

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

BETWEEN:

2615333 ONTARIO INC.

Applicant

- and -

**CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC.,
9654461 CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. and
9654445 CANADA INC.**

Respondents

APPLICATION UNDER SUBSECTION 243(1) OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF
THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED

**MOTION RECORD
(Motion for directions and other relief returnable March 4, 2024)
(Vol. 2 of 3)**

February 5, 2024

THORNTON GROUT FINNIGAN LLP
TD West Tower, Toronto-Dominion Centre
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Toronto, ON M5K 1K7
Fax: (416) 304-1313

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Lawyers for the Court-appointed Receiver,
RSM Canada Limited

**TO: THIS HONOURABLE COURT
AND TO: THE SERVICE LIST**

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5	Draft Order (Approval of Receiver’s Activities, Fee Approval, and Sealing)

Appendix “J”

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

B E T W E E N :

2615333 ONTARIO INC.

Applicant

- and -

**CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC.,
9654461 CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445
CANADA INC.**

Respondents

AFFIDAVIT OF BRYAN A. TANNENBAUM

(Sworn February 3, 2024)

I, **BRYAN A. TANNENBAUM**, of the City of Toronto, in the Province of Ontario,
MAKE OATH AND SAY:

1. I am the president of RSM Canada Limited ("**RSM**") and as such I have personal knowledge of the matters to which I hereinafter depose, save and except those matters based upon information and belief, in which case I have stated the source of such facts, all of which I verily believe to be true.

2. Pursuant to an order of the Court dated April 15, 2021, RSM was appointed receiver (the "Receiver"), without security, over the lands and premises described in the Appointment Order (the "Harwood Properties").

3. Attached hereto and marked as Exhibit "A" to this my affidavit are copies of invoices issued by RSM for fees and disbursements incurred by RSM in respect of the receivership proceedings from October 20, 2020 to December 31, 2023 (the "Period"). The total fees charged for the Period are \$387,438.70, plus disbursement of \$39.38 and HST of \$50,372.21 for a total of \$437,850.29. The average hourly rate charged during the Period was \$450.08.

4. The invoices are a fair and accurate description of the services provided and the amounts charged by RSM for the Period.

5. Attached hereto and marked as Exhibit "B" is a schedule summarizing the invoices in Exhibit "A", the total billable hours charged, the total fees charged and the average hourly rate charged.

6. I make this affidavit in support of a motion for an Order approving the Receiver's fees and disbursements and for no other or improper purpose.

SWORN BEFORE ME remotely by)
Bryan A. Tannenbaum, stated as)
being located at the City of Toronto in)
the Province of Ontario, before me at)
the City of Toronto in the Province of)
Ontario, on February 3, 2024, in)
accordance with O. Reg 431/20,)
Administering Oath or Declaration)
Remotely.)



A Commissioner, etc.



BRYAN A. TANNENBAUM

Jeffrey Kyle Berger, a
Commissioner, etc., Province of Ontario,
for RSM Canada Limited.
Expires April 21, 2026.

**THIS IS EXHIBIT "A" REFERRED TO IN THE
AFFIDAVIT OF BRYAN A. TANNENBAUM SWORN
BEFORE ME THIS 3rd DAY OF FEBRUARY, 2024**



A Commissioner, etc.

**Jeffrey Kyle Berger, a
Commissioner, etc., Province of Ontario,
for RSM Canada Limited.
Expires April 21, 2026.**



GST/HST: 80784 1440 RT 0001

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To RSM Canada Limited
Court-appointed Receiver of
134 Harwood Avenue S., Ajax, ON,
148 Harwood Avenue S., Ajax, ON,
152 Harwood Avenue S., Ajax, ON,
184/188 Harwood Avenue S., Ajax, ON,
214 Harwood Avenue S., Ajax, ON,
224 Harwood Avenue S., Ajax, ON, and
226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date May 20, 2021

Client File 8142410/10000
Invoice 1
No. 6350431

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending April 30, 2021.

Date	Professional	Description
10/20/2020	Bryan Tannenbaum	Zoom call with W. Greenspoon of Garfinkle Biderman LLP, J. Lee of Metcalfe, Blainey & Burns LLP, C. Ming, Eric and M. Guo re receivership process, etc.
10/27/2020	Bryan Tannenbaum	Receipt and review of Notice of Application from W. Greenspoon; provide comments to W. Greenspoon re same.
10/28/2020	Bryan Tannenbaum	Review the draft receivership Order and provide comments re same; review the revised Application.
11/4/2020	Bryan Tannenbaum	Receipt and review of W. Greenspoon email attaching letter from the solicitor for the Town of Ajax (the “Town”); email re time to speak tomorrow.
11/5/2020	Bryan Tannenbaum	Call with J. Lee and W. Greenspoon re Town lawyer letter and reporting back to client; receipt and review of W. Greenspoon's draft letter to Town's lawyer; minimal comments sent.
11/9/2020	Bryan Tannenbaum	Telephone call from W. Greenspoon re her call with J. Lee and her discussion with the Town's lawyer; conversation with S. Graff re another receivership application by T. Liu, etc.; receipt and review of J. Lee email to W. Greenspoon; receipt and review of W. Greenspoon's response.

Date	Professional	Description
11/10/2020	Bryan Tannenbaum	Receipt and review of email from W. Greenspoon with the Town's lawyer email sending what he received from S. Graff; receipt and review of W. Greenspoon's response to Town's lawyer; receipt and review of revised affidavit.
11/17/2020	Bryan Tannenbaum	Email from W. Greenspoon re Town letter; email re Town's application; receipt and review of J. Lee's affidavit; receipt and review of W. Greenspoon's email to the Town's lawyer.
11/24/2020	Bryan Tannenbaum	Receipt and review of W. Greenspoon's email re Town and S. Graff; telephone call with W. Greenspoon re same.
11/25/2020	Bryan Tannenbaum	Telephone call from W. Greenspoon re Crowe Soberman LLP connection to T. Liu to be provided to Town's lawyer; review same and send to W. Greenspoon; Zoom call with W. Greenspoon, J. Lee, C. Ming, Eric, Logan re Liu and Town application and our plan re receivership; receipt and review of W. Greenspoon's email reporting on call with Town's lawyer and review of revised Order; telephone call with W. Greenspoon re same.
11/27/2020	Bryan Tannenbaum	Receipt and review of W. Greenspoon email re continued parking; response sent; receipt and review of revised order to service list; email and telephone call with W. Greenspoon re missing date in style of cause; receipt and review of W. Greenspoon email to secured creditor re status of Town's consent; receipt and review of W. Greenspoon email re opposition by D. Ullmann of Blaney McMurtry LLP ("Blaney").
11/30/2020	Bryan Tannenbaum	Receipt and review of D. Ullmann email to service list; receipt and review of W. Greenspoon email with B. Bissell of Goldman, Sloan, Nash and Haber LLP email acting for Investecs; receipt and review of W. Greenspoon email to secured creditor counsel re D. Ullmann email; attend first Court hearing to schedule matters; subsequent call with W. Greenspoon.
12/8/2020	Bryan Tannenbaum	Receipt and review of Blaney's service list distribution of their case conference brief.
12/9/2020	Bryan Tannenbaum	Receipt and review of J. Lee's Supplementary Affidavit; attend case conference; subsequent Zoom meeting with W. Greenspoon and J. Hart, solicitor to the Town of Ajax.
12/15/2020	Bryan Tannenbaum	Receipt and review of Mr. Zhu affidavit.
1/5/2021	Bryan Tannenbaum	Receipt and review of responding material.
1/6/2021	Bryan Tannenbaum	Receipt and review of revised Respondent's Material; various emails re changes; receipt and review of Blaney's response re Development and Purchase Agreement; receipt and review of J. Hart response to Blaney's; receipt and review of W. Greenspoon email providing information from the Town solicitor.
1/12/2021	Bryan Tannenbaum	Receipt and review of W. Greenspoon email with Town affidavit & comments; email to W. Greenspoon with my comments; response from W. Greenspoon.
1/13/2021	Bryan Tannenbaum	Receipt and review of W. Greenspoon email with comments on Mr. Zhou affidavit, etc.
1/14/2021	Bryan Tannenbaum	Receipt and review of W. Greenspoon email re drafts of affidavit and Crowe Soberman draft reports, etc.; receipt and review of J. Lee responding email.

Date	Professional	Description
1/15/2021	Bryan Tannenbaum	Receipt and review of Town's responding material; receipt and review of Reply Record; receipt and review of Investecs Reply Affidavit; receipt and review of B. Zheng affidavit; receipt and review of W. Greenspoon email re their issue with RSM as Receiver and response sent.
1/18/2021	Bryan Tannenbaum	Receipt and review of draft affidavit; telephone call with W. Greenspoon re same; swear, execute and return; receipt and review of W. Greenspoon email serving Affidavit.
1/19/2021	Bryan Tannenbaum	Receipt and review of W. Greenspoon email forwarding email from M. Abramowitz of Blaney.
2/8/2021	Bryan Tannenbaum	Receipt and review of Town factum.
2/9/2021	Daniel Weisz	Review factum and affidavit of AMHI and discussion with B. Tannenbaum on same; conference call with B. Tannenbaum and W. Greenspoon.
2/10/2021	Daniel Weisz	Read reply factum and discussion with B. Tannenbaum on same.
2/11/2021	Bryan Tannenbaum	Attend court.
4/15/2021	Daniel Weisz	Read Endorsement of the Court and discussion with B. Tannenbaum re same.
4/16/2021	Bryan Tannenbaum	Organizational meeting with J. Berger and D. Nishimura; telephone attendance from W. Greenspoon; Zoom meeting with W. Greenspoon and representatives of 2615333 Ontario Inc. and J. Lee to discuss the Endorsement and Order; review signed and entered Order; email to Thornton Grout Finnigan LLP ("TGF") to retain them as independent legal counsel to the Receiver.
4/16/2021	Jeff Berger	Review of application materials and various motions; attend at the Ajax properties to review the status and take possession; calls with B. Tannenbaum re same; arrange for temporary liability insurance coverage for the parking lot property; discussion with E. Odeh re file and administrative tasks to be addressed.
4/19/2021	Bryan Tannenbaum	Telephone call with J. Berger re attendance at property to determine which addresses are subject to the Order; email to J. Hart regarding a preliminary meeting; drive by attendance at properties; review email from Mr. Baxi regarding a pending action and response sent; Zoom call with J. Lee, J. Berger and E. Odeh to review her file documentation relating to the property and arranging to obtain access to same; review email from G. Romanowski regarding a meeting with the Town; response sent; initial Webex call with D.J. Miller, R. Kennedy and A. Soutter of TGF and J. Berger to provide history and background to our appointment.
4/19/2021	Echa Odeh	Prepare letter to BMO and LF404 form to open trust account; review of application record, service lists and title searches to prepare draft creditor listing; prepare draft 245 Notice; attended meeting with J. Berger, B. Tannenbaum and J. Lee; prepare draft website brief; prepare summary of possible tenants based on Google searches.
4/19/2021	Jeff Berger	Conference call with W. Greenspoon, J. Lee, E. Odeh and B. Tannenbaum to discuss the background of the appointment and steps to be taken by the Receiver; call with D.J. Miller, R. Kennedy and A. Soutter re outline of appointment and acting as counsel to the Receiver; call with S. Kennedy re quote for insurance coverage.

Date	Professional	Description
4/20/2021	Echa Odeh	Organize for the corporate engagement website to be published; phone calls with suspected tenants of the properties; phone call with T. Hughes of TLH Accounting; prepare file notes for phone calls and a detailed summary of phone call with T. Hughes; email to BMO to open trust account; update S. 245 Notice and email final copy for signing; prepare draft letter to T. Hughes.
4/20/2021	Bryan Tannenbaum	Telephone call from J. Berger regarding his call with a tenant and information obtained from her relating to the property; review E. Odeh email re same; review R. Kennedy email to Blaney re insurance status; email to W. Greenspoon and A. Brown of Garfinkle Biderman with draft agenda items for the Town of Ajax meeting.
4/20/2021	Jeff Berger	Review S. 245 notice and provide comments to E. Odeh re same; arrange for Receiver's trust account to be opened; review and edit website posting; calls with various insurers re new information about the properties; call with E. Odeh re her discussion with T. Hughes, former property manager of the properties subject to the Order.
4/21/2021	Echa Odeh	Prepare draft email to debtor regarding information request; prepare draft property management agreement; email to J. Berger with notes on agreement.
4/21/2021	Bryan Tannenbaum	Draft agenda for meeting with the Town of Ajax; review agenda email from D. Nishimura; review J. Berger email re Tarion.
4/21/2021	Jeff Berger	Calls with TGF re municipal addresses of properties on the Order and possible amendments required for same; review E. Odeh notes re calls with tenants at the properties and discuss same with E. Odeh and B. Tannenbaum; review and sign information request to property manager.
4/22/2021	Donna Nishimura	Prepare labels for creditor mailing of S. 245 Notice.
4/22/2021	Bryan Tannenbaum	Review TGF draft email to D. Ullmann; review response from D. Ullmann; review A. Brown email with comments on the draft agenda; revise same and forward to D. Nishimura; review and sign the S.245 Notice.
4/22/2021	Echa Odeh	Download and save Dropbox documents from J. Lee; prepare S. 245 Notice for mailing; prepare notice to tenants.
4/22/2021	Jeff Berger	Receipt and review of various due diligence materials provided by J. Lee; review draft notice to tenants and provide comments on same to E. Odeh; further discussions with insurance brokers re potential coverage for the properties.
4/23/2021	Bryan Tannenbaum	Finalize agenda for Monday meeting with Town of Ajax and distribute; review A. Brown letter advising of his review of the zoning documentation; review and response [REDACTED] email as a prospective purchaser; telephone call from J. Berger re his site visit and meeting with T. Hughes; receipt and review of E. Odeh email with notes from the site visit.
4/23/2021	Echa Odeh	Site visit to take photos and view property; meet with T. Hughes of TLH Accounting; prepare notes of site visit and collate photos for insurer with brief description of each unit at the properties.
4/23/2021	Jeff Berger	Attend on site with E. Odeh to meet with T. Hughes, the former property manager for the Respondents; tour of properties; calls with insurance brokers to arrange for quotes; review and edit E. Odeh memo to file re taking possession; discuss attendance on site with B. Tannenbaum.

Date	Professional	Description
4/24/2021	Echa Odeh	Make amendments to document to be sent to insurer; email to J. Berger.
4/26/2021	Echa Odeh	Request an Ascend license and follow up email to BMO regarding new account; draft letters to utility companies; complete insurance forms and send to FCA insurance; phone call with Adriana C. at FCA; email with potential purchasers and saved emails to the file.
4/26/2021	Jeff Berger	Emails to insurance brokers with detailed photos and information relating to the properties; call with the Town of Ajax to discuss the zoning and development aspects of the properties, as well as the intended course of action for the properties; receipt and review of Notice of Appeal; call with B. Tannenbaum and TGF re same.
4/26/2021	Bryan Tannenbaum	Attend Zoom Call with Town of Ajax (J. Hart, R. Hawkshaw, G. Romanowski, S. Baker) and Garfinkle Biderman (W. Greenspoon and A. Brown) for preliminary meeting and background discussions; subsequent call with A. Brown and W. Greenspoon; review Notice of Appeal; email to TGF re same.
4/27/2021	Echa Odeh	Respond to emails from potential purchasers.
4/27/2021	Bryan Tannenbaum	Zoom call with W. Greenspoon and TGF (D.J. Miller, R. Kennedy, A. Soutter) and J. Berger to discuss Notice of Appeal and response thereto; subsequent call with J. Berger; review Garfinkle Biderman letter re their discussions from yesterday with Town solicitor regarding demolition of the utility lands units; receipt of OSB Filing of Receivership and Reporting Duties of Receiver Certificate; receipt and review of TGF email with research on stay and concluding it is not applicable; review W. Greenspoon email in agreement with TGF; response sent to TGF authorizing the sending of letter to Blaney.
4/28/2021	Echa Odeh	Request for documents to be uploaded to the website; respond to email from Town of Durham.
4/28/2021	Jeff Berger	Call with A. Slavens of Torys LLP re Tarion interest in Central Park Ajax Phase 1; prepare memo to file re same.
4/28/2021	Bryan Tannenbaum	Review TGF letter to Blaney re our position on stay of proceedings; receipt and review of Blaney's response; review J. Berger email about his discussion with A. Slavens on Tarion involvement; review W. Greenspoon email letter to D. Ullmann.
4/29/2021	Bryan Tannenbaum	Review R. Kennedy email commenting on D. Ullmann's response and not wanting to wait and proceeding to reach out to Court of Appeal, etc.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	43.30	\$ 625	\$ 27,062.50
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice President	1.90	\$ 595	1,130.50
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Senior Manager	34.80	\$ 425	14,790.00
Echa Odeh	Senior Associate	16.90	\$ 225	3,802.50
Donna Nishimura	Estate Administrator	0.40	\$ 110	44.00
Total hours and professional fees		<u>97.30</u>		\$ 46,829.50
HST @ 13%				6,087.84
Total payable				\$ 52,917.34

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
Licensed Insolvency Trustee
11 King St W, Suite 700, Box 27
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www.rsmcanada.com

To RSM Canada Limited
Court-appointed Receiver of
134 Harwood Avenue S., Ajax, ON,
148 Harwood Avenue S., Ajax, ON,
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214 Harwood Avenue S., Ajax, ON,
224 Harwood Avenue S., Ajax, ON, and
226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date June 29, 2021

Client File 8142410/10000

Invoice 2

No. 6388013

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending May 31, 2021.

Date	Professional	Description
5/3/2021	Bryan Tannenbaum	Inquiry emails from ██████████ re having a purchaser and wanting to list property for sale; response sent; Zoom call with Thornton Grout Finnigan LLP (“TGF”) (D.J. Miller, R. Kennedy, A. Soutter), W. Greenspoon of Garfinkle Biderman LLP and J. Berger re motion to vary order for provisional relief and prepare Order to Quash, etc.; review J. Berger draft email regarding the possessory problems, etc.; provide comment re same.
5/3/2021	Jeff Berger	Email to W. Greenspoon re Receiver's observations at the Ajax Properties; discuss same with B. Tannenbaum; attend call with TGF, W. Greenspoon and B. Tannenbaum.
5/3/2021	Echa Odeh	Attend to administrative issue; arrange for revised service list to be posted to the Receiver's web page.
5/4/2021	Bryan Tannenbaum	Receipt and review of TGF draft letter to D. Ullmann of Blaney McMurtry LLP (“Blaney”); discuss with J. Berger; respond to TGF with suggestions/edits.
5/4/2021	Jeff Berger	Exchange emails with TGF regarding issues at the Properties; discuss motion of the Receiver re conservatory measures, etc.

Date	Professional	Description
5/4/2021	Echa Odeh	Phone call with Enbridge regarding accounts and appeal of the Receivership Order.
5/5/2021	Bryan Tannenbaum	Receipt and review of TGF letter to Blaney regarding the Receiver's position and application to Court to amend the Order; review of W. Greenspoon email to TGF; review A. Soutter email to W. Greenspoon re Court of Appeal procedures and timing; review of J. Hart, solicitor to the Town of Ajax, email with information; review of D. Ullman responding email to A. Soutter; review and approve TGF draft response to D. Ullmann; receipt of D. Ullmann's response; review A. Soutter email attaching M. Abramowitz of Blaney email to Pathik Baxi staying/adjourning their action pending outcome of appeal; review W. Greenspoon email with comments re same.
5/5/2021	Jeff Berger	Review of tax arrears statements; draft Receiver's First Report to court.
5/6/2021	Bryan Tannenbaum	Review M. Abramowitz email to A. Soutter re court date.
5/7/2021	Jeff Berger	Continue drafting the Receiver's First Report; call with A. Soutter re same.
5/10/2021	Daniel Weisz	Review and update draft report to court; discussion with J. Berger re same.
5/10/2021	Jeff Berger	Finalize Receiver's First Report and forward to A. Soutter for review and comments.
5/11/2021	Echa Odeh	Response email to Durham Water regarding status of the appeal of the Receivership Order.
5/12/2021	Daniel Weisz	Review TGF comments re draft report and provide additional comments to J. Berger.
5/12/2021	Echa Odeh	Phone call with tenant regarding concerns; email to J. Berger with details of tenant concerns.
5/12/2021	Bryan Tannenbaum	Review draft report to court; discussion with J. Berger and D. Weisz re same.
5/13/2021	Echa Odeh	Attended call with counsel regarding appeal.
5/13/2021	Bryan Tannenbaum	Zoom call with TGF (D.J. Miller, A. Soutter, R. Kennedy), W. Greenspoon, J. Berger and E. Odeh re our report and reasons for concern; review draft Notice of Motion and Report and Exhibits, etc.; review J. Hart email with drawings from the Town of Ajax.
5/13/2021	Jeff Berger	Review TGF comments on Receiver's First Report and discuss same with D. Weisz; forward amended report to TGF.
5/14/2021	Echa Odeh	Draft letter to tenants to advise of appeal.
5/14/2021	Bryan Tannenbaum	Review A. Soutter email circulating the revised Motion materials; review same; review email from W. Greenspoon with her comments; review A. Brown of Garfinkle Biderman letter to Mr. Hawkshaw regarding drafting of form of development agreement; sign report.
5/18/2021	Bryan Tannenbaum	Receipt and review of TGF draft Factum; response sent.
5/18/2021	Jeff Berger	Review Factum of the Receiver and provide comments re same; discuss factum with B. Tannenbaum; arrange for Receiver's First Report and Factum to be posted to the Receiver's webpage.
5/21/2021	Bryan Tannenbaum	Receipt and review of Responding Factum from Blaney for May 26 th Court Hearing.

Date	Professional	Description
5/26/2021	Bryan Tannenbaum	Attend Court (in part) re jurisdictional issues at 10 am and 2 pm; discussion with J. Berger re court.
5/26/2021	Jeff Berger	Attend in Court re Receiver's motion; call with B. Tannenbaum re same; call with A. Soutter, R. Kennedy and W. Greenspoon to discuss hearing and potential next steps, etc.
5/27/2021	Bryan Tannenbaum	Receipt and review of Justice Cavanagh's Reasons; email to TGF with comments.
5/28/2021	Bryan Tannenbaum	Call with D.J. Miller, R. Kennedy and J. Berger re Justice Cavanagh's Reasons, next steps, email to W. Greenspoon to accelerate request to Court of Appeal Motion to Quash.
5/28/2021	Jeff Berger	Receipt and review of Justice Cavanagh's endorsement; call with B. Tannenbaum, R. Kennedy and D.J. Miller re same.
5/31/2021	Donna Nishimura	Prepare cheque requisition for payment of OSB filing fee and prepare form to attach to cheque.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	9.00	\$ 625	\$ 5,625.00
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice President	3.90	\$ 595	2,320.50
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Senior Manager	23.60	\$ 425	10,030.00
Echa Odeh	Senior Associate*	2.10	\$ 250	525.00
Donna Nishimura	Estate Administrator	0.20	\$ 110	22.00
Total hours and professional fees		38.80		\$ 18,522.50
HST @ 13%				2,407.93
Total payable				\$ 20,930.43

*New rate effective May 1, 2021.

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
Licensed Insolvency Trustee
11 King St W, Suite 700, Box 27
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T +1 416 480 0160
F +1 416 480 2646

www.rsmcanada.com

To RSM Canada Limited
Court-appointed Receiver of
134 Harwood Avenue S., Ajax, ON,
148 Harwood Avenue S., Ajax, ON,
152 Harwood Avenue S., Ajax, ON,
184/188 Harwood Avenue S., Ajax, ON,
214 Harwood Avenue S., Ajax, ON,
224 Harwood Avenue S., Ajax, ON, and
226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date July 8, 2021

Client File 8142410/10000
Invoice 3
No. 6391215

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending June 30, 2021.

Date	Professional	Description
6/2/2021	Bryan Tannenbaum	Review email from R. Kennedy of Thornton Grout Finnigan LLP (“TGF”) with draft email to W. Greenspoon of Garfinkle Biderman LLP; email approving release of same; review and respond to [REDACTED] email re prospective purchaser; review and respond to email re prospective purchaser.
6/7/2021	Bryan Tannenbaum	Receipt and review of email from D. Ullmann of Blaney McMurtry LLP (“Blaney”) suggesting a meeting; email to TGF re same; review email from D.J. Miller of TGF re [REDACTED]
6/9/2021	Bryan Tannenbaum	Review email from A. Soutter of TGF to W. Greenspoon with comments on appeal documents; review R. Kennedy email to W. Greenspoon forwarding the D. Ullmann request; respond to A. Soutter approving draft email to D. Ullmann; review W. Greenspoon email re same; review W. Greenspoon draft letter to Court of Appeal and receipt of final version circulated to the service list.
6/11/2021	Bryan Tannenbaum	Respond to M. Abramowitz of Blaney referring him to the TGF email and declining to discuss receivership.
6/17/2021	Bryan Tannenbaum	Review R. Kennedy email attaching Blaney costs submission; respond to same.

Date	Professional	Description
6/18/2021	Bryan Tannenbaum	Zoom call with R. Kennedy, A. Soutter and J. Berger to discuss Blaney's costs submission and overall status.
6/18/2021	Jeff Berger	Call with TGF and B. Tannenbaum re response to cost submissions from the debtor.
6/21/2021	Bryan Tannenbaum	Review appeal materials for Blaney; forward same to TGF.
6/22/2021	Bryan Tannenbaum	Review E. Odeh and J. Berger emails regarding Canada Revenue Agency ("CRA") inquiry for books and records and refer to company and its lawyers; receipt and review of A. Soutter draft email to D. Ullmann; review W. Greenspoon comments on same; provide approval to A. Soutter to send.
6/22/2021	Echa Odeh	Respond to inquiry from CRA.
6/23/2021	Echa Odeh	Email Court Order to CRA.
6/28/2021	Bryan Tannenbaum	Receipt and review of A. Soutter email to D. Ullmann on costs issue.
6/29/2021	Bryan Tannenbaum	Review email from A. Soutter attaching the debtor's cost submissions.
6/30/2021	Bryan Tannenbaum	Receipt and review of W. Greenspoon letter to M. Abramowitz (and the service list) regarding application to Court of Appeal and providing the Buduchnist case.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	3.70	\$ 625	\$ 2,312.50
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Senior Manager	0.50	\$ 425	212.50
Echa Odeh	Senior Associate	0.30	\$ 250	75.00
Total hours and professional fees		4.50		\$ 2,600.00
HST @ 13%				338.00
Total payable				\$ 2,938.00

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.



GST/HST: 80784 1440 RT 0001

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To RSM Canada Limited
Court-appointed Receiver of
134 Harwood Avenue S., Ajax, ON,
148 Harwood Avenue S., Ajax, ON,
152 Harwood Avenue S., Ajax, ON,
184/188 Harwood Avenue S., Ajax, ON,
214 Harwood Avenue S., Ajax, ON,
224 Harwood Avenue S., Ajax, ON, and
226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date August 27, 2021

Client File 8142410/10000
Invoice 4
No. 6424899

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending July 31, 2021.

Date	Professional	Description
7/7/2021	Bryan Tannenbaum	Review draft Thornton Grout Finnigan LLP (“TGF”) submission on costs; discuss with J. Berger.
7/8/2021	Bryan Tannenbaum	Zoom call with W. Greenspoon of Garfinkle Biderman LLP (“Garfinkle”), TGF (A. Soutter, D.J. Miler) and J. Berger regarding cost submissions of TGF and separately of Garfinkle on behalf of secured creditor and status of appeal to quash, etc.; receipt and review of W. Greenspoon email to M. Abramowitz of Blaney McMurtry LLP (“Blaney”) regarding motion to quash, extension, etc.
7/8/2021	Jeff Berger	Call with TGF, B. Tannenbaum and W. Greenspoon to discuss recent correspondence from D. Ullmann of Blaney and next steps for appeal, etc.
7/9/2021	Bryan Tannenbaum	Review W. Greenspoon's cost submissions.
7/12/2021	Bryan Tannenbaum	Review of W. Greenspoon email attaching Town of Ajax letter on their position regarding appeal, etc.; review letter from Court of Appeal.
7/27/2021	Bryan Tannenbaum	Receipt and review of W. Greenspoon email regarding court of appeal hearing date.

Date	Professional	Description
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	2.00	\$ 625	\$ 1,250.00
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Senior Manager	1.00	\$ 425	425.00
Total hours and professional fees		<u>3.00</u>		\$ 1,675.00
HST @ 13%				217.75
Total payable				\$ 1,892.75

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.



GST/HST: 80784 1440 RT 0001

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To RSM Canada Limited
Court-appointed Receiver of
134 Harwood Avenue S., Ajax, ON,
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152 Harwood Avenue S., Ajax, ON,
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226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date September 9, 2021

Client File 8142410/10000

Invoice 5

No. 6433096

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending August 31, 2021.

Date	Professional	Description
8/5/2021	Bryan Tannenbaum	Supervision; discuss status with team.
8/19/2021	Bryan Tannenbaum	Receipt and review of responding materials for appeal served by Garfinkle Biderman LLP (“Garfinkle”).
8/20/2021	Bryan Tannenbaum	Review R. Kennedy of Thornton Grout Finnigan LLP (“TGF”) email regarding [REDACTED] inquiry to purchase property; respond to same.
8/30/2021	Jeff Berger	Call with R. Kennedy, A. Soutter of TGF, W. Greenspoon of Garfinkle and B. Tannenbaum to discuss cost endorsement and appeal, etc.
8/30/2021	Bryan Tannenbaum	Zoom call with TGF (R. Kennedy and A. Soutter), W. Greenspoon and J. Berger regarding cost award, plan for appeal, email from a lawyer on behalf of a prospective purchaser, etc.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	4.30	\$ 625	\$ 2,687.50
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Senior Manager	0.50	\$ 425	212.50
Total hours and professional fees		<u>4.80</u>		\$ 2,900.00
HST @ 13%				377.00
Total payable				\$ 3,277.00

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

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To RSM Canada Limited
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224 Harwood Avenue S., Ajax, ON, and
226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date March 8, 2022

Client File 8142410/10000
Invoice 6
No. 6585869

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending February 28, 2022.

Date	Professional	Description
9/9/2021	Bryan Tannenbaum	Receipt and review of W. Greenspoon-Soer of Garfinkle Biderman LLP email to M. Abramowitz of Blaney McMurtry LLP (“Blaney”) regarding payment of costs; receipt and review of M. Abramowitz response to W. Greenspoon-Soer.
9/10/2021	Bryan Tannenbaum	Review W. Greenspoon-Soer email response to M. Abramowitz regarding his position on costs.
9/15/2021	Bryan Tannenbaum	Receipt and review of W. Greenspoon-Soer email to M. Abramowitz regarding response; response from M. Abramowitz as to his client’s position on costs; subsequent email from M. Abramowitz regarding mortgage payout statement; review W. Greenspoon-Soer email to M. Abramowitz re expense associated with preparation of a Discharge Statement.
9/29/2021	Jeff Berger	Review and respond to email from E. Odeh re requirement to file S. 246(2) report.
10/13/2021	Bryan Tannenbaum	Receipt and review of W. Greenspoon-Soer email attaching garnishments.
10/14/2021	Bryan Tannenbaum	Receipt and review of W. Greenspoon-Soer letter to Sheriff regarding garnishment.
10/18/2021	Bryan Tannenbaum	Receipt and review of payout statement from W. Greenspoon-Soer to Blaney.

Date	Professional	Description
10/25/2021	Anne Baptiste	Prepare bank reconciliations.
11/2/2021	Echa Odeh	Prepare S. 246(2) report and interim statement of receipts and disbursements.
11/23/2021	Anne Baptiste	Prepare bank reconciliation.
1/11/2022	Bryan Tannenbaum	Receipt and review of R. Kennedy of Thornton Grout Finnigan LLP ("TGF") email regarding [REDACTED] interested in purchasing if appeal unsuccessful; response sent to put in prospective purchasers file.
1/15/2022	Anne Baptiste	Prepare bank reconciliation.
2/16/2022	Daniel Weisz	Review exchange of emails and discussion with B. Tannenbaum re same.
2/17/2022	Daniel Weisz	Review email from W. Greenspoon-Soer; review email from A. Soutter of TGF and reply thereto.
2/18/2022	Daniel Weisz	Call with J. Berger re status of communications re court of appeal hearing; review emails.
2/22/2022	Jeff Berger	Call with T. Thompson of HUB International Insurance Brokers re possible reinstatement of receivership and the need for property and liability insurance; email to S. Kennedy re same.
2/24/2022	Bryan Tannenbaum	Receipt of various emails regarding the withdrawal of the appeal by T. Liu; review J. Berger email to E. Odeh regarding notice to tenants; receipt and review of Blaney's email to Registrar of the Court of Appeal advising that the appeal has been settled by the parties on a without costs basis; receipt and review of W. Greenspoon-Soer email re documents to register Acknowledgement/Direction and Application to Register Court Order.
2/24/2022	Jeff Berger	Call with A. Mehta of Richmond Advisory Services Inc. ("RAS") to discuss potential property management services; review emails re withdrawal of appeal; call with T. Thompson re insurance application for property and liability coverage; call with R. Kennedy re reinstatement of appointment order, etc.
2/24/2022	Echa Odeh	Draft letter to tenants.
2/25/2022	Bryan Tannenbaum	Receipt and review of Court of Appeal email acknowledging the withdrawal of the appeal; review W. Greenspoon-Soer email re Receivership Order as registered on title; response sent; receipt and review of W. Greenspoon-Soer email to L. Starr of Windcorp Group regarding the settlement agreement; review L. Starr responding email; send email to L. Starr regarding the Receiver's web page; review email from Phoenix Law regarding the terms of the settlement; receipt and review of W. Greenspoon-Soer's responding email to Phoenix Law.
2/25/2022	Jeff Berger	Review notes from April, 2021; review draft email to T. Hughes of TLH Accounting ("TLH") and provide comments to E. Odeh re same; email to A. Mehta re property management services and background information on the property; email to B. Tannenbaum re inquiry from L. Starr; review and finalize notice to tenants.
2/25/2022	Echa Odeh	Phone call with TLH; email sent to TLH.
2/28/2022	Jeff Berger	Attend at Ajax property to meet with T. Hughes and representatives of RAS; tour property and deliver notices of receivership to tenants; various discussions with tenants; call with T. Thompson re status of property and application for liability insurance; travel to and from Ajax property.

Date	Professional	Description
2/28/2022	Echa Odeh	Attend Ajax property, meeting with TLH and discussions with RAS; email payment information to tenants; phone call with tenant; phone call with potential purchaser; email to FCA Insurance.
2/28/2022	Bryan Tannenbaum	Attend at site to tour, meet T. Hughes, acting property manager and J. Berger and E. Odeh; meeting at T. Hughes offices who gave us background and update; attend each unit with RAS for visual inspection.
2/28/2022	Daniel Weisz	Discussion with E. Odeh re processing of online rent receipts.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	7.20	\$ 625	\$ 4,500.00
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice-President	1.10	\$ 595	654.50
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Vice-President	14.00	\$ 425	5,950.00
Echa Odeh	Senior Associate	5.00	\$ 250	1,250.00
Anne Baptiste	Estate Administrator	0.80	\$ 110	88.00
Total hours and professional fees		28.10		\$ 12,442.50
Disbursements				
Mileage			\$ 39.38	
Total disbursements				39.38
Total professional fees and disbursements				\$ 12,481.88
HST @ 13%				1,622.64
Total payable				\$ 14,104.52

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.



GST/HST: 80784 1440 RT 0001

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To RSM Canada Limited
Court-appointed Receiver of
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226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date April 19, 2022

Client File 8142410/10000

Invoice 7

No. 6629732

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending March 31, 2022.

Date	Professional	Description
3/1/2022	Daniel Weisz	Process electronic rent receipts.
3/1/2022	Anne Baptiste	Post receipts.
3/1/2022	Bryan Tannenbaum	Edit J. Berger email to T. Liu for information.
3/1/2022	Echa Odeh	Send emails to utility companies and service providers; emails with TLH Accounting (“TLH”) regarding March rent cheques collected from tenants; phone call with tenant regarding rent payment for March; phone call with T. Hughes from TLH; email to J. Berger regarding legal addresses and municipal addresses; prepare receipt processing forms for rent received.
3/2/2022	Bryan Tannenbaum	Receipt and review of email from broker regarding status of sale and respond to same; call with A. Brown of Garfinkle Biderman LLP (“Garfinkle”) and J. Berger re re-commencement of the receivership administration and request for A. Brown to get meeting with Town of Ajax and its counsel; receipt and review of A. Brown email re his correspondence with R. Hawkshaw, Town of Ajax external counsel.
3/2/2022	Echa Odeh	Phone call with FCA Insurance (“FCA”); forward insurance documents to Richmond Advisory Services Inc. (“RAS”); review of email from TLH and

Date	Professional	Description
		response email sent to TLH; email and phone call with Miller Waste and TLH regarding removal of bins from the Properties.
3/2/2022	Jeff Berger	Call with FCA Insurance Brokers ("FCA") to discuss possible insurance coverage for the Properties; call with B. Tannenbaum and A. Brown to review the status of the receivership and next steps re marketing and sale process, etc.; draft information request to T. Liu; discuss same with B. Tannenbaum.
3/3/2022	Echa Odeh	Phone call from tenant regarding repair issues; review of draft email to counsel and provide comments to J. Berger.
3/4/2022	Daniel Weisz	Process electronic receipt.
3/4/2022	Bryan Tannenbaum	Receipt and review of D. Ullmann of Blaney McMurtry LLP email responding to the Receiver's request for information from his client and request for a meeting; discuss same with J. Berger; receipt and review of J. Berger email to A. Brown re PINs.
3/4/2022	Echa Odeh	Email to TLH re request for additional information; create rent roll and email tenant information to RAS.
3/4/2022	Jeff Berger	Email to A. Brown re discrepancies in municipal addresses associated with the PINs on the Appointment Order; call with R. Kennedy of Thornton Grout Finnigan LLP re email from D. Ullmann; respond to email from D. Ullmann; calls with insurance brokers re additional information required to obtain quotes.
3/7/2022	Echa Odeh	Prepare receipt processing form; email to TLH; phone call with Elexicon regarding hydro accounts.
3/8/2022	Bryan Tannenbaum	Receipt and review of email from prospective purchaser and respond to same.
3/8/2022	Echa Odeh	Call with RAS and J. Berger to discuss the Properties; email documents to insurer; discussion with J. Berger.
3/8/2022	Jeff Berger	Call with RAS and E. Odeh to discuss the Properties; detailed review of property condition report and RAS' recommendations and observations; email to T. Thompson of HUB International Insurance Brokers to provide the property condition report and other comments.
3/9/2022	Bryan Tannenbaum	Email to A. Brown to follow up on meeting with Town of Ajax; receipt and review of A. Brown email to Town of Ajax; receipt and review of J. Hart email response to A. Brown; receipt and review of A. Brown response thereto.
3/9/2022	Echa Odeh	Email to tenants requesting copies of lease agreements.
3/10/2022	Bryan Tannenbaum	Telephone call with J. Berger re status update regarding tenants, email from T. Liu with information, property tax arrears, reporting to secured creditor and request for funding; receipt and review of J. Berger email with the property management agreement; telephone call from J. Berger re property management agreement and lease entered into by previous property manager.
3/10/2022	Echa Odeh	Email and phone call with tenants; email and phone call with TLH; email and phone call with Miller Waste; email to utility providers to update accounts; review of leases and summarize leases; phone call with Town of Ajax and send email regarding property taxes; prepare draft funding calculation.
3/10/2022	Jeff Berger	Review property management proposal from RAS and discuss same with B. Tannenbaum; call with A. Mehta of RAS to discuss proposed management services and fees; receipt and review of documents provided by the debtor and

Date	Professional	Description
		discuss same with E. Odeh; review of appraisal documents and provide summary of appraisal values to B. Tannenbaum.
3/11/2022	Daniel Weisz	Discussion with J. Berger re insurance considerations.
3/11/2022	Bryan Tannenbaum	Receipt and review of J. Berger email to E. Odeh regarding property management agreement.
3/11/2022	Echa Odeh	Emails with RAS regarding tenants' insurance.
3/11/2022	Jeff Berger	Correspond with A. Mehta re property management agreement; email to RAS re tenant maintenance issues; follow-up with insurance brokers re status of quotes for coverage.
3/14/2022	Jeff Berger	Review and edit property management agreement with RAS; review and edit update to secured lender; prepare funding request and discuss same with B. Tannenbaum; review correspondence between E. Odeh and FCA; receipt and review of email from T. Thompson re liability insurance.
3/14/2022	Echa Odeh	Email to Enbridge Gas regarding gas accounts at the Properties; email to FCA regarding insurance documents; prepare draft property management agreement; phone call with insurer and email to RAS; email to TLH regarding tenant lease agreements and cheques deposited; draft update to lender.
3/15/2022	Bryan Tannenbaum	Review, revise and edit J. Berger draft update to secured creditor.
3/15/2022	Jeff Berger	Finalize update to secured lender; discuss same with E. Odeh and B. Tannenbaum; review email from FCA re liability coverage available and respond to same; review and approve revised wording for Receiver's web page re appeal and withdrawal of same; review and amend draft property management agreement with RAS.
3/15/2022	Echa Odeh	Phone calls and emails with the Town of Ajax; prepare deposit slip and receipt processing form; update website wording; discussions with J. Berger regarding insurance and other matters; email to RAS regarding maintenance requests and tenant insurance; review of emails from Enbridge and bills from Region of Durham; create summary of utilities; create summary of property taxes owed.
3/16/2022	Daniel Weisz	Review lender update and email to J. Berger regarding same.
3/16/2022	Echa Odeh	Email with RAS regarding rodent issues and tenant reimbursement.
3/16/2022	Bryan Tannenbaum	Receipt and review of A. Brown email to A. Biggart re timing of the development agreement; review amended lender update and discuss with J. Berger; review revised lender report and discuss with J. Berger to finalize.
3/16/2022	Jeff Berger	Prepare memo to secured lenders re status of the receivership.
3/17/2022	Daniel Weisz	Discussions with J. Berger and E. Odeh re Receiver's Report pursuant to Section 246(2) of the Bankruptcy and Insolvency Act ("Section 246(2) Report").
3/17/2022	Echa Odeh	Phone call with RAS; email to RAS and Elexicon regarding hydro; prepare Section 246(2) Report and interim statement of receipts and disbursements.
3/18/2022	Anne Baptiste	Post disbursements.
3/21/2022	Echa Odeh	Call with S. Rappos; prepare draft notice to purchasers; email with RAS regarding hydro accounts.
3/22/2022	Echa Odeh	Review of materials provided by debtor and prepare draft Confidential Information Memorandum.

