Court File No. CV-13-10285-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

B E T W E E N:

BUSINESS DEVELOPMENT BANK OF CANADA

Applicant

and

AVENTURA II PROPERTIES INC., PAVILION SPORTS CLUBS INC., PAVILION SPORTS INC., PAVILION SPORTS FOOD AND BEVERAGE INC., and PAVILION AQUATIC CLUB INC.

Respondents

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

SUPPLEMENTARY MOTION RECORD

September 12, 2016

PALLETT VALO LLP
Lawyers & Trade-Mark Agents
77 City Centre Drive, West Tower
Suite 300
Mississauga, Ontario
L5B 1M5

BOBBY H. SACHDEVA (LSUC # 34454C)

Tel: (905) 273-3300
Fax: (905) 273-6920

Lawyers for the Court Appointed Monitor, Collins Barrow Toronto Limited

TO: Service List Attached

SERVICE LIST

TO: **AIRD & BERLIS LLP**
Barristers and Solicitors
Brookfield Place
181 Bay Street, Suite 1800
P.O. Box 754
Toronto, Ontario
M5J 2T9

STEVEN L. GRAFF
Tel: (416) 865-7726
Fax: (416) 863-1515

IAN AVERSA
Tel: (416) 865-3082
Fax: (416) 863-1515

BRETT KENWORTHY
Tel: (416) 865-3406
Fax: (416) 863-1515

Lawyers for the Applicant,
Business Development Bank of Canada

AND TO: **COLLINS BARROW TORONTO LIMITED**
11 King Street West, Suite 700
Toronto, Ontario
M5H 4C7

DANIEL WEISZ / BRYAN TANNENBAUM
Tel: (416) 480-0160
Fax: (416) 480-2646
Email: dweis@collinsbarrow.com / btannenbaum@collinsbarrow.com

Court-appointed Receiver

AND TO: **DEVRY SMITH FRANK LLP**
Lawyers & Mediators
95 Barber Greene Road
Suite 100
Toronto, Ontario
M3C 3E9

KELLI PRESTON (LSUC #47467B)
Tel: (416) 449-1400
Fax: (416) 449-7071
Email: kelli.preston@devrylaw.ca

Lawyers for the Receiver,
Pollard & Associates Inc.

AND TO: **LERNERS LLP**
Barristers and Solicitors
130 Adelaide Street West
Suite 2400
Toronto, Ontario
M5H 3P5

DOMENICO MAGISANO
Tel: (416) 601-4121
Fax: (416) 601-4123
Email: dmagisano@lerners.ca

Lawyers for the Respondents,
Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

AND TO: **MINDEN GROSS LLP**
Barristers and Solicitors
145 King Street West
Suite 2200
Toronto, Ontario
M5H 4G2

TIMOTHY DUNN
tdunn@mindengross.com

CATHERINE FRANCIS
cfrancis@mindengross.com

Tel: (416) 369-4335
Fax: (416) 864-9223

Lawyers for DUCA Financial Services Credit Union Ltd.

AND TO: **CHAITONS LLP**
Barristers and Solicitors
5000 Yonge Street
10th Floor
Toronto, Ontario
M2N 7E9

MAYA POLIAK
Tel: (416) 218-1161
Fax: (416) 218-1844
Email: maya@chaitons.com

Lawyers for Return on Innovation Capital Ltd.

AND TO: **HEALTH GARDEN PAVILION**
130 Racco Parkway
Thornhill, Ontario
L4J 8X9

TATIANA PAVLOVSKAIA
Tel: (416) 973-3172
Email: healthgarden@live.com

AND TO: **DEPARTMENT OF JUSTICE CANADA**
Ontario Regional Office
130 King Street West, Suite 3400
Box 36
Toronto, Ontario
M5X 1K6

DIANE WINTERS
Tel: (416) 973-3172
Fax: (416) 973-0810
Email: diane.winters@ontario.ca

AND TO: **HER MAJESTY THE QUEEN IN RIGHT OF THE PROVINCE OF ONTARIO AS REPRESENTED BY THE MINISTER OF FINANCE**
33 King Street West, 6th Floor
Oshawa, Ontario
L1H 8E9

KEVIN J. O'HARA
Email: kevin.ohara@ontario.ca

AND TO: **CLARK FARB FIKSEL**
188 Avenue Road
Toronto, Ontario
M5R 2J1

DAVID A. SCHATZKER
Tel: (416) 599-7761 EXT 248
Fax: (416) 324-4213
Email: dschatzker@cfflaw.com

Lawyers for Centent Lighting Canada Inc.

AND TO: **COLLIERS INTERNATIONAL CANADA**
1 Queen Street East, Suite #2200
Toronto, Ontario
M5C 2W5

SCOTT ADDISON
Email: scott.addison@colliers.com

AND TO: **LIFE FITNESS INTERNATIONAL SALES, INC.**
5100 N. river Road
Schiller Park, IL
60176

AND TO: **FORD CREDIT CANADA LEASING A DIVISION OF CANADIAN ROAD LEASING COMPANY**
P.O. Box 2400
Edmonton, Alberta
T5J 5C7

INDEX

Court File No. CV-13-10285-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

B E T W E E N:

BUSINESS DEVELOPMENT BANK OF CANADA

Applicant

and

AVENTURA II PROPERTIES INC., PAVILION SPORTS CLUBS INC., PAVILION SPORTS INC., PAVILION SPORTS FOOD AND BEVERAGE INC., and PAVILION AQUATIC CLUB INC.

Respondents

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

I N D E X

TAB 1

Court File No. CV-13-10285-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

BUSINESS DEVELOPMENT BANK OF CANADA

Applicant

- and –

AVENTURA II PROPERTIES INC., PAVILION SPORTS CLUBS INC., PAVILION SPORTS ICE INC., PAVILION SPORTS FOOD AND BEVERAGE INC. and PAVILION AQUATIC CLUB INC.

Respondents

FIRST SUPPLEMENTAL REPORT TO THE RECEIVER'S FINAL REPORT

September 12, 2016

Table of Contents

Appendices

I. INTRODUCTION

1. This report is supplemental to, and should be read in conjunction with, the Final Report of the Receiver dated May 15, 2015 ("**Final Report**") filed by Collins Barrow Toronto Limited ("**CBTL**") in connection with its appointment as receiver and manager (the "**Former Receiver**"), without security, of all of the assets, undertakings and properties of Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc., Pavilion Aquatic Club Inc., Pavilion Clubs Inc., 1887722 Ontario Ltd., 1688902 Ontario Inc. and Forza Fitness Ltd. (collectively, the "**Debtors**"), until CBTL's substitution by Pollard & Associates Inc. ("**Pollard**") as the receiver pursuant to the Order of Justice Conway dated April 17, 2015 (the "**April 17 Order**").

2. Pallett Valo LLP ("**PV**") is independent counsel to the Former Receiver.

Purpose of Supplemental Report

3. The purpose of this supplemental report to the Final Report of the Former Receiver (the "**Supplemental Report**") is to:

   i) report to the Court on the activities of the Former Receiver since its substitution;

   ii) request that the Court issue an Order approving the Supplemental Report and the conduct and activities described therein for the period from April 18, 2015 to September 12, 2016;

   iii) provide the Court with the amounts in bank accounts held by the Former Receiver in respect of the receiverships of the Debtors ("**Funds**");

   iv) request that the Court issue an Order approving the fees and disbursements of the Former Receiver and its legal counsel;

   v) request that the Court issue an Order directing that the Funds be paid to CBTL and PV to pay their outstanding fees and disbursements;

   vi) request that the Court issue an Order approving the activities of CBTL and PV for the period from April 18, 2015 to September 12, 2016 in respect of matters relating to the transition to Pollard of the receivership administration and the finalization of matters by the Former Receiver in respect of its administration; and

   vii) request that the Court issue an Order discharging CBTL as Receiver.

Terms of Reference

4. In preparing this Final Report and making the comments herein, the Former Receiver has relied upon unaudited internal financial information, other information prepared or provided by the Debtors, and information from other third-party sources (collectively, the "**Information**"). As the Information included in this Final Report has not been prepared by the Former Receiver, or has been provided by other parties, the Former Receiver has relied on the Information and, to the extent possible, reviewed the Information for reasonableness. However, the Former Receiver has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards pursuant to the CPA Canada Handbook and, accordingly, the Former Receiver expresses no opinion or other form of assurance in respect of the Information.

II. THE FORMER RECEIVER'S ACTIVITIES

5. Following the issuance of the April 17 Order, the Former Receiver engaged in various and numerous communications with Pollard and its counsel to assist in the transition to Pollard of the receivership administration of the Debtors.

6. The Former Receiver and PV engaged in various and numerous communications with Minden Gross LLP, counsel to DUCA Financial Services Credit Union Ltd. ("**DUCA**"), in connection with the transition to Pollard of the receivership administration of the Debtors and assisting in injunctive proceedings against various parties. The Former Receiver and PV also engaged in numerous communications and some meetings with counsel for DUCA in relation to issues DUCA raised as to the fees and disbursements of the Former Receiver and PV.

III. FUNDS IN THE POSSESSION OF THE FORMER RECEIVER

7. As at August 31, 2016, the balances in the Former Receiver's trust accounts relating to the receiverships of the Debtors totaled $168,413.91, as follows:

Debtor	$
Pavilion Sports Food and Beverage Inc.	12,145.98
Forza Fitness Ltd.	8,249.44
Pavilion Sports Ice Inc. - Deposits	11,993.02
Aventura II Properties Inc. et al	11,364.37
Pavilion Sports Ice Inc.	84,595.50
Pavilion Sports Clubs Inc.	38,549.43
Aventura II Properties	1,516.17
Total	168,413.91

8. The Former Receiver proposes that these funds be applied to the outstanding accounts of the Former Receiver and PV.

IV. PROFESSIONAL FEES

9. As set out in the Final Report, the Former Receiver's fees and disbursements for the period from September 3, 2014 to April 17, 2015 are $584,868.61 (comprised of $580,154.25 of fees and $4,714.36 of disbursements) plus HST of $76,032.91 for a total amount of $660,901.52. Details of those accounts are set out in the affidavit of Daniel Weisz, sworn on May 15, 2015, that was previously filed with the Court.

10. The Former Receiver's fees and disbursements for the period from April 18, 2015 to September 9, 2016 (the "**Former Receiver's Final Accounts**") are $44,285.00 plus HST of $5,757.05 for a total amount of $50,042.05. A copy of the Former Receiver's Final Accounts, together with a summary of the Former Receiver's Final Accounts, the total billable hours charged per the Former Receiver's Final Accounts, and the average hourly rate charged in the Former Receiver's Final Accounts, is set out in the Affidavit of Daniel Weisz sworn September 12, 2016 that is attached hereto as Appendix "**A**".

11. In summary, the accounts of the Former Receiver for the period September 3, 2014 to September 9, 2016 total $710,943.57, comprised of fees of $624,439.25, disbursements of $4,714.36 and HST of $81,789.96 (the "**Total Receiver Account**").

12. The fees of the Former Receiver's counsel, PV, for the period between August 21, 2014 and July 28, 2016 total $320,993.00 (after reduction), plus disbursements of $3,316.22 plus HST of $42,114.31 for a total of $366,423.53 (the "**PV Account**"). A copy of the PV Account, together with a summary of the

personnel, hours and hourly rates described in the PV Account, supported by the Affidavit of John Russo sworn September 12, 2016, is attached hereto as Appendix "**B**". As set out in that affidavit, there are no additional invoices subsequent to July 28, 2016 and no additional time will be invoiced by PV to the Receiver.

V. FORMER RECEIVER'S REQUEST TO THE COURT

13. In addition to the relief sought by the Receiver in the Final Report, the Former Receiver respectfully requests that this Court issue an Order:

    (a) approving the Supplemental Report (and all appendices thereto) and the Former Receiver's and its legal counsel's conduct and activities for the period from April 18, 2015 to September 9, 2016;

    (b) approving the fees and disbursements of the Former Receiver and PV for the period from September 3, 2014 to September 9, 2016 and August 21, 2014 to July 28, 2016, respectively;

    (c) directing that the Funds, plus any accrued interest thereon, be paid to CBTL and PV to pay their outstanding fees and disbursements;

    (d) approving the activities of CBTL and its legal counsel for the period from April 18, 2015 to September 9, 2016 in respect of matters relating to the transition to Pollard of the receivership administration and the finalization of matters by the Former Receiver in respect of its administration; and

    (e) discharging CBTL as Receiver.

All of which is respectfully submitted to this Court as of this 12th day of September, 2016.

COLLINS BARROW TORONTO LIMITED
In its capacity as former Court-appointed Receiver
and Manager of
Aventura II Properties Inc.
Pavilion Sports Clubs Inc.
Pavilion Sports Ice Inc.
Pavilion Sports Food and Beverage Inc.
Pavilion Aquatic Club Inc.
Pavilion Clubs Inc.
1887722 Ontario Ltd.
1688902 Ontario Inc.
Forza Fitness Ltd.
and not in its personal capacity

Per: 

Daniel R. Weisz, CPA, CA, CIRP, LIT
Senior Vice President

TAB A

Court File No. CV-13-10285-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

B E T W E E N:

BUSINESS DEVELOPMENT BANK OF CANADA

Applicant

and

AVENTURA II PROPERTIES INC., PAVILION SPORTS CLUBS INC., PAVILION SPORTS ICE INC., PAVILION SPORTS FOOD AND BEVERAGE INC., and PAVILION AQUATIC CLUB INC.

Respondents

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

AFFIDAVIT OF DANIEL WEISZ
(Sworn on September 12, 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 former Court-appointed Receiver and Manager (in such capacity, the "**Former Receiver**"), of all of the assets, undertakings and properties of the Respondents and Pavilion Clubs Inc., 1887722 Ontario Ltd., 1688902 Ontario Inc. and Forza Fitness Ltd. (the "**Proceedings**") and, as such, I have knowledge of the matters to which I hereinafter depose. Unless I indicate to the contrary, the facts herein are

within my personal knowledge and are true. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.

2. Attached hereto and marked as **Exhibit "A"** are detailed invoices (the "**Invoices**") issued by CBTL for fees and disbursements incurred by CBTL in the course of the Proceedings between April 18, 2015 and September 9, 2016 (the "**Period**"). The total fees charged by CBTL during the Period were $44,285.00 plus disbursements of $Nil, plus HST of $5,757.05 totaling $50,042.05.

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

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

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

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario, on September 12, 2016.

Commissioner for Taking Affidavits
(or as may be)
Bryan Allan Tannenbaum, a Commissioner, etc., Province of Ontario, for Collins Barrow Toronto LLP and Collins Barrow Toronto Limited. Expires June 8, 2019.

DANIEL WEISZ

THIS IS EXHIBIT "A" REFERRED TO IN THE AFFIDAVIT OF DANIEL R. WEISZ SWORN BEFORE ME THIS 12 DAY OF SEPTEMBER, 2016

A Commissioner, etc.

Bryan Allan Tannenbaum, a Commissioner, etc., Province of Ontario, for Collins Barrow Toronto LLP and Collins Barrow Toronto Limited. Expires June 8, 2019.

Collins Barrow

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

T. 416.480.0160
F. 416.480.2646

www.collinsbarrow.com

To Aventura II Properties Inc. et al
c/o Collins Barrow Toronto Limited
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date June 26, 2015

Client File 112211/12/13/14/27
Invoice No. 16
C000073

GST/HST: 80784 1440 RT 0001

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Receiver and Manager of Aventura II Properties Inc. ("**Aventura**"), Pavilion Sports Clubs Inc. ("**PSCI**"), Pavilion Sports Ice Inc. ("**PSII**"), Pavilion Sports Food and Beverage Inc.("**PSFB**"), Pavilion Aquatic Club Inc., Pavilion Clubs Inc. ("**PCI**"), 1688902 Ontario Inc. ("**1688902**"), 1887722 Ontario Ltd.("**1887722**") and Forza Fitness Ltd. (**collectively, the "Debtors" or "Pavilion"**) for the period April 18, 2015 to June 25, 2015.

Date	Professional	Description
4/20/2015	Brenda Wong	Respond to emails regarding outstanding LVS Inc. invoices; respond to email from R. Jenkins regarding banking questions; respond to email from A. Paterson regarding Centent Lighting Canada Inc. ("**Centent**") refund; review of cheque from PowerStream and email to D. Weisz and Pallett Valo LLP ("**Pallett Valo**") to advise of receipt.
4/20/2015	Daniel Weisz	Review emails; telephone call with A. Ilchenko of Pallett Valo regarding transition with respect to TD Bank and Centent regarding cheque received.
4/21/2015	Daniel Weisz	Draft transition email to A. Pollard of Pollard & Associates Inc. ("**Pollard**").
4/22/2015	Brenda Wong	Review draft response to A. Pollard request for information; review/respond to emails from R. Jenkins/A. Pollard regarding HST return; review emails regarding transition matters.
4/22/2015	Daniel Weisz	Review emails regarding transition; update and finalize email to A. Pollard regarding information request including attachments, and follow up exchange of correspondence with A. Pollard in respect of same.
4/24/2015	Daniel Weisz	Email to and telephone call with A. Ilchenko regarding Centent; email to A. Pollard re same; review email from A. Pollard regarding Centent and send to A. Ilchenko; filing of documents.
4/28/2015	Brenda Wong	Respond to email from A. Paterson regarding insurance policies.
4/28/2015	Daniel Weisz	Review emails regarding A. Irwin services requested and reply to A. Irwin; discussion with A. Ilchenko regarding emails with respect to Centent; letter to A. Pollard forwarding cheque received from PowerStream; review email from PowerStream to Centent; email to Centent regarding substitution of Receiver.
4/29/2015	Daniel Weisz	Begin updating report to court.
4/30/2015	Daniel Weisz	Reply to email from A. Paterson; reply to A. Ilchenko regarding enquiry with respect to cheque payable to Aventura; discussion with B. Sachdeva of Pallett

Date	Professional	Description
		Valo on report to court; update Receiver's report to court.
5/1/2015	Daniel Weisz	Review and update final reports of the Receiver and of the Monitor; discussion with A. Ilchenko regarding Centent and TD sections of Receiver report; forward drafts to Pallett Valo.
5/1/2015	Sandra Pereira	Prepare bank reconciliation of general receivership account for March 2015.
5/4/2015	Daniel Weisz	Review bank account activity; print and review bank statements; file organization.
5/5/2015	Daniel Weisz	File organization.
5/8/2015	Brenda Wong	Download QuickBooks backup file; email to Intuit to request cancellation of PAD on Receiver's account.
5/11/2015	Daniel Weisz	Email to B. Sachdeva regarding reports to court; review and update summary of activities.
5/12/2015	Daniel Weisz	Telephone call with B. Sachdeva regarding status of reports to court; respond to email from HUB regarding status of insurance; review of B. Sachdeva comments regarding draft report to court.
5/13/2015	Brenda Wong	Review changes to second report and email comments to D. Weisz; compile appendices for report.
5/13/2015	Daniel Weisz	Work on supplemental report and final report of the Receiver.
5/14/2015	Bryan Tannenbaum	Review of the Final Report to Court.
5/14/2015	Daniel Weisz	Work on reports to court, statement of receipts and disbursements, affidavits of fees; conference call with B. Sachdeva and A. Ilchenko.
5/15/2015	Daniel Weisz	Attend at Pallett Valo to finalize reports to court and affidavits of fees regarding Monitor and receivership appointments and meet with A. Ilchenko and B. Sachdeva regarding same.
5/20/2015	Brenda Wong	Review bank reconciliations for Pavilion operating accounts.
5/20/2015	Daniel Weisz	Voicemail to B. Sachdeva regarding bill of costs.
5/20/2015	Sandra Pereira	Prepare bank reconciliation of general receivership account for April 2015.
5/21/2015	Daniel Weisz	Email organization and filing.
5/25/2015	Daniel Weisz	Review information received from A. Ilchenko and telephone call in to A. Ilchenko regarding same.
5/25/2015	Brenda Wong	Forward copy of Receiver's S.245 report creditor mailing list to A. Pollard.
6/1/2015	Daniel Weisz	Read First Report of Receiver; exchange emails with B. Sachdeva regarding same.
6/5/2015	Daniel Weisz	Discussion with B. Sachdeva on upcoming court attendance.
6/9/2015	Daniel Weisz	Meet with T. Bristow and D. Williams of Colliers.
6/10/2015	Silvia Paredes	Prepare bank reconciliation of general receivership account for May 2015.
6/11/2015	Daniel Weisz	Review email from T. Thompson regarding insurance policy and reply to same.
6/16/2015	Daniel Weisz	Review approval and vesting order provided.
6/17/2015	Brenda Wong	Review bank reconciliations prepared by Pavilion bookkeeper.
6/18/2015	Brenda Wong	Review draft invoice # 16.
6/19/2015	Brenda Wong	Telephone call from creditor, Superior Propane.
6/24/2015	Brenda Wong	Review May bank reconciliations and online bank statements and calculate

Date	Professional	Description
		current cash balances after uncleared cheques.
6/25/2015	Daniel Weisz	Review summary of activities.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan Tannenbaum, FCPA, FCA, FCIRP	President	1.00	$ 495	$ 495.00
Daniel R. Weisz, CPA, CA, CIRP	Senior Vice President	30.90	$ 495	15,295.50
Brenda Wong, CIRP	Senior Manager	2.80	$ 350	980.00
Sylvia Paredes	Estate Administrator	0.20	$ 110	22.00
Sandra Pereira	Estate Administrator	0.35	$ 110	38.50
Total hours and professional fees		**35.25**		$ 16,831.00
HST @ 13%				2,188.03
Total payable				**$ 19,019.03**

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.

Collins Barrow

Collins Barrow

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

T. 416.480.0160
F. 416.480.2646

www.collinsbarrow.com

To Aventura II Properties Inc. et al
c/o Collins Barrow Toronto Limited
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Date September 9, 2016

Client File 112211/12/13/14/27
Invoice No. 17
C000333

GST/HST: 80784 1440 RT 0001

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as former Court-appointed Receiver and Manager of Aventura II Properties Inc. ("**Aventura**"), Pavilion Sports Clubs Inc. ("**PSCI**"), Pavilion Sports Ice Inc. ("**PSII**"), Pavilion Sports Food and Beverage Inc.("**PSFB**"), Pavilion Aquatic Club Inc., Pavilion Clubs Inc. ("**PCI**"), 1688902 Ontario Inc. ("**1688902**"), 1887722 Ontario Ltd.("**1887722**") and Forza Fitness Ltd. (**collectively, the "Debtors" or "Pavilion"**) for the period June 26, 2015 to September 9, 2016.

Date	Professional	Description
6/26/2015	Daniel Weisz	Review account from Pallett Valo LLP ("**Pallett Valo**") and discussion with B. Sachdeva of Pallett Valo regarding same; compile information for A. Pollard of Pollard & Associates Inc. ("**Pollard**") per her request and forward.
6/26/2015	Donna Nishimura	Prepare paperwork for deposit of cheque.
7/6/2015	Daniel Weisz	Read Notice of Motion and Second Report of Pollard regarding motion returnable July 15.
7/8/2015	Daniel Weisz	Review draft Pallett Valo email to Minden Gross and provide comments to B. Sachdeva.
7/10/2015	Daniel Weisz	Telephone call with S. Klompus of Disposal Waste Inc. regarding unpaid invoice; review file; email to S. Klompus, review reply from S. Klompus and send email to A. Pollard; email to S. Klompus.
7/15/2015	Brenda Wong	Review legal fees paid by Receiver.
7/15/2015	Silvia Paredes	Prepare bank reconciliation.
7/16/2015	Daniel Weisz	Review B. Sachdeva email to T. Dunn of Minden Gross.
7/27/2015	Daniel Weisz	Exchange emails with B. Sachdeva regarding status of discharge.
7/30/2015	Daniel Weisz	Discussion with Bahram Dehghan and send requested email.
8/13/2015	Daniel Weisz	Telephone call with Canada Revenue Agency ("**CRA**") representative regarding credit to PSII payroll account and email to A. Pollard regarding same.
9/12/2015	Daniel Weisz	Review email from Minden Gross to B. Sachdeva; compile information and email to B. Sachdeva regarding same.
9/25/2015	Silvia Paredes	Prepare bank reconciliation.
10/16/2015	Daniel Weisz	Review files and email to B. Sachdeva.

