

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

IN THE MATTER OF THE RECEIVERSHIP OF SCOLLARD DEVELOPMENT CORPORATION, MEMORY CARE INVESTMENTS (KITCHENER) LTD., MEMORY CARE INVESTMENTS (OAKVILLE) LTD., 1703858 ONTARIO INC., LEGACY LANE INVESTMENTS LTD., TEXTBOOK (525 PRINCESS STREET) INC. AND TEXTBOOK (555 PRINCESS STREET) INC.

AND IN THE MATTER OF A MOTION PURSUANT TO SUBSECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED, AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED

MOTION RECORD

(Returnable: November 26, 2018).

Volume 2 of 2

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KSV Kofman Inc.**

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(Updated as of September 12, 2018)

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**ONTARIO
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IN THE MATTER OF THE RECEIVERSHIP OF SCOLLARD DEVELOPMENT CORPORATION, MEMORY CARE INVESTMENTS (KITCHENER) LTD., MEMORY CARE INVESTMENTS (OAKVILLE) LTD., 1703858 ONTARIO INC., LEGACY LANE INVESTMENTS LTD., TEXTBOOK (525 PRINCESS STREET) INC. AND TEXTBOOK (555 PRINCESS STREET) INC.

AND IN THE MATTER OF A MOTION PURSUANT TO SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED, AND SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED

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<u>TAB</u>	<u>DOCUMENTS</u>
1	Notice of Motion returnable November 26, 2018
2	Fourteenth Report of the Receiver dated November 21, 2018
Appendices	
A	Sale and Development Order
B	Agreement of Purchase and Sale (redacted)
C	Waiver and Amending Agreement, October 9, 2018
D	Waiver and Amending Agreement, November 9, 2018 (redacted)
E	Affidavit of Robert Kofman
F	Affidavit of Sean Zweig
Confidential Appendix 1	Offer Summary
Confidential Appendix 2	Agreement of Purchase and Sale (unredacted)
Confidential Appendix 3	Waiver and Amending Agreement, November 9, 2018 (unredacted)
3	Approval and Vesting Order
4	Ancillary Order

**THIS IS EXHIBIT "C" REFERRED TO IN THE
AFFIDAVIT OF SEAN H. ZWEIG
SWORN
THE 20th DAY OF NOVEMBER, 2018**



A Commissioner for taking affidavits, etc.

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

Attention: **MR. BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: July 12, 2017
Invoice: 1180628

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	24,431.90
Other Charges		210.34
Disbursements		186.80
Disbursements Incurred As Your Agent (Non-taxable)		38.99
Total Due before GST/HST	\$	<u>24,868.03</u>
GST/HST	\$	3,227.78
TOTAL Due in CAD	\$	<u><u>28,095.81</u></u>

Due upon receipt. Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days.
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by visiting our offices in Calgary, Edmonton, Toronto or Ottawa.

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Date	Lawyer	Description	Hours
01/06/17	S. H. Zweig	Reviewing and commenting on Report; Meeting with J. Bell and J. Blinick; Call with Receiver; Emails with S. Bernamoff regarding notary fees; Correspondence with internal team throughout day; Multiple discussions with N. Goldstein; Working on Fourth Report and court materials	1.03
01/06/17	S. Bernamoff	Corresponding with S. Zweig; Reviewing Closing Book documents; Reviewing new documents and adding to distributions chart	0.75
01/06/17	J. G. Bell	Meeting with J. Blinick to discuss file and next steps; Meeting with S. Zweig regarding same; Reviewing Receiver's Fourth Report; Drafting correspondence regarding same	0.18
01/06/17	J. Blinick	Meeting with J. Bell and S. Zweig regarding Mareva injunction and discrete issues relating to same; Researching legal issues and reviewing relevant case law pertaining to same; Correspondence and discussions with S. Zweig and J. Bell regarding same and path forward	0.43
02/06/17	J. Blinick	Drafting notice of action; Commenting on Fourth Report; Ongoing correspondence with S. Zweig and J. Bell regarding same	1.07
02/06/17	J. G. Bell	Drafting correspondence; Reviewing correspondence	0.02
02/06/17	S. H. Zweig	Working throughout day on Fourth Report and court documents; Multiple discussions with KSV and Bennett Jones teams throughout	0.78
03/06/17	S. H. Zweig	Reviewing and commenting on revised Fourth Report; Various emails with Bennett Jones and KSV teams	0.35
03/06/17	J. G. Bell	Reviewing and commenting on the 4th Report; Drafting correspondence regarding next steps and strategy going forward	0.08
03/06/17	J. Blinick	Email correspondence to and from S. Zweig and J. Bell	0.03
04/06/17	J. Blinick	Drafting materials for motion for worldwide Mareva injunction; Ongoing internal correspondence and discussions regarding same; Revising same as per comments and discussions	2.38
04/06/17	J. G. Bell	Reviewing and revising mareva motion materials; Speaking with S. Zweig and J. Blinick regarding same and strategy going forward; Drafting correspondence regarding same	0.25
04/06/17	P. K. Bell	Reviewing and revising Notice of Action in respect of Mareva injunction; Research and analysis regarding elements of claimed torts; Correspondence with S. Zweig, J. Bell and J. Blinick regarding same; Conference call with internal team regarding court materials for Mareva injunction and next steps	0.35
04/06/17	S. H. Zweig	Working throughout day on Fourth Report and court materials; Many discussions with internal team and KSV throughout day	1.02
05/06/17	S. H. Zweig	Reviewing and commenting on draft factum; Call with Receiver; Working on Fourth Report and court materials throughout day	1.12

Date	Lawyer	Description	Hours
05/06/17	A. Terpoy-Heinemann	Reviewing email instructions from J. Blinick with respect to the preparation of an application to delete certificate of pending litigation; Drafting applications to amend court orders and corresponding acknowledgment and direction	0.23
05/06/17	A. Terpoy-Heinemann	Obtaining updated PIN; Forwarding same to S. Zweig	0.02
05/06/17	J. G. Bell	Preparing for and attending conference call to discuss upcoming Mareva injunction and strategy going forward; Drafting correspondence regarding same; Speaking with S. Zweig regarding same; Reviewing and revising motion materials	0.15
05/06/17	K. Crocker	Meeting with J. Blinick to discuss assignment; Correcting citations and preparing the Book of Authorities for filing	0.72
05/06/17	P. K. Bell	Reviewing and revising notice of action and factum in respect of Mareva injunction application; Discussing same with S. Zweig and J. Bell; [REDACTED]	0.28
05/06/17	L. Neilson	Ordering and obtaining 2 Ontario profile report	0.08
05/06/17	J. Blinick	Ongoing correspondence and discussions, internally and with KSV regarding matter, materials and path forward; Researching discrete legal issues; Revising materials as per comments and discussions; Circulating revised drafts of same; Generally engaged in file	1.12
06/06/17	J. Blinick	Ongoing correspondence and discussions, internally and with KSV, Aird and Berlis and Grant Thornton, regarding motion materials and discrete issues relating to same; Drafting, revising and finalizing materials; Having copies of same filed with court; Drafting correspondence to financial institutions enclosing order along with other relevant documents and demanding that accounts be frozen; Further internal correspondence regarding same and path forward; Organizing materials for upcoming hearing; Generally engaged in file	1.70
06/06/17	J. G. Bell	Drafting correspondence; Reviewing and revising factum; Reviewing and revising motion materials; Attending conference calls to discuss various issues	0.35
06/06/17	S. H. Zweig	Multiple emails and calls with internal team and KSV throughout day in connection with finalizing Fourth Report and motion materials; Working on same; Call with A&B; Reviewing and commenting on draft letters to banks	0.67
06/06/17	P. K. Bell	Reviewing and revising factum for Mareva injunction; Correspondence and discussions with internal team regarding same; Researching legal issues in respect of Mareva injunctions for factum	0.35
07/06/17	S. H. Zweig	Emails regarding letters to banks and dealing with same; Attending at Mareva court application; Multiple emails and discussions with KSV and internal team; Reviewing B. Kofman memo regarding investor call; Reviewing account statements and discussions regarding same	0.60

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Date	Lawyer	Description	Hours
07/06/17	A. Terpoy-Heinemann	Obtaining transfer to determine date of birth for transferee; Forwarding same to J. Blinick	0.07
07/06/17	J. G. Bell	Preparing for and attending Court to obtain Mareva injunction; Drafting correspondence regarding same; Reviewing correspondence from banks; Drafting correspondence regarding same	0.60
07/06/17	L. Stacey	Review draft Application to delete order and provide revisions; Emails to and from J. Blinick, A. Terpoy regarding subsearch of Davies owned lands	0.05
07/06/17	J. D. van Gent	Telephone call with J. Blinick and J. Bell to discuss registration of court order; Email to L. Stacey with instructions concerning same	0.03
07/06/17	L. Neilson	Ordering and obtaining comprehensive nuans search on Davies Arizona	0.07
07/06/17	K. Crocker	Obtaining contact information for banks across Canada in order to serve the freeze order; Emailing J. Blinick with contact updates	0.38
07/06/17	J. Blinick	Getting interim Mareva order issued and entered; Serving copies of same on financial institutions; Email correspondence and discussions with financial institutions regarding same; Coordinating service of same on defendants; Drafting email to J. Davies regarding same and obligations under Order; Phone call and email correspondence with J. VanGent regarding registration of Order on title to J. Davies' personal residence; Ongoing correspondence and discussions, internally and with KSV, regarding matter and discrete issues relating to same; Generally engaged in file	0.87
08/06/17	J. Blinick	Ongoing correspondence and discussions, internally and with KSV, regarding freeze order, discrete issues relating to same and next steps; Email correspondence to and from Process Server regarding service of Order on J. Davies; Email correspondence to J. Davies enclosing Order; Follow-up correspondence to and from banks; Reviewing and considering documents produced by RBC; Email correspondence and discussions regarding same; Drafting letter to JP Morgan Chase enclosing Order; Serving same on JP Morgan Chase; Internal correspondence and discussions regarding further service of same; Drafting letter to JP Morgan's head office in NYC; Having Order registered on title to J. Davies' personal residence; Email correspondence to Harris + Harris LLP enclosing Order; Generally engaged in file	0.78
08/06/17	J. G. Bell	Reviewing correspondence; Attending conference call with S. Zweig and J. Blinick to discuss next steps including getting order recognized in Arizona	0.05
08/06/17	J. D. van Gent	Attending to preparation, execution and delivery of acknowledgement and direction with respect to the electronic registration of the recent court order; Attending to registration of same; Numerous office conferences with L. Stacey concerning same	0.03
08/06/17	L. Neilson	Obtaining Arizona profile report on Holden Willits PLC	0.03

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Date	Lawyer	Description	Hours
08/06/17	A. Terpoy-Heinemann	Drafting e-reg application to register court order and corresponding acknowledgment and direction; Forwarding same to L. Stacey and J. van Gent; Amending acknowledgment and direction and forwarding same to J. Blinick; Attending to the registration of the application; Forwarding same to J. Blinick and group	0.18
08/06/17	S. H. Zweig	Various emails regarding Davies' and Aeolian's assets; Multiple discussions with each of N. Goldstein and J. Blinick; Emails and discussions regarding Arizona assets and next steps; Emails regarding Davies' counsel	0.48
08/06/17	K. Crocker	Obtaining additional bank contact information to send to J. Blinick	0.05
08/06/17	P. K. Bell	Discussing Mareva injunction issues with S. Zweig; Reviewing materials regarding same	0.03
09/06/17	J. G. Bell	Reviewing correspondence; Drafting correspondence; Speaking with S. Zweig regarding file; Preparing for and attending call with investors' steering committee; Attending call with KSV afterward to discuss process forward	0.20
09/06/17	K. Crocker	Meeting with J. Blinick to discuss follow-up research questions	0.05
09/06/17	S. H. Zweig	Various emails and calls with Receiver regarding next steps in Mareva application; Call regarding litigation status and next steps with investor reps and G. Benchetrit; Follow-up calls with J. Bell, and with KSV; Call with internal team; Reviewing draft Notice of Motion and Order for production motion	0.67
09/06/17	L. Neilson	Ordering and obtaining 3 Ontario profile reports	0.07
09/06/17	L. Stacey	Emails to and from J. Blinick regarding further subsearching for Davies sale of cottage; Obtain and circulate sale transfer; Follow emails to and from J. Blinick regarding solicitors acting on the sale	0.07
09/06/17	J. Blinick	Ongoing discussions and correspondence, internally and with KSV, regarding matter and discrete issues relating to same; Email correspondence and phone calls with local Arizona counsel regarding potential mandate; Obtaining and reviewing transfer documents for J. Davies' sale of cottage; Serving freeze order on counsel to J. Davies in sale transaction; Email correspondence to and from banks regarding freeze order; Drafting materials for production motion relating to books and records of TSI, TSSI, MCIL and Aeolian; Emailing copies of same to S. Zweig and J. Bell for review and comment; Generally engaged in file	0.98
10/06/17	S. H. Zweig	Reviewing and commenting on draft materials for production order; Reviewing emails with investors	0.12
11/06/17	S. H. Zweig	Reviewing revised Court materials, revising same, and emailing to Receiver	0.07
11/06/17	K. Crocker	Researching two legal questions asked by J. Blinick	0.10

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Date	Lawyer	Description	Hours
12/06/17	S. H. Zweig	Multiple discussions with each of J. Bell and J. Blinick regarding Mareva and related matters; Emails regarding Arizona matters; Various discussions with B. Kofman and N. Goldstein; Reviewing B. Kofman comments on Notice of Motion and finalizing/serving record; Emails with M. Beeforth; Emails with GT/AB/Chaitons; Reviewing proposed commission structure for Kingston properties	0.33
12/06/17	J. G. Bell	Speaking with S. Zweig regarding file; Calling Davies' counsel to discuss process; Drafting correspondence regarding same	0.13
12/06/17	J. Blinick	Follow-up correspondence to local Arizona counsel; Email correspondence to and from J. Bell, S. Zweig, B. Kofman and N. Goldstein regarding matter and discrete issues relating to same; Follow-up correspondence to K. McEachern at RBC regarding production of records; Reviewing voicemail from Arizona counsel; Phone call to Arizona counsel (left vm)	0.10
12/06/17	K. Crocker	Continuing research into the two legal questions asked by J. Blinick; Emails with J. Blinick	1.02
13/06/17	J. G. Bell	Meeting with J. Blinick and S. Zweig to discuss next steps and upcoming examination of Davies; Drafting correspondence regarding same; Reviewing documents including bank records for same; Attending calls regarding Arizona counsel;	0.27
13/06/17	J. Blinick	Ongoing correspondence and discussions, internally, with KSV, with RBC, and with local Arizona counsel, regarding matter and discrete issues relating to same; Reviewing and considering records produced by RBC and local Arizona counsel; Drafting notice of motion and draft order for motion to get extension of Mareva Order; Emailing copies of same to S. Zweig and J. Bell for review and comment; Preparing outline for upcoming cross-examination of J. Davies and Aeolian; Organizing documents for cross-examination; Generally engaged in file	0.70
13/06/17	S. H. Zweig	Meeting with J. Bell and J. Blinick regarding upcoming court date, examination, and other next steps; Reviewing Aeolian bank statements and cheques; Emails with J. MacLellan regarding Fourth Report; Reviewing letter from J. Bunting and responding to same; Reviewing and commenting on listing agreement; Emails with N. Goldstein regarding same; Various emails and discussions throughout day regarding Davies/Aeolian litigation and related matters; Call regarding Arizona matters; Reviewing motion materials for extension of Mareva	0.72
14/06/17	J. G. Bell	Reviewing outline for cross-examination of Davies; Meeting with J. Blinick regarding same; Speaking with S. Zweig regarding file; Speaking with N. Goldstein regarding examination; Reviewing asset disclosure for J. Davies and Aeolian; Drafting correspondence regarding same	0.22
14/06/17	A. Terpoy-Heinemann	Following up on status of application to register court order	0.02

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Date	Lawyer	Description	Hours
14/06/17	S. H. Zweig	Reviewing Notice of Sale; Call with D. Nakelsky; Discussion with Receiver regarding same; Reviewing draft Notice of Examination; Discussions with J. Bell; Multiple emails and calls with Receiver; Emails regarding Arizona matters; Reviewing Davies' statement; Reviewing email from Arizona counsel; Emails regarding same; Reviewing outline for cross-examination	0.33
14/06/17	J. Blinick	Correspondence and discussions with S. Zweig and J. Bell; Drafting notice of examination and cover letter enclosing same; Emailing copies of same to S. Zweig and J. Bell for review and comment; Preparing binder of RBC documents for upcoming examination; Preparing binder of other relevant documents for upcoming examination; Meeting with J. Bell to review same; Reviewing and considering sworn statement regarding assets and liabilities of J. Davies and Aeolian; Further drafting of outline for upcoming examination; Emailing copy of same to S. Zweig and J. Bell; Email correspondence to and from Arizona counsel; Generally engaged in file	0.65
15/06/17	P. K. Bell	Research and analysis regarding attachment and judgment and injunction issues in respect of trusts and trust assets, including applicable asset disclosure requirements for trusts; Discussing same with J. Bell	0.23
15/06/17	S. H. Zweig	Call with N. Goldstein; Further discussions regarding Arizona matters; Reviewing statement of claim; Multiple discussions with J. Bell regarding Davies examination and production order motion; Discussion with Arizona counsel; Reviewing draft consent order; Multiple discussions with Receiver; Reviewing motion record for Mareva consent; Reviewing KSV questions for examination and supporting documents; Reviewing sources and uses	0.60
15/06/17	J. G. Bell	Drafting correspondence to opposing counsel; Finalizing motion record; Drafting consent motion; Drafting correspondence; Reviewing banking records in preparation of cross-examination; Drafting correspondence regarding same	0.15
16/06/17	J. G. Bell	Preparing for and attending cross-examination of J. Davies; Reviewing documents for same; Drafting correspondence regarding same; Speaking with KSV and S. Zweig regarding same and next steps; Drafting correspondence regarding same	1.02
16/06/17	A. Terpyo-Heinemann	Checking status of application to register court order	0.02
16/06/17	S. H. Zweig	Discussions with J. Bell in relation to examinations; Attending at court to extend Mareva and obtain production order; Attending at Davies examination [REDACTED]	0.78
16/06/17	P. K. Bell	Research and analysis in respect of potential freezing orders against trust assets including legal requirements and trustee/beneficiary property rights; Correspondence with and discussing same with J. Bell; Reviewing and analyzing statutory provisions and case law; Phone call with S. Zweig regarding trust asset issues	0.37

Date	Lawyer	Description	Hours
17/06/17	S. H. Zweig	Various emails with B. Kofman and N. Goldstein	0.05
19/06/17	S. H. Zweig	Discussions and emails regarding production deliveries; Reviewing transcript	0.30
19/06/17	J. G. Bell	Meeting with J. Blinick regarding file and next steps; Speaking with J. Davies' counsel; Speaking with S. Zweig regarding file; Drafting correspondence	0.10
19/06/17	J. Blinick	Meeting with J. Bell to discuss matter and path forward; Reviewing and considering transcript of cross-examination of J. Davies	0.47
20/06/17	J. Blinick	Email correspondence to and from representatives of JP Morgan; Email correspondence and discussions with J. Bell and S. Zweig regarding matter and discrete issues relating to same; Drafting statement of claim adding new parties and allegations; Pulling and reviewing corporate profiles for new corporate entities to be added to litigation; Generally engaged in file	0.38
20/06/17	S. H. Zweig	Two calls with J. Bell; Call with Arizona counsel; Emails regarding JPM account; Call with M. Beeforth; Discussions with B. Kofman and J. Bell regarding Mareva matters; Drafting letter to Dentons; Discussion with N. Goldstein regarding TSSI/TSI bank records, and dealing with same; Reviewing Aeolian R&D; Various emails with Receiver and J. Bell	0.42
20/06/17	A. Terpoy-Heinemann	Email correspondence with S. Zweig with respect to property search in Saskatchewan	0.02
20/06/17	J. G. Bell	Speaking with S. Zweig regarding various issues and next steps; Preparing for and attending conference call with Arizona counsel; Speaking with S. Zweig and opposing counsel	0.23
20/06/17	J. E. Odland	E-mails and information for Title searches in Saskatchewan and legal descriptions required	0.03
20/06/17	C. Macdonald	Obtaining an Ontario Profile report [REDACTED] Emailing same to J. Blinick and sending preliminary searches [REDACTED] Obtaining Ontario Profile reports [REDACTED] Emailing same to J. Blinick	0.08
21/06/17	J. E. Odland	Receipt and review tax searches and obtaining Saskatchewan Title searches and forwarding to solicitor	0.07
21/06/17	J. G. Bell	Reviewing correspondence; Drafting correspondence regarding amended pleading; Reviewing documents related to same	0.05
21/06/17	L. Neilson	Ordering and obtaining Saskatchewan profile reports	0.05
21/06/17	S. H. Zweig	Reviewing B. Kofman comments on letter to Dentons; Revising and finalizing same; Call with N. Goldstein; Emails regarding Davies' Arizona property; Reviewing and commenting on draft Fifth Report; Emails regarding payments from TSI/TSSI; Drafting Order	0.37

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Date	Lawyer	Description	Hours
21/06/17	J. Blinick	Discussions with J. Bell regarding matter and path forward; Drafting statement of claim; Emailing copy of same to J. Bell and S. Zweig for review and comment; Email correspondence to and from J. Bell regarding discrete issues relating to same; Drafting materials for motion for expanded Mareva injunction; Generally engaged in file	0.65
22/06/17	J. Blinick	Email correspondence and discussions with S. Zweig and J. Bell regarding matter and discrete issues relating to same; Revising statement of claim as per S. Zweig's and J. Bell's comments; Drafting motion materials for Mareva injunction; Generally engaged in file	0.87
22/06/17	S. H. Zweig	Emails regarding Olympia requests; Reviewing B. Kofman comments on draft Order; Reviewing draft statement of claim; Discussion with J. Blinick regarding same; Meeting with J. Bell and J. Blinick regarding litigation issues and next steps; Call with counsel for lien claimant	0.23
22/06/17	A. Terpoy-Heinemann	Confirming application to register court order document has been registered with the land registry office; Forwarding same to J. Bell and J. Blinick	0.03
22/06/17	K. Crocker	Meeting with J. Blinick to discuss a follow-up research question	0.03
22/06/17	J. G. Bell	Drafting correspondence; Reviewing correspondence; Reviewing amended statement of claim; Meeting with S. Zweig and J. Blinick to discuss same	0.08
23/06/17	J. G. Bell	Preparing for and attending conference call with Davies' counsel and S. Zweig to discuss outstanding issues; Reviewing case law on CPL issue	0.08
23/06/17	S. H. Zweig	Discussions with N. Goldstein; Reviewing and commenting on draft statement of claim; Emails and call with M. Beeforth; Two calls with J. Bell; Call with KSV; Reviewing cases from M. Beeforth; Discussion with J. Bell regarding same	0.37
23/06/17	J. Blinick	Revising statement of claim; Emailing copy of same to S. Zweig and J. Bell; Drafting motion materials; Generally engaged in file	0.48
24/06/17	S. H. Zweig	Reviewing and considering issues in regards to revised 5th Report	0.17
25/06/17	P. K. Bell	Discussing issues regarding potential discharge of CPL with J. Bell; Reviewing correspondence and case law regarding same	0.22
26/06/17	J. G. Bell	Reviewing binder of documents provided by Davies' counsel; Reviewing motion materials to lift the CPL; Drafting correspondence regarding same; Attending meeting with S. Zweig and others to discuss same; Preparing for and attending conference call with B. Kofman and counsel for Kingsett; Speaking with counsel for the trustees	0.45
26/06/17	P. K. Bell	Research and analysis regarding motion for discharge of CPLs including potential requirement to pay security into court; Reviewing and analyzing motion record, factum and authorities of Rideau for same; Meeting with S. Zweig, J. Bell and J. Blinick regarding same; Conference call with Bennett Jones, KSV and others in respect of motion to discharge CPL and Receivership Application	0.35

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Date	Lawyer	Description	Hours
26/06/17	S. H. Zweig	Reviewing and commenting on revised 5th Report; Reviewing binder of materials from Dentons; Emails with KSV regarding same; Reviewing revised statement of claim; Revising Order; Call with N. Goldstein; Emails with DIP lender's counsel; Reviewing and revising Notice of Motion; Reviewing M. Beeforth letter; Reviewing draft letter and finalizing same; Meeting with internal team; Reviewing research regarding refusal	0.68
26/06/17	D. Afroz	Reviewing report and drafting Notice of Motion in respect of motion; Drafting other motion materials and compiling motion record for service and filing	0.87
26/06/17	K. Crocker	Conducting research into adding trust accounts to a Mareva injunction for J. Blinick; Call with J. Blinick; Conducting research	0.48
26/06/17	J. Blinick	Reviewing and considering motion record, factum and book of authorities for motion to discharge CPLs; Meeting with S. Zweig, J. Bell and P. Bell to discuss same and path forward; Reviewing and considering correspondence from counsel to J. Davies; Researching discrete legal issues relating to disclosure of source of funds for litigation defence; Email correspondence to J. Bell and S. Zweig regarding same; Reviewing affidavit of G. Harris filed in connection with CCAA proceeding; Email correspondence with S. Zweig and J. Bell regarding same; Discussions and email correspondence with real estate clerk, L. Stacey, regarding potential application to delete CPLs; Email correspondence with S. Zweig and J. Bell regarding same; Further email correspondence and discussions, internally and with KSV, regarding matter and discrete issues relating to same; Generally engaged in file	0.85
27/06/17	L. J. Klemens	Email from J. Blinick regarding assistance; Review transcript of J. Davies and list all undertakings, advisements and refusals of same; Speak with J. Blinick	0.42
27/06/17	J. Blinick	Email correspondence and discussions with J. Bell and S. Zweig; Reviewing and commenting on submissions for upcoming court attendance to oppose motion to delete CPLs; Email correspondence with real estate clerks regarding deletion of CPLs; Reviewing acknowledgment and direction to effect deletion of same; Emailing copy of same to B. Kofman; Reviewing and considering partial answers to undertakings given on J. Davies' cross-examination; Email correspondence to and from L. Klemens regarding preparation of undertakings, under advisements and refusals chart; Reviewing and revising same; Emailing copy of same to J. Bell and S. Zweig; Generally engaged in file	0.53
27/06/17	S. H. Zweig	Reviewing J. Bell draft submissions; Reviewing letter and documents from M. Beeforth; Attending at hearing; Meeting with J. Bell and P. Bell regarding litigation strategy; Various emails with B. Kofman and J. Bell regarding litigation issues	0.50
27/06/17	A. Terpoy-Heinemann	Updating e-reg applications to amend court order and changes to acknowledgment and direction; Forwarding same to L. Stacey	0.07

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Date	Lawyer	Description	Hours
27/06/17	J. G. Bell	Preparing for and attending application regarding appointment of receiver for the Rideau property and motion to lift the Certificate of Pending Litigation; Drafting correspondence regarding same; Meeting with S. Zweig and P. Bell to discuss litigation strategy going forward; Drafting correspondence regarding same; Reviewing documents	0.52
27/06/17	P. K. Bell	Meeting with J. Bell and S. Zweig regarding litigation claims; Receiving materials in respect of same	0.18
27/06/17	L. Stacey	Multiple emails to and from J. Blinick regarding documents for deleting certificates of pending litigation; Review, revise, finalize applications to delete litigation; Review, revise, finalize related acknowledgment and direction; Email documents to J. Blinick	0.12
28/06/17	J. G. Bell	Drafting correspondence regarding litigation strategy; Drafting correspondence regarding mareva materials	0.05
28/06/17	S. H. Zweig	Further emails with B. Kofman and J. Bell regarding litigation issues; Reviewing draft of 6th Report; Reviewing letter from M. Beeforth	0.18
28/06/17	J. Blinick	Email correspondence and discussions with S. Zweig and J. Bell; Reviewing and considering documents produced by J. Davies, including email correspondence with Tier 1 and Trust Corporations as well as pro formas for the projects of the Davies Developers; Reviewing Justice Myers' endorsement from motion to discharge lien and appoint receiver over Rideau property; Having transcript of endorsement prepared; Reviewing and revising same; Reviewing and revising Receiver's sixth report	0.73
29/06/17	J. Blinick	Revising Receiver's Sixth Report; Emailing copy of same to S. Zweig and J. Bell for review and comment; Drafting letter to M. Beeforth regarding document production proposal; Meeting with internal team regarding matter and path forward; Discussions with J. Bell regarding response to M. Beeforth; Revising response as per comments; Circulating revised copy of same; Generally engaged in file	0.47
29/06/17	S. H. Zweig	Reviewing B. Kofman email regarding email production; Meeting regarding litigation strategy; Reviewing J. Blinick comments on 6th Report and revising same; Reviewing draft letter to Dentons; Emails with A&B regarding upcoming motion	0.27
29/06/17	P. K. Bell	Meeting with internal team regarding litigation claims and strategy; Reviewing materials regarding same	0.08
29/06/17	J. G. Bell	Preparing for and meeting with S. Zweig and P. Bell to discuss litigation strategy going forward; Speaking with counsel for Davies; Drafting correspondence regarding KSV's 6th Report	0.13
30/06/17	J. G. Bell	Reviewing and revising KSV's sixth report; Drafting correspondence regarding same	0.15
30/06/17	S. Mosonyi	Meeting with J. Bell; Identifying relevant paragraph numbers in sixth report and highlighting relevant portions of transcript	0.47

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Jones**July 12, 2017
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Date	Lawyer	Description	Hours
30/06/17	S. H. Zweig	Reviewing B. Kofman comments on letter to Dentons, finalizing same and sending; Reviewing J. Bell comments on 6th Report and revising same; Call with J. Bell; Follow-up call with B. Kofman; Reviewing small claims court claim against TSI, and emails regarding same; Reviewing M. Beeforth letter; Call with J. Bell; Emails with KSV and J. Bell regarding same; Reviewing answers to undertakings	0.45
30/06/17	J. Blinick	Email correspondence to and from J. Bell	0.03
Total Hours			44.66
Professional Services			\$ 24,431.90

Timekeeper	Hours	Rate
J. G. Bell	5.51	\$ 660.00
P. K. Bell	2.44	630.00
J. D. van Gent	0.06	740.00
S. H. Zweig	13.66	680.00
J. Blinick	16.27	500.00
D. Afroz	0.87	460.00
S. Bernamoff	0.75	220.00
K. Crocker	2.83	220.00
S. Mosonyi	0.47	220.00
J. E. Odland	0.10	240.00
L. J. Klemens	0.42	340.00
L. Neilson	0.30	230.00
L. Stacey	0.24	400.00
A. Terpoy-Heinemann	0.66	225.00
C. Macdonald	0.08	230.00

Other Charges	
Court Filing Delivery Charge	\$ 11.34
Colour Photocopy Charges	3.00
Printing Charges	155.00
Colour Printing Charges	0.50
Library Computer Search - Quick Law	11.50
Photocopy Charges	29.00
Total Other Charges	\$ 210.34

Disbursements	
Courier Charges	\$ 4.31
Online Government Service Fees	47.16
Court Runner Courthouse Service Charge	3.33
Land Titles	9.33
Process Servers	122.67
Total Disbursements	186.80

Disbursements Incurred As Your Agent (Non-Taxable)

Courthouse Charges	\$	26.67
TeraView Filing Fee		12.32
Total Disbursements Incurred As Your Agent	\$	<u>38.99</u>

GST/HST \$ 3,227.78

TOTAL DUE \$ 28,095.81

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

Attention: **MR. BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: July 12, 2017
Invoice: 1180628

Remittance Statement

Professional Services	\$	24,431.90
Other Charges		210.34
Disbursements		186.80
Disbursements Incurred As Your Agent (Non-taxable)		38.99
Total Due before GST/HST	\$	<u>24,868.03</u>
GST/HST	\$	3,227.78
TOTAL Due in CAD	\$	<u>28,095.81</u>

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
ABA: 021000021, SWIFT Code: CHASUS33

Please include the invoice number on the wire.
Email notification may be sent to: bennettjoneseft@bennettjones.com

Remit by Credit Card (Visa or MasterCard):

Call an Accounts Receivable Specialist at
(403) 298-3137 or (403) 298-3164 with
your credit card number, expiry date, and
email address.

Due upon receipt. Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days.
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by visiting our offices in Calgary, Edmonton, Toronto or Ottawa.

GST/HST Number: 119346767

**THIS IS EXHIBIT "D" REFERRED TO IN THE
AFFIDAVIT OF SEAN H. ZWEIG
SWORN
THE 20th DAY OF NOVEMBER, 2018**

A handwritten signature in black ink, appearing to be 'S. H. Zweig', written over a horizontal line.

A Commissioner for taking affidavits, etc.

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

Attention: **MR. BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735,00007

Date: August 10, 2017
Invoice: 1184991

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	14,219.10
Other Charges		659.77
Disbursements		142.36
Disbursements Incurred As Your Agent (Non-taxable)		24.63
Total Due before GST/HST	\$	<u>15,045.86</u>
GST/HST	\$	1,952.76
TOTAL Due in CAD	\$	<u><u>16,998.62</u></u>

Due upon receipt. Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days.
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by writing our offices in Calgary, Edmonton, Toronto or Ottawa.

GST/HST Number: 119346767

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Date	Lawyer	Description	Hours
01/07/17	S. H. Zweig	Reviewing B. Kofman comment on 6th Report	0.07
01/07/17	J. Blinick	Email correspondence to and from J. Bell	0.02
02/07/17	J. Blinick	Email correspondence to and from J. Bell and S. Zweig	0.02
02/07/17	S. H. Zweig	Reviewing undertakings, and emails with J. Bell regarding same; Emails regarding litigation timing and strategy; Reviewing and commenting on revised 6th Report; Reviewing B. Kofman email regarding binder provided by Davies	0.37
02/07/17	J. G. Bell	Reviewing correspondence; Drafting correspondence	0.03
02/07/17	P. K. Bell	Research and analysis regarding litigation issues and next steps	0.07
03/07/17	J. G. Bell	Reviewing correspondence; Drafting correspondence	0.05
03/07/17	S. H. Zweig	Reviewing B. Kofman comments on Report; Reviewing and commenting on N. Goldstein turn of Report; Emails with B. Kofman and to Dentons regarding settlement proposal	0.23
03/07/17	J. Blinick	Email correspondence to and from S. Zweig and J. Bell	0.03
04/07/17	S. H. Zweig	Emails with Harris + Harris; Drafting letter to D. Nakelsky; Meeting with internal team regarding litigation strategy and matters; Call with M. Beeforth; Email to Receiver; Reviewing M. Beeforth letter and email; Various emails regarding email production received; Reviewing and commenting on statement of claim; Reviewing revised draft	0.47
04/07/17	J. G. Bell	Reviewing and revising 6th report; Meeting with internal team to discuss next steps in the litigation; Reviewing and revising statement of claim; Drafting correspondence regarding document review	0.18
04/07/17	P. K. Bell	Reviewing and analyzing materials in respect of potential litigation claims; Discussing same with J. Bell; Meeting with internal team regarding pending litigation and statement of claim issues	0.28
04/07/17	J. Blinick	Reviewing and considering J. Davies' and Aeolian's answers to undertakings; Revising Receiver's Sixth Report to incorporate pinpoints to cross-examination transcript and to implement other changes in light of recent developments; Emailing copy of same to S. Zweig and J. Bell; Meeting with internal team regarding path forward and discrete issues relating to same; Follow-up correspondence to B. Kofman regarding deletion of CPLs from title to Ottawa properties; Email correspondence with real estate clerk, L. Stacey, regarding same; Drafting statement of claim for action against J. Davies and Aeolian; Emailing copy of same to S. Zweig and J. Bell for review and comment; Further email correspondence with S. Zweig, J. Bell and B. Kofman regarding production of emails and review process; Email correspondence with litigation support, J. White and E. Fimio, regarding same; Generally engaged in file	0.78

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Date	Lawyer	Description	Hours
05/07/17	J. L. White	Uploading data received on usb key to server; Loading data and native files into Document Discovery database; preparing initial reports as requested by J. Blinick	0.40
05/07/17	L. Neilson	Ordering and obtaining Ontario profile report [REDACTED]	0.10
05/07/17	L. Stacey	Emails to and from J. Blinick; Review signed acknowledgment and direction and complete applications to delete litigation; Meeting/emails with J. van Gent to sign applications deleting certificates of pending litigation on Ottawa properties; Register and circulate applications deleting certificates of pending litigation	0.08
05/07/17	S. Mosonyi	[REDACTED]	0.22
05/07/17	S. H. Zweig	Emails with B. Kofman regarding litigation and related matters; Discussions regarding email review; Reviewing B. Kofman comments on 6th Report; Discussing timing of motion; Reviewing and commenting on form NDA; Reviewing revised statement of claim; Discussion with J. Blinick regarding same and reviewing further revised draft; Emails with Arizona counsel; Calls with N. Goldstein; Reviewing company ownership matrix	0.33
05/07/17	J. Blinick	Revising statement of claim for action against J. Davies and Aeolian as per B. Kofman's comments; Email correspondence with S. Zweig, J. Bell and B. Kofman regarding same; Instructing assistant regarding filing of same; Email correspondence and discussions, internally and with KSV, regarding document productions, document review and discrete issues relating to same; [REDACTED] Generally engaged in re	0.82
05/07/17	J. Blinick	Internal correspondence regarding deletion of CPLs and discontinuance of action	0.03
05/07/17	J. G. Bell	Drafting correspondence regarding document review; Reviewing materials; Meeting with J. Blinick regarding same	0.12
05/07/17	P. K. Bell	Research and analysis regarding potential causes of action and other legal issues in respect of potential litigation claims; Correspondence with J. Bell regarding same; Drafting correspondence regarding research issues	0.12
05/07/17	J. D. van Gent	Attending to discharge of certificates of pending litigation	0.05
06/07/17	P. K. Bell	Reviewing and revising draft statement of claim; Researching and analyzing legal issues in respect of same including causes of action and requisite elements of same	0.57
06/07/17	S. Mosonyi	Research on duty of care question; Summarizing relevant cases and communicating findings to P. Bell	1.82

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Date	Lawyer	Description	Hours
06/07/17	S. H. Zweig	Correspondence regarding email review; Reviewing M. Beeforth email regarding settlement framework, and discussions regarding same; Reviewing email from M. Beeforth with additional information; Emails with Arizona counsel; Reviewing and commenting on statement of claim; Emails regarding Davies statement of claim	0.28
06/07/17	L. Neilson	Ordering and obtaining 2 Ontario profile reports and 1 business names report	0.07
06/07/17	J. L. White	Attending to various database tasks;	0.25
06/07/17	J. Blinick	Internal correspondence and discussions regarding document review and discrete issues relating to same; [REDACTED] Emailing copy of same to S. Zweig and J. Bell for review and comment; Drafting materials for expanded Mareva injunction; Email correspondence with process server regarding filing of claim for action against J. Davies and Aeolian; Email correspondence, internally and with KSV, regarding same; Generally engaged in file	0.73
06/07/17	T. Z. Iwamoto	Modifying DAT files and load files to ingest into electronic database program; Extracting text from 80,000 records and re-extracting them for searching purposes;	1.17
07/07/17	T. Z. Iwamoto	Ensuring that the data integrity was in tact by running numerous utility tasks and indexing tasks; Processing the remainder of the documents to be extracted via Eclipse administrator;	0.58
07/07/17	J. Blinick	Internal email correspondence and discussions regarding document database, review and discrete issues relating to same; Drafting materials for expanded Mareva injunction; Emailing copies of same to S. Zweig, J. Bell and P. Bell for review and comment; Generally engaged in file	1.03
07/07/17	S. H. Zweig	Emails with B. Kofman and M. Beeforth regarding settlement proposal; Call with N. Goldstein regarding Arizona property; Reviewing and commenting on revised 6th Report	0.22
07/07/17	J. D. van Gent	Email from L. Stacey forwarding acknowledgement and direction with respect to electronic registration of application to partially discharge subject to instrument; Facilitating execution and delivery of same	0.02
07/07/17	E. Pimio	Performing analytics; Database management; Email exchange with J. Bell and J. Blinick	0.33
07/07/17	A. Terpoy-Heinemann	Drafting acknowledgment and direction and forwarding same to L. Stacey	0.05
09/07/17	J. Blinick	Email correspondence to and from B. Kofman, S. Zweig and J. Bell	0.05
09/07/17	S. H. Zweig	Reviewing P. Bell comments on factum; Multiple emails with Receiver; Reviewing and commenting on Mareva litigation materials	0.30
09/07/17	P. K. Bell	Drafting and reviewing correspondence regarding draft statement of claim and legal issues in respect of causes of action	0.07

