Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

B E T W E E N :

PACE SAVINGS & CREDIT UNION LIMITED

Applicant

- and -

692536 ONTARIO LIMITED

Respondent

MOTION RECORD
(returnable September 15, 2022)

Date: September 6, 2022

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

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Lawyers for the Receiver

TO: ATTACHED SERVICE LIST

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TAB 1

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

B E T W E E N :

PACE SAVINGS & CREDIT UNION LIMITED

Applicant

- and -

692536 ONTARIO LIMITED

Respondent

NOTICE OF MOTION
(returnable September 15, 2022)

Grant Thornton Limited ("**GTL**"), in its capacity as the Court-appointed receiver (in such capacity, the "**Receiver**"), without security, of all the assets, undertakings and properties of 692536 Ontario Limited (the "**Debtor**"), acquired for, or used in relation to a business carried on by the Debtor and the real property described legally in PIN 51166-1052 LT (collectively, the "**Property**"), will make a motion to a Judge presiding over the Commercial List on Thursday, September 15, 2022 at 10:30 a.m., or as soon after that time as the motion can be heard, by judicial videoconference via Zoom coordinates to be provided by the Court.

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

THE MOTION IS FOR an Order, including, amongst other things:

(a) if necessary, abridging the time for service and filing of this notice of motion and the corresponding motion record or, in the alternative, dispensing with same;

(b) approving the First Report of the Receiver dated September 6, 2022 (the "**First Report**") and approving the actions of the Receiver described therein, including, without limitation, the sale process described therein and the statement of receipts and disbursements appended thereto;

(c) sealing the Confidential Appendix (as defined in the First Report) until the closing of the Transaction (as defined below) or further order of this Court;

(d) approving the fees and disbursements of the Receiver and its counsel, including, without limitation, the Final Fees (as defined in the First Report);

(e) approving the agreement of purchase and sale between the Receiver, as vendor, and 10505447 Canada Inc., as purchaser, dated June 20, 2022 and amended August 3, 2022 and August 16, 2022 (the "**Sale Agreement**"), and authorizing the Receiver to complete the transaction contemplated thereby (the "**Transaction**");

(f) vesting in the Purchaser all the Debtor's right, title and interest in and to the Purchased Assets (as defined in the Sale Agreement), free and clear of any claims and encumbrances;

(g) after payment of the fees and disbursements of the Receiver and its counsel, including the Final Fees, authorizing and directing the Receiver to distribute the remaining funds in this receivership proceeding to PACE Savings & Credit Union Limited ("**PACE**");

(h) effective upon the filing of a certificate by the Receiver certifying that all outstanding matters to be attended to in connection with the receivership of the Property have been completed to the satisfaction of the Receiver, discharging GTL as the Receiver and releasing GTL from any and all liability that GTL has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of GTL while acting in its capacity as Receiver; and

(i) such further and other relief as counsel may advise and this Court may permit.

THE GROUNDS FOR THE CROSS-MOTION ARE:

(a) pursuant to an Order of The Honourable Madam Justice Dietrich of this Court made on October 4, 2019 (the "**Appointment Order**"), GTL was appointed as the Receiver;

(b) in substance, the Property consists of a retirement residence in Brighton, Ontario;

(c) pursuant to the Appointment Order, the Receiver is authorized to, amongst other things:

   (i) market the Property, including advertising and soliciting offers in respect of the Property and negotiating such terms and conditions of sale as the Receiver, in its discretion, deems appropriate (the "**Sale Process**"); and

   (ii) sell, convey, transfer, lease or assign the Property out of the ordinary course of business, with the approval of this Court in respect of any transaction exceeding $25,000;

(d) the Receiver has filed the First Report with the Court, which, amongst other things, provides the results of the Sale Process and provides the basis for the monetary distribution(s) to PACE recommended by the Receiver;

(e) the Sale Process culminated in the Sale Agreement for the Purchased Assets, which the Receiver has accepted subject to approval by this Court;

(f) the Sale Agreement contemplates that the Receiver will complete the Transaction and that the Purchased Assets will be vested in the Purchaser;

(g) a condition of the Sale Agreement is that this Court provide a sale approval and vesting order in favour of the Purchaser;

(h) a further condition of the Sale Agreement is that the Retirement Homes Regulatory Authority grant a retirement home operating licence to the Purchaser, as addressed in more detail in the First Report;

(i) the purchase price contemplated by the Sale Agreement represents the best offer for the Purchased Assets;

(j) a sealing order is required because the Confidential Appendix contains certain commercially-sensitive information, the release of which would prejudice the Property’s stakeholders if the Transaction does not close;

(k) the substantive administration of the receivership will come to an end once the Transaction closes and the proposed monetary distribution(s) is/are made by the Receiver;

(l) the Receiver and its counsel, Aird & Berlis LLP, have accrued fees and expenses in their capacity as Receiver and counsel thereto, respectively, which fees and expenses require the approval of this Court pursuant to the Appointment Order;

(m) the Appointment Order authorizes the Receiver to pass its accounts from time to time, and to include any necessary solicitor fees and disbursements in the passing of the accounts;

(n) the other grounds set out in the First Report;

(o) section 243 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended;

(p) section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended;

(q) rules 1.04, 2.03, 3.02, 30, 37 and 41 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended; and

(r) such further and other grounds as counsel may advise and this Court may permit.

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

(a) the First Report, inclusive of the fee affidavits filed on behalf of the Receiver and its counsel; and

(b) such further and other material as counsel may submit and this Court may permit.

Date: September 6, 2022

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Barristers and Solicitors
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Lawyers for the Receiver

TO: ATTACHED SERVICE LIST

PACE SAVINGS & CREDIT UNION LIMITED	-and-	**692536 ONTARIO LIMITED**
Applicant		Respondent

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Proceedings commenced at Toronto

NOTICE OF MOTION
(returnable September 15, 2022)

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Lawyers for the Receiver

TAB 2

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MADAM	)	THURSDAY, THE 15TH
	)	
JUSTICE CONWAY	)	DAY OF SEPTEMBER, 2022

B E T W E E N :

PACE SAVINGS & CREDIT UNION LIMITED

Applicant

\- and -

692536 ONTARIO LIMITED

Respondent

APPROVAL AND VESTING ORDER

THIS MOTION, made by Grant Thornton Limited., in its capacity as the Court-appointed receiver (in such capacity, the "**Receiver**") of all the assets, undertakings and properties of 692536 Ontario Limited (the "**Debtor**") and the Real Property (as defined below) for an order approving the sale transaction (the "**Transaction**") contemplated by the agreement of purchase and sale (the "**Sale Agreement**") between the Receiver, as seller, and 10505447 Canada Inc. (the "**Purchaser**"), as purchaser, dated June 20, 2022 and amended August 3, 2022 and August 16, 2022, and appended to the First Report of the Receiver dated September 6, 2022 (the "**First Report**"), and vesting in the Purchaser the Debtor's right, title and interest in and to the Purchased Assets (as defined in the Sale Agreement), including, without limitation, the real property municipally known as 120 Elizabeth St., Brighton, Ontario and legally described in **Schedule B** hereto (the "**Real Property**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the First Report, and on hearing the submissions of counsel for the Receiver and such other persons in attendance, and no one appearing for any other person on the service list, although duly served as appears from the affidavit of service of Susy Moniz sworn September 6, 2022, filed:

1. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved, and the execution of the Sale Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.

2. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as **Schedule A** hereto (the "**Receiver's Certificate**"), all of the Debtor's right, title and interest in and to the Purchased Assets described in the Sale Agreement, including, without limitation, the Real Property, shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of The

Honourable Madam Justice Dietrich dated October 4, 2019; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those Claims listed on **Schedule C** hereto (all of which are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on **Schedule D** hereto) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

3. **THIS COURT ORDERS** that upon the registration in the Land Registry Office for the appropriate Land Titles Division of an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the Land Registrar is hereby directed to enter the Purchaser as the owner of the Real Property identified in **Schedule B** hereto in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in **Schedule C** hereto.

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

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

6. **THIS COURT ORDERS** that, pursuant to clause 7(3)(c) of the Canada *Personal Information Protection and Electronic Documents Act*, the Receiver is authorized and permitted to disclose and transfer to the Purchaser all human resources and payroll information in the Debtor's records pertaining to the Debtor's past and current employees. The Purchaser shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use of such information by the Debtor.

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

(a) the pendency of these proceedings;

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

(c) any assignment in bankruptcy made in respect of the Debtor,

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

8. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada to give effect to this Order and

to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

9. **THIS COURT ORDERS** that this Order is effective from the date on which it is made, and is enforceable without any need for entry and filing.

Schedule A – Form of Receiver's Certificate

Court File No. CV-19-00627936-00CL

ONTARIO

SUPERIOR COURT OF JUSTICE

COMMERCIAL LIST

B E T W E E N:

PACE SAVINGS & CREDIT UNION LIMITED

Applicant

- and –

692536 ONTARIO LIMITED

Respondent

RECEIVER'S CERTIFICATE

RECITALS

A. Pursuant to an Order of The Honourable Madam Justice Dietrich of the Ontario Superior Court of Justice (the "**Court**") dated October 4, 2019, Grant Thornton Limited was appointed as the receiver (in such capacity, the "**Receiver**") of all the assets, undertakings and properties of 692536 Ontario Limited (the "**Debtor**") and the real property identified therein.

B. Pursuant to an Order of the Court dated September 15, 2022, the Court approved the agreement of purchase and sale amongst the Receiver, as seller, and 10505447 Canada Inc. (the "**Purchaser**"), as purchaser, dated June 20, 2022 and amended August 3, 2022 and August 16, 2022, and provided for the vesting in the Purchaser of the Debtor's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

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

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;

2. The conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and

3. The Transaction has been completed to the satisfaction of the Receiver.

This Certificate was delivered by the Receiver at ________ [TIME] on _______ [DATE].

GRANT THORNTON LIMITED, in its capacity as the Receiver, and not in its personal capacity or any other capacity

Per: ______________________________

Name:

Title:

Schedule B – Real Property

The property municipally known as 120 Elizabeth Street, Brighton, Ontario; legally described as PT LT 34, CON A, BRIGHTON, DESIGNATED AS PARTS 2, 3, 4, 7, 8 & 9, PLAN 38R1753; S/T & T/W NC210067; BRIGHTON (being all of PIN 51166-1052 (LT))

Schedule C – Claims to be deleted and expunged from title to the Real Property

1. Instrument No. ND138168 being a Charge registered September 1, 2016 in favour of Pace Savings & Credit Union Limited.

2. Instrument No. ND138169 being a Notice of Assignment of Rents-General registered September 1, 2016 in favour of Pace Savings & Credit Union Limited.

Schedule D – Permitted Encumbrances, Easements and Restrictive Covenants related to the Real Property

1. Instrument No. 38R1030 being a reference plan registered October 1, 1976.
2. Instrument No. 38R1619 being a reference plan registered October 15, 1979.
3. Instrument No. 38R1753 being a reference plan registered May 29, 1980.
4. Instrument No. CL102448Z being a Restrictive Covenant Application registered June 18, 1980.
5. Instrument No. CL106741 being an Agreement registered July 31, 1981 in favour of The Corporation of the Town of Brighton.
6. Instrument No. CL132703 being an Agreement registered April 30, 1987 in favour of The Corporation of the Town of Brighton.
7. Instrument No. NC210067 being an Order for Foreclosure registered January 7, 1993 in favour of 692536 Ontario Limited.
8. Instrument No. NC241858 being a Bylaw 1995-890 registered January 5, 1996 in favour of The Corporation of the Town of Brighton.
9. Instrument No. NC241859 being a Site Plan Agreement registered January 5, 1996 in favour of the Corporation of the Town of Brighton.
10. Instrument No. ND30340 being a Notice re Site Plan Agreement registered June 12, 2009 in favour of The Corporation of the Municipality of Brighton.

PACE SAVINGS & CREDIT UNION LIMITED -and- **692536 ONTARIO LIMITED**

Applicant Respondent

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

APPROVAL AND VESTING ORDER

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Lawyers for the Receiver

TAB 3

~~Revised: January 21, 2014~~

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MADAM JUSTICE CONWAY	)))	~~DAY~~THURSDAY, THE 15TH DAY OF SEPTEMBER, ~~20~~ 2022

B E T W E E N :

~~**PLAINTIFF**~~

~~Plaintiff~~

PACE SAVINGS & CREDIT UNION LIMITED

Applicant

- and -

692536 ONTARIO LIMITED
~~**DEFENDANT**~~

~~Defendant~~

Respondent

APPROVAL AND VESTING ORDER

~~undertaking, property and~~ assets~~ of [DEBTOR]~~, undertakings and properties of 692536 Ontario Limited (the "**Debtor**") and the Real Property (as defined below) for an order approving the sale transaction (the "**Transaction**") contemplated by ~~an~~the agreement of purchase and sale (the "**Sale Agreement**") between the Receiver, as seller, and ~~[NAME OF PURCHASER]~~10505447 Canada Inc. (the ~~"~~“**Purchaser**"), as purchaser, dated ~~[DATE]~~June 20, 2022 and amended August 3, 2022 and August 16, 2022, and appended to the First Report of the Receiver dated ~~[DATE]~~September 6, 2022 (the "**First Report**"), and vesting in the Purchaser the Debtor's right, title and interest in and to the ~~assets described~~Purchased Assets (as defined in the Sale Agreement), including, without limitation, the real property municipally known as 120 Elizabeth St., Brighton, Ontario and legally described in **Schedule B** hereto (the "~~Purchased Assets~~**Real Property**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the First Report, and on hearing the submissions of counsel for the Receiver~~, [NAMES OF OTHER PARTIES APPEARING]~~ and such other persons in attendance, and no one appearing for any other person on the service list, although ~~properly~~duly served as appears from the affidavit of ~~[NAME]~~service of Susy Moniz sworn ~~[DATE]~~September 6, 2022, filed~~[1]~~:

1. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved,~~[2]~~ and the execution of the Sale Agreement by the Receiver~~[3]~~ is hereby authorized and approved,

~~[1] This model order assumes that the time for service does not need to be abridged. The motion seeking a vesting~~

with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.

2. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as **Schedule A** hereto (the "**Receiver's Certificate**"), all of the Debtor's right, title and interest in and to the Purchased Assets described in the Sale Agreement ~~[and listed on Schedule B hereto]~~[4], including, without limitation, the Real Property, shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**"[5]) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of ~~the~~The Honourable Madam Justice ~~[NAME]~~Dietrich dated ~~[DATE]~~October 4, 2019; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those Claims listed on **Schedule C** hereto (all of

[4] ~~To allow this Order to be free-standing (and not require reference to the Court record and/or the Sale Agreement), it may be preferable that the Purchased Assets be specifically described in a Schedule.~~

[5] ~~The "Claims" being vested out may, in some cases, include ownership claims, where ownership is disputed and the dispute is brought to the attention of the Court. Such ownership claims would, in that case, still continue as against the net proceeds from the sale of the claimed asset. Similarly, other rights, titles or interests could also be vested out, if the Court is advised what rights are being affected, and the appropriate persons are served. It is the Subcommittee's view that a non-specific vesting out of "rights, titles and interests" is vague and therefore undesirable.~~

which are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on **Schedule D** hereto) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

3. **THIS COURT ORDERS** that upon the registration in the Land Registry Office for the ~~[Registry Division of {LOCATION} of a Transfer/Deed of Land in the form prescribed by the *Land Registration Reform Act* duly executed by the Receiver][~~appropriate Land Titles Division ~~of {LOCATION}~~ of an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*~~]~~[6], the Land Registrar is hereby directed to enter the Purchaser as the owner of the ~~subject real property~~Real Property identified in **Schedule B** hereto ~~(the "Real Property")~~ in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in **Schedule C** hereto.

4. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds[7] from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Receiver's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the

[6] ~~Elect the language appropriate to the land registry system (Registry vs. Land Titles).~~

[7] ~~The Report should identify the disposition costs and any other costs which should be paid from the gross sale proceeds, to arrive at "net proceeds".~~

sale[8], as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

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

6. **THIS COURT ORDERS** that, pursuant to clause 7(3)(c) of the Canada *Personal Information Protection and Electronic Documents Act*, the Receiver is authorized and permitted to disclose and transfer to the Purchaser all human resources and payroll information in the ~~Company'~~Debtor's records pertaining to the Debtor~~'~~'s past and current employees~~, including personal information of those employees listed on Schedule "●" to the Sale Agreement~~. The Purchaser shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use of such information by the Debtor.

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

(a) the pendency of these proceedings;

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

(c) any assignment in bankruptcy made in respect of the Debtor~~;~~,

~~[8] This provision crystallizes the date as of which the Claims will be determined. If a sale occurs early in the insolvency process, or potentially secured claimants may not have had the time or the ability to register or perfect proper claims prior to the sale, this provision may not be appropriate, and should be amended to remove this crystallization concept.~~

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

~~8. THIS COURT ORDERS AND DECLARES that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).~~

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

9. **THIS COURT ORDERS** that this Order is effective from the date on which it is made, and is enforceable without any need for entry and filing.

____

~~Revised: January 21, 2014~~

Schedule A – Form of Receiver's Certificate

Court File No. ~~__________~~CV-19-00627936-00CL

ONTARIO

SUPERIOR COURT OF JUSTICE

COMMERCIAL LIST

B E T W E E N:

~~**PLAINTIFF**~~

~~Plaintiff~~

PACE SAVINGS & CREDIT UNION LIMITED

Applicant

- and –

~~**DEFENDANT**~~

~~Defendant~~

692536 ONTARIO LIMITED

Respondent

RECEIVER'S CERTIFICATE

RECITALS

A. Pursuant to an Order of ~~the~~The Honourable ~~[NAME OF JUDGE]~~Madam Justice Dietrich of the Ontario Superior Court of Justice (the "**Court**") dated ~~[DATE OF ORDER], [NAME OF RECEIVER]~~October 4, 2019, Grant Thornton Limited was appointed as the receiver (in such capacity, the "**Receiver**") of all the ~~undertaking, property and~~ assets ~~of [DEBTOR]~~, undertakings and properties of 692536 Ontario Limited (the ~~“~~"**Debtor**~~”~~") and the real property identified therein.

B. Pursuant to an Order of the Court dated ~~[DATE]~~September 15, 2022, the Court approved the agreement of purchase and sale ~~made as of [DATE OF AGREEMENT] (the "Sale Agreement") between~~amongst the Receiver~~ [Debtor]~~, as seller, and ~~[NAME OF PURCHASER]~~10505447 Canada Inc. (the ~~"~~“**Purchaser**"), as purchaser, dated June 20, 2022 and amended August 3, 2022 and August 16, 2022, and provided for the vesting in the Purchaser of the Debtor’s right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in ~~section ● of~~ the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

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

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;

~~4.~~ This Certificate was delivered by the Receiver at ________ [TIME] on _______ [DATE].

~~[NAME OF RECEIVER]~~GRANT THORNTON LIMITED, in its capacity as the Receiver ~~of the undertaking, property and assets of [DEBTOR]~~, and not in its personal capacity or any other capacity

Per: ________________________________

Name:

Title:

Schedule B – ~~Purchased Assets~~Real Property

The property municipally known as 120 Elizabeth Street, Brighton, Ontario; legally described as PT LT 34, CON A, BRIGHTON, DESIGNATED AS PARTS 2, 3, 4, 7, 8 & 9, PLAN 38R1753; S/T & T/W NC210067; BRIGHTON (being all of PIN 51166-1052 (LT))

~~Revised: January 21, 2014~~

Schedule C – Claims to be deleted and expunged from title to the Real Property

1. Instrument No. ND138168 being a Charge registered September 1, 2016 in favour of Pace Savings & Credit Union Limited.

2. Instrument No. ND138169 being a Notice of Assignment of Rents-General registered September 1, 2016 in favour of Pace Savings & Credit Union Limited.

Schedule D – Permitted Encumbrances, Easements and Restrictive Covenants related to the Real Property

~~**(unaffected by the Vesting Order)**~~

~~43358214.1~~

1. Instrument No. 38R1030 being a reference plan registered October 1, 1976.

2. Instrument No. 38R1619 being a reference plan registered October 15, 1979.

3. Instrument No. 38R1753 being a reference plan registered May 29, 1980.

4. Instrument No. CL102448Z being a Restrictive Covenant Application registered June 18, 1980.

5. Instrument No. CL106741 being an Agreement registered July 31, 1981 in favour of The Corporation of the Town of Brighton.

6. Instrument No. CL132703 being an Agreement registered April 30, 1987 in favour of The Corporation of the Town of Brighton.

7. Instrument No. NC210067 being an Order for Foreclosure registered January 7, 1993 in favour of 692536 Ontario Limited.

8. Instrument No. NC241858 being a Bylaw 1995-890 registered January 5, 1996 in favour of The Corporation of the Town of Brighton.

9. Instrument No. NC241859 being a Site Plan Agreement registered January 5, 1996 in favour of the Corporation of the Town of Brighton.

10. Instrument No. ND30340 being a Notice re Site Plan Agreement registered June 12, 2009 in favour of The Corporation of the Municipality of Brighton.

PACE SAVINGS & CREDIT UNION LIMITED	-and-	**692536 ONTARIO LIMITED**
Applicant		Respondent

Court File No. CV-19-00627936-00CL

Document comparison by Workshare Compare on September 5, 2022 5:38:35 PM

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TAB 4

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MADAM	)	THURSDAY, THE 15TH
	)	
JUSTICE CONWAY	)	DAY OF SEPTEMBER, 2022

B E T W E E N :

PACE SAVINGS & CREDIT UNION LIMITED

Applicant

- and -

692536 ONTARIO LIMITED

Respondent

DISTRIBUTION AND DISCHARGE ORDER

THIS MOTION, made by Grant Thornton Limited ("**GTL**"), in its capacity as the Court-appointed receiver (in such capacity, the "**Receiver**"), without security, of all the assets, undertakings and properties of 692536 Ontario Limited (the "**Debtor**"), acquired for, or used in relation to a business carried on by the Debtor and the real property described legally in PIN 51166-1052 LT (collectively, the "**Property**"), for an order, *inter alia*: (i) approving the First Report of the Receiver dated September 6, 2022 (the "**First Report**") and the activities of the Receiver set out therein, including, without limitation, the sale process described therein and the statement of receipts and disbursements appended thereto; (ii) approving the fees and disbursements of the Receiver and its counsel, Aird & Berlis LLP, that are set out in the fee affidavits appended to the First Report; (iii) approving the Final Fees (as defined in the First Report); (iv) authorizing and directing the Receiver to distribute the funds held by the Receiver; (v) sealing the confidential appendix to the First Report (the "**Confidential Appendix**"); (vi) discharging GTL as the Receiver effective upon the filing of a certificate by the Receiver certifying that all matters to be attended to in connection with the receivership of the Property have been completed to the satisfaction of the Receiver, in substantially the form attached hereto as Schedule "A" (the "**Discharge Certificate**"); and (vii) releasing GTL from any and all liability, as set out in paragraph 8 of this Order, was heard this day via Zoom.

ON READING the First Report, and on hearing the submissions of counsel for the Receiver and such other counsel as were present, no one appearing for any other person on the service list although duly served as appears from the affidavit of service of Susy Moniz sworn September 6, 2022,

1. **THIS COURT ORDERS** that the time for service of the notice of motion and the motion record is hereby abridged and validated so that this motion is properly returnable today and herby dispenses with further service thereof.

2. **THIS COURT ORDERS** that the First Report, and the activities of the Receiver set out therein (including, without limitation, the sale process described therein and the Receiver's statement of receipts and disbursements appended thereto), be and are hereby approved.

3. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel, Aird & Berlis LLP, as set out in the fee affidavits appended to the First Report, be and are hereby approved.

4. **THIS COURT ORDERS** that the Final Fees be and are hereby approved.

5. **THIS COURT ORDERS** that, after paying the approved fees and disbursements of the Receiver and its counsel (including, without limitation, the Final Fees) set out in paragraphs 3 and 4 of this Order, as well as pre-closing receivership related operating costs and realtor commissions, the Receiver be and is hereby authorized and directed, without further Order of this Court, to distribute the remaining balance of funds held by the Receiver to PACE Savings & Credit Union Limited ("**PACE**") on account of and in partial satisfaction of the secured indebtedness owing to PACE by the Debtor. For greater certainty, if any of the Final Fees are not incurred by the Receiver or its counsel, the Receiver be and is hereby authorized and directed, without further Order of this

Court, to distribute any such non-incurred portion of the Final Fees to PACE on account of and in partial satisfaction of the secured indebtedness owing to PACE by the Debtor.

6. **THIS COURT ORDERS** that the Confidential Appendix be and is hereby sealed until closing of the Transaction (as defined in the First Report) or further Order of this Court.

7. **THIS COURT ORDERS** that upon payment of the amount(s) set out in paragraph 5 hereof and upon the Receiver filing the Discharge Certificate, the Receiver shall be discharged as Receiver of the Property, provided however that notwithstanding its discharge herein: (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein; and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of GTL, in its capacity as the Receiver.

8. **THIS COURT ORDERS AND DECLARES** that, upon the Receiver filing the Discharge Certificate, GTL is hereby released and discharged from any and all liability that GTL now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of GTL while acting in its capacity as the Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, GTL is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.

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

10. **THIS COURT ORDERS** that this Order is effective from the date on which it is made, and is enforceable without any need for entry and filing.

SCHEDULE "A"

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

B E T W E E N :

PACE SAVINGS & CREDIT UNION LIMITED

Applicant

- and -

692536 ONTARIO LIMITED

Respondent

RECEIVER'S DISCHARGE CERTIFICATE

RECITALS

(A) Pursuant to an Order of The Honourable Madam Justice Dietrich of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") made October 4, 2019, Grant Thornton Limited ("**GTL**") was appointed as receiver (in such capacity, the "**Receiver**"), without security, of all the assets, undertakings and properties of 692536 Ontario Limited (the "**Debtor**"), acquired for, or used in relation to a business carried on by the Debtor and the real property described legally in PIN 51166-1052 LT (collectively, the "**Property**").

(B) Pursuant to an Order of the Court made September 15, 2022 (the "**Distribution and Discharge Order**"), GTL was discharged as the Receiver of the Property to be effective upon the filing by the Receiver with the Court of a certificate confirming that all matters to be attended to in connection with the receivership of the Property have been completed to the satisfaction of the

Receiver, provided, however, that notwithstanding its discharge: (a) the Receiver will remain the Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership; and (b) the Receiver will continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of GTL, in its capacity as the Receiver.

(C) Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Distribution and Discharge Order.

THE RECEIVER CERTIFIES the following:

1. all matters to be attended to in connection with the receivership of the Property have been completed to the satisfaction of the Receiver; and

2. this Discharge Certificate was filed by the Receiver with the Court on the _____ day of _______________, 2022.

GRANT THORNTON LIMITED, solely in its capacity as the Court-appointed Receiver of the Property, and not in its personal capacity or in any other capacity

Per: ________________________________

Name:

Title:

PACE SAVINGS & CREDIT UNION LIMITED -and- **692536 ONTARIO LIMITED**

Applicant Respondent

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

DISTRIBUTION AND DISCHARGE ORDER

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
Suite 1800, 181 Bay Street
Toronto, ON M5J 2T9

Sanjeev P.R. Mitra (LSO # 37934U)
Tel: (416) 865-3085
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Jeremy Nemers (LSO # 66410Q)
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E-mail: jnemers@airdberlis.com

Lawyers for the Receiver

TAB 5

~~Revised: May 11, 2010~~

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MADAM	)	~~WEEKDAY~~THURSDAY, THE ~~#~~ 15TH
JUSTICE CONWAY	)	
	)	DAY OF ~~MONTH, 20YR~~SEPTEMBER, 2022

B E T W E E N :

~~**PLAINTIFF**~~

~~Plaintiff~~

PACE SAVINGS & CREDIT UNION LIMITED

Applicant

\- and -

692536 ONTARIO LIMITED
~~**DEFENDANT**~~

~~Defendant~~

Respondent

DISTRIBUTION AND DISCHARGE ORDER

business carried on by the Debtor and the real property described legally in PIN 51166-1052 LT (collectively, the "**Property**"), for an order, *inter alia*: ~~1.~~ (i) approving the First Report of the Receiver dated September 6, 2022 (the "**First Report**") and the activities of the Receiver ~~as~~ set out ~~in the report of the Receiver dated [DATE] (the "Report")~~therein, including, without limitation, the sale process described therein and the statement of receipts and disbursements appended thereto; ~~2.~~ (ii) approving the fees and disbursements of the Receiver and its counsel, Aird & Berlis LLP, that are set out in the fee affidavits appended to the First Report;

~~3.~~ (iii) approving the ~~distribution of the remaining proceeds available in the estate of the Debtor; **[and]**~~

~~4. discharging [RECEIVER'S NAME] as Receiver of the undertaking, property and assets of the Debtor**[; and**~~

~~5.~~ Final Fees (as defined in the First Report); (iv) authorizing and directing the Receiver to distribute the funds held by the Receiver; (v) sealing the confidential appendix to the First Report (the "**Confidential Appendix**"); (vi) discharging GTL as the Receiver effective upon the filing of a certificate by the Receiver certifying that all matters to be attended to in connection with the receivership of the Property have been completed to the satisfaction of the Receiver, in substantially the form attached hereto as Schedule "A" (the "**Discharge Certificate**"); and (vii) releasing ~~**[RECEIVER'S NAME]**~~GTL from any and all liability, as set out in paragraph ~~**5**~~8 of this Order~~]~~[1], was heard this day ~~at 330 University Avenue, Toronto, Ontario~~via Zoom.

ON READING the First Report~~, the affidavits of the Receiver and its counsel as to fees (the "Fee Affidavits")~~, and on hearing the submissions of counsel for the Receiver and such other counsel as were present, no one ~~else~~ appearing for any other person on the service list although

~~[1] If this relief is being sought, stakeholders should be specifically advised, and given ample notice. See also Note 4, below.~~

duly served as ~~evidenced by~~appears from the ~~Affidavit~~affidavit of ~~[NAME]~~service of Susy Moniz sworn ~~[DATE], filed[2];~~ September 6, 2022,

1. **THIS COURT ORDERS** that the time for service of the notice of motion and the motion record is hereby abridged and validated so that this motion is properly returnable today and herby dispenses with further service thereof.

2. **THIS COURT ORDERS** that the First Report, and the activities of the Receiver~~, as~~ set out ~~in the Report,~~therein (including, without limitation, the sale process described therein and the Receiver's statement of receipts and disbursements appended thereto), be and are hereby approved.

3. ~~2.~~ **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel, Aird & Berlis LLP, as set out in the fee affidavits appended to the First Report, be and are hereby approved.

4. **THIS COURT ORDERS** that the ~~Fee Affidavits,~~Final Fees be and are hereby approved.

~~3. THIS COURT ORDERS that, after payment of the fees and disbursements herein approved, the Receiver shall pay the monies remaining in its hands to [NAME OF PARTY][3].~~

5. **THIS COURT ORDERS** that, after paying the approved fees and disbursements of the Receiver and its counsel (including, without limitation, the Final Fees) set out in paragraphs 3 and 4 of this Order, as well as pre-closing receivership related operating costs and realtor commissions, the Receiver be and is hereby authorized and directed, without further Order of this Court, to distribute the remaining balance of funds held by the Receiver to PACE Savings & Credit Union Limited ("**PACE**") on account of and in partial satisfaction of the secured indebtedness owing to PACE by the Debtor. For greater certainty, if any of the Final Fees are not incurred by the Receiver or its counsel, the Receiver be and is hereby authorized and

~~[2] This model order assumes that the time for service does not need to be abridged.~~

~~[3] This model order assumes that the material filed supports a distribution to a specific secured creditor or other party.~~

directed, without further Order of this Court, to distribute any such non-incurred portion of the Final Fees to PACE on account of and in partial satisfaction of the secured indebtedness owing to PACE by the Debtor.

6. **THIS COURT ORDERS** that the Confidential Appendix be and is hereby sealed until closing of the Transaction (as defined in the First Report) or further Order of this Court.

7. ~~4.~~ **THIS COURT ORDERS** that upon payment of the ~~amounts~~amount(s) set out in paragraph ~~3~~5 hereof ~~[~~and upon the Receiver filing ~~a certificate certifying that it has completed the other activities described in the Report]~~the Discharge Certificate, the Receiver shall be discharged as Receiver of the ~~undertaking, property and assets of the Debtor~~Property, provided however that notwithstanding its discharge herein: (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein~~,~~; and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of ~~[RECEIVER'S NAME]~~GTL, in its capacity as the Receiver.

8. ~~5. [~~**THIS COURT ORDERS AND DECLARES** that ~~**[RECEIVER'S NAME]**~~, upon the Receiver filing the Discharge Certificate, GTL is hereby released and discharged from any and all liability that ~~**[RECEIVER'S NAME]**~~GTL now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of ~~**[RECEIVER'S NAME]**~~GTL while acting in its capacity as the Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver~~'~~’s part. Without limiting the generality of the foregoing, ~~**[RECEIVER'S NAME]**~~GTL is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver~~'~~’s part.~~]~~[4]

[4] ~~The model order subcommittee was divided as to whether a general release might be appropriate. On the one hand, the Receiver has presumably reported its activities to the Court, and presumably the reported activities have been approved in prior Orders. Moreover, the Order that appointed the Receiver likely has protections in favour of the Receiver. These factors tend to indicate that a general release of the Receiver is not necessary. On the other hand, the Receiver has acted only in a representative capacity, as the Court's officer, so the Court may find that it is appropriate to insulate the Receiver from all liability, by way of a general release. Some members of the~~

~~25655650.1~~

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

~~subcommittee felt that, absent a general release, Receivers might hold back funds and/or wish to conduct a claims bar process, which would unnecessarily add time and cost to the receivership. The general release language has been added to this form of model order as an option only, to be considered by the presiding Judge in each specific case. See also Note 1, above.~~

10. **THIS COURT ORDERS** that this Order is effective from the date on which it is made, and is enforceable without any need for entry and filing.

SCHEDULE "A"

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

B E T W E E N :

PACE SAVINGS & CREDIT UNION LIMITED

Applicant

- and -

692536 ONTARIO LIMITED

Respondent

RECEIVER'S DISCHARGE CERTIFICATE

RECITALS

(A) Pursuant to an Order of The Honourable Madam Justice Dietrich of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") made October 4, 2019, Grant Thornton Limited ("**GTL**") was appointed as receiver (in such capacity, the "**Receiver**"), without security, of all the assets, undertakings and properties of 692536 Ontario Limited (the "**Debtor**"), acquired for, or used in relation to a business carried on by the Debtor and the real property described legally in PIN 51166-1052 LT (collectively, the "**Property**").

(B) Pursuant to an Order of the Court made September 15, 2022 (the "**Distribution and Discharge Order**"), GTL was discharged as the Receiver of the Property to be effective upon the filing by the Receiver with the Court of a certificate confirming that all matters to be attended to in connection with the receivership of the Property have been completed to the satisfaction of the Receiver, provided, however, that notwithstanding its discharge: (a) the Receiver will remain the Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership; and (b) the Receiver will continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of GTL, in its capacity as the Receiver.

(C) Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Distribution and Discharge Order.

THE RECEIVER CERTIFIES the following:

1. all matters to be attended to in connection with the receivership of the Property have been completed to the satisfaction of the Receiver; and

2. this Discharge Certificate was filed by the Receiver with the Court on the _____ day of _______________, 2022.

GRANT THORNTON LIMITED, solely in its capacity as the Court-appointed Receiver of the Property, and not in its personal capacity or in any other capacity

Per: ______________________________

Name:

Title:

PACE SAVINGS & CREDIT UNION LIMITED	-and-	**692536 ONTARIO LIMITED**
Applicant		Respondent

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

DISTRIBUTION AND DISCHARGE ORDER

AIRD & BERLIS LLP
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Jeremy Nemers (LSO # 66410Q)
Tel: (416) 865-7724
Fax: (416) 863-1515
E-mail: jnemers@airdberlis.com

Lawyers for the Receiver

Document comparison by Workshare Compare on September 5, 2022 5:45:47 PM

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TAB 6

Court File No. CV-19-00627936-00CL
Estate No. 31-458779

ONTARIO

SUPERIOR COURT OF JUSTICE

(COMMERCIAL LIST)

BETWEEN:

PACE SAVINGS & CREDIT UNION LIMITED

APPLICANT

- and -

692536 ONTARIO LIMITED O/A APPLEFEST LODGE RETIREMENT RESIDENCE

RESPONDENT

FIRST REPORT OF THE RECEIVER

September 6, 2022

Grant Thornton Limited
200 King Street, 11th Floor
Toronto, Ontario
M5H 3T4

TABLE OF CONTENTS

APPENDICES

Court File No. CV-19-00627936-00CL
Estate No. 31-458779

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PACE SAVINGS & CREDIT UNION LIMITED

APPLICANT

- and -

692536 ONTARIO LIMITED O/A APPLEFEST LODGE RETIREMENT RESIDENCE

RESPONDENT

FIRST REPORT OF THE RECEIVER

<u>September 6, 2022</u>

INTRODUCTION

1. Pursuant to the Order of The Honourable Madam Justice Dietrich of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated October 4, 2019 (the "**Receivership Order**"), Grant Thornton Limited ("**GTL**") was appointed as receiver (in such capacity, the "**Receiver**"), without security, of all of the assets, undertakings and properties of 692536 Ontario Limited O/A Applefest Lodge Retirement Home ("**Applefest**", the "**Home**" or the "**Company**"). A copy of the Receivership Order is attached as **Appendix "A"**.

PURPOSE OF THIS FIRST REPORT

2. The purpose of this first report to Court (the "**First Report**") is to:

   (a) provide the Court with a background and history of these proceedings, as well as that of Applefest, considering the amount of time that has passed since this matter was last before the Court;

(b) seek approval of the sale agreement between the Receiver, as vendor, and 10505447 Canada Inc., as purchaser, dated June 20, 2022 and amended August 3, 2022 and August 16, 2022 (the "**Sale Agreement**"), together with the corresponding approval for the Receiver to complete the transaction therein (the "**Transaction**") and of the vesting of the Purchased Assets (as defined in the Sale Agreement) (collectively, the "**Approval and Vesting Order**");

(c) seek approval of the Receiver's sale process;

(d) seek approval to temporarily seal Confidential Appendix 1, being the unredacted Sale Agreement;

(e) seek approval of the Receiver's statement of receipts and disbursements as at August 19, 2022, a copy of which is attached as **Appendix "B"**;

(f) seek approval of the Receiver's activities and its conduct as described in this First Report;

(g) seek approval of the Receiver's fees and disbursements and that of its legal counsel, as well as estimated Final Fees (as defined herein), as described in this First Report (collectively, the "**Professional Fees**");

(h) seek approval for the Receiver to distribute the Transaction's net sale proceeds to Applefest's mortgagee/primary secured creditor;

(i) authorize the discharging of GTL as Receiver of Applefest upon filing of a certificate (the "**Discharge Certificate**") confirming that the Receiver has completed the Remaining Duties (as defined herein); and

(j) release and discharge GTL from any liability in connection with the discharge of its duties as Receiver of Applefest and barring claims against GTL in connection with the receivership.

SCOPE AND TERMS OF REFERENCE

3. In preparing this First Report, the Receiver has relied upon certain unaudited financial information, Applefest's books and records, financial information appraisals and agreements for the purpose of preparing the sale process, and discussions with the management of Applefest (collectively, the "**Information**"). Except as described in this First Report, the Receiver has not audited, reviewed or otherwise attempted to verify the accuracy, completeness or compliance of the Information with Generally Accepted Assurance Standards ("**GAAS**"), Generally Accepted Accounting Principles ("**GAAP**") or International Financial Reporting Standards ("**IFRS**"). Accordingly, the Receiver expresses no opinion or other form of assurance pursuant to GAAS, GAAP or IFRS with respect to the Information.

4. This First Report has been prepared for the Court to provide general information and an update relating to these receivership proceedings for the purpose of assisting the Court in making a determination as to whether to approve the relief sought. This First Report should not be relied on for any other purpose. The Receiver will not assume responsibility or liability for losses incurred as a result of the circulation, publication, reproduction or use of this First Report contrary to the provisions of this paragraph.

5. Capitalized terms not defined in this First Report shall have the meaning ascribed to such terms in the Receivership Order.

6. All references to dollars are in Canadian currency, unless otherwise noted.

7. Copies of materials filed in these receivership proceedings are available on the Receiver's case website at: www.grantthornton.ca/ApplefestLodge.

BACKGROUND

Applefest

8. Applefest is a retirement residence located at 120 Elizabeth Street, Brighton, Ontario and legally described in PIN 51166-1052 (LT) (the "**Premises**"), and which has operated as a retirement residence since 1984. In 2010, the Home was expanded by opening a new wing with 31 new suites, for a total of 67 suites. The construction of the expanded wing resulted in delays, cost overruns and operational challenges which impacted the future operations of the Home. Since 2010, Applefest has experienced modest financial results and often financial losses. The financial losses have been due to lower occupancy levels, below market rental rates and relatively high debt servicing. Prior to the receivership proceedings, Applefest was owned and operated by Mr. Stephen Bordo ("**Bordo**").

9. In 2017, Mr. Bill Dillane ("**Dillane**"), who the Receiver understands to be a private investor and personal friend of Bordo, began providing additional financing to cover cash flow shortfalls. The financing started as short-term loans which were repaid by Applefest, but over time the advances increased.

10. As a result of the financial challenges facing Applefest, Bordo commenced a sale process to sell Applefest in 2018. The purpose of the sale process was to identify a purchaser, and a purchase price, which would satisfy all liabilities, including Dillane, and the mortgagee and primary secured creditor, Pace Savings & Credit Union Limited ("**Pace**"), as well as provide additional equity for Bordo. While efforts were underway to sell Applefest, the indebtedness to Dillane increased substantially, and Bordo did not find a purchaser that could complete a sale transaction.

11. In June 2019, Bordo (who was then 80 years old), was admitted to hospital and unfortunately passed away on July 6, 2019. Bordo did not have a will or any arrangements for the continued ownership and management of Applefest. Bordo was the sole officer and director of Applefest.

12. On August 29, 2019, Pace issued a notice of intention to enforce security ("**NITES**") and issued a demand letter. The NITES indicated a total indebtedness to Pace of $6,351,640. The NITES and demand letter seasoned without any repayment to Pace, which then resulted in Pace's application to Court for the Receivership Order. In addition, as at September 2019, Dillane was owed approximately $850,000, and there was approximately $250,000 of other accrued liabilities.

Receivership – Initial Proceedings

13. On October 4, 2019, GTL was appointed as Receiver of Applefest. Immediately upon being appointed, the Receiver took possession of the Home, met with management on site and assessed current operations.

14. The Receiver undertook multiple initiatives with management to immediately improve operations at the Home, including the following activities within the first two months of the receivership proceedings:

(a) borrowed $50,000 from Pace pursuant to para. 21 of the Receivership Order to fund initial operating costs (such borrowings were repaid during the receivership proceedings);

(b) engaged a property manager to assist with operations;

(c) met with union representatives (Service Employees International Union, Local 1 Canada ("**SEIU**" or the "**Union**")) to discuss the status of bargaining and outstanding grievances;

(d) commenced certain improvements to the Premises, including capital expenditures, updated common area furnishings, and updated suites;

(e) invested in local marketing activities and programs to improve the Home's reputation and promote occupancy;

(f) corresponded with service providers to maintain service to the Home, created new accounts and improved reputation;

(g) corresponded with residents and their families with respect to the receivership proceedings and the future sale process;

(h) reviewed the adequacy of, and maintained ongoing insurance coverage at, the Home;

(i) worked with management to expand revenue in working with local hospitals; and

(j) assessed existing rental rates with market rates, and implemented new rates for all current and future vacant suites.

15. The Receiver contacted three real estate brokerages specializing in the retirement and long-term care industry to seek competing proposals from which to select a broker to assist the Receiver with the marketing and sale of Applefest. In mid-November 2019, the Receiver reviewed proposals from three brokers, and in consultation with Pace, the Receiver selected Marcus & Millichap ("**M&M**") as Applefest's broker. A summary of the marketing and sales efforts is included further in this First Report.

<u>Receivership – Union</u>

16. Applefest employs a total of 27 unionized SEIU members. The collective bargaining agreement between Applefest and SEIU members (the "**CBA**") had been expired since January 1, 2019. The Receiver and the Union initially agreed to hold off on any new negotiations on the basis that the Receiver was immediately moving forward with a sale process and that future CBA negotiations should be conducted between the Union and the successful purchaser of Applefest.

17. As a result of an initial purchaser walking away from a deal (as further described in this First Report), the prolonged COVID-19 pandemic (the "**Pandemic**"), the decision to suspend sales efforts during portions of the Pandemic and general

passage of time, the Union requested that bargaining towards a revised CBA take place with the Receiver. The Receiver and the Union then commenced a process towards a revised CBA which resulted in a CBA being extended from December 31, 2018 to December 31, 2021. The revised CBA provided for improvements to prior wage rates (including retroactive top up payments), certain benefits and a general update to the provisions and language within the CBA.

18. In addition to negotiating a revised CBA, the Receiver also worked with the Union to review and settle outstanding grievances. As at the date of this First Report, the Receiver is only aware of one remaining grievance which relates to the revised CBA that expired on December 31, 2021. Attempts to negotiate a further extension to the CBA were unsuccessful, and it is the Receiver's understanding that the Union's preference is to negotiate revised CBA terms with the successful purchaser of Applefest.

<u>Receivership – COVID-19 Pandemic</u>

19. The Pandemic had a significant impact on retirement homes and long-term care facilities. The Receiver took extra caution in working with management, staff and residents at the Home during the Pandemic. The following is a summary of the precautions undertaken at the Home:

    (a) vaccination programs and policies for all residents, staff, management and service contractors;

    (b) rapid testing at the entrance of the Home, including limitations on visitors and out of home stays;

    (c) increased PPE on site;

    (d) amended staff scheduling to reduce the number of interactions per resident, and which resulted in higher monthly payroll costs;

    (e) contact tracing and reporting requirements; and

(f) communication protocols with residents, families and all staff in order to provide policy updates, check ins and general updates.

20. Overall, Applefest was successful in mitigating outbreaks during the 2020 and 2021 Pandemic and where a small contained outbreak occurred in the late Spring of 2022, which did not result in the death of any residents, visitors, staff or management.

21. The Receiver did receive and utilize certain pandemic government funding, which was used towards increased payroll, PPE purchases and related improvements to the Home.

<u>Receivership – Other Matters</u>

22. During the receivership proceedings, the Receiver made progress with the following additional matters:

(a) monthly financial reporting, monthly budgets, monthly cash flows, statutory reporting, capital expenditure schedules, realization schedules and financial analysis to support a sale transaction;

(b) communications and updates with key stakeholders, including Pace, Dillane, the Union and management;

(c) ongoing support to management in the form of managing the Receiver's trust account, operating receipts and operating disbursements;

(d) supporting management with the review and implementation of various marketing efforts including local paper stories, social media contests, a new website with professional photographs, equipment purchases, flyers, and the engagement of marketing coordinators and commissioned sales support staff;

(e) review and approval of over $180,000 in capital expenditures and repairs;

(f) ongoing support, communications and data room assistance with the real estate broker, M&M, including the preparation of reporting schedules, the review of marketing materials/strategies, the form of a non-disclosure agreement, information packages and participating in the sale process with prospective purchaser communications;

(g) arranged for a current environmental Phase 1 report as well as a building condition assessment; and

(h) bringing current outstanding tax returns and related filings.

23. The financial operation of Applefest during the Pandemic created challenges, and while the Receiver is otherwise current with post-filing creditors and service providers, the Receiver's fees, and those of its counsel, have not been paid for several months. The Receiver intends to bring current all fees from the proceeds of the Transaction. In addition, current monthly expenditures are paid with the following months' rent collections. The Receiver intends to satisfy one month of operating expenditures from the proceeds of the Transaction.

24. The Receiver has generally overseen operations, worked closely with management and assisted with sale process initiatives, all with the overall objective of maximizing the value of Applefest while maintaining a safe and stable underlying operation.

SALE PROCESS

25. Pursuant to the Receivership Order, the Receiver is authorized, among other things, to commence a process to market and sell Applefest and to apply for any approval and vesting order necessary to convey the Property to a successful purchaser. Upon reviewing listing proposals from three real estate brokers, the Receiver selected M&M as its broker. The Receiver formally engaged M&M in December 2019 and marketing efforts commenced in January 2020.

26. The initial marketing strategy included:

(a) creation of a buyer list, telephone campaign and email campaigns;

(b) a non-disclosure agreement, a marketing flyer and an offering memorandum consisting of a 36-page information package;

(c) organized site tours with M&M and local management;

(d) creation of a secure electronic virtual data room ("**VDR**") with extensive due diligence materials, including past financial results, investment proforma, cash flow forecasts, rent rolls, capital expenditure details, employee data, service contracts, regulatory approvals, insurance and property specific details; and,

(e) a draft purchase and sale agreement ("**PSA**") for potential buyers to review, amend and utilize when submitting offers.

27. In addition to the above marketing efforts, the sale process provided for the following general terms, which in the view of the Receiver, are common receivership related sales terms:

(a) the sale of Applefest would be on an "as is, where is" basis;

(b) the Receiver was under no obligation to accept an offer;

(c) the Receiver would not be subject to any representations or warranties after the completion of a sale transaction;

(d) the Receiver may, in its discretion, extend the timelines associated with the sale process if it considers it to be appropriate or necessary in the circumstances; and

(e) offers must be accompanied with a minimum deposit.

28. The initial sale process was intended to be a five-month process with initial offers being received within three months. In March 2020, the Receiver obtained four offers for Applefest. Upon negotiating with several of the offerors, and in consultation with Pace, the Receiver entered into a sale agreement with a purchaser ("**Purchaser #1**") on May 1, 2020. The sale agreement with

Purchaser #1 was conditional on financing and subject to further due diligence. The sale agreement was later extended to allow Purchaser #1 more time to obtain financing. Prior to the extended conditional date of August 7, 2020, Purchaser #1 terminated the sale agreement as a result of being unable to obtain sufficient financing.

29. At the time of Purchaser #1 terminating the sale agreement with the Receiver, the Pandemic was quite active, including ongoing lockdowns, and there was significant media coverage and public concern over the Pandemic's impact on the retirement home industry.

30. At the request of the Receiver, in August and September of 2020, M&M contacted the three other offerors from the sale process, as well as all other parties who had expressed an interest in Applefest in order to seek new offers. However, none of these prospective purchasers was willing to submit an offer that was acceptable to either the Receiver or Pace. Based on the Receiver's review, such offers at the time considered a significant 'Pandemic' discount. In addition, certain provincial restrictions and related policies at the Home eliminated the ability for prospective purchasers to physically attend the Home for site tours. As a result, and in consultation with Pace, the Receiver elected to temporarily suspend the sale process and focus on operations, including the health and safety of Applefest's residents, staff and management.

31. In June 2021, M&M and the Receiver recommenced the sale process with a similar approach to the market as compared to 2020, and with additional operating data available in the VDR.

32. The second sale process resulted in one offer which was received in August 2021. Neither the Receiver nor Pace was willing to accept the August 2021 offer based on pricing and conditions, and, as a result, M&M and the Receiver continued to negotiate with other prospective purchasers while maintaining communications with the August 2021 offeror. From August 2021 to January 2022, no further offers were received and the August 2021 offeror was no longer interested in completing a sale transaction.

33. M&M continued with its marketing initiatives in early 2022 wherein a new deadline for offers was set. By April 4, 2022, the Receiver obtained three offers from two separate offerors. The Receiver negotiated PSA terms with one of the offerors, and, on May 2, 2022, a sale agreement was signed ("**Purchaser #2**"). The sale agreement with Purchaser #2 included a 30-day due diligence period.

34. Prior to the expiration of the due diligence period, Purchaser #2 terminated the sale agreement for personal and family reasons. As a result, the Receiver recommenced discussions with the second offeror who had submitted an offer in April 2022. The Sale Agreement was then signed with the second offeror ("**Purchaser #3**" or the "**Purchaser**").

35. The Sale Agreement with Purchaser #3 was originally conditional on further due diligence, including with respect to securing satisfactory financing. The due diligence period was for 40-days; however, the Receiver extended the due diligence period on two occasions (at the Purchaser's request) to allow for additional time for the Purchaser to secure financing. On August 19, 2022, the Purchaser waived all due diligence requirements. The remaining substantive conditions under the Sale Agreement are: (i) the Purchaser obtaining a retirement home operating licence from the Retirement Homes Regulatory Authority ("**RHRA**"), which the Purchaser is required to pursue; and (ii) the granting of the Approval and Vesting Order[1] by the Court.

36. Provided that Court approval in the requisite form is granted when the Receiver's motion is returnable on September 15, 2022 (and there is no appeal or motion to set aside or vary such relief), and that the Purchaser obtains its RHRA licence prior to September 30, 2022, the Receiver and the Purchaser have agreed to close the Transaction by September 30, 2022. The Receiver understands that RHRA approval may take several weeks to be obtained. The Purchaser applied for its RHRA licence on August 8, 2022, and the Receiver and Applefest management are assisting the Purchaser in the RHRA licensing process.

[1] And, possibly, the granting of an Assignment Order, as defined in the Sale Agreement and discussed below.

37. In considering the progress made with the Purchaser to date, and the contemplated upcoming Transaction closing date, the Receiver is of the view that it is an appropriate time to provide an update to the Court and seek the requisite approvals for the Receiver to complete the Transaction, distribute the sale proceeds and file the Receiver's Discharge Certificate.

SALE AGREEMENT AND TRANSACTION

38. The Sale Agreement represents an asset sale on an "as is, where is" basis. A copy of the Sale Agreement (redacted for pricing information) is attached hereto as **Appendix "C"** and an unredacted copy is attached hereto as **Confidential Appendix 1**. The material terms of the Sale Agreement include:

    (a) **Purchased Assets**: the purchased assets consist of all the assets of the Company of every kind and description, subject to certain limitations, and include all the Receiver's and the Company's right, title and interest in and to the real property, equipment, plans, assignable permits, prepayments or deposits, leases, books and records, inventory, assumed contracts and intellectual property;

    (b) **Assumed Contracts**: the Purchaser shall provide a list of assumed contracts which the Purchaser would require for the future operation of the Home. The Receiver shall arrange for the Assumed Contracts to be transitioned to the Purchaser, at closing, and may be required to seek an assignment order from the Court where such required assumed contracts are not transferrable by the Receiver. The Receiver and the Purchaser are actively working to finalize the list of assumed contracts such that the Receiver would not be required to seek an assignment order;

    (c) **Deposit**: two deposits totalling $100,000, which have both been received by the Receiver's counsel;

    (d) **Financing**: the Sale Agreement is no longer conditional on financing, which condition has been waived by the Purchaser;

(e) **RHRA Application**: the Purchaser shall apply and have received its RHRA licence to operate the Home, and which license has been applied for by the Purchaser on August 8, 2022; and

(f) **Court Approval**: the sale is conditional upon the Receiver obtaining the Approval and Vesting Order, which, amongst other things, would have the effect of providing the Purchaser with clean title to the purchased assets free from prior encumbrances (except for permitted encumbrances).

39. The Receiver is of the view that the Sale Agreement represents the best possible outcome given the circumstances. The Receiver has obtained the support of the mortgagee and primary secured creditor, Pace, with respect to the Sale Agreement and Transaction, notwithstanding that the net proceeds from the Transaction are expected to result in Pace suffering a material shortfall on the secured indebtedness owing to it by the Company.

40. The Receiver is respectfully requesting that the Court grant the Approval and Vesting Order.

CONFIDENTIAL APPENDIX

41. The Receiver is of the view that Confidential Appendix 1 should be sealed and remain sealed until the earlier of the closing of the Transaction or further order of the Court, as the information contained therein is commercially sensitive and may affect future offers submitted if the Transaction does not close.

42. Confidential Appendix 1 is identical to the Sale Agreement disclosed in the public record, save and except for the pricing information that has been redacted from the public record. The salutary effects of sealing this limited pricing information from the public record greatly outweigh the deleterious effects of doing so under the circumstances. The Receiver is of the view that the sealing of Confidential Appendix 1 is consistent with the decision in *Sherman Estate v. Donovan*, 2021 SCC 25. Accordingly, the Receiver believes the proposed sealing of Confidential Appendix 1 is appropriate in the circumstances.

RECEIVER'S STATEMENT OF RECEIPTS AND DISBURSEMENTS

43. The Receiver's statement of receipts and disbursements (at Appendix B) reflects all of the financial activity in the Receiver's trust account up to August 19, 2022.

44. As at August 19, 2022, the Receiver had $41,528 in cash. As previously noted in this First Report, there remains accrued costs of one month of operating expenditures and accrued Professional Fees.

45. The Receiver respectfully requests the Court approve the Receiver's statement of receipts and disbursements dated August 19, 2022.

PROFESSIONAL FEES

46. Pursuant to paragraph 18 of the Order, the Receiver and its counsel are to be paid their reasonable fees and disbursements at their standard rates and charges. Pursuant to paragraph 19 of the Order, the Receiver and its counsel shall pass their accounts before the Court.

47. The Receiver seeks to have its fees and disbursements, including those of its legal counsel, Aird & Berlis LLP ("**A&B**"), approved by the Court. The Receiver and its counsel have maintained detailed records of their professional time and costs.

48. The total fees for the Receiver for the period to August 31, 2022 were $489,517.18 (net of $45,000 in courtesy discounts), plus disbursements in the amount of $1,038.24, plus HST of $64,097.28, for a total of $554,653.22. The average hourly rate was $295.26. The time spent by the Receiver is more particularly described in the fee affidavit attached hereto as **Appendix "D"**, which contains a copy of the invoices that set out the services provided during this period.

49. The total fees of A&B, as counsel to the Receiver, for the period to August 31, 2022 were $92,557.49, inclusive of disbursements and HST. The time spent by A&B is more particularly described in the fee affidavit attached hereto as

Appendix "D", which contains a copy of the invoices that set out the services provided during this period.

50. Assuming no opposition to the relief requested by the Receiver, that such relief is granted on September 15, 2022 and that the Transaction closes shortly thereafter with minimal additional expenditures by the Receiver and its counsel, the Receiver and A&B estimate that they will incur additional fees in the amounts of $25,000 and $25,000 plus disbursements and HST respectively to conclusion of the receivership (the "**Final Fees**"). The Receiver further proposes that any unused portion of the Final Fees will be made available to Pace.

51. It is the Receiver's view that the fees and disbursements of the Receiver and A&B accurately reflect the work performed by the Receiver and on behalf of the Receiver by A&B in connection with the receivership. It is the Receiver's view that the fees and disbursements of the Receiver and A&B are fair and reasonable and justified in the circumstances. The Receiver therefore recommends approval of these accounts by this Honourable Court.

DISTRIBUTION TO SECURED CREDITOR

52. The Receiver's counsel, A&B, has reviewed the security and mortgage documents held by Pace, as granted by the Company. A&B has provided an independent opinion to the Receiver, subject to customary qualifications and assumptions, that Pace has a valid and enforceable mortgage over the Premises and general security over the Company's personal property.

53. The Receiver is not aware of any outstanding priority payables which would rank in priority to Pace's security (other than the Professional Fees). The Company is not required to file HST returns, source deduction liabilities remain current, property taxes are current and the Company does not maintain any resident or third party deposits. Moreover, Pace is the only registered mortgagee on title to the Premises, and, together with Dillane, the only PPSA registrant against the Company (with the registration in favour of Pace having been made prior to the registration made by Dillane).

54. Upon the initial application for the Receivership Order, Pace's supporting affidavit confirmed at that time that Applefest was indebted to Pace in the amount of $6,351,640.15, based on an original mortgage amount of $6.5 million. Pace has not received any distributions or payments towards their arrears during these receivership proceedings. The Receiver has reviewed Pace's supporting affidavit as well as Applefest's books and records and accepts Pace's initial indebtedness amount of $6,351,640.15 for the purpose of the proposed distribution to Pace from the net sale proceeds of the Transaction (the "**Pace Claim**").

55. The Receiver respectfully requests the Court issue an order authorizing and directing the Receiver to distribute the sale proceeds from the Transaction (net of pre-closing operating costs, approved Professional Fees, and realtor commissions) to Pace.

RECEIVER'S DISCHARGE AND REMAINING DUTIES

56. The Receiver respectfully request its discharge once the Receiver has substantially completed its duties under the Receivership Order. The following activities remain to be completed prior to the finalization of the receivership, as listed below (collectively, the "**Remaining Duties**"):

(a) closing the Transaction;

(b) remitting payment towards pre-closing operating costs of Applefest, including realtor commissions;

(c) paying all approved Professional Fees;

(d) completing and filing all remaining corporate tax returns for the period prior to the closing of the Transaction;

(e) remitting the proposed distribution to Pace;

(f) collecting any residual resident rents due for the period prior to the closing of the Transaction;

(g) preparing and submitting the final statement of account and report of the Receiver pursuant to s. 246(3) of the BIA; and

(h) once the above activities are completed, filing the Discharge Certificate in the form attached to the draft Distribution and Discharge Order appended to the Receiver's motion record.

57. The Receiver is of the view that it is appropriate at this time to seek an Order of the Court discharging the Receiver, subject to the Receiver filing the Discharge Certificate with this Court confirming that the Remaining Duties have been performed. The terms of such discharge are substantively similar to the model discharge language of the Court.

CONCLUSION AND RECOMMENDATION

58. For the reasons set out in this First Report, the Receiver is of the view that the relief sought is reasonable and appropriate in the circumstances and respectfully requests that the Court grant the relief requested herein.

Respectfully submitted this 6th day of September, 2022.

GRANT THORNTON LIMITED,
in its capacity as court-appointed receiver of
692536 Ontario Limited o/a Applefest Lodge Retirement Residence,
and not in its personal or corporate capacity
Per.