Date	Professional	Description
10/19/2015	Daniel Weisz	Discussion with B. Sachdeva regarding DUCA position with respect to fees, review emails regarding same.
10/20/2015	Daniel Weisz	Discussion with B. Sachdeva regarding court scheduling with respect to approval motion; review emails between B. Sachdeva and Minden Gross/A. Pollard.
11/16/2015	Daniel Weisz	Review files; conference call with B. Sachdeva and B. Tannenbaum on status; review draft email from B. Sachdeva to Minden Gross and update.
11/16/2015	Bryan Tannenbaum	Attend conference call with D. Weisz and B. Sachdeva.
11/18/2015	Brenda Wong	Pull monthly P&L statements.
11/18/2015	Daniel Weisz	Discussion with B. Wong on R&D status; review files; reply to email from B. Sachdeva after reviewing files; review exchange of emails between C. Francis and B. Sachdeva.
11/19/2015	Daniel Weisz	Exchange emails with B. Sachdeva and A. Ilchenko regarding information to be provided to C. Francis; discussion with A. Ilchenko.
11/23/2015	Daniel Weisz	Discussion with A. Ilchenko regarding documents to be provided to C. Francis; review of files and forwarding per C. Francis requests emails and documents associated with TD Order.
11/24/2015	Daniel Weisz	Discussion with A. Ilchenko regarding documents forwarded to him yesterday.
11/25/2015	Daniel Weisz	Review files; exchange emails with A. Ilchenko regarding C. Francis request; discussion with A. Ilchenko.
11/26/2015	Daniel Weisz	Review files and scan information to C. Francis; read the report of the new Receiver.
11/27/2015	Daniel Weisz	Preliminary review of documentation provided by Minden Gross regarding fees; review files; review email requesting information; review files and provide information to A. Ilchenko, discussion with A. Ilchenko in respect of same; review A. Ilchenko draft reply to C. Francis and provide comments to A. Ilchenko; discussion with A. Ilchenko and forward documents.
11/29/2015	Daniel Weisz	Review drafts of email to C. Francis in response to hers; review files; discussions with A. Ilchenko regarding same.
11/30/2015	Daniel Weisz	Discussions with A. Ilchenko; review email from C. Francis; review draft response to C. Francis and A. Ilchenko on same; exchange emails with B. Sachdeva.
12/1/2015	Daniel Weisz	Review email from C. Francis and email to B. Sachdeva regarding same.
12/8/2015	Daniel Weisz	Review exchange of emails between Pallett Valo and Minden Gross.
12/9/2015	Daniel Weisz	Discussion with B. Sachdeva on status and course of action.
12/21/2015	Daniel Weisz	Email to M. Murtaza of TD in reply to hers.
1/4/2016	Daniel Weisz	Review and exchange emails with B. Sachdeva regarding meeting requested by Minden Gross.
1/5/2016	Daniel Weisz	Review emails.
1/6/2016	Daniel Weisz	Review files; prepare for meeting at Minden Gross; discussion with B. Sachdeva; prepare for and attend meeting at Minden Gross, subsequent meeting with B. Sachdeva.
1/7/2016	Daniel Weisz	Review email from B. Sachdeva regarding letter from K. Preston and reply thereto.
1/8/2016	Daniel Weisz	Review files.

Date	Professional	Description
1/10/2016	Daniel Weisz	Review and exchange emails with B. Sachdeva.
1/11/2016	Daniel Weisz	Emails to B. Sachdeva; review C. Francis email regarding TD; review emails.
1/12/2016	Daniel Weisz	Review email from B. Sachdeva forwarding K. Preston email, discussion with B. Sachdeva regarding same.
1/14/2016	Daniel Weisz	Review file documents; discussion with B. Sachdeva.
1/15/2016	Daniel Weisz	Discussion with B. Sachdeva.
1/19/2016	Daniel Weisz	Discussion with B. Sachdeva on status; review Notice of Motion from Pollard and email to B. Sachdeva regarding same.
1/22/2016	Silvia Paredes	Prepare bank reconciliation for December 2015.
1/27/2016	Daniel Weisz	Review DUCA supplementary motion material, email to B. Sachdeva regarding same.
1/28/2016	Daniel Weisz	Discussion with B. Sachdeva on various matters.
1/29/2016	Daniel Weisz	Discussion with B. Sachdeva; review draft letters in preparation for meeting next week.
2/1/2016	Daniel Weisz	Meet with B. Sachdeva; provide comments regarding draft letters; review files.
2/7/2016	Daniel Weisz	Review B. Sachdeva emails to K. Preston.
2/9/2016	Daniel Weisz	Review emails from K. Preston and exchange emails with B. Sachdeva; discussion with B. Sachdeva.
2/12/2016	Daniel Weisz	Review emails.
3/23/2016	Daniel Weisz	Meet with B. Sachdeva to discuss status of DUCA position; review emails between B. Sachdeva and C. Francis.
4/8/2016	Cindy Baeta	Prepare bank reconciliation.
4/14/2016	Daniel Weisz	Review Notice of Objection and begin to consider response.
4/15/2016	Daniel Weisz	Consider matters relating to response to Notice of Objection.
4/18/2016	Daniel Weisz	Discussion with C. Francis on status; discussion with B. Sachdeva; discussion with B. Wong on work to be done; review emails in files.
4/18/2016	Brenda Wong	Review Notice of Objection and review of emails.
4/19/2016	Daniel Weisz	Review files regarding emails.
4/20/2016	Daniel Weisz	Review files regarding emails.
4/22/2016	Brenda Wong	Review files.
4/26/2016	Brenda Wong	Review files.
4/27/2016	Daniel Weisz	Filing of emails; website posting review.
5/2/2016	Daniel Weisz	Review and reply to email from B. Sachdeva.
5/3/2016	Daniel Weisz	Discussion with B. Sachdeva.
5/4/2016	Daniel Weisz	Discussions with B Sachdeva.
5/11/2016	Daniel Weisz	Compile information requested by B. Sachdeva for T. Dunn and exchange emails with B. Sachdeva regarding same.
5/13/2016	Cindy Baeta	Prepare bank reconciliation.
5/26/2016	Daniel Weisz	Email to B. Sachdeva regarding status.
6/10/2016	Cindy Baeta	Prepare bank reconciliation.

Date	Professional	Description
6/17/2016	Cindy Baeta	Filing.
6/20/2016	Daniel Weisz	Email to B. Sachdeva to follow up on status.
6/29/2016	Daniel Weisz	Discussion with B. Sachdeva regarding finalizing file.
7/8/2016	Cindy Baeta	Prepare bank reconciliation.
8/23/2016	Daniel Weisz	Fee analysis.
8/25/2016	Daniel Weisz	Discussion with B. Sachdeva regarding information required for Court date for September 20.
8/25/2016	Cindy Baeta	Prepare bank reconciliation.
8/30/2016	Daniel Weisz	Draft supplemental report to Court.
8/31/2016	Daniel Weisz	Review and update report and email to Pallett Valo in connection with same; review and update summary of activities.
9/8/2016	Daniel Weisz	Email to B. Sachdeva.
9/9/2016	Daniel Weisz	Work on report to Court and finalize, prepare affidavit of fees.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	0.30	$ 495	$ 148.50
Daniel R. Weisz, CPA, CA, CIRP, LIT	Senior Vice President	51.90	$ 495	25,690.50
Brenda Wong, CIRP, LIT	Senior Manager	3.20	$ 350	1,120.00
Sylvia Paredes/Cindy Baeta	Estate Administrator	4.40	$ 110	484.00
Donna Nishimura	Estate Administrator	0.10	$ 110	11.00
Total hours and professional fees		**59.90**		$ 27,454.00
HST @ 13%				3,569.02
Total payable				**$ 31,023.02**

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.

Collins Barrow

THIS IS EXHIBIT "B" REFERRED TO IN THE AFFIDAVIT OF DANIEL R. WEISZ SWORN BEFORE ME THIS 12 DAY OF SEPTEMBER, 2016

A Commissioner, etc.

Bryan Allan Tannenbaum, a Commissioner, ... Province of Ontario, for Collins ... Toronto LLP and Collins Barrow ... Limited. Expires June ... 201...

EXHIBIT "B"

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

Invoice No.	Billing Period	Fees	Disb.	Subtotal	HST	Hours	Ave. Hourly Rate	Total
16	April 18, 2015 to June 25, 2015	$16,831.00	-	$16,831.00	$2,188.03	35.25	$477.48	$19,019.03
17	June 26, 2015 to September 9, 2016	27,454.00	-	27,454.00	3,569.02	59.90	$458.33	31,023.02
	Total	$44,285.00	$0.00	$44,285.00	$5,757.05	95.15	$465.42	$50,042.05

BUSINESS DEVELOPMENT BANK OF CANADA

Applicant

-and-

AVENTURA II PROPERTIES INC., PAVILION SPORTS CLUBS INC., PAVILION SPORTS ICE INC., PAVILION SPORTS FOOD AND BEVERAGE INC., and PAVILION AQUATIC CLUB INC.

Respondents

Court File No. CV-13-10285-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT TORONTO

AFFIDAVIT OF DANIEL WEISZ
(SWORN SEPTEMBER 12, 2016)

PALLETT VALO LLP
Lawyers & Trade-Mark Agents
77 City Centre Drive, West Tower,
Suite 300
Mississauga, Ontario
L5B 1M5

BOBBY H. SACHDEVA (LSUC # 34454C)

Tel: (905) 273-3300
Fax: (905) 273-6920

Lawyers for the Court Appointed Receiver, Collins Barrow Toronto Limited

1239289-Fee Affidavit Daniel Weisz

2. Attached hereto and marked as **Exhibit "A"** are detailed invoices (the "**Invoices**") issued to the Receiver by PV for fees and disbursements incurred by PV in the course of the Proceedings between August 21, 2014 and July 28, 2016 (the "**Appointment Period**"). The total fees charged by PV to the Receiver during the Appointment Period were $320,993.00 (after reduction), plus disbursements of $3,316.22, plus HST of $42,114.31 totaling $366,423.53. In the course of its engagement, PV has reduced its docketed fees charged to the Receiver by a total of $21,184.50. There are no additional invoices subsequent to July 28, 2016 and no additional time will be invoiced to the Receiver.

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

4. Attached hereto and marked as **Exhibit "B"** is a schedule summarizing each invoice in Exhibit "A", the total billable hours charged per invoice, the total fees charged per Invoice and the average hourly rate charged per Invoice. The average hourly rate during the Appointment Period was $505.96.

5. Attached hereto and marked as **Exhibit "C"** is a schedule summarizing the billing rates and year of call for each lawyer and Law Clerk that has completed work on this file during the Appointment Period.

6. I make this affidavit in support of a motion for, the final discharge of the Monitor and for no other or improper purpose.

SWORN BEFORE ME at the City of Mississauga, in the Regional Municipality of Peel on September 12, 2016

Commissioner for Taking Affidavits
(or as may be)

W. Jaskiewicz

JOHN RUSSO

72190 - Fee Affidavit of John Russo - 2016.09.12 - 2445451v4

TAB A

This is Exhibit "A" referred to in the Affidavit of John Russo sworn September 12, 2016

Commissioner for Taking Affidavits (or as may be)

EXHIBIT "A"

Detailed Invoices

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

FILE NO.: 50889-72190 STATEMENT NO.: 159253
September 30, 2014

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

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TO OUR PROFESSIONAL SERVICES RENDERED ON YOUR BEHALF in connection with the above-noted matter for the period ending September 1, 2014 including the following:

SUMMARY OF ACCOUNT

August 21, 2014	BHS	Review emails and documents from Daniel Weisz.	0.20	$	106.00
August 22, 2014	BHS	Telephone call with Danny Weisz re projections and Receivership scenarios; Email to Ian Aversa re proposed meeting or conference call to discuss the Monitor's projections and receivership scenarios.	0.30	$	159.00
August 24, 2014	AIQ	Instructions from Bobby Sachdeva; review file and APA to determine next steps after September 2, 2014 and send lengthy email summary to Bobby Sachdeva re: same.	1.00	$	180.00
August 25, 2014	BHS	Review agreement with Purchaser, discuss same with Daniel Weisz in terms of what must happen for the deal to go firm and the consequences of the deal going firm; Email to Dom Magisano; Emails with Ian Aversa re conference call.	0.60	$	318.00
	AIQ	Review and respond to correspondence with	1.00	$	180.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

August 26, 2014		Brenda Wong and Bobby Sachdeva re: 100k deposit; email to Dom Magisano re: deadline for confirmation; call with Dom Magisano re: deadline and discussion with Bobby Sachdeva re: same.			
August 26, 2014	BHS	Review previous Court Orders and discussion with Danny Weisz his ability as Monitor to discuss issues with third parties such as potential managers and insurers and strategy for timing of the discussion with CanLan.	0.70	$	371.00
August 27, 2014	BHS	Telephone call with Daniel Weisz in preparation for conference call with BDC's lawyers; Conference call with Daniel Weisz, Brenda Wong, Ian Aversa, Steve Graff and Asim Iqbal to discuss the scenarios prepared by the Monitor, various contingencies in the even the current APS does not go firm on September 2, 2014 and various other logistical issues; Telephone calls with Daniel Weisz re various issues; Draft, review and revise email to Dom Magisano re the Monitor's intention and right to consult with third parties re the transition to a Receivership; Exchange of emails with Tim Dunn.	1.40	$	742.00
August 28, 2014	AIQ	Review lengthy email re: cash flow projections and review attached cashflow projections.	0.40	$	72.00
August 28, 2014	BHS	Telephone calls and emails with Daniel Weisz re Brenda Wong's attendance at Debtor's facility that morning, CanLan contact and timing of same, discuss Dom Magisano's position on contacting third parties; Emails to Dom Magisano re the Monitor's intention to hold off until 5:00 pm on Monday before contacting third parties.	0.70	$	371.00
August 29, 2014	BHS	Review emails re meeting for September 4th.	0.10	$	53.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

TOTAL FEES	$ 2,552.00
OUR FEE (subject to HST)	**$ 2,552.00**

FEE SUMMARY

Initials	Name	Hours	Billing Rate	Amount
AIQ	Asim Iqbal	2.40	$ 180.00	$ 432.00
BHS	Bobby H. Sachdeva	4.00	$ 530.00	$ 2,120.00

DISBURSEMENTS (**subject to HST)

Conference Call**.	$ 7.92	
Total Disbursements		**$ 7.92**

Total HST on Fees and Disbursements	$ 332.79
Total Fees, Disbursements and HST	**$ 2,892.71**

THIS IS OUR ACCOUNT HEREIN
PALLETT VALO LLP

Per: Bobby H. Sachdeva

Payment due upon receipt

Visa and Mastercard are accepted

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

Your Authority For:

Business Law • Commercial Litigation • Commercial Real Estate
Construction • Insolvency & Corporate Restructuring
Employment & Labour • Wills, Estates & Trusts

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

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

File No.: 50889-72190
Statement No.: 159253
September 1, 2014
Bobby H. Sachdeva

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TOTAL THIS INVOICE:

Total fee	$	2,552.00
Total disbursements	$	7.92
Total fee and disbursement	$	2,559.92
Total HST on Fees and Disbursements	$	332.79
TOTAL DUE AND OWING TO PALLETT VALO LLP	**$**	**2,892.71**

You can use your MASTERCARD or VISA to pay this bill. Simply fill in the information below and return the same to our office.

MasterCard ☐ VISA ☐

Credit Card Number: _____

Expiration Date: _____

Amount: _____

Card Holder Name: _____

Card Holder Signature: _____

Please return completed form by mail or fax to (905) 273-6920. Thank you.

PAYMENT DUE UPON RECEIPT OF INVOICE

E. & O.E.

GST/HST registration no.: R-119447654

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

FILE NO.: 50889-72190 STATEMENT NO.: 159830
October 31, 2014

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

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TO OUR PROFESSIONAL SERVICES RENDERED ON YOUR BEHALF in connection with the above-noted matter for the period ending September 30, 2014 including the following:

SUMMARY OF ACCOUNT

BHS	Review Email from Dom Magisano and review of attached draft extension agreement between Aventura and Goldman Co. and discuss same with Daniel Weisz; Emails and discussions with Tim Dunn and Ian Aversa re proposed extension agreement; Review BDC terms for acceptance of the extension agreement; Review emails Brenda Wong and Daniel Weisz re their calls to CRA and information on the $980K refund which is not in any of the visible accounts operated by any of the Debtors; Telephone calls with Daniel Weisz re missing $980K, next actions and impact of the proposed Receivership; Review email from Domenic Magisano with the alleged explanation for the missing $980K and how it was concealed from the Monitor; Telephone call with Daniel Weisz, Ian Avera and Tim Dunn re next actions with respect to	2.60	$	1,378.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

September 2, 2014		the proposed receivership; Telephone call with Daniel Weisz re preparations for and the logistics of the proposed Receivership; Review draft Receivership.		
September 3, 2014	AAI	Discussing preparation of security opinions on DUCA, ROI and BDC security with B. Sachdeva; reviewing application record prepared by counsel for BDC and copies of BDC security documentation; preparing draft DUCA opinion letter; reviewing real property search for 130 Rocco Parkway premises.	4.40	$ 2,420.00
September 3, 2014	AIQ	Discussion with and Instructions from Bobby Sachdeva re security opinion; call with Aird Berlis to retrieve security agreements of BDC; call with Minden Gross to retrieve security agreements for DUCA; voicemail to Maya Poliak re: ROI Capital security documents; email to Alex Ilchenko.	0.70	$ 126.00
September 3, 2014	DKD	Conduct internet and Teraview searches to locate 130 Racco Parkway, Thornhill, Ontario; Retrieve parcel register and mortgages registered on title.	0.30	$ 34.50
September 4, 2014	AAI	Revising Duca opinion letter; preparing BDC Security Opinion letter; reviewing BDC security documentation; reviewing BDC security documentation.	5.30	$ 2,915.00
	BHS	Meeting with Daniel Weisz in preparation for meeting with BDC, DUCA and their respective counsel; Attended meeting at the offices of Collins Barrow with BDC and DUCA representatives and their respective counsel followed by a meeting with the lawyers for the parties; Numerous emails with Dom Magisano, counsel for DUCA and BDC and Daniel Weisz re various issues including insurance for the premises, transition to receivership and management/logistics issues, Receivership Order and other items; Discussion with Ian Aversa re draft Order; Review revised Receivership Order, discuss same with Daniel Weisz and provide comments to Ian Aversa; Discussions with	5.30	$ 2,809.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

September 4, 2014		Daniel Weisz preparing for Receivership.			
September 5, 2014	DWG	Reviewed and summarized PPSA search in respect of Aventura II Properties Inc., conducted subsearch against 130 Racco Parkway; reviewed and summarized PPSA search in respect of Pavilion Aquatic Club Inc., Pavilion Sports Food and Beverage Inc., Pavilion Sports Ice Inc. and Pavilion Clubs Inc.	2.90	$	580.00
September 5, 2014	AAI	Revising draft BDC Security Opinion; reviewing BDC Loan and security documentation; discussing with D. Goh preparation of PPSA summaries for Opinion Letters; discussing with A. Iqbal security documentation required.	3.80	$	2,090.00
September 5, 2014	AIQ	Email to Brett Kenworthy re: obtaining additional documents from BDC.	0.10	$	18.00
September 5, 2014	BHS	Numerous emails and telephone calls throughout the day with Daniel Weisz, Ian Aversa, BDC representatives and Alex Paterson re various actions and issues to be addressed in transitioning to a receivership on September 8th; Address hiring of Alex Paterson as the Manager of the Facility; Emails and telephone calls with Dom Magisano re his client's required cooperation with the transition to the receivership; Address Receiver's Certificates with the lenders; Provide comments on draft letters to tenants and employees of Pavilion; Several telephone calls with Daniel Weisz throughout the day re the Receivership including operational issues and insurance.	4.10	$	2,173.00
September 6, 2014	BHS	Review and respond to email from Daniel Weisz re Receiver's Certificates; Review Receiver's draft letter to employees and suggest revisions to same; Review Receiver's draft letter t tenants and suggest revisions re same; Consider issues to be addressed at the outset of the Receivership; Review and revise form of the draft Receivership Order as provided by Ian Aversa.	1.10	$	583.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

September 7, 2014	BHS	Several telephone calls and emails throughout the day with Daniel Weisz re issues transitioning to a receivership, operational matters and insurance; Emails and telephone calls with Daniel Weisz and Ian Aversa re motion returnable on September 8th and the draft Receivership Order.	2.60	$ 1,378.00
September 8, 2014	JCC	Telephone call from B. Sachdeva requesting review of disclaimer language; review language sent by email; make revisions, prepare comparison document and send email with clean and comparison document to B. Sachdeva.	0.80	$ 360.00
September 8, 2014	DWG	Obtain and review corporation profile reports for Aventura II Properties Inc., Pavilion Aquatic Club Inc., Pavilion Sports Food and Beverage Inc., Pavilion Sports Ice Inc. and Pavilion Sports Clubs Inc.	0.60	$ 120.00
September 8, 2014	AAI	Call with counsel for BDC regarding further loan and security documentation required for security opinion; reveiwing further documentation; discussing with D. Goh results of Corporate searches and cancellation of PACI by Corporation Tax Branch; finalizing BDC Security Opinion; reviewing documentation provided by counsel for Duca; email to counsel for Duca regarding further loan and security documentation required.	5.40	$ 2,970.00
September 8, 2014	AIQ	Review Fourth Report of the Monitor and email my comments on Fourth Report.	0.80	$ 144.00
September 8, 2014	AIQ	Instructions from and email to Dom Magisano and Anne Markeweicz re: confirmation of representation.	0.20	$ 36.00
	BHS	Review revised order in advance of court appearance and telephone discussion with Daniel Weisz; Attended on the BDC motion in Commercial Court re appointment of Receiver; Meeting with counsel for BDC and DUCA along with Daniel Weisz to discuss next steps and enforcement of the Receivership Order; Numerous telephone	4.20	$ 2,226.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

September 8, 2014		calls and emails with the Receiver, Alex Paterson and counsel for DUCA and BDC throughout the day to obtain information and discuss ongoing issues as they arise; Discussions with the Receiver re insurance issues and tracking of funds improperly diverted by the principals; Emails with Dom Magisano; Conference call with the Receiver and counsel for BDC and Duca to discuss the day's events; Discussions with Alex Ilchenko re security opinions.			
September 9, 2014	MAD	Obtain and review corporate searches in respect of Pav Medical Inc. and Apice Financial Ltd. and report results.	0.30	$	84.00
September 9, 2014	AAI	Reviewing Duca Loan and Security documentation; preparing Duca Opinion letter.	4.80	$	2,640.00
September 9, 2014	AIQ	Voicemail to Alex Patterson; review correspondence.	1.30	$	234.00
September 9, 2014	BHS	Numerous telephone calls and emails with the Receiver re transition and operational issues; Discussion and emails with Alex Paterson; Address insurance and waiver issues; Emails and telephone calls with Dom Magisano; Review and revise draft documents/agreements for the Receiver; Review the Receivers report on the activities and findings at the Premises. Review various corporate and PPSA searches.	3.20	$	1,696.00
September 10, 2014	AAI	Reviewing further documentation provided by counsel for Duca; Finalizing Duca Security Opinion.	4.90	$	2,695.00
September 10, 2014	AIQ	Review correspondence; review email from Bobby Sachdeva and instructions from Bobby Sachdeva re: small claims court action of Aventura II Properties; review small claims court documents and consider next steps; Prepare Receiver's Certificates.	1.40	$	252.00
	BHS	Emails and discussions throughout the day with Daniel Weisz re various operational issues, problems with the insurance; Review	2.80	$	1,484.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

September 10, 2014		draft security opinion prepared by Alex Ilchenko; Discussion with BDC representatives; Conference call with the Receiver and Banks' counsel; Emails and discussions with Alex Paterson re operational issues; Emails and telephone calls with Dom Magisano; Emails and telephone calls re Small claims trial scheduled to proceed the following week; Telephone call with Tim Dunn; Review emails from DUCA to the Receiver and as copies to all counsel; Review Receiver's report on activities.			
September 11, 2014	JCC	Discussion with A. Iqbal and review of insurance company waiver requirements.	0.30	$	135.00
September 11, 2014	AIQ	Review and respond to correspondence; Review and revise waiver form; email from Daniel Weisz re: insurer's requirements for waiver form and prepare first draft of waiver form based on insurer's requirements; discussion with Joe Conte re: waiver; participate in all parties conference call.	3.10	$	558.00
September 11, 2014	BHS	Telephone call with Alex Paterson to discuss key elements from his perspective with respect to the proposed Management Agreement; Email to BDC and DUCA counsel setting out key elements of the proposed management agreement terms as discussed with Alex Paterson; Emails and discussions with the Receiver re Alex Paterson's role and the hiring of a bartender and accountant; Exchange of emails with Dom Magisano various outstanding issues; Review and revise Receiver's Certificates; Review and revise insurance waivers; Email to counsel for BDC and DUCA re possible proceedings against Mr. Karl and other others; Review emails from counsel for BDC and DUCA; Conference call with counsel for BDC and DUCA; Meeting with associate to discuss various outstanding issues; Telephone call with Steve Graff re Alex's compensation.	3.00	$	1,590.00
	MBR	Researched the most recent test for the	1.00	$	135.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

September 12, 2014		enforceability of waivers and drafted research memorandum.			
September 12, 2014	JCC	Prepare for 3 o'clock conference call; participate in conference call; review emails from client with waiver forms attached; revise waiver form for generic use by client and send to A. Iqbal for further action.	1.50	$	675.00
September 12, 2014	MAD	Obtain and review corporate search in respect of The Health Garden Ltd. and report results.	0.20	$	56.00
September 12, 2014	AAI	Discussing with D. Weisz opinions on DUCA and BDC security and ROI loan; discussing with D. Weisz information required for; discussing with counsel for ROI security documentation; reviewing further loan documentation provided by DUCA; discussing with A. Iqbal waiver issues; reviewing correspondence received from Cetent lighting; discussing with A. Iqbal claim for 30 day goods; Discussing with B. Sachdeva status of completion of security opinions.	2.60	$	1,430.00
September 12, 2014	AIQ	Attend to matters re: small claims action re: Health Gardens Ltd; Call with Brenda Wong re: waivers; review and respond to correspondence; call with colleen.	1.70	$	306.00
September 12, 2014	BHS	Review cheques payable to H. Karl as provided by the Receiver; Address issue of waivers required by the insurance company; Emails with Dom Magisano; Address outstanding Receiver's Certificate issue; Emails and discussions with the Receiver throughout the day including plans to visit the Facility on Sept. 15th; Discuss insurance and waiver issues with Joe Conte; Address liquor license issues.	1.90	$	1,007.00
September 13, 2014	BHS	Draft, review and revise Management Agreement; Telephone call with Daniel Weisz; Discuss revised Insurance Waiver with Asim Iqbal.	1.70	$	901.00
	BHS	Review revised form of Insurance Waiver	2.80	$	1,484.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

