



**Thirteenth Report of
KSV Kofman Inc.**

September 10, 2018

**as Receiver and Manager of Certain Property
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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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

THIRTEENTH REPORT OF
KSV KOFMAN INC.
AS RECEIVER AND MANAGER

SEPTEMBER 10, 2018

1.0 Introduction

1. This report ("Report") is filed by KSV Kofman Inc. ("KSV") as receiver and manager (the "Receiver") of the real property municipally described as 2168 and 2174 Ghent Avenue, Burlington, Ontario (the "Real Property"), which Real Property is registered on title as being owned by 1703858 Ontario Inc. ("Burlington"), and of the assets, undertakings and properties acquired for or used in relation to the Real Property (together with the Real Property, the "Property").
2. Pursuant to an order of the Ontario Superior Court of Justice ("Court") dated October 27, 2016, Grant Thornton Limited was appointed Trustee ("Trustee") of eleven entities¹ which raised monies from investors ("Investors") through syndicated mortgage investments (collectively, the "Trustee Corporations")². Eight of the Trustee Corporations then advanced these monies on a secured basis pursuant to loan agreements between the Trustee Corporation and eleven entities, including Burlington (collectively, the "Davies Developers").

¹ Textbook Student Suites (525 Princess Street) Trustee Corporation, Textbook Student Suites (555 Princess Street) Trustee Corporation, Textbook Student Suites (Ross Park) Trustee Corporation, 2223947 Ontario Limited, MC Trustee (Kitchener) Ltd., Scollard Trustee Corporation, Textbook Student Suites (774 Bronson Avenue) Trustee Corporation, 7743718 Canada Inc., Keele Medical Trustee Corporation, Textbook Student Suites (445 Princess Street) Trustee Corporation and Hazelton 4070 Dixie Road Trustee Corporation

² Individuals who hold their mortgage investment in a Registered Retirement Savings Plan have a mortgage with Olympia Trust instead of the applicable Trustee Corporation.

3. On application by the Trustee, KSV was appointed Receiver of the Property on April 28, 2017. The order was amended on May 2, 2017 to address certain clerical errors (the “Amended and Restated Receivership Order”).
4. Pursuant to various orders made by the Court, KSV is also the Receiver of certain property of the remaining Davies Developers.
5. On June 30, 2017, the Court made an order (the “Sale and Development Process Order”) approving a process to solicit offers for the sale and/or development of the Real Property (the “SDP”). A copy of the Sale and Development Process Order is attached as Appendix “A”.

1.1 Purposes of this Report

1. The purposes of this Report are to:
 - a) provide background information with respect to these receivership proceedings;
 - b) summarize the results of the SDP carried out by the Receiver for the Real Property;
 - c) discuss the rationale for the request to place Memory Care Investments (Burlington) Ltd. (“MC Burlington”), Burlington’s sole shareholder, into receivership;
 - d) summarize a transaction (the “Transaction”) with 2642988 Ontario Inc. (the “Purchaser”) for the sale of the Purchased Assets (as defined below) pursuant to an Agreement of Purchase and Sale dated July 23, 2018 between the Receiver and the Purchaser (the “APS”); and
 - e) recommend that the Court issue orders, *inter alia*:
 - i. approving the Transaction;
 - ii. placing MC Burlington into receivership for the purpose of completing the Transaction;
 - iii. vesting title in and to the Purchased Assets in the Purchaser, or as it may direct in accordance with the APS, free and clear of all liens, claims and encumbrances, except the Permitted Encumbrances (as defined in the APS) upon filing of a certificate confirming, among other things, completion of the Transaction;
 - iv. following the completion of the Transaction, authorizing and directing the Receiver to make a distribution to:
 - MarshallZehr Group Inc. (“MZG”) to repay all amounts owing to it under a Receiver Certificate dated May 8, 2017 (the “Receiver Certificate”);

- Limen Group Const. Ltd. (“Limen”) and/or Varcon Construction Corporation (“Varcon”), lien claimants; and
 - the Trustee, on behalf of 2223947 Ontario Limited (“222”), in respect of Investor funds advanced to the Company, up to the amount owing to 222;
- v. sealing the confidential appendices to this Report pending completion of the Transaction; and
 - vi. approving the fees and disbursements of the Receiver and its legal counsel, Bennett Jones LLP (“Bennett Jones”), in the Burlington receivership proceedings, from its commencement to July 31, 2018.

1.2 Currency

1. All references to currency in this Report are in Canadian dollars.

2.0 Background

1. The Davies Developers are developers of student residences, accommodations for people suffering from various forms of cognitive impairment and low-rise condominiums (collectively the “Projects”).
2. The Davies Developers borrowed a principal amount of approximately \$119.940 million, comprised of \$93.675 million in secured debt owing to the Trustee Corporations (being monies raised by the Trustee Corporations from Investors) and \$23.675 million owing to mortgage lenders (the “Other Lenders”). The Receiver understands that the obligations owing to the Other Lenders rank in priority to the Trustee Corporations.
3. The funds advanced from the Trustee Corporations to the Davies Developers were to be used to purchase real property and to pay soft costs associated with the development of the Projects.
4. The Receiver is investigating transactions involving the Davies Developers, including how the Davies Developers used the monies advanced to them by Investors through the Trustee Corporations. The investigation has been discussed in various of the Receiver’s reports. These reports can be found on the Receiver’s website at www.ksvadvisory.com.

2.1 Burlington

1. During 2013, MC Burlington purchased the shares of Burlington for approximately \$2.5 million. The Receiver understands that the vendor was an arm’s length party.
2. Burlington and two other Davies Developers, Memory Care Investments (Kitchener) Ltd. (“Kitchener”) and Memory Care Investments (Oakville) Ltd. (“Oakville”, and together with Kitchener and Burlington, the “Memory Care Entities”) were to develop residences for people suffering from cognitive impairment.

3. Prior to the receivership proceedings, Burlington obtained building permits and site plan approval from the City of Burlington to construct the development. In connection with obtaining the site plan approval, MC Burlington paid:
 - a) development and education charges totalling approximately \$1.053 million to the City of Burlington and/or the Regional Municipality of Halton (the “Development Charges”); and
 - b) security deposits totalling approximately \$276,000 to the City of Burlington (the “Security Deposits” and together with the Development Charges, the “Prepaid Charges”).
4. The monies used to pay for the Prepaid Charges were received from Oakville and Burlington as reflected in MC Burlington’s banking activity summarized below.

Date	Description	Amount
July 12, 2015	Opening Balance	206
July 12, 2015	Receipt from Oakville	257,000
July 12, 2015	Receipt from Burlington	1,093,000
July 12, 2015	Payment of Development Charges	(1,053,817)
July 12, 2015	Payment of Security Deposit	(276,000)
July 12, 2015	Closing Balance	<u>20,390</u>

5. For the purpose of the distributions to be made in these proceedings, the Receiver proposes to allocate all of the proceeds from the proposed sale to Burlington. The Receiver understands that the Prepaid Charges only have value in connection with the Transaction, and that the Development Charges run with the Real Property (which is owned by Burlington).
6. The Real Property is essentially raw land. There has been some minor construction on the site.
7. John Davies is the sole director and officer of Burlington and MC Burlington.

2.2 Secured Creditors

2.2.1 MarshallZehr Group Inc.

1. Pursuant to the Amended and Restated Receivership Order, the Receiver borrowed \$1.775 million from MZG under a Receiver’s Certificate to fund these proceedings (the “MZG Facility”). The interest rate on the MZG facility is 9.5% per annum. The MZG Facility had a term of one year, subject to the Receiver’s right to extend the facility for one year, at its option.
2. Pursuant to an Amending Agreement dated May 15, 2018 (the “Amending Agreement”), the Receiver exercised the option and the amount of the facility was increased to \$1.963 million to account for an additional year of interest and a 1% lender fee. The Court approved the Amending Agreement on May 30, 2018.

3. As reflected below, the amounts borrowed from MZG were used to repay an arm's length first mortgage on the Burlington real property that was outstanding at the commencement of the receivership, fund interest reserves and pay the costs of the Burlington receivership proceedings, including professional fees.

(unaudited; \$)	Original Facility	Amending Agreement	Total
Loan proceeds	1,775,000	188,061	1,963,061
Interest reserves	(168,625)	(168,625)	(337,250)
MZG fees	(35,500)	(19,436)	(54,936)
MZG's legal fees	(5,075)	-	(5,075)
	<u>1,565,800</u>	<u>-</u>	<u>1,565,800</u>
Repayment of first mortgages	(1,343,622)	-	(1,343,622)
Remainder	222,178	-	222,178
Receivership Costs			
Professional fees³			
Receiver (excluding accruals)	(73,851)	-	(73,851)
Receiver's legal counsel (excluding accruals)	(76,210)	-	(76,210)
Other costs	(32,737)	-	(32,737)
	<u>(182,798)</u>	<u>-</u>	<u>(182,798)</u>
Balance	<u>39,380</u>	<u>-</u>	<u>39,380</u>

4. If the MZG Facility is repaid prior to maturity, MZG is required to refund to the Receiver the pro-rated portion of the interest reserve.
5. MZG was granted a first ranking Court-ordered charge against the assets of Burlington, subject only to the Receiver's Charge and certain priority amounts set out in the *Bankruptcy and Insolvency Act (Canada)*. MZG has registered a mortgage against the Real Property.

2.2.2 222

1. 222 raised approximately \$8.3 million from Investors through syndicated mortgage investments. 222 then entered into a loan agreement with Burlington secured by a mortgage on the Real Property. At the date these proceedings commenced, 222 had spent all monies it had raised and the cash balance in its bank account was negligible.

³ The allocation of professional fees is discussed in Section 6 below.

2.3 Schedule of Receipts and Disbursements

1. A Schedule of Receipts and Disbursements reflecting the sources and uses of cash by Burlington⁴ is provided below.

(\$000s; unaudited)	Amount
Receipts	
Syndicated Mortgage Proceeds	8,303
Affiliated entities	2,281
Other lender	1,250
Other/unknown	232
	<hr/>
	12,066
Disbursements	
Affiliated entities	2,839
Burlington share purchase	2,501
Development costs, including prepaid charges	2,402
Interest paid	1,565
Broker and referral fees	1,356
Payments to shareholders	854
Professional fees	259
Other/unknown	290
	<hr/>
	12,066
Ending bank balance	<hr/>
	-

2. The table reflects that of the nearly \$12.1 million in receipts:
 - approximately \$2.3 million was received from affiliated entities and \$2.8 million was advanced to affiliated entities;
 - approximately \$1.4 million was paid to brokers and for referral fees in connection with the syndicated mortgage investments; and
 - approximately \$850,000 was paid to shareholders and entities and individuals related to shareholders, including approximately \$592,000 paid to Aeolian Investments Ltd. (“Aeolian”). Aeolian is owned by John Davies’ wife, Judith, and his children. Aeolian’s sole director and officer is John Davies. Aeolian is an indirect shareholder of Burlington.

2.4 Representative Counsel

1. On January 24, 2017, the Court made an order appointing Chaitons LLP as representative counsel to the Investors (“Representative Counsel”).

3.0 SDP

3.1 Overview

1. The Sale and Development Process Order approved the retention of Colliers Macaulay Nicolls Inc. (“Colliers”) as the listing agent for the real properties owned by the Memory Care Entities.

⁴ includes receipts and disbursements of MC Burlington.

2. A summary of the SDP for the Memory Care Entities is as follows:

Pre-marketing Phase

- a) Immediately following the making of the Sale and Development Process Order, the Receiver and Colliers assembled information to be made available to interested parties in a virtual data room (“VDR”);
- b) Colliers and the Receiver worked together to prepare:
 - an investment summary detailing the acquisition opportunity for the real properties owned by the Memory Care Entities (the “Investment Summary”). The marketing materials set out that interested parties can bid on any number of the Memory Care Entities’ properties;
 - a confidentiality agreement (“CA”);
 - the VDR, which contained, *inter alia*, reports concerning each development (such as geotechnical reports) and a summary of each of the Memory Care Entities’ development plans;
 - a form of asset purchase agreement, which was made available in the VDR; and
 - a Confidential Information Memorandum (“CIM”), which included a summary of each property and the details of the SDP.

Marketing Phase

- a) On August 1, 2017, Colliers sent the Investment Summary to over 1,900 parties in its database, including retirement home developers in Ontario, builders and developers in Southern Ontario and parties that had contacted the Receiver prior to the commencement of the SDP;
- b) The CA was attached to the Investment Summary. Interested parties were required to sign the CA to obtain a copy of the CIM and to be provided access to the VDR;
- c) A listing was posted on the Toronto Real Estate Board Multiple Listing Services (“MLS”);
- d) Interested parties were encouraged to submit purchase or joint venture offers; and
- e) The opportunity was advertised in the national edition of *The Globe and Mail* newspaper on August 15, 2017.

Bid Deadline

- a) As there are a limited number of parties who would be interested in developing a memory care project, the Receiver and Colliers determined that they should first canvass the market before setting a bid deadline;
- b) After canvassing the market for several weeks, Colliers advised the Receiver that it was its view that the bid deadline should be September 28, 2017 (the “Bid Deadline”), being approximately eight weeks from the commencement of the marketing process; and
- c) Colliers notified interested parties of the Bid Deadline. In order to compare offers received, Colliers encouraged interested parties to submit their offers in the form of the asset purchase agreement provided in the VDR and to blackline changes made to that agreement.

3.2 Sale Process Results

1. A summary of the results of the SDP is as follows:
 - 104 parties executed the CA, were provided a copy of the CIM and provided access to the data room;
 - multiple offers were received for each of the Memory Care Entities’ properties, including five for the Real Property; and
 - no joint venture proposals were received.
2. None of the offers received at the Bid Deadline were acceptable to the Receiver. Accordingly, the Receiver instructed Colliers to continue to market the Real Property. The marketing process continued until July 2018, at which time the Receiver entered into the APS.
3. Between the Bid Deadline and the time that the Receiver commenced negotiations with the Purchaser, several parties expressed an interest in the Property, including one that considered a joint venture. None of these parties provided an unconditional offer. In respect of the joint venture, the Receiver was unable to negotiate acceptable terms and the prospective partner did not have financing.
4. The principal concern raised by interested parties during the SDP was that they wanted to change the Real Property’s zoning from memory care to residential, which required long lead times and negotiations with the City of Burlington.
5. In May 2018, the Receiver commenced negotiations with the Purchaser. A principal of the Purchaser sold syndicated mortgages to at least some of Burlington’s Investors. Additionally, the Receiver understands that Raj Singh is an advisor to the Purchaser. Mr. Singh was the sole director and officer of 222 and Tier 1 Mortgage Corporation (“Tier 1”) and a licensed mortgage agent with First Commonwealth Mortgage Corporation (“FCMC”). Tier 1 and FCMC promoted and sold the syndicated mortgage investments to Investors. Mr. Singh’s legal counsel has advised the Receiver that Mr. Singh does not have a financial or economic interest in the Transaction.
6. The Receiver and the Purchaser executed the APS on July 23, 2018 and the Purchaser waived its diligence condition on August 22, 2018. The only remaining condition is Court approval.

7. A summary of the offers received for the Real Property is provided in Confidential Appendix "1" (the "Offer Summary"). The Receiver's rationale for requesting that the Offer Summary be sealed is provided in Section 4.2 below.

3.3 Joint Venture Consideration

1. The Receiver retained Cushman & Wakefield Ltd. ("Cushman") to investigate the feasibility of a joint venture for the Real Property.⁵ Cushman advised that the Real Property is not attractive for a joint venture given the small scale of the intended development and the resulting economics.
2. The one joint venture opportunity that arose during the SDP was not pursued for the reasons discussed above.

4.0 Transaction⁶

1. A summary of the Transaction is as follows:
 - **Purchaser:** 2642988 Ontario Inc., a single purpose entity incorporated for the purpose of the Transaction;
 - **Purchased Assets:** all of the Receiver's, Burlington's and MC Burlington's right, title and interest in the following:
 - (i) the Real Property;
 - (ii) the Site Plan Agreement;
 - (iii) prepaid expenses and all deposits with any Person, public utility or Governmental Authority relating to the Real Property;
 - (iv) the Plans;
 - (v) the Permits in connection with the Real Property, to the extent transferable;
 - (vi) the Prepaid Charges; and
 - (vii) all intellectual property, if any, with respect to the Project;
 - **Purchase Price:** the Receiver recommends that the Purchase Price be sealed. The purchase price will be adjusted on closing for the full value of the Security Deposits. The consideration payable by the Purchaser with respect to the Development Charges is included in the purchase price. The purchase price will also be adjusted for other amounts typical to a real estate transaction. A schedule reflecting the calculation of the purchase price, after expected adjustments, is attached as Confidential Appendix "2" (the "Purchase Price Schedule");

⁵ Cushman was retained by the Receiver on several Davies Developers' projects to provide advice on joint venture opportunities.

⁶ Terms not defined in this section have the meaning provided to them in the APS.

- **Deposit:** the Purchaser has paid a deposit representing 16% of the purchase price;
- **Excluded Assets:** the Receiver's, Burlington's and MC Burlington's right, title and interest in any assets of Burlington and MC Burlington, other than the Purchased Assets, and includes: (i) books and records that do not exclusively or primarily relate to the Purchased Assets; (ii) tax refunds; and (iii) all contracts entered into by Burlington (other than the Site Plan Agreement);
- **Representation and Warranties:** consistent with standard terms of an insolvency transaction, i.e. on an "as is, where is" basis, with limited representations and warranties;
- **Conditions (other than Court approval) include:**
 - (i) there shall be no order issued by a Governmental Authority against either of the Parties or involving the Purchased Assets that enjoins, prevents or restrains completion of the Transaction;
 - (ii) there shall be no new work orders or similar notices or orders, and no new Encumbrances registered on title to the Real Property or affecting title to the Real Property arising or registered after the date of the APS, which cannot be vested out pursuant to the Approval and Vesting Order;
 - (iii) the Project Plans and an authorization for the architect permitting the use of the Project Plans by the Purchaser shall have been delivered to the Purchaser's solicitors in escrow, with the only condition to the release thereof being the payment to Burlington's former architect of \$31,220.67, being the amounts owing by Burlington to the former architect. The architect has agreed to provide its authorization provided the amounts owing are paid;⁷
 - (i) the City of Burlington shall have delivered written confirmation to the Purchaser that it has no intention of revoking any of the Permits during the six-month period commencing on the date of such confirmation and such confirmation shall have not been revoked or altered prior to Closing. On June 15, 2018, the Purchaser received confirmation from the City of Burlington that it would not revoke any Permits for a period of six months;
 - (iv) there shall be no new environmental issue that causes a material adverse effect on the Real Property and there shall not be any other material adverse change to the condition or operation of the Real Property.
- **Closing:** the earlier of: (i) five business days after receipt of the Approval and Vesting Order; and (ii) the Outside Date, being the first business day which is 45 days after the Receiver receives notice that the Purchaser waived its diligence condition. If the Approval and Vesting Order has not been obtained by the Outside Date, the Receiver can extend the Outside Date to November 30, 2018, provided that the City of Burlington provides confirmation that it will not revoke the Permits for a period of ninety days after November 30, 2018;

⁷ The Purchaser and Receiver have agreed that the Purchaser will pay the architect \$21,220.67 and Receiver will pay the architect \$10,000.

- **Termination:** the APS can be terminated:
 - (i) upon mutual written agreement of the Receiver and the Purchaser;
 - (ii) if any of the conditions in favour of the Purchaser or Receiver are not waived or satisfied; and
 - (iii) if prior to closing: (a) the Purchased Assets are substantially damaged or destroyed. Substantial damage is deemed to have occurred if the loss or damage to the Purchased Assets exceeds 15% of the Purchase Price; or b) a Government Authority expropriates all or a material part of the Real Property.
- 2. A redacted version of the APS is attached as Appendix “B”. An unredacted version of the APS is provided in Confidential Appendix “3”.

4.1 Receivership of MC Burlington

1. The Receiver is seeking to add MC Burlington as a receivership company in this proceeding for the sole purpose of completing the Transaction.
2. Although the Prepaid Charges were funded by MC Burlington, the Receiver understands that, as a matter of law, MC Burlington has no ongoing or reversionary interest in the Development Charges. Instead, as a matter of law, the Development Charges now run with the Real Property. However, the Receiver further understands that MC Burlington may have an ongoing or reversionary interest in the Security Deposits.
3. The Purchaser requires that the Approval and Vesting Order vest in the purchaser any right, title or interest that MC Burlington has in the Prepaid Charges.
4. The Receiver is not aware of MC Burlington having any assets other than the shares of Burlington and its potential interest in the Security Deposits.

4.2 Confidentiality

1. The Receiver recommends that the Offer Summary, the Purchase Price Schedule and the unredacted APS be filed with the Court on a confidential basis and be sealed (“Sealing Order”) as the documents contain confidential information. If the APS, the Purchase Price Schedule and the Offer Summary are not sealed, the information may negatively impact future transactions if the Transaction does not close. The Receiver is not aware of any party that will be prejudiced if the information is sealed. Accordingly, the Receiver believes the proposed Sealing Order is appropriate in the circumstances.

4.3 Recommendation

1. The Receiver recommends that the Court issue orders placing MC Burlington into receivership and approving the Transaction for the following reasons:
 - a) MC Burlington’s only assets are the shares of Burlington and its interest in the Security Deposits, the latter of which are connected to the Real Property and are required to be conveyed to the Purchaser as part of the Transaction;

- b) the SDP was conducted in accordance with the Sale and Development Process Order;
- c) the market was widely canvassed for an extended period of time using several marketing techniques, including direct solicitation of prospective purchasers by Colliers, a newspaper advertisement in a national publication, and listing the property on MLS. Colliers introduced this opportunity to at least 1,900 of its contacts and has negotiated potential transactions with a myriad of parties;
- d) Colliers is familiar with the local real estate market and is of the view that the Transaction is the best one available in these circumstances;
- e) Colliers and the Receiver discussed joint venture opportunities with interested parties – only one such opportunity was identified and it was not pursued because terms could not be negotiated and the prospective partner did not have financing. The Receiver also consulted with Cushman regarding the feasibility of a joint venture transaction. Cushman advised that the small scale of the project may make a joint venture uneconomic;
- f) MZG has consented to the Transaction. MZG is concerned about the risk of extending the SDP. The Real Property has been marketed for thirteen months. Absent the Transaction, the marketing process would continue without any certainty of completing a superior transaction, during which future professional fees and other costs will erode the proceeds available for distribution; and
- g) the Receiver has kept the Trustee and Representative Counsel apprised of the SDP and each has consented to the Transaction.

5.0 Distributions

5.1 Secured Creditors

1. MZG and 222 are secured creditors of Burlington. MZG has a Court-approved senior ranking facility in accordance with the terms of the Receiver's Certificate.
2. Bennett Jones LLP ("Bennett Jones"), the Receiver's legal counsel, provided the Receiver with an opinion on 222's security which indicates that, subject to standard qualifications and assumptions, 222's mortgage on the Real Property constitutes a valid and enforceable charge. A copy of the security opinion will be made available to the Court if the Court wishes to review it.

5.2 Liens

1. According to the Land Titles Office, two liens have been registered against title to the Real Property, pursuant to the *Construction Lien Act*, R.S.O. 1990, c. C.30, as amended. The first lien was registered by Varcon, the general contractor on the Burlington project, in the amount of \$786,999.80. The second lien was registered by Limen, a subcontractor, in the amount of \$91,476.89.

2. The Receiver's counsel has reviewed the liens. Burlington, as owner, was required to maintain a statutory holdback of 10% of the services and materials provided by Varcon. Varcon provided services and materials totaling \$902,501.76 and accordingly, Burlington ought to have maintained a statutory holdback of approximately \$90,250.17 (the "Priority Lien Amount"). Burlington did not maintain any such holdback.
3. The Receiver understands that Varcon and Limen agree with the Receiver's view of the Priority Lien Amount and have reached an agreement between themselves as to the division of the Priority Lien Amount. The Receiver intends to distribute the Priority Lien Amount to Varcon and/or Limen on receiving notice from each as to the amounts distributable to them.

5.3 Proposed Distributions

1. The Receiver is maintaining a reserve from each of the Davies Developers to fund the costs of its investigation into their pre-receivership affairs and the litigation that results therefrom (the "Litigation Reserve"). The Receiver intends to determine with the Trustee the portion of the Transaction proceeds that will be retained as part of the Litigation Reserve. Amounts greater than the Litigation Reserve will be distributed forthwith by the Receiver to the Trustee.
2. The Receiver is seeking Court approval to make the following distributions upon closing of the Transaction:
 - a) first, to pay the fees and expenses owing to the Receiver and its counsel in the amount of \$101,511.89 and \$116,938.18, respectively.⁸ The Receiver and its counsel have been deferring payment of their invoices for several months given the limited balance in Burlington's receivership bank account;
 - b) second, to repay the MZG Facility, in full;
 - c) third, the Priority Lien Amount to Varcon and/or Limen upon receipt of a written direction from them; and
 - d) fourth, to repay amounts owing to 222 until 222 is paid in full.
3. Other than the Receiver's Charge, the Receiver is not aware of any claims that rank in priority to the proposed distribution above that will not otherwise be satisfied from the Transaction proceeds.

6.0 Professional Fees

1. The fees of the Receiver and Bennett Jones in respect of Burlington from April 14, 2017 to July 31, 2018 total \$163,684.56 and \$177,097.37, respectively, excluding disbursements and HST. Detailed invoices are provided in the affidavits filed by representatives of the Receiver and Bennett Jones which are provided in Appendices "C" and "D", respectively. The invoices include limited redactions where necessary to maintain confidentiality, particularly in respect of litigation matters⁹.

⁸ Including HST

⁹ Unredacted invoices will be made available to the Court upon request.

2. The average hourly rate for the Receiver and Bennett Jones for the referenced billing period was \$533.40 and \$516.94, respectively.
3. The Receiver and its counsel have allocated the fees to a specific project when their activities relate to a specific project. However, a significant portion of the activities performed by the Receiver and its counsel are of a general nature, and are not specifically allocable to a project, including time related to the investigation of the Davies Developers and the litigation. The Receiver and its counsel have allocated such time evenly across the relevant Davies Developers.
4. The Receiver is of the view that the hourly rates charged by Bennett Jones are consistent with the rates charged by downtown Toronto law firms practicing in the area of insolvency and restructuring in the Toronto market, and that the fees charged are reasonable in the circumstances.

7.0 Conclusion and Recommendation

1. Based on the foregoing, the Receiver respectfully recommends that this Court make an Order granting the relief detailed in Section 1.1 (1)(e) of this Report.

* * *

All of which is respectfully submitted,

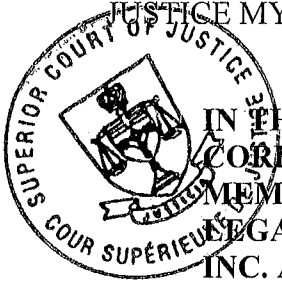


**KSV KOFMAN INC.,
SOLELY IN ITS CAPACITY AS RECEIVER AND MANAGER OF
CERTAIN PROPERTY OF 1703858 ONTARIO INC.
AND NOT IN ITS PERSONAL OR IN ANY OTHER CAPACITY**

Appendix “A”

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) FRIDAY, THE 30th
)
)
JUSTICE MYERS) DAY OF JUNE, 2017



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

ORDER

THIS MOTION, made by KSV Kofman Inc. (the "**Receiver**"), in its capacity as receiver and manager of certain property of Scollard Development Corporation ("**Scollard**"), Memory Care Investments (Kitchener) Ltd. ("**Kitchener**"), Memory Care Investments (Oakville) Ltd. ("**Oakville**"), 1703858 Ontario Inc. ("**Burlington**"), Legacy Lane Investments Ltd. ("**Legacy Lane**"), Textbook (525 Princess Street) Inc. ("**525 Princess**") and Textbook (555 Princess Street) Inc. ("**555 Princess**" and, together with Scollard, Kitchener, Oakville, Burlington, Legacy Lane and 525 Princess, the "**Receivership Companies**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion and the Receiver's Fifth Report dated June 26, 2017 (the "**Fifth Report**"), together with the appendices thereto,

AND UPON HEARING the submissions of counsel for the Receiver and those other counsel present,

SERVICE AND DEFINITIONS

1. **THIS COURT ORDERS** that the time and manner of service of the Notice of Motion and Motion Record, including the Fifth Report, are hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

ENGAGEMENT OF LISTING AGENTS

2. **THIS COURT ORDERS** that the Receiver and Royal Lepage Lakes of Muskoka Realty Inc. ("**Royal Lepage**") are authorized to execute and to carry out and perform their respective obligations under the Listing Agreement dated June 23, 2017 between the Receiver and Royal Lepage, attached as Appendix "C" to the Fifth Report (the "**Royal Lepage Listing Agreement**").
3. **THIS COURT ORDERS** that the Receiver and Colliers Macaully Nicolls Inc. ("**Colliers**") are authorized to execute and to carry out and perform their respective obligations under the Listing Agreements dated June 26, 2017 between the Receiver and Colliers, attached as Appendices "D", "E" and "F" to the Fifth Report (the "**Colliers Listing Agreements**").
4. **THIS COURT ORDERS** that the Receiver and SVN Rock Advisors Inc. ("**SVN**") are authorized to execute and to carry out and perform their respective obligations under the Listing Agreements dated June 23, 2017 between the Receiver and SVN, attached as Appendices "G" and "H" to the Fifth Report (the "**SVN Listing Agreements**", and together with the Royal Page Listing Agreement and the Colliers Listing Agreements, the "**Listing Agreements**").

APPROVAL OF STRATEGIC PROCESS

5. **THIS COURT ORDERS AND DECLARES** that the strategic process (the "**Strategic Process**"), as described in Section 3 of the Fifth Report, be and is hereby approved.
6. **THIS COURT ORDERS** that the Receiver, Royal Lepage, Colliers and SVN be and are hereby authorized and directed to perform their obligations under and in accordance with

the Strategic Process, including under the terms of the Listing Agreements, and to take such further steps as they consider necessary or desirable in carrying out the Strategic Process.

7. **THIS COURT ORDERS** that the Receiver, and its affiliates, partners, directors, employees, agents and controlling persons shall have no liability with respect to any and all losses, claims, damages or liabilities, of any nature or kind, to any person in connection with or as a result of the Strategic Process, except to the extent such losses, claims, damages or liabilities result from the gross negligence or willful misconduct of the Receiver in performing its obligations under the Strategic Process (as determined by this Court).
8. **THIS COURT ORDERS** that in connection with the Strategic Process and pursuant to clause 7(3)(c) of the *Personal Information Protection and Electronic Documents Act* (Canada), the Receiver, Royal LePage, Colliers and SVN are authorized and permitted to disclose personal information of identifiable individuals to prospective purchasers or offerors and to their advisors, but only to the extent desirable or required to negotiate and attempt to complete one or more transactions (each, a "**Transaction**"). Each prospective purchaser or offeror to whom such information is disclosed shall maintain and protect the privacy of such information and shall limit the use of such information to its evaluation of the Transaction, and if it does not complete a Transaction, shall: (i) return all such information to the Receiver or the applicable listing agent; (ii) destroy all such information; or (iii) in the case of such information that is electronically stored, destroy all such information to the extent it is reasonably practical to do so. Notwithstanding the foregoing, the transacting party with respect to any property of the Receivership Companies shall be entitled to continue to use the personal information provided to it, and related to such property purchased, in a manner which is in all material respects identical to the prior use of such information by the Receivership Company.

FUNDING

9. **THIS COURT ORDERS** that the Receiver be at liberty and is hereby empowered to borrow the sum of up to \$300,000 (or such greater amount as this Court may by further

Order authorize) by way of the Legacy Lane Commitment Letter attached to the Fifth Report (the "**Legacy Lane Borrowings**"), which Legacy Lane Borrowings shall benefit from a fixed and specific charge on the property of Legacy Lane as security for the payment of the monies borrowed, together with interest and charges thereon, in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subordinate in priority to the Receiver's Charge (as defined in the Second Amended and Restated Order dated February 2, 2017), and the charges as set out in sections 14.06(7), 81.4(4), and 81.6(2) of the *Bankruptcy and Insolvency Act* (the "**BIA**"), and the Legacy Lane Commitment Letter and the terms and conditions thereof, be and are hereby approved by this Court.

10. **THIS COURT ORDERS** that the Receiver be at liberty and is hereby empowered to borrow the sum of up to \$400,000 (or such greater amount as this Court may by further Order authorize) by way of the 525 Princess Commitment Letter attached to the Fifth Report (the "**525 Princess Borrowings**"), which 525 Princess Borrowings shall benefit from a fixed and specific charge on the property of 525 Princess as security for the payment of the monies borrowed, together with interest and charges thereon, in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subordinate in priority to the Receiver's Charge (as defined in the Second Amended and Restated Order dated February 2, 2017), and the charges as set out in sections 14.06(7), 81.4(4), and 81.6(2) of the BIA, and the 525 Princess Commitment Letter and the terms and conditions thereof, be and are hereby approved by this Court.
11. **THIS COURT ORDERS** that the Receiver be at liberty and is hereby empowered to borrow the sum of up to \$400,000 (or such greater amount as this Court may by further Order authorize) by way of the 555 Princess Commitment Letter attached to the Fifth Report) (the "**555 Princess Borrowings**"), which 555 Princess Borrowings shall benefit from a fixed and specific charge on the property of 555 Princess as security for the payment of the monies borrowed, together with interest and charges thereon, in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subordinate in priority to the Receiver's Charge (as defined in

the Second Amended and Restated Order dated February 2, 2017), and the charges as set out in sections 14.06(7), 81.4(4), and 81.6(2) of the BIA, and the 555 Princess Commitment Letter and the terms and conditions thereof, be and are hereby approved by this Court.

12. **THIS COURT ORDERS** that no security granted by the Receiver in connection with its borrowings under this Order shall be enforced without leave of this Court.
13. **THIS COURT ORDERS** that the Receiver is at liberty and authorized to issue certificates substantially in the form annexed as Schedule "A" hereto (the "**Receiver's Certificates**") for any amount borrowed by it pursuant to this Order, including, without limitation, for the Legacy Lane Borrowings, the 525 Princess Borrowings, and the 555 Princess Borrowings.
14. **THIS COURT ORDERS** that any additional monies from time to time borrowed by the Receiver pursuant to any further order of this Court and any and all Receiver's Certificates evidencing the same or any part thereof shall rank on a *pari passu* basis but immediately subordinate to the borrowings made pursuant to this Order, unless otherwise agreed to by the holders of any prior issued Receiver's Certificates.

SEALING ORDER

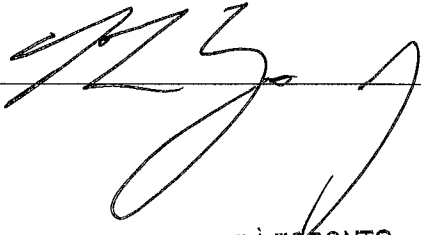
15. **THIS COURT ORDERS** that the confidential appendix to the Fifth Report be sealed, kept confidential and not form part of the public record pending further Order of this Court.

GENERAL

16. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or elsewhere 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, to

grant representative status to the Receiver in any foreign proceeding, or to assist the Receiver and its agents in carrying out the terms of this Order.

17. **THIS COURT ORDERS** that the Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

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

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

JUN 30 2017

PER / PAR: 

SCHEDULE "A"
RECEIVER'S CERTIFICATE

CERTIFICATE NO. _____

AMOUNT \$ _____

1. **THIS IS TO CERTIFY** that KSV Kofman Inc., the receiver and manager (in such capacity, the "**Receiver**") of, among other property, certain real property registered on title as being owned by [applicable Debtor] (the "**Debtor**") and that is listed on Schedule "A" hereto (collectively, the "**Real Property**") and of all the assets, undertakings and properties of the Debtor acquired for or used in relation to the Real Property (together with the Real Property, the "**Property**"), appointed by the Second Amended and Restated Order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated February 2, 2017 (the "**Order**") made in a motion assigned to Court file number CV-17-11689-00CL, has received as such Receiver from the holder of this certificate (the "**Lender**") the principal sum of \$ _____, being part of the total principal sum which the Receiver is authorized to borrow under and pursuant to the Order.

2. The principal sum evidenced by this certificate is payable [on demand by the Lender][by no later than the ____ day of _____] with interest thereon calculated and compounded [daily][monthly not in advance on the _____ day of each month] after the date hereof at a notional rate per annum equal to the rate of _____ per cent above the prime commercial lending rate of Bank of _____ from time to time plus reasonable and documented fees.

3. Such principal sum with interest and fees thereon is, by the terms of the Order, together with the principal sums and interest and fees thereon of all other certificates issued by the Receiver pursuant to the Order or to any further order of the Court, a charge upon the whole of the Property except for the Deposits (as defined in the Order), if applicable, in priority to the security interests of any other person, but subject to the priority of the charges set out in the Order and in the *Bankruptcy and Insolvency Act*, and the right of the Receiver to indemnify itself out of such Property in respect of its remuneration and expenses.

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

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

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

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

DATED the _____ day of _____, 2017.

KSV Kofman Inc., solely in its capacity as the Receiver of the Property, and not in its personal capacity

Per: _____

Name:

Title:

SCHEDULE "A" TO THE RECEIVER'S CERTIFICATE
LEGAL DESCRIPTION OF THE REAL PROPERTY

The real property legally described by the following PINs:

[•].

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

ORDER

BENNETT JONES LLP

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

Sean H. Zweig (LSUC #573071)

Tel: (416) 777-6254

Fax: (416) 863-1716

Lawyers for the Receiver,
KSV Kofman Inc.

Appendix “B”

AGREEMENT OF PURCHASE AND SALE

BETWEEN

KSV KOFMAN INC.

in its capacity as court-appointed receiver
of all the real property registered on title as being owned by 1703858 Ontario Inc. and of all the
assets, undertakings and properties of 1703858 Ontario Inc. acquired for or used in relation to
such real property,
and not in its personal capacity or in any other capacity

- and -

2642988 ONTARIO INC.

Dated: July 23, 2018

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AGREEMENT OF PURCHASE AND SALE

THIS AGREEMENT made this 23rd day of July, 2018.

