



**Fourth Report of  
KSV Restructuring Inc.  
as CCAA Monitor of  
LoyaltyOne, Co.**

June 27, 2023

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Court File No.: CV-23-00696017-00CL

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 LOYALTYONE, CO.

FOURTH REPORT OF KSV RESTRUCTURING INC.

JUNE 27, 2023

## 1.0 Introduction

1. Pursuant to an order (the “**Initial Order**”) issued by the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) on March 10, 2023, LoyaltyOne, Co. (the “**Applicant**”) was granted protection under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), and KSV Restructuring Inc. (“**KSV**”) was appointed monitor of the Applicant (in such capacity, the “**Monitor**”). The Initial Order also extended the CCAA stay and certain other relief to LoyaltyOne Travel Services Co./Cie Des Voyages LoyaltyOne, a non-applicant subsidiary of the Applicant (“**Travel Services**” and together with the Applicant, the “**LoyaltyOne Entities**”). At a comeback hearing on March 20, 2023, the Court issued an Amended and Restated Initial Order (the “**ARIO**”).
2. Also on March 10, 2023, the Applicant’s ultimate parent company, Loyalty Ventures Inc. (“**LVI**”), and three affiliated entities<sup>1</sup> (collectively, the “**US Debtors**”), filed voluntary petitions to commence proceedings (the “**US Proceedings**”) under Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of Texas (the “**US Court**”). The LoyaltyOne Entities are not debtors in the US Proceedings.
3. The principal purpose of this proceeding (this “**CCAA Proceeding**”) was to create a stabilized environment in which the Applicant could:
  - a) continue to operate in the ordinary course with the breathing space afforded by filing for protection under the CCAA, including to continue to operate the AIR MILES® Reward Program and to honour redemptions by the collectors of AIR MILES® reward miles in the normal course;

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<sup>1</sup> The affiliated Chapter 11 debtor entities are LVI Sky Oak LLC, LVI Lux Holdings S.à r.l. and Rhombus Investments L.P.

- b) secure required debtor-in-possession (“**DIP**”) financing from Bank of Montreal (“**BMO**” and, in such capacity, the “**DIP Lender**”) to fund the Applicant’s ongoing business and the restructuring proceedings pursuant to a US\$70 million DIP loan facility (the “**DIP Facility**”); and
  - c) identify and complete a going-concern sale transaction pursuant to a Court supervised sale and investment solicitation process (“**SISP**”). In this regard, the Applicant entered into an asset purchase agreement with BMO, the Applicant’s largest customer, which provided for a purchase price of US\$160 million, subject to certain adjustments, plus the assumption of certain liabilities, to be used as a “stalking horse” bid in the SISP (as amended, the “**Stalking Horse APA**”).
4. On March 17, 2023, in connection with the US Proceedings, the US Debtors filed a Combined Disclosure Statement and Joint Chapter 11 Plan of Reorganization pursuant to Chapter 11 of the Bankruptcy Code (as applicable, the “**Combined DS and Plan**” or the “**LVI Chapter 11 Plan**”). Among other things, the LVI Chapter 11 Plan provides for the establishment of a liquidating trust to pursue recoveries on behalf of the US Debtors’ stakeholders (the “**LVI Chapter 11 Litigation Trust**”).
  5. On April 27, 2023, the Combined DS and Plan was approved and confirmed by the US Court. On May 1, 2023, the Court issued an order, granting certain relief sought by the Applicant in connection with the LVI Chapter 11 Plan, which relief was a condition precedent to the LVI Chapter 11 Plan becoming effective. The LVI Chapter 11 Plan became effective on June 2, 2023.
  6. At a hearing on May 12, 2023, the Court issued:
    - a) an Approval and Vesting Order (the “**AVO**”), among other things:
      - approving the transaction contemplated by the Stalking Horse APA (the “**Transaction**”);
      - following the Monitor’s delivery of the Monitor’s certificate substantially in the form attached as Schedule “A” to the AVO (the “**Monitor’s Certificate**”), transferring and vesting all of the Applicant’s right, title and interest in and to all of the issued and outstanding shares in the capital of Travel Services to an affiliate of BMO, and all of the Applicant’s right, title and interest in and to the balance of the Purchased Assets (as defined in the Stalking Horse APA) in another BMO affiliate, in each case free and clear from any encumbrances, except for certain permitted encumbrances;
      - concurrent with or immediately following delivery of the Monitor’s Certificate, directing the Applicant to repay in full all obligations owing under the DIP Facility and discharging the corresponding DIP Lender’s Charge (as defined in the ARIO);
      - concurrent with or immediately following delivery of the Monitor’s Certificate, directing the Applicant to pay in full certain transaction fees owing to PJT Partners LP (“**PJT**”), the Applicant’s financial advisor, and discharging the corresponding Financial Advisor Charge (as defined in the ARIO);

- b) an Assignment Order, which, among other things, following delivery of the Monitor's Certificate, assigned all of the Applicant's rights and obligations in respect of certain contracts to BMO; and
  - c) an Ancillary Relief Order that, among other things:
    - provided that, following delivery of the Monitor's Certificate, all of the existing directors and officers of the Applicant (other than certain officers of the Applicant who will remain employed by the Applicant upon closing) were deemed to resign, and authorized and empowered the Monitor to exercise any powers which may be properly exercised by a board of directors or any officers of the Applicant;
    - removed Travel Services from the purview of the Initial Order (in light of the sale of its shares pursuant to the Transaction); and
    - extended the stay of proceedings to July 14, 2023.
7. The Transaction closed on June 1, 2023 (the "**Closing**").
8. The next steps in this proceeding are to: (a) seek the Court's approval of a distribution of a portion of the net Transaction proceeds and the Applicant's cash on hand at the time of Closing (the "**Cash and Proceeds**") to the Applicant's secured creditors; and (b) realize on the Applicant's remaining assets (i.e. those that were excluded from the Transaction). Accordingly, the Applicant is seeking an order authorizing one or more distributions of the Cash and Proceeds, subject to the terms of the proposed order, and an extension of the stay of proceedings for approximately 12 months in order to provide the Applicant, under the oversight and supervision of the Monitor, with additional time to advance the realization on its remaining assets, including certain litigation claims that will require significant time to evaluate and pursue (if the Applicant determines to do so).

## 1.1 Purposes of this Report

1. The purposes of this report (the "**Fourth Report**") are to:
- a) provide background information regarding the Applicant and these proceedings;
  - b) discuss a proposed distribution of Cash and Proceeds to the Credit Facility Agent on behalf of the Credit Agreement Lenders (each as defined below);
  - c) summarize a proposed transaction (the "**Remaining FF&E Transaction**") between the Applicant and First Gulf KEC Development Limited ("**First Gulf**"), the Applicant's landlord at its leased head office premises at 351 King Street, Toronto (the "**Toronto Office**"), for substantially all of the remaining furniture, fixtures and equipment (the "**Remaining FF&E**") located at those premises;
  - d) set out the Monitor's basis for its support of an extension of the stay of proceedings from July 14, 2023 to June 28, 2024;

- e) summarize the fees and disbursements of the Monitor incurred from the commencement of this CCAA Proceeding to May 31, 2023, as well as those of its legal counsel, Goodmans LLP (“**Goodmans**”), incurred from the commencement of this CCAA Proceeding to June 6, 2023, each as described further in the Fee Affidavits (as defined below); and
- f) recommend the Court issue the following Orders:
- i. an Order (the “**Stay Extension and Distribution Order**”), among other things:
    - authorizing the Applicant, at such time or times as it determines appropriate, to make one or more distributions to the Credit Facility Agent of Cash and Proceeds held by the Applicant, subject to the terms set out in the proposed order;
    - providing that the Monitor shall not incur any liability in connection with the distributions contemplated in the proposed order, whether in its personal capacity or in its capacity as Monitor;
    - reducing the charge on the Property (as defined in the ARIO) in favour of the Applicant’s directors and officers to secure the Applicant’s indemnity obligations in the ARIO (the “**Directors’ Charge**”) from \$15.409 million to \$2 million;
    - terminating the charge on the Property for the benefit of the participants of the two employee retention plans offered to the Applicant’s former employees (the “**Employee Retention Plans**”) in the maximum aggregate amount of \$5.35 million (the “**ERP Charge**”);
    - extending the stay of proceedings to June 28, 2024;
    - approving the fees and disbursements of the Monitor and its legal counsel as described in this Fourth Report and the Fee Affidavits; and
    - approving the Pre-Filing Report of the Proposed Monitor dated March 10, 2023, the First Report of the Monitor dated March 16, 2023, the Second Report of the Monitor dated April 27, 2023, the Third Report of the Monitor dated May 8, 2023, (the “**Third Report**”) and the Fourth Report (collectively, the “**Reports**”), and the activities and conduct of the Monitor set out in such reports; and
  - ii. an Approval and Vesting Order (“**FF&E AVO**”), among other things:
    - approving the Remaining FF&E Transaction; and
    - following receipt by the Applicant of the FF&E Payment (as defined below), vesting all of the Applicant’s right, title and interest in and to the Remaining FF&E in First Gulf free and clear of any encumbrances.

## 1.2 Restrictions

1. In preparing this Fourth Report, the Monitor has relied upon the Applicant's audited and unaudited financial information, books and records and discussions with the Applicant's legal counsel (Cassels Brock & Blackwell LLP) and restructuring advisor (Alvarez & Marsal Inc. ("A&M")).
2. The Monitor has not audited or otherwise attempted to verify the accuracy or completeness of the financial information relied on to prepare this Fourth Report in a manner that complies with Canadian Auditing Standards ("**CAS**") pursuant to the Chartered Professional Accountants of Canada Handbook and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under the CAS in respect of such information. Any party wishing to place reliance on the financial information should perform its own diligence.
3. Future oriented financial information relied upon in this Fourth Report is based upon the Applicant's assumptions regarding future events; actual results achieved may vary from this information and these variations may be material. The Monitor expresses no opinion or other form of assurance on whether these results will be achieved.

## 1.3 Currency

1. Unless otherwise noted, all currency references in this Fourth Report are in Canadian dollars.

## 2.0 Background

### 2.1 Overview

1. Prior to the Closing, the LoyaltyOne Entities operated the marketing program known as the AIR MILES® Reward Program (the "**AIR MILES® Reward Program**" or "**AIR MILES®**"). The Applicant is a Nova Scotia unlimited liability company that is headquartered in Toronto, Ontario.

### 2.2 Transaction

1. Pursuant to the terms of the SISP, on April 28, 2023, the Applicant notified BMO that the Stalking Horse APA was the successful bid under the SISP. Following the selection of the successful bid, the Stalking Horse APA was amended to, among other things: (i) address certain immaterial drafting inconsistencies and defined terms; (ii) amend the excluded contracts list; (iii) provide for a revised process for the identification of additional excluded contracts; and (iv) include certain provisions relating to Transition Employees (as defined below). The amendment also provided for an increase to the cash consideration provided under the Stalking Horse APA from US\$160 million to US\$160,259,861.
2. On May 31, 2023, the Applicant and BMO entered into a second amendment to the Stalking Horse APA, among other things, clarifying the ownership and use of certain intellectual property assets and confirming the process for allocation of hard copy records post-closing between the Applicant and BMO.

3. The Transaction closed on June 1, 2023, and in accordance with the amended Stalking Horse APA, BMO paid the cash purchase price of US\$160,259,861 as follows: (i) US\$77,175,584 to the Applicant; (ii) US\$73,084,277 to the DIP Lender to fully repay the DIP Facility and discharge the DIP Lender's Charge; and (iii) US\$10 million into an escrow account maintained by the Monitor as escrow agent, to be held in escrow pending the calculation of the purchase price adjustments under the Transaction (the "**Adjustment Escrow Amount**"). The process for determination of the final purchase price is set out in the Stalking Horse APA and provides for BMO to deliver a draft closing statement setting out BMO's calculation of certain purchase price adjustment components not later than 90 calendar days after the closing, being August 30, 2023. To the extent the parties are unable to resolve any disputes relating to the proposed purchase price adjustments, the Stalking Horse APA provides for the resolution of disputes by the Monitor or, in certain circumstances, by an arbitrator. Under the terms of the Stalking Horse APA, the maximum amount of potential purchase price adjustments is US\$10 million, being the Adjustment Escrow Amount.
4. Upon Closing, the Applicant's existing directors and most officers resigned, the Applicant discontinued its operations and substantially all of the Applicant's employees became employees of BMO, except for: (i) 20 employees of the Applicant who remained with the Applicant until June 18, 2023 in order to assist the Applicant with certain necessary corporate and windup matters (the "**Transition Employees**"); and (ii) two employees of the Applicant that did not accept their offer of employment from BMO and were terminated effective on May 31, 2023. On June 19, 2023, after completing the transition matters, the Transition Employees became employees of BMO.
5. Since Closing, the Applicant has worked closely with the Monitor to address the allocation of assets between the parties including (i) ensuring that the Monitor has access to terminated employee files in order to respond to employment related inquiries; and (ii) preparing, under the supervision of the Monitor, an index of all of the hard copy records to facilitate the division of the records between the Applicant and BMO consistent with the terms of the Stalking Horse APA.
6. All Court materials filed in this proceeding, including the Monitor's reports, are available on the Monitor's website at the following link: <https://www.ksvadvisory.com/experience/case/loyaltyone>.
7. All US Court materials filed in the US Proceedings are available at the following link: <https://cases.ra.kroll.com/LVI/Home-Index>.

## 2.3 Secured Lenders

### 2.3.1 BMO

1. As referenced above, BMO was the DIP Lender in this CCAA Proceeding. Pursuant to the terms of the AVO, on Closing, all obligations owing under the DIP Facility were repaid and the corresponding DIP Lender's Charge was discharged.



### 2.3.2 Credit Agreement Lenders

1. LVI, Brand Loyalty Group B.V., Brand Loyalty Holding B.V. and Brand Loyalty International B.V. (collectively, the “**Borrowers**”), a group of lenders (collectively, the “**Credit Agreement Lenders**”) and Bank of America N.A., as administrative agent (the “**Credit Facility Agent**”), entered into a credit agreement dated as of November 3, 2021 (as amended, the “**Credit Agreement**”), whereby the Credit Agreement Lenders established credit facilities for the Borrowers. Certain of LVI’s subsidiaries, including the Applicant (but not Travel Services), are guarantors under the Credit Agreement (collectively, the “**Guarantors**”).
2. Pursuant to the terms of the Credit Agreement, the Credit Agreement Lenders made available the following facilities (collectively, the “**Credit Facilities**”): (i) a US\$175 million Term Loan A facility for the Borrowers due November 3, 2026; (ii) a US\$500 million Term Loan B facility for the Borrowers due November 3, 2027; and (iii) a revolving credit facility in the maximum amount of US\$150 million for LVI due November 3, 2026. As of March 9, 2023 (i.e. the day prior to the commencement of this CCAA Proceeding), there was approximately US\$656 million of principal estimated to be outstanding under the Credit Facilities. Interest and costs have continued to accrue since that date. At the commencement of these proceedings, the Applicant entered into a support agreement dated March 10, 2023 (the “**Transaction Support Agreement**”) with certain of the Credit Agreement Lenders (with the lenders who subsequently signed, the “**Consenting Lenders**”) and the Credit Facility Agent (collectively, with the Consenting Lenders, the “**Consenting Stakeholders**”).
3. The obligations under the Credit Agreement were secured by, among other things, a first priority security interest in all present and after-acquired personal property of the Borrowers and the Guarantors, including the Applicant (including shares and other equity interests owned by them), excluding the Excluded Property (as defined in the Credit Agreement) (the “**Credit Agreement Collateral**”).
4. As detailed in the Monitor’s previous reports to Court, the Credit Facility Agent, on behalf of the Credit Agreement Lenders is the Applicant’s senior secured creditor, subject to the Court-ordered Charges (as defined in the ARIO) in this CCAA Proceeding.
5. Goodmans has provided an Ontario law opinion to the Monitor that, subject to customary assumptions and qualifications, the security relating to the Credit Agreement creates a validly perfected security interest in favour of the Credit Facility Agent in the Credit Agreement Collateral.

## 3.0 Proposed Distribution

### 3.1 Cash Available

1. The Applicant is seeking authorization to make one or more distributions to the Credit Facility Agent for the benefit of the Credit Agreement Lenders of the Cash and Proceeds subject to retaining amounts sufficient to pay: (i) any amounts secured by the Charges and such other amounts as determined by the Applicant, after consultation with the Requisite Consenting Lenders (as defined in the Transaction Support Agreement), and with the consent of the Monitor, or as otherwise ordered by the Court (collectively, the “**Priority Amounts**”) and (ii) such other amounts as the Applicant, with the consent of the Requisite Consenting Lenders or further Order of this Court, determines necessary, including to facilitate the ongoing administration of this CCAA Proceeding and the activities of the Applicant (the “**Administrative Reserve**”) and together with the Priority Amounts, the “**Holdbacks**”). Any such distribution would be free and clear of all Claims and Encumbrances.
2. The proposed Stay Extension and Distribution Order provides that the Applicant shall make all distributions to the Credit Facility Agent for application by the Credit Facility Agent (i) in accordance with the provisions of the Credit Agreement (including the payment of all fees, expenses, charges, and all other amounts payable to the Credit Facility Agent in its capacity as such) and applicable law; and (ii) following authorization and direction from the Required Lenders (as defined in the Credit Agreement), in order to enable the Credit Facility Agent to provide the necessary funding to fund the LVI Chapter 11 Litigation Trust as is contemplated by, and in accordance with, the LVI Chapter 11 Plan. As such, the Credit Facility Agent may, as contemplated under the LVI Chapter 11 Plan, fund the LVI Chapter 11 Litigation Trust with a portion of any distributions made pursuant to the proposed Stay Extension and Distribution Order.

### 3.2 Charges

1. As described above, the amounts secured by the DIP Lender’s Charge in favour of BMO and the Financial Advisor Charge in favour of PJT were both paid out in full and the DIP Lender’s Charge and Financial Advisor Charge were discharged, as provided in the AVO. Furthermore, the Bid Protections Charge (as defined in the ARIO) in favour of BMO as the stalking-horse bidder in the SISP was also released pursuant to the AVO. Accordingly, the remaining Charges are:
  - a) Administration Charge (as defined in the ARIO) in the maximum amount of \$3,000,000;
  - b) Directors’ Charge, to the maximum amount of \$15,409,000, which the Applicant is seeking to reduce to \$2,000,000; and
  - c) ERP Charge in the maximum amount of \$5,350,000, which the Applicant is seeking to have discharged as all amounts secured thereby have now been paid.
2. Accordingly, if the Court approves the reduction in the Directors’ Charge and the discharge of the ERP Charge, the remaining Charges will total \$5 million, which will form a portion of the Holdbacks.

3. As set out in the First Report, the Directors' Charge was granted to protect directors and officers for any liabilities they may incur in their capacity as such following the commencement of these proceedings, including unpaid wages, source deductions, vacation pay and sales taxes. As noted above, the Applicant is no longer conducting any business operations and does not have any employees. In addition, each former employee of the Applicant has been paid all amounts owing in respect of wages and vacation pay according to the Applicant's books and records, all source deductions have been remitted and all HST has been remitted for the period ending May 31, 2023. Given that the known obligations secured under the Directors' Charge have been paid in full, the Applicant is seeking to reduce the Directors' Charge from \$15.409 million to \$2 million. The reduced Directors' Charge is intended to protect directors and officers in respect of any unknown obligations that may arise in the future. Given that no director and officer claims process has been conducted, the Monitor is of the view that it is appropriate for the Court to grant an Order reducing the Directors' Charge as requested. In due course, the Monitor expects for the balance of the Directors' Charge to be released, subject to Court approval. The Monitor understands that notice of the proposed reduction of the Directors' Charge has been provided to all the Applicant's former directors and officers that are beneficiaries of the Directors' Charge. The Monitor also understands that the reduction in the Directors' Charge is supported by the Consenting Stakeholders.
4. The Monitor understands from the Applicant and A&M that the Employee Retention Plans have been fully paid out. Accordingly, the Monitor is of the view that it is appropriate for the Court to grant an Order releasing the corresponding ERP Charge.

### 3.3 CRA Matters

1. The Applicant, in consultation with the Monitor, has held discussions with the Canada Revenue Agency (the "CRA") to obtain a comfort letter (the "Comfort Letter") in relation to distributions of the Cash and Proceeds to be made in accordance with the Stay Extension and Distribution Order, if granted.
2. On June 27, 2023, the CRA delivered the Comfort Letter to the Applicant and the Monitor in escrow pending the hearing for the Stay Extension and Distribution Order.

### 3.4 Recommended Distribution

1. Based on the foregoing, and subject to the Comfort Letter being released from escrow, the Monitor is of the view that it is appropriate for the Applicant to be authorized to make distributions to the Credit Facility Agent of Cash and Proceeds, subject to the Holdbacks being sufficient to allow the Applicant, under the Monitor's supervision, to realize on excluded assets from the Transaction, including to pursue certain litigation claims, as appropriate. At this time, the Monitor understands that no less than US\$85 million of net proceeds from the Transaction will be available to distribute to the Credit Facility Agent on behalf of the Credit Agreement Lenders, which may be subject to additional upward adjustment and additional future distributions based on other recovery activities.

2. Subsequent distributions (if any) pursuant to the Stay Extension and Distribution Order, if granted, will be made based on the outcome of the purchase price adjustments in accordance with the Stalking Horse APA. Distribution of proceeds of the realization of the Applicant's remaining assets, including a potential tax refund claim of approximately \$100 million which is pending before the Tax Court of Canada (the "**CRA Litigation**"), will be made subject to further court order.

#### 4.0 FF&E Transaction

1. Under the Stalking Horse APA, BMO had the option of purchasing all of the Applicant's furniture, fixtures and equipment (the "**FF&E**"). However, the buyer ultimately only took a portion of the FF&E and a substantial amount of FF&E still remains at the Toronto Office.
2. The Toronto Office lease was not an assumed contract under the Transaction, and accordingly, on June 9, 2023, the Applicant issued a Notice of Disclaimer in connection with the Toronto Office lease, which disclaimer will be effective on July 10, 2023. The monthly occupancy costs under the Toronto Office lease are approximately \$450,000 after netting monthly sublease payments.
3. In an effort to monetize the Remaining FF&E, the Applicant entered into a liquidator agreement (the "**Liquidator Agreement**") with Infinity Asset Solutions Inc. ("**Infinity**") to liquidate the Remaining FF&E. The Liquidator Agreement provided for the conduct of an online auction and the removal of the assets from the Toronto Office within 45 days, which was a critical consideration given the significant occupancy costs. Despite having a 45-day occupancy period, the Monitor and Infinity had concerns whether all of the Remaining FF&E could be sold and removed during the period. Under the Liquidator Agreement, the Applicant would have received the proceeds from the sale of each item, after Infinity's commission.<sup>2</sup>
4. Shortly after the disclaimer was sent and after learning about the Liquidator Agreement, First Gulf approached the Applicant to inquire about purchasing the Remaining FF&E. On June 16, 2023, the Applicant, under the direction of the Monitor, entered into a Bill of Sale dated June 16, 2023 (the "**Bill of Sale**") with First Gulf to sell the Remaining FF&E for the aggregate amount of \$360,000, plus HST (collectively, the "**FF&E Payment**"). A copy of the Bill of Sale is attached as Appendix "A".
5. To compensate Infinity for its due diligence and efforts incurred in connection with the Liquidator Agreement, the Applicant, under the direction of the Monitor, negotiated an exit-fee with Infinity whereby Infinity will receive \$100,000 from the proceeds of the sale of the Remaining FF&E to First Gulf. Under the terms of the Liquidator Agreement, Infinity would have received over \$150,000, including approximately \$45,000 for costs. The exit-fee is intended to compensate Infinity for costs incurred and lost commissions in the circumstances. Given the Liquidator Agreement, the Applicant could not have sold the Remaining FF&E to First Gulf without coming to an agreement with Infinity. Based on the Monitor's calculation, the proceeds from the Remaining FF&E Transaction are similar to the proceeds expected to have resulted from an auction pursuant to the Liquidator

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<sup>2</sup> Under the Liquidator Agreement, Infinity was entitled to 10% of all proceeds from the sale of Remaining FF&E and also to an 18% buyers' premium on all Remaining FF&E sales.

Agreement; however, there was additional risk in proceeding with an auction under the Liquidator Agreement as compared to a sale with First Gulf. In particular, the amount paid by First Gulf is guaranteed and Infinity was unsure whether all Remaining FF&E could be removed by the effectiveness of the lease disclaimer on July 10, 2023.

6. The Monitor recommends that the Court issue an order approving the Remaining FF&E Transaction for the following reasons:
  - a) the Remaining FF&E Transaction provides for the greatest guaranteed recovery available in the circumstances, which the Monitor views as a better alternative to incurring incremental occupancy costs during a liquidation period;
  - b) the Monitor does not believe that further time spent marketing the Remaining FF&E will result in a superior transaction; and
  - c) the Monitor believes that further time marketing the Remaining FF&E may result in professional costs exceeding any incremental sale proceeds.

## 5.0 Cash Flow Forecast

1. The Applicant's most recent cash flow forecast filed with Court, a copy of which was appended to the Third Report, covered the period until July 28, 2023, and accordingly, provided for all of the post-Closing payments that the Applicant has made to date. As the Applicant is no longer conducting active business operations, a further cash flow projection has not been prepared for the stay extension period. The remaining costs in these proceedings (largely professional fees) are to be funded from the funds in the Applicant's bank accounts, which will include the Holdbacks (once determined), which are subject to the Administration Charge and the Directors' Charge.
2. Accordingly, the Monitor is of the view that the Applicant will have sufficient liquidity until June 28, 2024.

## 6.0 Stay Extension

1. The stay of proceedings currently expires on July 14, 2023. The Applicant is requesting an extension of the stay of proceedings until June 28, 2024. The Monitor supports the request for an extension of the stay of proceedings for the following reasons:
  - a) given the limited number of matters remaining in this CCAA Proceeding (being, administrative matters related to distributions, the resolution of the post-closing purchase price adjustments from the Transaction and the CRA Litigation, which, if unresolved, will not proceed to trial until the fall of 2024), the Monitor does not believe it is appropriate to consume limited judicial resources dealing with additional stay extension motions when certain of the key remaining matters (primarily the CRA Litigation) are unlikely to be resolved in a short time frame;

- b) the Applicant has been acting, and continues to act, in good faith and with due diligence and the Monitor's powers have been enhanced to exercise any power which may be properly exercised by a board of directors or any officers of the Applicant;
- c) no creditor will be prejudiced by the extension being sought;
- d) as of the date of this Report, neither the Applicant nor the Monitor is aware of any party opposed to an extension;
- e) the proposed Stay Extension and Distribution Order provides that the Monitor shall report to the Court and the Applicant's stakeholders no less frequently than every six months;
- f) the Credit Agreement Lenders, being the principal economic stakeholders in these proceedings, have consented to the duration of the proposed stay extension; and
- g) it will provide the Applicant, under the direction of the Monitor, further time to:
  - i. make one or more distributions to the Credit Facility Agent;
  - ii. resolve the purchase price adjustments in connection with the Transaction and finalize other post-closing matters such as allocation of the purchase price;
  - iii. advance the CRA Litigation, including any potential settlement discussions which may arise;
  - iv. continue to review and consider potential paths to realize on any ancillary assets; and
  - v. deal with any other outstanding administrative matters.

## 7.0 Professional Fees

1. The fees (excluding disbursements and HST) of the Monitor from the commencement of this CCAA Proceeding to May 31, 2023 total \$807,966.50. The fees (excluding disbursements and HST) of Goodmans from the commencement of this CCAA Proceeding to June 6, 2023 total \$702,414.50.
2. The average hourly rates for the Monitor and Goodmans for the referenced billing periods were \$587.51 and \$858.28, respectively.
3. Detailed invoices in respect of the fees and disbursements of the Monitor and Goodmans<sup>3</sup> are provided in appendices to the affidavits (the "**Fee Affidavits**") filed by KSV and Goodmans attached as Appendices "B" and "C", respectively.

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<sup>3</sup> Portions of Goodmans' invoices have been redacted to address matters of confidentiality or privilege.

4. The Monitor is of the view that the hourly rates charged by Goodmans are consistent with the rates charged by large corporate law firms practicing in the area of corporate insolvency and restructuring in the Toronto market, that Goodmans' billings reflect work performed consistent with the Monitor's instructions, and that the overall fees charged by Goodmans and the Monitor are reasonable and appropriate in the circumstances.

## 8.0 Approval of Activities and Reports

1. The Monitor is seeking approval of the Reports and its activities in these proceedings. The Monitor has not received any adverse comments with respect to any of its Reports, including all activities described therein.

## 9.0 Conclusion and Recommendation

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

\* \* \*

All of which is respectfully submitted,

*KSV Restructuring Inc.*

**KSV RESTRUCTURING INC.,  
IN ITS CAPACITY AS MONITOR OF  
LOYALTYONE, CO.  
AND NOT IN ITS PERSONAL CAPACITY**

## **Appendix “A”**



## BILL OF SALE

**THIS BILL OF SALE** (the "**Bill of Sale**") is made on this 16<sup>th</sup> day of June, 2023, by and between LoyaltyOne, Co. ("**Vendor**") and First Gulf KEC Development Limited ("**Purchaser**").

**WHEREAS**, the Vendor, as tenant, and the Purchaser, as landlord, are party to a lease dated November 14, 2014, as amended (the "**Lease**") respecting certain premises being the whole of the second to seventh floors (inclusive) (the "**Premises**") in the building municipally known as 351 King Street East, Toronto, Ontario.

**AND WHEREAS**, on March 10, 2023, the Vendor obtained creditor protection under the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**") in the Ontario Superior Court of Justice (Commercial List) (the "**Court**") and KSV Restructuring Inc. was appointed Monitor in the Vendor's CCAA proceeding (the "**Monitor**").

**AND WHEREAS**, on June 1, 2023, pursuant to the terms of an Asset Purchase Agreement, as amended, between the Vendor and Bank of Montreal, the Vendor sold substantially all of its assets used in connection with the AIR MILES business to certain affiliates of Bank of Montreal (the "**BMO Transaction**").

**AND WHEREAS**, pursuant to an order of the Court, upon closing of the BMO Transaction, the officers and directors of the Vendor were deemed to resign, and the Monitor was granted enhanced powers, including the power to execute this Bill of Sale on behalf of the Vendor.

**AND WHEREAS**, on June 9, 2023, the Vendor delivered to the Purchaser a notice to disclaim or resiliate the Lease in accordance with the CCAA and the Lease will be disclaimed or resiliated on July 10, 2023.

**AND WHEREAS**, the Purchaser desires to purchase from the Vendor all of the Vendor's right, title and interest in and to all remaining furniture, fixtures and equipment located on the Premises and which is listed on Schedule "A" attached hereto (the "**FF&E**") and the Vendor has agreed to transfer, sell, convey, assign, and deliver to the Purchaser same.

