

## **Appendix “I”**

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF URBANCORP TORONTO  
MANAGEMENT INC., URBANCORP (ST. CLAIR VILLAGE)  
INC., URBANCORP (PATRICIA) INC., URBANCORP  
(MALLOW) INC., URBANCORP (LAWRENCE) INC.,  
URBANCORP DOWNSVIEW PARK DEVELOPMENT INC.,  
URBANCORP (952 QUEEN WEST) INC., KING RESIDENTIAL  
INC., URBANCORP 60 ST. CLAIR INC., HIGH RES. INC.,  
BRIDGE ON KING INC. (Collectively the "Applicants") AND THE  
AFFILIATED ENTITIES LISTED IN SCHEDULE "A" HERETO

FEES AFFIDAVIT OF EDMOND F.B. LAMEK  
(Sworn January 19, 2017)

I, EDMOND F. B. LAMEK, of the City of Toronto, in the Province of Ontario, MAKE  
OATH AND SAY:

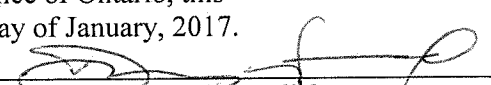
1. I am a partner in the law firm of WeirFoulds LLP ("**WeirFoulds**"), the solicitors to the Applicants and entities listed in Schedule "A" to the Initial CCAA Order (the "**Urbancorp CCAA Entities**") herein. Accordingly, I have knowledge of matters hereinafter deposed to.
2. Attached hereto as **Exhibit "A"** are copies of the four Statements of Account of WeirFoulds in respect of services rendered to the Urbancorp CCAA Entities for the period from August 19, 2016 to November 30, 2016 (the "**Billing Period**"). During the Billing Period the total fees billed by WeirFoulds were \$184,002.50, plus disbursements of \$1,983.21 and applicable taxes of \$24,119.95.

3. As set out in the following table, 303.2 hours were billed by WeirFoulds personnel during the Billing Period, resulting in an average hourly rate of \$606.86 (exclusive of applicable taxes):

<b>Lawyers</b>	<b>Hours</b>	<b>Rate/Hr.</b>
Edmond Lamek	102.2	\$850
Danny Nunes	53.0	\$450
John Pandell	58.6	\$750
Ryan Morris	0.1	\$600
Richard Arezes	57.5	\$375
Christina Tereshyn	23.6	\$250
<b>Paralegals/Students</b>	<b>Hours</b>	<b>Rate/Hr</b>
Irene Macleod	4.2	\$250
Ruth DeSouza	1.3	\$200
Eva Lombardi	0.5	\$250
Wendy Kirkton	0.2	\$250
Tony Mazzagatti	0.5	\$150
Joe Bove	1.0	\$150
Aashima Singh (Student)	0.5	\$200
<b>TOTAL</b>	<b>303.2</b>	<b>Avg. Rate/Hr: \$606.86</b>

4. The activities detailed in the Statements of Account attached as Exhibit "A" accurately reflect the services provided by WeirFoulds and the rates charged are the standard hourly rates of those individuals at Weirfoulds at the time they were incurred.

5. I swear this affidavit in support of a motion for, *inter alia*, approval of the fees and disbursements of WeirFoulds set out above and for no other or improper purpose.

Sworn before me at the )  
City of Toronto, in the )  
Province of Ontario, this )  
19<sup>th</sup> day of January, 2017. )  
 )  
A Commissioner for taking affidavits, etc. )

Danny Nunes

  
EDMOND F.B. LAMEK

**INVOICE**

**WeirFoulds** LLP

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

T: 416-365-1110 F: 416-365-1876

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September 20, 2016  
Invoice 258578  
Page 1

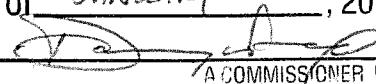
Urbancorp Toronto Management Inc. et al.  
Attention: Alan Saskin  
120 Lynn Williams Street  
Suite 2A  
Toronto, ON M6K 3N6

Our Matter # 17858.00001 CCAA Proceedings

For Professional Services through August 31, 2016

FEES	\$25,940.00
DISBURSEMENTS (Taxable)	\$71.05
DISBURSEMENTS (Non Taxable)	None
HST	\$3,381.44
<b>TOTAL FOR THIS INVOICE</b>	<b>\$29,392.49</b>
<b>TOTAL DUE</b>	<b>\$29,392.49</b>

This is Exhibit <sup>4A</sup> referred to in the  
affidavit of EDMOND F.B. LAMEK  
sworn before me, this 19<sup>th</sup>  
day of JANUARY, 20 17

  
A COMMISSIONER ETC..

Danny Neves

**INVOICE**

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

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September 20, 2016  
 Invoice 258578  
 Page 2

Below is a description of the services rendered through August 31, 2016 with respect to our File No. 17858.00001

**Fee Detail**

Date	Description	Name	Hours	Rate	Fees
19/08/16	Correspondence to and from E. Lamek regarding preparation of sale approval and vesting motion materials;	Danny Nunes	0.50	450.00	225.00
20/08/16	Draft stay extension motion materials;	Danny Nunes	3.50	450.00	1,575.00
22/08/16	Correspondence to and from E. Lamek regarding stay extension motion materials; revise same and finalize for service; correspondence to and from N. Goldstein regarding monitor's draft report; correspondence to and from E. Lamek regarding same; speak to N. Goldstein regarding same; correspondence to and from D. Milivojevic regarding service list; speak to D. Milivojevic regarding same; finalize notice of change of lawyers and serve same; serve stay extension motion materials;	Danny Nunes	4.10	450.00	1,845.00
22/08/16	Working on CCAA Stay extension Report and related motion materials; reviseing Lawrence and Mallow Purchase Agreements; calls re Dickinson Wright Motion; emails with ted Saskin; working on Rep counsel motion report; discussing Sale approval motion with Nunes and Swartz.	Edmond Lamek	4.50	850.00	3,825.00
23/08/16	Correspondence to and from S. Bomhof regarding monitor's report; review correspondence from R. Schwill attaching monitor's report; correspondence to and from R. Schwill regarding same;	Danny Nunes	1.20	450.00	540.00
23/08/16	Calls regarding Dickinson Wright Motion; working on Sale Approval materials; calls and emails with Davies and Ted Saskin re same.	Edmond Lamek	2.30	850.00	1,955.00
24/08/16	Correspondence to and from R. Schwill	Danny Nunes	1.50	450.00	675.00

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September 20, 2016

Invoice 258578

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	regarding monitor's report; review supplemental materials filed by proposed rep counsel; review updated searches for UC Lawrence sale motion;				
24/08/16	emails regarding Dickinson Wright motion call with TED Saskin; working on Sale Approval Order; revising relevant cases for Rep counsel appointment.	Edmond Lamek	2.00	850.00	1,700.00
24/08/16	Sub search of 1780 Lawrence Avenue west for D. Nunes;	Irene Macleod	0.30	250.00	75.00
24/08/16	Conducted a corporate verbal search regarding Urban Toronto Management Inc.;	Ruth DeSousa	0.10	200.00	20.00
24/08/16	Conducted a verbal and certified PPSA search regarding Urbancorp (Lawrence) Inc.;	Ruth DeSousa	0.20	200.00	40.00
25/08/16	Review correspondence from E. Lamek regarding stay extension motion; review correspondence from E. Lamek attaching endorsement for rep counsel motion and review same; review correspondence from R. Schwill regarding same;	Danny Nunes	0.40	450.00	180.00
25/08/16	Attend rep counsel motion;	Danny Nunes	1.00	450.00	450.00
25/08/16	Prep for and attend Dickinson Wright rep counsel motion; reporting emails to Ted and Alan Saskin; working on sale approval and vesting order and related email correspondence with Davies and KSV; call with Bobby Kofman re sales and DW motion;	Edmond Lamek	6.80	850.00	5,780.00
25/08/16	Attend to Companies Branch to pick up the certified PPSA search regarding Urbancorp (Lawrence) Inc.;	Ruth DeSousa	0.20	200.00	40.00
25/08/16	Filed Motion	Tony Mazzagatti	0.50	150.00	75.00
26/08/16	Review correspondence to and from E. Lamek, J. Swartz, B. Kofman and R. Schwill regarding wording of draft	Danny Nunes	1.50	450.00	675.00

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September 20, 2016  
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 Page 4

	approval and vesting order for UC Lawrence property;				
26/08/16	Follow up email exchanges regarding termination language in draft order and all related issues; emails regarding Pro-Green lien claim.	Edmond Lamek	0.80	850.00	680.00
27/08/16	Review correspondence from B. Kofman regarding approval and vesting order for UC Lawrence;	Danny Nunes	0.10	450.00	45.00
29/08/16	Review correspondence from E. Lamek regarding stay extension proceedings; review correspondence from E. Lamek and R. Schwill regarding endorsement in respect of rep counsel motion and review same;	Danny Nunes	0.50	450.00	225.00
29/08/16	Attend on Urbancorp CCAA Stay extension Motion; working on Approval and vesting Order form and discussing with McNamara.	Edmond Lamek	3.30	850.00	2,805.00
30/08/16	Review correspondence to and from E. Lamek, R. Schwill and B. Kofman regarding draft approval and vesting orders;	Danny Nunes	0.40	450.00	180.00
31/08/16	Correspondence regarding updated PPSA and property searches; review correspondence from E. Lamek and J. Pandell regarding property sales; reiview correspondence regarding draft approval and vesting orders and encumbrance issue;	Danny Nunes	0.70	450.00	315.00
31/08/16	Calls with Davies regarding UC Lawrence purchase agreement and encumbrances definitions; working on Approval and Vesting Orders ; call with Ted Saskin	Edmond Lamek	2.30	850.00	1,955.00
31/08/16	Ordered certified PPSA searches regarding Urbancorp (Mallow) Inc., Urbancorp (St. Clair Village) Inc. and Urbancorp (Patricia) Inc.;	Ruth DeSousa	0.30	200.00	60.00

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September 20, 2016  
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Total Fees for Professional Services .....	\$25,940.00
HST .....	\$3,372.20
Total Fees including HST .....	<u>\$29,312.20</u>

**Disbursements**

Taxable Disbursements

Search Fees	38.85	
Electronic Filing Fee	31.45	
Prints BW	0.75	
Total Taxable Disbursements	<u>71.05</u>	
Total Disbursements .....		\$71.05
HST .....		\$9.24
Total Disbursements and HST for this Invoice .....		<u>\$80.29</u>

**Totals For This Matter**

Total Fees Including HST .....	\$29,312.20
Total Disbursements Including HST .....	\$80.29
Total Fees and Disbursements Including HST .....	<u>\$29,392.49</u>
Amount Applied From Trust .....	\$0.00
Total Due For This Matter	<u>\$29,392.49</u>



# INVOICE

# WeirFoulds L.L.P.

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September 20, 2016

Invoice 258578

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## Summary

Name	Hours	Rate	Fees
Danny Nunes	15.40	450.00	6,930.00
Edmond Lamek	22.00	850.00	18,700.00
Irene Macleod	0.30	250.00	75.00
Ruth DeSousa	0.80	200.00	160.00
Tony Mazzagatti	0.50	150.00	75.00
<b>Total Summary</b>	<b>39.00</b>		<b>\$25,940.00</b>

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WeirFoulds LLP

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September 20, 2016  
Invoice 258578  
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THIS IS OUR ACCOUNT HEREIN.

