

**EXTREME FITNESS, INC.**

**FOURTH REPORT  
OF FTI CONSULTING CANADA INC.,  
IN ITS CAPACITY AS MONITOR OF  
EXTREME FITNESS, INC.**

**July 4, 2013**

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 EXTREME FITNESS, INC.

FOURTH REPORT OF FTI CONSULTING CANADA INC.,  
in its capacity as Monitor of the Applicant

July 4, 2013

**INTRODUCTION**

1. By Order of this Court dated February 7, 2013 (the "**Initial Order**"), Extreme Fitness, Inc. (the "**Applicant**") obtained protection from its creditors under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**").
2. The Initial Order, among other things, granted a stay of proceedings until March 8, 2013, or such later date as this Court may order, and appointed FTI Consulting Canada Inc. ("**FTI**") as monitor (the "**Monitor**") of the Applicant in these proceedings (the "**CCAA Proceedings**"). The stay of proceedings was subsequently extended by Orders of this Court to July 12, 2013.
3. At the time the CCAA Proceedings were commenced, the Applicant operated 13 fitness facilities in the GTA and surrounding region with approximately 57,500 members.
4. The Applicant's stated principal objectives of the CCAA Proceedings were: (i) to ensure the ongoing operations of the Applicant; (ii) to ensure the Applicant has the necessary availability of working capital funds to maximize the ongoing business of the Applicant for the benefit of its stakeholders; and (iii) to complete a going concern sale and transfer of the Applicant's fitness facilities.

5. Further background information regarding the Applicant and the CCAA Proceedings is provided in the affidavit of Alan Hutchens sworn February 7, 2013, filed in support of the Applicant's application for the Initial Order (the "**Initial Affidavit**") and FTI's pre-filing report dated February 7, 2013, copies of which have been posted on the Monitor's website for the CCAA Proceedings at <http://cfcanada.fticonsulting.com/ExtremeFitness> (the "**Monitor's Website**").

#### **PURPOSE OF THIS REPORT**

6. The purpose of this Fourth Report is to provide this Court with information and/or the Monitor's recommendations in respect of the following:
  - a) the status of the CCAA Proceedings;
  - b) the Notices of Assessment received by the Applicant from Canada Revenue Agency ("**CRA**") dated April 10, 2013 (the "**Notices of Assessment**");
  - c) the distribution of proceeds (the "**Sale Proceeds**") from the sale transaction (the "**Sale Transaction**") between the Applicant and GoodLife Fitness Centres Inc. ("**GoodLife**") pursuant to the asset purchase agreement (the "**APA**") entered into by the Applicant and GoodLife and the distribution of other funds in the Applicant's and in the Monitor's possession to National Bank of Canada ("**National Bank**"), as agent (the "**National Bank Agent**"), on behalf of the lenders under the National Bank Credit Agreement (the "**National Bank Lenders**");
  - d) receipts and disbursements of the Applicant through June 28, 2013;
  - e) the termination of the CCAA Proceedings and the discharge of the Monitor; and
  - f) the Monitor's activities since its appointment and professional fees.

## TERMS OF REFERENCE

7. In preparing this report, FTI has relied upon unaudited financial information of the Applicant, the Applicant's books and records, certain financial information prepared by, and discussions with, the Applicant's management.
8. Capitalized terms not otherwise defined herein have the meaning given to them in the Initial Affidavit and the affidavit of Alan Hutchens sworn July 4, 2013 (the "**Hutchens Affidavit**"). This report should be read in conjunction with the Hutchens Affidavit as certain information contained in the Hutchens Affidavit has not been included herein in order to avoid unnecessary duplication. A copy of the Hutchens Affidavit is available on the Monitor's Website.
9. Unless otherwise stated, all monetary amounts contained in this report are expressed in Canadian dollars.

## STATUS OF THE CCAA PROCEEDINGS

10. On March 27, 2013, this Court made an Order, *inter alia*: (i) approving the Sale Transaction; and (ii) vesting in GoodLife all of the Applicant's right, title and interest in and to the Purchased Assets (as defined in the APA).
11. On March 27, 2013, this Court made an Order (the "**Ancillary Order**"), *inter alia*, authorizing the Monitor to: (i) make certain distributions from the Sale Proceeds to: (1) Golub Capital Incorporated, as agent, on behalf of the lenders party to the DIP Credit Agreement in respect of the amounts advanced to the Applicant under the DIP Credit Agreement plus interest and costs; (2) the Applicant in respect of its post-filing obligations, including liabilities intended to be protected by the Administration Charge and the D&O Charge, and any monetary defaults in respect of leases assigned to GoodLife; (3) Golub Capital Incorporated, as agent, on behalf of the lenders under the Priority Credit Agreement in respect of the amounts advanced to the Applicant under the Priority Credit Agreement plus interest and costs; and (4) the National Bank Agent, on behalf of the National Bank Lenders in partial satisfaction of the Applicant's outstanding

indebtedness to the NBC Lenders (the “**Interim Distributions**”); and (ii) make further distributions to the National Bank Agent, on behalf of the National Bank Lenders, from the Sale Proceeds and additional funds that come into the Monitor’s possession in respect of the assets or property of the Applicant.

12. The Sale Transaction closed at 11:59 p.m. on March 31, 2013 (the “**Closing Date**”) and the Effective Time of the Sale Transaction under the APA was 12:01 a.m. on April 1, 2013. Following the closing of the Sale Transaction, there are no material assets remaining, other than the proceeds from the Sale Transaction held by the Monitor and funds in the Applicant’s possession to be distributed to the Applicant’s creditors (as discussed below).
13. On May 9, 2013, this Court made an Order (the “**May 9 Order**”), *inter alia*: (i) extending the stay of proceedings to July 12, 2013; (ii) authorizing the Monitor to release from the reserve of \$430,000 being held by the Monitor pursuant to the Endorsement of the Honourable Mr. Justice Morawetz dated March 27, 2013 (the “**Danforth Lease Reserve**”) to 1079268 Ontario Inc. (the “**Danforth Landlord**”) the amount specified in the settlement agreement and release dated May 9, 2013 between the Applicant and the Danforth Landlord (the “**Settlement Amount**”); and (iii) authorizing the Monitor to release the remainder of the Danforth Lease Reserve in accordance with paragraphs 10 and 11 of the Ancillary Order.

#### **NOTICES OF ASSESSMENT**

14. As discussed in the Third Report of the Monitor dated May 1, 2013 (the “**Third Report**”), CRA has taken the position that certain group fitness instructors under contract with the Applicant prior to completion of the Sale Transaction were employees of the Applicant and not independent contractors. In connection therewith, CRA issued the Notices of Assessment to the Applicant on April 10, 2013 in respect of taxation years 2011, 2012 and 2013 in connection with source deductions under the *Income Tax Act* (Canada) in the aggregate amount of approximately \$374,000 that CRA posits should have been deducted in relation to these group fitness instructors (collectively, the “**CRA**

**Assessed Amount**”). Of the CRA Assessed Amount, approximately \$32,413 relates to the post-filing period.

15. On July 2, 2013, the Applicant filed an objection with respect to the Notices of Assessment. As of the date hereof, the amounts owing by the Applicant, if any, have yet to be determined.

## **DISTRIBUTIONS**

### **a) Sale Proceeds**

16. As discussed in the Third Report, following the closing of the Sale Transaction, the Monitor completed the Interim Distributions in accordance with the Ancillary Order.
17. Pursuant to the May 9 Order, the Monitor released the Settlement Amount to the Danforth Landlord and distributed the remainder of the Danforth Lease Reserve in accordance with the Ancillary Order.
18. As discussed in the Third Report, the APA required the Monitor to hold in escrow the Holdback (as defined in the APA) in respect of the Adjustment Amount (as defined in the APA) from the cash portion of the purchase price paid by GoodLife under the APA until the later of 90 days following the Closing Date and the date on which the Adjustment Amount, if any, was settled between the parties. Upon agreement by the Applicant and GoodLife that the Adjustment Amount was \$495,827 in GoodLife's favour, the Monitor, in accordance with the terms of the APA and with the consent of GoodLife, released the Adjustment Amount to GoodLife and the remainder of the Holdback (after a payment to Integrity Square LLC as described below) was released to the Monitor for the benefit of the Applicant.
19. In connection with the completion of the Sale Transaction and with the consent of the Applicant and National Bank, approximately \$20,083 from the Holdback was paid to Integrity Square LLC in respect of an advisory fee pursuant to its engagement agreement

with the Applicant in connection with financial advisory services provided to the Applicant relating to the marketing and sale of the Applicant's assets and business, which culminated in the Sale Transaction.

20. In connection with the Administration Charge and the D&O Charge granted pursuant to the Initial Order, reserves in the amounts of \$500,000 and \$2,880,000, respectively (collectively, the "**Administration and D&O Charge Reserves**") were initially withheld from the Sale Proceeds. In connection with the proposed termination of these CCAA Proceedings and the Charges (as defined and further discussed below), the Administration and D&O Charge Reserves will be distributed by the Monitor to the National Bank Agent, on behalf of the National Bank Lenders.
21. The Monitor has approximately \$5,779,000 remaining in its possession (including with respect to the Administration and D&O Charge Reserves), which amount, less any banking fees, will be distributed to the National Bank Agent on behalf of the National Bank Lenders, in accordance with the Ancillary Order.

**b) Additional Funds**

*i. RBC Holdback*

22. As discussed in the Initial Affidavit, the Applicant was required to maintain a minimum aggregate cash balance of \$500,000 (the "**RBC Holdback**") in its bank accounts with Royal Bank of Canada ("**RBC**") as security for RBC's services and the obligations of the Applicant under its agreement with RBC.
23. In connection with the closure of the Applicant's bank accounts with RBC on July 2, 2013, the Applicant reached an agreement with RBC for the staggered release of the RBC Holdback. In accordance with this agreement, as of the date hereof, \$450,000 of the RBC Holdback has been released by RBC to the Applicant, with the remaining \$50,000, less any deductions for pre-authorized payment returns and applicable services charges, scheduled to be released to the Applicant on or around July 8, 2013. These amounts will

be distributed by the Applicant to the National Bank Agent, on behalf of the National Bank Lenders in accordance with the requested Order.

*ii. Paymentech Deposit*

24. As discussed in the Initial Affidavit, the Applicant had also provided a cash deposit in an amount of \$900,000 (the "**Paymentech Deposit**") to Chase Paymentech Solutions, for itself and on behalf of The Bank of Nova Scotia and First Data Loan Company, Canada (collectively, "**Paymentech**") as security for Paymentech's services and the obligations of the Applicant under its agreement with Paymentech (the "**Paymentech Agreement**").
25. On June 24, 2013, the Applicant entered into an agreement with Paymentech for the staggered release of the Paymentech Deposit (the "**Paymentech Release Agreement**"), with the final portion of the Paymentech Deposit to be released on or before October 15, 2013, subject to Paymentech conducting a final risk review prior to October 15, 2013 and determining that there is no continuing risk on the Applicant's merchant account with Paymentech for amounts owing pursuant to the terms of the Paymentech Agreement.
26. To date, \$500,000 of the Paymentech Deposit has been released to the Applicant pursuant to the Paymentech Release Agreement, which amount will be distributed to the National Bank Agent, on behalf of the National Bank Lenders in accordance with the requested Order.
27. The Paymentech Release Agreement also provides that after expiry of the stay period in these CCAA Proceedings, the remainder of the Paymentech Deposit shall be paid directly to National Bank, subject to any set offs and deductions by Paymentech of amounts it is entitled to deduct in accordance with the Paymentech Release Agreement.
28. The Applicant currently has an aggregate amount of approximately \$800,000 in its possession (including the amounts of the RBC Holdback and Paymentech Deposit released to date), which amount, less a reserve of approximately \$40,197 (the "**CRA Reserve**") with respect to that portion of the Notices of Assessment relating to the post-



filing period, plus estimated penalties and interest if the Applicant's objection is not successful, to be held by Aird & Berlis LLP in trust pending the resolution, following termination of these CCAA Proceedings, of the Notices of Assessment (as further discussed above), and less any fees and costs, will be distributed to the National Bank Agent on behalf of the National Bank Lenders, in accordance with the requested Order.

**RECEIPTS AND DISBURSEMENTS TO JUNE 28, 2013**

29. The Affidavit of Alan Hutchens sworn May 1, 2013, in support of the Applicant's motion for the May 9 Order included a cash flow forecast for the Applicant for the eleven-week period ending July 12, 2013 (the "Current Cash Flow Forecast"). The table below presents the actual versus forecast results of the Applicant's Cash Flow Forecast for the nine-week period ending June 28, 2013.

	<b>For the Period April 27 to June 28, 2013</b>		
	<b>Forecast</b>	<b>Actual</b>	<b>Variance</b>
	<b>\$000's</b>	<b>\$000's</b>	<b>\$000's</b>
<b>Cash Flow from Operations</b>			
Receipts	900.5	944.1	43.6
<b>Total Receipts</b>	<b>900.5</b>	<b>944.1</b>	<b>43.6</b>
Payroll and related amounts	118.2	124.8	(6.6)
Facility costs	54.9	8.0	47.0
Operating costs	167.5	182.8	(15.3)
Professional fees	500.0	428.1	71.9
<b>Total Disbursements</b>	<b>840.6</b>	<b>743.7</b>	<b>96.9</b>
<b>Net Operating Cash Flow</b>	<b>59.9</b>	<b>200.3</b>	<b>140.4</b>
Beginning Cash Balance	700.5	700.5	-
Net Cash Flow	59.9	200.3	140.4
<b>Ending Cash Balance</b>	<b>760.4</b>	<b>900.8</b>	<b>140.4</b>

30. For the nine weeks ending June 28, 2013, the Applicant reported net operating cash inflows of approximately \$200.3 thousand, a positive variance of approximately \$140.4 thousand compared to the Current Cash Flow Forecast.

31. The positive variance in Net Operating Cash Flow was primarily the result of:
- a) lower-than-forecast disbursements for facility costs due to timing differences related to cure payments associated with the assignment of certain leases;
  - b) a positive variance in professional fees; and
  - c) a positive variance in net credit card collections.

#### **TERMINATION OF THE CCAA PROCEEDINGS**

32. The Monitor is of the view that upon the distribution of the remaining Sale Proceeds and any additional funds in the Applicant's and in the Monitor's possession, the Applicant's and the Monitor's duties and responsibilities under the Orders granted in these CCAA Proceedings will have been completed, but for any matters that may be incidental to the termination of these CCAA Proceedings and payment of the outstanding remaining fees of the Monitor, its counsel and the Applicant's counsel. Accordingly, the Monitor believes it is appropriate for the CCAA Proceedings to be terminated and for the DIP Charge, the Administration Charge and the D&O Charge (collectively, the "**Charges**") to be released, subject to the D&O Charge continuing solely as against the CRA Reserve pending the resolution, following termination of these CCAA Proceedings, of the Notices of Assessment.
33. Upon completion of all matters to be attended to in connection with the CCAA Proceedings to the satisfaction of the Monitor, the Monitor will file a certificate with this Court certifying that all matters to be attended to in connection with the CCAA Proceedings have been completed to the satisfaction of the Monitor.