Daniel Wootton

Daniel Wootton, CIRP, LIT
Senior Vice President

APPENDIX “A”

Court File No. CV-19-00627936-00CL

ONTARIO

SUPERIOR COURT OF JUSTICE

COMMERCIAL LIST

THE HONOURABLE MADAM	)	FRIDAY, THE 4th
JUSTICE "Dietrich"	)	DAY OF OCTOBER, 2019
	)	

PACE SAVINGS & CREDIT UNION LIMITED

Applicant

-and-

692536 ONTARIO LIMITED

Respondent

ORDER
(Appointing Receiver)

THIS APPLICATION made by the Applicant, Pace Savings & Credit Union Limited for an Order pursuant to section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "BIA") and section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended (the "CJA") appointing Grant Thornton Limited as receiver (in such capacities, the "Receiver") without security, of all of the assets, undertakings and properties of 692536 Ontario Limited (the "Debtor") acquired for, or used in relation to a business carried on by the Debtor, and of the real property described at Schedule "A" to this Order, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Lorraine Hensberger sworn September 20, 2019 and the Exhibits thereto, the Proposed Receiver's Report to the Court dated September 23, 2019, and on hearing the submissions of counsel for the Applicant, Pace Savings & Credit Union Limited, no one appearing for the Applicant, 692536 Ontario Limited, although duly served as appears from the affidavit of service of Lindsay Provost, sworn September 24, 2019 and on reading the consent of Grant Thornton Limited to act as the Receiver,

SERVICE

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

APPOINTMENT

2. THIS COURT ORDERS that pursuant to section 243(1) of the BIA and section 101 of the CJA, Grant Thornton Limited is hereby appointed Receiver, without security, of all of the assets, undertakings and properties of the Debtor acquired for, or used in relation to a business carried on by the Debtor, including all proceeds thereof, and of the real property described at Schedule "A" to this Order (the "Property").

RECEIVER'S POWERS

3. THIS COURT ORDERS that the Receiver is hereby empowered and authorized, but not obligated, to act at once in respect of the Property and, without in any way limiting the generality of the foregoing, the Receiver is hereby expressly empowered and authorized to do any of the following where the Receiver considers it necessary or desirable:

(a) to take possession of and exercise control over the Property and any and all proceeds, receipts and disbursements arising out of or from the Property;

(b) to receive, preserve, and protect the Property, or any part or parts thereof, including, but not limited to, the changing of locks and security codes, the relocating of Property to safeguard it, the engaging of independent security personnel, the taking of physical inventories and the placement of such insurance coverage as may be necessary or desirable;

(c) to manage, operate, and carry on the business of the Debtor, including the powers to enter into any agreements, incur any obligations in the ordinary course of business, cease to carry on all or any part of the business, or cease to perform any contracts of the Debtor;

(d) to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Receiver's powers and duties, including without limitation those conferred by this Order;

(e) to purchase or lease such machinery, equipment, inventories, supplies, premises or other assets to continue the business of the Debtor or any part or parts thereof;

(f) to receive and collect all monies and accounts now owed or hereafter owing to the Debtor and to exercise all remedies of the Debtor in collecting such monies, including, without limitation, to enforce any security held by the Debtor;

(g) to settle, extend or compromise any indebtedness owing to the Debtor;

(h) to execute, assign, issue and endorse documents of whatever nature in respect of any of the Property, whether in the Receiver's name or in the name and on behalf of the Debtor, for any purpose pursuant to this Order;

(i) to initiate, prosecute and continue the prosecution of any and all proceedings and to defend all proceedings now pending or hereafter instituted with respect to the Debtor, the Property or the Receiver, and to settle or compromise any such proceedings. The authority hereby conveyed shall extend to such appeals or applications for judicial review in respect of any order or judgment pronounced in any such proceeding;

(j) to market any or all of the Property, including advertising and soliciting offers in respect of the Property or any part or parts thereof and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate;

(k) to sell, convey, transfer, lease or assign the Property or any part or parts thereof out of the ordinary course of business,

(i) without the approval of this Court in respect of any transaction not exceeding $25,000, provided that the aggregate consideration for all such transactions does not exceed $100,000; and

(ii) with the approval of this Court in respect of any transaction in which the purchase price or the aggregate purchase price exceeds the applicable amount set out in the preceding clause;

and in each such case notice under subsection 63(4) of the Ontario *Personal Property Security Act*, or section 31 of the Ontario *Mortgages Act*, as the case may be, shall not be required, and in each case the Ontario *Bulk Sales Act* shall not apply.

(l) to apply for any vesting order or other orders necessary to convey the Property or any part or parts thereof to a purchaser or purchasers thereof, free and clear of any liens or encumbrances affecting such Property;

(m) to report to, meet with and discuss with such affected Persons (as defined below) as the Receiver deems appropriate on all matters relating to the Property and the receivership, and to share information, subject to such terms as to confidentiality as the Receiver deems advisable;

(n) to register a copy of this Order and any other Orders in respect of the Property against title to any of the Property;

(o) to apply for any permits, licences, approvals or permissions as may be required by any governmental authority and any renewals thereof for and on behalf of and, if thought desirable by the Receiver, in the name of the Debtor;

(p) to enter into agreements with any trustee in bankruptcy appointed in respect of the Debtor, including, without limiting the generality of the foregoing, the ability to enter into occupation agreements for any property owned or leased by the Debtor;

(q) to exercise any shareholder, partnership, joint venture or other rights which the Debtor may have; and

(r) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations.

and in each case where the Receiver takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other Persons (as defined below), including the Debtor, and without interference from any other Person.

DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE RECEIVER

4. THIS COURT ORDERS that (i) the Debtor, (ii) all of its current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on its instructions or behalf, and (iii) all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this Order (all of the foregoing, collectively, being "Persons" and each being a "Person") shall forthwith advise the Receiver of the existence of any Property in such Person's possession or control, shall grant immediate and continued access to the Property to the Receiver, and shall deliver all such Property to the Receiver upon the Receiver's request.

5. THIS COURT ORDERS that all Persons shall forthwith advise the Receiver of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or affairs of the Debtor, and any computer programs, computer tapes, computer disks, or other data storage media containing any such information (the foregoing, collectively, the "Records") in that Person's

possession or control, and shall provide to the Receiver or permit the Receiver to make, retain and take away copies thereof and grant to the Receiver unfettered access to and use of accounting, computer, software and physical facilities relating thereto, provided however that nothing in this paragraph 5 or in paragraph 6 of this Order shall require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Receiver due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.

6. THIS COURT ORDERS that if any Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Records shall forthwith give unfettered access to the Receiver for the purpose of allowing the Receiver to recover and fully copy all of the information contained therein whether by way of printing the information onto paper or making copies of computer disks or such other manner of retrieving and copying the information as the Receiver in its discretion deems expedient, and shall not alter, erase or destroy any Records without the prior written consent of the Receiver. Further, for the purposes of this paragraph, all Persons shall provide the Receiver with all such assistance in gaining immediate access to the information in the Records as the Receiver may in its discretion require including providing the Receiver with instructions on the use of any computer or other system and providing the Receiver with any and all access codes, account names and account numbers that may be required to gain access to the information.

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

NO PROCEEDINGS AGAINST THE RECEIVER

8. THIS COURT ORDERS that no proceeding or enforcement process in any court or tribunal (each, a "Proceeding"), shall be commenced or continued against the Receiver except with the written consent of the Receiver or with leave of this Court.

NO PROCEEDINGS AGAINST THE DEBTOR OR THE PROPERTY

9. THIS COURT ORDERS that no Proceeding against or in respect of the Debtor or the Property shall be commenced or continued except with the written consent of the Receiver or with leave of this Court and any and all Proceedings currently under way against or in respect of the Debtor or the Property are hereby stayed and suspended pending further Order of this Court.

NO EXERCISE OF RIGHTS OR REMEDIES

10. THIS COURT ORDERS that all rights and remedies against the Debtor, the Receiver, or affecting the Property, are hereby stayed and suspended except with the written consent of the Receiver or leave of this Court, provided however that this stay and suspension does not apply in respect of any "eligible financial contract" as defined in the BIA, and further provided that nothing in this paragraph shall (i) empower the Receiver or the Debtor to carry on any business which the Debtor is not lawfully entitled to carry on, (ii) exempt the Receiver or the Debtor from compliance with statutory or regulatory provisions relating to health, safety or the environment, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

NO INTERFERENCE WITH THE RECEIVER

11. THIS COURT ORDERS that no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the Debtor, without written consent of the Receiver or leave of this Court.

CONTINUATION OF SERVICES

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

RECEIVER TO HOLD FUNDS

13. THIS COURT ORDERS that all funds, monies, cheques, instruments, and other forms of payments received or collected by the Receiver from and after the making of this Order from any source whatsoever, including without limitation the sale of all or any of the Property and the collection of any accounts receivable in whole or in part, whether in existence on the date of this Order or hereafter coming into existence, shall be deposited into one or more new accounts to be opened by the Receiver (the "Post Receivership Accounts") and the monies standing to the credit of such Post Receivership Accounts from time to time, net of any disbursements provided for herein, shall be held by the Receiver to be paid in accordance with the terms of this Order or any further Order of this Court.

EMPLOYEES

14. THIS COURT ORDERS that all employees of the Debtor shall remain the employees of the Debtor until such time as the Receiver, on the Debtor's behalf, may terminate the employment of such employees. The Receiver shall not be liable for any employee-related liabilities, including any successor employer liabilities as provided for in section 14.06(1.2) of the BIA, other than such

amounts as the Receiver may specifically agree in writing to pay, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*.

PIPEDA

15. THIS COURT ORDERS that, pursuant to clause 7(3)(c) of the Canada *Personal Information Protection and Electronic Documents Act*, the Receiver shall disclose personal information of identifiable individuals to prospective purchasers or bidders for the Property and to their advisors, but only to the extent desirable or required to negotiate and attempt to complete one or more sales of the Property (each, a "Sale"). Each prospective purchaser or bidder to whom such personal information is disclosed shall maintain and protect the privacy of such information and limit the use of such information to its evaluation of the Sale, and if it does not complete a Sale, shall return all such information to the Receiver, or in the alternative destroy all such information. The purchaser of any Property shall be entitled to continue to use the personal information provided to it, and related to the Property purchased, in a manner which is in all material respects identical to the prior use of such information by the Debtor, and shall return all other personal information to the Receiver, or ensure that all other personal information is destroyed.

LIMITATION ON ENVIRONMENTAL LIABILITIES

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

be deemed to be in Possession of any of the Property within the meaning of any Environmental Legislation, unless it is actually in possession.

LIMITATION ON THE RECEIVER'S LIABILITY

17. THIS COURT ORDERS that the Receiver shall incur no liability or obligation as a result of its appointment or the carrying out the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*. Nothing in this Order shall derogate from the protections afforded the Receiver by section 14.06 of the BIA or by any other applicable legislation.

RECEIVER'S ACCOUNTS

18. THIS COURT ORDERS that the Receiver and counsel to the Receiver shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges unless otherwise ordered by the Court on the passing of accounts, and that the Receiver and counsel to the Receiver shall be entitled to and are hereby granted a charge (the "Receiver's Charge") on the Property, as security for such fees and disbursements, both before and after the making of this Order in respect of these proceedings, and that the Receiver's Charge shall form a first charge on the Property in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subject to sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

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

20. THIS COURT ORDERS that prior to the passing of its accounts, the Receiver shall be at liberty from time to time to apply reasonable amounts, out of the monies in its hands, against its fees and disbursements, including legal fees and disbursements, incurred at the standard rates and charges of the Receiver or its counsel, and such amounts shall constitute advances against its remuneration and disbursements when and as approved by this Court.

FUNDING OF THE RECEIVERSHIP

21. THIS COURT ORDERS that the Receiver be at liberty and it is hereby empowered to borrow by way of a revolving credit or otherwise, such monies from time to time as it may consider necessary or desirable, provided that the outstanding principal amount does not exceed $150,000 (or such greater amount as this Court may by further Order authorize) at any time, at such rate or rates of interest as it deems advisable for such period or periods of time as it may arrange, for the purpose of funding the exercise of the powers and duties conferred upon the Receiver by this Order, including interim expenditures. The whole of the Property shall be and is hereby charged by way of a fixed and specific charge (the "Receiver's Borrowings Charge") as security for the payment of the monies borrowed, together with interest and charges thereon, in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subordinate in priority to the Receiver's Charge and the charges as set out in sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

22. THIS COURT ORDERS that neither the Receiver's Borrowings Charge nor any other security granted by the Receiver in connection with its borrowings under this Order shall be enforced without leave of this Court.

23. THIS COURT ORDERS that the Receiver is at liberty and authorized to issue certificates substantially in the form annexed as Schedule "B" hereto (the "Receiver's Certificates") for any amount borrowed by it pursuant to this Order.

24. THIS COURT ORDERS that the monies from time to time borrowed by the Receiver pursuant to this Order or any further order of this Court and any and all Receiver's Certificates evidencing the same or any part thereof shall rank on a *pari passu* basis, unless otherwise agreed to by the holders of any prior issued Receiver's Certificates.

SERVICE AND NOTICE

25. THIS COURT ORDERS that the E-Service Protocol of the Commercial List (the "**Protocol**") is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/e-service-protocol/) shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to

Rule 3.01(d) of the Rules of Civil Procedure and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission.

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

GENERAL

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

28. THIS COURT ORDERS that nothing in this Order shall prevent the Receiver from acting as a trustee in bankruptcy of the Debtor.

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

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

31. THIS COURT ORDERS that the Applicant shall have its costs of this Application, up to and including entry and service of this Order, provided for by the terms of the Applicant's security or, if not so provided by the Applicant's security, then on a substantial indemnity basis to be paid by the Receiver from the Debtor's estate with such priority and at such time as this Court may determine.

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

Dietrich J.

Justice, Ontario Superior Court of Justice –
Commercial List

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

OCT 0 4 2019

PER / PAR:

SCHEDULE "A"

REAL PROPERTY

PT LT 34 CON A BRIGHTON PARTS 2, 3, 4, 7, 8 & 9, 38R1753; S/T & T/W NC210067; BRIGHTON (PIN 51166-1052 LT)

SCHEDULE "B"

RECEIVER CERTIFICATE

CERTIFICATE NO. ______________

AMOUNT $____________________

1. THIS IS TO CERTIFY that Grant Thornton Limited, the receiver (the "Receiver"), as appointed by Order of the Ontario Superior Court of Justice (Commercial List) (the "Court") dated the ___ day of ______, 20__ (the "Order") made in an action having Court file number __-CL-_______, of the assets, undertakings and properties of 692536 Ontario Limited (the “Debtor”) acquired for, or used in relation to a business carried on by the Debtor, including all proceeds thereof, and of the real property described at Schedule “A” to the Order (collectively, the “Property”), has received as such Receiver from the holder of this certificate (the "Lender") the principal sum of $___________, being part of the total principal sum of $___________ which the Receiver is authorized to borrow under and pursuant to the Order.

2. The principal sum evidenced by this certificate is payable on demand by the Lender with interest thereon calculated and compounded [daily][monthly not in advance on the _______ day of each month] after the date hereof at a notional rate per annum equal to the rate of ______ per cent above the prime commercial lending rate of Bank of _________ from time to time.

3. Such principal sum with interest thereon is, by the terms of the Order, together with the principal sums and interest thereon of all other certificates issued by the Receiver pursuant to the Order or to any further order of the Court, a charge upon the whole of the Property, in priority to the security interests of any other person, but subject to the priority of the charges set out in the Order and in the *Bankruptcy and Insolvency Act*, and the right of the Receiver to indemnify itself out of such Property in respect of its remuneration and expenses.

4. All sums payable in respect of principal and interest under this certificate are payable at the main office of the Lender at Toronto, Ontario.

5. Until all liability in respect of this certificate has been terminated, no certificates creating charges ranking or purporting to rank in priority to this certificate shall be issued by the Receiver

to any person other than the holder of this certificate without the prior written consent of the holder of this certificate.

6. The charge securing this certificate shall operate so as to permit the Receiver to deal with the Property as authorized by the Order and as authorized by any further or other order of the Court.

7. The Receiver does not undertake, and it is not under any personal liability, to pay any sum in respect of which it may issue certificates under the terms of the Order.

DATED the _____ day of ______________, 20__.

Grant Thornton Limited, solely in its capacity as Receiver of the Property, and not in its personal capacity

Per: ____________________________________

Name:
Title:

PACE SAVINGS & CREDIT UNION LIMITED v. 692536 ONTARIO LIMITED

Applicant | Respondent

Court File No. CV-19-00627936-00

ONTARIO
SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT TORONTO

APPOINTMENT ORDER

HARRISON PENSA LLP
Barristers & Solicitors
450 Talbot Street
London, Ontario
N6A 5J6

Timothy C. Hogan (LSO #36553S)
Tel : (519) 661-6725
Fax: (519) 667-3362

Lawyers for the Applicant,
Pace Savings & Credit Union Limited

APPENDIX “B”

District of Ontario
Division – 09 – Toronto
Estate No. 31-458779
Court File No.: CV-19-00627936-00CL

APPENDIX A

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

INTERIM STATEMENT OF RECEIPTS AND DISBURSEMENTS
FOR THE PERIOD ENDING AUGUST 19, 2022

		Notes	CAD
Cash Receipts			
	Cash at Bank (at date of receivership)	*1*	34,167
	Sale of Assets - Vehicle	*2*	16,500
	Rental Income	*3*	5,292,605
	Pandemic Pay	*4*	126,708
	Miscellaneous Income / Receipt	*5*	41,404
	Interest		1,204
	Total Cash Receipts		**5,512,588**
Estate Disbursements			
	Employees Payroll		2,772,975
	Food		535,474
	Property Management		258,000
	Outside Consulting, Repairs, Maintenance and Capital Expenditures		281,242
	Insurance		254,301
	Utilities		276,018
	Property Taxes		238,980
	Supplies and Other Expenses	*6*	162,098
	HST/QST paid		124,432
	Union Pension, Dues and Related Expenses	*7*	133,588
	Telephone / Internet / Cable		56,535
	Settlement		5,000
	Computer Services, Photocopies and Equipment Leases		20,124
	Waste Disposal		15,028
	Bank Charges		173
	Total Cash Disbursements		**5,133,968**
	Net Cash Receipts Before Professional Fees		**378,620**
Professional Fees			
	Receiver's Fees		261,287
	HST on Receiver's Fees		34,292
	Legal Fees		36,739
	HST on Legal Fees		4,774
	Total Professional Fees		**337,093**
	Total Disbursements		**5,471,061**
Total Receipts less Total Disbursements			**41,528**

NOTES

Note 1 - Represents cash at bank held by Applefest at the date of the receivership and subsequently swept to the Receiver's account on the same day.

Note 2 - Pursuant to the Receivership Order dated October 4, 2019, the Receiver was empowered to make any sale of the property or any part or parts thereof out of the ordinary course of busines without the approval of the Court in respect of any transaction not exceeding $25,000. The Receiver sold the Van owned by Applefest on December 2019 for $16,500.

Note 3 - Represents rental income from residents.

Note 4 - Represents funds received from the Ontario Government for support payments related to the Covid-19 pandemic.

Note 5 - Represents receipt of insurance claims and rental income from pharmacy agreement re: Remedy Holding and CareRx Corporation.

Note 6 - Represents payments made for supplies, medical supplies, security and alarm monitoring, advertising and marketing fees, filing and license fees, freight and delivery, courier, auto/fuel/gas expenses, mailing and other disbursements.

Note 7 - Represents payments to Service Employees International Union ("**SEIU**"), nursing homes and related industries pension plans.

APPENDIX "C"

APPLEFEST LODGE RETIREMENT HOME

PURCHASE AND SALE AGREEMENT

between

GRANT THORNTON LIMITED,
solely in its capacity as the Court-appointed receiver of the Debtor and the Purchased Real Property and not in its personal capacity or any other capacity

as Vendor

and

10505447 CANADA INC.

as Purchaser,

dated as of June 20, 2022

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PURCHASE AND SALE AGREEMENT

THIS AGREEMENT dated as of the 20th day of June 2022,

B E T W E E N:

**GRANT THORNTON LIMITED,
solely in its capacity as the Court-appointed receiver of the Debtor and the Purchased Real Property and not in its personal capacity or any other capacity**

(the "**Vendor**")

- and –

10505447 CANADA INC., a corporation incorporated under the laws of Canada

(the "**Purchaser**")

WHEREAS 692536 Ontario Limited (the "**Debtor**") formerly carried on a retirement residence business at the Purchased Real Property;

AND WHEREAS by Order of the Ontario Superior Court of Justice (Commercial List) dated October 4, 2019, Grant Thornton Limited was appointed as Receiver of all of the assets, undertaking and properties of the Debtor acquired for, or used in relation to a business carried on by the Debtor, including all proceeds thereof and of the Purchased Real Property;

AND WHEREAS, subject to the approval by the Court of this Agreement, the Vendor wishes to sell the Purchased Real Property and the other Purchased Assets to the Purchaser in accordance with and subject to the provisions of this Agreement;

NOW THEREFORE THIS AGREEMENT WITNESSES THAT, in consideration of the agreements contained in this Agreement and other good and valuable consideration (the receipt and sufficiency of which are hereby acknowledged by each of the parties), the parties agree as follows:

ARTICLE 1 - INTERPRETATION

1.01 Definitions

In this Agreement, including the recitals and Schedules to this Agreement, unless something in the subject matter or context is inconsistent therewith:

(a) "**Agreement**" means this agreement and all amendments made to this agreement by written agreement between the parties.

(b) "**Approval and Vesting Order**" means an Order of the Court substantially in the form of Schedule "A" hereto.

(c) **"Assignment Order"** means an order or orders of the Court, in form and substance satisfactory to the Purchaser and the Vendor, each acting reasonably, authorizing and approving (i) the assignment of any Consent Required Contract for which a consent, approval or waiver necessary for the assignment of such Consent Required Contract has not been obtained, (ii) the prevention of any counterparty to such Consent Required Contracts from exercising any right or remedy under such Consent Required Contracts by reason of any defaults arising from the receivership proceedings or the insolvency of the Vendor and (iii) the vesting in the Purchaser (or as they may direct) of all right, title and interest of the Vendor in such Consent Required Contracts.

(d) "**Assumed Contracts**" means the Contracts which, no later than the Due Diligence Date, the Purchaser advises the Vendor it wishes to assume on Closing.

(e) "**Business Day**" means a day other than a Saturday, Sunday, statutory holiday or Jewish Holiday in Ontario.

(f) "**Chattels**" means all personal property including without limitation equipment, computers, machinery, furniture, furnishings, accessories, tools, supplies, furniture and appliances, which are owned or leased by the Debtor and are used in the ownership, maintenance, repair or operation of the Purchased Real Property, including kitchen equipment, housekeeping supplies, tools, table cloths, bedding, cutlery, dishes, glass wares and other such effects used in the food and beverage operation carried out in the Purchased Real Property, carpets and other installed floor coverings.

(g) "**Claims**" means all losses, costs, damages, expenses, liabilities (whether accrued, actual, contingent, latent or otherwise), claims and demands of whatever nature or kind, including all related interest, fines, penalties, awards and judgments and all reasonable legal and accounting fees and costs incurred in connection therewith.

(h) "**Closing**" means the completion of the purchase and sale of the Purchased Assets contemplated by Article 2 of this Agreement.

(i) "**Closing Date**" means the later of (i) the first Business Day after the date that is ten days following the date on which the Approval and Vesting Order is issued by the Court; (ii) the first Business Day following the date on which any appeals or motions to set aside or vary the Approval and Vesting Order have been finally determined; (iii) ten (10) Business Days following receipt of the Replacement RHA Licence, (iv) the first Business Day which is at least forty five (45) days following the Due Diligence Date; and (v) August 5, 2022.

(j) "**Closing Time**" means 11:00 a.m. (Toronto Time) on the Closing Date.

(k) "**Contracts**" means:

(i) all contracts and agreements (other than (i) the Leases and (ii) the insurance policies related to the Purchased Assets) relating to the Purchased Assets to which the Debtor is a party or by which the Debtor is bound in respect of the maintenance, operation, cleaning, security, fire protection or servicing of the Purchased Real Property;

(ii) all contracts, agreements and leases relating to any Chattels or Equipment leased by the Debtor; and

(iii) all telecommunication contracts related to the operation of the Purchased Real Property in respect of telecommunication services (including telephone, internet and wireless services) servicing the Purchased Real Property.

(l) "**Consent Required Contract**" has the meaning set out in Section 2.15.

(m) "**Court**" means the Ontario Superior Court of Justice (Commercial List).

(n) "**Deposit**" has the meaning set out in 2.07.

(o) "**Due Diligence Date**" means the fortieth (40th) Day following the Effective Date.

(p) "**Due Diligence Documents**" means copies of all Leases, a rent roll, a Phase 1 environmental report and a building condition report.

(q) "**Due Diligence Period**" means the period commencing on the Effective Date and expiring on the Due Diligence Date.

(r) "**Effective Date**" means the date both parties have executed this Agreement.

(s) "**Encumbrances**" means any encumbrance, lien, charge, hypothec, mortgage, pledge, title retention agreement, security interest, reservation of title, easement, right of occupation, option to buy, pre-emptive right to buy, right of first refusal or first offer, transfer restriction or any agreement to create any of the foregoing.

(t) "**ETA**" means the *Excise Tax Act*, R.S.C. 1985, c. E-15, as amended.

(u) "**Excluded Assets**" means all

(i) cash and cash equivalents;

(ii) accounts receivable;

(iii) all personal property owned by any resident of the Purchased Real Property;

(iv) any amounts owing prior to the Closing Date in respect of payments made by a resident of the Purchased Real Property which payments are made after the Closing Date, which the Purchaser shall make good faith efforts to collect and which the Purchaser shall promptly remit to the Vendor; and

(v) and any assets which are not Purchased Assets.

(v) "**Excluded Liabilities**" means any and all liabilities and obligations of the Debtor, whether known, unknown, direct, indirect, absolute, contingent or otherwise or arising out of facts, circumstances or events, in existence on or prior to the Closing Date, other than the Assumed Liabilities, including:

(i) except as otherwise agreed in this Agreement, all taxes payable by the Debtor arising with respect to any period prior to the Closing Date and all taxes payable relating to any matters or assets other than the Purchased Assets arising with respect to the period from and after the Closing Date;

(ii) any liability, obligation or commitment associated with the accounts payable;

(iii) any liability, obligation or commitment resulting from the Encumbrances;

(iv) any liability, obligation or commitment associated with any of the Excluded Assets; and

(v) any liability, obligation or commitment in respect to Claims arising from or in relation to any facts, circumstances, events or occurrences existing or arising prior to the Closing Date.

(w) "**First Deposit**" has the meaning set out in 2.07.

(x) "**Goodwill**" means all right, title and interest of the Debtor in and to all goodwill of or attributable to the retirement residence business conducted by the Debtor at the Purchased Real Property including all leads and prospects with potential customers of such retirement residence business.

(y) "**Governmental Authority**" means any domestic or foreign government, whether federal, provincial, state, territorial or municipal; and any governmental agency, ministry, department, court (including the Court), tribunal, commission, stock exchange, bureau, board or other instrumentality exercising or purporting to exercise legislative, judicial, regulatory or administrative functions of, or pertaining to, government or securities market regulation.

(z) "**HST**" means harmonized sales tax imposed under Part IX of the ETA.

(aa) "**Information Technology**" means (i) all computer hardware and software used in connection with the Purchased Assets, including all rights under licences and other agreements or instruments relating thereto; and (ii) all cabling and connections used in connection with such hardware and software.

(bb) "**Intellectual Property**" means all of the following, if any, owned by the Debtor and used by the Debtor exclusively in connection with the Purchased Assets: (i) copyrights, copyright registrations and applications for copyright registration; (ii) trade names (including, without limitation, the trade name(s) "Applefest Lodge Retirement Home"), business names, corporate names, domain names, website names and world wide web addresses, email accounts, common law trade-marks, trade-mark registrations, trade mark applications, trade dress and logos, web domain listing, and the goodwill associated with any of the foregoing; (iii) customer lists, reservation lists, telephone and telecopy numbers; and (iv) any other intellectual property, industrial property or similar property.

(cc) "**Inventory**" means all supplies, goods and materials owned by the Debtor and on hand or in stock on the Closing Date to be used or consumed in the operation of the Purchased Real Property, including food and beverages, consumables, liquor, menu stock, soap, stationary, cleaning supplies and other operational, engineering, maintenance, bookkeeping, housekeeping and guest supplies.

(dd) "**Jewish Holiday**" means both days of Rosh Hashanah and Shavuoth, Yom Kippur, Succoth and its intermediary days, Shimini Atzeret, Simchat Torah, Passover and its intermediary days.

(ee) "**Land Office**" means the Land Titles Division of Northumberland (No.39).

(ff) "**Leases**" means all existing occupancy agreements, offers to lease, leases, renewals of leases and all other tenancy agreements and other similar agreements granted by or on behalf of the Debtor, or its predecessor in title as owner of the Purchased Real Property, which entitle any person to possess or occupy any portion of the Purchased Real Property or any space within any structure located or any part thereof, together with all security, guarantees and indemnities from any party whatsoever of the obligations of the tenants or occupants thereunder, in each case as amended, renewed, supplemented or otherwise varied.

(gg) “**Parties**” means the Vendor and Purchaser, collectively and “Party” means either of them.

(hh) “**Permitted Encumbrances**” means the Encumbrances referred to in the attached Schedule “C”.

(ii) “**Purchased Assets**” means all of the assets of the Debtor of every kind and description (whether owned by the Debtor legally or beneficially or legally and beneficially) subject to the limitations in Subsections (iv) and (v) hereof, wheresoever situate, including:

(i) the Purchased Real Property;

(ii) all Chattels including without limitation machinery, equipment, vehicles, , improvements, computers, computer equipment, tools, spare parts, furniture, furnishings, supplies, accessories and other fixed assets (the “**Equipment**”);

(iii) to the extent assignable by the Vendor, all licenses, registrations and permits relating to the retirement residence business conducted on the Purchased Real Property;

(iv) all right, title and interest of 692536 Ontario Limited in and to resident trust funds and resident damage deposits;

(v) all telephone numbers, facsimile numbers, supplier lists and lists of residents and prospective residents of the retirement residence business conducted on the Purchased Real Property;

(vi) all pre-paid expenses and deposits, including all pre-paid taxes, gas, water and other utilities, lease payments, payments made by residents of the Purchased Real Property and all reserve amounts held by the Vendor on behalf of the Debtor for realty taxes and contingencies that apply for the period after the Closing Date (which amounts, if any, are anticipated to be immaterial); and

(vii) all books and records (including all personnel records, inspection records and accounting records and working papers), all plans and specifications relating to the Purchased Real Property and all other agreements, documents and data bases recorded or stored by means of any device, including in electronic form,

(viii) all right, title and interest of 692536 Ontario Limited in and to the Leases;

(ix) the Inventory;

(x) the Assumed Contracts;

(xi) the Goodwill;

(xii) the Intellectual Property and the Information Technology;

(xiii) the Warranties,

but specifically excluding the Excluded Assets.

(jj) "**Purchased Real Property**" means the real property described in the attached Schedule "B" and all buildings, offices, structures, erections, improvements, appurtenances and fixtures situate on or forming part of such real property and all rights-of-way, easements, licenses, rights of occupation and other similar rights of 692536 Ontario Limited in connection with such real property**.**

(kk) "**Purchase Documents**" means, collectively, this Agreement, the agreements and instruments referred to in Article 4, and all other agreements executed and delivered by one or both of the parties at the Closing.

(ll) "**Purchase Price**" has the meaning set out in Section 2.06.

(mm) "**Replacement RHA Licence**" means the RHA licence to be issued by the RHRA to the Purchaser in connection with the *Purchased Real Property.*

(nn) "**RHA**" means the *Retirement Homes Act 2010* (Ontario).

(oo) "**RHRA**" means the Retirement Homes Regulatory Authority.

(pp) "**Warranties**" means any existing warranties and guarantees in favour of the Debtor in connection with the Purchased Assets (a) to the extent same are assignable without consent or cost; and (b) to the extent that some are assignable with consent or cost and the Purchaser has obtained such consents and has paid such costs (the Debtor or Vendor, as applicable, shall cooperate, without financial obligation, in obtaining such consents).

1.02 <u>Headings</u>

The division of this Agreement into Articles and Sections and the insertion of headings are for convenience of reference only and will not affect the construction or interpretation of this Agreement. The terms "**herein**", "**hereof**", "**hereunder**", "**hereto**" and similar expressions refer to this Agreement and not to any particular Article, Section or other portion of this Agreement. Unless something in the subject matter or context is inconsistent therewith, references in this Agreement to Articles and Sections are to Articles and Sections of this Agreement.

1.03 Extended Meanings

In this Agreement, words importing the singular number only will include the plural and *vice versa*, words importing the masculine gender will include the feminine and neuter genders and *vice versa*, and words importing persons will include individuals, partnerships, limited partnerships, associations, trusts, unincorporated organizations, governments, governmental authorities, companies and corporations. The term "**including**" means "including, without limiting the generality of the foregoing," and the term "**include**" has a corresponding meaning.

1.04 Statutory References

In this Agreement, unless something in the subject matter or context is inconsistent therewith, a reference to any statute is to that statute as now enacted or as the same may from time to time be amended, re-enacted or replaced and includes any regulations made thereunder.

1.05 Schedules

The Schedules attached to this Agreement are incorporated by reference and deemed to be part of this Agreement.

ARTICLE 2 - PURCHASE AND SALE OF PURCHASED ASSETS

2.01 Purchase and Sale of Purchased Assets

Upon and subject to the provisions hereof, the Vendor agrees to sell the Purchased Assets to the Purchaser, and the Purchaser agrees to purchase the Purchased Assets from the Vendor, at the Closing Time.

2.02 Due Diligence Documents

On or before the Effective Date, the Vendor has delivered or made available the Due Diligence Documents to the Purchaser.

2.03 Due Diligence

The Purchaser and its representatives will have a period commencing on the Effective Date:

(a) and expiring on the Due Diligence Date to satisfy itself that:

(i) the Due Diligence Documents are satisfactory to the Purchaser;

(ii) the Leases confirm the accuracy of the rent roll in respect of the Purchased Assets, and otherwise contain commercially reasonable term acceptable to the Purchaser; and

(iii) the transaction contemplated herein will not be adversely affected by COVID-19,

each of the foregoing as determined by the Purchaser in its sole and absolute discretion (the "**Due Diligence Condition**").

During the Due Diligence Period, the Purchaser may elect to cancel this Agreement in accordance with Section 2.04.

2.04 Cancellation during Due Diligence Period

If the Due Diligence Condition is not satisfied, or if the Purchaser is not satisfied with the results of its due diligence review in its sole and absolute discretion, or if the Purchaser is unable to obtain financing to its satisfaction, the Purchaser may elect to cancel this Agreement at any time during the Due Diligence Period by delivery of written notice from the Purchaser or its solicitors to the Vendor or the Vendor's Solicitors to this effect, without liability to the Purchaser for such termination.

Upon delivery of a termination notice within the Due Diligence Period in accordance with this section, the Initial Deposit paid by the Purchaser, together with all interest earned or accrued thereon, will be immediately returned to the Purchaser without deduction or set-off, and the Purchaser's termination will be without liability to the Purchaser.

If the Purchaser is satisfied, in its sole and absolute discretion, with the results of its review of the Purchased Assets, it will deliver written notice to the Vendor or its solicitors (the "**Acceptance Notice**") to this effect or otherwise waive the condition in its favour contained in Section 5.03(c) below on or before the last day of the Due Diligence Period. If no such Acceptance Notice or waiver is delivered to the Vendor on or before the last day of the Due Diligence Period, the Purchaser will be deemed to have elected to terminate this Agreement and the Initial Deposit, together with interest earned or accrued thereon, will be immediately returned to the Purchaser without deduction or set-off.

2.05 Access by Purchaser

During the Due Diligence Period, the Purchaser and its representatives shall be entitled to have access to the Purchased Real Property at mutually agreed upon times (during normal business hours), at the Purchaser's sole risk and expense, for the purpose of making any inspections, investigations or tests in respect of the Purchased Assets that the Purchaser considers to be necessary or desirable, including, without limitation, physical and structural inspections, subject to the rights of tenants and provided that the Vendor or its representative shall be entitled to be present during such inspections, investigations or tests. The Purchaser shall repair any damage caused by such inspections, investigations, tests and audits performed by it or its representatives and fully indemnify the Vendor from all costs of repairing any damage caused by such inspections, investigations, tests or audits and all Claims resulting from any such inspections, investigations, tests and audits and from all Claims incurred by the Vendor as a result thereof. This provision shall survive termination of this Agreement regardless of the cause of such termination and notwithstanding anything else contained in this Agreement.

2.06 Purchase Price for Purchased Assets

The purchase price payable by the Purchaser to the Vendor for the Purchased Assets shall be the sum of [redacted] (the "**Purchase Price**").

2.07 Deposit

(a) The Purchaser shall pay to the Vendor the sum equal to Fifty Thousand Dollars ($50,000.00) (the "**First Deposit**") by way of a certified cheque, wire transfer, solicitors' trust cheque or bank draft drawn on or issued by a Canadian chartered bank or credit union payable and delivered to the Vendor, in Trust, within three (3) Business Days following the Effective Date, to be applied to the Purchase Price on Closing;

(b) The Purchaser shall pay to the Vendor the sum equal to Fifty Thousand Dollars ($50,000.00) (together with the First Deposit, the "**Deposit**") by way of a certified cheque, wire transfer, solicitors' trust cheque or bank draft drawn on or issued by a Canadian chartered bank or credit union payable and delivered to the Vendor's solicitors, in Trust, within three (3) Business Days following the Due Diligence Date, to be applied to the Purchase Price on Closing;

(c) the Deposit shall be held by the Vendor's solicitors, in trust, without interest and shall be:

  (i) credited to the Purchaser against the Purchase Price on the Closing Date if the purchase and sale of the Purchased Assets is completed pursuant to this Agreement; or

  (ii) refunded to the Purchaser without deduction or set-off if the purchase and sale of the Purchased Assets is not completed pursuant to this Agreement, provided that the failure to complete the sale was not as a result of the Purchaser's breach under this Agreement, which refund shall be accepted by the Purchaser in full satisfaction of all damages, losses, costs and expenses incurred by the Purchaser as a result of such non-completion; or

(iii) retained by the Vendor as liquidated damages, if the purchase and sale of the Purchased Assets is not completed pursuant to this Agreement as a result of the Purchaser's breach hereunder, which retention shall be accepted by the Vendor in full satisfaction of all damages, losses, costs and expenses incurred by the Vendor as a result of such non-completion.

2.08 Satisfaction of Purchase Price

The Purchaser shall indefeasibly pay and satisfy the Purchase Price, subject to any adjustments as set out in Section 2.10, as follows:

(a) the Deposit shall be applied against the Purchase Price; and

(b) the remainder of the Purchase Price, being the net amount owing after deducting the Deposit, shall be paid by the Purchaser to the Vendor on Closing.

2.09 Allocation of Purchase Price

The Purchase Price shall be allocated among the Purchased Assets in a manner to be agreed upon by the Parties prior to the Closing Time, acting reasonably, provided that failure of the Parties to agree upon an allocation shall not result in the termination of this Agreement but rather shall result in the nullity of the application of this section of the Agreement such that each Party shall be free to make its own reasonable allocation.

2.10 Adjustments

(1) The Purchase Price shall be adjusted as of the Closing Time in a manner and amount to be agreed upon by the Parties, acting reasonably, for:

(a) any property taxes, utilities;

(b) rents and deposits paid or payable pursuant to the Leases; and

(c) any other items to which the Parties agree.

(2) Other than as provided for in this Article, there shall be no adjustments to the Purchase Price.

2.11 Assumed Liabilities.

Subject to Closing, the Purchaser agrees to discharge, perform and fulfil the following obligations and liabilities of with respect to the Purchased Assets as and from the Closing Date (collectively, the "**Assumed Liabilities**"):

(a) all obligations and liabilities relating to the Purchased Assets arising in respect of the period after the Closing Time; and

(b) all other obligations and liabilities expressly assumed under this Agreement.

2.12 Excluded Liabilities

The Purchaser shall not assume and shall have no obligation to discharge, perform or fulfil any and all Excluded Liabilities.

2.13 Taxes

The Purchaser shall be responsible for all federal and provincial sales taxes, land transfer tax, goods and services, HST and other similar taxes and duties and all registration fees payable upon or in connection with the conveyance or transfer of the Purchased Assets to the Purchaser. If the sale of the Purchased Assets is subject to HST, then such tax shall be in addition to the Purchase Price. The Vendor will not collect HST if the Purchaser provides to the Vendor a warranty that it is registered under the ETA, together with a copy of the required ETA registration at least five Business Days prior to Closing, a warranty that the Purchaser shall self-assess and remit the HST payable and file the prescribed form and shall indemnify the Vendor in respect of any HST payable. The foregoing warranties shall not merge but shall survive the completion of the Closing. Notwithstanding the above, if available and applicable, at the Closing, the Vendor and the Purchaser shall execute jointly an election under Section 167 of the ETA, to have the sale of the Purchased Assets take place on a GST/HST-free basis under Part IX of the ETA. The Purchaser shall file the elections in the manner and within the time prescribed by the relevant legislation.

2.14 Land Transfer Tax

The Purchaser shall pay all applicable land transfer tax upon the registration of the Approval and Vesting Order in respect of the Purchased Real Property.

2.15 Assumed Contracts

In the event that there are any Assumed Contracts which are not assignable in whole or in part without the consent, approval or waiver of another Person and such consents, approvals or waivers have not yet been obtained as of the Closing Date (each a "**Consent Required Contract**"), then:

(a) nothing in this Agreement will be construed as an assignment of any Consent Required Contract and, without limiting the foregoing, the Purchaser does not assume and has no obligation to discharge any liability or obligation under or in respect of any such Consent Required Contract, until (i) an Assignment Order is obtained in accordance with 2.15(c) or (ii) such consent, approval or waiver is obtained in respect of such Consent Required Contract on terms satisfactory to the

Purchaser, in either case following which the value of and rights of the Vendor under such Consent Required Contract shall enure to the Purchaser;

(b) the Vendor shall use their commercially reasonable efforts to obtain any such consent, approval or waiver, and the Purchaser shall provide reasonable cooperation to assist the Vendor in obtaining any such consent, approval or waiver;

(c) if any consent, approval or waiver is not obtained for any Consent Required Contract prior to Closing, the Purchaser may request that the Vendor bring a motion to the Court for issuance of an Assignment Order with respect to such Consent Required Contracts prior to Closing;

(d) once the consent, approval or waiver to the assignment of a Consent Required Contract is obtained, or the assignment of such Contract has been ordered by the Court pursuant to an Assignment Order, such Consent Required Contract shall be deemed to be assigned to the Purchaser on Closing; and

(e) the Vendor shall hold the Consent Required Contracts in trust for the benefit of the Purchaser.

ARTICLE 3 - ADDITIONAL BUSINESS TERMS

3.01 Existing Agreements

The Purchaser shall not assume or be liable for any management agreements entered into by the Vendor other than any such management agreements that are Assumed Contracts. Save and except for any Assumed Contracts, the Vendor shall either (i) terminate, on or prior to Closing, all other Contracts of which the Receiver has knowledge, possession or control, if any; or (ii) undertake on Closing to terminate such Contracts described in (i) above, if any, following Closing and at no cost or liability to the Purchaser.

3.02 Work Orders

If any work order, notice of violation, notice of defect in the construction, state of repair or state of completion of the Purchased Assets is issued by a Government Authority prior to Closing (a "**Work Order**"), the Vendor shall correct such matters and clear the Work Order prior to Closing.

3.03 Risk of Loss

From the date hereof up to the Closing Date, the Purchased Assets shall be and remain at the risk of the Vendor. If, prior to the Closing Date, all or any part of the Purchased Assets are environmentally contaminated, destroyed or damaged by fire or any other casualty the cost of repair or restoration whereof, in the opinion of the Purchaser's architects or engineers acting reasonable, will exceed Two Hundred Fifty Thousand Dollars ($250,000.00) (the "**Damage**"), the Purchaser shall have the option, exercisable by notice in writing given within fifteen (15) days of the Purchaser receiving notice in writing from the Vendor of the Damage:

(a) to complete the purchase without reduction of the Purchase Price (except with respect to the amount of any deductible applicable to an insurance claim relating to Damage unless the Vendor shall have paid such deductible), in which event all proceeds of any insurance shall be payable to the Purchaser on the Closing Date and if not so available, the Purchaser shall be entitled to exercise the rights in (b), unless it is prepared to accept, in its sole discretion, the assignment by the Vendor to the Purchaser of all right and claim of the Vendor to any such amounts not paid by the Closing Date, without warranty; or

(b) to cancel this Agreement whereupon the Deposit, without deduction or set-off, shall be returned to the Purchaser, without further recourse between the parties.

If such damage or destruction is not Damage, then the Purchaser may not terminate this Agreement and shall complete the purchase of the Purchased Assets in accordance with the terms of paragraph (a) of this Section 3.03 but only to the extent such insurance proceeds are available on the Closing Date (which may be extended by the Vendor by up to sixty (60) days in such circumstances), failing which the Purchaser shall be entitled to exercise the rights in Section 3.03 (b).

3.04 Insurance

The Purchaser shall arrange its own insurance in respect of the Purchased Assets on Closing and the Vendor shall not assign any insurance policies to the Purchaser. Up to the Closing Date, the Vendor shall continue to maintain in full force and effect all policies of insurance now in effect.

3.05 Vendor's Representations

The Vendor represents to and in favour of the Purchaser that, subject to the issue by the Court of the Approval and Vesting Order, each of the following statements is on the date of this Agreement, and will at the Closing Time be, true and correct:

(a) the Vendor has good and sufficient power, authority and right to enter into this Agreement and all other agreements and instruments to be executed by the Vendor as contemplated herein and to perform its obligations under this Agreement and under all such other agreements and instruments;

(b) subject to the Approval and Vesting Order being granted, this Agreement constitutes a valid and binding obligation of the Vendor, enforceable against the Vendor in accordance with its terms;

(c) the Vendor and the Debtor are not now and will not on Closing be non-residents of Canada within the meaning of Section 116 of the *Income Tax Act* (and the Vendor shall deliver to the Purchaser at the Closing Time a corporate certificate confirming the foregoing);

(d) other than as disclosed in the Due Diligence Documents, the Vendor is not aware of any Leases affecting the Purchased Real Property; and

(e) except for Marcus & Millichap, the Vendor has not retained any financial advisor, broker, agent or finder, or entered into any agreement entitling any person to any broker's commission, finder's fee or similar payment, relating to this Agreement or the transactions contemplated by this Agreement.

3.06 Purchaser's Representations

The Purchaser represents to and in favour of the Vendor that each of the following statements is, and will at the Closing Time be, true and correct:

(a) the Purchaser is a corporation duly incorporated and subsisting under the law of Ontario;

(b) the Purchaser has good and sufficient corporate power and corporate authority to enter into this Agreement and Purchase Documents; and

(c) the Purchaser has not retained any financial advisor, broker, agent or finder, or entered into any agreement entitling any person to any broker's commission, finder's fee or similar payment relating to this Agreement or the transaction contemplated by this Agreement.

3.07 Employees at the Purchased Properties

(1) The Purchaser shall, at the Purchaser's expense, make arrangements to employ from and after the Closing Date all of the employees of the Debtor who are as at Closing employed by the Debtor in connection with the retirement residence business operated at the Purchased Real Property (the "**Employees**"), on substantially the same terms and conditions of employment are in effect on the date hereof. The Purchaser will recognize the prior service of the Employees with the Debtor and any of its predecessors for all applicable legal purposes. The Purchaser shall have established plans or arrangements for the Employees in respect of their employment with the Purchaser on the date immediately after the Closing Date that provide comparable (and, in any event, not less favourable) insurance, health, disability, medical, dental, retirement, salary continuation, and other employee benefits provided to the Employees prior to the Closing Date (the "**Employee Benefits**"). Notwithstanding the foregoing, the offer of employment to each Employee who is on a leave of absence due to disability or any other medical leave at the time such offer is made, shall state that employment pursuant to such offer shall be effective on the date such Employee is capable of performing the essential duties of the position they held at the time the leave commenced, with or without accommodation, provided

that such offer may expire on the date that is two (2) years after the Closing Date. The Purchaser shall notify the Vendor when such offers have been made and shall have up to ten (10) Business Days prior to Closing (the "**Employee Notice Date**") to inform the Vendor as to which offers have been accepted and which offers have not been accepted, as applicable. Provided that Closing occurs, the Purchaser shall, effective as of the Closing Date, hire each Employee who accepts the Purchaser's offer of employment on or before the Employee Notice Date (the "**Retained Employees**") and shall provide confirmation of same to the Vendor in writing. All Employees who elect not to accept an offer of employment are hereinafter referred to as "**Vendor Employees**" and the Vendor shall terminate the employment of such Vendor Employees effective on or before the Closing Date.

(2) The Purchaser shall:

(i) be solely responsible for all salary, wages, bonuses, vacation pay (accrued or otherwise), and any Employee Benefits, payable or accruing or which, accrue in favour of the Retained Employees for the period from and after the Closing Date;

(ii) be solely responsible for all severance or termination payments or damages for wrongful dismissal (if any), based on the combined years of service at or in respect of the retirement residence business conducted at the Purchased Real Property, arising from and after the Closing Date to any Retained Employees; and

(iii) indemnify and hold and save harmless the Vendor from, for and against all Claims (whether from any Retained Employee or any authorities) in connection with the Purchaser's employment of the Retained Employees from and after the Closing Date.

(3) To the extent that collective agreements apply to Retained Employees, the Purchaser shall, effective from and after the Closing Time:

(a) be the successor employer under such collective agreements pursuant to the provisions of applicable labour legislation; and

(b) be bound by and observe all of the obligations of the Debtor as employer under such collective agreements to the extent that they apply to such Retained Employees.

(4) From the Effective date until the Closing Time, the Vendor shall not hire any new employees in connection with the retirement residence business operated at the Purchased Real Property, unless such position is to replace a departing employee and is employed on substantially the same terms to the departing employee.

3.08 Replacement RHA Licence

The Purchaser shall prior to Closing use its commercially reasonable efforts to apply for and pursue the issuance of the Replacement RHA Licence in accordance with the RHRA and shall from time to time execute and deliver, make or cause to be made all such further acts, deeds, assumptions and things in a timely manner as may be required or deemed necessary by the RHRA from time to time at the Purchaser's sole cost and expense in order to effect the timely issuance of the Replacement RHA Licence. The Vendor, at the cost of the Purchaser, shall provide the Purchaser with reasonable assistance associated with the Purchaser's efforts to obtain the Replacement RHA Licence.

3.09 Closing

(1) The Closing will be completed at the Closing Time or such other time on the Closing Date as the parties may agree.

(2) All closing funds and other Closing deliveries exchanged between the Vendor's counsel and the Purchaser's counsel shall be held in escrow pending Closing. Upon delivery of all required funds and other Closing deliveries (other than the Receiver's Certificate) and the parties confirming that they are each satisfied with same, and that the applicable conditions of each party described in Article 5 have been satisfied or waived by the applicable party, the Vendor shall forthwith deliver the Receiver's Certificate (comprising Schedule "A" of the Approval and Vesting Order) to the Purchaser.

(3) Contemporaneously with the delivery of the Receiver's Certificate to the Purchaser, Closing shall have occurred and all funds and other Closing deliveries shall automatically be released from escrow.

(4) Following Closing, the Vendor's counsel shall file the Receiver's Certificate with the Court, and the Purchaser shall be responsible for registering an Application for Vesting Order (in respect of the Approval and Vesting Order) against title to the Purchased Real Property; provided for certainty that such filings/ registrations shall be completed on a post-Closing basis. For greater certainty, the Vendor and the Purchaser agree that the Closing mechanics shall not include use of a document registration agreement.

3.10 Survival of Obligations

The obligations of the parties set out in this Agreement will survive the completion of the transactions herein provided for and, notwithstanding such completion, will continue in full force and effect for the benefit of the party to whom given in accordance with the terms thereof.

ARTICLE 4 - CLOSING ARRANGEMENTS

4.01 Vendor's Closing Deliverables.

The Vendor covenants to execute, where applicable, and deliver the following to the Purchaser at Closing or on such other date as expressly provided herein:

(1) a copy of the issued and entered Approval and Vesting Order and the attached Receiver's Certificate;

(2) an assignment and assumption of the Leases;

(3) an assignment and assumption of the Assumed Contracts, if any;

(4) an assignment and assumption of any licenses or permits, to the extent same are transferrable;

(5) all Assignment Orders required by the Purchaser, if any, shall have been entered by the Court prior to Closing and all appeal periods in connection with the same shall have expired;

(6) a statement of adjustments prepared in accordance with section 2.10 hereof, at least five (5) Business Days prior to the Closing Date;

(7) a certificate from the Vendor, dated as of the Closing Date, certifying:

  (a) that, except as disclosed in the certificate, the Vendor has not been served with any notice of appeal with respect to the Approval and Vesting Order, or any notice of any application, motion or proceedings seeking to set aside or vary the Approval and Vesting Order or to enjoin, restrict or prohibit the Closing; and

  (b) that all representations, warranties and covenants of the Vendor contained in this Agreement are true as of the Closing Time, with the same effect as though made on and as of the Closing Time.

(8) a corporate certificate of the Vendor as to Section 116 of the Income Tax Act (Canada);

(9) an acknowledgement, dated as of the Closing Date, that each of the applicable conditions in section 5 hereof has been fulfilled, performed or waived as of the Closing Time; and

(10) such further documentation relating to the completion of the Closing as shall be otherwise referred to herein or required by the Purchaser, acting reasonably, applicable law or any Government Authority.

4.02 Purchaser's Closing Deliverables.

The Purchaser covenants to execute, where applicable, and deliver the following to the Vendor at Closing or on such other date as expressly provided herein:

(1) the indefeasible payment and satisfaction in full of the Purchase Price according to section 2.06 hereof;

(2) an assignment and assumption of the Leases;

(3) an assignment and assumption of the Assumed Contracts, if any;

(4) an assignment and assumption of any licenses or permits, to the extent same are transferrable;

(5) an indemnity related to the Retained Employees, if applicable;

(6) an acknowledgement, dated as of the Closing Date, that each of the applicable conditions in section 5 hereof has been fulfilled, performed or waived as of the Closing Time;

(7) a certificate from the Purchaser, dated as of the Closing Date, certifying that all representations, warranties and covenants of the Purchaser contained in this Agreement are true as of the Closing Time, with the same effect as though made on and as of the Closing Time;

(8) if necessary, payment or evidence of payment of HST applicable to the Purchased Assets or, if applicable, appropriate tax exemption and indemnification certificates to the Vendor's satisfaction, acting reasonably, with respect to HST in accordance with Section 2.13 hereof; and

(9) such further documentation relating to the completion of the Closing as shall be otherwise referred to herein or required by the Vendor, acting reasonably, applicable law or any Government Authority.

4.03 Approval and Vesting Order

Each of the Vendor and the Purchaser hereby covenants and agrees that, from the date hereof until Closing, each shall take all such actions as are necessary to have the Closing approved in the Approval and Vesting Order on substantially the same terms and conditions as are contained in this Agreement, and to take all commercially reasonable actions as are within its power to control, and to use its commercially reasonable efforts to cause other actions to be taken which are not within its power to control, so as to ensure compliance with each of the conditions set forth in Article 4 hereof. For greater certainty, the Vendor and the Purchaser agree that the Vendor shall have no obligation to seek the Approval and Vesting Order prior to (i) the delivery by the Purchaser of the Acceptance Notice and (ii) the Vendor being satisfied, acting reasonably, that the Purchaser shall be successful in obtaining the Replacement RHA Licence.

4.04 Receiver's Certificate.

On Closing, the Receiver's Certificate will be delivered to the Purchaser in the manner described in section 3.09.

ARTICLE 5 - CONDITIONS AND TERMINATION RIGHTS

5.01 Conditions in Favour of the Vendor.

The obligation of the Vendor to complete the Closing is subject and conditional to the satisfaction of the following conditions on or before the Closing Date:

(1) all the representations and warranties of the Purchaser contained in this Agreement shall be true and correct in all material respects on the Closing Date;

(2) all the covenants of the Purchaser contained in this Agreement to be performed on or before the Closing Date shall have been duly performed by the Purchaser;

(3) the Purchaser shall have complied with all the terms contained in this Agreement applicable to the Purchaser prior to the Closing Date;

(4) there shall be no Claim, litigation or proceedings pending or threatened or order issued by a Governmental Authority against either of the Parties, or involving any of the Purchased Assets, for the purpose of enjoining, preventing or restraining the completion of the Closing or otherwise claiming that such completion is improper; and

(5) the Court shall have issued the Approval and Vesting Order.

5.02 Conditions in Favour of Vendor Not Fulfilled.

If any of the conditions contained in section 5.01 hereof is not fulfilled on or prior to the Closing Date and such non-fulfillment is not directly or indirectly as a result of any action or omission of the Vendor, then the Vendor may, at its sole discretion (other than as stipulated below), and without limiting any rights or remedies available to it at law or in equity:

(1) terminate this Agreement by notice to the Purchaser and, provided the Purchaser is not in default of this Agreement, return the Deposit without deduction or set-off forthwith to the Purchaser, in which event the Vendor and the Purchaser shall be released from its obligations under this Agreement to complete the Closing; or

(2) waive compliance with any such condition without prejudice to the right of termination in respect of the non-fulfillment of any other condition.

5.03 Conditions in Favour of the Purchaser.

In addition to the Purchaser's Due Diligence Condition described in Sections 2.03 and 2.04, the obligation of the Purchaser to complete the Closing is subject and conditional to the satisfaction of the following conditions on or before the Closing Date:

(1) all the representations and warranties of the Vendor contained in this Agreement shall be true and correct in all material respects on the Closing Date;

(2) the Purchaser shall have received the Replacement RHA Licence;

(3) the Purchaser having received all closing deliverables of the Vendor required by Section 4.01;

(4) the Purchaser shall have received the executed Receiver's Certificate from the Vendor;

(5) the buildings and lands forming the Purchased Real Property being in substantially the same condition as they were at the time of the delivery by the Purchaser of the Acceptance Notice, subject to reasonable wear and tear;

(6) there shall be no Claim, litigation or proceedings pending or threatened or order issued by a Governmental Authority against either of the Parties, or involving any of the Purchased Assets, for the purpose of enjoining, preventing or restraining the completion of the Closing or otherwise claiming that such completion is improper; and

(7) the Court shall have issued the Approval and Vesting Order and such shall not have been stayed, varied, or vacated.

5.04 Conditions in Favour of Purchaser Not Fulfilled.

If any of the conditions contained in section 5.03 hereof is not fulfilled on or prior to the Closing Date and such non-fulfillment is not directly or indirectly as a result of any action or omission of the Purchaser, then the Purchaser may, in its sole discretion and without limiting its rights or remedies available at law or in equity:

(1) terminate this Agreement by notice to the Vendor and, provided the Purchaser is not in default of this Agreement, the Vendor shall return the Deposit without deduction or set-off forthwith to the Purchaser, in which event the Purchaser and the Vendor shall be released from their obligations under this Agreement to complete the Closing; or

(2) waive compliance with any such condition without prejudice to the right of termination in respect of the non-fulfillment of any other condition.

ARTICLE 6 - GENERAL

6.01 No Representations, Warranties or Conditions by Vendor

Notwithstanding any other provision of this Agreement or any of the other Purchase Documents, no representations, warranties or conditions, express, implied, imposed by statute or otherwise, are made by the Vendor with respect to the maintenance, repair or condition of the Purchased Real Property or any of the other Purchased Assets or any other matter, it being the express intention of the Vendor and the Purchaser that all such assets shall be transferred to the Purchaser in their condition at Closing Time and state of repair, “as is” and “where is”, with all faults. Without limitation to the foregoing, any and all representations, warranties and conditions, express or implied, pursuant to the *Sale of Goods Act* (Ontario) are hereby excluded from this Agreement.

6.02 Further Assurances

Each of the parties will from time to time execute and deliver all such further documents and instruments and do all such acts and things as the other party may, either before or after the Closing Date, reasonably required to effectively carry out or better evidence or perfect the full intent and meaning of this Agreement.

6.03 Time of the Essence

Time shall in all respects be of the essence hereof provided that the time for doing or completing of any matter provided for herein may be extended or abridged by an agreement in writing signed by the parties or by their respective solicitors who may be specifically authorized in that regard.

6.04 Benefit of the Agreement

(1) This Agreement will enure to the benefit of and be binding on the respective successors (including any successor by amalgamation or operation of law) and permitted assigns of the parties. Notwithstanding the foregoing or any other term in this Agreement, the Purchaser and the Vendor acknowledge that:

(2) the Vendor has entered into the Purchase Agreement and this Agreement solely in its capacity as receiver, and the Vendor shall have absolutely no personal or corporate liability under or as a result of the Purchase Agreement, in any respect; and

(3) upon the discharge of Grant Thornton Limited as the Court-appointed receiver in the within receivership proceeding, the respective obligations of the Vendor and the Purchaser (and any assignee or successor in interest) by reason of this Agreement (as may be amended from time to time) shall end completely and they shall have no further or continuing obligations by reason thereof and hereof.

6.05 Entire Agreement

This Agreement, together with the other Purchase Documents, constitute the entire agreement among the parties with respect to the subject matter hereof and supersede any prior understandings and agreements among the parties with respect thereto. There are no terms, conditions, undertakings or collateral agreements, express, implied or statutory, between the parties other than as expressly set out in this Agreement and the other Purchase Documents.

6.06 Amendments and Waiver

No modification of or amendment to this Agreement will be valid or binding unless in writing and duly executed by both of the parties. No waiver of any breach of any provision of this Agreement will be effective or binding unless made in writing and signed by the party purporting to give the same and, unless otherwise provided, will be limited to the specific breach waived.

6.07 Assignment

Without the prior written consent of the Vendor, the Purchaser shall not be entitled to assign its interest in this Agreement, or to direct that title to any of the Purchased Assets be taken in the name of any other party.

