

Court File No.: CV-15-11192-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

**AND IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE
ACT*, R.S.O. 1990, c. C-43, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF VICTORIAN ORDER OF NURSES FOR CANADA,
VICTORIAN ORDER OF NURSES FOR CANADA – EASTERN REGION, AND
VICTORIAN ORDER OF NURSES FOR CANADA – WESTERN REGION**

Applicants

THIRD REPORT OF THE MONITOR

May 25, 2016

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I. INTRODUCTION

1. This is the Third Report prepared by Collins Barrow Toronto Limited (the "**Monitor**"), in its capacity as the monitor of Victorian Order Of Nurses For Canada ("**VON Canada**"), Victorian Order Of Nurses For Canada – Eastern Region ("**VON East**") and Victorian Order Of Nurses For Canada – Western Region ("**VON West**") ("**VON Canada**", "**VON East**" and "**VON West**" are collectively referred to as the "**Applicants**") appointed pursuant to section 11.7 of the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**") by Order of Mr. Justice Penny dated November 25, 2015 (the "**Initial Order**"). A copy of the Initial Order is attached hereto as Appendix "**A**".
2. On December 9, 2015, the Applicants sought and obtained from the Court a First Amended and Restated Initial Order (the "**First Amended Initial Order**") extending the stay period to February 26, 2016 (the "**Stay Period**") and modifying the ranking of the Directors' Charge, the Administration Charge and the Receiver's Charge. A copy of the First Amended Initial Order is attached hereto as Appendix "**B**".
3. On January 19, 2016, the First Amended Initial Order was further amended and restated in the Second Amended and Restated Initial Order ("the **Second Amended Initial Order**") in response to a motion made by the Ministry of Health and Long-term Care (Ontario) ("**Ministry**"), the Local Health Integration Networks and their respective affiliated and associated entities. A copy of the Second Amended Initial Order is attached hereto as Appendix "**C**".

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4. The pre-filing report of Collins Barrow Toronto Limited as proposed monitor of the Applicants dated November 24, 2015 (the "**Pre-Filing Report**") was filed in support of the Applicants' motion on November 25, 2015 to seek the issuance of the Initial Order. A copy of the Pre-Filing Report, without appendices, is attached hereto as Appendix "**D**".
 5. The First Report of the Monitor dated December 7, 2015 (the "**First Report**") was filed in support of the Applicants' motion on December 9, 2015 to seek the issuance of the First Amended Initial Order. A copy of the First Report, without appendices, is attached hereto as Appendix "**E**".
 6. The Second Report of the Monitor dated February 18, 2016 (the "**Second Report**") was filed in support of the Applicants' motion on February 24, 2016 to seek an extension of the Stay Period and approval of a claims procedure for the identification and quantification of claims against VON Canada and any of the Directors and Officers of VON Canada (the "**Claims Procedure**"). A copy of the Second Report, without appendices, is attached hereto as Appendix "**F**".
 7. On February 24, 2016, the Applicants sought and obtained from the Court an Order extending the Stay Period to May 27, 2016 and approving the Claims Procedure (the "**Stay Extension and Claims Procedure Order**"). A copy of the Stay Extension and Claims Procedure Order, excluding the various forms referred to therein, is attached hereto as Appendix "**G**".
 8. The Initial Order, First Amended Initial Order, Second Amended Initial Order, Stay Extension and Claims Procedure Order, Monitor's reports and other documents filed in these proceedings (the "**CCAA Proceedings**") have been

posted on the Monitor's website at

<http://www.collinsbarrow.com/en/cbn/restructuring-and-recovery-engagements/v-o-n>.

The Monitor will continue to post to its website documents in accordance with the E-service Protocol for the Commercial List in the Toronto region.

i. Purpose of Report

9. The purposes of this Third Report (the "**Third Report**") are to:

- (a) provide information on activities relating to the Applicants since the issuance of the Second Report;
- (b) provide information on the Applicants' actual cash results for the period March 5, 2016 to May 14, 2016 compared to amounts projected;
- (c) provide information on the Monitor's activities since the issuance of the Second Report;
- (d) provide information on the Period 3 Cash Flow (defined below) filed by the Applicants;
- (e) comment and provide a recommendation to the Court on the Applicants' motion to extend the Stay Period to November 25, 2016; and
- (f) seek an Order approving the Monitor's activities and the accounts of the Monitor and Monitor's counsel, Bennett Jones LLP, for the periods ending May 22, 2016 and May 16, 2016, respectively.

ii. Terms of Reference

10. In preparing this Third Report and making the comments herein, the Monitor has relied upon unaudited financial information, books and records and financial information prepared by the Applicants, discussions with management, affidavits

sworn in connection with these proceedings and communications with the Chief Restructuring Officer of VON Canada (collectively, the “**Information**”). Certain of the information contained in this Third Report may refer to, or is based on, the Information. Since the Information has been provided by other parties or was obtained from documents filed with the Court in this matter, the Monitor has relied on the Information and, to the extent possible, reviewed the Information for reasonableness. However, the Monitor 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 Canadian Auditing Standards pursuant to the *Chartered Professional Accountants Canada Handbook* (the “**CPA Handbook**”). Accordingly, the Monitor expresses no opinion or other form of assurance in respect of the Information. Some of the information referred to in this Third Report consists of forecasts and projections. An examination or review of the financial forecasts and projections, as outlined in the CPA Handbook, has not been performed.

11. Capitalized terms not defined in this Third Report are as defined in the Second Amended Initial Order, the affidavit of Jo-Anne Poirier sworn November 24, 2015 and the Stay Extension and Claims Procedure Order.
12. Unless otherwise stated, all dollar amounts contained in this Third Report are expressed in Canadian dollars.

II. BACKGROUND

13. The Applicants are part of a group of five affiliated and separately incorporated regional operating entities:

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- (a) VON Canada;
 - (b) VON East;
 - (c) VON West;
 - (d) Victorian Order Of Nurses For Canada - Ontario Branch ("**VON Ontario**");
 - and
 - (e) Victorian Order Of Nurses For Canada Nova Scotia Branch ("**VON Nova Scotia**").

14. VON Canada, VON East, VON West, VON Ontario and VON Nova Scotia are referred to herein, collectively, as the "**VON Group**". The VON Group (now except for VON East and VON West) provide home and community care services on a not-for-profit charitable basis. VON Canada is the administrative centre of the VON Group and is fully integrated with each of VON Ontario and VON Nova Scotia and was, until the cessation of the operations of VON East and VON West, fully integrated with those regional operating entities as well. VON Ontario and VON Nova Scotia are presently the only regional operating entities responsible for the actual delivery of programs.
15. Paragraph 25 of the Second Amended Initial Order contains provisions staying the exercise by all Funders, other than the Ministry, the Local Health Integration Networks and their respective affiliated and associated entities (the rights of which are separately dealt with in an Endorsement of the Court dated January 19, 2016), as against VON Ontario and VON Nova Scotia (except with the written consent of the Applicants, the Chief Restructuring Officer and the Monitor, or leave of the Court) arising from *inter alia*, (i) the Applicants being parties to this

proceeding or having made an application to the Court pursuant to the CCAA and the *Courts of Justice Act* (Ontario) including any declarations of insolvency contained therein in respect of the VON Group entities, (ii) the appointment of a receiver in respect of the Applicants, or (iii) complying with the terms of any Order granted in the CCAA proceedings or under the *Courts of Justice Act* (Ontario).

III. ACTIVITIES RELATING TO THE APPLICANTS SINCE THE ISSUANCE OF THE SECOND REPORT

i. Cash Flow Statements

16. The Applicants prepared a fourteen week cash flow projection for each of the Applicants (the "**Period 2 Cash Flow**") for the period from the week ending March 5, 2016 to June 4, 2016 ("**Period 2**") for the purpose of projecting the estimated results of the Applicants' planned activities during Period 2. Copies of the Period 2 Cash Flow and the Monitor's comments thereon were previously filed as part of the Second Report.
17. The Monitor has reviewed the Applicants' actual cash receipts and cash disbursements for the period March 5, 2016 to May 14, 2016 (the "**Results Period**"). The Monitor has not as of the date of the Third Report completed its review of the actual receipts and disbursements for the week ending May 21, 2016 and, as a result, the information provided herein is as of May 14, 2016.
18. As of the week ending May 14, 2016, the Applicants' combined cash balance was approximately \$2.3 million, which is approximately \$233,000 higher than had been projected in the Period 2 Cash Flow. This favourable variance was in part

due to (i) a higher starting cash position at the beginning of Period 2 than had been projected and (ii) a net cash surplus as of May 14, 2016 of \$22,644 instead of the net cash deficit of \$67,686 that had been projected as at that date.

19. The positive variance of approximately \$233,000 in the Applicants' ending cash position referred to by the Monitor in this Third Report is as at May 14, 2016, representing the date to which the Monitor has completed its review. The Monitor points out that paragraph 26 of the May 24, 2016 affidavit sworn by Jo-Anne Poirier (the "**May Affidavit**") references a positive variance of approximately \$190,000, but notes that the \$190,000 references a different amount, being the Applicants' projected cash balances as at June 4, 2016 taking into account actual results to May 14, 2016.
20. Set out below is a summary of the actual cash receipts and cash disbursements for the Results Period:

Cash Flow Summary for the period ending May 14, 2016			
Entity	Forecast	Actual	Variance
VON Canada			
Receipts	\$ 4,582,000	\$ 4,361,963	\$ (220,037)
Disbursements	4,847,186	4,425,304	421,882
Net cash surplus (deficit)	\$ (265,186)	\$ (63,341)	\$ 201,845
VON Western			
Receipts	\$ 137,500	\$ 21,856	\$ (115,644)
Disbursements	26,000	24,980	1,020
Net cash surplus (deficit)	\$ 111,500	\$ (3,124)	\$ (114,624)
VON Eastern			
Receipts	\$ 140,000	\$ 107,115	\$ (32,885)
Disbursements	54,000	18,006	35,994
Net cash surplus (deficit)	\$ 86,000	\$ 89,109	\$ 3,109
Combined			
Receipts	\$ 4,859,500	\$ 4,490,934	\$ (368,566)
Disbursements	4,927,186	4,468,290	458,896
Net cash surplus (deficit)	\$ (67,686)	\$ 22,644	\$ 90,330
Starting cash position	\$ 2,112,367	\$ 2,255,680	\$ 143,313
Ending cash position	\$ 2,044,681	\$ 2,278,324	\$ 233,643

21. The Applicants' actual cash receipts during the Results Period were \$368,566 lower than projected, resulting primarily from:

- i) management fee income for VON Canada being \$365,000 lower than forecast to May 14, 2016. Commencing the week ending April 9, 2016, the weekly management fees paid by VON Nova Scotia and VON Ontario to VON Canada were reduced from \$450,000 to \$385,000 per week. Management advised that this change reflects the current cost structure resulting in reduced overhead cost recovery from VON Ontario and VON Nova Scotia

for the new fiscal year (April 1, 2016 to March 31, 2017). Offsetting the management fee reduction for VON Canada are other receipts including donations and accounts receivable that exceeded forecast by approximately \$145,000; at least \$16,000 of the \$145,000 is comprised of donations that will be transferred to the community corporations;

- ii) included in the projections for VON West was an account receivable of \$125,000 that was projected to be collected but was not received during the Results Period. Management has advised that this amount was expected from three community corporations in Alberta and were owed for the community corporations' share of (a) the cost of programs that were operated during the fiscal year; and (b) wind-down costs incurred by VON West after the CCAA filing date. Management stated that it is considering its next steps with respect to collection of these amounts.

22. The Applicants' actual cash disbursements during the Results Period were \$458,896 lower than projected. This is in part due to:

- (i) timing differences as certain expenses that had been included in the Period 2 Cash Flow have not yet been incurred or paid; and
- (ii) operating cost savings in VON Canada of approximately \$425,000 including approximately \$200,000 in IT expenses and \$75,000 in travel and accommodation costs. The Monitor

understands from VON that these savings are not due to timing differences and should represent “permanent” savings.

23. As set out above, the Monitor has completed its review of the Applicants’ actual cash receipts and cash disbursements for the Results Period. The Applicants have provided explanations to the Monitor for the variances between the actual amounts reported and those forecast in the Period 2 Cash Flow.

ii. Operations of VON Canada, VON East and VON West

24. The May Affidavit sets out the actions and steps taken by the Applicants since the date of the Stay Extension and Claims Procedure Order, including:

- (a) preserving the stability of the remaining work force of VON Canada;
- (b) updating key creditors on the progress of the CCAA Proceedings;
- (c) working with funders of VON Ontario and VON Nova Scotia to focus on long term stability of the relationships between those funders and the VON Group;
- (d) taking significant steps to continue to implement VON Canada’s information technology restructuring plan, which has involved the transition of many information technology / information systems functions away from third party providers such that these functions can now be undertaken by VON Canada itself; and
- (e) VON Canada continuing to refine its corporate services model and workforce to better serve VON Ontario and VON Nova Scotia following the shutdown of VON East and VON West.

iii. VON Canada Pension Plan (the “Pension Plan”)

25. The February Affidavit states that a significant matter yet to be resolved is the treatment and restructuring of the Pension Plan. VON Canada is the sponsor and administrator of the Pension Plan.
26. The employees of the VON Group, including employees of VON Ontario, VON Nova Scotia and other affiliated entities are members of the Pension Plan.
27. The Pension Plan, which is a defined benefit pension plan, is in a solvency deficit position. As stated in the May Affidavit, based on actuarial estimates, the wind-up deficiency as of January 1, 2016 is estimated at approximately \$20 million or approximately 6% of total assets of the Pension Plan.
28. As a result of the shutdown of operations of VON East and VON West, neither VON East nor VON West will be in a position to make any contributions to the Pension Plan.
29. VON Canada has determined that the appropriate approach in the circumstances would be to implement a partial wind up of the VON East and VON West portions of the Pension Plan (or an analogous process in jurisdictions where a partial wind-up is not specifically provided for in the legislation) in order to segregate the VON East and VON West portions of the Pension Plan and ensure that the continuing VON Group entities do not subsidize pension plan costs that are properly payable by VON East or VON West.
30. As set out in the May Affidavit, on February 18, 2016, VON Canada delivered a letter to the Financial Services Commission of Ontario (“FSCO”) outlining the proposed partial wind up of the Pension Plan. In addition VON Canada has held

numerous discussions with FSCO and with various stakeholders including counsel for the Ontario Nurses Association, the United Nurses of Alberta and the Nova Scotia Department of Health and Wellness regarding the proposed partial wind up.

31. On April 27, 2016, the VON Group was advised that FSCO will not take a position at this time on the VON Group's proposed approach to the Pension Plan.
32. As set out in the May Affidavit, VON Canada intends to proceed with a motion in the near future to seek the Court's directions and approval with respect to the proposed partial wind up of the Pension Plan, on notice to interested parties. VON Canada intends to serve materials in support of this motion in the near future.
33. The Monitor will provide its comments to the Court after it has been provided with, and has reviewed and considered, the details of the proposed partial wind-up of the Pension Plan. The Applicants state in the May Affidavit that if any claims arise as a result of the Pension Plan restructuring process, the Applicants intend on treating those claims as Restructuring Claims (as defined in the Claims Procedure Order).

IV. ACTIVITIES OF THE MONITOR SINCE THE ISSUANCE OF THE SECOND REPORT

34. Since the date of the Second Report, the Monitor has, inter alia:
 - (a) addressed creditor enquiries regarding the status of the CCAA Proceedings;
 - (b) reviewed on a weekly basis during the Results Period the actual cash results provided by the Applicants and compared those results to the

Period 2 Cash Flow and sought clarifications and explanations of the information presented as the Monitor considered appropriate;

- (c) engaged in discussions and correspondence with the Chief Restructuring Officer and representatives of the Applicants in connection with matters relating to these CCAA Proceedings; and
- (d) conducted the VON Canada Claims Procedure in accordance with the Stay Extension and Claims Procedure Order.

V. VON CANADA CLAIMS PROCESS

- 35. Pursuant to the Stay Extension and Claims Procedure Order, the Monitor commenced a claims process to identify and determine the validity and quantum of claims against VON Canada and its present and former directors and officers as at the date of the Initial Order.
- 36. The significant steps taken by the Monitor to date include:
 - (a) a copy of the Proof of Claim Document Package was posted on the Monitor's Website on or about February 24, 2016;
 - (b) on March 7, 2016, a letter notifying creditors of the claims process with a copy of the Proof of Claim Document Package was sent to approximately 240 known VON Canada creditors ("**VON Canada Creditors**"), the names and addresses for which were provided to the Monitor by VON Canada (the "**March 7 Mailing**");
 - (c) the Monitor delivered a copy of the Proof of Claim Document Package to any person requesting a copy or directed such person to the documents posted on the Monitor's website;

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- (d) a Notice to Creditors was published in the Globe and Mail newspaper (national edition) on March 1, 2016 (the "**Globe Notice**"); and
 - (e) on April 7, 2016, a second letter was sent to VON Canada Creditors, totaling approximately 175 in number, that had not yet filed a proof of claim to remind them of the claims bar date (the "**April 7 Mailing**").

Copies of the March 7 Mailing, the Globe Notice and the April 7 Mailing are attached as Appendices "**H**", "**I**" and "**J**", respectively, to the Third Report.

- 37. As of the Pre-Filing Claims Bar Date of April 29, 2016, the Monitor had received proofs of claim from 132 creditors totaling, in aggregate, \$24,686,527.11. No claims were filed against any Director or Officer of VON Canada.
- 38. The Monitor, in consultation with VON Canada, is in the process of reviewing all claims filed and determining the status of such claims.
- 39. While the Pre-Filing Claims Bar Date of April 29, 2016 has now passed, the Stay Extension and Claims Procedure Order provided that Restructuring Claims, representing claims arising out of the restructuring, termination, repudiation, or disclaimer or breach of any lease, contract, employment agreement or other agreement or obligation after the Filing Date, could be filed on the date that is 20 Business Days after the Monitor sends a Proof of Claim Document Package with respect to a Restructuring Claim in accordance with Paragraph 9 of the Stay Extension and Claims Procedure Order.
- 40. Depending on the terms of the proposed partial wind-up of the Pension Plan, the Monitor notes that additional Restructuring Claims may be filed with the Monitor,

which will impact on the amount of the total claims as at the Filing Date filed against VON Canada.

VI. PERIOD 3 CASH FLOW

41. Attached hereto as Appendix "K" are the cash flow projections for each of the Applicants for the period June 5, 2016 to December 3, 2016 (the "Period 3 Cash Flow") that were filed by the Applicants with its motion for an extension of the stay of proceedings to November 25, 2016.
42. The Period 3 Cash Flow is presented on a weekly basis and represents estimates by each of the Applicants of the projected cash flows during the twenty-six week period to December 3, 2016 ("Period 3"). The Period 3 Cash Flow has been prepared by management of the Applicants using probable and hypothetical assumptions (the "Assumptions") as set out in the notes to the Period 3 Cash Flow. The Monitor has reviewed the Period 3 Cash Flow and the Assumptions referred to therein.
43. A summary of each of the Applicants' estimated cash position and total receipts and disbursements over the twenty-six week period to December 3, 2016 ("Period 3") is set out below:

	<u>VON Canada</u>	<u>VON West</u>	<u>VON East</u>
Projected opening cash at June 5, 2016	<u>\$ 1,717,340</u>	<u>\$ 44,066</u>	<u>\$ 367,360</u>
Add: Estimated total receipts	\$ 10,272,000	\$ -	\$ -
Less: Estimated total disbursements	<u>(11,016,219)</u>	<u>(32,500)</u>	<u>(65,000)</u>
Net cash surplus (deficit)	<u>\$ (744,219)</u>	<u>\$ (32,500)</u>	<u>\$ (65,000)</u>
Projected closing cash at December 3, 2016	<u>\$ 973,121</u>	<u>\$ 11,566</u>	<u>\$ 302,360</u>

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44. The cash flows of all of the Applicants are forecasted to be negative for Period 3. Disbursements will exceed receipts by approximately \$744,000, \$32,000 and \$65,000 for VON Canada, VON West and VON East, respectively.
45. The projected cash shortfall during the course of Period 3 is to be covered by projected cash on hand at the commencement of Period 3. The Period 3 Cash Flow indicates that the projected cash position of the Applicants will decrease from \$1,717,340 to \$973,121 for VON Canada, from \$44,066 to \$11,566 for VON West and from \$367,360 to \$302,360 for VON East over the course of Period 3. As noted in the May Affidavit, the reduced overall cash balance of VON Canada reflects use of cash to fund the costs of the restructuring and takes into account the new forecasted level of funding from VON Ontario and VON Nova Scotia (in both cases, discussed further below).
46. Management fees totaling \$9,240,000 are projected to be received by VON Canada from VON Ontario and VON Nova Scotia in respect of administrative/functional support in areas such as financial services, information technology, human resources administration and payroll. These management fees represent the cost recovery of funds for services provided to the operating entities and account for approximately 90% of the estimated total receipts for VON Canada in Period 3. The management fees are projected to be at \$1,540,000 monthly (paid primarily on a weekly basis).
47. HST refunds totaling \$804,000 account for 8% of the estimated total receipts for VON Canada in Period 3. The refunds are for the two filing periods October 1, 2015 to March 31, 2016 and April 1 to September 30, 2016 and are expected to

be received in July 2016 and November 2016, respectively. The Monitor notes that VON Canada received an HST refund in November 2015, in respect of HST filed for the period April 1, 2015 to September 30, 2015.

48. The costs of payroll, pension and benefits account for approximately \$6.7 million or 61% of VON Canada's disbursements over Period 3. Operating and restructuring costs comprise \$2.8 million or 26% and \$1.1 million or 10%, respectively, of total disbursements for VON Canada in Period 3.
49. The Period 3 Cash Flow reflects that VON East and VON West have ceased operations. No future receipts are projected. Future costs of \$32,500 and \$65,000 for VON West and VON East, respectively, are forecasted to be paid to ongoing service providers and professionals in connection with the restructuring process.
50. As set out above, the cash balances of the Applicants are forecasted to decrease in total by approximately \$841,000 during Period 3. The May Affidavit sets out that the Applicants' continued participation in the CCAA process is essential to the overall restructuring of the VON Group and that the benefit to stakeholders of continuing the CCAA proceedings for VON East and VON West and of the continued operation of VON Canada under CCAA protection at this time outweigh the net negative cash flows to be incurred during the proposed stay extension period. In particular, the May Affidavit sets out that:
 - (a) the continuation of the CCAA proceedings is essential to the orderly restructuring of the VON East and VON West portions of the Pension Plan and the resolution of any claims that may arise therefrom;

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- (b) a VON Canada shutdown at this time would result in the immediate termination of over 150 employees of VON Canada and, in addition to the hardship this would impose upon those employees, the amount of creditor claims would increase significantly;
 - (c) a liquidation of the assets of the Applicants would provide minimal recoveries to creditors of those entities in view of the quantum of claims against those entities relative to the cash on hand;
 - (d) an immediate shutdown of VON Canada (the administrator of the Pension Plan) would most likely lead to a full wind-up of the Pension Plan, adding increased cost and complication to the restructuring process; and
 - (e) an immediate shutdown of VON Canada at this time would destabilize VON Ontario and VON Nova Scotia, each of which are intended to continue to operate in the ordinary course and preserve stable employment for their over 5,800 employees.

51. The Monitor has reviewed the Period 3 Cash Flow as to its reasonableness as required by Section 23(1)(b) of the CCAA. Pursuant to this standard, the Monitor's review of the Period 3 Cash Flow consisted of inquiries, analytical procedures and discussions related to information supplied to it by the Applicants. Since the Assumptions need not be supported, the Monitor's procedures with respect to the Assumptions were limited to evaluating whether they were consistent with the purpose of the Period 3 Cash Flow. The Monitor also reviewed the support provided by the Applicants for the Assumptions and the preparation of the Period 3 Cash Flow.

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52. Based on the Monitor's review, and provided the management fees continue to be paid to VON Canada as set out in the Period 3 Cash Flow, nothing has come to the Monitor's attention that causes the Monitor to believe, in all material respects, that:
- (a) the Assumptions are not consistent with the purpose of the Period 3 Cash Flow;
 - (b) as at the date of this Report, the Assumptions are not suitably supported and consistent with the plans of the Applicants or do not provide a reasonable basis for the Period 3 Cash Flow, given the Assumptions; or
 - (c) the Period 3 Cash Flow does not reflect the Assumptions.
53. As noted above, since the Period 3 Cash Flow is based on estimates and assumptions regarding future events, actual results achieved will or may vary from the information presented even if the hypothetical assumptions materialize, and the variations may be significant. Accordingly, the Monitor expresses no opinion or other form of assurance with respect to the accuracy of any financial information presented in the Third Report, or relied upon by the Monitor in preparing the Third Report.
54. The Period 3 Cash Flow for each of the Applicants has been prepared solely for the purpose described in the notes accompanying the Period 3 Cash Flow and readers are cautioned that the Period 3 Cash Flow may not be appropriate for other purposes.

VII. THE APPLICANTS' REQUEST FOR AN EXTENSION OF THE STAY OF PROCEEDINGS

55. The stay of proceedings pursuant to the Stay Extension and Claims Procedure Order expires on May 27, 2016.
56. The Applicants wish to pursue the next steps in the restructuring process including:
- (a) completing the claims process for VON Canada;
 - (b) continuing to implement the Pension Plan restructuring process described in the May Affidavit;
 - (c) developing the terms of a Plan of Compromise or Arrangement for VON Canada and possibly VON East and VON West; and
 - (d) if determined to be necessary, establishing a claims process for VON East and VON West.
57. The May Affidavit sets out that matters in respect of the Pension Plan restructuring will take a substantial amount of time to complete and that VON Canada cannot move to complete an overall restructuring plan until the Pension Plan restructuring process has been completed and any claims associated with that process have been determined and can be resolved. As such, the Applicants are seeking to extend the Stay Period to November 25, 2016, which is approximately one week prior to the last day of the Period 3 Cash Flow.
58. Based on the information set out herein and in the May Affidavit, the Monitor is of the view that (i) the Applicants have been and are proceeding in good faith and with due diligence in these proceedings, (ii) the Applicants have sufficient funds to continue to November 25, 2016, and (iii) the Applicants' request for an

extension of the Stay Period to November 25, 2016 is appropriate and reasonable in the circumstances.

VIII. MONITOR'S FEES AND DISBURSEMENTS

59. The Monitor has maintained detailed records of its professional fees and disbursements during the course of these proceedings.
60. For the period February 15, 2016 to May 22, 2016, the Monitor's accounts total \$107,287.34 consisting of \$86,893.00 in fees, \$8,051.55 in disbursements plus HST of \$12,342.79 (the "**Monitor's Accounts**"). Copies of the Monitor's Accounts, together with a summary of the accounts, the total billable hours charged per the accounts, and the average hourly rate charged per the accounts, is set out in the Affidavit of Daniel Weisz sworn May 25, 2016 that is attached hereto as Appendix "L".
61. The accounts of the Monitor's counsel, Bennett Jones LLP, for the period February 16, 2016 to May 16, 2016 total \$23,988.78, consisting of \$20,797.95 in fees, \$445.65 in disbursements and \$2,745.18 in HST (the "**Bennett Accounts**"). A copy of the Bennett Accounts, together with a summary of the personnel, hours and hourly rates described in the Bennett Accounts, supported by the Affidavit of Annie Kwok sworn May 25, 2016, is attached hereto as Appendix "M".

IX. CONCLUSION

62. Based on the foregoing, the Monitor respectfully:

- i) recommends that the Stay Period be extended to November 25, 2016; and
- ii) requests that the Court grant an Order approving:
 - (a) the Third Report and the Monitor's activities described herein;
 - (b) the fees and disbursements of the Monitor to May 22, 2016; and
 - (c) the fees and disbursements of Bennett Jones LLP to May 16, 2016.

All of which is respectfully submitted to this Court as of this 25th day of May, 2016.

COLLINS BARROW TORONTO LIMITED

In its capacity as the Monitor appointed in the CCAA proceedings of
Victorian Order Of Nurses For Canada,
Victorian Order Of Nurses For Canada – Eastern Region, and
Victorian Order Of Nurses For Canada – Western Region
and not in its personal capacity



Per: Daniel Weisz, CPA, CA, CIRP, LIT
Senior Vice President

APPENDIX "A"

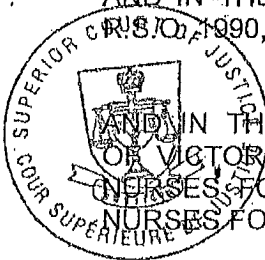
Court File No. CV-15-11192-0000

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR) WEDNESDAY, THE 25TH
JUSTICE PENNY) DAY OF NOVEMBER, 2015

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

AND IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE ACT*,
R.S.O. 1990, C. C-43, AS AMENDED .



AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF VICTORIAN ORDER OF NURSES FOR CANADA, VICTORIAN ORDER OF
NURSES FOR CANADA – EASTERN REGION AND VICTORIAN ORDER OF
NURSES FOR CANADA – WESTERN REGION

Applicants

INITIAL ORDER

THIS APPLICATION, made by the Applicants, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Jo-Anne Poirier sworn November 24, 2015 (the "Poirier Affidavit") and the Exhibits thereto and on hearing the submissions of counsel for the Applicants, Collins Barrow Toronto Limited (as the proposed Monitor), the Board of Directors of the Applicants and Bank of Nova Scotia, no one else appearing although duly served as appears from the affidavit of service of Evan Cobb sworn November 25, 2015 and on reading the consent of Collins Barrow Toronto Limited to act as the Monitor,

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

APPLICATION

2. THIS COURT ORDERS AND DECLARES that the Applicants are companies to which the CCAA applies.

PLAN OF ARRANGEMENT

3. THIS COURT ORDERS that the Applicants shall have the authority to file and may, subject to further order of this Court, file with this Court a plan of compromise or arrangement (hereinafter referred to as the "Plan"). The Bank of Nova Scotia shall be treated as unaffected in any Plan.

POSSESSION OF PROPERTY AND OPERATIONS

4. THIS COURT ORDERS that the Applicants shall remain in possession and control of their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceeds thereof (the "Property"). Subject to further Order of this Court and subject to Paragraph 11 hereof, the Applicants shall continue to carry on business in a manner consistent with the preservation of their business (the "Business") and Property. The Applicants shall be authorized and empowered to continue to retain and employ the employees, consultants, agents, experts, accountants, counsel and such other persons (collectively "Assistants") currently retained or employed by them, with liberty to retain such further Assistants as they deem reasonably necessary or desirable in the ordinary course of business or for the carrying out of the terms of this Order.

5. THIS COURT ORDERS that the Applicants shall be entitled to establish and utilize the Modified Cash Management System (as defined in the Poirier Affidavit and as described in the Poirier Affidavit) or replace it with another substantially similar central cash management system (the "Cash Management System") and that The Bank of Nova Scotia, or any other present or future bank, providing the Cash Management System shall not be under any obligation whatsoever to inquire into the propriety, validity or legality of any transfer, payment, collection or other action taken under the Cash Management System, or

as to the use or application by the Applicants of funds transferred, paid, collected or otherwise dealt with in the Cash Management System, shall be entitled to provide the Cash Management System without any liability in respect thereof to any Person (as hereinafter defined) other than the Applicants, pursuant to the terms of the documentation applicable to the Cash Management System, and shall be, in its capacity as provider of the Cash Management System, an unaffected creditor under any Plan with regard to any claims or expenses it may suffer or incur in connection with the provision of the Cash Management System. For greater certainty, and without limiting the generality of the foregoing, the Applicants and The Bank of Nova Scotia are authorized to terminate the Existing Mirror Netting Agreement (as defined in the Poirier Affidavit) and the existing cash management system as described in the Poirier Affidavit.

6. THIS COURT ORDERS that the Applicants shall be entitled but not required to pay the following expenses whether incurred prior to or after this Order:

- (a) all outstanding and future wages, salaries, employee and pension benefits, vacation pay and expenses, and volunteer and director expense reimbursements, in each case incurred in the ordinary course of business and consistent with existing compensation policies and arrangements;
- (b) the fees and disbursements of any Assistants retained or employed by the Applicants in respect of these proceedings, at their standard rates and charges;
- (c) the fees and disbursements of the Monitor, counsel to the Monitor, the Chief Restructuring Officer, the Applicants' counsel and counsel to the boards of directors of the Applicants; and
- (d) liabilities for charges incurred on credit cards issued to the Applicants.

7. THIS COURT ORDERS that, except as otherwise provided to the contrary herein, the Applicants shall be entitled but not required to pay all reasonable expenses incurred by the Applicants in carrying on the Business in the ordinary course after this Order, and in carrying out the provisions of this Order, which expenses shall include, without limitation:

- (a) all expenses and capital expenditures reasonably necessary for the preservation of the Property or the Business including, without limitation, payments on account of insurance (including directors and officers insurance), maintenance and security services; and

(b) payment for goods or services actually supplied to the Applicants following the date of this Order.

8. THIS COURT ORDERS that the Applicants shall remit, in accordance with legal requirements, or pay:

(a) any statutory deemed trust amounts in favour of the Crown in right of Canada or of any Province thereof or any other taxation authority which are required to be deducted from employees' wages, including, without limitation, amounts in respect of (i) employment insurance, (ii) Canada Pension Plan, (iii) Quebec Pension Plan, and (iv) income taxes;

(b) all goods and services or other applicable sales taxes (collectively, "Sales Taxes") required to be remitted by the Applicants in connection with the sale of goods and services by the Applicants, but only where such Sales Taxes are accrued or collected after the date of this Order, or where such Sales Taxes were accrued or collected prior to the date of this Order but not required to be remitted until on or after the date of this Order, and

(c) any amount payable to the Crown in right of Canada or of any Province thereof or any political subdivision thereof or any other taxation authority in respect of municipal realty, municipal business or other taxes, assessments or levies of any nature or kind which are entitled at law to be paid in priority to claims of secured creditors and which are attributable to or in respect of the carrying on of the Business by the Applicants.

9. THIS COURT ORDERS that until a real property lease is disclaimed in accordance with the CCAA, the Applicants shall pay all amounts constituting rent or payable as rent under real property leases (including, for greater certainty, common area maintenance charges, utilities and realty taxes and any other amounts payable to the landlord under the lease) or as otherwise may be negotiated between the Applicants and the landlord from time to time ("Rent"), for the period commencing from and including the date of this Order, monthly in advance (but not in arrears). On the date of the first of such payments, any Rent relating to the period commencing from and including the date of this Order shall also be paid.

10. THIS COURT ORDERS that, except as specifically permitted herein, the Applicants are hereby directed, until further Order of this Court: (a) to make no payments of principal, interest thereon or otherwise on account of amounts owing by the Applicants to any of their creditors as of this date; (b) to grant no security interests, trust, liens, charges or encumbrances upon or in respect of any of their Property; and (c) to not grant credit or incur liabilities except in the ordinary course of the Business. Notwithstanding the foregoing, the termination of the Existing BNS Facility (as defined in the Poirier Affidavit) is hereby approved and Victorian Order Of Nurses For Canada is authorized to enter into the BNS Guarantee (as defined in the Poirier Affidavit), perform its obligations thereunder, and grant security over its Property as security for its obligations to The Bank of Nova Scotia.

RESTRUCTURING

11. THIS COURT ORDERS that the Applicants shall, subject to such requirements as are imposed by the CCAA have the right to:

- (a) permanently or temporarily cease, downsize or shut down any of their business or operations, and to dispose of redundant or non-material assets not exceeding \$100,000 in any one transaction or \$250,000 in the aggregate;
- (b) terminate the employment of such of their employees or temporarily lay off such of their employees as they deem appropriate; and
- (c) pursue all avenues of refinancing of their Business or Property, in whole or part, subject to prior approval of this Court being obtained before any material refinancing,

all of the foregoing to permit the Applicants to proceed with an orderly restructuring of the Business (the "Restructuring").

12. THIS COURT ORDERS that the Applicants shall provide each of the relevant landlords with notice of the Applicants' intention to remove any fixtures from any leased premises at least seven (7) days prior to the date of the intended removal. The relevant landlord shall be entitled to have a representative present in the leased premises to observe such removal and, if the landlord disputes an Applicant's entitlement to remove any such fixture under the provisions of the lease, such fixture shall remain on the premises and shall be dealt with as agreed between any applicable secured creditors, such landlord and the Applicants, or by further Order of this Court upon application by the Applicants on at least two (2) days notice to such landlord and any such secured creditors. If an Applicant disclaims the

lease governing such leased premises in accordance with Section 32 of the CCAA, it shall not be required to pay Rent under such lease pending resolution of any such dispute (other than Rent payable for the notice period provided for in Section 32(5) of the CCAA), and the disclaimer of the lease shall be without prejudice to that Applicant's claim to the fixtures in dispute. For greater certainty, and without limiting any other provisions of this Order, nothing in this Order shall restrict the Applicants or their employees from retrieving and removing from any leased premises any medical records or personal property of employees and former employees.

13. THIS COURT ORDERS that if a notice of disclaimer is delivered pursuant to Section 32 of the CCAA, then (a) during the notice period prior to the effective time of the disclaimer, the landlord may show the affected leased premises to prospective tenants during normal business hours, on giving the Applicants and the Monitor 24 hours' prior written notice, and (b) at the effective time of the disclaimer, the relevant landlord shall be entitled to take possession of any such leased premises without waiver of or prejudice to any claims or rights such landlord may have against the Applicants in respect of such lease or leased premises and such landlord shall be entitled to notify the Applicants of the basis on which it is taking possession and to gain possession of and re-lease such leased premises to any third party or parties on such terms as such landlord considers advisable, provided that nothing herein shall relieve such landlord of its obligation to mitigate any damages claimed in connection therewith.

NO PROCEEDINGS AGAINST THE APPLICANTS OR THE PROPERTY

14. THIS COURT ORDERS that until and including December 23, 2015, or such later date as this Court may order (the "Stay Period"), no proceeding or enforcement process in any court or tribunal (each, a "Proceeding") shall be commenced or continued against or in respect of the Applicants, the Chief Restructuring Officer or the Monitor, or affecting the Business or the Property, except with the written consent of the Applicants, the Chief Restructuring Officer and the Monitor, or with leave of this Court, and any and all Proceedings currently under way against or in respect of the Applicants or affecting the Business or the Property are hereby stayed and suspended pending further Order of this Court.

15. THIS COURT ORDERS that, notwithstanding paragraphs 14 and 17 herein, nothing herein will prevent The Bank of Nova Scotia from enforcing its rights against any cash

collateral or other security held by The Bank of Nova Scotia in connection with any letters of credit or credit cards issued by The Bank of Nova Scotia in connection with, or for the benefit of, any of the Applicants.

