

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

**IN THE MATTER OF THE *CONSTRUCTION LIEN ACT*,  
R.S.O. 1990, c. C.30, AS AMENDED**

**AND IN THE MATTER OF AN APPLICATION MADE BY 144 PARK LTD.  
FOR THE APPOINTMENT OF A TRUSTEE UNDER SECTION 68(1) OF THE  
*CONSTRUCTION LIEN ACT*, R.S.O. 1990, c. C.30, AS AMENDED**

**MOTION RECORD**  
(re Vesting Order for Sale Transaction and other relief)  
(returnable February 23, 2017)

February 15, 2017

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**TO: THE SERVICE LIST**

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(as of February 15, 2017)

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SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

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R.S.O. 1990, c. C.30, AS AMENDED**

**AND IN THE MATTER OF AN APPLICATION MADE BY 144 PARK LTD.  
FOR THE APPOINTMENT OF A TRUSTEE UNDER SECTION 68(1) OF THE  
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# TAB 1

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

**IN THE MATTER OF THE *CONSTRUCTION LIEN ACT*,**  
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**FOR THE APPOINTMENT OF A TRUSTEE UNDER SECTION 68(1) OF THE**  
***CONSTRUCTION LIEN ACT*, R.S.O. 1990, c. C.30, AS AMENDED**

**NOTICE OF MOTION**

(re Vesting Order for Sale Transaction and other relief)  
(returnable February 23, 2017)

**COLLINS BARROW TORONTO LIMITED** (“CBTL”), in its capacity as Court-appointed *Construction Lien Act* (Ontario) trustee in this proceeding (the “Trustee”) will make a motion to a Judge of the Commercial List on Thursday February 23, 2017 at 10:00 a.m., or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

**PROPOSED METHOD OF HEARING:** The motion is to be heard orally.

**THE MOTION IS FOR:**

- (a) an order abridging the time for service of this notice of motion and the motion record so that the motion is properly returnable on February 23, 2017;

- (b) an order vesting the right, title and interest of 144 Park Ltd. (“**144 Park**”) in residential condominium unit known as suite 706, and storage unit known as unit 35, level 2, in and to Adrienne Michelle Jacques (the “**706 Purchaser**”), free and clear of all claims and encumbrances (except for permitted encumbrances) upon delivery of a Trustee’s certificate to the purchaser;
- (c) an order authorizing the Trustee to enter into and complete a transaction with the Condominium Corporation (as defined below), wherein the Condominium Corporation will pay in full to the Trustee the balance of the existing mortgage over the Guest Suite (as defined below) held by the Trustee, and the fees and costs associate therewith, in exchange for a discharge of the mortgage held by the Trustee;
- (d) an order approving the Sixteenth Report of the Trustee dated February 15, 2017 (the “**Sixteenth Report**”) and the conduct and activities of the Trustee as described therein;
- (e) approving the fees and disbursements of the Trustee and its insolvency counsel Chaitons LLP (“**Chaitons**”), as set out in the Sixteenth Report and the fee affidavits attached as appendices thereto; and
- (f) such further and other relief as counsel may request and this Honourable Court may permit.

**THE GROUNDS FOR THE MOTION ARE:**

**Background**

1. 144 Park was the owner of a 19-storey residential condominium project containing 148 residential units and a guest suite.
2. On January 22, 2015, CBTL was appointed as Trustee with respect to lands and premises owned by 144 Park known municipally as 142, 144 and 148 Park Street and 21 Allen Street West, Waterloo, Ontario, and legally described in Schedule "A" to the Appointment Order (the "**Property**") pursuant to the Order of The Honourable Mr. Justice Penny dated January 22, 2015 (the "**Appointment Order**").
3. There were 128 units that were the subject of agreements of purchase and sale between 144 Park and purchasers ("**144 Park Sale Agreements**"), and 20 unsold units (the "**Unsold Units**").
4. The Declaration with respect to the Property was registered on May 25, 2015 (the "**Declaration**") which, among other things, established Waterloo Standard Condominium Corporation No. 591 (the "**Condominium Corporation**").

**Sale of suite 706**

5. Pursuant to the Order of The Honourable Mr. Justice Newbould dated August 5, 2015, the Trustee was authorized by the Court to sell the Unsold Units, which includes suite 706, without the approval of the Court if the purchase price is within 95% of the listing price for the residential unit or the Trustee has obtained the written consent of the first mortgagee of the Property or its assignee.

6. As detailed in the Sixteenth Report, the purchase price for suite 706 under the sale agreement with the 706 Purchaser is in excess of 95% of the listing prices for the suites.
7. As a result, the Trustee does not require Court approval with respect to the sale transaction. However, the Trustee requires the Court to grant a vesting order with respect to the sale transaction.

### **Guest Suite**

8. The condominium project includes a guest suite, known as unit 36, level 3 (the “**Guest Suite**”).
9. Pursuant to the Declaration, the Guest Suite was to be transferred by 144 Park to the Condominium Corporation in consideration of a vendor take-back mortgage.
10. On July 21, 2016, the Court authorized the Trustee to transfer the Guest Suite to the Condominium Corporation and to accept a charge/mortgage from the Condominium Corporation to be registered on title to the Guest Suite.
11. The Condominium Corporation wishes to repay the Trustee in full with respect to the amount secured by the charge/mortgage and thereafter have the discharge deleted from title to the Guest Title.
12. The Trustee seeks the Court’s authorization to complete this transaction with the Condominium Corporation.

**Fees and Disbursements of the Trustee and its counsel**

13. Pursuant to paragraph 20 of the Appointment Order, the Trustee and its counsel are to be paid their reasonable fees and disbursements at their standard rates and charges, incurred both before and after the making of the Appointment Order. Pursuant to paragraph 21 of the Appointment Order, the Trustee and its counsel shall pass their accounts.
14. The fees and disbursements of the Trustee for the period from November 14, 2014 to September 30, 2016 were previously approved by the Court.
15. The total fees for the Trustee for the period of October 1, 2016 to January 31, 2017 were \$72,639.50, plus disbursements of \$235.38, plus HST of \$9,473.73, for a total of \$82,348.61.
16. The fees and disbursements of Chaitons, as insolvency counsel to the Trustee, for the period of December 15, 2014 to July 31, 2016 were previously approved by the Court.
17. The total fees of Chaitons for the period of July 6, 2016 to January 31, 2017, were \$36,789.50, plus disbursements of \$3,374.37, plus HST of \$5,087.97, for a total of \$45,251.84.
18. The Trustee is of the view that the fees and disbursements charged by Chaitons are fair and reasonable.

**General**

19. The Sixteenth Report.
20. Rules 1.04, 1.05, 2.01, 2.03, and 37 of the *Rules of Civil Procedure* (Ontario).

21. The inherent jurisdiction of the Court.
22. Such other grounds as counsel may advise and this Honourable Court may permit.

**THE FOLLOWING DOCUMENTARY EVIDENCE** will be used at the hearing of the motion:

1. The Sixteenth Report and the appendices annexed thereto; and
2. such further and other material as counsel may advise and this Honourable Court may permit.

February 15, 2017

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**TO: THE SERVICE LIST**

**IN THE MATTER OF THE CONSTRUCTION LIEN ACT, R.S.O. 1990, c. C.30, AS AMENDED  
AND IN THE MATTER OF AN APPLICATION MADE BY 144 PARK LTD. FOR THE APPOINTMENT OF A TRUSTEE  
UNDER SECTION 68(1) OF THE CONSTRUCTION LIEN ACT, R.S.O. 1990, c. C.30, AS AMENDED**

Court File No. CV15-10843-00CL

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

Proceedings commenced at Toronto

**NOTICE OF MOTION**

(re Vesting Order for Sale Transaction and other relief)  
(returnable February 23, 2017)

**CHAITONS LLP**  
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# **TAB 2**

Court File No. CV15-10843-00CL

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

**IN THE MATTER OF THE *CONSTRUCTION LIEN ACT*,  
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*CONSTRUCTION LIEN ACT*, R.S.O. 1990, c. C.30, AS AMENDED**

**SIXTEENTH REPORT OF THE TRUSTEE**

**February 15, 2017**

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Appendix F – Affidavit of Sam Rappos sworn February 14, 2017

## INTRODUCTION AND PURPOSE OF THE SIXTEENTH REPORT

1. Pursuant to the Order of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated January 22, 2015 (the “**Appointment Order**”), Collins Barrow Toronto Limited was appointed *Construction Lien Act* (Ontario) trustee (the “**Trustee**”) with respect to certain lands and premises owned by 144 Park Ltd. (“**144 Park**”) and known municipally as 142, 144 and 148 Park Street and 21 Allen Street West, Waterloo, Ontario, and legally described in Schedule “A” to the Appointment Order (the “**Property**”).
2. The purpose of this sixteenth report of the Trustee (the “**Sixteenth Report**”) is to:
  - a) provide the Court with: (i) a brief background on the role of Tarion Warranty Corporation (“**Tarion**”) and its process in dealing with building deficiencies; and (ii) an update on in-suite and common area deficiencies completed by the Trustee to date, and the involvement of Tarion with respect to the Project (defined below); and
  - b) request that the Court grant orders:
    - i. vesting the right, title and interest of 144 Park in residential condominium unit known as suite 706, and storage unit known as unit 35, level 2, in and to Adrienne Michelle Jacques (the “**706 Purchaser**”), free and clear of all claims and encumbrances (except for permitted encumbrances) upon delivery of a Trustee’s certificate to the purchaser;
    - ii. authorizing the Trustee to enter into and complete a transaction with Waterloo Standard Condominium Corporation 591 (the “**Condominium Corporation**”), wherein the Condominium Corporation will pay in full to the Trustee the balance of the existing mortgage over the Guest Suite (defined below) held by the Trustee and the fees and costs associated therewith in exchange for a discharge of the mortgage held by the Trustee;

- iii. approving the Sixteenth Report and the activities and conduct of the Trustee as described therein; and
- iv. approving the fees and disbursements of the Trustee and its insolvency law counsel Chaitons LLP (“Chaitons”) as set out in the Sixteenth Report and the fee affidavits attached as appendices hereto.

## **TERMS OF REFERENCE**

3. In preparing this Sixteenth Report and making the comments herein, the Trustee has relied upon unaudited financial information, the books and records of 144 Park, discussions with former management and senior employees of 144 Park and information received from third-party sources (collectively, the “**Information**”). Certain of the information contained in this Sixteenth Report may refer to, or is based on, the Information. As the Information has been provided by other parties, the Trustee has relied on the Information and, to the extent possible, reviewed the Information for reasonableness. However, the Trustee has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards pursuant to the CPA Canada Handbook and, accordingly, the Trustee expresses no opinion or other form of assurance in respect of the Information.
4. Copies of all documents referred to in this Sixteenth Report that are not attached hereto as appendices can be found on the Trustee’s website at <http://www.collinsbarrow.com/en/toronto-ontario/toronto/144-park-ltd>, along with copies of all materials served and filed in this proceeding and Court orders and endorsements (with the exception of 138 vesting orders for sold residential units, lockers and parking spaces, and the vesting order for the Guest Suite).
5. All references to dollars in this Sixteenth Report are in Canadian currency.

## BACKGROUND

6. As has been previously reported to the Court, 144 Park was the owner of a 19-storey residential condominium project containing 148 residential units and a guest suite (the “**Project**”).
7. Pursuant to the Appointment Order, the Trustee was authorized and empowered by the Court to, among other things:
  - a) act as receiver and manager of the Property;
  - b) take possession and control of the Property and any and all proceeds, receipts and disbursements arising out of or from the Property; and
  - c) complete the existing agreements of purchase and sale for the pre-sold residential units and related parking units and storage units that form part of the Property.
8. As of the date of the Trustee’s appointment, 144 Park had entered into agreements of purchase and sale with purchasers (“**144 Park Sale Agreements**”) for the sale of 129 residential units and parking and storage units to be allocated by 144 Park to the purchasers.
9. One of the sale transactions was a 144 Park Sale Agreement with a construction lien claimant, Brody Wall System Ltd., dated December 5, 2014 with respect to residential unit known as suite 1503, which was terminated by the Trustee on May 4, 2015 in accordance with the Order of The Honourable Mr. Justice McEwen dated April 29, 2015.
10. As a result, there were 128 units that were the subject of 144 Park Sale Agreements, and 20 unsold units (collectively, the “**Unsold Units**”).
11. As at the date of this Sixteenth Report, the Trustee has closed transactions in respect of 138 residential units along with 140 parking units and 139 storage units, and the Guest Suite.

## TARION AND DEFICIENCIES

### Introduction and General Overview

12. Tarion, formerly known as the Ontario New Home Warranty Program, was created by the Government of Ontario in 1976 to administer the *Ontario New Home Warranties Plan Act* (the “**ONHWPA**”). Its primary purpose is to protect consumers of new homes by ensuring that builders abide by the provincial legislation. As the regulator of Ontario’s new home building industry, Tarion registers new home builders and vendors, enrolls new homes for warranty coverage, investigates illegal building practices, resolves warranty disputes between builders/vendors and homeowners, and promotes high standards of construction among Ontario’s new home builders. Tarion also works with the building industry to help educate new home buyers about their warranty rights, and about how to protect and maintain their warranty.
13. At the outset of a development project, Tarion and the builder/vendor agree on a bond (the “**Bond**”) to be held in favour of Tarion as security for Tarion’s potential exposure pursuant to the ONHWPA in the event that the developer/vendor fails to meet its obligations with regard to rectifying in-suite or common area deficiencies that are warranted by Tarion. In the case of 144 Park, Tarion currently holds a bond from Aviva Insurance Company of Canada (“**Aviva**”) securing the original principal amount of \$2,980,000. In accordance with a Deposit Trust Agreement among Harris, Sheaffer LLP (“**Harris Sheaffer**”), Aviva and 144 Park, Harris, Sheaffer is holding the sum of \$2,732,170 in trust as cash collateral for Aviva’s obligations under the Bond.
14. The standards utilized by Tarion in assessing whether items are warranted are the *Construction Performance Guidelines for the Ontario Home Building Industry*. In-suite and common element deficiencies that are warranted by Tarion are referred to herein as the “**Warranted Deficiencies**”.
15. In the event that a developer/builder does not, neglects or is unable to attend to the Warranted Deficiencies, Tarion attends to them and draws on the Bond to recover: (i) Tarion’s costs to rectify the Warranted Deficiencies; (ii) an administrative charge of 15% on those costs charged by Tarion; and (iii) the harmonized sales tax on the total amount.

Once all Warranted Deficiencies are satisfied and all relevant limitation periods for claims expire, Tarion will return the Bond to Aviva whereupon Aviva will authorize the balance of the cash collateral held by Harris Sheaffer to be repaid to the builder/developer. In the case of 144 Park, the undrawn amount will be paid to the Trustee and will form part of the proceeds under the Trustee's administration which will, after deducting costs incurred by the Trustee, ultimately be distributed by the Trustee to the mortgagees.

16. It is understood in the industry that it can be significantly more economical for the developer/builder to attend to Warranted Deficiencies than to have Tarion attend to them because developers/builders have a network of trades that can attend to the Warranted Deficiencies at a lower cost than Tarion is able to and there is no administrative fee payable on those costs incurred.
17. In-suite unit deficiencies are listed on a pre-delivery inspection form that is completed by the vendor/builder and the purchaser of a suite, prior to occupancy. In-suite unit deficiencies are generally attended to first; if the purchaser is not satisfied with the repairs performed, the vendor/builder and purchaser can agree to a financial settlement to resolve the disagreement or the purchaser has the option to pay a fee and have Tarion attend to conciliate the matter (the "**Conciliation Process**"). If there are Warranted Deficiencies found by Tarion during the Conciliation Process, the fee paid by the purchaser is refunded and Tarion attends to the repair of the Warranted Deficiencies. Tarion then charges the builder/vendor for the costs incurred by Tarion to address the repair(s), plus the administrative fee charged by Tarion, and recovers those charges from the Bond.
18. In the case of common element deficiencies, during the first year after registration of the condominium's declaration (the "**Declaration**"), the condominium corporation is responsible for engaging a performance auditor to assess the common element deficiencies in the project and assemble a list of deficiencies, known as a Performance Audit Tracking Summary (the "**PATS List**"). The condominium corporation is responsible for providing the PATS List to both the developer/builder (in the case of 144 Park, to the Trustee) and Tarion. The developer/builder attends to or settles on a dollar



amount with the condominium corporation for what it believes are Warranted Deficiencies and provides its view on those items that it does not believe are warranted.

19. According to Builder Bulletin 49, issued by Tarion, the vendor/builder is afforded 18 months from the first anniversary of the registration date of the condominium project to attend to the items listed on the PATS List. Those items that are attended to by the vendor/builder to the satisfaction of the condominium corporation are removed from the PATS List. If the condominium corporation and the builder/vendor cannot agree on a settlement amount for or whether particular deficiencies are Warranted Deficiencies, the condominium corporation, the vendor/builder or Tarion can initiate the Conciliation Process to be conducted by Tarion.
20. Tarion's Conciliation Process with respect to claimed common element deficiencies consists of reviewing any items remaining on the PATS List, attending on-site to inspect the items on the PATS List and making a determination on whether remaining items on the PATS List are Warranted Deficiencies or not based on the *Construction Guidelines for the Ontario Home Building Industry*.
21. Tarion issues its decision on the various items that were reviewed by Tarion during the Conciliation Process in a warranty assessment report. If Warranted Deficiencies exist and are documented on the warranty assessment report, the vendor/builder has the option to either rectify the items within a 6-month period or settle with the condominium corporation on a monetary amount to be paid to the condominium corporation so that it may attend to addressing the Warranted Deficiencies itself. If the vendor/builder does not, neglects or is unable to attend to the Warranted Deficiencies, Tarion attends to the repair of the Warranted Deficiencies. Tarion then charges the builder/vendor for the costs incurred by Tarion to address the repair(s), plus the administrative fee charged by Tarion, and recovers those charges from the Bond accordingly.
22. Any deficiencies claimed by the condominium corporation that are not Warranted Deficiencies may be pursued by the condominium corporation as a civil matter against the vendor/builder as a breach of contract or on some other basis.

## Status of Deficiencies Associated with the Project

23. As set out previously herein, the Trustee was appointed on January 22, 2015 and the Declaration with respect to the Project was registered on May 25, 2015. The PATS List for the Project was initially received from the Condominium Corporation on March 24, 2016.
24. At the outset of the Trustee's appointment, there existed various in-suite and common area deficiencies with the Project. The Trustee focused on the in-suite deficiencies as a priority to accommodate residents of the Project and then began to attend to obvious common element deficiencies that would be considered Warranted Deficiencies. The Trustee understands that all in-suite Warranted Deficiencies have been rectified.
25. The PATS List provided by the Condominium Corporation on March 24, 2016 contained 1,318 items. During the nine months since registration of the Project, the Trustee has attended to most of the items it considers to be Warranted Deficiencies. Rectification of certain items that are considered by the Trustee to be Warranted Deficiencies are ongoing and certain exterior items will need to be dealt with as the weather improves as they cannot be dealt with during the winter months.
26. The Trustee has spent significant time and financial resources to: (i) engage trades to rectify both in-suite and common element Warranted Deficiencies; (ii) directly or through its engaged trades (the "**Engaged Trades**") discuss deficiency matters with the Condominium Corporation's board of directors (the "**Board of Directors**"), property manager and performance auditor; (iii) independently and together with the Board of Directors discuss deficiency matters with Tarion; and (iv) directly or through the Engaged Trades attend various meetings in Waterloo that were called by either Tarion or the Board of Directors to discuss the deficiencies on the PATS List.
27. After consulting on the PATS List with the Engaged Trades and former management and senior employees of 144 Park, the Trustee is of the view that numerous items included on the PATS List by the Condominium Corporation do not represent Warranted Deficiencies.