**AND WHEREAS**, the sale of the FF&E and the effectiveness of this Bill of Sale is subject to Court approval that will be sought at a hearing returnable July 5, 2023 and subject to the conditions expressly provided for herein.

**NOW, THEREFORE**, in consideration for the sum of \$360,000 plus applicable taxes in the amount of \$46,800 (collectively the "**FF&E Payment**") and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the parties, the parties agree as follows:

1. **Transfer of Purchased Assets.** Upon the receipt by the Vendor of the FF&E Payment from the Purchaser, which payment shall be made by the Purchaser to the Vendor by wire transfer in immediately available funds in accordance with the wire instructions set forth on Schedule "B" attached hereto within two (2) business days following the satisfaction or waiver of the condition contained in Section 3 of this Bill of Sale, the Vendor hereby unconditionally and irrevocably transfers, sells, conveys, assigns, and delivers to the Purchaser all of the Vendor's right, title and interest in and to the FF&E.
2. **No Representations or Warranties.** The FF&E is being conveyed and transferred on an "as is, where is" basis. The Vendor makes no representation or warranty of any kind or nature whatsoever, express or implied, with respect to the FF&E being conveyed, including without limitation with respect to the accuracy or completeness of the list set forth in Schedule "A". Notwithstanding the foregoing, the Vendor hereby confirms that any of the FF&E which exists and is present in the Premises as of June 15, 2023 will form part of the FF&E and will not be removed from the Premises by or under the direction of the Vendor or those for whom the Vendor is at law responsible. For certainty, the Vendor is not responsible for the actions of the subtenants in respect of the FF&E subject to subleases of parts of the Premises.

3. **Approval Condition.** The Vendor hereby covenants and agrees to obtain from the Court, at a hearing scheduled on July 5, 2023, an approval and vesting order substantially in the form attached hereto as Schedule "C", approving the sale of the FF&E to the Purchaser vesting the FF&E in and to the Purchaser, free and clear of all claims or encumbrances.
4. **HST Registration.** The Vendor and the Purchaser are each registered for purposes of the *Excise Tax Act* (Canada). The Vendor's HST registration number is 88754 7958 RT0001. The Purchaser's HST registration number is 83884 5832 RT0001.
5. **Binding on Successors.** This Bill of Sale shall be binding upon and inure to the benefit of the parties hereto, their successors in interest and permitted assigns.
6. **Counterparts.** This Bill of Sale may be executed in any number of counterparts, and/or by email transmission, each of which shall constitute an original and all of which, taken together, shall constitute one and the same instrument.
7. **Governing Law.** This Bill of Sale shall be construed, performed and enforced in accordance with, and governed by, the laws of the Province of Ontario and the federal laws of Canada applicable therein.
8. **Amendment.** This Bill of Sale may not be changed, amended or modified in any manner, except pursuant to an instrument in writing signed on behalf of each of the parties.
9. **Further Assurances.** Either party shall from time to time do all such acts and things and execute and deliver all transfers, assignments, and instruments as may be reasonably required for more effectively and completely vesting in the Purchaser the FF&E and otherwise carrying out the intent of this Bill of Sale.

**[Signature Page to Follow]**

The parties hereto have executed this Bill of Sale on the date first written above.

**LOYALTYONE, CO.**, as debtor company, by  
KSV Restructuring Inc. in its capacity as the  
court-appointed Monitor of LoyaltyOne, Co. and  
not in its personal capacity

By:   
\_\_\_\_\_  
Name: Noah Goldstein  
Title: Managing Director

**FIRST GULF KEC DEVELOPMENT  
LIMITED**

By:   
\_\_\_\_\_  
Name: Michael Kirchmair  
Title: Treasurer

By:   
\_\_\_\_\_  
Name: David Carreiro  
Title: President

**SCHEDULE "A"**  
**LIST OF FF&E**

Furniture Inventory - 6th Floor		
Furniture Items	Location/Room	Qty.
Herman Miller "Eames" Other Tables, Oval, Wood Veneer	Milan 06-17 (0601)	1
Herman Miller Setu meeting room chairs	Milan 06-17 (0601)	5
Herman Miller "Eames" Other Tables, Oval, Wood Veneer	Athens 06-16 (0602)	1
Herman Miller Setu meeting room chairs	Athens 06-16 (0602)	5
Herman Miller "Eames" Conference Room Table, Square, Wood Veneer	Paris 06-15 (0603)	1
Credenza with Waste Drawers	Paris 06-15 (0603)	1
Herman Miller Setu meeting room chairs	Paris 06-15 (0603)	8
Herman Miller "Renew" Adjustable Work Table,	Production Room (beside Paris)	1
Herman Miller "Aeron" Chairs	Production Room (beside Paris)	1
Grey Filing Cabinets, 4 drawer high	Storage Room 06-18	4
White Filing Cabinets, 5 drawer high	storage Room 06-18	1
Herman Miller "Renew" Adjustable Work Table,	Focus Room 06-20	1
Herman Miller "Aeron" Chair	Focus Room 06-20	1
Coalesse "Bob" Lounge Chair	Focus Room 06-20	1
Decorative Cushion (grey/black/blue)	Focus Room 06-20	1
Herman Miller Lockers	Locker Area D	6
Herman Milller table top over lockers	Locker Area D	1
Steelcase Scoop Stool, white	Locker Area D	2
Layout table 20' long, white with 10 drawers	Between Locker area D and E	1
Herman Miller Lockers	Locker Area E	6
Herman Milller table top over lockers	Locker Area E	1
Steelcase Scoop Stool, white	Locker Area E	2
Herman Miller Public Office Landscape Booth, gray and green	Locker Area E	1
Hightop Table	Hightop Workstation Area	1
Steelcase, Height Adjustable Hard back Stool on wheels for Hightops White	Hightop Workstation Area	4
Herman Miller Public Office Landscape Booth, gray and blue	Hightop Workstation Area	1
Herman Miller "Eames" Other Tables, Oval, Wood Veneer	Budapest 06-21 (0604)	1
Steelcase High Chairs adjustable on wheels	Budapest 06-21 (0604)	4
Herman Miller Lockers	Locker Area F 06-23	34
Herman Miller "Renew" Adjustable Work Table,	Focus Room 06-24	1
Herman Miller "Aeron" Chairs	Focus Room 06-24	1
Coalesse "Bob" Lounge Chair	Focus Room 06-24	1

Coalesse "Bob" Lounge Chair White Leather	Phone Room 06-25	2
Coalesse White Free Stand Small Table	Phone Room 06-25	1
Filing cabinet, 4 drawer, white	Storage Room 06-34	6
Filing cabinet, 5 drawer	Storage Room 06-34	1
Racks	Storage Room 06-34	4
Herman Miller "Eames" Tables, rectangle, Light Wood Veneer	Dublin 06-26 (0609)	6
Credenza with Waste Drawers	Dublin 06-26 (0609)	1
Herman Miller Setu meeting chairs , light gray fabric	Dublin 06-26 (0609)	14
Together Bench (gray check)	Corridor 06-53	1
Coalesse "Bob" Lounge Chair	Corridor 06-53	2
Coalesse White Free Stand Small Table	Corridor 06-53	2
Herman Miller "Renew" Adjustable Work Table,	Focus 06-27	1
Herman Miller "Aeron" Chairs	Focus 06-27	1
Coalesse "Bob" Lounge Chair	Focus 06-27	1
Wire Table	Focus 06-27	1
Herman Miller "Eames" Other Tables, Oval, Wood Veneer	Moscow 06-28 (0610)	1
Herman Miller Tuxedo Armless Sofa Setional	Moscow 06-28 (0610)	1
Keilhauer Cahoots Chair, dark gray	Moscow 06-28 (0610)	2
Decorative Coushin (greens)	Moscow 06-28 (0610)	2
Steelcase, Height Adjustable Hard back Stool on wheels for Hightops White	Hightop Workstation Ar	8
HighTable	Hightop Workstation Ar	2
Herman Miller Lockers	Locker Area G	14
Herman Milller table top over lockers	Locker Area G	1
Steelcase Scoop Stool, white, with black coushin	Locker Area G	4
Herman Miller Lockers	Locker Area H	14
Herman Milller table top over lockers	Locker Area H	1
Steelcase Scoop Stool, white	Locker Area H	6
Coalesse "Bob" Lounge Chair Navy Blue Leather	Stockholm 06-40 (0615)	1
Herman Miller Bolster Sofa Setional	Stockholm 06-40 (0615)	1
Wood Stools	Stockholm 06-40 (0615)	4
Pedestal Small tables	Stockholm 06-40 (0615)	2
Herman Miller Eames Coffee Table	Stockholm 06-40 (0615)	1
Harvest Table	Stockholm 06-40 (0615)	1
Herman Miller Setu meeting room chairs, blue fabric	Stockholm 06-40 (0615)	6
Navy Blue Credenza with 6 Drawers	Stockholm 06-40	1
High Top Table 12' long	Executive Open Collab 06-29	1
Herman Miller Setu Highchair for Hightops Black	Executive Open Collab 06-29	4

Workstation Tables with 9 drawers (L Shaped)	Executive Open Collab 06-29	2
Harvest Table	Executive Open Collab 06-29	1
Herman Miller "Aeron" Chairs	Executive Open Collab 06-29	7
Whiteboard , "Egan Mobiles" on wheels	Executive Open Collab 06-29	1
Wood credenza 13' long	Executive Open Collab 06-29	1
Herman Miller "Eames" Other Tables, Squarel, Wood Veneer	London 06-30 (0613)	1
Herman Miller Setu meeting room chairs, blue fabric	London 06-30 (0613)	16
Navy Blue Credenza with 6 Drawers	London 06-30 (0613)	1
Geger Tuxedo bench quilted, black	London 06-30 (0613)	5
Decorative Vase with tree	London 06-30 (0613)	1
Herman Miller "Renew" Adjustable Work Table,	Focus Room 06-37	1
Herman Miller "Aeron" Chairs	Focus Room 06-37	1
Coalesse "Bob" Lounge Chair	Focus Room 06-37	1
Small table	Focus Room 06-37	1
Herman Millar Setu Table, round	Focus Room 06-38	1
Coalesse SW_1 Conference Chair on wheels gray	Focus Room 06-38	2
Wood credenza 10' long	Focus Room 06-38	1
Coalesse "Bob" Lounge Chair Navy Blue Leather	Prague 06-39 (0614)	3
Blu Dot Swole Table, Black	Prague 06-39 (0614)	3
Herman Miller Hush Sofa Green	Outside DenBosh	2
Table	Outside DenBosh	1
Coalesse "Bob" Lounge Chair White Leather	Outside DenBosh	3
Table 2" wide, round	Outside DenBosh	2
Herman Miller "Eames" Other Tables, Oval, Wood Veneer	Denbosh 06-36 (0612)	1
Herman Miller Setu meeting room chairs	Denbosh 06-36 (0612)	7
Sofa	Zurich 06-35 (0611)	2
Cube table, white	Zurich 06-35 (0611)	2
Freestand table, white	Zurich 06-35 (0611)	2
Ottoman	Zurich 06-35 (0611)	2
Herman Miller Lockers	Locker Area A	54
Herman Miller Lockers	Locker Area A	22
Coalesse SW_1 Conference Chair on wheels beige	Phone Room	1
White table with wood base	Phone Room	1
Billaini Dining Chairs (green upholstery)	Servery Area 06-42	5
Green couches	Open Collab Area 06-44	3
Steelcase Scoop Stool, white	Open Collab Area 06-44	9

White table, 2' round	Open Collab Area 06-44	1
White Table, rectangle, 6' x 3'	Open Collab Area 06-44	2
Trendway "Zadi" chair, Black	Open Collab Area 06-44	12
White table, round 4'6"	Open Collab Area 06-44	1
Coalesse "Bob" Lounge Chair Green	Phone Room	1
Freestand table, white	Phone Room	1
Herman Miller "Renew" Adjustable Work Table,	Focus Room	1
Herman Miller "Aeron" Chairs	Focus Room	1
Coalesse "Bob" Lounge Chair	Focus Room	1
Steelcase, Height Adjustable Hard back Stool on wheels for Hightops White	Hightop Workstation Ar	6
HighTable	Hightop Workstation Ar	2
Herman Miller "Eames" Other Tables, rectangular, Wood Veneer	Amsterdam 06-08	1
Herman Miller Setu meeting chairs , light gray fabric	Amsterdam 06-08	6
Herman Miller "Eames" Other Tables, rectangular, Wood Veneer	Frankfurt 06-07	1
Herman Miller Setu meeting chairs , light gray fabric	Frankfurt 06-07	8
Credenza with Waste Drawers	Frankfurt 06-07	1
Pedestal Small tables	Phone Room	1
Herman Miller Envelope Desk	Phone Room	1
Coalesse SW_1 Conference Chair on wheels beige	Phone Room	1
Decorative pillow green	Phone Room	1
Haworth cubes, white and blue	Lisbon 06-06	4
Haworth bench, gray and blue	Lisbon 06-06	3
White round table	Lisbon 06-06	1
Herman Miller Tuxedo Armless Sofa Setional	Blueprint 06-05	1
White round table	Blueprint 06-05	1
Herman Miller Lockers	Locker Area B	18
Herman Miller Hush Sofa, Blue	Open Collab Area 06-48	4
White table, 3'1/2' X 2'1/2"	Open Collab Area 06-48	2
Herman Miller Public Office Landscape Booth, gray and navy	Open Collab Area 06-48	2
White Cabinet 36'	Open Collab Area 06-48	1
Herman Miller Lockers	Locker Area C	6
Herman Milller table top over lockers	Locker Area C	1
Steelcase Scoop Stool, white	Locker Area C	2
Herman Miller Public Office Landscape Booth, gray and green	Locker Area C	1
Hightop Table	Hightop Worksation Area	1
Steelcase, Height Adjustable Hard back Stool on wheels for Hightops White	Hightop Worksation Area	4



White Garbage Receptacles	Throughout the floor	4
Herman Miller "Aeron" Chairs	Workstation Areas	113
Herman Miller "Renew-Link" Adjustable Height Desks	Workstation Areas	113
Mobile Whiteboard	Around the floor	3
<b>Appliances</b>		
Bosch Undercounter Dishwasher (Appliance) SGE53U55UC/D5	Servery 06-42	1
Danby Designer Mini Fridge, (Appliance) DCR032A2BSLDD	Servery 06-42	1
TRUE Glass Door Tall Fridge GDM-23-HC-TSL01	Servery 06-42	1
Danbury Microwave	Servery 06-42	2
Bosch Undercounter Dishwasher (Appliance) SGE53U55UC/D5	Stockholm 06-40	1
Danby Designer Mini Fridge, (Appliance) DCR032A2BSLDD	Stockholm 06-40	2

TECHNOLOGY INVENTORY: 8TH FLOOR 151 KING STREET EAST		DATE: AUGUST 9, 2021		PAGE #:	1 OF 2
ITEM	LOCATION	ROOM NAME	CATEGORY	QTY	
Dell - Dell UltraSharp U2419H LED Monitors Full HD 24"	WORK STATIONS	WORK STATIONS	Monitors (Work Stations)	202	
Kensington - Kensington USB 3.0 Dual Docking Station	WORK STATIONS	WORK STATIONS	Docking Stations (Work Stations)	101	
Dell - Dell UltraSharp U2419H LED Monitors Full HD 24"	FOCUS ROOMS (SELECT ROOMS)	FOCUS ROOMS (SELECT ROOMS)	Monitors	4	
Cisco - Cisco Telepresence MX300	RM-05	FRANKFURT	Video Conferencing	1	
Crestron - Wall Plate 4K DigitalMedia BG+* Transmitter 100	RM-05	FRANKFURT	AV Distribution	1	
Crestron - 4K DigitalMedia BG+* Receiver & Room Controller w/Scaler	RM-05	FRANKFURT	AV Distribution	1	
Phihang - PDE Injector	RM-05	FRANKFURT	Networking	1	
Cisco - Cisco Telepresence MX300	RM-06	AMSTERDAM	Video Conferencing	1	
Crestron - Wall Plate 4K DigitalMedia BG+* Transmitter 100	RM-06	AMSTERDAM	AV Distribution	1	
Crestron - 4K DigitalMedia BG+* Receiver & Room Controller w/Scaler	RM-06	AMSTERDAM	AV Distribution	1	
Phihang - PDE Injector	RM-06	AMSTERDAM	Networking	1	
Cisco - Cisco Telepresence MX300	RM-10	LISBON	Video Conferencing	1	
Crestron - Wall Plate 4K DigitalMedia BG+* Transmitter 100	RM-10	LISBON	AV Distribution	1	
Crestron - 4K DigitalMedia BG+* Receiver & Room Controller w/Scaler	RM-10	LISBON	AV Distribution	1	
Phihang - PDE Injector	RM-10	LISBON	Networking	1	
Cisco - Cisco Telepresence MX300	RM-11	MADRID	Video Conferencing	1	
Crestron - Wall Plate 4K DigitalMedia BG+* Transmitter 100	RM-11	MADRID	AV Distribution	1	
Crestron - 4K DigitalMedia BG+* Receiver & Room Controller w/Scaler	RM-11	MADRID	AV Distribution	1	
Phihang - PDE Injector	RM-11	MADRID	Networking	1	
Cisco - Cisco Telepresence MX300	RM-15	PARIS	Video Conferencing	1	
Crestron - Wall Plate 4K DigitalMedia BG+* Transmitter 100	RM-15	PARIS	AV Distribution	1	
Crestron - 4K DigitalMedia BG+* Receiver & Room Controller w/Scaler	RM-15	PARIS	AV Distribution	1	
Phihang - PDE Injector	RM-15	PARIS	Networking	1	
Cisco - Cisco Telepresence MX300	RM-35	ZURICH	Video Conferencing	1	
Crestron - Wall Plate 4K DigitalMedia BG+* Transmitter 100	RM-35	ZURICH	AV Distribution	1	
Crestron - 4K DigitalMedia BG+* Receiver & Room Controller w/Scaler	RM-35	ZURICH	AV Distribution	1	
Phihang - PDE Injector	RM-35	ZURICH	Networking	1	
Cisco - Cisco Telepresence MX200	RM-16	ATHENS	Video Conferencing	1	
Crestron - Wall Plate 4K DigitalMedia BG+* Transmitter 100	RM-16	ATHENS	AV Distribution	1	
Crestron - 4K DigitalMedia BG+* Receiver & Room Controller w/Scaler	RM-16	ATHENS	AV Distribution	1	
Phihang - PDE Injector	RM-16	ATHENS	Networking	1	
Cisco - Cisco Telepresence MX200	RM-17	MILAN	Video Conferencing	1	
Crestron - Wall Plate 4K DigitalMedia BG+* Transmitter 100	RM-17	MILAN	AV Distribution	1	
Crestron - 4K DigitalMedia BG+* Receiver & Room Controller w/Scaler	RM-17	MILAN	AV Distribution	1	
Phihang - PDE Injector	RM-17	MILAN	Networking	1	
Cisco - Cisco Telepresence MX200	RM-21	BUDAPEST	Video Conferencing	1	
Crestron - Wall Plate 4K DigitalMedia BG+* Transmitter 100	RM-21	BUDAPEST	AV Distribution	1	
Crestron - 4K DigitalMedia BG+* Receiver & Room Controller w/Scaler	RM-21	BUDAPEST	AV Distribution	1	
Phihang - PDE Injector	RM-21	BUDAPEST	Networking	1	
Cisco - Cisco Telepresence MX200	RM-36	DEN BOSCH	Video Conferencing	1	
Crestron - Wall Plate 4K DigitalMedia BG+* Transmitter 100	RM-36	DEN BOSCH	AV Distribution	1	
Crestron - 4K DigitalMedia BG+* Receiver & Room Controller w/Scaler	RM-36	DEN BOSCH	AV Distribution	1	
Phihang - PDE Injector	RM-36	DEN BOSCH	Networking	1	
IS - Commercial Display 80" LED, UHD	RM-26	DUBLIN	Display	1	
Chief - Wall Display Mount	RM-26	DUBLIN	Mount	1	
Lab Gruppen - 2Ch, 200W/CH Amplifier	RM-26	DUBLIN	Amplifier	1	
Tenrox - 6" In Ceiling Speaker	RM-26	DUBLIN	Speakers	3	
Blomp - Audio DSP with VidIP Interface, with AVB	RM-26	DUBLIN	Audio Conference	1	
Shure - Network Interface	RM-26	DUBLIN	Audio Conference	1	
Shure - Charging Station	RM-26	DUBLIN	Audio Conference	2	
Shure - B Channel Access Point	RM-26	DUBLIN	Audio Conference	1	
Shure - Microphone Base	RM-26	DUBLIN	Audio Conference	8	
Shure - Microflex Gooseneck Microphone, 10"	RM-26	DUBLIN	Audio Conference	8	
Cisco - 5880 Integrator Package	RM-26	DUBLIN	Video Conferencing	1	
Crestron - Wall Plate 4K DigitalMedia BG+* Transmitter 100	RM-26	DUBLIN	AV Distribution	2	
Crestron - 4K DigitalMedia BG+* Receiver & Room Controller 100	RM-26	DUBLIN	AV Distribution	1	
Crestron - 4K DigitalMedia BG+* Receiver & Room Controller w/Scaler	RM-26	DUBLIN	AV Distribution	1	
Crestron - HDBaseT Tx/Rx Pair	RM-26	DUBLIN	AV Distribution	2	
Phihang - PDE Injector	RM-26	DUBLIN	Networking	1	
Meraki - Meraki Switch	RM-26	DUBLIN	Networking	1	
Middle Atlantic - Milneack Rack, Fixed	RM-26	DUBLIN	AV Rack	1	
Middle Atlantic - Rack Shelf, 1U Vertical	RM-26	DUBLIN	AV Rack	1	
Middle Atlantic - Nisplay Service	RM-26	DUBLIN	AV Rack	1	
Middle Atlantic - 3U Blank	RM-26	DUBLIN	AV Rack	2	
Middle Atlantic - 3U Vent Grill	RM-26	DUBLIN	AV Rack	1	
Tech Data - Eaton 5P 750 RACKMOUNT - UPS	RM-26	DUBLIN	Power Management	1	

TECHNOLOGY INVENTORY: 6TH FLOOR 351 KING STREET EAST		DATE: AUGUST 5, 2021		PAGE #:	2 OF 2
ITEM	LOCATION	ROOM NAME	CATEGORY	QTY	
Creston - Control System, 3 Series PRG3	RM-33	LAN ROOM	Control System	1	
Meraki - Meraki Switch	RM-33	LAN ROOM	Networking	1	
Various - Terminated Cables	RM-33	LAN ROOM	Cables	1	
Various - Bulk Wire and Cable	RM-33	LAN ROOM	Wire	1	
Various - Connectors and Adapters	RM-33	LAN ROOM	Connectors	1	
Middle Atlantic - Floor Standing Rack BGR-455A-33	RM-33	LAN ROOM	AV Rack	1	
Middle Atlantic - Leveling Feet, Heavy Duty LF-HD	RM-33	LAN ROOM	AV Rack	1	
Middle Atlantic - Inner Base, BGR Series BS-BGR	RM-33	LAN ROOM	AV Rack	1	
Middle Atlantic - Rack Shelf, 1U Verted U1V	RM-33	LAN ROOM	AV Rack	2	
Middle Atlantic - Htplay Serv Ice Faceplate EB1-FPT	RM-33	LAN ROOM	AV Rack	1	
Middle Atlantic - 1U Blank EB1	RM-33	LAN ROOM	AV Rack	3	
Middle Atlantic - 2U Blank EB2	RM-33	LAN ROOM	AV Rack	3	
Middle Atlantic - 1U Vent Grill VTB-1	RM-33	LAN ROOM	AV Rack	1	
Middle Atlantic - Offset, L-Shape, 10-Pack LBP-4A	RM-33	LAN ROOM	AV Rack	1	
Middle Atlantic - Blower Panel, 1RU QBP-2	RM-33	LAN ROOM	AV Rack	1	
Tech Data - 8 - 2U 5P230RRT	RM-33	LAN ROOM	Power Management	1	
LG - 89" Commercial Display	RM-42	SERVERY	Display	1	
Chief - Pull Out Display Mount	RM-42	SERVERY	Mount	1	
Brightsign - Digital Signage Player - Expanded I/O - DFE	RM-42	SERVERY	Sources	1	
LG - 86" LED, UHD Commercial Display	RM-30	LONDON	Display	1	
Chief - Wall Display Mount	RM-30	LONDON	Mount	1	
Lab Gruppen - 2Ch, 200W/CH Amplifier	RM-30	LONDON	Amplifier	1	
Tannoy - 8" In Ceiling Speaker	RM-30	LONDON	Speakers	3	
Cisco - SMI92 Integrator Package with Cisco TelePresence	RM-30	LONDON	Video Conferencing	1	
Cisco - Table Microphone 60	RM-30	LONDON	Video Conferencing	8	
Creston - DigitalMedia BG+*	RM-30	LONDON	AV Distribution	2	
Creston - Controller 100	RM-30	LONDON	AV Distribution	1	
Creston - Controller w/Scaler	RM-30	LONDON	AV Distribution	1	
Creston - HDBaseT Tx/Rx Pair	RM-30	LONDON	AV Distribution	2	
Phihong - PoE Injector	RM-30	LONDON	Networking	1	
Middle Atlantic - MilWork Rack, Fixed	RM-30	LONDON	AV Rack	1	
Middle Atlantic - Rack Shelf, 1U Verted	RM-30	LONDON	AV Rack	1	
Middle Atlantic - Htplay Service	RM-30	LONDON	AV Rack	1	
Middle Atlantic - 1U Blank	RM-30	LONDON	AV Rack	1	
Middle Atlantic - 1U Vent Grill	RM-30	LONDON	AV Rack	1	
Middle Atlantic - CFM, Rack Mount	RM-30	LONDON	AV Rack	1	
Tech Data - Eaton 5P 550 rackmount ups	RM-30	LONDON	Power Management	1	
LG - 86" LED, UHD Commercial Display	RM-40	STOCKHOLM	Display	1	
Chief - Wall Display Mount	RM-40	STOCKHOLM	Mount	1	
Leon - 400W Subwoofer	RM-40	STOCKHOLM	Speakers	1	
Leon - Soundbar	RM-40	STOCKHOLM	Speakers	1	
Leon - Subwoofer	RM-40	STOCKHOLM	Speakers	1	
Creston - Handheld Touch Screen Remote, Black	RM-40	STOCKHOLM	Control System	1	
Creston - iMFINET EX* & EB Wireless Gateway	RM-40	STOCKHOLM	Control System	1	
Creston - DigitalMedia BG+*	RM-40	STOCKHOLM	AV Distribution	1	
Creston - 4K DigitalMedia BG+*Receiver & Room Controller w/Scaler	RM-40	STOCKHOLM	AV Distribution	1	
Creston - HDBaseT Tx/Rx Pair	RM-40	STOCKHOLM	AV Distribution	1	
Hewlett Packard - HP M580 (Printer / Scanner) - Functional (Not Supported)	RM-31	COPY / PRINT AREA (WEST)	Photocopier / Printer	1	
Hewlett Packard - HP M580 (Printer / Scanner) - Functional (Not Supported)	RM-31	COPY / PRINT AREA (WEST)	Photocopier / Printer	1	
Hewlett Packard - HP M580 (Printer / Scanner) - Functional (Not Supported)	RM-09	COPY / PRINT AREA (MIDDLE)	Photocopier / Printer	1	
Hewlett Packard - HP M580 (Printer / Scanner) - Functional (Not Supported)	RM-22	COPY / PRINT AREA (EAST)	Photocopier / Printer	2	
Hewlett Packard - HP M580 (Printer / Scanner) - Functional (Not Supported)	RM-29	COPY / PRINT AREA (PRESIDENTS OFFICE)	Photocopier / Printer	1	
Cisco Meraki - Switch	N/A	N/A	Network	4	
Cisco Meraki - Switch	N/A	N/A	Network	1	
Cisco Meraki - Switch	N/A	N/A	Network	2	
Cisco Meraki - Wireless Accesspoint	N/A	N/A	Network	18	
Cisco Meraki - Wireless Accesspoint	N/A	N/A	Network	6	
Cisco Meraki - Switch	N/A	N/A	Network	3	

<b>Furniture Items</b>	<b>Qty.</b>
Blu Dot "Swole" Side Tables, Black	6
Coalesse "Bob" Chair, Black	3
Coalesse "SW1" Chair, Beige	4
Custom Credenzas, Wood Laminate/Quartz	10
Herman Miller "Aeron" Chairs	198
Herman Miller "Eames" Chair, Plastic, Black/Blue	12
Herman Miller "Eames" Conference Tables, Square/Rectangle, Wood Veneer	5
Herman Miller "Eames" Other Tables, Oval, Wood Veneer	2
Herman Miller "Eames" Other Tables, Rectangle, Wood Veneer	6
Herman Miller "Eames" Stool Plastic, Black/Blue	5
Herman Miller "Eames" Tables, Circular, White Laminate	4
Herman Miller "Eames" Tables, Circular, Wood Veneer	3
Herman Miller "Eames" Tables, Rectangular, White Laminate	6
Herman Miller "Passe Partout" Tables, Black	2
Herman Miller "Plex" Adjustable Work Table, Black	2
Herman Miller "Renew" Adjustable Height Desks	8
Herman Miller "Renew-Link" Adjustable Height Desks	187
Herman Miller "Saiba" Chair Blue	5
Herman Miller "Setu" Chair Grey and Grey Mesh	61
Herman Miller "Tuxedo" Bench, Blue	4
Herman Miller "Tuxedo" Corner Sectionals, Grey	3
Herman Miller "Tuxedo" U-shape Sectionals, Grey	3
Herman Miller 3 Drawer Filing Cabinets, White	6
Herman Miller 5 Drawer Filing Cabinets, White	13
Keilhauer "Cahoots" Chairs, Grey	8
Keilhauer "Talk" Chairs, Grey	2
RS Barcelona "You and Me" Ping Pong Table, White Laminate	1
Steelcase "Brody" Carels, Blue	2
Steelcase "Cobi" Stools, Grey/Dark Grey	40
Steelcase "Mediascape" Sectional Sofa, Blue	3
Steelcase "Mediascape" Tables, Various	4
Steelcase Adjustable Height Desks	3
Turnstone "Buoy" Stools, Red/Black	18
Turnstone "Scoop" Stools, White	18
<b>Appliances</b>	<b>Qty.</b>
A.O. Smith DEL-10 Domestic Hot Water Tank	1
Bosch SGE53U56UC Undercounter Dishwasher, Black	2
Danby Designer Mini Fridge, Black	2
IEC HPY14 Fan Coil Unit	1
Oasis RC5 Remote Cooling Unit	1