WeirFoulds LLP  
Per



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Edmond Lamek

Account Payable upon receipt. In accordance with Section 33 of the Solicitors Act, interest will be charged at 3.0% per annum calculated from 30 days after delivery of this account. A receipted account will not be mailed unless requested by you

GST/HST REG.NO.  
R119427177RT0001

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**WeirFoulds**<sup>LLP</sup>

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September 20, 2016  
Invoice 258578  
Page 1

Urbancorp Toronto Management Inc. et al.  
Attention: Alan Saskin  
120 Lynn Williams Street  
Suite 2A  
Toronto, ON M6K 3N6

Our Matter # 17858.00001 CCAA Proceedings

For Professional Services through August 31, 2016

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September 20, 2016  
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 Page 3

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September 20, 2016

Invoice 258578

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Total Fees for Professional Services .....	\$25,940.00
HST .....	\$3,372.20
Total Fees including HST.....	<u>\$29,312.20</u>

**Disbursements**

Taxable Disbursements

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Electronic Filing Fee	31.45	
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Total Taxable Disbursements	<u>71.05</u>	
Total Disbursements .....		\$71.05
HST .....		\$9.24
Total Disbursements and HST for this Invoice.....		<u>\$80.29</u>

**Totals For This Matter**

Total Fees Including HST.....	\$29,312.20
Total Disbursements Including HST.....	\$80.29
Total Fees and Disbursements Including HST.....	<u>\$29,392.49</u>
Amount Applied From Trust.....	\$0.00
<b>Total Due For This Matter</b>	<u>\$29,392.49</u>

**INVOICE**

**WeirFoulds**<sup>LLP</sup>

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September 20, 2016  
Invoice 258578  
Page 6

**Summary**

Name	Hours	Rate	Fees
Danny Nunes	15.40	450.00	6,930.00
Edmond Lamek	22.00	850.00	18,700.00
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<b>Total Summary</b>	<b>39.00</b>		<b>\$25,940.00</b>



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September 20, 2016


Invoice 258578

Page 7

THIS IS OUR ACCOUNT HEREIN.

WeirFoulds LLP

Per

  
Edmond Lamek

Account Payable upon receipt. In accordance with Section 33 of the Solicitors Act, interest will be charged at 3.0% per annum calculated from 30 days after delivery of this account. A receipted account will not be mailed unless requested by you

GST/HST REG.NO.  
R119427177RT0001

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October 21, 2016

Invoice 259624

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Urbancorp Toronto Management Inc. et al.  
Attention: Alan Saskin  
120 Lynn Williams Street  
Suite 2A  
Toronto, ON M6K 3N6

Our Matter # 17858.00001 CCAA Proceedings

For Professional Services through September 30, 2016

FEES	\$88,170.00
DISBURSEMENTS (Taxable)	\$828.88
DISBURSEMENTS (Non Taxable)	None
HST	\$11,569.85
<b>TOTAL FOR THIS INVOICE</b>	<b>\$100,568.73</b>
<b>TOTAL DUE</b>	<b>\$100,568.73</b>

**INVOICE****WeirFoulds** LLP

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October 21, 2016

Invoice 259624

Page 2

Below is a description of the services rendered through September 30, 2016 with respect to our File No. 17858.00001

**Fee Detail**

Date	Description	Name	Hours	Rate	Fees
01/09/16	Review correspondence from E. Lamek to purchasers counsel attaching draft approval and vesting orders; review correspondence regarding draft representative counsel order;	Danny Nunes	0.30	450.00	135.00
01/09/16	Commenting on draft Dickinson Wright Representation Order by email to service list;	Edmond Lamek	0.70	850.00	595.00
01/09/16	Finalizing and corresponding with purchasers' counsel re vesting orders on Mallow, Patricia, St Clair Village and Lawrence. Email exchanges with Davies re same;	Edmond Lamek	2.20	850.00	1,870.00
01/09/16	Attend to Companies Branch to pick up the certified PPSA searches regarding Urbancorp (Mallow) Inc., Urbancorp (St. Clair Village) Inc. and Urbancorp (Patricia) Inc.; forward searches to D. Nunes;	Ruth DeSousa	0.20	200.00	40.00
02/09/16	Review correspondence regarding representative counsel orders; review correspondence regarding St. Clair property sale;	Danny Nunes	0.40	450.00	180.00
02/09/16	Reviewing and commenting on CCAA Claims procedure order; emails with Dickinson Wright re their draft order;	Edmond Lamek	1.30	850.00	1,105.00
02/09/16	Engaged re: real estate transactions, including initial meeting with E. Lamek to get overview of real estate properties and proposed transactions; receipt of e-mail from E. Lamek with purchase agreements for each property and quick initial review of same;	John L. Pandell	2.00	750.00	1,500.00
05/09/16	Review correspondence regarding representative counsel draft orders;	Danny Nunes	0.10	450.00	45.00

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October 21, 2016

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06/09/16	Correspondence to and from E. Lamek regarding approval and vesting order; review correspondence regarding Lawrence draft order; correspondence to and from I. MacLeod regarding updated PINs;	Danny Nunes	0.50	450.00	225.00
06/09/16	Calls and emails with lawyers for St. Clair Village buyer; emails with Davies; discussion with Pandell re RE deals, etc.	Edmond Lamek	1.50	850.00	1,275.00
06/09/16	Updated PINs for properties, Mallow, Patricia and St. Clair Village for D. Nunes;	Irene Macleod	0.40	250.00	100.00
06/09/16	Review of purchase agreements in further detail;	John L. Pandell	1.30	750.00	975.00
07/09/16	Office conference with J. Pandell, R. Arezes and I. MacLeod to discuss transactions and tasks; brief review of assigned Purchase Agreements and respective parcel registers based on summary chart;	Christina Tereshyn	0.60	250.00	150.00
07/09/16	Review correspondence regarding Lawrence property sale; review correspondence regarding draft approval and vesting orders; review Sixth Report and correspondence regarding same;	Danny Nunes	1.00	450.00	450.00
07/09/16	Working on Sale Approval Motion materials and discussing orders with lawyers for purchasers and Davies and Pandell. Commenting on draft KSV report;	Edmond Lamek	3.50	850.00	2,975.00
07/09/16	Meeting with J. Pandell, R. Arezes and C. Tereshyn regarding vesting order and closing particulars;	Irene Macleod	0.20	250.00	50.00
07/09/16	Preparation of chart with material information for each property; instructions to assistant to prepare chart and organize materials for team meeting, including delegation of tasks,	John L. Pandell	3.00	750.00	2,250.00

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	review of various e-mails and advising on permitted encumbrances for court order from real estate law perspective;				
08/09/16	In-depth review of Agreement of Purchase and Sale and title for Caledonia property;	Christina Tereshyn	0.60	250.00	150.00
08/09/16	Correspondence to and from N. Goldstein and B. Kofman regarding draft report and comments regarding same; review correspondence regarding sale approval motion materials; review correspondence regarding Lawrence property transaction; correspondence to and from D. Milivojevic and N. Goldstein regarding sale approval motion materials and serve same;	Danny Nunes	1.80	450.00	810.00
08/09/16	Working all day on finalizing motion materials on Sale Approval motion for Lawrence, Mallow, Patricia, St. Clair Village - calls and email with lawyers for each re their comments on draft forms of orders and related schedules, etc;	Edmond Lamek	4.50	850.00	3,825.00
08/09/16	Obtained title document on 425 Patricia Avenue for E. Lamek;	Irene Macleod	0.20	250.00	50.00
08/09/16	Various e-mails re: draft orders; telephone conversation with D. Reiner at Davies;	John L. Pandell	1.40	750.00	1,050.00
08/09/16	Review title to Patricia site with respect to mortgage on title;	Richard Arezes	0.40	375.00	150.00
09/09/16	Review correspondence regarding draft representative counsel order and call to discuss same; review correspondence to and from E. Lamek and B. Kofman regarding call with A. Slavens;	Danny Nunes	0.90	450.00	405.00
09/09/16	call from Adam Slavens counsel to Tarion re request for adjournment of sale approval motions re rep counsel issues; email exchanges with KSV and DAVIES re same and Dickinson Wright request for adjournment and	Edmond Lamek	3.20	850.00	2,720.00

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confidential appendices. Email exchanges with lawyers for Lawrence purchaser re revisions to Approval and vesting order;

09/09/16	Engaged re: Lawrence property on urgent basis to review changes to draft order and related e-mails and meeting with E. Lamek to discuss same;	John L. Pandell	2.50	750.00	1,875.00
09/09/16	Review of purchase agreements;	Richard Arezes	0.50	375.00	187.50
10/09/16	Review correspondence regarding sale approval motion; attend conference call to discuss same;	Danny Nunes	0.90	450.00	405.00
10/09/16	Conference call with KSV and Davies regarding response to Lisa Corne adjournment request and providing comments to Schwill on his initial draft letter.	Edmond Lamek	0.70	850.00	595.00
11/09/16	Review correspondence regarding real property transactions;	Danny Nunes	0.10	450.00	45.00
12/09/16	Review correspondence regarding sale approval motion correspondence to and from E. Lamek and R. Schwill regarding materials needed for same; finalize motion materials and attend to filing of same;	Danny Nunes	1.00	450.00	450.00
12/09/16	Commenting on revised Schwill letter to Lisa Corne; call to lawyers for Lawrence and St. Clair Village purchasers re possible call from Rep Counsel to home buyers;	Edmond Lamek	1.80	850.00	1,530.00
12/09/16	Various e-mails re: draft orders and status of transactions;	John L. Pandell	0.60	750.00	450.00
13/09/16	Review correspondence regarding request for adjournment of sale approval motion; review correspondence from A. Slavens regarding adjournment request;	Danny Nunes	0.90	450.00	405.00
13/09/16	Calls and email exchanges with lawyers for buyer of UC LAWRENCE property	Edmond Lamek	4.20	850.00	3,570.00

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regarding additional changes to approval and vesting order requests and exchange of drafts and follow up calls to finalize same; dealing with Slavens correspondence and calls with KSV and Davies re same. Email exchanges with lawyers for St Clair Village buyer re some requested changes to Approval and vesting order.

13/09/16	Engaged re: Lawrence property, including review of proposed changes to Order by Purchaser's counsel and my memo regarding same with E. Lamek; conference call with Purchaser's solicitor to discuss and negotiate "middle of the road" solution; related analysis and review of further changes to implement solution;	John L. Pandell	2.00	750.00	1,500.00
14/09/16	Review correspondence regarding real property transactions; review correspondence from A. Slavens and E. Lamek regarding adjournment request for approval and vesting order motion; review correspondence from E. Lamek regarding revised approval and vesting orders; correspondence to and from R. Schwill and E. Lamek regarding sealing of appendices; review correspondence from R. Schwill attaching supplemental report and review same;	Danny Nunes	1.50	450.00	675.00
14/09/16	Responding to Slavens' adjournment request correspondence; working most of day finalizing four approval and vesting orders with counsel to purchasers and preparing generally for court appearances tomorrow, including rep counsel order; conf call with Minden Gross re St. Clair Village EXP Hydrostatic report; various emails and calls regarding same; responding email to Minden Gross.	Edmond Lamek	5.20	850.00	4,420.00
14/09/16	Engaged re: revising language in draft Order and meeting with E. Lamek re: same; discussions with Purchaser's solicitor prepared blackline of my	John L. Pandell	4.70	750.00	3,525.00

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	proposed changes; e-mails with Purchaser's solicitor and exchanging revised drafts; engaged re: St. Clair alleged environmental issues and related e-mails and conference calls;				
15/09/16	Attend approval and vesting order motion; review correspondence from E. Lamek regarding same;	Danny Nunes	1.40	450.00	630.00
15/09/16	All morning and early afternoon in court obtaining Sale approval and vesting orders on Lawrence, Mallow, Patricia, St. Clair Village and dealing with Dickinson Wright Rep counsel Order issues; dealing with issuing orders and circulating to list and buyers and others; numerous follow up discussions with counsel to various stakeholders and other parties;	Edmond Lamek	4.50	850.00	3,825.00
15/09/16	Various e-mails re: court order and delegation of tasks to team re: next steps on real estate closings, including preparation of closing agenda and team meeting on Monday;	John L. Pandell	1.20	750.00	900.00
16/09/16	Review correspondence regarding representation order revisions; review correspondence from D. Michaud regarding Terra Firma mortgage;	Danny Nunes	0.40	450.00	180.00
16/09/16	Emails with McMillan re Patricia and Mallow; reviewing and commenting on latest DW rep counsel order draft.	Edmond Lamek	0.80	850.00	680.00
16/09/16	Various e-mails re: real estate transactions, including e-mails re: closing dates and delegation of tasks to team re: next steps;	John L. Pandell	1.40	750.00	1,050.00
17/09/16	Review correspondence from R. Schwill regarding representation order;	Danny Nunes	0.10	450.00	45.00
19/09/16	Draft closing agenda for St. Clair Village property; email to Purchaser's counsel;	Christina Tereshyn	0.60	250.00	150.00