28. The Trustee discussed these items with both the Board of Directors and Tarion. The Condominium Corporation's view is that the items in question are Warranted Deficiencies and it provided the Trustee with documentation in support of its position. The Trustee reviewed the supporting documentation provided by the Condominium Corporation, but maintained its view that the items in question are not Warranted Deficiencies.
29. On September 26, 2016, Tarion contacted the Trustee and the Condominium Corporation to advise that it would be conducting a Conciliation Process with respect to the remaining items on the PATS List for the Project. Tarion's detailed review of the PATS List pertaining to the Project commenced in or about December 2016 and its on-site inspections commenced on January 11, 2017. Tarion's on-site inspections are continuing as of the date of this Sixteenth Report. The Trustee expects that Tarion will issue its warranty assessment report in or about March 2017.
30. The warranty assessment report to be issued by Tarion will provide an independent third-party determination of which items on the PATS List are Warranted Deficiencies in accordance with the *Construction Guidelines for the Ontario Home Building Industry*. The Trustee will then, with respect to the Warranted Deficiencies, either: (i) attend to them; (ii) offer a monetary settlement amount to the Condominium Corporation; or (iii) make arrangements to deal with them in some combination of the foregoing two options.

#### **SALE OF SUITE 706**

31. The Unsold Units included residential condominium unit known as suite 706.
32. The Appointment Order did not authorize or empower the Trustee to market or sell the Unsold Units.
33. Pursuant to the Order of The Honourable Mr. Justice Newbould dated August 5, 2015 (the "**August 5<sup>th</sup> Order**"), the Trustee was authorized by the Court to retain and engage Mint Realty Brokerage to market any of the Unsold Units on the terms and conditions of the Mint Realty Proposal (as defined in the Trustee's third report dated July 30, 2015)

and to sell, convey, or transfer the Unsold Units or any part or parts thereof without the approval of the Court if the purchase price is within 95% of the listing price for the residential unit or the Trustee has obtained the written consent of the first mortgagee of the Property or its assignee.

34. The Trustee entered into an agreement of purchase and sale with the 706 Purchaser dated December 4, 2016 for the sale of suite 706, with a locker unit to be allocated by the Trustee.
35. The listing price for suite 706 was \$222,990 and the purchase price is \$221,500, which amounts to approximately 99% of the listing price. As a result, pursuant to the August 5<sup>th</sup> Order, the Trustee has been authorized by the Court to complete this sale transaction. However, to do so, the Trustee requires the Court to grant a vesting order for the property to be sold to the 706 Purchaser. Collectively attached hereto as **Appendix "A"** are the parcel registers for the property subject to this sale transaction.

#### **GUEST SUITE**

36. As noted above, the Project includes a guest suite. Pursuant to the 144 Park Declaration, the guest suite, known as unit 36 on level 3 (the "**Guest Suite**"), is to be used for overnight accommodation for guests of the owners and tenants of the Project.
37. As set out in the Trustee's eleventh report dated July 15, 2016 (the "**Eleventh Report**"), in accordance with the terms of the 144 Park Declaration, the Trustee requested of and obtained an order of the Court dated July 21, 2016 authorizing the Trustee to transfer the Guest Suite to the Condominium Corporation and to accept a charge/mortgage from the Condominium Corporation therefor to be registered on title to the Guest Suite (the "**Guest Suite Mortgage Approval Order**"). A copy of the Eleventh Report, without appendices, and the Guest Suite Mortgage Approval Order, are respectively attached hereto as **Appendices "B"** and **"C"**.
38. On July 22, 2016, and in accordance with the Guest Suite Mortgage Approval Order, the Trustee registered a mortgage against the Guest Suite in the amount of \$122,518.65 (the

“Charge/Mortgage”). A copy of the Charge/Mortgage is attached hereto as **Appendix “D”**.

39. The Charge/Mortgage has a term of eleven years and bears no interest for the first year of the term. Monthly principal payments are \$1,342.53. Thereafter, the Charge/Mortgage bears interest at a fixed rate of 4% over the Government of Canada Ten Year Bond Yield in effect on the date of registration of the 144 Park Declaration for the Project, which was May 25, 2015. The terms of the Charge/Mortgage with the Trustee are consistent with those that were to be offered by 144 Park to the Condominium Corporation as set out in the 144 Park Declaration.
40. As discussed in the Eleventh Report, one of the options considered by the Condominium Corporation was to purchase the Guest Suite outright from the Trustee without the Trustee taking back a mortgage. This was not possible at that time and the Trustee proceeded to complete the transfer-takeback transaction with the Condominium Corporation.
41. The Condominium Corporation, through its property manager (the “**Property Manager**”), has recently advised the Trustee that the Board of Directors has approved a loan, the proceeds from which will be used to pay out the existing mortgage held by the Trustee on the Guest Suite (the “**Discharge Funds**”).
42. The Property Manager has further advised that the appropriate documents are being prepared and that the Condominium Corporation is hopeful that the discharge of the current mortgage held by the Trustee can be finalized on or shortly after February 21, 2017, when the next monthly payment is due to the Trustee. The Trustee understands that the payment due on February 21, 2017 is being processed and will be sent to the Trustee as usual.
43. On February 9, 2017, counsel to the party lending the Discharge Funds to the Condominium Corporation contacted the Trustee to request a mortgage discharge statement as of February 21, 2017, the date that the next mortgage payment is due. On February 14, 2017, Harris Sheaffer provided this document to counsel for the lender.

44. The Trustee confirms that as of the date of this Sixteenth Report, the Condominium Corporation's payments to the Trustee in respect of the Charge/Mortgage are in good standing. At this time, the Trustee is seeking authorization from the Court to (i) enter into the contemplated transaction with the Condominium Corporation and (ii) discharge its mortgage over the Guest Suite upon receipt of the Discharge Funds.

#### **FEES AND DISBURSEMENTS OF THE TRUSTEE AND ITS COUNSEL**

45. Pursuant to paragraph 20 of the Appointment Order, the Trustee and its counsel are to be paid their reasonable fees and disbursements at their standard rates and charges, incurred both before and after the making of the Appointment Order. Pursuant to paragraph 21 of the Appointment Order, the Trustee and its counsel shall pass their accounts before the Court.
46. The fees and disbursements of the Trustee for the period from November 14, 2014 to September 30, 2016 were previously approved by the Court pursuant to the August 5<sup>th</sup> Order and Orders dated October 16, 2015 and November 14, 2016 (the "**November 14<sup>th</sup> Order**").
47. The total fees for the Trustee for the period from October 1, 2016 to January 31, 2017 were \$72,639.50, plus disbursements of \$235.38, plus HST of \$9,473.73, for a total of \$82,348.61. The time spent by the Trustee is more particularly described in the Affidavit of Arif Dhanani sworn February 15, 2017, which is attached hereto and marked as **Appendix "E"** and contains copies of invoices that set out the services provided during this time period.
48. The fees and disbursements of Chaitons, as insolvency counsel to the Trustee, for the period from December 15, 2014 to July 31, 2016 were previously approved by the Court pursuant to the August 5<sup>th</sup> Order and the November 14<sup>th</sup> Order.
49. The total fees of Chaitons for the period of August 1, 2016 to January 31, 2017, were \$36,789.50, plus disbursements of \$3,374.37, plus HST of \$5,087.97, for a total of \$45,251.84. The time spent by Chaitons is more particularly described in the Affidavit of Sam Rappos sworn February 14, 2017, which is attached hereto and marked as **Appendix**

“F” and contains, among other things, copies of invoices that set out the services provided during this period of time.

50. The Trustee is of the view that the fees and disbursements charged by Chaitons are fair and reasonable.

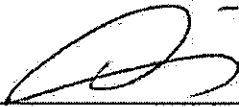
### **TRUSTEE’S REQUEST TO THE COURT**

51. Based on the foregoing, the Trustee respectfully requests that the Court grant the orders described in paragraph 2 above.

All of which is respectfully submitted to this Court as of this 15<sup>th</sup> day of February, 2017.

**COLLINS BARROW TORONTO LIMITED**  
in its capacity as Court-appointed Trustee of  
the Property and not in its personal capacity

Per: \_\_\_\_\_



Name: Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT  
Title: Senior Vice-President

# APPENDIX A





Ontario ServiceOntario

PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

LAND  
REGISTRY  
OFFICE #58

23591-0255 (LT)

PAGE 1 OF 6  
PREPARED FOR LynnLeel  
ON 2017/02/15 AT 16:49:29

\* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT \* SUBJECT TO RESERVATIONS IN CROWN GRANT \*

PROPERTY DESCRIPTION:

UNIT 6, LEVEL 7, WATERLOO STANDARD CONDOMINIUM PLAN NO. 591 AND ITS APPURTENANT INTEREST; SUBJECT TO EASEMENTS AS SET OUT IN SCHEDULE A AS IN WR862241; CITY OF WATERLOO

PROPERTY REMARKS:

PLANNING ACT CONSENT IN 1356494. FOR THE PURPOSE OF THE QUALIFIER THE DATE OF REGISTRATION OF ABSOLUTE TITLE IS 2013/06/13, INSTRUMENT WR759234.

ESSTATE/QUALIFIER:  
FEE SIMPLE  
LT ABSOLUTE PLUS

RECENTLY:  
CONDOMINIUM FROM 22417-0152

PIN CREATION DATE:  
2015/05/25

OWNERS' NAMES  
144 PARK LTD.

CAPACITY SHARE  
ROWN

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
** PRINTOUT INCLUDES ALL DOCUMENT TYPES AND DELETED INSTRUMENTS SINCE 2015/05/25 **						
**SUBJECT TO SUBSECTION 44 (1) OF THE LAND TITLES ACT, EXCEPT PARAGRAPHS 3 AND 14 AND *						
** PROVINCIAL SUCCESSION DUTIES AND EXCEPT PARAGRAPH 11 AND ESCHEATS OR FORFEITURE **						
** TO THE CROWN UP TO THE DATE OF REGISTRATION WITH AN ABSOLUTE TITLE. **						
WR611290	2011/05/02	NOTICE	\$5	ALLEN STREET HOLDINGS INC.	ALLEN STREET HOLDINGS INC. 2184038 ONTARIO INC. 144 PARK LTD. COB GP INC.	C
WR625222	2011/07/07	NOTICE	\$2	THE CORPORATION OF THE CITY OF WATERLOO	ALLEN STREET HOLDINGS INC.	C
WR639368	2011/09/01	CHARGE	\$8,500,000	144 PARK LTD.	AVIVA INSURANCE COMPANY OF CANADA	C
WR639369	2011/09/01	CHARGE	\$3,000,000	144 PARK LTD.	ALLEN STREET HOLDINGS INC.	C
WR655113	2011/11/17	NOTICE		THE CORPORATION OF THE CITY OF WATERLOO	144 PARK LTD.	C
WR660381	2011/12/13	CHARGE	\$2,887,696	144 PARK LTD.	MARSHALLZEHR GROUP INC.	C
WR666363	2012/01/18	TRANSFER EASEMENT	\$2	144 PARK LTD.	ROGERS CABLE COMMUNICATIONS INC.	C
WR690395	2012/05/25	CHARGE	\$40,000,000	144 PARK LTD.	LAURENTIAN BANK OF CANADA	C
WR690396	2012/05/25	NO ASSIGN RENT GEN		144 PARK LTD.	LAURENTIAN BANK OF CANADA	C
REMARKS: WR690395.						
WR690416	2012/05/25	POSTPONEMENT		ALLEN STREET HOLDINGS INC.	LAURENTIAN BANK OF CANADA	C
REMARKS: WR639369 TO WR690395						
WR690422	2012/05/25	POSTPONEMENT		AVIVA INSURANCE COMPANY OF CANADA	LAURENTIAN BANK OF CANADA	C
REMARKS: WR639368 TO WR690395						

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23591-0255 (LT)

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REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/ CHKD
WR690423	2012/05/25	POSTPONEMENT		MARSHALLZEHR GROUP INC.	LAURENTIAN BANK OF CANADA	C
		REMARKS: WR660381 TO WR690395				
58R17836	2013/06/13	PLAN REFERENCE		GLOBAL FIRE PROTECTION LTD.		C
WR847447	2014/10/24	CONSTRUCTION LIEN	\$301,592	GLOBAL FIRE PROTECTION LTD.		C
WR849030	2014/10/31	CONSTRUCTION LIEN	\$88,883	694643 ONTARIO LIMITED		C
WR854810	2014/12/01	CONSTRUCTION LIEN	\$537,286	J & I GAWEDA CONSTRUCTION LIMITED		C
WR854978	2014/12/02	CONSTRUCTION LIEN	\$26,889	EAST HOME COMFORT INC.		C
WR856168	2014/12/08	NOTICE		THE CORPORATION OF THE CITY OF WATERLOO	144 PARK LTD.	C
WR856621	2014/12/10	CERTIFICATE		GLOBAL FIRE PROTECTION LTD.	144 PARK LTD. AVIVA INSURANCE COMPANY OF CANADA ALLEN STREET HOLDINGS LTD. LAURENTIAN BANK OF CANADA MARSHALLZEHR GROUP INC.	C
		REMARKS: WR847447				
WR856756	2014/12/11	CONSTRUCTION LIEN	\$328,260	FRENDEL KITCHENS LIMITED		C
WR857239	2014/12/12	CONSTRUCTION LIEN	\$436,314	T.I.C. CONTRACTING LTD.		C
WR857322	2014/12/15	CONSTRUCTION LIEN	\$188,393	GLOBAL PRECAST INC.		C
WR857462	2014/12/15	CONSTRUCTION LIEN	\$110,716	2050491 ONTARIO INC. O/A THE DOMNSVIEW GROUP		C
WR857468	2014/12/15	CONSTRUCTION LIEN	\$104,009	SM TORTOLA ENTERPRISES INC.		C
WR857793	2014/12/16	CONSTRUCTION LIEN	\$15,870	CRS CONTRACTORS RENTAL SUPPLY GENERAL PARTNER INC.		C
WR857850	2014/12/16	CONSTRUCTION LIEN	\$83,436	ADLERS MAIN TILE & CARPET CO. LTD.		C
WR858473	2014/12/19	CONSTRUCTION LIEN	\$30,851	TURNER FLEISCHER ARCHITECTS INC.		C
WR858748	2014/12/19	CONSTRUCTION LIEN	\$46,043	HAMMERSCHLAG & JOFFE INC.		C
WR858991	2014/12/22	CONSTRUCTION LIEN	\$345,952	SEREN PAINTING LTD.		C

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23591-0255 (LT)

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REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
WR859188	2014/12/23	CONSTRUCTION LIEN	\$176,771	WESTON FLOORING LIMITED		C
WR859941	2014/12/30	CONSTRUCTION LIEN	\$32,381	GREAT PYRAMID ALUMINUM LTD.		C
WR860525	2015/01/05	CONSTRUCTION LIEN	\$139,287	ADLERS MAIN TILE & CARPET CO. LTD.		C
WR860757	2015/01/06	CERTIFICATE		FRENDEL KITCHENS LIMITED	144 PARK LTD. MADY DEVELOPMENT CORPORATION MADY CONTRACT DIVISION (2009) LTD. MADY CONTRACT DIVISION LTD. D. MADY INVESTMENTS INC. MARSHALLZEHR GROUP INC. ALLEN STREET HOLDINGS INC. AVIVA INSURANCE COMPANY OF CANADA LAURENTIAN BANK OF CANADA	C
WR861891	2015/01/13	CERTIFICATE		EAST HOME COMFORT INC.		C
WR862054	2015/01/14	CERTIFICATE		J & I GWEDA CONSTRUCTION LIMITED		C
WR862055	2015/01/14	CERTIFICATE		GLOBAL FIRE PROTECTION LTD.	144 PARK LTD. AVIVA INSURANCE COMPANY OF CANADA ALLEN STREET HOLDINGS LTD. LAURENTIAN BANK OF CANADA MARSHALLZEHR GROUP INC.	C
WR862500	2015/01/16	CERTIFICATE		694643 ONTARIO LIMITED		C
WR863268	2015/01/21	CERTIFICATE		TURNER FLEISCHER ARCHITECTS INC.	MADY CONTRACT DIVISION LTD. MADY CONTRACT DIVISION (2009) LTD. MADY DEVELOPMENT CORPORATION 144 PARK LTD. AVIVA INSURANCE COMPANY OF CANADA ALLEN STREET HOLDINGS INC. MARSHALLZEHR GROUP INC. LAURENTIAN BANK OF CANADA	C

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WR863291	2015/01/21	CONSTRUCTION LIEN	\$113,328	PRODY WALL SYSTEM LTD.		C
WR863296	2015/01/21	CERTIFICATE		T.I.C. CONTRACTING LTD.		C
		REMARKS: WR857239				
WR863658	2015/01/23	CONSTRUCTION LIEN	\$4,258	SKYWAY CANADA LIMITED		C
WR863814	2015/01/23	CONSTRUCTION LIEN	\$210,190	DKS STONE FABRICATION & DESIGN INC.		C
WR863820	2015/01/23	APL COURT ORDER		ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)	COLLINS BARROW TORONTO LIMITED	C
WR864339	2015/01/28	CONSTRUCTION LIEN	\$752,632	CLONARD GROUP INC.		C
WR864365	2015/01/28	CERTIFICATE		HAMMERSCHLAG & JOFFE INC.	ONTARIO SUPERIOR COURT OF JUSTICE	C
		REMARKS: RE: WR858748				
WR864508	2015/01/29	TRANSFER EASEMENT	\$2	144 PARK LTD.	WATERLOO NORTH HYDRO INC.	C
WR864655	2015/01/29	CONSTRUCTION LIEN	\$260,447	ALUMINUM WINDOW DESIGN INSTALLATIONS INC.		C
WR865440	2015/02/02	CERTIFICATE		GREAT PYRAMID ALUMINUM LTD.	144 PARK LTD.	C
		REMARKS: CERTIFICATE OF ACTION - WR859941				
WR865713	2015/02/04	CERTIFICATE		GLOBAL PRECAST INC.	144 PARK LTD. MADY CONTRACT DIVISION (2009) LTD. AVIVA INSURANCE COMPANY OF CANADA ALLEN STREET HOLDINGS LTD. MARSHALLZEHR GROUP INC. LAURENTIAN BANK OF CANADA	C
		REMARKS: WR857322				
WR865936	2015/02/05	CERTIFICATE		ADLERS MAIN TILE & CARPET CO. LTD.		C
		REMARKS: CERTIFICATE OF ACTION WR860525 AND WR857850				
WR866373	2015/02/09	CERTIFICATE		2050491 ONTARIO INC.	144 PARK LTD. MADY CONTRACT DIVISION (2009) LTD. AVIVA INSURANCE COMPANY OF CANADA ALLEN STREET HOLDINGS LTD. MARSHALLZEHR GROUP INC. LAURENTIAN BANK OF CANADA	C
		REMARKS: CERTIFICATE OF ACTION WR857462				
WR867197	2015/02/13	CERTIFICATE		WESTON FLOORING LIMITED		C