**LIST OF FURNITURE AND CHATELS TO REMAIN FOR SUBTENANT USE**

**4<sup>th</sup> FLOOR**

<b>Furniture Description</b>	<b>Quantity</b>
Allsteel Model S913D72.P28 High-top Table	4
Artemano Rectangular 48x110" wood grain table	1
Black steel side Table	4
Brigholme Corner sofa (5 pcs)	1
Brigholme Corner sofa (8 pcs)	1
Brigholme Green corner Sofa (8 pcs)	1
Brigholme Grey corner Sofa (8 pcs)	2
Brigholme Occasional 15" round white Table	1
Coalesse COW612 Beige/Grey Mesh lounge chair	4
Coalesse COWXLSQ72 72x72"square Table White	1
Framery Phone Booth- Model FPBQ2016-001	1
Grey Cotton Chairs Model NOALN231OAKZ2405	2
Herman Miller "Aeron" Chairs	251
Herman Miller 21" wide round table white	3
Herman Miller 26" Wide Circular Table Laminate White	4
Herman Miller 28" Wide Circular Table Laminate White	2
Herman Miller 28" wide Circular table wood veneer	1
Herman Miller 2H cabinet white	1
Herman Miller 30' light wood veneer table	1
Herman Miller 30x43" Rectangular Table Laminate	5
Herman Miller 30x71" Tables	3
Herman Miller 42x108" Large Rectangular light wood veneer table	1
Herman Miller 5 High White Cabinet	3
Herman Miller 72x108" Large Rectangular light wood veneer table	1
Herman Miller 72x72" Large square light wood veneer table	1
Herman Miller BVS2N.CLR01A9031HA09 L-Shape Sofa (Orange/Grey)	1
Herman Miller Credenza/Trash Cabinet- Light wood veneer	9
Herman Miller High-top Counter White	8
Herman Miller High-top adjustable Mesh chairs	20
Herman Miller Lockers	350
Herman Miller Model BVS2N.CRRO1A9031HA09 Bench Seating	4
Herman Miller rectangular 20x72" White table	1
Herman Miller rectangular 35X58" White table	1
Herman Miller Renew Link Adjustable Height Desks	242
Herman Miller SETU Seating Mesh Chair	29
Herman Miller Single Adjustable desk	2
Keilhauer Cahoots-9021 Grey Chair	4
Keilhauer Juxta-45351 Grey Chair with side table	11
Lounge Chairs Red	4
Black steel chairs	6
Millwork top/bottom Cabinets	2
Mobile TV	2
MWR308812 Orang/Grey Chair	2

NAHNOHGHTONE Bench seating red	6
Oval shaped light wood veneer table	2
Patio Furniture set	1
Ping pong table (with a set of paddles)	1
Rev A 939500554 Small wood table	2
Round black adjustable Side table-PX302.17LP	3
Steelcase Coalesse 231	2
Steelcase MLSTS Red corner sofa (4 Piece)	1
Steelcase Model MTDM6660T Wood Veneer Table	1
Steelcase Reynosa 434711 High Top Chairs	8
Steelcase Reynosa Model 434711 High-top chairs	2
Steelcase Reynosa S Model 434111S Beige/Grey Chair	5
Steelcase Reynosa S- Model COWK100- Blue Chair	2
Turnstone Scoop Stool White high-top	1
Tuxedo Armless Settee Grey L /U Shaped Sofa	3
Tuxedo Lounge Bench Red	1
White square side table laminate 16x16	1
<b>Appliances</b>	
Bosch Silence Plus under counter Dishwasher, Black	2
Danby Designer Mini Fridge, Black	1
Exhaust Fan-923672	1
Oasis Drinking water cooler R8-D300	1
Hot water dispenser #4 923713	1
OASIS Hot water dispenser 923714	1

LOT	QTY	DESCRIPTION
1	1	98" LG LS95A SERIES 98LS95A-5B COMMERCIAL DISPLAY, DIGITAL SIGNAGE, S/N 702KCKJ10181
2	1	CRESTRON DM-TX-4K-202-C 4K DIGITAL MEDIA 8G TRANSMITTER W/ CRESTON TSW-1060-TTK-W-S TABLE TOP ENCLOSURE, INCLUDING SLEEK WOODEN PODIUM
3	1	B&B ITALIA SECTIONAL - (4) SECTIONS, (1) OTTOMAN
4	1	B&B ITALIA SECTIONAL - (2) SECTIONS, (2) OTTOMEN
5	1	B&B ITALIA SECTIONAL - (2) SECTIONS, (3) OTTOMEN
6	1	LOT - (2) HERMAN MILLER TABLES, ROUND AND C-STYLE
7	1	B&B ITALIA SECTIONAL - (2) SECTIONS, (3) OTTOMEN
8	1	HERMAN MILLER LIGHT OAK MEETING TABLE
9	1	HERMAN MILLER LIGHT OAK MEETING TABLE
10	1	55" LG 55UH5C-BF COMMERCIAL DISPLAY DIGITAL SIGNAGE, S/N 706MXSKPL206
11	1	55" LG 55UH5C-BF COMMERCIAL DISPLAY DIGITAL SIGNAGE, S/N 707MXAYNT192
12	1	LOT - ASSORTED DECORATIVE BENCH SEAT AND THROW PILLOWS
13	1	LOT - (5) ETC SOURCE FOUR ZOOM 250-500 ELLIPSOIDAL SERIES THEATRE LIGHTS
14	1	55" LG 55UH5C-BF COMMERCIAL DISPLAY DIGITAL SIGNAGE, S/N 706MXZJP205
15	1	55" LG 55UH5C-BF COMMERCIAL DISPLAY DIGITAL SIGNAGE, S/N 706MXBPPL221
16	4	LOT - (4) CISCO MERAKI MR84 DUAL-BAND 802.11AC WAVE 2 ACCESS POINT WITH SEPARATE RADIOS DEDICATED TO SECURITY, RF MANAGEMENT AND BLUETOOTH W/CISCO MERAKI MA-ANT-25 PATCH ANTENNAS
17	6	RENKUS HEINZ ICX2.5 SPEAKERS
18	1	150" X 82" THEATRE SCREEN W/ (2) SPEAKERS, INCLUDING LED PCBA MODULES AND ASSORTED, COMPONENTS AND SUPPORT PARTS
19	1	LOT - HERMAN MILLER STACKING CHAIRS W/ TRANSPORT CART
20	1	LOT - (2) NAUGHTONE LOUNGE CHAIRS, (1) HARTER C-STYLE SIDE TABLE
21	1	CISCO TELEPRESENCE MX200 G2 HIGH-DEFINITION VIDEO COLLABORATION SYSTEM, S/N FTT2049006D C/W TOUCH SCREEN CONTROL AND INTEGRATED OAK VENEER MEETING TABLE - (LOCATED IN THE VICTORIA ROOM)
22	5	HERMAN MILLER TAN SETU CHAIRS
23	1	CISCO TELEPRESENCE MX300 G2 HIGH-DEFINITION VIDEO COLLABORATION SYSTEM, S/N FTT211600FS C/W TOUCH SCREEN CONTROL AND INTEGRATED ROUND WHITE MEETING TABLE - (LOCATED IN THE KELOWNA ROOM)
24	3	HAWORTH HELLO LOUNGE CHAIRS
25	1	LOT - (5) A1538 I-PAD MINIS
26	1	LOT - (5) A1538 I-PAD MINIS
27	1	LOT - (5) A1538 I-PAD MINIS
28	1	GUS SECTIONAL - (3) SECTIONS, (1) OTTOMAN
29	1	GUS SECTIONAL - (3) SECTIONS, (1) OTTOMAN
30	1	CISCO AA70WW SPARK BOARD 70
31	1	HERMAN MILLER ROUND COFFEE TABLE 42" DIAM.
32	1	LOT - (2) QUARTET NOTICE BOARDS
33	1	LOT - AEROBIC STEPS AND RISERS
34	1	LOT - BOSE SOUND EQUIPMENT AND BLUEANATOMY IBF5 WIRELESS BODY SCALE
35	1	LOT - GARBAGE/RECYCLING COMBO BIN, TOWEL BIN, TWO DRAWER STORAGE, LIGHT OAK CREDENZA
36	1	LIFE PACK POWERHEART AED G3 PLUS AUTOMATED EXTERNAL DEFIBRILLATOR, OMRON BLOOD PRESSURE MONITOR
37	1	LOT - (4) POWERBLOCK URETHANE DUMB BELLS - (SOLD WITH LOT 38 - (5) POWERBLOCK DUMB BELLS)
38	1	(SOLD WITH LOT 37)
39	1	LOT - ASSORTED MEDICINE BALLS W/RACK
40	1	LOT - BOSU BALL BALANCE TRAINERS AND FOAM ROLLERS
41	1	LOT - XTREME MONKEY BATTLE ROPES

42	1	LOT - ASSORTED WORKOUT EQUIPMENT, BANDS, TRX STRAPS, LADDERS, ETC
43	1	LOT - YOGA BLOCKS, FOOT PADS, WEIGHTS
44	1	LOT - SYNERGEE MAT RACK W/ WORK OUT MATS
45	1	LOT - REJO MATS
46	1	LOT - WEIGHTED BARS W/ RACK
47	1	86" CONFERENCE DISPLAY SCREEN W/ (3) CAMERA SX80 POWERFUL AND FLEXIBLE PLATFORM FOR QUALITY END-TO-END DEFINITION, S/N FTT211500YM - (LOCATED IN THE MONTREAL ROOM)
48	1	LOT - CISCO TELEPRESENCE TTC8-07 CAMERAS, MUSIC STANDS
49	1	HITPLAY CONFERENCE ROOM SERVER RACK W/ CONTENTS
50	1	SHURE MXWNC8 8-PORT NETWORKED CHARGING STATION W/ (4) MXW8 Z10 DESKTOP BASE GOOSENECK TRANSMITTERS
51	1	SHURE MXWNC8 8-PORT NETWORKED CHARGING STATION W/ (4) MXW8 Z10 DESKTOP BASE GOOSENECK TRANSMITTERS
52	1	SHURE MXWNC8 8-PORT NETWORKED CHARGING STATION W/ (4) MXW8 Z10 DESKTOP BASE GOOSENECK TRANSMITTERS
53	1	SHURE MXWNC8 8-PORT NETWORKED CHARGING STATION W/ (4) MXW8 Z10 DESKTOP BASE GOOSENECK TRANSMITTERS
54	1	SHURE GLXD2 MICROPHONE/TRANSMITTER KIT
55	1	SHURE GLXD2 MICROPHONE/TRANSMITTER KIT
56	1	SHURE MXWNC8 8-PORT NETWORKED CHARGING STATION W/ (4) MXW8 Z10 DESKTOP BASE GOOSENECK TRANSMITTERS
57	1	SHURE MXWNC8 8-PORT NETWORKED CHARGING STATION W/ (4) MXW8 Z10 DESKTOP BASE GOOSENECK TRANSMITTERS
58	1	OPEN LOT
59	1	SHURE MXWNC8 8-PORT NETWORKED CHARGING STATION W/ (4) MXW8 Z10 DESKTOP BASE GOOSENECK TRANSMITTERS
60	1	SHURE MXWNC8 8-PORT NETWORKED CHARGING STATION W/ (4) MXW8 Z10 DESKTOP BASE GOOSENECK TRANSMITTERS
61	1	SHURE MXWNC8 8-PORT NETWORKED CHARGING STATION W/ (4) MXW8 Z10 DESKTOP BASE GOOSENECK TRANSMITTERS
62	1	SHURE MXWNC8 8-PORT NETWORKED CHARGING STATION W/ (3) MXW8 Z10 DESKTOP BASE GOOSENECK TRANSMITTERS
63	1	SHURE MXWNC8 8-PORT NETWORKED CHARGING STATION W/ (2) MXW2 Z10 MICS, (4) HYBRID BODYPACK TRANSMITTERS
64	1	SHURE MXWNC8 8-PORT NETWORKED CHARGING STATION W/ (2) MXW2 Z10 MICS, (2) HYBRID BODYPACK TRANSMITTERS
65	1	SHURE MXWNC8 8-PORT NETWORKED CHARGING STATION W/ (2) MXW2 Z10 MICS, (4) HYBRID BODYPACK TRANSMITTERS
66	1	LOT - (2) CATCHBOX THROWABLE INTEGRATED OMNI DIRECTIONAL MIC
67	1	LOT - (2) 7' HERMAN MILLER LIGHT OAK TABLES - ONE WITH TELECONFERENCE HARDWARE - (LOCATED IN MONTREAL ROOM)
68	1	LOT - (2) 7' HERMAN MILLER LIGHT OAK TABLES - (LOCATED IN MONTREAL ROOM)
69	1	LOT - (2) 7' HERMAN MILLER LIGHT OAK TABLES - (LOCATED IN MONTREAL ROOM)
70	1	LOT - (2) 7' HERMAN MILLER LIGHT OAK TABLES - (LOCATED IN MONTREAL ROOM)
71	6	HERMAN MILLER GREY SETU CHAIRS
72	6	HERMAN MILLER GREY SETU CHAIRS
73	6	HERMAN MILLER GREY SETU CHAIRS
74	3	HERMAN MILLER GREY SETU CHAIRS
75	1	SHURE MXWNC8 8-PORT NETWORKED CHARGING STATION W/ (4) MXW8 Z10 DESKTOP BASE GOOSENECK TRANSMITTERS
76	1	SHURE MXWNC8 8-PORT NETWORKED CHARGING STATION W/ (4) MXW8 Z10 DESKTOP BASE GOOSENECK TRANSMITTERS
77	1	SHURE MXWNC8 8-PORT NETWORKED CHARGING STATION W/ (4) MXW8 Z10 DESKTOP BASE GOOSENECK TRANSMITTERS
78	1	SHURE MXWNC8 8-PORT NETWORKED CHARGING STATION W/ (1) MXW2 Z10 MIC, (1) HYBRID BODYPACK TRANSMITTERS, (2) MXW8 Z10 DESKTOP BASE GOOSENECK TRANSMITTERS



79	1	HITPLAY CONFERENCE ROOM SERVER RACK W/ CONTENTS
80	1	86" CONFERENCE DISPLAY SCREEN W/ (3) CAMERA SX80 POWERFUL AND FLEXIBLE PLATFORM FOR QUALITY END-TO-END DEFINITION, S/N FTT211500YN - (LOCATED IN THE TORONTO ROOM)
81	1	LOT - (2) 7' HERMAN MILLER LIGHT OAK TABLES - (LOCATED IN TORONTO ROOM)
82	1	LOT - (2) 7' HERMAN MILLER LIGHT OAK TABLES - (LOCATED IN TORONTO ROOM)
83	1	LOT - (2) TABLES
84	1	CISCO TELEPRESENCE MX200 G2 HIGH-DEFINITION VIDEO COLLABORATION SYSTEM, S/N FTT203502M2 C/W TOUCH SCREEN CONTROL AND INTEGRATED OAK VENEER MEETING TABLE - (LOCATED IN SASKATOON ROOM)
85	1	TEAK CREDENZA
86	1	CISCO TELEPRESENCE MX300 G2 HIGH-DEFINITION VIDEO COLLABORATION SYSTEM, S/N FTT220902PU C/W TOUCH SCREEN CONTROL AND INTEGRATED OAK VENEER BOARDROOM TABLE - (LOCATED IN MISSISSAUGA ROOM)
87	1	CISCO TTC8-10 WEBEX QUAD CAMERA, S/N FOC2401NUYF
88	1	CISCO TTC8-10 WEBEX QUAD CAMERA, S/N FOC2327NN0Y
89	1	DELL ULTRA SHARO 24 MONITOR
90	1	DELL ULTRA SHARO 24 MONITOR
91	1	DELL ULTRA SHARO 24 MONITOR
92	1	DELL ULTRA SHARO 24 MONITOR
93	1	LOT - (5) DELL U2415b MONITORS
94	6	KENSINGTON SD3500V DOCKING STATION
95	6	KENSINGTON SD3500V DOCKING STATION
96	6	KENSINGTON SD3500V DOCKING STATION
97	1	SRM150 COMPACT ACTIVE PA SYSTEM W/ MICROPHONE AND NEEWER TRANSMITTER
98	30	KENSINGTON SD3500V DOCKING STATION
99	1	CISCO TELEPRESENCE MX800 INTEGRATED VIDEO COLLABORATION ROOM SYSTEM, S/N FTT211202AN C/W TOUCH SCREEN CONTROL AND INTEGRATED OAK VENEER BOARDROOM TABLE - (LOCATED IN CALGARY ROOM) - (LOCATED IN MISSISSAUGA ROOM)
100	2	CISCO UC PHONE, CP-8831
101	1	CISCO UC PHONE, CP-8832
102	1	CISCO TTC5-09 TELEPRESENCE TOUCH 10
103	5	CISCO MERAKI MR84-HHW DUAL ACCESS POINT
104	5	CISCO MA-ANT-25 PATCH ANTENNA
105	3	CISCO IP PHONE 8861
106	1	LOT - CISCO SWITCHES
107	1	LOT - CISCO SWITCHES
108	1	LOT - BRIGHTSIGN XT DIGITAL MEDIA PLAYERS
109	1	LOT - BACK UPS, CLOUD LINKS, CAMERAS, CABLES, STANDS, GATEWAYS, ETC
110	1	LOT -(2) PORTABLE WHITE BOARDS
111	1	LOT - (2) PORTABLE NOTE BOARDS
112	1	LOT - (5) FOLDING TABLES
113	1	L-SHAPE GEIGER TUXEDO SOFA W/LH ARM - 114" X 86"
114	1	HERMAN MILLER ARMLESS TUXEDO SOFA
115	1	HERMAN MILLER ARMLESS TUXEDO SOFA
116	1	HERMAN MILLER BISTRO SET - (1) HIGH TOP BISTRO TABLE, (3) BLACK WIRE STOOLS
117	1	HERMAN MILLER BISTRO SET - (1) HIGH TOP BISTRO TABLE, (3) BLACK WIRE STOOLS
118	1	HERMAN MILLER BISTRO SET - (1) MARBLE TOP BISTRO TABLE, (3) BLACK WIRE CHAIRS
119	1	HERMAN MILLER BISTRO SET - (1) MARBLE TOP BISTRO TABLE, (3) BLACK WIRE CHAIRS
120	1	ROUND HERMAN MILLER COFFEE TABLE
121	1	55" LG 55UH5C-BF COMMERCIAL DISPLAY DIGITAL SIGNAGE, S/N 706MXFVPL215
122	1	55" LG 55UH5C-BF COMMERCIAL DISPLAY DIGITAL SIGNAGE
123	1	LOT - (5) BILLIANI DOLL COLLECTION STOOLS
124	1	LOT - (2) LG 55LV35A VIDEO WALL DIGITAL SIGNAGE
125	1	LOT - (2) SIMPLE HUMAN STAINLESS STEEL GARBAGE BINS
126	1	LOT - (2) DELL U2415 MONITORS W/ MOUSE AND KEYBOARD

127	1	LOT - (2) HERMAN MILLER GRAY SETU CHAIRS
128	1	SERVER RACK W/ CONTENTS
129	1	SERVER RACK W/ CONTENTS
130	1	LOT - METAL SHELVING RACKS
131	1	OPTIMA 2 GARDEX SAFE
132	1	LOT - ASSORTED SHELVING UNITS AND (2) LATHERAL FILE CABINETS
133	4	HERMAN MILLER RENEW SIT-TO-STAND DESK
134	4	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
135	4	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
136	6	HERMAN MILLER RENEW SIT-TO-STAND DESK
137	4	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
138	4	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
139	4	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
140	4	HERMAN MILLER RENEW SIT-TO-STAND DESK
141	3	HERMAN MILLER FIVE DRAWER LATHERAL FILE CABINET
142	3	HERMAN MILLER THREE DRAWER LATHERAL FILE CABINET
143	3	HERMAN MILLER THREE DRAWER LATHERAL FILE CABINET
144	4	HERMAN MILLER RENEW SIT-TO-STAND DESK
145	4	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
146	4	HERMAN MILLER RENEW SIT-TO-STAND DESK
147	4	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
148	4	HERMAN MILLER RENEW SIT-TO-STAND DESK
149	4	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
150	1	HERMAN MILLER POWERED SOCIAL SEAT W/DIVIDERS
151	1	HERMAN MILLER POWERED SOCIAL SEAT W/DIVIDERS
152	20	DOOR HERMAN MILLER KEYLESS LOCKERS
153	16	DOOR HERMAN MILLER KEYLESS LOCKERS
153A	10	DOOR HERMAN MILLER KEYLESS LOCKERS
154	1	LIFEPAK POWERHEART AED G3 EMERGENCY DEFIBRILLATOR
155	1	LIFEPAK POWERHEART AED G3 EMERGENCY DEFIBRILLATOR
156	1	CISCO TELEPRESENCE MX200 G2 HIGH-DEFINITION VIDEO COLLABORATION SYSTEM, S/N FTT20360122 C/W TOUCH SCREEN CONTROL AND INTEGRATED OAK VENEER MEETING TABLE - (LOCATED IN CHARLOTTETOWN ROOM)
157	5	HERMAN MILLER GREY SETU CHAIRS
158	1	CISCO TELEPRESENCE MX200 G2 HIGH-DEFINITION VIDEO COLLABORATION SYSTEM, S/N FTT210600BJ C/W TOUCH SCREEN CONTROL AND INTEGRATED OAK VENEER MEETING TABLE - (LOCATED IN HALIFAX ROOM)
159	5	HERMAN MILLER GREY SETU CHAIRS
160	1	PORTABLE WHITE BOARD
161	1	LOT - HERMAN MILLER RENEW SIT-TO-STAND DESK, DELL MONITOR, GREY CHAIR
162	4	HERMAN MILLER FIVE DRAWER LATHERAL FILE CABINETS
163	4	HERMAN MILLER FIVE DRAWER LATHERAL FILE CABINETS
164	24	DOOR HERMAN MILLER KEYLESS LOCKERS
165	6	HERMAN MILLER RENEW SIT-TO-STAND DESK
166	6	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
167	1	HERMAN MILLER POWERED HIGH TOP FOUR PERSON WORK STATION
168	1	HERMAN MILLER POWERED HIGH TOP FOUR PERSON WORK STATION
169	6	HERMAN MILLER RENEW SIT-TO-STAND DESK
170	4	HERMAN MILLER RENEW SIT-TO-STAND DESK
171	4	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
172	1	NAUGHTONE BLUE LOVESEAT
173	1	NAUGHTONE BLUE LOVESEAT
174	1	HERMAN MILLER WHITE TABLE
175	1	HERMAN MILLER POWERED SOCIAL SEAT W/ DIVIDERS
176	1	HERMAN MILLER POWERED SOCIAL SEAT W/ DIVIDERS
177	6	HERMAN MILLER RENEW SIT-TO-STAND DESK
178	6	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT

179	1	BUSCH SYSTEMS GARBAGE/RECYCLING RECEPTICLE
180	1	CISCO TELEPRESENCE MX200 G2 HIGH-DEFINITION VIDEO COLLABORATION SYSTEM, S/N FTT210600E2 C/W TOUCH SCREEN CONTROL AND INTEGRATED OAK VENEER MEETING TABLE - (LOCATED IN YELLOWKNIFE ROOM)
181	1	LOT - HERMAN MILLER RENEW SIT-TO-STAND DESK, DELL MONITOR, GREY CHAIR
182	3	GEIGER BENCH 58" X 28"
183	3	BLU DOT SWOLE SIDE TABLE
184	1	CISCO TELEPRESENCE MX200 G2 HIGH-DEFINITION VIDEO COLLABORATION SYSTEM, S/N FTT2049005W C/W TOUCH SCREEN CONTROL AND INTEGRATED OAK VENEER MEETING TABLE - (LOCATED IN QUEBEC ROOM)
185	6	HERMAN MILLER GREY SETU CHAIRS
186	1	CISCO TELEPRESENCE MX800 INTEGRATED VIDEO COLLABORATION ROOM SYSTEM, S/N FTT2101037B C/W TOUCH SCREEN CONTROL AND INTEGRATED OAK VENEER BOARDROOM TABLE - (LOCATED IN VANCOUVER ROOM)
187	1	HERMAN MILLER RENEW SIT-TO-STAND DESK
188	3	HERMAN MILLER TABLES
189	6	HERMAN MILLER RENEW SIT-TO-STAND DESK
190	12	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
191	6	HERMAN MILLER RENEW SIT-TO-STAND DESK
192	12	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
193	1	HERMAN MILLER POWERED HIGH TOP FOUR PERSON WORK STATION
194	1	LOT - ASSORTED WHITE OFFICE TABLES
195	9	HERMAN MILLER FIVE DRAWER LATHERAL FILE CABINETS
196	1	FOUR DRAWER FIRE RESISTANT FILE CABINET
197	12	DOOR HERMAN MILLER KEYLESS LOCKERS
198	16	DOOR HERMAN MILLER KEYLESS LOCKERS
199	16	DOOR HERMAN MILLER KEYLESS LOCKERS
200	1	CISCO TELEPRESENCE MX200 G2 HIGH-DEFINITION VIDEO COLLABORATION SYSTEM, S/N FTT2036011M C/W TOUCH SCREEN CONTROL AND INTEGRATED OAK VENEER MEETING TABLE - (LOCATED IN WINNIPEG ROOM)
201	6	HERMAN MILLER GREY SETU CHAIRS
202	3	HERMAN MILLER THREE DRAWER LATHERAL FILE CABINET
203	6	HERMAN MILLER RENEW SIT-TO-STAND DESK
204	6	HERMAN MILLER RENEW SIT-TO-STAND DESK
205	3	HERMAN MILLER TWO DRAWER FILE CABINET W/SEAT TOP
206	2	HERMAN MILLER TWO DRAWER FILE CABINET W/SEAT TOP
207	2	HERMAN MILLER TWO DRAWER FILE CABINET W/SEAT TOP
208	2	HERMAN MILLER TWO DRAWER FILE CABINET W/SEAT TOP
209	6	HERMAN MILLER RENEW SIT-TO-STAND DESK
210	6	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
211	3	HERMAN MILLER RENEW SIT-TO-STAND DESK
212	1	HERMAN MILLER POWERED SOCIAL SEAT W/ DIVIDERS
213	1	HERMAN MILLER POWERED SOCIAL SEAT W/ DIVIDERS
214	1	HERMAN MILLER POWERED HIGH TOP FOUR PERSON WORK STATION
215	1	HERMAN MILLER POWERED HIGH TOP FOUR PERSON WORK STATION
216	6	HERMAN MILLER RENEW SIT-TO-STAND DESK
217	6	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
218	3	HERMAN MILLER THREE DRAWER LATHERAL FILE CABINET
219	3	HERMAN MILLER THREE DRAWER LATHERAL FILE CABINET
220	6	HERMAN MILLER THREE DRAWER LATHERAL FILE CABINET
221	6	HERMAN MILLER RENEW SIT-TO-STAND DESK
222	4	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
223	6	HERMAN MILLER RENEW SIT-TO-STAND DESK
224	6	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
225	1	HERMAN MILLER SOCIAL SEAT W/ DIVIDERS
226	1	HERMAN MILLER SOCIAL SEAT W/ DIVIDERS
227	1	HERMAN MILLER SOCIAL SEAT W/ DIVIDERS
228	1	HERMAN MILLER SOCIAL SEAT W/ DIVIDERS

229	1	LOT -(2) HERMAN MILLER TABLES
230	1	LOT - HERMAN MILLER RENEW SIT-TO-STAND DESK, DELL MONITOR
231	1	CISCO TELEPRESENCE MX200 G2 HIGH-DEFINITION VIDEO COLLABORATION SYSTEM, S/N FTT203502M3 C/W TOUCH SCREEN CONTROL AND INTEGRATED OAK VENEER MEETING TABLE - (LOCATED IN BANFF ROOM)
232	1	PORTABLE WHITE BOARD
233	1	LOT - HERMAN MILLER RENEW SIT-TO-STAND DESK, DELL MONITOR, GREY CHAIR
234	1	LOT - HERMAN MILLER RENEW SIT-TO-STAND DESK, DELL MONITOR, GREY CHAIR
235	1	WOOD BASE, GLASS TOP CORNER TABLE
236	1	CISCO TELEPRESENCE MX200 G2 HIGH-DEFINITION VIDEO COLLABORATION SYSTEM, S/N FTT204006W C/W TOUCH SCREEN CONTROL AND INTEGRATED OAK VENEER MEETING TABLE - (LOCATED IN ST JOHN ROOM)
237	5	HERMAN MILLER GREY SETU CHAIRS
238	1	HERMAN MILLER POWERED MEETING TABLE
239	6	I-PAD MINI 4
240	1	CISCO TELEPRESENCE MX300 G2 HIGH-DEFINITION VIDEO COLLABORATION SYSTEM, S/N FTT211600GZ C/W TOUCH SCREEN CONTROL - (LOCATED IN EDMONTON ROOM)
241	1	86" CONFERENCE DISPLAY SCREEN W/ (2) CAMERA SX80 POWERFUL AND FLEXIBLE PLATFORM FOR QUALITY END-TO-END DEFINITION
242	1	HITPLAY CONFERENCE ROOM SERVER RACK W/ CONTENTS
243	1	DANBY BEVERAGE FRIDGE
244	1	BOSC SILENCE PLUS 46 DBA
245	8	DELL, HP AND LENOVO MONITORS
246	5	HERMAN MILLER ORANGE STOOLS
247	2	HERMAN MILLER THREE DRAWER LATHERAL FILE CABINET
248	1	LOT - ASSORTED SAFES, FAN, SHREDDERS, I-PAD STAND, ETC
249	1	METRO RACK
250	1	BLUE FLAT BED CART
251	1	BLUE FLAT BED CART
252	1	LOT - (2) FOLDABLE SHEPHERD FLAT BED CARTS
253	1	LOT - (2) FOLDABLE SHEPHERD FLAT BED CARTS
254	1	LOT - (2) SERVICE CARTS
255	1	LOT - (2) THREE SHELF SERVICE CART
256	1	BIRDY CAM 2 - VARAVON 3-AXIS STABILIZER
257	1	LOT - SH66A ELECTROCTHERM TEMPERATURE TESTER, EXTECH HUMIDITY METER
258	1	LOT -KENMORE FRIDGE, MICROWAVE, CABINET
259	1	LOT - MONITOR ARMS, KEYBOARDS, CABLES, ETC
260	1	LOT - NETKEY UTP PATCH CORD
261	1	LOT - CLEANING SUPPLIES, CAFÉ SUPPLIES,
262	1	LOT - (2) STEP LADDERS
263	1	LOT - (3) STEP LADDERS
264	1	LOT - STENTOFON INTERCOMS, FOOZBALL PARTS, SHUFFLE BOARD SUPPLIES, DESK PARTS, ETC
265	1	LOT - TRI-PODS
266	1	LOT - GARBAGE BAGS, PAPER TOWEL, TOILET PAPER, ETC
267	1	LOT - ORANGE PYLONS
268	1	LOT - PULL UP GRAPHIC DISPLAYS
269	1	METTLER TOLDEO SCALE
270	1	GEMINI CONVERTIBLE HAND TRUCK
271	1	GEMINI CONVERTIBLE HAND TRUCK
272	1	MAIL CART
273	1	LOT - (2) MAIL CART
274	1	FELLOWES POWER SHRED SHREDDER
275	1	IDEAL 3915-95 PAPER CUTTER GUILLOTINE
276	1	LOT - LARGE AMOUNT OF OFFICE SUPPLIES - NO SHELVING
277	1	LOT - METAL SHELVING UNITS
278	1	AKILES PROLAM LAMINATOR
279	1	GBC MAGNAPUNCH

