

Court File No. CV-16-11358-00CL

**2123125 Ontario Inc.,
formerly known as FirstOnSite G.P. Inc.**

**THIRD REPORT OF
FTI CONSULTING CANADA INC.,
IN ITS CAPACITY AS THE MONITOR**

June 22, 2016

**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
2123125 ONTARIO INC.

**THIRD REPORT OF FTI CONSULTING CANADA INC.,
in its capacity as Monitor**

INTRODUCTION

1. On April 21, 2016 (the “**Filing Date**”), 2123125 Ontario Inc., formerly known as FirstOnSite G.P. Inc. (“**FirstOnSite GP**” or the “**Applicant**”) filed for and obtained protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”). Pursuant to the Order of this Court granted on April 21, 2016 (as amended and restated, the “**Initial Order**”), FTI Consulting Canada Inc. (“**FTI**”) was appointed as the Monitor in these proceedings (the “**Monitor**”). The Initial Order provided, *inter alia*, a stay of proceedings against the Applicant through to and including May 20, 2016 (the “**Stay Period**”) and extended the relief under the Initial Order to Former Restoration L.P., formerly known as FirstOnSite Restoration L.P. (“**FirstOnSite LP**”, together with FirstOnSite GP, “**FirstOnSite**” or the “**Companies**”). The Stay Period was subsequently extended by Orders of the Court to June 27, 2016. The proceedings commenced by the Applicant under the CCAA will be referred to herein as the “**CCAA Proceedings**”.
2. On May 9, 2016, the Court granted an Approval and Vesting Order (as amended and restated, the “**Approval and Vesting Order**”), among other things,

approving the sale transaction contemplated by the asset purchase agreement dated April 20, 2016 (the “**APA**”) between FirstOnSite LP (by its general partner FirstOnSite GP) and 3297167 Nova Scotia Limited (the “**Purchaser**”) pursuant to which the Purchaser agreed to acquire substantially all of the assets and the business of FirstOnSite (the “**Transaction**”). As further discussed below, the Transaction was completed on June 1, 2016.

3. Further background information regarding FirstOnSite and the CCAA Proceedings is provided in the affidavit of Mr. David Demos sworn April 20, 2016 and filed in support of the Initial Order (the “**Initial Order Affidavit**”), and the pre-filing report of FTI, in its capacity as proposed monitor, dated April 21, 2016 (the “**Pre-Filing Report**”). Copies of these materials, the Court orders granted in these CCAA Proceedings and other documentation relating to these CCAA Proceedings have been posted on the Monitor’s website at <http://cfcanada.fticonsulting.com/firstonsite> (the “**Monitor’s Website**”).

PURPOSE OF REPORT

4. The purpose of this report (this “**Report**”) is to provide this Court with information on the following:
 - (a) a summary of the Monitor’s activities to date;
 - (b) the resolution of the Purchaser’s motion seeking directions in connection with certain cure costs under the APA (the “**Cure Costs Motion**”);
 - (c) the completion of the Transaction and certain post-closing matters to date;
 - (d) the proposed appointment of a chief restructuring officer for FirstOnSite (the “**CRO**”);

- (e) certain distributions made from the proceeds of the Transaction (the “**Sale Proceeds**”);
- (f) the objection raised by BDC Capital Inc. (“**BDC Capital**”) as lender under a letter offer of credit entered into on November 25, 2014 (the “**Pre-Filing BDC Capital Loan**”) to the payment of certain employee bonus amounts;
- (g) the Applicant’s request for an extension of the stay of proceedings granted under the Initial Order to October 31, 2016 (the “**Stay Extension**”); and
- (h) the request for approval of the Monitor’s and its counsel’s fees and disbursements in the CCAA Proceedings, and approval of the Monitor’s Reports (as defined below) and the activities of the Monitor described therein.

TERMS OF REFERENCE

- 5. In preparing this Report, the Monitor has relied upon unaudited financial information of FirstOnSite, FirstOnSite’s books and records, certain financial information prepared by FirstOnSite and discussions with various parties (collectively, the “**Information**”).
- 6. Except as described in this Report:
 - (a) the Monitor has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Assurance Standards pursuant to the Chartered Professional Accountants of Canada Handbook; and
 - (b) the Monitor has not examined or reviewed financial forecasts and projections referred to in this Report in a manner that would comply

with the procedures described in the Chartered Professional Accountants of Canada Handbook.

7. Future oriented financial information reported or relied on in preparing this Report is based on management's assumptions regarding future events; actual results may vary from forecast and such variations may be material.
8. The Monitor has prepared this Report in connection with the Applicant's motion returnable June 27, 2016 (the "**June Motion**"). This Report should be read in conjunction with the affidavit of Kevin McElcheran sworn June 22, 2016 in support of the June Motion (the "**McElcheran Affidavit**").
9. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian Dollars. Capitalized terms not otherwise defined herein have the meanings given to them in the prior reports of the Monitor.

ACTIVITIES OF THE MONITOR

10. The Initial Order appointed FTI as the Monitor in these CCAA Proceedings. In addition to the activities described in the First Report of the Monitor dated April 27, 2016 (the "**First Report**") and the Supplemental Report to the Second Report of the Monitor dated May 16, 2016 (the "**Supplemental Report to the Second Report**"), the Monitor's activities to date have included, *inter alia*:
 - (a) making materials available on the Monitor's Website;
 - (b) reviewing disbursements made by the Companies during the CCAA Proceedings;
 - (c) assisting the Companies in connection with their reporting requirements under the DIP Agreement;
 - (d) responding to inquiries from customers, creditors and other interested parties received by the Monitor;

- (e) providing assistance to the Companies in connection with discussions and matters relating to suppliers and customers of the FirstOnSite business;
- (f) reviewing Lien Notices (as defined in the Initial Order) submitted to the Monitor pursuant to the Initial Order;
- (g) participating in discussions with the Companies, the Companies' legal and financial advisors, and other interested parties in connection with the Cure Costs Motion, the Purchaser's motion for certain amendments to the Approval and Vesting Order, the BDC Capital Motion (as defined below) and the June Motion, and reviewing and considering various documentation in connection with the foregoing;
- (h) assisting the Companies in connection with the closing of the Transaction and various transition and post-closing matters;
- (i) reviewing certain agreements excluded under the APA and approving the disclaimer of certain of such agreements by the Applicant pursuant to the CCAA;
- (j) making certain distributions pursuant to the Distribution Order granted May 18, 2016 (the "**Distribution Order**"); and
- (k) preparing this Report.

CURE COST MOTION

11. On May 26, 2016, the Purchaser brought the Cure Costs Motion for directions with respect to the appropriate quantum of "Cure Costs" within the meaning of the APA. At the Cure Costs Motion on May 26, 2016, the Court determined that a trial of the issue would be heard on a later date to be arranged with the Court.

12. Prior to the completion of the Transaction, the matters raised by the Purchaser in the Cure Costs Motion were consensually resolved by the Companies and the Purchaser, which resolution was supported by Wells Fargo Capital Finance Corporation Canada (“**Wells Fargo**”) as DIP Lender and as agent (“**Pre-Filing ABL Agent**”) under FirstOnSite’s pre-filing senior secured asset-backed loan facility (the “**Pre-Filing ABL Facility**”), Business Development Bank of Canada (“**BDC**”) as lender under the letter offer of credit entered into on November 25, 2014 (the “**Pre-Filing BDC Loan**”), and BDC Capital.

COMPLETION OF THE TRANSACTION

Approval and Vesting Order Amendments and Transition Agreement

13. As set out above, on May 9, 2016, the Court granted the Approval and Vesting Order approving the sale of substantially all of the assets and business of FirstOnSite pursuant to the APA. The principal elements of the Transaction were set out in the Second Report of the Monitor dated May 4, 2016 (the “**Second Report**”).
14. Prior to the closing of the Transaction, the Purchaser advised that it required FirstOnSite to continue to temporarily hold certain contracts of the Companies that relate to work for which applicable law requires the existing licence delivered to FirstOnSite by the Régie du bâtiment du Québec, pursuant to the *Builder’s Act* (Quebec) and bearing number 8353-0295-53, or a licence in replacement thereof (such contracts being the “**Quebec Contracts**”) for a period of time following the closing of the Transaction while the Purchaser continues its efforts to obtain a licence from the Régie du bâtiment du Québec pursuant to the *Builder’s Act* (Quebec) in connection with the Quebec Contracts.
15. In connection with the foregoing, FirstOnSite agreed to enter into a transition agreement with the Purchaser (the “**Transition Agreement**”) pursuant to which, *inter alia*, (a) FirstOnSite would continue to perform the construction or

- restoration work under the Quebec Contracts on the terms and subject to the conditions under the Transition Agreement, including the Purchaser providing the Purchaser Services and Supplies (as defined in the Transition Agreement); (b) the Purchaser would pay all out-of-pocket costs and expenses of FirstOnSite incurred in performing the work under the Quebec Contracts; and (c) the Quebec Contracts would not vest in the Purchaser until delivery by the Monitor of a subsequent Monitor's certificate (the "**Subsequent Monitor's Certificate**"), which the Monitor would deliver following the receipt of a Transition Date Notice (as defined in the Transition Agreement) from the Purchaser.
16. On June 1, 2016, the Purchaser sought and obtained certain amendments to the Approval and Vesting Order, which among other things, (a) authorized and approved the execution of the Transition Agreement by FirstOnSite, (b) provided that the Quebec Contracts will only vest in the Purchaser upon delivery by the Monitor of the Subsequent Monitor's Certificate, and (c) granted a first-ranking charge in favour of the Purchaser over the Quebec Contracts until the delivery by the Monitor of the Subsequent Monitor's Certificate.

Closing of the Transaction under the APA

17. Pursuant to the APA and the Approval and Vesting Order, the Monitor received the Closing Cash Purchase Price and the Potential Trust Claimant Reserve (each as defined in the APA) from the Purchaser, and the Transaction closed on June 1, 2016. A copy of the Monitor's Certificate (as defined in the Approval and Vesting Order) was filed with the Court pursuant to the Approval and Vesting Order and has been posted on the Monitor's Website.
18. To date, the Monitor has not received the Transition Date Notice from the Purchaser pursuant to the Transition Agreement, and as such the Monitor has not yet delivered the Subsequent Monitor's Certificate.

Certain Post-Closing Matters

(i) *Change of Corporate Names*

19. Pursuant to the APA, the Companies were required to change their corporate names to bear no resemblance to FirstOnSite's name as soon as practicable after closing. Accordingly, FirstOnSite GP's name has been changed to 2123125 Ontario Inc. and FirstOnSite LP's name has been changed to Former Restoration L.P. In addition, pursuant to paragraph 14 of the Approval and Vesting Order, upon the official change to the legal names of the Companies in accordance with the APA, the title of FirstOnSite's CCAA Proceedings shall be revised accordingly.

(ii) *Contract Disclaimers*

20. As further discussed in the McElcheran Affidavit, following completion of the Transaction, the Companies disclaimed substantially all of the Excluded Contracts (as defined in the APA), with the exception of one contract related to the Transition Agreement and the Quebec Contracts. The list of Excluded Contracts had been prepared by the Purchaser and provided to FirstOnSite pursuant to the APA. As further discussed in the McElcheran Affidavit, the Companies are working with the Purchaser and the counterparties to certain of the disclaimed contracts in connection with certain transition matters relating to the assets or property that are the subject of such disclaimed contracts.

(iii) *Working Capital Adjustment*

21. Pursuant to the APA, the Purchaser must deliver to FirstOnSite within 90 days of the closing of the Transaction a written statement of the Purchaser's good faith determination of the Final Working Capital (as defined in the APA). The Companies must notify the Purchaser within 20 days of receipt of the statement of Final Working Capital of any objections to the Final Working Capital by the Companies. The Purchaser and the Companies must work in good faith to resolve

any such objections within 30 days of the Purchaser's receipt of the Companies' objections, if any, and any unresolved dispute shall be resolved by the Accounting Referee (as defined in the APA), in consultation with the Monitor and subject to any order of the Court, all as further set out in the APA.

PROPOSED APPOINTMENT OF THE CRO

22. The Monitor has been advised that the current directors of the Applicant intend to resign on or before June 28, 2016, and that the board of directors of the Applicant (the "**Board**") has determined that it is appropriate in the circumstances to appoint Oriole Advisors Ltd. ("**Oriole**") as chief restructuring officer ("**CRO**") of FirstOnSite.
23. FirstOnSite and Oriole are, in consultation with the Monitor, in the process of negotiating and finalizing an engagement agreement to be entered into by the FirstOnSite and Oriole (the "**CRO Engagement Agreement**"), subject to Court approval, which will set out, *inter alia*, the responsibilities, powers and compensation of the CRO. The Monitor is advised that a copy of the CRO Engagement Agreement, if and when executed, will be filed with the Court by the Applicant prior to the return of the June Motion.
24. The Monitor understands that Kevin McElcheran, who has been a director of the Applicant and a member of the special committee of the Board formed in connection with considering a potential transaction since January 27, 2016 and has 34 years of experience practicing in insolvency law, is the principal of Oriole.
25. The Monitor supports the appointment of the CRO in order for the Companies to continue to have the ability to address the remaining matters in these CCAA Proceedings following the anticipated resignations of all of the Applicant's directors, subject to the Monitor's review of the final CRO Engagement Agreement.