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WR867313	2015/02/17	NOTICE	\$2	THE REGIONAL MUNICIPALITY OF WATERLOO		C
WR867757	2015/02/19	CERTIFICATE		SEREN PAINTING LTD.		C
WR868712	2015/02/26	CERTIFICATE		SAA TORTOLA ENTERPRISES INC.		C
WR870665	2015/03/11	CERTIFICATE		ALUMINUM WINDOW DESIGN INSTALLATIONS INC.		C
WR870768	2015/03/12	CERTIFICATE		CRS CONTRACTORS RENTAL SUPPLY GENERAL PARTNER INC.		C
WR870844	2015/03/12	CERTIFICATE		BRODY WALL SYSTEM LTD.	144 PARK LTD.	C
WR874856	2015/04/08	CERTIFICATE		DKS STONE FABRICATION & DESIGN INC.	144 PARK LTD. MADY DEVELOPMENT CORPORATION MADY CONTRACT DIVISION (2009) LTD. MADY CONTRACT DIVISION LTD. AVIVA INSURANCE COMPANY OF CANADA ALLEN STREET HOLDINGS INC. MARSHALLZEHR GROUP INC. LAURENTIAN BANK OF CANADA	C
WR875305	2015/04/10	CERTIFICATE		SKYWAY CANADA LIMITED	144 PARK LTD.	C
WR876062	2015/04/16	NOTICE	\$2	144 PARK LTD.	ONE 55 MADY LTD.	C
WCP591	2015/05/25	STANDARD CONDO PLAN		144 PARK LTD.		C
WR882241	2015/05/25	CONDO DECLARATION		WATERLOO STANDARD CONDOMINIUM CORPORATION NO. 591		C
WR891003	2015/07/03	CONDO BYLAW/98		WATERLOO STANDARD CONDOMINIUM CORPORATION NO. 591		C
WR891004	2015/07/03	CONDO BYLAW/98		WATERLOO STANDARD CONDOMINIUM CORPORATION NO. 591		C

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23591-0255 (LT)

\* CERTIFIED IN ACCORDANCE WITH THE LAND TITLES ACT \* SUBJECT TO RESERVATIONS IN CROWN GRANT \*

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
WR891008 REMARKS: BY-LAW NO. 3	2015/07/03	CONDO BYLAW/98		WATERLOO STANDARD CONDOMINIUM CORPORATION NO. 591		C
WR891010 REMARKS: BY-LAW NO. 4	2015/07/03	CONDO BYLAW/98		WATERLOO STANDARD CONDOMINIUM CORPORATION NO. 591		C
WR953075 REMARKS: WR690395.	2016/05/18	TRANSFER OF CHARGE		LAURENTIAN BANK OF CANADA	MARSHALLZEHR GROUP INC.	C
WR988733 REMARKS: BY-LAW NO. 5	2016/10/19	CONDO BYLAW/98		WATERLOO STANDARD CONDOMINIUM CORPORATION NO. 591		C

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PARCEL REGISTER (ABBREVIATED) FOR PROPERTY IDENTIFIER

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23591-0080 (LT)

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PROPERTY DESCRIPTION: UNIT 35, LEVEL 2, WATERLOO STANDARD CONDOMINIUM PLAN NO. 591 AND ITS APPURTENANT INTEREST; SUBJECT TO EASEMENTS AS SET OUT IN SCHEDULE A AS IN WR882241; CITY OF WATERLOO

PROPERTY REMARKS: PLANNING ACT CONSENT IN 1356494. FOR THE PURPOSE OF THE QUALIFIER THE DATE OF REGISTRATION OF ABSOLUTE TITLE IS 2013/06/13, INSTRUMENT WR759234.

ESTATE/QUALIFIER: RECENTLY:  
FEE SIMPLE CONDOMINIUM FROM 22417-0152  
LT ABSOLUTE PLUS

OWNERS' NAMES: CAPACITY SHARE  
144 PARK LTD. ROWN

REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/ CHRD
** PRINTOUT		INCLUDES ALL DOCUMENT TYPES AND DELETED INSTRUMENTS SINCE 2015/05/25 **				
**SUBJECT TO SUBSECTION 44(1) OF THE LAND TITLES ACT, EXCEPT PARAGRAPHS 3 AND 14 AND *						
**		PROVINCIAL SUCCESSION DUTIES AND EXCEPT PARAGRAPH 11 AND ESCHEATS OR FORFEITURE **				
**		TO THE CROWN UP TO THE DATE OF REGISTRATION WITH AN ABSOLUTE TITLE. **				
WR611290	2011/05/02	NOTICE	\$5	ALLEN STREET HOLDINGS INC.	ALLEN STREET HOLDINGS INC. 2184038 ONTARIO INC. 144 PARK LTD. COB GP INC.	C
WR625222	2011/07/07	NOTICE	\$2	THE CORPORATION OF THE CITY OF WATERLOO	ALLEN STREET HOLDINGS INC.	C
WR639368	2011/09/01	CHARGE	\$8,500,000	144 PARK LTD.	AVIVA INSURANCE COMPANY OF CANADA	C
WR639369	2011/09/01	CHARGE	\$3,000,000	144 PARK LTD.	ALLEN STREET HOLDINGS INC.	C
WR655113	2011/11/17	NOTICE		THE CORPORATION OF THE CITY OF WATERLOO	144 PARK LTD.	C
WR660381	2011/12/13	CHARGE	\$2,887,696	144 PARK LTD.	MARSHALLZEH GROUP INC.	C
WR666363	2012/01/18	TRANSFER EASEMENT	\$2	144 PARK LTD.	ROGERS CABLE COMMUNICATIONS INC.	C
WR690395	2012/05/25	CHARGE	\$40,000,000	144 PARK LTD.	LAURENTIAN BANK OF CANADA	C
WR690396	2012/05/25	NO ASSGN RENT GEN		144 PARK LTD.	LAURENTIAN BANK OF CANADA	C
REMARKS: WR690395.						
WR690416	2012/05/25	POSTPONEMENT		ALLEN STREET HOLDINGS INC.	LAURENTIAN BANK OF CANADA	C
REMARKS: WR639369 TO WR690395						
WR690422	2012/05/25	POSTPONEMENT		AVIVA INSURANCE COMPANY OF CANADA	LAURENTIAN BANK OF CANADA	C
REMARKS: WR639368 TO WR690395						

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REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/ CHRD
WR690423	2012/05/25	POSTPONEMENT				
		REMARKS: WR660381 TO WR690395				
58R17836	2013/06/13	PLAN REFERENCE		MARSHALLZEHR GROUP INC.	LAURENTIAN BANK OF CANADA	C
WR847447	2014/10/24	CONSTRUCTION LIEN	\$301,592	GLOBAL FIRE PROTECTION LTD.		C
WR849030	2014/10/31	CONSTRUCTION LIEN	\$88,883	694643 ONTARIO LIMITED		C
WR854810	2014/12/01	CONSTRUCTION LIEN	\$537,286	J & I GAWEDA CONSTRUCTION LIMITED		C
WR854978	2014/12/02	CONSTRUCTION LIEN	\$26,889	BAST HOME COMFORT INC.		C
WR856168	2014/12/08	NOTICE		THE CORPORATION OF THE CITY OF WATERLOO	144 PARK LTD.	C
WR856621	2014/12/10	CERTIFICATE		GLOBAL FIRE PROTECTION LTD.	144 PARK LTD. AVIVA INSURANCE COMPANY OF CANADA ALLEN STREET HOLDINGS LTD. LAURENTIAN BANK OF CANADA MARSHALLZEHR GROUP INC.	C
		REMARKS: WR847447				
WR856756	2014/12/11	CONSTRUCTION LIEN	\$328,260	FRENDEL KITCHENS LIMITED		C
WR857239	2014/12/12	CONSTRUCTION LIEN	\$436,314	T. I. C. CONTRACTING LTD.		C
WR857322	2014/12/15	CONSTRUCTION LIEN	\$188,393	GLOBAL PRECAST INC.		C
WR857462	2014/12/15	CONSTRUCTION LIEN	\$110,716	2050491 ONTARIO INC. O/A THE DOWNSVIEW GROUP		C
WR857468	2014/12/15	CONSTRUCTION LIEN	\$104,009	SAM TORTOLA ENTERPRISES INC.		C
WR857793	2014/12/16	CONSTRUCTION LIEN	\$15,870	CRS CONTRACTORS RENTAL SUPPLY GENERAL PARTNER INC.		C
WR857850	2014/12/16	CONSTRUCTION LIEN	\$83,436	ADLERS MAIN TILE & CARPET CO. LTD.		C
WR858473	2014/12/19	CONSTRUCTION LIEN	\$30,951	TURNER FLEISCHER ARCHITECTS INC.		C
WR858748	2014/12/19	CONSTRUCTION LIEN	\$46,043	HAMMERSCHLAG & JOFFE INC.		C
WR858991	2014/12/22	CONSTRUCTION LIEN	\$345,952	SERREEN PAINTING LTD.		C

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REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
WR863291	2015/01/21	CONSTRUCTION LIEN	\$113,328	BRODY WALL SYSTEM LTD.		C
WR863296	2015/01/21	CERTIFICATE		T.I.C. CONTRACTING LTD.		C
	REMARKS: WR857239					
WR863658	2015/01/23	CONSTRUCTION LIEN	\$4,258	SKYWAY CANADA LIMITED		C
WR863814	2015/01/23	CONSTRUCTION LIEN	\$210,190	DKS STONE FABRICATION & DESIGN INC.		C
WR863820	2015/01/23	APL COURT ORDER		ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)		C
WR864339	2015/01/28	CONSTRUCTION LIEN	\$752,632	CLONARD GROUP INC.	COLLINS BARRON TORONTO LIMITED	C
WR864365	2015/01/28	CERTIFICATE		HAMMERSCHLAG & JOFEE INC.	ONTARIO SUPERIOR COURT OF JUSTICE	C
	REMARKS: RE: WR858748					
WR864508	2015/01/29	TRANSFER EASEMENT	\$2	144 PARK LTD.	WATERLOO NORTH HYDRO INC.	C
WR864655	2015/01/29	CONSTRUCTION LIEN	\$260,447	ALUMINUM WINDOW DESIGN INSTALLATIONS INC.		C
WR865440	2015/02/02	CERTIFICATE		GREAT PYRAMID ALUMINUM LTD.	144 PARK LTD.	C
	REMARKS: CERTIFICATE OF ACTION - WR859941					
WR865713	2015/02/04	CERTIFICATE		GLOBAL PRECAST INC.	144 PARK LTD. MADY CONTRACT DIVISION (2009) LTD. AVIVA INSURANCE COMPANY OF CANADA ALLEN STREET HOLDINGS LTD. MARSHALLZEHR GROUP INC. LAURENTIAN BANK OF CANADA	C
	REMARKS: WR857322					
WR865936	2015/02/05	CERTIFICATE		ADLERS MAIN TILE & CAREET CO. LTD.		C
	REMARKS: CERTIFICATE OF ACTION WR860525 AND WR857850					
WR866373	2015/02/09	CERTIFICATE		2050491 ONTARIO INC.	144 PARK LTD. MADY CONTRACT DIVISION (2009) LTD. AVIVA INSURANCE COMPANY OF CANADA ALLEN STREET HOLDINGS LTD. MARSHALLZEHR GROUP INC. LAURENTIAN BANK OF CANADA	C
	REMARKS: CERTIFICATE OF ACTION WR857462					
WR867197	2015/02/13	CERTIFICATE		WESTON FLOORING LIMITED		C

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REG. NUM.	DATE	INSTRUMENT TYPE	AMOUNT	PARTIES FROM	PARTIES TO	CERT/CHKD
		REMARKS: CERTIFICATE OF ACTION WR859188				
WR867313	2015/02/17	NOTICE	\$2	THE REGIONAL MUNICIPALITY OF WATERLOO		C
WR867757	2015/02/19	CERTIFICATE		SERREEN PAINTING LTD.		C
		REMARKS: WR858991				
WR868712	2015/02/26	CERTIFICATE		S&M TORTOLA ENTERPRISES INC.		C
		REMARKS: CERTIFICATE OF ACTION WR857463				
WR870665	2015/03/11	CERTIFICATE		ALUMINUM WINDOW DESIGN INSTALLATIONS INC.		C
		REMARKS: WR864655				
WR870768	2015/03/12	CERTIFICATE		CRS CONTRACTORS RENTAL SUPPLY GENERAL PARTNER INC.		C
		REMARKS: WR857793				
WR870844	2015/03/12	CERTIFICATE		BRODY WALL SYSTEM LTD.	144 PARK LTD.	C
		REMARKS: WR863291				
WR874856	2015/04/08	CERTIFICATE		D&S STONE FABRICATION & DESIGN INC.	144 PARK LTD. MADY DEVELOPMENT CORPORATION MADY CONTRACT DIVISION (2009) LTD. MADY CONTRACT DIVISION LTD. AVIVA INSURANCE COMPANY OF CANADA ALLEN STREET HOLDINGS INC. MARSHALLZEH GROUP INC. LAURENTIAN BANK OF CANADA	C
		REMARKS: WR863814				
WR875305	2015/04/10	CERTIFICATE		SKYWAY CANADA LIMITED	144 PARK LTD.	C
		REMARKS: WR863658				
WR876062	2015/04/16	NOTICE	\$2	144 PARK LTD.	ONE 55 MADY LTD.	C
WCP591	2015/05/25	STANDARD CONDO PLN		144 PARK LTD.		C
WR882241	2015/05/25	CONDO DECLARATION		WATERLOO STANDARD CONDOMINIUM CORPORATION NO. 591		C
WR891003	2015/07/03	CONDO BYLAW/98		WATERLOO STANDARD CONDOMINIUM CORPORATION NO. 591		C
		REMARKS: BY-LAW NO. 1				
WR891004	2015/07/03	CONDO BYLAW/98		WATERLOO STANDARD CONDOMINIUM CORPORATION NO. 591		C
		REMARKS: BY-LAW NO. 2				

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WR891010 REMARKS: BY-LAW NO.4	2015/07/03	CONDO BYLAW/98		WATERLOO STANDARD CONDOMINIUM CORPORATION NO. 591		C
WR953075 REMARKS: WR690395.	2016/05/18	TRANSFER OF CHARGE		LAURENTIAN BANK OF CANADA	MARSHALLZEHR GROUP INC.	C
WR988733 REMARKS: BY-LAW NO. 5	2016/10/19	CONDO BYLAW/98		WATERLOO STANDARD CONDOMINIUM CORPORATION NO. 591		C

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# APPENDIX B

Court File No. CV15-10843-00CL

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

**IN THE MATTER OF THE *CONSTRUCTION LIEN ACT*,  
R.S.O. 1990, c. C.30, AS AMENDED**

**AND IN THE MATTER OF AN APPLICATION MADE BY 144 PARK LTD.  
FOR THE APPOINTMENT OF A TRUSTEE UNDER SECTION 68(1) OF THE  
*CONSTRUCTION LIEN ACT*, R.S.O. 1990, c. C.30, AS AMENDED**

**ELEVENTH REPORT OF THE TRUSTEE**

**July 15, 2016**

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## INTRODUCTION AND PURPOSE OF THE ELEVENTH REPORT

1. Pursuant to the Order of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated January 22, 2015 (the “**Appointment Order**”), Collins Barrow Toronto Limited was appointed *Construction Lien Act* (Ontario) trustee (the “**Trustee**”) with respect to certain lands and premises owned by 144 Park Ltd. (“**144 Park**”) and known municipally as 142, 144 and 148 Park Street and 21 Allen Street West, Waterloo, Ontario, and legally described in Schedule “A” to the Appointment Order (the “**Property**”).
2. The purpose of this Eleventh Report of the Trustee (the “**Eleventh Report**”) is to request that the Court grant orders:
  - a) vesting the right, title and interest of 144 Park in residential condominium unit known as suite 710 and locker unit known as unit 36, level 2, in and to Kerry-Ann Martiza Baker, free and clear of all claims and encumbrances (except for permitted encumbrances) upon delivery of a Receiver’s certificate to the purchaser;
  - b) vesting the right, title and interest of 144 Park in residential condominium unit known as suite 809, parking unit known as unit 34, level A, and locker unit known as unit 78, level A, in and to Raymond Edgar Bauer and Madonna Monique Bradley, free and clear of all claims and encumbrances (except for permitted encumbrances) upon delivery of a Receiver’s certificate to the purchaser;
  - c) vesting the right, title and interest of 144 Park in residential condominium unit known as suite 810, parking unit known as unit 37, level 1, and locker unit known as unit 28, level 2, in and to Janice Richardson, free and clear of all claims and encumbrances (except for permitted encumbrances) upon delivery of a Receiver’s certificate to the purchaser;



- d) vesting the right, title and interest of 144 Park in residential condominium unit known as suite 1801, parking unit known as unit 40, level A, and locker unit known as unit 86, level A, in and to Matthew Paul Thurston and Melissa Ann Thurston, free and clear of all claims and encumbrances (except for permitted encumbrances) upon delivery of a Receiver's certificate to the purchaser;
- e) vesting the right, title and interest of 144 Park in residential condominium unit known as suite 1902, parking unit known as unit 22, level A, and locker unit known as unit 81, level A, in and to Mark Barrenechea, free and clear of all claims and encumbrances (except for permitted encumbrances) upon delivery of a Receiver's certificate to the purchaser;
- f) authorizing the Trustee to transfer the Guest Suite (as defined below) to the Condominium Corporation (as defined below) and to accept a charge/mortgage from the Condominium Corporation in consideration therefor to be registered on title to the Guest Suite; and
- g) authorizing the Trustee, *nunc pro tunc*, to terminate the Moore Sale Agreements (as defined below).

### **TERMS OF REFERENCE**

3. In preparing this Eleventh Report and making the comments herein, the Trustee has relied upon unaudited financial information, the books and records of 144 Park, discussions with management and employees of 144 Park and other companies within the MADY group of companies, and information received from third-party sources (collectively, the "**Information**"). Certain of the information contained in this Eleventh Report may refer to, or is based on, the Information. As the Information has been provided by 144 Park, lien claimants or other parties, the Trustee has relied on the Information and, to the extent possible, reviewed the Information for reasonableness. However, the Trustee has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Generally Accepted Assurance

Standards pursuant to the CPA Canada Handbook and, accordingly, the Trustee expresses no opinion or other form of assurance in respect of the Information.

4. Copies of all documents referred to in this Eleventh Report that are not attached hereto as appendices can be found on the Trustee's website at <http://www.collinsbarrow.com/en/toronto-ontario/toronto/144-park-ltd>, along with copies of all materials served and filed in this proceeding and Court orders and endorsements.
5. All references to dollars in this Eleventh Report are in Canadian currency.

### **SALE OF SUITES 710, 809 AND 810**

1. As has been previously reported to the Court, 144 Park was the owner of a 19-storey residential condominium project containing 148 residential units and the Guest Suite (the "**Project**").
2. Pursuant to the Appointment Order, the Trustee was authorized and empowered to, among other things:
  - a) act as receiver and manager of the Property;
  - b) take possession and control of the Property and any and all proceeds, receipts and disbursements arising out of or from the Property; and
  - c) complete the existing agreements of purchase and sale for the pre-sold residential units and related parking units and storage units that form part of the Property.
3. As of the date of the Trustee's appointment, 144 Park had entered into agreements of purchase and sale with purchasers for the sale of 129 residential units and parking and locker units to be allocated by 144 Park to the purchasers.
4. One of the sale transactions was an agreement of purchase and sale with a lien claimant, Brody Wall System Ltd., dated December 5, 2014, which was terminated by the Trustee on May 4, 2015 in accordance with the Order of The Honourable Mr. Justice McEwen dated April 29, 2015.