16. THIS COURT ORDERS that upon (i) the occurrence of an event that would permit demand and enforcement by The Bank of Nova Scotia under the BNS Guarantee and any related security and (ii) granting of an Order of this Court, granted on 2 business days' notice to the Applicants and the Monitor, approving the exercise of such rights and remedies, The Bank of Nova Scotia shall be entitled to exercise any and all of its rights and remedies against the Victorian Order Of Nurses For Canada or its Property under and pursuant to the BNS Guarantee and related security.

NO EXERCISE OF RIGHTS OR REMEDIES

17. THIS COURT ORDERS that during the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entities (all of the foregoing, collectively being "Persons" and each being a "Person") against or in respect of the Applicants, the Chief Restructuring Officer or the Monitor, or affecting the Business or the Property, are hereby stayed and suspended except with the written consent of the Applicants, the Chief Restructuring Officer and the Monitor, or leave of this Court, provided that nothing in this Order shall (i) empower the Applicants to carry on any business which the Applicants are not lawfully entitled to carry on, (ii) affect such investigations, actions, suits or proceedings by a regulatory body as are permitted by Section 11.1 of the CCAA, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

NO INTERFERENCE WITH RIGHTS

18. THIS COURT ORDERS that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the Applicants, except with the written consent of the Applicants and the Monitor, or leave of this Court.

CONTINUATION OF SERVICES

19. THIS COURT ORDERS that during the Stay Period, all Persons having oral or written agreements with the Applicants or statutory or regulatory mandates for the supply of goods and/or services, including without limitation all computer software, communication and other

data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to the Business or the Applicants, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Applicants, and that the Applicants shall be entitled to the continued use of their current premises, telephone numbers, facsimile numbers, internet addresses, domain names, information technology support and data processing services, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Applicants in accordance with normal payment practices of the Applicants or such other practices as may be agreed upon by the supplier or service provider and each of the Applicants and the Monitor, or as may be ordered by this Court.

NON-DEROGATION OF RIGHTS

20. THIS COURT ORDERS that, notwithstanding anything else in this Order, no Person shall be prohibited from requiring immediate payment for goods, services, use of lease or licensed property or other valuable consideration provided on or after the date of this Order, nor shall any Person be under any obligation on or after the date of this Order to advance or re-advance any monies or otherwise extend any credit to the Applicants. Nothing in this Order shall derogate from the rights conferred and obligations imposed by the CCAA.

PROCEEDINGS AGAINST DIRECTORS AND OFFICERS

21. THIS COURT ORDERS that during the Stay Period, and except as permitted by subsection 11.03(2) of the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of any of the Applicants with respect to any claim against the directors or officers that arose before the date hereof and that relates to any obligations of any of the Applicants whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations, until a compromise or arrangement in respect of the Applicants, if one is filed, is sanctioned by this Court or is refused by the creditors of the Applicants or this Court.

DIRECTORS' AND OFFICERS' INDEMNIFICATION AND CHARGE

22. THIS COURT ORDERS that the Applicants shall indemnify their directors and officers against obligations and liabilities that they may incur as directors or officers of the Applicants after the commencement of the within proceedings, except to the extent that, with respect to

any officer or director, the obligation or liability was incurred as a result of the director's or officer's gross negligence or wilful misconduct.

23. THIS COURT ORDERS that the directors and officers of the Applicants shall be entitled to the benefit of and are hereby granted a charge (the "Directors' Charge") on the Property, which charge shall not exceed an aggregate amount of \$750,000, as security for the indemnity provided in paragraph 22 of this Order. The Directors' Charge shall have the priority set out in paragraphs 39 and 41 herein.

24. THIS COURT ORDERS that, notwithstanding any language in any applicable insurance policy to the contrary, (a) no insurer shall be entitled to be subrogated to or claim the benefit of the Directors' Charge, and (b) the Applicants' directors and officers shall only be entitled to the benefit of the Directors' Charge to the extent that they do not have coverage under any directors' and officers' insurance policy, or to the extent that such coverage is insufficient to pay amounts indemnified in accordance with paragraph 22 of this Order.

PROTECTIONS FOR NON-APPLICANT ENTITIES

25. THIS COURT ORDERS that, without limiting Paragraphs 14 through 19 hereof with respect to the Applicants, during the Stay Period, no Funder (as defined in the Poirier Affidavit) shall:

- (a) discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by Victorian Order Of Nurses For Canada Nova Scotia Branch or Victorian Order Of Nurses For Canada – Ontario Branch (collectively, the "Non-Applicant Entities"); or
- (b) have any rights to accelerate, amend, declare in default or enforce on any contract, agreement, instrument or other document,

in each case, due to the Applicants being parties to this proceeding, having made an Application to this Court pursuant to the CCAA and the *Courts of Justice Act* (Ontario) including any declarations of insolvency contained therein in respect of the Applicants or the Non-Applicant Entities, the appointment of a receiver in respect of the Applicants, or taking any steps in furtherance thereof, or complying with the terms of any Order granted in these

CCAA proceedings or under the *Courts of Justice Act* (Ontario), except with the written consent of the Applicants, Chief Restructuring Officer and the Monitor, or leave of this Court.

APPOINTMENT OF MONITOR

26. THIS COURT ORDERS that Collins Barrow Toronto Limited is hereby appointed pursuant to the CCAA as the Monitor, an officer of this Court, to monitor the business and financial affairs of the Applicants with the powers and obligations set out in the CCAA or set forth herein and that the Applicants and their members, officers, directors, and Assistants shall advise the Monitor of all material steps taken by the Applicants pursuant to this Order, and shall co-operate fully with the Monitor in the exercise of its powers and discharge of its obligations and provide the Monitor with the assistance that is necessary to enable the Monitor to adequately carry out the Monitor's functions.

27. THIS COURT ORDERS that the Monitor, in addition to its prescribed rights and obligations under the CCAA, is hereby directed and empowered to:

- (a) monitor the Applicants' receipts and disbursements;
- (b) report to this Court at such times and intervals as the Monitor may deem appropriate with respect to matters relating to the Property, the Business, and such other matters as may be relevant to the proceedings herein;
- (c) advise the Applicants in their development of any Plan and any amendments to such Plan;
- (d) assist the Applicants, to the extent required by the Applicants, with the holding and administering of creditors' or members' meetings for voting on any Plan;
- (e) have full and complete access to the Property, including the premises, books, records, data, including data in electronic form, and other financial documents of the Applicants, to the extent that is necessary to adequately assess the Applicants' business and financial affairs or to perform its duties arising under this Order;
- (f) be at liberty to engage independent legal counsel or such other persons as the Monitor deems necessary or advisable respecting the exercise of its powers and performance of its obligations under this Order; and

- (g) perform such other duties as are required by this Order or by this Court from time to time.

28. THIS COURT ORDERS that the Monitor shall not take possession of the Property and shall take no part whatsoever in the management or supervision of the management of the Business and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the Business or Property, or any part thereof.

29. THIS COURT ORDERS that nothing herein contained shall require the Monitor to occupy or to take control, care, charge, possession or management (separately and/or collectively, "Possession") of any of the Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination including, without limitation, the *Canadian Environmental Protection Act*, the *Ontario Environmental Protection Act*, the *Ontario Water Resources Act*, or the *Ontario Occupational Health and Safety Act* and regulations thereunder (the "Environmental Legislation"), provided however that nothing herein shall exempt the Monitor from any duty to report or make disclosure imposed by applicable Environmental Legislation. The Monitor shall not, as a result of this Order or anything done in pursuance of the Monitor's duties and powers under this Order, be deemed to be in Possession of any of the Property within the meaning of any Environmental Legislation, unless it is actually in possession.

30. THIS COURT ORDERS that that the Monitor shall provide any creditor of the Applicants with information provided by the Applicants in response to reasonable requests for information made in writing by such creditor addressed to the Monitor. The Monitor shall not have any responsibility or liability with respect to the information disseminated by it pursuant to this paragraph. In the case of information that the Monitor has been advised by the Applicants is confidential, the Monitor shall not provide such information to creditors unless otherwise directed by this Court or on such terms as the Monitor and the Applicants may agree.

31. THIS COURT ORDERS that, in addition to the rights and protections afforded the Monitor under the CCAA or as an officer of this Court, the Monitor shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order,

save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded the Monitor by the CCAA or any applicable legislation.

32. THIS COURT ORDERS that the Monitor, counsel to the Monitor, the Chief Restructuring Officer (as defined below), counsel to the Applicants and counsel to the boards of directors of the Applicants shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, by the Applicants as part of the costs of these proceedings. The Applicants are hereby authorized and directed to pay the accounts of the Monitor, counsel for the Monitor, the Chief Restructuring Officer, counsel for the Applicants and counsel to the boards of directors of the Applicants on a weekly basis.

33. THIS COURT ORDERS that the Monitor and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Monitor and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.

34. THIS COURT ORDERS that the Monitor, counsel to the Monitor, the Chief Restructuring Officer, the Applicants' counsel and counsel to the boards of directors of the Applicants shall be entitled to the benefit of and are hereby granted a charge (the "Administration Charge") on the Property, which charge shall not exceed an aggregate amount of \$250,000, as security for their professional fees and disbursements incurred at the standard rates and charges of the Monitor and such counsel, both before and after the making of this Order in respect of these proceedings. The Administration Charge shall have the priority set out in paragraphs 39 and 41 hereof.

APPOINTMENT OF CHIEF RESTRUCTURING OFFICER

35. THIS COURT ORDERS that Victorian Order Of Nurses For Canada is authorized to engage March Advisory Services Inc. as Chief Restructuring Officer (in such capacity, the "**Chief Restructuring Officer**") on the terms and conditions set out in the form of CRO Engagement Letter (as such term is defined in the Poirier Affidavit). The Chief Restructuring Officer shall not be engaged by, and shall not be deemed to have been engaged by, Victorian Order Of Nurses For Canada – Eastern Region or Victorian Order Of Nurses For Canada – Western Region.

36. THIS COURT ORDERS Victorian Order Of Nurses For Canada is authorized to enter into the CRO Engagement Letter and Victorian Order Of Nurses For Canada is authorized to perform its obligations thereunder.

37. THIS COURT ORDERS that any obligations of Victorian Order Of Nurses For Canada under the CRO Engagement Letter for payment of fees and expenses shall be entitled to the benefit of the Administration Charge and any obligations of Victorian Order Of Nurses For Canada under the CRO Engagement Letter for payment of indemnities shall be entitled to the benefit of the Directors' Charge.

38. THIS COURT ORDERS that any claims of the Chief Restructuring Officer under the CRO Engagement Letter shall be treated as unaffected in any Plan.

VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER

39. THIS COURT ORDERS that the priorities of the Directors' Charge and the Administration Charge, as among them, shall be as follows:

First – Administration Charge (to the maximum amount of \$250,000); and

Second – Directors' Charge (to the maximum amount of \$750,000).

40. THIS COURT ORDERS that the filing, registration or perfection of the Directors' Charge or the Administration Charge (collectively, the "Charges") shall not be required, and that the Charges shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Charges coming into existence, notwithstanding any such failure to file, register, record or perfect.

41. THIS COURT ORDERS that each of the Directors' Charge and the Administration Charge (each as constituted and defined herein) shall constitute a charge on the Property and such Charges shall rank in priority to all security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, "Encumbrances") in favour of The Bank of Nova Scotia and behind all other existing Encumbrances affecting the Property charged by such Encumbrances in favour of Persons that have not been served with notice of this Motion. The Applicants and the beneficiaries of the Charges shall be entitled to seek priority for the Charges ahead of the Encumbrances in favour of Persons other than The Bank of Nova Scotia on notice to those parties likely to be affected by such priority.

42. THIS COURT ORDERS that except as otherwise expressly provided for herein, or as may be approved by this Court, the Applicants shall not grant any Encumbrances over any Property that rank in priority to, or *pari passu* with, any of the Directors' Charge or the Administration Charge, unless the Applicants also obtain the prior written consent of the Monitor and the beneficiaries of the Directors' Charge and the Administration Charge, or further Order of this Court.

43. THIS COURT ORDERS that the Directors' Charge and the Administration Charge shall not be rendered invalid or unenforceable and the rights and remedies of the chargees entitled to the benefit of the Charges (collectively, the "Chargees") shall not otherwise be limited or impaired in any way by (a) the pendency of these proceedings and the declarations of insolvency made herein; (b) any application(s) for bankruptcy order(s) issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the "BIA"), or any bankruptcy order made pursuant to such applications; (c) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (d) the provisions of any federal or provincial statutes; or (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an "Agreement") which binds any of the Applicants, and notwithstanding any provision to the contrary in any Agreement:

- (a) the creation of the Charges shall not create or be deemed to constitute a breach by the Applicants of any Agreement to which any Applicant is a party;
- (b) none of the Chargees shall have any liability to any Person whatsoever as a result of any breach of any Agreement caused by or resulting from the creation of the Charges; and
- (c) the payments made by the Applicants pursuant to this Order and the granting of the Charges, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.

44. THIS COURT ORDERS that any Charge created by this Order over leases of real property in Canada shall only be a Charge in the Applicants' interest in such real property leases.

KEY EMPLOYEE RETENTION PLAN

45. THIS COURT ORDERS that the payments to be made pursuant to the Key Employee Retention Plan (as such terms are defined in the Poirier Affidavit), which is attached as a confidential exhibit to the Poirier Affidavit, are hereby approved and the Applicants are authorized and directed to make payments in accordance with the terms of such Key Employee Retention Plan.

SEALING

46. THIS COURT ORDERS that Confidential Exhibits "K" and "L" to the Poirier Affidavit be and are hereby sealed pending further Order of the Court and shall not form part of the public record.

SERVICE AND NOTICE

47. THIS COURT ORDERS that the Monitor shall (i) without delay, publish in either the National Post (national edition) or the Globe and Mail (national edition) a notice containing the information prescribed under the CCAA, (ii) within five days after the date of this Order, (A) make this Order publicly available in the manner prescribed under the CCAA, (B) send, by ordinary mail, a notice to every known creditor who has a claim against any of the Applicants of more than \$1000, and (C) prepare a list showing the names and addresses of those creditors and the estimated amounts of those claims, and make it publicly available in the prescribed manner, all in accordance with Section 23(1)(a) of the CCAA and the regulations made thereunder, provided that the Monitor shall not make the claims, names and addresses of individuals who are creditors publicly available.

48. THIS COURT ORDERS the E-Service Protocol of the Commercial List (the "Protocol") is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/e-service-protocol/>) shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to Rule 3.01(d) of the Rules of Civil Procedure and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Protocol

with the following URL: www.collinsbarrow.com/en/cbn/restructuring-and-recovery-engagements/v-o-n (the "**Website**").

49. THIS COURT ORDERS that if the service or distribution of documents in accordance with the Protocol is not practicable, the Applicants and the Monitor are at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or facsimile transmission to the Applicants' creditors or other interested parties at their respective addresses as last shown on the records of the Applicants and that any such service or distribution by courier, personal delivery or facsimile transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

50. THIS COURT ORDERS that the Monitor shall create, maintain and update as necessary a list of all Persons appearing in person or by counsel in this proceeding (the "**Service List**"). The Monitor shall post the Service List, as may be updated from time to time, on the Website as part of the public materials to be recorded thereon in relation to this proceeding. Notwithstanding the foregoing, the Monitor shall have no liability in respect of the accuracy of or the timeliness of making any changes to the Service List.

GENERAL

51. THIS COURT ORDERS that the Applicants or the Monitor may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

52. THIS COURT ORDERS that nothing in this Order shall prevent the Monitor from acting as an interim receiver, a receiver, a receiver and manager, or a trustee in bankruptcy of the Applicants (or any of them), the Business or the Property.

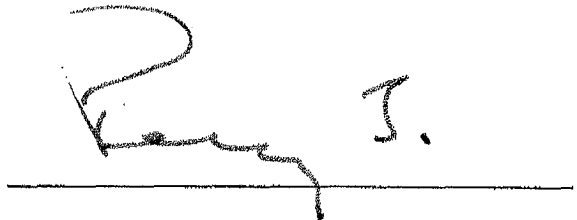
53. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this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

Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

54. THIS COURT ORDERS that each of the Applicants and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

55. THIS COURT ORDERS that any interested party (including the Applicants and the Monitor) may apply to this Court to vary or amend this Order on not less than seven (7) days notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

56. THIS COURT ORDERS that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Standard/Daylight Time on the date of this Order.



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ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

NOV 25 2015

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

AND IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990, C. C-43, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF VICTORIAN ORDER OF NURSES FOR CANADA, VICTORIAN ORDER OF NURSES FOR CANADA – EASTERN REGION AND VICTORIAN ORDER OF NURSES FOR CANADA – WESTERN REGION

Court File No:

C-15-11192-0000

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

INITIAL ORDER

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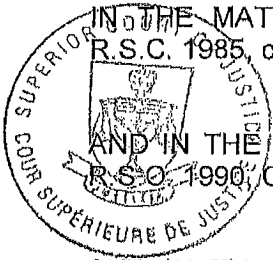
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Lawyers for the Applicants

APPENDIX "B"

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR) WEDNESDAY, THE 25TH
JUSTICE PENNY)
DAY OF NOVEMBER, 2015



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

AND IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT,
R.S.O. 1990, C. C-43, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF VICTORIAN ORDER OF NURSES FOR CANADA, VICTORIAN ORDER OF
NURSES FOR CANADA – EASTERN REGION AND VICTORIAN ORDER OF
NURSES FOR CANADA – WESTERN REGION

Applicants

FIRST AMENDED AND RESTATED INITIAL ORDER

THIS APPLICATION, made by the Applicants, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCA") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Jo-Anne Poirier sworn November 24, 2015 (the "Poirier Affidavit") and the Exhibits thereto and on hearing the submissions of counsel for the Applicants, Collins Barrow Toronto Limited (as the proposed Monitor), the Board of Directors of the Applicants and Bank of Nova Scotia, no one else appearing although duly served as appears from the affidavit of service of Evan Cobb sworn November 25, 2015 and on reading the

consent of Collins Barrow Toronto Limited to act as the Monitor,

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

APPLICATION

2. THIS COURT ORDERS AND DECLARES that the Applicants are companies to which the CCAA applies.

PLAN OF ARRANGEMENT

3. THIS COURT ORDERS that the Applicants shall have the authority to file and may, subject to further order of this Court, file with this Court a plan of compromise or arrangement (hereinafter referred to as the "Plan"). The Bank of Nova Scotia shall be treated as unaffected in any Plan.

POSSESSION OF PROPERTY AND OPERATIONS

4. THIS COURT ORDERS that the Applicants shall remain in possession and control of their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceeds thereof (the "Property"). Subject to further Order of this Court and subject to Paragraph 11 hereof, the Applicants shall continue to carry on business in a manner consistent with the preservation of their business (the "Business") and Property. The Applicants shall be authorized and empowered to continue to retain and employ the employees, consultants, agents, experts, accountants, counsel and such other persons (collectively "Assistants") currently retained or employed by them, with liberty to retain such further Assistants as they deem reasonably necessary or desirable in the ordinary course of business or for the carrying out of the terms of this Order.

5. THIS COURT ORDERS that the Applicants shall be entitled to establish and utilize the Modified Cash Management System (as defined in the Poirier Affidavit and as described in the Poirier Affidavit) or replace it with another substantially similar central cash management system (the "Cash Management System") and that The Bank of Nova Scotia, or any other present or future bank, providing the Cash Management System shall not be

under any obligation whatsoever to inquire into the propriety, validity or legality of any transfer, payment, collection or other action taken under the Cash Management System, or as to the use or application by the Applicants of funds transferred, paid, collected or otherwise dealt with in the Cash Management System, shall be entitled to provide the Cash Management System without any liability in respect thereof to any Person (as hereinafter defined) other than the Applicants, pursuant to the terms of the documentation applicable to the Cash Management System, and shall be, in its capacity as provider of the Cash Management System, an unaffected creditor under any Plan with regard to any claims or expenses it may suffer or incur in connection with the provision of the Cash Management System. For greater certainty, and without limiting the generality of the foregoing, the Applicants and The Bank of Nova Scotia are authorized to terminate the Existing Mirror Netting Agreement (as defined in the Poirier Affidavit) and the existing cash management system as described in the Poirier Affidavit.

6. THIS COURT ORDERS that the Applicants shall be entitled but not required to pay the following expenses whether incurred prior to or after this Order:

- (a) all outstanding and future wages, salaries, employee and pension benefits, vacation pay and expenses, and volunteer and director expense reimbursements, in each case incurred in the ordinary course of business and consistent with existing compensation policies and arrangements;
- (b) the fees and disbursements of any Assistants retained or employed by the Applicants in respect of these proceedings, at their standard rates and charges;
- (c) the fees and disbursements of the Monitor, counsel to the Monitor, the Chief Restructuring Officer, the Applicants' counsel and counsel to the boards of directors of the Applicants; and
- (d) liabilities for charges incurred on credit cards issued to the Applicants.

7. THIS COURT ORDERS that, except as otherwise provided to the contrary herein, the Applicants shall be entitled but not required to pay all reasonable expenses incurred by the Applicants in carrying on the Business in the ordinary course after this Order, and in carrying out the provisions of this Order, which expenses shall include, without limitation:

- (a) all expenses and capital expenditures reasonably necessary for the preservation of the Property or the Business including, without limitation, payments on account of insurance (including directors and officers insurance), maintenance and security services; and
- (b) payment for goods or services actually supplied to the Applicants following the date of this Order.

8. THIS COURT ORDERS that the Applicants shall remit, in accordance with legal requirements, or pay:

- (a) any statutory deemed trust amounts in favour of the Crown in right of Canada or of any Province thereof or any other taxation authority which are required to be deducted from employees' wages, including, without limitation, amounts in respect of (i) employment insurance, (ii) Canada Pension Plan, (iii) Quebec Pension Plan, and (iv) income taxes;
- (b) all goods and services or other applicable sales taxes (collectively, "Sales Taxes") required to be remitted by the Applicants in connection with the sale of goods and services by the Applicants, but only where such Sales Taxes are accrued or collected after the date of this Order, or where such Sales Taxes were accrued or collected prior to the date of this Order but not required to be remitted until on or after the date of this Order, and
- (c) any amount payable to the Crown in right of Canada or of any Province thereof or any political subdivision thereof or any other taxation authority in respect of municipal realty, municipal business or other taxes, assessments or levies of any nature or kind which are entitled at law to be paid in priority to claims of secured creditors and which are attributable to or in respect of the carrying on of the Business by the Applicants.

9. THIS COURT ORDERS that until a real property lease is disclaimed in accordance with the CCAA, the Applicants shall pay all amounts constituting rent or payable as rent under real property leases (including, for greater certainty, common area maintenance charges, utilities and realty taxes and any other amounts payable to the landlord under the lease) or as otherwise may be negotiated between the Applicants and the landlord from time to time ("Rent"), for the period commencing from and including the date of this Order,

monthly in advance (but not in arrears). On the date of the first of such payments, any Rent relating to the period commencing from and including the date of this Order shall also be paid.

10. THIS COURT ORDERS that, except as specifically permitted herein, the Applicants are hereby directed, until further Order of this Court: (a) to make no payments of principal, interest thereon or otherwise on account of amounts owing by the Applicants to any of their creditors as of this date; (b) to grant no security interests, trust, liens, charges or encumbrances upon or in respect of any of their Property; and (c) to not grant credit or incur liabilities except in the ordinary course of the Business. Notwithstanding the foregoing, the termination of the Existing BNS Facility (as defined in the Poirier Affidavit) is hereby approved and Victorian Order Of Nurses For Canada is authorized to enter into the BNS Guarantee (as defined in the Poirier Affidavit), perform its obligations thereunder, and grant security over its Property as security for its obligations to The Bank of Nova Scotia.

RESTRUCTURING

11. THIS COURT ORDERS that the Applicants shall, subject to such requirements as are imposed by the CCAA have the right to:

- (a) permanently or temporarily cease, downsize or shut down any of their business or operations, and to dispose of redundant or non-material assets not exceeding \$100,000 in any one transaction or \$250,000 in the aggregate;
- (b) terminate the employment of such of their employees or temporarily lay off such of their employees as they deem appropriate; and
- (c) pursue all avenues of refinancing of their Business or Property, in whole or part, subject to prior approval of this Court being obtained before any material refinancing,

all of the foregoing to permit the Applicants to proceed with an orderly restructuring of the Business (the "Restructuring").

12. THIS COURT ORDERS that the Applicants shall provide each of the relevant landlords with notice of the Applicants' intention to remove any fixtures from any leased premises at least seven (7) days prior to the date of the intended removal. The relevant landlord shall be entitled to have a representative present in the leased premises to observe such removal and, if the landlord disputes an Applicant's entitlement to remove any such

fixture under the provisions of the lease, such fixture shall remain on the premises and shall be dealt with as agreed between any applicable secured creditors, such landlord and the Applicants, or by further Order of this Court upon application by the Applicants on at least two (2) days notice to such landlord and any such secured creditors. If an Applicant disclaims the lease governing such leased premises in accordance with Section 32 of the CCAA, it shall not be required to pay Rent under such lease pending resolution of any such dispute (other than Rent payable for the notice period provided for in Section 32(5) of the CCAA), and the disclaimer of the lease shall be without prejudice to that Applicant's claim to the fixtures in dispute. For greater certainty, and without limiting any other provisions of this Order, nothing in this Order shall restrict the Applicants or their employees from retrieving and removing from any leased premises any medical records or personal property of employees and former employees.

13. THIS COURT ORDERS that if a notice of disclaimer is delivered pursuant to Section 32 of the CCAA, then (a) during the notice period prior to the effective time of the disclaimer, the landlord may show the affected leased premises to prospective tenants during normal business hours, on giving the Applicants and the Monitor 24 hours' prior written notice, and (b) at the effective time of the disclaimer, the relevant landlord shall be entitled to take possession of any such leased premises without waiver of or prejudice to any claims or rights such landlord may have against the Applicants in respect of such lease or leased premises and such landlord shall be entitled to notify the Applicants of the basis on which it is taking possession and to gain possession of and re-lease such leased premises to any third party or parties on such terms as such landlord considers advisable, provided that nothing herein shall relieve such landlord of its obligation to mitigate any damages claimed in connection therewith.

NO PROCEEDINGS AGAINST THE APPLICANTS OR THE PROPERTY

14. THIS COURT ORDERS that until and including February 26, 2016, or such later date as this Court may order (the "Stay Period"), no proceeding or enforcement process in any court or tribunal (each, a "Proceeding") shall be commenced or continued against or in respect of the Applicants, the Chief Restructuring Officer or the Monitor, or affecting the Business or the Property, except with the written consent of the Applicants, the Chief Restructuring Officer and the Monitor, or with leave of this Court, and any and all Proceedings currently under way against or in respect of the Applicants or affecting the

Business or the Property are hereby stayed and suspended pending further Order of this Court.

15. THIS COURT ORDERS that, notwithstanding paragraphs 14 and 17 herein, nothing herein will prevent The Bank of Nova Scotia from enforcing its rights against any cash collateral or other security held by The Bank of Nova Scotia in connection with any letters of credit or credit cards issued by The Bank of Nova Scotia in connection with, or for the benefit of, any of the Applicants.

16. THIS COURT ORDERS that upon (i) the occurrence of an event that would permit demand and enforcement by The Bank of Nova Scotia under the BNS Guarantee and any related security and (ii) granting of an Order of this Court, granted on 2 business days' notice to the Applicants and the Monitor, approving the exercise of such rights and remedies, The Bank of Nova Scotia shall be entitled to exercise any and all of its rights and remedies against the Victorian Order Of Nurses For Canada or its Property under and pursuant to the BNS Guarantee and related security.

NO EXERCISE OF RIGHTS OR REMEDIES

17. THIS COURT ORDERS that during the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entities (all of the foregoing, collectively being "Persons" and each being a "Person") against or in respect of the Applicants, the Chief Restructuring Officer or the Monitor, or affecting the Business or the Property, are hereby stayed and suspended except with the written consent of the Applicants, the Chief Restructuring Officer and the Monitor, or leave of this Court, provided that nothing in this Order shall (i) empower the Applicants to carry on any business which the Applicants are not lawfully entitled to carry on, (ii) affect such investigations, actions, suits or proceedings by a regulatory body as are permitted by Section 11.1 of the CCAA, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

NO INTERFERENCE WITH RIGHTS

18. THIS COURT ORDERS that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the Applicants, except with the written consent of the Applicants and the Monitor, or leave of this Court.

CONTINUATION OF SERVICES

19. THIS COURT ORDERS that during the Stay Period, all Persons having oral or written agreements with the Applicants or statutory or regulatory mandates for the supply of goods and/or services, including without limitation all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to the Business or the Applicants, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Applicants, and that the Applicants shall be entitled to the continued use of their current premises, telephone numbers, facsimile numbers, internet addresses, domain names, information technology support and data processing services, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Applicants in accordance with normal payment practices of the Applicants or such other practices as may be agreed upon by the supplier or service provider and each of the Applicants and the Monitor, or as may be ordered by this Court.

NON-DEROGATION OF RIGHTS

20. THIS COURT ORDERS that, notwithstanding anything else in this Order, no Person shall be prohibited from requiring immediate payment for goods, services, use of lease or licensed property or other valuable consideration provided on or after the date of this Order, nor shall any Person be under any obligation on or after the date of this Order to advance or re-advance any monies or otherwise extend any credit to the Applicants. Nothing in this Order shall derogate from the rights conferred and obligations imposed by the CCAA.

PROCEEDINGS AGAINST DIRECTORS AND OFFICERS

21. THIS COURT ORDERS that during the Stay Period, and except as permitted by subsection 11.03(2) of the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of any of the Applicants with respect to any claim against the directors or officers that arose before the date hereof and that relates to any obligations of any of the Applicants whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations, until a compromise or arrangement in respect of the Applicants, if one is filed, is sanctioned by this Court or is refused by the creditors of the Applicants or this Court.

DIRECTORS' AND OFFICERS' INDEMNIFICATION AND CHARGE

22. THIS COURT ORDERS that the Applicants shall indemnify their directors and officers against obligations and liabilities that they may incur as directors or officers of the Applicants after the commencement of the within proceedings, except to the extent that, with respect to any officer or director, the obligation or liability was incurred as a result of the director's or officer's gross negligence or wilful misconduct.

23. THIS COURT ORDERS that the directors and officers of the Applicants shall be entitled to the benefit of and are hereby granted a charge (the "Directors' Charge") on the Property, which charge shall not exceed an aggregate amount of \$750,000, as security for the indemnity provided in paragraph 22 of this Order. The Directors' Charge shall have the priority set out in paragraphs 39 and 41 herein.

24. THIS COURT ORDERS that, notwithstanding any language in any applicable insurance policy to the contrary, (a) no insurer shall be entitled to be subrogated to or claim the benefit of the Directors' Charge, and (b) the Applicants' directors and officers shall only be entitled to the benefit of the Directors' Charge to the extent that they do not have coverage under any directors' and officers' insurance policy, or to the extent that such coverage is insufficient to pay amounts indemnified in accordance with paragraph 22 of this Order.

PROTECTIONS FOR NON-APPLICANT ENTITIES

25. THIS COURT ORDERS that, without limiting Paragraphs 14 through 19 hereof with respect to the Applicants, during the Stay Period, no Funder (as defined in the Poirier Affidavit) shall:

- (a) discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by Victorian Order Of Nurses For Canada Nova Scotia Branch or Victorian Order Of Nurses For Canada – Ontario Branch (collectively, the "Non-Applicant Entities"); or
- (b) have any rights to accelerate, amend, declare in default or enforce on any contract, agreement, instrument or other document,

in each case, due to the Applicants being parties to this proceeding, having made an Application to this Court pursuant to the CCAA and the *Courts of Justice Act* (Ontario)

including any declarations of insolvency contained therein in respect of the Applicants or the Non-Applicant Entities, the appointment of a receiver in respect of the Applicants, or taking any steps in furtherance thereof, or complying with the terms of any Order granted in these CCAA proceedings or under the *Courts of Justice Act* (Ontario), except with the written consent of the Applicants, Chief Restructuring Officer and the Monitor, or leave of this Court.

APPOINTMENT OF MONITOR

26. THIS COURT ORDERS that Collins Barrow Toronto Limited is hereby appointed pursuant to the CCAA as the Monitor, an officer of this Court, to monitor the business and financial affairs of the Applicants with the powers and obligations set out in the CCAA or set forth herein and that the Applicants and their members, officers, directors, and Assistants shall advise the Monitor of all material steps taken by the Applicants pursuant to this Order, and shall co-operate fully with the Monitor in the exercise of its powers and discharge of its obligations and provide the Monitor with the assistance that is necessary to enable the Monitor to adequately carry out the Monitor's functions.

27. THIS COURT ORDERS that the Monitor, in addition to its prescribed rights and obligations under the CCAA, is hereby directed and empowered to:

- (a) monitor the Applicants' receipts and disbursements;
- (b) report to this Court at such times and intervals as the Monitor may deem appropriate with respect to matters relating to the Property, the Business, and such other matters as may be relevant to the proceedings herein;
- (c) advise the Applicants in their development of any Plan and any amendments to such Plan;
- (d) assist the Applicants, to the extent required by the Applicants, with the holding and administering of creditors' or members' meetings for voting on any Plan;
- (e) have full and complete access to the Property, including the premises, books, records, data, including data in electronic form, and other financial documents of the Applicants, to the extent that is necessary to adequately assess the Applicants' business and financial affairs or to perform its duties arising under this Order;

- (f) be at liberty to engage independent legal counsel or such other persons as the Monitor deems necessary or advisable respecting the exercise of its powers and performance of its obligations under this Order; and
- (g) perform such other duties as are required by this Order or by this Court from time to time.

28. THIS COURT ORDERS that the Monitor shall not take possession of the Property and shall take no part whatsoever in the management or supervision of the management of the Business and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the Business or Property, or any part thereof.

29. THIS COURT ORDERS that nothing herein contained shall require the Monitor to occupy or to take control, care, charge, possession or management (separately and/or collectively, "Possession") of any of the Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination including, without limitation, the *Canadian Environmental Protection Act*, the *Ontario Environmental Protection Act*, the *Ontario Water Resources Act*, or the *Ontario Occupational Health and Safety Act* and regulations thereunder (the "Environmental Legislation"), provided however that nothing herein shall exempt the Monitor from any duty to report or make disclosure imposed by applicable Environmental Legislation. The Monitor shall not, as a result of this Order or anything done in pursuance of the Monitor's duties and powers under this Order, be deemed to be in Possession of any of the Property within the meaning of any Environmental Legislation, unless it is actually in possession.

30. THIS COURT ORDERS that that the Monitor shall provide any creditor of the Applicants with information provided by the Applicants in response to reasonable requests for information made in writing by such creditor addressed to the Monitor. The Monitor shall not have any responsibility or liability with respect to the information disseminated by it pursuant to this paragraph. In the case of information that the Monitor has been advised by the Applicants is confidential, the Monitor shall not provide such information to creditors unless otherwise directed by this Court or on such terms as the Monitor and the Applicants may agree.

31. THIS COURT ORDERS that, in addition to the rights and protections afforded the Monitor under the CCAA or as an officer of this Court, the Monitor shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded the Monitor by the CCAA or any applicable legislation.

32. THIS COURT ORDERS that the Monitor, counsel to the Monitor, the Chief Restructuring Officer (as defined below), counsel to the Applicants and counsel to the boards of directors of the Applicants shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, by the Applicants as part of the costs of these proceedings. The Applicants are hereby authorized and directed to pay the accounts of the Monitor, counsel for the Monitor, the Chief Restructuring Officer, counsel for the Applicants and counsel to the boards of directors of the Applicants on a weekly basis.

33. THIS COURT ORDERS that the Monitor and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Monitor and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.

34. THIS COURT ORDERS that the Monitor, counsel to the Monitor, the Chief Restructuring Officer, the Applicants' counsel and counsel to the boards of directors of the Applicants shall be entitled to the benefit of and are hereby granted a charge (the "Administration Charge") on the Property, which charge shall not exceed an aggregate amount of \$250,000, as security for their professional fees and disbursements incurred at the standard rates and charges of the Monitor and such counsel, both before and after the making of this Order in respect of these proceedings. The Administration Charge shall have the priority set out in paragraphs 39 and 41 hereof.

APPOINTMENT OF CHIEF RESTRUCTURING OFFICER

35. THIS COURT ORDERS that Victorian Order Of Nurses For Canada is authorized to engage March Advisory Services Inc. as Chief Restructuring Officer (in such capacity, the "Chief Restructuring Officer") on the terms and conditions set out in the form of CRO Engagement Letter (as such term is defined in the Poirier Affidavit). The Chief Restructuring Officer shall not be engaged by, and shall not be deemed to have been engaged by,

Victorian Order Of Nurses For Canada – Eastern Region or Victorian Order Of Nurses For Canada – Western Region.

36. THIS COURT ORDERS Victorian Order Of Nurses For Canada is authorized to enter into the CRO Engagement Letter and Victorian Order Of Nurses For Canada is authorized to perform its obligations thereunder.

37. THIS COURT ORDERS that any obligations of Victorian Order Of Nurses For Canada under the CRO Engagement Letter for payment of fees and expenses shall be entitled to the benefit of the Administration Charge and any obligations of Victorian Order Of Nurses For Canada under the CRO Engagement Letter for payment of indemnities shall be entitled to the benefit of the Directors' Charge.

38. THIS COURT ORDERS that any claims of the Chief Restructuring Officer under the CRO Engagement Letter shall be treated as unaffected in any Plan.

VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER

39. THIS COURT ORDERS that the priorities of the Directors' Charge and the Administration Charge, as among them, shall be as follows:

First – Administration Charge (to the maximum amount of \$250,000); and

Second – Directors' Charge (to the maximum amount of \$750,000).

40. THIS COURT ORDERS that the filing, registration or perfection of the Directors' Charge or the Administration Charge (collectively, the "Charges") shall not be required, and that the Charges shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Charges coming into existence, notwithstanding any such failure to file, register, record or perfect.

41. THIS COURT ORDERS that each of the Directors' Charge and the Administration Charge (each as constituted and defined herein) shall constitute a charge on the Property and such Charges shall rank in priority to all security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, "Encumbrances") in favour of any Person.

42. THIS COURT ORDERS that except as otherwise expressly provided for herein, or as may be approved by this Court, the Applicants shall not grant any Encumbrances over any Property that rank in priority to, or *pari passu* with, any of the Directors' Charge or the Administration Charge, unless the Applicants also obtain the prior written consent of the Monitor and the beneficiaries of the Directors' Charge and the Administration Charge, or further Order of this Court.