#### **OVERVIEW OF THE MONITOR'S ACTIVITIES**

34. Since its appointment, the Monitor has been involved with numerous aspects of the CCAA Proceedings with a view to fulfilling its statutory and court-ordered duties and obligations, as well as assisting the Applicant and its stakeholders in addressing the

Applicant's restructuring issues. The Monitor's activities have included, but are not limited to, the following:

- a) publishing required notices and completing statutory filings;
- b) assisting with the negotiation and completion of the Sale Transaction;
- c) responding to enquiries of creditors and other interested parties;
- d) assisting with the review of contracts to be assigned or disclaimed;
- e) conducting a review of the security held by the Applicant's principal secured creditors;
- f) reviewing correspondence and participating in discussions with CRA;
- g) reviewing correspondence and motion materials and participating in discussions in connection with the assignment of the lease agreement between the Applicant and the Danforth Landlord and related settlement matters;
- h) corresponding and working with the Applicant's counsel and counsel to the Applicant's principal secured creditors and various other interested parties and their counsel;
- i) monitoring the Applicant's receipts and disbursements;
- j) attending at Court for the various motions in the CCAA Proceedings;
- k) preparing reports in connection with the motions in the CCAA Proceedings; and
- l) maintaining the Monitor's Website and posting all Court materials in these CCAA Proceedings thereon.

35. In addition to the approval of the Monitor's activities, the Applicant's proposed Order includes a release of the Monitor from any liability for any act or omission pertaining to the discharge of the Monitor's duties in the CCAA Proceedings or with respect to any

other duties or obligations of the Monitor under the CCAA or otherwise, other than any liability arising out of any gross negligence or wilful misconduct on the part of the Monitor.

#### **PROFESSIONAL FEES**

36. The Monitor and its counsel have maintained detailed records of their professional costs and time during the course of the CCAA Proceedings, as detailed in the affidavit of Paul Bishop sworn July 4, 2013, a copy of which is attached hereto as Appendix "A", and the Affidavit of Melaney J. Wagner sworn July 4, 2013, a copy of which is attached hereto as Appendix "B" (together, the "**Fee Affidavits**"). The Monitor and its counsel have also provided in their respective Fee Affidavits estimates of the fees and disbursements of the Monitor and its legal counsel in connection with the completion by the Monitor of its remaining duties and the administration of these CCAA Proceedings.

#### **RECOMMENDATIONS AND CONCLUSIONS**

37. The Monitor believes it is appropriate for the CCAA Proceedings to be terminated, including the release of the Charges, subject to the D&O Charge continuing solely as against the CRA Reserve pending the resolution, following termination of these CCAA Proceedings, of the Notices of Assessment.
38. The Monitor respectfully requests that the Court approve this Fourth Report and the activities described herein, as well as the fees and disbursements of the Monitor and its counsel as outlined in the Fee Affidavits.

All of which is respectfully submitted this 4<sup>th</sup> day of July, 2013.

FTI Consulting Canada Inc.,  
in its capacity as the Monitor of Extreme Fitness, Inc.

Per

A handwritten signature in black ink, appearing to read "Steven Bissell". The signature is written in a cursive style with a long, sweeping underline.

Steven Bissell  
Managing Director

## **Appendix A**

**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 EXTREME FITNESS, INC.**

**AFFIDAVIT OF PAUL BISHOP  
(Sworn July 4, 2013)**

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 Extreme Fitness, Inc. (the “**Applicant**”) 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 collectively as Exhibit “A” are copies of the accounts rendered by FTI to the Applicant for the period from February 7, 2013 to June 30, 2013, in the total amount of \$175,159.39, including Harmonized Sales Tax (“**HST**”), in connection with the CCAA Proceedings, redacted for confidential information. The estimated fees and disbursements for FTI from June 30, 2013 to the completion of the CCAA Proceedings are approximately \$10,000.

4. Attached hereto as Exhibit “B” is a schedule summarizing each invoice in Exhibit “A”, including the fees, expenses, HST and total fees charged in each invoice.

5. Attached hereto as Exhibit “C” is a schedule summarizing the billing rates and total amounts billed with respect to each member of FTI that rendered services in the CCAA Proceedings.

6. To the best of my knowledge, the rates charged by FTI throughout the course of the CCAA Proceedings are comparable to the rates charged by other firms in the Toronto market for the provision of similar restructuring services.

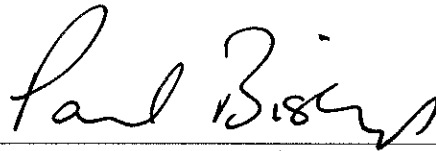
7. The hours spent on this matter involved monitoring the Applicant and dealing with a number of CCAA issues (as more particularly described in the Monitor's reports in these CCAA Proceedings) and I believe that the total hours incurred by FTI were reasonable and appropriate in the circumstances.

8. FTI requests that the Court approve its accounts for services rendered and recorded from February 7, 2013 to June 30, 2013 for fees in the amount of \$151,484.50, disbursements in the amount of \$3,523.79 and HST in the amount of \$20,151.10, and its estimated fees and disbursements to the completion of the CCAA Proceedings in the amount of \$10,000.

SWORN before me at the City of Toronto,  
Ontario, this 4<sup>th</sup> day of July, 2013.



A Commissioner for Oaths in and for the  
Province of Ontario



Paul Bishop



This is Exhibit "A" referred to in the  
affidavit of Paul Bishop  
sworn before me, this 4<sup>th</sup>  
day of July, 2013.



\_\_\_\_\_  
A Commissioner for Taking Affidavits



FTI  
CONSULTING

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

February 15, 2013

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

Re: FTI Job No. 431696.0001  
Invoice # 29000511

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through February 10, 2013.

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

Sincerely yours,

Steven Bissell  
Managing Director

Enclosures



**FTI**  
CONSULTING

**Invoice Remittance**

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

February 15, 2013  
FTI Invoice No. 29000511  
FTI Job No. 431696.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through February 10, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$28,887.00
Expenses.....	\$0.00
Total Fees and Expenses.....	\$28,887.00
HST Registration No. 835718024RT0001 .....	\$3,755.31
Total Amount Due this Period.....	\$32,642.31
<b>Total Amount Due.....</b>	<b><u>\$32,642.31</u></b>

***Please Wire Transfer To:***

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



*Invoice Summary*

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

February 15, 2013  
FTI Invoice No. 29000511  
FTI Job No. 431696.0001  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through February 10, 2013

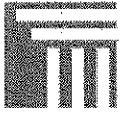
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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	4.2	\$3,486.00
Steven Bissell	Managing Director	\$710.00	17.7	\$12,567.00
Peter Taylor	Senior Consultant	\$460.00	27.9	\$12,834.00
<b>Total Hours and Fees</b>			<b>49.8</b>	<b>\$28,887.00</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$3,755.31</b>
<b>Invoice Total for Current Period</b>				<b>\$32,642.31</b>

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**Extreme Fitness**  
**419584.0004 - February 10, 2013**  
**Invoice # 29000511**

Date	TK#	Name	Hours	Amount	Narrative
02/05/13	14800	Paul Bishop	0.90	\$ 747.00	Filing preparation
02/06/13	14800	Paul Bishop	0.90	\$ 747.00	Filing prep
02/07/13	14800	Paul Bishop	1.10	\$ 913.00	Filing prep
02/08/13	14800	Paul Bishop	1.30	\$ 1,079.00	Update status with lenders other calls
02/04/13	14856	Steven Bissell	2.70	\$ 1,917.00	Review of revised motion materials and comments on same, including draft Initial Order, Affidavit and pre-filing Monitor's report.
02/05/13	14856	Steven Bissell	5.00	\$ 3,550.00	Review and comments on various draft motion materials including initial order, affidavit, press release and pre-filing monitor's report. Review of forbearance agreements and CCAA cash flow forecast. Call with senior lenders re: cash flow forecast and DIP
02/06/13	14856	Steven Bissell	4.00	\$ 2,840.00	Filing preparation including review and comments on various motion materials. Calls with Monitor's legal counsel. Review of final CCAA cash flow forecast and email correspondence with Senior Lenders and financial advisor to debtor re: same.
02/07/13	14856	Steven Bissell	4.00	\$ 2,840.00	Final edits to Monitor's pre-filing report. Email correspondence with Monitor's legal counsel and A&M re: same. Preparation for and participation on hearing conference call. On-site visit to Extreme headquarters. Meeting with G. Karpel re: post-filing pla
02/08/13	14856	Steven Bissell	2.00	\$ 1,420.00	Hearing call and post-filing coordination and planning.
02/01/13	15120	Brogan Taylor	4.20	\$ 1,932.00	On site at Extreme's head office: Meetings with management to review CCAA preparation materials and filing cash flow forecasts, review support to cash flow revenue forecast, calls with National Bank representatives and internal discussions in respect finan
02/04/13	15120	Brogan Taylor	2.30	\$ 1,058.00	CCAA prep work including reviewing documents, setting up the Monitor's hotline, website and email inbox, making changes and edits to filing and communication materials, calls with National Bank and Company management
02/05/13	15120	Brogan Taylor	7.00	\$ 3,220.00	CCAA prep work, reviewing filing cash flow forecasts, drafting of newspaper advertisement, reviewing draft filing materials and communication materials, calls with management and lender, final prep work for Monitor's website and hotline, testing of Monito
02/06/13	15120	Brogan Taylor	7.60	\$ 3,496.00	Final prep for CCAA filing - review drafts of all filing materials and calls with management and lenders to finalize details, complete setup of Monitor's website, hotline and email inbox with IT, finalize draft language and script for website and hotline
02/07/13	15120	Brogan Taylor	3.20	\$ 1,472.00	On site at Extreme's head office: Initial tele-hearing with Justice Campbell, go live with all requirements per the Initial Order, conference calls with legal counsel and discussions with management in respect of how best to move forward
02/08/13	15120	Brogan Taylor	3.60	\$ 1,656.00	Attend second tele-hearing with Justice Campbell, organize newspaper advertisement, check Monitor's hotline and inbox, correspondence with internal team and company's management in respect of various items, ensure all documents are posted to the Monitor's
<b>TOTAL</b>			<b>49.80</b>	<b>\$ 28,887.00</b>	



FTI  
CONSULTING

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

February 24, 2013

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

Re: FTI Job No. 431696.0001  
Invoice # 29000520

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through February 17, 2013.

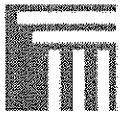
Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in cursive script, appearing to read 'Steven Bissell'.

Steven Bissell  
Managing Director

Enclosures



FTI  
CONSULTING

**Invoice Remittance**

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

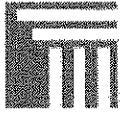
February 24, 2013  
FTI Invoice No. 29000520  
FTI Job No. 431696.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through February 17, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$11,413.50
Expenses.....	\$56.20
Total Fees and Expenses.....	\$11,469.70
HST Registration No. 835718024RT0001 .....	\$1,491.06
Total Amount Due this Period.....	\$12,960.76
Previous Balance Due.....	\$32,642.31
<b>Total Amount Due.....</b>	<b><u>\$45,603.07</u></b>

***Please Wire Transfer To:***

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



**FTI**  
CONSULTING

## Invoice Summary

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

February 24, 2013  
FTI Invoice No. 29000520  
FTI Job No. 431696.0001  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through February 17, 2013

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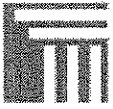
<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	2.4	\$1,992.00
Steven Bissell	Managing Director	\$710.00	5.9	\$4,189.00
Peter Taylor	Senior Consultant	\$460.00	11.2	\$5,152.00
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>20.2</b>	<b>\$11,413.50</b>
Mileage				\$56.20
<b>Total Expenses</b>				<b>\$56.20</b>
HST Registration No. 835718024RT0001				\$1,491.06
<b>Invoice Total for Current Period</b>				<b>\$12,960.76</b>

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**Extreme Fitness**  
**419584.0004 - February 17, 2013**  
**Invoice # 29000520**

Date	TK#	Name	Hours	Amount	Narrative
02/13/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending February 10, 2013.
02/15/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending February 10, 2013.
02/11/13	14800	Paul Bishop	1.20	\$ 996.00	Status update, call with lender, review of correspondence
02/13/13	14800	Paul Bishop	0.80	\$ 664.00	Status review
02/14/13	14800	Paul Bishop	0.40	\$ 332.00	Update
02/11/13	14856	Steven Bissell	1.00	\$ 710.00	Post-filing matters including discussions with interim CFO and Controller re: disbursements, employee issues, and statutory reporting.
02/12/13	14856	Steven Bissell	2.20	\$ 1,562.00	Calls with A&M and National Bank re: potential KERPs. Review and edits to CCAA notices and follow-up re: reporting of same pursuant to CCAA.
02/13/13	14856	Steven Bissell	0.50	\$ 355.00	Calls with Monitor's legal counsel, A&M re: KERP. Call with vendor re: post-filing services and payment of same.
02/14/13	14856	Steven Bissell	2.20	\$ 1,562.00	Calls with A&M re: status of KERP and follow-up with Monitor's legal counsel. Call with Extreme HR staff re: employee-related issues in CCAA. Calls with interested party re: sale of Extreme assets. Call with Ministry of Labour re: status of employee-relat
02/11/13	15120	Brogan Taylor	4.40	\$ 2,024.00	Coordinate mailing of notices, printing of newspaper ad, and submission of OSB forms. Correspondence with interim management team and NBC team in respect of pre-filing and post-filing cheques, arrange to have materials posted to the Monitor's website, and
02/12/13	15120	Brogan Taylor	3.20	\$ 1,472.00	Review disbursement requests, coordinate mailing of notices, finalize listing of creditors with addresses and arrange to have it posted to the Monitor's website, responde to enquiries received via the Monitor's hotline and email inbox.
02/13/13	15120	Brogan Taylor	0.50	\$ 230.00	Review disbursement requests and correspondence with interim management
02/14/13	15120	Brogan Taylor	2.60	\$ 1,196.00	On site at Extreme Fitness head office:Review disbursement requests, meetings and discussions with interim management in respect of critical supplier payments and various other types of disbursements as well as the developments in respect of the KERP disc
02/15/13	15120	Brogan Taylor	0.50	\$ 230.00	Review disbursement requests and correspondence with interim management.
<b>TOTAL</b>			<b>20.20</b>	<b>\$ 11,413.50</b>	



FTI  
CONSULTING

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

February 28, 2013

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

Re: FTI Job No. 431696.0001  
Invoice # 29000525

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through February 28, 2013.