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19/09/16	Review correspondence regarding Mallow closing;	Danny Nunes	0.20	450.00	90.00
19/09/16	E-mails from client re: closing dates; reply to e-mail; provided client with chart; team meeting; e-mail to client with updated chart and next steps; review of draft closing agenda; revisions to R. Arezes; advised R. Arezes and C. Tereshyn to send e-mails to purchaser's counsel advising of closing date and R. Arezes to send draft agenda to our client team;	John L. Pandell	2.60	750.00	1,950.00
19/09/16	Review of purchase agreement and preparation of closing agenda for Lawrence property;	Richard Arezes	1.50	375.00	562.50
19/09/16	Emails to purchaser's lawyers; attended meeting with J. Pandell;	Richard Arezes	1.40	375.00	525.00
19/09/16	Review of purchase agreement and preparation of closing agenda for Mallow property;	Richard Arezes	1.90	375.00	712.50
19/09/16	Review of purchase agreement and preparation of closing agenda for Patricia property;	Richard Arezes	0.50	375.00	187.50
20/09/16	Review correspondence regarding property closings;	Danny Nunes	0.30	450.00	135.00
20/09/16	Emails regarding Lisa Corne draft Rep Counsel Order; discussions with Tereshyn, Arezes and Pandell regarding various RE closing logistics; KSV/Saskin approval protocols and the like;	Edmond Lamek	1.10	850.00	935.00
20/09/16	Revision of and circulation of draft closing agendas to client, monitor and purchaser's counsel; telephone call with McMillan;	Richard Arezes	1.20	375.00	450.00
21/09/16	Draft closing document sample package for St. Clair; email to client regarding additional closing deliveries for St. Clair; various discussions with J. Pandell;	Christina Tereshyn	1.90	250.00	475.00

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21/09/16	Review correspondence regarding property closings; review correspondence from L. Corne attaching issued representative counsel orders;	Danny Nunes	0.60	450.00	270.00
21/09/16	Drafted 2 electronic applications for vesting order ( Mallow and Patricia) for R. Arezes; drafted one electronic application for vesting order ( St. Clair/ Caledonia) for C. Tereshyn;	Irene Macleod	0.90	250.00	225.00
21/09/16	Engaged reviewing draft closing agendas and instructions to team on next steps, including preparing draft closing documents for tomorrow;	John L. Pandell	2.00	750.00	1,500.00
21/09/16	Email to clients and monitor regarding statement of adjustments; telephone call with D. Baker;	Richard Arezes	0.20	375.00	75.00
22/09/16	Revisions to draft closing documents for St. Clair based on comments of R. Arezes; draft further closing documents for St. Clair; call with Purchaser's lawyer for St. Clair re: Closing Agenda and closing matters; meeting with J. Pandell and R. Arezes to review draft package of closing documents; further revisions to documents; send documents to client for approval;	Christina Tereshyn	2.30	250.00	575.00
22/09/16	Review correspondence regarding property closings; review correspondence from R. Schwill regarding claims procedure;	Danny Nunes	0.50	450.00	225.00
22/09/16	Organizing Geothermal documentation for Carleigh Bassett; emails with Pandell and KSV regarding closing; emails with McMillan regarding Patricia and Mallow closing requirements;	Edmond Lamek	1.50	850.00	1,275.00
22/09/16	Drafted application for vesting order for 1780 Lawrence Avenue west for R. Arezes;	Irene Macleod	0.40	250.00	100.00

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22/09/16	Managed team on various tasks, including review of draft closing documents and comments from purchasers' counsel on agenda;	John L. Pandell	2.00	750.00	1,500.00
22/09/16	Review of applications for vesting orders; preparation of draft closing agendas;	Richard Arezes	2.00	375.00	750.00
23/09/16	Emails to and from client regarding closing documents and closing matters; revise and draft additional documents for St. Clair and send to client for review; send draft documents and Statement of Adjustments to Purchaser's solicitor for St. Clair; office conference with J. Pandell to review documents;	Christina Tereshyn	1.80	250.00	450.00
23/09/16	Review correspondence regarding closings;	Danny Nunes	0.50	450.00	225.00
23/09/16	Engaged re: draft documents, statement of adjustments and closing agenda items, including review of issues with C. Tereshyn and R. Arezes and delegation of tasks to them; review statements of adjustments;	John L. Pandell	2.60	750.00	1,950.00
25/09/16	Preparation of closing documents for Mallow;	Richard Arezes	0.60	375.00	225.00
26/09/16	Telephone call and emails with Purchaser's lawyer for St. Clair property, requesting an extension of the closing date; instructions from client to request additional deposit in exchange for extension of closing date;	Christina Tereshyn	0.50	250.00	125.00
26/09/16	Engaged re: proposed extension for St. Clair, including numerous e-mails and instructions to C. Tereshyn of implementing same; engaged re: Mallow, Patricia and Lawrence managing R. Arezes on purchasers' comments and revisions, including quick review of amended documents;	John L. Pandell	1.80	750.00	1,350.00

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26/09/16	Review of revised closing documents for Lawrence; email to purchaser's counsel;	Richard Arezes	1.00	375.00	375.00
27/09/16	Prepare Amending Agreement for St. Clair; emails to and from Purchaser's solicitor agreeing to terms of amendment; emails to client regarding amending agreement;	Christina Tereshyn	1.30	250.00	325.00
27/09/16	Review correspondence from C. Tereshyn regarding St. Clair closing;	Danny Nunes	0.30	450.00	135.00
27/09/16	Working on Geothermal;	Edmond Lamek	1.10	850.00	935.00
27/09/16	Messaged application for vesting order for 1780 Lawrence Avenue as per R. Arezes instructions;	Irene Macleod	0.20	250.00	50.00
27/09/16	Revision and circulation of draft closing documents;	Richard Arezes	2.20	375.00	825.00
28/09/16	Attend to execution of Amending Agreement for St. Clair and circulate fully executed copy; emails to and from Purchaser's solicitor for St. Clair;	Christina Tereshyn	0.40	250.00	100.00
28/09/16	Review correspondence from N. Rabinovitch and R. Schwill regarding same; review correspondence regarding St. Clair and Lawrence closings; review correspondence from E. Lamek forwarding Israeli extension materials and review same;	Danny Nunes	0.40	450.00	180.00
28/09/16	Correspondence to and from E. Lamek regarding scheduling chambers appointment; review correspondence from N. Rabinovitch and R. Schwill regarding same; review correspondence regarding St. Clair and Lawrence closings; review correspondence from E. Lamek forwarding Israeli extension materials and review same; correspondence to and from Monitor regarding chambers appointment; correspondence to commercial court regarding same; review correspondence from N.	Danny Nunes	2.00	450.00	900.00

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Rabinovitch regarding recognition motion;

28/09/16	Calls and email exchanges regarding pay out motion approval and relates matters; revising draft motion materials; working on Geothermal asset structure memos, related emails to Plunkett, Bassett and others;	Edmond Lamek	3.80	850.00	3,230.00
28/09/16	Messaged the St Clair application for vesting order as per C. Tereshyn's instructions;	Irene Macleod	0.20	250.00	50.00
28/09/16	Pre-closing review of all draft documents and outstanding issues with R. Arezes on Lawrence, including advising on post-closing follow up re: deleted registrations and replying to purchaser's solicitor regarding same; reviewing additional deliveries and next steps; engaged advising C. Tereshyn on St. Clair extension, including Monitor's Certificate; e-mails and telephone calls with Davies and instructions to R. Arezes to amend Lawrence documents with respect to assignment;	John L. Pandell	2.50	750.00	1,875.00
28/09/16	Revision of closing documents; telephone calls with D. Reiner; meetings with J. Pandell; circulation of revised documents;	Richard Arezes	3.70	375.00	1,387.50
29/09/16	Emails regarding additional deposit for St. Clair; draft and revise closing documents for St. Clair;	Christina Tereshyn	1.60	250.00	400.00
29/09/16	Correspondence to and from commercial court regarding scheduling of chambers appointment for distribution approval motion; correspondence to and from B. Kofman, R. Schwill and E. Lamek regarding same; review correspondence from R. Schwill attaching motion record; review correspondence regarding property closings;	Danny Nunes	0.60	450.00	270.00

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29/09/16	Preparation for St. Clair closing, including telephone call with Davies and managed C. Tereshyn with respect to deal issues; telephone call with purchaser's counsel to ensure they understand everything to be done for closing;	John L. Pandell	2.00	750.00	1,500.00
29/09/16	Revision and circulation of closing documents; telephone calls with monitor's counsel regarding escrow; telephone call with purchaser's counsel; engaged on preparations for closing;	Richard Arezes	2.60	375.00	975.00
30/09/16	Attend to and correspondence regarding receipt of additional deposit for St. Clair;	Christina Tereshyn	0.40	250.00	100.00
30/09/16	Review correspondence from R. Schwill and B. Kofman regarding chambers appointment; review correspondence from R. Schwill attaching distribution approval order;	Danny Nunes	0.40	450.00	180.00
30/09/16	Call with John Pandell regarding US Lawrence purchaser issues and tender process upon them;	Edmond Lamek	0.50	850.00	425.00
30/09/16	Conversation with Richard Arezes and John Pandell; review e-reg Vesting Order;	Eva Lombardi	0.30	250.00	75.00
30/09/16	Engaged all afternoon on Lawrence abortive transaction, including reviewing e-mails, legal strategy and advising on tender letter, as well as telephone calls with Davies;	John L. Pandell	5.00	750.00	3,750.00
30/09/16	Engaged re: issues with timing of deliveries and developed alternative so we could close and managing C. Tereshyn re: same, plus related e-mails and telephone calls with purchaser's solicitor and Davies;	John L. Pandell	1.00	750.00	750.00
30/09/16	Engaged on closing of LAWRENCE site; engaged on tendering for closing	Richard Arezes	6.30	375.00	2,362.50

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on purchaser's solicitors for lawrence  
site;

Total Fees for Professional Services .....	\$88,170.00
HST .....	\$11,462.10
Total Fees including HST .....	<u>\$99,632.10</u>

**Disbursements**

Taxable Disbursements

Prints BW	90.75
Electronic Filing Fee	131.80
Copies	239.75
Court Fees	177.00
Search Fees	103.40
Deliveries	45.51
Binding & Tabs	40.67

Total Taxable Disbursements	<u>828.88</u>	
Total Disbursements .....		\$828.88
HST .....		\$107.75
Total Disbursements and HST for this Invoice .....		<u>\$936.63</u>

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**Totals For This Matter**

Total Fees Including HST.....	\$99,632.10
Total Disbursements Including HST.....	\$936.63
Total Fees and Disbursements Including HST.....	\$100,568.73
Amount Applied From Trust.....	\$0.00
<b>Total Due For This Matter</b>	<b>\$100,568.73</b>

**Summary**

Name	Hours	Rate	Fees
Christina Tereshyn	12.00	250.00	3,000.00
Danny Nunes	17.10	450.00	7,695.00
Edmond Lamek	42.10	850.00	35,785.00
Eva Lombardi	0.30	250.00	75.00
Irene Macleod	2.50	250.00	625.00
John Pandell	41.60	750.00	31,200.00
Richard Arezes	26.00	375.00	9,750.00
Ruth DeSousa	0.20	200.00	40.00
<b>Total Summary</b>	<b>141.80</b>		<b>\$88,170.00</b>



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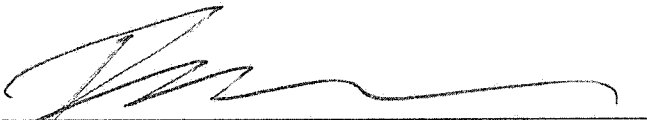
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THIS IS OUR ACCOUNT HEREIN.