5. As a result, there were 128 units that were the subject of sale agreements with 144 Park, and 20 unsold units (collectively, the “**Unsold Units**”).
6. The **Unsold Units** included residential condominium units known as suites 710, 809 and 810.
7. The Appointment Order did not authorize or empower the Trustee to market or sell the **Unsold Units**.
8. Pursuant to the Order of The Honourable Mr. Justice Newbould dated August 5, 2015 (the “**August 5<sup>th</sup> Order**”), the Trustee was authorized by the Court to sell, convey, or transfer the **Unsold Units** or any part or parts thereof without the approval of the Court if the purchase price is within 95% of the listing price for the residential unit or the Trustee has obtained the written consent of the first mortgagee of the Property or its assignee. A copy of the August 5<sup>th</sup> Order is attached hereto as **Appendix “A”**.
9. The Trustee entered into an agreement of purchase and sale with Kerry-Ann Maritza Baker dated May 30, 2016 for the sale of suite 710 and a locker unit to be allocated by the Trustee. The agreement of purchase and sale does not provide for the sale of a parking unit to the purchaser.
10. The listing price for suite 710 was \$239,990 and the purchase price is \$243,500, which amounts to approximately 101% of the listing price. As a result, pursuant to the August 5<sup>th</sup> Order, the Trustee has been authorized by the Court to complete this sale transaction. However, to do so, the Trustee requires the Court to grant a vesting order for the property to be sold to Ms. Baker. Collectively attached hereto as **Appendix “B”** are the parcel registers for the property subject to this sale transaction.
11. The Trustee entered into an agreement of purchase and sale with Madonna M. Bradley and Raymond E. Bauer dated May 24, 2016, for the sale of suite 809, along with a parking unit and a locker unit to be allocated by the Trustee.
12. The listing price for suite 809 was \$234,990 and the purchase price is \$380,014, which amounts to approximately 162% of the listing price. The purchase price of this unit

exceeds the listing price by a significant amount as the purchaser of the unit requested that the unit be sold with a permanent parking space, whereas the original listing did not provide for a parking unit to be included. In order to accommodate the purchaser's request, the Trustee allocated the parking space from suite 609 to suite 809 to complete the sale.

13. While the sale price exceeded the listing price and met the criteria of the August 5<sup>th</sup> Order authorized by the Court to complete the sale transaction, the Trustee was of the view that the listing price may no longer be relevant since it did not include a parking space. Accordingly, in order to assess whether this sale met the "spirit" of the August 5<sup>th</sup> Order as the original listing price was no longer relevant since it did not provide for a parking space, the Trustee referred to listing prices of similar units that are for sale with parking units. The list price of suite 609, with parking, was \$385,990. Suite 1009, another similar unit with parking, has a listing price of \$393,990. On a comparative basis, the purchase price of suite 809, with parking, exceeds 95% of the list price of each of suite 609 and suite 1009, both of which include parking spaces. As a result, the Trustee was of the view that the purchase price for the condominium unit met the "spirit" of the August 5<sup>th</sup> Order, and that the Trustee was not required to seek Court approval of this sale transaction. However, to complete the sale, the Trustee requires the Court to grant a vesting order for the property to be sold to Ms. Bradley and Mr. Bauer. Collectively attached hereto as **Appendix "C"** are the parcel registers for the property subject to this sale transaction.
14. The Trustee entered into an agreement of purchase and sale with Janice Richardson dated June 15, 2016 for the sale of suite 810, along with a parking unit and a locker unit to be allocated by the Trustee.
15. The listing price for suite 810 was \$399,990 and the purchase price is \$403,150, which amounts to approximately 101% of the listing price. As a result, pursuant to the August 5<sup>th</sup> Order, the Trustee has been authorized by the Court to complete this sale transaction. However, to do so, the Trustee requires the Court to grant a vesting order for the property

to be sold to Ms. Richardson. Collectively attached hereto as **Appendix "D"** are the parcel registers for the property subject to this sale transaction.

16. As a result, the Trustee requests that the Court grant vesting orders with respect to the above-noted sale transactions for suites 710, 809 and 810.

#### **SALE OF SUITES 1801 AND 1902**

17. As noted above, as of the date of the Appointment Order, there were 128 units that were the subject of sale agreements with 144 Park, which included suites 1801 and 1902.
18. As has been previously reported to the Court, the Trustee brought a motion for advice and direction with respect to the Trustee's ability, if necessary, to terminate existing agreements of purchase and sale with purchasers that had agreed to purchase two parking units, due to an issue with available parking. A copy of the Trustee's notice of motion is attached hereto as **Appendix "E"**.
19. The agreements of purchase and sale with two parking units that were at issue included existing agreements of purchase and sale with respect to suites 1801 and 1902.
20. The original purchasers for suites 1801 and 1902 did not take a position with respect to the Trustee's motion. As a result, pursuant to the Order of Justice Newbould dated October 16, 2015, a copy of which is attached hereto as **Appendix "F"**, the Trustee was authorized, if necessary, to terminate the existing agreements of purchase and sale for suites 1801 and 1902.
21. Following the granting of the Order, the Trustee corresponded with each of the purchasers regarding whether they wished to purchase the suites with one parking unit each, or whether they wished to consensually agree to the termination of the agreements and recover their deposits.
22. Each of the purchasers agreed to terminate their agreements of purchase and sale and have had their deposits returned to them.

23. Pursuant to the Order of The Honourable Madam Justice Mesbur dated December 3, 2015 (the “**December 3<sup>rd</sup> Order**”), the Trustee was authorized by the Court to sell, convey, or transfer the “**Remaining Units**” (which was defined to include suites 1801 and 1902) or any part or parts thereof without the approval of the Court if the purchase price is within 95% of the listing price for the residential unit or the Trustee has obtained the written consent of the first mortgagee of the Property or its assignee. A copy of the December 3<sup>rd</sup> Order is attached hereto as **Appendix “G”**.
24. The Trustee entered into an agreement of purchase and sale with Matthew Paul Thurston and Melissa Ann Thurston dated May 18, 2016, for the sale of suite 1801, along with a parking unit and a locker unit to be allocated by the Trustee.
25. The listing price for suite 1801 was \$514,990 and the purchase price is \$510,000, which amounts to approximately 99% of the listing price. As a result, pursuant to the December 3<sup>rd</sup> Order, the Trustee has been authorized by the Court to complete this sale transaction. However, to do so the Trustee requires the Court to grant a vesting order for the property to be sold to Mr. and Ms. Thurston. Collectively attached hereto as **Appendix “H”** are the parcel registers for the property subject to this sale transaction.
26. The Trustee entered into an agreement of purchase and sale with Mark Barrenechea dated June 15, 2016 for the sale of suite 1902, along with a parking unit and a locker unit to be allocated by the Trustee.
27. The listing price for suite 1902 was \$799,990 and the purchase price is \$760,000, which amounts to slightly more than 95% of the listing price. As a result, pursuant to the December 3<sup>rd</sup> Order, the Trustee has been authorized by the Court to complete this sale transaction. However, to do so, the Trustee requires the Court to grant a vesting order for the property to be sold to Mr. Barrenechea. Collectively attached hereto as **Appendix “I”** are the parcel registers for the property subject to this sale transaction.
28. As a result, the Trustee requests that the Court grant vesting orders with respect to the above-noted sale transactions for suites 1801 and 1902.

## GUEST SUITE

29. As has been previously reported to the Court, the Declaration for the Project was registered on May 25, 2015. A copy of the Declaration is attached as **Appendix "J"**.
30. As noted above, the units in the Project include a guest suite, known as unit 36 on level 3 of the Project, which is only to be used for overnight accommodation for the guests of the owners and tenants of the Project (the "**Guest Suite**").
31. Pursuant to section 4.5 of the Declaration, the condominium corporation, Waterloo Standard Condominium Corporation No. 591 (the "**Condominium Corporation**"), was to purchase the Guest Suite from 144 Park for the purchase price of \$116,000 plus HST. The Condominium Corporation is to give to 144 Park, or such entity as directed by 144 Park, a mortgage for the full purchase price. The mortgage is to have a term of eleven (11) years commencing on the date of registration of the Declaration, and no interest was to be charged for the first year of the term. The rest of the term bears interest at a fixed rate of 4% over the Government of Canada Ten Bond Yield in effect on the date of registration of the Declaration for ten year bonds, calculated semi-annually, not in advance.
32. The Trustee and the Condominium Corporation have been in discussions regarding the available options with respect to the Guest Suite, which include the Condominium Corporation purchasing the Guest Suite outright from the Trustee without the Trustee taking back a mortgage. A copy of the Trustee's email dated June 30, 2016 to the Condominium Corporation, without attachments, is attached hereto as **Appendix "K"**.
33. The discussions are continuing between the Trustee and the Condominium Corporation. However, as the Guest Suite is ready to be turned over to the Condominium Corporation, at this time the Trustee is seeking authorization from the Court to take the steps set out in the Declaration with respect to the sale of the Guest Suite and in particular, to accept a charge/mortgage from the Condominium Corporation in consideration therefor to be registered on title to the Guest Suite.

## TERMINATION OF MOORE SALE AGREEMENTS

34. As noted above, as of the date of the Appointment Order, there were 128 units that were the subject of sale agreements with 144 Park. These units included suites 1407 and 1408 in the Property, which Gregory Moore agreed to purchase pursuant to agreements of purchase of sale entered into with 144 Park in October and November 2010 (collectively, the “**Moore Sale Agreements**”).
35. The Trustee understands that Mr. Moore is quadriplegic and is mobile with the assistance of an electric wheelchair.
36. Prior to the Trustee’s appointment, Mr. Moore commenced an application with the Human Rights Tribunal of Ontario (the “**HRTO**”) against MADY Development Corporation (“**MDC**”), which application set out that Mr. Moore was not prepared to close the transactions subject to the Moore Sale Agreements due to accessibility issues with the common areas of the Property. The Trustee understands that an alleged settlement was achieved with MDC whereby the Moore Sale Agreements would be terminated and Mr. Moore would receive all deposit monies, upgrade monies, occupancy fees, and monies paid for hydro consumption from MDC.
37. Following the appointment of the Trustee, Mr. Moore attempted to enforce the terms of the alleged settlement against 144 Park and the Trustee, both of which were not parties to the HRTO proceeding and the alleged settlement. A number of accessibility issues with the common areas of the Property were raised that were alleged to be preventing Mr. Moore from closing the sale transactions.
38. The Trustee, with a view to rectifying the identified accessibility issues and closing both sale transactions with Mr. Moore, spent in excess of \$15,000 to address the issues raised by Mr. Moore.
39. Notwithstanding the steps taken by the Trustee, Mr. Moore refused to close the transactions subject to the Moore Sale Agreements and commenced an application in Kitchener in August 2015 seeking, in the first instance, a declaration that a settlement, allegedly made as of November 24, 2014 in connection with a HRTO claim, was valid



and enforceable against 144 Park. In the alternative, Mr. Moore sought the same relief from the Court as provided for in the alleged settlement. The application was subsequently transferred to be heard by the Court on the consent of the parties.

40. The Trustee and Mr. Moore, through their respective counsel, engaged in numerous discussions regarding available options to resolve the outstanding issues with respect to the Moore Sale Agreements.
41. In April 2016, the Trustee was advised that Mr. Moore wished to close the sale transactions set out in the Moore Sale Agreements. As a result, on April 19, 2016, Chaitons LLP (“Chaitons”), lawyers for the Trustee, sent a letter to Mr. Moore’s counsel setting out the terms upon which the sale transactions would be completed. A copy of the letter is attached as **Appendix “L”**.
42. The parties engaged in discussions with respect to the closing of the sale transactions, which included discussions regarding amounts to be included in the statements of adjustment.
43. The sale transactions were set to close on May 6, 2016. Mr. Moore requested an extension of the closing date to May 13, 2016 so that he could obtain all necessary documentation required by his lender. Mr. Moore requested another extension to May 17, 2016, which was agreed to by the Trustee.
44. Mr. Moore requested a further extension to May 25, 2016, as his lender required the additional time to complete the financing. The Trustee was amenable to the further extension requested by Mr. Moore with the condition that Mr. Moore pay to the Trustee a non-refundable deposit of \$10,000, which deposit would be applied against the purchase price of the units upon closing. If Mr. Moore failed to close, the Trustee would retain the deposit.
45. On May 18, 2016, Mr. Moore’s lawyers sent a letter confirming that Mr. Moore now was not willing to proceed with completing the sale transactions. A copy of that letter is attached as **Appendix “M”**.

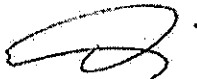
46. In response, the Trustee, through its condominium lawyers Harris Sheaffer LLP, wrote to Mr. Moore's counsel and informed it that Mr. Moore was in default and that the Trustee required that the sale transactions be completed by May 26, 2016. Copies of the letters, sent out on May 18, 2016 but mistakenly dated July 8, 2015, are collectively attached as **Appendix "N"**.
47. On May 24, 2016, Mr. Moore's lawyers confirmed in a letter that Mr. Moore's position, as set out in its May 18, 2016 letter, remained unchanged. A copy of the letter is attached as **Appendix "O"**.
48. As a result, on May 27, 2016, the Trustee, through Harris Sheaffer LLP, informed Mr. Moore that the sale transactions with respect to the Moore Sale Agreements had been terminated. Copies of the letters are collectively attached as **Appendix "P"**.
49. The Trustee wishes to take steps to market suites 1407 and 1408 for sale. In order for the Trustee to be in a position to do so, the Trustee requests that the Court authorize the Trustee, *nunc pro tunc*, to terminate the Moore Sale Agreements.

#### **TRUSTEE'S REQUEST TO THE COURT**

50. Based on the foregoing, the Trustee respectfully requests that the Court grant the orders described in paragraph 2 above.

All of which is respectfully submitted to this Court as of this 15th day of July, 2016.

**COLLINS BARROW TORONTO LIMITED,**  
in its capacity as Court-appointed Trustee of  
the Property and not in its personal capacity

Per:   
Name: Daniel R. Weisz, CPA, CA, CIRP, LIT  
Title: Senior Vice-President

I have the authority to bind the corporation

# APPENDIX C

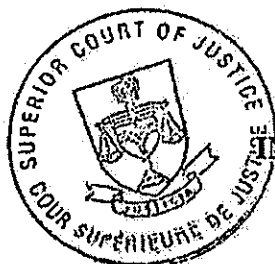
**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

THE HONOURABLE Mr. )  
 )  
JUSTICE Walton-Siegel )

THURSDAY, THE 21<sup>st</sup> DAY

OF JULY, 2016

*Handwritten initials*



**IN THE MATTER OF THE CONSTRUCTION LIEN ACT,  
R.S.O. 1990, c. C.30, AS AMENDED**

**AND IN THE MATTER OF AN APPLICATION MADE BY 144 PARK LTD.  
FOR THE APPOINTMENT OF A TRUSTEE UNDER SECTION 68(1) OF THE  
CONSTRUCTION LIEN ACT, R.S.O. 1990, c. C.30, AS AMENDED**

**APPROVAL AND VESTING ORDER  
(re Guest Suite)**

**THIS MOTION** made by Collins Barrow Toronto Limited, in its capacity as Court-appointed trustee over the lands and premises known municipally as 142, 144 and 148 Park Street and 21 Allen Street West, Waterloo, Ontario pursuant to section 68(1) of the *Construction Lien Act*, R.S.O. 1990, c. C.30, as amended (the "Trustee") for an order, *inter alia*, approving the transfer by the Trustee of the property described in Schedule "B" hereto (the "Guest Suite") to Waterloo Standard Condominium Corporation No. 591 ("WSCC 591") and vesting in WSCC 591 the right, title and interest of 144 Park Ltd. (the "Debtor") in and to the Guest Suite, was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Eleventh Report of the Trustee dated July 15, 2016 and the Appendices thereto, and on hearing the submissions of counsel for the Trustee, and such other counsel listed on the Counsel Slip, no one else from the service list appearing although duly served as appears from the affidavit of service of Lynn Lee sworn July 18, 2016, filed,

1. **THIS COURT ORDERS** that the Trustee is authorized to transfer the Guest Suite to WSCC 591 and to accept a charge from WSCC 591 in favour of the Trustee to be registered on title to the Guest Suite (the "**Transaction**"). The Trustee is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction.

2. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Trustee's certificate to WSCC 591 substantially in the form attached as **Schedule "A"** hereto (the "**Trustee's Certificate**"), all of the Debtor's right, title and interest in and to the Guest Suite shall vest absolutely in WSCC 591, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, construction liens, certificates of action, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice Penny dated January 22, 2015; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those Claims listed on **Schedule "C"** hereto (all of which are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants

listed on Schedule “D” hereto) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Guest Suite are hereby expunged and discharged as against the Guest Suite.

3. **THIS COURT ORDERS** that upon the registration in the Land Registry Office for the Land Titles Division of Kitchener (Waterloo) of an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the Land Registrar is hereby directed to enter WSCC 591 as the owner of the Guest Suite identified in Schedule “B” hereto in fee simple, and is hereby directed to delete and expunge from title to the Guest Suite all of the Claims listed in Schedule “C” hereto.

4. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Guest Suite shall stand in the place and stead of the Guest Suite, and that from and after the delivery of the Trustee’s Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Guest Suite with the same priority as they had with respect to the Guest Suite immediately prior to the completion of the Transaction, as if the Guest Suite had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

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

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

(a) the pendency of these proceedings;

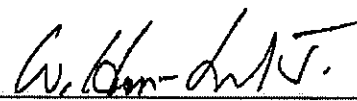
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtor and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Debtor;

the vesting of the Guest Suite in WSCC 591 pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Debtor, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

7. **THIS COURT ORDERS AND DECLARES** that the sale of the Guest Suite is exempt from the application of the *Bulk Sales Act* (Ontario).

8. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Trustee and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Trustee and its agents in carrying out the terms of this Order.

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



JUL 21 2016

**Schedule "A" – Form of Trustee's Certificate**

Court File No. CV15-10843-00CL

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

**IN THE MATTER OF THE *CONSTRUCTION LIEN ACT*,  
R.S.O. 1990, c. C.30, AS AMENDED**

**AND IN THE MATTER OF AN APPLICATION MADE BY 144 PARK LTD.  
FOR THE APPOINTMENT OF A TRUSTEE UNDER SECTION 68(1) OF THE  
*CONSTRUCTION LIEN ACT*, R.S.O. 1990, c. C.30, AS AMENDED**

**TRUSTEE'S CERTIFICATE  
(re Guest Suite)**

**RECITALS**

A. Pursuant to an Order of the Honourable Justice Penny of the Ontario Superior Court of Justice dated January 22, 2015, Collins Barrow Toronto Limited was appointed as trustee over the lands and premises known municipally as 142, 144 and 148 Park Street and 21 Allen Street West, Waterloo, Ontario pursuant to section 68(1) of the *Construction Lien Act*, R.S.O. 1990, c. C.30, as amended.

B. Pursuant to an Order of the Court dated July 21, 2016 (the "**Order**"), the Court, *inter alia*, provided for the vesting in Waterloo Standard Condominium Corporation No. 591 ("WSCC 591") of the Debtor's right, title and interest in and to the Guest Suite, which vesting is to be effective with respect to the Guest Suite upon the delivery by the Trustee to WSCC 591 of a certificate confirming that the Transaction has been completed to the satisfaction of the Trustee.



C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Order.

**THE TRUSTEE CERTIFIES** the following:

1. The Transaction has been completed to the satisfaction of the Trustee.
2. This Certificate was delivered by the Trustee at \_\_\_\_\_ on \_\_\_\_\_, 2016.