DISTRIBUTIONS FROM TRANSACTION PROCEEDS

26. On May 18, 2016, the Court granted the Distribution Order, which, among other things, authorized the Monitor to make certain distributions subject to the Monitor retaining from the Sale Proceeds of the Transaction a reserve of funds (the “**Reserve**”) in an amount satisfactory to the Monitor, in consultation with FirstOnSite, or in an amount determined by the Court, sufficient for the payment of the Professional Expenses and Post-Filing Expenses (each as defined below) and to secure the obligations under the Administration Charge, the KERP Charge, the Financial Advisor’s Charge, any other obligations of FirstOnSite that rank in priority to the Charges, the security granted in respect of the Pre-Filing ABL Facility, the Pre-Filing BDC Loan and the Pre-Filing BDC Capital Loan, including any statutory deemed trust claims that may arise under provincial legislation and including, with respect to the secured obligations under the Pre-Filing BDC Capital Loan, any outstanding claims secured by the Lien Charge, and any other contingent amounts appropriate under the circumstances (the “**Priority Claims**”).
27. The distributions authorized under the Distribution Order include distributions by the Monitor on closing of the Transaction to Wells Fargo, as DIP Lender and Pre-Filing ABL Agent, BDC and BDC Capital up to the maximum amounts outstanding under the DIP Facility, the Pre-Filing ABL Facility, the Pre-Filing BDC Loan and the Pre-Filing BDC Capital Loan, respectively, subject in each case to the relative priority of the security granted by FirstOnSite (or pursuant to the Initial Order, as applicable) in favour of the DIP Lender, the Pre-Filing ABL Agent, BDC and BDC Capital, respectively, and subject to the Reserve. The Distribution Order also authorized the Monitor to make additional distributions, if needed, to these parties from time to time following closing, without further Order of the Court, up to the amounts owing to them, also subject in each case to the relative priority of the security granted in favour of such parties, and subject to the Reserve.

28. The Distribution Order also authorized the Monitor to, in consultation with FirstOnSite, distribute on behalf of FirstOnSite from the Sale Proceeds and any further amounts that may be delivered to the Monitor by the Companies following completion of the Transaction:
- (a) amounts, as confirmed by FirstOnSite, owing to the KERP Participants pursuant to the KERP and secured by the KERP Charge (as each term is defined in the Initial Order);
 - (b) amounts owing by FirstOnSite to Alvarez & Marsal Canada Securities ULC (the “**Financial Advisor**”) under the engagement letter with FirstOnSite dated October 30, 2015 (the “**Engagement Letter**”) up to the maximum amount owing to the Financial Advisor under the Engagement Letter;
 - (c) amounts owing by FirstOnSite in respect of fees and expenses of the Monitor and the Monitor’s legal counsel and of legal counsel to FirstOnSite (collectively, the “**Professional Expenses**”);
 - (d) amounts owing by FirstOnSite in respect of obligations incurred by FirstOnSite since the commencement of the CCAA Proceedings (collectively, the “**Post-Filing Expenses**”); and
 - (e) amounts owing by FirstOnSite in respect of Priority Claims and any other amounts owing by FirstOnSite with the consent of the Monitor.
29. In accordance with the Distribution Order, the Monitor has made the following distributions from the Sale Proceeds to date:
- (a) distribution to Wells Fargo as DIP Agent for the repayment in full of the amounts outstanding under the DIP Facility in the total amount of \$4,017,579.51;

- (b) distribution to Wells Fargo as Pre-Filing ABL Agent for the repayment in full of amounts outstanding under the Pre-Filing ABL Facility in the total amount of \$13,483,340.14;
 - (c) distribution to BDC for the repayment in full of the Pre-Filing BDC Loan in the amount of \$2,611,586.25;
 - (d) distributions to the KERP Participants pursuant to the KERP in the aggregate amount of \$2,198,474.07;
 - (e) distribution to the Financial Advisor in respect of amounts owing under the Engagement Letter; and
 - (f) certain additional distributions in respect of Professional Expenses and Post-Filing Expenses.
30. The Monitor continues to hold the Reserve from the balance of the Sale Proceeds pursuant to the Distribution Order.

SENIOR MANAGEMENT EMPLOYEE BONUS PAYMENTS

31. As discussed in the Pre-Filing Report, prior to the commencement of the CCAA Proceedings, the Monitor was advised that the Board had approved a targeted bonus program for 2016 for certain senior management employees (the “**2016 Bonus Program**”). The 2016 Bonus Program was based on certain targets, the achievement of which were to be assessed by the Board on closing of the Transaction, and the 2016 Bonus Program was to be paid on or as soon as practicable following closing of the Transaction. The 2016 Bonus Program was also described in the Initial Order Affidavit.
32. At a Board meeting on May 26, 2016 attended by the Monitor, the Board determined that the targets for the 2016 Bonus Program had been met and that the bonus payments under the 2016 Bonus Program (the “**Bonus Payments**”) in the

aggregate amount of approximately \$396,025 were to be paid to the applicable employees upon closing of the Transaction.

33. BDC Capital has advised the Companies and the Monitor, following the closing of the Sale Transaction, that it objects to the payment of the Bonus Payments, and it intends to bring a motion, on a date to be set by the Court, for an order, *inter alia*, declaring that BDC Capital is entitled to payment in respect of the outstanding obligations under the Pre-Filing BDC Capital Loan in priority to the amounts payable under the 2016 Bonus Program (the “**BDC Capital Motion**”).
34. The Monitor is working with the parties with a view to resolving the matter on a consensual basis or to schedule a court date with the parties if the matter is not resolved.

REQUEST FOR THE STAY EXTENSION

35. As noted above, the Stay Period currently expires on June 27, 2016.
36. The Applicant is seeking a further extension of the Stay Period to October 31, 2016 for the Companies to, among other things, complete certain post-closing matters, including matters under the Transition Agreement with the Purchaser, the working capital adjustment under the APA, if any, and other matters related to the Transaction and the distribution of remaining Sale Proceeds. The continuation of the stay of proceedings is necessary to provide the stability needed during that time.
37. Based on the information provided to the Monitor, it appears as though the Reserve held by the Monitor will be sufficient to provide the Companies with the liquidity to fund post-closing activities and the CCAA Proceedings to October 31, 2016.
38. Based on the information presently available, the Monitor believes that creditors will not be materially prejudiced by the proposed extension of the Stay Period.

39. The Monitor is not aware of any non-compliance by the Companies with requirements under the CCAA or pursuant to any Order issued by this Court in the CCAA Proceedings. The Monitor believes that the Companies have acted, and are continuing to act, in good faith and with due diligence and that circumstances exist that make an extension of the Stay Period appropriate.

APPROVAL OF FEES, REPORTS AND ACTIVITIES

40. The Monitor and its legal counsel, Goodmans LLP (“**Goodmans**”), have been paid their fees and disbursements at their standard rates and charges by the Companies from time to time as part of the costs of the CCAA Proceedings.

41. Paragraph 36 of the Initial Order states:

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.

42. The Monitor and Goodmans have maintained records of their professional time and costs. The Monitor now requests approval of its fees and disbursements for the period of April 21, 2016 to June 12, 2016, and the fees and disbursements for its legal counsel for the period of April 21, 2016 to May 31, 2016.
43. The total fees and disbursements of the Monitor for the period of April 21, 2016 to June 12, 2016 total \$317,314.85, including fees in the amount of \$270,745.00, disbursements in the amount of \$10,064.60, and Harmonized Sales Tax (“**HST**”) in the amount of \$36,505.25, as more particularly described in the Affidavit of Paul Bishop sworn June 22, 2016 (the “**Bishop Affidavit**”), a copy of which is attached hereto as Appendix “A”.

44. The total fees and disbursements of the Monitor's counsel from April 21, 2016 to May 31, 2016 total \$246,917.96, including fees in the amount of \$207,501.00, disbursements in the amount of \$11,010.47, and HST in the amount of \$28,406.49, as more particularly described in the Affidavit of Robert J. Chadwick sworn June 22, 2016 (the "**Chadwick Affidavit**", together with the Bishop Affidavit, the "**Fee Affidavits**"), a copy of which is attached hereto as Appendix "B".
45. The Monitor respectfully submits that the fees and disbursements of the Monitor and its counsel, as set out in the Fee Affidavits, are reasonable in the circumstances and have been validly incurred in accordance with the provisions of the Orders issued in the CCAA Proceedings. Accordingly, the Monitor respectfully requests the approval of the fees and disbursements of the Monitor and its counsel, as set out in the Fee Affidavits.
46. The activities undertaken and services provided by the Monitor in connection with the CCAA Proceedings are described in the First Report, the Supplemental Report to the Second Report and this Report. The Monitor is also requesting approval of the Pre-Filing Report, the First Report, the Second Report, the Supplemental Report to the Second Report and this Report (collectively, the "**Reports**") and the activities of the Monitor described in the Reports.

MONITOR'S CONCLUSIONS

47. For the reasons discussed above, the Monitor respectfully recommends that the proposed Stay Extension be granted by the Court and supports the appointment of the CRO, subject to the Monitor's review of the final CRO Engagement Agreement.
48. For the reasons discussed above, the Monitor respectfully requests approval of the fees and disbursements of the Monitor and its legal counsel, and approval of the Reports of the Monitor and the activities of the Monitor described therein.

All of which is respectfully submitted this 22nd day of June, 2016.

FTI Consulting Canada Inc.,
in its capacity as Monitor of
2123125 Ontario Inc.,
formerly known as FirstOnSite G.P. Inc.



Paul Bishop
Senior Managing Director



Michael Basso
Director

Appendix A

**Bishop Affidavit
(see attached)**

**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 2123125 ONTARIO INC.

Applicant

**AFFIDAVIT OF PAUL BISHOP
(Sworn June 22, 2016)**


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**”), the Court-appointed Monitor (the “**Monitor**”) of 2123125 Ontario Inc., formerly known as FirstOnSite G.P. Inc. (“**FOS GP**”) and Former Restoration L.P., formerly known as FirstOnSite Restoration L.P. (“**FOS LP**” and together with FOS GP, “**FirstOnSite**”) in these proceedings (the “**CCAA Proceedings**”). As such, I have knowledge of the matters hereinafter deposed to.
2. This Affidavit is made in support of a motion seeking, *inter alia*, the approval of the fees and disbursements of the Monitor and its legal counsel during the CCAA Proceedings, and approval of the Reports (as defined below) and the activities of the Monitor described therein.

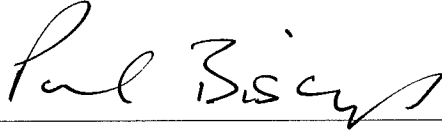
3. Attached hereto collectively as Exhibit "A" are copies of the accounts rendered by FTI to FirstOnSite for the period from April 21, 2016 to June 12, 2016, in the total amount of \$317,314.85, including Harmonized Sales Tax ("HST"), in connection with the CCAA Proceedings, redacted for confidential and/or privileged information.
4. Attached hereto as Exhibit "B" is a summary of each invoice in Exhibit "A", including the fees, expenses, HST and total amounts charged in each invoice.
5. The hourly rates applied in the invoices of FTI are FTI's normal hourly rates which were in effect from April 21, 2016 to June 12, 2016, and are comparable to hourly rates charge by FTI for services rendered in relation to similar proceedings.
6. The hours spent on this matter involved monitoring FirstOnSite and dealing with a number of CCAA issues (as more particularly described in the Reports) and I believe that the total hours incurred by FTI were reasonable and appropriate in the circumstances.
7. FTI requests that the Court approve its accounts for services rendered and recorded from April 21, 2016 to June 12, 2016 for fees in the amount of \$270,745.00, disbursements in the amount of \$10,064.60, and HST in the amount of \$36,505.25.
8. The activities undertaken and services provided by the Monitor in connection with the CCAA Proceedings are described in the First Report of the Monitor dated April 27, 2016 (the "**First Report**"), and the Supplemental Report to the Second Report of the Monitor dated May 16, 2016 (the "**Supplemental Report to the Second Report**"). The Monitor will also be filing its Third Report (the "**Third Report**") to the Court in advance of FirstOnSite's motion scheduled for June 27, 2016.

9. FTI is also requesting approval of the Pre-Filing Report of the Proposed Monitor dated April 21, 2016, the First Report, the Second Report of the Monitor dated May 4, 2016, the Supplemental Report to the Second Report and the Third Report (collectively, the “**Reports**”), and the activities of the Monitor described in the Reports.

SWORN before me in the City of Toronto,
in the Province of Ontario, on June 22,
2016.


A Commissioner of Oaths

Name: Caroline Descours



Paul Bishop

THIS IS EXHIBIT "A"
TO THE AFFIDAVIT OF PAUL BISHOP
SWORN BEFORE ME ON THE 22ND DAY OF JUNE, 2016

A handwritten signature in black ink, appearing to read "C. Deser", is written over a horizontal line.

A Commissioner of Oaths



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

April 30, 2016

FirstOnSite Restoration LP
60 Admiral Blvd.
Mississauga, ON L5T 2W1

Re: FTI Job No. 450748.0002
Invoice # 29002028

Enclosed is our invoice for professional services rendered in connection with the appointment of FTI Consulting Canada Inc. as Monitor to the proceedings of FirstOnSite G.P. Inc. under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended. This invoice covers professional fees and expenses through to and including April 30, 2016.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in cursive script that reads "Paul Bishop".

