	\$ 801.50
GST/HST	\$ 9,971.70
TOTAL DUE	\$ 86,997.07



Bennett Jones

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: August 6, 2019
Invoice: 1288928

Remittance Statement

Professional Services	\$	74,762.50
Disbursements	\$	1,141.37
Disbursements Incurred As Your Agent (Non Taxable)	\$	320.00
Other Charges	\$	801.50
Total Due before GST/HST	\$	77,025.37
GST/HST	\$	9,971.70
Total Due in CAD	\$	86,997.07

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: [REDACTED]
SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
[REDACTED], SWIFT Code: CHASUS33

Please include the invoice number on the wire.

Email notification may be sent to: [REDACTED]

Remit by Credit Card (Visa or MasterCard):
Call an Accounts Receivable Specialist at
(403) 298-3137 or (403) 298-3164 with your credit card number, expiry date, and email address.



Bennett Jones

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: September 9, 2019
Invoice: 1293731

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	86,989.50
Disbursements	\$	372.29
Disbursements Incurred As Your Agent (Non Taxable)	\$	320.00
Other Charges	\$	632.50
Total Due before GST/HST	\$	88,314.29
GST/HST	\$	11,439.26
Total Due in CAD	\$	99,753.55

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757



Date	Name	Description	Hours
01/08/19	John van Gent	Reviewing and revising critical dates list; Email to S. Zweig forwarding same; Completing review of agreement of purchase and sale for the Kennedy property; Telephone call with S. Zweig to discuss comments on same	1.20
01/08/19	Andrew Jeanrie	Discussion with S. Zweig regarding [REDACTED]	0.30
01/08/19	Sean Zweig	Reviewing email from J. van Gent regarding Kingston closing direction; Dealing with 63 Elm Critical Dates List; Call with Monitor regarding letter from TGF; Reviewing information from Elm broker and drafting email to J. Grout; Drafting response to TGF letter; Many emails with C. Kuehl; Call with C. Kuehl; Emails with D. Sieradzki regarding [REDACTED]; Working on potential resolution of upcoming motion, and significant correspondence in connection with same; Reviewing [REDACTED]; Reviewing B. Kofman's comments on letter and revising same; Call with B. Kofman; Marking up credit bid APS	4.90
02/08/19	John van Gent	Reviewing revisions to agreement of purchase and sale for the Kennedy property; Email to S. Zweig with comments on same; Emails to and from S. Zweig and N. Akbari concerning preparation of security opinions for the Kennedy, 59 Elm and 63 Elm properties; Emails to and from B. Kofman and D. Sieradzki with respect to comments on the revised agreement of purchase and sale for the Kennedy property	0.70
02/08/19	Andrew Jeanrie	Reviewing [REDACTED]; Discussion with S. Zweig	0.40
02/08/19	Aiden Nelms	Reading and considering letter from D.J. Miller; Reading and considering letter from S. Zweig to D.J. Miller; Reading and considering correspondence regarding same; Reading and considering [REDACTED]; Drafting schedules for Claims Procedure Order; Reading and considering Non-Applicants' twentieth report	3.60
02/08/19	Sean Zweig	Reviewing J. van Gent's comments on credit bid APS and revising same; Reviewing B. Kofman's comments on letter and revising same; Many emails and calls in connection with upcoming motion; Call with S. Kukulowicz; Calls with B.	5.30



Date	Name	Description	Hours
		Kofman; Reviewing notices from City regarding Kennedy property; Discussion with A. Jeanrie regarding same; Emails with Monitor regarding [REDACTED]; Dealing with further revisions to letter to TGF; Call with Monitor; Reviewing various correspondence in connection with payments from trust account; Reviewing B. Kofman's CPO comments and revising same; Emails regarding same; Dealing with [REDACTED]	
03/08/19	Sean Zweig	Further emails regarding CPO; Various emails with Monitor regarding [REDACTED], and emails regarding same; Reviewing Supplemental Motion Record from TGF	1.00
04/08/19	Aiden Nelms	Reading and considering Ferina's Responding Supplemental Motion Record; Drafting and revising schedules for claims procedure order; Corresponding with S. Zweig regarding same	2.50
04/08/19	Sean Zweig	Various emails throughout day regarding upcoming motion and potential resolution of same; Reviewing offer received for 59 Elm and emails regarding same	1.10
05/08/19	Aiden Nelms	Conference call with S. Zweig, D.J. Miller and A. Soutter regarding [REDACTED] and [REDACTED] in respect of Lerner's upcoming motion	0.80
05/08/19	Sean Zweig	Emails regarding 59 Elm offer comments; Call with B. Kofman and J. Grout; Many emails throughout afternoon and evening regarding upcoming motion and potential resolution of same; Call with D. Miller; Working on [REDACTED]	2.70
06/08/19	Aiden Nelms	Reviewing and revising schedules to the Claims Procedure Order; Reading and considering the Twenty-first report from the Non-Applicants; [REDACTED]; Reviewing and considering correspondence regarding draft endorsement in respect of Lerner's motion; Conference call with Y. Baykara and C. Ho regarding adjournment request for Lerner's motion; Negotiating and revising [REDACTED]; Conference call with J. Grout and C. Kuehl regarding Lerner's motion and draft endorsement	4.20



Date	Name	Description	Hours
06/08/19	Andrew Jeanrie	Reviewing lease; Drafting letter to tenant; Correspondence to and from S. Zweig	0.50
06/08/19	Nasim Akbari	Pulling PIN and completing execution search, requesting corporation profile and updating opinion letter for J. van Gent's review	0.70
06/08/19	Sean Zweig	Working throughout day to try to [REDACTED], and many calls and emails in relation thereto; Reviewing and revising [REDACTED]; Reviewing final draft; Reviewing 21st Report of Non-Applicants; Preliminary review of CPO schedules; Call with Y. Baykara and C. Ho; Emails regarding 59 Elm and offers; Emails regarding 63 Elm inspection and request for purchase price adjustment	3.40
06/08/19	Olivia D'Innocenzo	Conducting a corporate search on 1296 Kennedy Development and circulating same to N. Akbari	0.30
07/08/19	John van Gent	Reviewing and revising security opinion for the Kennedy property; Emails to and from S. Zweig concerning same; Issuing same; Emails to and from N. Akbari concerning [REDACTED] Numerous emails and office conferences with M. Williams to discuss critical dates lists and draft closing documents for the sale of the Kingston property and the Danforth property; Emails to and from O. De Guerre concerning same; Emails to and from D. Sieradzki, S. Zweig and N. Akbari concerning questions with respect to [REDACTED]; Email from S. Bai concerning questions with respect to [REDACTED]; Considering same; Detailed email to S. Bai responding to same; Telephone call with S. Bai to discuss same	1.80
07/08/19	Aiden Nelms	Reviewing material and preparing for court appearance in respect of Lerner's motion; Attending court regarding same; Drafting correspondence to service list and circulating endorsement regarding same; Drafting and revising claims procedure order schedules; Reviewing and revising claims procedure order; Conferring with S. Zweig regarding same	6.80
07/08/19	Nasim Akbari	Reviewing email from J. van Gent regarding assessment roll numbers for Elm properties	1.20



Date	Name	Description	Hours
07/08/19	Meg Williams	Circulating critical dates lists and closing documents for Kingston and Danforth deal	0.40
07/08/19	Sean Zweig	Many emails and calls in connection with morning's hearing; Preparing for and attending at hearing; Reviewing revised Kennedy security opinion; Emails regarding Elm property assessments; Emails regarding Non-Applicant properties; Emails with T. Russell; Reviewing correspondence with Anglin's counsel; Reviewing [REDACTED] [REDACTED] Reviewing and commenting on CPO schedules; Discussion with A. Nelms regarding revisions to CPO; Reviewing revised draft and emailing to certain parties; Emails with D. Sieradzki regarding 63 Elm	6.00
08/08/19	John van Gent	Emails to and from S. Bai concerning request to [REDACTED]; Emails to and from D. Sieradzki and S. Zweig concerning same; Emails to and from S. Zweig concerning amendment to agreement of purchase and sale for the 63 Elm property; Email from N. Akbari with draft security opinions for the Elm properties; Emails to and from D. Sieradzki and S. Zweig with respect to the agreement of purchase and sale for the Kennedy property	0.50
08/08/19	Aiden Nelms	Meeting with S. Zweig regarding schedules to CPO; Reviewing and revising same; Reviewing and considering email from A. Soutter; Reviewing and considering [REDACTED]	3.10
08/08/19	Nasim Akbari	Preparing draft opinion	1.20
08/08/19	Jelena Petrovic	Confirming assessment roll numbers for Elm Avenue properties	0.20
08/08/19	Sean Zweig	Reviewing signed amendment for 63 Elm; Meeting with A. Nelms regarding CPO forms; Various correspondence in connection with [REDACTED] [REDACTED]; Reviewing email from TGF regarding Kingston payout statement; Reviewing further revised CPO forms; Emails with J. Larry regarding Kennedy property	0.80
09/08/19	John van Gent	Reviewing [REDACTED] [REDACTED]; Office conference with S. Zweig to discuss issues concerning same; Revising same; Email to S. Zweig forwarding drafts for review; Emails to and from entire working group	2.50



Date	Name	Description	Hours
		concerning [REDACTED] under the agreement of purchase and sale for the 63 Elm property, updates to the critical dates list, and instructions concerning closing documents	
09/08/19	Aiden Nelms	Reading and reviewing Opinions for [REDACTED]; Reading and considering 59 Elm APS	1.60
09/08/19	Meg Williams	Updating critical dates list for Elm; Drafting closing agenda	0.80
09/08/19	Sean Zweig	Reviewing correspondence regarding 59 Elm negotiation; Emails with internal team regarding [REDACTED]; Emails with J. Harnum; Discussion with J. van Gent regarding [REDACTED]; Considering [REDACTED]; Emails regarding Non-Applicant property sales	1.50
09/08/19	Preet Bell	Internal correspondence and discussions regarding [REDACTED]; Reviewing materials regarding same	0.40
10/08/19	Sean Zweig	Emails with D. Sieradzki regarding 59 Elm	0.20
12/08/19	Alexandra Terpoy-Heinemann	Calls to tax [REDACTED]; Email to J. van Gent and team regarding same; Call from tax department with roll number confirmation	1.30
12/08/19	John van Gent	Office conference with M. Williams to discuss questions arising from preparation of critical dates lists, closing agenda, and draft closing documents for the sale of the Elm properties; Emails to and from A. Terpoy requesting updated utility and realty tax certificates for the Kingston and Danforth properties; Emails to and from D. Sieradzki concerning adjustments for the sale of the Kingston and Danforth properties; Emails to and from D. Sieradzki with respect to questions related to [REDACTED]; Email from S. Zweig with comments on the [REDACTED]; Revising same; Issuing same	1.00
12/08/19	Meg Williams	Drafting critical dates list, closing agenda, and closing documents for Elm properties	1.70
12/08/19	Aiden Nelms	Reviewing and considering Critical Dates list for 59 and 63 Elm; Drafting correspondence to J. van	2.40



Date	Name	Description	Hours
		Gent and M. Williams regarding First Source Payout Statement and Kennedy and Danforth Ancillary Orders; Drafting and revising AVO for 59 Elm; Drafting and revising AVO for 63 Elm	
12/08/19	Sean Zweig	Reviewing and commenting on Elm security opinions; Various emails in connection with upcoming Danforth and Kingston sales and distributions; Various correspondence in connection with 59 Elm sale; Email to J. Grout regarding 59 Elm sale; Reviewing 59 Elm critical dates list; Reviewing [REDACTED]; Emails in connection with Report for Elm sale approval	1.80
13/08/19	Aiden Nelms	Reviewing and considering opinions for 59 and 63 Elm; Finalizing and circulating draft of Approval and Vesting Order for 59 and 63 Elm to internal working group; Conference call with J. Larry and KSV regarding [REDACTED] and general update	2.40
13/08/19	Sean Zweig	Emails regarding Elm opinions; Reviewing and commenting on draft Elm AVOs; Reviewing Non-Applicants' 22nd Report, and reviewing offer received; Emails and call with Monitor and J. Larry regarding First Source properties; Emails regarding [REDACTED]; Emails with Y. Baykara; Call with Y. Baykara and D. Di Gregorio; Reviewing correspondence regarding Danforth deposit returns; Emails regarding [REDACTED]; Emails with Monitor regarding [REDACTED]	2.30
14/08/19	John van Gent	Numerous emails to and from B. Kofman, D. Sieradzki and S. Zweig concerning [REDACTED] and strategy to address same; Emails to and from M. Shi concerning same; Emails to and from O. De Guerre concerning comments on closing documents for the sale of the Kingston and Danforth properties and requesting an update on the statement of adjustments; Office conference with N. Akbari to provide [REDACTED]; [REDACTED]; Emails to and from N. Akbari and A. Nelms concerning same	0.80



Date	Name	Description	Hours
14/08/19	Nasim Akbari	Discussion with J. van Gent regarding instructions from A. Nelms; Completing Schedule D and E of vesting orders	0.60
14/08/19	Aiden Nelms	Phone call with N. Akbari regarding 59 and 63 Elm Approval and Vesting Orders; Corresponding with N. Akbari regarding same	0.30
14/08/19	Sean Zweig	Emails regarding closing status; Emails regarding outstanding requests from Forme Group; Drafting email in connection with same; Emails regarding [REDACTED]; Emails regarding status of [REDACTED]; Emails regarding [REDACTED]; Various emails in connection with upcoming closings; Various emails in connection with Danforth return protocol	1.20
15/08/19	Alexandra Terpoy-Heinemann	Reviewing updated tax and water certificates and email to team regarding same	0.60
15/08/19	John van Gent	Office conference with M. Williams and H. Zerr to provide instructions for closing the sale of the Kingston and Danforth properties; Email from A. Terpoy forwarding updated utility and realty tax certificates for the Kingston and Danforth properties; Emails to and from M. Williams to provide instructions for updating the statements of adjustment with respect to same	0.50
15/08/19	Meg Williams	Preparing Kingston and Danforth Statements of Adjustment	0.90
15/08/19	Sean Zweig	Emails with J. MacLellan regarding Danforth distributions; Further emails regarding Danforth deposits and related issues; Revising Monitor's statutory declaration and emails regarding same; Call with S. Kukulowicz; Reviewing emails [REDACTED]; Discussions regarding funds in CBB trust account; Emails with Y. Baykara; Emails with D. Sieradzki regarding 59 Elm amendment and sale approvals	1.60
16/08/19	John van Gent	Reviewing realty tax and utility certificates for the Kingston and Danforth properties; Reviewing and revising statements of adjustment for the Kingston and Danforth properties; Emails to and from D. Sieradzki and S. Zweig forwarding same for review and comment	1.20
16/08/19	Aiden Nelms	Reading and reviewing TD Exclusive Listing	3.50



Date	Name	Description	Hours
		Agreement for [REDACTED]; Conferring with S. Zweig regarding same; Corresponding with internal working group and KSV regarding same; Drafting and revising the Monitor's Notice of Motion and Ancillary Orders for the Elm Properties	
16/08/19	Sean Zweig	Discussion with A. Nelms regarding upcoming sale closings and hearing; Reviewing J. Larry's email regarding Kingston payout statement; Emails with J. Grout regarding status of property sales; Emails regarding brokerage fee on Danforth and Kingston sales; Emails regarding [REDACTED]; [REDACTED]; Reviewing emails regarding Danforth deposits; Reviewing draft Statement of Adjustments and discussions regarding same	1.60
18/08/19	Sean Zweig	Reviewing draft Report and A. Nelms' comments on same	0.40
19/08/19	John van Gent	Emails to and from S. Zweig concerning review of the Monitor's report for the sale of the Elm properties; Reviewing and preparing comments on same; Email to S. Zweig with comments on same	0.30
19/08/19	Aiden Nelms	Reviewing and revising Monitor's Eighth Report; Reading and considering revised Eighth Report of the Monitor; Drafting and revising Notice of Motion for August 27 appearance; Drafting and revising Ancillary Order and Sealing Order in respect of same; Corresponding with KSV in respect of same	5.20
19/08/19	Sean Zweig	Reviewing and commenting on draft 8th Report; Reviewing and commenting on Orders and Notice of Motion; Discussion with A. Nelms regarding same; Emails with A. Martis regarding [REDACTED]; [REDACTED]; Reviewing revised drafts of Orders and Notice of Motion; Various emails with D. Sieradzki	1.90
20/08/19	Aiden Nelms	Reviewing and finalizing Notice of Motion and Orders in respect of August 27th appearance; Reviewing and considering Twenty-third Report from the Non-Applicants; Reviewing and considering correspondence from KSV and internal working group regarding 59 Elm; Drafting and revising correspondence to the Service List regarding August 27th appearance	2.20
20/08/19	Sean Zweig	Reviewing B. Kofman's comments on 8th Report;	1.70



Date	Name	Description	Hours
		Various emails with Monitor regarding status of 59 Elm; Reviewing Monitor's comments on draft Orders and Notice of Motion; Various emails with C. Kuehl and J. Grout; Reviewing 23rd Report of Non-Applicants, and emails regarding same; Emails with A. Soutter regarding Kingston payout statements; Commenting on draft email to Service List regarding upcoming motion; Emails with D. Miller regarding motion; Emails regarding status of Kennedy property	
21/08/19	John van Gent	Emails to and from S. Zweig concerning [REDACTED]; [REDACTED]; Considering same; Email to O. De Guerre following up on comments on the draft statements of adjustments and the closing documents for the sale of the Kingston and Danforth properties; Emails and telephone call with H. Zerr to provide instructions to facilitate execution and delivery of the seller closing documents with respect to the sale of the Kingston and Danforth properties; Telephone call with S. Zweig to discuss questions concerning [REDACTED]	0.80
21/08/19	Haley Zerr	Reviewing closing documents for Kingston and Danforth transaction; Drafting email to circulate to client for signatures of closing documents	1.30
21/08/19	Aiden Nelms	Conference call with Koskie Minsky and KSV regarding [REDACTED]	1.20
21/08/19	Preet Bell	Discussing [REDACTED] with A. Nelms; Reviewing materials in respect of same	0.30
21/08/19	Sean Zweig	Reviewing correspondence with Birchmount purchasers; Emails regarding [REDACTED]; Call with Koskie Minsky regarding CPO; Follow-up discussion with B. Kofman regarding same; Various emails and discussions regarding [REDACTED], and resolving same; Emails with Y. Baykara; Emails regarding [REDACTED]; Emails regarding [REDACTED]	2.40
22/08/19	John van Gent	Numerous emails to and from S. Zweig concerning fully executed and compiled amendment for the sale of the 59 Elm property; Numerous emails to and from O. De Guerre forwarding executed	1.20

Date	Name	Description	Hours
		<p>purchaser closing documents and to negotiate issues on the statements of adjustment for the Kingston property and the Danforth property; Revising statements of adjustment; Email to O. De Guerre forwarding same for approval; Numerous emails to and from H. Zerr concerning review of executed purchaser closing documents; Telephone call with S. Zweig to discuss re-direction re: funds with respect to the Kingston property and the Danforth property; Emails to and from O. De Guerre to address [REDACTED]; Telephone call with S. Zweig to discuss same</p>	
22/08/19	Aiden Nelms	<p>Reviewing and considering Amendment to Agreement of Purchase and Sale for 59 Elm; Reviewing and finalizing Motion Record for August 27th appearance; Drafting correspondence to the Service List and serving the Motion Record for August 27th appearance; Reviewing and considering correspondence regarding Kingston and Danforth closings; Corresponding with S. Zweig regarding TD Listing Agreement</p>	3.00
22/08/19	Buck Payne	<p>Filing motion at the Commercial List</p>	1.20
22/08/19	Preet Bell	<p>Phone call with S. Zweig regarding [REDACTED]; Reviewing correspondence and materials in respect of same</p>	0.20
22/08/19	Sean Zweig	<p>Various emails regarding [REDACTED]; Emails with Y. Baykara; Call with J. Larry; Finalizing Motion Record and dealing with same; Many emails and discussions in connection with upcoming closings for Danforth and Kingston</p>	2.00
23/08/19	John van Gent	<p>Emails to and from H. Zerr concerning review and approval of purchaser closing deliveries for the sale of the Kingston and Danforth properties; Reviewing Monitor closing deliveries; Detailed email to O. De Guerre forwarding same and summarizing outstanding items for closing of the sale of the Kingston and Danforth properties; Telephone call with O. De Guerre to discuss same; Numerous emails to and from B. Kofman, D. Sieradzki and S. Zweig concerning disbursement of closing proceeds</p>	1.00
23/08/19	Haley Zerr	<p>Reviewing client signature package for deficiencies; Reviewing closing documents</p>	0.80



Date	Name	Description	Hours
23/08/19	Aiden Nelms	Reading and considering letter from D.J. Miller regarding certain requests of the Monitor; Reading, considering and responding to correspondence with respect to Danforth and Kingston transactions	0.80
23/08/19	Sean Zweig	Reviewing various correspondence from Danforth investors, and emails regarding same; Reviewing payout statement received; Emails with various parties regarding distributions to be made; Emails regarding [REDACTED]; Reviewing letter from D. Miller and emails regarding same; Emails with C. Kuehl; Reviewing correspondence with City [REDACTED]	1.30
24/08/19	Aiden Nelms	Conference call with S. Zweig and Y. Baykara regarding Danforth transaction and First Source payout statement	0.60
24/08/19	Sean Zweig	Emails with B. Kofman; Call with Y. Baykara; Email to Y. Baykara; Email to Monitor	0.90
25/08/19	Sean Zweig	Reviewing updated payout statement from Y. Baykara; Emails with G. Benchetrit and Monitor	0.30
26/08/19	John van Gent	Attending to closing of the sale of the Kingston property and the Danforth property; Numerous emails and telephone calls to and from O. De Guerre concerning same; Attending to receipt of balance due on closing and release of Monitor's certificate; Numerous emails and telephone calls with S. Zweig to discuss release of funds; Drafting re-direction re: funds; Emails to and from D. Sieradzki to negotiate and settle same; Facilitating execution and delivery of same; Completing subsearch of title to the Elm properties	1.70
26/08/19	Aiden Nelms	Reviewing and considering Y. Baykara's updated payout statement for Danforth; Reviewing and considering emails regarding [REDACTED] [REDACTED] Compiling certain documents to facilitate information request from D.J. Miller; Corresponding with Y. Baykara regarding First Source payout statement and charge documents; Reading and reviewing correspondence from C. Kuehl regarding certain requests in respect of the August 27th appearance; Coordinating the filing of the Monitor's Certificates in respect of the Kingston and Danforth transactions; Conference call with J.	3.50