BETWEEN:

KSV KOFMAN INC., in its capacity as court-appointed receiver of all the real property registered on title as being owned by 1703858 Ontario Inc. and of all the assets, undertakings and properties of 1703858 Ontario Inc. acquired for or used in relation to such real property, and not in its personal capacity or in any other capacity

(in such capacity, the "**Receiver**")

- and -

2642988 ONTARIO INC.

(the "**Purchaser**")

RECITALS

- A. **WHEREAS** pursuant to an order of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") issued on May 2, 2017 (the "**Receivership Order**"), the Receiver was appointed as the court-appointed receiver of, among other things, all of the lands and premises municipally described as 2168 and 2174 Ghent Avenue, Burlington, Ontario (collectively, the "**Lands**") and all of the present and after-acquired assets, undertaking and properties of 1703858 Ontario Inc. (the "**Debtor**") acquired for or used in relation to the Lands (collectively, together with the Lands, the "**Property**");
- B. **AND WHEREAS** concurrently with obtaining the Approval and Vesting Order the Receiver will seek to add Memory Care Investments (Burlington) Ltd. as a debtor under the receivership originally established pursuant to the Receivership Order;
- C. **AND WHEREAS** pursuant to the Receivership Order the Receiver was authorized to, among other things, market the Purchased Assets (as defined hereafter) and apply for an order of the Court approving the sale of the Purchased Assets and vesting in and to a purchaser all the Debtor's right, title and interest in and to the Purchased Assets;
- D. **AND WHEREAS** pursuant to an order of the Court issued on June 30, 2017, a strategic process was approved by the Court and implemented by the Receiver;
- E. **AND WHEREAS** the Purchaser wishes to purchase and the Receiver wishes to sell the Purchased Assets upon the terms and subject to the conditions set out herein;

NOW THEREFORE, in consideration of the promises, mutual covenants and agreements contained in this Agreement, and for other good and valuable consideration, the receipt and

sufficiency of which are each hereby acknowledged by the Parties (as defined hereafter), the Parties agree as follows:

ARTICLE 1
DEFINED TERMS

1.1 Definitions

In this Agreement:

"Acceptance Date" means the date that this Agreement is executed by and delivered to all Parties hereunder;

"Accounts Payable" means all amounts incurred prior to the Closing Date relating to the Business owing to any Person which are incurred in connection with the purchase of goods or services in the ordinary course of business;

"Agreement" means this agreement of purchase and sale, including all schedules and all amendments or restatements, as permitted, and references to **"article"**, **"section"** or **"schedule"** mean the specified article, section of, or schedule to this Agreement and the expressions "hereof", "herein", "hereto", "hereunder", "hereby" and similar expressions refer to this Agreement and not to any particular section or other portion of this Agreement;

"Applicable Law" means, with respect to any Person, property, transaction, event or other matter, all applicable laws, statutes, regulations, rules, by-laws, ordinances, protocols, regulatory policies, codes, guidelines, official directives, orders, rulings, judgments and decrees of any Governmental Authority;

"Approval and Vesting Order" means the approval and vesting order issued by the Court approving this Agreement and the transactions contemplated by this Agreement, and authorizing and directing the Receiver to complete the Transaction and conveying to the Purchaser all of each of the Receiver's, the Debtor's and Memory Care's right, title and interest, if any, in and to the Purchased Assets free and clear of all Encumbrances other than the Permitted Encumbrances, and which order shall be substantively in the form of the draft order attached as Schedule "A" hereto;

"Architect Authorization" means, collectively: (i) the licence, approval or other authorization from the Original Architect permitting the use of the Project Plans by or for the benefit of the Purchaser and its architect in form and substance satisfactory to the Purchaser, acting reasonably; and (ii) the fully completed and executed Part B of the form entitled "Owner Commitment to have General Review Undertaken by Architects and/or Professional Engineers" in respect of the project to be constructed on the Lands;

Books and Records" means the files, documents, instruments, surveys, papers, books and records (whether stored or maintained in hard copy, digital or electronic format or otherwise) pertaining to the Purchased Assets that have been or will be delivered by the Receiver to the Purchaser at or before Closing; provided, however, that "Books and Records" shall not include any bank or accounting records;

"Business" means the business carried on by the Debtor with respect to the Property;

"Business Day" means a day on which banks are open for business in the City of Toronto but does not include a Saturday, Sunday or statutory holiday in the Province of Ontario;

"Claims" means any and all claims, demands, complaints, grievances, actions, applications, suits, causes of action, orders, charges, indictments, prosecutions or other similar processes, assessments or reassessments, judgments, debts, liabilities, expenses, costs, damages or losses, contingent or otherwise, whether liquidated or unliquidated, matured or unmatured, disputed or undisputed, contractual, legal or equitable, including loss of value, professional fees, including solicitor and client costs and disbursements, and all costs incurred in investigating or pursuing any of the foregoing or any proceeding relating to any of the foregoing, related to the Debtor, Memory Care or the Real Property, and **"Claim"** means any one of them;

"Closing" means the successful completion of the Transaction;

"Closing Date" means the earlier of: (i) subject to Section 13.2(b) and Section 13.2(c), the fifth (5th) Business Day immediately after the receipt by the Parties of the Approval and Vesting Order; and (ii) the Outside Date;

"Closing Time" means 4:00 p.m. (Toronto time) on the Closing Date or such other time as agreed in writing by the Parties;

"Confidential Information" has the meaning given in Section 6.1 herein;

"Contracts" means all of the contracts, licences, leases, agreements, obligations, promises, undertakings, understandings, arrangements, documents, commitments, entitlements and engagements to which the Debtor is a party and which relate to the Business;

"Court" has the meaning set out in the recitals hereof;

"Debtor" has the meaning set out in the recitals hereof;

"Deposit" has the meaning given in Section 4.2 herein and includes collectively the First Deposit and, if applicable, the Second Deposit;

"Development Charges" means, collectively, the following payments made by or on behalf of the Debtor and/or Memory Care to the Corporation of the City of Burlington and/or the Regional

Municipality of Halton in connection with the Site Plan Approval and/or Site Plan Agreement: (i) the \$154,118.00 paid to the Corporation of the City of Burlington in respect of development charges; (ii) the \$504,065.96 paid to the Corporation of the City of Burlington for the Regional Municipality of Halton; (iii) the \$76,632.00 paid to the Corporation of the City of Burlington in respect of education charges (School Board); and (iv) the \$319,000.00 paid to the Corporation of the City of Burlington in respect of park dedication;

"Due Diligence" has the meaning given in Section 8.1 herein;

"Due Diligence Condition" has the meaning given in Section 8.1 herein;

"Encumbrances" means all liens, charges, security interests (whether contractual, statutory or otherwise), pledges, leases, offers to lease, title retention agreements, mortgages, restrictions on use, development or similar agreements, easements, rights-of-way, title defects, options or adverse claims or encumbrances of any kind or character whatsoever;

"ETA" means the *Excise Tax Act*, R.S.C. 1985, c. E-15, as amended;

"Execution Date" means the date of execution of this Agreement by all parties;

"Excluded Assets" means the Receiver's, the Debtor's and Memory Care's right, title and interest in and to any asset of the Receiver, the Debtor and Memory Care other than the Purchased Assets, which Excluded Assets include the Receiver's, the Debtor's and Memory Care's right, title and interest in and to the following:

- (a) original tax records and books and records pertaining thereto, minute books, corporate seals, taxpayer and other identification numbers and other documents relating to the organization, maintenance and existence of the Debtor or Memory Care that do not relate exclusively or primarily to any of the Purchased Assets;
- (b) the benefit of any refundable Taxes (other than the Development Charges) payable or paid by the Debtor or Memory Care in respect of the Purchased Assets and applicable to the period prior to the Closing Date net of any amounts withheld by any taxing authority, and any claim or right of the Debtor or Memory Care to any refund, rebate, or credit of Taxes for the period prior to the Closing Date; and
- (c) the Contracts (other than the Site Plan Agreement);

"Excluded Liabilities" has the meaning given in Section 3.3 herein;

"Governmental Authority" means governments, regulatory authorities, governmental departments, agencies, commissions, bureaus, officials, ministers, Crown corporations, courts, bodies, boards, tribunals or dispute settlement panels or other law or regulation-making organizations or entities: (a) having or purporting to have jurisdiction on behalf of any nation,

province, republic, territory, state or other geographic or political subdivision thereof; or (b) exercising, or entitled or purporting to exercise any administrative, executive, judicial, legislative, policy, regulatory or taxing authority or power, and "**Governmental Authority**" means any one of them;

"**HST**" means harmonized sales tax imposed under Part IX of the ETA;

"**ITA**" means the *Income Tax Act*, R.S.C. 1985, c.1, as amended;

"**Lands**" has the meaning set out in the recitals hereof, the legal descriptions of which Lands are attached as Schedule "C" hereto, and includes all rights and benefits appurtenant thereto (including, without limitation, the benefit of the Development Charges and, to the extent running with the Lands, the benefit of the Permits);

"**LRO**" means the Land Registry Office for the Land Titles Division of Halton (No. 20);

"**Memory Care**" means Memory Care Investments (Burlington) Ltd.;

"**Notice**" has the meaning given in Section 17.3 herein;

"**Original Architect**" means Fabiani Architect Ltd or its successors and assigns as owner of the Project Plans;

"**Outside Date**" means, subject to Section 9.5, the first (1st) Business Day which is forty-five (45) days after the date on which the Receiver receives the Waiver Notice;

"**Parties**" means the Receiver and the Purchaser;

"**Permits**" means all the authorizations, registrations, permits, certificates of approval, approvals, consents, commitments, rights or privileges issued, granted or required by any Governmental Authority in respect of the Real Property and/or the development thereof and includes, without limitation, the following: (i) the Site Plan Approval; (ii) City of Burlington Permit No. 14 026029 FND 00 GP (Foundation & Site Servicing Permit); (iii) City of Burlington Permit No. 14 026029 STR 01 GP (Superstructure Permit); (iv) City of Burlington Permit No. 14 026029 REV 02 GP (Exterior Cladding Permit); and (v) Zoning Clearance Certificate No. 16-007337;

"**Permitted Encumbrances**" means all those Encumbrances described in Schedule "B" hereto;

"**Person**" means any individual, partnership, limited partnership, limited liability company, joint venture, syndicate, sole proprietorship, company or corporation with or without share capital, unincorporated association, trust, trustee, executor, administrator or other legal personal representative, Governmental Authority or other entity however designated or constituted;

"**Plans**" means the Project Plans and all other plans, designs and specifications in connection with the Real Property which are in the possession or control of the Receiver (it being

acknowledged that save and except for the adjustment contemplated in Section 4.5(c) the Receiver is under no obligation to incur additional expense to obtain the Project Plans or any other such plans, designs and specifications);

"Project Plans" means the plans and drawings for the project planned for development on the Lands listed in Schedule D hereto, in CAD and/or PDF format;

"Property" has the meaning set out in the recitals hereof;

"Purchase Price" has the meaning set out in Section 4.1 herein;

"Purchased Assets" means: (i) the fee simple interest in the Real Property; and (ii) all of the Debtor's and Memory Care's right, title and interest in and to the following:

- (a) the Site Plan Agreement;
- (b) the full benefit of all prepaid expenses, development charges and all deposits and security deposits with any Person, public utility or Governmental Authority relating to the Real Property and/or the development thereof;
- (c) the Plans;
- (d) the Permits, but only to the extent transferable to the Purchaser or the Purchaser's permitted assignees;
- (e) the Development Charges;
- (f) the Security Deposits; and
- (g) all intellectual property, if any, with respect to the development to be completed on the Lands,

provided, however, that the Purchased Assets shall not include the Excluded Assets or the Excluded Liabilities;

"Purchaser" means 2642988 Ontario Inc.;

"Purchaser Representatives" has the meaning given in Section 6.1 herein;

"Purchaser's Conditional Period" has the meaning given in Section 8.1 herein;

"Purchaser's Solicitors" means Davies Ward Phillips & Vineberg LLP;

"Real Property" means the Lands, together with all buildings, improvements and structures thereon, as well as all plans, designs and specifications in connection therewith;

"**Receiver**" has the meaning set out in the recitals hereof;

"**Receiver's Certificate**" has the meaning set out in the Approval and Vesting Order;

"**Receivership Order**" has the meaning set out in the recitals hereof;

"**Receiver's Solicitors**" means Bennett Jones LLP;

"**Rights**" has the meaning given in Section 3.1(c) herein, but only has such meaning in such Section;

"**Security Deposits**" means the security deposits which, as of the date hereof, are in the aggregate sum of TWO HUNDRED SEVENTY-SIX THOUSAND, FIVE HUNDRED NINETY-FIVE DOLLARS AND SIX CENTS (\$276,595.06) that were paid in cash (not as one or more letters of credit) by or on behalf of the Debtor and/or Memory Care to the City of Burlington or other Governmental Authorities in respect of the development of the Real Property in accordance with the Permits;

"**Site Plan Agreement**" means the agreement dated June 11, 2014 between the Debtor and the Corporation of the City of Burlington, notice of which is registered against title to the Lands as Instrument No. HR1190741;

"**Site Plan Approval**" means the final site plan approval in respect of the Lands (referred to as file number 535-014/13);

"**Taxes**" means all taxes, HST, land transfer taxes, charges, fees, levies, imposts and other assessments, including all income, sales, use, goods and services, harmonized, value added, capital, capital gains, alternative, net worth, transfer, profits, withholding, excise, real property and personal property taxes, and any related interest, fines and penalties, imposed by any Governmental Authority, and whether disputed or not;

"**Transaction**" means the transaction of purchase and sale contemplated by this Agreement; and

"**Waiver Notice**" has the meaning given in Section 8.1 herein.

ARTICLE 2 **SCHEDULES**

2.1 Schedules

The following schedules are incorporated in and form part of this Agreement:

<u>Schedule</u>	<u>Description</u>
Schedule A	Approval and Vesting Order

Schedule B
Schedule C

Permitted Encumbrances
Legal Description of Lands

ARTICLE 3
AGREEMENT TO PURCHASE

3.1 Purchase and Sale of Purchased Assets

- (a) Relying on the representations and warranties herein and subject to the terms and conditions contained in this Agreement, the Receiver hereby agrees to sell, assign, convey and transfer to the Purchaser, and the Purchaser hereby agrees to purchase, the Purchased Assets on the Closing Date free and clear of all Encumbrances, other than the Permitted Encumbrances.
- (b) Subject to the Closing, the Receiver hereby remises, releases and forever discharges to, and in favour of, the Purchaser, all of its rights, claims and demands whatsoever in the Purchased Assets.
- (c) This Agreement or any document delivered in connection with this Agreement shall not constitute an assignment of any rights, benefits or remedies (in this Section 3.1(c), collectively, the "**Rights**") under any Permits that are not assignable by the Receiver to the Purchaser without the required consent of the other party or parties thereto (collectively, the "**Third Party**"). To the extent any such consent is required and not obtained by the Receiver prior to the Closing Date, then, to the extent permitted by Applicable Law:
 - (i) the Receiver will, at the request, direction and cost of the Purchaser, acting reasonably, assist the Purchaser, in a timely manner and using commercially reasonable efforts, in applying for and obtaining all consents or approvals required under the Permits (including for the transfer thereof) in a form satisfactory to the Receiver and the Purchaser, acting reasonably;
 - (ii) the Receiver will only deal with or make use of such Rights in accordance with the directions of the Purchaser;
 - (iii) at the Purchaser's cost, the Receiver will use its commercially reasonable efforts to take such actions and do such things as may be reasonably and lawfully designed to provide the benefits of the Permits to the Purchaser, including holding those Permits in trust for the benefit of the Purchaser or acting as agent for the Purchaser pending such assignment; and
 - (iv) in the event that the Receiver receives funds with respect to those Permits, the Receiver will promptly pay over to the Purchaser all such funds

collected by the Receiver, net of any outstanding costs directly related to the assignment in respect of such Permits.

Upon obtaining the consent or approval to any transfer of any such Permits, the Receiver shall, at the request, direction and cost of the Purchaser, carry out such further steps as may be required by any Governmental Authority or reasonably requested by the Purchaser to transfer such Permits to the Purchaser.

- (d) For greater certainty, notwithstanding anything contained in Section 3.1(c), from and after the date hereof until Closing the Receiver shall deliver to the Purchaser all such documents as are required by any Governmental Authority (or reasonably requested by the Purchaser) to fully transfer (or apply for the transfer of) all Permits to the Purchaser, executed by each required transferor/applicant. Without limiting the generality of the foregoing, it is acknowledged that such documents may include the City of Burlington's form entitled "Application for a Permit: Partial Occupancy – Unfinished Building, Transfer of Permit – New Ownership".
- (e) The provisions of this Section 3.1 shall not merge but shall survive the completion of the Transaction. Notwithstanding the foregoing, nothing herein shall prohibit the Receiver, in its sole, absolute and unfettered discretion, from seeking to be discharged as receiver of the Debtor at any time after Closing. The parties hereto hereby acknowledge and agree that the covenants of the Receiver contained in this Section 3.1 shall terminate concurrently with the discharge of the Receiver as receiver of the Debtor.

3.2 Excluded Assets

Notwithstanding anything else in this Agreement, the Purchased Assets shall not include the Excluded Assets.

3.3 Excluded Liabilities

The Purchaser is not assuming, and shall not be deemed to have assumed any liabilities, obligations or commitments of the Debtor, Memory Care or the Receiver or of any other Person, whether known or unknown, fixed or contingent or otherwise, including any debts, obligations, sureties, positive or negative covenants or other liabilities directly or indirectly arising out of or resulting from the conduct or operation of the Business or the Debtor's ownership or interest therein, whether pursuant to this Agreement or as a result of the Transaction (collectively, the "**Excluded Liabilities**"). For greater certainty, the Excluded Liabilities shall include, but not be limited to, the following:

- (a) except as otherwise agreed in this Agreement, all Taxes (other than the Development Charges) payable by the Debtor or Memory Care arising with respect to any period prior to the Closing Date and all Taxes payable relating to

any matters or assets other than the Purchased Assets arising with respect to the period from and after the Closing Date;

- (b) any liability, obligation or commitment associated with: (i) the Accounts Payable; or (ii) any employees of the Debtor or Memory Care;
- (c) any liability, obligation or commitment resulting from an Encumbrance that is not a Permitted Encumbrance;
- (d) any liability, obligation or commitment associated with any of the Excluded Assets; and
- (e) any liability, obligation or commitment in respect of any Claims arising from or in relation to any facts, circumstances, obligations, liabilities, covenants, events or occurrences existing, arising or relating to the period prior to the Closing Date.

ARTICLE 4

PURCHASE PRICE AND SATISFACTION OF PURCHASE PRICE

4.1 Purchase Price

Subject to Section 4.6, the purchase price for the Purchased Assets shall be the aggregate of [REDACTED] (the "**Purchase Price**"). For greater certainty, the Purchase Price includes an amount attributable to the pre-payment of the Development Charges.

4.2 Deposit

Within two (2) Business Days after the Acceptance Date, the Purchaser shall pay to the Receiver's Solicitors, in trust, a deposit by wire or certified cheque of [REDACTED] (the "**First Deposit**"). Within three (3) Business Days after the Purchaser delivers the Waiver Notice, the Purchaser shall pay to the Receiver's Solicitors, in trust, an additional deposit by wire or certified cheque of [REDACTED] (the "**Second Deposit**", with the First Deposit and, if applicable, the Second Deposit being collectively defined as the "**Deposit**"). The Deposit shall be held in trust in an interest bearing account, with such interest belonging to the Purchaser and credited in its favour on closing, and otherwise held in accordance with the provisions of this Agreement pending completion or other termination of this Agreement and shall be applied against and towards the Purchase Price due on completion of the Transaction on the Closing Date.

4.3 Satisfaction of Purchase Price

To satisfy the Purchaser's obligation to pay the Purchase Price, on Closing:

- (a) the Deposit shall be applied against the Purchase Price; and
- (b) the balance of the Purchase Price as adjusted in accordance with Section 4.5 (such balance, as so adjusted, the "**Balance**"), shall be paid by wire or certified cheque on Closing by or on behalf of the Purchaser to the Receiver's Solicitors, in trust.

4.4 Allocation of Purchase Price

The Parties, acting reasonably and in good faith, covenant to use commercially reasonable efforts to agree to allocate the Purchase Price among the Purchased Assets in a mutually agreeable manner on or prior to the Closing Time, provided that failure of the Parties to agree upon an allocation shall not result in the termination of this Agreement. In the event the Parties fail to agree upon an allocation, each Party shall be free to make its own reasonable allocation.

4.5 Adjustment of Purchase Price

- (a) The Purchase Price shall be adjusted as of the Closing Time for any realty taxes and local improvement rates and charges (including interest thereon), utilities and any other items which are usually adjusted in purchase transactions involving assets similar to the Purchased Assets in the context of a receivership sale, provided that there shall be no adjustment in respect of the Development Charges, it being acknowledged that the consideration payable by the Purchaser with respect to its acquisition of the benefit of the Development Charges has been incorporated into the determination of the Purchase Price. The Receiver shall prepare a statement of adjustments and deliver same with all supporting documentation to the Purchaser for its approval no later than five (5) Business Days prior to the Closing Date. If the amount of any adjustments required to be made pursuant to this Agreement cannot be reasonably determined as of the Closing Date, an estimate shall be agreed upon by the Parties as of the Closing Date based upon the best information available to the Parties at such time, each Party acting reasonably, and such estimate shall serve as a final determination. Notwithstanding any other term in this Agreement, in no event shall the Purchaser be responsible for any charges, fees, Taxes, costs or other adjustments in any way relating to the period prior to the Closing Date or relating to the Excluded Liabilities or to any matters or assets other than the Purchased Assets for the period from and after the Closing Date.
- (b) It is acknowledged that, rather than coordinating the return of the Security Deposits to the Debtor and requiring the Purchaser to replace the existing Security Deposits by delivering the corresponding sum to the City of Burlington as a security deposit in respect of the development of the Real Property in accordance with the Plans, the Parties have agreed that the Receiver shall assign the benefit of the Security Deposits to the Purchaser on Closing and the Receiver shall receive a credit on the statement of adjustments in an amount equal to the remaining

balance of the Security Deposits being held as of the Closing Date, which adjustment shall fully compensate the Receiver for the assignment to the Purchaser of the Debtor's right, title and interest in and to the Security Deposits.

- (c) As a contribution to the payment by or on behalf of the Purchaser referred to in Section 9.3(f) the Purchaser shall receive a credit on the statement of adjustments in the amount of TEN THOUSAND DOLLARS (\$10,000.00).
- (d) Other than as provided for in this Section 4.5, there shall be no adjustments to the Purchase Price.

4.6 Return of Development Charges

It is acknowledged that the Purchase Price has been agreed to on the expectation that the amount of the Development Charges that have been pre-paid to the applicable Governmental Authorities is ONE MILLION, FIFTY-THREE THOUSAND, EIGHT HUNDRED FIFTEEN DOLLARS AND NINETY-SIX CENTS (\$1,053,815.96) and no portion of such Development Charges will have been returned by any applicable Governmental Authorities prior to Closing. In the event that any portion of such Development Charges are returned by any applicable Governmental Authority on or prior to Closing, the parties hereto hereby acknowledge and agree that the Purchase Price shall be reduced by the amount of the portion of such Development Charges so returned.

ARTICLE 5 **TAXES**

5.1 Taxes

The Purchaser shall be responsible for all federal and provincial sales taxes, land transfer tax, goods and services, HST and other similar taxes and duties customarily payable by a purchaser and all registration fees payable upon or in connection with the conveyance or transfer of the Purchased Assets to the Purchaser. If the sale of the Purchased Assets is subject to HST, then such tax shall be in addition to the Purchase Price. Notwithstanding the foregoing, the Receiver will not collect HST if the Purchaser provides to the Receiver a warranty that it is registered under the ETA, together with its ETA registration number, a warranty that the Purchaser shall self-assess and remit the HST payable and file the prescribed form and shall indemnify the Receiver in respect of any HST payable (the documentation described in this sentence being referred to as the "**HST Documentation**"). The Receiver shall remit any HST collected from the Purchaser to the Receiver General for Canada when and to the extent required by the ETA. The foregoing covenants and warranties shall not merge but shall survive the completion of the Transaction.

ARTICLE 6
ACCESS AND CONFIDENTIALITY

6.1 Confidentiality

Prior to Closing, the Purchaser shall maintain in confidence and not disclose to any Person this Agreement or the terms thereof or any information or documentation relating to the Real Property that has been delivered or made available to the Purchaser by or on behalf of the Receiver, but excluding any such information or documentation that is available to the public generally, (collectively, the "**Confidential Information**"); provided, for the purposes of completing the Transaction (or completing due diligence in respect thereof), Confidential Information may be disclosed to the employees, officers, shareholders, consultants, advisors, representatives, lenders (or prospective lenders) and agents of the Purchaser and to such other Persons who have agreed in writing in favour of the Receiver and Purchaser not to disclose any Confidential Information (collectively, the "**Purchaser Representatives**"). The Purchaser will ensure that each Purchaser Representative treats the Confidential Information as confidential (subject to the proviso above relating to permitted disclosure) prior to Closing and any failure of a Purchaser Representative to do so will be a breach of this Agreement by the Purchaser.

6.2 Authorizations

Upon request, the Receiver shall provide the Purchaser with authorizations executed by the Receiver and addressed to the appropriate municipal building department, zoning department and fire department and to any other Governmental Authority, authorizing the release of any and all information on file in respect of the Purchased Assets, but such authorization shall not authorize any inspections by any Governmental Authority.

6.3 Access to the Real Property

- (a) From the date of this Agreement until Closing, the Purchaser (and its consultants and representatives) shall have access to the Real Property from time to time during normal business hours for the purpose of conducting any visual or other inspections, tests or diligence with respect to the Real Property, provided that such inspections and tests shall not unduly interfere (and the Purchaser undertakes to use its best efforts not to so interfere) with the use, operation and enjoyment of the Real Property by the Receiver.
- (b) The Purchaser covenants and agrees that, if this Agreement is terminated for any reason in accordance with its terms (it being confirmed that the Closing does not constitute a termination of this Agreement), the Purchaser shall: (i) repair any damage to the Real Property caused by the inspections or tests conducted by the Purchaser or its authorized representatives and restore the Real Property to the condition it was in before such investigations or tests were carried out; or (ii) if requested by the Receiver (in lieu of the Purchaser carrying out the repairs and

restoration), pay to the Receiver the reasonable cost of such repair and restoration. If the Purchaser does not perform any required repairs or does not restore the Property to the condition it was in before the investigations and tests were carried out and does not pay the Receiver the reasonable cost thereof, the Receiver shall have the right to perform, or cause to be performed, such work and to obtain reimbursement from the Purchaser for all reasonable costs and expenses incurred by the Receiver in doing so, provided that to the extent the Purchaser fails to reimburse the Receiver the Receiver may deduct the full amount of such reasonable costs incurred from the Deposit otherwise to be returned to the Purchaser in accordance with this Agreement provided that the Receiver shall provide the Purchaser with evidence satisfactory to the Purchaser, acting reasonably, to substantiate the amount of such reasonable costs. This provision shall survive the termination of this Agreement.

- (c) The investigations and tests shall be carried out by the Purchaser or its authorized representatives at the sole cost and expense of the Purchaser and, at the Receiver's option, subject to the Receiver's right to cause a representative of the Receiver to be present while the investigations and tests are being conducted. The Purchaser agrees to indemnify and save the Receiver harmless from any liability, costs, damages or expenses suffered or incurred by the Receiver as a result of any investigations or tests carried out by the Purchaser and its authorized representatives; provided that the Purchaser shall not be required to satisfy any claim by the Receiver under the indemnity contained in this Section 6.3(c) unless and until this Agreement has been terminated for any reason in accordance with its terms. This provision shall survive the Closing or termination of this Agreement.

ARTICLE 7

CLOSING ARRANGEMENTS

7.1 Closing

Closing shall take place at the Closing Time at the offices of the Receiver's lawyers, Bennett Jones LLP, located in Toronto, Ontario, or at such other time or at such other place as the Parties may agree in writing.

7.2 Tender and Escrow

- (a) Any tender of documents or money under this Agreement shall be made upon the Parties' respective lawyers (with money being tendered by wire transfer of immediately available funds to the Receiver's Solicitors' trust account), in each case in accordance with the escrow provisions referred to in Section 7.2(b) below.

- (b) All deliverables required to be made on Closing pursuant to Section 7.3 (other than the Receiver's Certificate) shall be delivered to the Purchaser's Solicitors and all deliverables required to be made on Closing pursuant to Section 7.4 shall be delivered to the Receiver's Solicitors, in each case, in escrow. Such escrow shall provide that, upon such solicitors confirming to each other that their respective clients are ready to Close (including confirmation from the Receiver's Solicitors that it is in possession of the Receiver's Certificate), the Receiver's Solicitors shall forthwith deliver the Receiver's Certificate to the Purchaser's Solicitors and, upon receipt of the Receiver's Certificate by the Purchaser's Solicitors, all such deliverables shall be automatically released from escrow and the Purchaser's Solicitors shall be entitled to submit for registration on title to the Real Property an Application for Vesting Order in respect of the Approval and Vesting Order and the Receiver's Certificate.

7.3 Receiver's Closing Deliverables

The Receiver covenants to execute, where applicable, and deliver the following to the Purchaser at Closing or on such other date as expressly provided herein:

- (a) a copy of the issued and entered Approval and Vesting Order and the Receiver's Certificate;
- (b) an assignment of the Debtor's right, title and interest in, to and under the Site Plan Agreement in favour of the Purchaser;
- (c) a statement of adjustments prepared in accordance with Section 4.5 herein, to be delivered not less than five (5) Business Days prior to Closing;
- (d) such documents as are required by any Governmental Authority (or reasonably requested by the Purchaser) to fully transfer (or apply for the transfer of) all Permits to the Purchaser, executed by each required transferor/applicant;
- (e) without derogating from 7.3(d), in respect of any Permits that are not assignable, an agreement that the Receiver will hold same in trust for the Purchaser in accordance with the provisions of Section 3.1(c) herein;
- (f) a certificate signed by a senior officer of the Receiver confirming that the Receiver is not a non-resident of Canada within the meaning of section 116 of the ITA and that, to the best of the Receiver's knowledge, the Debtor is not a non-resident of Canada within the meaning of the said section 116;
- (g) a notice and direction addressed to the City of Burlington, the Regional Municipality of Halton, the Halton District School Board and all other applicable Governmental Authorities notifying them that the Lands and all right, title and

interest in and to the Development Charges have been vested in the name of the Purchaser pursuant to the Approval and Vesting Order;

- (h) a notice and direction addressed to the City of Burlington and all other applicable Governmental Authorities notifying them that the Lands and all right, title and interest in and to the Security Deposits have been vested in the name of the Purchaser pursuant to the Approval and Vesting Order;
- (i) a certificate from the Receiver, dated as of the Closing Date, certifying:
 - (i) that, except as disclosed in the certificate, the Receiver has not been served with any notice of appeal with respect to the Approval and Vesting Order, or any notice of any application, motion or proceedings seeking to set aside or vary the Approval and Vesting Order or to enjoin, restrict or prohibit the Transaction, and that, to the best of the Receiver's knowledge and belief, the Approval and Vesting Order has not been stayed, varied in any material respect, set aside or appealed (other than any appeal that has been dismissed with no further right of appeal therefrom); and
 - (ii) that all representations, warranties and covenants of the Receiver contained in this Agreement are true as of the Closing Time, with the same effect as though made on and as of the Closing Time;
- (j) an acknowledgement, dated as of the Closing Date, that each of the conditions in Section 9.1 herein have been fulfilled, performed or waived as of the Closing Time; and
- (k) such further documentation relating to the completion of the Transaction as shall be otherwise referred to herein or required by the Purchaser, acting reasonably, or by Applicable Law or any Governmental Authority.

All of the above documentation to be in form and substance acceptable to the Receiver and the Purchaser, and their respective solicitors, each acting reasonably and in good faith.

7.4 Purchaser's Closing Deliverables

The Purchaser covenants to execute, where applicable, and deliver the following to the Receiver at Closing or on such other date as expressly provided herein:

- (a) the payment of the Balance in accordance with Section 4.3(b);
- (b) an assignment of the Debtor's right, title and interest in, to and under the Site Plan Agreement in favour of the Purchaser;

- (c) a certificate from the Purchaser, dated as of the Closing Date, certifying that all representations and warranties of the Purchaser contained in Article 11 herein are true as of the Closing Time, with the same effect as though made on and as of the Closing Time;
- (d) either: (i) payment of the HST payable as a result of the Transaction; or (ii) the HST Documentation;
- (e) if elected by the Purchaser, a direction directing the Receiver to convey title to any of the Purchased Assets to an entity other than the Purchaser; and
- (f) such further documentation relating to the completion of the Transaction as shall be otherwise referred to herein or required by the Receiver, acting reasonably, or by Applicable Law or any Governmental Authority.

All of the above documentation to be in form and substance acceptable to the Receiver and the Purchaser, and their respective solicitors, each acting reasonably and in good faith.

7.5 Receiver's Certificate

On or prior to the Closing Date, the Receiver shall deliver the executed Receiver's Certificate to the Receiver's Solicitors and the Receiver's Solicitors shall confirm its receipt to the Purchaser's Solicitors. Upon:

- (a) receipt of written confirmation from the Purchaser's Solicitors (on behalf of the Purchaser) that all of the conditions contained in Section 9.3 herein have, subject to the escrow arrangements referred to in Section 7.2(b), been satisfied or waived by the Purchaser; and
- (b) all of the conditions contained in Section 9.1 herein being satisfied or waived by the Receiver, subject to the escrow arrangements referred to in Section 7.2(b),

the Receiver shall: (i) cause the Receiver's Solicitors to forthwith deliver the Receiver's Certificate to the Purchaser's Solicitors; and (ii) file same with the Court. For greater certainty, the Closing shall have occurred upon the delivery of the Receiver's Certificate to the Purchaser's Solicitors as aforesaid. This Section shall survive the Closing.

ARTICLE 8 **PURCHASER'S DUE DILIGENCE CONDITION**

8.1 Purchaser's Due Diligence Condition

Notwithstanding any other provision contained in this Agreement, the Purchaser shall have until 5:00 p.m. on the first Business Day which is thirty (30) days after the Acceptance Date (the

"**Purchaser's Conditional Period**") to satisfy itself, in its sole, absolute and subjective discretion with all aspects of the Real Property, the Purchased Assets, the Transaction and any other matters that the Purchaser deems necessary or desirable, in its sole and absolute discretion (the "**Due Diligence**"), which Due Diligence may include, without limitation (a) the results of its tests and other due diligence of the Real Property, and (b) that the development feasibility of the Property meets the development objectives of the Purchaser. The obligation of the Purchaser to complete the Transaction pursuant to this Agreement is subject to the condition that the Purchaser is satisfied with the Due Diligence in its sole and absolute discretion prior to the expiry of the Purchaser's Conditional Period (the "**Due Diligence Condition**"). The Purchaser shall be deemed not to be satisfied with the results of its Due Diligence unless it delivers to the Receiver prior to the expiry of the Purchaser's Conditional Period a written notice explicitly waiving the Due Diligence Condition (the "**Waiver Notice**"). If: (i) the Purchaser fails to deliver the Waiver Notice prior to the expiry of the Purchaser's Conditional Period; or (ii) at any time prior to the expiry of the Purchaser's Conditional Period the Purchaser delivers a written notice electing to terminate this Agreement as a result of not being satisfied with the results of its Due Diligence, this Agreement shall be automatically (and without further notice or action by the Purchaser) terminated and at an end, the parties hereto shall be released from all obligations and liabilities hereunder (other than their obligations hereunder which explicitly survive the termination of this Agreement) and the First Deposit plus interest shall be forthwith returned to the Purchaser without deduction or set-off. The Due Diligence Condition is inserted for the sole benefit of the Purchaser and may be waived in whole or in part at its sole option.

ARTICLE 9

CONDITIONS PRECEDENT TO CLOSING

9.1 Conditions in Favour of the Receiver

The obligation of the Receiver to complete the Transaction is subject and conditional to the satisfaction of the following conditions on or before the Closing Date:

- (a) all the representations and warranties of the Purchaser contained in this Agreement shall be true and correct in all material respects on the Closing Date;
- (b) all the covenants of the Purchaser contained in Article 11 to be performed on or before the Closing Date shall have been duly performed by the Purchaser;
- (c) there shall be no order issued by a Governmental Authority against either of the Parties, or involving any of the Purchased Assets enjoining, preventing or restraining the completion of the Transaction; and
- (d) the Court shall have issued the Approval and Vesting Order.

9.2 Conditions in Favour of Receiver Not Fulfilled

If any of the conditions contained in Section 9.1 herein is not fulfilled on or prior to the Closing Date and such non-fulfillment is not directly or indirectly as a result of any action or omission of the Receiver, then the Receiver may, at its sole discretion (other than as stipulated below), and without limiting any rights or remedies available to it at law or in equity:

- (a) terminate this Agreement by notice to the Purchaser, in which event the Receiver shall be released from its obligations under this Agreement to complete the Transaction; or
- (b) waive compliance with any such condition without prejudice to the right of termination in respect of the non-fulfillment of any other condition.

9.3 Conditions in Favour of the Purchaser

The obligation of the Purchaser to complete the Transaction is subject and conditional to the satisfaction of the following conditions on or before the Closing Date, which conditions are inserted for the sole benefit of the Purchaser and may be waived in whole or in part at the Purchaser's sole option:

- (a) all the representations and warranties of the Receiver contained in this Agreement shall be true and correct in all material respects on the Closing Date;
- (b) all the covenants of the Receiver under this Agreement to be performed on or before the Closing Date shall have been duly performed by the Receiver;
- (c) there shall be no order issued by a Governmental Authority against either of the Parties, or involving any of the Purchased Assets enjoining, preventing or restraining the completion of the Transaction;
- (d) from the Due Diligence Date to Closing, there shall have been no new work orders, deficiency notices, notices of violation or non-compliance or similar orders, and no new Encumbrances registered on title to the Lands or matters affecting the title to the Lands arising or registered after the Acceptance Date, in each case which are not otherwise vested-out pursuant to the Approval and Vesting Order;
- (e) from the Due Diligence Date to Closing, there shall not have been any emission, release, discharge, disposal, or other deposit of a hazardous substance occurring on or which has migrated onto the Lands which has a material adverse effect on the Lands, and there shall not have been any material adverse change in the condition or operation;

- (f) on or before the Closing Date, the Project Plans and the Architect Authorization shall have been delivered to the Purchaser's Solicitors in escrow (and on Closing the Purchaser's Solicitors shall be holding same in escrow), with the sole condition to the release thereof being the payment on or after Closing to API Development Consultants Inc. or the Original Architect (or as either of them otherwise direct) of THIRTY-ONE THOUSAND, TWO HUNDRED TWENTY DOLLARS AND SIXTY SEVEN CENTS (\$31,220.67);
- (g) on or before the Closing Date, the City of Burlington shall have delivered written confirmation (which may be in the form of an email) to the Purchaser advising that it has no intention of revoking any of the Permits during the six (6) month period commencing on the date of such confirmation and such confirmation shall have not been revoked or altered prior to Closing; and
- (h) the Court shall have issued the Approval and Vesting Order which, on Closing, shall not have been stayed, varied in any material respect, set aside or appealed (other than any appeal that has been dismissed with no further right of appeal therefrom).