280	1	LOT - PAPER CUTTER, BINDER
281	1	LOT - ASSORTED PAPER
282	1	LOT - (2) WHITE OFFICE TABLE
283	1	LOT - (3) LATHERAL FILE CABINETS
284	1	CONTENTS OF OFFICE
285	1	LOT - TABLES AND CUBBIES
286	10	DELL UB415B MONITOR
287	1	LOT - I-MAC, CABLES, SWITCHES, CRESTON ACCESSORIES, KENSINGTON DOCKING STATION, POWER SUPPLES, MONITOR STANDS,
288	1	LOT - (4) SECTIONS STORAGE RACKING
289	1	TRUE T-49G-LD TWO DOOR FRIDGE, S/N 9045863
290	1	LOT - STANDING MATS, RUBBER MATS
291	1	NEON CAFE SIGN
292	1	STRUCTURAL CONCEPTS HARMONY HMBC4, SERVICE/SELF SERVE MERCHANDISER, S/N 0935923 DU313565
293	1	VOLANTE U37-P150UR-ADC POS TERMINAL W/ SYMBOL SCANNER AND APC BACK-UP
294	1	TRUE TWO DOOR UNDER COUNTER FRIDGE, S/N 9093249
295	1	TRUE TUC-27-LP-HC FRDIGE, S/N 9179767
296	1	TRUE TDD-1-SINGLE KEG DIRECT DRAW BEER DISPENSER
297	1	NUOVA SIMONELLI AURELIA II ESPRESSO MACHINE
298	1	LOT - (2) NUOVA SIMONELLI ELECTRIC COFFEE GRINDERS
299	1	BUNN H5X009614AB HOT WATER TOWER, S/N 5X009614AB
300	1	BUNN G1 BULK COFFEE GRINDER, S/N G1005194AB
301	1	LOT - (6) BUNN 1.5GPR FF 1.5 GALLON PORTABLE SERVER
302	2	BUNN DUAL COFFEE MAKER
303	1	LOT - COFFEE CARAFES AND CUP DISPENSER
304	1	SETRA 4091451NN SCALE, S/N 3362259
305	1	ETL MX1500XT42 BLENDER
306	1	ENCORE TURBO CHEF HIGH SPEED COMMERCIAL CONVECTION MICROWAVE
307	1	MANITOWOC ICE MACINE
308	1	TRUE TUC-48-LP-HC FRDIGE, S/N 9166867
309	1	HOBART LXER GLASS WASHER, S/N 231168053
310	1	LOT - DRY GOOD DISPENSERS
311	1	LOT - HONEY CAN DO DRY GOOD DISPENSERS
312	1	WATER DISPENSER
313	1	SENTRY SAFE
314	1	LOT - DISPOSABLE CUTLERY, GLASSWARE, NAPKINS, STIR STICKS, CELANING SUPPLIES, COFFEE FILTERS, TAKE OUT CONTAINERS, INCLUDING METAL STORAGE SHELVING
315	1	LOT - (2) METRO RACKS W/ CONTENTS
316	1	LOT - THREE DOOR LATERAL FILE CABINET, WHITE TABLE
500	1	LOT - (2) RED SWIVEL CHAIRS, WHITE SIDE TABLE
501	1	LOT - (3) C-STYLE SIDE TABLES
502	4	BLU DOT SWOLE SIDE TABLE
503	4	BLU DOT SWOLE SIDE TABLE
504	1	LOT - B&B ITALIA SECTIONAL, (2) OTTOMEN, (1) HERMAN MILLER TABLE
505	1	LIGHT OAK TABLE
506	1	LIGHT OAK TABLE
507	1	LIGHT OAK TABLE
508	1	LIGHT OAK TABLE
509	5	HIGHTOWER PAUSTIN ASAP CHAIRS
510	5	HIGHTOWER PAUSTIN ASAP CHAIRS
511	4	HIGHTOWER PAUSTIN ASAP CHAIRS
512	1	LOT - B&B ITALIA SECTIONAL, (2) OTTOMEN, (1) HERMAN MILLER TABLE
513	1	LOT - HERMAN MILLER RENEW SIT-TO-STAND DESK, DELL MONITOR
514	1	CISCO TELEPRESENCE MX200 G2 HIGH-DEFINITION VIDEO COLLABORATION SYSTEM, S/N FTT203502LD C/W TOUCH SCREEN CONTROL AND INTEGRATED OAK VENEER MEETING TABLE - (LOCATED IN SEATTLE ROOM)
515	4	HERMAN MILLER TAN SETU CHAIRS

516	1	CISCO TELEPRESENCE MX800 INTEGRATED VIDEO COLLABORATION ROOM SYSTEM, S/N FTT211202GX C/W TOUCH SCREEN CONTROL AND INTEGRATED OAK VENEER BOARDROOM TABLE - (LOCATED IN CHICAGO ROOM)
517	6	HERMAN MILLER TAN SETU CHAIRS
518	6	HERMAN MILLER TAN SETU CHAIRS
519	1	CISCO TELEPRESENCE MX800 INTEGRATED VIDEO COLLABORATION ROOM SYSTEM, S/N FTT21101037F C/W TOUCH SCREEN CONTROL AND INTEGRATED OAK VENEER BOARDROOM TABLE - (LOCATED IN LOS ANGELES ROOM)
520	6	HERMAN MILLER TAN SETU CHAIRS
521	6	HERMAN MILLER TAN SETU CHAIRS
522	1	LOT - GUS SECTIONAL, (2) OTTOMEN, (1) BLU DOT SWOLE SIDE TABLE, (1) ROUND HERMAN MILLER TABLE
523	1	FLAT SCREEN DIGITAL DISPLAY TV
524	1	BOSCH SILENCE PLUS 46 DBA DISHWASHER
525	1	DANBY BEVERAGE FRIDGE
526	1	86" CONFERENCE DISPLAY SCREEN W/ (2) CAMERA SX80 POWERFUL AND FLEXIBLE PLATFORM FOR QUALITY END-TO-END DEFINITION, S/N FTT211500ZC - (LOCATED IN THE NEW YORK ROOM)
527	1	6' X 20' WHITE DATESWEISER BOARD ROOM TABLE W/ CHROME LEGS, DETAIL AND EDGING, INTEGRATED FOR CISCO TELEPRESENCE SYSTEM
528	1	PORTABLE WHITE BOARD
529	1	LOT - (2) DANBY BEVERAGE FRIDGES
530	1	LOT - (7) I-PAD MINIS
531	1	LOT - GUS SECTIONAL, (1) OTTOMEN, (1) ROUND HERMAN MILLER TABLE
532	1	SERVER RACK W/ CONTENTS
533	1	SERVER RACK W/ CONTENTS
534	1	LOT - ASSORTED WIRE W/ FISH STICKS WIRE PULLER/PUSHER
535	1	LOT - (2) PORTABLE WHITE BOARD
536	1	FLAT SCREEN DIGITAL DISPLAY TV
537	1	FLAT SCREEN DIGITAL DISPLAY TV
538	1	WIRE BOTTON BREAKFAST TABLE W/ DECORATIVE BOWL
539	2	BERNHARDT LOUNGE CHAIRS
540	2	BERNHARDT LOUNGE CHAIRS
541	2	MODERN STORAGE CUBBYS
542	1	LOT - (4) BERNHARDT OTTOMEN
543	1	BUTCHER BLOCK TOP HIGH TOP CONSOLE TABLE
544	1	LOT - SMOKED GLASS TOP MEETING TABLE W/ MATCHING CHAIRS AND CREDENZA
545	1	OPEN LOT
546	1	LOT - (4) GREY STOOLS
547	1	HERMAN MILLER POWERED HIGH TOP FOUR PERSON WORK STATION
548	1	HERMAN MILLER POWERED HIGH TOP FOUR PERSON WORK STATION
549	8	DELL U2415B MONITOR
550	2	HERMAN MILLER GREY SETU STOOLS
551	5	HERMAN MILLER RENEW SIT-TO-STAND DESK
552	10	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
553	6	HERMAN MILLER RENEW SIT-TO-STAND DESK
554	12	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
555	2	HERMAN MILLER UNDER DESK STORAGE CABINET
556	6	HERMAN MILLER RENEW SIT-TO-STAND DESK
557	12	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
558	2	HERMAN MILLER UNDER DESK STORAGE CABINET
559	2	HERMAN MILLER UNDER DESK STORAGE CABINET
560	2	HERMAN MILLER UNDER DESK STORAGE CABINET
561	1	HERMAN MILLER RENEW SIT-TO-STAND DESK W/ (2) HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORTS
562	1	HERMAN MILLER RENEW SIT-TO-STAND DESK W/ (2) HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORTS
563	16	DOOR HERMAN MILLER KEYLESS LOCKERS

564	1	CISCO TELEPRESENCE MX800 INTEGRATED VIDEO COLLABORATION ROOM SYSTEM, S/N FTT211002KZ C/W TOUCH SCREEN CONTROL AND INTEGRATED OAK VENEER BOARDROOM TABLE - (LOCATED IN DALLAS ROOM)
565	6	HERMAN MILLER GREY SETU STOOLS
566	6	HERMAN MILLER GREY SETU STOOLS
567	1	LOT - (2) HERMAN MILLER LATERAL FILE CABINETS, (1) DISPLAY UNIT
568	1	LOT - (3) BL49 DISPLAY UNITS
569	1	LOT - METAL SHELVING UNITS
570	2	BUTCHER BLOCK TOP HIGH TOP CONSOLE TABLE
571	4	HERMAN MILLER RENEW SIT-TO-STAND DESK
572	8	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
573	4	HERMAN MILLER RENEW SIT-TO-STAND DESK
574	8	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
575	12	DOOR HERMAN MILLER KEYLESS LOCKERS
576	1	HERMAN MILLER POWERED HIGH TOP FOUR PERSON WORK STATION
577	1	HERMAN MILLER POWERED HIGH TOP FOUR PERSON WORK STATION
578	1	HERMAN MILLER POWERED HIGH TOP FOUR PERSON WORK STATION
579	1	HERMAN MILLER POWERED HIGH TOP FOUR PERSON WORK STATION
580	4	HERMAN MILLER RENEW SIT-TO-STAND DESK
581	8	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
582	4	HERMAN MILLER RENEW SIT-TO-STAND DESK
583	8	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
584	1	LOT - FILLE CABINETS, METRO RACK, METAL SHELVING
585	1	CISCO TELEPRESENCE MX300 G2 HIGH-DEFINITION VIDEO COLLABORATION SYSTEM, S/N FTT2116000HI C/W TOUCH SCREEN CONTROL AND INTEGRATED OAK VENEER BOARDROOM TABLE - (LOCATED IN SAN FRANCISCO ROOM)
586	4	HERMAN MILLER GREY SETU STOOLS
587	4	HERMAN MILLER GREY SETU STOOLS
588	1	PORTABLE WHITE BOARD
589	1	LOT - HERMAN MILLER RENEW SIT-TO-STAND DESK, DELL MONITOR
590	1	LOT - HERMAN MILLER RENEW SIT-TO-STAND DESK, DELL MONITOR
591	4	HERMAN MILLER RENEW SIT-TO-STAND DESK
592	8	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
593	2	HERMAN MILLER RENEW SIT-TO-STAND DESK
594	4	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
595	4	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
596	2	HERMAN MILLER RENEW SIT-TO-STAND DESK
597	1	OPEN LOT
598	6	HERMAN MILLER RENEW SIT-TO-STAND DESK
599	12	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
600	4	HERMAN MILLER LATERAL FILE CABINET
601	4	STEELCASE TURNSTONE STOOLS
602	6	HERMAN MILLER RENEW SIT-TO-STAND DESK
603	12	DELL U2417N MONITORS W/ HERMAN MILLER FLO ERGONOMIC MONITOR SUPPORT
604	1	LOT - ROUND SIDE TABLE, C-STYLE TABLE W/ CHAIRS AND DÉCOR PILLOWS
605	1	HERMAN MILLER SOCIAL SEAT W/ DIVIDERS
606	1	HERMAN MILLER SOCIAL SEAT W/ DIVIDERS
607	1	LOT - ARBOUR OTTOMEN STOOLS, SIDE TABLE, TUXEDO BENCH
608	1	HERMAN MILLER ROUND POWERED TABLE
609	1	MODULED POWERED MEETING SEATS
610	1	CISCO TELEPRESENCE MX300 G2 HIGH-DEFINITION VIDEO COLLABORATION SYSTEM, S/N FTT21150212 C/W TOUCH SCREEN CONTROL AND INTEGRATED OAK VENEER MEETING TABLE - (LOCATED IN BOSTON ROOM)
611	4	HERMAN MILLER MEETING CHAIRS
612	1	LOT - LIFEPAK POWERHEART AED G3 EMERGENCY DEFIBRILLATOR, FIRST AID KIT
613	20	DOOR HERMAN MILLER KEYLESS LOCKERS
614	26	DOOR HERMAN MILLER KEYLESS LOCKERS
615	1	LOT - FIRST AID SUPPLIES: (2) WHEEL CHAIRS, STRETCHER, BED, MEDICAL SCREEN, ETC

616	1	GOLDEN TEE UNPLUGGED GOLF GAME W/ DYNEX SCREEN
617	1	FLAT SCREEN TV
618	1	FLAT SCREEN TV
619	1	PROMISE OF PASSION NEON SIGN
620	1	LOT - (3) LOW GAMING TABLES
621	1	TRUE GDM-37 SLIDING DOOR FRIDGE, S/N 712696
622	2	PANASONIC NN-SD765S MICROWAVE
623	2	PANASONIC NN-SD765S MICROWAVE
624	2	PANASONIC NN-SD765S MICROWAVE
625	2	SOUP TOURINE
626	2	JUICE DISPENCER
627	1	BOSCH SILENCE PLUS 46 DBA DISHWASHER
628	1	HOSHIZAKI CRUSHED ICE MACHINE
629	1	BOSCH SILENCE PLUS 46 DBA DISHWASHER
630	1	LOT - COFFEE CUPS
631	1	LOT - TAKEOUT CUP DISPENSER W/ CUPS
632	2	PANASONIC NN-SD765S MICROWAVE
633	2	PANASONIC NN-SD765S MICROWAVE
634	2	PANASONIC NN-SD765S MICROWAVE
635	1	TRUE GDM-41 SLIDING DOOR FRIDGE, S/N 7822951
636	1	LOT - (2) CHAFFING DISHES AND INSERT
637	3	ROLL TOP CHAFFING DISH
638	2	CHAFFING DISH
639	2	CHAFFING DISH
640	1	LOT - ASSORTED GLASSWARE W/ METRO RACK
641	1	LOT - ASSORTED GLASSES W/RACKS AND RACK DOLLY
642	1	LOT - ASSORTED GLASSES W/RACKS AND RACK DOLLY
643	1	HERMAN MILLER DINING TABLE W/ (8) HERMAN MILLER MOULDED BLACK CHAIRS
644	1	HERMAN MILLER DINING TABLE W/ (8) HERMAN MILLER MOULDED BLACK CHAIRS
645	1	HERMAN MILLER DINING TABLE W/ (8) HERMAN MILLER MOULDED BLACK CHAIRS
646	1	HERMAN MILLER DINING TABLE W/ (8) HERMAN MILLER MOULDED BLACK CHAIRS
647	1	HERMAN MILLER DINING TABLE W/ (8) HERMAN MILLER MOULDED BLACK CHAIRS
648	1	HERMAN MILLER DINING TABLE W/ (8) HERMAN MILLER MOULDED BLACK CHAIRS
649	1	HERMAN MILLER DINING TABLE W/ (8) HERMAN MILLER MOULDED BLACK CHAIRS
650	1	FLAT SCREEN TV
651	1	FLAT SCREEN TV
652	1	FLAT SCREEN TV
653	1	FLAT SCREEN TV
654	1	LOT - MOOOI DESIGN BY FRONT PIG TABLE W (2) ANDREU WORLD CHAIRS
655	1	LOT - MOOOI DESIGN BY FRONT PIG TABLE W (2) ANDREU WORLD CHAIRS
656	1	LOT - MOOOI DESIGN BY FRONT PIG TABLE W (2) ANDREU WORLD CHAIRS
657	1	LOT - TAKE OUT CUPS, CONTAINERS, TRAY, NAPKINS, CUTLERY, SKEWERS, COP STICKS, PLATES, BOWLS,ETC
658	1	LOT - CANAAN INC. STANCHIONS
659	1	LOT - QUEUEPOLE STANCIONS
660	1	LOT -(5) FOLDING TABLES
661	2	HERMAN MILLER BLACK TABLES
662	2	HERMAN MILLER BLACK TABLES
663	1	GEIGER QUILTED TUXEDO ARMLESS SOFA
664	1	GEIGER QUILTED TUXEDO ARMLESS SOFA
665	1	GEIGER QUILTED TUXEDO ARMLESS SOFA
666	1	GEIGER QUILTED TUXEDO ARMLESS SOFA
667	1	LOT - (4) HIGHTOWER PAUSTIN ASAP CHAIRS, (1) HERMAN MILLER TABLE
668	1	LOT - (4) HIGHTOWER PAUSTIN ASAP CHAIRS, (1) HERMAN MILLER TABLE
669	1	LOT - (4) HIGHTOWER PAUSTIN ASAP CHAIRS, (1) HERMAN MILLER TABLE
670	1	LOT - (4) HIGHTOWER PAUSTIN ASAP CHAIRS, (1) HERMAN MILLER TABLE
671	1	LOT - (4) HIGHTOWER PAUSTIN ASAP CHAIRS, (1) HERMAN MILLER TABLE
672	1	LOT - (4) HIGHTOWER PAUSTIN ASAP CHAIRS, (1) HERMAN MILLER TABLE



673	1	LOT - (4) HERMAN MILLER MOULDED BLACK CHAIRS, (1) HERMAN MILLER TABLE
674	1	LOT - (4) HERMAN MILLER MOULDED BLACK CHAIRS, (1) HERMAN MILLER TABLE
675	1	LOT - (4) HERMAN MILLER MOULDED BLACK CHAIRS, (1) HERMAN MILLER TABLE
676	1	LOT - (4) HERMAN MILLER MOULDED BLACK CHAIRS, (1) HERMAN MILLER TABLE
677	1	LOT - (4) HERMAN MILLER MOULDED BLACK CHAIRS, (1) HERMAN MILLER TABLE
678	1	LOT - (3) HERMAN MILLER MOULDED BLACK CHAIRS, (1) HERMAN MILLER TABLE
679	1	LOT - (3) HERMAN MILLER MOULDED BLACK CHAIRS, (1) HERMAN MILLER TABLE
680	1	SKYVUE HIGH DEFINITION OUTDOOR TELEVISION (PORTABLE)
681	1	FLAT SCREEN TV
682	1	FLAT SCREEN TV
683	5	HERMAN MILLER WIRE BACK BLACK STOOL
684	3	SERVICE CARTS
685	1	STAINLESS STEEL TABLE
686	1	LARGE LIGHT OAK VENEER DINING TABLE 5' X 17'
687	1	LARGE LIGHT OAK VENEER DINING TABLE 5' X 17'
688	1	GARBAGE/RECYCLING RECEPTACLE
689	1	LOCKING METRO CAGE
690	1	TWO SIDED CUTLERY RACK
691	4	HIGHTOWER PAUSTIN ASAP CHAIRS
692	4	HIGHTOWER PAUSTIN ASAP CHAIRS
693	4	HIGHTOWER PAUSTIN ASAP CHAIRS
694	1	LOT - COFFEE URNS
695	1	LOT - CUISINART TOASTER
696	1	LOT - TOASTERS
697	2	KITCHENAID KCO253CU CONVECTION OVEN
698	2	ROBO COUPLE BLENDER
699	1	LOT - (2) X-TREME BLENDERS
700	2	VOLLRATH 59510P INDUCTION PLATE
701	1	LOT - MIXERS, HOT PLATE, SCALE, ETC
702	1	ROBOT COUPE MP 350 TURBO MIXER
703	1	PROMISE OF PASSION NEON SIGN
704	1	VOLANTE U37-P150UR-ADC POS TERMINAL W/ SYMBOL SCANNER AND APC BACK-UP
705	1	VOLANTE U37-P150UR-ADC POS TERMINAL W/ SYMBOL SCANNER AND APC BACK-UP
706	1	VOLANTE U37-P150UR-ADC POS TERMINAL W/ SYMBOL SCANNER AND APC BACK-UP
707	1	TRUE TDD-1-SINGLE KEG DIRECT DRAW BEER DISPENSER
708	1	TRUE TUC-48-LP-HC FRDIGE, S/N 9166869
709	1	LOT - ASSORTED OIL BOTTLES, STORAGE JARS, CARAFES, ETC
710	1	SAMSUNG DIGITAL SIGNAGE
711	1	TRUE T-49G-LD TWO DOOR FRIDGE, S/N 9078745
712	1	TRUE T-49G-LD TWO DOOR FRIDGE, S/N 9045866
713	1	ALTO SHAM 1200-UP HOT BOX, S/N 2030762-000
714	1	ALTO SHAM 1200-UP HOT BOX, S/N 1945522-000
715	1	ALTO SHAM 1200-UP HOT BOX, S/N 2030763-000
716	1	HOT BOX
717	1	GLOBE G12 SLICER, S/N 530537
718	1	WOOD TOP STAINLESS STEEL KITCHEN CABINET
719	1	GLOBE SP 20 MIXER W/ ASSORTED ATTACHMENTS AND ACCESSORIES
720	1	STAINLESS STEEL TABLE
721	1	TRUE T-23-HC FRIDGE, S/N 9250204
722	4	DIGITAL SIGNAGE DISPLAY
723	1	TRUE TUC-48-LP-HC FRDIGE, S/N 9166868
724	1	DELFIELD HOT TABLE
725	1	MAX INDUCTION BY SPRING THREE BURNER INDUCTION RANGE
726	1	DELFIELD F20FP HOT TABLE
727	1	MERCHANISE DISPLAY FRIDGE
728	1	COMMERCIAL PANINI PRESS - BRAND NEW IN BOX
729	1	COMMERCIAL PANINI PRESS
730	1	MERRY CHEF EIKON E3 HIGH SPEED OVEN

731	1	STAINLESS STEEL CABINET
732	1	TRUE TSSU-48-12-HC FRIDGE/PREP TABLE, S/N 9166866
733	1	METRO RD3NA33A12U BAKERS RACK W/ TRAYS
734	1	METRO RD3NA33A12U BAKERS RACK W/ TRAYS
735	1	METRO RD3NA33A12U BAKERS RACK W/ TRAYS
736	1	METRO RD3NA33A12U BAKERS RACK W/ TRAYS AND CONTENTS
737	1	METRO RD3NA33A12U BAKERS RACK W/ TRAYS AND CONTENTS
738	1	METRO RD3NA33A12U BAKERS RACK W/ TRAYS AND CONTENTS
739	1	METRO RD3NA33A12U BAKERS RACK W/ TRAYS AND CONTENTS
740	1	METRO RD3NA33A12U BAKERS RACK W/ TRAYS AND CONTENTS
741	1	METRO RD3NA33A12U BAKERS RACK W/ TRAYS AND CONTENTS
742	1	LOT - METRO RACK W/ ASSORTED CHARCUTERIE BOARDS
743	1	LOT - METRO RACK W/ ASSORTED CONTENTS DUTCH OVENS, PIE DISHES, SERVING PLATES
744	1	LOT - METRO RACK W/ ASSORTED CONTENTS ASSORTED SILVER SERVING BOWLS
745	1	LOT - METRO RACK W/ ASSORTED CONTENTS SOUP POTS, WOODENS BOWLS, ETC
746	1	METRO RACK
747	1	METRO RACK WITH DISH DRYING SHELVES
748	1	LOT - ASSORTED KITCHEN UTENSILS
749	1	LOT - ASSORTED KITCHEN UTENSILS AND CUTLERY
750	1	LOT - ASSORTED KITCHEN UTENSILS AND CUTLERY
751	1	LOT - ASSORTED KITCHEN UTENSILS
752	1	GARLAND G60-6G24CC 60" NATURAL GAS SIX BURNER GAS RANGE W/ GRIDDLE AND TWO STANDARD OVENS, S/N 1703100102581
753	2	GARLAND MCO-GD-10 NATURAL GAS FULL SIZE CONVECTION OVEN, S/N'S 1703100102672, 1703100102673
754	1	RATIONAL SELF COOKING CENTER
755	1	HOBART AM15VL DISH WASHING SYSTEM, S/N 231185337
756	1	HOSHIZAKI ICE MACHINE
757	1	TRUE T-49F-HC TWO DOOR FRIDGE, S/N 9045572
758	1	TRUE T-49-HC TWO DOOR FRIDGE, S/N 9066611
759	1	TRUE TUC-48-LP-HC TWO DOOR FRIDGE, S/N 9166870
760	1	MARATON MCF90W CHEST FREEZER
761	1	STAINLESS STEEL KITCHEN UNIT, POWERED W/ SINK, 7' X 4' X 62"
762	1	STAINLESS STEEL KITCHEN UNIT, POWERED 7' X 4' X 62"
763	1	STAINLESS STEEL PREP TABLE, 7' X 2' X 3'
764	1	STAINLESS STEEL PREP TABLE, 6' X 3' X 3'
765	1	STAINLESS STEEL SMALL PREP TABLE
766	1	LOT - KITCHEN MATS AND DRYING RACK
767	1	LARGE POT
768	1	LOT - ASSORTED POTS
769	1	LOT - ASSORTED POTS
770	1	LOT - ASSORTED POTS
771	1	LOT - ASSORTED POTS
772	1	LOT - FRYING PANS
773	1	LOT - FRYING PANS
774	1	LOT - GRILLING PANS
775	1	LOT - FRYING PANS
776	1	LOT - COLANDERS, STRAINERS, UNTENSILS, ETC
777	1	LOT - BAKING TRAYS, UNTENSILS AND MIXING BOWLS
778	1	LOT - ASSORTED PLASTIC CONTAINERS
779	1	LOT - ASSORTED BUSSING BINS
780	1	LOT - ASSORTED PLASTIC CUTTING BOARDS
781	1	LOT - ASSORTED WOOD CUTTING BOARDS
782	1	CAMBRO DISH CART W/ APPROX. 200 PLATES
783	1	LOT - APPROX. 100 VIVO PLATES
784	1	LOT - APPROX. 100 VIVO PLATES
785	1	LOT - APPROX. 100 VIVO PLATES

786	1	LOT - APPROX. 75 VIVO PLATES
787	1	LOT - APPROX. 75 VIVO PLATES
788	1	LOT - APPROX. 75 VIVO PLATES
789	1	LOT - ASSORTED DISHWARE
790	1	LOT - CAFETERIA TRAYS
791	1	LOT - BAKERS TRAYS
792	1	LOT - (2) METRO RACKS - (NO CONTENTS)
793	1	LOT - (2) METRO RACKS - (NO CONTENTS)
794	1	LOT - (2) METRO RACKS - (NO CONTENTS)
795	1	LOT - ASSORTED PLASTIC BINS, STEPS, MOP BUCKET, ETC
796	1	LOT - OIL WASTE BIN
797	1	CROWN VERITY MCB48 BBQ, S/N 24572
798	1	TRUE TUC-48F-LP-HC TWO DOOR FRIDGE, S/N 9166871
799	3	STAINLESS STEEL POWERED CABINETS
800	1	LOT - WOOD/METAL PATIO FURNITURE, BENCHES, STORAGE BENCHES
801	1	LOT - PATIO TABLES AND CHAIRS
802	1	LOT - PATIO LOUNGE SETS

Furniture Inventory - 7th Floor		
Furniture Items	Location/Room	Qty.
Green Decorative Throw Pillow	Accra 07-10	2
Herman Miller "Eames" Other Tables, Oval, Wood Veneer	Accra 07-10	1
Herman Miller "Tuxedo" U-Shape Sectionals	Accra 07-10	1
Credenza with Waste Drawers	Accra 07-10	4
Herman Miller "Lateral File" 5 High Filing Cabinets	Corridor 07-17	3
Coalesse "Bob" Lounge Chair	Focus Rooms	6
Herman Miller "Renew" Adjustable Work Table,	Focus Rooms (4)	5
Height Adjustable Hard back Stool on wheels for Hightops	Hightop Workstation Ar	1
RS Barcelona "You and Me" Ping Pong Table, White Laminate	Istanbul 07-14	1
Herman Miller "Eames" Conference Table Rectangle Long, Wood Veneer with cut-out	Kuwait City 07-09	1
Herman Miller "Setu" Meeting Room Chair, Grey Felt	Kuwait City 07-09	22
Herman Miller "Eames" Tables, Rectangular, Wood Veneer with cut-out	Lagos 07-22	2
Herman Miller Lockers	Lockers	152
Herman Miller "Setu" Meeting Room Chair, Grey/Black	Meeting Rooms	47
Herman Miller "Eames" Chair, Plastic, Black/Blue	Open Collab 07-57	20
Herman Miller "Eames" Other Tables, Round, White Wood Veneer	Open Collab 07-57	1
Herman Miller "Plex" Adjustable Work Table, Black	Open Collab 07-57	2
Herman Miller "Tuxedo" Corner Sectionals	Open Collab 07-57	1
Magris "Passe Partout" Table (114"x43.3"), Rectangle, Black	Open Collab 07-57	2
Rectangle Table, White Laminate Top, on Wheels	Open Collab 07-57	2
Herman Miller "Always" Lounge Chair Swivel	Open Collab 07-57	2
Lime Green Lounge Sofa	Open Collab Wkstn	2
Round White Coffee Table	Open Collab Wkstn	1
Blue Dot "Swole" Side Table, Black	Phone 07-12	1
Coalesse "SW1" Swivel Chair - Phone Room	Phone 07-31	2
Turnstone "Campfire" Table w/ Glasstop	Phone 07-31	1
Herman Miller "Eames" Conference Tables, Small Square, White Wood Veneer	Servery 07-50	3
Herman Miller "Public Office" Landscape Bench	Servery 07-50	2
Tusch "Maimo" Stools	Servery 07-50	6
Herman Miller "Eames" Tables, Rectangle with Round Edge, Wood Veneer	Tel Aviv 07-21	2
Herman Miller "Aeron" Chairs	Workstation Area + 2 in video Room+1 Quiet Room	109
Herman Miller "Public Office" Single	Workstation Area	2
Herman Miller "Renew-Link" Adjustable Height Desks	Workstation Area	106
Mobile Whiteboard	Workstation Area	3
<b>Appliances/Equipment</b>		
Bosch SGE3U56UC Undercounter Dishwasher (Appliance)	Servery 07-50	1
Danby Designer Mini Fridge, Black (Appliance)	Servery 07-50	1
<b>Technology</b>		