September 14, 2014		and comments from Daniel Weisz re same; Telephone call with Daniel Weisz re recent developments, ongoing insurance issues, next actions and plans for meeting at the Pavilion Facility on Monday, September 15th; Draft, review and revise Management Agreement; Email to Dom Magisano re his client's conduct; Email to counsel for BDC and DUCA re Receiver's Certificates.			
September 15, 2014	MAD	Obtain and review corporate search in respect of 1754181 Ontario Ltd. and report results.	0.20	$	56.00
September 15, 2014	AIQ	Review and respond to correspondence; revise service list; instructions to Real Estate Department to register Receivership Order on title to 130 Racco Parkway.	1.60	$	288.00
September 15, 2014	AIQ	Review and revise waiver; call with Brenda Wong re same; call with Daniel Weisz.	1.30	$	234.00
September 15, 2014	SPO	Met with A. Iqbal re: registration of receivership; Reviewed title; Reviewed and registered receivership order.	1.30	$	253.50
September 15, 2014	BHS	Attended meetings at the Pavilion Facility with Daniel Weisz and Alex Paterson and toured the Facility with Alex Paterson; Exchange of emails with Domenic Magisano; Telephone call to counsel for DUCA and BDC.	4.40	$	2,332.00
September 16, 2014	MBR	Researched the most recent test for the enforceability of waivers and drafted research memorandum.	5.50	$	742.50
September 16, 2014	SPO	Email correspondence with A. Iqbal re: registered receivership order.	0.20	$	39.00
	BHS	Review various corporate searches, draft waivers; emails re: advances from Banks under Receiver's Certificates; discussions with Receiver re: various issues including Insurance, swimming pool, waivers, and Management Agreement; call to counsel for BDC and DUCA to report on two of the Facilities on September 15, 2014 and discussing options re: expansion of Receiver's	2.30	$	1,219.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

September 16, 2014		powers or possible Norwich Order; emails with counsel re: Receiver's Certificate.			
September 17, 2014	AIQ	Review and finalize waiver.	1.10	$	198.00
September 17, 2014	JPE	E-mail from and to Bobby Sachdeva regarding proposed employment letters for Pavilion Sports Club employees maintained by Receiver. Review proposed employment letters and consider potential Receiver liabilities.	0.70	$	248.50
September 17, 2014	BHS	Numerous telephone calls and emails with Daniel Weisz throughout the day re various issues including various requests from the Manager, issues with Pavilion's website, insurance, letters to employees, communications with Dom Magisano amongst other matters; Exchange of a number of emails with Dom Magisano re actions / issues with Johny Druckmann, privileged email issue and various other matters impacting operations at the Facility; Telephone call from Peter Proszanski, counsel for an electrical/lighting supplier to the Facility; Exchange of a number of emails with counsel for the two secured lenders; Conference call with Steve Graff and Ian Aversa; Review and revise draft Management Agreement and forward same to all counsel for the two secured lenders and Daniel Weisz for their review and comments; Review advice from Employment and Labour partner re employment agreements and forward same to the Receiver; Review report from associate re Small Claims matter for Aventura in the Richmond Hill Small Claims Court; Review various documents provided by the Receiver and provide comments/revisions re same; Consider next actions including moving to a sales process.	3.70	$	1,961.00
September 18, 2014	JCC	Review letter re waiver form compliance with current laws drafted by A. Iqbal.	0.50	$	225.00
September 18, 2014	TMH	Instructions from B. Sachdeva; conduct subsearch.	0.20	$	40.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

September 18, 2014	AAI	Discussing with A. Iqbal test under s.81.1 BIA and jurisprudence interpreting test.	0.30	$	165.00
September 18, 2014	AIQ	Draft and finalize letter to cover letter to client accompanying waiver; review and consider documents from Centent Lighting re 81.1 claim, review and consider relevant legal principles, email to Bobby Sachdeva outlining my preliminary conclusions.	3.50	$	630.00
September 18, 2014	JPE	Telephone discussion with Brenda Wong regarding proposed review of current and new employee agreements for Receivership of Pavilion Sports Clubs. Review and revise current and new employee agreements. E-mail to Brenda Wong regarding revised letters and tracked changes.	1.20	$	426.00
September 19, 2014	AAI	Discussing with counsel for ROI further documents required; call with D. Weisz regarding ROI opinion and security documentation; revising ROI security opinion.	1.10	$	605.00
September 19, 2014	AIQ	Call with Daniel Weisz re: waiver cover letter.	0.20	$	36.00
September 19, 2014	JPE	E-mail from and to Brenda Wong regarding Receivership Order and impact on employer status for purpose of current and new employee. Consider BIA provisions related to Receiver liabilities as part of Order.	0.70	$	248.50
September 21, 2014	BHS	Exchange of emails with counsel for DUCA; Revise and review draft Management Agreement to incorporate comments from counsel for the Banks; Email to all counsel and the Receiver providing a copy of the most recent version of the Management Agreement and request for final comments; Exchange of emails with the Receiver.	0.50	$	265.00
September 22, 2014	BHS	Telephone call and emails with Daniel Weisz re various issues; Review and respond to email from Dom Magisano re various issues and questions previously put to him; Email to Dom Magisano re $980K and the website issue; discussions re: employment issues.	0.70	$	371.00
	AIQ	Prepare confidentiality agreement; call with Brenda Wong; call with Daniel Weisz; call	1.30	$	234.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

September 24, 2014		with Bobby Sachdeva re: revisions to waiver letter; revise waiver letter.			
September 24, 2014	WJA	Drafting confidentiality agreement; Telephone conference with B. Wong re confidentiality agreement.	0.30	$	99.00
September 24, 2014	JPE	Telephone discussion with Brenda Wong and Danny Weisz regarding preparation of independent contractor agreements for part-time staff and senior employee retention bonuses.	0.30	$	106.50
September 24, 2014	BHS	Telephone call from BDC representatives; Telephone calls and emails with Danny Weisz, Tim Dunn and Ian Aversa throughout the day re various issues including the retention bonuses, management agreement, insurance waiver, swimming pool operations, employment issues, etc; Emails and discussions with associate re insurance issues and opinion to the Receiver; Review draft waiver letter and provide comments to associate; Review emails form Receiver's representatives re banking and operational issues.	2.40	$	1,272.00
September 25, 2014	AIQ	Review and respond to correspondence; brief research re right of distress under commercial tenancies act.	0.30	$	54.00
September 25, 2014	WJA	Reviewing draft confidentiality agreement for real estate brokers; Email to B. Wong enclosing confidentiality agreement.	0.30	$	99.00
September 25, 2014	JPE	E-mail to and from Brenda Wong regarding full-time employee agreement versus part-time contracts. Prepare and revise draft independent contractor agreement for part-time employees.	2.60	$	923.00
September 25, 2014	BHS	Emails and discussions re management agreement; Various emails and telephone calls throughout the day with the Receiver and others.	1.80	$	954.00
September 26, 2014	AAI	Reviewing vehicle lease agreements for Ford F250 and Ford Explorer; reveiwing PPSA preparing opinions on loan documents.	2.10	$	1,155.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

September 26, 2014	AAI	Discussing with B. Sachdeva remedies available to compel production of financial records by financial institutions; research regarding possible remedies both in and out of Receivership process; preparing memorandum to B. Sachdeva.	3.80	$ 2,090.00
September 26, 2014	AAI	Reviewing correspondence regarding Cendant Lighting claim; discussing legal issues with B. Sachdeva.	0.30	$ 165.00
September 26, 2014	JPE	Finalize draft Independent Contractor agreement for client review. E-mail to and telephone discussion with Brenda Wong regarding contractor agreement and insurance and indemnity issues. Revise contractor agreement to reflect one-way indemnity. E-mail to Brenda Wong enclosing revised independent contractor agreement.	1.30	$ 461.50
September 26, 2014	BHS	Telephone calls and emails with the Receiver re: various issues including meeting planned with the Banks, the Management Agreement and various operational issues; telephone call from counsel for unsecured creditors; telephone call with Alex Peterson.	1.30	$ 689.00
September 27, 2014	BHS	Telephone call with Daniel Weisz to discuss recent developments and plan for meeting with the secured lenders and the Facility Manager on September 29th; Review email from Daniel Weisz with revised agenda for September 29th meeting; Email to Alex Paterson.	0.60	$ 318.00
	BHS	Telephone call from Daniel Weisz to discuss various issues including CBRE, possibility of a stalking horse bid, draft Agenda for meeting on September 29, 2014 and the Management Agreement amongst other items; Review caselaw and articles on Norwich Orders, consider facts of Pavilion case and available options to the Receiver and discuss recommended course of action with Daniel Weisz; Telephone call with Daniel Weisz to discuss issues to be addressed at the meeting on September 29th and the approach to be	2.70	$ 1,431.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

September 28, 2014		taken with respect to information required from TD Bank re Pav Medical; Review and approve email from the Receiver to CBRE re the deal that expired on Sept. 2nd, 2014; Voicemail message for Alex Paterson; Email to all counsel together with final version of the agenda for Sept. 29th meeting.			
September 29, 2014	AAI	Reviewing documentation regarding Centent Lighting claim; call with B. Wong regarding information required; call with counsel for Centent Lighting; Call with D. Weisz regarding legal and practical issues and response to counsel for Centent.	2.40	$	1,320.00
September 29, 2014	AAI	Call with B. Wong regarding Ford Truck and Explorer leases; preparing email to counsel for BDC and Duca regarding disposition of vehicles.	1.10	$	605.00
September 29, 2014	AAI	Email from B. Sachdeva regarding security registered by Life Fitness; reviewing PPSA search summaries and responding;.	0.30	$	165.00
September 29, 2014	JPE	E-mails from and to Brenda Wong regarding revision of employment letters for General Manager employees. Revise employment letters for General Manager employees to reflect retention bonuses, salary increase and benefit continuation.	1.10	$	390.50
September 29, 2014	SPO	Call from Land Registry Office re: amendment to Application; Reviewed Court Order.	0.30	$	58.50
September 29, 2014	BHS	Preparation for meeting with the Receiver, Alex Paterson and representatives of DUCA and BDC.	0.40	$	212.00
	BHS	Review emails from Receiver's staff re discovery of new Aventura account and rent monies being deposited into that account; Discussion with Daniel Weisz re new developments, management agreement, swimming pool, insurance waivers and other issues; Meeting with Daniel Weisz in preparation for meeting with the Banks' representatives and the Manager; Attended	8.20	$	4,346.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

September 29, 2014		meeting at the Pavilion Facility with Daniel Weisz, Alex Paterson, DUCA representatives and BDC representatives. Review cheques and executed agreement to extend the Goldman agreement as forwarded by the Receiver; Telephone call and emails with the Receiver re various issues following the meeting at the Pavilion.		
September 30, 2014	AAI	Call with counsel for Cetedent regarding their position on lighting system.	0.30	$ 165.00
September 30, 2014	AAI	Reviewing email from counsel for Centent lighting; forwarding to D. Weisz and B. Sachdeva.	0.30	$ 165.00
September 30, 2014	JPE	E-mail from and telephone discussion with Brenda Wong regarding CRA implications of part-time subcontractors.	0.40	$ 142.00
September 30, 2014	BHS	Telephone calls with Receiver re: various issues including appraisals, Phase 1 Environmental, Management Agreement, Kendal, concerns re: private school and possible expansion of powers; conference call with BDC and DUCA counsel to discuss outcome of meeting at the Facility on September 29, 2014, process re: listing agreement and potential relators and to discuss possible or Norwich or expansion of powers motions discussion with Alex Ilchenko re: claim of Central Lighting; Receiver email report and to do list from Receiver.	2.10	$ 1,113.00

TOTAL FEES $ 69,038.50

Fee Reduction **-5,216.00**

OUR FEE (subject to HST) **$ 63,822.50**

FEE SUMMARY

Initials	Name	Hours	Billing Rate	Amount
MBR	Manpreet Brar	6.50	$ 135.00	$ 877.50
JCC	Joe Conte	3.10	$ 450.00	$ 1,395.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

MAD	Mindy Dodds, Law Clerk	0.70	$ 280.00	$ 196.00
DWG	Diana Goh	3.50	$ 200.00	$ 700.00
TMH	Teresa Hancock	0.20	$ 200.00	$ 40.00
AAI	Alex Ilchenko	43.20	$ 550.00	$ 23,760.00
AIQ	Asim Iqbal	18.60	$ 180.00	$ 3,348.00
WJA	Wojtek Jaskiewicz	0.60	$ 330.00	$ 198.00
DKD	Dilraj Khatra	0.30	$ 115.00	$ 34.50
JPE	Jeffrey Percival	8.30	$ 355.00	$ 2,946.50
SPO	Steven Pordage	1.80	$ 195.00	$ 351.00
BHS	Bobby H. Sachdeva	66.40	$ 530.00	$ 35,192.00

DISBURSEMENTS (**subject to HST)

Courier **	$	12.39	
Search/Sub-search of Title **	$	178.00	
PPSA Search**	$	104.00	
Photocopies/Printing **	$	77.25	
Corporate Search **	$	44.00	
Quicklaw Search **	$	22.44	
Long Distance **	$	0.56	
Agents Fee **	$	221.93	
Register Court Order	$	60.00	
Corporate Search **.	$	32.00	
Registion Costs - Taxable.	$	10.00	
Total Disbursements			**$ 762.57**

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

Total HST on Fees and Disbursements	$	8,396.06
Total Fees, Disbursements and HST	**$**	**72,981.13**

THIS IS OUR ACCOUNT HEREIN
PALLETT VALO LLP

Per: Bobby H. Sachdeva

Payment due upon receipt **Visa and Mastercard are accepted**

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

Your Authority For:

Business Law • Commercial Litigation • Commercial Real Estate
Construction • Insolvency & Corporate Restructuring
Employment & Labour • Wills, Estates & Trusts

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

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

File No.: 50889-72190
Statement No.: 159830
September 30, 2014
Bobby H. Sachdeva

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TOTAL THIS INVOICE:

Total fee	$	63,822.50
Total disbursements	$	762.57
Total fee and disbursement	$	64,585.07
Total HST on Fees and Disbursements	$	8,396.06
TOTAL DUE AND OWING TO PALLETT VALO LLP	**$**	**72,981.13**

You can use your MASTERCARD or VISA to pay this bill. Simply fill in the information below and return the same to our office.

MasterCard ☐ VISA ☐

Credit Card Number: _____

Expiration Date: _____

Amount: _____

Card Holder Name: _____

Card Holder Signature: _____

Please return completed form by mail or fax to (905) 273-6920. Thank you.

PAYMENT DUE UPON RECEIPT OF INVOICE

E. & O.E.

GST/HST registration no.: R-119447654

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

FILE NO.: 50889-72190
November 30, 2014

STATEMENT NO.: 160580

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

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TO OUR PROFESSIONAL SERVICES RENDERED ON YOUR BEHALF in connection with the above-noted matter for the period ending October 31, 2014 including the following:

SUMMARY OF ACCOUNT

October 1, 2014	AAI	Call with D. Weisz regarding inspection by electrician and response to Cetedent lighting.	0.40	$	220.00
October 1, 2014	AAI	Discussing with D. Weisz Lifeguard contract; reviewing deal terms and email correspondence; preparing agreement and circulating to Receiver for review.	1.80	$	990.00
October 1, 2014	AAI	Discussing with B. Sachdeva motion to require financial institutions to provide account information.	0.30	$	165.00
	BHS	Review emails between Alex Paterson and Daniel Weisz re swimming pool issues and Kendal Agreement; Review email from Daniel Weisz setting out essential terms of the Kendal Agreement; Review emails between Daniel Weisz and Richard Senachal of DUCA re proposed visits to the Pavilion Facility by potential purchasers and concerns of the Receiver re same; Telephone calls with	2.20	$	1,166.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

October 1, 2014		Daniel Weisz and Tim Dunn re tours of the Pavilion Facility by potential purchasers; Review draft of email to DUCA and provide comments re same to Daniel Weisz; Lengthy email to Tim Dunn re proposed tours of facility and what the Receiver is prepared to accommodate; Review emails from Alex Paterson re concerns about the restrictions being insisted upon by the Receiver with respect to the pool; discuss motion with A. Ilchenko.			
October 2, 2014	JCC	Emails from B. Wong and D. Weisz; review documents; telephone call to B. Wong to provide advice on continued use of waiver form drafted by PV.	0.80	$	360.00
October 2, 2014	AAI	Preparing draft order for motion to obtain access to TD Accounts.	1.80	$	990.00
October 2, 2014	AAI	Call with D. Weisz regarding revisions to Aquatic Services agreement; reviewing emails from A. Paterson regarding form of agreement.	0.90	$	495.00
October 2, 2014	AAI	Reviewing email from counsel for Cetedent Electrical; Call with D. Weisz regarding status of electrical safety inspection.	0.30	$	165.00
October 2, 2014	BHS	Emails with the Receiver re Kendal Agreement; Exchange of emails with Tim Dunn, the Receiver and Alex Paterson re tours of the facility the same day with potential purchasers; Review of the Receiver's chart re listing proposals and telephone call with the Receiver to discuss the listing proposals; Review the listing proposals forwarded by the Receiver; Review email from Brenda Wong re car issue; Telephone calls with the Receiver throughout the day.	1.10	$	583.00
October 3, 2014	AAI	Discussing with B. Sachdeva preparation of draft order providing TD account information; reviewing draft First Report of the Receiver; Preparing draft Order.	1.50	$	825.00
October 3, 2014	AAI	Call with counsel for lighting contractor regarding dispute and electrical inspection.	0.30	$	165.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

October 3, 2014	BHS	Emails and discussion with the Receiver re listing proposals, intended report re TD Accounts motion and other issues; Review draft of the Receiver's First Report and advise re same to the Receiver. Review draft Order re additional TD accounts; Review executed extension re Goldmanco as executed by Johnny; Telephone call and emails with Dom Magisano re his client's position on the privilege issue and other items; Review emails re listing agreements; discussions with A. Ilchenko re: intended motion.	1.70	$	901.00
October 5, 2014	BHS	Review Reinstatement and Amendment Agreement and draft, review and revise letter to Goldmanco advising that the Receiver is not bound to the Reinstatement Agreement and disclaiming the Agreement.	0.60	$	318.00
October 6, 2014	BHS	Review email from Joseph Neuberger; Number of emails and telephone calls to address the OLRB hearing scheduled for the following day , telephone calls with the OLRB and dictated letter to the OLRB and the opposite party re adjournment requested by the Receiver ; Receipt and review of privilege list from Dom Magisano; Email with Alex Ilchenko re revised agreement with Kendal; Email to counsel for BDC and DUCA updating them on a number of matter; Telephone call with he Receiver to discuss recent developments and recap at the end of the day; Email from Lorne Honcikman confirming his retainer.	2.50	$	1,325.00
October 7, 2014	SGA	Received instructions from A. Ilchenko; amended service list; drafted notice of motion.	0.40	$	44.00
	AAI	Reviewing proposed changes to Aquatics Services Agreement; call with D. Weisz; preparing notice of motion to obtain information from TD Bank; reviewing First Report of the Receiver and providing comments; reviewing response from insurer	2.50	$	1,375.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

October 7, 2014		regarding Aquatics Services Agreement and providing comments.			
October 7, 2014	BHS	Conference call with counsel for the Banks; Number of emails and discussions with the Receiver and counsel for the Banks; Emails with Alex Paterson.	1.60	$	848.00
October 8, 2014	AAI	Call with D. Weisz and B. Wong regarding amendments required to Aquatics Services Agreement.	0.30	$	165.00
October 8, 2014	AAI	Reviewing correspondence received from counsel for Cotenant.	0.20	$	110.00
October 8, 2014	BHS	Emails with the Receiver and Alex Ilchenko re relief to be sought re expansion motion and TD Bank accounts; Emails re proposed Kendal Agreement Telephone calls and emails with the Receiver re various issues; Review emails from Alex Paterson; Update on retention letters. Review email from the Receiver re indemnity requested by Kendal and advise on same. Emails re discussions between DUCA and BDC re listing agreement.	1.70	$	901.00
October 9, 2014	MAD	Obtain and review corporate search in respect of Pavilion Sports Pro Shop Inc. and Banco Enterprises Inc. and report results.	0.40	$	112.00
October 9, 2014	DWG	Conducted corporation profile searches against Aventura IX Properties Inc., 1688902 Ontario Inc., 1887722 Ontario Ltd. and Forza Fitness Ltd.	0.30	$	60.00
October 9, 2014	AAI	Reviewing and revising First Report; revising draft Order for TD Bank records and circulating to D. Weisz and B. Sachdeva; discussing order with B. Sachdeva.	3.30	$	1,815.00
	BHS	Review and revise draft First Report of the Receiver; telephone call from counsel for TD Bank; telephone call and emails with Daniel Weisz re: TD Bank; review draft Order re: TD production of documents and provided comments to A. Ilchenko; numerous telephone calls and emails with Alex Peterson and Daniel Weisz re: pool closure as a result	1.50	$	795.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

October 9, 2014		of health inspectors; telephone calls and emails with Daniel Weisz re: proposals from realtors and provide comments re: same; review email from Marc Mercier together with stalking horse bid; exchange of emails with Marc Mercier; exchange of emails with Dom Magisano.			
October 10, 2014	AAI	Reviewing correspondence from counsel for TD; discussing motion and report with B. Sachdeva; reviewing and revising first report of the Receiver.	0.80	$	440.00
October 10, 2014	BHS	Telephone calls and emails with Daniel Weisz re: pool closure; email from Joseph Neuberger; review and revise Receiver's draft reporting emails to lenders; emails and telephone calls re: insurance with the Receiver; review email from Alex Peterson; review draft agreement with Colliers and discuss with Daniel Weisz; telephone call with Ian Aversa re: realtors; various emails with Daniel Weisz and Alex Paterson; telephone all with Tim Dunn re: Receivers invoice; email from Dom Magisano.	1.30	$	689.00
October 12, 2014	BHS	Email to lawyers for the Banks updating events and rejection of potential stalking horse bid; Email to Alex Paterson re Management Agreement; telephone call to Receiver.	0.40	$	212.00
October 14, 2014	AAI	Attending call with counsel for TD and D. Weisz regarding terms of TD Bank order; revising draft order and circulating to D. Weisz for comment; further revising order and providing revised Order to counsel for TD for review.	4.40	$	2,420.00
October 14, 2014	BHS	Telephone call with Daniel Weisz re various developments including request from Johnny Druckmann's lawyer re phase I environmental, negotiations with TD Bank re draft Order and other items; Telephone call from BDC re various issues; Emails with Catherine Francis of Minden Gross re draft Order.	0.80	$	424.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

October 14, 2014	BHS	Review emails over the past 40 days with Dom Magisano to determine which emails should be attached to the Receiver's First Report; Receipt and review of letter from Dom Magisano re return of the $100K deposit to Goldman and email to counsel for the secured lenders re same; Review revised form of Order based upon Alex Ilchenko's discussions with counsel for TD Bank and discuss the revisions with Ale Ilchenko; Emails with Daniel Weisz re Dom Magisano's request to send in someone to complete a phase I Environmental Report.	1.40	$	742.00
October 15, 2014	AAI	Call with D. Weisz regarding first report; revising First Report and circulating for comment; revising draft order and circulating for comment.	2.60	$	1,430.00
October 15, 2014	BHS	Review stalking horse bid and email to Marc Mercier rejecting MSW's stalking horse bid; Telephone call from lawyer at Foglers representing Goldmanco re return of monies; Email to Dom Magisano advising that he can release the $100K deposit to GoldmanCo; EMails with Tim Dunn and Daniel Weiss re listing agreement with Coliers; Telephone call with Ian Aversa re BDC's comments on the draft listing agreement and telephone call with Danny Weisz re BDC revisions to the Listing Agreement; Memo to Danny Weisz re BDC revisions to the listing agreement; Discussions with Alex Ilchenko re draft report, draft Order and ongoing negotiations with TD Bank.	1.60	$	848.00
	AAI	Reviewing correspondence from counsel for Cetedent regarding claim; call with D. Weisz regarding response; preparing response regarding electrical deficiencies identified by Receiver on premises; call with counsel for Cetedent; reviewing further email received from counsel for counsel for Cetedent regarding claim; preparing email to Receiver regarding claims and further information	2.20	$	1,210.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