Date	Professional	Description
3/22/2022	Bryan Tannenbaum	Email to J. Berger regarding funding; review email from W. Greenspoon-Soer of Garfinkle re status of term sheet.
3/22/2022	Jeff Berger	Email to W. Greenspoon-Soer re Receiver's request for funding; call from tenant re request for Receiver to be added as additional insured on tenants' insurance policy.
3/23/2022	Echa Odeh	Respond to emails from TLH and RAS regarding tenant request for a meeting; download invoices and collate in folder for payment.
3/24/2022	Bryan Tannenbaum	Receipt and review of W. Greenspoon-Soer email re funding and term sheet.
3/24/2022	Echa Odeh	Emails with RAS regarding property management agreement; make amendments to property management agreement.
3/24/2022	Jeff Berger	Receipt and review of email from tenant requesting a meeting with the Receiver and the Property Manager; discuss same with A. Mehta; call with R. Kennedy re review of tenant leases and requirement for Receiver to be added as additional insured to tenants' policies; email to R. Kennedy with copies of leases; review amended draft property management agreement and provide comments to E. Odeh re same.
3/25/2022	Anne Baptiste	Prepare bank reconciliation.
3/25/2022	Bryan Tannenbaum	Receipt and review of email from prospective purchaser; response sent as to status; discussion with J. Berger re tenant issues and term sheet for funding provided by W. Greenspoon-Soer; receipt and review of J. Berger email to R. Kennedy re term sheet and tenant issues; receipt, review, and response to email re prospective purchaser.
3/25/2022	Jeff Berger	Review email chain with tenants and discuss same with A. Mehta; review term sheet from secured lender re advance to the Receiver and discuss same with B. Tannenbaum; forward term sheet to R. Kennedy for review and comments.
3/28/2022	Echa Odeh	Review of insurance policy and email to FCA; update list of prospective purchasers; email to RAS regarding tenant insurance policies; email to TLH requesting additional information.
3/28/2022	Jeff Berger	Call with R. Kennedy re term sheet for receivership advance and tenants' position re adding the Receiver as additional insured to insurance policies.
3/29/2022	Echa Odeh	Fax Section 246(2) Report to the Office of the Superintendent of Bankruptcy.
3/29/2022	Bryan Tannenbaum	Review and sign the Section 246(2) Report.
3/29/2022	Jeff Berger	Review and finalize the Section 246(2) Report; forward same to B. Tannenbaum for review and signature; email to insurance broker re confirmation of liability coverage.
3/30/2022	Jeff Berger	Email to R. Kennedy re status of term sheet review.
3/31/2022	Echa Odeh	Email to RAS regarding property management agreement; email to TLH re request for additional information.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	7.70	\$ 625	\$ 4,812.50
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice-President	1.40	\$ 595	833.00
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Vice-President	38.00	\$ 425	16,150.00
Echa Odeh	Senior Associate	19.50	\$ 250	4,875.00
Anne Baptiste	Estate Administrator	0.60	\$ 110	66.00
Total hours and professional fees		<u>67.20</u>		\$ 26,736.50
HST @ 13%				3,475.75
Total payable				\$ 30,212.25

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
Licensed Insolvency Trustee
11 King St W, Suite 700, Box 27
Toronto, ON M5H 4C7

T +1 416 480 0160
F +1 416 480 2646

www.rsmcanada.com

To RSM Canada Limited
Court-appointed Receiver of
134 Harwood Avenue S., Ajax, ON,
148 Harwood Avenue S., Ajax, ON,
152 Harwood Avenue S., Ajax, ON,
184/188 Harwood Avenue S., Ajax, ON,
214 Harwood Avenue S., Ajax, ON,
224 Harwood Avenue S., Ajax, ON, and
226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date May 11, 2022

Client File 8142410/10000
Invoice 8
No. 6676465

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending April 30, 2022.

Date	Professional	Description
4/1/2022	Bryan Tannenbaum	Discussion with J. Berger re tenant refusal to pay rent until we meet with him; receipt and review of R. Kennedy of Thornton Grout Finnigan LLP (“TGF”) email regarding term sheet for funding, etc.
4/1/2022	Jeff Berger	Receipt and review of email from Richmond Advisory Services Inc. (“RAS”) re tenant refusal to pay rent; discuss same with B. Tannenbaum; call to R. Kennedy re tenant issues and status of term sheet.
4/4/2022	Daniel Weisz	Process electronic receipts.
4/4/2022	Jeff Berger	Call with R. Kennedy re draft Receiver's Certificate and tenant/lease issues; email to A. Brown of Garfinkle Biderman LLP (“Garfinkle”) re tenant/lease issues.
4/5/2022	Bryan Tannenbaum	Receipt and review of Receiver's Certificate and Schedules thereto; discuss with J. Berger.
4/5/2022	Jeff Berger	Amend term sheet and Schedule B to proposed Receiver Certificate; discuss same with R. Kennedy.
4/6/2022	Bryan Tannenbaum	Receipt and review of A. Brown email with draft default notice to tenants; discuss with J. Berger; sign default notices; review and approve email to

Date	Professional	Description
		W. Greenspoon-Soer of Garfinkle regarding Receiver's Certificate; email to J. Berger regarding A. Brown contact with Town of Ajax; receipt and review of J. Berger response with update.
4/6/2022	Jeff Berger	Call with A. Brown re status of existing leases at the property; follow-up email to A. Brown re same; emails to RAS re rent collections and status of proof of insurance from tenants.
4/7/2022	Donna Nishimura	Prepare deposit slip and arrange for deposit of cheques at the bank.
4/7/2022	Bryan Tannenbaum	Receipt and review of A. Brown email to Town of Ajax counsel to arrange meeting; receipt and review of R. Hawkshaw, Town of Ajax external counsel, response; discuss term sheet revisions by W. Greenspoon-Soer with J. Berger.
4/7/2022	Jeff Berger	Review rent collections for April, 2022 and discuss outstanding rent with RAS; finalize Notice of Default for tenants and send to RAS; finalize Receiver's Certificate and send to TGF for final review and comments; call with W. Greenspoon-Soer to discuss Receiver's Certificate and Schedule B thereto; discuss same with B. Tannenbaum.
4/8/2022	Bryan Tannenbaum	Review revisions to term sheet; receipt and review of R. Kennedy email approving wording of term sheet; receipt and review of W. Greenspoon-Soer email to finalize term sheet; discuss with J. Berger; execute and return to W. Greenspoon-Soer to be held in escrow, pending receipt of funds.
4/11/2022	Anne Baptiste	Post receipts.
4/11/2022	Bryan Tannenbaum	Telephone call from J. Berger re his discussion with purported tenant of unit 132.
4/12/2022	Bryan Tannenbaum	Conference call with A. Brown and J. Berger re Town meeting to confirm development agreement, PIN and municipal address, leases, etc.; receipt and review of A. Brown email to Town of Ajax counsel to arrange a meeting.
4/13/2022	Daniel Weisz	Discussion with J. Berger re insurance.
4/13/2022	Anne Baptiste	Post receipt.
4/13/2022	Donna Nishimura	Prepare deposit slip for deposit of cheque at the bank.
4/13/2022	Bryan Tannenbaum	Receipt and review of Garfinkle letter regarding clarification of the municipal addresses compared to the PIN's; discuss same with J. Berger.
4/13/2022	Jeff Berger	Call with A. Brown and J. Kriwetz of Garfinkle re review of tenant leases and validity of same, tenants' refusal to add Receiver as additional insured to their existing policies, etc.; prepare receipts processing forms for April, 2022 rent cheques; receipt and review of email from Garfinkle re various municipal addresses relating to PINs subject to the receivership order; discuss same with B. Tannenbaum.
4/14/2022	Bryan Tannenbaum	Receipt and review of W. Greenspoon-Soer email regarding registering of Order on title to one other parcel; receipt and review of email from F. Sun regarding term sheet, etc.; execute same and return; receipt and review of F. Sun acknowledgement.
4/15/2022	Bryan Tannenbaum	Telephone call with J. Berger re C. Clarkson of Garfinkle letter regarding PINs and municipal addresses; outstanding liabilities/cash flow, sale status for data room, prepare tenant summary.

Date	Professional	Description
4/18/2022	Daniel Weisz	Review and update summary of activities; discussion with J. Berger.
4/18/2022	Anne Baptiste	Post receipts.
4/19/2022	Daniel Weisz	Process electronic payment.
4/19/2022	Donna Nishimura	Prepare cheque requisition and process paperwork for payment.
4/20/2022	Echa Odeh	Prepare receipt processing form; email to T. Hughes of TLH Accounting ("TLH") with payment information.
4/20/2022	Anne Baptiste	Post disbursements.
4/21/2022	Echa Odeh	Email to TLH confirming receipt of payment.
4/25/2022	Echa Odeh	Prepare cheque requisitions for payments; respond to creditor email regarding whether further action required.
4/25/2022	Bryan Tannenbaum	Status telephone call with J. Berger re preparation for call with Town of Ajax, electricity charges and allocation, etc.; receipt and review of A. Brown email attaching draft master lease Amending Agreement to deal with the liability insurance issue; receipt and review of E. Odeh email relating to status inquiry of A. Hirsi representing Investecs Development Inc.
4/26/2022	Anne Baptiste	Post disbursements.
4/26/2022	Daniel Weisz	Process electronic payments.
4/26/2022	Echa Odeh	Email to tenant to obtain payment information; prepare cheque requisition for payment.
4/26/2022	Bryan Tannenbaum	Telephone call with J. Berger regarding agenda and send to A. Brown, etc.
4/26/2022	Jeff Berger	Review notes from previous call with Town of Ajax and prepare agenda for upcoming call on Thursday; discuss same with B. Tannenbaum.
4/27/2022	Anne Baptiste	Post disbursements.
4/27/2022	Echa Odeh	Review of documents from debtor; open data room and add relevant documents to the data room; phone call with potential tenant regarding new lease and discussion with J. Berger regarding same.
4/27/2022	Bryan Tannenbaum	Review and execute property management agreement with RAS.
4/27/2022	Jeff Berger	Call with A. Brown and B. Tannenbaum to discuss the status of the master development agreement and the proposed agenda for the upcoming meeting with the Town of Ajax; send PM agreement to B. Tannenbaum for signature.
4/28/2022	Echa Odeh	Phone call and email to RAS regarding invoice discrepancy; prepare cheque requisition; respond to debtor query; discussion with J. Berger regarding file update.
4/28/2022	Bryan Tannenbaum	Prepare for and review agenda for meeting with Town of Ajax; attend Webex meeting with Town of Ajax and both our and their counsel (A. Brown, J. Hart, G. Romanowski, A. Biggart, J. Hawkshaw, J. Berger) per agenda; subsequent discussion with A. Brown and J. Berger to debrief; discussions with J. Berger re Town of Ajax position.
4/28/2022	Jeff Berger	Prepare for and attend conference call with counsel to the Town of Ajax, representatives of the Town of Ajax, A. Brown and B. Tannenbaum to discuss the status of the proposed master development agreement and other matters relating to the Receiver's intended course of action with respect to the properties; follow-up discussion with B. Tannenbaum; review draft amendment

Date	Professional	Description
		to tenant leases re insurance; review draft Confidential Information Memorandum ("CIM") and provide comments re same; call with E. Odeh re CIM, first report of the Receiver, and the call with the Town of Ajax.
4/29/2022	Bryan Tannenbaum	Telephone call from prospective purchaser; receipt and review of email with her contact details and background introduction.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	12.20	\$ 625	\$ 7,625.00
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice-President	1.50	\$ 595	892.50
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Vice-President	16.90	\$ 425	7,182.50
Echa Odeh	Senior Associate	4.40	\$ 250	1,100.00
Anne Baptiste/Donna Nishimura	Estate Administrator	2.60	\$ 110	286.00
Total hours and professional fees		37.60		\$ 17,086.00
HST @ 13%				2,221.18
Total payable				\$ 19,307.18

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.



GST/HST: 80784 1440 RT 0001

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To RSM Canada Limited
Court-appointed Receiver of
134 Harwood Avenue S., Ajax, ON,
148 Harwood Avenue S., Ajax, ON,
152 Harwood Avenue S., Ajax, ON,
184/188 Harwood Avenue S., Ajax, ON,
214 Harwood Avenue S., Ajax, ON,
224 Harwood Avenue S., Ajax, ON, and
226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date June 10, 2022

Client File 8142410/10000

Invoice 9

No. 6698432

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending May 31, 2022.

Date	Professional	Description
5/3/2022	Daniel Weisz	Process electronic payment; process electronic receipt.
5/3/2022	Anne Baptiste	Post receipts for April.
5/3/2022	Echa Odeh	Phone call with tenant regarding maintenance issues; email to Richmond Advisory Services Inc. (“RAS”) regarding call with tenant; review of RAS invoice and prepare cheque requisition for payment to RAS.
5/3/2022	Anne Baptiste	Post receipt; post disbursement.
5/3/2022	Jeff Berger	Email and call to R. Kennedy of Thornton Grout Finnigan LLP (“TGF”) re purported lease for 132 Harwood.
5/4/2022	Daniel Weisz	Process electronic payment; process electronic receipt.
5/4/2022	Echa Odeh	Prepare receipt processing forms for rent received; phone calls and emails with Elexicon regarding hydro accounts; phone call and emails with RAS regarding hydro, maintenance issues and security gates.
5/4/2022	Anne Baptiste	Post receipt; post disbursements.
5/4/2022	Jeff Berger	Call with A. Brown of Garfinkle Biderman LLP (“Garfinkle”) re lease amendments and purported lease for 132 Harwood; review and respond to

Date	Professional	Description
		E. Odeh email re Elexicon accounts and meter issues; send precedent Agreement of Purchase and Sale ("APS") to A. Brown and call to discuss same.
5/5/2022	Echa Odeh	Prepare receipt processing forms for April and May rent; discussion with J. Berger regarding duplicate filing fee; email to RSM accounting team re same.
5/5/2022	Bryan Tannenbaum	Conference call re 132 Harwood lease/tenant issue with A. Brown, R. Kennedy and A. Soutter of TGF, and J. Berger; subsequent discussions with J. Berger re same issue.
5/5/2022	Jeff Berger	Call with R. Kennedy, A. Soutter, A. Brown and B. Tannenbaum re purported tenant of 132 Harwood.
5/6/2022	Echa Odeh	Email to RAS following up on outstanding items; draft email to listing brokers and email to J. Berger for review.
5/9/2022	Echa Odeh	Phone call with prospective tenant at 132 Harwood; email to J. Berger re same; email to tenants regarding outstanding rent; phone call with FCA insurance regarding payment of insurance premiums; prepare draft Confidentiality Agreement ("CA"); review of draft email regarding listing proposals and response email sent to J. Berger; email to RAS to approve maintenance request.
5/9/2022	Bryan Tannenbaum	Receipt and review of J. Berger email to A. Brown attaching draft APS; receipt and review of E. Odeh email attaching draft letter to brokers; receipt and review of J. Berger email to A. Brown to follow up on draft planning agreement from Town of Ajax ("Town"); review A. Brown response that he is following up; receipt and review of A. Brown email to the Town solicitors.
5/10/2022	Anne Baptiste	Post receipt.
5/10/2022	Echa Odeh	Email to RAS to complete meter reading; meeting with RAS and J. Berger to discuss hydro, security gates and other maintenance issues; prepare draft response to counsel regarding potential tenant at 132 Harwood; email to tenant regarding request for information; prepare receipt processing form for rent received.
5/10/2022	Bryan Tannenbaum	Review J. Berger's revised draft email to brokers and provide my comments thereto; receipt and review of J. Berger draft email to TGF re prospective tenant.
5/10/2022	Jeff Berger	Call with E. Odeh, A. Mehta and J. Cu of RAS re outstanding rent and various property management issues; review draft CA from E. Odeh and provide comments re same; send draft CA to A. Soutter for review; receipt and review of CA comments from A. Soutter; review and respond to email from A. Soutter re purported tenant of 132 Harwood; discuss same with E. Odeh; review and approve quote for common area cleaning at 152 Harwood; review and edit draft email to listing brokers; discuss same with E. Odeh; send draft email re listing proposals to B. Tannenbaum for comments; email to W. Greenspoon-Soer of Garfinkle re ██████████ stalking horse offer and the Receiver's marketing process.
5/11/2022	Donna Nishimura	Deposit cheques at the bank.
5/11/2022	Anne Baptiste	Post receipts.

Date	Professional	Description
5/11/2022	Bryan Tannenbaum	Conference call with Garfinkle (A. Brown/W. Greenspoon-Soer) and J. Berger re status of Town development agreement, issues with same, marketing process and possible stalking horse bid approach, etc.; conference call with J. Hart, solicitor to Town, and A. Brown re [REDACTED] client proposal to buy out the debtor companies, infuse capital to pay out debts, end the receivership, settle the Town litigation and settles and enters into a development agreement and then discuss escrow closing concept.
5/11/2022	Echa Odeh	Email sent to tenant regarding outstanding request for information; prepare deposit slips for rent and organize for cheques to be deposited.
5/11/2022	Jeff Berger	Call with B. Tannenbaum and W. Greenspoon-Soer re Receiver's marketing and sale process, and [REDACTED] stalking horse bidder; review E. Odeh email to tenant re outstanding information request and discuss same with E. Odeh.
5/12/2022	Donna Nishimura	Prepare cheque requisition and process paperwork for payment.
5/12/2022	Bryan Tannenbaum	Receipt and review of A. Brown email attaching email from J. Hart providing developers inquiries of the Town and the building permit timelines; response sent; receipt and review of A. Brown email to J. Hart seeking clarification regarding to trigger to the Town relinquishing its purchase option would be execution of the Development Agreement by our Purchaser and work actually commencing.
5/12/2022	Echa Odeh	Prepare receipt processing forms for rent received.
5/12/2022	Jeff Berger	Review emails re site maintenance issues and discuss same with E. Odeh; approve maintenance expenses; review and edit Confidential Information Memorandum and discuss marketing strategy with B. Tannenbaum.
5/13/2022	Bryan Tannenbaum	Receipt and review of A. Brown email providing comments on planning, timing and how to present to prospective purchasers; review list of potential purchasers.
5/13/2022	Echa Odeh	Draft response email to tenant regarding books and records; phone call and email with RAS regarding maintenance issues; phone call to Canada Revenue Agency ("CRA") to confirm CRA representative and call CRA regarding HST filings.
5/16/2022	Anne Baptiste	Post disbursement.
5/16/2022	Jeff Berger	Review draft letter to purported tenant of 132 Harwood and discuss same with B. Tannenbaum; respond to A. Soutter re same; review and approve quotes for repairs and maintenance on site; discuss rent collections with E. Odeh; receipt and review of proposal [REDACTED] re redemption of mortgages; discuss same with B. Tannenbaum and email to R. Kennedy and A. Soutter re same.
5/16/2022	Bryan Tannenbaum	Review J. Berger email attaching TGF draft email to purported tenant and approve same for release; receipt and review of A. Brown email attaching J. Hart email forwarding letter from [REDACTED] regarding buy out of security; respond thereto; forward same with email to TGF; emails re timing of meeting.

Date	Professional	Description
5/17/2022	Echa Odeh	Email to CRA regarding HST accounts; email to Region of Durham regarding water bills.
5/17/2022	Jeff Berger	Review email from ██████████ re client proposal to purchase properties; call with B. Tannenbaum and A. Soutter re proposal and upcoming call with ██████████ and the Town.
5/17/2022	Bryan Tannenbaum	Call with A. Soutter and J. Berger to discuss the status of file and in particular the ██████████ letter and our position for the call on Thursday; subsequent email from A. Soutter confirming debtors require leave of court to redeem.
5/18/2022	Echa Odeh	Discussion with J. Berger regarding maintenance issues; email sent to RAS regarding same; phone call with tenant regarding 132 Harwood.
5/18/2022	Bryan Tannenbaum	Telephone call with A. Brown re call in details for meeting tomorrow and need to continue to get development plan from the Town.
5/19/2022	Jeff Berger	Prepare for and attend call with B. Tannenbaum, A. Soutter, J. Hart, W. Greenspoon-Soer, A. Brown, R. Hawkshaw, G. Romanowski, A. Biggart, ██████████ to discuss proposal for redemption of mortgages; follow-up call with B. Tannenbaum, A. Soutter, A. Brown and W. Greenspoon-Soer re same; call with ██████████ re request for appraisal of properties; review and respond to email from ██████████ re quote ██████████ and discuss same with B. Tannenbaum; call with B. Tannenbaum re priority of mortgages and security interests.
5/19/2022	Bryan Tannenbaum	Conference call with ██████████ Town of Ajax (J. Hart/ G. Romanowski/A. Biggart/R. Hawkshaw), TGF (A. Soutter), Garfinkle (A. Brown/ W. Greenspoon-Soer) and J. Berger to consider ██████████ clients proposal for redemption; subsequent call with Garfinkle, TGF, Town of Ajax, J. Berger; then subsequent call with Garfinkle, TGF and J. Berger to debrief; receipt and review of J. Berger email re requisition appraisal; receipt and review of A. Soutter email providing case law on debtor's right of redemption, etc., further to our discussion this morning.
5/20/2022	Bryan Tannenbaum	Receipt and review of ██████████ emails regarding arrangements for appraisal(s); receipt and review ██████████ engagement letter.
5/24/2022	Anne Baptiste	Post receipt.
5/24/2022	Echa Odeh	Prepare receipt processing form for rent received.
5/24/2022	Daniel Weisz	Process electronic receipt.
5/25/2022	Jeff Berger	Review and sign engagement letter for ██████████ appraisal; discuss same with B. Tannenbaum; upload due diligence materials to ██████████ platform.
5/25/2022	Bryan Tannenbaum	Discuss ██████████ appraisal engagement letter with J. Berger; receipt and review of J. Berger email to ██████████ with appraisal engagement letter; receipt and review of E. Odeh email attaching property tax arrears statements from the Town.
5/26/2022	Echa Odeh	Draft court report including sections on activities of Receiver, background information and professional fees.
5/26/2022	Jeff Berger	Review and respond to email from A. Soutter re Receiver's review of ██████████ ██████████ proposal and need to proceed with receivership in the normal course;

Date	Professional	Description
		discuss same with B. Tannenbaum; email to A. Brown re follow-up with Town of Ajax for Master Development Agreement.
5/26/2022	Bryan Tannenbaum	Receipt and review of W. Greenspoon-Soer email attaching [REDACTED] letter to Receiver; receipt of A. Soutter email [REDACTED]; responding email of agreement and comments sent; receipt and review of A. Sotter email re start marketing property, milestones with Town of Ajax, etc.; discussion re same with J. Berger; receipt and review of J. Berger email to A. Soutter responding and requesting security opinion, etc.; receipt and review of J. Berger email to A. Brown re write to Town of Ajax counsel to obtain development agreement.
5/27/2022	Echa Odeh	Prepare cheque requisitions for payment of utilities; email to Miller Waste regarding bin collections; emails with RAS regarding quotes and maintenance issues.
5/27/2022	Bryan Tannenbaum	Receipt and review of A. Brown email with draft letter to the Town solicitors for the development agreement; receipt and review of J. Berger comments; comments provided.
5/30/2022	Echa Odeh	Email and phone call to Miller Waste regarding bin collection; emails with RAS regarding maintenance issues.
5/30/2022	Daniel Weisz	Process electronic payments.
5/30/2022	Bryan Tannenbaum	Receipt and review of A. Brown letter to A. Biggart regarding status of development agreement; forward same to A. Soutter and note that we have also not heard formally from [REDACTED] on their proposal to terminate the receivership, etc.; receipt and review of A. Soutter email providing letter from [REDACTED] and confirming legal opinion required, etc.; review R. Kennedy email regarding real estate opinion, etc.
5/31/2022	Anne Baptiste	Post disbursements.
5/31/2022	Echa Odeh	Prepare cheque requisition for payment of utilities; phone call with CRA; email to J. Berger regarding call with CRA.
5/31/2022	Jeff Berger	Email [REDACTED] re status of appraisal and any further information required; arrange site visit for [REDACTED] re appraisal; email to TGF re outstanding fees; review draft TGF letter to [REDACTED] and discuss same with B. Tannenbaum; provide comments on draft letter to TGF.
5/31/2022	Bryan Tannenbaum	Receipt and review of A. Soutter email re documents to Owens Wright for legal opinion and draft letter [REDACTED]; discuss same with J. Berger; comments to [REDACTED] draft letter sent to A. Soutter.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	15.70	\$ 625	\$ 9,812.50
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice-President	0.90	\$ 595	535.50
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Vice-President	24.40	\$ 425	10,370.00
Echa Odeh	Senior Associate	16.80	\$ 250	4,200.00
Anne Baptiste/Donna Nishimura	Estate Administrator	2.60	\$ 110	286.00
Total hours and professional fees		60.40		\$ 25,204.00
HST @ 13%				3,276.52
Total payable				\$ 28,480.52

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.
 RSM Canada Limited



GST/HST: 80784 1440 RT 0001

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Licensed Insolvency Trustee
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To RSM Canada Limited
Court-appointed Receiver of
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214 Harwood Avenue S., Ajax, ON,
224 Harwood Avenue S., Ajax, ON, and
226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date July 14, 2022

Client File 8142410/10000
Invoice 10
No. 6723536

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending June 30, 2022.

Date	Professional	Description
5/9/2022*	Anne Baptiste	Bank reconciliation.
6/1/2022	Echa Odeh	Email with Richmond Advisory Services Inc. (“RAS”) regarding maintenance issues.
6/1/2022	Bryan Tannenbaum	Receipt and review of E. Odeh email detailing her conversation with Canada Revenue Agency (“CRA”) and HST status.
6/2/2022	Anne Baptiste	Post receipts.
6/2/2022	Echa Odeh	Email to tenant regarding email transfer password; email to RSM accounts regarding refund of overpayment; prepare receipt processing forms for rent received.
6/2/2022	Daniel Weisz	Process electronic receipts.
6/3/2022	Echa Odeh	Emails with RAS and Miller Waste regarding garbage collection frequency; email and phone call with RAS regarding hydro meters.
6/6/2022	Anne Baptiste	Post receipts.

Date	Professional	Description
6/6/2022	Echa Odeh	Phone calls with tenant regarding email transfer password; prepare receipt processing forms for rent received; prepare cheque requisitions for payment of expenses; email to tenant regarding outstanding rent.
6/6/2022	Daniel Weisz	Process electronic receipts; process electronic payment.
6/6/2022	Bryan Tannenbaum	Receipt and review of A. Brown of Garfinkle Biderman LLP ("Garfinkle") email to A. Biggart, solicitor to the Town of Ajax ("Town") re status of Development Agreement ("DA"); receipt and review of A. Biggart response of in less than an hour; receipt and review of A. Soutter of Thornton Grout Finnigan LLP ("TGF") email attaching J. Hart, solicitor to Town, email regarding meeting with Town council; response sent.
6/7/2022	Anne Baptiste	Post disbursements.
6/7/2022	Echa Odeh	Prepare receipt processing form for rent received.
6/7/2022	Jeff Berger	Receipt and review of draft agreement from the Town; call with A. Brown and B. Tannenbaum re same.
6/7/2022	Bryan Tannenbaum	Receipt and review of W. Greenspoon-Soer of Garfinkle email re status of potential stalking horse offer and [REDACTED]; receipt and review of A. Soutter response; receipt and review of A. Soutter email to review draft agreement and [REDACTED] meeting with Town; Webex call with A. Brown and J. Berger to discuss the draft DA and provide input for a response to the Town's solicitors.
6/8/2022	Anne Baptiste	Post receipts.
6/8/2022	Echa Odeh	Emails with Miller Waste regarding outstanding invoices and payment information; prepare receipt processing forms for receipt of rent.
6/9/2022	Jeff Berger	Receipt and review of draft appraisal [REDACTED]; discuss appraisal with B. Tannenbaum; call with [REDACTED] re comments on draft appraisal report.
6/9/2022	Bryan Tannenbaum	Receipt and review [REDACTED] appraisal; receipt and review of A. Brown email attaching draft letter to Town counsel responding to the draft DA; review same and suggest edits, etc.; receipt and review of A. Brown email to A. Biggart requesting [REDACTED] DA.
6/10/2022	Donna Nishimura	Prepare cheque requisition and process paperwork for payment.
6/10/2022	Echa Odeh	Draft letter to CRA to open HST account; email to J. Berger for review.
6/10/2022	Daniel Weisz	Process electronic payment.
6/10/2022	Bryan Tannenbaum	Receipt and review of A. Soutter email regarding status of the DA; receipt and review of A. Soutter email regarding now heard from R. Lebow of Owens Wright LLP; response sent.
6/13/2022	Anne Baptiste	Post disbursement; prepare bank reconciliation.
6/14/2022	Anne Baptiste	Post disbursement.
6/14/2022	Echa Odeh	Review of payment history to RAS and email to J. Berger to approve cheque requisition for March invoice.
6/14/2022	Jeff Berger	Receipt and review of email from J. Hart; discuss same with B. Tannenbaum and arrange call with Garfinkle and TGF to discuss next steps.
6/14/2022	Daniel Weisz	Process electronic payment.

Date	Professional	Description
6/14/2022	Bryan Tannenbaum	Receipt and review of A. Brown email attaching email from J. Hart re matter reviewed with Council, extended purchase right issue, offeror having difficulties with Mr. Liu in acquiring shares, etc.; email response providing my thoughts; receipt and review of R. Kennedy of TGF email re same; receipt and review of A. Brown further comments; receipt and review of A. Brown email responding to J. Hart re anyone been in touch and Town preference is to deal with Phase 1 first, etc.
6/15/2022	Anne Baptiste	Post disbursement.
6/15/2022	Echa Odeh	Make amendments to letter to CRA to open RT2 account and fax to CRA.
6/15/2022	Jeff Berger	Call with A. Brown, A. Soutter, R. Kennedy, and B. Tannenbaum re response to J. Hart and next steps for the Receiver's sale process; receipt and review of follow-up email from A. Soutter; email to G. Romanowski of the Town re review of data room materials and any further information to be provided by the Town; discuss same with B. Tannenbaum.
6/15/2022	Daniel Weisz	Process electronic payment.
6/15/2022	Bryan Tannenbaum	Webex with A. Brown, A. Soutter, R. Kennedy, and J. Berger to discuss our position, proceed to market and response to J. Hart, etc.; receipt and review of A. Soutter email re suggested language to incorporate into A. Brown's response; receipt and review of A. Brown email response to J. Hart; receipt and review of J. Berger draft email to G. Romanowski to review contents of data room, etc.
6/17/2022	Bryan Tannenbaum	Email to A. Brown on status of the amended DA from J. Hart; receipt and review of J. Berger email to G. Romanowski as to status of his review of the draft data room information; receipt and review of G. Romanowski email that he will review over the weekend.
6/20/2022	Echa Odeh	Prepare cheque requisition for payment to Enbridge; email with RAS regarding hydro meters.
6/20/2022	Bryan Tannenbaum	Receipt and review of A. Brown email attaching email from J. Hart and draft DA; receipt and review of G. Romanowski email to J. Berger re his review of data room; receipt and review of A. Brown email after his review of DA.
6/21/2022	Echa Odeh	Prepare teaser for sale of property.
6/21/2022	Bryan Tannenbaum	Receipt and review of A. Brown email regarding the potential stalking horse offer; response sent regarding concerns; receipt and review of W. Greenspoon-Soer email [REDACTED] receipt and review of W. Greenspoon-Soer email regarding security validity and eventual disbursement of sale proceeds; receipt and review of W. Greenspoon-Soer letter regarding reimbursement of \$20K cost award paid; email to TGF seeking their input; Webex with A. Brown, TGF (R. Kennedy/A. Soutter) and J. Berger to discuss Town position re DA, [REDACTED] position, [REDACTED] offer, etc.
6/22/2022	Bryan Tannenbaum	Receipt and review of R. Kennedy email regarding her discussions with [REDACTED]; email to team that we need to market property, etc.; R. Kennedy email response re timing; receipt and review of R. Kennedy email on potential stalking horse offer [REDACTED] response to know who the builder/developer is; conference call with A. Brown and J. Hart re status of matters including DA, potential purchaser as proposed by [REDACTED]

Date	Professional	Description
		██████, etc.; call from ██████████ regarding stalking horse ██████████; conference call with ██████████ and A. Soutter re intervening security, etc., that affects ██████████ stalking horse bid; subsequent call with A. Soutter.
6/23/2022	Bryan Tannenbaum	Receipt and review of A. Sotter draft email to ██████████; edit and return with comments; receipt and review of R. Kennedy email attaching information on background of potential stalking horse offerors; response sent to R. Kennedy to ask for name of developer; receipt and review of A. Soutter's redrafted emails; approve; receipt and review of A. Soutter email to R. Lebow regarding the legal opinion.
6/24/2022	Jeff Berger	Review and edit draft teaser brochure; discuss same with B. Tannenbaum; review list of developers provided by the Town and compile contact information for same; review revised appraisal report ██████████.
6/24/2022	Bryan Tannenbaum	Receipt and review of R. Kennedy email regarding her discussions with ██████████ and suggesting a call; response sent; telephone call to A. Brown to clarify Town position re acceptability of potential stalking horse offeror; telephone call with A. Brown on his subsequent discussions with J. Hart; further email to TGF confirming need for a bonafide builder to satisfy the Town; Zoom call with ██████████ A. Soutter and J. Berger to clarify name of possible stalking horse and acceptability of the Town; receipt and review ██████████ email attaching client's deck; response sent on my observations.
6/27/2022	Jeff Berger	Prepare for and attend call with R. Kennedy, A. Soutter, A. Brown, J. Hart, R. Hawkshaw, ██████████ re proposed stalking horse offer and next steps re same; follow-up call with R. Kennedy and A. Soutter; call with B. Tannenbaum to provide update re call with the Town and proposed stalking horse offer.
6/28/2022	Echa Odeh	Discussion with J. Berger regarding maintenance issues; emails with RAS regarding maintenance issues; prepare cheque requisition for payment of insurance.
6/29/2022	Bryan Tannenbaum	Receipt and review of ██████████ figure the Town should be brought into these discussions; response sent; receipt and review of J. Hart email; call with A. Brown and J. Berger to discuss prepare for conference call that I could not attend on Tuesday.
6/30/2022	Anne Baptiste	Post disbursement.
6/30/2022	Echa Odeh	Follow up email sent to J. Berger regarding outstanding Enbridge invoice; email to FCA to request outstanding invoices; prepare cheque requisitions for payment of expenses; update property tax tracker and save property tax statements to the file; phone call with prospective purchaser.
6/30/2022	Jeff Berger	Call with B. Tannenbaum and prospective purchaser re interest in acting as stalking horse; review and finalize Confidentiality Agreement.
6/30/2022	Daniel Weisz	Process electronic payments.
6/30/2022	Bryan Tannenbaum	Email ██████████ regarding stalking horse opportunity; Webex with representative ██████████ and J. Berger to discuss opportunity; receipt and

Date	Professional	Description
		review [REDACTED] email as to status of [REDACTED] stalking horse bid and discussions with the Town, etc.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	20.80	\$ 625	\$ 13,000.00
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice-President	1.30	\$ 595	773.50
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Vice-President	12.40	\$ 425	5,270.00
Echa Odeh	Senior Associate	7.20	\$ 250	1,800.00
Anne Baptiste/Donna Nishimura	Estate Administrator	3.00	\$ 110	330.00
Total hours and professional fees		44.70		\$ 21,173.50
HST @ 13%				2,752.56
Total payable				\$ 23,926.06

* Not billed on previous invoice

VISA/MASTERCARD
 Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS
 Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.
 RSM Canada Limited



GST/HST: 80784 1440 RT 0001

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Licensed Insolvency Trustee
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F +1 416 480 2646

www.rsmcanada.com

To RSM Canada Limited
Court-appointed Receiver of
134 Harwood Avenue S., Ajax, ON,
148 Harwood Avenue S., Ajax, ON,
152 Harwood Avenue S., Ajax, ON,
184/188 Harwood Avenue S., Ajax, ON,
214 Harwood Avenue S., Ajax, ON,
224 Harwood Avenue S., Ajax, ON, and
226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date August 8, 2022

Client File 8142410/10000

Invoice 11

No. 6741852

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending July 31, 2022.

Date	Professional	Description
7/4/2022	Anne Baptiste	Post disbursements.
7/5/2022	Echa Odeh	Emails with Richmond Advisory Services Inc. (“RAS”) regarding maintenance issues; prepare summary of Hydro meters and accounts and email to J. Berger.
7/5/2022	Jeff Berger	Review and respond to email from A. Soutter of Thornton Grout Finnigan LLP (“TGF”) re response to [REDACTED] and next steps to meet with the Town of Ajax (the “Town”) to finalize development agreement, etc.; discuss same with B. Tannenbaum.
7/5/2022	Bryan Tannenbaum	Receipt and review of email from prospective purchaser; receipt and review of A. Soutter email; discuss response with J. Berger and request of A. Brown of Garfinkle Biderman LLP (“Garfinkle”) in respect of status of development agreement; receipt and review of J. Berger email to A. Brown regarding status of the revised development agreement; receipt and review of J. Berger email to A. Soutter; receipt and review of A. Brown email regarding a few changes by J. Hart, solicitor to the Town; receipt and review of A. Soutter email and respond that we should write to [REDACTED] and indicate we want to

Date	Professional	Description
		proceed to market as soon as possible; receipt and review of A. Soutter email to [REDACTED].
7/6/2022	Donna Nishimura	Deposit cheques at the bank.
7/6/2022	Anne Baptiste	Post receipts.
7/6/2022	Echa Odeh	Prepare deposit slip and receipt processing forms for rent received.
7/6/2022	Bryan Tannenbaum	Receipt and review of [REDACTED] email regarding construction manager, etc.; email to [REDACTED] to be able to share with A. Brown; forward same to A. Brown; receipt and review of A. Brown email to J. Hart re status of development agreement; receipt and review of J. Hart response; email to A. Brown, A. Soutter and R. Kennedy of TGF re Town's delay as set out in the J. Hart email; receipt and review of A. Brown email with comments to [REDACTED] email; receipt and review of J. Berger follow up email to prospective purchaser; receipt and review of A. Brown email responding to our team about Town delay; receipt and review of prospective purchaser's email; telephone call from A. Soutter re his conversation with [REDACTED] about builder/ financing, etc.; execute Confidentiality Agreement ("CA") with prospective purchaser; receipt and review of A. Soutter email with draft to [REDACTED]; edit and approve release.
7/7/2022	Anne Baptiste	Post receipt.
7/7/2022	Echa Odeh	Email with RAS regarding maintenance issues; create shared folder with data room documents and provide access to prospective purchasers.
7/7/2022	Jeff Berger	Arrange for data room access for prospective purchaser; discuss same with E. Odeh.
7/7/2022	Daniel Weisz	Process electronic receipt.
7/7/2022	Bryan Tannenbaum	Receipt and review of A. Soutter email to [REDACTED] with Receiver's request for further information.
7/8/2022	Echa Odeh	Prepare cheque requisition for payment to Miller Waste; prepare receipt processing form for rent received; review of notice to comply and email to RAS regarding maintenance issues.
7/8/2022	Bryan Tannenbaum	Discussion with J. Berger re status, etc.
7/9/2022	Daniel Weisz	Process electronic payment.
7/11/2022	Anne Baptiste	Post disbursement; post receipts.
7/11/2022	Echa Odeh	Follow up email sent to J. Berger regarding Hydro accounts; prepare receipt processing forms for rent received.
7/11/2022	Daniel Weisz	Process electronic receipts.
7/12/2022	Echa Odeh	Emails with RAS regarding Hydro accounts; prepare summary of proposed allocation of hydro accounts; prepare cheque requisition for payment to RAS.
7/12/2022	Bryan Tannenbaum	Receipt and review of Blaney McMurtry LLP ("Blaney") letter on status of sale process; discuss with J. Berger; email to TGF re same with our comments.
7/13/2022	Anne Baptiste	Post disbursement.
7/13/2022	Echa Odeh	Review of correspondence from Enbridge and send request to RAS for completion.