Date	Name	Description	Hours
		Larry regarding [REDACTED] [REDACTED]	
26/08/19	Haley Zerr	Filing Monitor Certificates at Commercial List	0.60
26/08/19	Sean Zweig	Reviewing offer received for Derry Road, and emails regarding same, including with CBB; Dealing with issues related to Danforth and Kingston closings and distributions throughout day; Many emails and calls in connection with same; Emails regarding information for response to D. Miller, and considering same; Emails regarding questions from M. Wang on Elm properties sale; Emails regarding [REDACTED]; Emails regarding [REDACTED]; Emails with Y. Baykara; Various emails with Monitor	3.40
27/08/19	John van Gent	Attending to release of closing proceeds from the sale of the Kingston and Danforth properties; Numerous emails to and from D. Sieradzki concerning same; Emails to and from S. Zweig concerning receipt of orders for the sale of the Elm properties	0.30
27/08/19	Aiden Nelms	Preparing for court regarding 59 Elm and 63 Elm transactions; Attending court regarding same; Drafting correspondence and circulating Orders and Endorsement in respect of same to the Service List; Reading and considering email from A. Soutter regarding Ferina and First Source dispute	2.80
27/08/19	Sean Zweig	Emails with J. MacLellan regarding [REDACTED]; Preparing for and attending at Elm sale approval hearings; Reviewing draft note to Danforth investors and commenting on same; Emails regarding distributions; Emails with TGF; Emails regarding Elm [REDACTED]	2.90
28/08/19	John van Gent	Office conference with H. Zerr to review agreements of purchase and sale for the Elm properties and to provide instructions concerning critical dates, and preparation of closing documents; Email from A. Nelms forwarding approval and vesting orders for the Elm properties; Numerous emails to and from S. Zweig and D. Sieradzki concerning release of additional closing proceeds from the sale of the Kingston and Danforth properties; Emails to and from S. Zweig	1.00

Date	Name	Description	Hours
		concerning the occupancy permits for the Elm properties; Emails to and from S. Zweig to confirm counsel for purchasers of the Elm properties; Email to H. Zerr with instructions to circulate critical dates list and to obtain approval of same from purchasers' counsel	
28/08/19	Aiden Nelms	Conference call with Y. Baykara, C. Ho and J. Larry regarding First Source payout statement on Danforth; Drafting correspondence to KSV regarding a summary of same; Corresponding with P. Bell regarding [REDACTED]	1.30
28/08/19	Preet Bell	Meeting with S. Zweig to discuss [REDACTED] and related matters; Conducting [REDACTED] in respect of same, [REDACTED]	2.80
28/08/19	Sean Zweig	Reviewing B. Kofman's comments on Danforth investor email; Call with J. Larry and Y. Baykara regarding Danforth payout; Follow-up discussions and emails regarding same; Many emails regarding distributions to First Source; Discussion with P. Bell regarding [REDACTED]; Emails regarding Elm permits; Reviewing critical dates lists	1.60
29/08/19	John van Gent	Email from D. Sieradzki forwarding occupancy permits for the Elm properties; Emails to and from S. Zweig and H. Zerr concerning circulation of same; Office conference with P. Bell to discuss issues with respect to [REDACTED]	0.70
29/08/19	Aiden Nelms	Reading and reviewing notice to be posted to KSV's website regarding 250 Danforth deposits; Conference call with CBB and Cushman regarding status update of Non-Applicant sale process; Drafting correspondence to Y. Baykara regarding [REDACTED]	1.60
29/08/19	Preet Bell	Completing review and analysis of issues in respect of [REDACTED]; Drafting summary analysis and correspondence to S. Zweig in respect of same; Meeting with J. van	3.20

Date	Name	Description	Hours
		Gent to discuss [REDACTED]; Phone call with S. Zweig to discuss issues in respect of [REDACTED] [REDACTED] Reviewing and analyzing [REDACTED]; [REDACTED]; Drafting summary analysis and correspondence to S. Zweig in respect [REDACTED] [REDACTED]	
29/08/19	Sean Zweig	Emails with B. Kofman; Discussions with P. Bell regarding [REDACTED] and considering same; Emails regarding [REDACTED]; Emails with A. Slavens; Reviewing notice to Danforth purchasers; Emails regarding Don Hillock; Call with Cushman, Monitor and CBB regarding Non-Applicant sale process	1.70
30/08/19	Aiden Nelms	Reviewing and revising statutory declaration in respect of 250 Danforth purchase agreements; Reading and considering correspondence from C. Kuehl regarding [REDACTED]; Reading and considering correspondence from Y. Baykara regarding 250 Danforth purchase agreements and deposits	0.50
30/08/19	Sean Zweig	Emails with C. Kuehl and B. Kofman; Emails with TGF; Emails with Y. Baykara and B. Kofman; Reviewing 24th Report	0.80
31/08/19	Aiden Nelms	Reading and considering Twenty-Fourth Report; Reading and considering email from B. Kofman regarding same	0.50
31/08/19	Sean Zweig	Reviewing B. Kofman's comments on 24th Report, and email to CBB; Emails with J. Larry	0.30
Total Hours			150.50
Total Professional Services			\$ 86,989.50

Name	Hours	Rate
Preet Bell	6.90	\$ 720.00
John van Gent	17.20	\$ 795.00
Sean Zweig	57.00	\$ 750.00
Andrew Jeanrie	1.20	\$ 720.00
Aiden Nelms	54.40	\$ 390.00
Haley Zerr	2.70	\$ 250.00
Buck Payne	1.20	\$ 250.00
Meg Williams	3.80	\$ 235.00
Alexandra Terpoy-Heinemann	1.90	\$ 240.00
Olivia D'Innocenzo	0.30	\$ 365.00



Name	Hours	Rate
Nasim Akbari	3.70 \$	280.00
Jelena Petrovic	0.20 \$	240.00

Disbursements	Amount
Parking	\$ 26.55
Courier	\$ 14.19
Land Title - Search	\$ 161.05
Online Government Service	\$ 30.50
Bank Wire	\$ 140.00
Total Disbursements	\$ 372.29

Disbursements Incurred As Your Agent (Non Taxable)	Amount
Courthouse	\$ 320.00
Total Disbursements Incurred as Your Agent	\$ 320.00

Other Charges	Amount
Printing	\$ 551.50
Colour Printing	\$ 81.00
Total Other Charges	\$ 632.50
GST/HST	\$ 11,439.26
TOTAL DUE	\$ 99,753.55



Bennett Jones

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: September 9, 2019
Invoice: 1293731

Remittance Statement

Professional Services	\$	86,989.50
Disbursements	\$	372.29
Disbursements Incurred As Your Agent (Non Taxable)	\$	320.00
Other Charges	\$	632.50
Total Due before GST/HST	\$	88,314.29
GST/HST	\$	11,439.26
Total Due in CAD	\$	99,753.55

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: [REDACTED]
SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
[REDACTED], SWIFT Code: CHASUS33

Please include the invoice number on the wire.

Email notification may be sent to [REDACTED]

Remit by Credit Card (Visa or MasterCard):

Call an Accounts Receivable Specialist at

(403) 298-3137 or (403) 298-3164 with your credit card number, expiry date, and email address.



Bennett Jones

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: October 3, 2019
Invoice: 1297588

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	45,114.50
Disbursements	\$	413.24
Other Charges	\$	321.00
Total Due before GST/HST	\$	45,848.74
GST/HST	\$	5,960.34
Total Due in CAD	\$	51,809.08

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757



Date	Name	Description	Hours
03/09/19	John van Gent	Email to N. Akbari requesting updated realty tax and utility certificates for the Elm properties; Emails to and from A. Pugliese concerning letter of requisition	0.20
03/09/19	Aiden Nelms	Updating and revising 250 Danforth statutory declaration; Corresponding with KSV regarding same	0.70
03/09/19	Joshua Foster	Meeting with P. Bell to discuss research issue [REDACTED]; Conducting research regarding same; Beginning to draft memorandum regarding same	7.00
03/09/19	Preet Bell	Phone call with KSV to discuss issues in respect of [REDACTED], next steps and related matters; Reviewing and analyzing materials in respect of same, including [REDACTED]; Discussing same with S. Zweig; Attending conference call with J. Larry from Paliare Roland regarding same; Reviewing case law in respect of [REDACTED] Meeting with J. Foster regarding [REDACTED]	2.10
03/09/19	Sean Zweig	Reviewing Monitor's comments on CPO schedules; Emails regarding [REDACTED]; Reviewing correspondence with CBB regarding Non-Applicant sale updates; Emails with certain stakeholders regarding CPO; Preparing for and attending call with Monitor regarding Kingston payout statement; Call with J. Larry and Monitor regarding same; Emails with First Source regarding Kingston payout; Reviewing CBB trust account accounting; Reviewing email from J. van Gent regarding 59 Elm	1.90
04/09/19	John van Gent	Reviewing letter of requisition for the 59 Elm property; Office conference with S. Zweig to discuss same; Conference call with A. Pugliese and H. Zerr to discuss same; Office conference with H. Zerr to provide instructions concerning preparation of closing documents	1.20
04/09/19	Joshua Foster	Finalizing memorandum for P. Bell regarding the [REDACTED]; Corresponding with P. Bell regarding same	1.60
04/09/19	Aiden Nelms	Reviewing and considering Koskie Minsky mark-up	0.80



Date	Name	Description	Hours
		of the Claims Procedure Order; Reading and reviewing the Monitor's Ninth Report	
04/09/19	Haley Zerr	Drafting direction of funds for Elm properties	0.70
04/09/19	Preet Bell	Reviewing research prepared by J. Foster in [REDACTED] and related matters; Considering issues arising out of same; Internal correspondence and discussions regarding same	0.60
04/09/19	Sean Zweig	Discussion with J. van Gent regarding [REDACTED] requisitions; Reviewing correspondence regarding [REDACTED]; Emails regarding status of CPO; Reviewing Koskie Minsky's comments on CPO; Emails regarding bank statements; Reviewing and commenting on draft 9th report; Reviewing 22nd Report of Non-Applicants; Various discussions with B. Kofman	2.00
05/09/19	Aiden Nelms	Call with S. Zweig and C. Kuehl regarding general update and forthcoming comments on the CPO; Reviewing and considering the Monitor's Ninth Report; Corresponding with S. Zweig regarding same	0.80
05/09/19	Sean Zweig	Emails regarding Non-Applicant development; Reviewing B. Kofman's comments on 9th Report; Call with C. Kuehl; Emails regarding [REDACTED]; Reviewing and commenting on further draft of 9th Report; Emails with B. Kofman regarding KM comments on CPO; Emails with D. Sieradzki regarding response to TGF letter	1.50
06/09/19	John van Gent	Reviewing revised letter of requisition for [REDACTED]	0.10
06/09/19	Aiden Nelms	Reviewing and considering emails between Y. Baykara and J. Larry regarding [REDACTED]	0.20
06/09/19	Sean Zweig	Reviewing B. Kofman's comments on 9th Report and providing comments; Further emails with B. Kofman regarding CPO; Emails regarding Non-Applicant matters; Reviewing 59 Elm requisition letter; Various emails regarding 9th Report and language therein; Call with B. Kofman regarding same; Reviewing correspondence regarding [REDACTED]; Emails regarding [REDACTED]	1.50



Date	Name	Description	Hours
08/09/19	Sean Zweig	Reviewing B. Kofman's comments on 9th Report, and emails with B. Kofman and D. Sieradzki regarding same	0.40
09/09/19	John van Gent	Office conference with N. Akbari to discuss preparation of a response to the letter of requisition; Emails to and from D. Sieradzki concerning questions [REDACTED] [REDACTED] Email from H. Zerr forwarding draft closing documents for the sale of the 59 Elm property	0.30
09/09/19	Nasim Akbari	Discussion with J. van Gent about requisition letter from purchaser's counsel; Drafting reply to requisitions; Obtaining tax and water verbals	0.60
09/09/19	Haley Zerr	Drafting statement of adjustments for properties at 59 and 63 Elm Avenue	0.50
09/09/19	Sean Zweig	Reviewing and commenting on revised draft of Report; Reviewing information provided by Y. Zhou, and following up on outstanding matters; Many emails regarding [REDACTED]; Emails in connection with 59 Elm closing; Emails with J. Larry regarding Danforth; Reviewing email regarding [REDACTED]	1.00
10/09/19	John van Gent	Emails to and from D. Sieradzki concerning flow of funds with respect to the sale of the 59 Elm property; Emails to and from N. Akbari concerning draft response to letter of requisition; Email from D. Sieradzki forwarding amending agreement to change the closing date for the sale of the 63 Elm property; Emails to and from H. Zerr concerning updating the critical dates list with respect to same	0.50
10/09/19	Nasim Akbari	Finalizing draft reply to requisition letter and preparing draft statement of adjustments	1.60
10/09/19	Aiden Nelms	Reading and responding to file related emails; Reading and considering the [REDACTED] update	0.50
10/09/19	Haley Zerr	Updating critical dates list and circulating calendar reminders per updated dates for 63 Elm	0.40
10/09/19	Sean Zweig	Reviewing email from Y. Baykara, and emails regarding same; Emails with A. Soutter and others regarding Kingston; Reviewing further revised 9th	1.60

Date	Name	Description	Hours
		Report; Emails regarding Islington; Reviewing 26th Report; Various correspondence with Monitor; Emails in connection with Elm transactions; Emails regarding [REDACTED]; Emails regarding [REDACTED]	
11/09/19	John van Gent	Reviewing and providing comments on draft response to letter of requisition, draft statement of adjustments, and draft direction re: funds; Office conference with N. Akbari to discuss and provide instructions concerning same; [REDACTED] from the sale of the Danforth and Kingston properties; Emails to and from S. Zweig concerning same; Emails to and from H. Zerr concerning draft monitor's certificates with respect to the Elm properties	0.70
11/09/19	Aiden Nelms	Reviewing and considering Ninth Report of the Monitor; Drafting correspondence to the Service List and serving same; Reviewing and considering Affidavit of Service; Coordinating the filing of the Ninth Report of the Monitor	0.90
11/09/19	Nasim Akbari	Amending reply to requisitions and direction regarding funds and emailing to purchaser's counsel	0.60
11/09/19	Preet Bell	Discussing potential interpretation of [REDACTED] with S. Zweig; Reviewing and analyzing materials in respect of same	0.90
11/09/19	Sean Zweig	Various correspondence with Monitor; Various emails regarding [REDACTED]; Emails in connection with [REDACTED] and dealing with same; Reviewing further revised 9th Report; Call with J. Larry regarding multiple properties; Considering issues in connection with [REDACTED], and discussing same with P. Bell; Various emails regarding Elm transactions; Emails regarding Islington property; Emails regarding general ledgers and intercompany claims; Emails with J. MacLellan regarding Danforth distribution	2.00
12/09/19	John van Gent	Emails to and from D. Sieradzki, S. Zweig and A. Jeanrie concerning Tarion certificates; Emails to and from A. Pugliese requesting approval of the draft statement of adjustments and confirmation that nothing further is required with respect to [REDACTED]	0.20



Date	Name	Description	Hours
12/09/19	Andrew Jeanrie	Correspondence to/from D. Sieradzki regarding Tarion registration; Discussion with S. Zweig regarding same	0.30
12/09/19	Aiden Nelms	Conference call with KSV and TGF regarding [REDACTED]; Reviewing and revising schedules to the Claims Procedure Order	1.30
12/09/19	Preet Bell	Attending conference call with mortgagee's counsel, KSV et al. regarding [REDACTED], and legal issues in respect of same; Subsequent phone call with KSV regarding same and next steps; Reviewing and analyzing [REDACTED]	1.20
12/09/19	Sean Zweig	Emails with J. MacLellan regarding [REDACTED]; Emails regarding upcoming Elm closing; Various emails and discussion regarding Tarion matters in connection with Elm closings; Reviewing email from Y. Zhou; Reviewing update email regarding 186 Old Kennedy; Emails regarding [REDACTED]; Preparing for and attending call with TGF regarding Kingston distributions; Follow-up discussion with Monitor; Emails with D. Miller regarding [REDACTED]	1.70
13/09/19	Aiden Nelms	Reviewing and responding to file related emails; Reviewing and considering 250 Danforth Deposit Protocol	0.60
13/09/19	Sean Zweig	Reviewing closing information from Home Trust; Emails regarding CPO; Reviewing and responding to email from A. Soutter regarding Kingston distributions; Reviewing and responding to email from D. Michaud; Correspondence with Monitor regarding various matters; Call with J. Larry; Reviewing email from J. Larry regarding Kingston distributions; Correspondence with CBB regarding 9th Report; Reviewing documents for response to TGF letter, and drafting response to TGF	1.80
14/09/19	Sean Zweig	Emails with G. Benchetrit regarding CPO	0.20
15/09/19	Sean Zweig	Further emails with G. Benchetrit regarding CPO	0.20
16/09/19	John van Gent	Emails to and from A. Pugliese seeking approval of	0.30



Date	Name	Description	Hours
		the statement of adjustments, and that nothing further is required in connection with Tarion for 59 Elm; Facilitating execution and delivery of the direction re: funds and the monitor's certificate; Numerous emails to and from D. Sieradzki concerning same	
16/09/19	Sean Zweig	Various emails regarding Danforth deposits; Multiple emails and call with J. Larry; Emails regarding 59 Elm closing; Many emails regarding Kingston and Danforth holdbacks	1.10
17/09/19	John van Gent	Numerous emails to and from D. Sieradzki concerning HST rebate for Elm properties; Numerous emails and office conferences with M. Wong concerning [REDACTED]; Numerous emails to and from D. Sieradzki and J. Joffe concerning information required to complete [REDACTED]; Detailed email to A. Pugliese forwarding [REDACTED], statutory declaration, and executed direction re: funds with instructions concerning closing; Telephone call with A. Pugliese concerning same; Emails to and from S. Shub concerning mechanics of closing the sale of [REDACTED] via the approval and vesting order as opposed to a transfer	1.30
17/09/19	Andrew Jeanrie	Discussion with M. Wong regarding [REDACTED]; Correspondence to/from J. van Gent regarding same	0.20
17/09/19	Aiden Nelms	Reviewing, considering and responding to file related emails	0.30
17/09/19	Sean Zweig	Emails regarding [REDACTED]; Various emails regarding Danforth deposits, [REDACTED]; Reviewing letter from 63 Elm purchaser and follow-up correspondence; Various emails in connection with [REDACTED] Various emails regarding CPO with C. Kuehl and Monitor; Emails and call with CBB regarding Non-Applicant status; Emails with Monitor regarding same	1.50
18/09/19	John van Gent	Attending to closing issues with respect to the 59 Elm property; Drafting re-direction re: funds with respect to the sale of the 59 Elm Property; Numerous emails to and from D. Sieradzki concerning same; Numerous emails and telephone calls with A. Pugliese, S. Zweig and D. Sieradzki	3.00

Date	Name	Description	Hours
		concerning issues with respect to [REDACTED] [REDACTED]; Closing the sale of the 59 Elm property	
18/09/19	Aiden Nelms	Reading and responding to file related emails; Coordinating the filing of the Monitor's Certificate for 59 Elm	0.60
18/09/19	Sean Zweig	Various correspondence with Monitor throughout day on a number of issues; Many emails and discussions regarding 59 Elm closing and last-minute issues; Various emails regarding Danforth deposits; Call with S. Kukulowicz; Emails with C. Kuehl; Reviewing 27th Report from Non-Applicants, and considering same	2.10
19/09/19	John van Gent	Emails to and from S. Zweig concerning the statement of adjustments for the sale of the 59 Elm property	0.10
19/09/19	Aiden Nelms	Reviewing, considering and responding to file related emails; Reviewing and considering certain Agreements of Purchase and Sale for the Non-Applicant properties; Reviewing and considering the Twenty Seventh Report to the Montior	0.90
19/09/19	Thomas Hughes	Filing documents at the Commercial List	0.70
19/09/19	Preet Bell	Discussing [REDACTED] [REDACTED] with S. Zweig; Conducting research and analysis of same, including review of [REDACTED]	2.10
19/09/19	Sean Zweig	Various discussions regarding Non-Applicant sale process, and emails regarding same; Various correspondence with Monitor; Call with J. Larry regarding three properties; Emails with Monitor regarding same; Call and emails regarding [REDACTED] [REDACTED]; Discussion with P. Bell regarding same; Reviewing receivership application filed by Vector	2.00
20/09/19	Aiden Nelms	Reviewing and responding to file related emails	0.30
20/09/19	Preet Bell	Phone call with L. Gangbar regarding [REDACTED] [REDACTED]; Discussing same with S. Zweig	0.40
20/09/19	Sean Zweig	Emails regarding [REDACTED]; Emails regarding [REDACTED]; Discussions	1.10



Date	Name	Description	Hours
		with R. Fairbloom regarding same; Emails regarding [REDACTED]; Emails with D. Michaud and Monitor regarding claims process; Emails with J. Larry regarding Kennedy	
21/09/19	Sean Zweig	Further emails regarding Kennedy status; Emails regarding claims process and next steps	0.40
23/09/19	Aiden Nelms	Reviewing and responding to file related emails; Reviewing and revising the Claims Procedure Order	2.00
23/09/19	Sean Zweig	Emails regarding status of bank statements; Reviewing correspondence with [REDACTED]; Reviewing and commenting on revisions to CPO	0.50
24/09/19	Aiden Nelms	Reviewing and responding to file related emails; Reviewing and considering the Twenty-Eighth Sale Update of the Non-Applicants; Reviewing and revising the Claims Procedure Order	1.60
24/09/19	Sean Zweig	Various emails with Monitor regarding claims process and other matters; Reviewing 28th Report of Non-Applicants; Emails regarding same; Emails with C. Kuehl regarding status of Kennedy property; Reviewing correspondence with SMI investor; Dealing with issues in connection with [REDACTED]	1.00
25/09/19	Aiden Nelms	Reviewing and responding to file related emails; Preparing for and attending meeting with C. Kuehl and J. Grout regarding Claims Procedure Order	1.70
25/09/19	Sean Zweig	Various emails with Y. Baykara; Email correspondence regarding Danforth holdback; Preparing for and attending meeting with C. Kuehl and J. Grout; Discussion with B. Kofman regarding same	1.80
26/09/19	Aiden Nelms	Reviewing and responding to file related emails; Preparing for and participating in conference call with KSV regarding CPO update	1.10
26/09/19	Sean Zweig	Emails in connection with [REDACTED]; Call with Monitor regarding [REDACTED]; Emails with C. Kuehl regarding same; Reviewing correspondence with creditor; Reviewing update regarding non-applicant purchaser status; Call with S. Kukulowicz; Emails with Monitor regarding same; Reviewing revised	1.40

Date	Name	Description	Hours
		mortgage statement summary and emailing same	
27/09/19	Aiden Nelms	Reviewing and responding to file related emails; Reviewing and considering [REDACTED] [REDACTED]	1.10
27/09/19	Sean Zweig	Emails in connection with CPO hearing and 9:30 for [REDACTED]; Emails regarding books and records; Reviewing Kennedy APS and considering same	0.70
28/09/19	Sean Zweig	Various emails with C. Kuehl regarding two matters; Emails with Monitor and J. Larry regarding Kennedy offer	0.30
30/09/19	Aiden Nelms	Reviewing and responding to file related emails; Comparing and marking up [REDACTED] [REDACTED]; Coordinating with the court in respect of time for the Claims Procedure Order	2.70
30/09/19	Sean Zweig	Emails with D. Michaud; Call with B. Kofman regarding Kennedy APS; Emails with A. Nelms regarding same and reviewing blackline	0.50
Total Hours			77.70
Total Professional Services			\$ 45,114.50

Name	Hours	Rate
Preet Bell	7.30	\$ 720.00
John van Gent	7.90	\$ 795.00
Sean Zweig	30.20	\$ 750.00
Andrew Jeanrie	0.50	\$ 720.00
Aiden Nelms	18.10	\$ 390.00
Joshua Foster	8.60	\$ 250.00
Haley Zerr	1.60	\$ 250.00
Thomas Hughes	0.70	\$ 250.00
Nasim Akbari	2.80	\$ 280.00

Disbursements	Amount
Due Diligence	\$ 206.00
Courier	\$ 27.03
SoundPath Legal Conferencing	\$ 50.11
Land Title - Search	\$ 60.10
Bank Wire	\$ 70.00
Total Disbursements	\$ 413.24

Other Charges	Amount
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Other Charges		Amount
Photocopy Charges	\$	1.75
Printing	\$	287.75
Colour Printing	\$	31.50
Total Other Charges	\$	321.00
	GST/HST	\$ 5,960.34
	TOTAL DUE	\$ 51,809.08



Bennett Jones

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: October 3, 2019
Invoice: 1297588

Remittance Statement

Professional Services	\$	45,114.50
Disbursements	\$	413.24
Other Charges	\$	321.00
Total Due before GST/HST	\$	45,848.74
GST/HST	\$	5,960.34
Total Due in CAD	\$	51,809.08

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: [REDACTED]
SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
[REDACTED], SWIFT Code: CHASUS33

Please include the invoice number on the wire.