43. THIS COURT ORDERS that the Directors' Charge and the Administration Charge shall not be rendered invalid or unenforceable and the rights and remedies of the chargees entitled to the benefit of the Charges (collectively, the "Chargees") shall not otherwise be limited or impaired in any way by (a) the pendency of these proceedings and the declarations of insolvency made herein; (b) any application(s) for bankruptcy order(s) issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the "BIA"), or any bankruptcy order made pursuant to such applications; (c) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (d) the provisions of any federal or provincial statutes; or (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an "Agreement") which binds any of the Applicants, and notwithstanding any provision to the contrary in any Agreement:

- (a) the creation of the Charges shall not create or be deemed to constitute a breach by the Applicants of any Agreement to which any Applicant is a party;
- (b) none of the Chargees shall have any liability to any Person whatsoever as a result of any breach of any Agreement caused by or resulting from the creation of the Charges; and
- (c) the payments made by the Applicants pursuant to this Order and the granting of the Charges, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.

44. THIS COURT ORDERS that any Charge created by this Order over leases of real property in Canada shall only be a Charge in the Applicants' interest in such real property leases.

KEY EMPLOYEE RETENTION PLAN

45. THIS COURT ORDERS that the payments to be made pursuant to the Key Employee Retention Plan (as such terms are defined in the Poirier Affidavit), which is attached as a confidential exhibit to the Poirier Affidavit, are hereby approved and the Applicants are authorized and directed to make payments in accordance with the terms of such Key Employee Retention Plan.

SEALING

46. THIS COURT ORDERS that Confidential Exhibits "K" and "L" to the Poirier Affidavit be and are hereby sealed pending further Order of the Court and shall not form part of the public record.

SERVICE AND NOTICE

47. THIS COURT ORDERS that the Monitor shall (i) without delay, publish in either the National Post (national edition) or the Globe and Mail (national edition) a notice containing the information prescribed under the CCAA, (ii) within five days after the date of this Order, (A) make this Order publicly available in the manner prescribed under the CCAA, (B) send, by ordinary mail, a notice to every known creditor who has a claim against any of the Applicants of more than \$1000, and (C) prepare a list showing the names and addresses of those creditors and the estimated amounts of those claims, and make it publicly available in the prescribed manner, all in accordance with Section 23(1)(a) of the CCAA and the regulations made thereunder, provided that the Monitor shall not make the claims, names and addresses of individuals who are creditors publicly available.

48. THIS COURT ORDERS the E-Service Protocol of the Commercial List (the "**Protocol**") is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/e-service-protocol/>) shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to Rule 3.01(d) of the Rules of Civil Procedure and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Protocol

with the following URL: www.collinsbarrow.com/en/cbn/restructuring-and-recovery-engagements/v-o-n (the "**Website**").

49. THIS COURT ORDERS that if the service or distribution of documents in accordance with the Protocol is not practicable, the Applicants and the Monitor are at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or facsimile transmission to the Applicants' creditors or other interested parties at their respective addresses as last shown on the records of the Applicants and that any such service or distribution by courier, personal delivery or facsimile transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

50. THIS COURT ORDERS that the Monitor shall create, maintain and update as necessary a list of all Persons appearing in person or by counsel in this proceeding (the "**Service List**"). The Monitor shall post the Service List, as may be updated from time to time, on the Website as part of the public materials to be recorded thereon in relation to this proceeding. Notwithstanding the foregoing, the Monitor shall have no liability in respect of the accuracy of or the timeliness of making any changes to the Service List.

GENERAL

51. THIS COURT ORDERS that the Applicants or the Monitor may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

52. THIS COURT ORDERS that nothing in this Order shall prevent the Monitor from acting as an interim receiver, a receiver, a receiver and manager, or a trustee in bankruptcy of the Applicants (or any of them), the Business or the Property.

53. 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 Applicants, the Monitor and their respective 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 Applicants and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the

Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

54. THIS COURT ORDERS that each of the Applicants and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

55. THIS COURT ORDERS that any interested party (including the Applicants and the Monitor) may apply to this Court to vary or amend this Order on not less than seven (7) days notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

56. THIS COURT ORDERS that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Standard/Daylight Time on the date of this Order.

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

DEC 09 2015

"Randy J."

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

Court File No: CV-15-11152-00CL

AND IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, C. C-43, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF VICTORIAN ORDER OF NURSES FOR CANADA, VICTORIAN ORDER OF NURSES FOR CANADA – EASTERN REGION AND VICTORIAN ORDER OF NURSES FOR CANADA – WESTERN REGION

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

FIRST AMENDED AND RESTATED INITIAL ORDER

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Lawyers for the Applicants

APPENDIX "C"

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR) WEDNESDAY, THE 25TH
JUSTICE PENNY) DAY OF NOVEMBER, 2015

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

AND IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE ACT*,
R.S.O. 1990, C.C-43, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF VICTORIAN ORDER OF NURSES FOR CANADA, VICTORIAN ORDER OF
NURSES FOR CANADA – EASTERN REGION AND VICTORIAN ORDER OF
NURSES FOR CANADA – WESTERN REGION

Applicants

SECOND AMENDED AND RESTATED INITIAL ORDER

THIS APPLICATION, made by the Applicants, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Jo-Anne Poirier sworn November 24, 2015 (the "Poirier Affidavit") and the Exhibits thereto and on hearing the submissions of counsel for the Applicants, Collins Barrow Toronto Limited (as the proposed Monitor), the Board of Directors of the Applicants and Bank of Nova Scotia, no one else appearing although duly served as appears from the affidavit of service of Evan Cobb sworn November 25, 2015 and on reading the

consent of Collins Barrow Toronto Limited to act as the Monitor,

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

APPLICATION

2. THIS COURT ORDERS AND DECLARES that the Applicants are companies to which the CCAA applies.

PLAN OF ARRANGEMENT

3. THIS COURT ORDERS that the Applicants shall have the authority to file and may, subject to further order of this Court, file with this Court a plan of compromise or arrangement (hereinafter referred to as the "Plan"). The Bank of Nova Scotia shall be treated as unaffected in any Plan.

POSSESSION OF PROPERTY AND OPERATIONS

4. THIS COURT ORDERS that the Applicants shall remain in possession and control of their current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceeds thereof (the "Property"). Subject to further Order of this Court and subject to Paragraph 11 hereof, the Applicants shall continue to carry on business in a manner consistent with the preservation of their business (the "Business") and Property. The Applicants shall be authorized and empowered to continue to retain and employ the employees, consultants, agents, experts, accountants, counsel and such other persons (collectively "Assistants") currently retained or employed by them, with liberty to retain such further Assistants as they deem reasonably necessary or desirable in the ordinary course of business or for the carrying out of the terms of this Order.

5. THIS COURT ORDERS that the Applicants shall be entitled to establish and utilize the Modified Cash Management System (as defined in the Poirier Affidavit and as described in the Poirier Affidavit) or replace it with another substantially similar central cash management system (the "Cash Management System") and that The Bank of Nova Scotia, or any other present or future bank, providing the Cash Management System shall not be

under any obligation whatsoever to inquire into the propriety, validity or legality of any transfer, payment, collection or other action taken under the Cash Management System, or as to the use or application by the Applicants of funds transferred, paid, collected or otherwise dealt with in the Cash Management System, shall be entitled to provide the Cash Management System without any liability in respect thereof to any Person (as hereinafter defined) other than the Applicants, pursuant to the terms of the documentation applicable to the Cash Management System, and shall be, in its capacity as provider of the Cash Management System, an unaffected creditor under any Plan with regard to any claims or expenses it may suffer or incur in connection with the provision of the Cash Management System. For greater certainty, and without limiting the generality of the foregoing, the Applicants and The Bank of Nova Scotia are authorized to terminate the Existing Mirror Netting Agreement (as defined in the Poirier Affidavit) and the existing cash management system as described in the Poirier Affidavit.

6. THIS COURT ORDERS that the Applicants shall be entitled but not required to pay the following expenses whether incurred prior to or after this Order:

- (a) all outstanding and future wages, salaries, employee and pension benefits, vacation pay and expenses, and volunteer and director expense reimbursements, in each case incurred in the ordinary course of business and consistent with existing compensation policies and arrangements;
- (b) the fees and disbursements of any Assistants retained or employed by the Applicants in respect of these proceedings, at their standard rates and charges;
- (c) the fees and disbursements of the Monitor, counsel to the Monitor, the Chief Restructuring Officer, the Applicants' counsel and counsel to the boards of directors of the Applicants; and
- (d) liabilities for charges incurred on credit cards issued to the Applicants.

7. THIS COURT ORDERS that, except as otherwise provided to the contrary herein, the Applicants shall be entitled but not required to pay all reasonable expenses incurred by the Applicants in carrying on the Business in the ordinary course after this Order, and in carrying out the provisions of this Order, which expenses shall include, without limitation:

- (a) all expenses and capital expenditures reasonably necessary for the preservation of the Property or the Business including, without limitation, payments on account of insurance (including directors and officers insurance), maintenance and security services; and
- (b) payment for goods or services actually supplied to the Applicants following the date of this Order.

8. THIS COURT ORDERS that the Applicants shall remit, in accordance with legal requirements, or pay:

- (a) any statutory deemed trust amounts in favour of the Crown in right of Canada or of any Province thereof or any other taxation authority which are required to be deducted from employees' wages, including, without limitation, amounts in respect of (i) employment insurance, (ii) Canada Pension Plan, (iii) Quebec Pension Plan, and (iv) income taxes;
- (b) all goods and services or other applicable sales taxes (collectively, "Sales Taxes") required to be remitted by the Applicants in connection with the sale of goods and services by the Applicants, but only where such Sales Taxes are accrued or collected after the date of this Order, or where such Sales Taxes were accrued or collected prior to the date of this Order but not required to be remitted until on or after the date of this Order, and
- (c) any amount payable to the Crown in right of Canada or of any Province thereof or any political subdivision thereof or any other taxation authority in respect of municipal realty, municipal business or other taxes, assessments or levies of any nature or kind which are entitled at law to be paid in priority to claims of secured creditors and which are attributable to or in respect of the carrying on of the Business by the Applicants.

9. THIS COURT ORDERS that until a real property lease is disclaimed in accordance with the CCAA, the Applicants shall pay all amounts constituting rent or payable as rent under real property leases (including, for greater certainty, common area maintenance charges, utilities and realty taxes and any other amounts payable to the landlord under the lease) or as otherwise may be negotiated between the Applicants and the landlord from time to time ("Rent"), for the period commencing from and including the date of this Order,

monthly in advance (but not in arrears). On the date of the first of such payments, any Rent relating to the period commencing from and including the date of this Order shall also be paid.

10. THIS COURT ORDERS that, except as specifically permitted herein, the Applicants are hereby directed, until further Order of this Court: (a) to make no payments of principal, interest thereon or otherwise on account of amounts owing by the Applicants to any of their creditors as of this date; (b) to grant no security interests, trust, liens, charges or encumbrances upon or in respect of any of their Property; and (c) to not grant credit or incur liabilities except in the ordinary course of the Business. Notwithstanding the foregoing, the termination of the Existing BNS Facility (as defined in the Poirier Affidavit) is hereby approved and Victorian Order Of Nurses For Canada is authorized to enter into the BNS Guarantee (as defined in the Poirier Affidavit), perform its obligations thereunder, and grant security over its Property as security for its obligations to The Bank of Nova Scotia.

RESTRUCTURING

11. THIS COURT ORDERS that the Applicants shall, subject to such requirements as are imposed by the CCAA have the right to:

- (a) permanently or temporarily cease, downsize or shut down any of their business or operations, and to dispose of redundant or non-material assets not exceeding \$100,000 in any one transaction or \$250,000 in the aggregate;
- (b) terminate the employment of such of their employees or temporarily lay off such of their employees as they deem appropriate; and
- (c) pursue all avenues of refinancing of their Business or Property, in whole or part, subject to prior approval of this Court being obtained before any material refinancing,

all of the foregoing to permit the Applicants to proceed with an orderly restructuring of the Business (the "Restructuring").

12. THIS COURT ORDERS that the Applicants shall provide each of the relevant landlords with notice of the Applicants' intention to remove any fixtures from any leased premises at least seven (7) days prior to the date of the intended removal. The relevant landlord shall be entitled to have a representative present in the leased premises to observe such removal and, if the landlord disputes an Applicant's entitlement to remove any such

fixture under the provisions of the lease, such fixture shall remain on the premises and shall be dealt with as agreed between any applicable secured creditors, such landlord and the Applicants, or by further Order of this Court upon application by the Applicants on at least two (2) days notice to such landlord and any such secured creditors. If an Applicant disclaims the lease governing such leased premises in accordance with Section 32 of the CCAA, it shall not be required to pay Rent under such lease pending resolution of any such dispute (other than Rent payable for the notice period provided for in Section 32(5) of the CCAA), and the disclaimer of the lease shall be without prejudice to that Applicant's claim to the fixtures in dispute. For greater certainty, and without limiting any other provisions of this Order, nothing in this Order shall restrict the Applicants or their employees from retrieving and removing from any leased premises any medical records or personal property of employees and former employees.

13. THIS COURT ORDERS that if a notice of disclaimer is delivered pursuant to Section 32 of the CCAA, then (a) during the notice period prior to the effective time of the disclaimer, the landlord may show the affected leased premises to prospective tenants during normal business hours, on giving the Applicants and the Monitor 24 hours' prior written notice, and (b) at the effective time of the disclaimer, the relevant landlord shall be entitled to take possession of any such leased premises without waiver of or prejudice to any claims or rights such landlord may have against the Applicants in respect of such lease or leased premises and such landlord shall be entitled to notify the Applicants of the basis on which it is taking possession and to gain possession of and re-lease such leased premises to any third party or parties on such terms as such landlord considers advisable, provided that nothing herein shall relieve such landlord of its obligation to mitigate any damages claimed in connection therewith.

NO PROCEEDINGS AGAINST THE APPLICANTS OR THE PROPERTY

14. THIS COURT ORDERS that until and including February 26, 2016, or such later date as this Court may order (the "Stay Period"), no proceeding or enforcement process in any court or tribunal (each, a "Proceeding") shall be commenced or continued against or in respect of the Applicants, the Chief Restructuring Officer or the Monitor, or affecting the Business or the Property, except with the written consent of the Applicants, the Chief Restructuring Officer and the Monitor, or with leave of this Court, and any and all Proceedings currently under way against or in respect of the Applicants or affecting the

Business or the Property are hereby stayed and suspended pending further Order of this Court.

15. THIS COURT ORDERS that, notwithstanding paragraphs 14 and 17 herein, nothing herein will prevent The Bank of Nova Scotia from enforcing its rights against any cash collateral or other security held by The Bank of Nova Scotia in connection with any letters of credit or credit cards issued by The Bank of Nova Scotia in connection with, or for the benefit of, any of the Applicants.

16. THIS COURT ORDERS that upon (i) the occurrence of an event that would permit demand and enforcement by The Bank of Nova Scotia under the BNS Guarantee and any related security and (ii) granting of an Order of this Court, granted on 2 business days' notice to the Applicants and the Monitor, approving the exercise of such rights and remedies, The Bank of Nova Scotia shall be entitled to exercise any and all of its rights and remedies against the Victorian Order Of Nurses For Canada or its Property under and pursuant to the BNS Guarantee and related security.

NO EXERCISE OF RIGHTS OR REMEDIES

17. THIS COURT ORDERS that during the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entities (all of the foregoing, collectively being "Persons" and each being a "Person") against or in respect of the Applicants, the Chief Restructuring Officer or the Monitor, or affecting the Business or the Property, are hereby stayed and suspended except with the written consent of the Applicants, the Chief Restructuring Officer and the Monitor, or leave of this Court, provided that nothing in this Order shall (i) empower the Applicants to carry on any business which the Applicants are not lawfully entitled to carry on, (ii) affect such investigations, actions, suits or proceedings by a regulatory body as are permitted by Section 11.1 of the CCAA, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

NO INTERFERENCE WITH RIGHTS

18. THIS COURT ORDERS that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the Applicants, except with the written consent of the Applicants and the Monitor, or leave of this Court.

CONTINUATION OF SERVICES

19. THIS COURT ORDERS that during the Stay Period, all Persons having oral or written agreements with the Applicants or statutory or regulatory mandates for the supply of goods and/or services, including without limitation all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to the Business or the Applicants, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Applicants, and that the Applicants shall be entitled to the continued use of their current premises, telephone numbers, facsimile numbers, internet addresses, domain names, information technology support and data processing services, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Applicants in accordance with normal payment practices of the Applicants or such other practices as may be agreed upon by the supplier or service provider and each of the Applicants and the Monitor, or as may be ordered by this Court.

NON-DEROGATION OF RIGHTS

20. THIS COURT ORDERS that, notwithstanding anything else in this Order, no Person shall be prohibited from requiring immediate payment for goods, services, use of lease or licensed property or other valuable consideration provided on or after the date of this Order, nor shall any Person be under any obligation on or after the date of this Order to advance or re-advance any monies or otherwise extend any credit to the Applicants. Nothing in this Order shall derogate from the rights conferred and obligations imposed by the CCAA.

PROCEEDINGS AGAINST DIRECTORS AND OFFICERS

21. THIS COURT ORDERS that during the Stay Period, and except as permitted by subsection 11.03(2) of the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of any of the Applicants with respect to any claim against the directors or officers that arose before the date hereof and that relates to any obligations of any of the Applicants whereby the directors or officers are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations, until a compromise or arrangement in respect of the Applicants, if one is filed, is sanctioned by this Court or is refused by the creditors of the Applicants or this Court.

DIRECTORS' AND OFFICERS' INDEMNIFICATION AND CHARGE

22. THIS COURT ORDERS that the Applicants shall indemnify their directors and officers against obligations and liabilities that they may incur as directors or officers of the Applicants after the commencement of the within proceedings, except to the extent that, with respect to any officer or director, the obligation or liability was incurred as a result of the director's or officer's gross negligence or wilful misconduct.

23. THIS COURT ORDERS that the directors and officers of the Applicants shall be entitled to the benefit of and are hereby granted a charge (the "Directors' Charge") on the Property, which charge shall not exceed an aggregate amount of \$750,000, as security for the indemnity provided in paragraph 22 of this Order. The Directors' Charge shall have the priority set out in paragraphs 39 and 41 herein.

24. THIS COURT ORDERS that, notwithstanding any language in any applicable insurance policy to the contrary, (a) no insurer shall be entitled to be subrogated to or claim the benefit of the Directors' Charge, and (b) the Applicants' directors and officers shall only be entitled to the benefit of the Directors' Charge to the extent that they do not have coverage under any directors' and officers' insurance policy, or to the extent that such coverage is insufficient to pay amounts indemnified in accordance with paragraph 22 of this Order.

PROTECTIONS FOR NON-APPLICANT ENTITIES

25. THIS COURT ORDERS that, without limiting Paragraphs 14 through 19 hereof with respect to the Applicants, during the Stay Period, no Funder (as defined in the Poirier Affidavit), save and except the Ministry of Health and Long-Term Care, the Local Health Integration Networks and their respective affiliated and associated entities, shall:

- (a) discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by Victorian Order Of Nurses For Canada Nova Scotia Branch or Victorian Order Of Nurses For Canada – Ontario Branch (collectively, the "Non-Applicant Entities"); or
- (b) have any rights to accelerate, amend, declare in default or enforce on any contract, agreement, instrument or other document,

in each case, due to the Applicants being parties to this proceeding, having made an Application to this Court pursuant to the CCAA and the *Courts of Justice Act* (Ontario) including any declarations of insolvency contained therein in respect of the Applicants or the Non-Applicant Entities, the appointment of a receiver in respect of the Applicants, or taking any steps in furtherance thereof, or complying with the terms of any Order granted in these CCAA proceedings or under the *Courts of Justice Act* (Ontario), except with the written consent of the Applicants, Chief Restructuring Officer and the Monitor, or leave of this Court.

APPOINTMENT OF MONITOR

26. THIS COURT ORDERS that Collins Barrow Toronto Limited is hereby appointed pursuant to the CCAA as the Monitor, an officer of this Court, to monitor the business and financial affairs of the Applicants with the powers and obligations set out in the CCAA or set forth herein and that the Applicants and their members, officers, directors, and Assistants shall advise the Monitor of all material steps taken by the Applicants pursuant to this Order, and shall co-operate fully with the Monitor in the exercise of its powers and discharge of its obligations and provide the Monitor with the assistance that is necessary to enable the Monitor to adequately carry out the Monitor's functions.

27. THIS COURT ORDERS that the Monitor, in addition to its prescribed rights and obligations under the CCAA, is hereby directed and empowered to:

- (a) monitor the Applicants' receipts and disbursements;
- (b) report to this Court at such times and intervals as the Monitor may deem appropriate with respect to matters relating to the Property, the Business, and such other matters as may be relevant to the proceedings herein;
- (c) advise the Applicants in their development of any Plan and any amendments to such Plan;
- (d) assist the Applicants, to the extent required by the Applicants, with the holding and administering of creditors' or members' meetings for voting on any Plan;
- (e) have full and complete access to the Property, including the premises, books, records, data, including data in electronic form, and other financial documents of the Applicants, to the extent that is necessary to adequately assess the Applicants' business and financial affairs or to perform its duties arising under this Order;

- (f) be at liberty to engage independent legal counsel or such other persons as the Monitor deems necessary or advisable respecting the exercise of its powers and performance of its obligations under this Order; and
- (g) perform such other duties as are required by this Order or by this Court from time to time.

28. THIS COURT ORDERS that the Monitor shall not take possession of the Property and shall take no part whatsoever in the management or supervision of the management of the Business and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the Business or Property, or any part thereof.

29. THIS COURT ORDERS that nothing herein contained shall require the Monitor to occupy or to take control, care, charge, possession or management (separately and/or collectively, "Possession") of any of the Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination including, without limitation, the *Canadian Environmental Protection Act*, the *Ontario Environmental Protection Act*, the *Ontario Water Resources Act*, or the *Ontario Occupational Health and Safety Act* and regulations thereunder (the "Environmental Legislation"), provided however that nothing herein shall exempt the Monitor from any duty to report or make disclosure imposed by applicable Environmental Legislation. The Monitor shall not, as a result of this Order or anything done in pursuance of the Monitor's duties and powers under this Order, be deemed to be in Possession of any of the Property within the meaning of any Environmental Legislation, unless it is actually in possession.

30. THIS COURT ORDERS that that the Monitor shall provide any creditor of the Applicants with information provided by the Applicants in response to reasonable requests for information made in writing by such creditor addressed to the Monitor. The Monitor shall not have any responsibility or liability with respect to the information disseminated by it pursuant to this paragraph. In the case of information that the Monitor has been advised by the Applicants is confidential, the Monitor shall not provide such information to creditors unless otherwise directed by this Court or on such terms as the Monitor and the Applicants may agree.

31. THIS COURT ORDERS that, in addition to the rights and protections afforded the Monitor under the CCAA or as an officer of this Court, the Monitor shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded the Monitor by the CCAA or any applicable legislation.

32. THIS COURT ORDERS that the Monitor, counsel to the Monitor, the Chief Restructuring Officer (as defined below), counsel to the Applicants and counsel to the boards of directors of the Applicants shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, by the Applicants as part of the costs of these proceedings. The Applicants are hereby authorized and directed to pay the accounts of the Monitor, counsel for the Monitor, the Chief Restructuring Officer, counsel for the Applicants and counsel to the boards of directors of the Applicants on a weekly basis.

33. THIS COURT ORDERS that the Monitor and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Monitor and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.

34. THIS COURT ORDERS that the Monitor, counsel to the Monitor, the Chief Restructuring Officer, the Applicants' counsel and counsel to the boards of directors of the Applicants shall be entitled to the benefit of and are hereby granted a charge (the "Administration Charge") on the Property, which charge shall not exceed an aggregate amount of \$250,000, as security for their professional fees and disbursements incurred at the standard rates and charges of the Monitor and such counsel, both before and after the making of this Order in respect of these proceedings. The Administration Charge shall have the priority set out in paragraphs 39 and 41 hereof.

APPOINTMENT OF CHIEF RESTRUCTURING OFFICER

35. THIS COURT ORDERS that Victorian Order Of Nurses For Canada is authorized to engage March Advisory Services Inc. as Chief Restructuring Officer (in such capacity, the "**Chief Restructuring Officer**") on the terms and conditions set out in the form of CRO Engagement Letter (as such term is defined in the Poirier Affidavit). The Chief Restructuring Officer shall not be engaged by, and shall not be deemed to have been engaged by,

Victorian Order Of Nurses For Canada – Eastern Region or Victorian Order Of Nurses For Canada – Western Region.

36. THIS COURT ORDERS Victorian Order Of Nurses For Canada is authorized to enter into the CRO Engagement Letter and Victorian Order Of Nurses For Canada is authorized to perform its obligations thereunder.

37. THIS COURT ORDERS that any obligations of Victorian Order Of Nurses For Canada under the CRO Engagement Letter for payment of fees and expenses shall be entitled to the benefit of the Administration Charge and any obligations of Victorian Order Of Nurses For Canada under the CRO Engagement Letter for payment of indemnities shall be entitled to the benefit of the Directors' Charge.

38. THIS COURT ORDERS that any claims of the Chief Restructuring Officer under the CRO Engagement Letter shall be treated as unaffected in any Plan.

VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER

39. THIS COURT ORDERS that the priorities of the Directors' Charge and the Administration Charge, as among them, shall be as follows:

First – Administration Charge (to the maximum amount of \$250,000); and

Second – Directors' Charge (to the maximum amount of \$750,000).

40. THIS COURT ORDERS that the filing, registration or perfection of the Directors' Charge or the Administration Charge (collectively, the "Charges") shall not be required, and that the Charges shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Charges coming into existence, notwithstanding any such failure to file, register, record or perfect.

41. THIS COURT ORDERS that each of the Directors' Charge and the Administration Charge (each as constituted and defined herein) shall constitute a charge on the Property and such Charges shall rank in priority to all security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, "Encumbrances") in favour of any Person.

42. THIS COURT ORDERS that except as otherwise expressly provided for herein, or as may be approved by this Court, the Applicants shall not grant any Encumbrances over any Property that rank in priority to, or *pari passu* with, any of the Directors' Charge or the Administration Charge, unless the Applicants also obtain the prior written consent of the Monitor and the beneficiaries of the Directors' Charge and the Administration Charge, or further Order of this Court.

43. THIS COURT ORDERS that the Directors' Charge and the Administration Charge shall not be rendered invalid or unenforceable and the rights and remedies of the chargees entitled to the benefit of the Charges (collectively, the "Chargees") shall not otherwise be limited or impaired in any way by (a) the pendency of these proceedings and the declarations of insolvency made herein; (b) any application(s) for bankruptcy order(s) issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) (the "BIA"), or any bankruptcy order made pursuant to such applications; (c) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (d) the provisions of any federal or provincial statutes; or (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an "Agreement") which binds any of the Applicants, and notwithstanding any provision to the contrary in any Agreement:

- (a) the creation of the Charges shall not create or be deemed to constitute a breach by the Applicants of any Agreement to which any Applicant is a party;
- (b) none of the Chargees shall have any liability to any Person whatsoever as a result of any breach of any Agreement caused by or resulting from the creation of the Charges; and
- (c) the payments made by the Applicants pursuant to this Order and the granting of the Charges, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.

44. THIS COURT ORDERS that any Charge created by this Order over leases of real property in Canada shall only be a Charge in the Applicants' interest in such real property leases.

KEY EMPLOYEE RETENTION PLAN

45. THIS COURT ORDERS that the payments to be made pursuant to the Key Employee Retention Plan (as such terms are defined in the Poirier Affidavit), which is attached as a confidential exhibit to the Poirier Affidavit, are hereby approved and the Applicants are authorized and directed to make payments in accordance with the terms of such Key Employee Retention Plan.

SEALING

46. THIS COURT ORDERS that Confidential Exhibits "K" and "L" to the Poirier Affidavit be and are hereby sealed pending further Order of the Court and shall not form part of the public record.

SERVICE AND NOTICE

47. THIS COURT ORDERS that the Monitor shall (i) without delay, publish in either the National Post (national edition) or the Globe and Mail (national edition) a notice containing the information prescribed under the CCAA, (ii) within five days after the date of this Order, (A) make this Order publicly available in the manner prescribed under the CCAA, (B) send, by ordinary mail, a notice to every known creditor who has a claim against any of the Applicants of more than \$1000, and (C) prepare a list showing the names and addresses of those creditors and the estimated amounts of those claims, and make it publicly available in the prescribed manner, all in accordance with Section 23(1)(a) of the CCAA and the regulations made thereunder, provided that the Monitor shall not make the claims, names and addresses of individuals who are creditors publicly available.

48. THIS COURT ORDERS the E-Service Protocol of the Commercial List (the "Protocol") is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/e-service-protocol/>) shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to Rule 3.01(d) of the Rules of Civil Procedure and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Protocol

with the following URL: www.collinsbarrow.com/en/cbn/restructuring-and-recovery-engagements/v-o-n (the "**Website**").

49. THIS COURT ORDERS that if the service or distribution of documents in accordance with the Protocol is not practicable, the Applicants and the Monitor are at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or facsimile transmission to the Applicants' creditors or other interested parties at their respective addresses as last shown on the records of the Applicants and that any such service or distribution by courier, personal delivery or facsimile transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

50. THIS COURT ORDERS that the Monitor shall create, maintain and update as necessary a list of all Persons appearing in person or by counsel in this proceeding (the "**Service List**"). The Monitor shall post the Service List, as may be updated from time to time, on the Website as part of the public materials to be recorded thereon in relation to this proceeding. Notwithstanding the foregoing, the Monitor shall have no liability in respect of the accuracy of or the timeliness of making any changes to the Service List.

GENERAL

51. THIS COURT ORDERS that the Applicants or the Monitor may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

52. THIS COURT ORDERS that nothing in this Order shall prevent the Monitor from acting as an interim receiver, a receiver, a receiver and manager, or a trustee in bankruptcy of the Applicants (or any of them), the Business or the Property.

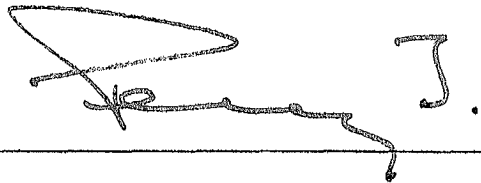
53. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Applicants, the Monitor and their respective agents in carrying out the terms of this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

Monitor in any foreign proceeding, or to assist the Applicants and the Monitor and their respective agents in carrying out the terms of this Order.

54. THIS COURT ORDERS that each of the Applicants and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

55. THIS COURT ORDERS that any interested party (including the Applicants and the Monitor) may apply to this Court to vary or amend this Order on not less than seven (7) days notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

56. THIS COURT ORDERS that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Standard/Daylight Time on the date of this Order.



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



JAN 19 2016

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

AND IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, C. C-43, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF VICTORIAN ORDER OF NURSES FOR CANADA, VICTORIAN ORDER OF NURSES FOR CANADA – EASTERN REGION AND VICTORIAN ORDER OF NURSES FOR CANADA – WESTERN REGION

Court File No: CV-15-11152-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

SECOND AMENDED AND RESTATED ORDER

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APPENDIX "D"

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

**AND IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE
ACT*, R.S.O. 1990, C. C-43, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT
OF VICTORIAN ORDER OF NURSES FOR CANADA, VICTORIAN ORDER
OF NURSES FOR CANADA – EASTERN REGION, AND VICTORIAN
ORDER OF NURSES FOR CANADA – WESTERN REGION**

Applicants

**PRE-FILING REPORT OF COLLINS BARROW TORONTO LIMITED,
IN ITS CAPACITY AS PROPOSED MONITOR OF THE APPLICANTS**

November 24, 2015

I. INTRODUCTION

1. Collins Barrow Toronto Limited ("**CBTL**") understands that Victorian Order of Nurses for Canada ("**VON Canada**"), Victorian Order of Nurses for Canada – Eastern Region ("**VON East**") and Victorian Order of Nurses for Canada – Western Region ("**VON West**") ("**VON Canada**", "**VON East**" and "**VON West**" are collectively referred to as the "**Applicants**") intend to bring an application before this Honourable Court seeking certain relief under the *Companies' Creditors Arrangement Act* (the "**CCAA**") in which the appointment of CBTL as the Monitor is proposed.
2. CBTL has consented to act as Monitor if appointed by this Honourable Court.
3. CBTL is filing this report (the "**Report**") in its capacity as proposed Monitor (the "**Proposed Monitor**").
4. The affidavit of Jo-Anne Poirier sworn on November 24, 2015 and filed in support of the Applicants' application for certain relief under the CCAA provides, *inter alia*, the Applicants' background, including the reasons for the commencement of these proceedings (the "**Affidavit**").
5. As set out in the Affidavit, the principal purposes of these restructuring proceedings are to (i) restructure the overhead costs that are currently incurred at VON Canada which the Affidavit indicates are at an unsustainable level; (ii) wind down VON East and VON West, which the Affidavit indicates are not financially viable; and (iii) position two affiliated entities, Victorian Order of Nurses for Canada – Ontario Branch ("**VON Ontario**") and Victorian Order of Nurses for

Canada Nova Scotia Branch (“**VON Nova Scotia**”) to achieve long term sustainability.

6. The restructuring proceeding will provide the Applicants with a stable environment in which to undertake their restructuring efforts. Without the relief sought in the Initial Order, the Applicants would be exposed to claims that would impact the proposed restructuring.

II. Purpose of Report

7. The purposes of this Report are to:
- (a) provide background information about the Applicants and these proceedings;
 - (b) provide CBTL’s qualifications to act as Monitor;
 - (c) provide the Proposed Monitor’s conclusions on the Applicants’ cash flow projection; and
 - (d) Provide the Proposed Monitor’s comments on certain of the relief sought by the Applicants, including the:
 - i. Administration Charge; and
 - ii. Directors’ Charge.

III. Terms of Reference

8. In preparing this Report and making the comments herein, the Proposed Monitor has relied upon unaudited financial information, books and records and financial information prepared by the Applicants, discussions with management and discussions with the proposed Chief Restructuring Officer of VON Canada (collectively, the “**Information**”). Certain of the information contained in this

Report may refer to, or is based on, the Information. Since the Information has been provided by other parties or was obtained from documents filed with the Court in this matter, the Monitor has relied on the Information and, to the extent possible, reviewed the Information for reasonableness. However, the Monitor 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 Canadian Auditing Standards pursuant to the *Chartered Professional Accountants Canada Handbook* (the "**CPA Handbook**"). Accordingly, the Monitor expresses no opinion or other form of assurance in respect of the Information. Some of the information referred in this Report consists of forecasts and projections. An examination or review of the financial forecasts and projections, as outlined in the CPA Handbook, has not been performed.

9. Future oriented financial information referred to in this Report was prepared based on the Applicants' estimates and assumptions about future events. Readers are cautioned that, since projections are based on future events and conditions that are not ascertainable, the actual results achieved will or may vary from the projections, even if the assumptions materialize, and these variations may be significant.
10. Capitalized terms not defined in this Report are as defined in the Affidavit.
11. Unless otherwise stated, all dollar amounts contained in the Report are expressed in Canadian dollars.

IV. CBTL's Qualifications to Act as Monitor

12. CBTL is qualified to act as Monitor of the Applicants. CBTL's qualifications include the following:

(a) CBTL has, since on or about October 28, 2015, reviewed with the Applicants and their advisors the business and financial aspects of various operational, financial and strategic alternatives being considered. In addition, CBTL has been working with the Applicants to prepare for the CCAA application, including reviewing the cash flow projections of the Applicants for the fourteen weeks ending February 27, 2016.

(b) CBTL is a trustee within the meaning of subsection 2(1) of the *Bankruptcy and Insolvency Act* (Canada). CBTL is not subject to any of the restrictions to act as Monitor set out in Section 11.7(2) of the CCAA.

(c) The senior CBTL professional personnel with carriage of this matter, and who will have carriage of this matter for CBTL as the Monitor (if appointed by this Honourable Court) has (i) acquired knowledge of the Applicants and their business as set out in (a) above, and (ii) is an experienced insolvency and restructuring practitioner who is a Chartered Professional Accountant, a Chartered Insolvency and Restructuring Professional and a licensed Trustee in Bankruptcy who has acted as Monitor in CCAA proceedings in Canada. CBTL is therefore in a position to immediately assist the Applicants in their restructuring process.

13. CBTL has consented to act as Monitor should this Honourable Court grant the relief sought by the Applicants in these CCAA proceedings.

-
14. The Proposed Monitor, if appointed as Monitor by this Honourable Court, intends to retain Bennett Jones LLP to act as its independent legal counsel.

V. BACKGROUND

15. This Report should be read in conjunction with the Affidavit. Certain of the information provided in the Affidavit has not been included herein in order to avoid unnecessary duplication.
16. The Applicants are part of a group of five affiliated and separately incorporated regional operating entities:
- (a) VON Canada;
 - (b) VON East;
 - (c) VON West;
 - (d) VON Ontario Branch; and
 - (e) VON Nova Scotia.
17. VON Canada, VON East, VON West, VON Ontario and VON Nova Scotia, are referred to herein, collectively, as the "**VON Group**". The VON Group provides home and community care services on a not-for-profit charitable basis. VON Canada is the administrative centre of the VON Group and is fully integrated with each of the regional operating entities. VON East, VON West, VON Ontario and VON Nova Scotia are the regional operating entities responsible for the actual delivery of programs.
18. Other than the Applicants' request that the Initial Order contain provisions staying the exercise of rights and remedies by certain parties as against VON Ontario and VON Nova Scotia (to the extent that those rights or remedies arise due to

the Applicants being parties to this proceeding or having made an application to the Court pursuant to the CCAA, including any declarations of insolvency contained therein in respect of the VON Group entities), as set out in paragraph 114 of the Affidavit, it is not intended that VON Ontario or VON Nova Scotia will undertake any financial or operational restructuring in this proceeding and will continue operating in the ordinary course.

