ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF GROWTHWORKS CANADIAN FUND LTD.

MOTION RECORD OF FTI CONSULTING CANADA INC., in its capacity as Court-appointed Monitor (Returnable May 14, 2014)

May 9, 2014

OSLER, HOSKIN & HARCOURT LLP

1 First Canadian Place Toronto, Ontario M5X 1B8

Marc Wasserman (LSUC No. 44066M)

Tel: 416.862.4908 Fax: 416.862.6666

Caitlin Fell (LSUC #60091H)

Tel: 416.862.6690 Fax: 416.862.6666

Solicitors for FTI Consulting Canada Inc., in its capacity Court-appointed Receiver

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

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

AND IN THE MATTER OF A PROPOSED PLAN
OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO
GROWTHWORKS CANADIAN FUND LTD.
(the "APPLICANT")

APPLICATION UNDER THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED

SERVICE LIST (as of February 6, 2013)

McCARTHY TÉTRAULT LLP

Barristers and Solicitors Suite 5300, Box 48 Toronto Dominion Bank Tower Toronto, ON M5K 1E6

Kevin McElcheran

Email: kmcelcheran@mccarthy.ca

Tel: (416) 601-7539 Fax: (416) 868-0673

Jonathan Grant

Email: jgrant@mccarthy.ca

Tel: 416-601-7604 Fax: (416) 868-0673

Heather L. Meredith

Email: hmeredith@mccarthy.ca

Tel: (416) 601-8342 Fax: (416) 868-0673

Kelly Peters

Email: kpeters@mccarthy.ca

Tel: (416) 601-8281 Fax: (416) 868-0673

Counsel for Applicant

OSLER, HOSKIN & HARCOURT LLP

Barristers and Solicitors P.O. Box 50, 100 King Street West 1 First Canadian Place Toronto, ON M5X 1B8

Marc Wasserman

Email: mwasserman@osler.com

Tel: (416) 862-4908 Fax: (416) 862-6666

Caitlin Fell

Email: cfell@osler.com Tel: 416.862.6690 Fax: (416) 862-6666

FTI Consulting Canada Inc.

TD Waterhouse Tower 79 Wellington Street West Suite 2010, P.O. Box 104 Toronto, Ontario Canada M5K 1G8

Paul Bishop

Email: paul.bishop@fticonsulting.com

Tel: 416 649 8100 Fax: 416 649 8101

Jodi Porepa

Email: jodi.porepa@fticonsulting.com

Tel: 416.649.8070 Fax: 416.649.8101

Counsel for Monitor

Monitor

NORTON ROSE FULBRIGHT CANADA LLP

Suite 3800 Royal Bank Plaza, South Tower 200 Bay Street P.O. Box 84 Toronto, Ontario

M5J 2Z4

Tony Reyes

Email: tony.reyes@nortonrosefulbright.com

Tel: 416.216.4825 Fax: 416.216.3930

Alexander Schmitt

Email: Alexander.Schmitt@nortonrosefulbright.com

Tel: 416.216.2419 Fax: 416.216.3930 S.a.r.l

Counsel for Roseway Capital

FASKEN MARTINEAU DUMOULIN LLP

333 Bay Street, Suite 2400 Bay Adelaide Centre, Box 20 Toronto, ON M5H 2T6

Aubrey E. Kauffman

Email: akauffman@fasken.com

Tel.: (416) 868 3538 Fax: (416) 364-7813

Brad Moore

Email: bmoore@fasken.com Tel.: (416) 865-4550

Fax: (416) 364-7813

Lawyers for Matrix Asset Management Inc., GrowthWorks Capital Ltd. and GrowthWorks WV Management Ltd.

DELOITTE RESTRUCTURING INC.

2300 - 360 Main Street Winnipeg, MB R3C 3Z3

John R. Fritz

Email: jofritz@deloitte.ca Tel: (204)942-0051 Fax: (204)947-2689 Deloitte Restructuring Inc. In its capacity as Monitor of The Puratone Corporation, Niverville Swine Breeders Ltd., and Pembina Valley Pigs Ltd. LENCZNER SLAGHT

130 Adelaide St W

Suite 2600

Toronto, ON M5H 3P5

Ronald G. Slaght

Email: rslaght@litigate.com

416-865-2929 Tel:

Eli Lederman

Email: elederman@litigate.com

Tel: 416-865-3555

lan MacLeod

Email: imacleod@litigate.com

416-865-2895 Tel:

Fax: 416-865-9010

CAVANAGH LLP

1111 Prince of Wales Drive, Suite 401

Ottawa ON K2C 3T2

Fax: 613-569-8668

Thomas G. Conway

Email: tconway@cavanagh.ca

Tel:

613-780-2011

Christopher J. Hutchison

Email: chutchison@cavanagh.ca

613-780-2013 Tel:

Calina N. Ritchie

Email: critchie@cavanagh.ca

Tel: 613-780-2014

BENNETT JONES LLP

3400 One First Canadian Place, P.O. Box 130

Toronto, ON M5X 1A4

Jeffrey S. Leon

Email: leonj@bennettjones.com

Derek J. Bell

Email: belld@bennettjones.com

Tel.: (416) 863-1200 Fax: (416) 863-1716 Counsel for Allen-Vanguard Corporation (Court File No. 08-CV-43544)

Counsel for RICHARD L'ABBÉ, 1062455 ONTARIO INC., AND SCHRODER VENTURE MANAGERS (CANADA) LIMITED, et al, the Defendants including Growthworks in the Allen-Vanguard action (File Court No. 08-CV-43544)

ONTARIO SECURITIES COMMISSION Mostafa Asadi

Legal Counsel, Investment Funds Branch Ontario Securities Commission 20 Queen Street West, 19th Floor Toronto, Ontario M5H 3S8 Email: masadi@osc.gov.on.ca

Tel: (416) 593-8171

Counsel for Ontario Securities Commission

Court File No: CV-13-10279-00CL

ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

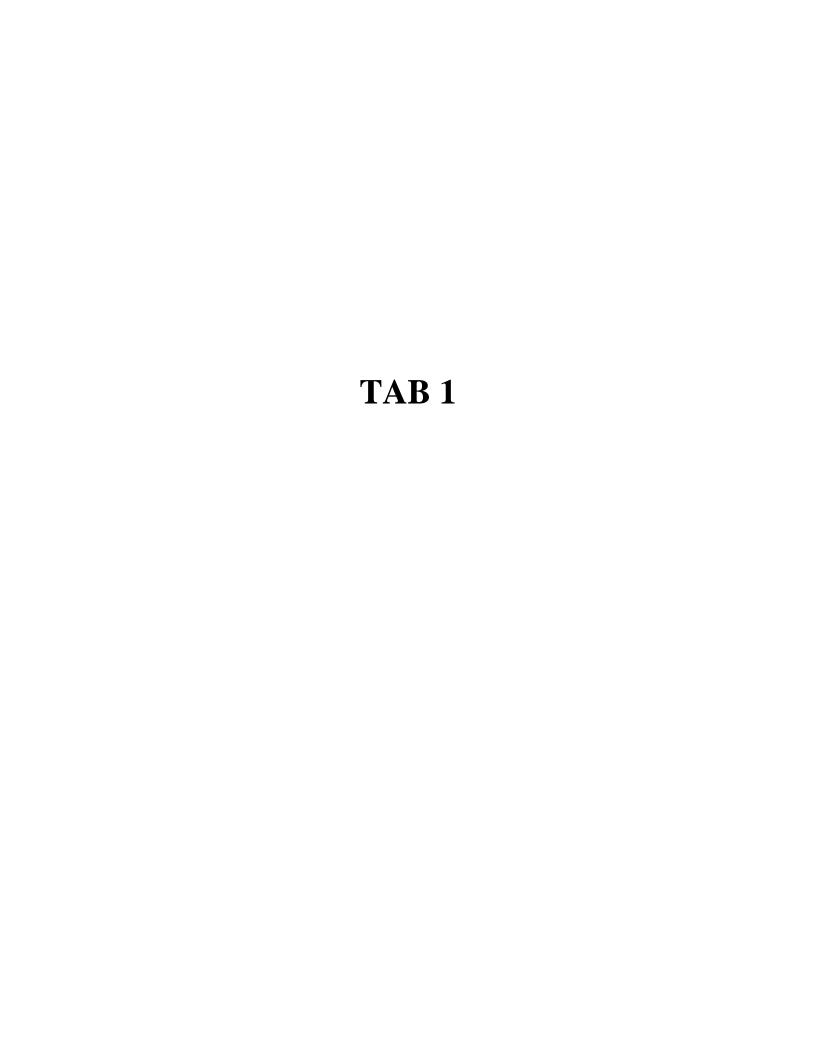
IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF GROWTHWORKS CANADIAN FUND LTD.

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ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

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

AND IN THE MATTER OF A PLAN
OF COMPROMISE OR ARRANGEMENT OF
GROWTHWORKS CANADIAN FUND LTD.

NOTICE OF MOTION (Returnable MAY 14, 2014)

FTI CONSULTING CANADA INC. ("FTI"), in its capacity as court-appointed monitor (the "Monitor") of GrowthWorks Canadian Fund Ltd. (the "Fund") will make a motion to a judge presiding over the Commercial List on Wednesday, the 14th day of May 2014, at 10:00 a.m. or as soon after that time as the motion can be heard, at the Courthouse, 330 University Avenue, Toronto, Ontario.

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

THE MOTION IS FOR:

- 1. An Order, substantially in the form attached hereto as Schedule "A":
 - (a) approving the activities of the Monitor as set out in the Sixth Report of the Monitor dated March 5, 2014, the Seventh Report of the Monitor dated April 3,

2014, the First Supplement to the Seventh Report of the Monitor dated April 7, 2014, the Eighth Report of the Monitor dated April 29, 2014 and this Ninth Report of the Monitor, each filed in the within proceedings;

- (b) approving the fees and disbursements of the Monitor and of Osler, Hoskin & Harcourt LLP as counsel to the Monitor;
- Such further and other relief as counsel may advise and to this Honourable Court
 may seem just.

THE GROUNDS FOR THE MOTION ARE:

- The grounds set out in the Ninth Report of the Monitor and the appendices thereto.
- 4. Rules 1.04, 1.05, 37 and 39 of the Rules of Civil Procedure.
- Such further and other grounds as counsel may advise and this Honourable Court may permit.

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

- 6. The Ninth Report of the Monitor and the appendices thereto.
- Such further and other material as counsel may advise and this Honourable Court may permit.

May 9, 2014

OSLER, HOSKIN & HARCOURT LLP

1 First Canadian Place Toronto, Ontario M5X 1B8

Marc Wasserman (LSUC No. 44066M)

Tel: 416.862.4908 Fax: 416.862.6666

Caitlin Fell (LSUC #60091H)

Tel: 416.862.6690 Fax: 416.862.6666

Solicitors for FTI Consulting Canada Inc., in its capacity Court-appointed Receiver

TO: The Service List



Court File No.: CV-13-10279-00CL

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

THE HONOURABLE MR.)	WEDNESDAY, THE 14TH
)	
JUSTICE D.M. BROWN)	DAY OF MAY, 2014
IN THE MATTER	OF THE	COMPANIES! CREDITORS

ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PROPOSED PLAN
OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO
GROWTHWORKS CANADIAN FUND LTD.

APPROVAL OF THE FEES AND ACTIVITIES OF THE MONITOR

THIS MOTION, made by FTI Consulting Canada Inc., in its capacity as monitor (the "Monitor") of Growthworks Canadian Fund Ltd. for an order approving the fees and activities of the Monitor was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record, including the Notice of Motion, the Ninth Report (the "Ninth Report") of the Monitor, the affidavit of Marc Wasserman sworn May 8, 2014 and the affidavit of Paul Bishop sworn May 9, 2014, and on hearing the submissions of counsel for the Applicant, the Monitor, Allen-Vanguard Corporation, the Offeree Shareholders (as defined in the Seventh Report) and Roseway Capital S.a.r.l., no one appearing for any other party although duly served as appears from the affidavit of service.

SERVICE

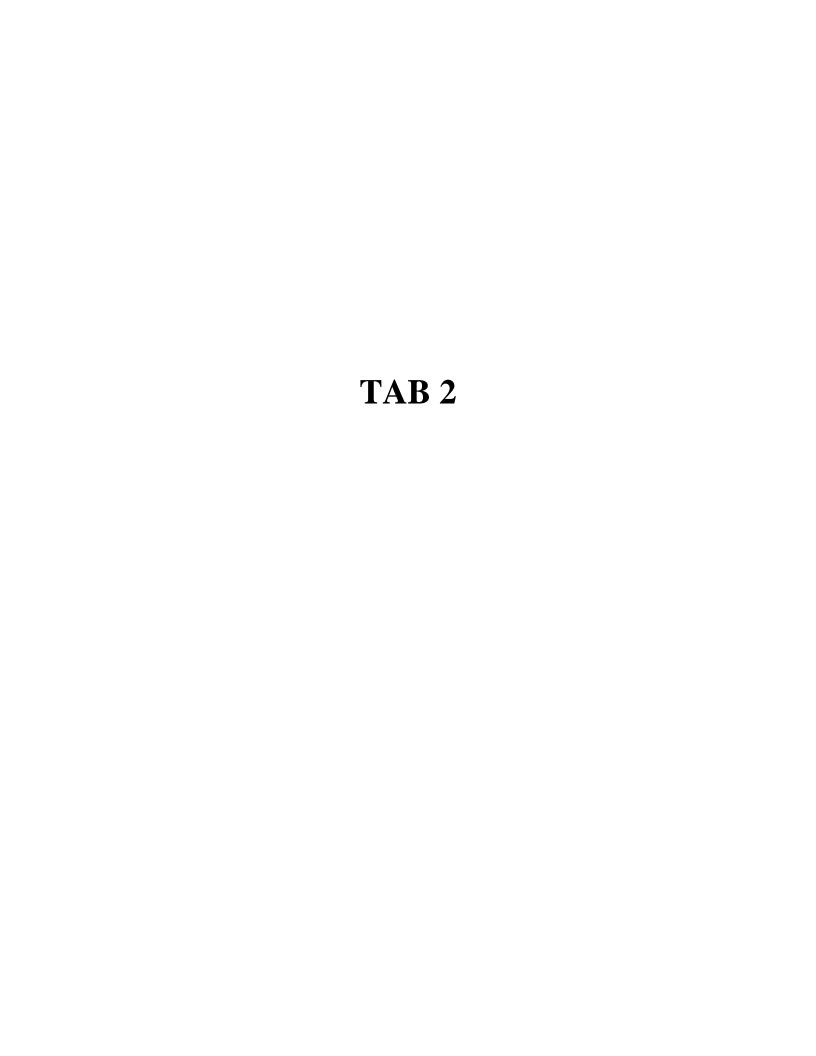
 THIS COURT ORDERS that the time for service of the Motion Record and the Ninth Report is hereby abridged and validated such that this Motion is properly returnable today and hereby dispenses with further service thereof.

ACTIVITIES OF THE MONITOR

2. THIS COURT ORDERS that the Sixth Report of the Monitor dated March 5, 2014, the Seventh Report of the Monitor dated April 3, 2014, the First Supplement to the Seventh Report of the Monitor dated April 7, 2014, the Eighth Report of the Monitor dated April 29, 2014 and this Ninth Report of the Monitor each filed in the within CCAA Proceedings and the actions, conduct and activities of the Monitor described therein be and are hereby approved.

APPROVAL OF FEES

- 3. THIS COURT ORDERS that the fees in the amount of \$605,016.50 and disbursements in the amount of \$21,489.57 (plus applicable taxes of \$81,445.83 for a total of \$707,951.90) of FTI Consulting Canada Inc., in its capacity as proposed monitor and Monitor, for the within proceedings, as set out in the Monitor's Ninth Report and the Affidavit of Paul Bishop, sworn May 9, 2014 appended thereto, are hereby approved.
- 4. THIS COURT ORDERS that the fees in the amount of \$306,980.00 and disbursements in the amount of \$3,639.70 (plus applicable taxes of \$40,374.73 for a total of \$350,994.52) of Osler, Hoskin & Harcourt LLP, in its capacity as counsel to the proposed monitor and Monitor for the within proceedings, as set out in the Monitor's Ninth Report and the Affidavit of Marc Wasserman sworn May 8, 2014, appended thereto, are hereby approved.



ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF GROWTHWORKS CANADIAN FUND LTD.

NINTH REPORT OF FTI CONSULTING CANADA INC., IN ITS CAPACITY AS MONITOR

May 9, 2014

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF GROWTHWORKS CANADIAN FUND LTD.

NINTH REPORT OF FTI CONSULTING CANADA INC., IN ITS CAPACITY AS MONITOR

- 1. On October 1, 2013, GrowthWorks Canadian Fund Ltd. (the "Fund" or the "Applicant") made an application under the Companies' Creditors Arrangement Act, R.S.C. 1985 c. C-36, as amended (the "CCAA") and an initial order was made by the Honourable Justice Newbould of the Ontario Superior Court (Commercial List) (the "Court") granting, inter alia, a stay of proceedings against the Applicant until October 31, 2013, which stay of proceedings was thereafter extended until May 16, 2014 (the "Stay of Proceedings") and appointing FTI Consulting Canada Inc. as monitor of the Fund (the "Monitor"). The proceedings commenced by the Fund under the CCAA will be referred to herein as the "CCAA Proceedings".
- 2. The Fund is a labour sponsored venture capital fund that currently has a mature and diversified portfolio consisting primarily of investments made in small and medium-sized Canadian businesses. The Fund was formed in 1988 with the investment objective of achieving long term appreciation for its Class A shareholders, whom principally comprise retail investors.

- 3. The Fund experienced liquidity issues because of, *inter alia*, an inability to access short-term financing as well as unfavourable market conditions impacting its ability to divest, at a profit, its relatively illiquid investments. As a result of these liquidity issues, the Fund was unable to meet its obligations as they became due, including the obligation of the Fund to make a \$20 million dollar payment to Roseway Capital S.a.r.l ("Roseway"), its sole secured creditor, which payment became due on September 30, 2013. With the consent of Roseway, the Fund filed for and obtained protection under the CCAA on October 1, 2013.
- 4. Prior to September 30, 2013 and the commencement of these CCAA Proceedings, the Fund's day to day operations were delegated to GrowthWorks WV Management Ltd. (the "Manager") pursuant to a Management Agreement dated July 15, 2006 ("Management Agreement"). In accordance with the terms of the Management Agreement, the Manager was permitted to delegate its duties under the Management Agreement to third parties. Pursuant to the Management Agreement, the Manager delegated the Manager's obligations to GrowthWorks Capital Ltd. On September 30, 2013, the Fund terminated the Management Agreement for the reasons outlined in the Affidavit of Ian Ross, sworn September 30, 2013 and filed.
- 5. Pursuant to an Order granted by the Court on October 29, 2013, the Initial Order was amended and restated (the "Amended and Restated Initial Order"). A copy of the October 29, 2013 Order attaching the Amended and Restated Initial Order is attached hereto as Appendix "A".
- 6. Pursuant to an Order granted by the Court On November 18, 2013, the Court approved a sales and investor solicitation process ("SISP") for the purpose of offering the opportunity for potential investors to purchase or invest in the business or property of the Fund.

- 7. On November 28, 2013, the Court granted an Order authorizing the Fund, with the consent of the Monitor to, *inter alia*, make distributions to Roseway provided that certain priority payables are able to be paid by the Applicant when due.
- On January 9, 2014, the Court approved an Order establishing a claims procedure to identify, determine and resolve claims of creditors of the Fund.
- Pursuant to an Order dated February 28, 2014, the Court extended the time for the
 Fund to call its annual general meeting of shareholders until and including October 31, 2014.
- 10. On May 2, 2014, the Court granted an Order extending the Stay of Proceedings until and including May 16, 2014.

PURPOSE OF THIS REPORT

- 11. The purpose of this eighth report of the Monitor is to provide the Court with the background information and the Monitor's recommendation relating to the Monitor's motion for:
 - (a) an Order:
 - (i) approving the activities of the Monitor as set out and described in the Sixth Report of the Monitor dated March 5, 2014, the Seventh Report of the Monitor dated April 3, 2014, the First Supplement to the Seventh Report of the Monitor dated April 7, 2014, the Eighth Report of the Monitor dated April 29, 2014 and this Ninth Report of the Monitor; and
 - (ii) approving the fees and disbursements and of the Monitor and of Osler, Hoskin & Harcourt LLP, as counsel to the Monitor prior to and in respect of the within proceedings for the period ending April 30, 2014.

TERMS OF REFERENCE

 Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian Dollars.

ACTIVITIES OF THE MONITOR

- 13. The Monitor has previously reported on its conduct and activities to the Court in its reports since the granting of the Initial Order. In addition to the activities of the Monitor reported therein, a summary of the principal activities of the Monitor are as follows:
 - reviewing all pleadings and affidavits in preparation for the initial application in the CCAA Proceedings;
 - (b) assisting the Fund and CCC with respect to the preparation of cash flow statements;
 - (c) monitoring the Fund's cash flows and business affairs;
 - (d) dealing with and responding to approximately 3,900 calls and emails from shareholders of the Fund with respect to their investment in the Fund and the status of the CCAA;
 - (e) discussions with various stakeholders of the Fund with respect to the CCAA
 Proceedings;
 - establishing a website and posting updates and court materials with respect to the CCAA Proceedings;

- (g) overseeing the SISP, including those activities implemented by CCC pursuant thereto;
- (h) engaging in negotiations with the Potential Merger Partner (as defined in the Second Report of the Monitor dated October 28, 2013);
- reviewing and commenting on a form of asset purchase agreement to be used by potential bidders in the SISP;
- reviewing letters of intent and final bids received by bidders pursuant to the terms of the SISP;
- (k) engaging in discussions and negotiations with the former Manager with respect of transition services including making various requests to the former Manager for the books and records and general information of the Fund;
- dealing with Allen-Vanguard Corporation and its litigation against inter alia, the
 Fund;
- (m) assisting the Fund and its management in assessing follow-on investment opportunities and investee company funding requirements;
- (n) consulting with Roseway and their counsel on matters where their direction was required and providing information on the CCAA Proceedings;
- engaging in discussions and negotiations with Roseway with respect to an investment advisor agreement; and
- (p) attending all motions in the CCAA Proceedings.

Accordingly, the Monitor seeks approval of its activities as described in the Sixth Report of the Monitor dated March 5, 2014, the Seventh Report of the Monitor dated April 3, 2014, the First Supplement to the Seventh Report of the Monitor dated April 7, 2014, the Eighth Report of the Monitor dated April 29, 2014 and this Ninth Report.

FEES OF THE MONITOR AND ITS COUNSEL

- 15. Pursuant to paragraphs 35 of the Amended and Restated Initial Order, any expenditure or liability properly made or incurred by the Monitor, including the fees of the Monitor and the fees and disbursements of counsel to the Monitor (the "Monitor's Counsel") were authorized to be paid on a periodic basis subject to any final passing of the accounts. In addition, the Administrative Charge was granted as security for, *inter alia*, the fees and disbursements of the Monitor and the Monitor's Counsel.
- The Monitor and Monitor's Counsel have maintained detailed records of their professional time and costs. The Monitor is seeking the approval of its fees for services rendered and disbursements incurred in respect of the within proceedings for the period from September 15, 2014 to April 30, 2014 and those of its counsel, Osler, Hoskin & Harcourt LLP ("Osler") (the "Billing Period").
- 17. The fees and disbursements of the Monitor during the Billing Period total \$707,951.90 including \$605,016.50 for services, \$21,489.57 for disbursements and taxes of \$81,445.83. The time spent by FTI personnel in the Billing Period is more particularly described in the Affidavit of Paul Bishop of the Monitor, sworn in support hereof and attached hereto as **Appendix "B".**

18. The fees and disbursements incurred by Osler during the Billing Period total \$350,994.52, including fees of \$306,980.00 disbursements of \$3,639.79 and taxes of \$40,374.73. The time spent by Osler personnel in the Billing Period is more particularly described in the Affidavit of Marc Wasserman, a partner of Osler, attached hereto as **Appendix "C"**.

The Monitor respectfully submits to the Court this Ninth Report. Dated this 9th day of May, 2014.

Bay

FTI Consulting Canada Inc.

in its capacity as Monitor of GrowthWorks Canadian Fund Ltd. and not in its personal or corporate capacity

Paul Bishop

Senior Managing Director

APPENDIX "A"

Court File No.: CV-13-10279-OOCL

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

THE HONOURABLE MR.) TUESDAY, THE 1ST
)
JUSTICE NEWBOULD) DAY OF OCTOBER, 2013

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

AND IN THE MATTER OF A PROPOSED PLAN
OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO
GROWTHWORKS CANADIAN FUND LTD.
(the "APPLICANT")

AMENDED AND RESTATED INITIAL ORDER

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

ON READING the affidavit of C. Ian Ross sworn September 30, 2013 and the Exhibits thereto (the "Ross Affidavit"), and on being advised that Roseway Capital S.a.r.l. ("Roseway"), the secured creditor who is likely to be affected by the charges created herein was given notice, and on hearing the submissions of counsel for the Applicants, counsel for Roseway and counsel for the proposed Monitor, FTI Consulting Canada Inc., counsel for the Manager (defined below) and on reading the consent of FTI Consulting Canada Inc. to act as the Monitor,

THIS APPLICATION, made by the Applicant, pursuant to the CCAA was heard this day at 330 University Avenue, Toronto, Ontario.

SERVICE

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

APPLICATION

 THIS COURT ORDERS AND DECLARES that the Applicant is a company to which the CCAA applies.

PLAN OF ARRANGEMENT

3. THIS COURT ORDERS that the Applicant shall have the authority to file and may, subject to further order of this Court, file with this Court a plan of compromise or arrangement (hereinafter referred to as the "Plan").

POSSESSION OF PROPERTY AND OPERATIONS

- 4. THIS COURT ORDERS that the Applicant shall remain in possession and control of its current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceeds thereof (the "Property"). Subject to further Order of this Court, the Applicant shall continue to carry on business in a manner consistent with the preservation of its business (the "Business") and Property. The Applicant shall be authorized and empowered to continue to retain and employ the employees, consultants, agents, experts, accountants, counsel and such other persons (collectively "Assistants") currently retained or employed by it, with liberty to retain such further Assistants as it deems reasonably necessary or desirable in the ordinary course of business or for the carrying out of the terms of this Order.
- 5. THIS COURT ORDERS that the Applicant shall be entitled to utilize a central cash management system (a "Cash Management System") and that any present or future bank providing the Cash Management System shall not be under any obligation whatsoever to inquire into the propriety, validity or legality of any transfer, payment, collection or other action taken under the Cash Management System, or as to the use or

application by the Applicant of funds transferred, paid, collected or otherwise dealt with in the Cash Management System, shall be entitled to provide the Cash Management System without any liability in respect thereof to any Person (as hereinafter defined) other than the Applicant, pursuant to the terms of the documentation applicable to the Cash Management System, and shall be, in its capacity as provider of the Cash Management System, an unaffected creditor under the Plan with regard to any claims or expenses it may suffer or incur in connection with the provision of the Cash Management System.

- 6. THIS COURT ORDERS that the Applicant shall be entitled but not required to pay the following expenses whether incurred prior to or after this Order:
 - (a) all reasonable transition costs of the Manager (as defined below) pursuant to the terms of the Critical Transition Services Agreement (as defined below), and all outstanding and future wages, salaries, employee and pension benefits, vacation pay and expenses payable on or after the date of this Order, in each case incurred in the ordinary course of business and consistent with existing management agreements, compensation policies and arrangements; and
 - (b) the fees and disbursements of any Assistants retained or employed by the Applicant in respect of these proceedings, at their standard rates and charges.
- 7. THIS COURT ORDERS that, except as otherwise provided to the contrary herein, the Applicant shall be entitled but not required to pay all reasonable expenses incurred by the Applicant in carrying on the Business in the ordinary course after this Order, and in carrying out the provisions of this Order, which expenses shall include, without limitation:
 - (a) all expenses and capital expenditures reasonably necessary for the preservation of the Property or the Business including, without limitation, payments on account of insurance (including directors and officers insurance), maintenance and security services;

- (b) Follow on Investments in Portfolio Companies (as defined in the Ross Affidavit, the "Portfolio Companies", each a "Portfolio Company") for which provision is made in the Cash Flow Projection (as defined in the Ross Affidavit) or which are approved by the Monitor; and
- (c) payment for goods or services actually supplied to the Applicant following the date of this Order.
- THIS COURT ORDERS that the Applicant shall remit, in accordance with legal requirements, or pay:
 - (a) any statutory deemed trust amounts in favour of the Crown in right of Canada or of any Province thereof or any other taxation authority which are required to be deducted from employees' wages, including, without limitation, amounts in respect of (i) employment insurance, (ii) Canada Pension Plan, (iii) Quebec Pension Plan, and (iv) income taxes;
 - (b) all goods and services or other applicable sales taxes (collectively, "Sales Taxes") required to be remitted by the Applicant in connection with the sale of goods and services by the Applicant, but only where such Sales Taxes are accrued or collected after the date of this Order, or where such Sales Taxes were accrued or collected prior to the date of this Order but not required to be remitted until on or after the date of this Order; and
 - (c) any amount payable to the Crown in right of Canada or of any Province thereof or any political subdivision thereof or any other taxation authority in respect of municipal realty, municipal business or other taxes, assessments or levies of any nature or kind which are entitled at law to be paid in priority to claims of secured creditors and which are attributable to or in respect of the carrying on of the Business by the Applicant.
- THIS COURT ORDERS that until a real property lease is disclaimed in accordance with the CCAA, the Applicant shall pay all amounts constituting rent or payable as rent under real property leases (including, for greater certainty, common area

maintenance charges, utilities and realty taxes and any other amounts payable to the landlord under the lease) or as otherwise may be negotiated between the Applicant and the landlord from time to time ("Rent"), for the period commencing from and including the date of this Order.