**COLLINS BARROW TORONTO LIMITED,  
in its capacity as Trustee of the Property, and  
not in its personal capacity**

Per: \_\_\_\_\_

Name:

Title:

**Schedule "B" – Guest Suite**

**PIN 23591-0199**

**Property Description:** Unit 36, Level 3, Waterloo Standard Condominium Plan No. 591 and its appurtenant interest; subject to easements as set out in Schedule A as in WR882241; City of Waterloo

**Schedule "C" – Claims to be deleted and expunged from title to the Guest Suite**

<b>Instrument No.</b>	<b>Registration Date</b>	<b>Instrument Type</b>	<b>Amount</b>	<b>Parties From</b>	<b>Parties To</b>
WR611290	May 2, 2011	Notice	\$2	Allen Street Holdings Inc.	Allen Street Holdings Inc., 2184038 Ontario Inc., 144 Park Ltd., COB GP Inc.
WR639368	September 1, 2011	Charge	\$8,500,000	144 Park Ltd.	Aviva Insurance Company of Canada
WR639369	September 1, 2011	Charge	\$3,000,000	144 Park Ltd.	Allen Street Holdings Inc.
WR660381	December 13, 2011	Charge	\$2,887,696	144 Park Ltd.	MarshallZehr Group Inc.
WR690395	May 25, 2012	Charge	\$40,000,000	144 Park Ltd.	Laurentian Bank of Canada
WR690396	May 25, 2012	No Assgn Rent Gen		144 Park Ltd.	Laurentian Bank of Canada
WR690416	May 25, 2012	Postponement		Allen Street Holdings Inc.	Laurentian Bank of Canada
WR690422	May 25, 2012	Postponement		Aviva Insurance Company of Canada	Laurentian Bank of Canada
WR690423	May 25, 2012	Postponement		MarshallZehr Group Inc.	Laurentian Bank of Canada
WR759234	June 13, 2013	APL Absolute Title		144 Park Ltd.	
WR847447	October 24, 2014	Construction Lien	\$301,592	Global Fire Protection Ltd.	
WR849030	October 31, 2014	Construction Lien	\$88,883	694643 Ontario Limited cob as O'Connor Electric	
WR854810	December 1, 2014	Construction Lien	\$537,286	J & I Gaweda Construction Ltd.	

<b>Instrument No.</b>	<b>Registration Date</b>	<b>Instrument Type</b>	<b>Amount</b>	<b>Parties From</b>	<b>Parties To</b>
WR854978	December 2, 2014	Construction Lien	\$26,889	Bast Home Comfort Inc.	
WR856621	December 10, 2014	Certificate of Action		Global Fire Protection Ltd.	144 Park Ltd., Aviva Insurance Company of Canada, Allen Street Holdings Ltd., Laurentian Bank of Canada, MarshallZehr Group Inc.
WR856756	December 11, 2014	Construction Lien	\$328,260	Frendel Kitchens Limited	
WR857239	December 12, 2014	Construction Lien	\$436,314	T.I.C. Contracting Ltd.	
WR857322	December 15, 2014	Construction Lien	\$188,393	Global Precast Inc.	
WR857462	December 15, 2014	Construction Lien	\$110,716	2050491 Ontario Inc. o/a The Downsview Group	
WR857468	December 15, 2014	Construction Lien	\$104,009	Sam Tortola Enterprises Inc.	
WR857793	December 16, 2014	Construction Lien	\$15,870	CRS Contractors Rental Supply General Partner Inc.	
WR857850	December 16, 2014	Construction Lien	\$83,436	Adlers Main Tile & Carpet Co. Ltd.	
WR858473	December 19, 2014	Construction Lien	\$30,851	Turner Fleischer Architects Inc.	
WR858748	December 19, 2014	Construction Lien	\$46,043	Hammerschlag & Joffe Inc.	
WR858991	December 22, 2014	Construction Lien	\$345,952	Screen Painting Ltd.	
WR859188	December 23, 2014	Construction Lien	\$176,771	Weston Flooring Limited	

Instrument No.	Registration Date	Instrument Type	Amount	Parties From	Parties To
WR859941	December 30, 2014	Construction Lien	\$32,381	Great Pyramid Aluminum Ltd.	
WR860525	January 5, 2015	Construction Lien	\$139,287	Adlers Main Tile & Carpet Co. Ltd.	
WR860757	January 6, 2015	Certificate of Action		Frendel Kitchens Limited	144 Park Ltd., Mady Development Corporation, Mady Contract Division (2009) Ltd., Mady Contract Division Ltd., D. Mady Investments Inc., MarshallZehr Group Inc., Allen Street Holdings Ltd., Aviva Insurance Company of Canada, Laurentian Bank of Canada
WR861891	January 13, 2015	Certificate of Action		Bast Home Comfort Inc.	
WR862054	January 14, 2015	Certificate of Action		J & I Gaweda Construction Ltd.	
WR862055	January 14, 2015	Certificate of Action		Global Fire Protection Ltd.	144 Park Ltd., Aviva Insurance Company of Canada, Allen Street Holdings Ltd., Laurentian Bank of Canada, MarshallZehr Group Inc.
WR862500	January 16, 2015	Certificate of Action		694643 Ontario Limited	
WR863268	January 21, 2015	Certificate of Action		Turner Fleischer Architects Inc.	Mady Contract Division Ltd., Mady Contract Division (2009) Ltd., Mady Development Corporation, 144 Park Ltd., Aviva

Instrument No.	Registration Date	Instrument Type	Amount	Parties From	Parties To
					Insurance Company of Canada, Allen Street Holdings Inc., MarshallZehr Group Inc., Laurentian Bank of Canada
WR863291	January 21, 2015	Construction Lien	\$113,328	Brody Wall System Ltd.	
WR863296	January 21, 2015	Certificate of Action		T.I.C. Contracting Ltd.	
WR863658	January 23, 2015	Construction Lien	\$4,258	Skyway Canada Limited	
WR863814	January 23, 2015	Construction Lien	\$210,190	DKS Stone Fabrication & Design Inc.	
WR863820	January 23, 2015	APL Court Order		Ontario Superior Court of Justice (Commercial List)	Collins Barrow Toronto Limited
WR864339	January 28, 2015	Construction Lien	\$752,632	Clonard Group Inc.	
WR864365	January 28, 2015	Certificate of Action		Hammerschlag & Joffe Inc.	
WR864655	January 29, 2015	Construction Lien	\$260,447	Aluminum Window Design Installations Inc.	
WR865440	February 2, 2015	Certificate of Action		Great Pyramid Aluminum Ltd.	144 Park Ltd.
WR865713	February 4, 2015	Certificate of Action		Global Precast Inc.	144 Park Ltd., Mady Contract Division (2009) Ltd., Aviva Insurance Company of Canada, Allen Street Holdings Ltd., MarshallZehr Group Inc., Laurentian Bank of Canada

Instrument No.	Registration Date	Instrument Type	Amount	Parties From	Parties To
WR865936	February 5, 2015	Certificate of Action		Adlers Main Tile & Carpet Co. Ltd.	
WR866373	February 9, 2015	Certificate of Action		2050491 Ontario Inc.	144 Park Ltd., Mady Contract Division (2009) Ltd., Aviva Insurance Company of Canada, Allen Street Holdings Ltd., MarshallZehr Group Inc., Laurentian Bank of Canada
WR867197	February 13, 2015	Certificate of Action		Weston Flooring Limited	
WR867757	February 19, 2015	Certificate of Action		Screen Painting Ltd.	
WR868712	February 26, 2015	Certificate of Action		Sam Tortola Enterprises Inc.	
WR870665	March 11, 2015	Certificate of Action		Aluminum Window Design Installations Inc.	
WR870768	March 12, 2015	Certificate of Action		CRS Contractors Rental Supply General Partner Inc.	
WR870844	March 12, 2015	Certificate of Action		Brody Wall System Ltd.	144 Park Ltd.
WR874856	April 8, 2015	Certificate of Action		DKS Stone Fabrication & Design Inc.	144 Park Ltd., Mady Development Corporation, Mady Contract Division (2009) Ltd., Mady Contract Division Ltd., Aviva Insurance Company of Canada, Allen Street Holdings Inc., MarshallZehr Group Inc., Laurentian Bank of Canada

<b>Instrument No.</b>	<b>Registration Date</b>	<b>Instrument Type</b>	<b>Amount</b>	<b>Parties From</b>	<b>Parties To</b>
WR875305	April 10, 2015	Certificate of Action		Skyway Canada Limited	
WR953075	May 18, 2016	Transfer of Charge		Laurentian Bank of Canada	MarshallZehr Group Inc.



**Schedule "D" – Permitted Encumbrances, Easements and Restrictive Covenants  
related to the Guest Suite**

**(unaffected by the Approval and Vesting Order)**

<b>Instrument No.</b>	<b>Registration Date</b>	<b>Instrument Type</b>	<b>Amount</b>	<b>Parties From</b>	<b>Parties To</b>
WR625222	July 7, 2011	Notice	\$2	The Corporation of the City of Waterloo	Allen Street Holdings Inc.
WR655113	November 17, 2011	Notice		The Corporation of the City of Waterloo	144 Park Ltd.
WR666363	January 18, 2012	Transfer Easement	\$2	144 Park Ltd.	Rogers Cable Communications Inc.
58R17836	June 13, 2013	Plan Reference			
WR856168	December 8, 2014	Notice		The Corporation of the City of Waterloo	144 Park Ltd.
WR864508	January 29, 2015	Transfer Easement	\$2	144 Park Ltd.	Waterloo North Hydro Inc.
WR867313	February 17, 2015	Notice	\$2	The Regional Municipality of Waterloo	
WR876062	April 16, 2015	Notice	\$2	144 Park Ltd.	One 55 Mady Ltd.
WCP591	May 25, 2015	Standard Condo Plan			
WR882241	May 25, 2015	Condo Declaration		144 Park Ltd.	
WR891003	July 3, 2015	Condo Bylaw/98		Waterloo Standard Condominium Corporation No. 591	
WR891004	July 3, 2015	Condo Bylaw/98		Waterloo Standard Condominium Corporation No. 591	
WR891008	July 3, 2015	Condo		Waterloo Standard	

Instrument No.	Registration Date	Instrument Type	Amount	Parties From	Parties To
		Bylaw/98		Condominium Corporation No. 591	
WR891010	July 3, 2015	Condo Bylaw/98		Waterloo Standard Condominium Corporation No. 591	

**IN THE MATTER OF THE CONSTRUCTION LIEN ACT, R.S.O. 1990, c. C.30, AS AMENDED  
AND IN THE MATTER OF AN APPLICATION MADE BY 144 PARK LTD. FOR THE APPOINTMENT OF A TRUSTEE  
UNDER SECTION 68(1) OF THE CONSTRUCTION LIEN ACT, R.S.O. 1990, c. C.30, AS AMENDED**

Court File No. CV15-10843-00CL

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

Proceedings commenced at Toronto

**APPROVAL AND VESTING  
ORDER**  
(re Guest Suite)

**CHATTONS LLP**  
5000 Yonge Street, 10<sup>th</sup> Floor  
Toronto, ON M2N 7E9

**Harvey Chaiton (LSUC #21592F)**  
Tel: (416) 218-1129  
Fax: (416) 218-1849  
E-mail: harvey@chaitons.com

**Sam Rappos (LSUC #51399S)**  
Tel: (416) 218-1137  
Fax: (416) 218-1837  
E-mail: samr@chaitons.com

**Lawyers for the Trustee**

# APPENDIX D

The applicant(s) hereby applies to the Land Registrar.

yyyy mm dd Page 1 of 2

**Properties**

**PIN** 23591 - 0199 LT **Interest/Estate** Fee Simple  
**Description** UNIT 36, LEVEL 3, WATERLOO STANDARD CONDOMINIUM PLAN NO. 591 AND ITS APPURTENANT INTEREST; SUBJECT TO EASEMENTS AS SET OUT IN SCHEDULE A AS IN WR882241; CITY OF WATERLOO  
**Address** WATERLOO

**Chargor(s)**

The chargor(s) hereby charges the land to the chargee(s). The chargor(s) acknowledges the receipt of the charge and the standard charge terms, if any.

**Name** WATERLOO STANDARD CONDOMINIUM CORPORATION NO. 591  
**Address for Service** c/o FirstService Residential  
 2645 Skymark Avenue, Suite 101  
 Mississauga, Ontario  
 L4W 4H2

I, Richard Magnussen, President, have the authority to bind the corporation.

This document is not authorized under Power of Attorney by this party.

**Chargee(s)****Capacity****Share**

**Name** 144 PARK LTD., BY ITS COURT-APPOINTED TRUSTEE,  
 COLLINS BARROW TORONTO LIMITED  
**Address for Service** Collins Barrow Toronto Limited  
 11 King Street West, Suite 700, PO Box 27  
 Toronto, Ontario M5H 4C7

**Provisions**

**Principal** \$ 122,518.65 **Currency** CDN  
**Calculation Period** semi-annually, not in advance  
**Balance Due Date** 2026/07/21  
**Interest Rate** 5.78%  
**Payments** \$ 1,342.53  
**Interest Adjustment Date** 2016 07 21  
**Payment Date** monthly blended payments on the 21st day of each month  
**First Payment Date** 2016 08 21  
**Last Payment Date** 2026 07 21  
**Standard Charge Terms** 200033  
**Insurance Amount** See standard charge terms  
**Guarantor**

**Additional Provisions**

This charge shall be fully open for repayment without notice, penalty or bonus.

**Signed By**

Ari Matthew Katz 610-4100 Yonge St. acting for Signed 2016 07 22  
Toronto  
M2P 2B5 Chorgor(s)

Tel 416-250-5800  
Fax 416-250-5300

I have the authority to sign and register the document on behalf of the Chorgor(s).

**Submitted By**

HARRIS, SHEAFFER LLP 610-4100 Yonge St. 2016 07 22  
Toronto  
M2P 2B5

Tel 416-250-5800  
Fax 416-250-5300

**Fees/Taxes/Payment**

**Statutory Registration Fee** \$62.85

**Total Paid** \$62.85

**File Number**

**Chargee Client File Number :** 150540

# APPENDIX E

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

**IN THE MATTER OF THE *CONSTRUCTION LIEN ACT*,  
R.S.O. 1990, c. C.30, AS AMENDED**

**AND IN THE MATTER OF AN APPLICATION MADE BY 144 PARK LTD. FOR THE  
APPOINTMENT OF A TRUSTEE UNDER S. 68(1) OF THE  
*CONSTRUCTION LIEN ACT*, R.S.O. 1990, c. C.30, AS AMENDED**

**AFFIDAVIT OF ARIF N. DHANANI  
(Sworn on February 15, 2017)**

I, ARIF N. DHANANI, of the City of Toronto, in the Province of Ontario,  
**MAKE OATH AND SAY AS FOLLOWS:**

1. I am a Vice-President of Collins Barrow Toronto Limited (“CBTL”), in its capacity as Court-appointed trustee (in such capacity, the “Trustee”), with respect to the lands and premises municipally known as 142, 144 and 148 Park Street and 21 Allen Street West in Waterloo, Ontario (the “Property”) and, as such, I have knowledge of the matters to which I hereinafter depose. Unless I indicate to the contrary, the facts herein are within my personal knowledge and are true. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.

2. Attached hereto and marked as Exhibit “A” are detailed invoices (the “Invoices”) issued by CBTL for its fees and disbursements in connection with the proceedings



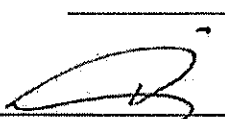
related to the Property pursuant to the Construction Lien Act for the period October 1, 2016 to January 31, 2017 (the "Appointment Period"). The total fees charged by CBTL during the Appointment Period were \$72,639.50 plus disbursements of \$235.38, plus HST of \$9,473.73 totaling \$82,348.61.

3. The Invoices are a fair and accurate description of the services provided and the amounts charged by CBTL.

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

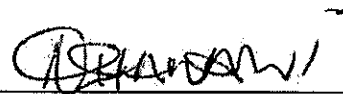
5. I make this affidavit in support of a motion for an Order approving the Trustee's fees and disbursements and for no other or improper purpose.

**SWORN BEFORE ME** at the City of  
Toronto, in the Province of Ontario, on the  
15<sup>th</sup> day of February, 2017



Commissioner for Taking Affidavits  
(or as may be)

Daniel Raphael Weisz, a Commissioner, etc.,  
Province of Ontario, for Collins Barrow  
Toronto LLP and Collins Barrow Toronto  
Limited. Expires June 8, 2019.

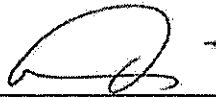


**ARIF N. DHANANI**

# EXHIBIT "A"

## Detailed Invoices

This is Exhibit "A" to the Affidavit of  
Arif N. Dhanani, sworn on February 15, 2017



---

A Commissioner for the taking of Affidavits, etc.

Daniel Raphael Weisz, a Commissioner, etc.,  
Province of Ontario, for Collins Barrow  
Toronto LLP and Collins Barrow Toronto  
Limited. Expires June 8, 2019.



Collins Barrow Toronto Limited  
 Collins Barrow Place  
 11 King Street West  
 Suite 700, PO Box 27  
 Toronto, Ontario  
 M5H 4C7 Canada

To 144 Park Ltd.  
 c/o Collins Barrow Toronto Limited  
 11 King Street West, Suite 700  
 Toronto, Ontario  
 M5H 4C7

T. 416.480.0160  
 F. 416.480.2646

toronto.collinsbarrow.com

Date November 17, 2016

GST/HST: 80784 1440 RT 0001

Client File 300027

Invoice 22

No. C000380

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Trustee under the *Construction Lien Act* of the project known as 144 Park for the period October 1 to October 31, 2016.

Date	Professional	Description
10/4/2016	Arif Dhanani	Review Trustee's Factum and Responding Motion Record with respect to Sereen Painting Ltd. ("Sereen"); facilitate posting on the Trustee's website of various documents with respect to Sereen; review of common area charges for October 2016, email to First Service with request for changes thereto; telephone call with Carrie Mason of Aviva regarding HVAC bond and Tarion Warranty Corporation ("Tarion") payments; review of email from Vertechs Elevators Inc. ("Vertechs"), telephone call with D. Wolsley to discuss same; review of invoices from Mint Realty and D&E Total Home Improvement and approve for payment; emails from/to T. Bolton regarding delay in rescission period for Unit 1306.
10/5/2016	Donna Nishimura	Prepare paperwork for deposit of cheques.
10/5/2016	Bryan Tannenbaum	Receipt and review of Sereen supplementary responding motion and Trustee's factum; telephone call with S. Rappos of Chaitons LLP regarding Judge's decision in favour of Sereen.
10/5/2016	Arif Dhanani	Update cash flow and notes thereto; emails to/from S. Cruickshank and T. Bolton regarding various issues; finalize draft of materials to be sent to secured lenders in respect of next distribution and send to D. Weisz for comments.
10/6/2016	Arif Dhanani	Telephone call with L. Holloway regarding replacement of gym floor and alternatives therefor; review invoices from Vertechs and Jones Electric and approve same for payment; review revised invoice from First Service for October 2016 common area fees and approve for payment; attend to file administration.
10/7/2016	Daniel Weisz	Review projections and meet with A. Dhanani to discuss same; review and sign cheques.
10/7/2016	Cindy Baeta	Prepare disbursement cheques; post deposits to Ascend.