9.4 Conditions in Favour of Purchaser Not Fulfilled

If any of the conditions contained in Section 9.3 herein is not fulfilled on or prior to the Closing Date and such non-fulfillment is not directly or indirectly as a result of any action or omission of the Purchaser, then the Purchaser may, in its sole discretion and without limiting its rights or remedies available at law or in equity:

- (a) terminate this Agreement by notice to the Receiver, in which event the Purchaser and the Receiver shall be released from their obligations under this Agreement to complete the Transaction and the Deposit and all interest accrued thereon shall be immediately returned to the Purchaser without deduction; or
- (b) waive compliance with any such condition without prejudice to the right of termination in respect of the non-fulfillment of any other condition.

9.5 Extension of Outside Date to Satisfy Certain Conditions

If the condition set out in Section 9.3(h) has not been satisfied by the day that is five (5) Business Days prior to the Outside Date, the Receiver shall have the right, by delivering notice to the Purchaser prior to the Outside Date, to extend the Outside Date to a date on or prior to November 30, 2018 provided that the City of Burlington shall have delivered written confirmation (which may be in the form of an email) to the Purchaser advising that it has no intention of revoking any of the Permits prior to a date which is at least ninety (90) days after the extended Outside Date. Notwithstanding the foregoing, the Receiver shall not be entitled to extend the Outside Date pursuant to this Section 9.5 unless all of the conditions in favour of the Purchaser contained in

Section 9.3 (other than the condition set out in Section 9.3(h)) have been satisfied or waived (or would have been satisfied or waived on the Closing Date based on the then-existing circumstances). For greater certainty, in no event shall the Receiver be entitled to extend the Outside Date beyond November 30, 2018.

ARTICLE 10
REPRESENTATIONS & WARRANTIES OF THE RECEIVER

The Receiver represents and warrants to the Purchaser as follows, with the knowledge and expectation that the Purchaser is placing complete reliance thereon and, but for such representations and warranties, the Purchaser would not have entered into this Agreement:

- (a) the Receiver has all necessary power and authority to enter into this Agreement and to carry out its obligations hereunder. The execution and delivery of this Agreement and the consummation of the Transaction have been duly authorized by all necessary action on the part of the Receiver, subject to the Approval and Vesting Order. This Agreement is a valid and binding obligation of the Receiver enforceable in accordance with its terms;
- (b) the Receiver has been duly appointed as the receiver of the Real Property by the Receivership Order and such Receivership Order is in full force and effect and has not been stayed, and the Receiver has the full right, power and authority to enter into this Agreement, perform its obligations hereunder and convey all right, title and interest of the Receiver and the Debtor in and to the Purchased Assets;
- (c) the Receiver is not a non-resident of Canada for the purposes of the ITA; and
- (d) subject to any charges created by the Receivership Order, the Receiver has done no act itself to encumber or dispose of the Purchased Assets and is not aware of any action or process pending or threatened against the Debtor that may affect its ability to convey any of the Purchased Assets as contemplated herein.

ARTICLE 11
REPRESENTATIONS & WARRANTIES OF THE PURCHASER

The Purchaser represents and warrants to the Receiver as follows, with the knowledge and expectation that the Receiver is placing complete reliance thereon and, but for such representations and warranties, the Receiver would not have entered into this Agreement:

- (a) the Purchaser is a corporation duly formed and validly subsisting under the laws of the Province of Ontario;
- (b) the Purchaser has all necessary corporate power and authority to enter into this Agreement and to carry out its obligations hereunder. Neither the execution of

this Agreement nor the performance by the Purchaser of the Transaction will violate the Purchaser's constating documents, any agreement to which the Purchaser is bound, any judgment or order of a court of competent jurisdiction or any Governmental Authority, or any Applicable Law. The execution and delivery of this Agreement and the consummation of the Transaction have been duly authorized by all necessary corporate action on the part of the Purchaser. This Agreement is a valid and binding obligation of the Purchaser enforceable in accordance with its terms;

- (c) the Purchaser is or will be a registrant under Part IX of the ETA on the Closing Date; and
- (d) the Purchaser has not committed an act of bankruptcy, is not insolvent, has not proposed a compromise or arrangement to its creditors generally, has not had any application for a bankruptcy order filed against it, has not taken any proceeding and no proceeding has been taken to have a receiver appointed over any of its assets, has not had an encumbrancer take possession of any of its property and has not had any execution or distress become enforceable or levied against any of its property.

ARTICLE 12 **COVENANTS**

12.1 Mutual Covenants

Each of the Receiver and the Purchaser hereby covenants and agrees that, from the expiry of the Purchaser's Conditional Period (but not before) until Closing, each shall take all such actions as are necessary to have the Court issue the Approval and Vesting Order approving the Transaction on substantially the same terms and conditions as are contained in this Agreement, and to take all commercially reasonable actions as are within its power to control, and to use its commercially reasonable efforts to cause other actions to be taken which are not within its power to control, so as to ensure compliance with each of the conditions set forth in Article 9 hereof, provided that neither party shall be required to pay amount amounts to API Development Consultants Inc. or the Original Architect other than amounts explicitly set forth in this Agreement.

12.2 Receiver Covenants

The Receiver hereby covenants and agrees that, from the date hereof until Closing, it shall use commercially reasonable efforts to provide to the Purchaser all necessary information in respect of the Debtor, Memory Care and the Purchased Assets reasonably required to complete the applicable tax elections in accordance with Article 5 hereof and to execute all necessary forms related thereto. The Receiver hereby covenants and agrees that it shall take all such actions as are necessary to have the Court add Memory Care as a debtor under the receivership originally established pursuant to the Receivership Order.

The Receiver hereby covenants and agrees that, from the date hereof until Closing: (i) it shall not take any steps or actions to cause or permit and shall use commercially reasonable efforts (which may include making recommendations to the Court) to prevent any Person from seeking to cause or permit the cancellation or revocation of any Permits, the return of any Development Charges and/or the return of any Security Deposits; and (ii) it shall forthwith notify the Purchaser upon becoming aware of any such cancellation, revocation or return (or steps or actions taken by any Person to cause or permit any such cancellation, revocation or return).

ARTICLE 13
POSSESSION AND ACCESS PRIOR TO CLOSING

13.1 Possession of Purchased Assets

The Receiver shall remain in possession of the Purchased Assets until Closing, at which time the Purchaser shall take possession of the Purchased Assets where situated. In no event shall the Purchased Assets be sold, assigned, conveyed or transferred to the Purchaser until all the conditions set out in this Agreement and the Approval and Vesting Order have been satisfied or waived.

13.2 Risk

- (a) The Purchased Assets shall be and remain at the risk of the Receiver until Closing and at the risk of the Purchaser from and after Closing.
- (b) If, prior to Closing, the Purchased Assets are substantially damaged or destroyed by fire, casualty or otherwise, then, at its option, the Purchaser may decline to complete the Transaction. Such option shall be exercised within fifteen (15) calendar days after notification by either the Receiver or the Purchaser to the other, as applicable, of the occurrence of such damage or destruction, in which event this Agreement shall be terminated automatically (and the Deposit and all interest earned thereon shall be returned to the Purchaser). If the Purchaser does not exercise such option, it shall complete the Transaction and shall be entitled to an assignment of any proceeds of insurance referable to such damage or destruction and to a payment in the amount of any such proceeds of insurance that were paid prior to Closing. In the event that the Purchaser receives or delivers, as the case may be, the notification of the damage or destruction less than fifteen (15) calendar days prior to the scheduled Closing Date, the Closing Date shall be extended to the first Business Day that is at least fifteen (15) calendar days following such notification. Where any damage or destruction is not substantial, the Purchaser shall complete the Transaction and shall be entitled to an assignment of any proceeds of insurance referable to such damage or destruction and to a payment in the amount of any such proceeds of insurance that were paid prior to Closing. For the purposes of this Section 13.2(b), substantial damage or destruction shall be deemed to have occurred if the loss or damage to the

Purchased Assets exceeds fifteen percent (15%) of the total Purchase Price (inclusive of the Deposit).

- (c) If, prior to the Closing Date, all or a material part of the Lands is expropriated or a notice of expropriation or intent to expropriate all or a material part of the Lands is issued by any Governmental Authority, the Receiver shall immediately advise the Purchaser thereof by Notice in writing. The Purchaser shall, by Notice in writing given within three (3) Business Days after the Purchaser receives Notice in writing from the Receiver of such expropriation (or notice of expropriation or intent to expropriate), elect to either: (i) complete the Transaction contemplated herein in accordance with the terms hereof without reduction of the Purchase Price, and all compensation for expropriation shall be payable to the Purchaser and all right, title and interest of the Receiver or Debtor to such amounts, if any, shall be assigned to the Purchaser on a without recourse basis; or (ii) terminate this Agreement and not complete the Transaction, in which case all rights and obligations of the Receiver and the Purchaser (except for those obligations which are expressly stated to survive the termination of this Agreement) shall terminate, and the Deposit (with all accrued interest) shall be returned to the Purchaser forthwith. In the event that the Purchaser receives the notification from the Receiver less than three (3) Business Days prior to the scheduled Closing Date, the Closing Date shall be extended to the date that is three (3) Business Days following the receipt of such notification.

ARTICLE 14 **AS IS, WHERE IS**

14.1 Condition of the Purchased Assets

The Purchaser acknowledges that the Receiver is selling and the Purchaser is purchasing the Purchased Assets on an "*as is, where is*" and "*without recourse*" basis as the Purchased Assets shall exist on the Closing Date, including, without limitation, whatever defects, conditions, impediments, hazardous materials or deficiencies exist on the Closing Date, whether patent or latent. The Purchaser further acknowledges and agrees that it has entered into this Agreement on the basis that neither the Receiver nor the Debtor has guaranteed or will guarantee title to or marketability, use or quality of the Purchased Assets, that the Purchaser will conduct such inspections of the condition and title to the Purchased Assets as it deems appropriate and will satisfy itself with regard to these matters. No representation, warranty or condition is expressed or can be implied as to title, encumbrance, description, fitness for purpose, environmental compliance, merchantability, condition or quality, or in respect of any other matter or thing whatsoever concerning the Purchased Assets, or the right of the Receiver to sell, assign, convey or transfer same, save and except as expressly provided in this Agreement. Without limiting the generality of the foregoing, any and all conditions, warranties or representations expressed or implied pursuant to the *Sale of Goods Act*, R.S.O. 1990, c. S.1, do not apply hereto and/or have

been waived by the Purchaser. The description of the Purchased Assets contained in this Agreement is for the purpose of identification only and no representation, warranty or condition has or will be given by the Receiver concerning the accuracy of such description.

ARTICLE 15 **POST-CLOSING MATTERS**

15.1 Books and Records

The Purchaser shall keep and maintain the Books and Records for a period of two (2) years from the Closing Date, or for any longer period as may be required by Applicable Law or Governmental Authority or as requested by the Receiver. Upon reasonable advance notice, during such two (2) year period after the Closing Date, the Purchaser will grant the Receiver and the Debtor and, in the event the Debtor is adjudged bankrupt, any trustee of the estate of the Debtor and their respective representatives, reasonable access during normal business hours to use and copy the Books and Records at the sole cost of the Receiver or bankruptcy trustee of the estate of the Debtor, as the case may be, and at no cost to the Purchaser.

ARTICLE 16 **TERMINATION**

16.1 Termination of this Agreement

This Agreement may be validly terminated:

- (a) upon the mutual written agreement of the Parties;
- (b) pursuant to Section 9.2 herein by the Receiver;
- (c) pursuant to Section 9.4 herein by the Purchaser; or
- (d) pursuant to Section 13.2 herein.

16.2 Remedies for Breach of Agreement

If this Agreement is terminated as a result of any breach of a representation, warranty, covenant or obligation of the Receiver, the Purchaser shall be entitled to the return of the Deposit together with interest without deduction, which shall be returned to the Purchaser forthwith, and this shall be the Purchaser's sole right and remedy pursuant to this Agreement or at law as a result of the Receiver's breach. If this Agreement is terminated as a result of a breach of a representation, warranty, covenant or obligation of the Purchaser, the Deposit shall be forfeited to the Receiver as liquidated damages and not as a penalty, which Deposit the Parties agree is a genuine estimate of the liquidated damages that the Receiver would suffer in such circumstances, and this shall be

the Receiver's sole right and remedy pursuant to this Agreement or at law as a result of the Purchaser's breach.

16.3 Termination If No Breach of Agreement

If this Agreement is terminated other than as a result of a breach of a representation, warranty, covenant or obligation of a Party, then the parties hereto shall be released from all obligations and liabilities hereunder, other than their obligations under Article 6, and the Deposit shall be forthwith returned to the Purchaser without deduction.:

- (a) all obligations of each of the Receiver and the Purchaser hereunder shall end completely, except those that survive the termination of this Agreement;
- (b) the Purchaser shall be entitled to the return of the Deposit without deduction, which shall be returned to the Purchaser forthwith; and
- (c) neither Party shall have any right to specific performance, to recover damages or expenses or to any other remedy (legal or equitable) or relief other than as expressly provided herein.

ARTICLE 17 **GENERAL CONTRACT PROVISIONS**

17.1 Further Assurances

From time to time after Closing, each of the Parties shall execute and deliver such further documents and instruments and do such further acts and things as may be required or useful to carry out the intent and purpose of this Agreement and which are not inconsistent with the terms hereof, including, at the Purchaser's request and expense, the Receiver shall execute and deliver such additional conveyances, transfers and other assurances as may, in the opinion of the Parties or their counsel, acting reasonably, be reasonably required to effectually carry out the intent of this Agreement and transfer the Purchased Assets to the Purchaser.

17.2 Survival Following Completion

Notwithstanding any other provision of this Agreement, Article 10, Article 11, Section 16.2 and Section 16.3 shall survive the termination of this Agreement and the completion of the Transaction, provided, however, that upon the discharge of the Receiver, the Parties' respective obligations by reason of this Agreement shall end completely and they shall have no further or continuing obligations by reason thereof.

17.3 Notice

All notices, requests, demands, waivers, consents, agreements, approvals, communications or other writings required or permitted to be given hereunder or for the purposes hereof (each, a "**Notice**") shall be in writing and be sufficiently given if personally delivered, sent by prepaid registered mail or transmitted by email, addressed to the Party to whom it is given, as follows:

(a) to the Receiver:

KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, ON M5H 1J9

Attention: Robert Kofman and Noah Goldstein
Tel: (416) 932-6228 / (416) 932-6207
Email: bkofman@ksvadvisory.com / ngoldstein@ksvadvisory.com

and a copy to the Receiver's counsel to:

Bennett Jones LLP
3400 One First Canadian Place
Toronto, ON M5X 1A5

Attention: Sean Zweig and John van Gent
Tel: (416) 777-6254 / (416) 777-6522
Email: zweigs@bennettjones.com / vangentj@bennettjones.com

(b) to the Purchaser:

c/o Rob Thompson
Box 310
Ripley, ON

Attention: Rob Thompson
Tel: (519) 525-9116
Email: royaloakcreek@gmail.com

and a copy to the Purchaser's counsel to:

Davies Ward Phillips & Vineberg LLP
155 Wellington Street West
Toronto, ON M5V 3J7

Attention: David G. Reiner

Tel: (416) 367-7478
Email: dreiner@dwpv.com

or such other address of which Notice has been given. Any Notice mailed as aforesaid will be deemed to have been given and received on the third (3rd) Business Day following the date of its mailing. Any Notice personally delivered will be deemed to have been given and received on the day it is personally delivered, provided that if such day is not a Business Day, the Notice will be deemed to have been given and received on the Business Day next following such day. Any Notice transmitted by email will be deemed given and received on the day that it is transmitted, provided it is given prior to 5:00 p.m. on a Business Day. Any Notice transmitted by email will be deemed given and received on the first (1st) Business Day after it is transmitted if it is transmitted after 5:00 p.m. on a Business Day or at any time on a day that is not a Business Day.

If a Notice is mailed and regular mail service is interrupted by strike or other irregularity on or before the fourth (4th) Business Day after the mailing thereof, such Notice will be deemed to have not been received unless otherwise personally delivered or transmitted by email.

17.4 Waiver

No Party will be deemed or taken to have waived any provision of this Agreement unless such waiver is in writing and such waiver will be limited to the circumstance set forth in such written waiver.

17.5 Consent

Whenever a provision of this Agreement requires an approval or consent and such approval or consent is not delivered within the applicable time limit or the requirement for such consent is not required pursuant to the terms of the Approval and Vesting Order, then, unless otherwise specified, the Party whose consent or approval is required shall be conclusively deemed to have withheld its approval or consent.

17.6 Governing Law

This Agreement will be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein. The Parties irrevocably attorn to the jurisdiction of the courts of the Province of Ontario sitting in Toronto. The Parties consent to the exclusive jurisdiction and venue of the Court for the resolution of any disputes among them, regardless of whether or not such disputes arose under this Agreement.

17.7 Entire Agreement

This Agreement constitutes the entire agreement between the Parties and supersedes all prior agreements and understandings between the Parties. There are not and will not be any verbal statements, representations, warranties, undertakings or agreements between the Parties. This

Agreement may not be amended or modified in any respect except by written instrument signed by the Parties. The recitals herein are true and accurate, both in substance and in fact.

17.8 Time of the Essence

Time will be of the essence, provided that if the Parties establish a new time for the performance of an obligation, time will again be of the essence of the new time established.

17.9 Time Periods

Unless otherwise specified, time periods within or following which any payment is to be made or act is to be done shall be calculated by excluding the day on which the period commences and including the day on which the period ends and by extending the period to the next Business Day following if the last day of the period is not a Business Day.

17.10 Assignment

This Agreement will enure to the benefit of and be binding on the Parties and their respective heirs, executors, legal and personal administrators, successors and permitted assigns. The Purchaser may not assign this Agreement without the Receiver's prior written approval, which approval shall be in the Receiver's sole, absolute and unfettered discretion. Notwithstanding the foregoing, up until closing, the Purchaser shall have the right to direct that title to the Lands be taken in the name of another person, entity, joint venture, partnership or corporation (presently in existence or to be incorporated) that is an affiliate of the Purchaser, provided that the Purchaser shall not be released from any and all obligations and liabilities hereunder until after the Closing of the transaction. The foregoing right may only be exercised once by the Purchaser. Any other requested direction of title shall require the Receiver's prior written approval, which approval shall be in the Receiver's sole, absolute and unfettered discretion.

17.11 Expenses

Except as otherwise set out in this Agreement, all costs and expenses (including, without limitation, the fees and disbursements of legal counsel) incurred in connection with this Agreement and the transactions contemplated hereby shall be paid by the Party incurring such costs and expenses.

17.12 Severability

If any portion of this Agreement is prohibited in whole or in part in any jurisdiction, such portion shall, as to such jurisdiction, be ineffective to the extent of such prohibition without invalidating the remaining portions of this Agreement and shall, as to such jurisdiction, be deemed to be severed from this Agreement to the extent of such prohibition.

17.13 No Strict Construction

The language used in this Agreement is the language chosen by the Parties to express their mutual intent, and no rule of strict construction shall be applied against any Party.

17.14 Cumulative Remedies

Unless otherwise expressly stated in this Agreement, no remedy conferred upon or reserved to one or both of the Parties is intended to be exclusive of any other remedy, but each remedy shall be cumulative and in addition to every other remedy conferred upon or reserved hereunder, whether such remedy shall be existing or hereafter existing, and whether such remedy shall become available under common law, equity or statute.

17.15 Currency

All references to dollar amounts contained in this Agreement shall be deemed to refer to lawful currency of Canada.

17.16 Receiver's Capacity

It is acknowledged by the Purchaser that the Receiver is entering into this Agreement solely in its capacity as Court-appointed receiver of the Property and that the Receiver shall have absolutely no personal or corporate liability under or as a result of this Agreement in any respect.

17.17 Planning Act

This Agreement is to be effective only if the provisions of the *Planning Act*, R.S.O. 1990, c. P.13, as amended, are complied with.

17.18 No Third Party Beneficiaries

This Agreement shall not confer any rights or remedies upon any Person other than the Parties and their respective successors and permitted assigns. No other person or entity shall be regarded as a third party beneficiary of this Agreement.

17.19 Number and Gender

Unless the context requires otherwise, words importing the singular include the plural and vice versa and words importing gender include all genders. Where the word "including" or "includes" is used in this Agreement, it means "including (or includes) without limitation".

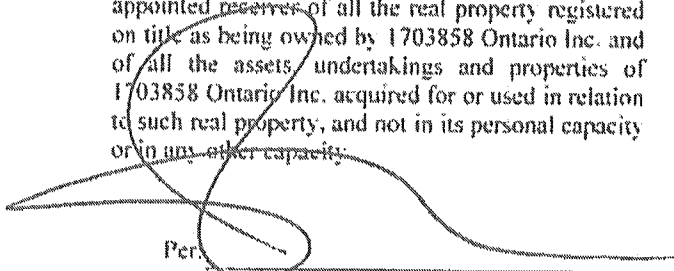
17.20 Counterparts

This Agreement may be executed in counterparts and by facsimile or PDF, each of which when so executed shall be deemed to be an original and such counterparts together shall constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS.]

IN WITNESS WHEREOF the Receiver has duly executed this Agreement as of the date first above written.

KSV KOFMAN INC., in its capacity as court-appointed receiver of all the real property registered on title as being owned by 1703858 Ontario Inc. and of all the assets, undertakings and properties of 1703858 Ontario Inc. acquired for or used in relation to such real property, and not in its personal capacity or in any other capacity.



Per:

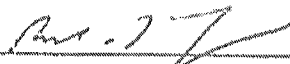
Name: Robert Kofman

Title: President and Managing Director

ACCEPTED by the Purchaser this rd 23 day of July, 2018

2642988 ONTARIO INC.

Per:


Name: ROBERT J THOMPSON
Title: Authorized Signing Officer

**SCHEDULE A
APPROVAL AND VESTING ORDER**

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE)		,	THE		DAY
)					
JUSTICE)			OF		, 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., 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. 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 1703858 Ontario Inc. (the "**Debtor**") and Memory Care Investments (Burlington) Ltd. ("**Memory Care**") 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 2642988 Ontario Inc. (the "**Purchaser**"), as purchaser, dated July 23, 2018 (the "**Sale Agreement**"), a copy of which is attached as Confidential Appendix "" to the

Report of the Receiver dated [REDACTED], 2018 (the "[REDACTED] Report"), and vesting in the Purchaser, or as it may direct in accordance with the Sale Agreement, all the Receiver's, Memory Care'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 [REDACTED] 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 [REDACTED] sworn [REDACTED], 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, Memory Care'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**"), the

cash deposits described in **Schedule "E"** hereto and the development charges and other payments described in **Schedule "F"** hereto, 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 (the "**Real Property**") 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 or Memory Care and any bankruptcy order issued pursuant to any such applications; and

any assignment in bankruptcy made in respect of the Debtor and/or Memory Care,

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/or Memory Care and shall not be void or voidable by creditors of the Debtor and/or Memory Care, 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., 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. 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 1703858 Ontario Inc. (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**"). [Note to Draft: Insert reference to addition of Memory Care.]

II. Pursuant to an Order of the Court dated , 2018, the Court approved the agreement of purchase and sale between the Receiver, as vendor, and 2642988 Ontario Inc. (the "**Purchaser**"), as purchaser, dated July 23, 2018 (the "**Sale Agreement**"), and provided for the vesting in the Purchaser, or as it may direct in accordance with the Sale Agreement, of all the Receiver's, Memory Care'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.

IV. 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 1703858 Ontario Inc. and of all the assets, undertakings and properties of 1703858 Ontario Inc. and Memory Care Investments (Burlington) 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 07074-0452 (LT)

2168 and 2174 Ghent Avenue, Burlington, Ontario

PT LT 6, PL 125, AS IN 641723 & PT LT 6, PL 125, AS IN 205910; CITY OF BURLINGTON

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

Reg. No.	Date	Instrument Type	Amount	Parties From	Parties To
HR1100779	2013/05/17	Charge	\$5,500,000	1703858 Ontario Limited	2223947 Ontario Limited
HR1100786	2013/05/17	Transfer of Charge (re: HR1100779)	N/A	2223947 Ontario Limited	Olympia Trust Company and 2223947 Ontario Limited
HR1103691	2013/05/30	Transfer of Charge (re: HR1100779)	N/A	2223947 Ontario Limited	Olympia Trust Company and 2223947 Ontario Limited
HR1223442	2014/10/28	Transfer of Charge (re: HR1100779)	N/A	Olympia Trust Company	Olympia Trust Company
HR1267660	2015/05/22	Notice (re: HR1100779)	N/A	1703858 Ontario Ltd.	2223947 Ontario Limited and Olympia Trust Company
HR1267674	2015/05/22	Transfer of Charge (re: HR1100779, HR1100786, HR1103691, HR1223442 and HR1267660)	N/A	2223947 Ontario Limited	2223947 Ontario Limited and Olympia Trust Company
HR1280794	2015/07/09	Notice (re: HR1100779)	Notice	1703858 Ontario Ltd.	2223947 Ontario Limited and Olympia Trust Company
HR1407613	2016/11/03	Application Court Order	N/A	Ontario Superior Court of Justice	Grant Thornton
HR1418886	2016/12/16	Construction Lien	\$787,000	Varcon Construction Corporation	

Reg. No.	Date	Instrument Type	Amount	Parties From	Parties To
HR1418917	2016/12/16	Construction Lien	\$91,477	Limen Group Const. Ltd.	
HR1429307	2017/02/01	Certificate (re: HR1418917)	N/A	Limen Group Const. Ltd.	
HR1429371	2017/02/01	Certificate (re: HR1418886)	N/A	Varcon Construction Corporation	
HR1451534	2017/05/03	Application Court Order	N/A	Ontario Superior Court of Justice	KSV Kofman Inc.
HR1452512	2017/05/05	Charge	\$1,775,000	1703858 Ontario Ltd.	Marshallzehr Group Inc.
HR1547769	2018/06/07	Notice (re: HR1452512)	Notice	1703858 Ontario Ltd.	Marshallzehr Group Inc.

SCHEDULE "D"
PERMITTED ENCUMBRANCES

Reg. No.	Date	Instrument Type	Amount	Parties From	Parties To
HR1190741	2014/06/23	Notice	N/A	The Corporation of the City of Burlington	

SCHEDULE "E"
SECURITY DEPOSITS

Site Plan Securities

2170 Ghent Avenue
File No: 535-014/13

#	Description	Original Security Deposit	Balance Remaining as of the date of the Sale Agreement
	Cash Security – Letter of Intent	\$5,000.00	\$5,000.00
14	Tree Security (Curb Bond and Mud Bond)	\$4,125.00	\$4,125.00
17	Completion of Works on Public Road Allowance Security	\$10,000.00	\$8,382.14
19	Landscaping Security	\$52,000.00	\$49,885.08
20	Site Work Security (including \$20,000 for works with ROW)	\$214,000.00	\$209,202.84
24	Total Securities	\$285,125.00	\$276,959.06

SCHEDULE "F"
DEVELOPMENT CHARGES, ETC.

The following payments made by or on behalf of the Debtor and/or Memory Care to the Corporation of the City of Burlington and/or the Regional Municipality of Halton in connection with the Site Plan Approval and/or Site Plan Agreement: (i) the \$154,118.00 paid to the Corporation of the City of Burlington in respect of development charges; (ii) the \$504,065.96 paid to the Corporation of the City of Burlington for the Regional Municipality of Halton; (iii) the \$76,632.00 paid to the Corporation of the City of Burlington in respect of education charges (School Board); and (iv) the \$319,000.00 paid to the Corporation of the City of Burlington in respect of park dedication.

SCHEDULE B
PERMITTED ENCUMBRANCES

PART I: GENERAL PERMITTED ENCUMBRANCES

1. Any inchoate lien accrued but not yet due and payable for provincial taxes, municipal taxes, charges, rates or assessments, school rates or water rates to the extent adjusted for under this Agreement;
2. Any municipal by-laws or regulations affecting the Land or its use and any other municipal land use instruments including without limitation, official plans and zoning and building by-laws, as well as decisions of the Committee of Adjustment or any other competent authority permitting variances therefrom, and all applicable building codes;
3. Registered agreements with any municipal, provincial or federal governments or authorities and any public utilities or private suppliers of services, including without limitation, subdivision agreements, development agreements, engineering, grading or landscaping agreements and similar agreements; provided same have been complied with or security has been posted to ensure compliance and completion as evidenced by a letter from the relevant Governmental Authority or regulated utility and such agreement are registered as of the expiry of the Purchaser's Conditional Period;
4. Any unregistered easement, right-of-way, agreements or other unregistered interest of claims not disclosed by registered title provided same does not materially impact the Purchaser's intended use of the Property;
5. Any encroachments or other discrepancies that might be revealed by an up-to-date plan of survey of the Property;
6. Such other minor encumbrances or defects in title which do not, individually or in the aggregate, materially affect the use, enjoyment or value of the Lands or any part thereof, or materially impair the value of the Real Property, or
7. Any reservations, limitations, provisos and conditions expressed in the original grant from the Crown as the same may be varied by statute; and
8. The following exceptions and qualifications contained in Section 44(1) of the Land Titles Act: paragraphs 7, 8, 9, 10, 12 and 14.

PART II: SPECIFIC PERMITTED ENCUMBRANCES

Reg. No.	Date	Instrument Type	Amount	Parties From	Parties To
HR1190741	2014/06/23	Notice	N/A	The Corporation of the City of Burlington	

**SCHEDULE C
LEGAL DESCRIPTION OF LANDS**

PIN 07074-0452 (LT)

2168 and 2174 Ghent Avenue, Burlington, Ontario

PT LT 6, PL 125, AS IN 641723 & PT LT 6, PL 125, AS IN 205910; CITY OF BURLINGTON

**SCHEDULE D
PROJECT PLANS**

List of Drawings

ARCHITECTURAL:

- A000 PROJECT COVER SHEET
- A001 DRAWING LIST, WALL ASSEMBLIES, GENERAL, NOTES, LEGENDS AND SYMBOLS

- A100 CODE MATRIX AND BUILDING CODE STUDY

- A200 SITE PLAN
- A201 SURVEY

- A250 LEVEL 1 (GROUND) CORE AND STRUCTURAL LAYOUT
- A251 LEVEL 2 CORE AND STRUCTURAL LAYOUT
- A252 LEVEL 3 CORE AND STRUCTURAL LAYOUT
- A253 LEVEL 4 CORE AND STRUCTURAL LAYOUT
- A254 LEVEL 5 (ROOF) CORE AND STRUCTURAL LAYOUT

- A300 LEVEL 0 (BASEMENT) FLOOR / FOUNDATION PLAN
- A301 LEVEL 1 (GROUND) FLOOR PLAN
- A302 LEVEL 2 FLOOR PLAN
- A303 LEVEL 3 FLOOR PLAN
- A304 LEVEL 4 FLOOR PLAN
- A305 MAIN ROOF & HIGH ROOF (LEVEL 5) PLAN

- A320 BASEMENT & GROUND FLOOR REFLECTED CEILING PLANS
- A321 2ND FLOOR REFLECTED CEILING PLAN
- A322 3RD FLOOR REFLECTED CEILING PLAN
- A323 4TH FLOOR REFLECTED CEILING PLAN

- A330 FIRE RATINGS FOR LEVELS 0, 1, 2, 3, 4, 5

- A350 SUITE FLOOR PLANS
- A351 SUITE FLOOR PLANS
- A352 ENLARGED FLOOR PLANS

- A400 ELEVATIONS
- A401 ELEVATIONS

- A500 ELEVATOR PLANS & SECTIONS
- A501 STAIR ST1 PLANS & SECTIONS
- A502 STAIR ST2 PLANS & SECTIONS & STAIR DETAILS

A600 BUILDING SECTIONS

A601 BUILDING SECTIONS

A620 WALL SECTIONS

A621 WALL SECTIONS

A622 WALL SECTIONS

A670 SECTION DETAILS

A671 SECTION DETAILS & PLAN DETAILS

A901 DOOR SCHED, DOOR TYPES, FRAME TYPES & DETAILS

INTERIOR DESIGN:

ID1.0

ID1.1

ID1.2

ID2.0

ID3.0

ID4.0

ID5.0

ID6.0

ID7.0

STRUCTURAL:

S1.0

S1.1

S1.2

S1.3

S2.0

S2.1

S2.2

S2.3

S2.4

S2.5

MECHANICAL:

M-00

M-01

M-02

M-03

M-04
M-05
M-06
M-07

ELECTRICAL:

E-00
E-02
E-03
E-04
E-05
E-06
E-07

CIVIL:

X-00
X-01
X-02
X-03
X-04
X-05

LANDSCAPE:

L-00
L-01
L-02
L-03
L-04
L-05

In the case of each of the above drawings, both the "Issued For Construction" (IFC) and "building permit" (stamped by the City of Burlington) versions thereof.

Appendix “C”

**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

AFFIDAVIT OF ROBERT KOFMAN
(Sworn September 10, 2018)

I, Robert Kofman, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

1. I am the President of KSV Kofman Inc. ("KSV").
2. Pursuant to an order (the "Receivership Order") of the Ontario Superior Court of Justice (Commercial List) (the "Court") made on April 28, 2017, KSV was appointed as the receiver and manager ("Receiver") of the real property ("Real Property") registered on title as being owned by 1703858 Ontario Inc. (the "Company") and of all of the Company's assets, undertakings and properties acquired for or used in relation to the Real Property. The order was amended on May 2, 2017 to address certain clerical errors.
3. I have had overall responsibility for this mandate since the date of the Receivership Order. As such, I have knowledge of the matters to which I hereinafter depose.

4. On September 10, 2018, the Receiver finalized its Thirteenth Report to Court in which it provided a summary of the Receiver's fees and those of its legal counsel for the Company for the period commencing April 28, 2017 to July 31, 2018.

5. The Receiver and its counsel have allocated the fees to a specific project when their activities relate to a specific project. However, a significant portion of the activities performed by the Receiver and its counsel are of a general nature, and are not specifically allocable to a project, including time related to the investigation of the Company and ten related entities (collectively, the "Davies Developers") and the resulting litigation. The Receiver and its counsel have allocated such time evenly across the relevant Davies Developers.

6. I hereby confirm that attached as Exhibit "A" hereto are true copies of the accounts of KSV for the periods indicated and confirm that these accounts accurately reflect the services provided by KSV in this matter and the fees and disbursements claimed by them.

7. Additionally, attached hereto as Exhibit "B" is a summary of roles, hours and rates charged by members of KSV who have worked on this matter, and I hereby confirm that the list represents an accurate account of such information.

8. I consider the accounts to be fair and reasonable considering the circumstances connected with this matter.

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

SWORN BEFORE ME at the City of
Toronto, in the Province of Ontario, this
10th day of September, 2018.



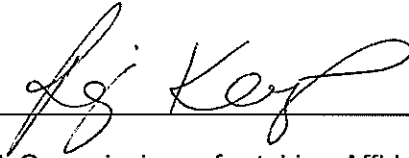
Commissioner for taking affidavits, etc.)



ROBERT KOFMAN)

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

THIS IS EXHIBIT "A" REFERRED TO IN THE
AFFIDAVIT OF ROBERT KOFMAN
SWORN BEFORE ME THIS 10th DAY OF SEPTEMBER, 2018

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

A Commissioner for taking Affidavits, etc.

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



ksv advisory inc.
150 King Street West, Suite 2308
Toronto, Ontario, M5H 1J9
T +1 416 932 6262
F +1 416 932 6266

ksvadvisory.com

INVOICE

1703858 Ontario Inc.
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, Ontario M5H 1J9

July 6, 2017

Invoice No: 583
HST #: 818808768RT0001

Re: 1703858 Ontario Inc. (the "Company")

For professional services rendered from April 15, 2017 to May 31, 2017 by KSV Kofman Inc. in its capacity as Court-appointed receiver and manager ("Receiver") of certain property of the Company, including¹:

General Receivership Matters

- Corresponding with Bennett Jones LLP ("Bennett Jones"), legal counsel to the Receiver, concerning matters in the receivership proceedings;
- Corresponding with Grant Thornton Limited ("Trustee"), the Court-appointed trustee of 2223947 Ontario Ltd. ("222"), a secured creditor of the Company, and several related entities (collectively, the "Tier 1 Entities") and its legal counsel, Aird & Berlis LLP, concerning, among other things, a sale and development process (the "Strategic Process") for the Company's real property located at 2170 Ghent Avenue in Burlington (the "Burlington Property");
- Preparing a receivership action plan;
- Reviewing and commenting on the receivership application materials, including a Notice of Motion and draft receivership order;
- Corresponding with MarshallZehr Group Inc. ("MZG") regarding a loan facility secured against the Burlington Property (the "Loan");
- Reviewing and commenting on a commitment letter between the Receiver and MZG;

¹ Certain of the activities described in this invoice were performed for more than one entity in the Textbook/Memory Care Group of Companies. Fees have been allocated to each entity where applicable. These activities include, but are not limited to, the Receiver's investigation of the financial activities of Company and entities related to it, as well as certain aspects of the strategic process.