Date	Professional	Description
7/13/2022	Daniel Weisz	Process electronic payment.
7/13/2022	Bryan Tannenbaum	Receipt and review of emails from prospective purchaser; respond to same; review appraisal.
7/14/2022	Donna Nishimura	Prepare cheque requisition and process paperwork for payment.
7/14/2022	Anne Baptiste	Prepare bank reconciliation.
7/14/2022	Echa Odeh	Update interim statement of receipts and disbursements; follow up with RSM US regarding refund; email with RAS regarding maintenance issues.
7/14/2022	Jeff Berger	Review RAS quote for security fence, cleaning, and security cameras for 132 Harwood; discuss same with E. Odeh and B. Tannenbaum; review draft S. 246(2) report and R&D and provide comments re same; attend to various administrative matters.
7/14/2022	Bryan Tannenbaum	Receipt and review of R. Kennedy email commenting on D. Ullmann of Blaney letter; responding email sent.
7/15/2022	Jeff Berger	Receipt and review of TGF response to D. Ullmann; discuss same with B. Tannenbaum; review various emails from RAS re property maintenance; review email from potential stalking horse offeror and respond to same; discuss response with B. Tannenbaum.
7/15/2022	Bryan Tannenbaum	Receipt and review of prospective purchaser's email setting out their potential stalking horse valuation; review appraisal; discuss with J. Berger to review prospective purchaser's analysis and discuss ██████████ need to commit client stalking horse proposal to writing, etc.; receipt and review of TGF email to ██████████ to follow up on their offer; response sent to our counsel ██████████ receipt and review of A. Soutter email to W. Greenspoon-Soer of Garfinkle to follow up on Ajax Master Holdings documents, etc.
7/18/2022	Echa Odeh	Update rental collections spreadsheet; emails with RAS regarding maintenance issues.
7/18/2022	Bryan Tannenbaum	Receipt and review of ██████████ response to A. Soutter regarding timing for offer; review A. Soutter draft email to D. Ullmann and response sent.
7/19/2022	Echa Odeh	Phone call and email to Canada Revenue Agency regarding RT0002 account; phone calls and emails with RAS regarding maintenance issues.
7/19/2022	Bryan Tannenbaum	Discussion with A. Soutter regarding the recent email from ██████████ and timing for receipt of their offer; conference call A. Soutter and A. Brown; telephone call from A. Soutter re his discussion with ██████████
7/20/2022	Donna Nishimura	Deposit cheque at the bank.
7/20/2022	Anne Baptiste	Post receipt.
7/20/2022	Echa Odeh	Prepare receipt processing form.
7/20/2022	Jeff Berger	Call with B. Tannenbaum, A. Soutter, R. Kennedy, and R. Lebow to discuss the status of the security review and various priority claims, etc.
7/20/2022	Bryan Tannenbaum	Receipt and review of ██████████ email confirming an offer price and further details to come, etc.; receipt and review of A. Brown email suggesting that we work together in dealing with the Town on the development agreement; response sent; receipt and review of D. Ullmann email to R. Kennedy; Zoom call with R. Lebow, A. Soutter, R. Kennedy and J. Berger to discuss legal

Date	Professional	Description
		opinion on real estate and mortgage registrations; subsequent call to discuss D. Ullmann email and response thereto.
7/21/2022	Echa Odeh	Follow up with Region of Durham regarding outstanding water bills; prepare cheque requisition for payment of water bills.
7/21/2022	Bryan Tannenbaum	Receipt and review of A. Soutter email to R. Lebow with list of PINs, etc.; receipt and review of R. Kennedy draft email responding to D. Ullmann and reply; receipt and review of A. Brown email regarding his discussions today with [REDACTED]; response sent; receipt and review of A. Brown email to J. Hart to follow up on status; telephone call with A. Brown re status of draft offer forms.
7/22/2022	Daniel Weisz	Process electronic payment; process electronic receipt.
7/22/2022	Bryan Tannenbaum	Receipt and review of J. Hart reply to A. Brown email; receipt and review of A. Soutter email to W. Greenspoon-Soer to follow up on request for information about Ajax Master Holdings Mortgage; telephone call with A. Brown re same.
7/25/2022	Anne Baptiste	Post disbursements.
7/25/2022	Echa Odeh	Emails with RAS and discussion with J. Berger regarding maintenance issues; prepare receipt processing form for rent received; prepare cheque requisition for payment of insurance.
7/25/2022	Daniel Weisz	Process electronic payments.
7/25/2022	Bryan Tannenbaum	Receipt and review of A. Brown email attaching draft Agreements of Purchase and Sale (general and stalking horse) and draft sale procedure; receipt and review of W. Greenspoon-Soer email attaching information and concerns with Ajax Master Holdings Mortgage.
7/26/2022	Anne Baptiste	Post disbursements.
7/27/2022	Jeff Berger	Call with B. Tannenbaum, A. Soutter and R. Kennedy re review of draft Agreement of Purchase and Sale and sale process procedure and discuss status of draft development agreement from the Town and the urgency of same.
7/27/2022	Bryan Tannenbaum	Email to A. Brown re follow up with J. Hart; Zoom call with R. Kennedy, A. Soutter and J. Berger regarding status of stalking horse, development agreement and stalking horse agreement, etc.; follow up conversation with J. Berger.
7/28/2022	Jeff Berger	Review and respond to email from RAS re status of Enbridge investigation and TSSA approvals required before gas can be restored.
7/28/2022	Bryan Tannenbaum	Telephone call with A. Brown re status and J. Hart.
7/29/2022	Jeff Berger	Receipt and review of letter from counsel to [REDACTED] to TGF re purportedly executed offer for Properties and willing to act as stalking horse offer in Receiver's sale process, etc.; call with R. Kennedy to discuss same; discuss letter with B. Tannenbaum.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	20.50	\$ 625	\$ 12,812.50
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice-President	1.20	\$ 595	714.00
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Vice-President	9.00	\$ 425	3,825.00
Echa Odeh	Senior Associate	7.50	\$ 250	1,875.00
Anne Baptiste/Donna Nishimura	Estate Administrator	2.40	\$ 110	264.00
Total hours and professional fees		<u>40.60</u>		\$ 19,490.50
HST @ 13%				2,533.77
Total payable				\$ 22,024.27

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
Licensed Insolvency Trustee
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F +1 416 480 2646

www.rsmcanada.com

To RSM Canada Limited
Court-appointed Receiver of
134 Harwood Avenue S., Ajax, ON,
148 Harwood Avenue S., Ajax, ON,
152 Harwood Avenue S., Ajax, ON,
184/188 Harwood Avenue S., Ajax, ON,
214 Harwood Avenue S., Ajax, ON,
224 Harwood Avenue S., Ajax, ON, and
226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date October 20, 2022

Client File 8142410/10000
Invoice 12
No. 6799950

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending September 30, 2022.

Date	Professional	Description
8/2/2022	Echa Odeh	Prepare cheque requisitions for payment of utilities.
8/2/2022	Daniel Weisz	Discussion with J. Berger re events at the property on the weekend; discussion with J. Berger re his discussion with counsel.
8/3/2022	Anne Baptiste	Post disbursements.
8/3/2022	Jeff Berger	Receipt and review of purportedly executed offer from [REDACTED] discuss same with D. Weisz and R. Kennedy of Thornton Grout Finnigan LLP (“TGF”).
8/3/2022	Daniel Weisz	Process electronic payments; [REDACTED] offer submitted and discussion with J. Berger re same; review draft letter to tenant and email to J. Berger re same; conference call with R. Kennedy and J. Berger re offer received.
8/4/2022	Anne Baptiste	Post receipts; post disbursements.
8/4/2022	Echa Odeh	Prepare deposit slip and organize for cheques to be deposited; email with Richmond Advisory Services Inc. (“RAS”) regarding maintenance issues; review of safety violations from Enbridge and forward to RAS.

Date	Professional	Description
8/4/2022	Jeff Berger	Review TGF draft email to ██████ approve same; review TGF letter to tenant and discuss with D. Weisz; approve TGF letter to tenant.
8/4/2022	Daniel Weisz	Review email from J. Berger re draft response re offer received and email to J. Berger re same; discussion with J. Berger re waste on site; process electronic receipt.
8/5/2022	Anne Baptiste	Prepare bank reconciliation.
8/5/2022	Echa Odeh	Prepare receipt processing forms for rent received; emails with RAS regarding maintenance issues.
8/5/2022	Jeff Berger	Call with E. Odeh re potential safety issue on site.
8/8/2022	Donna Nishimura	Prepare cheque requisition and process paperwork for payment.
8/8/2022	Echa Odeh	Prepare receipt processing form for rent received; prepare cheque requisition for payment to Miller Waste.
8/8/2022	Daniel Weisz	Process electronic receipt.
8/8/2022	Bryan Tannenbaum	Receipt and review of A. Brown of Garfinkle Biderman LLP ("Garfinkle") email reporting on his call with J. Hart, solicitor to the Town of Ajax (the "Town"); receipt and review of R. Kennedy email asking for status of stalking horse deal; response from A. Brown; email to R. Kennedy to follow up; conference call with R. Kennedy and J. Berger re status of draft Agreement of Purchase and Sale ("APS"), stalking horse bid, Development Agreement ("DA") for meeting with the Town, etc.; receipt and review of R. Kennedy email to ██████ re status of stalking horse offer.
8/9/2022	Anne Baptiste	Post disbursements.
8/9/2022	Echa Odeh	Prepare receipt processing form.
8/9/2022	Daniel Weisz	Process electronic payments; process electronic receipt.
8/9/2022	Bryan Tannenbaum	Telephone call with J. Berger re status and suggest he forward an email to our counsel so that everyone is current, etc.; review of TGF draft letter to tenant.
8/10/2022	Echa Odeh	Emails with RAS regarding maintenance issues.
8/10/2022	Bryan Tannenbaum	receipt and review of A. Brown letter to J. Hart re permitted encumbrances; receipt and review of A. Brown email attaching final drafts of APS and stalking horse agreements, etc.
8/11/2022	Anne Baptiste	Post receipt.
8/11/2022	Echa Odeh	Prepare receipt processing form for rent received; update rent roll.
8/11/2022	Daniel Weisz	Process electronic receipt.
8/11/2022	Bryan Tannenbaum	Email to A. Brown regarding anything back from J. Hart on the DA; email to TGF and ██████ re status of stalking horse offer; email from R. Kennedy and response sent or a call today; email from ██████ re APS; receipt and review of A. Brown response and he will follow up with J. Hart; receipt and review of R. Kennedy email to ██████ receipt of A. Brown email ██████
8/12/2022	Jeff Berger	Call with A. Brown, R. Kennedy, and B. Tannenbaum re edits to draft sale agreements and sale process procedures.

Date	Professional	Description
8/12/2022	Bryan Tannenbaum	Webex call with A. Brown, R. Kennedy, and J. Berger to discuss status and specifically review the draft stalking horse APS and sales procedures, set timing for the sales process, and correspondence with ██████████ etc.; receipt and review of R. Kennedy email setting out tentative dates; receipt and review of R. Kennedy email to ██████████; receipt and review of ██████████ response, etc.; receipt and review of R. Kennedy email to ██████████ representing a prospective purchaser.
8/15/2022	Jeff Berger	Review and respond to emails from prospective purchaser; call with counsel to prospective purchaser, B. Tannenbaum, and R. Kennedy.
8/15/2022	Bryan Tannenbaum	Several emails with ██████████ to arrange a call on behalf of their client; attend call; conference call with A. Brown and J. Hart regarding status, meeting on DA, etc.; receipt and review of A. Brown letter with APS and stalking horse APS, etc.; receipt and review of A. Brown email to J. Hart regarding status as we have not heard back; receipt and review of J. Hart email explaining they were away on vacation, etc.; receipt and review of A. Brown email to ██████████ attaching draft stalking horse APS; ██████████ responding email; receipt and review of J. Hart email for meeting with S. Baker (CAO of the Town) and response sent.
8/16/2022	Echa Odeh	Prepare cheque requisition for payment to RAS.
8/16/2022	Jeff Berger	Review and respond to email from R. Kennedy re available funds in trust and status of property tax arrears.
8/16/2022	Bryan Tannenbaum	Receipt and review of A. Brown email attaching the draft DA as just provided by the Town; receipt and review of A. Brown email attaching the draft APS, stalking horse APS and sale procedures; telephone call from A. Brown re DA and ██████████ plans; receipt and review of J. Hart email re property tax arrears status for call with Mr. Baker of the Town; receipt and review of R. Kennedy email re same; telephone call with J. Berger to discuss same and draft email to R. Kennedy; receipt and review of A. Brown letter with comments on the DA; email to J. Hart responding to property tax payments; receipt and review of A. Brown email ██████████ response sent; A. Brown email response re possible copyright, etc.
8/17/2022	Bryan Tannenbaum	Receipt and review of R. Kennedy email regarding a response to ██████████ client for stalking horse; respond re same.
8/19/2022	Anne Baptiste	Post disbursements.
8/19/2022	Echa Odeh	Prepare cheque requisition for payment of appraisal.
8/19/2022	Daniel Weisz	Process electronic payments.
8/22/2022	Jeff Berger	Call with B. Tannenbaum and R. Kennedy re comments on APS from ██████████, and next steps in assessing the potential stalking horse offer.
8/22/2022	Bryan Tannenbaum	Webex call with R. Kennedy and J. Berger to review the DA and get back to A. Brown, status of ██████████ offer, response to ██████████ response to ██████████ regarding his client's interest; receipt and review of A. Brown email re PIN's and ██████████ plans, etc.; response sent; receipt and review of R. Kennedy email to A. Brown with comments on the DA; receipt and review of A. Brown response; receipt and review of A. Brown email to ██████████ with the draft DA; catch up on emails from R. Kennedy to A. Brown re

Date	Professional	Description
		█████ agreement; emails with Town counsel to arrange meeting with S. Baker; receipt and review of █████ contract(s) from A. Brown; receipt and review of R. Kennedy email to ████████████████████ regarding his client's potential offer.
8/23/2022	Echa Odeh	Prepare cheque requisitions for payment to Enbridge and FCA insurance broker.
8/23/2022	Bryan Tannenbaum	Receipt and review of A. Brown email agreeing not to attach █████ agreement to the DA; receipt and review of █████ email re client prospective purchaser; receipt and review of R. Kennedy's email to ████████████████████ following up on receipt of information, etc.; telephone conference call from A. Brown and R. Kennedy regarding other plans that may have to be considered and contracted for the DA; receipt and review of █████ email re working internally to get the information/comments; receipt and review of ████████████████████ email on status of his client's stalking horse offer; receipt and review of J. Berger email to A. Brown providing contractor/consultants documents/contracts.
8/24/2022	Anne Baptiste	Post disbursements.
8/24/2022	Echa Odeh	Prepare cheque requisition for payment of water bill.
8/24/2022	Jeff Berger	Call with B. Tannenbaum, J. Hart, G. Romanowski and S. Baker to discuss the status of the Receiver's sale process, and the Town's discussions with a potential stalking horse bidder; prepare memo to file outlining the discussion held.
8/24/2022	Daniel Weisz	Process electronic payments.
8/24/2022	Bryan Tannenbaum	Zoom call with Town of Ajax (S. Baker/G. Romanowski), J. Hart and J. Berger re status, etc.; receipt and review of A. Brown email/letter to J. Hart with the final draft of the DA; email to counsel about concerns about recent information supplied by ████████████████████
8/25/2022	Echa Odeh	Prepare cheque requisition for payment of legal fees.
8/25/2022	Jeff Berger	Call with P. Schuster and E. Foran of PGL re quote to update Phase I and Phase II ESA reports.
8/25/2022	Bryan Tannenbaum	Receipt and review of A. Brown email letters to MTBW, and PCL regarding use of plans, etc.; discussion with J. Berger re status of ████████████████████ client; email to R. Kennedy inquiring about any correspondence from ████████████████████ as promised for yesterday; receipt and review of R. Kennedy response that they received correspondence from ████████████████████; receipt and review of R. Kennedy email attaching ████████████████████ APS; review A. Brown response to R. Kennedy; email to R. Kennedy to canvass other potential stalking horse offers; receipt and review of ████████████████████ email; email to J. Hart regarding information received from ████████████████████ and request for him to call ████████████████████ email to counsel to arrange a call; telephone call from J. Hart re his call with ████████████████████ email to counsel regarding my discussion with J. Hart.
8/26/2022	Jeff Berger	Call with B. Tannenbaum, R. Kennedy, and A. Brown re status of stalking horse discussions and next steps; review email from B. Tannenbaum and provide comments on same.

Date	Professional	Description
8/26/2022	Bryan Tannenbaum	Prepare topic notes for Webex call with counsel; attend Webex call with R. Kennedy, A. Brown and J. Berger to discuss [REDACTED] client status, stalking horse options, etc.; receipt and review of R. Kennedy email to [REDACTED] regarding no further discussions at this time [REDACTED] regarding stalking horse; receipt and review of R. Kennedy email [REDACTED] re meeting to discuss possible stalking horse; receipt and review of R. Kennedy email to [REDACTED] following up to see if they will be providing information, etc.; review response from [REDACTED]; email to [REDACTED] re times for call on Monday; receipt and review of [REDACTED] email and response sent.
8/29/2022	Jeff Berger	Call with B. Tannenbaum, R. Kennedy, and [REDACTED] re potential stalking horse offer; follow-up discussion with B. Tannenbaum; review of information provided by [REDACTED] re identity of proposed stalking horse offeror; calls with various commercial real estate brokers to provide background details on the property and request a listing proposal; follow-up email to brokers re request for listing proposals.
8/29/2022	Bryan Tannenbaum	Receipt and review of [REDACTED] email regarding telephone meeting at noon; attend Zoom call with [REDACTED] R. Kennedy and J. Berger; receipt and review of S. Piekarski email with link references to her client(s); telephone call from J. Larry of Paliare Roland Rosenberg Rothstein LLP re subrogated claim of his client from 3070 Ellesmere property.
8/30/2022	Echa Odeh	Publish data room and send invites for access to data room.
8/30/2022	Jeff Berger	Call with M. Betsalel of JLL re request for listing proposal; subsequent call with B. Gibson of JLL re same; email to B. Gibson to request listing proposal; receipt and review of email from B. Gibson re JLL will not proceed with a proposal; discuss same with B. Tannenbaum; email to E. Foran of PGL to answer question; arrange for online data room to go live and provide access to various brokers who had executed a Confidentiality Agreement with the Receiver.
8/30/2022	Bryan Tannenbaum	Emails to realtors; responses from JLL and Cushman that they are too busy, etc.
8/31/2022	Echa Odeh	Prepare cheque requisition for payment to RAS.
8/31/2022	Jeff Berger	Call with K. Avison of Avison Young re request for listing proposal and background on property; email to K. Avison and B. Sykes to request listing proposal; review and respond to email from RAS re fire safety inspection issues flagged at 154 Harwood Ave; review and approve invoice payment; email to brokers re change in submission date for listing proposals.
8/31/2022	Bryan Tannenbaum	Email to J. Hart re status; response received; review prospective purchasers list; review emails to realtors.
9/1/2022	Bryan Tannenbaum	Receipt and review of A. Brown email letter to TGF regarding stalking horse form for the data room; receipt and review of TGF response to A. Brown; email to [REDACTED] regarding status of their client's interest; receipt and review of J. Berger email attaching PGL quote for Phase 1; receipt and review of PCL Construction email letter.

Date	Professional	Description
9/2/2022	Bryan Tannenbaum	Receipt and review of A. Brown email on sales procedures, etc.; telephone call from A. Brown regarding status of regular and stalking horse APS; receipt and review of J. Hart email re sales pavilion; response sent.
9/5/2022	Bryan Tannenbaum	Receipt and review of [REDACTED] email with questions; review J. Berger response; receipt and review of J. Larry email regarding claim of 2518358 Ontario Inc.
9/6/2022	Anne Baptiste	Post receipt.
9/6/2022	Daniel Weisz	Process electronic receipt.
9/7/2022	Anne Baptiste	Post receipt; prepare bank reconciliation.
9/7/2022	Echa Odeh	Virtual meeting with RAS regarding safety inspections.
9/7/2022	Jeff Berger	Call with A. Brown, R. Kennedy and B. Tannenbaum to discuss email from [REDACTED] and response to same; review email from J. Cu of RAS re various health and safety violations at 154 Harwood and respond to same; call with R. Kennedy re health and safety violations at 154 Harwood and proposed response to tenant and fire department, etc.
9/7/2022	Bryan Tannenbaum	Receipt and review of [REDACTED] email on prospective purchasers; conference call from A. Brown and [REDACTED] re [REDACTED] reference; webcast with A. Brown, R. Kennedy and J. Berger regarding response to [REDACTED]; subsequent call with R. Kennedy and J. Berger re tenant issue; receipt and review of R. Kennedy email to [REDACTED]; receipt and review of [REDACTED] responding email; receipt and review of R. Kennedy email to J. Larry to issue claim.
9/8/2022	Anne Baptiste	Post receipt.
9/8/2022	Echa Odeh	Prepare receipt processing form.
9/8/2022	Daniel Weisz	Process electronic receipt.
9/8/2022	Bryan Tannenbaum	Zoom call with [REDACTED] to obtain background information for listing proposal.
9/9/2022	Anne Baptiste	Post receipts.
9/9/2022	Echa Odeh	Prepare receipt processing forms and deposit slips for rent received.
9/9/2022	Bryan Tannenbaum	Receipt and review of R. Kennedy email with an update from [REDACTED]; response sent.
9/12/2022	Bryan Tannenbaum	Review J. Berger email re Cash N'Dash tenant; discuss with J. Berger; receipt and review of J. Berger responses to CBRE questions; receipt and review of TGF email with comments to R. Lebow on draft security opinion.
9/13/2022	Echa Odeh	Add broker to data room.
9/13/2022	Bryan Tannenbaum	Receipt and review of [REDACTED] email.
9/14/2022	Echa Odeh	Email to RSM A/R regarding refund; email to RAS regarding meter readings.
9/14/2022	Jeff Berger	Call with A. Soutter and C. Trudell of TGF re issues with tenant at 154 Harwood (Enbridge gas service suspension, fire safety violations, faulty appliances).
9/14/2022	Bryan Tannenbaum	Discuss with J. Berger and draft email to counsel with comments on [REDACTED] email; final and send; Zoom call with R. Kennedy, A. Soutter and A. Brown

Date	Professional	Description
		regarding a response to ██████████; receipt and review of R. Kennedy email to ██████████.
9/15/2022	Anne Baptiste	Post disbursement.
9/15/2022	Echa Odeh	Review of listing proposals and prepare summaries of proposals.
9/15/2022	Jeff Berger	Review and edit draft letter to tenant re health and safety violations; call with A. Soutter and C. Trudelle to discuss content of letter to tenant and reasonable notice period to remedy the outstanding issues; email to RAS re proposed letter to tenant; receipt and review of listing proposals and discuss same with B. Tannenbaum.
9/15/2022	Daniel Weisz	Process electronic payment.
9/15/2022	Bryan Tannenbaum	Receipt and review of draft letter to Lawco from TGF; approve; receipt and review of 3 listing proposals from CBRE, Colliers and Avison Young.
9/16/2022	Jeff Berger	Receipt and review of listing proposals from CBRE, Colliers and Avison Young; discuss same with B. Tannenbaum and E. Odeh; review and edit summary of listing proposals; email to R. Kennedy, A. Soutter and A. Brown re listing proposals received and the Receiver's comments on same.
9/16/2022	Bryan Tannenbaum	Various emails regarding realtor proposals; Zoom call with TGF (R. Kennedy/A. Soutter), A. Brown and J. Berger to review the realtor proposals; receipt and review of ██████████ email with financing information; receipt and review of TGF response thereto.
9/19/2022	Echa Odeh	Submit meter readings to Enbridge Gas.
9/19/2022	Jeff Berger	Calls with Colliers and Avison Young to review the listing proposals submitted; follow-up discussion with B. Tannenbaum and A. Brown.
9/19/2022	Bryan Tannenbaum	Receipt and review of ██████████ email re financing document; receipt and review of A. Brown letter with draft standard APS; interview Colliers on their proposal; interview Avison Young on their proposal.
9/20/2022	Anne Baptiste	Post receipt.
9/20/2022	Echa Odeh	Prepare receipt processing form for rent received; update rent roll and email to tenant regarding outstanding rent.
9/20/2022	Jeff Berger	Draft memo to file re selection of listing broker.
9/20/2022	Daniel Weisz	Process electronic receipt.
9/21/2022	Echa Odeh	Notify vendors of change in contact person and update email sent to J. Berger.
9/21/2022	Bryan Tannenbaum	Zoom call with R. Kennedy, A. Soutter, A. Brown and J. Berger to discuss R. Kennedy call with ██████████ and action plan to sell, etc.
9/22/2022	Anne Baptiste	Post receipt.
9/22/2022	Echa Odeh	Prepare receipt processing and deposit form for rent received; prepare cheque requisition for payment of gas.
9/23/2022	Echa Odeh	Prepare cheque requisition for payment of water bill.
9/23/2022	Jeff Berger	Review and execute engagement letter with PGL environmental consultants for Phase 1 ESA.
9/23/2022	Bryan Tannenbaum	Receipt and review of A. Brown email to TGF with revised APS; receipt and review of A. Soutter email with comments/edits to APS; receipt and review of

Date	Professional	Description
		A. Soutter email with D. Ullmann of Blaney McMurtry LLP regarding the Ajax Master Holdings mortgage; receipt and review of A. Brown email letter to J. Hart re Avison Young being retained; receipt and review of J. Hart response.
9/26/2022	Echa Odeh	Forward email from Elexicon to J. Berger.
9/28/2022	Echa Odeh	Review of correspondence from Enbridge and email sent to RAS; email regarding refund of duplicate payment.
9/28/2022	Jeff Berger	Call with W. Greenspoon-Soer of Garfinkle Biderman LLP and B. Tannenbaum re Receiver's intention to list the property for sale, and [REDACTED] bid or stalking horse offer.
9/29/2022	Echa Odeh	Response email to Elexicon and discussion with B. Tannenbaum regarding potential Hydro disconnection; forward tenant lease termination email to RAS.
9/29/2022	Jeff Berger	Review outstanding work orders from RAS and other administrative matters; call with A. Mehta and J. Cu of RAS to discuss various matters regarding the tenants, health and safety at the property, etc.; receipt and review of email from W. Greenspoon-Soer re her client's will provide an update on their position next week.
9/29/2022	Bryan Tannenbaum	Telephone call to A. Brown re discussion with W. Greenspoon-Soer; receipt, review and reply to [REDACTED] regarding [REDACTED].
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	39.50	\$ 625	\$ 24,687.50
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice-President	3.70	\$ 595	2,201.50
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Vice-President	34.10	\$ 425	14,492.50
Echa Odeh	Senior Associate	12.00	\$ 250	3,000.00
Anne Baptiste/Donna Nishimura	Estate Administrator	4.10	\$ 110	451.00
Total hours and professional fees		93.40		\$ 44,832.50
HST @ 13%				5,828.23
Total payable				\$ 50,660.73

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
Licensed Insolvency Trustee
11 King St W, Suite 700, Box 27
Toronto, ON M5H 4C7

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F +1 416 480 2646

www.rsmcanada.com

To RSM Canada Limited
Court-appointed Receiver of
134 Harwood Avenue S., Ajax, ON,
148 Harwood Avenue S., Ajax, ON,
152 Harwood Avenue S., Ajax, ON,
184/188 Harwood Avenue S., Ajax, ON,
214 Harwood Avenue S., Ajax, ON,
224 Harwood Avenue S., Ajax, ON, and
226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date December 14, 2022

Client File 8142410/10000
Invoice 13
No. 6855707

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending November 30, 2022.

Date	Professional	Description
10/3/2022	Anne Baptiste	Post receipt.
10/3/2022	Daniel Weisz	Process electronic receipt.
10/6/2022	Donna Nishimura	Deposit cheques at the bank.
10/6/2022	Anne Baptiste	Review invoice and prepare cheque requisition; post receipts.
10/6/2022	Jeff Berger	Call with A. Soutter and R. Kennedy of Thornton Grout Finnigan LLP (“TGF”), A. Brown and W. Greenspoon-Soer of Garfinkle Biderman LLP and B. Tannenbaum re 261's concerns with the proposed development agreement and the sale process impact of same.
10/6/2022	Bryan Tannenbaum	Receipt and review of W. Greenspoon-Soer email with comments of her and her client on the development agreement; forward same to counsel; Zoom call with A. Soutter, R. Kennedy, A. Brown and J. Berger to discuss comments on the development agreement by the first mortgagee; W. Greenspoon-Soer added to the call for input and action plan to respond to the Town of Ajax (“Town”) with their concerns.
10/7/2022	Anne Baptiste	Prepare bank reconciliation; post receipt.

Date	Professional	Description
10/7/2022	Daniel Weisz	Process electronic receipt.
10/10/2022	Anne Baptiste	Prepare cheque requisition.
10/11/2022	Anne Baptiste	Review transaction for period ending October 7; prepare receipt requisitions.
10/12/2022	Bryan Tannenbaum	Receipt and review of W. Greenspoon-Soer letter to J. Hart, solicitor to the Town, regarding the draft Development Agreement.
10/13/2022	Jeff Berger	Prepare interim statement of receipts and disbursements and discuss same with B. Tannenbaum.
10/13/2022	Bryan Tannenbaum	Receipt and review of W. Greenspoon-Soer email attaching J. Hart letter.
10/17/2022	Anne Baptiste	Review invoice re Richmond Advisory Services Inc. ("RAS") and prepare cheque requisition.
10/17/2022	Anne Baptiste	Update receipts register; post monthly interest.
10/17/2022	Jeff Berger	Call with R. Kennedy, A. Soutter, A. Brown and B. Tannenbaum re W. Greenspoon-Soer's concerns with the draft Development Agreement and how to move the sale process forward given 261's stated opposition if the Receiver proceeds with the current Development Agreement.
10/17/2022	Bryan Tannenbaum	Conference call with TGF (A. Soutter/R. Kennedy), A. Brown and J. Berger re Town position on Development Agreement, W. Greenspoon-Soer letter to Town's lawyer, action plan, etc.; discussions with J. Berger re same.
10/20/2022	Donna Nishimura	Prepare cheque requisition and process paperwork for payment.
10/20/2022	Jeff Berger	Review draft letter from TGF to Town and W. Greenspoon-Soer re status of Development Agreement and various concerns with the terms and conditions contained in same; discuss same with B. Tannenbaum; receipt and review of letter from J. Hart re response to W. Greenspoon-Soer's letter of October 12, 2022; discuss same with B. Tannenbaum and A. Soutter.
10/20/2022	Bryan Tannenbaum	Receipt and review of A. Soutter email attaching draft letter to the Town for comments; responding email sent with comments; receipt and review of responses from both A. Brown and R. Kennedy with comments; receipt and review of J. Hart letter to W. Greenspoon-Soer.
10/21/2022	Anne Baptiste	Post disbursement.
10/21/2022	Jeff Berger	Review draft TGF letter re Development Agreement and concerns raised by W. Greenspoon-Soer; discuss same with B. Tannenbaum.
10/21/2022	Daniel Weisz	Process electronic payment.
10/21/2022	Bryan Tannenbaum	Receipt and review of various draft revisions to the J. Hart letter; approve final, etc.
10/24/2022	Anne Baptiste	Prepare cheque requisitions.
10/24/2022	Anne Baptiste	Prepare deposit requisition; post receipt.
10/24/2022	Daniel Weisz	Process electronic receipt.
10/24/2022	Bryan Tannenbaum	Receipt and review of TGF letter to J. Hart suggesting a meeting; receipt and review of J. Hart response; responses for meeting availability; J. Hart email asking for W. Greenspoon-Soer's responses in advance of the meeting.
10/25/2022	Bryan Tannenbaum	Telephone call from [REDACTED] stalking horse offer.

Date	Professional	Description
10/26/2022	Donna Nishimura	Prepare receipt processing form and deposit cheque at the bank.
10/26/2022	Jeff Berger	Call with A. Soutter to review the various issues with the draft Development Agreement in anticipation of call with the Town and the secured creditor; call with A. Brown, A. Soutter, B. Tannenbaum, J. Hart, Andrew, W. Greenspoon-Soer and G. Romanowski to discuss the draft Development Agreement and concerns raised by the secured creditor; correspond with RAS re transfer of Elexicon accounts to tenants' names, repairs to be completed at the property, and rent collections; discuss repair costs with B. Tannenbaum.
10/26/2022	Bryan Tannenbaum	Email to W. Greenspoon-Soer re conversation with J. Lee; discussion with J. Berger re possession and security issues; receipt and review of W. Greenspoon-Soer email letter to J. Hart; receipt and review of J. Hart response to W. Greenspoon-Soer; Zoom call with the Town (J. Hart/ G. Romanowski/A. Biggart), W. Greenspoon-Soer, A. Brown A. Soutter and J. Berger to sort out and resolve Development Agreement issues.
10/27/2022	Bryan Tannenbaum	Receipt and review of A. Brown email regarding his call with A. Biggart, Town counsel; discussion with J. Berger regarding potential conflict on Town buy back, etc.
10/31/2022	Anne Baptiste	Review weekly reconciliation report.
11/2/2022	Anne Baptiste	Prepare cheque requisition; post disbursements.
11/2/2022	Daniel Weisz	Process electronic payments.
11/2/2022	Bryan Tannenbaum	Receipt and review of A. Brown email to A. Biggart to inquire as to status of revisions to the development agreement.
11/3/2022	Bryan Tannenbaum	Receipt and review of A. Soutter email regarding review of development agreement issue.
11/4/2022	Jeff Berger	Call with R. Kennedy, A. Soutter and B. Tannenbaum re sale process stalled and strategy to move forward, etc.
11/4/2022	Daniel Weisz	Process electronic receipt.
11/4/2022	Bryan Tannenbaum	Receipt and review of A. Brown email to A. Biggart re status for his response; response from A. Biggart; Zoom call with A. Soutter, R. Kennedy, and J. Berger re comparison of old and new development agreements.
11/7/2022	Jeff Berger	Call with B. Sykes and K. Avison of Avison Young re concerns regarding the draft development agreement and its potential impact on the marketability of the properties.
11/7/2022	Bryan Tannenbaum	Zoom call with Avison Young to discuss inherent problems with development agreement and potential impact on marketing/sale process.
11/8/2022	Jeff Berger	Call with R. Kennedy, A. Soutter, A. Brown, and B. Tannenbaum to discuss status of sale process and strategy re same.
11/8/2022	Daniel Weisz	Process electronic receipt.
11/8/2022	Bryan Tannenbaum	Zoom call with A. Soutter, R. Kennedy, A. Brown, and J. Berger re status of development agreement with the Town and inherent marketing difficulties; receipt and review of [REDACTED] email regarding status of marketing of property; response sent; receipt and review of A. Soutter email with draft email to J. Hart; comments provided; receipt and review of A. Sotter email re conversation with W. Greenspoon-Soer for next week.

Date	Professional	Description
11/9/2022	Jeff Berger	Receipt and review of memo from Avison Young re draft development agreement and the marketability of the project; discuss same with B. Tannenbaum.
11/9/2022	Bryan Tannenbaum	Receipt and review of Avison Young email with comments on development agreement; discuss with J. Berger; email from J. Berger to Avison Young re adequacy of Phase 1 reports; review Avison Young response; receipt and review of A. Soutter email attaching J. Hart response and providing one further document and draft response reviewed and approved.
11/10/2022	Donna Nishimura	Prepare receipts processing forms and deposit cheques at the bank.
11/16/2022	Bryan Tannenbaum	Zoom call with A. Soutter, R. Kennedy, and J. Berger re dilemma with development agreement, conversation with W. Greenspoon-Soer, etc.
11/17/2022	Bryan Tannenbaum	Discussion with A. Brown to bring him up to speed on our position and recent call with TGF.
11/21/2022	Bryan Tannenbaum	Receipt and review of A. Soutter email to arrange a call and attaching D. Ullmann of Blaney McMurtry LLP email; discussion with J. Berger; receipt and review of J. Berger email.
11/22/2022	Jeff Berger	Call with A. Soutter, R. Kennedy, and B. Tannenbaum re how to proceed with sale process in view of conflicting duties; subsequent discussion with B. Tannenbaum re same.
11/22/2022	Bryan Tannenbaum	Zoom call with A. Soutter, R. Kennedy, and J. Berger to discuss strategy regarding the Town's position on the development agreement and need to go to Court for advice and directions, etc.
11/25/2022	Jeff Berger	Review property management issues and call with A. Mehta and J. Cu of RAS re same; attend to various administrative matters; draft outline for Court report and discuss with B. Tannenbaum.
11/29/2022	Anne Baptiste	Prepare bank reconciliation.
11/29/2022	Bryan Tannenbaum	Receipt and review of A. Soutter email regarding call with W. Greenspoon-Soer and call later today with J. Hart.
11/30/2022	Anne Baptiste	Prepare receipt requisition; post receipts; prepare cheque requisitions.
11/30/2022	Jeff Berger	Draft report to Court.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

December 14, 2022

Invoice 13

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FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	12.30	\$ 625	\$ 7,687.50
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice-President	0.90	\$ 595	535.50
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Vice-President	19.70	\$ 425	8,372.50
Anne Baptiste/Donna Nishimura	Estate Administrator	6.70	\$ 110	737.00
Total hours and professional fees		39.60		\$ 17,332.50
HST @ 13%				2,253.23
Total payable				\$ 19,585.73

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.
RSM Canada Limited



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
Licensed Insolvency Trustee
11 King St W, Suite 700, Box 27
Toronto, ON M5H 4C7

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F +1 416 480 2646

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To RSM Canada Limited
Court-appointed Receiver of
134 Harwood Avenue S., Ajax, ON,
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184/188 Harwood Avenue S., Ajax, ON,
214 Harwood Avenue S., Ajax, ON,
224 Harwood Avenue S., Ajax, ON, and
226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date February 23, 2023

Client File 8142410/10000
Invoice 14
No. 6914368

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending January 31, 2023.

Date	Professional	Description
12/1/2022	Anne Baptiste	Post receipt.
12/5/2022	Anne Baptiste	Prepare cheque requisition; post disbursements; review reconciliation report.
12/5/2022	Daniel Weisz	Process electronic payments.
12/5/2022	Bryan Tannenbaum	Approve payments.
12/6/2022	Anne Baptiste	Post receipt; post disbursements.
12/6/2022	Daniel Weisz	Process electronic payments.
12/6/2022	Jeff Berger	Attend to various administrative matters.
12/7/2022	Donna Nishimura	Prepare receipts processing forms and arrange for deposit of cheques at the bank.
12/7/2022	Anne Baptiste	Post receipts
12/8/2022	Anne Baptiste	Prepare cheque requisition.
12/9/2022	Bryan Tannenbaum	Receipt and review of [REDACTED] email re prospective purchaser; response sent to arrange a call; telephone call from [REDACTED].

Date	Professional	Description
12/14/2022	Bryan Tannenbaum	Review of A. Soutter of Thornton Grout Finnigan LLP ("TGF") email to W. Greenspoon-Soer of Garfinkle Biderman LLP ("Garfinkle Biderman") regarding status.
12/15/2022	Bryan Tannenbaum	Receipt and review of A. Soutter email attaching revised development agreement; receipt and review of A. Soutter email regarding AMHI claim.
12/15/2022	Jeff Berger	Receipt and review of draft development agreement from A. Soutter; discuss same with B. Tannenbaum.
12/19/2022	Anne Baptiste	Post interest and bank charges.
12/19/2022	Bryan Tannenbaum	Zoom call with TGF (A. Soutter/R. Kennedy/R. Chakrabarti), A. Brown of Garfinkle Biderman and J. Berger to review TGF revisions to the Development Agreement, discuss timing of court report and [REDACTED], etc.; email to [REDACTED], prospective purchaser, to follow up as no response received.
12/20/2022	Bryan Tannenbaum	Receipt of [REDACTED] response; receipt and review of A. Soutter email to J. Hart, solicitor to the Town of Ajax.
1/6/2023	Donna Nishimura	Prepare receipts processing form and deposit cheques at the bank.
1/6/2023	Anne Baptiste	Post receipts.
1/6/2023	Bryan Tannenbaum	Receipt and review of property manager email re snow removal contract; email from J. Berger to A. Soutter re tenant arrears; A. Soutter response; J. Berger email to A. Soutter with responses and more information.
1/9/2023	Anne Baptiste	Review Reconciliation Report.
1/9/2023	Jeff Berger	Review TGF draft letter to tenant and provide comments re same; email to Richmond Advisory Services Inc. ("RAS") re tenant's claims of rodents on site.
1/9/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email attaching draft letter to D.A.M. Foods Limited ("D.A.M."); review J. Berger comments to A. Soutter; receipt and review of TGF letter email to D.A.M. regarding rent arrears.
1/10/2023	Anne Baptiste	Prepare payment requisitions.
1/11/2023	Anne Baptiste	Post disbursements.
1/11/2023	Daniel Weisz	Process electronic payments.
1/11/2023	Bryan Tannenbaum	Receipt and review of [REDACTED] email re [REDACTED] prospective purchaser; response sent clarifying my previous email of November 8, 2022 and status.
1/12/2023	Bryan Tannenbaum	Review and sign S. 246(2) Notice.
1/13/2023	Donna Nishimura	Fax Interim Report of Receiver (Subsection 246(2)) to the Office of the Superintendent of Bankruptcy and save fax confirmation to the file.
1/13/2023	Anne Baptiste	Prepare bank reconciliation.
1/13/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email attaching J. Hart email update on the development agreement.
1/16/2023	Anne Baptiste	Prepare receipt processing.
1/16/2023	Bryan Tannenbaum	Receipt and review of J. Hart email letter regarding Town of Ajax position on the development agreement; discuss with J. Berger.
1/17/2023	Anne Baptiste	Post receipt.

Date	Professional	Description
1/17/2023	Jeff Berger	Receipt and review of letter form counsel to tenant re pest control issues; call with A. Soutter, R. Kennedy and B. Tannenbaum re proposed changes to Town's repurchase rights, pest control issues, and traffic violations on site.
1/17/2023	Bryan Tannenbaum	Receipt and review of D.A.M. lawyer's letter from TGF; discuss with J. Berger; receipt and review of J. Berger email to TGF with comments; Webex with TGF (A. Soutter/R. Kennedy/R. Chakrabarti) and J. Berger to discuss J. Hart letter on development agreement proposal; parking issue; tenant issue, etc.; receipt and review of A. Soutter email to A. Brown.
1/18/2023	Anne Baptiste	Review Reconciliation Report.
1/18/2023	Jeff Berger	Receipt and review of emails from counsel re follow-up call with J. Hart and comments on the Town's proposed changes to the repurchase rights provided in the draft development agreement; email to listing broker to arrange call and provide update.
1/18/2023	Bryan Tannenbaum	Receipt and review of D. Hannan of Town of Ajax By-Law Enforcement; response sent; receipt and review of A. Brown email to TGF with comments on J. Hart proposal on the development agreement; emails with Avison Young to arrange meeting to discuss status of development agreement; discuss with J. Berger input on development agreement and write TGF our comment re breaking ground deadline; receipt and review of J. Berger email to TGF re same.
1/19/2023	Jeff Berger	Receipt and review of email from RAS re tenant harassment of service provider; forward same to TGF for discussion.
1/19/2023	Bryan Tannenbaum	Email follow up to ██████ receipt and review of J. Berger email regarding Orkin attendance at the property and difficulties with D.A.M.; discuss with J. Berger.
1/20/2023	Jeff Berger	Call with B. Sykes, K. Avison and B. Tannenbaum re potential solution to development agreement and the Town's repurchase rights, next steps re launch of sale process, etc.; receipt and review of Notices to Comply from the Town of Ajax and forward same to RAS for review and comments; call with J. Cu of RAS re same.
1/20/2023	Bryan Tannenbaum	Call from ██████ acknowledging my email ██████; Webex with Avison Young and J. Berger re status of discussions with Town of Ajax and listing timing, etc.
1/24/2023	Jeff Berger	Review of records re pest control issues at property; email to A. Soutter re same.
1/24/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email following up on D.A.M. information; receipt and review of J. Berger response with documentation attached; receipt and review of W. Greenspoon-Soer email.
1/26/2023	Anne Baptiste	Prepare cheque requisitions.
1/26/2023	Jeff Berger	Review changes to draft development agreement and discuss same with B. Tannenbaum; email to A. Soutter re same.
1/26/2023	Bryan Tannenbaum	Review the revised draft development agreement from TGF; discuss with J. Berger and provide our comments back to TGF; receipt and review of TGF email attaching D. Ullmann of Blaney McMurtry LLP inquiry; review and comment to A. Soutter draft response to D. Ullmann.