Technology Inventory 7th Floor - May 14, 2021				
Item	Location	Category	Part Number	Qty
Cisco - Telepresence MX300	Room 07-09	Video Conferencing	CTS-MX300-K9	1
Creston - 4K DigitalMedia 8G+	Room 07-09	AV Distribution	DM-TX-4K-100-C-1G	1
Creston - Controller w/Scaler	Room 07-09	AV Distribution	DM-RMC-4K-Scaler	1
Cisco - Telepresence MX300	Room 07-10	Video Conferencing	CTS-MX300-K9	1
Creston - 4K DigitalMedia 8G+	Room 07-10	AV Distribution	DM-TX-4K-100-C-1G	1
Creston - Controller w/Scaler	Room 07-10	AV Distribution	DM-RMC-4K-Scaler	1
Cisco - Telepresence MX300	Room 07-20	Video Conferencing	CTS-MX300-K9	1
Creston - 4K DigitalMedia 8G+	Room 07-20	AV Distribution	DM-TX-4K-100-C-1G	1
Creston - Controller w/Scaler	Room 07-20	AV Distribution	DM-RMC-4K-Scaler	1
Cisco - Telepresence MX200	Room 07-21	Video Conferencing	CTS-MX200-K9	1
Creston - 4K DigitalMedia 8G+	Room 07-21	AV Distribution	DM-TX-4K-100-C-1G	1
Creston - Controller w/Scaler	Room 07-21	AV Distribution	DM-RMC-4K-Scaler	1
Cisco - Telepresence MX200	Room 07-22	Video Conferencing	CTS-MX200-K9	1
Creston - 4K DigitalMedia 8G+	Room 07-22	AV Distribution	DM-TX-4K-100-C-1G	1
Creston - Controller w/Scaler	Room 07-22	AV Distribution	DM-RMC-4K-Scaler	1
Cisco - Telepresence MX200	Room 07-26	Video Conferencing	CTS-MX200-K9	1
Creston - 4K DigitalMedia 8G+	Room 07-26	AV Distribution	DM-TX-4K-100-C-1G	1
Creston - Controller w/Scaler	Room 07-26	AV Distribution	DM-RMC-4K-Scaler	1
LG - 86" LED UHD Commercial Display	Room 07-32	Display	86UH5C	1
Chief - Wall Mount	Room 07-32	Mount	XSM1U	1
Lab Gruppen - 2ch 200w/Ch amp	Room 07-32	Amplifier	e4:2	1
Tannoy - 6" in ceiling speaker	Room 07-32	Speakers	CMS603ICT	3
Biamp - Audio DSP with VOIP interface with AVB	Room 07-32	Audio Conference	TesiraForte VI AVB	1
Shure - Network interface	Room 07-32	Audio Conference	MXWANi8	1
Shure - Charging Station	Room 07-32	Audio Conference	MXWNC58	2
Shure - 8 Channel access point	Room 07-32	Audio Conference	MXWAPT8	1
Shure - Wireless gooseneck microphone base	Room 07-32	Audio Conference	MXw8	8
Shure - Microflex gooseneck mic 10"	Room 07-32	Audio Conference	MX410LP/C	8
Cisco / HW - SX80 Integrator package with wallplate 4K	Room 07-32	Video Conferencing	CTS-SX80-IPST60-K9	1
Creston - DigitalMedia 8G+ Reciever & Room controller 100	Room 07-32	AV Distribution	DM-RMC-4K-100-C	1
Creston - DigitalMedia 8G+ Reciever & Room controller w/scaler	Room 07-32	AV Distribution	DM-RMC-4K-Scaler-C	1
Creston - HDbaseT tx/rx pair	Room 07-32	AV Distribution	HD-EXT3-C	2
Meraki - MX8P	Room 07-32	Networking	MX8P	1
Middle Atlantic - Millwork Rack, fixed	Room 07-32	AV Rack	CFR-12-18	1
Tech Data - VA - RS-232, USB -	Room 07-32	Power Management	5P750R	1
LG - Commercial Display	Café	Display	-	1
Dell - UltraSharp U2419H LED Monitors Full HD 24"	Work Station Area	Monitor (Work Stations)	-	212
Kensington - USB 3.0 Dual Docking Station	Work Station Area	Docking Station (Work Stations)	-	106
Hewlett Packard - HP680 (Printer / Scanner) - Functional (Not Supported)	Room 07-13	Photocopier / Printer	HP680	1
Hewlett Packard - HP680 (Printer / Scanner) - Functional (Not Supported)	Room 07-27	Photocopier / Printer	HP680	1
Hewlett Packard - HP880 (Printer / Scanner) - Functional (Not Supported)	Room 07-27	Photocopier / Printer	HP880	1

Remove 112 Dell monitors, received recycle certificate

**SCHEDULE "B"**  
**WIRE INSTRUCTIONS**

**Beneficiary Bank:** BMO Bank of Montreal  
**S.W.I.F.T. BIC CODE:** BOFMCAM2  
**Beneficiary Bank Address:** Toronto Main Branch (Transit 00022)  
100 King Street West  
Toronto, Ontario,  
M5X 1A1  
Canada  
**Beneficiary Name:** LOYALTYONE, CO. - CAD  
**Beneficiary Account#:** 00021251204

**SCHEDULE "C"**  
**FORM OF APPROVAL AND VESTING ORDER**

Court File No. CV-23-00696017-00CL

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

<b>THE HONOURABLE</b>  <b>JUSTICE STEELE</b>	) ) )	<b>WEDNESDAY, THE 5<sup>TH</sup></b>  <b>DAY OF JULY, 2023</b>
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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 LOYALTYONE, CO.

(the "**Applicant**")

**APPROVAL AND VESTING ORDER**

**THIS MOTION** made by the Applicant, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, for an order approving the sale of the FF&E (as defined below) contemplated by a bill of sale between the Applicant and First Gulf KEC Development Limited (the "**Purchaser**"), dated June [●], 2023 (the "**Bill of Sale**") and appended as Appendix "●" to the Fourth Report of the Monitor dated June [●], 2023 (the "**Fourth Report**"), and vesting in the Purchaser the Applicant's right, title, and interest in and to the FF&E was heard this day by Zoom videoconference.

**ON READING** the Fourth Report, and the Appendices thereto, and such further materials as counsel may advise, and on hearing the submissions of counsel to the Applicant, counsel to the Monitor, [counsel to the Purchaser] and the other parties listed on the counsel slip, no one else appearing for any other party on the Service List although duly served as appears from the affidavit of service of Alec Hoy sworn June [●], 2023, filed.

**SERVICE AND DEFINITIONS**

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and Motion Record herein is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that capitalized terms used herein that are otherwise not defined shall have the meaning ascribed to them in the Fourth Report.

**APPROVAL OF THE FF&E SALE**

3. **THIS COURT ORDERS AND DECLARES** that the sale of the Applicant's right, title and interest in and to all remaining furniture, fixtures and equipment located on the whole of the second to seventh floors (inclusive) in the building municipally known as 351 King Street East, Toronto, Ontario, and which is listed on **Schedule "A"** to the Bill of Sale (collectively, the "**FF&E**"), to the Purchaser (the "**FF&E Sale**") is hereby approved, and the execution by the Applicant of the Bill of the Sale entered into between the Applicant and the Purchaser dated June 1, 2023 (the "**Bill of Sale**") is hereby authorized and approved *nunc pro tunc*, with such minor amendments as the Applicant and the Monitor may deem necessary. The Applicant is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the FF&E Sale and for the conveyance of the FF&E to the Purchaser.
4. **THIS COURT ORDERS AND DECLARES** that this Order shall constitute the only authorization required by the Applicant to proceed with the FF&E Sale and that no shareholder or other approvals shall be required in connection therewith.
5. **THIS COURT ORDERS** that the Applicant is authorized and directed to perform its obligations under the Bill of Sale and any ancillary documents related thereto.
6. **THIS COURT ORDERS AND DECLARES** that all of the Applicant's right, title and interest in and to the FF&E shall, upon receipt by the Applicant of the FF&E Payment (as defined in the Bill of Sale), vest absolutely in the Purchaser, free and clear from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges (including any court ordered charges made in the within proceedings), or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (all of which are collectively referred to as "**Encumbrances**"), and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the FF&E are hereby expunged and discharged as against the FF&E.
7. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of the Encumbrances, the net proceeds from the sale of the FF&E shall stand in the place and stead of the FF&E, and that from and after the entry of this Order all Claims and Encumbrances shall attach to the net proceeds from the sale of the FF&E with the same priority as they had with respect to the FF&E immediately prior to the sale, as if the FF&E had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.
8. **THIS COURT ORDERS** that, notwithstanding:
  - (a) the pendency of this proceeding or the termination of this proceeding;



- (b) any applications for a bankruptcy or receivership order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada), R.S.C. 1985 c. B-3, as amended (the “**BIA**”) or other applicable legislation, in respect of the Applicant, and any bankruptcy or receivership order issued pursuant to any such applications; or
- (c) any assignment in bankruptcy made in respect of the Applicant;

the entering into of the Bill of Sale and the vesting of the FF&E in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Applicant and shall not be void or voidable by creditors of the Applicant, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

## **GENERAL**

9. **THIS COURT ORDERS AND DECLARES** that the Applicant, the Monitor or the Purchaser may apply to the Court as necessary to seek further orders and directions to give effect to this Order.

10. **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 Monitor and its 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 Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.

11. **THIS COURTS 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 without any need for filing or entry.

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**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

PROCEEDING COMMENCED AT  
TORONTO

**APPROVAL AND VESTING ORDER**

**Cassels Brock & Blackwell LLP**  
Suite 3200, Bay Adelaide Centre – North Tower  
40 Temperance St.  
Toronto, ON M5H 0B4

**Ryan Jacobs LSO#: 59510J**  
Tel: 416.860.6465  
rjacobs@cassels.com

**Jane Dietrich LSO#: 49302U**  
Tel: 416.860.5223  
jdietrich@cassels.com

**R. Shayne Kukulowicz LSO#: 30729S**  
Tel: 416.860.6463  
skukulowicz@cassels.com

**Natalie E. Levine LSO#: 64908K**  
Tel: 416.860.6568  
nlevine@cassels.com

Lawyers for the Applicant

## **Appendix “B”**

COURT FILE NO.: CV-23-00696017-00CL

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 LOYALTYONE, CO.

AFFIDAVIT OF NOAH GOLDSTEIN  
(Sworn June 27, 2023)

I, Noah Goldstein, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

1. I am a Managing Director of KSV Restructuring Inc. ("KSV").
2. Pursuant to an order (the "Initial Order") issued by the Ontario Superior Court of Justice (Commercial List) (the "Court") on March 10, 2023, LoyaltyOne, Co. (the "Applicant") was granted protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), and KSV Restructuring Inc. ("KSV") was appointed monitor of the Applicant (in such capacity, the "Monitor").
3. I have been involved in the management of this mandate since its outset. As such, I have knowledge of the matters to which I hereinafter depose.
4. On June 27, 2023, the Monitor finalized its Fourth Report to Court in which it outlined its activities with respect to the Applicant's CCAA proceeding as well as provided information with respect to the Monitor's fees and disbursements and those of its legal counsel, Goodmans LLP.
5. I hereby confirm that attached as Exhibit "A" hereto are true copies of the accounts of KSV for the periods indicated and confirm that these accounts accurately reflect the services provided by KSV in this matter and the fees and disbursements claimed by it.

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 amount claimed in the accounts.

**SWORN BEFORE ME** over videoconference by Noah Goldstein stated as being located in the City of Toronto in the Province of Ontario, before me at the City of Toronto in the Province of Ontario, on June 27, 2023, in accordance with O. Reg 431/20 Administering Oath or Declaration Remotely



\_\_\_\_\_  
Catherine Anne Stuyck-Therault, a Commissioner, etc.,  
Province of Ontario, for KSV Advisory Inc. and  
KSV Restructuring Inc.  
Expires February 19, 2025



\_\_\_\_\_  
Noah Goldstein

This is Exhibit "A" referred to in the  
Affidavit of Noah Goldstein sworn before  
me, this 27th day of June, 2023

A handwritten signature in blue ink, appearing to read 'Catherine Anne Stuyck-Therault', is positioned above a horizontal dotted line.

.....  
Catherine Anne Stuyck-Therault, a Commissioner, etc.,  
Province of Ontario, for KSV Advisory Inc. and KSV Restructuring Inc.  
Expires February 19, 2025



**Noah Goldstein**  
**ksv advisory inc.**

220 Bay Street  
Suite 1300, PO Box 20  
Toronto, Ontario, M5J 2W4  
T +1 416 932 6207  
F +1 416 932 6266  
ngoldstein@ksvadvisory.com  
ksvadvisory.com

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March 22, 2023

**DELIVERED BY EMAIL**

LoyaltyOne, Co.  
351 King St E, Suite 200  
Toronto, ON M5A 0L6

**Attention: Shawn Stewart**

Dear Shawn:

**Re: LoyaltyOne, Co. (the "Applicant")**

Enclosed please find our invoice for services rendered for the period ended March 19, 2023 in respect of the Applicant's proceedings under the *Companies' Creditors Arrangement Act*.

For your convenience, we have included our wire instructions on the invoice.

Yours very truly,

**KSV RESTRUCTURING INC.**  
**IN ITS CAPACITY AS CCAA MONITOR**  
**OF LOYALTYONE, CO.**  
**AND NOT IN ITS PERSONAL CAPACITY**

Per: Noah Goldstein  
NG:rk  
Encl(s)



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## INVOICE

LoyaltyOne, Co.  
351 King St E, Suite 200  
Toronto, ON M5A 0L6

March 22, 2023

Invoice No: 3048  
HST #: 818808768 RT0001

**Re: LoyaltyOne, Co. (the “Applicant”)**

For professional services rendered for the period ended March 19, 2023 by KSV Restructuring Inc. (“KSV”) in connection with the Applicant’s proceedings under the *Companies’ Creditors Arrangement Act* (“CCAA”), including:

**General**

- Corresponding extensively with Goodmans LLP (“Goodmans”), the Monitor’s legal counsel, and Cassels Brock & Blackwell LLP (“Cassels”), counsel to the Applicant, concerning all matters in the CCAA proceedings, including regular calls and emails as more specifically outlined below;
- Corresponding extensively during the period with representatives of the Applicant and with Alvarez & Marsal Inc. (“A&M”), restructuring advisor to the Applicant, regarding strategic issues relating to the CCAA filing, including attending calls on a daily basis;
- Corresponding with Torys LLP (“Torys”), counsel to the Bank of Montreal (“BMO”), in its capacities as the Applicant’s interim lender and stalking horse bidder, and with Bennett Jones LLP (“Bennett Jones”), counsel to certain of the Applicant’s senior secured creditors, concerning various matters in the CCAA proceedings;

**CCAA Filing and Comeback Motion**

- Reviewing and commenting on multiple versions of all draft court materials filed in connection with the Applicant’s CCAA application on March 10, 2023 (the “CCAA Application Materials”), including;
  - the Initial Order;
  - the Affidavit of Shawn Stewart sworn March 10, 2023; and
  - the Factum of the Applicant dated March 10, 2023;



- Corresponding extensively with Goodmans and Cassels regarding the draft CCAA Application Materials, including attending calls on March 7, 8, 9 and 10, 2023;
- Drafting KSV's Pre-Filing Report to Court dated March 10, 2023 in its capacity as proposed CCAA monitor (the "Monitor") of the Applicant (the "Pre-filing Report");
- Preparing the appendices to the Pre-filing Report;
- Corresponding extensively with Goodmans and Cassels regarding their comments on the Pre-filing Report;
- Reviewing calculations prepared by A&M on the various Court ordered charges as proposed in the Initial Order and discussing same with Cassels and Goodmans;
- Attending Court (virtually) on March 10, 2023 regarding the Initial Application;
- Reviewing multiple iterations of a DIP Term Sheet dated March 10, 2023 between BMO and the Applicant (the "DIP Term Sheet") and corresponding with Goodmans and Cassels regarding same;
- Reviewing and commenting on multiple versions of a DIP cash flow which was appended to the DIP Term Sheet and corresponding with A&M in respect of the cash flow projection and its underlying assumptions;
- Reviewing and commenting on multiple iterations of a Stalking Horse Purchase Agreement dated March 10, 2023 between BMO and the Applicant and corresponding with Goodmans and Cassels regarding same;
- Reviewing and commenting on multiple iterations of a Transaction Support Agreement dated March 10, 2023 between the Applicant and certain of its affiliates and the Applicant's senior secured lenders, and corresponding with Goodmans and Cassels regarding same;
- Reviewing the Applicant's proposed employee retention plans and corresponding with A&M, Cassels and Goodmans regarding same;
- Reviewing and commenting on all Court materials filed in connection with the Applicant's comeback hearing on March 20, 2023 (the "Comeback Hearing"), including:
  - the Affidavit of Shawn Stewart sworn March 13, 2023;
  - the Amended and Restated Initial Order;
  - the Sale and Investment Solicitation Process (the "SISP") documents;
  - the SISP Approval Order;
  - the Factum of BMO dated March 17, 2023; and
  - the Factum of the Applicant dated March 17, 2023;
- Drafting the Monitor's First Report to Court dated March 16, 2023 (the "First Report") in connection with the Comeback Hearing;
- Preparing the appendices to the First Report;

- Corresponding extensively with Goodmans and Cassels regarding their respective comments on the First Report;
- Preparing and filing Form 1, Information Pertaining to the Initial Order, with the Office of the Superintendent of Bankruptcy Canada (“OSB”) as required under the CCAA;
- Preparing and filing Form 2, Debtor Company Information Summary, with the OSB as required under the CCAA; and
- Maintaining the Service List in these proceedings on the Monitor’s case website and posting all Court materials on the Monitor’s case website;

### **Operational Matters**

- Reviewing the Applicant’s communication plan and other notices (the “Communications Plan”) for the Applicant’s stakeholders in connection with the CCAA Proceedings, including:
  - collector scripts;
  - sponsor scripts;
  - employee letters;
- Discussing the Communications Plan with Goodmans, Cassels and the Applicant;
- Preparing and causing a notice to be posted in the national edition of *The National Post* newspaper in accordance with the Initial Order;
- Preparing a statutory notice dated March 15, 2023 to all known creditors of the Applicant advising of the CCAA proceedings (the “Notice to Creditors”);
- Reviewing and corresponding with A&M regarding the creditor listing in connection with the Notice to Creditors;
- Corresponding with Cassels and Goodmans regarding the Notice to Creditors;
- Corresponding on a daily basis with A&M and management of the Applicant to discuss operational, suppliers and collector issues;
- Attending calls with representatives of the Applicant, BMO and over 20 of the Applicant’s key partners regarding the commencement of the CCAA proceedings;
- Attending multiple calls with Cassels regarding ad-hoc issues with certain key vendors of the Applicant;
- Responding to calls and emails from collectors, vendors, sponsors and former employees received through the KSV designated LoyaltyOne hotline and email mailbox; and
- Monitoring, at the Applicant’s request, the LoyaltyOne Privacy email mailbox to identify any CCAA related queries;

**Cash Flow & DIP Financing**

- Reviewing a projected 16-week Statement of Cash Flow (the “Projection”) prepared by A&M for the Applicant and corresponding extensively with A&M in connection with same;
- Corresponding with A&M regarding the Applicant’s reporting requirements under the DIP Term Sheet, including reviewing a cash flow variance report for the week ending March 10, 2023;
- Reviewing a schedule of projected cure costs prepared by A&M;
- Monitoring the Applicant’s daily receipts and disbursements;
- Attending daily calls with A&M to review proposed payments, as required under the DIP Term Sheet and the Initial Order;
- Reviewing various ad-hoc requests from the Applicant and A&M regarding proposed payments from the Applicant’s reserve accounts;

**Other**

- Corresponding with the Applicant and PJT Partners LP (“PJT”), the Applicant’s financial advisor, to review the proposed SISP, including attending twice weekly calls with PJT;
- Reviewing and commenting on PJT’s draft marketing materials prepared in connection with the SISP, including a teaser and a confidential information memorandum;
- Convening internal meetings; and
- Dealing with all other matters not otherwise referred to herein.

\* \* \*

Total fees per attached time summary	\$ 220,793.75
HST	<u>28,703.19</u>
Total Due	<u>\$ 249,496.94</u>

**Wire Instructions**

Pay to: KSV Restructuring Inc.  
220 Bay Street, Suite 1300  
Toronto, ON M5J 2W4

Bank: BMO Bank of Montreal  
First Canadian Place, 42nd Floor  
Toronto, ON M5X 1A3

Bank No.: 001  
Transit (ABA): 32132  
Account No.: 3213-1995-729  
Swift Code: BOFMCAM2

KSV Restructuring Inc.

LoyaltyOne, Co.

**Time Summary**

For the period ended March 19, 2023

<b>Personnel</b>	<b>Rate (\$)</b>	<b>Hours</b>	<b>Amount (\$)</b>
Noah Goldstein	700	118.80	83,160.00
David Sieradzki	700	92.00	64,400.00
Murtaza Tallet	525	83.00	43,575.00
Meg Ostling	425	54.95	23,353.75
Other staff and administration		17.00	6,305.00
Total Fees		<u>365.75</u>	<u>220,793.75</u>



**Noah Goldstein**  
**ksv advisory inc.**

220 Bay Street  
Suite 1300, PO Box 20  
Toronto, Ontario, M5J 2W4  
T +1 416 932 6207  
F +1 416 932 6266  
ngoldstein@ksvadvisory.com  
ksvadvisory.com

---

April 12, 2023

**DELIVERED BY EMAIL**

LoyaltyOne, Co.  
351 King St E, Suite 200  
Toronto, ON M5A 0L6

**Attention: Shawn Stewart**

Dear Shawn:

**Re: LoyaltyOne, Co. (the "Applicant")**

Enclosed please find our invoice for services rendered for the period ended March 31, 2023 in respect of the Applicant's proceedings under the *Companies' Creditors Arrangement Act*.

For your convenience, we have included our wire instructions on the invoice.

Yours very truly,

**KSV RESTRUCTURING INC.**  
**IN ITS CAPACITY AS CCAA MONITOR**  
**OF LOYALTYONE, CO.**  
**AND NOT IN ITS PERSONAL CAPACITY**

Per: Noah Goldstein  
NG:rk  
Encl(s)



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## INVOICE

LoyaltyOne, Co.  
351 King St E, Suite 200  
Toronto, ON M5A 0L6

April 12, 2023

Invoice No: 3076  
HST #: 818808768 RT0001

**Re: LoyaltyOne, Co. (the “Applicant”)**

For professional services rendered for the period ended March 31, 2023 by KSV Restructuring Inc. (“KSV”) as Court-appointed Monitor (the “Monitor”) in connection with the Applicant’s proceedings under the *Companies’ Creditors Arrangement Act* (“CCAA”), including:

**General**

- Corresponding extensively with Goodmans LLP (“Goodmans”), the Monitor’s legal counsel, and Cassels Brock & Blackwell LLP (“Cassels”), counsel to the Applicant, concerning all matters in the CCAA proceedings, including regular calls and emails as more specifically outlined herein;
- Corresponding extensively during the period with representatives of the Applicant and with Alvarez & Marsal Inc. (“A&M”), restructuring advisor to the Applicant, regarding strategic issues relating to the CCAA filing, including attending cash management and other calls on a daily basis;
- Corresponding with Torys LLP (“Torys”), counsel to the Bank of Montreal (“BMO”), in its capacities as the Applicant’s interim lender and stalking horse bidder, and with Bennett Jones LLP (“Bennett Jones”), counsel to certain of the Applicant’s senior secured creditors, concerning various matters in the CCAA proceedings;

**Court Matters**

- Attending the Comeback Hearing (virtually) on March 20, 2023;
- Reviewing the Endorsement of Justice Conway dated March 20, 2023;

**Operational Matters**

- Corresponding on a daily basis with A&M and management of the Applicant to discuss operational, vendor and collector issues;
- Attending multiple calls with Cassels regarding ad-hoc issues with certain key vendors of the Applicant;
- Responding to calls and emails from collectors, vendors, sponsors and former employees received through the KSV designated LoyaltyOne hotline and email mailbox;
- Monitoring, at the Applicant's request, the LoyaltyOne Privacy email mailbox to identify any CCAA related queries;

**Cash Flow & DIP Financing**

- Corresponding with A&M regarding the Applicant's reporting requirements under the DIP Term Sheet;
- Monitoring the Applicant's daily receipts and disbursements;
- Attending daily calls with A&M to review proposed payments, as required under the DIP Term Sheet and the Initial Order;
- Reviewing various ad-hoc requests from the Applicant and A&M regarding proposed payments from the Applicant's reserve accounts;
- Corresponding with A&M regarding a change in the methodology for calculating withholding taxes in connection with intercompany transfers to the Applicant's US parent;
- Reviewing a schedule of payments to be made under certain Court-approved retention plans and corresponding with A&M regarding same;

**SISP**

- Corresponding with the Applicant and PJT Partners LP ("PJT"), the Applicant's financial advisor, in connection with the Applicant's Court-approved sale process (the "SISP"), including attending twice weekly calls with PJT and Cassels;
- Reviewing SISP materials including the Confidential Information Memorandum and Teaser;
- Reviewing regular updates from Cassels regarding the SISP, including a summary of correspondence with interested parties;
- Reviewing and commenting on the closing agenda prepared in connection with the SISP;

**BMO Calls**

- Reviewing a preliminary closing cure costs estimate prepared by A&M;
- Attending a call on March 24, 2023 with BMO and the Applicant regarding human resource and technology integration;
- Attending a call on March 24, 2023 with BMO and the Applicant regarding real estate integration;

- Attending a call on March 24, 2023 with BMO and the Applicant regarding accounting system integration;
- Attending a call on March 24, 2023 with BMO and the Applicant regarding the continuation of the transition services agreement;
- Attending calls on March 25, 26, 27 and 28, 2023 with Cassels regarding issues with the Canada Revenue Agency (the “CRA”) and the Intercompany DIP;
- Attending a call on March 27, 2023 with BMO and the Applicant regarding key talent personnel;
- Attending a call on March 28, 2023 with BMO and the Applicant regarding the integration of benefits;
- Attending calls on March 28 and 31, 2023 with Goodmans;
- Attending a call on March 30, 2023 with BMO and the Applicant regarding IT integration;
- Attending a call on March 31, 2023 with BMO and the Applicant regarding software contracts;
- Attending a call on March 31, 2023 with BMO and the Applicant regarding marketing integration;
- Attending a call on March 31, 2023 with Piper Sandler, advisor to certain of the term lenders;
- Reviewing and summarizing relevant materials related to the CRA tax dispute;
- Reviewing and summarizing the Chapter 11 Plan in the US Chapter 11 proceedings of Loyalty Ventures Inc., and certain of its affiliates;
- Reviewing withholding tax calculations and rationale;
- Convening internal meetings; and
- Dealing with all other matters not otherwise referred to herein.

\* \* \*

Total fees per attached time summary	\$ 110,889.50
HST	<u>14,415.64</u>
Total Due	<u>\$ 125,305.14</u>



**Wire Instructions**

Pay to:	KSV Restructuring Inc. 220 Bay Street, Suite 1300 Toronto, ON M5J 2W4
Bank:	BMO Bank of Montreal First Canadian Place, 42nd Floor Toronto, ON M5X 1A3
Bank No.:	001
Transit (ABA):	32132
Account No.:	3213-1995-729
Swift Code:	BOFMCAM2

KSV Restructuring Inc.

LoyaltyOne, Co.

**Time Summary**

For the period ended March 31, 2023

<b>Personnel</b>	<b>Rate (\$)</b>	<b>Hours</b>	<b>Amount (\$)</b>
Noah Goldstein	700	31.10	21,770.00
David Sieradzki	700	42.00	29,400.00
Robert Harlang	650	11.00	7,150.00
Eli Brenner	535	6.25	3,343.75
Murtaza Tallat	525	39.50	20,737.50
Meg Ostling	425	64.34	27,344.50
Other staff and administration		5.75	1,143.75
Total Fees		199.94	110,889.50



**Noah Goldstein**  
**ksv advisory inc.**

220 Bay Street  
Suite 1300, PO Box 20  
Toronto, Ontario, M5J 2W4  
T +1 416 932 6207  
F +1 416 932 6266  
ngoldstein@ksvadvisory.com  
ksvadvisory.com

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May 9, 2023

**DELIVERED BY EMAIL**

LoyaltyOne, Co.  
351 King St E, Suite 200  
Toronto, ON M5A 0L6

**Attention: Shawn Stewart**

Dear Shawn:

**Re: LoyaltyOne, Co. (the "Applicant")**

Enclosed please find our invoice for services rendered for the period ended April 30, 2023 in respect of the Applicant's proceedings under the *Companies' Creditors Arrangement Act*.

For your convenience, we have included our wire instructions on the invoice.