- Providing diligence information requested by MZG in connection with the Loan;
- Preparing the Second Report of the Receiver dated April 21, 2017 to recommend approval of the Loan (the “Second Report”);
- Preparing the Supplement to the Second Report to discuss a security opinion prepared by Bennett Jones on the Company’s loan from 2172724 Ontario Inc. (“217”) to be repaid from the Loan proceeds;
- Corresponding with legal counsel to 217 regarding certain charges on the payout statement;
- Attending at the receivership application on April 28, 2017;
- Attending at the Company’s premises on May 1 and 3, 2017 to meet with John Davies, the Company’s sole director, and Dianna Cassidy, the Company’s Operations Manager, to, *inter alia*, obtain the Company’s books and records;
- Preparing and filing the Receiver’s Statement and Notice (the “Receiver’s Notice”) for the Company as required under Sections 245 and 246 of the *Bankruptcy and Insolvency Act*;
- Compiling a list of the Company’s creditors to include with the Receiver’s Notice;
- Corresponding with RJB Insurance Group Inc. to obtain proof of insurance for the Burlington Property;
- Corresponding with Tert & Ross Ltd., a contractor, to: (i) conduct an inspection of the Burlington Property; and (ii) coordinate the removal of garbage and repair a fence on the Burlington Property;
- Reviewing photos and video of the Burlington Property taken by Tert & Ross Ltd.;
- Corresponding with the City of Burlington, including attending a telephone call on May 19, 2017 to request a property tax certificate;
- Reviewing information provided by Mr. Davies in connection with the Burlington Property, including:
 - Appraisals;
 - Financial information;
 - Plans and drawings;
 - Municipal permits;
 - Environmental reports; and
 - Market studies.
- Reviewing a title search on the Burlington Property;

- Dealing with Chaitons LLP (“Chaitons”), representative legal counsel to Syndicated Mortgage Investors (“Investors”);
- Attending a conference call on May 18, 2017 with members of the Investor Committee (the “Investor Committee”) to provide an update on the status of the proceedings;
- Corresponding with Andrew Sefton, Chair of the Investment Committee;
- Drafting the Receiver’s Fourth Report to Court to, *inter alia*, (i) provide the Court with the Receiver’s findings concerning its review of the receipts and disbursements of the Company’s and related entities; (ii) recommend that the court issue an order granting a Mareva injunction against Mr. Davies and Aeolian Investments Ltd., an affiliated entity; and (iii) recommend that the Court issue an order compelling certain affiliated entities to deliver their books and records to the Receiver;
- Posting Court and other materials on Receiver’s website; and
- Updating the service list as required under the *E-Service Protocol*.

Banking Matters

- Preparing a letter dated April 28, 2017 to Royal Bank of Canada (“RBC”) requesting that the Company’s bank accounts be restricted to deposit only;
- Corresponding with representatives from RBC regarding the Company’s bank accounts;
- Opening a receivership bank account at Bank of Montreal; and
- Paying receivership expenses.

Financial and Bank Statement Review

- Performing a review of the Company’s bank statements from January 1, 2013 to April 28, 2017 and preparing a summary of all receipts and disbursements for the same period (the “R&D Summary”);
- Reviewing the Company’s accounting information for the period January 1, 2013 to April 28, 2017 in connection with the R&D Summary;
- Corresponding with Harris & Harris LLP, legal counsel to the Company, in order to obtain information in connection with the R&D Summary, including attending a telephone call on May 12, 2017;
- Corresponding with RBC in order to obtain information in connection with the R&D Summary;
- Preparing a schedule of amounts paid by the Company in professional fees;
- Preparing a schedule of amounts due from affiliated entities; and
- Corresponding with Ms. Cassidy regarding the Company’s receipts, disbursements and accounting information.

Strategic Process

- Compiling a list of prospective brokers;
- Corresponding with Bennett Jones regarding the Strategic Process;
- Responding to unsolicited calls from real estate agents, brokers and prospective purchasers;
- Preparing a request for proposals for real estate broker services (the “RFP”) and distributing the RFP to prospective brokers;
- Preparing a confidentiality agreement and distributing same to prospective brokers;
- Reviewing diligence documents to be provided to prospective brokers, including site plans, environmental reports and marketing materials;
- Creating an online data room (the “Data Room”) to maintain documents relating to the Strategic Process, uploading documents to the Data Room and corresponding with brokers to provide access to the Data Room;
- Corresponding with brokers, including attending numerous telephone calls, in respect of the Strategic Process;
- Reviewing three proposals received by realtors with respect to the sale of the Burlington Property;
- Preparing a schedule summarizing the proposals received from brokers and corresponding with the Investor Committee regarding same;
- Convening internal meetings in connection with our mandate; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached summary	\$	38,265.13
HST		<u>4,974.47</u>
Total	\$	<u><u>43,239.60</u></u>

KSV Kofman Inc.
1703858 Ontario Inc.
Time Summary
For the period May, 2017

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	695	14.14	9,827.30
Noah Goldstein	500	25.11	12,555.00
Andrew Edwards	425	16.68	7,089.00
Adam Zeldin	425	19.50	8,287.50
Other Staff and Administration			228.00
Subtotal			37,986.80
Out of pocket disbursements			278.33
Total Fees and Disbursements			38,265.13



ksv advisory inc.

150 King Street West, Suite 2308

Toronto, Ontario, M5H 1J9

T +1 416 932 6262

F +1 416 932 6266

ksvadvisory.com

INVOICE

1703858 Ontario Inc.
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, Ontario M5H 1J9

July 13, 2017

Invoice No: 599
HST #: 818808768RT0001

Re: 1703858 Ontario Inc. (the “Company”)

For professional services rendered during June, 2017 by KSV Kofman Inc. in its capacity as Court-appointed receiver and manager (“Receiver”) of certain property of the Company, including¹:

General Receivership Matters

- Corresponding with Bennett Jones LLP (“Bennett Jones”), legal counsel to the Receiver, concerning matters in the receivership proceedings;
- Corresponding with Grant Thornton Limited (“Trustee”), the Court-appointed trustee of 2223947 Ontario Ltd., a secured creditor of the Company, and several related entities and its legal counsel, Aird & Berlis LLP, concerning, among other things, a sale and development process (the “Strategic Process”) for the Company’s real property located at 2170 Ghent Avenue in Burlington (the “Burlington Property”);
- Corresponding with MarshallZehr Group Inc. (“MZG”) regarding a loan facility secured against the Burlington Property (the “Loan”);
- Providing diligence information requested by MZG in connection with the Loan;
- Corresponding with HUB International Limited regarding insurance for the Burlington Property;
- Dealing with Chaitons LLP (“Chaitons”), representative legal counsel to Syndicated Mortgage Investors (“Investors”);

¹ Certain of the activities described in this invoice were performed for more than one entity in the Textbook/Memory Care Group of Companies. Fees have been allocated to each entity where applicable. These activities include, but are not limited to, the Receiver’s investigation of the financial activities of Company and entities related to it, as well as certain aspects of the strategic process.

- Corresponding with Andrew Sefton, Chair of the Investment Committee, including a telephone call on June 9, 2017;
- Preparing the Receiver's Fifth Report to Court, dated June 26, 2017 to, *inter alia*, recommend that the Court issue an order approving the Strategic Process;
- Paying receivership expenses;
- Posting Court and other materials on the Receiver's website; and
- Updating the service list as required under the *E-Service Protocol*.

Investigative Matters

- Preparing the Receiver's Fourth Report to Court, dated June 6, 2017, to, *inter alia*, (i) provide the Court with the Receiver's findings concerning its review of the Company's receipts and disbursements and several related entities; (ii) recommend that the Court issue an order granting a Mareva injunction against Mr. Davies and Aeolian Investments Ltd. ("Aeolian"), an affiliated entity; and (iii) recommend that the Court issue an order compelling certain affiliated entities to deliver their books and records to the Receiver;
- Attending at court on June 16, 2017 to request an extension to the Mareva injunction against Mr. Davies;
- Corresponding with several financial institutions regarding the Mareva injunction, including RBC;
- Corresponding with Bennett Jones regarding Mr. Davies' personal assets, including a home owned by Mr. Davies in Arizona;
- Corresponding with Bennett Jones regarding the retention of legal counsel in Arizona ("Arizona Counsel");
- Corresponding with Arizona Counsel regarding Mr. Davies' property in Arizona, including telephone calls on June 8, and 20, 2017;
- Reviewing a sworn statement provided by Mr. Davies dated June 14, 2017 providing a summary of assets owned by Davies and Aeolian;
- Preparing for the examination of Mr. Davies, including preparing questions and support for same;
- Attending an examination of Mr. Davies on June 16, 2017 and discussing same internally; and
- Reviewing answers to undertakings provided by Mr. Davies at the examination.

Strategic Process

- Corresponding with Bennett Jones regarding the Strategic Process;
- Responding to unsolicited calls from real estate agents, brokers and prospective purchasers;
- Preparing a listing agreement to engage Colliers International (“Colliers”);
- Corresponding with Colliers, including attending telephone calls in respect of the Strategic Process;
- Convening internal meetings in connection with our mandate; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached summary	\$ 14,088.89
HST	<u>1,831.56</u>
Total	<u><u>\$ 15,920.45</u></u>

KSV Kofman Inc.
1703858 Ontario Inc.

Time Summary

For the period June 1 to 30, 2017

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	695	6.30	4,378.50
Noah Goldstein	500	13.94	6,970.00
Andrew Edwards	425	6.03	2,562.75
Other Staff and Administration			176.00
Subtotal			14,087.25
Out of pocket disbursements			1.64
Total Fees and Disbursements			14,088.89



ksv advisory inc.

150 King Street West, Suite 2308

Toronto, Ontario, M5H 1J9

T +1 416 932 6262

F +1 416 932 6266

ksvadvisory.com

INVOICE

1703858 Ontario Inc.
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, Ontario M5H 1J9

August 15, 2017

Invoice No: 642
HST #: 818808768RT0001

Re: 1703858 Ontario Inc. (the “Company”)

For professional services rendered during July, 2017 by KSV Kofman Inc. in its capacity as Court-appointed receiver and manager (“Receiver”) of certain property of the Company, including¹:

General Receivership Matters

- Corresponding with Bennett Jones LLP (“Bennett Jones”), legal counsel to the Receiver, concerning matters in the receivership proceedings;
- Corresponding with Grant Thornton Limited (“Trustee”), in its capacity as Court-appointed trustee of 2223947 Ontario Ltd., a secured creditor of the Company, and several related entities and its legal counsel, Aird & Berlis LLP, concerning, among other things, a sale and development process (the “Strategic Process”) for the Company’s real property located at 2170 Ghent Avenue in Burlington (the “Burlington Property”);
- Dealing with Chaitons LLP (“Chaitons”), representative legal counsel to Syndicated Mortgage Investors concerning these proceedings;
- Paying receivership expenses; and
- Posting Court and other materials on the Receiver’s website.

¹ Certain of the activities described in this invoice were performed for more than one entity in the Textbook/Memory Care Group of Companies. Fees have been allocated to each entity where applicable. These activities include, but are not limited to, the Receiver’s investigation of the financial activities of Company and entities related to it, as well as certain aspects of the strategic process.

Investigative Matters

- Preparing the Receiver's Sixth Report to Court dated July 12, 2017 ("Sixth Report") regarding, *inter alia*, Aeolian Investments Inc. ("Aeolian") and the rationale for extending the Mareva Order to apply to the Davies Family Trust, the Davies Arizona Trust and Judith Davies (the "Mareva Motion");
- Reviewing motion materials prepared by Bennett Jones in connection with the Mareva Motion, including a Notice of Motion and Factum;
- Preparing a summary of Aeolian's receipts and disbursements for the period October 1, 2012 to May 29, 2017 ("R&D Summary");
- Reviewing the Company's accounting information for the period October 1, 2012 to May 29, 2017 in connection with the R&D Summary;
- Preparing a schedule of amounts paid by the Company to professionals involved in the investor fundraising process and comparing same to the amounts permitted under the loan documents;
- Reviewing legal invoices billed to the Company by Harris & Harris LLP and preparing a schedule summarizing same;
- Attending at Court on July 12, 2017 in connection with the Mareva Motion;
- Reviewing the affidavits of John Davies sworn July 14, 2017 and July 27, 2017;
- Reviewing sworn statements of John Davies regarding the assets and liabilities of the Davies Arizona Trust and Davies Family Trust;
- Reviewing a sworn statement of Judith Davies regarding her assets and liabilities;
- Reviewing an affidavit of Greg Harris in respect of his role as trustee of the Davies Family Trust;
- Dealing with John Davies and his counsel, Dentons LLP, regarding the potential sale of his personal residence;
- Corresponding with Bennett Jones throughout the month regarding the Receiver's investigation; and
- Attending a meeting on July 21, 2017 at Bennett Jones' office to discuss litigation matters.

Strategic Process

- Corresponding with Colliers International ("Colliers"), the listing broker for the Property, in respect of the Strategic Process, including attending a telephone call on July 18, 2017;
- Corresponding with several parties interested in purchasing the Property and referring same to Colliers;

- Reviewing and commenting on several iterations of a teaser and other marketing materials prepared by Colliers;
- Reviewing and adding materials to a data room in connection with the Strategic Process;
- Convening internal meetings in connection with our mandate; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached summary	\$	13,221.98
HST		<u>1,718.86</u>
Total	\$	<u>14,940.84</u>

KSV Kofman Inc.
1703858 Ontario Inc.

Time Summary

For the period July 1-31, 2017

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	695	4.80	3,336.00
Noah Goldstein	500	8.74	4,370.00
Jonathan Joffe	450	4.92	2,214.00
Eli Brenner	425	4.17	1,772.25
Andrew Edwards	425	2.60	1,105.00
Other Staff and Administration			418.75
Subtotal			13,216.00
Out of pocket disbursements			5.98
Total Fees and Disbursements			13,221.98



ksv advisory inc.
150 King Street West, Suite 2308
Toronto, Ontario, M5H 1J9
T +1 416 932 6262
F +1 416 932 6266

ksvadvisory.com

INVOICE

1703858 Ontario Inc.
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, Ontario M5H 1J9

September 15, 2017

Invoice No: 663
HST #: 818808768RT0001

Re: 1703858 Ontario Inc. (the "Company")

For professional services rendered during August, 2017 by KSV Kofman Inc. in its capacity as Court-appointed receiver and manager ("Receiver") of certain property of the Company, including¹:

General Receivership Matters

- Corresponding with Bennett Jones LLP ("Bennett Jones"), legal counsel to the Receiver, concerning matters in the receivership proceedings;
- Corresponding with Grant Thornton Limited ("Trustee"), in its capacity as the Court-appointed trustee of 2223947 Ontario Ltd., a secured creditor of the Company, and several related entities and its legal counsel, Aird & Berlis LLP ("A&B"), concerning, among other things, a sale and development process (the "Strategic Process") for the Company's real property located at 2168 and 2170 Ghent Avenue in Burlington (the "Burlington Property");
- Dealing with Chaitons LLP ("Chaitons"), representative legal counsel to Syndicated Mortgage Investors concerning these proceedings;
- Paying receivership expenses; and
- Posting Court and other materials on the Receiver's website.

¹ Certain of the activities described in this invoice were performed for more than one entity in the Textbook/Memory Care Group of Companies. Fees have been allocated to each entity where applicable. These activities include, but are not limited to, the Receiver's investigation of the financial activities of Company and entities related to it, as well as certain aspects of the strategic process.

Litigation Matters

- Reviewing the Affidavit of John Davies sworn July 27, 2017 (the “Davies Affidavit”);
- Reviewing appraisals prepared by Michael Cane appended to the Davies Affidavit (the “Appraisals”);
- Reviewing pro formas appended to the Davies Affidavit (the “Pro Formas”) and comparing same to pro formas previously provided by Mr. Davies;
- Attending a call on August 1, 2017 with Bennett Jones to discuss litigation matters;
- Attending a meeting on August 1, 2017 with the Trustee, A&B, Chaitons and Bennett Jones at Bennett Jones’ office to discuss litigation matters;
- Corresponding with Mr. Cane regarding the Appraisals;
- Preparing a schedule of development management fees;
- Reviewing marketing materials in connection with Mr. Davies’ various developments;
- Corresponding with CBRE regarding the Pro Formas and Appraisals;
- Reviewing a database of emails provided by Mr. Davies;
- Preparing the Receiver’s Supplement to Sixth Report dated August 8, 2017 to, *inter alia*, recommend the continuation of the Mareva injunction against Mr. Davies in his personal capacity and in his capacity as trustee of both the Davies Family Trust and the Davies Arizona Trust, Aeolian Investments Ltd., Judith Davies in her personal capacity and in her capacity as trustee of the Davies Family Trust, and Gary Harris in his capacity as trustee of the Davies Family Trust (collectively, the “Defendants”).
- Attending a meeting on August 8, 2017 at Bennett Jones’ office to prepare for the examinations of Mr. Davies and Judith Davies (the “Examinations”);
- Attending the Examinations on August 10, 2017;
- Participating on a call on August 10, 2017 with Bennett Jones, A&B, the Trustee and Chaitons regarding the Examinations;
- Reviewing questions submitted to the Receiver on August 14, 2017 by Dentons LLP (“Dentons”), counsel to Mr. Davies (the “Questions”);
- Reviewing and commenting on a letter to the Law Society of Upper Canada dated August 18, 2017;
- Reviewing and commenting on a letter dated August 18, 2017 to Greg Harris of the law firm of Harris & Harris LLP;
- Responding to the Questions on August 21, 2017;
- Reviewing the Defendants’ factum dated August 25, 2017;

- Reviewing and commenting on a *Fresh as Amended Statement of Claim* against the Defendants dated August 31, 2017;
- Reviewing and commenting on a *Fresh as Amended Notice of Action* dated August 31, 2017;
- Attending at Court on August 31, 2017;
- Dealing with John Davies and his counsel, Dentons, regarding the potential sale of his personal residence;
- Corresponding with Bennett Jones throughout the month regarding the Receiver's investigation;

Strategic Process

- Corresponding with Colliers International ("Colliers"), the listing broker for the Property, regarding the Strategic Process, including attending telephone calls on August 1, 4, 8, 9, 11, 14, 18 and 25, 2017;
- Corresponding with several parties interested in purchasing the Property and referring same to Colliers;
- Reviewing and commenting on several iterations of a confidential information memorandum, newspaper advertisement and other marketing materials prepared by Colliers;
- Reviewing and adding materials to a data room in connection with the Strategic Process;
- Reviewing weekly updates from Colliers regarding the Strategic Process;
- Considering next steps in the Strategic Process including setting a bid deadline, including several discussions and emails with Colliers re same;
- Convening internal meetings in connection with our mandate; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached summary	\$ 18,433.26
HST	<u>2,396.32</u>
Total	<u>\$ 20,829.58</u>

KSV Kofman Inc.
1703858 Ontario Inc.

Time Summary

For the period ending August 31, 2017

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	695	8.52	5,921.40
Noah Goldstein	500	18.72	9,360.00
Other Staff and Administration		9.54	3,151.86
Total Fees			<u>18,433.26</u>



ksv advisory inc.
150 King Street West, Suite 2308
Toronto, Ontario, M5H 1J9
T +1 416 932 6262
F +1 416 932 6266

ksvadvisory.com

INVOICE

1703858 Ontario Inc.
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, Ontario M5H 1J9

October 12, 2017

Invoice No: 693
HST #: 818808768RT0001

Re: 1703858 Ontario Inc. (the “Company”)

For professional services rendered during September, 2017 by KSV Kofman Inc. in its capacity as Court-appointed receiver and manager (“Receiver”) of certain property of the Company, including¹:

General Receivership Matters

- Corresponding with Bennett Jones LLP (“Bennett Jones”), legal counsel to the Receiver, concerning matters in the receivership proceedings;
- Corresponding with Grant Thornton Limited (“Trustee”), in its capacity as the Court-appointed trustee of 2223947 Ontario Ltd., a secured creditor of the Company, and several related entities and its legal counsel, Aird & Berlis LLP (“A&B”), concerning, among other things, a sale and development process (the “Strategic Process”) for the Company’s real property located at 2168 and 2170 Ghent Avenue in Burlington (the “Burlington Property”);
- Dealing with Chaitons LLP (“Chaitons”), representative legal counsel to Syndicated Mortgage Investors concerning these proceedings;
- Dealing with the City of Burlington regarding development charges paid by the Company;
- Preparing a letter to the City of Burlington and the Region of Peel dated September 28, 2017 regarding the development charges;

¹ Certain of the activities described in this invoice were performed for more than one entity in the Textbook/Memory Care Group of Companies. Fees have been allocated to each entity where applicable. These activities include, but are not limited to, the Receiver’s investigation of the financial activities of Company and entities related to it, as well as certain aspects of the strategic process.

- Paying receivership expenses; and
- Posting Court and other materials on the Receiver's website.

Litigation Matters

- Attending a call on September 8, 2017 with Bennett Jones to discuss litigation matters;
- Attending a call on September 12, 2017 with Bennett Jones regarding litigation matters in preparation for a meeting with the Trustee, A&B, Chaitons and Bennett Jones (the "Meeting");
- Attending the Meeting on September 12, 2017 at the office of Bennett Jones;
- Reviewing a Notice of Motion for Leave to Appeal filed by John Davies and Aeolian Investments Ltd. ("Aeolian") on September 13, 2017 in connection with the Maerva Injunction against Mr. Davies and Aeolian;
- Reviewing a letter dated September 13, 2017 prepared by Davies Ward Phillips & Vineberg LLP, counsel to Raj Singh (the "Singh Letter");
- Attending a call on September 14, 2017 with Bennett Jones to discuss the Singh Letter;
- Reviewing and commenting on a response prepared by Bennett Jones to the Singh Letter dated September 18, 2017;
- Reviewing and commenting on a litigation budget prepared by Bennett Jones;
- Preparing a letter to Dentons LLP, counsel to Mr. Davies and Aeolian, dated September 11, 2017;

Strategic Process

- Corresponding with Colliers International ("Colliers"), the listing broker for the Property, regarding the Strategic Process, including attending telephone calls on September 1, 6, 7, 8, 11, 12, 18, 19, 21, 28 and 29, 2017;
- Corresponding with several parties interested in purchasing the Property and referring same to Colliers;
- Reviewing weekly updates from Colliers regarding the Strategic Process;
- Reviewing offers received on September 28, 2017 in connection with the Strategic Process;
- Reviewing and commenting on a summary of the offers prepared by Colliers and distributing same to the Trustee, Chaitons and A&B;
- Convening internal meetings in connection with our mandate; and

- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached summary	\$	8,561.00
HST		<u>1,112.93</u>
Total	\$	<u><u>9,673.93</u></u>

KSV Kofman Inc.
1703858 Ontario Inc.

Time Summary

For the period ending September 30, 2017

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	695	3.80	2,641.00
Noah Goldstein	500	11.64	5,820.00
Other Staff and Administration		0.63	100.00
Total Fees			<u>8,561.00</u>



ksv advisory inc.
150 King Street West, Suite 2308
Toronto, Ontario, M5H 1J9
T +1 416 932 6262
F +1 416 932 6266

ksvadvisory.com

INVOICE

1703858 Ontario Inc.
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, Ontario M5H 1J9

November 14, 2017

Invoice No: 724
HST #: 818808768RT0001

Re: 1703858 Ontario Inc. (the “Company”)

For professional services rendered during October, 2017 by KSV Kofman Inc. in its capacity as Court-appointed receiver and manager (“Receiver”) of certain property of the Company, including¹:

General Receivership Matters

- Corresponding with Bennett Jones LLP (“Bennett Jones”), legal counsel to the Receiver, concerning matters in the receivership proceedings;
- Corresponding with Grant Thornton Limited (“Trustee”), in its capacity as the Court-appointed trustee of 2223947 Ontario Ltd., a secured creditor of the Company, and several related entities and its legal counsel, Aird & Berlis LLP (“A&B”), concerning, among other things, a sale and development process (the “Strategic Process”) for the Company’s real property located at 2170 Ghent Avenue in Burlington (the “Burlington Property”);
- Dealing with Chaitons LLP (“Chaitons”), representative legal counsel to Syndicated Mortgage Investors concerning these proceedings;
- Paying receivership expenses; and
- Posting motion and litigation materials on the Receiver’s website.

¹ Certain of the activities described in this invoice were performed for more than one entity in the Textbook/Memory Care Group of Companies. Fees have been allocated to each entity where applicable. These activities include, but are not limited to, the Receiver’s investigation of the financial activities of Company and entities related to it, as well as certain aspects of the strategic process.

Litigation Matters

- Attending calls on October 3, 19, 20, 23 and 24, 2017 with Bennett Jones to discuss litigation matters;
- Corresponding with the Ontario Provincial Police, including emails on October 3 and 12, 2017;
- Reviewing a litigation budget prepared by Bennett Jones and corresponding with the Trustee, A&B and Chaitons regarding same;
- Reviewing the Endorsement of Justice Myers dated October 3, 2017;
- Reviewing the motion record of John Davies dated October 19, 2017 seeking an order to permit the sale of his home (the “Davies Motion”);
- Attending at Court on October 24, 2017 regarding the Davies Motion;
- Reviewing the Endorsement of Justice Myers dated October 24, 2017 regarding the Davies Motion;
- Reviewing and commenting on a Factum prepared by Bennett Jones responding to the leave to appeal motion filed by John Davies and Aeolian Investments Ltd. (jointly, the “Defendants”);
- Reviewing and commenting a revised statement of claim against, *inter alia*, the Defendants;
- Reviewing a letter dated October 16, 2017 from Dentons LLP (“Dentons”), counsel to Mr. Davies (“Dentons Letter”) and corresponding with Bennett Jones regarding same;
- Reviewing emails dated October 23 and 24, 2017 from Dentons (the “Dentons Emails”) and corresponding with Bennett Jones regarding same;
- Reviewing and commenting on a letter prepared by Bennett Jones responding to the Dentons Letter and the Dentons Emails;
- Reviewing and commenting on cost submissions prepared by Bennett Jones regarding the Davies Motion;

Strategic Process

- Corresponding with Colliers International (“Colliers”), the listing broker for the Burlington Property, regarding the Strategic Process, including attending telephone calls on October 2, 3, 5, 9, 12, 17, 20, 25 and 29, 2017;
- Preparing a memorandum providing an update on the Strategic Process and sending same to the Trustee, A&B and Chaitons on October 11, 2017;
- Attending a call on October 11, 2017 with MarshallZehr Inc., a secured creditor of the Company, to provide an update on the Strategic Process;

- Attending a call on October 11, 2017 with the Trustee, A&B and Chaitons to provide an update on the Strategic Process;
- Corresponding with Cushman & Wakefield (“Cushman”) in respect of a joint venture analysis for the Property, including attending telephone calls on October 18, 19 and 20, 2017;
- Reviewing an engagement letter prepared by Cushman;
- Engaging Cushman on October 20, 2017;
- Preparing a memorandum dated October 25, 2017 providing an update on the Strategic Process and sending same to the Trustee, A&B and Chaitons;
- Preparing a recovery analysis and sending same on October 31, 2017 to the Trustee, A&B and Chaitons;
- Attending a call on October 31, 2017 with the Trustee, A&B and Chaitons to discuss the Strategic Process;
- Convening internal meetings; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached summary	\$	10,408.50
HST		<u>1,353.11</u>
Total	\$	<u>11,761.61</u>

KSV Kofman Inc.
1703858 Ontario Inc.

Time Summary

For the period ending October 31, 2017

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	695	5.30	3,683.50
Noah Goldstein	500	13.42	6,710.00
Other Staff and Administration		0.10	15.00
Total Fees			<u>10,408.50</u>



ksv advisory inc.
150 King Street West, Suite 2308
Toronto, Ontario, M5H 1J9
T +1 416 932 6262
F +1 416 932 6266

ksvadvisory.com

INVOICE

1703858 Ontario Inc.
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, Ontario M5H 1J9

December 8, 2017

Invoice No: 749
HST #: 818808768RT0001

Re: 1703858 Ontario Inc. (the “Company”)

For professional services rendered during November, 2017 by KSV Kofman Inc. in its capacity as Court-appointed receiver and manager (“Receiver”) of certain property of the Company, including¹:

General Receivership Matters

- Corresponding with Bennett Jones LLP (“Bennett Jones”), legal counsel to the Receiver, concerning matters in the receivership proceedings;
- Corresponding with Grant Thornton Limited (“Trustee”), in its capacity as the Court-appointed trustee of 2223947 Ontario Ltd., a secured creditor of the Company, and several related entities and its legal counsel, Aird & Berlis LLP (“A&B”), concerning, among other things, a sale and development process (the “Strategic Process”) for the Company’s real property located at 2168 and 2170 Ghent Avenue in Burlington (the “Burlington Property”);
- Dealing with Chaitons LLP (“Chaitons”), representative legal counsel to Syndicated Mortgage Investors concerning these proceedings;
- Paying receivership expenses; and
- Posting motion and litigation materials on the Receiver’s website.

¹ Certain of the activities described in this invoice were performed for more than one entity in the Textbook/Memory Care Group of Companies. Fees have been allocated to each entity where applicable. These activities include, but are not limited to, the Receiver’s investigation of the financial activities of Company and entities related to it, as well as certain aspects of the strategic process.

Litigation Matters

- Reviewing a letter from Dentons LLP, counsel to John Davies, dated November 1, 2017 concerning Mr. Davies living expenses (the “November 1 Letter”);
- Reviewing and commenting on a letter prepared by Bennett Jones dated November 9, 2017 in response to the November 1 Letter;
- Reviewing banking records provided by Mr. Davies for Textbook Student Suites Inc., Textbook Suites Inc. and Memory Care Investments Ltd.;
- Reviewing and commenting on several iterations of an Amended Statement of Claim to add [REDACTED], as a defendant in the litigation (the “Amended Claim”);
- Attending a call on November 1, 2017 with the Trustee, Bennett Jones, A&B and Chaitons to provide an update on the litigation;
- Attending a call on November 8, 2017 with Bennett Jones regarding the litigation;
- Attending a call on November 27, 2017 with Bennett Jones, A&B and Chaitons to discuss the Amended Claim;

Strategic Process

- Corresponding with Colliers International (“Colliers”), the listing broker for the Burlington Property, regarding the Strategic Process, including attending telephone calls on November 7, 8, 13, 14, 15, 22, 27 and 29, 2017;
- Preparing an e-mail dated November 7, 2017 to the Trustee, A&B and Chaitons to provide an update on the Strategic Process;
- Corresponding with parties interested in purchasing the Burlington Property and referring the parties to Colliers;
- Convening internal meetings; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached summary	\$ 6,693.75
HST	870.19
Total	\$ <u>7,563.94</u>

KSV Kofman Inc.
1703858 Ontario Inc.

Time Summary

For the period ending November 30, 2017

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	695	4.25	2,953.75
Noah Goldstein	500	7.48	3,740.00
Total Fees			<u>6,693.75</u>



ksv advisory inc.

150 King Street West, Suite 2308

Toronto, Ontario, M5H 1J9

T +1 416 932 6262

F +1 416 932 6266

ksvadvisory.com

INVOICE

1703858 Ontario Inc.
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, Ontario M5H 1J9

January 10, 2018

Invoice No: 775

HST #: 818808768RT0001

Re: 1703858 Ontario Inc. (the “Company”)

For professional services rendered during December, 2017 by KSV Kofman Inc. in its capacity as Court-appointed receiver and manager (“Receiver”) of certain property of the Company, including¹:

General Receivership Matters

- Corresponding with Bennett Jones LLP (“Bennett Jones”), legal counsel to the Receiver, concerning matters in the receivership proceedings;
- Corresponding with Grant Thornton Limited (“Trustee”), in its capacity as the Court-appointed trustee of 2223947 Ontario Ltd., a secured creditor of the Company, and several related entities and its legal counsel, Aird & Berlis LLP, concerning, among other things, a sale and development process (the “Strategic Process”) for the Company’s real property located at 2168 and 2170 Ghent Avenue in Burlington (the “Burlington Property”);
- Dealing with Chaitons LLP, representative legal counsel to Syndicated Mortgage Investors, concerning these proceedings;
- Attending a call on December 5, 2017 with the City of Burlington regarding development charges being held by the City;
- Attending a call on December 5, 2017 with the Region of Halton regarding development charges being held by the Region;

¹ Certain of the activities described in this invoice were performed for more than one entity in the Textbook/Memory Care Group of Companies. Fees have been allocated to each entity where applicable. These activities include, but are not limited to, the Receiver’s investigation of the financial activities of Company and entities related to it, as well as certain aspects of the strategic process.

- Paying receivership expenses; and
- Posting motion and litigation materials on the Receiver's website.

Litigation and Investigative Matters

- Reviewing the Affidavit of John Davies sworn November 30, 2017 regarding his living expenses and discussing same with Bennett Jones;
- Reviewing and commenting on several iterations of an Amended Statement of Claim to add [REDACTED] and others, as defendants in the litigation (the "Amended Claim");
- Finalizing the Amended Claim on December 4, 2017;
- Reviewing a letter from Alan Harris dated December 8, 2017 and discussing same with Bennett Jones;
- Corresponding with Bennett Jones regarding a motion for leave to appeal the Mareva injunction filed by John Davies;
- Reviewing and commenting on a draft letter to Alan Harris and finalizing same on December 13, 2017;
- Reviewing the Affidavit of John Davies sworn December 13, 2017 in support of an application for additional living expenses under the Mareva injunction (the "Mareva Motion");
- Reviewing a letter from Alan Harris dated December 18, 2017 and discussing same with Bennett Jones;
- Attending at Court on December 19, 2017 in connection with the Mareva Motion;

Strategic Process

- Corresponding with Colliers International, the listing broker for the Burlington Property, regarding the Strategic Process, including attending telephone calls on December 7, 8, 13, 15, 19 and 21, 2017;
- Reviewing an offer submitted by a party ("Interested Party") interested in pursuing a joint venture transaction and discussing same internally;
- Attending calls with the Interested Party on December 17, 20, 21 and 27, 2017;
- Convening internal meetings; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached summary	\$ 7,806.50
HST	1,014.85
Total	\$ <u>8,821.35</u>

KSV Kofman Inc.
1703858 Ontario Inc.

Time Summary

For the period ending December, 2017

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	695	5.70	3,961.50
Noah Goldstein	500	7.54	3,770.00
Other Staff and Administration		0.25	75.00
Total Fees			<u>7,806.50</u>



ksv advisory inc.
150 King Street West, Suite 2308
Toronto, Ontario, M5H 1J9
T +1 416 932 6262
F +1 416 932 6266

ksvadvisory.com

INVOICE

1703858 Ontario Inc.
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, Ontario M5H 1J9

February 14, 2018

Invoice No: 818
HST #: 818808768RT0001

Re: 1703858 Ontario Inc. (the “Company”)

For professional services rendered during January, 2018 by KSV Kofman Inc. in its capacity as Court-appointed receiver and manager (“Receiver”) of certain property of the Company, including¹:

Litigation and Investigative Matters

- Corresponding with Bennett Jones LLP (“Bennett Jones”), legal counsel to the Receiver, including in respect of investigative and litigation matters;
- Corresponding with Grant Thornton Limited (“Trustee”), in its capacity as the Court-appointed trustee of 2223947 Ontario Ltd., a secured creditor of the Company, concerning litigation matters, including emails with the Trustee on January 8, 2018 and attending a call with the Trustee on January 23, 2018;
- Corresponding with Bennett Jones regarding a decision by the Divisional Court granting John Davies’ motion for leave to appeal the Mareva injunction;
- Corresponding with Bennett Jones regarding an Amended Statement of Claim to add other individuals as defendants in the litigation;
- Reviewing and commenting on several iterations of draft settlement documents with Alan Harris, Erika Harris and Dachstein Holdings Inc. (the “Settlement”), including Minutes of Settlement and a Form of Final Release;

¹ Certain of the activities described in this invoice were performed for more than one entity in the Textbook/Memory Care Group of Companies. Fees have been allocated to each entity where applicable. These activities include, but are not limited to, the Receiver’s investigation of the financial activities of Company and entities related to it, as well as certain aspects of the strategic process.

- Corresponding with Aird & Berlis LLP, counsel to the Trustee, regarding the Settlement, including emails on January 3 and 9, 2018;
- Reviewing and commenting on a letter prepared by Bennett Jones to Gregory Harris dated January 10, 2018;
- Attending a call on January 22, 2018 with Bennett Jones to consider next steps in connection with the litigation;
- Posting motion materials on the Receiver's website;

Strategic Process

- Corresponding with Colliers International, the listing broker for the Company's real property located at 2168 and 2170 Ghent Avenue in Burlington (the "Burlington Property"), regarding a sale and development process for the Burlington Property (the "Strategic Process"), including attending calls on January 8, 9, 17 and 24, 2018;
- Preparing a joint venture term sheet (the "Term Sheet") in connection with a party interested in completing a transaction (the "Interested Party") for the Burlington Property and the real property owned by Memory Care Investments (Kitchener) Ltd., another entity subject to the receivership proceedings;
- Corresponding with Bennett Jones regarding the Term Sheet, including emails on January 11, 2018;
- Sending the Term Sheet to the Interested Party on January 11, 2018;
- Corresponding with the Trustee to provide an update on the Strategic Process, including attending calls on January 16 and 23, 2018;
- Corresponding with the Interested Party, including attending a call on January 22, 2018;
- Reviewing and commenting on a draft Agreement of Purchase and Sale prepared by Bennett Jones in connection with a potential transaction with the Interested Party for the Burlington Property (the "Transaction");
- Preparing an email dated January 30, 2018 to the Trustee, A&B and Chaitons LLP, representative counsel to the investors, regarding the Transaction;
- Paying receivership expenses;
- Convening internal meetings; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached summary	\$	5,628.00
HST		<u>731.64</u>
Total	\$	<u><u>6,359.64</u></u>

KSV Kofman Inc.
1703858 Ontario Inc.