Email notification may be sent to: [REDACTED]

Remit by Credit Card (Visa or MasterCard):
Call an Accounts Receivable Specialist at
(403) 298-3137 or (403) 298-3164 with your credit card number, expiry date, and email address.



Bennett Jones

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: November 6, 2019
Invoice: 1303276

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	72,717.00
Disbursements	\$	470.67
Disbursements Incurred As Your Agent (Non Taxable)	\$	320.00
Other Charges	\$	1,338.75
Total Due before GST/HST	\$	74,846.42
GST/HST	\$	9,688.43
Total Due in CAD	\$	84,534.85

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757



Date	Name	Description	Hours
01/10/19	Aiden Nelms	Reviewing and responding to file related emails; Reviewing and considering the 29th sale report; Reviewing and considering endorsement [REDACTED]	1.30
01/10/19	Sean Zweig	Reviewing C. Kuehl's comments on CPO and discussing same; Reviewing 29th Report of Non-Applicants; Emails [REDACTED]	0.50
02/10/19	Aiden Nelms	Reviewing and responding to file related emails; Reviewing and considering C. Kuehl's mark-up of the Claims Procedure Order; Reviewing and considering S. Zweig's revised mark-up of same; Corresponding with the Court regarding court time; Drafting and revising the Claims Procedure Order	3.70
02/10/19	John van Gent	Reviewing facsimile from S. Shub [REDACTED]; Numerous emails and office conference with N. Akbari to provide instructions to address same	0.30
02/10/19	Sean Zweig	Various emails [REDACTED] requests for information and other matters; Call with Monitor regarding proposed Claims Procedure Order; Emails [REDACTED]; Reviewing letter [REDACTED]; Emails in connection with same; Emails with J. Joffe [REDACTED]; Reviewing and commenting on revised CPO	1.60
03/10/19	Aiden Nelms	Reading and responding to file related emails; Phone call with stakeholder [REDACTED]; Reviewing and revising Tenth Report of the Monitor	1.90
03/10/19	Sean Zweig	Emails with C. Kuehl regarding CPO; Emails with J. Grout [REDACTED]; Call with J. Larry and Monitor regarding [REDACTED]; Emails regarding [REDACTED]; Reviewing and commenting on draft CPO Report	1.80
04/10/19	John van Gent	Email to N. Akbari following up on the [REDACTED]	0.10
04/10/19	Aiden Nelms	Reading and responding to file related emails;	0.80

Date	Name	Description	Hours
		Finalizing mark-up of the Monitor's 10th Report	
04/10/19	Sean Zweig	Emails in connection with 63 Elm issue; Reviewing A. Nelms' comments on CPO Report; Emails in connection with receivership application; Reviewing supplemental affidavit of M. Oelbaum	0.90
05/10/19	Aiden Nelms	Reviewing and responding to file related emails; Revising and commenting on the Monitor's 10th Report	3.20
05/10/19	Sean Zweig	Reviewing and commenting on revised CPO Report	0.70
06/10/19	Aiden Nelms	Preparing for and participating in conference call with KSV and counsel for M. Wang regarding Claims Procedure Order; Drafting and revising Claims Procedure Order	1.00
06/10/19	Sean Zweig	Reviewing and commenting on B. Kofman's comments on CPO Report; Call with M. Wang's counsel regarding draft CPO; Reviewing revised draft of CPO resulting therefrom	1.40
07/10/19	Aiden Nelms	Reading and responding to file related emails; Drafting and revising motion material for October 22nd appearance; Reviewing and revising Claims Procedure Order	2.60
07/10/19	Preet Bell	Meeting with S. Zweig [REDACTED]; Reviewing materials in respect of same	0.20
07/10/19	Sean Zweig	Discussion with P. Bell [REDACTED]; Various emails with Y. Baykara; Emails regarding [REDACTED]; Emails regarding [REDACTED]; Reviewing and commenting on revised draft of CPO Report	1.20
08/10/19	Alexandra Terpoy-Heinemann	[REDACTED]; Obtaining PIN and forwarding same to A. Nelms; Additional [REDACTED] and forwarding additional PINs to A. Nelms	0.50
08/10/19	Aiden Nelms	Reviewing and responding to file related emails; Drafting and revising motion materials for October 22 appearance; Reviewing and [REDACTED] [REDACTED] Reviewing and revising	5.20

Date	Name	Description	Hours
		the CPO; Reviewing and revising the 10th Report of the Monitor	
08/10/19	Preet Bell	Conducting [REDACTED]; [REDACTED]; Correspondence with S. Zweig [REDACTED] [REDACTED] for same; Reviewing and analyzing relevant materials	3.60
08/10/19	Sean Zweig	Emails with Danforth mortgagees [REDACTED]; Emails regarding KPMG work; Call with D. Michaud; Reviewing factum for receivership application; Various emails with J. MacLellan [REDACTED]; Emails [REDACTED]; Reviewing further draft of CPO and emails regarding same; Emails with J. Grout; Emails regarding Non-Applicant Report; Reviewing and commenting on draft Notice of Motion and Stay Extension Order; Reviewing responding motion record for receivership application and emails regarding same; Emails regarding final issues in CPO; Emails with P. Bell [REDACTED]; Emails with Y. Baykara; Reviewing further revised CPO; Reviewing D. Sieradzki's comments on same and emails regarding same	3.20
09/10/19	Aiden Nelms	Reviewing and responding to file related emails; Reviewing and considering S. Zweig's and KSV's comments on Notice of Motion; Drafting and revising Notice of Motion; Preparing for and attending receivership applications [REDACTED]; Drafting and revising Claims Procedure Order	6.20
09/10/19	Preet Bell	Conducting [REDACTED]; [REDACTED]; Drafting memorandum to S. Zweig in respect of same	2.40
09/10/19	Sean Zweig	Emails with B. Kofman regarding receivership application; Emails regarding claims officer for CPO and revisions to Order; Reviewing update from A. Nelms on receivership application; Emails with TGF regarding CPO; Reviewing revised Notice of Motion; Reviewing and commenting on revised	1.00

Date	Name	Description	Hours
		CPO	
10/10/19	Aiden Nelms	Reviewing and responding to file related emails; Finalizing motion materials for October 22 appearance; Phone call with court regarding October 15 appearance; Phone call with C. Kuehl regarding Claims Officer; Drafting correspondence to service list	2.80
10/10/19	Preet Bell	Considerin [REDACTED] [REDACTED] Continuing to draft and finalize memorandum to S. Zweig in respect of same; Correspondence with S. Zweig regarding same; Conducting [REDACTED]	3.70
10/10/19	Sean Zweig	Reviewing Monitor's comments on Notice of Motion; Reviewing revised CPO Report, and dealing with same; Emails and call regarding [REDACTED]; Various emails with A. Nelms and Monitor; Reviewing CPO motion record; Reviewing C. Kuehl's email and discussing same with Monitor; Reviewing P. Bell's memorandum [REDACTED] and discussing same	1.50
11/10/19	Aiden Nelms	Reviewing and responding to file related emails	0.60
11/10/19	Thomas Hughes	Filing motion at the commercial list	1.00
11/10/19	Sean Zweig	Various emails with Monitor regarding C. Kuehl's email; Emails regarding [REDACTED]; Emails [REDACTED]; Emails regarding [REDACTED]; Reviewing Non-Applicants' update, and follow-up emails regarding same	1.20
12/10/19	Sean Zweig	Emails with B. Kofman	0.20
13/10/19	Sean Zweig	Emails with G. Benchetrit and B. Kofman regarding CPO; Reviewing responding factum and brief in connection with receivership application	0.60
14/10/19	Sean Zweig	Emails with A. Nelms regarding CPO deliverables; Emails with L. Ellis and B. Kofman	0.30
15/10/19	John van Gent	Numerous emails to and from N. Akbari to confirm [REDACTED]	0.30

Date	Name	Description	Hours
		[REDACTED]	
15/10/19	Nasim Akbari	Obtaining updates on tax and utility accounts	0.20
15/10/19	Aiden Nelms	Reading and responding to file related emails; Coordinating and reviewing [REDACTED]; Reading and [REDACTED]; Considering Y. Baykara's comments [REDACTED]	2.00
15/10/19	Preet Bell	Meeting with R. Akinyemi regarding further [REDACTED] [REDACTED] Reviewing and analyzing materials in respect of same, including additional [REDACTED]	1.80
15/10/19	Sean Zweig	Emails regarding Kennedy update; Drafting response to C. Kuehl; Preparing for and attending at 9:30 [REDACTED]; Emails in connection with 63 Elm transaction; Reviewing Vector's reply factum; Emails in connection with [REDACTED]; Reviewing [REDACTED]; Emails regarding same; Reviewing Non-Applicants' 31st Report; Emails in connection with upcoming receivership application	2.50
16/10/19	John van Gent	Email from N. Akbari forwarding draft statement of [REDACTED]; Reviewing same; Email to D. Sieradzki forwarding same; Telephone call with D. Sieradzki to discuss [REDACTED]; Email to N. Akbari to [REDACTED]	0.50
16/10/19	Nasim Akbari	Preparing draft statement of adjustments; Providing purchaser's counsel with an update on the Alectra utility account	0.70
16/10/19	Aiden Nelms	Reading and responding to file related emails; Preparing [REDACTED] in connection with the Claims Procedure Order	0.50
16/10/19	Sean Zweig	Various emails in connection with 63 Elm closing; Various emails with D. Sieradzki; Emails with J. Grout [REDACTED];	1.10

Date	Name	Description	Hours
		Reviewing Endorsement from receivership application; Emails regarding status of Kennedy property	
17/10/19	Nasim Akbari	Drafting reply to purchaser's counsel's requisition letter	0.80
17/10/19	Aiden Nelms	Reading and responding to file related emails; Reading and [REDACTED] Phone call with mortgagee counsel regarding Claims Procedure Order; Drafting and revising mortgagee and mortgagee counsel spreadsheet for Claims Procedure; Reviewing and revising Notice for Globe and Mail publication	3.20
17/10/19	John van Gent	Email from D. Sieradzki [REDACTED]; Email to N. Akbari providing [REDACTED]	0.20
17/10/19	Preet Bell	Conducting further [REDACTED] in respect of same, including [REDACTED]; Drafting and revising memorandum to S. Zweig in respect of same; Reviewing [REDACTED]	3.40
17/10/19	Sean Zweig	Various emails with Monitor; Call with S. Kukulowicz; Email to Monitor regarding same; Reviewing [REDACTED] Call with B. Kofman; Reviewing draft CPO publication notice; Emails with J. Larry; Emails with P. Bell [REDACTED]; Reviewing and commenting on draft memorandum regarding same	1.90
18/10/19	John van Gent	Emails to and from M. Ghavrani concerning requisition letter, statement of adjustments, and [REDACTED]; Email from N. Akbari forwarding draft response to requisition letter	0.30
18/10/19	Daniel Baum	Revising [REDACTED]	1.80
18/10/19	Aiden Nelms	Reviewing and responding to file related emails; Meeting with D. Baum to discuss [REDACTED]	1.60

Date	Name	Description	Hours
		█; Preparing for and participating in call with D.J. Miller and A. Soutter regarding Claims Procedure Order	
18/10/19	Preet Bell	Meeting with S. Zweig to discuss memorandum on █ █ Reviewing and revising memorandum based on comments in respect of same; Reviewing applicable materials for same	1.90
18/10/19	Sean Zweig	Further discussions with P. Bell regarding memorandum █, and reviewing revised draft; Emails regarding Danforth holdback; Emails with Y. Baykara regarding █; Call with TGF regarding claims procedure order; Considering same and emails with Monitor regarding same; Reviewing M. Wang Affidavit and considering same; Reviewing mark-up of CPO from D. Miller	2.60
19/10/19	Aiden Nelms	Reviewing and responding to file related emails; Drafting and revising the Claims Procedure Order	1.20
19/10/19	Sean Zweig	Emails and call with Monitor █; Revising CPO; Emails with TGF regarding same; Reviewing and finalizing draft, and distributing to Service List; Emails with G. Benchetrit	1.70
20/10/19	Aiden Nelms	Reviewing and responding to file related emails; Preparing for and participating in conference call with C. Kuehl and S. Zweig regarding the revised Claims Procedure Order; Reviewing and revising Claims Procedure Order	1.60
20/10/19	Sean Zweig	Call with C. Kuehl regarding CPO, and emails with Monitor regarding same; Reviewing and commenting on revised CPO to reflect M. Wang comments	1.00
21/10/19	Aiden Nelms	Reviewing and responding to file related emails; Finalizing █; Drafting and revising Claims Procedure Order; Reviewing and █	2.70
21/10/19	Sean Zweig	Emails with B. Kofman regarding revised CPO; █; Discussions with A. Nelms regarding CPO revisions; Reviewing and commenting on revised draft; Emails regarding █	3.40

Date	Name	Description	Hours
		[REDACTED]; Various discussions, calls and emails with C. Kuehl, B. Kofman and A. Nelms regarding CPO and proposed revisions to same; Emails with J. Harnum regarding CPO and upcoming hearing; Emails regarding [REDACTED]; Emails with A. Soutter; Reviewing proposed final CPO	
22/10/19	John van Gent	Drafting closing documents with respect to sale of the 63 Elm property; Reviewing and finalizing flow of funds with respect to same; Reviewing and revising response to requisition letter; Emails to and from M. Wong concerning HST calculations; Facilitating execution and delivery of closing documents by D. Sieradzki; Numerous emails to and from D. Sieradzki to confirm flow of funds and to request a discharge statement from Home Trust; Detailed email to the Purchaser's counsel responding to the requisition letter and providing additional closing documents	2.00
22/10/19	Nasim Akbari	Revising statement of adjustments and co-ordinating HST rebate documents preparation with M. Wong	0.40
22/10/19	Aiden Nelms	Reviewing and responding to file related emails; Preparing for and attending court hearing [REDACTED]	5.60
22/10/19	Sean Zweig	[REDACTED], and various calls and emails in connection with same; Preparing for and attending Claims Procedure Order motion; Many emails in connection with 63 Elm closing; Emails with Monitor regarding next steps under CPO; Reviewing 32nd update of Non-Applicants, including attachments	4.40
23/10/19	John van Gent	Numerous emails to and from S. Shub to address questions concerning closing mechanics; Emails to and from D. Sieradzki to discuss same; [REDACTED] Numerous emails to and from S. Shub concerning [REDACTED]	1.30
23/10/19	Aiden Nelms	Reviewing and responding to file related emails	0.30
23/10/19	Preet Bell	Reviewing and [REDACTED]	1.60



Date	Name	Description	Hours
		[REDACTED]; Conducting [REDACTED]; Discussing same with S. Zweig	
23/10/19	Sean Zweig	Emails regarding Danforth holdback; Reviewing extensive correspondence regarding 63 Elm closing, and discussions with J. van Gent regarding same; Emails with D. Sieradzki regarding CPO requirements	1.00
24/10/19	John van Gent	Email from M. Ghavami concerning comments [REDACTED]; Emails to and from N. Akbari concerning [REDACTED]; Email to D. Sieradzki [REDACTED]	0.20
24/10/19	Aiden Nelms	Reviewing and responding to file related emails; Conference call with Y. Baykara [REDACTED]	0.80
24/10/19	Nasim Akbari	Following up on [REDACTED]	0.20
24/10/19	Sean Zweig	Reviewing correspondence in connection with 63 Elm closing; Call with Y. Baykara; Emails regarding [REDACTED]	0.90
25/10/19	John van Gent	Revising solicitor's undertaking; Detailed email to M. Ghavami forwarding executed closing documents for the sale of 63 Elm	0.50
25/10/19	Aiden Nelms	Reviewing and responding to file related emails	0.20
25/10/19	Preet Bell	Conference call with First Source regarding [REDACTED]; Reviewing and analyzing same, and [REDACTED]	0.60
25/10/19	Sean Zweig	Call with J. Larry and First Source regarding Danforth payout statement; Reviewing Danforth documents received from J. Larry	0.80
27/10/19	Preet Bell	Reviewing materials provided in respect of Danforth property	0.20
28/10/19	John van Gent	Numerous emails and telephone calls with M. Ghavami concerning status of closing; Attending to closing; Emails to and from D. Sieradzki	1.00



Date	Name	Description	Hours
		concerning release of keys; Confirming receipt of balance due on closing and releasing monitor's certificate	
28/10/19	Aiden Nelms	Reviewing and responding to file related emails; Reviewing and [REDACTED]	0.60
28/10/19	Sean Zweig	Multiple emails in connection with 63 Elm closing and distribution to Home Trust; Reviewing Forme's [REDACTED]; Emails with D. Sieradzki regarding same; Emails with J. Grout regarding invoices	0.90
29/10/19	John van Gent	Confirming registration of approval and vesting order and filing of monitor's certificate; Facilitating flow of funds; Numerous emails to and from D. Sieradzki concerning same; Emails to and from Royal LePage concerning confirmation of closing and payment of invoice; Emails to and from D. Sieradzki concerning payment of outstanding water arrears; Office conference with P. Bell to discuss questions concerning [REDACTED]	0.70
29/10/19	Daniel Baum	Filing of Monitor Certificate at Commercial List Office	0.80
29/10/19	Aiden Nelms	Reviewing and responding to file related emails; Meeting with J. Foster; Reviewing and [REDACTED]	0.70
29/10/19	Joshua Foster	Meeting with A. Nelms regarding [REDACTED]	0.20
29/10/19	Nasim Akbari	[REDACTED] and reporting to P. Bell and J. van Gent	0.80
29/10/19	Preet Bell	Reviewing mortgage charge and agreement documentation provided by first mortgagee; Conducting [REDACTED]; [REDACTED]; Discussing mortgage charges and timing of registrations [REDACTED] with J. van Gent and reviewing materials in respect of same	1.60
29/10/19	Sean Zweig	Further emails regarding 63 Elm closing matters; Reviewing 33rd Report of Non-Applicants; Reviewing request from Y. Baykara and emails	1.10



Date	Name	Description	Hours
		regarding same; Call with J. Larry and Monitor regarding [REDACTED]; Emails with D. Sieradzki and C. Kuehl [REDACTED]	
30/10/19	Aiden Nelms	Reviewing and [REDACTED]	0.60
30/10/19	Sean Zweig	Emails with Monitor regarding [REDACTED]	0.20
31/10/19	Sean Zweig	Emails regarding [REDACTED]; Emails regarding [REDACTED]	0.30
Total Hours			126.60
Total Professional Services			\$ 72,717.00

Name	Hours	Rate
Preet Bell	21.00	\$ 720.00
John van Gent	7.40	\$ 795.00
Sean Zweig	39.90	\$ 750.00
Aiden Nelms	50.90	\$ 390.00
Daniel Baum	2.60	\$ 250.00
Joshua Foster	0.20	\$ 250.00
Thomas Hughes	1.00	\$ 250.00
Alexandra Terpoy-Heinemann	0.50	\$ 240.00
Nasim Akbari	3.10	\$ 280.00

Disbursements	Amount
SoundPath Legal Conferencing	\$ 191.32
Land Title - Search	\$ 104.35
Bank Wire	\$ 175.00
Total Disbursements	\$ 470.67

Disbursements Incurred As Your Agent (Non Taxable)	Amount
Courthouse	\$ 320.00
Total Disbursements Incurred as Your Agent	\$ 320.00