Yours very truly,

**KSV RESTRUCTURING INC.**  
**IN ITS CAPACITY AS CCAA MONITOR**  
**OF LOYALTYONE, CO.**  
**AND NOT IN ITS PERSONAL CAPACITY**

Per: Noah Goldstein

NG:rk  
Encl(s)



## INVOICE

LoyaltyOne, Co.  
 351 King St E, Suite 200  
 Toronto, ON M5A 0L6

May 5, 2023

Invoice No: 3101  
 HST #: 818808768 RT0001

**Re: LoyaltyOne, Co. (the “Applicant”)**

For professional services rendered for the period ended April 30, 2023 by KSV Restructuring Inc. (“KSV”) as Court-appointed Monitor (the “Monitor”) in connection with the Applicant’s proceedings under the *Companies’ Creditors Arrangement Act* (“CCAA”), including:

**General**

- Corresponding extensively with Goodmans LLP (“Goodmans”), the Monitor’s legal counsel, and Cassels Brock & Blackwell LLP (“Cassels”), counsel to the Applicant, concerning all matters in the CCAA proceedings, including near daily calls and emails on the issues more specifically outlined herein;
- Corresponding extensively during the period with representatives of the Applicant and with Alvarez & Marsal Inc. (“A&M”), restructuring advisor to the Applicant, regarding strategic issues relating to the CCAA filing, including attending cash management and other calls on a daily basis;
- Corresponding with Torys LLP (“Torys”), counsel to the Bank of Montreal (“BMO”), in its capacities as the Applicant’s interim lender and stalking horse bidder, and with Bennett Jones LLP (“Bennett Jones”), counsel to certain of the Applicant’s senior secured creditors, concerning various matters in the CCAA proceedings;

**Court Matters**

- Drafting the Monitor’s Third Report to Court dated April 27, 2023 (the “Third Report”) filed in connection with the Applicant’s motion to perform certain obligations under the Plan of Reorganization filed by the Applicant’s US parent (the “US Plan”);
- Reviewing the US Plan and US court materials filed in connection with a hearing in the US on April 27, 2023 and discussing same with Goodmans and Cassels;
- Reviewing the Applicant’s liquidation analysis filed in the US proceedings for the purposes of the Monitor’s recommendations set out in the Third Report;

- Attending (virtually) at the US court hearing on April 27, 2023;
- Discussing the draft Third Report with Goodmans and Cassels before finalizing same;
- Reviewing and commenting on all Court materials filed in connection with the Applicant's motion for a Plan Performance Order returnable May 1, 2023;
- Drafting the Monitor's Fourth Report to Court, to be filed, in connection with the Applicant's sale approval motion returnable May 12, 2023;
- Reviewing and commenting on multiple draft versions of orders for the May 12<sup>th</sup> hearing, including the Sale Approval and Vesting Order, the Ancillary Relief Order and the Assignment Order and discussing same with Goodmans and Cassels;
- Reviewing and commenting on a draft Distribution Order for a motion to be brought in June, 2023;
- Reviewing and summarizing the Applicant's tax pleading documents;

### **Operational Matters**

- Corresponding on a daily basis with A&M and management of the Applicant to discuss operational, vendor and collector issues;
- Attending multiple calls with Cassels regarding ad-hoc issues with certain key vendors of the Applicant;
- Responding to calls and emails from collectors, vendors, sponsors and former employees received through the KSV designated LoyaltyOne hotline and email mailbox;
- Monitoring, at the Applicant's request, the LoyaltyOne Privacy email mailbox to identify any CCAA related queries;
- Working daily at the Applicant's headquarters since April 19, 2023 to organize, file and store relevant documents in accordance with the Applicant's record retention policy;
- Organizing contractors to complete imaging of the Applicant's data systems;
- Reviewing correspondence from Cassels regarding consents to contract assignments from hundreds of contract counterparties and discussing same internally;
- Reviewing and commenting on a schedule of post-closing workstreams and discussing same with Cassels;

### **Cash Flow & DIP Financing**

- Corresponding with A&M regarding the Applicant's reporting requirements under the DIP Term Sheet;
- Monitoring the Applicant's daily receipts and disbursements;
- Attending daily calls with A&M to review proposed payments, as required under the DIP Term Sheet and the Initial Order;

- Reviewing various ad-hoc requests from the Applicant and A&M regarding proposed payments from the Applicant's reserve accounts;
- Reviewing a schedule of payments to be made under certain Court-approved retention plans and corresponding with A&M regarding same;

### **SISP**

- Corresponding with the Applicant and PJT Partners LP ("PJT"), the Applicant's financial advisor, in connection with the Applicant's Court-approved sale process (the "SISP"), including attending twice weekly calls with PJT and Cassels;
- Reviewing SISP materials including the Confidential Information Memorandum and Teaser;
- Reviewing regular updates from PJT regarding the SISP, including a tracker summarizing correspondence with interested parties;
- Reviewing an amendment to the Stalking Horse APA and discussing its implications with Goodmans and Cassels;
- Reviewing correspondence between Stikeman Elliott LLP, legal counsel to Bread Financial Holdings, Inc. ("Bread"), and Cassels in connection with a dispute regarding a potential assignment of a transition services agreement;
- Corresponding with Goodmans regarding the potential dispute between the Applicant and Bread;

### **BMO Calls**

- Attending calls on April 3, 4, 5, 6, 11, 12, 13, 14, 17, 21, 24, 25, and 26, 2023 with BMO and the Applicant regarding technology systems integration and various issues;
- Attending a call on April 3, 2023 with BMO and the Applicant regarding HR and contract integration;
- Attending a call on April 4, 2023 with BMO and the Applicant regarding HR processes;
- Attending a call on April 4, 2023 with BMO and the Applicant regarding legal discussions and contract reviews;
- Attending a call on April 12, 2023 with BMO and the Applicant regarding HR integration and offer letter processes;
- Attending a call on April 12, 2023 with BMO and the Applicant regarding privacy, compliance and risk clarifications;
- Attending a call on April 17, 2023 with Cassels regarding record retention plans for the Applicant;
- Attending weekly Steering Committee calls with senior representatives of BMO and the Applicant;
- Convening internal meetings; and

- Dealing with all other matters not otherwise referred to herein.

\* \* \*

Total fees and disbursements per attached time summary	\$ 239,410.10
HST	<u>31,123.31</u>
Total Due	\$ <u>270,533.41</u>

**Wire Instructions**

Pay to: KSV Restructuring Inc.  
220 Bay Street, Suite 1300  
Toronto, ON M5J 2W4

Bank: BMO Bank of Montreal  
First Canadian Place, 42nd Floor  
Toronto, ON M5X 1A3

Bank No.: 001  
Transit (ABA): 32132  
Account No.: 3213-1995-729  
Swift Code: BOFMCAM2

KSV Restructuring Inc.

LoyaltyOne, Co.

**Time Summary**

For the period ended April 30, 2023

<b>Personnel</b>	<b>Rate (\$)</b>	<b>Hours</b>	<b>Amount (\$)</b>
Noah Goldstein	700	73.50	51,450.00
David Sieradzki	700	96.75	67,725.00
Robert Harlang	650	32.50	21,125.00
Murtaza Tallat	525	96.20	50,505.00
Meg Ostling	425	105.74	44,939.50
Other staff and administration		7.65	3,341.25
Total Fees		412.34	239,085.75
Add: Out of Pocket Disbursements			
WiFi usage			18.00
Postage			235.30
Photocopies			71.05
Disbursements			324.35
<b>Total Fees and Disbursements</b>			<b>239,410.10</b>





**Noah Goldstein**  
**ksv advisory inc.**

220 Bay Street  
Suite 1300, PO Box 20  
Toronto, Ontario, M5J 2W4  
T +1 416 932 6207  
F +1 416 932 6266  
ngoldstein@ksvadvisory.com  
ksvadvisory.com

---

May 29, 2023

**DELIVERED BY EMAIL**

LoyaltyOne, Co.  
351 King St E, Suite 200  
Toronto, ON M5A 0L6

**Attention: Shawn Stewart**

Dear Shawn:

**Re: LoyaltyOne, Co. (the "Applicant")**

Enclosed please find our invoice for services rendered for the period May 1 to May 26, 2023 plus an estimate for fees from May 27 to closing of a transaction with Bank of Montreal in the Applicant's proceedings under the *Companies' Creditors Arrangement Act*.

For your convenience, we have included our wire instructions on the invoice.

Yours very truly,

**KSV RESTRUCTURING INC.  
IN ITS CAPACITY AS CCAA MONITOR  
OF LOYALTYONE, CO.  
AND NOT IN ITS PERSONAL CAPACITY**

Per: Noah Goldstein  
NG:rk  
Encl(s)



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## INVOICE

LoyaltyOne, Co.  
351 King St E, Suite 200  
Toronto, ON M5A 0L6

May 29, 2023

Invoice No: 3125  
HST #: 818808768 RT0001

**Re: LoyaltyOne, Co. (the “Applicant”)**

For professional services rendered for the period ended May 31, 2023 by KSV Restructuring Inc. (“KSV”) as Court-appointed Monitor (the “Monitor”) in connection with the Applicant’s proceedings under the *Companies’ Creditors Arrangement Act* (“CCAA”), including:

**General**

- Corresponding extensively with Goodmans LLP (“Goodmans”), the Monitor’s legal counsel, and Cassels Brock & Blackwell LLP (“Cassels”), counsel to the Applicant, concerning all matters in the CCAA proceedings, including near daily calls and emails on the issues more specifically outlined herein;
- Corresponding extensively during the period with representatives of the Applicant and with Alvarez & Marsal Inc. (“A&M”), restructuring advisor to the Applicant, regarding strategic issues relating to the CCAA filing, including attending cash management and other calls on a daily basis;
- Corresponding with Torys LLP (“Torys”), counsel to the Bank of Montreal (“BMO”), in its capacities as the Applicant’s interim lender and stalking horse bidder, and with Bennett Jones LLP (“Bennett Jones”), counsel to certain of the Applicant’s senior secured creditors, concerning various matters in the CCAA proceedings;

**Court Matters**

- Attending at Court (virtually) on May 1, 2023 for the Applicant’s motion for a US Plan Performance Order;
- Reviewing the endorsement of Justice Conway dated May 1, 2023;
- Drafting the Monitor’s Third Report to Court dated May 8, 2023 in connection with the Applicant’s sale approval motion returnable May 12, 2023;

- Reviewing and commenting on multiple draft versions of orders for the May 12<sup>th</sup> hearing, including the Sale Approval and Vesting Order, the Ancillary Relief Order and the Assignment Order and discussing same extensively with Goodmans and Cassels;
- Attending at Court (virtually) on May 12, 2023 for the Applicant's sale approval motion;
- Reviewing the endorsement of Justice Conway dated May 12, 2023;
- Reviewing and commenting on a draft Distribution Order for a motion to be brought in June, 2023;

### **Operational Matters**

- Corresponding on a daily basis with A&M and management of the Applicant to discuss operational, vendor and collector issues;
- Attending multiple calls with Cassels regarding ad-hoc issues with certain key vendors of the Applicant;
- Responding to calls and emails from collectors, vendors, sponsors and former employees received through the KSV designated LoyaltyOne hotline and email mailbox;
- Monitoring, at the Applicant's request, the LoyaltyOne Privacy email mailbox to identify any CCAA related queries;
- Attending at the Applicant's headquarters on a near daily basis to deal with, inter alia, the Applicant's books and records and the post-closing liquidation of the Applicant's office furniture;
- Reviewing Notices of Disclaimer regarding hundreds of contracts that will be disclaimed in conjunction with the closing of a Court-approved transaction with Bank of Montreal ("BMO");
- Reviewing and commenting on a schedule of post-closing workstreams and discussing same with Cassels;
- Reviewing multiple versions of a draft waterfall for the Applicant's secured lenders and discussing same with Cassels and A&M;
- Corresponding with Infinity Asset Solutions throughout the month in connection with a post-closing liquidation of the Applicant's office furniture;

### **Cash Flow & DIP Financing**

- Corresponding with A&M regarding the Applicant's reporting requirements under the DIP Term Sheet;
- Monitoring the Applicant's daily receipts and disbursements;
- Attending daily calls with A&M to review proposed payments, as required under the DIP Term Sheet and the Initial Order;
- Reviewing various ad-hoc requests from the Applicant and A&M regarding proposed payments from the Applicant's reserve accounts;

- Reviewing a schedule of payments to be made under certain Court-approved retention plans and corresponding with A&M regarding same;

### **SISP and BMO Transaction**

- Corresponding with the Applicant and PJT Partners LP (“PJT”), the Applicant’s financial advisor, in connection with the Applicant’s Court-approved sale process (the “SISP”), including attending twice weekly calls with PJT and Cassels;
- Reviewing an amendment to the Stalking Horse APA and discussing its implications with Goodmans and Cassels;
- Reviewing correspondence between Stikeman Elliott LLP, legal counsel to Bread Financial Holdings, Inc. (“Bread”), and Cassels in connection with a dispute regarding a potential assignment of a transition services agreement;
- Corresponding with Goodmans regarding the potential dispute between the Applicant and Bread;
- Reviewing multiple versions of closing documents circulated by Torys and Cassels;
- Reviewing and commenting on multiple versions of an Escrow Agreement;
- Arranging for an escrow account to be opened for US\$10 million of the sale proceeds to be deposited on closing;
- Reviewing schedules of cure cost payments, draft purchase price adjustments and other transaction analyses;

### **BMO Calls**

- Attending calls on May 2, 4, 6, 8, 10, 11, 14, 19, 21, 24, 25, and 26, 2023 with BMO and the Applicant regarding technology systems integration and various other issues;
- Attending weekly Steering Committee calls with senior representatives of BMO and the Applicant;
- Convening internal meetings; and
- Dealing with all other matters not otherwise referred to herein.

\* \* \*

Total fees and disbursements per attached time summary	\$ 237,403.49
HST	<u>30,862.45</u>
Total Due	<u>\$ 268,265.94</u>

**Wire Instructions**

Pay to:	KSV Restructuring Inc. 220 Bay Street, Suite 1300 Toronto, ON M5J 2W4
Bank:	BMO Bank of Montreal First Canadian Place, 42nd Floor Toronto, ON M5X 1A3
Bank No.:	001
Transit (ABA):	32132
Account No.:	3213-1995-729
Swift Code:	BOFMCAM2

KSV Restructuring Inc.

LoyaltyOne, Co.

**Time Summary**

For the period ended April 30, 2023

Personnel	Rate (\$)	Hours		Amount (\$)
		May 1 to 26	May 27 to 31	
Noah Goldstein	700	71.80	40.00	78,260.00
David Sieradzki	700	77.00	20.00	67,900.00
Murtaza Tallat	525	32.00	20.00	27,300.00
Meg Ostling	425	86.00	20.00	45,050.00
Other staff and administration	175-650	30.40	0.00	18,687.50
Total Fees		297.20	100.00	237,197.50
Total Disbursements (Ascend fee & Wifi)				205.99
<b>Total Fees and Disbursements</b>				<b>237,403.49</b>

This is Exhibit "B" referred to in the  
Affidavit of Noah Goldstein sworn before  
me, this 27th day of June, 2023

A handwritten signature in blue ink, appearing to read "Chalk", is written above a horizontal dotted line.

.....  
Catherine Anne Stuyck-Therault, a Commissioner, etc.,  
Province of Ontario, for KSV Advisory Inc. and KSV Restructuring Inc.  
Expires February 19, 2025

LoyaltyOne, Co.  
 Schedule of Professionals' Time and Rates  
 For the Period of March 7, 2023 to May 31, 2023

Name	Role	Hours	Billing Rate (Per Hour)	Total Fees by Professional (\$)
Noah Goldstein	Overall Responsibility	335.20	\$ 700	234,640.00
David Sieradzki	Overall Responsibility	327.75	\$ 700	229,425.00
Robert Harlang	Mandate Assistance	43.50	\$ 650	28,275.00
Eli Brenner	Sale Process Assistance	6.25	\$ 535	3,343.75
Murtaza Tallat	All aspects of mandate	270.70	\$ 525	142,117.50
Meg Ostling	All aspects of mandate	331.03	\$ 425	140,687.75
Other staff and administrative		60.80	\$ 175 - 525	29,477.50
		1,375.23		807,966.50
Total hours				1,375.23
Total fees				<u>\$ 807,966.50</u>
Average hourly rate				587.51



## Appendix “C”

**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 LOYALTYONE, CO.**

(the "Applicant")

**AFFIDAVIT OF CHRISTOPHER ARMSTRONG  
(Sworn June 27, 2023)**

I, Christopher Armstrong, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY:**

1. I am a partner with the law firm of Goodmans LLP ("**Goodmans**"), which is counsel to KSV Restructuring Inc. ("**KSV**") in its capacity as court-appointed monitor (the "**Monitor**") of the Applicant in the within proceedings under the *Companies' Creditors Arrangement Act* (the "**CCAA**"). As such, I have knowledge of the matters hereinafter deposed to, except where stated to be on information and belief and whereso stated I verily believe it to be true.
2. KSV was appointed as Monitor pursuant to the Initial Order (as amended and restated, the "**Initial Order**") of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") on March 10, 2023. The Monitor retained Goodmans as its counsel in these proceedings.
3. Pursuant to paragraph 27 of the Initial Order, the Monitor and its legal counsel are to be paid their reasonable fees and disbursements, in each case at their standard rates and charges, whether incurred prior to, on or subsequent to the date of the Initial Order, by the Applicants as part of the proceedings. Pursuant to paragraph 28 of the Initial Order, the Monitor and its legal counsel are required to pass their accounts from time to time, and for this purpose the accounts of the Monitor and its legal counsel are referred to the Court.
4. Attached hereto as Exhibit "A" are true copies of the accounts (the "**Goodmans Accounts**") rendered by Goodmans to the Monitor during the course of the Applicant's CCAA

proceedings, being the period between March 10, 2023 and June 6, 2023, inclusive (the “**Application Period**”). The Goodmans Accounts have been redacted to address matters of confidentiality or privilege.

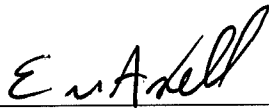
5. Attached hereto as Exhibit “B” is a schedule summarizing the Goodmans Accounts in respect of the Application Period. As shown in the summary, Goodmans incurred fees and disbursements during the Application Period totalling \$796,879.79, comprised of fees of \$702,414.50, costs of \$2,788.85 and taxes of \$91,676.44.

6. Attached hereto as Exhibit “C” is a schedule summarizing the respective years of call and billing rates of each of the professionals at Goodmans that rendered services to the Monitor during the Application Period, the hours worked by each such individual, and the average hourly rates for the file. As shown in the summary, Goodmans incurred a total of 818.4 hours in connection with this matter during the Application Period, at an average hourly rate of \$858.28.

7. To the best of my knowledge, the rates charged by Goodmans during the Application Period are comparable to the rates charged by similar law firms in the Toronto market for the provision of similar services. I believe that the total hours, fees and disbursements incurred by Goodmans during the Application Period are reasonable and appropriate in the circumstances.

8. This Affidavit is sworn in connection with a motion by the Monitor for the approval of the fees and disbursements of the Monitor and its legal counsel and for no improper purpose.

SWORN BEFORE ME at the City of Toronto,  
in the Province of Ontario on June 27, 2023.

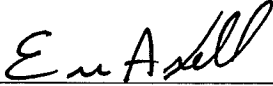


A Commissioner for taking affidavits  
Name: Erik Axell  
LSO # 853450



CHRISTOPHER ARMSTRONG

**THIS IS EXHIBIT "A"**  
**TO THE AFFIDAVIT OF CHRISTOPHER ARMSTRONG**  
**SWORN BEFORE ME THIS 27<sup>th</sup> DAY OF JUNE, 2023**

A handwritten signature in black ink, appearing to read "Erin Asell". The signature is written in a cursive style with a large, looped initial "E".

---

Commissioner for Taking Affidavits

**Goodmans<sup>LLP</sup>**

Barristers & Solicitors  
Bay Adelaide Centre  
333 Bay Street, Suite 3400  
Toronto, Ontario M5H 2S7  
Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

Direct Line: 416.849.6017  
boneill@goodmans.ca

March 28, 2023

Our File No.: 230517

KSV Advisory Inc.  
1300 – 220 Bay Street  
Toronto, ON M5J 2W4

**Attention: Noah Goldstein**

Dear Noah:

**Re: Project Loyalty**

Please find enclosed our account for services rendered with respect to the above noted matter for the period up to and including March 26, 2023.

I trust you will find the enclosed to be in order. If you have any questions regarding the enclosed, please do not hesitate to contact me.

Yours very truly,

**GOODMANS LLP**



Brendan O'Neill  
BO/oa  
Encl.

7362201



Barristers &amp; Solicitors

Bay Adelaide Centre  
333 Bay Street, Suite 3400  
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

GST Registration Number R119422962

KSV Advisory Inc.  
1300 - 220 Bay St  
Toronto, ON M5J 2W4  
Canada

March 28, 2023

Our File No. KSV 230517

Invoice No. 793028

Attention: Noah Goldstein

**Re: Project Loyalty**

To our professional services rendered in connection with the above noted matter:

Date	TKID	Hours	Description
03/03/23	KSN	0.70	Consider tax issues; review and respond to emails re: same.
03/05/23	GSE	0.40	Research; emails to K. Saddington re: deposits.
03/05/23	KSN	0.30	Review and respond to emails re: HST considerations.
03/07/23	ACH	9.40	Reviewing and revising pre-filing monitor's report; reviewing consent to act as monitor and email to KSV re: same; drafting security review; review comments and reviewing and revising same; reviewing and providing comments on draft purchase agreement; reviewing updated orders and term sheets.
03/07/23	BON	6.90	Attention to Pre-Filing Report; attention to Communications Plan material; attend c/c with KSV re: first day hearing matters; attention to revised drafts of Approval and Vesting Order; attention to revised DIP Term Sheet; attention to Cash Flow Forecast matters; review PJT Engagement Letter; attention to Intercompany DIP Term Sheet; attention to further revised DIP Term Sheet; attention to update discussions/emails with Cassels and KSV.
03/07/23	CAG	7.10	Telephone call with KSV/internal team re: status of matters and various outstanding issues; review and comment on BMO transaction agreement and internal emails re: same and reviewing A. Harmes comments and circulating mark-up to CBB; review and comment on updates turns of DIP and emails with internal team and CBB re: comments on same; review and comment on RSA and emails with internal team re: same.
03/07/23	DDC	2.70	Reviewing intercompany loan term sheet; reviewing and revising security review opinion; reviewing revised DIP; correspondence re: remaining issues.
03/07/23	EAX	1.70	Consolidating comments and updating Monitor's pre filing report; drafting Monitor's consent form.
03/08/23	ABG	0.50	Obtaining profile report and correspondence with K. Holdaway re: trust name etc.

Invoice No. 793028  
 Our File No. KSV A 230517

Page 2  
 March 28, 2023

Date	TKID	Hours	Description
03/08/23	ACH	6.40	Reviewing and revising security review; reviewing and providing comments on chart re: operation of business and reserve account; reviewing and revising pre-filing report; reviewing service lists; reviewing revised materials and drafting email re: same.
03/08/23	BON	8.30	Attention to revised BMO Acquisition Term Sheet; attention to revised BMO Term Sheet; attention to Intercompany DIP Term Sheet; attention to revised Cash Flow Forecast; attention to Security Review; attention to draft Factum; attention to draft Transaction Support Agreement; attend update call with Cassels and KSV; attention to draft Pre-Filing Report.
03/08/23	CAG	8.60	Review/consider competition comments and emails with D. Rosner re: same and circulating to CBB; discussion with A. Harmes and D. Dedic re: security review; review/consider updated draft of APA and emails/telephone calls with client and CBB re: same; review and comment on security opinion; emails to CBB re: comments on TSA; brief review of Ch. 11 plan and disclosure statement; review/revise updated draft of pre-filing report; telephone call with CBB and KSV re: status update on various case matters; review updated Initial Order and emails with KSV re: same.
03/08/23	DDC	2.00	Reviewing revised security review opinion; discussion re: same; considering conflict of laws issues; reviewing revisions to DIP agreement; correspondence re: same; correspondence re: orders and filing matters.
03/08/23	DVR	1.40	Reviewing materials from C. Armstrong, including draft transaction agreement; drafting email to C. Armstrong re: competition provisions of draft transaction agreement; reviewing further mark-up of agreement and emailing regarding the same.
03/09/23	ACH	10.00	Reviewing updated affidavit and orders; reviewing and revising monitor's pre-filing report and attending to various matters re: same; attending to various matters in advance of CCAA filing; reviewing, revising and finalizing security review; reviewing and revising collector notice.
03/09/23	BON	10.50	Attention to revised: Transaction Support Agreement, BMO Acquisition Term Sheet, BMO DIP Term Sheet, Pre-Filing Report, Initial Order, Initial Affidavit, Factum for IO hearing, Security Review, Specified Collector Notice; attention to delivery of Pre-Filing Report to Justice Conway; attention to update discussions with Cassels; attention to hearing prep. discussions with Cassels.
03/09/23	CAG	13.20	Review and comment on updated versions of SISP, IO, DIP, APA, pre-filing report and other filing materials and numerous emails and telephone conferences with KSV and CBB re: same; revise APA re: Monitor issues; consider issues re: lender request/adequate assurance and reviewing issue; numerous telephone conferences/emails with client and Cassels re: finalization of court materials and outstanding issues and attend to final review/revisions of pre-filing report to be delivered to Court; consider various legal issues re: Day 1 relief and emails/telephone calls with internal team re: same.
03/09/23	DDC	2.50	Reviewing updated DIP and materials; discussion re: security review issues and adequate protection; reviewing excluded collateral matters; reviewing updated filing documents; correspondence.
03/09/23	EAX	3.30	Reviewing draft court materials in advance of first day hearing.
03/09/23	PRK	0.60	Review Monitor dispute resolution portion of agreement and provide proposed edits.

Invoice No. 793028  
 Our File No. KSVA 230517

Page 3  
 March 28, 2023

Date	TKID	Hours	Description
03/10/23	ABG	0.40	Updating summary; correspondence to C. Armstrong.
03/10/23	ACH	3.50	Attending to matters re: finalizing pre-filing report; attending to service re: same; attending to matters re: affidavit of service and filing of pre-filing report; reviewing and revising service list.
03/10/23	BON	6.40	Review final Application Record; update and finalize Pre-Filing Report re: same; prepare for CCAA Initial Order hearing; attend CCAA Initial Order hearing; attention to review of blacklines re: all final deal documents; attention to various follow-on Initial Order hearing matters.
03/10/23	CAG	7.10	Review updated versions of company filing materials and revising pre-filing report and circulating to client for finalization and delivering; attend L1 initial order hearing; review final revisions to DIP, ARIO, SISP, SISP Order, RSA and BMO APA and emails with internal team re: comments on same; interoffice conference with E. Ferreira re: review of BMO APA and case background; emails with CBB re: notice service matters; coordinating with E. Axell re: Chapter 11 hearing attendance.
03/10/23	DDC	2.20	Discussion with B. O'Neill and C. Armstrong; reviewing materials; reviewing adequate protection matters.
03/10/23	EAX	3.80	Attending Chapter 11 first day hearing and summarizing the key happenings; reviewing transaction materials and providing blacklines for review purposes.
03/10/23	EVF	0.50	Call with C. Armstrong re: Air Miles background.
03/10/23	NAF	3.20	Reviewing and revising drafts of the SISP, SISP Approval Order, Amended and Restated Initial Order and Approval and Vesting Order.
03/11/23	BON	2.20	Review blacklines of final BMO deal documents (ATS and DIP) and exhibits thereto (SISP, etc).
03/11/23	CAG	0.50	Telephone call with N. Goldstein re: preparation of comeback materials and related matters; emails with CBB re: various comeback matters.
03/11/23	DDC	0.20	Correspondence.
03/12/23	ACH	1.00	Reviewing draft affidavit re: comeback.
03/12/23	BON	5.50	Attention to draft court material for Comeback Hearing and review of all related amendments to all BMO deal and various SISP process documents; attention to SISP matters and planning; attention to emails/discussions re: AMEX matters.
03/12/23	CAG	5.80	Review and comment on company comeback materials and revised versions of Orders and SISP and numerous internal emails re: same and emails with CBB re: comments; review and comment on final version of BMO transaction agreement and disclosure schedules and emails with internal team re: additional comments and relaying comments to CBB.
03/12/23	DDC	3.90	Reviewing filed materials; reviewing comeback materials; reviewing final DIP; reviewing intercompany DIP; comments to same; correspondence re: reserve fund matters; revising APA re: same.
03/12/23	DVR	0.40	Reviewing materials forwarded by C. Armstrong.
03/12/23	EVF	7.80	Reviewing court materials, APA and disclosure letter; corresponding with C. Armstrong re: same.



Invoice No. 793028  
 Our File No. KSV A 230517

Page 4  
 March 28, 2023

Date	TKID	Hours	Description
03/13/23	ACH	7.00	Reviewing and providing comments on draft first report; reviewing revised comeback hearing materials; revising service list and attending to correspondence re: same; reviewing and revising notice to creditors.
03/13/23	BON	4.60	Attention to comments to definitive BMO documentation and related CCAA materials (DIP Term Sheet, Intercompany DIP Term Sheet, etc); attention to draft court material for Comeback Hearing (Notice of Application, Affidavit, ARIO); attention to draft First Report of the Monitor.
03/13/23	CAG	10.10	Review updated turns of various comeback hearings documents; emails with Cassels re: various notice and CCAA comeback matters; interoffice conference with D. Dedic re: Intercompany DIP term sheet; review and comment on draft First Report of Monitor and reviewing various agreements/orders re: same and internal emails re: same; attend telephone call with Cassels and AMEX counsel.
03/13/23	DDC	2.20	Reviewing intercompany DIP; revising same; correspondence; correspondence re: US filing materials; correspondence re: monitor's report; reviewing same.
03/13/23	EAX	1.20	Reviewing Monitor's First Report.
03/13/23	EVF	2.30	Reviewing and revising monitor's report.
03/13/23	NAF	0.80	Reviewing and revising first report of the monitor.
03/14/23	ACH	5.50	Reviewing and commenting on revised version of report; drafting rider to report re: intercompany DIP; reviewing and revising same; reviewing and revising report; drafting email to Cassels re: same.
03/14/23	BON	5.90	Attention to Intercompany DIP Loan Term Sheet; attention to draft First Report of the Monitor; attend update call with Cassels, PJT, A&M and KSV; attention to emails/discussions re: Intercompany DIP matters; attention to BMO access matters; attention to RBC Reserve Account matters.
03/14/23	CAG	7.60	Reviewing internal comments on First Report and circulating updated draft to client with overview of outstanding issues; status update call with Cassels/A&M/PJT/KSV re: SISP and various other matters; considering issues re: intercompany DIP Note and telephone calls and emails with Bennett Jones, client and K. Saddington re: same; emails/telephone conferences with Cassels and KSV re: RBC matters; emails re: AMEX issues; emails with client about BMO meetings with company; review and comment on updated draft of First Report and emails with internal team and KSV re: same.
03/14/23	DDC	1.90	Reviewing and revising monitor's report; correspondence re: intercompany DIP; reviewing riders re: same.
03/14/23	EAX	2.00	Reviewing Monitor's First Report; reviewing Asset Purchase Agreement.
03/14/23	KSN	2.40	Consider tax issues; calls with C. Armstrong re: same.
03/15/23	ACH	3.00	Reviewing factum; reviewing and revising report; revising and revising rider re: intercompany DIP loan; attending to various email correspondence re: monitor's report and related matters.
03/15/23	BON	6.40	Attention to draft First Report of the Monitor; attention to matters re: Intercompany DIP Loan; attention to draft Factum for Comeback Hearing; attention to service matters; attention to update discussions with counsel to Term Loan Lenders; attention to Intercompany DIP Order; attention to Intercompany

Invoice No. 793028  
 Our File No. KSVVA 230517

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 March 28, 2023

Date	TKID	Hours	Description
			DIP Term Sheet.
03/15/23	CAG	9.20	Attending to multiple turns of First Report and multiple emails and telephone conferences with KSV, Cassels and internal team re: same; review and comment on US DIP Order and circulating comments; review and comment on Applicant factum; review and comment on further revisions to Intercompany DIP Term Sheet.
03/15/23	DDC	2.20	Correspondence re: riders to monitor's report; correspondence re: intercompany DIP; reviewing US interim order and comments to same; meeting with R. Kurtzer.
03/15/23	EAX	1.30	Reviewing draft US interim DIP order.
03/15/23	KSN	0.30	Review and respond to emails.
03/16/23	ACH	2.20	Reviewing revised report; attending to various matters re: finalizing report and attending to service and filing of same.
03/16/23	BON	8.80	Attention to First Report of the Monitor; attention to draft Factum; attention to SISP matters; attention to Intercompany DIP Term Sheet and Intercompany DIP Order; attention to finalization of Lender support; attention to finalization of First Report of the Monitor and service and filing of same.
03/16/23	CAG	6.70	Reviewing and revising First Report and numerous telephone conferences and emails with client, Cassels, Torys and Bennett Jones re: comments on same and status of lender signatures; review and comment on applicant factum; review and comment on various DIP and SISP documents.
03/16/23	EVF	2.00	Reviewing and providing comments on SISP materials.
03/16/23	KSN	0.30	Call with C. Armstrong re: tax considerations.
03/17/23	ACH	0.50	Attending to matters re: court materials and filings.
03/17/23	BON	3.50	Attention to drafts of sales process documents: SISP Process Letter; form of NDA; and form of Clean Team Agreement; attention to Factum for Comeback Hearing; attend update call with Cassels, A&M and KSV; attention to BMO Factum; attention to BMO DIP Amendment; attention to BMO DIP Draw Request.
03/17/23	EVF	0.50	Revising SISP process letter, confidentiality agreement and clean team agreement.
03/18/23	ACH	1.30	Reviewing email from Cassels re: proposed amendment to ARIO; reviewing reserve agreement re: fees; email to B. O'Neill re: same.
03/18/23	BON	0.40	Attention to McCarthys comments to ARIO; emails/discussions re: same.
03/19/23	BON	5.50	Attention to preparation for CCAA 3/20 hearing re: ARIO and SISP Approval Order; attention to McCarthys comments to ARIO.
03/19/23	CAG	0.20	Review/consider RBC proposed language for ARIO and emails with internal team re: same.
03/20/23	BON	4.50	Attention to DIP Amendment #1; attention to DIP Draw Request #1; attention to DIP variance report; prepare for and attend CCAA comeback hearing.
03/20/23	CAG	0.20	Emails with team re: Comeback Hearing matters.