Date	Professional	Description
10/11/2016	Arif Dhanani	Review of email from S. Dooman regarding cooling tower and reply thereto; emails to/from L. Holloway regarding cooling tower and work to be completed in Units 1503 and 1807; telephone call with K. Roelofz regarding weather stripping, telephone call with L. Holloway regarding same, and subsequent email to K. Roelofz; finalize changes to cash flow and supporting materials for distribution to secured lenders.
10/12/2016	Arif Dhanani	Release forecast reporting and distribution calculation to Marshall Zehr ("MZ"); emails to/from Pronto General Contracting ("Pronto") regarding deficiencies.
10/13/2016	Arif Dhanani	Telephone call with D. Wolsley of Vertechs regarding elevator in Unit 105, draft and send email to Vertechs confirming authorization to proceed with installation of elevator; review of flooring quote for gym area received from Condominium Corporation and discussion with L. Holloway regarding same; review most recent discharge document from MZ and forward same to Laurentian Bank of Canada ("LBC") for approval; approve payments to secured lenders and emails to/from LBC; emails to/from and discussion with L. Holloway regarding 11th floor garbage chute; review of electricity bills from Priority Submetering Solutions and approve payment of same; emails to/from J. Pimm of Priority Submetering regarding various questions; follow up with Chaitons regarding ESB Lawyers.
10/13/2016	Bryan Tannenbaum	Receipt and review of A. Dhanani email to MZ regarding next distribution to secured lenders.
10/14/2016	Cindy Baeta	Prepare disbursement cheques; post deposits to Ascend; prepare bank reconciliation.
10/14/2016	Arif Dhanani	Receipt of further invoice from Priority Submetering Solutions and approve for payment; email to S. Dooman regarding cost of replacement of gym floor and approval of Trustee to pay for a portion of it; email to S. Rappos to seek clarification of amount payable to Sreen pursuant to J. Hailey's October 5, 2016 Endorsement; facilitate posting of J. Hailey's Endorsement on Trustee's website; email to LBC regarding transfer of funds from reserve to main account; telephone call to Mint Realty to follow up on Unit 1306; telephone call with CRA regarding housing rebate forms; responding to Chaitons regarding conference call; subsequent call with CRA regarding housing rebates granted and assemble information requested for March and April 2016.
10/14/2016	Daniel Weisz	Review and sign cheques.
10/17/2016	Arif Dhanani	Review email from Chaitons regarding Sreen costs breakdown, account for same and authorize payment pursuant to J. Hailey's October 5, 2016 Endorsement; account for partial redemption of investment for payment to Sreen; attend at LBC to deliver distribution cheque; review of Tarion demand documents forwarded by Westmount Guarantee Services, send email to Westmount Guarantee with questions.
10/18/2016	Arif Dhanani	Confirm payment details regarding commissions and construction costs for Unit 1503 with Mint Realty; finalize details with S. Rappos for payment of Sreen claim; telephone call with S. Rappos regarding Clonard Group and settlement of claim, finalize offer in this regard and confirmation of acceptance of Clonard's counter offer; forward invoice from Superior Sealants to L. Holloway to confirm work satisfactorily completed.

Date	Professional	Description
10/19/2016	Arif Dhanani	Email to M. Snedden of MZ regarding reporting, unsold units and distribution; review of invoices received from Vertechs and reply thereto, telephone call with D. Wolsley; review of emails between counsel to Clonard Group and Chaitons, email to Chaitons in this regard; emails to/from Mint Realty regarding deposits from purchasers of Units 1306 and 1807; complete and file HST return for September 2016.
10/20/2016	Bryan Tannenbaum	Receipt and review of Chaitons email to ESB Lawyers regarding One55 request for Trustee to reimburse a portion of the cost of burying hydro lines.
10/20/2016	Arif Dhanani	Review of closing date amendment for Unit 1806, sign same and send to Mint Realty; review of invoice from Vertechs and approve for payment; email to and telephone call with S. Cruickshank regarding Unit 105 completion; review of invoice from Cool Team and send to L. Holloway for review; emails to/from Mint Realty regarding Unit 1407 closing; review of information request from LBC regarding unsold units and provide same.
10/21/2016	Cindy Baeta	Prepare disbursement cheques; post deposits to Ascend.
10/21/2016	Arif Dhanani	Emails to/from T. Bolton regarding Unit 1407 closing; emails to/from Vertechs regarding invoices sent; draft cover letter to counsel to Sereen to be included with cheque for payment pursuant to decision of J. Hainey; follow up call with T. Bolton regarding Unit 1407; email to K. McNeill of Harris Sheaffer LLP ("HS") regarding Unit 1407 keys; telephone call with A. Katz regarding standard APS and condominium corporation claims; emails to/from and telephone calls with HS regarding new by-law registered in respect of condominium and Unit 1407 issue with closing, attending to resolving matter for successful closing of Unit 1407.
10/24/2016	Arif Dhanani	Review of invoice from Superior Sealants and approve payment of same; commence drafting Trustee's R&D for October 2016; review correspondence between Pronto and property manager; commence updating cash flow forecast; emails to/from LBC regarding wire of sale proceeds for Unit 1503 from HS; review of July and August 2016 HST statement from CRA.
10/25/2016	Arif Dhanani	Telephone call with L. Holloway regarding engaging architect to assist with planter drainage system and review of subsequent emails between L. Holloway and architect; emails from/to L. Holloway regarding weather stripping on interior doors; review of J. Hainey's reasons for decision on Sereen matter and emails with Chaitons regarding same; emails to/from Priority Submetering Solutions regarding meter inspection for Unit 1102.
10/26/2016	Arif Dhanani	Review of email from Pronto; email to S. Dooman regarding obtaining copies of maintenance records for cooling tower and rooftop air handler; prepare May 1 to September 30, 2016 receipts and disbursements variance analysis for A. Chaaban at LBC; review HS invoice for fees on closing Unit 1407 and approve for payment; review bank account and confirm receipt of proceeds for sale of Unit 1407.
10/27/2016	Arif Dhanani	Emails to/from T. Bolton regarding parking and locker spaces for Unit 1807; filing various emails and attending to file administration; discussion with T. Bolton regarding sales strategy and incentives; emails from/to and telephone call with L. Holloway regarding parking issues, email to S. Dooman in this regard; review of CRA Notice of Re(Assessment) for September 2016 HST return held due to non-filing of corporate tax return of 144 Park Ltd., review December 31, 2014 income tax return filed by 144 Park Ltd., request of tax department to file corporate tax return for the year

Date	Professional	Description
		ended December 31, 2015.
10/28/2016	Harpreet Malhi	Draft 2015 Nil corporate tax return
10/28/2016	Cindy Baeta	Prepare disbursement cheques; post deposits to Ascend.
10/28/2016	Daniel Weisz	Review and sign cheques.
10/28/2016	Arif Dhanani	Discussion with H. Malhi regarding filing corporate income tax return for the year ended December 31, 2015; emails to/from L. Holloway regarding parking matters and instructions on proceeding; review invoices from HVAC contractor and approve for payment; review draft 2015 corporate income tax return, provide comments to tax department, review final version and approve for e-filing; email to K. McNeill with confirmation of parking and locker allocations for Unit 1807.
10/31/2016	Arif Dhanani	Review of email from L. Holloway regarding party room floor, call with L. Holloway in this regard; review draft statement of adjustments for closing of Unit 1807, approve and send to HS; email to Pronto regarding follow up with design architect.
		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	1.10	\$ 525	\$ 577.50
Daniel R. Weisz, CPA, CA, CIRP, LIT	Senior Vice President	1.70	\$ 495	841.50
Arif N. Dhanani, CPA, CA, CIRP, LIT	Vice President	51.10	\$ 375	19,162.50
Harpreet Malhi	Senior Tax Associate	1.00	\$ 250	250.00
Cindy Baeta	Estate Administrator	2.30	\$ 110	253.00
Donna Nishimura	Estate Administrator	0.10	\$ 110	11.00
<b>Total hours and professional fees</b>		<b>57.30</b>		\$ 21,095.50
<b>Disbursements</b>				
Couriers			\$ 36.28	
<b>Total disbursements</b>				36.28
<b>Total professional fees and disbursements</b>				\$ 21,131.78
<b>HST @ 13%</b>				2,747.13
<b>Total payable</b>				<b>\$ 23,878.91</b>

PAYMENT BY VISA ACCEPTED

VISA NUMBER \_\_\_\_\_ Expiry Date \_\_\_\_\_  
 Name on Card \_\_\_\_\_ Amount \_\_\_\_\_

WIRE PAYMENT DETAILS

For CA\$ Payments: For credit to the account of Collins Barrow Toronto Limited, Account No. 65-84918, Canadian Imperial Bank of Commerce  
 Branch No. 00002, Commerce Court Banking Centre, Toronto, ON M5L 1G9

**PLEASE RETURN ONE COPY WITH REMITTANCE**

Terms: Payment upon receipt. Interest will be charged at the rate of 12% per annum (1% per month) on overdue accounts.  
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Collins Barrow Toronto Limited  
 Collins Barrow Place  
 11 King Street West  
 Suite 700, PO Box 27  
 Toronto, Ontario  
 M5H 4C7 Canada

To 144 Park Ltd.  
 c/o Collins Barrow Toronto Limited  
 11 King Street West, Suite 700  
 Toronto, Ontario  
 M5H 4C7

T. 416.480.0160  
 F. 416.480.2646

toronto.collinsbarrow.com

Date January 6, 2017

GST/HST: 80784 1440 RT 0001

Client File 300027  
 Invoice 23  
 No. C000403

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Trustee under the *Construction Lien Act* of the project known as 144 Park for the period November 1 to November 30, 2016.

Date	Professional	Description
11/1/2016	Arif Dhanani	Review correspondence received from First Service Residential and send by-law No. 5 to counsel; draft Trustee's R&D for October 2016 and commence updating cash flow forecast.
11/2/2016	Arif Dhanani	Emails from/to Pronto General Contracting ("Pronto") regarding PATS list and deficiencies; conference call with L. Holloway of Pronto and J. Berger regarding update on discussions with Tarion Warranty Corporation ("Tarion").
11/3/2016	Daniel Weisz	Review Trustee's Fourteenth Report and provide comments to A. Dhanani.
11/3/2016	Donna Nishimura	Prepare paperwork for deposit of cheque.
11/3/2016	Arif Dhanani	Review invoice from Jones Electric and approve for payment; email to D. Wolesley of Vertechs Elevators Inc. ("Vertechs") regarding completion and installation of elevator in Unit 105; email to L. Holloway approving quote for brick cleaning, pursuant to the PATS deficiency listing; review and amend Fourteenth Report of the Trustee; review amendments to listing agreements for 13 units and sign same.
11/4/2016	Arif Dhanani	Finalize Trustee's Fourteenth Report, assemble appendices and send to Chaitons LLP for service.
11/4/2016	Daniel Weisz	Review and sign cheques.
11/4/2016	Donna Nishimura	Deposit cheques at the bank.
11/4/2016	Cindy Baeta	Prepare disbursement cheques; post deposits to Ascend.
11/7/2016	Bryan Tannenbaum	Review Trustee's Fourteenth Report.
11/7/2016	Arif Dhanani	Correspond with Mint Realty regarding Unit 105; review of occupancy permit for Unit 105 and email to Harris Sheaffer LLP ("HS") to set closing date for November 22, 2016; update cash flow for November 2016 to June 2017, including notes thereto, finalize Trustee's R&D to October 31, 2016, update unsold units listing as at November 1, 2016 and calculate distribution to be made to secured lenders; correspond with Cool Team regarding outstanding invoices.



Date	Professional	Description
11/8/2016	Daniel Weisz	Review estimated cash flow and related documents and discussion with A. Dhanani on same.
11/8/2016	Arif Dhanani	Emails to/from and discussion with L. Holloway regarding roof anchors and Probel; email to S. Allen of MarshallZehr ("MZ") regarding discharge statement for proposed distribution; finalize cash flow forecast and notes thereto, statement of receipts and disbursements and distribution calculation and send to MZ; obtain partial discharge statement from MZ and obtain Laurentian Bank of Canada ("LBC") approval of same.
11/9/2016	Sandra Pereira	Prepare disbursement cheques.
11/9/2016	Arif Dhanani	Emails to/from Pronto; email to S. Dooman regarding redirector inserts and Pro-Bel.
11/9/2016	Daniel Weisz	Review and sign cheques.
11/10/2016	Arif Dhanani	Review Unit 105 assignment document and respond to HS; email to S. Dooman regarding unauthorized use of parking and locker spaces by residents; attend at LBC to deliver distribution cheque; corresponding with K. Ferguson regarding unpaid invoices.
11/11/2016	Cindy Baeta	Prepare disbursement cheques; post deposits to Ascend; prepare bank reconciliation.
11/11/2016	Arif Dhanani	Review final statement of adjustments for Unit 105, send comments to HS, review revised final statement of adjustments and approve same; review offer for Unit 1203 and sign back same; facilitate posting of Trustee's Fourteenth Report on Trustee's website; email to Cool Team regarding protocol and authorizations for future work.
11/14/2016	Daniel Weisz	Review and sign cheques.
11/14/2016	Arif Dhanani	Emails from/to L. Holloway regarding parking, glycol and 11th floor garbage chute; draft letter authorizing L. Holloway to act for Trustee regarding removal of vehicles from parking stalls and send with parcel registers for parking stalls 3-18, 1-14, 1-15, 1-43 and 1-44; review quote for HVAC system glycol top up and approve same; review email from Tarion regarding pre-conciliation meeting and respond thereto; review of Orders issued by the Court and facilitate posting of same on Trustee's website; corresponding with Chaitons regarding payment to Clonard; email to LBC requesting transfer of funds from Reserve to operating trust account; review and complete Commitment to General Reviews for Units 1306 and 1807; email to L. Holloway requesting that cars to be towed; review and execute final APS for Unit 1203 and forward same to Mint Realty and HS.
11/14/2016	Bryan Tannenbaum	Receipt and review entered Orders per Fourteenth Court Report, discuss same with A. Dhanani.
11/15/2016	Arif Dhanani	Telephone call with L. Holloway regarding parking; emails to/from K. McNeill of HS with APS for Unit 1203 and respond to questions regarding same; telephone call with L. Holloway and Priority Submetering Solutions regarding Unit 1102; emails to/from Tarion regarding pre-conciliation meeting, telephone call with L. Holloway regarding same, telephone call with Tarion regarding same and send responding email to Tarion; discussion with CRA regarding rebates for TH7 and PH2 and call to HS for assistance in this regard.
11/16/2016	Donna Nishimura	Prepare paperwork for deposit of cheque.

Date	Professional	Description
11/16/2016	Arif Dhanani	Review offer for Unit 503, emails to/from Mint Realty regarding same, sign back offer and send to Mint Realty, Chaitons and HS; review HS reporting letters for closings for GST rebate forms for Units 1802 and 107, send same to CRA pursuant to their request.
11/17/2016	Arif Dhanani	Emails to/from Mint Realty regarding amendments to documentation for Units 503 and 1203 transactions, amend documents and send to Mint Realty; telephone call with T. Bolton regarding potential transactions on Units 1408 and 1110; telephone call with L. Holloway regarding tagging and towing vehicles in Trustee's parking spaces on November 21, 2016 in advance of November 22, 2016 closing of Unit 105; telephone call with L. Holloway regarding paragraph 26 APS reference in PATS listing.
11/17/2016	Bryan Tannenbaum	Receipt and review of Unit 503 sign back.
11/18/2016	Arif Dhanani	Emails to/from S. Dooman and discussion with L. Holloway regarding parking garage repairs and resident; telephone call with S. Cruickshank with respect to walkthrough conducted with representatives of the purchaser of Unit 105 and further potential sales being worked on by Mint Realty.
11/18/2016	Sandra Pereira	Prepare disbursement cheque.
11/21/2016	Arif Dhanani	Review of offer on Unit 1408, sign back and send to Mint Realty, HS and Chaitons; update cash flow for December 2016.
11/21/2016	Donna Nishimura	Deposit cheque at the bank.
11/22/2016	Arif Dhanani	Email to K. McNeill regarding TH5, telephone call with S. Cruickshank in this regard; review Cool Team revised invoices and approve for payment, emails from/to K. Ferguson at Cool Team; review offer for Unit 1110, sign back and send to Mint Realty, HS and Chaitons; compare document re-sent in respect of Unit 1408 to previous document and send email to T. Bolton in this respect; telephone call with resident regarding towing of vehicle and telephone call with L. Holloway regarding same.
11/23/2016	Cindy Baeta	Prepare disbursement cheques; post deposits to Ascend.
11/23/2016	Arif Dhanani	Review various supplier invoices; emails to/from L. Holloway regarding satisfactory completion of work and approve invoices for payment; review registered vesting order for Unit 105; email to K. McNeill with closing details for Unit 503; emails to/from L. Holloway regarding various suite closings and operational matters; emails to K. McNeill regarding common element fees for Unit 1807; email to Tarion regarding confirmation of common element meeting to be held on December 9, 2016.
11/23/2016	Daniel Weisz	Review and sign cheques.
11/24/2016	Arif Dhanani	Email to S. Cruickshank regarding D&E invoice for Unit 503; emails to/from S. Rappos of Chaitons regarding unit closings and original refinancing documents to be sent to Miller Thomson; draft correspondence to counsel for Clonard Group to send with payment, pursuant to November 14, 2016 court order; draft correspondence to Chaitons and send same; telephone call with L. Holloway regarding closing dates for various suites; emails to/from S. Dooman regarding parking and lockers; approve statement of adjustments for Unit 503 and send to K. McNeill; complete and send parking lease agreement for Unit 503 to T. Bolton; review bank account for proceeds from sale of Unit 105; review and approve for payment of invoice for construction of Unit 105.

Date	Professional	Description
11/25/2016	Arif Dhanani	Emails to/from Mint Realty and HS regarding closing of Unit 1807.
11/28/2016	Daniel Weisz	Discussion with A. Dhanani on Trustee certificates regarding closings of Units 1807 and 1306 and sign the Trustee Certificates regarding same.
11/28/2016	Arif Dhanani	Responding to various emails from L. Holloway regarding PATS meeting on December 9, 2016; review occupancy permits forwarded by Mint Realty for Units 1306 and 1807; facilitate execution of Trustee's Certificates for Units 1807 and 1306; telephone call with K. McNeill regarding Unit 1807 closing; telephone call with T. Bolton regarding Unit 1807 closing; email to G. Cahill of HS regarding extension for closing to November 29, 2016.
11/30/2016	Arif Dhanani	Review and sign off on cheque payments to suppliers; email to S. Dooman regarding locker for Unit 1203; review of email forwarded by Pronto with respect to balcony dividers and discussion with L. Holloway regarding same; corresponding with HS and Mint Realty regarding closing of Unit 1306.
11/30/2016	Daniel Weisz	Review and sign cheques.
11/30/2016	Cindy Baeta	Prepare disbursement cheques; post deposits to Ascend.
		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	1.20	\$ 525	\$ 630.00
Daniel R. Weisz, CPA, CA, CIRP, LIT	Senior Vice President	2.90	\$ 495	1,435.50
Arif N. Dhanani, CPA, CA, CIRP, LIT	Vice President	52.30	\$ 375	19,612.50
Cindy Basta/Sandra Pereira	Estate Administrator	2.70	\$ 110	297.00
Donna Nishimura	Estate Administrator	0.40	\$ 110	44.00
<b>Total hours and professional fees</b>		<b>59.50</b>		\$ 22,019.00
<b>Disbursements</b>				
Couriers			\$ 114.14	
<b>Total disbursements</b>				114.14
<b>Total professional fees and disbursements</b>				\$ 22,133.14
<b>HST @ 13%</b>				2,877.31
<b>Total payable</b>				<b>\$ 25,010.45</b>

**PAYMENT BY VISA ACCEPTED**

VISA NUMBER \_\_\_\_\_ Expiry Date \_\_\_\_\_

Name on Card \_\_\_\_\_ Amount \_\_\_\_\_

**WIRE PAYMENT DETAILS**

For CA\$ Payments: For credit to the account of Collins Barrow Toronto Limited, Account No. 65-84918, Canadian Imperial Bank of Commerce  
 Branch No. 00002, Commerce Court Banking Centre, Toronto, ON M5L 1G9

**PLEASE RETURN ONE COPY WITH REMITTANCE**

Terms: Payment upon receipt. Interest will be charged at the rate of 12% per annum (1% per month) on overdue accounts.  
 The Collins Barrow trademarks are used under license.