Paul Bishop
Senior Managing Director

Enclosures



Invoice Remittance





FirstOnSite Restoration LP
60 Admiral Blvd.
Mississauga, ON L5T 2W1

April 30, 2016
FTI Invoice No. 29002028
FTI Job No. 450748.0002
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through April 30, 2016

	<i>CAD (\$)</i>
Professional Services.....	\$64,138.50
Expenses.....	\$3,239.12
Total Fees and Expenses.....	\$67,377.62
HST Registration No. 835718024RT0001	\$8,759.09
Total Amount Due this Period.....	\$76,136.71
Total Amount Due.....	<u>\$76,136.71</u>

Please Wire Transfer To:


 Swift Code: 
 Bank Number: 
 Beneficiary: FTI Consulting Canada Inc.
 Beneficiary account number: 



Invoice Summary

FirstOnSite Restoration LP
60 Admiral Blvd.
Mississauga, ON L5T 2W1

April 30, 2016
FTI Invoice No. 29002028
FTI Job No. 450748.0002
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through April 30, 2016

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$875.00	24.0	\$21,000.00
Michael Basso	Director	\$540.00	66.6	\$35,964.00
Michael Kennedy	Senior Consultant	\$445.00	12.5	\$5,562.50
Linda Kelly	Consultant	\$310.00	5.2	\$1,612.00
Total Hours and Fees			108.3	\$64,138.50
Other/Miscellaneous				\$3,239.12
Total Expenses				\$3,239.12
HST Registration No. 835718024RT0001				\$8,759.09
Invoice Total for Current Period				\$76,136.71

FirstOnSite Restoration LP - CCAA
450748.0002 - April 30, 2016

Date	TK#	Name	Hours	Amount	Narrative
04/21/16	18441	Linda Kelly	2.00	\$ 620.00	Putting website live, updating links, posting documents., coordinating with [REDACTED] re wire payment.
04/22/16	18441	Linda Kelly	0.50	\$ 155.00	Posting documents to website.
04/25/16	18441	Linda Kelly	0.40	\$ 124.00	Posting documents to website.
04/26/16	18441	Linda Kelly	0.40	\$ 124.00	Posting documents to website.
04/27/16	18441	Linda Kelly	0.50	\$ 155.00	Posting documents to website.
04/28/16	18441	Linda Kelly	0.40	\$ 124.00	Posting documents to website.
04/29/16	18441	Linda Kelly	1.00	\$ 310.00	Posting documents - updating creditors listing.
04/21/16	23240	Michael Basso	8.90	\$ 4,806.00	Various emails re: Notices to creditors and Management's representation letter on the cash flow. Travel to FOS, discuss cash flow representation letter and other tasks with K. Watson. Finalize Newspaper Notice. Discussions with FOS AP staff re: CCAA process and post/pre filing payments. Review changes to Company's Application. Review files for letter to Utility companies. Emails re: Funds. Meet Delos, emails re: Utility letters. Utility letters. Newspaper Updated, Website update etc. Meeting with AP team. Update Form 1 and 2, send to OSB. Meetings with company re: status. Travel back to office.
04/22/16	23240	Michael Basso	11.00	\$ 5,940.00	Travel to FOS. Emails from Stikeman's re: assigned contracts. Draft status update. Update Professional fee analysis. Review OS cheques with FOS. Call from [REDACTED]. Discussions with k. Watson and A. Shange re: post filing payments. Call with R. Eghobamien re: DIP reporting. Calls and emails from trade vendors to hotline. Discussion with H. Murray re: assumed contracts. Travel back to office.
04/23/16	23240	Michael Basso	0.40	\$ 216.00	Update Monitor's website. Review email to FOS Hotline.
04/25/16	23240	Michael Basso	8.90	\$ 4,806.00	Travel to FOS. Various emails re: Monitor's Notice to Creditors. Discussions with K. Watson re: Notice to Creditors, OS cheque plan, professional fees et. al. Call with C. Descours re: Monitor's Notice to Creditors. Review correspondence to FOS Hotline. Various emails and discussions with FOS personnel re: the List of Known Creditors ("the KCL"). Prepare list of convertible debenture holders and government authorities from Service List to update KCL, format same. Send KCL to The Printing House for mailing. Update KCL for Website posting. Prepare KCL for website and send for posting. Various discussions with FOS re: creditors and outstanding items. Call with FOS and [REDACTED] re: stay of proceedings and post-filing payments. Travel back to office.
04/26/16	23240	Michael Basso	11.70	\$ 6,318.00	Travel to FOS. Discussions with A. Shange re: bank reporting. Calls and emails re: [REDACTED] issues. Call with H. Murray re: lease assignment. Various emails re: Notice to Creditors. Prepare list of deferred unit holders, send to the Printing House for printing and mailing. Various postings to Monitor's Website. Call with Purchaser re: Monitor's role, send CCAA Notice. Emails with J. Sharp re: assumed contract. Review cash flow activity. Call to [REDACTED] re: pre-filing debts. Update Cash flow. Travel back from FOS. Review Monitor's report on sale approval motion.
04/27/16	23240	Michael Basso	9.20	\$ 4,968.00	Emails and calls re: FOS and Professionals update meeting. Review Cash flow. Prepare Cash flow roll, emails on same. Call with K. Watson on cash flow and various other issues. Call with C. Masari on same.
04/28/16	23240	Michael Basso	6.20	\$ 3,348.00	Travel to FOS. Review of FOS Lien Claims. Call with C. Descours re: OS Items. Update cash flow re: Borrowing Base. Analyse opening Borrowing Base variances. Website Update. Prep for and have call with Wells Fargo re: budget to actuals. Call re: Status. Travel back to office.
04/29/16	23240	Michael Basso	10.00	\$ 5,400.00	Travel to FOS. Travel back to Toronto. Funding request discussion with Alex, email to K. Clarke re: address change. Updates to website, various call from Creditors and deferred unit holders. Update to service list and website posting. Review funding request from FOS. Call with Lien claimant re: no liens. Call with J. Sharp re: leases and Lien Claims. Review assumed contracts for call.
04/29/16	23240	Michael Basso	0.30	\$ 162.00	Discussion with K. Watson re: [REDACTED] issues. Add'l travel time.
04/21/16	18003	Michael Kennedy	1.00	\$ 445.00	Review court materials. Review communication package.
04/25/16	18003	Michael Kennedy	1.80	\$ 801.00	Correspondence with M.Basso re: creditor inquiries. Responded to creditor inquiries.
04/26/16	18003	Michael Kennedy	2.70	\$ 1,201.50	Correspondence with M.Basso re: various matters. Respond to creditor inquiries.
04/27/16	18003	Michael Kennedy	2.10	\$ 934.50	Correspondence with M.Basso re: various matters. Respond to third party inquiries.
04/28/16	18003	Michael Kennedy	2.40	\$ 1,068.00	Correspondence with M.Basso re: various matters. Respond to third party inquiries.
04/29/16	18003	Michael Kennedy	2.50	\$ 1,112.50	Respond to creditor inquiries. Internal correspondence with M.Basso regarding the same.
04/21/16	14800	Paul Bishop	4.70	\$ 4,112.50	Attend court for hearing, multiple phone calls and correspondence.
04/22/16	14800	Paul Bishop	4.80	\$ 4,200.00	Attend FOS premises, calls and correspondence, review of affidavit material.
04/25/16	14800	Paul Bishop	2.10	\$ 1,837.50	Attend premises, meet with KW, discuss re cashflow, review lien and payment issues, update re customers, review of affidavits.
04/26/16	14800	Paul Bishop	2.80	\$ 2,450.00	Correspondence re: liens, review and finalize report review of motion material, review of cash flow information and lien issues.
04/27/16	14800	Paul Bishop	4.70	\$ 4,112.50	Calls re: customers, conf call with customer, draft email and send to customer, multiple correspondence re customer issues review and correspondence re: cashflow.
04/28/16	14800	Paul Bishop	3.70	\$ 3,237.50	Calls with company re: communication, call with WF to provide update, review of company draft letter, comments on same multiple emails, review of confidential exhibit, review of motion material review of lien issues and claims.
04/29/16	14800	Paul Bishop	1.20	\$ 1,050.00	Call re: contract assignment and liens with company and counsel, review of letter to suppliers, review of liens.
TOTAL			108.30	\$ 64,138.50	

<u>Professional</u>	<u>Hours</u>	<u>Standard Rates</u>	<u>Amount Worked</u>
Paul Bishop	24.0	875	21,000.00
Michael Basso	66.6	540	35,964.00
Michael Kennedy	12.5	445	5,562.50
Linda Kelly	5.2	310	1,612.00
Hours	<u>108.3</u>		\$ 64,138.50
Total Expenses			3,239.12
Total Fees and Expenses			<u>\$ 67,377.62</u>
13% HST #835718024RT0001			8,759.09
TOTAL DUE AND PAYABLE UPON RECEIPT			<u><u>\$ 76,136.71</u></u>



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

May 18, 2016

FirstOnSite Restoration LP
60 Admiral Blvd.
Mississauga, ON L5T 2W1

Re: FTI Job No. 450748.0002
Invoice # 29002045

Enclosed is our invoice for professional services rendered in connection with the appointment of FTI Consulting Canada Inc. as Monitor to the proceedings of FirstOnSite G.P. Inc. under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended. This invoice covers professional fees and expenses through to and including May 15, 2016.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in black ink that reads 'Paul Bishop'.

Paul Bishop
Senior Managing Director

Enclosures



Invoice Remittance

FirstOnSite Restoration LP
60 Admiral Blvd.
Mississauga, ON L5T 2W1

May 18, 2016
FTI Invoice No. 29002045
FTI Job No. 450748.0002
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through May 15, 2016

	<i>CAD (\$)</i>
Professional Services.....	\$85,731.50
Expenses.....	\$228.74
Total Fees and Expenses.....	\$85,960.24
HST Registration No. 835718024RT0001	\$11,174.83
Total Amount Due this Period.....	\$97,135.07
Previous Balance Due.....	\$76,136.71
Total Amount Due.....	<u>\$173,271.78</u>

Please Wire Transfer To:

Swift Code: [REDACTED]
Bank Number: [REDACTED]
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: [REDACTED]



Invoice Summary

FirstOnSite Restoration LP
60 Admiral Blvd.
Mississauga, ON L5T 2W1

May 18, 2016
FTI Invoice No. 29002045
FTI Job No. 450748.0002
Terms Payment on Presentation

Current Invoice Period: Charges Posted through May 15, 2016

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$875.00	28.5	\$24,937.50
Michael Basso	Director	\$540.00	105.0	\$56,700.00
Michael Kennedy	Senior Consultant	\$445.00	9.2	\$4,094.00
Total Hours and Fees			142.7	\$85,731.50
Mileage				\$228.74
Total Expenses				\$228.74
HST Registration No. 835718024RT0001				\$11,174.83
Invoice Total for Current Period				\$97,135.07

FirstOnSite Restoration LP - CCAA
450748.0002 - May 15, 2016

Date	TK#	Name	Hours	Amount	Narrative
05/09/16	18003	Michael Kennedy	2.30	\$ 1,023.50	Returned creditor inquiries. Correspondence with M. Basso re: same.
05/10/16	18003	Michael Kennedy	1.90	\$ 845.50	Responded to creditor inquiries. Correspondence with M. Basso re: same.
05/11/16	18003	Michael Kennedy	1.80	\$ 801.00	Responded to creditor inquiries. Follow up re: same.
05/12/16	18003	Michael Kennedy	1.40	\$ 623.00	Responded to third party inquiries. Internal FTI correspondence re: same.
05/13/16	18003	Michael Kennedy	0.90	\$ 400.50	Return creditor inquiries.
05/03/16	18003	Michael Kennedy	0.90	\$ 400.50	Respond to creditor inquiries. Correspondence with M. Basso re: same.
					Travel to FOS. Various emails re: communications, assumed contracts, liens etc. Discussion with J. Sharp re: Liens and Leases. Review requested disbursements. Billing related issues. Discussion with [REDACTED] re: claims of [REDACTED]. Update FOS Lien Claims schedule. Call with C. Descours and S. Young re: Liens. FOS Lien Claim emails. Review correspondence from [REDACTED]. Review Lien Claim documentation, update schedule. Review updated Cure Cost schedule, send comments on same. Budget discussion with A. Shang. Travel back to office.
05/02/16	23240	Michael Basso	9.40	\$ 5,076.00	
					Travel to FOS. Emails re: assumed contracts and FOS Lien Claims. Update Assumed contract list for cure costs. Meeting with A&M to discuss customer situation. Meeting with M. Kennedy re: FOS Lien Claim process and customer calls to the Hotline. Review draft second report of the Monitor. Update FOS Lien Claim schedule, review and file claim electronic documents. Review updated Cure Costs schedule. Review correspondence from JPL, discussion with K. Watson on same. Meeting with J. Sharp and Purchaser's staff re: cure costs and assigned contracts, call with H. Murray and J. Sharp on same. Website updates. Update Cure Cost schedule. Various calls with creditors re: process. Call with JPL re: assignment and amounts owed. Meeting with C. Descours re: JPL, Hotline monitoring. Cash Flow roll. Travel back to office.
05/03/16	23240	Michael Basso	11.80	\$ 6,372.00	
					Travel to FOS. Review FOS Hotline email and respond on same. Review cash flow with A. Shang. Update cash flow section of draft Monitor's report, review same. Discussion with purchaser re: Working Capital methodology. Discussion with J. Sharp re: Fort McMurry. Update FOS Lien Schedule and send to Stikeman's/Goodmans. Travel back from FOS.
05/04/16	23240	Michael Basso	11.60	\$ 6,264.00	
					Travel to FOS. Email re: JPL, Website update. JPL Analysis. Review Hotline emails/voicemails and respond on same. Review Asset Purchase Agreement. Emails with J. Nevsky and Purchaser re: Waterfall and close of APA. Meeting with C. Descours re: A&M Engagement Letter and review same. Draft email re: Construction Trusts. Call with [REDACTED] re: trade debt. Prepare for a call with J. Nevsky and Purchaser staff re: close. FOS Lien Claim review. Service list update. Review [REDACTED] FOS Lien Claim and send questions to J. DeAngelis on same. Travel back.
05/05/16	23240	Michael Basso	10.50	\$ 5,670.00	
					Review cash flow. Various correspondence re: FOS lien claims. Cash flow call with C. Masari. Review and approve DIP funding request. Review JPL correspondence. Update FOS Lien Claims schedule. Hotline email account monitoring. Correspondence re: lease cure cost issue. Emails re: Assumed contracts. Call with creditor of FOS [REDACTED] update FOS Lien Claim schedule. Call re: liens. Various emails and calls from Hotline. Emails re: cure costs. Update Monitor's Website.
05/06/16	23240	Michael Basso	7.00	\$ 3,780.00	
					Travel to FOS. Review FOS Hotline email and respond on same. Review cash flow with A. Shang. Update cash flow section of draft Monitor's report, review same. Discussion with purchaser re: Working Capital methodology. Discussion with J. Sharp re: Fort McMurry. Update FOS Lien Schedule and send to Stikeman's/Goodmans. Travel back from FOS.
05/08/16	23240	Michael Basso	0.20	\$ 108.00	
					Emails re: cure costs to Stikeman's. Review emails from Norton Rose. Search for JPL lease, send same to C. Descours.