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

Sincerely yours,

Steven Bissell  
Managing Director

Enclosures



**FTI**  
CONSULTING

**Invoice Remittance**

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

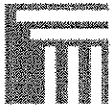
February 28, 2013  
FTI Invoice No. 29000525  
FTI Job No. 431696.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through February 28, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$23,187.50
Expenses.....	\$0.00
Total Fees and Expenses.....	\$23,187.50
HST Registration No. 835718024RT0001 .....	\$3,014.38
Total Amount Due this Period.....	\$26,201.88
Previous Balance Due.....	\$45,603.07
<b>Total Amount Due.....</b>	<b><u>\$71,804.95</u></b>

***Please Wire Transfer To:***

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



FTI  
CONSULTING

## Invoice Summary

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

February 28, 2013  
FTI Invoice No. 29000525  
FTI Job No. 431696.0001  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through February 28, 2013

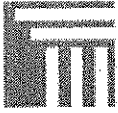
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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	2.4	\$1,992.00
Steven Bissell	Managing Director	\$710.00	19.6	\$13,916.00
Peter Taylor	Senior Consultant	\$460.00	15.2	\$6,992.00
Erin Litwin	Senior Consultant	\$460.00	0.3	\$138.00
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
Linda Kelly	Administrative Receptionist	\$115.00	0.6	\$69.00
<b>Total Hours and Fees</b>			<b>38.8</b>	<b>\$23,187.50</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$3,014.38</b>
<b>Invoice Total for Current Period</b>				<b>\$26,201.88</b>

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**Extreme Fitness**  
**431696.0001 - February 28, 2013**  
**Invoice # 29000525**

Date	TK#	Name	Hours	Amount	Narrative
02/20/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending February 17, 2013.
02/24/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending February 17, 2013.
02/26/13	14800	Paul Bishop	0.90	\$ 747.00	Status update
02/21/13	14800	Paul Bishop	0.70	\$ 581.00	Status update
02/19/13	14800	Paul Bishop	0.80	\$ 664.00	Status update
02/22/13	14856	Steven Bissell	0.30	\$ 213.00	Call with Goodmans re: interested party LOI.
02/21/13	14856	Steven Bissell	1.00	\$ 710.00	Monitor's bank account set-up. Discussions with P. Bishop re: status of engagement. Call with legal counsel to interested party. Review of LOI from interested party.
02/20/13	14856	Steven Bissell	4.70	\$ 3,337.00	Review and comments on draft Asset Purchase Agreement. Call with A&M re: status of due diligence. Call with Monitor's legal counsel re: draft APA.
02/19/13	14856	Steven Bissell	3.00	\$ 2,130.00	Call with S. Graff and M. Wagner re: Extreme sales process. Review of actual vs. budget results for week ending February 15th. Review and comments on KERP motion materials and draft KERP agreement. Call with legal counsel for interested party re: sales pr
02/28/13	14856	Steven Bissell	0.80	\$ 568.00	Call with A&M re: status of due diligence and sales process. Call with Extreme HR manager re: employee-related issues. Call with M. Wagner re: employee-related issues.
02/27/13	14856	Steven Bissell	0.50	\$ 355.00	Review of employee issues and claims and follow up with Extreme staff re: same.
02/26/13	14856	Steven Bissell	4.50	\$ 3,195.00	Review and comments on Monitor's First Report. Review of KERP letter. Email correspondence with A&M re: KERP and lease notice. Call with CRA re: information requests. Review of preliminary lease notice. Review of HRT0 notice and call with L. Bradely re: s
02/25/13	14856	Steven Bissell	4.80	\$ 3,408.00	Preparation of Monitor's First report including calls with Monitor's legal counsel and legal counsel to NBC. Review of actual vs forecast results for weekly cash flows and discussions with B. Taylor re: summary of same for Monitor's report. Review of draf
02/27/13	18441	Linda Kelly	0.40	\$ 46.00	Uploading documents to the website.
02/26/13	18441	Linda Kelly	0.20	\$ 23.00	Uploading documents to the Extreme Fitness website.
02/25/13	18126	Eirin Litwin	0.30	\$ 138.00	General file administration.
02/19/13	15120	Brogan Taylor	1.20	\$ 552.00	Review disbursements, review draft KERP agreement and, review cash flow variance reporting and reconcile to disbursement records, arrange posting of court documents to Monitor's website, respond to email and hotline enquiries
02/20/13	15120	Brogan Taylor	2.30	\$ 1,058.00	Review draft APA agreement and meeting to consolidate comments with legal counsel, review disbursements
02/21/13	15120	Brogan Taylor	1.60	\$ 736.00	Review distribution listing, prep and arrange the posting of court materials and revised service lists to the Monitor's website, respond to enquiries received via email and the Monitor's hotline, review draft affidavit in respect of KERP motion
02/22/13	15120	Brogan Taylor	0.80	\$ 368.00	Review unsolicited LOI received [REDACTED] review disbursement listing and backup materials related to pro-rated payments,
02/25/13	15120	Brogan Taylor	3.20	\$ 1,472.00	Review disbursements, create cash flow variance reporting schedule for Monitor's report and populate with most recent data available, review draft motion materials in respect of KERP and stay extension, review and provide comment on the draft Monitor's re
02/26/13	15120	Brogan Taylor	4.30	\$ 1,978.00	Review, comment and finalize information for the First Monitor's Report, update website with court filing documents, correspondence with Interim Management, review disbursements, reconcile disbursements reviewed to date with cash flow variance report, pos
02/27/13	15120	Brogan Taylor	1.00	\$ 460.00	Revise table data in draft Monitor's report, arrange posting of materials to the Monitor's website, review disbursements,
02/28/13	15120	Brogan Taylor	0.80	\$ 368.00	Review disbursements, arrange to have materials posted to the Monitor's website, update cumulative disbursement tracking workbook
<b>TOTAL</b>			<b>38.80</b>	<b>\$ 23,187.50</b>	



FTI  
CONSULTING

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

March 21, 2013

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

Re: FTI Job No. 431696.0001  
Invoice # 29000543

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through March 17, 2013.

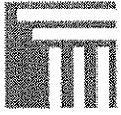
Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'Steven Bissell'.

Steven Bissell  
Managing Director

Enclosures



**FTI**  
CONSULTING

**Invoice Remittance**

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thorihill, ON L3T 2C7  
Canada

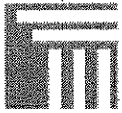
March 21, 2013  
FTI Invoice No. 29000543  
FTI Job No. 431696.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through March 17, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$14,561.50
Expenses.....	<u>\$3,381.08</u>
Total Fees and Expenses.....	\$17,942.58
HST Registration No. 835718024RT0001 .....	<u>\$2,332.54</u>
Total Amount Due this Period.....	\$20,275.12
Previous Balance Due.....	<u>\$26,201.88</u>
<b>Total Amount Due.....</b>	<b><u>\$46,477.00</u></b>

***Please Wire Transfer To:***

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



FTI  
CONSULTING

## Invoice Summary

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

March 21, 2013  
FTI Invoice No. 29000543  
FTI Job No. 431696.0001  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through March 17, 2013

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	1.1	\$913.00
Steven Bissell	Managing Director	\$710.00	6.8	\$4,828.00
Peter Taylor	Senior Consultant	\$460.00	18.7	\$8,602.00
Ana Arevalo	Administrative Professional	\$115.00	1.1	\$126.50
Linda Kelly	Administrative Receptionist	\$115.00	0.8	\$92.00
<b>Total Hours and Fees</b>			<b>28.5</b>	<b>\$14,561.50</b>
Mileage				\$63.60
Other/Miscellaneous				\$3,251.65
Transportation				\$65.83
<b>Total Expenses</b>				<b>\$3,381.08</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,332.54</b>
<b>Invoice Total for Current Period</b>				<b>\$20,275.12</b>

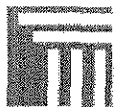


**Extreme Fitness**

**431696.0001 - March 17, 2013**

**Invoice # 29000543**

Date	TK#	Name	Hours	Amount	Narrative
03/01/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending February 28, 2013.
03/04/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending February 28, 2013.
03/12/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending March 10, 2013.
03/08/13	14800	Paul Bishop	1.10	\$ 913.00	Update status Invoice of fees and reconciliation of actual vs. budget professional fees.
03/05/13	14856	Steven Bissell	1.80	\$ 1,278.00	Conference call with A&M re: due diligence and LOI. Review of letter from creditor and email correspondence with National Bank.
03/07/13	14856	Steven Bissell	3.00	\$ 2,130.00	Preparation for, and attendance in court re: Stay Extension and KERP hearing. Review and comments on draft APA.
03/08/13	14856	Steven Bissell	0.50	\$ 355.00	Call with Monitor's legal counsel to review draft APA and consolidate comments.
03/15/13	14856	Steven Bissell	1.50	\$ 1,065.00	Review of updated realization analysis. Preparation for and call with A&M re: status of APA and due diligence. Follow up with B. Taylor re: same.
03/11/13	18441	Linda Kelly	0.20	\$ 23.00	Website Updating
03/07/13	18441	Linda Kelly	0.30	\$ 34.50	Uploading documents to website.
03/06/13	18441	Linda Kelly	0.10	\$ 11.50	Uploading documents to the website
03/04/13	18441	Linda Kelly	0.20	\$ 23.00	Uploading documents to website
03/11/13	15120	Brogan Taylor	2.20	\$ 1,012.00	Review disbursement requests, correspondence with interim management in respect of the draft APA and on-going discussions with GoodLife on the working capital adjustments, coordinate website updates.
03/12/13	15120	Brogan Taylor	3.00	\$ 1,380.00	Review updated draft working capital adjustment and proceeds analysis, correspondence with interim management, review disbursements, review draft APA and discuss changes internally, review cash flow variance reporting and reconcile balances.
03/13/13	15120	Brogan Taylor	0.70	\$ 322.00	Review disbursement requests, correspondence with Interim Management in respect of updates on working capital discussions with GoodLife.
03/14/13	15120	Brogan Taylor	2.00	\$ 920.00	Update calls with interim management and legal counsel with respect of on-going APA refinements and working capital adjustment negotiations. Review disbursement requests, correspondence with legal counsel in respect of APA and working capital adjustments.
03/15/13	15120	Brogan Taylor	2.00	\$ 920.00	Correspondence with National Bank representatives in respect of draft recovery analysis prepared by interim management team, calls with interim management in respect of on-going discussions and negotiations with the APA and working capital adjustments, co
03/01/13	15120	Brogan Taylor	0.50	\$ 230.00	Review disbursement requests and correspondence with interim management.
03/04/13	15120	Brogan Taylor	1.20	\$ 552.00	Update service list posted to Monitor's website, correspondence with interim management, review disbursements.
03/05/13	15120	Brogan Taylor	4.50	\$ 2,070.00	On site at Extreme's head office: Correspondence in respect of professional fee payments not yet cleared, update recovery analysis, update meeting with interim management, review auto debit transactions in respect to payroll, benefits and taxes, review dis
03/06/13	15120	Brogan Taylor	0.60	\$ 276.00	Correspondence with interim management, review disbursements, coordinate posting of updated service list to Monitor's website
03/08/13	15120	Brogan Taylor	2.00	\$ 920.00	Review draft APA, attend conference call with legal to discuss comments on draft APA, correspondence with interim management, review disbursements
<b>TOTAL</b>			<b>28.50</b>	<b>\$ 14,561.50</b>	



FTI  
CONSULTING

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

March 27, 2013

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

Re: FTI Job No. 431696.0001  
Invoice # 29000548

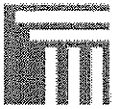
Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through March 24, 2013.

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

Sincerely yours,

Steven Bissell  
Managing Director

Enclosures



FTI  
CONSULTING

**Invoice Remittance**

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

March 27, 2013  
FTI Invoice No. 29000548  
FTI Job No. 431696.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through March 24, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$21,486.00
Expenses.....	\$0.00
Total Fees and Expenses.....	\$21,486.00
HST Registration No. 835718024RT0001 .....	\$2,793.18
Total Amount Due this Period.....	\$24,279.18
Previous Balance Due.....	\$20,275.12
<b>Total Amount Due.....</b>	<b><u>\$44,554.30</u></b>

***Please Wire Transfer To:***

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



## Invoice Summary

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

March 27, 2013  
FTI Invoice No. 29000548  
FTI Job No. 431696.0001  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through March 24, 2013

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	2.0	\$1,660.00
Steven Bissell	Managing Director	\$710.00	13.8	\$9,798.00
Peter Taylor	Senior Consultant	\$460.00	21.6	\$9,936.00
Ana Arevalo	Administrative Professional	\$115.00	0.8	\$92.00
<b>Total Hours and Fees</b>			<b>38.2</b>	<b>\$21,486.00</b>

**HST Registration No. 835718024RT0001** **\$2,793.18**

**Invoice Total for Current Period** **\$24,279.18**

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**Extreme Fitness**  
**431696.0001 - March 24, 2013**  
**Invoice # 29000548**

Date	TK#	Name	Hours	Amount	Narrative
03/22/13	15273	Ana Arevalo	0.40	\$ 46.00	Updating website.
03/19/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending March 17, 2013.
03/20/13	14800	Paul Bishop	1.10	\$ 913.00	Review of APA and calls re changes thereto
03/19/13	14800	Paul Bishop	0.90	\$ 747.00	Review of APA
03/22/13	14856	Steven Bissell	3.80	\$ 2,698.00	Review and edits to Second Report of the Monitor and follow-up calls/discussions with Monitor's legal counsel re: same. Review of lease-related documents re: potential assignment of leases. Meeting with representative of GoodLife re: ability of assignee t
03/21/13	14856	Steven Bissell	5.00	\$ 3,550.00	Review and comments on Monitor's Second Report. Set up of Monitor's bank account re: Sale Proceeds. Additional review of Stay Extension cash flow forecast. Review of revised motion materials and discussions with Monitor's legal counsel re: same. Call with
03/20/13	14856	Steven Bissell	4.00	\$ 2,840.00	Review of executed APA and post-closing cash flow forecast. Review and comments on draft motion materials. Call with A&MM review assumptions underlying Stay Extension cash flow forecast.
03/19/13	14856	Steven Bissell	1.00	\$ 710.00	Conference call with Monitor's legal counsel re: status of APA. Follow-up review of draft motion materials.
03/20/13	15120	Brogan Taylor	3.50	\$ 1,610.00	Review and consolidate comments in respect to draft motion material, review and hold conference call with respect to the extended cash flow forecast, review and consolidate comments in respect to the draft 2nd report of the monitor
03/21/13	15120	Brogan Taylor	2.30	\$ 1,058.00	Review disbursement requests, review draft report and consolidate comments, conference calls to discuss draft materials and update on status of pending motion filing, review draft orders and correspondence with legal team.
03/22/13	15120	Brogan Taylor	5.00	\$ 2,300.00	Review draft materials and consolidate comments, correspondence with legal counsel, various conference calls to discuss motion materials, draft orders, and the monitor's report, correspondence with interim management in respect of confirming lease cure am
03/19/13	15120	Brogan Taylor	7.30	\$ 3,358.00	Various calls, meetings and correspondence with respect to finalizing the APA and discuss and coordination of the filing of motion materials, timing of closing and completing the security review process. Review the initial draft cash flow forecast extensi
03/18/13	15120	Brogan Taylor	3.50	\$ 1,610.00	Calls and correspondence with interim management and legal counsel in respect of finalizing the APA, review draft materials in respect of the APA and initial draft motion materials.
<b>TOTAL</b>			<b>38.20</b>	<b>\$ 21,486.00</b>	



FTI  
CONSULTING

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

March 31, 2013

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

Re: FTI Job No. 431696.0001  
Invoice # 29000559

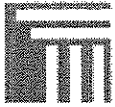
Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through March 31, 2013.