Invoice No. 793028  
 Our File No. KSVA 230517

Page 6  
 March 28, 2023

Date	TKID	Hours	Description
03/20/23	EVF	1.00	Reviewing teaser and CIM.
03/21/23	ACH	1.00	Observing US court hearing re: interim DIP motion; email to B. O'Neill and C. Armstrong re: same.
03/21/23	BON	3.90	Attend update call with Cassels, PJT, A&M and KSV; attention to draft CIM and Teaser; attention to emails/discussions re: key partner matters; attention to US Chapter 11 hearing re: final US DIP Order and revisions to same re: Bread matters; attention to final Intercompany DIP loan term sheet.
03/21/23	CAG	0.40	Attend update call with client, company, PJT and A&M.
03/21/23	DDC	0.80	Reviewing US order, final intercompany DIP and advance request; correspondence.
03/21/23	EAX	0.90	Attending Chapter 11 hearing on DIP order and status of case.
03/22/23	ACH	1.00	Call with Cassels, Torys and KSV re: key partner updates; drafting email to B. O'Neill and C. Armstrong re: same.
03/22/23	BON	1.20	Attention to SISP matters and interested party materials; attention to emails/discussions re: Key Partner matters; attention to scheduling matters with CCAA court.
03/22/23	CAG	0.20	Review update email from A. Harmes re: Chapter 11 matter and stakeholder matters.
03/23/23	BON	0.60	Attention to emails/discussions re: various SISP matters and status.
03/24/23	CAG	0.60	Attend update call with Cassels/KSV/PJT; brief review of closing agenda; review emails re: APA escrow agreement.

**Total Fees**

**\$257,728.50**

Invoice No. 793028  
 Our File No. KSVA 230517

Page 7  
 March 28, 2023

### Summary of Professional Fees

TKID	Timekeeper	Billed Hours	Billed Rate	Billed Amount
BON	O'Neill, Brendan	85.10	1,185.00	100,843.50
CAG	Armstrong, Chris	77.50	915.00	70,912.50
DDC	Dedic, Dan	20.60	915.00	18,849.00
KSN	Saddington, Kenneth	4.00	960.00	3,840.00
PRK	Kolla, Peter	0.60	915.00	549.00
DVR	Rosner, David	1.80	1,150.00	2,070.00
GSE	Ernst, Glenn S.	0.40	1,265.00	506.00
EVF	Ferreira, Evita	14.10	760.00	10,716.00
ACH	Harmes, Andrew	51.80	750.00	38,850.00
EAX	Axell, Erik	14.20	550.00	7,810.00
NAF	Fazli, Nargis	4.00	600.00	2,400.00
ABG	Bunting, Amanda	0.90	315.00	283.50
DPS	Word Processing	0.90	110.00	99.00
<b>Total Fees</b>				<b>\$257,728.50</b>

### Disbursements

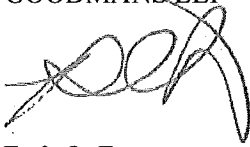
Description	Amount
Telephone - Long Distance	1.74
Copies	850.00
Search - EDD	162.15
Delivery - Courier	17.15
<b>Total Disbursements</b>	<b>\$1,031.04</b>

Total Fees On This Invoice		\$257,728.50
ON HST @ 13.0%		\$33,504.70
Taxable Disbursements	\$1,031.04	
Total Disbursements On This Invoice		\$1,031.04
ON HST @ 13.0%		\$134.04
<b>Total On This Invoice (CAD)</b>		<b>\$292,398.28</b>

Invoice No. 793028  
 Our File No. KSVVA 230517

Page 8  
 March 28, 2023

THIS IS OUR ACCOUNT HEREIN  
 GOODMAN'S LLP



E. & O. E.  
 BON /

This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the Solicitors Act (Ontario), interest will be charged at the rate of 1.50% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.

**Remittance information:**

**CAD Electronic Wire Payment or EFT (not e-Transfer):**

Beneficiary Bank: TD Canada Trust, 394 Bay Street, Toronto, ON M5H 2Y3  
 Beneficiary Account Name: Goodmans LLP  
 Beneficiary Address: 333 Bay Street, Suite 3400, Toronto, Ontario M5H 2S7  
 Bank ID (for wire payments): 004      Bank ID (for EFT payments): 0004  
 Transit: 12162      Swift code: TDOMCATTOR  
 CAD account: 0552488

**USD Electronic Wire Payment:**

Beneficiary Bank: TD Canada Trust, 394 Bay Street, Toronto, ON M5H 2Y3  
 Beneficiary Account name: Goodmans LLP  
 Beneficiary Address: 333 Bay Street, Suite 3400, Toronto, Ontario M5H 2S7  
 Bank ID (for wire payments): 004      Transit: 12162  
 USD account: 7359751      Swift code: TDOMCATTOR  
 Intermediary Bank: Bank of America, New York, NY, USA  
 ABA: 026009593      Swift code: BOFAUS3NXXX

*Email payment details, including invoice #, matter # and amount paid, to: [collections@goodmans.ca](mailto:collections@goodmans.ca)*

**Cheques or Bank draft payable to:** Goodmans LLP

**Send to:** Goodmans LLP, 333 Bay Street, Suite 3400, Toronto, Ontario M5H 2S7

*Please enclose remittance copy including invoice #, matter # and amount paid.*

**Goodmans**<sup>LLP</sup>

Barristers & Solicitors

Bay Adelaide Centre  
333 Bay Street, Suite 3400  
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

Direct Line: 416.849.6017  
boneill@goodmans.ca

April 28, 2023

Our File No.: 230517

KSV Advisory Inc.  
1300 – 220 Bay Street  
Toronto, ON M5J 2W4

**Attention: Noah Goldstein**

Dear Noah:

**Re: Project Loyalty**

Please find enclosed our account for services rendered with respect to the above noted matter for the period up to and including April 27, 2023.

I trust you will find the enclosed to be in order. If you have any questions regarding the enclosed, please do not hesitate to contact me.

Yours very truly,

**GOODMANS LLP**



Brendan O'Neill  
BO/oa  
Encl.

7372662



Barristers &amp; Solicitors

Bay Adelaide Centre  
333 Bay Street, Suite 3400  
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

GST Registration Number R119422962

KSV Advisory Inc.  
1300 - 220 Bay St  
Toronto, ON M5J 2W4  
Canada

April 28, 2023

Our File No.      KSV      230517  
Invoice No.                      794999

Attention: Noah Goldstein

**Re: Project Loyalty**

To our professional services rendered in connection with the above noted matter:

Date	TKID	Hours	Description
03/27/23	BON	1.40	Attention to emails/discussions re: SISP matters; attention to emails/discussions re: US Plan confirmation matters.
03/27/23	DDC	0.30	Reviewing BMO closing agenda.
03/27/23	EVF	3.20	Reviewing and revising closing agenda; corresponding internally re: same.
03/28/23	BON	3.60	Review Chapter 11 Plan and Disclosure Statement; attend c/c with Cassels and Torys re: same; attention to draft Closing Agenda for BMO Transaction; attend by-weekly status call with Cassels, KSV, A&M and PJT; attention to scheduling matters with CCAA court; attention to SISP update materials; attention to DIP draw request #2; attention to emails/discussions re: regulatory matters re: BMO transaction.
03/28/23	CAG	0.60	Review/consider matters re: intercompany DIP advances and emails with Cassels and internal team re: same.
03/28/23	CAG	0.50	Attend update call with KSV/PJT/Cassels/A&M.
03/28/23	DDC	0.90	Correspondence re: APA checklist and AVO; correspondence re: filings and discharges; reviewing DIP funding request, cash flow and related issues; correspondence re: same.
03/28/23	EAX	5.10	Reviewing Chapter 11 Plan; reviewing and analyzing the provisions of the Chapter 11 Plan which affects Canadian debtor and DIP lender and drafting chart to summarize same.
03/28/23	EVF	2.30	Reviewing and revising closing agenda; corresponding re: same.
03/29/23	ACH	0.50	Meeting re: next steps; instructing E. Axell re: review of transition services arrangements.
03/29/23	BON	2.60	Attention to draft closing agenda for BMO transaction; attention to analysis of US Chapter 11 Plan and Disclosure Statement; attention to emails/discussions

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 Our File No. KSV 230517

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 April 28, 2023

Date	TKID	Hours	Description
			re: intercompany DIP loan advance matters.
03/29/23	CAG	1.10	Interoffice conference with B. O'Neill and A. Harmes re: status of case matters/US Plan matters; interoffice conference with E. Axell re: review of US Plan/disclosure statement re: L1 implications; emails re: BMO closing agenda.
03/29/23	DDC	0.50	Correspondence re: DIP advances; correspondence re: APA matters.
03/29/23	EAX	7.00	Reviewing Chapter 11 Plan; analyzing same and drafting chart re: summary of provisions of Chapter 11 Plan re: effects on Canadian debtor and DIP lender; attending at Data Room re: reviewing Transition Services Agreement.
03/29/23	EVF	0.50	Corresponding re: closing agenda; revising same.
03/30/23	BON	0.90	Attention to emails/discussions with KSV re: key open items and next steps; attention to DIP Variance Report.
03/30/23	CAG	0.40	Emails with KSV and B. O'Neill re: US Plan/Bread issues; review DIP variance.
03/30/23	EAX	7.20	Reviewing Chapter 11 Plan; analyzing same and drafting chart re: summary of provisions of Chapter 11 Plan re: effects on Canadian debtor and DIP lender.
03/31/23	BON	0.40	Review and comment on Consent for Third Party Contracts; internal emails/discussions re: same.
03/31/23	BON	1.70	Attention to update emails/discussions with KSV re: key open items and next steps; attend bi-weekly c/c with Cassels, A&M and KSV; attention to BMO closing agenda.
03/31/23	CAG	1.70	Update call with KSV re: various case matters; attend status update call with client/Cassels/A&M/PJT; review and comment on contract assignment letter; brief review of memo from E. Axell re: US Plan matters.
03/31/23	EAX	6.40	Reviewing Chapter 11 Plan; analyzing same and drafting chart re: summary of provisions of Chapter 11 Plan re: effects on Canadian debtor and DIP lender.
03/31/23	EVF	0.30	Reviewing and revising consent letter.
04/03/23	BON	0.50	Attention to emails/discussions re: SISP update.
04/03/23	EAX	2.60	Reviewing data room, Westlaw, and Canlii for [REDACTED].
04/04/23	BON	2.70	Attend bi-weekly update call with KSV, Cassels, A&M and PJT; attention to SISP updates; [REDACTED]; attention to diligence re: TSA matters and emails/discussions with Cassels re: same.
04/04/23	EAX	0.40	Updating service list.
04/05/23	BON	1.30	Attention to emails/discussions re: intercompany DIP loan advance to LVI; attention to emails/discussions re: Competition Act matters; attention to SISP updates.
04/05/23	CAG	0.30	Reviewing emails from Company counsel re: DIP and competition matters.
04/05/23	DDC	0.30	Reviewing DIP advance matters; correspondence re: same.
04/06/23	BON	2.80	Review and discuss SISP update materials; attention to Closing Folders re: BMO closing docs; [REDACTED]



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Date	TKID	Hours	Description
04/06/23	CAG	0.30	Emails and brief telephone call with K. Saddington re: L1 tax returns.
04/06/23	KSN	1.50	Review pleadings; call with C. Armstrong.
04/06/23	MHR	0.60	Review and analyze Tax Court pleadings.
04/07/23	BON	2.70	Attention to analysis of US Chapter 11 Plan on L1 and memorandum to KSV re: same.
04/07/23	MHR	1.10	Review and summarize Tax Court pleadings.
04/08/23	MHR	1.00	Review and summarize Tax Court pleadings.
04/09/23	KSN	0.60	Review pleadings.
04/10/23	CAG	2.70	Review and comment on summary memo re: US Plan impacts on L1 and emails with internal team re: same and reviewing US Plan re: same; review updated draft of contact assignment letter.
04/10/23	EAX	2.50	Reviewing Chapter 11 Plan; analyzing same and drafting chart re: summary of provisions of Chapter 11 Plan re: effects on Canadian debtor and DIP lender.
04/10/23	EVF	0.80	Reviewing revised form of consent; corresponding internally re: same.
04/11/23	BON	5.60	Attention to SISP update; attention to cash flow variance reporting; attention to various BMO closing documents and matters; attention to draft Consent for Third Party Contracts; attention to draft APA Section 2.6 Notice re: additional Assumed & Excluded Contracts and emails/discussions re: same; attend update call with Cassels, A&M and KSV; attention to analysis of US Chapter 11 Plan effects on L1 and memorandum to KSV re: same.
04/11/23	CAG	3.10	Review/revise Chapter 11 Plan memo and reviewing Chapter 11 Plan and disclosure statement and circulating to KSV; attend status update call with KSV/Cassels/PJT/A&M; emails with Cassels re: Confirmation Order matters.
04/11/23	DDC	0.40	Correspondence re: US Order; correspondence re: DIP advance request; reviewing same.
04/11/23	KSN	1.00	Review pleadings; consider tax issues.
04/11/23	MHR	1.30	Draft memo summarizing Tax Court pleadings.
04/12/23	CAG	0.40	Emails with KSV re: US Plan/TSA matters and emails with E. Axell re: reviewing same.
04/12/23	EAX	2.00	Reviewing Chapter 11 Plan and Transaction Support Agreement; drafting correspondence to client re: effects of the Transaction Support on the Chapter 11 Plan.
04/12/23	MHR	1.40	Prepare draft memo summarizing tax court proceedings.
04/13/23	CAG	0.80	Emails with E. Axell and KSV re: US Plan/TSA matters; review emails re: Reserve Account matters.
04/13/23	EAX	2.60	Reviewing Chapter 11 Plan and Transaction Support Agreement; drafting correspondence to client re: effects of the Transaction Support on the Chapter 11 Plan.
04/13/23	MHR	0.10	Correspondence re tax court pleadings.

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Date	TKID	Hours	Description
04/14/23	ACH	0.50	Reviewing Chapter 11 docket re: amendment to Chapter 11 Plan; drafting email re: same.
04/14/23	CAG	0.60	Emails with KSV re: US Plan matters; attend update call with KSV and Cassels.
04/17/23	ACH	1.00	[REDACTED]
04/17/23	BON	0.30	Attention to emails/discussions re: records retention matters.
04/17/23	CAG	1.20	[REDACTED] and reviewing APA re: same; emails with Cassels/client re: book and records.
04/17/23	EAX	1.60	Reviewing Chapter 11 Plan Supplement re: effects on Canadian Debtor and Dip Lender.
04/17/23	KSN	1.80	Consider tax issues; review pleadings memo; call with C. Armstrong.
04/17/23	MHR	1.40	Call with C. Armstrong and K. Saddington re Tax Court pleadings; review and revise summary memo.
04/18/23	ACH	0.50	Reviewing Chapter 11 docket; considering and discussing next steps.
04/18/23	BON	2.30	Attention to emails/discussions re: status of SISP process and proposed next steps; [REDACTED].
04/18/23	CAG	0.90	[REDACTED] and emails with client re: same; review emails with client/PJT/Cassels re: status of SISP; considering issues re: release of L1 intercompany claims.
04/18/23	KSN	2.00	Revise pleadings memo; consider tax issues; review Purchase Agreement.
04/18/23	MHR	0.30	Revise memo summarizing Tax Court pleadings and send to C. Armstrong.
04/19/23	ACH	4.80	Reviewing draft Affidavit and Order re: US Plan confirmation; reviewing US Plan and memo re: same.
04/19/23	BON	2.60	Attention to draft US Plan Performance Order; attention to draft Affidavit re: same; review US Plan Supplement and Liquidation Analysis re: same.
04/19/23	CAG	0.90	Emails with KSV re: US Plan matters; review and comment on draft motion materials re: US Plan matters.
04/19/23	EAX	1.90	Reviewing Chapter 11 Plan Supplement re: effects on Canadian Debtor and Dip Lender.
04/20/23	ACH	6.60	Reviewing comments on draft Affidavit; reviewing draft Affidavit and drafting email to Cassels re: same; reviewing Chapter 11 Plan and disclosure statement; reviewing letter from Stikemans re: assignment of Transition Services Agreement; considering issues re: same; reviewing key documents re: same.
04/20/23	BON	4.70	Attention to draft letter to BMO re: successful bid; review and discuss Stikemans letter re: Bread Financial matters; attention to follow-on legal analysis and document review re: same; review Cash Flow Variance Report; attention to draft US Plan Performance Order; attention to draft Affidavit re: same; attention to emails/discussions re: advance ruling certificate for BMO transaction.
04/20/23	CAG	3.10	Telephone call with client re: distribution tax issues and considering same and reviewing materials and email to K. Saddington re: same; review and comment

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Date	TKID	Hours	Description
			on successful bid notice and emails with client re: same; review and comment on marked-up internal version of US Plan Affidavit; review/consider correspondence from Bread re: TSA/TMA and instructions to team re: review of underlying agreements.
04/20/23	EAX	2.30	Reviewing and revising Affidavit for approval of Chapter 11 Plan; researching and locating documents related to potential litigation; updating service list.
04/20/23	KSN	2.40	Consider tax and structure issues; review Purchase Agreement; call with C. Armstrong.
04/21/23	ACH	5.50	Reviewing key documents re: partial assignment of Transition Services Agreement; drafting overview re: considerations for same.
04/21/23	BON	2.40	Attend update c/c with KSV, Cassels and A&M; attention to matters re: US Chapter 11 Plan confirmation hearing; attention to legal analysis re: Bread arguments on TSA assignment; attention to tax matters re: contemplated Plan distributions.
04/21/23	CAG	2.30	Prepare for/attend update call with client, Cassels and PJT re: SISP and various other case matters; considering distribution issues and multiple emails with client and tax team re: same; telephone call with K. Saddington re: tax/distribution issues and reviewing credit agreement re: same.
04/21/23	CBES	0.80	Discussion with K. Saddington re: insolvency tax issues; [REDACTED]
04/21/23	EAX	3.50	Reviewing letter from Stikemans re: claim that L1 contract cannot be assigned to BMO; reviewing L1 agreements to determine validity of claims.
04/21/23	KSN	1.80	Consider tax issues; call with C. Armstrong; review and respond to emails.
04/21/23	MJS	0.30	Discuss issues re: distributions with K. Saddington.
04/22/23	EAX	6.00	[REDACTED]
04/23/23	CAG	0.10	Review correspondence to Bread counsel.
04/23/23	EAX	9.10	[REDACTED]
04/23/23	KSN	0.40	Email re: research instructions; consider tax issues.
04/23/23	MHR	1.00	[REDACTED]
04/24/23	ACH	7.80	Reviewing Chapter 11 combined disclosure statement and Plan; reviewing and providing comments on draft Report; drafting email to KSV re: Second Report.
04/24/23	BON	6.90	Review and comment on draft US Plan Confirmation Order; review and comment on draft Second Report of the Monitor; [REDACTED] [REDACTED] review and comment on draft memo re: same.
04/24/23	CAG	3.70	Review and comment on US Confirmation Order; review and comment on draft 2nd Report and interoffice conference with A. Harnes re: same and reviewing US Plan materials and prior filings.

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Date	TKID	Hours	Description
04/24/23	DDC	0.50	Reviewing Confirmation Order.
04/24/23	EAX	4.40	[REDACTED] [REDACTED] reviewing Monitor's Fourth Report.
04/24/23	KSN	1.00	Consider tax issues; review and respond to emails.
04/24/23	MHR	2.40	[REDACTED] discussions with K. Saddington re same.
04/24/23	MJS	0.30	Discuss issues re: distribution with K. Saddington.
04/24/23	NKA	1.20	Drafting list of relevant dates from Stalking Horse APA and list of relevant deliverables.
04/25/23	ACH	4.80	[REDACTED] reviewing and providing comments on Ancillary Relief Order.
04/25/23	BON	3.40	Attention to draft Second Report of the Monitor; attention to draft US Plan Confirmation Order; review Application Report filed for May 1 CCAA hearing re: CDN Order re: US Plan implementation; attention to documentation for third intercompany DIP loan draw request; review and comment on draft Ancillary Relief Order; review and comment on draft Stay Extensions and Distribution Order.
04/25/23	CAG	2.10	Telephone call with K. Saddington re: distribution tax issues; [REDACTED] [REDACTED] reviewing emails from Cassels/KSV re: DIP advances.
04/25/23	EAX	1.80	[REDACTED]
04/25/23	KSN	1.50	Consider tax issues; review and respond to emails.
04/25/23	MHR	0.30	[REDACTED]
04/26/23	ACH	4.90	Reviewing and providing comments on Ancillary Relief Order and Distribution and Stay Extension Order; further revisions re: same; drafting email to KSV re: same; teleconference with KSV re: tax and distribution matters.
04/26/23	BON	3.80	Review and comment on draft Ancillary Relief Order; review and comment on draft Stay Extension and Distribution Order; attend c/c with KSV re: distribution matters and attention to research matters re: same; attention to draft Second Report of the Monitor and Company comments re: same; [REDACTED] [REDACTED]
04/26/23	CAG	4.30	Review and comment on multiple drafts of Distribution Order and Ancillary Matters Order and interoffice conference with A. Harmes re: same and reviewing precedents; call with client re: distribution/tax issues; review/consider Cassels comments on draft 2nd Report.
04/26/23	EAX	4.30	[REDACTED] [REDACTED] reviewing previous orders of Justice Conway re: provisions related to liability on distributions.
04/26/23	KSN	1.00	Consider tax issues; call with KSV.

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Date	TKID	Hours	Description
04/27/23	ACH	7.30	Reviewing KSV comments on Ancillary Relief Order and stay extension and distribution Order; teleconference with Cassels and KSV re: tax and related matters; reviewing and revising Ancillary Relief Order and Stay Extension and Distribution Order and attending to various emails with KSV re: same; email to Cassels re: same; reviewing Chapter 11 docket re: Plan confirmation materials; observing Chapter 11 Plan confirmation hearing; reviewing report re: revised Chapter 11 Plan, and drafting email re: same; attending to matters re: finalizing Report and attending to service and related matters.
04/27/23	BON	5.90	Attention to draft Ancillary Relief Order and Stay Extension and Distribution Order; attention to preparation for 5/1 CCAA hearing; attention to draft Second Report of the Monitor; attention to emails/discussions re: Bread and TSA assignment matters; attend c/c with Cassels and KSV re: Plan distribution matters; review Amended Chapter 11 Plan; attend US Chapter 11 Plan confirmation hearing (telephonically); attention to follow-on discussions and matters re: same; review Cash Flow Variance Report; attention to finalization and service of Monitor's Second Report.
04/27/23	CAG	3.70	Emails with Cassels re: US Plan matters; emails with client re: comments on Distribution Order and Ancillary Matters Order and review and comment on revised drafts of same and IOC with A. Harmes re: same; review amended Ch. 11 Plan and Confirmation Order and other Ch. 11 US filing materials; video conference with Cassels/KSV re: distribution, tax and transaction matters; brief initial review of draft Escrow Agreement and emails with E. Axell re: revising Escrow Agreement; dial in to Chapter 11 Plan confirmation hearing; review DIP variance analysis.
04/27/23	EAX	4.10	Attending Chapter 11 Plan confirmation hearing; reviewing and revising Escrow Agreement.
04/27/23	KSN	1.40	Call re: tax issues, review and respond to emails; consider tax issues.

**Total Fees**

**\$209,253.00**

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### Summary of Professional Fees

		Billed Hours	Billed Rate	Billed Amount
TKID	Timekeeper			
BON	O'Neill, Brendan	58.50	1,185.00	69,322.50
KSN	Saddington, Kenneth	16.40	960.00	15,744.00
CAG	Armstrong, Chris	34.80	915.00	31,842.00
CBES	Smit, Carrie B.E.	0.80	1,400.00	1,120.00
DDC	Dedic, Dan	2.90	915.00	2,653.50
MJS	Sherman, Mitchell J.	0.60	1,400.00	840.00
EAX	Axell, Erik	74.80	550.00	41,140.00
MHR	Hassar, Michael	10.90	690.00	7,521.00
ACH	Harmes, Andrew	44.20	750.00	33,150.00
EVF	Ferreira, Evita	7.10	760.00	5,396.00
NKA	Karthikeyan, Nisheet	1.20	400.00	480.00
DPS	Word Processing	0.40	110.00	44.00
<b>Total Fees</b>				<b>\$209,253.00</b>

### Disbursements

Description	Amount
Telephone - Long Distance	2.28
Copies	226.25
Computer Searches - Westlaw Carswell	638.75
Parking/ Cab / Mileage	121.87
Telephone - Cellular Phone Charges	36.00
Meals	172.59
<b>Total Disbursements</b>	<b>\$1,197.74</b>

Total Fees On This Invoice		\$209,253.00
ON HST @ 13.0%		\$27,202.89
Taxable Disbursements	\$1,197.74	
Total Disbursements On This Invoice		\$1,197.74
ON HST @ 13.0%		\$155.71
<b>Total On This Invoice (CAD)</b>		<b>\$237,809.34</b>
<b>Total On This Invoice (USD)</b>		<b>\$183,113.19</b>

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April 28, 2023

THIS IS OUR ACCOUNT HEREIN  
GOODMANS LLP



E. & O. E.  
BON /

This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the Solicitors Act (Ontario), interest will be charged at the rate of 1.50% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.

**Remittance information:**

**CAD Electronic Wire Payment or EFT (not e-Transfer):**

Beneficiary Bank: TD Canada Trust, 394 Bay Street, Toronto, ON M5H 2Y3  
Beneficiary Account Name: Goodmans LLP  
Beneficiary Address: 333 Bay Street, Suite 3400, Toronto, Ontario M5H 2S7  
Bank ID (for wire payments): 004      Bank ID (for EFT payments): 0004  
Transit: 12162      Swift code: TDOMCATTOR  
CAD account: 0552488

**USD Electronic Wire Payment:**

Beneficiary Bank: TD Canada Trust, 394 Bay Street, Toronto, ON M5H 2Y3  
Beneficiary Account name: Goodmans LLP  
Beneficiary Address: 333 Bay Street, Suite 3400, Toronto, Ontario M5H 2S7  
Bank ID (for wire payments): 004      Transit: 12162  
USD account: 7359751      Swift code: TDOMCATTOR  
Intermediary Bank: Bank of America, New York, NY, USA  
ABA: 026009593      Swift code: BOFAUS3NXXX

*Email payment details, including invoice #, matter # and amount paid, to: [collections@goodmans.ca](mailto:collections@goodmans.ca)*

**Cheques or Bank draft payable to: Goodmans LLP**

**Send to:** Goodmans LLP, 333 Bay Street, Suite 3400, Toronto, Ontario M5H 2S7  
*Please enclose remittance copy including invoice #, matter # and amount paid.*

**Goodmans**<sup>LLP</sup>

Barristers & Solicitors

Bay Adelaide Centre  
333 Bay Street, Suite 3400  
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

Direct Line: 416.849.6017  
boneill@goodmans.ca

May 17, 2023

Our File No.: 230517

KSV Advisory Inc.  
1300 – 220 Bay Street  
Toronto, ON M5J 2W4

**Attention: Noah Goldstein**

Dear Noah:

**Re: Project Loyalty**

Please find enclosed our account for services rendered with respect to the above noted matter for the period up to and including May 15, 2023.

I trust you will find the enclosed to be in order. If you have any questions regarding the enclosed, please do not hesitate to contact me.

Yours very truly,

**GOODMANS LLP**



Brendan O'Neill  
BO/oa  
Encl.