Date	Professional	Description
1/27/2023	Jeff Berger	Call with A. Soutter re response to O. Barnwell; review draft letter to O. Barnwell and discuss same with B. Tannenbaum; review TGF draft email to D. Ullmann.
1/27/2023	Bryan Tannenbaum	Receipt and review of A. Brown email with comments on the revised draft development agreement; receipt and review of A. Soutter draft letter regarding D.A.M.; discussion with J. Berger re same.
1/30/2023	Jeff Berger	Receipt and review of response from O. Barnwell; call with A. Soutter re letter from O. Barnwell and status of changes to development agreement; discuss same with B. Tannenbaum; email to RAS re outstanding maintenance items at the property.
1/30/2023	Bryan Tannenbaum	Telephone call with J. Berger re tenant, development agreement status, notices to comply; receipt and review of A. Soutter email attaching letter from O. Barnwell on behalf of D.A.M.
1/31/2023	Jeff Berger	Receipt and review of amended development agreement; email to A. Soutter with comments on the changes to the development agreement.
1/31/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email attaching updated draft development agreement; review and response sent.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

February 23, 2023

Invoice 14

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FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	13.30	\$ 625	\$ 8,312.50
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice-President	1.30	\$ 595	773.50
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Vice-President	13.30	\$ 425	5,652.50
Anne Baptiste/Donna Nishimura	Estate Administrator	10.80	\$ 110	1,188.00
Total hours and professional fees		<u>38.70</u>		\$ 15,926.50
HST @ 13%				2,070.45
Total payable				\$ 17,996.95

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.
RSM Canada Limited



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
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To RSM Canada Limited
Court-appointed Receiver of
134 Harwood Avenue S., Ajax, ON,
148 Harwood Avenue S., Ajax, ON,
152 Harwood Avenue S., Ajax, ON,
184/188 Harwood Avenue S., Ajax, ON,
214 Harwood Avenue S., Ajax, ON,
224 Harwood Avenue S., Ajax, ON, and
226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date March 27, 2023

Client File 8142410/10000
Invoice 15
No. 6945751

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending February 28, 2023.

Date	Professional	Description
2/1/2023	Bryan Tannenbaum	Receipt and review of email from A. Brown of Garfinkle Biderman LLP (“Garfinkle Biderman”) re Agreement of Purchase and Sale is between Receiver and the Town of Ajax only and does not relate to development agreement, etc.; receipt and review of [REDACTED] email with email offer from client; forward same to Thornton Grout Finnigan LLP (“TGF”); receipt and review of A. Soutter of TGF email confirming draft development agreement sent to W. Greenspoon-Soer of Garfinkle Biderman.
2/2/2023	Jeff Berger	Call with Richmond Advisory Services Inc. (“RAS”) re status of rodent issue and rent collections at property; email to A. Soutter re same.
2/3/2023	Jeff Berger	Receipt and review of changes to draft development agreement made by J. Lee.
2/6/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email attaching revisions to the development agreement as suggested by W. Greenspoon-Soer; receipt and review of A. Brown email on development agreement revisions.
2/7/2023	Anne Baptiste	Prepare bank reconciliation.
2/7/2023	Jeff Berger	Correspond with RAS re rent collection issues; discuss same with A. Soutter.

Date	Professional	Description
2/7/2023	Bryan Tannenbaum	Emails to TGF and response regarding status of development agreement and if sent to J. Hart, solicitor to the Town of Ajax; receipt and review of J. Berger email to A. Soutter re D.A.M. Foods Limited ("D.A.M.") rent arrears.
2/8/2023	Donna Nishimura	Prepare receipts processing form and arrange for deposit of cheques at the bank.
2/8/2023	Anne Baptiste	Post deposits.
2/8/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email to J. Hart with revised draft development agreement; receipt and review of A. Soutter email re D.A.M. arrears and property manager to collect, etc.
2/9/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email with correspondence from D.A.M. lawyer.
2/15/2023	Jeff Berger	Review correspondence from O. Barnwell re rodent infestation issue at 154 Harwood Ave. S.; call with A. Soutter to discuss a response to O. Barnwell and his client; draft email to tenant and send to A. Soutter for comments; email to tenant re rodent issue at property.
2/15/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email attaching legal correspondence from O. Barnwell; discussion with J. Berger regarding his discussion with A. Soutter on O. Barnwell's letter and J. Hart review of draft development agreement with the Town of Ajax.
2/16/2023	Anne Baptiste	Post disbursements.
2/16/2023	Jeff Berger	Review of emails from counsel to tenant re pest control issues on site; call with A. Soutter re same; call with property manager re same.
2/16/2023	Daniel Weisz	Process electronic payments.
2/16/2023	Bryan Tannenbaum	Receipt and review of Mr. Barnwell email to J. Berger; email to A. Soutter and J. Berger; Zoom call with R. Kennedy of TGF, A. Soutter and J. Berger re pest control issue and status of J. Hart response from Town of Ajax on development agreement.
2/17/2023	Jeff Berger	Call with A. Soutter re need for attendance on site to address pest control issues, etc.
2/21/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email with draft email response to Mr. Barnwell; J. Berger email regarding meeting date with tenant and property manager and Orkin; receipt and review of final email to Mr. Barnwell from A. Soutter.
2/22/2023	Anne Baptiste	Prepare receipts processing form; post receipt.
2/22/2023	Daniel Weisz	Process electronic receipt.
2/24/2023	Bryan Tannenbaum	Receipt and review of J. Berger email to A. Soutter following up for response from Mr. Barnwell; receipt and review of A. Soutter response; email to A. Soutter regarding discussion with J. Hart; receipt and review of voicemail message and email from ██████ responses sent.
2/27/2023	Jeff Berger	Review various emails between counsel re pest control issue on site; email to property manager re tenant's availability for meeting with Orkin and property manager; receipt and review of email from A. Soutter re questions from D. Ullmann of Blaney McMurtry LLP and comments on same.

Date	Professional	Description
2/27/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email responding on O. Barnwell having not heard back from him and J. Hart discussion on another issue with the development agreement; receipt and review of J. Berger response; to record call/emails on Friday with [REDACTED] prospective purchaser; receipt and review of A. Soutter email with D. Ullmann questions on the development agreement.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	5.60	\$ 625	\$ 3,500.00
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice-President	0.80	\$ 595	476.00
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Vice-President	8.10	\$ 425	3,442.50
Anne Baptiste/Donna Nishimura	Estate Administrator	1.80	\$ 110	198.00
Total hours and professional fees		16.30		\$ 7,616.50
HST @ 13%				990.15
Total payable				\$ 8,606.65

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

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To RSM Canada Limited
Court-appointed Receiver of
134 Harwood Avenue S., Ajax, ON,
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214 Harwood Avenue S., Ajax, ON,
224 Harwood Avenue S., Ajax, ON, and
226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date April 17, 2023

Client File 8142410/10000

Invoice 16

No. 6972383

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending March 31, 2023.

Date	Professional	Description
3/1/2023	Anne Baptiste	Prepare receipt requisition.
3/1/2023	Jeff Berger	Receipt and review of correspondence from O. Barnwell and A. Soutter of Thornton Grout Finnigan LLP (“TGF”) re pest control; call with A. Mehta of Richmond Advisory Services Inc. re availability for attendance on site.
3/1/2023	Daniel Weisz	Process electronic receipt.
3/2/2023	Bryan Tannenbaum	Receipt and review of A. Brown of Garfinkle Biderman LLP (“Garfinkle”) email with comments on D. Ullmann of Blaney McMurtry LLP email; email sent regarding status of J. Hart, solicitor to the Town of Ajax (“Town”) and the Town’s comments on the development agreement.
3/3/2023	Bryan Tannenbaum	Receipt and review of R. Kennedy of TGF email regarding sale process, J. Hart on development agreement, motion record, etc.; receipt and review of several emails between A. Brown and R. Kennedy re sale process.
3/6/2023	Jeff Berger	Attend on site to meet with A. Miller, A. Mehta, and representatives of Orkin to review the pest control issues; travel to and from property; reconcile rent collections for 2023 YTD; draft Receiver’s Second Report; calls with tenants re rent arrears.

Date	Professional	Description
3/7/2023	Donna Nishimura	Prepare receipts processing form and deposit cheques at the bank.
3/7/2023	Anne Baptiste	Prepare bank reconciliation; post receipts.
3/7/2023	Jeff Berger	Draft Receiver's Second Report.
3/8/2023	Jeff Berger	Email and call to PGL Environmental Consultants re quote for updated ESA reports for the properties; prepare update report to secured lenders and discuss same with B. Tannenbaum.
3/9/2023	Jeff Berger	Continue drafting Second Report to Court.
3/13/2023	Jeff Berger	Receipt and review of memo from Orkin re pest control at 154 Harwood Ave; email to counsel regarding the Orkin report and the Receiver's proposed next steps to address the problem on site; continue drafting the Receiver's Second report.
3/13/2023	Bryan Tannenbaum	Discussion with J. Berger regarding D.A.M. Foods Limited ("D.A.M.") situation.
3/14/2023	Jeff Berger	Receipt and review of email from A. Soutter; respond to same.
3/15/2023	Jeff Berger	Continue drafting Receiver's Second report to Court.
3/16/2023	Jeff Berger	Email to Durham Region re letter received regarding arrears on water bills; call with A. Soutter, R. Kennedy and B. Tannenbaum re latest changes to the draft development agreement, pest control issues and a response to O. Barnwell, and the outline for the Receiver's Second report; continue drafting Receiver's Second report.
3/16/2023	Bryan Tannenbaum	Zoom call with TGF (R. Kennedy/A. Soutter) and J. Berger re status, development agreement, tenant issues, court report, funding, instructions to call J. Hart , etc.
3/17/2023	Jeff Berger	Prepare interim statement of receipts and disbursements; prepare summary of fees for fee affidavit; continue drafting Receiver's Second Report; receipt and review of letter from J. Hart re changes to proposed development agreement.
3/17/2023	Bryan Tannenbaum	Discussion with J. Berger re D.A.M. repair issues, etc.
3/18/2023	Jeff Berger	Continue drafting Receiver's Second Report.
3/19/2023	Jeff Berger	Continue drafting Receiver's Second Report.
3/20/2023	Anne Baptiste	Prepare payment requisitions; prepare receipt requisition; post receipt; post disbursements.
3/20/2023	Jeff Berger	Call with A. Soutter, R. Kennedy and B. Tannenbaum to discuss the status of the Second Report, the status of the Town's position re final amendments to the proposed development agreement, and property maintenance issues.
3/20/2023	Bryan Tannenbaum	To record emails from A. Soutter attaching correspondence with J. Hart on the development agreement status; email to follow up with ██████████ client's indication of presenting an offer; Zoom call with TGF (R. Kennedy/A. Soutter) and J. Berger re J. Hart letter and response on development agreement pertaining to last wording on commencement of demolition, status of pest control issues, etc.; processing bank payments.
3/21/2023	Jeff Berger	Review and respond to email from A. Soutter re A. Brown discussions with the Town regarding certain terms of the development agreement with Lemine that are no longer included in the draft development agreement; review and edit

Date	Professional	Description
		TGF draft letter to O. Barnwell re pest control issues at 154 Harwood and discuss same with B. Tannenbaum.
3/21/2023	Bryan Tannenbaum	Receipt and review of A. Soutter draft letter to O. Barnwell; discuss with J. Berger and approve; telephone call from J. Berger regarding his conversation with the Ajax neighbour on the homeless issue; receipt and review of A. Soutter email regarding his call with A. Brown regarding current development agreement wording and D. Ullmann matters, etc.
3/22/2023	Jeff Berger	Revisions to the Receiver's Second report and compile appendices to same; email draft report to TGF for review and comments.
3/22/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email reporting on his discussion with J. Hart re demolition clause in the development agreement and D. Ullmann's points.
3/23/2023	Jeff Berger	Call from T. Dubuois-Hammond re installation of security gate at 132 Harwood and approve same.
3/24/2023	Jeff Berger	Call with A. Soutter re status of J. Hart response to changes in development agreement, TGF review of draft Second Report, and follow-up with O. Barnwell re Receiver's settlement offer to his client; review and respond to email from FCA insurance brokers re extension of liability insurance.
3/24/2023	Bryan Tannenbaum	Read and review draft Second Report; discuss with J. Berger.
3/27/2023	Jeff Berger	Receipt and review of O. Barnwell response to Receiver's settlement offer; email to A. Soutter with the Receiver's suggested response to same; discuss response to O. Barnwell with B. Tannenbaum.
3/27/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email attaching letter from O. Barnwell; discuss with J. Berger.
3/28/2023	Jeff Berger	Review email from Richmond Advisory Services Inc. re vandalism and broken windows on site at 132 Harwood; request quote to board up broken window.
3/28/2023	Bryan Tannenbaum	Telephone call with J. Berger and email re broken glass window.
3/29/2023	Jeff Berger	Correspond with T. Dubois re safety gate to be installed at 132 Harwood, and issues with the homeless population, etc.; email to B. Tannenbaum re same.
3/30/2023	Jeff Berger	Receipt and review of proposed changes to Second Report from R. Kennedy; discuss same with B. Tannenbaum; make further edits to Second Report and arrange call with TGF for Friday.
3/31/2023	Bryan Tannenbaum	Teams call with TGF (R. Kennedy/A. Soutter) and J. Berger to review final draft of second court report, court date to be obtained, notify J. Hart and W. Greenspoon-Soer of Garfinkle, etc.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	6.70	\$ 625	\$ 4,187.50
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice-President	0.10	\$ 595	59.50
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Vice-President	47.20	\$ 425	20,060.00
Anne Baptiste/Donna Nishimura	Estate Administrator	8.20	\$ 110	902.00
Total hours and professional fees		<u>62.20</u>		\$ 25,209.00
HST @ 13%				3,277.17
Total payable				\$ 28,486.17

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
Licensed Insolvency Trustee
11 King St W, Suite 700, Box 27
Toronto, ON M5H 4C7

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F +1 416 480 2646

www.rsmcanada.com

To RSM Canada Limited
Court-appointed Receiver of
134 Harwood Avenue S., Ajax, ON,
148 Harwood Avenue S., Ajax, ON,
152 Harwood Avenue S., Ajax, ON,
184/188 Harwood Avenue S., Ajax, ON,
214 Harwood Avenue S., Ajax, ON,
224 Harwood Avenue S., Ajax, ON, and
226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date June 26, 2023

Client File 8142410/10000

Invoice 17

No. 7061212

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending May 31, 2023.

Date	Professional	Description
4/3/2023	Anne Baptiste	Prepare payment requisitions; post disbursements.
4/3/2023	Jeff Berger	Review and respond to email from Richmond Advisory Services Inc. (“RAS”) re tenant’s non-payment of rent and aggressive actions; email to Thornton Grout Finnigan LLP (“TGF”) re same; review draft response from TGF to D. Ullmann of Blaney McMurtry LLP and respond to same.
4/3/2023	Bryan Tannenbaum	Receipt and review of J. Berger email to A. Soutter of TGF with email from our property manager regarding resistance of tenant to pay rent; review A. Soutter email with draft response to D. Ullmann; receipt and review of final email to D. Ullmann.
4/5/2023	Donna Nishimura	Prepare receipts processing form and arrange for cheques to be deposited at the bank.
4/5/2023	Anne Baptiste	Post deposits.
4/5/2023	Jeff Berger	Review draft letter from TGF to O. Barnwell and provide comments re same to A. Soutter.
4/5/2023	Bryan Tannenbaum	Discuss draft reply of A. Soutter to O. Barnwell with J. Berger; receipt and review of A. Soutter email with J. Hart, solicitor to the Town of Ajax email on development agreement for Town Council on the 17 th .

Date	Professional	Description
4/10/2023	Anne Baptiste	Post receipt.
4/10/2023	Jeff Berger	Review latest draft and comments re Second Report from TGF; edit Second Report and send back to TGF for further review.
4/10/2023	Daniel Weisz	Process electronic receipt.
4/12/2023	Jeff Berger	Email to A. Soutter re no response from O. Barnwell and next steps; review and respond to email from RAS re status of accounts;
4/13/2023	Jeff Berger	Review and respond to email from RAS re rent collection from tenant and altercation with tenant.
4/14/2023	Daniel Weisz	Process electronic payments.
4/17/2023	Anne Baptiste	Post disbursements.
4/17/2023	Jeff Berger	Call with A. Soutter, R. Kennedy of TGF and B. Tannenbaum re motion materials, discussion with W. Greenspoon-Soer of Garfinkle Biderman LLP, additional borrowing needed by Receiver.
4/17/2023	Bryan Tannenbaum	Zoom call with TGF (A. Soutter/R. Kennedy) and J. Berger regarding court report, hearing from J. Hart this evening after council meeting, Agreement of Purchase and Sale and deadlines; receipt and review of A. Soutter email to W. Greenspoon-Soer with second draft report and arrange a call.
4/18/2023	Anne Baptiste	Update receipts register.
4/18/2023	Jeff Berger	Call Town of Ajax to obtain current property tax balances for inclusion in the Receiver's Second report; email to A. Soutter re same.
4/18/2023	Bryan Tannenbaum	Receipt and review of W. Greenspoon-Soer responding email to share information with J. Lee; receipt and review of A. Soutter email regarding disclosure to J. Lee; receipt and review of A. Soutter email to J. Hart re status from council meeting last night; receipt and review of J. Hart email reporting on the council approval of development agreement; receipt and review of A. Soutter email to W. Greenspoon-Soer; email to W. Greenspoon-Soer regarding a call with J. Lee; receipt and review of J. Berger email attaching property tax arrears statement.
4/19/2023	Bryan Tannenbaum	Receipt and review of J. Larry of Paliare Roland Rosenberg Rothstein LLP email re status; responding email sent advising of seeking court approval for sale process on June 1, 2023; receipt and review of [REDACTED] email re will be submitting an OREA form.
4/21/2023	Jeff Berger	Review and respond to email from A. Soutter re timing of report and outstanding information required to finalize.
4/21/2023	Bryan Tannenbaum	Receipt and review of A. Soutter reply email regarding timing to finalize and serve court report; receipt and review of J. Berger email response; telephone call with J. Berger re borrowing limit; email to A. Soutter with comments to finalize court report; email to W. Greenspoon-Soer to see if she contacted her client re financing/borrowing; response from W. Greenspoon-Soer.
4/24/2023	Jeff Berger	Call with RAS re outstanding invoices and property management issues (i.e., changing of utility accounts, homeless/vagrancy issues on site, etc.); receipt and review of draft offer from [REDACTED] his client and discuss same with B. Tannenbaum; email to A. Soutter and R. Kennedy re same; call with B. Sykes of Avison Young to provide an update on the Receiver's motion for

Date	Professional	Description
		approval of the sale process and discuss potential next steps for the marketing process once approved.
4/24/2023	Bryan Tannenbaum	Review [REDACTED] email with draft offer; discuss with J. Berger; receipt and review of J. Berger email to TGF [REDACTED].
4/25/2023	Jeff Berger	Call with B. Sykes, K. Avison and B. Tannenbaum to discuss marketing strategy and timelines, and market conditions; receipt and review of approved draft development agreement and discuss same with Avison Young; draft response to [REDACTED] re Agreement of Purchase and Sale submitted by client and send to B. Tannenbaum.
4/25/2023	Bryan Tannenbaum	Teams call with Avison Young (B. Sykes/K. Avison) and J. Berger re update and sales timeline requested.
4/26/2023	Jeff Berger	Receipt and review of draft listing agreement and sale process timeline from Avison Young; discuss same with B. Tannenbaum; correspond with RAS re tenant vacating premises, transfer of utility accounts from tenant to Receiver, inspection of unit; review and respond to email from RAS re broken window on door to 152 Harwood and approve repair re same.
4/26/2023	Bryan Tannenbaum	Receipt and review of Avison Young email with Draft Sales Process Timeline, draft listing agreement and schedules; receipt and review of J. Berger email to A. Soutter with sale timelines; receipt and review of J. Berger email to Avison Young re draft development agreement.
4/27/2023	Jeff Berger	Discuss draft listing proposal with B. Tannenbaum; review comments from TGF re draft listing proposal; receipt and review of email from Avison Young and respond to same; email to tenant re direction of electronic payments for rent.
4/27/2023	Bryan Tannenbaum	Review final draft of report and sales procedure; discuss with J. Berger and A. Soutter.
4/28/2023	Anne Baptiste	Prepare receipt requisition; post receipt; prepare bank reconciliation.
5/1/2023	Anne Baptiste	Prepare receipt requisition; post receipt.
5/1/2023	Jeff Berger	Review comments from Avison Young re sale process timeline and draft development agreement and email to A. Soutter re same.
5/1/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email regarding finalizing court report; receipt and review of Avison Young email with answers to outstanding questions to be included in the court report; email from [REDACTED] responded to; process EFT for May rent from tenant; receipt and review of [REDACTED] response with introduction to prospective purchaser.
5/2/2023	Jeff Berger	Review final Receiver's report and send to B. Tannenbaum for signature.
5/2/2023	Bryan Tannenbaum	Response sent to [REDACTED] if his client is known to the Town of Ajax; receipt and review of Avison Young email with comments on the development agreement; final review and sign final second report; receipt and review of [REDACTED] email with further information [REDACTED]
5/3/2023	Donna Nishimura	Prepare receipts processing form and deposit cheque at the bank.
5/3/2023	Anne Baptiste	Post receipt.
5/5/2023	Anne Baptiste	Prepare bank reconciliation.
5/8/2023	Bryan Tannenbaum	Receipt and review of service material for court motion on June 1, 2023; email to A. Soutter to see if he has had any feedback to materials.

Date	Professional	Description
5/9/2023	Anne Baptiste	Prepare cheque requisitions; post disbursements.
5/9/2023	Jeff Berger	Call with J. Lee and B. Tannenbaum re request for further funding.
5/9/2023	Bryan Tannenbaum	Zoom call with J. Lee, Arjun and J. Berger re request of her client to increase borrowing and status for court appearance on June 1, 2023; pay bills online; receipt and review of A. Soutter email from D.A.M.'s lawyer with proposal.
5/10/2023	Donna Nishimura	Prepare receipts processing form and arrange for deposit of cheques at the bank.
5/10/2023	Anne Baptiste	Post disbursement; post receipts.
5/10/2023	Jeff Berger	Review settlement offer from O. Barnwell and email to A. Soutter re same.
5/10/2023	Bryan Tannenbaum	Payment processed to Miller Waste.
5/15/2023	Jeff Berger	Review draft letter to O. Barnwell from TGF and provide comments re same.
5/17/2023	Bryan Tannenbaum	Follow up email to J. Lee regarding increased borrowings.
5/18/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email attaching email from O. Barnwell re D.A.M. counteroffer.
5/19/2023	Bryan Tannenbaum	Telephone call from ██████ regarding his client's offer; email sent to ██████ with new development agreement; receipt and review of ██████ email on our call and my response referring him to my earlier email after our call; another email from ██████ re irrevocable date; responding email sent.
5/24/2023	Jeff Berger	Receipt and review of letter from D. Ullmann to TGF and TGF's proposed response; discuss same with B. Tannenbaum; email to A. Soutter with comments on TGF proposed response; subsequent call with A. Soutter re same.
5/24/2023	Bryan Tannenbaum	Follow up email to J. Lee regarding ██████ funding; receipt and review of A. Soutter email with D. Ullmann letter; discuss with J. Berger; receipt and review of J. Berger comments to A. Soutter on response to D. Ullmann; receipt and review of R. Kennedy email responding to my inquiry as to when to send D. Ullmann correspondence to J. Hart.
5/25/2023	Bryan Tannenbaum	Receipt and review of R. Kennedy email regarding sending D. Ullmann correspondence; receipt and review of A. Soutter email attaching letter to D. Ullmann; receipt and review of A. Soutter email to J. Hart; receipt and review of J. Hart email; receipt and review of telephone message from ██████ and return same; receipt and review of A. Soutter email reporting on TGF's conversation with J. Hart.
5/26/2023	Bryan Tannenbaum	Receipt and review of TGF email with factum; email to W. Greenspoon-Soer re J. Lee and funding; response from W. Greenspoon-Soer.
5/29/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email to W. Greenspoon-Soer with correspondence to D. Ullmann; receipt and review of W. Greenspoon-Soer response; receipt and review of J. Lee email re funding; forward J. Lee email to TGF.
5/31/2023	Jeff Berger	Receipt and review of emails re June 1st motion to be unopposed; review and approve confidential appendices to be filed with the Court; email to A. Soutter re same.
5/31/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email re D. Ullmann not opposing or going to show up in court; receipt and review of A. Soutter email to J. Hart and another email to W. Greenspoon-Soer re D. Ullmann.

Date	Professional	Description
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	14.10	\$ 625	\$ 8,812.50
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice-President	0.30	\$ 595	178.50
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Vice-President	15.60	\$ 425	6,630.00
Anne Baptiste/Donna Nishimura	Estate Administrator	5.80	\$ 110	638.00
Total hours and professional fees		<u>35.80</u>		\$ 16,259.00
HST @ 13%				2,113.67
Total payable				\$ 18,372.67

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
Licensed Insolvency Trustee
11 King St W, Suite 700, Box 27
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F +1 416 480 2646

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To RSM Canada Limited
Court-appointed Receiver of
134 Harwood Avenue S., Ajax, ON,
148 Harwood Avenue S., Ajax, ON,
152 Harwood Avenue S., Ajax, ON,
184/188 Harwood Avenue S., Ajax, ON,
214 Harwood Avenue S., Ajax, ON,
224 Harwood Avenue S., Ajax, ON, and
226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date July 31, 2023

Client File 8142410/10000

Invoice 18

No. CI-10106256

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending June 30, 2023.

Date	Professional	Description
6/1/2023	Jeff Berger	Prepare for and attend Court re sale process approval and ancillary matters motion; subsequent call with B. Tannenbaum, R. Kennedy and A. Soutter of Thornton Grout Finnigan LLP (“TGF”) re same; call with K. Avison and B. Sykes of Avison Young and B. Tannenbaum re approval of sale process and next steps for marketing/launch; email to MarshallZehr Group Inc. (“MZ”) re request for Receiver financing and discuss same with B. Tannenbaum.
6/1/2023	Bryan Tannenbaum	Attend Zoom court for approval of the marketing of property, etc.; debrief meeting with TGF (R. Kennedy/A. Soutter) and J. Berger; attend Teams call with Avison Young (B. Sykes/K. Avison) and J. Berger to get sale process started.
6/2/2023	Jeff Berger	Review TGF draft letter to O. Barnwell and provide comments re same; receipt and review of Justice Kimmel's June 1, 2023 endorsement and the Sale Procedure Approval & Ancillary Matters Order.
6/2/2023	Bryan Tannenbaum	Receipt and review of Judge's Endorsement and signed Order; receipt and review of A. Soutter letter to O. Barnwell re D.A.M. Foods Limited (“D.A.M.”); receipt and review A. Soutter email with O. Barnwell's response; receipt and review of J. Lee email re court status; receipt and review of W. Greenspoon-Soer of Garfinkle Biderman LLP (“Garfinkle”) email responding to J. Lee.

Date	Professional	Description
6/5/2023	Anne Baptiste	Prepare disbursement requisitions; prepare receipt requisitions and post receipts.
6/5/2023	Bryan Tannenbaum	Process MK Cell Phone e-transfer for June rent.
6/6/2023	Anne Baptiste	Post disbursements.
6/6/2023	Jeff Berger	Review final listing agreement from Avison Young and forward to B. Tannenbaum for signature; arrange for payment of various expenses (i.e., utilities).
6/6/2023	Bryan Tannenbaum	Process and pay Enbridge accounts; receipt and review of the Avison Young listing agreement.
6/8/2023	Bryan Tannenbaum	Receipt and review of revised listing agreement; review, sign and return; email to MZ re following up on borrowing.
6/12/2023	Anne Baptiste	Prepare bank reconciliation.
6/12/2023	Jeff Berger	Review data room materials; call with B. Tannenbaum re status of further financing.
6/13/2023	Jeff Berger	Correspond with Avison Young re data room documents, discussion to be held with G. Romanowski, and timing of sale process launch, etc.; call with B. Tannenbaum re status of financing discussions; receipt and review of Avison Young draft teaser brochure and provide comments on same; respond to email from K. Avison re deposit to be made with offers, variances in municipal addresses, etc.
6/13/2023	Bryan Tannenbaum	Receipt and review of letter from A. Brown of Garfinkle re sales procedure schedule; discussion with J. Berger re status of Avison Young listing; receipt and review of Avison Young email regarding status; email to Avison Young regarding a call and data room information, etc.; receipt and review of Avison Young email re link to data room; receipt and review of Avison Young email re final draft of the marketing brochure; receipt and review of J. Berger response with edits to Avison Young; receipt and review of Avison Young email re municipal address confusion; receipt and review of Avison Young email re release summary in advance of call; receipt and review of J. Berger response to Avison Young; call with K. Avison re marketing material.
6/14/2023	Jeff Berger	Review changes to Avison Young teaser brochure and approve same; draft notice of sale process to be posted in the Insolvency Insider; discussion with B. Tannenbaum re sources for additional financing.
6/14/2023	Bryan Tannenbaum	Updating list of prospective purchasers to send to Avison Young from various emails received from interested parties; send to Avison Young; email to Avison Young regarding RSM logo for brochure; receipt and review of J. Hart, solicitor to the Town of Ajax email regarding rental inquiry received by the Town of Ajax; response sent.
6/15/2023	Jeff Berger	Send advertisement copy to Insolvency Insider for publication.
6/15/2023	Bryan Tannenbaum	Process payment.
6/16/2023	Anne Baptiste	Post disbursements.
6/16/2023	Bryan Tannenbaum	Send sales brochure to J. Lee and W. Greenspoon-Soer; email to Firm Capital Corporation ("Firm Capital") to see if they would provide funding, etc., for Receiver's Certificate; call from E. Dadouch of Firm Capital re same.
6/19/2023	Bryan Tannenbaum	Email to J. Mair of Firm Capital re Receiver's Certificate; receipt, review and response to F. Todd of Firm Capital regarding background on financing.

Date	Professional	Description
6/20/2023	Jeff Berger	Call with F. Todd and B. Tannenbaum re funding for receivership; email to K. Avison and B. Young to request update on marketing efforts.
6/20/2023	Bryan Tannenbaum	Teams call with potential lender and J. Berger regarding questions concerning Receiver's Certificate; receipt and review of J. Berger email to Avison Young; receipt and review of B. Sykes email with marketing update.
6/21/2023	Anne Baptiste	Post disbursement.
6/21/2023	Bryan Tannenbaum	Process payment to FCA Insurance; receipt and review of data room information from Avison Young; email re property taxes from J. Berger; email from Avison Young on marketing efforts.
6/22/2023	Bryan Tannenbaum	Various emails with potential lender re Receiver's Certificate borrowings.
6/26/2023	Jeff Berger	Receipt and review of draft commitment letter from potential lender; discuss same with B. Tannenbaum and send to TGF for comments.
6/27/2023	Bryan Tannenbaum	Email to TGF re Receiver's Certificate and borrowings.
6/28/2023	Bryan Tannenbaum	Review and edit commitment letter terms and forward to potential lender.
6/29/2023	Jeff Berger	Receipt and review of potential lender's comments on draft financing agreement/commitment letter; email to TGF re same; discussion with B. Tannenbaum re conditions to financing and interest payments, etc.
6/30/2023	Bryan Tannenbaum	Emails with potential lender and TGF regarding finalization of borrowing wording for Receiver's Certificates.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	10.00	\$ 625	\$ 6,250.00
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Vice-President	12.60	\$ 425	5,355.00
Anne Baptiste	Estate Administrator	2.10	\$ 110	231.00
Total hours and professional fees		24.70		\$ 11,836.00
HST @ 13%				1,538.68
Total payable				\$ 13,374.68

VISA/MASTERCARD
 Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS
 Please contact Donna Nishimura at 647.727.3552 for wire instructions.



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
Licensed Insolvency Trustee
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To RSM Canada Limited
Court-appointed Receiver of
134 Harwood Avenue S., Ajax, ON,
148 Harwood Avenue S., Ajax, ON,
152 Harwood Avenue S., Ajax, ON,
184/188 Harwood Avenue S., Ajax, ON,
214 Harwood Avenue S., Ajax, ON,
224 Harwood Avenue S., Ajax, ON, and
226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date August 8, 2023

Client File 8142410/10000

Invoice 19

No. CI-10106259

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending July 31, 2023.

Date	Professional	Description
7/4/2023	Bryan Tannenbaum	Receipt and review of J. Berger email to Thornton Grout Finnigan LLP (“TGF”) with comments on potential lender’s commitment letter for Receiver’s certificate; receipt and review of TGF’s response; receipt and review of R. Kennedy of TGF comments on potential lender’s commitment letter; telephone call with potential lender and J. Berger re advancing funds, etc.
7/5/2023	Bryan Tannenbaum	Deposit MK Cellphone rent; telephone call with Avison Young with status update.
7/5/2023	Jeff Berger	Receipt and review of sale process update memo from Avison Young; call with B. Sykes of Avison Young and B. Tannenbaum to review marketing results to date and discuss potential bid deadlines and next steps re marketing efforts; respond to email from potential lender re commitment letter and other terms for receivership loan.
7/6/2023	Bryan Tannenbaum	Receipt and review of potential lender’s email attaching amended commitment letter; forward same to TGF for comments.
7/7/2023	Jeff Berger	Review and respond to inquiry from prospective purchaser; discuss status of funding with B. Tannenbaum.

Date	Professional	Description
7/12/2023	Bryan Tannenbaum	Receipt and review of J. Fried of Fogler, Rubinoff LLP email with draft vesting order wording; receipt and review of A. Brown of Garfinkle Biderman LLP email re status; response sent.
7/12/2023	Donna Nishimura	Prepare receipts processing form and deposit cheque at the bank.
7/16/2023	Anne Baptiste	Prepare disbursement requests; prepare receipt requisitions; post receipts; prepare bank reconciliation.
7/17/2023	Bryan Tannenbaum	Receipt and review of Avison Young marketing report; email regarding bid deadline; receipt and review of J. Berger email regarding call with [REDACTED] prospective purchaser.
7/18/2023	Jeff Berger	Review and edit draft commitment letter re receivership financing; discuss same with TGF and B. Tannenbaum.
7/20/2023	Bryan Tannenbaum	Receipt and review of Avison Young marketing report; Teams call with Avison Young (K. Avison/B. Sykes) and J. Berger regarding ramping up marketing efforts.
7/20/2023	Jeff Berger	Exchange emails with potential lender re commitment letter and need for full loan agreement to be provided in advance of execution of commitment; receipt and review of loan agreement; call with Avison Young and B. Tannenbaum to discuss the results of the marketing efforts to date, feedback from interested parties, and next steps to be taken by Avison Young to increase interest; arrange call with A. Soutter and R. Kennedy of TGF to discuss the loan agreement and commitment.
7/21/2023	Bryan Tannenbaum	Teams call with TGF (R. Kennedy/A. Soutter) and J. Berger to discuss potential lender's DIP sheet and applicability, etc.
7/25/2023	Donna Nishimura	Fax to the Office of the Superintendent of Bankruptcy Interim Report of Receiver (Subsection 246(2)) and save confirmation to the file.
7/25/2023	Jeff Berger	Prepare 246(2) notice and statement of receipts and disbursements.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	2.80	\$ 625	\$ 1,750.00
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Vice-President	4.30	\$ 425	1,827.50
Anne Baptiste/Donna Nishimura	Estate Administrator	2.07	\$ 110	227.70
Total hours and professional fees		<u>9.17</u>		\$ 3,805.20
HST @ 13%				494.68
Total payable				\$ 4,299.88

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.



GST/HST: 80784 1440 RT 0001

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To RSM Canada Limited
Court-appointed Receiver of
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214 Harwood Avenue S., Ajax, ON,
224 Harwood Avenue S., Ajax, ON, and
226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date September 21, 2023

Client File 8142410/10000
Invoice 20
No. CI-10106262

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending August 31, 2023.

Date	Professional	Description
8/1/2023	Bryan Tannenbaum	Receipt and review of A. Soutter of Thornton Grout Finnigan LLP (“TGF”) email with edits to the Agreement of Purchase and Sale (“APS”).
8/2/2023	Bryan Tannenbaum	Receipt and review of A. Brown of Garfinkle Biderman LLP email with comments on the APS and land transfer tax, etc.
8/2/2023	Jeff Berger	Call with lender re potential advance to the Receiver; arrange for Non-Disclosure Agreement (“NDA”) to be signed and provide information to lender for evaluation.
8/3/2023	Bryan Tannenbaum	Receipt and review of A. Brown email regarding sales and marketing costs clause and development agreement; response sent; emails from Avison Young re Master Ajax NDA request and form of APS.
8/3/2023	Jeff Berger	Review and respond to emails from Avison Young re changes to NDA submitted by prospective purchasers; arrange call with lender re advance to Receiver.
8/4/2023	Bryan Tannenbaum	Process electronic bank receipt for rent from MK Cellphone; receipt and review of emails with the Town of Ajax's solicitor regarding land transfer, tax, etc.
8/8/2023	Anne Baptiste	Post receipt; prepare receipt processing form and update receipt register.

Date	Professional	Description
8/9/2023	Jeff Berger	Call with A. Soutter and R. Kennedy of TGF re proposed term sheet for Receiver's borrowings and status of sale process, APS and other documents to be uploaded to the data room, and review of Ajax Master Holdings' mortgage documents; subsequent discussion with B. Tannenbaum re same.
8/10/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email to J. Hart, solicitor to the Town with updated wording to the development agreement.
8/10/2023	Jeff Berger	Conference call with TGF, proposed lender and their counsel regarding a proposed term sheet for further advances to the Receiver; subsequent discussion with B. Tannenbaum re same.
8/11/2023	Bryan Tannenbaum	Various emails and telephone attendances regarding Firm financing and difficulties, etc.
8/13/2023	Jeff Berger	Review and respond to email from Avison Young re missing schedules to the form of APS and status of Phase II ESA report.
8/15/2023	Jeff Berger	Receipt and review of email from Fogler Rubinoff LLP re term sheet for Receiver advances; discuss same with R. Kennedy and A. Dhanani.
8/16/2023	Anne Baptiste	Prepare bank reconciliation.
8/16/2023	Bryan Tannenbaum	Receipt and review of Avison Young progress report of August 15, 2023.
8/18/2023	Jeff Berger	Email to V. DaRe re question on priority of municipal taxes.
8/21/2023	Bryan Tannenbaum	Receipt and review of J. Berger email regarding his conversations with Avison Young.
8/22/2023	Bryan Tannenbaum	Process insurance payment.
8/22/2023	Anne Baptiste	Post disbursements.
8/22/2023	Jeff Berger	Discussion with potential lender re receivership financing; call from FCA insurance re policy premiums; arrange for payment of vendor invoices.
8/23/2023	Bryan Tannenbaum	Process payment to Miller Waste.
8/23/2023	Anne Baptiste	Prepare disbursement requisition; post disbursements.
8/23/2023	Jeff Berger	Correspond with potential lender re receivership financing; arrange for payment of vendor invoices; arrange call with TGF to discuss sale process and receivership financing.
8/24/2023	Bryan Tannenbaum	Process Enbridge payments.
8/24/2023	Anne Baptiste	Post disbursements.
8/24/2023	Jeff Berger	Receipt and review of offers; discuss same with K. Avison, B. Sykes and B. Tannenbaum; correspond with potential lender re receivership financing; review accounts and arrange for payment of outstanding invoices.
8/25/2023	Bryan Tannenbaum	Receipt and review of Avison Young emails attaching the offer details; discussion with J. Berger re same; attend call with TGF (R. Kennedy/A. Soutter) and A. Brown and J. Berger re offers and plan to respond, etc.; receipt and review of A. Soutter suggested email to offeror; teams meeting with B. Sykes/K. Avison and J. Berger to review offers.
8/25/2023	Jeff Berger	Call with R. Kennedy, A. Soutter and A. Brown to review offers received and discuss further information required from offerors; call with K. Avison and B. Sykes to discuss preliminary response to offers and next steps; draft email responses to offerors and send to Avison Young.

Date	Professional	Description
8/28/2023	Bryan Tannenbaum	Receipt and review of Avison Young offer with clarification on offer; discuss with J. Berger; receipt and review of J. Berger email to TGF; receipt and review of R. Kennedy response; receipt and review of A. Soutter response; receipt and review of Avison Young email attaching bank letter from offeror's bank.
8/28/2023	Jeff Berger	Receipt and review of information from offerors regarding the composition of their offers, financial disclosure, etc.; email to R. Kennedy and A. Soutter re need to reach out to J. Hart and determine if the offerors are acceptable to the Town of Ajax; discuss same with B. Tannenbaum.
8/29/2023	Bryan Tannenbaum	Telephone call from J. Hart; email regarding my conversation to TGF; call from R. Kennedy to discuss her conversation with J. Hart.
8/30/2023	Bryan Tannenbaum	Process Datasite payment; call with J. Berger re potential borrowing from potential lender.
8/30/2023	Donna Nishimura	Prepare receipts processing form and arrange for cheque to be deposited at the bank.
8/30/2023	Anne Baptiste	Post receipt; post disbursements.
8/30/2023	Jeff Berger	Attend to various administrative matters; call with R. Kennedy re her discussion with J. Hart and need to arrange a call with counsel to the Applicant; discuss same with B. Tannenbaum; call with Y. Levinson re receivership financing terms.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	5.10	\$ 625	\$ 3,187.50
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Vice-President	18.40	\$ 425	7,820.00
Anne Baptiste/Donna Nishimura	Estate Administrator	1.90	\$ 110	209.00
Total hours and professional fees		25.40		\$ 11,216.50
HST @ 13%				1,458.15
Total payable				\$ 12,674.65

VISA/MASTERCARD
 Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS
 Please contact Donna Nishimura at 647.727.3552 for wire instructions.



GST/HST: 80784 1440 RT 0001

RSM CANADA LIMITED
Licensed Insolvency Trustee
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Toronto, ON M5H 4C7

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F +1 416 480 2646

www.rsmcanada.com

To RSM Canada Limited
Court-appointed Receiver of
134 Harwood Avenue S., Ajax, ON,
148 Harwood Avenue S., Ajax, ON,
152 Harwood Avenue S., Ajax, ON,
184/188 Harwood Avenue S., Ajax, ON,
214 Harwood Avenue S., Ajax, ON,
224 Harwood Avenue S., Ajax, ON, and
226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date October 20, 2023

Client File 8142410/10000

Invoice 21

No. CI-10219431

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending September 30, 2023.