Other Charges	Amount
Library Computer Search - WestlawNext Canada	\$ 65.25
Photocopy Charges	\$ 264.50
Printing	\$ 767.50
Colour Printing	\$ 58.50
Colour Printing - Large	\$ 3.00



Other Charges		Amount
Closing Books	\$	180.00
Total Other Charges	\$	<u>1,338.75</u>
GST/HST	\$	9,688.43
TOTAL DUE	\$	<u><u>84,534.85</u></u>



Bennett Jones

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: November 6, 2019
Invoice: 1303276

Remittance Statement

Professional Services	\$	72,717.00
Disbursements	\$	470.67
Disbursements Incurred As Your Agent (Non Taxable)	\$	320.00
Other Charges	\$	1,338.75
Total Due before GST/HST	\$	74,846.42
GST/HST	\$	9,688.43
Total Due in CAD	\$	84,534.85

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



Bennett Jones

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: December 4, 2019
Invoice: 1308562

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	43,400.50
Disbursements	\$	416.16
Disbursements Incurred As Your Agent (Non Taxable)	\$	326.30
Other Charges	\$	1,946.00
Total Due before GST/HST	\$	46,088.96
GST/HST	\$	5,949.15
Total Due in CAD	\$	52,038.11

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757



Date	Name	Description	Hours
01/11/19	Sean Zweig	Reviewing [REDACTED] [REDACTED]	0.10
04/11/19	Sean Zweig	Emails with B. Kofman [REDACTED] [REDACTED]; Reviewing correspondence with investor; Emails [REDACTED]	0.30
04/11/19	John van Gent	Reviewing and providing comments on record book; Compiling additional documents required to complete same	0.20
05/11/19	Joshua Foster	Reviewing facta filed in support of receivership application; Attending at the Commercial List to determine the result of the application; Corresponding with S. Zweig regarding same	1.80
05/11/19	Sean Zweig	Reviewing correspondence [REDACTED]; Emails with J. Foster regarding receivership application, and email to Monitor regarding same; Reviewing [REDACTED]; Meeting with C. Kuehl and the Monitor; Follow-up discussion with the Monitor; Emails with J. Larry [REDACTED]; Emails with KSV regarding same [REDACTED]	1.80
06/11/19	Sean Zweig	Further emails regarding [REDACTED] [REDACTED]; Emails [REDACTED]; Emails regarding [REDACTED]; Emails regarding Danforth deposits	0.60
06/11/19	John van Gent	Email from M. Ghavami concerning return of application to register approval and vesting order and to provide receipted copy of revised application; Emails to and from N. Akbari and D. Sieradzki [REDACTED] [REDACTED]	0.20
07/11/19	Sean Zweig	Emails with C. Ho; Various emails [REDACTED] [REDACTED]	0.50
08/11/19	Sean Zweig	Emails with Monitor and C. Kuehl regarding examination; Further emails [REDACTED] [REDACTED]	0.30
09/11/19	Sean Zweig	Emails regarding [REDACTED]	0.20
11/11/19	Sean Zweig	Emails and calls with C. Kuehl and B. Kofman	0.30
12/11/19	Sean Zweig	Reviewing and commenting on draft examination questions; Reviewing [REDACTED]; Emails [REDACTED]; Emails	1.10



Date	Name	Description	Hours
		with P. Bell [REDACTED]; Reviewing correspondence with C. Ho; Emails with C. Kuehl and B. Kofman regarding examination	
12/11/19	Preet Bell	Reviewing and [REDACTED] and [REDACTED]	0.40
13/11/19	Sean Zweig	Reviewing amendment to Don Hillock APS; Discussion with P. Bell [REDACTED]; Call with KSV [REDACTED]; Various emails in connection with same; Reviewing P. Bell's [REDACTED]; Emails with stakeholders regarding CPO extension	1.40
13/11/19	Preet Bell	Discussing [REDACTED] with S. Zweig; Reviewing and [REDACTED] in respect of same; Continuing [REDACTED], including [REDACTED]; Drafting [REDACTED] to S. Zweig in respect of same	3.80
14/11/19	Aiden Nelms	Drafting and finalizing 9:30 request form; Reading and considering email from P. Bell regarding the [REDACTED]; Reading and responding to file related emails; Drafting and revising Notice of Motion; Drafting and revising Order amending Claims Procedure Order, requiring Mr. Wang to submit to an examination and [REDACTED]	4.10
14/11/19	Daniel Baum	Attending meeting with C. Ho and Y. Baykara	3.90
14/11/19	Preet Bell	Reviewing correspondence from B. Kofman [REDACTED]; Reviewing materials in respect of same; Drafting responses and correspondence regarding same; Discussing same with S. Zweig	0.60
14/11/19	Sean Zweig	Emails with B. Kofman regarding CPO extension; Reviewing emails [REDACTED]; Reviewing correspondence from investor counsel; Discussion with C. Ho [REDACTED]; Emails and discussion [REDACTED]; Emails with C. Kuehl	1.30
15/11/19	Sean Zweig	Emails [REDACTED]; Emails with former Birchmount counsel; Call with S.	2.00

Date	Name	Description	Hours
		Kukulowicz; Call with D. Miller; Reviewing and commenting on draft Report	
15/11/19	Aiden Nelms	Reading and responding to file related emails; Preparing for and participating in a conference call with S. Zweig and D.J. Miller [REDACTED] amend the Claims Procedure Order; Updating Service List; Reviewing and commenting [REDACTED]	3.80
16/11/19	Sean Zweig	Reviewing B. Kofman's comments on Report; Emails [REDACTED]; Emails with A. Nelms regarding draft court materials; Reviewing correspondence [REDACTED]	0.50
17/11/19	Sean Zweig	Reviewing and commenting on draft Order and Notice of Motion; Reviewing revised drafts	0.50
18/11/19	John van Gent	Numerous emails and office conferences with N. Akbari to discuss [REDACTED]; Numerous emails and telephone calls with D. Van Sickle, O. De Guerre and S. Zweig to [REDACTED] Office conference with L. Stacey to provide [REDACTED]	0.60
18/11/19	Aiden Nelms	Reading and responding to file related emails; Meeting with S. Zweig and P. Bell regarding M. Wang [REDACTED]; Preparing for and participating in conference call with J. Larry and KSV [REDACTED]; Drafting and finalizing the Monitor's Motion Record	3.40
18/11/19	Sean Zweig	Various correspondence with Monitor; Discussion with P. Bell [REDACTED]; Reviewing Monitor's comments on Notice of Motion; Discussion with A. Nelms regarding same; Emails and discussion [REDACTED]; Call with J. Larry; Emails with Y. Baykara; Emails [REDACTED]; Reviewing final motion record; Emails with D. Miller regarding [REDACTED]	1.70
18/11/19	Daniel Baum	Filing Motion Record at Court	0.90
18/11/19	Preet Bell	Internal meeting regarding [REDACTED]	1.70

Date	Name	Description	Hours
		[REDACTED] [REDACTED] Reviewing materials in respect of same; Attending conference call with KSV and counsel for First Source [REDACTED] [REDACTED]; Reviewing materials in respect of same	
19/11/19	Aiden Nelms	Reading and responding to file related emails; Drafting and revising endorsement [REDACTED] [REDACTED]; Meeting with P. Bell regarding same	0.80
19/11/19	Preet Bell	Conducting [REDACTED] [REDACTED]; Reviewing and analyzing [REDACTED] in respect of same; Discussing [REDACTED] [REDACTED], and providing materials in respect of same; Reviewing and revising draft language in respect of same; Correspondence with KSV Advisory [REDACTED] [REDACTED]; Researching and conducting [REDACTED] [REDACTED]; Meeting with R. Akinyemi to discuss [REDACTED] [REDACTED]; Meeting with S. Zweig to [REDACTED] [REDACTED]; Canvassing [REDACTED]	5.40
19/11/19	Sean Zweig	Emails [REDACTED]; Reviewing [REDACTED] [REDACTED]; Emails with Monitor [REDACTED]; Emails with D. Miller; Emails regarding [REDACTED] [REDACTED]	0.60
19/11/19	John van Gent	Emails to and from N. Akbari to discuss resolution of the issue [REDACTED] [REDACTED]; Email to M. Ghavami to provide an update with respect to same	0.20
20/11/19	Aiden Nelms	Reading and responding to file related emails; Preparing for court appearance; Reviewing the TD Engagement Letter [REDACTED]	1.80
20/11/19	Preet Bell	Internal meeting [REDACTED] [REDACTED], including with [REDACTED]; [REDACTED];	2.80

Date	Name	Description	Hours
		Reviewing and [REDACTED] [REDACTED] Conducting comprehensive [REDACTED] including [REDACTED] [REDACTED]; Considering issues arising out of same	
20/11/19	Ronke Akinyemi	[REDACTED]; Drafting memorandum on same	6.10
20/11/19	Sean Zweig	Emails with C. Kuehl [REDACTED]; Many emails with Monitor; Emails with C. Kuehl regarding upcoming motion; Discussion with P. Bell and R. Akinyemi; Reviewing R. Akinyemi's analysis; Call with B. Kofman; Call with C. Kuehl regarding upcoming motion and preparing for same	2.70
21/11/19	Aiden Nelms	Reading and responding to file related emails; Conferring with S. Zweig regarding the November 21 appearance; Reviewing TD Engagement Letter regarding First Source's questions in respect of fee entitlement; Drafting correspondence regarding same	2.10
21/11/19	Preet Bell	Drafting [REDACTED] [REDACTED] Reviewing and analyzing materials in respect of same; Discussing same with S. Zweig	2.30
21/11/19	Sean Zweig	Preparing for and attending 9:30; Emails [REDACTED] [REDACTED]; Emails regarding Wang Claims; Reviewing email from L. Ellis; Discussion with each of Monitor and S. Kukulowicz regarding same; Drafting response and emails with Monitor regarding same; Drafting language for cover email to Service List; Reviewing P. Bell's draft email [REDACTED]; Reviewing revised draft; Emails with C. Kuehl and Monitor regarding next steps; Reviewing draft document list for M. Wang; Emails with D. Miller	3.10
21/11/19	Daniel Baum	Enter an order at the Commercial List office	1.00
22/11/19	Preet Bell	Correspondence to KSV [REDACTED] [REDACTED]	0.10
22/11/19	Sean Zweig	Call with J. Larry; Emails with Monitor regarding same; Call with S. Kukulowicz; Emails with Monitor; Emails [REDACTED]	0.70

Date	Name	Description	Hours
		[REDACTED]	
23/11/19	Sean Zweig	Various emails with B. Kofman	0.20
24/11/19	Preet Bell	Reviewing correspondence and materials in [REDACTED]	0.10
24/11/19	Sean Zweig	Various emails [REDACTED] and related matters	0.20
25/11/19	John van Gent	Emails to and from N. Akbari concerning [REDACTED]; Email from S. Zweig forwarding motion record with [REDACTED]	0.20
25/11/19	Aiden Nelms	Reading and responding to file related emails; Reading and considering KMB's Motion Record returnable November 29th; Conferring with S. Zweig regarding same	0.70
25/11/19	Sean Zweig	Reviewing email from G. Dingwall; Emails regarding Non-Applicant proposed motion; Reviewing KMB motion record and emails regarding same; Calls with each of S. Kukulowicz and D. Sieradzki	0.90
26/11/19	John van Gent	Numerous emails to and from N. Akbari concerning [REDACTED]; Emails to and from D. Sieradzki [REDACTED]	0.30
26/11/19	Aiden Nelms	Reading and responding to file related emails; Reviewing and [REDACTED]; Preparing for and participating in conference call with KSV, C. Ho and Y. Baykara [REDACTED]	1.60
26/11/19	Sean Zweig	Reviewing 37th Report; Emails [REDACTED]; Call [REDACTED]; Emails with J. Larry regarding outstanding issues	1.00
26/11/19	Preet Bell	Attending conference call [REDACTED]; Reviewing and analyzing materials for same	1.30
27/11/19	John van Gent	Facilitating payment of [REDACTED];	0.20

Date	Name	Description	Hours
		Letter to the City of Richmond Hill concerning same; Emails to and from entire working group [REDACTED]	
27/11/19	Sean Zweig	Emails with C. Kuehl; Emails with KMB regarding upcoming motion and reviewing draft Order	0.30
28/11/19	Aiden Nelms	Reading and responding to file related emails; Reviewing and considering Forme R&D	0.40
28/11/19	Aylmer Wang	Delivering package to client's offices	0.20
28/11/19	Sean Zweig	Reviewing R&D prepared; Emails with CBB regarding Non-Applicant deliverables; Emails with Monitor [REDACTED]	0.30
29/11/19	Aiden Nelms	Reading and responding to file related emails; Preparing for and attending court appearance [REDACTED]	1.80
29/11/19	Sean Zweig	Reviewing correspondence between [REDACTED]; Reviewing Endorsement and Order granted	0.20
Total Hours			77.60
Total Professional Services			\$ 43,400.50

Name	Hours
Preet Bell	18.50
John van Gent	1.90
Sean Zweig	22.80
Aiden Nelms	20.50
Ronke Akinyemi	6.10
Daniel Baum	5.80
Joshua Foster	1.80
Aylmer Wang	0.20

Disbursements	Amount
Bank Service	\$ 4.72
Courier	\$ 22.00
SoundPath Legal Conferencing	\$ 10.84
Land Title - Search	\$ 328.60
Conveyancer Program Fee	\$ 50.00
Total Disbursements	\$ 416.16



December 4, 2019
Page 9

Client: 074735.00022
Invoice No.: 1308562

Disbursements Incurred As Your Agent (Non Taxable)		Amount
Courthouse	\$	326.30
Total Disbursements Incurred as Your Agent		\$ 326.30

Other Charges		Amount
Library Computer Search - WestlawNext Canada	\$	1,232.25
Photocopy Charges	\$	23.75
Printing	\$	431.00
Colour Printing	\$	102.00
Colour Printing - Large	\$	2.00
Closing Books	\$	155.00
Total Other Charges		\$ 1,946.00
GST/HST		\$ 5,949.15
TOTAL DUE		\$ 52,038.11



Bennett Jones

KSV KOFMAN INC.
150 KING STREET WEST
SUITE 2308
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: December 4, 2019
Invoice: 1308562

Remittance Statement

Professional Services	\$	43,400.50
Disbursements	\$	416.16
Disbursements Incurred As Your Agent (Non Taxable)	\$	326.30
Other Charges	\$	1,946.00
Total Due before GST/HST	\$	<u>46,088.96</u>
GST/HST	\$	5,949.15
Total Due in CAD	\$	<u>52,038.11</u>

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



Bennett Jones

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

KSV KOFMAN INC.
SUITE 2308,150 KING STREET WEST
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: December 31, 2019
Invoice: 1316209

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	18,067.50
Disbursements	\$	67.99
Other Charges	\$	395.50
Total Due before GST/HST	\$	18,530.99
GST/HST	\$	2,409.03
Total Due in CAD	\$	20,940.02

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Date	Name	Description	Hours
02/12/19	Sean Zweig	Call with J. Larry	0.20
03/12/19	Aiden Nelms	Reading and responding to file related emails; Reviewing endorsement regarding fees for counsel to Wang; Reviewing emails from C. Kuehl regarding same; Confering with S. Zweig regarding same	0.90
03/12/19	Sean Zweig	Reviewing [REDACTED]; [REDACTED]	0.30
04/12/19	Sean Zweig	Emails with C. Kuehl	0.20
05/12/19	Aiden Nelms	Reading and responding to file related emails	0.50
05/12/19	Sean Zweig	Emails [REDACTED]; Emails regarding Wang examination	0.30
06/12/19	Aiden Nelms	Reading and responding to file related emails	0.30
06/12/19	Sean Zweig	Call with C. Kuehl regarding examination; Call with D. Sieradzki; Emails with KSV regarding same	0.50
07/12/19	Sean Zweig	Call with B. Kofman regarding examination	0.20
08/12/19	Sean Zweig	Call with C. Kuehl regarding examination; Emails with Monitor regarding same; Emails regarding [REDACTED]	0.40
09/12/19	Aiden Nelms	Reading and responding to file related emails; Meeting with S. Zweig and G. Finlayson regarding upcoming Wang examination [REDACTED]	1.40
09/12/19	Gavin Finlayson	Meet and confer with S. Zweig and A. Nelms regarding examination of M. Wang; Review and [REDACTED]; Arrange for examination date and [REDACTED]	1.00
09/12/19	Sean Zweig	Emails in connection with Danforth SMI; [REDACTED]; Meeting with G. Finlayson and A. Nelms regarding upcoming Wang examination; Follow-up emails with G. Finlayson regarding same	1.40
10/12/19	Gavin Finlayson	[REDACTED] Begin draft of examination outline; Draft Notice of Examination and list of documentary requests; Emails with S. Zweig	2.50

Date	Name	Description	Hours
		regarding notice of examination and cover email to counsel; [REDACTED]	
10/12/19	Aiden Nelms	Reading and responding to file related emails; Reviewing and [REDACTED]; Reviewing and [REDACTED]	0.90
10/12/19	Jelena Petrovic	Downloading [REDACTED] Markham and forwarding same to A. Nelms	0.20
10/12/19	Sean Zweig	Emails with C. Kuehl; Reviewing Non-Applicant 39th Report; [REDACTED]; Various emails in connection with same; [REDACTED]; [REDACTED]	1.00
11/12/19	Gavin Finlayson	Emails with S. Zweig and B. Kofman regarding document requests and examination; Draft examination outline; Emails with proposed interpreter	1.00
11/12/19	Sean Zweig	Call with C. Kuehl; Emails with Monitor and G. Finlayson	0.40
12/12/19	Gavin Finlayson	Emails and call with S. Zweig regarding interpreter and [REDACTED]; Emails with M. Wang counsel; Draft examination outline	0.50
12/12/19	Sean Zweig	Emails with J. Larry; Discussion with G. Finlayson; Emails with Y. Baykara	0.30
13/12/19	Aiden Nelms	Reading and responding to file related emails	0.60
13/12/19	Gavin Finlayson	Revise examination outline; Emails with C. Kuehl regarding interpreter; Emails with interpreter; Emails with S. Zweig, etc., regarding long C. Kuehl email [REDACTED]	0.80
13/12/19	Sean Zweig	Emails regarding Danforth dispute; Call with J. Larry regarding Kennedy; Email to Monitor regarding same; Reviewing email from C. Kuehl, [REDACTED]	0.80
14/12/19	Gavin Finlayson	Emails with KSV and S. Zweig, etc., regarding Kuehl email and response, including [REDACTED]	0.50



Date	Name	Description	Hours
		[REDACTED]; Edit draft email to C. Kuehl	
14/12/19	Sean Zweig	Emails with Monitor [REDACTED] [REDACTED]	0.30
15/12/19	Aiden Nelms	Reading and responding to file related emails; Preparing for and participating in conference call with KSV regarding the Wang examination	1.20
15/12/19	Gavin Finlayson	Email with B. Kofman regarding response to C. Kuehl email, [REDACTED] [REDACTED] Revise draft response email; Call with S. Zweig and B. Kofman, etc. regarding next steps [REDACTED]; Review response from counsel regarding examination	1.20
15/12/19	Sean Zweig	Emails and call with KSV regarding M. Wang examination; Revising and sending email to C. Kuehl	0.60
16/12/19	Gavin Finlayson	Emails with interpreter regarding exam scheduling; Cancel examination date with reporter	0.10
16/12/19	Sean Zweig	Emails [REDACTED]; Emails [REDACTED]; Emails with C. Ho	0.40
17/12/19	Aiden Nelms	Reading and responding to file related emails; Reviewing and [REDACTED] [REDACTED]	0.50
17/12/19	Sean Zweig	Emails with J. MacLellan regarding [REDACTED] [REDACTED]; Call with Y. Baykara and C. Ho; Reviewing Non-Applicant update and related materials; Emails with B. Kofman regarding examination	1.00
18/12/19	Aiden Nelms	Reading and responding to file related emails; Reading and [REDACTED]	0.50
18/12/19	Preet Bell	Reviewing correspondence in respect of First Source mortgage statement and discussing same with S. Zweig	0.10
18/12/19	Sean Zweig	Emails with J. Larry regarding Danforth matters	0.20
19/12/19	Aiden Nelms	Reading and responding to file related emails	0.20
19/12/19	Preet Bell	Reviewing correspondence from First Source and discussing same with S. Zweig	0.10



Date	Name	Description	Hours
19/12/19	Sean Zweig	Emails regarding potential examination; Reviewing correspondence with investor; Reviewing email from J. Larry [REDACTED]; Discussion with P. Bell regarding same	0.60
20/12/19	Aiden Nelms	Reading and responding to file related emails; Coordinating Y. Baykara's [REDACTED]	0.40
20/12/19	Sean Zweig	Call with FirstSource [REDACTED]; Reviewing documents in connection with same; Emails to each of J. Larry, Y. Baykara and C. Ho regarding same; Emails with C. Kuehl regarding examination	0.70
23/12/19	Gavin Finlayson	Emails with C. Kuehl regarding examination	0.10
23/12/19	Sean Zweig	Many emails with C. Kuehl and Monitor regarding [REDACTED]	0.50
24/12/19	Sean Zweig	Reviewing 41st Report of Non-Applicants and Mutual Release	0.20
30/12/19	Aiden Nelms	Reading and responding to file related emails	1.20
30/12/19	Sean Zweig	Emails with C. Kuehl	0.20
31/12/19	Sean Zweig	Many emails with C. Kuehl regarding [REDACTED]; Emails with B. Kofman regarding same; Reviewing 42nd Non-Applicant Report	0.50
Total Hours			27.90
Total Professional Services			\$ 18,067.50

Name	Hours
Gavin Finlayson	7.70
Preet Bell	0.20
Sean Zweig	11.20
Aiden Nelms	8.60
Jelena Petrovic	0.20

Disbursements	Amount
SoundPath Legal Conferencing	\$ 32.39
Land Title - Search	\$ 35.60
Total Disbursements	\$ 67.99

Other Charges	Amount
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Other Charges		Amount
Library Computer Search - WestlawNext Canada	\$	174.00
Library Computer Search - Quick Law	\$	150.00
Photocopy Charges	\$	35.50
Printing	\$	36.00
		<hr/>
Total Other Charges	\$	395.50
		<hr/>
	GST/HST	\$ 2,409.03
	TOTAL DUE	\$ 20,940.02