10. THIS COURT ORDERS that, except as specifically permitted herein, the Applicant is hereby directed, until further Order of this Court: (a) to make no payments of principal, interest thereon or otherwise on account of amounts owing by the Applicant to any of its creditors as of this date except as provided in the Cash Flow Projection; (b) to grant no security interests, trust, liens, charges or encumbrances upon or in respect of any of its Property; and (c) to not grant credit or incur liabilities except in the ordinary course of the Business.

RESTRUCTURING

- 11. THIS COURT ORDERS that the Applicant shall, subject to such requirements as are imposed by the CCAA have the right to:
 - (a) permanently or temporarily cease, downsize or shut down any of its business or operations, and to dispose of redundant or non-material assets not exceeding \$25,000 in any one transaction or \$100,000 in the aggregate;
 - (b) terminate the employment of such of its employees or temporarily lay off such of its employees as it deems appropriate and terminate the provision of transitional services by the Manager (as defined below); and
 - (c) pursue all avenues of refinancing of its Business or Property, in whole or part, subject to prior approval of this Court being obtained before any material refinancing,

all of the foregoing to permit the Applicant to proceed with an orderly restructuring of the Business (the "Restructuring"). For greater clarity, dispositions of the Applicant's interest in a Portfolio Company as part of a liquidity event, is an ordinary course transaction that does not require Court approval.

- 12. THIS COURT ORDERS that the Applicant shall provide each of the relevant landlords with notice of the Applicant'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 Applicant's entitlement to remove any such fixture under the provisions of the lease, such fixture shall remain on the premises and shall be dealt with as agreed between any applicable secured creditors, such landlord and the Applicant, or by further Order of this Court upon application by the Applicant on at least two (2) days notice to such landlord and any such secured creditors. If the Applicant disclaims the lease governing such leased premises in accordance with Section 32 of the CCAA, it shall not be required to pay Rent under such lease pending resolution of any such dispute (other than Rent payable for the notice period provided for in Section 32(5) of the CCAA), and the disclaimer of the lease shall be without prejudice to the Applicant's claim to the fixtures in dispute.
- 13. THIS COURT ORDERS that if a notice of disclaimer is delivered pursuant to Section 32 of the CCAA, then (a) during the notice period prior to the effective time of the disclaimer, the landlord may show the affected leased premises to prospective tenants during normal business hours, on giving the Applicant and the Monitor 24 hours' prior written notice, and (b) at the effective time of the disclaimer, the relevant landlord shall be entitled to take possession of any such leased premises without waiver of or prejudice to any claims or rights such landlord may have against the Applicant in respect of such lease or leased premises and such landlord shall be entitled to notify the Applicant of the basis on which it is taking possession and to gain possession of and release such leased premises to any third party or parties on such terms as such landlord considers advisable, provided that nothing herein shall relieve such landlord of its obligation to mitigate any damages claimed in connection therewith.

NO PROCEEDINGS AGAINST THE APPLICANT OR THE PROPERTY

14. THIS COURT ORDERS that until and including October 31,2013, or such later date as this Court may order (the "Stay Period"), no proceeding or enforcement process in any court or tribunal (each, a "Proceeding") shall be commenced or continued against or in respect of the Applicant or the Monitor, or affecting the Business or the Property, except with the written consent of the Applicant and the Monitor, or with leave of this Court, and any and all Proceedings currently under way against or in respect of the Applicant or affecting the Business or the Property are hereby stayed and suspended pending further Order of this Court.

NO EXERCISE OF RIGHTS OR REMEDIES

- 15. THIS COURT ORDERS that during the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entity (all of the foregoing, collectively being "Persons" and each being a "Person") against or in respect of the Applicant or the Monitor, or affecting the Business or the Property, are hereby stayed and suspended except with the written consent of the Applicant and the Monitor, or leave of this Court, provided that nothing in this Order shall (i) empower the Applicant to carry on any business which the Applicant is not lawfully entitled to carry on, (ii) affect such investigations, actions, suits or proceedings by a regulatory body as are permitted by Section 11.1 of the CCAA, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.
- 16. THIS COURT ORDERS that any rights or obligations, including any right or obligation under a contract, an agreement or other document affecting or relating to a Portfolio Company, that arise, come into effect or are "triggered" by the insolvency of the Applicant, by the commencement of these proceedings or the making of this Order shall be of no effect and no person shall be entitled to exercise any rights or remedies in connection therewith.

NO INTERFERENCE WITH RIGHTS

17. THIS COURT ORDERS that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the Applicant or any right, renewal right, contract, agreement, licence or permit in favour

of or held by a Portfolio Company to the extent relevant to the Applicant, the Business, the Property or these proceedings, except with the written consent of the Applicant and the Monitor, or leave of this Court.

CONTINUATION OF SERVICES

18. THIS COURT ORDERS that during the Stay Period, all Persons having oral or written agreements with the Applicant or statutory or regulatory mandates for the supply of goods and/or services, including without limitation all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to the Business or the Applicant, 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 Applicant, and that the Applicant shall be entitled to the continued use of its current premises, 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 Applicant in accordance with normal payment practices of the Applicant or such other practices as may be agreed upon by the supplier or service provider and each of the Applicant and the Monitor, or as may be ordered by this Court.

NON-DEROGATION OF RIGHTS

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

CRITICAL SUPPLIERS

- 20. THIS COURT ORDERS AND DECLARES that this Order is without prejudice to any arguments of the Fund, Growthworks WV Management Ltd. (the "Manager") or GrowthWorks Capital Ltd. ("GWC"), in connection with the purported termination of the Management Agreement described in the Ross Affidavit (the "Management Agreement").
- 21. THIS COURT ORDERS that, the Manager, GWC, and each Person engaged or contracted by the Manager and/or GWC (not including employees of the Manager or GWC) in connection with providing transitional services to the Applicant pursuant to the Management Agreement on or after October 1, 2013 is a critical supplier to the Applicant as contemplated by Section 11.4 of the CCAA (each, a "Critical Supplier") and each Critical Supplier shall be entitled to the benefit of and is hereby granted a charge (together, the "Critical Suppliers' Charge") on the Property of the Applicant in an amount equal to the lesser of (a) the value of the goods and services supplied by such Critical Supplier and received by the Applicant after the date of this Order less all amounts paid to such Critical Supplier in respect of such goods and services; and, (b) the amount to which the Manager is entitled to be paid under the Critical Transition Services Agreement attached hereto as Schedule "1". The Critical Supplier Charge shall have the priority set out in paragraphs 38 and 40 herein.
- 22. THIS COURT ORDERS that each Critical Supplier shall, in addition to any other obligations it has under this Initial Order, supply and continue to supply the Applicant with transitional services pursuant to the Management Agreement. In the case of the Manager, it shall supply and continue to supply the Critical Transition Services (as defined in the Critical Transition Services Agreement) pursuant to and as set out in the Critical Transition Services Agreement. No Critical Supplier may require the payment of a deposit or the posting of any security in connection with the supply of such services after the date of this Order.

PROCEEDINGS AGAINST DIRECTORS AND OFFICERS

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

DIRECTORS' AND OFFICERS' INDEMNIFICATION AND CHARGE

- 24. THIS COURT ORDERS that the Applicant shall indemnify its directors and officers, and may indemnify the Portfolio Company Directors if, in its own discretion and in consultation with the Monitor, it elects to do so, against obligations and liabilities that they may incur as directors or officers of the Applicant or directors of a Portfolio Company after the commencement of the within proceedings, except to the extent that, with respect to any director, officer or Portfolio Company Director, the obligation or liability was incurred as a result of the director's, officer's or Portfolio Company Director's gross negligence or wilful misconduct. The Applicant and the Portfolio Company Directors will use reasonable commercial efforts to address any dispute regarding the indemnity coverage with the guidance and assistance of the Monitor, and, if required, this Court.
- 25. THIS COURT ORDERS that the directors and officers of the Applicant shall be entitled to the benefit of and are hereby granted a charge (the "Directors' Charge") on

the Property, which charge shall not exceed an aggregate amount of \$1,000,000, as security for the indemnity provided in paragraph 24 of this Order. The Directors' Charge shall have the priority set out in paragraphs 38 and 40 herein.

- 26. THIS COURT ORDERS that the Portfolio Company Directors shall be entitled to the benefit of and are hereby granted a charge (the "Portfolio Company Directors' Charge") on the Property, which charge shall not exceed an aggregate amount of \$10,000,000, as security for the indemnity referred to in paragraph 24 of this Order, to the extent one is provided by the Applicant. The Portfolio Company Directors' Charge shall have the priority set out in paragraphs 38 and 40 herein.
- 27. THIS COURT ORDERS that, notwithstanding any language in any applicable insurance policy to the contrary, (a) no insurer shall be entitled to be subrogated to or claim the benefit of the Directors' Charge or the Portfolio Company Directors' Charge, and (b) the Applicant's directors and officers shall only be entitled to the benefit of the Directors' Charge to the extent that they do not have coverage under any directors' and officers' insurance policy, or to the extent that such coverage is insufficient to pay amounts indemnified in accordance with paragraph 24 of this Order, and the Portfolio Company Directors shall only be entitled to the benefit of the Portfolio Company Directors' Charge to the extent that they do not have coverage under any directors' and officers' insurance policy, or to the extent that such coverage is insufficient to pay amounts indemnified by the Applicant, to the extent an indemnity is provided by the Applicant accordance with paragraph 24 of this Order.

APPOINTMENT OF MONITOR

28. THIS COURT ORDERS that FTI Consulting Canada Inc. is hereby appointed pursuant to the CCAA as the Monitor, an officer of this Court, to monitor the business and financial affairs of the Applicant with the powers and obligations set out in the CCAA or set forth herein and that the Applicant and its shareholders, officers, directors, and Assistants shall advise the Monitor of all material steps taken by the Applicant pursuant to this Order, and shall co-operate fully with the Monitor in the exercise of its

powers and discharge of its obligations and provide the Monitor with the assistance that is necessary to enable the Monitor to adequately carry out the Monitor's functions.

- 29. THIS COURT ORDERS that the Monitor, in addition to its prescribed rights and obligations under the CCAA, is hereby directed and empowered to:
 - (a) monitor the Applicant's receipts and disbursements;
 - (b) report to this Court at such times and intervals as the Monitor may deem appropriate with respect to matters relating to the Property, the Business, and such other matters as may be relevant to the proceedings herein;
 - advise the Applicant in its preparation of the Applicant's cash flow statements;
 - (d) advise the Applicant in respect to the Plan and any amendments to the Plan;
 - assist the Applicant, to the extent required by the Applicant, with the holding and administering of creditors' or shareholders' meetings for voting on the Plan;
 - (f) have full and complete access to the Property including the premises, the premises of the Manager to the extent Property of the Applicant is located on the Manager's premises, books, records, data, including data in electronic form, and other financial documents of the Applicant, to the extent that is necessary to adequately assess the Applicant's business and financial affairs or to perform its duties arising under this Order and all Persons, including the Applicant and the Manager, shall permit such full and complete access to such Property to the Monitor;
 - (g) be at liberty to engage independent legal counsel or such other persons as the Monitor deems necessary or advisable respecting the exercise of its powers and performance of its obligations under this Order;

- (h) establish one or more accounts to hold any proceeds of the disposition of the Portfolio Companies (the "Proceeds Accounts");
- (i) administer the Proceeds Accounts for and on behalf of the Applicants and to distribute funds from such Proceeds Accounts from time to time to satisfy expenses that the Applicant is entitled and/or required to pay pursuant to this Order, as directed by the Applicant and in accordance with the Cash Flow Projection and any update cash flow projections; and
- (j) perform such other duties as are required by this Order or by this Court from time to time.
- 30. THIS COURT ORDERS that the Monitor shall not take possession of the Property with the exception of the Proceeds Accounts, and shall take no part whatsoever in the management or supervision of the management of the Business or the businesses of the Portfolio Companies and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the Business or Property, or any part thereof.
- 31. THIS COURT ORDERS that McCarthy Tétrault LLP is entitled to transfer the funds held by it in trust as described in the Ross Affidavit at paragraph 88, and any future proceeds that may be received by it from time to time from the disposition of the Portfolio Companies, to the Monitor for deposit into the Proceeds Accounts to be held by the Monitor for and on behalf of the Applicant in accordance with the terms of this Order.
- 32. THIS COURT ORDERS that nothing herein contained shall require the Monitor to occupy or to take control, care, charge, possession or management (separately and/or collectively, "Possession") of any of the Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other

contamination including, without limitation, the Canadian Environmental Protection

Act, the Ontario Environmental Protection Act, the Ontario Water Resources Act, or the

Ontario Occupational Health and Safety Act and regulations thereunder (the

"Environmental Legislation"), provided however that nothing herein shall exempt the

Monitor from any duty to report or make disclosure imposed by applicable

Environmental Legislation. The Monitor shall not, as a result of this Order or anything

done in pursuance of the Monitor's duties and powers under this Order, be deemed to be

in Possession of any of the Property within the meaning of any Environmental

Legislation, unless it is actually in possession.

- 33. THIS COURT ORDERS that that the Monitor shall provide to any creditor of the Applicant information provided by the Applicant in response to reasonable requests for information made in writing by such creditor addressed to the Monitor. The Monitor shall not have any responsibility or liability with respect to the information disseminated by it pursuant to this paragraph. In the case of information that the Monitor has been advised by the Applicant is confidential, the Monitor shall not provide such information to creditors unless otherwise directed by this Court or on such terms as the Monitor and the Applicant may agree.
- 34. THIS COURT ORDERS that, in addition to the rights and protections afforded the Monitor under the CCAA or as an officer of this Court, the Monitor shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order (including, without limitation, with respect to administering the Proceeds Accounts for and on behalf of the Applicants), save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded the Monitor by the CCAA or any applicable legislation.
- 35. THIS COURT ORDERS that the Monitor, counsel to the Monitor and counsel to the Applicant shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, by the Applicant as part of the costs of these proceedings. The Applicant is hereby authorized and directed to pay the accounts of the Monitor, counsel for the Monitor and counsel for the Applicant on a bi-weekly basis and, in

addition, the Applicant is hereby authorized to pay to the Monitor, counsel to the Monitor, counsel to the Applicant and CCC (as defined in the Ross Affidavit), retainers in the amount of \$50,000, respectively, to be held by them as security for payment of their respective fees and disbursements outstanding from time to time

- 36. THIS COURT ORDERS that the Monitor and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Monitor and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.
- 37. THIS COURT ORDERS that the Monitor, counsel to the Monitor, CCC (as defined in the Ross Affidavit), and the Applicant's counsel shall be entitled to the benefit of and are hereby granted a charge (the "Administration Charge") on the Property, which charge shall not exceed an aggregate amount of \$500,000, as security for their professional fees and disbursements incurred at the standard rates and charges of the Monitor and such counsel, both before and after the making of this Order in respect of these proceedings. The Administration Charge shall have the priority set out in paragraphs 38 and 40 hereof.

VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER

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

First - Administration Charge (to the maximum amount of \$500,000);

Second - Directors' Charge (to the maximum amount of \$1,000,000);

Third - Critical Suppliers' Charge (to the maximum amount of \$50,000);

and,

Fourth - Portfolio Company Directors' Charge and Critical Suppliers' Charge to the extent that it exceeds \$50,000.

- 39. THIS COURT ORDERS that the filing, registration or perfection of the Directors' Charge, the Administration Charge, the Critical Suppliers' Charge and the Portfolio Company Directors' Charge (collectively, the "Charges") shall not be required, and that the Charges shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Charges coming into existence, notwithstanding any such failure to file, register, record or perfect.
- 40. THIS COURT ORDERS that each of the Charges (as constituted and defined herein) shall constitute a charge on the Property and that the entire Directors' Charge, the entire Administration Charge and the Critical Suppliers' Charge to a maximum amount of \$50,000 shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, "Encumbrances") in favour of any Person. To the extent the Critical Suppliers' Charge exceeds \$50,000, such additional amount, together with the Portfolio Company Directors' Charge, shall rank pari passu with one another behind the Encumbrances.
- 41. THIS COURT ORDERS that except as otherwise expressly provided for herein, or as may be approved by this Court, the Applicant shall not grant any Encumbrances over any Property that rank in priority to, or pari passu with, any of the Charges, unless the Applicant also obtains the prior written consent of the Monitor and the beneficiaries of the Charges, or further Order of this Court.
- 42. THIS COURT ORDERS that the Charges shall not be rendered invalid or unenforceable and the rights and remedies of the chargees entitled to the benefit of the Charges (collectively, the "Chargees") thereunder shall not otherwise be limited or impaired in any way by (a) the pendency of these proceedings and the declarations of insolvency made herein; (b) any application(s) for bankruptcy order(s) issued pursuant to Bankruptcy and Insolvency Act (the "BIA"), or any bankruptcy order made pursuant to such applications; (c) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (d) the provisions of any federal or provincial statutes; or (e)

any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an "Agreement") which binds the Applicant, and notwithstanding any provision to the contrary in any Agreement:

- the creation of the Charges shall not create nor be deemed to constitute a breach by the Applicant of any Agreement to which it is a party;
- (b) none of the Chargees shall have any liability to any Person whatsoever as a result of any breach of any Agreement caused by or resulting from the creation of the Charges; and
- (c) neither the payments made by the Applicant pursuant to this Order nor the granting of the Charges shall constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.
- 43. THIS COURT ORDERS that any Charge created by this Order over leases of real property in Canada shall only be a Charge in the Applicant's interest in such real property leases.

SERVICE AND NOTICE

44. THIS COURT ORDERS that the Monitor shall (i) without delay, publish in The Globe and Mail (National Edition) a notice containing the information prescribed under the CCAA, (ii) within five days after the date of this Order, (A) make this Order publicly available in the manner prescribed under the CCAA, (B) send, in the prescribed manner, a notice to every known creditor who has a claim against the Applicant of more than \$1000, and (C) prepare a list showing the names and addresses of those creditors and the estimated amounts of those claims, and make it publicly available in the prescribed manner, all in accordance with Section 23(1)(a) of the CCAA and the regulations made thereunder.

- 45. THIS COURT ORDERS that the Applicant and the Monitor be at liberty to serve 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 electronic transmission to the Applicant's creditors or other interested parties at their respective addresses as last shown on the records of the Applicant and that any such service or notice by courier, personal delivery or electronic 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.
- 46. THIS COURT ORDERS that the Applicant, the Monitor, and any party who has filed a Notice of Appearance may serve any court materials in these proceedings by emailing a PDF or other electronic copy of such materials to counsels' email addresses as recorded on the Service List from time to time, and the Monitor may post a copy of any or all such materials on its website at http://cfcanada.fticonsulting.com/gcfl.

GENERAL

- 47. THIS COURT ORDERS that the Applicant or the Monitor may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.
- 48. THIS COURT ORDERS that nothing in this Order shall prevent the Monitor from acting as an interim receiver, a receiver, a receiver and manager, or a trustee in bankruptcy of the Applicant, a Portfolio Company, the Business or the Property.
- 49. 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 Applicant, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative

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

- 50. THIS COURT ORDERS that each of the Applicant and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.
- 51. THIS COURT ORDERS that any interested party (including the Applicant and the Monitor) may apply to this Court to vary or amend this Order on not less than seven (7) days notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.
- 52. THIS COURT ORDERS that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Standard/Daylight Time on the date of this Order.

APPENDIX "B"

Court File No.: CV13-10279-00CL

ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF GROWTHWORKS CANADIAN FUND LTD.

AFFIDAVIT OF PAUL BISHOP (Sworn May 9, 2014)

I, PAUL BISHOP of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

- 1. I am a Senior Managing Director of FTI Consulting Canada Inc. ("FTI"). FTI was appointed as CCAA monitor of GrowthWorks Canadian Fund Ltd (the "Monitor") pursuant to an Initial Order of Justice Newbould dated October 1, 2013. I am responsible for the services rendered by FTI as discussed herein and accordingly, I have knowledge of matters hereinafter deposed to.
- Attached hereto collectively as **Exhibit "A"** are copies of the Statements of Account of FTI in respect of services rendered by FTI as proposed Monitor and as Monitor in these proceedings for the period from September 15, 2013 through April 30, 2014. During the period from September 15, 2013 to April 30, 2014 (the "**Billing Period**"), the total fees billed were \$605,016.50 plus disbursements of \$21,489.57 and applicable taxes of \$81,445.83, for

an aggregate amount of \$707,951.90. A summary of the invoices rendered during the Billing Period is reproduced below:

Invoice #	Invoice Date	Period End Date	Fee	Disbursements	GST/HST	Total
29000735	09/30/13	09/30/13	21,250.50	-	2,762.57	24,013.07
29000749	10/17/13	10/13/13	58,126.00	3,420.37	8,001.03	69,547.40
29000768	10/31/13	10/31/13	79,142.50	8.85	10,289.68	89,441.03
29000778	11/20/13	11/17/13	67,156.00	-	8,730.28	75,886.28
29000793	11/30/13	11/30/13	39,259.50	14,396.62	6,975.30	60,631.42
29000809	12/18/13	12/15/13	36,850.50	-	4,790.57	41,641.07
29000822	12/31/13	12/31/13	30,251.00	-	3,932.63	34,183.63
29000838	01/23/14	01/19/14	48,675.50	3,663.73	6,804.10	59,143.33
29000847	01/31/14	01/31/14	21,549.50	-	2,801.44	24,350.94
29000862	02/20/14	02/16/14	44,990.00	-	5,848.70	50,838.70
29000872	02/28/14	02/28/14	21,607.00	-	2,808.91	24,415.91
29000892	03/21/14	03/16/14	42,906.50	-	5,577.85	48,484.35
29000903	03/31/14	03/31/14	31,709.50	-	4,122.24	35,831.74
29000928	04/16/14	04/13/14	34,793.50	-	4,523.16	39,316.66
29000949	04/30/14	04/30/14	26,749.00	-	3,477.37	30,226.37
		TOTAL	605,016.50	21,489.57	81,445.83	707,951.90

3. As set out in the following table, 1164.7 hours were expended by FTI personnel during the Billing Period, resulting in an average hourly rate of \$519.46 (exclusive of applicable taxes and after the application of certain voluntary fee reductions):

Professional	Hours	Standard Rates* (\$)
P. Bishop	318.9	830
J. Porepa	349.9	655
M. Kennedy	119.9	325
G. Haghiri	309.5	290
L. Kelly	66.5	115
Total Hours	1164.7	

^{*}before voluntary reduction

4. The activities as described in the reports of the Proposed Monitor and the Monitor filed in the within proceedings and detailed in the statements of account attached as Exhibit "A" accurately reflect the services provided by FTI and to the best of my knowledge, the rates charged by FTI throughout the course of the within proceedings are

comparable to the rates charged by other firms in the Toronto market for the provision of similar restructuring services.

5. I swear this affidavit in support of a motion for, *inter alia*, approval of the fees and disbursements of FTI and for no other or improper purpose.

SWORN BEFORE ME at the	
City of Toronto, in the	
Province of Ontario, this day, of May, 2014	
day, of May, 2014	

PAUL BISHOP

A Commissioner for taking affidavits, etc.

This is Exhibit "A" to the
Affidavit of Paul Bishop
sworn before me, this Q day of
May, 2014.

A Commissioner for taking Affidavits, etc.

Appendix A

Summary of Bills

Summary of FTI Invoices GrowthWorks CCAA (436440.0003) September 15, 2013 to April 30, 2014

	Invoice	Period End			control	
Invoice #	Date	Date	Fee	Disbursements	GST/HST	Total
29000735	09/30/13	09/30/13	21,250.50		2,762.57	24,013.07
29000749	10/17/13	10/13/13	58,126.00	3,420.37	8,001.03	69,547.40
29000768	10/31/13	10/31/13	79,142.50	8.85	10,289.68	89,441.03
29000778	11/20/13	11/17/13	67,156.00		8,730.28	75,886.28
29000793	11/30/13	11/30/13	39,259.50	14,396.62	6,975.30	60,631.42
29000809	12/18/13	12/15/13	36,850.50	S - 01	4,790.57	41,641.07
29000822	12/31/13	12/31/13	30,251.00	-	3,932.63	34,183.63
29000838	01/23/14	01/19/14	48,675.50	3,663.73	6,804.10	59,143.33
29000847	01/31/14	01/31/14	21,549.50	3 €1	2,801.44	24,350.94
29000862	02/20/14	02/16/14	44,990.00		5,848.70	50,838.70
29000872	02/28/14	02/28/14	21,607.00		2,808.91	24,415.91
29000892	03/21/14	03/16/14	42,906.50	4	5,577.85	48,484.35
29000903	03/31/14	03/31/14	31,709.50	•	4,122.24	35,831.74
29000928	04/16/14	04/13/14	34,793.50		4,523.16	39,316.66
29000949	04/30/14	04/30/14	26,749.00	Territor entre ent	3,477.37	30,226.37
		TOTAL	605,016.50	21,489.57	81,445.83	707,951.90

Appendix B

Summary of Hours

		Standard		
Professional	Hours	Rates	. 1	Total CAD \$
Paul Bishop	318.9	830		264,687.00
Jodi Porepa	349.9	655		229,184.50
Michael Kennedy	119.9	325		38,967.50
Golnaz Haghiri	309.5	290		89,755.00
Linda Kelly	66.5	115		7,647.50
Total Hours and Fees	1164.7	•	\$	630,241.50
Less discount			\$	25,225.00
Total Expenses Charged			\$	21,489.57
Total		•	\$	626,506.07
13% HST #835718024RT0001				81,445.83
TOTAL BILLED			\$	707,951.90

Appendix C

Bills and Dockets



GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 September 30, 2013 FTI Invoice No. 29000735 FTI Job No. 436440.0003 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 30, 2013

	CAD (\$)
Professional Services	\$22,393.00
Less Voluntary Reduction.	-\$1,142.50
Net Professional Fees	\$21,250.50
Expenses	\$0.00
Total Fees and Expenses	\$22,393.00
HST Registration No. 835718024RT0001	\$2,762.57
Total Amount Due this Period	\$24,013.07
Total Amount Due	\$24,013.07

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT

Bank Number: 002



Invoice Summary

GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 September 30, 2013 FTI Invoice No. 29000735 FTI Job No. 436440.0003 Terms Payment on Presentation

Current Invoice Period: Charges Posted through September 30, 2013

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	15.3	\$12,699.00
Jodi Porepa	Managing Director	\$655.00	14.8	\$9,694.00
Total Hours and Fees			30.1	\$22,393.00
Less Voluntary Reduct	ion			-\$1,142.50
Total Net Fees				\$21,250.50
HST Registration No.	835718024RT0001			\$2,762.57
Invoice Total for Current Period				\$24,013.07



GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 October 17, 2013 FTI Invoice No. 29000749 FTI Job No. 436440.0003 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through October 13, 2013

	CAD (\$)
Professional Services	\$60,400.50
Less Voluntary Reduction	-\$2,274.50
Net Professional Fees.	\$58,126.00
Expenses	\$3,420.37
	1
Total Fees and Expenses	\$63,820.87
HST Registration No. 835718024RT0001	\$8,001.03
Total Amount Due this Period.	\$69,547.40
Previous Balance Due	\$24,013.07
Total Amount Due	\$93,560.47

Please Wire Transfer To:

Bank of Nova Scotia Scotia Plaza, 44 King Street West Toronto, ONT M5H 1H1 Swift Code: NOSCCATT

Bank Number: 002



Invoice Summary

GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 October 17, 2013 FTI Invoice No. 29000749 FTI Job No. 436440.0003 Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 13, 2013

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	26.0	\$21,580.00
Jodi Porepa	Managing Director	\$655.00	50.2	\$32,881.00
Golnaz Haghiri	Consultant	\$290.00	18.3	\$5,307.00
Linda Kelly	Administrative Receptionist	\$115.00	5.5	\$632.50
Total Hours and Fees			100.0	\$60,400.50
Less Voluntary Reduction	n			-\$2,274.50
Total Net Fees	211 079 998 994 12 500			\$58,126.00
Other/Miscellaneous				\$3,420.37
Total Expenses				\$3,420.37
HST Registration No. 83	5718024RT0001			\$8,001.03



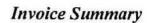
GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 October 31, 2013 FTI Invoice No. 29000768 FTI Job No. 436440.0003 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2013

	CAD (\$)
Professional ServicesLess Voluntary Reduction	\$82,221.50 -\$3,079.00
Net Professional Fees	\$79,142.50
Expenses	\$8.85
Total Fees and Expenses	\$79,151.35
HST Registration No. 835718024RT0001	\$10,289.68
Total Amount Due this Period.	\$89,441.03
Total Amount Due	\$89,441.03

Please Wire Transfer To:

Bank of Nova Scotia Scotia Plaza, 44 King Street West Toronto, ONT M5H 1H1 Swift Code: NOSCCATT Bank Number: 002





GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 October 31, 2013 FTI Invoice No. 29000768 FTI Job No. 436440.0003 Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2013

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	36.2	\$30,046.00
Jodi Porepa	Managing Director	\$655.00	65.7	\$43,033.50
Golnaz Haghiri	Consultant	\$290.00	29.7	\$8,613.00
Linda Kelly	Administrative Receptionist	\$115.00	4.6	\$529.00
Total Hours and Fees			136.2	\$82,221.50
Less Voluntary Reductio	n			-\$3,079.00
Total Net Fees				\$79,142.50
Transportation				\$8.85
Total Expenses				\$8.85
HST Registration No. 83	5718024RT0001			\$10,289.68
Invoice Total for Currer	at Period			\$89,441.03



GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 November 20, 2013 FTI Invoice No. 29000778 FTI Job No. 436440.0003 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 17, 2013

	CAD (\$)
Professional Services Less Voluntary Reduction	\$69,795.00 -\$2,639.00
Net Professional Fees	\$67,156.00
Expenses.	\$0.00
Total Fees and Expenses	\$67,156.00
HST Registration No. 835718024RT0001	\$8,730.28
Total Amount Due this Period.	\$75,886.28
Total Amount Due	\$75,886.28

Please Wire Transfer To:

Bank of Nova Scotia Scotia Plaza, 44 King Street West Toronto, ONT M5H 1H1 Swift Code: NOSCCATT Bank Number: 002



Invoice Summary

GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 November 20, 2013 FTI Invoice No. 29000778 FTI Job No. 436440.0003 Terms Payment on Presentation

Current Invoice Period: Charges Posted through November 17, 2013

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	31.0	\$25,730.00
Jodi Porepa	Managing Director	\$655.00	54.6	\$35,763.00
Michael Kennedy	Consultant	\$325.00	8.0	\$2,600.00
Golnaz Haghiri	Consultant	\$290.00	17.6	\$5,104.00
Linda Kelly	Administrative Receptionist	\$115.00	5.2	\$598.00
Total Hours and Fees			116.4	\$69,795.00
Less Voluntary Reduction	n			-\$2,639.00
Total Net Fees			******	\$67,156.00
HST Registration No. 83	5718024RT0001			\$8,730.28



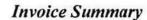
GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 November 30, 2013 FTI Invoice No. 29000793 FTI Job No. 436440.0003 Terms: Payment on Presentation

Current Invoice Period: Charges Posted from November 17, 2013 to November 30, 2013

	CAD (\$)
Professional Services	\$41,208.50
Less Voluntary Reduction.	-\$1,949.00
Net Professional Fees	\$39,259.50
Expenses	\$14,396.62
Total Fees and Expenses	\$53,656.12
HST Registration No. 835718024RT0001	\$6,975.30
Total Amount Due this Period.	\$60,631.42
Total Amount Due	\$60,631.42

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002





GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 November 30, 2013 FTI Invoice No. 29000793 FTI Job No. 436440.0003 Terms Payment on Presentation

Current Invoice Period: Charges Posted from November 17, 2013 to November 30, 2013

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	26.3	\$21,829.00
Jodi Porepa	Managing Director	\$655.00	15.7	\$10,283.50
Michael Kennedy	Consultant	\$325.00	6.5	\$2,112.50
Golnaz Haghiri	Consultant	\$290.00	21.9	\$6,351.00
Linda Kelly	Administrative Receptionist	\$115.00	5.5	\$632.50
Total Hours and Fees			25.0	C41 200 E0
	1		75.9	\$41,208.50 -\$1,949.00
	1		/5.9	470
Less Voluntary Reduction	1		75.9	470
Less Voluntary Reduction	1		75.9	-\$1,949.00
Less Voluntary Reduction Total Net Fees	1		75.9	-\$1,949.00 \$39,259.50
Less Voluntary Reduction Total Net Fees Other/Miscellaneous			75.9	-\$1,949.00 \$39,259.50 \$14,396.62



GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 December 18, 2013 FTI Invoice No. 29000809 FTI Job No. 436440.0003 Terms: Payment on Presentation

Current Invoice Period: Charges Posted from December 1, 2013 to December 15, 2013

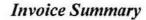
	CAD (\$)
Professional Services Less Voluntary Reduction	\$38,672.00 -\$1,821.50
1307	the state of the s
Net Professional Fees	\$36,850.50
Expenses	\$0.00
Total Fees and Expenses.	\$36,850.50
HST Registration No. 835718024RT0001	\$4,790.57
Total Amount Due this Period	\$41,641.07
Total Amount Due	\$41,641.07

Please Wire Transfer To:

Bank of Nova Scotia Scotia Plaza, 44 King Street West Toronto, ONT M5H 1H1

Bank Number: 002

Swift Code: NOSCCATT





GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 December 18, 2013 FTI Invoice No. 29000809 FTI Job No. 436440.0003 Terms Payment on Presentation

Current Invoice Period: Charges Posted from December 1, 2013 to December 15, 2013

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	25.3	\$20,999.00
Jodi Porepa	Managing Director	\$655.00	12.6	\$8,253.00
Michael Kennedy	Consultant	\$325.00	9.4	\$3,055.00
Golnaz Haghiri	Consultant	\$290.00	20.6	\$5,974.00
Linda Kelly	Administrative Receptionist	\$115.00	3.4	\$391.00
Total Hours and Fees			71.3	\$38,672.00
Less Voluntary Reduction				-\$1,821.50
Total Net Fees				\$36,850.50
HST Registration No. 835718	8024RT0001			\$4,790.57
Invoice Total for Current Per				\$41,641.07



GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 December 31, 2013 FTI Invoice No. 29000822 FTI Job No. 436440.0003 Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2013

	CAD (\$)
	40
Professional Services	\$31,610.50
Less Voluntary Reduction	-\$1,359.50
	000001.00
Net Professional Fees	\$30,251.00
Expenses	\$0.00
Expenses	\$0.00
Total Fees and Expenses	\$30,251.00
HST Registration No. 835718024RT0001	\$3,932.63
Total Amount Due this Period.	\$34,183.63
Total Amount Due	\$34,183.63

Please Wire Transfer To:

Bank of Nova Scotia Scotia Plaza, 44 King Street West Toronto, ONT M5H 1H1 Swift Code: NOSCCATT

Bank Number: 002





GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 December 31, 2013 FTI Invoice No. 29000822 FTI Job No. 436440.0003 Terms Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2013

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	18.2	\$15,106.00
Jodi Porepa	Managing Director	\$655.00	15.4	\$10,087.00
Michael Kennedy	Consultant	\$325.00	15.2	\$4,940.00
Golnaz Haghiri	Consultant	\$290.00	4.5	\$1,305.00
Linda Kelly	Administrative Professional	\$115.00	1.5	\$172.50
Total Hours and Fees			54.8	\$31,610.50
Less Voluntary Reduction	n			-\$1,359.50
Less Voluntary Reduction	n			-\$1,359.50 \$30,251.00
152				



GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 January 23, 2014 FTI Invoice No. 29000838 FTI Job No. 436440.0003 Terms: Payment on Presentation

Current Invoice Period: Charges Posted from January 1, 2014 to January 19, 2014

	CAD (\$)
Professional Services Less Voluntary Reduction	\$50,280.00 -\$1,604.50
Net Professional Fees.	\$48,675.50
Expenses	\$3,663.73
Total Fees and Expenses	\$52,339.23
HST Registration No. 835718024RT0001	\$6,804.10
Total Amount Due this Period.	\$59,143.33
Total Amount Due	\$59,143.33

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT

Bank Number: 002





GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 January 23, 2014 FTI Invoice No. 29000838 FTI Job No. 436440.0003 Terms Payment on Presentation

Current Invoice Period: Charges Posted from January 1, 2014 to January 19, 2014

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	19.9	\$16,517.00
Jodi Porepa	Managing Director	\$655.00	21.2	\$13,886.00
Michael Kennedy	Consultant	\$325.00	17.6	\$5,720.00
Golnaz Haghiri	Consultant	\$290.00	46.2	\$13,398.00
Linda Kelly	Administrative Professional	\$115.00	6.6	\$759.00
	ń		111.5	
Less Voluntary Reductio	9 n		111.5	-\$1,604.50
Less Voluntary Reductio	n		111.5	-\$1,604.50
Total Hours and Fees Less Voluntary Reduction Total Net Fees Other/Miscellaneous	n n		111.5	\$50,280.00 -\$1,604.50 \$48,675.50 \$3,663.73
Less Voluntary Reductio	ń		111.5	-\$1,604.50 \$48,675.50
Less Voluntary Reduction Total Net Fees Other/Miscellaneous). W15002 B0		111.5	-\$1,604.50 \$48,675.50 \$3,663.73



Growth Works Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 January 31, 2014 FTI Invoice No. 29000847 FTI Job No. 436440.0003 Terms: Payment on Presentation

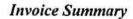
Current Invoice Period: Charges Posted from January 20, 2014 to January 31, 2014

	CAD (\$)
Professional ServicesLess Voluntary Reduction	\$22,461.50 -\$912.00
Net Professional Fees	\$21,549.50
Expenses.	\$0.00
Total Fees and Expenses.	\$21,549.50
HST Registration No. 835718024RT0001	\$2,801.44
Total Amount Due this Period.	\$24,350.94
Total Amount Due	\$24,350.94

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT

Bank Number: 002





GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 January 31, 2014 FTI Invoice No. 29000847 FTI Job No. 436440.0003 Terms Payment on Presentation

Current Invoice Period: Charges Posted from January 20, 2014 to January 31, 2014

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	13.1	\$10,873.00
Jodi Porepa	Managing Director	\$655.00	0.5	\$327.50
Michael Kennedy	Consultant	\$325.00	11.3	\$3.672.50
Golnaz Haghiri	Consultant	\$290.00	24.7	\$7,163.00
Linda Kelly	Administrative Professional	\$115.00	3.7	\$425.50
Total Hours and Fees			53.3	\$22,461.50
			.,,,,	322,401.50
	n			28
Less Voluntary Reduction	1			-\$912.00 \$21,549.50
Less Voluntary Reduction				-\$912.00



GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 February 20, 2014 FTI Invoice No. 29000862 FTI Job No. 436440.0003 Terms: Payment on Presentation

Current Invoice Period: Charges Posted from February 1, 2014 to February 16, 2014

	CAD (\$)
Professional Services	\$46,897.50
Less Voluntary Reduction	-\$1,907.50
Net Professional Fees	\$44,990.00
Expenses	\$0.00
Total Fees and Expenses.	\$44,990.00
HST Registration No. 835718024RT0001	\$5,848.70
Total Amount Due this Period.	\$50,838.70
Total Amount Due	\$50,838.70

Please Wire Transfer To:

Bank of Nova Scotia Scotia Plaza, 44 King Street West Toronto, ONT M5H 1H1 Swift Code: NOSCCATT

Bank Number: 002





February 20, 2014 FTI Invoice No. 29000862 FTI Job No. 436440.0003 Terms Payment on Presentation

Current Invoice Period: Charges Posted from February 1, 2014 to February 16, 2014

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	25.3	\$20,999.00
Jodi Porepa	Managing Director	\$655.00	21.2	\$13,886.00
Michael Kennedy	Consultant	\$325.00	14.7	\$4,777.50
Golnaz Haghiri	Consultant	\$290.00	23.6	\$6,844.00
Linda Kelly	Administrative Professional	\$115.00	3.4	\$391.00
Total Hours and Fees			88.2	\$46,897.50
Less Voluntary Reduction	1			-\$1,907.50
Total Net Fees				\$44,990.00
HST Registration No. 83	5718024RT0001			\$5,848.70



GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 February 28, 2014 FTI Invoice No. 29000872 FTI Job No. 436440.0003 Terms: Payment on Presentation

Current Invoice Period: Charges Posted from February 17, 2014 to February 28, 2014

	CAD (\$)
Professional Services Less Voluntary Reduction	\$22,437.50 -\$830.50
Net Professional Fees	\$21,607.00
Expenses	\$0.00
Total Fees and Expenses	\$21,607.00
HST Registration No. 835718024RT0001	\$2,808.91
Total Amount Due this Period	\$24,415.91
Previous Balance Due	\$50,838.70
Total Amount Due	\$75,254.61

Please Wire Transfer To:

Bank of Nova Scotia Scotia Plaza, 44 King Street West Toronto, ONT M5H 1H1 Swift Code: NOSCCATT

Bank Number: 002





February 28, 2014 FTI Invoice No. 29000872 FTI Job No. 436440.0003 Terms Payment on Presentation

Current Invoice Period: Charges Posted from February 17, 2014 to February 28, 2014

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	10.5	\$8,715.00
Jodi Porepa	Managing Director	\$655.00	10.9	\$7,139.50
Michael Kennedy	Consultant	\$325.00	7.2	\$2,340.00
Golnaz Haghiri	Consultant	\$290.00	13.6	\$3,944.00
Linda Kelly	Administrative Professional	\$115.00	2.6	\$299.00
Total Hours and Fees			44.8	\$22,437.50
Less Voluntary Reductio	n			-\$830.50
Less Voluntary Reductio	n		//	-\$830.50 \$21,607.00



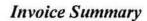
GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 March 21, 2014 FTI Invoice No. 29000892 FTI Job No. 436440.0003 Terms: Payment on Presentation

Current Invoice Period: Charges Posted from March 1, 2014 to March 16, 2014

Professional Services Less Voluntary Reduction	CAD (\$) \$44,426.50 -\$1,520.00
Net Professional Fees.	\$42,906.50
Expenses.	\$0.00
Total Fees and Expenses	\$42,906.50
HST Registration No. 835718024RT0001	\$5,577.85
Total Amount Due this Period.	\$48,484.35
Total Amount Due	\$48,484.35

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002





March 21, 2014 FTI Invoice No. 29000892 FTI Job No. 436440.0003 Terms Payment on Presentation

Current Invoice Period: Charges Posted from March 1, 2014 to March 16, 2014

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	15.2	\$12,616.00
Jodi Porepa	Managing Director	\$655.00	25.6	\$16,768.00
Michael Kennedy	Consultant	\$325.00	14.7	\$4,777.50
Golnaz Haghiri	Consultant	\$290.00	28.1	\$8,149.00
Linda Kelly	Administrative Professional	\$115.00	18.4	\$2.116.00
Total Hours and Fees			102.0	\$44,426.50
Less Voluntary Reduction	1			-\$1,520.00
Total Net Fees				\$42,906.50
Total Net Fees HST Registration No. 83	5718024RT0001			\$42,906.50 \$5,577.85



GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 March 31, 2014 FTI Invoice No. 29000903 FTI Job No. 436440.0003 Terms: Payment on Presentation

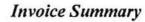
Current Invoice Period: Charges Posted from March 17, 2014 to March 31, 2014

	CAD (6)
	CAD (\$)
Professional ServicesLess Voluntary Reduction	\$33,513.50 -\$1,804.00
Net Professional Fees.	\$31,709.50
Expenses	\$0.00
Total Fees and Expenses	\$31,709.50
HST Registration No. 835718024RT0001	\$4,122.24
Total Amount Due this Period.	\$35,831.74
Previous Balance Due.	\$48,484.35
Total Amount Due	\$84,316.09

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT

Bank Number: 002





March 31, 2014 FTI Invoice No. 29000903 FTI Job No. 436440.0003 Terms Payment on Presentation

Current Invoice Period: Charges Posted from March 17, 2014 to March 31, 2014

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	26.4	\$21,912.00
Jodi Porepa	Managing Director	\$655.00	4.6	\$3,013.00
Michael Kennedy	Consultant	\$325.00	13.3	\$4,322.50
Golnaz Haghiri	Consultant	\$290.00	13.6	\$3,944.00
Linda Kelly	Administrative Professional	\$115.00	2.8	\$322.00
Total Hours and Fees			60.7	\$33,513.50
Less Voluntary Reduction	n			-\$1,804.00
Total Net Fees				\$31,709.50
Total Net Fees HST Registration No. 83	5718024RT0001			\$31,709.50 \$4,122.24



GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 April 16, 2014 FTI Invoice No. 29000928 FTI Job No. 436440.0003 Terms: Payment on Presentation

Current Invoice Period: Charges Posted from April 1, 2014 to April 13, 2014

	CAD (\$)
Professional Services	\$36,163.00
Less Voluntary Reduction	-\$1,369.50
Net Professional Fees	\$34,793.50
Expenses	\$0.00
	id god
Total Fees and Expenses	\$34,793.50
HST Registration No. 835718024RT0001	\$4,523.16
Total Amount Due this Period	\$39,316.66
Total Amount Due	\$39,316.66

Please Wire Transfer To:

Bank of Nova Scotia Scotia Plaza, 44 King Street West Toronto, ONT M5H 1H1 Swift Code: NOSCCATT

Bank Number: 002





April 16, 2014 FTI Invoice No. 29000928 FTI Job No. 436440.0003 Terms Payment on Presentation

Current Invoice Period: Charges Posted from April 1, 2014 to April 13, 2014

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	17.2	\$14,276.00
Jodi Porepa	Managing Director	\$655.00	20.5	\$13,427.50
Michael Kennedy	Consultant	\$325.00	2.0	\$650.00
Golnaz Haghiri	Consultant	\$290.00	25.7	\$7,453.00
Linda Kelly	Administrative Professional	\$115.00	3.1	\$356.50
Total Hours and Fees			68.5	\$36,163.00
Less Voluntary Reductio	n			-\$1,369.50
Less Voluntary Reductio	n			-\$1,369.50 \$34,793.50



GrowthWorks Canadian Fund Exchange Tower 130 King Street West Suite 2200, PO Box 422 Toronto, ON M5X 1E3 April 30, 2014 FTI Invoice No. 29000949 FTI Job No. 436440.0003 Terms: Payment on Presentation

Current Invoice Period: Charges Posted from April 14, 2014 to April 30, 2014

	CAD (\$)
Professional ServicesLess Voluntary Reduction	\$27,761.00 -\$1,012.00
Net Professional Fees	\$26,749.00
Expenses	\$0.00
Total Fees and Expenses	\$26,749.00
HST Registration No. 835718024RT0001	\$3,477.37
Total Amount Due this Period.	\$30,226.37
Total Amount Due	\$30,226.37

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002





April 30, 2014 FTI Invoice No. 29000949 FTI Job No. 436440.0003 Terms Payment on Presentation

Current Invoice Period: Charges Posted from April 14, 2014 to April 30, 2014

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	13.0	\$10,790.00
Jodi Porepa	Managing Director	\$655.00	16.4	\$10,742.00
Golnaz Haghiri	Consultant	\$290.00	21.4	\$6,206.00
Linda Kelly	Administrative Professional	\$115.00	0.2	\$23.00
Total Hours and Fees			51.0	\$27,761.00
10441 110410 4114 1 1 1 1			51.0	527,701.00
	ion		J.1.0	
Less Voluntary Reducti	ion			-\$1,012.00 \$26,749.00
Less Voluntary Reducti Total Net Fees				-\$1,012.00
Less Voluntary Reducti			3.10	-\$1,012.00

		TKE	Name	Hours	Worked	Worked	Biled	Amount Billed	中国的1995年1995年1995年1995年1995年1995年1995年1995
6/18/13	29000736	15532	Jod Porepe	2 20	655	1,4100	645	1,419 00	Conference call. Follow up discussion. Review up updated information. Review affidavit.
			Jod Poreça	130	655	951 50 3 237 00	645 765	838 50	Review affidant. Review cash flows. Review company background information
2413	290000735	15532	Paul Bahop Jodi Porepa	290	655	1 899 50	645	1 870 50	Review of cash flows: Call with BRogers: Prepare work. Read afficient. Review and prepare for meeting with CCC. Meeting with CCC.
V24/13	29000735 29000735	14800	Paul Bishop Jod Porece	210	630 655	1.743 00	765	1 606 50 258 00	Meet with CCC. Prepare for same and follow up. Follow up on setting up website frostine and inbox.
725/13	29000735		Paul Bishop	1 70	830	1,411 00	765		Correspondence. Review and prepare fee estimates. Calls with counsel regarding same.
V26/13	29000735	14800	Paul Bishop	1.40	830	1,162.00	765	1.071 00	Calls and emails regarding preparation for filing. Review of documents and preparation of
-	1.500	-	52.857177						estimates. Review material provided by CCC, Respond to enquines. Review cash flow forecast, Review
9/27/13	29000736		Jodi Porepe	4 30	655	2,816.50	645		draft Initial Order Set up website. Set up inbox
			Pad Bahop Pad Bahop	3 40	830	2 822 00 747 00	765 765		Review and edit documents. Cate regarding same. Review of documents and provide edits.
9/30/13	29000736	15532	Jod Porepa	3.70	656	2 423 50	645	2.386 50	Follow up on Cash Flow Forecast. Review and finalize Cash Flow Forecast. Prepare forms OSB Prepare report on Cash Flow Forecast.
			Paul Behop	190	830	1 577 00	765		Review of documents and draft orders
127	100	-	Gonaz Hagher	0.40	290	116.00	290		General administration Review and finalize cash flow: Discussions in respect of same. Populating GSB forms.
10/01/13	29000749	15532	Jod Porepe	7.30	655	4,781.50	645	4,708 50	Attending court. Conference call to discuss status. Discussions with CCC. Draft review of Cash Flow Forecast. Draft memo to suppliers. Follow up with CCC.
1001/13	29000749	15441	Linda Kelly	0.50	115	57 50	100	50.00	Launching the site for this file including posting all documents, making changes, updating t
			Paul Bahop	390	830	3 237 00	768		Review of orders and documents. Prepare for fling
10/02/13	29000749	15768	Goinag Haghin	100	290	290 00	290	230.00	Setting up new account. Correspond with Bank, Draft Cash Flow Forecast Report, Draft communication to creditor.
10/02/13	29000749	15532	Jod Porepe	500	655	3.275 00	645	3,225 00	Draft ad for newspaper. Coordinate OSB documentation. Discussions in respect of same
10/02/13	29000749	18441	Linda Kelly	0.30	115	34 50	100	30 00	Posting document to website. Updating website
10/02/13	29000749	14800	Paul Bahop	370	530	3 071 00	765	2,630 50	Attend court and prepare for same. Follow up regerding information request and other mat
			Golnez Haghin	0.50	290	145 00	290		Banking matters
0/03/13	29000749	18441	Job Poreça Linda Kelly	7 10 1 10	656 115	4 650 50 126 50	100	110.00	Responding to enquiries. Call with Oslers. Correspondence with McCarthys. General administration in respect of third party enquires.
00313	29000749	14800	Pad Bahop	1 20	830	996 00	765	918 00	Review of draft correspondence and notices. Calls with counsal
10/04/13	29000749	15768	Golnaz Hagheri	2.70	290	783 00	290	783 00	to voicemed. Working on newscaper ade
00413	29000749	15532	Jodi Porepe	5 50	655	4.257.50	645	4.192 50	Printing report Drafting augusta latters Drafting Franciscotts Asked Drastons Danies
			Linda Kety	0.60	115	92 00	100		General administration in respect of third party enquiries
	29000749 29000749		Pau Banco	140	830	92.00 1.152.00	765	107100	Updating website Multiple emails and calls regarding notices and communications
10/07/13	29000746		Gonaz Haghet	3 50	250	1,044,00	290	Constant of	Updating call-log and responding to vocernal. Working on ade and let of creditors. Review notices to creditors and internal meeting in respect of same. Review Redemption Request.
	2.00/4	19/60		3.00				1,544.00	process.
10/07/13	29000749	15532	Jos Porece	5.30	655	3,471 50	645	3,418.50	Conference call Decusions regarding transition period. Follow up with Manager. Review information provided. Review draft report and provide comments. Review final ad for poster
				1					.1
10/07/13	29000749	18441	Linda Kelly	0.40	115	46.00	100	40.00	General administration in respect of third party enquaries
10/07/13	2900074	14800	Paul Bahop	2.10	830	1,743 00	765	1,608.50	Review of draft report. Calls with coursel. Call with Company coursel. Review of correspondence regarding transition. Call with PWC. Review of language regarding transit
is here			EAST CONTRACT	59.0	Selection 1		100	See 25	Review legal documents. Monitoring bank accounts. Working on bank account summary
10/08/13	2900074	15766	Goinez Haghin	2.90	290	841 00	290	841 00	worksheet. Updating and responding to voicemail. Updating recemption request forms. Responding to voicemail.
10/08/13	2900074	15530	Jod Porepe	6.00	655	3,930 00	645	3 870 00	Review documents. Conference call with McCarthys and Oslers. Meeting with Company a
10/08/13		1544	Linda Kelly	0.20	115	23 00	100	20 00	legal counsel General administration in respect of literal party anguiries.
10/06/13	2900074	1844	Linda Kelly	0.40	115	46 00	100	40.00	Updating websits Multiple emails and calls regarding transition. Review of proposed billing by Manager. Upd
10/06/13	2900074	14800	Paul Bahop	370	830	3.071 00	765	2,830,50	call with counsel. Company and Company coursel. Telephone call with Fund austor.
10/09/13	2900074	1576	Goraz Haghen	0.70	290	203 00	290	203 00	Correspondence regarding same Finalize count report. Review legal documents and updating site.
10/09/13	2900074	1576	Goinez Haghen	1 20	290	348 00	290	348 00	Internal ernal correspondence regarding status of bank account and belances. Responding
	2900074		Jod Porepa	510		3 340 50		3 299 50	Review documents. Respond to enquiries. Status update. Conference call
100913	2900074	_	Linds Kally Paul Bahop	470	830	3 901 00	765	3595 50	General administration in respect of third party anguines. Atland court. Follow up meeting at McCarthy's. Update call with coursed. Company and
-	-	-		-	-	-	-		Company's course!
10/10/13	2900074	1576	Golvez Haghin	2 20	290	638 00	290	638.00	outstanding farms. Prepare disbursements.
10/10/13	2900074	1553	Jod Porepa	4 20	656	2.751 00	645	2,709.00	Review documents. Follow up on outstanding tame. Conference call with PwC. Follow up
10/10/13	2000000	2000	Linda Kefy	0.30	115	W 50	100	10.00	email correspondence. Follow up on cash. Discussions with McCarthys. (1
10/10/13	-		Paul Bahop	230	830	1,909 00	1	1,759 50	General administration in respect of third party enquaries. Call with PwC. Multiple emails regarding transition. Review of information provided by the
25 minus	-	-			1000	1000000	-		Manager. Phone call to audit partner.
10/11/13	2900074	1576	6 Gomez Heghin	3 10	290	899 00	290	899 00	Updating list of creditors. Responding to voicement
10/11/13	2900074	9 1553	2 Jod Porepe	3.70	655	2,423 50	645	2,386,50	Review documents. Follow up on outstanding tems. Call with PwC. Follow up on small correspondence. Follow up on cash. Discussions with McCarthys. Follow up with Matrix of
10000000	D-WEST CO.	0 2700			Towns or 1	C. SCOSON	100000		outstanding fems :
	2900074	_	1 Linda Kelty D Paul Bishop	2 80		2 324 00	765	30.00	General administration in respect of third party enquires. Call with courset. Review of information provided by Manager. Multiple emails and calls.
2000			O Pau Barop	020		156 00	1		regarding transition. Görrespondence with counsel
101413	2900076	8 1480	O Pau Barop	0.60	830	456 00	765	459 00	Correspondence with counsel
10/15/13	2900076	8 1844	2 Jos Porepe 1 Linda Kelly	0.30	115	2 947 50 34 50	100	30.00	Correspondence with counsel General administration in respect of third party enousies
10/15/13	2900076	8 1480	Dad Sahop	2 40	1	1 992 00	-	1 836 00	Update call with course if Follow up on source. Multiple emails.
10/16/13	290007	1576	8 Goinez Hagnen	3 20	290	929 00	290	929 00	rocemal. Working on administrative mouries
10/16/13	2900076	8 1553	2 Job Porepe	3 60	655	2 358 00	645	2.322.00	Meeting with Ian, CCC and the Manager in respect of the transition of the investment companies. Follow up with outstanding items.
	_	_	1 Linda Kelly	0.20	1	23 00			General administration in respect of third party enquires
101613	2000076	1480	D Paul Behop	1 90	830	1 577 00	765	1 453 50	Multiple calls and emails in preparation for meeting with directors. Call with PwC regarding Roseway. Call with BRogers.
10/17/13	290007	8 1576	& Golnaz Hagten	3 50	290	1.015.00	290	1.015.00	Review and preparing payments. Discussions with Scotlabank in respect of same. Review
		1.00		1			-		organizing forms. Responding to voicemails. Working on administrative inquiries
10/17/13	2900070	8 156	12 Jods Porepa	3 40	655	2.227 00	645	2.193.00	Follow up on transition meeting. Follow up on outstanding items. Update call with PwC. F up with RBC. Review payments.
			11 Unda Kelly	0.30		34 50		30.00	General administration in respect of third party enquiries
10/18/13	290007	8 155	D Paul Bahop 2 Jodi Porepa	3 10	656	2 030 50	645	1 999 50	Call with PwC Follow up regarding same. Multiple emails Conference call with Roseway. Follow up on outstanding terms.
10/18/1	290007	8 184	I Lode Kely ID Paul Bahop	130		1 079 00		40.00	General administration in respect of third party enquiries Call with Roseway and counsel. Follow up on items discussed.
	290007		68 Golnaz Hagheri	23	1	667 00	_	667 00	Organizing the proof of advertising. Review bank accounts. Dealing with banking marters
-	+	-	-	-	-		-	-	Transfers market Enter to be a statement form to see the statement Enter
10/21/1		-	12 Jud Porepe	650		4 257 50		4.192.50	eth PeC C
10/21/1	250007		11 Linda Kelly	93	115	3450	100	30.00	General administration in respect of third party enquiries Atland Osler offices for meeting with MWasserman and hMcEicheran. Atland CCC office
10/21/1	3 230007	149	00 Paul Behop	450	830	4 067 00	765	374850	meeting with company, CCC and Manager, Subsequent call with MWasserman. Review
	-	+	1	_		1	-	1	documents Emal correspondence
10/22/1	3 290007	157	Gother Heigher	3.10	290	899 00	290	839 00	Review invoces. Prepare payments. Responding to vocemal. Updating bank account summary. Review email correspondences and follow-up on email requests.
10/22/1	3 290007	100	12 Joa Porepe	250	655	1 637 50	645	1,612.50	Conference call with lawyers. Follow up on request list. Follow up with Tim. Follow up on
	21 22 22 22	SE 01701	12 Jod Porepa 11 Linda Kely	0.40	14 17 12 13	46.00		The second second	disbursements: General asiministration in respect of third party enquiries
Severa	of message			1 2000	7000	1-150000		007655	Update call with Company and counsel. Call to PwC regarding enquiries. Review of times
10/22/1	3 290007	149	00 Paul Behop	2.10	830	1,743 00	765	1 606 50	3 provided by company. Call with Counsel to discuss same. Gingoing correspondence with parties.
10/23/1	3 200007	68 157	68 Gonaz Hagnin 32 Jos Porepa	294		841.00 2.685.50			Preview and respond to email and to vocemal. Desiring with banking matters Unlesting to discuss sales process and timing. Further discussions on report