6.08 Legal and Accounting Fees

Each of the parties will pay its own legal, accounting and other fees and expenses incurred in connection with the preparation, execution and delivery of this Agreement and the other Purchase Documents and the completion of the transactions contemplated hereby or thereby, as well as any other costs and expenses whatsoever and howsoever incurred.

6.09 Public Announcements and Confidentiality

Neither party hereto shall make any public announcement with respect to this transaction unless the other party approves the contents of such announcement in writing or as is needed for the Vendor to discharge its obligations under the receivership proceeding. Without limitation to the foregoing, the Purchaser shall maintain all information and other matters relating to employees referred to herein in confidence in accordance with applicable law. The parties shall develop a communication strategy to disclose the proposed purchase and sale to all applicable employees and unions.

6.10 Non-Business Day

If any amount required to be paid under this Agreement is due on a day which is not a Business Day, such amount will be paid on the next following Business Day.

6.11 Notices

Any demand, notice, objection or other communication to be given in connection with this Agreement or any of the Purchase Documents shall be given in writing by personal delivery, registered mail, courier or email addressed to the recipient as follows:

To the Purchaser:

10505447Canada Inc.
26-50 Cottrelle Blvd.
Brampton, Ontario
L6S 0E1

With a copy to:

Gowling WLG (Canada) LLP
One Main Street West
Hamilton, Ontario L8P 4Z5

Attention: *Matthijs van Gaalen, Pam Vermeersch*
Email: *Matthijs.Vangaalen@ca.gowlingwlg.com*
Pam.Vermeersch@ca.gowlingwlg.com

To the Vendor:

Grant Thornton Limited
11th Floor
200 King Street West
Toronto, Ontario
M5H 3T4
Email: Dan.Wootton@ca.gt.com
Attention: Dan Wootton

With a copy to:

Aird & Berlis LLP
Brookfield Place
181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

Attention: Sanj Mitra, Jeremy Nemers and Jacob Dubelaar
Email: smitra@airdberlis.com, jnemers@airdberlis.com and jdubelaar@airdberlis.com;

or to such other address, email address or individual as may be designated by notice by either party to the other party. Any demand, notice, objection or other communication given by personal delivery will be conclusively deemed to have been given on the day of actual delivery thereof and, if given by registered mail, on the fifth Business Day following the deposit thereof in the mail and, if given by courier, on the second Business Day following the sending thereof and, if given by email, on the next Business Day following the sending thereof. If the party giving any demand, notice, objection or other communication knows or ought reasonably to know of any difficulties with the postal system which might affect the delivery of mail, such demand, notice, objection or other communication shall not be mailed but shall be given by personal delivery, courier or email.

6.12 Currency

All dollar amounts referred to in this agreement are denominated in Canadian currency.

6.13 Governing Law

This Agreement and the other Purchase Documents shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

6.14 Severability

If any provision of this Agreement is determined to be invalid or unenforceable in whole or in part, such invalidity or unenforceability shall attach only to such provision or part thereof and the remaining part of such provision and all other provisions hereof shall continue in full force and effect.

6.15 Electronic Execution

Delivery of this Agreement may be effected by a party by electronic transmission of the execution page hereof to the other party. A party so delivering this Agreement shall thereafter forthwith deliver to the other party an original execution page hereof with its original signature thereon, provided that any failure by a party to so deliver such original execution page shall not affect the validity or enforceability of this Agreement against that party.

6.16 Planning Act

This Agreement shall be effective to create an interest in the Purchased Properties only if Part VI of the *Planning Act* (Ontario) is complied with prior to Closing.

6.17 Tender

Any tender of notices, documents or monies hereunder may be made on the Vendor or the Purchaser or their respective solicitors. Any monies may be tendered by a negotiable cheque certified by a Canadian chartered bank or by a bank draft drawn on one of Canada's five largest chartered banks.

6.18 Counterparts

This Agreement may be executed in two counterparts. Each executed counterpart shall be deemed to be an original. Both executed counterparts taken together shall constitute one agreement.

6.19 Time for Acceptance

This Agreement is open for acceptance by the Vendor until 4:59PM on April 18, 2022 after which time, if not accepted, as evidenced by execution by the Vendor and delivery to the Purchaser, this Agreement shall be null and void and of no further force and effect.

IN WITNESS WHEREOF, the parties have executed this Agreement.

10505447 CANADA INC.

By: ______________________________
Name: Ravi Krishna Iyer
Title: Director

GRANT THORNTON LIMITED, solely in its capacity as the Court-appointed receiver of the Debtor and the Purchased Real Property and not in its personal capacity or any other capacity

By: ______________________________
Name: Dan Wootton
Title: Sr. Vice President

SCHEDULE “A”

FORM OF APPROVAL AND VESTING ORDER

APPROVAL AND VESTING ORDER

Court File No. CV-19-00627936-00CL

ONTARIO

SUPERIOR COURT OF JUSTICE

COMMERCIAL LIST

THE HONOURABLE ______	)	<*>, THE <*>TH DAY
	)	
JUSTICE ________________	)	OF <*>, 2022

B E T W E E N:

PACE SAVINGS & CREDIT UNION LIMITED

Applicant

\- and -

692536 ONTARIO LIMITED

Respondent

APPROVAL AND VESTING ORDER

THIS MOTION, made by Grant Thornton Limited., in its capacity as the Court-appointed receiver (in such capacity, the "**Receiver**") of all the assets, undertakings and properties of 692536 Ontario Limited (the "**Debtor**") and the Real Property (as defined below) for an order approving the sale transaction (the "**Transaction**") contemplated by the agreement of purchase and sale (the "**Sale Agreement**") amongst the Receiver, as seller, and 10505447 Canada Inc. (the "**Purchaser**"), as purchaser, dated <*>, 2022, and appended to the First Report of the Receiver dated <*>, 2022 (the "**First Report**"), and vesting in the Purchaser the Debtor's right, title and interest in and to the Purchased Assets (as defined in the Sale Agreement), including, without limitation, the real property municipally known as 120 Elizabeth St., Brighton, Ontario and legally described in **Schedule B** hereto (the "**Real Property**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the First Report, and on hearing the submissions of counsel for the Receiver and such other persons in attendance, and no one appearing for any other person on the service list, although duly served as appears from the affidavit of service of <*> sworn <*>, 2022, filed:

1. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved, and the execution of the Sale Agreement by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.

2. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as **Schedule A** hereto (the "**Receiver's Certificate**"), all of the Debtor's right, title and interest in and to the Purchased Assets described in the Sale Agreement, including, without limitation, the Real Property, shall vest absolutely in the Purchaser, free and clear of and from any and all security interests

(whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of The Honourable Madam Justice Dietrich dated October 4, 2019; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those Claims listed on **Schedule C** hereto (all of which are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on **Schedule D** hereto) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

3. **THIS COURT ORDERS** that upon the registration in the Land Registry Office for the appropriate Land Titles Division of an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the Land Registrar is hereby directed to enter the Purchaser as the owner of the Real Property identified in **Schedule B** hereto in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in **Schedule C** hereto.

4. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Receiver's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the

sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

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

6. **THIS COURT ORDERS** that, pursuant to clause 7(3)(c) of the Canada *Personal Information Protection and Electronic Documents Act*, the Receiver is authorized and permitted to disclose and transfer to the Purchaser all human resources and payroll information in the Debtor's records pertaining to the Debtor's past and current employees. The Purchaser shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use of such information by the Debtor.

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

(a) the pendency of these proceedings;

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

(c) any assignment in bankruptcy made in respect of the Debtor,

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

8. **THIS COURT ORDERS** that the Confidential Appendix "<*>" to the First Report be and is hereby sealed until the completion of the Transaction or further Order of this Court.

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

Schedule A – Form of Receiver's Certificate

Court File No. CV-19-00627936-00CL

ONTARIO

SUPERIOR COURT OF JUSTICE

COMMERCIAL LIST

B E T W E E N:

PACE SAVINGS & CREDIT UNION LIMITED

Applicant

- and –

692536 ONTARIO LIMITED

Respondent

RECEIVER'S CERTIFICATE

RECITALS

A. Pursuant to an Order of The Honourable Madam Justice Dietrich of the Ontario Superior Court of Justice (the "**Court**") dated October 4, 2019, Grant Thornton Limited was appointed as the receiver (in such capacity, the "**Receiver**") of all the assets, undertakings and properties of 692536 Ontario Limited (the "**Debtor**") and the real property identified therein.

B. Pursuant to an Order of the Court dated <*>, the Court approved the agreement of purchase and sale amongst the Receiver, as seller, and 10505447 Canada Inc. (the "**Purchaser**"), as purchaser, dated <*>, 2022, and provided for the vesting in the Purchaser of the Debtor's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

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

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Real Property payable on the Closing Date pursuant to the Sale Agreement;

2. The conditions to Closing as set out in the Sale Agreement have been satisfied or waived by the Receiver and the Purchaser; and

3. The Transaction has been completed to the satisfaction of the Receiver.

This Certificate was delivered by the Receiver at ________ [TIME] on _______ [DATE].

GRANT THORNTON LIMITED, in its capacity as the Receiver, and not in its personal capacity or any other capacity

Per: ______________________________

Name:

Title:

Schedule B – Real Property

1. The property municipally known as 120 Elizabeth Street, Brighton, Ontario; legally described as PT LT 34, CON A, BRIGHTON, DESIGNATED AS PARTS 2, 3, 4, 7, 8 & 9, PLAN 38R1753; S/T & T/W NC210067; BRIGHTON (being all of PIN 51166-1052 (LT)) (the "**Real Property**")

Schedule C – Claims to be deleted and expunged from title to Real Property

1. Instrument No. ND138168 being a Charge registered September 1, 2016 in favour of Pace Savings & Credit Union Limited.

2. Instrument No. ND138169 being a Notice of Assignment of Rents-General registered September 1, 2016 in favour of Pace Savings Credit Union Limited.

Schedule D – Permitted Encumbrances, Easements and Restrictive Covenants related to the Real Property

(unaffected by the Vesting Order)

1. Instrument No. 38R1030 being a reference plan registered October 1, 1976.

2. Instrument No. 38R1619 being a reference plan registered October 15, 1979.

3. Instrument No. 38R1753 being a reference plan registered May 29, 1980.

4. Instrument No. CL102448Z being a Restrictive Covenant Application registered June 18, 1980.

5. Instrument No. CL106741 being an Agreement registered July 31, 1981 in favour of The Corporation of the Town of Brighton.

6. Instrument No. CL132703 being an Agreement registered April 30, 1987 in favour of The Corporation of the Town of Brighton.

7. Instrument No. NC210067 being an Order for Foreclosure registered January 7, 1993 in favour of 692536 Ontario Limited.

8. Instrument No. NC241858 being a Bylaw 1995-890 registered January 5, 1996 in favour of The Corporation of the Town of Brighton.

9. Instrument No. NC241859 being a Site Plan Agreement registered January 5, 1996 in favour of the Corporation of the Town of Brighton.

10. Instrument No. ND30340 being a Notice re Site Plan Agreement registered June 12, 2009 in favour of The Corporation of the Municipality of Brighton.

SCHEDULE "B"

REAL PROPERTY

Municipal Address:	120 Elizabeth St. Brighton, Ontario
PIN:	51166-1052 (LT)
Legal Description:	PT LT 34 CON A BRIGHTON PARTS 2, 3, 4, 7, 8 & 9, 38R1753; S/T & T/W NC210067; BRIGHTON

SCHEDULE "C"

PERMITTED ENCUMBRANCES

(a) The reservations, limitations, provisions and conditions expressed in the original grants from the Crown and all statutory exceptions to title;

(b) Any registered restrictions or covenants that run with the lands provided the same have been complied with in all material respects;

(c) Any easements, rights of way or other agreements with municipalities, utilities or public authorities provided the same have been complied with in all material respects; and

(d) Any minor encroachments which might be revealed by up-to-date surveys of the lands.

(e) The following specific encumbrances affecting the Purchased Real Property:

(A) Instrument No. Instrument No. 38R1030 being a reference plan registered October 1, 1976.

(B) Instrument No. 38R1619 being a reference plan registered October 15, 1979.

(C) Instrument No. 38R1753 being a reference plan registered May 29, 1980.

(D) Instrument No. CL102448Z being a Restrictive Covenant Application registered June 18, 1980.

(E) Instrument No. CL106741 being an Agreement registered July 31, 1981 in favour of The Corporation of the Town of Brighton.

(F) Instrument No. CL132703 being an Agreement registered April 30, 1987 in favour of The Corporation of the Town of Brighton.

(G) Instrument No. NC210067 being an Order for Foreclosure registered January 7, 1993 in favour of 612536 Ontario Limited.

(H) Instrument No. NC241858 being a Bylaw 1995-890 registered January 5, 1996 in favour of The Corporation of the Town of Brighton.

(I) Instrument No. NC241859 being a Site Plan Agreement registered January 5, 1996 in favour of the Corporation of the Town of Brighton.

(J) Instrument No. ND30340 being a Notice re Site Plan Agreement registered June 12, 2009 in favour of The Corporation of the Municipality of Brighton

AMENDING AGREEMENT

THIS AGREEMENT made as of the 3rd day of August, 2022.

BETWEEN:

10505447 CANADA INC.

(the "**Purchaser**")

- and -

GRANT THORNTON LIMITED,
solely in its capacity as the Court-appointed receiver of the Debtor and the Purchased Real Property and not in its personal capacity or any other capacity

(the "**Vendor**")

WHEREAS:

A. Pursuant to an agreement of purchase and sale dated June 20, 2022 (as may be amended restated, modified, assigned and supplemented from time to time, collectively, the "**Purchase Agreement**"), the Vendor agreed to sell and the Purchaser agreed to purchase the Purchased Real Property referred to in the Purchase Agreement, on the terms and subject to the conditions set out therein.

B. The Purchaser has agreed to waive certain conditions contained in the Purchase Agreement, and the Vendor and the Purchaser have agreed to amend the Purchase Agreement on the terms set out herein.

NOW THEREFORE in consideration of the sum of $10.00, the mutual covenants and agreements hereinafter contained and contained in the Purchase Agreement, and other good and valuable consideration now paid by each party to the others, the receipt and sufficiency of which consideration is hereby acknowledged, the parties covenant and agree as follows:

1. **Definitions**

All capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Purchase Agreement.

2. **Amendments to Purchase Agreement**

The Vendor and the Purchaser hereby agree to amend the Purchase Agreement as follows:

(a) by deleting the definition of "Due Diligence Date" in its entirety from Section 1.01(o) of the Purchase Agreement, and replacing same with the following:

> **"**(h) **"Due Diligence Date**" means 5:00 p.m. on August 16, 2022."

(b) By inserting the following as a new Subsection 2.03(a)(iv) of the Purchase Agreement:

> "(iv) the Purchaser is able to obtain financing to its satisfaction, acting reasonably."

(c) By deleting Section 2.04 of the Purchase Agreement in its entirety and replacing same with the following:

> **"2.04 Cancellation during Due Diligence Period**
>
> If the Due Diligence Condition is not satisfied, the Purchaser may elect to cancel this Agreement at any time during the Due Diligence Period by delivery of written notice from the Purchaser or its solicitors to the Vendor or the Vendor's Solicitors to this effect, without liability to the Purchaser for such termination (subject to Section 3.08).
>
> If the Due Diligence Condition is satisfied, the Purchaser will deliver written notice to the Vendor or its solicitors (the "**Acceptance Notice**") to this effect or otherwise waive the condition in its favour contained in Section 2.03 on or before the last day of the Due Diligence Period. If no such Acceptance Notice or waiver is delivered to the Vendor on or before the last day of the Due Diligence Period, the Purchaser will be deemed to have elected to terminate this Agreement and the Initial Deposit, together with interest earned or accrued thereon, will be dealt with in accordance with Section 3.08."

(d) By deleting Section 3.02 of the Purchase Agreement in its entirety and replacing same with the following:

> **"3.02 <u>Work Orders</u>**
>
> If any work order, notice of violation, notice of defect in the construction, state of repair or state of completion of the Purchased Assets is issued by a Government Authority following the Effective Date but prior to Closing (a "**Work Order**"), the Vendor shall correct such matters and clear the Work Order prior to Closing. In addition, prior to Closing the Vendor shall fully address, clear and close the work order issued by the Haliburton, Kawartha

Pine Ridge District Health Unit, dated March 22, 2022 and described as follows: *"Observed lower wall where the pipes located in not in proper repair - informed that this work order is being addressed by maintenance.'"*"

(e) By deleting Section 3.08 of the Purchase Agreement in its entirety and replacing same with the following:

"3.08 <u>Replacement RHA Licence</u>

(a) The Purchaser shall, on or before August 10, 2022 (the "**Licence Application Deadline**") apply for the Replacement RHA Licence in accordance with the RHRA and provide a copy of the submitted application to the Vendor, shall thereafter use commercially reasonable efforts to pursue the issuance of the Replacement RHA Licence, and shall from time to time execute and deliver, make or cause to be made all such further acts, deeds, assumptions and things in a timely manner as may be required or deemed necessary by the RHRA from time to time at the Purchaser's sole cost and expense in order to effect the timely issuance of the Replacement RHA Licence. The Vendor, at the cost of the Purchaser, shall provide the Purchaser with reasonable assistance associated with the Purchaser's efforts to obtain the Replacement RHA Licence.

(b) In the event that the Purchaser does not apply for the Replacement RHA Licence and provide a copy of same to the Vendor on or prior to the Licence Application Deadline, the First Deposit shall automatically become non-refundable to the Purchaser; provided for certainty that in such instance the Vendor shall retain the Initial Deposit following termination of this Agreement unless such termination is the result of the Vendor's breach under this Agreement (in which case the Purchaser shall be entitled to the Initial Deposit in the manner contemplated by Section 2.07(c)(ii)). In the event of a conflict or inconsistency between this Section and Sections 2.04 or 2.07, this Section shall prevail to the extent necessary to resolve such conflict or inconsistency. "

3. Purchaser Acknowledgement re: Due Diligence Condition

The Purchaser acknowledges and confirms that, other than with respect to financing matters as described in Section 2.03(a)(iv) of the Purchase Agreement, the Purchaser is satisfied with the results of its due diligence. For greater certainty, the foregoing shall be deemed to constitute an "Acceptance Notice" for all components of the Due Diligence Condition other than with respect to financing matters as described in Section 2.03(a)(iv) of the Purchase Agreement.

4. Confirmation

The Purchase Agreement, as amended by this Agreement, shall continue in full force and effect and is hereby ratified and confirmed by the parties, and all other terms of the Purchase Agreement shall remain the same and time shall remain of the essence. This Agreement and the Purchase Agreement shall hereafter be read together and shall collectively constitute one agreement.

5. **Notices**

Any notice, request, consent, acceptance, waiver or other communication required or permitted to be given under this Agreement shall be given in accordance with the notice provisions in the Purchase Agreement; provided for certainty that the contact details and address for service of the Purchaser are the same as those provided for the Purchaser in the Purchase Agreement.

6. **Further Assurances**

Each of the parties hereto shall, at the expense of the requesting party, execute and deliver such additional documents and instruments and shall perform such additional acts as may be reasonably necessary or appropriate in connection with this Agreement and all transactions contemplated by this Agreement to effectuate, carry out and perform all of the covenants, obligations, and agreements contained herein.

7. **Successors and Assigns**

The provisions of this Agreement shall enure to the benefit of and be binding upon the parties hereto and their respective successors and permitted assigns.

8. **Counterparts**

This Agreement may be executed in counterparts, each of which shall be deemed to be an original and all of which taken together shall be deemed to constitute one and the same instrument. Counterparts may be executed either in original or electronic form and the parties to this agreement shall adopt any signatures received in electronic form as original signatures of the parties.

9. **Facsimile and Electronic Signatures**

This Agreement may be executed and transmitted by facsimile or other form of electronic transmission, which facsimile or electronic transmission shall constitute an original and legally binding Agreement. This Agreement may be executed electronically and the parties hereto may rely upon such electronic signatures as though such electronic signatures were original signatures.

10. **Governing Law**

This Agreement shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

[*Remainder of page intentionally left blank*]

DATED as of the date first written above.

10505447 CANADA INC.

By: ______________________________
Name: Ravi Krishna Iyer
Title: Director

GRANT THORNTON LIMITED, solely in its capacity as the Court-appointed receiver of the Debtor and the Purchased Real Property and not in its personal capacity or any other capacity

By: Daniel Wootton
Name: Dan Wootton
Title: Sr. Vice President

DATED as of the date first written above.

10505447 CANADA INC.

DocuSigned by:
By: ______________________________
E743C9B03D5D4B6...
Name: Ravi Krishna Iyer
Title: Director

GRANT THORNTON LIMITED, solely in its capacity as the Court-appointed receiver of the Debtor and the Purchased Real Property and not in its personal capacity or any other capacity

By: ______________________________
Name: Dan Wootton
Title: Sr. Vice President

From: Jacob Dubelaar
Sent: August 16, 2022 4:47 PM
To: Vermeersch, Pam
Cc: Van Gaalen, Matthijs; Mc Ilhone, Patrick; Ashton Rosalin; Jeremy Nemers; Sanj Mitra; Daniel Wootton (dan.wootton@ca.gt.com); Ashton Rosalin
Subject: RE: Applefest-- extension of Due Diligence Date to August 19th

Confirmed, thanks Pam.

We'll update the critical dates again in the coming days.

Jacob Dubelaar
Aird & Berlis LLP

T 647.426.2843
E jdubelaar@airdberlis.com

From: Vermeersch, Pam <Pam.Vermeersch@gowlingwlg.com>
Sent: August 16, 2022 4:44 PM
To: Jacob Dubelaar <jdubelaar@airdberlis.com>
Cc: Van Gaalen, Matthijs <Matthijs.Vangaalen@gowlingwlg.com>; Mc Ilhone, Patrick <Patrick.McIlhone@gowlingwlg.com>; Ashton Rosalin <arosalin@airdberlis.com>; Jeremy Nemers <jnemers@airdberlis.com>; Sanj Mitra <smitra@airdberlis.com>
Subject: Applefest-- extension of Due Diligence Date to August 19th

Jacob,

Reference is made to an agreement of purchase and sale dated June 20, 2022 (as may be amended from time to time, collectively, the "**Purchase Agreement**") between 10505447 CANADA INC. (the **"Purchaser**"), as purchaser, and GRANT THORNTON LIMITED, solely in its capacity as the Court-appointed receiver of the Debtor and the Purchased Real Property and not in its personal capacity or any other capacity (the "**Vendor**"). Capitalized terms used but not otherwise defined in this email have the meaning ascribed to such terms in the Purchase Agreement.

I confirm, as solicitor for and on behalf of the Purchaser, the agreement of the Vendor and the Purchaser to amend the Purchase Agreement deleting the definition of "Due Diligence Date" in its entirety from Section 1.01(o) of the Purchase Agreement, and replacing same with the following:

> "(h) **"Due Diligence Date**" means 5:00 p.m. on August 19, 2022."

Provided that all other terms of the Purchase Agreement remain in full force and effect, unamended, and provided that time remains of the essence of the Purchase Agreement.

By reply email, please confirm the Vendor's agreement to the foregoing amendment.

Regards,
Pam

Pam Vermeersch
Hamilton Managing Partner
T +1 905 540 3247
M +1 905-541-1036
pam.vermeersch@gowlingwlg.com

GOWLING WLG

Gowling WLG (Canada) LLP
One Main Street West
Hamilton ON L8P 4Z5
Canada

gowlingwlg.com

APPENDIX “D”

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A
APPLEFEST LODGE RETIREMENT RESIDENCE

AFFIDAVIT OF DANIEL WOOTTON

I, Daniel Wootton, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY** as follows:

1. I am a Senior Vice President of Grant Thornton Limited, ("**GTL**") which was appointed as receiver (the "**Receiver**") without security, of all the assets, undertakings and properties of 692536 Ontario Limited o/a Applefest Lodge Retirement Residence (collectively the "**Debtor**"). As such, I have knowledge of the matters hereinafter deposed to, except where stated to be on information and belief and whereso stated I verily believe such to be true.

2. Attached and marked as Exhibit "**A**" to this my affidavit is a detailed billing setting out the fees and disbursements of GTL incurred in its role as Receiver of the Debtor from October 4, 2019 to August 31, 2022 totalling $554,653.22 and including disbursements of $1,038.24 and HST of $64,097.28 and such is summarized on Exhibit "**B**" to this my affidavit. The average hourly rate is $295.26.

3. Given the complexity of this insolvency matter, I believe the hourly rates and the total amount of fees are reasonable and comparable for insolvency services of this nature rendered by other firms in the City of Toronto.

4. This affidavit is sworn in connection with the approval of the fees and disbursements of GTL and for no improper purpose.

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario, this 2nd day of September 2022.

Daniel Wootton

DANIEL WOOTTON

R.A. Stelzer

Commissioner for Taking Affidavits, etc.

Robert Allan Stelzer, a Commissioner, etc., Province of Ontario, for Grant Thornton Limited.
Expires December 2, 2023.

Exhibit "**A**" to the Affidavit of Daniel Wootton,
sworn before me this 2nd day of September 2022

Commissioner for Taking Affidavits, etc.

Robert Allan Stelzer, a Commissioner,
etc., Province of Ontario, for
Grant Thornton Limited.
Expires December 2, 2023.

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-5952

To professional services rendered as Court-Appointed Receiver from October 4, 2019 to December 31, 2019.

Date	Full Name	Hours	Detail
October 4, 2019	Arsheel Muhit	0.70	Internal discussions re: file matters; Set up trust account.
October 4, 2019	Daniel Wootton	1.80	Attend court re: receivership application; Meet with counsel, counsel for Pace and counsel for SIEU re: draft order; Forward issued order internally re: meetings with management/staff and banking.
October 4, 2019	Rob Stelzer	7.00	Attend to site; Meeting with B Dillane; Meeting with Management Team; E-mail related to appointment; Meeting with Staff; Meeting with Residents; Site Tour with Executive Director; Posted Door Notice, copy of key, etc.; Plan regarding critical payables and key vendors; Travel back to Toronto; E-mail update to Pace; E-mail with Aird & Berlis.
October 7, 2019	Rob Stelzer	2.60	Call with B Dillane and Sysco foods; E-mail regarding pharmacy agreement; E-mail related to employee theft issue; Review of Petty Cash reconciliation; Sysco application; Review of A/P subledger; Call with B Dillane; E-mails related to website update and service list; Send updated "To Do" list to D Wootton; Other E-mail.
October 7, 2019	Daniel Wootton	0.40	Correspond internally re: service list, list price and reporting.

Date	Full Name	Hours	Detail
October 8, 2019	Rob Stelzer	2.30	Edits to management agreement and send to Gardiner Roberts and related E-mail; E-mail with P Waters on call; Review A/P subledger and related E-mail with J Milnes; Approval of kitchen order; Edits to supplier letter and send to B Dillane; Completion of Sysco application and send to Sysco; Edits to draft receiver's report to creditors.
October 9, 2019	Rob Stelzer	3.60	Call with D Wootton to review issues related to the file including pharmacy payments, insurance, cash flows, etc.; Calls and E-mail internally related to receipt of funds from RBC; Discussion related to changes to management agreement and review of agreement and signed; Call with B Dillane to discuss operational matters; Call with J Milnes to discuss bookkeeping and other matters; E-mail to Ceridian regarding change of account for funding payroll; Review of corporate search of company receiving pharmacy proceeds; E-mail to insurance company; E-mail with Bass Associates; E-mail update for P Waters.
October 9, 2019	Gladys Nmoye	0.25	Database search.
October 9, 2019	Rosa Wilford	2.50	Review internal email instructions from team re Banking; Review Court Order; Emails to banking institution; Respond to emails/team; Draft letter and prepare Bank form for new account; Correspondences with Bank; Fax; Setup account estate; Provide wire instructions to team; Various phone calls; General banking administration.
October 9, 2019	Daniel Wootton	0.60	Planning call with R. Stelzer; Review and provide comments on 245/246 draft report.
October 10, 2019	Rob Stelzer	5.30	Preparation for call; Call with P Waters; E-mails with R Wilford on RBC funds for payroll; E-mails regarding Ceridian contact; Prepared loan recovery estimate and send to D Wootton; Call with J Milnes to discuss insurance and other matters; Call with insurance adjuster to discuss employee theft; Call with insurance broker to discuss adding on to policy; Call from S Hyde to discuss funding advance; Call from Ceridian to discuss funding of payroll; Call with B Dillane and management team to discuss operational matters and communication plan; E-mail to City of Brighton; E-mail to R Erian with Notice and Statement of Receiver.
October 10, 2019	Daniel Wootton	0.50	Update call with Pace; Correspond with listing broker.

Date	Full Name	Hours	Detail
October 10, 2019	Rosa Wilford	1.20	Various phone calls; Received and Called re expecting funds put on freeze; Emails; Provide supporting documentation; General banking administration.
October 11, 2019	Rob Stelzer	1.90	E-mail with S Hyde regarding receiver borrowing and later send certificate; E-mails with D Wootton on sales process; E-mails related to finalized creditors list for receiver's notice; Review of cheque list in comparison to funds received and discussion internally; E-mail with A Wells; E-mail related to G Ellis expenses; E-mail with Sysco; E-mail with K Esaw on legal question.
October 11, 2019	Rosa Wilford	1.00	Correspondences with team; Review mail; Prepare receipt requisition forms; Post deposit entries; Emails; General banking administration.
October 11, 2019	Jennifer Kwon	0.10	Search for Canadian Black Book value for a vehicle.
October 11, 2019	Daniel Wootton	0.90	Correspond with listing agents; Coordinate list of information required from Applefest to assist in obtaining listing proposals; Summarize listing agent details and background information.
October 15, 2019	Rob Stelzer	1.30	Arrangements related to funding payroll; Call with S Hyde to discuss advance from Pace; E-mails related to petty cash and Ceridian; E-mail with potential purchaser; Review of CapEx template; Review of cheque requisition template; Amend Receiver certificate; E-mail to Manulife broker; E-mail to Kool Telecom.
October 15, 2019	Rosa Wilford	0.80	Review internal email instructions re Banking; Prepare wire transfer; Draft letter to Bank; Prepare disbursement requisition forms; Email correspondences to and from Bank for authorization of transfer; Fax; Posting entries; Respond to phone call from Bank authorizing wire request; Email wire confirmation to team. General banking administration.
October 16, 2019	Rob Stelzer	2.50	Confirmation of payroll wire with Ceridian; E-mails with G Ellis regarding petty cash and cheque requests; E-mail with J Milnes; Call with A Wells of Kool Telecom on telecom services going forward; E-mail with management on resident late payments; E-mail sample service agreement to K Esaw; E-mails from interested purchasers; preparation for call; Call with B Dillane and G Ellis.
October 16, 2019	Daniel Wootton	0.30	Follow up with brokers and on requested information for proposals.

Date	Full Name	Hours	Detail
October 17, 2019	Rob Stelzer	3.80	Draft of cash flow through until the end of February and related E-mail with J Milnes; E-mails related to employee theft; E-mails and then call related to Pace wire; E-mails with insurance broker; E-mail related to alarm system vendor; Discussion internally; Review of IT audit results; E-mail to Kool-Tel.
October 17, 2019	Rosa Wilford	1.20	Review various internal email instructions from team re Banking; On-line banking; Review account for expecting wire; Prepare receipt and disbursement requisition forms; Post receipt and payment entries; Email team notification of wire; General banking administration.
October 18, 2019	Rob Stelzer	2.20	Call with S Robertson on IT at the home; E-mails related to various operational issues; E-mails related to cash flow and rent roll; Prepare for call and call with P Waters; E-mail with D Wootton; E-mail related to outbreak at the home.
October 21, 2019	Rob Stelzer	1.20	E-mail related to infection at the home; Call with G Ellis to discuss various operational matters; E-mail from Manulife; Call with Kool Telecom to discuss service going forward and related E-mail to Responsive IT department; Review of bank statements provided by RBC and E-mail with J Milnes and then R Wilford; E-mail to Scaletta regarding service.
October 22, 2019	Rob Stelzer	0.60	E-mails related to information for realtors, possible rent increase and other matters; Receiver Certificate.
October 22, 2019	Rosa Wilford	0.30	Phone calls and email correspondences with Bank.
October 23, 2019	Rob Stelzer	0.20	E-mail with B Dillane; Other E-mail.
October 23, 2019	Rosa Wilford	0.70	Review internal email instructions from team re Banking; On-line banking; Review account for expecting wire; Prepare receipt and disbursement requisition forms; Post receipt and payment entries; Email team notification of wire; General banking administration.
October 24, 2019	Rob Stelzer	1.60	Review of rent increases proposed and related E-mail to B Dillane; E-mail with insurance broker; Review of comments from management on cash flow; Review of cheque requisition and updated cash flow projections; E-mail with Ceridian on payroll funding; Call with B Dillane and updated to do list: E-mail to D Wootton on sales process.

Date	Full Name	Hours	Detail
October 24, 2019	Rosa Wilford	0.30	Review internal email instructions from team re Banking; Review account ledger; Correspondences with Bank; Provide supporting documentation; Respond to email.
October 25, 2019	Rob Stelzer	0.60	Call with Sysco regarding invoices; Call with C Kelly at City of Brighton; Call with Dana at Applefest; E-mail.
October 25, 2019	Rosa Wilford	0.70	Review internal email instructions re Banking; Review payment requests; Prepare wire transfer; Draft letter to Bank; Prepare disbursement requisition forms; Email correspondences to and from Bank for authorization of transfer; Fax; Posting entries; Email wire confirmation to team; General banking administration.
October 27, 2019	Rob Stelzer	0.10	E-mails with G Ellis regarding cheques for October and other matters; E-mail with D Schoenhals regarding payroll.
October 28, 2019	Ada Shahini	1.50	Created data room on Firmex, sorted and uploaded documentation.
October 28, 2019	Rob Stelzer	2.10	Review of cheque requisition and related call with G Ellis; Approval of disbursements requested; E-mail related to sales process; Review of data room and related discussion with A Shahini; Call with J Milnes regarding pension and union payments; E-mail related to Manulife; Call with counsel to discuss care increases; Update to cash flow and E-mail to D Wootton with agenda for call tomorrow.
October 28, 2019	Rosa Wilford	0.80	Review estate account; Prepare disbursement requisition forms; Post payment entries; Issue cheques; Efile; General banking administration.
October 28, 2019	Daniel Wootton	0.60	Listing agent correspondence; Set up data room with listing agent requested info; Update R. Stelzer.
October 29, 2019	Rob Stelzer	3.10	Update call with P Waters; E-mail with S Clements regarding insurance claim; E-mail with Responsive; Call with G Ellis and discussion on rent increase issue; E-mail related to sale of company van; E-mails related to pension and union dues payments; Update cash flow for cheques received; Call from CRA regarding trust examination; Call with B Dillane to discuss rent increases for February and beyond.

Date	Full Name	Hours	Detail
October 29, 2019	Rosa Wilford	2.70	Review list of payments; Prepare disbursement requisition forms; Post invoice entries; Issue various cheques and match to report; Review cash-flow; Provide supporting documentation; Provide list of receipts; Meet with team; General banking administration.
October 30, 2019	Rob Stelzer	2.40	Correspondence with potential purchaser; E-mail with Manulife; Discussion internally on rate increases, cheque run and other matters; E-mail with S Mitra; Discussion with A Shahini and E-mail to team regarding missing information for data room; E-mail to realtor.
October 30, 2019	Daniel Wootton	0.40	Work internally to set up data room and listing agent materials and for listing agents to get access to data room; Follow up with Applefest and listing agents to confirm site tours.
October 31, 2019	Rob Stelzer	0.80	Call from G Ellis regarding RHRA visit; E-mails related to financial statements; Discussion related to cheques to be cut; Receipt of additional cheques for November.
October 31, 2019	Ada Shahini	0.30	Rearranged file on data room and provided access to realtors.
October 31, 2019	Rosa Wilford	0.20	General banking and filing administration; Meet with team.
November 1, 2019	Ada Shahini	0.50	Upload financial document on server and data room; Send out emails to realtors; Request copies of the budget and census from management of Applefest.
November 1, 2019	Rob Stelzer	2.40	Call with C English and G Ellis to discuss future payments from the home, rent increases, 2020 forecast, CapEx request, and other matters; E-mail to RHRA regulator; E-mail with realtors; Call from creditor Hunts Bobcat Services; Review of resident care needs summary; E-mail to interested buyer; E-mail to P Waters.
November 1, 2019	Rosa Wilford	2.50	Review payment requests from team re Banking; Review account ledger; Prepare disbursement requisition forms; Post invoice entries; Issue cheques; Review mail; Prepare various receipts requisitions; Post deposit entries; General banking administration.
November 4, 2019	Daniel Wootton	0.70	Correspond with Applefest re: sale process and data room content; Call to review price increases and rent roll.

Date	Full Name	Hours	Detail
November 4, 2019	Rob Stelzer	2.20	Discussion internally; Call with P Waters to update on various matters; E-mail related to Hydro One; E-mail and then call with pharmacy on October payment owing; Discussion with A Shahini on cash flow updates; E-mail and call with S Robertson; E-mail to A Wells on phone and IT services provided.
November 4, 2019	Valerie Naccarato	0.10	General banking administration.
November 4, 2019	Rosa Wilford	0.70	Follow-up email/phone call with Bank re Statements; Review account with team; General banking administration.
November 5, 2019	Ada Shahini	0.30	Update cash flow forecast, compare information with GL and made changes to match GL.
November 5, 2019	Rob Stelzer	0.40	E-mail to G Ellis regarding KoolTel; Other E-mail.
November 6, 2019	Ada Shahini	3.00	Update cash flow forecast, compare information with GL and made changes to match GL; Email correspondence with accounting to correct GL entries, request bank statements for October and November to compare.
November 7, 2019	Rob Stelzer	0.60	E-mail related to pharmacy agreement payment; call from pension provider; E-mail related to plumber; payroll funding arrangements.
November 7, 2019	Ada Shahini	0.60	Review bank statements and compare details with the weekly forecast.
November 7, 2019	Valerie Naccarato	0.10	General banking administration.
November 7, 2019	Rosa Wilford	1.20	Review internal email instructions from team; On-line banking; Review estate bank account reconcile October and partial November statement; Review account for direct EFT's; Notify team; Prepare receipt requisition forms; Post deposit entries; Respond to emails; Provide supporting reports; General banking administration.
November 8, 2019	Ada Shahini	0.20	Set up secure file sharing and emailed bank statements.
November 8, 2019	Rob Stelzer	0.40	E-mail regarding payroll, bank statements and other matters.
November 8, 2019	Rosa Wilford	0.60	Review internal email instructions re Banking; Prepare wire transfer; Draft letter to Bank; Prepare disbursement requisition forms; Email correspondences to and from Bank for authorization of transfer; Fax; Posting entries; Email wire confirmation to team; General banking administration.

Date	Full Name	Hours	Detail
November 9, 2019	Rob Stelzer	0.30	E-mail related to insurance policy; Review of changes to policy; Returned call of potential purchaser M Klein; Other E-mail.
November 10, 2019	Rosa Wilford	0.50	Review estate bank account and reconcile October statement.
November 11, 2019	Rob Stelzer	0.50	E-mail from interested purchaser; Discussion with D Wootton; E-mails related to information for data room for realtors; Other E-mail.
November 11, 2019	Daniel Wootton	0.30	Correspond with listing agent; Respond to listing agent re: proposal and appraisal enquiry.
November 12, 2019	Ada Shahini	2.50	Reviewed and sorted documentation received; Uploaded to data room and server; Email correspondence requesting additional information.
November 12, 2019	Rob Stelzer	1.20	Review of realtor proposals and E-mail to D Wootton; E-mail related to Union Gas; Return call of Elevator company; Discussion with A Shahini on additional documents for data room.
November 13, 2019	Rob Stelzer	0.90	Call with C English to discuss new tenant capital requirements, SEIU order to bargain and other matters; Call with D Wootton; Call with C English to discuss Kool-Tel; Call with Monarch Elevator.
November 13, 2019	Rosa Wilford	0.50	Review list of receipts; Prepare receipt requisition forms; Post deposit entries; General banking administration.
November 13, 2019	Valerie Naccarato	0.20	General banking administration and deposit at bank.
November 14, 2019	Rob Stelzer	1.70	Detailed review through cheque requests and related E-mail with G Ellis; E-mail with J Milnes; E-mail related to Scaletta garbage pickup and Hydro One.
November 14, 2019	Rosa Wilford	1.20	Review internal instructions from team re Banking: Setup up various vendors; Prepare payment requisition schedule; General banking administration.
November 15, 2019	Daniel Wootton	0.50	Correspond with Pace re: Applefest financial statements and operations improvements.
November 17, 2019	Rosa Wilford	3.00	Review internal instructions from team re Banking; Review payment schedule and invoices; Prepare various disbursement requisition forms; Post multiple invoice entries; Issue cheques; General banking administration.

Date	Full Name	Hours	Detail
November 18, 2019	Rob Stelzer	0.80	Discussion with R Wilford; Signed cheque requisitions for cheque run; E-mail to A Wells of Kool Telcom; Arrangements related to payroll; E-mail.
November 19, 2019	Daniel Wootton	1.40	Correspond with Union re: bargaining process, CBA and sale process timeline; Arrange for re-scheduled meeting and postponement of CBA bargaining; Correspond with counsel for union and Applefest re: CBA bargaining and court order.
November 19, 2019	Rob Stelzer	0.50	E-mail with J Milnes; Call with D Wootton to discuss realtor selection and other matters; E-mail.
November 19, 2019	Rosa Wilford	0.50	Review internal email instructions from team re Banking; Review payment requests; Prepare bank letter for wire transfer; Emails; General banking administration.
November 20, 2019	Rob Stelzer	0.30	Review of cash flow monitoring with A Shahini and related discussion.
November 20, 2019	Ada Shahini	1.50	Emailed October 2019 general Ledger to realtors; Review and updated forecast spreadsheet for three weeks.
November 20, 2019	Rosa Wilford	0.10	Review banking reports and approve monthly estate balances.
November 20, 2019	Valerie Naccarato	0.10	General banking administration.
November 21, 2019	Valerie Naccarato	0.30	General banking administration.
November 22, 2019	Daniel Wootton	0.20	Correspond with Pace re: review of financial operations and plans for operational improvements, and timing for sale process.
November 22, 2019	Rob Stelzer	0.10	Call from A-1 plumbing; E-mail from D Wootton.
November 22, 2019	Valerie Naccarato	0.10	General banking administration.
November 22, 2019	Rosa Wilford	0.50	Review internal email instructions re Banking; Prepare wire transfer; Draft letter to Bank; Prepare disbursement requisition forms: Email correspondences to and from Bank for authorization of transfer; Fax; Posting entries; Email wire confirmation to team; General banking administration.
November 24, 2019	Rob Stelzer	0.90	Detailed review through all payment requests; E-mail to management regarding questions related to payments.

Date	Full Name	Hours	Detail
November 25, 2019	Daniel Wootton	1.40	Correspond with counsel and manager re: discussions with union and counsel re: CBA bargaining.
November 25, 2019	Rob Stelzer	1.70	Arrangements related to cheque requisitions to be sent out today; Call with Responsive to discuss occupancy, rates, union meeting and analysis which Responsive is to prepare; Discussion with D Wootton; E-mail with G Ellis.
November 25, 2019	Rosa Wilford	3.20	Review internal instructions from team re Banking; Review payment schedule and invoices; Prepare various disbursement requisition forms; Post multiple invoice entries; Issue cheques; Review and respond to internal emails; Provide supporting documentation; Reports; General banking administration.
November 26, 2019	Ada Shahini	0.60	Review and updated forecast spreadsheet for the week ending on November 25, 2019.
November 26, 2019	Daniel Wootton	2.60	Correspond with counsel and union re: postponement of CBA bargaining; Calls with management and counsel, calls with union counsel, draft reasons for postponement of bargaining; Draft summary of proceedings and update to union.
November 26, 2019	Rob Stelzer	2.10	Discussion with A Shahini regarding the cash flow and discussion with R Wilford on cheques to be sent out; E-mail to G Ellis; Review of competitive analysis and other documents sent by Responsive related to rent increases; Call with Responsive to discuss rent rates; Discussion with D Wootton on union meeting scheduled for tomorrow; E-mail regarding Sysco; Call with S Mitra to discuss rent increases; E-mail to D Wootton regarding rent increase recommendations.
November 26, 2019	Rosa Wilford	0.70	Review internal instructions with team re Banking; Provide reports; Void payments; General banking administration.
November 27, 2019	Rob Stelzer	0.80	Review of adjusted rate increases proposed by responsive; E-mail to D Wootton summarizing the agenda for call with Pace.
November 27, 2019	Valerie Naccarato	0.20	General banking administration.
November 28, 2019	Ada Shahini	0.50	Reviewed missing documentation for data room and emailed team to request missing details.

Date	Full Name	Hours	Detail
November 28, 2019	Rob Stelzer	1.20	Call with G Ellis and C English to discuss rent increase communication plan and operational matters; E-mail to G Ellis regarding Hydro; E-mail to P Waters with agenda for tomorrow's call; Discussion with D Wootton; Call from two interested parties.
November 29, 2019	Daniel Wootton	1.20	Update call; Update to Pace on listing agent proposals and recommendation.
November 29, 2019	Rob Stelzer	0.90	Update call with P Waters; E-mail to Applefest regarding rent increases; E-mail with insurer; E-mail to G Ellis.
December 2, 2019	Ada Shahini	0.70	Review of transaction for the week of Nov 23, 2019- updated forecast spreadsheet; Deposit in Bank.
December 2, 2019	Rob Stelzer	0.60	E-mail with J Milnes; Deposit of rent cheques; Discussion internally.
December 2, 2019	Rosa Wilford	1.00	Review mail; Prepare receipt requisitions form; Post multiple deposits; General banking administration.
December 4, 2019	Rob Stelzer	1.50	E-mail with G Ellis regarding cheques; E-mail regarding van sale; Discussion with D Wootton; E-mail with C English regarding variables costs; E-mail to P Waters with information about sales and marketing resource, efforts to increase revenue and other matters.
December 4, 2019	Daniel Wootton	0.30	Correspond with listing agents, follow up with Pace.
December 5, 2019	Rob Stelzer	0.70	E-mail to P Waters with further information on rent increases, sales resource and other matters; E-mail to G Ellis on Hydro authorization.
December 5, 2019	Valerie Naccarato	0.80	Prepare deposit form with 27 entries of rental income cheques; General banking administration.
December 6, 2019	Ada Shahini	0.20	Communicate with team to retrieve October and November Statements, forwarded copies of the bank statement to realtors for meeting with CRA.
December 6, 2019	Rob Stelzer	0.40	Arrangements related to CRA audit and payroll audit; Other E-mail.
December 6, 2019	Daniel Wootton	0.20	Listing agent correspondence; Confirm vendor title.

Date	Full Name	Hours	Detail
December 6, 2019	Rosa Wilford	2.00	Review internal email instructions from team re Banking: Correspondences with Ceridian; Provide team with copies of statements; Respond to emails; On-line banking; Review estate bank account and reconcile November statement. Review mail; Prepare receipt requisition forms; Post various deposit entries; General banking administration.
December 6, 2019	Valerie Naccarato	0.20	General banking administration.
December 9, 2019	Rob Stelzer	0.80	E-mail with D Wootton on realtor selection; E-mail Marcus Millichap interested parties; Call from interested party; E-mail with J Milnes on insurance claim; Review of estimate for lobby and E-mail with G Ellis.
December 9, 2019	Rosa Wilford	0.60	Review internal email instructions re Banking; Prepare wire transfer; Draft letter to Bank; Prepare disbursement requisition forms; Email correspondences to and from Bank for authorization of transfer; Fax; Posting entries; Email wire confirmation to team; General banking administration.
December 9, 2019	Daniel Wootton	0.50	Call with Pace, confirm listing agent engagement, list price and comments on marketing assistance; Coordinate with R. Stelzer and listing agent; Approve paint quote.
December 10, 2019	Rob Stelzer	0.20	E-mail to B Cisertna; E-mail to G Ellis.
December 10, 2019	Rosa Wilford	0.30	Prepare receipt requisition form; Post returned item; Email; Provide supporting documentation; On-line banking; General banking administration.
December 11, 2019	Rob Stelzer	0.80	Review of 4th cheque request and E-mail to C English; E-mail regarding bounced payment; E-mail regarding sales resource.
December 11, 2019	Valerie Naccarato	0.10	General banking administration.
December 11, 2019	Daniel Wootton	0.50	Review listing agreements and forward to counsel with comments for review.
December 12, 2019	Rob Stelzer	0.40	E-mail with R Wilford; Review of Sysco payment; Discussion with R Wilford on next payments.
December 12, 2019	Valerie Naccarato	0.10	General banking administration.

Date	Full Name	Hours	Detail
December 12, 2019	Rosa Wilford	1.50	Review internal email instructions from team re Banking; On-line banking review account for incoming EFT's; Prepare receipt requisition form; Post deposit entries; Prepare partial bank reconciliation of account; Notify team; Emails; Review payment requests; Prepare disbursement requisition forms; Post invoice entries; Issue cheques; General banking administration.
December 13, 2019	Rob Stelzer	1.30	Review of additional backup provided for cheques requested; Review of petty cash reconciliation; E-mail with Aird & Berlis; Hydro authorization forms; E-mail related to insurance cancellation and signed cancellation forms.
December 13, 2019	Rosa Wilford	1.00	Review payment schedule; Meet with team; Prepare disbursements; General banking administration.
December 16, 2019	Ada Shahini	0.30	Updated forecasts for both weeks of December 6 and 13, 2019.
December 16, 2019	Rob Stelzer	0.80	Call with Marcus & Millichap; E-mail related to payroll processing; Review of listing agreement and representation agreement; E-mail to C English regarding operational matters.
December 16, 2019	Rosa Wilford	4.00	Review internal instructions from team re Banking; Review payment schedule and invoices; Prepare various disbursement requisition forms; Post multiple invoice entries; Issue cheques; General banking administration.
December 16, 2019	Daniel Wootton	0.30	Finalize listing agreement documents and forward to Raff.
December 17, 2019	Rob Stelzer	0.20	Review of payments to Sysco and response to Sysco.
December 18, 2019	Rob Stelzer	0.80	E-mail with Sysco; Call with C English to discuss rental increases and other matters; E-mail to C English.
December 18, 2019	Valerie Naccarato	0.30	General banking administration.
December 19, 2019	Rob Stelzer	0.50	E-mail to Marcus & Millichap; E-mail to G Ellis; arrangements related to rent cheques.
December 19, 2019	Valerie Naccarato	0.30	General banking administration.

Date	Full Name	Hours	Detail
December 19, 2019	Rosa Wilford	0.60	Review internal email instructions from team re Banking: Review payment requests; Prepare disbursement requisition form; Prepare wire transfer; Emails; Correspondence to and from Bank for authorization of transfers; Phone calls with Bank; Notify team confirmation; Post wire entries; On-line banking; General banking administration.
December 20, 2019	Rob Stelzer	0.20	E-mail with C English.
December 20, 2019	Rosa Wilford	0.50	Review estate bank account and reconcile November statement.
December 23, 2019	Rob Stelzer	0.90	Call with Marcus and Millichap to discuss rent increases and sales process; Discussion with D Wootton; Approval of payroll over the holidays.
December 23, 2019	Ada Shahini	0.60	Update forecast spreadsheet with transactions up to December 20; Updated Firmex data room access to broker.
December 23, 2019	Daniel Wootton	0.30	Review and update listing agreement, sign and forward to listing agent.
December 24, 2019	Rob Stelzer	0.70	E-mail with C English and others related to sales resource and rent increases.
December 24, 2019	Rosa Wilford	0.60	Review internal email instructions from team re Banking; Review payment requests; Prepare disbursement requisition form; Prepare wire transfer; Letter; Emails; Correspondences to and from Bank for authorization of transfers; Notify team confirmation; Post wire entries; On-line banking; General banking administration.
December 27, 2019	Rob Stelzer	0.80	Call with G Ellis to discuss rent increases; Draft of communication to residents and send to C English; E-mail with D Schoenhals.
December 29, 2019	Rob Stelzer	0.30	Further edits to resident letter and E-mail with C English and G Ellis.
December 30, 2019	Rob Stelzer	1.80	Review of and approval for cheque requisition for December payments; E-mail with Sysco and additional payment to Sysco; Reconciled insurance claim amounts and then related call and subsequent E-mail with J Milnes; E-mail regarding plumbing emergency.
December 30, 2019	Rosa Wilford	1.00	Review internal instructions from team re Banking: Review payment request; Prepare disbursement requisition forms; Post entries; Issue cheques; General banking administration.

Date	Full Name	Hours	Detail
December 31, 2019	Rob Stelzer	0.70	E-mails with J Milnes and review of documents provided and send documents related to insurance claim.
December 31, 2019	Valerie Naccarato	0.20	General banking administration.

Time Summary

D. Wootton, Sr. Vice President	15.90	hours @	$	595.00	$	9,460.50
R. Stelzer, Vice President	79.50	hours @	$	425.00	$	33,787.50
J. Kwon, Manager	0.10	hours @	$	295.00	$	29.50
A. Muhit, Manager	0.70	hours @	$	275.00	$	192.50
R. Wilford, Manager	40.70	hours @	$	275.00	$	11,192.50
A. Shahini, Sr. Associate	13.30	hours @	$	165.00	$	2,194.50
V. Naccarato, Analyst	3.10	hours @	$	135.00	$	418.50
G. Nmoye, Analyst	0.25	hours @	$	130.00	$	32.50
	153.55				$	57,308.00
Disbursements						
Postage					$	57.54
Travel					$	137.92
Courier					$	19.22
					$	214.68
Subtotal time and disbursements					$	57,522.68
HST (13%)					$	7,477.95
Total					**$**	**65,000.63**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-5995

To professional services rendered as Court-Appointed Receiver from January 1, 2020 to January 31, 2020.

Date	Full Name	Hours	Detail
January 2, 2020	Rosa Wilford	4.00	Review internal instructions from team re Banking: Review payment schedules and invoices; Prepare various disbursement requisition forms; Post multiple invoice entries; Issue cheques; General banking administration.
January 2, 2020	Daniel Wootton	0.50	Update correspondence with linting agent re: contract. Update and forward listing documents to Pace.
January 2, 2020	Rob Stelzer	0.90	Call with C English to discuss insurance claim; E-mail from P Waters regarding sales agent; Other E-mail.
January 3, 2020	Rob Stelzer	1.20	E-mail regarding sales person; E-mail regarding vacation payout and water bill; Complete insurance proof of loss forms and related appendix A; E-mail with C English.
January 3, 2020	Rosa Wilford	1.50	Review mail; Prepare requisition form for various receipts; Post multiple deposits; Email; General banking administration.
January 3, 2020	Valerie Naccarato	0.20	General banking administration.
January 5, 2020	Rob Stelzer	0.50	E-mail with C English; Updated and submitted insurance claim.
January 6, 2020	Daniel Wootton	0.30	Correspond with listing agent. Correspond with Union re: status of sale process and scheduling of in-person meeting.

Date	Full Name	Hours	Detail
January 6, 2020	Rob Stelzer	2.10	Call with Marcus Millichap; E-mail to Aird & Berlis regarding form of APA; E-mail with C English; E-mail from interested party; Call with K Ritchie regarding insurance coverage; Discussion with R Wilford on payroll; Discussion with D Wootton on sales process.
January 6, 2020	Ada Shahini	0.20	Email correspondence with team to request documentation required for the realtors.
January 7, 2020	Rosa Wilford	0.80	Review internal instructions from team re Banking: Correspondences with Ceridian re Payroll; Phone call re same; Review payment requests; Prepare disbursement requisition forms; Emails: General banking administration.
January 7, 2020	Daniel Wootton	0.30	Correspond with listing agent re: APA. Pull sample APAs and share with R. Stelzer and counsel.
January 7, 2020	Rob Stelzer	1.90	Call with C English to discuss documents needed by realtor and sales agent; Correspondence with insurance broker; E-mail to P Waters; E-mail precedent APA's to Aird & Berlis; E-mail to Marcus Millichap regarding the offering memorandum and requested information.
January 8, 2020	Daniel Wootton	0.70	Review and approve payroll; Review and provide comments on draft sale package.
January 8, 2020	Rosa Wilford	0.60	Prepare wire transfer; Letter; Emails; Correspondences to and from Bank for authorization of transfers; Notify team confirmation; Post wire entries; Correspondences with Ceridian; General banking administration.
January 9, 2020	Valerie Naccarato	0.10	Deposit at bank.
January 9, 2020	Rosa Wilford	2.40	Review mail; Prepare requisition form for various receipts; Post multiple deposits; On-line banking; Review estate bank account: Post accrued interest: Reconcile December statement. Review internal email instructions from team re Banking: Provide supporting documentation; Respond to email; General banking administration.
January 9, 2020	Rob Stelzer	1.70	Detailed review through Confidential Information Memorandum and meeting with D Wootton to discuss and provide comments to Marcus Millichap; E-mail to P Waters; Review of rent roll and other documents and send to Marcus Millichap; other E-mail.

Date	Full Name	Hours	Detail
January 9, 2020	Ada Shahini	1.50	Forward bank statements for preparation of P&L's for client; Email correspondence with team; Receive documentation and upload data on data room for realtors and upload on server; Prepare and update forecast for two weeks.
January 10, 2020	Valerie Naccarato	0.20	General banking administration.
January 13, 2020	Daniel Wootton	0.60	Update call with Pace and walk through of draft marketing materials.
January 13, 2020	Paul Kouadio	0.30	Briefing from R. Stelzer on receivership; Review invoices prior to Oct 4, 2019; Call with Carol Kee from Hobart on invoices.
January 13, 2020	Rob Stelzer	1.50	Preparation for call; Call with P Waters to discuss CIM; Call with Marcus to discuss CIM comments and documents needed for data room; E-mail to J Milnes; Correspondence with supplier re payment; E-mail with G Ellis; E-mail to C English regarding sales person; E-mail with Aird & Berlis.
January 15, 2020	Rob Stelzer	0.70	E-mail related to payroll approval; Send GL to J Milnes and call with J Milnes to discuss financial statement disclosure; E-mail with D Schoenhals; E-mail with Aird & Berlis.
January 15, 2020	Rosa Wilford	1.00	Review internal email instructions from team re Banking; Prepare wire transfer; Letter; Fax; Emails; Correspondences to and from Bank for authorization of transfers; Notify team confirmation; Post wire entries; Correspondences with Ceridian; General banking administration.
January 15, 2020	Daniel Wootton	0.10	Correspond with Union rep.
January 16, 2020	Daniel Wootton	0.60	Review draft APA and Approval Order and provide comments; Discuss internally.
January 16, 2020	Ada Shahini	0.10	Update forecast for the week ending January 10, 2020.
January 16, 2020	Rob Stelzer	2.10	Review through draft asset purchase agreement and vesting order, related to discussion with D Wootton and then call with Aird & Berlis to discuss the Receiver's comments; E-mail J Milnes information to complete financial statements; E-mail with D Schoenhals; E-mail to G Ellis regarding assignment of website and termination provisions as it relates to the APA; Discussion with P Kouadio related to receiver reporting.

Date	Full Name	Hours	Detail
January 17, 2020	Rob Stelzer	1.20	E-mail with J Milnes and R Wilford on cheque register and other information needed by J Milnes to complete financials; Review of revised APA edits and further E-mail with counsel; E-mail finalized APA to Marcus and Millichap; Other E-mail.
January 17, 2020	Rosa Wilford	2.50	Review various internal instructions from team re Banking: Correspondences with team; Provide reports: Emails; Review payment requests; Prepare disbursement requisition forms; Post entries; Prepare wire transfers; Bank letters; General banking administration.
January 20, 2020	Rob Stelzer	1.20	Review of financial statements and related call with J Milnes; Review of prescription revenues; E-mail to Marcus; WSIB E-mail.
January 20, 2020	Ada Shahini	0.20	Review and update forecast for the week.
January 21, 2020	Rosa Wilford	0.50	Review internal instructions from team re Banking; On-line banking; Review print screens for expecting wire; Prepare receipt and disbursement requisition forms; Post entries; Email team notification of wire; General banking administration.
January 21, 2020	Rob Stelzer	0.70	E-mail from S Clements on insurance claim; E-mail related to pharmacy revenue; Review of financial statements and related discussion with J Milnes and send to Marcus & Millichap.
January 22, 2020	Rob Stelzer	1.20	Review and approval of Applefest cheque request #6 and related E-mail to G Ellis; Call from interested party; Call with Marcus & Millichap to discuss sales process.
January 22, 2020	Daniel Wootton	0.50	Correspond with union and confirm arrangements for meeting with SIEU and local representatives; Correspond with management re: meeting with union.
January 23, 2020	Rosa Wilford	3.50	Review internal instructions from team re Banking: Review payment schedules and invoices; Prepare various disbursement requisition forms; Post multiple invoice entries; Issue cheques; General banking administration.
January 23, 2020	Rob Stelzer	0.20	E-mail related to cheque approval; E-mail to Kool Telecom; other E-mail.
January 24, 2020	Valerie Naccarato	0.10	General banking administration.
January 24, 2020	Rob Stelzer	0.60	Approval of cheques; E-mail to Sysco.