Bennett Jones

KSV KOFMAN INC.
SUITE 2308, 150 KING STREET WEST
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: December 31, 2019
Invoice: 1316209

Remittance Statement

Professional Services	\$	18,067.50
Disbursements	\$	67.99
Other Charges	\$	395.50
Total Due before GST/HST	\$	<u>18,530.99</u>
GST/HST	\$	2,409.03
Total Due in CAD	\$	<u>20,940.02</u>

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



Bennett Jones

Bennett Jones LLP
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1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

KSV KOFMAN INC.
SUITE 2308,150 KING STREET WEST
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: February 14, 2020
Invoice: 1322846

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	57,567.00
Disbursements	\$	25.40
Other Charges	\$	638.00
Total Due before GST/HST	\$	58,230.40
GST/HST	\$	7,569.95
Total Due in CAD	\$	65,800.35

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757

Date	Name	Description	Hours
02/01/20	Aiden Nelms	Reading and responding to file related emails; Phone call with S. Zweig [REDACTED]; Drafting and revising same; Call with H. Rehmanji regarding Kingston document review	3.40
02/01/20	Hussein Rehmanji	Supervising counsel's review of bank statements	5.70
02/01/20	Sean Zweig	Call with B. Kofman; Emails with Monitor in connection with upcoming motion [REDACTED]; Emails and call with C. Kuehl regarding same; Reviewing and revising draft letter to C. Kuehl and J. Grout; Emails with B. Kofman regarding same and further revising same	1.10
06/01/20	Aiden Nelms	Reading and responding to file related emails; Conferring with S. Zweig regarding Y. Baykara's [REDACTED]	0.40
06/01/20	Preet Bell	Correspondence with S. Zweig regarding issues in respect of M. Wang	0.20
06/01/20	Sean Zweig	Emails with C. Kuehl and B. Kofman regarding [REDACTED] Reviewing Order and Endorsement granted; Emails with D. Sieradzki [REDACTED]	0.50
07/01/20	Aiden Nelms	Reading and responding to file related emails	0.40
07/01/20	Sean Zweig	Reviewing proof of claim from Vector; Reviewing [REDACTED]; Call with Y. Baykara	0.50
08/01/20	Aiden Nelms	Reading and responding to file related emails	0.40
09/01/20	Aiden Nelms	Reading and responding to file related emails; Preparing for and participating in phone call with S. Zweig and KSV [REDACTED]; Reading and considering the [REDACTED]; Conferring with J. van Gent regarding same	2.50
09/01/20	Hussein Rehmanji	Supervising counsel's review of [REDACTED]	1.90
09/01/20	John van Gent	Office conference with A. Nelms to discuss [REDACTED]; Reviewing opinion with respect to same; Emails to and from S. Zweig concerning same	0.30

Date	Name	Description	Hours
09/01/20	Sean Zweig	Emails regarding [REDACTED]; Emails with D. Sieradzki; Call with G. Benchetrit; Call with KSV regarding upcoming meeting; Considering issues regarding security opinion; Call with J. Larry; Discussion with C. Ho	1.40
10/01/20	John van Gent	Office conference with S. Zweig to discuss [REDACTED] [REDACTED] Office conference with N. Akbari to provide instructions [REDACTED] [REDACTED]; Reviewing [REDACTED]; Office conference with S. Zweig to discuss same	0.70
10/01/20	Nasim Akbari	Discussion with J. van Gent regarding [REDACTED] [REDACTED]	0.20
10/01/20	Aiden Nelms	Reading and responding to file related emails; Reviewing [REDACTED]	0.30
10/01/20	Sean Zweig	Emails regarding status of claims filed; Reviewing [REDACTED] [REDACTED] Emails regarding CPO deadlines; Reviewing correspondence with V. Huo regarding claims; Emails with Y. Baykara regarding claim forms; Discussion with J. van Gent regarding [REDACTED]; Considering same and call with J. Larry regarding same; Emails regarding claims received; Reviewing correspondence to M. Wang	1.50
13/01/20	Aiden Nelms	Reading and responding to file related emails; Reviewing and considering the [REDACTED]; Preparing for and participating in call with S. Zweig and KSV regarding [REDACTED]	1.10
13/01/20	Sean Zweig	Many emails with C. Kuehl regarding [REDACTED] [REDACTED]; Reviewing claims log; Call with KSV and A. Nelms regarding [REDACTED]; Call with J. Larry	1.20
14/01/20	Aiden Nelms	Reading and responding to file related emails; Drafting and revising [REDACTED]; Circulating same for posting; Meeting with J. Foster and P. Bell regarding [REDACTED] [REDACTED]; Call with J. Foster regarding same	2.30
14/01/20	Joshua Foster	Meeting with P. Bell and A. Nelms [REDACTED] [REDACTED]; Reviewing KSV data roo [REDACTED] [REDACTED]; Amending [REDACTED]	[REDACTED]

Date	Name	Description	Hours
		[REDACTED]; Corresponding with P. Bell and A. Nelms regarding same	
14/01/20	Preet Bell	Meeting with S. Zweig to discuss [REDACTED]; [REDACTED]; Reviewing and analyzing [REDACTED]; Internal correspondence regarding next steps; Meeting with A. Nelms and J. Foster to discuss [REDACTED]; [REDACTED]; Reviewing and compiling research materials regarding [REDACTED] in respect of same	1.40
14/01/20	Sean Zweig	Reviewing further email to M. Wang; Reviewing 44th Report; Emails regarding next court appearance; Discussions with Monitor regarding [REDACTED]; Discussion with P. Bell regarding [REDACTED]	0.70
15/01/20	Aiden Nelms	Reading and responding to file related emails; Reviewing Claims register	0.70
16/01/20	Joshua Foster	Beginning review of [REDACTED]; [REDACTED]; Corresponding with A. Nelms and P. Bell regarding same	0.50
16/01/20	Aiden Nelms	Reading and responding to file related emails	0.20
16/01/20	Preet Bell	Reviewing J. Foster's preliminary analysis of [REDACTED] and considering legal issues arising out of same	0.80
16/01/20	Sean Zweig	Emails regarding [REDACTED]; Reviewing updated claims register	0.30
17/01/20	Joshua Foster	Attending call with A. Nelms regarding updated proofs of claim	0.50
17/01/20	Aiden Nelms	Reading and responding to file related emails; Call with J. Joffe and J. Foster regarding [REDACTED]; Meeting with J. Foster regarding same; Revising the Service List	1.00
17/01/20	Preet Bell	Discussing [REDACTED] with A. Nelms; Reviewing materials in respect of same	0.20
18/01/20	Joshua Foster	Finalizing review of [REDACTED]; Corresponding with P. Bell and A. Nelms regarding same	4.10

Date	Name	Description	Hours
19/01/20	Sean Zweig	Emails with J. Larry and B. Rotenberg regarding [REDACTED]	0.20
21/01/20	John van Gent	Numerous emails and telephone calls with S. Zweig to discuss [REDACTED]; Conducting blackline and reviewing changes of same against [REDACTED]; Emails to and from B. Kofman concerning same	0.50
21/01/20	Preet Bell	Reviewing and analyzing [REDACTED] [REDACTED] Phone call with J. Foster regarding next steps in respect of same	1.70
21/01/20	Sean Zweig	Reviewing documents [REDACTED]; Discussion with J. van Gent regarding same; Emails regarding same; Emails with B. Kofman [REDACTED]; Reviewing [REDACTED]	0.60
22/01/20	Joshua Foster	Meeting with internal team regarding next steps in proofs of claim review; Continuing review of same	1.50
22/01/20	Aiden Nelms	Reading and responding to file related emails; Preparing for and participating in meeting with internal team regarding the claims register and next steps	0.90
22/01/20	John van Gent	Emails to and from B. Kofman and S. Zweig concerning strategy to [REDACTED] [REDACTED]	0.10
22/01/20	Preet Bell	Internal meeting regarding claims review and next steps; [REDACTED] [REDACTED] in respect of same	0.90
22/01/20	Sean Zweig	Emails with KSV regarding Wang Claim deadline; Reviewing correspondence with M. Wang regarding same; Meeting with internal team regarding claims review; Follow-up discussion with P. Bell; Emails regarding [REDACTED] [REDACTED]	1.20
23/01/20	Joshua Foster	Proposing next steps for each of the Wang claims based on materials provided by creditors in their proofs of claim; Corresponding with P. Bell and A. Nelms regarding same	5.00

Date	Name	Description	Hours
23/01/20	Sean Zweig	Reviewing Sale Triggered Date notices sent; Emails with J. Larry	0.20
24/01/20	Joshua Foster	Meeting with internal team regarding proofs of claim review; Continuing to revise next steps for each of the Mike Wang claims	2.20
24/01/20	Aiden Nelms	Reading and responding to file related emails; Preparing for and participating in meeting with S. Zweig, P. Bell and J. Foster regarding Forme claims register; Meeting with J. Foster regarding same	1.90
24/01/20	John van Gent	Telephone call with S. Zweig to discuss questions [REDACTED]	0.20
24/01/20	Preet Bell	Internal meeting to conduct and discuss secondary review of claims against Mike Wang and next steps; Conducting related [REDACTED] Correspondence with J. Foster regarding [REDACTED]	2.40
24/01/20	Sean Zweig	Meeting with internal team to do detailed review of Wang Claims; Emails with J. Larry and B. Rotenberg	1.50
25/01/20	Joshua Foster	Continuing review of Wang claims	0.70
26/01/20	Joshua Foster	Continuing review of proofs of claim against Mike Wang	6.00
26/01/20	Aiden Nelms	Reading and responding to file related emails	0.30
26/01/20	Preet Bell	Reviewing research materials [REDACTED], and considering issues arising out of same in respect of claims against Mike Wang; Correspondence with J. Foster and S. Zweig regarding same	0.50
26/01/20	Sean Zweig	Emails with P. Bell regarding [REDACTED]	0.30
27/01/20	Joshua Foster	Finalizing proofs of claim review for claims made against Mike Wang in his personal capacity or as owner of the Elm Avenue properties; Corresponding with A. Nelms and P. Bell regarding same	6.30
27/01/20	Aiden Nelms	Reading and responding to file related emails;	2.10



Date	Name	Description	Hours
		Reviewing and revising notes section in the claims register in respect of Wang Claims; Phone call with J. Foster regarding same; Reviewing revised claims register	
27/01/20	Preet Bell	Reviewing and analyzing [REDACTED]; Conducting research and analysis in respect [REDACTED]; Reviewing [REDACTED] in respect of same; Drafting correspondence and summary analysis of [REDACTED] to S. Zweig and J. Foster; Internal correspondence and discussions regarding [REDACTED]	2.30
27/01/20	Sean Zweig	Discussions with P. Bell regarding Wang Claims; Call with J. Larry; Reviewing email from M. Wang; Emails with Monitor; Call with B. Kofman; Reviewing updated [REDACTED]	1.00
28/01/20	Joshua Foster	Making revisions to [REDACTED]; Meeting with P. Bell regarding same	4.70
28/01/20	Aiden Nelms	Reading and responding to file related emails; Participating in call with S. Zweig, P. Bell and KSV regarding [REDACTED]; Participating in call with S. Zweig, C. Ho and Y. Baykara regarding [REDACTED]	1.50
28/01/20	John van Gent	Office conference with and email from S. Zweig concerning [REDACTED]; Numerous emails to and from B. Kofman and S. Zweig concerning [REDACTED]	0.50
28/01/20	Preet Bell	Reviewing [REDACTED]; Correspondence with S. Zweig regarding same; Continuing secondary review and analysis [REDACTED]; Meeting with J. Foster regarding same; Attending conference call regarding next	2.80



Date	Name	Description	Hours
		steps in respect of claims review and Mike Wang's response to claims deadline with respect to the Wang Claims	
28/01/20	Sean Zweig	Emails regarding Danforth with B. Kofman and P. Bell; Call with Monitor regarding M. Wang email and next steps; Revising draft email; Various emails regarding [REDACTED]; Call with Y. Baykara and C. Ho; Emails regarding Kennedy property; Call with B. Rotenberg regarding same; Reviewing and [REDACTED]	2.10
29/01/20	John van Gent	Conducting subsearch of title; Reviewing same; Drafting revised agreement [REDACTED]; Numerous telephone calls with S. Zweig to discuss questions arising with respect to same; Numerous emails to and from B. Kofman, D. Sieradzki and S. Zweig concerning same; Email to S. Zweig forwarding [REDACTED] for review and comment	2.50
29/01/20	Joshua Foster	Meeting with internal team to discuss revision to [REDACTED]; Revising same	3.00
29/01/20	Aiden Nelms	Reading and responding to file related emails; Reviewing and commenting on recent draft of detailed claims register; Meeting with internal team regarding detailed claims register; Phone call with C. Ho regarding certain information requests; Phone call with J. Bornstein regarding update on 31 Victory and 186 Old Kennedy	2.50
29/01/20	Preet Bell	Internal meeting to discuss [REDACTED] issues arising out of same and next steps; Reviewing and analyzing [REDACTED]; Considering and researching [REDACTED]	1.40
29/01/20	Olivia D'Innocenzo	Conducting a corporate search [REDACTED]; Circulating same to J. van Gent	0.30
29/01/20	Sean Zweig	Meeting with internal team regarding Wang Claims review and recommendations; Emails with C. Ho; Call with J. van Gent; Emails regarding [REDACTED]; Reviewing revised [REDACTED]; Emails regarding Y. Baykara's investors;	1.80

Date	Name	Description	Hours
		Reviewing and commenting on draft Kennedy letter; Various emails in connection with same; Reviewing and commenting on [REDACTED]	
30/01/20	John van Gent	Email from S. Zweig with comments on the [REDACTED]; Revising same; Numerous emails to and from B. Kofman and S. Zweig concerning same; Amending [REDACTED]; Email to entire working group circulating same	0.70
30/01/20	Aiden Nelms	Reading and responding to file related emails	0.20
30/01/20	Sean Zweig	Call with J. Dietrich regarding Cassels' role; Discussions regarding same; Emails in connection with [REDACTED]; Emails with M. Gottlieb	0.50
31/01/20	Aiden Nelms	Reading and responding to file related emails; Drafting and revising email to L. Ellis [REDACTED]; Preparing for and attending court for 186 Old Kennedy and 31 Victory receivership applications; Conferring with S. Zweig regarding same	4.30
31/01/20	Sean Zweig	Emails with J. Larry regarding Danforth; Reviewing and revising email to Cassels; Discussions with each of A. Nelms and B. Kofman [REDACTED]; Emails in connection with [REDACTED]; Call with M. Gottlieb and B. Kofman; Various correspondence in connection with [REDACTED]; Considering same and discussing same with Monitor; Call with J. Dietrich in connection with same	2.20
31/01/20	Jelena Petrovic	[REDACTED] and forwarding same to A. Nelms	0.30
Total Hours			115.90
Total Professional Services			\$ 57,567.00

Name	Hours
Preet Bell	14.60
John van Gent	5.50
Sean Zweig	18.80
Aiden Nelms	26.40
Joshua Foster	42.20
Hussein Rehmanji	7.60
Olivia D'Innocenzo	0.30



Name	Hours
Nasim Akbari	0.20
Jelena Petrovic	0.30

Disbursements	Amount
SoundPath Legal Conferencing	\$ 25.40
Total Disbursements	\$ 25.40

Other Charges	Amount
Printing	\$ 589.50
Colour Printing	\$ 6.50
Colour Printing - Large	\$ 42.00
Total Other Charges	\$ 638.00
GST/HST	\$ 7,569.95
TOTAL DUE	\$ 65,800.35



Bennett Jones

KSV KOFMAN INC.
SUITE 2308, 150 KING STREET WEST
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: February 14, 2020
Invoice: 1322846

Remittance Statement

Professional Services	\$	57,567.00
Disbursements	\$	25.40
Other Charges	\$	638.00
Total Due before GST/HST	\$	<u>58,230.40</u>
GST/HST	\$	7,569.95
Total Due in CAD	\$	<u>65,800.35</u>

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



Bennett Jones

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

KSV KOFMAN INC.
SUITE 2308,150 KING STREET WEST
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: March 9, 2020
Invoice: 1325278

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	126,206.00
Disbursements	\$	326.60
Disbursements Incurred As Your Agent (Non Taxable)	\$	320.00
Other Charges	\$	2,957.50
Total Due before GST/HST	\$	129,810.10
GST/HST	\$	16,833.71
Total Due in CAD	\$	146,643.81

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757



Date	Name	Description	Hours
03/02/20	John van Gent	Email from B. Rotenberg concerning [REDACTED] [REDACTED]; Voicemail and email to G. Shapiro following up on the status of comments on same	0.20
03/02/20	Sean Zweig	Various emails with Monitor regarding upcoming court attendance and related issues; Emails with C. Kuehl regarding upcoming motion; Calls with J. Dietrich; Emails in connection with Kennedy property; Reviewing email from L. Ellis and many discussions regarding same; Drafting response to same	1.50
04/02/20	John van Gent	Telephone call with G. Shapiro to discuss questions with respect to [REDACTED] [REDACTED] Emails to and from S. Zweig to request that the amended and restated initial order be provided to G. Shapiro; Numerous emails to and from entire working group concerning [REDACTED]	0.30
04/02/20	Aiden Nelms	Reading and responding to file related emails; Reading and reviewing amended undertaking and blacklines provide by L. Ellis; Conferring with S. Zweig regarding same	0.70
04/02/20	Sean Zweig	Call with KSV; Drafting letter to Service List; Reviewing comments on same and revising; Emails with J. Larry; Reviewing further email from L. Ellis and considering same; Reviewing correspondence with V. Huo; Various emails with D. Miller in connection with latest developments; Discussions with A. Nelms; Emails in connection with [REDACTED]; Many emails and calls with Montior; Emails regarding amendment to Undertaking, and considering next steps	2.60
05/02/20	John van Gent	Telephone call with G. Shapiro following up on status of [REDACTED] [REDACTED] Emails to and from entire working group concerning [REDACTED]	0.20
05/02/20	Aiden Nelms	Reading and responding to file related emails; Reading and considering [REDACTED]	0.40
05/02/20	Sean Zweig	Emails with C. Ho; Reviewing correspondence with certain stakeholders; Reviewing correspondence	1.80

Date	Name	Description	Hours
		with V. Huo; Correspondence in [REDACTED]; Reviewing [REDACTED]; Emails regarding [REDACTED]; Reviewing draft motion record from Lerner; Discussions with Monitor and Lerner regarding same	
06/02/20	John van Gent	Numerous voicemails for G. Shapiro following up on [REDACTED] Emails to and from entire working group concerning same	0.20
06/02/20	Aiden Nelms	Reading and responding to file related emails	0.30
06/02/20	Sean Zweig	Emails with Monitor throughout day; Emails in connection with [REDACTED]; Call with GT, MT and Gardiner Roberts; Follow-up call with KSV; Considering next steps; Emails with C. Kuehl	2.00
07/02/20	John van Gent	Emails to and from entire working group concerning [REDACTED] Telephone call with G. Shapiro to discuss final comments on same; Facilitating execution and delivery of same; Email to B. Rotenberg to [REDACTED]	1.00
07/02/20	Sean Zweig	Many emails in connection with [REDACTED]; Call with D. Miller; Call to B. Kofman regarding same; Emails regarding Lerner's relief to be sought	0.90
08/02/20	Sean Zweig	Call with B. Kofman	0.30
09/02/20	Aiden Nelms	Reading and responding to file related emails; Reading and commenting on the Monitor's 12th Report	0.90
09/02/20	Sean Zweig	Reviewing and commenting on draft Report; Reviewing email from Miller Thomson and drafting response to same; Many emails with Monitor regarding same	2.40
10/02/20	John van Gent	Numerous emails to and from entire working group concerning [REDACTED]; Telephone call with S. Zweig to discuss same; Facilitating [REDACTED]; Emails to and from working group concerning [REDACTED]	

Date	Name	Description	Hours
		[REDACTED]	
10/02/20	Aiden Nelms	Reading and responding to file related emails; Reviewing [REDACTED]; Discussion with S. Zweig regarding same; Drafting and revising Notice of Motion for February 20th appearance	2.60
10/02/20	Sean Zweig	Reviewing B. Kofman's comments on draft email to B. Sachdeva, and revising same; Reviewing and commenting on revised Report; Call with G. Benchetrit; Emails with C. Ho regarding Danforth; Call with J. van Gent; Emails regarding [REDACTED]; Emails in connection with [REDACTED]; Reviewing and commenting on proof of claim; Correspondence regarding same; Reviewing correspondence with Trustee; Call with D. Sieradzki; Call with A. Nelms; Reviewing and commenting on further draft of Report; Reviewing A. Nelms' comments	2.70
10/02/20	Aiden Nelms	Reading and responding to file related emails	0.30
11/02/20	John van Gent	Facilitating receipt of deposit; Emails to and from S. Zweig concerning instructions with respect to same; Email to working group confirming receipt of same	0.20
11/02/20	Aiden Nelms	Reading and responding to file related emails; Drafting and revising Notice of Motion regarding the sale of the Kennedy property and certain ancillary relief related to the Non-Applicants; Drafting and revising [REDACTED] the Sealing and Stay Extension Order and the Ancillary Order; Call with D. Michaud regarding [REDACTED]	9.90
11/02/20	Nasim Akbari	Reviewing email instructions from A. Nelms and discussing with J. van Gent; Reviewing schedules to purchase agreement	0.40
11/02/20	Joshua Foster	Revising notice of motion	1.20
11/02/20	Sean Zweig	Various emails with Monitor regarding draft Report; Reviewing and commenting on revised drafts; Emails in connection with forbearance fees paid; Reviewing and commenting on draft Notice of Motion	1.30