VI. CASH FLOW

19. The Applicants have prepared a fourteen week cash flow projection for each of the filing entities (the "**Cash Flow Statements**") for the period from the week ending November 30, 2015 to February 27, 2016 (the "**Cash Flow Period**") for the purpose of projecting the estimated results of the Applicants' planned activities during the Cash Flow Period. Copies of the cash flow statements for each of the Applicants are attached as Exhibit "**A**" to this Report. The Proposed Monitor notes that the projections for the week ending February 27, 2016 also include the projections for February 28 and 29, 2016.
20. The Cash Flow Statements are presented on a weekly basis and represent estimates by management of the Applicants of the projected cash flows during the Cash Flow Period. The Cash Flow Statements have been prepared by management of the Applicants using probable and hypothetical assumptions as set out in the notes to the Cash Flow Statements (the "**Assumptions**").
21. A summary of the Applicants' cash position at the commencement of proceedings and estimated total receipts and disbursements over the Cash Flow Period is set out below:

	<u>VON Canada</u>	<u>VON West</u>	<u>VON East</u>
Cash at November 25, 2015	-	-	-
Transfer in of cash on closing of current banking facility	\$1,850,000	-	-
Add: Estimated total receipts	5,955,000	\$285,286	\$438,603
Less: Estimated total disbursements	(7,047,897)	(469,853)	(486,750)
Net cash surplus (deficit)	\$757,103	\$(184,567)	\$(48,147)

22. Immediately prior to the effective date of the Initial Order, all cash in the VON Group would be pooled to the VON Canada bank account in accordance with the Existing Mirror Netting Agreement, which is described in detail in Paragraphs 59 to 67 of the Affidavit.
23. The estimated total receipts referred to in the table above consist mainly of management fees projected to be received by VON Canada from VON Ontario and VON Nova Scotia. VON Canada is to continue to provide administrative/functional support to VON Ontario and VON Nova Scotia since VON Ontario and VON Nova Scotia have historically depended upon and will necessarily have to continue to depend upon VON Canada for support in areas such as financial services, information technology, human resources administration and payroll. The majority of VON Canada's revenue is derived from monthly management fees charged to VON Ontario and VON Nova Scotia in the monthly amounts of \$1,150,000 and \$750,000, respectively; in respect of these services. The Cash Flow Statements project a reduction in VON Canada's payroll, occupancy and operating costs as steps are taken to restructure its overhead costs.

-
24. The Cash Flow Statements reflect the winding down of operations of VON West and VON East. VON West and VON East are not projected to generate sufficient revenues to cover their respective projected disbursements during the Cash Flow Period. Based on the anticipated receipts, VON Canada is projected to have sufficient cash to meet its own obligations and to cover the cash shortfalls of VON West and VON East throughout every week of the Cash Flow Period.
25. During the Cash Flow Period, it is intended that a modified cash management system described in the Affidavit will remain in place in respect of VON Canada, VON East and VON West in order to ensure that these entities continue to have sufficient liquidity to cover their costs during these proceedings. This may result in funds that would otherwise be held by VON Canada, being transferred to VON East and VON West to allow VON East and VON West offset their projected negative cash flows. Absent this arrangement, during the proposed CCAA proceeding, VON East and VON West would face cash deficiencies during the Cash Flow Period, thereby putting the orderly wind down of critical services provided through VON East and VON West at risk.
26. With reference to VON Canada providing funding to meet the projected cash shortfalls of VON East and VON West during the Cash Flow Period, the Monitor supports the Applicants' position set out in the Affidavit that although there may be limited prejudice to VON Canada as a result of this funding, the funding is justifiable since it (i) represents the continuation of an ordinary course arrangement between VON East and VON West and (ii) is in the public interest

that VON East and VON West be wound down in an orderly manner and that critical programs are not abruptly cut off at this time.

27. After taking into account the \$48,147 and \$184,567 that VON Canada is projected to provide to VON East and West, respectively, during the Cash Flow Period, VON Canada is projected to have a net cash surplus of \$524,389 at the end of the Cash Flow Period. As a result, no DIP financing is required by the Applicants.
28. The Proposed Monitor has reviewed the Cash Flow Statements as to its reasonableness as required by Section 23(1)(b) of the CCAA. Pursuant to this standard, the Proposed Monitor's review of the Cash Flow Statements consisted of inquiries, analytical procedures and discussions related to information supplied to it by management. Since the Assumptions need not be supported, the Proposed Monitor's procedures with respect to the Assumptions were limited to evaluating whether they were consistent with the purpose of the Cash Flow Statements. The Proposed Monitor also reviewed the support provided by management for the Assumptions and the preparation of the Cash Flow Statements.
29. Based on the Proposed Monitor's review, and provided the management fees continue to be paid to VON Canada as set out in the Projected Cash Flow, nothing has come to the Monitor's attention that causes the Monitor to believe, in all material respects, that:
 - (a) the Assumptions are not consistent with the purpose of the Cash Flow Statements;

(b) as at the date of this Report, the Assumptions are not suitably supported and consistent with the plans of the Applicants or do not provide a reasonable basis for the Cash Flow Statements, given the Assumptions;
or

(c) the Cash Flow Statements do not reflect the Assumptions.

30. As noted above, since the Cash Flow Statements are based on estimates and assumptions regarding future events, actual results achieved will or may vary from the information presented even if the hypothetical assumptions materialize, and the variations may be significant. Accordingly, we express no opinion or other form of assurance with respect to the accuracy of any financial information presented in this Report, or relied upon by the Proposed Monitor in preparing this Report.
31. The Cash Flow Statements have been prepared solely for the purpose described in the notes accompanying the Cash Flow Statements and readers are cautioned that the Cash Flow Statements may not be appropriate for other purposes.

VII. COURT ORDERED CHARGES

Administration Charge

32. The Proposed Initial Order provides for a shared charge in the maximum amount of \$250,000 to secure the fees and disbursements incurred in connection with services rendered to the Applicants (both before and after the commencement of the CCAA proceedings) by counsel to the Applicants, the Proposed Monitor, counsel to the Proposed Monitor, the Chief Restructuring Officer and counsel to

the Board of Directors (the "**Administration Charge**"). An administration charge is a customary provision in an Initial Order in a CCAA proceeding, required by the professionals engaged to assist a debtor entity.

33. The Administration Charge is intended to rank ahead of the Directors' Charge and all other security interests against the Applicants, once creditors with security interests are served.
34. The Proposed Monitor is of the view that the Administration Charge and its proposed ranking are reasonable and appropriate in the circumstances.

Directors' Charge

35. The proposed Initial Order provides for a charge on the Property in the amount of \$750,000 (the "**Directors' Charge**") to protect the directors and officers against obligations and liabilities they may incur as directors and officers of the Applicants after the commencement of the CCAA proceedings. In addition, the proposed Chief Restructuring Officer would have the benefit of the Directors' Charge to secure any indemnity obligations the Applicants may have to the proposed Chief Restructuring Officer in connection with that role.
36. The Directors' Charge is proposed to rank behind the Administration Charge, but ahead of all other security interests against the Property once creditors with security interests are served.
37. The Proposed Monitor has reviewed the basis of the calculation of the Directors' Charge and is of the view that the Directors' Charge and its proposed ranking are reasonable and appropriate in the circumstances.

VIII. CREDITOR NOTIFICATION

38. As set out in Paragraph 47 of the proposed Initial Order, the Monitor is to:

- (a) publish a notice in a newspaper containing the information prescribed under the CCAA;
- (b) mail a notice to every known creditor who has a claim against any of the Applicants of more than \$1,000 ("**Creditors**");
- (c) prepare a list showing the names and addresses of the Creditors and the estimated amounts of their claims, and make that information publicly available in the prescribed manner, all in accordance with Section 23(1)(a) of the CCAA and the regulations made thereunder, provided that the Monitor is not to make the claims, names and addresses of individuals who are creditors publicly available; and
- (d) post the Initial Order on its website at <http://www.collinsbarrow.com/en/cbn/restructuring-and-recovery-engagements/v-o-n>

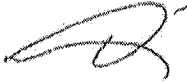
IX. CONCLUSION

39. Based on the foregoing, the Proposed Monitor respectfully recommends that this Honourable Court make the Order granting the relief requested by the Applicants.

All of which is respectfully submitted to this Court as of this 24th day of November, 2015.

COLLINS BARROW TORONTO LIMITED

In its capacity as Proposed CCAA Monitor
of Victorian Order of Nurses for Canada,
Victorian Order of Nurses for Canada – Eastern Region and
Victorian Order of Nurses for Canada – Western Region
and not in its personal capacity



Per: Daniel Weisz, CPA, CA, CIRP
Senior Vice President

APPENDIX "E"

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

**AND IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE
ACT*, R.S.O. 1990, C. C-43, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF VICTORIAN ORDER OF NURSES FOR CANADA,
VICTORIAN ORDER OF NURSES FOR CANADA – EASTERN REGION, AND
VICTORIAN ORDER OF NURSES FOR CANADA – WESTERN REGION**

Applicants

FIRST REPORT OF THE MONITOR

December 7, 2015

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I. INTRODUCTION

1. On November 25, 2015, Victorian Order Of Nurses For Canada ("**VON Canada**"), Victorian Order Of Nurses For Canada – Eastern Region ("**VON East**") and Victorian Order Of Nurses For Canada – Western Region ("**VON West**") ("**VON Canada**", "**VON East**" and "**VON West**" are collectively referred to as the "**Applicants**") commenced proceedings under the *Companies' Creditors Arrangement Act* (the "**CCAA**") and, on that date, Mr. Justice Penny granted an Initial CCAA Order (the "**Initial Order**"). A copy of the Initial Order is attached hereto as Appendix "**A**". The date of the comeback hearing was set for December 9, 2015.
2. Pursuant to the Initial Order, Collins Barrow Toronto Limited was appointed as monitor of the Applicants in the CCAA proceedings (the "**Monitor**").
3. This first report of the Monitor (the "**First Report**") is prepared pursuant to paragraph 27(b) of the Initial Order which directed the Monitor to report to the Court "... at such times and intervals as the Monitor may deem appropriate with respect to matters relating to the Property, the Business, and such other matters as may be relevant to the proceedings herein." This First Report should be read in conjunction with the pre-filing report of Collins Barrow Toronto Limited as proposed monitor of the Applicants dated November 24, 2015 (the "**Pre-Filing Report**"). A copy of the Pre-Filing Report is attached hereto as Appendix "**B**".

i. Purpose of Report

4. The purposes of this First Report are to:

- (a) provide information on activities relating to the Applicants since the issuance of the Initial Order;
- (b) provide information on the Monitor's activities since the issuance of the Initial Order; and
- (c) comment and provide a recommendation to the Court on the Applicants' motion to (i) amend and restate the Initial Order and the Receivership Order to modify the ranking of the Charges and the Receiver's Charge and to (ii) extend the stay of proceedings to February 26, 2016.

ii. Terms of Reference

5. In preparing this First Report and making the comments herein, the Monitor has relied upon unaudited financial information, books and records and financial information prepared by the Applicants, discussions with management, affidavits sworn in connection with these proceedings and discussions with the Chief Restructuring Officer of VON Canada (collectively, the "Information"). Certain of the information contained in this First Report may refer to, or is based on, the Information. Since the Information has been provided by other parties or was obtained from documents filed with the Court in this matter, the Monitor has relied on the Information and, to the extent possible, reviewed the Information for reasonableness. However, the Monitor 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 Canadian Auditing Standards pursuant to the

Chartered Professional Accountants Canada Handbook (the "**CPA Handbook**"). Accordingly, the Monitor expresses no opinion or other form of assurance in respect of the Information. Some of the information referred to in this First Report consists of forecasts and projections. An examination or review of the financial forecasts and projections, as outlined in the CPA Handbook, has not been performed.

6. Capitalized terms not defined in this First Report are as defined in the Initial Order and the Affidavit of Jo-Anne Poirier sworn December 2, 2015 (the "**Poirier Affidavit**").
7. Unless otherwise stated, all dollar amounts contained in this First Report are expressed in Canadian dollars.
8. The Monitor has to date posted to its website documentation pertaining to the within proceedings including the Application Record dated November 24, 2015, the Initial Order, the Service List and the Motion Record returnable December 9, 2015. The Monitor's website is found at <http://www.collinsbarrow.com/en/cbn/restructuring-and-recovery-engagements/v-o-n>. The Monitor will continue to post to its website documents in accordance with the E-service Protocol for the Commercial List in the Toronto region.

II. **BACKGROUND**

9. The Applicants are part of a group of five affiliated and separately incorporated regional operating entities:
 - (a) VON Canada;
 - (b) VON East;

(c) VON West;

(d) Victorian Order Of Nurses For Canada - Ontario Branch ("**VON Ontario**");

and

(e) Victorian Order Of Nurses For Canada Nova Scotia Branch ("**VON Nova Scotia**").

10. VON Canada, VON East, VON West, VON Ontario and VON Nova Scotia, are referred to herein, collectively, as the "**VON Group**". The VON Group provides home and community care services on a not-for-profit charitable basis. VON Canada is the administrative centre of the VON Group and is fully integrated with each of the regional operating entities. VON East, VON West, VON Ontario and VON Nova Scotia are the regional operating entities responsible for the actual delivery of programs.

11. Paragraph 25 of the Initial Order contains provisions staying the exercise of rights and remedies by certain parties as against VON Ontario and VON Nova Scotia (except with the written consent of the Applicants, the Chief Restructuring Officer and the Monitor, or leave of the Court) arising from *inter alia*, (i) the Applicants being parties to this proceeding or having made an application to the Court pursuant to the CCAA and the *Courts of Justice Act (Ontario)* including any declarations of insolvency contained therein in respect of the VON Group entities, (ii) the appointment of a receiver in respect of the Applicants, or (iii) complying with the terms of any Order granted in the CCAA proceedings or under the *Courts of Justice Act (Ontario)*.

III. ACTIVITIES RELATING TO THE APPLICANTS SINCE THE ISSUANCE OF THE INITIAL ORDER

Cash Flow Statements

12. The Applicants prepared a fourteen week cash flow projection for each of the Applicants (the "**Cash Flow Statements**") for the period from the week ending November 30, 2015 to February 27, 2016 (the "**Cash Flow Period**") for the purpose of projecting the estimated results of the Applicants' planned activities during the Cash Flow Period. Copies of the Cash Flow Statements and the Monitor's comments thereon are contained in the Pre-Filing Report.
13. The Monitor has reviewed the Applicants' actual cash receipts and cash disbursements for the week ending November 30, 2015. Set out below is a summary of the actual cash receipts and cash disbursements compared to forecasts:

(intentionally left blank)

Cash Flow Summary for the week ending November 30, 2015			
Entity	Forecast	Actual	Variance
VON Canada			
Receipts	\$ 1,880,000	\$ 2,610,885	\$ 730,885
Disbursements	(1,080,313)	(1,003,207)	77,106
Net cash surplus (deficit)	\$ 799,687	\$ 1,607,678	\$ 807,991
VON Western			
Receipts	\$ 20,000	\$ 73,184	\$ 53,184
Disbursements	(52,800)	(134,132)	(81,332)
Net cash surplus (deficit)	\$ (32,800)	\$ (60,948)	\$ (28,148)
VON Eastern			
Receipts	\$ 20,000	\$ 103,542	\$ 83,542
Disbursements	(53,000)	(92,587)	(39,587)
Net cash surplus (deficit)	\$ (33,000)	\$ 10,955	\$ 43,955
Combined			
Receipts	\$ 1,920,000	\$ 2,787,611	\$ 867,611
Disbursements	(1,186,113)	(1,229,926)	(43,813)
Net cash surplus (deficit)	\$ 733,887	\$ 1,557,685	\$ 823,798
Starting cash position	\$ -	\$ -	\$ -
Ending cash position	\$ 733,887	\$ 1,557,685	\$ 823,798

14. The Applicants have provided explanations satisfactory to the Monitor for the variances between the actual amounts reported and those forecast in the Cash Flow Statements. The Monitor notes that the positive variance in the cash receipts for VON Canada results primarily from there being approximately \$2.5 million instead of the forecast amount of approximately \$1.8 million in the bank accounts of the VON Group that were pooled to the VON Canada bank account in accordance with the Mirror Netting Agreement referred to in Paragraph 22 of the Pre-Filing Report and Paragraphs 59 to 67 of the Affidavit of Jo-Anne Poirier

sworn on November 24, 2015 that was filed in support of the Applicants' application for certain relief under the CCAA.

15. The Monitor will be reviewing on an ongoing basis the Applicants' actual results compared to the Cash Flow Statements and will advise the Court if the Monitor believes that any material adverse change has occurred that should be brought to the Court's attention.

Wind down of VON East and VON West

16. The Applicants have commenced the orderly wind down of operations of VON East and VON West. The employment of approximately 300 of the VON East and VON West employees was terminated by the Applicants on or shortly after November 25, 2015.
17. VON East and VON West have issued a number of Notice by Debtor Company to Disclaim or Resiliate an Agreement ("**Disclaimer Notices**") addressed to landlords in respect of agreements for leased premises formerly occupied by VON East and VON West.
18. In addition, the Applicants have issued a number of Disclaimer Notices addressed to various parties with which they had entered into other agreements for the provision of services.
19. In accordance with Section 32(1) of the CCAA, the Monitor reviewed the Disclaimer Notices that the Applicants proposed to issue. In considering whether to approve the proposed Disclaimer Notices, the Monitor requested from the Applicants reasons for the proposed Disclaimer Notices. To date, the Monitor has

returned to the Applicants for distribution to the appropriate counter-parties approximately 38 Disclaimer Notices which were approved by the Monitor.

20. Section 32(2) of the CCAA sets out that a party to an agreement being disclaimed may, on notice to the other parties to the agreement and to the monitor, apply to the Court for an order that the agreement is not to be disclaimed or resiliated. To date, no notices have been served on the Monitor from parties seeking to challenge the issuance to them of a Disclaimer Notice.

Restructuring of VON Canada

21. The employment of approximately 40 employees of VON Canada was terminated by the Applicants on or shortly after November 25, 2015.
22. VON Canada is engaging in discussions and meetings with stakeholders regarding the CCAA proceedings.

IV. ACTIVITIES OF THE MONITOR SINCE THE ISSUANCE OF THE INITIAL ORDER

23. Since the date of the Initial Order, the Monitor has, *inter alia*:
- (a) sent notices to all known creditors with claims greater than \$1,000 in the prescribed manner advising them that the Initial Order is publicly available. A copy of the notice sent to creditors is attached hereto as Appendix "C";
 - (b) published in The Globe and Mail newspaper on December 1, 2015 a notice ("**Notice**") in the prescribed manner. A copy of the Notice is attached hereto as Appendix "D". The Notice is scheduled to be published again on December 8, 2015 in The Globe and Mail newspaper;

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- (c) compiled lists of creditors with claims greater than \$1,000 for each of the Applicants from information provided by the Applicants including the names and addresses of all creditors and made that information publicly available in the prescribed manner. In accordance with Paragraph 47 of the Initial Order, the Monitor did not make the claims, names and addresses of individuals who are creditors publicly available;
 - (d) addressed creditor enquiries regarding the status of the CCAA proceedings;
 - (e) reviewed the Applicants' requests for the Monitor to approve the Disclaimer Notices; and
 - (f) engaged in discussions and correspondence with the Chief Restructuring Officer and representatives of the Applicants in connection with matters relating to these proceedings.

V. THE APPLICANTS' REQUEST TO AMEND AND RESTATE THE INITIAL ORDER AND THE RECEIVERSHIP ORDER

24. The Initial Order provides that each of the Administration Charge and the Directors' Charge ranks in priority to encumbrances in favour of The Bank of Nova Scotia and behind all existing Encumbrances affecting the Applicants' property in favour of parties that were not served with notice of the CCAA application. The Receivership Order provides that the Receiver's Charge ranks subordinate to the Administration Charge and the Directors' Charge and in priority to all Encumbrances in favour of any party that rank subordinate to the Administration Charge and the Directors' Charge. The Initial Order also provides

that the Applicants and the beneficiaries of the Administration Charge and the Directors' Charge would be entitled to seek priority for these charges ahead of all Encumbrances in favour of other parties on notice to those parties likely to be affected by such priority.

25. The Applicants are now seeking the issuance of an Amended and Restated Initial Order that provides for each of the Directors' Charge and the Administration Charge to rank in priority to all Encumbrances.
26. The Monitor points out that the issuance of the Amended and Restated Initial Order will also impact on the priority of the Receiver's Charge in the Receivership Order since the Receivership Order provides that the Receiver's Charge ranks in priority to all Encumbrances in favour of any party that ranks subordinate to the Administration Charge and the Directors' Charge.
27. As set out in the Pre-Filing Report, the proposed monitor was of the view, and the Monitor is of the view, that the proposed ranking of both the Administration Charge and the Directors' Charge, once creditors with security interests are served, is reasonable.

VI. THE APPLICANTS' REQUEST FOR AN EXTENSION OF THE STAY OF PROCEEDINGS

28. The stay of proceedings pursuant to the Initial Order expires on December 23, 2015. The Applicants wish to extend the Stay Period to February 26, 2016, which is on or about the last day of the Cash Flow Period.
29. Based on the information set out herein and in the Poirier Affidavit, the Monitor is of the view that the Applicants have been and are proceeding in good faith and diligently in these proceedings, and that the Applicants' request for an extension

of the Stay Period to February 26, 2016 is appropriate and reasonable in the circumstances.

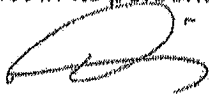
VII. CONCLUSION

30. Based on the foregoing, the Monitor respectfully recommends that this Honourable Court grant the Applicants' request to amend and restate the Initial Order and the Receivership Order to modify the ranking of the Administration Charge, the Directors' Charge, and the Receiver's Charge, respectively and to extend the Stay Period to February 26, 2016.

All of which is respectfully submitted to this Court as of this 7th day of December, 2015.

COLLINS BARROW TORONTO LIMITED

In its capacity as the Monitor appointed in the CCAA proceedings of
Victorian Order Of Nurses For Canada,
Victorian Order Of Nurses For Canada – Eastern Region, and
Victorian Order Of Nurses For Canada – Western Region
and not in its personal capacity



Per: Daniel Weisz, CPA, CA, CIRP
Senior Vice President

APPENDIX "F"

Court File No.: CV-15-11192-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

**AND IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE
ACT*, R.S.O. 1990, c. C-43, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF VICTORIAN ORDER OF NURSES FOR CANADA,
VICTORIAN ORDER OF NURSES FOR CANADA – EASTERN REGION, AND
VICTORIAN ORDER OF NURSES FOR CANADA – WESTERN REGION**

Applicants

SECOND REPORT OF THE MONITOR

February 18, 2016

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I. INTRODUCTION

1. This is the Second Report prepared by Collins Barrow Toronto Limited (the "**Monitor**"), in its capacity as the monitor of Victorian Order Of Nurses For Canada ("**VON Canada**"), Victorian Order Of Nurses For Canada – Eastern Region ("**VON East**") and Victorian Order Of Nurses For Canada – Western Region ("**VON West**") ("**VON Canada**", "**VON East**" and "**VON West**" are collectively referred to as the "**Applicants**") appointed pursuant to section 11.7 of the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**") by an Order of Mr. Justice Penny dated November 25, 2015 (the "**Initial Order**"). A copy of the Initial Order is attached hereto as Appendix "**A**".
2. On December 9, 2015, the Applicants sought and obtained from the Court a First Amended and Restated Initial Order extending the stay period to February 26, 2016 and modifying the ranking of the Directors' Charge, the Administration Charge and the Receiver's Charge (the "**First Amended Initial Order**"). A copy of the First Amended Initial Order is attached hereto as Appendix "**B**".
3. On January 19, 2016, the First Amended Initial Order was further amended and restated in response to a motion made by the Ministry of Health and Long-term Care (Ontario) ("**Ministry**") to seek certain protection therein for the Ministry, the Local Health Integration Networks and their respective affiliated and associated entities. A copy of the Second Amended and Restated Initial Order (the "**Second Amended Initial Order**") is attached hereto as Appendix "**C**".

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4. The pre-filing report of Collins Barrow Toronto Limited as proposed monitor of the Applicants dated November 24, 2015 (the "**Pre-Filing Report**") was filed in support of the Applicants' motion on November 25, 2015 to seek the issuance of the Initial Order. A copy of the Pre-Filing Report, without appendices, is attached hereto as Appendix "**D**".
 5. The First Report of the Monitor dated December 7, 2015 (the "**First Report**") was filed in support of the Applicants' motion on December 9, 2015 to seek the issuance of the First Amended Initial Order. A copy of the First Report, without appendices, is attached hereto as Appendix "**E**".
 6. On November 25, 2015 (but effective as of 12:01p.m. Eastern Standard/Daylight Time on November 27, 2015), the Applicants sought and obtained from the Court an Order appointing Collins Barrow Toronto Limited as the receiver (the "**Receiver**"), without security, of all of the goodwill and intellectual property of the Applicants, acquired for, or used in relation to a business carried on by the Applicants, including all proceeds thereof and of no other property of the Applicants. On December 9, 2015, the Applicants sought and obtained from the Court a First Amended and Restated Order (Appointing Receiver) modifying the ranking of the Receiver's Charge.

i. Purpose of Report

7. The purposes of this Second Report (the "**Second Report**") are to:
 - (a) provide information on activities relating to the Applicants since the issuance of the First Report;

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- (b) provide information on the Monitor's activities since the issuance of the First Report;
 - (c) provide information on the Extended Cash Flow Projection filed by the Applicants;
 - (d) comment and provide a recommendation to the Court on the Applicants' motion to extend the Stay Period to May 27, 2016;
 - (e) comment and provide a recommendation to the Court on the process proposed by the Applicants for the identification and determination of claims against VON Canada and its present and former directors and officers; and
 - (f) seek an Order approving the Monitor's activities and the accounts of the Monitor and Monitor's counsel, Bennett Jones LLP, for the period ending February 14, 2016 and February 13, 2016, respectively.

ii. Terms of Reference

8. In preparing this Second Report and making the comments herein, the Monitor has relied upon unaudited financial information, books and records and financial information prepared by the Applicants, discussions with management, affidavits sworn in connection with these proceedings and communications with the Chief Restructuring Officer of VON Canada (collectively, the "**Information**"). Certain of the information contained in this Second Report may refer to, or is based on, the Information. Since the Information has been provided by other parties or was obtained from documents filed with the Court in this matter, the Monitor has relied on the Information and, to the extent possible, reviewed the Information for

reasonableness. However, the Monitor 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 Canadian Auditing Standards pursuant to the *Chartered Professional Accountants Canada Handbook* (the "**CPA Handbook**"). Accordingly, the Monitor expresses no opinion or other form of assurance in respect of the Information. Some of the information referred to in this Second Report consists of forecasts and projections. An examination or review of the financial forecasts and projections, as outlined in the CPA Handbook, has not been performed.

9. Capitalized terms not defined in this Second Report are as defined in the Pre-Filing Report, Second Amended Initial Order, and in the affidavits of Jo-Anne Poirier sworn December 2, 2015 (the "**December Affidavit**") and February 18, 2016 (the "**February Affidavit**").
10. Unless otherwise stated, all dollar amounts contained in this Second Report are expressed in Canadian dollars.
11. The Monitor has to date posted to its website documentation pertaining to the within proceedings including the Application Record dated November 24, 2015, the Initial Order, the Service List and the Motion Records returnable December 9, 2015 and January 19, 2016. The Monitor's website is found at <http://www.collinsbarrow.com/en/cbn/restructuring-and-recovery-engagements/v-o-n>.
The Monitor will continue to post to its website documents in accordance with the E-service Protocol for the Commercial List in the Toronto region.

II. BACKGROUND

12. The Applicants are part of a group of five affiliated and separately incorporated regional operating entities:
- (a) VON Canada;
 - (b) VON East;
 - (c) VON West;
 - (d) Victorian Order Of Nurses For Canada - Ontario Branch ("**VON Ontario**");
- and
- (e) Victorian Order Of Nurses For Canada Nova Scotia Branch ("**VON Nova Scotia**").
13. VON Canada, VON East, VON West, VON Ontario and VON Nova Scotia, are referred to herein, collectively, as the "**VON Group**". The VON Group (now except for VON East and VON West) provide home and community care services on a not-for-profit charitable basis. VON Canada is the administrative centre of the VON Group and is fully integrated with each of the regional operating entities. VON Ontario and VON Nova Scotia are the regional operating entities responsible for the actual delivery of programs.
14. Paragraph 25 of the Second Amended Initial Order contains provisions staying the exercise by all Funders, other than the Ministry, the Local Health Integration Networks and their respective affiliated and associated entities (the rights of which are separately dealt with in an Endorsement of the Court dated January 19, 2016), as against VON Ontario and VON Nova Scotia (except with the written consent of the Applicants, the Chief Restructuring Officer and the Monitor, or

leave of the Court) arising from *inter alia*, (i) the Applicants being parties to this proceeding or having made an application to the Court pursuant to the CCAA and the *Courts of Justice Act* (Ontario) including any declarations of insolvency contained therein in respect of the VON Group entities, (ii) the appointment of a receiver in respect of the Applicants, or (iii) complying with the terms of any Order granted in the CCAA proceedings or under the *Courts of Justice Act* (Ontario).

III. ACTIVITIES RELATING TO THE APPLICANTS SINCE THE ISSUANCE OF THE FIRST REPORT

i. Cash Flow Statements

15. The Applicants prepared a fourteen week cash flow projection for each of the Applicants (the "**Cash Flow Statements**") for the period from the week ending November 30, 2015 to February 27, 2016 (the "**Cash Flow Period**") for the purpose of projecting the estimated results of the Applicants' planned activities during the Cash Flow Period. Copies of the Cash Flow Statements and the Monitor's comments thereon are contained in the Pre-Filing Report.
16. The Monitor has reviewed the Applicants' actual cash receipts and cash disbursements for the period November 30, 2015 to February 6, 2016. The Monitor has not as of the date of the Second Report completed its review of the actual receipts and disbursements for the week ending February 13, 2016 and, as a result, the information provided herein is as of February 6, 2016. Set out below is a summary of the actual cash receipts and cash disbursements for each of the Applicants compared to the Cash Flow Statements to February 6, 2016:

Cash Flow Summary for the week ending February 6, 2016			
<i>Entity</i>	<i>Forecast</i>	<i>Actual</i>	<i>Variance</i>
VON Canada			
Receipts	\$ 6,340,000	\$ 7,032,213	\$ 692,213
Disbursements	5,780,209	5,074,092	706,117
Net cash surplus (deficit)	\$ 559,791	\$ 1,958,121	\$ 1,398,330
VON Western			
Receipts	\$ 247,786	\$ 454,570	\$ 206,784
Disbursements	444,853	326,558	118,295
Net cash surplus (deficit)	\$ (197,067)	\$ 128,012	\$ 325,079
VON Eastern			
Receipts	\$ 378,603	\$ 836,945	\$ 458,342
Disbursements	461,750	491,073	(29,323)
Net cash surplus (deficit)	\$ (83,147)	\$ 345,872	\$ 429,019
Combined			
Receipts	\$ 6,966,389	\$ 8,323,728	\$ 1,357,339
Disbursements	6,686,812	5,891,723	795,089
Net cash surplus (deficit)	\$ 279,577	\$ 2,432,005	\$ 2,152,428
Starting cash position	\$ -	\$ -	\$ -
Ending cash position	\$ 279,577	\$ 2,432,005	\$ 2,152,428

17. As of the week ending February 6, 2016, the Applicants' cash balance was approximately \$2.4 million, which is approximately \$2.1 million higher than had been projected. A portion of that variance is due to receipts being approximately \$1.3 million higher than had been projected. Disbursements to date are almost \$800,000 lower than projected; however, this is in large part due to timing differences as certain expenses that had been included in the Cash Flow Statements have not yet been incurred or paid.
18. Overall cash collections have exceeded projected collections for each of the Applicants. VON Canada has received donation receipts of \$735,435, of which

approximately \$115,000 in December donations was transferred to Community Corporation partners in January consistent with prior practice whereby donors make donations to VON Canada that may be designated for Community Corporations or as may otherwise be directed by the donors. Collection of accounts receivable have exceeded projections by \$458,342 in VON East and by \$206,784 in VON West.

19. Management fee income for VON Canada was approximately \$197,500 lower than forecast. As VON Canada's cash position over the period was higher than projected, management elected to reduce the management fees on a short-term basis by \$25,000 per month.
20. Funding that had been provided by VON Canada to VON East and VON West in Weeks 1 to 3 of the Cash Flow Statement in order to allow VON East and VON West to meet their obligations was repaid in subsequent weeks and had been completely repaid by January 16, 2016.
21. Amounts of \$86,424 and \$36,386 were recovered by VON Canada from VON East and VON West, respectively, on account of pension contributions and benefit costs paid in November and December in respect of October and November 2015 payroll. These recoveries had not been included in the Cash Flow Statements as the Applicants had projected that VON East and VON West would be in a cash deficit position that would not allow them to reimburse VON Canada for those costs.
22. As set out above, the Monitor has completed its review of the Applicants' actual cash receipts and cash disbursements for the period November 30, 2015 to

February 6, 2016. The Applicants have provided explanations satisfactory to the Monitor for the variances between the actual amounts reported and those forecast in the Cash Flow Statements for that period.

23. The Monitor notes that the cash balances referred to by the Monitor in this Second Report are as at February 6, 2016, representing the date to which the Monitor has completed its review, and are therefore different from the cash balances included in the February Affidavit which may reference balances as at a different date.

ii. Disclaimers and Resiliations

24. VON East and VON West issued Notices by Debtor Company to Disclaim or Resiliate an Agreement ("**Disclaimer Notices**") during the month of December 2015 to (i) an additional 8 landlords in respect of agreements for leased premises formerly occupied by VON East and VON West and (ii) 31 other parties with which VON East and VON West had entered into other agreements for the provision of services. A total of 70 Disclaimer Notices have been issued to date.
25. In accordance with Section 32(1) of the CCAA, the Monitor reviewed the Disclaimer Notices that the Applicants proposed to issue. In considering whether to approve the proposed Disclaimer Notices, the Monitor requested from the Applicants reasons for the proposed Disclaimer Notices.
26. Section 32(2) of the CCAA sets out that a party to an agreement being disclaimed may, on notice to the other parties to the agreement and to the monitor, apply to the Court for an order that the agreement is not to be

disclaimed or resiliated. To date, no notices have been served on the Monitor from parties seeking to challenge the issuance to them of a Disclaimer Notice.

iii. Operations of VON Canada, VON East and VON West

27. The February Affidavit sets out the actions and steps taken by the Applicants since December 9, 2015, including:

- (a) preserving the stability of the remaining work force of VON Canada following the implementation of necessary employee reductions;
- (b) processing terminated employee final wages, continuing communication with terminated employees of the Applicants, as discussed below;
- (c) stabilizing key supplier relationships with VON Canada;
- (d) implementing cost saving and optimization measures in the area of IT, details of which are set out in the February Affidavit. The Applicants state that the steps taken are forecasted to result in cost savings of more than \$2 million annually for the benefit of the VON Group;
- (e) resolving issues raised by the Ministry of Health and Long-term Care (Ontario) and the Local Health Integration Networks (Ontario);
- (f) completing the orderly wind down of VON East and VON West and securing patient records that were at the sites that were shut down; and
- (g) beginning to resolve pension plan matters affecting the Applicants.

iv. VON Canada Pension Plan (the “Pension Plan”)

28. The February Affidavit states that a significant matter yet to be resolved is the treatment and restructuring of the Pension Plan. VON Canada is the sponsor and administrator of the Pension Plan.

-
29. The employees of the VON Group, including employees of VON Ontario, VON Nova Scotia and other affiliated entities are members of the Pension Plan.
 30. The Pension Plan, which is a defined benefit pension plan, is in a solvency deficit position. As stated in the February Affidavit, based on actuarial estimates, the wind-up deficiency is estimated at approximately \$31 million by November 25, 2015, or approximately 8% of the total assets of the Pension Plan.
 31. As a result of the shutdown of operations of VON East and VON West, neither VON East nor VON West will be in a position to make any contributions to the Pension Plan going forward and since those entities no longer have employees, no employees of VON East and VON West are contributing to the Pension Plan.
 32. VON Canada has determined that the appropriate approach in the circumstances would be to implement a partial wind up of the VON East and VON West portions of the Pension Plan in order to segregate the VON East and VON West portions of the Pension Plan and ensure that the continuing VON Group entities do not subsidize pension plan costs that are properly payable by VON East or VON West. The Pension Plan would then continue on a going concern basis in respect of those portions of the Pension Plan attributable to employees of VON Canada, VON Ontario and VON Nova Scotia.
 33. As set out in the February Affidavit, the pension restructuring process will require extensive dealings with applicable regulatory bodies including the Financial Services Commission of Ontario ("FSCO"). The Applicants will provide to the Court full details on the pension restructuring process once they have received input from FSCO and any other applicable regulators.

34. The Monitor will provide its comments to the Court after it has been provided with, and has reviewed and considered, the details of the proposed partial wind up of the VON East and VON West portions of the Pension Plan.

v. Liabilities of Applicants to Former Employees

35. In December 2015, the Applicants arranged for payment of the final payroll to the employees whose employment had been terminated effective November 25, 2015 following the issuance of the Initial Order.

36. In early January 2016, the Applicants provided to the Receiver details of the amounts owed to former employees by the Applicants so the Receiver could prepare and send to former employees the information they required to submit a claim under the Wage Earner Protection Program.

IV. ACTIVITIES OF THE MONITOR SINCE THE ISSUANCE OF THE FIRST REPORT

37. Since the date of the First Report, the Monitor has, *inter alia*:

(a) addressed creditor enquiries regarding the status of the CCAA proceedings;

(b) reviewed the Applicants' requests for the Monitor to approve the Disclaimer Notices;

(c) reviewed the actual cash results to February 6, 2016 provided by the Applicants and compared those results to the Cash Flow Statements and sought clarifications and explanations of the information presented as the Monitor considered appropriate; and

(d) engaged in discussions and correspondence with the Chief Restructuring Officer and representatives of the Applicants in connection with matters relating to these proceedings.

V. EXTENDED CASH FLOW PROJECTION

38. Attached hereto as Appendix "F" is the Applicants' cash flow projection for the period February 29, 2016 to June 4, 2016 (the "**Extended Cash Flow Projection**") that was filed by the Applicants with its motion for an extension to the stay of proceedings to May 27, 2016. The Monitor has reviewed the Extended Cash Flow Projection and the assumptions therein.
39. A summary of the Applicants' estimated cash position and total receipts and disbursements over the fourteen week period of the Extended Cash Flow Projection (the "**Period**") is set out below:

	<u>VON Canada</u>	<u>VON West</u>	<u>VON East</u>
Projected opening cash at February 29, 2016	\$ 1,790,983	\$ 40,512	\$ 280,872
Add: Estimated total receipts	\$ 5,968,000	\$ 137,500	\$ 140,000
Less: Estimated total disbursements	(6,341,743)	(26,000)	(54,000)
Net cash surplus (deficit)	<u>\$ (373,743)</u>	<u>\$ 111,500</u>	<u>\$ 86,000</u>
Projected closing cash at June 4, 2016	<u>\$ 1,417,240</u>	<u>\$ 152,012</u>	<u>\$ 366,872</u>

40. VON Canada's disbursements will exceed its receipts by approximately \$370,000 for the Period. The projected cash shortfall is to be covered by projected cash on hand.
41. The Extended Cash Flow Projection indicates that the Applicants will have sufficient cash to meet their obligations during the Period and will end the Period

with closing cash balances of approximately \$1.4 million, \$150,000 and \$360,000 for VON Canada, VON West and VON East, respectively.