Date	Full Name	Hours	Detail
January 27, 2020	Rob Stelzer	0.60	Review of revised CIM and provided comments to Marcus; E-mail with G Ellis.
January 27, 2020	Daniel Wootton	2.80	Meet with SIEU union and Applefest union representatives; Prepare notes on union matters, discuss receivership and sale process.
January 27, 2020	Rosa Wilford	0.20	Review banking reports and approve monthly estate balances.
January 28, 2020	Rob Stelzer	0.50	E-mail to G Ellis regarding marketing budget, repairs and other matters; E-mail to S Clements.
January 28, 2020	Valerie Naccarato	0.40	General banking administration.
January 29, 2020	Rosa Wilford	0.50	Review internal instructions from team re Banking: Correspondences with Ceridian re Payroll; Review transfer requests; Prepare disbursement requisition forms; Bank letter; Emails: General banking administration.
January 29, 2020	Rob Stelzer	0.90	E-mail related to payroll funding; Insurance claim E-mails; Review of revised CIM and E-mail with realtor; Call with C English to discuss rent increases; Discussion with D Wootton; Call with G Ellis to discuss capital expenditures and salesperson.
January 30, 2020	Valerie Naccarato	0.30	Prepare two deposit forms, copy cheques and deposit at bank.
January 30, 2020	Rosa Wilford	1.50	Review internal instructions from team re Banking; Request approval of transfer; Fax; Emails; Correspondences to and from Bank for authorization of transfers; Notify team confirmation; Post wire entries; Provide supporting documentation; Review mail and prepare receipt requisition forms; Post deposit entries; General banking administration.
January 30, 2020	Rob Stelzer	1.00	Discussion with D Wootton regarding union grievances and general file update; Review of cash flow reporting and related discussion with P Kouadio; E-mail with G Ellis and D Shoenhals.
January 30, 2020	Paul Kouadio	1.00	Update forecast for January 17, 2020; Discuss forecast update with R. Stelzer and prepare the update.
January 31, 2020	Valerie Naccarato	1.20	Copy February rent cheques, stamp and write bank account number on each cheque; Prepare green deposit form; Enter cheques to excel spreadsheet.
January 31, 2020	Valerie Naccarato	0.20	General filing administration on account re December bank statements.

Date	Full Name	Hours	Detail
January 31, 2020	Rob Stelzer	0.20	Call from J Milnes; E-mail.

Time Summary

D. Wootton, Sr. Vice President	6.40	hours @	$	595.00	$	3,808.00
R. Stelzer, Vice President	20.90	hours @	$	475.00	$	9,927.50
R. Wilford, Manager	19.00	hours @	$	275.00	$	5,225.00
P. Kouadio, Sr. Associate	1.30	hours @	$	180.00	$	234.00
A. Shahini, Sr. Associate	2.00	hours @	$	165.00	$	330.00
V. Naccarato, Analyst	2.70	hours @	$	145.00	$	391.50
	52.30				$	19,916.00
HST (13%)					$	2,589.08
Total Invoice Due					**$**	**22,505.08**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-6080

To professional services rendered as Court-Appointed Receiver from February 1, 2020 to February 29, 2020.

Date	Full Name	Hours	Detail
February 3, 2020	Rosa Wilford	1.30	Review mail; Prepare requisition form for various receipts; Post multiple deposits; General banking administration.
February 3, 2020	Valerie Naccarato	0.50	General banking administration and deposit at bank.
February 3, 2020	Rob Stelzer	0.20	E-mail with G Ellis; E-mail with Marcus & Millichap.
February 4, 2020	Rosa Wilford	0.50	Review internal instructions from team re Banking; Review payment requests; Prepare disbursement requisition forms; Post invoice entries; Issue cheques; General banking administration.
February 5, 2020	Paul Kouadio	0.40	Prepared forecast for January 31, 2020.
February 5, 2020	Rosa Wilford	0.60	Review internal instructions from team re Banking; Review payment requests; Prepare disbursement requisition forms; Post invoice entries; Issue cheques; General banking administration.
February 5, 2020	Rob Stelzer	1.20	Update call with B Dillane; Review and approval of cheque requests; E-mail with G Ellis.
February 6, 2020	Rosa Wilford	3.00	Review internal email instructions from team re Banking; Review payment schedule and invoices; Prepare disbursement requisition forms; Post invoice entries; Issue multiple cheques; General banking administration.
February 7, 2020	Valerie Naccarato	1.20	Copy additional February rent cheques, stamp and write bank account number on each cheque; Prepare green deposit form; Enter cheques to excel spreadsheet; Deposit at bank.

Date	Full Name	Hours	Detail
February 7, 2020	Rosa Wilford	1.00	Review mail; Prepare receipt requisitions forms; Post multiple cheques; General banking administration.
February 7, 2020	Daniel Wootton	0.10	Review and approve of disbursements.
February 10, 2020	Paul Kouadio	1.50	Prepared actual vs. forecast for Feb 7, 2020; Reviewed whole account on Ascend with A. Shahini and compared with forecast re: discrepancy in ending cash balance.
February 10, 2020	Rob Stelzer	0.10	E-mail.
February 11, 2020	Rob Stelzer	0.50	Call with Marcus to discuss sales process; E-mail with D Wootton on sales process and other matters; E-mail with G Ellis on various operational issues.
February 11, 2020	Valerie Naccarato	0.80	General banking administration.
February 11, 2020	Daniel Wootton	0.30	Prepare and forward a marketing update to Pace.
February 12, 2020	Daniel Wootton	0.20	Update to Pace on operations, occupancy and local marketing results.
February 12, 2020	Rosa Wilford	0.60	Review estate bank accounts; reconcile January statements; banking reports and approve monthly estate balances.
February 12, 2020	Rob Stelzer	0.80	E-mail related to new residents; E-mail related to further capital expenditures for new room rentals; Discussion with P Kouadio regarding updated projections; Discussion with D Wootton; E-mail to Marcus & Millichap.
February 13, 2020	Rosa Wilford	0.70	Review internal email instructions from team re Banking: Review payment requests; Prepare disbursement requisition form; Prepare wire transfer; Letter; Emails; Correspondences to and from Bank for authorization of transfers; Notify team confirmation; Post wire entries; General banking administration.
February 13, 2020	Rob Stelzer	1.10	Call with Marcus & Millichap regarding sales process and bid deadline; E-mail related to employee termination; Cheque approval; Review of rent roll; Other E-mail.
February 14, 2020	Valerie Naccarato	0.60	Review email; Prepare deposit form, post entry to Ascend, general banking administration, deposit at bank.
February 14, 2020	Valerie Naccarato	0.70	General banking administration.
February 14, 2020	Rob Stelzer	0.40	Review of online data room prepared by Marcus; E-mail to Marcus regarding rent roll; Other E-mail.

Date	Full Name	Hours	Detail
February 15, 2020	Rob Stelzer	0.30	Review of updated rent rolls and E-mail to Marcus; E-mail related to RHRA.
February 18, 2020	Valerie Naccarato	0.20	General banking administration.
February 18, 2020	Rob Stelzer	0.40	E-mail to Marcus regarding questions from buyer and financial information; E-mail related to new tenant rate; Other E-mail.
February 19, 2020	Paul Kouadio	0.50	Updated forecast for February 14, 2020 and prepared forecast until May 1, 2020.
February 20, 2020	Rob Stelzer	0.40	Call from J Milnes regarding financials; E-mail.
February 21, 2020	Rob Stelzer	0.20	E-mail.
February 24, 2020	Rob Stelzer	1.10	Approval of cheque requisition and E-mail with G Ellis; Review of updated financials and other documents for data room.
February 25, 2020	Paul Kouadio	0.50	Updated forecast.
February 25, 2020	Rosa Wilford	0.40	Review internal instructions from team re Banking: Review payment requests; Prepare disbursement requisition forms; Post invoice entries; Issue cheque; Respond to email; General banking administration.
February 25, 2020	Rob Stelzer	0.50	Review of submission from G Ellis for cheques and call with G Ellis; Discussion with R Wilford; Cheque approval.
February 26, 2020	Rosa Wilford	3.50	Review internal instructions from team re Banking: Review payments; Match to schedule; Prepare various disbursement requisition forms; Post invoice entries; Issue multiple cheques; Email payroll department; General banking administration.
February 26, 2020	Paul Kouadio	2.30	Reconciled cash flow with G/L, discussed with R. Stelzer and prepared cash flow for Feb 28, 2020.
February 26, 2020	Rob Stelzer	4.20	Review of financial projections with P Kouadio and updated; E-mail to Marcus regarding sales process; E-mail to G Ellis regarding occupancy; Review of bully offer and response to Marcus; Draft update for Pace and send to D Wootton; Review of cheque requisition from G Ellis and phone call with G Ellis to discuss operational issues; Update of checklists; E-mail to pharmacy re outstanding payments.
February 27, 2020	Valerie Naccarato	1.50	Copied cheques, prepared envelopes, mailed/ couriered.

Date	Full Name	Hours	Detail
February 27, 2020	Rob Stelzer	0.90	Email with Marcus on sale process; payroll; Email related to pharmacy agreement.
February 28, 2020	Rosa Wilford	0.80	Review internal email instructions re Banking; Prepare wire transfer; Draft letter to Bank; Prepare disbursement requisition forms: Email correspondences to and from Bank for authorization of transfer; Fax; Posting entries; Email wire confirmation to team. General banking administration.
February 28, 2020	Valerie Naccarato	1.00	Review internal instructions, print payroll information from company; Insert amount to wire transfer form, scan and email bank; General banking administration.
February 28, 2020	Rob Stelzer	0.50	Preparation for call; Call with P Waters; Internal discussions.

Time Summary

D. Wootton, Sr. Vice President	0.60	hours @	$	595.00	$	357.00
R. Stelzer, Vice President	12.80	hours @	$	475.00	$	6,080.00
R. Wilford, Manager	12.40	hours @	$	275.00	$	3,410.00
P. Kouadio, Sr. Associate	5.20	hours @	$	180.00	$	936.00
V. Naccarato, Analyst	6.50	hours @	$	145.00	$	942.50
	37.50				$	11,725.50
Disbursements						
Travel					$	158.30
Courier					$	20.26
					$	178.56
Subtotal time and disbursements					$	11,904.06
HST (13%)					$	1,547.53
Total Invoice Due					**$**	**13,451.59**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-6188

To professional services rendered as Court-Appointed Receiver from March 1, 2020 to March 31, 2020.

Date	Full Name	Hours	Detail
March 2, 2020	Rosa Wilford	0.30	Review internal instructions from team re Banking; Prepare disbursement requisition form; Post invoice entries; Issue cheque; General banking administration.
March 3, 2020	Daniel Wootton	0.50	Prepare for and attend update call with Pace.
March 3, 2020	Daniel Wootton	2.20	Review union meeting notes discuss internally. Draft letters to residents and staff and forward to union and management for review. Email management re: union follow up requests. Provide union with sale process update.
March 3, 2020	Daniel Wootton	0.20	Internal discussion and forward update to Pace.
March 3, 2020	Rob Stelzer	0.20	Cheque approval; E-mail.
March 3, 2020	Rosa Wilford	3.00	Review internal email instructions from team re Banking; Review mail; Prepare various receipt requisition forms; Post multiple deposits; On-line banking; Review print screens for expecting EFT's; Correspondences with Bank; Confirm EFTs and post; Provide team with supporting documentation on receipts to date re Remedy Holding; General banking administration. On-line banking; Review estate bank account; and reconcile February statement.
March 3, 2020	Valerie Naccarato	1.50	Copy additional February/March rent cheques, stamp and write bank account number on each cheque; Prepare green deposit form; Enter cheques to excel spreadsheet; Deposit at bank.
March 5, 2020	Rob Stelzer	0.30	E-mail related to sales process offers.

Date	Full Name	Hours	Detail
March 6, 2020	Daniel Wootton	0.50	Correspond with realtor and provide update to Pace on offers received.
March 6, 2020	Michael Zimnicki	0.50	Tax question from Paul for the FSR regulator.
March 6, 2020	Rob Stelzer	0.30	E-mail regarding offers received; Discussion with D Wootton.
March 6, 2020	Rosa Wilford	3.30	Review multiple internal email instructions re Banking; Prepare various wire transfers; Draft letters to Bank for review and authorized signing; Prepare disbursement requisition forms: Email correspondences to and from Bank for authorization of transfers; Faxes; Emails; Posting entries; Email wire confirmations to team. Post deposit entries; General banking administration.
March 6, 2020	Valerie Naccarato	0.50	General banking administration; Deposit at bank.
March 9, 2020	Daniel Wootton	1.10	Review offers and discuss with realtor.
March 9, 2020	Paul Kouadio	2.50	Prepared Applefest forecast ending March 6, 2020; Reconciled all accounts incl. payments from Remedy'sRx Partnership using Ascend; Discussed with R. Stelzer.
March 9, 2020	Rob Stelzer	2.30	Review of asset purchase agreements submitted; Call with Marcus to discuss the offers and strategy; E-mail regarding cheques; E-mail regarding Sysco.
March 9, 2020	Rosa Wilford	0.30	Review mail re Banking; Prepare requisition forms; Post deposit entries; Notify team; General banking administration.
March 9, 2020	Valerie Naccarato	0.20	Deposit at bank.
March 9, 2020	Valerie Naccarato	0.20	General filing administration on account re January bank statements.
March 10, 2020	Rob Stelzer	1.40	Cheque run #9, E-mail with G Ellis on various issues; Review of cash flow forecast; E-mail to P Waters.
March 10, 2020	Rosa Wilford	2.30	Review internal email instructions from team re Banking; On-line banking; Review print screens for expecting wire; Review payment requests; Prepare receipt and disbursement requisition forms; Post deposit and invoice entries; Issue cheques; Email team notification of wire. Review disbursement payment schedule and match to report; General banking administration.

Date	Full Name	Hours	Detail
March 11, 2020	Daniel Wootton	1.80	Review offer terms. Update call with Pace re: offers and planned responses. Update call with counsel re: Applefest offers. Discuss due diligence requirements in internally and arrange for instructions to realtor. Update communication letters to residents and staff and arrange for circulation. Update call with Executive Director.
March 11, 2020	Rob Stelzer	3.90	Call with G Ellis to discuss COVID 19 protection measures at the home and other matters; Call with P Waters to discuss offers received; Call with S Hyde and review of Phase 1 environmental report and related E-mail to WSP; E-mail to C English; Call with Marcus; Call with Aird & Berlis to discuss offers; Review of offers and E-mail to Marcus summarizing revisions to bids requested by Receiver.
March 11, 2020	Valerie Naccarato	0.20	General banking administration.
March 12, 2020	Daniel Wootton	0.20	Review and provide comments to correspondence to realtor.
March 12, 2020	Rob Stelzer	1.80	Edits to E-mail and send to Marcus and follow up call; E-mail with WSP on Phase 1 and building report; Call with B Dillane.
March 12, 2020	Rosa Wilford	3.50	Review internal instructions from team re Banking: Review payments; Match to schedule; Prepare various disbursement requisition forms; Post invoice entries; Issue multiple cheques; General banking administration.
March 12, 2020	Valerie Naccarato	1.30	Copy additional February/March rent cheques, stamp and write bank account number on each cheque; Prepare green deposit form; Enter cheques to excel spreadsheet.
March 13, 2020	Daniel Wootton	0.20	Review and approve of payroll and operating disbursements.
March 13, 2020	Rob Stelzer	1.80	Payroll approval; Calculation of termination liabilities with management and related correspondence with G Ellis; E-mail.
March 13, 2020	Rosa Wilford	3.00	Review mail re Banking; Prepare requisition forms; Post various deposit entries; Notify team; Review internal email instructions re Banking; Prepare wire transfer; Draft letter to Bank for review and authorized signing; Prepare disbursement requisition forms: Email correspondences to and from Bank for authorization of transfer; Fax; Emails; Posting entries; Email wire confirmations to team. General banking administration.
March 13, 2020	Valerie Naccarato	0.50	Deposit at bank; General banking administration.
March 16, 2020	Daniel Wootton	0.10	Review draft correspondence to realtor.

Date	Full Name	Hours	Detail
March 16, 2020	Paul Kouadio	0.70	Prepared weekly forecast for Applefest.
March 16, 2020	Rob Stelzer	2.30	Finalized calculations and E-mail to Marcus and phone call regarding employee liabilities; E-mail to C English; Review of WSP proposal and signed engagement letter for Phase 1 and BCA; Call with R Wilford on payroll issue; E-mail to G Ellis.
March 16, 2020	Rosa Wilford	0.50	Review internal email instructions re Banking; Prepare wire transfer; Draft letter to Bank for review and authorized signing; Prepare disbursement requisition forms: Email correspondences to and from Bank for authorization of transfer; Fax; Emails; Posting entries; Email wire confirmation to team. General banking administration.
March 16, 2020	Valerie Naccarato	0.60	General banking administration.
March 17, 2020	Rob Stelzer	0.80	E-mail and call with Marcus to discuss sales process and related offers received.
March 18, 2020	Rob Stelzer	2.00	Call with D Wootton; Review of union request regarding COVID-19 and related E-mail; E-mail with WSP on reports; Call with Marcus; Markup of Artisan offer and send to counsel.
March 19, 2020	Rob Stelzer	2.80	Email and then call to discuss COVID-19 and implications for sales process; Email with WSP; Review of rent roll; Call with Marcus to discuss counter offer; Call with D Wootton; Email with Aird and Berlis.
March 19, 2020	Rosa Wilford	0.50	Review internal email instructions from team re Banking; Review payment requests; Provide direction to team; Post payment entries; Issue cheques; General banking administration.
March 20, 2020	Daniel Wootton	0.40	Review comments on update to Pace, discuss and correspond with Pace. Review mark up of sale agreement.
March 20, 2020	Rob Stelzer	1.90	Review of APA with Aird and Berlis; Call with Marcus; Discussion with D Wootton; Summary E-mail to P Waters; Call from G Ellis regarding elevator.
March 20, 2020	Rosa Wilford	0.30	Post deposit entries; General banking administration.
March 20, 2020	Valerie Naccarato	0.20	Deposit at bank.
March 22, 2020	Rob Stelzer	0.70	Review of changes to the APA and draft E-mail to purchaser and send to D Wootton; E-mail related to elevator issue; Other E-mail.
March 23, 2020	Daniel Wootton	0.30	Internal update re: Pace support on selecting buyer to negotiate sale.

Date	Full Name	Hours	Detail
March 23, 2020	Paul Kouadio	0.70	Prepared weekly forecast and reconciliation for Applefest.
March 23, 2020	Rob Stelzer	2.00	Call with Pace to discuss offer; Detailed review through asset purchase agreement edits from Aird & Berlis; E-mail with D Wootton; Signed APA and send to realtor along with comments for purchaser; Call with Realtor and send blackline; Call from son of resident; E-mail related to elevator repair; E-mail related to employee benefits.
March 23, 2020	Valerie Naccarato	0.40	General banking administration.
March 24, 2020	Rob Stelzer	0.30	E-mail with Marcus; E-mail with G Ellis.
March 25, 2020	Ada Shahini	0.20	Call an email correspondence with team to verify trust examination request; Reviewed server, email and calendar to verify request; Called CRA to set up a GST trust examination.
March 25, 2020	Rob Stelzer	0.20	Review of COVID-19 additional measures and approval; E-mail with Marcus.
March 26, 2020	Ada Shahini	0.10	Reviewed email correspondence from team re: HST trust examination.
March 26, 2020	Rob Stelzer	0.30	E-mail related to payroll; E-mail to J Milnes; Other E-mail.
March 27, 2020	Rob Stelzer	0.50	E-mail related to COVID-19 measures; E-mail related to cheque delivery; E-mail and call with realtor.
March 27, 2020	Rosa Wilford	0.50	Review internal email instructions from team re Banking; Review payroll; Email Ceridian followed by phone call; Respond to queries; General banking administration.
March 30, 2020	Paul Kouadio	0.20	Prepared weekly forecast and reconciliation for Applefest.
March 30, 2020	Rob Stelzer	2.00	Approval of cheques for Applefest; Letter from SEIU counsel; E-mail regarding UPS package of cheques; E-mail with S Mitra; E-mail regarding elevator issue.
March 30, 2020	Rosa Wilford	4.00	Review internal instructions from team re Banking: Review payments; Match to schedule; Prepare multiple disbursement requisition forms; Post invoice entries; Issue various cheques; General banking administration.
March 31, 2020	Rob Stelzer	1.30	E-mail to D Wootton regarding cheque approval; Call with R Wilford; E-mail to S Mitra; E-mail with Marcus; Follow up on mail redirect for cheques.

Time Summary

D. Wootton, Sr. Vice President	7.50	hours @	$	595.00	$	4,462.50
M. Zimnicki, Tax Partner	0.50	hours @	$	767.00	$	383.50
R. Stelzer, Vice President	29.10	hours @	$	475.00	$	13,822.50
R. Wilford, Manager	21.50	hours @	$	275.00	$	5,912.50
P. Kouadio, Sr. Associate	4.10	hours @	$	180.00	$	738.00
A. Shahini, Sr. Associate	0.30	hours @	$	165.00	$	49.50
V. Naccarato, Analyst	5.60	hours @	$	145.00	$	812.00
	68.60				$	26,180.50
Disbursements						
Courier					$	23.10
					$	23.10
Subtotal time and disbursements					$	26,203.60
HST (13%)					$	3,406.47
Total Invoice Due					**$**	**29,610.07**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-6313

To professional services rendered as Court-Appointed Receiver from April 1, 2020 to April 30, 2020.

Date	Full Name	Hours	Detail
April 1, 2020	Rosa Wilford	1.00	Review cheques/wires for signing with authorized signing officers. Respond to team enquiries on payment issued; Provide supporting documentations; Email; General banking administration.
April 1, 2020	Rob Stelzer	0.80	Call with S Mitra and Marcus to discuss next steps.
April 2, 2020	Daniel Wootton	0.30	Correspondence from union; Update internal call. Correspond with management re: protocols.
April 2, 2020	Valerie Naccarato	1.50	Copy additional March/April rent cheques, stamp and write bank account number on each cheque; Prepare green deposit form; Enter cheques to excel spreadsheet.
April 2, 2020	Rob Stelzer	0.80	E-mail with realtor and Aird & Berlis; E-mail regarding resident who attended place with COVID-19 case and related response from G Ellis; Arrangements related to collection of April rent cheques.
April 3, 2020	Rosa Wilford	0.50	On-line banking; Print screens; Review estate bank account; and reconcile March statement.
April 3, 2020	Valerie Naccarato	1.10	General banking administration; Deposit at bank.
April 3, 2020	Rob Stelzer	1.10	E-mail updates to P Waters; Call with Aird & Berlis to discuss conditions requested by purchaser; E-mail with WSP; E-mail related to insurance renewal.

Date	Full Name	Hours	Detail
April 6, 2020	Rob Stelzer	1.30	Review of phase 1; Review of building condition assessment; E-mailed reports to realtor; E-mail to P Waters; Call with D Wootton; Review of cash flow and document preparation; E-mail related to Monarch elevator repair; E-mail to Aird & Berlis.
April 6, 2020	Daniel Wootton	0.30	Correspond internally and review environmental and building condition report.
April 7, 2020	Rosa Wilford	0.70	Review internal instructions from team re: Banking; Review payment requests: Review account ledger; Prepare disbursement and receipt requisition forms; Prepare transfer; Bank letter; Setup accrual payment; Post deposit entries; General banking administration.
April 7, 2020	Rob Stelzer	0.30	E-mail with Aird & Berlis; Other E-mail.
April 8, 2020	Paul Kouadio	0.50	Prepare weekly cash flow forecast and reconciliation for Applefest.
April 8, 2020	Rosa Wilford	1.00	On-line banking: Review estate account for incoming eft's and returned items (Cheques); Prepare receipt requisition forms; Post NSF and receipt entries; Correspondences with Bank; Notify team; General banking administration.
April 8, 2020	Rob Stelzer	0.40	Call with Marcus; E-mail related to protective equipment; E-mail related to cheque outstanding.
April 9, 2020	Valerie Naccarato	0.60	General banking administration; Deposit at bank.
April 9, 2020	Rob Stelzer	1.80	Review of edits to agreement of purchase and sale and related call with R Hooke; E-mail with R Hooke; E-mail with G Ellis on bonus request; Review of cash flow; E-mail related to payroll payment; Summary E-mail for P Waters and then phone call.
April 13, 2020	Rosa Wilford	0.60	Review internal email instructions re Banking; Prepare wire transfer; Draft letter to Bank for review and authorized signing; Prepare disbursement requisition forms: Email correspondences to and from Bank for authorization of transfer; Fax; Emails; Posting entries; Email wire confirmation to team. General banking administration.
April 13, 2020	Valerie Naccarato	0.20	General banking administration.
April 13, 2020	Rob Stelzer	0.40	E-mail to P Waters, Aird & Berlis, Marcus; Document preparation.
April 14, 2020	Daniel Wootton	0.60	Correspond with broker to set up call with purchaser; Update call with Pace.

Date	Full Name	Hours	Detail
April 14, 2020	Rosa Wilford	0.20	Respond to internal email instructions from team re Banking; Provide report; General banking administration.
April 14, 2020	Rob Stelzer	0.80	Call with P Waters to discuss the asset purchase agreement, employee bonus and other matters; E-mail with J Milnes regarding financial statements and respond to P Waters; E-mail to G Ellis; Call with Aird & Berlis on APA.
April 14, 2020	Valerie Naccarato	1.50	Copy additional March/April rent cheques, stamp and write bank account number on each cheque; Prepare green deposit form; Enter cheques to excel spreadsheet.
April 15, 2020	Rosa Wilford	2.00	Review banking reports and approve monthly estate balances; Review mail; Notify team; Prepare and post various deposit entries; General banking administration.
April 15, 2020	Paul Kouadio	0.60	Prepare weekly cash flow forecast and reconciliation for Applefest.
April 15, 2020	Rob Stelzer	0.80	Call with D Wootton to discuss APA and other matters; E-mail to P Waters regarding questions on financials; E-mail with G Ellis.
April 15, 2020	Daniel Wootton	0.20	Correspond with broker, review of APS and timeline.
April 16, 2020	Daniel Wootton	0.10	Correspond with management team, setup update call.
April 16, 2020	Rob Stelzer	0.40	E-mail with P Waters; Other E-mail.
April 17, 2020	Rob Stelzer	1.10	Review of operations report, and CapEx summary provided by G Ellis; Call with Responsive and G Ellis; Update to cash flow projections and call with D Wootton.
April 17, 2020	Valerie Naccarato	0.80	General filing administration on account re March bank statements; Deposit at bank; General banking administration.
April 17, 2020	Daniel Wootton	1.20	Update call with Applefest management team re: operations, financial planning, and sale process. Provide update to Pace.
April 20, 2020	Rob Stelzer	1.90	Call with Artisan to discuss offer; Call with D Wootton; Review and approval of cheque request eleven; E-mail with P Waters; E-mail regarding insurance; E-mail with D Schoenhals.

Date	Full Name	Hours	Detail
April 20, 2020	Valerie Naccarato	1.50	Copy additional March/April rent cheques, stamp and write bank account number on each cheque; Prepare green deposit form; Enter cheques to excel spreadsheet.
April 20, 2020	Daniel Wootton	0.80	Correspond with purchaser re: closing timeline and related conditions.
April 20, 2020	Paul Kouadio	0.30	Prepare weekly cash flow forecast and reconciliation for Applefest.
April 21, 2020	Rob Stelzer	0.80	Call with Aird & Berlis to discuss APA; E-mail to D Wotton; E-mail with WSP.
April 21, 2020	Daniel Wootton	0.60	Draft update to Pace on Applefest discussion with purchaser and sale transaction commentary. Discuss internally.
April 21, 2020	Rosa Wilford	4.30	Review internal email instructions from team re Banking; Review payment requests and match to payment schedule; Review account ledger; Prepare disbursement and receipt requisition forms; Post invoice entries; Issue multiple cheques; Review mail; Post various deposit entries; Notify team; Emails; General banking administration.
April 22, 2020	Rosa Wilford	0.80	Review internal instructions from team re Banking; Review payment requests: Review account ledger; Prepare disbursement requisition forms; Setup accrual entries; Provide supporting documentation for review and approval to Trustee; Emails; General banking administration.
April 22, 2020	Valerie Naccarato	0.40	Deposit at bank.
April 22, 2020	Rob Stelzer	0.40	Call with D Wootton; E-mail to Aird & Berlis; Other E-mail; Review of revised financials from J Milnes.
April 22, 2020	Daniel Wootton	0.50	Update email to Pace, call to discuss sale process and timeline.
April 23, 2020	Valerie Naccarato	0.10	General banking administration.
April 23, 2020	Rosa Wilford	0.40	General banking administration.
April 23, 2020	Rob Stelzer	0.80	Review of APA markup and E-mail Aird & Berlis.
April 24, 2020	Valerie Naccarato	3.50	General banking administration, mail cheques.
April 24, 2020	Rob Stelzer	0.30	E-mail with Aird & Berlis on APA; E-mail with Applefest.

Date	Full Name	Hours	Detail
April 27, 2020	Daniel Wootton	1.90	Discuss status of sale process, financial results and extended forecast internally. Correspond with realtor re: timing of sale transaction. Correspond with counsel re: site visits and walk through post-move out. Call with Gail re: adjustments to staff schedule, payroll costs and processes to mitigate risk. Update email to Pace. Follow up with Bill Dillane.
April 27, 2020	Paul Kouadio	1.70	Prepare weekly cash flow forecast and reconciliation for Applefest; Review of task list, prepare and attend to conference call with D Wootton and R Stelzer on transition of file.
April 27, 2020	Valerie Naccarato	0.20	General banking administration.
April 27, 2020	Rob Stelzer	1.10	E-mail with Aird & Berlis; Team call with P Kouadio and D Wootton; E-mail to Marcus; E-mail to G Ellis; Update of task list and send to P Kouadio.
April 27, 2020	Rosa Wilford	1.00	Review internal email instructions re Banking; Review payment requests; Review account ledger; On-line banking: Review account for cleared and un-cleared cheques; Prepare wire transfer; Draft letter to Bank for review and authorized signing; Prepare disbursement requisition forms: Email correspondences to and from Bank for authorization of transfer; Fax; Emails; Posting entries; Email wire confirmation to team. General banking administration.
April 28, 2020	Paul Kouadio	2.50	Conference call with Applefest and Receiver's Team re: transition of file; Conference call with D Wootton and R Stelzer on transition and to do; Review and update of weekly forecast until September 2020.
April 28, 2020	Daniel Wootton	1.30	Update call with Bill Dillane, provide update internally. Correspond with Pace and realtor re: Pace contact information for purchaser. Internal update call on Applefest operations and financial management.
April 28, 2020	Rob Stelzer	0.60	Call with G Ellis and C English; Team call; E-mails regarding APA.
April 29, 2020	Daniel Wootton	0.40	Review and provide comments on extended cash flow forecast.
April 29, 2020	Rob Stelzer	0.10	E-mail with Aird & Berlis on adjustments to APA.
April 29, 2020	Paul Kouadio	1.40	Review CapEx summary for 2019-2020; Call with G Ellis re staff, review and approve payroll scenario.

Time Summary

D. Wootton, Sr. Vice President	8.20	hours @	$	595.00	$	4,879.00
R. Stelzer, Vice President	16.00	hours @	$	475.00	$	7,600.00
R. Wilford, Manager	12.50	hours @	$	275.00	$	3,437.50
P. Kouadio, Sr. Associate	7.00	hours @	$	180.00	$	1,260.00
V. Naccarato, Analyst	11.40	hours @	$	145.00	$	1,653.00
	55.10				$	18,829.50
HST (13%)					$	2,447.84
Total Invoice Due					**$**	**21,277.34**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-6282

To professional services rendered as Court-Appointed Receiver from May 1, 2020 to May 31, 2020.

Date	Full Name	Hours	Detail
May 2, 2020	Paul Kouadio	0.30	Reviewed APA from Artisan and shared with R Stelzer.
May 4, 2020	Rob Stelzer	1.00	Detailed review of asset purchase agreement and signed; E-mail to P Kouadio regarding asset purchase agreement next steps; Call with Marcus.
May 4, 2020	Paul Kouadio	1.70	Prepared weekly forecast and reconciliation for Applefest; Reviewed and approved expenses; Various correspondence with G Ellis re: Capex and priority items to be approved; Calls and emails with R Guglielmelli re: closing and APA.
May 4, 2020	Rosa Wilford	0.40	Review internal instructions from team re Banking; Review payment request: Review account ledgers; Prepare disbursement requisition form; Post invoice entries; Notify authorized signing officers for approval; Provide supporting documentation; Emails; Issue cheque; General banking administration.
May 5, 2020	Daniel Wootton	0.30	Internal correspondence re: APA, cash flow forecast and capex.
May 5, 2020	Valerie Naccarato	1.50	Copy April/May rent cheques, stamp and write bank account number on each cheque; Prepare green deposit form; Enter cheques to excel spreadsheet.
May 5, 2020	Paul Kouadio	2.50	Attended to calls and emails with D Wootton and re: expenses to be approved, CapEx, APA signature; Various emails and call with G Ellis re: future of cohorting, expenses approval on CapEx forecast and installment cheques from Ministry for Seniors and Accessibility Covid-19 Retirement Home Support Program (RHSP).

Date	Full Name	Hours	Detail
May 6, 2020	Paul Kouadio	0.80	Reviewed and approved expenses on Capex submitted by G Ellis.
May 6, 2020	Valerie Naccarato	0.70	General banking administration; Deposit at bank.
May 6, 2020	Rosa Wilford	2.20	Prepare and post various deposit entries; Review payment requests: Review account ledgers; Prepare disbursement requisition form; Prepare wire; Bank letter; Setup accrual payments; Notify authorized signing officers for approvals; Provide supporting documentation; Notify team receipt of rent cheques; Emails: General banking administration.
May 6, 2020	Daniel Wootton	0.60	Review and approve of disbursements and payroll. Review APA and comment internally.
May 7, 2020	Daniel Wootton	0.30	Update calls on payroll changes and approving of disbursements.
May 8, 2020	Rob Stelzer	0.20	Authorization and direction for purchaser; E-mail.
May 8, 2020	Paul Kouadio	0.30	Correspondence with A Wellman at Artisan and R Guglielmelli re: APA
May 11, 2020	Paul Kouadio	2.20	Various emails with R and G Ellis re: documents requested for appraisal, reviewed same and discussed with G Ellis.
May 11, 2020	Valerie Naccarato	0.60	Follow internal email instructions, prepared cheque requisition form; Prepare draft stop request letter and email bank; General banking administration.
May 11, 2020	Valerie Naccarato	0.20	General banking administration.
May 11, 2020	Rosa Wilford	0.80	Email correspondences to and from Bank for authorization of transfer; Fax; Posting payment entries; Email wire confirmation to team; Review internal email instructions from team re Banking: Review account ledgers; Provide supporting documentation; Reports; General banking administration.
May 12, 2020	Daniel Wootton	0.40	Arrange for site visit for Purchaser. Confirm government receipt. Provide update to Pace on sale process, sale agreement, and operations.
May 12, 2020	Paul Kouadio	0.50	Followed up on documents requested for appraisal, reviewed same and discussed with G Ellis.
May 13, 2020	Rosa Wilford	0.80	On-line banking; Review estate bank account; Match to report; Review o/s cheques to clear: Notify team with supporting documentation for review and direction; Place stop/void and re-issue replacement cheque; Review account for expecting wire; Notify team; General banking administration.

Date	Full Name	Hours	Detail
May 13, 2020	Daniel Wootton	0.30	Correspond with Purchaser re: site visit and deposit. Correspond with Union re: scheduling.
May 13, 2020	Paul Kouadio	0.40	Prepared wekly cash flow; Correspondence with G Ellis re: budget and profit and loss statement.
May 14, 2020	Paul Kouadio	1.50	Calls and emails with real estate broker and R Wilford re: deposit payment; Correspondence with G Ellis re: budget and profit and loss statement, and visit of purchaser.
May 14, 2020	Daniel Wootton	0.80	Correspond with Union and Management re: scheduling, over time and cohorting.
May 14, 2020	Rosa Wilford	0.70	Review internal instructions from team re Banking; On-line banking; Review print screens for expecting wire; Respond to phone call; Assist client with wire; Prepare receipt and disbursement requisition forms; Post depsot and eft entries; Email team notification of wire. General banking administration.
May 14, 2020	Valerie Naccarato	1.50	Review mail/couriers, notify Team; General administration.
May 15, 2020	Rosa Wilford	1.00	Review internal email instructions from team re Banking: Prepare deposit requisition forms; Post multiple receipts; Notify team; General banking administration.
May 15, 2020	Paul Kouadio	1.10	Briefing with D Wootton on current discussions with the union; Several emails with G Ellis on budget and profit and loss statements; Reviewed budget submitted by G Ellis.
May 15, 2020	Valerie Naccarato	0.90	Deposit at bank; General banking administration.
May 15, 2020	Daniel Wootton	2.00	Call with Union and Management to discuss staff scheduling, safety, overtime, and payroll costs. Work with purchaser to confirm site tour. Verify and confirm receipt of deposit from purchaser.
May 19, 2020	Paul Kouadio	0.70	Various emails re: coordination of site visit with R Guglielmelli and G Ellis; Review of Receiver's invoice for April 2020.
May 19, 2020	Rania Erian	0.50	Administration matters.
May 19, 2020	Valerie Naccarato	0.10	General banking administration.
May 20, 2020	Rosa Wilford	0.50	Review internal email instructions from team re Banking: Phone call with team for review of payment enquiries; Email team for payroll details; General banking administration.

Date	Full Name	Hours	Detail
May 20, 2020	Paul Kouadio	0.80	Email to Manulife re: premium credit; Review of cheque req 12 and draft emails to G Ellis on same, call with R Wilford on same; Call with R Guglielmelli on budget and P&L.
May 21, 2020	Daniel Wootton	0.10	Review and approval of disbursements.
May 21, 2020	Rosa Wilford	4.00	Review internal email instructions from team re Banking; Review payment requests and match to schedule: Prepare various disbursement requisition forms; Post multiple invoice entries; Issue cheques; Correspondences with team re: Payroll; Provide supporting documentation for review and approval to Trustee; Prepare bank letter; Emails; General banking administration.
May 21, 2020	Paul Kouadio	1.50	Calls with G Ellis re: cheques, budget, P&L and CapEx; Update of weekly cash flow reforecast; Review and approve cheque req 12 and coordinate with R Wilford for payment.
May 22, 2020	Valerie Naccarato	0.90	General banking administration.
May 25, 2020	Valerie Naccarato	1.00	General banking administration.
May 25, 2020	Paul Kouadio	0.10	Email to G Ellis on Covid-19 testing of residents and staff.
May 26, 2020	Valerie Naccarato	0.10	General banking administration.
May 26, 2020	Daniel Wootton	0.40	Correspond with management re: site visit. Correspond with WSP re: building condition report.
May 27, 2020	Paul Kouadio	1.20	Review cheque req #13 and approve such, call with G Ellis re: same; coordinate tour from purchaser with D Ellis and R Guglielmelli.
May 28, 2020	Paul Kouadio	2.40	Call with D Wootton on site visit from purchaser; Calls and several emails with G Ellis re: cheque and expense approvals, outcome of discussions with Union and P&L prepared by accountant and budget adjustments.
May 28, 2020	Rosa Wilford	4.00	Review internal email instructions from team re Banking: Review payment requests and match to invoice schedule; Prepare multiple disbursement requisition forms; Post payment entries; Issue various cheques; Emails; General banking administration.
May 28, 2020	Valerie Naccarato	0.10	General administration.
May 28, 2020	Daniel Wootton	0.70	Correspond with management re: site tour and new payroll scheduling regime. Internal call re: sale process, due diligence and budget. Review 2020 budget.

Date	Full Name	Hours	Detail
May 29, 2020	Paul Kouadio	0.10	Call with R Guglielmelli on budget and P&L.
May 29, 2020	Valerie Naccarato	1.50	General banking administration.

Time Summary

D. Wootton, Sr. Vice President	5.90	hours @	$	595.00	$	3,510.50
R. Stelzer, Vice President	1.20	hours @	$	475.00	$	570.00
R. Wilford, Manager	14.40	hours @	$	275.00	$	3,960.00
P. Kouadio, Sr. Associate	18.10	hours @	$	180.00	$	3,258.00
R. Erian, Analyst	0.50	hours @	$	145.00	$	72.50
V. Naccarato, Analyst	9.10	hours @	$	145.00	$	1,319.50
	49.20				$	12,690.50
HST (13%)					$	1,649.76
Total Invoice Due					**$**	**14,340.26**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-6518

To professional services rendered as Court-Appointed Receiver from June 1, 2020 to June 30, 2020.

Date	Full Name	Hours	Detail
June 1, 2020	Valerie Naccarato	1.20	General banking administration; Deposit at bank.
June 1, 2020	Rosa Wilford	0.30	Review internal email instructions from team re Banking: Prepare receipt requisition form; Post deposit entries; General banking administration.
June 1, 2020	Paul Kouadio	4.70	Prepare weekly and monthly forecast; Review and update budget; Review P&L and provided to purchaser; Call with D Wootton on budget and P&L to provide to purchaser; Call and emails to R Guglielmelli on various requests from purchaser including individual leases from residents, furniture schedule, insurance files, staff contracts and letters of employment; Discussions and emails to G Ellis on same; Discussed CapEx items with G Ellis; Call and email to accountant on draft P&L and changes to be made; Email to Manulife on benefit plan.
June 2, 2020	Paul Kouadio	3.60	Attend to various tasks on sales process including but not limited to providing purchaser's real estate agent R Guglielmelli with listing of furniture, fixtures and equipment, contracts of non-unionized employees and position summary, lease agreements of all residents, benefits and premium statements; insurance contracts; Calls and emails with R Guglielmelli re: purchaser's progress on due diligence items as listed on schedule E of APA; Several emails and calls with G Ellis on above items requested by purchaser; Review above items to insure accuracy of information provided.

Date	Full Name	Hours	Detail
June 3, 2020	Paul Kouadio	2.50	Attend to various tasks on sales process including but not limited to providing purchaser with elevator maintenance contract; Discuss trade Accounts payable liability and other payables and liabilities on 2019 balance sheet with accountant J Milnes and provide details to purchaser; call with D Wootton on strategy re: remaining items on APA and approach to closing deal with purchaser.
June 3, 2020	Dan Wootton	0.50	Call to discuss monthly financial statements and plan to maintain correspondence with purchaser on due diligence. Review key due diligence terms internally considering June 5th deadline.
June 3, 2020	Rosa Wilford	0.60	Correspondences with team re Banking; re Payroll/Rental cheques; Provide supporting documentation for review and approval to Trustee; Prepare bank letter; Emails; General banking administration.
June 3, 2020	Valerie Naccarato	0.10	General administration.
June 4, 2020	Rosa Wilford	1.50	Review mail; Notify team; Prepare receipt requisition forms; Post multiple deposit entries; Correspondences with team; Provide supporting documentation; Emails; General banking administration.
June 4, 2020	Valerie Naccarato	0.10	General banking administration.
June 4, 2020	Paul Kouadio	3.70	Attend to various tasks on sales process including but not limited to providing purchaser with all service contracts; Liaise with G Ellis on providing same; Review contracts and documents provided to ensure accuracy; Prepare schedule of items listed in schedule E of APA and adjust monthly forecast; Update call with D Wootton on progress.
June 4, 2020	Dan Wootton	0.20	Update call on monthly forecasts and correspondence with purchaser.
June 5, 2020	Paul Kouadio	0.80	Review and approve expenses on CapEx; Discuss same with G Ellis; Discuss remnant items requested from purchaser with R Guglielmelli and provided same.
June 5, 2020	Rania Erian	0.50	Administration matters.
June 8, 2020	Dan Wootton	1.00	Call with purchaser and realtor, discuss status of due diligence, waivers and next steps. Update Pace. Correspond with counsel re: waivers.
June 8, 2020	Valerie Naccarato	0.30	General banking administration.

Date	Full Name	Hours	Detail
June 8, 2020	Paul Kouadio	2.30	Attend to call with D Wootton, R Guglielmelli and purchaser on due diligence progress; Review APA; Prepare schedule "E" progress sheet and review monthly cash flow forecast.
June 8, 2020	Rosa Wilford	0.60	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Provide team with wire confirmation; General banking administration.
June 9, 2020	Valerie Naccarato	0.50	General banking administration; Deposit at bank.
June 9, 2020	Rosa Wilford	1.50	Review mail; Prepare receipt requisition forms; Post deposit entries; Correspondences with team; Emails: Provide supporting documentation; On-line banking; Review print screens for incoming wires; Notify team; Post deposit entries; General banking administration.
June 9, 2020	Paul Kouadio	0.80	Attend to call and email to R Guglielmelli re: follow up with purchaser on financing and health Canada; Emails to G Ellis on invoices, cheques and capital expenditures at premises.
June 10, 2020	Valerie Naccarato	0.30	Review internal instructions from team; Prepare draft stop request letters and email bank.
June 10, 2020	Rosa Wilford	0.50	On-line banking: Review print screens for un-cashed cheques; Notify team; Post void payments; General banking administration.
June 11, 2020	Valerie Naccarato	0.20	General banking administration.
June 11, 2020	Paul Kouadio	0.20	Attend to call and email to S Mitra at Aird & Berlis re: progress of due diligence from purchaser.
June 12, 2020	Rosa Wilford	0.30	On-line banking; Review estate bank account; Post EFT entries; and reconcile May statement.
June 12, 2020	Valerie Naccarato	0.20	General banking administration.
June 15, 2020	Paul Kouadio	3.20	Various calls and emails with R Guglielmelli and G Ellis re: due diligence progress. Prepare files and documentation requested by purchaser. Review cash flow and invoices.
June 16, 2020	Rosa Wilford	0.30	Review internal email instructions from team re Banking: Review payment requests; Prepare disbursement requisition form; Post payment entries; Issue cheque; General banking administration.
June 16, 2020	Valerie Naccarato	0.20	Review internal instructions from team; Assist with preparing payment requests; General administration.

Date	Full Name	Hours	Detail
June 16, 2020	Paul Kouadio	2.20	Review and amend cheque requisition 14; Attend to operational matters and discuss same with G Ellis.
June 17, 2020	Dan Wootton	0.20	Review and approve of disbursements.
June 17, 2020	Paul Kouadio	3.90	Various emails to R Guglielmelli re: agreements for service providers. Attend to sales process matters including but not limited to insurance renewal, invoices; Emails and calls with G Ellis re: operational matters.
June 17, 2020	Valerie Naccarato	1.20	General banking administration.
June 17, 2020	Rosa Wilford	1.00	Review mail; Notify team; Prepare invoice package for review and match to payment schedule; Emails; General banking administration.
June 18, 2020	Rob Stelzer	0.20	Cheque approval.
June 18, 2020	Paul Kouadio	2.80	Attend to internal discussions with D Wootton re: sales process matters, insurance renewal, invoices; Review valuation and appraisal reports and discuss internally; Emails and calls with G Ellis re: operational matters; Various emails to R Guglielmelli re: contracts and written agreements for service providers.
June 18, 2020	Dan Wootton	0.50	Internal update call re: purchaser, monthly costs, and reporting.
June 19, 2020	Paul Kouadio	1.20	Attend to various tasks on operation of including emails on sales agent S Potvin; Reopening of visit schedules; occupancy and new residents; Request contracts of service providers to G Ellis.
June 19, 2020	Rosa Wilford	4.50	Correspondences with team re Banking; re Payroll/Rental cheques; Provide supporting documentation for review and approval to Trustee; Prepare bank letter; Post multiple invoices; Issue various cheques; Post various rental receipts; Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Provide team with wire confirmation; General banking administration.
June 21, 2020	Rosa Wilford	0.10	Review banking reports and approve monthly estate balances.
June 22, 2020	Valerie Naccarato	0.30	General banking administration.
June 22, 2020	Paul Kouadio	1.30	Review agreements with service providers; Various emails with G Ellis and service providers on agreements.

Date	Full Name	Hours	Detail
June 23, 2020	Paul Kouadio	3.20	Review monthly rates for residents and adjust June rent roll; Discuss monthly rates with G Ellis and purchaser; Review contracts from service providers and provide same to purchaser.
June 24, 2020	Paul Kouadio	1.70	Discuss sales agent's contract with G Ellis and Responsive Management; Respond to inquiries from broker R Guglielmelli.
June 25, 2020	Paul Kouadio	1.50	Attend to internal call and email re: prospective buyer; Review WSP Canada's 2020 final building condition assessment report and provide same to purchaser.
June 25, 2020	Valerie Naccarato	0.10	General banking administration.
June 25, 2020	Dan Wootton	0.30	Internal update and review of response to purchaser enquiry.
June 25, 2020	Rob Stelzer	0.10	Call from P Kouadio.
June 26, 2020	Valerie Naccarato	0.30	Deposit at bank.
June 26, 2020	Rosa Wilford	0.80	Review mail; Notify team; Prepare receipt requisition forms; Post deposit entries; Emails; Provide supporting documentation; Review payroll with team and pandemic wages; Phone calls re same; General banking administration.
June 26, 2020	Paul Kouadio	2.20	Attend to calls with G Ellis on pandemic pay and payment to be received from the Ontario Government; Internal discussions on same; Review expenses and approve CapEx.
June 29, 2020	Paul Kouadio	1.80	Various emails with R Guglielmelli re: agreements with service providers and status update on due diligence from purchaser; Emails with service providers re: missing agreements; Discussions with G Ellis on operations.
June 29, 2020	Rosa Wilford	0.70	Review internal email instructions from team re Banking; Review payment requests; Notify authorized signing officers for approval; Prepare disbursement requisition forms; Prepare transfer; Bank letter; Setup accrual payment; Respond to emails; General banking administration.
June 29, 2020	Dan Wootton	0.10	Review and approve of disbursements.
June 30, 2020	Rosa Wilford	0.50	Review internal email instructions from team re Banking: Review payment requests; Prepare disbursement requisition form; Setup accrual payments: Respond to phone call; General banking administration.

Date	Full Name	Hours	Detail
June 30, 2020	Paul Kouadio	1.50	Attend to calls and emails with G Ellis and D Schoenhals on operations; Review and approve payroll D Schoenhals.

Time Summary

D. Wootton, Sr. Vice President	2.80	hours @	$	595.00	$	1,666.00
R. Stelzer, Vice President	0.30	hours @	$	475.00	$	142.50
R. Wilford, Manager	13.20	hours @	$	275.00	$	3,630.00
P. Kouadio, Sr. Associate	45.10	hours @	$	180.00	$	8,118.00
R. Erian, Analyst	0.50	hours @	$	145.00	$	72.50
V. Naccarato, Analyst	5.00	hours @	$	145.00	$	725.00
	66.90				$	14,354.00
HST (13%)					$	1,866.02
Total Invoice Due					**$**	**16,220.02**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-6585

To professional services rendered as Court-Appointed Receiver from July 1, 2020 to July 31, 2020.

Date	Full Name	Hours	Detail
July 2, 2020	Paul Kouadio	1.50	Review Ascend re: R&D, forecast and CapEx.
July 2, 2020	Rosa Wilford	1.30	Review mail; Notify team; Prepare receipt requisition forms; Post deposit entries; Emails; Provide supporting documentation; General banking administration.
July 3, 2020	Rosa Wilford	0.60	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Provide team with wire confirmation; General banking administration.
July 3, 2020	Paul Kouadio	0.80	Attend to calls and emails with G Ellis on operations.
July 7, 2020	Paul Kouadio	1.70	Attend to various tasks including reviewing rental income; Review and approve payroll; Communication with management on pandemic pay.
July 7, 2020	Valerie Naccarato	0.40	Deposit at bank; General administration.
July 8, 2020	Paul Kouadio	2.10	Review cheque requisitions and bi-weekly expenses; Assist banking team on preparing payroll and cheque requisitions; Various calls with G Ellis on operation.
July 8, 2020	Valerie Naccarato	3.40	Follow internal email instructions, prepared various cheque requisition forms; prepare disbursement cheques; General banking administration.
July 9, 2020	Paul Kouadio	0.60	Various emails on operations with G Ellis and D Schoenhals.
July 9, 2020	Valerie Naccarato	0.80	Review internal instructions, prepare receipt requisition form, post entry; deposit at bank; general banking administration; Void cheque; post entry to Ascend.
July 9, 2020	Rob Stelzer	0.30	Review of disbursements and signed cheques.

Date	Full Name	Hours	Detail
July 10, 2020	Dan Wootton	1.30	Review of financial results, review status of sale process and follow up with Purchaser's counsel re: financing. Update email to Pace re: financial results, occupancy and fees.
July 10, 2020	Valerie Naccarato	2.40	Copy disbursement cheques, prepare envelopes and mail.
July 10, 2020	Paul Kouadio	2.20	Prepare monthly cash flow projection and cash analysis to senior management; Internal calls and emails re: recommendation on loan repayment and cash management.
July 13, 2020	Dan Wootton	1.40	Update call with Pace, review of financial results. Discuss revenue and occupancy issues post-COVID.
July 14, 2020	Paul Kouadio	4.30	Attend to internal calls with D Wootton on sale process, cash flow, operations and CapEx; Prepare analysis on proposed bonus structure of pandemic pay for non-unionized management employees; Review and approve payroll and expenses; Review Ontario government subsidy payment received for staff and discuss bonus to management with D Wootton and G Ellis; Attend to calls and emails with G Ellis on operations, marketing initiatives and cost reduction.
July 14, 2020	Rosa Wilford	1.00	Review internal email instructions from team re Banking; Review payment requests; Notify authorized signing officers for approval; Prepare disbursement requisition forms; Prepare transfer; Bank letter; Setup accrual payments; Respond to emails and phone call from team re Pension payment; General banking administration.
July 14, 2020	Valerie Naccarato	0.40	General banking administration.
July 14, 2020	Dan Wootton	0.40	Update discussion internally on Applefest operations. Call with ED on operations, marketing, payroll and capex.
July 15, 2020	Paul Kouadio	1.70	Attend to call with D Wootton and R Guglielmelli on sale process update; Various emails with Ontario government, Applefest management in internal emails on pandemic pay; Attend to calls with G Ellis and discussions on operational effectiveness.
July 15, 2020	Dan Wootton	1.00	Update call with realtor. Internal call to review cash flow, labour costs and capex. Update call with Executve Director.
July 15, 2020	Rosa Wilford	1.10	Review internal email instructions from team re Banking; Review payment requests; Prepare disbursement requisition forms; Prepare transfers for outgoing wires; Bank letters; Setup accrual payments; Respond to various emails; General banking administration.

Date	Full Name	Hours	Detail
July 15, 2020	Valerie Naccarato	1.20	General banking administration.
July 16, 2020	Rosa Wilford	1.50	Review mail; Notify team; Prepare receipt requisition forms; Post deposit entries; Emails; Provide supporting documentation; General banking administration.
July 16, 2020	Valerie Naccarato	0.70	Deposit at bank; General banking administration.
July 16, 2020	Paul Kouadio	0.70	Email to unsecured creditors re: A/P; Attend to receivership matters.
July 17, 2020	Paul Kouadio	0.80	Attend to call with G Ellis on operations and update on marketing initiatives and status of cost reduction including ending the contract for marketing contractor; Email to R Guglielmelli on call next week with purchaser.
July 17, 2020	Rania Erian	0.60	Administration matters.
July 17, 2020	Rosa Wilford	1.00	Correspondences to and from Bank for authorization of wire transfers/confirmations; Faxes; Emails; Post disbursement and payment entries; Provide team with wire confirmations; General banking administration.
July 19, 2020	Rosa Wilford	0.80	Review emails; Notify team; Provide supporting documentation; General banking administration. On-line banking; Review estate bank account; Post EFT entries; Reconcile June statement; Review banking reports and approve monthly estate balances.
July 21, 2020	Paul Kouadio	0.40	Various emails with G Ellis on operations, cash flow and pandemic pay; Email to R Guglielmelli on call with purchaser.
July 21, 2020	Valerie Naccarato	0.40	Review mail/couriers; Notify team; General administration.
July 22, 2020	Dan Wootton	0.50	Update call with broker and purchaser re: Health Department, financing, ED meeting, Union meeting and timeline.
July 22, 2020	Paul Kouadio	1.50	Attend to call with G Ellis on operations incl. solving issue with Sysco and electricity company; Emails on same; Attend to conference call with purchaser, D Wootton, R Guglielmelli and lawyers on due diligence progress; Call and emails to R Hooke on extension of due diligence period.
July 23, 2020	Dan Wootton	1.10	Call with Paul and Gail re: update on sales commissions, occupancy, cap ex, and marketing initiatives. Review, sign and return extension to financing condition.

Date	Full Name	Hours	Detail
July 23, 2020	Paul Kouadio	2.10	Attend to call with G Ellis and D Wootton on update re: Due diligence and marketing initiatives, increasing occupancy and revenues while reducing operational costs; Emails re: same; Discuss operations and pandemic pay with C English and G Ellis; Internal emails on receipt of pandemic pay; Update cash flow with amendments from management.
July 24, 2020	Paul Kouadio	4.30	Prepare sections 246(2) interim reports for December 31, 2019 and June 30, 2020 along with statements of receipts and disbursements; Discuss same with D Wootton; Review relevant sections of BIA; Review and approve marketing expenses; Respond to various purchasers' inquiries and set up meeting between purchaser and G Ellis.
July 24, 2020	Dan Wootton	0.40	Review marketing initiatives and budget, approve and confirm via email.
July 27, 2020	Paul Kouadio	0.40	Review release form from Gallagher Bassett Canada Inc. on reimbursement claim re: damage from Sysco; Internal discussion re: same.
July 27, 2020	Dan Wootton	0.20	Approve of marketing initiatives.
July 28, 2020	Valerie Naccarato	0.30	Review internal instructions from team re: Banking; Review payment requests Prepare disbursement requisition form; Post entry; Issue cheque; General banking administration.
July 28, 2020	Paul Kouadio	1.90	Attend to various emails to G Ellis on operations, cash flow and pandemic pay; Email to R Guglielmelli on requests from purchaser; Internal discussions on meeting from purchaser with G Ellis.
July 29, 2020	Paul Kouadio	1.50	Internal discussions and discussions with G Ellis and D Schoenhals re: payroll, expenses and cheque requisitions; Review same.
July 29, 2020	Valerie Naccarato	0.70	Review internal instructions from team re: Banking; Review payment request; Prepare disbursement requisition form; Prepare transfer letter to Bank; Fax to bank; Post entry; Notify team of confirmation received; General banking administration.
July 30, 2020	Paul Kouadio	1.20	Attend to various internal calls and calls with management on operations, update on marketing initiatives and status of cost reduction; Discussed credit with Ceridian with G Ellis; Emails re: same.
July 30, 2020	Valerie Naccarato	0.10	Review mail/couriers; Notify team; General administration.
July 31, 2020	Valerie Naccarato	0.20	General banking administration.

Time Summary

D. Wootton, Sr. Vice President	6.30	hours @	$	595.00	$	3,748.50
R. Stelzer, Vice President	0.30	hours @	$	475.00	$	142.50
R. Wilford, Manager	7.30	hours @	$	275.00	$	2,007.50
P. Kouadio, Sr. Associate	29.70	hours @	$	180.00	$	5,346.00
R. Erian, Analyst	0.60	hours @	$	145.00	$	87.00
V. Naccarato, Analyst	11.00	hours @	$	145.00	$	1,595.00
	55.20				$	12,926.50
HST (13%)					$	1,680.45
Total Invoice Due					**$**	**14,606.95**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-6664

To professional services rendered as Court-Appointed Receiver from August 1, 2020 to August 31, 2020.

Date	Full Name	Hours	Detail
August 4, 2020	Rosa Wilford	0.60	Review internal email instructions from team re Banking; Review payment requests; Notify authorized signing officer for approval; Provide supporting documentation; Email; Prepare transfer wire; Bank letter; Setup accrual payment; Respond to emails; General banking administration.
August 4, 2020	Rob Stelzer	0.20	Call from P Kouadio; Call from G Ellis; Review of files for S Bordo records.
August 4, 2020	Paul Kouadio	0.90	Attend to internal call re: s.246(2) reports for December 31, 2019 and June 30, 2020 and review same; Emails on insurance matter.
August 4, 2020	Dan Wootton	0.50	Review, approve and arrange for 246 reports to be e-filed.
August 5, 2020	Dan Wootton	0.30	Sale process correspondence with Paul and Pace (extension, closing date, and next steps).
August 5, 2020	Valerie Naccarato	1.10	General banking administration.
August 5, 2020	Paul Kouadio	3.70	Attend to emails and calls to G Ellis on purchaser's requests; Calls and emails with Responsive, Kooltel and accountant on server and domain access issues; Internal discussions on same.
August 5, 2020	Rosa Wilford	2.00	Review mail; Notify team; Prepare various receipt requisition forms; Post multiple deposit entries; Emails; Provide supporting documentation; General banking administration.
August 6, 2020	Valerie Naccarato	0.10	Deposit at bank; General banking administration.

Date	Full Name	Hours	Detail
August 6, 2020	Valerie Naccarato	0.30	Deposit at bank.
August 6, 2020	Paul Kouadio	2.20	Attend to call with R Guglielmelli on purchaser's requests; Resolve domain access issues; Discussion with Responsive and G Ellis on same; Review and approve cheque requisitions.
August 6, 2020	Dan Wootton	1.30	Correspond with Pace re: current purchaser's intentions, requests and transaction risk. Correspond with purchaser re: request for an extension.
August 7, 2020	Paul Kouadio	3.10	Attend to operational matters; Internal discussions on due diligence re: financing; Conference calls and emails with D Wootton, R Guglielmelli, R Hook and purchaser on same; Review and approve amendment to extend due diligence date.
August 7, 2020	Rosa Wilford	5.00	Review internal email instructions from team re Banking; Review payment requests; Notify authorized signing officers for approvals; Prepare various disbursement requisition forms; Post invoice entries; Issue multiple cheques; Receive courier; Confirm to team rent cheques received; Prepare receipt requisition form; Post multiple deposit entries; Emails; General banking administration.
August 7, 2020	Valerie Naccarato	1.00	General banking administration; Deposit at bank.
August 10, 2020	Rosa Wilford	0.80	Review internal instructions re Banking; On-line Banking; Review print screens for expecting wires; Prepare receipt requisition forms; Post EFT entries; Email team notification of wires. General banking administration.
August 11, 2020	Valerie Naccarato	0.20	General banking administration.
August 11, 2020	Paul Kouadio	2.20	Attend to operational matters including calls and emails with G Ellis re pandemic pay, rent roll, marketing efforts and operations.
August 12, 2020	Rosa Wilford	0.70	Review internal instructions re Banking; Review payment requests; Prepare disbursement requisition forms; Post stop payment entries; Issue cheque; Prepare wire transfer; Letter; Notify team for approval; Setup accrual payment; General banking administration.
August 12, 2020	Valerie Naccarato	0.30	Review internal instructions from team; Prepare draft stop request letters and email bank.
August 12, 2020	Paul Kouadio	0.30	Review payroll and attend to call with G Ellis on same.
August 13, 2020	Valerie Naccarato	0.10	General banking administration.