Date	Name	Description	Hours
12/02/20	John van Gent	Email from A. Nelms with questions concerning [REDACTED]; Reviewing same; Email to A. Nelms with comments on same; Email from S. Zweig [REDACTED] Emails to and from G. Campagna to obtain same; Email to G. Shapiro forwarding [REDACTED]	0.50
12/02/20	Aiden Nelms	Reading and responding to file related emails; Revising the Service List; Reviewing and commenting on the 12th Report of the Monitor and the 8th Report of the Proposal Trustee; Drafting and revising the Notice of Motion; Drafting and revising the [REDACTED]; Reviewing [REDACTED] and conferring with J. van Gent regarding same	4.80
12/02/20	Sean Zweig	Call with J. Larry; Reviewing and commenting on draft Orders; Reviewing and commenting on further revised Report; Reviewing D. Sieradzki's comments on Notice of Motion and Orders, and finalizing same; Preparing for upcoming First Meetings of Creditors; Reviewing [REDACTED] and emails regarding same; Call with J. Birch; Reviewing final motion record	2.80
13/02/20	Joshua Foster	Reviewing [REDACTED]; Corresponding with S. Zweig regarding same	5.50
13/02/20	Aiden Nelms	Reading and responding to file related emails; Finalizing Motion Record and Affidavit of Service for filing; Conferring with S. Zweig [REDACTED]	1.00
13/02/20	Sean Zweig	Emails with B. Kofman [REDACTED]; Call with J. Foster regarding [REDACTED] Attending at four First Meetings of Creditors; Discussions with Monitor regarding same; Reviewing draft minutes	3.50
14/02/20	Joshua Foster	Continuing research [REDACTED]; Corresponding with S. Zweig regarding same; Meeting with A. Nelms to discuss factum	3.40

Date	Name	Description	Hours
14/02/20	Aiden Nelms	Reading and responding to file related emails; Reviewing and considering J. Foster's research [REDACTED]; Meeting with J. Foster to provide additional background facts and discuss factum	1.60
14/02/20	John van Gent	Email from S. Zweig following up on [REDACTED]; Email to G. Campagna concerning same	0.20
14/02/20	Sean Zweig	Reviewing J. Foster's research regarding [REDACTED]; Considering same and emails regarding same; Call with D. Michaud; Emails with Monitor; Call with B. Kofman; Emails regarding [REDACTED]; Reviewing request from Miller Thomson, and emails regarding same; Emails with each of A. Slavens and J. Harnum; Emails with B. Kofman	2.20
14/02/20	Preet Bell	Reviewing internal correspondence and materials regarding [REDACTED]; Considering issues arising out of same	0.80
15/02/20	Joshua Foster	Continuing draft of factum for [REDACTED]; Corresponding with S. Zweig regarding same	6.70
15/02/20	John van Gent	Emails to and from S. Zweig concerning [REDACTED]	0.10
15/02/20	Preet Bell	Reviewing case law provided by J. Foster in respect of [REDACTED] and considering issues in respect of same	0.60
15/02/20	Sean Zweig	Reviewing draft Supplemental Report; Emails regarding same; Various emails with J. Foster regarding [REDACTED]; Considering same; Emails with B. Rotenberg	0.80
16/02/20	Joshua Foster	Finalizing first draft of factum regarding [REDACTED]; Corresponding with internal team regarding same; Beginning book of authorities for same	4.50
16/02/20	Aiden Nelms	Reading and responding to file related emails; Reading and considering the Factum regarding [REDACTED]	1.20

Date	Name	Description	Hours
17/02/20	Joshua Foster	Continuing drafting and revising factum for [REDACTED]; Corresponding with internal team regarding same	5.30
17/02/20	Aiden Nelms	Reading and responding to file related emails; Reviewing and revising Factum	1.00
17/02/20	Preet Bell	Reviewing and revising draft factum for motion [REDACTED] [REDACTED] Reviewing and analyzing [REDACTED] [REDACTED]; Internal correspondence and discussions regarding same; Reviewing Monitor's report and relevant Exhibits for same	3.40
17/02/20	Sean Zweig	Reviewing and commenting on factum; Reviewing Gardiner Roberts proof of claim, considering same, and emails regarding same; Reviewing and commenting on revised factum	2.30
18/02/20	John van Gent	Numerous emails to and from S. Zweig, G. Campagna and L. Stacey concerning [REDACTED] [REDACTED]	0.30
18/02/20	Joshua Foster	Continuing to amend factum in light of application to challenge the stay extension; Corresponding with S. Zweig regarding same	4.40
18/02/20	Aiden Nelms	Reading and responding to file related emails; Participating in conference call with D. Miller regarding [REDACTED] [REDACTED]	1.20
18/02/20	Nasim Akbari	Following up with respect to unpaid tax arrears	0.20
18/02/20	Preet Bell	Reviewing and revising factum in respect of [REDACTED]; Internal correspondence regarding same; Reviewing comments from B. Kofman in respect of same; Reviewing [REDACTED]; Reviewing correspondence [REDACTED] [REDACTED]; Considering issues arising out of same and researching [REDACTED] [REDACTED]; Internal correspondence and discussions regarding same	3.20
18/02/20	Sean Zweig	Emails with Monitor regarding Gardiner Roberts claim; Many emails and discussions regarding [REDACTED]; Various emails in connection with [REDACTED] issue;	5.80

Date	Name	Description	Hours
		<p>Many emails regarding [REDACTED]; Emails regarding [REDACTED]; Reviewing B. Kofman's comments on factum; Reviewing motion record from Non-Applicants; Considering same and discussing same; Call with J. Larry regarding [REDACTED]; Call with J. Harnum; Discussion with D. Miller; Many discussions with Monitor; Reviewing and commenting on Supplemental Report; Emails with Monitor regarding [REDACTED]; Reviewing certain prior correspondence; Various discussions with stakeholders; Reviewing and commenting on revised factum</p>	
18/02/20	Leslie Stacey	<p>Emails to and from J. van Gent and S. Zweig regarding [REDACTED]; Discuss with N. Akbari regarding [REDACTED]</p>	0.30
19/02/20	Aiden Nelms	<p>Reading and responding to file related emails; Reading and commenting on Factum; Reading and considering the Non-Applicants Motion Record; Reading and considering the First Report of Grant Thornton as Trustee to the Bankrupt Non-Applicants; Reading and considering the responding Factum of Grant Thornton; Telephone call with A. Soutter regarding February 20th appearance; Meeting with internal team regarding the Monitor's Factum and the materials filed by stakeholders for February 20th appearance; Drafting and revising submissions for February 20th appearance; Reading and considering Mike Wang's Motion Record and the First Report of the Proposal Trustee</p>	11.40
19/02/20	Joshua Foster	<p>Reviewing motion record filed by Gardiner Roberts LLP on behalf of Mike Wang and the Non-Applicants; Meeting with internal team regarding same; Revising factum regarding same; Finalizing book of authorities for same</p>	9.30
19/02/20	Susana Shen	<p>Review of [REDACTED] to S. Zweig and L. Gangbar</p>	0.50
19/02/20	Preet Bell	<p>Reviewing and analyzing motion record and materials filed by non-applicants and Mike Wang; [REDACTED]; Internal correspondence and discussions regarding same; Reviewing report of the Monitor; Reviewing revised factum in respect of February 20 motion</p>	3.90

Date	Name	Description	Hours
		and [REDACTED] for same; Reviewing and analyzing [REDACTED] [REDACTED] Internal correspondence and discussions regarding same and throughout day with respect to issues in respect of February 20 motion	
19/02/20	Sean Zweig	Working on file throughout day, including finalizing Supplemental Report and factum, reviewing materials served by other parties, and preparing for hearing	7.80
19/02/20	Leonard Gangbar	Conference with S. Shen to discuss [REDACTED] [REDACTED]	0.20
19/02/20	Joseph Blinick	Discussions with S. Zweig regarding [REDACTED] [REDACTED] relating to upcoming motion	0.20
20/02/20	Joshua Foster	Attending at the commercial list to file motion materials	0.70
20/02/20	Aiden Nelms	Reading and responding to file related emails; Reviewing and revising submissions for February 20 court appearance; Preparing for and attending same; Reading and considering endorsement; Conferring with S. Zweig regarding same; Reviewing and revising [REDACTED] [REDACTED]	10.30
20/02/20	Preet Bell	Reviewing and analyzing [REDACTED] [REDACTED]; Internal discussions regarding motion and next steps; Meeting with S. Zweig to discuss same	1.80
20/02/20	Sean Zweig	Further preparing for hearing and attending at same; Many follow-up discussions in connection with same and related matters; Emails regarding [REDACTED]; Emails regarding NOI scheduling issues; Reviewing Endorsement and discussing same; Reviewing and commenting on Order; Reviewing letter from Kennedy purchaser's counsel	8.80
21/02/20	John van Gent	Email from J. Kim with questions concerning [REDACTED] [REDACTED] Reviewing approval and vesting order to confirm name of entity taking title; Detailed email to J. Kim responding to questions and providing comments	0.50

Date	Name	Description	Hours
		[REDACTED]	
21/02/20	Aiden Nelms	Reading and responding to file related emails; Drafting and revising Ancillary Order; Meeting with internal team regarding general update and next steps; Reviewing receipts and disbursements; Reviewing and considering [REDACTED]	2.70
21/02/20	Joshua Foster	Meeting with internal team regarding next steps in [REDACTED]; Beginning review of proofs of claim	1.10
21/02/20	Olivia D'Innocenzo	Conducting Ontario PPSA searches; Reviewing results and preparing summary reports; Circulating same to A. Nelms	1.00
21/02/20	Sean Zweig	Reviewing J. van Gent's response [REDACTED]; [REDACTED] Various correspondence with Monitor; Emails regarding revisions to Order; Various discussions regarding same; Preparing for and attending internal meeting regarding next steps; Call with D. Ullmann; Emails regarding [REDACTED]	2.00
21/02/20	Giovanna Campagna	Updating closing documents and statement of adjustments	1.50
21/02/20	Preet Bell	Internal meeting regarding next steps; Reviewing and analyzing [REDACTED]; [REDACTED]; Discussing next steps in respect of [REDACTED]	1.80
22/02/20	Sean Zweig	Reviewing TGF comments on Order; Emails regarding same; Reviewing correspondence in connection with [REDACTED]; Emails with G. Benchetrit	0.50
23/02/20	Sean Zweig	Emails regarding [REDACTED]	0.20
24/02/20	John van Gent	Reviewing [REDACTED]; [REDACTED] Office conference with G. Campagna to provide comments on same; Email from G. Campagna circulating same	0.30
24/02/20	Aiden Nelms	Reading and responding to file related emails; Drafting and revising the Ancillary Order; Telephone call with the court regarding [REDACTED]; [REDACTED]; Finalizing draft Orders for chambers appointment	2.70

Date	Name	Description	Hours
24/02/20	Joshua Foster	Continuing review of [REDACTED]	0.30
24/02/20	Nasim Akbari	Reviewing email from G. Campagna regarding [REDACTED] and arranging with J. Zhang to contact City of Toronto to confirm [REDACTED]	0.20
24/02/20	Preet Bell	Internal correspondence regarding [REDACTED]; Reviewing materials in respect of same	0.30
24/02/20	Sean Zweig	Various correspondence in connection with [REDACTED]; Emails in connection with [REDACTED]; Reviewing TGF comments on Ancillary Order; Emails with J. Larry regarding [REDACTED]; Many emails throughout day in connection with [REDACTED]; Call with Y. Baykara and C. Ho; Call with C. Besant; Emails with Monitor; Emails with D. Miller regarding revised Order; Reviewing emails and documents in connection with [REDACTED]; Emails with B. Sachdeva regarding [REDACTED], and finalizing same; Reviewing email from D. Ullmann regarding [REDACTED] considering same; Emails with B. Kofman regarding same; Emails with J. Birch	3.40
24/02/20	Giovanna Campagna	Drafting and revising closing documents	1.00
25/02/20	John van Gent	Emails to and from J. Kim and G. Campagna concerning [REDACTED] Email from S. Zweig forwarding issued approval and vesting order; Confirming closing date	0.30
25/02/20	Joshua Foster	Reviewing [REDACTED]; Meeting regarding same; Revising cost submissions	3.50
25/02/20	Aiden Nelms	Reading and responding to file related emails; Preparing for and participating in conference call with KSV regarding [REDACTED]; Finalizing Orders and circulating same to the Service List	2.70
25/02/20	Jason Berall	Discussion with P. Bell regarding costs submissions; Drafting email to P. Bell regarding	0.20

Date	Name	Description	Hours
		[REDACTED]	
25/02/20	Preet Bell	Reviewing [REDACTED]; Internal meeting and conference call with KSV to discuss [REDACTED] [REDACTED] Reviewing and analyzing materials in respect of same; Conducting research and analysis in respect of [REDACTED] [REDACTED]; Drafting costs submissions in respect of [REDACTED] [REDACTED]	6.10
25/02/20	Sean Zweig	Emails regarding [REDACTED]; Emails with C. Besant; Various emails regarding upcoming 9:30; Attending at NOI extension 9:30; Emails with Monitor; Preparing for and attending call with Monitor regarding [REDACTED] [REDACTED]	3.70
26/02/20	John van Gent	Email to G. Shapiro forwarding approval and vesting order, and seeking confirmation of March 4, 2020 as the closing date	0.10
26/02/20	Aiden Nelms	Reading and responding to file related emails	0.70
26/02/20	Joshua Foster	Revising [REDACTED]; Corresponding with P. Bell regarding same	1.20
26/02/20	Lorraine Klemens	Emails to and from P. Bell; Work on gathering information for [REDACTED]; Reviewing all accounts; Prepare [REDACTED] and send to P. Bell for review	3.30
26/02/20	Preet Bell	Reviewing and revising [REDACTED] [REDACTED] [REDACTED] in respect of same; Internal correspondence	1.70
26/02/20	Nicholas Arrigo	Email to S. Zweig regarding [REDACTED]	0.20
26/02/20	Sean Zweig	Emails regarding [REDACTED]; Call with C. Kuehl; Calls and emails with Monitor; Drafting response to D. Ullmann regarding [REDACTED] [REDACTED]; Emails regarding [REDACTED]; Reviewing and commenting on [REDACTED]; Emails	2.70



Date	Name	Description	Hours
		regarding [REDACTED]; Emails with other stakeholders regarding [REDACTED]; Discussions with P. Bell regarding [REDACTED]	
27/02/20	John van Gent	Email from J. Kim approving [REDACTED]; Numerous emails to and from entire working group concerning [REDACTED] nt	0.20
27/02/20	Joshua Foster	Making further revisions to costs outline; Corresponding regarding same; Continuing proofs of claim review for CCAA Applicants	4.90
27/02/20	Aiden Nelms	Reading and responding to file related emails; [REDACTED]	1.90
27/02/20	Preet Bell	Revising costs submissions in respect of comments and changes from KSV; Reviewing materials in respect of same; Internal correspondence regarding costs submissions, next steps and related issues	1.90
27/02/20	Sean Zweig	Reviewing comments on [REDACTED]; Emails regarding [REDACTED]; Emails in connection with [REDACTED]; Call with J. Larry regarding [REDACTED]; Various correspondence with Monitor; Reviewing [REDACTED]; Correspondence in connection with same; Reviewing correspondence regarding [REDACTED]; Reviewing and commenting on revised costs submission; Reviewing further comments and discussing same	2.20
28/02/20	John van Gent	Emails to and from J. Freeman to confirm escrow closing conditions; Office conference with G. Campagna to provide instructions for execution of closing documents; Emails to and from G. Campagna and D. Sieradzki concerning same	0.20
28/02/20	Joshua Foster	Making further revisions to cost submissions; Compiling cost submissions and cost outline; Meeting with A. Nelms regarding same	0.90
28/02/20	Aiden Nelms	Reading and responding to file related emails; Reviewing and revising Cost Submissions; Reviewing and considering [REDACTED]; Finalizing and serving Cost	1.50

Date	Name	Description	Hours
		Submissions	
28/02/20	Thomas Hughes	Filing written costs submissions	0.80
28/02/20	Preet Bell	Reviewing [REDACTED] [REDACTED] Internal correspondence regarding same and finalizing costs submissions	0.50
28/02/20	Sean Zweig	Further correspondence regarding [REDACTED]; Reviewing draft stakeholder costs submission, and correspondence regarding same; Various emails with C. Besant and B. Kofman regarding [REDACTED]; [REDACTED]; Call with J. Harnum; Emails with C. Besant regarding other matters; Correspondence with Monitor; Reviewing draft letter from Trustee; Further correspondence regarding [REDACTED] [REDACTED]	1.60
28/02/20	Giovanna Campagna	Attending to closing matters including obtaining signatures	0.30
29/02/20	Sean Zweig	Emails regarding [REDACTED]	0.10
Total Hours			220.20
Total Professional Services			\$ 126,206.00

Name	Hours
Preet Bell	26.00
John van Gent	5.30
Sean Zweig	65.90
Leonard Gangbar	0.20
Joseph Blinick	0.20
Jason Berall	0.20
Nicholas Arrigo	0.20
Giovanna Campagna	2.80
Aiden Nelms	59.80
Joshua Foster	52.90
Thomas Hughes	0.80
Lorraine Klemens	3.30
Susana Shen	0.50
Leslie Stacey	0.30
Olivia D'Innocenzo	1.00
Nasim Akbari	0.80

Disbursements	Amount
Due Diligence	\$ 121.46
Courier	\$ 10.22



Disbursements	Amount
SoundPath Legal Conferencing	\$ 22.92
Online Government Service	\$ 172.00
Total Disbursements	\$ 326.60

Disbursements Incurred As Your Agent (Non Taxable)	Amount
Government Filing	\$ 320.00
Total Disbursements Incurred as Your Agent	\$ 320.00

Other Charges	Amount
Photocopy Charges	\$ 171.25
Printing	\$ 2,600.75
Colour Printing	\$ 28.50
Colour Printing - Large	\$ 2.00
Closing Books	\$ 155.00
Total Other Charges	\$ 2,957.50
GST/HST	\$ 16,833.71
TOTAL DUE	\$ 146,643.81



Bennett Jones

KSV KOFMAN INC.
SUITE 2308, 150 KING STREET WEST
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: March 9, 2020
Invoice: 1325278

Remittance Statement

Professional Services	\$	126,206.00
Disbursements	\$	326.60
Disbursements Incurred As Your Agent (Non Taxable)	\$	320.00
Other Charges	\$	2,957.50
Total Due before GST/HST	\$	129,810.10
GST/HST	\$	16,833.71
Total Due in CAD	\$	146,643.81

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



Bennett Jones

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

KSV KOFMAN INC.
SUITE 2308,150 KING STREET WEST
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: April 9, 2020
Invoice: 1330585

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	82,116.50
Disbursements	\$	320.40
Other Charges	\$	945.50
Total Due before GST/HST	\$	83,382.40
GST/HST	\$	10,839.71
Total Due in CAD	\$	94,222.11

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757



Date	Name	Description	Hours
01/03/20	Joshua Foster	Continuing claims review with respect to [REDACTED] [REDACTED]	1.70
01/03/20	Sean Zweig	Correspondence with various stakeholders	0.30
02/03/20	John van Gent	Office conference with G. Campagna to provide instructions concerning circulation of executed closing documents, and for preparation of re-direction regarding funds; Numerous emails to and from S. Zweig and D. Sieradzki concerning flow of funds; Reviewing and providing comments on draft re-direction regarding funds	0.50
02/03/20	Joshua Foster	Continuing to review proofs of claim in respect of the [REDACTED]	4.10
02/03/20	Aiden Nelms	Reading and responding to file related emails; Reading and considering [REDACTED]; Reading and considering the [REDACTED]	1.50
02/03/20	Sean Zweig	Emails in connection with Kennedy closing; Reviewing email from C. Kuehl; Emails with Monitor regarding same; Reviewing motion record from Lerner and Grout and considering same; Discussions in connection with same; Reviewing motion record from M. Wang in NOI proceeding; Emails with Monitor regarding same; Emails regarding [REDACTED]	2.30
02/03/20	Giovanna Campagna	Attending to closing matters	1.00
03/03/20	John van Gent	Email to G. Shapiro following up on the status of closing; Telephone call with G. Shapiro to discuss [REDACTED]; Telephone call with D. Sieradzki to discuss same	0.60
03/03/20	Joshua Foster	Continuing proofs of claim review in respect of [REDACTED] [REDACTED]	9.70
03/03/20	Aiden Nelms	Reading and responding to file related emails; Phone call with D. Michaud regarding certain Non-Applicant receiverships and other miscellaneous items; Reading and considering letter to H. Pereira dated April 8, 2019; Coordinating final version of Monitor's Certificate for 1296 Kennedy Road; Reading and considering 186 Old Kennedy	1.60



Date	Name	Description	Hours
		receivership order	
03/03/20	Sean Zweig	Various emails with Monitor in connection with various issues; Emails with C. Ho regarding [REDACTED]; Call with B. Kofman; Various emails and discussions in connection with Kennedy closing; Emails regarding [REDACTED]; Emails with S. Shen regarding [REDACTED]	1.80
04/03/20	John van Gent	Emails and telephone call with G. Shapiro to confirm scope of amendment to purchase agreement for the Kennedy property; Drafting solicitor's email amendment; Facilitating payment of further deposit; Office conference with G. Campagna to discuss updating closing documents; Emails to and from G. Campagna and D. Sieradzki concerning execution and delivery of same; Emails to and from J. Walters concerning status of transaction generally; Telephone call with J. Freeman to discuss same	1.00
04/03/20	Joshua Foster	Continuing review of proofs of [REDACTED]	4.30
04/03/20	Preet Bell	Conducting review and analysis of [REDACTED]; Researching issues in respect of same; Internal correspondence regarding same	2.60
04/03/20	Aiden Nelms	Reading and responding to file related emails; [REDACTED]	1.70
04/03/20	Sean Zweig	Emails with J. Larry; Emails in connection with Kennedy status and extension; Discussion with P. Bell regarding [REDACTED]; Emails regarding [REDACTED]; Call with each of A. Soutter and D. Sieradzki	1.10
05/03/20	John van Gent	Email to G. Shapiro following up on the closing date	0.10
05/03/20	Aiden Nelms	Reading and responding to file related emails; Drafting and revising [REDACTED]; Preparing for and participating in meeting with counsel to Ferina; Reviewing and commenting on Second Supplement to the Twelfth Report	4.90
05/03/20	Joshua Foster	Continuing review of proofs of claim; Determining	1.80