FirstOnSite Restoration LP - CCAA
450748.0002 - May 15, 2016

Date	TK#	Name	Hours	Amount	Narrative
05/09/16	23240	Michael Basso	9.60	\$ 5,184.00	Travel to FOS. Meeting with K. Watson re: cure costs and status update. Discussion with J. Sharp re: leases. Emails re: APA amendment for lease issue. Form 4 preparation for un-used leased facilities. Review JPL reconciliation with A. Shang, discuss same with K. Watson, draft and send email to Stikeman's on same. Email from A. Shang re: lease cure cost progress. Emails re: FOS Lien Claims. Call with C. Descours re: assumed contracts. Calls re: cure costs. Discussion with A. Shang re: April results, timing of weekly reporting. Travel back to office. Emails re: website update, [REDACTED] FOS Lien Claim and press release.
05/10/16	23240	Michael Basso	12.50	\$ 6,750.00	Travel to FOS. Review correspondence from various vendors. Discussion with Accounting team re: timing of post-filing payments. Correspondence related to leases. Review Cure Cost schedule and contracts. Correspondence regarding Bonus payments. Review of DIP funding request. Call with J. Buchanan re: FOS access to rental unit. Call with C. Mesari re: draw request et. al. Meetings with K. Watson and A. Shang re: JPL and keep/stub bonuses. Call with Norton Rose and Stikeman's Elliot re: cure costs. Review contracts re: cure costs, update cure costs schedule. Various meeting with K. Watson and A. Shang re: cash flow, cure costs and new leases. Review and update cure cost chart. Send to Haddon. Travel back to office.
05/11/16	23240	Michael Basso	10.80	\$ 5,832.00	Travel to FOS. Various correspondence and meetings re: Cure Costs. Status update call with Stikeman's, A&M and FTI. Various correspondence and analysis regarding assumed contracts, review updates schedules etc. on same. Review Cash Flow for week 3, discuss with Company. Review professional fee estimates. Review Bell contracts, correspondence re: Bell Mobilty/Canada split. Travel back.
05/12/16	23240	Michael Basso	11.40	\$ 6,156.00	Travel to FOS. Emails re: assumed contracts. Professional fee rec. Update Cash Flow, discuss with Alex. Various emails re: Liens. Call with Ingrid+IT re: Construction Trust Report. Cash flow forecast update. Call with Wells re: cash flow. Assumed Contract issues and analysis. Review [REDACTED] Lien and discuss with Goodmans. Travel back.
05/13/16	23240	Michael Basso	9.90	\$ 5,346.00	Travel to FOS. Cash flow update, discussion with Management on same. Review Lien emails, meet with C. Descours on same. Discussion with J. Sharp re: billings. Changes to cash flow and meetings with the Company on same. Update of 3rd report and Rider with cash flow information. Meetings with K. Watson and P. Bishop re: Stub Bonus program payments. Working Capital review with J. Sharp. Travel back.
05/13/16	23240	Michael Basso	0.30	\$ 162.00	Emails re: Kreps, update chart for report.
05/03/16	14800	Paul Bishop	2.60	\$ 2,275.00	Correspondence re: customer issues, call with major customer with K. Watson. Draft report, review of FOS Lien Claim issues. Various other correspondence.
05/04/16	14800	Paul Bishop	1.90	\$ 1,662.50	Review and finalize second report. Various correspondence. Review of various assigned contracts.
05/05/16	14800	Paul Bishop	3.10	\$ 2,712.50	Multiple calls and correspondence with counsel and company re: cashflow, customers, review of liens submitted. Calls and correspondence re: payments to be made per cashflow.
05/06/16	14800	Paul Bishop	1.10	\$ 962.50	Prepare for an call with FOS customers and follow up correspondence. Review of JPL lease information.
05/02/16	14800	Paul Bishop	2.10	\$ 1,837.50	Correspondence re: liens and customer issues. Review of cashflow and security reviews.
05/09/16	14800	Paul Bishop	3.20	\$ 2,800.00	Attend court for sales approval, discussions with counsel to JPL, purchaser and company re order, conf call with counsel and company re cure costs, correspondence, call with [REDACTED]
05/10/16	14800	Paul Bishop	3.20	\$ 2,800.00	Call with company re contracts cure costs and related items, review of draft language re extension, call re same, review of cure cost schedule, review of proposed correspondence from purchaser re assignments, multiple correspondence.

FirstOnSite Restoration LP - CCAA
450748.0002 - May 15, 2016

Date	TK#	Name	Hours	Amount	Narrative
05/11/16	14800	Paul Bishop	3.40	\$ 2,975.00	Calls with company re cure costs, call with counsel re same, call with WF re extension, review of documents, review of cure costs.
05/12/16	14800	Paul Bishop	3.70	\$ 3,237.50	Review and edit report, review contract information, review motion material, call with company and Wells Fargo re cashflow and other matters, call and correspondence with counsel.
05/13/16	14800	Paul Bishop	2.50	\$ 2,187.50	Review and edit report, call with K. Watson re cash flow, Call and correspondence with counsel.
05/14/16	14800	Paul Bishop	1.70	\$ 1,487.50	Finalize report, call with Norton Rose re cure costs, prep for same, email to K. Watson.
TOTAL			142.70	\$ 85,731.50	

<u>Professional</u>	<u>Hours</u>	<u>Standard Rates</u>	<u>Amount Worked</u>
Paul Bishop	28.5	875	24,937.50
Michael Basso	105.0	540	56,700.00
Michael Kennedy	9.2	445	4,094.00
Hours	<u>142.7</u>		<u>\$ 85,731.50</u>
Total Expenses			228.74
Total Fees and Expenses			<u>\$ 85,960.24</u>
13% HST #835718024RT0001			11,174.83
TOTAL DUE AND PAYABLE UPON RECEIPT			<u><u>\$ 97,135.07</u></u>



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

May 31, 2016

FirstOnSite Restoration LP
60 Admiral Blvd.
Mississauga, ON L5T 2W1

Re: FTI Job No. 450748.0002
Invoice # 29002065

Enclosed is our invoice for professional services rendered in connection with the appointment of FTI Consulting Canada Inc. as Monitor to the proceedings of FirstOnSite G.P. Inc. under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended. This invoice covers professional fees and expenses through to and including May 31, 2016.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in cursive script that reads "Paul Bishop".

Paul Bishop
Senior Managing Director

Enclosures



Invoice Remittance

FirstOnSite Restoration LP
60 Admiral Blvd.
Mississauga, ON L5T 2W1

May 31, 2016
FTI Invoice No. 29002065
FTI Job No. 450748.0002
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through May 31, 2016

	<i>CAD (\$)</i>
Professional Services.....	\$85,695.00
Expenses.....	<u>\$6,596.74</u>
Total Fees and Expenses.....	\$92,291.74
HST Registration No. 835718024RT0001	<u>\$11,997.93</u>
Total Amount Due this Period.....	\$104,289.67
Previous Balance Due.....	<u>\$84,938.96</u>
Total Amount Due.....	<u>\$189,228.63</u>

Please Wire Transfer To:

[REDACTED]
Swift Code: [REDACTED]
Bank Number: [REDACTED]
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: [REDACTED]



Invoice Summary

FirstOnSite Restoration LP
60 Admiral Blvd.
Mississauga, ON L5T 2W1

May 31, 2016
FTI Invoice No. 29002065
FTI Job No. 450748.0002
Terms Payment on Presentation

Current Invoice Period: Charges Posted through May 31, 2016

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$875.00	35.5	\$31,062.50
Michael Basso	Director	\$540.00	83.8	\$45,252.00
Michael Kennedy	Senior Consultant	\$445.00	16.9	\$7,520.50
Linda Kelly	Consultant	\$310.00	6.0	\$1,860.00
Total Hours and Fees			142.2	\$85,695.00

Mileage	\$649.84
Other/Miscellaneous	\$5,946.90
Total Expenses	\$6,596.74

HST Registration No. 835718024RT0001 \$11,997.93

Invoice Total for Current Period \$104,289.67

FirstOnSite Restoration LP - CCAA
450748.0002 - May 31, 2016

Date	TK#	Name	Hours	Amount	Narrative
05/26/16	18441	Linda Kelly	0.40	\$ 124.00	Opening new account for FirstOnSite.
05/26/16	18441	Linda Kelly	0.40	\$ 124.00	Updating website, fixing broken links on site.
05/27/16	18441	Linda Kelly	1.00	\$ 310.00	Posting documents to website.
05/16/16	18441	Linda Kelly	0.50	\$ 155.00	Updating website with changes.
05/17/16	18441	Linda Kelly	0.40	\$ 124.00	Opening new bank account for FOS.
05/24/16	18441	Linda Kelly	1.00	\$ 310.00	Updating and Editing website as per request form counsel
05/25/16	18441	Linda Kelly	0.80	\$ 248.00	Posting documents to website.
05/26/16	18441	Linda Kelly	1.00	\$ 310.00	Posting documents to website.
05/30/16	18441	Linda Kelly	0.50	\$ 155.00	Posting documents to website - making changes to website as per instructions.
05/16/16	23240	Michael Basso	4.20	\$ 2,268.00	Correspondence from various creditors. Review correspondence from weekend. Website update. Various calls re: Working Capital. [REDACTED] FOS Lien Claim. Call re: assumed contracts. Emails re: cure costs and Stikeman fees. Email re: FOS Lien Claims.
05/17/16	23240	Michael Basso	7.00	\$ 3,780.00	Travel to FOS. Prepare for and have call on Working Capital. Subsequent call with P. Bishop on same. Various correspondence re: FOS Lien Claims, bank accounts and construction trust holdbacks. Discussions with A. Shang re: [REDACTED]. Email re: [REDACTED]. [REDACTED] Review [REDACTED] contract assignment agreement. Various emails re: liens. Website Updates. Review draft Potential Trust Claimants List. Update website. Call with C. Descours re: FOS Lien Claims. Conference Call re: [REDACTED] contract assignment, call with C. Descours on same. Correspondence on FOS Lien Claims. Call from counsel to [REDACTED], discussion with K. Watson and AP staff on same. Meeting with C. Descours re: FOS Lien Claims. Update waterfall analysis. Travel Back. Various calls and correspondence with unsecured creditors of FOS.
05/18/16	23240	Michael Basso	5.70	\$ 3,078.00	Various correspondence re: assumed contracts. Meeting with P. Bishop on Cure Costs and taxes. Email to K. Watson re: FOS income taxes. Email to I. Himmelman re: Potential Trust Claimants List. Website Update. Review cash flow activity. Email comments to A. Shang. Various emails re: Court Orders. Review list of transferred employees. Meeting with Mike K. re: Hotline email account monitoring. Review DIP funding request. Various correspondence regarding JPL issues. Various correspondence regarding FOS Lien Claims of: [REDACTED]. Various calls with A. Shang re: updated Cash flow and emails on same. Call with S. Young and J. DeAngelis re: FOS Lien Claims. Call with [REDACTED] re: [REDACTED] FOS Lien Claim. Review [REDACTED] Schedule, email C. Descours and S. Young on same.
05/19/16	23240	Michael Basso	7.90	\$ 4,266.00	Travel to FOS. Gather FOS Lien Claim documents re: [REDACTED] information request. Various discussions with I. Himmelman re: Potential Trust Claimants List, review of same. Discussion with A. Shang re: accounts receivables post close/bank accounts. Website Update. JPL and Invoicing discussions with Management. Meeting with K. Watson re: bank Monitoring and Working Capital. Review same. Various correspondence from K. Watson re: vacation pay to terminated employees. Meeting with K. Watson and A. Shang re: bank call and schedule for Friday. Prepare for and have Meeting with Wells Fargo and FOS re: cash flow. Subsequent meeting with P. Bishop on same. Email from Ingrid, send to Sydney. Review Potential Trust Claimants List. Professional fee discussion with K. Watson. Travel Back to office.
05/20/16	23240	Michael Basso	7.10	\$ 3,834.00	Travel to FOS. Emails from J. DeAngelis re: [REDACTED], investigate and reply on same. Review new bank account info and send to Stikeman's. Funding request review. Discussion with K. Watson re: prof fee payments. Review draft Potential Trust Claimants List, discuss with I. Himmelman, email to P. Bishop on same. Discuss Potential Trust Claimants List timing with A. Shang. Emails from P. Bishop and I. Himmelman re: C Potential Trust Claimants list, mails to Goodman's on same, draft email to Stikeman's on same. Travel Back.
05/23/16	23240	Michael Basso	0.30	\$ 162.00	Email from M. Konyukhova re: JPL letter, check email records and respond.