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Date	Lawyer	Description	Hours
10/07/17	E. Fimio	Correspondence with J. Blinick; Facilitating remote access to Eclipse; Meeting with J. Blinick	0.13
10/07/17	S. H. Zweig	Reviewing J. Bell comments on statement of claim; Multiple discussions with N. Goldstein; Reviewing correspondence regarding email review; Discussions with Receiver and internally regarding breach of Mareva Order; Two calls with M. Beeforth regarding same; Emails with Receiver regarding same; Reviewing revised statement of claim and J. Bell comments on same	0.42
10/07/17	J. G. Bell	Reviewing and revising statement of claim; Drafting correspondence regarding same; Speaking with S. Zweig and J. Blinick regarding Davies' listing of his residence	0.20
10/07/17	J. Blinick	Email correspondence and discussions, internally and with KSV, regarding matter and discrete issues relating to same; Revising statement of claim for action against all parties; Emailing copy of same to S. Zweig, J. Bell and P. Bell for review and comment; Reviewing and considering further comments on same; Revising motion materials for expanded and extended Mareva injunction as per comments; Generally engaged in file	0.75
11/07/17	J. G. Bell	Reviewing correspondence; Drafting correspondence; Reviewing and revising updated Mareva injunction materials	0.12
11/07/17	P. K. Bell	Reviewing revised Statement of Claim and correspondence and expanded Mareva materials	0.13
11/07/17	J. Blinick	Email correspondence and discussions, internally and with KSV, regarding matter and discrete issues relating to same; Revising sixth report; Emailing copy of same to S. Zweig and J. Bell for review and comment; Further revising report as per comments and circulating copy of same; Revising statement of claim as per comments from S. Zweig and J. Bell; Emailing copy of same to S. Zweig and J. Bell for further review and comment; Further revising claim as per comments and circulating copy of same; Revising motion materials as per comments from S. Zweig and J. Bell; Emailing copies of same to S. Zweig and J. Bell for review and comment; Further revising materials as per comments and circulating copies of same; Instructing assistant regarding preparation of motion record and filing of materials; Performing preliminary review of bank statements for the Davies Arizona Trust's bank account with JP Morgan Chase; Drafting order for leave to amend pleading to add parties; Generally engaged in file	0.88
11/07/17	S. H. Zweig	Reviewing and commenting on revised Sixth Report; Emails with B. Kofman and J. Bell regarding Davies' house; Call with M. Beeforth; Reviewing and commenting on revised draft claim; Reviewing revised drafts of Mareva materials; Preliminary review of JPM Chase statements; Reviewing J. Bell comments on Mareva materials, and reviewing revised drafts	0.58

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Date	Lawyer	Description	Hours
12/07/17	S. H. Zweig	Reviewing settlement proposal from M. Beeforth, and discussions regarding same; Reviewing revised 6th Report; Reviewing KSV comments on Notice of Motion; Discussions regarding same; Reviewing AMEX statements	0.28
12/07/17	P. K. Bell	Reviewing factum for expanded Mareva; Correspondence regarding same	0.15
12/07/17	K. Crocker	Preparing a Book of Authorities and updating factum citations for J. Blinick	0.55
12/07/17	E. Fimlo	Meeting with J. Blinick; Preparing documents for delivery to client; Reviewing analytics	0.08
12/07/17	J. G. Bell	Reviewing correspondence; Reviewing and revising materials; Drafting correspondence regarding same	0.07
12/07/17	J. Blinick	Internal correspondence and discussions; Reviewing and considering correspondence from opposing counsel and KSV; Reviewing and commenting on 6th report; Email correspondence to and from S. Zweig regarding same; Revising motion materials as per comments from KSV; Discussions with S. Zweig regarding discrete issues relating to same; Finalizing motion materials; Assembling book of authorities; Preparing materials for service and filing; Generally engaged in file	0.77
13/07/17	J. L. White	Attending to various database tasks;	0.13
13/07/17	J. G. Bell	Drafting correspondence regarding next steps; Preparing for and attending conference call with Davies' counsel; Speaking with S. Zweig regarding same	0.10
13/07/17	S. H. Zweig	Reviewing final motion record; Emails regarding statement of claim; Call with M. Beeforth	0.13
13/07/17	J. Blinick	Having materials served on all parties and filed with court; Email correspondence, internally and with KSV, regarding same; Email correspondence to and from M. Beeforth regarding service of statement of claim; Internal correspondence regarding document productions, email threading and discrete issues relating to same	0.20
14/07/17	J. Blinick	Phone call with P. Matukas at Harris + Harris LLP; Internal correspondence regarding same; Delivering follow-up correspondence to P. Matukas to confirm non-appearance and position on motion; Reviewing response from P. Matukas regarding same; Reviewing and considering responding affidavit of J. Davies; Internal correspondence and correspondence with opposing counsel and KSV regarding same and path forward	0.18
14/07/17	S. H. Zweig	Discussion with internal team regarding Greg Harris and Mareva motion; Reviewing Davies' Affidavit; Multiple discussions regarding same and reviewing underlying agreements in connection with same	0.23

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Date	Lawyer	Description	Hours
14/07/17	J. G. Bell	Reviewing materials provided by Davies' counsel; Speaking with Davies counsel regarding upcoming Mareva order extension and sale of Rideau property; Drafting correspondence regarding same; Speaking with S. Zweig regarding file; Preparing for argument on Mareva extension	0.25
14/07/17	J. L. White	Attending to various database tasks;	0.15
15/07/17	S. H. Zweig	Emails with Dentons regarding upcoming motion; Emails with J. Bell regarding same	0.07
16/07/17	J. Blinick	Having copies of order and relevant email correspondence printed and organized for upcoming court attendance; Email correspondence to and from J. Bell regarding same	0.05
17/07/17	S. H. Zweig	Emails and call with J. Bell; Preparing for hearing; Attending Mareva motion; Discussion with J. Blinick regarding revised Order and next steps; Reviewing and commenting on revised Order; Calls with M. Beeforth; Emails with AZ counsel; Reviewing letters to banks regarding freeze order; Emails with GT, AB and Chaitons regarding Mareva update; Further emails with AZ counsel	0.70
17/07/17	J. G. Bell	Preparing for and attending motion to extend Mareva; Drafting submissions for same; Speaking with S. Zweig regarding same; Drafting correspondence regarding same; Reviewing evidence provided by Davies; Meeting with J. Blinick to discuss implementation of extended Mareva injunction; Drafting correspondence regarding response received from banks	0.65
17/07/17	J. Blinick	Email correspondence and discussions with J. Bell and S. Zweig regarding upcoming court attendance; Discussions with J. Bell and S. Zweig regarding attendance and next steps; Reviewing Justice Myers' endorsement; Revising order in accordance with same; Emailing copy of same to J. Bell and S. Zweig for review and comment; Making further revisions to same as per comments; Email correspondence with opposing counsel regarding same and scheduling of return date; Drafting letter to Justice Myers; Reviewing and revising memo to process server; Having order issued and entered; Having order served on parties and banks; Email correspondence and discussions with J. Bell, S. Zweig, KSV and banks regarding same; Emailing issued and entered order to US counsel and corresponding with US counsel regarding discrete issues relating to same; Generally engaged in file	0.60
18/07/17	L. Neilson	Ordering and obtaining Ontario profile report, business names list and British Columbia profile report	0.07
18/07/17	J. Biener	Email from J. Blinick regarding subsearch [REDACTED] Vumap search and Teraview subsearch regarding Parcel Register; Email to J. Blinick regarding subsearch results; Email from J. Blinick [REDACTED] Teraview subsearch regarding Transfer; [REDACTED]	0.08

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Date	Lawyer	Description	Hours
18/07/17	E. Fimio	Meeting and telephone call with J. Blinick; Correspondence and telephone call with K. Bousquet; Requesting skip trace; Reviewing documents	0.10
18/07/17	S. H. Zweig	Emails regarding TD accounts; Emails with Receiver regarding Arizona issue; Discussion with B. Kofman; Call with M. Beeforth; Reviewing various correspondence in connection with freeze order; Drafting form of release for accessing property; Emails with Arizona counsel	0.25
18/07/17	J. Blinick	Discussions and email correspondence with process server, G. Harris and P. Matukas regarding service of order on G. Harris and related matters; Discussions and email correspondence with banks regarding freeze order and discrete issues relating to same; [REDACTED] Email correspondence to and from real estate and litigation clerks regarding same; Further correspondence with banks regarding same; Email correspondence with S. Zweig, J. Bell and Arizona counsel regarding domestication of freeze order in US; Generally engaged in file	0.48
19/07/17	J. Blinick	Email correspondence to and from S. Zweig; Phone calls with TD Bank regarding production of records and discrete issues relating to same; Reviewing correspondence from TD Bank and enclosed account records for Mr. and Ms. Davies as well as the Davies Family Trust; Organizing same; Emailing same to KSV, S. Zweig and J. Bell; Further correspondence to and from KSV, S. Zweig and J. Bell regarding same; Phone calls with TD Bank to obtain production of further records, including printed cheques relating to deposits and withdrawals as well as account statements as issued to clients; Phone calls and email correspondence with various banks regarding freeze order and discrete issues relating to same	0.27
19/07/17	S. H. Zweig	Emails regarding Davies' house; Call with Arizona counsel; Follow-up discussions with each of J. Bell, M. Beeforth and N. Goldstein; Reviewing statements from TD	0.23
19/07/17	J. G. Bell	Preparing for and attending conference call with US counsel to discuss registering the Mareva order on the Arizona property; Speaking with S. Zweig regarding same; Speaking with counsel for J. Davies regarding potential consent to same; Drafting correspondence regarding same; Reviewing correspondence from banks regarding assets; Speaking with J. Blinick regarding same	0.15
20/07/17	E. Fimio	Preparing documents for delivery to client for review	0.12
20/07/17	S. H. Zweig	Call with N. Goldstein; Emails with M. Beeforth regarding Arizona property; Reviewing Harris affidavit	0.08
20/07/17	J. Blinick	Email correspondence and discussions with banks, S. Zweig and J. Bell	0.15

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Date	Lawyer	Description	Hours
21/07/17	S. H. Zweig	Meeting with Receiver and J. Bell regarding litigation strategy; Reviewing bank account information from TD; Discussions regarding litigation timetable; [REDACTED] Multiple discussions regarding potential sale of Davies' home; Reviewing appraisal	0.28
21/07/17	J. G. Bell	Preparing for and attending meeting with B. Kofman, N. Goldstein and S. Zweig to discuss litigation strategy and other matters; Drafting correspondence regarding same	0.20
21/07/17	E. Fimio	Correspondence with J. Bell and S. Zweig; Preparation of documents for KSV	0.07
22/07/17	S. H. Zweig	Emails with M. Beeforth regarding litigation schedule	0.05
24/07/17	J. Blinick	Meeting with S. Zweig and J. Bell regarding memorandum addressing potential claims against parties; Drafting same; Reviewing and considering credit card statements produced by TD Bank; Circulating copies of same; Reviewing and considering asset and liability statements of J. Davies and Trusts; Reviewing and considering email correspondence to and from opposing counsel; Generally engaged in file	0.55
24/07/17	J. G. Bell	Preparing for and attending meeting with S. Zweig and J. Blinick regarding global litigation claim and involving the trust companies	0.07
24/07/17	S. H. Zweig	Meeting with J. Bell and J. Blinick regarding memo to be prepared; Multiple emails with M. Beeforth and B. Kofman regarding 24 Country Club residence; Call with M. Beeforth regarding same; Discussion with N. Goldstein regarding broker issue; Reviewing additional account information from TD; Reviewing email from M. Beeforth, including supporting documentation for Moskowitz mortgage; Reviewing draft recovery analysis and discussion with N. Goldstein regarding same; Emails with AZ counsel; Reviewing affidavits from Mr. and Ms. Davies	0.45
25/07/17	S. H. Zweig	Further discussions regarding potential sale of Davies' house; Discussions regarding Arizona matters; Reviewing draft memo regarding litigation strategy and next steps	0.20
25/07/17	J. Blinick	Drafting memorandum regarding potential claims against parties, litigation strategy and path forward; Emailing copy of same to S. Zweig and J. Bell for review and comment	0.77
26/07/17	J. Blinick	Email correspondence to and from S. Zweig and J. Bell regarding memorandum outlining potential claims and litigation strategy; Revising memorandum as per comments; Circulating revised copy of same for further review and comment; Reviewing and considering correspondence to and from KSV, Arizona counsel, M. Beeforth, S. Zweig and J. Bell	0.30
26/07/17	S. H. Zweig	Reviewing J. Bell comments on litigation memo; Emails with B. Kofman regarding Moskowitz mortgage, and considering same; Reviewing and commenting on revised draft of litigation memo; Call with N. Goldstein; Various emails with AZ counsel, and discussions with KSV regarding same; Considering Harris issue, and emails regarding same	0.27

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Date	Lawyer	Description	Hours
26/07/17	J. G. Bell	[REDACTED]	0.08
27/07/17	S. H. Zweig	Emails with B. Kofman and internal team regarding litigation matters; Reviewing KSV comments on litigation memo; Emails with J. Blinick regarding appraiser matters; Calls with N. Goldstein; Reviewing and revising revised memo; Reviewing B. Kofman comments on same and further revising same; Various emails with M. Beeforth regarding sale of house; Call with J. Nemers	0.45
27/07/17	J. Blinick	[REDACTED] Email correspondence with S. Zweig and J. Bell regarding memorandum on litigation strategy and path forward; Revising memorandum as per J. Bell's comments; Revising memorandum as per KSV's comments; Circulating revised copy of same	0.37
28/07/17	S. H. Zweig	Various emails and call with B. Kofman regarding sale of 24 Country Club; Reviewing delegation agreements; Reviewing Davies Affidavit, and discussions regarding same; Emails with FSCO	0.33
30/07/17	S. H. Zweig	Emails with B. Kofman regarding various matters, and considering related issues	0.23
31/07/17	S. H. Zweig	Emails regarding email review; Reviewing B. Kofman notes on Davies Affidavit, and further reviewing same	0.28
31/07/17	E. Fimio	Correspondence with J. Blinick; Database administration	0.12
31/07/17	J. Blinick	Email correspondence with S. Zweig; Having targeted searches performed in database [REDACTED] Further correspondence with S. Zweig and KSV regarding same; Having USB of relevant documents prepared; Drafting cover letter to KSV enclosing copy of same; Having same delivered to KSV; Email correspondence to KSV regarding same; Reviewing and considering affidavit of J. Davies and comments from KSV relating to same	0.30

Total Hours	28.31
Professional Services	\$ 14,219.10

Timekeeper	Hours	Rate
J. G. Bell	2.27	\$ 660.00
P. K. Bell	1.39	630.00
J. D. van Gent	0.07	740.00
S. H. Zweig	7.78	680.00
J. Blinick	10.13	500.00
J. L. White	0.93	210.00
K. Crocker	0.55	220.00
S. Mosonyi	2.04	220.00
T. Z. Iwamoto	1.75	215.00
J. Biener	0.08	340.00

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Jones**August 10, 2017
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Timekeeper	Hours	Rate
L. Neilson	0.24	230.00
E. Fimio	0.95	180.00
L. Stacey	0.08	400.00
A. Terpoy-Heinemann	0.05	225.00

Other Charges	
Colour Photocopy Charges	\$ 11.41
Printing Charges	178.25
Library Computer Search	73.91
Fax Charges	2.50
Library Computer Search - Quick Law	9.16
Photocopy Charges	384.54
Total Other Charges	\$ 659.77

Disbursements	
Search and Service Fees	\$ 9.16
Courier Charges	7.13
Online Government Service Fees	28.58
Land Titles	17.08
Process Servers	80.41
Total Disbursements	142.36

Disbursements Incurred As Your Agent (Non-Taxable)	
TeraView Filing Fee	\$ 24.63
Total Disbursements Incurred As Your Agent	\$ 24.63

GST/HST \$ 1,952.76
TOTAL DUE \$ 16,998.62

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

Attention: **MR. BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: August 10, 2017
Invoice: 1184991

Remittance Statement

Professional Services	\$	14,219.10
Other Charges		659.77
Disbursements		142.36
Disbursements Incurred As Your Agent (Non-taxable)		24.63
Total Due before GST/HST	\$	<u>15,045.86</u>
GST/HST	\$	1,952.76
TOTAL Due in CAD	\$	<u><u>16,998.62</u></u>

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
ABA: 021000021, SWIFT Code: CHASUS33

Please include the Invoice number on the wire.
Email notification may be sent to: bennettjonaseft@bennettjones.com

Remit by Credit Card (Visa or MasterCard):

Call an Accounts Receivable Specialist at
(403) 298-3137 or (403) 298-3164 with
your credit card number, expiry date, and
email address.

Due upon receipt. Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days.
We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com or contact our Privacy Officer
by visiting our offices in Calgary, Edmonton, Toronto or Ottawa.

GST/HST Number: 119346757

**THIS IS EXHIBIT "E" REFERRED TO IN THE
AFFIDAVIT OF SEAN H. ZWEIG
SWORN
THE 20th DAY OF NOVEMBER, 2018**



A Commissioner for taking affidavits, etc.

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

Attention: **MR. BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: September 12, 2017
Invoice: 1188755

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	20,116.40
Other Charges		256.86
Disbursements		418.61
Disbursements Incurred As Your Agent (Non-taxable)		3.66
Total Due before GST/HST	\$	<u>20,795.53</u>
GST/HST	\$	2,702.94
TOTAL Due in CAD	\$	<u><u>23,498.47</u></u>

Due upon receipt. Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days.
We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com or contact our Privacy Officer
by writing our offices in Calgary, Edmonton, Toronto or Ottawa.

GST/HST Number: 119348767

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Date	Lawyer	Description	Hours
01/08/17	J. G. Bell	Reviewing responding materials filed by J. Davies for motion to extend the Mareva injunction; Reviewing correspondence regarding same; Attending conference call with B. Kofman and others to discuss reply materials; Reviewing appraisals and other information provided by J. Davies; Preparing for and attending meeting with Grant Thornton and Aird & Berlis to discuss litigation strategy	0.63
01/08/17	E. Fimio	Conference call with N. Goldstein regarding Eclipse	0.07
01/08/17	J. Blinick	Conference call with B. Kofman, N. Goldstein, S. Zweig and J. Bell regarding injunction motion and discrete issues relating to same; Further internal discussions regarding same and path forward; Drafting 7 report in reply to affidavit of J. Davies sworn July 27, 2017; Ongoing email correspondence to and from B. Kofman, N. Goldstein, S. Zweig and J. Bell; Coordinating scheduling of examination; Generally engaged in file	1.13
01/08/17	S. H. Zweig	Reviewing LSUC rules in connection with reporting, and discussing same; Call with KSV and internal team regarding Davies Affidavit; Discussion with J. Bell and J. Blinick regarding Reply Report; Various emails with B. Kofman in connection with same and working on same; Reviewing various Davies produced emails; Preliminary review of appraisals; Emails regarding appraisals; Reviewing recovery analysis; Calls with N. Goldstein; Long meeting with KSV, GT, AB and Chaitons regarding litigation strategy	0.95
02/08/17	S. H. Zweig	Various emails throughout day with KSV regarding litigation issues and matters for Reply Report; Reviewing additional emails Davies produced; Calls with N. Goldstein; Reviewing and commenting on draft Reply Report; Reviewing revised Report; Call with J. Bell and J. Blinick regarding same; Reviewing further revised Report	0.63
02/08/17	J. Blinick	Email correspondence, internally and with KSV, regarding matter and discrete issues relating to same; Drafting supplement to 6th report; Emailing copy of same to J. Bell and S. Zweig for review and comment; Revising same as per J. Bell's and S. Zweig's comments; Discussions and email correspondence with S. Zweig and J. Bell regarding same; Making further revisions to report as per discussions and correspondence; Circulating further revised draft of same; Drafting notices of examination and cover letter serving same; Email correspondence to and from L. Stacey; Email correspondence to and from E. Fimio; Generally engaged in file	0.65
02/08/17	J. G. Bell	Reviewing and revising draft Receiver's report; Drafting correspondence regarding same; Speaking with S. Zweig and J. Blinick regarding same	0.12
02/08/17	E. Fimio	Correspondence with J. Blinick regarding review set of documents; Database administration	0.08

Date	Lawyer	Description	Hours
03/08/17	J. G. Bell	Drafting correspondence to Harris + Harris LLP; Drafting internal correspondence regarding same; Meeting with J. Blinick to discuss cross-examinations of John and Judith Davies; Reviewing materials for same; Reviewing materials regarding Harris + Harris LLP's and individual lawyers' conduct	0.27
03/08/17	R. Sharfuddin	Attending at Commercial List to have Order entered	0.10
03/08/17	S. H. Zweig	Emails with M. Beeforth regarding litigation timetable; [REDACTED] [REDACTED] Reviewing notices of examination; [REDACTED]; Calls with N. Goldstein; Reviewing and commenting on KSV comments on Report	0.33
04/08/17	S. H. Zweig	Various emails regarding Report; Reviewing and commenting on revised draft; [REDACTED] Working on Report and related matters; Call with KSV and J. Bell; Calls with N. Goldstein; [REDACTED]	0.60
04/08/17	J. Blinick	Reviewing and revising supplement to sixth report; Making further revisions to report as per S. Zweig's and J. Bell's comments; Emailing copy of same to KSV; [REDACTED] [REDACTED] Generally engaged in file	0.55
04/08/17	J. G. Bell	Reviewing and revising supplement to the Receiver's Sixth Report; Drafting correspondence regarding same; [REDACTED] [REDACTED] Drafting correspondence regarding same, Reviewing materials for cross-examination of J. Davies; Meeting with J. Blinick regarding same; Drafting correspondence regarding same	0.28
07/08/17	J. G. Bell	Reviewing and revising supplement to Receiver's sixth report; Drafting correspondence regarding same	0.10
07/08/17	J. Blinick	Email correspondence to and from S. Zweig, B. Kofman and N. Goldstein; Reviewing and considering revisions to supplement to sixth report; Organizing all appendices to report; Emailing copies of same to KSV	0.43
07/08/17	S. H. Zweig	Reviewing and commenting on revised Report; Reviewing and commenting on further draft; Reviewing appendices for Report	0.45
08/08/17	J. Blinick	Email correspondence to and from J. Bell; Preparing outline for upcoming cross-examination of J. Davies; Emailing copy of same to J. Bell and S. Zweig; Preparing binder of documents for same; Reviewing revised report; Meeting with B. Kofman, N. Goldstein, S. Zweig and J. Bell to discuss upcoming examination and other discrete issues relating to matter; Email correspondence and phone call with M. Beeforth; Drafting cover letters and having report served on parties and filed with court; Discussions and email correspondence with J. Bell, S. Zweig and B. Kofman regarding discrete issues relating to upcoming examination; Gathering and organizing additional documents for same; Generally engaged in file	0.95

Date	Lawyer	Description	Hours
08/08/17	S. H. Zweig	Emails and calls throughout day in connection with finalizing Supplemental 6th Report, and reviewing multiple drafts of same; Various emails throughout day in connection with upcoming examinations; Emails with FSCO; Meeting with J. Bell and KSV to prepare for upcoming examinations; Various discussions with internal team throughout day; Emails with A&B regarding draft letter	0.62
08/08/17	J. G. Bell	Reviewing Davies materials; Reviewing and revising outline of cross-examination of J. Davies; Drafting correspondence regarding same; Preparing for and attending meeting with B. Kofman, N. Goldstein and others to discuss cross-examination and preparation for same;	0.68
09/08/17	J. G. Bell	Drafting cross-examinations of John and Judith Davies; Conducting cross-examinations of John and Judith Davies; Drafting correspondence regarding same; Preparing for and attending conference call with Grant Thornton and Aird & Berlis to discuss same; Reviewing and revising letter re. G. Harris' involvement in scheme	0.90
09/08/17	S. H. Zweig	Attending examinations; [REDACTED] Call with A&B and GT to update on examinations; [REDACTED] Emails with I. Aversa	0.73
09/08/17	J. Blinick	Email correspondence and discussions with J. Bell regarding upcoming examination; [REDACTED]	0.20
10/08/17	S. H. Zweig	Emails with B. Kofman	0.02
11/08/17	S. H. Zweig	[REDACTED]	0.02
11/08/17	J. Blinick	[REDACTED]; Emailing same to J. Bell and S. Zweig; Discussions with J. Bell regarding upcoming motion, factum in support of same and discrete issues relating to same	0.15
12/08/17	S. H. Zweig	Emails with KSV	0.05
14/08/17	S. H. Zweig	Emails with KSV and internal team regarding litigation matters; [REDACTED]; Reviewing interrogatories from defendants; Considering same and discussing same; [REDACTED]	0.33
14/08/17	J. Blinick	Reviewing and considering transcript of cross-examination of J. Davies; Drafting factum in support of upcoming motion for interlocutory injunctive and related relief; Reviewing and considering correspondence from Aird & Berlis [REDACTED]; Reviewing and considering correspondence from opposing counsel setting out written interrogatories; Email correspondence to and from S. Zweig and J. Bell; Generally engaged in file	1.07

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Date	Lawyer	Description	Hours
15/08/17	J. Blinick	Email correspondence to and from J. Bell and S. Zweig; [REDACTED] Drafting factum in support of upcoming motion for injunctive relief; Emailing copy of same to S. Zweig and J. Bell	0.48
15/08/17	J. G. Bell	Reviewing transcript of cross-examination: [REDACTED] [REDACTED] reviewing and revising factum for mareva motion; Drafting correspondence regarding same	0.28
15/08/17	S. H. Zweig	[REDACTED] Reviewing and commenting on draft factum	0.25
16/08/17	S. H. Zweig	Various emails with J. Bell and J. Blinick; Reviewing J. Bell comments on factum; Reviewing and commenting revised draft; Call with N. Goldstein; Discussions with B. Kofman regarding factum; Reviewing and discussing B. Kofman comments; Reviewing APS for Davies' home and draft Order; Discussions with KSV regarding same; Emails with M. Beeforth; Reviewing and commenting on draft responses to interrogatories	0.60
16/08/17	J. Blinick	Internal email correspondence and discussions; Revising factum to incorporate S. Zweig's and J. Bell's comments; Emailing copy of same to B. Kofman and N. Goldstein; Email correspondence to and from B. Kofman regarding same; Reviewing and considering correspondence from M. Beeforth and enclosed Order relating to lifting of Mareva to allow for sale of residence; Internal correspondence regarding same; Reviewing and considering written interrogatories; Drafting answers to same; Emailing copy of same to J. Bell and S. Zweig; Instructing assistant regarding preparation of supplementary motion record; Generally engaged in file	0.88
16/08/17	J. G. Bell	Reviewing and revising factum for Mareva motion; Drafting correspondence regarding same; Reviewing materials related to the sale of J. Davies' house; Speaking with S. Zweig regarding same; Reviewing correspondence regarding same	0.23
17/08/17	J. Blinick	Ongoing email correspondence to and from S. Zweig, J. Bell, KSV and Aird and Berlis regarding matter and discrete issues relating to same; [REDACTED]; Revising factum; Drafting Order; Revising answers to written interrogatories; Circulating copies of all materials; Preparing supplementary motion record; Generally engaged in file	1.05
17/08/17	J. G. Bell	[REDACTED] Reviewing and revising factum for the mareva injunction; [REDACTED]; Reviewing and revising answers to written questions from Davies; Reviewing and revising form of order; Speaking with J. Blinick regarding same	0.27

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Date	Lawyer	Description	Hours
17/08/17	S. H. Zweig	[REDACTED] Reviewing and commenting on revised factum; Reviewing and commenting on draft Mareva Order; Reviewing revised interrogatories; Discussions with J. Blinick; Working on factum; Emails regarding Mintz issues; Call with N. Goldstein regarding same	0.45
17/08/17	J. D. van Gent	Office conference with S. Zweig to discuss background to property and scope of agreement of purchase and sale; Reviewing relevant court orders; Conducting subsearch of title; Drafting form of agreement of purchase and sale	1.50
17/08/17	S. H. Zweig	Discussion with N. Goldstein and drafting language for further Colliers listing agreement; Meeting with J. van Gent regarding form APS and email with certain information	0.20
18/08/17	S. H. Zweig	Reviewing and revising draft form APS	0.40
18/08/17	S. H. Zweig	Reviewing B. Kofman comments on factum; Emails with M. Beeforth regarding home sale; Reviewing supplementary motion record; Call with N. Goldstein	0.15
18/08/17	J. G. Bell	Speaking with J. Blinick regarding issues related to filing motion; [REDACTED] Reviewing and revising factum for upcoming mareva motion; Drafting correspondence regarding same	0.25
18/08/17	J. Blinick	Email correspondence and discussions internally and with KSV and Aird and Berlis; Revising and finalizing factum; Finalizing supplementary motion record; Drafting cover letters enclosing materials for service; Having materials served on parties and filed with court; Finalizing letters and appendices to LSUC and G. Harris; Delivering same; Generally engaged in file	0.40
19/08/17	S. H. Zweig	Call with N. Goldstein regarding answers to undertakings	0.05
20/08/17	S. H. Zweig	Reviewing and commenting on KSV comments to answers to undertakings; [REDACTED]	0.18
21/08/17	S. H. Zweig	Working on answers to undertakings and various discussions in connection with same; Emails with J. Blinick regarding next steps; [REDACTED] Reviewing and commenting on amended claim; Emails with KSV regarding issue raised by broker	0.33

Date	Lawyer	Description	Hours
21/08/17	J. Blinick	Email correspondence and discussions internally and with KSV; Revising and finalizing answers to written interrogatories; Preparing USB to be enclosed with same; Drafting cover letter to opposing counsel enclosing same; Serving same on Dentons; Emailing same to GT and Aird and Berlis; Email correspondence to and from D. Goldband of GT regarding same; Drafting fresh as amended statement of claim; Addressing discrete scheduling issues relating to upcoming motion; [REDACTED] Generally engaged in file	0.60
21/08/17	J. G. Bell	Reviewing and revising answers to interrogatories; Drafting correspondence regarding same; Speaking with counsel for Harris & Harris LLP; Drafting correspondence regarding same	0.13
22/08/17	J. Blinick	Reviewing and considering S. Zweig's comments on amended claim; Revising same; Email correspondence to and from S. Zweig and J. Bell regarding same; Reviewing and considering J. Bell's comments on amended claim; Making further revisions to same; Email correspondence to and from D. Goldband; Generally engaged in file	0.32
22/08/17	J. G. Bell	Reviewing and revising amended statement of claim; Drafting correspondence regarding same; Drafting correspondence regarding strategy going forward	0.22
22/08/17	F. Abele	Receiving instructions for new agreement of purchase and sale forms from S. Zweig; Preparing new APS forms	0.08
22/08/17	S. H. Zweig	Emails regarding from APSs; Emails regarding Cane correspondence; Reviewing and commenting on draft revised statement of claim; Emails regarding sale of Davies' home; Reviewing J. Bell comments on statement of claim; Emails with F. Abele regarding further APSs to be drafted	0.25
23/08/17	S. H. Zweig	[REDACTED] Reviewing and commenting on further revised statement of claim	0.08
23/08/17	J. G. Bell	Reviewing and revising amended form of statement of claim; Drafting correspondence regarding same; [REDACTED]	0.08
23/08/17	J. Blinick	Revising fresh as amended statement of claim; Circulating copy of same internally; Internal email correspondence regarding same; Making further revisions to same; Emailing copy of same to KSV; Addressing discrete administrative issues relating to upcoming motion; [REDACTED]	0.30

Date	Lawyer	Description	Hours
24/08/17	J. Blinick	Reviewing and considering correspondence from opposing counsel regarding upcoming attendance to lift Mareva to allow for sale of property; Meeting with J. Bell and S. Zweig to discuss same and other discrete issues relating to matter; [REDACTED]	0.47
24/08/17	J. G. Bell	[REDACTED] Meeting with J. Blinick and S. Zweig to discuss next steps; Reviewing and revising amended claim;	0.38
24/08/17	[REDACTED]	[REDACTED]	0.07
24/08/17	S. H. Zweig	Reviewing GT motion record; [REDACTED] [REDACTED] Various emails and discussions regarding sale of Davies' home and potential emergency motion; [REDACTED]	0.38
25/08/17	S. H. Zweig	Emails regarding Davies Developers' investigation; Emails regarding Cane correspondence; Reviewing KSV comments on statement of claim; Reviewing B. Kofman email regarding next steps; Meeting with J. Bell and J. Blinick; Various emails with KSV; [REDACTED] [REDACTED] Reviewing revised statement of claim; [REDACTED] [REDACTED] Reviewing materials filed by Davies, and emails regarding same; Reviewing revised statement of claim	0.67
25/08/17	J. G. Bell	Drafting correspondence regarding various issues; Meeting with S. Zweig and J. Blinick to discuss revised claim and issues arising from Mareva; Reviewing and revising statement of claim; [REDACTED] [REDACTED] Reviewing factum filed by J. Davies for Mareva motion	0.32

Date	Lawyer	Description	Hours
25/08/17	J. Blinick	Internal discussions and correspondence regarding matter and discrete issues relating to same; Reviewing and considering KSV's comments on fresh as amended statement of claim; Revising same as per comments and making additional changes; Circulating copy of same internally; Making further revisions to same; Circulating copy of same to KSV; Email correspondence to and from B. Kofman regarding same; Retrieving motion materials delivered by defendants; Emailing copies of same to KSV; Reviewing and considering same; Email correspondence and discussions regarding same; [REDACTED] [REDACTED] Generally engaged in file	0.88
26/08/17	S. H. Zweig	Reviewing B. Kofman comments on statement of claim; Reviewing B. Kofman comments on Davies' factum; Emails regarding Cane correspondence	0.07
27/08/17	S. H. Zweig	Reviewing emails regarding consent to amended statement of claim; [REDACTED]	0.10
27/08/17	[REDACTED]	[REDACTED]	0.23
27/08/17	J. Blinick	Revising statement of claim as per KSV's comments; Emailing copy of same to Dentons and seeking consent to proposed amendments; Emailing copy of same to Harris + Harris LLP and seeking consent to proposed amendments; [REDACTED]	0.12
28/08/17	J. Blinick	[REDACTED] [REDACTED] reviewing and considering email correspondence from P. Matukas regarding amended claim; Revising claim as per comments; Reviewing and considering email correspondence from M. Beeforth regarding amended claim; Internal correspondence regarding same; Responding to M. Beeforth [REDACTED] [REDACTED] Generally engaged in file	0.28
28/08/17	S. H. Zweig	[REDACTED]	0.28
28/08/17	J. G. Bell	[REDACTED] [REDACTED] Reviewing materials and drafting oral argument for the hearing on August 30; Drafting correspondence regarding same	0.22
28/08/17	[REDACTED]	[REDACTED]	0.12

Date	Lawyer	Description	Hours
29/08/17	J. G. Bell	Preparing for and attending meeting with S. Zweig and J. Blinick to discuss oral argument for August 30 hearing; Reviewing materials and drafting oral argument; Drafting correspondence regarding same; Reviewing and correspondence regarding amended statement of claim; Reviewing answers to undertaking given during the cross-examination of J. Davies; Drafting correspondence regarding same	0.70
29/08/17	S. H. Zweig	Meeting with J. Bell and J. Blinick regarding upcoming hearing; Emails with N. Goldstein regarding litigation matter; Various emails with J. Bell and J. Blinick in preparation for hearing; Reviewing documents prepared for hearing; Reviewing correspondence from M. Beeforth; Reviewing draft Order; Various emails with internal team and KSV regarding hearing and related matter; Reviewing answers to undertakings, and emails regarding same; Reviewing Notice of Motion and Order for leave to amend; Reviewing draft Affidavit	0.60
29/08/17	J. Blinick	Internal discussions and correspondence regarding upcoming motion and discrete issues relating to same; Drafting chart setting out relevant emails with pinpoints to record and cross-examination transcript; Emailing copy of same to J. Bell and S. Zweig; Drafting chart setting out positions on key issues with pinpoints to loan agreements and record; Emailing copy of same to J. Bell and S. Zweig; Addressing scheduling matters relating to upcoming motion; Drafting materials for motion to amend pleadings, including notice of motion, supporting affidavit with exhibits and order; Emailing copies of same to J. Bell and S. Zweig for review and comment; Revising same as per discussions and comments; Finalizing same; Assembling motion record; Serving same on opposing parties; Reviewing correspondence and associated documentation sent by M. Beeforth in answer to certain undertakings given on cross-examination of J. Davies; Email correspondence to and from KSV regarding same; Organizing materials for upcoming motion on behalf of J. Bell; Generally engaged in file	1.32
30/08/17	J. G. Bell	Reviewing documents; Drafting oral submissions for Mareva; Drafting correspondence regarding same; Meeting with J. Blinick to discuss same; Attending hearing of the Mareva injunction; Reviewing endorsement for same; Drafting correspondence regarding same	1.18
30/08/17	J. Blinick	Email correspondence and discussions with J. Bell and S. Zweig in advance of motion; Organizing additional documents for use in connection with same; Reviewing and considering endorsement of Myers J.; Internal discussions and correspondence regarding same and path forward	0.37
30/08/17	S. H. Zweig	Emails regarding undertakings issue; Reviewing draft submissions; Discussions regarding same; Reviewing P. Matukas emails; Attending at Mareva motion; Discussions with each of B. Kofman and N. Goldstein; Reviewing endorsement and discussions regarding same and next steps	0.78
31/08/17	S. H. Zweig	Reviewing various correspondence; Discussions with J. Blinick and J. Bell; Discussion with N. Goldstein regarding broker issue; Considering same; Emails regarding Arizona recognition issues	0.23

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Date	Lawyer	Description	Hours
31/08/17	J. G. Bell	Drafting correspondence regarding next steps and registration of orders	0.03
31/08/17	A. Terpoy-Heinemann	Preparing application to register court order and corresponding acknowledgment and direction; Forwarding same to J. Blinick for execution	0.12
31/08/17	J. Blinick	Internal correspondence and discussions; Preparing unofficial transcript of Myers J. Endorsement; Revising Mareva order to account for costs; Having orders issued and entered with court and notice of action and statement of claim amended by court; Addressing discrete issues relating to same; Serving orders and endorsements on opposing parties; Emailing copies of same to KSV; Emailing copies of same to Aird and Berlis; Email correspondence to and from real estate clerks regarding registration of Mareva order on title to Davies' personal residence; Reviewing Acknowledgment and Direction; Emailing copy of same to KSV; Reviewing second endorsement of Myers J. regarding costs; Email correspondence to law clerk, E. Fimio, regarding preparation of costs outline and discrete issues relating to same; Generally engaged in file	0.53
Total Hours			33.55
Professional Services			\$ 20,116.40

Timekeeper	Hours	Rate
J. G. Bell	7.27	\$ 660.00
J. D. van Gent	1.50	740.00
S. H. Zweig	10.78	680.00
J. Blinick	13.13	500.00
F. Abele	0.08	460.00
[REDACTED]	0.42	480.00
R. Sharfuddin	0.10	220.00
E. Fimio	0.15	180.00
A. Terpoy-Heinemann	0.12	225.00

Other Charges	
Colour Photocopy Charges	\$ 25.99
Printing Charges	101.23
Colour Photocopy Charges - Large	4.00
Library Computer Search	24.00
Fax Charges	1.67
Photocopy Charges	99.97
Total Other Charges	\$ 256.86

Disbursements	
Courier Charges	\$ 6.47
Food and Beverage	11.25
Professional Services	217.83
Land Titles	47.87
Court Reporters	67.60

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Process Servers

Total Disbursements 67.59
418.61

Disbursements Incurred As Your Agent (Non-Taxable)

Soundpath Legal Conferencing \$ 3.66
Total Disbursements Incurred As Your Agent \$ 3.66

GST/HST \$ 2,702.94

TOTAL DUE \$ 23,498.47

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

Attention: **MR. BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: September 12, 2017
Invoice: 1188755

Remittance Statement

Professional Services	\$ 20,116.40
Other Charges	256.86
Disbursements	418.61
Disbursements Incurred As Your Agent (Non-taxable)	3.66
Total Due before GST/HST	<u>\$ 20,795.53</u>
GST/HST	\$ 2,702.94
TOTAL Due in CAD	<u>\$ 23,498.47</u>

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: Bank 003, Transf: 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
ABA: 021000021, SWIFT Code: CHASUS33

Please include the invoice number on the wire.
Email notification may be sent to: bennettjonesaft@bennettjones.com

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

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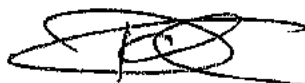
GST/HST Number: 119346767

THIS IS EXHIBIT "F" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 20th DAY OF NOVEMBER, 2018



A Commissioner for taking affidavits, etc.