Date	Professional	Description
9/1/2023	Bryan Tannenbaum	Teams call with J. Lee, R. Kennedy and A. Soutter of Thornton Grout Finnigan LLP (“TGF”) and J. Berger to provide status update on offers and borrowing requirement; subsequent call from R. Kennedy to discuss release of offer information for her clients to reconsider funding, etc.
9/6/2023	Bryan Tannenbaum	Receipt and review of R. Kennedy email regarding Town of Ajax agreeing to Skygrid offer in concept; teams call with R. Kennedy, A. Soutter, A. Brown of Garfinkle Biderman LLP and J. Berger to discuss prospective purchaser offer and to arrange a call with their counsel; receipt and review of A. Soutter email to [REDACTED]; receipt and review of A. Soutter email with corporate search on prospective purchaser’s partner; responding email sent; receipt and review of A. Brown email with title searches.
9/6/2023	Jeff Berger	Call with A. Soutter, R. Kennedy, A. Brown and B. Tannenbaum to discuss status of offers and next steps.
9/7/2023	Bryan Tannenbaum	Receipt and review of Owens Wright LLP legal opinion.
9/7/2023	Anne Baptiste	Post receipt.

Date	Professional	Description
9/11/2023	Bryan Tannenbaum	Teams call with [REDACTED] A. Brown, R. Kennedy, A. Soutter and J. Berger re prospective purchaser offer and need to provide further disclosure about the purchaser.
9/11/2023	Jeff Berger	Prepare for and attend conference call with [REDACTED], R. Kennedy, A. Soutter, A. Brown and B. Tannenbaum to discuss outstanding information required from [REDACTED] client with respect to its offer; subsequent discussion with B. Tannenbaum re same.
9/14/2023	Bryan Tannenbaum	Email to [REDACTED] by A. Brown to follow up on offer by his client; telephone call with K. Avison of Avison Young re status of this offer; receipt and review of K. Avison email with his research on prospective purchaser; email to [REDACTED], now acting for purchaser; receipt and review of K. Avison email to prospective purchaser re meeting.
9/14/2023	Jeff Berger	Prepare schedule of estimated distributions in advance of Friday conference call with counsel; discuss same with B. Tannenbaum.
9/15/2023	Bryan Tannenbaum	Teams call with [REDACTED] and J. Berger re offer from prospective purchaser.
9/15/2023	Jeff Berger	Call with [REDACTED] and B. Tannenbaum re qualifications of purchaser and outstanding questions regarding the proposed transaction, etc.; call with R. Kennedy and A. Soutter re [REDACTED] call and matters to be discussed on 4:00 conference call; conference call with J. Lee, W. Greenspoon-Soer of Garfinkle Biderman, A. Brown, R. Kennedy, A. Soutter and B. Tannenbaum re offers received, status of proceedings, funding for the receivership, etc.
9/18/2023	Anne Baptiste	Prepare bank reconciliation.
9/18/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email re message from J. Hart, solicitor to the Town of Ajax; receipt and review of A. Brown email re offer status; receipt and review of K. Avison email to prospective purchaser regarding a call; receipt and review of A. Soutter email attaching email to J. Hart regarding prospective purchaser offer acceptability of name as accredited developer, etc.; receipt and review of [REDACTED] email confirming retainer and meeting for tomorrow; draft responding email to [REDACTED] with J. Berger; receipt and review of J. Lee email regarding Receiver's certificate; process payments to Richmond Advisory Services Inc.; receipt and review of J. Berger email response to J. Lee; email from A. Soutter re J. Hart wanting further information for the Town of Ajax on the prospective purchaser offeror; receipt and review of J. Berger email providing same.
9/18/2023	Jeff Berger	Review and respond to email from [REDACTED] re status of his client's offer and Receiver's questions and concerns re same; discuss same with B. Tannenbaum; review and respond to email from J. Lee re postponement of Receiver's Certificate #1; call with A. Soutter re upcoming call with [REDACTED] and his clients.
9/18/2023	Anne Baptiste	Post disbursements.
9/19/2023	Bryan Tannenbaum	Prepare for meeting with prospective purchaser's representatives including discussions with J. Berger; attend teams call with prospective purchaser, [REDACTED], K. Avison, B. Sykes, and J. Berger on status of offer and clarification, etc.; receipt and review of corporate searches from Avison Young; review J. Berger email to Avison Young regarding prospective purchaser offer status and waiting to hear from Town of Ajax.

Date	Professional	Description
9/19/2023	Jeff Berger	Meeting with purchaser group and counsel to discuss status of offer and other information required by the Receiver in order to evaluate the offer; follow-up call with counsel re same; prepare memo to file re phone call with purchaser group and next steps.
9/20/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email attaching J. Hart email regarding Town of Ajax has no reason not to consider prospective purchaser as approved builder; review J. Berger email regarding yesterday's meeting with prospective purchaser representatives.
9/20/2023	Donna Nishimura	Prepare receipts processing form and deposit cheque at the bank.
9/21/2023	Bryan Tannenbaum	Receipt and review and edit of J. Berger email to J. Lee re Receiver's certificate; receipt and review of Avison Young email to prospective purchaser for meeting with Town of Ajax.
9/21/2023	Jeff Berger	Email to J. Lee re postponement of Receiver's Certificate #1.
9/22/2023	Bryan Tannenbaum	Teams call with [REDACTED] and J. Berger re prospective purchaser offer; second call with [REDACTED] re clarification on purchase price.
9/22/2023	Jeff Berger	Call with [REDACTED] regarding his client's offer and the Receiver's questions re same; receipt and review of email and revised Agreement of Purchase and Sale ("APS") from [REDACTED] and forward same to TGF for review and comments.
9/23/2023	Bryan Tannenbaum	Receipt and review of [REDACTED] email attaching revised APS; response sent seeking clarification of ownership group and meeting with the Town of Ajax; response from [REDACTED] re same; J. Berger email to [REDACTED] re deposit amount.
9/26/2023	Bryan Tannenbaum	Teams call with R. Kennedy, A. Soutter and A. Brown and J. Berger re status of prospective purchaser offer and discussions with [REDACTED]; receipt and review of K. Avison email re prospective purchaser offer status; review draft email to be sent to [REDACTED] re deadline; email to J. Lee re funding; receipt and review of J. Lee response.
9/26/2023	Tanveel Irshad	Assist with HST returns; upload GL's and TB's from Ascend into shared folder and update HST return tracker.
9/26/2023	Jeff Berger	Call with B. Tannenbaum, R. Kennedy, A. Soutter and A. Brown to discuss the offer received from [REDACTED] client and the Receiver's position with respect to same; subsequent discussion with K. Avison to provide an update on the Receiver's review of the offer and next steps; review and provide comments on draft letter from TGF to [REDACTED]
9/27/2023	Bryan Tannenbaum	Various emails with [REDACTED] that no deposit funds received; teams meeting with R. Kennedy, A. Soutter, A. Brown and J. Berger re strategy on two offers; email to [REDACTED] re noon deadline; review waterfall calculations; receipt and review of K. Avison email re prospective purchaser meeting.
9/27/2023	Tanveel Irshad	Assist with HST returns; upload GL's and TB's from Ascend into shared folder and update HST return tracker.
9/27/2023	Jeff Berger	Receipt and review of email from [REDACTED]; forward same to TGF and A. Brown for discussion; discussion with B. Tannenbaum and counsel re next steps in having Town of Ajax engage with prospective purchaser, etc.

Date	Professional	Description
9/28/2023	Bryan Tannenbaum	Receipt and review of R. Kennedy email to J. Lee re financing.
9/28/2023	Anne Baptiste	Review reconciliation report; prepare receipt requisition; post receipt re sale of land.
9/29/2023	Bryan Tannenbaum	Team meeting with prospective purchaser, [REDACTED] R. Kennedy, A. Brown, Avison Young (B. Sykes/K. Avison) and J. Berger to discuss their offer and development agreement; receipt and review of K. Avison email re message for G. Romanowski to arrange meeting for prospective purchaser representatives.
9/29/2023	Tanveel Irshad	Prepare cheque requisition.
9/29/2023	Jeff Berger	Prepare for and attend all with prospective purchaser and their representatives, B. Tannenbaum, K. Avison, B. Sykes, R. Kennedy and A. Brown; discuss Receiver's urgent need for financing with R. Kennedy; receipt and review of email from K. Avison [REDACTED] re arrangements for a meeting with the Town of Ajax and the proposed purchaser.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	11.10	\$ 625	\$ 6,937.50
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Vice-President	15.70	\$ 425	6,672.50
Tanveel Irshad	Associate	2.60	\$ 200	520.00
Anne Baptiste/Donna Nishimura	Estate Administrator	1.35	\$ 110	148.50
Total hours and professional fees		30.75		\$ 14,278.50
HST @ 13%				1,856.21
Total payable				\$ 16,134.71

VISA/MASTERCARD
 Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS
 Please contact Donna Nishimura at 647.727.3552 for wire instructions.



GST/HST: 80784 1440 RT 0001

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Licensed Insolvency Trustee
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Toronto, ON M5H 4C7

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F +1 416 480 2646

www.rsmcanada.com

To RSM Canada Limited
Court-appointed Receiver of
134 Harwood Avenue S., Ajax, ON,
148 Harwood Avenue S., Ajax, ON,
152 Harwood Avenue S., Ajax, ON,
184/188 Harwood Avenue S., Ajax, ON,
214 Harwood Avenue S., Ajax, ON,
224 Harwood Avenue S., Ajax, ON, and
226 Harwood Avenue S., Ajax, ON
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date January 15, 2024

Client File 8142410/10000
Invoice 22
No. CI-10219433

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver of 134 Harwood Avenue S., Ajax, ON (“**134**”); 148 Harwood Avenue S., Ajax, ON (“**148**”); 152 Harwood Avenue S., Ajax, ON (“**152**”); 184/188 Harwood Avenue S., Ajax, ON (“**184/188**”); 214 Harwood Avenue S., Ajax, ON (“**214**”); 224 Harwood Avenue S., Ajax, ON (“**224**”); 226 Harwood Avenue S., Ajax, ON (“**226**”), (collectively referred to hereafter as the “**Properties**”), for the period ending December 31, 2023.

Date	Professional	Description
10/2/2023	Bryan Tannenbaum	Receipt and review of A. Brown of Garfinkle Biderman LLP (“Garfinkle Biderman”) email regarding [REDACTED]; Thornton Grout Finnigan LLP (“TGF”) and J. Berger responses sent re same; receipt and review of R. Kennedy of TGF email to J. Lee; J. Lee response; receipt and review of A. Soutter of TGF email with draft response to J. Hart, solicitor to the Town of Ajax; my response/input sent; receipt and review of A. Soutter email to J. Hart; review of J. Hart response; send email to A. Soutter with my comments to respond to J. Hart.
10/2/2023	Jeff Berger	Review correspondence between TGF and the Town of Ajax and provide comments re same; receipt and review of A. Brown changes to purchaser's APS; forward amended APS to Avison Young; discuss financing and [REDACTED] postponement of Receiver's Certificate #1 with R. Kennedy.
10/3/2023	Bryan Tannenbaum	Email from Avison Young regarding prospective purchaser meeting with the Town of Ajax on Thursday; forward same to counsel; process banking for MK Cellphone rent payment.
10/3/2023	Anne Baptiste	Review and prepare deposit requisition; post receipt.

Date	Professional	Description
10/4/2023	Bryan Tannenbaum	Email from A. Brown with inquiry as to offer status from [REDACTED]
10/5/2023	Bryan Tannenbaum	Receipt and review of J. Berger email reporting on the meeting with the Town of Ajax and prospective purchaser representatives.
10/5/2023	Jeff Berger	Prepare for and attend conference call with prospective purchaser, their counsel, and representatives of the Town of Ajax to discuss the negotiation of the Development Agreement and timelines to finalize the DA and other matters; call with potential lender re additional receivership financing.
10/10/2023	Bryan Tannenbaum	Email to counsel re purchaser follow up.
10/11/2023	Bryan Tannenbaum	Teams call with R. Kennedy, A. Soutter, A. Brown and J. Berger regarding R. Kennedy call with prospective purchaser's lawyer and action plan to obtain Town of Ajax agreement and court date, etc.
10/11/2023	Jeff Berger	Call with counsel regarding status of offer and offeror's questions regarding exclusivity during their due diligence, etc.
10/12/2023	Bryan Tannenbaum	Receipt and review of A. Brown email with suggested wording for the APS re development agreement; receipt and review of A. Soutter email with comments.
10/16/2023	Bryan Tannenbaum	To record receipt and review of [REDACTED] emails from yesterday and responses sent; Teams call with R. Kennedy, A. Brown and J. Berger re [REDACTED] emails; email to [REDACTED].
10/16/2023	Jeff Berger	Call with counsel re status of offer and next steps with the offeror and the Town of Ajax; receipt and review of email from counsel to prospective purchaser and discuss same with B. Tannenbaum.
10/17/2023	Bryan Tannenbaum	Receipt and review of A. Brown email attaching draft APS from [REDACTED] on behalf of the prospective purchaser.
10/17/2023	Jeff Berger	Receipt and review of amended term sheet from lender re Receiver financing; forward same to counsel with questions.
10/18/2023	Bryan Tannenbaum	Receipt and review of A. Brown email to [REDACTED] receipt and review of [REDACTED] email to A. Brown with draft development agreement; receipt and review of A. Soutter email with comments on Hillmount term sheet; Teams meeting with R. Kennedy, A. Soutter, A. Brown and J. Berger to review/edit draft APS from RPL, development agreement, Hillmount letter, etc.
10/18/2023	Jeff Berger	Receipt and review of amended development agreement from offeror; call with R. Kennedy, A. Soutter, A. Brown and B. Tannenbaum to discuss the proposed amendments to the APS and development agreement from the offeror; email to counsel regarding the term sheet for Receiver financing and counsel's comments relating thereto.
10/19/2023	Bryan Tannenbaum	Receipt and review of [REDACTED] email on his call with A. Brown.
10/20/2023	Bryan Tannenbaum	Emails relating to borrowings from Hillmount; receipt and review of A. Brown email with revisions to APS; TGF comments to A. Brown; receipt and review of A. Soutter email regarding J. Hart email noting development agreement timing for release of funds; receipt and review of [REDACTED] email with comments on draft APS.
10/20/2023	Anne Baptiste	Prepare bank reconciliation.

Date	Professional	Description
10/23/2023	Bryan Tannenbaum	Various emails between counsel on prospective purchaser offer; email from A. Soutter re his conversation with J. Hart.
10/24/2023	Bryan Tannenbaum	Teams call with R. Kennedy, A. Soutter, A. Brown to discuss our thoughts regarding development agreement and prospective purchaser offer; adding W. Greenspoon-Soer of Garfinkle Biderman, in part; various emails regarding Hillmount borrowings.
10/24/2023	Jeff Berger	Call with TGF, Garfinkle Biderman, B. Tannenbaum and W. Greenspoon-Soer to discuss the proposed changes to the development agreement from the prospective purchaser and if the changes are acceptable to the secured lenders.
10/25/2023	Bryan Tannenbaum	Teams call with W. Greenspoon-Soer regarding her client's position as secured creditor and TGF (R. Kennedy/A. Soutter), A. Brown and J. Berger; subsequent Teams call with group re action plan.
10/27/2023	Bryan Tannenbaum	Teams call with Town of Ajax (G. Romanowski/J. Hart), TGF (R. Kennedy/A. Soutter) and A. Brown regarding prospective purchaser offer and changes to development agreement being problematic and affecting timing of creditor payouts, etc.
10/30/2023	Bryan Tannenbaum	Teams call on prospective purchaser offer and development agreement with ██████████ and prospective purchaser principals, J. Hart, A. Brown, R. Kennedy, A. Soutter and J. Berger; receipt and review of J. Hart email regarding his call with G. Romanowski and plans that were approved; receipt and review of A. Brown email with comments on J. Hart email.
10/30/2023	Jeff Berger	Conference call with TGF, Garfinkle Biderman, J. Hart and a prospective purchaser and its counsel to discuss potential changes to the draft development agreement and the timeline for execution of same.
10/31/2023	Tanveel Irshad	Prepare cheque requisition.
11/1/2023	Bryan Tannenbaum	Receipt and review of ██████████ email regarding his client's meeting with ██████████ and proposed changes to the offer, etc.; discussion re same with A. Brown and his call with J. Hart; emails between A. Brown and J. Hart regarding a possible solution; teams call with R. Kennedy, A. Soutter, A. Brown and J. Berger to discuss status re ██████████ ██████████.
11/1/2023	Jeff Berger	Receipt and review of email from ██████████ re purchaser's meeting with consultant and amendments required to draft development agreement and APS; conference call with A. Soutter, R. Kennedy, A. Brown and B. Tannenbaum to discuss same.
11/2/2023	Bryan Tannenbaum	Receipt and review of A. Soutter draft email to ██████████; confirm to final; receipt and review of W. Greenspoon-Soer email letter.
11/2/2023	Jeff Berger	Review and respond to emails from lender re additional documents required to support Receiver's financing; discuss same with counsel.
11/3/2023	Bryan Tannenbaum	Teams call with R. Kennedy, A. Soutter, A. Brown to ██████████ ██████████, etc.; process return of deposit to ██████████; teams call with W. Greenspoon-Soer, R. Kennedy, A. Soutter and J. Berger re updating W. Greenspoon-Soer

Date	Professional	Description
		and court date; receipt and review of J. Berger email attaching letter from J. Hart of October 20, 2022.
11/3/2023	Tanveel Irshad	Prepare payment requisition.
11/3/2023	Jeff Berger	Call with A. Soutter, R. Kennedy, A. Brown and B. Tannenbaum to discuss [REDACTED]; arrange for purchaser deposit to be returned; review prior correspondence with the Town of Ajax regarding the site's status and the ability for the Town of Ajax to issue building permits without delay, etc.; email to TGF re same.
11/6/2023	Anne Baptiste	Post disbursements; post receipt.
11/6/2023	Tanveel Irshad	Prepare receipts processing form.
11/13/2023	Jeff Berger	Email to lender re status of advance to Receiver; receipt and review of letter from J. Hart to TGF and provide comments re same to TGF.
11/15/2023	Bryan Tannenbaum	Teams meeting with Y. Levinson of Hillmount, J. Fried of Fogler Rubinoff LLP ("Fogler"), R. Kennedy and J. Berger re Receiver's certificate and financing.
11/15/2023	Jeff Berger	Call with Y. Levinson, J. Fried, R. Kennedy and B. Tannenbaum re Receiver financing and ongoing litigation; review and respond to email from A. Soutter.
11/16/2023	Jeff Berger	Receipt and review of amended term sheet for Receiver financing; email to R. Kennedy and B. Tannenbaum re same.
11/16/2023	Anne Baptiste	Post disbursements.
11/17/2023	Anne Baptiste	Prepare bank reconciliation.
11/19/2023	Jeff Berger	Review amended term sheet from Hillmount re Receiver financing and execute same.
11/20/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email of November 13, 2023 attaching letter from J. Hart on behalf of the Town of Ajax; review J. Berger response to his letter; receipt and review of A. Brown email with comments; review A. Soutter email to W. Greenspoon-Soer.
11/20/2023	Donna Nishimura	Prepare receipts processing form and arrange for deposit of cheque at the bank.
11/20/2023	Anne Baptiste	Review and post receipt re rental income.
11/21/2023	Anne Baptiste	Review invoices and post disbursements.
11/24/2023	Tanveel Irshad	Prepare payment requisitions.
11/27/2023	Tanveel Irshad	Prepare payment requisitions.
11/28/2023	Anne Baptiste	Review reconciliation report.
11/29/2023	Anne Baptiste	Review and post deposit.
11/29/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email.
11/29/2023	Donna Nishimura	Prepare receipts processing form and arrange for deposit of cheque at the bank.
11/30/2023	Bryan Tannenbaum	Call with counsel on status, etc.
12/1/2023	Bryan Tannenbaum	Receipt and review of Avison Young email with comments on the difficulties imposed by the development agreement and the sale process.

Date	Professional	Description
12/1/2023	Jeff Berger	Call with counsel to discuss position re [REDACTED].
12/6/2023	Donna Nishimura	Prepare receipts processing form and arrange for deposit of cheque at the bank.
12/6/2023	Anne Baptiste	Prepare requisition and post receipt.
12/7/2023	Jeff Berger	Review draft Receiver's report, Notice of Motion and Order and provide comments to TGF re same; review and respond to email from A. Soutter.
12/7/2023	Anne Baptiste	Post receipts.
12/8/2023	Bryan Tannenbaum	Review draft third report, R&D and Aide Memoire; discuss with J. Berger; sign third report to court.
12/8/2023	Jeff Berger	Prepare interim statement of receipts and disbursements; receipt and review of Aide Memoire from TGF and provide comments on same; discuss draft motion materials with B. Tannenbaum; review and respond to email from property manager re snow removal.
12/10/2023	Jeff Berger	Review and respond to emails from property manager re fire safety inspection and snow removal/salt application rates for the winter season; review and approve payment requisitions for utilities and insurance.
12/11/2023	Bryan Tannenbaum	Process payments to Miller Waste, Enbridge accounts; receipt and review of A. Soutter email re motion record, conversation with J. Hart, etc.; email response sent; receipt and review of case conference brief; receipt and review of correspondence between J. Hart and W. Greenspoon-Soer.
12/11/2023	Anne Baptiste	Review invoices and post disbursements.
12/12/2023	Bryan Tannenbaum	Attend Court; subsequent Zoom call with A. Soutter, R. Kennedy, J. Hart, J. Berger, W. Greenspoon-Soer; receipt and review of Judge's endorsement and Order.
12/12/2023	Donna Nishimura	Prepare receipts processing form and deposit cheque at the bank.
12/12/2023	Jeff Berger	Attend in Court for scheduling hearing and motion re priority of Receiver's certificates; subsequent discussion with B. Tannenbaum re same; call with TGF, J. Hart and W. Greenspoon-Soer to discuss next steps and motion to be brought by 261 re priority rights.
12/12/2023	Anne Baptiste	Post receipt.
12/14/2023	Bryan Tannenbaum	Various emails regarding Receiver's Certificate #2; receipt and review of A. Brown email re registration of title of the recent court order; receipt and review for receipt of funds and email confirmation sent.
12/14/2023	Jeff Berger	Correspond with Fogler and TGF regarding Receiver's Certificate #2 and the advance of funds; review and execute Direction from Fogler re borrowing fees and interest, etc.
12/15/2023	Jeff Berger	Receipt of advance pursuant to Receiver's Certificate #2 and attend to administrative matters regarding same; call with A. Mehta of Richmond Advisory Services Inc. to discuss outstanding property management invoices and required amendments to same.
12/15/2023	Tanveel Irshad	Prepare payment requisition.
12/18/2023	Anne Baptiste	Post receipts.

Date	Professional	Description
12/18/2023	Tanveel Irshad	Prepare payment requisition.
12/18/2023	Donna Nishimura	Prepare cheque requisition for payment of invoices and submit paperwork for processing.
12/19/2023	Anne Baptiste	Prepare bank reconciliation; post returned items and charges re NSF; post disbursements.
12/20/2023	Bryan Tannenbaum	To record processing of payments yesterday; receipt and review of [REDACTED] email to A. Soutter re his client still interested in submitting an offer.
12/22/2023	Bryan Tannenbaum	Receipt and review of J. Stinson of Claims Pro email re slip and fall; forward to J. Berger and email him to notify our insurer; receipt and review of J. Berger email to FCA; process payment.
12/22/2023	Tanveel Irshad	Prepare payment requisitions.
12/22/2023	Anne Baptiste	Review and post disbursements.
12/27/2023	Bryan Tannenbaum	Receipt and review of A. Soutter email to A. Brown re plans and drawings, etc.; receipt and review of A. Soutter email regarding timing of development agreement.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	19.60	\$ 625	\$ 12,250.00
Jeffrey K. Berger, CPA, CA, CIRP, LIT	Vice-President	23.30	\$ 425	9,902.50
Tanveel Irshad	Associate	7.50	\$ 200	1,500.00
Anne Baptiste/Donna Nishimura	Estate Administrator	7.40	\$ 110	814.00
Total hours and professional fees		57.80		\$ 24,466.50
HST @ 13%				3,180.65
Total payable				\$ 27,647.15

VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

**THIS IS EXHIBIT "B" REFERRED TO IN THE
AFFIDAVIT OF BRYAN A. TANNENBAUM SWORN
BEFORE ME THIS 3rd DAY OF FEBRUARY, 2024**



A Commissioner, etc.

**Jeffrey Kyle Berger, a
Commissioner, etc., Province of Ontario,
for RSM Canada Limited.
Expires April 21, 2026.**

**In the Matter of the Receivership of
134, 148, 152, 184/188, 214, 224 and 226 Harwood Avenue South, Ajax
Summary of Receiver's Fees
For the Period October 20, 2020 to December 31, 2023**

Invoice #	Invoice Date	Period	Hours	Fees	Disburse - ments	Subtotal	HST	Total	Average Hourly Rate
1	20-May-21	October 20, 2020 to April 30, 2021	97.3	\$ 46,829.50	\$ -	\$ 46,829.50	\$ 6,087.84	\$ 52,917.34	\$ 481.29
2	29-Jun-21	May 1, 2021 to May 31, 2021	38.8	18,522.50	-	18,522.50	2,407.93	20,930.43	\$ 477.38
3	8-Jul-21	June 1, 2021 to June 30, 2021	4.5	2,600.00	-	2,600.00	338.00	2,938.00	\$ 577.78
4	27-Aug-21	July 1, 2021 to July 31, 2021	3.0	1,675.00	-	1,675.00	217.75	1,892.75	\$ 558.33
5	9-Sep-21	August 1, 2021 to August 31, 2021	4.8	2,900.00	-	2,900.00	377.00	3,277.00	\$ 604.17
6	8-Mar-22	September 1, 2021 to February 28, 2022	28.1	12,442.50	39.38	12,481.88	1,622.64	14,104.52	\$ 442.79
7	19-Apr-22	March 1, 2022 to March 31, 2022	67.2	26,736.50	-	26,736.50	3,475.75	30,212.25	\$ 397.86
8	11-May-22	April 1, 2022 to April 30, 2022	37.6	17,086.00	-	17,086.00	2,221.18	19,307.18	\$ 454.41
9	10-Jun-22	May 1, 2022 to May 31, 2022	60.4	25,204.00	-	25,204.00	3,276.52	28,480.52	\$ 417.28
10	14-Jul-22	June 1, 2022 to June 30, 2022	44.7	21,173.50	-	21,173.50	2,752.56	23,926.06	\$ 473.68
11	8-Aug-22	July 1, 2022 to July 31, 2022	40.6	19,490.50	-	19,490.50	2,533.77	22,024.27	\$ 480.06
12	20-Oct-22	August 1, 2022 to September 30, 2022	93.4	44,832.50	-	44,832.50	5,828.23	50,660.73	\$ 480.01
13	13-Dec-22	October 1, 2022 to November 30, 2022	39.6	17,332.50	-	17,332.50	2,253.23	19,585.73	\$ 437.69
14	23-Feb-23	December 1, 2022 to January 31, 2023	38.7	15,926.50	-	15,926.50	2,070.45	17,996.95	\$ 411.54
15	27-Mar-23	February 1, 2023 to February 28, 2023	16.3	7,616.50	-	7,616.50	990.15	8,606.65	\$ 467.27
16	17-Apr-23	March 1, 2023 to March 31, 2023	62.2	25,209.00	-	25,209.00	3,277.17	28,486.17	\$ 405.29
17	26-Jun-23	April 1, 2023 to May 31, 2023	35.8	16,259.00	-	16,259.00	2,113.67	18,372.67	\$ 454.16
18	31-Jul-23	June 1, 2023 to June 30, 2023	24.7	11,836.00	-	11,836.00	1,538.68	13,374.68	\$ 479.19

In the Matter of the Receivership of
134, 148, 152, 184/188, 214, 224 and 226 Harwood Avenue South, Ajax
Summary of Receiver's Fees
For the Period October 20, 2020 to December 31, 2023

Invoice #	Invoice Date	Period	Hours	Fees	Disburse - ments	Subtotal	HST	Total	Average Hourly Rate
19	8-Aug-23	July 1, 2023 to July 31, 2023	9.2	3,805.20	-	3,805.20	494.68	4,299.88	\$ 414.96
20	21-Sep-23	August 1, 2023 to August 31, 2023	25.4	11,216.50	-	11,216.50	1,458.15	12,674.65	\$ 441.59
21	20-Oct-23	September 1, 2023 to September 30, 2023	30.8	14,278.50	-	14,278.50	1,856.21	16,134.71	\$ 464.34
22	15-Jan-24	October 1, 2023 to December 31, 2023	57.8	24,466.50	-	24,466.50	3,180.65	27,647.15	\$ 423.30
Total			860.8	\$ 387,438.70	\$ 39.38	\$ 387,478.08	\$ 50,372.21	\$ 437,850.29	\$ 450.08

APPLICATION UNDER SUBSECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED

2615333 ONTARIO INC.

- and -

CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., et al

Applicant

Respondents

Court File No. CV-20-00651299-00CL

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

Proceedings commenced at Toronto, Ontario

AFFIDAVIT OF BRYAN A. TANNENBAUM

Thornton Grout Finnigan LLP

TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7

Rebecca L. Kennedy (LSO# 61146S)

Tel: (416) 304-0603

Email: rkennedy@tgf.ca

Alexander Soutter (LSO# 72403T)

Tel: (416) 304-0595

Email: asoutter@tgf.ca

Lawyers for the Court-appointed Receiver,
RSM Canada Limited

Appendix “K”

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

BETWEEN:

2615333 ONTARIO INC.

Applicant

- and -

**CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC.,
9654461 CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. and
9654445 CANADA INC.**

Respondents

APPLICATION UNDER SUBSECTION 243(1) OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF
THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED

**AFFIDAVIT OF REBECCA L. KENNEDY
(Sworn February 5, 2024)**

I, **Rebecca L. Kennedy**, of the City of Pickering, in the Province of Ontario, **MAKE
OATH AND SAY AS FOLLOWS:**

1. I am a partner in the law firm of Thornton Grout Finnigan LLP (“**TGF**”), lawyers for RSM Canada Limited in its capacity as Court-appointed receiver (in such capacity, the “**Receiver**”), without security, of certain lands and premises municipally known as 134, 148, 152, 184/188, 214, 224 and 226 Harwood Avenue South, Ajax, Ontario (the “**Real Property**”), owned by the Respondents, and the assets, undertakings and properties of the Respondents acquired for, or used in relation to, such Real Property, including all proceeds thereof. As such, I have knowledge of the matters to which I hereinafter depose, except where stated to be on information and belief, and where so stated, I verily believe it to be true.

2. Attached hereto as Exhibit “**A**” are redacted copies of the bills of costs (the “**Bills of Costs**”) issued by TGF to the Receiver for fees and disbursements incurred by TGF in the course

of these receivership proceedings for the period from April 16, 2021 to December 31, 2023 (the “**Fee Approval Period**”).

3. As evidenced by the Bills of Costs attached at Exhibit “**A**”, in the course of the Fee Approval Period, TGF counsel, students and law clerks have expended a total of 657.0 hours in connection with these receivership proceedings, and have incurred CAD \$424,740.00 in fees, CAD \$7,668.07 in disbursements and CAD \$56,170.41 in HST, for a total of CAD \$488,578.48.

4. Attached hereto as Exhibit “**B**” is a schedule summarizing the Bills of Costs and the total billable hours charged.

5. Attached hereto as Exhibit “**C**” is a schedule summarizing the respective years of call, where applicable, and billing rates of each of the TGF professionals who acted for the Receiver during the Fee Approval Period.

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

7. This Affidavit is sworn in support of a motion, *inter alia*, approving TGF’s fees and disbursements incurred in respect of these receivership proceedings during the Fee Approval Period.

SWORN remotely via videoconference, by Rebecca L. Kennedy stated as being located in the City of Pickering, in the Province of Ontario, before me at the City of Pickering, the Province of Ontario, this 5th day of February, 2024 in accordance with O. Reg 431/20, *Administering Oath or Declaration Remotely*.



Commissioner for Taking Affidavits, etc.


REBECCA L. KENNEDY

Roxana Gabriela Manea, a Commissioner, etc.,
Province of Ontario, for
Thornton Grout Finnigan LLP,
Barristers and Solicitors.
Expires June 5, 2024.

Roxana Gabriela Manea, a Commissioner, etc.,
Province of Ontario, for
Thornton Grout Finnigan LLP,
Barristers and Solicitors.
Expires June 5, 2024.

Court File No. CV-20-00651299-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

B E T W E E N:

2615333 ONTARIO INC.

Applicant

- and -

CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC., 9654461
CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445 CANADA
INC.

Respondents

**APPLICATION UNDER SUBSECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C.
1985, c. B-3, AS AMENDED AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c.
C.43, AS AMENDED**

FIRST BILL OF COSTS
OF THORNTON GROUT FINNIGAN LLP,
THE SOLICITORS TO RSM CANADA LIMITED
IN ITS CAPACITY AS COURT-APPOINTED RECEIVER

**TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING for the
period ending: April 30, 2021**

FEES

Apr-16-21	Emails from and to B. Tannenbaum as to Order appointing Receiver and parties involved; review Order and Endorsement provided;	0.40	DJM
Apr-19-21	Attend call with RSM and discussion as to facts leading to appointment, involvement of various parties, arguments advanced, Order and Endorsement issued, and issues existing within the receivership; emails with R. Kennedy and A. Soutter;	1.00	DJM
	Review of Order and Endorsement; telephone call with B. Tannenbaum and J. Berger and team;	1.10	RK
	Review of Cavanagh J's decision and order; videoconference with B. Tannenbaum and others;	1.00	AIS

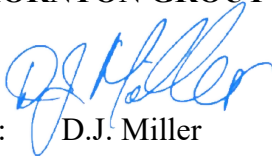
Apr-20-21	Emails as to information on lack of insurance and confirmation to be received; review email correspondence; emails to and from R. Kennedy as to same, and RSM;	0.30	DJM
	Email and telephone call from J. Berger; update with D.J. Miller; email to D. Ullmann;	0.70	RK
Apr-21-21	Emails with R. Kennedy and RSM as to information as to insurance, details to be obtained, and email to be sent to D. Ullmann; emails from RSM and review response;	0.60	DJM
	Review of emails from R. Kennedy and D. Ullmann; review of draft emails to D. Ullmann and review of the Application Record leading to the appointment of the Receiver;	0.30	AIS
Apr-26-21	Receive and review Notice of Motion for Leave to Appeal the Order appointing the Receiver; emails to and from RSM as to same; coordinate call with applicant's counsel to discuss same;	0.40	DJM
	Emails regarding Notice of Motion for Leave to Appeal; emails regarding call; telephone call with A. Soutter; consider issues on title and units; update email to D.J. Miller;	1.00	RK
	Discussion with R. Kennedy regarding further lands not subject of the receivership order; review of the Notice of Appeal;	0.20	AIS
Apr-27-21	Call with RSM, W. Greenspoon and TGF to discuss Notice of Motion for leave to appeal brought by debtor company, immediate issues of concern as to the properties, potential steps that may be taken and any impact of a stay; review provisions of BIA and consider strategy and correspondence to be sent; emails to and from A. Soutter as to same;	0.90	DJM
	Review and respond to email correspondence; prepare for and attend call regarding appeal;	1.00	RK
	Videoconference with B. Tannenbaum and others regarding the appeal of the receivership order; research regarding [REDACTED];	2.80	AIS
Apr-28-21	Emails as to letter sent to debtor company appealing Order appointing Receiver; review law as to stay pending appeal; review evidence and consider main points for motion; emails from and to W. Greenspoon;	0.20	DJM
	Review and respond to correspondence;	0.40	RK
	Email to B. Tannenbaum regarding retaining real estate counsel; receipt and review of correspondence from D. Ullmann;	0.10	AIS

Apr-29-21	Emails as to letters exchanged with D. Ullmann and next steps for Receiver;	0.20	DJM
Apr-30-21	Emails to and from J. Berger and A. Soutter;	0.30	RK
	Emails with J. Berger and others regarding next steps;	0.20	AIS

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
D.J. Miller	4.00	\$1,050.00	\$4,200.00
Rebecca Kennedy	4.50	\$800.00	\$3,600.00
Alexander Soutter	4.60	\$550.00	\$2,530.00
Total Fees			\$10,330.00
Less: Goodwill Discount			<u>-\$1,850.00</u>
Balance of Fees			\$8,480.00
HST (@ 13%) on Fees			<u>\$1,102.40</u>
Total Fees and HST			\$9,582.40
TOTAL NOW DUE			<u>\$9,582.40</u>

THORNTON GROUT FINNIGAN LLP


Per: D.J. Miller

E.& O.E.
GST/HST #87042 1039 RT0001 * GST/HST Exempt

Matter No.: 2028-002
Invoice No. 36785
Date: May 11, 2021

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 33 of The Solicitor's Act, interest will be charged at the rate of 4.00% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c. C.43, as amended, and in the matter of Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

2615333 ONTARIO INC.

Applicant

- and -

CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC. *et al*

Respondents

Court File No.: CV-20-00651299-00CL

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

Proceedings commenced at Toronto, Ontario

**FIRST BILL OF COSTS OF
THORNTON GROUT FINNIGAN LLP, THE
SOLICITORS TO RSM CANADA LIMITED IN ITS
CAPACITY AS COURT-APPOINTED RECEIVER**

THORNTON GROUT FINNIGAN LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7

Rebecca L. Kennedy (LSO# 61146S)

Tel: (416) 304-0603

Email: rkennedy@tgf.ca

Alexander Soutter (LSO# 72403T)

Tel: (416) 304-0595

Email: asoutter@tgf.ca

Lawyers for the Court-Appointed Receiver

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

B E T W E E N:

2615333 ONTARIO INC.

Applicant

- and -

CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC., 9654461 CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445 CANADA INC.