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

Sincerely yours,

Steven Bissell  
Managing Director

Enclosures



FTI  
CONSULTING

**Invoice Remittance**

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

March 31, 2013  
FTI Invoice No. 29000559  
FTI Job No. 431696.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through March 31, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$12,400.50
Expenses.....	\$0.00
Total Fees and Expenses.....	\$12,400.50
HST Registration No. 835718024RT0001 .....	\$1,612.07
Total Amount Due this Period.....	\$14,012.57
Previous Balance Due.....	\$44,554.30
<b>Total Amount Due.....</b>	<b><u>\$58,566.87</u></b>

***Please Wire Transfer To:***

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



*Invoice Summary*

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

March 31, 2013  
FTI Invoice No. 29000559  
FTI Job No. 431696.0001  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through March 31, 2013

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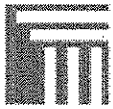
<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	0.9	\$747.00
Steven Bissell	Managing Director	\$710.00	9.4	\$6,674.00
Peter Taylor	Senior Consultant	\$460.00	10.4	\$4,784.00
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
Linda Kelly	Administrative Receptionist	\$115.00	1.0	\$115.00
<b>Total Hours and Fees</b>			<b>22.4</b>	<b>\$12,400.50</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,612.07</b>
<b>Invoice Total for Current Period</b>				<b>\$14,012.57</b>

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**Extreme Fitness**  
**431696.0001 - March 31, 2013**  
**Invoice # 29000559**

Date	TK#	Name	Hours	Amount	Narrative
03/26/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending March 24, 2013.
03/27/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending March 24, 2013.
03/26/13	14800	Paul Bishop	0.90	\$ 747.00	Update and calls re distribution
03/31/13	14856	Steven Bissell	0.20	\$ 142.00	Closing Agenda follow-up call.
03/25/13	14856	Steven Bissell	0.90	\$ 639.00	Review and comments on Supplemental Report to Monitor's Second Report. Call with Monitor's legal counsel re: same.
03/26/13	14856	Steven Bissell	2.80	\$ 1,988.00	Review of correspondence with CRA. Call with Monitor's legal counsel and email correspondence re: same. Review of lease assignment and assumption status and related cure amounts. Call with Monitor's counsel re: timing of distributions and expiry of appeal
03/27/13	14856	Steven Bissell	4.50	\$ 3,195.00	Preparation for, and attendance in Court re: assignment and vesting order and distribution order.
03/28/13	14856	Steven Bissell	1.00	\$ 710.00	Call with various legal and financial advisors re: closing mechanics. Follow-up and correspondence re: receipt of proceeds.
03/25/13	18441	Linda Kelly	0.20	\$ 23.00	Uploading documents to website
03/26/13	18441	Linda Kelly	0.20	\$ 23.00	Uploading documents to website.
03/27/13	18441	Linda Kelly	0.60	\$ 69.00	Uploading documents to the website.
03/25/13	15120	Brogan Taylor	1.20	\$ 552.00	Review draft supplemental report of the Monitor, draft website update language, review disbursements.
03/26/13	15120	Brogan Taylor	5.00	\$ 2,300.00	Review correspondence from legal counsel and high level review of security review documents, coordinate posting of Monitor's supplemental report to website, review draft distribution analysis to NBC, review professional fees provided by Golub, review regu
03/27/13	15120	Brogan Taylor	1.00	\$ 460.00	Attend court hearing re: Approval and Vesting Order and Ancillary Order, coordinate updates to website.
03/28/13	15120	Brogan Taylor	3.00	\$ 1,380.00	Closing mechanics calls with legal counsel and all other professionals involved, correspondence with Scotia Bank re: receipt of proceeds, numerous correspondences in respect of closing logistics.
03/31/13	15120	Brogan Taylor	0.20	\$ 92.00	Closing Mechanics Call
<b>TOTAL</b>			<b>22.40</b>	<b>\$ 12,400.50</b>	



FTI  
CONSULTING

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

April 16, 2013

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

Re: FTI Job No. 431696.0001  
Invoice # 29000571

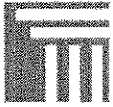
Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through April 7, 2013.

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

Sincerely yours,

Steven Bissell  
Managing Director

Enclosures



FTI  
CONSULTING

**Invoice Remittance**

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

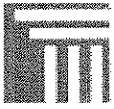
April 16, 2013  
FTI Invoice No. 29000571  
FTI Job No. 431696.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through April 7, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$8,767.00
Expenses.....	<u>\$86.51</u>
Total Fees and Expenses.....	\$8,853.51
HST Registration No. 835718024RT0001 .....	<u>\$1,150.96</u>
Total Amount Due this Period.....	\$10,004.47
Previous Balance Due.....	<u>\$14,012.57</u>
<b>Total Amount Due.....</b>	<b><u><u>\$24,017.04</u></u></b>

***Please Wire Transfer To:***

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



FTI  
CONSULTING

## Invoice Summary

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

April 16, 2013  
FTI Invoice No. 29000571  
FTI Job No. 431696.0001  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through April 7, 2013

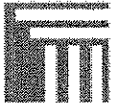
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Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	1.3	\$1,079.00
Steven Bissell	Managing Director	\$710.00	8.3	\$5,893.00
Peter Taylor	Director	\$525.00	3.2	\$1,680.00
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
Linda Kelly	Administrative Receptionist	\$115.00	0.3	\$34.50
<b>Total Hours and Fees</b>			<b>13.8</b>	<b>\$8,767.00</b>
Mileage				\$32.40
Transportation				\$54.11
<b>Total Expenses</b>				<b>\$86.51</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,150.96</b>
<b>Invoice Total for Current Period</b>				<b>\$10,004.47</b>

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**Extreme Fitness**  
**431696.0001 - April 7, 2013**  
**Invoice # 29000571**

Date	TK#	Name	Hours	Amount	Narrative
04/02/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending March 31, 2013.
04/01/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending March 31, 2013.
04/05/13	14800	Paul Bishop	0.60	\$ 498.00	Status update
04/04/13	14800	Paul Bishop	0.70	\$ 581.00	Review of closing fee issue
04/05/13	14856	Steven Bissell	1.50	\$ 1,065.00	Call with ISQ, A&M and NBC re: ISQ Advisory Fee. Follow up with Monitor's legal counsel re: same. Follow-up and tracking of initial Advisory Fee wire payment.
04/04/13	14856	Steven Bissell	1.50	\$ 1,065.00	Project billing and administration. Review of ISQ engagement letter and preparation of estimate of Advisory Fee due on Closing. Call with G. Karpel, P. Moore re same. Email correspondence with ISQ and NBC.
04/03/13	14856	Steven Bissell	0.80	\$ 568.00	Call and discussions with Monitor's legal counsel, counsel to NBC and A&M re: amount and timing of payment of certain transaction related fees.
04/02/13	14856	Steven Bissell	2.00	\$ 1,420.00	Processing and coordination of distributions to DIP lender and Purchaser. Call with Monitor's legal counsel re: investment banker and email correspondence with NBC re: same.
04/01/13	14856	Steven Bissell	2.50	\$ 1,775.00	Closing-related actions, including preparation of distributions to Applicant and DiP Lender. Email correspondence with NBC legal counsel re: closing. Email correspondence with legal counsel to DIP lender re: DiP payout. Email correspondence with Purchaser
04/04/13	18441	Linda Kelly	0.10	\$ 11.50	Updating Extreme Fitness Website.
04/02/13	18441	Linda Kelly	0.20	\$ 23.00	Uploading documents to the website.
04/05/13	15120	Brogan Taylor	1.50	\$ 787.50	Call with ISQ, A&M, A&B, and TGF in respect of the calculation and payment of the success fee, review disbursement requests, double check cure payments to be paid and those made to date,
04/04/13	15120	Brogan Taylor	0.50	\$ 262.50	Review disbursement requests, review ISQ's engagement letter with respect to the success fee
04/03/13	15120	Brogan Taylor	0.50	\$ 262.50	Review disbursement requests, discussions with legal counsel in respect of ISQ success fee payments.
04/02/13	15120	Brogan Taylor	0.70	\$ 367.50	Review disbursement requests, coordinate updates to be posted to the Monitor's website, responde to stakeholder inquiries
<b>TOTAL</b>			<b>13.80</b>	<b>\$ 8,767.00</b>	



FTI  
CONSULTING

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

April 17, 2013

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

Re: FTI Job No. 431696.0001  
Invoice # 29000572

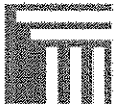
Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through April 14, 2013.

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

Sincerely yours,

Steven Bissell  
Managing Director

Enclosures



FTI  
CONSULTING

**Invoice Remittance**

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

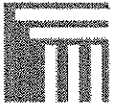
April 17, 2013  
FTI Invoice No. 29000572  
FTI Job No. 431696.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through April 14, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$4,410.00
Expenses.....	\$0.00
Total Fees and Expenses.....	\$4,410.00
HST Registration No. 835718024RT0001 .....	\$573.30
Total Amount Due this Period.....	\$4,983.30
Previous Balance Due.....	\$10,004.47
<b>Total Amount Due.....</b>	<b><u>\$14,987.77</u></b>

***Please Wire Transfer To:***

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



**FTI**  
CONSULTING

*Invoice Summary*

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

April 17, 2013  
FTI Invoice No. 29000572  
FTI Job No. 431696.0001  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through April 14, 2013

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Steven Bissell	Managing Director	\$710.00	3.6	\$2,556.00
Peter Taylor	Director	\$525.00	3.4	\$1,785.00
Ana Arevalo	Administrative Professional	\$115.00	0.4	\$46.00
Linda Kelly	Administrative Receptionist	\$115.00	0.2	\$23.00
<b>Total Hours and Fees</b>			<b>7.6</b>	<b>\$4,410.00</b>

**HST Registration No. 835718024RT0001** **\$573.30**

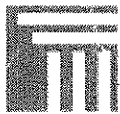
**Invoice Total for Current Period** **\$4,983.30**

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**Extreme Fitness**  
**431696.0001 - April 14, 2013**  
**Invoice # 29000572**

Date	TK#	Name	Hours	Amount	Narrative
04/10/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending April 7, 2013.
04/10/13	14856	Steven Bissell	1.30	\$ 923.00	Email correspondence and follow up call with B. Hayes (Golub Capital) re payout statement. Discussions with Monitor's legal counsel re same. Review of daily cash flow forecast and support for PCF expense reimbursement request.
04/09/13	14856	Steven Bissell	0.80	\$ 568.00	Update call with A&M and follow-up discussions with Monitor's legal counsel.
04/08/13	14856	Steven Bissell	1.50	\$ 1,065.00	Review of landlord motion materials. Discussions with Monitor's legal counsel. Coordination of payment of Advisory Fee due on Closing.
04/08/13	18441	Linda Kelly	0.20	\$ 23.00	Uploading documents to the website.
04/12/13	15120	Brogan Taylor	0.50	\$ 262.50	Respond to various enquiries from stakeholders received via the Monitor's email inbox,
04/11/13	15120	Brogan Taylor	0.30	\$ 157.50	Review disbursement requests
04/10/13	15120	Brogan Taylor	1.60	\$ 840.00	Review settlement offer from Danforth location in respect of cure payments, review disbursement requests, call with Golub Capital in respect of [REDACTED] Priority Credit Facility.
04/09/13	15120	Brogan Taylor	1.00	\$ 525.00	Conference call with interim management, follow up call with legal counsel, discussion in respect of [REDACTED] VEPPA and outstanding items with respect to the assignment of the last outstanding real property leases and capital leases, review disbursement
<b>TOTAL</b>			<b>7.60</b>	<b>\$ 4,410.00</b>	



FTI  
CONSULTING

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

April 30, 2013

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

Re: FTI Job No. 431696.0001  
Invoice # 29000598

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through April 30, 2013.

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

Sincerely yours,

A handwritten signature in cursive script, appearing to read 'Steven Bissell'.

Steven Bissell  
Managing Director

Enclosures



**Invoice Remittance**

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

April 30, 2013  
FTI Invoice No. 29000598  
FTI Job No. 431696.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through April 30, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$10,606.00
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$10,606.00
HST Registration No. 835718024RT0001 .....	<u>\$1,378.78</u>
Total Amount Due this Period.....	\$11,984.78
<b>Total Amount Due.....</b>	<b><u><u>\$11,984.78</u></u></b>

***Please Wire Transfer To:***

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



**FTI**  
CONSULTING

*Invoice Summary*

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

April 30, 2013  
FTI Invoice No. 29000598  
FTI Job No. 431696.0001  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through April 30, 2013

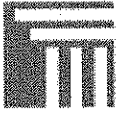
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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Steven Bissell	Managing Director	\$710.00	8.5	\$6,035.00
Peter Taylor	Director	\$525.00	8.4	\$4,410.00
Ana Arevalo	Administrative Professional	\$115.00	1.4	\$161.00
<b>Total Hours and Fees</b>			<b>18.3</b>	<b>\$10,606.00</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,378.78</b>
<b>Invoice Total for Current Period</b>				<b>\$11,984.78</b>

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**Extreme Fitness**  
**431696.0001 - April 30, 2013**  
**Invoice # 29000598**

Date	TK#	Name	Hours	Amount	Narrative
04/16/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending April 14, 2013.
04/17/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending April 14, 2013.
04/19/13	15273	Ana Arevalo	0.30	\$ 34.50	Updating website.
04/23/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending April 21, 2013.
04/22/13	14856	Steven Bissell	0.80	\$ 568.00	Monitor's legal counsel invoice to Extreme Fitness. Review of actual vs. budget professional fees. Email and phone correspondence with Monitor's legal counsel re: professional fee forecast for Stay Extension. Call from Extreme gym member and follow-up re:
04/23/13	14856	Steven Bissell	0.50	\$ 355.00	Call with M. Wagner re: stay extension and other CCAA matters. Review of A. Hutchens affidavit in support of stay extension.
04/24/13	14856	Steven Bissell	0.50	\$ 355.00	Conference call with A&M re: updates and follow-up next steps.
04/25/13	14856	Steven Bissell	1.00	\$ 710.00	Email correspondence with A&M re: summary of payments from sale proceeds. Review and comments on the Third Report of the Monitor. Review of A&B Danforth Lease settlement agreement.
04/26/13	14856	Steven Bissell	1.00	\$ 710.00	Professional fees forecast. Review of Danforth email correspondence and conversation with M. Wagner re: next steps.
04/15/13	14856	Steven Bissell	0.50	\$ 355.00	Email correspondence with Golub Capital re: PCF. Discussions with Monitor's legal counsel re: same.
04/16/13	14856	Steven Bissell	1.70	\$ 1,207.00	Review of Notice of Assessment and implications to recoveries. Finalization of PCF payout amounts and payment set up for same. Discussions with Monitor's legal counsel re: status of lease assignment discussions and Notice of Assessment.
04/18/13	14856	Steven Bissell	0.50	\$ 355.00	Review of A. Hutchens affidavit re: Danforth Lease.
04/19/13	14856	Steven Bissell	0.50	\$ 355.00	Review of motion materials re: Danforth Lease.
04/30/13	14856	Steven Bissell	1.50	\$ 1,065.00	Updates to the Third Report of the Monitor. A&M information requests re: recovery analysis. Review of contract to be disclaimed, correspondence with Monitor's counsel and signing of notice.
04/15/13	15120	Brogan Taylor	1.50	\$ 787.50	Review Priority Credit Facility pay off amounts and documentation, correspondence with legal counsel, conference call with Golub re: PCF payoff and fees
04/16/13	15120	Brogan Taylor	0.80	\$ 420.00	Review cash flow variance analysis, correspondence in respect of final real property lease assignments and capital lease assignments.
04/19/13	15120	Brogan Taylor	0.60	\$ 315.00	Review motion materials, coordinate posting of materials to website,
04/25/13	15120	Brogan Taylor	1.80	\$ 945.00	Review draft Monitor's third report, review draft cash flow forecast extension, review correspondence between legal counsel in respect of Danforth location and the cure payment motion.
04/26/13	15120	Brogan Taylor	1.40	\$ 735.00	Internal update discussion in respect of Danforth location correspondence, review comments provided in respect of draft cash flow forecast extension, conference call with interim management to discuss draft cash flow extension, review draft professional f
04/29/13	15120	Brogan Taylor	0.30	\$ 157.50	Review professional fee forecast, correspondence with interim management
04/30/13	15120	Brogan Taylor	2.00	\$ 1,050.00	Review revised cash flow forecast extension, review variance analysis for 8 week period since last stay extension order, draft variance analysis section of Monitor's 3rd Report, incorporate comments into draft report, create a summary schedule of the tran
<b>TOTAL</b>			<b>18.30</b>	<b>\$ 10,606.00</b>	



FTI  
CONSULTING

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

May 15, 2013

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

Re: FTI Job No. 431696.0001  
Invoice # 29000602

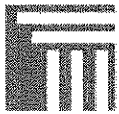
Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through May 12, 2013.