Bennett Jones

Bennett Jones LLP **215**
 Suite 3400, 1 First Canadian Place
 P.O. Box 130
 Toronto, Ontario M5X 1A4

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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
 Our File Number: 074735.00007

Date: October 11, 2017
 Invoice: 1192535

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	7,008.25
Other Charges		126.49
Disbursements		53.56
Disbursements Incurred As Your Agent (Non-taxable)		3.62
Total Due before GST/HST	\$	<u>7,191.92</u>
GST/HST	\$	934.48
TOTAL Due in CAD	\$	<u><u>8,126.40</u></u>

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GST/HST Number: 119346757



Date	Lawyer	Description	Hours
01/09/17	J. G. Bell	Drafting correspondence regarding next steps and strategy going forward	0.04
01/09/17	A. Terpoy-Heinemann	Finalizing and attending to registration of application to register court order	0.07
01/09/17	J. Blinick	Email correspondence to and from P. Matukas regarding G. Harris's receipt of court orders and endorsements; Email correspondence to and from B. Kofman regarding registration of Mareva Order on title to Davies property; Email correspondence to and from real estate clerks regarding same; Email correspondence to and from S. Zweig, J. Bell and E. Fimio regarding costs submissions and other discrete issues relating to matter	0.12
01/09/17	E. Fimio	Correspondence with J. Blinick regarding cost outline	0.04
01/09/17	S. H. Zweig	Reviewing correspondence; Emails regarding Davies' funding; Considering next steps in litigation, and email to internal team; Emails regarding same	0.15
02/09/17	S. H. Zweig	Emails with internal email regarding litigation issues	0.04
02/09/17	J. Blinick	Email correspondence to and from S. Zweig	0.04
03/09/17	S. H. Zweig	Emails with B. Kofman regarding litigation matters	0.07
05/09/17	S. H. Zweig	Reviewing Orders and Endorsement granted in Tier 1 proceeding; Reviewing correspondence	0.05
06/09/17	E. Fimio	Meeting with J. Blinick regarding bill of costs; Working on same	0.25
06/09/17	J. G. Bell	[REDACTED]	0.19
06/09/17	J. Blinick	Email correspondence to and from J. Bell; Meeting and email correspondence with E. Fimio regarding preparation of Bill of Costs to be filed in connection with seeking costs of injunction proceeding and discrete issues relating to same	0.07



Date	Lawyer	Description	Hours
07/09/17	J. Blinick	Meeting with S. Zweig and J. Bell regarding matter and discrete issues relating to same; Email correspondence to Arizona counsel to obtain updated budget; Internal correspondence to obtain additional Arizona counsel referral; Phone call to J. Mais (potential new Arizona counsel); Retrieving relevant YouTube videos of J. Davies; Emailing links to same to J. Bell; [REDACTED] Reviewing document database for emails to and from A. Harris and E. Thomas; Reviewing other relevant emails and documents in database; [REDACTED] internal correspondence and discussions regarding same; Correspondence to and from KSV regarding same; Email correspondence to Arizona counsel to obtain ownership information for additional Arizona property disclosed in 2013 asset statement for Davies Family Trust; Reviewing and considering documentation sent by Arizona counsel relating to same; Email correspondence to and from E. Fimio regarding costs outline; Drafting costs submissions; Generally engaged in file	0.77
07/09/17	A. Terpoy-Heinemann	Address search for 80 Bond Street, Oshawa; Searching Teraview, VuMap and MPAC to narrow down options for address search; Forwarding results to S. Zweig	0.15
07/09/17	A. Terpoy-Heinemann	Checking certification status on Teraview for registration of application to register court order	0.02
07/09/17	E. Fimio	Drafting Bill of Costs; Correspondence with J. Blinick, E. Dias and M. Hannou regarding same	0.25
07/09/17	J. G. Bell	Reviewing correspondence; Meeting with S. Zweig and J. Blinick to discuss various matters and next steps going forward; Drafting correspondence regarding same; Meeting with J. Blinick to discuss new documents related to potential defendants' assets; Speaking with Arizona counsel regarding registration of the Mareva order	0.32
07/09/17	S. H. Zweig	Meeting with J. Bell and J. Blinick regarding various litigation issues; Various emails with KSV regarding same; Reviewing correspondence with AZ counsel; Reviewing sale process update; Call with J. Bell; Reviewing documents received in production and discussions regarding same	0.47
08/09/17	S. H. Zweig	Call with KSV, J. Bell and J. Blinick; Reviewing and commenting on draft letter to Dentons; Reviewing correspondence regarding GT asset searches; Reviewing revised draft of letter	0.27
08/09/17	J. G. Bell	Preparing for and attending conference call with B. Kofman and others to discuss next steps regarding litigation [REDACTED]	0.17
08/09/17	E. Fimio	Reviewing and revising draft Bill of Costs	0.17

Date	Lawyer	Description	Hours
08/09/17	J. Blinick	Conference call with S. Zweig, J. Bell, B. Kofman and N. Goldstein; Drafting letter to M. Beeforth; Emailing copy of same to S. Zweig and J. Bell for review and comment; Revising same as per comments; Emailing copy of same to B. Kofman and N. Goldstein for review, comment and approval; Reviewing and considering correspondence from GT relating to assets of potential additional defendants; Drafting costs submissions; Generally engaged in file	0.57
09/09/17	J. Blinick	Email correspondence with B. Kofman and N. Goldstein; [REDACTED]	0.04
09/09/17	S. H. Zweig	Reviewing B. Kofman and N. Goldstein comments on letter to Dentons; [REDACTED]	0.05
10/09/17	S. H. Zweig	Reviewing and sending correspondence	0.05
10/09/17	J. Blinick	Email correspondence with B. Kofman and N. Goldstein; [REDACTED]	0.04
11/09/17	J. Blinick	Email correspondence with KSV, S. Zweig and J. Bell; Revising letter to opposing counsel regarding assets and liabilities of defendants; Finalizing same; Delivering same with enclosures to opposing counsel; Drafting cost submissions; Researching discrete legal issues relating to same; Emailing copy of costs submissions to S. Zweig and J. Bell for review and comment; Revising same as per comments; Email correspondence to E. Fimio regarding costs outline; Internal correspondence regarding mortgage related issues; [REDACTED] [REDACTED] Generally engaged in file	0.65
11/09/17	E. Fimio	Reviewing and revising draft Bill of Costs; Correspondence with J. Blinick	0.75
11/09/17	[REDACTED]	[REDACTED]	0.09
11/09/17	S. H. Zweig	Various discussions regarding Moskowitz matters; Email to D. Nakelsky; Reviewing and commenting on revised letter to M. Beeforth; [REDACTED] Reviewing B. Kofman comments on letter to M. Beeforth; Emails regarding same; Emails regarding potential appeal of Mareva decision; Two calls with Aird & Berlis; Call with N. Goldstein; [REDACTED] Reviewing and commenting on draft costs submission	0.54
11/09/17	J. G. Bell	Drafting and revising letter demanding further information regarding assets; Speaking with Davies' counsel regarding same; Drafting internal correspondence regarding same; Reviewing and revising cost submissions; Drafting correspondence regarding same; [REDACTED]	0.10
12/09/17	L. Stacey	Emails to and from J. Blinick regarding obtaining mortgages to Moskowitz Capital; Follow up emails regarding further searches	0.05



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Date	Lawyer	Description	Hours
12/09/17	S. H. Zweig	Further emails regarding Moskowitz mortgage and considering same; Call with KSV regarding upcoming meeting; Emails regarding AZ matters; Reviewing A&B's proposed agenda and preparing for same; Long meeting with KSV, GT, A&B and Chaitons; Reviewing revised costs submissions and bill of costs	0.62
12/09/17	E. Fimio	Reviewing and revising draft Bill of Costs; Meeting with J. Blinick	0.39
12/09/17	J. Blinick	Conference call with B. Kofman, N. Goldstein, S. Zweig and J. Bell; Email correspondence to and from S. Zweig and L. Stacey regarding Moskowitz mortgage documents; Reviewing and considering same; Reviewing and revising Bill of Costs; Email correspondence and discussions with E. Fimio regarding discrete issues relating to same; Revising costs submissions; Emailing copies of Bill of Costs and costs submissions to S. Zweig and J. Bell for review and comment; Email correspondence to and from S. Zweig and J. Bell regarding same; Discussions with J. Bell regarding meeting with KSV, A&B and GT; Generally engaged in file	0.49
12/09/17	J. G. Bell	Preparing for and attending call with B. Kofman and others to discuss pursuing litigation and meeting with Aird & Berlis, Grant Thornton and others; Speaking with Arizona counsel regarding registering property; Preparing for and attending meeting with Grant Thornton and Aird & Berlis to discuss litigation strategy going forward	0.45
13/09/17	J. Blinick	Internal correspondence and discussions regarding costs outline, costs submissions and other discrete issues relating to matter; Revising same; Emailing copies of same to KSV for review and comment; Revising documents as per comments; Reviewing and considering correspondence from counsel to R. Singh; Internal correspondence regarding same; Reviewing and considering correspondence from counsel to Moskowitz and proposed response; Email correspondence to S. Zweig to provide comments on same; [REDACTED]; [REDACTED]; Emailing copies of same to S. Zweig and J. Bell for review and comment; Reviewing and considering notice of motion regarding leave to appeal motion; Email correspondence to and from S. Zweig, J. Bell and B. Kofman regarding same; Reviewing voicemail from M. Beeforth regarding re-listing of Davies personal residence and follow-up correspondence relating to same; Generally engaged in file	0.52
13/09/17	S. H. Zweig	Discussion with J. Bell; Reviewing letter from Moskowitz; Emails regarding same; Reviewing notice for leave to appeal Mareva; Discussions regarding same; Discussions regarding house sale; [REDACTED] Reviewing update on sale process; Emails regarding Davies and house sale; Reviewing B. Kofman comments on costs submission; Emails with J. Nemers regarding allocation issue; [REDACTED]; Drafting letter to Moskowitz	0.47



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Date	Lawyer	Description	Hours
13/09/17	A. Terpoy-Heinemann	Reviewing PINs and mortgage documents; Discussion with L. Stacey with respect to discharge and transfer; Reviewing schedule "A" for collateralization language	0.15
13/09/17	L. Stacey	Review parcel registers for Gravenhurst and King City properties for additional documents on Moskowitz mortgages; Review terms of Moskowitz mortgages; Follow up emails to and from S. Zweig and J. Blinick regarding terms of mortgages and discharge of mortgage	0.09
13/09/17	E. Fimio	Reviewing and revising Bill of Costs; Meeting with J. Blinick	0.14
13/09/17	P. K. Bell	Reviewing Davies' notice of motion for leave to appeal	0.04
13/09/17	J. G. Bell	[REDACTED]	0.05
14/09/17	J. G. Bell	[REDACTED]	0.10
14/09/17	S. H. Zweig	[REDACTED]; Reviewing various video links relating to 1 for 1; Call with KSV [REDACTED]; [REDACTED] Emails regarding costs submission and letter to Moskowitz; Call with N. Goldstein; Call with M. Beeforth	0.40
14/09/17	J. Blinick	Email correspondence with S. Zweig and J. Bell; Reviewing Receiver's reports and other file materials [REDACTED]; Conference call with KSV regarding same and next steps; Revising litigation budget as per S. Zweig's and J. Bell's comments; Circulating same internally; Circulating same to KSV; Revising letter to counsel to Moskowitz; Emailing copy of same to S. Zweig; Reviewing KSV's comments on costs submissions; Discussions with S. Zweig regarding same; Revising costs submissions as per KSV's comments; Circulating same to KSV for final review and approval; Email correspondence with B. Kofman regarding same; Finalizing costs submissions; Preparing same for service and filing; Drafting cover letters enclosing same; Email correspondence to and from G. Benchetrit; Generally engaged in file	0.47
15/09/17	J. Blinick	Having costs submissions served and filed; Email correspondence to and from P. Matukas regarding same; Email correspondence with S. Zweig	0.04
15/09/17	S. H. Zweig	Reviewing final costs submission and emails regarding same; [REDACTED]; [REDACTED] Reviewing marketing update	0.09
18/09/17	S. H. Zweig	Various emails with B. Kofman; Calls with N. Goldstein; [REDACTED]; [REDACTED] emails regarding bid deadlines; Emails with A&B and Chaltons regarding next steps in litigation	0.29
18/09/17	J. G. Bell	[REDACTED]	0.05



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Date	Lawyer	Description	Hours
18/09/17	J. Blinick	Email correspondence with S. Zweig and J. Bell; [REDACTED] [REDACTED] Circulating copy of same internally; Revising same as per comments; Circulating copy of same to KSV; Revising same as per comments; [REDACTED] [REDACTED] Revising same; Circulating copy of same internally together with cover note	0.44
19/09/17	J. Blinick	Email correspondence to and from S. Zweig and J. Bell	0.04
19/09/17	A. Terpoy-Heinemann	Checking status of registered document on Teraview	0.02
19/09/17	S. H. Zweig	Emails with Chaitons regarding litigation matters; [REDACTED] [REDACTED] Reviewing email from other AZ counsel	0.09
19/09/17	J. G. Bell	Drafting correspondence to Arizona counsel regarding registration of the Mareva order and domestication of same; Reviewing correspondence regarding same	0.04
20/09/17	J. G. Bell	Drafting correspondence regarding domesticating Mareva order in Arizona; Reviewing correspondence from Singh's counsel	0.05
20/09/17	S. H. Zweig	Emails with GT and A&B regarding Rideau offers and next steps	0.05
20/09/17	J. Blinick	Email correspondence and discussions with S. Zweig, J. Bell, L. Caylor, Arizona counsel and KSV	0.09
21/09/17	L. Neilson	Ordering and obtaining Ontario Personal Property Security Act search	0.05
25/09/17	A. Terpoy-Heinemann	Checking status of registration	0.02
25/09/17	S. H. Zweig	Reviewing information provided by counsel to Moskowitz; Discussions regarding same; Reviewing email from Colliers regarding Memory Care projects	0.10
25/09/17	J. Blinick	Email correspondence with S. Zweig and J. Bell; Reviewing and considering mortgage-related documents produced by counsel to Moskowitz; Reviewing correspondence from N. Goldstein regarding same; Further correspondence with S. Zweig and J. Bell regarding same	0.10
26/09/17	S. H. Zweig	Further discussions regarding Moskowitz documentation, and emails with D. Nakelsky	0.05
26/09/17	J. Blinick	Reviewing and considering mortgage-related documentation produced by counsel to Moskowitz; Email correspondence with S. Zweig and J. Bell regarding same; Reviewing email correspondence to and from KSV and S. Zweig regarding same	0.10
27/09/17	J. Blinick	Email correspondence to and from S. Zweig regarding cross-collateralization and other discrete issues relating to documents produced by counsel to Moskowitz; Reviewing correspondence to and from counsel to Moskowitz	0.09
27/09/17	S. H. Zweig	Discussion with N. Goldstein; Reviewing N. Goldstein letter; Various emails with D. Nakelsky, and discussions with KSV and internal team regarding same	0.17



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Date	Lawyer	Description	Hours
28/09/17	S. H. Zweig	Call with I. Aversa; Call with N. Goldstein; Emails with KSV; Discussions with J. van Gent regarding Moskowitz mortgage; Reviewing bid offer summary; Discussions with N. Goldstein regarding same	0.20
28/09/17	J. D. van Gent	Office conference with S. Zweig to discuss questions concerning cross collateralization of properties; Reviewing registered mortgages and considering cross-collateralization issue; Detailed email to S. Zweig responding to same	0.09
28/09/17	J. Blinick	Reviewing and considering email correspondence to and from J. Nemers, S. Zweig and KSV regarding litigation strategy and budget relating to same; Reviewing and considering correspondence from A. Terpoy regarding certification of registration of Mareva Order on title to Davies property	0.04
29/09/17	A. Terpoy-Heinemann	Checking status of registered document; Obtaining certified document and updated PIN; Forwarding same to J. Blinick	0.04
29/09/17	S. H. Zweig	Reviewing Dentons' costs submissions; Discussion with N. Goldstein	0.07
29/09/17	J. Blinick	Reviewing and considering costs submissions delivered by opposing counsel; Reviewing email correspondence to and from KSV regarding same	0.07

Total Hours	13.51
Professional Services	\$ 7,008.25

Timekeeper	Hours	Rate
J. G. Bell	1.56	\$ 660.00
P. K. Bell	0.04	630.00
J. D. van Gent	0.09	740.00
S. H. Zweig	4.29	680.00
J. Blinick	4.79	500.00
[REDACTED]	0.09	480.00
L. Nelson	0.05	230.00
E. Fimio	1.99	180.00
L. Stacey	0.14	400.00
A. Terpoy-Heinemann	0.47	225.00

Other Charges	
Printing Charges	\$ 15.55
Library Computer Search	105.25
Photocopy Charges	5.69
Total Other Charges	\$ 126.49

Disbursements	
Courier Charges	\$ 3.19
Food and Beverage	4.25
Online Government Service Fees	3.70



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Land Titles

32.83

Process Servers

9.59

Total Disbursements 53.56

Disbursements Incurred As Your Agent (Non-Taxable)

Soundpath Legal Conferencing

\$ 3.62

Total Disbursements Incurred As Your Agent \$ 3.62

GST/HST \$ 934.48

TOTAL DUE \$ 8,126.40



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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: October 11, 2017
Invoice: 1192535

Remittance Statement

Professional Services	\$	7,008.25
Other Charges		126.49
Disbursements		53.56
Disbursements Incurred As Your Agent (Non-taxable)		3.62
Total Due before GST/HST	\$	<u>7,191.92</u>
GST/HST	\$	934.48
TOTAL Due in CAD	\$	<u>8,126.40</u>

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
ABA: 021000021, **SWIFT Code:** CHASUS33

Please include the invoice number on the wire.
Email notification may be sent to: bennettjonesoft@bennettjones.com

Remit by Credit Card (Visa or MasterCard):

Call an Accounts Receivable Specialist at (403) 298-3137 or (403) 298-3164 with your credit card number, expiry date, and email address.

Due upon receipt. Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com or contact our Privacy Officer by visiting our offices in Calgary, Edmonton, Toronto or Ottawa.

**THIS IS EXHIBIT "G" REFERRED TO IN THE
AFFIDAVIT OF SEAN H. ZWEIG
SWORN
THE 20th DAY OF NOVEMBER, 2018**



A Commissioner for taking affidavits, etc.



Bennett Jones

Bennett Jones LLP **226**
 Suite 3400, 1 First Canadian Place
 P.O. Box 130
 Toronto, Ontario M5X 1A4

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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
 Our File Number: 074735.00007

Date: November 16, 2017
 Invoice: 1197195

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$ 10,777.80
Adjustment for April 17, 2017 to September 30, 2017	<u>(10,777.80)</u>
Total Professional Services	\$ 0.00
Other Charges	204.56
Disbursements	113.43
Disbursements Incurred As Your Agent (Non-taxable)	<u>14.28</u>
Total Due before GST/HST	\$ <u>332.27</u>
GST/HST	\$ 41.34
TOTAL Due in CAD	<u>\$ 373.61</u>

Due upon receipt, Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com or contact our Privacy Officer by writing our offices in Calgary, Edmonton, Toronto or Ottawa.

GST/HST Number: 119348757



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Date	Lawyer	Description	Hours
01/10/17	S. H. Zweig	Emails with N. Goldstein regarding status of sale process	0.05
02/10/17	S. H. Zweig	Call with GT/AB/Chaitons regarding sale process update; Emails regarding same; Discussions with N. Goldstein; Reviewing recovery analysis	0.18
02/10/17	J. Blinick	Email correspondence to and from KSV, S. Zweig and J. Bell	0.03
03/10/17	J. Blinick	Email correspondence with KSV, S. Zweig and J. Bell; Conference call with KSV, S. Zweig and J. Bell regarding litigation strategy, path forward and other discrete issues relating to matter; Reviewing and considering Justice Myers' costs decision; Having copy of same transcribed; Emailing copy of same to KSV; Internal correspondence regarding taking out costs order; Email correspondence with J. Bell regarding preparation of claim [REDACTED] Drafting same; Email correspondence to and from G. Benchetrit; Generally engaged in file	0.26
03/10/17	S. H. Zweig	Call with KSV regarding litigation matters; Emails regarding sale process and next steps; Emails regarding litigation; Various emails with G. Benchetrit; Reviewing costs endorsement	0.20
03/10/17	J. G. Bell	Preparing for and attending conference call with KSV to discuss budgeting issues for various streams of litigation and strategy going forward	0.06
04/10/17	J. G. Bell	Drafting correspondence regarding costs award; Reviewing correspondence regarding Davies' claim	0.03
04/10/17	S. H. Zweig	Various emails regarding sale process matters; Dealing with revised offer; Reviewing draft costs order and emails regarding same; Dealing with issues in APSs submitted	0.22
04/10/17	J. Blinick	Email correspondence with KSV, S. Zweig and J. Bell; Drafting claim [REDACTED] drafting costs order; Circulating same for review and comment; Email correspondence with J. Bell and S. Zweig regarding same; Emailing copy of same to M. Beeforth for approval as to form and content; Generally engaged in file	0.49
05/10/17	J. Blinick	Reviewing correspondence from opposing counsel; Having costs order issued and entered	0.03
05/10/17	S. H. Zweig	Emails and calls throughout day regarding sale process updates; Reviewing APS received; Discussions with J. van Gent; Reviewing J. van Gent comments on APS	0.29
06/10/17	S. H. Zweig	Emails regarding sale process and specific deals; Emails with D. Nakelsky; Emails regarding J. Davies litigation	0.13
06/10/17	J. Blinick	Email correspondence to and from S. Zweig regarding costs order and related matters; Discussions with J. Bell regarding matter and discrete issues relating to same	0.05

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Date	Lawyer	Description	Hours
06/10/17	J. G. Bell	Meeting with J. Blinick to discuss revised claim; Drafting correspondence regarding same; [REDACTED]	0.03
09/10/17	J. Blinick	Email correspondence to and from S. Zweig regarding amended claim	0.02
09/10/17	S. H. Zweig	Emails regarding potential sale	0.05
10/10/17	S. H. Zweig	Various discussions with KSV and brokers regarding sale process matters, and specific sales; Reviewing draft of amended statement of claim, and discussions regarding same	0.19
10/10/17	J. Blinick	Revising statement of claim [REDACTED] Emailing copy of same to J. Bell and S. Zweig for review and comment; Reviewing and considering J. Bell's comments on claim; Revising same as per comments; Email correspondence with J. Bell and S. Zweig regarding discrete issues relating to same; Circulating revised draft of claim to J. Bell and S. Zweig; [REDACTED]	0.23
10/10/17	J. G. Bell	Reviewing and revising second amended statement of claim; Drafting correspondence regarding same	0.10
11/10/17	J. Blinick	[REDACTED]	0.03
11/10/17	S. H. Zweig	Call with GT/AB/Chaitons regarding sale process update; Emails regarding sale process matters	0.13
12/10/17	S. H. Zweig	Reviewing costs order, and discussion regarding same; Emails regarding sale process matters and issues	0.15
12/10/17	J. Blinick	Internal correspondence and discussions regarding costs order and discrete issues relating to same; Researching discrete issues relating to same; Discussions with S. Zweig regarding same and amended claim; [REDACTED] Serving costs order on opposing counsel	0.09
13/10/17	J. Blinick	Email correspondence with S. Zweig regarding discrete issues relating to appeal proceeding	0.03
13/10/17	S. H. Zweig	Emails regarding sale issues; Discussion with M. Beeforth regarding Country Club sale; Reviewing leave to appeal materials	0.26
13/10/17	J. G. Bell	Drafting correspondence regarding appeal materials	0.02
14/10/17	D. A. Fenton	Reviewing factum on John Davies seeking leave to appeal	0.23
14/10/17	J. Blinick	Reviewing and considering appellate factum and related materials; Considering strategy relating to response	0.16
15/10/17	J. Blinick	Reviewing and considering appeal and related material; Researching discrete legal issues relating to same; Email correspondence to and from D. Fenton regarding same	0.26
15/10/17	D. A. Fenton	Researching issues relating to motion for leave to appeal to Divisional Court from Justice Myers; Drafting email to J. Blinick on research issues	0.80

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Date	Lawyer	Description	Hours
15/10/17	J. G. Bell	Drafting correspondence regarding appeal materials	0.02
16/10/17	J. G. Bell	Drafting correspondence regarding appeal process; Meeting with S. Zweig and others to discuss appeal materials and next steps; Reviewing correspondence from counsel to Davies regarding assets; Drafting correspondence regarding same	0.16
16/10/17	D. A. Fenton	Researching case law on Rule 62.02 of the Rules of Civil Procedure in connection with Davies motion for leave to appeal to Divisional Court	0.99
16/10/17	J. Blinick	Reviewing and considering appeal and related materials; Drafting responding factum; Meeting with internal team regarding same and path forward; Reviewing and considering correspondence from opposing counsel enclosing response to letter of September 11; Internal email correspondence regarding same; Reviewing and considering correspondence from D. Nakelsky	0.45
16/10/17	P. K. Bell	Reviewing and analyzing Leave to Appeal factum and authorities in respect of Mareva injunction; Meeting with internal team to discuss preparation of leave to appeal materials and potential arguments in respect of same	0.12
16/10/17	S. H. Zweig	Emails with KSV regarding leave to appeal motion; Reviewing correspondence regarding property sale matters; Reviewing additional information regarding Moskowitz mortgage; Discussions regarding same; Meeting with internal team regarding Davies' leave to appeal materials, and response to same; Reviewing letter from M. Beeforth; Discussions regarding same	0.29
17/10/17	S. H. Zweig	Call with M. Beeforth; Call with N. Goldstein; Emails with KSV regarding Dentons' letter; Reviewing additional information with respect to Moskowitz mortgage; Reviewing Dentons' materials; Discussion regarding same; Emails regarding sale issues	0.35
17/10/17	J. D. van Gent	Numerous emails to and from L. Stacey and N. Goldstein concerning update realty tax searches for all properties	0.03
17/10/17	J. Blinick	Drafting responding factum for leave to appeal motion; Email correspondence to and from J. Nemers regarding same	0.59
17/10/17	D. A. Fenton	Researching law on leave to appeal under R. 62.02;	0.75
18/10/17	D. A. Fenton	Researching law in support of motion resisting leave to appeal under R. 62.02;	0.32
18/10/17	J. Blinick	Reviewing and considering draft motion materials relating to sale of Davies property; Reviewing and considering correspondence from D. Nakelsky and enclosed additional mortgage-related documents; Email correspondence to and from S. Zweig and KSV regarding same and path forward; Reviewing and considering research findings and supporting case law relating to motion for leave to appeal; Drafting factum responding to motion for leave to appeal; Generally engaged in file	0.79



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Date	Lawyer	Description	Hours
18/10/17	S. H. Zweig	Reviewing additional information from D. Nakelsky; Discussion with J. Nemers; Discussions with N. Goldstein; Emails with B. Kofman regarding potential Country Club sale	0.15
19/10/17	S. H. Zweig	Emails with J. Blinick regarding statement of claim; Call with Ilen claimant; Reviewing additional information from M. Beeforth, and discussion with KSV; Reviewing revised draft Order, and discussion regarding same	0.13
19/10/17	J. Blinick	Drafting responding factum; Instructing D. Fenton regarding citations and preparing book of authorities; Email correspondence with S. Zweig and J. Bell regarding amended claim and other discrete issues relating to matter	0.69
20/10/17	J. Blinick	Email correspondence and discussions with D. Fenton; Finalizing responding factum; Circulating copy of same to S. Zweig and J. Bell for review and comment	0.20
20/10/17	S. H. Zweig	Reviewing offer received, and emails regarding same; Emails regarding funding request	0.40
20/10/17	S. H. Zweig	Emails regarding writ of seizure issue	0.03
21/10/17	S. H. Zweig	Reviewing and commenting on leave to appeal factum; Emails with N. Goldstein regarding writ issue	0.12
22/10/17	S. H. Zweig	Reviewing Country Club motion record; Emails with M. Beeforth regarding same; Emails with B. Kofman regarding same and considering issues; Emails with J. Blinick regarding Harris claim	0.23
		[REDACTED]	0.40
22/10/17	J. G. Bell	Reviewing motion materials and correspondence regarding Davies' motion to sale his house; Drafting correspondence regarding same; Reviewing correspondence regarding revised claim against Harris	0.05
22/10/17	J. Blinick	Email correspondence to and from internal team members; [REDACTED]	0.16
23/10/17	J. Blinick	Email correspondence with S. Zweig, J. Bell and KSV; [REDACTED] Emailing copy of same to S. Zweig and J. Bell for review and comment; Reviewing and considering motion materials for upcoming motion to vary Mareva to allow for sale of property; Discussions with J. Bell regarding discrete issues relating to same; Researching discrete legal issues relating to same; Emailing summary of findings to J. Bell; Revising draft order to provide for payment of funds into court and to make further revisions; Emailing copy of same to J. Bell and S. Zweig; Reviewing and commenting on further revisions to same; Revising responding factum for leave to appeal motion to incorporate S. Zweig's comments; Circulating draft of same for further review and comment; Generally engaged in file	0.63

Date	Lawyer	Description	Hours
23/10/17	S. H. Zweig	Emails with internal team and KSV regarding Country Club motion; Call with M. Beeforth regarding same; Drafting email to M. Beeforth; Considering issues raised by B. Kofman and dealing with same; Discussions with N. Goldstein regarding Moskowitz mortgage; Reviewing and commenting on amended statement of claim; Discussions with N. Goldstein; Email with lien claimant; Reviewing information provided by M. Beeforth and discussions regarding same; Reviewing research regarding motion to vary; Reviewing and commenting on revised order; Reviewing revised draft of factum; Multiple discussions with B. Kofman	0.58
23/10/17	J. D. van Gent	Reviewing registered security; Office conference with S. Zweig to discuss questions concerning PPSA security; Revising and finalizing security opinion	0.50
23/10/17	S. H. Zweig	Reviewing revised Kitchener APS	0.30
23/10/17	J. G. Bell	Drafting correspondence regarding nature of claims against Davies and priority of those claims as relates to CRA claims; Reviewing correspondence regarding same; Speaking with S. Zweig regarding same; Meeting with J. Blinick to discuss research needed; Reviewing correspondence from Dentons regarding living expenses; Drafting correspondence regarding same; Reviewing form of revised order	0.18
24/10/17	P. K. Bell	Reviewing and revising responding factum in respect of Davies leave to appeal motion regarding Mareva injunction; Reviewing and analyzing case law for same; Phone call with J. Blinick regarding same	0.35
24/10/17	S. H. Zweig	Call with M. Beeforth; Reviewing J. Bell and P. Bell comments on factum; Discussion with J. Bell; Attending motion regarding Country Club sale; Discussions regarding same with KSV and J. Bell; Discussions with M. Beeforth; Reviewing revised draft of Order; Further attending motion; Reviewing further revised factum; Reviewing and commenting on update for GT; Reviewing decision from motion; Emails regarding same; Call with I. Aversa and J. Nemers regarding 445 Princess; Discussion with N. Goldstein regarding same; Reviewing emails in connection with same and considering next steps	0.59
24/10/17	J. Blinick	Reviewing and considering J. Bell's comments on responding factum; Reviewing and considering P. Bell's comments on responding factum; Revising same as per comments; Circulating copy of same; Phone call with P. Bell regarding same; Making further revisions to same as per discussions; Internal correspondence regarding same; Emailing copy of same to B. Kofman and N. Goldstein for review and comment; Reviewing and considering endorsement from motion to lift Mareva to allow for sale; Internal discussions and correspondence regarding same and next steps; Reviewing and considering correspondence from I. Aversa relating to surplus proceeds in respect of 445 Princess; Email correspondence, internally and with KSV, regarding discrete issues relating to same; Having corporate searches performed on relevant numbered company; Generally engaged in file	0.52



Date	Lawyer	Description	Hours
24/10/17	J. G. Bell	Reviewing and revising factum responding to Davies Defendants motion for leave to appeal; Drafting correspondence regarding same; Preparing for and attending case conference and hearing to deal with sale of the house; Speaking with counsel for J. Davies regarding same; Speaking with S. Zweig regarding same; Drafting correspondence for same; Drafting submissions for same; Reviewing Justice Myers' endorsement; Drafting correspondence regarding same; Reviewing correspondence from counsel for the trustee corporations regarding Davies' inappropriate activities; Drafting correspondence regarding same	0.65
25/10/17	J. G. Bell	Reviewing correspondence regarding possible breaches of the Mareva injunction; Drafting correspondence regarding same	0.02
25/10/17	D. A. Fenton	Revising and editing factum; Researching point of law regarding standard of review from discretionary decisions; Revising book of authorities;	0.13
25/10/17	J. Blinick	Reviewing and considering corporate profile report for numbered company related to 445 Princess; Emailing copy of same to KSV; Email correspondence, internally and with KSV, regarding same, related issues and path forward; [REDACTED]	0.06
25/10/17	J. D. van Gent	Emails to and from S. Zweig concerning status of agreement of purchase and sale	0.10
25/10/17	S. H. Zweig	Emails regarding costs award; Multiple discussions regarding 445 Princess issues; Discussions with N. Goldstein	0.13
25/10/17	L. Neilson	Ordering and obtaining Ontario profile report	0.05
26/10/17	J. D. van Gent	Reviewing memorandum summarizing status of sales process and ongoing litigation	0.05
26/10/17	S. H. Zweig	Reviewing B. Kofman comments on factum; Emails with M. Beeforth regarding bank records; Call with I. Aversa; Reviewing revised statement of claim; Emails regarding same; Reviewing memo to GT; Reviewing revised factum and dealing with same; Discussions with J. Blinick; Reviewing and commenting on draft letter to Dentons; Emails regarding same; Emails and call with B. Kofman	0.32



Date	Lawyer	Description	Hours
26/10/17	J. Blinick	<p>[REDACTED]</p> <p>Reviewing and considering KSV's comments on responding factum; Revising same as per comments; Circulating copy of same internally; Internal correspondence and discussions regarding discrete issues relating to same; Emailing copy of same to KSV for further review and comment; Reviewing and revising book of authorities; Discussions with D. Fenton regarding same and next steps; Reviewing and finalizing motion record; Drafting responding letter to Dentons' letter of October 16; Circulating copy of same internally; Internal correspondence and discussions regarding discrete issues relating to same; Reviewing correspondence from M. Beeforth regarding forthcoming affidavit from J. Davies; Revising letter to account for same; Reviewing and considering KSV's further comments on factum; Discussions with S. Zweig regarding same; Multiple correspondences to and from BJ and KSV; Generally engaged in file</p>	0.66
26/10/17	D. A. Fenton	Revising factum and book of authorities in preparation for filing;	0.18
26/10/17	[REDACTED]	[REDACTED]	0.26
26/10/17	Document Processor	Document preparation word processing. Request # 132110	0.09
26/10/17	J. G. Bell	Reviewing factum responding to leave to appeal; Meeting with J. Blinick to discuss next steps; Reviewing amended statement of claim against Harris entities	0.05
27/10/17	J. Blinick	Revising factum; Email correspondence with S. Zweig and B. Kofman regarding same; Finalizing responding motion record; Citing factum to responding motion record; Reviewing, revising and finalizing factum; Finalizing book of authorities; Addressing discrete issues relating to service and filing of hard copy and electronic materials with Divisional Court; Revising letter to M. Beeforth regarding asset and liability disclosure; Emailing copy of same to S. Zweig and J. Bell for further review and comment; Making further revisions to same as per S. Zweig's comments; Emailing copy of same to KSV for review and comment; Drafting costs submissions for October 24 motion; Emailing copy of same to S. Zweig and J. Bell for review and comment; Generally engaged in file	0.55
27/10/17	S. H. Zweig	Emails regarding request for bank records; Reviewing further revised factum and B. Kofman comments; Call with I. Aversa and D. Ullmann; Call with N. Goldstein regarding same; Reviewing and commenting on revised letter to Dentons; Reviewing and commenting on costs submission	0.22
28/10/17	J. G. Bell	Preparing for and attending conference call to discuss Davies' assets and next steps; Drafting correspondence regarding same	0.09
28/10/17	S. H. Zweig	Emails and call with J. Bell and J. Blinick regarding 445 Princess	0.09

November 16, 2017
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Client: 074735.00007
Invoice No.: 1197195

Date	Lawyer	Description	Hours
28/10/17	J. Blinick	Email correspondence and discussions with S. Zweig and J. Bell regarding discrete issues relating to distributions from 445 Princess	0.09
29/10/17	S. H. Zweig	Call with I. Aversa and J. Nemers regarding 445 Princess	0.05
30/10/17	S. H. Zweig	Reviewing tax certificates received; Calls with N. Goldstein; Emails regarding 445 Princess; Reviewing and commenting on revised costs submissions; Emails regarding letter to Dentons; Reviewing B. Kofman comments on costs submission	0.16
30/10/17	J. Blinick	Serving responding motion materials on Dentons; Serving responding motion materials on Harris LLP; Having materials filed with Divisional Court; Addressing discrete issues relating to same; Revising costs submissions as per S. Zweig's comments; Emailing copy of same to B. Kofman and N. Goldstein; Revising submissions as per B. Kofman's comments; Email correspondence with S. Zweig and N. Goldstein regarding letter to Dentons addressing assets and liabilities of the Davies	0.20
31/10/17	J. Blinick	Email correspondence with S. Zweig, J. Bell and KSV regarding costs submissions; Internal discussions regarding same; Revising submissions; Emailing copy of same to KSV for further review and comment	0.10
31/10/17	S. H. Zweig	Dealing with costs submissions, including emails regarding same and reviewing revised drafts; Reviewing recovery analysis; Call with KSV, A&B and Chaitons regarding status of various properties; Call with D. Ullmann; Reviewing certain materials in connection with 445 Princess	0.26

Total Hours	20.43
Professional Services	\$ 10,777.80
Adjustment for April 17, 2017 to September 30, 2017	(10,777.80)
Total Professional Services	\$ 0.00

Timekeeper	Hours	Rate
J. G. Bell	1.46	\$ 660.00
P. K. Bell	0.47	630.00
J. D. van Gent	0.68	740.00
S. H. Zweig	6.25	680.00
J. Blinick	7.37	500.00
[REDACTED]	0.66	480.00
D. A. Fenton	3.40	220.00
L. Neilson	0.05	230.00
Document Processor	0.09	40.00

Other Charges	
Colour Photocopy Charges	\$ 6.00
Printing Charges	94.99
Photocopy Charges	103.57
Total Other Charges	\$ 204.56



November 16, 2017
Page 10

Client: 074735.00007
Invoice No.: 1197195

Disbursements

Search and Service Fees	\$	7.86
Due Diligence		86.77
Courier Charges		9.87
Online Government Service Fees		2.85
Process Servers		6.08
Total Disbursements		<u>113.43</u>

Disbursements Incurred As Your Agent (Non-Taxable)

Soundpath Legal Conferencing	\$	3.72
TeraView Filing Fee		10.56
Total Disbursements Incurred As Your Agent	\$	<u>14.28</u>

GST/HS1 \$ 41.34

TOTAL DUE \$ 373.61

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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
 Our File Number: 074735.00007

Date: November 16, 2017
 Invoice: 1197195

Remittance Statement

Professional Services	\$ 10,777.80
Adjustment for April 17, 2017 to September 30, 2017	<u>(10,777.80)</u>
Total Professional Services	\$0.00
Other Charges	204.56
Disbursements	113.43
Disbursements Incurred As Your Agent (Non-taxable)	14.28
Total Due before GST/HST	<u>\$ 332.27</u>
GST/HST	\$ 41.34
TOTAL Due in CAD	<u>\$ 373.61</u>

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
 Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
 Beneficiary Bank: Royal Bank of Canada
 Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
 Account Details: Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
 SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
 ABA: 021000021, SWIFT Code: CHASUS33

Please include the invoice number on the wire.
 Email notification may be sent to: bennettjonesoft@bennettjones.com

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

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 by writing our offices in Calgary, Edmonton, Toronto or Ottawa.