42. The Extended Cash Flow Projection reflects the wind down of VON East and VON West. No future labour or program costs are included in the Extended Cash Flow Projection for those entities. Each of VON East and VON West is projected to collect additional accounts receivable of approximately \$140,000.
43. The estimated total receipts for VON Canada referred to in the table in paragraph 39 above consist mainly of management fees projected to be received from VON Ontario and VON Nova Scotia in respect of administrative/functional support in areas such as financial services, information technology, human resources administration and payroll. The calculation of the management fees in the Extended Cash Flow Projection is consistent with the calculation of management fees included in the Cash Flow Statements.
44. The Monitor has reviewed the Extended Cash Flow Projection as to its reasonableness as required by Section 23(1)(b) of the CCAA. Pursuant to this standard, the Monitor's review of the Extended Cash Flow Projection consisted of inquiries, analytical procedures and discussions related to information supplied to it by the Applicants. Since the Assumptions need not be supported, the Monitor's procedures with respect to the Assumptions were limited to evaluating whether they were consistent with the purpose of the Extended Cash Flow Projection. The Monitor also reviewed the support provided by the Applicants for the Assumptions and the preparation of the Extended Cash Flow Projection.

45. Based on the Monitor's review, and provided the management fees continue to be paid to VON Canada as set out in the Extended Cash Flow Projection, nothing has come to the Monitor's attention that causes the Monitor to believe, in all material respects, that:

(a) the Assumptions are not consistent with the purpose of the Extended Cash Flow Projection;

(b) as at the date of this Report, the Assumptions are not suitably supported and consistent with the plans of the Applicants or do not provide a reasonable basis for the Extended Cash Flow Projection, given the Assumptions; or

(c) the Extended Cash Flow Projection do not reflect the Assumptions.

46. As noted above, since the Extended Cash Flow Projections for each of the Applicants are based on estimates and assumptions regarding future events, actual results achieved will or may vary from the information presented even if the hypothetical assumptions materialize, and the variations may be significant. Accordingly, the Monitor expresses no opinion or other form of assurance with respect to the accuracy of any financial information presented in the Second Report, or relied upon by the Monitor in preparing the Second Report.

47. The Extended Cash Flow Projections for each of the Applicants have been prepared solely for the purpose described in the notes accompanying the Extended Cash Flow Projections and readers are cautioned that the Extended Cash Flow Projections may not be appropriate for other purposes.

VI. THE APPLICANTS' REQUEST FOR AN EXTENSION OF THE STAY OF PROCEEDINGS

48. The stay of proceedings pursuant to the Initial Order expires on February 26, 2016. The Applicants wish to pursue the next steps in the restructuring process including:

- i) implementing the proposed Pension Plan restructuring process described in the February Affidavit;
- ii) determining whether VON East and VON West will be the subject of a Plan of Compromise or Arrangement or, alternatively, assigned into bankruptcy;
- iii) establishing a claims process for VON Canada and possibly, VON East and VON West; and
- iv) negotiating and preparing a Plan of Compromise or Arrangement for VON Canada and possibly VON East and VON West.

49. As such, the Applicants are seeking to extend the Stay Period to May 27, 2016, which is approximately one week prior to the last day of the Cash Flow Period.

50. Based on the information set out herein and in the February Affidavit, the Monitor is of the view that the Applicants have been and are proceeding in good faith and with due diligence in these proceedings, and that the Applicants' request for an extension of the Stay Period to May 27, 2016 is appropriate and reasonable in the circumstances.

VII. THE APPLICANTS' PROPOSED CLAIMS PROCEDURE

51. VON Canada believes that it is now appropriate to seek a Claims Procedure Order for VON Canada based on the material progress that VON Canada has

made to date in its operational restructuring process. No claims process is being proposed for either of VON East or VON West at this time.

52. The Applicants have developed a claims procedure (the "**Claims Process**") to identify and determine the validity and quantum of claims against VON Canada and its present and former directors and officers as at the date of the Initial Order (the "**Claims**").

53. The significant steps under the Claims Process are set out below. Defined terms are those set out in the proposed Claims Procedure Order:

(a) the Monitor will as soon as practicable following the making of the Claims Procedure Order, post a copy of the Proof of Claim Document Package on the Monitor's Website, and send a copy of the Proof of Claim Document Package to each of the Known Creditors for which the Monitor has a mailing address and to any claimant who requests the same provided that such request is received prior to the Pre-Filing Claims Bar Date, which is proposed to be April 29, 2016;

(b) the Monitor will cause to be published, on at least one (1) Business Day, the Notice to Creditors in either the National Post (national edition) or the Globe and Mail (national edition);

(c) any Person that wishes to assert a Pre-Filing Claim or a Restructuring Claim must deliver to the Monitor on or before the Pre-Filing Claims Bar Date or the Restructuring Claims Bar Date, respectively, a completed Proof of Claim with all relevant supporting documentation;

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- (d) any person that wishes to assert a Directors/Officers Claim must deliver to the Monitor on or before the Pre-Filing Claims Bar Date a completed Proof of Claim with all relevant supporting documentation;
- (e) the Monitor, in consultation with VON Canada and where applicable any Affected Director or Officer, is to review all Proofs of Claims that are filed on or before the applicable Claims Bar Date and accept or disallow (in whole or in part) the amount and/or status of such Claims;
- (f) any Creditor that does not file a Proof of Claim by the Pre-Filing Claims Bar Date or the Restructuring Claims Bar Date, as applicable, will: (a) be barred from making or enforcing any Claim against VON Canada, the Directors or Officers and any such Claim will be extinguished; (b) not be entitled to vote at any Creditors' Meeting or to receive any distribution; and (c) not be entitled to any further notice or to participate as a creditor in the CCAA Proceedings;
- (g) the only claims that will be accepted as Proven Claims will be those Claims in respect of which the Monitor has delivered written acceptance;
- (h) where a Claim is disallowed (in whole or in part) by the Monitor, the Monitor is to deliver to the Creditor a Notice of Revision or Disallowance ("**Disallowance**"), attaching the form of Dispute Notice and, if the Disallowance relates to a claim against a Director or Officer, a copy of the Disallowance is also to be delivered by the Monitor to the Affected Director or Officer and to counsel for the directors;

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- (i) any Creditor who intends to dispute a Disallowance is to file a Dispute Notice with the Monitor as soon as reasonably possible but in any event such that such Dispute Notice is received by the Monitor on or before 4:00 p.m. (Toronto time) on the day that is fourteen (14) days after the Creditor is deemed to have received the Disallowance;
 - (j) where a Creditor receives a Disallowance and fails to file a Dispute Notice with the Monitor within the period provided, the amount and status of such Creditor's Claim will be deemed to be as set out in the Disallowance;
 - (k) as soon as practicable after the delivery of the Dispute Notice to the Monitor, the Creditor and the Monitor, in consultation with VON Canada and, where applicable, any Affected Director or Officer, are to attempt to resolve and settle the Creditor's Claim. The Monitor may refer any dispute that is not settled to a Claims Officer for determination, or in the alternative may bring the dispute before the Court for determination;
 - (l) any failure by the Government of Canada to file a proof of claim in respect of any claim that it may have as subrogee of a Claim of a terminated employee of VON Canada pursuant to the WEPPA, will not result in the barring or extinguishment of such subrogated claim. The procedures for filing and determination of such claims will be established by further order of the Court; and
 - (m) Excluded Claims, consist of (i) claims secured by any of the Charges (as defined in the Initial Order); (ii) any claim by a Director or Officer for indemnification related to a Director/Officer Claim, (iii) any claim

enumerated in subsections 5.1(2) and 19(2) of the CCAA, and (iv) any claim of The Bank of Nova Scotia.

54. The Monitor considers the Claims Procedure to be reasonable and recommends that the Court approve the Claims Procedure.

VIII. MONITOR'S FEES AND DISBURSEMENTS

55. The Monitor has maintained detailed records of its professional fees and disbursements during the course of these proceedings.

56. For the period November 25, 2015 to February 14, 2016, the Monitor's accounts total \$72,018.86 consisting of \$63,202.50 in fees, \$531.00 in disbursements plus HST of \$8,285.36 (the "**Monitor's Accounts**"). Copies of the Monitor's Accounts, together with a summary of the accounts, the total billable hours charged per the accounts, and the average hourly rate charged per the accounts, is set out in the Affidavit of Daniel Weisz sworn February 18, 2016 that is attached hereto as Appendix "G".

57. The accounts of the Monitor's counsel, Bennett Jones LLP, for the period ended February 13, 2016 total \$89,218.44, consisting of \$77,712.00 in fees, \$1,244.18 in disbursements and \$10,262.26 in HST (the "**Bennett Accounts**"). A copy of the Bennett Accounts, together with a summary of the personnel, hours and hourly rates described in the Bennett Accounts, supported by the Affidavit of Annie Kwok sworn February 18, 2016, is attached hereto as Appendix "H".

IX. CONCLUSION

58. Based on the foregoing, the Monitor respectfully recommends that:

-
- (a) the Stay Period be extended to May 27, 2016; and
 - (b) the Court approve the Claims Procedure.

59. The Monitor requests that the Court grant an Order:

- (a) approving the Pre-Filing Report, the First Report and the Second Report and the Monitor's activities described therein;
- (b) approving the fees and disbursements of the Monitor to February 14, 2016; and
- (c) approving the fees and disbursements of Bennett Jones LLP to February 13, 2016.

All of which is respectfully submitted to this Court as of this 18th day of February, 2016.

COLLINS BARROW TORONTO LIMITED

In its capacity as the Monitor appointed in the CCAA proceedings of
Victorian Order Of Nurses For Canada,
Victorian Order Of Nurses For Canada – Eastern Region, and
Victorian Order Of Nurses For Canada – Western Region
and not in its personal capacity



Per: Daniel Weisz, CPA, CA, CIRP, LIT
Senior Vice President

APPENDIX "G"

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) WEDNESDAY, THE 24th
JUSTICE PENNY) DAY OF FEBRUARY, 2016

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

AND IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE ACT*,
R.S.O. 1990, c. C-43, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF VICTORIAN ORDER OF NURSES FOR CANADA, VICTORIAN ORDER OF
NURSES FOR CANADA – EASTERN REGION AND VICTORIAN ORDER OF
NURSES FOR CANADA – WESTERN REGION

Applicants

STAY EXTENSION AND CLAIMS PROCEDURE ORDER

THIS MOTION, made by Victorian Order Of Nurses For Canada (the "**VON Canada**"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for an Order approving a claims procedure for the identification and quantification of Claims (as defined below) against (i) VON Canada, and (ii) any of the Directors and Officers (in each case as defined below) of VON Canada was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING VON Canada's Notice of Motion, the Affidavit of Jo-Anne Poirier, sworn February 18, 2016, the second report of Collins Barrow Toronto Limited (the "**Monitor**") dated February 18, 2016 (the "**Second Report**"), and on hearing the submissions of counsel for VON

Canada, the Monitor, the Board of Directors of VON Canada and those other parties present, no one appearing for the other parties served with VON Canada's Motion Record, although duly served as appears from the affidavit of service of Lillian Symchych sworn February 18, 2016, filed:

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record filed by VON Canada, and the Second Report, be and it is hereby abridged and validated such that the Motion is properly returnable today.

DEFINITIONS

2. THIS COURT ORDERS that, for the purposes of this Claims Procedure Order, the following terms shall have the following meanings:
 - (a) "**Affected Directors and Officers**" means those Directors and Officers against whom a Claim has been asserted in a Proof of Claim, and an "**Affected Director or Officer**" means any one of such Persons;
 - (b) "**Business Day**" means a day, other than a Saturday or a Sunday, on which banks are generally open for business in Toronto, Ontario;
 - (c) "**CCAA**" means the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended;
 - (d) "**Chief Restructuring Officer**" means March Advisory Services Inc., in its capacity as Chief Restructuring Officer of VON Canada;

- (e) **"Claim"** means each of:
- a) any right of claim of any Person against VON Canada, whether or not asserted, in connection with any indebtedness, liability or obligation of any kind of VON Canada, whether liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, unsecured, present, future, known, or unknown, by guarantee, surety or otherwise and whether or not such right is executory in nature, including the right or ability of any Person to advance a claim for contribution or indemnity or otherwise with respect to any matter, action, cause or chose in action, whether existing at present or commenced in the future, which indebtedness, liability or obligation is based in whole or in part on facts existing on or prior to the Filing Date (each a **"Pre-Filing Claim"**, and collectively the **"Pre-Filing Claims"**);
 - b) any right of claim of any Person against VON Canada in connection with any indebtedness, liability or obligation of any kind whatsoever owed by VON Canada to such Person arising out of the restructuring, termination, repudiation, or disclaimer or breach of any lease, contract, employment agreement or other agreement or obligation after the Filing Date (each a **"Restructuring Claim"**, and collectively the **"Restructuring Claims"**);
and
 - c) any right of any Person against the Directors or Officers of VON Canada for which the Directors or Officers of VON Canada are by law liable to pay in their capacity as Directors or Officers or in any other capacity, in each case based in whole or in part on facts existing on or prior to the Filing

Date (each a "**Director/Officer Claim**", and collectively the "**Directors/Officers Claims**"),

provided however, that "Claim" shall not include an Excluded Claim;

- (f) "**Claims Bar Date**" means the Pre-Filing Claims Bar Date or the Restructuring Claims Bar Date, as applicable;
- (g) "**Claims Officer**" means the person or persons so designated by the Monitor and approved by the Court, or designated by the Court, as the case may be;
- (h) "**Court**" means the Ontario Superior Court of Justice (Commercial List);
- (i) "**Creditor**" means any Person having a Claim;
- (j) "**Creditors' Meeting**" means any meeting or meetings of Creditors scheduled pursuant to further Order of this Court;
- (k) "**Directors**" means the directors and former directors of VON Canada or any Person deemed to be a director or former director of VON Canada by any law, and "**Director**" means any one of them;
- (l) "**Dispute Notice**" means a written notice to the Monitor, in substantially the form attached as Schedule "E" hereto, delivered to the Monitor by a Creditor who has received a Notice of Revision or Disallowance, of its intention to dispute such Notice of Revision or Disallowance;
- (m) "**Excluded Claim**" means (i) claims secured by any of the Charges (as defined in the Initial Order); (ii) any claim by a Director or Officer for indemnification related

to a Director/Officer Claim, (iii) any claim enumerated in subsections 5.1(2) and 19(2) of the CCAA, and (iv) any claim of The Bank of Nova Scotia.

- (n) **"Filing Date"** means November 25, 2015;
- (o) **"Initial Order"** means the Second Amended and Restated Initial Order of this Court dated November 25, 2015, as such Order may be supplemented, amended, restated or varied from time to time;
- (p) **"Instruction Letter"** means the instruction letter to Creditors, in substantially the form attached as Schedule "C" hereto;
- (q) **"Known Creditors"** means:
 - a) those Creditors which are recorded in the records of VON Canada as being owed monies by VON Canada as of the Filing Date and which monies remain unpaid in whole or in part;
 - b) any Person who commenced a legal proceeding against VON Canada which legal proceeding was commenced and served upon VON Canada prior to the Filing Date, and which proceeding is known to the Monitor; and
 - c) any Person who is party to a lease, contract, employment agreement, or other agreement or obligation of VON Canada which was (to the knowledge of the Monitor) restructured, terminated, repudiated, resiliated or disclaimed by VON Canada after the Filing Date but prior to the date of this Order.

- (r) **"Monitor"** means Collins Barrow Toronto Limited in its capacity as monitor of VON Canada pursuant to the Initial Order;
- (s) **"Monitor's Website"** means: <http://www.collinsbarrow.com/en/cbn/restructuring-and-recovery-engagements/v-o-n>.
- (t) **"Notice of Revision or Disallowance"** means a notice, in substantially the form attached as Schedule "D" hereto, advising a Creditor that the Monitor has revised or disallowed all or part of the Claim set out in the Creditor's Proof of Claim;
- (u) **"Notice for Publication"** means the notice to Creditors for publication in substantially the form attached as Schedule "A" hereto;
- (v) **"Officers"** means the officers and former officers of VON Canada or any Person deemed to be an officer or former officer of VON Canada by any law and, solely for the purposes of this Claims Procedure Order, shall include the Chief Restructuring Officer, and **"Officer"** means any one of them;
- (w) **"Person"** includes any individual, partnership, joint venture, trust, corporation, unlimited liability company, unincorporated organization, government body or agency or instrumentality thereof, or any other juridical entity howsoever designated or constituted;
- (x) **"Plan"** means any plan of compromise and arrangement by VON Canada, if and when filed and approved by this Court, as revised, amended, modified or supplemented from time to time in accordance with its terms;
- (y) **"Pre-Filing Claims Bar Date"** means 4:00 p.m. (Toronto time), on April 29, 2016 or such later date as may be ordered by the Court;

- (z) **"Proof of Claim"** means the form of Proof of Claim in substantially the form attached as Schedule "B" hereto;
- (aa) **"Proof of Claim Document Package"** means a document package that includes a copy of the Instruction Letter, a Proof of Claim, and such other materials as the Monitor may consider appropriate or desirable;
- (bb) **"Proven Claim"** has the meaning ascribed to that term in paragraph 7 of this Order;
- (cc) **"Restructuring Claims Bar Date"** means:
 - a) in the case of Restructuring Claims arising before the date of this Order, the Pre-Filing Claims Bar Date; and
 - b) in the case of Restructuring Claims arising on or after the date of this Order, the later of:
 - (1) the Pre-Filing Claims Bar Date; and
 - (2) 4:00 p.m. (Toronto Time) on the date that is 20 Business Days after the Monitor sends a Proof of Claim Document Package with respect to a Restructuring Claim in accordance with paragraph 9 hereof;
- (dd) **"Secured Claim"** means any Claim or portion thereof that is secured by a security interest, pledge, mortgage, lien, hypothec or charge on any property of VON Canada, or any Claim of a "secured creditor" as defined in the CCAA, but only to the extent of the value of the security in respect of the Claim.

3. THIS COURT ORDERS that all references as to time herein shall mean local time in Toronto, Ontario, Canada, and any references to an event occurring on a Business Day shall mean prior to 5:00 p.m. on such Business Day, unless otherwise indicated herein.

4. THIS COURT ORDERS that VON Canada and the Monitor are hereby authorized to request such further documentation from any Person asserting a Claim that may reasonably be required in order to determine the validity of a Claim.

STAY EXTENSION

5. THIS COURT ORDERS that the Stay Period, as defined in the Initial Order be and is hereby extended up to and including May 27, 2016.

MONITOR'S ROLE

6. THIS COURT ORDERS that the Monitor, in addition to its prescribed rights and obligations pursuant to the CCAA and under the Initial Order, is hereby directed and empowered to take such other actions and fulfill such other roles as are authorized by this Order, and that in taking such other actions and in fulfilling such other roles, the Monitor shall have the protections given to it in the Initial Order and this Order, including without limitation the protections provided in paragraph 28 of this Order.

DETERMINATION OF PROVEN CLAIM

7. THIS COURT ORDERS that the amount and status of every Claim of a Creditor as finally determined in accordance with the forms and procedures authorized in this Order, including any determination as to the nature, amount, value, priority or validity of any Claim, including any Secured Claim (each such Claim, when finally determined, a "Proven Claim"), shall be final and binding for all purposes, including without limitation

for any voting on and any distribution made to Creditors of VON Canada pursuant to a Plan.

NOTICE TO CREDITORS

8. THIS COURT ORDERS that:

- (a) the Monitor shall as soon as practicable following the making of this Order, post a copy of the Proof of Claim Document Package on the Monitor's Website, and send on behalf of VON Canada to each of the Known Creditors for which the Monitor has a mailing address a copy of the Proof of Claim Document Package;
- (b) the Monitor shall cause to be published without delay, on at least one (1) Business Day, the Notice for Publication in either the National Post (national edition) or the Globe and Mail (national edition); and
- (c) the Monitor shall, provided such request is received by the Monitor prior to the Claims Bar Date, deliver as soon as reasonably possible following receipt of a request therefore a copy of the Proof of Claim Document Package to any Person claiming to be a Creditor and requesting such material or direct such Person to the documents posted on the Monitor's Website.

9. THIS COURT ORDERS that with respect to Restructuring Claims arising from the restructuring, termination, repudiation, or disclaimer or breach of any lease, contract, employment agreement or other agreement or obligation on or after the date of this Order, the Monitor shall send to the counterparties to such lease, contract, or other agreement or obligation a Proof of Claim Document Package no later than five (5) Business Days following the date of the restructuring, termination, repudiation,

disclaimer or breach of any lease, contract, employment agreement or other agreement or obligation.

10. THIS COURT ORDERS that neither VON Canada nor the Monitor is under any obligation to give notice to or deal with any Person other than the Creditor holding a Claim, and without limitation shall have no obligation to give notice to or deal with any Person having a security interest in such Claim (including the holder of a security interest created by way of a pledge or a security interest created by way of an assignment of such Claim), and such Persons shall be bound by the Claims Bar Date and any notices given to the Creditor and any steps taken in respect of such Claim in accordance with this Order, regardless of whether such Persons received notice of same.
11. THIS COURT ORDERS that the form and substance of each of the documents in the Proof of Claim Document Package as well as the Dispute Notice, the Notice of Revision or Disallowance and the Notice for Publication, substantially in the forms attached as schedules hereto, are hereby approved. Despite the foregoing, the Monitor may from time to time make such minor changes to such forms as the Monitor deems necessary.

CREDITORS' CLAIMS

12. THIS COURT ORDERS that:
 - (a) Any Person that wishes to assert a Pre-filing Claim must deliver to the Monitor on or before the Pre-Filing Claims Bar Date a completed Proof of Claim in respect of such Claim, including all relevant supporting documentation in respect of such Claim, in the manner set out in this Claims Procedure Order

- (b) Any Person that wishes to file a Restructuring Claim must deliver to the Monitor on or before the Restructuring Claims Bar Date a completed Proof of Claim in respect of such Claim, together with all relevant supporting documentation in respect of such Claim, in the manner set out in this Claims Procedure Order; and
- (c) Any person that wishes to assert a Directors/Officers Claim must deliver to the Monitor on or before the Pre-Filing Claims Bar Date a completed Proof of Claim in respect of such Claim, together with all relevant supporting documentation in respect of such Claim, in the manner set out in this Claims Procedure Order

and that any Creditor that does not file a Proof of Claim as provided for herein such that such Proof of Claim is received by the Monitor on or before the Pre-Filing Claims Bar Date or the Restructuring Claims Bar Date, as applicable, (a) shall be and is hereby forever barred from making or enforcing any Claim against VON Canada, the Directors or Officers, or any of them and any such Claim shall be extinguished without any further act or notification by the Monitor, VON Canada or the Directors or Officers; (b) shall not be entitled to vote at any Creditors' Meeting in respect of a Plan or to receive any distribution thereunder; and (c) shall not be entitled to any further notice in, and shall not be entitled to participate as a creditor in, these proceedings.

PROOFS OF CLAIM

13. THIS COURT ORDERS that:

- (a) the Monitor may use reasonable discretion as to the adequacy of compliance with respect to the manner in which forms delivered hereunder are completed and executed and the Monitor may, where it is satisfied that a Claim has been adequately proven, waive strict compliance with the requirements of this Order as to completion and execution of Proofs of Claim; and

(b) if any Claim arose in a currency other than Canadian dollars, then the Creditor making the Claim shall complete its Proof of Claim indicating the amount of the Claim in such currency, rather than in Canadian dollars or any other currency. The Monitor shall subsequently calculate the amount of such Claim in Canadian dollars, using the Bank of Canada noon spot rate on the Filing Date, without prejudice to the ability of VON Canada to utilize a different exchange rate in any Plan.

14. THIS COURT ORDERS that each Creditor shall include any and all Claims it asserts against VON Canada or the Directors or Officers in a single Proof of Claim, provided however that where a Creditor has taken an assignment or transfer of a Claim after the Filing Date, that Creditor shall file a separate Proof of Claim for each such assigned or transferred Claim.

REVIEW OF PROOFS OF CLAIM

15. THIS COURT ORDERS that the Monitor, in consultation with VON Canada and where applicable any Affected Director or Officer, shall review all Proofs of Claims that are filed on or before the applicable Claims Bar Date and shall accept or disallow (in whole or in part) the amount and/or status of such Claims. At any time, the Monitor may (i) request additional information from a Creditor with respect to a Claim, (ii) request that the Creditor file a revised Proof of Claim, or (iii) attempt to resolve and settle any issue arising in respect of a Claim; *provided, however*, that a Claim that has been asserted against an Affected Director or Officer cannot be settled or accepted by the Monitor in whole or in part except (i) with the consent of the Affected Director or Officer, or on further Order of this Court, or (ii) if such Claim has been asserted against VON Canada and an Affected Director or Officer, on a basis that is expressly without prejudice to the Affected Director or Officer.

16. THIS COURT ORDERS that where a Claim has been accepted in writing by the Monitor, such Claim shall constitute such Creditor's Proven Claim for all purposes, including for the purposes of voting and distribution under the Plan. For greater certainty, the only Claims that shall be Proven Claims are those Claims in respect of which the Monitor has delivered a written acceptance.
17. THIS COURT ORDERS that where a Claim is disallowed (in whole or in part) by the Monitor, the Monitor shall deliver to the Creditor a Notice of Revision or Disallowance, attaching the form of Dispute Notice. Where a Notice of Revision or Disallowance relates to a Claim that has been made against a Director or Officer, a copy of the Notice of Revision or Disallowance shall also be delivered by the Monitor to the Affected Director or Officer and to counsel for the directors.
18. THIS COURT ORDERS that where a Claim has been disallowed (in whole or in part), the disallowed Claim (or disallowed portion thereof) shall not be a Proven Claim unless the Creditor has disputed the disallowance and proven the disallowed Claim (or disallowed portion thereof) in accordance with paragraphs 19 to 23 of this Order.

DISPUTE NOTICE

19. THIS COURT ORDERS that any Creditor who intends to dispute a Notice of Revision or Disallowance shall file a Dispute Notice with the Monitor as soon as reasonably possible but in any event such that such Dispute Notice shall be received by the Monitor on or before 4:00 p.m. (Toronto time) on the day that is fourteen (14) days after the Creditor is deemed to have received the Notice of Revision or Disallowance in accordance with paragraph 30 of this Order. The filing of a Dispute Notice with the Monitor within the fourteen (14) day period specified in this paragraph shall constitute an application to have the amount or status of such Claim determined as set out in paragraphs 21-23

hereof. Where a Dispute Notice relates to a Claim that has been made against a Director or Officer, a copy of the Dispute Notice shall be delivered by the Monitor, promptly after receipt by the Monitor, to the Affected Director or Officer and to counsel for the directors.

20. THIS COURT ORDERS that where a Creditor that receives a Notice of Revision or Disallowance fails to file a Dispute Notice with the Monitor within the period provided therefore in paragraph 19 above, the amount and status of such Creditor's Claim shall be deemed to be as set out in the Notice of Revision or Disallowance and such amount and status, if any, shall constitute such Creditor's Proven Claim, and the balance shall be deemed forever barred and extinguished.

RESOLUTION OF CLAIMS

21. THIS COURT ORDERS that as soon as practicable after the delivery of the Dispute Notice to the Monitor, the Creditor and the Monitor, in consultation with VON Canada and, where applicable, any Affected Director or Officer, shall attempt to resolve and settle the Creditor's Claim.
22. THIS COURT ORDERS that in the event that a dispute raised in the Creditor's Dispute Notice is not settled within a time period or in a manner satisfactory to the Monitor, the Monitor may refer the dispute to a Claims Officer for determination, or in the alternative may bring the dispute before the Court for determination. If the Monitor refers the dispute to a Claims Officer for determination, then the Claims Officer shall determine the manner, if any, in which evidence may be brought before the Claims Officer by the parties as well as any other matters, procedural or substantive, which may arise in respect of the Claim Officer's determination of a Creditor's Claim. For greater certainty,

the Claims Officer may require written submissions, and may limit submissions to written submissions, at the Claims Officer's discretion.

23. THIS COURT ORDERS that the Claims Officer's determination of any Creditor's Proven Claim shall be final and binding, unless within ten (10) days of the date on which the Claims Officer's determination is deemed received by the Creditor, VON Canada, the Monitor, the Creditor or the Affected Director or Officer, if applicable, has filed with this Court an appeal, by way of Notice of Motion, of the Claims Officer's determination.

NOTICE OF TRANSFEREES

24. THIS COURT ORDERS that neither VON Canada nor the Monitor shall be obligated to give notice to or to otherwise deal with a transferee or assignee of a Claim as the Creditor in respect thereof unless and until (i) actual written notice of transfer or assignment, together with satisfactory evidence of such transfer or assignment, shall have been received by the Monitor, and (ii) the Monitor shall have acknowledged in writing such transfer or assignment, and thereafter such transferee or assignee shall for the purposes hereof constitute the "Creditor" in respect of such Claim. Any such transferee or assignee of a Claim, and such Claim, shall be bound by any notices given or steps taken in respect of such Claim in accordance with this Order prior to the written acknowledgment by the Monitor of such transfer or assignment.

25. THIS COURT ORDERS that if the holder of a Claim has transferred or assigned the whole of such Claim to more than one Person or part of such Claim to another Person or Persons, such transfer or assignment shall not create a separate Claim or Claims and such Claim shall continue to constitute and be dealt with as a single Claim notwithstanding such transfer or assignment, and VON Canada and the Monitor shall in each such case not be bound to acknowledge or recognize any such transfer or

assignment and shall be entitled to give notices to and to otherwise deal with such Claim only as a whole and then only to and with the Person last holding such Claim in whole as the Creditor in respect of such Claim. Provided that a transfer or assignment of the Claim has taken place in accordance with paragraph 24 of this Order and the Monitor has acknowledged in writing such transfer or assignment, the Person last holding such Claim in whole as the Creditor in respect of such Claim may by notice in writing to the Monitor direct that subsequent dealings in respect of such Claim, but only as a whole, shall be with a specified Person and in such event, such Creditor, such transferee or assignee of the Claim and the whole of such Claim shall be bound by any notices given or steps taken in respect of such Claim by or with respect to such Person in accordance with this Order.

26. THIS COURT ORDERS that the transferee or assignee of any Claim (i) shall take the Claim subject to the rights and obligations of the transferor/assignor of the Claim, and subject to the rights of VON Canada or the Affected Director or Officer, as applicable, against any such transferor or assignor, including any rights of set-off against such transferor or assignor, and (ii) cannot use any transferred or assigned Claim to reduce any amount owing by the transferee or assignee to VON Canada, whether by way of set off, application, merger, consolidation or otherwise.
27. THIS COURT ORDERS that nothing in this Order is intended to or shall be deemed to permit, enable or authorize the transfer or assignment of a Claim or to in any way affect the validity or invalidity of any such transfer or assignment.

PROTECTIONS FOR MONITOR

28. THIS COURT ORDERS that (i) in carrying out the terms of this Order, the Monitor shall have all of the protections given to it by the CCAA and the Initial Order or as an officer of

this Court, including without limitation the stay of proceedings in its favour, (ii) the Monitor shall incur no liability or obligation as a result of the carrying out of the provisions of this Order, except for its own wilful misconduct or gross negligence, (iii) the Monitor shall be entitled to rely on the books and records of VON Canada, and any information provided by VON Canada, all without independent investigation, and (iv) the Monitor shall not be liable for any claims or damages resulting from any errors or omissions in such books, records and information.

SERVICE AND NOTICE

29. THIS COURT ORDERS that the forms of notice to be provided in accordance with this Claims Procedure Order shall constitute good and sufficient service and delivery of notice of this Claims Procedure Order, the Pre-Filing Claims Bar Date and the Restructuring Claims Bar Date on all Persons who may be entitled to receive notice and who may assert a Claim and no other notice or service need be given or made and no other documents or material need be sent to or served upon any Person in respect of this Claims Procedure Order.

30. THIS COURT ORDERS that any notice or other communication to be given under this Order by the Monitor or VON Canada to a Creditor or other Interested Persons, shall be in writing and may be given by sending true copies thereof by prepaid ordinary mail, registered mail, courier, personal delivery or electronic or digital transmission to such Persons (i) at the address shown on the Proof of Claim filed by that Person, or (ii) if a Proof of Claim has not been filed by that Person or does not contain a valid address, then at the address as last shown on the records of VON Canada, and that any such service or notice by courier, personal delivery or electronic or digital transmission shall be deemed to be received on the next Business Day following the date of forwarding thereof, or if sent by prepaid ordinary mail or by registered mail, on the fourth Business

Day after mailing. Notwithstanding anything to the contrary in this paragraph 30, Notices of Disallowance shall be sent only by (i) facsimile to a number that has been provided in writing by the Creditor, (ii) email to an address that has been provided in writing by the Creditor; (iii) registered mail, or (iv) courier.

31. THIS COURT ORDERS that any notice or other communication to be given under this Order by a Creditor to the Monitor shall be in writing and will be sufficiently given only if sent by prepaid ordinary mail, registered mail, courier, personal delivery or electronic or digital transmission addressed to:

Collins Barrow Toronto Limited
Court-appointed Monitor of Victorian Order Of Nurses For Canada
11 King Street West, Suite 700
Toronto, Ontario M5H 4C7

Attention: Jeffrey Berger
Telephone: (647) 726-0496
Facsimile: (416) 480-2646
E-mail: cbtlmonitor@collinsbarrow.com

Any such notice or other communication by a Creditor shall be deemed received only upon actual receipt thereof during normal business hours on a Business Day. Where the communication is to be by way of a form attached as a Schedule to this Order, such communication shall be in substantially the form of the attached Schedule.

32. THIS COURT ORDERS that where, pursuant to this Order, consultation is to occur with any Affected Director or Officer, notice is to be given to any such Affected Director or Officer, or the consent of any such Affected Director or Officer is to be obtained, and such Affected Director or Officer is represented by counsel, then such consultation, notice or consent may be with, to, or obtained from, such counsel.

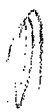
WEPPA SUBROGATED CLAIMS

33. THIS COURT ORDERS that, notwithstanding any other provision of this Order, any failure by the Government of Canada to deliver, on or prior to the Claims Bar Date, a Proof of Claim in respect of any Claim it may have as subrogee of a Claim of a terminated employee of VON Canada pursuant to Section 36 of the *Wage Earner Protection Program Act (Canada)* (a "**WEPPA Subrogated Claim**") shall not result in the barring or extinguishment of such WEPPA Subrogated Claim. The procedures for filing and determination of WEPPA Subrogated Claims will be established by further order of this Court on notice to the Government of Canada.

MISCELLANEOUS

34. THIS COURT HEREBY REQUESTS the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and any court or any judicial, regulatory or administrative body of the United States and the states or other subdivisions of the United States and of any other nation or state, to act in aid of and to be complementary to this Court in carrying out the terms of this Order.

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



FEB 24 2016

APPENDIX "H"

March 7, 2016

To: The Creditors of Victorian Order Of Nurses For Canada ("VON Canada")

Please be advised that on February 24, 2016, VON Canada sought and obtained from the Ontario Superior Court of Justice an order to extend the stay period to May 27, 2016 and to establish a process for the identification and determination of claims against VON Canada and/or the Directors and/or the Officers of VON Canada (the "**Claims Procedure Order**").

Please note that the Claims Procedure Order is not applicable to the claims of creditors of Victorian Order Of Nurses For Canada – Eastern Region or Victorian Order Of Nurses For Canada – Western Region.

In accordance with the Claims Procedure Order, we enclose copies of the following documentation (the "**Proof of Claim Document Package**"):

1. Notice of Claims Process for Victorian Order Of Nurses For Canada
2. Instruction Letter
3. Proof of Claim form

Copies of the Claims Procedure Order and Proof of Claim Document Package can be found at the Monitor's website at:

<http://www.collinsbarrow.com/en/cbn/restructuring-and-recovery-engagements/v-o-n>

Should you have any questions on the Proof of Claim Document Package, please contact Mr. Jeffrey Berger of our office at 647-726-0496 or cbltmonitor@collinsbarrow.com.

Yours truly,

COLLINS BARROW TORONTO LIMITED
In its capacity as Court-Appointed Monitor of
Victorian Order Of Nurses For Canada,
and not in its personal capacity



Per: Daniel Weisz, CPA, CA, CIRP, LIT
Senior Vice-President

APPENDIX "I"

THE GLOBE AND MAIL • TUESDAY, MARCH 1, 2016

REPORT ON BUSINESS • B5

INTERNATIONAL

EMPLOYMENT

China to lay off 1.8 million in coal, steel

Figures underline magnitude of task in dealing with slowing growth and bloated state enterprises

KEVIN YAO
MING MENG

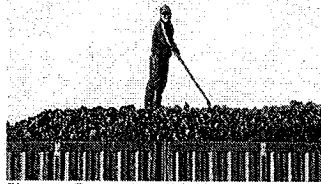
Economics

China said Monday it expects to lay off 1.8 million workers in its coal and steel industries, or about 1 per cent of its workforce, as part of efforts to reduce industrial overcapacity, but no time frame was given.

It was the first time China has announced that it will reduce the magnitude of its task in dealing with slowing growth and bloated state enterprises.

Wu Weixian, the minister for Human Resources and Social Security, said a recent estimate that 4 million workers in the coal sector could lose jobs, plus another 4 million from the steel sector. China's coal and steel industries employ about 2 million workers, according to data published by the National Bureau of Statistics.

"This indicates the rectification of a kind of 1.8 million workers. This task will be very difficult, but we are still very confident,"



China says 1.8 million coal workers could lose jobs. (AP/WIDEWORLD)

Mr. Yin said. In China's stability-driven government, keeping laid-off unemployment and any possible unrest that may follow has been a top priority.

The central government will allocate 100 billion yuan (\$15.3 billion) over two years to retrain workers laid off as a result of China's efforts to curb over-

capacity officials said last week. China's Vice-Premier and Minister Zhu Guangqun opened Premier Li Keqiang's letter to the State Secretary last week on Monday that the fund would mainly focus on the steel and coal sectors.

The number of layoffs was reasonable based on the government's capacity to deal with

said Jiang Feijun, an industry researcher with the China Academy of Social Sciences, a top government think tank.

He said the funds being made available would be used only after the enterprises got banks' and state banks' debts. He said local governments would also be responsible for dealing with these debts.

"It's difficult to predict a time frame, but it will not be a quick process. There are many factors to be dealt with, including how to pay debts as well as layoffs."

The world's second largest economy grew 6.9 per cent in 2015, the weakest in 20 years, and the government aims to achieve nominal growth of 6.5 per cent in 2016. The economy faces relatively high downward pressures and some firms face difficulties in production and operation, which would lead to insufficient employment, Mr. Yin said, adding that increasing production this year would also add pressure to the job market.