WeirFoulds LLP

Per



Edmond Lamek

Account Payable upon receipt. In accordance with Section 33 of the Solicitors Act, interest will be charged at 3.0% per annum calculated from 30 days after delivery of this account. A receipted account will not be mailed unless requested by you

GST/HST REG.NO.  
R119427177RT0001

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Urbancorp Toronto Management Inc. et al.  
Attention: Alan Saskin  
120 Lynn Williams Street  
Suite 2A  
Toronto, ON M6K 3N6

Our Matter # 17858.00001 CCAA Proceedings

For Professional Services through October 31, 2016

FEES	\$40,627.50
DISBURSEMENTS (Taxable)	\$295.44
DISBURSEMENTS (Non Taxable)	None
HST	\$5,319.98
<b>TOTAL FOR THIS INVOICE</b>	<b>\$46,242.92</b>
<b>TOTAL DUE</b>	<b>\$46,242.92</b>

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Below is a description of the services rendered through October 31, 2016 with respect to our File No. 17858.00001

**Fee Detail**

Date	Description	Name	Hours	Rate	Fees
23/09/16	Preparation, revision and circulation of draft statements of adjustment and Lawrence closing documents;	Richard Arezes	3.80	375.00	1,425.00
03/10/16	Draft and revise closing documents for St. Clair; send revised package to Purchaser's solicitor and client; emails and telephone calls with client and Purchaser's lawyer regarding construction trailer on the Property; emails confirming escrow procedure;	Christina Tereshyn	2.20	250.00	550.00
03/10/16	Finalizing Bridge Geothermal memo and related emails to Ted Saskin; Discussions with Pandell and others regarding Lawrence tender and failure of purchaser to close; Emails regarding next steps and Lawrence issues;	Edmond Lamek	3.50	850.00	2,975.00
03/10/16	Post abortive closing e-mails and telephone calls;	John L. Pandell	1.00	750.00	750.00
03/10/16	Preparation of closing documents for Mallow; email to purchaser's counsel;	Richard Arezes	1.00	375.00	375.00
03/10/16	Office conference with C. Tereshyn regarding outstanding taxes;	Wendy Kirkton	0.20	250.00	50.00
04/10/16	Telephone call with Purchaser's solicitor for St. Clair to review comments regarding closing documents and other closing matters; emails to and from clients regarding closing matters;	Christina Tereshyn	1.30	250.00	325.00
04/10/16	Updating Geothermal asset documentation and reviewing Bosvest Lift Stay motion re Fusion;	Edmond Lamek	2.20	850.00	1,870.00
04/10/16	Messaged application for Vesting Order to another person in Minden Gross as per C. Tereshyn's instructions;	Irene Macleod	0.10	250.00	25.00

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04/10/16	Review of assignment agreements; email to clients; email to purchaser's counsel;	Richard Arezes	2.00	375.00	750.00
05/10/16	Review correspondence and revised closing documents from Purchaser's solicitor for St. Clair; conference call with J. Pandell and B. Lehun regarding escrow procedure; conference call with J. Pandell and D. Reiner regarding escrow procedure and closing matters; revise and deliver Monitor's direction; emails regarding trailer and demolition permit;	Christina Tereshyn	2.30	250.00	575.00
05/10/16	Working on Bridge Geothermal memo and emails with Plunkett and Cole re same; emails with Ted Saskin and Carleigh Bassett; Discussion with John Pandell regarding status of Fernbrook/Lawrence situation and next steps;	Edmond Lamek	2.80	850.00	2,380.00
05/10/16	Copy of document;	Eva Lombardi	0.20	250.00	50.00
05/10/16	Engaged re: Mallow re: various pre-closing issues, including assignment agreements with the City and related issues concerning deposits;	John L. Pandell	1.00	750.00	750.00
05/10/16	Conference call with stakeholders re: Lawrence re: next steps on aborted transaction; review executed letter from purchaser's solicitor from Davies;	John L. Pandell	0.70	750.00	525.00
05/10/16	Engaged re: St. Clair re: pre-closing issues and quick review of revised package of materials from purchaser's solicitor to prepare to instruct C. Tereshyn on later this morning; meeting with C. Tereshyn to review package and delegate tasks;	John L. Pandell	1.50	750.00	1,125.00
05/10/16	Calls with purchaser's counsel; call with D. Reiner; emails to client; revision of closing documents;	Richard Arezes	3.50	375.00	1,312.50
06/10/16	Attend to pre-closing matters for St. Clair; emails to and from client and	Christina Tereshyn	1.90	250.00	475.00

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Page 4

Purchaser's solicitor regarding contracts and reliance letters; draft and revise Undertaking to deliver closing proceeds to Monitor based on telephone call with D. Reiner and J. Pandell; internal discussions regarding statement on Application for Vesting Order;

06/10/16	Review correspondence regarding 60 St. Clair transaction;	Danny Nunes	0.40	450.00	180.00
06/10/16	Continue working on Bridge and Curve Geothermal memos, call with Ted Saskin;	Edmond Lamek	2.40	850.00	2,040.00
06/10/16	Discussion with Christina Tereshyn regarding Bill Lehun proposed draft language in application for Vesting Order and background re old forms of vesting orders;	Edmond Lamek	0.50	850.00	425.00
06/10/16	Managed R. Arezes on numerous pre-closing issues re: Mallow and Patricia, including assignment of agreements with City; review of outstanding items and next steps;	John L. Pandell	1.00	750.00	750.00
06/10/16	Managed C. Tereshyn on numerous pre-closing issues re: St. Clair, including assisting her in drafting e-mails and telephone calls with purchaser's solicitor;	John L. Pandell	1.00	750.00	750.00
06/10/16	Preparation and circulation of documents for Patricia site; emails to clients regarding closing; various correspondence with purchaser's counsel to settle closing documents;	Richard Arezes	2.70	375.00	1,012.50
06/10/16	Telephone call from C. Tershyn regarding application of HST on sale of trailer.	Ryan Morris	0.10	600.00	60.00
07/10/16	Meet with client for execution of closing documents for St. Clair; various phone calls with client and purchaser's lawyer regarding Application for Vesting order and closing matters; attend to closing;	Christina Tereshyn	2.80	250.00	700.00

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07/10/16	Review correspondence attaching order recognizing Israeli extension order;	Danny Nunes	0.30	450.00	135.00
07/10/16	Managed C. Tereshyn on numerous issues this morning re: St. Clair, including negotiation of application for voting order wording and related telephone calls and e-mails to purchaser's solicitor;	John L. Pandell	1.50	750.00	1,125.00
07/10/16	Attended with client to execute documents for Patricia and Mallow sites; correspondence to purchaser's solicitors;	Richard Arezes	1.70	375.00	637.50
11/10/16	Working on Curve Geothermal memo;	Edmond Lamek	0.80	850.00	680.00
11/10/16	Engaged on closing of Mallow and Patricia sites;	Richard Arezes	2.00	375.00	750.00
18/10/16	sub search 836 St. Clair Avenue West Toronto for E. Lamek;	Irene Macleod	0.50	250.00	125.00
20/10/16	Review correspondence regarding scheduling of stay extension motions; review correspondence regarding 60 St. Clair motion;	Danny Nunes	1.50	450.00	675.00
20/10/16	Working on 840 St. Clair Motion materials; emails regarding stay extension motions and timing; emails with KSV regarding Geothermal Assets and intercompany claims;	Edmond Lamek	3.20	850.00	2,720.00
20/10/16	Instructions to C. Tereshyn re: post-closing matters, including preparation of report to client;	John L. Pandell	0.80	750.00	600.00
20/10/16	Conducted corporate profiles regarding Urbancorp 60 St. Clair Inc., 840 St. Clair West Inc. and Urbancorp (St. Clair West) Inc.;	Ruth DeSousa	0.30	200.00	60.00
21/10/16	Review correspondence regarding scheduling of stay extension and 60 St. Clair sale approval motions;	Danny Nunes	1.00	450.00	450.00

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21/10/16	Working on 840 St. Clair Sale approval Motion Materials; emails regarding CCAA Stay extension; booking motion with Court;	Edmond Lamek	2.60	850.00	2,210.00
24/10/16	Draft reporting letter for St. Clair;	Christina Tereshyn	1.10	250.00	275.00
24/10/16	Continue working on 840 St. Clair sale approval court materials; emails regarding Geothermal analysis memos;	Edmond Lamek	1.30	850.00	1,105.00
25/10/16	Review correspondence regarding 840 St. Clair transaction; review correspondence from E. Lamek and R. Schwill regarding scheduling of stay extension motions; draft notice of motion for 60 St. Clair approval and Vesting Order motion;	Danny Nunes	1.90	450.00	855.00
25/10/16	Revising draft 840 St. Clair Approval and Vesting order and NoM and discussing with D. Nunes; circulating to Davies and KSV for comment;	Edmond Lamek	1.80	850.00	1,530.00
26/10/16	Review correspondence regarding 840 St. Clair transaction;	Danny Nunes	0.70	450.00	315.00
26/10/16	Revising 840 St Clair. Approval and Vesting Order; emails with Troys; email exchanges regarding proposed Geothermal litigation update meeting;	Edmond Lamek	1.60	850.00	1,360.00
27/10/16	Review correspondence regarding 840 St. Clair transaction;	Danny Nunes	0.70	450.00	315.00
28/10/16	Review correspondence regarding 840 St. Clair transaction;	Danny Nunes	0.60	450.00	270.00
31/10/16	Review correspondence regarding draft Approval and Vesting Order for 840 St. Clair transaction; draft Order for Approval of Monitor's Activities; correspondence to and from E. Lamek regarding same;	Danny Nunes	0.80	450.00	360.00
31/10/16	Meeting at KSV to discuss Gissin interest in Geothermal Asset litigation and overall status of Geothermal Asset ownership; Discussion with Robert	Edmond Lamek	2.20	850.00	1,870.00

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Harlang regarding 840 St. Clair sale  
and court materials;

Total Fees for Professional Services .....	\$40,627.50
HST .....	\$5,281.57
Total Fees including HST.....	<u>\$45,909.07</u>

**Disbursements**

Taxable Disbursements

Prints BW	148.65
Prints Colour	7.80
Telephone	3.18
Search Fees	72.00
Electronic Filing Fee	36.55
Deliveries	27.26

Total Taxable Disbursements	<u>295.44</u>
Total Disbursements .....	\$295.44
HST .....	\$38.41
Total Disbursements and HST for this Invoice.....	<u>\$333.85</u>

**Totals For This Matter**

Total Fees Including HST.....	\$45,909.07
Total Disbursements Including HST.....	\$333.85
Total Fees and Disbursements Including HST.....	<u>\$46,242.92</u>
Amount Applied From Trust.....	\$0.00
Total Due For This Matter	<u>\$46,242.92</u>



# INVOICE

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November 21, 2016

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## Summary

Name	Hours	Rate	Fees
Christina Tereshyn	11.60	250.00	2,900.00
Danny Nunes	7.90	450.00	3,555.00
Edmond Lamek	24.90	850.00	21,165.00
Eva Lombardi	0.20	250.00	50.00
Irene Macleod	0.60	250.00	150.00
John Pandell	8.50	750.00	6,375.00
Richard Arezes	16.70	375.00	6,262.50
Ruth DeSousa	0.30	200.00	60.00
Ryan Morris	0.10	600.00	60.00
Wendy Kirkton	0.20	250.00	50.00
<b>Total Summary</b>	<b>71.00</b>		<b>\$40,627.50</b>

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November 21, 2016

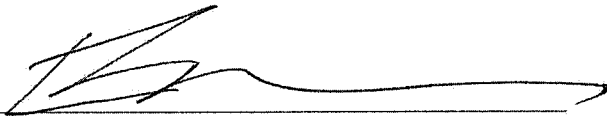
Invoice 260692

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THIS IS OUR ACCOUNT HEREIN.