GST/HST Number: 119346757

**THIS IS EXHIBIT "H" REFERRED TO IN THE
AFFIDAVIT OF SEAN H. ZWEIG
SWORN
THE 20th DAY OF NOVEMBER, 2018**



A Commissioner for taking affidavits, etc.



Bennett Jones

Bennett Jones LLP **238**
Suite 3400, 1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: December 19, 2017
Invoice: 1202818

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	4,150.00
Less Fee Adjustment		<u>(1,127.62)</u>
Total Professional Services	\$	3,022.38
Other Charges		39.36
Disbursements		132.38
Disbursements Incurred As Your Agent (Non-taxable)		5.13
Total Due before GST/HST	\$	<u>3,199.25</u>
GST/HST	\$	415.24
TOTAL Due in CAD	\$	<u><u>3,614.49</u></u>

Due upon receipt. Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days.
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by visiting our offices in Calgary, Edmonton, Toronto or Ottawa.

GST/HST Number: 119346757

Date	Lawyer	Description	Hours
01/11/17	S. H. Zweig	Discussions regarding costs submission and reviewing drafts; Emails with B. Kofman regarding Davies' living expenses; Discussions with Receiver and internal team regarding bank statements; Call with I. Aversa; Reviewing Cushman Report; Emails regarding impact of appeal on costs award	0.24
01/11/17	J. G. Bell	Drafting correspondence to Davies' counsel regarding outstanding disclosure affidavit; Reviewing statements provided by Davies; Drafting correspondence regarding same	0.04
01/11/17	J. Blinick	Email correspondence with S. Zweig, J. Bell and B. Kofman; Revising and finalizing costs submissions; Serving same on opposing counsel; Filing same with court; Reviewing and considering bank statements for TSI, TSSI and MCIL; Correspondence regarding same; Reviewing file for information relating to disclosure of Davies' legal retainer; Internal correspondence and discussions regarding same	0.16
02/11/17	J. Blinick	Reviewing and considering correspondence from opposing counsel relating to Davies' assets and liabilities; Correspondence regarding same	0.03
02/11/17	S. H. Zweig	Reviewing letter from M. Beeforth; Discussions regarding same; Calls with N. Goldstein	0.10
03/11/17	S. H. Zweig	Reviewing GT motion record; Calls with N. Goldstein; Emails regarding Davies' living expenses	0.14
05/11/17	S. H. Zweig	Various emails with M. Loughry and N. Goldstein	0.04
06/11/17	S. H. Zweig	Emails regarding statement of claim; Emails with M. Beeforth regarding Arizona mortgage; Calls with N. Goldstein; Reviewing KSV comments on statement of claim	0.14
06/11/17	J. Blinick	Email correspondence to and from N. Goldstein and S. Zweig; Reviewing and considering KSV's comments on amended statement of claim; Revising same as per comments	0.19
07/11/17	J. Blinick	Internal correspondence and discussions regarding discrete issues relating to Mareva and potential breach of same	0.09
07/11/17	J. G. Bell	Reviewing correspondence regarding Davies' assets; Speaking with S. Zweig and J. Blinick regarding same	0.06
07/11/17	S. H. Zweig	Various emails with B. Kofman and J. Bell regarding 445 Princess issues; Reviewing correspondence regarding Davies' Arizona property; Call with G. Benchetrit; Reviewing research in connection with Mareva, and considering same; Call with J. Bell and J. Blinick; Call with I. Aversa	0.23

Date	Lawyer	Description	Hours
08/11/17	S. H. Zweig	Call with KSV regarding J. Davies and related issues; Reviewing article in Globe regarding Tier 1; Reviewing costs endorsement; Reviewing draft costs order; Reviewing KSV comments on letter to M. Beeforth and considering same; Discussions with N. Goldstein and J. Blinick regarding same; Reviewing revised draft of letter; Call with D. Ullmann regarding 445 Princess; Reviewing revised statement of claim; Reviewing M. Beeforth comments on costs award	0.30
08/11/17	J. G. Bell	Preparing for and attending conference call to discuss next steps regarding motion to compel information from Davies; Meeting with J. Blinick to discuss issues related to revised statement of claim [REDACTED]	0.10
08/11/17	J. Blinick	Conference call with KSV, S. Zweig and J. Bell; Meeting with J. Bell to discuss KSV's comments on amended claim; Revising same; Circulating copy of same internally for review and comment; Reviewing and considering KSV's comments on letter to Dentons regarding Davies' assets, liabilities and cash flow; Revising same; Circulating copy of same internally for review and comment; Reviewing Justice Myers endorsement regarding costs of October 24th motion; Drafting costs order; Emailing copy of same to M. Beeforth for approval as to form and content; Multiple correspondences with N. Goldstein and S. Zweig regarding discrete issues relating to matter; Generally engaged in file	0.49
09/11/17	J. Blinick	Multiple correspondences with KSV, S. Zweig and J. Bell; Revising letter to M. Beeforth; Drafting letter to G. Harris and P. Matukas; Reviewing and considering reply factum for motion for leave to appeal; Generally engaged in file	0.26
09/11/17	J. G. Bell	Reviewing and revising amended statement of claim [REDACTED] Drafting correspondence regarding same	0.06
09/11/17	S. H. Zweig	Reviewing revised letter to M. Beeforth; Call with J. Blinick; Reviewing draft letter to G. Harris; Reviewing B. Kofman comments on letter to M. Beeforth; Reviewing reply leave factum from Dentons, and emails regarding same	0.14
10/11/17	S. H. Zweig	Emails with KSV regarding reply factum; Reviewing further revised statement of claim; Reviewing revised costs order	0.09
10/11/17	J. G. Bell	Drafting correspondence regarding Davies' appeal materials and next steps; Reviewing correspondence regarding same; Reviewing form of order related to costs	0.06
10/11/17	J. Blinick	Email correspondence with J. Bell regarding revised amended claim; Reviewing and considering correspondence from M. Beeforth regarding costs order; Revising costs order as per M. Beeforth's comments; Emailing M. Beeforth copy of same for further review and approval as to form and content; Having same issued and entered with court; Email correspondence to and from J. Bell, S. Zweig and B. Kofman regarding discrete issues relating to matter	0.11

Date	Lawyer	Description	Hours
13/11/17	J. G. Bell	Preparing for and attending call with Davies' counsel regarding potential contempt motion; Speaking with counsel for Davies regarding same and next steps	0.13
13/11/17	S. H. Zweig	Emails with A&B regarding 445; Reviewing J. Bell email regarding Davies	0.04
14/11/17	S. H. Zweig	Reviewing correspondence	0.04
14/11/17	S. H. Zweig	Reviewing N. Goldstein email regarding Kitchener status and proposed next steps; Emails regarding same	0.20
15/11/17	S. H. Zweig	Emails regarding J. Davies issues	0.04
15/11/17	J. G. Bell	Reviewing correspondence regarding information on Davies' assets; Drafting correspondence regarding same	0.03
16/11/17	S. H. Zweig	Discussions regarding costs submission and reviewing drafts; Emails with B. Kofman regarding Davies' living expenses; Discussions with Receiver and internal team regarding bank statements; Call with I. Aversa; Reviewing Cushman Report; Emails regarding impact of appeal on costs award	0.24
16/11/17	S. H. Zweig	Emails regarding status of offer	0.20
17/11/17	S. H. Zweig	Emails regarding amended statement of claim; Call with D. Pollack regarding 445 Princess; Emails with KSV regarding same; Reviewing emails regarding potential class action	0.09
17/11/17	J. Blinick	Email correspondence to and from B. Kofman and S. Zweig regarding amended claim; Making revisions to same; Emailing copy of same to AB, Chaitons and GT for review and comment; Email correspondence to and from I. Aversa; Reviewing issued and entered costs order; Serving same on Dentons; Emailing copy of same to KSV	0.10
18/11/17	S. H. Zweig	Emails regarding costs award; Reviewing email from M. Beeforth	0.04
19/11/17	S. H. Zweig	Emails regarding requested disclosure from J. Davies	0.03
20/11/17	S. H. Zweig	Emails with J. Bell and J. Blinick regarding consequences of unpaid costs award; Call with I. Aversa and J. Nemers	0.07
20/11/17	J. Blinick	Email correspondence with S. Zweig and J. Bell regarding payment of costs order and discrete issues relating to same; Reviewing and considering correspondence from M. Beeforth requesting production of RBC statements; Organizing same for production; Internal correspondence regarding same	0.06
20/11/17	J. G. Bell	Drafting correspondence to Davies' counsel regarding budget and additional requested information; Drafting internal correspondence regarding same; Drafting correspondence regarding costs award	0.04
21/11/17	J. Blinick	Email correspondence to and from M. Beeforth regarding production of Aeolian bank statements	0.03
21/11/17	S. H. Zweig	Call with N. Goldstein	0.03

Date	Lawyer	Description	Hours
24/11/17	S. H. Zweig	Reviewing KingSett rent attornment letter	0.01
24/11/17	J. Blinick	Reviewing correspondence from I. Aversa; Internal correspondence regarding same	0.01
26/11/17	J. G. Bell	Drafting correspondence regarding statement of claim against G. Harris	0.01
27/11/17	S. H. Zweig	Emails with I. Aversa regarding upcoming GT motion; Call with KSV; A&B and Chaitons regarding next steps in litigation; Reviewing email from investor; Call with N. Goldstein; Reviewing and commenting on revised claim; Reviewing revised draft	0.20
27/11/17	J. Blinick	Conference call with BJ, KSV, AB and Chaitons regarding amended claim, discrete issues relating to same and path forward; Internal discussions regarding same; Revising claim; Revising cover letter [REDACTED] [REDACTED] Circulating copies of same internally; Further revising same as per comments; Emailing copies of same to KSV; Generally engaged in file	0.17
27/11/17	J. G. Bell	Reviewing and revising statement of claim [REDACTED] Preparing for and attending conference call with Aird & Berlis and others to discuss same; Meeting with S. Zweig and J. Blinick to discuss same	0.14
28/11/17	J. Blinick	Serving issued claim on defendants; Email correspondence and discussions with KSV, J. Bell and S. Zweig regarding amended claim and discrete issues relating to same; Making further revisions to amended claim and cover letter to G. Harris as per comments and discussions; Circulating revised draft of same	0.09
28/11/17	S. H. Zweig	Emails with B. Kofman regarding upcoming GT motion; Reviewing correspondence serving claim; Reviewing recovery analysis; Reviewing emails from investors; Reviewing comments on letter to Harris; Reviewing B. Kofman comments on statement of claim and discussing same; Reviewing and commenting on revised recovery analysis	0.19
28/11/17	M. C. A. Loughry	Reviewing purchase agreement and drafting critical dates list	0.60
28/11/17	J. D. van Gent	Email from S. Zwiég, N. Goldstein and M. Loughry concerning executed agreement of purchase and sale; Reviewing same; Emails to and from N. Goldstein confirming issue of extended due diligence conditional period; Office conference with M. Loughry to provide instructions concerning preparation of critical dates list, and to facilitate payment of deposit	0.20
28/11/17	S. H. Zweig	Emails regarding APS	0.20
29/11/17	M. C. A. Loughry	Revising critical dates list and diarizing dates	0.10
29/11/17	S. H. Zweig	Further emails regarding statement of claim; Reviewing revised recovery analysis; Reviewing Order and Endorsement in GT motion; Call with J. Blinick	0.07
29/11/17	J. Blinick	Discussions with S. Zweig regarding discrete issues relating to litigation and path forward; Email correspondence to and from B. Kofman regarding same; Revising amended claim to incorporate B. Korman's further comments on same	0.04



December 19, 2017
Page 6

Client: 074735.00007
Invoice No.: 1202818

Date	Lawyer	Description	Hours
30/11/17	J. Blinick	Discussions with S. Zweig regarding discrete issues relating to matter; Reviewing correspondence to and from B. Kofman; Follow-up correspondence to opposing counsel to obtain confirmation of acceptance of service of issued claim; Reviewing and considering affidavit of J. Davies regarding assets, liabilities and cash flow	0.04
30/11/17	S. H. Zweig	Emails regarding litigation; Reviewing Davies' Affidavit	0.10
30/11/17	M. C. A. Loughry	Meeting with J. van Gent regarding status of this file and deposit due under the purchase agreement; Emailing N. Goldstein regarding status of purchase agreement and expected deposit	0.20
30/11/17	S. H. Zweig	Emails regarding status of APS	0.20
Total Hours			7.05
Professional Services			\$ 4,150.00
Less Fee Adjustment			(1,127.62)
Total Professional Services			\$ 3,022.38

Timekeeper	Hours	Rate
J. G. Bell	0.67	\$ 660.00
J. D. van Gent	0.20	740.00
S. H. Zweig	3.41	680.00
J. Blinick	1.87	500.00
M. C. A. Loughry	0.90	340.00

Other Charges	
Printing Charges	\$ 39.36
Total Other Charges	\$ 39.36

Disbursements	
Courier Charges	\$ 52.51
Land Titles	50.16
Process Servers	29.71
Total Disbursements	132.38

Disbursements Incurred As Your Agent (Non-Taxable)	
Soundpath Legal Conferencing	\$ 5.13
Total Disbursements Incurred As Your Agent	\$ 5.13

GST/HST \$ 415.24
TOTAL DUE \$ 3,614.49



Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 – 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: Bank 003, Transf 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
ABA: 021000021, **SWIFT Code:** CHASUS33

Please include the Invoice number on the wire.
Email notification may be sent to: bennettjoneseft@bennettjones.com

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

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GST/HST Number: 119346767



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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: December 19, 2017
Invoice: 1202818

Remittance Statement

Professional Services	\$ 4,150.00
Less Fee Adjustment	<u>(1,127.62)</u>
Total Professional Services	\$3,022.38
Other Charges	39.36
Disbursements	132.38
Disbursements Incurred As Your Agent (Non-taxable)	5.13
Total Due before GST/HST	<u>\$ 3,199.25</u>
GST/HST	\$ 415.24
TOTAL Due in CAD	<u>\$ 3,614.49</u>

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: Bank 003, Transf: 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
ABA: 021000021, **SWIFT Code:** CHASUS33

Please include the Invoice number on the wire.
Email notification may be sent to: bennettjonesft@bennettjones.com

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

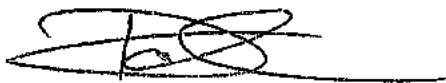
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THIS IS EXHIBIT "I" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 20th DAY OF NOVEMBER, 2018



A Commissioner for taking affidavits, etc.



Bennett Jones

Bennett Jones LLP **247**
Suite 3400, 1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: December 31, 2017
Invoice: 1206136

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	3,197.60
Other Charges		33.70
Disbursements		2.01
Total Due before GST/HST	\$	<u>3,233.31</u>
GST/HST	\$	420.33
TOTAL Due in CAD	\$	<u><u>3,653.64</u></u>

Due upon receipt. Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days.
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GST/HST Number: 119346757



December 31, 2017
Page 2

Client: 074735.00007
Invoice No.: 1206136

Date	Lawyer	Description	Hours
01/12/17	J. G. Bell	Reviewing materials provided by J. Davies regarding assets; Drafting correspondence regarding same	0.04
01/12/17	S. H. Zweig	Reviewing D. Franklin memo; Reviewing correspondence with Harris + Harris LLP; Call with N. Goldstein; Emails regarding Davies' affidavit; Emails with GT regarding litigation	0.14
01/12/17	J. Blinick	Email correspondence and phone call with P. Matukas; Emailing copy of affidavit of J. Davies disclosing assets and liabilities to KSV; Internal correspondence regarding same and discrete issues relating to same	0.07
03/12/17	S. H. Zweig	Reviewing correspondence in connection with D. Franklin memos; Reviewing additional memos	0.11
04/12/17	S. H. Zweig	Emails regarding next steps with Davies; Reviewing additional Franklin memos	0.16
04/12/17	S. H. Zweig	Emails regarding expiry of conditional period	0.20
04/12/17	J. G. Bell	Drafting correspondence regarding latest materials on disclosure of Davies' assets; Drafting correspondence regarding Davies' request for information	0.03
04/12/17	J. Blinick	Internal discussions and correspondence regarding matter and discrete issues relating to same; Finalizing amended claim and cover letter [REDACTED] [REDACTED] Email correspondence to and from B. Kofman regarding affidavit of J. Davies disclosing assets/liabilities and next steps	0.09
05/12/17	J. Blinick	Reviewing and considering report from investor forwarded by B. Kofman; Reviewing email correspondence to and from M. Beeforth	0.06
05/12/17	S. H. Zweig	Emails with GT and KSV regarding outstanding liens and current status thereof; Reviewing additional information from D. Franklin	0.11
06/12/17	S. H. Zweig	Reviewing correspondence with investor	0.03
07/12/17	S. H. Zweig	Reviewing additional materials from D. Franklin	0.04
08/12/17	S. H. Zweig	Call with Noah Goldstein; Emails with B. Kofman regarding Davies Affidavit; Emails with A&B regarding status of litigation; Reviewing offer received from A. Harris; Discussions with J. Bell, B. Kofman and N. Goldstein regarding same	0.19
08/12/17	J. Blinick	Reviewing and considering settlement offer from A. Harris and related correspondence	0.03
08/12/17	J. G. Bell	Drafting correspondence regarding Davies' request for access to documents; Reviewing offer to settle from A. Harris; Speaking with B. Kofman regarding same; Speaking with N. Goldstein regarding same	0.09

Date	Lawyer	Description	Hours
11/12/17	J. Blinick	Reviewing and considering correspondence from Divisional Court; Email correspondence to and from B. Kofman regarding same and next steps; Instructing E. Fimio regarding preparation of Bill of Costs; Reviewing correspondence from M. Beeforth regarding potential motion to vary Mareva Order to provide for further allowance for living expenses and legal costs; Internal correspondence regarding same	0.06
11/12/17	S. H. Zweig	Reviewing letter from Divisional Court; Emails regarding same; Emails with M. Beeforth regarding upcoming funding request under Mareva	0.09
11/12/17	S. H. Zweig	Reviewing new offer received	0.20
11/12/17	J. G. Bell	Drafting correspondence regarding J. Davies' living expenses	0.01
12/12/17	S. H. Zweig	Emails with KSV regarding potential A. Harris settlement; Emails with J. Bell and J. Blinick regarding same; Emails with M. Beeforth and B. Kofman regarding upcoming funding request under Mareva; [REDACTED] Emails regarding Div Court request for costs submissions, and correspondence with KSV regarding same; Reviewing and commenting on draft letter to A. Harris	0.17
12/12/17	J. Blinick	Researching discrete issues relating to cost submissions to Divisional Court; Internal correspondence and discussions regarding same; Correspondence with KSV regarding same; Discussions with opposing counsel regarding same; Correspondence and discussions, internally and with KSV, regarding potential settlement with A. Harris; Drafting letter to A. Harris setting out counter-offer to settle; Circulating copy of same internally for review and comment; Revising same as per discussions and correspondence; Emailing copy of same to KSV for review and comment; Generally engaged in file	0.23
12/12/17	J. G. Bell	Drafting correspondence regarding Alan Harris' proposed terms of settlement and strategy going forward; [REDACTED] Drafting correspondence regarding costs submissions to the Divisional Court	0.06
13/12/17	J. G. Bell	Drafting correspondence regarding Harris settlement; Drafting correspondence regarding potential settlement with J. Davies	0.06
13/12/17	J. Blinick	Email correspondence and discussions, internally and with KSV, regarding potential settlement with A. Harris and discrete issues relating to same; Revising letter to A. Harris; Emailing copy of same to KSV for further review and comment; Making further revisions and finalizing same; Having same delivered; Emailing copy of same to KSV; Further internal discussions and correspondence regarding discrete issues relating to matter; Generally engaged in file	0.20
13/12/17	S. H. Zweig	Reviewing B. Kofman comments on letter to A. Harris; Reviewing draft materials from M. Beeforth for funding request; Call with N. Goldstein; Reviewing revised draft of letter to A. Harris and additional comments; Reviewing final motion record from M. Beeforth; Discussions with J. Bell, J. Blinick and N. Goldstein regarding Davies	0.29



Date	Lawyer	Description	Hours
14/12/17	S. H. Zweig	Call with J. Bell and J. Blinick; Call with KSV; Reviewing draft Orders from M. Beeforth and discussing same; Reviewing email from B. Pepall; Call with D. Franklin; Call with A&B; Emails with KSV regarding same; Emails regarding costs submission for leave to appeal motion	0.40
14/12/17	J. Blinick	Internal call regarding matter and discrete issues relating to same; [REDACTED] Reviewing and considering draft order to vary Mareva to allow for living expenses; internal correspondence regarding same; Conference call with B. Kofman, S. Zweig and J. Bell regarding matter and discrete issues relating to same; Email correspondence to and from M. Beeforth regarding costs of motion for leave to appeal; Drafting letter to Divisional Court regarding same	0.33
14/12/17	J. G. Bell	Preparing for and attending conference call with B. Kofman regarding various developments and strategy going forward; Drafting correspondence regarding same; [REDACTED] Speaking with S. Zweig and J. Blinick regarding file; [REDACTED]	0.23
15/12/17	J. Blinick	Emailing copy of letter to Divisional Court to J. Bell and S. Zweig for review and comment; Internal correspondence and discussions regarding same; Revising letter; Emailing copy of same to M. Beeforth for review and comment	0.04
15/12/17	S. H. Zweig	Reviewing and commenting on draft letter to Div Court; Call with N. Goldstein; Emails regarding secured claims filed in GT claims process; Reviewing documents in connection with same and discussions with N. Goldstein regarding same; Call with I. Aversa; Emails regarding Harris insurance coverage	0.17
15/12/17	J. G. Bell	Speaking with counsel for G. Harris; Drafting correspondence regarding costs on Divisional Court; Reviewing correspondence related to claim against G. Harris	0.04
16/12/17	S. H. Zweig	Reviewing correspondence [REDACTED] Emails with N. Goldstein regarding FSCO meeting	0.06
16/12/17	J. G. Bell	Drafting correspondence regarding next steps in pursuing claims [REDACTED]	0.04
17/12/17	S. H. Zweig	Emails with M. Beeforth regarding upcoming hearing	0.03
18/12/17	S. H. Zweig	Reviewing offer from A. Harris; Emails regarding same; Reviewing M. Beeforth comments on Div Court letter; Emails with B. Kofman regarding upcoming hearing; Call with A&B and KSV regarding A. Harris; Preparing for Davies' motion	0.19



Date	Lawyer	Description	Hours
18/12/17	J. Blinick	Email correspondence to and from M. Beeforth regarding letter to Div. Ct.; Revising and finalizing same; Having copy of same delivered; Multiple correspondences to and from S. Zweig, J. Bell and B. Kofman regarding matter and discrete issues relating to same; Conference call with BJ, KSV and AB regarding potential settlement with A. Harris; Follow-up correspondence with S. Zweig and B. Kofman regarding path forward	0.16
18/12/17	J. G. Bell	Reviewing letter from A. Harris regarding possible settlement; Preparing for and attending conference call with Grant Thornton and Aird & Berlis to discuss same; Drafting correspondence regarding same	0.10
19/12/17	S. H. Zweig	Attending Davies' motion; Emails with internal team and A&B	0.10
19/12/17	J. G. Bell	Drafting correspondence regarding Davies' living expenses; Drafting correspondence regarding next steps re. A. Harris	0.03
20/12/17	S. H. Zweig	Emails with KSV; Reviewing and commenting on letter to A. Harris; Reviewing B. Kofman comment; Call with I. Aversa; Email to KSV	0.11
20/12/17	J. Blinick	Drafting letter to A. Harris regarding settlement; Circulating copy of same internally for review and comment; Revising same as per comments; Emailing copy of same to KSV for review and comment; Email correspondence to and from B. Kofman regarding same; Further revising same as per comments; Finalizing letter; Having copy of same delivered to A. Harris; Emailing copy of same to KSV	0.11
20/12/17	J. G. Bell	Reviewing and revising letter to A. Harris; Drafting correspondence regarding same	0.01
21/12/17	J. G. Bell	Reviewing correspondence	0.01
23/12/17	S. H. Zweig	Reviewing correspondence between GT and D. Martino; Email to KSV regarding same	0.01
24/12/17	S. H. Zweig	Reviewing various correspondence	0.07
25/12/17	S. H. Zweig	Reviewing further correspondence	0.04
27/12/17	S. H. Zweig	Emails with J. Bell [REDACTED]	0.03
27/12/17	J. G. Bell	Drafting correspondence [REDACTED]	0.01
28/12/17	S. H. Zweig	Reviewing D. Goldband email regarding Landmark Capital	0.01

Total Hours	5.09
Professional Services	\$ 3,197.60

Timekeeper	Hours	Rate
J. G. Bell	0.76	\$ 660.00
S. H. Zweig	2.95	680.00
J. Blinick	1.38	500.00



December 31, 2017
Page 6

Client: 074735.00007
Invoice No.: 1206136

Other Charges

Printing Charges

	\$	33.70
Total Other Charges	\$	<u>33.70</u>

Disbursements

Courier Charges

	\$	2.01
Total Disbursements		<u>2.01</u>

GST/HST \$ 420.33

TOTAL DUE \$ 3,653.64

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

**Attention: BOBBY KOFMAN
 MANAGING DIRECTOR AND PRESIDENT**

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
 Our File Number: 074735.00007

Date: December 31, 2017
 Invoice: 1206136

Remittance Statement

Professional Services	\$	3,197.60
Other Charges		33.70
Disbursements		2.01
Total Due before GST/HST	\$	<u>3,233.31</u>
GST/HST	\$	420.33
TOTAL Due in CAD	\$	<u>3,653.64</u>

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
 Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
 Beneficiary Bank: Royal Bank of Canada
 Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
 Account Details: Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
 SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
 ABA: 021000021, SWIFT Code: CHASUS33

Please include the invoice number on the wire.
 Email notification may be sent to: bennettjonesoft@bennettjones.com

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

Due upon receipt. Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days.
 We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com or contact our Privacy Officer
 by visiting our offices in Calgary, Edmonton, Toronto or Ottawa.

GST/HST Number: 119346767

**THIS IS EXHIBIT "J" REFERRED TO IN THE
AFFIDAVIT OF SEAN H. ZWEIG
SWORN
THE 20th DAY OF NOVEMBER, 2018**



A Commissioner for taking affidavits, etc.



Bennett Jones

Bennett Jones LLP **255**
Suite 3400, 1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: February 8, 2018
Invoice: 1210386

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	2,867.50
Other Charges		11.92
Disbursements		2.01
Disbursements Incurred As Your Agent (Non-taxable)		4.76
Total Due before GST/HST	\$	<u>2,886.19</u>
GST/HST	\$	374.59
TOTAL Due in CAD	\$	<u><u>3,260.78</u></u>

Due upon receipt. Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com or contact our Privacy Officer by writing our offices in Calgary, Edmonton, Toronto or Ottawa.

GST/HST Number: 119346767



February 8, 2018
Page 2

Client: 074735.00007
Invoice No.: 1210386

Date	Lawyer	Description	Hours
02/01/18	J. Blinick	Reviewing and considering correspondence from A. Harris regarding potential settlement; Internal correspondence and discussions regarding same and path forward; Reviewing and considering correspondence from KSV and AB regarding same	0.05
02/01/18	S. H. Zweig	Reviewing letter from A. Harris; Various emails regarding same and related issues; Emails with A&B regarding same; Call with N. Goldstein; Discussion with N. Goldstein and J. van Gent regarding possible JV arrangement	0.15
02/01/18	J. G. Bell	Reviewing correspondence from A. Harris; Drafting correspondence regarding same; Meeting with J. Blinick to discuss materials to be prepared	0.08
02/01/18	J. D. van Gent	Emails to and from S. Zweig concerning potential joint venture for certain properties; Telephone call with N. Goldstein to discuss same	0.08
03/01/18	J. G. Bell	Drafting correspondence regarding next steps and strategy going forward; [REDACTED]; Drafting correspondence regarding A. Harris settlement	0.06
03/01/18	S. H. Zweig	Discussions with B. Kofman and J. Bell regarding litigation status; Reviewing and commenting on letter to A. Harris	0.06
03/01/18	J. Blinick	Email correspondence to and from J. Bell and S. Zweig regarding matter; Drafting responding letter to A. Harris; Circulating copy of same for review and comment; Revising same; Having copy of same delivered	0.12
04/01/18	J. Blinick	Drafting settlement documents for potential settlement with A. Harris, E. Harris and Dachstein Holdings Inc.; Emailing copies of same to S. Zweig and J. Bell for review and comment; Reviewing and considering S. Zweig's comments on same	0.33
04/01/18	S. H. Zweig	Emails regarding status of litigation; Reviewing and commenting on draft settlement documents	0.09
05/01/18	S. H. Zweig	Emails regarding correspondence from D. Martino	0.03
06/01/18	S. H. Zweig	Emails regarding litigation status; Emails regarding D. Martino correspondence; Emails with A&B; Reviewing revised draft of settlement documents, and emails regarding same	0.10
06/01/18	J. G. Bell	Drafting correspondence regarding status of various settlements	0.03
07/01/18	J. G. Bell	Reviewing and revising A. Harris settlement documents; Drafting correspondence regarding same	0.03
08/01/18	S. H. Zweig	Further emails regarding D. Martino correspondence; Call with J. Bell and J. Blinick regarding draft settlement documents	0.09



Date	Lawyer	Description	Hours
08/01/18	J. Blinick	Email correspondence to and from J. Bell and S. Zweig regarding documents for potential settlement with A. Harris, E. Harris and Dachstein; Conference call regarding same; Revising documents as per discussions; Emailing copies of same to B. Kofman and N. Goldstein for review and comment	0.09
09/01/18	J. Blinick	Drafting letter to G. Harris; Circulating copy of same internally for review and comment; Revising same as per comments; Emailing copy of same to KSV for review and comment; Email correspondence to and from KSV regarding documents for potential settlement with A. Harris et al; Emailing copies of same to AB and GT for review and comment	0.10
09/01/18	S. H. Zweig	Discussion with N. Goldstein regarding settlement documents; Reviewing and commenting on draft letter to G. Harris	0.05
09/01/18	J. G. Bell	Preparing for and attending conference call to discuss A. Harris settlement documents and next steps in other settlements	0.06
10/01/18	S. H. Zweig	Reviewing B. Kofman comments on letter to G. Harris; Emails regarding same; Reviewing email from M. Beeforth	0.05
10/01/18	J. Blinick	Reviewing and considering B. Kofman's comments on letter to G. Harris; Email correspondence to and from B. Kofman regarding same; Revising and finalizing letter; Delivering copy of same to G. Harris; Emailing copy of same to KSV, GT and AB; Reviewing email correspondence to and from M. Beeforth	0.10
11/01/18	J. Blinick	Reviewing and considering AB's comments on settlement documents; Revising same to incorporate comments; Circulating copy of same internally for further review and comment; Internal correspondence regarding same and next steps; Circulating copy of same to KSV for final review and comment before delivery to A. Harris	0.12
11/01/18	S. H. Zweig	Reviewing and commenting on draft JV outline document; Discussion with J. van Gent regarding same; Call with J. Blinick; Call with J. Bell; Emails regarding Davies update with KSV and J. Bell; Reviewing A&B comments on settlement agreement; Reviewing revised JV outline document; Emails with Receiver regarding lien claim matters in connection with possible JV	0.22
11/01/18	J. G. Bell	[REDACTED]	0.06
12/01/18	J. G. Bell	Reviewing and revising settlement documents	0.03
12/01/18	S. H. Zweig	Reviewing B. Kofman comments on settlement documents, and emails regarding same	0.05
14/01/18	S. H. Zweig	Reviewing revised settlement agreement and draft email to KSV	0.03
14/01/18	J. Blinick	Email correspondence with B. Kofman, S. Zweig and J. Bell; Revising settlement documents to address B. Kofman's comments; Emailing revised documents to J. Bell and S. Zweig for further review and comment; Finalizing documents; Emailing same to B. Kofman and N. Goldstein for final approval before delivery to A. Harris	0.10

February 8, 2018
 Page 4

 Client: 074735.00007
 Invoice No.: 1210386

Date	Lawyer	Description	Hours
14/01/18	J. G. Bell	Reviewing settlement agreements; Drafting correspondence regarding consideration issue	0.03
15/01/18	J. G. Bell	Reviewing correspondence regarding Harris settlement	0.02
15/01/18	J. Blinick	Internal correspondence regarding matter and next steps; Drafting follow-up letter to A. Harris enclosing draft settlement documents; Internal discussions and correspondence regarding same; Having letter finalized and delivered to A. Harris together with draft settlement documents	0.09
15/01/18	S. H. Zweig	Emails with KSV regarding settlement documents and related issue; Reviewing and commenting on draft letter to A. Harris	0.06
18/01/18	J. Blinick	Reviewing and considering Divisional Court's decision on leave to appeal motion and correspondence to and from KSV, AB and others regarding same	0.06
19/01/18	S. H. Zweig	Reviewing leave to appeal decision; Considering same and multiple discussions regarding same; [REDACTED]	0.10
20/01/18	J. G. Bell	Drafting correspondence regarding leave to appeal being granted by the Divisional Court; [REDACTED]	0.03
20/01/18	J. Blinick	Email correspondence with J. Bell and S. Zweig	0.02
21/01/18	J. Blinick	Email correspondence and conference call with S. Zweig and J. Bell regarding matter and path forward	0.09
21/01/18	S. H. Zweig	Discussion with B. Kofman regarding leave to appeal decision and related issues; Call with J. Bell and J. Blinick regarding same	0.09
21/01/18	J. G. Bell	Preparing for and attending conference call to discuss next steps	0.06
22/01/18	J. G. Bell	Preparing for and attending conference call to discuss next steps in various actions; Drafting correspondence regarding same	0.08
22/01/18	S. H. Zweig	Discussion with J. Blinick regarding costs award; Call with Receiver regarding litigation matters	0.10
22/01/18	J. Blinick	Internal correspondence regarding discrete issues relating to matter; Conference call with KSV regarding leave to appeal decision and path forward; Follow-up discussions with S. Zweig regarding same and next steps	0.10
23/01/18	S. H. Zweig	Emails with Receiver regarding next steps in litigation	0.03
26/01/18	S. H. Zweig	Reviewing correspondence regarding A. Harris; Call with I. Aversa; Reviewing draft leave to appeal order, and emails regarding same and related issue	0.09
26/01/18	J. G. Bell	Reviewing correspondence from A. Harris; Drafting correspondence regarding same; Reviewing form of proposed Divisional Court Order re. leave to appeal; Drafting correspondence regarding same	0.03

February 8, 2018
Page 5

Client: 074735.00007
Invoice No.: 1210386

Date	Lawyer	Description	Hours
26/01/18	J. Blinick	Reviewing and considering email correspondence from M. Beeforth enclosing draft order; Internal correspondence and discussions regarding same; Email correspondence to M. Beeforth to approve order as to form and content; Reviewing correspondence from A. Harris; Responding to same to provide A. Harris with electronic copies of settlement documents. [REDACTED] [REDACTED] Generally engaged in matter	0.23
28/01/18	J. Blinick	Email correspondence to and from S. Zweig and J. Bell	0.02
28/01/18	J. G. Bell	Drafting correspondence regarding Davies appeal	0.02
28/01/18	S. H. Zweig	Emails with J. Bell and J. Blinick regarding appeal issue	0.05
29/01/18	S. H. Zweig	Emails regarding next steps in appeal; Reviewing FSCO orders granted; Reviewing Notice of Appeal and Certificate; Reviewing and commenting on revised claim including Thompson and Stewart; Reviewing J. Bell comments	0.15
29/01/18	J. Blinick	Drafting amended claim [REDACTED] Circulating copy of same for review and comment; Revising same as per comments; Reviewing and considering Notice of Appeal and certificate of evidence; Diarizing all deadlines for Appeal; Generally engaged in matter	0.23
29/01/18	J. G. Bell	Reviewing correspondence from J. Davies' counsel; Drafting correspondence regarding same; Reviewing and revising statement of claim against W. Thompson and B. Stewart; Drafting correspondence regarding same	0.09
30/01/18	J. Blinick	Conference call with J. Bell and S. Zweig; Making further revisions to claim; Circulating copy of same for further review and comment; Internal correspondence regarding same; Emailing copy of same to B. Kofman and N. Goldstein for review and comment; Email correspondence with B. Kofman regarding same	0.13
30/01/18	S. H. Zweig	Emails with B. Kofman regarding amended claim; [REDACTED] [REDACTED] Call with J. Bell and J. Blinick; Reviewing and commenting on revised statement of claim	0.10
30/01/18	J. G. Bell	[REDACTED] [REDACTED] Drafting correspondence regarding revised statement of claim; Speaking with S. Zweig and J. Blinick regarding same	0.06
31/01/18	S. H. Zweig	Reviewing article in Globe regarding FSCO decision	0.02
Total Hours			4.54
Professional Services			\$ 2,867.50

Timekeeper	Hours	Rate
J. G. Bell	0.77	\$ 675.00



February 8, 2018
Page 6

Client: 074735.00007
Invoice No.: 1210386

Timekeeper	Hours	Rate
J. D. van Gent	0.08	755.00
S. H. Zweig	1.71	695.00
J. Blinick	1.98	555.00

Other Charges	
Printing Charges	\$ 11.92
Total Other Charges	\$ 11.92

Disbursements	
Courier Charges	\$ 2.01
Total Disbursements	2.01

Disbursements Incurred As Your Agent (Non-Taxable)	
Soundpath Legal Conferencing	\$ 4.76
Total Disbursements Incurred As Your Agent	\$ 4.76

GST/HST \$ 374.59
TOTAL DUE \$ 3,260.78



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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: February 8, 2018
Invoice: 1210386

Remittance Statement

Professional Services	\$	2,867.50
Other Charges		11.92
Disbursements		2.01
Disbursements Incurred As Your Agent (Non-taxable)		4.76
Total Due before GST/HST	\$	<u>2,886.19</u>
GST/HST	\$	374.59
TOTAL Due in CAD	\$	<u>3,260.78</u>

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
ABA: 021000021, SWIFT Code: CHASUS33

Please include the invoice number on the wire.
Email notification may be sent to: bennettjonesoft@bennettjones.com

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

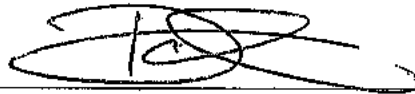
Due upon receipt. Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days.
We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com or contact our Privacy Officer
by visiting our offices in Calgary, Edmonton, Toronto or Ottawa.

THIS IS EXHIBIT "K" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 20th DAY OF NOVEMBER, 2018

A handwritten signature in black ink, appearing to be 'S. H. Zweig', written over a horizontal line.

A Commissioner for taking affidavits, etc.



Bennett Jones

Bennett Jones LLP **263**
Suite 3400, 1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: March 8, 2018
Invoice: 1213659

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	2,900.25
Other Charges		4.56
Disbursements		8.57
Total Due before GST/HST	\$	<u>2,913.38</u>
GST/HST	\$	378.74
TOTAL Due in CAD	\$	<u>3,292.12</u>

Due upon receipt. Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days.
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by writing our offices in Calgary, Edmonton, Toronto or Ottawa.