Time Summary

For the period ending January, 2018

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	700	4.30	3,010.00
Noah Goldstein	550	4.76	2,618.00
Total Fees			<u>5,628.00</u>

Note: Effective January 1, 2018, the hourly rate of Messrs. Kofman and Goldstein increased by \$5 and \$50, respectively.



ksv advisory inc.
150 King Street West, Suite 2308
Toronto, Ontario, M5H 1J9
T +1 416 932 6262
F +1 416 932 6266

ksvadvisory.com

INVOICE

1703858 Ontario Inc.
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, Ontario M5H 1J9

March 20, 2018

Invoice No: 851
HST #: 818808768RT0001

Re: 1703858 Ontario Inc. (the “Company”)

For professional services rendered during February, 2018 by KSV Kofman Inc. in its capacity as Court-appointed receiver and manager (“Receiver”) of certain property of the Company, including¹:

Litigation and Investigative Matters

- Corresponding with Bennett Jones LLP (“Bennett Jones”), legal counsel to the Receiver, including in respect of investigative and litigation matters;
- Corresponding with Grant Thornton Limited (“Trustee”), in its capacity as the Court-appointed trustee of 2223947 Ontario Ltd., a secured creditor of the Company, concerning litigation matters;
- Corresponding with Bennett Jones regarding an Amended Statement of Claim to add other individuals as defendants in the litigation;
- Reviewing and commenting on several drafts of the Amended Statement of Claim;
- Attending a call with Bennett Jones on February 2, 2018 to discuss a settlement agreement with entities and individuals that received dividends (the “Settlement Agreement”);
- Executing Minutes of Settlement on February 16, 2018 in connection with the Settlement Agreement;

¹ Certain of the activities described in this invoice were performed for more than one entity in the Textbook/Memory Care Group of Companies. Fees have been allocated to each entity where applicable. These activities include, but are not limited to, the Receiver’s investigation of the financial activities of Company and entities related to it, as well as certain aspects of the strategic process.

- Preparing a Report to Court to recommend approval of the Settlement Agreement;
- Reviewing a litigation budget prepared by Bennett Jones;
- Reviewing a settlement offer presented by John Davies, the principal of the Company (the "Settlement Offer");
- Attending a call on February 27, 2018 with Bennett Jones to discuss the Settlement Offer;
- Posting motion and litigation materials on the Receiver's website;

Strategic Process

- Corresponding with Colliers International, the listing broker for the Company's real property located at 2168 and 2170 Ghent Avenue in Burlington (the "Burlington Property"), regarding a sale and development process for the Burlington Property (the "Strategic Process"), including attending calls and emails on February 2, 5, 6, 9, 20, 21 and 23, 2018;
- Corresponding with a party interested in completed a transaction (the "Interested Party") for the Burlington Property and the real property owned by Memory Care Investments (Kitchener) Ltd., another entity subject to the receivership proceedings, including attending calls and emails on February 7, 16, 21, 23 and 26, 2018;
- Reviewing comments from the Interested Party on a draft Agreement of Purchase and Sale in connection with a potential transaction;

Other

- Paying receivership expenses;
- Convening internal meetings; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached summary	\$ 6,315.50
HST	<u>821.02</u>
Total	<u><u>\$ 7,136.52</u></u>

KSV Kofman Inc.
1703858 Ontario Inc.

Time Summary

For the month ending February, 2018

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	700	3.75	2,625.00
Noah Goldstein	550	6.41	3,525.50
Other Staff and Administration		0.60	165.00
Total Fees			<u>6,315.50</u>



ksv advisory inc.
150 King Street West, Suite 2308
Toronto, Ontario, M5H 1J9
T +1 416 932 6262
F +1 416 932 6266

ksvadvisory.com

INVOICE

1703858 Ontario Inc.
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, Ontario M5H 1J9

April 9, 2018

Invoice No: 877
HST #: 818808768RT0001

Re: 1703858 Ontario Inc. (the “Company”)

For professional services rendered during March, 2018 by KSV Kofman Inc. in its capacity as Court-appointed receiver and manager (“Receiver”) of certain property of the Company, including¹:

Litigation and Investigative Matters

- Corresponding with Bennett Jones LLP (“Bennett Jones”), legal counsel to the Receiver, including in respect of investigative and litigation matters;
- Corresponding with Grant Thornton Limited (“Trustee”), in its capacity as the Court-appointed trustee of 2223947 Ontario Ltd., a secured creditor of the Company, and its counsel, Aird & Berlis LLP (“A&B”), concerning litigation matters;
- Reviewing a litigation budget prepared by Bennett Jones;
- Attending a call on March 5, 2018 with Bennett Jones regarding the litigation budget;
- Attending a meeting on March 6, 2018 at Bennett Jones with A&B and Chaitons LLP, representative counsel to the investors, regarding next steps in the litigation;
- Corresponding with Bennett Jones regarding an Amended Statement of Claim, including attending calls on March 7 and 26, 2018;
- Reviewing and commenting on several drafts of the Amended Statement of Claim;

¹ Certain of the activities described in this invoice were performed for more than one entity in the Textbook/Memory Care Group of Companies. Fees have been allocated to each entity where applicable. These activities include, but are not limited to, the Receiver’s investigation of the financial activities of Company and entities related to it, as well as certain aspects of the strategic process.

- Reviewing and commenting on motion materials in connection with a settlement agreement of certain litigation;
- Reviewing and commenting on draft motion materials received from Dentons LLP, counsel to John Davies, in connection with a motion to sell Mr. Davies house;

Strategic Process

- Corresponding with Colliers International, the listing broker for the Company's real property located at 2168 and 2170 Ghent Avenue in Burlington (the "Burlington Property"), regarding a sale and development process for the Burlington Property (the "Strategic Process"), including attending calls and emails on March 1, 6, 8, 12, 15, 21, 24 and 29, 2018;
- Corresponding with a party interested in completed a transaction for the Burlington Property, including emails on March 13, 15, 28 and 29, 2018;

Other

- Paying receivership expenses;
- Convening internal meetings; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached summary	\$ 3,120.00
HST	405.60
Total	\$ <u>3,525.60</u>

1703858 Ontario Inc.

Time Summary

For the period ending March 31, 2018

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	700	1.55	1,085.00
Noah Goldstein	550	3.70	2,035.00
Total Fees			<u>3,120.00</u>



ksv advisory inc.

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Toronto, Ontario, M5H 1J9

T +1 416 932 6262

F +1 416 932 6266

ksvadvisory.com

INVOICE

1703858 Ontario Inc.
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, Ontario M5H 1J9

May 30, 2018

Invoice No: 916

HST #: 818808768RT0001

Re: 1703858 Ontario Inc. (the “Company”)

For professional services rendered during April 2018 by KSV Kofman Inc. in its capacity as Court-appointed receiver and manager (“Receiver”) of certain property of the Company, including¹:

Litigation and Investigative Matters

- Corresponding with Bennett Jones LLP (“Bennett Jones”), legal counsel to the Receiver, including in respect of investigative and litigation matters;
- Corresponding with Grant Thornton Limited (“Trustee”), in its capacity as the Court-appointed trustee of 2223947 Ontario Ltd., a secured creditor of the Company, and its counsel, Aird & Berlis LLP (“A&B”), concerning litigation matters;
- Reviewing and commenting on several drafts of an Amended Statement of Claim and corresponding with Bennett Jones re same;
- Attending a meeting on April 4, 2018 with Bennett Jones regarding the Amended Statement of Claim;
- Reviewing and commenting on motion materials in connection with the settlement of certain litigation (the “Settlement”);
- Preparing a Report to Court in connection with the Settlement (not yet filed);

¹ Certain of the activities described in this invoice were performed for more than one entity in the Textbook/Memory Care Group of Companies. Fees have been allocated to each entity where applicable. These activities include, but are not limited to, the Receiver’s investigation of the financial activities of Company and entities related to it, as well as certain aspects of the strategic process.

- Reviewing and commenting on draft motion materials received from Dentons LLP, counsel to John Davies, in connection with a motion to sell Mr. Davies house (the “House Motion”);
- Attending at Court on April 19, 2018 in connection with the House Motion;
- Reviewing a listing agreement for Mr. Davies’ house;
- Reviewing and commenting on the factum prepared by Bennett Jones regarding Mr. Davies’ appeal of the Mareva injunction;
- Corresponding with the Trustee and A&B regarding litigation issues, including emails on April 11, 12 13, and 18, 2018;
- Reviewing and commenting on a letter dated April 19, 2018 to Michael Cane Consultants, which provided an appraisal of the Company’s project;

Strategic Process

- Corresponding with Colliers International, the listing broker for the Company’s real property located at 2168 and 2170 Ghent Avenue in Burlington (the “Burlington Property”), regarding a sale and development process for the Burlington Property (the “Strategic Process”), including attending calls and emails on April 7, 10, 12, 14, 17, 18, 24, 25, 26, 27 and 30, 2018; and
- Reviewing, commenting and negotiating an offer received on April 10, 2018 for the Burlington Property;

Total fees and disbursements per attached summary	\$ 7,451.50
HST	968.70
Total	\$ <u>8,420.20</u>

KSV Kofman Inc.
1703858 Ontario Inc.

Time Summary

For the period ending April 30, 2018

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	700	4.65	3,255.00
Noah Goldstein	550	7.63	4,196.50
Total Fees			<u>7,451.50</u>



ksv advisory inc.

150 King Street West, Suite 2308

Toronto, Ontario, M5H 1J9

T +1 416 932 6262

F +1 416 932 6266

ksvadvisory.com

INVOICE

1703858 Ontario Inc.
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, ON M5H 1J9

July 31, 2018

Invoice No: 970
HST #: 818808768RT0001

Re: 1703858 Ontario Inc. (the “Company”)

For professional services rendered for the period May 1, 2018 to June 30, 2018 by KSV Kofman Inc. in its capacity as Court-appointed receiver and manager (“Receiver”) of certain property of the Company, including¹:

Litigation and Investigative Matters

- Corresponding with Bennett Jones LLP (“Bennett Jones”), legal counsel to the Receiver, including in respect of investigative and litigation matters;
- Corresponding with Grant Thornton Limited (“Trustee”), in its capacity as the Court-appointed trustee of 2223947 Ontario Ltd., a secured creditor of the Company, and its counsel, Aird & Berlis LLP (“A&B”), concerning litigation matters;
- Reviewing and commenting on motion materials in connection with a settlement among the Trustee, the Receiver, and Dachstein Holdings Inc. (“Dachstein”), Alan Harris and Erika Harris (the “Settlement”);
- Preparing the Receiver’s Eleventh Report to Court dated May 17, 2018 (the “Eleventh Report”) in connection with the Settlement;
- Dealing with Bennett Jones regarding comments received from Mr. Harris regarding the terms of the Settlement;

¹ Certain of the activities described in this invoice were performed for more than one entity in the Textbook/Memory Care Group of Companies. Fees have been allocated to each entity where applicable. These activities include, but are not limited to, the Receiver’s investigation of the financial activities of Company and entities related to it, as well as certain aspects of the strategic process.

- Attending at Court on May 30, 2018 in connection with the motion to approve the Settlement;
- Reviewing updates received from Dentons LLP (“Dentons”), counsel to John Davies, regarding the sale process for Mr. Davies home;
- Reviewing a letter dated May 9, 2018 (the “May 9 Letter”) from Dentons in connection with expenses incurred by Mr. Davies during the Mareva injunction;
- Reviewing and commenting on a letter dated May 16, 2018 (the “May 16 Letter”) prepared by Bennett Jones in response to the May 9 Letter;
- Reviewing a letter dated May 25, 2018 from Dentons responding to the May 16 Letter;
- Reviewing and commenting on an email prepared by Bennett Jones to A&B on May 20, 2018 to provide an update on the status of the litigation;
- Reviewing, commenting and executing a declaration rescinding the dividend payment to Dachstein in connection with the Settlement;
- Corresponding with Bennett Jones regarding potentially adding additional parties to the litigation, including attending a call on June 21, 2018;
- Reviewing a Notice of Sale received from Moskowitz Capital Mortgage Fund II Inc. in connection with John Davies’ home;
- Attending to confidential matters;

Strategic Process

- Corresponding with Colliers International, the listing broker for the Company’s real property located at 2168 and 2170 Ghent Avenue in Burlington (the “Burlington Property”), throughout the period regarding a sale and development process for the Burlington Property (the “Strategic Process”);
- Corresponding with a potential purchaser of the Burlington Property (“Purchaser”), including telephone calls and emails on May 23, 28, 30, 2018 and June 7 and 8, 2018;
- Reviewing, commenting and negotiating an offer received from the Purchaser for the Burlington Property (the “Offer”);
- Corresponding with Bennett Jones regarding the Offer;
- Preparing an email on May 23, 2018 to the Trustee and A&B regarding the Offer;
- Corresponding with Harris Sheaffer LLP, the Purchaser’s former legal counsel, including telephone calls and emails on May 4 and 24, 2018;
- Corresponding with Davies Ward Phillips & Vineberg LLP, counsel to the Purchaser, including emails and telephone calls on June 6, 7, 8, 12, 13 14, 15, 19, 21, 22, 25 and 27, 2018;

- Corresponding with the City of Burlington regarding the Offer, including calls and emails on June 12, 13, 14, 26 and 27, 2018;
- Corresponding with Fernando Fabiani, the architect for the proposed development on the Burlington Property, including calls and emails on June 14 and 15, 2018;
- **Other**
- Corresponding with Marshall Zehr Group Inc., a secured lender to the Company, regarding the Strategic Process and extending the maturity date under its loan facility (the “MZ Facility”);
- Preparing a Report to Court dated May 17, 2018 regarding, inter alia, seeking an order to extend the maturity of the MZ Facility (the “Extension Motion”);
- Reviewing and executing an Extension Agreement dated May 15, 2018 in connection with the MZ Facility;
- Reviewing motion materials prepared by Bennett Jones in connection with the Extension Motion;
- Dealing with Canada Revenue Agency regarding potential harmonized sale tax refunds;
- Convening internal meetings in connection with our mandate; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached summary	\$ 16,791.00
HST	<u>2,182.83</u>
Total	<u>\$ 18,973.83</u>

KSV Kofman Inc.
1703858 Ontario Inc.

Time Summary

For the period May 1, 2018 to June 30, 2018

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	700	7.00	4,900.00
Noah Goldstein	550	21.35	11,742.50
Other Staff and Administration		0.87	148.50
Total Fees			<u>16,791.00</u>



ksv advisory inc.

150 King Street West, Suite 2308

Toronto, Ontario, M5H 1J9

T +1 416 932 6262

F +1 416 932 6266

ksvadvisory.com

INVOICE

1703858 Ontario Inc.
c/o KSV Kofman Inc.
150 King Street West, Suite 2308
Toronto, ON M5H 1J9

August 7, 2018

Invoice No: 1009

HST #: 818808768RT0001

Re: 1703858 Ontario Inc. (the “Company”)

For professional services rendered for the period July 1 to 31, 2018 by KSV Kofman Inc. in its capacity as Court-appointed receiver and manager (“Receiver”) of certain property of the Company, including¹:

Litigation and Investigative Matters

- Corresponding with Bennett Jones LLP (“Bennett Jones”), legal counsel to the Receiver, including in respect of investigative and litigation matters;
- Corresponding with Grant Thornton Limited (“Trustee”), in its capacity as the Court-appointed trustee of 2223947 Ontario Ltd., a secured creditor of the Company, and its counsel, Aird & Berlis LLP (“A&B”), concerning litigation matters;
- Corresponding with Altus Expert Services (“Altus”) regarding appraisals prepared in connection with obtaining financing for the real property purchased by the Company, including attending calls on July 3 and 11, 2018;
- Reviewing and responding to an email dated July 3, 2018 from A&B regarding adding additional parties to the litigation;
- Reviewing and commenting on an engagement letter prepared by Altus;
- Reviewing a letter dated July 10, 2018 from Dentons LLP, counsel to John Davies, regarding, *inter alia*, potential additional assets owned by the receivership companies (the “July 10 Letter”);

¹ Certain of the activities described in this invoice were performed for more than one entity in the Textbook/Memory Care Group of Companies. Fees have been allocated to each entity where applicable. These activities include, but are not limited to, the Receiver’s investigation of the financial activities of Company and entities related to it, as well as certain aspects of the strategic process.

- Reviewing and commenting on a response dated July 13, 2018 prepared by Bennett Jones to the July 10 Letter (the “July 13 Letter”);
- Reviewing an email dated July 16, 2018 from the Trustee regarding confidential matters (the “July 16 Email”);
- Preparing a list of questions regarding the July 16 Email and sending same to the Trustee;
- Attending a call on July 19, 2018 with Bennett Jones, the Trustee and A&B to discuss the July 16 Email;
- Preparing an action plan on July 20, 2018 and sending same to Bennett Jones, the Trustee and A&B;
- Reviewing a letter dated July 25, 2018 from Dentons responding to the July 13 Letter (the “July 25 Letter”)
- Reviewing and commenting on a response dated July 30, 2018 prepared by Bennett Jones to the July 25 Letter;
- Executing on July 26, 2018 the Altus engagement letter;
- Reviewing and commenting on a tolling agreement among, *inter alia*, Tier 1 Transaction Advisory Services, the Receiver and the Trustee;

Strategic Process

- Corresponding with Colliers International, the listing broker for the Company’s real property located at 2168 and 2170 Ghent Avenue in Burlington (the “Burlington Property”), throughout the period regarding a sale and development process for the Burlington Property (the “Strategic Process”);
- Corresponding with the purchaser of the Burlington Property (“Purchaser”) and its legal counsel, Davies Ward Phillips and Vineberg LLP, including emails and calls on July 3, 4, 5, 6, 9, 10, 11, 19, 20, 23, 27, and 30, 2018;
- Reviewing and commenting on an Agreement of Purchase and Sale from the Purchaser for the Burlington Property (the “APS”);
- Executing the APS on July 23, 2018;
- Coordinating the deposit required in connection with the APS;
- Corresponding with Bennett Jones regarding the Offer;
- Emailing the Trustee, A&B and Marshall Zehr Group Inc., a secured lender to the Company, to advise of the execution of the APS;
- Corresponding with the City of Burlington regarding the APS;
- Dealing with Canada Revenue Agency regarding potential harmonized sale tax refunds;

- Convening internal meetings in connection with our mandate; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached summary	\$	7,185.50
HST		<u>934.12</u>
Total	\$	<u><u>8,119.62</u></u>

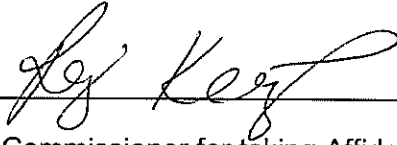
KSV Kofman Inc.
1703858 Ontario Inc.

Time Summary

For the period ending July 31, 2018

Personnel	Rate (\$)	Hours	Amount (\$)
Robert Kofman	700	4.05	2,835.00
Noah Goldstein	550	7.91	4,350.50
Total Fees			<u>7,185.50</u>

THIS IS EXHIBIT "B" REFERRED TO IN THE
AFFIDAVIT OF ROBERT KOFMAN
SWORN BEFORE ME THIS 10th DAY OF SEPTEMBER, 2018

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

A Commissioner for taking Affidavits, etc.

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

1703858 Ontario Inc.

Schedule of Professionals' Time and Rates

For the Period from May 1, 2017 to July 31, 2018

Personnel	Title	Duties	Hours	Billing Rate (\$ per hour)	Amount (\$)
Robert Kofman	Managing Director	Overall responsibility	78.11	695 / 700	54,412.95
Noah Goldstein	Managing Director	All aspects of mandate	158.35	500 / 550	81,763.00
Andrew Edwards	Manager	Investigative Aspects	25.31	425	10,756.75
Other staff and administrative			45.10	100-450	16,751.86
Total fees					<u>163,684.56</u>
Total hours					306.87
Average hourly rate					\$ 533.40

Appendix “D”

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., 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. c. 43, AS AMENDED

FEE AFFIDAVIT

I, **SEAN H. ZWEIG**, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY AS FOLLOWS:**

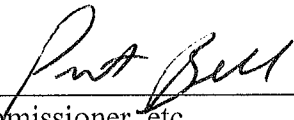
1. I am a partner at Bennett Jones LLP ("**Bennett Jones**") who has had primary carriage of this file, and as such have knowledge of the matters to which I hereinafter depose. Where I do not have personal knowledge of the matters discussed in this Affidavit, I have informed myself by review of the relevant background documents and facts.
2. Bennett Jones is counsel to KSV Kofman Inc., in its capacity as the Court-appointed receiver and manager in this proceeding (the "**Receiver**").

3. Bennett Jones has prepared the following Statements of Account in connection with its role as counsel to the Receiver:

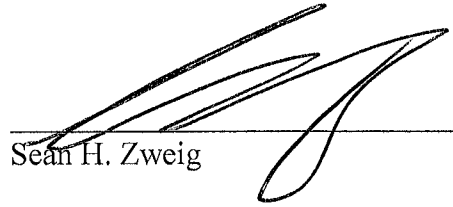
- (a) Account dated May 9, 2017 in the amount of \$7,378.52 (including harmonized sales tax ("**HST**")) in respect of the period from April 14, 2017 to April 30, 2017 (a copy of which is attached as Exhibit "**A**");
- (b) Account dated June 8, 2017 in the amount of \$22,655.36 (including HST) in respect of the period from May 1, 2017 to May 31, 2017 (a copy of which is attached as Exhibit "**B**");
- (c) Account dated July 12, 2017 in the amount of \$28,095.81 (including HST) in respect of the period from June 1, 2017 to June 30, 2017 (a copy of which is attached as Exhibit "**C**"); and
- (d) Account dated August 10, 2017 in the amount of \$17,613.34 (including HST) in respect of the period from July 1, 2017 to July 31, 2017 (a copy of which is attached as Exhibit "**D**");
- (e) Account dated September 12, 2017 in the amount of \$23,605.20 (including HST) in respect of the period from August 1, 2017 to August 31, 2017 (a copy of which is attached as Exhibit "**E**");
- (f) Account dated October 11, 2017 in the amount of \$11,378.54 (including HST) in respect of the period from September 1, 2017 to September 30, 2017 (a copy of which is attached as Exhibit "**F**");
- (g) Account dated November 16, 2017 in the amount of \$800.33 (including HST) in respect of the period from October 1, 2017 to October 31, 2017 (a copy of which is attached as Exhibit "**G**");
- (h) Account dated December 19, 2017 in the amount of \$6,514.65 (including HST) in respect of the period from November 1, 2017 to November 30, 2017 (a copy of which is attached as Exhibit "**H**");
- (i) Account dated December 31, 2017 in the amount of \$5,049.44 (including HST) in respect of the period from December 1, 2017 to December 31, 2017 (a copy of which is attached as Exhibit "**I**");
- (j) Account dated February 8, 2018 in the amount of \$16,889.71 (including HST) in respect of the period from January 1, 2018 to January 31, 2018 (a copy of which is attached as Exhibit "**J**");
- (k) Account dated March 8, 2018 in the amount of \$4,089.61 (including HST) in respect of the period from February 1, 2018 to February 28, 2018 (a copy of which is attached as Exhibit "**K**");

- (l) Account dated April 10, 2018 in the amount of \$7,883.53 (including HST) in respect of the period from March 1, 2018 to March 31, 2018 (a copy of which is attached as Exhibit "L");
 - (m) Account dated July 11, 2018 in the amount of \$15,213.87 (including HST) in respect of the period from April 1, 2018 to April 30, 2018 (a copy of which is attached as Exhibit "M");
 - (n) Account dated July 11, 2018 in the amount of \$12,548.81 (including HST) in respect of the period from May 1, 2018 to May 31, 2018 (a copy of which is attached as Exhibit "N");
 - (o) Account dated July 24, 2018 in the amount of \$13,171.50 (including HST) in respect of the period from June 1, 2018 to June 30, 2018 (a copy of which is attached as Exhibit "O");
 - (p) Account dated August 15, 2018 in the amount of \$12,964.49 (including HST) in respect of the period from July 1, 2018 to July 31, 2018 (a copy of which is attached as Exhibit "P");
4. Attached hereto and marked as Exhibit "Q" is a chart detailing the hourly rates and the time expended by the various professionals at Bennett Jones who have worked on this matter.
5. The total legal fees and disbursements (including HST) billed by Bennett Jones to July 31, 2018 in connection with its role as counsel to the Receiver is \$205,852.71. To the best of my knowledge, the rates charged by Bennett Jones are comparable to the rates charged for the provision of services of a similar nature and complexity by other large legal firms in the Toronto market.
6. This Affidavit is made in support of approval of the fees and disbursements of Bennett Jones as counsel to the Receiver, and for no other or improper purpose.

SWORN before me at the City of Toronto,)
in the Province of Ontario,)
this 7th day of September, 2018)



A Commissioner, etc.

)


Sean H. Zweig

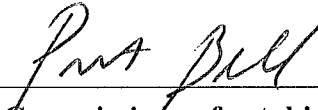
Tab A

THIS IS EXHIBIT "A" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 7th DAY OF SEPTEMBER, 2018

A handwritten signature in black ink, appearing to read "Paul Bell", is written above 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: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: May 9, 2017
Invoice: 1173405

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	6,034.66
Other Charges		52.50
Disbursements		442.50
Total Due before GST/HST	\$	<u>6,529.66</u>
GST/HST	\$	848.86
TOTAL Due in CAD	\$	<u><u>7,378.52</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
14/04/17	S. H. Zweig	Reviewing and commenting on draft Trustee's Report; Emails with B. Kofman regarding same; Reviewing and commenting on draft Order, Notice of Motion and Consent	0.39
15/04/17	S. H. Zweig	Discussion with B. Kofman regarding draft Order; Call with I. Aversa regarding same; Emails regarding hearing date; Reviewing revised draft of Report; Emails with B. Kofman and N. Goldstein	0.19
16/04/17	S. H. Zweig	Drafting Amended and Restated Order; Reviewing N. Goldstein summary of properties	0.36
16/04/17	P. K. Bell	Phone call with S. Zweig regarding receivership issues including provisions of amended and restated receivership order; Reviewing materials regarding same	0.06
17/04/17	P. K. Bell	Reviewing provisions of amended and restated receivership order; Discussing same with S. Zweig	0.03
17/04/17	S. H. Zweig	Finalizing changes to Amended and Restated Order; Emails with KSV regarding same, and revising same; Reviewing ancillary Order; Reviewing revised Orders and Notice of Motion	0.35
17/04/17	S. H. Zweig	Discussion with J. van Gent regarding security opinion for 217 mortgage; Call with N. Goldstein regarding ownership structure and considering same	0.40
18/04/17	S. H. Zweig	Reviewing documents provided by lender in connection with 217 mortgage	0.40
18/04/17	S. H. Zweig	Reviewing and commenting on revised Consent; Reviewing and commenting on draft Second Report; Discussions with N. Goldstein; Reviewing revised draft of Report; Reviewing final motion record served	0.46
18/04/17	L. Neilson	Ordering and obtaining 3 Ontario profile reports and Ontario Personal Property Security Act searches; Ordering Ontario Personal Property Security Act certificates	0.70
18/04/17	S. Mohamad	Pulling PINs and instruments; Preparing security opinions	2.40
19/04/17	S. Mohamad	Revising security opinions	0.54
19/04/17	J. D. van Gent	Reviewing and revising security opinion; Reviewing charge and related mortgage documents; Reviewing title subsearch, and PPSA search results; Reviewing corporate profile report; Office conference with S. Zweig to discuss content of security opinion	0.50
19/04/17	S. H. Zweig	Reviewing correspondence with Trisura; Emails with KSV; Call with I. Aversa; Call with N. Goldstein	0.10
19/04/17	S. H. Zweig	Reviewing revised commitment letter	0.10
20/04/17	P. K. Bell	Research and analysis regarding charges on property and potential application of PPSA; Reviewing and analyzing documents in respect of same; Discussing same with S. Zweig	0.36

Date	Lawyer	Description	Hours
21/04/17	S. H. Zweig	Reviewing and finalizing security opinion	0.50
21/04/17	S. H. Zweig	Call with N. Goldstein; Serving and filing Second Report; Emails with G. Benchetrit regarding same; Reviewing Supplement to Sixth Report of Trustee; Discussions with each of I. Aversa and N. Goldstein regarding same; Reviewing A. Slavens email with proposed revisions to Order; Emails regarding same	0.25
22/04/17	S. H. Zweig	Emails with B. Kofman regarding Tarion requested amendments to Order	0.04
24/04/17	S. H. Zweig	Emails with B. Kofman, A&B and A. Slavens regarding Tarion; Drafting rider for Report; Reviewing and commenting on Report; Call with A. Slavens and I. Aversa; Emails with G. Benchetrit regarding Report; Reviewing revised draft Order and Notice of Motion; Emails in connection with same	0.31
25/04/17	S. H. Zweig	Reviewing letter from Davies, and emails regarding same	0.05
27/04/17	S. H. Zweig	Preparing for receivership motion; Reviewing Jewitt Affidavit; Discussions regarding same; Reviewing J. MacLellan email and considering same; Discussions with KSV and A&B regarding same; Reviewing and commenting on revised drafts of Orders and Notice of Motion; Discussion with A&B regarding same; Reviewing revised drafts of materials	0.44
28/04/17	S. H. Zweig	Attending at receivership motion; Reviewing correspondence with W. Simpson; Emails with B. Kofman; Emails with J. van Gent regarding registration of vesting order; Emails with N. Goldstein regarding two matters	0.64
29/04/17	S. H. Zweig	Reviewing correspondence with Investor Committee; Reviewing project summary from G. Benchetrit	0.07
29/04/17	S. H. Zweig	Reviewing discharge statements, and considering interest issue	0.20
30/04/17	S. H. Zweig	Discussion with J. van Gent regarding section 17 of Mortgages Act; Discussion with M. Vaughn regarding same; Reviewing M. Vaughn research regarding same	0.40
30/04/17	M. P. Vaughan	Researching applicability of s. 17 Mortgage Act interest	2.23
30/04/17	S. H. Zweig	Reviewing correspondence with respect to access to books and records; Considering same and calls with each of P. Bell and N. Goldstein regarding same	0.16
30/04/17	P. K. Bell	Phone call with S. Zweig regarding receivership order provisions; Reviewing and analyzing same	0.06
Total Hours			12.69
Professional Services			\$ 6,034.66

Timekeeper	Hours	Rate
P. K. Bell	0.51	\$ 630.00
J. D. van Gent	0.50	740.00
S. H. Zweig	5.81	680.00
M. P. Vaughan	2.23	230.00
L. Neilson	0.70	230.00
S. Mohamad	2.94	245.00

Other Charges	
Printing Charges	\$ 50.75
Photocopy Charges	1.75
Total Other Charges	<u>\$ 52.50</u>

Disbursements	
Online Government Service Fees	\$ 348.00
Land Titles	94.50
Total Disbursements	<u>442.50</u>

GST/HST \$ 848.86
TOTAL DUE \$ 7,378.52

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

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

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: May 9, 2017
Invoice: 1173405

Remittance Statement

Professional Services	\$	6,034.66
Other Charges		52.50
Disbursements		442.50
Total Due before GST/HST	\$	<u>6,529.66</u>
GST/HST	\$	848.86
TOTAL Due in CAD	\$	<u><u>7,378.52</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: 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, validation code
and expiry date.

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.

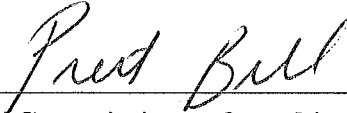
Tab B

THIS IS EXHIBIT "B" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 7th DAY OF SEPTEMBER, 2018

A handwritten signature in cursive script, appearing to read "Fred Bill", is written above 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: 1703858 ONTARIO INC.
Our File Number: 074735.00009Date: June 8, 2017
Invoice: 1176608

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	19,397.35
Other Charges		282.41
Disbursements		316.45
Disbursements Incurred As Your Agent (Non-taxable)		59.64
Total Due before GST/HST	\$	<u>20,055.85</u>
GST/HST	\$	2,599.51
TOTAL Due in CAD	\$	<u><u>22,655.36</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: 119346757

Date	Lawyer	Description	Hours
01/05/17	S. H. Zweig	Discussion with P. Bell regarding Mortgages Act issue; Discussions with N. Goldstein regarding same	0.20
01/05/17	M. P. Vaughan	Researching applicability of s. 17 Mortgage Act interest	1.00
01/05/17	P. K. Bell	Reviewing and analyzing materials and case law on potential applicability of section 17 of the Mortgages Act and related issues; Discussing same with S. Zweig; Phone call with M. Vaughan to discuss research issues	0.90
01/05/17	N. K. McNeilage	Reviewing court order; Telephone conversation with S. Zweig relating to registration of court order; Instructions to A. Terpoy to draft court orders	0.08
01/05/17	J. D. van Gent	Email from S. Zweig forwarding court order and requesting registration of same against title to various properties subject to the court order; Reviewing court order; Office conference and emails to and from N. McNeilage concerning preparation of necessary e-reg. modules to register same	0.10
01/05/17	A. Terpoy-Heinemann	Drafting application to register court order e-Reg form in five various LRO's and corresponding A&D	0.27
01/05/17	S. H. Zweig	Emails regarding accessing books and records; Calls with N. Goldstein; Drafting court materials for motion to amend Order and finalizing/serving same	0.57
02/05/17	S. H. Zweig	Attending at 9:30 to obtain amended Order; Dealing with registering Order on title; Reviewing decision of Justice Myers; Multiple discussions with N. Goldstein; Reviewing letter to J. Davies	0.43
02/05/17	A. Terpoy-Heinemann	Updating e-Reg form and A&D; Circulating for signature	0.10
02/05/17	J. D. van Gent	Reviewing draft e-reg. modules concerning registration of court orders; Facilitating execution and delivery of acknowledgement and direction with respect to electronic registration; Numerous emails to and from A. Terpoy and S. Zweig concerning same	0.03
02/05/17	N. K. McNeilage	Reviewing e-reg court order for registration	0.03
02/05/17	P. K. Bell	Discussing application of Mortgages Act and related issues with S. Zweig and M. Vaughan; Reviewing and analyzing materials regarding same	0.30
02/05/17	M. P. Vaughan	Researching applicability of s. 17 Mortgage Act interest	0.94
02/05/17	S. H. Zweig	Emails with lender counsel regarding mortgage discharges; Discussions with N. Goldstein regarding documentation for MarshallZehr financing; Reviewing M. Vaughn email regarding Mortgages Act issue	0.60
03/05/17	S. H. Zweig	Many discussions regarding new financing with M. Letourneau and Receiver; Considering payout issue, and many discussions regarding same; Discussions regarding discharge of 217 security	0.90
03/05/17	M. P. Vaughan	Researching applicability of s. 17 Mortgage Act interest	0.38

Date	Lawyer	Description	Hours
03/05/17	P. K. Bell	Reviewing correspondence and authorities regarding potential application of Mortgages Act	0.10
03/05/17	A. Terpoy-Heinemann	Attending to the registration of five applications	0.08
03/05/17	J. D. van Gent	Attending to registration of court orders; Emails to and from S. Zweig	0.05
03/05/17	S. H. Zweig	Reviewing letter from CLA claimant; Discussions with Receiver; Emails regarding production ordered, and status thereof	0.08
04/05/17	S. H. Zweig	Reviewing and commenting on draft letter soliciting proposals from realtors; Multiple discussions with N. Goldstein	0.12
04/05/17	J. D. van Gent	Reviewing and providing comment on draft security documents with respect to DIP loan; Office conference with S. Zweig to discuss comments on same	0.60
04/05/17	S. H. Zweig	Reviewing and commenting on financing documents; Discussion with J. van Gent regarding same; Dealing with new financing and discharge of 217 mortgages throughout day	1.20
05/05/17	S. H. Zweig	Emails with B. Kofman regarding loan documents; Reviewing revised drafts of same and finalizing same; Closing financing	1.10
08/05/17	S. H. Zweig	Emails with M. Letourneau; Emails with J. Chang; Dealing with issues related to payout	0.40
08/05/17	J. D. van Gent	Voicemails and emails to and from S. Zweig concerning payout	0.08
09/05/17	N. J. Shaheen	Phone call with S. Zweig regarding potential litigation issue; Drafting email to S. Zweig regarding certificates of pending litigation and freezing orders	0.15
09/05/17	S. H. Zweig	Reviewing discharges and emailing same to new lender	0.20
09/05/17	A. Terpoy-Heinemann	Obtaining PINs for two addresses in Ottawa; Reviewing corresponding PINs and addresses on VuMap	0.10
09/05/17	S. H. Zweig	Multiple calls and emails with N. Goldstein regarding Ottawa property and related issues; Considering options and next steps; Multiple discussions regarding same; Discussions with N. Shaheen regarding same	0.58
10/05/17	A. Terpoy-Heinemann	Obtaining charge instruments	0.03
10/05/17	S. H. Zweig	Further discussion with N. Shaheen; Multiple discussions with N. Goldstein throughout day; Reviewing various information regarding Mr. Davies and related issues; Call with Receiver, Trustee and A&B; Discussions with J. Bell and P. Bell	0.70
10/05/17	P. K. Bell	Meeting with S. Zweig to discuss potential preservation proceedings; Reviewing materials in respect of same; Discussing same with J. Bell	0.15
10/05/17	N. J. Shaheen	Phone calls with S. Zweig regarding potential motion for certificate of pending litigation or freezing order	0.10

Date	Lawyer	Description	Hours
10/05/17	J. G. Bell	Speaking with S. Zweig and P. Bell regarding file and potential next steps	0.05
11/05/17	P. K. Bell	Conference call and discussion with S. Zweig and J. Bell regarding Rideau property and CPL proceedings in relation to same; Reviewing and analyzing materials for same including background reports, statutory provisions and relevant authorities; Phone call with J. Blinick	0.13
11/05/17	J. G. Bell	Speaking with S. Zweig regarding file and next steps; Attending conference call to discuss next steps; Preparing materials for motion for certificate of pending litigation	0.18
11/05/17	T. W. Henderson	Research regarding procedural requirements for certificates of pending litigation; Meeting with P. Bell	0.80
11/05/17	J. Blinick	Discussions and correspondence with J. Bell	0.10
11/05/17	S. H. Zweig	Call with B. Kofman; Call with Court; Drafting letter to Kingsett; Discussion with P. Mantini regarding same; Reviewing B. Kofman comments on same and revising same; Drafting form financing term sheet; Drafting confidentiality agreement; Multiple discussions with Receiver; Dealing with Ottawa property issues	1.02
12/05/17	S. H. Zweig	Reviewing B. Kofman comments on financing term sheet, and revising same; Call with Receiver regarding litigation strategy; Multiple discussions with internal team; Multiple calls and emails with Receiver throughout day; Drafting cover letter for financing term sheet; Emails and calls with Receiver throughout day; Reviewing draft Report	0.80
12/05/17	P. K. Bell	Conference call with KSV and Bennett Jones regarding court materials for CPL and potential Mareva; Reviewing Receiver's Report in respect of Rideau Property; Discussing preparation of Notice of Action and Notices of Motion with J. Bell and J. Blinick; Reviewing and analyzing materials for same	0.55
12/05/17	J. Blinick	Discussions with J. Bell; Conference call with Receiver, S. Zweig, J. Bell and P. Bell; Drafting materials in support of motion for mareva injunction and CPLs	0.43
12/05/17	A. Terpoy-Heinemann	Confirming addresses and PINs on VuMap; Obtaining PINs and block maps and forwarding same to S. Zweig	0.12
12/05/17	J. G. Bell	Preparing for and attending conference call with B. Kofman, S. Zweig and others to discuss strategy and next steps; Reviewing materials regarding same	0.20
12/05/17	L. Neilson	Ordering and obtaining Ontario profile report and summary	0.05
13/05/17	J. G. Bell	Reviewing report; Drafting correspondence regarding same; Speaking with J. Blinick regarding file; Reviewing motion materials; Speaking with S. Zweig and P. Bell regarding file	0.15