FirstOnSite Restoration LP - CCAA
450748.0002 - May 31, 2016

Date	TK#	Name	Hours	Amount	Narrative
05/24/16	23240	Michael Basso	3.90	\$ 2,106.00	Review and respond to email from Goodman's re: Construction Trust Reserve. Call with K. Watson re: taxes. Trust Claim email to K. Watson. Review correspondence from Newspaper, City of Calgary etc. Email to P. Bishop re: City of Calgary secured claim. Email from/to M. Melowny. Meeting with P. Bishop re: secured claim, email to M. Konyukhova on same. Respond to email from M. Konyukhova re: Potential Trust Claimants List. Call with Vlad on Potential Trust Claimants List. Correspondence re: FOS Lien Claims. Emails to and from K. Watson re: Potential Trust Claimants List. Email re: Potential Trust Claimants List, call on same.
05/25/16	23240	Michael Basso	8.10	\$ 4,374.00	Travel to FOS. Update waterfall calculation and email to P. Bishop on same. Call with W. Debruyne re: Potential Trust Claimants List etc., meeting with K. Watson on same. Emails from P. Bishop re: waterfall etc. Review BDC loan schedules discussion with Company on same. Review funding request, emails on same. BDC Loan recalc. Website posting. Review Purchaser's Working Capital schedule. Email to K. Watson re: estimates needed on same. Meeting with K. Watson and I. Himmelman re: Potential Trust Claimants List. Meeting with K. Watson re: APA requirements etc. Call with P. Bishop re: waterfall, working capital, holdbacks etc. Emails with P. Bishop re: cure costs and working capital. Travel Back.
05/26/16	23240	Michael Basso	8.30	\$ 4,482.00	Travel to FOS. Email from Paul re: cure cost confirmation. Website update. Review last week's cash flow draft, discuss with Alex. Bank Account emails. Update Waterfall. Update waterfall. Call on working capital and waterfall. Travel back to Toronto.
05/27/16	23240	Michael Basso	10.80	\$ 5,832.00	Travel to FOS. Emails re: waterfall, discussion with K. Watson on same. Various updates to waterfall analysis. Call with Wells Fargo re: cash flow. Call with creditor re: CCAA process. Meetings with Management re: bank account transfers, waterfall etc. Meeting re: ADP transition to new co. Call with J. Nevsky re: working capital and waterfall. Call with P. Bishop on working capital, waterfall and APA. Update to Potential Trust Claimants List. Cure Cost emails etc. Email re: Non FOS Lien Claim lien. Review FOS Lien Claims summary, adjust working capital. Travel Back.
05/28/16	23240	Michael Basso	2.00	\$ 1,080.00	Waterfall analysis update and email to P. Bishop on same. Review working capital. Emails from P. Bishop re: waterfall, email to M. Konyukhova on same.
05/29/16	23240	Michael Basso	0.80	\$ 432.00	Review transition agreement and emails on same. Emails with Stikeman's re: waterfall and BDC issues.
05/30/16	23240	Michael Basso	11.10	\$ 5,994.00	Travel to FOS. Emails re: BDC and waterfall issues. Various updates to waterfall analysis. Call with C. Descours re: transition agreement and waterfall. Review emails re: FOS Lien Claims etc. Emails re: A&M fees. Call with C. Descours re: Quebec Licence issue, FOS Lien Claims and waterfall analysis. Review potential exclusions from the Potential Trust Claimants List. Emails re: sale delay and waterfall analysis. Call with BDC re: waterfall analysis. Emails re: Quebec Licence issue and sale closing extension. Travel Back.
05/31/16	23240	Michael Basso	6.60	\$ 3,564.00	Travel to FOS. Discussion with A. Shang and N. Sheppard re: closing, month end close procedures and BDC loans. Various correspondence re: disclaimed contracts. Emails re: leases, Quebec licenses etc. Review borrowing base calculation for May 27, 2016. Call with C. Descours re: status. BDC Loan Payout statement review, discussion with N. Sheppard on same. Review and approve DIP funding request. Call re: FOS Lien Claims of [REDACTED]. Discussion with Management re: WSIB et. al. Review KERP payment calculation. Various correspondence re: FOS Lien Claims. Call with J. Nevsky re: APA close and working capital. Discussion with N. Sheppard re: BDC issues. Update waterfall analysis, discuss with K. Watson and send to P. Bishop. Respond to email from Mike K re: lease question in the FOS Hotline. Various correspondence re: KERP. Correspondence from A&M re: fees and close. Emails re: [REDACTED] FOS Lien Claims, call with Sydney on same. Update waterfall re: Cure Costs settlement. Correspondence with [REDACTED]. Travel Back.
05/18/16	18003	Michael Kennedy	2.20	\$ 979.00	Respond to third party inquiries. Correspondence re: same. Follow up re: creditor packages.
05/17/16	18003	Michael Kennedy	2.30	\$ 1,023.50	Responded to third party inquiries. Correspondence with M. Basso re: same.
05/16/16	18003	Michael Kennedy	1.70	\$ 756.50	Responded to third party inquiries. Correspondence re: same.

FirstOnSite Restoration LP - CCAA
450748.0002 - May 31, 2016

Date	TK#	Name	Hours	Amount	Narrative
05/31/16	18003	Michael Kennedy	1.80	\$ 801.00	Responded to third party inquiries. Follow up and correspondence with M.Basso re: same.
05/30/16	18003	Michael Kennedy	1.20	\$ 534.00	Respond to third party inquiries. Correspondence with M.Basso re: same.
05/27/16	18003	Michael Kennedy	1.20	\$ 534.00	Respond to third party inquiries.
05/26/16	18003	Michael Kennedy	0.80	\$ 356.00	Respond to third party inquiries. Correspondence with M.Basso re: same.
05/25/16	18003	Michael Kennedy	1.10	\$ 489.50	Responded to third party inquiries. Correspondence with M.Basso re: same.
05/24/16	18003	Michael Kennedy	1.20	\$ 534.00	Respond to third party inquiries. Correspondence with M.Basso re: same.
05/19/16	18003	Michael Kennedy	1.80	\$ 801.00	Respond to creditor inquiries. Correspondence re: same.
05/20/16	18003	Michael Kennedy	1.60	\$ 712.00	Responded to third party inquiries. Correspondence re: same.
05/20/16	14800	Paul Bishop	1.30	\$ 1,137.50	Review reserves and WC schedule. correspondence
05/19/16	14800	Paul Bishop	1.90	\$ 1,662.50	Review of CF, correspondence re contracts and other matters
05/18/16	14800	Paul Bishop	2.70	\$ 2,362.50	Attend court, prep for same, review of cure cost issue, correspondence re same, review of CF information and forecast.
05/17/16	14800	Paul Bishop	2.40	\$ 2,100.00	Review of updated assignments, cure costs and related correspondence, call and correspondence with counsel re contract issue, review communication re same.
05/16/16	14800	Paul Bishop	1.10	\$ 962.50	Call re cure costs, prep for same.
05/26/16	14800	Paul Bishop	7.10	\$ 6,212.50	Review of reserves and closing issues, calls with counsel, counsel to the company, WF, correspondence and review of waterfall, attend court re cure cost dispute.
05/27/16	14800	Paul Bishop	5.90	\$ 5,162.50	Multiple calls and correspondence re waterfall purchaser concerns re Quebec licenses, review of waterfall, calls to company, call to WF re closing, , review of APA.
05/28/16	14800	Paul Bishop	0.80	\$ 700.00	Review of Waterfall, correspondence.
05/30/16	14800	Paul Bishop	4.30	\$ 3,762.50	Multiple phone calls and emails re closing transaction, issue of Quebec licenses calls with counsel, email with same, review of draft TSA.
05/31/16	14800	Paul Bishop	2.70	\$ 2,362.50	Calls and emails with lenders and counsel, review of TSA, review of waterfall, correspondence re same.
05/24/16	14800	Paul Bishop	2.10	\$ 1,837.50	Review of affidavit material, correspondence.
05/25/16	14800	Paul Bishop	3.20	\$ 2,800.00	Closing matters, review of reserves review of lien and trust issues, review of working capital.
TOTAL			142.20	\$ 85,695.00	

<u>Professional</u>	<u>Hours</u>	<u>Standard Rates</u>	<u>Amount Worked</u>
Paul Bishop	35.5	875	31,062.50
Michael Basso	83.8	540	45,252.00
Michael Kennedy	16.9	445	7,520.50
Linda Kelly	6.0	310	1,860.00
Hours	142.2		\$ 85,695.00
Total Expenses			6,596.74
Total Fees and Expenses			\$ 92,291.74
13% HST #835718024RT0001			11,997.93
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 104,289.67



FTI Consulting Canada Inc.
TD Waterhouse Tower
79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto ON M5K1G8

June 16, 2016

FirstOnSite Restoration LP
60 Admiral Blvd.
Mississauga, ON L5T 2W1

Re: FTI Job No. 450748.0002
Invoice # 29002108

Enclosed is our invoice for professional services rendered in connection with the appointment of FTI Consulting Canada Inc. as Monitor to the proceedings of FirstOnSite G.P. Inc. under the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended. This invoice covers professional fees and expenses through to and including June 12, 2016.

Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in cursive script that reads 'Paul Bishop'.

Paul Bishop
Senior Managing Director

Enclosures



Invoice Remittance





FirstOnSite Restoration LP
60 Admiral Blvd.
Mississauga, ON L5T 2W1

June 16, 2016
FTI Invoice No. 29002108
FTI Job No. 450748.0002
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through June 12, 2016

	<i>CAD (\$)</i>
Professional Services.....	\$35,180.00
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$35,180.00
HST Registration No. 835718024RT0001	\$4,573.40
Total Amount Due this Period.....	\$39,753.40
Total Amount Due.....	<u>\$39,753.40</u>

Please Wire Transfer To:


 Swift Code: 
 Bank Number: 
 Beneficiary: FTI Consulting Canada Inc.
 Beneficiary account number: 



Invoice Summary

FirstOnSite Restoration LP
60 Admiral Blvd.
Mississauga, ON L5T 2W1

June 16, 2016
FTI Invoice No. 29002108
FTI Job No. 450748.0002
Terms Payment on Presentation

Current Invoice Period: Charges Posted through June 12, 2016

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$875.00	12.5	\$10,937.50
Michael Basso	Director	\$540.00	36.1	\$19,494.00
Michael Kennedy	Senior Consultant	\$445.00	6.7	\$2,981.50
Linda Kelly	Consultant	\$310.00	5.7	\$1,767.00
Total Hours and Fees			61.0	\$35,180.00

HST Registration No. 835718024RT0001 \$4,573.40

Invoice Total for Current Period \$39,753.40

FirstOnSite Restoration LP - CCAA
450748.0002 - June 12, 2016

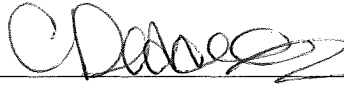
Date	TK#	Name	Hours	Amount	Narrative
06/02/16	18441	Linda Kelly	2.00	\$ 620.00	Preparing payments, discussions with [REDACTED] FX for trades, creating TR forms for payments, updating website with new documents, editing website.
06/03/16	18441	Linda Kelly	0.40	\$ 124.00	Editing documents on website.
06/08/16	18441	Linda Kelly	0.40	\$ 124.00	Preparing TR forms.
06/06/16	18441	Linda Kelly	0.50	\$ 155.00	Opening estate on Ascend, preparing TR forms, creating and entering payments
06/06/16	18441	Linda Kelly	0.30	\$ 93.00	Editing website.
06/01/16	18441	Linda Kelly	0.60	\$ 186.00	Updating website.
06/01/16	18441	Linda Kelly	1.50	\$ 465.00	Preparing wire payments, discussions with [REDACTED], creating TR forms - creating new Estate in Ascend adding bank accounts.
06/01/16	23240	Michael Basso	9.90	\$ 5,346.00	Travel to FOS, conference call re: status. Various updates to Waterfall analysis re: cure costs, loan balances etc., emails on same. Emails re: close, certifications, APA amendments, KERP etc. Funding receipt confirmation. KERP issues and logistics. Travel Back.
06/02/16	23240	Michael Basso	10.40	\$ 5,616.00	Travel to FOS. KERP issue, posting to website. KERP discussion with K. Watson and Payroll Manager. Call from [REDACTED]. re: CCAA process and transaction. Various updates to the Monitor's website. Various correspondence and analysis re: KERP Payroll issues. Construction Trust Reserve updates. Prepare support package for CAD payroll wire. Emails re: Stub Bonus. Travel Back.
06/03/16	23240	Michael Basso	2.00	\$ 1,080.00	Emails re: stub bonus. Review working capital for FOS Lien Claim vendors. Calls with C. Descours on working capital and stub bonus. Call with J. Nevsky on same. Review Potential Trust Claimants List. Review excluded asset schedule, discuss with C. Descours and call with H. Murray on same. [REDACTED] correspondence. Call with [REDACTED] re: termination and severance.
06/06/16	23240	Michael Basso	1.60	\$ 864.00	Various correspondence with [REDACTED] re: severance and termination claims. Email to H Murray. Email to J. Nevsky re: credit cards. Email to Management re: Special Payroll. Email re: FTI Billings account and reconciliation on same. Email re: vendor payments. Call with K. Watson re: ADP, stub bonuses, etc.
06/07/16	23240	Michael Basso	2.60	\$ 1,404.00	Correspondence re: utilities and bonuses. Review contract disclaimers. Call with C. Descours on contract disclaimers and stub bonuses, emails on same. Emails re: ADP meeting. Contract disclaimer review, attend meeting at Stikeman's on same. Email re: contract disclaimers.
06/08/16	23240	Michael Basso	2.20	\$ 1,188.00	Review Contract Disclaimers, send [REDACTED] electronic copy of letter and Form 4. Call with K. Watson re: contract disclaimers. Call with ADP and Management re: special payroll. Various correspondence re: contract disclaimers. Email re: fee taxation. Prepare back up for funds received on close. Call with A. Arevalo. re: billings payments. FOS Lien Claim email. Email re: Potential Trust Claimants List report, review old Potential Trust Claimants List. Call with K. Watson re: excluded assets. Email from Stikeman's re: Xerox equipment removal.
06/09/16	23240	Michael Basso	4.90	\$ 2,646.00	Emails re: contract disclaimers. Emails re: [REDACTED] contract disclaimer and asset locations. Voicemail from I. Kraft re: Victoria lease. Voicemail to K. Watson on same. Meeting with P. Bishop re: disclaimed agreements. Update Potential Trust Claimants List. Call with C. Descours re: Potential Trust Claims, Stub Bonuses and Disclaimed Agreements.
06/10/16	23240	Michael Basso	2.50	\$ 1,350.00	Emails re: meeting for contract disclaimer issue. Call re: contract disclaimers and use of excluded assets. Email to Goodmans and Stikeman's on same. Emails with Stikeman's re: contract disclaimers. Potential Trust Claimants list changes and send to T. Garver and K. Watson. Call with K. Watson re: contract disclaimers, email to H., Murray on same.
06/02/16	18003	Michael Kennedy	0.80	\$ 356.00	Responded to thrd party inquiries.
06/03/16	18003	Michael Kennedy	0.70	\$ 311.50	Respond to third party inquiries. Correspondence with M. Basso re: sale update.