GST/HST Number: 118346757

Date	Lawyer	Description	Hours
01/02/18	S. H. Zweig	Reviewing comments from A. Harris on settlement documents; Emails regarding same and reviewing B. Kofman comments; Call with J. Bell	0.10
01/02/18	J. Blinick	Reviewing email correspondence from A. Harris regarding settlement documents; Emailing same to S. Zweig and J. Bell for review; Email correspondence with S. Zweig and J. Bell regarding same; Email correspondence to A. Harris regarding same and path forward	0.03
01/02/18	J. G. Bell	[REDACTED] Speaking with S. Zweig regarding same; Drafting correspondence regarding same; Reviewing revisions to settlement documents proposed by A. Harris; Drafting correspondence regarding same	0.10
02/02/18	J. G. Bell	[REDACTED]	0.10
02/02/18	S. H. Zweig	Reviewing additional comments from B. Kofman on settlement agreement; Call with Receiver regarding litigation matters	0.09
04/02/18	J. Blinick	Email correspondence with S. Zweig	0.01
06/02/18	J. Blinick	Email correspondence with S. Zweig and J. Bell regarding appeal certificate respecting evidence and amended claim [REDACTED] [REDACTED] Follow-up correspondence to B. Kofman to obtain comments on amended claim; Preparing appeal certificate respecting evidence; Emailing copy of same to J. Bell and S. Zweig for review and comment; Email correspondence with S. Zweig regarding same; Revising same as per S. Zweig's comments	0.11
06/02/18	S. H. Zweig	Emails with J. Blinick regarding certificate respecting evidence for appeal; Emails with Receiver regarding litigation matters; Emails with I. Aversa regarding litigation update; Reviewing and commenting on draft certificate respective evidence	0.10
07/02/18	S. H. Zweig	Reviewing email from J. Nemers regarding questions on litigation; Call with A&B regarding litigation update; Call with N. Goldstein regarding amended statement of claim	0.10
07/02/18	J. G. Bell	Drafting correspondence regarding potential settlement; Drafting correspondence to A. Harris regarding same	0.03
08/02/18	J. Blinick	Internal correspondence regarding certificate of evidence for appeal; Further revising same; Emailing copy of same to KSV; Email correspondence with B. Kofman regarding same; Reviewing and considering correspondence from A. Harris regarding settlement; Email correspondence internally and with KSV regarding same; Finalizing settlement documents; Emailing same to AB/GT for signature along with update on matter; Email correspondence with I. Aversa regarding same; Reviewing and considering KSV's comments on amended statement of claim; Internal discussions regarding same; Revising same as per KSV's comments; Generally engaged in file	0.27



March 8, 2018
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Client: 074735.00007
Invoice No.: 1213659

Date	Lawyer	Description	Hours
08/02/18	S. H. Zweig	Emails with internal team, Receiver and A&B regarding A. Harris settlement; Reviewing N. Goldstein comments on amended claim; Emails with J. Blinick regarding certificate for appeal regarding evidence	0.09
08/02/18	J. G. Bell	Drafting correspondence regarding A. Harris settlement; Speaking with J. Blinick regarding fresh as amended claim; Drafting correspondence regarding same	0.03
09/02/18	J. G. Bell	Drafting correspondence to Davies' counsel	0.01
11/02/18	S. H. Zweig	Reviewing B. Kofnan email regarding FSCO action; Emails with J. Blinick regarding appeal certificate	0.03
12/02/18	J. Blinick	Finalizing respondents certificate regarding evidence; Drafting cover letter enclosing same; Having same served on opposing parties and filed with Divisional Court; Internal correspondence regarding same	0.03
13/02/18	J. Blinick	Revising amended statement of claim; Circulating copy of same internally for further review and comment; Emailing copy of same to KSV for further review and approval; Follow-up correspondence with I. Aversa regarding settlement with A. Harris et al; Preparing execution copies of documents for settlement with A. Harris et al; Email correspondence with KSV, GT and AB regarding same; Reviewing signed documents sent by GT; Generally engaged in matter	0.13
13/02/18	S. H. Zweig	Reviewing revised draft of amended claim; Emails regarding same and related litigation matters; Emails regarding A. Harris settlement	0.07
13/02/18	J. G. Bell	Reviewing and revising amended statement of claim; Drafting correspondence regarding potential settlements	0.03
14/02/18	S. H. Zweig	Emails with Receiver regarding J. Davies and other litigation matters	0.03
14/02/18	J. Blinick	Drafting materials for settlement approval motion; Internal correspondence regarding discrete issues relating to same	0.16
14/02/18	J. G. Bell	[REDACTED]	0.04
15/02/18	J. Blinick	Drafting materials for settlement approval motion; Internal correspondence and discussions regarding discrete issues relating to same; Email correspondence to and from N. Goldstein regarding execution of Settlement Agreement	0.23
15/02/18	S. H. Zweig	[REDACTED]	0.07
15/02/18	J. G. Bell	Reviewing correspondence from Davies' counsel; Drafting correspondence regarding same; Speaking with J. Blinick regarding settlement with A. Harris; Speaking with S. Zweig regarding same	0.06
16/02/18	S. H. Zweig	Emails with B. Kofnan regarding litigation matters; Discussions with J. Blinick regarding Settlement Agreement	0.06
16/02/18	J. Blinick	Phone call and email correspondence to and from N. Goldstein	0.03



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Client: 074735.00007
Invoice No.: 1213659

Date	Lawyer	Description	Hours
16/02/18	J. G. Bell	Drafting correspondence to Davies' counsel regarding possible settlement and Arizona property; Reviewing correspondence regarding same	0.03
20/02/18	J. Blinick	Internal correspondence regarding matter and discrete issues relating to same; Reviewing correspondence to and from B. Kofman	0.03
20/02/18	S. H. Zweig	Emails with internal team regarding litigation strategic issues; Call with I. Aversa; Call with N. Goldstein regarding amended claim; Correspondence with KSV regarding Harris & Harris issue	0.10
21/02/18	J. Blinick	Conference call with S. Zweig and J. Bell regarding settlement with A. Harris et al and discrete issues relating to same; Email correspondence to and from B. Kofman; Phone call with N. Goldstein; Reviewing and considering KSV comments on amended claim; Revising same as per comments	0.16
21/02/18	J. G. Bell	Preparing for and attending conference call with S. Zweig and J. Blinick to discuss A. Harris settlement and other issues; Drafting correspondence regarding same; [REDACTED] Reviewing and revising amended statement of claim	0.13
21/02/18	S. H. Zweig	Emails with Receiver regarding litigation matters; Call with J. Bell and J. Blinick regarding litigation update and strategy; Reviewing KSV comments on Amended Claim; Call with I. Aversa; Reviewing draft Ross Park receivership order	0.19
22/02/18	S. H. Zweig	Call with I. Aversa regarding Ross Park; Reviewing revised draft Order; Further call with I. Aversa; Call with J. Blinick; Reviewing email from M. Beeforth regarding Arizona property; Various discussions with B. Kofman and N. Goldstein	0.19
22/02/18	J. G. Bell	Drafting correspondence regarding the Arizona property	0.01
23/02/18	S. H. Zweig	Emails regarding Ross Park receivership; Call with I. Aversa and J. Nemers; Reviewing and commenting on revised amended claim; Discussion regarding same; Reviewing revised Ross Park receivership order and emails with KSV regarding same	0.14
23/02/18	J. Blinick	Discussions with N. Goldstein; Revising amended claim; Emailing copy of same to S. Zweig and J. Bell for further review and comment; Emailing copy of same to KSV for further review and comment	0.04
23/02/18	J. G. Bell	Drafting correspondence regarding exhibits to Davies' cross-examinations; Drafting correspondence regarding follow-up questions related to the Arizona property	0.04
24/02/18	S. H. Zweig	Reviewing revised draft of receivership order	0.03
25/02/18	J. G. Bell	Reviewing and revising amended statement of claim; Drafting correspondence regarding strategy going forward	0.04
25/02/18	S. H. Zweig	Reviewing additional comments from B. Kofman on Amended Claim; Emails regarding same; Emails with Receiver regarding Ross Park	0.07



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Client: 074735.00007
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Date	Lawyer	Description	Hours
25/02/18	J. Blinick	Reviewing and considering correspondence from B. Kofman; Reviewing and considering B. Kofman's comments on amended claim; Revising same; Email correspondence to B. Kofman regarding same	0.07
26/02/18	J. Blinick	Email correspondence to and from B. Kofman regarding amended claim and discrete issues relating to same; Revising claim as per B. Kofman's comments; Emailing copy of same to AB and Chaitons for review and comment; [REDACTED] Organizing exhibits to cross-examination of J. Davies; Generally engaged in file	0.17
26/02/18	S. H. Zweig	Reviewing B. Kofman comments on amended claim, and emails regarding same; Reviewing Ross Park Motion Record; Reviewing settlement proposal from M. Beeforth; Emails regarding same; Emails with I. Aversa regarding deposit refunds protocol	0.19
27/02/18	S. H. Zweig	Call with J. Bell regarding litigation strategy; [REDACTED] Call with N. Goldstein regarding litigation matters; [REDACTED] Call with I. Aversa regarding A. Harris settlement; Reviewing I. Aversa comments on claim	0.20
27/02/18	J. Blinick	Email correspondence to and from M. Beeforth regarding exhibits to cross-examinations of Davies; Discussions with J. Bell regarding discrete issues relating to same; Preparing exhibit packages; Emailing same to M. Beeforth; Email correspondence internally and with KSV regarding discrete issues relating to litigation; [REDACTED]; [REDACTED] internal correspondence regarding same; Further revising same; Circulating copy of same	0.16
27/02/18	J. G. Bell	[REDACTED] Speaking with J. Blinick regarding exhibits from Davies' cross for purposes of appeal; Preparing for and attending conference call to discuss next steps and strategy going forward; Reviewing and revising budget; Drafting correspondence regarding same	0.13
28/02/18	J. Blinick	Reviewing correspondence from I. Aversa enclosing comments on amended claim; Discussions with S. Zweig and J. Bell regarding same; Revising claim as per comments; Email correspondence with KSV, BJ, AB and Chaitons regarding strategy meeting; Reviewing and considering factum for Appeal to Div. Ct.	0.13
28/02/18	S. H. Zweig	Reviewing Mareva appeal factum; Emails with J. Bell and J. Blinick regarding amended claim; Reviewing revised Ross Park materials	0.16
Total Hours			4.55
Professional Services			\$ 2,900.25

Timekeeper	Hours	Rate
J. G. Bell	0.78	\$ 675.00
S. H. Zweig	2.01	695.00



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Client: 074735.00007
Invoice No.: 1213659

Timekeeper	Hours	Rate
J. Blinick	1.76	555.00

Other Charges	
Printing Charges	\$ 2.85
Fax Charges	1.71
Total Other Charges	\$ 4.56

Disbursements	
Process Servers	\$ 8.57
Total Disbursements	\$ 8.57

GST/HST \$ 378.74
TOTAL DUE \$ 3,292.12

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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: March 8, 2018
Invoice: 1213659

Remittance Statement

Professional Services	\$	2,900.25
Other Charges		4.56
Disbursements		8.57
Total Due before GST/HST	\$	<u>2,913.38</u>
GST/HST	\$	378.74
TOTAL Due in CAD	\$	<u><u>3,292.12</u></u>

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
ABA: 021000021, SWIFT Code: CHASUS33

Please include the invoice number on the wire.
Email notification may be sent to: bennettjonesoft@bennettjones.com

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

Due upon receipt. Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days.
We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com or contact our Privacy Officer
by visiting our offices in Calgary, Edmonton, Toronto or Ottawa.

GST/HST Number: 119346757

**THIS IS EXHIBIT "L" REFERRED TO IN THE
AFFIDAVIT OF SEAN H. ZWEIG
SWORN
THE 20th DAY OF NOVEMBER, 2018**



A Commissioner for taking affidavits, etc.



Bennett Jones

Bennett Jones LLP **271**
Suite 3400, 1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: April 10, 2018
Invoice: 1217343

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	5,856.80
Other Charges		17.14
Disbursements		3.64
Disbursements Incurred As Your Agent (Non-taxable)		1.13
Total Due before GST/HST	\$	<u>5,878.71</u>
GST/HST	\$	764.08
TOTAL Due in CAD	\$	<u><u>6,642.79</u></u>

Due upon receipt, Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com or contact our Privacy Officer by visiting our offices in Calgary, Edmonton, Toronto or Ottawa.

GST/HST Number: 119346757

Date	Lawyer	Description	Hours
01/03/18	J. Blinick	Correspondence with S. Zweig and J. Bell; Revising budget as per discussions and KSV comments; Circulating copy of same for further review and comment; Internal correspondence regarding same; Further revising same; Recirculating same for further review and comment; Reviewing correspondence from AB and KSV	0.09
01/03/18	J. G. Bell	Drafting correspondence regarding upcoming steps in litigation; [REDACTED]	0.04
01/03/18	S. H. Zweig	Discussions with each of KSV and internal team [REDACTED]; Reviewing Orders granted over Ross Park	0.09
02/03/18	S. H. Zweig	Further discussion with KSV [REDACTED]; Reviewing draft Report	0.10
02/03/18	J. Blinick	Ongoing correspondence and discussions with S. Zweig [REDACTED]; Reviewing correspondence from N. Goldstein attaching Receiver's report	0.10
03/03/18	J. Blinick	Email correspondence to and from S. Zweig	0.01
04/03/18	J. Blinick	Reviewing and considering KSV's 11th report to court addressing settlement with A. Harris et al; Revising same; Emailing copy of same to S. Zweig and J. Bell for review and comment; [REDACTED]; Emailing copy of same to S. Zweig and J. Bell; Reviewing correspondence from S. Zweig to KSV	0.23
04/03/18	J. G. Bell	Drafting correspondence regarding next steps in the litigation	0.01
04/03/18	S. H. Zweig	Reviewing J. Blinick comments on draft Report, and revising same; [REDACTED]	0.11
05/03/18	S. H. Zweig	Call with N. Goldstein; Call with KSV regarding litigation next steps; Call with J. Bell regarding same; Reviewing further revised Report; Reviewing B. Kofman comments on same	0.13
05/03/18	J. G. Bell	Reviewing and revising Receiver's report; Drafting correspondence regarding same	0.01
05/03/18	J. Blinick	Reviewing and considering S. Zweig's comments on KSV's 11th report; Revising same as per comments; Emailing same to S. Zweig and J. Bell for further review and comment; Reviewing B. Kofman's comments on same; Email correspondence with S. Zweig regarding same; Reviewing and considering correspondence from Divisional Court enclosing hearing form; Email correspondence to and from M. Beeforth regarding same	0.16
06/03/18	J. G. Bell	Preparing for and attending meeting with KSV, Aird & Berlis and Chaitons to discuss next steps and strategy going forward; Drafting correspondence regarding same	0.20
06/03/18	S. H. Zweig	Attending meeting with A&B and Chaitons regarding litigation	0.14



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Client: 074735.00007
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Date	Lawyer	Description	Hours
07/03/18	S. H. Zweig	Meeting with J. Bell and J. Blinick regarding various matters; Follow-up discussion with J. Blinick; Drafting receivership order	0.29
07/03/18	J. G. Bell	Meeting with J. Blinick and S. Zweig to discuss next steps, potential new claims and strategy going forward; Reviewing documents related to same; Drafting correspondence regarding same	0.16
07/03/18	J. Blinick	Meeting with J. Bell and S. Zweig to discuss matter, discrete issues relating to same and next steps; Reviewing GT's 9th report; Discussions with S. Zweig regarding discrete issues relating to application to appoint receiver in respect of Bronson and Ross Park; Email correspondence to E. Fimio regarding targeted searches in database for documents relating to Appraiser and W. Thompson	0.20
08/03/18	J. Blinick	Reviewing and considering draft receivership order; Internal correspondence regarding same; Email correspondence with P. Bell regarding Div. Ct. appeal	0.06
08/03/18	J. G. Bell	Reviewing and revising form of receivership order; Drafting correspondence regarding same	0.04
08/03/18	S. H. Zweig	Revising receivership order; Discussion with internal team regarding same	0.06
08/03/18	E. Fimio	Correspondence with J. Blinick; Performing analytics; Performing targeted searches; Database administration	0.14
09/03/18	J. Blinick	Meeting with E. Fimio to coordinate review of documents in database; Correspondence with J. Bell and S. Zweig regarding same; Email correspondence to and from M. Beeforth regarding form to be filed in connection with appeal to Div. Ct.	0.06
10/03/18	J. Blinick	Email correspondence to and from S. Zweig	0.01
11/03/18	J. Blinick	Drafting application materials to appoint KSV as Receiver in respect of certain property of Ross Park and Bronson; Drafting materials for motion to approve settlement with A. Harris et al; Generally engaged in file	0.84
12/03/18	J. Blinick	Preparing Application materials to appoint Receiver; Preparing motion materials to approve settlement; Emailing copies of materials to S. Zweig and J. Bell for review and comment; Discussions with S. Zweig regarding discrete issues relating to same; Reviewing email correspondence to and from I. Aversa; Generally engaged in matter	0.47
12/03/18	J. G. Bell	Reviewing draft receivership materials; Drafting correspondence regarding same	0.04
12/03/18	S. H. Zweig	Reviewing and commenting on draft receivership application materials; Reviewing and commenting on draft settlement agreement motion materials; Call with I. Aversa regarding Ross Park, Bronson and McMurray; Email to J. Bell and J. Blinick regarding same	0.26
13/03/18	S. H. Zweig	Reviewing email from M. Beeforth with draft materials in connection with sale of house; Emails in connection with same; Discussion with N. Goldstein regarding same	0.07



Date	Lawyer	Description	Hours
13/03/18	J. G. Bell	Reviewing correspondence regarding Davies counsel's proposal to sell 24 Country Club property; Drafting correspondence regarding same	0.06
14/03/18	J. Blinick	Email correspondence and discussions with M. Beeforth regarding scheduling and other issues relating to appeal to Div. Ct.; Internal correspondence regarding same	0.04
14/03/18	S. H. Zweig	Emails with B. Kofman regarding Davies' proposed house sale; Emails regarding scheduling of Mareva appeal	0.04
14/03/18	J. G. Bell	Reviewing correspondence regarding sale of 24 Country Club road; Drafting correspondence regarding same; Speaking with counsel for Davies regarding same; [REDACTED] Drafting correspondence regarding same; Reviewing reports; [REDACTED] Drafting correspondence regarding same	0.30
15/03/18	J. G. Bell	Reviewing and revising second amended statement of claim; [REDACTED]	0.04
15/03/18	S. H. Zweig	Reviewing and commenting on draft amended statement of claim; Discussion with J. Bell regarding same; Call with N. Goldstein	0.09
15/03/18	J. Blinick	Internal correspondence regarding amended claim, discrete issues relating to same and next steps; Email correspondence with S. Zweig and N. Goldstein regarding D&O policies; Emailing copies of same to N. Goldstein	0.09
16/03/18	J. Blinick	Email correspondence and discussions with J. White regarding document review; Reviewing and considering documents in database relating to W. Thompson; Email correspondence to M. Beeforth regarding Div. Ct. appeal; [REDACTED] Generally engaged in matter	0.31
16/03/18	M. Z. R. Mir	[REDACTED]	0.36
16/03/18	S. H. Zweig	Emails with B. Kofman regarding receivership application of McMurray	0.03
16/03/18	J. L. White	Attending to various database tasks as requested by J. Blinick	0.06
17/03/18	S. H. Zweig	Further emails with B. Kofman regarding McMurray receivership	0.03
18/03/18	M. Z. R. Mir	[REDACTED]	1.10
18/03/18	J. Blinick	Email correspondence with S. Zweig; Reviewing and considering documents in database relating to W. Thompson	0.19



Date	Lawyer	Description	Hours
19/03/18	J. Blinick	Email correspondence to and from S. Zweig regarding results of document review pertaining to W. Thompson; Reviewing and considering S. Zweig's comments on receivership and settlement approval materials; Revising receivership materials as per comments; Emailing copies of same to S. Zweig and J. Bell for further review and comment; Revising settlement approval materials as per comments; Emailing copies of same to S. Zweig and J. Bell for further review and comment; Reviewing and making further revisions to amended claim; Emailing copy of same to S. Zweig and J. Bell; [REDACTED] [REDACTED] [REDACTED] Generally engaged in matter	0.60
19/03/18	S. H. Zweig	Call with N. Goldstein regarding litigation; Emails with J. Blinick regarding email review; Reviewing and commenting on revised receivership application materials and settlement approval materials; Reviewing J. Blinick comments on Amended Claim; [REDACTED]	0.23
19/03/18	M. Z. R. Mir	[REDACTED]	0.93
20/03/18	S. H. Zweig	Emails with B. Kofman regarding litigation; Call with N. Goldstein regarding same	0.06
20/03/18	J. Blinick	Email correspondence with J. Bell and S. Zweig regarding matter and discrete issues relating to same	0.03
20/03/18	J. G. Bell	Drafting correspondence regarding amended claim; Drafting correspondence regarding next steps	0.03
21/03/18	S. H. Zweig	Discussion with N. Goldstein regarding issue in connection with Kitchener property	0.20
21/03/18	S. H. Zweig	Call with KSV regarding next steps in litigation; Discussion with N. Goldstein regarding HST priority question; Considering same; Discussion with student regarding same; Call with I. Aversa; Email to KSV regarding same; Reviewing KSV comments on receivership application	0.23
21/03/18	J. Blinick	Conference call with KSV and BJ regarding matter, discrete issues relating to same and path forward; Email correspondence to and from S. Zweig; Reviewing N. Goldstein's comments on application materials; Revising same as per comments; Emailing copies of same to S. Zweig	0.13
21/03/18	J. G. Bell	Reviewing correspondence regarding the sale to the 24 Country Club property; Drafting correspondence regarding same; Attending conference call regarding amended claim and next steps; Drafting and reviewing correspondence regarding same	0.07
22/03/18	M. Shodeinde	Conducting research on priority of HST versus mortgage	0.73



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Client: 074735.00007
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Date	Lawyer	Description	Hours
22/03/18	J. Blinick	Email correspondence with S. Zweig; Emailing copies of court materials, including receivership materials, settlement approval materials and draft claim, to AB and Chaitons; Email correspondence to and from I. Aversa regarding same	0.04
22/03/18	S. H. Zweig	Emails regarding sale of Davies' house; Call with J. Bell; Reviewing HST memorandum; Follow-up discussions with student regarding same; Discussion with N. Goldstein regarding same; Call with I. Aversa; Follow-up call with N. Goldstein	0.19
23/03/18	S. H. Zweig	Call with N. Goldstein; Call with B. Kofman and N. Goldstein; Reviewing and commenting on draft Order for sale of house; Reviewing J. Blinick comments; Various emails with KSV regarding amended Statement of Claim	0.13
23/03/18	J. Blinick	Email correspondence with S. Zweig, J. Bell and B. Kofman; Reviewing and considering draft sales process approval order; Revising same; Emailing same to S. Zweig and J. Bell for review and comment; Email correspondence to and from S. Zweig regarding same	0.09
25/03/18	J. Blinick	Reviewing email correspondence to and from B. Kofman	0.01
25/03/18	S. H. Zweig	Further emails with KSV regarding Moskowitz mortgage and sale of house	0.03
26/03/18	S. H. Zweig	Call with I. Aversa; Emails with N. Goldstein regarding Cane	0.04
26/03/18	J. Blinick	Reviewing correspondence to and from I. Aversa	0.01
26/03/18	J. G. Bell	[REDACTED]	0.04
27/03/18	J. Blinick	Follow-up Correspondence to M. Beeforth regarding form to be filed with Div. Ct. in respect of appeal; Reviewing correspondence from J. Bell regarding realty fees and potential court attendance relating to same	0.03
27/03/18	S. H. Zweig	Reviewing vmail from M. Beeforth	0.01
27/03/18	J. G. Bell	Speaking with counsel for J. Davies regarding the sale of the house; Drafting correspondence regarding same	0.04
28/03/18	P. K. Bell	Reviewing appeal materials of John Davies; Internal correspondence	0.03
28/03/18	S. H. Zweig	Further emails regarding sale of Davies house and related issues; Reviewing draft Div Court hearing request form; Reviewing comments from A&B on various documents and considering same	0.13
28/03/18	J. Blinick	Reviewing and considering completed form to be filed with Div. Ct. delivered by M. Beeforth; Internal correspondence regarding same; Reviewing email correspondence to and from J. Bell and B. Kofman regarding realtor commissions and related issues	0.03
28/03/18	J. G. Bell	Speaking with Davies' counsel regarding the sale of the house at 24 Country Club Road; Drafting correspondence regarding same; Reviewing documents related to same	0.06



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Client: 074735.00007
Invoice No.: 1217343

Date	Lawyer	Description	Hours
29/03/18	J. Blinick	Reviewing internal correspondence regarding form to be filed with Div. Ct.; Email correspondence to M. Beeforth regarding same; Reviewing and considering AB's comments on court materials for settlement approval and appointment of Receiver; Revising same; Emailing copies of same to S. Zweig and J. Bell for review and comment; Email correspondence to and from N. Goldstein regarding amended claim; Generally engaged in matter	0.26
29/03/18	S. H. Zweig	Reviewing J. Blinick comments on court materials; Emails regarding A&B changes with A&B and KSV; Reviewing A&B comments on Settlement Approval Order; Reviewing additional information from M. Beeforth	0.09
30/03/18	J. Blinick	Internal correspondence regarding discrete issues; Email correspondence to and from N. Goldstein regarding meeting to discuss amended claim	0.03
31/03/18	S. H. Zweig	Emails and discussion regarding Moskowitz mortgage	0.06
31/03/18	J. Blinick	Email correspondence to and from J. Bell	0.01
31/03/18	J. G. Bell	Reviewing correspondence regarding sale of home on 24 Country Club; Drafting correspondence regarding same	0.01
31/03/18	J. G. Bell	Drafting correspondence regarding HST audit for Oakville	0.01
Total Hours			11.48
Professional Services			\$ 5,856.80

Timekeeper	Hours	Rate
J. G. Bell	1.16	\$ 675.00
P. K. Bell	0.03	675.00
S. H. Zweig	2.84	695.00
J. Blinick	4.13	555.00
J. L. White	0.06	215.00
M. Z. R. Mir	2.39	240.00
M. Shodeinde	0.73	240.00
E. Firmio	0.14	185.00

Other Charges	
Printing Charges	\$ 17.14
Total Other Charges	\$ 17.14

Disbursements	
Food and Beverage	\$ 3.64
Total Disbursements	3.64

Disbursements Incurred As Your Agent (Non-Taxable)



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Client: 074735.00007
Invoice No.: 1217343

Soundpath Legal Conferencing

Total Disbursements Incurred As Your Agent \$ 1.13
\$ 1.13

GST/HST \$ 764.08

TOTAL DUE \$ 6,642.79

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

**Attention: BOBBY KOFMAN
 MANAGING DIRECTOR AND PRESIDENT**

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
 Our File Number: 074735.00007

Date: April 10, 2018
 Invoice: 1217343

Remittance Statement

Professional Services	\$	5,856.80
Other Charges		17.14
Disbursements		3.64
Disbursements Incurred As Your Agent (Non-taxable)		1.13
Total Due before GST/HST	\$	<u>5,878.71</u>
GST/HST	\$	764.08
TOTAL Due in CAD	\$	<u>6,642.79</u>

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
ABA: 021000021, **SWIFT Code:** CHASUS33

Please include the invoice number on the wire.
 Email notification may be sent to: bennettjonesoft@bennettjones.com

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

Due upon receipt. Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days.
 We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com or contact our Privacy Officer
 by visiting our offices in Calgary, Edmonton, Toronto or Ottawa.

**THIS IS EXHIBIT "M" REFERRED TO IN THE
AFFIDAVIT OF SEAN H. ZWEIG
SWORN
THE 20th DAY OF NOVEMBER, 2018**



A Commissioner for taking affidavits, etc.



Bennett Jones

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

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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: July 11, 2018
Invoice: Apr2018-KSV-7

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	9,745.57
Other Charges		81.07
Disbursements		119.43
Disbursements Incurred As Your Agent (Non-taxable)		29.53
Total Due before GST/HST	\$	<u>9,975.60</u>
GST/HST	\$	1,292.99
TOTAL Due in CAD	\$	<u>11,268.59</u>

Due upon receipt. Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com or contact our Privacy Officer by writing our offices in Calgary, Edmonton, Toronto or Ottawa.

GST/HST Number: 119346757

Date	Lawyer	Description	Hours
01/04/2018	Blinick, Joseph N.	Email correspondence to and from J. Bell	0.03
02/04/2018	Bell, Jonathan	Drafting correspondence regarding HST audit and the sale of 24 Country Club; [REDACTED]	0.24
02/04/2018	Blinick, Joseph N.	Email correspondence to and from S. Zweig and I. Aversa regarding court materials for motions to appoint receiver and approve settlement; Conference call with S. Zweig, I. Aversa and J. Nemers regarding same and path forward; Email correspondence with P. Bell; Emailing P. Bell copies of facta for leave to appeal motion and injunction motions	0.10
02/04/2018	Fimio, Elizabeth	Correspondence with J. Blinick and J. Bell regarding document review; Meeting with J. Bell regarding document review	0.31
02/04/2018	Zweig, Sean H.	Various correspondence with B. Kofman and N. Goldstein [REDACTED] call with Aird & Berlis regarding draft receivership documents; Discussion with J. Bell	0.11
02/04/2018	Zweig, Sean H.	Correspondence with J. MacLellan regarding Trisura expenses; Discussions with B. Kofman and N. Goldstein regarding same	0.40
03/04/2018	Bell, Jonathan	[REDACTED]; Speaking with counsel for J. Davies regarding the sale of the 24 Country Club house; Drafting correspondence regarding same;	0.07
03/04/2018	Blinick, Joseph N.	Discussions and email correspondence with J. Bell regarding upcoming motion to approve sales process and discrete issues relating to same; Email correspondence to and from J. Nemers and I. Aversa regarding motion materials for appointment of receiver; Emailing comments on Notice of motion to J. Nemers; Email correspondence to and from M. Beeforth regarding filing of form with Div. Ct.	0.10
03/04/2018	Zweig, Sean H.	[REDACTED] Reviewing revised draft materials from Aird; Discussion with J. Nemers regarding same; Call with J. Bell; Discussion regarding 24 country club; Reviewing further revised draft Order	0.16
04/04/2018	Bell, Jonathan	Drafting correspondence regarding the sale of the 24 Country Club residence	0.04
04/04/2018	Bell, Preet K.	Reviewing and analyzing materials for appeal of Mareva injunction; Meeting with M. Bennett regarding research issues for same	0.06
04/04/2018	Blinick, Joseph N.	Email correspondence to and from S. Zweig and J. Bell regarding discrete issues relating to motion to approve sales process in respect of Davies' personal residence; Reviewing and considering correspondence from M. Beeforth regarding same; Revising order; Emailing copy of same to B. Kofman and N. Goldstein and seeking instructions regarding same; Email correspondence to and from N. Goldstein regarding same; Meeting with N. Goldstein regarding statement of claim and further amendments to same; Revising statement of claim as per discussions; Emailing copy of same to S. Zweig and J. Bell for review and comment; [REDACTED] Generally engaged in matter	0.46

Date	Lawyer	Description	Hours
04/04/2018	Mir, Rehman	[REDACTED]	0.39
04/04/2018	Zweig, Sean H.	Various correspondence regarding 24 Country Club sale; [REDACTED]	0.13
05/04/2018	Bennett, Meg	Reviewing and commenting on amended claim; [REDACTED]	0.07
05/04/2018	Blinick, Joseph N.	Email correspondence and discussions with articling student regarding research; [REDACTED]	0.13
05/04/2018	Mir, Rehman	Reviewing and considering research findings; Email correspondence to and from S. Zweig and J. Bell regarding same; Reviewing S. Zweig's comments on amended claim	0.13
05/04/2018	Zweig, Sean H.	Correspondence with M. Beeforth regarding 24 Country Club sale; [REDACTED]	0.07
06/04/2018	Bennett, Meg	[REDACTED]	0.24
06/04/2018	Blinick, Joseph N.	Reviewing and considering S. Zweig's comments on amended claim; Revising same as per comments; Emailing copy of same to S. Zweig and J. Bell for further review and comment	0.10
06/04/2018	Mir, Rehman	[REDACTED]	0.39
06/04/2018	Zweig, Sean H.	Correspondence with KSV regarding 24 Country Club sale; Reviewing motion record; Reviewing further revised amended claim; Reviewing and commenting on draft email to A&B, GT and Chaitons; Emails regarding HST matter	0.14
07/04/2018	Blinick, Joseph N.	Email correspondence to and from N. Goldstein regarding amended claim	0.01
09/04/2018	Bell, Jonathan	[REDACTED]	0.09
09/04/2018	Bell, Preet K.	Reviewing and analyzing Davies' appeal factum in respect of appeal of Mareva injunction at Divisional Court, and considering issues in respect of same; Reviewing relevant appeal materials	0.07
09/04/2018	Bennett, Meg	Research for P. Bell and drafting email memorandum	0.77
09/04/2018	Blinick, Joseph N.	Emailing amended claim to N. Goldstein for review and comment; Email correspondence to and from N. Goldstein regarding same; Email correspondence to and from P. Bell regarding discrete issues relating to appeal to Div. Ct.	0.06
09/04/2018	Zweig, Sean H.	Correspondence with Receiver regarding various matters; [REDACTED]	0.11
10/04/2018	Bell, Preet K.	Reviewing court materials for appeal of Mareva injunction before Divisional Court, including appeal record, endorsements of Myers J. and facts from Mareva motions	0.09
10/04/2018	Bennett, Meg	Research for P. Bell and drafting email memorandum regarding research	0.36
10/04/2018	Blinick, Joseph N.	Email correspondence to and from N. Goldstein regarding amended claim; Email correspondence to and from P. Bell regarding discrete issues relating to appeal to Div. Ct.	0.03
10/04/2018	Zweig, Sean H.	Various correspondence with KSV, internal team and A&B; Reviewing N. Goldstein comments on claim; Discussion with N. Goldstein regarding same	0.11

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Invoice No.: Apr2018-KSV-7

Date	Lawyer	Description	Hours
11/04/2018	Bell, Jonathan	[REDACTED]	0.03
11/04/2018	Bell, Preet K.	Conducting research and analysis for Divisional Court Appeal Factum in respect of Mareva injunction, including review and analysis of relevant statutory provisions, case law, other authorities, appeal record, endorsements of Justice Myers and prior facta	0.40
11/04/2018	Bennett, Meg	[REDACTED]	0.30
11/04/2018	Blinick, Joseph N.	Email correspondence to and from N. Goldstein, S. Zweig and J. Bell	0.03
11/04/2018	Zweig, Sean H.	[REDACTED] Emails with N. Goldstein regarding amended claim issue; Discussions with N. Goldstein regarding receivership application	0.06
12/04/2018	Bell, Jonathan	Reviewing correspondence regarding the sale of 24 Country Club; [REDACTED]	0.03
12/04/2018	Bell, Preet K.	Drafting Divisional Court Appeal Factum in respect of Mareva injunction	0.51
12/04/2018	Blinick, Joseph N.	Reviewing email correspondence to and from M. Beeforth, J. Bell, J. Nemers and B. Kofman; Phone call and email correspondence with P. Bell regarding discrete issues relating to appeal to Div. Ct.	0.04
12/04/2018	Zweig, Sean H.	Emails with M. Beeforth regarding upcoming motion; [REDACTED]	0.04
13/04/2018	Bell, Jonathan	[REDACTED]	0.06
13/04/2018	Bell, Preet K.	Conducting research and analysis of relevant statutory provisions and case law for Mareva appeal factum	0.16
13/04/2018	Bennett, Meg	Discussing research assignment with P. Bell	0.01
13/04/2018	Blinick, Joseph N.	Email correspondence to and from J. Bell [REDACTED] Reviewing and considering correspondence to and from J. Bell, S. Zweig, AB and B. Kofman [REDACTED]	0.03
13/04/2018	Zweig, Sean H.	Further emails [REDACTED] Further emails with M. Beeforth regarding upcoming motion; Emails with I. Aversa regarding timing of receivership application	0.06
15/04/2018	Bell, Jonathan	Reviewing motion record regarding sale of 24 country club; Drafting correspondence regarding same	0.04
15/04/2018	Blinick, Joseph N.	Revising statement of claim as per KSV comments	0.09
15/04/2018	Zweig, Sean H.	Emails with J. Bell and B. Kofman regarding upcoming motion	0.03
16/04/2018	Bell, Preet K.	Continuing to draft Divisional Court Appeal Factum in respect of Mareva injunction appeal; Correspondence with M. Bennett regarding case law research for same	0.31
16/04/2018	Bennett, Meg	Researching and pulling cases for P. Bell [REDACTED]	0.39
16/04/2018	Blinick, Joseph N.	Revising statement of claim as per N. Goldstein's comments; Emailing revised claim to N. Goldstein for further review and comment; Discussions with P. Bell regarding responding factum for appeal to Div. Ct.; Generally engaged in matter	0.13
16/04/2018	Zweig, Sean H.	Various emails regarding upcoming hearing and rescheduling of same; Reviewing revised draft of statement of claim; Reviewing further revised draft of same	0.09
17/04/2018	Bell, Jonathan	[REDACTED] Reviewing and revising leave to appeal factum; Drafting correspondence regarding same	0.21

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Invoice No.: Apr2018-KSV-7

Date	Lawyer	Description	Hours
17/04/2018	Bell, Preet K.	Continuing to draft appeal factum for Mareva injunction appeal at Divisional Court, and reviewing and analyzing case law and other authorities in respect of same	0.20
17/04/2018	Bennett, Meg	Research for P. Bell [REDACTED] meeting with P. Bell to discuss assignment; Reviewing factum and updating footnotes	0.50
17/04/2018	Blinick, Joseph N.	Researching discrete issues [REDACTED] [REDACTED] Email correspondence to and from corporate clerks regarding same; Reviewing results of corporate searches relating to same; [REDACTED] Emailing copy of same to J. Bell and S. Zweig for review and comment; Email correspondence to and from P. Bell, J. Bell and S. Zweig regarding appeal factum; Reviewing correspondence to and from AB; Generally engaged in matter	0.17
17/04/2018	Neilson, Lorie	Ordering and obtaining 2 Comprehensive Nuans Reports [REDACTED]	0.17
17/04/2018	Zweig, Sean H.	[REDACTED] 3 Ontario profile reports and 4 Ontario business names lists Emails regarding status of receivership application	0.06
18/04/2018	Bell, Jonathan	Drafting correspondence [REDACTED]	0.01
18/04/2018	Bell, Preet K.	Revising Divisional Court Appeal Factum in respect of Mareva injunction in light of internal comments on same	0.07
18/04/2018	Bennett, Meg	Formatting and checking footnotes for appeal factum	0.54
18/04/2018	Blinick, Joseph N.	Email correspondence and discussions with J. Bell and S. Zweig; [REDACTED] Emailing copy of same to KSV; Reviewing and considering B. Kofman's comments on same; Discussions with J. Bell regarding same; [REDACTED]; Email correspondence to and from B. Kofman regarding same; Further revising same; Emailing copy of same to AB and Chaitons; Email correspondence to and from I. Aversa and G. Benchetrit regarding same; Email correspondence to and from P. Bell regarding appeal factum; Reviewing and revising same; Generally engaged in matter	0.41
18/04/2018	Zweig, Sean H.	[REDACTED] Reviewing N. Goldstein comments on statement of claim; Discussions regarding receivership application	0.09
19/04/2018	Bell, Preet K.	Continuing to revise factum for Divisional Court Appeal of Mareva injunction in light of internal comments; Internal correspondence and discussions regarding same	0.10
19/04/2018	Blinick, Joseph N.	Revising appeal factum; Emailing copy of same to P. Bell, S. Zweig and J. Bell; Email correspondence to and from P. Bell and S. Zweig; [REDACTED]; [REDACTED] Revising statement of claim as per N. Goldstein's comments; Phone call to S. Zweig regarding same; Generally engaged in file	0.34
19/04/2018	Zweig, Sean H.	Attending motion regarding sale of Davies' house; Discussion with N. Goldstein regarding letter to Davies; Call with J. Blinick	0.17
20/04/2018	Bennett, Meg	Revising footnotes and creating schedule A	0.14
20/04/2018	Blinick, Joseph N.	Discussions with S. Zweig regarding amended claim and other discrete issues relating to matter	0.03
20/04/2018	Zweig, Sean H.	Emails with N. Goldstein and A&B; Reviewing and commenting on draft factum; Emails with J. Blinick	0.21