Date	Lawyer	Description	Hours
13/05/17	J. Blinick	Reviewing and considering file materials, including KSV's and GT's reports; Email correspondence and discussions with P. Bell, J. Bell and S. Zweig regarding same; Preparing materials for motion for certificates of pending litigation, including notice of motion, factum, order and certificates of pending litigation; Circulating copies of same; Preparing notice of action; Preparing materials for motion for mareva injunction, including notice of motion, factum and order; Internal correspondence regarding same	1.30
13/05/17	P. K. Bell	Reviewing and analyzing materials and reports for Notice of Action, CPL and potential Mareva relief; Revising notice of motion, draft order and factum regarding same; Discussing same with S. Zweig and J. Bell; Correspondence with J. Blinick	0.52
13/05/17	S. H. Zweig	Reviewing B. Kofman comment on confidentiality agreement and revising same; Call with P. Bell; Various emails with Receiver; Call with N. Goldstein; Emails with internal team; Reviewing various information from Receiver; Reviewing and commenting on draft Report; Call with J. Bell and P. Bell; Providing comments on Report; Reviewing draft litigation materials	0.83
14/05/17	S. H. Zweig	Reviewing B. Kofman comments on Report; Emails with B. Kofman regarding same; Reviewing revised draft of Report; Emails with J. Bell	0.25
14/05/17	J. Blinick	Email correspondence regarding matter and path forward	0.07
15/05/17	J. Blinick	Internal email correspondence; Conference call with S. Zweig and J. Bell; Drafting notice of action for claim against Rideau; Researching discrete legal issues relating to issuance of CPLs; Revising materials for motion for CPLs, including notice of motion, factum, draft order and CPLs; Circulating copies of same; Internal correspondence and discussions regarding same; Revising same as per comments; Reviewing and revising third receiver's report; Circulating comments on same; Correspondence and discussions regarding same; Instructing student regarding preparation of book of authorities; Preparing motion record; Generally engaged in file	1.27
15/05/17	A. Terpoy-Heinemann	Confirming address on VuMap and obtaining PIN	0.03
15/05/17	J. G. Bell	Preparing for and attending call with S. Zweig and others to discuss next steps and strategy; Meeting with J. Blinick regarding same; Reviewing and revising notice of action	0.20
15/05/17	S. H. Zweig	Call with internal team regarding CPL materials and next steps; Working on CPL materials and issues throughout day and evening, and multiple emails and discussions in connection with same	0.97
15/05/17	L. Neilson	Ordering and obtaining Ontario and Federal profile reports	0.05
15/05/17	P. K. Bell	Meeting with S. Zweig, J. Bell and J. Blinick regarding Receiver's Report, Notice of Action and CPL materials; Research and analysis regarding same; Reviewing Third Report of the Receiver	0.23

Date	Lawyer	Description	Hours
16/05/17	P. K. Bell	Reviewing Third Report of the Receiver; Discussing same with S. Zweig; Reviewing and revising court materials for CPL including Notice of Action, Notice of Motion, Draft Order and Factum for CPL Motion; Correspondence and discussion with J. Bell and J. Blinick regarding same; Reviewing and analyzing Loan Agreement and relevant covenants	0.73
16/05/17	L. Neilson	Ordering and obtaining 10 Ontario profile reports	0.17
16/05/17	S. H. Zweig	Working on action and CPL motion throughout day, including: Reviewing revised draft of Third Report; Reviewing and commenting on all CPL materials; Discussions regarding same; Multiple discussions with N. Goldstein throughout day; Considering issues related to CPL motion; Emails regarding D&O policy	0.92
16/05/17	J. G. Bell	Reviewing notice of action and motion materials for CPL; Drafting correspondence regarding same; Speaking with J. Blinick regarding file	0.10
16/05/17	J. Blinick	Internal email correspondence and discussions; Reviewing and considering revised versions of report; Reviewing and considering internal comments on court materials; Revising same; Emailing copies of same to B. Kofman and N. Goldstein; Making further revisions to same; Finalizing same; Preparing case information sheet for new matter; Having notice of action issued by court and filed together with case information sheet; Revising factum to address court's requests/instructions; Emailing motion materials to Justice Myers; Generally engaged in file	1.02
17/05/17	J. Blinick	Email correspondence and discussions with real estate clerks regarding registration of CPLs; Reviewing order and endorsement of Justice Myers granting CPLs; Having order issued and entered, and CPLs issued; Reviewing draft A&D; Revising same; Emailing copy of same to B. Kofman and N. Goldstein for execution; Having CPLs registered on title; Email correspondence and discussions regarding same and next steps; Drafting letter to defendant enclosing order and court materials; Having same served on defendant; Internal discussions regarding further service of materials and other discrete issues relating to matter; Addressing discrete issues relating to matter; Generally engaged in file	0.52
17/05/17	A. Terpoy-Heinemann	Reviewing correspondence and instructions in regard to documents to be registered; Drafting e-Reg Applications to register Certificate of Pending Litigation for two properties, together with corresponding A&D; Forwarding same to J. Blinick for execution; Attending to the registration of applications	0.28
17/05/17	A. Terpoy-Heinemann	Searching VuMap and Teraview to confirm civic addresses and PINs; Obtaining PINs and block maps for various addresses and forwarding to S. Zweig	0.23
17/05/17	A. Terpoy-Heinemann	Dealing with parcel registers and corresponding documents; Forwarding same to S. Zweig	0.05

Date	Lawyer	Description	Hours
17/05/17	S. H. Zweig	Reviewing Order and Endorsement on CPL motion; Discussions with Receiver regarding same and dealing with next steps; Emails and discussions regarding further Fourth Report and related issues; Discussion with D. Ullmann; Reviewing additional investor materials; Emails regarding next steps at Rideau	0.38
18/05/17	S. H. Zweig	Multiple discussions with N. Goldstein; Reviewing summary of payments made by Davies Developers and considering same	0.23
18/05/17	L. Neilson	Ordering and obtaining 2 comprehensive nuans searches on Textbook and Memory Care	0.05
18/05/17	A. Terpoy-Heinemann	Obtaining additional PIN and block map	0.03
18/05/17	J. Blinick	Email correspondence regarding service of order and other materials on Rideau at Concord address	0.02
19/05/17	S. Bernamoff	Meeting with S. Zweig	0.05
19/05/17	S. H. Zweig	Discussions with N. Goldstein; Reviewing summary of distributions made to certain parties; Considering same and meeting with student in connection with same	0.37
21/05/17	S. H. Zweig	Emails with Receiver regarding distributions made by debtors	0.07
21/05/17	S. Bernamoff	Reviewing Motion Record and loan agreements	0.33
22/05/17	S. Bernamoff	Reviewing loan agreements and preparing chart of specific information; Emailing S. Zweig	0.92
22/05/17	S. H. Zweig	Emails with B. Kofman; Various emails with S. Bernamoff; Reviewing preliminary analysis, considering same and discussions regarding same	0.22
23/05/17	L. Neilson	Ordering and obtaining Ontario profile report	0.05
23/05/17	S. Bernamoff	Reviewing loan agreements and creating chart of exclusionary clauses; Adding footnotes to the chart of defined terms from the loan agreement; Received emails from S. Zweig with edits to chart; Implementing chart edits; Discussing w/ S. Zweig additional loan agreements to be reviewed; E-mailing w/ S. Zweig about new loan agreements; Reviewing new agreements for distribution limitation/exclusion clauses; Corresponding with S. Zweig	0.98
23/05/17	J. Blinick	Addressing discrete issues relating to service of order and motion materials on Rideau; Email correspondence with S. Zweig and J. Bell regarding pending report to support Mareva injunction	0.05
23/05/17	S. H. Zweig	Reviewing and commenting on S. Bernamoff analysis and discussion regarding same; Multiple discussions with N. Goldstein; Reviewing ancillary SMI documents; Discussions with S. Bernamoff	0.65
24/05/17	S. H. Zweig	Reviewing analysis of agreements prepared by S. Bernamoff; Reviewing email from H&H; Discussions with N. Goldstein	0.28
24/05/17	S. Bernamoff	Preparing for S. Zweig additional chart with distribution exclusion/limitation clauses from Closing Books	1.20

Date	Lawyer	Description	Hours
24/05/17	A. Terpoy-Heinemann	Checking status of registration of applications to register certificate of pending litigation	0.02
25/05/17	A. Terpoy-Heinemann	Obtaining PIN and forwarding same to S. Zweig	0.03
25/05/17	J. G. Bell	Drafting correspondence	0.02
25/05/17	S. H. Zweig	Call with KSV and G. Benchetrit; Instructing clerk regarding land title search; Discussion with J. van Gent regarding results; Discussions with N. Goldstein	0.17
26/05/17	S. H. Zweig	Multiple discussions with N. Goldstein and S. Bernamoff regarding permitted payments; Reviewing additional documents; Many emails and calls with N. Goldstein regarding Report and related matters; Reviewing draft letter; Discussion with J. Bell regarding same, and follow-up discussion with N. Goldstein; Reviewing D&O policies	0.50
26/05/17	L. Neilson	Ordering and obtaining 2 Ontario profile reports and 1 business names list	0.08
26/05/17	S. Bernamoff	Emailing with S. Zweig about further review of Closing Book Agreements; Reviewing Closing Book agreements for certain financial information	0.17
26/05/17	J. Blinick	Email correspondence with real estate clerk regarding LRO's confirmation of registration of CPLs on title	0.02
26/05/17	J. G. Bell	Speaking with S. Zweig regarding file	0.02
26/05/17	A. Terpoy-Heinemann	Obtaining documents to confirm registrations of certificates of pending litigation; Forwarding same to J. Blinick	0.03
27/05/17	S. H. Zweig	Reviewing correspondence between Receiver and J. Davies; Emails with B. Kofman	0.05
29/05/17	J. G. Bell	Reviewing correspondence; Speaking with S. Zweig regarding file	0.02
29/05/17	A. Terpoy-Heinemann	Reviewing internal email correspondence from J. Blinick and L. Stacey regarding the removal of certificates of pending litigation from title	0.02
29/05/17	J. Blinick	Reviewing and considering insurance policies; Email correspondence and discussions with S. Zweig regarding same; Email correspondence regarding deletion of CPLs and discontinuance of action; Email correspondence with real estate clerks regarding same	0.20
29/05/17	S. Bernamoff	Updating Closing Book charts with new agreements received; Corresponding with S. Zweig	0.55
29/05/17	S. H. Zweig	Reviewing J. Blinick analysis regarding D&O insurance; Emails regarding same; Multiple discussions with N. Goldstein throughout day; Reviewing additional ancillary SMI documents; Discussion with internal team regarding Rideau developments; Reviewing updated analysis of ancillary documents from S. Bernamoff	0.47
30/05/17	S. H. Zweig	Multiple discussions with N. Goldstein; Emails regarding Rideau developments and next steps	0.17

Date	Lawyer	Description	Hours
30/05/17	J. Blinick	Email correspondence to and from L. Stacey regarding deletion of CPLs from title to Rideau property; Email correspondence with S. Zweig and J. Bell regarding same and next steps	0.05
31/05/17	J. Blinick	Email correspondence and discussions with S. Zweig and J. Bell; Reviewing and considering KSV's fourth report; Further discussions with J. Bell regarding same	0.20
31/05/17	S. H. Zweig	Calls and emails with N. Goldstein regarding Fourth Report; Reviewing and commenting on draft Fourth Report; Discussion with J. Bell regarding same	0.63
31/05/17	L. Neilson	Ordering and obtaining 4 Ontario profile reports	0.10
31/05/17	A. Terpoy-Heinemann	Verifying address and obtaining PIN; Forwarding same to S. Zweig	0.03
31/05/17	J. G. Bell	Reviewing Receiver's draft fourth report; Drafting correspondence regarding same	0.07
Total Hours			36.47
Professional Services			\$ 19,397.35

Timekeeper	Hours	Rate
J. G. Bell	1.01	\$ 660.00
P. K. Bell	3.61	630.00
J. D. van Gent	0.86	740.00
S. H. Zweig	16.06	680.00
N. J. Shaheen	0.25	570.00
J. Blinick	5.25	500.00
T. W. Henderson	0.80	230.00
M. P. Vaughan	2.32	230.00
S. Bernamoff	4.20	220.00
N. K. McNeilage	0.11	340.00
L. Neilson	0.55	230.00
A. Terpoy-Heinemann	1.45	225.00

Other Charges	
Printing Charges	\$ 247.79
Library Computer Search	15.25
Photocopy Charges	19.37
Total Other Charges	\$ 282.41

Disbursements	
Courthouse Charges	\$ 73.34
Online Government Service Fees	53.00
Land Titles	148.60
Process Servers	41.51
Total Disbursements	316.45

Disbursements Incurred As Your Agent (Non-Taxable)

Bank Service Charges	\$	35.00
TeraView Filing Fee		24.64
Total Disbursements Incurred As Your Agent	\$	<u>59.64</u>
	GST/HST	\$ 2,599.51
	TOTAL DUE	\$ <u><u>22,655.36</u></u>

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

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

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: June 8, 2017
Invoice: 1176608

Remittance Statement

Professional Services	\$	19,397.35
Other Charges		282.41
Disbursements		316.45
Disbursements Incurred As Your Agent (Non-taxable)		59.64
Total Due before GST/HST	\$	<u>20,055.85</u>
GST/HST	\$	2,599.51
TOTAL Due in CAD	\$	<u><u>22,655.36</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, validation code
and expiry date.

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

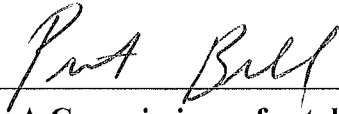
Tab C

THIS IS EXHIBIT "C" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 7th DAY OF SEPTEMBER, 2018

A handwritten signature in cursive script, appearing to read "Paul Bell", is written above 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: 1703858 ONTARIO INC.
Our File Number: 074735.00009Date: July 12, 2017
Invoice: 1180630

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. 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
01/06/17	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; Researching legal issues in respect of Mareva injunction elements including potential requirement for undertaking for damages, and elements of relevant causes of action	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

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

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

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

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. Terpoy-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; Reviewing and commenting on draft Arizona engagement letter	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 for 1321805 Ontario Inc.; Emailing same to J. Blinick and sending preliminary searches for Traditions Development Inc. and Daschtein Holdings Inc.; Obtaining Ontario Profile reports for Dachstein Holdings Inc. and The Traditions Development Company Ltd.; 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

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

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

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

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	\$	<u><u>28,095.81</u></u>

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

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

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: July 12, 2017
Invoice: 1180630

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><u>28,095.81</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.
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by writing our offices in Calgary, Edmonton, Toronto or Ottawa.

GST/HST Number: 119346757

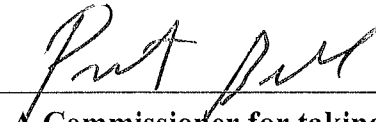
Tab D

THIS IS EXHIBIT "D" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 7th DAY OF SEPTEMBER, 2018

A handwritten signature in cursive script, appearing to read "Paul Paul", is written above 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: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: August 10, 2017
Invoice: 1184993

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	14,763.10
Other Charges		659.77
Disbursements		142.36
Disbursements Incurred As Your Agent (Non-taxable)		24.63
Total Due before GST/HST	\$	<u>15,589.86</u>
GST/HST	\$	2,023.48
TOTAL Due in CAD	\$	<u><u>17,613.34</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: 119346757

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	Drafting [REDACTED]; Discussion with J. Bell regarding same; Reviewing B. Kofman comments on Report; Reviewing and commenting on N. Goldstein turn of Report; Emails with B. Kofman and to Dentons regarding [REDACTED]	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

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 for RS Consulting Group Inc. and Bosenstein Consulting Services Inc.	0.10
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
05/07/17	L. Stacey	Emails to and from J. Blinick; Review signed acknowledgment and directon 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	Research for P. Bell on duty of care regarding fraud	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; Drafting master statement of claim for action against all parties; Generally engaged in file	0.82
05/07/17	J. Blinick	Internal correspondence regarding deletion of CPLs and discontinuance of action	0.03
06/07/17	S. Mosonyi	Research on duty of care question; Summarizing relevant cases and communicating findings to P. Bell	1.82
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

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; Drafting master statement of claim for action against all parties; 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	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	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	S. H. Zweig	Emails with B. Kofman and M. Beeforth regarding [REDACTED]; Call with N. Goldstein regarding Arizona property; Reviewing and commenting on revised 6th Report	0.22
07/07/17	E. Fimio	Performing analytics; Database management; Email exchange with J. Bell and J. Blinick	0.33
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	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

Date	Lawyer	Description	Hours
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	E. Fimio	Correspondence with J. Blinick; Facilitating remote access to Eclipse; Meeting with J. Blinick	0.13
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	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
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	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
12/07/17	K. Crocker	Preparing a Book of Authorities and updating factum citations for J. Blinick	0.55

Date	Lawyer	Description	Hours
12/07/17	E. Fimio	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	S. H. Zweig	Reviewing [REDACTED], 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	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
12/07/17	P. K. Bell	Reviewing factum for expanded Mareva; Correspondence regarding same	0.15
13/07/17	J. L. White	Attending to various database tasks;	0.13
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. 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	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
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

Date	Lawyer	Description	Hours
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
16/07/17	S. H. Zweig	Emails with counsel for lien claimant	0.20
17/07/17	S. H. Zweig	Reviewing lien claimant's documents	0.30
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	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. 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	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	L. Neilson	Ordering and obtaining Ontario profile report, business names list and British Columbia profile report	0.07
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

Date	Lawyer	Description	Hours
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; Researching personal information relating to G. Harris to obtain address and date of birth; 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
18/07/17	J. Biener	Email from J. Blinick regarding subsearch for 95 Loch Erne Lane, Nobleton; Vumap search and Teraview subsearch regarding Parcel Register; Email to J. Blinick regarding subsearch results; Email from J. Blinick regarding registered owner's date of birth; Teraview subsearch regarding Transfer; Email to J. Blinick regarding registered owner's date of birth and percentage of ownership	0.08
19/07/17	S. H. Zweig	Call with counsel for lien claimants	0.30
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
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
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
20/07/17	E. Fimio	Preparing documents for delivery to client for review	0.12
21/07/17	E. Fimio	Correspondence with J. Bell and S. Zweig; Preparation of documents for KSV	0.07

Date	Lawyer	Description	Hours
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	S. H. Zweig	Meeting with Receiver and J. Bell regarding litigation strategy; Reviewing bank account information from TD; Discussions regarding litigation timetable; Emails regarding D&O policies; Multiple discussions regarding potential sale of Davies' home; Reviewing appraisal	0.28
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	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
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
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
26/07/17	J. G. Bell	Reviewing and revising memorandum setting out potential causes of action against the defendants and a proposed strategy going forward; Drafting correspondence regarding same	0.08

Date	Lawyer	Description	Hours
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	Email correspondence and discussions regarding additional potential defendants; 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	J. Blinick	Email correspondence with S. Zweig; Having targeted searches performed in database for documents relating to [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
31/07/17	E. Fimio	Correspondence with J. Blinick; Database administration	0.12
Total Hours			29.11
Professional Services			\$ 14,763.10

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	8.58	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
L. Neilson	0.24	230.00
E. Fimio	0.95	180.00
L. Stacey	0.08	400.00

Timekeeper	Hours	Rate
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	\$	<u>659.77</u>

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		<u>142.36</u>

Disbursements Incurred As Your Agent (Non-Taxable)

TeraView Filing Fee	\$	24.63
Total Disbursements Incurred As Your Agent	\$	<u>24.63</u>

GST/HST \$ 2,023.48
TOTAL DUE \$ 17,613.34

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

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

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: August 10, 2017
Invoice: 1184993

Remittance Statement

Professional Services	\$	14,763.10
Other Charges		659.77
Disbursements		142.36
Disbursements Incurred As Your Agent (Non-taxable)		24.63
Total Due before GST/HST	\$	<u>15,589.86</u>
GST/HST	\$	2,023.48
TOTAL Due in CAD	\$	<u><u>17,613.34</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: 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.

GST/HST Number: 119346757

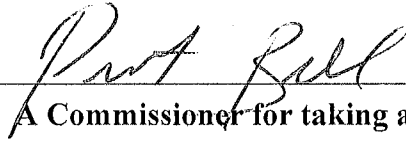
Tab E

THIS IS EXHIBIT "E" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 7th DAY OF SEPTEMBER, 2018



Prot Bell

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: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: September 12, 2017
Invoice: 1188757

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	20,252.40
Other Charges		255.36
Disbursements		378.56
Disbursements Incurred As Your Agent (Non-taxable)		3.66
Total Due before GST/HST	\$	<u>20,889.98</u>
GST/HST	\$	2,715.22
TOTAL Due in CAD	\$	<u><u>23,605.20</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
01/08/17	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 [REDACTED]	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; Emails with J. Bell regarding D&O insurance; Reviewing notices of examination; Reviewing correspondence with M. Cane; Reviewing draft letter to G. Harris; Emails regarding adding defendants; 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; Reviewing and commenting on letter to LSUC; Working on Report and related matters; Call with KSV and J. Bell; Calls with N. Goldstein; Reviewing documents received from M. Cane	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; Drafting complaint letter to Law Society regarding conduct of G. Harris and A. Harris; Emailing copy of same to J. Bell and S. Zweig; 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; Reviewing and revising complaint to LSUC regarding Harris; 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. [REDACTED]	0.90
09/08/17	S. H. Zweig	Attending examinations; Reviewing revised letter to LSUC; Call with A&B and GT to update on examinations; Reviewing KSV comments on letter to LSUC; Emails with I. Aversa	0.73
09/08/17	J. Blinick	Email correspondence and discussions with J. Bell regarding upcoming examination; Revising complaint letter to LSUC; Circulating copy of same internally; Email correspondence to and from M. Beeforth	0.20
10/08/17	S. H. Zweig	Emails with B. Kofman	0.02
11/08/17	S. H. Zweig	Reviewing revised letter to LSUC	0.02
11/08/17	J. Blinick	Revising letter to LSUC regarding G. Harris and A. Harris; Organizing appendices to be included with letter; 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; Emails regarding letter to LSUC; Reviewing interrogatories from defendants; Considering same and discussing same; Reviewing I. Aversa comments on LSUC letter	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 setting out comments on reporting letter to LSUC; Revising same accordingly; 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

Date	Lawyer	Description	Hours
15/08/17	J. Blinick	Email correspondence to and from J. Bell and S. Zweig; Revising reporting letter to LSUC; Emailing copy of same to S. Zweig and J. Bell; 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; Reviewing and revising LSUC letter; Drafting correspondence regarding same; Reviewing and revising factum for mareva motion; Drafting correspondence regarding same	0.28
15/08/17	S. H. Zweig	Various emails regarding LSUC letter; Reviewing revised draft; 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; Revising letter to LSUC; Revising letter to G. Harris; 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	Reviewing and revising letter to LSUC; Drafting correspondence regarding same; Reviewing and revising factum for the Mareva injunction; Reviewing and revising letter to G. Harris; Reviewing and revising answers to written questions from Davies; Reviewing and revising form of order; Speaking with J. Blinick regarding same	0.27

Date	Lawyer	Description	Hours
17/08/17	S. H. Zweig	Reviewing B. Kofman comments on LSUC letter and dealing with other changes to letter; Discussions with A&B regarding letter to Harris & Harris and dealing with other changes; Reviewing revised LSUC letter; 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	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; Reviewing statement of defense and crossclaim in Varcon matter and discussion with N. Goldstein regarding same	0.40
18/08/17	S. H. Zweig	Reviewing and revising draft form APS	0.40
18/08/17	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
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; Reviewing and revising correspondence to Harris & Harris LLP; Reviewing and revising correspondence to LSUC; 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; Reviewing documents and correspondence from Cane; Emails regarding [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; Emails regarding Harris + Harris response; 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; Internal discussions regarding [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	F. Abele	Receiving instructions for new agreement of purchase and sale forms from S. Zweig; Preparing new APS forms	0.08
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	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	Reviewing letter from LSUC; 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; Drafting correspondence regarding Harris & Harris LLP	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; Reviewing and considering correspondence from LSUC regarding filed complaint; Internal correspondence regarding same and path forward	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; Conference call with [REDACTED] regarding potential claim and [REDACTED]; Researching [REDACTED] and related issues; Email correspondence and discussions with J. Bell and S. Zweig regarding same; Conference call with J. Bell and C. Viney regarding same	0.47
24/08/17	J. G. Bell	Preparing for and attending call with [REDACTED]; Drafting correspondence regarding same; Speaking with C. Viney regarding [REDACTED]; Researching issues related to same; Meeting with J. Blinick and S. Zweig to discuss next steps; Reviewing and revising amended claim;	0.38
24/08/17	C. Viney	Conference call with J. Bell and J. Blinick regarding [REDACTED]	0.07
24/08/17	S. H. Zweig	Reviewing GT motion record; Call with [REDACTED]; Discussion with J. Bell and J. Blinick regarding same; Discussions with KSV regarding same; Various emails and discussions regarding sale of Davies' home and potential emergency motion; Emails regarding [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; Reviewing Cane correspondence; Reviewing revised statement of claim; Reviewing letter from I. Aversa to W. Simpson; Reviewing draft email regarding [REDACTED] and emails regarding same; 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; Drafting correspondence to Harris & Harris LLP; 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; Reviewing correspondence from LSUC regarding complaint against G. and A. Harris; Drafting report on [REDACTED]; [REDACTED]; Emailing copy of same to S. Zweig and J. Bell; 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; Reviewing C. Viney comments on insurance matters; Emails in connection with same	0.10
27/08/17	C. Viney	Reviewing [REDACTED] and draft of preliminary comments to clients; Correspondence to J. Blinick regarding same	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; Email correspondence to and from C. Viney regarding insurance coverage related issues; Email correspondence to and from S. Zweig and J. Bell regarding same	0.12
28/08/17	J. Blinick	Email correspondence and discussions with S. Zweig, J. Bell and C. Viney; Revising report setting out analysis on [REDACTED] issues; 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; Email correspondence to and from B. Kofman regarding insurance related issues; Generally engaged in file	0.28
28/08/17	C. Viney	Discussions with Mr. Blinick regarding interpretation of applicable policy provisions and availability of limits	0.11
28/08/17	S. H. Zweig	Various emails and discussions regarding [REDACTED], and working on same; Emails regarding [REDACTED]; Emails regarding Davies consent; Call with B. Kofman regarding [REDACTED]	0.28
28/08/17	J. G. Bell	Drafting correspondence regarding [REDACTED]; [REDACTED]; Reviewing materials and drafting oral argument for the hearing on August 30; Drafting correspondence regarding same	0.22

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

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			33.74
Professional Services			\$ 20,252.40

Timekeeper	Hours	Rate
J. G. Bell	7.27	\$ 660.00
J. D. van Gent	1.50	740.00
S. H. Zweig	10.98	680.00
J. Blinick	13.13	500.00
F. Abele	0.08	460.00
C. Viney	0.41	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	99.73
Colour Photocopy Charges - Large	4.00
Library Computer Search	24.00
Fax Charges	1.67
Photocopy Charges	99.97
Total Other Charges	\$ 255.36

Disbursements	
Courier Charges	\$ 6.47
Food and Beverage	11.25
Professional Services	217.83
Land Titles	7.82
Court Reporters	67.60

Process Servers

Total Disbursements 67.59
378.56

Disbursements Incurred As Your Agent (Non-Taxable)

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

GST/HST \$ 2,715.22

TOTAL DUE \$ 23,605.20

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

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

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: September 12, 2017
Invoice: 1188757

Remittance Statement

Professional Services	\$	20,252.40
Other Charges		255.36
Disbursements		378.56
Disbursements Incurred As Your Agent (Non-taxable)		3.66
Total Due before GST/HST	\$	<u>20,889.98</u>
GST/HST	\$	2,715.22
TOTAL Due in CAD	\$	<u><u>23,605.20</u></u>

Remit by Wire Transfer to:

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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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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

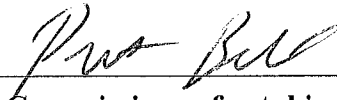
Tab F

THIS IS EXHIBIT "F" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 7th DAY OF SEPTEMBER, 2018

A handwritten signature in black ink, appearing to read "Pro Bell", is written above a horizontal line.

A Commissioner for taking affidavits, etc.



Bennett Jones

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

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

Attention: BOBBY KOFMAN
MANAGING DIRECTOR AND PRESIDENT

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: October 11, 2017
Invoice: 1192537

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	9,886.25
Other Charges		126.49
Disbursements		53.56
Disbursements Incurred As Your Agent (Non-taxable)		3.62
Total Due before GST/HST	\$	<u>10,069.92</u>
GST/HST	\$	1,308.62
TOTAL Due in CAD	\$	<u><u>11,378.54</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: 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	J. G. Bell	Drafting correspondence to [REDACTED]; Meeting with [REDACTED]; Drafting correspondence regarding same	0.19
06/09/17	E. Fimio	Meeting with J. Blinick regarding bill of costs; Working on same	0.25
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; Email correspondence to C. Viney regarding insurance-related issues; Reviewing document database for emails to and from ██████████; Reviewing other relevant emails and documents in database, including net worth statements for G. Harris, W. Thompson, J. Davies and Davies Family Trust; 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 ██████████; Reviewing and revising correspondence to J. Davies' counsel; Drafting correspondence regarding same	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; Email correspondence with C. Viney	0.04
09/09/17	S. H. Zweig	Reviewing B. Kofman and N. Goldstein comments on letter to Dentons; Emails regarding ██████████	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; Email correspondence with C. Viney	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; Reviewing and considering memorandum prepared by GT regarding assets of potential additional defendants; 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	C. Viney	Conference call with Mr. Blinick and Mr. Zweig regarding insurance matter	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; Reviewing GT asset review; 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; Call regarding ██████████ matters; 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; Speaking with J. Blinick regarding the availability of insurance proceeds	0.10



Date	Lawyer	Description	Hours
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
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	L. Stacey	Emails to and from J. Blinick regarding obtaining mortgages to Moskowitz Capital; Follow up emails regarding further searches	0.05
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	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 [REDACTED]; 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; Drafting litigation budget and cover note for potential claim against [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



Date	Lawyer	Description	Hours
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; Reviewing letter from ██████████; 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; Reviewing and commenting on draft litigation budget; Drafting letter to Moskowitz	0.47
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	P. K. Bell	Reviewing Davies' notice of motion for leave to appeal	0.04
13/09/17	J. G. Bell	Reviewing and revising litigation budget to be shared with Grant Thornton and Aird & Berlis; Drafting correspondence regarding same	0.05
14/09/17	J. G. Bell	Preparing for and attending conference call regarding letter from ██████████; Drafting correspondence regarding same	0.10
14/09/17	J. Blinick	Email correspondence with S. Zweig and J. Bell; Reviewing Receiver's reports and other file materials with a view to responding to letter from ██████████; Email correspondence with S. Zweig regarding same; 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
14/09/17	S. H. Zweig	Reviewing B. Kofman comments on ██████████ letter; Reviewing J. Blinick comments regarding same; Reviewing various video links relating to Tier 1; Call with KSV regarding letter from ██████████ and proposed response; Emails regarding costs submission and letter to Moskowitz; Call with N. Goldstein; Call with M. Beeforth	0.40
15/09/17	S. H. Zweig	Reviewing final costs submission and emails regarding same; Call with B. Kofman; Reviewing marketing update	0.09
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
18/09/17	J. Blinick	Email correspondence with S. Zweig and J. Bell; Drafting response to ██████████; Circulating copy of same internally; Revising same as per comments; Circulating copy of same to KSV; Revising same as per comments; Delivering copy of same to ██████████; Reviewing B. Kofman's comments on litigation budget; Revising same; Circulating copy of same internally together with cover note	0.44



Date	Lawyer	Description	Hours
18/09/17	S. H. Zweig	Various emails with B. Kofman; Calls with N. Goldstein; Reviewing and commenting on draft letter to [REDACTED]; Discussions regarding same; Reviewing B. Kofman comments on litigation budget; Reviewing B. Kofman comments to letter; Emails regarding bid deadlines; Emails with A&B and Chaitons regarding next steps in litigation	0.29
18/09/17	J. G. Bell	Reviewing and revising letter to [REDACTED]; Drafting correspondence regarding same	0.05
19/09/17	S. H. Zweig	Emails with Chaitons regarding litigation matters; Reviewing letter from [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
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
20/09/17	S. H. Zweig	Emails with GT and A&B regarding Rideau offers and next steps	0.05
20/09/17	J. D. van Gent	Emails to and from S. Zweig concerning transfer of development charge credits	0.10
20/09/17	J. G. Bell	Drafting correspondence regarding domesticating Mareva order in Arizona; Reviewing correspondence from [REDACTED]	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	J. D. van Gent	Numerous emails to and from S. Zweig concerning questions with respect to development charge credits; Numerous office conferences with A. Jeanrie to discuss same; Numerous telephone calls with N. Goldstein to discuss same	1.00
21/09/17	S. H. Zweig	Various emails regarding development charges; Call with N. Goldstein regarding same	0.40
21/09/17	A. L. Jeanrie	Discussion with J. Van Gent regarding development charges; Review Brampton DC By-law; Correspondence to/from N. Goldstein	0.60
21/09/17	L. Neilson	Ordering and obtaining Ontario Personal Property Security Act search	0.05
22/09/17	S. H. Zweig	Emails and further call with N. Goldstein regarding development charges; Reviewing and commenting on proposed letter to City	0.50
22/09/17	J. D. van Gent	Conference call with N. Goldstein and A. Jeanrie to discuss questions concerning development charges and strategy to notify the City of Burlington with respect to the receivership; Emails to and from A. Jeanrie and S. Zweig concerning proposed language for notification	0.30
22/09/17	A. L. Jeanrie	Conference call with N. Goldstein and J. Van Gent; Telephone call with N. Goldstein; Correspondence to municipality regarding property application	0.60
25/09/17	A. L. Jeanrie	Correspondence to/from N. Goldstein; Correspondence in from S. Zweig	0.20



Date	Lawyer	Description	Hours
25/09/17	J. D. van Gent	Email from S. Zweig with comments on proposed email to the City of Burlington concerning receivership; Emails to and from N. Goldstein and A. Jeanrie concerning same.	0.10
25/09/17	S. H. Zweig	Reviewing revised draft letter regarding development charges	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
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
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
26/09/17	S. H. Zweig	Reviewing revised letter regarding development charges; Reviewing letter as sent	0.20
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. Nakelsly, and discussions with KSV and internal team regarding same	0.17
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. 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
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
29/09/17	A. Terpoy-Heinemann	Checking status of registered document; Obtaining certified document and updated PIN; Forwarding same to J. Blinick	0.04



Date	Lawyer	Description	Hours
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			17.61
Professional Services			\$ 9,886.25

Timekeeper	Hours	Rate
J. G. Bell	1.56	\$ 660.00
P. K. Bell	0.04	630.00
J. D. van Gent	1.59	740.00
S. H. Zweig	5.49	680.00
A. L. Jeanrie	1.40	680.00
J. Blinick	4.79	500.00
C. Viney	0.09	480.00
L. Neilson	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
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 \$ 1,308.62
TOTAL DUE \$ 11,378.54



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

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

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: October 11, 2017
Invoice: 1192537

Remittance Statement

Professional Services	\$	9,886.25
Other Charges		126.49
Disbursements		53.56
Disbursements Incurred As Your Agent (Non-taxable)		3.62
Total Due before GST/HST	\$	<u>10,069.92</u>
GST/HST	\$	1,308.62
TOTAL Due in CAD	\$	<u><u>11,378.54</u></u>

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SWIFT Code: ROYCCAT2

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ABA: 021000021, SWIFT Code: CHASUS33

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

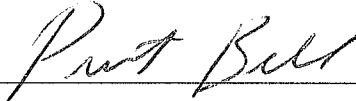
Tab G

THIS IS EXHIBIT "G" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 7th DAY OF SEPTEMBER, 2018

A handwritten signature in cursive script, appearing to read "Paul Bell", is written above a horizontal line.

A Commissioner for taking affidavits, etc.