Date	Name	Description	Hours
		amount of claims outstanding [REDACTED] [REDACTED] Corresponding with S. Zweig regarding same	
05/03/20	Sean Zweig	Reviewing and commenting on draft Report; Reviewing D. Miller's email; Meeting with A. Soutter and KSV; Call with B. Kofman; Reviewing and commenting on further revised drafts of Report; Discussion with J. Foster regarding claims review; Reviewing analysis of same; Reviewing CPO issue; Emails in connection with upcoming Wang examination; Many emails with Monitor and others regarding various issues; Reviewing letter from Blaney	3.70
05/03/20	Preet Bell	Discussing claims issues with S. Zweig; Reviewing correspondence regarding same	0.20
06/03/20	John van Gent	Email from G. Shapiro confirming closing will be next week; Email from J. Kim requesting updated statement of adjustment to reflect additional deposit; Emails to and from G. Campagna concerning same; Emails to and from S. Walters concerning status of closing	0.30
06/03/20	Joshua Foster	Continuing to evaluate validity and quantum of [REDACTED]	8.60
06/03/20	Sean Zweig	Reviewing and commenting on further revised drafts of Report; Emails in connection with upcoming [REDACTED] [REDACTED]; Emails in connection with Kennedy status; Reviewing [REDACTED]; Discussion with B. Kofman regarding same	1.30
06/03/20	Preet Bell	Reviewing [REDACTED] and considering issues arising out of same	0.40
07/03/20	Joshua Foster	Corresponding with S. Zweig and A. Nelms regarding finalizing initial review of all proofs of claim	0.10
07/03/20	Sean Zweig	Emails with internal team regarding claims review	0.20
08/03/20	Sean Zweig	Emails in connection with draft report; Reviewing email and documents from D. Ullmann; Emails in connection with same	0.50



Date	Name	Description	Hours
09/03/20	Aiden Nelms	Reading and considering file related emails; Reviewing and commenting on Second Supplement to the 12th Report; Reviewing and considering [REDACTED]; Drafting and revising [REDACTED]; [REDACTED]; Conferring with P. Bell regarding same	4.70
09/03/20	Joshua Foster	Continuing claims review for all [REDACTED]	0.50
09/03/20	Preet Bell	Internal correspondence with S. Zweig	0.10
09/03/20	Sean Zweig	Emails in connection with examination; Reviewing and commenting on revised Report; Reviewing B. Kofman's comments and discussions regarding same; Discussions with A. Nelms; Emails with J. Larry; Reviewing and commenting on draft Wang Claim spreadsheet; Reviewing further revised Report	1.30
10/03/20	John van Gent	Email to G. Campagna with instructions concerning closing; Email from G. Campagna forwarding executed vendor closing documents and summarizing outstanding purchaser closing deliveries with respect to the sale of the Kennedy property	0.10
10/03/20	Joshua Foster	Continuing review of proofs of claim; Reviewing [REDACTED]; Corresponding with A. Nelms regarding same	9.80
10/03/20	Aiden Nelms	Reading and responding to file related emails; Reviewing and considering Wang Claims' Proofs of Claim; Reviewing and considering the Claims Register; Drafting and revising [REDACTED]; [REDACTED]; Phone call with J. Foster regarding same	4.30
10/03/20	Preet Bell	Reviewing [REDACTED] and considering issues arising from same; Discussing same with A. Nelms; Reviewing applicable [REDACTED]	2.90
10/03/20	Sean Zweig	Emails regarding Danforth deposits; Emails in connection with Kennedy closing; Reviewing email from D. Ullmann; Discussion with A. Nelms regarding Wang Claims	0.50



Date	Name	Description	Hours
11/03/20	John van Gent	Attending to closing; Numerous emails and telephone calls to and from entire working group concerning same; Facilitating flow of funds	1.00
11/03/20	Joshua Foster	Preparing draft of conclusions and next steps for each of the proofs of claim for internal team	2.40
11/03/20	Aiden Nelms	Reading and responding to file related emails; Call with Home Trust regarding its Proof of Claim and supporting documentation; Preparing for and participating in call with KSV regarding Wang Claims and Supplemental Report; Reading and considering the Cost Submissions of the Non-Applicants; Meeting with S. Zweig regarding Notice of Revision or Disallowance; Revising same	4.70
11/03/20	Preet Bell	Internal discussions regarding [REDACTED]; Considering legal issues arising out of same and reviewing materials for same including [REDACTED] and other claims materials	2.80
11/03/20	Sean Zweig	Call with C. Kuehl; Call with Monitor regarding various issues; Various emails in connection with Kennedy closing; Call with C. Ho and Y. Baykara; Reviewing and commenting on [REDACTED]; Emails with C. Besant; Discussing [REDACTED]; Reviewing Kennedy Sale Triggered Date notices; Various correspondence with Monitor	3.00
12/03/20	Joshua Foster	Preparing proofs of claim for review with broader group; Meeting to discuss and refine proofs of claim review; Corresponding with A. Nelms regarding same	2.40
12/03/20	Aiden Nelms	Reading and responding to file related emails; Reviewing and considering miscellaneous materials in an effort to [REDACTED]; Conferring with S. Zweig regarding same; Revising Notices of Revision or Disallowance for Wang Claims; Conferring with S. Zweig regarding same; Preparing for and attending meeting with internal team regarding Claims Register and Claims treatment	4.30
12/03/20	Preet Bell	Internal meeting regarding [REDACTED] and next steps; Reviewing and analyzing materials in respect of same	1.80



Date	Name	Description	Hours
12/03/20	Sean Zweig	Reviewing revised draft notices for [REDACTED] and discussing same; Meeting with internal team regarding claims review; Various correspondence with Monitor; Considering CPO issue; Reviewing Non-Applicant Report and supporting documents	1.90
13/03/20	Joshua Foster	Conducting further review of the [REDACTED]; Corresponding with P. Bell regarding same	0.30
13/03/20	Aiden Nelms	Reading and responding to file related emails	0.70
13/03/20	Sean Zweig	Emails regarding Report and related issues; Reviewing and commenting on revised Report; Reviewing additional information from C. Besant on Non-Applicant sale status; Reviewing blackline of Non-Applicant sale update; Reviewing B. Kofman's comments on Report and providing comments	0.70
14/03/20	Sean Zweig	Various correspondence with Monitor	0.30
16/03/20	Aiden Nelms	Reading and responding to file related emails; Call with KSV regarding file update generally; Reviewing and finalizing [REDACTED] for KSV's review; Call with J. Foster regarding general update	1.70
16/03/20	Sean Zweig	Reviewing revised Report and commenting on same; Finalizing same; Call with Monitor and A. Nelms; Call with CBB; Reviewing supplemental materials from Lerner and Grout, and considering same	1.20
17/03/20	Joshua Foster	Making further amendments to table of proofs of claim; Reviewing [REDACTED]; Corresponding with A. Nelms regarding same	2.50
17/03/20	Aiden Nelms	Reading and responding to file related emails; Reviewing and redacting certain invoices for upcoming fee approval; Reviewing updated [REDACTED]; Call with J. Foster regarding same; Reading and considering Ferina's Supplemental Motion Materials	3.80
17/03/20	Sean Zweig	Reviewing updated claims analysis and discussions with internal team regarding same; Reviewing Ferina's factum and authorities; Reviewing	1.10

Date	Name	Description	Hours
		correspondence with Y. Zhou	
18/03/20	Sean Zweig	Emails with KSV regarding NOI proceeding status and issues; Reviewing support materials provided by C. Besant	0.80
19/03/20	Joshua Foster	Updating table of proofs of claim in light of additional information received from Home Trust; Corresponding with A. Nelms regarding same	0.50
19/03/20	Aiden Nelms	Reading and responding to file related emails	0.40
19/03/20	Sean Zweig	Reviewing correspondence in connection with NOI motion; Emails with Monitor regarding same; Emails with TGF regarding language for endorsement	0.50
20/03/20	Aiden Nelms	Reading and responding to file related emails	0.50
20/03/20	Joshua Foster	Reviewing certain aspects of the [REDACTED] for P. Bell	0.40
20/03/20	Preet Bell	Conducting review and analysis of [REDACTED] [REDACTED] Reviewing and analyzing [REDACTED] [REDACTED] Drafting summary analysis in respect of [REDACTED] [REDACTED] within same, and legal issues regarding same; Internal correspondence	4.40
20/03/20	Sean Zweig	Various emails with Monitor regarding two issues; Reviewing correspondence regarding NOI motion scheduling; Reviewing Non-Applicant Report, and emails in connection with same; Reviewing P. Bell's analysis [REDACTED] and considering same	1.10
21/03/20	Sean Zweig	Emails with A. Slavens	0.10
23/03/20	Joshua Foster	Participating in call regarding the [REDACTED] [REDACTED]; Drafting notes reflecting same	1.80
23/03/20	Aiden Nelms	Reading and responding to file related emails; Reading and considering [REDACTED] [REDACTED]; Reading and considering email from P. Bell regarding [REDACTED]; Call regarding KM Claim	1.60



Date	Name	Description	Hours
23/03/20	Preet Bell	Internal conference call regarding assessment of [REDACTED]; Reviewing and analyzing materials in respect of same	0.70
23/03/20	Sean Zweig	Reviewing written submissions and documents from M. Wang; Various emails with KSV regarding same; Emails with KSV regarding treatment of Wang Claims; Call with internal team regarding claims; Call with B. Kofman; Call with TGF; Various emails in connection with scheduling of NOI motion; Call with D. Ullmann	2.30
24/03/20	Joshua Foster	Reviewing Tarion claim	0.80
24/03/20	Aiden Nelms	Reading and responding to file related emails; Reviewing and considering blackline of most recent Non-Applicants update	0.70
24/03/20	Preet Bell	Reviewing and analyzing [REDACTED]; [REDACTED]; Internal correspondence regarding same	1.50
24/03/20	Sean Zweig	Emails with C. Besant; Emails with Monitor; Various emails with P. Bell regarding [REDACTED]; Reviewing email from D. Ullmann; Reviewing Non-Applicant Report blackline; Emails regarding NOI motion	0.90
25/03/20	Joshua Foster	Retrieving documents for P. Bell in respect of the [REDACTED]; Corresponding with P. Bell regarding same	0.70
25/03/20	Aiden Nelms	Reading and responding to file related emails	0.20
25/03/20	Preet Bell	Conducting comprehensive analysis of [REDACTED], including relevant legal principles; Drafting summary analysis and correspondence in respect of same; Considering next steps and proposing same	4.20
25/03/20	Sean Zweig	Discussion with B. Kofman; Emails with D. Ullmann and B. Kofman; Reviewing and commenting on draft email regarding [REDACTED] claims	0.70
26/03/20	Joshua Foster	Participating in call regarding Omnibus claim	0.30

Date	Name	Description	Hours
26/03/20	Aiden Nelms	Reading and responding to file related emails; Reviewing and considering P. Bell's draft email to [REDACTED]	0.60
26/03/20	Preet Bell	Reviewing internal correspondence from S. Zweig regarding [REDACTED] and considering issues arising out of same; Internal conference call regarding same; Revising summary analysis in respect of [REDACTED]	1.90
26/03/20	Sean Zweig	Emails with C. Besant; Call with internal team regarding Birchmount claims; Reviewing and commenting on revised email in connection with same	0.60
27/03/20	Aiden Nelms	Reading and considering file related emails	0.20
27/03/20	Preet Bell	Reviewing correspondence in respect of [REDACTED] and materials in respect of same	0.40
27/03/20	Sean Zweig	Reviewing email from D. Ullmann regarding filing of Proposal; Emails in connection with same	0.30
28/03/20	Aiden Nelms	Reading and responding to file related emails; Conferring with S. Zweig regarding M. Wang's [REDACTED]; Reviewing and considering the endorsement of Justice Hainey	0.40
30/03/20	Aiden Nelms	Reading and responding to file related emails; Reviewing and considering [REDACTED]; Call with KSV regarding same; Reading and considering miscellaneous Ferina documents ahead of telephonic appearance	0.70
30/03/20	Sean Zweig	Reviewing [REDACTED]; Emails with Trustee and others in connection with same; Reviewing support emails from creditors; Reviewing and commenting on Orders and protocol	1.50
31/03/20	Aiden Nelms	Reading and responding to file related emails; Preparing for and participating in court hearing regarding Mr. Wang's NOI telephonically	1.60
31/03/20	Sean Zweig	Call with KSV regarding upcoming hearing; Call with A. Soutter regarding same; Reviewing D. Miller's email regarding costs request; Attending hearing; Various emails following hearing; Emails with J. Larry regarding [REDACTED]	2.30

Date	Name	Description	Hours
			Total Hours <u>154.30</u>
			Total Professional Services \$ 82,116.50

Name	Hours
Preet Bell	23.90
John van Gent	3.60
Sean Zweig	32.30
Giovanna Campagna	1.00
Aiden Nelms	40.80
Joshua Foster	52.70

Disbursements	Amount
Due Diligence	\$ 68.65
Courier	\$ 16.22
SoundPath Legal Conferencing	\$ 24.13
Land Title - Search	\$ 141.40
Bank Wire	\$ 70.00
Total Disbursements \$ <u>320.40</u>	

Other Charges	Amount
Library Computer Search - WestlawNext Canada	\$ 721.00
Photocopy Charges	\$ 6.50
Printing	\$ 195.50
Colour Printing	\$ 22.50
Total Other Charges \$ <u>945.50</u>	
GST/HST \$ 10,839.71	
TOTAL DUE \$ <u><u>94,222.11</u></u>	



Bennett Jones

KSV KOFMAN INC.
SUITE 2308, 150 KING STREET WEST
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: April 9, 2020
Invoice: 1330585

Remittance Statement

Professional Services	\$	82,116.50
Disbursements	\$	320.40
Other Charges	\$	945.50
Total Due before GST/HST	\$	83,382.40
GST/HST	\$	10,839.71
Total Due in CAD	\$	94,222.11

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



Bennett Jones

Bennett Jones LLP
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

KSV KOFMAN INC.
SUITE 2308,150 KING STREET WEST
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: May 6, 2020
Invoice: 1334777

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	81,859.50
Disbursements	\$	332.80
Other Charges	\$	218.00
Total Due before GST/HST	\$	82,410.30
GST/HST	\$	10,713.34
Total Due in CAD	\$	93,123.64

Due upon receipt. Bennett Jones reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices over 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com. GST/HST number: 119346757



Date	Name	Description	Hours
01/04/20	Sean Zweig	Call with T. Bauer regarding [REDACTED]	0.40
01/04/20	Thomas Bauer	Telephone conference with S. Zweig regarding [REDACTED]; Consider various related [REDACTED]	0.80
03/04/20	Sean Zweig	Emails with D. Miller	0.10
04/04/20	Sean Zweig	Reviewing notice regarding 390 Derry; Various emails in connection with same	0.30
05/04/20	Aiden Nelms	Reading and responding to file related emails	0.30
05/04/20	Sean Zweig	Reviewing email from C. Besant; Various emails with Monitor in connection with same; Emails regarding Birchmount claims; Email regarding Wang [REDACTED]; Emails regarding Wang Claims	0.60
06/04/20	Aiden Nelms	Reading and responding to file related emails; Reviewing and considering various emails from Non-Applicant counsel	0.60
06/04/20	Sean Zweig	Reviewing update from C. Besant; Various emails in connection with same; Drafting response to same; Emails in connection with sale trigger notices	0.60
07/04/20	Joshua Foster	Participating in call to discuss next steps with internal team; Reviewing remaining [REDACTED] Corresponding with A. Nelms regarding same	0.80
07/04/20	Aiden Nelms	Reading and responding to file related emails; Preparing for and participating in call with internal working group regarding general update; Preparing for and participating in video call with KSV and internal working group	1.50
07/04/20	Leslie Stacey	Review email request for subsearch of [REDACTED]; Search for legal description of property and obtain aerial photo; Emails to and from A. Nelms regarding subsearch; Obtain parcel registers and Map for [REDACTED] and adjoining lands; Review parcel register and obtain and circulate copies of recent transfer and charge; Follow-up emails to and from A. Nelms	0.50
07/04/20	Preet Bell	Internal conference call regarding [REDACTED] and next steps; Reviewing materials in respect of same, including [REDACTED]; Conference	1.20



Date	Name	Description	Hours
		call with KSV to discuss claims process and next steps	
07/04/20	Sean Zweig	Call with internal team regarding claims process; Emails regarding HTC claims; Call with KSV regarding [REDACTED]; Emails with D. Miller; Many emails regarding outstanding decision from [REDACTED]; Email to C. Besant; Various emails with Proposal Trustee and D. Ullmann; Reviewing Proposal Trustee's Report, and emails regarding same; Further emails with D. Miller	2.60
08/04/20	Aiden Nelms	Reading and responding to file related emails; Call with J. Foster regarding Wang claim spreadsheet	0.90
08/04/20	Joshua Foster	Reviewing [REDACTED] [REDACTED] Reviewing requirements related to [REDACTED]; Corresponding with A. Nelms and P. Bell regarding same	0.70
08/04/20	Preet Bell	Internal correspondence regarding [REDACTED]; [REDACTED]; Reviewing materials	0.40
08/04/20	Sean Zweig	Call with KSV, D. Ullmann and D. Wootton regarding NOI creditors meeting; Follow-up emails regarding same; Reviewing correspondence regarding upcoming NOI creditors meeting	1.30
09/04/20	Joshua Foster	Continuing review of certain Wang claims; Creating abbreviated table reflecting same; Discussion with S. Zweig and A. Nelms regarding same	5.40
09/04/20	Aiden Nelms	Reading and responding to file related emails; Preparing for and participating in call with S. Zweig and J. Foster; Reviewing and revising abbreviated table of Wang Claims	1.40
09/04/20	Preet Bell	Call with J. Foster regarding documentation for claims against Mike Wang, and considering [REDACTED] in respect of same; Reviewing and analyzing [REDACTED] [REDACTED]	0.50
09/04/20	Sean Zweig	Call with internal team; Reviewing and commenting on claims chart for Proposal Trustee; Emails with J. Foster regarding same	0.50

Date	Name	Description	Hours
10/04/20	Joshua Foster	Participating in call with KSV regarding treatment of certain Wang claims for [REDACTED] [REDACTED] Continuing review of certain proofs of claim and amending table reflecting same	2.70
10/04/20	Aiden Nelms	Reading and responding to file related emails; Reviewing and considering further revised draft of abbreviated Wang Claims table; Preparing emails to go to Wang Claim holders	1.20
10/04/20	Sean Zweig	Call with Monitor regarding Wang Claims; Emails with internal team regarding same; Further working on chart regarding same	1.00
11/04/20	Joshua Foster	Drafting email responses to claimants regarding the treatment of their claims [REDACTED] [REDACTED]; Participating in call with KSV regarding same; Addressing a [REDACTED] [REDACTED] and discussing same with A. Nelms	3.70
11/04/20	Aiden Nelms	Reading and responding to file related emails; Reviewing and considering [REDACTED] [REDACTED]; Drafting and revising email to certain Wang claim holders; Preparing for and participating in call regarding same; Coordinating Wang Claims	2.30
11/04/20	Sean Zweig	Various emails with Monitor; Reviewing and revising draft to Wang Claimants regarding proposed treatment [REDACTED]; Emails in connection with same; Call with creditors' counsel regarding upcoming creditors meeting; Follow-up call with Monitor; Follow-up emails in connection with same; Call with A. Slavens; Emails with D. Michaud and other Wang Claimant	2.40
12/04/20	Sean Zweig	Correspondence throughout day regarding upcoming NOI meeting with each of Y. Baykara, G. Benchetrit and Monitor	0.50
13/04/20	Joshua Foster	Call regarding Y. Baykara claims; Reviewing additional proofs of claim materials received from Wang claimants; Corresponding with internal team regarding same	3.80
13/04/20	Sean Zweig	Many emails and discussions throughout day regarding [REDACTED] and	3.00



Date	Name	Description	Hours
		issues related to same; Call with D. Michaud; Many emails with internal team regarding Wang Claims [REDACTED]; Call with Y. Baykara and C. Ho; Call with L. Rubinoff	
13/04/20	Olivia D'Innocenzo	Conducting Ontario PPSA searches on [REDACTED]; Reviewing results and circulating same to A. Nelms	1.00
14/04/20	Joshua Foster	Continuing review of certain claims filed against M. Wang in advance of proposal vote; Corresponding with S. Zweig and A. Nelms regarding same; Reviewing [REDACTED]	4.90
14/04/20	Aiden Nelms	Reading and responding to file related emails; Multiple calls throughout day with internal working group; Reviewing and considering Wang Claims assessment for voting on Wang's proposal; Reviewing and considering various documents from certain creditors	2.60
14/04/20	Preet Bell	Conducting review and analysis of [REDACTED]; Call with J. Foster regarding same	1.90
14/04/20	Sean Zweig	Many emails in connection with upcoming NOI creditor meeting with Monitor, GT and claimants; Working on Wang Claims, and reviewing documents and internal discussions regarding same	1.60
14/04/20	Olivia D'Innocenzo	Conducting an additional PPSA search on [REDACTED]; Reviewing results and preparing a summary report; Circulating same to A. Nelms	0.60
15/04/20	Joshua Foster	Further revising table of Wang Claims to be provided to Mike Wang's proposal trustee; Corresponding with S. Zweig and A. Nelms regarding same	0.70
15/04/20	Sean Zweig	Many emails and discussions in connection with Wang Claims and NOI creditors meeting; Call with D. Miller; Correspondence with Hainey J.; Reviewing Endorsement and Orders granted and considering next steps; Emails and call in	2.10

Date	Name	Description	Hours
		connection with same; Call with D. Ullmann	
16/04/20	Joshua Foster	Preparing list of email contacts for each of the Wang claimants for KSV	0.80
16/04/20	Aiden Nelms	Reading and responding to file related emails	0.30
16/04/20	Sean Zweig	Emails in connection with M. Wang bankruptcy, first meeting of creditors, etc.; Emails and call with C. Kuehl regarding [REDACTED]; Emails with Monitor regarding same; Emails with internal team regarding claims process and advancing same	1.00
17/04/20	Preet Bell	Conference call with [REDACTED] [REDACTED] Reviewing and analyzing materials in respect of same	1.40
17/04/20	Sean Zweig	Reviewing correspondence with M. Wang in connection with bankruptcy; Emails regarding draft Statement of Affairs; Call with Koskie Minsky and Monitor; Follow-up call with P. Bell	1.50
18/04/20	Preet Bell	Internal correspondence regarding claims review and next steps	0.10
18/04/20	Sean Zweig	Emails with internal team regarding claims review; Emails with J. Larry regarding [REDACTED]	0.30
19/04/20	Aiden Nelms	Reading and responding to file related emails; Preparing for and participating in video call with KSV regarding claims process and next steps	0.80
19/04/20	Sean Zweig	Preparing for and attending call with Monitor and A. Nelms regarding claims process and next steps	0.80
20/04/20	Joshua Foster	Analyzing, and preparing [REDACTED] [REDACTED]	5.00
20/04/20	Aiden Nelms	Reading and responding to file related emails; Drafting note to the service list	0.30
20/04/20	Sean Zweig	Call with D. Sieradzki; Emails regarding Lerner/Grout motion; Reviewing correspondence regarding bankruptcy matters; Reviewing costs decision	0.50
21/04/20	Joshua Foster	Finalizing analysis and memorandum regarding [REDACTED];	10.60