Date	Invoice #	TK#	Name	Hours	Rate Worked	Amount Worked	Rate Billed	Amount Billed	Narrative
10/23/13	29000768	14900	Paul Bahop	3 10	830	2,573.00	765	2,371 50	Meeting at Osiers with Counsel, Company and Company counsel. Review of court material. Correspondence with KMPG
10/24/13	29000768	15768	Golhaz Hagheri	3.10	290	899 00	290		Working on cash flow and variance analysis, internal meetings in respect of same
10/24/13	29000758	15532	Jodi Porepa	670	655	4,388.50	645	4.321.50	Conference call with PwC. Review details on portfolio company. Review Cash Flow Forecast Respond to request inquines. Review and prepare for court report. Summarize
10/24/13	29000768	18441	Linca Kelly	0.40	115	46 00	100	40.00	meetings () General administration in respect of third party enquiries
10/24/13	29000768		Paul Bahop	2.30	830	1,909 00	765	1,759.50	Call with PwC and Norton Rose. Follow up regarding share transactions. Discussion regards same with counsel. Review of draft orders and agreements.
		4000					~~~		Updating call-log and responding to voicemal. Finalizing variance analysis. Updating bank
10/25/13	29000768	2500		3 10	290	809.00	290		account summary. Internet meeting in respect of same. Review Monitor's report and updating the outstanding items.
10/25/13			Jodi Porepa Linda Kelly	690	655 115	4 519 50 46 00	100		Review affidant. Finalize court materials. Conference call with PwC. 1 General administration in respect of third party enquires.
10/25/13	29000768	1	Paul Behop	330	830	2,739 00	765		Draft court report. Multiple calls and emails with coursel regarding motion to extend stay. Review of draft documents. Correspondence regarding sales process. Correspondence
CANADA DA SA	SCHOOLINGS		1		100000		67/3/2013	10.704.767.7614	regarding segregated assets
	29000758 29000758		Jod Porece Paul Bahop	1 10	655 830	720 50 1 494 00	645 765		Review report and finalize Cash Flow Forecast. Multiple emails regarding report. Drafting language regarding same
10/27/13	29000768 29000768		Jods Porece Paul Bahop	1 60	655 830	1 048 00	545 765	1 032 00	Transition and further discussions with PWC Multiple emails regarding report. Drafting language regarding same.
									Finalize report. Conference call. Respond to enquines. Review motion material. Review
10/28/13	29000768	PERK	Jadi Parepa	650	655	4.257 50	645	STATE OF	Company information. Follow up on calls in respect of specific Portfolio Companies. Discussions with the Bank, Discussions with McCarthy (i)
10/28/13	29000768 29000768		Linda Kelly Linda Kelly	0.30	115	34 50 46 00	100		Updating Montor's website General administration in respect of third party enquiries
									Calls with counsel regarding status of secured creditor matters. Revise report. Final review and of recort. Execute same. Review of motion material submitted recarding Vanguard.
10/29/13	29000768	14800	Paul Bishop	2.70	830	2.241 00	765	2.095 50	Conference call with counsel regarding same. Weekly update call with counsel, company, 0
		-							and counsel. Reviewing legal documents. Updating site. Responding to voicemail. Respond to third party.
10/29/13	29000768	1576	Goinaz Haghiri	330	290	957 00	290	957 00	anguines. Review several email inquiries and internal correspondence in respect of same. Review invoces and prepare payments.
10/29/13	29000768	1553	Jodi Porece	3.40	656	2 227 00	645	2 193 00	Attend court hearing. Call with Portfolio Company CFO and discussion with IRose. Posting
10/29/13	29000768		Linda Kelly	0 20	115	23 00	100	70157(95)	documents online. Reviewing motion material. General administration in respect of third party enquiries.
10/29/13	29000768		Linda Kelly	0.30	115	34 50	100		Updating Montor's website Call with coursel regarding sales process. Review of CTSA agreement. Review of invoice.
10/29/13	29000766	1480	Paul Bahop	1 40	830	1,162 00	765	1,071.00	emails and correspondence.
10/30/13	29000768	1579	Gohaz Haghri	250	290	725.00	290	725 00	Reviewing legal documents. Updating site. Responding to voicemal, Review and respond third party enquiree. Review email inquiries and internal correspondence in respect of sem-
		1		1.0.00	8160	2,544,35	10,250.00	135.35	Review invoices and prepare payments
10/30/13	29000768	1553	Jodi Porepa	5 10	655	3.340.50	645	3 289 50	Follow up on outstanding enquiries and outstanding fems. Review information on Portfolio Companies.
			A CONTRACTOR OF THE CONTRACTOR	0.00000		WARRANTON OF			Cafe with counsel regarding sales process. Calls with counsel regarding Ambit lock up. En
10/30/13	29000766	1480	Paul Bishop	3.30	830	2,739.00	765	2.524 50	regarding same. Cate with IRoss and BRogers regarding sales process and update of stati Review of cate with counsel regarding same. Review of invoices provided by manager.
		1				ON THE WAY			Pevewing legal documents. Updating site. Responding to voicemail. Review and respond to
10/31/13	29000768	1576	Goinez Haghwi	270	290	783.00	290	783 00	third party engumes. Review lemail inquiries and internal correspondence in respect of sam
10/31/13	29000764	1553	Z Jodi Porepe	6.70	656	4 386 50	645	4.321.50	Review invoices and prepare payments Conference call Transition call Updating new information. Follow-up on RBC. Discussion is
10/31/13				030	115	34.50	100	U GREEKING	Norton Rose & PwC. Respond to their barry enquares. General administration in respect of third party enquaries.
	331.00			arter Course	etion 1	HEAVITY STATES	inwang F	e e e e e e e e e e e e e e e e e e e	Call with Darf. Common for some and following. Call with the manners. Call with LEN security
10/31/13	2900076	1480	Paul Bishop	2.20	830	1.826 00	765	1 683 00	regarding status. Review of manager invoice. Correspondence with CCC.
11/01/13	2900077	1576	8 Golnez Haghin	230	290	667.00	290	967 00	Responding to vocernal. Review and respond to third party enquines. Review several ema- inquiries and internal correspondence in respect of same. Internal email correspondence.
		-							Working on weekly variance analysis.
11/01/13	2900077	1553	2 Jodi Porepa	7 50	655	4.912.50	645	4 837 50	Status update with Oslers. Prepare valuations summary. Review recent reports. Call regard one of the Portfolio Companies. Review valuations. Discussions with PwC.
11/01/13	2900077			4 20	830	3 486 00	765	3,213,00	Meet with Fund and Azzan management. Review of investment report. Update call with cour
11/01/13	20077	1400	O Paul Bahop	120	800	34800	/65	3213.00	Meet with fund counsel, Cavanagh, Montor's counsel and Lanczner regarding AV Ingation.
11/04/13	2900077	8 1576	8 Golnez Hegteri	250	290	725 00	290	725.00	Responding to vocernal. Review and respond to third party enquines. Review email inquiri- and internal correspondence in respect of same. Review invoces and prepare payments.
		-							Internal meeting
11/04/13	10000000	1 83	2 Jode Porepa	300	655	1,985.00	545	2 2000000	Review billing. Follow up discussions on the Portfolio Companies. Follow up with PwC.
11/04/13			I Linda Kelly C Paul Behop	1 30	830	996 00			General administration in respect of third party enquiries. Calls and emails regarding sales process. Valuations and other matters.
11/05/13	2900077	157	8 Goinaz Haghiri	200	290	580 00	290	540.00	Responding to voicemail. Review and respond to third party enquiries. Review email inquir- and internal correspondence in respect of same. Review invoices and prepare payments. §
	2555							200.00	correspondence regarding bank accounts.
	2900077		2 Jods Porepe	5 00	655	3 275 00	645	3 225 00	Imprimation Respond to third party enguries
1000			11 Linda Kelly	0 40	1	46 00	-		General administration in respect of third party enquiries
11/05/13	2900077	3 148	XI Paul Bahop	2 10	830	1,743 00	765	1.606 50	In respect or same
11/06/13	2300077	8 157	58 Goinez Heghri	2 20	290	638 00	290	638.00	Responding to violential. Review and respond to third party enquiries. Review email inquiri- and internal correspondence in respect of same. Review invoices and prepare payments.
100000000	V 100000000	2 2.50		E 5.55	10000	0.78007	GAG.		Prepare summary analyses
11/06/13		-	32 Jodi Porepe	6.70		4 388 50		4 321 50	Institution of the angular Constitutions with PWC.
			11 Linda Kelly 20 Paul Behop	0.30		34 50 2 573 00			General administration in respect of third party enquiries. Cals regarding Otyphani and Louisville
									Meet with iRoss for call regarding Aizan. Meet with McCarthy, Osler, CCC and iRoss regarders.
11/06/13	2900077	143	00 Paul Bahop	0.60	830	664 00	765	612 00	sales process update and other matters. Call with CCC, Oslers, McCarthy and Covington. Respond to PwC correspondence.
11/07/1:	3 290007		58 Golhaz Haghin	1 10	290	319 00	290	319 00	Responding to vocemes. Review and respond to third party enquiries. Review email inquir
11/0//1.	3 3007	134	se Goraz Hagnan	1.10	250	31900	200	319 00	and internal correspondence in respect of same. Preparing summary analyses.
11/07/1	200007	70 155	32 Jadi Parepe	350	655	2 292 50	645	2 257 50	Conference call with Manager in respect of Directorships. Call with Roseway and PwG. Re
							1		Confidential Information Memorandum and Teaser, Review sales process.
11/07/1	3 290007	184	41 Linda Kelly	0.40	115	46.00	100	40.00	General administration in respect of third party enquiries.
11/07/1	290007		00 Paul Bahop	3 80	830	3,154,00	765	2,907.00	Call with PwC. Prepare for same and follow up. Call with MWasserman and TReyes regar- trole of Roseway. Review of Confidential Information Memorandum and comments. Review
- Linder	3 2	"	W Paul Barkb	3.2		3.50	"	230,00	sales process. Edit and review of RBird's email regarding Matrix. Correspondence with KP regarding outstanding enquiries.
-	-	+					-	.	Responding to vocemal. Review and respond to third party enquiries. Review email inquir
11/06/1	3 290007	78 157	68 Golhaz Haghiri	2.70	290	783 00	290	783 00	and internal correspondence in respect of same. Working on variance analysis and review
-		1		(sa)	Normal S	-	1909	5000	cash flow forecast. Review documents. Review sales process. Review update on Just Systems. Follow up on request list. Confere
11/06/1	3 290007	78 156	32 Jos Porepe	2.60	655	1,703.00	645	1.677 00	Call regarding Portfolio Company, Review documents sent through by the Manager, Review updated sales process.
11/08/1	3 290007	78 184	41 Loids Kelly	0.50	115	57 50	100	50 00	General administration in respect of third party enquaries
11/08/1	3 290007	78 14	00 Paul Bishop	3 X	830	2.739.00	765	2 524 50	Review of Confidential Information Memorandum. Edit, review of update sales process
-			ner processing	1/1/20	100000	250,500	8,5750	-	document. Cafe with Oslers regarding same. Multiple emails in respect of same.
11/10/1	3 290007	78 14	00 Paul Bahoo	1.70	830	1,411 00	765	1.300 50	Review revised sales process language. Conference call with company counsel and Osleri
11/11/1	3 290007	78	58 Goinaz Hagnari	310	290	699 O	290	200 0	Responding to vocemal. Review and respond to third party anguines. Review small inquir
2.020.20			Stage power denines the case	0.500	i i i	100	3500000		In and internal correspondence in respect of same. Review invoices and prepare payments, internal meeting.
			32 Jos Polepa H1 Linda Kelly	040		2.751 O			Review sales process. Review CIM. Fotow up on calls Ceneral administration in respect of third party enquiries.
			G3 Michael Kennedy	090		162 50			Returned vacemals on the Montor's Hotime
11/11/1	3 290007	78 14	OO Paul Bahop	290	830	2.407 00	765	2 218 50	Call with coursel regarding certain claims. Call with counsel regarding sales process. Rev 0 correspondence regarding certain Portfolio Companies. Review of contact list and sales.
			168 Golnaz Hagheri	17		VAC		Assessed the or	process documentation. Call regarding same
11/12/1			138 Golnaz Hagner 132 Jodi Porece	43	-	2,816.50	-		Responding to voicemal. Review and respond to third party enquiries Review variance analysis. Respond to enquiries. Follow up with Portfolio Companies.
1	_1:	- 22	ISSZ Jodi Porepe IA1 Linda Kelly	04		2.010 3	9 = -	8	
111120							. 100	400	Coneral administration in respect of third party enquiries

-	Invoice II	THE R	Name	Hours	Worked	Worked		Amount Billed	Call with counsel regarding certain claims. Review of order. Review and comment on sales
1/12/13	29000778	14800	Paul Bahop	2.20	830	1,826 00	765	1 563 00	process documents. Call with counsel regarding Monitor's Report.
1/13/13	29000778	15532	Jodi Porepe	4 50	655	2.947.50	645	2,902,50	Conference cell. Follow up on pulstanding tams. Review and follow up on bills. Review cour report.
			Linda Kelly Linda Kelly	0.50	115	57 50 23 00	100	50 00	Updating Monitor's website General administration in respect of third party enquiries
			Michael Kernedy	2.70	325	877 50	325		Refurned vocemains on the Monitor's Hottine
1/13/13	29000778	14800	Pad Bahop	260	830	2,158 00	765	1 989 00	Update call with the Fund, coursel, CCC and Osiers. Review report outline and comment.
/14/13	29000778	155,32	Jod Porepe	8.60	655	5 633 00	645		Review and review Court Report. Discussions with Oslers. Discussions with McCarthys. Review Report.
			Linda Kelly	0.50	115	69 00	100	50.00	General administration in respect of third party enquiries
			Linda Kelly Michael Kennedy	050	115	57 50 292 50	100		Updating Monitor's website. Refurned vocemais on the Monitor's Hotine
1/14/13	29000778	14800	Paul Berop	2 20	830 290	1 826 00	765	1 683 00	Review and edit report. Calls regarding same. Call regarding sales process. Email correspondence. General administration.
CONTRACT.	29000778	Towns.	Jode Porepe	470	655	3.078 50	645		Calls with Portfolio Companies. Review final report. Follow up on cash. Follow up on outstanding items. Follow up on ourstanding information. Respond to third party engages.
1/15/13	29000778	18441	Linda Kelly	0.60	115	69 00 585 00	100		General administration in respect of third party enquaries. Returned vocamiss on the Monsor's Hotine
1/15/13	25000778	14800	Michael Kennedy Paul Bishop	0.90	830	747.00	325 765	688 50	Finalts and execute report. Review documents. Review Monitor's Report. Sorting and organizing mail. Review and res.
1/15/13	29000793	15766	Gothaz Haghan	2.20	290	638 00	290		to third party enouries. Review email inquiries and internal correspondence in respect of su Follow up with third parties.
			Job Porepa Linda Kelly	2 20	655	144100	100		Status update with iRose. Review and finalize ad for publishing. Updating Monitor's website.
1/18/13	25000793	18441	Linda Faily	0.50	115	57 50	100		General administration in respect of third party enquaries
1/18/13	29000793	14800	Paul Bahop	270	830	2 241 00	765	2,065.50	Attend court. Review newspaper ad. Review correspondence. Review outstanding tems
1/19/13	29000793	1576	Golmaz Haghan	280	290	e12 00	290	812.00	Working on preparing ade for Initial Order requirements. Discussions with professionals in respect of same. Review and prepare documents for posting online. Review imposes and prepare. Email correspondence. General administration regarding disbursaments.
1/19/13	29000793	1553	Jod Porepe	3 60	655	2,358.00	645	2,322,00	Conference cell. Update log. Respond to third party enquiries. Discussions with CCC. Folk up in respect of SISP. Review draft press release. Review Allen Vanguerd material.
			Linda Kelly	0.30	115	34 50			Updating Monitor's website.
			Linds Kelly	0.50	115	57.50	100		General administration in respect of third party anguaries.
1/19/13	29000793	1480	Pad Bahop	230	830	1,909 00	765	1,759 50	Call with counsel, fund and CCC. Prepare for same and follow up. Call with counsel regard certain Portfolio Companies. Meeting with Norton Rose regarding same.
11/20/13	25000793	-		280	290	812 00	290	812.00	
-11		-	Gothaz Haghari	7.0	-				Haven invoces and prepara payments. Haven emails, Propers analyses.
11/20/13	29000793	1000		2 60	658	1.634 00	645	1,806.00	to nbox
11/20/13	29000790	1844	Linda Kaify	050	115	57 50	100	50.00	General administration in respect of third party enquiries
11/20/13	29000793	1480	Paul Bahop	250	630	2 075 00	765	1,912.50	Call with counsel regarding Alain Vanguard matter. Review of affidies' regarding same. City with counsel regarding motion material, Review of letter regarding same. Cell with BRopen regarding Portition Company outstanding fame. Communications with Notion Rose and IR regarding same. Further calls and emails with counsel regarding Alain Vanguard matter.
11/21/13	29000790	1576	B Gohaz Haghin	3 10	290	899 00	290	e99 00	Responding to violemal. Review and respond to third party enquiries. Review email incur and atternal correspondence in respect of same. Internal meeting. Preparation of summary aniences.
11/21/13	29000793	1553	2 Jod Porepa	290	655	1,699 50	645	1,870 50	Call with PwC Foliow up on outstanding terms. Discussions with PwC Review disbursion Review summaries. Online posting. Respond to third party anguress.
			Linda Kelly Linda Kelly	0.20	115	23 00			Updating Montor's website General administration in respect of third party enquiries.
			Mchael nervedy	2.20		715.00			Returned voicemals on the Montor's Hotine
11/21/13	2900079	1480	Pad Bahop	2.40	830	1.992 00	765	1.836.00	Call with PwC, Norton Rose, Osiers: Prepare for same and follow up points: Corresponder respect of same. Call with coursel regarding sales process.
11/22/13	2900079	1576	8 Golnaz Haghin	200	290	580 00	290	580 00	Responding to violental. Review and respond to third perty enguines. Review email violunt and internal correspondence in respect of same. Review and prepare documents to for on posting. Updating tank account summary. Deal with publication of lads.
11/22/13	2900079	1553	2 José Porepe	4 20	655	2.751 00	645	270900	Follow up on outstanding enguries. Update portfolio company summaries. Discussions wit McCarthys regarding RBC: Discussions with Inform CEO. Review and update variance
11/22/13	2500079	3 1844	1 Linda Kelly	040	115	#600	100	40.00	analysis. Review and approve disbursements. General administration in respect of third party enquiries.
		-	3 Michael Karnety	0.60		195.00	-	1,000	Returned vocamelis on the Montor's Hotine Correspondence Review of banking fams. Discussion with coursel regarding report. Rev.
11/22/13	100000000000000000000000000000000000000	200	O Paul Bance	170	1123	1,411.00	Land Section	1,300,50	of contact list. Review of data room
			8 Gonez Hegten It Linda Kefy	0 50		145.00			Prepare analyses General administration in respect of third party enquiries
11/25/13		$\overline{}$	D Paul Bahop	1 90	830	1,577 00	765		Correspondence regarding outstanding invoices. Review of same. Payment processing. Correspondence regarding outstanding issues.
11/26/13	2300079	3 157	68 Golnaz Hagneri	0.60	290	232 00	290	232 00	Review email correspondence
11/25/13			11 Linda Kelly 20 Paul Bishop	290		2,407.00		40 00	General administration in respect of third party enquiries Complete and file report. Call with Fund, counsel, CCC and Oslers. Follow up on secure
Olympia.		-				13177117	-	10000	Passes receive and review manager's exter regarding reministration of contract.
			68 Goinez Haghen	150		435 00	-	435.00	Correspondence with professionals
			IT Linds Kelly	0.30		34 50		40 00	Updating Montor's website General administration in respect of third party enquiries
11/27/13	2900075	3 180	3 Michael Farmely	120	325	350 00			Returned voicemaks on the Monton's Hotine
11/27/13	2900075	148	D Pau Barop	32	830	2 656 00	765	2.448 00	Call with PMC Notion Rose, and Galers regarding status update. Follow up on issues. Ci MWesserman regarding Allen Vanguard correspondence. Call with MWesserman regard status of sales process. Review of customding invoices.
			58 Gohaz Haghin	210		509.00			Review invoces and prepare payments. Review email and respond to enquairs.
			41 Linda Kelly 03 Michael Kennedy	250		46 00 612 50		812 56	General administration in respect of third party enquiries Returned vocernals on the Montor's Hotine
11/20/13			00 Paul Bishop	280		2 224 00	-	2 142 00	Arrest on a Commondance consistes executed parties and a source Parties
11/29/13	290007	23 157	58 Golnaz Haghet	410	290	1,189.00	290	1.189 0	Responding to volcemal. Review and respond to third party anguines. Review email inquiri or and internal correspondence in respect of same. Review and prepare documents to be po- orane. Prepare and update analyses.
			41 Linda Kelly 41 Linda Kelly	024		23 00		20 0 40 0	Updating Moneton's websate General administration in respect of third party enqualies
11/29/12			CO Paul Bahop GB Gonaz Hagten	39	1 22	3 237 00 232 00		2983 5	Call with BRoyers regarding potential sales. Review of documents and provide comments regarding same. Call with KMcEicheran regarding same. Payment of outstanding bits.
12/02/13	2300008	09 184	41 Linds Kery	04	115	45.00	100	400	General administration in respect of third party enquiries
12/02/13		$\overline{}$	CO Pad Bahop	19		1,577.00		1,453.5	Returned voicements on the Monton's Hottine Calls with coursel regarding Alen Vanguard. Call with coursel regarding merger docume
		-	00 Paul Bahop 41 Linda Kelly	04	3 1 1 1 1 1 1	46.00		1.00000000	Correspondence regarding sales process. General administration in respect of third party enqualies.
12/02/1	220008	09 150	03 Michael Kennedy	20		650.00		650 0	Returned vocemals on the Monton's Hotime
12/00/13	W.D.S.S.	100	00 Paul Banco	3 10		2 573 00		200	Attend court regarding Alen Vanguard. Call with counsel regarding same. Meet with partic Diregarding inflarest in Fund. Review banking records with regard to distribution. Review Ale Vanguard, timerable: Correspondence regarding same.
			68 Goinaz Haghin 32 Judi Porepa	07		203 OC			Phone correspondence. Review emais and respond to third parties. Follow up on emais and outstanding fems.
10041	20008	09 18	41 Linda Kelly	0.3	115	34.50	190	30.0	Ceneral administration in respect of third party enquiries
12041			03 Michael Kernedy 00 Paul Behop	21		1,743 0		1,606.5	Difference vocernate on the Monton's Hotine Update call with Fund, course and Osiers, Calls with Rose and BRogers, Update Coving
120040	- 1	- 14		-	-	1,7450	-		Socients Washington and weather better by company Researched (account to their casts are the Res
12041							290	1.015.0	
12/05/1			68 Gohaz Haghin	35		2/1/17/1	100	///19.65	email inquiries and internal correspondence in respect of same
12/05/1	3 390006	09 18	168 Gohat Haghin 141 Linda Kelly 141 Linda Kelly	01	0 115	1150	0 100	100	Immail injuries and internal correspondence in respect of same O Updating Monator's exposite Governal administration in respect of third party engines Call with PWG and course. Update regarding sales process and other outstanding issue

_	Invoice 0	JA.	Kame	Hours	Worked	Worked	Billed	Amount Billed	
2/05/13	29000909	15768	Golnez Hagheri	3 80	290	1,102 00	290	1,102 00	Updating bank account summary, Updating versince analyses and professional fee summa Responding to third party enquiries. Review invoices and prepare payments.
206/13	29000009	15441	Linda Kelly	0.40	115	45.00	100		General administration in respect of third party enquiries
206/13	29000809	14800	Paul Behop	2.80	830	2.324.00	765	214200	Cell and correspondence with McCarthy and Osiers regarding claims process, insurance at draft documents. Review of claims process.
20913	29000809	15758	Goinez Haghin	310	230	639 00	290	599 00	Email correspondence with the Fund and FTI. Review amails. Review and responding to emails. Review and preciare payments. Prepare summary analyses.
			Jode Porepa	5.40	656	3 537 00	545	3 483 00	Review emails. Follow up on outstanding tems. Respond to third party enquiries.
2/09/13	29000809	11.77.21	Linda Kelly Paul Bishop	1 50	830	1,494 00	100 765		General administration in respect of third party anguiries Call regarding claims process. Review of transitions services changes. Correspondence
20913	250,000	1400	Paul Bando	, 20	530	1,494.00	190	13/700	regarding same with CCC. Review emails: Monitoring bank account in respect of same. Review documents and preparations are consistent or same in the control of the control
2/10/13	29000e08	15768	Golhaz Haghan	290	290	841 00	290	841 00	for posting. Updating variance analysis, professional fees and bank account summaries. Review invoices and precise payments.
2/10/13	29000809	15532	Jodi Porepe	270	655	1.798 50	645	1,741 50	Review sales process update. Review claims procedure order and afficievs. Follow up on outstanding terms. Update on portfolio companies with Ross. Follow up with professional fill summany. Status update call. Review med sent by Manager ()
2/10/13	29000809			0.30	115	34 50 23 00	100	30.00	Updating Montor's website General administration in respect of third party enquiries
2/10/13	250000009	1000	Paul Bahop	230	830	1 909 00	765	1 750 50	Conference call with coursel regarding Allen Vanguard. Update call with the Fund and cou
2/11/13	29000809	15768	Golnaz Haghiri	150	290	435 00	290	435.00	Further call with counsel. Correspondence in respect of same. Review emails and responding to emails and voicemail. Review and update redemption for
2/11/13	29000809	15532		0.60	655	393.00	645	387 00	Organizing transfer forms and expenses. Update with Poishop, Discussion with McCarthy, Follow up on bills, Follow up on banking.
	_	-	Jod Porepe	-	7410000		-		matters & GIC funds :: West with McCarthy, Osler and CCC. Prepare for same, Follow up discussions and phone
2/11/13	29000809	14500	Paul Bahop	3 90	830	3 237 00	765	2 983 50	Cale
2/12/13	29000809	15768	Goinaz Haghiri	2.10	290	609 00	290	509 00	Review emails and responding to entails and vocernal. Review and update redemption for Organizing transfer forms. Updating bank accounts.
2/12/13	29000000	15532	Jodi Porepa	1 30	655	851.50	545	538 50	Discussion with Numer. Conference call with Norton Rose. Follow up outstanding items. Discussion with CCC.
21213	29000809	-	Linda Kelly	0.40	115	46 00	100		General administration in respect of third party enquiries.
2/12/13	29000009	14800	Paul Bahop	2 90	830	2,407 00	765	2.218 50	Update call with Norton Rose: Review of cash flows. Correspondence and calls with couns and other parties.
2/13/13	29000000	15768	Golhaz Haghen	2 20	290	636 00	290	638 00	Updating bank account summary. Updating variance analysis and professional fees. Responding to email enquiries. Review invoices and prepare payments. Review and responsed party enquiries.
2/13/13	29000009	15532	Josh Porepa	1 30	656	851 50	645	838 50	Respond to emails. Decussion with Bob Chapman re. Alain Vanguard funds. Follow up on disbursements.
			Linda Kelly Michael Kennedy	030	115	34 50 975 00	100	30 00	General administration in respect of third party enquiries. Returned voicemass on the Wonton's Hotime.
2/13/13	290000009	14800	Paul Bahop Jod Porepa	280	830	2.324 00	765	2.142.00	Review of offers. Correspondence and call with courset
2/15/13			Jodi Porepa	410	655	2 586 50	645	2 644 50	Review summary of bids. Meeting to discuss sees process updates. Discussion with IRoss. Follow up on outstands.
100			Michael Kennedy	120	125	2 000 50 MD 00	125	A33341660	fems. Respond to smale. Review Cash Flow Forscast. Returned vocernals on the Montona Hotine.
2/16/13	29000822	-	Paul Bahop	290	830	2,407.00	765	2.218 50	Meet with the Fund, counsel, CCC and Osters. Review offers, Discuss need steps. Follow respect of same. Review of offers.
2/17/13	29000822	15768	Gohaz Haghei	450	290	1.305 00	290	1.305.00	Updating bank account summary. Updating variance analysis and professional fee summa Responding to email enguines. Review invoices and prepare payments. Review and respondence third party enguines. Review small inquiries and internal correspondence in respect of sam
2/17/13	29000822	15532	Jod Porepa	2 10	665	1,375 50	645	1,354 50	Follow up on transition services. Follow up with CCC. Review summary in advance of mer
			Linda Kelly Michael Kennedy	0.30	115	34 50 975 00	100		General administration in respect of third party enquiries
									Returned voicemets on the Monton's Hottine. Correspondence regarding process. Review of manager time estimates. Review of CCC
2/17/13	29000822		Paul Bahop	310	830	2.573.00	765	2.371 50	summary. Review of offers in preparation for meeting with secured lender. Calls with coun Correspondence regarding audit.
	79000822		Jos Porepa Linda Kally	0.60	115	917 00		60 00	Meeting with Roseway General administration in respect of third party enquires
12/18/13	29000822	14800	Paul Bahop	4 20	830	3.486.00	765	3.213.00	Meet with Norton Rose and coursel. Prepare for same and follow up. Meet with Board of Oirectors.
12/19/13	1		Recognition and the second	050	656	327 50	645		Meeting with Interem CEO. Approve disturisements. Returned vocements on the Monton's Hothre, Banking matters, Internet meeting to discuss
12/19/13	290008Z	18000	Michael Kannady	2.90	325	942 50	125	942.50	outstanding terms Editing letters to interested parties. Calls with counsel and correspondence regarding sam
12/19/13			Paul Bahop	390	630 656	3.237 00	765	2.983.50	Review of proposed changes to terms of loan. Draft consent: Execute same to be held by course. Chacussons with CCC. Review of latters.
12/20/13	1	-	Michael Kernedy	210	325	682 50	325	682 50	Returned vocamess on the Monton's Hotime Banking matters, internal meeting to discuss
12/20/13	-	-	Paul Bahop	250	830	2.075.00	765	1 912 50	Surface and and addition Comments and Commen
	-	-			-				Company Research same
12/23/13			Jod Porepa	170	656	1.113.50 541.00	755	1.096 50	requests. Respond to email enquiries
12/24/13			Paul Bahop 2 Joo Porepa	0.70	656	458 50			Correspondence regarding sales process Status update on Manager. Follow up discussion with CCC. Respond to anguiries.
12/27/13	2900082	15530	Jasi Parepe	1 00	655	655 00	645	645 00	Discussions with CCC. Discussions with the Manager. Respond to third party enquiries
12/27/13	-	_	Linda Kelly	0.30	115	M 50		30 00	General adminishation in respect of third party enquiries.
12/27/13			Paul Behop	050	830	415 00	100000	100000000	Review of correspondence regarding transition. Email regarding third party enquiries
			Jos Porepa Michael Kennedy	1 30		1 040 00		1 540 00	Respond to third party enquiries Returned vocemats on the Moneor's Hottine
12/30/13	3900082	2 14800	Paul Bahop 2 Jod Porepa	0.40		332 00 589 50		305.00	Psyment approval Update regarding letters to investee companies. Respond to third parties. Review disbursements.
12/31/13	2900082	2 1844	Linda Kelly	0.30	115	3450	*00		General administration in respect of third party enquiries
12/31/13	2900082	2 1800	Michael Kennedy	2 50	325	910 00	325	910 00	outstanding fems
01/02/14	2900083	8 1576	8 Gohaz Haghin	3 50	290	1 015 00	290	1 015 00	Responding to vocemal. Review and respond to third party enquiries. Review invoces an prepare payments. Internal meetings. Status update.
01/03/14 01/03/14	200083	0 1553	Jon Porepa 1 Linda Fety	0.40		252 00		258 00	Coordinate information for report. Review distursements. General administration in respect of third party enquiries.
01/02/14	2300083	6 1500	3 Michael Kannedy	150	325	467 50	325	487 50	Returned vocemass on the Monton's Hottine
01/03/14	1		8 Gohaz Haghin	460	290	1,334 00		1.334 00	Correspondence and planning report Working on updating bank account summary. Working on variance analysise and professors. Respondence to the professors of the professors o
01/03/14	2900083	0 1563	2 Jodi Porepa	230	655	1,506 50	-	-	fees. Correspondence regarding outstanding terms. Responding to third party enguries. Call to discuse Court Report. Review disbusements. Correspondence and follow up. Rev. Cash Flow Forecast. Respond to small inquiries. Review variance analysis and prepare re.
200	2000		0 Paul Bahop	0.90	830	747 00	502.50		section. Follow up on revised Cash Flow Forecast. Report planning. Conference call regarding same. Correspondence.
01/05/14		-	8 Goinez Haghiri	450	290	1,305 00	-	_	Review and respond to third party anguries. Review email anguries and internal correspondence in respect of same. Review invoces and prepare payments. Internal meet Follow up on outstanding insues.
01/06/14			2 Job Porepa	3 80	655	2.489 00		2.451 00	Order
			1 Linda Kelly 3 Michael Kennedy	150		467 50		40 00 467 50	General administration in respect of third party enquiries. Returned voicemals on the Montor's Hotima.
01/06/14			O Paul Bahop	1.10	830	913.00		841 50	Review of claims process. Review of insurance related legal fees. Correspondence in regi
KIDIP	-	-		0.90	290	232 00	-	232 00	Review legal documents and prepare for posting online. Email correspondence with
OMETIN.		-		-	-		-	-	promision
01/07/14	W 25 F. LOS		Jod Porepe	030	655	2.947.50 34.50		2 902 50	Oslers
01/07/10			I Linda Kelly	0.30	115	34 50	100	30 00	Updaing Montor's webste General administration in respect of third party enquiries
01/07/1	200008				325	455 00	125	1 455.00	Returned vocemass on the Monton's Hotine
01/07/14 01/07/14 01/07/14	290008	8 1800	3 Michael Kennedy	1.40				1	Re-endedmented at Control Act
01/07/10 01/07/10 01/07/10	290008	8 1800	O Paul Bahop	390	830	3 237 00		2.963 50	Review of motion material and Claims Procedure Order: Comment on report. Review and comment on Cash Flow Forecast. Request updates thereof. Review revised version.
01/07/14 01/07/14 01/07/14	20008. 4 20008. 4 20008.	8 1800 8 1480			530		765	1	comment on Cash Flow Forecast. Request updates thereof. Review revised version. Conference calls. Review Cash Flow Forecast with PMC. Finalize report. Status update w.
01/07/1/ 01/07/1/ 01/07/1/ 01/08/1/ 01/08/1/	20008 20008 20008 20008	8 1800 8 1480 8 1553	O Paul Bahop	390	530 655	3 237 00	765 645	2.983 50 2.902 50	comment on Cash Flow Forecast. Request updates thereof. Review revised version.