Date	Full Name	Hours	Detail
August 13, 2020	Rosa Wilford	0.50	On-line banking; Review estate bank account; Post EFT entries; Reconcile July statement; Review banking reports and approve monthly estate balances.
August 13, 2020	Valerie Naccarato	0.10	General banking administration.
August 14, 2020	Dan Wootton	0.40	Correspond with buyer, agent and Pace re: sale transaction and further requests from purchaser.
August 14, 2020	Paul Kouadio	2.30	Emails and calls with R Guglielmelli and D Wootton on sale process and due diligence; Attend to operational matters; Review pandemic pay schedule and discuss with G Ellis.
August 14, 2020	Rob Stelzer	0.20	Sign cheques for various Applefest disbursements.
August 14, 2020	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Provide team with wire confirmation; General banking administration.
August 14, 2020	Rania Erian	0.60	Administration matters.
August 14, 2020	Valerie Naccarato	1.50	General banking administration.
August 17, 2020	Dan Wootton	0.40	Correspond with Responsive, agent and Pace re: sale process.
August 17, 2020	Paul Kouadio	1.60	Attend to operational matters including calls and emails with G Ellis and C English re: water leak damage.
August 18, 2020	Paul Kouadio	1.70	Attend to operational matters re: water leak damage; Review assessment from adjuster, and reports from contractor; Calls and emails with G Ellis on same.
August 18, 2020	Dan Wootton	0.60	Correspond with agent re: buyer correspondence. Correspond with Responsive re: interest in Applefest. Update to Pace.
August 19, 2020	Rosa Wilford	0.20	Review internal email instructions from team re Banking: On-line banking review outstanding cheques to clear; Review for expecting incoming wire; Respond to email; Email; General banking administration.
August 19, 2020	Paul Kouadio	1.30	Review 2nd monthly payroll report for pandemic pay; Discuss progress on contractor work with G Ellis re: water leak damage.
August 20, 2020	Paul Kouadio	0.40	Review 3rd monthly payroll report for pandemic pay; Discuss payroll matters with D Schoenhals.
August 20, 2020	Rosa Wilford	0.30	Review internal email instructions from team re Banking: Correspondences with Ceridian; Review payroll account; Respond to emails with supporting documentation; General banking administration.

Date	Full Name	Hours	Detail
August 21, 2020	Rosa Wilford	0.50	Review internal email instructions from team re Banking: On-line banking review account; Review for expecting incoming wires; Respond to emails; Provide supporting documentation; Provide reports and statements for the months of June 2020 and July 2020; General banking administration.
August 21, 2020	Valerie Naccarato	0.10	General banking administration.
August 21, 2020	Paul Kouadio	0.20	Email to R Guglielmelli re: potential purchasers; Internal communication on same; Operational matters.
August 21, 2020	Dan Wootton	0.40	Correspond with agent, Pace and Bill Dillane re: sale process.
August 24, 2020	Paul Kouadio	1.80	Review and approve payroll summary for employees, and cheque requisition; Attend to operational matters re: water leak damage; Emails with C English, G Ellis and accountant re: due diligence for potential purchase.
August 25, 2020	Paul Kouadio	2.70	Attend to operational matters including but not limited to call and emails with G Ellis re: water leak damage, capital expenditures, marketing initiatives and occupancy rate; Attend to call and email to R Guglielmelli re: potential purchasers and offers.
August 25, 2020	Rosa Wilford	2.50	Review internal email instructions from team re Banking; On-line banking; Review print screens for expecting wires; Prepare receipt requisition forms; Post EFT entries; Email team notification on wire receipts; Respond to emails with supporting documentation re Statements and Reports; Respond to phone calls from team re Payroll/Pandemic Pay; General banking administration.
August 26, 2020	Paul Kouadio	1.20	Internal discussions with D Wootton re: offers and potential purchasers; Attend to sale matters; Review of expected payout to secured creditor.
August 26, 2020	Rosa Wilford	4.00	Review internal email instructions from team re Banking; Review payment requests; Match to schedule; Notify authorized signing officers for approvals; Prepare multiple disbursement requisition forms; Post various invoice entries; Issue cheques; Prepare wire transfers; Bank letters; Emails; General banking administration.
August 26, 2020	Dan Wootton	0.50	Review and approve of payroll and operating disbursements. Correspond with potential purchasers and agent. Update realization schedule.

Date	Full Name	Hours	Detail
August 27, 2020	Rosa Wilford	2.20	Review mail/couriers; Notify team; Prepare receipt requisition form; Post multiple deposit entries; Prepare mailings; Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Provide team with wire confirmation; General banking administration.
August 28, 2020	Dan Wootton	0.30	Correspond with Pace re: sale process. Follow up with potential purchasers.
August 31, 2020	Paul Kouadio	1.00	Attend to operational matters including review of insurance file re: water leak damage; Update forecast and capital expenditures.

Time Summary

D. Wootton, Sr. Vice President	4.70	hours @	$	595.00	$	2,796.50
R. Stelzer, Vice President	0.40	hours @	$	475.00	$	190.00
R. Wilford, Manager	19.80	hours @	$	275.00	$	5,445.00
P. Kouadio, Sr. Associate	26.60	hours @	$	180.00	$	4,788.00
R. Erian, Analyst	0.60	hours @	$	145.00	$	87.00
V. Naccarato, Analyst	4.80	hours @	$	145.00	$	696.00
	56.90				$	14,002.50
HST (13%)					$	1,820.32
Total Invoice Due					**$**	**15,822.82**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-6771

To professional services rendered as Court-Appointed Receiver from September 1, 2020 to September 30, 2020.

Date	Full Name	Hours	Detail
September 1, 2020	Paul Kouadio	1.70	Attend to operational matters including communications on health unit inspection report and certificate; Progress on work re: water leak damage; Internal calls with D Wootton.
September 2, 2020	Dan Wootton	1.00	Update call with ED to discuss sale process update and operating/marketing plan going forward. Update correspondence with agent. Update call with Responsive.
September 2, 2020	Paul Kouadio	2.30	Attend to calls with D Wootton and G Ellis on operational matters; Prepare schedule of bills, costs and estimated fees; Review Capex; Finalize monthly forecast and update; Discussions on set up of bank account; Planning of strategy for 2020.
September 2, 2020	Rosa Wilford	1.50	Review mail; Prepare receipt requisition form; Post deposit entries; Notify team; Review internal email instructions from team re Banking; Review payment requests; Prepare transfer wire; Bank letter; Setup accrual payment; Emails; General banking administration.
September 2, 2020	Valerie Naccarato	1.50	Review mail/couriers; notify Team; General banking administration and deposit at bank.
September 3, 2020	Paul Kouadio	0.70	Arrange for return of purchaser's deposit; Attend to calls to D Wootton and G Ellis re: CapEx, Cashflow and set up of bank account.

Date	Full Name	Hours	Detail
September 3, 2020	Rosa Wilford	0.30	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Provide team with wire confirmation; General banking administration.
September 3, 2020	Valerie Naccarato	0.10	General banking administration.
September 4, 2020	Rosa Wilford	0.30	Review internal email instructions from team re Banking; Review payment requests; Prepare requisition form; Post disbursement entries; Issue cheque; General banking administration.
September 4, 2020	Valerie Naccarato	1.10	General banking administration.
September 8, 2020	Dan Wootton	0.90	Provide update to Pace re: sale process and next steps. Correspond with union. Correspond with Responsive.
September 9, 2020	Dan Wootton	0.80	Update call with Union. Review and approve of payroll. Update correspondence with agent.
September 9, 2020	Rosa Wilford	0.30	Review internal email instructions from team re Banking; Review payment requests; Prepare transfer wire; Bank letter; Setup accrual payment; General banking administration.
September 9, 2020	Valerie Naccarato	0.10	General banking administration.
September 10, 2020	Paul Kouadio	1.20	Attend to operational matters including review of capital expenditures, insurance documents re: renewal and water leak damage; Discuss set up of bank account with G Ellis; Emails on site visit.
September 10, 2020	Rania Erian	0.70	administration matters.
September 10, 2020	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Provide team with wire confirmation; General banking administration.
September 11, 2020	Dan Wootton	0.20	Review and approve of CapEx budget and repair costs. Review cash flow position and forecast internally.
September 11, 2020	Paul Kouadio	2.00	Call with G Ellis and contractor re: damage on the main water copper pipe and urgent capital expenditures; Internal discussion on same; Review update on marketing initiatives.
September 11, 2020	Valerie Naccarato	0.20	General banking administration.
September 15, 2020	Dan Wootton	0.10	Request draft of update letters to residents and staff.

Date	Full Name	Hours	Detail
September 15, 2020	Rosa Wilford	0.30	Review internal instructions re Banking; On-line banking; Review print screens for expecting wires; Prepare receipt requisition forms; Post deposit entries; Email team notification of wire. General banking administration.
September 16, 2020	Paul Kouadio	0.60	Attend to operational matters including pandemic pay.
September 16, 2020	Rosa Wilford	0.80	Review internal email instructions from team re Banking; Review payment requests; Prepare transfer wire; Bank letter; Setup accrual payment; Review mail; Prepare receipt requisition forms; Post deposit entries; General banking administration.
September 16, 2020	Valerie Naccarato	1.00	General banking administration
September 17, 2020	Paul Kouadio	0.70	Attend to call and emails to G Ellis re: marketing initiatives, operations and expenses re: repairs.
September 17, 2020	Rosa Wilford	0.40	Review banking reports and approve monthly estate balances. Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Provide team with wire confirmation; General banking administration.
September 17, 2020	Valerie Naccarato	0.60	Deposit at bank.
September 18, 2020	Paul Kouadio	1.50	Prepare update letters to staff, union and residents; Attend to operational matters including pandemic pay to staff.
September 18, 2020	Valerie Naccarato	0.40	General banking administration
September 21, 2020	Dan Wootton	0.40	Review and update resident and staff letters and forward to ED and Union. Follow up on August updated cash flow.
September 22, 2020	Dan Wootton	0.70	Prepare and send update to Pace. Review and approve of disbursements. Confirm update letter to residents and staff and arrange for distribution. Update correspondence with agent.
September 22, 2020	Paul Kouadio	2.30	Discuss expense payment and cheque requisition, marketing updates, operations, repairs; bank account set up and CapEx with G Ellis; Emails re: same; Discuss cash flow update with D Wootton and review of update to Pace.

Date	Full Name	Hours	Detail
September 22, 2020	Rosa Wilford	0.50	Review internal email instructions from team re Banking; Review payment requests; Prepare transfer wire; Bank letter; Setup accrual payment; Notify team; Phone calls; General banking administration.
September 23, 2020	Dan Wootton	0.40	Call with Pace re: Silicorp update. Internal discussion on next steps (A/R, transaction review, sale package preparation). Call with Transactions re: target buyer list and sale package.
September 23, 2020	Rosa Wilford	4.00	Review internal email instructions from team re Banking; Review payment requests; Match to schedule; Notify authorized signing officer for approvals with supporting documentations; Prepare multiple disbursement requisition forms; Post various invoice entries; Issue multiple cheques; General banking administration.
September 24, 2020	Dan Wootton	0.50	Update call with Pace.
September 24, 2020	Paul Kouadio	0.90	Follow up with G Ellis re: updates on bank account, operations, rent roll and occupancy; Call with D Wootton re: updates.
September 25, 2020	Dan Wootton	0.30	Follow up on management banking arrangements. Review and approve of legal fees and arrange payment.
September 25, 2020	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Provide team with wire confirmation; General banking administration.
September 29, 2020	Paul Kouadio	0.40	Attend to receivership matters re: set up of bank account and operations.
September 29, 2020	Rosa Wilford	0.50	Review correspondences; Notify team for direction; Respond to email; Review internal instructions from team re Banking; Review payment requests: Prepare disbursement requisition forms: Issue cheque; General banking administration.
September 30, 2020	Valerie Naccarato	0.60	General banking administration.

Time Summary

D. Wootton, Sr. Vice President	5.30	hours @	$	595.00	$	3,153.50
R. Wilford, Manager	9.90	hours @	$	275.00	$	2,722.50
P. Kouadio, Sr. Associate	14.30	hours @	$	180.00	$	2,574.00
R. Erian, Analyst	0.70	hours @	$	145.00	$	101.50
V. Naccarato, Analyst	5.60	hours @	$	145.00	$	812.00
	35.80				$	9,363.50
HST (13%)					$	1,217.26
Total Invoice Due					**$**	**10,580.76**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-6855

To professional services rendered as Court-Appointed Receiver from October 1, 2020 to October 31, 2020.

Date	Full Name	Hours	Detail
October 2, 2020	Valerie Naccarato	0.20	General banking administration.
October 2, 2020	Rob Stelzer	0.40	Discussion with Levate Living; Call with D Wotton to discuss potential interested party.
October 2, 2020	Paul Kouadio	1.30	Attend to receivership matters incl. marketing updates, operations, rent roll, updates on bank account; Emails with R Guglielmelli and G Ellis re: prospective buyers.
October 5, 2020	Valerie Naccarato	1.10	General banking administration.
October 5, 2020	Rosa Wilford	2.00	Review mail; Prepare receipt requisition form; Post deposit entries; Notify team; Review internal email instructions from team re Banking; Review payment requests; Prepare transfer wire; Bank letter; Setup accrual payment; Emails; Phone calls with Bank/Team; General banking administration.
October 5, 2020	Paul Kouadio	1.60	Attend to call with D Wootton re: unsecured creditors, bank account, cash flow projection, prospective buyers, operations; Email re: same; Email to agent re: prospective buyers.
October 5, 2020	Dan Wootton	0.20	Banking correspondence re: disbursement account.
October 6, 2020	Rosa Wilford	0.40	On-line banking; Review estate bank account; Post EFT entries; and reconcile September statement; Review outstanding cheques to clear; Notify team with supporting documentation for direction; Email; General banking administration.
October 6, 2020	Dan Wootton	0.50	Call with Applefest potential buyer. Email NDA and contact information.

Date	Full Name	Hours	Detail
October 7, 2020	Rosa Wilford	0.50	On-line banking; Review ledger and disbursements; Notify team; Prepare stop payment request; Bank letter; Void payment and re-issue; Email correspondences to and from Bank; Posting entries; Issue cheque; Email; General banking administration.
October 7, 2020	Paul Kouadio	2.10	Attend to phone call with G Ellis re: operations and marketing plan; Discuss and approve capital expenditures re: plumbing project and air make up unit; Emails re: same; Discuss payroll and expenses; Emails re: notice of hearing from Ontario Labour Relations Board.
October 8, 2020	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Provide team with wire confirmation; General banking administration.
October 8, 2020	Paul Kouadio	1.20	Attend to call and emails to G Ellis, C English and Bass Associates re: unfair labour practice hearing, review original application and notice.
October 9, 2020	Valerie Naccarato	0.20	General file administration.
October 9, 2020	Paul Kouadio	1.00	Review cheque requisition; Discuss operations and expenses with G Ellis; Review cash flow and CapEx.
October 13, 2020	Paul Kouadio	0.50	Attend to receivership matters; Review cash flow.
October 13, 2020	Dan Wootton	0.20	Correspond with potential purchaser. Review union related correspondence.
October 14, 2020	Rania Erian	0.70	Administration matters.
October 14, 2020	Paul Kouadio	1.00	Review and approve cheque requisitions and emails to C English and G Ellis on same.
October 15, 2020	Paul Kouadio	2.30	Attend to call with D Wootton, C English, G Ellis and Bass Associate re: Union notice of hearing; Email to real estate agent re: potential buyers; Call to D Schoenhals re: operations, repairs and marketing plan.
October 15, 2020	Dan Wootton	1.10	Call with Applefest, Responsive, and union counsel re: SEIU materials on bargaining. Internal discussion re: occupancy, marketing. Correspond with agent re: site tour and sale process.
October 16, 2020	Valerie Naccarato	1.00	General administration.
October 16, 2020	Dan Wootton	0.20	Update call with Pace.

Date	Full Name	Hours	Detail
October 19, 2020	Rosa Wilford	3.50	Review internal email instructions from team re Banking; Review payment requests; Match to schedule; Notify authorized signing officer for approvals with supporting documentations; Prepare multiple disbursement requisition forms; Post various invoice entries; Issue multiple cheques; General banking administration.
October 19, 2020	Paul Kouadio	1.20	Emails to G Ellis and K Donaldson from CareRx Pharmacy re: missing rent payments; Internal communication on same; Attend to operational matters.
October 19, 2020	Dan Wootton	0.60	Review and approve of monthly disbursement cheque run. Update call with Gail re: marketing, occupancy and operations.
October 20, 2020	Rosa Wilford	0.60	Review internal email instructions from team re Banking; Review payment requests; Notify signing officer for approval; Prepare disbursement requisition forms; Prepare Bank letter; Setup accrual payments; Respond to email; General banking administration. Review banking reports and approve monthly estate balances.
October 20, 2020	Paul Kouadio	0.30	Call and email to D Schoenhals re: October 2020 payroll.
October 20, 2020	Dan Wootton	0.10	Review and approve of payroll.
October 21, 2020	Rosa Wilford	0.40	Review internal email instructions from team re Banking; Review payment requests; Prepare transfer wire; Bank letter; Setup accrual payment; Issue cheque; General banking administration.
October 21, 2020	Dan Wootton	0.10	Review and approve of disbursements.
October 22, 2020	Valerie Naccarato	1.20	General banking administration.
October 22, 2020	Rosa Wilford	0.30	Review internal instructions from team re Banking; Prepare deposit requisition form; Post entries; General banking administration.
October 22, 2020	Paul Kouadio	1.50	Review receivership account; Approve payment of legal fees; Attend to internal call on receivership, sale process and memo to bank; Discuss sale strategy, status of buyers and expected state of market with R Guglielmelli and D Wootton.
October 22, 2020	Dan Wootton	0.80	Prepare outline for Applefest sale strategy review. Discuss with Paul. Update call with Raff. Follow up with counsel re: SIEU counsel.
October 23, 2020	Valerie Naccarato	0.40	Deposit at bank.

Date	Full Name	Hours	Detail
October 23, 2020	Rosa Wilford	0.50	Review payment requests: Prepare disbursement requisition forms: Prepare wire transfer; Email correspondences to and from Bank for authorization of transfer; Fax; Posting entries; Email wire confirmation to team. General banking administration.
October 23, 2020	Paul Kouadio	1.60	Attend to call with G Ellis re: health and safety of residents; Prepare memo to bank re: expected cash flow from operations; status of buyers; expected state of the market.
October 23, 2020	Dan Wootton	0.20	Correspond with ED re: respiratory outbreak.
October 26, 2020	Dan Wootton	0.60	Follow up with union counsel re: labour board hearing. Correspond with potential purchaser.
October 27, 2020	Paul Kouadio	1.20	Attend to call with G Ellis re: health and safety of residents; Various emails re: same; Review cash flow and attend to memo to bank re: expected cash flow from operations; status of buyers; expected state of the market.
October 28, 2020	Valerie Naccarato	0.40	General file administration.
October 28, 2020	Rosa Wilford	1.20	Review mail; Prepare receipt requisition form; Post deposit entries; Notify team; Review internal email instructions from team re Banking; Review payment requests; Prepare transfer wire; Bank letter; Setup accrual payment; Emails; Phone calls with Ceridian/Team; General banking administration.
October 29, 2020	Valerie Naccarato	0.40	General file administration.
October 29, 2020	Rosa Wilford	0.50	Review payment requests: Prepare disbursement requisition forms: Prepare wire transfer; Email correspondences to and from Bank for authorization of transfer; Fax; Posting entries; Email wire confirmation to team. General banking administration.

Time Summary

D. Wootton, Sr. Vice President	4.60	hours @	$	595.00	$	2,737.00
R. Stelzer, Vice President	0.40	hours @	$	475.00	$	190.00
R. Wilford, Manager	10.40	hours @	$	275.00	$	2,860.00
P. Kouadio, Sr. Associate	16.80	hours @	$	180.00	$	3,024.00
R. Erian, Analyst	0.70	hours @	$	145.00	$	101.50
V. Naccarato, Analyst	4.90	hours @	$	145.00	$	710.50
	37.80				$	9,623.00
HST (13%)					$	1,250.99
Total Invoice Due					**$**	**10,873.99**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-6926

To professional services rendered as Court-Appointed Receiver from November 1, 2020 to November 30, 2020.

Date	Full Name	Hours	Detail
November 2, 2020	Paul Kouadio	1.00	Discuss operations, Covid-19 protocol and health situation of residents and staff with executive director; Emails re: same.
November 2, 2020	Rosa Wilford	1.00	Review mail; Prepare receipt requisition form; Post deposit entries; Notify team.
November 2, 2020	Valerie Naccarato	0.40	Deposit at bank.
November 3, 2020	Rosa Wilford	0.30	Review internal email instructions from team re Banking; Review payment requests; Prepare transfer wire; Bank letter; Setup accrual payment.
November 3, 2020	Paul Kouadio	1.30	Follow up with executive director re Covid-19 protocol, health situation of residents and staff with executive director; Call and emails re: same. Discuss operations and progress of capital expenditures.
November 4, 2020	Valerie Naccarato	0.20	Print from on-line site the October bank statement.
November 5, 2020	Paul Kouadio	1.20	Draft memo to bank re: expected cash flow from operations; status of buyers; expected state of the market.
November 5, 2020	Rosa Wilford	0.80	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Provide team with wire confirmation. Respond to phone call from team re Account ledger and payments issued to date; Review estate bank account; and reconcile October statement.

Date	Full Name	Hours	Detail
November 5, 2020	Ada Shahini	0.20	Call with internal team to help guide determine the maximum termination pay owed to employees; Reviewed Collective Agreement and Employment Standards Act.
November 5, 2020	Valerie Naccarato	0.10	Review internal instructions from team; Post eft entry
November 6, 2020	Valerie Naccarato	0.30	General banking administration.
November 6, 2020	Paul Kouadio	1.70	Communication with executive director re: potential buyers, marketing plan, operations, health and safety of residents and staff; Call with real estate agent re: potential buyers.
November 9, 2020	Rob Stelzer	0.20	Call from CRA regarding employee T4's.
November 9, 2020	Rosa Wilford	4.00	Review internal email instructions from team re Banking; Review payment requests; Match to schedule; Notify authorized signing officer for approvals with supporting documentations; Prepare multiple disbursement requisiton forms; Post various invoice entries; Issue multiple cheques; General banking administration.
November 9, 2020	Paul Kouadio	0.50	Review of CapEx, cash flow and emails to executive director re: expense approval.
November 10, 2020	Rosa Wilford	1.00	Provide direction to team; Post deposit entries; Emails; General banking administration.
November 10, 2020	Valerie Naccarato	0.60	Deposit at bank.
November 11, 2020	Paul Kouadio	0.70	Call to executive director and emails to management company re: expenses and operations; Email to broker re: potential buyer.
November 12, 2020	Valerie Naccarato	0.10	Review mail/couriers; Notify team.
November 12, 2020	Paul Kouadio	1.00	Communication with executive director re: health and safety of staff and residents, respiratory outbreak and progress on marketing initiatives.
November 12, 2020	Rania Erian	0.60	Administration matters.
November 13, 2020	Valerie Naccarato	0.10	General administration.
November 16, 2020	Paul Kouadio	1.40	Attend to receivership matters incl. call and email to D Wootton and broker re: proposal received from potential buyer; Update cash flow and email re: additional funding from Government for retirement homes; Call to executive director re: same; Review and approve payroll; Review and update professional fees schedule.

Date	Full Name	Hours	Detail
November 16, 2020	Rosa Wilford	0.70	Review internal email instructions from team re Banking; Review payment requests; Prepare transfer wire; Bank letter; Setup accrual payment. Prepare disbursement requisition forms; Post invoice entries; Issue cheque. Review and initial summary of estate balance report for review and approval by Trustee.
November 16, 2020	Dan Wootton	0.20	Update call with PK. Review cash flow and approve of operating disbursements.
November 17, 2020	Rosa Wilford	0.30	Review internal email instructions from team re Banking; Review payment request: Prepare disbursement requisition form: Post invoice entries; Issue cheque.
November 18, 2020	Paul Kouadio	0.80	Call and emails to executive director and emails to management company re: expenses and operations; Discuss CapEx, cash flow, operations, Covid-19 protocol and health situation of residents and staff.
November 18, 2020	Dan Wootton	0.20	Review and approve of disbursements and payroll.
November 18, 2020	Rosa Wilford	3.00	Review internal email instructions from team re Banking: Review various payment requests: Prepare multiple disbursement requisition forms/match to payment schedule: Post invoice entries; Issue cheques; Email signing officers for review and approval. Correspondences with Applefest; Notify team receipt of rent cheques; Provide direction to team; Post deposit entries.
November 20, 2020	Rosa Wilford	1.30	Assist with mailing distribution on payables cheques. Correspondence to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
November 20, 2020	Paul Kouadio	0.70	Emails re: operations, Covid-19 protocol and health situation of residents and staff.
November 23, 2020	Paul Kouadio	0.80	Emails to executive director re: CapEx; Review and approve same; Emails re: incident and RHRA.
November 24, 2020	Rosa Wilford	0.20	Provide Applefest team with copies of payments/tracking number issued to customers. Email.
November 24, 2020	Valerie Naccarato	1.30	General file administration.
November 25, 2020	Dan Wootton	1.20	Prepare update for Pace. Internal update call. Approve of disbursements.

Date	Full Name	Hours	Detail
November 25, 2020	Paul Kouadio	1.60	Call and emails with executive director and management company, Responsive re: operations, progress of CapEx, Covid-19 protocol and health and safety of residents and staff.
November 26, 2020	Paul Kouadio	1.00	Conference call with G Ellis and T Slater-Hoey from Dobson-Toncic re: staff insurance and fees for upcoming year; Review insurance premiums and emails re: same.
November 26, 2020	Dan Wootton	0.50	Update call with Pace.
November 27, 2020	Paul Kouadio	0.90	Emails to D Wootton and broker on direction re: sale process and outlook; Email to executive director re: health and safety of staff and residents.
November 30, 2020	Paul Kouadio	0.30	Emails re: Covid protocol and safety of staff and residents.

Time Summary

D. Wootton, Sr. Vice President	2.10	hours @	$	595.00	$	1,249.50
R. Stelzer, Vice President	0.20	hours @	$	475.00	$	95.00
R. Wilford, Manager	12.60	hours @	$	275.00	$	3,465.00
P. Kouadio, Sr. Associate	14.90	hours @	$	180.00	$	2,682.00
A. Shahini, Sr. Associate	0.20	hours @	$	165.00	$	33.00
R. Erian, Analyst	0.60	hours @	$	145.00	$	87.00
V. Naccarato, Analyst	3.10	hours @	$	145.00	$	449.50
	33.70				$	8,061.00
HST (13%)					$	1,047.93
Total Invoice Due					**$**	**9,108.93**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-7023

To professional services rendered as Court-Appointed Receiver from December 1, 2020 to December 31, 2020.

Date	Full Name	Hours	Detail
December 1, 2020	Paul Kouadio	0.50	Emails to/from C English and G Ellis re: staff vacation pay.
December 2, 2020	Paul Kouadio	1.80	Attend to various emails to/from C English and G Ellis re: staff vacation pays; Emails with G Ellis re: Operations incl. CapEx, December 2020 rent roll, annual fire inspection and HVAC; Review and approve payroll.
December 2, 2020	Rosa Wilford	0.60	Review internal email instructions from team re Banking; Review payment requests; Prepare transfer wire; Bank letter; Setup accrual payment; Notify authorized signing officer for approval. Respond to various correspondences from Applefest; General banking administration.
December 3, 2020	Dan Wootton	0.30	Correspond with labour counsel. Update call with restructuring counsel.
December 3, 2020	Rosa Wilford	1.00	Review mail; Notify team with support for direction; Prepare receipt requisition forms; Post various receipt entries; Issue deposit slips; Date stamp requisition form for review and signing by authorized officer; Emails; General banking administration.
December 4, 2020	Dan Wootton	0.70	Correspond with labour counsel re: upcoming hearing and bargaining.

Date	Full Name	Hours	Detail
December 4, 2020	Paul Kouadio	1.00	Call and emails with D Wootton and M Keeshan from Bass Associates re: unfair practice labour hearing and bargaining process; Draft call minutes re: same; Emails from elevator service provider re: category 1 and category 5 testing.
December 4, 2020	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
December 4, 2020	Valerie Naccarato	0.20	File administration matters.
December 7, 2020	Paul Kouadio	0.50	Emails re: health and safety of staff and residents.
December 8, 2020	Dan Wootton	0.20	Correspond with labour counsel re: collective agreement and labour board hearing.
December 8, 2020	Paul Kouadio	0.30	Update call with G Ellis on operation and expenses; Email to D Wootton re: hearing and arbitration.
December 8, 2020	Rania Erian	0.60	Administration matters.
December 9, 2020	Paul Kouadio	1.50	Review and update cash flow and professional fees schedule; Follow up pharmacy rent payment; Review November 2020 operation report.
December 10, 2020	Dan Wootton	0.80	Call with counsel re: labour dispute discussion.
December 10, 2020	Paul Kouadio	2.00	Call with D Wootton and R Wood from Bass Associates re: arbitration and hearing; Review documentation re: previous collective agreement.
December 11, 2020	Dan Wootton	0.20	Update to secured creditor.
December 11, 2020	Paul Kouadio	0.20	Emails to Responsive and G Ellis re: supplier invoices from November 2020.
December 11, 2020	Rosa Wilford	0.50	Review mail; Notify team with support for direction; Prepare receipt requisition forms; Post receipt entries; Issue deposit slips; Date stamp requisition form for review and signing by authorized officer; Email; General banking administration.
December 11, 2020	Valerie Naccarato	0.40	Deposit at bank.

Date	Full Name	Hours	Detail
December 15, 2020	Paul Kouadio	1.80	Emails to/from G Ellis and CareRx re: outstanding rent from pharmacy; Review payroll report; Call with G Ellis re: staffing, payroll; Call and emails to R Wilford re: payroll and expenses;
December 15, 2020	Rosa Wilford	1.00	Review internal email instructions from team re Banking; Review payment requests; Prepare transfer wires; Bank letters; Setup accrual payments; Notify authorized signing officer for approvals. Respond to various correspondences from Applefest and phone calls re payables/disbursement/funding; Notify team; General banking administration.
December 16, 2020	Rosa Wilford	2.50	Review internal email instructions from team re Banking: Review various payment requests: Prepare multiple disbursement requisition forms/match to payment schedule: Post invoice entries; Run report and email signing officers with supporting documentation for review and approval.
December 17, 2020	Dan Wootton	0.10	Review and approve of estate disbursements.
December 17, 2020	Paul Kouadio	0.20	Emails from G Ellis re: operations.
December 17, 2020	Rosa Wilford	2.50	Review internal email instructions from team re Banking; Issue cheques; Notify authorized signing officer for approval with supporting documentations and assigned cheque numbers/amounts; Confirm approval; Prepare various individual requisitions for signing and date stamp; Emails; General banking administration.
December 18, 2020	Paul Kouadio	2.00	Call and email to/from G Ellis re: operations and safety of residents and staff; Emails to G Ellis re: ORCA membership, payroll, cash flow.
December 18, 2020	Valerie Naccarato	0.20	Print from on-line site the November bank statement.
December 20, 2020	Rosa Wilford	0.30	On-line banking; Review estate bank account; Print statements; Post EFT entries; Reconcile November statement; Print Summary of Estate Balance Report; Match to reconciliation and initial report; Provide to signing officer for review and signing.
December 21, 2020	Rosa Wilford	0.30	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.

Date	Full Name	Hours	Detail
December 21, 2020	Valerie Naccarato	4.10	Administration matters; Review mail; Notify team;
December 22, 2020	Rosa Wilford	0.70	Review mail/courier; Notify team; Prepare receipt requisition forms with supporting documentations; Post deposits entries, print slips and stamp date for signing; Provide to team for banking. Review account ledger; Provide copy of cheque and tracking number to team. Respond to emails.
December 22, 2020	Valerie Naccarato	0.50	Administration matters; Review mail; Notify team.
December 23, 2020	Rosa Wilford	0.30	Review mail; Notify team; Prepare receipt requisition forms with supporting documentation; Post deposits entries, print slips and stamp date for signing; Provide to team for banking.
December 23, 2020	Valerie Naccarato	0.40	Deposit at bank; Administration matters; Review mail; Notify team.

Time Summary

D. Wootton, Sr. Vice President	2.30	hours @	$	595.00	$	1,368.50
R. Wilford, Manager	10.20	hours @	$	275.00	$	2,805.00
P. Kouadio, Sr. Associate	11.80	hours @	$	180.00	$	2,124.00
R. Erian, Analyst	0.60	hours @	$	145.00	$	87.00
V. Naccarato, Analyst	5.80	hours @	$	145.00	$	841.00
	30.70				$	7,225.50
HST (13%)					$	939.32
Total Invoice Due					**$**	**8,164.82**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-7110

To professional services rendered as Court-Appointed Receiver from January 1, 2021 to January 31, 2021.

Date	Full Name	Hours	Detail
January 4, 2021	Rosa Wilford	2.00	Review mail/courier; Notify team; Prepare receipt requisition forms with supporting documentations; Post deposits entries, print slips and stamp date for signing; Provide to team for signing. Respond to emails; Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
January 4, 2021	Valerie Naccarato	0.40	Deposit at bank.
January 4, 2021	Paul Kouadio	2.50	Review collective bargaining agreement and prepare analysis re: potential bargaining and hearing; Internal call re: same; Emails to/from executive director re: operations.
January 5, 2021	Valerie Naccarato	0.40	Deposit at bank.
January 5, 2021	Rosa Wilford	0.80	Review mail/courier; Notify team; Prepare receipt requisition forms with supporting documentations; Post deposits entries, print slips and stamp date for signing; Provide to team for banking. Respond to emails.
January 6, 2021	Paul Kouadio	0.90	Emails and call to executive director re: cash flow, operations and incident, conversation regarding vaccine preparedness plan.
January 7, 2021	Paul Kouadio	0.30	Emails from/to Responsive Management and executive director re: vaccine preparedness plan and disbursements.

Date	Full Name	Hours	Detail
January 8, 2021	Paul Kouadio	0.50	Review and approve cheques; Various emails from/to Responsive Management and executive director re: grievances from SEIU.
January 11, 2021	Rosa Wilford	0.50	On-line banking; Review estate bank account; Print statements; Post EFT entries; Reconcile December statement; Print Summary of Estate Balance Report; Match to reconciliation and initial report; Provide to authorized officer for review and signing.
January 11, 2021	Dan Wootton	0.80	Correspond with counsel re: union matters, labour board hearing and bargaining. Update to Pace.
January 11, 2021	Valerie Naccarato	1.50	Administration matters; Review internal instructions; Prepare requisitions forms.
January 11, 2021	Paul Kouadio	2.30	Call and email to D Wootton re: collective bargaining agreement and payroll; Review payroll analysis and discuss same along with operations with executive director.
January 12, 2021	Paul Kouadio	0.90	Attend to receivership matters incl. collective bargaining agreement and payroll; Communication with D Wootton and executive director re: health and safety of staff and residents re: Covid-19.
January 12, 2021	Rosa Wilford	2.00	Review internal email instructions from team re Banking: Review various payment requests: Match to payment schedule: Provide direction to team; Post invoice entries; Issue Cheques; Run report and email signing officers with supporting documentation for review and approval.
January 12, 2021	Dan Wootton	0.70	Update call with Pace. Internal work to update union agreement on valuation.
January 13, 2021	Rosa Wilford	1.00	Review internal email instructions from team re Banking; Review payment requests; Prepare transfer wire; Bank letter; Setup accrual payments; Post invoice entries; Issue cheques Notify authorized signing officer for approvals. Correspondences from Applefest re rent cheques; Notify team.
January 13, 2021	Dan Wootton	0.20	Correspond with counsel re: union bargaining schedule.
January 15, 2021	Paul Kouadio	0.20	Communication with D Wootton and executive director re: health and safety of staff and residents re: Covid-19.

Date	Full Name	Hours	Detail
January 15, 2021	Rosa Wilford	1.10	Review mail; re payment receipts. On-line banking; re Incoming wires; Prepare receipt requisition forms; Post deposit entries; Notify team; Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails with supporting documentation; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
January 15, 2021	Valerie Naccarato	0.40	Deposit at bank.
January 18, 2021	Valerie Naccarato	1.80	Scan all disbursement forms to server; file originals; Administration matters; Review mail; Notify team.
January 20, 2021	Rania Erian	0.60	Administration matters.
January 22, 2021	Valerie Naccarato	0.20	Administration matters.
January 29, 2021	Valerie Naccarato	0.40	Deposit at bank.
January 29, 2021	Rosa Wilford	0.50	Review courier-mail; Notify team; Prepare receipt requisition forms with supporting documentations; Post deposits entries, print slips and stamp date for signing; Provide to team for banking. Respond to emails.

Time Summary

D. Wootton, Sr. Vice President	1.70	hours @	$	640.00	$	1,088.00
R. Wilford, Manager	7.90	hours @	$	280.00	$	2,212.00
P. Kouadio, Sr. Associate	7.60	hours @	$	210.00	$	1,596.00
R. Erian, Analyst	0.60	hours @	$	150.00	$	90.00
V. Naccarato, Analyst	5.10	hours @	$	150.00	$	765.00
	22.90				$	5,751.00
HST (13%)					$	747.63
Total Invoice Due					**$**	**6,498.63**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-7169

To professional services rendered as Court-Appointed Receiver from February 1, 2021 to February 28, 2021.

Date	Full Name	Hours	Detail
February 1, 2021	Paul Kouadio	0.50	Discuss operations, cash flow, occupancy improvement with executive director; Email on same.
February 1, 2021	Rosa Wilford	1.50	Review courier-mail; Notify team; Prepare receipt requisition forms with supporting documentations; Post various deposits entries, print slips and stamp date for signing; Provide to team for banking. Respond to emails; On-line banking; Review print screens for current balance of account; Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
February 1, 2021	Valerie Naccarato	0.40	Deposit at bank.
February 3, 2021	Paul Kouadio	0.60	Review management agreement with Responsive; Email to D Wootton re: same.
February 4, 2021	Valerie Naccarato	0.20	File administration.
February 4, 2021	Paul Kouadio	5.50	Prepare meeting re: collective bargaining agreement; Attend to conference call with Responsive, management team and D Wootton; Discuss occupancy and new hire task with executive director; Prepare cash flow forecast, R&D and S. 246(2).
February 4, 2021	Dan Wootton	0.80	Correspond with counsel re: CBA negotiations.
February 5, 2021	Rania Erian	0.10	Website maintenance.

Date	Full Name	Hours	Detail
February 5, 2021	Dan Wootton	1.70	Review and update valuation schedule. Internal correspondence re: operational update and review of cash flows. Review and finalize 246(2) report.
February 5, 2021	Valerie Naccarato	0.20	File administration.
February 5, 2021	Paul Kouadio	3.30	Internal discussion with D Wootton re: cash flow, valuation, bargaining agreement hearing; Updated valuation; Communication with executive director re: operations.
February 8, 2021	Valerie Naccarato	0.40	Administration matters; Review mail; Notify team.
February 8, 2021	Dan Wootton	2.20	Update call with counsel and management re: CBA planning. Share financial records and court documents. Finalize update to Pace, send, and discuss with Pace.
February 8, 2021	Paul Kouadio	1.80	Various correspondence with D Wootton re: bargaining strategy and hearing, debrief from Bass & Associates; Review cash flow; Prepare valuation adjustments and updates.
February 8, 2021	Rosa Wilford	1.00	Review courier-mail; Notify team; Prepare receipt requisition forms with supporting documentations; Post deposits entries, print slips and stamp date for signing; Provide to team for banking. Respond to emails.
February 8, 2021	Rania Erian	0.60	Administration matters.
February 9, 2021	Valerie Naccarato	0.80	Deposit at bank; Administration matters; Review internal instructions; Prepare requisitions forms.
February 9, 2021	Dan Wootton	1.10	Correspond with counsel. Attend CBA call and related discussions re: SEIU.
February 9, 2021	Paul Kouadio	2.50	Attend to negotiation re: the new collective bargaining agreement with Bass & Associates and the SEIU; Various correspondence with executive director and Responsive re: operations incl. occupancy and employee incident; Review and approve disbursements and cheque requisitions;
February 9, 2021	Rosa Wilford	0.60	Review internal email instructions from team re Banking; Review payment requests; Prepare transfer wire; Bank letter; Setup accrual payments; Post invoice entries; Prepare receipt requisition forms; Post deposit entries; Notify authorized signing officer for approvals. Correspondences from Applefest; Notify team.

Date	Full Name	Hours	Detail
February 10, 2021	Rosa Wilford	3.00	Review internal email instructions from team re Banking: Review various payment requests: Prepare multiple disbursement requisition forms/match to payment schedule: Post invoice entries; Email signing officer for review and approval.
February 11, 2021	Paul Kouadio	1.50	Emails with executive director re: marketing and community outreach program; Email to realtor re: upcoming sale process; Review 2020 financial statements from accountant.
February 11, 2021	Valerie Naccarato	0.30	File administration.
February 11, 2021	Rosa Wilford	2.00	On-line banking; Review estate bank account; Print statements; Post EFT entries; Reconcile January and partial February statements; Print Summary of Estate Balance Report; Match to reconciliation and initial report; Provide to authorized officer for review and signing. Post disbursement payment entries; Print multiple cheques; Sign off and stamp date individual requisition forms for review and signing by authorized signing officers; Email team with payment schedule for review and approval; Review account ledger and notify team with current balance in account.
February 12, 2021	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
February 12, 2021	Valerie Naccarato	2.90	Copy cheques, prepare envelopes, drop off at Canada Post, scan receipts and disbursements to server; file originals.
February 16, 2021	Paul Kouadio	2.10	Review grievances sent from Union to management and discuss same with Bass Associates; Attend to negotiation with Union; Debrief and strategy discussion with Bass Associates, management and D Wootton; Correspondence with management re: roof damage caused by ambulance.
February 16, 2021	Dan Wootton	0.80	Update call with counsel. Email update to Pace with recommendations re: CBA negotiations.
February 17, 2021	Paul Kouadio	0.60	Call and emails to prospective buyer re: sale of property; Various emails re: NDA and sale process.
February 17, 2021	Dan Wootton	0.40	Correspond with counsel re: payroll liabilities and CBA negotiations.

Date	Full Name	Hours	Detail
February 18, 2021	Paul Kouadio	1.20	Various calls and emails to realtor, management and prospective buyer re: upcoming sale process; Correspondence with management re: incident and union dues.
February 18, 2021	Dan Wootton	0.10	Internal correspondence re: interested buyer.
February 19, 2021	Valerie Naccarato	0.20	File administration.
February 19, 2021	Paul Kouadio	0.50	Call and email to management re: January operations report, February occupancy and rent roll.
February 22, 2021	Paul Kouadio	1.20	Review agency agreements in case of severe Covid outbreak at the premises; Various email to Responsive and management re: same.
February 22, 2021	Rosa Wilford	0.30	Print Summary of Estate Balance Report; Match to reconciliation and initial January report; Provide to authorized officer for review and signing; Review internal email instructions from team re Banking; On-line banking; Review and print screens for expecting incoming wire; Notify team; Prepare receipt requisition form for signing; Post deposit and print slip/stamp date; Email.
February 23, 2021	Rosa Wilford	0.40	Review internal email instructions from team re Banking; Review payment requests; Prepare transfer wire; Bank letter; Setup accrual payments: Notify authorized signing officer for approval. Correspondences to and from Applefest re rent cheques; Notify team.
February 23, 2021	Paul Kouadio	0.70	Emails from / to management and Responsive re: operations, incl. disciplinary action towards staff, position of management and SEIU.
February 24, 2021	Paul Kouadio	0.80	Correspondence with Responsive and management re: funding from CFHI; Review documentation re: application of same.
February 25, 2021	Valerie Naccarato	0.10	Administration matters; Review mail; Notify team.
February 25, 2021	Paul Kouadio	0.40	Attend to conference call with Responsive and management re: application for funding from CFHI; Emails re: same.
February 26, 2021	Paul Kouadio	0.80	Call and various emails with management re: operations, incidents, cash flow, CapEx and occupancy.

Date	Full Name	Hours	Detail
February 26, 2021	Rosa Wilford	1.50	Review courier-mail; Notify team; Prepare multiple receipt requisition forms with supporting documentations; Scan cheques; Post various deposits entries, print slips and stamp date for signing; Run reports; Provide to team for banking. Respond to emails.

Time Summary

D. Wootton, Sr. Vice President	7.10	hours @	$ 640.00	$	4,544.00
R. Wilford, Manager	10.80	hours @	$ 280.00	$	3,024.00
P. Kouadio, Sr. Associate	24.00	hours @	$ 210.00	$	5,040.00
R. Erian, Analyst	0.70	hours @	$ 150.00	$	105.00
V. Naccarato, Analyst	5.50	hours @	$ 150.00	$	825.00
	48.10			$	13,538.00
Less: Courtesy discount				$	(2,500.00)
				$	11,038.00
HST (13%)				$	1,434.94
Total Invoice Due				**$**	**12,472.94**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-7288

To professional services rendered as Court-Appointed Receiver from March 1, 2021 to March 31, 2021.

Date	Full Name	Time	Detail
March 1, 2021	Dan Wootton	0.20	Internal correspondence re: union negotiations and cash flow.
March 1, 2021	Paul Kouadio	0.70	Internal email re: reporting update to bank; Various emails with management and Responsive re: operations, disciplinary action on staff member.
March 1, 2021	Valerie Naccarato	0.80	General administration; Deposit at bank.
March 2, 2021	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
March 2, 2021	Paul Kouadio	0.30	Correspondence with management and Responsive re: meeting with SEIU and grievances.
March 3, 2021	Paul Kouadio	0.50	Update call with management re: operation report; Various emails re: same.
March 3, 2021	Rania Erian	0.70	Administration matters.
March 4, 2021	Paul Kouadio	3.60	Prepare monthly forecast; Review receipts and disbursements; Discuss same with management along with various emails; Review final February rent roll and estimates March rent roll; Draft monthly reporting update to bank.
March 4, 2021	Valerie Naccarato	0.20	File administration.
March 5, 2021	Dan Wootton	0.60	Review cash flow update, capex schedule and draft update to Pace. Finalize update and send.

Date	Full Name	Time	Detail
March 5, 2021	Rosa Wilford	0.20	On-line banking; Review estate bank account/print screens; Post EFT entries and reconcile February statement.
March 5, 2021	Paul Kouadio	0.80	Finalize monthly reporting update to bank and email same to D Wootton; Emails from management re: SEIU.
March 8, 2021	Paul Kouadio	0.10	Email to management re: residents rents.
March 9, 2021	Dan Wootton	0.40	Review appointment order and respond to counsel for union matter with authority re: conciliation.
March 9, 2021	Rosa Wilford	0.60	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Notify authorized signing officer for approvals; Prepare disbursement requisition forms; Prepare Bank letter; Setup accrual payments; Post invoice entries; Issue cheque; Respond to emails; General banking administration.
March 9, 2021	Paul Kouadio	0.20	Review invoice from Bass Associates and internal email re: same.
March 10, 2021	Valerie Naccarato	0.20	Print from on-line site the February bank statement and GL report; Email team.
March 10, 2021	Paul Kouadio	0.70	Call and email with management re: operation and furniture; Email to bank re: same.
March 10, 2021	Rosa Wilford	0.80	Review courier-mail; Notify team; Provide direction to team; Review receipt requisition forms with supporting documentations; Post deposits entries, print slips and stamp date for signing; Provide to team for banking. Respond to emails. Print Summary of Estate Balance Report; Match to reconciliation and initial February report; Provide to authorized officer for review and signing.
March 10, 2021	Dan Wootton	0.10	Secured creditor correspondence.
March 11, 2021	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
March 11, 2021	Valerie Naccarato	0.30	File administration.
March 12, 2021	Dan Wootton	0.90	Correspond with union counsel re: update and next steps. Draft response to SIEU. Internal correspondence re: sale process and operations.

Date	Full Name	Time	Detail
March 12, 2021	Paul Kouadio	1.70	Conference call and email with management and marketing coordinator on marketing initiatives; Various emails re: staff and grievances received from SEIU; Review cheque requisitions and supplier invoices and approve same; Update professional fees schedule.
March 12, 2021	Valerie Naccarato	1.40	Administration matters; Review internal instructions; Prepare requisition forms; Deposit at bank.
March 15, 2021	Rosa Wilford	4.00	Review internal email instructions from team re Banking: Review various payment requests: Review disbursement requisition forms/match to payment schedule: Post multiple invoice entries; On-line banking; Review print screens for returns/outstanding cheques to clear; Email signing officer for review and approval with supporting documentation; Print cheques; General banking administration.
March 15, 2021	Paul Kouadio	1.00	Various emails re: community outreach coordinator's contract, vendors invoices and cheque requisitions; Review annual WSIB insurance renewal documents and emails to management and D Wootton on same.
March 16, 2021	Dan Wootton	0.20	Correspond with counsel re: union matters.
March 17, 2021	Paul Kouadio	1.20	Various emails re: funding from Ontario Government, Emails to management and D Wootton; Discuss operations incl. employees benefits with management.
March 18, 2021	Valerie Naccarato	3.50	Copy cheques, prepare envelopes, drop off at Canada Post, scan receipts and disbursements to server; file originals.
March 19, 2021	Rosa Wilford	0.20	Respond to email from Applefest with supporting documentation; Review post-dated cheques on hand; Provide to team to return in mail; Emails.
March 19, 2021	Dan Wootton	0.10	Email response to union re: sale process.
March 22, 2021	Rosa Wilford	0.60	On-line banking; Review and print screens for expecting incoming wire; Notify team; Prepare receipt requisition form for signing; Post deposit and print slip/stamp date; Review payment requests; Review account ledger; Notify authorized signing officer for approval with supporting documentations; Prepare disbursement requisition forms; Post invoice entries; Issue cheque; Emails.
March 22, 2021	Paul Kouadio	0.20	Emails re: funding; Review Receiver's account.
March 23, 2021	Valerie Naccarato	0.20	General file administration.

Date	Full Name	Time	Detail
March 23, 2021	Paul Kouadio	1.40	Call and email to management re: operations, staff concerns, Covid-19 and vaccine, occupancy and marketing, residents and rent roll; Various emails re: same.
March 24, 2021	Paul Kouadio	0.80	Emails with management re: funding from Ontario Government, screener position.
March 25, 2021	Rosa Wilford	0.80	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Notify authorized signing officer for approvals; Prepare disbursement requisition forms; Prepare Bank letter; Setup accrual payments; Post invoice entries; Issue cheque; Respond to emails; General banking administration. Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
March 26, 2021	Valerie Naccarato	0.20	File administration.
March 26, 2021	Paul Kouadio	1.30	Update call with G Ellis re: Covid protocols and vaccines, operations, marketing, occupancy and rent roll; Emails re: same.
March 29, 2021	Paul Kouadio	1.20	Update call with D Wootton re: strategy for upcoming sale process, operations, occupancy, rent rolls, Covid protocols; Emails to realtor re: sales process.
March 29, 2021	Rosa Wilford	0.80	Review internal email instructions from team re Banking; Review and prepare EFT Authorization Form; Review account ledger; Prepare Bank letter with supporting documentation; Provide wire instructions with copy of voided chq and deposit test form; Respond to emails; Prepare receipt requisition forms; Post deposit entries; Emails; General banking administration.
March 29, 2021	Valerie Naccarato	0.40	Deposit at bank.
March 29, 2021	Dan Wootton	0.80	Internal update call and update to Pace. Correspond with realtor. Sale process planning.
March 30, 2021	Paul Kouadio	0.50	Emails to management and Responsive re: Covid protocols and update, review professional fees schedule and instruct payment; Internal emails re: same.
March 30, 2021	Valerie Naccarato	0.20	File administration.
March 30, 2021	Dan Wootton	0.20	Update call with Pace.

Date	Full Name	Time	Detail
March 30, 2021	Rosa Wilford	1.50	Review mail; Setup and prepare post-dated cheques; Post entries; Review account ledger; Respond to phone call; Notify team receipts. Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Notify authorized signing officer for approvals; Prepare disbursement requisition forms; Post invoice entries; Issue cheques; Respond to emails; General banking administration.
March 31, 2021	Dan Wootton	0.50	Update call with realtor re: commencement of sale process.
March 31, 2021	Rosa Wilford	1.00	Review mail; Notify team; Email; Prepare receipt requisition forms with supporting documentations; Post deposits entries, print slips and stamp date for signing; Provide to team for banking.
March 31, 2021	Valerie Naccarato	0.80	File administration; Deposit at bank.
March 31, 2021	Paul Kouadio	2.70	Conference call and email with D Wootton and Realtor re: sale process; Various correspondence to management re: preparation of sale process, employee management; Review of financial statements and rent rolls.

Time Summary

D. Wootton, Sr. Vice President	4.00	hours @	$	640.00	$	2,560.00
R. Wilford, Manager	11.50	hours @	$	280.00	$	3,220.00
P. Kouadio, Sr. Associate	18.90	hours @	$	210.00	$	3,969.00
R. Erian, Analyst	0.70	hours @	$	150.00	$	105.00
V. Naccarato, Analyst	8.20	hours @	$	150.00	$	1,230.00
	43.30				$	11,084.00
HST (13%)					$	1,440.92
Total Invoice Due					**$**	**12,524.92**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-7407

To professional services rendered as Court-Appointed Receiver from April 1, 2021 to May 31, 2021.

Date	Full Name	Time	Detail
April 1, 2021	Valerie Naccarato	0.40	Deposit at bank; File administration.
April 1, 2021	Rosa Wilford	0.30	On-line banking; Review and print screens for expecting incoming wire; Notify team; Prepare receipt requisition form for signing; Post deposit and print slip/stamp date; Emails.
April 1, 2021	Paul Kouadio	0.20	Various emails with management re: required documentation for sale process.
April 5, 2021	Valerie Naccarato	0.20	General file administration.
April 6, 2021	Valerie Naccarato	0.10	File administration.
April 6, 2021	Rosa Wilford	0.30	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Notify authorized signing officer for approval; Prepare disbursement requisition form; Prepare Bank letter; Setup accrual payments; Respond to emails; General banking administration.
April 7, 2021	Paul Kouadio	0.80	Various emails re: conciliation process and collective bargaining agreement; Prepare due-diligence files for upcoming sale process.
April 7, 2021	Rosa Wilford	3.00	Review internal email instructions from team re Banking: Review various payment requests: Review disbursement requisition forms/match to payment schedule: Post multiple invoice entries; On-line banking; Review print screens for returns/outstanding cheques to clear; Respond to emails; Email signing officer for review and approval with supporting documentation; Print cheques; General banking administration.

Date	Full Name	Time	Detail
April 7, 2021	Dan Wootton	1.30	Correspond with R. Wood, draft response to Ministry of Labour re: conciliation.
April 7, 2021	Valerie Naccarato	2.00	Administration matters; Review internal instructions; Prepare requisitions forms.
April 8, 2021	Rosa Wilford	0.30	On-line banking; Review estate bank account/print screens; Post EFT entries; and reconcile March statement; Print Summary of Estate Balance Report; Match to reconciliations and initial report; Provide to authorized officer for review and signing.
April 8, 2021	Rania Erian	0.80	Administration matters.
April 8, 2021	Paul Kouadio	2.20	Prepare and update monthly cash flow; Various emails with management, Responsive and accountant re: documents needed for sale process.
April 9, 2021	Paul Kouadio	2.80	Prepare reporting and email to bank; Conference call re: 2021 Employee Benefit Renewal Meeting with management and Dobson-Toncic, Weekly update call with management.
April 9, 2021	Rosa Wilford	0.80	On-line banking; Review and print screens for expecting incoming wire; Notify team; Prepare receipt requisition form for signing; Post deposit and print slip/stamp date; Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Post invoice and eft payment entries; On-line banking; Review print screens and attach support; Provide team with wire confirmation; Emails.
April 9, 2021	Dan Wootton	0.40	Review cash flow results, forecast. Review update on operations and sale process and provide to Pace.
April 9, 2021	Valerie Naccarato	0.30	Administration matters; Review mail; Notify team; File administration.
April 12, 2021	Valerie Naccarato	0.10	Review mail; File administration.
April 12, 2021	Dan Wootton	0.60	Correspond with counsel and respond to Ministry of Labour re: union matters.
April 12, 2021	Paul Kouadio	0.20	Internal call re: cheques disbursements for service providers; Review and approve same.
April 13, 2021	Valerie Naccarato	3.50	Copy cheques, prepare envelopes, drop off at Canada Post, scan receipts and disbursements to server; file originals.
April 14, 2021	Paul Kouadio	0.70	Review due diligence materials received and emails to management re: same.

Date	Full Name	Time	Detail
April 15, 2021	Paul Kouadio	0.60	Various emails to management re: contribution payments from NHRIPP, and operations.
April 16, 2021	Paul Kouadio	0.50	Call to realtor from Markus & Millichap to discuss sales process and internal email re: status update of sale process preparation.
April 16, 2021	Dan Wootton	0.40	Review legal correspondence and discuss with counsel re: union matters.
April 19, 2021	Rosa Wilford	0.70	Review payment requests/disbursement requisition for signing and issue cheque. Review mail; Notify team; Email; Prepare receipt requisition forms with supporting documentations; Post deposits entries, print slips and stamp date for signing; Provide to team for banking.
April 19, 2021	Valerie Naccarato	0.40	Deposit at bank.
April 19, 2021	Paul Kouadio	0.40	Emails with Management and Responsive re: operations, staff matters and SEIU grievances.
April 20, 2021	Paul Kouadio	2.40	Prepare documentation for sale process; Review documents received from accountant, management and Responsive, Various correspondence with realtor re: preparation of sale process.
April 20, 2021	Rosa Wilford	0.50	Review mail; Notify team; Email; Prepare receipt requisition forms with supporting documentations; Post deposits entries, print slips and stamp date for signing; Provide to team for banking. Review account ledger; Respond to team with supporting documentation on payments issued to Ecolab to date.
April 20, 2021	Dan Wootton	0.30	MOL correspondence re: union/CBA.
April 21, 2021	Rosa Wilford	0.50	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Notify authorized signing officer for approvals; Prepare disbursement requisition forms; Prepare Bank letter; Setup accrual payments; Post invoice entries; Issue cheque; Respond to emails; General banking administration.
April 21, 2021	Paul Kouadio	1.40	Update call with management re: operations; Various emails to realtor re: sale process; Call with D Wootton on same.
April 23, 2021	Paul Kouadio	1.30	Prepare sale process documentation, review monthly income statements; payroll tax assessment; Call with management re: operations.
April 23, 2021	Valerie Naccarato	0.90	Paid Alectra invoice at bank; File administration.

Date	Full Name	Time	Detail
April 23, 2021	Rosa Wilford	0.50	Meet with signing officers; Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
April 23, 2021	Dan Wootton	0.80	Review successor employer precedent. Respond to MOL re: union negotiations.
April 26, 2021	Paul Kouadio	1.00	Attend to sale process matter; Call and email with Royal LePage; Emails with realtor.
April 27, 2021	Paul Kouadio	1.10	Review listing agreement from Marcus & Millichap; Various correspondence to realtor and internal email re: same.
April 27, 2021	Rosa Wilford	0.10	Correspondences with Applefest on expecting rent cheques; Email.
April 28, 2021	Paul Kouadio	1.50	Review updated offering package from Markus & Millichap; Meeting with management re: sale process preparation and operations; Various emails re: same.
April 28, 2021	Valerie Naccarato	0.40	Deposit at bank.
April 29, 2021	Rosa Wilford	0.50	Review correspondence from Bank re returned item; On-line banking; Print screen; Review account ledger: Prepare requisition; Respond to Bank; Notify team via email; Post entries.
April 30, 2021	Valerie Naccarato	0.20	File administration.
April 30, 2021	Paul Kouadio	0.40	Various emails with management re: second dose vaccines for residents; renewal of insurance policy with Ecclesiastical; Email to realtor re: sale process.
April 30, 2021	Rosa Wilford	1.00	Review mail; Notify team; Email; Prepare receipt requisition forms with supporting documentations; Post deposits entries, print slips and stamp date for signing; Provide to team for banking.
May 3, 2021	Paul Kouadio	2.40	Review letter from SEIU re: grievance and email to management and Responsive re: same; Review April 2021 operations report.
May 3, 2021	Dan Wootton	0.20	Review and approve of monthly disbursements.
May 3, 2021	Valerie Naccarato	0.40	Deposit at bank.
May 4, 2021	Dan Wootton	0.40	Prepare and send update to Pace.

Date	Full Name	Time	Detail
May 4, 2021	Rosa Wilford	0.30	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Notify authorized signing officer for approvals; Prepare disbursement requisition forms; Prepare Bank letter; Setup accrual payments; Respond to emails; General banking administration.
May 4, 2021	Paul Kouadio	1.20	Call and email with D Wootton re: sales process and operations; Correspondence with management re: operations, including grievances, staff related matters.
May 5, 2021	Paul Kouadio	1.50	Emails and call to realtor re: sale process; Review offering memorandum and package; Review and update monthly income statement.
May 5, 2021	Dan Wootton	0.40	Update call with Pace.
May 6, 2021	Paul Kouadio	1.70	Call with management re: health and safety of residents: Covid vaccination, various emails re: same; Discuss marketing materials and new website with management and marketing coordinator, various emails re: same.
May 7, 2021	Rosa Wilford	0.80	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation; On-line banking; Review estate bank account/print screens; Post EFT entries; and reconcile April statement; Print Summary of Estate Balance Report; Match to reconciliations and initial report; Provide to authorized officer for review and signing.
May 7, 2021	Dan Wootton	0.50	Internal call re: sale process.
May 7, 2021	Valerie Naccarato	0.20	File administration.
May 7, 2021	Paul Kouadio	2.20	Meeting with D Wootton re: sale process and strategy to adopt; Discuss various items related to sale and tasks to perform; Prepare meeting and net realization schedule to bank.
May 10, 2021	Valerie Naccarato	0.30	General file administration.