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Invoice No.: Apr2018-KSV-7

Date	Lawyer	Description	Hours
22/04/2018	Bell, Preet K.	Reviewing and revising factum for Divisional Court Appeal of Mareva injunction and considering issues in respect of same; Internal correspondence regarding same	0.09
22/04/2018	Bennett, Meg	Revising and reviewing footnotes	0.16
22/04/2018	Blinick, Joseph N.	Email correspondence with N. Goldstein; Email correspondence with S. Zweig, J. Bell, P. Bell and M. Bennett; Reviewing and revising appeal factum; Circulating copy of same internally; Email correspondence to M. Bennett regarding footnotes and discrete issues relating to same	0.16
22/04/2018	Zweig, Sean H.	Reviewing further comments from J. Blinick on factum	0.03
23/04/2018	Bell, Jonathan	[REDACTED]	0.03
23/04/2018	Bell, Preet K.	Continuing to revise appeal factum for Divisional Court regarding Mareva appeal in light of internal comments; Internal correspondence and discussions regarding same	0.10
23/04/2018	Bennett, Meg	Revising footnotes for factum for P. Bell	0.20
23/04/2018	Blinick, Joseph N.	Reviewing revisions to appeal factum; Email correspondence to P. Bell regarding same; Phone call with N. Goldstein regarding amended claim and discrete issues relating to same; Revising same as per discussions; Phone call and email correspondence with S. Zweig regarding same and other discrete issues relating to matter; Revising settlement agreement with A. Harris et al to reflect recent developments; Emailing copy of same to S. Zweig; Email correspondence to and from N. Goldstein regarding 11th report; Reviewing and revising same; Emailing comments on same to N. Goldstein; Email correspondence with S. Zweig regarding letter to M. Beeforth addressing J. Davies' living expenses; Generally engaged in matter	0.24
23/04/2018	Zweig, Sean H.	[REDACTED] Reviewing revised draft of factum; Reviewing revised draft of Settlement Agreement; Call with I. Aversa; Call with J. Blinick; Reviewing and commenting on revised claim	0.17
24/04/2018	Bell, Jonathan	[REDACTED] Drafting correspondence regarding same; Reviewing correspondence regarding sale of 24 Country Club; Reviewing and revising factum responding to leave to appeal; Drafting correspondence regarding same	0.11
24/04/2018	Bell, Preet K.	Revising Divisional Court Appeal Factum regarding Mareva injunction in light of comments and changes received from KSV; Internal correspondence and discussions regarding same	0.07
24/04/2018	Bennett, Meg	Pulling and sidebarring cases and reviewing pinpoints for book of authorities	0.54
24/04/2018	Blinick, Joseph N.	Revising statement of claim; Emailing copy of same to B. Kofman and N. Goldstein for review and comment; Drafting letter to M. Beeforth demanding information and supporting documentation regarding Davies' funding for living expenses and legal representation; Emailing copy of same to S. Zweig for review and comment; Reviewing S. Zweig's comments; Revising same as per comments; Emailing copy of same to B. Kofman and N. Goldstein for review and comment; Reviewing and considering B. Kofman's comments; Revising same as per comments; Recirculating revised draft for final review and approval; Reviewing and considering KSV comments on appeal factum; Email correspondence with P. Bell regarding same	0.23



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Invoice No.: Apr2018-KSV-7

Date	Lawyer	Description	Hours
24/04/2018	Zweig, Sean H.	Emails regarding letter to M. Beeforth; Reviewing and commenting on same; Correspondence regarding same; Emails with I. Aversa and reviewing proposed Order; Emails regarding status of litigation issue; Call with M. Beeforth regarding 24 Country Club; Emails with KSV regarding same; Reviewing B. Kofman comments on factum; Reviewing J. Bell comments on factum	0.16
24/04/2018	Zweig, Sean H.	Emails regarding MZ request for increased charge amount	0.10
25/04/2018	Bell, Jonathan	Reviewing and revising factum responding to Davies' appeal; Speaking with P. Bell and J. Blinick regarding same	0.10
25/04/2018	Bell, Preet K.	Internal correspondence and discussions regarding revisions to Divisional Court Appeal Factum regarding Mareva injunction and considering related issues; Continuing to revise and finalize appeal factum and other materials	0.11
25/04/2018	Bennett, Meg	Adding in footnotes for quotations not cited; Revising book of authorities	0.37
25/04/2018	Blinick, Joseph N.	Finalizing letter to M. Beeforth and delivering copy of same; Email correspondence and discussions with P. Bell and J. Bell regarding appeal factum and discrete issues relating to same	0.06
25/04/2018	Zweig, Sean H.	Discussion with P. Bell regarding factum issue; Reviewing and commenting on revised draft; Discussions with each of N. Goldstein and I. Aversa regarding further receivership	0.07
26/04/2018	Bell, Jonathan	Reviewing and revising leave for appeal factum; Drafting correspondence regarding same	0.04
26/04/2018	Bell, Preet K.	Internal correspondence and discussions regarding revisions to Divisional Court Appeal Factum regarding Mareva injunction and considering related issues; Continuing to revise and finalize appeal factum and other materials	0.06
26/04/2018	Blinick, Joseph N.	Reviewing and revising appeal factum; Emailing comments on same to P. Bell; Internal correspondence regarding same; Email correspondence to and from N. Goldstein regarding discrete issues relating to matter	0.24
26/04/2018	Zweig, Sean H.	Reviewing J. Blinick comments on factum; Reviewing 24 Country Club listing agreement; Reviewing further revised factum	0.06
27/04/2018	Bell, Preet K.	Revising Divisional Court appeal factum for Mareva injunction in respect of comments from KSV; Internal correspondence and discussions	0.07
27/04/2018	Blinick, Joseph N.	Internal correspondence and discussions regarding discrete issues relating to appeal; Addressing same; Revising settlement agreement and emailing copy of same to B. Kofman and N. Goldstein for review and comment; Email correspondence to and from B. Kofman regarding settlement with A. Harris et al and discrete issues relating to same; Generally engaged in matter	0.33
27/04/2018	Zweig, Sean H.	Emails regarding status of Keele Medical property; Various correspondence with B. Kofman; Reviewing correspondence from M. Beeforth; Call with J. Blinick; Reviewing KSV comments on factum and discussing same; Reviewing revised factum	0.14
28/04/2018	Blinick, Joseph N.	Discussions with P. Garcha to provide instructions regarding preparation of compendium; Emailing relevant documents to P. Garcha; Further correspondence and discussions with P. Garcha regarding same; Generally engaged in preparation of compendium; Email correspondence to and from P. Bell, J. Bell and B. Kofman regarding revisions to factum and other discrete issues relating to same; Email correspondence to and from B. Kofman regarding settlement agreement with A. Harris et al. and next steps; Email correspondence to I. Aversa and J. Nemers regarding same; Generally engaged in matter	0.49

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Client: 074735.00007

Invoice No.: Apr2018-KSV-7

Date	Lawyer	Description	Hours
28/04/2018	Garcha, Perry	Meeting with J. Blinick; Corresponding with J. Blinick; Creating compendium and finding documents; Editing factum and fixing footnotes for J. Blinick	1.14
28/04/2018	Zweig, Sean H.	Emails with KSV and internal team regarding factum; Reviewing email to I. Aversa regarding settlement motion	0.06
29/04/2018	Blinick, Joseph N.	Internal correspondence regarding discrete issues relating to appeal factum and compendium; Generally engaged in matter	0.13
29/04/2018	Garcha, Perry	Meeting with J. Blinick; Corresponding with J. Blinick; Creating compendium and finding documents; Editing factum and fixing footnotes for J. Blinick	2.21
29/04/2018	Zweig, Sean H.	Various emails with KSV; Reviewing A&B comments on settlement materials	0.06
30/04/2018	Bell, Jonathan	Reviewing and revising factum for leave to appeal; Drafting correspondence regarding same; [REDACTED] Drafting correspondence regarding A. Harris settlement	0.06
30/04/2018	Bell, Jonathan	Reviewing and revising factum for leave to appeal; Speaking to J. Blinick regarding same; Drafting correspondence regarding same; Drafting correspondence regarding amending statement of claim [REDACTED] Speaking with counsel for Grant Thornton regarding same; Drafting correspondence regarding A. Harris settlement	0.11
30/04/2018	Blinick, Joseph N.	Reviewing and revising compendium; Reviewing and revising factum and book of authorities; Discussions with J. Bell regarding discrete issues relating to same; Further revising appeal materials; Drafting cover letters to opposing parties enclosing copies of same; Finalizing appeal materials; Having USBs with electronic copies of materials created for filing with court; Serving appeal materials on opposing parties; Having appeal materials filed with court; Email correspondence with BJ, KSV, AB and GT regarding settlement with A. Harris et al and discrete issues relating to same; Revising settlement agreement; Drafting cover letter to A. Harris enclosing same; Emailing copy of same to J. Bell and S. Zweig for review and comment; Generally engaged in matter	1.04
30/04/2018	Garcha, Perry	Creating compendium and finding documents, and fixing; Creating compendium and finding documents, and editing factum and fixing footnotes on factum for J. Blinick	0.93
30/04/2018	Zweig, Sean H.	Various emails with B. Kofman and J. Bell; Reviewing and commenting on revised Report; Emails with A&B; Commenting on draft follow-up to A. Harris; Call with I. Aversa	0.21

Total Hours 21.93
 Total Professional Services 9,745.57

Timekeeper	Hours	Rate
J. G. Bell	1.29	\$ 675.00
P. K. Bell	2.47	675.00
M. Bennett	4.60	240.00
J.N. Blinick	5.20	555.00
E. Fimio	0.31	185.00
P. Garcha	4.29	240.00
M.Z. R. Mir	0.90	240.00
L. Nelson	0.17	235.00
S.H. Zweig	2.70	695.00



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Client: 074735.00007
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Other Charges

Photocopy Charges	\$	4.87
Printing Charges	\$	77.00
Total Other Charges	\$	<u>81.07</u>

Disbursements

Courier Charges	\$	2.50
Library Computer Search	\$	116.93
Total Disbursements	\$	<u>119.43</u>

Disbursements Incurred As Your Agent (Non-Taxable)

Sandpath Legal Conferencing	\$	5.05
Government Service Fees		24.47
Total Disbursements Incurred As Your Agent (Non-Taxable)	\$	<u>29.53</u>

GST/HST \$ 1,292.99

TOTAL DUE \$ 11,268.59



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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: July 11, 2018
Invoice: Apr2018-KSV-7

Remittance Statement

Professional Services	\$ 9,745.57
Other Charges	81.07
Disbursements	119.43
Disbursements Incurred As Your Agent (Non-taxable)	29.53
Total Due before GST/HST	\$ 9,975.60
GST/HST	\$ 1,292.99
TOTAL Due in CAD	\$ <u>11,268.59</u>

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 -- 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
SWIFT Code: ROYCCAT2

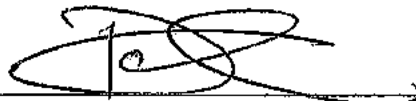
Intermediary bank: JP Morgan Chase Bank, New York
ABA: 021000021, SWIFT Code: CHASUS33

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Email notification may be sent to: bennettjonesaft@bennettjones.com

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Call an Accounts Receivable Specialist at
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email address.

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We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com or contact our Privacy Officer
by writing our offices in Calgary, Edmonton, Toronto or Ottawa.

**THIS IS EXHIBIT "N" REFERRED TO IN THE
AFFIDAVIT OF SEAN H. ZWEIG
SWORN
THE 20th DAY OF NOVEMBER, 2018**

A handwritten signature in black ink, appearing to be 'S. Zweig', written over a horizontal line.

A Commissioner for taking affidavits, etc.



Bennett Jones

Bennett Jones LLP **292**
Suite 3400, 1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: July 11, 2018
Invoice: May2018-KSV-7

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	4,695.75
Other Charges		569.28
Disbursements		380.68
Disbursements Incurred As Your Agent (Non-taxable)		21.00
Total Due before GST/HST	\$	<u>5,666.71</u>
GST/HST	\$	733.94
TOTAL Due in CAD	\$	<u>6,400.65</u>

Due upon receipt. Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com or contact our Privacy Officer by writing our offices in Calgary, Edmonton, Toronto or Ottawa.

GST/HST Number: 119348757

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Client: 074735.00007

Invoice No.: May2018-KSV-7

Date	Lawyer	Description	Hours
01/05/2018	Zweig, Sean H.	Call with N. Goldstein; Correspondence throughout day regarding various matters	0.05
01/05/2018	Blinick, Joseph N.	Emailing KSV copies of all appeal materials; Internal correspondence regarding settlement with A. Harris et al; Emailing settlement documents to A. Harris for review, approval and execution; Email correspondence with B. Kofman regarding same; Reviewing hearing notice form from Div. Ct.; Emailing copy of same to B. Kofman and N. Goldstein; Internal correspondence regarding settlement approval materials; Revising same; Email correspondence to and from J. Nemers regarding discrete issues relating to matter; Reviewing and considering consent to act as Receiver; Emailing copy of same to B. Kofman and N. Goldstein for execution; Generally engaged in matter	0.18
02/05/2018	Zweig, Sean H.	Reviewing correspondence from M. Beeforth and forwarding to KSV	0.01
02/05/2018	Blinick, Joseph N.	Email correspondence with N. Goldstein; Reviewing signed consent to act as Receiver; Emailing copy of same to J. Nemers; Drafting cover letter to J. Nemers enclosing hard copy of same	0.03
03/05/2018	Blinick, Joseph N.	Discussions and correspondence with S. Zweig, J. Nemers and N. Goldstein regarding receivership motion, settlement approval motion and discrete issues relating to same; Revising settlement approval motion materials as per discussions; Follow-up correspondence to A. Harris regarding settlement agreement; Phone calls with A. Harris regarding same; Reviewing and considering A. Harris' comments on declaration to settlement agreement; Revising settlement agreement as per A. Harris' comments; Internal discussions and correspondence regarding same; Coordinating service of settlement approval motion materials and addressing discrete issues relating to same; Generally engaged in matter	0.19
03/05/2018	Zweig, Sean H.	Discussion with J. Blinick regarding upcoming motion and related matters; Discussions with N. Goldstein regarding same; [REDACTED]; Reviewing comments from A. Harris on settlement documents; Call with J. Blinick regarding same	0.06
04/05/2018	Blinick, Joseph N.	Discussions and correspondence with S. Zweig, I. Aversa and J. Nemers; Phone call with A. Harris; Internal discussions and correspondence regarding same and path forward	0.05
04/05/2018	Zweig, Sean H.	Discussion with A. Taylor regarding loan amendments and revising same	0.05
04/05/2018	Zweig, Sean H.	Various discussions regarding A. Harris settlement and timing matters	0.03
04/05/2018	Zweig, Sean H.	Discussion with A. Taylor regarding loan amendments and revising same	0.10
04/05/2018	Taylor, Adam W.	Drafting loan amending agreement	0.22
04/05/2018	Taylor, Adam W.	Drafting loan amending agreement	0.12
07/05/2018	Blinick, Joseph N.	Email correspondence to and from S. Zweig regarding settlement with A. Harris et al; Phone call with A. Harris regarding same; Phone call with S. Zweig to provide status update regarding same; Email to B. Kofman and N. Goldstein to provide status update regarding same; Email correspondence to and from I. Aversa and J. Nemers to provide status update regarding same; Reviewing correspondence from A. Harris enclosing comments on settlement documents; Internal correspondence and discussions regarding same; Phone call with A. Harris regarding discrete issues relating to same; Further Internal correspondence and discussions regarding same; Revising settlement documents as per comments; Emailing copies of same to A. Harris for further review and approval; Generally engaged in matter	0.14
07/05/2018	Zweig, Sean H.	Discussions with J. Blinick and N. Goldstein regarding A. Harris settlement; Reviewing and commenting on draft Report; Reviewing A. Harris comments on settlement documents, and correspondence regarding same	0.12

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Date	Lawyer	Description	Hours
08/05/2018	Bell, Jonathan	Reviewing proposed settlement documents with A. Harris; Drafting correspondence regarding same	0.02
08/05/2018	Zweig, Sean H.	Reviewing B. Kofman comments on Report, and providing additional comments; Emails regarding outstanding Mareva requests; Reviewing letter from M. Beeforth; Reviewing and commenting on draft Notice of Motion and Order	0.07
08/05/2018	Afroz, Danish	Reviewing Receiver's Report; Drafting Amending Agreement Approval Order and Notice of Motion in connection with motion	0.44
09/05/2018	Bell, Jonathan	Drafting correspondence regarding Mareva and Davies' sale of boat; Reviewing correspondence regarding same; Reviewing correspondence regarding settlement with A. Harris; Speaking with J. Blinick regarding same	0.04
09/05/2018	Blinick, Joseph N.	Reviewing and considering correspondence from M. Beeforth regarding status of J. Davies' finances and related issues; Internal correspondence and discussions regarding same; Email correspondence to B. Kofman and N. Goldstein regarding same; Reviewing and considering correspondence from A. Harris; Internal discussions and correspondence regarding same; Phone call to A. Harris (left voicemail)	0.12
09/05/2018	Zweig, Sean H.	Emails regarding motion materials; Working on same; Reviewing letter from M. Beeforth regarding Mareva matters; Emails with internal team regarding same; Emails regarding A. Harris status and issues; Call with J. Blinick regarding same; Discussion with N. Goldstein regarding MarshallZehr	0.10
09/05/2018	Afroz, Danish	Call with N. Goldstein regarding amendments to Order regarding revised borrowing limits; Updating motion materials to incorporate comments from KSV	0.25
10/05/2018	Bell, Jonathan	Reviewing correspondence on Davies' reporting obligations; Drafting correspondence regarding same; Speaking with J. Blinick regarding settlement with A. Harris; Drafting correspondence regarding same	0.03
10/05/2018	Zweig, Sean H.	Emails regarding M. Beeforth letter; Reviewing draft response, and discussions regarding same; Emails regarding A. Harris settlement; Emails with A&B; Emails regarding MZG loan extensions	0.07
10/05/2018	Blinick, Joseph N.	Email correspondence with B. Kofman; Drafting letter to M. Beeforth setting out requests for additional information; Follow-up phone calls to A. Harris regarding status of settlement documents; Internal correspondence regarding next steps; Revising settlement documents to conform to A. Harris' comments; Emailing A. Harris copies of same; Reviewing and considering response from A. Harris; Drafting response to same; Internal correspondence and discussions regarding same and path forward; Emailing response to A. Harris; Generally engaged in matter	0.16
11/05/2018	Zweig, Sean H.	Various emails with KSV regarding status of all workstreams; Emails regarding A. Harris settlement and finalizing same; Discussion with A. Taylor regarding amending MZG amending agreement; Emails with A&B regarding various matters	0.08
11/05/2018	Blinick, Joseph N.	Emailing draft response to M. Beeforth to B. Kofman and N. Goldstein for review and comment; Phone call to A. Harris regarding settlement (left voicemail); Email correspondence to and from A. Harris regarding same; Internal discussions and correspondence regarding same; Email correspondence to and from B. Kofman and N. Goldstein regarding same and path forward; Email correspondence to and from I. Aversa and J. Nemers regarding same; Generally engaged in matter	0.09
12/05/2018	Zweig, Sean H.	Reviewing KSV comments on letter responding to M. Beeforth; Reviewing and commenting on updated Report	0.04
13/05/2018	Afroz, Danish	Updating motion materials to conform to revised Report	0.09

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Date	Lawyer	Description	Hours
13/05/2018	Zweig, Sean H.	Reviewing and revising MZG amending agreements	0.02
13/05/2018	Blinick, Joseph N.	Reviewing correspondence from A. Harris; Revising settlement documents as per comments; Emailing same to A. Harris for review and approval	0.06
13/05/2018	Taylor, Adam W.	Revising amendment agreement	0.40
14/05/2018	Bell, Jonathan	Reviewing correspondence regarding A. Harris settlement; Drafting correspondence regarding same	0.02
14/05/2018	Zweig, Sean H.	Emails regarding finalizing settlement with A. Harris; Call with N. Goldstein; Further emails regarding A. Harris; Reviewing revised letter to M. Beeforth; Various emails with internal team, KSV and A&B	0.09
14/05/2018	Blinick, Joseph N.	Reviewing and considering correspondences from B. Kofman; Internal discussions and correspondence regarding same; Phone call and correspondence with N. Goldstein regarding same; Revising letter to M. Beeforth; Circulating same internally for review and comment; Circulating same to KSV for review and comment; Phone calls with A. Harris regarding settlement documents; Discussions and correspondence with BJ, KSV and AB regarding same and path forward; Generally engaged in matter	0.24
15/05/2018	Zweig, Sean H.	Emails in connection with upcoming motions, service, etc.	0.02
15/05/2018	Blinick, Joseph N.	Email correspondence and discussions with BJ, KSV, AB and GT regarding settlement with Al Harris et al, upcoming approval motion and discrete issues relating to same; Revising motion materials; Preparing same for service and filing; Generally engaged in matter	0.13
16/05/2018	Zweig, Sean H.	Emails with B. Kofman; Reviewing KSV comments on letter to M. Beeforth; Reviewing and commenting on Harris settlement Report; Emails and discussion regarding same; Emails with A&B regarding litigation matters and other issues	0.11
16/05/2018	Blinick, Joseph N.	Email correspondence to and from S. Zweig, B. Kofman, N. Goldstein and J. Nemers regarding upcoming motions and discrete issues relating to same; Reviewing and revising KSV's eleventh report; Emailing copy of same to S. Zweig for further review and comment; Phone call with J. Nemers regarding service of materials; Reviewing and revising settlement approval materials; Addressing discrete issues relating to service and filing of materials; Internal discussions regarding same; Further correspondence to KSV regarding same; Generally engaged in matter	0.19
17/05/2018	Afroz, Danish	Reviewing updated Report; Updating Notice of Motion, Order and other motion materials; Finalizing materials, serving and filing motion record	0.49
17/05/2018	Zweig, Sean H.	Various emails with A&B regarding litigation update; Reviewing and commenting on revised 12th Report; Reviewing Trustee's materials; Emails regarding 24 Country Club	0.11
17/05/2018	Blinick, Joseph N.	Email correspondence and discussions with BJ, KSV and AB regarding upcoming motions and discrete issues relating to same; Revising motion materials; Finalizing same; Having same served on service lists; Having same filed with court; Reviewing recordserved by AB for appointment motion; Correspondence and discussions with S. Zweig regarding same; Revising factum and Preparing book of authorities for settlement approval motion; Preparing and organizing all materials on behalf of S. Zweig for upcoming motions; Generally engaged in matter	0.34
18/05/2018	Jeanrie, Andrew L.	Discussion with S. Zweig regarding development charges;	0.02
18/05/2018	Bell, Jonathan	[REDACTED]	0.02
18/05/2018	Zweig, Sean H.	Emails with internal team regarding update from A&B and GT	0.02

Date	Lawyer	Description	Hours
18/05/2018	Blinick, Joseph N.	Attending to filing of materials and discrete issues relating to same; [REDACTED] internal discussions and correspondence regarding same; Circulating copy of same internally for review and comment; Revising same as per comments; Emailing copy of same to KSV for review and comment; Further revising same as per comments; Emailing same to I. Aversa	0.19
19/05/2018	Bell, Jonathan	Reviewing correspondence from A. Harris regarding disavowal of settlement agreement; Reviewing settlement agreements and correspondence; Drafting correspondence regarding same; Reviewing correspondence regarding same	0.05
19/05/2018	Zweig, Sean H.	Reviewing B. Kofman comments on update email; Reviewing email from A. Harris; Considering same and multiple internal discussions regarding same; Discussing same with KSV	0.05
19/05/2018	Blinick, Joseph N.	Reviewing and considering correspondence from A. Harris regarding issues with settlement; Internal correspondence regarding same and path forward; Drafting response to A. Harris and circulating same for review and comment; Circulating relevant exchanges of correspondence relating to same; Reviewing correspondence to and from KSV relating to matter; Generally engaged in file	0.15
20/05/2018	Zweig, Sean H.	Emails with B. Kofman regarding Harris Settlement; Reviewing J. Blinick email to A&B	0.02
20/05/2018	Blinick, Joseph N.	[REDACTED]	0.09
21/05/2018	Zweig, Sean H.	Further emails regarding Harris settlement and related matters	0.03
22/05/2018	Bell, Jonathan	Reviewing settlement documents; Speaking with J. Blinick and S. Zweig [REDACTED] Drafting correspondence regarding same	0.09
22/05/2018	Blinick, Joseph N.	Meeting with J. Bell to discuss discrete issues relating to settlement with A. Harris et al; Phone call with A. Harris; Internal discussions and correspondence regarding same and path forward; Email correspondence to and from B. Kofman and N. Goldstein regarding same; Email to A. Harris to confirm position; Further phone call with A. Harris regarding same; Further correspondence with BJ and KSV regarding same; Email correspondence and phone call with I. Aversa regarding same; Reviewing further email correspondence from A. Harris; Further discussions and correspondence with BJ and KSV regarding same and path forward; Preparing brief of relevant correspondence and documentation in anticipation of potential opposition to motion; Meeting with student, M. Bennett, to provide instructions regarding research into discrete legal issues relating to dispute; Generally engaged in matter	0.33
22/05/2018	Zweig, Sean H.	Various emails and calls regarding Harris settlement; Call with J. Bell and J. Blinick	0.10
23/05/2018	Bell, Jonathan	Preparing for and attending conference call with B. Kofman and N. Goldstein to discuss A. Harris settlement; Drafting language for proposed endorsement addressing A. Harris' concerns; Drafting correspondence regarding same	0.05

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Client: 074735.00007

Invoice No.: May2018-KSV-7

Date	Lawyer	Description	Hours
23/05/2018	Blinick, Joseph N.	Meeting with J. Bell in advance of call with B. Kofman and N. Goldstein; Conference call with J. Bell, B. Kofman and N. Goldstein; Further discussions with J. Bell regarding next steps; Drafting potential endorsement to go on consent; Circulating copy of same internally for review and comment; Email correspondence regarding same; Emailing same to B. Kofman and N. Goldstein for review and comment; Email correspondence to and from B. Kofman regarding same; Phone call to A. Harris (left voicemail); Further correspondence to B. Kofman regarding same	0.17
		Generally engaged in matter	
23/05/2018	Zweig, Sean H.	Further emails regarding Harris settlement;	0.03
24/05/2018	Blinick, Joseph N.	Phone call with A. Harris; Drafting Follow-up Email to A. Harris setting out proposed language for draft endorsement; Internal correspondence and discussions regarding same; Emailing same to A. Harris; Email correspondence to and from B. Kofman and N. Goldstein to provide status update regarding same; Email correspondence and discussions with I. Aversa regarding same; Generally engaged in matter	0.09
24/05/2018	Zweig, Sean H.	Correspondence regarding Harris settlement	0.03
25/05/2018	Bell, Jonathan	Reviewing correspondence to A. Harris regarding settlement; Drafting correspondence regarding same; Reviewing correspondence from counsel for J. Davies; Drafting correspondence regarding same	0.04
25/05/2018	Zweig, Sean H.	Reviewing correspondence regarding J. Davies and Mareva; Emails regarding Harris settlement	0.05
25/05/2018	Blinick, Joseph N.	Follow-up correspondence to M. Beeforth regarding response to letter inquiring about Davies' expenditures and budget; Email correspondence to B. Kofman and N. Goldstein regarding same; Email correspondence with BJ, KSV and AB regarding settlement with A. Harris and discrete issues relating to same	0.08
26/05/2018	Zweig, Sean H.	Emails with Receiver regarding M. Beeforth letter	0.01
27/05/2018	Bell, Jonathan	Drafting correspondence to A. Harris following-up on settlement; Drafting correspondence regarding same	0.02
27/05/2018	Zweig, Sean H.	Reviewing correspondence regarding Harris settlement and upcoming court attendance	0.02
28/05/2018	Zweig, Sean H.	Emails with internal team and A&B regarding upcoming motions	0.03
29/05/2018	Bell, Jonathan	Drafting correspondence regarding J. Davies refusal to provide more money; Drafting correspondence regarding attendance to seek approval of settlement with A. Harris	0.03
29/05/2018	Zweig, Sean H.	Reviewing email from M. Beeforth regarding 24 Country Club sale process; Call with N. Goldstein; Emails regarding response to Dentons letter; Call with I. Aversa; Emails with KSV and J. Bell regarding upcoming motion	0.09
30/05/2018	Bell, Jonathan	Preparing for and attending hearing to approve settlement; Drafting correspondence regarding same; Drafting submissions regarding same; Speaking with S. Zweig regarding same; Speaking with A. Harris regarding same; Drafting correspondence regarding finalizing settlement	0.38
30/05/2018	Blinick, Joseph N.	Reviewing and considering correspondence to and from AB and BJ; Internal discussions regarding settlement with A. Harris and next steps to obtain payment	0.03
30/05/2018	Zweig, Sean H.	Various emails with KSV and J. Bell regarding hearing and settlement, etc; Call with J. Bell regarding hearing; Preparing for and attending hearing; Call with I. Aversa; Dealing with finalizing settlement documents	0.27
31/05/2018	Bell, Jonathan	Drafting correspondence regarding settlement with A. Harris; Reviewing correspondence regarding same	0.03

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Date	Lawyer	Description	Hours
31/05/2018	Zweig, Sean H.	Multiple emails with A&B team regarding various matters	0.04
31/05/2018	Zweig, Sean H.	Emails with M. Letourneau regarding MZG funding matters	0.20
Total Hours			8.02
Total Professional Services			4,695.75

Timekeeper	Hours	Rate
D. Afroz	1.27	\$ 510.00
J. G. Bell	0.82	675.00
J.N. Blinick	3.05	555.00
A.L. Jeanrie	0.02	695.00
A.W. Taylor	0.74	425.00
S.H. Zweig	2.12	695.00

Other Charges	
Photocopy Charges	\$ 364.05
Printing Charges	\$ 205.23
Total Other Charges	\$ 569.28

Disbursements	
Courier Charges	\$ 380.68
Total Disbursements	\$ 380.68

Disbursements Incurred As Your Agent (Non-Taxable)	
Process Server	21.00
Total Disbursements Incurred As Your Agent (Non-Taxable)	\$ 21.00

GST/HST \$ 733.94
TOTAL DUE \$ 6,400.65

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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHNER) LTD.
Our File Number: 074735.00007

Date: July 11, 2018
Invoice: May2018-KSV-7

Remittance Statement

Professional Services	\$	4,695.75
Other Charges		569.28
Disbursements		380.68
Disbursements Incurred As Your Agent (Non-taxable)		21.00
Total Due before GST/HST	\$	<u>5,666.71</u>
GST/HST	\$	733.94
TOTAL Due in CAD	\$	<u>6,400.65</u>

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
SWIFT Code: ROYCCATZ

Intermediary bank: JP Morgan Chase Bank, New York
ABA: 021000021, SWIFT Code: CHASUS33

Please include the invoice number on the wire.
Email notification may be sent to: bennettjonesoft@bennettjones.com

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

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by writing our offices in Calgary, Edmonton, Toronto or Ottawa.

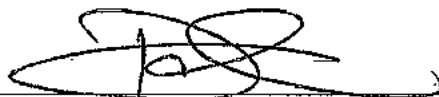
GST/HST Number: 119348767

THIS IS EXHIBIT "O" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 20th DAY OF NOVEMBER, 2018

A handwritten signature in black ink, appearing to be 'S. Zweig', written over a horizontal line.

A Commissioner for taking affidavits, etc.



Bennett Jones

Bennett Jones LLP **301**
Suite 3400, 1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: July 24, 2018
Invoice: June2018-KSV-7

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	2,135.45
Disbursements		12.34
Disbursements Incurred As Your Agent (Non-taxable)		29.78
Other Charges		20.55
Total Due before GST/HST	\$	<u>2,198.12</u>
GST/HST	\$	281.88
TOTAL Due in CAD	\$	<u>2,480.00</u>

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GST/HST Number: 119346757



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Invoice No.: June2018-KSV-7

Date	Name	Description	Hours
6/1/2018	Jonathan Bell	Speaking with S. Zweig	0.02
6/1/2018	Sean Zweig	Reviews regarding Harris settlement documents; Discussion with J. Bell regarding same, and drafting rescission document	0.04
6/1/2018	Sean Zweig	Emails with MZG counsel regarding loan amendment	0.10
6/4/2018	Jonathan Bell	Reviewing correspondence from A. Harris; Drafting correspondence regarding same	0.01
6/4/2018	Sean Zweig	[REDACTED] internal correspondence; Discussion with N. Goldstem	0.04
6/5/2018	Sean Zweig	Emails with internal team and A&B regarding upcoming motions	0.03
6/5/2018	Adam Taylor	Reviewing ancillary documents to loan amending agreement	1.00
6/5/2018	Sean Zweig	Reviewing draft document for MZG security amendment	0.20
6/6/2018	Jonathan Bell	Drafting correspondence to A. Harris	0.02
6/6/2018	Sean Zweig	Emails regarding Harris status	0.01
6/6/2018	Sean Zweig	Discussions with A. Taylor regarding MZG documents and coordinating execution/finalization of same	0.20
6/7/2018	Sean Zweig	Emails with B. Kofman regarding Harris settlement; Call with N. Goldstein	0.03
6/7/2018	Sean Zweig	Emails regarding closing of MZG amendment	0.10
6/8/2018	Sean Zweig	Emails regarding Harris settlement	0.01
6/8/2018	Jonathan Bell	Drafting correspondence to A. Harris; Drafting correspondence to S. Zweig regarding same	0.02
6/8/2018	Jonathan Bell	Drafting correspondence to A. Harris; Drafting correspondence to S. Zweig; [REDACTED]	0.02
6/10/2018	Sean Zweig	Emails with KSV and J. Bell regarding status of Harris settlement completion	0.02
6/11/2018	Jonathan Bell	[REDACTED]	0.02
6/11/2018	Sean Zweig	Reviewing proposed revisions to document from A. Harris; Discussion regarding same, and finalizing same	0.03
6/13/2018	Sean Zweig	Various emails with KSV and internal team regarding finalizing Harris settlement; Call with I. Aversa regarding litigation matters, and considering next steps	0.07
6/13/2018	Joseph Blinick	Email correspondence to and from J. Bell and S. Zweig; Inquiring with court regarding availability for 9:30 attendance before Justice Myers; Further correspondence with S. Zweig and J. Bell regarding same and path forward	0.04
6/14/2018	Tom Feore	Filing documents with court (commercial list)	0.08
6/14/2018	Sean Zweig	Reviewing J. Blinick email regarding certain litigation claim; Call with B. Kofman	0.03
6/14/2018	Joseph Blinick	[REDACTED] Emailing copy of same to S. Zweig; Email correspondence to and from S. Zweig regarding same; Phone call with S. Zweig regarding recent developments, current status of matter and path forward	0.11
6/15/2018	Daniel Baum	Delivery and pickup of bank draft for J. Blinick; Delivery #2 to KSV	0.21
6/15/2018	Sean Zweig	Discussion with A. Harris regarding settlement funds; Call with I. Aversa; Email to B. Kofman regarding same	0.05



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Client: 074735.000007

Invoice No.: June2018-KSV-7

Date	Name	Description	Hours
6/15/2018	Joseph Blinick	Email correspondence to and from S. Zweig regarding payment of settlement funds by A. Harris; Phone call with A. Harris regarding same; [REDACTED] preparing package of all settlement documents; Drafting cover letter to A. Harris enclosing same; Emailing copy of same to A. Harris; Instructing summer student regarding pick up of settlement funds and exchange of settlement documents; Email correspondence and discussions with summer student regarding same; Email correspondence to KSV to provide update regarding same; Email correspondence to and from AB and GT regarding same; Drafting letter to KSV enclosing settlement funds; Instructing summer student regarding delivery of same to KSV; Generally engaged in matter	0.21
6/19/2018	Jonathan Bell	Preparing for and attending conference call with Aird & Berlis and Grant Thornton to discuss next steps and strategy going forward; Meeting with S. Zweig and J. Blinick regarding same; Reviewing amended claim	0.13
6/19/2018	Sean Zweig	Reviewing 24 Country Club update from M. Beeforth; Meeting with J. Bell and J. Blinick; Call with KSV, GT and A&B; Follow-up discussion with KSV	0.13
6/19/2018	Joseph Blinick	Internal correspondence and discussions regarding matter and path forward; Preparing for upcoming conference call with KSV, GT and AB; Meeting with J. Bell and S. Zweig in advance of same; Conference call with BJ, KSV, GT and AB; Discussions with B. Kofman, S. Zweig and J. Bell regarding same and next steps	0.13
6/21/2018	Jonathan Bell	[REDACTED]	0.04
6/21/2018	Sean Zweig	[REDACTED]	0.03
6/21/2018	Joseph Blinick	Reviewing correspondence from J. Bell [REDACTED]	0.02
6/22/2018	Sean Zweig	Internal discussions and correspondence regarding same and path forward Emails with M. Beeforth regarding sale of 24 Country Club; Emails with KSV and I. Aversa regarding status of litigation matter	0.03
6/22/2018	Joseph Blinick	Reviewing correspondence to and from S. Zweig and B. Kofman	0.01
6/23/2018	Joseph Blinick	Reviewing and considering correspondence to and from KSV regarding sale of 445 Princess' second property; [REDACTED] Internal correspondence regarding matter and path forward	0.09
6/25/2018	Leslie Stacey	Subsearch 208-210 Division Street; Multiple emails to and from S. Zweig; VuMap searches regarding municipal addresses of Division Street property and adjoining lands; Follow up email to S. Zweig; Follow up with City of Kingston regarding municipal numbering of Division Street property	0.04
6/25/2018	Sean Zweig	Reviewing Notice of Sale, and email to KSV; Reviewing Div Court perfection notice; [REDACTED] Emails with A&B/GT	0.05
6/27/2018	Jonathan Bell	Preparing for and attending case conference with J. Myers; Reviewing correspondence regarding upcoming motion on June 29	0.11
6/27/2018	Sean Zweig	Meeting with Court; Reviewing and commenting on email from B. Kofman; Emails regarding litigation status	0.16
6/28/2018	Preet Bell	Reviewing new case law in respect of application to appeal of Mareva injunction; Drafting internal summary and correspondence in respect of same	0.08
6/28/2018	Sean Zweig	Reviewing P. Bell email regarding Mareva appeal; Call with N. Goldstein	0.04

Total Hours

Total Professional Services

3.81
2,135.45



July 24, 2018
Page 4

Client: 074735.000007
Invoice No.: June2018-KSV-7

Name	Hours	Rate
Jonathan Bell	0.39	675.00
Preet Bell	0.08	675.00
Sean Zweig	1.40	695.00
Joseph Blinick	0.61	555.00
Leslie Stacey	0.04	410.00
Daniel Baum	0.21	225.00
Tom Feore	0.08	225.00
Adam Taylor	1.00	425.00

Other Charges

Photocopy Charges	\$	0.03
Printing Charges	\$	20.52
Total Other Charges	\$	<u>20.55</u>

Disbursements

Taxi	\$	10.81
Courier Charges	\$	1.53
Total Disbursements	\$	<u>12.34</u>

Disbursements Incurred As Your Agent (Non-Taxable)

Courthouse		19.50
Land Title – Search		3.18
Online Government Service		7.10
Total Disbursements Incurred As Your Agent (Non-Taxable)	\$	<u>29.78</u>

GST/HST \$ 281.88
TOTAL DUE \$ 2,480.00



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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: July 24, 2018
Invoice: June2018-KSV-7

Remittance Statement

Professional Services	\$ 2,135.45
Disbursements	\$ 12.34
Disbursements Incurred As Your Agent (Non-taxable)	\$ 29.78
Other Charges	\$ 20.55
Total Due before GST/HST	\$ 2,198.12
GST/HST	\$ 281.88
TOTAL Due in CAD	\$ 2,480.00

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
SWIFT Code: ROYCCAT2

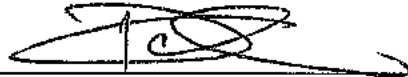
Intermediary bank: JP Morgan Chase Bank, New York
ABA: 021000021, SWIFT Code: CHASUS33

Please include the invoice number on the wire.
Email notification may be sent to: bennettjoneseft@bennettjones.com

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

Due upon receipt. Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days.
We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com or contact our Privacy Officer
by writing our offices in Calgary, Edmonton, Toronto or Ottawa.