Date	Name	Description	Hours
		Corresponding with P. Bell and A. Nelms regarding same	
21/04/20	Aiden Nelms	Reading and responding to file related emails; Reviewing memorandum from J. Foster	0.60
21/04/20	Preet Bell	Internal correspondence regarding claims process; Call with S. Zweig regarding next steps; Reviewing materials in respect of [REDACTED]	0.50
21/04/20	Sean Zweig	Emails in connection with bankruptcy documents, and reviewing notice; Discussion with P. Bell regarding claims	0.40
22/04/20	Joshua Foster	Continuing abbreviated table of proofs of claim; Corresponding with A. Nelms regarding same	7.30
22/04/20	Aiden Nelms	Reading and responding to file related emails; Reviewing and considering [REDACTED]; Call with P. Bell regarding same; Call with S. Zweig regarding next steps and file generally; Reviewing and considering proofs of claim in light of [REDACTED]	4.20
22/04/20	Preet Bell	Conducting review and analysis of [REDACTED]; Internal correspondence and discussions throughout day regarding same; Drafting memorandum to Koskie Minsky in respect of [REDACTED] claims materials for same	4.60
22/04/20	Sean Zweig	Emails regarding FMOC; Emails with D. Michaud; Emails with P. Bell regarding claims review; Discussions regarding next steps in claims process	0.70
23/04/20	Joshua Foster	Reviewing claims and making further revisions to abbreviated table of proofs of claim in respect of all Applicants, Non-Applicants, NOI Entities and the directors and officers of same; Corresponding with A. Nelms regarding same	8.00
23/04/20	Aiden Nelms	Reading and responding to file related emails; Reviewing and considering spreadsheet from J. Foster in respect of claims process; Call with J. Foster regarding same; Reviewing and considering memorandum regarding [REDACTED]	3.20

Date	Name	Description	Hours
		[REDACTED]; Reviewing and considering certain court orders	
23/04/20	Preet Bell	[REDACTED] Reviewing and analyzing [REDACTED]; Internal correspondence regarding same	3.10
23/04/20	Sean Zweig	Emails regarding Lerners/Grout fee motion; Call with P. Bell regarding [REDACTED]; Reviewing additional claims received; Reviewing and commenting on letter to Koskie Minsky; Emails with B. Kofman regarding secured Wang Claims	0.90
24/04/20	Aiden Nelms	Reading and responding to file related emails; Reviewing and considering [REDACTED]; Commenting on same; Corresponding with the court regarding court time; Call with A. Soutter regarding Ferina's claim	1.60
24/04/20	Joshua Foster	Continuing to abbreviate table of proofs of claim; Corresponding with A. Nelms and S. Zweig regarding same	2.90
24/04/20	Preet Bell	Revising draft materials in respect of follow-up information requests for claims; Internal correspondence regarding same; Reviewing [REDACTED] [REDACTED] Considering issues arising out of same	2.80
24/04/20	Sean Zweig	Reviewing and commenting on [REDACTED]; Emails with J. Foster regarding same; Emails with Monitor regarding upcoming motion	1.70
25/04/20	Joshua Foster	Finalizing abbreviated table of Birchmount, Wang, Other Surplus Applicant, Surplus Non-Applicant, NOI Entity and D&O Claims; Corresponding with S. Zweig and A. Nelms regarding same	2.90
25/04/20	Aiden Nelms	Reading and responding to file related emails	0.50
25/04/20	Preet Bell	Reviewing [REDACTED] [REDACTED] regarding same	0.30
25/04/20	Sean Zweig	Reviewing and commenting on revised claims treatment schedule; Email to Monitor regarding same	0.50



Date	Name	Description	Hours
26/04/20	Joshua Foster	Reviewing [REDACTED]; Corresponding with P. Bell regarding same	1.10
26/04/20	Preet Bell	Reviewing correspondence and revisions from KSV in respect of claims process responses and related matters; Considering issues arising out of same; Reviewing and revising materials for same; Internal correspondence regarding next steps and claims procedure issues; Reviewing and analyzing [REDACTED]	1.90
26/04/20	Sean Zweig	Emails regarding draft correspondence to KM; Emails with J. Foster regarding notice of revision/disallowance	0.30
27/04/20	Joshua Foster	Drafting notices of revision and disallowance; Corresponding with A. Nelms regarding same; Corresponding with P. Bell regarding [REDACTED]; Corresponding with S. Zweig regarding amending abbreviated table of claims to include Danforth claims and sending same to KSV	7.80
27/04/20	Aiden Nelms	Reading and responding to file related emails	0.40
27/04/20	Preet Bell	Correspondence with B. Kofman regarding follow-up issues in respect of [REDACTED]; Considering issues arising out of same and potential legal considerations in respect of [REDACTED]; Internal correspondence	1.80
27/04/20	Sean Zweig	Emails in connection Koskie Minsky and Tarion claims; Emails in connection with 390 Derry claim; Emails in connection with Danforth claims and reviewing same; Various correspondence in connection with claims matters	1.00
28/04/20	Joshua Foster	Finalizing notices of revision and disallowance; Corresponding with S. Zweig and A. Nelms regarding same	12.40
28/04/20	Aiden Nelms	Reading and responding to file related emails; Reviewing memo emails from J. Foster regarding [REDACTED]; Call with J. Foster regarding same	1.10
28/04/20	Preet Bell	Correspondence and review of materials in respect of claims process	0.50



Date	Name	Description	Hours
28/04/20	Sean Zweig	Emails regarding Koskie Minsky claim; Reviewing TGF cost submission; Emails in connection with various specific claims; Emails regarding NORDs and claim process; Reviewing Order from OSB, and emails in connection with same	1.20
29/04/20	Joshua Foster	Making further revisions to notices of revision and disallowance; Drafting notices of acceptance of claim; Corresponding with S. Zweig and A. Nelms regarding same	7.10
29/04/20	Aiden Nelms	Reading and responding to file related emails; Reviewing and revising Notice for Claimants with claims being accepted as filed	1.00
29/04/20	Preet Bell	Correspondence with KSV regarding [REDACTED]; Reviewing and analyzing materials in respect of same; Internal correspondence throughout day regarding same	2.10
29/04/20	Mike Shakra	Reviewing notice of acceptance form and commenting on same	0.30
29/04/20	Sean Zweig	Further emails in connection with Koskie Minsky claim and [REDACTED]; Reviewing draft NORDs, and emails regarding same; Reviewing correspondence from OSB; Reviewing draft Notices of Acceptance; Emails with internal team regarding claims process generally	1.80
30/04/20	Aiden Nelms	Reading and responding to file related emails	0.30
30/04/20	Elie Freedman	Reviewing email correspondence from S. Zweig in respect of [REDACTED]	0.30
30/04/20	Joshua Foster	Preparing [REDACTED] to be reviewed by E. Freedman; Corresponding with E. Freedman regarding same; Updating master table of claims based on recently received proofs of claim	1.40
30/04/20	Preet Bell	Internal correspondence regarding claims process issues; Reviewing correspondence from KSV in respect of same and considering [REDACTED]; Phone call with S. Zweig regarding same	0.70
30/04/20	Sean Zweig	Various emails with Monitor in connection with claims process and next steps; Emails with D. Ullmann regarding upcoming creditors' meeting; Emails in connection with review of [REDACTED]	0.70

Date	Name	Description	Hours
			Total Hours <u>172.70</u>
			Total Professional Services \$ 81,859.50

Name	Hours
Preet Bell	23.80
Thomas Bauer	0.80
Sean Zweig	30.30
Elie Freedman	0.30
Aiden Nelms	25.10
Mike Shakra	0.30
Joshua Foster	90.00
Leslie Stacey	0.50
Olivia D'Innocenzo	1.60

Disbursements	Amount
Process Server	\$ 120.00
SoundPath Legal Conferencing	\$ 99.30
Online Government Service	\$ 113.50
Total Disbursements	<u>\$ 332.80</u>

Other Charges	Amount
Library Computer Search - WestlawNext Canada	\$ 212.75
Printing	\$ 5.25
Total Other Charges	<u>\$ 218.00</u>
GST/HST	\$ 10,713.34
TOTAL DUE	<u><u>\$ 93,123.64</u></u>



Bennett Jones

KSV KOFMAN INC.
SUITE 2308, 150 KING STREET WEST
TORONTO, ON M5H 1J9

**Attention: BOBBY KOFMAN
MANAGING PARTNER**

Re: Forme Development Group
Our File Number: 074735.00022

Date: May 6, 2020
Invoice: 1334777

Remittance Statement

Professional Services	\$	81,859.50
Disbursements	\$	332.80
Other Charges	\$	218.00
Total Due before GST/HST	\$	82,410.30
GST/HST	\$	10,713.34
Total Due in CAD	\$	93,123.64

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

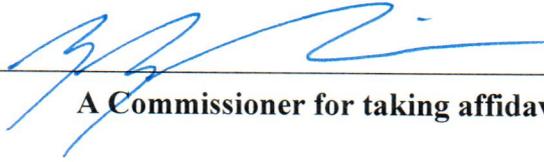
[REDACTED]

THIS IS EXHIBIT "B" REFERRED TO IN THE

AFFIDAVIT OF AIDEN NELMS

SWORN

THE 20th DAY OF MAY 2020

A handwritten signature in blue ink, consisting of stylized initials and a surname, positioned above a horizontal line.

A Commissioner for taking affidavits, etc.

Exhibit "B"

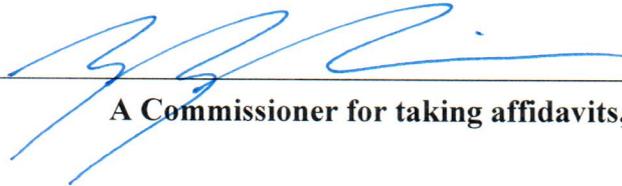
Invoice #	Period Ending	Date	Fees	Expenses	HST	Total
1261148A	31-Jan-19	4-Feb-19	\$ 92,734.00	\$ 2,458.80	\$ 12,375.06	\$ 107,567.86
1264687	28-Feb-19	5-Mar-19	\$ 65,114.00	\$ 979.53	\$ 8,571.36	\$ 74,664.89
1269568	31-Mar-19	8-Apr-19	\$ 88,341.50	\$ 1,069.27	\$ 11,616.90	\$ 101,027.67
1273946	30-Apr-19	3-May-19	\$ 149,511.00	\$ 2,984.86	\$ 19,782.86	\$ 172,278.72
1279092	31-May-19	5-Jun-19	\$ 157,601.50	\$ 5,263.23	\$ 21,089.21	\$ 183,953.94
1283809	30-Jun-19	8-Jul-19	\$ 101,186.00	\$ 4,330.75	\$ 13,717.18	\$ 119,233.93
1288928	31-Jul-19	6-Aug-19	\$ 74,762.50	\$ 2,262.87	\$ 9,971.70	\$ 86,997.07
1293731	31-Aug-19	9-Sep-19	\$ 86,989.50	\$ 1,324.79	\$ 11,439.26	\$ 99,753.55
1297588	30-Sep-19	3-Oct-19	\$ 45,114.50	\$ 734.24	\$ 5,960.34	\$ 51,809.08
1303276	31-Oct-19	6-Nov-19	\$ 72,717.00	\$ 2,129.42	\$ 9,688.43	\$ 84,534.85
1308562	29-Nov-19	4-Dec-19	\$ 43,400.50	\$ 2,688.46	\$ 5,949.15	\$ 52,038.11
1316209	31-Dec-19	31-Dec-19	\$ 18,067.50	\$ 463.49	\$ 2,409.03	\$ 20,940.02
1322846	31-Jan-20	14-Feb-20	\$ 57,567.00	\$ 663.40	\$ 7,569.95	\$ 65,800.35
1325278	29-Feb-20	9-Mar-20	\$ 126,206.00	\$ 3,604.10	\$ 16,833.71	\$ 146,643.81
1330585	31-Mar-20	9-Apr-20	\$ 82,116.50	\$ 1,265.90	\$ 10,839.71	\$ 94,222.11
1334777	30-Apr-20	6-May-20	\$ 81,859.50	\$ 550.80	\$ 10,713.34	\$ 93,123.64
TOTAL			\$ 1,343,288.50	\$ 32,773.91	\$ 178,527.19	\$ 1,554,589.60

THIS IS EXHIBIT "C" REFERRED TO IN THE

AFFIDAVIT OF AIDEN NELMS

SWORN

THE 20th DAY OF MAY 2020



A Commissioner for taking affidavits, etc.

Exhibit "C"

Timekeeper	Year of Call (if applicable)	Billing Year	Hourly Rate	Total Time
Aiden Nelms	2018	2018	\$ 345.00	21.8
		2019	\$ 390.00	529.6
		2020	\$ 465.00	152.4
Julie Wilson	Articling Student	2019	\$ 250.00	3
Leslie Stacey	N/A	2019	\$ 430.00	0.9
		2020	\$ 450.00	0.8
Olivia D'Innocenzo	N/A	2019	\$ 365.00	1.3
		2020	\$ 385.00	2.9
Jon Bell	2008	2018	\$ 675.00	1.6
		2019	\$ 750.00	6.2
		2020	\$ 675.00	0.6
Preet Bell	2008	2019	\$ 720.00	173.6
		2020	\$ 755.00	88.3
		2021	\$ 795.00	150.5
John Van Gent	2002	2020	\$ 835.00	14.4
		2021	\$ 695.00	26.9
Sean Zweig	2009	2019	\$ 750.00	563.3
		2020	\$ 850.00	147.3
		2021	\$ 690.00	0.3
Mike Shakra	2013	2020	\$ 1,200.00	0.8
Thomas Bauer	1993	2020	\$ 520.00	0.3
Elie Freedman	2017	2020	\$ 380.00	3.3
Lorraine Klemens	N/A	2020	\$ 535.00	14.5
Jason Berall	2015	2019	\$ 615.00	0.2
		2020	\$ 360.00	1.8
Janine Biener	N/A	2019	\$ 520.00	0.2
Nicholas Arrigo	2017	2020	\$ 690.00	0.2
Joseph Blinick	2013	2020	\$ 270.00	7.6
Hussein Rehmanji	Articling Student	2020	\$ 835.00	7.7
Gavin Finlayson	2001	2019	\$ 250.00	6.1
Ronke Akinyemi	Articling Student	2019	\$ 250.00	0.2
Aylmer Wang	Articling Student	2019	\$ 250.00	10.6
Joshua Foster	Articling Student	2019	\$ 270.00	237.8
		2020	\$ 250.00	8.4
Daniel Baum	Articling Student	2019	\$ 250.00	1.7
Thomas Hughes	Articling Student	2020	\$ 270.00	0.8
		2021	\$ 240.00	2.4
Alexandra Terpoy-Heinemann	N/A	2019	\$ 250.00	1.2
Buck Payne	Articling Student	2019	\$ 250.00	4.3
Haley Zerr	Articling Student	2019	\$ 250.00	0.7
Adam Zur	Articling Student	2019	\$ 250.00	3.1
Tim Heneghan	Articling Student	2019	\$ 235.00	3.3
Julian Sieco	Summer Student	2019	\$ 235.00	26.4
Meg Williams	Summer Student	2019	\$ 235.00	1.7
Anders Hoenisch	Summer Student	2019	\$ 250.00	8.2
		2020	\$ 265.00	0.5
Jelena Petrovic	N/A	2019	\$ 240.00	2.7
		2020	\$ 250.00	0.3
Nicola McNeilage	N/A	2019	\$ 360.00	1.7
Ceilidh Mulder	Articling Student	2019	\$ 250.00	0.8
Eugenia Biolkin	N/A	2019	\$ 360.00	8.9
Ethan Gordon	Articling Student	2019	\$ 250.00	2.8
		2020	\$ 360.00	18.9
Nasim Akbari	N/A	2019	\$ 280.00	9.6
		2020	\$ 295.00	1
Nicole Yap	N/A	2019	\$ 360.00	0.4
Lorie Neilson	N/A	2019	\$ 245.00	4.3
Corina Maedonald	N/A	2019	\$ 245.00	0.7
Leonard Gangbar	1994	2019	\$ 830.00	12.1
		2020	\$ 870.00	0.2
Andrew Jeanrie	2002	2019	\$ 720.00	22.7
Griovanna Campagna	Articling Student/2019	2019	\$ 250.00	33.9
		2020	\$ 410.00	3.8
Kyle Jennex	Articling Student	2019	\$ 250.00	13.1
TOTAL				2377.6

<p>Blended Rate (excluding expenses and HST) \$1,343,288.50 ÷ 2377.6 hours =</p>	<p>\$564.98</p>
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SCHEDULE "A"
APPLICANTS

3310 Kingston Development Inc.

1296 Kennedy Development Inc.

1326 Wilson Development Inc.

5507 River Development Inc.

4439 John Development Inc.

2358825 Ontario Ltd.

250 Danforth Development Inc.

159 Carrville Development Inc.

169 Carrville Development Inc.

189 Carrville Development Inc.

27 Anglin Development Inc.

29 Anglin Development Inc.

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF FORME DEVELOPMENT GROUP INC. AND THE OTHER COMPANIES LISTED ON SCHEDULE "A" HERETO (the "Applicants")

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

Proceeding commenced at Toronto

FEE AFFIDAVIT

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Counsel to KSV Kofman Inc., solely in its capacity as Court-appointed monitor and not in its personal capacity

TAB 3

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

THE HONOURABLE MR.) WEDNESDAY, THE 27th
)
JUSTICE HAINEY) DAY OF MAY, 2020

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF FORME DEVELOPMENT GROUP INC.
AND THE OTHER COMPANIES LISTED ON SCHEDULE "A"
HERETO (the "Applicants")

APPLICATION UNDER THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

Estate File No.: 31-2436568

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

IN THE MATTER OF THE PROPOSAL OF
58 OLD KENNEDY DEVELOPMENT INC.,
76 OLD KENNEDY DEVELOPMENT INC. AND
82 OLD KENNEDY DEVELOPMENT INC.,
ALL CORPORATIONS INCORPORATED UNDER THE LAWS
OF ONTARIO

ORDER

THIS MOTION, made by KSV Kofman Inc. ("**KSV**"), in its capacity as Court-appointed monitor (in such capacity, the "**Monitor**") of the Applicants in their proceedings pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. c-36, as amended ("**CCAA**") and in its capacity as proposal trustee of 58 Old Kennedy Development Inc., 76 Old Kennedy Development

Inc., and 82 Old Kennedy Development Inc. (in such capacity, the "**Proposal Trustee**"), for an Order, *inter alia*: (i) abridging the time for service of the Notice of Motion and the Motion Record herein, if necessary, and validating service thereof; (ii) extending the Stay Period (as defined in paragraph 15 of the Initial Order of this Court made on November 30, 2018, as amended and restated) to and including August 31, 2020; (iii) approving the Monitor's and the Proposal Trustee's reports (the "**Reports**") issued over the course of these proceedings and the activities of the Monitor and the Proposal Trustee described therein; (iv) approving the fees and disbursements of the Monitor and its counsel; and (v) authorizing the Monitor to pay the Birchmount Property Taxes (as defined below) from the surplus realized on Birchmount Gardens (as defined below), was heard via videoconference.

ON READING the Notice of Motion of the Monitor and the Thirteenth Report of the Monitor and the Ninth Report of the Proposal Trustee dated May 20, 2020, together with the appendices thereto, and on hearing the submissions of counsel for the Monitor, and such other parties as were present, no one else appearing although duly served as appears from the affidavit of service of Aiden Nelms sworn May 20, 2020;

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein be and are hereby abridged and validated so that the Motion is properly returnable today.

STAY EXTENSION

2. **THIS COURT ORDERS** that the Stay Period be and is hereby extended until and including August 31, 2020.

APPROVAL OF THE REPORTS AND ACTIVITIES

3. **THIS COURT ORDERS** that the Reports and the activities of the Monitor and the Proposal Trustee referred to therein be and are hereby approved; provided, however, that only the Monitor and the Proposal Trustee, in their personal capacities and only with respect to their own personal liability, shall be entitled to rely upon or utilize in any way such approval.

4. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its counsel, as set out in the affidavits of David Sieradzki sworn May 20, 2020 and Aiden Nelms sworn May 20, 2020 be and are hereby approved.

BIRCHMOUNT PROPERTY TAXES

5. **THIS COURT ORDERS** that the Monitor is authorized and directed to pay a property tax obligation of approximately \$127,000 (the "**Birchmount Property Taxes**") owing on a condominium project developed by 2358825 Ontario Inc. ("**Birchmount Gardens**") from the surplus proceeds realized from the sale thereof.

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AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF FORME DEVELOPMENT GROUP INC. AND THE
OTHER COMPANIES LISTED ON SCHEDULE "A" HERETO (the "Applicants")

Estate No. 31-2436538

IN THE MATTER OF THE PROPOSAL OF 58 OLD KENNEDY DEVELOPMENT INC., 76 OLD KENNEDY DEVELOPMENT INC., 82
OLD KENNEDY DEVELOPMENT INC., 9500 DUFFERIN DEVELOPMENT INC., 250 DANFORTH DEVELOPMENT INC., 3310
KINGSTON DEVELOPMENT INC., 1296 KENNEDY DEVELOPMENT INC., 159 CARVILLE DEVELOPMENT INC., ALL
CORPORATIONS INCORPORATED UNDER THE LAWS OF ONTARIO

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

Proceeding commenced at Toronto

ORDER

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as Court-appointed monitor and proposal trustee, and
not in its personal capacity

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76 OLD KENNEDY DEVELOPMENT INC. AND
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**ONTARIO
SUPERIOR COURT OF JUSTICE
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Motion Record

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capacity