October 16, 2014		required; call with D. Weisz; reporting to B. Sachdeva.		
October 16, 2014	AAI	Call with D. Weisz and B. Wong regarding insurance issues relating to plowing of lot and use of Pavilion plow.	0.30	$ 165.00
October 16, 2014	AAI	Reviewing and revising draft first report; reviewing exhibits to report provided by the Receiver; call with D. Weisz regarding report.	2.60	$ 1,430.00
October 16, 2014	BHS	Emails with Tim Dunn re: listing Agreement and offers to dates; emails and discussions with BDC and Daniel Weisz re: revisions to the listing Agreement; receipt and review of an agreement of Purchase and sale between Eno Investments and Johnny Druckmann on behalf of Aventura and to forwarding and discussing same with Daniel Weisz; discussions with S. Graff and T. Dunn re: Eno Offer; emails with Daniel Weisz re: management agreement; review letter of Intent forwarded by Goodmans and discuss same with Daniel Weisz; conference call re: listing agreement; telephone call with Dom Magisano; review email from Daniel Weisz together with proposals from Pinchin and Pelican Woodcliff.	2.00	$ 1,060.00
October 17, 2014	AAI	Revising First Report of the Receiver and assembling exhibits to Report; discussing exhibits with D. Weisz.	2.80	$ 1,540.00
October 17, 2014	AAI	Reviewing revised Aquatics services agreement and providing comments to D. Weisz.	0.30	$ 165.00
October 19, 2014	BHS	Email from Foglers re information barrier to be placed around Greg Azeff.	0.10	$ 53.00
October 20, 2014	AAI	Call with D. Weisz regarding First Report; revising draft First Report and circulating to D. Weisz for review; reviewing revisions to draft order proposed by counsel for DUCA; preparing email to counsel for DUCA; Call with counsel for TD and D. Weisz; revising draft order to incorporate further comments received from counsel for TD.	3.60	$ 1,980.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

October 21, 2014	AAI	Reviewing changes to draft order suggested by counsel for TD; revising draft order and circulating to D. Weisz for review; call with D. Weisz regarding revisions; incorporating D. Weisz revisions to Order and circulating revised order to counsel for TD; reviewing amendments to report proposed by Receiver; revising report.	3.20	$ 1,760.00
October 21, 2014	BHS	Review email from Dom Magisano re: Eno offer and emails and discussions with Daniel Weisz, Steve Graff and Tim Dunn re: same; draft, review and revise email to Dom Magisano setting out response to his email and why the Receiver cannot deal with the Eno expired offer; various emails and calls with Daniel Weisz; meeting with Alex Ilchenko to discuss TD motion.	1.70	$ 901.00
October 22, 2014	DWG	Ordered and obtained corporation profile report for 1887723 Ontario Ltd.	0.10	$ 20.00
October 22, 2014	AAI	Call with counsel for TD Bank regarding further changes required to draft order; revising draft order; preparing email to counsel for BDC and DUCA regarding status; revising report; assembling exhibits to report.	4.50	$ 2,475.00
October 22, 2014	BHS	Review lengthily email from Tim Dunn re: numerous receivership issues and discuss same with Daniel Weisz; review revised order from TD Counsel; conference call with Daniel Weisz and Tim Dunn to discuss numerous issues; email from Tim Dunn re: global offer of purchase and sale; review receivers second invoice and discuss with Daniel Weisz; review receivers email to Lou Gross re: Eno offer to Aventura; review a number of emails re: TD production motion; review corporate searches.	2.40	$ 1,272.00
October 23, 2014	SGA	Received instructions from A. Ilchenko; made further changes to the Notice of Motion, report and draft Order; prepared request form.	2.00	$ 220.00
	AAI	Call with Commercial Court Registrar	3.80	$ 2,090.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

October 23, 2014		regarding availability of hearing dates; preparing email to Commercial Court Registrar regarding confidentiality issues; preparing Notice of Motion; calls with D. Weisz regarding amendments to First Report; Revising First Report; assembling appendices to First Report.			
October 23, 2014	AAI	Reviewing documentation regarding Loshtik Claim to equipment; reviewing Bulk Sales Act affidavit and lease; call with B. Wong.	0.30	$	165.00
October 23, 2014	AAI	Reviewing emails from Receiver regarding attendance by Cetedent on September 12; call with D. Weisz.	0.30	$	165.00
October 23, 2014	BHS	Various items.	2.50	$	1,325.00
October 24, 2014	AAI	Call with D. Weisz regarding further revisions to draft First Report and notice of Motion; revising report and Notice of Motion; assembling exhibits to Report; arranging for service of Motion record.	3.80	$	2,090.00
October 24, 2014	BHS	Telephone call with Angus Hutchinson and Margaret Bernat to discuss status and recent developments and the sale process along with timing of same; Telephone call with Daniel Weisz to discuss a number of items including recent communications with BDC, DUCA and Dom Magisano, operational issues at the facility including pool issues and the letter from Kendall/Pavilion's insurer; Review emails between Alex Paterson and Daniel Weisz re Kendal Agreement; Discussion with Alex Ilchenko re ex parte Receiver's motion for TD banking documents; Emails with Danny Weisz.	1.40	$	742.00
October 26, 2014	AAI	Reviewing motion materials to prepare arguments for Motion on October 28; preparing physical and electronic materials for filing.	0.80	$	440.00
October 27, 2014	SGA	Printed and assembled an additional two Motion Records, bound Motion Records for court use.	0.40	$	44.00
	AAI	Meeting with Commercial Court Registrar	3.20	$	1,760.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

October 27, 2014		regarding protective order and placement of materials in non-public areas; Preparing materials for hearing of Motion; emails to and from D. Weisz regarding account information required; call with Commercial Court Registrar regarding assignment of Judge and courtroom; preparing email to counsel regarding location of hearing.			
October 27, 2014	RHM	Review various receivership documents; review search of title; call to Danny Weisz.	1.30	$	669.50
October 27, 2014	BHS	Review email from daniel Weisz re: outstanding issues to be addresses; review emails re: TD Motion and Kendal Agreement; review and revise final monitor report; telephone calls with Daniel Weisz throughout the day; conference with Alex Ilchenko; review draft agreement; meeting with Ray Mikkola to discuss draft Agreement various emails with counsel for BDC and DUCA.	1.80	$	954.00
October 28, 2014	AAI	Attending at Commercial Court; meeting with D. Weisz and counsel for BDC and Duca; attending before Penny, J. on return of motion to access TD accounts; making submissions; meeting with Commercial Court Registrar regarding terms of protective order; returning to Office; circulating Order of Penny, J.	5.80	$	3,190.00
October 28, 2014	AAI	Preparing draft letter to TD regarding accounting information required; reviewing First Report, account information and Order of Penny, J.	1.50	$	825.00
October 28, 2014	RHM	Prepare form of APS and email to Danny Weisz.	1.40	$	721.00
	BHS	Emails with Daniel Weisz and Dom Magisano re: anticipated new offer from Eno; telephone calls with Daniel Weisz throughout the day; consider options on how to deal with any new offer from Eno and telephone call to BDC representatives; follow up on Management Agreement status with Alex Peterson; Address insurance claim issues; follow up on items requested from counsel for	1.50	$	795.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

October 28, 2014		Druckmann, Bitton and Karl.			
October 29, 2014	AAI	Reviewing and revising draft letter to TD regarding account information required; reviewing draft Snow Clearance contract and revising; call with D. Weisz regarding contract; preparing draft bill of Sale for F25O and circulating.	3.30	$	1,815.00
October 30, 2014	AAI	Call with counsel for DUCA regarding status of TD account information; Call with counsel for BDC regarding status of TD account information.	0.80	$	440.00
October 30, 2014	AAI	Call with D. Weisz regarding liability waivers for aquatic facilities.	0.50	$	275.00
October 30, 2014	AAI	Reviewing letter from Receiver to TD; call with D. Weisz.	0.30	$	165.00
October 30, 2014	BHS	Emails to various parties providing contact information for Colliers; Email to Dom Magisano re potential purchasers hearing rumours of a "done deal" with a purchaser that will be bring Johnny Druckmann back to run the facility; Emails with Tim Dunn; Telephone call with Daniel Weisz to discuss status on various issues and recent developments; Email to counsel for Johnny Druckmann and Jennifer Bitton re return of Property, Books and Records for any companies in Receivership.	0.80	$	424.00
October 31, 2014	AAI	Calls to and from counsel for BDC regarding status of TD Bank records review; call with B. Sachdeva regarding status of Pavilion TD Order.	0.40	$	220.00
October 31, 2014	RHM	Call with D. Weisz to review amendments to purchase agreement; call to B. Sachdeva regarding timing of delivery of form of agreement to lenders, and ultimately to Colliers; email from Brenda Wong enclosing survey from 2006 and review.	0.80	$	412.00
	BHS	Review new offer from Eno Investments and forward same to Daniel Weisz and counsel fro DUCA and BDC; lengthily discussions with Daniel Weisz; BDC representatives, Ian	2.00	$	1,060.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

October 31, 2014	Aversa and Tim Dunn re: Eno offer; further due diligence required and decisions which will have to be made the following week; exchange of emails with Dom Magisano; consider responses/next actions as a result of the Eno offer.	

TOTAL FEES $ 57,135.50

Fee Reduction **-5,273.00**

OUR FEE (subject to HST) **$ 51,862.50**

FEE SUMMARY

Initials	Name	Hours	Billing Rate	Amount
JCC	Joe Conte	0.80	$ 450.00	$ 360.00
MAD	Mindy Dodds, Law Clerk	0.40	$ 280.00	$ 112.00
SGA	Shallon Garrafa	2.80	$ 110.00	$ 308.00
DWG	Diana Goh	0.40	$ 200.00	$ 80.00
AAI	Alex Ilchenko	65.70	$ 550.00	$ 36,135.00
RHM	Ray Mikkola	3.50	$ 515.00	$ 1,802.50
BHS	Bobby H. Sachdeva	34.60	$ 530.00	$ 18,338.00

DISBURSEMENTS (**subject to HST)

Korbitec Inc. **	$ 20.00	
Agents Fee **	$ 94.00	
Corporate Search **	$ 22.00	
Search/Sub-search of Title **	$ 33.00	
Photocopies/Printing **	$ 297.75	
Court Filing Costs	$ 127.00	
Conference Call**.	$ 7.30	
Corporate Search **.	$ 32.00	
Corporate Search **.	$ 8.00	
Total Disbursements		**$ 641.05**

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

Total HST on Fees and Disbursements	$	6,808.95
Total Fees, Disbursements and HST	**$**	**59,312.50**

THIS IS OUR ACCOUNT HEREIN
PALLETT VALO LLP

Per: Bobby H. Sachdeva

Payment due upon receipt

Visa and Mastercard are accepted

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

Your Authority For:

Business Law • Commercial Litigation • Commercial Real Estate
Construction • Insolvency & Corporate Restructuring
Employment & Labour • Wills, Estates & Trusts

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

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

File No.: 50889-72190
Statement No.: 160580
October 31, 2014
Bobby H. Sachdeva

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TOTAL THIS INVOICE:

Total fee	$	51,862.50
Total disbursements	$	641.05
Total fee and disbursement	$	52,503.55
Total HST on Fees and Disbursements	$	6,808.95
TOTAL DUE AND OWING TO PALLETT VALO LLP	$	**59,312.50**

You can use your MASTERCARD or VISA to pay this bill. Simply fill in the information below and return the same to our office.

MasterCard ☐ VISA ☐

Credit Card Number: _____

Expiration Date: _____

Amount: _____

Card Holder Name: _____

Card Holder Signature: _____

Please return completed form by mail or fax to (905) 273-6920. Thank you.

PAYMENT DUE UPON RECEIPT OF INVOICE

E. & O.E.

GST/HST registration no.: R-119447654

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

Your Authority For:
Business Law • Commercial Litigation • Commercial Real Estate
Construction • Insolvency & Corporate Restructuring
Employment & Labour • Wills, Estates & Trusts

FILE NO.: 50889-72190 STATEMENT NO.: 161496
December 31, 2014

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

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TO OUR PROFESSIONAL SERVICES RENDERED ON YOUR BEHALF in connection with the above-noted matter for the period ending December 31, 2014 including the following:

SUMMARY OF ACCOUNT

November 3, 2014	BHS	Review various emails re insurance issues and ongoing negotiations with respect to the swimming pool; Review email from Tim Dunn re potential purchaser to be contacted by Colliers and responding email; Review email from DUCA re potential purchaser; Review of Daniel Weiss comments on the Stephen Pollock email.	0.50	$	265.00
November 4, 2014	RHM	Revise purchase agreement and schedules; email to D. Weisz.	3.20	$	1,648.00
November 4, 2014	BHS	Emails with Daniel Weisz re Kendal Agreement; Review revised draft Agreement of Purchase and Sale and discuss same with Ray Mikkola.	0.70	$	371.00
November 5, 2014	AAI	Reviewing letter from D. Weisz to Counsel for TD Bank regarding production of TD Bank records.	0.20	$	110.00
	BHS	Email to Dom Magisano re Fire Safety Plans;	1.50	$	795.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

November 5, 2014		voice mail message from Mark Korn re representation of Alex Paterson and conflict issues with Collins Barrow and to discussing same with Daniel Weisz; Review email to Mark Korn; Exchange of emails with Brenda re insurance counsel on a slip and fall claim and to dealing with same; email and telephone call from Dom Magisano re Eno Investments and to discussing Eno Investments with Daniel Weisz; Review email from Collins Barrow re sales process summary; Conference call with Daniel Weisz and Colliers representatives to discuss the sale process and how best to conduct due diligence on the Eno Investments offer.			
November 6, 2014	AAI	Reveiwing revised aquatics services agreement and providing comments.	0.60	$	330.00
November 6, 2014	AAI	Reviewing correspondence from TD and D. Weisz regarding provision of documentation; email to D. Weisz regarding priority of documentation to be requested from TD.	0.50	$	275.00
November 6, 2014	RHM	Call with D. Weisz regarding his amendments to draft purchase agreement.	0.30	$	154.50
November 6, 2014	JPE	Telephone discussion with Brenda Wong regarding payroll number issue and particulars for issuance of Records of Employment.	0.30	$	106.50
November 6, 2014	BHS	Email to Dom Magisano re Eno Offer having been provided to Colliers; Emails with Daniel Weisz re Kendal and other swimming pool issues; Review email from Tim Dunn re additional insurance coverage issue and discuss same with Daniel Weisz; Reply email to Tim Dunn re additional insurance coverage.	0.70	$	371.00
November 7, 2014	MAD	Obtain and review corporate search in respect of #2037385, being Pavilion Sports Clubs Inc. and report results.	0.30	$	84.00
November 7, 2014	PAG	Discussion with R. Mikkola re allocation between land/building and chattels.	0.20	$	103.00
November 7, 2014	AAI	Reviewing status update from TD regarding document review.	0.20	$	110.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

November 7, 2014	AAI	Reviewing final draft of aquatics agreement.	0.20	$	110.00
November 7, 2014	RHM	Draft HST election clause; final review and amendment to purchase agreement; call to D. Weisz regarding election clause and allocation of purchase price to personal property; email to solicitors for review and comment.	2.40	$	1,236.00
November 7, 2014	BHS	Telephone calls with Daniel Weisz throughout the day including discussions on the Kendal Agreement, the Eno Investments offer, sale of various minor assets (equipment), the sales process and other items; Telephone call with Tim Dunn on various issues including sale of minor assets, the issue of the Receiver's recommendation to increase insurance coverage from $5M to $10M and the merits/problems with the Eno Investments offer; Telephone call with BDC representatives re sales process; Email to BDC and DUCA representatives re Eno Investments offer and issues to be addressed; Telephone call from Dom Magisano re Eno Investments offer and his instructions to bring a motion to compel the Receiver to accept the offer; Review of emails between Colliers and Daniel Weisz; Review weekly update report from Daniel Weisz; Discussion with Ray Mikkola re draft Agreement of Purchase and Sale to be used in the sales process; Review and comment on the draft Kendal Agreement.	3.00	$	1,590.00
November 10, 2014	KOF	Conducting corporate search on Eno Investments Ltd.	0.10	$	28.00
	BHS	Review and respond to email from Dom Magisano re 9:30 attendance to seek an urgent motion date to compel the Receiver to accept the Eno Investments offer; Email to Dom Magisano re contact person for Eno and whether Eno would extend; Exchange of emails with S. Graff; Discussion with D. Weisz re Eno offer and review of Eno corporate profile; Telephone call with S. Graff; Emails with Dom Magisano; Email to	1.60	$	848.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

November 10, 2014		lawyers for BDC and DUCA re Eno offer and intended motion by Magisano; Review email from D. Weisz re report from Colliers re their discussions with Eno's agent; Review email report from Colliers.			
November 11, 2014	BHS	Exchange of emails with counsel for BDC and DUCA re intended motion by Magisano and the Eno offer; Emails and discussions with D. Weisz re Eno and other issues including insurance, the swimming pool, Management Agreement and the intended meeting witt the banks on November 14th; Review email from Colliers.	0.70	$	371.00
November 12, 2014	AAI	Discussing with B. Sachdeva motion being brought by counsel for Druckmann and terms of Order of Penny, J; research regarding ability of debtor to deal with assets after receivership; email to B. Sachdeva regarding arguments for motion.	1.20	$	660.00
November 12, 2014	BHS	Emails and telephone calls with D. Weisz throughout the day re the Eno Investments issue; Exchange of emails with Dom Cagisano throughout the day the Eno Investments offer and his intended motion; Receipt and review of notice of motion from Dom Magisano; Conference call with counsel for BDC and DUCA and BDC representatives re motion being brought by Dom Magisano and reporting to the Receiver in respect of same; Emails with Colliers re further information from Eno; Telephone call with Dom Magisano; Discussions with Tim Dunn and Ian Aversa re strategy for responding to motion; Revise draft First Report of the receiver if required in response to motion brought by Dom Magisano; Prepare for attendance in Commercial Court on November 13th including review of numerous with Dom Magisano since the onset of the Receivership; Discuss strategy with Alex Ilchenko.	3.10	$	1,643.00
	AAI	Discussing with B. Sachdeva outcome of	0.20	$	110.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

November 13, 2014		motion by Druckmann and status of sales process.			
November 13, 2014	RHM	Emails from lenders' counsel; engaged briefly with B. Sachdeva regarding ROI; email from D. Weisz; email to D. Weisz; review draft agreement and amend; email amended agreement to D. Weisz.	1.10	$	566.50
November 13, 2014	BHS	Telephone call and emails with Daniel Weisz and review of email from Colliers re the sale process all in preparation for the court attendance responding to the efforts of Dom Magisano to obtain a motion date for November 14th; Attendance in Commercial Court in response to efforts of Dom Magisano to have a Judge schedule a motion for November 14 so that the Respondents could seek an Order compelling the Receiver to sell to Eno Investments; Email to the Receiver reporting on Justice Patillo having denied the relief sought by the Respondents; Telephone calls and emails with the Receiver throughout the day re: various issues including insurance, the Management Agreement, the sales process and other items; Telephone call to Mark Korn; Review email report from Colliers re their contact with Eno Investments and recommendation re the Eno Investments offer; Review and revise draft email report of the Receiver to the lenders; Emails with Tim Dunn re increase in insurance coverage.	3.60	$	1,908.00
November 14, 2014	AAI	Call with R. Mikkola regarding open building permits and Cetedent dispute for LED lighting system renovations.	0.50	$	275.00
November 14, 2014	RHM	Call from D. Weisz and amend form of offer; email from D. Weisz regarding open building permit; call from D. Weisz to discuss; review purchase agreement; engaged with A. Ilchenko regarding open building permits.	1.40	$	721.00
	BHS	Discussions and emails with the Receiver and Colliers re expiry of Eno offer and the message to be delivered to the agent, Lou Grossi; Review emails from counsel for BDC	0.60	$	318.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

November 14, 2014		and DUCA; Review weekly email report from D. Weisz to the lenders and provide comments to D. Weisz re same.			
November 17, 2014	AAI	Call with counsel for BDC regarding position of Cetedent counsel and status of TD banking records search.	0.30	$	165.00
November 17, 2014	AAI	Reviewing invoice and report from Electrician regarding electrical issues on premises; call with D. Weisz.	0.30	$	165.00
November 17, 2014	AAI	Discussing with R. Mikkola open work order and electrical issues.	0.50	$	275.00
November 17, 2014	RHM	Review schedules as delivered by client for APS; call to Vaughan Building department; email from client; call to City of Vaughan.	0.80	$	412.00
November 18, 2014	AAI	Review and invoice from electrician regarding electrical repairs made; reviewing prior correspondence from counsel for Centant.	0.60	$	330.00
November 18, 2014	RHM	Call to Vaughan; call to client (left message); call to City; call from client; call to client to discuss APS draft.	0.80	$	412.00
November 19, 2014	AAI	Discussing with R. Mikkola open building permits and duties of Receiver; revising draft email to Receiver.	0.80	$	440.00
November 19, 2014	RHM	Call from Building Inspector for City of Vaughan; call to City and lengthy discussion regarding various matters; call to client; memo to client; review Building Code Act.	5.20	$	2,678.00
November 19, 2014	BHS	Review and respond to email from Tim Dunn; Telephone call from the Receiver; Review draft of the Phase 1 environmental report; Review draft of email from the Receiver to BDC and DUCA re R&D and statement of profit and lost together with Receiver's reporting email to the banks.	1.10	$	583.00
November 21, 2014	AAI	Reviewing email received from counsel for Centant regarding 30 day goods claim; email to D. Weisz.	0.30	$	165.00
	RHM	Review Building Code Act; amend purchase agreement; email to D. Weisz; email from D. Weisz; call with D. Weisz regarding	1.80	$	927.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

November 21, 2014		schedules to purchase agreement; follow up with student regarding research; review regulations to Building Code Act; follow on instructions to student.			
November 22, 2014	BHS	Draft, review and revise email to lawyers for Karl, Druckmann, Bitton and the Respondents re questions still outstanding from the Receiver; Exchange of emails with Mark Korn re need for his comments on the Management Agreement.	0.40	$	212.00
November 24, 2014	AAI	Reviewing documentation received from TD Bank; call with D. Weisz regarding further instructions to TD Bank; preparing letter to TD Bank; revising letter.	2.30	$	1,265.00
November 24, 2014	BHS	Review and respond to email from Lorne Honickman re allegations against Mr.Karl Johnny and Jennifer; Email to Lorne Honickman providing additional allegations made by Jennifer Bitton against Karl; Conference call with Howard Manis and Daniel Weisz; Review emails between Colliers, Daniel Weisz and Howard Manis; Review email from Richard Senechal and discuss same with Daniel Weisz; Email to Tim Dunn; Review and revise draft response to Richard Senechal as prepared by Daniel Weisz; Review emails from Daniel Weisz re items revealed in the productions from TD Bank.	1.50	$	795.00
November 25, 2014	AAI	Reviewing email from Counsel for Centant Lighting; preparing email to D. Weisz.	0.30	$	165.00
November 25, 2014	AAI	Reviewing correspondence from counsel for TD Bank regarding further documentation request and response from D. Weisz.	0.20	$	110.00
November 25, 2014	RHM	Review file for contact details for architect and engineers; instructions to student; review Commitment to General Review and Owner's letter of Undertaking fro City of Vaughan; call to professional engineer; brief discussion with D. Weisz.	1.20	$	618.00
	RHM	Email regarding Fire Safety Plan from D.	0.90	$	463.50

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

November 26, 2014		Weisz; call to D. Weisz; call to various parties regarding plan; call to D. Weisz.			
November 27, 2014	AAI	Reviewing correspondence with TD Bank and listing of unexplained credits prepared by Receiver.	0.20	$	110.00
November 27, 2014	RHM	Email from D. Weisz; review guidelines and call to Professional Engineers Ontario.	0.80	$	412.00
November 28, 2014	AAI	Reviewing response received from TD Bank; call with D. Weisz; preparing letter to TD Bank regarding "Other Corporate Accounts" discovered; reviewing October 28 Order from Penny J. and October 30 letter from Receiver.	1.40	$	770.00
November 28, 2014	RHM	Email regarding duty of engineer and architect to report; brief call from D. Weisz; call from PEO; email from D. Weisz regarding test.	0.80	$	412.00
November 28, 2014	BHS	Review emails from Daniel Weisz re various operational issues and Property Condition Assessment from Pinchin; Telephone call with Daniel Weisz to discuss various issues and the weekly update report to go to the banks; Review weekly email report to the banks; Discussion with Ray Mikkola re the form of the Agreement of Purchase and Sale to be provided to potential purchasers; Review draft of letter to go to TD re further productions and additional bank accounts; Telephone call from Tim Dunn to discuss various issues including the date for offers, Eno Investments and potential action against Druckmann.	1.30	$	689.00
November 30, 2014	BHS	Exchange of emails with D. Weisz re proposed revisions to the management agreement by Alex Paterson and other issues.	0.20	$	106.00
December 1, 2014	RHM	Follow up with architect and engineers; call from PEO (message).	0.80	$	412.00
December 2, 2014	AAI	Reviewing email from counsel for Centant; call with D. Weisz regarding conducting inventory of alleged s.81.1 goods on premises.	0.50	$	275.00
	AAI	Reviewing correspondence with TD	0.40	$	220.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