Respondents

APPLICATION UNDER SUBSECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED

**SECOND BILL OF COSTS
OF THORNTON GROUT FINNIGAN LLP,
THE SOLICITORS TO RSM CANADA LIMITED
IN ITS CAPACITY AS COURT-APPOINTED RECEIVER**

For the period ending December 31, 2021

May-03-21	Call with the Receiver and counsel for Applicant as to effect of appeal, strategy and timing for next steps, motion to be brought; consider legal position of the debtor and issues as to health and safety concerns; emails from A. Soutter and counsel for Applicant;	0.70	DJM
	Review and respond to email correspondence; prepare for and attend video conference with B. Tannenbaum and others regarding necessary conservatory measures;	1.00	RK
	Videoconference with B. Tannenbaum and others; draft letter to D. Ullmann;	1.50	AIS
	Review detailed email from A. Soutter regarding motion before Justice Cavanagh, appeal of receivership order by respondents, and [REDACTED]; briefly review April 15 receivership order; email to Commercial List scheduling clerk to request time for motion amending receivership order; briefly review Notice of Appeal; detailed review of [REDACTED] and procedures for scheduling appeals and related motions during COVID;	1.60	RGM

	review [REDACTED] and BIA provisions regarding appeals as of right; detailed email to A. Soutter regarding same;		
May-04-21	Emails from the Receiver as to information in support of motion; review and revise draft response to D. Ullman and emails with A. Soutter and the Receiver as to same; email from W. Greenspoon-Soer;	0.40	DJM
	Review and respond to email correspondence; review letter; review commercial list form; comments on same;	0.80	RK
	Emails and discussion with R. Manea regarding scheduling a motion before Justice Cavanagh; edits to a draft letter to D. Ullmann; emails with B. Tannenbaum and others regarding the motion; preparing a Receiver's Report;	2.00	AIS
May-05-21	Emails from and to D. Ullmann as to motion to be scheduled, his position on same, his view of the appeal and any stay, our responses to same; emails with the Receiver [REDACTED]; discussion with A. Soutter as to scheduling case conference;	0.60	DJM
	Various emails from D. Ullmann and A. Soutter and others; telephone call with A. Soutter; telephone call with D.J. Miller;	1.80	RK
	Discussion with C. Trudell regarding research on provisional execution of a receivership order;	0.50	AIS
	Telephone call with J. Hart; review of email from D. Ullmann and draft response; review of an email from J. Hart; discussion with R. Kennedy regarding next steps; various emails with D. Ullmann regarding scheduling a chambers appointment and the effect of the stay;	1.00	AIS
	Email from A. Soutter regarding May 26 date and update to Comm List scheduling clerk regarding same; further emails and instructions from A. Soutter regarding [REDACTED]; [REDACTED]; email to Commercial List scheduling clerk requesting 9:30 date; emails with A. Soutter regarding May 10 date; call with A. Soutter regarding [REDACTED]; [REDACTED]; review email correspondence from D. Ullmann and M. Abramowitz regarding scheduling of motion and 9:30 chambers appointment;	0.90	RGM
	Research regarding sections 193 and 195 of the BIA and preparing memorandum regarding same;	2.30	CT
May-06-21	Review and respond to emails from A. Soutter; telephone call with A. Soutter;	0.80	RK
	Telephone call with M. Abramowitz regarding the chambers appointment and scheduling of a motion; review of a 9:30 request form; discussion with R. Kennedy regarding scheduling the motion and emails with M. Greenspoon-Soer and M. Abramowitz regarding same; discussion with C. Trudell regarding the motion to vary;	1.50	AIS

	Review emails from A. Soutter and M. Abramowitz regarding update on availability of respondents' counsel to attend on 9:30 chambers appointment on May 10; instructions from A. Soutter, prepare 9:30 Commercial List request form for chambers appointment, revise same to include comments from A. Soutter;	0.80	RGM
	Research regarding sections 193 and 195 of the BIA and provisional execution;	8.70	CT
May-07-21	Review and respond to email correspondence; telephone call with A. Soutter; attend call with W. Greenspoon-Soer;	1.20	RK
	Telephone calls with J. Berger, R. Kennedy, and M. Abramowitz regarding the motion to vary the receivership order and a scheduling attendance; review of research regarding the motion to vary the receivership;	0.90	AIS
	Email and instructions from A. Soutter regarding 9:30 appointment form, briefly review and provide same to Commercial List scheduling clerk; receive confirmation of scheduling of 9:30 appointment;	0.20	RGM
	Revisions to research memo;	0.50	CT
May-08-21	Review of research regarding sections 193 and 195 of the BIA and varying an order to provide for provisional execution; preparing a Notice of Motion;	2.30	AIS
	Update memo citations; correspondence with A. Soutter concerning memo updates;	0.90	CT
May-10-21	Receive and review draft Receiver's Report; email from A. Soutter as to results of case conference and scheduling of motion;	0.20	DJM
	Review and respond to email correspondence; telephone call with A. Soutter; prepare for and attend court hearing; emails regarding same; emails regarding tax arrears;	1.90	RK
	Discussion with R. Kennedy regarding the chambers appointment; preparation for and attendance at the chambers appointment; reporting to B. Tannenbaum and others regarding the motion and next steps; review of Cavanagh J's endorsement; arranging a Zoom link, etc., for the May 26 motion; email to M. Abramowitz with a timetable; email from J. Berger and review of the draft First Receiver's Report; revision to the First Receiver's Report;	3.10	AIS
May-11-21	Review and respond to email correspondence; review of report;	1.00	RK
	Discussion with R. Kennedy regarding the First Receiver's Report; revision to the First Receiver's Report;	0.80	AIS
May-12-21	Emails as to case conference and call to be held as to next steps and coordinating same;	0.20	DJM

	Emails from A. Soutter; review of revised Report; emails regarding same;	1.00	RK
	Emails with J. Hart; preparing the Factum;	3.30	AIS
May-13-21	Call with RSM and counsel as to upcoming attendance before Justice Cavanagh and regarding the appeal; consider strategy and options; review draft Report; review draft motion materials; emails to A. Soutter; emails from and to M. Kennedy as to motion materials; emails as to claims process; [REDACTED]	1.00	DJM
	Email and telephone call with J. Berger; review of revised report; email to A. Soutter regarding same; telephone call with A. Soutter; prepare for and attend call with RSM, W. Greenspoon-Soer and TGF team; further review of materials; comments to A. Soutter regarding same; telephone call with A. Soutter regarding s. 193/195; telephone call with D.J. Miller; further call with A. Soutter;	2.50	RK
	Review of revisions to the First Monitor's Report; discussion with C. Trudell regarding revisions to the Notice of Motion; videoconference with J. Hart re concerns over property standards; discussion with R. Kennedy regarding the motion; videoconference with B. Tannenbaum and others to discuss the Report and approach to argument on the motion; discussion with R. Kennedy regarding the Factum; revision to the Factum;	7.70	AIS
	Review and revision of the Notice of Motion and Factum;	4.40	CT
May-14-21	Emails to and from A. Soutter as to draft motion materials; provide comments on same;	0.50	DJM
	Review and comment on materials; emails regarding same;	0.50	RK
	Revision to the First Report, draft Order, and Factum; emails with B. Tannenbaum and others to review final versions of the materials;	3.30	AIS
May-17-21	Review and revise draft Factum for motion to permit preservation of property pending appeal; emails to and from A. Soutter and R. Kennedy as to same;	0.50	DJM
	Revision to the Factum and discussion regarding same with DJ Miller and R. Kennedy;	1.00	AIS
May-18-21	Emails as to Factum; review and revise same; discussion with A. Soutter;	0.30	DJM
	Revise Factum;	0.40	CT
May-21-21	Emails with R. Kennedy as to motion next week and coordinating same;	0.20	DJM
	Emails to and from D.J. Miller; review factum; discuss file with A. Soutter;	1.50	RK
	Review of the Respondents' Factum;	0.40	AIS

May-25-21	Review of the Respondents' factum; preparation for the motion;	5.00	AIS
	Telephone call with J. Berger;	0.10	AIS
	Call with A. Soutter and instructions regarding uploading Motion Record and Factum in CaseLines for motion on May 26 and attend to same; briefly review draft Order (Conservatory Measures), emails and call with A. Soutter regarding revisions to same and inserting Schedule A - Properties (list of PINs); revise Order and circulate clean and blackline to A. Soutter; further call with A. Soutter regarding filing of motion record and factum, Affidavit of Service for same and details for draft order; review service emails and prepare Affidavit of Service; circulate same to L. Wynne with instructions for commissioning call tomorrow morning; emails with A. Soutter regarding counsel slip and attendance; prepare counsel slip and circulate same to A. Soutter;	2.50	RGM
May-26-21	Emails from and to R. Kennedy and discussion with R. Kennedy as to motion for interim relief; call with R. Kennedy, A. Soutter, W. Greenspoon-Soer and the Receiver as to results of court attendance, [REDACTED]; email to A. Soutter as to same;	0.90	DJM
	Prepare for and attend court hearing; debrief meeting;	3.50	RK
	Preparation for and attendance at the motion;	4.50	AIS
	Attend affidavit of service commission call with L. Wynne; commission Affidavit of Service; attend to filing of motion record and factum for today's motion in OneKey; email to A. Soutter regarding same;	0.80	RGM
May-27-21	Receive and review decision of the Court dismissing Receiver's motion; emails to R. Kennedy as to same;	0.40	DJM
	Email from Justice Cavanagh; review of decision; email to team regarding same;	0.30	RK
May-28-21	Call with RSM and R. Kennedy and discussion [REDACTED];	0.50	DJM
	Review of decision; email from B. Tannenbaum;	0.30	RK
	Prepare for and attend call with B. Tannenbaum, J. Berger and D.J. Miller;	0.50	RK
May-31-21	Instructions from A. Soutter regarding preparation of costs outline for motion to vary receivership order and prepare same; circulate draft to A. Soutter;	3.10	RGM
Jun-01-21	Review email and instructions from A. Soutter regarding revisions to Costs Outline;	0.10	RGM

Jun-02-21	Emails from R. Kennedy and from RSM [REDACTED];	0.10	DJM
	Email from J. Berger; draft email to W. Greenspoon-Soer; emails to B. Tannenbaum and J. Berger; reply from same; email to W. Greenspoon-Soer;	0.60	RK
	Revise Costs Outline and calculations; emails with A. Soutter [REDACTED] further revisions to Costs outline;	2.10	RGM
Jun-03-21	Email from W. Greenspoon-Soer; email from and to A. Soutter; telephone call from A. Soutter;	0.30	RK
	Review of emails between R. Kennedy and B. Tannenbaum and others regarding [REDACTED]; discussion with R. Kennedy regarding same; review of emails between R. Kennedy and W. Greenspoon-Soer;	0.50	AIS
Jun-07-21	Review email from D. Ullman as to proposed meeting with RSM and email to RSM with recommendations on same;	0.20	DJM
	Email from D. Ullmann; email to B. Tannenbaum; reply from same; email from D.J. Miller;	0.40	RK
Jun-08-21	Telephone call from B. Tannenbaum;	0.20	RK
Jun-09-21	Review [REDACTED];	0.10	DJM
	Preparing a draft responding email to D. Ullmann;	0.20	AIS
Jun-10-21	Telephone call and emails with B. Tannenbaum regarding [REDACTED];	0.10	AIS
Jun-16-21	Review and consider letter sent by D. Ullman to the Court of Appeal;	0.10	DJM
Jun-17-21	Email from R. Kennedy [REDACTED] and call to be scheduled [REDACTED];	0.10	DJM
Jun-18-21	Prepare for and attend call regarding cost issue; further discussion with A. Soutter regarding same;	0.60	RK
	Videoconference with B. Tannenbaum, J. Berger and R. Kennedy regarding the issue of costs of the motion before Cavanagh J;	0.20	AIS
Jun-21-21	Email from Receiver as to materials filed with the Court of Appeal;	0.10	DJM
	Draft email to D. Ullmann regarding costs of the motion before Cavanagh, J;	0.40	AIS
Jun-22-21	Emails with A. Soutter as to cost submissions; emails from RSM and from W. Greenspoon-Soer;	0.20	DJM

	Emails with B. Tannenbaum and DJ Miller regarding the issue of costs;	0.20	AIS
Jun-23-21	Emails from and to A. Soutter;	0.50	RK
	Prepare memorandum; searched annotated BIA; searched CED and case law regarding costs; email to A. Soutter regarding further instructions;	2.90	CT
Jun-24-21	Review of research regarding costs and discussion with C. Trudell regarding same;	0.50	AIS
	Telephone call with A. Soutter regarding further instructions;	0.30	CT
	Drafting and revising memorandum; researching cases and annotated BIA search; research of WestLaw secondary sources and case law look up;	3.60	CT
Jun-25-21	Review of appellant's certificate of perfection and email to R. Kennedy regarding the appeal;	0.10	AIS
Jun-29-21	Email containing costs submissions from Blaneys; email to A. Soutter;	0.30	RK
	Review of correspondence and cost submissions from D. Ullmann;	0.30	AIS
Jun-30-21	Receive and review letter from W. Greenspoon-Soer to debtor's counsel;	0.10	DJM
	Review of correspondence from W. Greenspoon-Soer;	0.10	AIS
Jul-05-21	Preparing costs submissions;	2.00	AIS
Jul-06-21	Review and revise draft cost submissions for motion and email to A. Soutter;	0.20	DJM
	Discussion with R. Kennedy regarding the costs submissions; preparing the cost submissions; emails with J. Berger regarding the costs submissions;	1.80	AIS
Jul-07-21	Emails with A. Soutter as to finalizing cost submissions; emails from W. Greenspoon-Soer; emails with the Receiver to schedule call to discuss next steps;	0.30	DJM
	Emails regarding cost submissions;	0.30	RK
	Revision to the costs submissions; email to B. Tannenbaum and J. Berger regarding the costs submissions; email to W. Greenspoon-Soer regarding the costs submissions;	0.70	AIS
	Instructions from A. Soutter regarding service of Costs Submissions and providing to court tomorrow and regarding hyperlinking of footnote references; work on hyperlinking footnote references in Costs Submissions, attend to final formatting aspects of document and provide to A. Soutter for signature;	0.90	RGM
Jul-08-21	Call with RSM and W. Greenspoon-Soer as to next steps in appeal, dealing with costs submissions in respect of motion, considering various relief to be sought at court of appeal and timing for same, and our cost	0.70	DJM

	submissions; email from W. Greenspoon-Soer with draft cost submissions and review same;		
	Videoconference with clients, D.J. Miller and W. Greenspoon-Soer regarding costs submissions and preparation for same; review of the Applicant's costs submissions;	0.90	AIS
Jul-09-21	Review of correspondence from the Town of Ajax's lawyers;	0.10	AIS
	Emails with A. Soutter regarding process for service of Costs Submissions and providing same to Justice Cavanagh; attend to service; email Costs Submissions to Commercial List clerk for judge's review; prepare Affidavit of Service for same; attend commissioning call for same with G. Kalkounis;	1.50	RGM
Jul-12-21	Receive and review letter from the Court of Appeal and consider same, including as to timing of hearing of motions; email from Receiver;	0.20	DJM
	Emails with A. Soutter regarding filing of Costs Submissions and email from registrar regarding same;	0.10	RGM
Jul-13-21	Emails with J. Berger regarding the status of the appeal;	0.10	AIS
Jul-15-21	Email from A. Soutter; reply to same;	0.20	RK
Aug-27-21	Review of Justice Cavanagh's costs endorsement;	0.20	AIS
Aug-30-21	Telephone call with A. Soutter; prepare for and attend call with W. Greenspoon-Soer, B. Tannenbaum and J. Berger;	0.70	RK
	Telephone call with R. Kennedy; videoconference with B. Tannenbaum, R. Kennedy, W. Greenspoon-Soer and J. Berger regarding the costs decision and other matters;	0.70	AIS
Sep-09-21	Emails from and to W. Greenspoon-Soer; emails with D.J. Miller; telephone call with D.J. Miller; telephone call with W. Greenspoon-Soer;	0.50	RK
Sep-20-21	Review and respond to email correspondence; telephone calls with A. Soutter and W. Greenspoon-Soer;	0.40	RK
	Email from W. Greenspoon-Soer; call with R. Kennedy; call with W. Greenspoon-Soer and R. Kennedy;	0.20	AIS
Sep-21-21	Review of email correspondence;	0.30	RK
	Emails from W. Greenspoon-Soer and A. Brochu;	0.20	AIS
Sep-24-21	Emails from W. Greenspoon-Soer and A. Soutter;	0.20	RK
	Review of emails;	0.20	RK
Oct-08-21	Review of email correspondence;	0.20	RK

	Call from D. Chocla;	0.20	AIS
Oct-13-21	Review of Notices of Garnishment;	0.10	AIS

<u>Lawyer</u>	<u>Hours</u>	<u>Amount</u>
D. J. Miller	8.80	9,240.00
Rebecca Kennedy	24.50	19,600.00
Alexander Soutter	48.70	26,785.00
Roxana Manea (Law Clerk)	14.60	4,380.00
Carol Trudell (student)	24.00	7,800.00

TOTAL FEE HEREIN	\$67,805.00	
HST on Fees	<u>\$8,814.65</u>	
Total Fees and HST		\$76,619.65

Disbursements:

Computer Research	\$746.34
Filing of Motion Record*	\$320.00

Total Taxable Disbursements	\$746.34
HST on Disbursements	\$97.02

Total Non-Taxable Disbursements	<u>\$320.00</u>
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Total Disbursements and HST		<u>\$1,163.36</u>
Total Fees, Disbursements & HST		\$77,783.01

OUR ACCOUNT HEREIN		<u>\$77,783.01</u>
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Thornton Grout Finnigan LLP

Per: Rebecca L. Kennedy

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 2028-002
 Invoice No. 38001
 Date: Mar 15/22

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c. C.43, as amended, and in the matter of Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

2615333 ONTARIO INC.
Applicant

- and -

CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC. *et al*

Respondents

Court File No.: CV-20-00651299-00CL

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

Proceedings commenced at Toronto, Ontario

**SECOND BILL OF COSTS OF
THORNTON GROUT FINNIGAN LLP, THE
SOLICITORS TO RSM CANADA LIMITED IN ITS
CAPACITY AS COURT-APPOINTED RECEIVER**

THORNTON GROUT FINNIGAN LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7

Rebecca L. Kennedy (LSO# 61146S)
Tel: (416) 304-0603
Email: rkennedy@tgf.ca

Alexander Soutter (LSO# 72403T)
Tel: (416) 304-0595
Email: asoutter@tgf.ca

Lawyers for the Court-Appointed Receiver

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

B E T W E E N:

2615333 ONTARIO INC.

Applicant

- and -

CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC., 9654461
CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445 CANADA
INC.

Respondents

**APPLICATION UNDER SUBSECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY
ACT*, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE *COURTS OF
JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED**

**THIRD BILL OF COSTS
OF THORNTON GROUT FINNIGAN LLP,
THE SOLICITORS TO RSM CANADA LIMITED
IN ITS CAPACITY AS COURT-APPOINTED RECEIVER**

For the period ending March 14, 2022

Jan-11-22	Emails with R. Kennedy;	0.10	DJM
Feb-16-22	[REDACTED];	0.40	RK
	Emails from [REDACTED];	0.60	AIS
Feb-17-22	Review of letter; comment on same;	0.20	RK
	Review of [REDACTED];	0.20	AIS
Feb-24-22	Various emails [REDACTED]; emails [REDACTED];	0.40	DJM
Feb-25-22	Telephone call with J. Berger;	0.30	RK

Mar-04-22

Telephone call and emails with J. Berger;

0.30

RK

<u>Lawyer</u>	<u>Hours</u>	<u>Amount</u>
D. J. Miller	0.50	550.00
Rebecca Kennedy	1.20	1,020.00
Alexander Soutter	0.80	500.00
TOTAL FEE HEREIN		\$2,070.00
HST on Fees		<u>\$269.10</u>

Total Fees and HST **\$2,339.10**

OUR ACCOUNT HEREIN **\$2,339.10**

Thornton Grout Finnigan LLP

Per: Rebecca L. Kennedy

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 2028-002
Invoice No. 38002
Date: Mar 15/22

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6.00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c. C.43, as amended, and in the matter of Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

2615333 ONTARIO INC.

Applicant

- and -

CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC. *et al*

Respondents

Court File No.: CV-20-00651299-00CL

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

Proceedings commenced at Toronto, Ontario

**THIRD BILL OF COSTS OF
THORNTON GROUT FINNIGAN LLP, THE
SOLICITORS TO RSM CANADA LIMITED IN ITS
CAPACITY AS COURT-APPOINTED RECEIVER**

THORNTON GROUT FINNIGAN LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7

Rebecca L. Kennedy (LSO# 61146S)

Tel: (416) 304-0603

Email: rkennedy@tgf.ca

Alexander Soutter (LSO# 72403T)

Tel: (416) 304-0595

Email: asoutter@tgf.ca

Lawyers for the Court-Appointed Receiver

ONTARIO
SUPERIOR COURT OF JUSTICE

(COMMERCIAL LIST)

BETWEEN:

2615333 ONTARIO INC.

Applicant

- and -

**CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC., 9654461
CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445 CANADA INC.**

Respondents

**APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT,
R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT,
R.S.O. 1990, c. C.43, AS AMENDED**

**FOURTH BILL OF COSTS
OF THORNTON GROUT FINNIGAN LLP,
THE SOLICITORS TO RSM CANADA LIMITED
IN ITS CAPACITY AS COURT-APPOINTED RECEIVER**

For the period ending March 31, 2022

Jan-10-22	Email from potential purchaser's counsel; email from D.J. Miller;	0.20	RK
Mar-10-22	Emails from T. Liu; review same; telephone call with J. Berger;	0.50	RK
Mar-15-22	Emails with R. Kennedy and G. Kalkounis regarding fee approvals and bills of cost after receivership order appeal ended;	0.60	RGM
Mar-24-22	Telephone call with J. Berger;	0.20	RK
Mar-28-22	Review of lease agreements; review of term sheet; telephone call with J. Berger;	1.10	RK
Mar-29-22	Emails to and from M. Gaspar regarding leases;	0.30	RK
	Draft memo [REDACTED]; provide same to R. Kennedy;	2.20	MJCG

Mar-31-22

Emails and telephone call with W. Greenspoon;

0.30

RK

<u>Lawyer</u>	<u>Hours</u>	<u>Amount</u>
Rebecca Kennedy	2.60	2,210.00
Roxana Manea (Law Clerk)	0.60	210.00
Marco Gaspar (student)	2.20	880.00

TOTAL FEE HEREIN **\$3,300.00**
HST on Fees **\$429.00**

Total Fees and HST **\$3,729.00**

Disbursements:
 Computer Research \$13.53

Total Taxable Disbursements **\$13.53**
HST on Disbursements **\$1.76**

Total Non-Taxable Disbursements **\$0.00**
Total Disbursements and HST **\$15.29**

Total Fees, Disbursements & HST **\$3,744.29**

OUR ACCOUNT HEREIN **\$3,744.29**

Thornton Grout Finnigan LLP



Per: Rebecca Kennedy

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 2028-002

Invoice No. 38158

Date: Apr 26/22

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c. C.43, as amended, and in the matter of Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

2615333 ONTARIO INC.

Applicant

- and -

CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC. *et al*

Respondents

Court File No.: CV-20-00651299-00CL

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

Proceedings commenced at Toronto, Ontario

**FOURTH BILL OF COSTS OF
THORNTON GROUT FINNIGAN LLP, THE
SOLICITORS TO RSM CANADA LIMITED IN ITS
CAPACITY AS COURT-APPOINTED RECEIVER**

THORNTON GROUT FINNIGAN LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7

Rebecca L. Kennedy (LSO# 61146S)

Tel: (416) 304-0603

Email: rkennedy@tgf.ca

Alexander Soutter (LSO# 72403T)

Tel: (416) 304-0595

Email: asoutter@tgf.ca

Lawyers for the Court-Appointed Receiver

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

BETWEEN:

2615333 ONTARIO INC.

Applicant

- and -

CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC., 9654461
CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445 CANADA INC.

Respondents

APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT,
R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT,
R.S.O. 1990, c. C.43, AS AMENDED

FIFTH BILL OF COSTS
OF THORNTON GROUT FINNIGAN LLP,
THE SOLICITORS TO RSM CANADA LIMITED
IN ITS CAPACITY AS COURT-APPOINTED RECEIVER

For the period ending: April 30, 2022

Apr-04-22	Email from and to J. Berger; telephone call to J. Berger; consider Receiver's certificate;	0.70	RK
Apr-05-22	Draft Receiver's certificate; emails to J. Berger regarding same;	2.00	RK
Apr-07-22	Review of emails regarding funding; review of revisions to certificate; email to J. Berger regarding same;	0.50	RK

<u>Lawyer</u>	<u>Hours</u>	<u>Amount</u>
Rebecca Kennedy	3.20	2,720.00

TOTAL FEE HEREIN
HST on Fees

\$2,720.00
\$353.60

Total Fees and HST

\$3,073.60

OUR ACCOUNT HEREIN

\$3,073.60

Thornton Grout Finnigan LLP



Per: Rebecca Kennedy

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 2028-002

Invoice No. 38205

Date: May 10/22

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

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

BETWEEN:

2615333 ONTARIO INC.

Applicant

- and -

**CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC., 9654461
CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445 CANADA INC.**

Respondents

**APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT,
R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT,
R.S.O. 1990, c. C.43, AS AMENDED**

**SIXTH BILL OF COSTS
OF THORNTON GROUT FINNIGAN LLP,
THE SOLICITORS TO RSM CANADA LIMITED
IN ITS CAPACITY AS COURT-APPOINTED RECEIVER**

For the period ending June 30, 2022

May-04-22	Review of the Flower Bong Lease and considering related issues;	0.30	AIS
May-05-22	Call with J. Berger, B. Tannenbaum, A. Brown and A. Soutter regarding the Flower Bong Variety lease;	0.30	RK
	Call with J. Berger, B. Tannenbaum, A. Brown and R. Kennedy regarding the Flower Bong Variety lease;	0.30	AIS
May-09-22	Emails with J. Berger regarding 132 Harwood; draft letter to Flower Bong Variety;	0.90	AIS
May-10-22	Review of email correspondence and draft letter; email to A. Soutter regarding same;	0.50	RK

	Revision to the draft letter to Flower Bong Variety; related emails with J. Berger; review of the draft confidentiality agreement;	0.80	AIS
May-11-22	Review comments from J. Berger on letter to Flower Bong and emails regarding same;	0.20	AIS
May-13-22	Discussion with R. Kennedy and revision to the letter to Flower Bong;	0.30	AIS
May-16-22	Review of letter; review and reply to email correspondence; review ██████████; telephone call with A. Soutter;	0.60	RK
	Emails with J. Berger regarding the letter to Flower Bong and instructions to send that letter; email from B. Tannenbaum regarding the Town of Ajax's request for a meeting and considering same; discussing same with R. Kennedy;	1.00	AIS
May-17-22	Emails to and from A. Soutter;	0.30	RK
	Review letter from ██████████ and consider ██████████; discussion with B. Tannenbaum and J. Berger regarding correspondence ██████████	1.10	AIS
May-19-22	Videoconference with ██████████, J. Hart, A. Brown, W. Greenspoon-Soer, J. Berger, B. Tannenbaum, G. Romanowski, R. Hawkshaw and A. Biggart; follow-up videoconference with J. Hart, A. Brown, W. Greenspoon-Soer, J. Berger, B. Tannenbaum, R. Hawkshaw and A. Biggart; follow up videoconference with A. Brown, W. Greenspoon-Soer, J. Berger, and B. Tannenbaum; email to A. Brown, W. Greenspoon-Soer, J. Berger, and B. Tannenbaum regarding ██████████;	1.60	AIS
May-25-22	Emails with W. Greenspoon-Soer; email to B. Tannenbaum and J. Berger regarding the status of the Town of Ajax sending a development agreement;	0.30	AIS
May-26-22	Emails from B. Tannenbaum and J. Berger regarding discussions with the Town of Ajax;	0.20	AIS
May-30-22	Correspondence from ██████████; draft reply; discussion with R. Kennedy regarding same;	0.70	AIS
May-31-22	Review and respond to email correspondence; review of letter from Cassels; review of response; update call with A. Soutter;	0.80	RK
	Discussion with R. Kennedy regarding the draft letter ██████████ ██████████ email to B. Tannenbaum and J. Berger regarding same;	2.00	AIS

Jun-06-22	Emails from and to A. Soutter;	0.30	RK
	Emails with W. Greenspoon-Soer; emails with J. Hart regarding having the Receiver attend at a council meeting; discussion with B. Tannenbaum regarding same; review of the parcel abstracts for the various Harwood Properties; review of the loan agreements underlying the various mortgages in favour of the applicant;	2.00	AIS
Jun-10-22	Discussion with R. Kennedy regarding retaining counsel to provide a real estate opinion and next steps with the Town of Ajax; voicemail to R. Lebow; email to B. Tannenbaum regarding next steps with the Town of Ajax;	0.30	AIS
Jun-15-22	Review of email correspondence; attend call with RSM;	0.50	RK
	Videoconference with B. Tannenbaum, J. Berger, A. Brown and R. Kennedy; emails with that group regarding a potential sales process;	0.60	AIS
Jun-19-22	Email from J. Hart;	0.20	AIS
Jun-20-22	Review and respond to email correspondence; review of order; emails regarding potential sale;	0.50	RK
	Discussion with the Receiver and A. Brown regarding recent correspondence from J. Hart;	0.10	AIS
Jun-21-22	Review and respond to email correspondence; telephone call with A. Soutter; telephone call with RSM and A. Brown; telephone call with [REDACTED]; update email to client;	2.00	RK
	Emails from W. Greenspoon-Soer; discussion regarding same with R. Kennedy; videoconference with the Receiver, A. Brown and R. Kennedy regarding recent correspondence from J. Hart and W. Greenspoon-Soer;	1.70	AIS
Jun-22-22	Emails from R. Kennedy regarding discussions with counsel [REDACTED]; draft email to W. Greenspoon-Soer; telephone call with B. Tannenbaum and W. Greenspoon-Soer; telephone call with B. Tannenbaum;	1.00	AIS
Jun-23-22	Email from [REDACTED] and review [REDACTED] slide deck;	0.70	AIS
Jun-24-22	Prepare for and attend call [REDACTED]; review and respond to email correspondence; discuss file with A. Soutter;	1.20	RK
	Emails with B. Tannenbaum;	0.40	AIS
Jun-27-22	Review and respond to email correspondence; prepare for and attend call with Town, bidder and RSM; debrief call with	1.20	RK

RSM;

Email from [REDACTED] and related emails arranging a call; 1.90 AIS
 preparation for and attendance at videoconference with counsel
 to the Town and counsel [REDACTED]; further
 videoconference with J. Berger and R. Kennedy;

<u>Lawyer</u>	<u>Hours</u>	<u>Amount</u>	
Rebecca Kennedy	8.20	6,970.00	
Alexander Soutter	18.60	11,625.00	
TOTAL FEE HEREIN		\$18,595.00	
HST on Fees		<u>\$2,417.35</u>	
Total Fees and HST			\$21,012.35

Disbursements:
Total Fees, Disbursements & HST **\$21,012.35**

OUR ACCOUNT HEREIN **\$21,012.35**

Thornton Grout Finnigan LLP



Per: Rebecca Kennedy

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 2028-002

Invoice No. 38462

Date: Jul 13/22

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c. C.43, as amended, and in the matter of Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

2615333 ONTARIO INC.

Applicant

- and -

CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC. *et al*

Respondents

Court File No.: CV-20-00651299-00CL

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

Proceedings commenced at Toronto, Ontario

**UKZVH BILL OF COSTS OF
THORNTON GROUT FINNIGAN LLP, THE
SOLICITORS TO RSM CANADA LIMITED IN ITS
CAPACITY AS COURT-APPOINTED RECEIVER**

THORNTON GROUT FINNIGAN LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7

Rebecca L. Kennedy (LSO# 61146S)

Tel: (416) 304-0603

Email: rkennedy@tgf.ca

Alexander Soutter (LSO# 72403T)

Tel: (416) 304-0595

Email: asoutter@tgf.ca

Lawyers for the Court-Appointed Receiver

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

BETWEEN:

2615333 ONTARIO INC.

Applicant

- and -

**CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC., 9654461
CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445 CANADA INC.**

Respondents

**APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY
ACT, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE
ACT, R.S.O. 1990, c. C.43, AS AMENDED**

**SEVENTH BILL OF COSTS
OF THORNTON GROUT FINNIGAN LLP,
THE SOLICITORS TO RSM CANADA LIMITED
IN ITS CAPACITY AS COURT-APPOINTED RECEIVER**

For the period ending July 31, 2022

Jul-01-22	Emails from J. Hart [REDACTED]; discussion with R. Kennedy regarding same;	0.40	AIS
Jul-05-22	Emails regarding potential stalking horse; emails regarding update on process;	0.40	RK
	Email from J. Hart; emails with B. Tannenbaum and J. Berger; email to [REDACTED]; email to R. Lebow for an update on his opinion;	0.50	AIS
Jul-06-22	Emails regarding stalking horse bid; telephone call with A. Soutter;	0.80	RK
	Emails with [REDACTED]; emails with B. Tannenbaum; telephone call with [REDACTED] and discussion with R. Kennedy regarding same;	1.70	AIS

Jul-12-22	Review of email correspondence;	0.30	RK
	Review correspondence from D. Ullmann and discussion with R. Kennedy regarding same;	0.20	AIS
Jul-13-22	Review of letter; draft reply to B. Tannenbaum; various emails with A. Soutter;	0.70	RK
Jul-15-22	Emails from and to A. Soutter; review of letter; emails regarding same;	0.90	RK
	Email to ██████████; draft letter to D. Ullmann; email to W. Greenspoon-Soer;	0.70	AIS
Jul-18-22	Email from B. Tannenbaum; further review of letter; instructions regarding same;	0.40	RK
Jul-19-22	Emails regarding security opinion;	0.40	RK
	Call with B. Tannenbaum regarding ██████████ ██████████; email from R. Lebow; telephone call with ██████████; further call with B. Tannenbaum regarding same;	0.80	AIS
Jul-20-22	Prepare for and attend call with RSM and R. Lebow;	1.00	RK
	Email from ██████████; emails regarding same with B. Tannenbaum, R. Kennedy and A. Brown; email from D. Ullmann; discussion with B. Tannenbaum, J. Berger, R. Kennedy and R. Lebow;	1.20	AIS
Jul-21-22	Emails regarding correspondence with D. Ullmann;	0.40	RK
	Discussion with R. Kennedy regarding response to D. Ullmann;	0.20	AIS
Jul-22-22	Email to W. Greenspoon-Soer;	0.10	AIS
Jul-23-22	Review correspondence from W. Greenspoon-Soer and enclosures; summary of same; discussion with R. Kennedy regarding same;	1.40	AIS
Jul-27-22	Review and respond to email correspondence; telephone call with A. Soutter; prepare for and attend call with RSM and A. Soutter;	1.10	RK
	Videoconference with B. Tannenbaum, J. Berger and R. Kennedy; review of the draft sales procedure and stalking horse agreement;	2.50	AIS
Jul-28-22	Email from and to J. Hart;	0.20	RK
	Review of the draft sales process; discussion regarding same with R. Kennedy; email from J. Hart; brief review of draft	1.00	AIS

opinion from R. Lebow;

Jul-29-22	Review of SISP and Stalking Horse Agreement; email to A. Soutter regarding same; emails from and to J. Hart and B. Tannenbaum;	2.90	RK
	Emails from J. Hart and R. Kennedy regarding a meeting with between the Town and Receiver; discussion with R. Kennedy regarding the draft sales process;	0.70	AIS

<u>Lawyer</u>	<u>Hours</u>	<u>Amount</u>	
Rebecca Kennedy	9.50	8,075.00	
Alexander Soutter	11.40	7,125.00	
TOTAL FEE HEREIN		\$15,200.00	
HST on Fees		<u>\$1,976.00</u>	
Total Fees and HST			\$17,176.00

Disbursements:

Photocopies	\$0.75	
Photocopies - Color	\$0.30	
Total Taxable Disbursements	\$1.05	
HST on Disbursements	\$0.14	
Total Non-Taxable Disbursements	<u>\$0.00</u>	
Total Disbursements and HST		<u>\$1.19</u>
Total Fees, Disbursements & HST		\$17,177.19
OUR ACCOUNT HEREIN		<u>\$17,177.19</u>

Thornton Grout Finnigan LLP



Per: Rebecca Kennedy

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 2028-002

Invoice No. 38606

Date: Aug 23/22

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6.00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c. C.43, as amended, and in the matter of Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

2615333 ONTARIO INC.

Applicant

- and -

CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC. *et al*

Respondents

Court File No.: CV-20-00651299-00CL

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

Proceedings commenced at Toronto, Ontario

**UGXGPVH BILL OF COSTS OF
THORNTON GROUT FINNIGAN LLP, THE
SOLICITORS TO RSM CANADA LIMITED IN ITS
CAPACITY AS COURT-APPOINTED RECEIVER**

THORNTON GROUT FINNIGAN LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7

Rebecca L. Kennedy (LSO# 61146S)

Tel: (416) 304-0603

Email: rkennedy@tgf.ca

Alexander Soutter (LSO# 72403T)

Tel: (416) 304-0595

Email: asoutter@tgf.ca

Lawyers for the Court-Appointed Receiver

	RSM; further emails on agreements; review of email from potential bidder; reply to same;		
Aug-15-22	Review and respond to email correspondence; review of revised agreement; prepare for and attend call with potential bidder; debrief call with RSM;	1.00	RK
Aug-16-22	Review various emails from A. Brown, J. Hart and others regarding the status of the stalking horse agreement and development agreement;	0.50	AIS
Aug-17-22	Review of emails regarding Asset Purchase Agreement and Development Agreement;	1.00	RK
Aug-18-22	Review and respond to email correspondence;	0.40	RK
Aug-22-22	Review and respond to email correspondence; review of agreement with architect; review of development agreement;	1.00	RK
Aug-23-22	Review and respond to email correspondence; attend call with A. Brown and B. Tannenbaum;	0.50	RK
Aug-24-22	Review and respond to email correspondence;	0.50	RK
Aug-26-22	Review of revised agreement [REDACTED]; review of email from B. Tannenbaum; prepare for and attend update call with RSM and A. Brown; draft and send emails to [REDACTED];	1.80	RK
Aug-29-22	Review of information regarding bidder; prepare for and attend call with RSM and [REDACTED]; further emails regarding bidder;	1.20	RK

<u>Lawyer</u>	<u>Hours</u>	<u>Amount</u>	
Rebecca Kennedy	13.20	11,220.00	
Alexander Soutter	0.50	312.50	
TOTAL FEE HEREIN		\$11,532.50	
HST on Fees		<u>\$1,499.23</u>	
Total Fees and HST			\$13,031.73
<u>Disbursements:</u>			
Couriers		\$23.13	
Total Taxable Disbursements		\$23.13	
HST on Disbursements		\$3.01	
Total Non-Taxable Disbursements		<u>\$0.00</u>	
Total Disbursements and HST			<u>\$26.14</u>
Total Fees, Disbursements & HST			\$13,057.87
OUR ACCOUNT HEREIN			<u>\$13,057.87</u>

Thornton Grout Finnigan LLP



Per: Rebecca L. Kennedy

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 2028-002
Invoice No. 38674
Date: Sep 15/22

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c. C.43, as amended, and in the matter of Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

2615333 ONTARIO INC.
Applicant

- and -

CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC. *et al*

Respondents

Court File No.: CV-20-00651299-00CL

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

Proceedings commenced at Toronto, Ontario

**EIGHTH BILL OF COSTS OF
THORNTON GROUT FINNIGAN LLP, THE
SOLICITORS TO RSM CANADA LIMITED IN ITS
CAPACITY AS COURT-APPOINTED RECEIVER**

THORNTON GROUT FINNIGAN LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7

Rebecca L. Kennedy (LSO# 61146S)
Tel: (416) 304-0603
Email: rkennedy@tgf.ca

Alexander Soutter (LSO# 72403T)
Tel: (416) 304-0595
Email: asoutter@tgf.ca

Lawyers for the Court-Appointed Receiver

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

BETWEEN:

2615333 ONTARIO INC.

Applicant

- and -

**CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC., 9654461
CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445 CANADA INC.**

Respondents

**APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT,
R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT,
R.S.O. 1990, c. C.43, AS AMENDED**

**NINTH BILL OF COSTS
OF THORNTON GROUT FINNIGAN LLP,
THE SOLICITORS TO RSM CANADA LIMITED
IN ITS CAPACITY AS COURT-APPOINTED RECEIVER**

For the period ending September 30, 2022

Sep-01-22	Review of letter and emails regarding agreements;	0.40	RK
Sep-02-22	Email from A. Brown; review of agreements;	0.70	RK
Sep-06-22	Review of email from [REDACTED]; emails regarding same;	0.30	RK
Sep-07-22	Prepare for and attend call with RSM and A. Brown; email to bidders; attend to call with [REDACTED];	0.90	RK
Sep-12-22	Emails to A. Soutter; call regarding same; email to [REDACTED];	0.50	RK
	Review of the draft Owens Wright LLP opinion; discussion with R. Kennedy regarding DAM Foods;	0.90	AIS
Sep-13-22	Review of information relating to DAM Foods; emails with J.	1.10	AIS

	Berger regarding the lease; review of s.19(2) of the Commercial Tenancies Act and recent cases; brief review of the lease;		
	Communication with A. Soutter concerning DAM Foods and preparing chart of tenant defaults based on guidance from the Receiver;	3.30	CJT
Sep-14-22	Review of markup of Asset Purchase Agreement; emails regarding same; prepare for and attend call with B. Tannenbaum; email to [REDACTED]	1.00	RK
	Review of the summary of tenant defaults and discussion with C. Trudell regarding same; emails with client regarding potential stalking horse bidders and arranging a call; videoconference with B. Tannenbaum, A. Brown and R. Kennedy regarding potential stalking horse; videoconference with J. Berger and C. Trudell regarding DAM Foods;	2.00	AIS
	Email from C. Trudell requesting various business name searches with respect to Dam Foods/Caribbean Market (Ajax) [REDACTED]; conduct Ontario business name searches, locate and review search for expired business name registration "Dam Foods Caribbean Kitchen"; retrieve and review corporate profile report for [REDACTED].; locate federal incorporated entity "D.A.M Foods Limited", retrieve profile and corporate documents for this federal entity; review same, dissolutions by CBCA Director and Articles of Revival filed in 2014 and 2020; attempt to locate registrant of domain name "damfoods.ca"; detailed email to C. Trudell regarding searches and findings;	1.20	RGM
	Discussion with A. Soutter regarding DAM foods;	0.40	CJT
	Discussion with A. Soutter concerning [REDACTED] [REDACTED] [REDACTED] [REDACTED]	0.40	CJT
	Preparation for client meeting; client meeting with A. Soutter and J. Berger discussing next steps concerning DAM Foods' breaches of the lease agreement; internal meeting with A. Soutter to discuss next steps and strategy concerning the letter to be sent to the tenant; requesting Business Names and Corporate Profile search DAM Foods;	1.20	CJT
	Drafting for letter to send to A. Miller on behalf of RSM;	0.60	CJT
Sep-15-22	Review of letter to Lawco Limited; emails regarding same;	0.40	RK

	Review of and revision to the letter to DAM Foods; discussion with C. Trudell regarding same; draft letter to Lawco Limited regarding the mortgage formerly held by Ajax Master Holdings Inc.; emails with B. Tannenbaum regarding same;	3.30	AIS
	Meeting with A. Soutter to discuss letter to DAM Foods; preparing a third draft of the breach letter;	0.70	CJT
	Internal emails with A. Soutter discussing the breach letter; meeting with A. Soutter and J. Berger to discuss the breach letter and remediation deadlines;	0.80	CJT
Sep-16-22	Review of correspondence; review of listing arrangements; prepare for and attend calls regarding listing arrangements and correspondence; email to [REDACTED];	1.20	RK
	Emails from [REDACTED] and colleagues; review of the listing proposals;	0.80	AIS
Sep-19-22	Review and respond to email correspondence; telephone call with A. Soutter; review of agreement; comment on same;	1.00	RK
	Review of September 16, 2022 letter from A. Brown and enclosures;	0.90	AIS
Sep-20-22	Emails from and to [REDACTED]; telephone call with [REDACTED]; update emails to RSM and team;	0.90	RK
Sep-21-22	Review and respond to email correspondence; prepare for and attend update call with RSM and A. Brown;	1.00	RK
	Videoconference with B. Tannenbaum, J. Berger, A. Brown and R. Kennedy regarding [REDACTED] client, the prospective broker and next steps in the sales process; review of the further revised template Agreement of Purchase and Sale;	1.70	AIS
Sep-22-22	Review of emails and letter from D. Ullman;	0.30	RK
	Email from D. Ullmann;	0.10	AIS
Sep-23-22	Review of letter to J. Hart; emails regarding same;	0.30	RK
	Emails with B. Tannenbaum, J. Berger and A. Brown; call with A. Brown;	0.20	AIS
Sep-30-22	Review of agreement of purchase and sale and attached note from A. Brown;	0.50	RK

<u>Lawyer</u>	<u>Hours</u>	<u>Amount</u>	
Rebecca Kennedy	9.40	7,990.00	
Alexander Soutter	11.00	6,875.00	
Roxana Manea law clerk	1.20	420.00	
Carol Trudell student	7.40	2,960.00	
TOTAL FEE HEREIN		\$18,245.00	
HST on Fees		<u>\$2,371.85</u>	
Total Fees and HST			\$20,616.85
 <u>Disbursements:</u>			
Computer Research		\$10.34	
Total Taxable Disbursements		\$10.34	
HST on Disbursements		\$1.34	
Total Non-Taxable Disbursements		<u>\$0.00</u>	
Total Disbursements and HST			<u>\$11.68</u>
Total Fees, Disbursements & HST			\$20,628.53
 OUR ACCOUNT HEREIN			 <u>\$20,628.53</u>

Thornton Grout Finnigan LLP



Per: Rebecca L. Kennedy

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 2028-002

Invoice No. 38837

Date: Oct 27/22

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

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

BETWEEN:

2615333 ONTARIO INC.

Applicant

- and -

**CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC., 9654461
CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445 CANADA INC.**

Respondents

**APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT,
R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT,
R.S.O. 1990, c. C.43, AS AMENDED**

**TENTH BILL OF COSTS
OF THORNTON GROUT FINNIGAN LLP,
THE SOLICITORS TO RSM CANADA LIMITED
IN ITS CAPACITY AS COURT-APPOINTED RECEIVER**

For the period ending October 31, 2022

Oct-04-22	Email from B. Tannenbaum;	0.10	AIS
Oct-05-22	Emails from E. Lamek; emails to A. Soutter regarding same;	0.50	RK
Oct-06-22	Review and respond to email correspondence; prepare for and attend call with RSM and A. Brown; call with RSM, A. Brown and W. Greenspoon-Soer;	1.00	RK
	Videoconference with B. Tannenbaum, J. Berger, A. Brown and R. Kennedy, with W. Greenspoon-Soer joining;	0.60	AIS
Oct-12-22	Review letter from W. Greenspoon-Soer;	0.20	AIS
Oct-17-22	Prepare for and attend call with RSM and A. Brown;	0.60	RK