Bennett Jones

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

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

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

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: November 16, 2017
Invoice: 1197197

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	12,263.80
Adjustment for April 17, 2017 to September 30, 2017		<u>(11,905.42)</u>
Total Professional Services	\$	358.38
Other Charges		223.81
Disbursements		113.43
Disbursements Incurred As Your Agent (Non-taxable)		14.28
Total Due before GST/HST	\$	<u>709.90</u>
GST/HST	\$	90.43
TOTAL Due in CAD	\$	<u><u>800.33</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: 119346757

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 against ██████████; Drafting same; Email correspondence to and from G. Benchetrit; Generally engaged in file	0.26
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
03/10/17	J. D. van Gent	Emails to and from N. Goldstein and S. Zweig regarding agreement of purchase and sale from ██████████	0.10
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
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. G. Bell	Drafting correspondence regarding costs award; Reviewing correspondence regarding Davies' claim	0.03
04/10/17	J. Blinick	Email correspondence with KSV, S. Zweig and J. Bell; Drafting claim to add ██████████; 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	J. D. van Gent	Office conference with S. Zweig to discuss revisions to agreement of purchase and sale; Numerous emails to and from B. Kofman and N. Goldstein concerning comments on same; Reviewing submitted agreement of purchase and sale; Revising same; Email to B. Kofman and N. Goldstein forwarding revised agreement of purchase and sale; Telephone call with N. Goldstein to discuss comments on same; Completing further revisions to same; Email to N. Goldstein forwarding further revised agreement of purchase and sale	1.00



Date	Lawyer	Description	Hours
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. D. van Gent	Email from B. Kofman requesting further revisions to draft offer to purchase; Revising same; Email to B. Kofman and N. Goldstein forwarding execution copy of offer to purchase	0.20
06/10/17	J. G. Bell	Meeting with J. Blinick to discuss revised claim; Drafting correspondence regarding same; Researching issue related to insurance coverage regarding same	0.03
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
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 to add [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; Phone call to C. Viney regarding same and insurance related issues	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	Email correspondence to and from S. Zweig and C. Viney	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; Emailing copy of same to C. Viney for review and comment; 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



Date	Lawyer	Description	Hours
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
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	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
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
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	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



Date	Lawyer	Description	Hours
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
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 lien 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	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	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	C. Viney	Reviewing draft Statement of Claim	0.40
22/10/17	J. Blinick	Email correspondence to and from internal team members; Phone call with C. Viney regarding Harris claim; Email correspondence with S. Zweig and J. Bell regarding same	0.16
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 [REDACTED]	0.23



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. 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
23/10/17	J. Blinick	Email correspondence with S. Zweig, J. Bell and KSV; Revising statement of claim to incorporate comments from C. Viney; 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
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
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	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
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	S. H. Zweig	Emails regarding costs award; Multiple discussions regarding 445 Princess issues; Discussions with N. Goldstein	0.13
25/10/17	S. H. Zweig	Reviewing offer received	0.20
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; Email correspondence to and from C. Viney regarding amended claim	0.06
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	C. Viney	Reviewing and commenting upon draft Statement of Claim; Correspondence with Mr. Blinick regarding same	0.26
26/10/17	Document Processor	Document preparation word processing. Request # 132110	0.09



Date	Lawyer	Description	Hours
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
26/10/17	J. Blinick	Email correspondence to and from C. Viney; Reviewing and considering comments on statement of claim; Revising same as per comments; Circulating copy of same internally; Internal correspondence regarding discrete issues relating to same; Emailing copy of same to KSV for review and comment; 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	0.66
26/10/17	D. A. Fenton	Revising factum and book of authorities in preparation for filing;	0.18
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 [REDACTED]	0.05
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
27/10/17	J. D. van Gent	Email from N. Goldstein with instructions to generate new agreement of purchase and sale reflecting business terms with [REDACTED]; Telephone call with N. Goldstein to discuss same	0.20
27/10/17	S. H. Zweig	Emails regarding proposed sale terms	0.20



Date	Lawyer	Description	Hours
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
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
28/10/17	S. H. Zweig	Emails and call with J. Bell and J. Blinick regarding 445 Princess	0.09
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
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
30/10/17	J. D. van Gent	Reviewing email from N. Goldstein with instructions for new agreement of purchase and sale with [REDACTED]; Drafting same; Email to N. Goldstein forwarding same	1.20
30/10/17	S. H. Zweig	Reviewing revised APS	0.20
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
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

Total Hours	22.43
Professional Services	\$ 12,263.80

Adjustment for April 17, 2017 to September 30, 2017	(11,905.42)
Total Professional Services	<u>\$ 358.38</u>

Timekeeper	Hours	Rate
J. G. Bell	1.46	\$ 660.00
P. K. Bell	0.47	630.00
J. D. van Gent	2.78	740.00
S. H. Zweig	6.15	680.00
J. Blinick	7.37	500.00
C. Viney	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	114.24
Photocopy Charges	103.57
Total Other Charges	<u>\$ 223.81</u>

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/HST	\$ 90.43
TOTAL DUE	<u>\$ 800.33</u>



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

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

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: November 16, 2017
Invoice: 1197197

Remittance Statement

Professional Services	\$	12,263.80
Adjustment for April 17, 2017 to September 30, 2017		<u>(11,905.42)</u>
Total Professional Services		\$358.38
Other Charges		223.81
Disbursements		113.43
Disbursements Incurred As Your Agent (Non-taxable)		14.28
Total Due before GST/HST	\$	<u>709.90</u>
GST/HST	\$	90.43
TOTAL Due in CAD	\$	<u><u>800.33</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

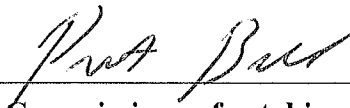
Please include the invoice number on the wire.
Email notification may be sent to: bennettjoneseft@bennettjones.com

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.

Tab H

**THIS IS EXHIBIT "H" REFERRED TO IN THE
AFFIDAVIT OF SEAN H. ZWEIG
SWORN
THE 7th DAY OF SEPTEMBER, 2018**

A handwritten signature in cursive script, appearing to read "Paul Bell", is written above a horizontal line.

A Commissioner for taking affidavits, etc.



Bennett Jones

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

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

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

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: December 19, 2017
Invoice: 1202820

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	5,552.00
Other Charges		42.36
Disbursements		166.28
Disbursements Incurred As Your Agent (Non-taxable)		5.13
Total Due before GST/HST	\$	<u>5,765.77</u>
GST/HST	\$	748.88
TOTAL Due in CAD	\$	<u><u>6,514.65</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



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
02/11/17	S. H. Zweig	Reviewing executed APS	0.30
02/11/17	J. D. van Gent	Email from N. Goldstein forwarding executed agreement of purchase and sale; Email to N. Goldstein requesting confirmation of Purchaser's solicitor and status of payment of deposit	0.20
02/11/17	M. C. A. Loughry	Reviewing agreement of purchase and sale and drafting critical dates list	0.50
03/11/17	J. D. van Gent	Emails to and from M. Loughry and N. Goldstein to confirm receipt of deposit and to request coordinates for the Purchaser's counsel	0.20
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	S. H. Zweig	Emails regarding purchaser information	0.20
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



Date	Lawyer	Description	Hours
07/11/17	S. H. Zweig	Reviewing correspondence with purchaser; Discussion with N. Goldstein regarding same	0.30
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
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. D. van Gent	Emails to and from S. Zweig concerning possible termination of agreement of purchase and sale as a result of development restrictions; Emails to and from N. Goldstein concerning return of deposit	0.10
08/11/17	S. H. Zweig	Emails with J. van Gent regarding deposit; Reviewing study from planner	0.40
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 against Harris	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	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
09/11/17	J. G. Bell	Reviewing and revising amended statement of claim against [REDACTED]; Drafting correspondence regarding same	0.06



Date	Lawyer	Description	Hours
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
13/11/17	S. H. Zweig	Emails with A&B regarding 445; Reviewing J. Bell email regarding Davies	0.04
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
14/11/17	S. H. Zweig	Reviewing correspondence	0.04
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
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



Date	Lawyer	Description	Hours
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
22/11/17	J. D. van Gent	Emails to and from N. Goldstein concerning the status of the agreement of purchase and sale, and to obtain instructions to continue to hold the deposit	0.10
22/11/17	S. H. Zweig	Emails regarding status of transaction	0.20
24/11/17	J. D. van Gent	Email from S. Zweig forwarding executed agreement of purchase and sale; Numerous emails to and from J. Cooper, M. Loughry and S. Zweig concerning error in Schedule "C" to the agreement of purchase and sale; Facilitating execution and delivery of due diligence authorization	0.30
24/11/17	M. C. A. Loughry	Multiple emails with S. Zweig and J. van Gent regarding email from purchaser's counsel, the due diligence authorization and issue with PINs; Reviewing purchase agreement and pulling PIN to resolve discrepancy with PINs; Revising critical dates list and circulating same to purchaser's counsel	0.90
24/11/17	S. H. Zweig	Reviewing J. Cooper email and authorization form; Emails regarding same and coordinating execution; Reviewing critical dates list	0.40
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 [REDACTED]	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. G. Bell	Reviewing and revising statement of claim against [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

Date	Lawyer	Description	Hours
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 to [REDACTED] enclosing same; Circulating copies of same internally; Further revising same as per comments; Emailing copies of same to KSV; Generally engaged in file	0.17
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 [REDACTED] 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 [REDACTED]; Reviewing B. Kofman comments on statement of claim and discussing same; Reviewing and commenting on revised recovery analysis	0.19
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
29/11/17	M. C. A. Loughry	Reviewing critical dates list and diarizing dates	0.10
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
Total Hours			9.35
Professional Services			\$ 5,552.00

Timekeeper	Hours	Rate
J. G. Bell	0.67	\$ 660.00
J. D. van Gent	0.90	740.00
S. H. Zweig	4.41	680.00
J. Blinick	1.87	500.00
M. C. A. Loughry	1.50	340.00

Other Charges	
Printing Charges	\$ 42.36
Total Other Charges	\$ 42.36



Disbursements	
Courier Charges	\$ 52.51
Land Titles	84.06
Process Servers	29.71
Total Disbursements	<u>166.28</u>

Disbursements Incurred As Your Agent (Non-Taxable)	
Soundpath Legal Conferencing	\$ 5.13
Total Disbursements Incurred As Your Agent	<u>\$ 5.13</u>
GST/HST	\$ 748.88
TOTAL DUE	<u><u>\$ 6,514.65</u></u>



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

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

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: December 19, 2017
Invoice: 1202820

Remittance Statement

Professional Services	\$	5,552.00
Other Charges		42.36
Disbursements		166.28
Disbursements Incurred As Your Agent (Non-taxable)		5.13
Total Due before GST/HST	\$	<u>5,765.77</u>
GST/HST	\$	748.88
TOTAL Due in CAD	\$	<u><u>6,514.65</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: 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.

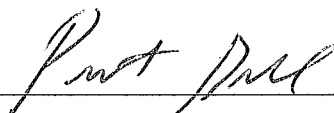
Tab I

THIS IS EXHIBIT "I" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 7th DAY OF SEPTEMBER, 2018

A handwritten signature in black ink, appearing to read "Paul", is written above a horizontal line.

A Commissioner for taking affidavits, etc.



Bennett Jones

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

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

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

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: December 31, 2017
Invoice: 1206138

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	4,384.60
Other Charges		36.95
Disbursements		16.01
Disbursements Incurred As Your Agent (Non-taxable)		35.00
Total Due before GST/HST	\$	<u>4,472.56</u>
GST/HST	\$	576.88
TOTAL Due in CAD	\$	<u><u>5,049.44</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: 119346757



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 [REDACTED]; 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 [REDACTED]; 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	J. Blinick	Internal discussions and correspondence regarding matter and discrete issues relating to same; Finalizing amended claim and cover letter and having copies of same delivered to [REDACTED]; Email correspondence to and from B. Kofman regarding affidavit of J. Davies disclosing assets/liabilities and next steps	0.09
04/12/17	J. D. van Gent	Emails to and from M. Loughry and J. Cooper concerning status of waiver; Emails from B. Kofman concerning same	0.20
04/12/17	M. C. A. Loughry	Emailing J. Cooper regarding expiry of conditional period; Meeting with J. van Gent; Emailing N. Goldstein regarding conditional period	0.40
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
05/12/17	M. C. A. Loughry	Pulling construction liens registered on title for S. Zweig and circulating in an email to S. Zweig and P. Bell	0.40
05/12/17	S. H. Zweig	Emails regarding Burlington bid; High level review of lien claims	0.40
05/12/17	P. K. Bell	Phone call with counsel for lien claimants in respect of lien claims; Reviewing materials regarding same	0.20
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



Date	Lawyer	Description	Hours
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
08/12/17	J. Blinick	Reviewing and considering settlement offer from A. Harris and related correspondence	0.03
10/12/17	M. C. A. Loughry	Reviewing correspondence regarding the return of the deposit; Emailing S. Zanchetta with instructions for the return of the deposit on Monday	0.10
11/12/17	M. C. A. Loughry	Arranging for return of the deposit; Phone call with V. Cotic; Phone call with Y. Bohbot regarding wire instructions for [REDACTED]; Various emails regarding return of deposit and wire instructions	0.30
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
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	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
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; Reviewing correspondence regarding [REDACTED]; Drafting correspondence regarding costs submissions to the Divisional Court	0.06
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; Discussions regarding [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	M. C. A. Loughry	Phone call with A. Zampino and authorizing the wire to [REDACTED] for the return of the deposit; Circulating wire confirmation to N. Goldstein and [REDACTED] representative	0.20



Date	Lawyer	Description	Hours
13/12/17	J. G. Bell	Drafting correspondence regarding Harris settlement; Drafting correspondence regarding [REDACTED]	0.06
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
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
14/12/17	J. Blinick	Internal call regarding matter and discrete issues relating to same; Reviewing insurance policies and corresponding internally regarding same; 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; Speaking with [REDACTED]; Drafting correspondence regarding same; Speaking with S. Zweig and J. Blinick regarding file; Speaking with counsel for [REDACTED]	0.23
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 [REDACTED]; Call with D. Franklin; Call with A&B; Emails with KSV regarding same; Emails regarding costs submission for leave to appeal motion	0.40
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 [REDACTED]	0.17
15/12/17	M. C. A. Loughry	Retrieving and sending to S. Zweig the requested PPSA search for 1703858 Ontario Inc.	0.10
15/12/17	J. G. Bell	Speaking with counsel for [REDACTED]; Drafting correspondence regarding costs on Divisional Court; Reviewing correspondence related to claim against [REDACTED]	0.04



Date	Lawyer	Description	Hours
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
16/12/17	P. K. Bell	Correspondence with S. Zweig regarding construction lien claim materials	0.10
16/12/17	J. G. Bell	Drafting correspondence regarding next steps in pursuing claims against [REDACTED]; Reviewing correspondence regarding same; Drafting correspondence regarding [REDACTED]	0.04
16/12/17	S. H. Zweig	Reviewing correspondence regarding [REDACTED]; Emails with N. Goldstein regarding FSCO meeting	0.06
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
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
18/12/17	S. H. Zweig	Call with lien counsel	0.10
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
19/12/17	S. H. Zweig	Reviewing statement of claim from lien claimant	0.20
19/12/17	J. G. Bell	Drafting correspondence regarding Davies' living expenses; Drafting correspondence regarding next steps re. A. Harris	0.03
19/12/17	S. H. Zweig	Attending Davies' motion; Emails with internal team and A&B	0.10
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

Date	Lawyer	Description	Hours
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 regarding Harris update	0.03
27/12/17	J. G. Bell	Drafting correspondence regarding claim against [REDACTED]	0.01
28/12/17	S. H. Zweig	Reviewing D. Goldband email regarding Landmark Capital	0.01
Total Hours			7.59
Professional Services			\$ 4,384.60

Timekeeper	Hours	Rate
J. G. Bell	0.76	\$ 660.00
P. K. Bell	0.30	630.00
J. D. van Gent	0.20	740.00
S. H. Zweig	3.45	680.00
J. Blinick	1.38	500.00
M. C. A. Loughry	1.50	340.00

Other Charges	
Printing Charges	\$ 36.95
Total Other Charges	\$ 36.95

Disbursements	
Courier Charges	\$ 2.01
Land Titles	14.00
Total Disbursements	16.01

Disbursements Incurred As Your Agent (Non-Taxable)	
Bank Service Charges	\$ 35.00
Total Disbursements Incurred As Your Agent	\$ 35.00

GST/HST \$ 576.88

TOTAL DUE \$ 5,049.44



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

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

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: December 31, 2017
Invoice: 1206138

Remittance Statement

Professional Services	\$	4,384.60
Other Charges		36.95
Disbursements		16.01
Disbursements Incurred As Your Agent (Non-taxable)		35.00
Total Due before GST/HST	\$	<u>4,472.56</u>
GST/HST	\$	576.88
TOTAL Due in CAD	\$	<u><u>5,049.44</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: bennettjoneseft@bennettjones.com

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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.

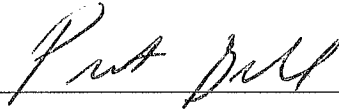
Tab J

THIS IS EXHIBIT "J" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 7th DAY OF SEPTEMBER, 2018

A handwritten signature in black ink, appearing to read "Paul Bell", is written above a horizontal line.

A Commissioner for taking affidavits, etc.



Bennett Jones

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

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

Attention: BOBBY KOFMAN
MANAGING DIRECTOR AND PRESIDENT

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: February 8, 2018
Invoice: 1210389

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	14,428.50
Other Charges		511.92
Disbursements		2.01
Disbursements Incurred As Your Agent (Non-taxable)		4.76
Total Due before GST/HST	\$	<u>14,947.19</u>
GST/HST	\$	1,942.52
TOTAL Due in CAD	\$	<u><u>16,889.71</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: 119346757



Date	Lawyer	Description	Hours
02/01/18	P. K. Bell	Reviewing and analyzing construction lien claimants' statements of claim and construction documents, in respect of claims from Varcon and Limen; Correspondence with S. Zweig regarding mortgage information; Researching and reviewing applicable statutory provisions	1.30
02/01/18	S. H. Zweig	Emails with P. Bell regarding lien claim	0.10
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; Speaking with counsel for [REDACTED]; Speaking with counsel for [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
04/01/18	J. D. van Gent	Telephone call with A. Reichman to discuss current use of property and preliminary questions arising from initial review of form of purchase agreement	0.10
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



Date	Lawyer	Description	Hours
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
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 [REDACTED]; 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 [REDACTED]	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 [REDACTED]; 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 [REDACTED]; Email correspondence to and from B. Kofman regarding same; Revising and finalizing letter; Delivering copy of same to [REDACTED]; 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. D. van Gent	Reviewing letter of intent; Office conference with S. Zweig to discuss questions and comments on same	0.50
11/01/18	J. G. Bell	Reviewing correspondence; Speaking with counsel for [REDACTED]; Drafting correspondence regarding same	0.06
12/01/18	J. G. Bell	Reviewing and revising settlement documents	0.03



Date	Lawyer	Description	Hours
12/01/18	P. K. Bell	Meeting with M. Bennett regarding subcontractor lien claimant research issues; Reviewing materials in respect of same	0.20
12/01/18	S. H. Zweig	Discussion with P. Bell regarding lien matter	0.30
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. G. Bell	Reviewing settlement agreements; Drafting correspondence regarding consideration issue	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
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	J. G. Bell	Reviewing correspondence regarding Harris settlement	0.02
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
15/01/18	H. M. A. Bennett	Research for P. Bell on construction liens	3.40
16/01/18	H. M. A. Bennett	Research for P. Bell regarding construction liens	3.60
16/01/18	P. K. Bell	Meeting with M. Bennett regarding construction lien claims by contractor and subcontractor and related issues; Reviewing and analyzing Construction Lien Act provisions in respect of same	0.40
17/01/18	P. K. Bell	Correspondence with M. Bennett regarding construction lien research issues	0.10
17/01/18	H. M. A. Bennett	Research for P. Bell on construction liens; Drafting a memo for P. Bell on construction liens	4.20
18/01/18	H. M. A. Bennett	Drafting a memo for P. Bell on construction liens	4.70
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	Discussion with P. Bell regarding lien claims	0.10
19/01/18	S. H. Zweig	Reviewing leave to appeal decision; Considering same and multiple discussions regarding same; Emails with J. Bell regarding [REDACTED]	0.10
20/01/18	J. Blinick	Email correspondence with J. Bell and S. Zweig	0.02



Date	Lawyer	Description	Hours
20/01/18	J. G. Bell	Drafting correspondence regarding leave to appeal being granted by the Divisional Court; Drafting correspondence regarding action against [REDACTED]	0.03
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	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
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
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	M. C. A. Loughry	Meeting with J. van Gent discussing term sheet and required changes to form of purchase agreement; Revising form of purchase agreement to incorporate terms in term sheet from the proposed buyer; Discussing draft with J. van Gent and revising accordingly	2.70
26/01/18	S. H. Zweig	Reviewing term sheet for purchase of Burlington property; Emails with P. Bell regarding lien claim	0.20
26/01/18	J. D. van Gent	Email from S. Zweig with instructions to prepare a revised form of purchase agreement; Reviewing offer sheet; Office conference with M. Loughry to provide instructions for drafting form of purchase agreement; Beginning to review and provide comments on same	0.50
26/01/18	P. K. Bell	Conducting research and analysis into construction lien claim issues including priority dispute with mortgagees, and amounts of requisite statutory holdbacks under the Construction Lien Act; Reviewing and analyzing case law regarding same	1.10
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



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; Drafting [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 [REDACTED]; Reviewing J. Bell comments	0.15
29/01/18	S. H. Zweig	Reviewing draft APS	0.50
29/01/18	J. D. van Gent	Office conference with A. Jeanrie to discuss treatment of development charges in draft purchase agreement; Revising purchase agreement to reflect same; Email to B. Kofman and N. Goldstein forwarding same	0.50
29/01/18	P. K. Bell	Reviewing and analyzing loan agreements; Internal correspondence	0.30
29/01/18	J. G. Bell	Reviewing correspondence from J. Davies' counsel; Drafting correspondence regarding same; Reviewing and revising statement of claim against [REDACTED]; Drafting correspondence regarding same	0.09
29/01/18	J. Blinick	Drafting amended claim adding [REDACTED] as parties; 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
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	J. G. Bell	Drafting correspondence to counsel for [REDACTED]; Reviewing correspondence from same; Drafting correspondence regarding revised statement of claim; Speaking with S. Zweig and J. Blinick regarding same	0.06
30/01/18	H. M. A. Bennett	Reviewing email to client for P. Bell regarding construction liens	0.30
30/01/18	S. H. Zweig	Reviewing N. Goldstein email regarding Burlington recommendation; Reviewing P. Bell lien analysis	0.20



Date	Lawyer	Description	Hours
30/01/18	P. K. Bell	Reviewing and analyzing construction lien claims and priority with mortgagee under the Construction Lien Act; Researching and analyzing statutory provisions and case law regarding same; Correspondence with N. Goldstein; Drafting summary analysis and correspondence to S. Zweig regarding same	1.60
30/01/18	S. H. Zweig	Emails with B. Kofman regarding amended claim; Emails regarding [REDACTED]; Call with J. Bell and J. Blinick; Reviewing and commenting on revised statement of claim	0.10
31/01/18	S. H. Zweig	Emails with Trustee regarding proposed sale; Preparing for and attending call with counsel for Varcon; Emails regarding APS; Reviewing P. Bell email to V. Scalisi	0.70
31/01/18	J. D. van Gent	Email from N. Goldstein forwarding comments on draft purchase agreement; Telephone call with N. Goldstein to discuss same; Revising same; Email to N. Goldstein forwarding an execution copy of the purchase agreement	0.30
31/01/18	P. K. Bell	Phone call with V. Scalisi, counsel for Varcon construction lien claimant in respect of construction lien claim; Reviewing and analyzing materials in respect of same; Correspondence with V. Scalisi	0.60
31/01/18	S. H. Zweig	Reviewing article in Globe regarding FSCO decision	0.02
Total Hours			33.04
Professional Services			\$ 14,428.50

Timekeeper	Hours	Rate
J. G. Bell	0.77	\$ 675.00
P. K. Bell	5.60	675.00
J. D. van Gent	1.98	755.00
S. H. Zweig	3.81	695.00
J. Blinick	1.98	555.00
M. C. A. Loughry	2.70	370.00
H. M. A. Bennett	16.20	240.00

Other Charges	
Printing Charges	\$ 68.67
Library Computer Search	432.25
Photocopy Charges	11.00
Total Other Charges	\$ 511.92

Disbursements	
Courier Charges	\$ 2.01
Total Disbursements	2.01



February 8, 2018

Page 8

Client: 074735.00009

Invoice No.: 1210389

Disbursements Incurred As Your Agent (Non-Taxable)

Soundpath Legal Conferencing

	\$	4.76
Total Disbursements Incurred As Your Agent	\$	<u>4.76</u>

GST/HST \$ 1,942.52

TOTAL DUE \$ 16,889.71



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

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

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: February 8, 2018
Invoice: 1210389

Remittance Statement

Professional Services	\$	14,428.50
Other Charges		511.92
Disbursements		2.01
Disbursements Incurred As Your Agent (Non-taxable)		4.76
Total Due before GST/HST	\$	<u>14,947.19</u>
GST/HST	\$	1,942.52
TOTAL Due in CAD	\$	<u><u>16,889.71</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: bennettjonesft@bennettjones.com

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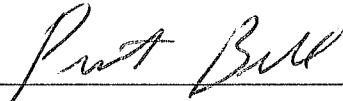
Tab K

THIS IS EXHIBIT "K" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 7th DAY OF SEPTEMBER, 2018

A handwritten signature in cursive script, appearing to read "Prast Bull", is written above a horizontal line.

A Commissioner for taking affidavits, etc.



Bennett Jones

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

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

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

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: March 8, 2018
Invoice: 1213661

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	3,603.25
Other Charges		7.31
Disbursements		8.57
Total Due before GST/HST	\$	<u>3,619.13</u>
GST/HST	\$	470.48
TOTAL Due in CAD	\$	<u><u>4,089.61</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: 119346757



Date	Lawyer	Description	Hours
01/02/18	J. D. van Gent	Email from N. Goldstein forwarding correspondence to the purchaser forwarding execution copy of the purchase agreement	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	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. G. Bell	Speaking with counsel for ██████ regarding potential next steps; 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	Drafting correspondence regarding potential settlement; Preparing for and attending call with B. Kofman and others to discuss potential settlements with various defendants; Speaking with counsel for ██████ regarding potential settlement	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 adding ██████; 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	P. K. Bell	Correspondence regarding construction lien claims	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	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

Date	Lawyer	Description	Hours
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
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. Kofman 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	J. G. Bell	Drafting correspondence regarding [REDACTED]; Drafting correspondence to Davies' counsel	0.04
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
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	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



Date	Lawyer	Description	Hours
15/02/18	S. H. Zweig	Reviewing email from M. Beeforth; Call with J. Bell regarding settlement; Call with J. Nemers regarding same	0.07
16/02/18	S. H. Zweig	Emails with B. Kofman 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
16/02/18	J. G. Bell	Drafting correspondence to [REDACTED]; Reviewing correspondence regarding same	0.03
17/02/18	P. K. Bell	Correspondence with counsel for lien claimant	0.10
17/02/18	S. H. Zweig	Emails with P. Bell regarding lien claim	0.10
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 [REDACTED]	0.10
20/02/18	J. Blinick	Internal correspondence regarding matter and discrete issues relating to same; Reviewing correspondence to and from B. Kofman	0.03
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	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
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; Drafting correspondence to B. Kofman regarding potential investigation into [REDACTED]; Reviewing and revising amended statement of claim	0.13
22/02/18	J. G. Bell	Drafting correspondence regarding the Arizona property	0.01
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
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



Date	Lawyer	Description	Hours
23/02/18	S. H. Zweig	Reviewing proposed purchaser comments on APS, and emails regarding same	0.30
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
23/02/18	J. D. van Gent	Emails to and from S. Zweig concerning comments from purchaser's counsel on draft offer to purchase	0.10
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	Emails with V. Scalisi regarding lien claim	0.10
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
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; Reviewing and considering settlement proposal delivered by [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; Call with KSV J. Davies proposal and next steps in litigation; Call with N. Goldstein regarding litigation matters; Dealing with litigation budget; 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; Conference call with KSV and BJ regarding same, including [REDACTED] and path forward; Reviewing and revising litigation budget; Internal correspondence regarding same; Further revising same; Circulating copy of same	0.16
27/02/18	S. H. Zweig	Reviewing correspondence regarding APS	0.10

Date	Lawyer	Description	Hours
27/02/18	J. G. Bell	Reviewing correspondence from B. Kofman regarding [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	5.55
Professional Services	\$ 3,603.25

Timekeeper	Hours	Rate
J. G. Bell	0.78	\$ 675.00
P. K. Bell	0.20	675.00
J. D. van Gent	0.20	755.00
S. H. Zweig	2.61	695.00
J. Blinick	1.76	555.00

Other Charges	
Printing Charges	\$ 5.60
Fax Charges	1.71
Total Other Charges	\$ 7.31

Disbursements	
Process Servers	\$ 8.57
Total Disbursements	\$ 8.57

GST/HST	\$ 470.48
TOTAL DUE	\$ 4,089.61

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

Attention: BOBBY KOFMAN
MANAGING DIRECTOR AND PRESIDENT

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: March 8, 2018
Invoice: 1213661

Remittance Statement

Professional Services	\$	3,603.25
Other Charges		7.31
Disbursements		8.57
Total Due before GST/HST	\$	<u>3,619.13</u>
GST/HST	\$	470.48
TOTAL Due in CAD	\$	<u><u>4,089.61</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

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

GST/HST Number: 119346757

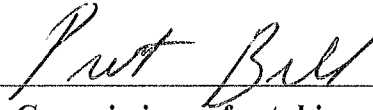
Tab L

THIS IS EXHIBIT "L" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 7th DAY OF SEPTEMBER, 2018

A handwritten signature in cursive script, appearing to read "Peter Bell", is written above a horizontal line.

A Commissioner for taking affidavits, etc.



Bennett Jones

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

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

Attention: BOBBY KOFMAN
MANAGING DIRECTOR AND PRESIDENT

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: April 10, 2018
Invoice: 1217345

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	6,954.80
Other Charges		17.14
Disbursements		3.64
Disbursements Incurred As Your Agent (Non-taxable)		1.13
Total Due before GST/HST	\$	<u>6,976.71</u>
GST/HST	\$	906.82
TOTAL Due in CAD	\$	<u><u>7,883.53</u></u>

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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	S. H. Zweig	Discussions with each of KSV and internal team regarding litigation budget and working on same; Reviewing Orders granted over Ross Park	0.09
01/03/18	J. G. Bell	Drafting correspondence regarding upcoming steps in litigation; Speaking with [REDACTED]	0.04
02/03/18	S. H. Zweig	Further discussion with KSV regarding litigation budget and working on same; Reviewing draft Report	0.10
02/03/18	J. Blinick	Ongoing correspondence and discussions with S. Zweig; Making revisions to litigation budget as per correspondence and discussions; 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; Making further revisions to budget; 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; Further dealing with budget and considering litigation options	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' 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	S. H. Zweig	Reviewing update email to GT and A&B	0.10
06/03/18	S. H. Zweig	Attending meeting with A&B and Chaitons regarding litigation	0.14
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



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 [REDACTED]	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
10/03/18	S. H. Zweig	Emails with lien claimant	0.20
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	S. H. Zweig	Discussing status of potential purchaser diligence with N. Goldstein	0.10
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
12/03/18	J. G. Bell	Reviewing draft receivership materials; Drafting correspondence regarding same	0.04

Date	Lawyer	Description	Hours
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
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	P. K. Bell	Phone call with V. Scalisi, counsel to lien claimant, regarding statutory holdback issues; Correspondence with P. Hancock, counsel to lien claimant, in respect of related issues; Discussing same with S. Zweig	0.70
14/03/18	S. H. Zweig	Discussion with P. Bell regarding lien claim; Call with lien claimant and P. Bell; Emails with counsel for other lien claimant	0.70
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; Speaking with [REDACTED]; Drafting correspondence regarding same; Reviewing reports; Revising second amended statement of defence [REDACTED]; Drafting correspondence regarding same	0.30
15/03/18	J. G. Bell	Reviewing and revising second amended statement of claim; Drafting correspondence regarding same [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 [REDACTED]; Email correspondence to M. Beeforth regarding Div. Ct. appeal; Meeting with articling student to provide instructions regarding legal research into discrete issues relating to insurance coverage; Generally engaged in matter	0.31
16/03/18	M. Z. R. Mir	Researching [REDACTED] for J. Blinick	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



Date	Lawyer	Description	Hours
17/03/18	S. H. Zweig	Further emails with B. Kofman regarding McMurray receivership	0.03
18/03/18	M. Z. R. Mir	Researching [REDACTED] [REDACTED] for J. Blinick	1.10
18/03/18	J. Blinick	Email correspondence with S. Zweig; Reviewing and considering documents in database relating to [REDACTED]	0.19
19/03/18	J. Blinick	Email correspondence to and from S. Zweig regarding results of document review pertaining to [REDACTED]; 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; Reviewing and considering student research on insurance-related issues; Email correspondence with S. Zweig and J. Bell regarding same; Making further revisions to claim; Emailing copy of same to J. Bell; 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; Reviewing memo regarding [REDACTED] and discussion regarding same; Emails to KSV	0.23
19/03/18	M. Z. R. Mir	Researching and writing memorandum on [REDACTED] [REDACTED] for J. Blinick	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. G. Bell	Drafting correspondence regarding amended claim; Drafting correspondence regarding next steps	0.03
20/03/18	J. Blinick	Email correspondence with J. Bell and S. Zweig regarding matter and discrete issues relating to same	0.03
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	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



Date	Lawyer	Description	Hours
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
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
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
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
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
25/03/18	S. H. Zweig	Further emails with KSV regarding Moskowitz mortgage and sale of house	0.03
25/03/18	J. Blinick	Reviewing email correspondence to and from B. Kofman	0.01
26/03/18	J. Blinick	Reviewing correspondence to and from I. Aversa	0.01
26/03/18	S. H. Zweig	Call with I. Aversa; Emails with N. Goldstein regarding [REDACTED]	0.04
26/03/18	J. G. Bell	Speaking with [REDACTED]; Drafting correspondence regarding same	0.04
27/03/18	J. G. Bell	Speaking with counsel for J. Davies regarding the sale of the house; Drafting correspondence regarding same	0.04
27/03/18	S. H. Zweig	Reviewing vmail from M. Beeforth	0.01
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
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	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



Date	Lawyer	Description	Hours
28/03/18	P. K. Bell	Reviewing appeal materials of John Davies; Internal correspondence	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
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
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
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	13.08
Professional Services	\$ 6,954.80

Timekeeper	Hours	Rate
J. G. Bell	1.16	\$ 675.00
P. K. Bell	0.73	675.00
S. H. Zweig	3.74	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. Fimio	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)

Soundpath Legal Conferencing	\$ 1.13
Total Disbursements Incurred As Your Agent	<u>\$ 1.13</u>

GST/HST \$ 906.82

TOTAL DUE \$ 7,883.53

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

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

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: April 10, 2018
Invoice: 1217345

Remittance Statement

Professional Services	\$	6,954.80
Other Charges		17.14
Disbursements		3.64
Disbursements Incurred As Your Agent (Non-taxable)		1.13
Total Due before GST/HST	\$	<u>6,976.71</u>
GST/HST	\$	906.82
TOTAL Due in CAD	\$	<u><u>7,883.53</u></u>

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GST/HST Number: 119346757

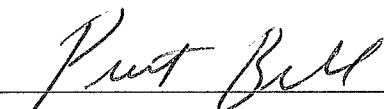
Tab M

THIS IS EXHIBIT "M" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 7th DAY OF SEPTEMBER, 2018

A handwritten signature in cursive script, appearing to read "Paul Bell", is written above a horizontal line.

A Commissioner for taking affidavits, etc.