01/09/14				Hours	Worked	Worked	Billed	Amount Billed	A PROPERTY OF THE PROPERTY OF
)1/09/14	29000838	14800	Paul Bishop	2 80	830	2,324 00	765		Finalize and issue report. Review of due diligence material and letters to investee companie Call with counsel. Review of correspondence regarding Roseway, Conference call with Pwi Norton Rose and Oslers. Prepare for same. Follow up in respect of same.
	29000838	15768	Golmaz Haghari	630	290	1 827 00	290		Internal meetings in respect of claims procedures. Review legal documents and preparato posting online. Review claims procedure order and reports. Administration in respect of the
							-	110011111	claims procedure. Review invoices and prepare payments. Attend court. Follow up on Claims Procedure and discuss next steps. Update call with the
1/09/14	29000838	7.00	Jodi Porepa	250	655	1 637 50	100	1.612.50	Wanager and CCC. Review and prepare pdfs. □
1.00/14	29000638	18003	Linda Kerly Michael Kennedy	120	325	300 00	325		General administration in respect of third party enquiries. Returned voccentairs on the Monitor's Hottine
1/09/14	29000838	14800	Paul Bahop	1 80	830	1,494 00	765	1,377.00	Review of press release. Review of cash flow forecast and due diligence material. Call with MV/ssserman regarding court appearance.
1/10/14	29000638		Golnaz Haghiri	6 60	290	1.914 00	290	1.914 00	Internal meetings in respect of the claims procedures. Dealing with banking matters. Updat analyses. Review and follow up on enquines.
1/10/14	29000083/8	18441		0 40	656 115	951 50 46 00	100	40.00	Review disbursements. Respond to outstanding items. Updating Monitor's website.
	29000836 29000836		Linda Kelly Linda Kelly	0.20	115	23 00 34 50	100		General administration in respect of third party enquiries [Updating Montor's website
1/10/14	29000838	19003	Michael Kannedy	240	325	790 00	325	780 00	Returned voicemails on the Montor's Hottine. General administration regarding third party enquiries.
1/10/14	29000838	14800	Paul Bishop	1 80	830	1,494.00	765	1,377 00	Call with McCarthy, Oslers and CCC. Review of PwC questions. Review of correspondence Call with counsel.
1/13/14	29000836	15768	Goinez Haghri	7 30	290	2 117 00	290	2,117.00	Review email correspondence. Deal with baking marters. Review invoices and prepare for payments. Updating analyses. Responding to third party enguries.
	29000838 29000838		Job Porece Linda Kelly	0.90	655	589 50 149 50	645		Respond to enquiries Call with PwC. Preparing packages and labels for maling of creditor packages for GW.
	29000838 29000838	18441		0 20	115	23 00	100	20 00	Locating Monitor's website
1/13/14	29000838		Michael Kennedy	1 20	325	390.00	325		General administration in respect of third party enquiries Returned voicemass on the Monitor's Hottine
1/13/14	29000638	14800	Paul Bahop	1 30	830	1,079 00	765	994 50	Review of correspondence and due disgence material. Update on status of outstanding ser
1/14/14	29000838	15768	Golhez Hagher	5 50	290	1,596 00	290	1 595 00	Review legal documents and prepare for posting online. Deal with administrative matters relating to the claims procedure. Prepare packages, Email correspondence with third party
			Jod Porepa	0.50	60.5	327 50	645		Conference call.
1/14/14	29000838	18441	Linda Kelly Linda Kelly	0.30	115	34 50 45 00	100	40 00	General administration in respect of third party enquiries. Assisting with creditors making
1/14/14	29000838	18003		2.50 1.80	325 830	812 50 1 494 00	325 765	812 50	Returned voicemats on the Monton's Hottine Conference call with CCC. Fund and counsel. Prepare for same and follow up.
nn5/14	29000836		Gonaz Haghin	260	290	754 00	290	754 00	Review and prepare payments. Email correspondence with PBishop in respect of same.
1/15/14	29000836	2005388	Linda Kelly	030	115	3450	100	5,018.2	Distribution of legal ads to professionals. Review and respond to third party enquiries. General administration in respect of third party enquiries.
1/15/14	29000836	1000	Paul Bahop	160	830	1.329.00	765		Review call from investor/claimant. Return call with details. Review correspondence from 6
1/16/14	29000838	15768	Gohat Haghin	0.50	290	232 00	290	232 00	Email correspondence with professionals regarding outstanding matters in the claims
1/16/14	29000836	15532	Jodi Porepe	0.50	656	327 50	645	322.50	procedure Discussion with CCC regarding ongoing process. Review and respond to enquiries.
	29000836	18441	Linda Kelly	0.30	115	34 50	100	30 00	General administration in respect of third party enquiries.
1/16/14	29000838 29000838	18003	Michael Kennedy Paul Behop	120	325 830	650 00 996 00			Returned voicemans on the Monton's Hotime Review of Roseway material regarding disputed assets.
1/17/14	29000836	15768	Goinaz Hagniri	3 70	290	1.073.00	290	1,073 00	
1/17/14	29000836	18441	Linda Kelly	0.30	115	34 50	100	30 00	party enquines. General administration in respect of third party enquiries.
1/17/14	12.5	-	Michael Kennedy	1 80	325	585 00	1	585 00	Returned vocemass on the Monton's Hotime
	29000836 29000847	0.0000000	Paul Behop Gohaz Haghin	1.10	290	913 00 290 00	765	841.50 290.00	counsel. General administration.
01/20/14	29000847	18441	Linda Kelly Michael Kennedy	0.40	115 325	1 072 50	100	40 00	General administration in respect of third party enquiries. Returned voicemails on the Monton's Hotline
1/20/14	2900084	14900	Paul Brahop	1 10	830	913 00	765	841 50	Correspondence with stakeholders
01/21/14	29000849 29000849	0.300	Golnez Haghen	0.20	290	725 00	1000	725 00	administration regarding claims procedure. Updating Monitor's website
01/21/14	2900084	1844	Linda Kelly	0.30	115	34 50	100		General administration in respect of third party enquiries.
01/21/14	2900084	14800	Paul Behop	2 90	830	2,407 00	765	2 218 50	Call with the Fund, counsel and CCC for weekly update. Prepare for same, Correspondent with PwC, Call with Irose. Review of agreement.
01/22/14	2900084	1000	Committee and the control of the con	1 50	290	435 00	5500	435.00	
01/22/14	2900084	7 1480	Michael Kennedy Paul Bishop	1 30	325 530	162 50	765	994 50	Returned voicemails on the Monton's Hottine Cast with MAriette of PWC Correspondence with shareholder
01/23/14	2900084	1844	Gohaz Haghin Linda Kelly	0 50	115	319 00 57 50	100	50 00	Responding to enquiries regarding claims procedure. General administration in respect of third party enquiries.
	2900084 2900084		Paul Bahop	2 50 0 50	830	812 50 415 00			Refurned voicemars on the Montor's Hotine Review correspondence
01/2414		30000	Golnaz Haghin	3 10	290	999 00	290	899 00	Updating summary analyses. Review invoices and prepare payments. Update online webs
01/24/14			Linda Kelly Linda Kelly	0.30	115	23 00			Updating Monitor's website General administration in respect of third party enquiries
01/24/14	2900084	7 1900	Michael Kennedy Paul Bishop	2 00		650 00 332 00		650 00	Returned voicemails on the Monitor's Hotine Review correspondence
01/27/14	2900064	7 1576	Gonaz Haghin Linda Kelly	050	230	145 00 46 00	290	145 00	General administration General administration in respect of third party enquiries
	2900084	7 1800	Michael Kernedy	100	325	325 00 498 00	325	325 00	Returned voicemails on the Montor's Hotime
01/28/14	100000000000000000000000000000000000000		B Goinez Haghin	3 90	290	1,131.00	1000	1,131 00	Review correspondence. Review draft press reverse. Updating summary analyses. Ossaing with banking matters. Reviewing and responding to:
01/28/14		7 1553	2 Jods Porepa	0.50		327 50			party requiests Conference call Status update
			1 Linda Kelly 0 Paul Bishop	1 10	830	913 00		40 00 841 50	General administration in respect of third party enquiries Call with Fund, CCC and Osters. Prepare for same. Follow up regarding securities.
01/29/14			8 Golnag Hagneri	2 50	- 200 5000	725 00	1000	725 00	responding to emails from third parties
01/29/14	A Secret		1 Linda kelly 0 Paul Bishop	0.30	830	1 245 00	1000	1,147 50	General administration in respect of third party enquiries. Call with MWasserman regarding Allen Vanguard. Call with KMcElcheran regarding Allen. Vanguard. Correspondence with PwC regarding update. Correspondence regarding same
01/30/14	2900084	7 1574	8 Golnez Hagnin	3 50	290	101500	290	1 015 00	Responding to third party enquiries in respect of claims procedure. Reviewing, updating at
01/30/14		-	1 Linda Kelly	0.40		46.00			responding to emails General administration in respect of third party enquiries
01/30/14	2900084	7 1480	O Paul Behop	1 80	830	1,494 00	765	1 377 00	Mant add not not and and an oral considers A fee Vision and store. On one and day on a
01/31/14	2900084	1576	8 Goinaz Haghin	5 10	290	1,479 00	290	1,479 00	Design a series of the series
01/31/14	2900084		1 Linda Kelly 3 Michael Kennedy	2 00		34 50 650 00			Updating Montor's website. Returned vocemass on the Montor's Hottine
01/31/14	2900084	7 1480	0 Paul Bahop	1 90	830	1 577 00	765	1 453 50	Read and review factum. Read, review, edit and execute waiver
02/03/14	+	-		2 20	290	638 00	100	638.00	regarding amendments. Updating summary analyses.
02/03/14	4		2 Jos Porepa	1.70		1.113.50		1.096 50	Review variance analysis. Review Cash Flow Forecast
	2900080	2 184	1 Linda Kely 11 Linda Kely	0.20		23 00 46 00			Updating Montor's weeste General administration in respect of third party enquiries.
				170		1,411 00	765	1 300 50	State a product on which process. Desput of documents related to a see process.
	2000086		8 Goinaz Hagtan 2 Jos Porepa	150		435 00 1 048 00		435 00	Directual meeting regarding outstanding matters. Responding to emak enquiries. Conference call. Follow up with lan.
02/03/14						+ u		1	
02/03/14	2900086		D Paul Benop	2 10	630	1,743.00	765	1,606 50	counsel regarding same. Review of variance analysis and correspondence with PwC. Furt
02/04/14 02/04/14 02/04/14	290009	1480	D Paul Berop	2.10					D coursel regarding same. Review of variance analyse and correspondence with PwC. Furturallying of Letters Of Intent. Review of correspondence.
02/09/14 02/09/14 02/09/14 02/09/14	290009	1480	D Paul Berop	77030	290	1,743.00 435.00	290	435.00	Conference call to discuss sales process. Propose and follow up reparting same. Call with Counsel reparting same. Review of viriance analysis and correspondence with PwC. Furt analysis of Cultures Of Intern. Review of correspondence. Proposation of cheques. Desiring with banking matters. Updating summary analyses. Protow up with CCC. Conference call with badders.

	lenvoice i	4		Name	Hours	Worked	Worked	Billed	Amount Billed	
2/05/14	2900006	300	45.50	Sohaz Haghri	240	290	696.00	290	99000	Review legal documents and prepare for posting online. Email correspondence with McCa Review and respond to third party enquiries.
	2900086 2900086			od Porepa	0.50	656 115	2.620.00 57.50	545 100		Follow up calls. Special Committee meetings.
/05/14	2900086	2 18	441 L	inda Kelly	0.20	115	23 00	100	20 00	General administration in respect of third party enquiries. Updating Monitor's website
06/14	2900006	2 18	003	Acnael Kennedy	2 20	325	715.00	325	715 00	Returned voicemails on the Monitor's Hotime. Review of CCC draft summany. Call with PwC. Norton Rose and Oslers. Follow up regard.
06/14	29000006	2 14	800 F	el Behop	2.40	830	1,992 00	765	1.836 00	same. Call with KMcEicheran and MWassermen regarding Allen Vanguard claim and settlement. Review of octions.
				Marini Palani Marin			VI. 100 (1)			
07/14	2900086	2 15	768	Soinez Haghin	5 50	290	1 596 00	290	1 595 00	Update variance analysis. Review invoices and prepare payments. Update summary anal Update professional fee summanes. Review legal documents and update the website.
G7/14	2900000	2 18	441	anda Kelly	0.30	115	34 50	100		General administration in respect of third party enquiries.
	200086			inda Kelly Vichael Kennedy	3 00	115 325	23 00 975 00	100		Updating Montor's website Returned vocemais on the Montor's Hotine
/07/14	2900086	2 14	800	Pad Behop	1 20	830	996 00	765	918 00	Correspondence regarding Allen Vanguard. Review of CCC deck.
710/14				lodi Porepia Goinaz Haghin	3 10 1 70	655 290	2 030 50 493 00	645 290		Review presentation. Review analysis and update with FTI comments. Updating professional fee analysis. Correspondence with McCarthy.
710/14 710/14				Inda Kelly Michael Kennedy	0.30 2.50	115 325	34 50 812 50	100 325		General administration in respect of third party enquiries Returned vocemars on the Monitor's Hotline
110/14	2900000			Paul Bahop	190	930	1,577.00	765	1,453.50	Review of CCC analysis. Review of cash flow Review of revised analysis, Call with Oster
(434CD)	\$2000 W.	-	-		-			-		regarding court appearance. Updating summary analyses. Email correspondence in respect of the same. Review and
/11/14	2900009	2 15	768	Golnaz Haghan	2.90	290	81200	290	812 00	prepare payments
711/14	290008	12 15	532	Jod Porepa	3 90	655	255450	645	2,515.50	Meeting to discuss bids. Review and provide comments on presentation. Review PwC requests.
/11/14	290008 2,0008			Linda Kelly Michael Kennedy	0.30	115 325	34 50 195 00	100		General administration in respect of third party enquiries. Returned voicemass on the Monton's Hotine.
11/14	200008			Paul Behop	650	830	5 395 00	765	4 972 50	Altend court hearing. Meeting with CCC, McCarthy, and Fund to review and edit present
	DSS-820130			Golnez Haghin	250	290	725.00	290		to Roseway. Review and respond to third party enquiries.
/12/14	2300009	12 1	5532	Jod Porepa	260	655	1.703.00	645	1 677 00	Meeting: Follow up call with Annex. Status update:
/12/14	290008	12 16	0C3	Linda Kelly Michael Kennedy	1 60	115 325	45.00 520.00	100		General administration in respect of third party enquiries. Returned voicemads on the Monton's Hottine
/12/14				Paul Bishop	2 80	830	2,32400	765	2,142,00	West with CCC, Norton Rose, PWC and McCarthy regarding sales process. Prepare for
/13/14	730009	52 11	532	Jodi Porepe	1.30	656	851 50	645		and follow up Meeting to discuss AMBI shares
713/14 713/14	290009	52 1/		Linda Kelly Michael Kernedy	0.30	115 325	34 50 292 50	100	30.00	General administration in respect of third party enquiries. Returned voicemals on the Montgr's Hiddine.
/13/14	290000			Paul Bahop	090	830	747 00	765	688 50	Oue diligence regarding Letters of Intent. Correspondence regarding same. Review of no
0.00		1	-		- "	-		-		regarding call
21414	290000	62 1	5768	Golnaz Haghm	3 50	290	1,015 00	290	1,015 00	Update variance analysis. Review invoices and prepare payments. Updating bank account summanes. Update professional fees summary. Review legal docs and update the website.
	79000e			Linda Kelly	0.30	115	34.50	100	30 00	General administration in respect of third party enquiries.
	290006 290006			Michael Kennedy Michael Kennedy	1 10	325 325	357 50 910 00	325		Returned voicements on the Montor's Hotime Internal FTI meeting regarding various items. Responded to third party inquiries.
11414	290000	_	151.5	Paul Bahop	270	830	2 241 00	765	2,065 50	Review of options available. Review of correspondence. Consideration of shareholder
	1772-1772	934		Paul Bahop	100	830	830.00	765	0 000 MARINA	maximization options Call with MWssserman regarding options. Oraft email to McCarthy
7/18/14	290008	72 1	5768	Gohaz Haghin	170	290 655	493 00 262 00	290	493 00	Review and respond to emails
	790008	72 1	6441	Jodi Porepa Linda Hefly	040	115	46 00	100		Conference call to discuss status General administration in respect of third party enquiries
				Michael Kennedy Paul Bishop	1 80	325 830	162 50	325 765		Returned voicements on the Monton's Hottine Meet with Norton Rose, McCarthy and Osiers, Prepare for same and follow up
2/19/14	290008	72 1	5768	Goinaz Haghin	1 70	290	493 00	290	493 00	Review and respond to third party enquiries
				Linda Kelly Michael Kennedy	100	325	34 50 325 00	100		General administration in respect of third party enquiries. Returned voicemaks on the Monton's Hottine.
				Pad Bahop	1 20	830	996 00	765		Costing for CCAA proposed process
2/20/14	290000	72 1	5768	Goinez Haghin	3 40	290	986 00	290	986 00	Update claims register, internel meeting in respect of same. Review several claims, Worl fee affidavits.
				Jodi Porepa	1 40	655	917 00			Discussion with Cassels Discussion with Norton Rose Prepare information.
2/20/14	290000	72 1	8003	Linda Kelly Michael Kennedy	0.30		34 50 715 00		715 00	General administration in respect of third party enquiries Returned voicemars on the Monton's Hotims
2/30/14	290002	72 1	4800	Paul Banop	160	830	1 328 00	765	1 224 00	Oraft budget. Correspondence in respect of same. Update variance analysis. Review invoices and prepare payments. Update bank account
2/21/14	290000	172 1	5768	Golnez Heighin	2.30	290	667 00	290	667.00	summaries. Responding to third party enquiries. Review legal documents and update the
2/21/14	29000	72 1	9441	Linda Kelly	0.30	115	3450	100	30.00	nebste. General administration in respect of third party enquiries
12/21/14	290000	72 1	8003	Michael Kennedy Paul Behop	140		1 245 00	325 765		Returned voicemens on the Montor's Hotime Drief budget
2/2414	290000	72 1	5768	Gotnaz Haghin	0.80	290	232 00	290	232 00	Internal meeting in respect of outstanding items.
				Jod Porepa Linda Kelly	0 30		982 50 34 50	100		Update CFF. Respond to Chris Morris. Prepare revised estimates. General administration in respect of third party enquiries.
2/2414	29000	172 1	6003	Mchael Kernedy Paul Behop	130	325	422 50 747 00	325	422 50	Returned voicemais on the Monton's Hotine Draft budget
22/25/14	29000	172	5532	Jod Porepa	350		2 292 50		2 257 50	Prepare and revise CFF. Attend conference call
				Linda Kerly Michael Kernedy	0.50		34 50 152 50	100		General administration in respect of third party enquiries. Returned voicemess on the Monton's Hottine
2/25/14	29000	372	4800	Paul Bahop	1 10	830	913 00	765	841 50	Call with McCarthy, CCC and Osier, Correspondence with Norton Rose and PwC
				Goinaz Haghin Jodi Porena	1 20		348 00 917 00		903 00	Responding to enquiries regarding claims. Revise CFF Circulate same to professionals.
22/26/14	29000	872	18441	Linda Kelly	0.30		3450	100	30 00	General administration in respect of third party enquiries.
22/27/14		_		Michael Kennedy Golnaz Haghiri	1 00		290 00	1	100000000000000000000000000000000000000	Returned vocemass on the Montor's Hotime Updating summary analyses. Review and prepare legal documents for posting online
202720		-	of all the	Total Marine Col	100.00	-	200000		2010101000	Despend to one one Sedan in with CCC Bears and Source Carlo Services Cont
12/27/14			15532		1 70		1.113 50	7	1 096 50	on outstanding dems
		_	200	Paul Bishop	0.90	1.59	747 00	-		Correspondence.
02/28/14	71.4			Goinez Haghin Jodi Porepa	1 50		435 00	1		Update variance analysis. Update banking records. Update professional fee summaries.
02/28/14	29000	872	18441	Linda Kelly	0.40	115	46 00	100	40 00	Review and prepare for next court report. Revise Cash Flow Forecast. General administration in respect of third party enquiries.
12/28/14	23000	872	14800	Paul Bishop Gonaz Hagten	1 50 3 20		1 245 00 929 00		1.147.50	Calls and correspondence regarding outstanding issues: Review claims and update claims register. Respond to emails.
13/03/14		_	_	Jodi Porepa	3 20		2.096.00		2.064.00	Review and provide comments on report. Review and provide comments on Cash Flow.
10.00	23000	1	10000	Linda Kelly	0 40		45 00	1000	2.00-00	Forecast General administration in respect of third party enquiries.
03/03/14	4 23000	892	18441	Linda Helly	0.80	115	92 00	100	90 00	Desirg with claims process
				Michael Kernedy Paul Bishop	5 00		1 525 00 996 00			Returned vocemals on the Montor's Hotline: Claims data entry Review of cash flow projections: Call from BRogers. Return call
03/04/1/					3 00	290	870.00	290		Prepare documents related to new cash flow forecast. Respond to email correspondence
U2U4/1	300	200	· > / 08	Goinez Haghen	300	290	870.00	30	870 00	respect of same. General banking matters. Review and prepare documents for posting of Updating website with new information.
03/04/1-	4 29000	e92	15532	Jod Porepa	5 50	655	4 323 00	545	4 257 00	Review and provide comments on report. Review and provide comments on Cash Flow Forecast.
				Linda Kefy	0.30		34 50			Updating Monitor's website
	4 29000 4 29000				200		230.00		200 00	General administration in respect of third party enquiries Inputting data for GW claims process.
03/04/1	4 29000				1/6	325	529.00	326	520 00	Returned voicemails on the Monton's Hotime
03/04/1			14800		1 90	0.00	1,577 00		1 453 50	Correspondence with the auditor.
03/05/1				Gonaz Haghin	200		580 00	500000	- 22 (27 (27))	Review claims. Update claims register. Respond to third party enquiries.
03/05/1		2500	3.03	Jod Porepa	350		2.292 50		2.257.50	province and review report.
03/05/1				Linda Kelly Linda Kelly	0.30		34 50 241 50			Updating Monitor's website Inputting data for GW claims process
03/05/1	4 2900	1892	18441	Linda Rally	1.3	115	138 00	100	120,00	General administration in respect of third party enquiries
03/05/1	4 2900	292	18003	Wichael Kennedy	150	325	487 50	325	487 50	General administration
03/05/1	4 2900	1892	14800	Paul Bahop	290	830	2,407.00	765	2.218 50	Finálize report. Call with auditors regarding status. Multiple correspondence in respect of Draft and edit Frequently Asked Questions and phone script to deal with multiple calls are
	0 0000	3.5	100000	GENORALIS STATE	2530	125 125	W00008	1000000		emaits regarding claims. Correspondence with professionals regarding same.
03/06/1	4 2900	2892	15762	Goinaz Haghri	3.30	290	957 00	290	957 00	Review claims. Update claims register. Respond to third party enquiries, internal discuss
**********		-			5.90	655	30000	545	2000	regarding Houseway
03.000	1.748	4334	1305	Jod Porepa	2.00	020	3 864 50		3 805 50	Court attendance: Respond to inquiries. Review requested items. Revised Cash Flow Fo
03/06/1		1977	10.00	Linda kelly	1 10	115	126.50	100	***	General administration in respect of third party enquiries