FirstOnSite Restoration LP - CCAA
 450748.0002 - June 12, 2016

Date	TK#	Name	Hours	Amount	Narrative
06/06/16	18003	Michael Kennedy	1.30	\$ 578.50	Responded to third party inquiries on the Monitor's Hotline.
06/07/16	18003	Michael Kennedy	1.20	\$ 534.00	Responded to third party inquiries. Follow up with M.Basso re: same.
06/08/16	18003	Michael Kennedy	0.80	\$ 356.00	Responded to third party inquiries. Correspondence w/ M.Basso re: same.
06/09/16	18003	Michael Kennedy	0.70	\$ 311.50	Respond to creditor inquiries on the Monitor's Hotline.
06/10/16	18003	Michael Kennedy	0.50	\$ 222.50	Responded to creditor inquiries on the Monitor's Hotline.
06/01/16	18003	Michael Kennedy	0.70	\$ 311.50	Responded to third party inquiries.
06/08/16	14800	Paul Bishop	0.70	\$ 612.50	Review of issues re bonuses, review of correspondence re same.
06/10/16	14800	Paul Bishop	1.10	\$ 962.50	Update re leases and correspondence re trust reserves
06/03/16	14800	Paul Bishop	1.50	\$ 1,312.50	Review of working capital and bonus issue. Correspondence
06/02/16	14800	Paul Bishop	1.70	\$ 1,487.50	Review of bonus issues, calls and emails re same
06/01/16	14800	Paul Bishop	7.50	\$ 6,562.50	Closing calls, multiple emails, review of FOF, review of Waterfall, calls with Well Fargo, calls with Goodmans, calls with Stikeman's.
TOTAL			61.00	\$ 35,180.00	

Professional	Hours	Standard Rates	Amount Worked
Paul Bishop	12.5	875	10,937.50
Michael Basso	36.1	540	19,494.00
Michael Kennedy	6.7	445	2,981.50
Linda Kelly	5.7	310	1,767.00
Hours	61.0		\$ 35,180.00
Total Expenses			-
Total Fees and Expenses			\$ 35,180.00
13% HST #835718024RT0001			4,573.40
TOTAL DUE AND PAYABLE UPON RECEIPT			\$ 39,753.40

THIS IS EXHIBIT "B"
TO THE AFFIDAVIT OF PAUL BISHOP
SWORN BEFORE ME ON THE 22ND DAY OF JUNE, 2016

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

A Commissioner of Oaths

EXHIBIT "B"

**Summary of FTI Invoices
Invoices dated April 30, 2016 to June 16, 2016**

Invoice #	Date	Fees	Expenses	HST	Total
29002028	April 30, 2016	\$64,138.50	\$3,239.12	\$8,759.09	\$76,136.71
29002045	May 18, 2016	\$85,731.50	\$228.74	\$11,174.83	\$97,135.07
29002065	May 31, 2016	\$85,695.00	\$6,596.74	\$11,997.93	\$104,289.67
29002108	June 16, 2016	\$35,180.00	\$0.00	\$4,573.40	\$39,753.40
TOTAL:		\$270,745.00	\$10,064.60	\$36,505.25	\$317,314.85

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
2123125 ONTARIO INC.

Court File No: CV-16-11358-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**AFFIDAVIT OF PAUL BISHOP
(Sworn June 22, 2016)**

GOODMANS LLP

Barristers & Solicitors
Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, ON M5H 2S7

Robert J. Chadwick LSUC#: 35165K
rchadwick@goodmans.ca

Caroline Descours LSUC#: 58251A
cdescours@goodmans.ca

Tel: (416) 979-2211

Fax: (416) 979-1234

Lawyers for the Monitor

Appendix B

**Chadwick Affidavit
(see attached)**

**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 2123125 ONTARIO INC.

Applicant

**AFFIDAVIT OF ROBERT J. CHADWICK
(Sworn June 22, 2016)**

I, Robert J. Chadwick, of the City of Toronto, in the Province of Ontario, MAKE OATH
AND SAY:

1. I am a partner with the firm of Goodmans LLP (“**Goodmans**”), counsel to FTI Consulting Canada Inc., in its capacity as Court-appointed monitor of 2123125 Ontario Inc., formerly known as FirstOnSite G.P. Inc. and Former Restoration L.P., formerly known as FirstOnSite Restoration L.P. (in such capacity, the “**Monitor**”) in these proceedings (the “**CCAA Proceedings**”). As such, I have knowledge of the matters hereinafter deposed to.
2. This Affidavit is made in support of a motion seeking, *inter alia*, the approval of the fees and disbursements of the Monitor and its legal counsel during the CCAA Proceedings.
3. Attached hereto as Exhibit “A” are copies of the accounts rendered by Goodmans to the Monitor for the period from April 21, 2016 to May 31, 2016, in the total amount of

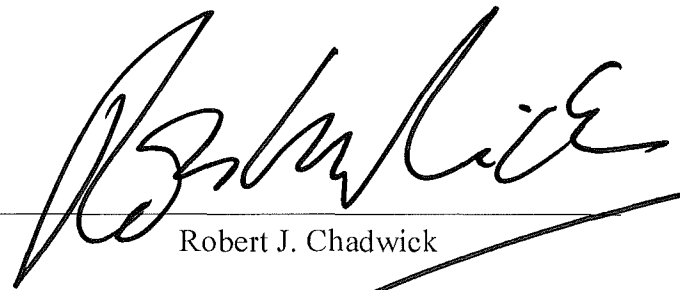
\$246,917.96, including Harmonized Sales Tax (“HST”), in connection with the CCAA Proceedings, redacted for confidential and/or privileged information.

4. Attached hereto as Exhibit “B” is a summary of each invoice in Exhibit “A”, including the fees, expenses, HST and total amounts charged in each invoice.
5. The hourly rates applied in the invoices of Goodmans are Goodmans’ normal hourly rates which were in effect from April 21, 2016 to May 31, 2016, and are comparable to hourly rates charge by Goodmans for services rendered in relation to similar proceedings.
6. The hours spent on this matter involved dealing with a number of CCAA issues (as more particularly described in the Monitor’s reports in these CCAA Proceedings) and I believe that the total hours incurred by Goodmans were reasonable and appropriate in the circumstances.

SWORN before me in the City of Toronto,
in the Province of Ontario, on June 22,
2016.



A Commissioner of Oaths
Name:

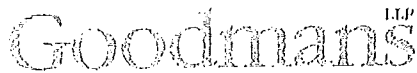


Robert J. Chadwick

THIS IS EXHIBIT "A"
TO THE AFFIDAVIT OF ROBERT J. CHADWICK
SWORN BEFORE ME ON THE 22ND DAY OF JUNE, 2016

A handwritten signature in black ink, appearing to read "D. [unclear]", written over a horizontal line.

A Commissioner of Oaths



Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

May 6, 2016

FTI Consulting Canada Inc.
2010 TD Waterhouse Tower
79 Wellington Street West
PO Box 104
Toronto, ON
Canada M5K 1G8

ATTENTION: Paul Bishop

OUR FILE NO. FTCC 160680
OUR INVOICE NO. 665009B
GST/HST REGISTRATION NO. R119422962

Re: Project Rose

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

04/21/16	RJC	4.10	Review final materials; attend CCAA Application; review Notice materials; call with FTI.
04/21/16	CDS	5.80	Finalizing and serving pre-filing report; preparing for and attending CCAA application hearing; updating notice to creditors and corresponding re: same; corresponding re: notice matters; corresponding re: communications materials.
04/21/16	JES	12.90	Researching and drafting memorandum [REDACTED]
04/21/16	SYG	.60	Preparing affidavit of service of C. Descours; reviewing and responding to emails re: translation of notice to creditors.
04/22/16	RJC	.70	Stay extension and Sale Approval matters; review materials; discussion with Monitor.
04/22/16	CDS	4.50	Reviewing, preparing comments and corresponding re: comeback motion materials; corresponding re: stay extension timing; teleconference with Stikemans re: same; updating notice to creditors; reviewing, preparing comments and corresponding re: contract consent letter; corresponding re: Monitor's website; corresponding re: notice matters; reviewing and corresponding re: service list.
04/22/16	JES	6.20	Researching and drafting memorandum [REDACTED]; preparing chart summarizing provincial

			construction lien trusts and requirements.
04/22/16	SYG	.90	Reviewing and revising service list and affidavit for comeback motion; discussion with C. Descours re: same [REDACTED]
04/25/16	RJC	.80	Review materials.
04/25/16	CDS	8.30	Corresponding re: communication materials, creditor notices and creditor list; reviewing and preparing comments re: sale approval materials; corresponding re: same; drafting Monitor's report for comeback motion; corresponding re: creditor/lien matters; considering and meeting with S. Young re: distribution matters; corresponding re: discharge of BMO PPSA registration.
04/25/16	JES	7.90	Drafting memorandum [REDACTED], preparing chart summarizing provincial construction lien trusts and requirements.
04/25/16	SYG	1.40	Discussions with C. Descours re: comfort letter; drafting email to D. Winters re: same; reviewing and responding to emails re: discharge of Bank of Montreal security registration.
04/26/16	RJC	.60	CCAA matters.
04/26/16	CDS	6.60	Drafting Monitor's first report re: comeback hearing and corresponding re: same; corresponding re: lien claim matters, creditor notice matters and customer matters; reviewing comments re: draft report and updating same; various teleconferences re: CCAA matters; reviewing sale approval order and corresponding re: same.
04/26/16	SYG	1.10	Reviewing memo [REDACTED], reviewing and responding to emails re: discharge of Bank of Montreal security registration.
04/27/16	RJC	.80	Transaction matters; review materials; Monitor Report matters; review documents; call with Monitor.
04/27/16	JCC	.50	Office conference with C. Descours and B. Halpin; review Order of Justice Newbould dated April 21, 2016; review correspondence from L. Armistead (lawyer for Exclusive Floors Ltd.).
04/27/16	CDS	6.40	Finalizing and serving Monitor's report re: comeback motion; reviewing and providing comments re: Approval and Vesting Order and corresponding re: same; corresponding re: stay extension matters; various teleconferences re: customers and creditor matters; reviewing correspondence re: same; corresponding re: lien claim matters; corresponding re: distribution matters; reviewing research [REDACTED], reviewing and preparing comments re: BDC and BDC Capital security reviews.

04/27/16	BDH	.70	Telephone call with C. Descours re: reviewing lien claims under monitor Order; review Order of Newbould J.; review lien acts of British Columbia; review lien notices.
04/27/16	SYG	4.10	Discussion with C. Descours re: security reviews; reviewing and revising same; reviewing first report of the monitor; drafting affidavit of service.
04/28/16	RJC	.70	Review materials; key issues.
04/28/16	JCC	.80	Continue review of lien claimant documents and material.
04/28/16	CDS	4.70	Reviewing, preparing comments and discussing re: BDC and BDC Capital security reviews; reviewing and corresponding re: various customer, supplier and lien matters; teleconference with company, Stikemans, A&M and FTI re: same; corresponding re: transaction matters; reviewing, considering and corresponding re: distribution matters; teleconference with FTI re: various next steps; corresponding re: service list; reviewing lien claim notices; reviewing Applicant's factum for comeback motion.
04/28/16	BDH	1.50	Review Claims for Lien from [REDACTED]; review British Columbia Builders Lien Act; draft comments to lien claims.
04/28/16	MAS	2.20	Reviewing and commenting on revised opinion and two other opinions and discussions with Sydney Young re: same.
04/28/16	SYG	2.40	Reviewing and revising security reviews; preparing email to M. Surchin re: same; discussions with C. Descours re: same and file update.
04/29/16	JCC	2.40	Office conference with B. Halfin and C. Descours; receipt and review of correspondence from C. Descours; review and revise Lien Claimants Chart; review lien claimant documents and materials.
04/29/16	CDS	4.70	Reviewing Quebec security reviews, providing comments and corresponding re: same; teleconferences and corresponding re: various creditor inquiries; corresponding re: service list updates; various teleconferences and corresponding re: vendor, customer and lien matters.
04/29/16	BDH	2.10	Meeting with C. Descours re: additional claims for lien; compile data on chart for additional lien claims.
04/29/16	MAS	.40	Completing review; discussions and e-mails with Sydney Young.
04/29/16	SYG	2.70	Reviewing and responding to emails re: security reviews; discussions with M. Surchin and C. Descours re: same.