Date	Full Name	Time	Detail
May 10, 2021	Rosa Wilford	1.00	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Notify authorized signing officer for approvals; Prepare disbursement requisition forms; Prepare Bank letter; Setup accrual payments; Post invoice entries; Issue cheque; Respond to emails; Correspondences with team on review of invoices; General banking administration.
May 11, 2021	Paul Kouadio	0.50	Review and approve cheque requisitions and various correspondence with management, Responsive and internally re: same.
May 11, 2021	Rania Erian	0.80	Administration matters.
May 11, 2021	Rosa Wilford	5.00	Review internal email instructions from team re Banking: Review account ledger; Review various payment requests: Prepare multiple disbursement requisition forms/match to payment schedule: Notify signing officer for review and approval; Post invoice entries; Issue multiple cheques; Review mail; Notify team; Email; Prepare receipt requisition forms with supporting documentations; Post deposits entries, print slips and stamp date for signing; Provide to team for banking. Review account ledger; Respond to team with supporting documentation; Various emails; On-line banking; Review and print screens for expecting incoming wire; Notify team; Prepare receipt requisition form for signing; Post deposit and print slip/stamp date; Emails; General banking administration.
May 11, 2021	Valerie Naccarato	0.40	Deposit at bank;
May 12, 2021	Paul Kouadio	0.40	Review insurance renewal requirements; Emails to management re: same.
May 13, 2021	Paul Kouadio	4.50	Perform valuation of business; Prepare spreadsheet of financial projections and estimated realization to bank; Research of industry KPI such as Cap Rates for valuation; Correspondence with realtor re: sales process; Review A/R and email to CareRx Corporation re: rent.
May 13, 2021	Rosa Wilford	0.10	General banking and file administration.
May 14, 2021	Paul Kouadio	3.30	Correspondence with realtor re: sales process; Various correspondence with management re: 2021 budget and adjustments; Review budget with management; Continue with valuation; Correspondence with marketing coordinator re: website and marketing initiatives.
May 17, 2021	Valerie Naccarato	3.00	Copy cheques, prepare envelope, scan receipts and disbursements to server, file originals numerically; Drop off envelopes at Canada Post.

Date	Full Name	Time	Detail
May 17, 2021	Paul Kouadio	1.80	Continue with valuation of business, financial projections and estimated realization to bank; Correspondence with realtor re: sales process.
May 18, 2021	Paul Kouadio	3.80	Various updates to valuation spreadsheet and financial projections workbook and review of sale package.
May 18, 2021	Rosa Wilford	0.50	Review internal email instructions from team re Banking; Review payment request; Review account ledger; Notify team for direction-approval; Prepare outgoing wire disbursement requisition form; Prepare Bank letter for signing; Email signing officers; Setup accrual payments.
May 19, 2021	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
May 19, 2021	Paul Kouadio	3.20	Various correspondence with Responsive and management re: Crisis Support Fund Program for Retirement Homes from RHRA; Call with management re: operations, maintenance and repairs, Covid updates, budget, website updates; Review valuation spreadsheet.
May 25, 2021	Paul Kouadio	1.50	Call and email to realtor re: sales process; Internal email re: pharmacy rent payment; Discuss budget adjustments and operations with management; Emails re: same; Amend valuation package.
May 25, 2021	Rosa Wilford	0.30	On-line banking; Review and print screens for expecting incoming wire; Notify team; Prepare receipt requisition form for signing; Post deposit and print slip/stamp date; Emails; General banking administration.
May 26, 2021	Dan Wootton	0.30	Update call on financial projections and sale package.
May 26, 2021	Paul Kouadio	0.70	Discuss sales process with D Wootton and sent worksheet re: valuation and sales materials.
May 27, 2021	Valerie Naccarato	0.40	Deposit at bank.
May 27, 2021	Dan Wootton	0.20	Update correspondence with Pace.
May 27, 2021	Rosa Wilford	0.50	Review mail; Notify team; Email; Prepare receipt requisition forms with supporting documentations; Post deposits entries, print slips and stamp date for signing; Provide to team for banking.
May 28, 2021	Valerie Naccarato	0.20	File administration.

Date	Full Name	Time	Detail
May 31, 2021	Dan Wootton	0.40	Review 2021 forecast, valuation assessment and sale package. Internal correspondence re: commencement of sale process.

Time Summary

D. Wootton, Sr. Vice President	6.20	hours @	$	640.00	$	3,968.00
R. Wilford, Manager	17.50	hours @	$	280.00	$	4,900.00
P. Kouadio, Sr. Associate	46.20	hours @	$	210.00	$	9,702.00
R. Erian, Analyst	1.60	hours @	$	150.00	$	240.00
V. Naccarato, Analyst	13.40	hours @	$	150.00	$	2,010.00
	84.90				$	20,820.00
HST (13%)					$	2,706.60
Total Invoice Due					**$**	**23,526.60**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-7493

To professional services rendered as Court-Appointed Receiver from June 1, 2021 to June 30, 2021.

Date	Full Name	Time	Detail
June 1, 2021	Paul Kouadio	2.60	Attend to sales process matters including discussing offering memo, operating budget, valuation materials and related sales documents with realtor; Review financial statements and supporting sales materials.
June 1, 2021	Valerie Naccarato	0.40	Deposit at bank.
June 1, 2021	Rosa Wilford	1.40	Review mail/courier; Notify team; Emails; Prepare receipt requisition forms with supporting documentation and copies; Post deposits entries, print slips and stamp date for signing; Provide to team for banking; Review and respond to team; re Return requested cheque; Review internal email instructions from team re Banking; Review payment requests; Notify authorized signing officer for approval; Provide supporting documentation; Email; Prepare disbursement requisition form; Setup accrual payments; General banking administration.
June 3, 2021	Paul Kouadio	1.30	Attend to various emails with management re: operations including occupancy, renewal of property insurance, Covid update, operations report. Call and emails with realtor re: start of sale process and remaining items to validate.
June 3, 2021	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
June 4, 2021	Valerie Naccarato	0.20	File administration.
June 7, 2021	Rania Erian	0.70	Administration matters.

Date	Full Name	Time	Detail
June 7, 2021	Paul Kouadio	1.80	Review offering memo from realtor and updates inserted; Call and email with realtor re: same and start of sale process.
June 8, 2021	Paul Kouadio	1.40	Call and emails with management re: operations including marketing, website, operations report, occupancy, Covid update.
June 8, 2021	Rosa Wilford	0.20	On-line banking; Print screens; Review outstanding cheques to clear; Notify team with supporting documentation for follow-up.
June 9, 2021	Dan Wootton	0.10	Internal correspondence re: sale process.
June 9, 2021	Paul Kouadio	2.30	Prepare EBITDA projection for sale process and internal email re: same; Call and emails to realtor re: approach on sale process; Update cash flow.
June 10, 2021	Paul Kouadio	1.30	Discuss EBITDA projection for sale process with D Wootton and realtor; Review final sale process package; Start of sale process.
June 10, 2021	Dan Wootton	1.20	Review sale package, financial scenarios. Discuss internally and approve of financial section in sale package. Legal correspondence re: union.
June 10, 2021	Rosa Wilford	1.00	On-line banking; Review estate bank account/print screens; Post EFT entries; and reconcile May statement; Print Summary of Estate Balance Report; Match to reconciliations and initial report; Provide to authorized officer for review and signing. Review mail/courier; Notify team; Email; Prepare receipt requisition forms with supporting documentations; Post deposits entries, print slips and stamp date for signing; Provide to team for banking.
June 11, 2021	Rosa Wilford	3.50	Review internal email instructions from team re Banking: Review account ledger; Review various payment requests: Prepare multiple disbursement requisition forms/match to payment schedule: Post invoice entries; Issue multiple cheques; Notify signing officer for review and approvals with supporting documentation; Emails.
June 11, 2021	Valerie Naccarato	0.70	File administration; Deposit at bank.
June 11, 2021	Paul Kouadio	2.00	Review and approve disbursements and cheques requisitions; Review and perform analysis of monthly income statements received from Responsive; Draft operations reporting.

Date	Full Name	Time	Detail
June 14, 2021	Paul Kouadio	3.00	Prepare reporting update to bank; Review and discuss June rent roll with management; Follow up with accountant re: monthly income statements; Correspondence with realtor re: sale process, prospective buyers and APS; Various emails to Director or Dispute Resolution Services at Ontario Ministry of Labour re: collective bargaining agreement and conciliation process with Union; Internal correspondence re: same.
June 15, 2021	Rosa Wilford	0.30	Review internal email instructions from team re Banking; Review payment request; Review account ledger; Notify team for direction-approval; Emails; Prepare outgoing wire disbursement requisition form; Prepare Bank letter for signing; Setup accrual payment.
June 16, 2021	Rosa Wilford	0.20	Review mail/courier; Notify team with supporting documentation for review and direction; Scan; Email.
June 17, 2021	Dan Wootton	0.60	Update to Pace. Union matters. Update on sale process.
June 17, 2021	Paul Kouadio	1.60	Research re: section 69 of Labour Relations Act; Call and email to D Wootton re: Receiver's position on letter from Union.
June 17, 2021	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
June 18, 2021	Valerie Naccarato	0.20	Can disbursement and receipt to server and file originals.
June 18, 2021	Valerie Naccarato	3.50	Copy cheques, prepare envelopes, drop off at Canada Post, scan receipts and disbursements to server; file originals.
June 18, 2021	Paul Kouadio	2.80	Conference call with D Wootton and realtor re: update on sale process; Email to realtor re: interested parties; Review and update of APS; Call and emails to management re: operations, insurance renewal; Update of May results and internal correspondence for bank.
June 18, 2021	Dan Wootton	1.50	Update call with agent re: sale process and sale package. Update call with Pace. Respond to Union request for a memorandum of agreement.
June 21, 2021	Rosa Wilford	0.20	Review mail/courier; Notify team with supporting documentation for review and direction; Scan; Email.
June 22, 2021	Paul Kouadio	2.00	Update of APS; Correspondence with realtor re: progress on sale process.

Date	Full Name	Time	Detail
June 23, 2021	Rosa Wilford	0.30	On-line banking; Review outstanding cheques to clear; Notify team with supporting documentation for review and direction; Email.
June 23, 2021	Paul Kouadio	2.20	Continue with update of APS; Various correspondence with management and Responsive re: insurance renewal, insurance quotes, grievances and other operations matters.
June 24, 2021	Paul Kouadio	2.70	Call and various emails with management re: operations and staffing; Email and call to D Wootton re: same.
June 25, 2021	Paul Kouadio	0.80	Conference call with D Wootton and realtor re: update of sale process; Email with realtor re: update of data room.
June 25, 2021	Dan Wootton	0.50	Sale process update call with agent.
June 28, 2021	Paul Kouadio	3.00	Travel to premises re: site tour with realtor and interested buyers; Various emails and calls with D Wootton, realtor and management re: sale process, renewal of insurance policy, payroll and operations.
June 28, 2021	Rosa Wilford	0.20	Correspondences to and from team; Review account ledger; Provide support; Respond to email.
June 29, 2021	Rosa Wilford	3.50	Review internal email instructions from team re Banking; Review payment request; Review account ledger; Notify team for direction-approval; Emails; Prepare outgoing wire disbursement requisition form; Prepare Bank letter for signing; Setup accrual payment; Review internal email instructions from team re Banking; On-line banking; Review and print screens for incoming wires; Notify team; Prepare receipt requisition forms; Post deposit and EFT entries; Respond to emails; Review multiple auto-withdrawal of funds from account; Notify team for review and direction; Prepare requisition forms; Post various outgoing payments; Provide to team for signing; Emails/phone calls re same; Review mail/courier; Notify team for review and directions on depositing rent cheques; Various emails and phone calls re same; Prepare further receipt requisition forms; Post deposit entries; Prepare partial account reconciliation; Correspondences with Bank to provide support; Notify team on returned item # 163; Prepare requisition and post entries; Emails.
June 29, 2021	Valerie Naccarato	0.40	Deposit at bank.
June 30, 2021	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.

Date	Full Name	Time	Detail
June 30, 2021	Valerie Naccarato	0.80	Deposit at bank; Scan receipts and disbursements to server, file originals.

Time Summary

D. Wootton, Sr. Vice President	3.90	hours @	$	640.00	$	2,496.00
R. Wilford, Manager	12.30	hours @	$	280.00	$	3,444.00
P. Kouadio, Sr. Associate	30.80	hours @	$	210.00	$	6,468.00
R. Erian, Analyst	0.70	hours @	$	150.00	$	105.00
V. Naccarato, Analyst	6.20	hours @	$	150.00	$	930.00
	53.90				$	13,443.00
Disbursements (courier)					$	18.63
					$	13,461.63
Less: courtesy discount					$	(2,500.00)
					$	10,961.63
HST (13%)					$	1,750.01
Total Invoice Due					**$**	**12,711.64**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-7575

To professional services rendered as Court-Appointed Receiver from July 1, 2021 to July 31, 2021.

Date	**Full Name**	**Time**	**Detail**
July 5, 2021	Rosa Wilford	1.00	On-line banking; Review estate bank account/print screens; Post EFT entries; and reconcile June statement; Print Summary of Estate Balance Report; Match to reconciliations and initial report; Provide to authorized officer for review and signing. Review internal instructions from team re Banking; Review account ledger; Provide June 2021 reports and statement; Respond to email. Correspondences with Applefest re rent cheques; Emails.
July 7, 2021	Paul Kouadio	0.50	Various emails re: disbursements, suppliers' invoices, insurance renewal and sale process.
July 7, 2021	Dan Wootton	0.20	Review union related correspondence and discuss with counsel.
July 9, 2021	Paul Kouadio	1.30	Discuss progress on sale process with realtor; Prepare sale process update to bank; Discuss operations and staffing with management.
July 12, 2021	Dan Wootton	0.40	Sale process update to Pace.
July 12, 2021	Rosa Wilford	3.00	Review internal email instructions from team re Banking: Review account ledger; Review various payment requests: Prepare multiple disbursement requisition forms/match to payment schedule: Post invoice entries; Email.
July 13, 2021	Paul Kouadio	0.70	Correspondence to accountant and Responsive re: monthly financials; Prepare monthly cash flow schedule.

Date	Full Name	Time	Detail
July 13, 2021	Rosa Wilford	1.20	Review internal email instructions from team re Banking; On-line banking; Review and print screens for incoming wire; Notify team; Prepare receipt requisition form; Post deposit and EFT entries; Review mail/courier; Notify team; Prepare receipt requisition form; Post multiple deposits; Print slip and stamp date; Provide to team for banking/signing. Respond to emails.
July 13, 2021	Valerie Naccarato	0.40	Deposit at bank.
July 14, 2021	Rosa Wilford	2.60	Prepare multiple cheques; Match to report; Notify authorized signing officer for review and approvals; Review internal email instructions from Applefest team re Banking; re Payroll; Prepare disbursement requisition form; Prepare Bank letter; Setup accrual payments; Notify team; Emails.
July 14, 2021	Paul Kouadio	1.00	Various emails re: payroll, cheque requisitions and disbursements; Review and approve same.
July 15, 2021	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
July 16, 2021	Paul Kouadio	1.30	Call and email to realtor re: progress of sale process and status of offers; Call and various emails to management re: July occupancy and operations incl. cash position, disbursements.
July 16, 2021	Rania Erian	0.90	Administration matters.
July 16, 2021	Valerie Naccarato	3.50	Copy cheques, prepare envelopes, drop off at Canada Post, scan receipts and disbursements to server; file originals.
July 20, 2021	Paul Kouadio	0.60	Discuss operations with management and occupancy, Various emails to management re: operations, safety inspection from City of Brighton and biohazard material.
July 21, 2021	Dan Wootton	0.10	Union correspondence.
July 23, 2021	Paul Kouadio	1.30	Update monthly cash flow; Review half year income statements; Various emails to realtor re: sale process and offers, and additional information re: data room.
July 23, 2021	Valerie Naccarato	0.30	Scan disbursements to server and filed originals.
July 27, 2021	Rosa Wilford	0.50	Review internal email instructions from team re Banking: Review account ledger; Review payments made to date re Monarch; Respond to team with supporting documentations and reports; Follow-up correspondences on expecting rent cheques; Emails.

Date	Full Name	Time	Detail
July 28, 2021	Rosa Wilford	2.00	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Prepare disbursement requisition form; Set-up accrual payment; Prepare bank letter; Notify team for review, approval and signing; Review on-line banking; Prepare partial reconciliation of account; Notify team of incoming wire; Prepare receipt requisition form; Post deposit and EFT entries; Print slip and stamp date; Provide to team for banking/signing with supporting documentation; Review mail/courier; Notify team for review and directions on depositing rent cheques; Prepare further receipt requisition forms; Post deposit entries; Emails.
July 28, 2021	Paul Kouadio	0.50	Review G/L and cash flow; Internal correspondence re: premium for Ecclesiastical insurance and payroll.
July 28, 2021	Valerie Naccarato	0.40	Deposit at bank.
July 29, 2021	Valerie Naccarato	0.20	Scan disbursement to server and file original.
July 29, 2021	Valerie Naccarato	0.20	Scan receipt to server and file original.
July 29, 2021	Rosa Wilford	1.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation; Provide direction and supporting documentation for processing disbursements/receipts and payroll; Various emails.
July 29, 2021	Dan Wootton	0.10	Union correspondence.
July 30, 2021	Dan Wootton	0.50	Update call with realtor re: offer and sale process update.
July 30, 2021	Paul Kouadio	2.70	Meeting with realtor and D Wootton re: offer received, marketing strategies and sale process; Review offer received; Update net realization schedule to bank; Prepare update to bank; Correspondence with management re: occupancy improvement, rent rolls and operations.

Time Summary

D. Wootton, Sr. Vice President	1.30	hours @	$	640.00	$	832.00
R. Wilford, Manager	12.30	hours @	$	280.00	$	3,444.00
P. Kouadio, Sr. Associate	9.90	hours @	$	210.00	$	2,079.00
R. Erian, Analyst	0.90	hours @	$	150.00	$	135.00
V. Naccarato, Analyst	5.00	hours @	$	150.00	$	750.00
	29.40				$	7,240.00
Disbursements (travel)					$	87.71
					$	7,327.71
HST (13%)					$	952.60
Total Invoice Due					**$**	**8,280.31**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-7607

To professional services rendered as Court-Appointed Receiver from August 1, 2021 to August 31, 2021.

Date	**Full Name**	**Time**	**Detail**
August 3, 2021	Dan Wootton	0.10	Applefest follow up on potential purchaser due diligence activity.
August 3, 2021	Paul Kouadio	2.80	Prepare and review update to bank; Update estimated realization schedule; Prepare comparison schedule of offers received to date; Prepare and review monthly cash flow schedule; Email with management re: CapEx; Call with realtor re: offer received and expected offer; Review letter received from OLRB re: union matters and CBA.
August 3, 2021	Rosa Wilford	1.00	Review mail/courier; Notify team; Prepare receipt requisition forms; Post deposit entries; Scan and save on server; Emails.
August 4, 2021	Paul Kouadio	0.40	Call and email to realtor re: extension of irrevocable offer date; due diligence period; Call and email to management re: resident rents and deposit amounts.
August 4, 2021	Rosa Wilford	1.20	On-line banking; Review estate bank account/print screens; Post EFT entries; and reconcile July statement; Print Summary of Estate Balance Report; Match to reconciliations and initial report; Provide to authorized officer for review and signing; Review internal instructions from team re Banking; Review account ledger; Provide July 2021 reports and statement; Respond to email. Correspondences with team; Emails.
August 4, 2021	Dan Wootton	1.10	Internal correspondence and review of sale process update and operations. Approved of Capex. Update correspondence to secured creditor. Arrange for extension of current offer.

Date	Full Name	Time	Detail
August 6, 2021	Paul Kouadio	0.50	Call and email to realtor re: sale process and expected offers, listing and marketing; Emails to management re: operations report and service contract from Stericycle.
August 9, 2021	Rosa Wilford	4.50	Review internal email instructions from team re Banking: Review account ledger; Review various payment requests: Prepare multiple disbursement requisition forms and match to payment schedule: Post invoice entries; Issue cheques; Notify team with supporting documentation for review and approval; Emails.
August 9, 2021	Paul Kouadio	0.30	Various emails re: Union matters and settlement, cheque requisitions and disbursements.
August 10, 2021	Rosa Wilford	1.30	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Prepare disbursement requisition form; Set-up accrual payment; Prepare bank letter; Notify team for review, approval and signing; Review mail/courier; Notify team for review and directions on depositing rent cheques; Prepare receipt requisition form; Post deposit entries; Print slip, stamp date for signing and provide to team for deposit on August 11, 2021; Emails.
August 10, 2021	Dan Wootton	0.60	Update call with Pace.
August 11, 2021	Dan Wootton	0.40	Call with agent re: offer and next steps with buyer.
August 11, 2021	Rosa Wilford	1.50	Deposit funds at Bank; Prepare mailing of cheques; Scan and save on server.
August 11, 2021	Paul Kouadio	2.20	Meeting with realtor and D Wootton re: sale process, offer received and offer to be submitted. Internal meeting re: efficiency and improvement; Meeting with management re: efficiency and improvement, Review of services offered by service providers; Review grievances and advise on settlement.
August 12, 2021	Dan Wootton	0.20	Correspond internally re: agent discussion with buyer.
August 12, 2021	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
August 13, 2021	Paul Kouadio	1.50	Various calls with management re: Covid-19 case, health and safety of staff and residents; procedures, direction and RHRA; Review correspondence re: insurance.

Date	Full Name	Time	Detail
August 16, 2021	Paul Kouadio	0.80	Review June and July income statement and email to accountant re: same; Review of rent roll structure and correspondence to Management re: same; Correspondence with management re: Covid-19 case and confirm false positive case; Email to management re: settlement of grievance.
August 19, 2021	Rania Erian	0.80	Administration matters.
August 19, 2021	Dan Wootton	1.40	Update call with Pace. Update call internally re: cost budget, occupancy, labour. Update call with counsel re: labour. Further update to Pace.
August 19, 2021	Paul Kouadio	1.00	Attend to call with D Wootton re: increasing the monthly cash flow, reducing costs, improving operations; Review rent roll and call with management re: same; Review July income statement and various emails with accountant and management re: same.
August 20, 2021	Paul Kouadio	2.50	Review agreement with Responsive and draft proposed amendments; Email to D Wootton re: management agreement.
August 20, 2021	Valerie Naccarato	2.00	Scan receipts and disbursements to server; file originals.
August 24, 2021	Paul Kouadio	2.50	Calls and email with management re: staff hours, operations; Prepare and review schedule of employees’ hours, amend cash flow schedule; Finalize review of agreement with Responsive and draft of proposed amendments; Email to D Wootton re: management agreement.
August 30, 2021	Dan Wootton	0.60	Review and provide comments on cash flow forecast. Internal correspondence re: Responsive.
August 30, 2021	Valerie Naccarato	3.00	Review internal email instructions from Applefest team re Payroll; Prepare disbursement requisition form; Prepare wire transfer letter to Bank; Notify team for approval; Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation; Deposit at bank.
August 31, 2021	Paul Kouadio	0.30	Correspondence re: resident rents and cheques collection; Email re: sale and interested parties.

Time Summary

D. Wootton, Sr. Vice President	4.40	hours @	$	640.00	$	2,816.00
R. Wilford, Manager	10.00	hours @	$	280.00	$	2,800.00
P. Kouadio, Sr. Associate	14.80	hours @	$	210.00	$	3,108.00
R. Erian, Analyst	0.80	hours @	$	150.00	$	120.00
V. Naccarato, Analyst	5.00	hours @	$	150.00	$	750.00
	35.00				$	9,594.00
HST (13%)					$	1,247.22
Total Invoice Due					**$**	**10,841.22**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-7732

To professional services rendered as Court-Appointed Receiver from September 1, 2021 to September 30, 2021.

Date	Full Name	Time	Detail
September 1, 2021	Valerie Naccarato	2.00	Copy all rent cheques received; Prepare deposit requisition forms; Post all entries to Ascend; Print deposit slips.
September 2, 2021	Paul Kouadio	0.30	Resolve missed payroll; Correspondence to management re: same.
September 2, 2021	Valerie Naccarato	0.40	Deposit at bank.
September 7, 2021	Rosa Wilford	2.50	On-line banking; Review estate bank account/print screens; for incoming wires/returned items; Review internal email instructions; Review payment requests; Prepare receipt and disbursement requisition forms; Post receipts and NSF's; Post payment entries; Issue cheques; Prepare Bank letter re wire; Setup accrual payments; Notify team with supporting documentation; Notify signing officer for review, approval; Review and respond to various correspondences from Applefest team; Various emails; Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
September 7, 2021	Paul Kouadio	0.10	Emails re: payroll and disbursements.
September 8, 2021	Dan Wootton	0.60	Correspond with Responsive, prepare for discussion on contract.

Date	Full Name	Time	Detail
September 8, 2021	Rosa Wilford	0.40	Review internal email instructions from team re Banking; Review account ledger; Review payment requests: Notify signing officer for review and approval; Prepare disbursement requisition form: Prepare Bank letter re wire; Setup accrual payment; Provide team with August 2021 monthly statement and ledger reports; Emails.
September 9, 2021	Paul Kouadio	1.00	Correspondence with G Ellis and D Schoenhals re: her resignation as director of administration; Various emails re: same.
September 10, 2021	Rosa Wilford	0.80	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation. Review on-line banking; Notify team of incoming wire payment for review and direction; Prepare receipt requisition form; Post deposit entries; Emails.
September 10, 2021	Valerie Naccarato	0.40	Scan receipts and disbursements to server and file originals.
September 10, 2021	Dan Wootton	1.10	Correspond with counsel re: Union mediation. Correspond with Responsive re: management agreement. Internal correspondence re: Dana.
September 10, 2021	Paul Kouadio	1.90	Meeting with management and Responsive re: staffing, resignation of director of administration and path going forward, operations, and competitive analysis re: rent increase; Emails re: same; Correspondence with realtor and Responsive re: new prospect; Correspondence with management re: rent rolls and operations report.
September 13, 2021	Paul Kouadio	2.50	Meeting with management re: escalation of resignation of director of administration and path going forward. Various emails re: same.
September 13, 2021	Valerie Naccarato	0.20	Scan receipt to server and file original.
September 13, 2021	Rosa Wilford	4.00	Review internal email instructions from team re Banking: Review account ledger; Review various payment requests: Prepare multiple disbursement requisition forms and match to payment schedule: Post invoice entries; Issue cheques; Emails to and from Applefest/team.
September 14, 2021	Rosa Wilford	1.50	Review instructions from Applefest; Print cheques; Match to report; Prepare schedule; Notify team for review and approvals; Emails.

Date	Full Name	Time	Detail
September 14, 2021	Dan Wootton	0.90	Internal update call. Email update to Pace re: cash flow forecast, potential purchaser, and union mediation. Correspond with counsel re: union negotiations.
September 14, 2021	Paul Kouadio	2.70	Update monthly cash flow schedule; Prepare draft statement of receipts and disbursements; Call with realtor re: offer from interested party and email to D Wootton re: same; Attend to meetings with management re: operations, new contractor for landscaping, escalation of resignation of director of administration and path going forward. Various emails re: same.
September 15, 2021	Rosa Wilford	0.80	Review internal email instructions from team re Banking: Review account ledger; Review payment request: Notify signing officer for review, approval; Prepare disbursement requisition form; Post invoice entries; Issue cheque; Email. Assist with mailing.
September 16, 2021	Rosa Wilford	0.50	On-line banking; Review estate bank account/print screens; Post EFT entries; and reconcile August statement; Print Summary of Estate Balance Report; Match to reconciliations and initial report; Provide to authorized officer for review and signing.
September 16, 2021	Valerie Naccarato	2.50	Scan receipts and disbursements to server; file originals.
September 17, 2021	Paul Kouadio	1.30	Finalize statement of receipts and disbursements and S.246(2) report.
September 20, 2021	Rania Erian	0.90	Administration matters.
September 20, 2021	Paul Kouadio	0.80	Correspondence with management and security contractor re: operations, filling up for missing staff and snow removal contract; Call to snow removal companies re: quotes.
September 22, 2021	Valerie Naccarato	0.40	Deposit at bank.
September 22, 2021	Rosa Wilford	0.80	Review mail/courier; Prepare receipt requisition forms; Post various deposit entries; Print slips and stamp date for review and signing by officer; Respond to email with supporting documentation; Emails.
September 22, 2021	Rosa Wilford	0.50	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Prepare disbursement requisition form; Set-up accrual payment; Prepare bank letter; Notify signing officer for review / approval; Email.

Date	Full Name	Time	Detail
September 23, 2021	Dan Wootton	0.20	Follow up with Responsive. Call with union counsel.
September 23, 2021	Valerie Naccarato	0.20	Scan receipt to server and file original.
September 23, 2021	Paul Kouadio	1.00	Review staffing plan with management; Review rent rolls; Email to management re: payroll and professional courses.
September 24, 2021	Valerie Naccarato	0.20	Scan cheque requisition to server and file original.
September 24, 2021	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
September 27, 2021	Dan Wootton	1.10	Update call with Responsive. 246(2) Report. Update correspondence with Union counsel.
September 27, 2021	Paul Kouadio	0.20	Internal correspondence with D Wootton re: sale of property.
September 28, 2021	Dan Wootton	0.20	Internal update on buyer, financing and management fees.
September 28, 2021	Rosa Wilford	0.30	Review mail/courier; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Respond to email with supporting documentation; Email.
September 28, 2021	Paul Kouadio	2.00	Update fees schedule; Update cash flow to December 2023; Prepare schedule of funds raising and correspondence to D Wootton re: same.
September 29, 2021	Valerie Naccarato	0.40	Deposit at bank.
September 29, 2021	Paul Kouadio	0.80	Finalize schedule of funds raising and sent to D Wootton; Review rent increase spreadsheet and provide comments to management.
September 30, 2021	Rosa Wilford	0.30	Review internal instructions from team re Banking; On-line banking; Review print screens; and account for outstanding cheques to clear; Partial reconciliation of account; Respond to email.

Time Summary

D. Wootton, Sr. Vice President	4.10	hours @	$	640.00	$	2,624.00
R. Wilford, Manager	12.90	hours @	$	280.00	$	3,612.00
P. Kouadio, Sr. Associate	14.60	hours @	$	210.00	$	3,066.00
R. Erian, Analyst	0.90	hours @	$	150.00	$	135.00
V. Naccarato, Analyst	6.70	hours @	$	150.00	$	1,005.00
	39.20				$	10,442.00
HST (13%)					$	1,357.46
Total Invoice Due					**$**	**11,799.46**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-7792

To professional services rendered as Court-Appointed Receiver from October 1, 2021 to October 31, 2021.

Date	**Full Name**	**Time**	**Detail**
October 1, 2021	Valerie Naccarato	0.20	Scan deposit form to server and file original.
October 1, 2021	Rosa Wilford	0.30	Review instructions from Applefest; Review account ledger; provide support and respond to emails.
October 1, 2021	Paul Kouadio	0.20	Review of rent increase workbook and correspondence with Responsive re: same.
October 4, 2021	Rosa Wilford	0.80	On-line banking; Review estate bank account/print screens; Post EFT entries; and reconcile September statement; Print Summary of Estate Balance Report; Match to reconciliations and initial report; Provide to authorized officer for review and signing. Review estate bank account/print screens; for returned item; Prepare requisition form; Post NSF; Notify team with supporting documentation; Emails.
October 5, 2021	Dan Wootton	0.60	Prepare for and attend call with Union counsel.
October 5, 2021	Valerie Naccarato	0.20	Scan individually signed reconciliation of account with supporting documentation in estate folders on server re August 2021; file in cabinet.
October 5, 2021	Paul Kouadio	0.50	Emails re: cheque requisitions, missing rents; Review schedules of same.
October 6, 2021	Valerie Naccarato	0.40	Deposit at bank.

Date	Full Name	Time	Detail
October 6, 2021	Rosa Wilford	2.00	Review mail/courier; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Respond to email with supporting documentation; Review instructions from Applefest; Review account ledger; provide support and respond to emails. Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Prepare disbursement requisition form; Set-up accrual payment; Prepare bank letter; Notify signing officer for review / approval; Email.
October 6, 2021	Rania Erian	0.90	Administration matters.
October 7, 2021	Dan Wootton	0.80	Update call with Responsive, re: fees. Contract discussion.
October 7, 2021	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
October 7, 2021	Paul Kouadio	1.50	Call and various emails with management re: snow removal contractor, operations and occupancy, and rent rolls; Correspondence with realtor re: site vists and interested parties.
October 7, 2021	Valerie Naccarato	0.20	Scan deposit requisition forms to server and file originals.
October 8, 2021	Rosa Wilford	4.00	Review internal email instructions from team re Banking: Review account ledger; Review various payment requests: Prepare multiple disbursement requisition forms; Setup accrual payments; match to payment schedule: Setup new vendors; Emails to and from Applefest for review and to provide missing invoices for payment.
October 12, 2021	Rosa Wilford	2.30	Review mail/courier; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Respond to email with supporting documentation; Email. Issue multiple cheques; Match to report; Notify signing officer for review and approvals with supporting documentations and corresponding emails.
October 12, 2021	Valerie Naccarato	0.40	Deposit at bank.
October 12, 2021	Paul Kouadio	0.60	Review and update schedule of professional fees; Instruct payment and internal correspondence re: same; Correspondence with management re: Covid.

Date	Full Name	Time	Detail
October 13, 2021	Paul Kouadio	0.90	Update meeting with D Wootton on mediation with Union, sale process and interested parties, and operations; Review and approve cheque requisition; Various emails with management re: Covid update.
October 13, 2021	Rosa Wilford	1.00	On-line banking; Review estate bank account/print screens; for incoming wires/returned items; Review internal email instructions; Review payment requests; Prepare receipt and disbursement requisition forms; Post receipts and NSF's; Post payment entries; Issue cheques; Notify team with supporting documentation; Review and respond to various correspondences from Applefest team; Various emails.
October 14, 2021	Valerie Naccarato	2.60	Scan receipt and disbursement forms to server and file originals.
October 15, 2021	Dan Wootton	0.40	Correspond re: union mediation hearing.
October 15, 2021	Paul Kouadio	4.00	Attend to mediation with ORLB, Bass Associates and SEIU; Take notes; Review and approve trainings for management; Discuss staff matters; Debrief to D Wootton.
October 18, 2021	Rosa Wilford	0.40	Review mail/courier; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Respond to email with supporting documentation; Correspond with Applefest re expecting rent cheques; Emails.
October 18, 2021	Paul Kouadio	0.70	Review and approve contract for snow removal; Various correspondence with management re: operations.
October 18, 2021	Valerie Naccarato	0.40	Deposit at bank.
October 19, 2021	Rosa Wilford	0.60	Follow-up correspondence with Applefest re Rent Cheques; Respond to call from team; Provide payment copies; Emails.
October 20, 2021	Rosa Wilford	0.60	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Prepare disbursement requisition form; Set-up accrual payment; Prepare bank letter; Notify signing officer for review / approval; Emails.
October 21, 2021	Valerie Naccarato	0.40	Deposit at bank.

Date	Full Name	Time	Detail
October 21, 2021	Rosa Wilford	1.70	Review mail/courier; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Review Applefest email instructions re Banking: Review disbursement ledger for payments made; On-line banking; Review and print screens for cleared cheques and un-cashed cheques and, for incoming wire; Prepare partial bank reconciliation; Notify team with supporting documentation for review and approval to process stop payment request; Various emails.
October 21, 2021	Paul Kouadio	1.20	Review field visit report from Ontario Ministry of Labour and correspondence with management re: compliance to orders received; Review and approve new service contract from Greenshield; Correspondence with management and Responsive re: staffing.
October 22, 2021	Paul Kouadio	2.00	Call with realtor on site visits and marketing updates; Correspondence with management of cost reductions efforts, operations and occupancy improvement; Draft update on sale process, recent site visits, cash flow and operations to D Wootton and bank.
October 22, 2021	Rosa Wilford	1.00	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation. Review internal email instructions from team re Banking: Review ledger; Prepare stop payment request; Bank letter; Prepare disbursement requisition form; Void and re-issue payment; Fax; Email correspondences to and from Bank; Posting entries; Re-issue cheque; Respond to email with supporting documentation.
October 22, 2021	Valerie Naccarato	0.20	Scan deposit information forms to server and file originals.
October 25, 2021	Dan Wootton	1.20	Internal update call. Prepare update to Pace, address enquiries.
October 26, 2021	Dan Wootton	0.20	Respond to Pace enquiries.
October 27, 2021	Dan Wootton	0.80	Review and provide comments on union settlement offer.
October 27, 2021	Paul Kouadio	0.50	Review monthly income statements and emails to management and accountant re: same; Email to management re: staff hiring; Correspondence re: CBA.

Date	Full Name	Time	Detail
October 28, 2021	Paul Kouadio	1.40	Review monthly CapEx spreadsheet and September and October rent rolls; Edit same; Correspondence with management re: same and pension reports to Union.
October 28, 2021	Valerie Naccarato	0.20	Scan deposit information form and cheque requisition form to server and file originals.
October 28, 2021	Rosa Wilford	0.20	Follow-up correspondence with Applefest re Rent Cheques; Review mail; Scan, save on server; Email.
October 29, 2021	Rosa Wilford	0.50	Review internal email instructions from team re Banking: Review account ledger; Review payment requests; Correspondences with team; Notify signing officer for review, approvals; Prepare disbursement requisition form; Emails.
October 29, 2021	Dan Wootton	0.60	Sale process correspondence. Union settlement terms discussion.

Time Summary

D. Wootton, Sr. Vice President	4.60	hours @	$	640.00	$	2,944.00
R. Wilford, Manager	15.90	hours @	$	280.00	$	4,452.00
P. Kouadio, Sr. Associate	13.50	hours @	$	210.00	$	2,835.00
R. Erian, Analyst	0.90	hours @	$	150.00	$	135.00
V. Naccarato, Analyst	5.20	hours @	$	150.00	$	780.00
	40.10				$	11,146.00
HST (13%)					$	1,448.98
Total Invoice Due					**$**	**12,594.98**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-7851

To professional services rendered as Court-Appointed Receiver from November 1, 2021 to November 30, 2021.

Date	Full Name	Time	Detail
November 1, 2021	Paul Kouadio	0.20	Review pension contributions report from management and emails re: same.
November 1, 2021	Rosa Wilford	0.20	Correspondences with Applefest; Review account ledger; Respond to emails.
November 2, 2021	Valerie Naccarato	0.40	Deposit at bank.
November 2, 2021	Rosa Wilford	2.30	Review mail/courier; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Respond to email with supporting documentation; Emails. Review internal email instructions from team re Banking: Review account ledger; Review payment requests; Correspondences with team; Notify signing officer for review, approvals; Prepare disbursement requisition form; Post invoice entries; Issue cheque; Email. On-line banking; Review estate bank account/print screens; Post EFT entries; and reconcile October statement; Print Summary of Estate Balance Report; Match to reconciliations and initial report; Provide to authorized officer for review and signing. Review outstanding cheques to clear; Notify team with supporting documentation for review and direction; Email.
November 2, 2021	Dan Wootton	0.40	Review and approve of revised settlement terms with union. Correspond with realtor re: potential purchaser.
November 3, 2021	Paul Kouadio	0.10	Internal correspondence re: report to Court.

Date	Full Name	Time	Detail
November 3, 2021	Rosa Wilford	1.50	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Prepare disbursement requisition form; Set-up accrual payment; Prepare bank letter; Notify signing officer for review / approval; Emails. Review internal email instructions from team re Banking: Review ledger; Prepare stop payment request; Bank letter; Prepare disbursement requisition form; Void and re-issue payment; Fax; Email correspondences to and from Bank; Posting entries; Re-issue cheque; Respond to email with supporting documentation. Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Email; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
November 4, 2021	Paul Kouadio	1.40	Meeting with management re: operations, site visits, Covid protocols, staff and hiring, and occupancy and rent rolls; Various correspondence re: same.
November 4, 2021	Valerie Naccarato	0.20	Scan cheque requisition forms and deposit form to server and file originals.
November 5, 2021	Rania Erian	0.90	Administration matters.
November 8, 2021	Paul Kouadio	2.00	Correspondence with management re: payroll and pension report; Update monthly cashflow forecast and review G/L account; Internal correspondence re: same; Update professional fees schedule.
November 9, 2021	Paul Kouadio	0.10	Correspondence with management and realtor re: site visit and rent cheques.
November 9, 2021	Rosa Wilford	0.10	Correspondences with Applefest; Review account ledger; Respond to email.
November 10, 2021	Rosa Wilford	0.30	Review internal email instructions from team re Banking; On-line banking; Review and print screens for expecting incoming wire; Notify team; Prepare receipt requisition form for signing; Post deposit entries, print slip and stamp date for signing; Email.
November 15, 2021	Paul Kouadio	0.20	Correspondence with Responsive re: monthly cheque requisitions.

Date	Full Name	Time	Detail
November 15, 2021	Rosa Wilford	1.50	Review mail/courier; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Prepare disbursement requisition form; Post payment entries; Issue cheques; Emails.
November 16, 2021	Paul Kouadio	0.80	Review monthly cheque requisitions and various correspondence with Responsive and internally re: same.
November 16, 2021	Dan Wootton	0.50	Union agreement matters. Correspond with counsel.
November 16, 2021	Valerie Naccarato	0.40	Deposit at bank.
November 16, 2021	Rosa Wilford	4.50	Review internal email instructions from team re Banking: Review payment requests; Review account ledger; Print invoices; Prepare disbursement requisition forms; Post invoice entries; Issue multiple cheques; Match to payment schedule; Notify authorized signing officer for review and approvals; Respond to team; Phone call/Emails; re same.
November 17, 2021	Rosa Wilford	0.30	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Prepare disbursement requisition form; Set-up accrual payments; Prepare bank letter; Email.
November 17, 2021	Paul Kouadio	1.90	Review Union's asks and current CBA and draft summary of differences between terms under current CBA and Union's proposed terms; Meeting with D Wootton re: sale expectations.
November 17, 2021	Dan Wootton	2.20	Update call with Pace. Internal correspondence re: valuation, sale process and reporting. Correspond with potential purchaser.
November 18, 2021	Valerie Naccarato	3.00	Copy cheques, prepare envelopes, mail; Scan receipt and disbursement forms to server and file originals.
November 19, 2021	Valerie Naccarato	0.20	Scan cheque requisition and deposit form to server and saved to server.
November 19, 2021	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfers/confirmations; Fax; Email; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
November 22, 2021	Paul Kouadio	0.40	Review 2022 property tax assessment from MPAC; Correspondence with management re: CapEx and repairs.

Date	Full Name	Time	Detail
November 23, 2021	Paul Kouadio	1.60	Prepare valuation based on actuals from January to October and forecasts from November to December 2021; Send to D Wootton.
November 24, 2021	Valerie Naccarato	0.20	Scan cheque requisition form to server and file original.
November 26, 2021	Rosa Wilford	0.20	Correspondences with Applefest; re Rent cheques; Emails.
November 29, 2021	Paul Kouadio	2.00	Call and email with realtor re: new offer; Actualize valuation and estimated realization schedule; Email to management re: operations.
November 30, 2021	Dan Wootton	0.80	Correspond with Pace re: revised offer.
November 30, 2021	Paul Kouadio	0.50	Various emails with management and D Wootton re: operations and CapEx; Review quotes for Monarch and CapEx.

Time Summary

D. Wootton, Sr. Vice President	3.90	hours @	$	640.00	$	2,496.00
R. Wilford, Manager	11.40	hours @	$	280.00	$	3,192.00
P. Kouadio, Sr. Associate	11.20	hours @	$	210.00	$	2,352.00
R. Erian, Analyst	0.90	hours @	$	150.00	$	135.00
V. Naccarato, Analyst	4.40	hours @	$	150.00	$	660.00
	31.80				$	8,835.00
Disbursements (postage)					$	31.88
					$	8,866.88
HST (13%)					$	1,152.69
Total Invoice Due					**$**	**10,019.57**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice#LSON-7899

To professional services rendered as Court-Appointed Receiver from December 1, 2021 to December 31, 2021.

Date	Full Name	Time	Detail
December 1, 2021	Dan Wootton	2.60	Correspond with Pace; Correspond with Realtor; Internal correspondence re: valuation; Approve of repair work.
December 1, 2021	Paul Kouadio	2.30	Email to realtor re: new offer received; Internal correspondence and management re: payroll for year end and service contracts; Discuss valuation and estimated realization schedule with D. Wootton and prepare second approach of valuation.
December 1, 2021	Rosa Wilford	2.00	Review mail/courier; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Respond to emails. Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Prepare disbursement requisition form; Set-up accrual payments; Prepare bank letter; Email. Various correspondences with team on preparation / scheduling next rent cheques/payroll and payables.
December 2, 2021	Paul Kouadio	2.00	Continue preparing second approach of valuation and estimated realization schedule and discuss same with D. Wootton.

Date	Full Name	Time	Detail
December 3, 2021	Dan Wootton	1.60	Correspond with Pace and realtor re: valuation analysis; Review and update valuation analysis and discuss internally; Forward financial analysis to lender and realtor for review and discussion.
December 3, 2021	Paul Kouadio	1.50	Finalize analysis of second approach of valuation and estimated realization schedule and discuss same with D. Wootton.
December 3, 2021	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Email; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
December 3, 2021	Valerie Naccarato	0.20	Scan deposit requisition form, save to server and file original.
December 6, 2021	Dan Wootton	1.20	Correspond with realtor and discuss valuation analysis; Discuss valuation analysis with Pace, and forward revised results.
December 6, 2021	Paul Kouadio	0.90	Meeting with D. Wootton and realtor re: valuation analysis.
December 6, 2021	Rosa Wilford	0.50	On-line banking; Review estate bank account/print screens; Post EFT entries; and reconcile November statement; Print Summary of Estate Balance Report; Match to reconciliations and initial report; Provide to authorized officer for review and signing.
December 6, 2021	Valerie Naccarato	0.20	Scan cheque requisition form, save to server and file original.
December 7, 2021	Dan Wootton	0.40	Correspond with realtor; Call with Pace re: value analysis.
December 8, 2021	Paul Kouadio	0.70	Various emails with management and D Wootton re: operations and repairs; Correspondence with realtor re: sale process.
December 9, 2021	Dan Wootton	0.40	Update correspondence with Applefest management; Update correspondence with realtor.
December 10, 2021	Dan Wootton	0.30	Update call with Pace; Internal update call.

Date	Full Name	Time	Detail
December 10, 2021	Rosa Wilford	1.00	Review internal email instructions from team re Banking: Review ledger and on-line Banking; Review print screens for cleared and un-cashed cheques; Prepare stop payment request; Bank letter; Update liability address in ascend; Prepare disbursement requisition form; Void and re-issue payment; Fax; Email correspondences to and from Bank; Posting entries; Re-issue cheque; Respond to email with supporting documentation. Correspondences with Applefest; re Rent cheques; Emails. Review internal email instructions from team re Banking; On-line banking; Review and print screens for expecting incoming wire; Notify team; Prepare receipt requisition form for signing; Post deposit entries, print slip and stamp date for signing; Email.
December 13, 2021	Dan Wootton	0.40	Correspond with realtor re: status of sale agreement terms, timing and status of interested parties; Correspond with union.
December 13, 2021	Paul Kouadio	0.90	Various correspondence with management re: rent cheques, outstanding payments, operations and elevator repairs; Email with realtor re: discussions with interested parties.
December 13, 2021	Rosa Wilford	4.50	Review mail/courier; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Correspondences with Applefest team; re un-signed rent cheque for review and direction; Notify team; Emails. On-line banking; Prepare partial account reconciliation; Print screens; Correspondences with Bank to provide support and follow-up on funds re RFX dated November 25, 2021; Notify team on returned item #128; Prepare requisition and post entries; Emails. Review internal email instructions from team re Banking: Review payment requests; Review account ledger; Print invoices; Prepare disbursement requisition forms; Post invoice entries; Setup Accrual

Date	Full Name	Time	Detail
			payments; Match to payment schedule; Notify authorized signing officer for review and approvals; Respond to team; Phone call/Emails; re same.
December 13, 2021	Valerie Naccarato	0.40	Deposit at bank,
December 14, 2021	Paul Kouadio	1.20	Correspondence with management and internally re: payroll and disbursements; Review and approve same; Meeting with Dobson-Toncic and management re: employees benefits.
December 14, 2021	Rosa Wilford	2.60	On-line banking; Review estate bank account/print screens; for incoming wires/returned items; Review internal email instructions; Prepare receipt requisition forms; Post receipts and NSF's; Correspondences with Team/Applefest; Issue multiple cheques; Notify team with supporting documentations; Review and respond to various correspondences from Applefest team; Various emails; Phone call re Future rent cheques and payroll.
December 14, 2021	Valerie Naccarato	0.10	Mail unsigned rent cheque to Gail Ellis for signature.
December 15, 2021	Rosa Wilford	0.50	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Prepare disbursement requisition form; Set-up accrual payments; Prepare bank letter; Notify authorized signing officer for review and approvals; Emails.
December 16, 2021	Paul Kouadio	0.50	Emails and calls to management and internally re: payroll and disbursements; Review and approve same.
December 16, 2021	Rosa Wilford	0.60	Meeting with team on review of future expecting Rent cheques, discussion on January 2022 payroll. Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Notify Trustee for review and approval of payment; Prepare disbursement requisition form; Set-up accrual payment; Prepare bank letter; Email.
December 17, 2021	Paul Kouadio	0.60	Update monthly cashflow schedule; Correspondence with management re: rent rolls and elevator issues.

Date	Full Name	Time	Detail
December 17, 2021	Rania Erian	0.70	Administration matters.
December 17, 2021	Valerie Naccarato	0.30	Scan various deposit and cheque requisition forms to server and file originals.
December 20, 2021	Paul Kouadio	0.50	Various correspondence with management and internally re: payroll, operations and elevator issues; General file management.
December 20, 2021	Rosa Wilford	0.50	Follow-up correspondences with Team on expecting rent cheques; Emails/phone calls re same.
December 20, 2021	Valerie Naccarato	3.00	Copy cheques, prepare envelopes, mail; Scan receipts and disbursements forms to server and file originals.
December 21, 2021	Rosa Wilford	1.10	Review mail/courier; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Notify team; Emails.
December 21, 2021	Valerie Naccarato	0.40	Deposit at bank.
December 22, 2021	Rosa Wilford	0.40	Respond to phone call from team; Review account ledger and rent cheques; Approval to proceed with payroll payment on Dec 29 provided all cheques clear bank account.
December 24, 2021	Rosa Wilford	1.00	Review mail/courier; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Notify team; Emails. re December 24, 2021 and January 1, 2021.
December 24, 2021	Valerie Naccarato	0.40	Deposit at bank.
December 31, 2021	Rosa Wilford	1.50	Review internal email instructions from team re Banking: Review account ledger; On-line banking; Review estate bank account/print screens; to ensure sufficient funds in estate / no returned items; Notify team for review and approval of payments; Prepare Bank letters; Correspondences with signing officers for secured signing; Correspondences to and from Bank for authorization of wire transfers/confirmations; Faxes; Emails; Post disbursement and payment entries; Print and attach transaction reports; Provide team with wire confirmations; Various emails.

Time Summary

D. Wootton, Sr. Vice President	6.90	hours @	$	640.00	$	4,416.00
R. Wilford, Manager	16.70	hours @	$	280.00	$	4,676.00
P. Kouadio, Sr. Associate	11.10	hours @	$	210.00	$	2,331.00
R. Erian, Analyst	0.70	hours @	$	150.00	$	105.00
V. Naccarato, Analyst	5.00	hours @	$	150.00	$	750.00
	40.40				$	12,278.00
Disbursements (postage)					$	38.70
					$	12,316.70
HST (13%)					$	1,601.17
Total Invoice Due					**$**	**13,917.87**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice# LSON-7984

To professional services rendered as Court-Appointed Receiver from January 1, 2022 to January 31, 2022.

Date	Full Name	Time	Detail
January 4, 2022	Rosa Wilford	0.70	Review mail/courier; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Notify team; Review ledger and on-line Banking; Review print screens for cleared and un-cashed cheques; Notify team for review and direction; Emails.
January 4, 2022	Valerie Naccarato	0.40	Deposit at bank.
January 5, 2022	Dan Wootton	0.90	Correspond with Agent. Correspond with Union.
January 6, 2022	Rosa Wilford	0.50	On-line banking; Review estate bank account/print screens; Post EFT entries; and reconcile December statement; Print Summary of Estate Balance Report; Match to reconciliations and initial report; Provide to authorized officer for review and signing.
January 7, 2022	Dan Wootton	1.20	Receipt and review of revised CBA terms. Correspond with counsel. Internal correspondence re: payroll rates.
January 7, 2022	Paul Kouadio	1.90	Various correspondence with management re: minimum wage matter, operations and occupancy, rents and repairs; Call re: same; General file management; Internal correspondence re: minimum wage matter, sale process and CBA.

Date	Full Name	Time	Detail
January 7, 2022	Rosa Wilford	2.30	Review mail/courier; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Notify team; Review payments on hold; Prepare adjusting entries dated for today re payments issued to Sysco and RSMI; Provide team with supporting documentation; Scan and save on server; Emails. Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Notify authorized signing officer for approvals; Prepare disbursement requisition form; Post payment entries; Issue cheque; Email.
January 7, 2022	Valerie Naccarato	0.40	Deposit at Bank.
January 10, 2022	Dan Wootton	0.90	Follow up with union. Call with union and discuss options with counsel.
January 10, 2022	Paul Kouadio	0.60	Update monthly cashflow schedule; Emails to management re: operations.
January 11, 2022	Dan Wootton	1.90	Prepare 246(2) report. Update call with Realtor. Review and finalize new CBA terms. Correspond with union.
January 11, 2022	Valerie Naccarato	0.70	File administration.
January 12, 2022	Dan Wootton	0.60	CBA/payroll matters. CBA ratification arrangements.
January 12, 2022	Paul Kouadio	1.60	Meeting with realtor and D Wootton re: reviewed offer and sale process. Correspondence with management re: new CBA and pension contribution.
January 12, 2022	Rosa Wilford	2.00	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Prepare disbursement requisition forms; Set-up accrual payments; Prepare bank letter; Notify authorized signing officer for review/approvals and secured signing; Emails; Respond to inquiry from Applefest re payments mailed with supporting documentation.On-line banking; Review and print screens for expecting incoming wire and partial bank reconciliation of account; Notify team for review and direction on estate account with insufficient funds; Prepare receipt requisition form for signing; Post deposit/invoice eft entries, print slip and stamp date for signing; Emails.
January 12, 2022	Valerie Naccarato	0.40	Scan various cheque and deposit requisition forms, save to server and file originals.

Date	Full Name	Time	Detail
January 13, 2022	Rosa Wilford	4.00	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation. Review internal email instructions from team re Banking/Applefest re schedule of payment requests; Review account ledger; Prepare various disbursement requisition forms; Match to payment schedule; Notify authorized signing officer for approvals; Post multiple invoice entries; Issue various cheques; Review list of expecting rent cheques and directions received; Respond to emails.
January 14, 2022	Dan Wootton	1.20	Update call with Pace. Internal correspondence and update with realtor.
January 14, 2022	Paul Kouadio	1.50	Meeting with management re: wage increase schedule and pension contribution schedules; Review same.
January 17, 2022	Paul Kouadio	0.80	Various emails to management re: residents rents and occupancy; Internal correspondence re: same; General file management.
January 17, 2022	Rosa Wilford	1.00	Review mail/courier; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Notify team; Emails.
January 19, 2022	Dan Wootton	0.20	Update correspondence with realtor.
January 19, 2022	Paul Kouadio	0.40	Correspondence with management re: new CBA and wage increase review.
January 19, 2022	Valerie Naccarato	0.40	Deposit at bank; Review mail, notify team.
January 20, 2022	Dan Wootton	0.40	Update call with realtor.
January 20, 2022	Paul Kouadio	0.90	Meeting with management re: operations and wage increase; Review same and provide comments to management.
January 20, 2022	Valerie Naccarato	0.20	Scan deposit and cheque requisition forms, file originals.
January 21, 2022	Paul Kouadio	0.10	Email to management re: residents rent.
January 21, 2022	Rosa Wilford	1.00	Review internal email instructions from team re Banking; On-line banking; Review estate bank account/print screens; Prepare partial reconciliation of account; Prepare requisition form; Post NSF; Notify team with supporting documentation; Follow-up on expecting rent cheques; Respond to enquiries; Review ledger and confirm invoices on hold for payment and provide copies of payments issued as vendor advising non-receipt; Emails.
January 21, 2022	Valerie Naccarato	3.00	Copy cheques, prepare envelopes, mail;

Date	Full Name	Time	Detail
			Scan receipts and disbursements forms to server and file originals.
January 24, 2022	Dan Wootton	0.20	Correspond with union counsel re: CBA.
January 24, 2022	Paul Kouadio	0.60	Review notice to bargain from SEIU and respond to management re: same; Email to management re: monthly rent rolls and operations report; Correspondence with management re: outstanding rent payment.
January 24, 2022	Rosa Wilford	0.30	Review internal email instructions from team re Banking; Review account ledger; Review invoices holding for payments; Respond to team with list of expecting rent cheques, along with support for outgoing payroll and dates on depositing funds; Emails; Respond to phone call re same.
January 25, 2022	Paul Kouadio	1.60	Review and amend pension contribution increase and wage increase workbooks; Provide comments to management.
January 25, 2022	Rosa Wilford	0.50	Review mail/courier; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Notify team; Email.
January 25, 2022	Valerie Naccarato	0.40	Deposit at bank.
January 26, 2022	Paul Kouadio	1.00	Discuss payroll, pension contribution increase, and wage increase workbooks with management; Amend same and internal correspondence on same.
January 27, 2022	Dan Wootton	0.90	Review wage analysis and sale process strategy. Internal correspondence. Correspond with lender counsel.
January 27, 2022	Paul Kouadio	0.40	Email to realtor re: offer from interested party; Review previous offers received; Email to management re: 2022 payroll and increase from CBA.
January 27, 2022	Rosa Wilford	1.00	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Prepare disbursement requisition forms; Set-up accrual payments; Prepare bank letter; Notify authorized signing officer for review and approval. Review mail; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Notify team; Respond to inquiry from team; Emails.
January 27, 2022	Valerie Naccarato	0.40	Deposit at bank.
January 28, 2022	Dan Wootton	0.30	Sale process update correspondence with realtor.

Date	Full Name	Time	Detail
January 28, 2022	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
January 28, 2022	Valerie Naccarato	0.20	Scan various deposit information forms to server, file originals.
January 31, 2022	Dan Wootton	1.20	Review revised offer, forward to Pace and discuss. Internal update call.
January 31, 2022	Rosa Wilford	1.00	Review mail/courier; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Notify team; Review ledger and on-line Banking; Review print screens for cleared and un-cashed cheques; Notify team for review and direction; Emails.

Time Summary

D. Wootton, Sr. Vice President	9.90	hours @	$ 695.00	$ 6,880.50
R. Wilford, Manager	14.80	hours @	$ 295.00	$ 4,366.00
P. Kouadio, Sr. Associate	11.40	hours @	$ 250.00	$ 2,850.00
V. Naccarato, Analyst	6.50	hours @	$ 165.00	$ 1,072.50
	42.60			$ 15,169.00
HST (13%)				$ 1,971.97
Total Invoice Due				**$ 17,140.97**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice# LSON-8051

To professional services rendered as Court-Appointed Receiver from February 1, 2022 to February 28, 2022.

Date	Full Name	Time	Detail
February 1, 2022	Dan Wootton	1.80	Correspond with realtor and Pace re: potential deal parameters and mortgage financing. Reporting to Pace re: sale parameters and sale process update.
February 1, 2022	Rosa Wilford	2.00	Review mail/courier; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Notify team; Email. Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Prepare disbursement requisition forms; Notify authorized signing officer for approvals; Post invoice entries; Issue cheques; Emails.
February 1, 2022	Valerie Naccarato	0.40	Deposit at bank.
February 3, 2022	Dan Wootton	0.10	Correspond internally and with Pace re: sale transaction and operations.
February 4, 2022	Dan Wootton	0.50	Update call with Pace re: estimated realizations.
February 4, 2022	Paul Kouadio	0.60	Call and emails with management re: occupancy and boost to improve same; Review letter from ORLB re: conciliation officer.
February 4, 2022	Rosa Wilford	1.00	Review print screens for expecting incoming wire; Prepare receipt requisition form; Post deposit entries; Print slip and stamp date for review and signing by officer; Notify team; Emails. On-line banking; Review estate bank account/print screens; Post EFT entries; and reconcile January statement; Print Summary of Estate Balance Report; Match to reconciliations and initial report; Provide to authorized officer for review and signing.