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

Sincerely yours,

Steven Bissell  
Managing Director

Enclosures



FTI  
CONSULTING

*Invoice Remittance*

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

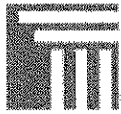
May 15, 2013  
FTI Invoice No. 29000602  
FTI Job No. 431696.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through May 12, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$7,124.00
Expenses.....	\$0.00
Total Fees and Expenses.....	\$7,124.00
HST Registration No. 835718024RT0001 .....	\$926.12
Total Amount Due this Period.....	\$8,050.12
Previous Balance Due.....	\$11,984.78
<b>Total Amount Due.....</b>	<b><u>\$20,034.90</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



**FTI**  
CONSULTING

*Invoice Summary*

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

May 15, 2013  
FTI Invoice No. 29000602  
FTI Job No. 431696.0001  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through May 12, 2013

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$830.00	2.7	\$2,241.00
Steven Bissell	Managing Director	\$710.00	2.6	\$1,846.00
Peter Taylor	Director	\$525.00	5.5	\$2,887.50
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
Linda Kelly	Administrative Receptionist	\$115.00	0.6	\$69.00
<b>Total Hours and Fees</b>			<b>12.1</b>	<b>\$7,124.00</b>

**HST Registration No. 835718024RT0001** **\$926.12**

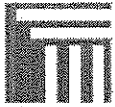
**Invoice Total for Current Period** **\$8,050.12**

---



**Extreme Fitness**  
**431696.0001 - May 12, 2013**  
**Invoice # 29000602**

Date	TK#	Name	Hours	Amount	Narrative
05/01/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending April 30, 2013.
05/02/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending April 30, 2013.
05/06/13	14800	Paul Bishop	1.20	\$ 996.00	Update calls with counsel and with NBC
05/01/13	14800	Paul Bishop	0.80	\$ 664.00	Review of costs, call with NBC
05/03/13	14800	Paul Bishop	0.70	\$ 581.00	Call with grant m prep for same
05/01/13	14856	Steven Bissell	1.00	\$ 710.00	Finalizing 3rd report of the Monitor. Discussions with P. Bishop re: status of file and forecast through July 12th. Review of motion materials re: Danforth Landlord negotiations.
05/02/13	14856	Steven Bissell	0.80	\$ 568.00	Call with Monitor's legal counsel re: status of Danforth Landlord negotiations. Call with G. Moffat re: same.
05/07/13	14856	Steven Bissell	0.80	\$ 568.00	Discussion with M. Wagner re: WEPP process and eligible ex-employees. Review of GL offer letters and email correspondence with A&M and Monitor's counsel re: same.
05/01/13	18441	Linda Kelly	0.30	\$ 34.50	Posting Extreme Fitness Documents to the website.
05/10/13	18441	Linda Kelly	0.30	\$ 34.50	Posting documents to Extreme Fitness Website.
05/06/13	15120	Brogan Taylor	1.50	\$ 787.50	Review March 31, 2013 financial statements and Adjustment Amount calculation provided by Extreme Fitness in respect of Asset Purchase Agreement with GoodLife. Discuss internally.
05/07/13	15120	Brogan Taylor	1.00	\$ 525.00	Review email correspondence between legal counsel for Extreme and Danforth Landlord in respect of proposed settlement of cure costs. Discuss and review GoodLife offers of employment [REDACTED]
05/08/13	15120	Brogan Taylor	0.50	\$ 262.50	Correspondence with legal counsel in respect of Court hearing to seek stay extension.
05/09/13	15120	Brogan Taylor	1.50	\$ 787.50	Prepare and attend Court hearing in respect of stay extension. Review correspondence between legal counsel for Extreme, GoodLife, and Danforth Landlord in respect of settlement agreement for cure costs.
05/01/13	15120	Brogan Taylor	0.50	\$ 262.50	Coordinate posting of Court materials to Monitor's website, review final draft Monitor's report
05/02/13	15120	Brogan Taylor	0.50	\$ 262.50	Review disclaimer notices, review correspondence between legal counsel in respect of landlord cure payment litigation.
<b>TOTAL</b>			<b>12.10</b>	<b>\$ 7,124.00</b>	



FTI  
CONSULTING

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

May 24, 2013

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

Re: FTI Job No. 431696.0001  
Invoice # 29000608

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through May 19, 2013.

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

Sincerely yours,

Steven Bissell  
Managing Director

Enclosures



**FTI**  
CONSULTING

**Invoice Remittance**

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

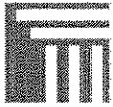
May 24, 2013  
FTI Invoice No. 29000608  
FTI Job No. 431696.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through May 19, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$1,671.50
Expenses.....	\$0.00
Total Fees and Expenses.....	\$1,671.50
HST Registration No. 835718024RT0001 .....	\$217.30
Total Amount Due this Period.....	\$1,888.80
Previous Balance Due.....	\$8,050.12
<b>Total Amount Due.....</b>	<b><u>\$9,938.92</u></b>

***Please Wire Transfer To:***

**Bank of Nova Scotia  
Scotia Plaza, 44 King Street West  
Toronto, ONT M5H 1H1  
Swift Code: NOSCCATT  
Bank Number: 002  
Beneficiary: FTI Consulting Canada Inc.  
Beneficiary account number: 476960861715**



FTI  
CONSULTING

## Invoice Summary

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

May 24, 2013  
FTI Invoice No. 29000608  
FTI Job No. 431696.0001  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through May 19, 2013

---

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	0.6	\$498.00
Steven Bissell	Managing Director	\$710.00	0.8	\$568.00
Peter Taylor	Director	\$525.00	1.0	\$525.00
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>3.1</b>	<b>\$1,671.50</b>

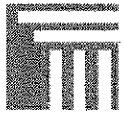
HST Registration No. 835718024RT0001 \$217.30

**Invoice Total for Current Period \$1,888.80**

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**Extreme Fitness**  
**431696.0001 - May 19, 2013**  
**Invoice # 29000608**

<b>Date</b>	<b>TK#</b>	<b>Name</b>	<b>Hours</b>	<b>Amount</b>	<b>Narrative</b>
05/14/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending May 12, 2013.
05/15/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending May 12, 2013.
05/15/13	14800	Paul Bishop	0.60	\$ 498.00	Status update
05/13/13	14856	Steven Bissell	0.80	\$ 568.00	Review of May 9th Court Order and coordination of wire payment of settlement and cure proceeds to landlord.
05/17/13	15120	Brogan Taylor	1.00	\$ 525.00	Daily review of disbursements and correspondence with interim management team, review update correspondence in respect of assignment of leases
<b>TOTAL</b>			<b>3.10</b>	<b>\$ 1,671.50</b>	



FTI  
CONSULTING

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

May 31, 2013

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

Re: FTI Job No. 431696.0001  
Invoice # 29000621

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through May 31, 2013.

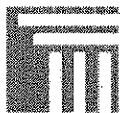
Please do not hesitate to call me to discuss this invoice or any other matter.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'Steven Bissell', written over a horizontal line.

Steven Bissell  
Managing Director

Enclosures



FTI  
CONSULTING

*Invoice Remittance*

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

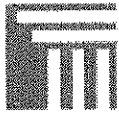
May 31, 2013  
FTI Invoice No. 29000621  
FTI Job No. 431696.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through May 31, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$1,124.00
Expenses.....	\$0.00
Total Fees and Expenses.....	\$1,124.00
HST Registration No. 835718024RT0001 .....	\$146.12
Total Amount Due this Period.....	\$1,270.12
Previous Balance Due.....	\$1,888.80
<b>Total Amount Due.....</b>	<b><u>\$3,158.92</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



**FTI**  
CONSULTING

*Invoice Summary*

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

May 31, 2013  
FTI Invoice No. 29000621  
FTI Job No. 431696.0001  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through May 31, 2013

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<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Steven Bissell	Managing Director	\$710.00	1.1	\$781.00
Peter Taylor	Director	\$525.00	0.5	\$262.50
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>2.3</b>	<b>\$1,124.00</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$146.12</b>
<b>Invoice Total for Current Period</b>				<b>\$1,270.12</b>

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**Extreme Fitness**  
**431696.0001 - May 31, 2013**  
**Invoice # 29000621**

<b>Date</b>	<b>TK#</b>	<b>Name</b>	<b>Hours</b>	<b>Amount</b>	<b>Narrative</b>
05/21/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending May 19, 2013.
05/24/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending May 19, 2013.
05/24/13	14856	Steven Bissell	0.80	\$ 568.00	Conference call with A&M, A&B, Goodmans and Monitor re: response to DOJ letter. Review and comments on draft response.
05/28/13	14856	Steven Bissell	0.30	\$ 213.00	Review and reconciliation of Monitor's bank statements.
05/23/13	15120	Brogan Taylor	0.50	\$ 262.50	Correspondence and follow up discussion with legal counsel in respect of status update on Paymenttech and RBC deposits as well as completing the outstanding lease assignments.
<b>TOTAL</b>			<b>2.30</b>	<b>\$ 1,124.00</b>	



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

June 20, 2013

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

Re: FTI Job No. 431696.0001  
Invoice # 29000631

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through June 16, 2013.

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**

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

June 20, 2013  
FTI Invoice No. 29000631  
FTI Job No. 431696.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through June 16, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$2,551.00
Expenses.....	\$0.00
Total Fees and Expenses.....	\$2,551.00
HST Registration No. 835718024RT0001 .....	\$331.63
Total Amount Due this Period.....	\$2,882.63
<b>Total Amount Due.....</b>	<b><u>\$2,882.63</u></b>

***Please Wire Transfer To:***

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



## Invoice Summary

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

June 20, 2013  
FTI Invoice No. 29000631  
FTI Job No. 431696.0001  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through June 16, 2013

---

Name	Title	Rate	Hours	Total
Steven Bissell	Managing Director	\$710.00	0.3	\$213.00
Peter Taylor	Director	\$525.00	4.3	\$2,257.50
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>5.3</b>	<b>\$2,551.00</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$331.63</b>
<b>Invoice Total for Current Period</b>				<b>\$2,882.63</b>

---

**Extreme Fitness**  
**431696.0001 - June 16, 2013**  
**Invoice # 29000631**

Date	TK#	Name	Hours	Amount	Narrative
06/01/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending May 31, 2013.
06/04/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending May 31, 2013.
06/06/13	14856	Steven Bissell	0.30	\$ 213.00	Review of letter communication to CRA.
06/05/13	15120	Brogan Taylor	1.00	\$ 525.00	Review Adjustment Amount calculation and history of correspondence between Purchaser and Extreme's counsel, participate on conference call to discuss Purchaser's concerns with calculation, review relevant sections of the APA in respect of timeline to reac
06/07/13	15120	Brogan Taylor	0.50	\$ 262.50	Review and respond to inquiries received via the Monitor's email inbox and voicemail.
06/10/13	15120	Brogan Taylor	1.00	\$ 525.00	Return call from utility company representative, review correspondence from legal counsel, review disbursements.
06/11/13	15120	Brogan Taylor	0.80	\$ 420.00	Review correspondence from legal counsel, review draft agreement with Paymenttech.
06/14/13	15120	Brogan Taylor	1.00	\$ 525.00	Review disbursements, review correspondence from legal counsel, return call from utility company, review APA for details in respect of timing of rectification of Adjustment Amount calculation.
<b>TOTAL</b>			<b>5.30</b>	<b>\$ 2,551.00</b>	



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

June 30, 2013

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

Re: FTI Job No. 431696.0001  
Invoice # 29000642

Enclosed is our invoice for professional services rendered in connection with the above referenced matter. This invoice covers professional fees and expenses through June 30, 2013.

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

Sincerely yours,

A handwritten signature in cursive script, appearing to read 'Steven Bissell'.

Steven Bissell  
Managing Director

Enclosures



**Invoice Remittance**

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

June 30, 2013  
FTI Invoice No. 29000642  
FTI Job No. 431696.0001  
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through June 30, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$3,295.00
Expenses.....	\$0.00
Total Fees and Expenses.....	\$3,295.00
HST Registration No. 835718024RT0001 .....	\$428.35
Total Amount Due this Period.....	\$3,723.35
Previous Balance Due.....	\$2,882.63
<b>Total Amount Due.....</b>	<b><u>\$6,605.98</u></b>

*Please Wire Transfer To:*

**Bank of Nova Scotia**  
**Scotia Plaza, 44 King Street West**  
**Toronto, ONT M5H 1H1**  
**Swift Code: NOSCCATT**  
**Bank Number: 002**  
**Beneficiary: FTI Consulting Canada Inc.**  
**Beneficiary account number: 476960861715**



*Invoice Summary*

Mr. Alan Hutchens  
Extreme Fitness, Inc.  
8281 Yonge Street  
Thornhill, ON L3T 2C7  
Canada

June 30, 2013  
FTI Invoice No. 29000642  
FTI Job No. 431696.0001  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through June 30, 2013

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Steven Bissell	Managing Director	\$710.00	1.2	\$852.00
Peter Taylor	Director	\$525.00	4.5	\$2,362.50
Ana Arevalo	Administrative Professional	\$115.00	0.7	\$80.50
<b>Total Hours and Fees</b>			<b>6.4</b>	<b>\$3,295.00</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$428.35</b>
<b>Invoice Total for Current Period</b>				<b>\$3,723.35</b>

---



**Extreme Fitness**  
**431696.0001 - June 30, 2013**  
**Invoice # 29000642**

Date	TK#	Name	Hours	Amount	Narrative
06/18/13	15273	Ana Arevalo	0.40	\$ 46.00	Preparing draft invoice for period ending June 16, 2013.
06/20/13	15273	Ana Arevalo	0.30	\$ 34.50	Finalizing invoice for period ending June 16, 2013.
06/18/13	14856	Steven Bissell	0.70	\$ 497.00	Update call with Company, TGF and legal counsel re: next steps and potential bankruptcy.
06/19/13	14856	Steven Bissell	0.20	\$ 142.00	Confirmation and processing of distributions to GoodLife and ISQ.
06/28/13	14856	Steven Bissell	0.30	\$ 213.00	Review of Monitor's Fourth report.
06/28/13	15120	Brogan Taylor	1.80	\$ 945.00	Review draft motion materials, review draft fee affidavit, begin pulling together Monitor's fee information for affidavit, correspondence with legal counsel
06/17/13	15120	Brogan Taylor	1.00	\$ 525.00	Review correspondence from legal counsel and interim management team in respect of the settlement of the Adjustment Amount. Review APA in respect of timing of the release of funds to both parties. Email correspondence with legal to confirm understanding o
06/18/13	15120	Brogan Taylor	0.70	\$ 367.50	Update call, and correspondence with internal team in respect of administrative prep work to get started.
06/19/13	15120	Brogan Taylor	1.00	\$ 525.00	Correspondence in respect of distribution of Adjustment Amount and professional fees, set up wire payments and arrange FX transaction in respect of USD professional fees.
<b>TOTAL</b>			<b>6.40</b>	<b>\$ 3,295.00</b>	

This is Exhibit "B" referred to in the  
affidavit of Paul Bishop  
sworn before me, this 4<sup>th</sup>  
day of July, 2013.