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

Attention: BOBBY KOFMAN
MANAGING DIRECTOR AND PRESIDENT

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: July 11, 2018
Invoice: Apr2018-KSV-9

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	13,178.07
Other Charges		106.07
Disbursements		153.33
Disbursements Incurred As Your Agent (Non-taxable)		29.53
Total Due before GST/HST	\$	<u>13,467.00</u>
GST/HST	\$	1,746.87
TOTAL Due in CAD	\$	<u><u>15,213.87</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: 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; Reviewing correspondence to, from or copying ██████; Speaking with S. Zweig regarding potential claim against ██████	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 regarding settlement and additional receiverships; Call with Aird & Berlis regarding draft receivership documents; Discussion with J. Bell	0.11
03/04/2018	Bell, Jonathan	Drafting correspondence regarding potential claim against ██████; 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.	Correspondence regarding claim against ██████; Reviewing revised draft materials from A&B; 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; Internal correspondence and discussions regarding potential claim against ██████; Instructing student regarding discrete research relating to same; Generally engaged in matter	0.46

Date	Lawyer	Description	Hours
04/04/2018	Mir, Rehman	Researching [REDACTED] for J. Blinick	0.39
04/04/2018	Zweig, Sean H.	Various correspondence regarding 24 Country Club sale; Correspondence regarding [REDACTED]; Call with B. Kofman regarding same and further emails; Reviewing and commenting on amended claim	0.13
05/04/2018	Bennett, Meg	Research for P. Bell regarding requirement of judges to give expansive judicial reasons	0.07
05/04/2018	Blinick, Joseph N.	Email correspondence and discussions with articling student regarding research relating to [REDACTED]; [REDACTED]; 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	Mir, Rehman	Researching [REDACTED] for J. Blinick	0.13
05/04/2018	Zweig, Sean H.	Correspondence with M. Beeforth regarding 24 Country Club sale; Reviewing research regarding claim against [REDACTED]; Discussions with KSV regarding same	0.07
05/04/2018	Zweig, Sean H.	Reviewing update email to MarshallZehr	0.10
06/04/2018	Bennett, Meg	Research for P. Bell regarding requirement to give detailed reasons	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	Researching cases regarding [REDACTED] for J. Blinick	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	Reviewing research on [REDACTED]; Drafting correspondence setting out proposed next steps in pursuing potential claim against [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; Reviewing student's research on [REDACTED]; Reviewing B. Kofman comments on email regarding [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 facta from Mareva motions	0.09
10/04/2018	Bennett, Meg	Research for P. Bell and drafting email memorandum regarding research on sufficiency of reasons	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

Date	Lawyer	Description	Hours
10/04/2018	Zweig, Sean H.	Reviewing APS received; Emails with N. Goldstein regarding same	0.30
11/04/2018	Bell, Jonathan	Drafting correspondence regarding potential claim against [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	Research for P. Bell regarding mareva injunctions and requirements to consider every cause of action	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.	Reviewing J. Bell email regarding [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; Reviewing correspondence regarding potential claim against [REDACTED]; Drafting correspondence regarding same	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; Emails regarding approach with [REDACTED]	0.04
12/04/2018	Loughry, Meaghan C.	Reviewing email from S. Zweig with revised draft agreement of purchase and instructions to turn a new draft	0.10
12/04/2018	van Gent, John D.	Emails to and from S. Zweig and M. Loughry concerning preparation of new purchase agreement	0.10
12/04/2018	Zweig, Sean H.	Call with N. Goldstein regarding APS; Discussion with M. Loughry regarding revisions to be made	0.30
013/04/2018	Bell, Jonathan	Drafting correspondence regarding next steps in advancing potential claim against [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 regarding claim against [REDACTED] and path forward; Reviewing and considering correspondence to and from J. Bell, S. Zweig, AB and B. Kofman regarding same and other discrete issues relating to matter	0.03
13/04/2018	Zweig, Sean H.	Further emails regarding approach with [REDACTED]; Further emails with M. Beeforth regarding upcoming motion; Emails with I. Aversa regarding timing of receivership application	0.06
13/04/2018	Loughry, Meaghan C.	Reviewing draft of purchase agreement sent from potential purchaser and incorporating changes added by them into a new draft of the purchase agreement; Incorporating comments from S. Zweig into new version of purchase agreement; Meeting with J. van Gent to discuss revisions; Emailing S. Zweig new version of purchase agreement with blacklines to form and version sent from Purchaser	1.20
13/04/2018	Zweig, Sean H.	Discussion with N. Goldstein regarding APS matters; Reviewing proposed re-draft and emails regarding same; Reviewing N. Goldstein update email to GT, A&B and Chaitons	0.50
13/04/2018	van Gent, John D.	Reviewing draft purchase and sale agreement; Office conference with M. Loughry to discuss comments on same; Numerous emails to and from M. Loughry and S. Zweig concerning same	0.50

Date	Lawyer	Description	Hours
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
15/04/2018	Zweig, Sean H.	Emails with N. Goldstein regarding revised APS; Reviewing email from I. Aversa regarding Burlington property	0.30
15/04/2018	van Gent, John D.	Emails to and from S. Zweig and M. Loughry concerning comments on draft purchase agreement with respect to inclusion of development charge credits in the purchased assets	0.20
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 regarding the overlap between elements of the test for a mareva injunction	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
16/04/2018	Zweig, Sean H.	Various emails regarding Burlington APS	0.20
16/04/2018	van Gent, John D.	Office conference with M. Loughry to discuss revisions to purchase agreement to reflect an adjustment for the development charge credits; Numerous emails to and from N. Goldstein, S. Zweig and M. Loughry concerning same	0.30
16/04/2018	Loughry, Meaghan C.	Meeting with J. van Gent discussing draft purchase agreement and issue of development charges/security deposits; Revising purchase agreement in accordance with past draft for different purchaser; Circulating updated draft to N. Goldstein	0.30
17/04/2018	Bell, Jonathan	Drafting letter to [REDACTED]; Reviewing and revising leave to appeal factum; Drafting correspondence regarding same	0.21
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 regarding mareva injunction test; Meeting with P. Bell to discuss assignment; Reviewing factum and updating footnotes	0.50
17/04/2018	Blinick, Joseph N.	Researching discrete issues pertaining to potential claim against [REDACTED]; Email correspondence to and from corporate clerks regarding same; Reviewing results of corporate searches relating to same; Drafting demand letter to [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 on [REDACTED], 3 Ontario profile reports and 4 Ontario business names lists	0.17
17/04/2018	Zweig, Sean H.	Reviewing draft letter to [REDACTED]; Reviewing J. Bell comments on same; Emails regarding status of receivership application	0.06
17/04/2018	Zweig, Sean H.	Reviewing additional comments from KSV on APS; Call with N. Goldstein regarding MZ loan	0.30

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Date	Lawyer	Description	Hours
17/04/2018	van Gent, John D.	Email from N. Goldstein with comments on draft purchase agreement;	0.10
		Emails to and from M. Loughry and S. Zweig concerning same	
17/04/2018	Loughry, Meaghan C.	Reviewing revised draft of agreement sent by N. Goldstein and blacklining it to the purchaser's form	0.20
18/04/2018	Bell, Jonathan	Drafting correspondence regarding letter to [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; Revising letter to [REDACTED]; Emailing copy of same to KSV; Reviewing and considering B. Kofman's comments on same; Discussions with J. Bell regarding same; Revising letter; Recirculating copy of same to KSV; 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.	Reviewing revised letter to [REDACTED], and emails regarding same; Reviewing N. Goldstein comments on statement of claim; Discussions regarding receivership application	0.09
18/04/2018	Loughry, Meaghan C.	Reviewing email from N. Goldstein and discussing same with J. van Gent; Revising draft purchase agreement to include irrevocability date	0.30
18/04/2018	van Gent, John D.	Emails to and from N. Goldstein and M. Loughry concerning revisions to draft purchase agreement; Reviewing and providing comments to M. Loughry with respect to same	0.20
18/04/2018	Zweig, Sean H.	Reviewing correspondence regarding Burlington APS	0.20
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 regarding same; Finalizing letter to [REDACTED]; Delivering copy of same to [REDACTED]; Forwarding same to KSV, AB and Chaitons; 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
19/04/2018	Zweig, Sean H.	Emails with lien claimants	0.10
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
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

Date	Lawyer	Description	Hours
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	Reviewing correspondence from [REDACTED]; Drafting correspondence regarding same	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.	Reviewing email from [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	Reviewing correspondence regarding status of potential sale of [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
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

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Date	Lawyer	Description	Hours
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
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

Date	Lawyer	Description	Hours
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; Drafting correspondence regarding amending Statement of Claim to add [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 27.73
Total Professional Services 13,178.07

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.C. Loughry	2.10	370.00
M.Z. R. Mir	0.90	240.00
L. Nelson	0.17	235.00
J.D. van Gent	1.40	755.00
S.H. Zweig	5.00	695.00

Other Charges

Photocopy Charges	\$	4.07
Printing Charges	\$	<u>102.00</u>
Total Other Charges	\$	<u>106.07</u>

Disbursements

Courier Charges	\$	2.50
Library Computer Search	\$	116.93
Land Titles	\$	<u>33.90</u>
Total Disbursements	\$	<u>153.33</u>

Disbursements Incurred As Your Agent (Non-Taxable)

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

GST/HST \$ 1,746.87

TOTAL DUE \$ 15,213.87

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

Attention: BOBBY KOFMAN
MANAGING DIRECTOR AND PRESIDENT

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: July 11, 2018
Invoice: Apr2018-KSV-9

Remittance Statement

Professional Services	\$	13,178.07
Other Charges		106.07
Disbursements		153.33
Disbursements Incurred As Your Agent (Non-taxable)		29.53
Total Due before GST/HST	\$	<u>13,467.00</u>
GST/HST	\$	1,746.87
TOTAL Due in CAD	\$	<u>15,213.87</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):

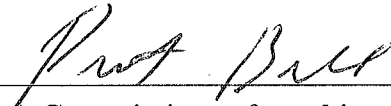
Call an Accounts Receivable Specialist at
(403) 298-3137 or (403) 298-3164 with
your credit card number, expiry date, and
email address.

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.
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

Tab N

**THIS IS EXHIBIT "N" REFERRED TO IN THE
AFFIDAVIT OF SEAN H. ZWEIG
SWORN
THE 7th DAY OF SEPTEMBER, 2018**

A handwritten signature in cursive script, appearing to read "Paul Bell", is written above a horizontal line.

A Commissioner for taking affidavits, etc.



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

Attention: BOBBY KOFMAN
MANAGING DIRECTOR AND PRESIDENT

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: July 11, 2018
Invoice: May2018-KSV-9

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	10,858.25
Other Charges		199.78
Disbursements		28.53
Disbursements Incurred As Your Agent (Non-taxable)		21.00
Total Due before GST/HST	\$	<u>11,107.56</u>
GST/HST	\$	1,441.25
TOTAL Due in CAD	\$	<u>12,548.81</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

July 11, 2018

Page 2

Client: 074735.00009
Invoice No.: May2018-KSV-9

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.	Call with potential purchaser's counsel; Call with N. Goldstein regarding same	0.30
02/05/2018	Zweig, Sean H.	Reviewing correspondence from M. Beeforth and forwarding to KSV	0.01
02/05/2018	van Gent, John D.	Office conference with M. Loughry to discuss request to incorporate a vendor-take-back mortgage into the purchase agreement; Voicemails to and from N. Goldstein concerning same	0.20
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
02/05/2018	Loughry, Meaghan C.	Telephone call with N. Goldstein; revising draft purchase agreement; Meeting with J. van Gent discussing revisions to purchase agreement and vendor take-back mortgage provision	0.40
03/05/2018	van Gent, John D.	Office conference with J. Helmstadter to review land transfer tax issue with respect to adjustment for development charge credits; Telephone call with N. Goldstein to discuss vendor-take-back mortgage, and potential new offer	0.20
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.	Emails and calls with Receiver regarding sale of property matters; Call with counsel to potential purchaser	0.30
03/05/2018	Zweig, Sean H.	Discussion with J. Blinick regarding upcoming motion and related matters; Discussions with N. Goldstein regarding same; Reviewing email regarding [REDACTED]; Reviewing comments from A. Harris on settlement documents; Call with J. Blinick regarding same	0.06
04/05/2018	van Gent, John D.	Office conference with M. Loughry to provide an update on the status of the revised draft purchase agreement	0.10
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.	Calls with N. Goldstein; Emails and call with counsel to prospective purchaser; Discussion with A. Taylor regarding loan amendments and revising same	0.50
04/05/2018	Zweig, Sean H.	Various discussions regarding A. Harris settlement and timing matters	0.03

July 11, 2018

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Client: 074735.00009

Invoice No.: May2018-KSV-9

Date	Lawyer	Description	Hours
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	van Gent, John D.	Voicemail from N. Goldstein with instructions to amend draft agreement of purchase and sale	0.10
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 Receiver and prospective purchaser counsel regarding sale process	0.20
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
08/05/2018	Afroz, Danish	Reviewing Receiver's Report; Drafting Amending Agreement Approval Order and Notice of Motion in connection with motion	0.44
08/05/2018	Bell, Jonathan	Reviewing proposed settlement documents with A. Harris; Drafting correspondence regarding same	0.02
08/05/2018	van Gent, John D.	Office conference with M. Loughry to provide instructions on revisions to draft agreement of purchase and sale to include vendor-take-back mortgage and revised purchase price and deposit	0.20
08/05/2018	van Gent, John D.	Numerous office conferences with M. Loughry to discuss issue concerning payment of outstanding realty taxes; Numerous emails to and from A. Sugar concerning same	0.20
08/05/2018	Zweig, Sean H.	Correspondence with A&B regarding loan increases	0.20
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
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
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	van Gent, John D.	Reviewing and revising agreement of purchase and sale to reflect vendor-take-back mortgage provisions; Email to N. Goldstein forwarding revised agreement of purchase and sale	0.30
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.	Reviewing revised APS	0.10

Date	Lawyer	Description	Hours
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
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.	Reviewing update regarding sale process; Discussion with N. Goldstein regarding same	0.30
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.	Call with M. Baum; Emails regarding status of potential offer	0.30
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
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 with KSV and M. Baum regarding status of offer	0.20
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

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Client: 074735.00009

Invoice No.: May2018-KSV-9

Date	Lawyer	Description	Hours
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	van Gent, John D.	Email from S. Zweig forwarding comments on draft purchase agreement; Completing high level review of same; Emails to and from S. Zweig concerning timing for review and comments on same	0.20
17/05/2018	Zweig, Sean H.	Reviewing APS received; Discussion with N. Goldstein regarding same; Emails with lien claimants	0.40
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	Drafting correspondence regarding status of settlement discussions; Speaking with J. Blinick regarding same	0.02
18/05/2018	Zweig, Sean H.	Call with N. Goldstein regarding development charges; Discussions with each of J. van Gent and A. Jeanrie regarding same; Email to N. Goldstein	0.40
18/05/2018	Zweig, Sean H.	Emails with internal team regarding update from A&B and GT	0.02
18/05/2018	Blinick, Joseph N.	Attending to filing of materials and discrete issues relating to same; Drafting report summarizing status of settlement discussions with all parties; 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

July 11, 2018

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Client: 074735.00009

Invoice No.: May2018-KSV-9

Date	Lawyer	Description	Hours
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.	Reviewing correspondence from B. Kofman enclosing comments on updating email to AB relating to status of settlement discussions with all parties; Revising same as per comments and updating same to account for recent developments with A. Harris et al; Emailing copy of same to AB; Generally engaged in matter	0.09
21/05/2018	Zweig, Sean H.	Further emails regarding Harris settlement and related matters	0.03
22/05/2018	van Gent, John D.	Numerous office conferences and emails to and from S. Zweig to discuss comments on draft agreement of purchase and sale; Beginning to review comments on same	0.60
22/05/2018	Bell, Jonathan	Reviewing settlement documents; Speaking with J. Blinick and S. Zweig regarding potentially reopening negotiations with A. Harris; 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
22/05/2018	Zweig, Sean H.	Call with counsel for lien claimant; Two discussions with J. van Gent regarding changes required in APS	0.30
23/05/2018	van Gent, John D.	Completing revisions to agreement of purchase and sale; Email to S. Zweig and N. Goldstein forwarding same; Telephone call with N. Goldstein to discuss comments on same	1.50
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
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; Reviewing and considering student research relating to settlement privilege issues; Internal correspondence regarding same; Generally engaged in matter	0.17

Date	Lawyer	Description	Hours
23/05/2018	Zweig, Sean H.	Reviewing revised Burlington APS; Reviewing Receiver's update email to Trustee	0.30
23/05/2018	Zweig, Sean H.	Further emails regarding Harris settlement; Reviewing research related to same	0.03
24/05/2018	van Gent, John D.	Telephone call with N. Goldstein to discuss final comments on draft agreement of purchase and sale, and strategy to proceed with the negotiation of same; Numerous emails to and from entire working group concerning same; Detailed email to M. Baum forwarding revised draft of the agreement of purchase and sale and summarizing the outstanding issues with same	0.50
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.	Reviewing correspondence between Receiver, Trustee and Chaitons regarding potential sale	0.30
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
28/05/2018	Zweig, Sean H.	Emails regarding status of potential purchase transaction	0.20
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

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			16.72
Total Professional Services			10,858.25

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
M.C. Loughry	0.40	370.00
A.W. Taylor	0.74	425.00
J.D. van Gent	4.10	755.00
S.H. Zweig	6.32	695.00

Other Charges	
Photocopy Charges	\$ 139.05
Printing Charges	\$ 60.73
Total Other Charges	\$ 199.78

Disbursements	
Courier Charges	\$ 28.53
Total Disbursements	\$ 28.53

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

GST/HST \$ 1,441.25
TOTAL DUE \$ 12,548.81

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

Attention: BOBBY KOFMAN
MANAGING DIRECTOR AND PRESIDENT

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: July 11, 2018
Invoice: May2018-KSV-9

Remittance Statement

Professional Services	\$	10,858.25
Other Charges		199.78
Disbursements		28.53
Disbursements Incurred As Your Agent (Non-taxable)		21.00
Total Due before GST/HST	\$	<u>11,107.56</u>
GST/HST	\$	1,441.25
TOTAL Due in CAD	\$	<u>12,548.81</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

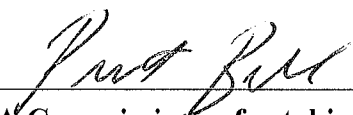
Please include the invoice number on the wire.
Email notification may be sent to: bennettjoneseft@bennettjones.com

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.
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.

Tab O

**THIS IS EXHIBIT "O" REFERRED TO IN THE
AFFIDAVIT OF SEAN H. ZWEIG
SWORN
THE 7th DAY OF SEPTEMBER, 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

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

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

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: July 24, 2018
Invoice: June2018-KSV-9

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	11,583.45
Disbursements	\$	12.34
Disbursements Incurred As Your Agent (Non-taxable)	\$	29.78
Other Charges	\$	34.05
Total Due before GST/HST	\$	<u>11,659.62</u>
GST/HST	\$	1,511.88
TOTAL Due in CAD	\$	<u>13,171.50</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



July 24, 2018

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Client: 074735.000009

Invoice No.: June2018-KSV-9

Date	Name	Description	Hours
6/1/2018	Jonathan Bell	Speaking with S. Zweig regarding rescission of dividends; Drafting correspondence to A. Harris regarding same	0.02
6/1/2018	Sean Zweig	Emails regarding Harris settlement documents; Discussion with J. Bell regarding same, and drafting rescission document	0.04
6/1/2018	John van Gent	Voicemail and telephone call with D. Reiner to discuss questions and comments with respect to draft purchase and sale agreement	0.40
6/1/2018	Sean Zweig	Discussions with N. Goldstein regarding status of sale discussions; Emails with MZG counsel regarding loan amendment	0.20
6/4/2018	Jonathan Bell	Reviewing correspondence from A. Harris; Drafting correspondence regarding same	0.01
6/4/2018	Sean Zweig	Reviewing A. Harris comments on rescission document; Considering same and internal correspondence; Discussion with N. Goldstein	0.04
6/4/2018	John van Gent	Emails to and from S. Zweig and N. Goldstein concerning status of comments on draft purchase agreement; Voicemail and telephone call with D. Reiner to follow-up on same	0.30
6/4/2018	Sean Zweig	Discussions with N. Goldstein and J. van Gent regarding sale status	0.10
6/5/2018	Sean Zweig	Emails with internal team and A&B regarding upcoming motions	0.03
6/5/2018	John van Gent	Voicemail and email from D. Reiner summarizing open issues with respect to the draft purchase agreement; Emails to and from N. Goldstein concerning same	0.30
6/5/2018	Adam Taylor	Reviewing ancillary documents to amending agreement	1.00
6/5/2018	Sean Zweig	Reviewing draft document for MZG security amendment; Emails with N. Goldstein and J. van Gent regarding status of sale	0.30
6/6/2018	Jonathan Bell	Drafting correspondence to A. Harris; Reviewing notice of rescission	0.02
6/6/2018	Sean Zweig	Emails regarding Harris status	0.01
6/6/2018	Andrew Jeanrie	Discussion with J. Van Gent regarding development charges;	0.20
6/6/2018	John van Gent	Office conference with A. Jeanrie to discuss available evidence from the City of Burlington in connection with prepaid development charges and security deposits; Emails to and from entire working group concerning status of outstanding questions and issues with respect to the draft purchase agreement	0.30
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. Kofinan 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; Reviewing notices of rescission	0.02
6/9/2018	Sean Zweig	Emails with P. Hancock (GSNH) regarding status of sale process and construction lien claim	0.20
6/10/2018	Sean Zweig	Emails with KSV and J. Bell regarding status of Harris settlement completion	0.02
6/11/2018	Jonathan Bell	Reviewing correspondence and proposed form of rescission from A. Harris; Drafting correspondence regarding same	0.02
6/11/2018	Sean Zweig	Reviewing proposed revisions to document from A. Harris; Discussion regarding same, and finalizing same	0.03
6/11/2018	Sean Zweig	Reviewing N. Goldstein email regarding status of Burlington property	0.10
6/12/2018	John van Gent	Email from N. Goldstein summarizing status of negotiations with the purchaser and discussions with the City of Burlington concerning the future development of the site	0.10



Date	Name	Description	Hours
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
6/13/2018	Sean Zweig	Reviewing revised APS; Discussion with N. Goldstein regarding same	0.40
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	Drafting email summarizing relevant information relating to potential claim against ██████████; 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
6/14/2018	John van Gent	Telephone call with N. Goldstein to discuss background on negotiation of open points in the purchase agreement; Office conference with S. Zweig to discuss amending the approval and vesting order to include the development charges and the security deposits; Reviewing comments from D. Reiner on draft purchase agreement; Revising purchase agreement; Email to N. Goldstein forwarding revised draft of same	3.40
6/14/2018	Sean Zweig	Discussions with N. Goldstein and J. van Gent regarding Davies' markup of APS and implementation issues; Reviewing revised turn of APS	0.60
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
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; Email correspondence to and from S. Zweig regarding discrete issues relating to dividend rescission notices; 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
6/19/2018	John van Gent	Reviewing last draft of the purchase agreement; Emails to and form B. Kofman and N. Goldstein to arrange a telephone call to discuss outstanding comments; Participating in conference call with B. Kofman, N. Goldstein and S. Zweig to discuss same	0.70
6/19/2018	Sean Zweig	Call with KSV and J. van Gent regarding comments on APS	0.40



Date	Name	Description	Hours
6/20/2018	John van Gent	Revising agreement of purchase and sale; Detailed email to D. Reiner forwarding same for review and comment	0.50
6/20/2018	Sean Zweig	Reviewing blackline of APS provided to proposed purchaser	0.20
6/21/2018	Jonathan Bell	Speaking with [REDACTED] regarding potential settlement and next steps; Drafting correspondence regarding same	0.04
6/21/2018	Sean Zweig	Emails regarding potential litigation against [REDACTED]	0.03
6/21/2018	Joseph Blinick	Reviewing correspondence from J. Bell regarding discussions with [REDACTED]; Internal discussions and correspondence regarding same and path forward	0.02
6/21/2018	John van Gent	Telephone call with D. Reiner to negotiate agreement of purchase and sale	1.00
6/22/2018	Sean Zweig	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
6/22/2018	John van Gent	Emails to and from B. Kofman and N. Goldstein concerning outstanding comments on draft agreement of purchase and sale; Emails to and from D. Reiner concerning issue with respect to payment of outstanding account for original architect	0.20
6/22/2018	Sean Zweig	Emails with KSV and J. van Gent regarding potential sale transaction; Reviewing additional offer received	0.50
6/23/2018	Joseph Blinick	Reviewing and considering correspondence to and from KSV regarding sale of 445 Princess' second property; Reviewing and considering [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; Reviewing vmail from [REDACTED]; Emails with A&B/GT	0.05
6/25/2018	John van Gent	Voicemail and telephone call with N. Goldstein to discuss status of negotiation of agreement of purchase and sale, and outstanding issues with respect to same	0.10
6/26/2018	John van Gent	Email from D. Reiner forwarding revised agreement of purchase and sale; Emails to and from B. Kofman and D. Reiner concerning outstanding issue with respect to payment of original architect's fees; Beginning to review comments on agreement of purchase and sale, and to revise same; Office conference with S. Zweig to confirm strategy to add Memory Care (Burlington) Ltd. to the receivership	0.70
6/26/2018	Sean Zweig	Reviewing APA mark-up from Davies; Discussion with J. van Gent regarding issue in connection with same	0.50
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
6/27/2018	John van Gent	Telephone call with N. Goldstein to discuss comments on agreement of purchase and sale	0.10
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
6/28/2018	John van Gent	Completing reviewing of comments on draft agreement of purchase and sale, and revisions to same; Email to B. Kofman and N. Goldstein forwarding revised agreement of purchase and sale for review and comment	1.00



July 24, 2018

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Client: 074735.000009

Invoice No.: June2018-KSV-9

Date	Name	Description	Hours
6/28/2018	Sean Zweig	Reviewing J. van Gent mark-up of Burlington APS	0.20
6/29/2018	John van Gent	Telephone call with N. Goldstein to discuss remaining comments with agreement of purchase and sale	0.10

Total Hours 16.61
 Total Professional Services 11,583.45

Name	Hours	Rate
Jonathan Bell	0.39	675.00
Preet Bell	0.08	675.00
Sean Zweig	4.80	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
Andrew Jeanrie	0.20	695.00
John van Gent	9.20	755.00
Adam Taylor	1.00	425.00

Other Charges

Photocopy Charges	\$ 0.03
Printing Charges	\$ 34.02
Total Other Charges	\$ 34.05

Disbursements

Taxi	\$ 10.81
Courier Charges	\$ 1.53
Total Disbursements	\$ 12.34

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)	\$ 29.78

GST/HST \$ 1,511.88

TOTAL DUE \$ 13,171.50



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

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

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: July 24, 2018
Invoice: June2018-KSV-9

Remittance Statement

Professional Services	\$	11,583.45
Disbursements	\$	12.34
Disbursements Incurred As Your Agent (Non-taxable)	\$	29.78
Other Charges	\$	34.05
Total Due before GST/HST	\$	<u>11,659.62</u>
GST/HST	\$	1,511.88
TOTAL Due in CAD	\$	<u>13,171.50</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, 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: 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.

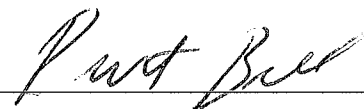
Tab P

THIS IS EXHIBIT "P" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 7th DAY OF SEPTEMBER, 2018

A handwritten signature in cursive script, appearing to read "Paul Bee", is written above a horizontal line.

A Commissioner for taking affidavits, etc.



Bennett Jones

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

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

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

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: August 15, 2018
Invoice: July2018-KSV-9

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	11,430.41
Other Charges		42.60
Disbursements		0.00
Disbursements Incurred As Your Agent (Non-taxable)		0.00
Total Due before GST/HST	\$	<u>11,473.01</u>
GST/HST	\$	1,491.48
TOTAL Due in CAD	\$	<u>12,964.49</u>

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GST/HST Number: 119346757

August 15, 2018

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Client: 074735.00009

Invoice No.: July2018-KSV-9

Date	Lawyer	Description	Hours
03/07/2018	Zweig, Sean	Emails regarding litigation and settlement status; Call with N. Goldstein	0.03
03/07/2018	van Gent, John	Numerous telephone calls with N. Goldstein to discuss comments on agreement of purchase and sale; Revising same; Email to D. Reiner forwarding same for review and comment	0.50
03/07/2018	Zweig, Sean	Reviewing APS mark-up from J. van Gent	0.20
04/07/2018	Zweig, Sean	Emails regarding litigation and settlement status; Dealing with issues related to litigation	0.05
04/07/2018	van Gent, John	Office conference with S. Zweig to discuss outstanding issues with the agreement of purchase and sale, and strategy to address same	0.20
05/07/2018	Zweig, Sean	Various emails with B. Kofman; Call with S. Graff	0.05
05/07/2018	van Gent, John	Emails to and from entire working group to arrange a conference call to discuss final comments on agreement of purchase and sale	0.10
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
06/07/2018	van Gent, John	Conference call with D. Reiner and N. Goldstein to negotiate open points in the draft agreement of purchase and sale; Telephone call with N. Goldstein to follow up on same; Telephone call with D. Reiner to discuss some additional questions and comments arising from revisions to same; Office conference with S. Zweig to provide and update on the status of the agreement of purchase and sale	0.80
06/07/2018	Zweig, Sean	Reviewing revised APS from D. Reiner	0.30
07/07/2018	Blinick, Joseph N.	Email correspondence to and from B. Kofman regarding [REDACTED]	0.01
09/07/2018	Blinick, Joseph N.	Email correspondence to and from real estate clerks regarding [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
09/07/2018	van Gent, John	Reviewing comments on draft agreement of purchase and sale; Revising same; Numerous emails and telephone calls with N. Goldstein to discuss comments on same; Numerous emails to and from D. Reiner with respect to additional comments on draft agreement of purchase and sale; Completing further revisions to same; Email to D. Reiner forwarding revised draft of same	2.50
09/07/2018	Zweig, Sean	Reviewing revised APS from J. van Gent; Various correspondence in connection with same; Reviewing further comments from D. Reiner; Further correspondence	0.50
10/07/2018	Bell, Jonathan	Reviewing correspondence regarding potential report on [REDACTED]; Drafting correspondence regarding same	0.02
10/07/2018	Blinick, Joseph N.	Reviewing correspondence from B. Kofman regarding issues pertaining to [REDACTED]; Drafting second fresh as amended statement of claim [REDACTED] and making other amendments to pleading; 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
10/07/2018	van Gent, John	Telephone call with D. Reiner to negotiate outstanding issues with respect to the agreement of purchase and sale; Telephone call with N. Goldstein to discuss same; Completing numerous revisions to the draft agreement of purchase and sale; Numerous emails to and from entire working group concerning open issues with same	2.00

Date	Lawyer	Description	Hours
10/07/2018	Zweig, Sean	Correspondence regarding APS and related deal points; Reviewing revised draft from D. Reiner; Emails in connection with same	0.40
11/07/2018	Bell, Jonathan	Speaking with N. Goldstein regarding [REDACTED]; Preparing for and attending conference call regarding appraiser report; 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] and making further revisions; 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 I. Aversa	0.07
11/07/2018	van Gent, John	Email from D. Reiner with additional comments on agreement of purchase and sale; Completing further revisions to same; Emails to and from entire working group circulating final copy of same for review and approval	0.30
11/07/2018	Zweig, Sean	Reviewing revised APS	0.20
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 [REDACTED]; 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
12/07/2018	Zweig, Sean	Emails with KSV and internal team regarding various matters; Reviewing and commenting on draft letter; Reviewing [REDACTED]; Call with J. Blinick regarding comments on letter; Reviewing revised [REDACTED]	0.09
13/07/2018	Bell, Jonathan	Speaking with [REDACTED] 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
13/07/2018	van Gent, John	Email to N. Goldstein following up on the status of final comments on the agreement of purchase and sale	0.10
16/07/2018	Bell, Jonathan	Reviewing correspondence regarding [REDACTED]; Drafting correspondence regarding same	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.	Reviewing and considering correspondence relating to [REDACTED]; Internal correspondence regarding same	0.05
17/07/2018	Zweig, Sean	Call with N. Goldstein regarding APS; Revising same	0.30
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 to discuss [REDACTED] and strategy going forward; Reviewing and revising draft claim; Drafting correspondence regarding [REDACTED]	0.18

August 15, 2018

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Client: 074735.00009

Invoice No.: July2018-KSV-9

Date	Lawyer	Description	Hours
19/07/2018	Blinick, Joseph N.	Conference call with KSV and BJ regarding [REDACTED] and discrete issues relating to same; Conference call with GT, AB, KSV and BJ regarding same; Drafting [REDACTED] in connection with potential settlement; Emailing same together with amended claim to J. Bell and S. Zweig for review and comment; Internal correspondence regarding targeted searches to be conducted in document database relating to [REDACTED]; Generally engaged in matter	0.23
19/07/2018	Zweig, Sean	Call with KSV regarding potential settlement and related issues; Call with KSV, GT, A&B and G. Benchetrit regarding same; Various emails with internal email regarding follow-up requests; Emails with KSV regarding [REDACTED]; Call with N. Goldstein; Emails with A&B regarding settlement matters	0.22
19/07/2018	Zweig, Sean	Emails with D. Reiner regarding APS; Revising same	0.30
20/07/2018	Bell, Jonathan	Reviewing and revising [REDACTED]; Reviewing statement of claim; Drafting [REDACTED]; Meeting with J. Blinick to discuss review of documents	0.04
20/07/2018	Blinick, Joseph N.	Discussions and correspondence with J. Bell and S. Zweig regarding discrete issues relating to matter; Emailing revised [REDACTED] to J. Bell; Reviewing correspondence between [REDACTED]; Emailing report to J. Bell and S. Zweig; Reviewing correspondence to and from KSV regarding discrete issues relating to potential settlement with [REDACTED]; Generally engaged in matter	0.14
20/07/2018	Zweig, Sean	Call with N. Goldstein; Reviewing and commenting on litigation action plan document; Reviewing and commenting on draft [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
20/07/2018	Zweig, Sean	Emails with D. Reiner regarding APS status	0.10
21/07/2018	Zweig, Sean	Reviewing B. Kofman comments on [REDACTED]	0.01
22/07/2018	Bell, Jonathan	Drafting correspondence regarding [REDACTED]	0.02
22/07/2018	Blinick, Joseph N.	Email correspondence to and from J. Bell and S. Zweig; Drafting [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; Reviewing draft Tolling Agreement	0.06
23/07/2018	Bell, Jonathan	Reviewing and revising tolling agreement; Drafting correspondence regarding same; Reviewing [REDACTED]; Drafting correspondence regarding same; Drafting correspondence regarding [REDACTED]	0.08
23/07/2018	Blinick, Joseph N.	Email correspondence to and from S. Zweig and J. Bell; Reviewing and revising Tolling Agreement; 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 relating to [REDACTED]; Internal correspondence regarding same; Reviewing email correspondence between [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 regarding draft tolling agreement; Emails with J. Bell regarding [REDACTED]	0.05

Date	Lawyer	Description	Hours
23/07/2018	van Gent, John	Preparing execution copy of agreement of purchase and sale; Facilitating execution of same; Email to entire working group circulating fully executed copy of same; Beginning to draft critical dates list; Emails to and from entire working group concerning payment of first deposit	1.00
23/07/2018	Zweig, Sean	Emails in connection with finalizing executed APS	0.20
24/07/2018	Zweig, Sean	Emails with KSV regarding draft Tolling Agreement; Reviewing B. Kofman comments on [REDACTED]; Reviewing revised tolling agreement	0.04
24/07/2018	Blinick, Joseph N.	Correspondence with KSV and internally regarding Tolling Agreement and discrete issues relating to same; Revising same as per comments; Circulating same; Reviewing and considering further changes to same sent by AB; Email correspondence to AB, GT and KSV regarding same; Reviewing and considering [REDACTED] in document database; Drafting report summarizing findings; Emailing copy of same to J. Bell and S. Zweig; Generally engaged in matter	0.18
24/07/2018	Bell, Jonathan	Reviewing and revising tolling agreement; Drafting correspondence regarding same; Speaking with I. Aversa regarding same	0.09
24/07/2018	van Gent, John	Completing draft critical dates list; Email to entire working group forwarding same; Numerous emails to and from entire working group concerning payment of the first deposit	0.60
24/07/2018	Zweig, Sean	Reviewing critical dates list	0.10
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	Reviewing and revising [REDACTED]; Drafting correspondence regarding same	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	van Gent, John	Facilitating receipt of first deposit; Emails to and from D. Reiner concerning approval of critical dates list	0.20
26/07/2018	Blinick, Joseph N.	Reviewing correspondence from KSV regarding J. Davies' disclosure; Email correspondence with S. Zweig regarding same	0.02
26/07/2018	Zweig, Sean	Reviewing [REDACTED], and emails regarding same; 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	Reviewing and revising tolling agreement; Drafting correspondence regarding same; Reviewing correspondence from Law Society regarding Greg Harris; Drafting correspondence regarding same	0.05
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; Reviewing revised tolling agreement and emails regarding same	0.06
30/07/2018	van Gent, John	Emails to and from D. Reiner with respect to comments on critical dates list; Revising same; Emails to and from D. Reiner to confirm acceptance of revised critical dates list	0.50

Date	Lawyer	Description	Hours
30/07/2018	Zweig, Sean	Emails regarding critical dates	0.20
31/07/2018	Blinick, Joseph N.	Reviewing and considering correspondence to and from AB and [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; Emails regarding LSUC complaint	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
31/07/2018	van Gent, John	Updating critical dates in calendar	0.10
Total Hours			16.21
Total Professional Services			11,430.41

Timekeeper	Hours	Rate
J. G. Bell	0.71	675.00
J.N. Blinick	2.40	555.00
C. Macdonald	0.04	235.00
J. van Gent	8.90	755.00
S.H. Zweig	4.16	695.00

Other Charges	
Photocopy Charges	\$ 0.05
Printing Charges	\$ 42.55
Total Other Charges	\$ 42.60

Disbursements	
GST/HST	\$ 1,491.48
TOTAL DUE	\$ <u>12,964.49</u>



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

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

Re: 1703858 ONTARIO INC.
Our File Number: 074735.00009

Date: August 15, 2018
Invoice: July2018-KSV-9

Remittance Statement

Professional Services	\$	11,430.41
Other Charges		42.60
Disbursements		0.00
Disbursements Incurred As Your Agent (Non-taxable)		0.00
Total Due before GST/HST	\$	11,473.01
GST/HST	\$	1,491.48
TOTAL Due in CAD	\$	<u>12,964.49</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, 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.

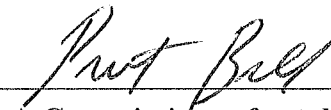
Tab Q

THIS IS EXHIBIT "Q" REFERRED TO IN THE

AFFIDAVIT OF SEAN H. ZWEIG

SWORN

THE 7th DAY OF SEPTEMBER, 2018

A handwritten signature in cursive script, appearing to read "Paul Bell", is written above a horizontal line.

A Commissioner for taking affidavits, etc.

Timekeepers¹	Call to Bar	Hourly Rate	Total Time	Value (excluding HST)
A. L. Jeanrie	2002	\$680	1.40	\$952.00
A. L. Jeanrie	2002	\$695	0.22	\$152.90
J. D. van Gent	2002	\$740	8.46	\$6,260.40
J. D. van Gent	2002	\$755	25.78	\$19,463.90
J. G. Bell	2008	\$660	20.51	\$13,536.60
J. G. Bell	2008	\$675	5.92	\$3,996.00
P. K. Bell	2008	\$630	8.76	\$5,518.80
P. K. Bell	2008	\$675	9.08	\$6,129.00
S. H. Zweig	2009	\$680	74.59	\$50,721.20
S. H. Zweig	2009	\$695	30.44	\$21,155.80
N. J. Shaheen	2011	\$570	0.25	\$142.50
C. Viney	2012	\$480	1.16	\$556.80
J. N. Blinick	2013	\$500	60.19	\$30,095.00
J. N. Blinick	2013	\$555	19.13	\$10,617.15
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	3.00	\$1,020.00
M. C. Loughry	2017	\$370	5.20	\$1,924.00
D. Baum	Law Student	\$225	0.21	\$47.25

¹ Timekeepers appear twice with different rates if they billed time in both 2017 and 2018.

Timekeepers¹	Call to Bar	Hourly Rate	Total Time	Value (excluding HST)
M. Bennett	Articling Student	\$240	20.80	\$4,992.00
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. Garcha	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	4.55	\$1,046.50
R. Sharfuddin	Law Student	\$220	0.10	\$22.00
M. Shodeinde	Articling Student	\$240	0.73	\$175.20
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	0.45	\$83.25
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

Timekeepers¹	Call to Bar	Hourly Rate	Total Time	Value (excluding HST)
S. Mohamad	Law Clerk, Real Estate	\$245	2.94	\$720.30
L. Neilson	Corporate Searcher	\$230	1.89	\$434.70
L. Neilson	Corporate Searcher	\$235	0.17	\$39.95
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			342.59	\$189,004.00
Less adjustment on invoice dated November 16, 2017				(\$11,905.42)²
Total after adjustment				\$177,098.58³

Average hourly rate = \$516.94

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 This amount is \$1.21 higher than the total fees of \$177,097.37 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(Q) 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

FEE AFFIDAVIT

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

Sean H. Zweig (LSUC #573071)
Tel: (416) 777-6254
Fax: (416) 863-1716

Counsel to the Receiver,
KSV Kofman Inc.