December 2, 2014		regarding further documentation requested; call with D. Weisz regarding progress of TD providing required information.			
December 2, 2014	RHM	Calls to and from architect and engineers; email from D. Weisz; email to D. Weisz.	0.80	$	412.00
December 3, 2014	AAI	Reviewing draft email regarding status of Review of TD Banking records; reviewing prior correspondence with TD and Order of Penny, J; call with D. Weisz regarding proposed revisions.	0.50	$	275.00
December 3, 2014	AAI	Discussing with R. Mikkola form of vesting order to be issued to complete sales treatment of chattels; discussing with R. Mikkola deposit.	0.90	$	495.00
December 3, 2014	AAI	Call with D. Weisz regarding determination of Centant 30 day goods claim; reviewing prior correspondence and documentation filed by Centant; call with counsel for Centant; reviewing further correspondence received from counsel for Centant.	1.50	$	825.00
December 3, 2014	RHM	Email to architect; call to engineer; email from D. Weisz regarding APS irrevocable date; email to D. Weisz; conference call with client and others regarding requested additional information and assurances and ability and willingness of receiver to give such information and assurances; follow on call with Colliers; review revised agreement; call from proposed purchasers' lawyers regarding terms; email to engineer; email to engineer; emails to Receiver regarding inquiries of architect and engineer; email regarding any notices of lease on title, and respond.	6.20	$	3,193.00
	BHS	Review draft report to banks re TD accounts and discuss same with client; Emails and discussions with Ray Mikkola re draft Agreement of Purchase and Sale and whether any of the leases were ever registered on title; Emails and discussions with D. Weisz re various issues including proposed revisions to the Management Agreement, recent emails from counsel for Johnny Druckmann and	1.00	$	530.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

December 3, 2014		Jennifer Bitton; Discussion with counsel for insurer re slip and fall litigation; Exchange of emails with Howard Manis.			
December 4, 2014	AAI	Emails from and to D. Weisz regarding status memorandum for TD Bank document searches.	0.30	$	165.00
December 4, 2014	AAI	Reporting to B. Sachdeva regarding status of Centant issues.	0.20	$	110.00
December 4, 2014	RHM	Numerous emails to and from D. Weisz and broker regarding schedules to the form of purchase agreement; detailed review and calls with agent and Receiver; email from D. Weisz regarding tests at property; call to lawyer; engaged with agent regarding various issues related to completion of purchase agreement; draft revised schedule language for Service Contracts, discuss with D. Weisz and engaged with B. Sachdeva regarding right of Receiver to terminate contracts.	5.20	$	2,678.00
December 4, 2014	BHS	Review Agreement of Purchase and Sale and provide comments to Ray Mikkola; Meeting with Ray Mikkola to discuss the draft Agreement of Purchase and Sale; Emails and calls with D. Weisz and consider HST issue.	1.50	$	795.00
December 5, 2014	PAG	Discussion with S. Pordage re HST priority over registered mortgages.	0.20	$	103.00
December 5, 2014	RHM	Emails from and to Alex Ilchenko regrading construction liens; email from D. Weisz regarding architect file number; call from lawyer for prospective purchaser.	0.70	$	360.50
December 5, 2014	SPO	Research re: HST priority.	0.70	$	136.50
	BHS	Telephone call with Daniel Weisz re various issues including meeting scheduled later in day with Colliers and the Banks; Initial review of Offers received from 6 different potential purchasers in preparation for meeting with Colliers reps, the Receiver, representatives of DUCA and BDC and their respective counsel to review and consider offers received at the deadline for the sales process; Discuss with D. Weisz re HST priority issue;	3.50	$	1,855.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

December 5, 2014		Review memo from associate re HST priority issue and forward same to D. Weisz.			
December 8, 2014	RHM	Numerous emails from Colliers; review email from engineer regarding review commitment; email and call to D. Weisz; letter from solicitor for potential purchaser; call to D. Weisz.	1.20	$	618.00
December 8, 2014	BHS	Conference call with Bank representatives and their lawyers, the Receiver and Colliers representatives to discuss and consider the offers received and next actions.	0.80	$	424.00
December 8, 2014	BHS	Review and respond to various emails from D. Weisz re sales process, staff party, Centant Lighting and other issues; Telephone call with D. Weisz re various issues; Discussion with Ray Mikkola re sales process issues.	0.70	$	371.00
December 9, 2014	AAI	Discussing with R. Mikkola terms of bids received and process of negotiation of offers.	0.70	$	385.00
December 9, 2014	AAI	Reviewing correspondence and documentation provided by Centant regarding s.81.1 claim; preparing opinion on position of Receiver on disallowance of claim.	2.50	$	1,375.00
December 9, 2014	RHM	Calls to and from Danny Weisz and detailed review of numerous offers; engaged with A. Ilchenko regarding certain provision in form of purchase agreements, as amended; prepare detailed memo to D. Weisz regarding offers.	6.90	$	3,553.50
December 9, 2014	BHS	Review and respond to email from Domenic Magisano re outcome of sale process; Review and respond to email from Howard Manis re Sales Process; Exchange of emails with Tim Dunn re proposed revisions to the Management Agreement; Exchange of emails with Ian Aversa re Management Agreement and proposed revisions by Alex Paterson; Review summary prepared by Ray Mikkola of all offers submitted pursuant to new deadline for offers.	1.20	$	636.00
December 10, 2014	AAI	Discussing with R. Mikkola offers received and review of terms of offers.	0.80	$	440.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

December 10, 2014	AAI	Discussing with D. Weisz further document requests made of TD; reviewing emails from TD and D. Weisz regarding documentary production; reviewing order of Penny, J. and prior documentary requests.	0.40	$	220.00
December 10, 2014	AAI	Reveiwing emails from D. Weisz regarding Centant dispute.	0.50	$	275.00
December 10, 2014	RHM	Email from D. Weisz; preview and prepare comments on and advise in respect to additional offer with unusual term for receiver; calls to and from D. Weisz regarding alternatives to funding provision in offer.	2.20	$	1,133.00
December 10, 2014	BHS	Meeting with D. Weisz and Brenda Wong at Collins Barrow offices to discuss a number of items including updates on the sales process from Collins Barrow and TD Bank productions.	0.80	$	424.00
December 10, 2014	BHS	Discussion with Ray Mikkola re the sales process and the one offer seeking a VTB.	0.20	$	106.00
December 11, 2014	AAI	Discussing with B. Sachdeva settlement of Centant s.81.1 claim dispute.	0.40	$	220.00
December 11, 2014	RHM	Numerous emails to and from client regarding terms of new offers; engaged with A. Ilchenko regarding terms of certain offers and duty of receiver; email from Colliers regarding revised irrevocability dates, and consider and respond; calls to engineer and architect; call from architect regarding his undertaking to review file; email to D. Weisz regarding final review certificates; email from Colliers enclosing several new offers and relevant provisions; email from D. Weisz requiring advice regarding new submitted offers; review offers and matrix prepared by Colliers in preparation for conference call with receiver.	5.40	$	2,781.00
December 11, 2014	BHS	Review and respond to email from David Williams re offers.	0.10	$	53.00
	BHS	Review email from David Williams of Colliers and matrix setting out details of all revised offers and discussions with D. Weisz and Ray	1.00	$	530.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

December 11, 2014		Mikkola re same.			
December 12, 2014	AAI	Discussing with R. Mikkola sale process and offers filed with Receiver; discussing with B. Sachdeva and R. Mikkola terms of offers received.	1.70	$	935.00
December 12, 2014	AAI	Discussing with D. Weisz removal of Centant inventory; discussing with B. Sachdeva instructions; preparing correspondence to counsel for Centant regarding removal of inventory; discussing correspondence with D. Weisz and revising; reviewing correspondence from B. Wong regarding terms of removal.	1.50	$	825.00
December 12, 2014	RHM	Prepare for call; conference call with numerous parties regarding review of amended offers.	2.60	$	1,339.00
December 12, 2014	BHS	Conference call with D. Weisz, Brenda Wong, Colliers representatives and Ray Mikkola to discuss developments and plan for conference call with the representatives and lawyers for DUCA and BDC; Conference call with D. Weisz, Brenda Wong, Ray Mikkola, Colliers Representatives, DUCA representatives and their lawyers and BDC and their lawyers; Discussions with D. Weisz and Ray Mikkola following the discussion with the Banks and Colliers; Review and respond to emails from D. Weisz re various issues including Offers and other items; Discussion with Ian Aversa re sales process.	1.70	$	901.00
December 13, 2014	BHS	Review and respond to emails from the Receiver.	0.20	$	106.00
December 16, 2014	AAI	Reviewing correspondence received from TD regarding further bank documentation requested by Receiver.	0.20	$	110.00
December 16, 2014	AAI	Reviewing emails from and to Receiver regarding removal of Centant inventory.	0.30	$	165.00
	RHM	Numerous emails to and from D. Weisz regarding email to secured menders, and email from D. Weisz regarding review an	2.80	$	1,442.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

December 16, 2014		offer in detail; commence review of offer; email to client.			
December 16, 2014	BHS	Emails and telephone calls with the Receiver, Ian Aversa and Tim Dunn re the sales process; Review and revise draft email from the Receiver to the lenders re offers to settle and discuss same with D. Weisz; Review email from DUCA rejecting Highcastle Offer.	1.30	$	689.00
December 17, 2014	RHM	Emails regarding conference call; complete review of amendments to form of offer in detail; attendance at conference call with numerous parties regarding offer and next steps; email from D. Williams regarding email to purchasers.	1.30	$	669.50
	BHS	Conference call with Collins Barrow representatives including Daniel Weisz, Ray Mikkola and representatives of Colliers re revised offers, analysis of same and determination of what recommendation would be made tot he lenders regarding which offer to accept; Telephone calls and emails throughout the day with Daniel Weisz, Ray Mikkola and Colliers representatives re developments with respect to the ongoing negotiations /discussions between the lenders and what actions the Receiver will have to take before the deadline for the expiry of all of the remaining offers; Telephone calls and emails throughout the day with Ian Aversa re position of BDC and the purchaser that the Receiver would be recommending; Emails and discussions with Tim Dunn throughout the day regarding discussions between BDC and DUCA and various outcomes by the end of the day and the position the Receiver would have to take; Discussing various options with Daniel Weisz; Telephone calls from BDC representatives; Prepare draft communication to be sent to the lenders depending on the outcome at the end of the day; Call from Tim Dunn confirming DUCA's agreement with BDC and DUCA's position that none of the	4.20	$	2,226.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

December 17, 2014		remaining offers should be accepted and to communicating instructions to Colliers; Review and revise email to go to potential purchasers; Telephone call to Daniel Weisz to report on final developments.			
December 18, 2014	AAI	Reviewing emails regarding Aventura IX account at TD; call with D. Weisz regarding account.	0.60	$	330.00
December 18, 2014	RHM	Email from purchaser regarding return of deposit; respond to email; email to client; letter to purchaser.	0.40	$	206.00
December 18, 2014	BHS	Telephone calls with the Receiver and BDC representatives; Review and respond to email from the Receiver re Henry Karl and invoice re environmental report; Review email from tenant and rent reduction request and discuss same with the Receiver.	0.80	$	424.00
December 19, 2014	BHS	Telephone call with Tim Dunn to discuss status and next actions.	0.20	$	106.00
December 22, 2014	AAI	Discussing with B. Sachdeva validity of BDC Security; reviewing opinion and forwarding to B. Sachdeva.	0.20	$	110.00
December 22, 2014	AAI	Reviewing emails from Centant regarding recovery of 30 day goods and claim for rebate; discussing with D. Weisz.	0.50	$	275.00
December 22, 2014	AAI	Reviewing emails from and to D. Weisz from TD Bank regarding documentation requested by Receiver; research regarding possible recipients of funds; call with D. Weisz regarding information required.	1.10	$	605.00
December 22, 2014	BHS	Telephone call with Daniel Weiss re various issues; Exchange of correspondence with counsel for Mr. Karl; Review emails between Brenda Wonga and Bill Marcus re Phase I environmental for which Mr. Karl is responsible for payment; Review email from counsel for Druckmann and email to Tim Dunn re same and other issues; Exchange of emails with the Receiver.	0.80	$	424.00
	AAI	Reviewing emails from and to Paterson regarding Centant inventory; Call with D.	0.60	$	330.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

December 23, 2014		Weisz regarding Centant inventory.		
December 24, 2014	AAI	Call with D. Weisz regarding Centant rebate request; preparing email to counsel for Centant; reviewing email from Centant; Call with D. Weisz; preparing further email to counsel for Centant.	2.20	$ 1,210.00
December 25, 2014	AAI	Reviewing email from D. Weisz regarding Centant rebate request; call with D. Weisz.	1.20	$ 660.00
December 29, 2014	AAI	Reviewing email from counsel for Centant regarding rebate application; discussing rebate issue with B. Sachdeva.	0.80	$ 440.00
December 29, 2014	AAI	Discussing with B. Sachdeva Report of the Receiver.	0.20	$ 110.00
December 29, 2014	BHS	File review and consider next actions and items to be discussed with Tim Dunn.	0.40	$ 212.00
December 30, 2014	AAI	Discussing with B. Sachdeva Centant rebate issue.	0.60	$ 330.00
December 30, 2014	BHS	Consulted by Alex Ilchenko re claim of lighting company.	0.10	$ 53.00

TOTAL FEES $ 69,404.00

Fee Reduction **-5,225.50**

OUR FEE (subject to HST) **$ 64,178.50**

FEE SUMMARY

Initials	Name	Hours	Billing Rate	Amount
MAD	Mindy Dodds, Law Clerk	0.30	$ 280.00	$ 84.00
KOF	Kathleen Flynn, Law Clerk	0.10	$ 280.00	$ 28.00
PAG	Pamela Green	0.40	$ 515.00	$ 206.00
AAI	Alex Ilchenko	32.10	$ 550.00	$ 17,655.00
RHM	Ray Mikkola	57.20	$ 515.00	$ 29,458.00
JPE	Jeffrey Percival	0.30	$ 355.00	$ 106.50
SPO	Steven Pordage	0.70	$ 195.00	$ 136.50
BHS	Bobby H. Sachdeva	41.00	$ 530.00	$ 21,730.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

DISBURSEMENTS (**subject to HST)

Corporate Search **	$	22.00		
Photocopies/Printing **	$	3.25		
Search/Sub-search of Title **	$	30.00		
Agents Fee **	$	24.00		
Courier **	$	10.00		
Parking **	$	23.90		
Long Distance **	$	0.56		
Conference Call**.	$	6.79		
Total Disbursements			**$**	**120.50**

Total HST on Fees and Disbursements	$	8,358.87
Total Fees, Disbursements and HST	**$**	**72,657.87**

THIS IS OUR ACCOUNT HEREIN
PALLETT VALO LLP

Per: Bobby H. Sachdeva

Payment due upon receipt **Visa and Mastercard are accepted**

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

Your Authority For:

Business Law • Commercial Litigation • Commercial Real Estate
Construction • Insolvency & Corporate Restructuring
Employment & Labour • Wills, Estates & Trusts

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

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

File No.: 50889-72190
Statement No.: 161496
December 31, 2014
Bobby H. Sachdeva

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TOTAL THIS INVOICE:

Total fee	$	64,178.50
Total disbursements	$	120.50
Total fee and disbursement	$	64,299.00
Total HST on Fees and Disbursements	$	8,358.87
TOTAL DUE AND OWING TO PALLETT VALO LLP	**$**	**72,657.87**

You can use your MASTERCARD or VISA to pay this bill. Simply fill in the information below and return the same to our office.

MasterCard ☐ VISA ☐

Credit Card Number: _____

Expiration Date: _____

Amount: _____

Card Holder Name: _____

Card Holder Signature: _____

Please return completed form by mail or fax to (905) 273-6920. Thank you.

PAYMENT DUE UPON RECEIPT OF INVOICE

E. & O.E.

GST/HST registration no.: R-119447654

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

Your Authority For:
Business Law • Commercial Litigation • Commercial Real Estate
Construction • Insolvency & Corporate Restructuring
Employment & Labour • Wills, Estates & Trusts

FILE NO.: 50889-72190 STATEMENT NO.: 162364
February 28, 2015

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

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TO OUR PROFESSIONAL SERVICES RENDERED ON YOUR BEHALF in connection with the above-noted matter for the period ending January 31, 2015 including the following:

SUMMARY OF ACCOUNT

January 8, 2015	JPE	E-mails from and telephone discussion with Brenda Wong regarding employee payroll claim to ESA and receiver liability for same.	0.70	$	252.00
January 12, 2015	JPE	E-mail from and to Brenda Wong regarding ESA wages claim process and timeline for payment of same.	0.40	$	144.00
January 13, 2015	AAI	Reviewing email from counsel for Cetedent; preparing email to D. Weisz.	0.20	$	110.00
January 13, 2015	BHS	Emails with Tim Dunn and D Weisz re next actions; Email from lawyer re insurance proceedings against Pavilion/Aventura; Review draft summary report from the Receiver to Tim Dunn and provide comments re same.	0.70	$	385.00
	BHS	Emails and telephone calls with Tim Dunn and D Weisz in preparation for meeting / conference call with DUCA representatives; Participated in meeting with DUCA	1.10	$	605.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

January 16, 2015		Representatives, Tim Dunn and DWeisz.			
January 22, 2015	KOF	Ordering corporate search on 2037385 Ontario Inc.	0.10	$	28.00
January 22, 2015	AAI	Discussing with D. Weisz status of documentary requests from TD Bank and options for resolution of outstanding requests.	0.80	$	440.00
January 22, 2015	JPE	E-mail from and to Brenda Wong regarding receiver leave of absence obligations.	0.40	$	144.00
January 22, 2015	BHS	Review and revise Receiver's Second Report.	1.10	$	605.00
January 23, 2015	JPE	E-mails from and to Brenda Wong regarding employee request for medical leave and potential Human Rights complications. Telephone discussions with Danny Weisz and Brenda Wong and e-mail to and from Danny Weisz regarding alleged harassment complaint and potential investigation.	1.70	$	612.00
January 23, 2015	BHS	Complete review and revisions to the Receiver's Second Report.	0.80	$	440.00
January 23, 2015	BHS	Consulted by Jeff Percival re new HR issue at the Pavilion facility; Telephone call from DWeisz re HR issue at the Pavilion facility.	0.30	$	165.00
January 26, 2015	AAI	Reviewing correspondence from TD Bank; call with D. Weisz regarding information provided by TD pursuant to Order of Penny, J; reviewing Order of Penny, J. regarding requirement of TD to provide account information; call to counsel for TD Bank regarding compliance with Order of Penny, J.	1.10	$	605.00
January 26, 2015	BHS	Review emails from DWeisz re recent developments; Conference call with DWeisz and Brenda to review and discuss draft Receiver's 2nd Report and proposed revisions and recent HR issues at the Pavilion; Review and comment on Receiver's draft email to Alex Paterson re his absence form the facility this week.	0.90	$	495.00
	AAI	Reviewing email regarding inspection of premises by Enersource; call with B. Wong regarding conditions for permitting	0.30	$	165.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

January 27, 2015		inspections.			
January 27, 2015	AAI	Call with B. Sachdeva regarding Receivers report.	0.20	$	110.00
January 27, 2015	RHM	Follow up call to architect regarding sign off on as built construction to close open building permits; email to client.	0.20	$	103.00
January 27, 2015	JPE	E-mails from and to Brenda Wong regarding employee written complaint and proposed interviewing of complainant and alleged harasser. Consider proposed course of action for formal investigation process. E-mail to and from Bobby Sachdeva updating on status of harassment complaint and proposed interviewing of complainant and alleged harasser.	0.90	$	324.00
January 27, 2015	BHS	Telephone with Tim Dunn to discuss recent developments, 2nd Report of the Receiver and TD Bank issues; Review and respond to emails from the Receiver and Jeffery Percival re HR issue and intended actions.	0.60	$	330.00
January 28, 2015	AAI	Reviewing further correspondence with TD Bank regarding outstanding documentary requests; Call with D. Weisz regarding outstanding documentary requests from TD Bank.	0.30	$	165.00
January 28, 2015	JPE	Telephone discussion with and e-mails from and to Brenda Wong regarding interview process for harassment complaint. Telephone discussion with Katherine Hillen confirming interview appointment. E-mail to and from Brenda Wong confirming Hillen interview set up.	0.70	$	252.00
January 28, 2015	BHS	Review emails from D Weisz and Tim Dunn re various issues; Telephone call with D Weisz to discuss TD Bank issues and HR issue.	0.40	$	220.00
January 29, 2015	AAI	Reviewing Alpine property claim; preparing email to B. Wong regarding further documentation required.	0.50	$	275.00
January 29, 2015	AAI	Reviewing emails from and to TD regarding further documentary requests.	0.20	$	110.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

January 29, 2015	JPE	E-mail to complainant Katherine Hillen confirming interview appointment to discuss harassment claim.	0.20	$	72.00
January 29, 2015	BHS	Review emails from Brenda Wong re insurance claims and requests for documents from lawyers for two sets of plaintiffs and advising on same; Meeting with D Weisz and discussion of various issues including HR matter and operational issues at the facility; Review email from D Weisz re water damage at the facility; Discussion with Jeffery Percival re HR issue.	1.00	$	550.00
January 30, 2015	AAI	Reviewing correspondence received from counsel for TD; call with D. Weisz regarding response; preparing draft response regarding interpretation of Order of Penny, J; reviewing revised version; call with D. Weisz regarding response; reviewing further correspondence with TD Bank.	2.30	$	1,265.00
January 30, 2015	AAI	Reviewing further documentation provided by Alpine to substantiate claim to property on premises in possession of tenant; preparing email to B. Wong.	0.30	$	165.00
January 30, 2015	JPE	Interview meeting with employee Katherine Hillen related to harassment complaint. E-mail from and to Brenda Wong regarding Hillem interview and follow-up required.	1.10	$	396.00
January 30, 2015	BHS	Review email from D Weisz to Tim Dunn re rent issue for Everest; Review and revise draft email re thefts and security in the Pavilion parking lot; Review lease proposal forwarded by D Weisz to DUCA and Tim Dunn and discuss same wtih D Weisz.	0.50	$	275.00
TOTAL FEES				$	9,807.00
OUR FEE (subject to HST)				**$**	**9,807.00**

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

FEE SUMMARY

Initials	Name	Hours	Billing Rate	Amount
KOF	Kathleen Flynn, Law Clerk	0.10	$ 280.00	$ 28.00
AAI	Alex Ilchenko	6.20	$ 550.00	$ 3,410.00
RHM	Ray Mikkola	0.20	$ 515.00	$ 103.00
JPE	Jeffrey Percival	6.10	$ 360.00	$ 2,196.00
BHS	Bobby H. Sachdeva	7.40	$ 550.00	$ 4,070.00
Total HST on Fees and Disbursements				$ 1,274.91
Total Fees, Disbursements and HST				**$ 11,081.91**

THIS IS OUR ACCOUNT HEREIN
PALLETT VALO LLP

Per: Bobby H. Sachdeva

Payment due upon receipt

Visa and Mastercard are accepted

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

Your Authority For:

Business Law • Commercial Litigation • Commercial Real Estate
Construction • Insolvency & Corporate Restructuring
Employment & Labour • Wills, Estates & Trusts

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

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

File No.: 50889-72190
Statement No.: 162364
January 31, 2015
Bobby H. Sachdeva

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TOTAL THIS INVOICE:

Total fee	$	9,807.00
Total disbursements	$	0.00
Total fee and disbursement	$	9,807.00
Total HST on Fees and Disbursements	$	1,274.91
TOTAL DUE AND OWING TO PALLETT VALO LLP	**$**	**11,081.91**

You can use your MASTERCARD or VISA to pay this bill. Simply fill in the information below and return the same to our office.

MasterCard ☐ VISA ☐

Credit Card Number: _____

Expiration Date: _____

Amount: _____

Card Holder Name: _____

Card Holder Signature: _____

Please return completed form by mail or fax to (905) 273-6920. Thank you.