  
\_\_\_\_\_  
A Commissioner for Taking Affidavits

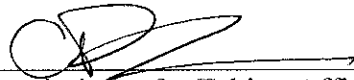
**EXHIBIT "B"**

**Summary of FTI Invoices**

**Invoices dated February 15, 2013 to June 30, 2013**

<b>Invoice#</b>	<b>Date</b>	<b>Fees</b>	<b>Expenses</b>	<b>HST</b>	<b>Total</b>
29000511	2/15/2013	28,887.00	-	3,755.31	32,642.31
29000520	2/24/2013	11,413.50	56.20	1,491.06	12,960.76
29000525	2/28/2013	23,187.50	-	3,014.38	26,201.88
29000543	3/21/2013	14,561.50	3,381.08	2,332.54	20,275.12
29000548	3/27/2013	21,486.00	-	2,793.18	24,279.18
29000559	3/31/2013	12,400.50	-	1,612.07	14,012.57
29000571	4/16/2013	8,767.00	86.51	1,150.96	10,004.47
29000572	4/17/2013	4,410.00	-	573.30	4,983.30
29000598	4/30/2013	10,606.00	-	1,378.78	11,984.78
29000602	5/15/2013	7,124.00	-	926.12	8,050.12
29000608	5/24/2013	1,671.50	-	217.30	1,888.80
29000621	5/31/2013	1,124.00	-	146.12	1,270.12
29000631	6/20/2013	2,551.00	-	331.63	2,882.63
29000642	6/30/2013	3,295.00	-	428.35	3,723.35
		<b>\$151,484.50</b>	<b>\$3,523.79</b>	<b>\$20,151.10</b>	<b>\$175,159.39</b>

This is Exhibit "C" referred to in the  
affidavit of Paul Bishop  
sworn before me, this 4<sup>th</sup>  
day of July, 2013.



A Commissioner for Taking Affidavits

**EXHIBIT "C"**

**Summary of FTI Fees**

**Services Rendered February 7, 2013 to June 30, 2013**

<b>Name</b>	<b>Position</b>	<b>Hours</b>	<b>Avg. Hourly Rate</b>	<b>Total</b>
P. Bishop	Senior Managing Director	17.60	830.00	14,608.00
S. Bissell	Managing Director	99.60	710.00	70,716.00
P.B. Taylor	Director	135.80	474.74	64,470.00
E. Litwin	Senior Consultant	0.30	460.00	138.00
A. Arevalo	Admin	10.00	115.00	1,150.00
L. Kelly	Admin	3.50	115.00	402.50
		<b>266.80</b>		<b>\$151,484.50</b>

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

Court File No. CV-13-10000-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT  
OF EXTREME FITNESS, INC.

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
- COMMERCIAL LIST**

Proceeding commenced at TORONTO

**AFFIDAVIT OF PAUL BISHOP  
(Sworn July 4, 2013)**

**GOODMANS LLP  
Barristers & Solicitors  
333 Bay Street, Suite 3400  
Toronto, Ontario M5H 2S7**

Melaney Wagner (LSUC# 44063B)  
Caroline Descours (LSUC# 58251A)

Tel: 416-979-2211  
Fax: 416-979-1234

Lawyers for FTI Consulting Canada Inc.,  
as Monitor

## **Appendix B**

**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 EXTREME FITNESS, INC.**

**AFFIDAVIT OF MELANEY J. WAGNER  
(Sworn July 4, 2013)**

I, **MELANEY J. WAGNER**, of the City of Toronto in the Province of Ontario **MAKE OATH AND SAY:**

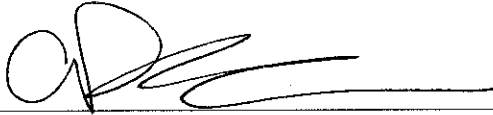
1. I am a Partner with the law firm Goodmans LLP (“**Goodmans**”), lawyers for FTI Consulting Canada Inc. (“**FTI**”), in its capacity as the Court-appointed Monitor (the “**Monitor**”) of Extreme Fitness, Inc. in these proceedings (the “**CCAA Proceedings**”). As such, I have knowledge of the matters 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 collectively as Exhibit “A” are copies of the accounts rendered by Goodmans to the Monitor for the period from January 22, 2013 to July 2, 2013, in the total amount of \$288,184.88, including Harmonized Sales Tax (“**HST**”), in connection with the CCAA Proceedings, redacted for confidential information. The estimated fees and disbursements for Goodmans from July 2, 2013 to the completion of the CCAA Proceedings are approximately \$15,000.
4. Attached hereto as Exhibit “B” is a schedule summarizing each invoice in Exhibit “A”, including the fees, expenses, HST and total fees charged in each invoice.
5. Attached hereto as Exhibit “C” is a schedule summarizing the billing rates and total amounts billed with respect to each member of Goodmans that rendered services in the CCAA Proceedings.



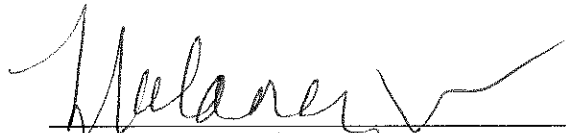
6. The hourly billing rates applied in the invoices of Goodmans are Goodmans' normal hourly rates which were in effect from January 22, 2013 to July 2, 2013, and are comparable to hourly rates charged by Goodmans for services rendered in relation to similar proceedings. To the best of my knowledge, the rates charged by Goodmans throughout the course of the CCAA Proceedings are comparable to rates charged by other firms in the Toronto market for the provision of similar restructuring services.

7. 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 at the City of Toronto,  
Ontario, this 4<sup>th</sup> day of July, 2013.



A Commissioner for Oaths in and for the  
Province of Ontario



Melaney J. Wagner

This is Exhibit "A" referred to in the  
affidavit of Melaney J. Wagner  
sworn before me, this 4<sup>th</sup>  
day of July, 2013.

  
\_\_\_\_\_  
A Commissioner for Taking Affidavits

February 7, 2013

Our File No.: 13.0251

**Via Email**

FTI Consulting  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

**Attention: Steven Bissell. Managing Director**

Dear Steven:

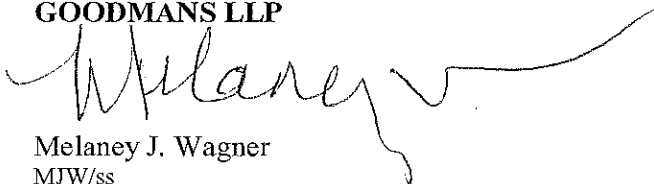
**Re: Extreme Fitness, Inc.**

Please find enclosed our account for services rendered with respect to the above-noted matter.

I trust you find the enclosed to be in order. If you have any questions regarding the enclosed, please do not hesitate to contact me.

Yours very truly,

**GOODMANS LLP**



Melaney J. Wagner  
MJW/ss

Enc.

V6170650



Barristers & Solicitors  
Bay Adelaide Centre  
333 Bay Street, Suite 3400  
Toronto, Ontario M5H 2S7  
Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

February 7, 2013

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

ATTENTION: Steven Bissell

OUR FILE NO. FTCC 130251  
OUR INVOICE NO. 596377  
GST/HST REGISTRATION NO. R119422962

Re: Project Lift

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

Date	TKID	Hours	Description
01/22/13	MEW	4.20	Review CCAA court materials and press release and provide comments; conference call with S. Bissell and P. Bishop re: overview of file; various discussions with S. Bissell re: CCAA materials and filing matters; conference call with S. Bissell and S. Graff re: overview of file, timing, pre-filing report; draft pre-filing report.
01/23/13	MEW	2.00	Conference call with I. Aversa re: CCAA court materials; status update to S. Bissell; review administration reserve backup and fee estimates.
01/24/13	MEW	.40	Review and speak to S. Bissell re: administration charge and fee estimate.
01/25/13	MEW	1.30	Speak to S. Bissell re: communications package; message for S. Graff re: status update; review and provide comments on communications package; speak to C. Descours re: file overview; speak to S. Graff re: status update; speak to S. Bissell re: status update.
01/27/13	CDS	.80	Reviewing communications package re: CCAA proceedings and corresponding with M. Wagner re: same.
01/27/13	MEW	.80	Revise communications package and circulate to C. Descours for review.
01/28/13	CDS	3.80	Reviewing and providing comments on motion materials for initial CCAA application; discussing with M. Wagner re: same.

Date	TKID	Hours	Description
01/28/13	MEW	4.50	Review revised communication package and circulate to S. Bissell; review CCAA documents and speak to C. Descours re: same; speak to I. Aversa re: CCAA documents; review S. Bissell comments on CCAA documents.
01/29/13	CDS	.70	Reviewing and providing comments on motion materials for initial CCAA application; discussing with M. Wagner re: same.
01/29/13	MEW	1.40	Review revised CCAA documents and provide comments to C. Descours; circulate comments to Aird & Berlis; review Consumer Protection Act; correspond with S. Graff re: security review; speak to S. Bissell re: CCAA documents.
01/30/13	MEW	1.00	Revise pre-filing report; correspond re: security review.
01/31/13	CDS	5.80	Reviewing PPSA search results, security documents and related supporting documents in connection with a security review for Extreme Fitness, Inc.
01/31/13	MEW	.80	Speak to C. Descours re: security review; speak to I. Binnie re: Golub credit and security documents.
02/01/13	MEW	.50	Review Pre-Filing Report; message for S. Bissell and I. Aversa re: status update.
02/02/13	CDS	2.70	Reviewing and revising draft pre-filing report; corresponding with M. Wagner re: same; reviewing security documents and related credit documents and preparing summary of same.
02/03/13	CDS	5.80	Reviewing security documents, related credit documents and PPSA search results, and preparing summary of same.
02/04/13	CDS	1.30	Reviewing security documents and discussing with M. Wagner re: same; reviewing revised CCAA materials and revising same.
02/04/13	MEW	2.50	Review Pre-Filing Report and circulate to S. Bissell; speak to S. Bissell re: status update; speak to C. Descours re: security review; review revised CCAA materials; speak to I. Aversa re: status update; speak to S. Bissell re: status update, CCAA materials; speak to C. Descours re: CCAA materials.
02/05/13	CDS	3.80	Reviewing and revising draft CCAA materials; teleconference with M. Wagner and I. Aversa re: same; reviewing and revising draft pre-filing report; reviewing DIP Credit Agreement; teleconference with S. Bissell re: same; teleconference with M. Wagner, I. Aversa and S. Graff re: same.
02/05/13	WPHO	.30	Revisions;

Date	TKID	Hours	Description
02/05/13	MEW	7.60	Review and revise CCAA materials, press release; review S. Bissell comments on CCAA materials; various discussions with C. Descours and S. Bissell re: CCAA materials, press release; review Priority Credit Agreement and correspond re: DIP Credit Agreement; circulate revised CCAA materials to Aird & Berlis; review newspaper notice; conference call with I. Aversa, C. Descours re: CCAA materials and status update; review DIP Credit Agreement; conference call with S. Bissell, B. Taylor and C. Descours re: DIP Credit Agreement; review further revised CCAA materials and speak to C. Descours re: same; conference call with S. Graff, I. Aversa and C. Descours re: DIP Credit Agreement; review revised DIP Credit Agreement and correspond re: same.
02/06/13	CDS	3.40	Reviewing revised CCAA materials, notice to creditors, DIP Credit Agreement and cash flow forecast and corresponding re: revisions to same; reviewing and revising pre-filing report; finalizing Monitor's consent; discussing and corresponding with M. Wagner and S. Bissell.
02/06/13	LIDR	.10	Information about CAIRP publications for Caroline Descours.
02/06/13	MEW	8.10	Review revised DIP Credit Agreement; various discussions with S. Bissell and S. Graff re: DIP; conference call with S. Graff, I. Binnie, M. Flynn, I. Aversa, S. Bissell and Golub re: cash flow, DIP Credit Agreement; conference call with S. Graff, G. Moffat re: DIP Credit Agreement; revised Pre-Filing Report; speak to C. Descours re: 13-week cash flow; review S. Graff and S. Bissell comments on Pre-Filing Report and revise per same; circulate revised Pre-Filing Report; speak to I. Aversa re: status update; speak to S. Bissell re: status update; review further revised CCAA materials and provide comments; correspond re: DIP Credit Agreement, cash flows.

**OUR FEE**

**\$40,597.00**

TKID	NAME	HOURS	RATE	TOTAL
MEW	Wagner, Melaney	35.10 hrs	\$775.00	\$27,202.50
CDS	Descours, Caroline	28.10 hrs	\$475.00	\$13,347.50
LIDR	Rooke, Diane	0.10 hrs	\$260.00	\$26.00
WPHO	Ostapuk, Helen	0.30 hrs	\$70.00	\$21.00
				<b>\$40,597.00</b>

## DISBURSEMENTS

Copies	118.75
Conference Calls	6.05
<b>TOTAL DISBURSEMENTS</b>	<b>\$124.80</b>

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TOTAL FEES ON THIS INVOICE	\$40,597.00
HST ON FEES	5,277.61
NON TAXABLE DISBURSEMENTS	0.00
TAXABLE DISBURSEMENTS	124.80
TOTAL DISBURSEMENTS ON THIS INVOICE	\$124.80
HST ON TAXABLE DISBURSEMENT	16.22
<b>TOTAL THIS INVOICE (CANADIAN DOLLARS)</b>	<b><u>\$46,015.63</u></b>

**Retainer to be paid in accordance with our Engagement Letter** **\$50,000.00**

**TOTAL** **\$96,015.63**

Goodmans<sup>LLP</sup>

Barristers & Solicitors

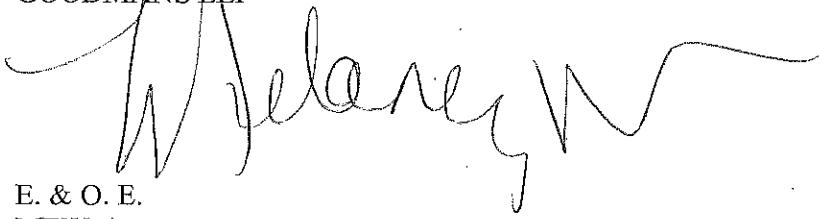
Bay Adelaide Centre  
333 Bay Street, Suite 3400  
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

Invoice #596377 -- page 5

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THIS IS OUR ACCOUNT HEREIN  
GOODMANS LLP



E. & O. E.  
MEW /

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.



# Goodmans<sup>LLP</sup>

Barristers & Solicitors

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

Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

Direct Line: 416.597.4258  
mwagner@goodmans.ca

February 26, 2013

Our File No.: 13.0251

## Via Email

FTI Consulting  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

**Attention: Steven Bissell, Managing Director**

Dear Steven:

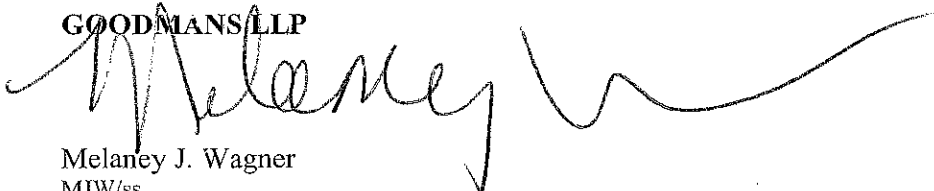
**Re: Extreme Fitness, Inc.**

Please find enclosed our account for services rendered with respect to the above-noted matter.

I trust you find the enclosed to be in order. If you have any questions regarding the enclosed, please do not hesitate to contact me.

Yours very truly,

**GOODMANS LLP**

  
Melaney J. Wagner  
MJW/ss

Enc.