WeirFoulds LLP

Per



Edmond Lamek

Account Payable upon receipt. In accordance with Section 33 of the Solicitors Act, interest will be charged at 3.0% per annum calculated from 30 days after delivery of this account. A receipted account will not be mailed unless requested by you

GST/HST REG.NO.  
R119427177RT0001

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Page 1

Urbancorp Toronto Management Inc. et al.  
Attention: Alan Saskin  
120 Lynn Williams Street  
Suite 2A  
Toronto, ON M6K 3N6

Our Matter # 17858.00001 CCAA Proceedings

For Professional Services through November 30, 2016

FEES	\$29,265.00
DISBURSEMENTS (Taxable)	\$724.49
DISBURSEMENTS (Non Taxable)	\$63.35
HST	\$3,898.63
<b>TOTAL FOR THIS INVOICE</b>	<b>\$33,951.47</b>
<b>TOTAL DUE</b>	<b>\$33,951.47</b>

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Below is a description of the services rendered through November 30, 2016 with respect to our File No. 17858.00001

**Fee Detail**

Date	Description	Name	Hours	Rate	Fees
01/11/16	Review correspondence regarding 60 St. Clair motion; revise and update service list for same; finalize motion record and serve same;	Danny Nunes	1.00	450.00	450.00
01/11/16	Reviewing and commenting on reinstatement and amending agreement on Lawrence;	Edmond Lamek	0.50	850.00	425.00
01/11/16	Review of draft reinstatement agreement;	Richard Arezes	0.50	375.00	187.50
02/11/16	Correspondence to and from R. Harlang regarding call to discuss geothermal assets; speak to R. Harlang regarding same; correspondence to R. Harlang attaching various documents in respect of geothermal assets; correspondence to E. Lamek regarding same; correspondence to and from N. Bhanji regarding contact particulars for Worsley's counsel; correspondence to M. Volpatti attaching sale approval motion record; review correspondence from N. Bhanji and E. Lamek regarding same; correspondence to and from E. Lamek regarding revisions to draft order;	Danny Nunes	1.80	450.00	810.00
02/11/16	Engaged re: Lawrence, including review of draft amendment agreement and delegation of tasks for potential next steps, assuming amending agreement signed;	John L. Pandell	0.70	750.00	525.00
03/11/16	Amend draft approval and vesting order for 60 St. Clair transaction; correspondence to and from E. Lamek regarding same; correspondence to and from N. Goldstein regarding stay extension motions;	Danny Nunes	0.60	450.00	270.00
03/11/16	Filed Motion Record at Commercial	Joe Bove	0.50	150.00	75.00

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Court;

04/11/16	Correspondence to and from E. Lamek regarding revision to draft approval and vesting order on 60 St. Clair; review correspondence regarding amending approval and vesting order for Lawrence; draft stay extension motion materials;	Danny Nunes	0.60	450.00	270.00
04/11/16	Calls and email exchanges with Sheldon Spring, Davies and Kofman regarding new Approval and Vesting Order for reinstated Lawrence transaction;	Edmond Lamek	1.20	850.00	1,020.00
05/11/16	Correspondence to and from N. Goldstein regarding stay extension motions;	Danny Nunes	0.20	450.00	90.00
07/11/16	Review correspondence regarding amendment to draft order for 60 St. Clair sale;	Danny Nunes	0.20	450.00	90.00
07/11/16	Review of outstanding items and precedent form of report; revised precedent report and delegation of tasks to team; e-mail to client requesting instructions on type of report (hard copy or electronic) and number of copies;	John L. Pandell	1.00	750.00	750.00
08/11/16	Correspondence to and from R. Harlang regarding geothermal and Downsview issues; correspondence to and from C. Honrade regarding same; correspondence to and from R. Schwill and E. Lamek regarding 60 St. Clair motion for sale approval;	Danny Nunes	1.70	450.00	765.00
08/11/16	Attend court hearing for approval of 840 St Clair Approval and Vesting Order;	Edmond Lamek	1.50	850.00	1,275.00
08/11/16	Review of correspondence;	Richard Arezes	0.10	375.00	37.50
09/11/16	Correspondence to and from N. Goldstein regarding draft monitor's report; draft materials for stay extension motion; correspondence to E. Lamek	Danny Nunes	1.70	450.00	765.00

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	regarding same; review correspondence from E. Lamek regarding draft Lawrence approval and vesting order;				
09/11/16	Commenting on court report; revising Lawrence approval and vesting order; numerous calls and emails regarding Lawrence transaction; stay extension and unsealing Sale Agreements;	Edmond Lamek	2.40	850.00	2,040.00
09/11/16	Engaged re: Lawrence issues, including reviewing changes to purchase agreement and draft applicable order; review of outstanding tasks with R. Arezes; e-mail with Davies and E. Lamek;	John L. Pandell	2.50	750.00	1,875.00
09/11/16	Review of reinstatement agreement;	Richard Arezes	0.20	375.00	75.00
10/11/16	Review correspondence regarding Lawrence transaction; correspondence to and from R. Arezes regarding monitor's certificate on Mallow transaction; correspondence to and from R. Schwill regarding same; review correspondence from C. Honrade regarding Downsview project;	Danny Nunes	1.70	450.00	765.00
10/11/16	Dealing with issues for upcoming stay extension motions; revisions to Lawrence AVO; calls and emails relating to same;	Edmond Lamek	1.70	850.00	1,445.00
10/11/16	Preparation of draft closing documents including statement of adjustments;	Richard Arezes	2.60	375.00	975.00
11/11/16	Review correspondence regarding Lawrence transaction; correspondence to and from N. Goldstein regarding monitor's draft report; speak to N. Goldstein regarding same; finalize motion materials for stay extension and serve same;	Danny Nunes	2.10	450.00	945.00
11/11/16	Dealing with Lawrence re-approval and stay extension motion, report; reviewing intercompany claims Report and motion record;	Edmond Lamek	1.10	850.00	935.00

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December 16, 2016

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11/11/16	Preparation of draft closing documents;	Richard Arezes	0.70	375.00	262.50
14/11/16	Review correspondence regarding Lawrence sale transaction;	Danny Nunes	0.30	450.00	135.00
14/11/16	Amended electronic application for vesting order as per R. Arezes instructions;	Irene Macleod	0.30	250.00	75.00
14/11/16	Filed Motion Record at Commercial Court;	Joe Bove	0.50	150.00	75.00
14/11/16	Engaged re: various pre-closing matters relating to Lawrence, including management R. Arezes on next steps.	John L. Pandell	1.00	750.00	750.00
14/11/16	Preparation of closing documents; telephone call with purchaser's lawyer; preparation of charge;	Richard Arezes	2.70	375.00	1,012.50
15/11/16	Correspondence to and from E. Lamek and R. Schwill regarding revision to draft order; revise order;	Danny Nunes	0.30	450.00	135.00
15/11/16	Drafted charge as per R. Arezes;	Irene Macleod	0.40	250.00	100.00
15/11/16	Review of draft charge prepared by R. Arezes; discussed additional clauses with R. Arezes and tracking of very complicated substantive wording negotiated by Davies under the amended and revived purchase agreement; assisted R. Arezes in drafting e-mail to client confirming our approach;	John L. Pandell	1.00	750.00	750.00
15/11/16	Preparation and circulation of draft charge;	Richard Arezes	1.00	375.00	375.00
16/11/16	Compare mortgage charge forms and highlight any changes in updated form;	Aashima Singh	0.50	200.00	100.00
16/11/16	Correspondence to and from E. Lamek regarding Lawrence sale approval motion; speak to R. Arezes regarding sale approval motion; correspondence to R. Arezes regarding same;	Danny Nunes	0.40	450.00	180.00

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16/11/16	Attend CCAA Stay Extension Motion;	Edmond Lamek	1.00	850.00	850.00
16/11/16	Messaged charge re 1780 Lawrence Avenue West as per R. Arezes instructions;	Irene Macleod	0.10	250.00	25.00
16/11/16	Managed R. Arezes on pre-closing issues, including review of e-mails regarding outstanding items;	John L. Pandell	0.30	750.00	225.00
16/11/16	Engaged in preparations for closing; meeting with client to execute closing documents;	Richard Arezes	2.90	375.00	1,087.50
17/11/16	Engaged in closing of Lawrence transaction;	Richard Arezes	2.10	375.00	787.50
18/11/16	Engaged in post closing matters;	Richard Arezes	0.30	375.00	112.50
21/11/16	Emails with KSV regarding Geothermal asset sale process and related issues;	Edmond Lamek	0.40	850.00	340.00
22/11/16	Reviewing Intercompany Claims report and emails to Saskins re same. Working on Edge Geothermal memo.	Edmond Lamek	2.80	850.00	2,380.00
22/11/16	Engaged in preparation of reporting letters;	Richard Arezes	1.10	375.00	412.50
23/11/16	Preparation of reporting letter for Mallow property;	Richard Arezes	0.50	375.00	187.50
28/11/16	Emails and arrangements regarding amendment to 840 St Clair Approval and Vesting Order;	Edmond Lamek	0.60	850.00	510.00
30/11/16	Initial review of report letters and binders; noted issues with reporting letter and binders; delegation of further tasks to C. Tereshyn to rectify problems;	John L. Pandell	2.00	750.00	1,500.00
30/11/16	Discussion with J. Pandell regarding reports;	Richard Arezes	0.10	375.00	37.50



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Total Fees for Professional Services .....	\$29,265.00
HST .....	\$3,804.45
Total Fees including HST .....	<u>\$33,069.45</u>

**Disbursements**

Non-taxable Disbursements

Electronic Filing Fee	63.35	
Total Non-taxable Disbursements		<u>63.35</u>

Taxable Disbursements

Prints BW	239.55	
Binding & Tabs	14.73	
Deliveries	67.01	
Prints Colour	5.40	
Electronic Filing Fee	10.55	
Court Fees	287.00	
Copies	100.25	
Total Taxable Disbursements		<u>724.49</u>

Total Disbursements .....	\$787.84
HST .....	\$94.18
Total Disbursements and HST for this Invoice .....	<u>\$882.02</u>

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December 16, 2016  
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**Totals For This Matter**

Total Fees Including HST.....	\$33,069.45
Total Disbursements Including HST.....	\$882.02
Total Fees and Disbursements Including HST.....	\$33,951.47
Amount Applied From Trust.....	\$0.00
<b>Total Due For This Matter</b>	<b>\$33,951.47</b>

**Summary**

Name	Hours	Rate	Fees
Aashima Singh	0.50	200.00	100.00
Danny Nunes	12.60	450.00	5,670.00
Edmond Lamek	13.20	850.00	11,220.00
Irene Macleod	0.80	250.00	200.00
Joe Bove	1.00	150.00	150.00
John Pandell	8.50	750.00	6,375.00
Richard Arezes	14.80	375.00	5,550.00
<b>Total Summary</b>	<b>51.40</b>		<b>\$29,265.00</b>

**INVOICE**

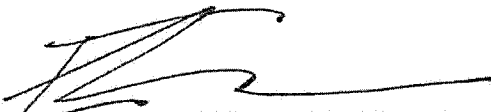
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WeirFoulds LLP  
Per

  
\_\_\_\_\_  
Edmond Lamek

Account Payable upon receipt. In accordance with Section 33 of the Solicitors Act, interest will be charged at 3.0% per annum calculated from 30 days after delivery of this account. A receipted account will not be mailed unless requested by you

GST/HST REG.NO.  
R119427177RT0001

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF URBANCORP TORONTO MANAGEMENT INC., URBANCORP (ST. CLAIR VILLAGE) INC., URBANCORP (PATRICIA) INC., URBANCORP (MALLOW) INC., URBANCORP (LAWRENCE) INC., URBANCORP DOWNSVIEW PARK DEVELOPMENT INC., URBANCORP (952 QUEEN WEST) INC., KING RESIDENTIAL INC., URBANCORP 60 ST. CLAIR INC., HIGH RES. INC., BRIDGE ON KING INC. (Collectively the "Applicants") AND THE AFFILIATED ENTITIES LISTED IN SCHEDULE "A" HERETO

*ONTARIO*  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

Proceedings commenced at Toronto

AFFIDAVIT OF EDMOND F.B. LAMEK  
(Sworn January 19, 2017)

**WEIRFOULDS LLP**  
Barristers & Solicitors  
66 Wellington Street West, Suite 4100  
Toronto-Dominion Centre  
P.O. Box 35  
Toronto, ON M5K 1B7

**Edmond F.B. Lamek**  
Tel: 416-947-5042  
Fax: 416-365-1876  
LSUC #: 33338U

**Danny M. Nunes**  
Tel: 416-365-1110  
Fax: 416-365-1876  
LSUC #: 53802D

**Lawyers for the Applicant**

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

IN THE MATTER OF THE COMPANIES' CREDITORS  
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF URBANCORP (WOODBINE) INC.,  
URBANCORP (BRIDLEPATH) INC., THE TOWNHOUSES OF  
HOGG'S HOLLOW INC., KING TOWNS INC., NEWTOWNS AT  
KING TOWNS INC. AND DEAJA PARTNER (BAY) INC. (the  
"Applicants")

AND IN THE MATTER OF TCC/URBANCORP (BAY) LIMITED  
PARTNERSHIP

FEES AFFIDAVIT OF EDMOND F.B. LAMEK  
(Sworn January 19, 2017)

I, EDMOND F. B. LAMEK, of the City of Toronto, in the Province of Ontario,  
MAKE OATH AND SAY:

1. I am a partner in the law firm of WeirFoulds LLP ("**WeirFoulds**"), the solicitors to the Applicants and TCC/Urbancorp (Bay) Limited Partnership (collectively the "**Urbancorp CCAA Entities**") herein. Accordingly, I have knowledge of matters hereinafter deposed to.
2. Attached hereto as **Exhibit "A"** are copies of the three Statements of Account of WeirFoulds in respect of services rendered to the Urbancorp CCAA Entities for the period from August 19, 2016 to November 30, 2016 (the "**Billing Period**"). During the Billing Period the total fees billed by WeirFoulds were \$89,507.50, plus disbursements of \$1,465.54 and applicable taxes of \$11,826.49.