Date	trvoice #		Name	Hours	Rate Worked	Amount Worked	Blied	Amount Billed	
			Michael Kennedy	4.20				1.365.00	Refurred vocemals on the Monton's Hotime
3/06/14	29000892	15003	Michael Kennedy	190	325	617.50	325	617 50	Returned third party inquiries. Review of variance analysis.
3/09/14	29000992	14800	Paul Bahop	230	830	1,909,00	765	1,759.50	Call with KPMG. Prop for same and follow up. Call with PMC and Norton Rose. Propare for same and follow up. Review of draft budget. Review of Cash Flow Forecast. Call with McCarthy. Correspondence regarding distribution and withholding taxes.
33/07/14	29000862	15768	Gohaz Hagteri	4 50	290	1,305.00	290	1,305.00	Desiring with banking matters. Follow up with the bank in respect of same. Review and preo- documents for posting online. Working on the Clarife register, Internal meeting in respect of same.
33/07/14	29000892	1000000000	Jodi Porepe	3 60	656	2,358 00	645	2.322.00	Review and preparing disbursement. Review and responding to enquiries. Reviewing Rosew debt.
33/07/14	290000892	15441	Linda Kelly	0 20	115	23 00	100	2000	General administration in respect of third party enquiries
23/07/14	23000892	18441	Linda Kelly Michael Kennedy	050	115 325	149 50 162 50	100	130 00	Cesting with claims matters Returned violentairs on the Mondor's Hotine
23/07/14	29000892		Paul Bahop	210	830	1,743.00	765	1.606 50	n
03/10/14	29000892	15768	Gohat Haghri	4 10	290	1,189 00	290	1,189 00	Updating summary analyses: Update claims register. Email correspondence in respect of same.
3310/14	2000092	15532	Jos Porepe	1 50		982 50		967 50	Review claims register. Circulate summary. Circulate updated expenses
	29000892			0,20	115	23 00			Updating Monitor's website
03/10/14	53000835	18441	Linds Kally	0.30	115	3450	100		General administration in respect of third party enquiries. Responding to viocemass. Responding to email enguires. Working on claims register and
03/11/14	23000892 23000892	100000	Gohaz Hagher	3 50	290	1,102 00	290	1,102,00	responsing to vocamase, responsing to email enquires, sylvining on claims register and correspondence in respect of larne. Originating claims. General administration in respect of third party enquires.
03/11/14	29000092		Pad Barop	1 10	630	913 00	765	841.50	
23/13/14	29000892	18441	Linda Kelly	0.60	115	69 00	100	60 00	General administration in respect of third party enquiries
(3V12/14	29000892			1 80	830	1 494 00	-	1.377.00	Correspondence: Review of management agreement
03/13/14	29000892	15.50	Goraz Haghin	200	290	580.00	290		Responding to email enquinee. Sorting and organizing mail. Responding to voccemate.
	29000892 29000892		Jod Porepe	0.60		393.00	100		Decuseons with Norton Rose Dealing with claims process
	29000892			1 10		125 50		110.00	General administration in respect of third party enquiries.
03/14/14		15768	1000	2.20	290	538 00	290		Updating summary analyses. General banking matters. Preparing distursements for payme
03/14/14	29000892	15632	Jod Porepe	0.70	655	458 50	645	451 50	Responding to CCC Emails with iRoss
CY1414	250000992	18441	Linda Kerly	0.30		34 50		30 00	General administration in respect of third party enquiries
	29000892			1.90		1,577,00	765	1,453 50	Correspondence regarding outstanding items. Status review regarding same
03/17/14		15758	Gohat Haghin	1 20	290	348 00		345 00	Responding to email enquiries
	29000903		Jos Porepe	0.50		327 50 34 50			Respond to Norton Rose enquires General administration in respect of third party enquires
			Michael Karmedy	2 50		81250			Returned vocemals on the Montor's Hotine
03/17/14			Paul Bahop	1 20	830	996 00	1000	918 00	Review of email traffic regarding Allen Vanguard. Correspondence regarding same. Review status of outstanding terms.
	79000903			0.30		34 50		3030	General activities and activities party originals.
	29000903		Michael Kennedy	200		46 00			General administration. Returned vocemats on the Monitor's Hotime
03/19/14	The second second		Paul Bahop	1.40	830	1,152.00	765	-	Update call with counsel and the Fund, Review of Roseway management agreement.
			Goinez Hagnin	0.50	290	145.00	290	145.00	Sorting and organizing mail.
03/19/14	79000903	15632	Joa Porepa	0.30		196 50		193 50	Reviewing emails. Responding to enquiries
03/19/14	29000903	18441	Linda Kelly Michael Kennedy	2 00		23.00 650.00			Updating Monitor's website Returned vocemats on the Monitor's Horine
03/19/14		_	Paul Branco	190	_	1,577 00		1,453 50	Review of management agreement. Call with counsel regarding same. Review of manager is
03/20/14	29000903	18441	Linda Kally	0.30	115	3450	100	30.00	regarding unpaid invoices and menegement agreement. General administration in respect of third party enquiries.
03/20/14	39000903		Michael Kennedy	200	325	650 00	325	650 00	Returned voicemails on the Montor's Hotime
03/20/14	29000903	14800	Paul Bahop	1 00	830	1,494 00	765	1,377 00	Call with counsel regarding term sheet. Reed and analyze letter from Manager and commer drafting resonnee.
03/21/14			Gohaz Haghin	1 80	727	522 00		522 00	
03/21/14	29000903	0.000	Linda Kelly	0.30	1	3450	-		General administration in respect of third party enquiries. Call with counsel regarding Manager letter. Commence draft response. Correspondence in
03/21/14	29000903	14800	Paul Bishop	2.40	830	1 992 00	765	1,836.00	respect of same
03/24/14			Gonez Haghin	2.33		638.00		636.00	Email correspondence in respect of same. Responding to amail angulies.
			Job Porepa	050		327 50		322.50	Follow up with enquiries
037414	200090	18003	Michael Nannedy	100	325	325.00	125	1,500	Returned vocemals on the Mondor's Hottine Review and analyze Court decision regarding Allen Vanguard. Draft response to Manager.
03/24/14	2900000	14800	Paul Beirop	3 2	830	2,656 00	765	2.445.00	with BRogers regarding Portfolio Companies. Review of same. Payment process regarding Amos
03/25/14	2900090	15441	Linda Kelly	0.20		2000		20.00	Updating Monitor's website
03/25/14	2900090	1800	Michael Kennedy	110	325	357.50	125		Returned vocemals on the Montor's Hotine
03/25/14	2900090	14800	Paul Barop	250	830	2,075 00	765	1,912.50	Call with Fund and coursel regarding Court decision. Discussion regarding Allen Vanguard next steps. Edit and circulate draft letter to Manager. Correspondence regarding same.
03/25/14	200000	1576	Gonez Hagnen	0.70	290	203.00	290	203.00	Responding to email enquires
03/25/14	290009C	1844	Linda Helly	03	115	34 50		30.00	General administration in respect of third party enquiries
			Michael Kernedy	100		325 O	325	325 00	Returned voicemate on the Montor's Motion
03/29/14	2900000	14900	Paul Bahop	1 80	630	1,494 00	765	1 377 00	Finalize response to Manager Calle regarding same. Call with counsel regarding draft repo Commence drafting same. Call with McCarthy regarding back office support.
			2 Job Porece	1.00		950		645.00	Follow up on outstanding tems.
03/27/14	200090	1600	3 Michael Kennedy	0.6	325	195.00	325	195 0	Returned vocemals on the Monton's Hotive
03/27/14	2900000	3 1480	Paul Bahop	38	830	3.154.00	765	2.907 00	Call with 1Rose regarding outstanding issues and other matters. Update email to PwC and Notice Rose Review of document. Emails regarding which resization Call with McCarthy regarding Allen Vanquard. Call with Monitor's counsel regarding same. Conference call wit professionals regarding Allen Vanquard. Data report.

Date	hvoice #	THUS	Name	Hours	Rate Worked	Amount Worked	Rate Billed	Amount Billed	Narrative - 100 100 100 100 100 100 100 100 100 1
03/25/14	22000003	15768	Goinez Haghiri	5 20	290	1,508.00	290		Updating summary analyses: Dealing with banking matters. Follow-up regarding cash inflows Prisone banking documents. Follow-up with CCC. Email correspondence in respect of same.
03/25/14	29000903	15632	Jod Porepe	1 10	65.5	770 50	545		Review proposed disbursaments. Follow up with CCC. Follow up with McCarthy.
03/28/14	23000903	18441		0.30	115	34 50 357 50	100		General administration in respect of third party enquiries. Returned viocemaes on the Mondor's Hostine
03/29/14	29000903			3 20	830	2 656 00	765		Draft lefter to professionass. Call with the Manager. Draft report. Preparing for payments. Updating summary documents, internal meeting regarding payments.
03/31/14	29000903	15768	Gohaz Haghri	200	290	580.00	290	580 00	Follow-up amail with iRose regarding the Fund audit.
	2000903	15532	Jod Porepa	1 20	655	786 00	645		Status update. Follow up on Cash Flow Forecast. Review disbursements. Review affidavit.
		-	Linda Kelly	0.20	115	23 00	100		General administration in respect of third party enquiries. Finalize report. Correspondence in respect of same. Review of cash flow and recovery forect.
03/31/14	29000903	14800	Paul Bahon	3 20	830	2 656 00	765	2.448.00	Oraft and finalize letter to counsel. Email correspondence regarding distributions: Discussions in respect of same. Preparation of
0401/14	29000928	15768	Goinez Hagneri	4 30	290	1.247 00	290	1 247 00	documents for posting. Updating claims register and providing an update in respect of same.
			Jos Porepa	380		2.409.00	645		Updating Monitor's Report. Revise and finanze report. Discussions with Oslens.
04/01/14			Linda Kelly Linda Kelly	0 30	115	23 00	100	20 00	General administration in respect of third party enquiries. Updating Monton's website.
			Michael Kernedy Paul Behop	1 00	325 830	1 826 00	325 765	325 00	Returned vocemats on the Monton's Hotime Review of ministral material. Review of draft management agreement. Or aft report.
				3.40	290		290		Dealing with general banking matters. Responding to email enquiries. Preparing amais and
	29000928		Goinez Heghri			996 00		986 00	rternal discussions in respect of same. Review and prepare wire payments
04/02/14	230000928	18441	Jod Porepa Linda Kelly	500	115	3.275.00 34.50	100	30 00	Revise and finalize report. Discussions with Outers General administration in respect of third party enquiries.
22.50			Victori Kernedy	1.00		325.00	325 765	100074007	Returned vocemais on the Monitor's Hotima
	29000928		Paul Bishop Goinez Hagnen	3 20	530	2,656 00	290		Draft and edit report. Review of mini trial material. Calls with coursel in respect of same. Prepara documents for posting criene.
04/03/14	29000928	15533	Jod Porepa	0.50	655	227 50	645	322 50	Follow up on enquiries
			Paul Bishop	0.30	830	1 152 00	765	1,071.00	Updating Monitor's website Finalize report. Correspondence regarding various matters.
04/04/14	29000928	15768	Gornez Haghin	410	290	1,169.00	290	1,189.00	Circulate updated account balances. Email correspondence. Prepare payments to Roseway Correspondence with professionals in respect of same. Review new cash flow forecast.
Section of the last	27000000		PACIFICATION OF THE PACIFIC PA	UNE ACT	(3/6)	VARIOUS SEC		000000000	Prepare variance analysis updating professional fee summaries.
04/04/14	29000925	1544	Job Porepa Linda Kaliy	0.80	115	524 00 34 50	100	30 00	Follow up on outstanding fems. Decusions with coursel. Updating Monitor's website.
040414	29000928	1844	Linda Kelly	0.30	115	34 50	100		General administration in respect of third party enquiries. Correspondence regarding Alien Vanguard. Review of Alien Vanguard material. Draft report.
040414	29000928	1480	Paul Bahop	2 00	830	2,158.00	765	1,989 00	Call with IRose regarding distributions. Calculation of distributions. Call with PWG regarding learns. Review of Fund motion material.
04/05/14	29000925	1553	Jod Porepa	1 30	655	851 50	645	838 50	Prepare reconcision. Review interim report.
04/07/14	29000926	1576	Goinaz Heghen	2 50	290	812.00	290	812 00	Review and prepare documents for posting. Respond to vocamal and emails. Review Mont 7th Report, Internal meeting regarding enquiries and draft responses. Review emails and
04/07/14	200928	2000	Jos Porepe	3.30	656	2 151 50	645	7.55	respond to third party enquiries Preview and revise reconcisation. Update professional fee summary.
04/07/14	29000978	1544	Linda Kelly	0.40	115	46.00 34.50	100	40.00	General administration in respect of third party enquiries
04/07/14	29000928	$\overline{}$	Paul Behop	1 10	530	913 00	100	941 50	Updating Moneons website Finalize supplemental report and execute same. Correspondence in respect of same
04/08/14	29000028	-	Gothat Haghin	2 60	290	812 00	290	812.00	Review and respond to third party angulies, internal update discussions. Claims Procedure
	100000000000000000000000000000000000000	0.00	Job Porepa	210	10000	1 3/5 50	233	100,000	administration. General banking matters. Prepare responses to Roseway quiestions.
04/08/14			Linda Refly	0.30	115	34 50	100	30 00	General administration in respect of third party enquiries
04/08/14	29000926	1480	Pad Behop	3 40	830	2,822.00	765	2,601.00	Attend court. Prepare for same. Follow up on seuse with the Manager. Call with the Manage
G409/14	29000928	1576	Gotnaz Hagheri	3 20	290	925 00	290	928 00	summaries. Decussion in respect of same. Review and prepare documents for posting.
0409/14	290000028	1553	Jod Porese	2.40	655	1 572 00	645	1,548.00	Decusions with McCarthys: Decusions with lan. Financing responses for Roseway. Responding to third party enquiries
			Paul Behop	0.60		498 00	765	459 00	Review of professional fees and forecasts. Review of management agreement
			Goinaz Haghin 2 Jods Porepa	0 50		145 00 327 50	290 645		Review bank accounts Status update Follow up on enquiries: Discussions with JGrant
100000000000000000000000000000000000000	1000000		1 Linda Kelly	0.40	12350	45 00	100	100000000000000000000000000000000000000	Updating Monton's website. Review of judgment reasons. Review of management agreement. Meet with Brogers.
0410/14	29000928	-	Paul Bahop	1 80	100.000	1,494 00	765	1.377 00	Correspondence in respect of same
04/11/14	290000028		8 Goinaz Haghin	4 10		1,159 00	250	1,159 00	same Prepare summary analyses. Follow up on outstanding tems.
0411/14	29000975	148	2 Jos Porege D Paul Behop	0.90	830	747 00	765	588 50	Discussions with BRogers Review script. Revised Frequently Asked Questions. Review of management agreement.
			8 Goinaz Haghin 2 Jos Porepe	0 40		909 00 352 00		509 00 258 00	Updating website Responding to emails and vocemal innquiries Review Roseway agreement. Responding to PerC enquiries.
041414			D Paul Bahop	140		1,162 00	765	1,071 00	Lindate to Dec. Despect of Management are separate Consequence (separatem sharefully)
			8 Gonat Haghin	0.90		261 00			Responding to email and vocemail enquines
			6 Paul Benop 8 Gonaz Haghin	0.60		964 00 145 00			Review of management agreement Preparing payment to Roseway and discussions in respect of same.
0416/14	2900064		D Paul Bahop	0.70	830	581 00	765	535 50	Review of payments. Approvis of same. Correspondence and review of distributions.
9417/14 9417/14	2900094		8 Gothag Haghin 2 Jod Porece	110		319 00		319 00	Updating bank account summary, variance analysis and professional fees Follow up on outstanding tems
04/17/14	2900094	-	D Pau Benco	120	1	996 00		1000000	Review of Frequently Asked Questions Payment approves Correspondence of same
04/21/14		+	8 Conaz Haghin	150	-	435.00	2.00	436 00	Review and update bank account summaries. Review and respond to third party anguines
			2 Jos Porepa	050		327 50	645	322 50	Correspondence with professionals Follow up on emails
04/21/14	2900094	148	D Paul Bahop 8 Gohaz Haghin	13	830	332 00 377 00	765	306 00	Correspondence with the Fund Review invoices and prepare payments. Update summary analyses.
			12 Jos Porece	05		327 50		322 50	Responding to email enquiries. Discussions with CCC
04/22/14	2500094	140	D Paul Benco	24	530	1 992 00	765	1,636.00	Conference call with coursel and the Fund. Review of invoices provided by the Manager. Dr build points regarding PwC agreement. Email regarding Ambit and review of market information.
04/23/14	20000	1.5	6 Gohaz Haghri	250	290	725 00	250	725.00	Prepare documents for poeting. Responding to vocamial. Review and prepare payments.
100000000000000000000000000000000000000	1.000	100	2 Jos Porepa	2 % 0 a		524 00		1000	Updating script for vocamed Review payments: Follow up on CFF Follow up with McCarthys
04/23/14		_	CO Paul Berop	1.70	830	1.411.00	765	1,300 50	
04/24/16	2900094	157	68 Gonaz Hagnin	22	290	538 00	290	538 00	Review and updating document for cash flow forecast. Respond to emails.
042414	2900094	9 155	32 Jodi Porepa	19	655	1 244 50	645	1,225 50	Review payments. Follow up on Cash Flow Forecast. Respond to PwC enquiries. Call with CCC and PwC.
04/24/14	2900094	9 148	00 Paul Bahop	14	830	1 162 00	765	1,071 00	Review of modes and payments. Correspondence with PWC Draft points regarding management agreement. Forward same to coursel. Correspondence in respect of same
04/25/14	2900094	9 157	58 Gohaz Haghin	25	0 290	725.00	290	725 00	Updaing summary analyses. Responding to vocamase
04/25/14		_	00 Paul Bahop	12	630	996 00	-	918 00	
04/28/14	2900094	9 157	58 Gohaz Haghin	24	0 290	996 O	290	696 00	Updating bank account summaries. Follow-up on outstanding terms. Updating Monton's co.
04/28/14	-	-	32 Jos Porece	35		2.292 50	-	2 257 50	Review motion material. Finalize and send out reconclusion. Oraft Report. Follow up with C
9429/14	-	31135	00 Paul Bahop	09	71 1022	747 0		0 1944/20	regarding Cash Flow Forecast Call with the Fund and counsel. Prepare for same. Follow up with the Manager
0429/14	-			29	-	754 0	10000	754 00	Review Monton's Eighth Report. Update variance analysis. Update professional fee summa
04/29/14	-	-	32 Jos Porepe	40	-	2 620 0	-	25800	Correspondence in respect of same Finalize report. Review Cash Flow Forecast. Finalize Cash Flow Forecast. Discussions with
	500000		41 Linda haliy	02		230		20 00	Dupdang Montor's website.
04/30/14	200009-	9 15	68 Goinaz Haghin	1.9	0 290	522.0	290	522 00	Updaing summary analyses Prepare document for posting priorie
04/30/14	-	-	32 Jos Porepa	07	0 655	458 5	645	451 54	annual report.
0430014	2900094	9 152		37	11	2.423 5	10000	2,386.50	with CCC
Section 1			00 Paul Bahop		0 930	747 0	765	200.00	Correspondence and update to PwC

GrowthWorks CCAA (436440.0003) September 15, 2013 to April 30, 2014

Date	Invoice #	TK#	Name	Qty.	Amount	Narrative
1/15/14	29000838	14800	Paul Bishop	1	3,663.73	Miscellaneous Expenses - The Globe and Mail Notice to Claimants
11/22/13	29000793	14800	Paul Bishop	1	10,725.89	Miscellaneous Expenses - Dow Jones & Company Newspaper Ad - GrowthWorks: Acct#500082593 / Order #0000049091
11/20/13	29000793	14800	Paul Bishop	1	3,670.73	Miscellaneous Expenses - The Globe and Mail notice for GrowthWorks CCAA
10/07/13	29000749	14800	Paul Bishop	1	3,420.37	Miscellaneous Expenses - The Globe and Mail Newspaper Ad - GrowthWorks Canadian
10/09/13	29000768	14800	Paul Bishop	1	8.85	Taxi - Paul Bishop, FTI Office - Court. Attending Court.

TOTAL (CA) 5 \$ 21,489.57

Appendix "C"

Court File No: CV-13-10279-00CL

ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF GROWTHWORKS CANADIAN FUND LTD.

AFFIDAVIT OF MARC WASSERMAN SWORN MAY 8, 2014

I, Marc Wasserman, of the City of Toronto, Province of Ontario, MAKE OATH AND SAY:

- I am a partner in the law firm of Osler, Hoskin & Harcourt LLP ("Osler"), solicitors to
 FTI Consulting Canada Inc. ("FTI") in its capacity as monitor (the "Monitor") of
 GrowthWorks Canadian Fund Ltd. (the "Fund"). I am the partner responsible for the
 services rendered to the Monitor discussed herein. Accordingly, I have knowledge of
 matters hereinafter deposed to.
- 2. Attached hereto collectively as Exhibit "A" are redacted copies of the Statements of Account of Osler in respect of services rendered to FTI in respect of the within proceedings for the period ending April 30, 2014. During the period from September 27, 2013 to April 30, 2014 (the "Billing Period"), the total fees billed by Osler were \$306,980.00, plus disbursements of \$3,639.79 and applicable taxes of \$40,374.73, for an aggregate amount of \$350,994.52.

3. As set out in the following table, 564.6 hours were incurred by Osler personnel during the Billing Period, resulting in an average hourly rate of \$668.40 (exclusive of applicable taxes):

Name	Total Hours	Hourly Rate (\$)
Shelley Obal	4.3	870
Shahir Guindi	2	845
Kimberley Wharram – November 22, 2013 to December 28, 2013	3.5	870
Kimberley Wharram – February 10, 2014 to February 28, 2014	2.4	890
Marc Wasserman – September 27, 2013 to December 20, 2013	148.6	720
Marc Wasserman – January 3, 2014 to April 8, 2014	46.6	740
Jeremy Dacks	15.6	740
Michael De Lellis	25	640
Caitlin Fell – September 27, 2013 to December 28, 2013	184.5	400
Caitlin Fell – January 3, 2014 to April 29, 2014	119.9	425
Paraprofessionals	12.2	212.34

- 4. The activities detailed in the statements of account attached as Exhibit "A" accurately reflect the services provided by Osler (the "Osler Accounts") and the rates charged are the standard hourly rates of those individuals at the firm at the time they were incurred.
- Osler has been paid in full in respect of the fees and disbursements (and applicable taxes)of the Osler Accounts.

6. I swear this affidavit in support of a motion for, *inter alia*, approval of the fees and disbursements of Osler and for no other or improper purpose.

SWORN BEFORE ME at the City of Toronto, in the Province of Ontario, this 8th day of May, 2014.

Commissioner for taking affidavits, etc.

MARC WASSERMAN

This is Exhibit "A" to the
Affidavit of Marc Wasserman
sworn before me, this g day of
May, 2014.

A Commissioner for taking Affidavits, etc.

EXHIBIT "A"

Osler, Hoskin & Harcourt LLP 1 First Canadian Place PO BOX 50 Toronto ON M5X 1B8 CANADA 416.362.2111 MAIN 416.862.6666 FACSIMILE

OSLER

FTI Consulting Canada Inc.

11591991

TD Waterhouse Tower, 79 Wellington Street West

Paul Bishop

Date:

October 25, 2013

Suite 2010, P.O. Box 104

Client No.:

Invoice No.:

223352

Toronto, ON M5K 1G8

CANADA

Attention:

GST/HST No.:

121983217 RT0001

Contact:

Marc Wasserman

Direct Dial:

(416) 862-4908

E-mail:

MWasserman@Osler.com

For period ended October 18, 2013 rendered for Monitor of GrowthWorks Canadian Fund Ltd. (Formerly Project Labour) (F#1145565).

OUR FEE HEREIN

44,472.50

REIMBURSABLE EXPENSES

927.81

HST @ 13%

5,902.04

TOTAL (CAD):

51,302.35

PAYMENT DUE ON OR BEFORE NOVEMBER 24, 2013

We are committed to protecting the environment. Please provide your email address to <u>payments@osler.com</u> to receive invoices and reminder statements electronically.

REMITTANCE ADVICE

Canadian Dollar EFT and Wire Payments:

Cheque Payments:

Invoice No.:

11591991

TD Canada Trust

180 TD Square, 317 - 7th Avenue S.W.

Osler, Hoskin & Harcourt LLP FINANCE & ACCOUNTING (RECEIPTS) Client No.:

223352

Calgary, Alberta T2P 2Y9 Transit No: 80629-0004

SWIFT Code: TDOMCATTTOR

1 First Canadian Place PO BOX 50 Amount:

51,302.35 CAD

Transit No: 80629-0004 Account No: 5219313

Toronto, Ontario M5X 1B8

Canada

Email payment details to <u>payments@osler.com</u>, referencing invoice number(s) being paid.

Please return remittance advice(s) with cheque.

osler.com

FEE SUMMARY

NAME		HRS RATE	FEES
PARTNER		200 045	1 (00 00
Shahir Guir		2.00 845	1,690.00
Shelley W.	Obal	3.80 870	3,306.00
Marc Wasse	erman	31.80 720	22,896.00
ASSOCIAT		25.00	11 320 00
Caitlin Fell		35.80 400	14,320.00
PARAPRO'	FESSIONALS	10.20	2,260.50
TOTAL FE	EES (CAD):	77.90	44,472.50
		FEE DETAIL	
DATE	NAME	DESCRIPTION	HRS
Sep-27-13	Caitlin Fell	Reviewing draft initial order; discussions with M. Wasserman; conference call regarding initial order.	0.80
Sep-27-13	Marc Wasserman	Reviewing draft proposed initial order; discussions with P. Bishop, K. McElcheran and H. Meredith regarding same.	1.00
Sep-28-13	Caitlin Fell	Reviewing and commenting on affidavit and initial order; email correspondence with M. Wasserman regarding same.	2.60
Sep-29-13	Caitlin Fell	Further revisions to affidavit; email correspondence with P. Bishop and H. Meredith.	1.40
Sep-30-13	Caitlin Fell	Reviewing latest affidavit and order; discussions with M. Wasserman regarding same; telephone conversation with K. McElcheran regarding preparations for court; reviewing consent; corresponding with H. Meredith regarding 10(2).	2.70
Sep-30-13	Marc Wasserman	Various discussions regarding draft filing materials for CCAA application; reviewing same; engaged in multiple discussions with K. McElcheran and P. Bishop regarding same; discussions with C. Fell with respect thereto; preparation for court.	3.50
Oct-01-13	Caitlin Fell	Preparations for court; various telephone conversations with K. McElcheran and P. Bishop; revising order; attending court; telephone call with company and FTI regarding ongoing process.	3.10
Oct-01-13	Marc Wasserman	Attending court with respect to initial order; engaged in conference call with respect to ongoing matters and status of filing platform.	3.00

Oct-02-13	Caitlin Fell	Reviewing advertisement as required by initial order and providing comments thereon.	0.30
Oct-02-13	Marc Wasserman	Engaged in discussions with P. Bishop regarding notices; reviewing same; providing comments thereon; discussions with C. Fell regarding same.	1.00
Oct-03-13	Marc Wasserman	Engaged in various email correspondence with respect to ongoing matters; discussions with P. Bishop regarding same; reviewing documentation in respect of creditor claims and other issues regarding same.	0.70
Oct-04-13	Caitlin Fell	Drafting first report for GrowthWorks; conference call with FTI regarding manager.	1.40
Oct-04-13	Marc Wasserman	Reviewing various email correspondence from client regarding newspaper ads and notice to creditors and shareholders; providing comments thereon; engaged in conference call with P. Bishop, J. Porepa and C. Fell regarding same; discussions with C. Ramsay and reporting to P. Bishop in respect thereof.	1.50
Oct-05-13	Caitlin Fell	Continuing to draft first report.	0.70
Oct-07-13	Caitlin Fell	Telephone call regarding manager; revising first report based on comments from P. Bishop and J. Porepa; telephone call with J. Porepa; telephone call with K. McElcheran.	2.80
Oct-07-13	Marc Wasserman	Engaged in update call and discussions with J. Porepa, P. Bishop and K. McElcheran regarding same.	1.30
Oct-08-13	Caitlin Fell	Finalizing first report; telephone call with K. McElcheran regarding report; various calls with P. Bishop and M. Wasserman.	3.30
Oct-08-13	Marc Wasserman	Engaged in discussions with C. Ramsay; email correspondence with respect thereto; various discussions with P. Bishop and K. McElcheran regarding same and conduct of manager in respect to transition services; reviewing report provided by manager with respect thereto.	1.50
Oct-08-13	Marc Wasserman	Various email correspondence throughout the day with respect to manager issues; discussions with C. Fell and P. Bishop regarding same and regarding status of proceeding; reviewing draft Report and providing comments thereon; discussions with C. Fell regarding same; engaged in discussions with C. Ramsay; email correspondence with respect thereto; various discussions with P. Bishop and K. McElcheran regarding same and conduct of manager in respect to transition services; reviewing report provided by manager with respect thereto.	3.10
Oct-09-13	Caitlin Fell	Attending court; conference call with company and monitor regarding issues with manager.	3.10

Oct-09-13	Marc Wasserman	Attending court for motion with respect to manager transition issues; attending meeting with manager and fund and counsel following court to deal with transition issues; engaged in discussions with P. Bishop regarding same; attending conference call with respect to update in respect thereto and various email correspondence regarding same.	5.10
Oct-10-13	Caitlin Fell	Reviewing participation agreement and security agreement for security review; order searches; emailing S. Guindi regarding management agreement; reviewing email from and commenting to manager.	3.50
Oct-10-13	Shahir Guindi	Reviewing documents and strategy for next steps.	0.50
Oct-10-13	Julie Verconich	Receiving instructions from C. Fell; emails with E. Williams ordering corporate history; receiving and reviewing corporate history; ordering Ontario PPSA searches.	1.00
Oct-10-13	Marc Wasserman	Email correspondence with respect to transition issues; discussions with P. Bishop regarding same; discussions with P. Bishop regarding proposed sale process; discussions with C. Fell regarding security review; engaged in conference call with McCarthys and FII regarding same.	1.50
Oct-10-13	Corporate Searches by Eugene L. Williams	Receiving instructions from C. Fell; conducting a corporate history, Executions, Bank Act and Insolvency search against GrowthWorks Canadian Fund Ltd.; obtaining a certificate of status against same and reporting thereon.	
Oct-11-13	Caitlin Fell	Discussions with M. Wasserman and S. Obal regarding security review and issues.	1.50
Oct-11-13	Shahir Guindi	Reviewing documents received and participating in conference call regarding same.	1.50
Oct-11-13	Julie Verconich	Receiving and reviewing Ontario PPSA searches; ordering e- summaries; receiving and reviewing non PPSA searches; preparing non PPSA summary; emails with C. Fell regarding file.	2.00
Oct-11-13	Marc Wasserman	Engaged in email correspondence with respect to transition services; discussions with P. Bishop regarding same; engaged in conference call with McCarthys and Bennett Jones with respect thereto.	2.10
Oct-11-13	Corporate Searches by Eugene L. Williams	Receiving instructions from J. Verconich; conducting a limited partnership name search against Chartwell Master Care LP and reporting thereon.	
Oct-13-13	Marc Wasserman	Email correspondence with respect to transition services with Manager; email correspondence with P. Bishop regarding same.	0.50

Oct-15-13	Caitlin Fell	Attending weekly conference call with company counsel, Osler and FTI Consulting Canada Inc.; drafting security opinion; reviewing financial statements.	2.60
Oct-15-13	Shelley W. Obal	Reviewing participation agreement, general security agreement and financial statements; considering debt characterization issues; various discussions with M. Wasserman and C. Fell regarding same.	3.50
Oct-15-13	Marc Wasserman	Engaged throughout the day in email correspondence with respect to transition services and other matters; attending update call; various discussions with P. Bishop regarding same; engaged in discussions with C. Fell and S. Obal regarding security review and issues in respect thereof.	2.00
Oct-15-13	Corporate Searches by Eugene L. Williams	Receiving instructions from A. Kashefi; obtaining a certificate of status for Calloway GP Inc., Calloway LP II Inc., Calloway GP III Inc., Calloway Financial Inc.; conducting a limited partnership search against Calloway Limited Partnership, Calloway Limited Partnership III and Calloway Limited Partnership III and reporting thereon.	
Oct-16-13	Caitlin Fell	Various emails regarding manager transition services; continuing security opinion.	1.70
Oct-16-13	Shelley W. Obal	Discussion with C. Fell regarding participation agreement characterization.	0.30
Oct-16-13	Julie Verconich	Preparing Ontario PPSA e-summaries; emails with C. Fell forwarding same.	1.50
Oct-16-13	Marc Wasserman	Discussions with T. Reyes regarding status of CCAA proceedings; email correspondence with P. Bishop regarding same; engaged in various email correspondence with respect to transition services and other matters.	1.00
Oct-17-13	Caitlin Fell	Continuing drafting of security opinion; reviewing PPSA searches.	2.10
Oct-17-13	Marc Wasserman	Attending to various email correspondence with respect to transition services; discussions with P. Bishop regarding same.	1.50
Oct-18-13	Caitlin Fell	Telephone calls with Roseway and counsel regarding update and discussions on issue; revise security review; discussions with M. Wasserman.	2.20
Oct-18-13	Marc Wasserman	Attending update call with Roseway and it's advisers; engaged in multiple email correspondence with respect to transition services; discussions with P. Bishop regarding same.	1.50
TOTAL H	OURS:		77.90

EXPENSE SUMMARY

DESCRIPTION	AMOUNT
EXPENSES - TAXABLE	
Printing Costs	203.70
Telecommunications - External	54.09
Agent's Fees & Expenses	228.00
OnCorp Fees for Searches/Certificates/Filings	376.02
Title-Related Searches-Toronto	66.00
TOTAL (CAD):	927.81

Osler, Hoskin & Harcourt LLP 1 First Canadian Place PO BOX 50 Toronto ON M5X 1B8 CANADA 416.362.2111 MAIN 416.862.6666 FACSIMILE

SLER

FTI Consulting Canada Inc.