PAYMENT DUE UPON RECEIPT OF INVOICE

E. & O.E.

GST/HST registration no.: R-119447654

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

Your Authority For:
Business Law • Commercial Litigation • Commercial Real Estate
Construction • Insolvency & Corporate Restructuring
Employment & Labour • Wills, Estates & Trusts

FILE NO.: 50889-72190 STATEMENT NO.: 162625
March 25, 2015

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

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TO OUR PROFESSIONAL SERVICES RENDERED ON YOUR BEHALF in connection with the above-noted matter for the period ending February 28, 2015 including the following:

SUMMARY OF ACCOUNT

February 2, 2015	AAI	Reviewing further correspondence received from TD; Call with D. Weisz regarding documentation required to be provided by TD.	0.50	$	275.00
February 2, 2015	JPE	E-mail from and to Brenda Wong regarding interview with Katherine Hillen. Telephone discussion with Brenda Wong and Danny Weisz regarding status of investigation into harassment allegations. E-mail to Danny Weisz regarding notification of external investigation to Alex Paterson.	0.90	$	324.00
	BHS	Discussion with D. Weisz re alarm and evacuation at the Pavilion as well as the issues with Management at the Pavilion coming to light as a result of recent issues; Review emails between D Weisz, Alex Paterson and managers at the Pavilion re recent issues and management coverage; Emails with D. Weisz	1.60	$	880.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

February 2, 2015		and Alex Paterson re status and update meeting for February 4th; Discussions with D. Weisz and Jeff Percival re HR issue at the Pavilion and information requested by Alex Paterson; Review emails from Alex Paterson, D. Weisz and Jeff Percival re HR issue; Emails re sprinkler system crack; Review email from D. Weisz re TD Bank issues outstanding.			
February 3, 2015	AAI	Call with D. Weisz regarding outstanding TD information requests; call to D. Wolski, counsel for TD.	0.40	$	220.00
February 3, 2015	JPE	E-mail from and to Paterson counsel confirming retainer as external investigator for alleged harassment complaint.	0.50	$	180.00
February 3, 2015	BHS	Review emails from Alex Paterson, John Tertigas and D. Weisz re management of the Pavilion, issues arising out of fire alarm and procedures at the Pavilion; Review emails from Alex Paterson and his lawyer re HR issue; Discuss HR issues with Jeff Percival and consider email to be sent to counsel for Alex Paterson; Review and respond to email from Alex Paterson's counsel and to advising of meeting with Alex and D. Weisz on February 4th; Review draft agenda for February 4th meeting with Alex Paterson and D. Weisz and provide comments/revisions to same to D. Weisz; Discuss TD Bank issues with Alex Ilchenko; Telephone call with D. Weisz re HR issue and other items; Telephone call to Tim Dunn re various issues.	1.50	$	825.00
February 4, 2015	AAI	Meeting with D. Weisz and B. Sachdeva regarding status of TD information requests.	0.50	$	275.00
	BHS	Meeting with D. Weisz and Alex Paterson to discuss operational issues, staffing, repairs required, tenants and items of concern over the next 60 days (ie summer and fall hockey league communications and sign up); Meeting with Alex Ilchenko and D. Weisz re TD Bank issues and next actions; Meeting with D. Weisz re various outstanding receivership	2.10	$	1,155.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

February 4, 2015		issues.			
February 5, 2015	RHM	Call from B. Wong; review lease and call to B. Wong.	0.70	$	360.50
February 5, 2015	JPE	Review and finalize transcript of interview of Katherine Hillen arising out of harassment complaint investigation. E-mail to Katherine Hillen seeking confirmation of accuracy of transcript history and connection with co-worker Christina Motruk.	0.70	$	252.00
February 5, 2015	BHS	Review email from D. Weisz setting out detailed list of all outstanding issues that TD Bank has failed to respond to; Telephone call with Alex Ilchenko re strategy to push TD Bank to address outstanding issues and the paper trail required on this issue; Telephone call from Tim Dunn to discus recent developments and his advice that DUCA intends to seek a meeting with Danny Weisz.	0.50	$	275.00
February 6, 2015	AAI	Preparing information request to counsel for TD Bank for outstanding documentation; reviewing October 28 Order of Penny, J; reviewing prior documentation requests sent by Receiver; reviewing bank drafts and deposit slips; preparing email to D. Weisz.	2.30	$	1,265.00
February 6, 2015	JPE	E-mail to Katherine Hillen seeking update on status of review of investigation meeting transcript and contact information for Christina Motruk.	0.30	$	108.00
February 6, 2015	BHS	Exchange of emails with Tim Dunn; Telephone call with the Receiver re proposed meeting with DUCA and reporting back to Tim Dunn on same; Review email from D. Weisz re payment of accounts by BDC and forward same to D. Weisz.	0.50	$	275.00
February 11, 2015	AAI	Discussing with D. Weisz further banking documentation required by Receiver from TD; revising correspondence to counsel for TD.	0.90	$	495.00
February 11, 2015	RHM	Call to architect; brief call to D. Weisz.	0.30	$	154.50
	JPE	E-mail to Christina Motruk regarding setting up time to discuss allegations of harassment in	0.10	$	36.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

February 11, 2015		relation to Katherine Hillen.			
February 11, 2015	BHS	Review invoice form Devry Smith re advice to Alex Paterson and provide advice to Receiver re same; Review email from D. Weisz re emergency stairwell issue at the Pavilion; Review email from Alex Paterson to TD Bank re details of outstanding items/information required from TD Bank; Review emails between the Receiver and Colliers.	0.40	$	220.00
February 12, 2015	JPE	E-mails from and to and telephone discussion with Christina Motruk regarding comments allegedly attributed to Alex Patterson. E-mail to Paterson lawyer seeking interview appointment with Alex Paterson.	0.80	$	288.00
February 12, 2015	BHS	Emails and discussions with the Receiver regarding various operational issues and ongoing reporting sought from TD Bank.	0.40	$	220.00
February 16, 2015	BHS	Review email from counsel for the Plaintiff in Altman v Pavilion Sports Club et al and reply to same granting leave to continue the litigation against Pavilion.	0.20	$	110.00
February 16, 2015	BHS	Telephone call with D. Weisz re various issues.	0.20	$	110.00
February 17, 2015	BHS	Review operational emails from D. Weisz to persons at the Pavilion Facility; Telephone call with D. Weisz to discuss various operational items, proposed meeting with DUCA and HR issue.	0.40	$	220.00
February 18, 2015	BHS	Review emails and raft documents provided by D. Weisz including income statement for the Pavilion and a statement of cash position of the Receiver and telephone call with D. Weisz to discuss same; Discussion with Tim Dunn re proposed meeting; Meeting with Jeffrey Percival re HR issue; Review of revised draft of the Receiver's 2nd Report and provide comments to client.	1.20	$	660.00
February 19, 2015	RHM	Review offer; email to client with memo on important amendments to the offer.	2.10	$	1,081.50
	BHS	Telephone calls and emails with Tim Dunn	2.30	$	1,265.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

February 19, 2015		and D. Weisz re proposed meeting with DUCA and the Receiver's draft Second Report to the Court; Emails and telephone call with Daniel Shapira re intended offer from his client and discussions with Tim Dunn and the Receiver regarding same; Telephone call with D. Weisz re TD Bank issues and lack of response from TD to Alex Ilchenko's correspondence; Exchange of emails with Daniel Shapira re go forward process with his client having delivered an offer and draft APS; Discuss HR issue with Jeffery Percival; Emails to D. Weisz and Tim Dunn providing copy of Offer and draft APS for their review; Discussion with Ray Mikkola re Offer and Draft APS from Shapira's client; Review email from Ray Mikkola with his high level comments on the Offer and the draft APS; Review of Offer and draft APS from Shapirs'a client and consider comments to be raised with the Receiver.			
February 20, 2015	AAI	Reviewing emails from counsel for Centent regarding completion of rebate application; obtaining instructions from Receiver; preparing response to counsel for Centent.	0.30	$	165.00
February 20, 2015	RHM	Call with D. Weisz regarding comments on offer from Kartelle; memo to D. Weisz.	1.80	$	927.00
February 20, 2015	BHS	Discussions with Ray Mikkola, Tim Dunn and Ray Mikkola re new Offer for the Pavilion throughout the day; Conference call with D. Weisz and Ray Mikkola to discuss the new Offer to purchase and review of email prepared by Ray Mikkola re issues and proposed revisions to the APS; Telephone call with Daniel Shapira.	1.50	$	825.00
February 23, 2015	RHM	Call from D. Weisz; obtain form for rebate tax application; email question from D. Weisz regarding effect on rebate of tax arrears; review regulation; email to D. Weisz.	0.60	$	309.00
	BHS	Emails and discussions with D. Weisz re operational issues, revisions to the Kartelle APS and outstanding issues with the most	1.20	$	660.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

February 23, 2015		recent draft of the APS; Discussions with Ray Mikkola re ongoing negotiations with Daniel Shapira and revisions to the draft APS; Telephone call with Tim Dunn.		
February 24, 2015	RHM	Email from T. Dunn; email from receiver regarding comments on next draft, and respond; prepare revised offer; email to T. Dunn and others, and review agreement.	3.70	$ 1,905.50
February 24, 2015	BHS	Telephone call with D. Weisz re various matters including employees, TD Bank and status of negotiations between DUCA and the potential purchaser.	0.30	$ 165.00
February 24, 2015	BHS	Review email from Colliers re expiry of the listing agreement; Telephone call with Ministry of Labour representative and settlement of claim by former employee.	0.40	$ 220.00
February 25, 2015	RHM	Meeting with D. Weisz to review latest draft of agreement, rent roll, and call to T. Dunn; email from T. Dunn regarding additional amendments to the purchase agreement; call to purchaser's lawyer (left message); call with insurer; amend purchase agreement; email to T. Dunn and D. Weisz enclosing revised purchase agreement as instructed; emails to and from purchaser's lawyer regarding amendments and status of draft; email from T. Dunn regarding amendment to rent roll; email to T. Dunn; email to D. Weisz.	4.80	$ 2,472.00
February 25, 2015	SPO	Reviewed Agreement of Purchase and Sale; Met with R. Mikkola to discuss same.	0.50	$ 105.00
February 25, 2015	BHS	Discussions with Ray Mikkola re draft APS from Kartelle; Emails with D. Weisz.	0.40	$ 220.00
	RHM	Email from T. Dunn regarding APS in final form for delivery to purchaser's lawyer; email to purchaser's lawyer and follow on call (left message); email from D. Weisz setting out alleged error in rent roll; email from D. Weisz enclosing lease, and review; call from D. Weisz to discuss proper rent amount for a tenancy; email to T. Dunn; email from T. Dunn; call from purchaser's lawyer advising	2.40	$ 1,236.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

February 26, 2015		that several "open issues" will result in no sign back until they are discussed; email to client to advise; call to purchaser's lawyer (left message).			
February 26, 2015	RHM	Late evening call from purchaser's lawyer regarding "open issues"; review purchase agreement; prepare memo to client; call with T. Dunn regarding possible areas of accommodation; brief call from D. Weisz.	1.90	$	978.50
February 26, 2015	JPE	E-mail to and from Alex Paterson counsel regarding particulars of harassment allegations and proposed discussion regarding same.	0.60	$	216.00
February 26, 2015	BHS	Review revised form of APS and discussions with Ray Mikkola and D. Weisz regarding same; Discussion with Jeffrey Percival re HR issue; Discussion with Alex Ilchenko re productions from TD Bank.	0.80	$	440.00
February 27, 2015	AAI	Reviewing correspondence received from TD Bank regarding missing documentation.	0.20	$	110.00
February 27, 2015	RHM	Email from T. Dunn regarding availability of his client to review the open issues and timing; call with Dan Shapira and Tim Dunn regarding settlement of business terms between the clients; prepare lengthy email to D. Shapira and T. Dunn; email from T. Shapira confirming purchase provisions to be incorporated into the agreement; revise agreement; email from D. Shapira regarding new issues relating to termination of employees.	3.80	$	1,957.00
February 27, 2015	BHS	Discussions with Ray Mikkola and D. Weisz and emails with same regarding ongoing negotiations with counsel for purchaser and further revisions to the draft APS; Review emails from Tim Dunn and counsel for the proposed purchaser.	1.30	$	715.00
February 28, 2015	RHM	Review revised offer and note areas to amend further; consider employee issues and termination as raised by purchaser; email from receiver.	1.80	$	927.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

TOTAL FEES				$ 26,082.50
		Fee Reduction		**-1,132.50**
OUR FEE (subject to HST)				**$ 24,950.00**

FEE SUMMARY

Initials	**Name**	**Hours**	**Billing Rate**	**Amount**
AAI	Alex Ilchenko	5.10	$ 550.00	$ 2,805.00
RHM	Ray Mikkola	23.90	$ 515.00	$ 12,308.50
JPE	Jeffrey Percival	3.90	$ 360.00	$ 1,404.00
SPO	Steven Pordage	0.50	$ 210.00	$ 105.00
BHS	Bobby H. Sachdeva	17.20	$ 550.00	$ 9,460.00

DISBURSEMENTS (**subject to HST)

Photocopies/Printing**	$	24.00	
Total Disbursements			**$ 24.00**

Total HST on Fees and Disbursements	$ 3,246.62
Total Fees, Disbursements and HST	**$ 28,220.62**

THIS IS OUR ACCOUNT HEREIN
PALLETT VALO LLP

Per: Bobby H. Sachdeva

Payment due upon receipt

Visa and Mastercard are accepted

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

Your Authority For:

Business Law • Commercial Litigation • Commercial Real Estate
Construction • Insolvency & Corporate Restructuring
Employment & Labour • Wills, Estates & Trusts

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

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

File No.: 50889-72190
Statement No.: 162625
February 28, 2015
Bobby H. Sachdeva

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TOTAL THIS INVOICE:

Total fee	$	24,950.00
Total disbursements	$	24.00
Total fee and disbursement	$	24,974.00
Total HST on Fees and Disbursements	$	3,246.62
TOTAL DUE AND OWING TO PALLETT VALO LLP	$	**28,220.62**

You can use your MASTERCARD or VISA to pay this bill. Simply fill in the information below and return the same to our office.

MasterCard ☐ VISA ☐

Credit Card Number: _____

Expiration Date: _____

Amount: _____

Card Holder Name: _____

Card Holder Signature: _____

Please return completed form by mail or fax to (905) 273-6920. Thank you.

PAYMENT DUE UPON RECEIPT OF INVOICE

E. & O.E.

GST/HST registration no.: R-119447654

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

Your Authority For:
Business Law • Commercial Litigation • Commercial Real Estate
Construction • Insolvency & Corporate Restructuring
Employment & Labour • Wills, Estates & Trusts

FILE NO.: 50889-72190 STATEMENT NO.: 163046
April 15, 2015

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

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TO OUR PROFESSIONAL SERVICES RENDERED ON YOUR BEHALF in connection with the above-noted matter for the period ending March 31, 2015 including the following:

SUMMARY OF ACCOUNT

March 2, 2015	APB	Review employment-related clause from purchase agreement and confer with Ray Mikkola regarding implications of clause.	0.30	$	99.00
March 2, 2015	AAI	Discussing with R. Mikkola revisions to Agreement of Purchase and Sale; call with R. Mikkola and D. Weisz regarding terms of agreement of purchase and sale.	1.20	$	660.00
March 2, 2015	RHM	Amend draft agreement; email from T. Dunn with additional amendments to be incorporated into purchase agreement; engaged with A. Ilchenko; amend agreement; emails to T. Dunn and D. Shapira; additional amendments upon review; prepare enclosures and schedules.	4.30	$	2,214.50
	AAI	Discussing with R. Mikkola provisions of Asset Purchase Agreement regarding employees and independent contractors; email to counsel for Centent regarding identity	0.40	$	220.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

March 3, 2015		of payee of clean energy rebate and amount.			
March 3, 2015	RHM	Emails to and from receiver and T. Dunn; engaged with A. Ilchenko and call from D. Weisz; amend agreement; prepare agreement with updated attachments; email from receiver; email to parties enclosing complete agreement for execution; email from receiver; emails to and from various parties regarding agreement execution and deposit; email to D. Shapira; email from D. Shapira; engaged with A. Ilchenko.	3.20	$	1,648.00
March 4, 2015	RHM	Emails to and from client; email from purchaser regarding no discussion with tenants; emails to and from D. Shapira; call from D. Weisz and email regarding ice rink reservations; review executed agreement by purchaser and send to client; receive deposit cheque and instructions to invest; email to client and others confirming receipt of deposit; call from and email to receiver regarding Vendor's deliveries; prepare critical dates letter.	1.80	$	927.00
March 5, 2015	RHM	Email regarding authorization to release municipal records and due diligence; review purchase agreement for parameters of authorization; email to D. Weisz; email from D. Weisz; review signed authorization; email to purchaser.	0.40	$	206.00
March 6, 2015	AAI	Reviewing listing agreement and correspondence from Colliers; discussing dispute with B. Sachdeva.	0.60	$	330.00
March 6, 2015	SPO	Reviewed Direction and Authorization re: off-title searches; Reviewed Agreement of Purchase and Sale; Instructions to clerk re: critical dates.	1.40	$	294.00
	BHS	Review email from Alex Paterson re cancellation of GTHL plans for 2015 hockey league; Review email from Colliers re Purchasers;, review of the Colliers Listing Agreement and prepare a response to Colliers for D. Weisz to consider; Telephone call with Tim Dunn to discuss DUCA's next	1.00	$	550.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

March 6, 2015		actions and to report on various activity and issues at the Pavilion; Discussions with Alex Paterson.			
March 9, 2015	TMH	Discussion with S. Pordage regarding critical dates; diarize critical dates.	0.50	$	100.00
March 9, 2015	AAI	Discussing with D. Weisz correspondence received from Duca.	0.80	$	440.00
March 9, 2015	AAI	Discussing with R. Mikkola purchase agreement documents and due diligence period requirements.	0.30	$	165.00
March 9, 2015	AAI	Call with D. Weisz regarding Pavilion Ice Sports Inc. contracts; reviewing draft agreements and waivers and providing comments.	0.40	$	220.00
March 9, 2015	RHM	Review proposed letter to purchaser regarding section 7 deliveries; review purchase agreement; call to Vendor; email from Vendor regarding any answer from Duca regarding ice contract execution in view of closing; email to vendor; call to solicitor for Duca as instructed; review letter from Duca regarding substitution of receiver; engaged briefly with A. Ilchenko regarding any closing issues with new receiver in view of substitution possibility.	2.20	$	1,133.00
March 9, 2015	SPO	Reviewed Critical Dates Letter and Deliveries Chart; Email to D. Weisz re: deliveries; Met with R. Mikkola to discuss same.	1.40	$	294.00
March 10, 2015	AAI	Discussing with D. Weisz correspondence sent by Duca.	0.50	$	275.00
March 10, 2015	RHM	Email to client setting out proposed revisions to section 7 deliveries letter; call from client to discuss; email to lawyer for DUCA regarding ice time bookings.	0.80	$	412.00
March 10, 2015	SPO	Call to B. Weisz and B. Wong re: deliverables.	0.30	$	63.00
	BHS	Review draft of email from D. Weisz to Colliers and provide revisions to same; Review letter from DUCA to Collins Barrow and consider next actions; Discussion with	0.40	$	220.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

March 10, 2015		D.Weisz.			
March 11, 2015	AAI	Discussing with R. Mikkola revisions to Ice facility rental agreements and plumbing issues.	0.40	$	220.00
March 11, 2015	AAI	Discussing with counsel for Duca request for scheduling of motion; call with B. Sachdeva regarding requested schedule; call with D. Weisz.	0.90	$	495.00
March 11, 2015	AAI	Call with D. Weisz regarding outstanding document requests by Receiver to TD Bank.	0.30	$	165.00
March 11, 2015	RHM	Call from D. Weisz; call from T. Dunn; email from D. Weisz regarding water; call to T. Dunn regarding ice contracts; engaged briefly with A. Ilchenko regarding contracts and authority and effect of using debtors' standard forms.	0.70	$	360.50
March 11, 2015	BHS	Review emails re water damage at the Pavilion facility.	0.10	$	55.00
March 12, 2015	AAI	Email from and to counsel for Centent regarding rebate payment information.	0.20	$	110.00
March 12, 2015	RHM	Call to T. Dunn regarding ice contracts and water; call with D. Weisz; email from D. Weisz regarding outcome of damage assessment due to water.	0.70	$	360.50
March 12, 2015	BHS	Telephone call with Alex Ilchenko to be apprised of his discussion with Tim Dunn and Tim Dunn seeking to schedule a 9:30 appointment for April 1; Telephone call to Tim Dunn to discuss DUCA's letter to the Receiver and various options on how things can play out but that it is too early to schedule a 9:30 appointment; Reporting telephone call to D Weisz and to discussing strategy on how to respond to DUCA's approach.	0.80	$	440.00
March 13, 2015	AAI	Email from D. Weisz regarding outstanding TD Bank information requests; call to counsel for TD Bank.	0.20	$	110.00
	AAI	Discussing with D. Weisz further account information required from TD; Preparing email to counsel for TD requesting account information; discussing with B. Sachdeva	0.80	$	440.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

March 16, 2015		discussions with counsel for Duca.			
March 16, 2015	AAI	Reviewing correspondence from A. Paterson regarding revisions to Ice contracts; call with D. Weisz regarding revisions.	0.30	$	165.00
March 17, 2015	AAI	Reporting to B. Sachdeva status of TD document production.	0.60	$	330.00
March 17, 2015	BHS	Review file and consider options and strategy in preparation for meeting with Daniel Weisz and Brain Tannenbaum.	0.80	$	440.00
March 18, 2015	AAI	Call with B. Sachdeva, D. Weisz and B. Tannenbaum regarding status update; emails to and from B. Sachdeva regarding preparation of Receiver's Report; research regarding exhibits to Receivers Report.	2.50	$	1,375.00
March 18, 2015	BHS	Attended meeting at the offices of Collins Barrow with Danny Weisz and Brian Tannenbaum to discuss various receivership issues including letter from DUCA directly to the Receiver, Colliers, sales process and other items; Review draft of letter from DWeisz to DUCA and provide comments/revisions.	1.60	$	880.00
March 18, 2015	BHS	Telephone call to Tim Dunn to discuss Collins Barrow's intended response to DUCA's letter of March 9, 2015; Discussion with Angus Hutchinson.	0.50	$	275.00
March 19, 2015	AAI	Emails to and from B. Sachdeva regarding Report of the Receiver.	0.20	$	110.00
March 19, 2015	AAI	Reviewing emails from D. Weisz regarding revisions to Ice Rink contracts.	0.10	$	55.00
March 19, 2015	BHS	Conference call with Tim Dunn and Catherine Francis re plan for moving forward with the Receivership.	0.50	$	275.00
March 19, 2015	BHS	Telephone call with D. Weisz to discuss revisions to letter to DUCA; Review of revised letter as delivered to DUCA; Telephone call from D. Weisz to discuss conference call with Catherine Francis and Tim Dunn.	0.50	$	275.00
	SPO	Email correspondence with J. Cerelli re:	0.20	$	42.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

March 20, 2015		critical dates letter.			
March 20, 2015	BHS	Telephone calls and emails with D. Weisz regarding various items including the Receiver's dockets, issues at the facility and information sought by the Purchasers through DUCA; Draft, review and revise email to Tim Dunn re DUCA's involvement at the facility and in the Receivership; Exchange of emails with Tim Dunn.	0.80	$	440.00
March 23, 2015	BHS	Exchange of emails with Alex Paterson; Review emails from D Weisz re operational issues.	0.20	$	110.00
March 23, 2015	BHS	Telephone call with Tim Dunn re Colliers and how the current intended purchaser came to DUCA; Review email from Tim Dunn setting out how the intended purchaser came to DUCA.	0.20	$	110.00
March 24, 2015	AAI	Call with D. Weisz regarding terms of Ice Rink contracts; discussing with B. Sachdeva discharge of Receiver.	0.80	$	440.00
March 24, 2015	AAI	Discussing with B. Sachdeva Receivers report; research regarding Receivers report.	0.80	$	440.00
March 24, 2015	BHS	Review letter from Colliers and discuss same and response with D Weisz; Telephone call with Tim Dunn to discuss Colliers letter re commissions and agree to forward Colliers' enquiries to Tim.	0.30	$	165.00
March 24, 2015	BHS	Telephone call from Angus Hutchinson of BDC re letter from Colliers.	0.10	$	55.00
March 24, 2015	BHS	Telephone call from Tim Dunn re DUCA's proposal to substitute the Receiver and then address the Receivers fees and disbursements down the road followed by an email from Tim Dunn setting out the same proposal and discussing same with D Weisz and to receipt of instructions.	0.30	$	165.00
March 25, 2015	AAI	Discussing with B. Sachdeva and student research regarding discharge of receiver; reveiwing and discussing research with B. Sachdeva.	1.10	$	605.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

March 25, 2015	RHM	Call from D. Weisz regarding duty to deliver certain documents under purchase agreement; review agreement; call to client; email to client.	0.90	$ 463.50
March 26, 2015	AAI	Reviewing documents from Powerstream regarding rebate; call with D. Weisz; emails from and to counsel for Centent.	0.30	$ 165.00
March 26, 2015	RHM	Call from D. Weisz regarding questions respecting property tax allocation to tenants and allocation of insurance expenses; brief review of purchase agreement.	0.40	$ 206.00
March 27, 2015	BHS	Review draft of letter from Collins Barrow to Colliers and provide comments and revisions.	0.20	$ 110.00
March 30, 2015	AAI	Emails from and to D. Weisz regarding response from TD counsel regarding outstanding requests.	0.20	$ 110.00
March 31, 2015	AAI	Reviewing correspondence regarding demand for personal information from former employee and order of Master Hawkins.	0.20	$ 110.00
March 31, 2015	RHM	Email from D. Weisz regarding additional information request; call to Bobby Sachdeva.	0.30	$ 154.50

TOTAL FEES $ 21,297.50

Fee Reduction **-1,940.50**

OUR FEE (subject to HST) **$ 19,357.00**

FEE SUMMARY

Initials	Name	Hours	Billing Rate	Amount
APB	Andy Balaura	0.30	$ 330.00	$ 99.00
TMH	Teresa Hancock	0.50	$ 200.00	$ 100.00
AAI	Alex Ilchenko	14.10	$ 550.00	$ 7,755.00
RHM	Ray Mikkola	15.70	$ 515.00	$ 8,085.50
SPO	Steven Pordage	3.30	$ 210.00	$ 693.00
BHS	Bobby H. Sachdeva	8.30	$ 550.00	$ 4,565.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

DISBURSEMENTS (**subject to HST)

Photocopies/Printing**	$	120.75		
Parking**	$	11.28		
Total Disbursements			**$**	**132.03**

Total HST on Fees and Disbursements	$	2,533.57
Total Fees, Disbursements and HST	**$**	**22,022.60**

THIS IS OUR ACCOUNT HEREIN
PALLETT VALO LLP

Per: Bobby H. Sachdeva

Payment due upon receipt

Visa and Mastercard are accepted

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

Your Authority For:

Business Law • Commercial Litigation • Commercial Real Estate
Construction • Insolvency & Corporate Restructuring
Employment & Labour • Wills, Estates & Trusts

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

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

File No.: 50889-72190
Statement No.: 163046
March 31, 2015
Bobby H. Sachdeva

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TOTAL THIS INVOICE:

Total fee	$	19,357.00
Total disbursements	$	132.03
Total fee and disbursement	$	19,489.03
Total HST on Fees and Disbursements	$	2,533.57
TOTAL DUE AND OWING TO PALLETT VALO LLP	**$**	**22,022.60**

You can use your MASTERCARD or VISA to pay this bill. Simply fill in the information below and return the same to our office.