7372662





Barristers &amp; Solicitors

Bay Adelaide Centre  
333 Bay Street, Suite 3400  
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

GST Registration Number R119422962

KSV Advisory Inc.  
1300 - 220 Bay St  
Toronto, ON M5J 2W4  
Canada

May 17, 2023

Our File No.      KSV      230517  
Invoice No.                      795789

Attention: Noah Goldstein

**Re: Project Loyalty**

To our professional services rendered in connection with the above noted matter:

Date	TKID	Hours	Description
04/27/23	KSN	1.50	Telephone conference with Cassels Brock and FSU; considering tax issues; reviewing and responding to emails.
04/28/23	ACH	5.00	Reviewing and revising Escrow Agreement and related transaction documents; reviewing affidavit re: sale approval hearing.
04/28/23	BON	3.30	Attend bi-weekly update call with Cassels and KSV; attention to draft BMO Escrow Agreement; attention to t/cs with Cassels re: discussions with Stikemans; attend c/c with Stikemans re: Bread objections and scheduling matters re: same.
04/28/23	CAG	1.80	Review successful bid letter; brief review and comment on Escrow Agreement and instructions to E. Axell re: revising and precedent escrow agreements; status update with Cassels/KSV/PJT; emails re: Bread litigation schedule.
04/28/23	EAX	8.30	Reviewing and revising Escrow Agreement; [REDACTED]
04/29/23	ACH	4.00	Reviewing revised orders and drafting email re: same; reviewing and providing comments on affidavit re: sale approval hearing.
04/29/23	BON	2.40	Attention to draft AVO, ARO, SEDO, Assignment Order and Affidavit for 5/12/2023 hearing; internal emails/discussions re: same.
04/29/23	CAG	2.30	Review and comment on revised form of AVO, 11.3 Order and sale approval affidavit and emails with internal team re: same.
04/29/23	EAX	1.30	Reviewing Approval and Vesting Order against model order and running blacklines on various orders.
04/30/23	ACH	3.00	Revising orders and drafting email to KSV re: points for discussion; reviewing comments on Escrow Agreement and drafting email re: same.
04/30/23	BON	3.40	Attention to draft AVO, ARO, SEDO, Assignment Order and Affidavit for 5/12/2023 hearing; internal emails/discussions re: same; attention to draft

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Date	TKID	Hours	Description
			Escrow Agreement and emails/discussions re: same.
04/30/23	CAG	1.60	Review and comment on revised forms of Ancillary Relief Order and Distribution Order and emails with internal team re: same; reviewing and comment on revised Escrow Agreement and emails re: same.
04/30/23	EAX	2.10	Reviewing and revising Escrow Agreement.
05/01/23	ACH	6.00	Teleconference with KSV re: sale approval materials; reviewing and revising same and drafting email to Cassels; reviewing revised Court materials, and teleconference with KSV and Cassels; attending Court hearing re: US plan Recognition Order.
05/01/23	BON	6.30	Attention to draft AVO, ARO, SEDO, Assignment Order and Affidavit for 5/12/2023 hearing; c/c with KSV re: same; attention to draft Escrow Agreement and emails/discussions re: same; prepare for 5/1 CCAA hearing re: Canadian US Plan Implementation Order; attend 5/1 CCAA hearing re: US Plan Implementation Order; review Endorsement re: 5/1 CCAA Order; attend internal c/c re: TMA matters and analysis re: same; review and discuss revised versions of draft AVO, ARO, SEDO, Assignment Order and Affidavit from Cassels; c/c with Cassels and KSV re: same.
05/01/23	CAG	5.50	Telephone call with client re: outstanding issues on AVO, Ancillary Order and Distribution Order; prepare for and attend hearing re: US plan matters approval; review/circulate endorsement and order of Court to client; reviewing and commenting on revised drafts of AVO, Ancillary Order and Distribution Order and telephone call with Cassels and KSV re: same and status of various other case matters; [REDACTED]
05/01/23	EAX	4.80	Telephone conference with KSV re: sale approval materials; attending hearing for approval of US plan performance; [REDACTED]
05/02/23	ACH	5.00	Reviewing revised APA; reviewing revised orders and attending to email correspondence re: same; reviewing draft Third Report of the Monitor and providing comments on same.
05/02/23	BON	3.20	Attention to revised APA and APA amendment and internal emails/discussions/comments re: same; attention to revised versions of AVO, ARO and Assignment Order and emails/discussions re: same.
05/02/23	CAG	3.10	Review and comment on BMO APA amendments updated turns of ARO and Distribution Order, considering issues re: same and multiple emails with internal team, KSV and Cassels re: same.
05/02/23	EAX	5.20	[REDACTED]
05/02/23	EVF	1.70	Reviewing revised APA and APA amendment; providing comments on same.
05/02/23	KSN	0.50	Reviewing agreement amendments; reviewing and responding to emails.
05/03/23	ACH	8.10	Reviewing chart re: key dates and deliverables in Stalking Horse Agreement and providing comments re: same; reviewing acknowledgement agreement and

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Date	TKID	Hours	Description
			email correspondence re: same; reviewing amendment to Purchase Agreement and schedules re: same; reviewing and revising draft Monitor's Report; teleconference with Cassels re: Ancillary Relief Order; reviewing email correspondence re: same.
05/03/23	BON	3.90	Attention to draft Third Report of the Monitor; attention to revised Ancillary Order, BMO APA, APA Amendment and APA Schedules and discussions with KSV and Cassels re: same.
05/03/23	CAG	4.30	Telephone call with Cassels re: outstanding issues re: ARO and other motion matters; brief review of mark-up of notice motion; review and comment on updated APA Amendment and reviewing APA contract schedules; review and comment on updated version of draft Monitor's 3rd Report; review/consider AVO release matters and telephone call with Cassels re: same.
05/03/23	EAX	7.10	Reviewing and revising the Monitor's Third Report; [REDACTED]
05/04/23	BON	0.50	Attention to discussions with Cassels re: various Bread matters.
05/04/23	CAG	0.60	Emails re: Bread case conference; IOC with K. Saddington re: various tax matters.
05/04/23	EAX	2.60	[REDACTED]
05/05/23	BON	3.90	Attention to various calls and emails re: Bread matters; attention to draft Bread acknowledgement for 5/12 hearing and emails/discussions re: same; attention to draft Third Report of the Monitor.
05/05/23	CAG	2.70	Review LVI intercompany services agreements; attend call with Cassels and Stikeman re: Bread issues; comments on Monitor's Report; emails with client re: Bread matters; attend follow up call with Stikeman and Cassels re: Bread issues and emails with Cassels and client re: same; review/consider email from Disney counsel re: contract assignments.
05/05/23	EAX	1.50	[REDACTED]
05/06/23	BON	1.10	Attention to emails/discussions with Stikemans and Cassels re: Bread acknowledgements re: 5/12 hearing; attention to Cassels comments to draft Third Report of the Monitor.
05/06/23	CAG	0.30	Email correspondence with Cassels, Stikeman and client re: Bread issues/Monday case conference.
05/07/23	BON	0.80	Attention to emails/discussions with Stikemans and Cassels re: Bread acknowledgements re: 5/12 hearing and vacating 5/8 case conference.
05/07/23	CAG	0.30	Email correspondence with Cassels, Stikeman and client re: Bread issues/Monday case conference.
05/08/23	ACH	1.80	Reviewing and finalizing Third Report; attending to matters re: service.
05/08/23	BON	0.80	Attention to revised draft Ancillary Order; attention to final revisions re: Third Report of the Monitor.
05/08/23	CAG	0.80	Review Cassels comments on 3rd report and emails with KSV re: finalization of same; telephone call with Cassels re: lease disclaimer matters.

Invoice No. 795789  
 Our File No. KSV 230517

Page 4  
 May 17, 2023

Date	TKID	Hours	Description
05/08/23	EAX	4.30	[REDACTED]
05/09/23	ACH	3.50	Reviewing and providing comments on draft factum; revising same.
05/09/23	BON	3.40	Attention to emails/discussions re: assignment of Disney contracts; attend c/c with KSV re: lease disclaimer process and timing; attention to draft Factum for 5/12 CCAA hearing.
05/09/23	CAG	2.80	Review and comment on revised ARO and emails with Cassels/KSV re: same; emails with Cassels re: landlord issues; telephone call with KSV re: landlord matters/proposed course of action; brief review of lease materials and interoffice conference and emails with E. Axell re: review/summary of lease information; review and comment on L1 factum for AVO etc. hearing and interoffice conference with A. Harmes re: same.
05/09/23	EAX	5.90	Telephone call with KSV re: lease disclaimers; reviewing/analyzing leases; creating chart summarizing key provisions re: furniture fixtures and equipment; drafting email to KSV re: same.
05/10/23	BON	1.20	Review BMO Factum and other filings for 5/12 CCAA hearing.
05/10/23	EAX	5.30	[REDACTED]
05/10/23	KSN	0.90	Consider tax issues.
05/11/23	BON	2.40	Attention to preparations for 5/12 CCAA hearing; attention to emails/discussions and documents re: Montreal, Calgary and Vancouver lease disclaimers; attention to APA section 8.15(a) notice to BMO; attention to A&M Variance Report.
05/11/23	CAG	1.40	Numerous emails with KSV and Cassels re: lease disclaimer matters and reviewing lease disclaimer notices; reviewing materials in preparation for sale approval hearing; review revised forms of Order.
05/11/23	EAX	5.50	[REDACTED] reviewing/analyzing leases.
05/11/23	NKA	0.30	Drafting chart for tracking disclaimers issued under CCAA proceedings.
05/12/23	ACH	2.00	Attending hearing re: sale approval.
05/12/23	BON	2.50	Attention to revised ancillary order; attention to emails/discussions re: potential hearing issues; attend CCAA hearing re: AVO, Ancillary Order and Assignment Order.
05/12/23	CAG	4.70	Prepare for and attend hearing re: transaction approval, 11.3 Order and Ancillary Relief and reporting email to client; review endorsement of Conway J and circulating to client.
05/12/23	EAX	2.70	[REDACTED]
<b>Total Fees</b>			<b>\$140,010.50</b>

Invoice No. 795789  
 Our File No. KSV A 230517

Page 5  
 May 17, 2023

### Summary of Professional Fees

TKID	Timekeeper	Billed Hours	Billed Rate	Billed Amount
BON	O'Neill, Brendan	39.10	1,185.00	46,333.50
CAG	Armstrong, Chris	32.20	915.00	29,463.00
KSN	Saddington, Kenneth	2.90	960.00	2,784.00
EAX	Axell, Erik	56.60	550.00	31,130.00
ACH	Harmes, Andrew	38.40	750.00	28,800.00
EVF	Ferreira, Evita	1.70	760.00	1,292.00
NKA	Karthikeyan, Nisheet	0.30	400.00	120.00
DPS	Word Processing	0.80	110.00	88.00
<b>Total Fees</b>				<b>\$140,010.50</b>

### Disbursements

Description	Amount
Copies	336.75
<b>Total Disbursements</b>	<b>\$336.75</b>

Total Fees On This Invoice	\$140,010.50
ON HST @ 13.0%	\$18,201.36
Taxable Disbursements	\$336.75
Total Disbursements On This Invoice	\$336.75
ON HST @ 13.0%	\$43.78
<b>Total On This Invoice (CAD)</b>	<b>\$158,592.39</b>

THIS IS OUR ACCOUNT HEREIN  
 GOODMAN'S LLP



E. & O. E.  
 BON /

This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the Solicitors Act (Ontario), interest will be charged at the rate of 1.50% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.

Invoice No. 795789  
Our File No. KSVVA 230517

Page 6  
May 17, 2023

**Remittance information:****CAD Electronic Wire Payment or EFT (not e-Transfer):**

Beneficiary Bank: TD Canada Trust, 394 Bay Street, Toronto, ON M5H 2Y3  
Beneficiary Account Name: Goodmans LLP  
Beneficiary Address: 333 Bay Street, Suite 3400, Toronto, Ontario M5H 2S7  
Bank ID (for wire payments): 004      Bank ID (for EFT payments): 0004  
Transit: 12162      Swift code: TDOMCATTOR  
CAD account: 0552488

**USD Electronic Wire Payment:**

Beneficiary Bank: TD Canada Trust, 394 Bay Street, Toronto, ON M5H 2Y3  
Beneficiary Account name: Goodmans LLP  
Beneficiary Address: 333 Bay Street, Suite 3400, Toronto, Ontario M5H 2S7  
Bank ID (for wire payments): 004      Transit: 12162  
USD account: 7359751      Swift code: TDOMCATTOR  
Intermediary Bank: Bank of America, New York, NY, USA  
ABA: 026009593      Swift code: BOFAUS3NXXX

*Email payment details, including invoice #, matter # and amount paid, to: [collections@goodmans.ca](mailto:collections@goodmans.ca)*

**Cheques or Bank draft payable to: Goodmans LLP**

**Send to:** Goodmans LLP, 333 Bay Street, Suite 3400, Toronto, Ontario M5H 2S7  
*Please enclose remittance copy including invoice #, matter # and amount paid.*

**Goodmans**<sup>LLP</sup>

Barristers & Solicitors  
Bay Adelaide Centre  
333 Bay Street, Suite 3400  
Toronto, Ontario M5H 2S7  
Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

Direct Line: 416.849.6017  
boneill@goodmans.ca

June 6, 2023

Our File No.: 230517

KSV Advisory Inc.  
1300 – 220 Bay Street  
Toronto, ON M5J 2W4

**Attention: Noah Goldstein**

Dear Noah:

**Re: Project Loyalty**

Please find enclosed our account for services rendered with respect to the above noted matter for the period up to and including June 5, 2023.

I trust you will find the enclosed to be in order. If you have any questions regarding the enclosed, please do not hesitate to contact me.

Yours very truly,

**GOODMANS LLP**



Brendan O'Neill  
BO/oa  
Encl.

7383406

# Goodmans<sup>LLP</sup>

Barristers &amp; Solicitors

Bay Adelaide Centre  
333 Bay Street, Suite 3400  
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

GST Registration Number R119422962

KSV Advisory Inc.  
1300 - 220 Bay St  
Toronto, ON M5J 2W4  
Canada

June 6, 2023

Our File No.      KSV      230517  
Invoice No.                      796919

Attention: Noah Goldstein

## Re: Project Loyalty

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To our professional services rendered in connection with the above noted matter:

Date	TKID	Hours	Description
05/04/23	KSN	1.40	Consider tax issues; review and respond to emails.
05/15/23	EAX	4.40	[REDACTED]
05/16/23	ACH	0.50	Videoconference with Cassels and KSV re: update on CCAA matters.
05/16/23	BON	1.90	Attention to revised draft of Escrow Agreement; attend upcall call with Cassels and KSV; attention to draft Waterfall; [REDACTED]
05/16/23	CAG	0.60	Attend status update call with Cassels/KSV/A&M; emails with Cassels re: lease disclaimer matters.
05/16/23	EAX	1.90	Reviewing and revising Escrow Agreement.
05/17/23	ACH	2.50	Reviewing Escrow Agreement; meeting to discuss same.
05/17/23	EAX	2.10	Reviewing and revising Escrow Agreement.
05/18/23	ACH	5.00	Revising Escrow Agreement; drafting email re: same; reviewing Purchase Agreement re: joint direction mechanics; drafting email re: same; email to KSV re: Escrow Agreement; telephone call with stakeholder counsel; email to KSV re: Agency Agreement.
05/18/23	BON	1.80	Attention to draft Escrow Agreement; review latest cash flow report; attention to emails/discussions re: Bounteous matters; attention to emails/discussions re: scheduling matters for July 5 distribution motion.
05/18/23	CAG	0.80	Review/consider revised version of Escrow Agreement and interoffice conference with A. Harmes re: revisions to same; review emails re: Bounteous and RLG matters.
05/18/23	EAX	4.10	[REDACTED]



Invoice No. 796919  
 Our File No. KSVA 230517

Page 2  
 June 6, 2023

Date	TKID	Hours	Description
05/19/23	ACH	1.00	Email to Cassels re: treatment of Agency Agreement; email to KSV re: Escrow Agreement.
05/19/23	BON	2.30	Attention to draft Escrow Agreement; attention to emails/discussions re: RMG Agency Agreement matters; attention to emails/discussions and correspondence re: Bounteous Canada; attention to emails/discussions re: various BMO deal closing points (changes to cash management system; changes to business names; etc); attention to draft Assignment and Assumption Agreement re: Reserve Agreement,
05/19/23	CAG	0.20	Emails with client re: Escrow Agreement.
05/19/23	EAX	1.90	[REDACTED] reviewing, revising and distributing Escrow Agreement for comments.
05/20/23	BON	0.60	Review Torys revisions to Escrow Agreement; attention to emails/discussions re: same.
05/20/23	CAG	0.60	Review and comment on Reserve Agreement assignment, cash management modifications and business name change matter and emails with Monitor and Cassels re: same.
05/20/23	DDC	0.40	Reviewing assignment and assumption re: reserve account; correspondence.
05/21/23	ACH	1.50	Reviewing email correspondence re: Escrow Agreement; reviewing precedent escrow agreements re: survival of indemnity; drafting email re: same.
05/21/23	BON	0.40	Attention to emails/discussions re: Escrow Agreement precedents.
05/23/23	ACH	3.20	Email re: survival of indemnity; reviewing precedent indemnity agreements and drafting chart re: same; videoconference with Cassels and KSV re: update; reviewing closing documents and closing checklist.
05/23/23	BON	1.30	Attention to various BMO closing documents; attention to draft BMO Escrow Agreement and emails/discussions with Torys re: same.
05/23/23	CAG	1.10	Attend status update call with Cassels, KSV and A&M re: various closing matters; review Torys comments on Escrow Agreement and emails from A. Harmes re: precedent escrow agreements and responding to Torys.
05/23/23	EAX	3.40	Reviewing, analyzing and editing Assignment and Assumption Agreement, Officer's Certificate, Resignation and Release Agreement, Termination Agreement, Share Transfer Authorization and Conditions Certificate in advance of closing.
05/24/23	ACH	5.00	Reviewing and providing comments on draft closing documentation; attending to various email correspondence re: same.
05/24/23	BON	1.20	Attention to various BMO closing documents and emails/discussions and revisions re: same.
05/24/23	CAG	2.70	Emails re: closing documents; attending to matters re: Escrow Agreement and emails with Torys re: same; emails re: landlord matters and reviewing correspondence from landlord; review and comment on DIP payout and flow of funds; telephone call with L1 and Cassels re: Toronto office issues and books and records and reporting email to client re: same.
05/24/23	DDC	0.40	Reviewing DIP payout letter and flow of funds; correspondence with A. Harmes.

Invoice No. 796919  
 Our File No. KSVA 230517

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 June 6, 2023

Date	TKID	Hours	Description
05/24/23	EAX	3.80	[REDACTED]
05/24/23	EVF	0.10	Teleconference call with A. Harmes re: transaction documents.
05/24/23	KSN	0.80	Review allocation; review and respond to emails; consider tax issues.
05/25/23	ACH	0.50	Email to Cassels re: flow of funds and DIP payout letter.
05/25/23	BON	1.40	Attention to various BMO closing documents and emails/discussions re: same.
05/25/23	CAG	1.10	Emails with client and Cassels re: Toronto premises/FF&E; brief review of Iron Mountain books and records list and emails with Cassels and internal team re: same; interoffice conference with E. Axell re: review of Iron Mountain list; brief review of additional closing documents and internal emails with team re: reviewing same.
05/25/23	EAX	1.20	Reviewing and commenting on Monitor's certificate and IP assignment agreements.
05/25/23	KSN	0.50	Consider tax issues; review and respond to emails.
05/26/23	ACH	4.00	Reviewing closing documents; email to KSV re: same; email to Cassels re: comments on same; teleconference with Cassels re: update.
05/26/23	BON	2.40	Attention to various BMO closing documents (including Amendment #2 to APA and Assignment and Assumption of Reserve Fund Agreement) and emails/discussions re: same; attend update call with Cassels and KSV; attention to discussions, analysis and document review re: Oracle contracts; attention to emails/discussions and draft FOF documents re: cure cost payment mechanics.
05/26/23	CAG	2.30	Review comments on various closing documents and emails with internal team re: revisions to same; review cure costs schedule and updated flow of funds and emails with internal team re: same; attend update call with Cassels and KSV re: status of closing; reviewing APA re: Oracle contract matters and emails with internal team and Cassels re: same; review revised version of Reserve Assignment Agreement and emails with Cassels re: same.
05/26/23	DDC	0.50	Reviewing APA and closing matters.
05/26/23	EAX	0.50	Telephone call with KSV re: closing mechanics and Oracle Agreement.
05/26/23	EAX	3.80	Reviewing LoyaltyOne records held by Iron Mountain for organizational, legal and tax documents that are required to be kept by KSV.
05/27/23	CAG	0.50	Review 2nd Amendment to APA and emails with internal team and Cassels re: same; consider issues re: Oracle and emails with KSV re: same.
05/28/23	ACH	2.50	Reviewing disclaimers; drafting email to KSV re: same.
05/28/23	BON	0.40	Attention to emails/discussions and documents re: draft contract disclaimer notice.
05/28/23	CAG	0.50	Reviewing email from Cassels re: disclaimer of contracts and brief sample review of disclaimer letters and contracts to disclaim.
05/29/23	ACH	2.50	Attending to various emails and other correspondence re: disclaimers; reviewing revised disclaimers; email to KSV re: Monitor's certificate; email to Torys re: Escrow Agreement.

Invoice No. 796919  
 Our File No. KSVVA 230517

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 June 6, 2023

Date	TKID	Hours	Description
05/29/23	BON	1.20	Attention to various closing documents and matters and emails/discussions with KSV and Cassels re: same; attention to emails/discussions and analysis re: draft contract disclaimers.
05/29/23	CAG	1.60	Review and comment on revised APA, Contract schedules, flow of funds and purchase price estimate and multiple emails with KSV/Cassels re: same.
05/29/23	DDC	0.30	Correspondence re: APA, funds flow and closing matters.
05/30/23	ACH	4.00	Attending to various matters re: disclaimers; telephone call with Cassels re: Oracle; discussing same; teleconference with Cassels and KSV; email re: Monitor powers; reviewing Oracle agreements and providing comments on same; attending to various closing matters.
05/30/23	BON	3.10	Attention to various closing matters and documents and emails/discussions with KSV and Cassels re: same; attention to emails/discussions and documents re: Oracle contract matters; attend update c/c with Cassels and KSV; attention to closing agenda script; attention to emails/discussions with Cassels and KSV re: para 5 of Ancillary Relief Order matters.
05/30/23	CAG	2.70	Review/consider Cassels responses to questions on revised schedules and various closing documents and emails with KSV re: same; numerous emails and telephone conferences with Cassels/KSV/Torlys/internal team re: various closing matters, contract disclaimer matters and Oracle assignment matters.
05/30/23	EAX	1.60	Telephone call with KSV re: closing mechanics and Oracle Agreement; updating tracking list of disclaimed contracts.
05/30/23	KSN	2.50	Review Purchase Agreement; consider tax issues.
05/31/23	ACH	4.00	Reviewing Purchase Agreement amendment and revised closing documents; attending to matters re: closing; attending to closing call; attending to various matters re: timing for issuance of Monitor's certificate; issuing Monitor's certificate.
05/31/23	BON	2.40	Attention to various BMO closing documents and matters; attend BMO closing call; attention to final closing mechanics and matters.
05/31/23	CAG	0.70	Emails with KSV/Cassels/Torlys/internal team and telephone call with A. Harmes re: various closing and disclaimer matters.
05/31/23	DDC	0.20	Correspondence re: APA matters.
05/31/23	KSN	1.00	Review Purchase Agreement; consider tax issues.
05/31/23	MJS	0.50	Consider issues relating to structure; review prior comfort letter precedents.
06/01/23	ACH	2.00	Reviewing Assignment Agreement re: bank accounts; attending to email correspondence re: same; reviewing disclaimers; attending to various matters re: Monitor's certificate filing.
06/01/23	BON	0.90	Attention to draft post-closing documents and emails/discussions re: same; attention to contract disclaimers; attention to bank account assignments.
06/01/23	CAG	0.40	Emails with KSV/Cassels/internal team re: closing matters, disclaimers and bank account matters.
06/01/23	EAX	3.50	Reviewing and commenting on notice of disclaimers; updating tracking chart of disclaimers.

Invoice No. 796919  
 Our File No. KSVA 230517

Page 5  
 June 6, 2023

Date	TKID	Hours	Description
06/02/23	EAX	1.80	Research re: [REDACTED]; drafting memo re: same.

**Total Fees** **\$95,422.50**

### Summary of Professional Fees

TKID	Timekeeper	Billed Hours	Billed Rate	Billed Amount
KSN	Saddington, Kenneth	6.20	960.00	5,952.00
CAG	Armstrong, Chris	15.80	915.00	14,457.00
BON	O'Neill, Brendan	21.30	1,185.00	25,240.50
DDC	Dedic, Dan	1.80	915.00	1,647.00
MJS	Sherman, Mitchell J.	0.50	1,400.00	700.00
EAX	Axell, Erik	34.00	550.00	18,700.00
ACH	Harmes, Andrew	38.20	750.00	28,650.00
EVF	Ferreira, Evita	0.10	760.00	76.00
<b>Total Fees</b>				<b>\$95,422.50</b>

### Disbursements

Description	Amount
Computer Searches - Westlaw Carswell	59.25
Parking/ Cab / Mileage	57.14
Meals	27.14
Delivery - Courier	79.79
<b>Total Disbursements</b>	<b>\$223.32</b>

Total Fees On This Invoice	\$95,422.50
ON HST @ 13.0%	\$12,404.93
Taxable Disbursements	\$223.32
Total Disbursements On This Invoice	\$223.32
ON HST @ 13.0%	\$29.03
<b>Total On This Invoice (CAD)</b>	<b>\$108,079.78</b>

Invoice No. 796919  
Our File No. KSVA 230517

Page 6  
June 6, 2023

THIS IS OUR ACCOUNT HEREIN  
GOODMANS LLP



E. & O. E.  
BON /

This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the Solicitors Act (Ontario), interest will be charged at the rate of 1.50% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.

**Remittance information:**

**CAD Electronic Wire Payment or EFT (not e-Transfer):**

Beneficiary Bank: TD Canada Trust, 394 Bay Street, Toronto, ON M5H 2Y3  
Beneficiary Account Name: Goodmans LLP  
Beneficiary Address: 333 Bay Street, Suite 3400, Toronto, Ontario M5H 2S7  
Bank ID (for wire payments): 004      Bank ID (for EFT payments): 0004  
Transit: 12162      Swift code: TDOMCATTOR  
CAD account: 0552488

**USD Electronic Wire Payment:**

Beneficiary Bank: TD Canada Trust, 394 Bay Street, Toronto, ON M5H 2Y3  
Beneficiary Account name: Goodmans LLP  
Beneficiary Address: 333 Bay Street, Suite 3400, Toronto, Ontario M5H 2S7  
Bank ID (for wire payments): 004      Transit: 12162  
USD account: 7359751      Swift code: TDOMCATTOR  
Intermediary Bank: Bank of America, New York, NY, USA  
ABA: 026009593      Swift code: BOFAUS3NXXX

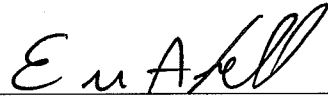
*Email payment details, including invoice #, matter # and amount paid, to: [collections@goodmans.ca](mailto:collections@goodmans.ca)*

**Cheques or Bank draft payable to:** Goodmans LLP

**Send to:** Goodmans LLP, 333 Bay Street, Suite 3400, Toronto, Ontario M5H 2S7

*Please enclose remittance copy including invoice #, matter # and amount paid.*

**THIS IS EXHIBIT "B"**  
**TO THE AFFIDAVIT OF CHRISTOPHER ARMSTRONG**  
**SWORN BEFORE ME THIS 27<sup>th</sup> DAY OF JUNE, 2023**

A handwritten signature in black ink, appearing to read "E n A ell". The signature is written in a cursive, somewhat stylized font.

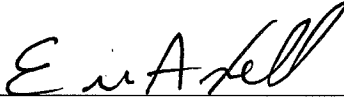
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Commissioner for Taking Affidavits

**KSV Advisory Inc.**  
**Summary of Goodmans LLP Accounts for the Applicable Period**

<b>Date of Account</b>	<b>Billing Period</b>	<b>Fees</b>	<b>Costs</b>	<b>Taxes</b>	<b>Total</b>
March 28, 2023	March 03, 2023 to March 24, 2023	257,728.50	1,031.04	33,638.74	292,398.28
April 28, 2023	March 27, 2023 to April 27, 2023	209,253.00	1,197.74	27,358.60	237,809.34
May 17, 2023	April 27, 2023 to May 12, 2023	140,010.50	336.75	18,245.14	158,592.39
June 6, 2023	May 04, 2023 to June 02, 2023	95,422.50	223.32	12,433.96	108,079.78
	<b>TOTAL</b>	<b>702,414.50</b>	<b>2,788.85</b>	<b>91,676.44</b>	<b>796,879.79</b>

**THIS IS EXHIBIT "C"**  
**TO THE AFFIDAVIT OF CHRISTOPHER ARMSTRONG**  
**SWORN BEFORE ME THIS 27<sup>th</sup> DAY OF JUNE, 2023**

A handwritten signature in black ink, appearing to read "Erin A. Hill". The signature is written in a cursive style with a large, looped initial "E".

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Commissioner for Taking Affidavits



**KSV Advisory Inc.**  
**Summary of Activity by Goodmans LLP Professionals**

<b>Professional</b>	<b>Year of Call</b>	<b>Average Hourly Rate</b>	<b>Total Hours</b>
O'Neill, Brendan	2000	\$1,185.00	204.0
Axell, Erik	2022	\$550.00	179.6
Harnes, Andrew	2017	\$750.00	172.6
Armstrong, Chris	2008	\$915.00	160.3
Saddington, Kenneth	2011	960.0	29.5
Dedic, Dan	2010	\$915.00	25.3
Ferreira, Evita	2016	\$760.00	23.0
Hassar, Michael	2020	\$690.00	10.9
Fazli, Nargis	2021	\$600.00	4.0

**KSV Advisory Inc.**  
**Summary of Activity by Goodmans LLP Professionals**

<b>Professional</b>	<b>Year of Call</b>	<b>Average Hourly Rate</b>	<b>Total Hours</b>
Word Processing	Word Processing	\$110.00	2.1
Rosner, David	2006	\$1,150.00	1.8
Karthikeyan, Nisheet	Articling Student	\$400.00	1.5
Sherman, Mitchell J.	1989	\$1,400.00	1.1
Bunting, Amanda	Law Clerk	\$315.00	0.9
Smit, Carrie B.E.	1992	\$1,400.00	0.8
Kolla, Peter	2007	\$915.00	0.6
Ernst, Glenn S.	1990	\$1,265.00	0.4
<b>Total Hours</b>			<b>818.4</b>

<b>Average Hourly Rate (\$ Billed / Hours Billed)</b>	<b>858.28</b>
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**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  
LOYALTYONE, CO.**

Court File No: CV-23-00696017-00CL 123

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**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
Proceeding commenced at Toronto

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**AFFIDAVIT OF CHRISTOPHER ARMSTRONG**  
(sworn June 27, 2023)

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**GOODMANS LLP**  
Barristers & Solicitors  
333 Bay Street, Suite 3400  
Toronto, Canada M5H 2S7

**Brendan O'Neill** LSO#: 3331J  
boneill@goodmans.ca

**Christopher Armstrong** LSO#: 55148B

**Andrew Harmes** LSO#: 73221A  
aharmes@goodmans.ca

Tel: (416) 979-2211  
Fax: (416) 979-1234

Lawyers for the Monitor

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IN THE MATTER OF THE <sup>124</sup>COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS Court File No.: CV-23-00696017-00CL  
AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF LOYALTYONE, CO.

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

PROCEEDING COMMENCED AT  
TORONTO

**FOURTH REPORT OF THE MONITOR  
(June 27, 2023)**

**Goodmans LLP**

333 Bay Street, Suite 3400  
Toronto, ON M5H 2S7

**Brendan O'Neill LSO#: 43331J**

boneill@goodmans.ca

**Christopher Armstrong LSO#: 55148B**

carmstrong@goodmans.ca

**Andrew Harmes LSO#: 73221A**

aharmes@goodmans.ca

Lawyers for KSV Restructuring Inc.  
as CCAA Monitor of LoyaltyOne, Co.