Collins Barrow Toronto Limited  
 Collins Barrow Place  
 11 King Street West  
 Suite 700, PO Box 27  
 Toronto, Ontario  
 M5H 4C7 Canada

To 144 Park Ltd.  
 c/o Collins Barrow Toronto Limited  
 11 King Street West, Suite 700  
 Toronto, Ontario  
 M5H 4C7

T. 416.480.0160  
 F. 416.480.2646

toronto.collinsbarrow.com

Date January 19, 2017

GST/HST: 80784 1440 RT 0001

Client File 300027

Invoice 24

No. C000411

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Trustee under the *Construction Lien Act* of the project known as 144 Park for the period December 1 to December 31, 2016.

Date	Professional	Description
12/1/2016	Bryan Tannenbaum	Receipt and review of A. Dhanani responding email to property manager regarding failed heat pump.
12/1/2016	Daniel Weisz	Review correspondence regarding ball valves and provide comments on draft email in response to S. Dooman.
12/1/2016	Arif Dhanani	Review of email from S. Dooman regarding failed ball valve in Unit 502 and respond thereto; review of subsequent email from S. Dooman regarding ball valves at building, draft response, consult with D. Weisz regarding same and send reply to S. Dooman; emails to/from and calls with Pronto General Contracting ("Pronto"); review and approve for payment various supplier invoices.
12/2/2016	Bryan Tannenbaum	Emails regarding PATS and uploading to be done by Condo Corp by Monday.
12/2/2016	Arif Dhanani	Review of email from S. Dooman and purchaser of Unit 1807 regarding front door and send email to Mint Realty regarding same, respond to S. Dooman; telephone call with L. Holloway of Pronto regarding various deficiency items, including emergency generator; email to S. Dooman requesting all maintenance records; review invoices from various suppliers and approve for payment; review bank account for wire transfers from Harris Sheaffer LLP ("HS"); draft November 2016 statement of receipts and disbursements, including comparison to Ascend; complete and file November 2016 HST return.
12/5/2016	Daniel Weisz	Review monthly cash flow and discussion with A. Dhanani on same.
12/5/2016	Arif Dhanani	Emails to/from S. Dooman regarding locker contents and locker numbers and emails to/from L. Holloway regarding same; updating monthly cash flow projection and notes thereto and send to D. Weisz for comments; meet with D. Weisz to discuss cash flow; review various supplier invoices and approve for payment.
12/5/2016	Harpreet Malhi	Updating of Annual Return for Correction.

Date	Professional	Description
12/6/2016	Bryan Tannenbaum	Receipt and review of email regarding R&D, cash flow and \$775,000 distribution to secured lenders.
12/6/2016	Donna Nishimura	Deposit cheques at the bank.
12/6/2016	Arif Dhanani	Review email from S. Dooman regarding Wilkinson Chute and respond to same; review NOA from CRA for October 2016; review supplier invoices and approve for payment; finalize monthly cash flow report and send to MarshallZehr ("MZ"); telephone call with Laurentian Bank of Canada ("LBC"); obtain LBC approval on partial discharge statement; draft cover letters to accompany discharge cheques.
12/7/2016	Daniel Weisz	Review and sign cheques.
12/7/2016	Arif Dhanani	Telephone call with L. Holloway regarding PATS list and meeting on December 9, 2016; review various emails between A.J. Mueller and L. Holloway; sign off on Commitment to General Reviews for Unit 503; emails to/from Mint Realty; telephone calls with and emails to/from L. Holloway regarding PATS listing.
12/7/2016	Cindy Baeta	Prepare disbursement cheques; post deposits to Ascend.
12/8/2016	Daniel Weisz	Review and update Fifteenth Report to Court, exchange emails with S. Rappos of Chaitons LLP regarding same.
12/9/2016	Bryan Tannenbaum	Review and approve Fifteenth Report to Court regarding sale approval of Units 503, 1110, 1203 and 1408.
12/9/2016	Daniel Weisz	Review and finalize Fifteenth Report to Court, email to S. Rappos regarding same, arrange for posting of final report to Trustee website.
12/12/2016	Arif Dhanani	Review statements of adjustments for Units 1203, 1408 and 1110, approve and send to HS; review offer on Unit 706 and sign back; complete and execute Commitments to General Reviews for Units 706 and 1110; review and execute parking lease for Unit 1306.
12/12/2016	Daniel Weisz	Review five draft court orders, discussion with A. Dhanani on same and email to S. Rappos re same.
12/15/2016	Cindy Baeta	Prepare bank reconciliation.
12/16/2016	Bryan Tannenbaum	Receipt and review of unit sale Orders from Court; execute Trustee's certificate # 503, 1110, 1203, and 1408.
12/21/2016	Donna Nishimura	Deposit cheque at the bank.
12/22/2016	Cindy Baeta	Post deposit to Ascend; prepare bank reconciliation.
		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	\$ 525	\$ 1,050.00
Daniel R. Weisz, CPA, CA, CIRP, LIT	Senior Vice President	2.80	\$ 495	1,386.00
Arif N. Dhanani, CPA, CA, CIRP, LIT	Vice President	17.20	\$ 375	6,450.00
Harpreet Malhi	Senior Tax Associate	0.50	\$ 250	125.00
Cindy Baeta	Estate Administrator	2.40	\$ 110	264.00
Donna Nishimura	Estate Administrator	0.20	\$ 110	22.00
<b>Total hours and professional fees</b>		<b>25.10</b>		<b>\$ 9,297.00</b>
<b>Disbursements</b>				
Couriers			\$ 42.48	
<b>Total disbursements</b>				<b>42.48</b>
<b>Total professional fees and disbursements</b>				<b>\$ 9,339.48</b>
<b>HST @ 13%</b>				<b>1,214.13</b>
<b>Total payable</b>				<b>\$ 10,553.61</b>

PAYMENT BY VISA ACCEPTED

VISA NUMBER \_\_\_\_\_ Expiry Date \_\_\_\_\_  
 Name on Card \_\_\_\_\_ Amount \_\_\_\_\_

**WIRE PAYMENT DETAILS**

For CA\$ Payments: For credit to the account of Collins Barrow Toronto Limited, Account No. 65-84918, Canadian Imperial Bank of Commerce  
 Branch No. 00002, Commerce Court Banking Centre, Toronto, ON M5L 1G9

**PLEASE RETURN ONE COPY WITH REMITTANCE**

Terms: Payment upon receipt. Interest will be charged at the rate of 12% per annum (1% per month) on overdue accounts.  
 The Collins Barrow trademarks are used under license.





Collins Barrow Toronto Limited  
 Collins Barrow Place  
 11 King Street West  
 Suite 700, PO Box 27  
 Toronto, Ontario  
 M5H 4C7 Canada

To 144 Park Ltd.  
 c/o Collins Barrow Toronto Limited  
 11 King Street West, Suite 700  
 Toronto, Ontario  
 M5H 4C7

T. 416.480.0160  
 F. 416.480.2646

toronto.collinsbarrow.com

Date February 3, 2017

Client File 300027  
 Invoice 25  
 No. C000421

GST/HST: 80784 1440 RT 0001

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Trustee under the *Construction Lien Act* of the project known as 144 Park for the period January 1 to January 31, 2017.

Date	Professional	Description
1/3/2017	Arif Dhanani	Review and sign MLS listing for Unit 1707; review various supplier invoices and approve for payment; review bank reconciliation and approve; review Trustee's general ledger for deposits and payments; execute closing date amendment for Unit 503; review and execute closing date amendment for Unit 1408; email to K. McNeill of Harris Sheaffer LLP ("HS") to confirm closing dates and parking and locker units for Units 1110, 1203, 1408 and 706; draft Trustee's statement of receipts and disbursements for December 2016; update Trustee's cash flow forecast and notes thereto for the period from January 1, 2017 to June 30, 2017.
1/4/2017	Arif Dhanani	Complete final draft of cash flow and notes, draft distribution calculation for secured lenders, amend unsold property listing for available units at January 1, 2017 and send to D. Weisz for comments; emails and calls to T. Bolton of Mint Realty regarding Unit 610 and message from interested purchaser; telephone call with Tarion Warranty Corporation ("Tarion") regarding delay re commencement of conciliation inspection; email to First Service Residential regarding common area maintenance fees invoice for January 2017.
1/5/2017	Arif Dhanani	Telephone call with T. Bolton to follow up on Unit 610, incentive program and interested party; telephone call with S. Cruickshank to follow up on Vertechs Elevators; meet with D. Weisz regarding comments on monthly cash flow and schedules thereto; amend cash flow, notes and schedules; send cash flow and schedule to MarshallZehr ("MZ") and request partial discharge statement for distribution amount; email to Laurentian Bank of Canada ("LBC") with reporting and partial discharge statement and request approval; complete cheque requisitions for distribution to secured lenders; review listing agreement amendments for Units 1707, 1102, 1009, 1607 and 102, sign same and send to T. Bolton; draft HST return for December 2016.
1/5/2017	Daniel Weisz	Review January cash flow projection and discussion with A. Dhanani on same.



Date	Professional	Description
1/6/2017	Silvia Paredes	Prepare disbursement cheque.
1/6/2017	Arif Dhanani	Review various supplier invoices and approve payment thereof; review listing cancellation and new MLS listing for Unit 1903, execute and send to Mint Realty.
1/9/2017	Arif Dhanani	Review of offer on Unit 610 and email to T. Bolton with comments thereon; emails to/from D. Wolsey of Vertechs Elevators regarding back charge and invoice from D&E for flooring repairs, conclude on matter and approve Vertechs and D&E's invoices for payment; attend at LBC's offices to deliver distribution cheque.
1/10/2017	Arif Dhanani	Amend listing agreement for Unit 1903 and re-send to T. Bolton; review email from Union Gas regarding pre-appointment amounts and respond thereto; review report by Glencor Engineering forwarded by Hughes Amys LLP and leave message for S. Tindale; review of emails from T. Bolton regarding Unit 601, call T. Bolton and leave message regarding same; review Tarion meeting summary and call to L. Holloway of Pronto General Contracting ("Pronto") to discuss same; review of request for mortgage discharge statement from counsel for WSCC 591 and forward same to HS; call A. Katz of HS and request call back to discuss mortgage discharge.
1/11/2017	Arif Dhanani	Call with A. Katz regarding guest suite mortgage and discharge statement; emails from/to MZ regarding 144 Park 2016 property taxes and request for call with S. Atkinson; review and email 2016 property tax material to S. Atkinson and J. Schlumpf of MZ; review guest suite mortgage registration and amortization documents and draft schedule of payments received; send schedule to A. Katz; review invoices received from Priority Submetering Solutions in respect of electricity charges for Units 1408, 1009 and 1102 and approve same for payment; update call with C. Biello at LBC.
1/12/2017	Arif Dhanani	Responding email to MZ regarding questions on BB-19 report and deficiencies and bond held by HS for Tarion's benefit.
1/13/2017	Arif Dhanani	Emails to/from T. Bolton regarding Unit 610 offer; review offer for Unit 610, execute same and send to T. Bolton for finalization; emails to/from HS regarding parking and locker allocations for Unit 610; attending to file administration; finalize and netfile HST return for December 2016.
1/13/2017	Cindy Baeta	Prepare disbursement cheques.
1/16/2017	Arif Dhanani	Review email from A. Hanoman regarding quote for cleaning of cooling tower and forward same to L. Holloway; review quote for cleaning of cooling tower from Keith's Plumbing; call with L. Holloway to discuss quote and matters pertaining to Tarion conciliation.
1/16/2017	Daniel Weisz	Review and sign cheques.
1/17/2017	Bryan Tannenbaum	Email from M. Snedden of MZ regarding BB-19 status; receipt and review of A. Dhanani's detailed response on status.
1/17/2017	Arif Dhanani	Call with L. Holloway regarding conciliation inspection and PATS list of outstanding items.
1/18/2017	Arif Dhanani	Emails from/to HS and Mint Realty regarding closing of Unit 1203; review closing schedule for Units 1203, 1110, 1408, 706 and 610; emails from/to HS regarding occupancy permits for Units 1110 and 1203 and emails to/from Mint Realty re same.

Date	Professional	Description
1/19/2017	Arif Dhanani	Review guest suite mortgage discharge documents sent by HS, telephone call with A. Katz in this regard, finalize and execute same and send to A. Katz; review of invoices received from Pronto and approve for payment.
1/20/2017	Cindy Baeta	Prepare disbursement cheques; prepare bank reconciliation.
1/20/2017	Arif Dhanani	Review of emails from S. Dooman; review of offer on Unit 106 and send comments on same to T. Bolton.
1/23/2017	Arif Dhanani	Review emails from Mint Realty regarding Unit 1903, 610 and 106, review W.S.C.C. by-law No. 5 and respond to T. Bolton's emails; contact LBC regarding deposit for closing of Units 1203 and 1110 on January 18, 2016 not reflected in account and obtain response thereto; review invoices from Mint Realty and D&E for Units 1203, 1110 and 1408; email to Mint Realty regarding questions in respect of invoice for Unit 1408; email to S. Rappos of Chaitons requesting release of deposits on Units 1203 and 1110; telephone call with T. Bolton to discuss details of TH6/106 and risk associated with purchaser request.
1/24/2017	Donna Nishimura	Deposit cheque at the bank.
1/24/2017	Arif Dhanani	Review email from S. Cruickshank regarding Unit 1408 commissions and respond thereto; telephone call with R. Macri of LBC; call to D. Wolsey of Vertechs Elevators regarding Unit 106.
1/25/2017	Arif Dhanani	Emails from/to T. Bolton regarding Unit 503; emails to/from S. Cruickshank regarding Unit 1408 invoice calculation; emails from/to K. McNeill regarding Unit 1408 statement of adjustments and HST thereon.
1/26/2017	Arif Dhanani	Telephone call with and email to D. Wolsey regarding required elevator inspection in Unit 106; review revised final statement of adjustments on Unit 1408, recalculation commissions payable to Mint Realty and approve invoice for payment upon closing; re-send parking lease for Unit 503 to T. Bolton; message to T. Bolton for copy of Tarion certificate for Unit 1408; emails to/from Vertechs regarding charges for Unit 105 elevator installation; emails from/to HS regarding Unit 1408 closing and discussion with A. Katz.
1/27/2017	Daniel Weisz	Review and sign cheques.
1/27/2017	Arif Dhanani	Emails to/from Vertechs Elevators regarding outstanding balance on installation of Unit 105 elevator, review documentation and approve payment of balance.
1/27/2017	Cindy Baeta	Prepare disbursement cheques; post deposits to Ascend.
1/30/2017	Arif Dhanani	Draft Trustee's R&D to January 31, 2016, commence update to cash flow reporting; review email from LBC, review bank account and complete documentation in respect of receipt of sale proceeds for Unit 1408; review invoice from HS and approve for payment.
1/31/2017	Arif Dhanani	Continue updating cash flow forecast; emails from/to Mint Realty regarding potential offers on units; emails from/to Chaitons on next Court report and general update on matters; review of email from Mint Realty regarding Unit 106 and respond thereto; review of email from HS regarding guest suite mortgage, update payment schedule and respond to HS with same; telephone call with Mint Realty regarding Unit 106 purchase; emails to/from Mint Realty regarding offer on Unit 1102 and terms therefor; telephone call with Hughes Amys regarding ongoing proceedings re flood of March 2015 and recouping losses; telephone call with L. Holloway regarding Tarion

<b>Date</b>	<b>Professional</b>	<b>Description</b>
		conciliation progress and updates thereon.
1/31/2017	Donna Nishimura	Prepare paperwork for deposit of cheques.
		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	0.20	\$ 525	\$ 105.00
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice President	1.10	\$ 495	544.50
Arif N. Dhanani, CPA, CA, CIRP, LIT	Vice President	51.30	\$ 375	19,237.50
Cindy Baeta/Silvia Paredes	Estate Administrator	2.90	\$ 110	319.00
Donna Nishimura	Estate Administrator	0.20	\$ 110	22.00
<b>Total hours and professional fees</b>		<u>55.70</u>		\$ 20,228.00
<b>Disbursements</b>				
Couriers			\$ 42.48	
<b>Total disbursements</b>				42.48
<b>Total professional fees and disbursements</b>				\$ 20,270.48
<b>HST @ 13%</b>				2,635.16
<b>Total payable</b>				<b>\$ 22,905.64</b>

**PAYMENT BY VISA ACCEPTED**

VISA NUMBER \_\_\_\_\_ Expiry Date \_\_\_\_\_  
 Name on Card \_\_\_\_\_ Amount \_\_\_\_\_

**WIRE PAYMENT DETAILS**

For CA\$ Payments: For credit to the account of Collins Barrow Toronto Limited, Account No. 85-84918, Canadian Imperial Bank of Commerce  
 Branch No. 00002, Commerce Court Banking Centre, Toronto, ON M5L 1G9

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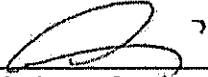


## EXHIBIT "B"

### Calculation of Average Hourly Billing Rates of Collins Barrow Toronto Limited for the Appointment Period

Invoice No.	Billing Period	Total Fees	Disbursements	HST	Hours	Average Hourly Rate	Total
22	October 1, 2016 to October 31, 2016	\$ 21,095.50	\$ 36.28	\$ 2,747.13	57.30	\$ 368.16	\$ 23,878.91
23	November 1, 2016 to November 30, 2016	22,019.00	114.14	2,877.31	59.50	370.07	25,010.45
24	December 1, 2016 to December 31, 2016	9,297.00	42.48	1,214.13	25.10	370.40	10,553.61
25	January 1, 2017 to January 31, 2017	20,228.00	42.48	2,635.16	55.70	363.16	22,905.64
<b>Total</b>		<b>\$ 72,639.50</b>	<b>\$ 235.38</b>	<b>\$ 9,473.73</b>	<b>197.60</b>	<b>\$ 367.61</b>	<b>\$ 82,348.61</b>

This is Exhibit "B" to the Affidavit of  
Arif N. Dhanani, sworn on February 15, 2017

  
A Commissioner for the taking of Affidavits, etc.

Daniel Raphael Welsz, a Commissioner, etc.,  
Province of Ontario, for Collins Barrow  
Toronto LLP and Collins Barrow Toronto  
Limited. Expires June 8, 2019.

# APPENDIX F

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

**IN THE MATTER OF THE *CONSTRUCTION LIEN ACT*,  
R.S.O. 1990, c. C.30, AS AMENDED**

**AND IN THE MATTER OF AN APPLICATION MADE BY 144 PARK LTD.  
FOR THE APPOINTMENT OF A TRUSTEE UNDER SECTION 68(1) OF THE  
*CONSTRUCTION LIEN ACT*, R.S.O. 1990, c. C.30, AS AMENDED**

**AFFIDAVIT OF SAM RAPPOS  
(sworn February 14, 2017)**

**I, SAM RAPPOS, of the City of Markham, in the Province of Ontario MAKE OATH  
AND SAY AS FOLLOWS:**

1. I am a lawyer with the law firm of Chaitons LLP (“Chaitons”), lawyers for Collins Barrow Toronto Limited, in its capacity as Court-appointed *Construction Lien Act* (Ontario) trustee in this proceeding (the “Trustee”), and as such have knowledge of the matters to which I hereinafter depose.
2. Attached hereto as the following exhibits are copies of the following accounts issued by Chaitons to the Trustee totalling \$45,251.84 (comprised of fees of \$36,789.50, disbursements of \$3,374.37 and HST of \$5,087.97) with respect to this proceeding:

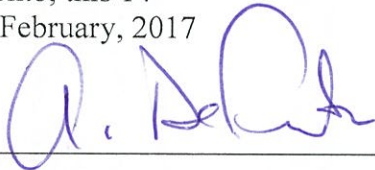
**Exhibit “A” - Account for the period up to and including October 31, 2016; and**

**Exhibit "B"** - Account for the period up to and including January 31, 2017.

3. I confirm that the accounts described above accurately reflect the services provided by Chaitons in this matter and the fees and disbursements claimed by it from July 6, 2016 to January 31, 2017.