OUR FEE

\$53,756.50

TKID	NAME	HOURS	RATE	TOTAL
JCC	Cosentino, Joe	3.70 hrs	\$805.00	\$2,978.50
MAS	Surchin, Mark A.	2.60 hrs	\$940.00	\$2,444.00
RJC	Chadwick, Robert J.	7.70 hrs	\$985.00	\$7,584.50
BDH	Halfin, Brad	4.30 hrs	\$610.00	\$2,623.00
CDS	Descours, Caroline	41.00 hrs	\$595.00	\$24,395.00
SYG	Young, Sydney	13.20 hrs	\$440.00	\$5,808.00
JES	Scholes, Jane	27.00 hrs	\$290.00	\$7,830.00
DA	Clerk, Litigation	1.10 hrs	\$85.00	\$93.50
				\$53,756.50

DISBURSEMENTS

Copies	956.75
Computer Searches - QL System	2.04
Conference Calls	6.76
Postage	193.21
Computer Searches - Westlaw Carswell	38.00
Translations	393.75

TOTAL DISBURSEMENTS \$1,590.51

TOTAL FEES ON THIS INVOICE \$53,756.50

HST ON FEES 6,988.35

NON TAXABLE DISBURSEMENTS 0.00

TAXABLE DISBURSEMENTS 1,590.51

TOTAL DISBURSEMENTS ON THIS INVOICE \$1,590.51

HST ON TAXABLE DISBURSEMENT 206.76

TOTAL THIS INVOICE (CANADIAN DOLLARS) \$62,542.12

Goodmans^{LLP}


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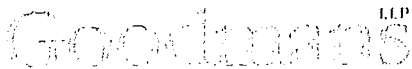
Invoice #665009B -- page 5

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GOODMANS LLP



E. & O. E.
RJC /

This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 1.30% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.



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May 19, 2016

FTI Consulting Canada Inc.
 2010 TD Waterhouse Tower
 79 Wellington Street West
 PO Box 104
 Toronto, ON
 Canada M5K 1G8

ATTENTION: Paul Bishop

OUR FILE NO. FTCC 160680
 OUR INVOICE NO. 665664
 GST/HST REGISTRATION NO. R119422962

Re: Project Rose

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
05/01/16	CDS	5.20	Drafting second report of the Monitor; reviewing lien notices and corresponding re: same; reviewing correspondence to the Monitor re: CCAA matters and corresponding re: same; preparing for comeback hearing.
05/02/16	RJC	.60	CCAA matters; review key issues.
05/02/16	JCC	1.70	Review of correspondence from [REDACTED] review materials; review materials provided by [REDACTED] and [REDACTED] update Construction Claims Chart.
05/02/16	CDS	8.40	Drafting second report of the Monitor; attending comeback motion; teleconference with FTI re: lien claims and other CCAA matters; reviewing and corresponding re: lien claims; reviewing and providing comments on distribution order; corresponding re: approval and vesting order; corresponding re: security reviews.
05/02/16	SYG	5.60	Preparing security reviews; reviewing and responding to emails re: same; discussions with R. Chadwick and C. Descours re: same; drafting letter to FTI re: same; telephone conference with M. Basso and C. Descours re: construction lien claims; reviewing and responding to emails re: same.
05/03/16	RJC	1.20	Review and advance transaction and motion matters; review draft materials; Monitor's Report.

Date	TKID	Hours	Description
05/03/16	JCC	1.50	Office conference with S. Young; review information and documents re: [REDACTED]; revise and update Construction Lien Chart; review and revise letter to M. Basso (FTI); emails to and from S. Young.
05/03/16	CDS	5.20	Drafting second report and corresponding re; same; various teleconferences with FTI re: distribution, lien claim and other matters; teleconferences with Company counsel and Purchaser's counsel; corresponding re: lien notices; corresponding re: contract assignment matters; corresponding re: distribution and sale approval matters; responding to creditor inquiries.
05/03/16	SYG	1.60	Preparing letter to FTI re: security reviews; preparing tracker re: construction lien claims; reviewing and responding to emails re: same; discussions with C. Descours re: same; meeting with J. Cosentino re: same; preparing email to M. Basso re: same.
05/04/16	JCC	.90	Receipt and review of correspondence from M. Basso; office conference with C. Descours; review and revise Construction Lien Chart re: time limits in various provinces.
05/04/16	CDS	9.10	Drafting, updating and corresponding re: Monitor's second report; finalizing and serving same; reviewing and corresponding re: lien claims; revising distribution order; corresponding re: contract assignment matters; providing comments on approval and vesting order and corresponding re: same; various teleconference with FTI re: CCAA and transaction matters; corresponding re: stay extension matters; reviewing draft affidavit and corresponding re: same.
05/04/16	SYG	2.00	Reviewing and responding to emails re: construction lien claims; discussion with J. Cosentino re: same; instruction to J. Scholes re: construction lien time limits; reviewing and revising summary chart re: same.
05/05/16	RJC	.80	Review key issues on Assignment Order and distribution.
05/05/16	JCC	.90	Review correspondence from [REDACTED]; review documents and information re: [REDACTED]; revise Construction Claims Chart.
05/05/16	CDS	6.50	Arranging for service and filing of second report; revising distribution order; corresponding re: stay extension affidavit; reviewing and providing comments and corresponding re: approval and vesting order; teleconferences and corresponding with Stikemans re: various CCAA and transaction matters and contract assignments; teleconferences with FTI re: lien claim matters; reviewing lien notices and corresponding re: same; reviewing and corresponding re: DIP matters and teleconference with FTI; corresponding re:

Date	TKID	Hours	Description
			stakeholder inquiries and transaction matters.
05/05/16	SYG	2.00	Preparing summary chart re: construction lien time limits; preparing email to M. Basso re: same; reviewing and responding to emails re: construction lien claims; drafting affidavit of service.
05/06/16	RJC	.90	Review motion matters for Approval motion of May 9, 2016; revise Distribution Order.
05/06/16	JCC	.80	Receipt and review of correspondence from M. Basso; begin review of [REDACTED] additional claims.
05/06/16	CDS	4.10	Reviewing and corresponding re: lien claims; revising distribution order and corresponding re: same; teleconferences with FTI re: lien claim and transaction matters; corresponding re: contract assignment matters; teleconference with [REDACTED]; teleconference with FTI and Stikemans re: lien claims; reviewing factum for sale approval motion.
05/06/16	SYG	2.60	Reviewing and responding to emails re: construction lien claims; telephone conference with M. Basso, H. Murray and C. Descours re: same; telephone conference with M. Basso and C. Descours re: same; discussions with C. Descours re: same.
05/07/16	RJC	.60	Review key issues and respond for May 9, 2016 motions.
05/08/16	RJC	1.20	Review motion matters; instructions to C. Descours; APA and assignee party matters.
05/08/16	CDS	.60	Corresponding and reviewing matters re: sale approval motion and matters raised by Jim Pattison Industries.
05/09/16	RJC	.60	Advise on key motion matters for Sale Approval and distribution matters.
05/09/16	CDS	7.60	Preparing for and attending sale approval motion; corresponding and teleconference with Stikemans re: matters raised by Jim Pattison Industries; corresponding re: approval and vesting order; teleconferences with FTI, Stikemans and Norton Rose re: contract assignment matters; reviewing lien claim notices and drafting response correspondence; drafting report.
05/09/16	SYG	6.20	Preparing emails to FirstOnSite and lien claimants re: construction lien claims; reviewing and responding to emails re: same; drafting letter to lien claimant re: same; discussions with C. Descours re: same; telephone conference with counsel to FirstOnSite and purchaser and FTI re: assignment of contracts and cure costs.

Date	TKID	Hours	Description
05/10/16	RJC	1.10	Review and comment on draft Distribution Order and materials; discussion with Monitor; instructions to C. Descours.
05/10/16	JCC	2.20	Preparation of updated Lien Chart re: [REDACTED] and [REDACTED]; review correspondence from M. Basso; continue review of lien claimant documents; emails to and from S. Young; begin review of additional information and documents re: [REDACTED]
05/10/16	CDS	10.20	Corresponding and responding to creditor/supplier inquiries; corresponding and teleconferences re: transaction and contract assignment matters; corresponding re: cash flow matters; drafting report; teleconferences with FTI re: stay extension matters; corresponding with Stikemans re: stay extension matters; reviewing comments on distribution order and corresponding re: same; reviewing draft assignment order and preparing comments re: same; corresponding re: contract disclaimer matters.
05/10/16	JES	1.10	Reviewing term and termination provisions in lease agreements.
05/10/16	SYG	5.00	Reviewing and responding to emails re: construction lien claims; telephone conference with J. D'Angelis re: same; preparing summary chart re: lease disclaimers; instruction to J. Scholes re: reviewing lease agreements for termination provisions; reviewing lease agreements re: same.
05/11/16	RJC	.80	Review distribution matters; CCAA matters.
05/11/16	CDS	9.80	Drafting Monitor's report; discussions with FTI re: distribution, contract assignment and other CCAA matters; reviewing and providing comments on draft orders and motion materials and corresponding re: same; corresponding and teleconference with Stikemans; reviewing Purchaser's affidavit re: assignment motion and correspondence re: same; corresponding and teleconferences re: stakeholder inquiries; reviewing updates and correspondence re: contract assignments.
05/11/16	JES	4.90	Reviewing contracts without consent and drafting chart re: term and assignment provisions.
05/11/16	SYG	3.00	Discussion with C. Descours re: file update and construction lien claims; reviewing and responding to emails re: same; instruction to J. Scholes re: review of agreements to be included in assignment order.
05/12/16	RJC	1.10	Review and comment on Monitor's Report; advance key issues; transaction matters.

Date	TKID	Hours	Description
05/12/16	JCC	.70	Emails to S. Young; receipt and review of additional information and documents re: various construction claimants.
05/12/16	CDS	8.00	Drafting second report; reviewing updated orders and motion materials and corresponding re: same; reviewing and corresponding re: lien claim matters; reviewing and corresponding re: contract assignments and cure costs; corresponding re: service list; teleconference with FTI.
05/12/16	JES	5.50	Reviewing contracts without consent and drafting chart re: term and assignment provisions; preparing brief of contracts without consent.
05/12/16	SYG	3.30	Reviewing and responding to emails re: construction lien claims and assignment of contracts; discussion with C. Descours re: same; telephone conference with H. Murray re: same.
05/13/16	RJC	1.40	Advance key transaction matters; discussion with Monitor; purchaser working capital and core costs matters; comment on Report of Monitor.
05/13/16	JCC	2.40	[REDACTED]; receipt and review of correspondence; receipt and review of additional information and documents re: [REDACTED]; memorandum to S. Young re: [REDACTED] review of information and documents re: [REDACTED]; [REDACTED]; receipt and review of additional information re: [REDACTED]; receipt and review of Lien Claim Excel Spreadsheet.
05/13/16	CDS	6.10	Drafting report and corresponding re: same; reviewing lien claims and corresponding re: same; teleconferences and corresponding re: creditor inquiries; reviewing updated purchaser affidavit; reviewing matters and corresponding re: contract assignments; teleconferences with FTI re: report and other CCAA matters; corresponding re: transaction matters; corresponding re: service list.
05/13/16	SYG	4.10	Reviewing and responding to emails re: construction lien claims and assignment of contracts; telephone conference with H. Murray re: same; discussions with J. Cosentino and C. Descours re: same; reviewing and revising summary charts re: same.
05/14/16	RJC	1.20	Review and comment on Monitor's Report; call with purchaser; advise on key issues.
05/14/16	JMC	.30	Review bonus issue.
05/14/16	CDS	4.70	Updating draft report and corresponding re: same; corresponding re: lien claims; reviewing and corresponding re: employee bonus matters;



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Invoice #665664 -- page 6

Date	TKID	Hours	Description
			teleconference with Purchaser's counsel and FTI; reviewing and preparing updates for Monitor's website; corresponding re: transaction and cure cost matters.
05/15/16	RJC	1.10	Review and advance key issues.
05/15/16	CDS	2.30	Corresponding with Stikemans re: contract assignment matters; finalizing report and corresponding re: same.
05/15/16	SYG	1.90	Drafting court materials; reviewing and responding to emails re: same.