**THIS IS EXHIBIT "P" REFERRED TO IN THE
AFFIDAVIT OF SEAN H. ZWEIG
SWORN
THE 20th DAY OF NOVEMBER, 2018**



A Commissioner for taking affidavits, etc.



Bennett Jones

Bennett Jones LLP **307**
Suite 3400, 1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: August 15, 2018
Invoice: July2018-KSV-7

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	3,459.91
Other Charges		26.10
Disbursements		0.00
Disbursements Incurred As Your Agent (Non-taxable)		0.00
Total Due before GST/HST	\$	<u>3,486.01</u>
GST/HST	\$	453.17
TOTAL Due in CAD	\$	<u>3,939.18</u>

Due upon receipt. Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days.
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by writing our offices in Calgary, Edmonton, Toronto or Ottawa.

GST/HST Number: 119346767



August 15, 2018

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Client: 074735.00007

Invoice No.: July2018-KSV-7

Date	Lawyer	Description	Hours
03/07/2018	Zweig, Sean	Emails regarding litigation [REDACTED] Call with N. Goldstein	0.03
04/07/2018	Zweig, Sean	Emails regarding litigation [REDACTED] Dealing with issues related to litigation	0.05
05/07/2018	Zweig, Sean	Various emails with B. Kofman; Call with S. Graff	0.05
06/07/2018	Blinick, Joseph N.	Reviewing and considering correspondence from M. Beeforth relating to action against J. Davies et al	0.01
06/07/2018	Zweig, Sean	Emails with N. Goldstein; Reviewing materials provided by L. Vadala; Further call with S. Graff	0.10
07/07/2018	Blinick, Joseph N.	Email correspondence to and from B. Kofman regarding property searches to be conducted regarding W. Thompson's residence	0.01
09/07/2018	Blinick, Joseph N.	Email correspondence to and from real estate clerks [REDACTED] reviewing and considering same; Further correspondence with real estate clerks to obtain copies of relevant instruments; Reviewing and considering same; Emailing search results and related instruments to KSV; Email correspondence to and from B. Kofman and N. Goldstein regarding same	0.05
09/07/2018	Zweig, Sean	Various correspondence regarding litigation matters; Call with N. Goldstein regarding appraisal issue, and reviewing email	0.07
10/07/2018	Bell, Jonathan	Reviewing correspondence [REDACTED] Drafting correspondence regarding same	0.02
10/07/2018	Blinick, Joseph N.	Reviewing correspondence from B. Kofman [REDACTED] Drafting second fresh as amended statement of claim [REDACTED] Generally engaged in matter	0.31
10/07/2018	Zweig, Sean	Emails regarding litigation matters; Reviewing information provided by M. Beeforth regarding receivership companies	0.04
11/07/2018	Bell, Jonathan	Speaking with N. Goldstein [REDACTED] Preparing for and attending conference call [REDACTED] Reviewing correspondence from Davies' counsel regarding his new employment; Drafting correspondence regarding same	0.06
11/07/2018	Blinick, Joseph N.	Drafting amended claim [REDACTED] Reviewing and considering disclosure provided by M. Beeforth; Correspondence and discussions with S. Zweig and N. Goldstein regarding same; Reviewing and considering further correspondence from M. Beeforth regarding potential employment for J. Davies; Internal discussions and correspondence regarding same; Generally engaged in matter	0.23
11/07/2018	Zweig, Sean	Various emails with KSV and J. Blinick regarding information received from M. Beeforth; Emails regarding Mr. Davies' employment opportunity; Call with L. Aversa	0.07
12/07/2018	Blinick, Joseph N.	Email correspondence to and from B. Kofman, N. Goldstein, S. Zweig and J. Bell regarding discrete issues relating to matter; Drafting letter to M. Beeforth regarding various matters in issue in litigation; Circulating copy of same internally for review and comment; Revising same as per comments; Emailing copy of same to KSV for review and comment; Discussions with S. Zweig regarding same; Revising same as per comments; Emailing copy of same to KSV for further review and approval; Reviewing and considering engagement letter sent by Altus Group; Internal discussions and correspondence regarding same; Making revisions to same; Circulating copy of same internally for review and comment; Generally engaged in matter	0.29



August 15, 2018

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Client: 074735.00007

Invoice No.: July2018-KSV-7

Date	Lawyer	Description	Hours
12/07/2018	Zweig, Sean	Emails with KSV and internal team regarding various matters; Reviewing and commenting on draft letter; [REDACTED]	0.09
13/07/2018	Bell, Jonathan	Speaking with P. Bender regarding issue.; Drafting correspondence regarding same; Speaking with N. Goldstein regarding same	0.04
13/07/2018	Blinick, Joseph N.	Email correspondence to and from B. Kofman and N. Goldstein; Revising letter to M. Beeforth; Finalizing and delivering copy of same	0.07
16/07/2018	Bell, Jonathan	[REDACTED]	0.02
16/07/2018	Zweig, Sean	Emails with J. Bell regarding litigation issue; Call with B. Kofman; Call with I. Aversa; Follow-up call with B. Kofman and N. Goldstein; Emails with J. Bell and J. Blinick regarding same; Reviewing email from GT; Considering same and emails regarding same	0.14
16/07/2018	Blinick, Joseph N.	[REDACTED]	0.05
17/07/2018	Zweig, Sean	Reviewing and commenting on APS; Emails with KSV regarding same	0.50
19/07/2018	Bell, Jonathan	Preparing for and attending conference call with B. Kofman and others to discuss next steps; Attending conference call with the trustee and its counsel; [REDACTED]	0.18
19/07/2018	Blinick, Joseph N.	Reviewing and revising draft claim; [REDACTED] Conference call with KSV and BJ [REDACTED] Conference call with GT, AB, KSV and BJ [REDACTED] Emailing same together with amended [REDACTED] of Bell and S. Zweig for review and comment; Internal correspondence regarding targeted searches to be conducted in document database [REDACTED] Generally engaged in matter	0.23
19/07/2018	Zweig, Sean	Call with KSV [REDACTED] Call with KSV, GT, A&B and G. Bencheir [REDACTED] Various emails with internal email regarding follow-up requests; Emails with KSV [REDACTED] Call with N. Goldstein; Emails with A&B [REDACTED]	0.22
19/07/2018	Zweig, Sean	Further revising APS, and emails with KSV regarding same	0.20
20/07/2018	Bell, Jonathan	[REDACTED] Reviewing statement of claim; [REDACTED]	0.04
20/07/2018	Blinick, Joseph N.	Meeting with J. Blinick to discuss review of documents Discussions and correspondence with J. Bell and S. Zweig regarding discrete issues relating to matter: [REDACTED]; Emailing report to J. Bell and S. Zweig; Reviewing correspondence to and from KSV [REDACTED] Generally engaged in matter	0.14
20/07/2018	Zweig, Sean	Call with N. Goldstein; Reviewing and commenting on litigation action plan document; [REDACTED] Emails and call with J. Bell regarding same and related issue; Reviewing revised litigation action plan document; Reviewing J. Blinick email regarding email review	0.09
21/07/2018	Zweig, Sean	[REDACTED]	0.01
22/07/2018	Bell, Jonathan	[REDACTED]	0.02



August 15, 2018

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Client: 074735.00007

Invoice No.: July2018-KSV-7

Date	Lawyer	Description	Hours
22/07/2018	Blinick, Joseph N.	Email correspondence to and from J. Bell and S. Zweig; [REDACTED] Email correspondence to KSV regarding same; Reviewing further correspondence from J. Bell regarding same; Generally engaged in matter	0.14
22/07/2018	Zweig, Sean	Various emails with J. Bell and J. Blinick regarding litigation matters;	0.06
23/07/2018	Bell, Jonathan	[REDACTED]	0.08
23/07/2018	Blinick, Joseph N.	[REDACTED] Emailing copy of same to J. Bell and S. Zweig for further review and comment; Internal correspondence regarding same; Email correspondence to and from B. Kofman regarding review of documents [REDACTED] internal correspondence regarding same; Reviewing email correspondence [REDACTED] Generally engaged in matter	0.36
23/07/2018	Zweig, Sean	Various emails with KSV and internal team regarding litigation matters; Call with J. Bell [REDACTED]	0.05
24/07/2018	Zweig, Sean	[REDACTED]	0.04
24/07/2018	Blinick, Joseph N.	Correspondence with KSV and internally [REDACTED] correspondence to AB, GT and KSV [REDACTED] Email [REDACTED] Generally engaged in matter	0.18
24/07/2018	Bell, Jonathan	[REDACTED]	0.09
25/07/2018	Blinick, Joseph N.	Reviewing and considering correspondence from M. Beeforth responding to disclosure requests; Internal correspondence regarding same	0.05
25/07/2018	Bell, Jonathan	[REDACTED]	0.03
25/07/2018	Zweig, Sean	Reviewing letter from M. Beeforth and discussions regarding same; Call with N. Goldstein	0.06
25/07/2018	Zweig, Sean	[REDACTED]	0.30
26/07/2018	Blinick, Joseph N.	[REDACTED]	0.02
26/07/2018	Zweig, Sean	[REDACTED]; Call with N. Goldstein; Emails regarding Dentons' letter	0.05
27/07/2018	Blinick, Joseph N.	Drafting responding letter to M. Beeforth; Circulating copy of same internally for review and comment; Email correspondence to and from J. Bell and S. Zweig regarding same; Revising letter as per comments; Emailing copy of same to KSV for review and comment	0.16
27/07/2018	Zweig, Sean	Reviewing and commenting on draft letter to M. Beeforth; Emails with internal team regarding same	0.03
30/07/2018	Bell, Jonathan	[REDACTED]	0.05



August 15, 2018

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Client: 074735.00007

Invoice No.: July2018-KSV-7

Date	Lawyer	Description	Hours
30/07/2018	Macdonald, Corrina	Obtaining Ontario Profile reports; Emailing same to J. Blinick	0.04
30/07/2018	Blinick, Joseph N.	Email correspondence to and from B. Kofman regarding letter to M. Beeforth; Revising same as per comments; Having copy of same delivered	0.04
30/07/2018	Zweig, Sean	Reviewing B. Kofman comments on letter and reviewing revised draft; Emails with GT, A&B and others regarding litigation matters; [REDACTED]	0.06
31/07/2018	Blinick, Joseph N.	Reviewing and considering correspondence to and from AB [REDACTED] Internal discussions and correspondence regarding amended claim and path forward	0.06
31/07/2018	Zweig, Sean	Various emails regarding litigation matters with KSV, GT, A&B and Chaitons; [REDACTED]	0.05
31/07/2018	Bell, Jonathan	Reviewing and revising statement of claim; Drafting correspondence regarding same; Meeting with J. Blinick to discuss same	0.08

Total Hours 5.51
 Total Professional Services 3,459.91

Timekeeper	Hours	Rate
J. G. Bell	0.71	675.00
J.N. Blinick	2.40	555.00
C. Macdonald	0.04	235.00
S.H. Zweig	2.36	695.00

Other Charges	
Photocopy Charges	\$ 0.05
Printing Charges	\$ 26.05
Total Other Charges	\$ 26.10

Disbursements

GST/HST \$ 453.17
 TOTAL DUE \$ 3,939.18



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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: August 15, 2018
Invoice: July2018-KSV-7

Remittance Statement

Professional Services	\$ 3,459.91
Other Charges	26.10
Disbursements	0.00
Disbursements Incurred As Your Agent (Non-taxable)	0.00
Total Due before GST/HST	\$ 3,486.01
GST/HST	\$ 453.17
TOTAL Due in CAD	\$ 3,939.18

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
ABA: 021000021, SWIFT Code: CHASUS33

Please include the Invoice number on the wire.
Email notification may be sent to: bennettjoneseft@bennettjones.com

Remit by Credit Card (Visa or MasterCard):

Call an Accounts Receivable Specialist at
(403) 298-3137 or (403) 298-3164 with
your credit card number, expiry date, and
email address.

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by writing our offices in Calgary, Edmonton, Toronto or Ottawa.

**THIS IS EXHIBIT "Q" REFERRED TO IN THE
AFFIDAVIT OF SEAN H. ZWEIG
SWORN
THE 20th DAY OF NOVEMBER, 2018**



A Commissioner for taking affidavits, etc.



Bennett Jones

Bennett Jones LLP **314**
Suite 3400, 1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: September 14, 2018
Invoice: August2018-KSV-7

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	5,991.20
Other Charges		38.26
Disbursements		15.21
Disbursements Incurred As Your Agent (Non-taxable)		108.00
Total Due before GST/HST	\$	<u>6,152.67</u>
GST/HST	\$	785.81
TOTAL Due in CAD	\$	<u>6,938.48</u>

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by writing our offices in Calgary, Edmonton, Toronto or Ottawa.

GST/HST Number: 119348757



September 14, 2018
Page 2

Client: 074735.000007
Invoice No.: August2018-KSV-7

Date	Lawyer	Description	Hours
04/07/2018	Blinick, Joseph N.	Email correspondence to and from KSV and BL [REDACTED]	0.14
		[REDACTED]	
		Reviewing and considering correspondence from M. Beeforth regarding 208 Property and other discrete issues relating to matter; Internal correspondence regarding same; Follow-up correspondence to L. Vadala to demand production of 445 Princess's complete file; Generally engaged in matter	
19/07/2018	Fimio, Elizabeth	Correspondence with J. Blinick; Database administration	0.05
01/08/2018	Bell, Jonathan	Reviewing and revising statement of claim; Drafting correspondence regarding same; Speaking with S. Zweig [REDACTED]	0.08
01/08/2018	Zweig, Sean	Various emails and calls [REDACTED]	0.13
		Two calls with J. Nemers and reviewing email from J. Nemers; Call with J. Bell; Various emails with J. Bell regarding statement of claim	
01/08/2018	Blinick, Joseph N.	Reviewing and considering correspondence between BJ, KSV and AB [REDACTED]	0.03
01/08/2018	Zweig, Sean	Reviewing N. Goldstein update email on sale process; Reviewing follow-up correspondence	0.20
02/08/2018	Blinick, Joseph N.	Email correspondence to and from J. Bell; [REDACTED] Email correspondence to clerk to obtain corporate profiles [REDACTED]	0.38
		Generally engaged in matter	
03/08/2018	Neilson, Lorie	Ordering and obtaining 1 Federal Profile report and 12 Ontario Profile reports	0.08
03/08/2018	Bell, Jonathan	Reviewing and revising statement of claim; Drafting correspondence regarding same; Meeting with J. Blinick to discuss same; Drafting correspondence	0.21
		[REDACTED] Drafting correspondence to Altus;	
03/08/2018	Zweig, Sean	Discussion with B. Kotman regarding various litigation matters; Discussions with J. Bell and J. Blinick regarding same; Multiple calls with N. Goldstein	0.07
03/08/2018	Blinick, Joseph N.	Drafting amended claim; Internal discussions and correspondence regarding discrete issues relating to same; Further amending claim as per comments; Circulating copy of same internally; Generally engaged in matter	0.41
05/08/2018	Zweig, Sean	Reviewing and commenting on revised statement of claim	0.10
07/08/2018	Bell, Jonathan	[REDACTED] Reviewing and revising draft claim; Drafting correspondence regarding same	0.04
07/08/2018	Zweig, Sean	Reviewing revised amended claim and email to KSV regarding same	0.04
07/08/2018	Blinick, Joseph N.	Reviewing and considering correspondence from S. Zweig enclosing comments on amended claim; Revising same as per comments; Internal correspondence regarding same; Emailing amended claim to KSV for review and comment	0.08
07/08/2018	van Gent, John	Email from N. Goldstein requesting an updated realty tax certificate; Emails to and from L. Stacey to provide instructions concerning same	0.10
07/08/2018	Zweig, Sean	Emails regarding property taxes	0.20
08/08/2018	Bell, Jonathan	[REDACTED] Meeting with J. Blinick to discuss claim and next steps	0.02
08/08/2018	Zweig, Sean	[REDACTED]	0.02
08/08/2018	van Gent, John	Obtaining tax certificate; Email to N. Goldstein forwarding same	0.10
09/08/2018	Zweig, Sean	Emails regarding Altus report; Various emails regarding certain litigation matter	0.05
10/08/2018	Zweig, Sean	Various emails in connection with litigation matters	0.06
12/08/2018	Zweig, Sean	Reviewing email from M. Beeforth regarding sale of Davies' home	0.01
13/08/2018	Bell, Jonathan	Drafting correspondence regarding statement of claim	0.01



September 14, 2018
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Client: 074735.000007
Invoice No.: August2018-KSV-7

Date	Lawyer	Description	Hours
13/08/2018	Zweig, Sean	Various emails regarding litigation matters; Reviewing GT motion record; Emails with KSV regarding same; Reviewing Altus memorandum; Emails regarding same; Emails with internal team regarding statement of claim	0.19
13/08/2018	Blinick, Joseph N.	Email correspondence to and from B. Kofman regarding amended claim; Email correspondence to AB [REDACTED] Phone calls with N. Goldstein regarding discrete issues relating to matter; Reviewing and considering report prepared by Altus [REDACTED] Email correspondence and discussions with L. Aversa regarding amended claim [REDACTED] Email correspondence to S. Zweig and J. Bell to provide update regarding same; Generally engaged in matter	0.15
14/08/2018	Bell, Jonathan	Preparing for and attending call with B. Kofman and N. Goldstein to discuss statement of claim and strategy going forward; [REDACTED]	0.33
14/08/2018	Blinick, Joseph N.	Conference call with B. Kofman, N. Goldstein, S. Zweig and J. Bell regarding amended claim and path forward; Revising amended claim as per comments; [REDACTED] Generally engaged in matter	0.26
14/08/2018	Zweig, Sean	Long call with KSV and internal team regarding draft statement of claim; Emails regarding expenses exemption for J. Davies; [REDACTED]; Call with N. Goldstein	0.42
15/08/2018	Bell, Jonathan	Drafting correspondence regarding Davies living expenses motion; Drafting correspondence regarding revised statement of claim	0.02
15/08/2018	Blinick, Joseph N.	Drafting amended claim; Email correspondence to and from S. Zweig and J. Bell regarding same and other discrete issues relating to matter; Generally engaged in file	0.37
15/08/2018	Zweig, Sean	[REDACTED]	0.02
15/08/2018	Neilson, Lorie	Ordering and obtaining Ontario Profile Report	0.03
15/08/2018	van Gent, John	Reviewing executed agreement of purchase and sale; Email to J. Born forwarding wire instructions and arranging for funding of deposit; Drafting critical dates list; Email to J. Born forwarding same for review and comment	1.00
15/08/2018	Zweig, Sean	Reviewing executed APS; Reviewing critical dates list	0.50
16/08/2018	Bell, Jonathan	Reviewing and revising draft statement of claim; Meeting with J. Blinick regarding same; Speaking with S. Zweig and J. Blinick regarding same and strategy in litigation; [REDACTED]	0.19
16/08/2018	Zweig, Sean	Reviewing and commenting on revised statement of claim; Call with J. Bell and J. Blinick regarding same; Reviewing draft email to KSV; Emails regarding same; Call with M. Beeforth	0.12
17/08/2018	Bell, Jonathan	[REDACTED] Reviewing correspondence regarding statement of claim	0.02
17/08/2018	Blinick, Joseph N.	[REDACTED] Reviewing and considering correspondence to and from J. Bell and B. Kofman regarding same	0.03
17/08/2018	Zweig, Sean	Emails regarding expense exemption issue [REDACTED]	0.03
17/08/2018	van Gent, John	Emails to and from N. MacLean concerning deposit; Email to N. MacLean forwarding critical dates list for review and approval; Attending to investment of deposit	0.20



September 14, 2018
Page 4

Client: 074735.000007
Invoice No.: August2018-KSV-7

Date	Lawyer	Description	Hours
17/08/2018	Zweig, Sean	Reviewing letter from purchaser's counsel	0.10
18/08/2018	Zweig, Sean	Reviewing various materials from M. Beeforth in support of living expense exemption; Considering same	0.06
19/08/2018	Bell, Jonathan	Reviewing motion record for Davies' living expenses; Drafting correspondence regarding same	0.02
19/08/2018	Bell, Preet K.	[REDACTED]	0.21
19/08/2018	Zweig, Sean	Emails with KSV and J. Bell regarding relief sought by J. Davies for living expenses	0.05
20/08/2018	Bell, Jonathan	Speaking to Davies' counsel regarding living expenses motion and possible resolution of outstanding issues; Speaking with S. Zweig regarding same; Drafting correspondence regarding same; [REDACTED]	0.07
20/08/2018	Bell, Preet K.	[REDACTED]	0.11
20/08/2018	Blinick, Joseph N.	Reviewing and considering correspondence and documents sent by M. Beeforth [REDACTED] Reviewing and considering correspondence to and from KSV relating to same	0.06
20/08/2018	Zweig, Sean	Emails regarding various litigation matters; [REDACTED]	0.18
21/08/2018	Bell, Preet K.	Reviewing Supplement to 10th Report of GT [REDACTED]	0.13
21/08/2018	Bell, Jonathan	[REDACTED] Drafting internal summary analysis and correspondence regarding same; Internal discussions and correspondence Drafting correspondence to Davies' counsel regarding living expenses motion; Drafting correspondence to B. Kofman regarding same [REDACTED] Drafting correspondence regarding same	0.04
21/08/2018	Blinick, Joseph N.	Email correspondence to and from B. Kofman and I. Aversa regarding amended claim; Reviewing correspondence to and from Dentons, BJ and KSV regarding exemption under Mareva order and issues relating to same	0.04
21/08/2018	Zweig, Sean	Reviewing Dentons' motion record; Emails in connection with same; Emails with internal team [REDACTED]	0.08
21/08/2018	van Gent, John	Emails to and from N. MacLean confirming critical dates list; Updating calendar to reflect same	0.20
22/08/2018	Bell, Jonathan	Drafting correspondence to Davies' counsel regarding living expense motion; Speaking to Davies' counsel regarding same	0.03
22/08/2018	Zweig, Sean	Further emails regarding upcoming motion and related matters	0.05
23/08/2018	Zweig, Sean	Preparing for and attending 9:30 regarding living expenses exemption; Meeting with D. Afroz regarding upcoming motion materials; Emails with D. Nakelsky regarding sale of property; Emails in connection with same; Call with M. Beeforth regarding same; Reviewing Orders and Endorsement from GT motions	0.22
24/08/2018	Bell, Jonathan	Drafting correspondence regarding Davies' living expenses	0.01
24/08/2018	Zweig, Sean	Reviewing correspondence regarding litigation matters [REDACTED]	0.02
25/08/2018	Zweig, Sean	Various emails regarding 24 Country Club potential sale [REDACTED]	0.02
26/08/2018	Zweig, Sean	Further emails regarding 24 Country Club potential sale	0.02

September 14, 2018
Page 5

Client: 074735.000007
Invoice No.: August2018-KSV-7

Date	Lawyer	Description	Hours
27/08/2018	Bell, Jonathan	Drafting correspondence regarding Davies' living expenses; Reviewing correspondence regarding same	0.03
27/08/2018	Zweig, Sean	Reviewing correspondence regarding Mareva living expenses exemption; Reviewing 24 Country Club offer; Emails regarding same	0.05
28/08/2018	Bell, Jonathan	Speaking with counsel for J. Davies regarding Davies' living expenses	0.02
28/08/2018	Zweig, Sean	Various emails with B. Kofman regarding power of sale of Davies' home; Emails with D. Nakelsky regarding same; Emails with A&B and GT regarding litigation matters; Reviewing correspondence with investor	0.06
29/08/2018	Zweig, Sean	Correspondence regarding power of sale on Davies' home	0.02
30/08/2018	Zweig, Sean	Emails with M. Beeforth regarding proceeds from power of sale; Emails with D. Nakelsky and discussion J. van Gent regarding Mareva discharge; Reviewing Davies' responses to questions in connection with living expenses exemption; Emails in connection with same	0.07
31/08/2018	Bell, Jonathan	Preparing for and attending conference call with Davies' counsel regarding Arizona property; Drafting timeline of next steps in litigation and correspondence regarding same; Reviewing A&B's comments on claim and correspondence related to same	0.07
31/08/2018	Zweig, Sean	Emails with KSV and J. Bell regarding litigation matters; Reviewing comments on Statement of Claim from A&B/GT; Discussing same	0.20
Total Hours			9.10
Total Professional Services			5,991.20

Timekeeper	Hours	Rate
J. G. Bell	1.21	675.00
P. Bell	0.49	675.00
J.N. Blinick	2.28	555.00
E. Fimio	0.05	185.00
L. Neilson	0.11	235.00
J. van Gent	1.60	755.00
S.H. Zweig	3.36	695.00

Disbursements	
Courier Charges	\$ 15.21
Total Disbursements	\$ 15.21

Other Charges	
Library Computer Search	\$ 7.58
Printing Charges	\$ 30.68
Total Other Charges	\$ 38.26

Disbursements Incurred As Your Agent (Non Taxable)	
Online Government Service	28.00
Due Diligence	80.00
Total Disbursements Incurred As Your Agent (Non Taxable)	\$ 108.00

GST/HST \$ 785.81
TOTAL DUE \$ 6,938.48



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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: **MEMORY CARE INVESTMENTS (KITCHENER) LTD.**
Our File Number: 074735.00007

Date: September 14, 2018
Invoice: August2018-KSV-7

Remittance Statement

Professional Services	\$ 5,991.20
Other Charges	38.26
Disbursements	15.21
Disbursements Incurred As Your Agent (Non-taxable)	108.00
Total Due before GST/HST	<u>\$ 6,152.67</u>
GST/HST	785.81
TOTAL Due in CAD	<u>\$ 6,938.48</u>

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
ABA: 021000021, **SWIFT Code:** CHASUS33

Please include the invoice number on the wire.
Email notification may be sent to: bennettjonesoft@bennettjones.com

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

Due upon receipt. Bennett Jones LLP reserves the right to charge interest at a rate not greater than 12% per annum on outstanding invoices after 30 days. We collect, use and disclose information pursuant to our Privacy Policies. For further information visit our website at www.bennettjones.com or contact our Privacy Officer by writing our offices in Calgary, Edmonton, Toronto or Ottawa.

THIS IS EXHIBIT "R" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 20th DAY OF NOVEMBER, 2018



A Commissioner for taking affidavits, etc.



Bennett Jones

Bennett Jones LLP **321**
Suite 3400
1 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

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

Attention: BOBBY KOFMAN
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: October 10, 2018
Invoice: 1240148

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	7,487.15
Disbursements	\$	3.60
Other Charges	\$	10.53
Total Due before GST/HST	\$	<u>7,501.28</u>
GST/HST	\$	975.17
Total Due In CAD	\$	<u>8,476.45</u>

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



October 10, 2018
Page 2

Client:
Invoice No.:

074735.00007
1240148

Date	Name	Description	Hours
02/09/18	Sean Zweig	Reviewing correspondence regarding Arizona property; Reviewing J. Bell comments on amended claim; Emails with Internal team regarding same.	0.06
02/09/18	Preet Bell	Reviewing correspondence and related materials in respect of statement of claim and Alrd & Berlis comments on same.	0.02
02/09/18	Jonathan Bell	Reviewing and revising second fresh as amended statement of claim; Drafting correspondence regarding same.	0.16
02/09/18	Jonathan Bell	Drafting correspondence regarding Davles' living expenses.	0.02
03/09/18	Adam Zur	Researching case law for P. Bell.	0.51
03/09/18	Jonathan Bell	Reviewing and revising statement of claim; Drafting correspondence regarding same; Speaking with B. Kofman and N. Goldstein regarding same; Speaking with I. Aversa regarding same; Drafting correspondence regarding research to be performed.	0.16
03/09/18	Joseph Blinick	Reviewing and considering AB/GT comments on amended claim; Reviewing and considering J. Bell's comments on amended claim; Revising same; Circulating same internally for further review and comment; Email correspondence to and from S. Zweig, J. Bell, KSV, GT and AB regarding discrete issues relating to matter; Conference call with BJ and KSV regarding amended claim and next steps; [REDACTED] Generally engaged in matter.	0.32
03/09/18	Preet Bell	Reviewing internal comments in respect of statement of claim and internal correspondence; [REDACTED]	0.06
03/09/18	Sean Zweig	Various emails and calls regarding amended claim; Reviewing J. Blinick comments; Reviewing various research in connection with claim.	0.08
04/09/18	Sean Zweig	Emails with internal team regarding MC Burlington receivership; [REDACTED] Long call with [REDACTED]	0.24



October 10, 2018
Page 3

Client:
Invoice No.:

074735.00007
1240148

Date	Name	Description	Hours
		KSV regarding draft claim; Call with KSV, GT, A&B and G. Benchetrit regarding claim; Reviewing P. Bell comments on claim; Reviewing correspondence regarding Arizona property.	
04/09/18	Joseph Blinick	Multiple correspondences and discussions internally and with KSV regarding discrete issues relating to amended claim; Researching discrete factual issues relating to same; Reviewing and considering P. Bell's research findings regarding discrete legal issues relating to same; Meeting with P. Bell and J. Bell to discuss same;	0.46
		[REDACTED]; Conference call with BJ and KSV regarding amended claim and strategic issues relating to path forward; Conference call with BJ, KSV, AB, GT and Chaitons regarding same; Generally engaged in matter.	
04/09/18	Preet Bell	Meeting with J. Bell and J. Blinick to discuss draft statement of claim and issues in respect of same;	0.32
		[REDACTED]	
04/09/18	Jonathan Bell	Preparing for and attending meeting with J. Blinick and P. Bell to discuss claim [REDACTED]; Preparing for and attending conference call with B. Kofman and N. Goldstein to discuss claim; Preparing for and attending conference call with Aird & Berlis, Grant Thornton and KSV to discuss same; Meeting with J. Blinick to discuss same; Drafting correspondence regarding same.	0.31
05/09/18	Preet Bell	Internal correspondence regarding statement of claim.	0.01
05/09/18	Jonathan Bell	Reviewing and revising statement of claim; Speaking with S. Zweig regarding revised claim and claims arising from non-receivership projects.	0.04
05/09/18	Sean Zweig	Reviewing B. Kofman email to GT regarding Arizona property; Further correspondence regarding same.	0.04



October 10, 2018
Page 4

Client:
Invoice No.:

074735.00007
1240148

Date	Name	Description	Hours
06/09/18	Sean Zweig	Further correspondence regarding Arizona property and living expenses exemption; Reviewing revised amended claim; Reviewing comments from P. Bell and J. Bell.	0.17
06/09/18	Joseph Blinick	Discussions with J. Bell and P. Bell; Further revising amended claim; Emailing copy of same to J. Bell, P. Bell and S. Zweig for review and comment; Generally engaged in matter.	0.48
06/09/18	Preet Bell	Reviewing and revising statement of claim [REDACTED] [REDACTED] Reviewing and analyzing materials in respect of same; Internal correspondence.	0.24
06/09/18	Jonathan Bell	Reviewing and revising statement of claim; Drafting correspondence regarding same; [REDACTED] [REDACTED] Speaking with S. Zweig regarding statement of claim and next steps.	0.25
07/09/18	Jonathan Bell	Reviewing and revising statement of claim; Speaking with S. Zweig regarding same; Drafting correspondence regarding same; Meeting with J. Blinick regarding same; Speaking with counsel for J. Davies regarding living expenses and next steps in litigation; Drafting correspondence regarding same.	0.13
07/09/18	Preet Bell	Reviewing proposed revisions for statement of claim and internal correspondence.	0.03
07/09/18	Sean Zweig	Further correspondence regarding Arizona property and living expense exemption; Call with J. Bell; Reviewing revised claim; [REDACTED]	0.13
07/09/18	Joseph Blinick	Reviewing and considering P. Bell's comments on amended claim; Reviewing and considering J. Bell's comments on amended claim; Revising same as per comments; Discussions with J. Bell regarding discrete issues relating to same; Call with J. Bell and M. Beeforth regarding discrete issues relating to matter; Further revising claim; Reviewing correspondence to and from B. Kofman; Circulating amended claim to KSV, GT and AB; Email correspondence to and from I. Aversa; [REDACTED]; Internal	0.60



Date	Name	Description	Hours
		correspondence regarding same; Generally engaged in matter.	
10/09/18	Sean Zweig	[REDACTED] Emails regarding living expenses exemption and related issue.	0.04
10/09/18	Joseph Blinick	[REDACTED] Email correspondence to and from S. Zweig regarding discrete issues relating to matter.	0.03
10/09/18	Jonathan Bell	Drafting correspondence to Davies' counsel regarding living expenses; Speaking to Davies' counsel regarding same.	0.02
11/09/18	Sean Zweig	Further emails regarding Arizona property; [REDACTED]	0.03
11/09/18	Joseph Blinick	[REDACTED]	0.02
11/09/18	Sean Zweig	Reviewing voicemail from purchaser.	0.10
12/09/18	Sean Zweig	Various emails regarding request from purchaser in connection with environmental diligence.	0.30
12/09/18	John van Gent	Numerous emails and voicemails to and from entire working group concerning issues with respect to environmental due diligence, and suggestion for a waiver and amending agreement to waive all due diligence save for environmental.	0.30
12/09/18	Sean Zweig	Reviewing KSV email regarding professional fees; Call with N. Goldstein.	0.03
13/09/18	Sean Zweig	Reviewing J. Bell update email; Reviewing A&B's comments on amended claim; Emails with J. Blinick regarding same.	0.07
13/09/18	Jonathan Bell	Reviewing and revising statement of claim; Drafting correspondence regarding same.	0.04
13/09/18	John van Gent	Numerous emails to and from entire working group concerning status of due diligence and proposed waiver and amending agreement; Drafting waiver and amending agreement; Telephone call with B. Kofman to discuss questions concerning same; Email to entire working group circulating draft waiver and amending agreement for review and comment.	1.00



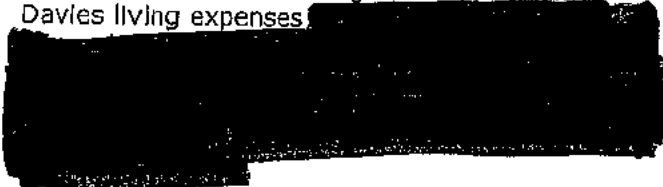


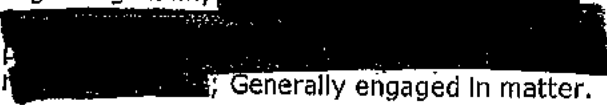

October 10, 2018
Page 6

Client:
Invoice No.:

074735.00007
1240148

Date	Name	Description	Hours
13/09/18	Sean Zweig	Reviewing draft waiver and amending agreement; Emails in connection with same.	0.30
14/09/18	John van Gent	Emails to and from V. Cotic and B. Kofman concerning comments on waiver and amending agreement; Revising same; Telephone call with V. Cotic to discuss strategy to present waiver and amending agreement.	0.30
14/09/18	Sean Zweig	Reviewing correspondence in connection with waiver amendment.	0.20
14/09/18	Sean Zweig	Reviewing J. Blinick comments on A&B mark-up of claim and considering same.	0.02
14/09/18	Joseph Blinick	Reviewing and considering GT/AB's comments on statement of claim; Drafting report setting out comments on same; Emailing copy of same to S. Zweig and J. Bell; Internal correspondence regarding same and next steps; Email correspondence to and from KSV regarding same; Generally engaged in matter.	0.09
16/09/18	Sean Zweig	Reviewing B. Kofman comments on Statement of Claim; Emails with B. Kofman and internal team regarding litigation strategy issues.	0.06
16/09/18	Jonathan Bell	[REDACTED] Reviewing revised statement of claim; Drafting correspondence regarding same.	0.03
17/09/18	Jonathan Bell	Drafting correspondence regarding Davies' living expenses motion; [REDACTED] Reviewing and revising statement of claim; Preparing for and attending call with KSV to discuss same; Meeting with J. Blinick to discuss same.	0.11
17/09/18	Sean Zweig	Various emails regarding Davies living expenses, and reviewing and commenting on draft language for Order; Reviewing N. Goldstein comments on claim; Call with KSV regarding claim; Reviewing revised claim; Emails regarding same; Reviewing email and draft Order from M. Beeforth; Emails regarding litigation strategy issue.	0.23
17/09/18	Joseph Blinick	Reviewing and considering B. Kofman's comments on revised claim; Reviewing and considering N. Goldstein's comments on revised claim;	0.36



Date	Name	Description	Hours
		Discussions with J. Bell regarding same; Instructing articling student regarding discrete legal research to be undertaken relating to claim against trusts; Conference call with KSV and BJ regarding revised claim and next steps; Revising claim as per comments and discussions; Further communications with J. Bell and S. Zweig regarding discrete issues relating to same; Circulating revised claim internally; Email correspondence regarding same; Emailing revised claim to AB; Generally engaged in matter.	
18/09/18	Jonathan Bell	Preparing for and attending hearing regarding Davies living expenses 	0.38
18/09/18	Sean Zweig	Various emails regarding litigation strategy; Call with J. Bell and J. Blinick; Emails regarding AZ property.	0.07
18/09/18	Joseph Blinick	Reviewing and considering correspondence to and from KSV; Discussions with J. Bell and S. Zweig regarding discrete issues relating to matter.	0.07
19/09/18	Sean Zweig	Emails regarding AZ property.	0.02
19/09/18	Jonathan Bell		0.03
20/09/18	Jonathan Bell	Reviewing and revising statement of claim; Drafting correspondence regarding same.	0.06
20/09/18	Sean Zweig	 Call with J. Blinick.	0.03
20/09/18	Joseph Blinick	Discussions with J. Bell regarding discrete issues relating to matter; Conference call with AB and BJ regarding claim;  ; Generally engaged in matter.	0.09
21/09/18	Sean Zweig	Reviewing and commenting on draft email to HUB; Emails regarding claim, and revising revised draft.	0.08
21/09/18	Joseph Blinick		0.06



Date	Name	Description	Hours
		[REDACTED]	
		[REDACTED]	
		[REDACTED] [REDACTED] Reviewing correspondence from N. Goldstein regarding meeting with D. Goldband; Internal discussions and correspondence regarding same; Email correspondence to I. Aversa and J. Nemers to request turn of revised claim.	
24/09/18	Sean Zweig	[REDACTED] [REDACTED] Reviewing A&B comments on claim.	0.06
24/09/18	Joseph Blinick	Reviewing and considering correspondence from J. Nemers and enclosed revised claim; Email correspondence to KSV regarding same and next steps; [REDACTED] [REDACTED]	0.06
24/09/18	Jonathan Bell	[REDACTED] [REDACTED] [REDACTED]	0.05
24/09/18	John van Gent	Email from N. MacLean forwarding revised waiver and amending agreement; Reviewing same; Email to B. Kofman concerning same.	0.30
24/09/18	Sean Zweig	Reviewing comments from purchaser on waiver and amending agreement; Emails in connection with same.	0.30
25/09/18	Joseph Blinick	Email correspondence to and from B. Kofman; Preparing revised litigation budget; Circulating same internally for review and comment.	0.09
25/09/18	Sean Zweig	[REDACTED] [REDACTED] Reviewing revised draft litigation budget.	0.03
26/09/18	Joseph Blinick	[REDACTED] [REDACTED] Email correspondence to and from N. Goldstein, J. Nemers, I. Aversa and D. Goldband regarding amended claim; Conference call with N. Goldstein, J. Nemers and I. Aversa regarding same; Internal correspondence regarding same and path forward; Generally engaged in matter.	0.13
26/09/18	Sean Zweig	Emails regarding litigation budget; Emails regarding litigation strategy; [REDACTED]	0.05

October 10, 2018
Page 9

Client:
Invoice No.:

074735.00007
1240148

Date	Name	Description	Hours
26/09/18	John van Gent	Emails from N. MacLean following up on the waiver and amending agreement; Telephone call and emails to and from N. Goldstein concerning same; Revising waiver and amending agreement; Email to N. MacLean forwarding same for final approval.	0.50
26/09/18	Sean Zweig	Reviewing revised draft of Waiver and Amending Agreement.	0.10
27/09/18	Joseph Blinick	[REDACTED] Reviewing and considering revised claim sent by N. Goldstein; Generally engaged in matter.	0.06
27/09/18	Sean Zweig	Further emails regarding litigation strategy; Reviewing N. Goldstein comments on claim.	0.04
27/09/18	Jonathan Bell	Reviewing and revising statement of claim; Drafting correspondence regarding same.	0.03
28/09/18	Sean Zweig	[REDACTED] Reviewing further revised claim, and emails regarding same; Call with J. Blinick regarding next steps.	0.07
28/09/18	Joseph Blinick	[REDACTED] Reviewing N. Goldstein's comments on statement of claim; Making further revisions to same; Circulating copy of same to KSV and seeking instructions to circulate to GT and AB; Email correspondence to and from KSV regarding same; Circulating copy of claim to GT and AB; Reviewing email correspondence from I. Aversa and S. Zweig; Generally engaged in matter.	0.14
28/09/18	Jonathan Bell	Drafting correspondence regarding statement of claim.	0.02
28/09/18	Adam Zur	Reviewing and revising statement of claim.	0.43
Total Hours			11.87
Total Professional Services			\$ 7,487.15

Name	Hours	Rate
Jonathan Bell	1.84 \$	675.00



October 10, 2018
Page 10

Client:
Invoice No.:

074735.00007
1240148

Name	Hours	Rate
Preet Bell	0.68 \$	675.00
John van Gent	2.40 \$	755.00
Sean Zweig	2.95 \$	695.00
Joseph Blinick	3.06 \$	555.00
Adam Zur	0.94 \$	240.00

Disbursements	Amount
Land Title - Search	\$ 3.60
Total Disbursements	\$ 3.60

Other Charges	Amount
Photocopy Charges	\$ 0.05
Printing	\$ 5.28
Colour Printing	\$ 5.20
Total Other Charges	\$ 10.53

GST/HST \$ 975.17
TOTAL DUE \$ 8,476.45



Bennett Jones

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

**Attention: BOBBY KOFMAN
MANAGING DIRECTOR AND PRESIDENT**

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: October 10, 2018
Invoice: 1240148

Remittance Statement

Professional Services	\$	7,487.15
Disbursements	\$	3.60
Other Charges	\$	10.53
Total Due before GST/HST	\$	<u>7,501.28</u>
GST/HST	\$	975.17
Total Due In CAD	\$	<u>8,476.45</u>

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: Bank 003, Transit 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
ABA: 021000021, SWIFT Code: CHASUS33

Please include the invoice number on the wire.