	Videoconference with B. Tannenbaum, J. Berger and R. Kennedy;	0.50	AIS
Oct-18-22	Draft letter to J. Hart regarding the template development agreement;	2.00	AIS
Oct-20-22	Review and respond to email correspondence;	0.30	RK
	Review letter from J. Hart to W. Greenspoon-Soer;	0.20	AIS
Oct-26-22	Email from B. Tannenbaum; review documents provided by E. Lamek regarding the Ajax Master Holding Inc. mortgage; letter from W. Greenspoon-Soer; email from J. Hart; videoconference with the Receiver, W. Greenspoon-Soer and counsel to the Town of Ajax; discussion regarding same with R. Kennedy;	5.00	AIS
	Instructions from A. Soutter and attend to corporate search; review history of filings in search; email to A. Soutter regarding same;	0.20	RGM
Oct-27-22	Review of email from A. Soutter; discuss file status with A. Soutter; review development agreement; discuss same with J. Berger; review and respond to email correspondence;	2.00	RK
	Discussion with R. Kennedy regarding the development agreement and letter of credit concept; telephone call with J. Berger and R. Kennedy regarding same; email to A. Brown; discussion with R. Kennedy regarding the Ajax Master Holding Inc. mortgage;	2.00	AIS

<u>Lawyer</u>	<u>Hours</u>	<u>Amount</u>
Rebecca Kennedy	4.90	4,165.00
Alexander Soutter	10.60	6,625.00
Roxana Manea law clerk	0.20	70.00

TOTAL FEE HEREIN	\$10,860.00
HST on Fees	<u>\$1,411.80</u>

Total Fees and HST **\$12,271.80**

Disbursements:

Fee for searches/registrations	\$18.15
Disbursements for searches/registrations*	\$8.00
Total Taxable Disbursements	\$18.15
HST on Disbursements	\$2.36
Total Non-Taxable Disbursements	<u>\$8.00</u>

Total Disbursements and HST **\$28.51**

Total Fees, Disbursements & HST

\$12,300.31

OUR ACCOUNT HEREIN

\$12,300.31

Thornton Grout Finnigan LLP



Per: Rebecca Kennedy

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 2028-002

Invoice No. 38895

Date: Nov 14/22

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

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

BETWEEN:

2615333 ONTARIO INC.

Applicant

- and -

**CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC., 9654461
CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445 CANADA INC.**

Respondents

**APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT,
R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT,
R.S.O. 1990, c. C.43, AS AMENDED**

**ELEVENTH BILL OF COSTS
OF THORNTON GROUT FINNIGAN LLP,
THE SOLICITORS TO RSM CANADA LIMITED
IN ITS CAPACITY AS COURT-APPOINTED RECEIVER**

For the period ending December 30, 2022

Nov-01-22	Review of the development agreement;	1.00	AIS
	Meeting with A. Soutter to discuss [REDACTED];	0.60	RGM
Nov-02-22	Considering the original development agreement; emails with J. Berger; considering the Town of Ajax's rights under the appointment order;	2.70	AIS
Nov-03-22	Discussion with R. Kennedy regarding the development agreement and next steps; review of the development agreement;	1.30	AIS
	Begin review of AMH loan documents provided by E. Lamek	1.10	RGM

and consider Schedules of Advances of Principal made between 2015 and 2017;

Nov-04-22	Review of file issues; prepare for and attend call with RSM;	1.00	RK
	Videoconference with B. Tannenbaum, J. Berger and R. Kennedy; emails with A. Brown regarding the original and draft development agreement;	0.50	AIS
Nov-07-22	Telephone call with A. Brown regarding the original and draft development agreement;	1.10	AIS
	Review of documents provided by E. Lamek with respect to AMH payments in 2015 and 2016; [REDACTED];	5.10	RGM
Nov-08-22	Review and respond to email correspondence; prepare for and attend call with RSM and A. Brown; meeting with A. Soutter to review file and next steps;	1.20	RK
	Videoconference with B. Tannenbaum, J. Berger, and R. Kennedy; draft email to J. Hart;	1.00	AIS
	Continue to review documents provided by E. Lamek with respect to AMH payments [REDACTED];	6.90	RGM
Nov-09-22	Review and respond to emails from E. Lamek; attend call with E. Lamek; attend call with A. Soutter;	0.80	RK
	Emails with J. Hart; review of the further amending agreement; discussion with R. Kennedy regarding same; review of summary of Ajax Master Holding's advances; telephone call with J. Hart; discussion with R. Kennedy regarding same; consider issues regarding repurchase rights;	4.00	AIS
Nov-10-22	Review of emails from A. Soutter; review of agreements; consider issues with Development Agreement structure;	3.00	RK
	Considering the Town's repurchase right, [REDACTED]; discussion with R. Kennedy regarding same;	5.10	AIS
	Review listing of principal and advances record for 2017 prepared by AMH and provided by E. Lamek against 2017 documents;	1.70	RGM
Nov-11-22	Review of memorandum and contracts; telephone call with A. Soutter regarding same;	2.00	RK

	Discussion with R. Kennedy;	0.40	AIS
Nov-11-22	Review of memorandum and contracts; telephone call with A. Soutter regarding same;	2.00	RK
	Discussion with R. Kennedy;	0.40	AIS
Nov-15-22	Review of memoranda and materials for call; discuss same with J. Berger; prepare for and attend call with W. Greenspoon; debrief with A. Soutter;	2.40	RK
	Discussion with R. Manea regarding the Ajax Master Holding Inc. advances; videoconference with W. Greenspoon-Soer and R. Kennedy; discussion with R. Kennedy regarding that videoconference;	2.30	AIS
	Prepare for and attend meeting with A. Soutter to discuss AMH payments and supporting documents;	1.00	RGM
Nov-16-22	Emails with A. Soutter and R. Kennedy as to strategy for next steps;	0.10	DJM
	Prepare for and attend call with RSM regarding update call with W. Greenspoon;	0.60	RK
	Preparation for and attendance at videoconference with B. Tannenbaum, J. Berger and R. Kennedy; review of the endorsement of Justice Cavanagh from the motion to appoint the receiver;	1.20	AIS
Nov-17-22	Emails from and to A. Soutter; review of emails from A. Brown;	0.40	RK
	Voicemail from A. Brown; email to A. Brown;	0.20	AIS
Nov-18-22	Meeting with A. Soutter and R. Kennedy and discussion as to steps taken to date and issues regarding a sale of the properties and various rights of parties, and consider various options and strategy to be considered;	1.60	DJM
	Review of materials; prepare for and attend call regarding same;	2.00	RK
	Preparation for discussion, and discussion, with R. Kennedy, DJ Miller and R. Chakrabarti regarding a next steps [REDACTED]	3.00	AIS
Nov-21-22	Email from D. Ullmann; email to A. Soutter regarding same;	0.30	RK
	Email to B. Tannenbaum and J. Berger;	0.10	AIS

Nov-22-22	Review and respond to email correspondence; prepare for and attend call with RSM;	0.80	RK
	Videoconference with B. Tannenbaum, J. Berger and R. Kennedy; follow up discussion with R. Kennedy;	0.60	AIS
	Videoconference with B. Tannenbaum, J. Berger and R. Kennedy; follow up discussion with R. Kennedy;	0.60	AIS
Nov-24-22	Review and respond to email correspondence; prepare for and attend call with W. Greenspoon;	0.90	RK
Nov-25-22	Email from J. Berger; consider same;	0.20	RK
Nov-29-22	Review of development agreement; telephone call with A. Soutter; telephone call with J. Hart;	2.10	RK
	Discussion with R. Kennedy; emails and videoconference with J. Hart and R. Kennedy; related discussion with R. Kennedy;	2.20	AIS
Nov-30-22	Discussion with R. Chakrabarti regarding revisions to the development agreement; email to clients with an update;	0.20	AIS
Dec-01-22	Review original and draft development agreement [REDACTED];	2.00	RC
Dec-07-22	Emails to J. Berger and A. Brown;	0.10	AIS
Dec-12-22	Review of Development Agreements; draft and revise paragraph for same; email from and to A. Soutter;	1.50	RK
Dec-13-22	Review and revise agreement; discuss same with A. Soutter;	0.60	RK
	Review the draft development agreement, discuss same with R. Kennedy; revision to same;	1.00	AIS
	Updating and editing the draft Development Agreement;	1.50	RC
Dec-14-22	Discussion with R. Chakrabarti regarding the draft development agreement; emails with B. Tannenbaum, W. Greenspoon-Soer and others with an update;	0.20	AIS
Dec-15-22	Emails from and to A. Soutter; emails regarding call;	0.40	RK
	Review of the draft development agreement; email to B. Tannenbaum and others regarding same; email to J. Berger regarding [REDACTED];	0.70	AIS
	Instructions from A. Soutter and [REDACTED]; review draft email to client [REDACTED];	0.50	RGM

Dec-19-22	Prepare for and attend call with RSM; review of emails. call with A. Soutter;	1.00	RK
	Videoconference with B. Tannenbaum and others regarding the further draft development agreement;	1.40	AIS
	Meeting with A. Soutter, R. Kennedy & clients to go over most recent draft of the Development Agreement for prospective developers; editing the Development Agreement as per the meeting;	1.50	RC
Dec-20-22	Email from A. Soutter; telephone call from A. Soutter; email to J. Hart;	0.40	RK
Dec-27-22	Reviewing and analyzing the evidence of advances given by Ajax Master Holdings Inc. [REDACTED]	4.00	RC
Dec-28-22	Emails with R. Chakrabarti;	0.40	AIS

<u>Lawyer</u>	<u>Hours</u>	<u>Amount</u>	
D. J. Miller	1.70	1,870.00	
Rebecca Kennedy	21.60	18,360.00	
Alexander Soutter	30.70	19,187.50	
Roxana Manea (law clerk)	16.90	5,915.00	
Rudrakshi Chakrabarti (student)	9.00	3,600.00	
TOTAL FEE HEREIN		\$48,932.50	
HST on Fees		<u>\$6,361.23</u>	
Total Fees and HST			\$55,293.73
<u>Disbursements:</u>			
Online Research		\$17.51	
Total Taxable Disbursements		\$17.51	
HST on Disbursements		\$2.28	
Total Non-Taxable Disbursements		<u>\$0.00</u>	
Total Disbursements and HST			<u>\$19.79</u>
Total Fees, Disbursements & HST			\$55,313.52

OUR ACCOUNT HEREIN

\$55,313.52

Thornton Grout Finnigan LLP



Per: Rebecca Kennedy

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 2028-002

Invoice No. 39250

Date: Feb 27/23

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

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

BETWEEN:

2615333 ONTARIO INC.

Applicant

- and -

**CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC., 9654461
CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445 CANADA INC.**

Respondents

**APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT,
R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT,
R.S.O. 1990, c. C.43, AS AMENDED**

**TWELFTH BILL OF COSTS
OF THORNTON GROUT FINNIGAN LLP,
THE SOLICITORS TO RSM CANADA LIMITED
IN ITS CAPACITY AS COURT-APPOINTED RECEIVER**

For the period ending January 31, 2023

Jan-03-23	Discussion with R. Chakrabarti and R. Manea regarding [REDACTED] [REDACTED]	0.40	AIS
	Email from R. Chakrabarti regarding [REDACTED] AMH advances and documents; review documents provided in support of 2016 loan advances; respond to email from R. Chakrabarti; emails from R. Chakrabarti and A. Soutter regarding same;	0.70	RGM
	Reviewing and analyzing the evidence of advances given by Ajax Master Holdings Inc. [REDACTED]	4.00	RC
Jan-05-23	Revision to the draft email to E. Lamek; email from J. Berger regarding Dam Foods; discussion with C. Trudell regarding same;	0.40	AIS

	Emails from A. Soutter and R. Chakrabarti regarding request for additional information from counsel to AMHI regarding advances;	0.30	RGM
	Reviewing correspondence between DAM Foods and Receiver; discussion with A. Soutter regarding a response to the Receiver's inquiries regarding pest control obligations; reading and summarizing relevant provisions of the Lease Agreement regarding the pest control issue; compiling questions for the Receiver; correspondence with A. Soutter;	2.20	CJT
Jan-06-23	Discussion with C. Trudell regarding the DAM Foods lease and pest issues; email to J. Berger regarding same;	0.40	AIS
	Reviewing correspondence between A. Soutter and the Receiver; preparing comments on the correspondence;	0.60	CJT
Jan-09-23	Review and respond to email correspondence; review of letter regarding DAM foods; emails regarding same;	0.70	RK
	Emails with J. Berger; discussion with C. Trudell; emails with J. Hart; draft letter to DAM Foods; emails with J. Berger regarding same;	1.20	AIS
	Draft letter to O. Barnwell regarding the DAM Foods tenancy; review emails regarding this issue to and from client;	0.90	CJT
	Reviewing rent provisions of the Lease Agreement; reviewing correspondence with J. Berger; correspondence with A. Soutter;	0.40	CJT
Jan-10-23	Discussion with C. Trudell and L. Wynne regarding the DAM Foods letter;	0.10	AIS
	Discussion with A. Soutter;	0.20	CJT
Jan-13-23	Review and respond to email correspondence; review of letter from J. Hart; consider proposal; emails to A. Soutter regarding same;	1.00	RK
	Email to J. Hart; telephone call with J. Hart; email to client;	0.40	AIS
Jan-16-23	Review of letter; consider option in letter; email to A. Soutter regarding same;	1.00	RK
	Review correspondence from J. Hart; discussion with R. Kennedy regarding same;	0.70	AIS
Jan-17-23	Review of letter from DAM foods; review of letter from J. Hart; prepare for and attend call with RSM; debrief call with A.	1.00	RK

Soutter;

	Letter from O. Barnwell; emails with J. Berger regarding same; videoconference with J. Berger, B. Tannenbaum, R. Chakrabarti and R. Kennedy regarding correspondence from the Town of Ajax and DAM Foods;	1.10	AIS
	Reading response from DAM Foods' counsel concerning rental arrears and the pest issue; researching quiet enjoyment rights of tenants;	1.10	CJT
	Researching the tenant's right to quiet enjoyment; reviewing the Lease Agreement provisions; correspondence with A. Soutter concerning RSM's productions;	1.80	CJT
	Reading the response letter from Ajax in relation to the suggested draft Development Agreement; attended meeting with J. Berger, B. Tannenbaum, A. Soutter, R. Kennedy to discuss next steps and how to proceed with the draft Development Agreement; drafting meeting minutes of same;	1.50	RC
Jan-18-23	Emails with J. Hart and B. Tannenbaum regarding the development agreement; discussion with C. Trudell regarding DAM Foods;	1.10	AIS
	Researching pest control cases with quiet enjoyment arguments; correspondence with L. Wynne; correspondence with G. Oxtoby regarding location of a precedent;	2.50	CJT
	Researching pest control cases with quiet enjoyment arguments; researching the implications of rental arrears on quiet enjoyment actions; discussion with A. Soutter; compiling a summary of research; sending summary of research completed to A. Soutter;	3.10	CJT
	Editing the Development Agreement based on the suggested changes as per Ajax;	2.00	RC
Jan-19-23	Review research regarding quiet enjoyment; review Orkin report dated January 19, 2023; emails with J. Berger regarding DAM Foods; revision to the letter to O. Barnwell;	0.70	AIS
	Researching [REDACTED] correspondence with A. Soutter; reviewing the [REDACTED] provisions of the lease agreement;	2.20	CJT
	Revising the draft Development Agreement in accordance with A. Soutter's comments;	1.00	RC

Jan-20-23	Prepare for and attend call with J. Hart;	0.50	RK
	Review of and revision to the draft development agreement; discussion with C. Trudell regarding research [REDACTED] [REDACTED] emails with E. Lamek; videoconference with J. Hart and R. Kennedy;	1.90	AIS
	Discussion with L. Wynne regarding deadline for DAM Foods' to pay rent; circulating reminder of expiry; correspondence with A. Soutter;	0.20	CJT
	Reviewing and revising further changes required for the draft Development Agreement;	2.00	RC
Jan-23-23	Review and respond to email correspondence; emails regarding redlines;	0.50	RK
	Revision to the development agreement; discussion regarding same with R. Kennedy and R. Chakrabarti; email from W. Greenspoon-Soer; email to J. Berger regarding DAM Foods;	0.70	AIS
Jan-24-23	Review of development agreement; meeting with A. Soutter regarding same;	2.00	RK
	Review of documents relating to the DAM Foods tenancy;	0.30	AIS
	Email from A. Soutter regarding information provided by E. Lamek's client in response to TGF inquiries regarding loan advances; review additional details of borrowings provided by T. Liu and explanations; compare numbers [REDACTED] [REDACTED] based on supporting documents received [REDACTED]; brief discussion regarding same with R. Chakrabarti;	1.30	RGM
Jan-25-23	Review and respond to email correspondence; prepare for and attend call with W. Greenspoon;	0.50	RK
	Review revisions to the draft development agreement; discussion with R. Kennedy and R. Chakrabarti regarding same; call with W. Greenspoon-Soer;	0.70	AIS
	Review [REDACTED] [REDACTED] [REDACTED]; review 2016 and 2017 supporting documents; review Loan & Management Agreement; revise TGF Excel calculations [REDACTED] [REDACTED]; detailed email to A. Soutter regarding same and revised calculations;	5.50	RGM
	Reviewing the draft Development Agreement and incorporating comments from R. Kennedy and A. Soutter; drafting and sending an email to J. Berger, B. Tannenbaum,	2.50	RC

and A. Brown with the updated Development Agreement for their review;

Jan-26-23	Review and respond to email correspondence; review of comments from RSM on agreement; review of comments from A. Brown; telephone call with A. Soutter;	0.60	RK
	Discussion with R. Manea regarding evidence of Ajax Master Holdings Inc. advances; review email from D. Ullmann; emails from J. Berger and A. Brown;	0.20	AIS
Jan-27-23	Emails from and to A. Soutter;	0.20	RK
	Call with J. Berger regarding DAM Foods; revision to the letter to O. Barnwell;	1.20	AIS
	Reviewing email correspondence with RSM and A. Soutter; reviewing the letter sent to opposing counsel;	0.20	CJT
	Reviewing and analyzing the evidence of advances given by Ajax Master Holdings Inc. [REDACTED]	6.00	RC
Jan-30-23	Email to A. Soutter; telephone call with A. Soutter; review of revised agreement; review of correspondence;	0.80	RK
	Correspondence from O. Barnwell; discussion regarding same with J. Berger and R. Kennedy; email to B. Tannenbaum, J. Berger and others regarding the draft development agreement;	0.40	AIS
Jan-31-23	Review and respond to email correspondence; email to D. Ullmann;	0.40	RK
	Emails with the Receiver regarding the draft development agreement; email to W. Greenspoon-Soer;	0.20	AIS

<u>Lawyer</u>	<u>Hours</u>	<u>Amount</u>
Rebecca Kennedy	9.20	8,510.00
Alexander Soutter	12.10	7,765.00
Roxana Manea (law clerk)	7.80	2,730.00
Carol Trudell (student)	15.40	6,545.00
Rudrakshi Chakrabarti (student)	19.00	8,075.00
TOTAL FEE HEREIN		\$33,625.00
HST on Fees		<u>\$4,371.25</u>
Total Fees and HST		\$37,996.25

Disbursements:

3% Administrative Fee	\$1,008.75	
Total Taxable Disbursements	\$1,008.75	
HST on Disbursements	\$131.14	
Total Non-Taxable Disbursements	<u>\$0.00</u>	
Total Disbursements and HST		<u>\$1,139.89</u>
Total Fees, Disbursements & HST		\$39,136.14
OUR ACCOUNT HEREIN		<u>\$39,136.14</u>

Thornton Grout Finnigan LLP



Per: Rebecca Kennedy

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 2028-002

Invoice No. 39251

Date: Feb 27/23

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

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

BETWEEN:

2615333 ONTARIO INC.

Applicant

- and -

**CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC., 9654461
CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445 CANADA INC.**

Respondents

**APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT,
R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT,
R.S.O. 1990, c. C.43, AS AMENDED**

**THIRTEENTH BILL OF COSTS
OF THORNTON GROUT FINNIGAN LLP,
THE SOLICITORS TO RSM CANADA LIMITED
IN ITS CAPACITY AS COURT-APPOINTED RECEIVER**

For the period ending March 31, 2023

Feb-01-23	Emails with B. Tannenbaum; email from J. Hart;	0.20	AIS
Feb-02-23	Email from O. Barnwell; discussion with C. Trudell regarding same; review photos from DAM Foods; emails with J. Berger regarding same;	0.40	AIS
	Reviewing the evidence submitted by DAM Foods' counsel concerning the pest complaint; correspondence with A. Soutter; drafting e-mail to RSM concerning the evidence submitted by DAM Foods' counsel;	0.50	CJT
Feb-03-23	Email to the Receiver regarding 261's comments to the draft development agreement; discussion regarding same with R. Chakrabarti;	0.20	AIS
Feb-05-23	Drafting an agreement between the Town of Ajax and the	0.70	RC

Receiver in relation to the Development Agreement;

Feb-07-23	Voicemail from D. Ullmann; emails from and to A. Soutter regarding same; emails from and to B. Tannenbaum; emails from A. Soutter to J. Hart; review of comments from W. Greenspoon; discuss same with A. Soutter; discuss DAM Foods' issue with A. Soutter;	1.00	RK
	Emails with J. Berger regarding DAM Foods; discussion with R. Kennedy regarding the draft development agreement; emails with the Receiver regarding same; email to J. Hart regarding same;	0.60	AIS
Feb-09-23	Review and respond to email correspondence; prepare for and attend call with D. Ullmann;	0.50	RK
	Discussion with R. Chakrabarti regarding preparing motion materials for approval of a sales process; discussion with R. Chakrabarti regarding the Ajax Master Holdings Inc. mortgage;	0.30	AIS
	Emails and telephone conversation with D. Ullmann;	0.30	AIS
Feb-13-23	Emails with R. Chakrabarti regarding form of Sale Process and order for real property; consider and provide precedents for same;	0.70	RGM
Feb-15-23	Review of emails regarding DAM Foods;	0.30	RK
	Emails with O. Barnwell; emails and telephone call with J. Berger regarding DAM Foods; email to J. Hart;	0.90	AIS
Feb-16-23	Telephone call with A. Soutter; review and respond to email correspondence; attend call with RSM;	1.00	RK
	Emails from O. Barnwell; discuss same with R. Kennedy; videoconference with clients regarding DAM Foods; draft response to O. Barnwell; call to J. Hart;	1.80	AIS
Feb-17-23	Emails with B. Tannenbaum and J. Berger regarding DAM Foods;	0.10	AIS
Feb-21-23	Preparing a notice of motion for approval of a sale procedure;	0.50	RC
Feb-22-23	Emails with J. Hart;	0.10	AIS
	Drafting an order approving the sale procedure;	0.50	RC
Feb-23-23	Reviewing the evidence of advances by AMHI to the borrowers and drafting a summary of same;	1.00	RC
Feb-24-23	Email from and to A. Soutter regarding the draft development	0.20	RK

	agreement;		
Feb-27-23	Review and respond to email correspondence regarding the draft development agreement;	0.50	RK
	Emails with J. Berger regarding the Town's comments to the draft development agreement; discussion with R. Kennedy regarding same; email from D. Ullmann; review of the original and draft development agreements; discussion with R. Kennedy regarding same; email to O. Barnwell; email to A. Brown; revision to the Notice of Motion for approval of the sales process;	3.50	AIS
Feb-28-23	Emails from and to A. Soutter and A. Brown;	0.40	RK
Mar-01-23	Review correspondence from O. Barnwell and RSM regarding DAM Foods; prepare a draft e-mail to O. Barnwell concerning a site visit; discuss same with A. Soutter;	0.80	CJT
Mar-03-23	Email to B. Tannenbaum; various emails regarding correspondence from D. Ullmann; telephone call with A. Brown; email to A. Soutter;	0.80	RK
Mar-08-23	Emails from A. Soutter and J. Berger;	0.20	RK
	Email from W. Greenspoon-Soer; emails from A. Brown; discussion with R. Kennedy regarding same; emails from O. Barnwell and J. Berger regarding DAM Foods and responses to same;	0.60	AIS
Mar-10-23	Email from A. Soutter and W. Greenspoon;	0.20	RK
	Telephone call with J. Berger; emails with J. Hart; revision to the draft Notice of Motion for approval of the Sales Process and related Receiver's Report;	1.80	AIS
Mar-13-23	Emails regarding Orkin and DAM Foods;	0.30	RK
	Email from J. Berger regarding DAM Foods;	0.50	AIS
Mar-14-23	Emails with J. Berger; discussion with R. Kennedy regarding the motion materials for approval of the sales process;	0.20	AIS
Mar-15-23	Emails regarding update call;	0.30	RK
	Reviewed Orkin Report regarding DAM Foods; draft letter to O. Barnwell concerning the Orkin Report; correspondence with A. Soutter regarding same; reviewed the terms of the DAM Foods Lease concerning building upkeep; correspondence with A. Soutter regarding the same;	1.00	CJT

Mar-16-23	Prepare for and attend call with A. Soutter; attend call with RSM; call to J. Hart;	1.10	RK
	Emails with J. Berger; discussion with R. Kennedy regarding the Notice of Motion; videoconference with clients regarding the upcoming motion; voicemail to J. Hart;	1.00	AIS
Mar-17-23	Review of correspondence; telephone call with A. Soutter; review of draft emails; review of further email correspondence regarding development agreement;	1.90	RK
	Draft response to D. Ullmann; revision to the draft letter to O. Barnwell; review of the draft sale procedure and revision to same; email to clients regarding same; review of, and revision to, the draft Agreement of Purchase and Sale; discussion with R. Kennedy regarding same; review letter from J. Hart; discuss same with R. Kennedy; email to clients regarding same;	1.90	AIS
Mar-20-23	Review of email correspondence; meeting with A. Soutter; attend call with RSM;	0.80	RK
	Videoconference with J. Berger, B. Tannenbaum and R. Kennedy regarding correspondence from J. Hart;	0.80	AIS
Mar-21-23	Review of correspondence to O. Barnwell; emails with A. Soutter regarding development agreement; telephone call with A. Brown; further emails with A. Soutter;	1.30	RK
	Revise the letter to O. Barnwell; email to J. Berger and B. Tannenbaum regarding same; email to J. Hart regarding the development agreement;	1.00	AIS
Mar-22-23	Prepare for and attend call with J. Hart; debrief call with A. Soutter;	0.50	RK
	Videoconference with J. Hart regarding the development agreement; revision to same; email to clients regarding same; revision to the draft Second Report and motion materials regarding approval of the sale procedure;	4.50	AIS
Mar-23-23	Telephone call with A. Soutter;	0.30	RK
	Revision to the draft Second Report;	1.40	AIS
Mar-24-23	Revision to the draft Second Report;	1.50	AIS
Mar-28-23	Revision to the draft second report; email to J. Hart regarding the development agreement; email to clients regarding the draft second report;	0.70	AIS

	Draft correspondence to opposing counsel concerning the maintenance offer; correspondence with A. Soutter regarding the same;	2.20	CJT
Mar-29-23	Review of revised report; discuss same with A. Soutter;	2.00	RK
Mar-30-23	Revisions to the Second Report; email to B. Tannenbaum and J. Berger regarding same;	0.30	AIS
Mar-31-23	Prepare for and attend call with RSM;	0.70	RK
	Videoconference with J. Berger, B. Tannenbaum and R. Kennedy; email to J. Hart; email to the Court;	0.50	AIS

<u>Lawyer</u>	<u>Hours</u>	<u>Amount</u>
Rebecca Kennedy	14.30	13,227.50
Alexander Soutter	25.10	17,570.00
Roxana Manea (Law Clerk)	0.70	262.50
Carol Trudell (Student)	4.50	1,912.50
Rudrakshi Chakrabarti (Student)	2.70	1,147.50
TOTAL FEE HEREIN		\$34,120.00
HST on Fees		<u>\$4,435.60</u>

Total Fees and HST **\$38,555.60**

Disbursements:

3% Administrative Fee	\$1,023.60
Total Taxable Disbursements	\$1,023.60
HST on Disbursements	\$133.07

Total Non-Taxable Disbursements \$0.00

Total Disbursements and HST **\$1,156.67**

Total Fees, Disbursements & HST **\$39,712.27**

OUR ACCOUNT HEREIN **\$39,712.27**

Thornton Grout Finnigan LLP



Per: Rebecca Kennedy

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 2028-002

Invoice No. 39423

Date: May 01/23

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c. C.43, as amended, and in the matter of Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

2615333 ONTARIO INC.
Applicant

- and -

CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC. *et al*

Respondents

Court File No.: CV-20-00651299-00CL

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

Proceedings commenced at Toronto, Ontario

**VJ KTVGGPVJ BILL OF COSTS OF
THORNTON GROUT FINNIGAN LLP, THE
SOLICITORS TO RSM CANADA LIMITED IN ITS
CAPACITY AS COURT-APPOINTED RECEIVER**

THORNTON GROUT FINNIGAN LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7

Rebecca L. Kennedy (LSO# 61146S)
Tel: (416) 304-0603
Email: rkennedy@tgf.ca

Alexander Soutter (LSO# 72403T)
Tel: (416) 304-0595
Email: asoutter@tgf.ca

Lawyers for the Court-Appointed Receiver

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

BETWEEN:

615333 ONTARIO INC.

Applicant

- and -

**CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC., 9654461
CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445 CANADA INC.**

Respondents

**APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT,
R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT,
R.S.O. 1990, c. C.43, AS AMENDED**

**FOURTEENTH BILL OF COSTS
OF THORNTON GROUT FINNIGAN LLP,
THE SOLICITORS TO RSM CANADA LIMITED
IN ITS CAPACITY AS COURT-APPOINTED RECEIVER**

For the period ending April 30, 2023

Apr-03-23	Review of the draft letter to O. Barnwell; revision to same; emails with J. Berger regarding DAM Foods; instructions to revise the letter; email correspondence from D. Ullmann; discussion regarding same with J. Berger, B. Tannenbaum and R. Kennedy; email to R. Lebow;	0.90	AIS
Apr-04-23	Telephone call and email correspondence to J. Hart; email correspondence to J. Berger regarding the draft Report; email to the Court for availability; review of the draft letter to O. Barnwell regarding DAM Foods and revise same; email correspondence to J. Berger regarding same;	0.60	AIS
Apr-05-23	Emails with the Court; email from J. Berger regarding the letter to O. Barnwell; review and revise same;	1.10	AIS
	Instructions from A. Soutter; prepare court request form for May	0.80	RGM

	17 sale process motion;		
Apr-06-23	Review letter regarding DAM Foods; emails and telephone call with A. Soutter regarding real estate opinion;	0.10	RK
Apr-10-23	Emails regarding court attendance;	0.30	RK
	Email from J. Berger regarding the draft report; review and revise same; emails with W. Greenspoon-Soer;	0.50	AIS
Apr-11/23	Email from A. Brown; update to the draft Second Report; emails with D. Ullmann; directions to clerk to seek new dates from the Court;	0.20	AIS
	Email from A. Soutter regarding court time and availability of parties on new proposed dates; email to Commercial List scheduling clerk regarding same; revise request form for June 1 and circulate to scheduling clerk and counsel;	0.30	RGM
Apr-12-23	Attend call with A. Soutter and R. Lebow;	0.30	RK
	Videoconference with R. Lebow and R. Kennedy;	0.30	AIS
Apr-14-23	Revision to the Notice of Motion;	1.40	AIS
Apr-17-23	Review of email correspondence; prepare for and attend call with RSM;	0.60	RK
	Discuss the Notice of Motion and bidding procedures with R. Kennedy; videoconference with B. Tannenbaum, J. Berger and R. Kennedy; review and revise the draft Notice of Motion and bidding procedures;	2.80	AIS
Apr-18-23	Email from J. Hart; emails regarding same;	0.50	RK
	Emails and call with J. Hart; considering the Town's rights under the Appointment Order; email from J. Berger; emails with W. Greenspoon-Soer; revision to the Second Report; draft agreement between the Town and Receiver; revision to the Sale Procedure; revision to the draft Agreement of Purchase and Sale; discussion with R. Kennedy regarding same;	3.60	AIS
Apr-19-23	Review of and revision to the sale procedure;	0.30	AIS
Apr-20-23	Discuss the Notice of Motion and bidding procedures with R. Kennedy; review and revise the draft Notice of Motion and bidding procedures;	0.10	AIS
Apr-21-23	Emails regarding finalizing report;	0.30	RK
	Emails and call with J. Berger; email from B. Tannenbaum to W. Greenspoon-Soer; review of the draft Second Report; discussion with R. Manea regarding same;	0.20	AIS

	Instructions from A. Soutter; review and revise Second Report;	2.30	RGM
Apr-24-23	Review of Agreement of Purchase and Sale [REDACTED]; emails regarding same;	0.50	RK
	Emails with J. Berger regarding an offer to purchase the property; discussion with R. Kennedy regarding same and the motion materials;	0.60	AIS
	Discussion with A. Soutter regarding preparation of ShareFile documents for real estate opinion [REDACTED] [REDACTED];	0.10	RGM
Apr-25-23	Emails with J. Berger;	0.10	AIS
Apr-26-23	Emails regarding sales process and report;	0.30	RK
	Emails from J. Berger; review the revised sale procedure materials; review the draft listing agreement; revision to the Second Report; emails with J. Berger regarding same and the Second Report;	0.90	AIS
Apr-27-23	Further review of second report; review of sales procedure;	1.00	RK
	Emails and telephone call with J. Berger; revision to the draft Sale Procedure and Second Report; emails with J. Berger regarding same;	1.40	AIS
	Instructions from A. Soutter regarding review and revisions to Notice of Motion and draft Sale Procedure Order based on current version of Second Report; review and revise Notice of Motion and draft Order;	3.60	RGM
Apr-28-23	Further review and revise draft Second Report, Notice of Motion and draft Order; consider amended and restated Appointment Order and email regarding same to A. Soutter; organize and bookmark appendices to Second Report; research and review factums regarding sale procedure and sealing orders; prepare motion record Index;	4.30	RGM
	Download the Applicant's application record, review and prepare bundle of the Applicant's loan and security documents for real estate opinion; provide to A. Soutter for review;	2.00	RGM

Apr-30-23	Review of the draft motion materials; prepare email to J. Berger and B. Tannenbaum; review documents to provide to R. Lebow;	2.00	AIS
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<u>Lawyer</u>	<u>Hours</u>	<u>Amount</u>
Rebecca Kennedy	3.90	3,607.50
Alexander Soutter	17.00	11,900.00
Roxana Manea (Law Clerk)	13.40	5,025.00

TOTAL FEE HEREIN	\$20,532.50
HST on Fees	<u>\$2,669.23</u>

Total Fees and HST	\$23,201.73
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Disbursements:

3% Administrative Fee	\$615.98
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Total Taxable Disbursements	\$615.98
HST on Disbursements	\$80.08

Total Non-Taxable Disbursements	<u>\$0.00</u>
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Total Disbursements and HST	<u>\$696.06</u>
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Total Fees, Disbursements & HST	\$23,897.79
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OUR ACCOUNT HEREIN	<u>\$23,897.79</u>
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Thornton Grout Finnigan LLP



Per: Rebecca Kennedy

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 2028-002

Invoice No. 39458

Date: May 12/23

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c. C.43, as amended, and in the matter of Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

2615333 ONTARIO INC.
Applicant

- and -

CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC. *et al*

Respondents

Court File No.: CV-20-00651299-00CL

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

Proceedings commenced at Toronto, Ontario

**FOURVGGPVJ BILL OF COSTS OF
THORNTON GROUT FINNIGAN LLP, THE
SOLICITORS TO RSM CANADA LIMITED IN ITS
CAPACITY AS COURT-APPOINTED RECEIVER**

THORNTON GROUT FINNIGAN LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7

Rebecca L. Kennedy (LSO# 61146S)
Tel: (416) 304-0603
Email: rkennedy@tgf.ca

Alexander Soutter (LSO# 72403T)
Tel: (416) 304-0595
Email: asoutter@tgf.ca

Lawyers for the Court-Appointed Receiver

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

BETWEEN:

2615333 ONTARIO INC.

Applicant

- and -

**CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC., 9654461
CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445 CANADA INC.**

Respondents

**APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT,
R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT,
R.S.O. 1990, c. C.43, AS AMENDED**

**FIFTEENTH BILL OF COSTS
OF THORNTON GROUT FINNIGAN LLP,
THE SOLICITORS TO RSM CANADA LIMITED
IN ITS CAPACITY AS COURT-APPOINTED RECEIVER**

For the period ending May 31, 2023

May-01-23	Review of sales process; email to A. Soutter regarding same;	0.50	RK
	Review the listing agreement; emails with J. Berger regarding same; revision to the motion materials;	0.40	AIS
	Revise motion record index; instructions from A. Soutter and prepare ShareFile link with compiled appendices; review revised Notice of Motion and draft Order;	0.70	RGM
May-02-23	Telephone call and emails with J. Berger; discussion with R. Chakrabarti [REDACTED];	0.50	AIS
	Review and consider 2021 service list; emails with A. Soutter regarding same; prepare updated Service List; conduct PIN pre-searches; prepare compiled draft Order; discuss same with A. Soutter and current version of Sale Procedure and schedules to same; review and revise compiled Appendices to Report; hyperlink CanLII references in Second Report; revise Notice of Motion and draft Index to motion; briefly discuss sealing of Schedule to Listing Agreement with A. Soutter;	2.90	RGM

May-03-23	Review and revise motion materials;	0.30	AIS
	Revise Notice of Motion and index to motion record to incorporate comments from A. Soutter; finalize motion record, bookmark and hyperlink same; emails with A. Soutter regarding service; prepare ShareFile link and attend to service of motion record;	2.20	RGM
May-11-23	Considering [REDACTED]; review evidence of advances from Ajax Master Holdings Inc.; discussion with R. Chakrabarti and R. Manea regarding same; call with J. Berger regarding DAM Foods; discussion with C. Trudell regarding same; email to E. Lamek;	1.10	AIS
May-12-23	Instructions from A. Soutter and revise Service List [REDACTED] [REDACTED]; email to J. Berger (RSM) regarding posting of Motion Record for June 1 and updated Service List on receiver's page for the proceeding;	0.40	RGM
May-16-23	Emails regarding correspondence to O. Barnwell;	0.20	RK
	Review the draft factum; revise same; review research regarding relief sought; review cases regarding relief sought; review and revise draft Motion Record;	3.80	AIS
May-19-23	Telephone call with A. Soutter; review of emails;	0.20	RK
May-23-23	Review of correspondence from D. Ullmann;	0.20	RK
	Correspondence from D. Ullman; draft response to same; revision to the factum;	1.30	AIS
May-24-23	Discussion with R. Kennedy regarding correspondence from D. Ullmann; revision to the factum on the motion for approval of a sale procedure; telephone call with J. Berger regarding correspondence to and from D. Ullmann and relating to DAM Foods; revision to the letter to D. Ullmann; email to D. Ullmann;	2.50	AIS
May-25-23	Prepare for and attend call with J. Hart; debrief with A. Soutter; update with RSM;	0.60	RK
	Email to J. Hart; discussion with R. Kennedy regarding the draft factum;	0.10	AIS
	Videoconference with J. Hart and R. Kennedy; emails with J. Berger regarding same;	0.60	AIS
	Revise and hyperlink the Factum for June 1 motion: revise Schedule of Authorities; prepare Table of Contents; email to R. Chakrabarti and A. Soutter regarding factum revisions;	1.40	RGM

May-26-23	Telephone call with A. Soutter; review and revise factum; further call with A. Soutter regarding same;	1.40	RK
	Review and revision to the factum on the motion for approval of the sale procedure;	0.40	AIS
	Final review and revisions to Factum for June 1 motion; emails with A. Soutter regarding same; attend to service;	1.10	RGM
May-29-23	File update with A. Soutter;	0.30	RK
	Email from N. Read-Ellis; voicemail to D. Ullmann;	0.10	AIS
	Attend to matters regarding access to CaseLines bundle for June 1; email to Commercial List regarding same; prepare Affidavit of Service and attend to commissioning of same; prepare compressed motion record for filing; attend to filing of motion record and factum; hyperlink factum references and upload same in CaseLines; emails with A. Soutter regarding draft Order;	2.70	RGM
May-30-23	Emails from N. Read-Ellis and A. Soutter;	0.20	RK
	Preparation for the motion for approval of the sale procedure;	0.90	AIS
May-31-23	Discussion with A. Soutter regarding hearing; emails regarding same;	0.40	RK
	Preparation for the sale procedure approval motion; email to D. Ullmann;	1.20	AIS
	Review of email from L. Wynne and from A. Soutter; call from L. Wynne regarding need for access to CaseLines;	0.20	BJB
	Prepare final draft Order for Court and upload same in CaseLines; emails with A. Soutter regarding Confidential Appendices to be provided to Justice Kimmel;	0.30	RGM

<u>Lawyer</u>	<u>Hours</u>	<u>Amount</u>
Rebecca Kennedy	4.00	3,700.00
Alexander Soutter	13.20	9,240.00
Bobbie-Jo Brinkman law clerk	0.20	75.00
Roxana Manea law clerk	11.70	4,387.50

TOTAL FEE HEREIN	\$17,402.50
HST on Fees	<u>\$2,262.33</u>

Total Fees and HST	\$19,664.83
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Disbursements:

3% Administrative Fee	\$522.08	
Total Taxable Disbursements	\$522.08	
HST on Disbursements	\$67.87	
Total Non-Taxable Disbursements	<u>\$0.00</u>	
Total Disbursements and HST		<u>\$589.95</u>
Total Fees, Disbursements & HST		\$20,254.78
OUR ACCOUNT HEREIN		<u>\$20,254.78</u>

Thornton Grout Finnigan LLP



Per: Rebecca Kennedy

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 2028-002

Invoice No. 39613

Date: Jun 30/23

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c. C.43, as amended, and in the matter of Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

2615333 ONTARIO INC.
Applicant

- and -

CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC. *et al*

Respondents

Court File No.: CV-20-00651299-00CL

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

Proceedings commenced at Toronto, Ontario

**~~FHVGGPVJ~~ BILL OF COSTS OF
THORNTON GROUT FINNIGAN LLP, THE
SOLICITORS TO RSM CANADA LIMITED IN ITS
CAPACITY AS COURT-APPOINTED RECEIVER**

THORNTON GROUT FINNIGAN LLP
TD West Tower, Toronto-Dominion Centre
100 Wellington Street West, Suite 3200
Toronto, ON M5K 1K7

Rebecca L. Kennedy (LSO# 61146S)
Tel: (416) 304-0603
Email: rkennedy@tgf.ca

Alexander Soutter (LSO# 72403T)
Tel: (416) 304-0595
Email: asoutter@tgf.ca

Lawyers for the Court-Appointed Receiver

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

BETWEEN:

2615333 ONTARIO INC.

Applicant

- and -

CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC., 9654461 CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445 CANADA INC.