Date	Full Name	Time	Detail
February 4, 2022	Valerie Naccarato	0.40	Pay invoice at Bank; Scan various deposit and cheque requisition forms to server; file originals.
February 7, 2022	Paul Kouadio	0.40	Call and email with realtor re: documents to provide for data room, rent rolls, ratified CBA, financials and offer from buyer.
February 8, 2022	Rosa Wilford	1.00	Review mail/courier; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Notify team; Email.
February 8, 2022	Valerie Naccarato	0.40	Deposit at bank.
February 9, 2022	Dan Wootton	0.30	Internal planning discussion.
February 9, 2022	Jesse Cooper	3.20	Call to be brought up to speed on file. Update monthly cash flow with January actual numbers. Work on updating income statements for July to December 2021.
February 9, 2022	Paul Kouadio	0.60	Internal correspondence re: cashflow, forecast financials and sale process.
February 10, 2022	Jesse Cooper	0.10	Call re: income statement.
February 10, 2022	Rosa Wilford	0.50	Review internal email instructions from team re Banking; Review payment requests: Review account ledger; Notify signing officers for review, approval and secured signing; Prepare disbursement requisition forms Prepare Bank letter re: wire; Setup accrual payment; Emails.
February 10, 2022	Valerie Naccarato	0.20	Scan various deposit forms to server and file originals.
February 11, 2022	Jesse Cooper	3.00	Internal calls re: income statement. Prepare income statement for each month in 2021.
February 11, 2022	Paul Kouadio	1.60	Correspondence to realtor re: ratified CBA, rent rolls and income statement; Internal correspondence re: income statement; Call and email to management re: rent rolls and monthly operations report; Update costs schedules and draft update to secured creditor re: costs.
February 11, 2022	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of various wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
February 11, 2022	Valerie Naccarato	0.70	File administration.
February 12, 2022	Paul Kouadio	0.40	Review cheque requisitions and email to management re: same; Email to management re: CBA.
February 14, 2022	Paul Kouadio	2.00	Review and finalize summary of costs, retrospective payment for wage increase; Review payroll projection and draft correspondence to secured creditor; Call to realtor re: offer; Internal correspondence re: same.

Date	Full Name	Time	Detail
February 14, 2022	Rosa Wilford	3.00	Review internal email instructions from team re Banking: Review payment requests; Review account ledger; Prepare multiple disbursement requisition forms; Set-up accrual payments; Match to payment schedule; Respond to emails.
February 15, 2022	Dan Wootton	0.70	Update call with realtor. Email correspondence re: potential purchasers.
February 15, 2022	Jesse Cooper	1.00	Internal call re: cheque reconciliation. Prepare reconciliation with invoices to cheques.
February 15, 2022	Paul Kouadio	3.10	Update valuation schedule and internal correspondence re: valuation schedule and summary of costs; Draft correspondence to secured creditor re: wage increase; Prepare and attend to meeting with realtor re: offer from interested buyer; Internal call re: same; Review and finalize unaudited statement of income and send to realtor for data room; Call with management re: cheque req.
February 15, 2022	Rosa Wilford	0.70	Review estate account and print screens; Correspondences to and from Bank on providing details of copies on returned item; Prepare requisition form; Post NSF; Notify team with supporting documentation; Review account estate funds; Notify team for review and directions on payments to hold until further rent cheques received. Emails.
February 16, 2022	Rosa Wilford	2.00	Review internal email instructions from team re Banking / Approval of payments; Post various entries; Issue multiple cheques; Attach to requisition forms for authorized officers review and signing; Email.
February 16, 2022	Valerie Naccarato	0.70	Administration matters.
February 17, 2022	Dan Wootton	0.80	Update call with Pace. Correspond internally and with realtor re: sale process.
February 17, 2022	Valerie Naccarato	0.40	Deposit at bank.
February 18, 2022	Dan Wootton	1.20	Prepare for and attend call with realtor and Pace to discuss sale process. Prepare wage increase update and forward to Pace for information.
February 18, 2022	Paul Kouadio	1.50	Attend to meeting with secured creditor; Attend to CBA matters and internal correspondence re: same.
February 18, 2022	Valerie Naccarato	0.20	Scan various cheque requisition forms and deposit information form to server, file original.
February 22, 2022	Dan Wootton	0.60	Review, respond and provide signed CBA to union.
February 22, 2022	Rosa Wilford	0.20	Follow-up correspondences with team/Applefest on approval / direction on releasing signed cheques; Emails.

Date	Full Name	Time	Detail
February 23, 2022	Paul Kouadio	0.50	Call with realtor re: interested purchaser; Internal call re: retroactive payment and valuation; Correspondence with management re: retroactive payment
February 23, 2022	Rosa Wilford	0.80	Correspondences to and from team re Banking/Payroll/Payments; Review payment requests: Review account ledger; Notify signing officers for review, approval and secured signing; Prepare disbursement requisition form; Prepare Bank letter re wire; Setup accrual payment; Various emails.
February 23, 2022	Valerie Naccarato	0.20	Scan deposit form to server and file original.
February 24, 2022	Rosa Wilford	1.00	Review mail/courier; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Notify team; Emails. Correspondences to and from Bank for authorization of various wire transfer/confirmation; Fax; Email; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
February 24, 2022	Valerie Naccarato	0.40	Deposit at bank.
February 25, 2022	Rosa Wilford	0.60	Review emails from Applefest; Review estate account; Provide copies of payments issued and date mailed; Various correspondences to and from team/Applefest re Rent cheques; Emails.
February 25, 2022	Valerie Naccarato	3.50	Copy all cheques, prepare envelopes, drop off envelopes at Canada Post; Scan all cheque and deposit requisition forms.
February 28, 2022	Dan Wootton	0.30	Follow up with realtor re: feedback from interested parties. Respond to Pace enquiry.

Time Summary

D. Wootton, Sr. Vice President	6.30	hours @	$	695.00	$	4,378.50
R. Wilford, Manager	13.30	hours @	$	295.00	$	3,923.50
P. Kouadio, Manager	10.70	hours @	$	250.00	$	2,675.00
J. Cooper, Sr. Associate	7.30	hours @	$	205.00	$	1,496.50
V. Naccarato, Analyst	7.50	hours @	$	165.00	$	1,237.50
	45.10				$	13,711.00
Less: Courtsey Discount					$	(2,500.00)
					$	11,211.00
HST (13%)					$	1,457.43
Total Invoice Due					**$**	**12,668.43**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice# LSON-8200

To professional services rendered as Court-Appointed Receiver from March 1, 2022 to April 30, 2022.

Date	Full Name	Time	Detail
March 1, 2022	Dan Wootton	0.40	Sale process update correspondence with realtor and Pace.
March 1, 2022	Rosa Wilford	2.50	Review mail/courier; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Notify team. Review internal email instructions from team re Banking / Approval of payments; Post various entries; Issue cheques; Attach to requisition forms for authorized officers review and signing; Emails.
March 1, 2022	Valerie Naccarato	0.40	Deposit at bank.
March 2, 2022	Rosa Wilford	0.50	Review mail; Notify team with supporting documentation for review and direction; Scan; Prepare receipt requisition form with supporting documentation; Post deposit entries, print slip and stamp date for signing; Provide to team for banking; Email.
March 2, 2022	Paul Kouadio	0.90	Prepare for and attend to internal meeting to discuss strategy going forward, operations, valuation and cash flow.
March 2, 2022	Dan Wootton	0.50	Internal correspondence re: operational update, data room materials, and valuation materials.
March 3, 2022	Valerie Naccarato	0.30	Scan various deposit and cheque requisition forms to server and file originals.
March 3, 2022	Jesse Cooper	1.50	Prepare updated cash flow with February actuals.
March 3, 2022	Rosa Wilford	0.50	On-line banking; Review estate bank account/print screens; Post EFT entries; and reconcile February statement; Print Summary of Estate Balance Report; Match to reconciliations and initial report; Provide to authorized officer for review and signing.
March 3, 2022	Paul Kouadio	0.80	Attend to update call with manager re: operations, occupancy, monthly reports; Review documents shared on data room from realtor.

Date	Full Name	Time	Detail
March 4, 2022	Paul Kouadio	0.40	Prepare internal update re: operations and occupancy; Correspondence to management re: data room.
March 7, 2022	Rosa Wilford	1.50	On-line banking; Review estate account and print screens for incoming wire and returns; Correspondences to and from Bank on providing details of copies on returned item; Prepare requisition form for incoming and NSF; Post entries; Notify team with supporting documentation; Emails. Review mail/courier; Notify team; Prepare receipt requisition form with supporting documentation; Post deposit entries, print slip and stamp date for signing; Provide to team for banking; Email.
March 8, 2022	Rosa Wilford	0.50	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Prepare disbursement requisition form; Set-up accrual payment; Prepare bank letter; Notify authorized signing officer for review and approval; Email. Review mail; Notify team with supporting documentation for review and direction. Email.
March 9, 2022	Dan Wootton	0.70	Review of updated data room materials. Internal discussion. Correspond with union counsel.
March 9, 2022	Rosa Wilford	1.00	Review internal email instructions from team re Banking; Review payment request; Review account ledger; Prepare disbursement requisition form; Post invoice entries; Issue cheques; Email. Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation; Emails.
March 9, 2022	Paul Kouadio	0.30	Internal correspondence re: operational and financial update to secured creditor; Correspondence with management re: operational update.
March 10, 2022	Dan Wootton	0.60	Review and send update to Pace. Correspond with counsel re: CBA.
March 10, 2022	Paul Kouadio	2.70	Prepare update to bank re: operations, financial position and sale process; Review operations reports for January and February; Update cash flow forecast; Internal discussion re: same; Various correspondence with management re: operations report and CapEx.
March 11, 2022	Dan Wootton	0.70	Update correspondence with Pace.
March 11, 2022	Paul Kouadio	1.30	Conference call with management and Monarch re: costs of elevator repairs; Review capital improvements breakdown worksheet; Make changes to cashflow projections.

Date	Full Name	Time	Detail
March 15, 2022	Rosa Wilford	0.80	Review internal email instructions from team re Banking; Review payment requests and authorized approvals; Prepare disbursement requisition form; Post invoice entries; Issue cheque; Emails. Review account for cleared and un-cleared items; Notify team for review and directions; Emails.
March 16, 2022	Jesse Cooper	1.00	Prepare reconciliation with invoices to cheques.
March 16, 2022	Paul Kouadio	0.80	Call with realtor re: update to site visits; Correspondence with management re: cheque req and internal correspondence re: same.
March 17, 2022	Rosa Wilford	2.20	Review mail; Notify team with supporting documentation for review and direction; Scan; Prepare receipt requisition form with supporting documentation; Post deposit entries, print slip and stamp date for signing; Provide to team for banking; Emails. Complete HST Returns: Review and print Estate General Ledger Report; re RT0002; Prepare and net-file monthly HST returns for the period from February 1-28, 2022; re RT0001 returns for the periods September 2021, to February 2022; Update excel schedule; Save on server with supporting documentation.
March 17, 2022	Paul Kouadio	1.90	Meeting with realtor re: site visits and sale process; Draft correspondence re: update to bank on site visits; Review Capex, rent rolls and materials for data room.
March 17, 2022	Valerie Naccarato	0.40	Deposit at bank.
March 21, 2022	Rosa Wilford	4.50	Review internal email instructions from team re Banking: Review payment requests; Review account ledger; Prepare multiple disbursement requisition forms; Post entries; Set-up accrual payments; Match to payment schedule; On-line banking; Review and print screens; Prepare partial reconciliation of account; Correspondences with Applefest for review and direction on next batch of rents cheques and payments to hold; Emails.
March 21, 2022	Paul Kouadio	1.50	Meeting with management re: Capex, rent rolls, retrospective payments, operations and elevator issues and staffing; Various correspondence re: same.
March 23, 2022	Rosa Wilford	0.50	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Prepare disbursement requisition form; Prepare Bank letter re wire; Setup accrual payments; Email.
March 23, 2022	Dan Wootton	0.60	Review final CBA and correspond with union.
March 23, 2022	Paul Kouadio	1.20	Meeting with management re: various matters including elevator issues and staffing; Discuss operations and occupancy; Various emails re: same.
March 24, 2022	Jesse Cooper	0.20	Correspondence re tax returns.
March 24, 2022	Valerie Naccarato	1.00	Copy cheques, prepare and stuff envelopes.

Date	Full Name	Time	Detail
March 25, 2022	Paul Kouadio	0.50	Review requests from interested party and respond to realtor; Review offer received and email re: same; Correspond with management re: funds and trust account; Internal correspondence re: same.
March 25, 2022	Rosa Wilford	0.60	On-line banking; Review print screens and prepare partial account reconciliation; Correspondences with Bank to provide support; Notify team on debit memo charge and payments holding, until further information and rent cheques received; Emails.
March 28, 2022	Dan Wootton	0.20	Review of Kassam offer. Internal correspondence.
March 28, 2022	Rosa Wilford	2.00	On-line banking; Review estate account and print screens for incoming wire and returns; Correspondences to and from Bank on providing details of copies on returned item; Prepare requisition form for incoming and NSF; Post entries; Notify team with supporting documentation; Emails. Review mail/courier; Notify team; Prepare various receipt requisition forms with supporting documentation; Post deposit entries, print slip and stamp date for signing; Provide to team for banking; Emails.
March 28, 2022	Valerie Naccarato	3.50	Copy all cheques, prepare envelopes, drop off envelopes at Canada Post; Scan all cheque and deposit requisition forms.
March 28, 2022	Paul Kouadio	0.40	Call with realtor re: offer received; Review same and prepare summary of terms.
March 29, 2022	Rosa Wilford	0.50	Review internal email instructions from team re Banking: Review payment requests; Review account ledger; Prepare disbursement requisition form; Post entries; Issue post-dated cheque; Emails.
March 29, 2022	Paul Kouadio	0.60	Prepare response to interested party's inquiry; Prepare and submit documents to realtor; Mark up offer from interested party and internal correspondence re: same.
March 29, 2022	Dan Wootton	0.80	Prepare and send sale process update to Pace. Internal correspondence.
March 30, 2022	Paul Kouadio	0.30	Internal correspondence re: offer from interested party, amend and submit same to realtor.
March 30, 2022	Valerie Naccarato	0.40	Deposit at bank.
March 31, 2022	Valerie Naccarato	0.20	Scan various deposit requisition forms to server and file originals.
March 31, 2022	Paul Kouadio	0.60	Organize site visit for prospective purchaser; Various correspondence with management and realtor re: same; Update call with management on occupancy and operations.
April 1, 2022	Paul Kouadio	0.50	Review revised offer from interested party and respond to realtor; Emails with management re: RHRA registration.

Date	Full Name	Time	Detail
April 1, 2022	Rosa Wilford	1.00	Review courier; Prepare receipt requisition forms with supporting documentation; Post deposit entries, print slip and stamp date for signing; Provide to team for banking; Notify team; Emails.
April 1, 2022	Valerie Naccarato	0.40	Deposit at bank.
April 4, 2022	Dan Wootton	1.20	Preliminary review of offers, internal discussion and send update to Pace.
April 4, 2022	Paul Kouadio	2.70	Review and summarize offers received from interested parties; Call and correspond with realtor re: financing and other updates to sale process; Prepare draft to secured creditor; Review environmental phase 1 and building condition reports and draft response to secured creditor re: offer terms.
April 5, 2022	Dan Wootton	4.50	Review of offers received and prepare notes. Review and respond to Pace enquiries. Prepare update to Pace on valuation.
April 5, 2022	Jesse Cooper	1.50	Prepare updated cash flow with March actuals.
April 5, 2022	Paul Kouadio	3.20	Various internal meetings re: offers received and update to secured creditor; Prepare draft and summary of the net realization for secured creditor; Correspondence with management re: Responsive; Review cash flow and March operations report and final rent roll.
April 5, 2022	Rosa Wilford	0.50	Review mail; Notify team with supporting documentation for review and direction; Scan; Prepare receipt requisition form with supporting documentation; Post deposit entries, print slip and stamp date for signing; Provide to team for banking; Emails.
April 6, 2022	Rosa Wilford	1.00	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Notify authorized signing officer for review and approval; Prepare disbursement requisition form; Set-up accrual payment; Prepare bank letter; Email. On-line banking; Review estate bank account/print screens; for incoming wires/returned items; Prepare receipt requisition forms; Post deposit entries; Notify team with supporting documentation; Review and respond to correspondences from Applefest team; Emails.
April 7, 2022	Dan Wootton	0.40	Call with Responsive re: Applefest operations. Follow up with Pace.
April 7, 2022	Paul Kouadio	0.40	Attend to call with Responsive re: operations and expenses reductions; Correspondence with realtor re: offers.

Date	Full Name	Time	Detail
April 7, 2022	Rosa Wilford	2.00	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation. Review courier; Prepare receipt requisition forms with supporting documentation; Post deposit entries, print slip and stamp date for signing; Provide to team for banking; Notify team; Emails. On-line banking; Review estate bank account/print screens; Post EFT entries; and reconcile March statement; Print Summary of Estate Balance Report; Match to reconciliations and initial report; Provide to authorized officer for review and signing.
April 7, 2022	Valerie Naccarato	0.40	Deposit at bank.
April 8, 2022	Dan Wootton	0.60	Correspond with Pace, realtor re: extension of offer. Correspond with Applefest re: covid.
April 8, 2022	Paul Kouadio	0.20	Call with management re: grievance and health and safety of residents re: Covid; Internal correspondence re: same.
April 8, 2022	Valerie Naccarato	0.20	Scan deposit and cheque requisition forms to server and file originals.
April 11, 2022	Dan Wootton	0.70	Correspond with realtor re: offer extension. Update to Pace. Review update on outbreak at property.
April 11, 2022	Paul Kouadio	1.40	Various correspondence with management re: health and safety situation and Covid outbreak; Internal correspondence re: same; Meeting with Responsive Management re: staff grievances; Correspond with realtor re: offers.
April 12, 2022	Paul Kouadio	0.20	Correspond with management re: health and safety situation and Covid outbreak; Internal correspondence re: same.
April 12, 2022	Rosa Wilford	3.50	Review internal email instructions from team re Banking/Applefest schedule of payment requests; Review account ledger; Prepare various disbursement requisition forms; Post multiple invoice entries; Respond to email.
April 13, 2022	Paul Kouadio	1.10	Review and approve cheque requests; review monthly disbursements and invoices; Daily update correspondence with management re: health and safety situation and Covid outbreak; Internal correspondence re: same; Meeting with Bass Associates and Responsive Management re: staff grievances.
April 13, 2022	Rosa Wilford	2.50	Prepare and print various cheques; Match to report; Notify team for review and approvals; Emails. Review internal instructions from team; Review reports re outstanding invoices; Prepare list and respond to team for review with supporting documentation and directions; Emails; Respond to call re same.
April 14, 2022	Dan Wootton	0.40	Correspond with realtor and Pace re: review of offers and related extensions.

Date	Full Name	Time	Detail
April 14, 2022	Paul Kouadio	0.20	Daily update correspondence with management re: health and safety situation and Covid outbreak; Internal correspondence re: same.
April 14, 2022	Rosa Wilford	1.50	Review internal instructions from team re Banking; Review account ledger; Review print screens for cleared and un-cashed cheques; Prepare partial reconciliation of account; Correspondences to and from team for review and directions; Emails. Review multiple internal email instructions from team re Banking; Review payment requests; Review account ledger; Prepare disbursement requisition forms; Prepare Bank letter; Notify authorized signing officer for review, approvals and secured signing; Post entries; Issue cheques; Emails; Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation; Emails.
April 18, 2022	Rosa Wilford	0.70	Review internal email instructions from team re Banking; Review payments issued; Prepare stop and void on issued cheques and replace with revised amounts; Notify signing officer for review with supporting documentation and approvals; Prepare disbursement requisition forms; Post entries; Issue cheques; Emails.
April 19, 2022	Rosa Wilford	0.30	Various correspondences to and from team re Banking; Re approvals on mailing of cheques; Re Follow-up on expecting next rent cheques; Emails.
April 20, 2022	Paul Kouadio	1.50	Review and sent monthly rent rolls to realtor; Discuss same with management; Review March operations report and discuss health and safety situation and Covid outbreak with management; Correspond with insurance broker Dobson & Toncic re: insurance renewal.
April 20, 2022	Rosa Wilford	1.20	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Notify authorized signing officer for review and approval; Prepare disbursement requisition form; Set-up accrual payment; Prepare bank letter; Email; On-line banking; Review estate bank account/print screens; for incoming wires/returned items; Prepare receipt requisition forms; Post deposit entries; Notify team with supporting documentation; Review and respond to correspondences from Applefest team; Emails; Deposits at Bank.
April 21, 2022	Rosa Wilford	1.70	Review mail; Prepare various receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Notify team; Emails; Deposits at Bank. Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.

Date	Full Name	Time	Detail
April 22, 2022	Paul Kouadio	0.30	Various correspondence with Bass Associates re: SEIU and retroactive wage payment; Review same.
April 25, 2022	Paul Kouadio	0.40	Call with realtor re: offers and email thereof.
April 27, 2022	Dan Wootton	0.20	Update correspondence with Pace re: review of offers.
April 27, 2022	Paul Kouadio	0.20	Meeting with R Wood at Bass Associates re: SEIU and retroactive wage payments.
April 27, 2022	Rosa Wilford	0.60	Review mail; Prepare receipt requisition form; Post deposit entries; Print slip and stamp date for review and signing by officer; Notify team; Email. On-line banking; Review print screens; Prepare partial reconciliation of account; Release payments holding; Notify team; Emails.
April 28, 2022	Dan Wootton	1.10	Review of offers with Pace. Internal correspondence and update call with realtor re: irrevocable date to respond to offers.
April 28, 2022	Valerie Naccarato	0.30	Scan various cheque requisition forms to server and file originals.
April 29, 2022	Dan Wootton	1.60	Correspond with Pace and Realtor re: purchase price negotiations. Correspond with Responsive re: termination of management agreement. Internal correspondence re: operations, management agreement and offer acceptance. Correspond with union.
April 29, 2022	Paul Kouadio	0.10	Correspond with Bass Associates re: grievance from SEIU.
April 29, 2022	Valerie Naccarato	1.50	Scan deposit and cheque requisition forms to server and file originals.

Time Summary

D. Wootton, Sr. Vice President	15.20	hours @	$	695.00	$	10,564.00
R. Wilford, Manager	34.10	hours @	$	295.00	$	10,059.50
P. Kouadio, Manager	26.60	hours @	$	250.00	$	6,650.00
J. Cooper, Sr. Associate	4.20	hours @	$	205.00	$	861.00
V. Naccarato, Analyst	9.00	hours @	$	165.00	$	1,485.00
	89.10				$	29,619.50
Disbursements:						
Postage					$	19.40
Courier					$	25.64
					$	45.04
Total Time and Disbursements					$	29,664.54
HST (13%)					$	3,856.40
Total Invoice Due					**$**	**33,520.94**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice# LSON-8311

To professional services rendered as Court-Appointed Receiver from May 1, 2022 to June 30, 2022.

Date	Full Name	Time	Detail
May 2, 2022	Dan Wootton	1.80	Review sale agreement, sign and forward to realtor and Pace. Prepare email on next steps to Purchaser (via realtor), as well as to Pace. Prepare internal instructions re: due diligence, operations, report to Court, and future sale transaction schedules.
May 2, 2022	Rosa Wilford	1.00	Review mail; Prepare various receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Notify team; Emails.
May 2, 2022	Valerie Naccarato	0.40	Deposit at bank.
May 3, 2022	Dan Wootton	0.70	Call with Responsive. Review and respond to emails re: operations, funding, and Responsive.
May 3, 2022	Paul Kouadio	1.50	Call and emails to management re: operations, sale agreement and confidentiality, and grievances; Internal correspondence re: report to Court; Prepare plan of report.
May 3, 2022	Rosa Wilford	0.30	Review various correspondences from team re Banking; Review account ledger; Respond to team with supporting documentation; Emails.
May 4, 2022	Dan Wootton	0.30	Correspond with realtor re: status of due diligence materials, and payment of deposit.
May 4, 2022	Rosa Wilford	1.10	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Notify authorized signing officer for review and approval; Prepare Bank letter; Prepare disbursement requisition form; Set-up accrual payments; Emails. On-line banking; Review estate bank account/print screens; Post EFT entries; and reconcile April statement; Print Summary of Estate Balance Report; Match to reconciliations and initial report; Provide to authorized officer for review and signing.
May 4, 2022	Valerie Naccarato	0.20	Scan cheque requisition form to server and file

Date	Full Name	Time	Detail
			original.
May 5, 2022	Dan Wootton	0.80	Correspond with realtor re: Purchaser and Receiver's counsel. Update to counsel and address enquiries re: sale agreement and due diligence.
May 5, 2022	Paul Kouadio	1.10	Call and emails to realtor re: data room, sale agreement and terms thereof; Various correspondence with Aird and Berlis re: same.
May 5, 2022	Rosa Wilford	1.00	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation. Review mai/courier; Prepare receipt requisition form; Post deposit entries; Print slip and stamp date for review and signing by officer; Notify team; Emails.
May 5, 2022	Valerie Naccarato	0.40	Deposit at bank.
May 6, 2022	Dan Wootton	0.30	Correspond with counsel re: draft list of critical dates.
May 6, 2022	Jesse Cooper	1.50	Prepare updated cash flow with April actuals.
May 6, 2022	Paul Kouadio	2.20	Prepare draft report to Court; Correspond with tenant and management re: rent.
May 6, 2022	Valerie Naccarato	0.20	Scan cheque requisition form to server and file original.
May 9, 2022	Dan Wootton	0.80	Internal correspondence and planning re: revised data room schedules, data room access, status of purchaser and due diligence materials.
May 9, 2022	Paul Kouadio	1.30	Correspond with tenant and management re: rent; Review provisions of Residential Tenancies Act dealing with Estate; Discuss due diligence requests with management; Review data room.
May 10, 2022	Dan Wootton	0.90	Correspond with counsel re: sale agreement and closing schedule. Review correspondence from realtor re: closing matters.
May 10, 2022	Paul Kouadio	2.60	Call with Aird and Berlis re: sale agreement and due diligence; Call and email with J Dubelaar re: due diligence documents, data room and sale process; Call and email with realtor re: same; Arrange for PPSA, corporate and land registry searches.
May 10, 2022	Rosa Wilford	0.50	Review internal instructions from team re Banking; Review account ledger; Review print screens for cleared and un-cashed cheques; Prepare partial reconciliation of account; Respond to team for review and directions on replacing cheques not received by vendor; Emails.
May 10, 2022	Sneha Singh	0.75	Pulling corporate record and land title; Telephone discussion with P. Kouadio.
May 11, 2022	Ada Shahini	0.30	Spoke to team re: employee termination calculation; Forwarded documentation to team and

Date	Full Name	Time	Detail
			reviewed common law details online.
May 11, 2022	Paul Kouadio	2.00	Prepare schedules of due diligence materials and various internal correspondence and with management thereof; Review data room for documents.
May 12, 2022	Dan Wootton	0.30	Receipt and review of due diligence material requests.
May 12, 2022	Jesse Cooper	2.50	Prepare reconciliation with invoices to cheques.
May 12, 2022	Paul Kouadio	2.50	Meeting with Aird & Berlis and purchaser's counsel re: due diligence and sale agreement; Internal correspondence re: same; Prepare due diligence materials and correspond with management re: same; Meeting with insurance broker Dobson Toncic re: 2022 employee benefit renewal.
May 13, 2022	Dan Wootton	1.20	Correspond with Pace re: union matters, and sale transaction timeline. Internal correspondence re: sale transaction. Review of grievances and correspond with union, Responsive and management.
May 13, 2022	Paul Kouadio	2.10	Prepare due diligence materials and various correspondence with management thereof; Review disbursements for cheque request list and provide update re: payment; Internal correspondence re: same.
May 13, 2022	Rosa Wilford	4.50	Review internal email instructions from team re Banking/Applefest schedule of payment requests; Review account ledger; Prepare various disbursement requisition forms; Match to payment schedule; Post multiple invoice entries; Prepare partial reconciliation of account; Notify team for review and direction on holding payments due to insufficient funds in estate to complete AFL #38 with supporting documentation and expecting next batch of rent cheques; Emails.
May 13, 2022	Valerie Naccarato	0.20	Scan deposit requisition form to server, file original.
May 16, 2022	Ada Shahini	3.00	Reviewed WEPP workbook details provided, and employee eligibility; Calculated termination pay owed as per the Employment Standards Act and responded to teams' email with calculation details; Call with team and Director re: clarifications on contract clauses for unionized and non-unionized employees; Reviewed contracts and collective agreement and updated termination calculations; Emailed WEPP workbook for review and uploaded documentation on server.
May 16, 2022	Paul Kouadio	1.00	Various correspondence with management re: schedules of due diligence items; Correspond with realtor re: same.
May 16, 2022	Rosa Wilford	2.00	Review approval confirmation and directions received from team; Review Banking; Print cheques; Prepare with supporting documentation for review and signing by authorized officers; Emails.

Date	Full Name	Time	Detail
May 17, 2022	Ada Shahini	0.30	Reviewed employee contract and WEPP calculation and responded to the director's inquiry.
May 17, 2022	Paul Kouadio	6.00	Prepare and finalize schedules of due diligence items including but not limited to lists of equipment, employees, suppliers; Prepare interim statements of operations; Upload documents to data room; Various correspondence with management and realtor thereof.
May 17, 2022	Rosa Wilford	0.50	Review mail; Prepare receipt requisition form; Post deposit entries; Print slip and stamp date for review and signing by officer; Notify team; Email.
May 17, 2022	Valerie Naccarato	0.40	Deposit at bank.
May 18, 2022	Dan Wootton	0.10	Applefest insurance enquiry.
May 18, 2022	Paul Kouadio	3.70	Review and update documents on data room; Correspond with realtor re: same; Update schedules of due diligence items; Upload documents to data room; Various correspondence with management re: operations and suppliers; Emails with Aird & Berlis and realtor re: critical dates; Correspond with Ecclesiastical Insurance and management re: insurance policy and loss payees.
May 18, 2022	Rosa Wilford	0.80	On-line banking; Review print screens for expecting incoming wire; Notify team funds received; Prepare receipt requisition form; Post deposit entries, print slip and stamp date for signing; Email. Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Notify authorized signing officer for review and approval; Prepare Bank letter; Prepare disbursement requisition form; Set-up accrual payments; Emails.
May 18, 2022	Valerie Naccarato	0.20	Scan deposit requisition forms to server and file originals.
May 19, 2022	Dan Wootton	0.30	Internal update call. Union correspondence.
May 19, 2022	Paul Kouadio	3.30	Draft report to Court; Review receivership order and s.246(2) reports.
May 19, 2022	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
May 20, 2022	Paul Kouadio	6.50	Continue drafting report to Court; Review previous correspondence to secured creditor, realtor, management, etc.
May 20, 2022	Rosa Wilford	1.00	Review mail; Prepare receipt requisition form; Post deposit entries; Print slip and stamp date for review and signing by officer; Notify team; Email. Review internal email instructions from team re Banking; Review ledger and confirm invoices paid with supporting documentation and statement showing cleared; Confirm one invoice not paid;

Date	Full Name	Time	Detail
			Respond to enquiries; Follow-up correspondences on payments holding awaiting approvals to release; Emails.
May 20, 2022	Valerie Naccarato	0.40	Deposit at bank.
May 24, 2022	Jesse Cooper	1.00	Prepare updated statement of receipts and disbursements. Update Cash Flow forecast. Work on distribution schedule.
May 24, 2022	Paul Kouadio	5.00	Draft various sections of report to Court; Internal correspondence re: same.
May 25, 2022	Dan Wootton	0.10	Union correspondence.
May 25, 2022	Paul Kouadio	4.00	Continue with draft of sections of report to Court and prepare schedules and appendices; Correspond with management, realtor and insurance providers Ecclesiastical and Manulife re: insurance coverage for purchaser; Correspond with realtor and Aird & Berlis re: due diligence period, RHRA application and extension request.
May 26, 2022	Dan Wootton	1.40	Prepare for and attend call with Union to discuss outstanding grievances. Follow up call with management to discuss resolutions to grievances. Correspond internally and with realtor re: request for an extension.
May 26, 2022	Dan Wootton	0.90	Correspond with management re: grievances. Call with counsel to discuss amendments to sale agreement.
May 26, 2022	Jesse Cooper	0.10	Internal call re corporate tax filing.
May 26, 2022	Paul Kouadio	2.00	Various discussions with realtor and Aird & Berlis re: draft agreement and due diligence, Various discussions with management, Bass Associates and internally re: grievances; Review cash flow schedules.
May 26, 2022	Rosa Wilford	0.60	Follow-up correspondence with Team re expecting next rent cheques; Emails. Review internal instructions from team re Banking: On-line banking; Review print screens for expecting incoming wire; Notify team funds received and for direction on details of funds; Prepare receipt requisition form; Post deposit entries, print slip and stamp date for signing; Emails.
May 26, 2022	Valerie Naccarato	1.00	Scan cheque requisition forms to server and file originals.
May 27, 2022	Belinda Qiu	0.35	Pre-discussion Le re job.
May 27, 2022	Dan Wootton	1.20	Correspond with counsel and realtor re: purchaser terminating sale agreement, second buyer, and next steps. Internal update call.
May 27, 2022	Paul Kouadio	0.40	Various correspondence with Aird & Berlis re: due diligence and agreement; Internal correspondence re: same.
May 30, 2022	Belinda Qiu	1.50	Pre-discussion with Paul, file overview.

Date	Full Name	Time	Detail
May 30, 2022	Dan Wootton	0.40	Correspond with counsel re: call with new buyer. Review and sign release.
May 30, 2022	Paul Kouadio	0.20	Call with tax team re: T2 returns; Emails with management thereof.
May 30, 2022	Rosa Wilford	1.00	Review mail; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Notify team; Emails. Deposits at Bank.
May 31, 2022	Belinda Qiu	2.50	Meeting P. Kouadio, meeting Armando, budgeting, authorization to the folder and authorization with CRA.
May 31, 2022	Dan Wootton	1.50	Call with potential purchaser. Review of draft sale agreement and provide comments to counsel. Review grievance documentation from management and forward to union.
May 31, 2022	Paul Kouadio	0.80	Conference call with interested purchaser, realtor and counsels; Correspond with management re: resident leases and update same to data room; Correspond with tax team re: T2 returns, various emails thereof; Review June prospective rent roll.
May 31, 2022	Rosa Wilford	2.00	Review mail; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Notify team; Scan and save to server; Review invoices holding for payments; Notify team for review and approvals; Prepare disbursement requisition form; Post multiple invoices; Issue cheque; Emails.
June 1, 2022	Belinda Qiu	2.00	Re checking; Update request listing; Multiple phone calls with CRA; Admin re authorization.
June 1, 2022	Dan Wootton	1.40	Call with counsel to review current form of sale agreement. Correspond with union and counsel re: grievances. Internal correspondence re: insurance and estimated realizations. Correspond with tax group re: T2 filings.
June 1, 2022	Paul Kouadio	0.20	Correspond with management and tax team re: T2 returns; Internal correspondence re: company website.
June 1, 2022	Rosa Wilford	1.40	Review mail; Prepare receipt requisition form; Post deposit entries; Print slip and stamp date for review and signing by officer; Notify team; Email. Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Notify signing officer for review and approval; Prepare disbursement requisition form; Prepare Bank letter re wire; Setup accrual payment; Emails. Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
June 1, 2022	Valerie Naccarato	0.40	Deposit at bank.
June 2, 2022	Belinda Qiu	0.75	Submitting authorization through Web; Meeting P.

Date	Full Name	Time	Detail
			Kouadio etc.
June 2, 2022	Dan Wootton	0.70	Review and respond to revised sale agreement. Update with realtor. Internal correspondence re: tax returns.
June 2, 2022	Paul Kouadio	1.30	Various correspondence with accountant, management and tax team re: T2 returns and review loss carry forward; Various correspondence re: draft sale agreement with Aird & Berlis, review same.
June 2, 2022	Valerie Naccarato	0.40	Scan various cheque and deposit requisition forms to server and file originals.
June 3, 2022	Rosa Wilford	0.70	Review mail; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Notify team; Emails. Correspondences with team; On approval to release payments holding; Email.
June 6, 2022	Jesse Cooper	1.50	Prepare updated cash flow with May actuals.
June 6, 2022	Paul Kouadio	0.30	Correspond with management re: operations, occupancy and CapEx; Internal correspondence re: due diligence items.
June 6, 2022	Rosa Wilford	0.60	On-line banking; Review print screens for expecting incoming wire; Notify team funds received; Prepare receipt requisition form; Post deposit entries, print slip and stamp date for signing; Review internal instructions/enquiries from team re Banking; Review account ledger; Respond to team re receipts received and returned; Emails.
June 7, 2022	Jesse Cooper	2.00	Prepare reconciliation with invoices to cheques.
June 7, 2022	Paul Kouadio	1.20	Review monthly cheque req and correspond with team and management thereof; Correspond with realtor re: APS with interested purchaser; Follow up with accountant re: preparation of T2 returns.
June 7, 2022	Rosa Wilford	4.50	Review mail/courier; Notify team; Prepare various receipt requisition forms with supporting documentation; Post deposit entries, print slip and stamp date for signing; Provide to team for banking; Emails. Review internal email instructions from team re Banking/Applefest schedule of payment requests; Review account ledger; Prepare various disbursement requisition forms; Match to payment schedule; Post multiple invoice entries; Prepare partial reconciliation of account; Notify team for review, approval and directions; Emails.
June 7, 2022	Valerie Naccarato	0.40	Deposit at bank.
June 8, 2022	Paul Kouadio	1.80	Prepare and update net realization schedule to secured creditor and internal correspondence thereon; Correspond with management re: invoices and suppliers; Correspond with realtor and Aird & Berlis re: APS with interested buyer; Review renewal of liability coverage from Ecclesiastical Insurance and correspond with broker and management thereon.

Date	Full Name	Time	Detail
June 8, 2022	Rosa Wilford	2.00	Review approval confirmation and directions received from team; Review Banking; Print cheques; Prepare with supporting documentation for review and signing by authorized officers; Emails.
June 9, 2022	Dan Wootton	1.70	Correspond with union and counsel re: grievance scheduling and resolutions. Review and comment on draft APS. Correspond with counsel re: APS terms.
June 9, 2022	Paul Kouadio	1.70	Call and email with accountant re: T2 returns; Various correspondence incl. calls and emails with management, Bass Associates and internally re: resolution of grievances; Review draft APS with interested buyer and various correspondence with Aird & Berlis thereon.
June 9, 2022	Rosa Wilford	0.50	On-line banking; Review estate bank account/print screens; Post EFT entries; and reconcile May statement; Print Summary of Estate Balance Report; Match to reconciliations and initial report; Provide to authorized officer for review and signing.
June 9, 2022	Valerie Naccarato	3.50	Copy all cheques, prepare envelopes, drop off envelopes at Canada Post; Scan all cheque and deposit requisition forms.
June 10, 2022	Dan Wootton	0.50	Correspond with counsel and union re: grievances. Review and sign back authorization. Update to realtor.
June 10, 2022	Paul Kouadio	0.80	Attend to receivership matters incl. review of report to Court, review cash flow and notes to grievances.
June 10, 2022	Valerie Naccarato	0.20	Scan various deposit requisition forms to the server; file originals.
June 13, 2022	Dan Wootton	0.20	Review correspondence from union and work with counsel on response re: grievances.
June 13, 2022	Paul Kouadio	1.20	Call and email to accountant re: preparation of T2 corporate tax returns; Review response from purchaser counsel re: APS and correspondence with Aird & Berlis thereon.
June 14, 2022	Dan Wootton	0.30	Correspond with union re: grievances.
June 14, 2022	Paul Kouadio	0.40	Various emails from Aird & Berlis and purchaser counsel re: APS; Call with realtor re: progress on APS and other matters; Internal correspondence thereon.
June 14, 2022	Rosa Wilford	0.70	Review mail; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Notify team; Emails.
June 14, 2022	Valerie Naccarato	0.40	Deposit at bank.
June 15, 2022	Dan Wootton	1.20	Review MOSs and correspond with counsel and union re: resolving grievances. Correspond with Purchaser re: Court Orders.
June 15, 2022	Dan Wootton	0.40	Correspond with counsel re: APS. Correspond with Purchaser re: financing.

Date	Full Name	Time	Detail
June 15, 2022	Paul Kouadio	1.70	Review contracts and schedule of suppliers and CapEx, monthly rent rolls and operations report, and update data room; Call and emails with management thereon, discuss operations, occupancy and expenses.
June 15, 2022	Rosa Wilford	1.00	Review internal email instructions from Applefest team re Banking; re Payroll; Review account ledger; Prepare disbursement requisition form; Prepare Bank letter; Setup accrual payments; Prepare Bank letter re wire transfer; Notify team for review, approval and secured signing; Emails. Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
June 15, 2022	Valerie Naccarato	0.20	Scan deposit requisition form to server and file original.
June 16, 2022	Paul Kouadio	1.80	Various correspondence with purchaser; Prepare documents required for RHRA application; Call with management thereon and grievances incl. related payments; Emails to management re: same; Review and upload new residents' leases to data room.
June 17, 2022	Dan Wootton	0.30	Update call with Pace. Follow up on APS.
June 17, 2022	Paul Kouadio	2.40	Review trust account ledger; Correspond with realtor re: APS progress; Review and prepare supporting documents for application for RHRA replacement license and correspond with purchaser thereon; Review prospective rent rolls and discuss with management; Update documents to data room.
June 20, 2022	Dan Wootton	0.20	Correspond with counsel re: APS and prepaid expenses. Review, sign and return APS.
June 20, 2022	Paul Kouadio	3.70	Review draft APS and prepare list of prepaid expenses; call to management and correspondence with Aird & Berlis thereon; Review renewal terms of Ecclesiastical insurance policy and correspond with broker thereon; Internal correspondence re: same.
June 21, 2022	Dan Wootton	0.20	Correspond with purchaser and counsel re: deposit.
June 21, 2022	Paul Kouadio	1.70	Review list of critical dates; Various calls and emails with Aird & Berlis re: APS finalization, deposits, list of critical dates; Correspond with realtor and management re: site visit; Various correspondence with management re: operations schedules incl. supporting documentation for RHRA application.
June 22, 2022	Dan Wootton	0.80	Call with counsel and ED re: prep for mediation to resolve union grievance.
June 22, 2022	Paul Kouadio	1.90	Updated list of CapEx; Review list of suppliers and upload onto data room; Finalize list of supporting documents for RHRA application for purchaser and

Date	Full Name	Time	Detail
			correspond with purchaser thereon; Discuss same with management; Prepare cover letter for grievance settlement with Union and internal instructions re: payment.
June 22, 2022	Rosa Wilford	0.30	Review internal email instructions from team re Banking; Review payment request; Review account ledger; Prepare disbursement requisition form; Notify authorized signing officer for approval; Post invoice entries; Issue cheque; Emails.
June 23, 2022	Dan Wootton	0.60	Correspond with counsel during mediation proceedings with respect to negotiations and final settlement.
June 23, 2022	Paul Kouadio	1.80	Review list of inventories and correspond with management re: same; Email and call to accountant re: trial balance, income statements and balance sheets for 2019-2021 and T2 corporate tax returns for 2018-2021; Internal correspondence thereon.
June 23, 2022	Rosa Wilford	2.00	Review internal email instructions from team re Banking; Review account ledger; On-line banking; Review and print reports and statements; Provide to team the monthly EGLR Reports and Bank Statements from July 2021 to January 2022; Scan to server; Respond to phone call re Same; Emails.
June 24, 2022	Paul Kouadio	2.00	Correspond with realtor re: initial deposit and list of critical dates; Discuss operations report with management; Correspond internally and with management re: final settlement of grievances and prepare payment instructions; Review cash account; Update call re: purchaser site visit and correspondence re: same; Correspond with Responsive and purchaser re: assistance.
June 24, 2022	Rosa Wilford	1.00	Review mail; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Notify team; Correspondences with team on providing details on next rent cheques due; Emails. Deposit at Bank.
June 27, 2022	Paul Kouadio	1.70	Call and email with purchaser re: due diligence items, Responsive management agreement, occupancy, financials, MPAC property assessment notice and site visit; Update monthly statement of operations.
June 27, 2022	Rosa Wilford	1.20	Review mail; Prepare receipt requisition forms; Post deposit entries; Print slips and stamp date for review and signing by officer; Notify team; Emails. Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Prepare disbursement requisition forms; Notify authorized signing officer for approvals; Post invoice entries; Issue cheques; Respond to team; Emails.
June 28, 2022	Paul Kouadio	1.50	Organize and attend to conference call with purchaser and Responsive re: management of facilities, RHRA application for replacement license, operations, procedures and assistance

Date	Full Name	Time	Detail
			needed; Discuss T2 corporate tax returns and financials with accountant and emails re: same; Correspond with Monarch re: bills and change of service.
June 28, 2022	Rosa Wilford	0.20	Review mail; Notify team for review and directions; Email.
June 29, 2022	Paul Kouadio	1.80	Review payroll and instruct settlement pay from grievances; Correspond with purchaser re: due diligence items incl. property taxes, review and upload same to data room; Review prospective rent rolls and discuss occupancy with management.
June 29, 2022	Rosa Wilford	3.00	Review mail/courier; Notify team; Prepare various receipt requisition forms with supporting documentation; Post todays deposit entries and post-dated entries, print slip and stamp date for signing; Provide to team for banking; Emails. Deposits at Bank. Review internal email instructions from Applefest team re Banking; re Payroll; Review account ledger; Prepare disbursement requisition form; Prepare Bank letter; Setup accrual payments; Prepare Bank letter re wire transfer; Notify team for review, approval and secured signing; Emails.
June 30, 2022	Paul Kouadio	0.30	Correspondence with management re: round 6 funding from ORCA; Review invoice from mediator re: grievance and instruct payment of same.
June 30, 2022	Rosa Wilford	1.70	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Notify team for review, approval and secured signing; Prepare Bank letter re extra payroll run; Notify authorized signing officers for secured signing; Respond to queries with supporting documentation; Emails. Correspondences to and from Bank for authorization of wire transfers/confirmations; Faxex; Emails; Post disbursement and payment entries; Print and attach transaction reports; Provide team with wire confirmations.
June 30, 2022	Valerie Naccarato	0.30	Scan cheque and deposit requisition forms to server and file originals.

Time Summary

D. Wootton, Sr. Vice President	21.50	hours @	$	695.00	$	14,942.50
B. Qui, Manager	7.10	hours @	$	445.00	$	3,159.50
R. Wilford, Manager	37.60	hours @	$	295.00	$	11,092.00
P. Kouadio, Manager	79.40	hours @	$	250.00	$	19,850.00
J. Cooper, Sr. Associate	8.60	hours @	$	205.00	$	1,763.00
A. Shahani, Sr. Associate	3.60	hours @	$	200.00	$	720.00
S. Singh, Sr. Associate	0.75	hours @	$	190.00	$	142.50
V. Naccarato, Analyst	9.20	hours @	$	165.00	$	1,518.00
	167.75				$	53,187.50
Disbursements:						
Corporate Record and Land Title search					$	18.50
Courier					$	39.03
					$	57.53
Total Time and Disbursements					$	53,245.03
HST (13%)					$	6,921.85
Total Invoice Due					**$**	**60,166.88**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice# LSON-8362

To professional services rendered as Court-Appointed Receiver from July 1, 2022 to July 31, 2022.

Date	Full Name	Time	Detail
July 5, 2022	Paul Kouadio	1.10	Discuss financials with accountant; Review G/L account and payments to Union re: grievances, internal correspondence thereon; Review tenants residency agreements and upload to data room; Review CapEx schedule and correspond with management thereon.
July 5, 2022	Rosa Wilford	0.40	Deposit at Bank.
July 6, 2022	Paul Kouadio	0.30	Organize site visit with management and buyer.
July 6, 2022	Rosa Wilford	1.70	Review mail/courier; Notify team; Prepare various receipt requisition forms with supporting documentation; Post todays deposit entries and post-dated entries, print slip and stamp date for signing; Provide to team for banking; Emails. Deposits at Bank.
July 6, 2022	Valerie Naccarato	0.20	Scan cheque requisition forms to server and file originals.
July 7, 2022	Jesse Cooper	1.50	Prepare updated cash flow with June actuals.
July 7, 2022	Paul Kouadio	2.90	Discuss progress of due diligence and RHRA application with buyer and assist buyer with same; Discuss WSIB alternative and AIG insurance policy with management and buyer; Review fire safety plan and Various emails thereon; Review data room; Review inspection order from Fire department and correspond with management thereon.
July 8, 2022	Dan Wootton	0.10	Correspond with union re: retro pay.
July 8, 2022	Paul Kouadio	1.70	Discuss operations, occupancy, retro-pay and due diligence items with management; Various correspondence thereon.

Date	Full Name	Time	Detail
July 8, 2022	Rosa Wilford	1.30	Correspondences with team on expecting rent cheques; Respond to phone call from team for review of account; re Funds on hand and providing details re next series of urgent payments to issue; Multiple emails. On-line banking; Review estate bank account/print screens; Post EFT entries; and reconcile June statement; Print Summary of Estate Balance Report; Match to reconciliations and initial report; Provide to authorized officer for review and signing.
July 11, 2022	Paul Kouadio	1.60	Prepare s. 246(2); Review monthly disbursements/cheque req and instruct payment.
July 11, 2022	Rosa Wilford	2.00	Review mail/courier; Notify team; Prepare various receipt requisition forms with supporting documentation; Post deposit entries, print slip and stamp date for signing; Emails. Deposits at Bank. On-line banking; Review estate bank account/print screens; Post EFT entries; and reconcile statement; Print Summary of Estate Balance Report; Match to reconciliations and initial report; Provide to authorized officer for review and signing.
July 12, 2022	Jesse Cooper	2.00	Prepare reconciliation with invoices to cheques. Prepare updated income statement as at YTD June 2022.
July 12, 2022	Paul Kouadio	2.50	Call and email with realtor re: due diligence items; Various correspondence with management and internally re: retro-pay.
July 12, 2022	Rosa Wilford	5.50	Review internal email instructions from team re Banking/Applefest schedule of payment requests; Review account ledger; Prepare various disbursement requisition forms; Match to payment schedule; On-line banking; Review print screen for returned items; Notify authorized signing officer for approvals; Post multiple invoice entries; Issue various cheques; Various communications with team; Respond to emails.
July 12, 2022	Valerie Naccarato	0.20	Scan deposit requisition forms to server and file originals; prepare Applefest labels and place on envelopes.
July 13, 2022	Dan Wootton	0.20	Retro pay and related correspondence with union.
July 13, 2022	Paul Kouadio	1.70	Various calls and emails with management and internally re: retro-pay and payroll; Review and approve same; Discuss occupancy with management and July and August rent rolls.

Date	Full Name	Time	Detail
July 13, 2022	Rosa Wilford	2.00	Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Notify team for review, approvals and secured signings; Prepare Bank letters re normal and Retro payroll runs; Notify authorized signing officers for secured signing; Respond to phone call re queries with supporting documentation; Various phone calls/email with team for review on account re payroll due in two weeks; Emails.
July 14, 2022	Dan Wootton	0.20	Union matters.
July 14, 2022	Rosa Wilford	2.50	Correspondences to and from Bank for authorization of wire transfers/confirmations; Faxes; Emails; Post disbursement and payment entries; Print and attach transaction reports; Provide team with wire confirmations; Review correspondences from team re vendor payments; Review account ledger; Prepare list of cheques; Void and setup accrual payments; Review list of expecting rent cheques; Various emails to and from team with supporting documentation/notes.
July 14, 2022	Valerie Naccarato	1.00	Copy all signed cheques, prepare envelopes, and drop off at Canada Post.
July 15, 2022	Valerie Naccarato	1.50	Scan cheque requisition forms to server and file originals.
July 18, 2022	Dan Wootton	0.20	Review and approve of equipment purchase.
July 18, 2022	Rosa Wilford	2.00	Review mail/courier; Notify team; Prepare receipt requisition form with supporting documentation; Post deposit entries, print slip and stamp date for signing; Prepare daily schedule; Respond to emails; Scan and save on server; Notify team; On-line banking; Review print screens for expecting incoming wire; Notify team funds received; Prepare further receipt requisition form; Post deposit entries, print slip and stamp date for signing; Prepare partial reconciliation of account for review on cleared and un-cleared or returned items; Emails. Deposits at Bank.
July 21, 2022	Rosa Wilford	0.20	Scan cheques and signed receipt requisition forms to server and provide to team for filing originals.
July 22, 2022	Rosa Wilford	0.40	Review internal email instructions from team re Banking; Review payment requests; Correspondences with team at Applefest; Provide supporting documentation; Review expecting rent cheques and next payments due; Emails.
July 25, 2022	Dan Wootton	0.20	Review/approval of receipts/disbursements.

Date	Full Name	Time	Detail
July 25, 2022	Rosa Wilford	0.50	Review internal email instructions from team re Banking; Review list of expecting rent cheques; Review account on processing utility bill; Respond to emails with supporting documentation for review and directions.
July 27, 2022	Rosa Wilford	2.40	Correspondences to and from Applefest team; Review account, respond to emails. Review internal email instructions from team re Banking; Review payment requests; Review account ledger; Notify team for review and approvals; Prepare Bank letter re Payroll; Emails. Review mail/courier; Notify team; Prepare receipt requisition form with supporting documentation; Post deposit entries, print slip and stamp date for signing; Prepare daily schedule; Emails. Deposits at Bank.
July 28, 2022	Dan Wootton	1.20	Correspond with Purchaser. Update with counsel.
July 28, 2022	Rosa Wilford	3.00	Review courier; Notify team; Prepare receipt requisition form with supporting documentation for rent cheques post-dated for August 2022; Pre-post deposit entries, print slip and stamp date for signing; Prepare daily schedule; Correspondences to and from team; Review outstanding payments; Prepare disbursement requisition forms; Post multiple entries; Issue cheques; Match to schedule; Prepare mailings; Scan to server; Emails. Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post multiple disbursement and payment entries; Print and attach transaction reports Provide team with wire confirmation; Various emails to and from team with supporting documentation/notes re Sysco, SEIU and Property invoices.
July 29, 2022	Rosa Wilford	0.50	Scan cheques and signed receipt/disbursement requisition forms to server and provide to team for filing originals.

Time Summary

D. Wootton, Sr. Vice President	2.10	hours @	$	695.00	$	1,459.50
R. Wilford, Manager	24.40	hours @	$	295.00	$	7,198.00
P. Kouadio, Manager	11.80	hours @	$	250.00	$	2,950.00
J. Cooper, Sr. Associate	3.50	hours @	$	205.00	$	717.50
V. Naccarato, Analyst	2.90	hours @	$	165.00	$	478.50
	44.70				$	12,803.50
Disbursements:						
Mail					$	38.10
					$	38.10
Total Time and Disbursements					$	12,841.60
HST (13%)					$	1,669.41
Total Invoice Due					**$**	**14,511.01**

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE RECEIVERSHIP OF
692536 ONTARIO LIMITED O/A APPLEFEST

BILL OF COSTS

BN 12738 4717 RT0001
Client #271034
Invoice# LSON-8426

To professional services rendered as Court-Appointed Receiver from August 1, 2022 to August 31, 2022.

Date	Full Name	Time	Detail
August 2, 2022	Dan Wootton	1.40	Correspond with counsel re: request for extension. Review and provide comments on extension agreement.
August 2, 2022	Valerie Naccarato	0.40	Deposit at bank.
August 3, 2022	Dan Wootton	1.00	Correspond with counsel re: extension matters. Review and sign extension.
August 3, 2022	Jesse Cooper	1.50	Prepare updated cash flow with July actuals.
August 5, 2022	Dan Wootton	0.20	Correspond with Applefest and Purchaser.
August 5, 2022	Valerie Naccarato	0.20	Scan deposit and cheque requisition forms to server and file originals.
August 8, 2022	Dan Wootton	0.40	Review RHRA application and respond to purchaser/counsel. Correspond with Gail re: July update report and Work Order.
August 8, 2022	Rosa Wilford	1.00	Review mail/courier; Notify team; Prepare receipt requisition form with supporting documentation; Post deposit entries, print slip and stamp date for signing; Emails.
August 8, 2022	Valerie Naccarato	0.40	Deposit at bank.
August 9, 2022	Dan Wootton	0.90	246 reports. Correspond with Applefest and counsel re: clearing of public health work order.
August 9, 2022	Rosa Wilford	0.30	On-line banking; Review print screens for expecting incoming wire; Notify team funds received; Prepare receipt requisition form; Post deposit entries, print slip and stamp date for signing; Email.

Date	Full Name	Time	Detail
August 10, 2022	Rosa Wilford	0.80	Review multiple internal email instructions from team re Banking; Review payment requests; Review account ledger; Notify team for review and approvals; Prepare Bank letter re Payroll; Respond to Applefest re Retro and details on distribution of payables for funds on hand; Emails.
August 11, 2022	Rosa Wilford	1.00	Review account ledger and on-line Banking; Correspondences to and from Bank on providing details on returned item posted on account; Review deposits received and notify team with supporting documentation; Prepare requisition form for returned item; Post entries; Stamp date for signing; Emails. Correspondences to and from Bank for authorization of wire and eft transfer/confirmation; Fax; Post disbursement entries; Print and attach transaction report; Provide team with wire confirmation; Emails.
August 12, 2022	Paul Kouadio	1.00	Review various correspondence re: receivership, operations and sale process.
August 12, 2022	Rosa Wilford	4.00	Review internal email instructions from team re Banking/Applefest schedule of payment requests; Review account ledger; Prepare various disbursement requisition forms; Match to payment schedule; Notify authorized signing officer for review and approvals; Post multiple invoice entries; Issue various cheques; Emails.
August 12, 2022	Valerie Naccarato	0.30	Scan deposit requisition forms to server and file originals.
August 15, 2022	Dan Wootton	2.30	Review list of assumed contracts, and compare with list of creditors, claims, contracts vs. purchase orders. Discuss with counsel and management. Correspond with purchaser re: contracts and waiver of due diligence.
August 16, 2022	Dan Wootton	1.60	Call with Purchaser re: Assumed Contracts. Correspond with management re: list of assumed contracts and RHRA licensing. Update correspondence with realtor. Prepare notes on Assumed Contracts and discuss with counsel.
August 16, 2022	Valerie Naccarato	0.20	Scan receipt and cheque requisition forms to server and file originals.
August 17, 2022	Dan Wootton	1.40	Update correspondence with Pace. Review and update realization schedule and cash flow. Correspond internally and with Management re: cash flow, September operations, retro pay, and assumed contracts. Correspond with Purchaser re: Assumed Contracts. Correspond with purchaser re: reliance letter.
August 17, 2022	Jesse Cooper	0.20	Discussions re reliance letter. Emails and calls re reliance letter.
August 17, 2022	Rosa Wilford	1.30	Review internal email instructions from team re Banking, payments made to date; Review account ledger; Review reports with team on expecting disbursements and payroll; Correspondences to and from Applefest; Phone calls; Respond to team; Emails.
August 17, 2022	Valerie Naccarato	1.20	Scan cheque and deposit forms to server and file originals.
August 18, 2022	Dan Wootton	1.00	Review cash flow and realization schedule with Paul. Forward update to Pace. Correspond with Purchaser, and internally, re: reliance letter.

Date	Full Name	Time	Detail
August 18, 2022	Jesse Cooper	0.50	Calls and emails re: reliance letter.
August 18, 2022	Paul Kouadio	1.50	Various emails; Review cash position and internal discussion re: same; Internal call re: cash flow and estimated realization; Internal correspondence re: WSP's BCA report and reliance letter.
August 19, 2022	Jesse Cooper	0.80	Calls and emails re: reliance letter.
August 19, 2022	Paul Kouadio	2.90	Assist buyer with due diligence requests incl. upload new residency agreements onto data room; Review and update YTD Monthly Statement of Operations, review rent rolls, discuss with management, and upload same to data room; Correspond with realtor and Aird & Berlis re: waiver of due diligence conditions; Calls and emails with WSP re: reliance letter.
August 19, 2022	Rosa Wilford	0.70	Review various correspondences from Applefest/team; Review account ledger and respond; Phone call with team for review of estate and updates; Emails.
August 22, 2022	Paul Kouadio	0.10	Correspond with management re: operations and repairs, sewer issues.
August 22, 2022	Rosa Wilford	1.50	Review courier; Notify team; Prepare receipt requisition forms with supporting documentation for rent cheques; Post deposit entries, print slip and stamp date for signing; Emails. Deposits at Bank.
August 23, 2022	Dan Wootton	3.30	Correspond with counsel re: payment of second deposit. Confirm Phase 1 conflict waiver. Review and update report to Court.
August 23, 2022	Paul Kouadio	2.70	Correspond with realtor re: sale transaction; Correspond with management re: RHRA application and assumed contract; Internal discussion re: same. Prepare and review R&D; Call and email with WSP re: reliance letter and correspond with buyer thereon.
August 24, 2022	Dan Wootton	0.60	Update report to Court, and forward to counsel for review. Approve of payroll and operating disbursements.
August 24, 2022	Matthew Gibbard	5.10	Creating R&D for June 30, 2022 and August 19, 2022; Updating billing schedule to current date.
August 24, 2022	Paul Kouadio	4.00	Review list of assumed contracts and meeting with buyer and management thereon; Discuss reliance letter and Phase I environmental report with WSP and buyer; Correspond with counsel Aird & Berlis re: statement of adjustments; Internal discussion re: professional fees and R&D.