Reuter's

TECHNOLOGY

GoPro acquires two mobile editing companies

SELINA WANG

GoPro Inc. agreed to acquire two mobile video editing companies for \$200 million (U.S.) in cash and stock, taking steps to address a shortcoming in its software interface that has been criticized for not being user-friendly in packaging and missing footage from its cameras.

The purchases include Burlington, Ontario-based iMovie and Austin, Texas-based Vemore, owners of the iMovie app. iMovie, which allows users to trim, crop and add advanced video effects, both teams will maintain open offices in their current locations.

"We recognize that the future is not happening out of your desktop for what the times on a Sunday evening to edit whatever interesting content you capture during the weekend," chief executive officer Nicholas Woodman said in an interview. "The future is creating a content ecosystem experience into people's everyday lives. GoPro needs to become much more consumer-centric."

After departing on the stock market in 2014 to match investors, GoPro has restricted its business focus as competition from phones and others increases and the company's latest quarter failed to meet analyst expectations. The stock has lost almost a third of its value since last year after announcing more than 70 per cent last year.

Analysts, investors, and users alike have said the company's biggest issue is making a software interface that is as easy to use as its cameras.

GoPro (GPRO)
Closed \$100 (U.S.), down 3%

REPAYMENT

Paul Singer and Argentina cut a deal after 15-year dispute

KATIA PORZ-GARCIA
CHLOE OBERHEID

BOB VAN VOICE

Paul Singer is seen as the quintessential hedge fund manager.

Some 10 years after the country carried out the biggest sovereign default ever and years after the hedge-fund billionaire sued for full repayment, the two sides reached a settlement last Sunday. The deal marks the end of a bitter dispute between Singer and the Argentine government over the default and the country's obligations to bondholders.

needed financing as its commodity-based economy falters. It also brings to an end a long, bitter legal conflict that cost both sides dearly over the years. In legal fees, for instance, investment oppositionist's asset owners had to pay more than \$1 billion to settle the dispute. Argentina had even become something of a pariah state, unable to buy its preferred place or check its investments in some cities abroad out of fear they'll be seized by Mr. Singer's lawyers. And their own outbursts as a cautionary tale for funds and trapped governments flailing with default and the country's capabilities looking dim there in court.

Argentina will pay a \$4-billion (U.S.) in cash to Mr. Singer's Elliott Management and hedge funds Abraxas Capital Management, Davison Kellogg and Blue Ridge Capital, which by 75 per cent of the total and interest of their local claims, according to court-appointed mediator Daniel Pollack. The country will also pay some of the bondholders' legal fees, as well as a settlement for claims outside of New York. The nation will repay the funds in government bonds, but not to the hedge funds.

After years of dealing with former president Cristina Fernandez de Kirchner's intransigence on the issue, New York courts have forced Mr. Singer's efforts to make good on his campaign. "I don't want to put an end to the litigation that is still ongoing," he said in December. Officials began to get to know New York's laws with creditors in January and published their first proposal to creditors in May. It was a contentious affair that huddled on the unresolved on many occasions, such as a 10-hour trial in May on a 20-year-old judge who for years has presided over the case "viciously" or "recklessly" in the "wildly unorthodox" and "bizarre" manner.

Globe and Mail

COMMERCIAL REAL ESTATE

RECENT ASSET TRANSACTIONS

BUYER	SELLER	PROPERTY	PRICE
7171 10th Ave. E. Unit 101	7171 10th Ave. E. Unit 101	7171 10th Ave. E. Unit 101	\$1,100,000
2121 10th Ave. E. Unit 101	2121 10th Ave. E. Unit 101	2121 10th Ave. E. Unit 101	\$1,100,000
3131 10th Ave. E. Unit 101	3131 10th Ave. E. Unit 101	3131 10th Ave. E. Unit 101	\$1,100,000
4141 10th Ave. E. Unit 101	4141 10th Ave. E. Unit 101	4141 10th Ave. E. Unit 101	\$1,100,000

AVISON YOUNG

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Oshawa, Ontario

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TO SUBSCRIBE CALL 1-866-36 GLOBE

LEGALS

Notice to Creditors of Victorian Order of Nurses For Canada

Notice of Claims Process for Victorian Order of Nurses for Canada ("VON Canada") pursuant to the Companies' Creditors Arrangement Act (the "CCAA")

By Order of the Ontario Superior Court of Justice (Commercial List) (the "Court") dated November 25, 2015 (as amended, the "Initial Order"), VON Canada, among others, filed and obtained relief from its creditors under Part I of the CCAA (the "CCAA"). Pursuant to the Initial Order, Collina Berron Toronto Limited was appointed by the Court as monitor in VON Canada's CCAA proceedings (the "Monitor").

PLEASE TAKE NOTICE that on February 24, 2016, the Court issued an order (the "Claims Procedure Order"), a copy of which can be found on the Monitor's Website: <http://www.collinaberron.com/CCAA/constructingandexecutingenquiries/claims>, requiring that all persons who assert:

- a Pre-Filing Claim against VON Canada must file a Proof of Claim with the Monitor by the later of:
 - in the case of Restructuring Claims arising before the date of the Claims Procedure Order, the later of:
 - the Pre-Filing Claims Bar Date; and
 - 4:00 p.m. (Toronto time) on the date that is 28 Business Days after the Monitor sends a Proof of Claim Document Package with respect to a Restructuring Claim in accordance with paragraph 9 of the Claims Procedure Order;
 - the Restructuring Claims Bar Date;
- by sending the Proof of Claim to the Monitor by prepaid ordinary mail, registered mail, courier, personal delivery, facsimile or other electronic transmission to the address at the Monitor listed below.

Proof of Claim Document Packages including the Proof of Claim may be obtained from the Monitor's website or by contacting the Monitor by prepaid ordinary mail, registered mail, courier or by telephone or email at the address of the Monitor listed below.

IF YOUR PROOF OF CLAIM IS NOT RECEIVED BY THE MONITOR BY THE PRE-FILING CLAIMS BAR DATE OR THE RESTRICTING CLAIMS BAR DATE, AS APPLICABLE, YOUR CLAIM AGAINST VON CANADA AND/OR THE OFFICERS AND/OR THE DIRECTORS WILL BE BARRED AND EXTINGUISHED FOREVER.

Address of the Monitor:
Collina Berron Toronto Limited
100 Adelaide Street West, Suite 1000
Toronto, Ontario M5H 4E7

Attention: Jeffrey Brace
Telephone: (416) 776-0456
Facsimile: (416) 408-2645
E-mail: clm@collinaberron.com

Dated at Toronto, this 1st day of March, 2016.

Collina Berron

DIVIDENDS

HUBBAY

HudBay Minerals Inc.

HudBay Minerals Inc.'s board of directors has declared a dividend in the amount of \$0.01 per common share, payable on or after March 31, 2016 to shareholders of record as of 5:00 p.m. on March 1, 2016.

Dividends paid by Hudbay are distributed as of the dividend date for the purpose of the Income Tax Act and the Ontario, Quebec, Ontario and provincial tax legislation, unless notice to the contrary with respect to a particular dividend is given. As a result, the dividend payable on March 31, 2016 has been designated as a eligible dividend for this purpose.

MAGNA

Notice of Dividend

NOTICE is hereby given that the Board of Directors of Magna International Inc. has declared a dividend in respect of the 3-month period ended December 31, 2015 as follows:

Amount: USD 0.25 per share
Record Date: March 11, 2016
Payment Date: March 24, 2016

BY ORDER OF THE BOARD
Bryan A. Blake
Vice-President and Corporate Secretary
March 24, 2016

TENDERS

Public notice regarding tenders for various services.

APPENDIX "J"

April 7, 2016

To: Creditors of Victorian Order Of Nurses For Canada ("VON Canada")

On March 7, 2016 we wrote to advise you that the Ontario Superior Court of Justice had made an order establishing a process for the identification and determination of claims against VON Canada and/or the Directors and/or the Officers of VON Canada (the "**Claims Procedure Order**"). Included in that correspondence was a copy of the Proof of Claim Document Package which contained the instructions and form creditors required in order to file a proof of claim with the Monitor.

As of the current date, we have not received from you a completed proof of claim. As set out in the Claims Procedure Order, **if your proof of claim is not received by the Monitor by the Pre-Filing Claims Bar Date being before 4:00 p.m. (Toronto time) on April 29, 2016 or the Restructuring Claims Bar Date (as that term is defined in the Claims Procedure Order), as applicable, your claim against VON Canada and/or the Officers and/or the Directors of VON Canada will be barred and extinguished forever.**

Copies of the Claims Procedure Order and Proof of Claim Document Package can be found at the Monitor's website at <http://www.collinsbarrow.com/en/cbn/restructuring-and-recovery-engagements/v-o-n>.

Please note that the Claims Procedure Order is not applicable to the claims of creditors of Victorian Order Of Nurses For Canada – Eastern Region or Victorian Order Of Nurses For Canada – Western Region.

Should you have any questions on the Proof of Claim Document Package, please contact Mr. Jeffrey Berger of our office at 647-726-0496 or cbitmonitor@collinsbarrow.com.

Yours truly,

COLLINS BARROW TORONTO LIMITED
In its capacity as Court-Appointed Monitor of
Victorian Order Of Nurses For Canada,
and not in its personal capacity



Per: Daniel Weisz, CPA, CA, CIRP, LIT
Senior Vice-President

APPENDIX "K"



CANADA

May 24, 2016

Collins Barrow Toronto Limited
11 King Street West, Suite 700
Toronto, Ontario
M5H 4C7

Attention: Mr. Daniel Weisz
Senior Vice President

Dear Sirs,

Re: Proceedings under the Companies' Creditors Arrangement Act ("CCAA") for Victorian Order of Nurses for Canada, Victorian Order of Nurses for Canada – Western Region and Victorian Order of Nurses for Canada – Eastern Region (collectively, the "Company")- Responsibilities/Obligations and Disclosure with Respect to Cash-flow Projections

In connection with the application by the Company for the commencement of proceedings under the CCAA in respect of the Company, the management of the Company ("Management") has prepared the attached cash-flow statement and the assumptions on which the cash-flow statement is based.

The Company confirms that:

1. the cash-flow statement and the underlying assumptions are the responsibility of the Company;
2. all material information relevant to the cash-flow statement and to the underlying assumptions has been made available to Collins Barrow Toronto Limited in its capacity as Monitor;
3. Management has taken all actions that it considers necessary to ensure:
 - a. That the individual assumptions underlying the cash-flow statement are appropriate in the circumstances;
 - b. That the assumptions underlying the cash-flow statement, taken as a whole, are appropriate in the circumstances; and
 - c. That all relevant assumptions have been properly presented in the cash-flow statement or in the notes accompanying the cash-flow statement.
4. Management understands and agrees that the determination of what constitutes a material adverse change in the projected cash flow or financial circumstances, for the purposes of our monitoring the

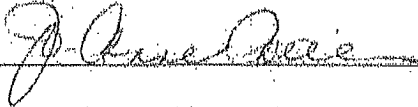
Victorian Order of Nurses for Canada • National Office

2315 St. Laurent Blvd, Suite 100, Ottawa, ON, K1G 4J8 | T. 613-233-5694 | Toll Free 1-888-866-2273 | Fax 613-230-4376 | www.von.ca
VON is proud to be accredited by Accreditation Canada

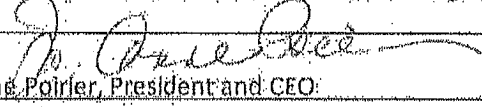
- 5. on-going activities of the Company is ultimately at your sole discretion, notwithstanding that Management may disagree with such determination.
- 6. Management understands its duties and obligations under the CCAA and that a breach of these duties and obligations could make the Company's Management liable to fines and imprisonment in certain circumstances.
- 7. The Company's board of directors has duly authorized management to take all actions necessary to make the application for the CCAA filing and management and as such management has been duly authorized by the Company's board of directors to prepare and approve the cash-flow assumptions.

Yours truly

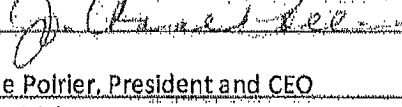
Victorian Order of Nurses for Canada

Per: 
Jo-Anne Poirier, President and CEO
 (Name and Title)

Victorian Order of Nurses for Canada - Western Region

Per: 
Jo-Anne Poirier, President and CEO
 (Name and Title)

Victorian Order of Nurses for Canada - Eastern Region

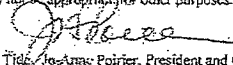
Per: 
Jo-Anne Poirier, President and CEO
 (Name and Title)

Summary Statement of Cash Flows for the Applicants
 VON Canada, VON Eastern and VON Western
 For the Period June 5, 2016 to December 3, 2016

	Period from June 5, 2016 to September 3, 2016	Period from September 5, 2016 to December 3, 2016	Period from June 5, 2016 to December 3, 2016
VON Canada			
Receipts	\$5,136,000	\$5,136,000	\$10,272,000
Disbursements	\$5,545,740	\$5,470,479	\$11,016,219
Net Change in cash	(\$409,740)	(\$334,479)	(\$744,219)
Opening Cash resources	\$1,717,340	\$1,307,600	\$1,717,340
Closing Cash resources	\$1,307,600	\$973,121	\$973,121
	(page 2 of 7)	(page 3 of 7)	
VON Western			
Receipts	\$0	\$0	\$0
Disbursements	\$16,250	\$16,250	\$32,500
Net Change in cash	(\$16,250)	(\$16,250)	(\$32,500)
Opening Cash resources	\$44,066	\$27,816	\$44,066
Closing Cash resources	\$27,816	\$11,566	\$11,566
	(page 4 of 7)	(page 5 of 7)	
VON Eastern			
Receipts	\$0	\$0	\$0
Disbursements	\$32,500	\$32,500	\$65,000
Net Change in cash	(\$32,500)	(\$32,500)	(\$65,000)
Opening Cash resources	\$367,360	\$334,860	\$367,360
Closing Cash resources	\$334,860	\$302,360	\$302,360
	(page 6 of 7)	(page 7 of 7)	

General Note: Management of VON Canada et al have prepared the detailed forecasted cash flow statement based on probable and hypothetical assumptions detailed in the attached notes

The forecast has been prepared solely for the Company's CCAA filing to determine liquidity requirements. Since the projections are based on assumptions regarding future events and conditions, actual results achieved during the forecast period will vary from the information presented, even if the assumptions materialize, and the variations may be material. There is no representation, warranty or other assurance that any of the assumptions and estimates used in the cash flow forecast will be realized. Consequently, readers are cautioned that it may not be appropriate for other purposes.

Signed 
 Name and Title: Arne Poirier, President and CEO

Dated May 24, 2016

57

YON Canada
 Cash Flow Forecast
 Direct method: Dated May 19, 2016

Type of transaction / Week	14-Jun	18-Jun	25-Jun	2-Jul	9-Jul	16-Jul	23-Jul	30-Jul	6-Aug	13-Aug	20-Aug	27-Aug	3-Sep	Total
Summary accounts														
Management fee income (note 2)	\$245,000	\$385,000	\$785,000	\$0	\$385,000	\$385,000	\$385,000	\$385,000	\$385,000	\$385,000	\$385,000	\$385,000	\$385,000	\$4,720,000
Other receipts (note 9)	\$2,000	\$2,000	\$2,000	\$2,000	\$2,000	\$2,000	\$2,000	\$2,000	\$2,000	\$2,000	\$2,000	\$2,000	\$2,000	\$26,000
Total receipts	\$247,000	\$387,000	\$787,000	\$2,000	\$387,000	\$387,000	\$387,000	\$387,000	\$387,000	\$387,000	\$387,000	\$387,000	\$387,000	\$4,746,000
Summary disbursements														
Net Payroll (note 3)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Payroll deductions (note 3)	\$124,000	\$236,261	\$1,199,000	\$27,261	\$128,261	\$128,261	\$128,261	\$128,261	\$128,261	\$128,261	\$128,261	\$128,261	\$128,261	\$1,511,261
Profit and Bonuses (note 4)	\$0	\$46,000	\$0	\$115,000	\$0	\$46,000	\$0	\$115,000	\$0	\$46,000	\$0	\$115,000	\$0	\$463,000
Company costs (note 5)	\$0	\$0	\$0	\$13,089	\$0	\$0	\$0	\$13,089	\$0	\$0	\$0	\$13,089	\$0	\$13,089
Insurance FTRDC	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating costs (note 6)	\$145,000	\$90,000	\$90,000	\$139,200	\$90,000	\$124,000	\$70,000	\$152,000	\$60,000	\$125,000	\$110,000	\$122,500	\$122,500	\$1,409,200
Reimbursing costs (note 7)	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$600,000
Bank Interest & Charges	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Other Payments	\$79,000	\$50,261	\$209,000	\$207,261	\$140,199	\$51,000	\$27,261	\$57,261	\$33,199	\$38,261	\$58,261	\$49,000	\$49,000	\$81,885
Total disbursements	\$173,000	\$442,521	\$2,058,000	\$404,521	\$321,460	\$367,261	\$215,261	\$582,722	\$281,460	\$595,722	\$446,521	\$537,261	\$537,261	\$6,343,427
Change in cash in week	\$77,000	(\$56,521)	(\$1,271,000)	(\$392,521)	(\$314,460)	(\$330,261)	(\$177,261)	(\$195,722)	(\$143,460)	(\$208,460)	(\$159,521)	(\$150,261)	(\$150,261)	(\$1,600,000)
Opening cash (note 1)	\$1,777,240	\$1,720,719	\$1,699,719	\$1,107,198	\$792,738	\$665,477	\$488,216	\$292,494	\$148,954	(\$1,000)	(\$1,000)	(\$1,000)	(\$1,000)	(\$1,000)
Closing cash (note 8)	\$1,777,240	\$1,664,198	\$1,428,719	\$714,677	\$473,278	\$335,215	\$161,233	(\$84,228)	(\$332,506)	(\$583,460)	(\$849,981)	(\$1,200,241)	(\$1,350,261)	(\$1,350,261)

General Note: Management of YON Canada et al have prepared this forecasted cash flow statement based on probable and hypothetical assumptions detailed in notes 1-9. The forecast has been prepared solely for the Company's CCAA filing to determine liquidity requirements. Since the projections are based on assumptions regarding future events and conditions, actual results achieved during the forecast period will vary from the information presented, even if the assumptions materialize, and the variations may be material. There is no representation, warranty or other assurance that any of the assumptions and estimates used in the cash flow forecast will be realized. Consequently, readers are cautioned that it may not be appropriate for other purposes.

- Note 1 - The opening cash is management best estimate of the cash resources as at the beginning of the reporting period, Sunday June 5th, 2016.
- Note 2 - Management fee represents our recovery of funds for services provided to the operating entities. The amount is based on allocation of costs and paid weekly with a maximum of 6 payments in any month.
- Note 3 - The payroll and source deductions represent the amounts due for the contributing employees of the company. The net amount payable in the reporting period as compared to the current run includes the additional paid to be added to the IT department as all services are established. The payroll for the week of June 13th includes the payment of FTRDC and any deductions withheld will be realized the following week.
- Note 4 - The payments under pension and benefits represent the proportional allocation of the monthly benefit, cheque paid on the 15th and the pension cheque issued on the 30th of each month. There are no planned changes to the benefits or pension plan in the forecast.
- Note 5 - Company costs cover the monthly rental fees for the Corporate office in Ottawa only.
- Note 6 - Operating costs have been assessed given changes to the activities and represent costs such as general administrative, computer, telephone and administrative costs. The operating costs include operating expenses, professional fees, and professional fees related to the extension of filing period.
- Note 7 - Reimbursing costs include the acquisition of capital assets and professional fees related to the extension of filing period.
- Note 8 - The cash flows do not include any payments under a creditor plan of arrangement.
- Note 9 - Last cheque on the week of July 25, 2016 and November 19th, 2016 is the receipt of the semi annual FTRDC refund.

Signed: *[Signature]*
 Name: *[Name]*, Co-Ancient Partner, President and CEO

VON Canada
Cash Flow Forecast
Other method. Dated May 19, 2016

Type of Transaction / Week	16-Sep	17-Sep	24-Sep	1-Oct	8-Oct	15-Oct	22-Oct	29-Oct	5-Nov	12-Nov	19-Nov	26-Nov	3-Dec	Total
Net Payroll (note 3)	\$239,000	\$0	\$289,000	\$0	\$289,000	\$0	\$289,000	\$0	\$289,000	\$0	\$289,000	\$0	\$289,000	\$2,023,000
Payroll Deductions (note 3)	\$2,261	\$144,000	\$2,261	\$130,000	\$2,261	\$126,261	\$2,261	\$27,261	\$124,000	\$2,261	\$150,000	\$0	\$12,261	\$903,261
Pension and Benefits (note 4)	\$0	\$46,000	\$0	\$115,000	\$0	\$46,000	\$0	\$115,000	\$0	\$46,000	\$0	\$46,000	\$0	\$483,000
Company costs (note 5)	\$0	\$0	\$0	\$0	\$13,089	\$0	\$0	\$0	\$13,089	\$0	\$0	\$0	\$13,089	\$39,267
Insurance (note 6)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating costs (note 6)	\$144,000	\$0	\$90,000	\$90,000	\$139,500	\$90,000	\$125,000	\$70,000	\$152,300	\$60,000	\$125,000	\$120,000	\$112,500	\$1,609,500
Restituting costs (note 7)	\$10,000	\$30,000	\$30,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$510,000
Bank Interest & Charges	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Other Payments	\$547,300	\$117,000	\$117,000	\$234,000	\$234,000	\$234,000	\$234,000	\$234,000	\$234,000	\$234,000	\$234,000	\$234,000	\$234,000	\$3,170,479
Change in cash in week	(\$79,261)	\$77,000	(\$24,261)	(\$20,969)	(\$118,199)	\$190,000	(\$193,261)	(\$294,267)	(\$312,238)	\$284,739	\$137,000	\$232,000	(\$312,145)	(\$334,479)
Opening cash	\$1,307,680	\$1,238,339	\$1,365,339	\$1,291,078	\$1,277,127	\$1,138,833	\$1,328,933	\$1,136,672	\$889,465	\$656,527	\$841,266	\$1,078,266	\$1,305,266	\$971,121
Closing cash	\$1,228,379	\$1,365,339	\$1,291,078	\$1,277,127	\$1,138,833	\$1,328,933	\$1,136,672	\$889,465	\$656,527	\$841,266	\$1,078,266	\$1,305,266	\$1,305,266	\$971,121

General Note: Management of VON Canada et al have prepared this forecasted cash flow statement based on probable and hypothetical assumptions detailed in notes 1-9 on the preceding page.

The forecast has been prepared solely for the Company's COVA filing to determine liquidity requirements. Since the projections are based on assumptions regarding future events and conditions, actual results achieved during the forecast period will vary from the information presented, even if the assumptions materialize, and the variations may be material. There is no representation, warranty or other assurance that any of the assumptions and estimates used in the cash flow forecast will be realized. Consequently, readers are cautioned that it may not be appropriate for other purposes.

Signed: *[Signature]*
 Name: *[Name]*
 Title: *[Title]*

VON Western
Cash Flow Forecast
Direct method - Dated May 19, 2016

Type of transaction / Week	11-Jun	18-Jun	25-Jun	2-Jul	9-Jul	16-Jul	23-Jul	30-Jul	6-Aug	13-Aug	20-Aug	27-Aug	3-Sep	Total
Summary receipts														
Proceeds on sale of Goodwill, IP and contracts	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Other receipts collections (note 2)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Total receipts	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Summary disbursements														
Net Payroll	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Payroll deductions	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Pension and Benefits	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Occupancy costs	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Supplies	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Sub-Contractor (note 3)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating costs (note 4)	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$14,250
Bank interest & Charges	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Other Payments	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$14,250
Change in cash in week	(\$1,250)	(\$1,250)	(\$1,250)	(\$1,250)	(\$1,250)	(\$1,250)	(\$1,250)	(\$1,250)	(\$1,250)	(\$1,250)	(\$1,250)	(\$1,250)	(\$1,250)	(\$14,250)
Opening cash	\$44,066	\$42,816	\$41,566	\$40,316	\$39,066	\$37,816	\$36,566	\$35,316	\$34,066	\$32,816	\$31,566	\$30,316	\$29,066	\$44,066
Closing cash	\$42,816	\$41,566	\$40,316	\$39,066	\$37,816	\$36,566	\$35,316	\$34,066	\$32,816	\$31,566	\$30,316	\$29,066	\$27,816	\$42,816

General Note: Management of VON Canada et al have prepared this forecasted cash flow statement based on probable and hypothetical assumptions detailed in notes 1-4

The forecast has been prepared solely for the Company's CCAA filing to determine liquidity requirements. Since the projections are based on assumptions regarding future events and conditions, actual results achieved during the forecast period will vary from the information presented, even if the assumptions materialize, and the variations may be material. There is no representation, warranty or other assurance (for any of the assumptions and estimates used in the cash flow forecast) that it is not appropriate for other purposes.

Note 1 - The opening cash is management best estimate of the cash resources as at the beginning of the reporting period, Monday June 6th, 2016

Note 2 - There are no further expected collections

Note 3 - The company will not require any sub contractor costs

Note 4 - Management has estimated costs for IP related to complete administrative, accounting activities and file annual returns

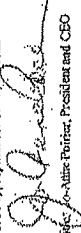
Signed: *[Signature]*
Name and Title: *[Name]* President and CEO

VON Western
 Cash Flow Forecast
 Direct method: Dated May 19, 2016

Type of Transaction / Week	10-Sep	17-Sep	24-Sep	1-Oct	8-Oct	15-Oct	22-Oct	29-Oct	5-Nov	12-Nov	19-Nov	26-Nov	3-Dec	Total
Summary receipts														
Proceeds on sale of Goodwill, IP and contracts	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Other receipts (collections (note 1))	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Total receipts	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Summary disbursements														
Net Payroll	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Payroll deductions	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Pension and Benefits	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Occupancy costs	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Supplies	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Sub-Contractor (note 2)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating costs (note 3)	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$16,250
Bank Interest & Charges	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Other Payments	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$16,250
Change in cash in week	(\$1,250)	(\$1,250)	(\$1,250)	(\$1,250)	(\$1,250)	(\$1,250)	(\$1,250)	(\$1,250)	(\$1,250)	(\$1,250)	(\$1,250)	(\$1,250)	(\$1,250)	(\$16,250)
Operating cash	\$17,816	\$26,566	\$35,316	\$24,066	\$22,816	\$21,566	\$20,316	\$19,066	\$17,816	\$16,566	\$15,316	\$14,066	\$12,816	\$27,816
Change cash	\$26,566	\$25,316	\$24,066	\$22,816	\$21,566	\$20,316	\$19,066	\$17,816	\$16,566	\$15,316	\$14,066	\$12,816	\$11,566	\$11,566

General Note: Management of VON Canada et al have prepared this forecasted cash flow statement based on probable and hypothetical assumptions detailed in notes 1-3 on the previous page.

The forecast has been prepared solely for the Company's CCAA filing to determine liquidity requirements. Since the projections are based on assumptions regarding future events and conditions, actual results achieved during the forecast period will vary from the information presented, even if the assumptions materialize, and the variations may be material. There is no representation, warranty or other assurance that any of the assumptions and estimates used in the cash flow forecast will be realized. Consequently, readers are cautioned that it may not be appropriate for other purposes.

Signed: 
 Name and Title: Mike Pointer, President and CEO
 Dated: May 24, 2016

VON Estem
Cash Flow Forecast
Direct method : Dated May 19, 2016

Type of transaction / Week	14-Jun	18-Jun	25-Jun	2-Jul	9-Jul	16-Jul	23-Jul	30-Jul	6-Aug	13-Aug	20-Aug	27-Aug	3-Sep	Total
Statement receipts														
Proceeds on sale of Goodwill, IP and contracts	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Other receipts collections (note 2)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Total receipts	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Summary of disbursements														
Net Payroll	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Payroll deductions	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Pension and Benefits	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Occupancy costs	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Supplies	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Sub-Contractor (note 3)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Operating costs (note 4)	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$32,500
Bank Charges & Interest	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Other Payments	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Total disbursements	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	\$32,500
Change in cash in week	(\$2,500)	(\$2,500)	(\$2,500)	(\$2,500)	(\$2,500)	(\$2,500)	(\$2,500)	(\$2,500)	(\$2,500)	(\$2,500)	(\$2,500)	(\$2,500)	(\$2,500)	(\$32,500)
Opening cash	\$367,360	\$364,860	\$362,360	\$359,860	\$357,360	\$354,860	\$352,360	\$349,860	\$347,360	\$344,860	\$342,360	\$339,860	\$337,360	\$334,860
Closing cash	\$364,860	\$362,360	\$359,860	\$357,360	\$354,860	\$352,360	\$349,860	\$347,360	\$344,860	\$342,360	\$339,860	\$337,360	\$334,860	\$334,860

General Note: Management of VON Canada et al have prepared this forecasted cash flow statement based on probable and hypothetical assumptions detailed in notes 1-4

The forecast has been prepared solely for the Company's CCAA filing to determine liquidity requirements. Since the projections are based on assumptions regarding future events and conditions, actual results achieved during the forecast period will vary from the information presented, even if the assumptions materialize, and the variance may be material. There is no representation, warranty or other assurance that any of the assumptions and estimates used in the cash flow forecast will be realized. Consequently, readers are cautioned that it may not be appropriate for other purposes.

Note 1: The opening cash is management best estimate of the cash resources as at the beginning of the reporting period, Monday June 6th, 2016.

Note 2 - There are no further expected collections

Note 3 - The company will not require any sub contractor costs.

Note 4: Management has estimated costs for the period to complete administrative, accounting activities and file annual returns.

Signed *[Signature]* Dated May 24, 2016

Name and Title: Jo-Anne Polier, President and CEO

APPENDIX "L"

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

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

**AND IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE ACT*,
R.S.O. 1990, c. C-43, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
VICTORIAN ORDER OF NURSES FOR CANADA, VICTORIAN ORDER FOR
NURSES FOR CANADA – EASTERN REGION, AND VICTORIAN ORDER OF
NURSES FOR CANADA – WESTERN REGION**

Applicants

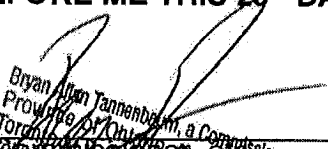
**AFFIDAVIT OF DANIEL WEISZ
(sworn May 25, 2016)**

I, **Daniel Weisz**, of the City of Vaughan, in the Province of Ontario, **MAKE OATH AND SAY AS FOLLOWS:**

1. I am a Senior Vice-President of Collins Barrow Toronto Limited ("**CBTL**"), in its capacity as Court-appointed Monitor (the "**Monitor**") of Victorian Order Of Nurses For Canada ("**VON Canada**"), Victorian Order Of Nurses For Canada – Eastern Region ("**VON East**") and Victorian Order Of Nurses For Canada – Western Region ("**VON West**", and together with VON Canada and VON East, the "**Applicants**") 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. On November 25, 2015, this Court issued an Order (as amended and restated, the "**Initial Order**") pursuant to the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**") appointing CBTL as Monitor. Pursuant to paragraph 33 of the Initial Order, the Monitor and its legal counsel are required to pass their accounts with the Court from time to time.

3. For the period February 15, 2016 to May 22, 2016 (the "**Period**"), the Monitor's accounts total \$107,287.34, consisting of \$86,893.00 in fees, \$8,051.55 in disbursements plus harmonized sales tax ("**HST**") of \$12,342.79 (the "**Monitor Fees and Disbursements**"). Attached hereto and marked as **Exhibit "A"** are detailed accounts (the "**Monitor's Accounts**") issued by CBTL for fees and disbursements incurred by CBTL in the course of these CCAA proceedings during the Period.
4. The Monitor's Accounts are a fair and accurate description of the services provided and the amounts charged by CBTL.
5. Attached hereto and marked as **Exhibit "B"** is a schedule summarizing each account in Exhibit "A", the total billable hours charged per account, the total fees charged per account, and the average hourly rate charged per account.
6. The Monitor requests that this Honourable Court approve the Monitor's Accounts for the Period, in the total amount of \$107,287.34 for services rendered and recorded during the Period.
7. Details of the activities undertaken and services provided by CBTL in its capacity as the Monitor in connection with the administration of the CCAA proceedings are described in the Second Report of the Monitor dated February 18, 2016 and the Third Report of the Monitor dated May 25, 2016 (collectively, the "**Monitor's Reports**") filed with the Court.
8. Bennett Jones LLP, in its capacity as counsel to the Monitor (the "**Monitor's Counsel**"), has rendered services throughout the CCAA proceedings in a manner consistent with the instructions of the Monitor.
9. The total fees for services and disbursements provided by the Monitor's Counsel in the CCAA Proceedings during the period February 16, 2016 to May 16, 2016, amount to \$23,988.78 (the "**Monitor's Counsel Fees and Disbursements**"). The time spent by Monitor's Counsel's personnel is more particularly described in the Affidavit of Annie Kwok, assistant to Mark Laugesen, a partner of the Monitor's Counsel who has carriage

**THIS IS EXHIBIT "A" REFERRED TO IN THE
AFFIDAVIT OF DANIEL WEISZ SWORN
BEFORE ME THIS 25th DAY OF MAY, 2016**


Bryan Allan Tannenbaum, a Commissioner, etc.
Proved by Oath before me
Toronto, Ontario
Gordon Barrow, Chartered Accountant, and
A. C. Barrow Toronto Limited, Trustees in
Bankruptcy.
Expires August 8, 2016

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

To Victorian Order Of Nurses For Canada
 Victorian Order Of Nurses For Canada – Eastern Region
 Victorian Order Of Nurses For Canada – Western Region
 2315 St. Laurent Boulevard, Suite 100
 Ottawa, ON K1G 4J8

T. 416.480.0180
 F. 416.480.2646

www.collinsbarrow.com

Attention: Jo-Anne Poirier, President and CEO

Date February 24, 2016

GST/HST: 80784 1440 RT 0001

Client File 300911-28742
Invoice 12
No. C000211

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Monitor pursuant to the *Companies' Creditors Arrangement Act* ("CCAA") proceedings of Victorian Order Of Nurses For Canada, Victorian Order Of Nurses For Canada - Eastern Region, and Victorian Order Of Nurses For Canada - Western Region (collectively, the "**Company**") for the period February 15, 2016 to February 21, 2016.

Date	Professional	Description
2/15/2016	Daniel Weisz	Exchange emails with VON regarding cash flow statement.
2/16/2016	Brenda Wong	Review revised cash flows; review management fees taken to date; discussions with D. Weisz and J. Berger regarding cash flow; review 2016-2017 budget regarding management fees; discussion with B. Smethurst regarding management fees and cash flow; review operating cost breakdown and draft email.
2/16/2016	Daniel Weisz	Review emails with VON regarding cash flow statement; review revised projections and email to B. Smethurst regarding same; review email from R. Anderson regarding cash flows and discussion with B. Wong on same and respond to email; exchange emails with M. Laugesen of Bennett Jones LLP ("Bennett Jones"); review and update report to Court; discussion with R. Anderson regarding projected cash flow and draft affidavit, discussion with M. Laugesen regarding his discussion with E. Cobb, the projected cash flow statement, the claims procedure order; discussion with B. Wong regarding her discussion with B. Smethurst; exchange emails with R. Anderson regarding timing of reports.
2/16/2016	Jeffrey Berger	Review of quarterly cash flow forecast, correspondence with B. Smethurst regarding same.
2/17/2016	Brenda Wong	Review revised cash flow projection; review management fee calculation and compare to prior calculation; emails with B. Smethurst regarding operating costs; review breakdown of operating costs; review Week 11 cash flow; review revised management fee calculation; discussion with B. Smethurst and J. Berger regarding operating costs and Week 12 cash flow.
2/17/2016	Jeffrey Berger	Review of projected operating cost schedule; review of Week 12 cash flow details; correspondence with B. Smethurst regarding cash flow forecast and

Date	Professional	Description
		operating cost details.
2/17/2016	Daniel Weisz	Review revised draft affidavit and claims procedure order; review revised cash flow and discussion with B. Wong on same, discussion on same with M. Laugesen; exchange emails with R. Anderson; conference call with E. Cobb and M. Laugesen regarding draft documents; prepare proof of claim form and forward to E. Cobb and M. Laugesen; review draft account of Bennett Jones and email to M. Laugesen regarding same; review draft notice of motion, Court order and fee affidavits and provide comments to M. Laugesen; R. Anderson regarding draft affidavit; review summary of activities; discussion with M. Laugesen regarding status of documents.
2/18/2016	Brenda Wong	Review emails regarding Court materials; update Monitor's report; review counsel's comments on Monitor's report and make additional changes.
2/18/2016	Daniel Weisz	Review revised affidavit and send email regarding same; review updated report of the Monitor and edit; discussion with M. Laugesen on status; review Motion Record and update report to Court; review schedule regarding affidavit of fees; review VON notice to employees regarding pension update and discussion with R. Anderson on same; review M. Laugesen changes to draft report; review final draft report and circulate draft; discussion with R. Anderson regarding enquiry.
2/18/2016	Jeffrey Berger	Provide information for Monitor's second report, edit and source Monitor's second report; analysis of Week 12 cash flows and quarterly cash flow projections.
2/19/2016	Brenda Wong	Review emails regarding comments on Monitor's report; emails with B. Smethurst regarding questions on donations, A/R and KERP; review referencing for report and compiling report appendices; review and respond to creditor inquiry.
2/19/2016	Jeffrey Berger	Review of Week 12 cash flow and supporting documentation.
2/19/2016	Daniel Weisz	Review comments from R. Anderson, E. Cobb and B. Smethurst on draft report and discussion with M. Laugesen on same; review, finalize and sign report to Court; conference call with Jo-Anne Poirier and R. Anderson; review notice of motion received and arrange for posting to website.
		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
Daniel R. Welsz, CPA, CA, CIRP	Senior Vice President	15.20	\$ 495	\$ 7,524.00
Brenda Wong, CIRP	Senior Manager	11.50	\$ 350	4,025.00
Jeffrey K. Berger, CPA, CA	Senior Analyst	12.20	\$ 195	2,379.00
Total hours and professional fees		38.90		\$ 13,928.00
HST @ 13%				1,810.64
Total payable				\$ 15,738.64

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

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 2315 St. Laurent Boulevard, Suite 100
 Ottawa, ON K1G 4J8

T. 416.480.0160
 F. 416.480.2646

www.collinsbarrow.com

Attention: Jo-Anne Poirier, President and CEO

Date March 1, 2016

GST/HST: 80784 1440 RT 0001

Client File 300911-28742

Invoice 13

No. C000214

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Monitor pursuant to the *Companies' Creditors Arrangement Act* ("CCAA") proceedings of Victorian Order Of Nurses For Canada ("VON Canada"), Victorian Order Of Nurses For Canada - Eastern Region ("VON East"), and Victorian Order Of Nurses For Canada - Western Region ("VON West") (collectively, "VON" or the "Company") for the period February 22, 2016 to February 28, 2016.