4. Attached hereto as **Exhibit "C"** is a summary of additional information with respect to Chaitons' accounts, indicating all members of Chaitons who have worked on this matter, their year of call to the bar, total time charges and hourly rates, and I hereby confirm that this list represents an accurate account of such information.

SWORN before me at the City )  
of Toronto, this 14<sup>th</sup> )  
day of February, 2017 )



\_\_\_\_\_



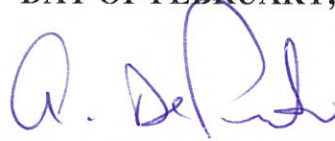
\_\_\_\_\_  
SAM RAPPOS

A Commissioner For Taking Affidavits, etc.

**Antoinette DePinto, a Commissioner, etc.,  
Province of Ontario, for Chaitons LLP,  
Barristers and Solicitors.  
Expires September 10, 2017.**



THIS IS EXHIBIT "A" TO  
THE AFFIDAVIT OF SAM RAPPOS  
SWORN BEFORE ME THIS 14<sup>TH</sup>  
DAY OF FEBRUARY, 2017

A handwritten signature in blue ink, appearing to be "A. DeP..." with a large, stylized initial "A" and "D".

---

A Commissioner Etc.



INVOICE NUMBER: 260719

October 31, 2016

COLLINS BARROW TORONTO LIMITED  
11 KING ST. WEST  
SUITE 700  
TORONTO, ON M5H 4C7

Re: **144 PARK LTD.**  
**Our file: 006998-56868**

---

**FOR PROFESSIONAL SERVICES RENDERED** on this matter up to and including October 31, 2016:

**PROFESSIONAL FEES**

SUBJECT TO HST	\$27,650.50	
SUB-TOTAL		\$27,650.50

**DISBURSEMENTS**

NON TAXABLE	\$500.35	
SUBJECT TO HST	\$1,655.22	
SUB-TOTAL		\$2,155.57
HST at 13.00%		\$3,809.74

<b>GRAND TOTAL</b>		<b><u>\$33,615.81</u></b>
--------------------	--	---------------------------

Amount payable on the current invoice	\$33,615.81
Plus outstanding invoices on this matter	\$0.00
<b>Amount Due</b>	<b><u>\$33,615.81</u></b>
<b>Trust Balance</b>	<b>\$145,000.00</b>



**PROFESSIONAL FEES:**

- Jul 6, 16 Reviewed and responded to correspondence regarding furnishings in condo.;
- Jul 7, 16 Reviewed and drafted correspondence regarding claim of Sreen and examination and hearing; reviewed and drafted correspondence; discussed matters with client;
- Jul 11, 16 Drafted and submitted court request form; reviewed and drafted correspondence regarding condo sales and deposits;
- Jul 13, 16 Reviewed and drafted correspondence regarding guest suite and other matters;
- Jul 14, 16 Drafted Eleventh Report;
- Jul 15, 16 Reviewed and revised draft Eleventh Report; reviewed parcel registrars; reviewed and drafted correspondence;
- Jul 18, 16 Finalized and served motion record with respect to motion returnable July 21, 2016; discussed matters with counsel to condo. corp. with respect to guest suite; drafted letter regarding Seegmiller transaction; reviewed comments on draft letter; revised and sent out Seegmiller letter; reviewed and drafted correspondence regarding upcoming motion;
- Jul 19, 16 Reviewed and drafted correspondence regarding guest suite transfer and mortgage matters;
- Jul 20, 16 Discussed guest suite matters with Arif Dhanani and Mark Karoly; reviewed and drafted correspondence regarding same; reviewed and drafted correspondence to counsel to condo. corp. regarding documentation to be completed;
- Jul 21, 16 Finalized draft orders; attended at hearing before Commercial List; attended to getting orders entered; reviewed and drafted correspondence regarding guest suite transaction; updated service list; reviewed and drafted correspondence; drafted Trustee certificates;
- Jul 22, 16 Reviewed and drafted correspondence;
- Jul 25, 16 Reviewed and drafted correspondence regarding matters related to condominium corporation;
- Jul 26, 16 Reviewed and drafted correspondence;

GST No R124110933

INVOICE NUMBER: 260719

E. & O.E. Payment due on receipt of the account. In Accordance with the Solicitor's Act, interest will be charged on any unpaid balance at the rate of 0.5% per annum commencing one month after delivery of this account.



Jul 27, 16 Reviewed and drafted correspondence regarding next court appearance and matters to be dealt with at appearance;

Jul 28, 16 Reviewed and drafted correspondence regarding temporary parking unit lease agreement for sale of suite 609;

Aug 2, 16 Reviewed and drafted correspondence;

Aug 4, 16 Reviewed and drafted correspondence regarding condo sale matters;

Aug 5, 16 Reviewed and drafted correspondence regarding Seegmiller transaction matters;

Aug 8, 16 Drafted Acknowledgement regarding Seegmiller transaction; reviewed and commented on draft Twelfth Report; reviewed and drafted correspondence;

Aug 9, 16 Revised draft acknowledgement regarding Seegmiller transaction; discussed matters with client;

Aug 11, 16 Reviewed and drafted correspondence; drafted notice of motion; attended to finalizing motion record for service;

Aug 12, 16 Reviewed and drafted correspondence;

Aug 15, 16 Drafted orders for motion; drafted Trustee Certificates; reviewed PINs;

Aug 16, 16 Attended motion at Commercial List; reviewed and drafted correspondence to service list; updated service list;

Aug 22, 16 Reviewed correspondence regarding Seegmiller transaction;

Aug 23, 16 Reviewed and drafted correspondence regarding various matters;

Aug 25, 16 Discussed Sereen examination with Arif Dhanani; prepared for cross-examination; drafted notice of examination;

Aug 26, 16 Prepared for and attended at cross-examination of Sereen affiant in Hamilton; discussed same with client;

Aug 30, 16 Reviewed correspondence;

Aug 31, 16 Reviewed and drafted correspondence regarding Sereen claim and status of sale transactions;

Sep 2, 16 Reviewed and drafted correspondence regarding matters related to Sereen and condo. corp.;

Sep 6, 16 To e-mails from and to S. Rappos re trustee's obligations to warrant substitutions of construction items;

GST No R124110933

INVOICE NUMBER: 260719

E. & O.E. Payment due on receipt of the account. In Accordance with the Solicitor's Act, Interest will be charged on any unpaid balance at the rate of 0.5% per annum commencing one month after delivery of this account.



- Sep 6, 16 Reviewed and drafted correspondence regarding matters related to Sereen claim and condo. corp. claim;
- Sep 7, 16 Reviewed correspondence;
- Sep 8, 16 Reviewed and drafted correspondence;
- Sep 14, 16 Reviewed and drafted correspondence regarding Seegmiller transaction; reviewed Sereen factum and production; discussed matters with Arif Dhanani;
- Sep 15, 16 Reviewed and drafted correspondence regarding re-scheduling of Sereen hearing and scheduling cross-examination;
- Sep 16, 16 Reviewed and drafted correspondence;
- Sep 19, 16 Reviewed and drafted correspondence;
- Sep 20, 16 Prepared for and attended at continued cross-examination of Haysam Fattah re claim of Sereen Painting held in Hamilton; reviewed and drafted correspondence;
- Sep 21, 16 Reviewed and drafted correspondence;
- Sep 23, 16 Drafted Thirteenth Report; drafted notice of motion and prepared motion record for service; reviewed and drafted correspondence;
- Sep 27, 16 Drafted vesting orders for suites 105, 1407 and 1503; drafted letter to counsel to condominium corporation regarding Tarion process and discussed same with Arif Dhanani;
- Sep 28, 16 Prepared for and attended before Commercial List Court to obtain vesting orders with respect to three sale transactions;
- Oct 3, 16 Prepared supplementary motion record with respect to transcripts from cross-examination of Haysam Fattah; drafted factum for Sereen motion;
- Oct 4, 16 Finalized factum for Sereen motion; reviewed materials and prepared for motion; reviewed and drafted correspondence;
- Oct 5, 16 Prepared for and attended at Commercial List to argue Sereen Painting motion; discussed same with client;
- Oct 6, 16 Discussed matters related to Sereen Painting motion with H. Chaiton and drafted correspondence to client regarding same;
- Oct 13, 16 Reviewed and drafted correspondence regarding Sereen direction;

GST No R124110933

INVOICE NUMBER: 260719

E. & O.E. Payment due on receipt of the account. In Accordance with the Solicitor's Act, interest will be charged on any unpaid balance at the rate of 0.5% per annum commencing one month after delivery of this account.



- Oct 14, 16 Reviewed and drafted correspondence regarding Sereen payment and calculation of interest payable; completed documentation to obtain transcript of reasons on Sereen motion;
- Oct 17, 16 Reviewed file documents and drafted correspondence to client regarding outstanding holdback claim of Clonard Group; reviewed and drafted correspondence regarding payment to Sereen;
- Oct 18, 16 Reviewed and revised draft correspondence regarding Clonard Group; discussed same with Arif Dhanani; reviewed and drafted correspondence to counsel to Clonard Group regarding potential settlement of holdback amount claim;
- Oct 19, 16 Drafted language to be included in court order regarding payment to Clonard; reviewed and drafted correspondence regarding same; reviewed court orders regarding previously approved reports and fees and disbursements and drafted correspondence to client regarding same;
- Oct 20, 16 Email to M. Giavedoni re letter of September 27, 2016 to trustee requesting contribution to cost of burying hydro lines;
- Oct 24, 16 Reviewed and drafted correspondence;
- Oct 25, 16 Reviewed and drafted correspondence regarding deposit cheques received and transcript of Justice Hainey's decision re Sereen;
- To all other matters of a general nature not more particularly referred to herein

**TOTAL PROFESSIONAL FEES**  
HST at 13.00%

**\$27,650.50**  
3,594.57

**DISBURSEMENTS:**

**Subject to HST:**

Agency Fee(s) Taxable	\$67.30
Kap Litigation Services Taxable	\$165.00
Examination and Transcript Fee Taxable	\$839.00
Internet Search Fee Taxable	\$12.00
Teraview Charges Taxable	\$464.25

GST No R124110933

INVOICE NUMBER: 260719

E. & O.E. Payment due on receipt of the account. In Accordance with the Solicitor's Act, interest will be charged on any unpaid balance at the rate of 0.5% per annum commencing one month after delivery of this account.



Courier and Taxi Charges Taxable	\$85.10	
Parking Charges Taxable	\$13.27	
Photocopying Charges Taxable	\$9.30	
		\$1,655.22

**Non-Taxable:**

File Motion Record(s)	\$254.00	
Teraview Charges Non-taxable	\$238.35	
Government Disbursement Internet Search Non-tax.	\$8.00	
		\$500.35

**TOTAL DISBURSEMENTS**  
HST at 13.00%

**\$2,155.57**  
215.18

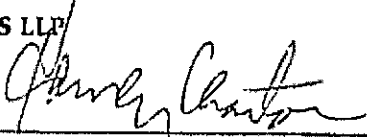
**GRAND TOTAL**


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**\$33,615.81**

CHAITONS LLP

per:


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

**LAWYERS' SUMMARY:**

Lawyers and legal assistants involved	Hourly Rate	Hours Billed	Total Billed
HARVEY G. CHAITON	\$695.00	0.20	\$139.00
ROBERT MILLER	\$625.00	0.30	\$187.50
SAM RAPPOS	\$460.00	59.40	\$27,324.00
Total:		59.90	\$27,650.50

GST No R124110933

INVOICE NUMBER: 260719

E. & O.E. Payment due on receipt of the account. In Accordance with the Solicitor's Act, interest will be charged on any unpaid balance at the rate of 0.5% per annum commencing one month after delivery of this account.



**THIS IS EXHIBIT "B" TO  
THE AFFIDAVIT OF SAM RAPPOS  
SWORN BEFORE ME THIS 14<sup>TH</sup>  
DAY OF FEBRUARY, 2017**

A handwritten signature in blue ink, appearing to be 'A. DeR...', is written above a horizontal line.

**A Commissioner Etc.**



INVOICE NUMBER: 261504

January 31, 2017

COLLINS BARROW TORONTO LIMITED  
11 KING ST. WEST  
SUITE 700  
TORONTO, ON M5H 4C7

Re: 144 PARK LTD.  
Our file: 006998-56868

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FOR PROFESSIONAL SERVICES RENDERED on this matter up to and including January 31, 2017:

<b>PROFESSIONAL FEES</b>		
SUBJECT TO HST	\$9,139.00	
SUB-TOTAL		\$9,139.00
<b>DISBURSEMENTS</b>		
NON TAXABLE	\$525.25	
SUBJECT TO HST	\$693.55	
SUB-TOTAL		\$1,218.80
HST at 13.00%		\$1,278.23
<b>GRAND TOTAL</b>		<b>\$11,636.03</b>

Amount payable on the current invoice	\$11,636.03
Plus outstanding invoices on this matter	\$0.00
<b>Amount Due</b>	<b><u>\$11,636.03</u></b>
<b>Trust Balance</b>	\$125,000.00



**PROFESSIONAL FEES:**

Nov 1, 16      Drafted Fourteenth Report; reviewed and drafted correspondence;

Nov 2, 16      Reviewed and revised draft Fourteenth Report; reviewed and drafted correspondence regarding draft fee affidavits;

Nov 3, 16      Reviewed and drafted correspondence regarding Harris Sheaffer fee affidavit;

Nov 4, 16      Reviewed and revised draft Fourteenth Report; prepared report and appendices; drafted notice of motion and motion record; reviewed and drafted correspondence;

Nov 7, 16      Attended to service of motion materials; reviewed and drafted correspondence;

Nov 10, 16     Reviewed correspondence regarding sale transaction;

Nov 11, 16     Drafted orders regarding upcoming motion;

Nov 14, 16     Prepared for and attended motion before Commercial List; attended to having orders issued and entered; drafted correspondence regarding same;

Nov 15, 16     Updated service list; reviewed and drafted correspondence;

Nov 24, 16     Reviewed and drafted correspondence; reviewed upcoming closing transactions;

Nov 29, 16     Reviewed and drafted correspondence regarding sale transactions and other matters;

Dec 5, 16      Reviewed and drafted correspondence regarding upcoming sale transactions and other outstanding matters;

Dec 8, 16      Drafted Fifteenth Report; reviewed and drafted correspondence regarding same; reviewed comments on draft report;

Dec 9, 16      Reviewed materials; drafted notice of motion; finalized and prepared motion record for service;

Dec 12, 16     Drafted orders for upcoming motion; reviewed and drafted correspondence; revised service list;

Dec 15, 16     Reviewed and revised draft orders and prepared for motion; reviewed and drafted correspondence;

GST No R124110933

INVOICE NUMBER: 261504

E. & O.E. Payment due on receipt of the account. In Accordance with the Solicitor's Act, Interest will be charged on any unpaid balance at the rate of 0.5% per annum commencing one month after delivery of this account.



Dec 16, 16	Prepared for and attended at hearing of motion before Commercial List; reviewed and drafted correspondence regarding same;
Dec 19, 16	Reviewed and drafted correspondence regarding deposits for sale transactions;
Dec 23, 16	Reviewed and drafted correspondence;
Jan 9, 17	Reviewed and updated service list;
Jan 13, 17	Reviewed correspondence;
Jan 18, 17	Reviewed correspondence;
Jan 27, 17	Discussed deposit matters with Arif Dhanani;
Jan 31, 17	To all other matters of a general nature not more particularly referred to herein;
Jan 31, 17	Reviewed and drafted correspondence regarding upcoming sale transactions and court attendance;
	To all other matters of a general nature not more particularly referred to herein

**TOTAL PROFESSIONAL FEES**  
HST at 13.00%

**\$9,139.00**  
1,188.07

**DISBURSEMENTS:**

**Subject to HST:**

Kap Litigation Services Taxable	\$115.00
Mileage Charges Taxable	\$148.23
Teraview Charges Taxable	\$394.50
Courier and Taxi Charges Taxable	\$8.05
Parking Charges Taxable	\$23.89
Long Distance Telephone Taxable	\$2.38
Photocopying Charges Taxable	\$1.50

**\$693.55**



## Non-Taxable:

File Motion Record(s)	\$320.00
Teraview Charges Non-taxable	\$205.25

\$525.25

## TOTAL DISBURSEMENTS

\$1,218.80

HST at 13.00%

90.16

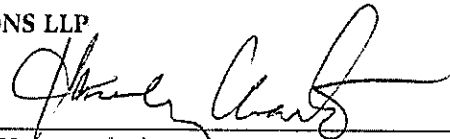
## GRAND TOTAL

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**\$11,636.03**

CHAITONS LLP

per:

  
Harvey Chaiton

**LAWYERS' SUMMARY:**

Lawyers and legal assistants involved	Hourly Rate	Hours Billed	Total Billed
HARVEY G. CHAITON	\$695.00	1.40	\$973.00
SAM RAPPOS	\$485.00	0.80	\$388.00
SAM RAPPOS	\$460.00	16.91	\$7,778.00
Total:		19.11	\$9,139.00

**THIS IS EXHIBIT "C" TO  
THE AFFIDAVIT OF SAM RAPPOS  
SWORN BEFORE ME THIS 14<sup>TH</sup>  
DAY OF FEBRUARY, 2017**

A handwritten signature in blue ink, appearing to read 'A. DeRube', is written over a horizontal line.

**A Commissioner Etc.**

**SUMMARY**

<b>Lawyer</b>	<b>Year of Call</b>	<b>Hours Billed</b>	<b>Hourly Rate</b>	<b>Amount Billed</b>
Harvey Chaiton	1982	1.60	\$695	\$1,112.00
Robert Miller	1984	0.30	\$625	\$187.50
Sam Rappos	2005	76.30	\$460	\$35,102.00
Sam Rappos	2005	0.80	\$485	\$388.00
<b>Total Hours and Amounts Billed</b>		<b>79.0</b>		<b>\$36,789.50</b>
<b>Average Hourly Rate</b>			<b>\$466</b>	
<b>Total Costs</b>				<b>\$3,374.37</b>
<b>Total Taxes (HST)</b>				<b>\$5,087.97</b>
<b>TOTAL</b>				<b>\$45,251.84</b>



IN THE MATTER OF THE CONSTRUCTION LIEN ACT, R.S.O. 1990, c. C.30, AS AMENDED  
AND IN THE MATTER OF AN APPLICATION MADE BY 144 PARK LTD. FOR THE APPOINTMENT OF A TRUSTEE  
UNDER SECTION 68(1) OF THE CONSTRUCTION LIEN ACT, R.S.O. 1990, c. C.30, AS AMENDED

Court File No. CV15-10843-00CL

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

Proceedings commenced at Toronto

**MOTION RECORD**  
(re Vesting Order for Sale Transaction and other relief)  
(returnable February 23, 2017)

**CHAITONS LLP**  
5000 Yonge Street, 10<sup>th</sup> Floor  
Toronto, ON M2N 7E9

**Sam Rappos (LSUC #51399S)**  
Tel: (416) 218-1137  
Fax: (416) 218-1837  
E-mail: samr@chaitons.com

**Lawyers for the Trustee**