Invoice No.:

11600072

TD Waterhouse Tower, 79 Wellington Street West

Date:

November 5, 2013

Suite 2010, P.O. Box 104

Client No.:

223352

Toronto, ON M5K 1G8

CANADA

GST/HST No.:

121983217 RT0001

Contact:

Direct Dial:

Marc Wasserman (416) 862-4908

Attention:

Paul Bishop

E-mail:

MWasserman@Osler.com

For professional services rendered for Monitor of GrowthWorks Canadian Fund Ltd. (Formerly Project Labour) (F#1145565).

Reference:

"for the period ended November 1, 2013."

OUR FEE HEREIN

32,515.00

REIMBURSABLE EXPENSES *

392.95

HST@ 13%

4,272.18

TOTAL (CAD):

37,180.13

* Includes non-taxable expenses of 45.00 CAD

PAYMENT DUE ON OR BEFORE DECEMBER 5, 2013

×------

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REMITTANCE ADVICE

Canadian Dollar EFT and Wire Payments:

Cheque Payments:

Invoice No.: Client No.:

11600072

TD Canada Trust

180 TD Square, 317 - 7th Avenue S.W.

Osler, Hoskin & Harcourt LLP FINANCE & ACCOUNTING (RECEIPTS) 223352

Calgary, Alberta T2P 2Y9 Transit No: 80629-0004

SWIFT Code: TDOMCATTTOR

1 First Canadian Place

Amount:

37,180.13 CAD

Account No: 5219313

PO BOX 50 Toronto, Ontario M5X 1BS

Canada

Email payment details to payments@osler.com, referencing invoice number(s) being paid.

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osler.com

FEE SUMMARY

NAME		HRS RA	TE F	FEES
PARTNER Shelley W. 0	Obal	0.50 8	370 43	35.00
Marc Wasse				60.00
ALEUMA MAGAZINES				
ASSOCIAT	<u>E</u>	-1.51		
Caitlin Fell	e de la composición del composición de la compos			20.00
TOTAL FE	ES (CAD):	62.30	32,5	15.00
		FEE DETAIL		
into which the control				
DATE	NAME	DESCRIPTION		HRS
Oct-21-13	Caitlin Fell	Finalizing opinion; discussions with S. Obal; reviewing case law on debt/equity instruments and subordination by virtue of S. 139 of the BIA "Silent Partner Subordination".		2.40
Oct-21-13	Shelley W. Obal	Preparing rider on Participation Agreement for security review; discussion with C. Fell regarding same.		0.50
Oct-21-13	Marc Wasserman	Engaged in discussions with P. Bishop; meeting with K. McElcherar and P. Bishop regarding status of transition services and potential frassistance with director mandates; various email correspondence with respect thereto; discussions with P. Bishop regarding update of meeting on director issues of portfolio companies and discussions regarding agenda for update calls.	or	1.90
Oct-22-13	Caitlin Fell	Reviewing and drafting security review opinion; drafting contact lifter distribution; drafting report of the monitor; attending status call update.		3.10
Oct-22-13	Marc Wasserman	Attending update call and call on timeline; engaged in various ema correspondence and discussions with P. Bishop regarding same.	il	1.70
Oct-23-13	Caitlin Fell	Reviewing order and transition security agreement; drafting report the Monitor; discussions with M. Wasserman; commenting on Moti materials; meeting with Fund counsel, CCC and Monitor regarding sales process; reviewing TSX and CIBCA for shareholder meeting.	on	6.40
Oct-23-13	Marc Wasserman	Engaged in email correspondence with respect to critical transition services agreement; reviewing same and providing comments thereon; engaged in discussions with P. Bishop regarding same; attending meeting with respect to SISP timeline and potential mergagreement with I. Ross, B. Rogers, K. McElcheran, J. Grant and P. Bishop.	er	3.10

Oct-24	1-13 (Caitlin Fell	Drafting Second Report; reviewing Ambit and BTI Share Transfer Agreements; commenting on transaction services agreement; reviewing motion materials of company; drafting report to the Monitor; status call with Roseway.	5.80
Oct-24	1-13	Marc Wasserman	Attending various discussions and conference calls throughout the day regarding transition services agreement; reviewing same; reviewing filing materials from Fund in respect to stay extension; brief review of report and instructions to C. Fell regarding same; reviewing security opinion and providing comments to C. Fell.	3.70
Oct-25	5-13 (Caitlin Fell	Emails to FTI Consulting Canada Inc. regarding report; meeting with M. Wasserman regarding revisions; telephone call with J. Grant regarding Ambit shares; telephone call with T. Reyes.	5.10
Oct-25	5-13	Marc Wasserman	Reviewing and providing comments on draft report; discussing same with C. Fell; engaged in multiple discussions with P. Bishop regarding same; engaged in discussion with T. Reyes regarding email correspondence with respect to draft order; reviewing same and commenting on same; dealing with issues regarding payment in kind with respect to Ambit and other shares.	2.00
Oct-26	6-13	Caitlin Fell	Amending report based on comments from J. Grant and H. Meredith and FTI; emails to M. Wassermann, FTI and McCarthy's regarding same; emails to T. Reyes regarding second report and emails to McCarthy's regarding Ambit and	3.50
Oct-26	6-13	Marc Wasserman	Discussions with C. Fell regarding monitor report; engaged in email correspondence with respect thereto; discussions with P. Bishop and K. McElcheran.	1.00
Oct-27	7-13	Caitlin Fell	Further changes to report based on comments from PricewaterhouseCoopers; various emails to McCarthys.	0.80
Oct-27	7-13	Marc Wasserman	Conference call with T. Reyes and K. McElcheran regarding upcoming motion and order in respect thereof.	0.30
Oct-28	8-13	Caitlin Fell	Finalizing report, serving and filing; conference call with working group and review and comment on Non-Disclosure Agreement.	3.20
Oct-28	8-13	Marc Wasserman	Finalization of report; engaged in status call; multiple email correspondence with respect to same; reviewing Non-Disclosure Agreement for potential merger transaction and discussions with P. Bishop and C. Fell regarding same.	2.30
Oct-29	9-13	Caitlin Fell	Attending court.	2.30
Oct-29	9-13	Marc Wasserman	Preparing for court and attending same; discussions with P. Bishop regarding same.	3.00

Oct-30-13	Caitlin Fell	Reviewing Non-Disclosure Agreement with Non-Disclosure Agreement to proposed purchasers and lenders; various emails with K. McElcheran regarding SISP process.	1.50
Oct-30-13	Marc Wasserman	Email correspondence with respect to matters regarding transition matters; dealing with security review; providing security review issues; discussions with C. Fell regarding outstanding matters.	1.50
Oct-31-13	Caitlin Fell	Revisions on Purchaser/Lender Non-Disclosure Agreement; telephone call with FTI Consulting, Osler and Roseway IPWC; emails to K. McElcheran; telephone call with Cavanagh; telephone call with J. Porepa.	1.90
Oct-31-13	Marc Wasserman	Engaged in discussions with respect to Allan Vanguard matters; engaged in discussions with P. Bishop regarding outstanding issues.	2.50
Nov-01-13	Caitlin Fell	Telephone calls with P. Bishop, J. Porepa and M. Wasserman regarding status update; reviewing Non-Disclosure Agreements from McCarthy's regarding purchasers and lenders; emails regarding security opinion; discussions with J. Grant regarding Non-Disclosure Agreement with portfolio companies for disclosure in SISP and to Roseway; reviewing Participation Agreement regarding rights respect to same.	2.80
TOTAL HO	OURS:	• 19	62.30
		EXPENSE SUMMARY	
DESCRIPT	ION		AMOUNT
EXPENSES	- TAXABLE		
Certificate I	Document		10.00
On-line Dat	abase Services		24.00
Printing Co			313.95
Carrier Const	- NON-TAXABLE		
Filing Fees			45.00

TOTAL (CAD):

392.95

OSLER

FTI Consulting Canada Inc.

Invoice No.:

11602675

TD Waterhouse Tower, 79 Wellington Street West

Date:

November 20, 2013

Suite 2010, P.O. Box 104

Client No.:

223352

Toronto, ON M5K 1G8

GST/HST No.:

CANADA

Attention:

121983217 RT0001

Contact:

Marc Wasserman

Paul Bishop

Direct Dial:

(416) 862-4908

E-mail:

MWasserman@Osler.com

For period ended November 15, 2013 rendered for Monitor of GrowthWorks Canadian Fund Ltd. (Formerly Project Labour) (F#1145565).

OUR FEE HEREIN REIMBURSABLE EXPENSES HST@ 13%

34,616.00

170.50

TOTAL (CAD):

4,522.25 39,308.75

PAYMENT DUE ON OR BEFORE DECEMBER 20, 2013



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REMITTANCE ADVICE

Canadian Dollar EFT and Wire Payments:

Cheque Payments:

Invoice No.: Client No.:

11602675 223352

TD Canada Trust

180 TD Square, 317 - 7th Avenue S.W.

FINANCE & ACCOUNTING (RECEIPTS) 1 First Canadian Place

Osler, Hoskin & Harcourt LLP

Calgary, Alberta T2P 2Y9 Transit No: 80629-0004

SWIFT Code: TDOMCATTTOR

PO BOX 50

Amount:

39,308.75 CAD

Account No: 5219313

Toronto, Ontario M5X 1B8

Canada

Email payment details to payments@osler.com, referencing invoice number(s) being paid.

Please return remittance advice(s) with cheque.

NAME		HRS RA	TE FEES
PARTNER			
Marc Wasse	erman	26.30 7	720 18,936.00
ASSOCIAT	<u>E</u>		
Caitlin Fell		39.20	100 15,680.00
TOTAL FE	ES (CAD):	65.50	34,616.00
		FEE DETAIL	
DATE	NAME	DESCRIPTION	HRS
Nov-01-13	Marc Wasserman	Meeting with Lenczner, Cavanaugh and McCarthys regarding Aller Vanguard motion; engaged in multiple discussions with P. Bishop regarding status of proceedings and other matters; engaged in various email correspondence with respect thereto.	n 4.10
Nov-04-13	Caitlin Fell	Reviewing press release; various emails regarding Ambit shares.	0.40
Nov-04-13	Marc Wasserman	Email correspondence with P. Bishop regarding Allen Vanguard an other matters; telephone calls regarding same.	ad 0.70
Nov-05-13	Caitlin Fell	Telephone calls with J. Porepa; various email exchanges regarding same.	0.70
Nov-05-13	Marc Wasserman	Attending update call and engaged in multiple discussions with P. Bishop regarding same; email correspondence from P. Bishop regarding B. Thornton's enquiries and responding thereto.	1.50
Nov-06-13	Caitlin Fell	Telephone call with M. Wasserman and P. Bishop; meeting with Company, counsel, FTI Consulting, CCC and Osler regarding sales process.	2.60
Nov-06-13	Marc Wasserman	Attending meeting at McCarthys regarding SISP; engaged in multip discussions with P. Bishop, C. Fell and J. Porepa regarding same; attending call with potential merger partner regarding status of documentation.	3.60
Nov-07-13	Caitlin Fell	Telephone call with Roseway; reviewing confidential information memorandum.	0.80
Nov-07-13	Marc Wasserman	Attending update call with Roseway; various email correspondence throughout the day regarding same.	1.00

Nov-08-13	Caitlin Fell	Reviewing and commenting on teaser, confidential information memorandum; commenting on and reviewing SISP; discussions with H. Meredith regarding SISP and court time for motion.	3.10
Nov-08-13	Marc Wasserman	Engaged in multiple email correspondence with respect to status of potential merger documentation and other outstanding matters.	0.70
Nov-10-13	Caitlin Fell	Telephone calls regarding the sales and investment process; revisions and comments regarding same; correspondence with McCarthys, FII Consulting Canada Inc. and M. Wasserman.	0.90
Nov-10-13	Marc Wasserman	Discussions regarding SISP with McCarthys and FTI.	0.50
Nov-11-13	Caitlin Fell	Telephone calls regarding Allen Vanguard; calls with GrowthWorks regarding same; telephone calls with Lenczner Slaght regarding timetable of litigation; revising SISP; telephone call with P. Bishop and M. Wasserman; telephone call with H. Meredith regarding changes to SISP.	3.40
Nov-11-13	Marc Wasserman	Attending update call and discussions regarding Allen Vanguard motion; engaged in multiple discussions with E. Lederman regarding same; discussions with P. Bishop regarding same; email correspondence with respect thereto; engaged in various discussions with respect to SISP and ongoing matters.	2.70
Nov-12-13	Caitlin Fell	Drafting third report of the monitor; attending court regarding 9:30 a.m. scheduling regarding Allen Vanguard; telephone calls with P. Bishop and J. Porepa regarding court hearing and contents of third report; telephone calls with CCC Investment regarding SISP; telephone calls with K. McElcheran regarding transition services.	7.50
Nov-12-13	Marc Wasserman	Attending court regarding Allen Vanguard matters; engaged in multiple discussions with respect thereto; engaged in discussions with respect to proposed SISP and comments in respect thereof; reviewing draft SISP; discussions with T. Reyes regarding same; providing comments to K. McElcheran; reviewing draft motion materials in respect of same.	4.50
Nov-13-13	Caitlin Fell	Drafting third report; conference call regarding status update with the company, CCC Investment, FTI and Osler; telephone call with P. Bishop and J. Porepa regarding report; telephone conversations with J. Porepa; comments regarding GrowthWorks materials.	8.80
Nov-13-13	Marc Wasserman	Reviewing GrowthWorks court materials and SISP; discussions with C. Fell regarding same; engaged in multiple discussions regarding Allen Vanguard matters; engaged in discussions regarding Master McLeod's endorsement.	3.00

Nov-14-13	Caitlin Fell	Conference call with Roseway, PwC and Norton Rose regarding status update; engaged in revisions to third report; discussing same with M. Wasserman and incorporating revisions from FTI; calls with	6.10
		McCarthy and Norton Rose regarding SISP timeline; revisions regarding same.	
Nov-14-13	Marc Wasserman	Reviewing report and providing comments thereon; discussions with C. Fell and J. Porepa regarding same; engaged in discussions with H. Meredith regarding SISP time line; discussions with T. Reyes regarding same; attending update call with Roseway; engaged in multiple discussions with P. Bishop regarding same.	4.00
Nov-15-13	Caitlin Fell	Revising Monitor's third report based on comments from FTI, McCarthy and CCC; preparing appendices to report; filing and serving report; drafting affidavit of service.	4.90
TOTAL HO	OURS:		65.50

DESCRIPTION	AMOUNT
EXPENSES - TAXABLE	
Courier Expenses	15.70
Printing Costs	154.80
TOTAL (CAD):	170.50

SLER

FTI Consulting Canada Inc.

TD Waterhouse Tower, 79 Wellington Street West

Paul Bishop

Suite 2010, P.O. Box 104

Toronto, ON M5K 1G8

CANADA

Attention:

Invoice No.:

11609345

Date:

December 16, 2013

Client No.:

223352

GST/HST No.:

121983217 RT0001

Contact:

Marc Wasserman

Direct Dial:

(416) 862-4908

E-mail:

MWasserman@Osler.com

For professional services rendered for Monitor of GrowthWorks Canadian Fund Ltd. (Formerly Project Labour) (F#1145565).

OUR FEE HEREIN

35,336.00

REIMBURSABLE EXPENSES

547.74 4,664.89

HST @ 13%

TOTAL (CAD):

40,548.63

PAYMENT DUE ON OR BEFORE JANUARY 15, 2014

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Canadian Dollar EFT and Wire Payments:

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180 TD Square, 317 - 7th Avenue S.W.

Calgary, Alberta T2P 2Y9 Transit No: 80629-0004

Account No: 5219313 SWIFT Code: TDOMCATTTOR Cheque Payments:

11609345 223352

40,548.63 CAD

Osler, Hoskin & Harcourt LLP

FINANCE & ACCOUNTING (RECEIPTS)

1 First Canadian Place PO BOX 50

Toronto, Ontario M5X 1B8

Canada

Email payment details to payments@osler.com, referencing invoice number(s) being paid.

Please return remittance advice(s) with

cheque.

osler.com

Invoice No.:

Client No.:

Amount:

NAME		HRS RATE	FEES
PARTNER			
Marc Wasse	erman	29.20 720	21,024.00
Kimberley V	Wharram	1.60 870	1,392.00
ASSOCIAT	<u>E</u>		
Caitlin Fell		32.30 400	12,920.00
TOTAL FE	ES (CAD):	63.10	35,336.00
		FEE DETAIL	
DATE	NAME	DESCRIPTION	HRS
Nov-15-13	Marc Wasserman	Engaged in email correspondence and discussions with C. Fell regarding service of Third Report of the Monitor and comments with respect thereto; reviewing draft order served by McCarthys.	1.50
Nov-17-13	Caitlin Fell	Reviewing and commenting on four non-disclosure agreement mark- ups by purchaser.	1.30
Nov-17-13	Marc Wasserman	Email correspondence from C. Fell regarding non-disclosure agreements; discussions with C. Fell regarding same.	0.70
Nov-18-13	Caitlin Fell	Attending court regarding SISP approval motion; reviewing mark- ups of non-disclosure agreements; telephone calls with J. Bishop and N. Geary regarding non-disclosure agreements; reviewing press release regarding SISP.	4.10
Nov-18-13	Marc Wasserman	Preparing for motion for approval of SISP; attending court regarding same; email correspondence regarding ad for SISP and Allen Vanguard matters.	4.50
Nov-19-13	Caitlin Fell	Conference status call with FTI Consulting, Osler, Company, CCC Investment Banking and McCarthy's; reviewing non-disclosure agreement mark-ups and providing comments; reviewing press release.	1.50
Nov-19-13	Marc Wasserman	Attending update call; discussions with J. Grant and K. McElcheran regarding the dispute with Roseway regarding the escrow funds; discussions with P. Bishop regarding same; attending meeting with Norton Rose and PwC regarding disputed trust funds in respect of follow-on investment in discussions with K. McElcheran regarding same; engaged in various email correspondence with respect thereto.	5.10

Nov-20-13	Caitlin Fell	Drafting letter to E. Lederman regarding motion scheduling; various emails regarding schedule; revisions to letter.	0.80
Nov-20-13	Marc Wasserman	Reviewing email correspondence from Lenczner Slaght regarding Allen Vanguard litigation; engaged in multiple discussions with P. Bishop and K. McElcheran regarding same; preparing draft letter responding thereto; reviewing various correspondence with respect thereto; engaged in discussions with P. Bishop regarding status of SISP; email correspondence with respect thereto.	4.10
Nov-21-13	Caitlin Fell	Telephone call with Roseway regarding status hearing.	0.50
Nov-21-13	Marc Wasserman	Finalization of letter to E. Lederman in response to scheduling matters; discussions with K. McElcheran regarding outstanding matters in respect of SISP; reviewing documentation regarding same; discussions with C. Fell with respect to non-disclosure agreement matters; discussions with P. Bishop regarding same; attending update call with Roseway and engaged in various discussions with P. Bishop regarding same.	2.50
Nov-22-13	Caitlin Fell	Drafting report of the monitor; emailing with H. Meredith regarding RBC security; telephone calls with P. Bishop; reviewing affidavit and notice of motion of Roseway; telephone call and emails to T. Reyes regarding monitor comments to Roseway motion.	3.30
Nov-22-13	Marc Wasserman	Reviewing documentation with respect to distribution motion; discussions with T. Reyes regarding same; email correspondence regarding director fees and form of agreements with J. Grant; discussions with C. Fell regarding same; engaged in reviewing email correspondence with respect to RBC security registration.	1.50
Nov-22-13	Kimberley Wharram	Discussing tax issues relating to GrowthWorks restructuring with $\boldsymbol{M}.$ Wasserman; drafting correspondence on same.	0.30
Nov-24-13	Caitlin Fell	Drafting fourth report of the Monitor.	1.50
Nov-25-13	Caitlin Fell	Continuing to draft Fourth Report; reviewing non-disclosure agreements and comments thereto; emailing and telephone conversations with T. Reyes regarding order; telephone call with H. Meredith regarding order; telephone conversations with N. Geary regarding non-disclosure agreements.	4.10
Nov-25-13	Marc Wasserman	Email correspondence regarding SISP; discussions with C. Fell regarding outstanding matters.	0.90
Nov-26-13	Caitlin Fell	Reviewing amended Roseway order; attending on status call; reviewing and commenting on non-disclosure agreement; amending and revising report; emails to P. Bishop; further revisions based on FTI comments; serving and filing report; discussions with T. Reyes; putting together appendices.	4.20

Nov-26-13	Marc Wasserman	Attending update call; reviewing email correspondence in respect of SISP and other matters; reviewing draft Fourth Report and providing comments thereon.	2.20
Nov-27-13	Caitlin Fell	Status call with Roseway; reviewing and commenting on non- disclosure agreements; telephone conversations with N. Geary regarding same; preparing for motion.	1.80
Nov-27-13	Marc Wasserman	Email from E. Lederman regarding 9:30 appointment; discussions with P. Bishop and K. McElcheran regarding same; email correspondence with respect thereto; discussions regarding merger agreement; engaged in discussions with C. Fell regarding non-disclosure agreement and other matters.	2.70
Nov-27-13	Kimberley Wharram	Reviewing tax issues relating to proposed merger.	0.60
Nov-28-13	Caitlin Fell	Preparing for motion; attending distribution motion; conversations with E. Lederman; emails with CCC Investment regarding non-disclosure agreement; telephone calls with CCC Investment regarding non-disclosure agreements signed emails to PricewaterhouseCoopers.	3.80
Nov-28-13	Marc Wasserman	Preparing for and attending motion with respect to distribution and scheduling matters; engaged in discussions regarding same; engaged in discussions with E. Lederman and counsel to the Fund regarding Allen Vanguard litigation.	3.50
Nov-28-13	Kimberley Wharram	Reviewing tax issues relating to proposed merger; discussing same with F. Ahmed.	0.70
Nov-29-13	Caitlin Fell	Reviewing non-disclosure agreement and providing comments to McCarthys; reviewing and commenting on press releases; conversation with N. Geary regarding non-disclosure agreements.	1.90
Nov-30-13	Caitlin Fell	Reviewing and commenting on non-disclosure agreements.	3.50
TOTAL HO	OURS:		63.10
		EVDENCE CHAIN ADV	

DESCRIPTION	AMOUNT
EXPENSES - TAXABLE	
Bank Act Fees	88.68
Corporate Search Charges	48.00
Courier Expenses	23.56
Printing Costs	273.00
Telecommunications - External	49.50
Agent's Fees & Expenses	65.00
TOTAL (CAD):	547.74

SLER

FII Consulting Canada Inc.

Invoice No.:

11620150

TD Waterhouse Tower, 79 Wellington Street West

Date:

January 17, 2014

Suite 2010, P.O. Box 104

Client No.:

223352

Toronto, ON M5K 1G8

CANADA

GST/HST No.:

121983217 RT0001

Contact:

Marc Wasserman

Attention:

Paul Bishop

Direct Dial:

(416) 862-4908

E-mail:

MWasserman@Osler.com

For professional services rendered for Monitor of GrowthWorks Canadian Fund Ltd. (Formerly Project Labour) (F#1145565).

OUR FEE HEREIN

60,589.00

REIMBURSABLE EXPENSES

610.33

HST @ 13%

7,955.91

TOTAL (CAD):

69,155.24

PAYMENT DUE ON OR BEFORE FEBRUARY 16, 2014

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REMITTANCE ADVICE

Canadian Dollar EFT and Wire Payments:

Cheque Payments:

Invoice No.:

11620150 223352

TD Canada Trust

180 TD Square, 317 - 7th Avenue S.W.

Osler, Hoskin & Harcourt LLP

Client No.:

FINANCE & ACCOUNTING (RECEIPTS)

Amount:

Calgary, Alberta T2P 2Y9 Transit No: 80629-0004 Account No: 5219313

1 First Canadian Place PO BOX 50 Toronto, Ontario M5X 1B8

Canada

69,155.24 CAD

SWIFT Code: TDOMCATTTOR

Email payment details to payments@osler.com, referencing invoice number(s) being paid.

Please return remittance advice(s) with

cheque.