\6170650

February 25, 2013

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

ATTENTION: Steven Bissell

OUR FILE NO. FTCC 130251  
OUR INVOICE NO. 596936  
GST/HST REGISTRATION NO. R119422962

Re: Extreme Fitness, Inc.

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

Date	TKID	Hours	Description
02/07/13	CDS	3.50	Reviewing draft factum and corresponding re: comments on same; reviewing revised CCAA materials; finalizing pre-filing report and serving and filing same; status update call; attending hearing for Initial Order via teleconference; follow-up teleconference re: next steps.
02/07/13	JLE	1.20	Meeting with C.Descours; delivering pre-filing report to court and filing.
02/07/13	MEW	5.10	Review revised CCAA materials; conference call with Aird & Berlis, Blakes, TGF, FTI, Alvarez and C. Descours re: status of documents; revise and finalize Pre-Filing Report; correspond re: Pre-Filing Report; prepare for and attend hearing on Initial CCAA Application telephonically; review correspondence re: communication strategy, stay order, continuation of hearing.
02/08/13	CDS	1.10	Attending hearing re: Initial Order via teleconference; discussing and corresponding with I. Aversa, Aird & Berlis re: notice of proceedings to additional parties; reviewing Initial Order re: employee claim matters and corresponding with M. Wagner and S. Bissell re: same.
02/08/13	MEW	1.70	Prepare for and attend continuance of hearing for Initial CCAA Order; correspond re: communication strategy, Ministry of Labour questions.
02/11/13	MEW	.30	Speak to C. Descours and S. Bissell re: status update.

Invoice #596936 -- page 2

Date	TKID	Hours	Description
02/14/13	CDS	3.30	Reviewing security documents and related materials for security review.
02/14/13	DEF	.60	E-mail correspondence and instructions from Caroline Descours; Search corporate history, including: conduct on-line search for information on public record; arrange for Alberta searches
02/15/13	CDS	2.80	Reviewing security documents and related agreements in connection with preparing a security review.
02/15/13	DEF	2.50	Receipt and review Personal Property Security Act (Ontario and Alberta); Insolvency Act, Bankruptcy Manual, Litigation, Section 427 Bank Act; and Execution searches; begin to summarize searches
02/15/13	MEW	.20	Speak to S. Bissell re: status update.
02/16/13	CDS	.80	Reviewing draft motion materials re: stay extension and KERP approval and corresponding with M. Wagner re: same.
02/19/13	CDS	.40	Reviewing draft retention agreement; incorporating comments on draft affidavit re: stay extension and KERP approval and corresponding with M. Wagner re: same.
02/19/13	DEF	2.00	Receipt and review Thornhill Litigation and Bulk Sales searches; proof read summary and report the results thereon
02/19/13	MEW	1.00	Conference call with S. Bissell and S. Graff re: unsolicited potential bid; review letter to [REDACTED] and speak to S. Bissell re: same; review S. Graff comments on letter; review correspondence re: KERP; review KERP documents.
02/20/13	CDS	4.90	Reviewing and revising draft asset purchase agreement, KERP and stay extension and KERP approval motion materials; discussing with M. Wagner re: same; teleconference with S. Bissell and M. Wagner re: draft APA; meeting with M. Wagner re: same; compiling comments on draft APA and corresponding with I. Aversa re: same.
02/20/13	MEW	3.80	Review Asset Purchase Agreement; speak to C. Descours re: Asset Purchase Agreement, KERP documents; conference call with S. Bissell, B. Taylor and C. Descours re: Asset Purchase Agreement; review FTI comments on Asset Purchase Agreement; correspond re: Asset Purchase Agreement, KERP documents.
02/21/13	CDS	3.50	Researching re: sale transaction matters and corresponding with M. Wagner re: same; preparing security review.

Date	TKID	Hours	Description
02/21/13	DEF	.30	E-mail correspondence with C. Descours; receive instructions; arrange for further Personal Property Security Act searches in Alberta and Ontario
02/21/13	MEW	.50	Review [REDACTED] letter of intent and correspond re: same; speak to C. Descours re: research on sale transaction matters.
02/22/13	DEF	1.30	Receipt and review PPSA searches; summarize searches and circulate to C. Descours

**OUR FEE**

**\$21,662.50**

TKID	NAME	HOURS	RATE	TOTAL
MEW	Wagner, Melaney	12.60 hrs	\$775.00	\$9,765.00
CDS	Descours, Caroline	20.30 hrs	\$475.00	\$9,642.50
DEF	Ferreira, Diane	6.70 hrs	\$290.00	\$1,943.00
JLE	LaBine, Jackie	1.20 hrs	\$260.00	\$312.00
				<b>\$21,662.50</b>

**DISBURSEMENTS**

Searches - Corporate/Lien - Disbursement(s)	199.00
Wire Charges	10.00
Searches - Corporate/Lien - Fee(s)	465.00
Copies	197.50
Search - EDD	334.68
Meals	11.63
Search - Corporate	18.00
Search - PPSA	36.00

**TOTAL DISBURSEMENTS**

**\$1,271.81**

**TOTAL FEES ON THIS INVOICE**

**\$21,662.50**

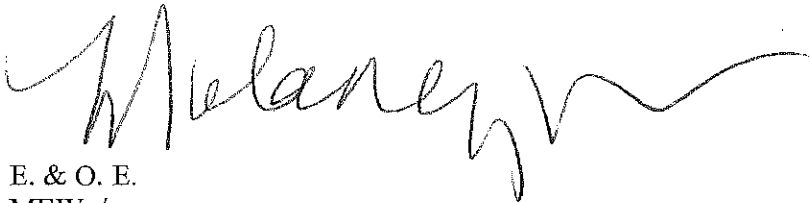
**HST ON FEES**

**2,816.13**

Invoice #596936 -- page 4

NON TAXABLE DISBURSEMENTS	0.00
TAXABLE DISBURSEMENTS	1,271.81
TOTAL DISBURSEMENTS ON THIS INVOICE	\$1,271.81
HST ON TAXABLE DISBURSEMENT	165.34
<b>TOTAL THIS INVOICE (CANADIAN DOLLARS)</b>	<b>\$25,915.78</b>
<hr/>	
TRUST FUNDS	\$50,000.00

THIS IS OUR ACCOUNT HEREIN  
GOODMANS LLP



E. & O. E.  
MEW /

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.

**Goodmans**<sup>LLP</sup>

Barristers & Solicitors

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

Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

Direct Line: 416.597.4258  
mwagner@goodmans.ca

March 13, 2013

Our File No.: 13.0251

**Via Email**

FTI Consulting  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

**Attention: Steven Bissell, Managing Director**

Dear Steven:

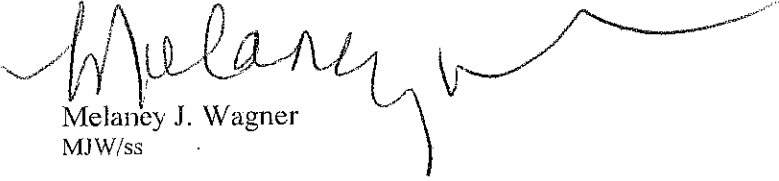
**Re: Extreme Fitness, Inc.**

Please find enclosed our account for services rendered with respect to the above-noted matter.

I trust you find the enclosed to be in order. If you have any questions regarding the enclosed, please do not hesitate to contact me.

Yours very truly,

**GOODMANS LLP**

  
Melaney J. Wagner  
MJW/ss

Enc.

\6170650

March 13, 2013

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

ATTENTION: Steven Bissell

OUR FILE NO. FTCC 130251  
OUR INVOICE NO. 598394  
GST/HST REGISTRATION NO. R119422962

Re: Extreme Fitness, Inc.

---

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

Date	TKID	Hours	Description
02/22/13	PBR	2.20	Review chart and registered security and amend chart and forward to C. Descours.
02/22/13	CDS	2.50	Preparing security review.
02/22/13	MEW	.80	Review unsolicited third party LOI and speak to S. Bissell re: same; message for S. Graff re: unsolicited third party, status update of Goodlife; correspond re: unsolicited third party; speak to C. Descours re: Monitor's Report.
02/23/13	CDS	2.50	Drafting Monitor's First Report.
02/25/13	CDS	1.80	Corresponding with M. Wagner re: Monitor's First Report; reviewing and revising same; reviewing revised motion materials for stay extension motion.
02/25/13	MEW	1.60	Review and provide comments on Monitor's Report; speak to S. Bissell re: Report, status update; speak to S. Weisz re: unsolicited Letter of Intent and reporting on same; speak to S. Graff re: Report, status update; correspond re: motion materials, Monitor's Report; speak to C. Descours re Monitor's Report.
02/26/13	CDS	3.90	Reviewing and revising First Report; corresponding with CCAA parties re: same; serving First Report.
02/26/13	MEW	.80	Review FTI comments on Monitor's Report; review revised Monitor's Report and speak to C. Descours re: same; correspond re: Monitor's Report and

Date	TKID	Hours	Description
			service list.
02/27/13	PBR	.90	Review title to York Region properties and summarize leasehold security.
02/27/13	CDS	.80	Serving and coordinating filing of First Report; preparing affidavit of service; corresponding with P. Bremner re: real property searches and reviewing materials in connection same.
02/27/13	MEW	.20	Speak to S. Bissell re: [REDACTED] status update.
02/28/13	PBR	.80	Make revisions to title summary chart; telephone call with C. Descours.
02/28/13	CDS	.50	Corresponding with I. Aversa re: service list; reviewing real property search summary and corresponding with P. Bremner re: same.
02/28/13	MEW	.20	Speak to S. Bissell re: [REDACTED] status update.
03/01/13	CDS	.50	Preparing confidential supplement to First Report and drafting sealing order re: same.
03/01/13	MEW	.40	Speak to I. Aversa re: status update, [REDACTED]
03/04/13	CDS	2.70	Drafting security review.
03/05/13	PBR	.40	Correspondence with C. Descours; amend chart of properties.
03/05/13	CDS	.50	Reviewing correspondence to Extreme Fitness from CRA; teleconference with S. Graff, I. Aversa and M. Wagner re: same.
03/05/13	MEW	1.10	Message for I. Aversa re: status update; speak to S. Bissell re: status update; correspond re: Asset Purchase Agreement; review correspondence from CRA; conference call with I. Aversa, S. Graff and C. Descours re: status update, CRA matters.
03/07/13	MEW	2.10	Prepare for and attend motion re: stay extension hearing; correspond with S. Bissell re: status update; speak to C. Descours re: security review; conference call with S. Graff and D. Winters re: background/sale matters.
03/08/13	CDS	4.50	Reviewing revised APA; teleconference with M. Wagner, S. Bissell and B. Taylor re: same; providing comments on APA to I. Aversa; drafting Monitor's Second Report re: sale approval motion.
03/08/13	MEW	2.00	Review Asset Purchase Agreement; review FTI comments on Asset Purchase Agreement; conference call with C. Descours, S. Bissell, B. Taylor re: Asset Purchase Agreement; speak to C. Descours re: Asset Purchase Agreement.



Date	TKID	Hours	Description
03/09/13	CDS	1.30	Drafting security review.
03/11/13	CDS	2.30	Drafting Monitor's Second Report re: sale approval motion; drafting security review.
03/11/13	MEW	.40	Review Monitor's Report re: sale approval.
03/12/13	CDS	7.80	Reviewing revised APA; discussing with M. Wagner re: same; teleconference with S. Graff, J. Desjardins, and M. Wagner re: same; revising Monitor's Second Report; drafting security review and meeting with M. Wagner re: same.
03/12/13	MEW	5.30	Review and provide comments on Golub security review; speak to L. Mantello re: security review matters; speak to C. Descours re: security review; speak to [REDACTED] re: sale transaction update; review revised Asset Purchase Agreement and correspondence re: same; conference call with S. Graff, J. Dejadins and C. Descours re: Asset Purchase Agreement.

**OUR FEE** **\$28,342.00**

TKID	NAME	HOURS	RATE	TOTAL
MEW	Wagner, Melaney	14.90 hrs	\$775.00	\$11,547.50
CDS	Descours, Caroline	31.60 hrs	\$475.00	\$15,010.00
PBR	Bremner, Peggy	4.30 hrs	\$415.00	\$1,784.50
				<b>\$28,342.00</b>

**DISBURSEMENTS**

Copies	225.75
Delivery - Courier	173.58
Search - PPSA	216.00
Search - Sub	929.00

**TOTAL DISBURSEMENTS** **\$1,544.33**

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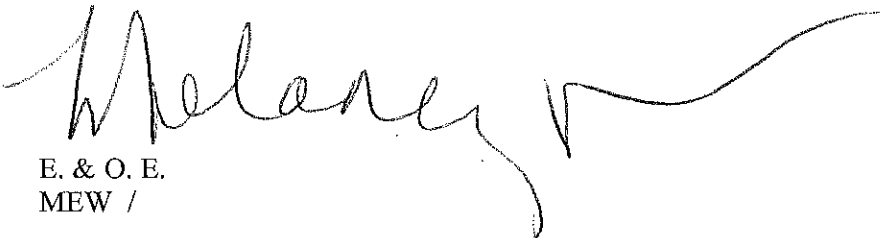
TOTAL FEES ON THIS INVOICE	\$28,342.00
HST ON FEES	3,684.46
NON TAXABLE DISBURSEMENTS	0.00
TAXABLE DISBURSEMENTS	1,544.33
TOTAL DISBURSEMENTS ON THIS INVOICE	\$1,544.33
HST ON TAXABLE DISBURSEMENT	200.76
<b>TOTAL THIS INVOICE (CANADIAN DOLLARS)</b>	<b>\$33,771.55</b>

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TRUST FUNDS	\$50,000.00
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THIS IS OUR ACCOUNT HEREIN  
GOODMANS LLP



E. & O. E.  
MEW /

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.

# Goodmans<sup>LLP</sup>

Barristers & Solicitors

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

Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

Direct Line: 416.597.4258  
mwagner@goodmans.ca

April 4, 2013

Our File No.: 13.0251

**Via Email**

FTI Consulting  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

**Attention: Steven Bissell, Managing Director**

Dear Steven:

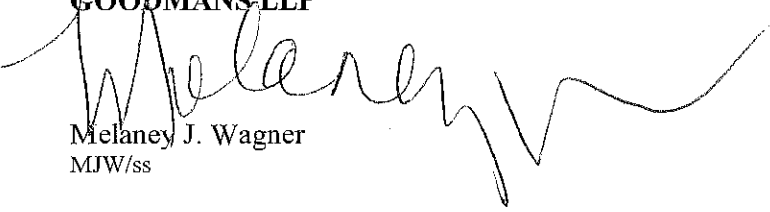
**Re: Extreme Fitness, Inc.**

Please find enclosed our account for services rendered with respect to the above-noted matter.

I trust you find the enclosed to be in order. If you have any questions regarding the enclosed, please do not hesitate to contact me.

Yours very truly,

**GOODMANS LLP**



Melaney J. Wagner  
MJW/ss

Enc.

\6170650

April 4, 2013

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

ATTENTION: Steven Bissell

OUR FILE NO. FTCC 130251  
OUR INVOICE NO. 600442  
GST/HST REGISTRATION NO. R119422962

Re: Extreme Fitness, Inc.