Date	Professional	Description
2/22/2016	Brenda Wong	Emails with VON to request updated A/P information and creditors list for VON Canada; review claims procedure steps and forms needed.
2/23/2016	Brenda Wong	Emails with B. Smethurst regarding creditor list and invoices received from Covenant Health; review Week 13 cash flow report and discussion with D. Weisz regarding same.
2/23/2016	Daniel Weisz	Discussion with B. Wong regarding cash flow results; discussion with M. Laugesen of Bennett Jones LLP ("Bennett Jones") regarding court attendance tomorrow; discussion with B. Wong regarding claims process; conference call with B. Smethurst and R. Anderson regarding cash flow statements.
2/24/2016	Brenda Wong	Discussion with D. Weisz regarding VON East actual results compared to projections and email with B. Smethurst regarding explanation for variance; emails with J. Berger regarding response to creditor inquiries and comments on Week 13 cash flow; review and make edits to Globe and Mail ad.
2/24/2016	Jeffrey Berger	Review of Week 13 cash flow report; preparing notice for Globe and Mail ad.
2/24/2016	Daniel Weisz	Prepare for and attend in court regarding motion for stay extension and approval of claims procedure; discussion with B. Wong on claims procedure process and cash flow results; review draft account of Bennett Jones; exchange emails with R. Anderson regarding VON East disbursements.
2/25/2016	Jeffrey Berger	Correspondence with B. Smethurst regarding Week 13 cash flow; review of supporting documentation provided for Week 13 cash flow.

Date	Professional	Description
2/25/2016	Brenda Wong	Prepare cover letter and forms for proof of claim document package; telephone call from VON East funder regarding status of proceedings and how they may obtain information from VON; discussion with J. Berger regarding proof of claim form and how employee claims should be recorded; arrange for posting of documents to Monitor's webpage; review proof for advertisement in Globe and Mail newspaper.
2/25/2016	Daniel Weisz	Review draft newspaper advertisement; discussion with M. Laugesen regarding claims process and pension matters; review newspaper advertisement proof and discussion with B. Wong on same; review claims procedure order documentation and discussion with B. Wong on same; discussion with B. Wong and J. Berger regarding claims process, call in to M. Laugesen on same.
2/26/2016	Brenda Wong	Make revisions to Proof of Claim Document Package; discussion with D. Weisz and M. Laugesen regarding employees and proof of claim form; telephone call from Enbridge NB regarding final bill.
2/26/2016	Daniel Weisz	Conference call with M. Laugesen and B. Wong on the claims process and pension matters, discussion with R. Anderson on same; review final newspaper advertisement.
		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
Daniel R. Welsz, CPA, CA, CIRP	Senior Vice President	4.80	\$ 495	\$ 2,376.00
Brenda Wong, CIRP	Senior Manager	4.50	\$ 350	1,575.00
Jeffrey K. Berger, CPA, CA	Senior Analyst	2.90	\$ 195	565.50
Total hours and professional fees		12.20		\$ 4,516.50
HST @ 13%				587.15
Total payable				\$ 5,103.65

PAYMENT BY VISA ACCEPTED

VISA NUMBER _____ Expiry Date _____
 Name on Card _____ Amount _____

WIRE PAYMENT DETAILS

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 Branch No. 00002, Commerce Court Banking Centre, Toronto, ON M5L 1G9

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www.collinsbarrow.com

Attention: Jo-Anne Poirier, President and CEO

Date March 9, 2016

GST/HST: 80784 1440 RT 0001

Client File 300911-28742

Invoice 14

No. C000222

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Monitor pursuant to the *Companies' Creditors Arrangement Act* ("CCAA") proceedings of Victorian Order Of Nurses For Canada ("VON Canada"), Victorian Order Of Nurses For Canada - Eastern Region ("VON East"), and Victorian Order Of Nurses For Canada - Western Region ("VON West") (collectively, "VON" or the "Company") for the period February 29, 2016 to March 6, 2016.

Date	Professional	Description
2/29/2016	Jeffrey Berger	Responding to various inquiries from creditors of VON.
2/29/2016	Brenda Wong	Discussion with J. Berger regarding claims process and employee claims; emails with VON regarding creditor mailing; review and edit draft responses to creditor inquiries.
2/29/2016	Daniel Weisz	Discussion with R. Anderson and email regarding same; review memo regarding status of pension plan; review summary of activities.
3/1/2016	Brenda Wong	Respond to emails from VON regarding creditor information required for mailing and vetting claims; discussion with B. Smethurst regarding creditors to be included in mailing.
3/1/2016	Daniel Weisz	Review email from B. Smethurst regarding status of Bennett Jones LLP ("Bennett Jones") accounts; discussion with M. Laugesen of Bennett Jones regarding same; email to B. Smethurst providing the information requested.
3/2/2016	Jeffrey Berger	Discussion with B. Wong regarding claims process for VON Canada; responding to creditor inquiries; updating VON Canada employee mailing list; review of Week 14 cash flow analysis.
3/2/2016	Brenda Wong	Discussion with J. Berger regarding claims process; review Week 14 cash flow report.
3/2/2016	Daniel Weisz	Review advertisement published in Globe and Mail; review draft account of Bennett Jones.
3/3/2016	Jeffrey Berger	Review of Week 14 disbursements and cash flow, correspondence with B. Smethurst regarding same; draft Proof of Claim acceptance form.

Date	Professional	Description
3/3/2016	Brenda Wong	Review employee mailing list; follow up with VON regarding creditor mailing list; discussion with D. Weisz regarding streamlining review of claims; review claims acceptance form; emails from B. Smethurst regarding community organizations, Staples and IBM.
3/3/2016	Daniel Weisz	Discussion with M. Laugesen; review summary of professional fees rendered to date; discussion with R. Anderson on various matters; reply to R. Anderson enquiry regarding claims process; discussion with C. Morris of the Telegraph Journal (New Brunswick) regarding her enquiry; email to R. Anderson regarding WEPPA and the claims process.
3/4/2016	Brenda Wong	Review and respond to creditor emails/messages; emails with VON regarding creditor mailing list; finalize creditors list.
3/4/2016	Daniel Weisz	Discussion with M Charto of Colliers regarding his enquiry; discussion with G. Cotter of the Ontario Ministry of Labour regarding the claims process.
		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
Daniel R. Welsz, CPA, CA, CIRP, LIT	Senior Vice President	3.20	\$ 495	\$ 1,584.00
Brenda Wong, CIRP, LIT	Senior Manager	3.40	\$ 350	1,190.00
Jeffrey K. Berger, CPA, CA	Senior Analyst	5.60	\$ 195	1,092.00
Total hours and professional fees		12.20		\$ 3,866.00
Disbursements				
Newspaper ad - Notice to creditors - claims process			\$6,869.97	
Total disbursements				\$ 6,869.97
Total professional fees and disbursements				\$ 10,735.97
HST @ 13%				1,395.68
Total payable				\$ 12,131.65

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

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 Victorian Order Of Nurses For Canada – Eastern Region
 Victorian Order Of Nurses For Canada – Western Region
 2315 St. Laurent Boulevard, Suite 100
 Ottawa, ON K1G 4J8

Attention: Jo-Anne Poirier, President and CEO

Date March 15, 2016

GST/HST: 80784 1440 RT 0001

Client File 300911-28742

Invoice 15

No. C000225

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Monitor pursuant to the *Companies' Creditors Arrangement Act* ("CCAA") proceedings of Victorian Order Of Nurses For Canada ("VON Canada"), Victorian Order Of Nurses For Canada - Eastern Region ("VON East"), and Victorian Order Of Nurses For Canada - Western Region ("VON West") (collectively, "VON" or the "Company") for the period March 7, 2016 to March 13, 2016.

Date	Professional	Description
3/7/2016	Jeffrey Berger	Updates to creditor mailing list for VON Canada; responding to creditor inquiries.
3/7/2016	Brenda Wong	Emails with VON regarding creditor mailing list and A/P balances; updating mailing list; review/respond to emails from creditors as to claims process.
3/7/2016	Daniel Weisz	Discussion with B. Wong regarding mailing to creditors with respect to claims process; review email from Bennett Jones LLP ("Bennett Jones") regarding pension partial wind-up considerations.
3/7/2016	Donna Nishimura	Prepare copies and mailing labels, and send out Proof of Claim Document Package to VON Canada creditors.
3/8/2016	Jeffrey Berger	Review of Period 2, Week 1 cash flow analysis and correspondence with B. Smethurst regarding questions/comments on same.
3/8/2016	Brenda Wong	Emails with VON regarding question on Calgary lease; telephone call from B. Smethurst regarding creditor claims to be quantified; telephone calls from former employee regarding proof of claim submitted; review Week 1 cash flow of extended stay cash flow period.
3/8/2016	Daniel Weisz	Discussion with B. Wong regarding status of claims process.
3/9/2016	Brenda Wong	Telephone call from creditor of VON East; review email from WCB Alberta and review response from B. Smethurst regarding same; review draft response to former employee regarding CCAA status; emails with B. Smethurst regarding VON West and VON East A/R balances.
3/9/2016	Daniel Weisz	Review summary of activities.
3/10/2016	Brenda Wong	Review emails from VON regarding A/P listing and telephone discussion with B. Smethurst regarding list and vetting of claims.

March 15, 2016

Victorian Order Of Nurses For Canada,
Victorian Order Of Nurses For Canada - Eastern Region, and
Victorian Order Of Nurses For Canada - Western Region

Invoice 15

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Date	Professional	Description
3/11/2016	Jeffrey Berger	Reviewing proofs of claim received; creating and updating the master tracking sheet for claims; correspondence with various creditors of VON regarding the claims process.
3/11/2016	Brenda Wong	Telephone call from retired VON West employee regarding pension plan and discussion with D. Weisz regarding same; discussion with B. Smethurst regarding community corporations to be sent notice of claims process; email from Goldblatt Partners requesting to be added to Service List; updating service list; discussion with M. Laugesen of Bennett Jones and D. Weisz regarding employee queries re completion of the proof of claim form and Monitor's position in respect of same; discussions with J. Berger regarding employee questions and how to respond and tracking and review of claims received to date; telephone call and email from Meridian regarding Niagara top-up pension claim and email to B. Smethurst regarding same.
3/11/2016	Daniel Weisz	Discussion with B. Wong regarding her discussions with various employees with respect to pension plan wind-up; conference call with B. Wong and M. Laugesen regarding employee enquiries with respect to claims process.
		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
Daniel R. Weisz, CPA, CA, CIRP, LIT	Senior Vice President	1.10	\$ 495	\$ 544.50
Brenda Wong, CIRP, LIT	Senior Manager	6.10	\$ 350	2,135.00
Jeffrey K. Berger, CPA, CA	Senior Analyst	6.90	\$ 195	1,345.50
Donna Nishimura	Estate Administrator	4.00	\$ 110	440.00
Total hours and professional fees		18.10		\$ 4,465.00
Disbursements				
Photocopies re Proof of Claim Package to Creditors			\$ 618.58	
Postage re Proof of Claim Package to Creditors			356.03	
Total disbursements				\$ 974.61
Total professional fees and disbursements				\$ 5,439.61
HST @ 13%				707.15
Total payable				\$ 6,146.76

PAYMENT BY VISA ACCEPTED

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WIRE PAYMENT DETAILS

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 Branch No. 00002, Commerce Court Banking Centre, Toronto, ON M5L 1G9

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Attention: **Jo-Anne Poirier, President and CEO**

Date March 21, 2016

GST/HST: 80784 1440 RT 0001

Client File 300911-28742

Invoice 16

No. C000231

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Monitor pursuant to the *Companies' Creditors Arrangement Act* ("CCAA") proceedings of Victorian Order Of Nurses For Canada ("VON Canada"), Victorian Order Of Nurses For Canada - Eastern Region ("VON East"), and Victorian Order Of Nurses For Canada - Western Region ("VON West") (collectively, "VON" or the "Company") for the period March 14, 2016 to March 20, 2016.

Date	Professional	Description
3/14/2016	Jeffrey Berger	Discussion of claims process with B. Wong; correspondence with various creditors and employees regarding the claims process.
3/14/2016	Brenda Wong	Update service list and arrange for posting to web site; respond to email from Bell Aliant regarding proof of claim filed and active services; discussions with J. Berger regarding claims process; email to S. Strelloff regarding pension claim; discussion with D. Weisz and R. Anderson regarding claims process; review emails regarding creditors to be added to mailing list and follow up regarding instructions with respect to same; follow up regarding address/contact information for returned mail to Niagara Top-Up creditor.
3/14/2016	Daniel Weisz	Review emails regarding claims process; meet with B. Wong prior to call with R. Anderson; conference call with R. Anderson and B. Wong and subsequent discussion with B. Wong; review summary of activities.
3/15/2016	Jeffrey Berger	Review of Period 2, Week 2 cash flow analysis; correspondence with various creditors and employees of VON Canada regarding the claims process.
3/15/2016	Brenda Wong	Review weekly cash flow report; discussions with J. Berger regarding claims process; telephone call from employee regarding how to fill out form; follow up regarding returned mail.
3/16/2016	Brenda Wong	Telephone call from creditor of VON East regarding claims process; telephone call from creditor of VON Canada regarding how to fill out proof of claim form; review draft responses to creditor emails.
3/16/2016	Daniel Weisz	Review email from VON regarding legal accounts and email to B. Smethurst in respect of same; review email from D. Brown of Goldblatt Partners, counsel for United Nurses of Alberta, regarding pension plan wind up and discussion with E. Cobb re same.

Date	Professional	Description
3/16/2016	Jeffrey Berger	Review of Period 2, Week 2 cash flow analysis; correspondence with various creditors and employees of VON Canada regarding the claims process.
3/17/2016	Brenda Wong	Review email from D. Brown; review and follow up regarding email from Iron Mountain; review and respond to letter from former employee regarding windup of pension plan; review/respond to email from a creditor regarding proof of claim for VON West.
3/17/2016	Daniel Weisz	Discussion with B. Wong on cash flows and correspondence received from D. Brown.
3/17/2016	Jeffrey Berger	Discussions with various creditors regarding the claims process for VON Canada; review of proofs of claim received.
3/18/2016	Jeffrey Berger	Review of proofs of claim received; update of proof of claim tracking sheet; discussions with various creditors and employees.
3/18/2016	Brenda Wong	Review responses from VON regarding questions on pension plan and Iron Mountain; review claims status and discussion with J. Berger regarding claims received to date; telephone call with VON and D. Weisz regarding Cassels Brock invoices, pension plan and status update; send draft letter to Community Corporations and updated WEPP schedule to VON; review draft email to creditors who have filed incomplete claims; respond to call from Ministry of Labour inquiring re proof of claim form and employee claims; telephone call from employees regarding CCAA proof of claim form.
3/18/2016	Daniel Weisz	Discussion with B. Wong on cash flow information; review and update letter to be sent to Community Corporations regarding claims process.
		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
Daniel R. Weisz, CPA, CA, CIRP, LIT	Senior Vice President	2.50	\$ 495	\$ 1,237.50
Brenda Wong, CIRP, LIT	Senior Manager	5.40	\$ 350	1,890.00
Jeffrey K. Berger, CPA, CA	Senior Analyst	10.50	\$ 195	2,047.50
Total hours and professional fees		18.40		\$ 5,175.00
HST @ 13%				672.75
Total payable				\$ 5,847.75

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. 65-04918, Canadian Imperial Bank of Commerce
 Branch No. 00002, Commerce Court Banking Centre, Toronto, ON M5L 1G9

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www.collinsbarrow.com

Attention: Jo-Anne Poirier, President and CEO

Date March 30, 2016

GST/HST: 80784 1440 RT 0001

Client File 300911-28742

Invoice 17

No. C000239

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Monitor pursuant to the *Companies' Creditors Arrangement Act* ("CCAA") proceedings of Victorian Order Of Nurses For Canada ("VON Canada"), Victorian Order Of Nurses For Canada - Eastern Region ("VON East"), and Victorian Order Of Nurses For Canada - Western Region ("VON West") (collectively, "VON" or the "Company") for the period March 21, 2016 to March 27, 2016.

Date	Professional	Description
3/21/2016	Jeffrey Berger	Reviewing Proofs of Claim received; updating tracking sheet.
3/21/2016	Brenda Wong	Finalize and sign letters to community corporations.
3/21/2016	Daniel Weisz	Review summary of activities.
3/22/2016	Brenda Wong	Review weekly cash flow report.
3/22/2016	Daniel Weisz	Review information provided by B. Smethurst regarding status of professional fees.
3/23/2016	Jeffrey Berger	Processing Proofs of Claim received; review of Week 3 cash flow report and discussion with B. Smethurst regarding same; correspondence with various creditors regarding the claims process.
3/23/2016	Brenda Wong	Telephone call from utility regarding claim against VON; discussions with J. Berger and review draft email of questions for VON on cash flow; review IBM claim and send to VON; review proof of claim and email from Niagara Top-Up claimant; discussion with J. Berger regarding proof of claim inquiries.
3/23/2016	Daniel Weisz	Attend to voicemail from M. Laugesen of Bennett Jones LLP regarding pension plan and his discussion with E. Cobb; discussion with M. Laugesen.
3/24/2016	Jeffrey Berger	Reviewing Proofs of Claim received; updating tracking sheet; correspondence with various creditors.
		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.

March 30, 2016
Victorian Order Of Nurses For Canada,
Victorian Order Of Nurses For Canada - Eastern Region, and
Victorian Order Of Nurses For Canada - Western Region
 Invoice 17
 Page 2

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Daniel R. Weisz, CPA, CA, CIRP, LIT	Senior Vice President	0.90	\$ 495	\$ 445.50
Brenda Wong, CIRP, LIT	Senior Manager	1.80	\$ 350	560.00
Jeffrey K. Berger, CPA, CA	Senior Analyst	8.80	\$ 195	1,716.00
Total hours and professional fees		11.30		\$ 2,721.50
HST @ 13%				353.80
Total payable				\$ 3,075.30

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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Attention: Jo-Anne Poirier, President and CEO

Date April 6, 2016

GST/HST: 80784 1440 RT 0001

Client File 300911-28742

Invoice 18

No. C000242

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Monitor pursuant to the *Companies' Creditors Arrangement Act* ("**CCAA**") proceedings of Victorian Order Of Nurses For Canada ("**VON Canada**"), Victorian Order Of Nurses For Canada - Eastern Region ("**VON East**"), and Victorian Order Of Nurses For Canada - Western Region ("**VON West**") (collectively, "**VON**" or the "**Company**") for the period March 28, 2016 to April 3, 2016.

Date	Professional	Description
3/29/2016	Jeffrey Berger	Processing Proofs of Claim received; updating master tracking list; correspondence with various creditors regarding the claims process.
3/29/2016	Brenda Wong	Review status of CCAA claims received to date; respond to email from R. Anderson regarding mailing to community corporations; telephone call from CRA regarding Victorian Order Of Nurses for Canada Nova Scotia Branch and whether it file a claim in the VON Canada claims process.
3/30/2016	Brenda Wong	Telephone call from R. Dow of Ontario Ministry of Finance regarding VON EHT accounts and email to B. Smethurst regarding same; review Week 4 cash flow report; review Wage Earner Protection Program ("WEPP") payments to VON Canada employees and calculate eligible priority claims in VON Canada claims process.
3/30/2016	Daniel Weisz	Review accounts; email to M. Laugesen of Bennett Jones LLP; review summary of activities; discussion with M. Laugesen.
3/30/2016	Jeffrey Berger	Review of Week 4 cash flow analysis.
3/31/2016	Jeffrey Berger	Processing Proofs of Claim received; updating master tracking list; correspondence with various creditors regarding the claims process.
3/31/2016	Brenda Wong	Review draft responses to creditor inquiries.
3/31/2016	Daniel Weisz	Discussion with R. Anderson on the status of the CCAA Proceedings and notes regarding same.
4/1/2016	Brenda Wong	Respond to email from VON regarding claims filed by community corporations.
4/1/2016	Jeffrey Berger	Processing Proofs of Claim received; updating master tracking list; correspondence with various creditors regarding the claims process.
		To all other administrative matters with respect to this engagement, including

April 6, 2016
Victorian Order Of Nurses For Canada,
Victorian Order Of Nurses For Canada - Eastern Region, and
Victorian Order Of Nurses For Canada - Western Region
Invoice 18
Page 2

Date	Professional	Description
		supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Daniel R. Welsz, CPA, CA, CIRP, LIT	Senior Vice President	0.90	\$ 495	\$ 445.50
Brenda Wong, CIRP, LIT	Senior Manager	2.00	\$ 350	700.00
Jeffrey K. Berger, CPA, CA	Senior Analyst	8.10	\$ 195	1,579.50
Total hours and professional fees		<u>11.00</u>		\$ 2,725.00
HST @ 13%				354.25
Total payable				\$ 3,079.25

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

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 Victorian Order Of Nurses For Canada – Western Region
 2315 St. Laurent Boulevard, Suite 100
 Ottawa, ON K1G 4J8

T. 416.480.0160
 F. 416.480.2646

www.collinsbarrow.com

Attention: Jo-Anne Poirier, President and CEO

Date April 12, 2016

GST/HST: 80784 1440 RT 0001

Client File 300911-28742

Invoice 19

No. C000247

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Monitor pursuant to the *Companies' Creditors Arrangement Act* ("CCAA") proceedings of Victorian Order Of Nurses For Canada ("VON Canada"), Victorian Order Of Nurses For Canada - Eastern Region ("VON East"), and Victorian Order Of Nurses For Canada - Western Region ("VON West") (collectively, "VON" or the "Company") for the period April 4, 2016 to April 10, 2016.

Date	Professional	Description
4/4/2016	Brenda Wong	Follow up regarding returned mail with respect to VON Canada claims process.
4/4/2016	Jeffrey Berger	Processing proofs of claim received; updating master tracking list; correspondence with various creditors regarding the claims process.
4/5/2016	Brenda Wong	Review master list and prepare follow-up mailing list; draft follow-up letter to creditors regarding VON Canada claims process; respond to VON regarding status of claims by community corporations; review draft responses to creditor inquiries.
4/5/2016	Daniel Weisz	Review and update draft letter to creditors who have not yet filed proofs of claim.
4/5/2016	Jeffrey Berger	Review proofs of claim received; updating master tracking list; emails with various creditors regarding the claims process.
4/6/2016	Daniel Weisz	Review summary of activities; finalize letter to creditors; review FSCO letter to former employee and forward same to M. Laugesen of Bennett Jones LLP.
4/6/2016	Brenda Wong	Review draft responses to creditor emails; finalize follow-up letter to creditors who have not filed a proof of claim; emails with B. Smethurst regarding Enbridge bills sent to the address of the Monitor; review correspondence from FSCO to employees regarding pension plan; review proofs of claim received to date; discussion with J. Berger regarding weekly cash flow; email to VON regarding additional claims received from community corporations.
4/6/2016	Jeffrey Berger	Processing proofs of claim received; updating master tracking list; correspondence with various creditors regarding the claims process; review of Week 5 cash flow.

Date	Professional	Description
4/7/2016	Jeffrey Berger	Processing proofs of claim received; updating master tracking list; responding to emails from creditors regarding the claims process; review of Week 5 cash flow, correspondence with B. Smethurst regarding same.
4/7/2016	Daniel Weisz	Exchange emails with M. Laugesen regarding status.
4/7/2016	Brenda Wong	Review weekly cash flow report and follow-up questions; review draft response to creditor inquiry; respond to inquiry regarding claims process.
4/7/2016	Donna Nishimura	Mailing out letter to creditors who have not completed a proof of claim.
4/8/2016	Brenda Wong	Review and respond to email from Public Health Agency of Canada; update Service List and arrange for posting to Monitor's webpage; status update call with R. Anderson and D. Weisz.
4/8/2016	Daniel Weisz	Conference call with B. Wong and R. Anderson to discuss status of CCAA proceedings and email to M. Laugesen regarding same.
		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
Daniel R. Weisz, CPA, CA, CIRP, LIT	Senior Vice President	1.30	\$ 495	\$ 643.50
Brenda Wong, CIRP, LIT	Senior Manager	3.40	\$ 350	1,190.00
Jeffrey K. Berger, CPA, CA	Senior Analyst	9.40	\$ 195	1,833.00
Donna Nishimura	Estate Administrator	1.25	\$ 110	137.50
Total hours and professional fees		15.35		\$ 3,804.00
Disbursements				
Photocopies: re letter to creditors who have not completed a Proof of Claim			\$77.88	
Postage re: letter to creditors who have not completed a Proof of Claim			129.09	
Total disbursements				\$ 206.97
Total professional fees and disbursements				\$ 4,010.97
HST @ 13%				521.43
Total payable				\$ 4,532.40

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VISA NUMBER _____ Expiry Date _____
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WIRE PAYMENT DETAILS

For CA\$ Payments: For credit to the account of Collins Barrow Toronto Limited, Account No. 65-94918, Canadian Imperial Bank of Commerce
 Branch No. 00002, Commerce Court Banking Centre, Toronto, ON M5L 1G9

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www.collinsbarrow.com

Attention: Jo-Anne Poirier, President and CEO

Date April 19, 2016

GST/HST: 80784 1440 RT 0001

Client File 300911-28742

Invoice 20

No. C000254

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Monitor pursuant to the *Companies' Creditors Arrangement Act* ("CCAA") proceedings of Victorian Order Of Nurses For Canada ("VON Canada"), Victorian Order Of Nurses For Canada - Eastern Region ("VON East"), and Victorian Order Of Nurses For Canada - Western Region ("VON West") (collectively, "VON" or the "Company") for the period April 11, 2016 to April 17, 2016.

Date	Professional	Description
4/11/2016	Jeffrey Berger	Processing proofs of claim received; updating master tracking list; correspondence with various creditors regarding the claims process; review of Week 6 cash flow analysis and correspondence with B. Smethurst regarding same.
4/11/2016	Brenda Wong	Respond to call from VON West pensioner; review summary of activities.
4/12/2016	Jeffrey Berger	Processing proofs of claim received; updating master tracking list; correspondence with various creditors regarding the claims process; review of Week 6 cash flow analysis, discussion with B. Wong regarding follow-up questions and correspondence with B. Smethurst regarding same.
4/12/2016	Brenda Wong	Telephone call from creditor of VON East; review weekly cash flow report and discussion with J. Berger regarding follow-up questions; discussion with D. Weisz regarding change in management fees charged; review cumulative variances; email to B. Smethurst regarding change in management fees; telephone call from Great West Life regarding VON policy numbers.
4/12/2016	Daniel Weisz	Review summary of activities; review email regarding cash flow results and discussion with B. Wong on same; email to M. Laugesen of Bennett Jones LLP.
4/13/2016	Brenda Wong	Review draft response to creditor inquiry regarding filling out proof of claim form; review Claims Procedure Order regarding notice requirements, creditors on mailing list and claims filed to date; telephone call with D. Weisz and M. Laugesen regarding change in management fees and VON West account receivable; discussion with J. Berger regarding outstanding issues regarding cash flow review; review 2016-2017 budget and discussion with B. Smethurst regarding same; reviewing emails and draft responses to inquiries from

Date	Professional	Description
		creditors; email to R. Anderson regarding follow up with Telus re submission of proof of claim.
4/13/2016	Daniel Weisz	Discussion with B. Wong on the claims process; review draft account of Bennett Jones; attend conference call with M. Laugesen and B. Wong regarding cash flow results; attend to update call with R. Anderson and email to M. Laugesen regarding same.
4/13/2016	Jeffrey Berger	Processing proofs of claim received; updating master tracking list; correspondence with various creditors regarding the claims process; review of Week 6 cash flow analysis and correspondence with B. Smethurst regarding same.
4/14/2016	Jeffrey Berger	Processing proofs of claim received; updating master tracking list; responding to emails from various creditors regarding the claims process; review of Week 6 cash flow analysis and follow up with B. Smethurst regarding same.
4/14/2016	Brenda Wong	Review emails regarding cash flow; discussion with J. Berger regarding outstanding items for cash flow review and update on claims process; review email from B. Smethurst regarding management fees; email from R. Anderson regarding creditors on creditor mailing list; review email from Public Health Agency of Canada; respond to email from OPSEU; telephone call from former employee regarding claims process.
4/14/2016	Daniel Weisz	Review email from B. Smethurst regarding management fees and email to M. Laugesen in respect of same.
4/15/2016	Jeffrey Berger	Processing proofs of claim received; updating master tracking list; correspondence with various creditors regarding the claims process; drafting correspondence for WSIB and Ministry of Finance regarding the claims process.
4/15/2016	Brenda Wong	Review draft letter to WSIB and Ministry of Finance; telephone call with M. Laugesen and D. Weisz regarding next steps in the proceedings, cash flow statements and claims process.
4/15/2016	Daniel Weisz	Prepare for and attend conference call with M. Laugesen and B. Wong to discuss cash flow statements, next report to court; email to R. Anderson to follow up discussion of April 13 th .
		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
Daniel R. Weisz, CPA, CA, CIRP, LIT	Senior Vice President	3.30	\$ 495	\$ 1,633.50
Brenda Wong, CIRP, LIT	Senior Manager	6.80	\$ 350	2,380.00
Jeffrey K. Berger, CPA, CA	Senior Analyst	21.20	\$ 195	4,134.00
Total hours and professional fees				\$ 8,147.50
HST @ 13%				1,059.18
Total payable				\$ 9,206.68

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VISA NUMBER _____ Expiry Date _____
 Name on Card _____ Amount _____

WIRE PAYMENT DETAILS

For CAS Payments: For credit to the account of Collins Barrow Toronto Limited, Account No. 65-84918, Canadian Imperial Bank of Commerce
 Branch No. 00052, Commerce Court Banking Centre, Toronto, ON M5L 1G9

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www.collinsbarrow.com

Attention: Jo-Anne Poirier, President and CEO

Date April 25, 2016

GST/HST: 80784 1440 RT 0001

Client File 300911-28742

Invoice 21

No. C000260

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Monitor pursuant to the *Companies' Creditors Arrangement Act* ("CCAA") proceedings of Victorian Order Of Nurses For Canada ("VON Canada"), Victorian Order Of Nurses For Canada - Eastern Region ("VON East"), and Victorian Order Of Nurses For Canada - Western Region ("VON West") (collectively, "VON" or the "Company") for the period April 18, 2016 to April 24, 2016.

Date	Professional	Description
4/18/2016	Brenda Wong	Discussion with J. Berger regarding inquiry received and review draft response; respond to R. Anderson regarding community corporations claims filed; review claims received to date and send follow-up email to Telus.
4/18/2016	Jeffrey Berger	Processing proofs of claim received; updating master tracking list; correspondence with various creditors regarding the claims process.
4/19/2016	Jeffrey Berger	Processing proofs of claim received; updating master tracking list; correspondence with various creditors regarding the claims process; review of Week 7 cash flow and related documents, correspondence with B. Smethurst regarding same.
4/19/2016	Daniel Weisz	Review summary of activities; review email from T. Naldjeff and discussion with J. Berger on same.
4/19/2016	Brenda Wong	Review summary of activities; review draft responses to creditor emails.
4/20/2016	Jeffrey Berger	Processing proofs of claim received; updating master tracking list; correspondence with various creditors regarding the claims process; review of Week 7 cash flow and related documents, correspondence with B. Smethurst regarding same.
4/20/2016	Brenda Wong	Review weekly cash flow report and review J. Berger questions on same; telephone call from WSIB requesting proof of claim form.
4/20/2016	Daniel Weisz	Review email from E. Cobb regarding date of court application; review and respond to email from M. Laugesen of Bennett Jones LLP.
4/21/2016	Jeffrey Berger	Processing proofs of claim received; updating master tracking list; correspondence with various creditors regarding the claims process.

Date	Professional	Description
4/21/2016	Daniel Weisz	Email to R. Anderson regarding cash flow enquiries and review response, email to R. Anderson re same.
4/22/2016	Jeffrey Berger	Processing proofs of claim received; updating master tracking list; correspondence with various creditors regarding the claims process, discussion with B. Wong and emails with B. Smethurst regard Canon leases.
4/22/2016	Brenda Wong	Discussion with J. Berger regarding information on Canon leases provided by B. Smethurst; review VON budget spreadsheet for 2016-2017; review draft of questions for VON regarding Canon leases; review claims filed to date.
		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
Daniel R. Weisz, CPA, CA, CIRP, LIT	Senior Vice President	0.60	\$ 495	\$ 297.00
Brenda Wong, CIRP, LIT	Senior Manager	1.90	\$ 350	665.00
Jeffrey K. Berger, CPA, CA	Senior Analyst	14.60	\$ 195	2,847.00
Total hours and professional fees		17.10		\$ 3,809.00
HST @ 13%				495.17
Total payable				\$ 4,304.17

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

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www.collinsbarrow.com

Attention: Jo-Anne Poirier, President and CEO

Date May 2, 2016

GST/HST: 80784 1440 RT 0001

Client File 300911-28742

Invoice 22

No. C000262

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Monitor pursuant to the *Companies' Creditors Arrangement Act* ("**CCAA**") proceedings of Victorian Order Of Nurses For Canada ("**VON Canada**"), Victorian Order Of Nurses For Canada - Eastern Region ("**VON East**"), and Victorian Order Of Nurses For Canada - Western Region ("**VON West**") (collectively, "**VON**" or the "**Company**") for the period April 25, 2016 to May 1, 2016.

Date	Professional	Description
4/25/2016	Jeffrey Berger	Processing proofs of claim received; updating master tracking list; correspondence with various creditors regarding the claims process; following up with various creditors who have not provided supporting documentation for the proof of claim filed; review of Week 8 cash flow and correspondence with B. Smethurst regarding same; review of CBSC lease summary and VON's allocation of same to different VON entities.
4/25/2016	Brenda Wong	Telephone calls from creditors regarding how to fill out proof of claim form; review list of claims received to date, make edits and send copy to R. Anderson; review and respond to email from OPSEU; review weekly cash flow report; conference call with R. Anderson and D. Weisz regarding status update and other matters; discussion with D. Weisz regarding cash flow and monitoring.
4/25/2016	Daniel Weisz	Review summary of activities; discussion with M. Laugesen of Bennett Jones LLP regarding his discussion with E. Cobb with respect to upcoming motion; prepare for and attend conference call with R. Anderson and B. Wong and meet with B. Wong following the call.
4/26/2016	Jeffrey Berger	Processing proofs of claim received (7) and supporting documents; updating master tracking list; correspondence with various creditors regarding the claims process.
4/26/2016	Brenda Wong	Discussion with J. Berger regarding claims filed by employee and OPSEU and review draft email to OPSEU.
4/26/2016	Daniel Weisz	Review matters following telephone call yesterday with R. Anderson; email to M. Laugesen.

Date	Professional	Description
4/27/2016	Brenda Wong	Discussion with R. Anderson regarding status of remittances, AP, and HST; discussion with D. Weisz regarding claims filed by OPSEU; emails with J. Berger regarding questions on proofs of claim received and responses to creditor emails.
4/27/2016	Jeffrey Berger	Processing proofs of claim received (11) and supporting documents; updating master tracking list; correspondence with various creditors regarding the claims process.
4/27/2016	Daniel Weisz	Review emails; exchange emails with R. Anderson regarding FSCO position with respect to proposed partial windup of pension plan.
4/28/2016	Jeffrey Berger	Processing proofs of claim received (14) and supporting documents; updating master tracking list; correspondence with various creditors regarding the claims process
4/28/2016	Brenda Wong	Review of A/P pre vs. post-filing status; email to B. Smethurst with questions on certain A/P; discussion with J. Berger regarding proof of claim filed and review draft response; discussion with D. Weisz regarding A/P status.
4/29/2016	Jeffrey Berger	Processing proofs of claim received (8) and supporting documents; updating master tracking list; correspondence with various creditors regarding the claims process.
4/29/2016	Brenda Wong	Review draft response to email from creditor; discussions with J. Berger regarding creditor inquiries and claims process; telephone call from employee regarding filling out proof of claim; emails with B. Smethurst regarding A/P invoices; conference call with R. Anderson and D. Weisz regarding status update; review claims filed by community corporations.
4/29/2016	Daniel Weisz	Discussion with B. Wong regarding review of proofs of claim with respect to claims process; discussion with R. Anderson and notes to file; review request to pay Stewart McKelvey invoice and review court documents.
		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
Daniel R. Weisz, CPA, CA, CIRP, LIT	Senior Vice President	3.10	\$ 495	\$ 1,534.50
Brenda Wong, CIRP, LIT	Senior Manager	5.20	\$ 350	1,820.00
Jeffrey K. Berger, CPA, CA	Senior Analyst	15.40	\$ 195	3,003.00
Total hours and professional fees		23.70		\$ 6,357.50
HST @ 13%				826.48
Total payable				\$ 7,183.98

PAYMENT BY VISA ACCEPTED

VISA NUMBER _____ Expiry Date _____

Name on Card _____ Amount _____

WIRE PAYMENT DETAILS

For CAS 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

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www.collinsbarrow.com

Attention: Jo-Anne Poirier, President and CEO

Date May 10, 2016

GST/HST: 80784 1440 RT 0001

Client File 300911-28742

Invoice 23

No. C000269

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Monitor pursuant to the *Companies' Creditors Arrangement Act* ("CCAA") proceedings of Victorian Order Of Nurses For Canada ("VON Canada"), Victorian Order Of Nurses For Canada - Eastern Region ("VON East"), and Victorian Order Of Nurses For Canada - Western Region ("VON West") (collectively, "VON" or the "Company") for the period May 2, 2016 to May 8, 2016.

Date	Professional	Description
5/2/2016	Jeffrey Berger	Reviewing proofs of claim; review of Week 9 cash flow report.
5/2/2016	Daniel Weisz	Review summary of activities; discussion with R. Anderson regarding tentative timetable with respect to hearing of pension matter and notes on same.
5/2/2016	Brenda Wong	Discussions with J. Berger regarding treatment of proofs of claim; review list of proofs of claim filed to date and send to R. Anderson; review summary of activities.
5/3/2016	Daniel Weisz	Review email from M. Laugesen of Bennett Jones LLP and reply to same.
5/3/2016	Brenda Wong	Review weekly cash flow report; second review of Community Corporation claims.
5/3/2016	Jeffrey Berger	Review of Week 9 cash flow; correspondence with B. Smethurst regarding same.
5/4/2016	Brenda Wong	Discussions with J. Berger regarding review of proofs of claim; preparing Monitor's Third Report; review May extended cash flow projections; email and telephone discussion with B. Smethurst regarding preliminary comments.
5/4/2016	Jeffrey Berger	Reviewing proofs of claim; review of Week 9 cash flow and correspondence with B. Smethurst regarding same.
5/4/2016	Daniel Weisz	Discussion with B. Wong and J. Berger regarding status of review of proofs of claim; review summary of activities prepared by R. Anderson; preliminary review of extended cash flow projections received from VON.
5/5/2016	Jeffrey Berger	Reviewing proofs of claim.
5/5/2016	Brenda Wong	Review second draft of the May extended cash flow projections; review and respond to correspondence from Enbridge NB.