MasterCard ☐ VISA ☐

Credit Card Number: _____

Expiration Date: _____

Amount: _____

Card Holder Name: _____

Card Holder Signature: _____

Please return completed form by mail or fax to (905) 273-6920. Thank you.

PAYMENT DUE UPON RECEIPT OF INVOICE

E. & O.E.

GST/HST registration no.: R-119447654

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

FILE NO.: 50889-72190
May 15, 2015

STATEMENT NO.: 163542

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

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TO OUR PROFESSIONAL SERVICES RENDERED ON YOUR BEHALF in connection with the above-noted matter for the period ending April 17, 2015 including the following:

SUMMARY OF ACCOUNT

April 1, 2015	AAI	Call with D. Weisz regarding status of TD information requests; discussing requests with B. Sachdeva.	0.30	$	165.00
April 1, 2015	RHM	Email from purchaser regarding critical dates; engaged with B. Sachdeva.	0.40	$	206.00
April 1, 2015	SPO	Reviewed Agreement of Purchase and Sale; Email to J. Cerelli re: survey.	0.30	$	63.00
April 1, 2015	BHS	Emails with Catherine Francis re 9:30 am appointment Request Form and dispute over same; Telephone call with Daniel Weisz to discuss the 9:30am Commercial Court appointment scheduled for April 10th and strategy on dealing with DUCA.	0.40	$	220.00
April 1, 2015	BHS	Telephone call with D. Weisz re issues with the sale and information sought by the potential purchaser and obtained directly from or at the request of DUCA.	0.20	$	110.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

April 6, 2015	AAI	Discussing with B. Sachdeva scheduling of motion by DUCA and issues for Report.	0.20	$	110.00
April 6, 2015	BHS	Review email exchange between the Receiver and DUCA re Everest; Review letters re Bogner ats Maw and copy of Court Order and to providing advice to Brenda to have the Receiver provide the documentation set out in the Court Order.	0.30	$	165.00
April 7, 2015	AAI	Reviewing and revising draft correspondence; discussing correspondence with B. Sachdeva.	0.30	$	165.00
April 8, 2015	AAI	Discussing with B. Sachdeva preparation of report of the Receiver and status of TD production of requested documents.	0.40	$	220.00
April 8, 2015	RHM	Numerous emails from receiver regarding recent correspondence from DUCA; email to and brief discussion with B. Sachdeva; additional emails from D. Weisz; brief review of new offer.	1.20	$	618.00
April 9, 2015	AAI	Reviewing correspondence from counsel for DUCA and draft Notice of Motion, Affidavit and Order for substitution motion; discussing draft materials with B. Sachdeva.	0.80	$	440.00
April 10, 2015	AAI	Reviewing correspondence from B. Sachdeva regarding service list and updating; circulating updated service list to B. Sachdeva.	0.40	$	220.00
April 10, 2015	BHS	Attended at DUCA's 9:30 Commercial Court appointment to schedule motion to remove and substitute the Receiver; Discussions with Tim Dunn, Catherine Francis and D. Weisz following the court attendance re logistics of discharge & substitution and settlement negotiations; Meeting with D. Weisz re strategy; Review file and provide Catherine Francis with Service List for DUCA's motion; Review emails re extension sought by the potential purchaser for the waiver date; Exchange of emails with Tim Dunn.	1.60	$	880.00
April 13, 2015	TMH	Discussion with S. Pordage; update critical dates.	0.20	$	40.00
	AAI	Reviewing Motion Record served by counsel	2.90	$	1,595.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

April 13, 2015		for DUCA; discussing draft report with B. Sachdeva; preparing revised order substituting Receiver.			
April 13, 2015	RHM	Engaged with A. Ilchenko regarding effect of new proposed receiver prior to waiver of conditions and closing.	0.50	$	257.50
April 13, 2015	BHS	Review and respond to emails from D. Weisz re motion to remove and substitute Collins Barrow as the Receiver; Review and respond to enquiries from Tim Dunn after consulting with D. Weisz; Review and respond to email from Angela Pollard; Review of DUCA's full motion record; Consider the draft Order proposed by Catherine Francis and to meeting with Alex Ilchenko to discuss the need for a more detailed and comprehensive Order to protect the interests of Collins Barrow.	1.80	$	990.00
April 14, 2015	AAI	Reviewing Receivership Order and Monitorship Order; preparing revised Receiver Substitution Order; call with D. Weisz; discussing form of Order with B. Sachdeva; reviewing comments on draft order from B. Tanenbaum and D. Weisz.	4.10	$	2,255.00
April 14, 2015	BHS	Email to Catherine Francis re intended draft Order.	0.10	$	55.00
April 15, 2015	AAI	Call with D. Weisz regarding revisions to draft order.	0.20	$	110.00
April 15, 2015	AAI	Reviewing correspondence from B. Sachdeva and D. Weisz and revised draft Receiver Discharge orders; revising order and circulating to B. Sachdeva and D. Weisz; discussing with B. Sachdeva comments received and transition issues with respect to terms of Substitution Order; reviewing correspondence from an to B. Sachdeva and D. Weisz regarding liquor license issue.	1.60	$	880.00
April 15, 2015	BHS	Telephone call from Alex Paterson re various issues at the facility and transition to a new Receiver at week's end.	0.50	$	275.00
	BHS	Draft, review and revise Minutes of	1.20	$	660.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

April 15, 2015		Settlement and Full and Final Release re Jain employment standards matter and forward same to the Receiver and the Employment Standards office in order to complete resolution of the matter.		
April 15, 2015	BHS	Review and revise draft Order re substitution of the Receiver; Review comments from D. Weisz re draft Substitution Order; Telephone call with Alex Ilchenko to discuss draft Substitution Order; Telephone call with D. Weisz to discuss various issues and go through further revisions and issues re the draft Substitution Order; Email to Tim Dunn and Catherine Francis re the draft Substitution Order; Email to Tim Dunn re liquor license issue.	2.00	$ 1,100.00
April 16, 2015	AAI	Call with B. Sachdeva and counsel for DUCA regarding revisions to draft Order; reviewing revisions made to draft order made by counsel for DUCA with D. Weisz and B. Sachdeva; revising order and circulating; calls with D. Weisz regarding further revisions to draft Order.	5.80	$ 3,190.00
April 16, 2015	JPE	E-mails from and to and telephone discussion with Danny Weisz regarding proposed termination issues and additional information required to advise on proposed termination. Draft and review reporting letter e-mail related to workplace harassment complaint investigation.	3.20	$ 1,152.00
April 16, 2015	BHS	Conference call with Tim Dunn, Catherine Francis and Alex Ilchenko re draft Substitution Order and discussing revisions to same as well as issues to be followed up with; Emails to D. Weisz re: draft order.	1.40	$ 770.00
	BHS	Review and revisions to multiple drafts of the Substitution Order as prepared by Alex Ilchenko; Emails and telephone calls with D. Weisz throughout the day addressing transitional issues including transfer of contracts, liquor license issue, insurance policies, documents sought by the new	2.70	$ 1,485.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

April 16, 2015		Receiver and numerous other matters; Emails and discussions with with Alex Paterson, Jeff Percival and D2.3 Weisz re HR issue and the Pavilion and possible termination; Telephone calls and emails with Tim Dunn and Catherine Francis throughout the day re various transitional issues and items to be addressed in the draft Order including insurance and liquor license issues.		
April 17, 2015	AAI	Calls with D. Weisz, B. Sachdeva regarding further revisions to draft Order; revising draft Order and circulating to counsel for DUCA; discussing revisions with counsel for DUCA .	1.60	$ 880.00
April 17, 2015	JPE	Final review and revise reporting e-mail to client regarding workplace harassment investigation prior to delivery of same.	0.40	$ 144.00
April 17, 2015	BHS	Review most recent revised form of draft Order and discuss same and further revisions with Alex Ilchenko; Emails with Catherine Francis prior to attendance at Court; Telephone call with D. Weisz prior to attendance at Court; Attended on the return of DUCA's motion in Commercial for Court for the removal of Collins Barrow as the Receiver and substitution with Angela Pollard; Meeting with D. Weisz to discuss transition issues as well as moving toward a formal discharge hearing and the approval of the fees of Collins Barrow; Telephone call from Dom Magisano re DUCA motion; Discussion with Ray Mikkola re transition to new Receiver and items to be addressed with the potential purchaser; Discussions with Alex Ilchenko re transition to the new Receiver.	3.50	$ 1,925.00
TOTAL FEES				$ 21,345.50
OUR FEE (subject to HST)				**$ 21,345.50**

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

FEE SUMMARY

Initials	Name	Hours	Billing Rate	Amount
TMH	Teresa Hancock	0.20	$ 200.00	$ 40.00
AAI	Alex Ilchenko	18.60	$ 550.00	$ 10,230.00
RHM	Ray Mikkola	2.10	$ 515.00	$ 1,081.50
JPE	Jeffrey Percival	3.60	$ 360.00	$ 1,296.00
SPO	Steven Pordage	0.30	$ 210.00	$ 63.00
BHS	Bobby H. Sachdeva	15.70	$ 550.00	$ 8,635.00
Total HST on Fees and Disbursements				$ 2,774.92
Total Fees, Disbursements and HST				**$ 24,120.42**

THIS IS OUR ACCOUNT HEREIN
PALLETT VALO LLP

Per: Bobby H. Sachdeva

Payment due upon receipt

Visa and Mastercard are accepted

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

Your Authority For:

Business Law • Commercial Litigation • Commercial Real Estate
Construction • Insolvency & Corporate Restructuring
Employment & Labour • Wills, Estates & Trusts

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

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

File No.: 50889-72190
Statement No.: 163542
April 17, 2015
Bobby H. Sachdeva

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TOTAL THIS INVOICE:

Total fee	$	21,345.50
Total disbursements	$	0.00
Total fee and disbursement	$	21,345.50
Total HST on Fees and Disbursements	$	2,774.92
TOTAL DUE AND OWING TO PALLETT VALO LLP	$	**24,120.42**

You can use your MASTERCARD or VISA to pay this bill. Simply fill in the information below and return the same to our office.

MasterCard ☐ VISA ☐

Credit Card Number: _____

Expiration Date: _____

Amount: _____

Card Holder Name: _____

Card Holder Signature: _____

Please return completed form by mail or fax to (905) 273-6920. Thank you.

PAYMENT DUE UPON RECEIPT OF INVOICE

E. & O.E.

GST/HST registration no.: R-119447654

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

Your Authority For:
Business Law • Commercial Litigation • Commercial Real Estate
Construction • Insolvency & Corporate Restructuring
Employment & Labour • Wills, Estates & Trusts

FILE NO.: 50889-72190 STATEMENT NO.: 164496
June 26, 2015

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

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TO OUR PROFESSIONAL SERVICES RENDERED ON YOUR BEHALF in connection with the above-noted matter for the period ending June 19, 2015 including the following:

SUMMARY OF ACCOUNT

March 24, 2015	SPO	Reviewed critical dates; Email correspondence with J. Cerrelli re: same.	0.30	$	63.00
April 10, 2015	SPO	Email correspondence with J. Cerelli re: extension of condition date; Reviewed Agreement of Purchase and Sale; Drafted Amendment Agreement.	0.90	$	189.00
April 14, 2015	SPO	Email correspondence with D. Shapira re: amendment agreement.	0.10	$	21.00
April 15, 2015	SPO	Reviewed amendment agreement.	0.10	$	21.00
April 20, 2015	AAI	Reviewing documentation regarding TD documentation order and preparing transitional memorandum to substituted Receiver.	2.10	$	1,155.00
April 20, 2015	AAI	Call with D. Weisz regarding Centent Rebate payment and transitional issues.	0.30	$	165.00
	AAI	Discussing with R. Mikkola terms of order of Conway, J. and transfer of deposit from	0.20	$	110.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

April 20, 2015		purchaser.			
April 20, 2015	RHM	Email regarding transferring deposit monies and documents to new receiver; engaged with A. Ilchenko; email from purchaser's lawyer regarding amendment of assignment deadline; consider required documents; call to client; call from client; call to T. Dunn (left message).	0.90	$	463.50
April 20, 2015	SPO	Prepared letter to Devry Smith Frank LLP re: delivery of documents; Met with R. Mikkola to discuss same; Email from J. Cerelli re: Assignment Agreement.	0.80	$	168.00
April 20, 2015	BHS	Emails to Angela Pollard and Kelli Preston re transitional issues; Discussion with Ray Mikkola re transfer of $500K deposit; Review emails re Collins Barrow.	0.70	$	385.00
April 21, 2015	RHM	Calls to and from new solicitor for Vendor as appointed receiver; review and revise direction; emails from solicitor for court appointed receiver; call with K. Preston regarding required documents for delivery; call to D. Shapira (left message); call to K. Preston regarding identity of new receiver for direction; call from lawyer for purchaser regarding delivery of trust funds to new solicitor and requirement for direction; call from D. Shapira regarding additional extension for conditional period required to settle new financing between purchaser and DUCA, and email from D. Shapira regarding extension required due to open building permits.	1.80	$	927.00
April 21, 2015	SPO	Met with R. Mikkola re: transfer of file; Correspondence with K. Preston and D. Shapira re: same; Amended Direction.	0.70	$	147.00
April 22, 2015	TMH	Memo to accounting to collapse investment account.	0.20	$	40.00
April 22, 2015	SPO	Email correspondence with K. Preston re: Direction.	0.20	$	42.00
	BHS	Emails and telephone calls with Collins Barrow re transitional issues; Review and comment on email from DWeisz to Angela	0.50	$	275.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

April 22, 2015		Pollard.			
April 24, 2015	AAI	Email from D. Weisz; Call with D. Weisz regarding receipt of Powerstream Cheque and instructions on dispersal.	0.40	$	220.00
April 24, 2015	SPO	Email to D. Shapira re: executed Direction.	0.10	$	21.00
April 24, 2015	BHS	Review emails from Tim Dunn and Kelli Preston re Liquor License.	0.10	$	55.00
April 27, 2015	AAI	Reviewing correspondence received from counsel for Centent; email to D. Weisz.	0.30	$	165.00
April 28, 2015	TMH	Instructions from S. Pordage; email to K. Preston for further wiring information; prepare wire instructions.	0.30	$	60.00
April 28, 2015	AAI	Reviewing emails from counsel for Substituted Trustee regarding Centent issue; call with counsel for Centent; reporting to D. Weisz.	1.20	$	660.00
April 28, 2015	SPO	Email to correspondence with D. Shapira and K. Preston re: transfer of documents; Instructions to clerk re: same.	0.20	$	42.00
April 30, 2015	AAI	Emails from and to counsel for Substituted receiver regarding Content settlement; emails to and from D. Weisz; call to counsel for Substituted Receiver; call with D. Weisz regarding final Report of receiver; reviewing draft report sections and revising.	1.10	$	605.00
April 30, 2015	BHS	Telephone call with D. Weisz re Receiver's report.	0.20	$	110.00
May 1, 2015	AAI	Revising draft final report; calls with D. Weisz regarding preparation of report.	3.80	$	2,090.00
May 8, 2015	AAI	Discussing Report with D. Weisz.	0.20	$	110.00
May 11, 2015	AAI	Discussing draft report with B. Sachdeva; reviewing revised draft report; call to counsel for substituted Receiver.	0.70	$	385.00
May 12, 2015	AAI	Email from D. Weisz and B. Sachdeva; preparing draft confidential supplement to the Final report and circulating to D. Weisz and B. Sachdeva for comments.	1.90	$	1,045.00
	BHS	Review and revise Report of Collins Barrow; Telephone calls and emails with D Weisz re	2.30	$	1,265.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

May 12, 2015		draft Receiver's Report and revisions to same; Review draft Fee Affidavit.			
May 13, 2015	AAI	Reviewing revisions to draft report and providing comments; discussing with B. Sachdeva fee affidavits to be prepared.	0.40	$	220.00
May 13, 2015	BHS	Revisions to the draft Receiver's report; Locate and include exhibits in the Report; Telephone call with D Weisz to discuss the draft report.	0.70	$	385.00
May 14, 2015	AAI	Call with B. Sachdeva and D. Weisz regarding final report of the Receiver; revising final report.	1.10	$	605.00
May 15, 2015	SGA	Received instructions from A. Ilchencko; drafted and prepared the Monitor's Fee Affidavit and the Receiver's Fee Affidavit.	4.00	$	440.00
May 15, 2015	AAI	Meeting with D. Weisz; revising Final Report of the Monitor and fee affidavits of D. Weisz and J. Russo; assembling exhibits; revising Final Report of the Receiver, Supplement to Final Report, and fee affidavits of J. Russo and D. Weisz in Receivership; meeting with B. Sachdeva and J. Russo regarding reports and affidavits; preparing reports for service.	5.80	$	3,190.00
May 15, 2015	AAI	Preparing reports and appendices and revising reports.	0.60	$	330.00
May 15, 2015	BHS	Meetings with D Weisz and Alex Ilchenko to review draft Final Report, locate additional exhibits and finalize the Report for delivery to Minden Gross; Exchange of emails with Tim Dunn and Catherine Francis re timing for expected delivery of the Receiver's Final Report.	1.10	$	605.00
May 19, 2015	AAI	Preparing Reports of Monitor and Receiver and appendices; preparing letter to counsel for DUCA; discussing with B. Sachdeva redaction of fee affidavits.	0.90	$	495.00
May 20, 2015	AAI	Letter to D. Weisz regarding Reports and fee affidavits.	0.20	$	110.00
	BHS	Review of the Receiver's motion record for the sale approval and vesting order re the	0.60	$	330.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

June 1, 2015		Pavilion facility; Emails with D Weisz and the assistant to Kelli Preston re service of the Receiver's motion record on Collins Barrow.		
June 16, 2015	BHS	Telephone call with Tim Dunn re logistics of DUCA's claim re Receiver's fees and the logistics of events leading up to an eventual hearing.	0.30	$ 165.00
TOTAL FEES				$ 17,879.50

OUR FEE (subject to HST) **$ 17,879.50**

FEE SUMMARY

Initials	Name	Hours	Billing Rate	Amount
SGA	Shallon Garrafa	4.00	$ 110.00	$ 440.00
TMH	Teresa Hancock	0.50	$ 200.00	$ 100.00
AAI	Alex Ilchenko	21.20	$ 550.00	$ 11,660.00
RHM	Ray Mikkola	2.70	$ 515.00	$ 1,390.50
SPO	Steven Pordage	3.40	$ 210.00	$ 714.00
BHS	Bobby H. Sachdeva	6.50	$ 550.00	$ 3,575.00

DISBURSEMENTS (**subject to HST)

Transaction Levy Real Estate**	$ 65.00	
Photocopies/Printing**	$ 113.75	
Courier**	$ 10.79	
Postage**	$ 1.65	
Bank Charges**.	$ 30.00	
Total Disbursements		**$ 221.19**

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

Total HST on Fees and Disbursements	$	2,353.09
Total Fees, Disbursements and HST	**$**	**20,453.78**

THIS IS OUR ACCOUNT HEREIN
PALLETT VALO LLP

Per: Bobby H. Sachdeva

Payment due upon receipt

Visa and Mastercard are accepted

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

Your Authority For:

Business Law • Commercial Litigation • Commercial Real Estate
Construction • Insolvency & Corporate Restructuring
Employment & Labour • Wills, Estates & Trusts

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

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

File No.: 50889-72190
Statement No.: 164496
June 19, 2015
Bobby H. Sachdeva

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TOTAL THIS INVOICE:

Total fee	$	17,879.50
Total disbursements	$	221.19
Total fee and disbursement	$	18,100.69
Total HST on Fees and Disbursements	$	2,353.09
TOTAL DUE AND OWING TO PALLETT VALO LLP	**$**	**20,453.78**

You can use your MASTERCARD or VISA to pay this bill. Simply fill in the information below and return the same to our office.

MasterCard ☐ VISA ☐

Credit Card Number: _____

Expiration Date: _____

Amount: _____

Card Holder Name: _____

Card Holder Signature: _____

Please return completed form by mail or fax to (905) 273-6920. Thank you.

PAYMENT DUE UPON RECEIPT OF INVOICE

E. & O.E.

GST/HST registration no.: R-119447654

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

Your Authority For:
Business Law • Commercial Litigation • Commercial Real Estate
Construction • Insolvency & Corporate Restructuring
Employment & Labour • Wills, Estates & Trusts

FILE NO.: 50889-72190 STATEMENT NO.: 167617
November 30, 2015

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

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TO OUR PROFESSIONAL SERVICES RENDERED ON YOUR BEHALF in connection with the above-noted matter for the period ending October 31, 2015 including the following:

SUMMARY OF ACCOUNT

July 16, 2015	BHS	Review file and email to counsel for DUCA re Collins Barrow's intended motion for approval of its fees.	0.20	$	110.00
July 23, 2015	BHS	Review email from Catherine Frances requesting additional time for delivery of DUCA's materials in response to Receiver's discharge and fees motion.	0.10	$	55.00
September 3, 2015	BHS	Review email from counsel for the Receiver re Discharge motion; Telephone call to Kelli Preston; Email to Tim Dunn and Catherine Francis re need to time table event leading up to a hearing for approval of Collins Barrow's fees and disbursements.	0.50	$	275.00
September 17, 2015	BHS	Review lengthy email from DWeisz responding to enquiries from Catherine Francis.	0.40	$	220.00
	BHS	Review Final Report of the Receiver and various other documents in order to respond	0.60	$	330.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

September 21, 2015		to enquiries from Catherine Francis.			
September 22, 2015	BHS	Draft, review and revise email to Catherine Francis responding to her enquiries about documents, accounts and receivables and to setting a deadline for delivery of DUCA's objections to the Receiver's fees and disbursements; Exchange of emails with D.Weisz.	0.50	$	275.00
October 9, 2015	BHS	Email to associate re obtaining dates from Commercial Court office and email to counsel for DUCA re same.	0.20	$	110.00
October 13, 2015	NGA	Receive instructions from W. Jaskiewicz; preparation of email to Joe DiPietro at Commercial Court re: availability of 9:30 am Hearing before Justice Newbould.	0.20	$	22.00
October 13, 2015	WJA	Instructing assistant to obtain available dates for a 9:30 appointment before Justice Newbould to schedule the motion to approve fees and disbursements; Reviewing email correspondence regarding scheduling the motion to approve fees and disbursements.	0.20	$	70.00
October 13, 2015	BHS	Exchange of numerous emails with Catherine Francis re DUCA's challenge to Collins Barrow's fees and disbursements as well as trying to schedule a 9:30 appointment in Commercial Court to address the issues; Instructions to associate re 9:30 appointment.	0.70	$	385.00
October 14, 2015	NGA	Receive instructions from W. Jaskiewicz; preparation of 9:30 am Hearing Request Form re: approval of fees Motion.	0.20	$	22.00
October 14, 2015	WJA	Instructing assistant to contact the commercial court to inquire about the procedure to schedule the motion to approve the fees and disbursements; Telephone conference with Joe at the Commercial Court office to discuss scheduling the 9:30 appointment.	0.20	$	70.00
October 14, 2015	BHS	Arranging for 9:30 appointment including discussions with associate.	0.20	$	110.00
October 18, 2015	BHS	Email to Catherine Francis re October 20th scheduling appointment in Commercial Court.	0.10	$	55.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

October 19, 2015	BHS	Telephone calls with Danny Weisz re settlement negotiations; Review email from client re calculation of settlement number; Telephone call with Tim Dunn re settlement negotiations.	0.50	$	275.00
October 19, 2015	BHS	Review file and in particular emails with Catherine Francis and Tim Dunn in preparing for attendance in 9:30 court to schedule the return of Collins Barrow's motion for the approval of its Fees and Disbursements.	0.50	$	275.00
October 20, 2015	BHS	Attended at 9:30 appointment in Commercial Court before Justice Penney to set schedule for the motion by Collins Barrow to have its Monitor and Receivership Fees approved.	1.50	$	825.00
October 21, 2015	BHS	Email to Angela Pollard; Exchange of emails with Catherine Francis.	0.30	$	165.00
October 23, 2015	BHS	Review Final Report and other documents in preparation for serving and filing the Final Report and Fee Affidavits; Emails with Catherine Francis re logistics.	0.60	$	330.00
October 25, 2015	BHS	Telephone call with Kelli Preston re Collins Barrow motion re fees and disbursements and other issues.	0.20	$	110.00
October 28, 2015	AAI	Reviewing motion materials and fee affidavits to determine information that needs to be redacted from public copy prior to service of Court materials for discharge and passing of accounts of receiver.	1.00	$	550.00
October 28, 2015	BHS	Telephone call with client to report on recent discussion with Angela Pollard's counsel.	0.20	$	110.00
October 29, 2015	SGA	Received instructions from A. Ilchenko; redacted Fee Affidavits.	0.80	$	88.00
October 29, 2015	AAI	Discussing with B. Sachdeva service of materials; arranging for redaction of entries on accounts for Affidavits of J. Russo and D. Weisz; confirming redaction to ensure compliance with order of Penny, J.	0.50	$	275.00
October 30, 2015	AAI	Discussing with B. Sachdeva position of counsel for DUCA on TD order compliance.	0.30	$	165.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

TOTAL FEES	$ 5,277.00
OUR FEE (subject to HST)	**$ 5,277.00**

FEE SUMMARY

Initials	Name	Hours	Billing Rate	Amount
SGA	Shallon Garrafa	0.80	$ 110.00	$ 88.00
NGA	Nadia Gatta	0.40	$ 110.00	$ 44.00
AAI	Alex Ilchenko	1.80	$ 550.00	$ 990.00
WJA	Wojtek Jaskiewicz	0.40	$ 350.00	$ 140.00
BHS	Bobby H. Sachdeva	7.30	$ 550.00	$ 4,015.00

DISBURSEMENTS (**subject to HST)

Photocopies/Printing**	$ 57.25	
Courier**	$ 11.59	
Total Disbursements		**$ 68.84**

Total HST on Fees and Disbursements	$ 694.96
Total Fees, Disbursements and HST	**$ 6,040.80**

THIS IS OUR ACCOUNT HEREIN
PALLETT VALO LLP

Per: Bobby H. Sachdeva

Payment due upon receipt **Visa and Mastercard are accepted**

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

Your Authority For:

Business Law • Commercial Litigation • Commercial Real Estate
Construction • Insolvency & Corporate Restructuring
Employment & Labour • Wills, Estates & Trusts

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

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

File No.: 50889-72190
Statement No.: 167617
October 31, 2015
Bobby H. Sachdeva

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TOTAL THIS INVOICE:

Total fee	$	5,277.00
Total disbursements	$	68.84
Total fee and disbursement	$	5,345.84
Total HST on Fees and Disbursements	$	694.96
TOTAL DUE AND OWING TO PALLETT VALO LLP	**$**	**6,040.80**

You can use your MASTERCARD or VISA to pay this bill. Simply fill in the information below and return the same to our office.