OUR FEE \$93,604.50

TKID	NAME	HOURS	RATE	TOTAL
JCC	Cosentino, Joe	11.10 hrs	\$805.00	\$8,935.50
JMC	Conforti, Joe	0.30 hrs	\$900.00	\$270.00
RJC	Chadwick, Robert J.	12.60 hrs	\$985.00	\$12,411.00
CDS	Descours, Caroline	87.80 hrs	\$595.00	\$52,241.00
SYG	Young, Sydney	37.30 hrs	\$440.00	\$16,412.00
JES	Scholes, Jane	11.50 hrs	\$290.00	\$3,335.00
				\$93,604.50

DISBURSEMENTS

Telephone - Long Distance	18.16
Copies	1,331.25
Meetings	37.56
Postage	433.51
Delivery - Courier	8.62

TOTAL DISBURSEMENTS \$1,829.10

TOTAL FEES ON THIS INVOICE \$93,604.50

HST ON FEES 12,168.59

Goodmans^{LLP}

Barristers & Solicitors

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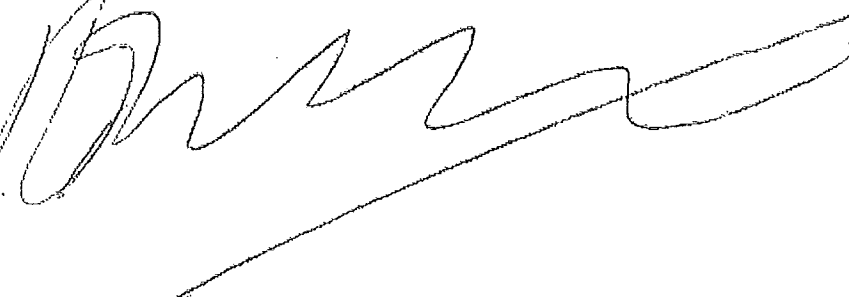
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Invoice #665664 -- page 7

NON TAXABLE DISBURSEMENTS	0.00
TAXABLE DISBURSEMENTS	1,829.10
TOTAL DISBURSEMENTS ON THIS INVOICE	\$1,829.10
HST ON TAXABLE DISBURSEMENT	237.78
TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$107,839.97

THIS IS OUR ACCOUNT HEREIN
GOODMANS LLP

E. & O.E.
RJC /



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June 3, 2016

FTI Consulting Canada Inc.
2010 TD Waterhouse Tower
79 Wellington Street West
PO Box 104
Toronto, ON
Canada M5K 1G8

ATTENTION: Paul Bishop

OUR FILE NO. FTCC 160680
OUR INVOICE NO. 666470
GST/HST REGISTRATION NO. R119422962

Re: Project Rose

TO OUR PROFESSIONAL SERVICES RENDERED IN CONNECTION WITH THE ABOVE NOTED
MATTER INCLUDING THE FOLLOWING:

Date	TKID	Hours	Description
05/16/16	RJC	1.10	Lien claim matters; review [REDACTED] matters; advance key issues; discussion with Monitor.
05/16/16	JCC	1.90	Receipt and review of correspondence from S. Young ; memoranda to S. Young; continue review of documents and information re: various construction lien claimants; revise and update Construction Claims Chart; review updated information re: [REDACTED].
05/16/16	CDS	3.80	Coordinating service and filing of report; reviewing and corresponding re: lien claims; teleconference re: contract assignments; reviewing [REDACTED] consent agreement, preparing comments and corresponding re: same; corresponding re: contract assignment matters.
05/16/16	SYG	3.90	Drafting court documents; reviewing and responding to emails re: construction lien claims; drafting letter re: same.
05/17/16	RJC	1.20	Advance transaction matters; review cure cost outstanding matters; motion matters; review and comment on materials.
05/17/16	JCC	1.60	Receipt and review of correspondence from S. Young; memorandum to S. Young re: [REDACTED], review documents and information re: [REDACTED] [REDACTED] updated Construction Claims Chart re: [REDACTED].

Date	TKID	Hours	Description
05/17/16	KWC	.30	Inter-office discussion between K. Crofoot and J. Cosentino re: lien issues; emails to J. Cosentino with case law.
05/17/16	CDS	4.90	Reviewing and corresponding re: lien claims; reviewing updated contract assignment materials and corresponding re: same; teleconference with [REDACTED] counsel, Purchaser's counsel and company's counsel re: assignment of [REDACTED] agreements; reviewing revised consent agreement and providing comments re: same; teleconferences with FTI re: contract assignment, lien claim and other CCAA matters; reviewing factum for assignment and distribution motion; preparing for motion; corresponding re: cure cost matters.
05/17/16	SYG	3.10	Reviewing and responding to emails re: construction lien claims; reviewing and revising summary chart re: same; telephone conferences with H. Murray re: assignment of contracts; reviewing and revising summary chart re: same; preparing summary chart re: projects related to construction lien claims; preparing email to M. Basso re: same.
05/18/16	JCC	1.70	Memorandum to S. Young re: trust provisions of Alberta Builder's Lien Act; review additional information re: [REDACTED]; emails to and from S. Young.
05/18/16	CDS	3.00	Corresponding re: consent required contracts; reviewing additional affidavit re: contract assignments; preparing for and attending assignment and distribution motion; reviewing and corresponding re: lien claim matters; responding to lien claimant inquiries.
05/18/16	SYG	7.00	Reviewing and responding to emails re: construction lien claims; telephone conference with H. Murray re: same; telephone conference with M. Basso and J. DeAngelis re: same; preparing summary chart re: trust provisions in various provinces.
05/19/16	RJC	.70	Review Lien matters; CCAA matters.
05/19/16	JCC	1.40	Office conference with S. Young; review additional information and documents re: [REDACTED] email to S. Young; emails from S. Young; review additional information re: [REDACTED]; memorandum to S. Young re: [REDACTED]
05/19/16	CDS	.20	Corresponding re: cure costs and trust claim matters.
05/19/16	SYG	2.60	Reviewing and responding to emails re: construction lien claims; reviewing and revising summary chart re: same.



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Invoice #666470 -- page 3

Date	TKID	Hours	Description
05/20/16	RJC	.60	Review construction lien matters; discussion with Monitor.
05/20/16	JCC	.90	Receipt and review of correspondence from S. Young; letter to S. Young; receipt and review of correspondence from M. Basso; review list of Potential Trust Claimants; letter to S. Young and M. Basso.
05/20/16	CDS	.40	Corresponding re: trust claims; reviewing purchaser's affidavit re: cure costs.
05/20/16	SYG	2.30	Reviewing and responding to emails re: construction trust amounts and construction lien claims.
05/21/16	RJC	.30	Review materials and advance issues.
05/21/16	CDS	.30	Reviewing lien claims and corresponding re: same; corresponding re: creditor inquiry.
05/23/16	CDS	.40	Reviewing responding affidavits re: cure cost matters and corresponding re: same.
05/23/16	SYG	.20	Reviewing and responding to emails re: construction lien claims.
05/24/16	RJC	1.20	Advance CCAA matters; closing matters; review and discuss cure costs; transaction matters; discussion with the Monitor; Waterfall matters.
05/24/16	JCC	2.30	Receipt and review of correspondence from M. Basso; letter to M. Basso; telephone consultation with V. Calina (Stikemans); office conference with S. Young; review information and documents re: [REDACTED]; [REDACTED] review correspondence from [REDACTED]; [REDACTED] review Saskatchewan Builder's Lien Act re: expiry of liens.
05/24/16	CDS	.30	Reviewing and corresponding re: lien claim matters.
05/24/16	SYG	3.30	Reviewing and responding to emails re: construction lien claims; reviewing and revising summary chart re: same; telephone conference with H. Murray re: same; reviewing monitor's website and preparing email to M. Basso re: same.
05/25/16	RJC	1.30	Advance CCAA matters; discussion with Monitor; call with Stikemans; call with Purchaser.
05/25/16	JCC	1.60	Memos to S. Young re: [REDACTED]; [REDACTED]; preparation of updated Construction Claims Chart; emails to and from S. Young; review various provisions of BC Builder's Lien Act.

Date	TKID	Hours	Description
05/25/16	CDS	.40	Corresponding re: transaction and distribution matters; reviewing and corresponding re: lien claim matters.
05/25/16	SYG	2.40	Reviewing and responding to emails re: construction lien claims; reviewing and responding to emails re: motion re: cure costs; discussions with R. Chadwick re: same.
05/26/16	RJC	2.80	Review materials; advance transaction matters; discussion with Monitor; attend Court on cure costs; review matters on Waterfall; report to Monitor.
05/26/16	JCC	1.20	Receipt and review of correspondence to S. Young; emails to S. Young; receipt and review of additional information and documentation re: [REDACTED], receipt and review of additional documents re: various construction claimants.
05/26/16	CDS	.60	Corresponding re: lien claim matters; reviewing correspondence re: distribution matters; reviewing draft waterfall of transaction proceeds and providing comments re: same.
05/26/16	SYG	3.20	Reviewing and responding to emails re: construction lien claims and lease disclaimers.
05/27/16	RJC	1.60	Review key issues; call with Monitor; review Waterfall; call with Purchaser counsel; transaction matters.
05/27/16	JCC	.80	Receipt and review of correspondence to S. Young; receipt and review of additional information documents re: [REDACTED], receipt and review of additional information documents re: [REDACTED]
05/27/16	SYG	2.50	Reviewing and responding to emails re: construction lien claims; reviewing and providing comments on draft waterfall; reviewing distribution order and reports of the monitor re: construction trust reserve; discussion with R. Chadwick re: same.
05/29/16	RJC	.50	CCAA and closing matters.
05/29/16	CDS	.40	Reviewing transition services agreement and correspondence re: Quebec licensing matters.
05/30/16	RJC	1.10	CCAA Waterfall and closing matters; instructions from the Monitor; review and respond to various closing matters; call with Stikemans on issues of closing for Purchaser and response of Company.
05/30/16	JCC	1.60	Office conference between J. Cosentino and S. Young; review of additional

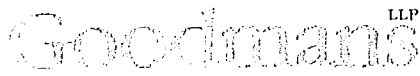


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Invoice #666470 -- page 5

Date	TKID	Hours	Description
			information re: [REDACTED] email to S. Young; update Construction Claims Chart.
05/30/16	CDS	8.90	Corresponding re: transaction matters; reviewing and providing comments on transaction documents; reviewing updated waterfall of transaction proceeds and preparing comments re: same; teleconferences and corresponding with FTI re: distribution matters; teleconferences with Stikemans re: transaction and distribution matters; teleconferences with Norton Rose and Stikemans re: Quebec license matters and transition services and corresponding re: same; responding to creditor inquiries; reviewing proposed amendments to approval and vesting order; reviewing and corresponding re: lien matters.
05/30/16	SYG	3.90	Reviewing and responding to emails re: construction lien claims; reviewing and revising summary chart re: same; reviewing and revising form of lease disclaimer; discussion with C. Descours re: same; drafting court documents.
05/31/16	RJC	1.30	Advance closing matters; call with Stikemans; discussion with Monitor; review and advance Purchaser cure matters; Waterfall and Quebec license matters.
05/31/16	JCC	.90	Memos to S. Young re: [REDACTED]
05/31/16	CDS	3.80	Corresponding re: transaction and lien claim matters; teleconferences with FTI; reviewing transaction documents and approval and vesting order amendments, providing comments and corresponding re: same; reviewing updated transaction proceeds waterfall and corresponding re: same; corresponding re: transition services agreement and related matters.
05/31/16	SYG	4.20	Reviewing and responding to emails re: construction lien claims; telephone conference with M. Basso re: same; drafting court documents; drafting third monitor's report.

OUR FEE				\$60,140.00
TKID	NAME	HOURS	RATE	TOTAL
JCC	Cosentino, Joe	15.90 hrs	\$805.00	\$12,799.50
KWC	Crofoot, Kenneth W.	0.30 hrs	\$900.00	\$270.00
RJC	Chadwick, Robert J.	13.70 hrs	\$985.00	\$13,494.50
CDS	Descours, Caroline	27.40 hrs	\$595.00	\$16,303.00



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Invoice #666470 -- page 6

TKID	NAME	HOURS	RATE	TOTAL
SYG	Young, Sydney	38.60 hrs	\$440.00	\$16,984.00
DA	Clerk, Litigation	3.40 hrs	\$85.00	\$289.00
				\$60,140.00

DISBURSEMENTS

Agent Fees	7,520.65
Parking/ Cab / Mileage	17.15
Copies	30.00
Meetings	17.15
Conference Calls	5.91

TOTAL DISBURSEMENTS \$7,590.86

TOTAL FEES ON THIS INVOICE \$60,140.00

HST ON FEES 7,818.20

NON TAXABLE DISBURSEMENTS 0.00

TAXABLE DISBURSEMENTS 7,590.86

TOTAL DISBURSEMENTS ON THIS INVOICE \$7,590.86

HST ON TAXABLE DISBURSEMENT 986.81

TOTAL THIS INVOICE (CANADIAN DOLLARS) \$76,535.87

Goodman's

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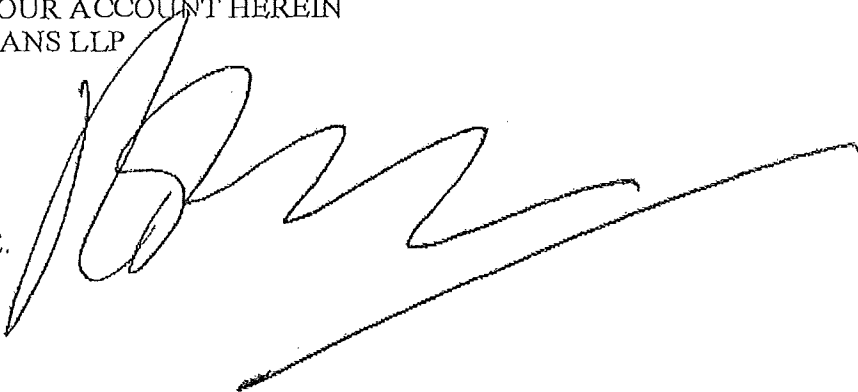
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Invoice #666470 -- page 7

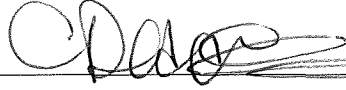
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GOODMANS LLP

E. & O. E.
RJC /



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THIS IS EXHIBIT "B"
TO THE AFFIDAVIT OF ROBERT J. CHADWICK
SWORN BEFORE ME ON THE 22ND DAY OF JUNE, 2016



A Commissioner of Oaths

EXHIBIT "B"

**Summary of Goodmans Invoices
Invoices dated May 6, 2016 to June 3, 2016**

Invoice #	Date	Fees	Expenses	HST	Total
665009B	May 6, 2016	\$53,756.50	\$1,590.51	\$7,195.11	\$62,542.12
665664	May 19, 2016	\$93,604.50	\$1,829.10	\$12,406.37	\$107,839.97
666470	June 3, 2016	\$60,140.00	\$7,590.86	\$8,805.01	\$76,535.87
TOTAL:		\$207,501.00	\$11,010.47	\$28,406.49	\$246,917.96

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
2123125 ONTARIO INC.

Court File No: CV-16-11358-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE

Proceeding commenced at Toronto

AFFIDAVIT OF ROBERT J. CHADWICK
(Sworn June 22, 2016)

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Lawyers for the Monitor

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THIRD REPORT OF THE MONITOR

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