3. As set out in the following table, 166.2 hours were billed by WeirFoulds personnel during the Billing Period, resulting in an average hourly rate of \$538.55 (exclusive of applicable taxes):

<b>Lawyers</b>	<b>Hours</b>	<b>Rate/Hr.</b>
Edmond Lamek	42.9	\$850
Danny Nunes	41.2	\$450
John Pandell	28.9	\$750
Richard Arezes	.5	\$375
Christina Tereshyn	40.2	\$250
<b>Paralegals/Students</b>	<b>Hours</b>	<b>Rate/Hr</b>
Irene Macleod	1.5	\$250
Ruth DeSouza	1.5	\$200
Eva Lombardi	0.8	\$250
Wendy Kirkton	4.1	\$250
Tony Mazzagatti	4.0	\$150
Joe Bove	0.5	\$150
<b>TOTAL</b>	<b>166.2</b>	<b>Avg. Rate/Hr: \$538.55</b>

4. The activities detailed in the Statements of Account attached as Exhibit "A" accurately reflect the services provided by WeirFoulds and the rates charged are the standard hourly rates of those individuals at WeirFoulds at the time they were incurred.

5. I swear this affidavit in support of a motion for, *inter alia*, approval of the fees and disbursements of WeirFoulds set out above and for no other or improper purpose.

Sworn before me at the )  
 City of Toronto, in the )  
 Province of Ontario, this )  
 19<sup>th</sup> day of January, 2017. )

  
 \_\_\_\_\_ )  
 A Commissioner for taking affidavits, etc. )

DANNY NUNES



**EDMOND F.B. LAMEK**

INVOICE

WeirFoulds LLP

4100 - 66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON, Canada. M5K 1B7

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October 21, 2016

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Urbancorp (Woodbine) Inc. and Urbancorp (Bridlepath) Inc.  
Attention: Alan Saskin  
120 Lynn Williams Street  
Suite 2A  
Toronto, ON M6K 3N6

Our Matter # 17859.00001 In respect of a NOI filing

For Professional Services through September 30, 2016

FEES	\$50,612.50
DISBURSEMENTS (Taxable)	\$458.36
DISBURSEMENTS (Non Taxable)	None
HST	\$6,639.21
<b>TOTAL FOR THIS INVOICE</b>	<b>\$57,710.07</b>
<b>TOTAL DUE</b>	<b>\$57,710.07</b>

This is Exhibit <sup>u</sup>A referred to in the  
affidavit of EDMOND F.B. LAMCK  
sworn before me, this 19<sup>th</sup>  
day of JANUARY, 20 17

  
A COMMISSIONER ETC.

DANNY NUNES

**INVOICE****WeirFoulds** LLP

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Below is a description of the services rendered through September 30, 2016 with respect to our File No. 17859.00001

**Fee Detail**

Date	Description	Name	Hours	Rate	Fees
01/09/16	Review correspondence from E. Lamek regarding draft sale approval motion materials; review correspondence regarding draft representative counsel order;	Danny Nunes	0.30	450.00	135.00
01/09/16	Attend to Companies Branch to pick up the certified PPSA searches regarding Urbancorp (Bridlepath) Inc. and Urbancorp (Woodbine) Inc.; forward searches to D. Nunes;	Ruth DeSousa	0.20	200.00	40.00
02/09/16	Review correspondence regarding Woodbine property sale; review correspondence regarding representative counsel orders; review correspondence regarding Bridlepath property sale;	Danny Nunes	0.60	450.00	270.00
02/09/16	Working on Woodbine and Bridlepath approval and vesting orders and emails to lawyers for WZHC and Bitton seeking their comments	Edmond Lamek	3.20	850.00	2,720.00
02/09/16	Engaged re: real estate transactions, including initial meeting with E. Lamek to get overview of real estate properties and proposed transactions; receipt of e-mail from E. Lamek with purchase agreements for each property and quick initial review of same;	John L. Pandell	1.00	750.00	750.00
05/09/16	Review correspondence regarding representative counsel draft orders;	Danny Nunes	0.10	450.00	45.00
06/09/16	Correspondence to and from E. Lamek regarding approval and vesting order; draft notice of motion for Woodbine property sale;	Danny Nunes	0.50	450.00	225.00
06/09/16	Updated PINs for Markham and Bridlepath properties for D. Nunes;	Irene Macleod	0.40	250.00	100.00



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06/09/16	Review of purchase agreements in further detail;	John L. Pandell	0.70	750.00	525.00
07/09/16	Office conference with J. Pandell, R. Arezes and I. MacLeod to discuss transactions and tasks; brief review of assigned Purchase Agreements and respective parcel registers based on summary chart;	Christina Tereshyn	0.80	250.00	200.00
07/09/16	Review correspondence regarding draft approval and vesting orders; review Sixth Report and correspondence regarding same;	Danny Nunes	0.90	450.00	405.00
07/09/16	Working on Sale Approval Motion materials and discussing orders with Davies and Pandell. Commenting on draft KSV Report.	Edmond Lamek	1.70	850.00	1,445.00
07/09/16	Meeting with J. Pandell, R. Arezes and C. Tereshyn regarding vesting order and closing particulars;	Irene Macleod	0.20	250.00	50.00
07/09/16	Preparation of chart with material information for each property; instructions to assistant to prepare chart and organize materials for team meeting, including delegation of tasks, review of various e-mails and advising on permitted encumbrances for court order from real estate law perspective;	John L. Pandell	1.50	750.00	1,125.00
07/09/16	Attended initial team meeting;	Richard Arezes	0.50	375.00	187.50
08/09/16	In-depth review of Agreements of Purchase and Sale and title for Bayview and Woodbine properties;	Christina Tereshyn	1.20	250.00	300.00
08/09/16	Correspondence to and from N. Goldstein and B. Kofman regarding draft report and comments regarding same; review correspondence regarding sale approval motion materials;	Danny Nunes	1.60	450.00	720.00
08/09/16	Working all day on finalizing motion materials on Sale Approval motion for Woodbine and Bayview - calls and	Edmond Lamek	3.00	850.00	2,550.00

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email with lawyers for each re their comments on draft forms of orders and missing information, etc.

08/09/16	Various e-mails re: draft orders; telephone conversation with D. Reiner at Davies;	John L. Pandell	0.60	750.00	450.00
09/09/16	Review correspondence regarding draft representative counsel order and call to discuss same; review correspondence to and from E. Lamek and B. Kofman regarding call with A. Slavens; amend notice of application and serve same; correspondence to and from E. Lamek regarding same;	Danny Nunes	1.20	450.00	540.00
09/09/16	Dealing with Stay extension request and DW request for adjournment	Edmond Lamek	0.80	850.00	680.00
10/09/16	Review correspondence regarding Bridlepath closing; review correspondence regarding sale approval motion; attend conference call to discuss same;	Danny Nunes	1.10	450.00	495.00
12/09/16	Review correspondence regarding sale approval motion; correspondence to and from E. Lamek and R. Schwill regarding same; finalize motion materials for filing with court and attend to same;	Danny Nunes	1.00	450.00	450.00
12/09/16	Call to lawyers for Bridlepath and Woodbine purchasers re possible call from Rep Counsel to home buyers.	Edmond Lamek	0.60	850.00	510.00
12/09/16	Calls and emails regarding rep counsel adjournment request and related correspondence and preparation for court on Wednesday.	Edmond Lamek	1.40	850.00	1,190.00
12/09/16	Various e-mails re: draft orders and status of transactions;	John L. Pandell	0.40	750.00	300.00
13/09/16	Review correspondence regarding request for adjournment of sale approval motion; review correspondence regarding closing	Danny Nunes	1.20	450.00	540.00

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extension on Bridlepath property;  
review correspondence from A. Slavens  
regarding adjournment request;

13/09/16	Various e-mails and court orders and closing dates;	John L. Pandell	1.00	750.00	750.00
14/09/16	Review correspondence regarding adjournment of sale approval motion; review correspondence regarding real property transactions; review correspondence from E. Lamek regarding revised approval and vesting orders; review correspondence from R. Schwill attaching supplemental report and review same;	Danny Nunes	1.50	450.00	675.00
14/09/16	Finalizing Woodbine and Bridlepath Approval and vesting orders and prepping for tomorrow including adjournment request and related matters; emails with lawyer for Bitton regarding request to delay closing and emails exchange among Saskin and Kofman re same and instructions.	Edmond Lamek	2.80	850.00	2,380.00
14/09/16	Engaged re: Bridlepath proposed extension of the closing date;	John L. Pandell	0.30	750.00	225.00
15/09/16	Attend approval and vesting order motion; review correspondence from E. Lamek regarding same;	Danny Nunes	1.40	450.00	630.00
15/09/16	All morning and early afternoon in court obtaining Sale approval and vesting orders on Bridlepath and Woodbine and dealing with Dickinson Wright Rep counsel Order issues; dealing with issuing orders and circulating to list and buyers and others; numerous follow up discussions with counsel to various stakeholders and other parties.	Edmond Lamek	2.30	850.00	1,955.00
15/09/16	Various e-mails re: court order and delegation of tasks to team re: next steps on real estate closings, including preparation of closing agenda and team meeting on Monday;	John L. Pandell	0.60	750.00	450.00

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16/09/16	Review correspondence regarding representation order revisions;	Danny Nunes	0.30	450.00	135.00
16/09/16	Emails with counsel to Terra Firma re Bridlepath Additional payment Agreement; emails with counsel to Bitton regarding his request to delay closing date.	Edmond Lamek	0.70	850.00	595.00
16/09/16	Various e-mails re: real estate transactions, including e-mails re: closing dates and delegation of tasks to team re: next steps;	John L. Pandell	0.60	750.00	450.00
17/09/16	Review correspondence from R. Schwill regarding representation order;	Danny Nunes	0.10	450.00	45.00
19/09/16	Draft closing agenda for Woodbine property; email to Purchaser's lawyer;	Christina Tereshyn	0.60	250.00	150.00
19/09/16	E-mails from client re: closing dates; reply to e-mail; provided client with chart; team meeting; e-mail to client with updated chart and next steps; review of draft closing agenda; revisions to R. Arezes; advised R. Arezes and C. Tereshyn to send e-mails to purchaser's counsel advising of closing date and R. Arezes to send draft agenda to our client team;	John L. Pandell	1.40	750.00	1,050.00
20/09/16	Emails regarding amendment to Bridlepath APS;	Christina Tereshyn	0.20	250.00	50.00
20/09/16	Review correspondence regarding property closings; review correspondence regarding closing date extension;	Danny Nunes	0.50	450.00	225.00
20/09/16	Email exchanges with Kofman and Schwill regarding conversion of NOI Proceedings into CCAA together with TCC Bay and its other nominee subs. Several email exchanges with Rob Pollock; KSV, Saskin and Davies regarding Claude Bitton increased deposit and request for end of October closing date.	Edmond Lamek	2.80	850.00	2,380.00