Email notification may be sent to: bennettjonaseft@bennettjones.com

Remit by Credit Card (Visa or MasterCard):

Call an Accounts Receivable Specialist at

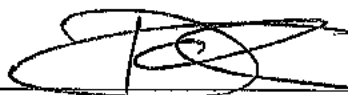
(403) 298-3137 or (403) 298-3164 with your credit card number, expiry date, and email address.

THIS IS EXHIBIT "S" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 20th DAY OF NOVEMBER, 2018

A handwritten signature in black ink, appearing to be 'SZ', written over a horizontal line.

A Commissioner for taking affidavits, etc.



Bennett Jones

333

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

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

Attention: **BOBBY KOFMAN**
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: November 7, 2018
Invoice: 1244433

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	6,445.85
Disbursements	\$	168.04
Other Charges	\$	59.32
Total Due before GST/HST	\$	6,673.21
GST/HST	\$	867.52
Total Due In CAD	\$	7,540.73

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



November 7, 2018
Page 2

Client:
Invoice No.:

074735.00007
1244433

Date	Name	Description	Hours
17/07/18	John van Gent	Emails to and from S. Zweig and N. Goldstein concerning revisions required to agreement of purchase and sale, and strategy to present same to purchaser	0.10
19/07/18	John van Gent	Numerous emails to and from B. Kofman, N. Goldstein and S. Zweig concerning additional questions and revisions to the agreement of purchase and sale	0.10
01/10/18	John van Gent	Emails to and from N. MacLean to settle waiver and amending agreement; Facilitating execution and delivery by N. Goldstein; Emails to and from N. Goldstein concerning same	0.20
01/10/18	Sean Zweig	Emails in connection with waiver and amending agreement	0.10
01/10/18	Joseph Blinick	Email correspondence to and from B. Kofman regarding amended claim; Internal correspondence and discussions regarding same and path forward; Revising claim as per AB's comments and further BJ review; Emailing copy of same to KSV and seeking instructions regarding issuance of claim; Emailing copy of same to AB and GT [REDACTED] [REDACTED] Generally engaged in matter	0.06
01/10/18	Sean Zweig	Various emails in connection with issuing claim and related matters	0.04
02/10/18	Jonathan Bell	Reviewing and revising statement of claim; Arranging for issuance and service of same; Speaking with J. Blinick regarding same; Speaking with Alrd & Berils regarding same; [REDACTED]	0.20
02/10/18	Joseph Blinick	Internal correspondence and discussions regarding claim and discrete issues relating to same; Revising claim to incorporate party service information; Drafting cover letters to parties and counsel enclosing claim; Drafting information for Court Use Form; Instructing assistant and process server regarding discrete issues relating to issuance of claim; Attending to other discrete matters relating to same; Generally engaged in matter	0.21
02/10/18	Sean Zweig	Call with J. Bell and J. Blinick; Various emails in	0.09



Date	Name	Description	Hours
		connection with Issuing claim; Reviewing draft language for service letters and commenting on same	
03/10/18	Joseph Blinick	Making final revisions to claim; Having same Issued by Commercial List; Reviewing issued claim; Emailing copy of same to KSV, AB and GT; Email correspondence to and from B. Kofman regarding discrete issues relating to matter; Revising and finalizing service letters; Having claim served on parties and counsel; Conference call with J. Bell, I. Aversa and J. Nemers regarding same and next steps; Reviewing correspondence to KSV; Generally engaged in matter	0.13
03/10/18	Jonathan Bell	Arranging for service and filing of statement of claim; Speaking with Aird & Berils regarding same; Drafting correspondence regarding same	0.10
03/10/18	Sean Zweig	Various emails in connection with Issuing claim and next steps, etc.	0.04
04/10/18	Joseph Blinick	Emailing service letters to AB; Internal correspondence regarding next steps; Email correspondence to B. Kofman and N. Goldstein regarding same	0.02
05/10/18	Jonathan Bell	[REDACTED]	0.04
05/10/18	Sean Zweig	Reviewing email from D. Franklin; Call with N. Goldstein	0.02
08/10/18	Sean Zweig	Reviewing B. Kofman email with additional information for claim	0.02
09/10/18	John van Gent	Numerous emails to and from entire working group concerning status of waiver and amending agreement; Facilitating execution and delivery of same; Updating critical dates list to reflect environmental condition	0.70
09/10/18	Sean Zweig	Various emails in connection with due diligence waiver deadline	0.20
09/10/18	Sean Zweig	Call with KSV regarding litigation matters; Reviewing draft communication from A&B; Reviewing J. Blinick service update	0.08
09/10/18	Lorie Nelson	Ordering and obtaining 3 Ontario Profile reports	0.04



Date	Name	Description	Hours
09/10/18	Joseph Blinick	Addressing discrete issues relating to service; Obtaining corporate profiles for certain defendants; Email correspondence to and from process server; Conference call with B. Kofman, N. Goldstein, J. Bell and S. Zwelg regarding settlement strategy and next steps; Reviewing and considering draft correspondence to Tier 1 investors; Internal correspondence regarding same	0.12
10/10/18	John van Gent	Telephone call with B. Cormier to discuss issues with requisition letter and to review steps for closing a receivership purchase and sale	0.30
10/10/18	Sean Zwelg	Reviewing B. Kofman comments on A&B communication; Reviewing email and notice from M. Beeforth regarding AZ property, and emails regarding same; Various emails in connection with litigation matters throughout afternoon	0.11
10/10/18	Lorie Nellson	Ordering and obtaining Ontario Profile report [REDACTED]	0.03
10/10/18	Jonathan Bell	[REDACTED] Reviewing correspondence from opposing counsel; Drafting correspondence regarding same [REDACTED]	0.17
10/10/18	Joseph Blinick	Reviewing and revising draft communication to investors; Emailing copy of same to AB; Addressing discrete service-related issues; [REDACTED] Generally engaged in file	0.15
11/10/18	Preet Bell	Internal discussions regarding potential fresh evidence motion to be brought by Davies in advance of Divisional Court appeal and legal issues in respect of same	0.02
11/10/18	Sean Zwelg	Calls with each of M. Beeforth and D. Nakelsky regarding 24 Country Club; Email to internal team regarding upcoming appeal; Discussion with P. Bell regarding issue related thereto	0.06



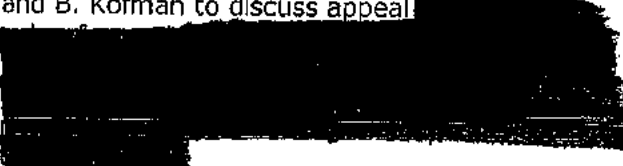
Date	Name	Description	Hours
12/10/18	Lorie Neilson	Ordering and obtaining Ontario Profile report [REDACTED]	0.03
12/10/18	Jonathan Bell	Preparing for and attending conference call with Alrd & Berls; Drafting correspondence regarding same; [REDACTED]	0.04
12/10/18	Sean Zweig	Emails regarding certain defendant; Various correspondence regarding potential sale of Davles' house	0.04
12/10/18	Joseph Blinick	Addressing discrete issues relating to service; Email correspondence with AB and GT regarding same; Instructing process server regarding same; [REDACTED]; Preparing appeal materials on behalf of J. Bell; Generally engaged in matter	0.10
15/10/18	Adam Zur	Reviewing and revising factum; Assembling Book of Authorities	0.36
15/10/18	Meg Bennett	Researching admissibility of fresh evidence on appeal and the test for adjourning an appeal	0.02
15/10/18	Jonathan Bell	[REDACTED]; Reviewing fresh evidence motion materials for Davies appeal of Mareva motion; Drafting correspondence regarding same; Speaking with S. Zweig regarding same; Speaking with J. Blinick regarding same	0.15
15/10/18	Sean Zweig	Reviewing fresh evidence motion and considering same; Discussion with J. Bell regarding same	0.16
15/10/18	Joseph Blinick	Addressing discrete service related issues; Discussions with J. Bell regarding upcoming appeal; Reviewing and considering materials filed by the appellants for motion to adduce fresh evidence on appeal, including motion record, factum and book of authorities; Further discussions and correspondence with J. Bell regarding same; Researching discrete issues relating to same; Drafting responding factum; Instructing student, A. Zur, and M. Bennett regarding further work relating to same; Discussions and correspondence with J. Bell	0.60



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Client:
Invoice No.:

074735.00007
1244433

Date	Name	Description	Hours
		regarding next steps; Generally engaged in matter	
16/10/18	Adam Zur	Updating footnotes and book of authorities for J. Blinick	0.06
16/10/18	Meg Bennett	Researching timing for bringing a motion to adduce fresh evidence on appeal and adjournment of an appeal	0.29
16/10/18	Preet Bell	Reviewing and analyzing motion materials, including factum and case law cited therein, for fresh evidence motion in respect of appeal at Divisional Court; Internal discussions regarding same; Researching and analyzing relevant Rules of Civil Procedure, statutory provisions and case law in respect of same; Reviewing draft responding factum for motion for fresh evidence	0.28
16/10/18	Jonathan Bell	Reviewing fresh evidence materials; Reviewing and revising fresh evidence factum; Speaking with J. Blinick regarding same; Meeting with S. Zweig and B. Kofman to discuss appeal 	0.22
16/10/18	Sean Zweig	Various emails regarding fresh evidence motion; Meeting with B. Kofman and J. Bell regarding upcoming appeal and fresh evidence motion; Emails with M. Beeforth and B. Kofman regarding Arizona property; Emails regarding litigation issues; Reviewing and commenting on draft factum; Reviewing B. Kofman comments	0.20
16/10/18	Joseph Blinick	Internal correspondence regarding service issues and other discrete issues relating to matter; Drafting factum responding to defendants' motion to adduce fresh evidence; Internal correspondence and discussions regarding same; Reviewing student research regarding discrete issues relating to motion and appeal; Internal discussions and correspondence regarding same; Revising factum; Emailing copy of same to KSV for review and comment; Making further revisions to same as per comments; Preparing book of authorities; Generally engaged in matter	0.46
17/10/18	Jonathan Bell	Reviewing correspondence from defendants' counsel; Drafting correspondence regarding same;	0.22



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1244433

Date	Name	Description	Hours
		[REDACTED] Arranging for service and filing of factum on amended evidence motion; Meeting with B. Kofman to discuss strategy on appeal and next steps; Reviewing fresh evidence in preparation of appeal	
17/10/18	Sean Zweig	Emails regarding litigation matters	0.04
17/10/18	Joseph Blinick	Revising and finalizing factum and book of authorities; Drafting cover letter to opposing counsel enclosing same; Addressing discrete issues relating to service and filing of materials with Div. Ct.; Having materials served and filed; Internal correspondence and discussions regarding same; Reviewing correspondence from process server regarding service issues; [REDACTED] Generally engaged in matter	0.17
18/10/18	Joseph Blinick	Internal correspondence and discussions regarding matter; [REDACTED]; Generally engaged in matter	0.07
18/10/18	Jonathan Bell	Reviewing materials in preparation of appeal; [REDACTED]	0.13
18/10/18	Sean Zweig	Call with B. Kofman and M. Beeforth regarding Arizona property; Reviewing letter from counsel to defendant; Reviewing emails from D. Franklin; Emails regarding same; Various calls in connection with Mareva and related issues; Emails regarding other defendant	0.21
19/10/18	Jonathan Bell	Reviewing appeal materials; Preparing for appeal; Drafting oral submissions for appeal; Drafting correspondence regarding same; [REDACTED]	0.47
19/10/18	Sean Zweig	Various emails in connection with Mareva, Arizona property and related issues; Reviewing Second Supplement to GT's 10th Report; Emails with GSNH regarding sale of Country Club home; Reviewing email from D. Franklin, and emails regarding same	0.15
19/10/18	Joseph Blinick	[REDACTED]	0.15



Date	Name	Description	Hours
		<p>[REDACTED] Preparing for upcoming attendance in Div. Ct. and submissions to be made in respect of fresh evidence motion; Internal correspondence regarding potential claim under LSO relief fund; Generally engaged in matter</p>	
20/10/18	Jonathan Bell	Speaking with counsel for J. Davies regarding potential breach of the Mareva Injunction relating to Arizona property; Drafting correspondence regarding same; Reviewing materials produced by Davies related to same; Negotiating agreement to adjourn appeal; Drafting correspondence regarding same	0.16
20/10/18	Sean Zweig	Various emails in connection with Mareva, Arizona property and related issues throughout day	0.11
20/10/18	Joseph Blinick	[REDACTED]	0.05
21/10/18	Jonathan Bell	Speaking with Davies' counsel regarding adjournment of appeal; Speaking with B. Kofman regarding same; Reviewing materials related to the sale of the Arizona property; Drafting correspondence regarding same	0.11
21/10/18	Sean Zweig	Various emails in connection with Mareva, Arizona property and related issues	0.04
21/10/18	Joseph Blinick	[REDACTED]	0.07
22/10/18	Sean Zweig	Reviewing and commenting on city form	0.20
22/10/18	Jonathan Bell	Drafting correspondence regarding adjournment of appeal, [REDACTED]	0.14
22/10/18	Joseph Blinick	[REDACTED]	0.16



Date	Name	Description	Hours
		[REDACTED] Drafting letter to LSO regarding compensation under discretionary compensation fund; Circulating same Internally for review and comment; Internal correspondence and discussions regarding same and other discrete issues relating to matter; Generally engaged in file	
22/10/18	Sean Zweig	Emails throughout day regarding Mareva, Arizona property and related issues; Reviewing and commenting on draft letter; Call with J. Bell and J. Blinick regarding LSO discretionary fund and other matters; Emails with A&B, GT and Chaitons	0.11
23/10/18	Jonathan Bell	Preparing for and attending conference call with Arizona real estate agent to discuss listing process; Speaking with M. Beeforth to discuss sale of property [REDACTED]	0.15
23/10/18	Joseph Blinick	Email correspondence regarding discrete issues relating to matter	0.03
23/10/18	Sean Zweig	Reviewing documents and various emails in connection with Mareva, Arizona property, etc.; Emails with G. Benchetrit	0.06
24/10/18	Sean Zweig	Emails regarding Mareva, Arizona property and related issues	0.06
24/10/18	Jonathan Bell	[REDACTED]	0.07
24/10/18	Joseph Blinick	Reviewing correspondence to and from J. Bell, S. Zweig and B. Kofman regarding discrete issues relating to Mareva and path forward	0.04
25/10/18	Sean Zweig	Emails throughout day regarding Mareva, Arizona property and related issues; Emails regarding meeting with defendant	0.05
25/10/18	Jonathan Bell	Speaking with Davies' counsel regarding sale of Arizona property; Drafting correspondence to B. Kofman regarding same; Preparing for and attending meeting with A&B [REDACTED] Drafting correspondence regarding same;	0.15

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Date	Name	Description	Hours
25/10/18	Joseph Blinick	Discussions with J. Bell [REDACTED] [REDACTED] Generally engaged in matter	0.15
26/10/18	Joseph Blinick	Phone call with I. Aversa and J. Nemers [REDACTED] email correspondence to and from I. Aversa and J. Nemers regarding same	0.04
30/10/18	Jonathan Bell	Speaking with counsel for Davles regarding the sale of the Arizona property; Drafting correspondence regarding same	0.02
31/10/18	Jonathan Bell	Speaking with Davles' counsel regarding sale of Arizona property and next steps; Drafting correspondence regarding same; Meeting with J. Blinick and S Zweig to discuss response to counsel [REDACTED] drafting correspondence regarding same; Speaking with I. Aversa regarding same; Drafting correspondence to B. Kofman [REDACTED] [REDACTED] Drafting correspondence to the Divisional Court regarding appeal; Speaking with Davles' counsel regarding same	0.11
31/10/18	Joseph Blinick	Email correspondence and discussions regarding discrete issues relating to matter	0.07
31/10/18	Sean Zweig	Emails and meeting with J. Bell and J. Blinick; Considering issues related to voicemail from defendant; Reviewing various correspondence in connection with litigation	0.09
Total Hours			10.31
Total Professional Services			\$ 6,445.85

Name	Hours	Rate
Jonathan Bell	2.65 \$	675.00
Preet Bell	0.30 \$	675.00
John van Gent	1.40 \$	755.00
Sean Zweig	2.28 \$	695.00
Joseph Blinick	2.85 \$	555.00
Meg Bennett	0.31 \$	345.00
Adam Zur	0.42 \$	240.00



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Client: 074735.00007
Invoice No.: 1244433

Name	Hours	Rate
Lorle Nellson	0.10 \$	235.00

Disbursements	Amount
Process Server	\$ 155.46
Courier	\$ 0.55
SoundPath Legal Conferencing	\$ 4.08
Online Government Service	\$ 7.95
Total Disbursements	\$ 168.04

Other Charges	Amount
Library Computer Search	\$ 5.59
Photocopy Charges	\$ 36.05
Printing	\$ 17.68
Total Other Charges	\$ 59.32

GST/HST \$ 867.52
TOTAL DUE \$ 7,540.73



Bennett Jones

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

Attention: BOBBY KOFMAN
MANAGING DIRECTOR AND PRESIDENT

Re: MEMORY CARE INVESTMENTS (KITCHENER) LTD.
Our File Number: 074735.00007

Date: November 7, 2018
Invoice: 1244433

Remittance Statement

Professional Services	\$	6,445.85
Disbursements	\$	168.04
Other Charges	\$	59.32
Total Due before GST/HST	\$	6,673.21
GST/HST	\$	867.52
Total Due in CAD	\$	7,540.73

Remit by Wire Transfer to:

Beneficiary Account Name: Bennett Jones LLP
Beneficiary Address: 4500, 855 - 2nd Street SW Calgary, AB T2P 4K7 Canada
Beneficiary Bank: Royal Bank of Canada
Bank Address: 339 - 8th Avenue SW Calgary, AB T2P 1C4 Canada
Account Details: Bank 003, Translt 00009, CAD Acct 172-581-1 or USD Acct 400-553-4
SWIFT Code: ROYCCAT2

Intermediary bank: JP Morgan Chase Bank, New York
ABA: 021000021, SWIFT Code: CHASUS33

Please include the invoice number on the wire.

Email notification may be sent to: bennettjonesoft@bennettjones.com

Remit by Credit Card (Visa or MasterCard):

Call an Accounts Receivable Specialist at

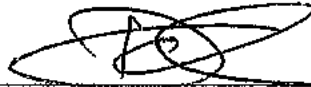
(403) 298-3137 or (403) 298-3164 with your credit card number, expiry date, and email address.

THIS IS EXHIBIT "T" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 20th DAY OF NOVEMBER, 2018



A Commissioner for taking affidavits, etc.

Timekeepers ¹	Call to Bar	Hourly Rate	Total Time	Value (excluding HST)
A. L. Jeanrie	2002	\$695	0.02	\$13.90
J. D. van Gent	2002	\$740	4.74	\$3,507.60
J. D. van Gent	2002	\$755	5.48	\$4,137.40
J. G. Bell	2008	\$660	20.51	\$13,536.60
J. G. Bell	2008	\$675	11.62	\$7,843.50
P. K. Bell	2008	\$630	8.49	\$5,348.70
P. K. Bell	2008	\$675	4.05	\$2,733.75
S. H. Zweig	2009	\$680	70.58	\$47,994.40
S. H. Zweig	2009	\$695	23.73	\$16,492.35
N. J. Shaheen	2011	\$570	0.25	\$142.50
C. Viney	2012	\$480	1.17	\$561.60
J. N. Blinick	2013	\$500	60.19	\$30,095.00
J. N. Blinick	2013	\$555	27.32	\$15,162.60
F. Abele	2014	\$460	0.08	\$36.80
D. Afroz	2014	\$460	0.87	\$400.20
D. Afroz	2014	\$510	1.27	\$647.70
A. W. Taylor	2016	\$425	1.74	\$739.50
M. C. Loughry	2017	\$340	0.90	\$306.00
D. Baum	Law Student	\$225	0.21	\$47.25
M. Bennett	Articling Student	\$240	4.60	\$1,104.00
M. Bennett	2018	\$345	0.31	\$106.95

¹ Timekeepers appear twice with different rates if they billed time in both 2017 and 2018 and/or if their roles changed (e.g. from Articling Student to Associate).

Timekeepers ¹	Call to Bar	Hourly Rate	Total Time	Value (excluding HST)
S. Bernamoff	Law Student	\$220	4.95	\$1,089.00
K. Crocker	Law Student	\$220	3.38	\$743.60
T. Feore	Law Student	\$225	0.08	\$18.00
D. Fenton	Law Student	\$220	3.40	\$748.00
P. Gareha	Articling Student	\$240	4.29	\$1,029.60
T. W. Henderson	Articling Student	\$230	0.80	\$184.00
M. Z. R. Mir	Articling Student	\$240	3.29	\$789.60
S. Mosonyi	Law Student	\$220	2.51	\$552.20
M. P. Vaughan	Articling Student	\$230	4.53	\$1,041.90
R. Sharfuddin	Law Student	\$220	0.10	\$22.00
M. Shodeinde	Articling Student	\$240	0.73	\$175.20
A. Zur	Articling Student	\$240	1.36	\$326.40
J. Biener	Law Clerk, Real Estate	\$340	0.08	\$27.20
E. Fimio	Law Clerk, Litigation/ Litigation Support	\$180	3.09	\$556.20
E. Fimio	Law Clerk, Litigation/ Litigation Support	\$185	0.50	\$92.50
T. Z. Iwamoto	Paralegal, Litigation Support	\$215	1.75	\$376.25
L. J. Klemens	Law Clerk, Litigation	\$340	0.42	\$142.80
C. Macdonald	Law Clerk, Corporate	\$230	0.08	\$18.40
C. Macdonald	Law Clerk, Corporate	\$235	0.04	\$9.40
N. K. McNeilage	Law Clerk, Real Estate	\$340	0.11	\$37.40

Timekeepers ¹	Call to Bar	Hourly Rate	Total Time	Value (excluding HST)
S. Mohamad	Law Clerk, Real Estate	\$245	2.93	\$717.85
L. Neilson	Corporate Searcher	\$230	1.19	\$273.70
L. Neilson	Corporate Searcher	\$235	0.38	\$89.30
J. E. Odland	Paralegal, Real Estate	\$240	0.10	\$24.00
L. Stacey	Law Clerk, Real Estate	\$400	0.46	\$184.00
L. Stacey	Law Clerk, Real Estate	\$410	0.04	\$16.40
A. Terpoy-Heinemann	Real Estate Search Clerk	\$225	2.75	\$618.75
J. L. White	Litigation Support Specialist	\$210	0.93	\$195.30
J. L. White	Litigation Support Specialist	\$215	0.06	\$12.90
Document Processor		\$40	0.09	\$3.60
Total			292.55	\$161,073.75
Less adjustment on invoice dated November 16, 2017				(\$10,777.80) ²
Less adjustment on invoice dated December 19, 2017				(1,127.62) ³
Total after adjustment				\$149,168.33⁴

Average hourly rate = \$509.89

² Adjustment of fees due to the fact that no fees were being allocated to Scollard Development Corporation for a period of time. This adjustment was allocated to Scollard Development Corporation.

³ Adjustment of fees due to the fact that no fees were being allocated to Scollard Development Corporation for a period of time. This adjustment was allocated to Scollard Development Corporation.

⁴ This amount is \$64.45 lower than the total fees of \$149,232.78 actually charged to and payable by the Receiver due to rounding.

IN THE MATTER OF THE RECEIVERSHIP OF SCOLLARD DEVELOPMENT CORPORATION, MEMORY CARE INVESTMENTS (KITCHENER) LTD., MEMORY CARE INVESTMENTS (OAKVILLE) LTD., 1703858 ONTARIO INC., LEGACY LANE INVESTMENTS LTD., TEXTBOOK (525 PRINCESS STREET) INC., MEMORY CARE INVESTMENTS (BURLINGTON) LTD. AND TEXTBOOK (555 PRINCESS STREET) INC.

AND IN THE MATTER OF A MOTION PURSUANT TO SUBSECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED, AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. 43, AS AMENDED

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

Proceeding commenced at Toronto

FEE AFFIDAVIT

BENNETT JONES LLP
3400 One First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

Sean H. Zweig (LSUC #57307D)
Tel: (416) 777-6254
Fax: (416) 863-1716

Counsel to the Receiver,
KSV Kofman Inc.

CONFIDENTIAL
APPENDIX 1

CONFIDENTIAL APPENDIX

Offer Summary

CONFIDENTIAL
APPENDIX 2

CONFIDENTIAL APPENDIX

Agreement of Purchase and Sale (Unredacted)

CONFIDENTIAL
APPENDIX 3

CONFIDENTIAL APPENDIX

**Waiver and Amending Agreement,
November 9, 2018 (Unredacted)**

TAB 3

Court File No. CV-17-11689-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.)	MONDAY, THE 26 TH DAY
)	
JUSTICE MYERS)	OF NOVEMBER, 2018

IN THE MATTER OF THE RECEIVERSHIP OF SCOLLARD DEVELOPMENT CORPORATION, MEMORY CARE INVESTMENTS (KITCHENER) LTD., MEMORY CARE INVESTMENTS (OAKVILLE) LTD., 1703858 ONTARIO INC., LEGACY LANE INVESTMENTS LTD., TEXTBOOK (525 PRINCESS STREET) INC. AND TEXTBOOK (555 PRINCESS STREET) INC.

AND IN THE MATTER OF A MOTION PURSUANT TO SUBSECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED, AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. c. 43, AS AMENDED

APPROVAL AND VESTING ORDER

THIS MOTION, made by KSV Kofman Inc., in its capacity as Court-appointed receiver (in such capacity, the “**Receiver**”), without security, of certain of the assets, undertaking and property of Memory Care Investments (Kitchener) Ltd. (the “**Debtor**”) for an order, *inter alia*, approving the sale transaction (the “**Transaction**”) contemplated by an agreement of purchase and sale between the Receiver, as vendor, and Vive Development Corporation, as purchaser, dated August 10, 2018 (the “**Sale Agreement**”), as such Sale Agreement was assigned to 169 Borden Inc. (the “**Purchaser**”), a copy of which is attached as Confidential Appendix “2” to the Fourteenth Report of the Receiver dated November 21, 2018 (the “**Fourteenth Report**”), and vesting in the Purchaser, or as it may direct in accordance with the Sale Agreement, all the Receiver’s and the

Debtor's right, title and interest in and to the property described as the "Purchased Assets" in the Sale Agreement (the "Purchased Assets"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Fourteenth Report and appendices thereto, and on hearing the submissions of counsel for the Receiver and such other counsel as were present, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Danish Afroz sworn November 21, 2018, filed,

1. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved, and the execution of the Sale Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver 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 Transaction and for the conveyance of the Purchased Assets to the Purchaser, or as it may direct.

2. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as **Schedule "A"** hereto (the "**Receiver's Certificate**"), all the Receiver's and the Debtor's right, title and interest in and to the Purchased Assets described in the Sale Agreement, including without limitation the subject real property identified in **Schedule "B"** hereto (the "**Real Property**"), shall vest absolutely in the Purchaser, or as it may direct, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, leases, notices of lease, subleases, licences, restrictions, contractual rights, options, judgments, liabilities (direct, indirect, absolute or

contingent), obligations, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the “**Claims**”), including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Mr. Justice Myers dated May 2, 2017; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those Claims listed on **Schedule “C”** hereto (all of which are collectively referred to as the “**Encumbrances**”, which term shall not include the permitted encumbrances, easements and restrictive covenants listed on **Schedule “D”**) and, for greater certainty, this Court orders and declares that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets and are non-enforceable and non-binding as against the Purchaser.

3. **THIS COURT ORDERS** that upon the registration in the Land Registry Office for the appropriate Land Titles Division of an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the Land Registrar is hereby directed to enter the Purchaser, or as it may direct, as the owner of the subject Real Property identified in **Schedule “B”** hereto in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in **Schedule “C”** hereto.

4. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Receiver’s Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the

sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

5. **THIS COURT ORDERS AND DIRECTS** the Receiver to file with the Court a copy of the Receiver's Certificate, forthwith after delivery thereof.

6. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtor and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Debtor,

the vesting of the Purchased Assets in the Purchaser, or as it may direct, pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Debtor, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) 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.

7. **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 Receiver 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 Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

SCHEDULE "A"
FORM OF RECEIVER'S CERTIFICATE

Court File No. CV-17-11689-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

IN THE MATTER OF THE RECEIVERSHIP OF SCOLLARD DEVELOPMENT CORPORATION, MEMORY CARE INVESTMENTS (KITCHENER) LTD., MEMORY CARE INVESTMENTS (OAKVILLE) LTD., 1703858 ONTARIO INC., LEGACY LANE INVESTMENTS LTD., TEXTBOOK (525 PRINCESS STREET) INC. AND TEXTBOOK (555 PRINCESS STREET) INC.

AND IN THE MATTER OF A MOTION PURSUANT TO SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED, AND SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, c. c. 43, AS AMENDED

RECEIVER'S CERTIFICATE

RECITALS

I. Pursuant to an Order of the Honourable Mr. Justice Myers of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated May 2, 2017, KSV Kofman Inc. was appointed as receiver (in such capacity, the "**Receiver**"), without security, of all the real property registered on title as being owned by Memory Care Investments (Kitchener) Ltd. (the "**Debtor**") (collectively, the "**Lands**") and of all the assets, undertakings and properties of the Debtor acquired for or used in relation to the Lands (the "**Property**").

II. Pursuant to an Order of the Court dated November 26, 2018, the Court approved the agreement of purchase and sale between the Receiver, as vendor, and Vive Development Corporation, as purchaser, dated August 10, 2018 (the "**Sale Agreement**"), as such Sale

Agreement was assigned to 169 Borden Inc. (the “**Purchaser**”), and provided for the vesting in the Purchaser, or as it may direct in accordance with the Sale Agreement, of all the Receiver’s and the Debtor’s right, title and interest in and to the Purchased Assets (as defined in the Sale Agreement), which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming: (i) the payment by the Purchaser of the purchase price for the Purchased Assets; (ii) that the conditions to closing as set out in the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the transaction has been completed to the satisfaction of the Receiver.

III. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the purchase price for the Purchased Assets payable on the closing date pursuant to the Sale Agreement;
2. The conditions to closing as set out in the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser;
3. The transaction has been completed to the satisfaction of the Receiver; and

4. This Certificate was delivered by the Receiver at _____ [TIME] on
_____ [DATE].

KSV KOFMAN INC., in its capacity as court-appointed receiver of all the real property registered on title as being owned by Memory Care Investments (Kitchener) Ltd. and of all the assets, undertakings and properties of Memory Care Investments (Kitchener) Ltd. acquired for or used in relation to such real property, and not in its personal capacity or in any other capacity

Per: _____
Name:
Title:

SCHEDULE "B"

LEGAL DESCRIPTION OF THE REAL PROPERTY

PIN 22507-0109 (LT)

169 Borden Avenue North, Kitchener, Ontario

LT 6 PL 655 KITCHENER; KITCHENER

SCHEDULE "C"

INSTRUMENTS TO BE DELETED FROM PIN NO. 22507-0109 (LT)

Reg. No.	Date	Instrument Type	Amount	Parties From	Parties To
WR804321	2014/02/25	Charge	\$6,500,000	Memory Care Investments (Kitchener) Ltd.	MC Trustee (Kitchener) Ltd.
WR804323	2014/02/25	Transfer of Charge (re: WR804321)	N/A	MC Trustee (Kitchener) Ltd.	MC Trustee (Kitchener) Ltd. and Olympia Trust Company
WR811879	2014/04/17	Transfer of Charge (re: WR804321)	N/A	MC Trustee (Kitchener) Ltd.	MC Trustee (Kitchener) Ltd. and Olympia Trust Company
WR881066	2015/05/15	Notice	\$2	Memory Care Investments (Kitchener) Ltd.	MC Trustee (Kitchener) Ltd. and Olympia Trust Company
WR881070	2015/05/15	Transfer of Charge (re: WR804321)	N/A	MC Trustee (Kitchener) Ltd.	MC Trustee (Kitchener) Ltd. and Olympia Trust Company
WR972175	2016/11/03	Transfer of Charge (re: WR804321)	N/A	MC Trustee (Kitchener) Ltd. and Olympia Trust Company	MC Trustee (Kitchener) Ltd. and Olympia Trust Company
WR992636	2016/11/03	Application Court Order	N/A	Ontario Superior Court of Justice	Grant Thornton Limited
WR1029028	2017/05/03	Application Court Order	N/A	Ontario Superior Court of Justice	KSV Kofman Inc.
WR1030021	2017/05/05	Charge	\$1,475,000	Memory Care Investments (Kitchener) Inc.	Marshallzchr Group Inc.

Reg. No.	Date	Instrument Type	Amount	Parties From	Parties To
WR1047910	2017/07/14	Transfer of Charge (re: WR804321)	N/A	Olympia Trust Company	MC Trustee (Kitchener) Ltd.

SCHEDULE "D"
PERMITTED ENCUMBRANCES

None.

IN THE MATTER OF THE RECEIVERSHIP OF SCOLLARD DEVELOPMENT CORPORATION, MEMORY CARE INVESTMENTS (KITCHENER) LTD., MEMORY CARE INVESTMENTS (OAKVILLE) LTD., 1703858 ONTARIO INC., LEGACY LANE INVESTMENTS LTD., TEXTBOOK (525 PRINCESS STREET) INC. AND TEXTBOOK (555 PRINCESS STREET) INC.

AND IN THE MATTER OF A MOTION PURSUANT TO SUBSECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED, AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED

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

Proceeding commenced at Toronto

APPROVAL AND VESTING ORDER

(Returnable November 26, 2018)

BENNETT JONES LLP
3400 First Canadian Place
P.O. Box 130
Toronto, Ontario M5X 1A4

Sean H. Zweig (LSO#573071)
Tel: (416) 777-6253
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Counsel to the Receiver,
KSV Kofman Inc.

TAB 4

Court File No. CV-17-11689-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.)	MONDAY, THE 26 TH DAY
)	
JUSTICE MYERS)	OF NOVEMBER, 2018

IN THE MATTER OF THE RECEIVERSHIP OF SCOLLARD DEVELOPMENT CORPORATION, MEMORY CARE INVESTMENTS (KITCHENER) LTD., MEMORY CARE INVESTMENTS (OAKVILLE) LTD., 1703858 ONTARIO INC., LEGACY LANE INVESTMENTS LTD., TEXTBOOK (525 PRINCESS STREET) INC. AND TEXTBOOK (555 PRINCESS STREET) INC.

AND IN THE MATTER OF A MOTION PURSUANT TO SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, C. B-3, AS AMENDED, AND SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, C. C.43, AS AMENDED

ANCILLARY ORDER

THIS MOTION, made by KSV Kofinan Inc. in its capacity as Court-appointed receiver (in such capacity, the “**Receiver**”) of the real property municipally described as 169 Borden Avenue North, Kitchener, Ontario (the “**Real Property**”) registered on title as being owned by Memory Care Investments (Kitchener) Ltd. (“**Kitchener**” or the “**Company**”), and of all of the assets, undertakings and properties of the Company acquired for or used in relation to the Real Property (together with the Real Property, the “**Property**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion and the Receiver’s Fourteenth Report dated November 21, 2018 (the “**Fourteenth Report**”), together with the appendices thereto, the

affidavits of the Receiver and its counsel as to fees (the “**Fee Affidavits**”) and on hearing the submissions of counsel for the Receiver and such other counsel as were present, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Danish Afroz sworn November 21, 2018, filed,

1. **THIS COURT ORDERS** that the Confidential Appendices to the Fourteenth Report shall be sealed and kept confidential pending completion of the Transaction (as defined in the Fourteenth Report).

2. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel, as set out in the Fourteenth Report and in the Fee Affidavits, be and are hereby approved.

3. **THIS COURT ORDERS** that following the delivery of the Receiver’s Certificate contemplated by the Approval and Vesting Order granted on the date hereof, the Receiver is authorized and directed to:

- (a) first, make one or more distributions to pay outstanding fees and expenses owing to the Receiver and its counsel related to this proceeding; and
 - (b) second, make one or more distributions to MarshallZehr Group Inc. (“**MZG**”) until the amounts owing to MZG are paid in full.
-

IN THE MATTER OF THE RECEIVERSHIP OF SCOLLARD DEVELOPMENT CORPORATION, MEMORY CARE INVESTMENTS (KITCHENER) LTD., MEMORY CARE INVESTMENTS (OAKVILLE) LTD., 1703858 ONTARIO INC., LEGACY LANE INVESTMENTS LTD., TEXTBOOK (525 PRINCESS STREET) INC. AND TEXTBOOK (555 PRINCESS STREET) INC.

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

Proceeding commenced at Toronto

**ANCILLARY ORDER
(November 26, 2018)**

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Counsel to the Receiver,
KSV Kofman Inc.

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

Proceeding commenced at Toronto

MOTION RECORD
(Returnable November 26, 2018)

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