Date	Full Name	Time	Detail
August 24, 2022	Rosa Wilford	1.50	Review internal email instructions from team re Banking; Review payment requests; Notify authorized signing officer for review and approval; Review account ledger; Prepare disbursement requisition form; Prepare bank letter re transfer; Set-up accrual payment; Emails. On-line banking; Review estate bank account/print screens; Post EFT entries; and reconcile July statement; Print Summary of Estate Balance Report; Match to reconciliations and initial report; Provide to authorized officer for review and signing. Correspondences to and from Bank re wire transfer; Fax; On-line banking review print screens; Prepare disbursement requisition forms; Post Invoice entries; Notify team with wire confirmations; Emails.
August 25, 2022	Paul Kouadio	1.20	Correspond with insurance companies re: liability coverage for buyer; Discuss requirements to RHRA application with buyer and management; Assist buyer with RHRA application.
August 25, 2022	Rosa Wilford	0.50	Review internal email instructions from team re Banking; Review account ledger; Review payment requests: Notify signing officer for review, approval and secured signing; Prepare disbursement requisition form: Prepare Bank letter re Bank draft; Setup accrual payment; Emails.
August 25, 2022	Valerie Naccarato	0.20	Scan deposit requisition form to server and file original.
August 26, 2022	Dan Wootton	0.70	Review and approve of retro-payroll payments. Review status of assumed contracts and provide update to counsel. Internal correspondence re: communications to vendors, staff and residents.
August 26, 2022	Paul Kouadio	0.50	Draft letters to employees and residents; Internal correspondence thereon.
August 26, 2022	Rosa Wilford	0.50	Correspondences to and from Bank for authorization of wire transfer/confirmation; Fax; Emails; Post disbursement and payment entries; Print and attach transaction report; Provide team with wire confirmation.
August 29, 2022	Dan Wootton	5.60	Review and provide comments on draft order and notice of motion. Review comment on draft report, update and finalize draft. Forward draft report to Pace and counsel. Provide update to Pace, Dillane and Union. Correspond internally re: next steps and communications. Review and comment on draft communications to residents and employees. Correspond with management and purchaser re: communications and townhall. Internal planning on assumed contracts, update to counsel.
August 29, 2022	Paul Kouadio	4.00	Amend and review draft letters to residents and staff; Internal meetings re: contracts, draft report, RHRA application; Discuss contracts with management; Several correspondences re: same
August 29, 2022	Rosa Wilford	0.70	Review mail; Notify team; Prepare receipt requisition forms with supporting documentation; Post deposits entries, print slips and stamp date for signing; Provide to team for banking; Emails. Deposit at Bank.

Date	Full Name	Time	Detail
August 30, 2022	Dan Wootton	0.70	Correspond with Pace's counsel re: report to court, and sale transaction. Internal correspondence re: communications.
August 30, 2022	Rosa Wilford	0.30	Review mail received; Scan, save on server and notify team for review and directions; Correspondences with Applefest re Rent cheques; Emails.
August 31, 2022	Paul Kouadio	0.40	Email and call to insurance company re: assistance to buyer in obtaining insurance coverage; Correspondence with WSP re: ESA Phase I work.
August 31, 2022	Rosa Wilford	2.00	Review courier; Notify team; Prepare receipt requisition forms with supporting documentation for August rent cheques; Post deposit entries, print slip and stamp date for signing; Correspondences with team/Applefest; Prepare daily schedule; Emails. Deposits at Bank.

Time Summary

D. Wootton, Sr. Vice President	21.10	hours @	$	695.00	$	14,664.50
R. Wilford, Manager	16.10	hours @	$	295.00	$	4,749.50
P. Kouadio, Manager	18.30	hours @	$	250.00	$	4,575.00
J. Cooper, Sr. Associate	3.00	hours @	$	205.00	$	615.00
M. Gibbard, Associate	5.10	hours @	$	205.00	$	1,045.50
V. Naccarato, Analyst	2.80	hours @	$	165.00	$	462.00
	66.40				$	26,111.50
Disbursements:						
Mail and Courier Charges					$	68.01
					$	68.01
Total Time and Disbursements					$	26,179.51
HST (13%)					$	3,403.34
Total Invoice Due					**$**	**29,582.85**

Type text here

Exhibit "**B**" to the Affidavit of Daniel Wootton,

sworn before me this 2nd day of September 2022

Commissioner for Taking Affidavits, etc.

Robert Allan Stelzer, a Commissioner,
etc., Province of Ontario, for
Grant Thornton Limited.
Expires December 2, 2023.

692536 ONTARIO LIMITED O/A APPLEFEST LODGE RETIREMENT RESIDENCE

Summary of Billings

October 4, 2019 to August 31, 2022

Date	Hours	Fees	Disbursements	Subtotal	HST (13%)	Total
Ascend License fee			$ 275.00	$ 275.00	$ 35.75	$ 310.75
Oct 4, 2019 - Dec 31, 2019	153.55	$ 57,308.00	$ 214.68	$ 57,522.68	$ 7,477.95	$ 65,000.63
Jan 1, 2020 - Jan 31, 2020	52.30	$ 19,916.00	$ -	$ 19,916.00	$ 2,589.08	$ 22,505.08
Feb 1, 2020 - Feb 29, 2020	37.50	$ 11,725.50	$ 178.56	$ 11,904.06	$ 1,547.53	$ 13,451.59
Mar 1, 2020 - Mar 31, 2020	68.60	$ 26,180.50	$ 23.10	$ 26,203.60	$ 3,406.47	$ 29,610.07
Apr 1, 2020 - Apr 30, 2020	55.10	$ 18,829.50	$ -	$ 18,829.50	$ 2,447.84	$ 21,277.34
May 1, 2020 - May 31, 2020	49.20	$ 12,690.50	$ -	$ 12,690.50	$ 1,649.77	$ 14,340.27
Jun 1, 2020 - Jun 30, 2020	66.90	$ 14,354.00	$ -	$ 14,354.00	$ 1,866.02	$ 16,220.02
Jul 1, 2020 - Jul 31, 2020	55.20	$ 12,926.50	$ -	$ 12,926.50	$ 1,680.45	$ 14,606.95
Aug 1, 2020 - Aug 31, 2020	56.90	$ 14,002.50	$ -	$ 14,002.50	$ 1,820.33	$ 15,822.83
Sep 1, 2020 - Sep 30, 2020	35.80	$ 9,363.50	$ -	$ 9,363.50	$ 1,217.26	$ 10,580.76
Oct 1, 2020 - Oct 31, 2020	37.80	$ 9,623.00	$ -	$ 9,623.00	$ 1,250.99	$ 10,873.99
Nov 1, 2020 - Nov 30, 2020	33.70	$ 8,061.00	$ -	$ 8,061.00	$ 1,047.93	$ 9,108.93
Dec 1, 2020 - Dec 31, 2020	30.70	$ 7,225.50	$ -	$ 7,225.50	$ 939.32	$ 8,164.82
Jan 1, 2021 - Jan 31, 2021	22.90	$ 5,751.00	$ -	$ 5,751.00	$ 747.63	$ 6,498.63
Feb 1, 2021 - Feb 28, 2021	48.10	$ 11,038.00	$ -	$ 11,038.00	$ 1,434.94	$ 12,472.94
Mar 1, 2021 - Mar 31, 2021	43.30	$ 11,084.00	$ -	$ 11,084.00	$ 1,440.92	$ 12,524.92
Apr 1, 2021 - May 31, 2021	84.90	$ 20,820.00	$ -	$ 20,820.00	$ 2,706.60	$ 23,526.60
Jun 1, 2021 - Jun 30, 2021	53.90	$ 10,943.00	$ 18.63	$ 10,961.63	$ 1,750.01	$ 12,711.64
Jul 1, 2021 - Jul 31, 2021	29.40	$ 7,240.00	$ 87.71	$ 7,327.71	$ 952.60	$ 8,280.31
Aug 1, 2021 - Aug 31, 2021	35.00	$ 9,594.00	$ -	$ 9,594.00	$ 1,247.22	$ 10,841.22
Sep 1, 2021 - Sep 30, 2021	39.20	$ 10,442.00	$ -	$ 10,442.00	$ 1,357.46	$ 11,799.46
Oct 1, 2021 - Oct 31, 2021	40.10	$ 11,146.00	$ -	$ 11,146.00	$ 1,448.98	$ 12,594.98
Nov 1, 2021 - Nov 30, 2021	31.80	$ 8,835.00	$ 31.88	$ 8,866.88	$ 1,152.69	$ 10,019.57
Dec 1, 2021 - Dec 31, 2021	40.40	$ 12,316.70	$ -	$ 12,316.70	$ 1,601.17	$ 13,917.87
Jan 1, 2022 - Jan 31, 2022	42.60	$ 15,169.00	$ -	$ 15,169.00	$ 1,971.97	$ 17,140.97
Feb 1, 2022 - Feb 28, 2022	45.10	$ 11,211.00	$ -	$ 11,211.00	$ 1,457.43	$ 12,668.43
Mar 1, 2022 - Apr 30, 2022	89.10	$ 29,619.50	$ 45.04	$ 29,664.54	$ 3,856.40	$ 33,520.94
May 1, 2022 - June 30, 2022	167.75	$ 53,187.50	$ 57.53	$ 53,245.03	$ 6,921.85	$ 60,166.88
July 1, 2022 - July 30, 2022	44.70	$ 12,803.50	$ 38.10	$ 12,841.60	$ 1,669.41	$ 14,511.01
Aug 1, 2022 - Aug 31, 2022	66.40	$ 26,111.50	$ 68.01	$ 26,179.51	$ 3,403.34	$ 29,582.85
Subtotal	**1,657.90**	**$ 489,517.70**	**$ 1,038.24**	**$ 490,555.94**	**$ 64,097.28**	**$ 554,653.22**

Average Hourly Rate **295.26**

PACE SAVINGS & CREDIT UNION LIMITED -and- **692536 ONTARIO LIMITED**

Applicant Respondent

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at **Toronto**

AFFIDAVIT OF DANIEL WOOTTON

Aird & Berlis LLP
Barristers and Solicitors
Brookfield Place, 181 Bay Street,
Suite 1800
Toronto, ON M5J 2T9

Sanjeev P.R. Mitra (LSO # 37934U)
Tel: (416) 865-3085
Fax: (416) 863-1515
Email: smitra@airdberlis.com

Jeremy Nemers (LSO # 66410Q)
Tel: (416) 865-7724
Fax: (416) 863-1515
Email: jnemers@airdberlis.com

Jacob Dubelaar (LSO # 61472J)
Tel: (647) 426-2843
Fax: (416) 863-1515
Email: jdubelaar@airdberlis.com

Lawyers for the Receiver, Grant Thornton Limited

APPENDIX “E”

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

BETWEEN:

PACE SAVINGS & CREDIT UNION LIMITED

Applicant

and

692536 ONTARIO LIMITED

Respondent

AFFIDAVIT OF JACOB DUBELAAR
(sworn September 1, 2022)

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

1. I am a partner at Aird & Berlis LLP and, as such, I have knowledge of the matters to which I hereinafter depose. Aird & Berlis LLP is acting as counsel for Grant Thornton Limited ("**GTL**"), in its capacity as Court-appointed Receiver (in such capacity, the "**Receiver**") without security, of all the assets, undertakings and properties of 692536 Ontario Limited o/a Applefest Lodge Retirement Home ("**Applefest**") acquired for, or used in relation to a business carried on by Applefest.

2. Aird & Berlis LLP has prepared statements of account in connection with its mandate as counsel to the Receiver, detailing its services rendered and disbursements incurred, namely:

   (a) an account dated October 31, 2019 in the amount of $7,465.43 in respect of the period from September 17, 2019 to September 30, 2019;

(b) an account dated November 29, 2019 in the amount of $5,525.53 in respect of the period from October 1, 2019 to October 31, 2019;

(c) an account dated February 28, 2020 in the amount of $9,135.89 in respect of the period from October 3, 2019 to January 31, 2020;

(d) an account dated April 20, 2020 in the amount of $7,408.00 in respect of the period from March 11, 2020 to March 31, 2020;

(e) an account dated May 29, 2020 in the amount of $7,788.53 in respect of the period from April 1, 2020 to April 30, 2020;

(f) an account dated June 30, 2020 in the amount of $889.88 in respect of the period from May 1, 2020 to May 31, 2020;

(g) an account dated September 16, 2020 in the amount of $1,720.43 in respect of the period from June 4, 2020 to August 31, 2020;

(h) an account dated February 18, 2021 in the amount of $480.25 in respect of the period from September 2, 2020 to January 31, 2021;

(i) an account dated July 30, 2021 in the amount of $1,099.49 in respect of the period from April 15, 2021 to June 30, 2021;

(j) an account dated June 16, 2022 in the amount of $19,776.42 in respect of the period from May 4, 2022 to May 31, 2022;

(k) an account dated July 21, 2022 in the amount of $11,580.23 in respect of the period from June 1, 2022 to July 21, 2022; and

(l) an account dated August 31, 2022 in the amount of $19,687.41 in respect of the period from July 11, 2022 to August 31, 2022,

(the "**Statements of Account**"). Attached hereto and marked as **Exhibit "A"** to this Affidavit are copies of the Statements of Account. The average hourly rate of Aird & Berlis LLP is $602.37.

3. Attached hereto and marked as **Exhibit "B"** to this Affidavit is a chart detailing the lawyers, law clerks and articling students who have worked on this matter.

4. This Affidavit is made in support of a motion to, *inter alia,* approve the attached accounts of Aird & Berlis LLP and the fees and disbursements detailed therein, and for no improper purpose whatsoever.

SWORN before me by video conference at the City of Toronto, in the Province of Ontario, this 1st day of September, 2022, in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely A commissioner, etc.	**JACOB DUBELAAR**

Karlie Dawn Nordstrom, a
Commissioner, etc., Province of Ontario,
while a Student-at-Law.
Expires October 10, 2024.

Attached is Exhibit "A"

Referred to in the

AFFIDAVIT OF JACOB DUBELAAR

Sworn before me

this 1st day of September, 2022

Commissioner for taking Affidavits, etc

Karlie Dawn Nordstrom, a
Commissioner, etc., Province of Ontario,
while a Student-at-Law.
Expires October 10, 2024.

IN ACCOUNT WITH:

AIRD BERLIS

Brookfield Place, 181 Bay Street, Suite 1800
Toronto, Ontario, Canada M5J 2T9
T 416.863.1500 **F** 416.863.1515
airdberlis.com

Grant Thornton Limited
11th Floor, 200 King St. West, Box 11
Toronto, ON
M5H 3T4

Attention: Mr. Daniel Wootton

Account No.: 648063

PLEASE WRITE ACCOUNT NUMBERS ON THE BACK OF ALL CHEQUES

File No.: 25227/152959

October 31, 2019

Re: 692536 Ontario Limited o/a Applefest Lodge Retirement Home

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended September 30, 2019

LAWYER	DATE	TIME	VALUE	DESCRIPTION
KAE	17/09/19	1.00	$495.00	Instructions from S Mitra; Review draft materials re receivership; Consider issues for receiver in a filing
DM	17/09/19	0.30	$88.50	Email - email exchange with client and T. Hogan and arrange for conference call
DM	17/09/19	0.50	$147.50	Review - review materials from client re background
SPM	17/09/19	0.30	$195.00	Email exchange with client and T. Hogan and arrange for conference call
SPM	17/09/19	0.50	$325.00	Review materials for client re background
CEC	18/09/19	0.30	$90.00	Search of title of 120 Elizabeth Street, Brighton including review of title, request and review of judgement registered on title and draft of summary of parcel register to S. Morris
KAE	18/09/19	0.20	$99.00	Call with S Mitra re mandate; call with professionals re status and timing for an application; review materials; coordinate security review.
DM	18/09/19	0.80	$236.00	Attend call with client and Pace; Email exchange with client re engagement letter

LAWYER	DATE	TIME	VALUE	DESCRIPTION
DM	18/09/19	0.40	$118.00	Telephone call - telephone call R. Danten and arrange for opinion on security
SPM	18/09/19	0.80	$520.00	Attend call with client and Pace; Email exchange with client re engagement letter
SPM	18/09/19	0.40	$260.00	Telephone call R. Danten and arrange for opinion on security
SRM	18/09/19	0.50	$185.00	Review of security; Order, review, and report on same;
KAE	19/09/19	0.80	$396.00	Review security review from S John; Correspondence with S Morris re same.
SLJ	19/09/19	1.50	$525.00	Draft security opinion.
SRM	19/09/19	0.30	$111.00	Review certified PPSA search and report on same; Review emails re restrictive covenants; Discussion re conveyance of title.
KAE	20/09/19	0.30	$148.50	Finalize and send security review to Grant Thornton
RTH	20/09/19	0.30	$217.50	Subsearch; Review restriction; Email to K. Esaw
SPM	20/09/19	0.80	$520.00	Review and finalize draft security review and arrange for review and release;
KAE	23/09/19	0.80	$396.00	Review and comment on proposed receiver's report; call with R Stezler re service of materials; correspondence with S Mitra re report;
SPM	23/09/19	0.50	$325.00	Attend to provide comments on draft order; Email exchange with client re draft engagement letter
KAE	24/09/19	1.00	$495.00	[A104] Review/Analyze Review application materials; discussion with S Mitra; email to R Stezler re service of report; finalize and serve report; instructions re serving report
SPM	24/09/19	0.20	$130.00	Arrange for service of report
SPM	26/09/19	0.20	$130.00	Review email exchange between Pace and T. Hogan

LAWYER	DATE	TIME	VALUE	DESCRIPTION
PLW	26/09/19	0.60	$114.00	Filed Proposed Report for October 4, 2019 motion
TOTAL:		13.30	$6,267.00	

OUR FEE	$6,267.00
HST at 13%	$814.71

DISBURSEMENTS

COST INCURRED ON YOUR BEHALF AS AN AGENT

Search Under P.P.S.A.		$16.00

Subject to HST

Photocopies/Scanning	$65.00	
Service Provider Fee	$9.00	
Corporate Search	$49.00	
Teraview Search	$44.45	
Deliveries	$52.97	
ACL - Litigation	$100.00	
Binding and Tabs	$5.00	
Total Disbursements		$325.42
HST at 13%		$42.30
AMOUNT NOW DUE		**$7,465.43**

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP

Sanjeev P. Mitra

E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.5% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the account number as reference.
37530107.1

IN ACCOUNT WITH:

AIRD BERLIS

Brookfield Place, 181 Bay Street, Suite 1800
Toronto, Ontario, Canada M5J 2T9
T 416.863.1500 **F** 416.863.1515
airdberlis.com

Grant Thornton Limited
11th Floor, 200 King St. West, Box 11
Toronto, ON
M5H 3T4

Attention: Mr. Daniel Wootton

Account No.: 650964

PLEASE WRITE ACCOUNT NUMBERS ON THE BACK OF ALL CHEQUES

File No.: 25227/152959

November 29, 2019

Re: 692536 Ontario Limited o/a Applefest Lodge Retirement Home

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended October 31, 2019

LAWYER	DATE	TIME	VALUE	DESCRIPTION
KAE	01/10/19	1.40	$693.00	Review and revise management agreement; Telephone all with R Stelzer re management agreement.
SPM	03/10/19	0.20	$130.00	Review - review email from T. Hogan re draft order and email K. Esaw
KAE	04/10/19	3.80	$1,881.00	Attend application hearing re appointment of receiver; Negotiations with union counsel re terms of endorsement.
SPM	04/10/19	0.20	$130.00	Email exchange with K. Esaw
SPM	04/10/19	0.40	$260.00	Telephone call - telephone call and email exchange with K. Esaw re strategy with Union
KAE	20/10/19	1.50	$742.50	Review RTA, RHA and residency agreement for provisions re monthly costs; Draft and email analysis re monthly cost to R Stelzer.
KAE	28/10/19	1.10	$544.50	[A111] Other Review correspondence from R Stelzer; discussion with S Mitra; call with R Stelzer and S Mitra
SPM	28/10/19	0.50	$325.00	Review email from client and B. Dillare and telephone call client
SPM	30/10/19	0.20	$130.00	Email exchange with client
TOTAL:		9.30	$4,836.00	

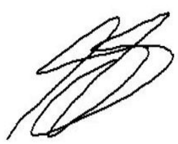
OUR FEE $4,836.00
HST at 13% $628.68

DISBURSEMENTS

Subject to HST

	Photocopies/Scanning	$45.00	
	Taxi	$8.85	
	Total Disbursements		$53.85
	HST at 13%		$7.00
AMOUNT NOW DUE			**$5,525.53**

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP



Sanjeev P. Mitra

E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the account number as reference.

38034564.1

IN ACCOUNT WITH:

AIRD BERLIS

Brookfield Place, 181 Bay Street, Suite 1800
Toronto, Ontario, Canada M5J 2T9
T 416.863.1500 **F** 416.863.1515
airdberlis.com

Grant Thornton Limited
11th Floor, 200 King St. West, Box 11
Toronto, ON
M5H 3T4

Attention: Mr. Daniel Wootton

Account No.: 661195

PLEASE WRITE ACCOUNT NUMBERS ON THE BACK OF ALL CHEQUES

File No.: 25227/152959

February 28, 2020

Re: 692536 Ontario Limited o/a Applefest Lodge Retirement Home

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended January 31, 2020

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SLJ	03/10/19	0.50	$175.00	Draft termination letter.
SPM	26/11/19	0.40	$260.00	Telephone call - telephone call R. Stelzer re strategy on revised revenue
KAE	12/12/19	0.50	$247.50	Review and comment on sale term sheet; correspondence re same
SPM	13/12/19	0.50	$325.00	Review listing agreements and provide comments
KAE	07/01/20	0.70	$374.50	Correspondence with client; instructions to S John; review APA issues
SLJ	07/01/20	0.50	$185.00	Discussion with K. Esaw re purchase agreement
SPM	07/01/20	0.40	$270.00	Attend to provide updates on draft APA
SLJ	08/01/20	0.50	$185.00	Draft agreement of purchase and sale
SLJ	09/01/20	3.00	$1,110.00	Draft agreement of purchase and sale
KAE	10/01/20	0.80	$428.00	Review and comment on APA; discussion with S John
SLJ	10/01/20	1.00	$370.00	Revise purchase agreement
SPM	12/01/20	1.00	$675.00	Review and provide comments on draft APA

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SLJ	13/01/20	0.40	$148.00	Various emails re APA; Review comments re same
SLJ	14/01/20	3.20	$1,184.00	Draft approval and vesting order; Revise APA; Discussion internally re same; Various emails re same
KAE	15/01/20	0.30	$160.50	Finalize APA
KAE	16/01/20	0.60	$321.00	Call with client re APA
RTH	16/01/20	0.60	$435.00	Review and revise AVO; Review APS
KAE	17/01/20	2.00	$1,070.00	Finalize APA; correspondence with client
TOTAL:		16.90	$7,923.50	

OUR FEE	$7,923.50
HST at 13%	$1,030.06

DISBURSEMENTS

Subject to HST

Subsearch-Conveyancer	$85.00	
Photocopies/Scanning	$22.75	
Teraview Search	$53.60	
Total Disbursements		$161.35
HST at 13%		$20.98

AMOUNT NOW DUE	**$9,135.89**

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP

Sanjeev P. Mitra

E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT
IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.
GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the account number as reference.

IN ACCOUNT WITH:

AIRD BERLIS

Brookfield Place, 181 Bay Street, Suite 1800
Toronto, Ontario, Canada M5J 2T9
T 416.863.1500 **F** 416.863.1515
airdberlis.com

Grant Thornton Limited
11th Floor, 200 King St. West, Box 11
Toronto, ON
M5H 3T4

Attention: Mr. Daniel Wootton

Account No.: 667861

PLEASE WRITE ACCOUNT NUMBERS ON THE BACK OF ALL CHEQUES

File No.: 25227/152959

April 20, 2020

Re: 692536 Ontario Limited o/a Applefest Lodge Retirement Home

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended March 31, 2020.

LAWYER	DATE	TIME	VALUE	DESCRIPTION
RTH	11/03/20	0.90	$652.50	Conference call with client, S. Mitra
SPM	11/03/20	1.70	$1,147.50	[A106] Communicate/With Client - review offers and provide comments on draft sale agreements .
SPM	11/03/20	0.20	$135.00	Email exchange with R. Hooke
KAE	19/03/20	2.30	$1,230.50	Review and revise APA; correspondence re same
RTH	19/03/20	0.70	$507.50	Review and mark up APS; Email to K. Esaw, S. Mitra
KAE	20/03/20	0.60	$321.00	Turn comments on APA; correspondence with client re APA
RTH	20/03/20	0.20	$145.00	Email from K. Esaw; Review agreement; Email to client
SPM	20/03/20	1.50	$1,012.50	Telephone call R. Stelzer and revise draft counteroffer; Email exchange with client
SPM	26/03/20	0.20	$135.00	Email exchange with client
RTH	30/03/20	0.10	$72.50	Emails from S. Mitra
SPM	30/03/20	0.20	$135.00	Email exchange with counsel for proposed purchaser and client to schedule call

LAWYER	DATE	TIME	VALUE	DESCRIPTION
RTH	31/03/20	0.50	$362.50	Conference call with S. Mitra, potential purchaser's counsel
SPM	31/03/20	0.80	$540.00	Telephone call counsel for proposed purchaser and report to client
SPM	31/03/20	0.20	$135.00	Email exchange with client to schedule call
TOTAL:		10.10	$6,531.50	

OUR FEE	$6,531.50
HST at 13%	$849.10
DISBURSEMENTS	
Subject to HST	
Photocopies	$24.25
HST at 13%	$3.15
AMOUNT NOW DUE	**$7,408.00**

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP

Sanjeev P. Mitra

E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the account number as reference.

IN ACCOUNT WITH:

AIRD BERLIS

Brookfield Place, 181 Bay Street, Suite 1800
Toronto, Ontario, Canada M5J 2T9
T 416.863.1500 **F** 416.863.1515
airdberlis.com

Grant Thornton Limited
11th Floor, 200 King St. West, Box 11
Toronto, ON
M5H 3T4

Attention: Mr. Daniel Wootton

Account No.: 670228

PLEASE WRITE ACCOUNT NUMBERS ON THE BACK OF ALL CHEQUES

File No.: 25227/152959

May 29, 2020

Re: 692536 Ontario Limited o/a Applefest Lodge Retirement Home

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended April 30, 2020

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SPM	01/04/20	0.60	$405.00	Telephone call with broker and client re Artisan transaction and arrange for revisions to draft APA
RTH	03/04/20	0.80	$580.00	Telephone call from client; Telephone call to purchaser's counsel
RTH	07/04/20	0.20	$145.00	Telephone call to client; Email from R. Stelzer; Telephone call to purchaser's counsel
RTH	08/04/20	0.30	$217.50	Email from counsel, S. Mitra; Review agreement; Email to client
SPM	08/04/20	0.30	$202.50	Email exchange with client and counsel for proposed purchaser re revised agreement
RTH	09/04/20	1.20	$870.00	Telephone call to client; Telephone call to purchaser's counsel; Review and revise APS; Email from R. Seltzer
SPM	09/04/20	0.20	$135.00	Email exchange with client
RTH	13/04/20	0.20	$145.00	Email from client; Emails to purchaser's counsel
RTH	14/04/20	0.70	$507.50	Telephone call to purchaser's counsel; Telephone call to client; Revise agreement; Email to purchaser's counsel

LAWYER	DATE	TIME	VALUE	DESCRIPTION
RTH	20/04/20	0.40	$290.00	Review off title list; Emails to client; Email from R. Seltzer; Email to Eli
RTH	21/04/20	0.60	$435.00	Email from client; Email to Eli; Telephone call to Eli; Telephone call to client re APS
RTH	22/04/20	0.50	$362.50	Email from E. Kitner; Review and revise APS; Email to client; Revise agreement; Email to client
RTH	23/04/20	0.40	$290.00	Email form R. Stelzer; Email to Eli; Telephone call to Eli re status
SPM	23/04/20	0.40	$270.00	Review revised agreement and provide input on employment section
RTH	24/04/20	0.60	$435.00	Email from client; Telephone call to Eli; Telephone call to client; Revise agreement
LL	24/04/20	0.30	$210.00	Review of email from R. Hooke; Response regarding union bargaining rights
SPM	24/04/20	0.20	$135.00	Attend to provide comments on employment provisions
RTH	27/04/20	0.40	$290.00	Email from client; Email to S. Mitra; Email from L. Lisi re employee sections; Review and revise agreement
LL	27/04/20	0.50	$350.00	Review of amendments to agreement; Email exchange with R. Hooke and S. Mitra
SPM	29/04/20	0.70	$472.50	Review revised agreement and email exchange with client; Telephone call E. Kutner and report to client on negotiation
RTH	30/04/20	0.20	$145.00	Email from Eli Kutner; Email to Rob Stelzer; Email to Eli Kutner
TOTAL:		9.70	$6,892.50	

OUR FEE	$6,892.50
HST at 13%	$896.03
AMOUNT NOW DUE	**$7,788.53**

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP

Sanjeev P. Mitra

E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the account number as reference.

39929220.1

IN ACCOUNT WITH:

AIRD BERLIS

Brookfield Place, 181 Bay Street, Suite 1800
Toronto, Ontario, Canada M5J 2T9
T 416.863.1500 **F** 416.863.1515
airdberlis.com

Grant Thornton Limited
11th Floor, 200 King St. West, Box 11
Toronto, ON
M5H 3T4

Attention: Mr. Daniel Wootton

Account No.: 673797

PLEASE WRITE ACCOUNT NUMBERS
ON THE BACK OF ALL CHEQUES

File No.: 25227/152959

June 30, 2020

Re: 692536 Ontario Limited o/a Applefest Lodge Retirement Home

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended May 31, 2020

LAWYER	DATE	TIME	VALUE	DESCRIPTION
RTH	01/05/20	0.50	$362.50	Prepare execution copies; Email to E. Kutner; Email from R. Stelzer; Email from S. Mitra; Email to R. Stelzer
SPM	01/05/20	0.20	$135.00	Email exchange with client re final offer
RTH	11/05/20	0.20	$145.00	Email from Eli; Email to client; Email to Eli re authorization
RTH	12/05/20	0.20	$145.00	Email from Eli; Email to client; Email from client re deposit
TOTAL:		1.10	$787.50	

OUR FEE	$787.50
HST at 13%	$102.38
AMOUNT NOW DUE	**$889.88**

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP

Sanjeev P. Mitra

E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

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40375822.1

IN ACCOUNT WITH:

AIRD BERLIS

Brookfield Place, 181 Bay Street, Suite 1800
Toronto, Ontario, Canada M5J 2T9
T 416.863.1500 **F** 416.863.1515
airdberlis.com

Grant Thornton Limited
11th Floor, 200 King St. West, Box 11
Toronto, ON
M5H 3T4

Attention: Mr. Daniel Wootton

Invoice No.: 681818

PLEASE WRITE INVOICE NUMBERS
ON THE BACK OF ALL CHEQUES
File No.: 25227/152959
Client No.: 25227
Matter No.:152959

September 16, 2020

Re: 692536 Ontario Limited o/a Applefest Lodge Retirement Home

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended August 31, 2020.

LAWYER	DATE	TIME	VALUE	DESCRIPTION
RTH	04/06/20	0.30	$217.50	Telephone call from E. Kutner; Email from E. Kutner re waiver
RTH	05/06/20	0.30	$217.50	Emails from Eli; Email to client; Email to Eli
RTH	08/06/20	0.20	$145.00	Emails from client, S. Mitra
RTH	22/07/20	0.20	$145.00	Email from E. Kitchen; Email to client
RTH	23/07/20	0.40	$290.00	Review amending agreement; Email to client; Email from client; Email to purchaser's counsel; Email from purchaser's counsel
RTH	07/08/20	0.50	$362.50	Telephone call from client re extension; Email to client; Email to purchaser's counsel; Email from purchaser's counsel; Email to client
RTH	10/08/20	0.10	$72.50	Email from counsel
RTH	14/08/20	0.10	$72.50	Email from client re termination
TOTAL:		2.10	$1,522.50	

OUR FEE	$1,522.50
HST at 13%	$197.93
AMOUNT NOW DUE	**$1,720.43**

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP

Sanjeev P. Mitra

E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the account number as reference.

41591635.1

IN ACCOUNT WITH:

AIRD BERLIS

Brookfield Place, 181 Bay Street, Suite 1800
Toronto, Ontario, Canada M5J 2T9
T 416.863.1500 **F** 416.863.1515
airdberlis.com

Grant Thornton Limited
11th Floor, 200 King St. West, Box 11
Toronto, ON
M5H 3T4

Attention: Mr. Daniel Wootton

Invoice No.: 698367

PLEASE WRITE INVOICE NUMBERS
ON THE BACK OF ALL CHEQUES
File No.: 25227/152959
Client No.: 25227
Matter No.:152959

February 18, 2021

Re: 692536 Ontario Limited o/a Applefest Lodge Retirement Home

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended January 31, 2021.

LAWYER	DATE	TIME	VALUE	DESCRIPTION
RTH	02/09/20	0.20	$145.00	Emails from S. Smith; Email from P. Kouadio re deposit
RTH	03/09/20	0.10	$72.50	Email from Paul; Email to purchaser's counsel
RTH	04/09/20	0.10	$72.50	Email from E. Kutner
SPM	02/12/20	0.20	$135.00	Telephone call client re status and strategy
TOTAL:		0.60	$425.00	

OUR FEE	$425.00
HST at 13%	$55.25
AMOUNT NOW DUE	**$480.25**

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP

Sanjeev P. Mitra

E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the account number as reference.

IN ACCOUNT WITH:

AIRD BERLIS

Brookfield Place, 181 Bay Street, Suite 1800
Toronto, Ontario, Canada M5J 2T9
T 416.863.1500 **F** 416.863.1515
airdberlis.com

Grant Thornton Limited
11th Floor, 200 King St. West, Box 11
Toronto, ON
M5H 3T4

Attention: Mr. Daniel Wootton

Invoice No.: 716235

PLEASE WRITE INVOICE NUMBERS
ON THE BACK OF ALL CHEQUES
File No.: 25227/152959
Client No.: 25227
Matter No.:152959

July 30, 2021

Re: 692536 Ontario Limited o/a Applefest Lodge Retirement Home

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended June 30, 2021

LAWYER	DATE	TIME	VALUE	DESCRIPTION
SPM	15/04/21	0.50	$347.50	Telephone call client and email exchange with client and review case re Successor Employer and liability issues with Union
SPM	17/06/21	0.10	$69.50	Email exchange with client
SPM	18/06/21	0.80	$556.00	Review emails from client and telephone call client re union conciliation and strategy; email exchange with client and telephone call client and labour counsel
TOTAL:		1.40	$973.00	

OUR FEE	$973.00
HST at 13%	$126.49
AMOUNT NOW DUE	**$1,099.49**

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP

Sanjeev P. Mitra

E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the account number as reference.

IN ACCOUNT WITH:

AIRD BERLIS

Brookfield Place, 181 Bay Street, Suite 1800
Toronto, Ontario, Canada M5J 2T9
T 416.863.1500 **F** 416.863.1515
airdberlis.com

Grant Thornton Limited
11th Floor, 200 King St. West, Box 11
Toronto, ON
M5H 3T4

Attention: Mr. Daniel Wootton

Invoice No.: 755035

PLEASE WRITE INVOICE NUMBERS
ON THE BACK OF ALL CHEQUES
File No.: 25227/152959
Client No.: 25227
Matter No.:152959

June 16, 2022

Re: 692536 Ontario Limited o/a Applefest Lodge Retirement Home

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended May 31, 2022

LAWYER	DATE	TIME	VALUE	DESCRIPTION
JBD	04/05/22	1.30	$910.00	Reviewing purchase agreement, correspondence with S. Mitra and J. Nemers regarding transaction status, preparing a list of critical transaction dates
SPM	05/05/22	1.20	$870.00	Email exchange with client and review APA; email exchange with counsel for proposed purchaser and client; email exchange with J. Dubelaar J. Nemers
JTN	05/05/22	0.20	$105.00	Email exchanges with working group; Telephone call with J. Dubelaar; Engaged with high-level review of APS
JBD	06/05/22	1.80	$1,260.00	Call with S. Mitra and J. Nemers regarding transaction status and next steps, including confirmation of critical dates, and other key transaction matters, reviewing purchase agreements and draft critical dates list, corresponding with D. Wootton regarding proposed call and other preliminary matters
SPM	06/05/22	0.50	$362.50	Telephone call with J. Dubelaar
JTN	06/05/22	0.80	$420.00	Attend on conference call and emails with S. Mitra and J. Dubelaar re next steps; Email exchange with client; Attend to related matters

LAWYER	DATE	TIME	VALUE	DESCRIPTION
JBD	09/05/22	2.10	$1,470.00	Reviewing transaction correspondence; Corresponding with Purchaser's counsel regarding off-title authorization and other preliminary diligence matters; Call with J. Nemers regarding transaction structure status of draft vesting order and other matters; Reviewing same; Corresponding with A. Rosalin regarding transaction status and title diligence matters
JTN	09/05/22	0.50	$262.50	Telephone call and email exchanges with J. Dubelaar re draft AVO and matters re same
AER	09/05/22	1.50	$547.50	Telephone call with J. Dubelaar; Attend to pulling PIN and review of same; Telephone call with Municipality of Brighton re Roll Number; Email to J. Dubelaar enclosing PIN and roll number; Review of Purchase agreement; Review of draft critical dates
JBD	10/05/22	1.90	$1,330.00	Reviewing and revising off-title authorization and critical dates list; Reviewing draft form of vesting order; Researching retirement home licensing process; Corresponding with purchaser's counsel; call with P. Kouadio, D. Wootton and J. Nemers regarding transaction status and next steps, including regarding purchaser's preliminary diligence requests; Reviewing purchase agreement.
JTN	10/05/22	0.80	$420.00	Attend on conference call and email exchanges with client and J. Dubelaar
JBD	12/05/22	0.80	$560.00	Conference call with J. Nemers, the client and purchaser's counsel regarding transaction structure and proposed amendments to purchase agreement; Reviewing purchase agreement regarding same; Related correspondence
JTN	12/05/22	0.40	$210.00	Attend on conference call with purchaser's counsel
JTN	13/05/22	0.10	$52.50	Email exchange with client
JTN	16/05/22	1.50	$787.50	Engaged with drafting of amending agreement and attend to related tasks
JTN	17/05/22	0.90	$472.50	Engaged with further drafting of amending agreement and approval and vesting order; Email to J. Dubelaar re same

LAWYER	DATE	TIME	VALUE	DESCRIPTION
JTN	18/05/22	0.30	$157.50	Telephone call and email exchanges with J. Dubelaar re amending agreement and matters re same
AER	18/05/22	0.60	$219.00	Receipt and review of email instructions; Review of AVO; Review of PIN; Review of registered judgement; Email to J. Dubelaar re comments to AVO; Receipt and review of email; Review of instruments; Comments re same
JBD	24/05/22	1.10	$770.00	Corresponding with P. Kouadio regarding status of negotiations with purchaser's counsel, and purchaser's due diligence; Corresponding with J. Nemers regarding draft waiver, assignment and amending agreement; Reviewing and revising same to reflect comments received from J. Nemers
JTN	24/05/22	0.70	$367.50	Telephone call with J. Dubelaar; Email exchange with client
JBD	25/05/22	2.10	$1,470.00	Reviewing and revising draft waiver, assignment and amending agreement; Discussing same with J. Nemers and S. Mitra, including with respect to termination of employees and non-assumed contracts; Reviewing purchase agreement regarding same; Corresponding with client regarding draft agreement and status of purchaser's diligence, including requested extension to the due diligence date
SPM	25/05/22	0.40	$290.00	Telephone call J. Dubelaar re strategy on revisions
JTN	25/05/22	0.10	$52.50	Email to client re draft amending agreement
JBD	26/05/22	1.80	$1,260.00	Corresponding with D. Wootton and P. Kouadio regarding draft waiver, assignment and amending agreement; Reviewing and revising same; Related correspondence with J. Nemers, S. Mitra and purchaser's counsel
JTN	26/05/22	0.10	$52.50	Email exchange with J. Dubelaar re status update; Email to purchaser's counsel; Email to client

LAWYER	DATE	TIME	VALUE	DESCRIPTION
JBD	27/05/22	0.80	$560.00	Corresponding with purchaser's counsel regarding status of purchaser's diligence and replacement licence application; Reviewing correspondence regarding termination of transaction; Reviewing termination provisions in purchase agreement; Corresponding with client and S. Mitra regarding same
JTN	27/05/22	0.20	$105.00	Email exchanges with working group re termination of APS
JBD	30/05/22	1.40	$980.00	Reviewing draft form of mutual release, and related correspondence from P. Thompson; Reviewing purchase agreement regarding termination provisions and proposed mutual release; Corresponding with D. Wootton regarding same; Reviewing draft purchase agreement circulated by new proposed purchaser; Corresponding with D. Wootton regarding same
JTN	30/05/22	0.10	$52.50	Email exchanges with client re draft release
JBD	31/05/22	1.40	$980.00	Reviewing draft purchase agreement; Corresponding with D. Wootton and P. Kouadio regarding same; Conference call with purchaser's counsel (Gowlings), purchaser and client regarding draft purchase agreement and proposed next steps
JTN	31/05/22	0.20	$105.00	Telephone call with J. Dubelaar; Email exchange with client re new proposed APS
TOTAL:		27.60	$17,461.50	

OUR FEE	$17,461.50
HST at 13%	$2,270.00

DISBURSEMENTS

Subject to HST

Teraview Search	$39.75
HST at 13%	$5.17
AMOUNT NOW DUE	**$19,776.42**

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP

Sanjeev P. Mitra

E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the account number as reference.

AIRD BERLIS

Aird & Berlis LLP
Brookfield Place, Suite 1800
181 Bay Street
Toronto, Ontario M5J 2T9 Canada

T 416 863 1500
F 416 863 1515
airdberlis.com

Grant Thornton Limited
11th Floor, 200 King St. West, Box 11
Toronto, ON
M5H 3T4 Canada

July 21, 2022

Attention: Mr. Daniel Wootton

Invoice No: 1300901

Re: 692536 Ontario Limited o/a Applefest Lodge Retirement Home

Client No: 025227
Matter No: 152959

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ending June 30, 2022

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
JBD	01/06/22	1.60	1,120.00	Reviewing and revising purchase agreement to reflect comments received from D. Wootton; Related correspondence; Email to J. Nemers regarding updated form of draft approval and vesting order; Drafting same
JBD	02/06/22	0.80	560.00	Reviewing and revising purchase agreement; Related correspondence with P. Vermeersch, including with respect to request for updated building condition report, and general transaction structure
JTN	02/06/22	0.10	52.50	Email exchange with client and J. Dubelaar
JBD	03/06/22	0.50	350.00	Corresponding with P. Vermeersch and D. Wootton regarding status of purchaser's review of purchase agreement, and anticipated next steps; Reviewing related transaction correspondence
JBD	07/06/22	0.30	210.00	Corresponding with P. Vermeersch and P. Kouadio regarding status of purchase agreement review and negotiation; Reviewing draft purchase agreement
JTN	07/06/22	0.10	52.50	Email exchange with client re status update
JBD	08/06/22	0.60	420.00	Reviewing revised purchase agreement circulated by P. Vermeersch; Drafting summary of proposed comments; Reviewing draft off-title authorization; Corresponding with D. Wootton and P. Kouadio regarding same;
JTN	08/06/22	0.20	105.00	Email exchanges with client and J. Dubelaar re status update; Engaged with high-level review and consideration of blacklined APS

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
JBD	09/06/22	1.60	1,120.00	Corresponding with P. McIlhone regarding proposed pre-closing title clean-up matters (discharge of historic municipal agreements); Reviewing related registered instruments; Corresponding with D. Wootton regarding same, including with respect to anticipated time and costs associated with requested discharges; Corresponding with J. Nemers regarding same
JTN	09/06/22	0.50	262.50	Email exchanges with client re purchaser's request re AVO and related matters
JBD	10/06/22	0.70	490.00	Corresponding with P. McIkhone regarding requested off-title authorization; Corresponding with P. Vermeersch regarding proposed HST joint elections, and status of purchaser's accounting review; Corresponding with D. Wootton regarding same; Researching s. 167 joint tax election requirements; Corresponding with P. Vermeersch regarding status of purchase agreement negotiation and outstanding points to be negotiated
JTN	10/06/22	0.10	52.50	Email exchanges with working group
JBD	13/06/22	0.30	210.00	Corresponding with P. Vermeersch regarding draft purchase agreement and related purchaser comments; Reviewing same; Corresponding with client regarding same
JTN	13/06/22	0.10	52.50	Receipt and review of email from P. Vermeersch re further comments re draft APA
JBD	14/06/22	0.40	280.00	Reviewing list of purchaser comments; Drafting email summary of comments, including proposed responses
JTN	14/06/22	0.30	157.50	Telephone call with J. Dubelaar re comments to draft APS
JBD	15/06/22	1.20	840.00	Corresponding with D. Wootton, P. Kouadio and J. Nemers regarding purchaser comments; Drafting updated proposed response to purchaser; Corresponding with purchaser's counsel
JTN	15/06/22	0.30	157.50	Email exchange with client; Discussion with J. Dubelaar re same
JBD	16/06/22	0.30	210.00	Follow-up correspondence with P. Vermeersch regarding status of purchase agreement and related unresolved items; Reviewing draft purchase agreement
JTN	16/06/22	0.10	52.50	Email to purchaser's counsel and client
JTN	17/06/22	0.10	52.50	Email exchange with working group re status
JTN	19/06/22	0.10	52.50	Receipt and review of email from P. Vermeersch

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
JBD	20/06/22	1.30	910.00	Reviewing further revised purchase agreement provided by purchaser's counsel; Corresponding with client and purchaser's counsel regarding same; Corresponding with client regarding any existing reserve amounts or tenant deposits to be referenced in purchase agreement; Revising purchase agreement to remove reference to same; Coordinating execution of purchase agreement
JTN	20/06/22	0.20	105.00	Email exchanges with client and purchaser's counsel
JBD	21/06/22	1.60	1,120.00	Reviewing executed purchase agreement; Preparing table of critical transaction dates; Updating purchase agreement to correct minor numbering issues; Related correspondence; Coordinating first deposit, including related correspondence with purchaser and client; Reviewing and revising draft critical dates list; Corresponding with client regarding status of payment of first deposit
JTN	21/06/22	0.20	105.00	Email exchanges with working group re status
JBD	22/06/22	0.50	350.00	Corresponding with P. Kouadio and others regarding status of payment of first deposit; Corresponding with purchaser regarding same; Call with J. Nemers regarding calculation of appeals period, and critical transaction dates; Revising critical transaction dates to reflect comments from J. Nemers; Corresponding with purchaser's counsel regarding same
JTN	22/06/22	0.20	105.00	Email exchanges with working group; Telephone call with J. Dubelaar
JTN	24/06/22	0.10	52.50	Email exchange with purchaser's counsel and client confirming critical dates
JTN	27/06/22	0.10	52.50	Email exchange with working group re status
SPM	27/06/22	0.50	362.50	Email exchange with J. Dulebaar re deposit in trust and critical steps to be taken; telephone call client
JBD	28/06/22	0.30	210.00	Reviewing critical transaction dates list; Diarizing same; Corresponding with S. Mitra regarding critical dates, payment of the deposit, and other matters
TOTAL:		15.30	$10,232.50	

OUR FEE	$10,232.50
HST @ 13%	1,330.23

DISBURSEMENTS

Non-Taxable Disbursements

Wire Charges	17.50	
Total Non-Taxable Disbursements		$17.50

AMOUNT DUE **$11,580.23 CAD**

THIS IS OUR INVOICE HEREIN
Aird & Berlis LLP

Sanjeev P. Mitra

E.&O.E.

Payment Information

Payment by Wire Transfer:		Payment by Cheque:	Payment by Visa or MasterCard:
Beneficiary Bank: TD Canada Trust TD Centre 55 King Street West Toronto, ON M5K 1A2	Beneficiary: Aird & Berlis LLP Transit No.: 10202 Account: 5221521 Swift Code: TDOMCATTTOR	Payable To: Aird & Berlis LLP Brookfield Place, Suite 1800 181 Bay Street Toronto, ON M5J 2T9	(Limited to $10,000 and under) Contact: Accounts Receivable Tel No: 416.865.4716 E-mail: payments@airdberlis.com

Email notification for electronic payments: accounting@airdberlis.com

Payment is due on receipt.
Please quote our Matter No. and the invoice number(s) to ensure correct allocation of payment.

IN ACCORDANCE WITH THE SOLICITOR ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 10.00% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS INVOICE IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

AIRD BERLIS

Aird & Berlis LLP
Brookfield Place, Suite 1800
181 Bay Street
Toronto, Ontario M5J 2T9 Canada

T 416 863 1500
F 416 863 1515
airdberlis.com

Grant Thornton Limited
11th Floor, 200 King St. West, Box 11
Toronto, ON
M5H 3T4 Canada

August 31, 2022

Attention: Mr. Daniel Wootton

Invoice No: 1306098

Re: 692536 Ontario Limited o/a Applefest Lodge Retirement Home

Client No: 025227
Matter No: 152959

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ending August 31, 2022

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
AER	11/07/22	0.10	36.50	Telephone call with J. Dubleaar re upcoming critical dates; Correspondence with J. Douketis
JBD	18/07/22	0.30	210.00	Reviewing purchase agreement and critical transaction dates regarding items to be finalized prior to waiver; Email to client regarding status of purchaser's diligence review
JTN	20/07/22	0.10	52.50	Telephone call with J. Dubelaar re status
JBD	25/07/22	0.60	420.00	Corresponding with D. Wootton, J. Nemers and A. Rosalin regarding status of purchaser's diligence and application for replacement licence; Reviewing purchase agreement and critical dates list regarding items to be settled by waiver
JTN	25/07/22	0.10	52.50	Email exchange re status update
JTN	28/07/22	0.10	52.50	Receipt and review of status update email; Consider implications of same
JBD	02/08/22	3.80	2,660.00	Corresponding regarding terms of proposed partial waiver and extension of due diligence date; Reviewing purchase agreement; Discussing business terms with D. Wootton and purchaser's counsel; Preparing draft waiver and amending agreement
JTN	02/08/22	0.20	105.00	Email exchanges with client, purchaser's counsel and J. Dubelaar re today's waiver deadline and proposed terms of amending agreement; Consider same
JBD	03/08/22	2.80	1,960.00	Negotiating terms of partial waiver and amending agreement; Reviewing and revising same; Corresponding with D. Wootton and others regarding same; Corresponding with D. Wootton regarding list of assumed contracts, and related purchase agreement provisions

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
JTN	03/08/22	0.30	157.50	Telephone call with J. Dubelaar and email exchanges with working group
JBD	04/08/22	1.10	770.00	Reviewing and revising table of critical transaction dates; Related correspondence; Reviewing executed amendment to purchase agreement
JBD	05/08/22	0.70	490.00	Reviewing and revising table of critical transaction dates; Corresponding with purchaser's counsel regarding same; Corresponding with purchaser's counsel regarding status of licence application
JBD	08/08/22	0.80	560.00	Reviewing correspondence regarding submission of replacement licence application; Reviewing purchase agreement regarding same; Corresponding with D. Wootton regarding proposed review of application materials, and status of receiver's review of proposed list of Assumed Contracts; Reviewing related correspondence
JTN	08/08/22	0.10	52.50	Email exchange with client re status and next steps
JBD	09/08/22	0.50	350.00	Corresponding with D. Wootton and purchaser's counsel regarding status of outstanding work order (public health) and related correspondence with inspector; Reviewing related correspondence; Reviewing purchase agreement
JBD	12/08/22	0.80	560.00	Corresponding with D. Wootton, S. Mitra and J. Nemers regarding status of review by receiver of purchaser's proposed list of Assumed Contracts, including with respect to related purchase agreement provisions and related matters;; Reviewing purchase agreement and related correspondence with purchaser's counsel regarding same
JBD	15/08/22	0.40	280.00	Corresponding with D. Wootton regarding proposed list of Assumed Contracts and related issues; Reviewing purchase agreement; Corresponding with S. Mitra and J. Nemers regarding transaction status and related issues
JBD	16/08/22	0.80	560.00	Corresponding with D. Wootton regarding proposed list of Assumed Contracts, and status of purchaser's financing negotiations; Corresponding with purchaser's counsel regarding request for further extension of due diligence date; Reviewing email amendment regarding same; Related correspondence
JTN	16/08/22	0.10	52.50	Email exchanges with J. Dubelaar re potential court date and related matters
JBD	19/08/22	0.40	280.00	Corresponding with D. Wootton and purchaser's counsel regarding waiver of purchaser's due diligence condition; Reviewing purchase agreement regarding same; Reviewing executed waiver of same
JTN	19/08/22	0.10	52.50	Email exchange with working group confirming acceptance of transaction from Gowlings

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
JBD	22/08/22	0.30	210.00	Corresponding regarding payment of second deposit and amendments to critical dates list; Reviewing executed due diligence waiver; Reviewing purchase agreement
JBD	23/08/22	1.00	700.00	Corresponding regarding payment of second deposit and status of same; Reviewing wire request information provided by purchaser's counsel; Reviewing purchase agreement regarding closing deliverables; Drafting closing documents and closing agenda; Corresponding with A. Rosalin regarding preparation of statement of adjustments
AER	24/08/22	1.00	365.00	Receipt and review of email instructions from J. Dubleaar; Telephone call with Municipality of Brighton re taxes; Email re utilities; Review of s. 2.10 of purchase agreement; Email to client re statement of adjustments and deliveries; Further email re utilities; Attend to ordering tax certificate
JBD	24/08/22	0.60	420.00	Corresponding with A. Rosalin regarding transaction status, preparation of statement of adjustments, and anticipated timing; Drafting closing agenda and closing documents; Corresponding regarding payment of second deposit; Reviewing draft receiver's report circulated by D. Wootton; Corresponding with J. Nemers regarding same
JTN	24/08/22	0.20	105.00	Email to court re hearing availability; Email exchange with client
JBD	25/08/22	1.30	910.00	Drafting closing documents; Reviewing draft receiver's report; Corresponding with J. Nemers regarding same
JS	25/08/22	0.30	60.00	Conduct prelim; Order verbal and certified PPSA searches; Review, outline and report on results of verbal search
JTN	25/08/22	3.00	1,575.00	Attend to matters re reservation of Court time; Engaged with review of, revisions to and further drafting of Receiver's report; Attend to matters re same
JBD	26/08/22	1.40	980.00	Reviewing and revising closing documents, closing agenda and draft receiver's report; Corresponding with J. Nemers regarding same; Reviewing materials from D. Wootton regarding list of assumed contracts; Reviewing purchase agreement regarding same; Corresponding with D. Wootton regarding same
JS	26/08/22	0.10	20.00	Review and report on certified PPSA search
JTN	26/08/22	0.50	262.50	Telephone call with J. Dubelaar re comments re draft report and related matters; Email to client re same; Email to client re closing matters; Attend to related tasks
JTN	27/08/22	0.10	52.50	Email to J. Dubelaar re closing documents
JTN	28/08/22	0.10	52.50	Receipt and review of email from J. Dubelaar
AER	29/08/22	0.20	73.00	Receipt and review of tax certificate; Email re outstanding amounts; Attend to file matters

MEMBER	DATE	HOURS	VALUE	DESCRIPTION
JBD	29/08/22	1.00	700.00	Reviewing and revising closing documents; Corresponding with D. Wootton and P. Kouadio regarding draft closing documents and information required to complete same, including with respect to assignment of pharmacy contract; Reviewing draft receiver's report; Corresponding with D. Wootton regarding Retained Employee indemnity and related purchase agreement provisions;
JTN	29/08/22	1.80	945.00	Engaged with drafting of notice of motion; Engaged with drafting of ancillary order; Engaged with review of client comments on draft report; Email exchanges with client, J. Dubelaar and PACE's counsel re same and related matters; Instruct S. Moniz re motion record and fee affidavit; Attend to related matters
JBD	30/08/22	0.30	210.00	Corresponding with D. Wootton regarding documents comprising purchase agreement and amendments; Reviewing same; Reviewing draft closing agenda and closing documents
JTN	30/08/22	0.10	52.50	Email exchange with client and T. Hogan
TOTAL:		27.50	$17,407.00	

OUR FEE		$17,407.00
HST @ 13%		2,262.91
DISBURSEMENTS		
Non-Taxable Disbursements		
Wire Charges	17.50	
Total Non-Taxable Disbursements		$17.50
AMOUNT DUE		**$19,687.41 CAD**

THIS IS OUR INVOICE HEREIN
AIRD & BERLIS LLP

Sanjeev P. Mitra

E.&O.E.

Attached is Exhibit “B”

Referred to in the

AFFIDAVIT OF JACOB DUBELAAR

Sworn before me

this 1st day of September, 2022

Commissioner for taking Affidavits, etc

Karlie Dawn Nordstrom, a
Commissioner, etc., Province of Ontario,
while a Student-at-Law.
Expires October 10, 2024.

STATEMENT OF RESPONSIBLE INDIVIDUALS

Aird & Berlis LLP's professional fees herein are made with respect to the following individuals

Lawyer	Call to Bar	Hrly Rate	Total Time	Value
R. Hooke	1989	2019 - $725.00 2020 - $725.00	0.30 12.90	$217.50 $9,352.50
L. Lisi	1990	2020 - $700.00	0.80	$560.00
S. Mitra	1996	2019 - $650.00 2020 - $675.00 2021 – $695.00 2022 - $725.00	6.10 9.00 1.40 2.60	$3,965.00 $6,075.00 $973.00 $1,885.00
J. Nemers	2014	2022 - $525.00	16.60	$8,715.00
K. Esaw	2010	2019 - $495.00 2020 - $535.00	12.40 7.30	$6,138.00 $3,905.50
J. Dubelaar	2012	2022 - $700.00	47.40	$33,180.00
S. John	2017	2019 - $350.00 2020 - $370.00	2.00 8.60	$700.00 $3,182.00
Clerk/Student	**Call to Bar**	**Avg Hrly Rate**	**Total Time**	**Value**
C. Casasola	N/A	$300.00	0.30	$90.00
S. Morris	NA	$370.00	0.80	$296.00
D. Mba	N/A	$295.00	2.00	$590.00
P. Williams	N/A	$190.00	0.60	$114.00
A. Rosalin	N/A	$365.00	3.40	$1,241.00
J. Spina	N/A	$200.00	0.40	$80.00

Standard hourly rates listed. However, in certain circumstances adjustments to the account were made.

PACE SAVINGS & CREDIT UNION LIMITED -and- **692536 ONTARIO LIMITED**

Applicant Respondent

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Proceedings commenced at Toronto

AFFIDAVIT OF JACOB DUBELAAR
(sworn September 1, 2022)

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

Sanjeev P.R. Mitra (LSO # 37934U)
Tel: (416) 865-3085
Fax: (416) 863-1515
Email: smitra@airdberlis.com

Jeremy Nemers (LSO # 66410Q)
Tel: (416) 865-7724
Fax: (416) 863-1515
Email: jnemers@airdberlis.com

Lawyers for the Receiver

CONFIDENTIAL APPENDIX “1”

TAB 7

SERVICE LIST

TO: **Aird & Berlis LLP**
Brookfield Place, 181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

Sanjeev Mitra
Tel: (416) 865-3085
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Email: smitra@airdberlis.com

Jacob Dubelaar
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Fax: (416) 863-1515
Email: jdubelaar@airdberlis.com

Jeremy Nemers
Tel: (416) 865-7724
Fax: (416) 863-1515
Email: jnemers@airdberlis.com

Lawyers for the Receiver, Grant Thornton Limited

AND TO: **Grant Thornton Limited**
200 King Street West, 11th Floor
Toronto, ON M5H 3T4

Daniel Wootton
Tel: (416) 360-3063
Fax: (416) 360-4949
Email: dan.wootton@ca.gt.com

Paul Kouadio
Tel: (416) 369-7004
Fax: (416) 360-4949
Email: paul.kouadio@ca.gt.com

Receiver

AND TO: **Harrison Pensa LLP**
130 Dufferin Avenue, Suite 1101
London, ON N6A 5R2

Tim Hogan
Tel: (519) 661-6743
Fax: (519) 667-3362
Email: thogan@harrisonpensa.com

Rob Danter
Tel: (519) 661-6770
Fax: (519) 661-3362
Email: rdanter@harrisonpensa.com

Lawyers for Pace Savings & Credit Union Limited

AND TO: **KPMG Inc.**
Email: pacecu@kpmg.ca

Liquidator of the Applicant

AND TO: **Chaitons LLP**
5000 Yonge Street, 10th Floor
Toronto, ON M2N 7E9

George Benchetrit
Tel: (416) 218-1141
Email: george@chaitons.com

Lawyers for the Liquidator

AND TO: **C. William Dillane**
40 Kingsway Crescent
Etobicoke, ON M8X 2R4
Email: bill.dillane@responsivegroup.ca

AND TO: **The Corporation of the Municipality of Brighton**
35 Alice Street
P.O. Box 189
Brighton, Ontario K0K 1H0

AND TO: **S.E.I.U. Local 1 Canada,**
125 Mural Street
Richmond Hill, ON L4B 1M4

AND TO: **CaleyWray Lawyers**
65 Queen Street West, Suite 1600
Toronto, ON, M5H 2M5
Meg Atkinson
Email: atkinsonm@caleywray.com

Lawyers for S.E.I.U Local 1

AND
TO: **Canada Revenue Agency**
c/o Department of Justice
Ontario Regional Office
120 Adelaide St. W., Suite 400
Toronto, ON M5H 1T1

Attention: Rakhee Bhandari
Tel: (416) 952-8563
Email: rakhee.bhandari@justice.gc.ca

AND
TO: **Her Majesty the Queen in Right of Ontario**
as represented by Ministry of Finance
Legal Services Branch
33 King Street West, 6th Floor
Oshawa, ON L1H 8E9

Attention: Kevin O'Hara
Senior Counsel, Ministry of Finance
Tel: (905) 433-6934
Fax: (905) 436-4510
Email: kevin.ohara@fin.gov.on.ca

AND
TO: **10505447Canada Inc.**
26-50 Cottrelle Blvd.
Brampton, Ontario
L6S 0E1

AND
TO: **Gowling WLG (Canada) LLP**
One Main Street West
Hamilton, Ontario L8P 4Z5

Matthijs van Gaalen
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Email: Matthijs.Vangaalen@ca.gowlingwlg.com

Pam Vermeersch
Tel: (905) 540-3247
Email: Pam.Vermeersch@ca.gowlingwlg.com

Lawyers for 10505447 Canada Inc.

PACE SAVINGS & CREDIT UNION LIMITED -and- **692536 ONTARIO LIMITED**

Applicant Respondent

Court File No. CV-19-00627936-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
Proceedings commenced at Toronto

MOTION RECORD
(returnable September 15, 2022)

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

Sanjeev P.R. Mitra (LSO # 37934U)
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Jeremy Nemers (LSO # 66410Q)
Tel: (416) 865-7724
Fax: (416) 863-1515
Email: jnemers@airdberlis.com

Lawyers for the Receiver