MasterCard ☐ VISA ☐

Credit Card Number: _____

Expiration Date: _____

Amount: _____

Card Holder Name: _____

Card Holder Signature: _____

Please return completed form by mail or fax to (905) 273-6920. Thank you.

PAYMENT DUE UPON RECEIPT OF INVOICE

E. & O.E.

GST/HST registration no.: R-119447654

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

FILE NO.: 50889-72190 STATEMENT NO.: 168357
December 31, 2015

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

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TO OUR PROFESSIONAL SERVICES RENDERED ON YOUR BEHALF in connection with the above-noted matter for the period ending December 31, 2015 including the following:

SUMMARY OF ACCOUNT

October 8, 2015	BHS	Review and revise draft Order and Notice of Motion.	0.60	$	330.00
November 2, 2015	WJA	Drafting the notice of motion and the order approving the fees of Collins Barrow.	2.20	$	770.00
November 2, 2015	BHS	Review and respond to email from client.	0.10	$	55.00
November 3, 2015	WJA	Reviewing the Monitor's and Receiver's reports; Drafting the Notice of Motion.	1.70	$	595.00
November 4, 2015	WJA	Reviewing the final reports of the Receiver and the Monitor; Drafting the Notice of Motion and the Order for the approval of the Monitor's and the Receiver's fees.	4.20	$	1,470.00
November 9, 2015	NGA	Receive instructions from W. Jaskiewicz; preparation of service list; preparation of Motion Record Cover and Index; preparation of email to service list re: Motion Record returnable December 21, 2015.	1.50	$	165.00
	WJA	Finalizing the Notice of Motion and Order for	1.50	$	525.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

November 9, 2015		the motion to approve Collins Barrow's fees and to discharge Collins Barrow; Receipt and review of motion record from the Receiver.			
November 11, 2015	BHS	Email to DUCA's lawyers requesting their Notice of Objections along with certain documents from the Receivers sale of the property; Prepare draft offer to settle and email to client reps with recommendation.	0.30	$	165.00
November 16, 2015	BHS	Draft, review and revise letter to Minden Gross re unilateral reduction of fees by the Receiver; Telephone call with D. Weisz and B. Tannenbaum to discuss strategy and obtain instructions on the unilateral reduction of fees.	0.40	$	220.00
November 17, 2015	BHS	Review, revise and finalize letter to DUCA's lawyers re unilateral fee reduction by the Receiver; Review email from Catherine Francis re late deliver of Notice of Objections.	0.20	$	110.00
November 19, 2015	AAI	Preparing response to request from counsel for Secured Creditor regarding communications with TD regarding documentation produced under order of Penny, J.	0.80	$	440.00
November 20, 2015	AAI	Emails from and to counsel for DUCA and Receiver regarding communications with TD; discussing productions with B. Sachdeva.	0.50	$	275.00
November 20, 2015	BHS	Exchange of emails with Catherine Francis; Emails and discussions with Alex Ilchenko and D. Weisz re TD Bank and documents requested by Catherine Francis.	0.50	$	275.00
	AAI	Emails from and to counsel for DUCA regarding producing communications with TD Bank; reviewing file records and preparing exhibit documents of all communications between TD and PV counsel directly; discussing productions with D. Weisz and B. Sachdeva; preparing email to counsel for DUCA attaching documentation; reviewing documentation provided by D. Weisz regarding communications between CBTL	6.20	$	3,410.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

November 23, 2015		and TD; preparing exhibit documents.			
November 23, 2015	WJA	Email to Joe Di Pietro at the Commercial Court re releasing the Dec 16 motion date.	0.20	$	70.00
November 24, 2015	AAI	Reviewing documentation provided by CBTL regarding communication and preparing documentation in chronological format for presentation to counsel for DUCA; emails from and to C. Francis regarding documentary requests and documentation required for motion by Receiver with TD to obtain information regarding S.Stern deposit information.	3.90	$	2,145.00
November 24, 2015	WJA	Email correspondence with J. DiPietro and C. Francis re adjourning the December 21 motion to approve Collins Barrows' fees.	0.20	$	70.00
November 24, 2015	BHS	Emails and discussion with D. Weisz and Alex Ilchenko and review of emails from Catherine Francis.	1.20	$	660.00
November 25, 2015	AAI	Emails from and to C. Francis regarding communications with TD; reviewing all documentation provided by CBTL regarding communications with TD; preparing email to C. Francis and A. Pollard regarding communications with TD regarding S. Stern bank draft; reporting to B. Sachdeva.	2.60	$	1,430.00
November 25, 2015	BHS	Review of current Receiver's motion record returnable on December 4th.	0.60	$	330.00
November 26, 2015	NGA	Receive instructions from W. Jaskiewicz; preparation of email to Service List re: December 21, 2015 Motion not proceeding.	0.20	$	22.00
November 26, 2015	AAI	Reviewing emails and correspondence from counsel for DUCA regarding documentation requested regarding S. Stern TD Bank draft; calls with D. Weisz regarding information requested; discussing information requested with B. Sachdeva.	1.30	$	715.00
November 26, 2015	BHS	[redacted]	0.80	$	440.00
	AAI	Reviewing urgent request for information relating to communications with TD Bank and	6.80	$	3,740.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

November 27, 2015		documentation produced; preparing responses to questions; reviewing documentation received from TD and correspondence with TD, counsel for DUCA and with Pollard & Associates; calls with D. Weisz and B. Sachdeva; assembling appendices to response.			
November 27, 2015	BHS	Emails and discussion with Alex Ilchenko and D. Weisz re documents and info requested by Catherine Francis and review of draft response prepared by Alex Ilchenko.	1.10	$	605.00
November 28, 2015	AAI	Reviewing emails from B. Sachdeva and D. Weisz; responding regarding information and documentation required for response.	0.50	$	275.00
November 29, 2015	AAI	Calls with D. Weisz and B. Sachdeva regarding further documentation and revisions to response to counsel for DUCA; reviewing correspondence with Pollard and Associates and Kelli Preston, counsel for Receiver; revising response and forwarding to counsel for DUCA.	3.30	$	1,815.00
November 29, 2015	BHS	Review documents and discussion with Alex; Review emails from Catherine Francis and review and revise responding emails.	1.50	$	825.00
November 30, 2015	AAI	Preparing response to further questions and correspondence received from counsel for DUCA; discussing revisions to response with B. Sachdeva and D. Weisz; reviewing further questions received from counsel for DUCA; discussing response with D. Weisz and B. Sachdeva; revising draft response circulated by B. Sachdeva.	2.30	$	1,265.00
December 1, 2015	BHS	Exchange of emails with Catherine Francis; Telephone call with Catherine Franics to discuss planned motions on December 4th and respond to various allegations and questions; Review email from D. Weisz; Discussion with Alex Ilchenko re December 10th motions.	1.00	$	550.00
	BHS	Review email from Catherine Francis re: DUCA's materials filed for December 4th	0.10	$	55.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

December 3, 2015		motion.			
December 4, 2015	BHS	Review email from Catherine Francis reporting on outcome of December 4th Mareva motion and review of email re: TD's position on its responses to requests for information from CBTL.	0.20	$	110.00
December 8, 2015	BHS	Exchange of several emails with Catherine Francis re TD Bank, Druckmann Mareva [redacted]	0.50	$	275.00
December 8, 2015	BHS	Exchange of a number of emails with Catherine Francis re: DUCA dispute with CBLT.	0.20	$	110.00
December 9, 2015	BHS	Telephone call from D. Weisz to discuss strategy and next actions re DUCA's attack on CBTL's fees.	0.20	$	110.00
December 14, 2015	BHS	Exchange of emails with Kelli Preston re Alex Paterson's emails.	0.10	$	55.00
December 19, 2015	BHS	[redacted]	0.20	$	110.00
December 27, 2015	BHS	Review email exchanges with Alex Paterson over the last 10 months requesting copies of Alex Paterson's email records and to preparing a lengthy letter requesting the Manager's email records.	0.50	$	275.00
December 31, 2015	BHS	Review and revise letter to Kelli Preston.	0.10	$	55.00
TOTAL FEES				$	24,917.00
		Fee Reduction			**-2,397.00**
OUR FEE (subject to HST)				**$**	**22,520.00**

FEE SUMMARY

Initials	Name	Hours	Billing Rate	Amount
NGA	Nadia Gatta	1.70	$ 110.00	$ 187.00
AAI	Alex Ilchenko	28.20	$ 550.00	$ 15,510.00
WJA	Wojtek Jaskiewicz	10.00	$ 350.00	$ 3,500.00

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

BHS	Bobby H. Sachdeva	10.40	$ 550.00	$ 5,720.00

DISBURSEMENTS (**subject to HST)

Courier**	$ 194.37	
Photocopies/Printing**	$ 941.50	
Set Down Motion	$ 127.00	
Agents Fee **	$ 30.00	
Postage**	$ 21.45	
Total Disbursements		**$ 1,314.32**

Total HST on Fees and Disbursements	$ 3,081.95
Total Fees, Disbursements and HST	**$ 26,916.27**

THIS IS OUR ACCOUNT HEREIN
PALLETT VALO LLP

Per: Bobby H. Sachdeva

Payment due upon receipt

Visa and Mastercard are accepted

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

Your Authority For:

Business Law • Commercial Litigation • Commercial Real Estate
Construction • Insolvency & Corporate Restructuring
Employment & Labour • Wills, Estates & Trusts

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

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

File No.: 50889-72190
Statement No.: 168357
December 31, 2015
Bobby H. Sachdeva

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TOTAL THIS INVOICE:

Total fee	$	22,520.00
Total disbursements	$	1,314.32
Total fee and disbursement	$	23,834.32
Total HST on Fees and Disbursements	$	3,081.95
TOTAL DUE AND OWING TO PALLETT VALO LLP	**$**	**26,916.27**

You can use your MASTERCARD or VISA to pay this bill. Simply fill in the information below and return the same to our office.

MasterCard ☐ VISA ☐

Credit Card Number: _____

Expiration Date: _____

Amount: _____

Card Holder Name: _____

Card Holder Signature: _____

Please return completed form by mail or fax to (905) 273-6920. Thank you.

PAYMENT DUE UPON RECEIPT OF INVOICE

E. & O.E.

GST/HST registration no.: R-119447654

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

FILE NO.: 50889-72190 STATEMENT NO.: 172648
August 31, 2016

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

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TO OUR PROFESSIONAL SERVICES RENDERED ON YOUR BEHALF in connection with the above-noted matter for the period ending August 29, 2016 including the following:

SUMMARY OF ACCOUNT

January 5, 2016	AAI	Discussing with B. Sachdeva correspondence with TD Bank regarding S. Stern Account; reviewing correspondence and providing to B. Sachdeva.	0.80	$	444.00
January 6, 2016	BHS	Meeting with D. Weisz to prepare for meeting with DUCA's President and its counsel; Meeting at Minden Gross' offices with DUCA's president, Catherine Francis and Tim Dunn to receive their settlement proposal re professional fees; Meeting with D. Weisz to discuss the DUCA proposal.	1.50	$	862.50
	BHS	Review letter from Kelli Preston re production of the Manager's email records and forward same to D. Weisz with an email setting out recommendation re undertaking sought by Kelli Preston in order to release the	0.30	$	172.50

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

January 6, 2016		USB containing Alex Paterson's emails.			
January 7, 2016	AAI	Discussing with B. Sachdeva outcome of meeting with DUCA and further case management process.	0.50	$	277.50
January 10, 2016	BHS	Review email from Catherine Francis and email same to D. Weisz and discuss with D. Weisz; Review issues re Colliers Commission and time lines produced by Minden Gross re sale to the eventual purchasers; Emails with D. Weisz re strategy and next actions; [redacted]	1.00	$	575.00
January 12, 2016	BHS	Emails with Kelli Preston re form of undertaking required to release Alex Paterson's emails to us; Discussions with D. Weisz re same.	0.40	$	230.00
January 13, 2016	BHS	[redacted]	0.80	$	460.00
January 13, 2016	BHS	Telephone call to D. Weisz reporting on call with Alex Paterson.	0.20	$	115.00
January 14, 2016	BHS	[redacted]	0.50	$	287.50
January 14, 2016	BHS	[redacted]	0.40	$	230.00
January 19, 2016	AAI	Call with B. Sachdeva regarding further information received.	0.60	$	333.00
January 19, 2016	BHS	Meeting with potential witness.	2.00	$	1,150.00
January 21, 2016	AAI	Reviewing motion materials served by counsel for Pollard & Assoc and discussing with B. Sachdeva.	0.50	$	277.50
	BHS	[redacted]; Dictate letter to Dunn re information required re meetings between DUCA and Purchaser and preservation of documents; Dictate letter to Dunn re production of	0.50	$	287.50

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

January 26, 2016		documents related to the sale of the Property; [redacted] Dictate letter to Purchaser's counsel re preservation of documents.			
January 26, 2016	BHS	Email to Kelli Preston re BDC and DUCA security opinions.	0.20	$	115.00
January 28, 2016	BHS	Review and revise a number of letters to Minden Gross and one to Kartelle's lawyers; Telephone call with D. Weisz.	0.60	$	345.00
January 29, 2016	BHS	Discussions with D. Weisz.	0.10	$	57.50
February 1, 2016	BHS	Meeting with Daniel Weisz to go over a number of items including the 4 draft letters, issues with the current Receiver [redacted]	0.50	$	287.50
February 7, 2016	BHS	Email to current Receiver's counsel requesting a copy of the Commercial Court endorsement from the January 29th motion; Email to Kelli Preston re her proposed restrictions on the emails that CBTL can review from the USB provided by Alex Paterson and to setting out CBTL's position on same.	0.30	$	172.50
February 9, 2016	BHS	Emails with Kelli Preston re security opinions and other issues.	0.30	$	172.50
March 22, 2016	BHS	Review Mareva and re-patriation of funds decision and discuss same with D. Weisz.	0.30	$	172.50
March 23, 2016	BHS	Dictate, review and revise letter to Catherine Francis [redacted] Review email from Catherine Francis and respond to her points item by item; Emails with D. Weisz.	0.50	$	287.50
April 2, 2016	BHS	Review of Alex Paterson emails.	0.80	$	460.00
April 5, 2016	BHS	Exchange of emails with Catherine Francis [redacted]; Exchange of emails and telephone call with D. Weisz to discuss strategy and next actions.	0.30	$	172.50
	BHS	Review file and identify documents to be used	3.50	$	2,012.50

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

April 5, 2016		in Reply Materials - Supplementary Report.			
April 13, 2016	BHS	Draft, review and revise Reply materials for Supp Report[redacted]	2.20	$	1,265.00
April 14, 2016	BHS	Telephone call with D. Weisz to discuss strategy.	0.20	$	115.00
April 19, 2016	BHS	Review case law on approval of Receivers Fees and factors considered by the Courts.	2.00	$	1,150.00
April 25, 2016	BHS	Review decision of the Court of Appeal re Mareva and security for costs and emails with Catherine Francis.	0.30	$	172.50
April 29, 2016	AAI	Discussing with B. Sachdeva resignation of DUCA president; reviewing 2015 financial statements for DUCA.	0.50	$	277.50
April 29, 2016	BHS	Review email from Catherine Francis [redacted]; Emails and discussion with D. Weisz.	0.60	$	345.00
April 30, 2016	BHS	[redacted].	3.80	$	2,185.00
May 4, 2016	BHS	Prepare for meeting with Tim Dunn re settlement discussions; Meeting with Tim Dunn (1/3 of time spent docketed).	1.00	$	575.00
May 5, 2016	BHS	Telephone call with D. Weisz to report on meeting with Tim Dunn.	0.20	$	115.00
June 29, 2016	BHS	Telephone calls with Tim Dunn and Danny Weisz.	0.80	$	460.00
July 18, 2016	BHS	Telephone call with Tim Dunn re settlement discussions.	0.20	$	115.00
July 28, 2016	AAI	Reviewing correspondence from B. Sachdeva; circulating Motion Record and Final report of Receiver to counsel for Receiver.	1.10	$	610.50

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

TOTAL FEES	$ 17,342.50
OUR FEE (subject to HST)	**$ 17,342.50**

FEE SUMMARY

Initials	Name	Hours	Billing Rate	Amount
AAI	Alex Ilchenko	4.00	$ 555.00	$ 2,220.00
BHS	Bobby H. Sachdeva	26.30	$ 575.00	$ 15,122.50

DISBURSEMENTS (**subject to HST)

Courier**	$	23.30	
Photocopies/Printing**	$	0.50	
Total Disbursements			**$ 23.80**

Total HST on Fees and Disbursements	$ 2,257.62
Total Fees, Disbursements and HST	**$ 19,623.92**

THIS IS OUR ACCOUNT HEREIN
PALLETT VALO LLP

Per: Bobby H. Sachdeva

Payment due upon receipt **Visa and Mastercard are accepted**

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781

PALLETT VALO LLP
Lawyers & Trade-Mark Agents

www.pallettvalo.com

Your Authority For:

Business Law • Commercial Litigation • Commercial Real Estate
Construction • Insolvency & Corporate Restructuring
Employment & Labour • Wills, Estates & Trusts

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

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

File No.: 50889-72190
Statement No.: 172648
August 29, 2016
Bobby H. Sachdeva

RE: Aventura II Properties Inc., Pavilion Sports Clubs Inc., Pavilion Sports Ice Inc., Pavilion Sports Food and Beverage Inc. and Pavilion Aquatic Club Inc.

TOTAL THIS INVOICE:

Total fee	$	17,342.50
Total disbursements	$	23.80
Total fee and disbursement	$	17,366.30
Total HST on Fees and Disbursements	$	2,257.62
TOTAL DUE AND OWING TO PALLETT VALO LLP	$	**19,623.92**

You can use your MASTERCARD or VISA to pay this bill. Simply fill in the information below and return the same to our office.

MasterCard ☐ VISA ☐

Credit Card Number: _____

Expiration Date: _____

Amount: _____

Card Holder Name: _____

Card Holder Signature: _____

Please return completed form by mail or fax to (905) 273-6920. Thank you.

PAYMENT DUE UPON RECEIPT OF INVOICE

E. & O.E.

GST/HST registration no.: R-119447654

77 City Centre Drive, West Tower Suite 300, Mississauga, ON L5B 1M5 Telephone 905.273.3300 Fax 905.273.6920 Toll Free 1.800.323.3781
Email: receivables@pallettvalo.com

TAB B

This is Exhibit "B" referred to in the Affidavit of John Russo sworn September 12, 2016

Commissioner for Taking Affidavits (or as may be)

EXHIBIT "B"

Calculation of Average Hourly Billing Rates of Pallett Valo LLP for the Appointment Period

Invoice No.	Fees	Fee Reduction	Disburs.	HST	Hours	Average Hourly Rate	Total
159253	$2,552.00	--	$7.92	$332.79	6.40	$398.75	$2,892.71
159830	$69,038.50	-$5,216.00	$762.57	$8,396.06	153.20	$450.64	$72,981.13
160580	$57,135.50	-$5,273.00	$641.05	$6,808.95	108.20	$528.05	$59,312.50
161496	$69,404.00	-$5,225.50	$120.50	$8,358.87	132.10	$525.39	$72,657.87
162364	$9,807.00	--	--	$1,274.91	20.00	$490.35	$11,081.91
162625	$26,082.50	-$1,132.50	$24.00	$3,246.62	50.60	$515.46	$28,220.62
163046	$21,297.50	-$1,940.50	$132.03	$2,533.57	42.20	$504.69	$22,022.60
163542	$21,345.50	--	--	$2,774.92	40.50	$527.05	$24,120.42
164496	$17,978.50	--	$221.19	$2,353.09	38.30	$466.83	$20,453.78
167617	$5,277.00	--	$68.84	$694.96	10.70	$493.18	$6,040.80
168357	$24,917.00	-$2,397.00	$1,314.32	$3,081.95	50.30	$495.37	$29,916.27
172648	$17,342.50	--	$23.80	$2,257.62	23.80	$728.68	$19,623.92
	$342,177.50	**-$21,184.50**	**$3,316.22**	**$42,114.31**	**676.30**	**$505.96**	**$366,423.53**
Total Fees (after reduction)	**$320,993.00**						

TAB C

This is Exhibit "C" referred to in the Affidavit of John Russo sworn September 12, 2016

Commissioner for Taking Affidavits (or as may be)

EXHIBIT "C"

Billing Rates of Pallet Valo LLP

For the Appointment Period

	Rate	Year of Call
Alex Ilchenko (2015 Rate)	$550.00	1993
Alex Ilchenko (2016)	$550.00	
Bobby H. Sachdeva (2014 Rate)	$530.00	1993
Bobby H. Sachdeva (2015 Rate)	$550.00	
Bobby H. Sachdeva (2016 Rate)	$575.00	
Ray Mikkola	$515.00	1988
Pamela Green	$515.00	1994
Greg Azeff	$450.00	2002
Joe Conte	$450.00	1990
Jeffrey Percival (2014 Rate)	$355.00	2000
Jeffrey Percival (2015 Rate)	$360.00	
Wojtek Jaskiewicz	$350.00	2004
Andy Balaura	$330.00	2002
Steven Pordage (2014 Rate)	$195.00	2013
Steven Pordage (2015 Rate)	$210.00	

Asim Iqbal	$180.00	2012
Kathleen Flynn (Corporate Law Clerk)	$280.00	N/A
Diana Goh (Financing Law Clerk)	$200.00	N/A
Mindy Dodds (Corporate Law Clerk)	$280.00	N/A
Teresa Hancock (Commercial Real Estate Law Clerk)	$200.00	N/A
Nadia Gatta (Litigation Law Clerk)	$110.00	N/A
Dilraj Khatra (Construction Law Clerk)	$115.00	N/A
Shallon Garrafa (Litigation Law Clerk)	$110.00	N/A

BUSINESS DEVELOPMENT BANK OF CANADA

Applicant

-and-

AVENTURA II PROPERTIES INC., PAVILION SPORTS CLUBS INC., PAVILION SPORTS INC., PAVILION SPORTS FOOD AND BEVERAGE INC., and PAVILION AQUATIC CLUB INC.

Respondents

Court File No. CV-13-10285-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT
TORONTO

AFFIDAVIT OF JOHN RUSSO
(SWORN SEPTEMBER 9, 2016)

PALLETT VALO LLP
Lawyers & Trade-Mark Agents
77 City Centre Drive, West Tower,
Suite 300
Mississauga, Ontario
L5B 1M5

BOBBY H. SACHDEVA (LSUC # 34454C)

Tel: (905) 273-3300
Fax: (905) 273-6920

Lawyers for the Court Appointed Monitor, Collins Barrow Toronto Limited

BUSINESS DEVELOPMENT BANK OF CANADA

Applicant

-and-

AVENTURA II PROPERTIES INC., PAVILION SPORTS CLUBS INC., PAVILION SPORTS INC., PAVILION SPORTS FOOD AND BEVERAGE INC., AND PAVILION AQUATIC CLUB INC.

Respondents

Court File No. CV-13-10285-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDING COMMENCED AT
TORONTO

SUPPLEANTARY MOTION RECORD

PALLETT VALO LLP
Lawyers & Trade-Mark Agents
77 City Centre Drive, West Tower
Suite 300
Mississauga, Ontario
L5B 1M5

BOBBY H. SACHDEVA (LSUC # 34454C)

Tel: (905) 273-3300
Fax: (905) 273-6920

Lawyers for the Court Appointed Monitor,
Collins Barrow Toronto Limited