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21/09/16	Emails; revisions to closing agenda for Bridlepath based on Amending Agreement and instructions from J. Pandell;	Christina Tereshyn	0.40	250.00	100.00
21/09/16	Review correspondence regarding property closings; review correspondence from L. Corne attaching representative counsel orders;	Danny Nunes	0.60	450.00	270.00
21/09/16	Drafted 2 electronic application for vesting order (Bridlepath and Woodbine) for C. Tereshyn;	Irene Macleod	0.60	250.00	150.00
21/09/16	Engaged reviewing draft closing agendas and instructions to team on next steps, including preparing draft closing documents for tomorrow;	John L. Pandell	1.00	750.00	750.00
21/09/16	Engaged re: Bridlepath proposed extension and additional deposit, including numerous e-mails, drafting, revising and finalizing amending agreement and sending same to client and purchaser's solicitor;	John L. Pandell	3.00	750.00	2,250.00
22/09/16	Emails regarding Amending Agreement and access for Bridlepath site; exchange of fully executed Amending Agreement; instruct clerk to prepare Statement of Adjustments for Bridlepath and Woodbine;	Christina Tereshyn	0.60	250.00	150.00
22/09/16	Review correspondence regarding property closings; review correspondence from R. Schwill regarding claims procedure;	Danny Nunes	0.50	450.00	225.00
22/09/16	Numerous emails regarding Claude Bitton and agreement regarding closing date extension to Oct 14 and increased deposit.	Edmond Lamek	1.40	850.00	1,190.00
22/09/16	Engaged re: Bridlepath issues, including extension to closing, additional deposit and property inspection issues; various e-mails and drafting of documents regarding same;	John L. Pandell	3.00	750.00	2,250.00

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managed team on various tasks, including review of draft closing documents and comments from purchaser's counsel on agenda;

22/09/16	Office conference with R. Arezes and C. Tereshyn; draft adjustments;	Wendy Kirkton	2.00	250.00	500.00
23/09/16	Draft closing document packages for Woodbine and Bridlepath; emails regarding receipt of wire transfer for additional deposit; review and send Statement of Adjustments to Purchaser's lawyer;	Christina Tereshyn	1.40	250.00	350.00
23/09/16	Review correspondence regarding closings;	Danny Nunes	0.50	450.00	225.00
23/09/16	Engaged re: draft documents, statement of adjustments and closing agenda items, including review of issues with C. Tereshyn and R. Arezes and delegation of tasks to them; review statements of adjustments; engaged re: Bridlepath extension and additional deposit, including several related e-mails;	John L. Pandell	2.40	750.00	1,800.00
23/09/16	Draft statement of adjustments; revise adjustments;	Wendy Kirkton	1.40	250.00	350.00
26/09/16	Speak to E. Lamek regarding conference call to discuss CCAA application for Bridlepath and Woodbine; attend same with R. Schwill and B. Kofman; correspondence to and from commercial court regarding scheduling chambers appointment for distribution approval motion and CCAA application hearing;	Danny Nunes	1.80	450.00	810.00
26/09/16	Call with Kofman and Schwill regarding Conversion to CCAA and related logistics. Several discussions internally regarding Real Property sales transactions.	Edmond Lamek	1.40	850.00	1,190.00
27/09/16	Review of email and requisition letter from Purchaser's solicitor for Woodbine;	Christina Tereshyn	1.30	250.00	325.00

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review revisions to closing documents;  
draft reply email to Purchaser's solicitor;

27/09/16	Correspondence to and from E. Lamek regarding scheduling chambers appointment; review correspondence from B. Kofman regarding same; review correspondence from C. Tereshyn regarding St. Clair closing; correspondence to R. De Sousa regarding PPSA searches for CCAA application for Woodbine and Bridlepath;	Danny Nunes	1.00	450.00	450.00
27/09/16	Ordered certified PPSA searches regarding King Towns Inc., Newtowns at Kingtown Inc., The Townhouses of Hogg's Hollow Inc. and TCC/Urbancorp (Bay) Limited Partnership;	Ruth DeSousa	0.20	200.00	40.00
28/09/16	Draft and revise reply to letter of requisitions for Woodbine; draft and revise closing documents for Woodbine; various meetings with J. Pandell to review documents; emails and telephone calls with client an purchaser's solicitor; draft Assignment & Assumption of APS and ancillary documents; circulate executed copy of Trustee's direction; further revisions to closing documents based on D. Reiner's comments and circulate revised package;	Christina Tereshyn	6.70	250.00	1,675.00
28/09/16	Calls and emails re pay out motion timing, etc.	Edmond Lamek	0.70	850.00	595.00
28/09/16	Amended and messaged the application for vesting order- Woodbine as per C. Tereshyn's instructions;	Irene Macleod	0.30	250.00	75.00
28/09/16	Pre-closing review of draft documents and outstanding issues with C. Tereshyn on Woodbine, including review of requisition letter and reply (drafting specific sections for reply); reviewing additional deliveries and instructing her on next steps; review of draft e-mail to purchaser's solicitor with	John L. Pandell	4.00	750.00	3,000.00

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reply to requisition letter and all closing documents, including cover note; telephone call with Davies re: assignment of purchase agreement and drafted all assignment related documents with C. Tereshyn and instructed her on e-mails to client and purchaser's solicitor re: revised documents;

28/09/16	Revise statement of adjustments;	Wendy Kirkton	0.20	250.00	50.00
29/09/16	Attend to pre-closing matters for Woodbine; emails to and from Purchaser's solicitor regarding closing and closing documents; review Application for Vesting Order; confirm outstanding taxes with City of Markham; telephone calls with Purchaser's solicitor; send details regarding assignment of development charges and credits to Purchaser's solicitor;	Christina Tereshyn	2.60	250.00	650.00
29/09/16	Correspondence to and from commercial court regarding scheduling of chambers appointment for distribution approval motion; correspondence to and from B. Kofman, R. Schwill and E. Lamek regarding same; review correspondence from R. Schwill attaching motion record; review correspondence regarding property closings;	Danny Nunes	0.60	450.00	270.00
29/09/16	Revise statement of adjustments;	Wendy Kirkton	0.20	250.00	50.00
30/09/16	Attend to closing matters for Woodbine; meet client for execution of closing documents; prepare escrow package and confirm escrow arrangements; various calls and emails with Purchaser's solicitor, trustee's solicitor and client; verify Purchaser's HST number; attend to registration of Application for Vesting Order;	Christina Tereshyn	5.60	250.00	1,400.00



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30/09/16	Review correspondence from R. Schwill and B. Kofman regarding chambers appointment; review correspondence from R. Schwill attaching distribution approval orders;	Danny Nunes	0.40	450.00	180.00
30/09/16	Review Vesting Order; scan Vesting Order to e-reg document; revise e-reg document; conversations with C. Tereshyn; update of PIN; registration with C. Tereshyn;	Eva Lombardi	0.80	250.00	200.00

Total Fees for Professional Services .....	\$50,612.50
HST .....	\$6,579.62
Total Fees including HST .....	\$57,192.12

**Disbursements**

Taxable Disbursements

Prints BW	135.30
Electronic Filing Fee	201.30
Search Fees	100.00
Deliveries	21.26
Copies	0.50

Total Taxable Disbursements	458.36
Total Disbursements .....	\$458.36
HST .....	\$59.59
Total Disbursements and HST for this Invoice .....	\$517.95

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October 21, 2016

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**Totals For This Matter**

Total Fees Including HST.....	\$57,192.12
Total Disbursements Including HST.....	\$517.95
Total Fees and Disbursements Including HST.....	\$57,710.07
Amount Applied From Trust.....	\$0.00
<b>Total Due For This Matter</b>	<b>\$57,710.07</b>

**Summary**

Name	Hours	Rate	Fees
Christina Tereshyn	21.40	250.00	5,350.00
Danny Nunes	17.70	450.00	7,965.00
Edmond Lamek	22.80	850.00	19,380.00
Eva Lombardi	0.80	250.00	200.00
Irene Macleod	1.50	250.00	375.00
John Pandell	21.50	750.00	16,125.00
Richard Arezes	0.50	375.00	187.50
Ruth DeSousa	0.40	200.00	80.00
Wendy Kirkton	3.80	250.00	950.00
<b>Total Summary</b>	<b>90.40</b>		<b>\$50,612.50</b>

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October 21, 2016

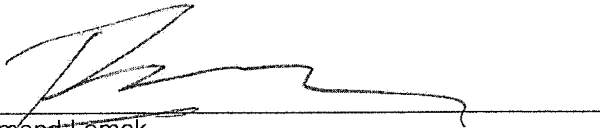
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THIS IS OUR ACCOUNT HEREIN.

WeirFoulds LLP

Per



Edmond Lamek

Account Payable upon receipt. In accordance with Section 33 of the Solicitors Act, interest will be charged at 3.0% per annum calculated from 30 days after delivery of this account. A receipted account will not be mailed unless requested by you

GST/HST REG.NO.  
R119427177RT0001

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WeirFoulds<sup>LLP</sup>

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November 15, 2016

Invoice 260568

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Urbancorp (Woodbine) Inc. and Urbancorp (Bridlepath) Inc.  
Attention: Alan Saskin  
120 Lynn Williams Street  
Suite 2A  
Toronto, ON M6K 3N6

Our Matter # 17859.00001 In respect of a NOI filing

For Professional Services through October 31, 2016

FEES	\$34,870.00
DISBURSEMENTS (Taxable)	\$683.15
DISBURSEMENTS (Non Taxable)	None
HST	\$4,621.91
<b>TOTAL FOR THIS INVOICE</b>	<b>\$40,175.06</b>
<b>TOTAL DUE</b>	<b>\$40,175.06</b>

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November 15, 2016

Invoice 260568

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Below is a description of the services rendered through October 31, 2016 with respect to our File No. 17859.00001

**Fee Detail**

Date	Description	Name	Hours	Rate	Fees
22/08/16	Review correspondence from V. DaRe and E. Lamek regarding rep counsel motion; prepare and serve notice of change of lawyers;	Danny Nunes	0.30	450.00	135.00
23/08/16	Review V. DaRe responding materials on rep counsel motion;	Danny Nunes	1.10	450.00	495.00
24/08/16	Review supplemental materials filed by proposed rep counsel;	Danny Nunes	1.20	450.00	540.00
24/08/16	Conducted corporate verbal searches regarding Urbancorp (Woodbine) Inc. and Urbancorp (Bridlepath) Inc.;	Ruth DeSousa	0.10	200.00	20.00
25/08/16	Review correspondence from E. Lamek attaching endorsement on rep counsel motion and review same; review correspondence from R. Schwill regarding same;	Danny Nunes	0.40	450.00	180.00
25/08/16	Attend rep counsel motion;	Danny Nunes	1.00	450.00	450.00
29/08/16	Review correspondence from E. Lamek and R. Schwill regarding endorsement in respect of rep counsel motion and review same;	Danny Nunes	0.40	450.00	180.00
30/08/16	Review correspondence to and from E. Lamek, R. Schwill and B. Kofman regarding draft approval and vesting orders and treatment of NOI proceedings;	Danny Nunes	0.60	450.00	270.00
30/08/16	Attempted to File Notice of Change; Filed (2) Notice of Change of Solicitor;	Tony Mazzagatti	1.50	150.00	225.00
31/08/16	Correspondence regarding updated PPSA and property searches; review correspondence from E. Lamek and J. Pandell regarding property sales; review correspondence regarding draft approval and vesting orders and	Danny Nunes	0.70	450.00	315.00

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encumbrance issue;