Date	Professional	Description
5/5/2016	Daniel Weisz	Discussion with M. Laugesen regarding his discussion with E. Cobb regarding pension matters, and on status of CCAA proceedings; preliminary review of revised cash flow projections sent by VON.
5/6/2016	Jeffrey Berger	Review of proofs of claim; review of May extended cash flow projections.
5/6/2016	Brenda Wong	Second review of Niagara Top-Up and employee proofs of claim.
5/6/2016	Daniel Weisz	Prepare for and attend conference call with E. Cobb and M. Laugesen to discuss expiry of stay extension and upcoming application to court.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Daniel R. Weisz, CPA, CA, CIRP, LIT	Senior Vice President	2.10	\$ 495	\$ 1,039.50
Brenda Wong, CIRP, LIT	Senior Manager	10.50	\$ 350	3,675.00
Jeffrey K. Berger, CPA, CA	Senior Analyst	28.60	\$ 195	5,577.00
Total hours and professional fees		41.20		\$ 10,291.50
HST @ 13%				1,337.90
Total payable				\$ 11,629.40

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
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 2315 St. Laurent Boulevard, Suite 100
 Ottawa, ON K1G 4J8

Attention: Jo-Anne Poirier, President and CEO

Date May 16, 2016

GST/HST: 80784 1440 RT 0001

Client File 300911-28742

Invoice 24

No. C000276

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Monitor pursuant to the *Companies' Creditors Arrangement Act* ("CCAA") proceedings of Victorian Order Of Nurses For Canada ("VON Canada"), Victorian Order Of Nurses For Canada - Eastern Region ("VON East"), and Victorian Order Of Nurses For Canada - Western Region ("VON West") (collectively, "VON" or the "Company") for the period May 9, 2016 to May 15, 2016.

Date	Professional	Description
5/9/2016	Jeffrey Berger	Review of stay extension cash flow projections (the "Projections"); review of week 10 cash flow statement.
5/9/2016	Brenda Wong	Second review of employee and trade creditor proofs of claim; telephone call to S. Strelloff to inquire regarding VON Pension Fund claim; review weekly cash flow reporting.
5/9/2016	Daniel Weisz	Preliminary review of proof of claim schedule and discussion with B. Wong on same.
5/10/2016	Brenda Wong	Review the Projections and email to B. Smethurst regarding questions/comments on same; review answers from VON; update Service List; review revised Projections; discussion with D. Weisz and J. Berger regarding proofs of claim and proposed disposition; review email from VON regarding calculation of operating costs; respond to email from VON West creditor.
5/10/2016	Daniel Weisz	Review summary of activities; preliminary review of schedule setting out claims received; meet with B. Wong and J. Berger to review the schedule setting out proofs of claim filed and discuss issues regarding the claims; voicemail message for M. Laugesen of Bennett Jones LLP.
5/10/2016	Jeffrey Berger	Review of Projections; review of week 10 cash flow statement; discussion with B. Wong and D. Weisz regarding Proofs of Claim received.
5/11/2016	Brenda Wong	Review email from B. Smethurst regarding projected operating costs, compare VON budget and Projections; email to B. Smethurst regarding comments and questions; review correspondence from Enbridge NB and call to confirm Monitor's name removed from accounts; telephone call with M. Laugesen and D. Weisz to discuss proofs of claim filed; email to M. Laugesen and D. Weisz regarding Niagara Top-Up claims; prepare summary of issues to be discussed

Date	Professional	Description
		with VON regarding proofs of claim filed ("Claims Schedule").
5/11/2016	Daniel Weisz	Discussion with B. Wong on VON Projections; prepare for and attend conference call with M. Laugesen and B. Wong to discuss the results of the claims process and the Monitor's preliminary review of claims filed.
5/12/2016	Jeffrey Berger	Review of operating costs for the Projections; review of issues identified on Claims Schedule.
5/12/2016	Daniel Weisz	Review letter regarding VON Canada position with respect to Niagara "Top-Up employees" and email to M. Laugesen regarding same and on timing with respect to application scheduled for May 27, review Claims Schedule and update and discussion with B. Wong on same; discussion with M. Laugesen regarding email sent; meet with B. Wong to discuss Claims Schedule.
5/12/2016	Brenda Wong	Discussion with J. Berger regarding status of review of cash flow projections and follow up regarding professional fees incurred to date; review email response from B. Smethurst regarding questions on operating costs; continue drafting Monitor's third report; make edits to Claims Schedule.
5/13/2016	Daniel Weisz	Review email from E. Cobb regarding Gowlings enquiry regarding claims process and email to M. Laugesen regarding same, discussion with M. Laugesen regarding same; discussion with M. Laugesen regarding email from E. Cobb regarding Gowlings enquiry; review draft affidavit of J.A. Poirier and email comments to M. Laugesen.
		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
Daniel R. Weisz, CPA, CA, CIRP, LIT	Senior Vice President	5.90	\$ 495	\$ 2,920.50
Brenda Wong, CIRP, LIT	Senior Manager	16.10	\$ 350	5,635.00
Jeffrey K. Berger, CPA, CA	Senior Analyst	7.60	\$ 195	1,482.00
Total hours and professional fees		29.60		\$ 10,037.50
HST @ 13%				1,304.88
Total payable				\$ 11,342.38

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 Victorian Order Of Nurses For Canada
 Victorian Order Of Nurses For Canada – Eastern Region
 Victorian Order Of Nurses For Canada – Western Region
 2315 St. Laurent Boulevard, Suite 100
 Ottawa, ON K1G 4J8

T. 416.480.0160
 F. 416.480.2646

www.collinsbarrow.com

Attention: Jo-Anne Poirier, President and CEO

Date May 24, 2016

GST/HST: 80784 1440 RT 0001

Client File 300911-28742

Invoice 25

No. C000278

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Monitor pursuant to the *Companies' Creditors Arrangement Act* ("CCAA") proceedings of Victorian Order Of Nurses For Canada ("VON Canada"), Victorian Order Of Nurses For Canada - Eastern Region ("VON East"), and Victorian Order Of Nurses For Canada - Western Region ("VON West") (collectively, "VON" or the "Company") for the period May 16, 2016 to May 22, 2016.

Date	Professional	Description
5/16/2016	Jeffrey Berger	Review of week 11 cash flow report, correspondence with B. Smethurst regarding same.
5/16/2016	Brenda Wong	Review weekly cash flow report and discussion with J. Berger regarding same; continue drafting Monitor's third report to the Court ("Draft Report"); telephone call from creditor of VON East; review draft 4 of cash flow projections, review comments from D. Weisz regarding cash flow projections and email to B. Smethurst with additional comments on the projections.
5/16/2016	Daniel Weisz	Discussion with B. Wong regarding cash flow projections prepared by VON; review draft cash flow projections; review summary of activities; review email from M. Laugesen of Bennett Jones LLP regarding pension.
5/17/2016	Jeffrey Berger	Further review of week 11 cash flow report and support; correspondence with B. Smethurst regarding same.
5/17/2016	Daniel Weisz	Begin review and update of Draft Report; discussion with B. Wong on HST; discussion with M. Laugesen regarding application to court scheduled for next week.
5/17/2016	Brenda Wong	Review G/L detail in respect of the May HST filing; continue writing Draft Report; discussion with D. Weisz regarding HST.
5/18/2016	Brenda Wong	Review email from VON regarding HST filing; review changes to Draft Report and make additional changes.
5/18/2016	Daniel Weisz	Continue work on Draft Report and discussion with B. Wong on same; review accounts rendered by Bennett Jones LLP; review updated draft documents received from E. Cobb and provide comments to M. Laugesen.

Date	Professional	Description
5/19/2016	Brenda Wong	Review/respond to emails from VON regarding cash flow and pension letter; review updated cash flow projections and email to VON with comments.
5/19/2016	Daniel Weisz	Exchange emails with M. Laugesen regarding status.
5/20/2016	Daniel Weisz	Discussion with B. Wong regarding cash flow statement and Monitor's comments thereon, review emails from R. Anderson and B. Wong on same; email to E. Cobb regarding information requested with respect to affidavit to be filed.
5/20/2016	Brenda Wong	Discussion with D. Weisz regarding status; emails with VON regarding cash flow projections; updating Draft Report; discussion with R. Anderson regarding Draft Report; review final cash flow dated May 20; review updated affidavit of the Applicants.
5/21/2016	Brenda Wong	Make further changes to Draft Report.
		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
Daniel R. Welsz, CPA, CA, CIRP, LIT	Senior Vice President	4.80	\$ 495	\$ 2,376.00
Brenda Wong, CIRP, LIT	Senior Manager	10.90	\$ 350	3,815.00
Jeffrey K. Berger, CPA, CA	Senior Analyst	4.40	\$ 195	858.00
Total hours and professional fees		<u>20.10</u>		\$ 7,049.00
HST @ 13%				916.37
Total payable				\$ 7,965.37

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.

**THIS IS EXHIBIT "B" REFERRED TO IN THE
AFFIDAVIT OF DANIEL WEISZ SWORN
BEFORE ME THIS 25th DAY OF MAY, 2016**



~~Commissioner, etc.~~

*Bryan Allan Tannenbaum, a Commissioner, etc.,
Province of Ontario, for Collins Barrow
Toronto LLP, Chartered Accountants, and
Collins Barrow Toronto Limited, Trustee in
Bankruptcy. Expires August 6, 2016.*

**Victorian Order of Nurses for Canada
 Victorian Order of Nurses for Canada - Eastern Region
 Victorian Order of Nurses for Canada - Western Region**

**Summary of Monitor's Fees
 Calculation of Average Billing Rates
 of Collins Barrow Toronto Limited re CCAA**

Invoice No.	Billing Period	Fees	Disb.	Subtotal	HST	Hours	Ave. Hourly Rate	Total
12	February 15 to 21, 2016	\$ 13,928.00	-	\$ 13,928.00	\$ 1,810.64	38.90	\$ 358.05	\$ 15,738.64
13	February 22 to 28, 2016	4,516.50	-	4,516.50	587.15	12.20	370.20	5,103.65
14	February 29 to March 6, 2016	3,866.00	\$ 6,869.97	10,735.97	1,395.68	12.20	316.89	12,131.65
15	March 7 to 13, 2016	4,465.00	974.61	5,439.61	707.15	18.10	246.69	6,146.76
16	March 14 to 20, 2016	5,175.00	-	5,175.00	672.75	18.40	281.25	5,847.75
17	March 21 to 27, 2016	2,721.50	-	2,721.50	353.80	11.30	240.84	3,075.30
18	March 28 to April 3, 2016	2,725.00	-	2,725.00	354.25	11.00	247.73	3,079.25
19	April 4 to 10, 2016	3,804.00	206.97	4,010.97	521.43	15.35	247.82	4,532.40
20	April 11 to 17, 2016	8,147.50	-	8,147.50	1,059.18	31.30	260.30	9,206.68
21	April 18 to 24, 2016	3,809.00	-	3,809.00	495.17	17.10	222.75	4,304.17
22	April 25 to May 1, 2016	6,357.50	-	6,357.50	826.48	23.70	268.25	7,183.98
23	May 2 to May 8, 2016	10,291.50	-	10,291.50	1,337.90	41.20	249.79	11,629.40
24	May 9 to May 15, 2016	10,037.50	-	10,037.50	1,304.88	29.60	339.10	11,342.38
25	May 16 to 22, 2016	7,049.00	-	7,049.00	916.37	20.10	350.70	7,965.37
Total		\$86,893.00	\$8,051.55	\$94,944.55	\$12,342.79	300.45	\$289.21	\$107,287.34

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

AND IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990, c. C-43 AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF VICTORIAN ORDER OF NURSES FOR CANADA,
VICTORIAN ORDER OF NURSES FOR CANADA – EASTERN REGION,
AND VICTORIAN ORDER OF NURSES FOR CANADA – WESTERN REGION

Applicants

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

Proceeding commenced at Toronto

AFFIDAVIT OF DANIEL WEISZ

BENNETT JONES LLP
One First Canadian Place
Suite 3400, P.O. Box 130
Toronto, Ontario
M5X 1A4
Fax: 416.863.1716

Mark S. Laugesen
(LSUC#: 32937W)
Tel: 416.777.4802

Counsel to the Monitor

APPENDIX "M"

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

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

**AND IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE ACT*,
R.S.O. 1990, c. C-43, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF VICTORIAN ORDER OF NURSES FOR CANADA, VICTORIAN ORDER OF
NURSES FOR CANADA – EASTERN REGION AND VICTORIAN ORDER OF
NURSES FOR CANADA – WESTERN REGION**

Applicants

AFFIDAVIT

I, **Annie Kwok**, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY AS FOLLOWS:**

1. I am the assistant to Mark Laugesen, a partner at Bennett Jones LLP ("**Bennett Jones**"), who has carriage of this file, and as such have knowledge of the matters to which I hereinafter depose. Where I do not have personal knowledge of the matters discussed in this Affidavit, I have informed myself by review of the relevant background documents and facts.

2. Bennett Jones is counsel to Collins Barrow Toronto Limited, in its capacity as Court-appointed Monitor (the "**Monitor**") of Victorian Order Of Nurses For Canada ("**VON Canada**"), Victorian Order Of Nurses For Canada – Eastern Region ("**VON East**") and Victorian Order Of Nurses For Canada – Western Region ("**VON West**", and together with VON Canada and VON East, the "**Applicants**").

3. Bennett Jones has prepared the following Statements of Account in connection with the Applicants' proceedings under the *Companies' Creditors Arrangement Act* (Canada) ("CCAA"):

- (a) Account dated February 25, 2016 in the amount of \$10,322.78 (including harmonized sales tax ("HST")) in respect of the period from February 16, 2016 to February 19, 2016 (a copy of which is attached as Exhibit "A");
- (b) Account dated March 3, 2016 in the amount of \$3,555.27 (including HST) in respect of the period from February 20, 2016 to February 29, 2016 (a copy of which is attached as Exhibit "B");
- (c) Account dated March 31, 2016 in the amount of \$3,808.15 (including HST) in respect of the period from February 29, 2016 to March 24, 2016 (a copy of which is attached as Exhibit "C");
- (d) Account dated April 13, 2016 in the amount of \$1,104.58 (including HST) in respect of the period from March 7, 2016 to April 7, 2016 (a copy of which is attached as Exhibit "D");
- (e) Account dated April 20, 2016 in the amount of \$1,299.50 (including HST) in respect of the period from April 8, 2016 to April 15, 2016 (a copy of which is attached as Exhibit "E");
- (f) Account dated May 10, 2016 in the amount of \$1,039.60 (including HST) in respect of the period from April 26, 2016 to May 6, 2016 (a copy of which is attached as Exhibit "F"); and

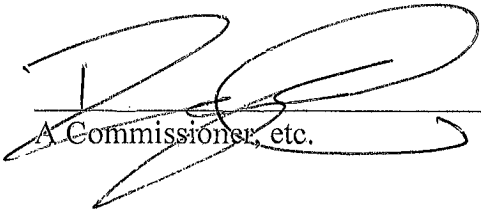
(g) Account dated May 18, 2016 in the amount of \$2,858.90 (including HST) in respect of the period from May 7, 2016 to May 16, 2016 (a copy of which is attached as Exhibit "G");

4. Attached hereto and marked as Exhibit "H" is a chart detailing the hourly rates and the time expended by the various professionals at Bennett Jones who have worked on this matter.

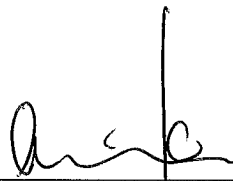
5. The total legal fees and disbursements billed by Bennett Jones to May 6, 2016 in connection with the proceedings under the CCAA is \$23,988.78 (including HST). To the best of my knowledge, the rates charged by Bennett Jones are comparable to the rates charged for the provision of services of a similar nature and complexity by other large legal firms in the Toronto market.

6. This Affidavit is made in support of a motion to, *inter alia*, approve of the fees and disbursements of Bennett Jones as counsel to the Monitor, and for no other or improper purpose.

SWORN before at the City of Toronto,)
in the Province of Ontario,)
this 25th May, 2016)
)
)



A Commissioner, etc.



Annie Kwok

THIS IS EXHIBIT "A" REFERRED TO IN THE

AFFIDAVIT OF ANNIE KWOK

SWORN

THE 25th DAY OF MAY, 2016



A Commissioner for taking affidavits, etc.



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

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

Attention: DANIEL WEISZ
SENIOR VICE PRESIDENT

Re: CCAA PROCEEDINGS FOR VICTORIAN ORDER OF NURSES
FOR CANADA
Our File Number: 074961.00002

Date: February 25, 2016
Invoice: 1114936
GST/HST Number: 119346757

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	8,913.20
Other Charges		152.75
Disbursements		69.25
Total Due before GST/HST	\$	<u>9,135.20</u>
GST/HST	\$	1,187.58
TOTAL Due in CAD	\$	<u><u>10,322.78</u></u>

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

Date	Lawyer	Description	Hours	Amount
16/02/16	D. Afroz	Drafting and amending motion materials relating to Report, Conduct and Fee approval in CCAA proceedings	2.00	\$ 348.62
16/02/16	M. S. Laugesen	Prepare for and attend at lengthy call with D. Weisz and B. Wong to discuss issues in and comments on amended draft affidavit of J. Poirier and amended draft Claims Procedure Order ("CPO"); Review further draft affidavit of J. Poirier and further draft CPO; Prepare for and attend at conference call with E. Cobb; Consideration of issues relating to treatment of federal government for subrogated WEPP claims in context of proposed CPO, and discussions with both D. Weisz and E. Cobb regarding same; Continue preparation of materials to seek approval of actions, activities, conduct, and fees of Monitor; Calls with D. Weisz and B. Wong regarding evidence to be used in seeking approval order; Review emails from D. Weisz regarding his ongoing discussions with R. Anderson on various matters; Further calls with E. Cobb and D. Weisz regarding amended draft affidavit of J. Poirier and amended draft CPO	3.90	2,242.50
17/02/16	M. S. Laugesen	Review email from E. Cobb and amended stay extension and CPO affidavit and amended CPO; Email with D. Weisz regarding amended affidavit and amended CPO; Lengthy call with D. Weisz regarding amended Affidavit and amended CPO; Conference with E. Cobb and D. Weisz regarding amended Affidavit and amended CPO; Review draft proof of claim documents (2 times) from D. Weisz; Email to E. Cobb regarding paragraph 16 of CPO and review motion materials in CCAA proceedings to seek approval of actions, activities, conduct, and fees, together review of draft affidavits, and draft order; Further calls with D. Weisz and B. Wong; Meeting with D. Afroz to provide comments on draft approval motion materials	3.30	1,897.50
17/02/16	D. Afroz	Reviewing invoices in connection with fee approval motion; Amending motion materials to incorporate comments from M. Laugesen and Collins Barrow; Assembling motion record materials; Checking figures against internal billing systems	2.40	418.34

Date	Lawyer	Description	Hours	Amount
18/02/16	D. Afroz	Finalizing motion materials for fee approval; Reviewing accounts of CBTL and calculating final amounts to be approved; Co-ordinating swearing of Affidavit; Compiling exhibits and motion record; Reviewing draft of Report from CBTL; Calls with CBTL and discussions with M. Laugesen about next steps	3.30	575.26
18/02/16	M. S. Laugesen	Further preparation of motion to seek approval of actions, activities, and conduct of Monitor, including Notice of Motion, Order, Fee Affidavits and Second Report of Monitor; Numerous turns of Second Report and review of comments from various parties on same; Numerous calls and emails with D. Weisz regarding Second Report of Monitor; Meeting with D. Weisz to execute Fee Affidavit; Calls and emails with E. Cobb regarding pending motion; Further calls and emails with D. Weisz and D. Afroz; Further prepare materials for motion next week	2.90	1,667.50
19/02/16	M. S. Laugesen	Review comments from E. Cobb, R. Anderson, B. Smethurst, K. Kraft, and D. Weisz on Monitor's Report; Detailed review of amended Monitor's Report; Revisions to Monitor's Report; Conference call with D. Weisz to discuss changes to Monitor's Report; Arrange for finalization of Monitor's Motion Record and issuance and service of same	2.40	1,380.00
19/02/16	D. Afroz	Finalizing motion materials, printing and compiling motion records, and serving and filing motion materials for motion returnable Feb 25, 2016; Coordinating with CBTL regarding the same	2.20	383.48
Total Hours and Professional Services			22.40	\$ 8,913.20

Timekeeper	Title	Hours	Rate	Amount
D. Afroz	Associate	9.90	174.31	\$ 1,725.70
M. S. Laugesen	Partner	12.50	575.00	7,187.50

Other Charges		Amount
Printing Charges		\$ 152.75
Total Other Charges		\$ 152.75

Disbursements		Amount
Courier Charges		\$ 69.25

**Bennett
Jones**

February 25, 2016
Page 4

Client: 074961,00002
Invoice No.: 1114936

Total Disbursements 69.25

GST/HST \$ 1,187.58

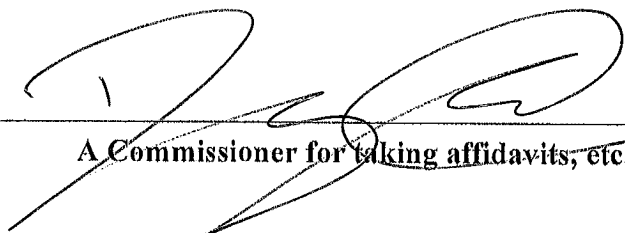
TOTAL DUE \$ 10,322.78

THIS IS EXHIBIT "B" REFERRED TO IN THE

AFFIDAVIT OF ANNIE KWOK

SWORN

THE 25th DAY OF MAY, 2016



A Commissioner for taking affidavits, etc.



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

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

Attention: DANIEL WEISZ
SENIOR VICE PRESIDENT

Re: CCAA PROCEEDINGS FOR VICTORIAN ORDER OF NURSES
FOR CANADA
Our File Number: 074961.00002

Date: March 3, 2016
Invoice: 1115494
GST/HST Number: 119346757

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	3,144.75
Other Charges		1.50
Total Due before GST/HST	\$	<u>3,146.25</u>
GST/HST	\$	409.02
TOTAL Due in CAD	\$	<u><u>3,555.27</u></u>

Date	Lawyer	Description	Hours	Amount
22/02/16	D. Afroz	Reviewing and summarizing case law regarding approval of actions, activities, conduct, and fees of Monitor and Monitor's counsel; Drafting submissions in respect of the VON CCAA Proceedings	1.90	\$ 384.75
22/02/16	M. S. Laugesen	Instruct D. Afroz on preparation of materials to address the factors to be considered by court in approving of actions, activities, and conduct of Monitor, and factors to be considered by court in approving of actions, activities, conduct, and fees of Monitor and Monitor's counsel	0.40	115.00
23/02/16	M. S. Laugesen	Review Second Report of Monitor and motion record filed in support of Monitor's motion for approval of actions, activities, conduct, and fees, in preparation for motion tomorrow	0.80	460.00
24/02/16	M. S. Laugesen	Prepare for and attend at hearing before Justice Penny; Arrange for issuance of Order; Email distributing Order and Endorsement	0.90	517.50
25/02/16	M. S. Laugesen	Calls and emails throughout the day with D. Weisz, B. Wong, and R. Anderson regarding letter distributing claims package to creditors; Call from D. Weisz regarding anticipated questions from employees relating to their claims, particularly with respect to possible D&O claims, and guidance to be given to them in response to questions; Calls and emails with E. Cobb; Further discussions with D. Weisz	1.40	805.00
26/02/16	M. S. Laugesen	Prepare for and attend at conference call with D. Weisz, and B. Wong; Email from E. Cobb; Emails with D. Weisz; Consideration of treatment of potential claims against VON Canada relating to partial pension wind-up of VON East and VON West, and potential conflict with Claims Bar Date under Claims Procedure Order; Review and provide comments on draft letter to creditors and a draft proof of claim documentation from B. Wong; Review email from R. Anderson	1.20	690.00
29/02/16	M. S. Laugesen	Review email from D. Weisz regarding discussions with R. Anderson on 29 February 2016 on several matters	0.30	172.50
Total Hours and Professional Services			6.90	\$ 3,144.75

Timekeeper	Title	Hours	Rate	Amount
D. Afroz	Associate	1.90	202.50 \$	384.75
M. S. Laugesen	Partner	4.60	575.00	2,645.00
M. S. Laugesen	Partner	0.40	287.50	115.00

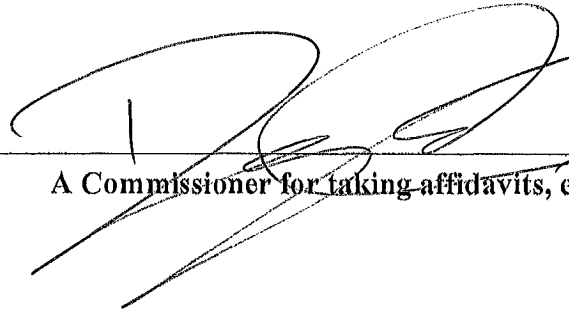
Other Charges	
Printing Charges	\$ 1.50
Total Other Charges	<u>\$ 1.50</u>

GST/HST \$ 409.02
TOTAL DUE \$ 3,555.27

THIS IS EXHIBIT "C" REFERRED TO IN THE
AFFIDAVIT OF ANNIE KWOK

SWORN

THE 25th DAY OF MAY, 2016

A large, stylized handwritten signature in black ink, written over a horizontal line. The signature is cursive and appears to be the name of the Commissioner.

A Commissioner for taking affidavits, etc.



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

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

Attention: DANIEL WEISZ
SENIOR VICE PRESIDENT

Re: CCAA PROCEEDINGS FOR VICTORIAN ORDER OF NURSES
FOR CANADA
Our File Number: 074961.00002

Date: March 31, 2016
Invoice: 1119258
GST/HST Number: 119346757

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	3,162.50
Other Charges		20.25
Disbursements		74.90
Disbursements Incurred As Your Agent (Non-taxable)		127.00
Total Due before GST/HST	\$	<u>3,384.65</u>
GST/HST	\$	423.50
TOTAL Due in CAD	\$	<u><u>3,808.15</u></u>

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

Date	Lawyer	Description	Hours	Amount
29/02/16	M. S. Laugesen	Review email from R. Anderson regarding pension matters and 18 February 2016 letter from VON Canada to FSCO; Email to M. Matos to instruct her on review of pension matters; Discussion with M. Matos regarding pension matters; Call to D. Weisz regarding pension matters	0.90	\$ 517.50
29/02/16	M. P. Matos	Discussion with M. Laugesen about VON CCAA pension matters including VON Canada letter to FSCO and email from D. Weisz	0.50	287.50
29/02/16	M. P. Matos	Review of VON CCAA pension matters including letter from VON Canada to FSCO and email from D. Weisz	1.20	690.00
07/03/16	M. S. Laugesen	Review email from M. Matos regarding pension matters and the result of her discussions with Mercers; Call with M. Matos; Email to D. Weisz {not billing yet}	0.40	230.00
08/03/16	M. S. Laugesen	Review email from B. Wong and attached Notice of Acceptance of Credit Claim template form; Prepare comments and email to B. Wong	0.20	115.00
11/03/16	M. S. Laugesen	Brief meeting with D. Weisz and call with D. Weisz and B. Wong to discuss practical issues arising in Monitor's dealings with employee creditors in their completion of proof of claim documentation; Review email from B. Wong and email from D. Brown with respect to possible involvement of representative counsel on behalf of certain former employees	0.40	230.00
16/03/16	M. S. Laugesen	Review correspondence and attachments from D. Brown to B. Wong and me regarding pension matters; Review emails from D. Brown to E. Cobb; Review email from E. Cobb regarding orderly process to address involvement of D. Brown's clients	0.30	172.50
23/03/16	M. S. Laugesen	Review email from E. Cobb and pension plan disclosure documentation provided to D. Brown; Call with E. Cobb; Email to D. Brown; Emails with E. Cobb and D. Weisz; Review email from D. Weisz and attached IBM claims documentation and call with D. Weisz regarding same	1.40	805.00
24/03/16	M. S. Laugesen	Review email from E. Cobb regarding discussions with lawyers for UNA, and email to D. Weisz with update	0.20	115.00

Total Hours and Professional Services 5.50 \$ 3,162.50

Timekeeper	Title	Hours	Rate	Amount
M. S. Laugesen	Partner	3.80	575.00	\$ 2,185.00
M. P. Matos	Counsel	1.70	575.00	977.50

Other Charges	
Printing Charges	\$ 20.25
Total Other Charges	\$ 20.25

Disbursements	
Courier Charges	\$ 37.10
Postage / Registered Mail	7.80
Process Servers	30.00
Total Disbursements	<u>74.90</u>

Disbursements Incurred As Your Agent (Non-Taxable)	
Government Filing Fee	\$ 127.00
Total Disbursements Incurred As Your Agent	\$ 127.00

GST/HST \$ 423.50
TOTAL DUE \$ 3,808.15

THIS IS EXHIBIT "D" REFERRED TO IN THE
AFFIDAVIT OF ANNIE KWOK

SWORN

THE 25th DAY OF MAY, 2016



A Commissioner for taking affidavits, etc.



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

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

Attention: DANIEL WEISZ
SENIOR VICE PRESIDENT

Re: CCAA PROCEEDINGS FOR VICTORIAN ORDER OF NURSES
FOR CANADA
Our File Number: 074961.00002

Date: April 13, 2016
Invoice: 1120971
GST/HST Number: 119346757

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	977.50
Total Due before GST/HST	\$	<u>977.50</u>
GST/HST	\$	127.08
TOTAL Due in CAD	\$	<u><u>1,104.58</u></u>

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

Date	Lawyer	Description	Hours	Amount
07/03/16	M. P. Matos	Telephone discussions with M. Eagles with respect to J. Poirier's February 18, 2016 letter to FSCO; Preparation of note summarizing facts and issues relating to proposed changes to pension	1.40	\$ 805.00
07/04/16	M. S. Laugesen	Review email from D. Weisz and attached letter from FSCO responding to L. Brun; Emails with D. Weisz regarding FSCO letter and other developments relating to pensions	0.30	172.50
Total Hours and Professional Services			1.70	\$ 977.50

Timekeeper	Title	Hours	Rate	Amount
M. S. Laugesen	Partner	0.30	575.00	\$ 172.50
M. P. Matos	Counsel	1.40	575.00	805.00
GST/HST				\$ 127.08
TOTAL DUE				\$ <u>1,104.58</u>

THIS IS EXHIBIT "E" REFERRED TO IN THE

AFFIDAVIT OF

ANNIE KWOK

SWORN

THE 25th DAY OF FEBRUARY, 2016



A Commissioner for taking affidavits, etc.



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

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

Attention: DANIEL WEISZ
SENIOR VICE PRESIDENT

Re: CCAA PROCEEDINGS FOR VICTORIAN ORDER OF NURSES
FOR CANADA
Our File Number: 074961.00002

Date: April 20, 2016
Invoice: 1122196

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	1,150.00
Total Due before GST/HST	\$	<u>1,150.00</u>
GST/HST	\$	149.50
TOTAL Due in CAD	\$	<u><u>1,299.50</u></u>

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GST/HST Number: 119346757

Date	Lawyer	Description	Hours	Amount
12/04/16	M. S. Laugesen	Email from D. Weisz and review of attached email exchanged between Collins Barrow and B. Smethurst; Emails with D. Weisz and B. Wong	0.10	\$ 57.50
13/04/16	M. S. Laugesen	Prepare for and attend at conference call with D. Weisz and B. Wong regarding changes to payment in management fees from VON Nova Scotia and VON Ontario to VON Canada	0.50	287.50
14/04/16	M. S. Laugesen	Review email from D. Weisz and management fee income memorandum from B. Smethurst; Prepare notes on outstanding issue based on discussions between D. Weisz and R. Anderson on 13th of April 2016 and follow up explanatory memorandum from B. Smethurst	0.60	345.00
15/04/16	M. S. Laugesen	Prepare for attendance at conference call with D. Weisz and B. Wong to discuss recent developments, possible termination of receivership proceedings, change in management fees, collection status of potential account receivable, and status of the claims process	0.80	460.00
Total Hours and Professional Services			2.00	\$ 1,150.00

Timekeeper	Title	Hours	Rate	Amount
M. S. Laugesen	Partner	2.00	575.00	\$ 1,150.00

GST/HST \$ 149.50

TOTAL DUE \$ 1,299.50

THIS IS EXHIBIT "F" REFERRED TO IN THE

AFFIDAVIT OF

ANNIE KWOK

SWORN

THE 25th DAY OF FEBRUARY, 2016



A Commissioner for taking affidavits, etc.



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

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

Attention: DANIEL WEISZ
SENIOR VICE PRESIDENT

Re: CCAA PROCEEDINGS FOR VICTORIAN ORDER OF NURSES
FOR CANADA
Our File Number: 074961.00002

Date: May 10, 2016
Invoice: 1124505

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	920.00
Total Due before GST/HST	\$	<u>920.00</u>
GST/HST	\$	119.60
TOTAL Due in CAD	\$	<u><u>1,039.60</u></u>

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

GST/HST Number: 119346757

Date	Lawyer	Description	Hours	Amount
26/04/16	M. S. Laugesen	Review email from D. Weisz with update on matters discussed in call with D. Weisz, B. Wong, and R. Anderson on 25 April 2016; Email to D. Weisz	0.20	\$ 115.00
03/05/16	M. S. Laugesen	Emails with D. Weisz and call from E. Cobb; Review emails from D. Weisz regarding most recent telephone discussions among him, B. Wong, R. Anderson and B. Smethurst	0.30	172.50
04/05/16	M. S. Laugesen	Call to E. Cobb regarding pension matters and update on discussions with FSCO; Email to D. Weisz	0.30	172.50
05/05/16	M. S. Laugesen	Review recent emails in preparation for call with D. Weisz; Call with D. Weisz; Emails with E. Cobb and D. Weisz	0.40	230.00
06/05/16	M. S. Laugesen	Prepare for and attend at conference call with E. Cobb and D. Weisz to discuss claims process, motion on 27 May 2016, and points to be addressed in materials to be filed at that motion	0.40	230.00
Total Hours and Professional Services			1.60	\$ 920.00

Timekeeper	Title	Hours	Rate	Amount
M. S. Laugesen	Partner	1.60	575.00	\$ 920.00

GST/HST \$ 119.60

TOTAL DUE \$ 1,039.60

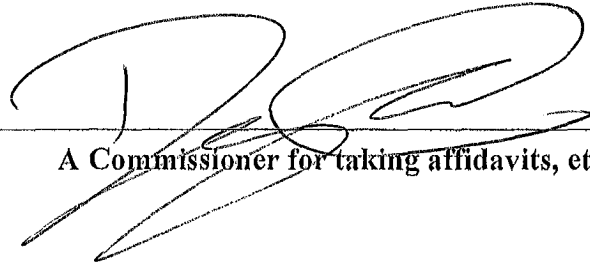
THIS IS EXHIBIT "G" REFERRED TO IN THE

AFFIDAVIT OF

ANNIE KWOK

SWORN

THE 25th DAY OF FEBRUARY, 2016



A Commissioner for taking affidavits, etc.



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

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

Attention: DANIEL WEISZ
SENIOR VICE PRESIDENT

Re: CCAA PROCEEDINGS FOR VICTORIAN ORDER OF NURSES
FOR CANADA
Our File Number: 074961.00002

Date: May 18, 2016
Invoice: 1125808

PROFESSIONAL SERVICES RENDERED in conjunction with the above noted matter:

Professional Services	\$	2,530.00
Total Due before GST/HST	\$	<u>2,530.00</u>
GST/HST	\$	328.90
TOTAL Due in CAD	\$	<u><u>2,858.90</u></u>

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

GST/HST Number: 119348757

Date	Lawyer	Description	Hours	Amount
10/05/16	M. S. Laugesen	Calls and emails with D. Weisz regarding claims process and several matters which have arisen in that context	0.20	\$ 115.00
11/05/16	M. S. Laugesen	Prepare for and attend at conference call with D. Weisz and B. Wong to discuss various matters in connection with the result of the claims process; Review Excel spreadsheet summarizing claims; Review follow up emails from B. Wong with respect to Niagara pension top up matters	1.30	747.50
12/05/16	M. S. Laugesen	Review email and attached letter regarding Niagara VON "top up" matter; Call with D. Weisz to discuss Niagara matter; Emails and calls with E. Cobb regarding timetable for pending motion; Preliminary review of draft of CCAA materials prepared by E. Cobb	0.90	517.50
13/05/16	M. S. Laugesen	Review email from E. Cobb and further email from D. Weisz regarding position being advanced by ONA in connection with placeholder claim in claims process in connection with pension proceedings; Review email from D. Weisz with preliminary comments on materials from E. Cobb; Review email from E. Cobb and preliminary drafts of stay extension/discharge materials; Review email from B. Wong and materials in connection with VON Niagara "top up" matter	1.40	805.00
16/05/16	M. S. Laugesen	Review email from D. Weisz with preliminary comments on draft documentation from E. Cobb; Call with E. Cobb regarding VON and ONA pension claim issue	0.60	345.00
Total Hours and Professional Services			4.40	\$ 2,530.00

Timekeeper	Title	Hours	Rate	Amount
M. S. Laugesen	Partner	4.40	575.00	\$ 2,530.00
				GST/HST \$ 328.90
				TOTAL DUE \$ 2,858.90

THIS IS EXHIBIT "H" REFERRED TO IN THE

AFFIDAVIT OF

ANNIE KWOK

SWORN

THE 25th DAY OF FEBRUARY, 2016



A Commissioner for taking affidavits, etc.

Lawyers	Call to Bar	Hourly Rate	Total Time	Value (excluding HST)
Mark S. Laugesen	1992	\$575	29.2	16790
Mark S. Laugesen	1992	\$287.50	0.4	115
Mariette Matos	1983	\$575	3.1	1782
Danish Afroz	2014	\$202.50	1.9	384
Danish Afroz	2014	\$174.31	9.9	1725
				20796

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

AND IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O. 1990. c. C-43, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF VICTORIAN ORDER OF NURSES FOR CANADA, VICTORIAN ORDER OF NURSES FOR CANADA – EASTERN REGION AND VICTORIAN ORDER OF NURSES FOR CANADA – WESTERN REGION

Applicants

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

Proceeding commenced at Toronto

AFFIDAVIT OF ANNIE KWOK

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

Mark S. Laugesen
(LSUC #32937W)
Tel: 416.777.4802

Counsel to the Monitor