Respondents

APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED

**SIXTEENTH BILL OF COSTS
OF THORNTON GROUT FINNIGAN LLP,
THE SOLICITORS TO RSM CANADA LIMITED
IN ITS CAPACITY AS COURT-APPOINTED RECEIVER**

For the period ending July 31, 2023

Jun-01-23	Prepare for and attend court hearing; attend debrief call;	1.00	RK
	Preparation for and attendance at the motion for approval of the sale procedure; post-motion debrief with B. Tannenbaum, J. Berger and R. Kennedy; emails to the Court and internal discussion regarding CaseLines issues; revision to the draft letter to O. Barnwell; email to J. Berger regarding same;	2.20	AIS
	Telephone call with A. Soutter; review of CaseLines; attempt to reach contacts at Commercial List Office; call with Bankruptcy Office to have issue rectified with CaseLines; call with A. Soutter; review of file to ensure all materials were filed; communications to A. Soutter;	0.40	BJB
Jun-02-23	Emails regarding endorsement;	0.20	RK
	Receipt and review of Justice Kimmel's Order and Endorsement; email from O. Barnwell; email to client regarding same;	0.40	AIS
	Instructions from A. Soutter and attend to issuing order	0.20	RGM

obtained on June 1, 2023;

Jun-07-23	Emails regarding Ajax mortgages; discuss reply to W. Greenspoon;	0.30	RK
	Emails and telephone call with W. Greenspoon-Soer regarding the Ajax Master Holdings mortgage;	0.20	AIS
	Emails with A. Soutter regarding issued Order and filing of confidential appendices under seal; attend to service of Order and endorsement;	0.20	RGM
Jun-08-23	Attend to matters regarding filing of confidential appendices under seal with the Commercial List; emails with registrar regarding same; internal instructions regarding same;	0.50	RGM
Jun-12-23	Preparing a draft agreement between the Town and the Receiver; discussion with R. Chakrabarti regarding same; emails with R. Lebow; letter from A. Brown;	0.50	AIS
Jun-13-23	Emails and telephone call with R. LeBow regarding his security opinion;	0.20	AIS
Jun-14-23	Review of revised agreement between the Receiver and the Town; revision to same; discussion with R. Chakrabarti regarding same;	0.40	AIS
Jun-16-23	Emails from and to A. Soutter;	0.20	RK
	Review of the proposed agreement between the Town and the Receiver relating to the development agreement; discussion with R. Kennedy regarding same; email to R. Lebow; email to E. Lamek regarding the Ajax Master Holdings mortgage;	0.40	AIS
Jun-19-23	Review brochure for the property;	0.10	AIS
Jun-20-23	Review the draft Owens Wright opinion; discussion with R. Chakrabarti regarding the Ajax Master Holding security;	0.50	AIS
Jun-21-23	Discussion with R. Chakrabarti regarding the Ajax Master Holdings advances and charge;	0.10	AIS
	Emails with R. Chakrabarti regarding AMHI First Loan Agreement and provide same;	0.20	RGM
	Reviewing AMHI advances and the corresponding loan agreements;	3.00	RC
Jun-27-23	Review of contract;	1.00	RK
	Review the draft agreement between the Receiver and the Town; review the draft term sheet [REDACTED];	0.20	AIS

Jun-28-23	Review and respond to email correspondence; review of term sheet; comments on same; revise term sheet;	0.90	RK
	Review of the draft term sheet [REDACTED];	0.10	AIS
Jul-04-23	Email from and to J. Berger;	0.30	RK
Jul-06-23	Review the Commitment Letter regarding replacement receivership funding;	0.40	AIS
Jul-07-23	Review of email correspondence;	0.20	RK
	Emails with J. Berger regarding replacement receivership funding;	0.40	AIS
Jul-12-23	Emails from A. Brown and B. Tannenbaum; review the progress report from the Broker;	0.10	AIS
Jul-13-23	Email from W. Greenspoon; emails from and to A. Soutter;	0.30	RK
	Discuss replacement receivership funding with R. Kennedy;	0.20	AIS
Jul-18-23	Email to and from A. Soutter;	0.30	RK
	Discuss replacement receivership funding with R. Kennedy;	0.20	AIS
Jul-20-23	Review the draft Commitment Letter regarding replacement receivership funding; emails with J. Berger;	0.20	AIS
Jul-21-23	Prepare for and attend call with RSM; emails to and from same;	0.50	RK
	Emails and telephone call with B. Tannenbaum, J. Berger and R. Kennedy;	0.20	AIS
Jul-25-23	Review of emails; telephone call with A. Soutter; further email from same;	0.50	RK
	Telephone call with J. Berger regarding lenders and general updates about the sale procedure and next steps; emails and call with W. Greenspoon-Soer;	0.50	AIS
Jul-26-23	Review and respond to email correspondence with A. Soutter;	0.20	RK
	Revision to the agreement between the Receiver and Town; review the Sale Procedure; email to J. Berger, R. Kennedy and B. Tannenbaum regarding the draft agreement and Sale Procedure;	0.60	AIS

<u>Lawyer</u>	<u>Hours</u>	<u>Amount</u>	
Rebecca Kennedy	5.90	5,457.50	
Alexander Soutter	8.10	5,670.00	
Bobbie-Jo Brinkman (Law Clerk)	0.40	150.00	
Roxana Manea (Law Clerk)	1.10	412.50	
Rudrakshi Chakrabarti (Student)	3.00	1,275.00	
TOTAL FEE HEREIN		\$12,965.00	
HST on Fees		<u>\$1,685.45</u>	
Total Fees and HST			\$14,650.45
 <u>Disbursements:</u>			
3% Administrative Fee		\$388.95	
Total Taxable Disbursements		\$388.95	
HST on Disbursements		\$50.56	
Total Non-Taxable Disbursements		<u>\$0.00</u>	
Total Disbursements and HST			<u>\$439.51</u>
Total Fees, Disbursements & HST			\$15,089.96
OUR ACCOUNT HEREIN			<u>\$15,089.96</u>

Thornton Grout Finnigan LLP



Per: Rebecca Kennedy

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 2028-002

Invoice No. 39784

Date: Aug 23/23

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6.00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

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

BETWEEN:

2615333 ONTARIO INC.

Applicant

- and -

**CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC., 9654461
CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445 CANADA INC.**

Respondents

**APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT,
R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT,
R.S.O. 1990, c. C.43, AS AMENDED**

**SEVENTEENTH BILL OF COSTS
OF THORNTON GROUT FINNIGAN LLP,
THE SOLICITORS TO RSM CANADA LIMITED
IN ITS CAPACITY AS COURT-APPOINTED RECEIVER**

For the period ending August 31, 2023

Aug-01-23	Emails with J. Berger regarding potential bidders and a confidentiality agreement;	0.20	AIS
Aug-02-23	Emails regarding agreement for purchase and sale;	0.40	RK
	Review and revision to the draft agreement of purchase and sale; emails with A. Brown, B. Tannenbaum, J. Berger and R. Kennedy regarding same;	1.00	AIS
Aug-03-23	Emails with A. Brown and B. Tannenbaum regarding the development agreement and discussion with a potential purchaser;	0.40	AIS
Aug-04-23	Various emails on development agreement and purchase agreement;	0.50	RK
	Emails and telephone call with [REDACTED]; emails and videoconference with A. Brown regarding the agreement of purchase and sale and draft development agreement; review and revision of the draft development agreement;	1.40	AIS

Aug-08-23	Email from E. Lamek; email to A. Soutter; review of revised Agreement of Purchase and Sale;	0.50	RK
	Considering the documents provided by Ajax Master Holdings Inc. [REDACTED]; [REDACTED];	4.50	AIS
Aug-09-23	Review and respond to email correspondence; attend call with A. Soutter; further call with J. Berger and A. Soutter;	1.90	RK
	Discussion with R. Kennedy regarding the Ajax Master Holdings Inc. security [REDACTED]; emails and videoconference with J. Berger and R. Kennedy regarding the Ajax Master Holdings Inc. security and other matters; review the Hillmount term sheet; emails to J. Berger regarding draft emails to mortgagees; draft email to J. Hart regarding the updated development agreement and agreement between the Town and Receiver	2.60	AIS
Aug-10-23	Email from and to A. Soutter;	0.30	RK
	Emails with J. Berger regarding communication with mortgagees; emails regarding a meeting with Hillmount; emails with E. Lamek; R. Uukkivi and W. Greenspoon-Soer; call with R. Uukkivi; videoconference with Hillmount and its counsel;	1.60	AIS
Aug-14-23	Review of letter from W. Greenspoon-Soer;	0.20	RK
Aug-17-23	Review of emails regarding financing and Receiver's Charge;	0.60	RK
Aug-22-23	Telephone call with J. Berger;	0.10	AIS
Aug-25-23	Email from and to J. Berger; review of bids; discuss same with A. Soutter;	1.90	RK
	Review offers received; discussion with R. Kennedy regarding same; video conference with B. Tannenbaum, A. Brown, J. Berger and R. Kennedy regarding same; [REDACTED]; [REDACTED]; review the Sale Procedure; consider draft communication to the bidders; consider the Town's rights under the Appointment Order;	4.00	AIS
Aug-28-23	Emails from and to J. Berger and A. Soutter; further review of bids and information; draft email to J. Hart;	0.50	RK
	Emails with J. Berger;	0.20	AIS
Aug-29-23	Email to J. Hart; call from J. Hart; further email from B. Tannenbaum; call with J. Hart; call with B. Tannenbaum;	0.60	RK
	Voicemail from J. Hart; emails from B. Tannenbaum and R. Kennedy;	0.20	AIS

Aug-30-23

Review and respond to email correspondence; attend call with
J. Berger;

0.40

RK

Lawyer

Hours

Amount

Rebecca Kennedy

7.80

7,215.00

Alexander Soutter

16.20

11,340.00

TOTAL FEE HEREIN

\$18,555.00

HST on Fees

\$2,412.15

Total Fees and HST

\$20,967.15

Disbursements:

3% Administrative Fee

\$556.65

Total Taxable Disbursements

\$556.65

HST on Disbursements

\$72.36

Total Non-Taxable Disbursements

\$0.00

Total Disbursements and HST

\$629.01

Total Fees, Disbursements & HST

\$21,596.16

OUR ACCOUNT HEREIN

\$21,596.16

Thornton Grout Finnigan LLP



Per: Rebecca L. Kennedy

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 2028-002

Invoice No. 39913

Date: Sep 21/23

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

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

BETWEEN:

2615333 ONTARIO INC.

Applicant

- and -

**CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC., 9654461
CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445 CANADA INC.**

Respondents

**APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT,
R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT,
R.S.O. 1990, c. C.43, AS AMENDED**

**EIGHTEENTH BILL OF COSTS
OF THORNTON GROUT FINNIGAN LLP,
THE SOLICITORS TO RSM CANADA LIMITED
IN ITS CAPACITY AS COURT-APPOINTED RECEIVER**

For the period ending September 30, 2023

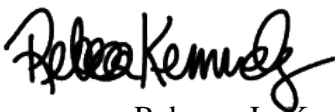
Sep-01-23	Various emails regarding call; calls with B. Tanenbaum; prepare for and attend call regarding status update;	1.10	RK
	Videoconference with J. Lee, J. Berger, B. Tannenbaum and R. Kennedy; emails with J. Berger, B. Tannenbaum and R. Kennedy regarding same;	0.30	AIS
Sep-06-23	Review and respond to email correspondence; prepare for and attend call with RSM regarding bids; further emails regarding call;	1.00	RK
	Emails and videoconference with B. Tannenbaum, J. Berger, R. Kennedy and A. Brown regarding the bids received and next steps;	0.70	AIS

Sep-07-23	Drafting a template Approval and Vesting Order;	0.30	RC
Sep-08-23	Emails from W. Greenspoon; email to A. Soutter;	0.20	RK
Sep-11-23	Prepare for and attend call with counsel to bidder;	0.50	RK
	Videoconference with counsel to one of the bidders regarding the terms of their bid; discussion with R. Kennedy regarding same; review the Owens Wright opinion on the 261 mortgages;	0.80	AIS
Sep-13-23	Emails regarding calls;	0.30	RK
Sep-14-23	Call with J. Berger;	0.20	RK
Sep-15-23	Telephone call with A. Soutter; call with J. Berger; prepare for and attend lender update call;	0.70	RK
	Discussion with R. Kennedy regarding the update call with 261; telephone call with R. Kennedy and J. Berger regarding same; attendance at the videoconference with counsel to 261 and the Receiver;	0.80	AIS
Sep-18-23	Emails with J. Hart; emails with B. Tannenbaum, J. Berger, A. Brown and R. Kennedy regarding the bids; telephone call with J. Berger regarding an upcoming call with a bidder; brief review of documents connected to one of the bids;	0.80	AIS
Sep-19-23	Review of email from J. Berger; telephone call with A. Soutter; further emails with Town's counsel;	0.80	RK
	Review the updated bid from one of the bidders; discussion with R. Kennedy regarding same; emails with B. Tannenbaum and J. Berger regarding same;	0.50	AIS
Sep-20-23	Email from J. Berger regarding call with a bidder;	0.10	AIS
Sep-21-23	Review and respond to email correspondence;	0.20	RK
Sep-22-23	Emails regarding communicating with a bidder and resolving issues;	0.30	RK
Sep-26-23	Review of materials from J. Berger; prepare for and attend call with RSM; draft email to counsel to a bidder; emails regarding same;	1.70	RK
	Videoconference with B. Tannenbaum, J. Berger, A. Brown and R. Kennedy regarding one of the bids;	0.40	AIS
Sep-27-23	Emails from and to RSM; prepare for and attend call regarding status; draft email to counsel to a bidder; further email correspondence;	0.70	RK

	Emails from counsel to a bidder; email from J. Berger regarding same; videoconference with B. Tannenbaum, J. Berger, A. Brown and R. Kennedy regarding a potential bid;	0.70	AIS
Sep-28-23	Review of revised agreements; attend call with A. Brown regarding same;	1.00	RK
Sep-29-23	Prepare for and attend call with purchaser; further emails to A. Brown;	1.00	RK

<u>Lawyer</u>	<u>Hours</u>	<u>Amount</u>	
Rebecca Kennedy	9.70	8,972.50	
Alexander Soutter	5.10	3,570.00	
Rudrakshi Chakrabarti	0.30	135.00	
TOTAL FEE HEREIN		\$12,677.50	
HST on Fees		<u>\$1,648.08</u>	
Total Fees and HST			\$14,325.58
<u>Disbursements:</u>			
3% Administrative Fee		\$380.33	
Total Taxable Disbursements		\$380.33	
HST on Disbursements		\$49.44	
Total Non-Taxable Disbursements		<u>\$0.00</u>	
Total Disbursements and HST			<u>\$429.77</u>
Total Fees, Disbursements & HST			\$14,755.35
OUR ACCOUNT HEREIN			<u>\$14,755.35</u>

Thornton Grout Finnigan LLP



Per: Rebecca L. Kennedy

E. & O. E. HST No. 87042 1039RT *HST Exempt
Matter No. 2028-002
Invoice No. 40053
Date: Oct 25/23

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

**ONTARIO
SUPERIOR COURT OF JUSTICE**

(COMMERCIAL LIST)

BETWEEN:

2615333 ONTARIO INC.

Applicant

- and -

**CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC., 9654461
CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445 CANADA INC.**

Respondents

**APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT,
R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT,
R.S.O. 1990, c. C.43, AS AMENDED**

**NINETEENTH BILL OF COSTS
OF THORNTON GROUT FINNIGAN LLP,
THE SOLICITORS TO RSM CANADA LIMITED
IN ITS CAPACITY AS COURT-APPOINTED RECEIVER**

For the period ending October 31, 2023

Oct-02-23	Review of email correspondence; review of revised agreement of purchase and sale; call with A. Soutter;	0.60	RK
	Emails with J. Hart; discussion with R. Kennedy regarding same; email to B. Tannenbaum and J. Berger regarding same;	1.00	AIS
Oct-03-23	Call with J. Hart;	0.20	RK
Oct-04-23	Emails regarding bid process;	0.30	RK
Oct-05-23	Discussion with R. Kennedy regarding an urgent motion regarding the Receiver's Borrowings Charge; email to the Court regarding same; emails with counsel to 261 regarding same; emails and telephone calls with J.	1.00	AIS

	Berger regarding same; review of the Hillmount Non-Disclosure Agreement; emails with J. Berger regarding same;		
	Instructions from A. Soutter and prepare Commercial List request form for motion regarding receiver's borrowing certificates; further instructions and prepare draft Notice of Motion and Order for same; emails from J. Lee, brief discussion with A. Soutter regarding no need for court appearance;	0.90	RGM
Oct-10-23	Attend call with bidder's counsel;	0.50	RK
	Emails between R. Kennedy and bidder's lawyer; videoconference with R. Kennedy and bidder's lawyer;	0.10	AIS
Oct-11-23	Prepare for and attend call with RSM;	0.50	RK
	Videoconference with B. Tannenbaum, J. Berger, A. Brown and R. Kennedy regarding recent discussions with a bidder, revisions to the Agreement of Purchase and Sale, arranging court time and telephone calls with counsel to the bidder and the town; revise proposed amended language for the Agreement of Purchase and Sale regarding the development agreement;	0.80	AIS
Oct-13-23	Email to the Court regarding time for a motion for an Approval and Vesting Order; discussion with R. Kennedy regarding next steps;	0.20	AIS
	Emails regarding AVO motion date; briefly review Agreement of Purchase and Sale and conduct corporate searches with respect to purchasers' names; email to A. Soutter regarding same; prepare draft Commercial List request;	0.70	RGM
Oct-16-23	Emails from B. Tannenbaum to a bidder; emails with clients regarding same; discussion with R. Kennedy regarding same; emails with J. Hart and review of the draft development agreement that he enclosed; email from a bidder; email to A. Brown and R. Kennedy regarding comments to the bidder's email;	1.00	AIS
Oct-17-23	Email from A. Brown regarding communication with a bidder; email to R. Kennedy regarding the draft agreement between the Town and Receiver;	0.50	AIS
Oct-18-23	Review of emails; review of revised agreements; meeting with A. Soutter regarding same; attend call with RSM;	1.00	RK
	Review the Hillmount term sheet; emails between A. Brown and a bidder; videoconference with B. Tannenbaum, J. Berger, A. Brown and R. Kennedy regarding the bidder's draft Agreement of Purchase and Sale and related matters; discussion with R. Kennedy regarding the Hillmount term sheet and correspondence to go to J. Hart;	1.30	AIS
	Internal follow-up on court date request;	0.10	RGM
Oct-19-23	Emails regarding revisions to the Asset Purchase Agreement;	0.30	RK
Oct-20-23	Various emails on Asset Purchase Agreement and term sheet with lender;	0.60	RK

	Email to J. Fried and V. Da Re regarding an Non-Disclosure Agreement;	0.40	AIS
Oct-23-23	Review of email correspondence; call with A. Soutter;	0.30	RK
	Voicemail from and emails with J. Hart regarding the development agreement; emails with clients regarding same; telephone conference with V. Da Re and J. Fried; telephone call with J. Hart; videoconference with J. Hart and G. Romanowski; discussion with R. Kenndy; email to clients regarding the status of discussions with the Town;	1.90	AIS
Oct-24-23	Review of update from J. Hart; draft email to RSM; call with A. Soutter; review and respond to email correspondence; prepare for and attend call with RSM and A. Brown; call with W. Greenspoon-Soer; debrief call with A. Soutter;	1.60	RK
	Email from a bidder's lawyer; email to clients regarding same; email to J. Hart for an update on the Town's meeting with the bidder; email to B. Tannenbaum and J. Berger regarding the Hillmount term sheet; discussion with R. Kennedy regarding the development agreement;	1.70	AIS
Oct-25-23	Review and respond to email correspondence; attend call with W. Greenspoon;	0.60	RK
	Videoconference with W. Greenspoon-Soer, B. Tannenbaum, J. Berger, R. Kennedy and A. Brown; further videoconference and emails with B. Tannenbaum, J. Berger, R. Kennedy and A. Brown; email to V. Da Re and J. Fried;	0.90	AIS
Oct-26-23	Review and respond to email correspondence; call from A. Brown; emails with A. Soutter; reply regarding disclosure to Town;	0.80	RK
	Emails with J. Hart and G. Romanowski regarding a meeting with the Receiver; emails with B. Tannenbaum, A. Brown, J. Berger and R. Kennedy regarding same; telephone call with A. Brown regarding the terms of the draft Agreement of Purchase and Sale and Development Agreement;	0.50	AIS
Oct-27-23	Telephone call with A. Brown; emails regarding meeting; emails regarding court attendance; prepare for and attend call with Town; debrief with A. Soutter;	1.80	RK
	Discussion with R. Kennedy to prepare for the meeting with the Town; videoconference with J. Hart, G. Romanowski, B. Tannenbaum, J. Berger, R. Kennedy and A. Brown regarding the draft development agreement; emails regarding arranging a meeting with the Town and bidder;	1.70	AIS
	Instructions from A. Soutter; prepare court request form for December 11 motion for directions;	0.30	RGM
Oct-30-23	Review and respond to email correspondence; prepare for and attend update call;	1.20	RK
	Emails with W. Greenspoon-Soer and J. Hart regarding securing court time for a motion for directions; discussion with R. Chakrabarti regarding motion	1.40	AIS

materials; videoconference with one of the bidder's lawyers and his clients, J. Hart, B. Tannenbaum, J. Berger, A. Brown and R. Kennedy; discussion with R. Kennedy regarding same; email to B. Tannenbaum and J. Berger regarding same;

	Emails with Commercial List regarding scheduling of motion for directions and case-conference for same;	0.50	RGM
	Meet with A. Soutter to discuss current status of file;	0.10	RC
Oct-31-23	Various emails regarding court attendance;	0.30	RK
	Draft Receiver's third report; draft Notice of Motion in relation to a motion for directions;	4.00	RC

<u>Lawyer</u>	<u>Hours</u>	<u>Amount</u>
Rebecca Kennedy	10.60	9,805.00
Alexander Soutter	14.40	10,080.00
Rudrakshi Chakrabarti	4.10	1,845.00
Roxana Manea (Law Clerk)	2.50	937.50

TOTAL FEE HEREIN	\$22,667.50
HST on Fees	<u>\$2,946.78</u>

Total Fees and HST	\$25,614.28
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Disbursements:

3% Administrative Fee	\$680.03
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Total Taxable Disbursements	\$680.03
HST on Disbursements	\$88.40
Total Non-Taxable Disbursements	<u>\$0.00</u>

Total Disbursements and HST	<u>\$768.43</u>
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Total Fees, Disbursements & HST	\$26,382.71
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OUR ACCOUNT HEREIN	<u>\$26,382.71</u>
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Thornton Grout Finnigan LLP



Per: Rebecca L. Kennedy

E. & O. E. HST No. 87042 1039RT *HST Exempt
 Matter No. 2028-002

Invoice No. 40156
Date: Nov 28/23

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

BETWEEN:

2615333 ONTARIO INC.

Applicant

- and -

CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC., 9654461 CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445 CANADA INC.

Respondents

APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED

**TWENTIETH BILL OF COSTS
OF THORNTON GROUT FINNIGAN LLP,
THE SOLICITORS TO RSM CANADA LIMITED
IN ITS CAPACITY AS COURT-APPOINTED RECEIVER**

For the period ending November 30, 2023

Nov-01-23	Review of email from purchaser’s counsel; discuss same with A. Soutter; review of development agreements; review of revisions to same; prepare for and attend call with RSM; debrief with A. Soutter;	1.80	RK
	Emails from J. Hart and A. D'Angelo; draft response to same for client review; emails and videoconference with R. Kennedy, A. Brown, B. Tannenbaum and J. Berger regarding same; discussion with R. Kennedy regarding same; review communications with the Town and its representatives;	3.30	AIS
	Draft Receiver's third report;	2.00	RC
Nov-02-23	Review emails as to status of the development of project; review communication with, and draft response to the Town; call with A. Soutter and R. Kennedy as to same, and consider strategy and next steps; review of further emails;	1.20	DJM

	Prepare for and attend call with D.J. Miller and A. Soutter; review and respond to email correspondence; telephone call with A. Soutter; further call with D.J. Miller; review of email to J. Hart;	1.80	RK
	Emails from J. Berger and J. Fried regarding the Hillmount advance; discussion with DJ Miller and R. Kennedy regarding draft communication to the Town; revise same; call with A. Brown regarding his discussion with J. Hart;	2.70	AIS
Nov-03-23	Review and respond to email correspondence; call with A. Soutter; consider issues with sales process [REDACTED]; prepare for and attend update call with RSM; call with W. Greenspoon-Soer; further call with A. Soutter; emails regarding communications;	1.80	RK
	Emails with J. Fried and V. DaRe regarding the Hillmount advance; emails with client regarding draft correspondence to J. Hart; videoconference with B. Tannenbaum, J. Berger, A. Brown and R. Kennedy; email to W. Greenspoon-Soer; drafting an Aide Memoire; email to the Court;	2.50	AIS
Nov-06-23	Emails from J. Fried regarding conditions to the Hillmount advance; discussion with R. Kennedy regarding same; review property searches; discussion with R. Manea regarding same; email to A. Brown and clients regarding same; email to W. Greenspoon-Soer regarding a Chambers appointment; revision to the aide memoire;	2.40	AIS
	Instructions from A. Soutter; obtain Transfer Instrument [REDACTED]; attend to updated corporate searches with respect to federal entities owners of PINs; obtain updated PIN searches; discussion with A. Soutter regarding status of file, issues and next steps with respect to motion for directions;	1.20	RGM
	Revision to the draft Receiver's third report; draft Notice of Motion in relation to motion for directions;	1.00	RC
Nov-07-23	Review and respond to email correspondence; calls with A. Soutter; emails regarding scheduling;	0.80	RK
	Review [REDACTED];	1.30	AWO
	Revise Commercial List request form and coordinate signing of same with counsel; provide request form to scheduling clerk;	0.30	RGM
Nov-08-23	Various calls with A. Soutter;	0.30	RK
Nov-10-23	Review and respond to email correspondence;	0.30	RK
Nov-13-23	Receive and consider letter from counsel for the City as to their position on letter from the Receiver; consider potential response;	0.20	DJM
	Review correspondence from J. Hart; emails with client regarding same;	0.50	AIS

Nov-14-23	Email from A. Soutter as to means of advancing issue set out in letter from the Town's counsel; email from R. Kennedy;	0.10	DJM
	Various emails from and to A. Soutter;	0.50	RK
Nov-15-23	Review and respond to email correspondence; prepare for and attend update call with Hillmount; email from N. Read-Ellis;	1.10	RK
	Emails with J. Berger regarding correspondence from J. Hart; discussion with R. Kennedy regarding same; emails with N. Read-Ellis; email to B. Tannenbaum and J. Berger regarding the Town's representations;	0.50	AIS
Nov-21-23	Review and respond to email correspondence; email to B. Tannenbaum and J. Berger; call with A. Soutter;	0.50	RK
	Review draft postponement and acknowledgment relating to the Receiver's Certificate; discussion with R. Kennedy regarding same; emails with B. Tannenbaum regarding same; emails with J. Fried regarding same; email to W. Greenspoon-Soer regarding same;	0.80	AIS
Nov-27-23	Emails regarding postponement; discuss same with A. Soutter;	0.30	RK
Nov-28-23	Revision to the aide memoire for the December 12 case conference;	0.50	AIS
Nov-29-23	Emails from and to A. Soutter; telephone call with A. Soutter;	0.40	RK
	Email to J. Lee; email to J. Fried; consider evidence relating to the Town's representations to the Receiver that there were drawings suitable for a building permit to be issued; discussion with R. Kennedy regarding same; email to B. Tannenbaum, J. Berger and A. Brown regarding same;	0.60	AIS
Nov-30-23	Telephone call with J. Fried; consider research regarding [REDACTED]; videoconference with B. Tannenbaum, J. Berger and A. Brown;	2.30	AIS
	Finalize summary [REDACTED];	0.50	AWO

<u>Lawyer</u>	<u>Hours</u>	<u>Amount</u>
D. J. Miller	1.50	1,762.50
Rebecca Kennedy	9.60	8,880.00
Alexander Soutter	16.10	11,270.00
Alexander Overton	1.80	900.00
Rudrakshi Chakrabarti	3.00	1,350.00
Roxana Manea (Law Clerk)	1.50	562.50
TOTAL FEE HEREIN		\$24,725.00
HST on Fees		<u>\$3,214.25</u>

Total Fees and HST **\$27,939.25**

Disbursements:

3% Administrative Fee	\$741.75
Total Taxable Disbursements	\$741.75
HST on Disbursements	\$96.43

Total Non-Taxable Disbursements	<u>\$0.00</u>
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Total Disbursements and HST	<u>\$838.18</u>
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Total Fees, Disbursements & HST	<u>\$28,777.43</u>
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OUR ACCOUNT HEREIN	<u>\$28,777.43</u>
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Thornton Grout Finnigan LLP



Per: Rebecca L. Kennedy

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 2028-002

Invoice No. 40245

Date: Dec 15/23

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

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

BETWEEN:

2615333 ONTARIO INC.

Applicant

- and -

**CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., 9654488 CANADA INC., 9654461
CANADA INC., 9654372 CANADA INC., 9617680 CANADA INC. AND 9654445 CANADA INC.**

Respondents

**APPLICATION UNDER SUBSECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT,
R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE COURTS OF JUSTICE ACT,
R.S.O. 1990, c. C.43, AS AMENDED**

**TWENTY-FIRST BILL OF COSTS
OF THORNTON GROUT FINNIGAN LLP,
THE SOLICITORS TO RSM CANADA LIMITED
IN ITS CAPACITY AS COURT-APPOINTED RECEIVER**

For the period ending December 31, 2023

Dec-04-23	Revision to a draft order, and drafting a notice of motion, in respect of subordinating the 261 Certificate to the Hillmount Certificates; discussion with R. Kennedy regarding same;	0.60	AIS
Dec-05-23	Discussion with R. Chakrabarti regarding preparing a draft affidavit;	0.30	AIS
Dec-06-23	Review of notice of motion; review of draft report; emails regarding same;	0.70	RK
	Email to B. Tannenbaum and J. Berger regarding the priority of certificates motion; email to J. Fried regarding same; call with J. Fried regarding same; email to W. Greenspoon-Soer regarding same; discussion with R. Kennedy regarding same;	0.60	AIS
Dec-07-23	Emails from and to A. Soutter; review email from J. Berger; review comments; emails to A. Soutter regarding same; call with W. Greenspoon-Soer; call with A. Soutter;	1.90	RK

	Discussion with R. Kennedy regarding the upcoming case conference, motion regarding priorities and motion for directions; emails with J. Berger regarding same; revision to the motion material regarding the priority of receiver's certificates; discussion with R. Kennedy regarding the upcoming case conference; revision to the motion regarding priority of certificates and the case conference brief on the motion for directions; emails with clients regarding same and the case conference brief;	1.50	AIS
Dec-08-23	Review of emails regarding materials; discuss same with A. Soutter; review of updated order;	0.70	RK
	Telephone call with J. Hart regarding the case conference; discussion with R. Kennedy regarding same;	0.30	AIS
	Instructions from A. Soutter regarding service of priority motion materials and aide memoire for the case conference on December 12; review Aide Memoire for case conference and revisions to same; review and revise draft Notice of Motion, draft Order and Report for motion; internal emails regarding draft materials; further revisions to Aide Memoire and motion materials; emails with RSM regarding final revised report; instructions from R. Kennedy and circulate draft aide memoire to W. Greenspon-Soer; emails with A. Soutter regarding service of Aide Memoire; further emails with A. Soutter regarding motion materials for priority motion and developments;	5.20	RGM
Dec-11-23	Review and respond to email correspondence; call with A. Soutter; redact term sheet; email same to W. Greenspoon-Soer;	0.80	RK
	Preparation for the case conference; emails with other counsel regarding same; discussion with R. Kennedy and R. Manea regarding same;	0.50	AIS
	Revise Case Conference brief and provide to A. Souter for sign off; attend to service of same and upload Motion Record and brief to CaseLines; prepare and swear Affidavit of service for Motion Record and attend to electronic filing of same; emails with A. Soutter regarding scheduling of motion hearing; emails from various parties regarding service; attend to requests regarding certain counsel's access to CaseLines bundle; email to RSM with Zoom conference details for tomorrow; revise draft Order and prepare copy for Court; upload same to CaseLines;	2.50	RGM
Dec-12-23	Prepare for court hearing; attend same; attend debrief; attend call with D. Ullmann; review of endorsement; emails regarding advances of funds;	2.30	RK

	Preparation for and attendance at the chambers appointment to schedule the motion regarding priority of receiver's certificates and to schedule a motion for directions; follow up videoconference with J. Hart, W. Greenspoon-Soer, B. Tannenbaum, and J. Berger;	1.40	AIS
	Emails regarding changes to Order for hearing before Justice Cavanagh; respond to email from L. Starr requesting materials for case conference;	0.20	RGM
Dec-13-23	Emails with V. DaRe; revision to the Receiver's Certificate; emails with B. Tannenbaum and J. Berger regarding same; email to A. Brown regarding registering the Order of December 12 on title; discussion with R. Manea regarding serving the order and endorsement;	0.70	AIS
	Email to Commercial List following up on issuance of Order (re: Priority of Receiver's Certificates) and endorsement made at case conference regarding same and scheduling of motion for directions in January 2024; attend to service of issued order and endorsement; attend to requests from parties on Service List and provide materials from case conference hearing;	0.60	RGM
Dec-14-23	Various emails regarding advances; review of materials regarding advance;	0.50	RK
Dec-15-23	Emails regarding funding;	0.30	RK
	Email to Commercial List scheduling clerk regarding December 12 endorsement and confirm time booked on January 19, 2024 before Justice Cavanagh for scheduling of motions for directions;	0.20	RGM
Dec-18-23	Emails from and to J. Berger and B. Tannenbaum; call with J. Klein;	0.50	RK
Dec-19-23	Revision to the Notice of Motion; consider issues relating to the motion for directions;	2.50	AIS
Dec-20-23	Email from J. Berger; replies to same; emails from A. Soutter and W. Greenspoon-Soer; email from N. Read-Ellis; email from A. Soutter regarding same;	0.50	RK
	Emails with J. Berger; email to W. Greenspoon-Soer; emails with A. D'Angelo with respect to his request for a copy of the Third Report;	0.20	AIS
Dec-21-23	Emails with N. Read-Ellis; discussion with R. Kennedy regarding same;	0.10	AIS
Dec-27-23	Emails from A. Soutter; various emails regarding call with Avison Young;	0.40	RK

	Consider potential evidence on the motion for directions; email to A. Brown regarding the site plan agreement; email to J. Berger and B. Tannenbaum regarding the development; discussion with R. Kennedy;	1.90	AIS
Dec-28-23	Further emails regarding evidence;	0.30	RK
	Emails regarding having a call with Avison Young; telephone call with A. Brown regarding the site plan drawings;	0.40	AIS
	Emails regarding potential evidence on motion for directions;	0.30	AIS
Dec-31-23	Email to and from A. Soutter;	0.20	RK
	Emails with R. Kennedy regarding evidence on the motion for directions;	0.20	AIS

<u>Lawyer</u>	<u>Hours</u>	<u>Amount</u>	
Rebecca Kennedy	9.10	8,417.50	
Alexander Soutter	11.50	8,050.00	
Roxana Manea law clerk	8.70	3,262.50	
TOTAL FEE HEREIN		\$19,730.00	
HST on Fees		<u>\$2,564.90</u>	
Total Fees and HST			\$22,294.90
<u>Disbursements:</u>			
3% Administrative Fee		\$591.90	
Total Taxable Disbursements		\$591.90	
HST on Disbursements		\$76.95	
Total Non-Taxable Disbursements		<u>\$0.00</u>	
Total Disbursements and HST			<u>\$668.85</u>
Total Fees, Disbursements & HST			\$22,963.75
OUR ACCOUNT HEREIN			<u>\$22,963.75</u>

Thornton Grout Finnigan LLP

Per:  Rebecca Kennedy

E. & O. E. HST No. 87042 1039RT *HST Exempt

Matter No. 2028-002

Invoice No. 40373

Date: Jan 22/24

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

Exhibit "B"



Summary of professional fees by invoice for the period April 16, 2021 to December 31, 2023

Bill of Costs (Invoice #)	Period of Service	Total Hrs	Fees	Disbs.	HST	Invoice Total	Average Rate/Hr
1st Bill (Inv. 36785)	For period ended April 30, 2021	13.1	\$ 8,480.00	\$ -	\$ 1,102.40	\$ 9,582.40	\$ 647.33
2nd Bill (Inv. 38001)	For period ended Dec. 31, 2021	120.6	\$ 67,805.00	\$ 1,066.34	\$ 8,911.67	\$ 77,783.01	\$ 562.23
3rd Bill (Inv. 38002)	For period ended March 14, 2022	2.5	\$ 2,070.00	\$ -	\$ 269.10	\$ 2,339.10	\$ 828.00
4th Bill (Inv. 38158)	For period ended March 31, 2022	5.4	\$ 3,300.00	\$ 13.53	\$ 430.76	\$ 3,744.29	\$ 611.11
5th Bill (Inv. 38205)	For period ended April 30, 2022	3.2	\$ 2,720.00	\$ -	\$ 353.60	\$ 3,073.60	\$ 850.00
6th Bill (Inv. 38462)	For period ended June 30, 2022	26.8	\$ 18,595.00	\$ -	\$ 2,417.35	\$ 21,012.35	\$ 693.84
7th Bill (Inv. 38606)	For period ended July 31, 2022	20.9	\$ 15,200.00	\$ 1.05	\$ 1,976.14	\$ 17,177.19	\$ 727.27
8th Bill (Inv. 38674)	For period ended August 31, 2022	13.7	\$ 11,532.50	\$ 23.13	\$ 1,502.23	\$ 13,057.86	\$ 841.79
9th Bill (Inv. 38837)	For period ended Sept. 30, 2022	29	\$ 18,245.00	\$ 10.34	\$ 2,373.19	\$ 20,628.53	\$ 629.14
10th Bill (Inv. 38895)	For period ended Sept. 30, 2020	15.7	\$ 10,860.00	\$ 26.15	\$ 1,414.16	\$ 12,300.31	\$ 691.72
11th Bill (Inv. 39250)	For period ended Dec. 30, 2022	79.9	\$ 48,932.50	\$ 17.51	\$ 6,363.50	\$ 55,313.51	\$ 612.42
12th Bill (Inv. 39251)	For period ended January 31, 2023	63.5	\$ 33,625.00	\$ 1,008.75	\$ 4,502.39	\$ 39,136.14	\$ 529.53
13th Bill (Inv. 39423)	For period ended March 31, 2023	47.3	\$ 34,120.00	\$ 1,023.60	\$ 4,568.67	\$ 39,712.27	\$ 721.35
14th Bill (Inv. 39458)	For period ended April 30, 2023	34.3	\$ 20,532.50	\$ 615.98	\$ 2,749.30	\$ 23,897.78	\$ 598.62
15th Bill (Inv. 39613)	For period ended May 31, 2023	29.1	\$ 17,402.50	\$ 522.08	\$ 2,330.20	\$ 20,254.78	\$ 598.02
16th Bill (Inv. 39784)	For period ended July 31, 2023	18.5	\$ 12,965.00	\$ 388.95	\$ 1,736.01	\$ 15,089.96	\$ 700.81
17th Bill (Inv. 39913)	For period ended August 31, 2023	24	\$ 18,555.00	\$ 556.65	\$ 2,484.51	\$ 21,596.16	\$ 773.13
18th Bill (Inv. 40053)	For period ended Sept. 30, 2023	15.1	\$ 12,677.50	\$ 380.33	\$ 1,697.52	\$ 14,755.35	\$ 839.57
19th Bill (Inv. 40156)	For period ended October 31, 2023	31.6	\$ 22,667.50	\$ 680.03	\$ 3,035.18	\$ 26,382.71	\$ 717.33
20th Bill (Inv. 40245)	For period ended Nov. 30, 2023	33.5	\$ 24,725.00	\$ 741.75	\$ 3,310.68	\$ 28,777.43	\$ 738.06
21st Bill (Inv. 40373)	For period ended Dec. 31, 2023	29.3	\$ 19,730.00	\$ 591.90	\$ 2,641.85	\$ 22,963.75	\$ 673.38
TOTAL		657.0	\$ 424,740.00	\$ 7,668.07	\$ 56,170.41	\$ 488,578.48	

Exhibit "C"

THIS IS EXHIBIT "C" REFERRED TO IN
THE AFFIDAVIT OF REBECCA L. KENNEDY
SWORN REMOTELY BEFORE ME
THIS 5TH DAY OF FEBRUARY, 2024.

Roxana Gabriela Manea, a Commissioner, etc.,
Province of Ontario, for
Thornton Grout Finnigan LLP,
Barristers and Solicitors.
Expires June 5, 2024.



Summary of professionals by position for the period April 16, 2021 to December 31, 2023

Legal Professional	Position	Year of Call	Rate/hr 2021	Rate/hr 2022	Rate/hr 2023	Hrs Billed
D.J. Miller	Partner	1993	\$1,050.00	\$1,100.00	\$1,175.00	16.50
Rebecca L. Kennedy	Partner	2009	\$800.00	\$850.00	\$925.00	186.90
Alexander Soutter	Associate	2017	\$550.00	\$625.00	\$700.00	275.70
Alexander Overton	Associate	2022	n/a	n/a	\$500.00	1.80
Rudrakshi Chakrabarti	Associate	2023	n/a	n/a	\$450.00	7.40
Rudrakshi Chakrabarti	Student	n/a	n/a	\$400.00	\$425.00	33.70
Marco Gaspar	Student	n/a	n/a	\$400.00	n/a	2.20
Carol Trudell	Student	n/a	\$325.00	\$400.00	\$425.00	51.30
Roxana Manea	Law clerk	n/a	\$300.00	\$350.00	\$375.00	80.90
Bobbie-Jo Brinkman	Law clerk	n/a	\$300.00	\$350.00	\$375.00	0.60
Total						657.00

APPLICATION UNDER SUBSECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED

2615333 ONTARIO INC.

- and - **CENTRAL PARK AJAX DEVELOPMENTS PHASE 1 INC., et al**

Applicant

Respondents

Court File No. CV-20-00651299-00CL

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

Proceedings commenced at Toronto, Ontario

AFFIDAVIT OF REBECCA L. KENNEDY

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Lawyers for the Court-appointed Receiver,
RSM Canada Limited

APPLICATION UNDER SUBSECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C.43, AS AMENDED

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Applicant

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SUPERIOR COURT OF JUSTICE
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**MOTION RECORD
(Motion for directions and other relief returnable March 4, 2024)
Vol. 2 of 3**

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