31/08/16	Ordered certified PPSA searches regarding Urbancorp (Bridlepath) Inc. and Urbancorp (Woodbine) Inc.;	Ruth DeSousa	0.20	200.00	40.00
03/10/16	Draft closing documents for Bridlepath;	Christina Tereshyn	1.60	250.00	400.00
03/10/16	Begin working on Initial CCAA Order and reviewing corporate organization structure for TCC Bay LP entities;	Edmond Lamek	3.00	850.00	2,550.00
04/10/16	Review correspondence from E. Lamek attaching draft initial order; review correspondence from R. Schwill regarding same;	Danny Nunes	0.50	450.00	225.00
04/10/16	Working on court materials for conversion of BIA NOI proceedings into CCAA proceedings; Numerous emails with Kofman and Schwill re same;	Edmond Lamek	4.40	850.00	3,740.00
04/10/16	Receive instructions; conducted PPSA searches regarding TCC/Urbancorp (Bay) Limited, The Townhouse of Hogg's Hollow Inc., King Towns Inc., Newtowns at Kingtowns Inc.; conducted a corporate profile and a ppsa search regarding Deaja Partners (Bay) Inc.; and email E. Lamek;	Ruth DeSousa	0.50	200.00	100.00
04/10/16	Receive instructions; conducted corporate profiles and Limited partnership searches regarding TCC/Urbancorp (Bay) Limited Partnership, The Townhouses of Hogg's Hollow Inc., King Towns Inc. and Newtowns at Kingtowns Inc.; and email to E. Lamek;	Ruth DeSousa	0.50	200.00	100.00
05/10/16	Working on CCAA Conversion materials and related communications with KSV and Davies;	Edmond Lamek	1.50	850.00	1,275.00
06/10/16	Draft further closing documents for Bridlepath transaction; office conference with J. Pandell;	Christina Tereshyn	1.20	250.00	300.00

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06/10/16	Office conference with C. Tereshyn; revise adjustments;	Wendy Kirkton	0.20	250.00	50.00
07/10/16	Draft and revise documents for Bridlepath; review property tax information and prepare undertaking to deliver funds in respect of outstanding taxes; send draft documents to purchaser's solicitor and client;	Christina Tereshyn	1.30	250.00	325.00
07/10/16	Various calls and emails regarding Claims procedure issues and timing of court materials and which entities are Applicants or Schedule A entities;	Edmond Lamek	1.70	850.00	1,445.00
10/10/16	Review correspondence from N. Goldstein attaching draft proposal trustee's report and review same; correspondence to and from E. Lamek regarding same; correspondence to and from B. Kofman, E. Lamek and R. Schwill regarding same;	Danny Nunes	2.30	450.00	1,035.00
11/10/16	Emails to R. Pollock re: closing documents;	Christina Tereshyn	0.20	250.00	50.00
11/10/16	Finalize CCAA application materials; correspondence to and from B. Kofman, R. Schwill, E. Lamek and J. Swartz regarding same; review correspondence from N. Goldstein attaching revised proposal trustee's report and review same;	Danny Nunes	3.70	450.00	1,665.00
11/10/16	Working on Woodbine, Bridlepath and Bay LP entities' CCAA Filing materials and related calls and emails with KSV, Davies and discussions with Nunes;	Edmond Lamek	3.80	850.00	3,230.00
12/10/16	Circulate executed Trustee's Direction to Purchaser's solicitor; emails to and from Purchaser's solicitor;	Christina Tereshyn	0.60	250.00	150.00
12/10/16	Review correspondence from B. Kofman, E. Lamek and R. Schwill regarding CCAA materials; finalize application record and serve same;	Danny Nunes	2.00	450.00	900.00

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12/10/16	Emails and call with Neil Rabinovitch, counsel to Israeli Trustee, re UCI Claims against TCC Urbancorp Bay LP;	Edmond Lamek	0.50	850.00	425.00
12/10/16	Searched File at Commercial Court, Had Order Sealed by Registrar at Bankruptcy Court;	Tony Mazzagatti	1.00	150.00	150.00
13/10/16	Attend to pre-closing matters; emails to and from Purchaser's solicitor regarding closing documents; telephone calls with J. Pandell, D. Reiner and Purchaser's solicitor regarding signing of documents; confirm Purchaser's HST number; prepare execution copies of documents;	Christina Tereshyn	2.70	250.00	675.00
13/10/16	Review correspondence from E. Lamek and B. Kofman regarding priming Atrium with Admin Charge;	Danny Nunes	0.20	450.00	90.00
13/10/16	Call with Lawyer for Atrium regarding priority of Admin Charge; emails with KSV re same; various other emails regarding apending CCAA Conversion application;	Edmond Lamek	1.70	850.00	1,445.00
13/10/16	Managing C. Tereshyn on pre-closing issues and next steps re: Bridlepath closing tomorrow; engaged re: signature issue, including related telephone conversations with purchaser's solicitor and Davies and confirming e-mail to purchaser's solicitor;	John L. Pandell	1.00	750.00	750.00
13/10/16	Filed Application Record at Commercial Court;	Tony Mazzagatti	0.50	150.00	75.00
14/10/16	Attend to Bridlepath closing matters; meet client and trustee for execution of closing documents; prepare escrow package; confirm escrow procedures; review of Purchaser's executed documents; draft Amending Agreement and attend to extension of closing date, including various calls and emails with client and Purchaser's solicitor;	Christina Tereshyn	5.10	250.00	1,275.00



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14/10/16	Correspondence to and from R. Drake; correspondence to D. Milivojevic regarding same; correspondence to and from E. Lamek and R. Schwill regarding service of CCAA materials on rep counsel; review correspondence from R. Schwill regarding amendments to draft initial order in light of Terra Firma discussions;	Danny Nunes	1.90	450.00	855.00
14/10/16	Engaged on urgent basis re: Bridlepath issue with closing funds and implementation of extension, including instructing Theresa, telephone calls and e-mails with purchaser's solicitor and telephone calls and e-mails with client;	John L. Pandell	3.00	750.00	2,250.00
14/10/16	Attempted to File Affidavit of Service;	Tony Mazzagatti	0.50	150.00	75.00
15/10/16	Draft factum for CCAA conversion motion; correspondence to and from E. Lamek regarding same;	Danny Nunes	3.50	450.00	1,575.00
17/10/16	Attend to closing; confirm Purchaser's HST #; various emails and telephone calls with client and Purchaser's solicitor regarding possible extension of closing date; confirm receipt of closing deliveries and funds; confirm terms of escrow satisfied and circulate registered Application for Vesting Order;	Christina Tereshyn	3.40	250.00	850.00
17/10/16	Engaged re: closing, including request by purchaser's solicitor for potential further extension and various discussions and e-mails regarding same resulting in no extension being required and transaction successfully being completed;	John L. Pandell	1.00	750.00	750.00
17/10/16	Filed Affidavit of Service at Commercial Court;	Tony Mazzagatti	0.50	150.00	75.00
18/10/16	Attend to post-closing matters for Bridlepath;	Christina Tereshyn	0.40	250.00	100.00
18/10/16	Review correspondence from E. Lamek and R. Schwill attaching initial order	Danny Nunes	0.20	450.00	90.00

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and claims procedure order;

18/10/16	Attend court hearing for conversion of BIA NOI Proceedings into CCAA to include TCC Bay LP and its subs, and for Claims Procedure; follow up emails and discussions; circulate order;	Edmond Lamek	2.50	850.00	2,125.00
20/10/16	Instructions to C. Tereshyn re: post-closing matters, including preparation of report to client;	John L. Pandell	0.40	750.00	300.00
21/10/16	Draft reporting letter for Woodbine;	Christina Tereshyn	1.10	250.00	275.00
26/10/16	Draft reporting letter for Bridlepath;	Christina Tereshyn	1.10	250.00	275.00

Total Fees for Professional Services .....	\$34,870.00
HST .....	\$4,533.10
Total Fees including HST .....	<u>\$39,403.10</u>

**Disbursements**

Taxable Disbursements

Prints BW	178.35
Deliveries	98.24
Search Fees	186.00
Prints Colour	6.60
Court Fees	181.00
Binding & Tabs	10.96
Copies	8.75
Telephone	13.25
	<u>683.15</u>

Total Taxable Disbursements	683.15
Total Disbursements .....	\$683.15
HST .....	\$88.81
Total Disbursements and HST for this Invoice .....	<u>\$771.96</u>

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Urbancorp (Woodbine) Inc. and Urbancorp (Bridlepath) Inc.  
Attention: Alan Saskin  
120 Lynn Williams Street  
Suite 2A  
Toronto, ON M6K 3N6

Our Matter # 17859.00001 In respect of a NOI filing

For Professional Services through November 30, 2016

FEES	\$4,025.00
DISBURSEMENTS (Taxable)	\$324.03
DISBURSEMENTS (Non Taxable)	None
HST	\$565.37
<b>TOTAL FOR THIS INVOICE</b>	<b>\$4,914.40</b>
<b>TOTAL DUE</b>	<b>\$4,914.40</b>

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Below is a description of the services rendered through November 30, 2016 with respect to our File No. 17859.00001

**Fee Detail**

Date	Description	Name	Hours	Rate	Fees
07/11/16	Review correspondence regarding Newtowns and Hogg's Hollow LC issue;	Danny Nunes	0.10	450.00	45.00
07/11/16	Review of outstanding items and precedent form of report; revised precedent report and delegation of tasks to team; e-mail to client requesting instructions on type of report (hard copy or electronic) and number of copies;	John L. Pandell	1.00	750.00	750.00
09/11/16	Review correspondence from E. Lamek and B. Kofman regarding draft monitor's report; review same; draft motion materials for stay extension motion and send same to E. Lamek for comment;	Danny Nunes	1.30	450.00	585.00
10/11/16	Review correspondence from E. Lamek and B. Kofman regarding unsealing of APAs; correspondence to and from N. Goldstein regarding same; revise motion materials accordingly; finalize and serve stay extension motion materials;	Danny Nunes	2.10	450.00	945.00
10/11/16	Office conference with R. Arezes; revise adjustments;	Wendy Kirkton	0.10	250.00	25.00
14/11/16	Filed Motion Record at Commercial Court;	Joe Bove	0.50	150.00	75.00
16/11/16	Attend CCAA stay extension motion;	Edmond Lamek	1.00	850.00	850.00
30/11/16	Initial review of report letters and binders; noted issues with reporting letter and binders; delegation of further tasks to C. Tereshyn to rectify problems;	John L. Pandell	1.00	750.00	750.00

Total Fees for Professional Services ..... \$4,025.00

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HST .....	\$523.25
Total Fees including HST .....	<u>\$4,548.25</u>

**Disbursements**

Taxable Disbursements

Prints BW	113.85
Copies	25.50
Binding & Tabs	24.68
Court Fees	160.00

Total Taxable Disbursements	<u>324.03</u>	
Total Disbursements .....		\$324.03
HST .....		\$42.12
Total Disbursements and HST for this Invoice .....		<u>\$366.15</u>

**Totals For This Matter**

Total Fees Including HST .....	\$4,548.25
Total Disbursements Including HST .....	\$366.15
Total Fees and Disbursements Including HST .....	<u>\$4,914.40</u>
Amount Applied From Trust .....	\$0.00
<b>Total Due For This Matter</b>	<u>\$4,914.40</u>

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**Summary**

Name	Hours	Rate	Fees
Danny Nunes	3.50	450.00	1,575.00
Edmond Lamek	1.00	850.00	850.00
Joe Bove	0.50	150.00	75.00
John Pandell	2.00	750.00	1,500.00
Wendy Kirkton	0.10	250.00	25.00
<b>Total Summary</b>	<b>7.10</b>		<b>\$4,025.00</b>

**INVOICE**

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December 16, 2016

Invoice 261616

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THIS IS OUR ACCOUNT HEREIN.

WeirFoulds LLP

Per



Edmond Lamek

Account Payable upon receipt. In accordance with Section 33 of the Solicitors Act, interest will be charged at 3.0% per annum calculated from 30 days after delivery of this account. A receipted account will not be mailed unless requested by you

GST/HST REG.NO.  
R119427177RT0001

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

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF URBANCORP (WOODBINE) INC., URBANCORP (BRIDLEPATH) INC., THE TOWNHOUSES OF HOGG'S HOLLOW INC., KING TOWNS INC., NEWTOWNS AT KING TOWNS INC. AND DEAJA PARTNER (BAY) INC. (the "Applicants") AND IN THE MATTER OF TCC/URBANCORP (BAY) LIMITED PARTNERSHIP**

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

Proceedings commenced at Toronto

**AFFIDAVIT OF EDMOND F.B. LAMEK  
(Sworn January 19, 2017)**

**WEIRFOULDS LLP**  
Barristers & Solicitors  
66 Wellington Street West, Suite 4100  
Toronto-Dominion Centre  
P.O. Box 35  
Toronto, ON M5K 1B7

**Edmond F.B. Lamek**  
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**Danny M. Nunes**  
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Fax: 416-365-1876  
LSUC #: 53802D

**Lawyers for the Applicants**