NAME		HRS RATE	FEES
PARTNER Michael De	Lallie	25.00 640	16,000.00
Marc Wasse		38.30 720	27,576.00
Kimberley		1.90 870	1,653.00
Kimberiey	vvitariant	1.50	1,055.00
ASSOCIAT	E	20.40	15 3/0 00
Caitlin Fell		38.40 400	15,360.00
TOTAL FE	EES (CAD):	103.60	60,589.00
		FEE DETAIL	
DATE	NAME	DESCRIPTION	HRS
Dec-01-13	Caitlin Fell	Continue to review and mark up potential merger deal agreement.	1.90
Dec-02-13	Caitlin Fell	Emails to K. Wharram and S. Guindi regarding asset purchase agreement with Carrington; finalizing comments on potential merger deal agreement; additional review and comments on non-disclosure agreement; emails with J. Grant regarding press release comments.	1.80
Dec-02-13	Marc Wasserman	Email correspondence from K. McElcheran regarding email to E. Lederman; discussions with P. Bishop regarding same; engaged in multiple discussions and conferences with C. Fell regarding same; reviewing draft merger agreement with	4.00
Dec-03-13	Michael De Lellis	Meeting with M. Wasserman to discuss matter and background to the asset purchase agreement; reviewing the Monitor's First, Second, Third and Fourth Reports; reviewing the affidavit in connection with the Initial Application; reviewing a draft form of asset purchase agreement; considering issues with respect to same and drafting comments and notes with respect to same; reviewing SISP.	7.70
Dec-03-13	Marc Wasserman	Attending Chambers appointment with respect to Allen Vanguard matters; engaged in discussions thereafter; email correspondence from K. McElcheran regarding same; continuing to review merger agreement and discussions with P. Bishop regarding same.	3.10
Dec-04-13	Michael De Lellis	Drafting further comments to the draft form of Asset Purchase Agreement; multiple meetings with M. Wasserman to discuss various strategic issues; meeting with C. Fell to discuss key issues of concern; participating in a conference call with M. Wasserman and J. Grant at McCarthys; drafting on Key Issues List; participating in a meeting with M. Wasserman, C. Fell and J. Grant and E. Ng at McCarthys.	4.70

Dec-04-13	Caitlin Fell	Status call with Company, counsel, monitor and CCC Investment Banking; meeting with J. Grant and E. Ng regarding asset purchase agreement and mechanics thereto; discussion with M. Wasserman and M. De Lellis regarding asset purchase agreement.	3.90
Dec-04-13	Marc Wasserman	Engaged in update call; meeting with J. Grant and E. Ng regarding draft merger agreement; discussions with P. Bishop regarding same.	3.50
Dec-05-13	Michael De Lellis	Reviewing correspondence; responding to inquiries from C. Fell.	0.90
Dec-05-13	Caitlin Fell	Attending on status call with Roseway; consolidating markup of comments from M. De Lellis and M. Wasserman; emails to J. Grant regarding Osler markup; reviewing and commenting on Non-Disclosure Agreement; telephone call with N. Geary regarding Thomas Weisel Non-Disclosure; telephone call with S. Grant regarding comments to Non-Disclosure.	3.30
Dec-05-13	Marc Wasserman	Engaged in conference calls with Roseway and FII; engaged in various discussions with respect to transaction; reviewing documentation and providing comments thereon.	2.70
Dec-06-13	Michael De Lellis	Reviewing correspondence; responding to inquiries from C. Fell.	1.10
Dec-06-13	Caitlin Fell	Telephone call with J. Grant and M. Wasserman regarding deal; emails with P. Bishop regarding claims order; reviewing and commenting on claims process order; commenting on press release; reviewing and commenting on Non-Disclosure Agreement; telephone	5.80
		call with N. Geary; emails to CCC Investment regarding Non- Disclosure Agreements; telephone call with H. Meredith regarding claims order; emails regarding meeting and going over Asset Purchase Agreement.	*
Dec-06-13	Marc Wasserman	Engaged in discussions with respect to transaction; reviewing term sheet; discussions with M. De Lellis and C. Fell regarding same; discussions regarding claims procedure order.	1.90
Dec-09-13	Michael De Lellis	Reviewing correspondence; meeting with M. Wasserman and C. Fell to discuss various issues; responding to inquiries from C. Fell; reviewing a revised asset purchase agreement and drafting comments and revisions to same.	4.90
Dec-09-13	Caitlin Fell	Reviewing Asset Purchase Agreement and providing markup; telephone call regarding claims process order; emails to P. Bishop regarding report of the monitor; drafting fifth report of the monitor.	2.60
Dec-09-13	Marc Wasserman	Continue reviewing draft claims procedure order and providing comments thereon; discussions with C. Fell regarding same; engaged in conference call with respect thereto; engaged in discussions regarding	2.50

Dec-10-13	Michael De Lellis	Reviewing correspondence; meeting with M. Wasserman and C. Fell to discuss APA issues and proposed revisions; drafting an APA issues list; drafting revisions and consolidated Osler comments to the form of APA and corresponding with McCarthys with respect to same; meeting with M. Wasserman to discuss strategic issues.	4.60
Dec-10-13	Caitlin Fell	Status call with company; discussions with M. Wasserman and M. De Lellis regarding Asset Purchase Agreement with reviewing materials of Fund regarding claims order and providing comments; continue to draft Report of the Monitor; telephone calls regarding Non-Disclosure Agreement negotiations.	5,60
Dec-10-13	Marc Wasserman	Attending case conference with respect to Allen Vanguard action; attending update call; various discussions and meetings with respect to transaction; discussions with C. Fell regarding claims procedure order; engaged in multiple discussions with K. McElcheran regarding same.	3.00
Dec-11-13	Michael De Lellis	Meeting with C. Fell to discuss issues relating to the SISP timeline and the Asset Purchase Agreement; meeting with M. Wasserman to discuss Asset Purchase Agreement and strategic issues.	1.10
Dec-11-13	Caitlin Fell	Telephone calls with N. Geary regarding Non-Disclosure Agreement with Macquarie; reviewing Non-Disclosure Agreement and providing comments.	0.80
Dec-11-13	Marc Wasserman	Attending meeting at McCarthys regarding transaction; attending meeting with Covington with respect thereto; engaged in follow-up discussions with P. Bishop regarding same; discussions with C. Fell regarding same.	2.90
Dec-12-13	Caitlin Fell	Reviewing and commenting on two Non-Disclosure Agreement's; telephone call with N. Geary; telephone call with Roseway regarding status update.	1.90
Dec-12-13	Marc Wasserman	Engaged in multiple discussions throughout the day regarding merger transaction and other matters; discussion with J. Porepa regarding same; attending update call with Roseway and Norton Rose regarding same.	2.30
Dec-13-13	Caitlin Fell	letters of intent; various emails regarding meeting with Roseway.	0.80
Dec-13-13	Marc Wasserman	Discussions with T. Reyes regarding potential for offers; brief review of offers in respect thereof.	1.50
Dec-15-13	Marc Wasserman	Reviewing summary prepared by McCarthys on letters of intent and reviewing letters of intent in respect thereof in preparation for meeting on December 16.	1.90

Dec-16-13	Caitlin Fell	Conference with Company, counsel, FTI, Oslers and CCC Investments regarding phase bids; emails with J. Grant regarding GIC's; reviewing company explanation regarding GIC's.	2.20
Dec-16-13	Marc Wasserman	Attending meeting at McCarthys regarding letters of intent and next steps; engaged in discussions with P. Bishop regarding same.	2.50
Dec-18-13	Caitlin Fell	Meeting with Roseway, Company, McCarthy, FTI Consulting, CCC Investments, PricewaterhouseCooper, Norton Rose and Osler regarding phase two of sale process and next steps.	2.10
Dec-18-13	Marc Wasserman	Attending meeting with Roseway, GrowthWorks, CCC Investment and Norton Rose regarding letters of intent; attending pre-meeting with McCarthys regarding same; engaged in multiple discussions with P. Bishop with respect thereto.	2.50
Dec-19-13	Caitlin Fell	Drafting consent of the monitor; reviewing and commenting on support agreement with portfolio company; email to J. Grant regarding same.	1.60
Dec-19-13	Marc Wasserman	Email regarding matters in respect of upcoming motions; discussions and emails regarding status of sale and investor solicitation process; discussions with C. Fellowski, and investor solicitation process; discussions with P. Bishop regarding same.	2.50
Dec-20-13	Caitlin Fell	Reviewing and commenting on press release regarding SISP and on letter to investee companies from monitor regarding management calls and presentations; various emails with FTI, CCC and M. Wasserman regarding letter; emails to company regarding press release and consent of monitor; reviewing restructuring documents of portfolio company and emails to J. Grant regarding same; emails to K. Wharram.	2.90
Dec-20-13	Marc Wasserman	Email correspondence with respect to the tax indemnity agreement; discussions with C. Fell regarding same; engaged in email correspondence with K. Wharram regarding same.	1.50
Dec-20-13	Kimberley Wharram	Reviewing documents relating reorganization; drafting correspondence on same.	1.00
Dec-21-13	Kimberley Wharram	Discussing tax issues relating to proposed transactions with J. Morand; drafting correspondence on same.	0.50
Dec-22-13	Caitlin Fell	Emails from K. Wharram; emails to S. Grant regarding tax comments on portfolio documents.	0.50
Dec-26-13	Kimberley Wharram	Reviewing revised documents and correspondence relating to proposed transactions.	0.10

Dec-28-13	Caitlin Fell	Reviewing Allen Vanguard; emails to K. Wharram regarding same.	0.70
Dec-28-13	Kimberley Wharram	Reviewing revised documents and correspondence relating to proposed transactions.	0.30
TOTAL HO	OURS:		103.60

DESCRIPTION	AMOUNT
EXPENSES - TAXABLE	
Printing Costs	503.85
Telecommunications - External	21.48
Agent's Fees & Expenses	85.00
TOTAL (CAD):	610.33

OSLER

FTI Consulting Canada Inc.

11629794

TD Waterhouse Tower, 79 Wellington Street West

Date:

February 10, 2014

Suite 2010, P.O. Box 104

Client No.:

Invoice No.:

223352

Toronto, ON M5K 1G8

GST/HST No.:

121983217 RT0001

CANADA

Contact:

Marc Wasserman

Attention:

Paul Bishop

Direct Dial:

(416) 862-4908

E-mail:

MWasserman@Osler.com

For professional services rendered for Monitor of GrowthWorks Canadian Fund Ltd. (Formerly Project Labour) (F#1145565).

OUR FEE HEREIN REIMBURSABLE EXPENSES HST @ 13%

26,201.50

348.96 3,451.56

TOTAL (CAD):

30,002.02

PAYMENT DUE ON RECEIPT



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REMITTANCE ADVICE

Canadian Dollar EFT and Wire Payments:

Cheque Payments:

1 First Canadian Place

Invoice No.: Client No.:

Amount:

11629794 223352

TD Canada Trust

180 TD Square, 317 - 7th Avenue 5.W.

Osler, Hoskin & Harcourt LLP FINANCE & ACCOUNTING (RECEIPTS)

30,002.02 CAD

Calgary, Alberta T2P 2Y9 Transit No: 80629-0004 Account No: 5219313

SWIFT Code: TDOMCATTTOR

PO BOX 50

Toronto, Ontario M5X 1B8

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referencing invoice number(s) being paid.

Please return remittance advice(s) with

NAME		HRS RATE	FEES
PARTNER			
Marc Wasse		19.10 740	14,134.00
ASSOCIAT	E		
Caitlin Fell		28.20 425	11,985.00
PARAPRO	FESSIONAL		
Kevin Macl	Eachern	0.50 165	82.50
TOTAL FI	EES (CAD):	47.80	26,201.50
		FEE DETAIL	
DATE	NAME	DESCRIPTION	HRS
Jan-03-14	Caitlin Fell	Call regarding Fifth Report of the Monitor.	0.80
Jan-03-14	Marc Wasserman	Attending call regarding report with FTI and C. Fell; discussions with C. Fell regarding same; email correspondence with respect thereto.	0.50
Jan-04-14	Caitlin Fell	Drafting of Fifth Report of the Monitor.	2.10
Jan-05-14	Caitlin Fell	Continuing to prepare draft Fifth Report of the Monitor.	3.80
Jan-06-14	Caitlin Fell	Calls with J. Porepa; emails with CCC Investment; emails with H. Meredith; reviewing Fund's motion materials; revisions to Fifth Report.	2.90
Jan-06-14	Marc Wasserman	Reviewing draft report and providing comments thereon; engaged in multiple discussions with C. Fell regarding same; reviewing draft motion materials and claims procedure order and discussing same with C. Fell.	3.50
Jan-07-14	Caitlin Fell	Further revisions to report based on comments from FTI and McCarthys; status call; discussion with M. Wasserman regarding report; calls with J. Porepa and calls with P. Bishop.	4.10
Jan-07-14	Marc Wasserman	Attending update call; discussions with C. Fell regarding draft claims procedure report and providing comments thereon; engaged in discussions with P. Bishop and J. Porepa regarding same.	2.00
Jan-08-14	Caitlin Fell	Revising and finalizing GrowthWorks report; putting together appendices; serving report; call with Roseway, PwC and FTI; reviewing revised claims procedure materials from H. Meredith.	3.30

Jan-08-14	Kevin MacEachern	Attending at Commercial Court; filing Fifth Report of the Monitor.	0.50
Jan-08-14	Marc Wasserman	Attending call with Roseway; preparation for motion for claims procedure order; discussions with C. Fell regarding outstanding matters.	2.10
Jan-09-14	Caitlin Fell	Preparing materials for court hearing; reading revisions to order proposed by McCarthys; attending court hearing for approval of claims order.	2.90
Jan-09-14	Marc Wasserman	Preparing for and attending on GrowthWorks claim procedure motion; engaged in email correspondence and discussions regarding SISP and other matters in respect of ongoing issues.	3.20
Jan-10-14	Caitlin Fell	Reviewing press release; email to McCarthys regarding same.	0.30
Jan-10-14	Marc Wasserman	Engaged in discussions with C. Fell regarding fee attidavits; engaged in discussions with respect to meeting with Matrix; email correspondence regarding outstanding matters.	2.00
Jan-14-14	Marc Wasserman	Attending update call; email correspondence regarding same and outstanding issues.	1.10
Jan-17-14	Marc Wasserman	Discussions with P. Bishop regarding letter for D. Levi; email correspondence with respect thereto.	0.70
Jan-21-14	Marc Wasserman	Attending update call; engaged in discussions with P. Bishop regarding same.	0.50
Jan-28-14	Caitlin Fell	Status call with Company; comments on press release; reviewing and commenting on asset purchase agreement.	3.80
Jan-28-14	Marc Wasserman	Attending update call; engaged in multiple discussions with P. Bishop regarding same and regarding sales process.	1.00
Jan-30-14	Caitlin Fell	Meeting with Allen-Vanguard and McCarthys to discuss settlement proposal; drafting consent notice of monitor to waive compliance with SISP requirements.	1.10
Jan-30-14	Marc Wasserman	Attending to meeting with Lenczner firm, McCarthys and FTI regarding proposed settlement; discussions regarding same.	1.50
Jan-31-14	Caitlin Fell	Revising consent; calls with K. McElcheran regarding waiving consent to requirement to submit an asset purchase agreement; reading and commenting on factum of the Fund regarding Allen Vanguard; calls with H. Meredith regarding same; discussion with M. Wasserman regarding same; emails to P. Bishop regarding consent; reviewing factum of Allen-Vanguard.	3.10

Jan-31-14	Marc Wasserman	Reviewing draft factum and providing comments thereon; instructing C. Fell regarding same.	1.00
TOTAL HO	OURS:		47.80

DESCRIPTION	AMOUNT
EXPENSES - TAXABLE	
Printing Costs	182.10
Telecommunications - External	166.86
TOTAL (CAD):	348.96

OSLER

FTI Consulting Canada Inc.

TD Waterhouse Tower, 79 Wellington Street West

Paul Bishop

Suite 2010, P.O. Box 104

Toronto, ON M5K 1G8

CANADA

Attention:

Invoice No.: Date:

11638619

March 31, 2014

Client No.:

223352

GST/HST No.:

121983217 RT0001

Contact:

Marc Wasserman

Direct Dial:

(416) 862-4908

E-mail:

MWasserman@Osler.com

For professional services rendered for Monitor of GrowthWorks Canadian Fund Ltd. (Formerly Project Labour) (F#1145565).

OUR FEE HEREIN

26,263.00

REIMBURSABLE EXPENSES

160.44

HST@ 13%

3,435.05

TOTAL (CAD):

29,858.49

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180 TD Square, 317 - 7th Avenue S.W.

Calgary, Alberta T2P 2Y9 Transit No: 80629-0004

Account No: 5219313

SWIFT Code: TDOMCATTTOR

Cheque Payments:

Invoice No.:

Client No.:

11638619 223352

Osler, Hoskin & Harcourt LLP

FINANCE & ACCOUNTING (RECEIPTS)

Amount:

29,858.49 CAD

PO BOX 50

Toronto, Ontario M5X 1B8

1 First Canadian Place

Canada

Email payment details to payments@osler.com, referencing invoice number(s) being paid.

Please return remittance advice(s) with cheque.

NAME		HRS RATE	FEES
PARTNER			
Jeremy E. D	Dacks	9.20 740	6,808.00
Marc Wasse	erman	14.10 740	10,434.00
Kimberley	Wharram	2.40 890	2,136.00
ASSOCIAT	E		
Caitlin Fell		16.20 425	6,885.00
TOTAL FI	EES (CAD):	41.90	26,263.00
		FEE DETAIL	
DATE	NAME	DESCRIPTION	HRS
Feb-03-14	Caitlin Fell	Reviewing submitted Phase II bids; reviewing factums of the Offeree shareholders and of Allen Vanguard.	1.30
Feb-03-14	Marc Wasserman	Email correspondence with respect to purchase agreement; discussions with P. Bishop regarding same; attending update call in respect thereof; engaged in discussions with K. McElcheran regarding outstanding matters.	1.10
Feb-04-14	Caitlin Fell	Status call with GrowthWorks, F Π , Osler and McCarthys regarding bids received; discussion with P. Bishop.	0.90
Feb-04-14	Marc Wasserman	Various email correspondence with respect to Allen Vanguard litigation; reviewing court materials in respect thereof including factums and motion material.	3.10
Feb-06-14	Caitlin Fell	Status call with Roseway; call with P. Bishop and M. Wasserman.	0.80
Feb-06-14	Marc Wasserman	Discussions with P. Bishop regarding upcoming Allen Vanguard motion; email correspondence with respect thereto; discussions with K. McElcheran and P. Bishop regarding same.	1.90
Feb-07-14	Jeremy E. Dacks	Reviewing court documents filed for Allen-Vanguard motion.	1.20
Feb-10-14	Jeremy E. Dacks	Reviewing court materials for tomorrow's motion concerning Allan- Vanguard litigation; discussing same with M. Wasserman and P. Bishop; drafting submissions for tomorrow's court hearing.	2.80
Feb-10-14	Caitlin Fell	Emails with K. Wharram regarding tax recapture for LSIFs; reviewing legislation on same.	1.60

Feb-10-14	Marc Wasserman	Engaged in discussions regarding settlement proposal for Allen- Vanguard matters; discussions with K. McElcheran and P. Bishop regarding same; email correspondence with respect thereto.	1.50
Feb-10-14	Kimberley Wharram	Reviewing tax issues relating to proposed wind-up; drafting correspondence on same.	1.50
Feb-11-14	Jeremy E. Dacks	Preparing for and attending Allan-Vanguard motion before Mr. Justice Brown.	5.20
Feb-11-14	Caitlin Fell	Reviewing slide deck presentation to Roseway and commenting on same; meeting with FTI, CCC and McCarthys regarding presentation to Roseway.	3.50
Feb-11-14	Marc Wasserman	Email correspondence with respect to presentation to Roseway from CCC; discussions with P. Bishop regarding same.	1.50
Feb-12-14	Caitlin Fell	Meeting with Roseway regarding SISP next steps.	2.50
Feb-12-14	Kimberley Wharram	Calling J. Morand regarding potential wind-up.	0.10
Feb-14-14	Caitlin Fell	Conference call regarding next steps.	0.60
Feb-14-14	Marc Wasserman	Discussions with P. Bishop and K. McElcheran regarding email from T. Reyes; reviewing various email correspondence with respect to status of ongoing CCAA proceedings.	0.50
Feb-14-14	Kimberley Wharram	Reviewing tax issues relating to proposed wind-up.	0.30
Feb-17-14	Caitlin Fell	Investigate enhanced monitor powers and draft email to M. Wasserman regarding same and regarding Roseway concessions.	0.80
Feb-18-14	Caitlin Fell	Call with GrowthWorks regarding status update.	0.70
Feb-18-14	Marc Wasserman	Attending to meeting at Norton Rose offices regarding status of ongoing CCAA proceedings; discussions with P. Bishop regarding same.	2.00
Feb-20-14	Marc Wasserman	Engaged in email correspondence and discussions regarding status of CCAA proceedings; various email correspondence with respect thereto.	1.00
Feb-25-14	Marc Wasserman	Attending update call and engaged in multiple discussions with respect thereto; various email correspondence from K. McElcheran regarding estimated budget and Ambit shares and other matters.	1.00
Feb-26-14	Marc Wasserman	Various email correspondence regarding budget and other matters; discussions with P. Bishop regarding same.	0.50

Feb-27-14	Caitlin Fell	Reviewing documents regarding capital reorganization; reviewing motion materials for motion regarding AGM.	1.60
Feb-28-14	Caitlin Fell	Attending motion to extend time for AGM; discussion with M. Wasserman; discussion with K. Wharram regarding tax issues on prospectus documents; emails to J. Irwin.	1.90
Feb-28-14	Kimberley Wharram	Reviewing and revising documents relating to share exchanges; discussing tax issues relating to same with M. Biringer.	0.50
TOTAL H	OURS:		41.90

DESCRIPTION	AMOUNT
EXPENSES - TAXABLE	
Printing Costs	120.15
Telecommunications - External	40.29
TOTAL (CAD):	160.44

OSLER

FTI Consulting Canada Inc.

TD Waterhouse Tower, 79 Wellington Street West

Paul Bishop

Suite 2010, P.O. Box 104

CANADA

Attention:

Toronto, ON M5K 1G8

GST/HST No.:

Invoice No.:

Client No.:

Date:

121983217 RT0001

Contact:

Marc Wasserman

11657551

223352

May 7, 2014

Direct Dial:

(416) 862-4908

E-mail:

MWasserman@Osler.com

For professional services rendered for Monitor of GrowthWorks Canadian Fund Ltd. (Formerly Project Labour) (F#1145565).

OUR FEE HEREIN

46,987.00

REIMBURSABLE EXPENSES

481.06

HST @ 13%

6,170.85

TOTAL (CAD):

53,638.91

PAYMENT DUE ON OR BEFORE JUNE 6, 2014



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Calgary, Alberta T2P 2Y9 Transit No: 80629-0004

Account No: 5219313 SWIFT Code: TDOMCATTTOR

Email payment details to payments@osler.com, referencing invoice number(s) being paid.

Cheque Payments:

Invoice No.: Client No.:

11657551 223352

Osler, Hoskin & Harcourt LLP

FINANCE & ACCOUNTING

(RECEIPTS)

Amount:

53,638.91 CAD

1 First Canadian Place

PO BOX 50

Toronto, Ontario M5X 1B8

Please return remittance advice(s) with

NAME		HRS RATE	FEES
PARTNER Jeremy E. D	acks	6.40 740	4,736.00
Marc Wasse		13.40 740	9,916.00
ASSOCIAT	<u>E</u>	75.50 425	22 007 50
Caitlin Fell		75.50 425	32,087.50
PARAPROI	ESSIONAL		
Kevin MacH	achern	1.50 165	247.50
TOTAL FE	ES (CAD):	96.80	46,987.00
		FEE DETAIL	
		PEE DETAIL	
DATE	NAME	DESCRIPTION	HRS
Mar-03-14	Caitlin Fell	Reviewing motion materials of GrowthWorks and comments to same; begin drafting Monitor's report.	2.50
Mar-04-14	Caitlin Fell	Status call regarding GrowthWorks; drafting Report of the Monitor regarding stay extension.	4.90
Mar-05-14	Caitlin Fell	Revising Report based on comments and emails to H. Meredith and K. McEachern; emails to T. Reyes and FTI; call with M. Wasserman; serving Report and putting together appendices.	3.10
Mar-06-14	Caitlin Fell	Attending motion for stay extension; reviewing and commenting on press release.	3.20
Mar-11-14	Caitlin Fell	Status call regarding GrowthWorks.	0.40
Mar-14-14	Caitlin Fell	Various emails from Lenczner regarding correspondence to Justice Brown regarding stay extension and SISP results.	0.50
Mar-18-14	Caitlin Fell	Attending on status call.	0.50
Mar-19-14	Caitlin Fell	Call with P. Bishop to discuss term sheet; reviewing term sheet and providing comments; emails to McCarthys regarding same; call with J. Grant to go over comments.	2.30
Mar-19-14	Marc Wasserman	Reviewing draft term sheet regarding Roseway management terms; attending call with P. Bishop and C. Fell regarding same.	1.50
Mar-20-14	Caitlin Fell	Call with Norton Rose, Roseway and PwC regarding status update; reviewing letter from R.C. Morris.	1.30

Mar-20-14	Marc Wasserman	Discussions with C. Fell regarding matters with respect to former manager; conference call regarding same.	1.00
Mar-21-14	Caitlin Fell	Call regarding R.C. Morris letter.	0.80
Mar-24-14	Jeremy E. Dacks	Reviewing Decision of Justice Brown.	0.50
Mar-24-14	Caitlin Fell	Reviewing Justice Brown's Decision regarding stay of proceeding.	0.80
Mar-25-14	Caitlin Fell	Call regarding letter to R.C. Morris; reviewing and commenting on same; emails to P. Bishop regarding same.	2.50
Mar-26-14	Caitlin Fell	Emails regarding call with Lenczner regarding Allen-Vanguard claim; comments on draft letter to R.C. Morris.	0.80
Mar-27-14	Jeremy E. Dacks	Participating in conference call with E. Lederman and C. Fell concerning status of Allen-Vanguard litigation; discussions with P. Bishop regarding same; drafting and reviewing correspondence regarding same; participating in all-party conference call concerning Allen-Vanguard litigation.	2.00
Mar-27-14	Caitlin Fell	Call with E. Lederman; call with lenders regarding status update; call with Allen-Vanguard and offeree shareholders; call with H. Meredith and P. Bishop; reviewing letter to R.C. Morris from McCarthys.	2.90
Mar-29-14	Caitlin Fell	Comments on letter regarding Allen-Vanguard litigation.	0.80
Mar-30-14	Marc Wasserman	Reviewing draft letter prepared by P. Bishop and providing comments thereon; discussions with P. Bishop regarding same.	1.00
Mar-31-14	Caitlin Fell	Drafting Seventh Report of the Monitor; emails regarding Allen- Vanguard litigation; discussion with M. Wasserman; calls with P. Bishop; reviewing funds and stay extension materials.	1.90
Apr-01-14	Caitlin Fell	Drafting Seventh Report of the Monitor; status call with Fund; various emails and discussions with P. Bishop and M. Wasserman.	7.70
Apr-01-14	Marc Wasserman	Attending update call; engaged in discussions with C. Fell regarding status of report; dealing with documentation with respect thereto.	1.00
Apr-02-14	Jeremy E. Dacks	Drafting and reviewing correspondence concerning Monitor's Report and stay extension hearing; reviewing draft Monitor's Report for stay extension and providing suggested revisions; discussions with P. Bishop concerning content of Monitor's Report.	1.30
Apr-02-14	Caitlin Fell	Revisions to report based on comments from FTI; discussions with J. Porepa and P. Bishop; further revisions from J. Dacks and M. Wasserman; preparing to file and serve; putting together appendices; serving and filing report.	4.90

Apr-02-14	Marc Wasserman	Reviewing draft report and providing comments to C. Fell; discussions with P. Bishop and C. Fell regarding same.	1.50
Apr-03-14	Jeremy E. Dacks	Drafting and reviewing correspondence concerning Monitor's stay extension report.	0.50
Apr-03-14	Caitlin Fell	Drafting email to E. Lederman regarding Allen-Vanguard's materials; revisions from comments from FII and M. Wasserman; reviewing factum of offeree shareholders.	2.30
Apr-03-14	Kevin MacEachem	Attending at Commercial Court; filing Seventh Monitor's Report.	0.50
Apr-03-14	Marc Wasserman	Reviewing documentation in respect of Allen-Vanguard litigation; reviewing report and providing comments thereon; discussions with P. Bishop, C. Fell and J. Dacks regarding same.	1.50
Apr-04-14	Jeremy E. Dacks	Reviewing Allen-Vanguard materials for stay extension motion; discussing same with counsel to the company; discussions with C. Fell concerning supplement to Monitor's Report for stay extension hearing.	0.80
Apr-04-14	Caitlin Fell	Reviewing submissions of Allen-Vanguard; call with T. Reyes; call with P. Bishop and discussion with K. McElcheran regarding same; reviewing and commenting on advisory agreement with Roseway.	2.80
Apr-05-14	Caitlin Fell	Drafting first supplement to Seventh Report; reviewing Allen- Vanguard and offeree shareholder submissions on costs and comparing costs and timetables.	3.60
Apr-06-14	Jeremy E. Dacks	Reviewing and providing suggested revisions to supplement to Seventh Report of the Monitor; drafting and reviewing correspondence regarding same.	0.80
Apr-06-14	Caitlin Fell	Drafting first supplement to Seventh Report; receiving comments from J. Dacks and P. Bishop and revising same; emails with M. Wasserman.	2.60
Apr-06-14	Marc Wasserman	Reviewing draft supplemental report and providing comments thereon.	1.00
Apr-07-14	Jeremy E. Dacks	Reviewing and providing suggested revisions to revised draft supplement to the Seventh Report of the Monitor; drafting and reviewing correspondence regarding same.	0.50
Apr-07-14	Caitlin Fell	Revising First supplement to the Seventh Report based on comments from FTI, McCarthys and Norton Rose.	3.60
Apr-07-14	Kevin MacEachem	Attending at Commercial Court; filing first supplement to Seventh Report of Monitor.	0.50

Apr-08-14	Caitlin Fell	Attending hearing regarding stay extension: preparing for hearing; comments on press release: emails with P. Bishop.	3.90
Apr-08-14	Marc Wasserman	Preparation for motion in respect of stay extension and attending court regarding same.	4.90
Apr-10-14	Caitlin Fell	Reviewing and commenting on email from P. Bishop to former manager: emails to J. Porepa regarding claims order; reviewing reasons of Justice Brown.	0.90
Apr-14-14	Caitlin Fell	Reviewing and commenting on Roseway agreement; call with P. Bishop; call with J. Porepa regarding D&O claims; call with J. Grant to review Monitor's comments on investment agreement.	1.80
Apr-15-14	Caitlin Fell	Reviewing revisions to investment agreement; emails to J. Grant regarding same.	0.70
Apr-17-14	Caitlin Fell	Attending on status call.	0.80
Apr-22-14	Caitlin Fell	Attending on status call; reviewing investment agreement regarding Monitor's powers.	1.30
Apr-23-14	Caitlin Fell	Reviewing comments on investment advisor agreement; emails to McCarthys regarding same.	0.80
Apr-25-14	Caitlin Fell	Reviewing activities to be conducted by PwC to manage the fund.	0.50
Apr-28-14	Caitlin Fell	Emails regarding draft investment advisor agreement; drafting Eighth Report of the Monitor; emails to J. Porepa; emails to P. Bishop regarding investment advisor agreement; calls with E. Lederman; calls with D. Bell.	5.20
Apr-29-14	Caitlin Fell	Revisions to Eighth Report based on comments from D. Bell and P. Bishop; discussions with J. Porepa; revising cash flow language; preparing materials for service; serving report on service list; attending on GrowthWorks update call.	2.90
Apr-30-14	Kevin MacEachern	Attending at Commercial Court; filing Eighth Report of the Monitor.	0.50
TOTAL HO	OURS:		96.80

DESCRIPTION	AMOUNT
EXPENSES - TAXABLE	*
Printing Costs	386.55
Telecommunications - External	49.5
Agent's Fees & Expenses	45.00
TOTAL (CAD):	481.06

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

Court File No.: CV12-9554-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF NFC ACQUISITION GP INC., NFC ACQUISITION CORP. AND NFC LAND HOLDINGS CORP.

ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

Proceeding commenced at Toronto

MOTION RECORD OF FTI CONSULTING CANADA INC., in its capacity as Court-appointed Receiver (Returnable May 14, 2014)

OSLER, HOSKIN & HARCOURT LLP 1 First Canadian Place

Toronto, Ontario M5X 1B8

Marc Wasserman (LSUC No. 44066M)

Tel: 416. 862.4908 Fax: 416. 862.6666

Caitlin Fell (LSUC #60091H)

Tel: 416.862.6690 Fax: 416.862.6666

Solicitors for FTI Consulting Canada Inc., in its capacity Court-appointed Receiver