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

Date	TKID	Hours	Description
03/13/13	CDS	10.10	Drafting security review; discussing with M. Wagner re: same; update call with M. Wagner and B. Taylor re: progress re: sale transaction and related motion.
03/13/13	MEW	.80	Speak to B. Taylor and C. Descours re: status update; speak to C. Descours re: Alberta security review.
03/13/13	SZ	.50	Reviewing draft security review opinion and meeting with C. Descours.
03/14/13	CDS	4.30	Drafting security review; discussing with M. Wagner re: same; update call with M. Wagner and B. Taylor .
03/14/13	MEW	1.30	Provide status update to B. Taylor and C. Descours; review security review and provide comments to C. Descours; speak to L. Mantella re: Alberta agent.
03/15/13	CDS	3.40	Drafting security review; teleconference with H. Zechel (Alberta agent) re: same; teleconferences with B. Taylor re: updates re: sale transaction; teleconferences with J. Desjardins re: updates re: sale transaction; corresponding with M. Wagner re: same.
03/15/13	MEW	.20	Correspond re: Alberta agent for security review.
03/18/13	CDS	9.20	Drafting security review and corresponding and discussing with Alberta agent re: same; reviewing revised APA and discussing and corresponding with M.

Date	TKID	Hours	Description
			Wagner, S. Bissell, B. Taylor, and J. Desjardins re: same; reviewing draft motion materials and preparing comments re: same.
03/18/13	MEW	1.70	Correspond re: APA, security review matters, [REDACTED] inquiries, lease assignment matters, motion materials, sale order, ancillary order, timing of service and motion; speak to C. Descours re: motions, timing and materials.
03/19/13	CDS	12.60	Reviewing draft motion materials and preparing comments re: same; teleconferences with M. Wagner, S. Bissell, B. Taylor, S. Graff, J. Desjardins, A. Hutchens and G. Karpel re: APA, sale approval motion and related matters; corresponding re: same; teleconference with M. Flynn re: security review and distribution of proceeds; corresponding re: same; drafting Second Report and corresponding with M. Wagner, S. Bissell, B. Taylor re: same; drafting security review and corresponding and discussing with Alberta agent re: same.
03/19/13	MEW	2.10	Correspond re: motions, timing and materials, security review matters, APA matters, distribution matters, sale process matters, third party expression of interest, status update; various discussions with C. Descours re: motion materials, timing of same, security review matters and status update.
03/20/13	CDS	7.70	Drafting security review; corresponding and discussing with Alberta agent re: same; teleconferences with S. Graff, I. Aversa, S. Bissell, M. Wagner re: sale approval motion and related matters; compiling comments on draft motion materials and corresponding with S. Graff, I. Aversa and J. Desjardins re: same.
03/20/13	MEW	2.10	Correspond re: lease assignment motion, distribution/security review matters, APA matters; review security review excerpts, motion materials; speak to C. Descours re: status update, fee estimate motion materials.
03/21/13	CDS	12.40	Drafting security review; reviewing Alberta security review; teleconference and corresponding with Alberta agent re: same; preparing sealing order for confidential supplement; drafting supplemental report; teleconferences and corresponding with I. Aversa re: sale approval and ancillary motions; teleconference with M. Wagner re: same; reviewing lease agreements in connection with assignment of same to GoodLife under section 11.3 of the CCAA; reviewing revised draft orders and providing comments re: same; corresponding with A. Mitchell, I. Aversa and M. Wagner re: same; revising draft Monitor's Report.
03/21/13	MOL	.40	Review of security review.

Date	TKID	Hours	Description
03/21/13	MEW	2.20	Correspond re: motion materials, security review matters, lease assignments; review Monitor's Report excerpts; speak to C. Descours re: ancillary order and status update.
03/21/13	DWG	2.70	Reviewing lease agreements for C. Descours re: consent for assignment of lease.
03/22/13	CDS	10.60	Meeting with S. Bissell and P. Sorrell, GoodLife, to review GoodLife's financial statements; reviewing and revising draft motion materials and draft order; teleconferences and corresponding with S. Bissell and B. Taylor re: same; corresponding with S. Bissell re: assignment of leases to GoodLife; corresponding and teleconference with I. Aversa re: same; reviewing, revising, finalizing and serving Monitor's Second Report; teleconference with L. Mantello re: security review.
03/22/13	MOL	1.80	Review of draft security review.
03/22/13	MEW	1.50	Correspond re: Monitor's Report, security review matters, APA matters, motion materials, assignment of leases and cure amounts; review excerpts from security review and ancillary order re: distribution.
03/23/13	CDS	5.50	Drafting supplemental report; revising security reviews; revising draft Ancillary Order and corresponding with I. Aversa re: same; preparing confidential supplement.
03/23/13	MEW	.40	Correspond re: motion materials; review excerpts of ancillary order.
03/24/13	MEW	5.50	Review and revise security reviews and provide comments to C. Descours.
03/25/13	PBR	2.60	Telephone call with C. Descours and M. Wagner; commencing review of titles to 13 properties for information re: ownership and security registered against freehold property interest.
03/25/13	CDS	16.20	Reviewing and revising security reviews; meeting with M. Wagner to discuss same; teleconferences and corresponding with Alberta agent re: same; teleconferences with I. Aversa, M. Flynn and I. Binnie re: same; reviewing and revising Supplemental Report; teleconferences with S. Bissell re: same; reviewing draft Ancillary Order and Factum and providing comments re: same; finalizing and serving Supplemental Report.
03/25/13	KEH	1.90	Initial discussions with M. Wagner with respect to real property [REDACTED] security review; provide to her draft opinion qualifications; subsequent telephone discussions with her re: same; receipt of draft language from her; discuss [REDACTED] qualifications,

Date	TKID	Hours	Description
			assumptions and limitations; provide to her further opinion language setting out same; subsequent telephone calls from M. Wagner re: proposed language; follow up call from her; discussions with her re: same; review qualifications.
03/25/13	MEW	15.80	Review and revise security reviews; various discussions C. Descours, S. Zimmerman, K. Herlin and C. Costa re: security reviews; review of comments on ancillary order, factum and supplementary report; correspond re: security reviews, motion materials; conference call with C. Descours, I. Binnie, M. Flynn re: security review; speak to I. Aversa re: security review, supplementary report, update 11.3 motion; conference call with C. Descours and S. Bissell re: security review, supplementary report; update on 11.3 motion; speak to R. Jaipargas re: assignment of Thornhill/Wellington leases; conference call with S. Bissell and C. Descours re: supplementary report and security reviews; finalize security reviews and supplementary report.
03/25/13	SZ	.50	Meeting with M. Wagner to discuss priorities questions and to review and comment on draft opinion.
03/26/13	PBR	4.60	Reviewing titles to all of the properties and listing security and leases granted by Owners; including reviewing documents to determine content where notes on title PINS were not descriptive.
03/26/13	CDS	5.60	Serving and filing Supplemental Report; compiling security reviews and delivering copy to S. Bissell; reviewing correspondence re: motion materials, revised drafts of Orders, assignment of leases and distribution of proceeds; reviewing and revising CRA Comfort Letter and reviewing correspondence re: same; teleconferences with I. Aversa and S. Bissell re: distribution of proceeds; drafting reimbursement agreements and discussing with M. Wagner re: same.
03/26/13	MEW	11.60	Prepare for court re: Approval and Vesting Order, Ancillary Order; review revised Ancillary Order, Approval and Vesting Order; correspond with D. Winters re: Ancillary Order; correspond with S. Bissell re: Ancillary Order; correspond re: National Bank/Golub payment statements, interim distribution; speak to S. Bissell re: interim distributions; various discussions with I. Binnie and M. Flynn re: interim distributions, reimbursement agreement; speak to I. Aversa re: assignment of leases, orders, status update; review and provide comments on reimbursement agreement.
03/27/13	CDS	4.50	Preparing materials for motion for Approval and Vesting Order and Ancillary Order; revising reimbursement agreements; attending motion for Approval and Vesting Order and Ancillary Order.

Date	TKID	Hours	Description
03/27/13	MEW	4.80	Speak to R. Jaipargas re: landlord assignment; prepare for and attend court re: Approval and Vesting Order, Ancillary Order; various discussions with I. Aversa, A. Mitchell, G. Moffat, M. Gertner, S. Graff re: lease assignment matters; discussions with M. Flynn, G. Moffat and S. Bissell re: interim distributions; message for I. Aversa re: landlord assignments.
03/28/13	CDS	4.30	Reviewing closing agenda and closing documents; revising closing agenda and corresponding re: same; drafting vendor's and purchaser's certificates and corresponding re: same; teleconference with Aird & Berlis, Alvarez & Marsal and FTI re: closing mechanics; corresponding re: closing matters.
03/28/13	MEW	3.50	Correspond re: closing matters, flow of fund matters, equipment lease matters; speak to A. Mitchell re: closing matters; review Monitor's Certificate and Extreme/Good Life certificates; speak to C. Descours re: same; conference call with I. Aversa, K. Wentzel, A. Hutchens, G. Karpel, S. Bissell, B. Taylor and C. Descours re: closing matters; correspond re: DIP distribution, interim distribution.
03/30/13	MEW	.40	Correspond with S. Graff re: interim distribution.
03/31/13	CDS	.40	Teleconference re: final closing mechanics and reviewing correspondence re: same.
03/31/13	MEW	1.20	Conference call with S. Ross, H. Berg, A. Mitchell, A. Hutchens, I. Aversa, K. Wentzel, S. Graff, S. Bissell, B. Taylor and C. Descours re: closing matters; correspond re: closing matters; deliver Monitor's Certificate by PDF.
04/01/13	MEW	.50	Correspond re: DIP payment, interest on deposit, employee correspondence, landlord consents.
04/02/13	CDS	.40	Reviewing DIP Credit Agreement re: obligations re: payment of legal fees and corresponding with M. Wagner re: same; reviewing correspondence re: proceeds analysis; arranging for filing of Monitor's Certificate with the Court and circulating copy of same.
04/02/13	MEW	1.80	Correspond re: DIP payment, fees, landlord consents, Integrity Square success fee; conference call with S. Bissell and B. Taylor re: Integrity Square success fee, vacation pay; speak to I. Aversa re: Integrity Square success fee and speak to S. Bissell re: same.

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**OUR FEE**

**\$103,294.50**



TKID	NAME	HOURS	RATE	TOTAL
MEW	Wagner, Melaney	57.40 hrs	\$775.00	\$44,485.00
KEH	Herlin, Ken	1.90 hrs	\$835.00	\$1,586.50
MOL	Mantello, Lisa	2.20 hrs	\$685.00	\$1,507.00
SZ	Zimmerman, Susan	1.00 hrs	\$875.00	\$875.00
CDS	Descours, Caroline	107.20 hrs	\$475.00	\$50,920.00
PBR	Bremner, Peggy	7.20 hrs	\$415.00	\$2,988.00
DWG	Wakeling, Daniel	2.70 hrs	\$260.00	\$702.00
DA	Clerk, Litigation	3.30 hrs	\$70.00	\$231.00
				<b>\$103,294.50</b>

**DISBURSEMENTS**

Telephone - Long Distance	8.94
Copies	697.00
Meals	22.17
Conference Calls	10.75
Delivery - Courier	10.00
Search - Sub	156.00

**TOTAL DISBURSEMENTS** **\$904.86**

TOTAL FEES ON THIS INVOICE \$103,294.50

HST ON FEES 13,428.29

NON TAXABLE DISBURSEMENTS 0.00

TAXABLE DISBURSEMENTS 904.86

TOTAL DISBURSEMENTS ON THIS INVOICE \$904.86

HST ON TAXABLE DISBURSEMENT 117.63

**TOTAL THIS INVOICE (CANADIAN DOLLARS)** **\$117,745.28**

TRUST FUNDS

\$50,000.00

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THIS IS OUR ACCOUNT HEREIN  
GOODMANS LLP



E. & O. E.  
MEW /

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.

April 22, 2013

Our File No.: 13.0251

**Via Email**

FTI Consulting  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

**Attention: Steven Bissell, Managing Director**

Dear Steven:

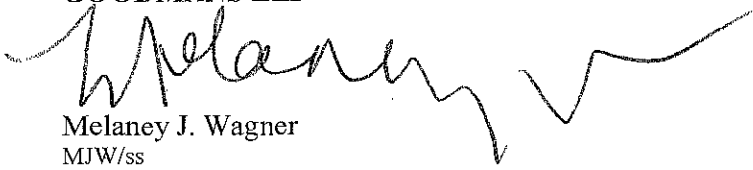
**Re: Extreme Fitness, Inc.**

Please find enclosed our account for services rendered with respect to the above-noted matter. We also enclose a copy of the invoice from FMC Law related to the Alberta security review, which is included as a disbursement on our invoice.

I trust you find the enclosed to be in order. If you have any questions regarding the enclosed, please do not hesitate to contact me.

Yours very truly,

**GOODMANS LLP**

  
Melaney J. Wagner  
MJW/ss

Enc.

\6170650

April 22, 2013

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

ATTENTION: Steven Bissell

OUR FILE NO. FTCC 130251  
OUR INVOICE NO. 601237  
GST/HST REGISTRATION NO. R119422962

Re: Extreme Fitness, Inc.

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

Date	TKID	Hours	Description
04/03/13	MEW	1.50	Various discussions and correspondence with S. Bissell re: Integrity Square success fee; review Integrity Square engagement letter [REDACTED] speak to G. Moffat re: same; correspond with S. Bissell re: Integrity Square.
04/04/13	MEW	.20	Correspond re: Integrity Square.
04/05/13	CDS	.50	Reviewing motion record of 1079268 Ontario Inc., landlord at the Danforth property.
04/05/13	MEW	.20	Correspond re: update on discussions with Integrity Square and G. Moffat.
04/08/13	MEW	.90	Correspond re: equipment lessor/landlord consents; review motion record from the landlord re: alleged arrears and speak to S. Bissell re: same.
04/09/13	MEW	.50	Correspond re: equipment lessor/landlord consents and status of same; speak to S. Bissell re: status update on landlord motion/ offer to settle, CRA audit.
04/10/13	CDS	2.30	Meeting with M. Wagner to discuss CRA claim re: certain potential employee related deductions; teleconference with Aird & Berlis re: same; researching and corresponding with M. Wagner re: same.
04/10/13	MEW	1.80	Speak to C. Descours re: status update, landlord motion/offer to settle, CRA audit; conference call with I. Aversa, S. Graff and C. Descours re: same;

Date	TKID	Hours	Description
			update to S. Bissell: speak to C. Descours re: research [REDACTED] [REDACTED] speak to S. Bissell re: Golub fees and message for M. Flynn re: same.
04/11/13	MEW	.40	Correspond re: consents, Golub payment statement.
04/12/13	MEW	.50	Correspond re: consents.
04/15/13	MEW	.60	Speak to S. Bissell re: interim distribution, status update; message for I. Aversa re: status update on landlord motion/CRA audit; speak to M. Flynn re: fees and payout statement; update to S. Bissell; correspond re: CRA audit.
04/16/13	MEW	1.50	Review CRA notices of assessment and speak to I. Aversa and S. Bissell re: same; speak to I. Aversa and S. Bissell re: Danforth lease matter; message for G. Moffat; speak to G. Moffat re: Danforth lease, CRA notices of assessment.
04/17/13	MEW	.20	Correspond re: Danforth responding materials.
04/18/13	MEW	.50	Review affidavit re: Danforth responding material; speak to S. Bissell and C. Descours re: affidavit and correspond re: same.

OUR FEE				\$8,227.00
TKID	NAME	HOURS	RATE	TOTAL
MEW	Wagner, Melaney	8.80 hrs	\$775.00	\$6,820.00
CDS	Descours, Caroline	2.80 hrs	\$475.00	\$1,330.00
DA	Clerk, Litigation	1.10 hrs	\$70.00	\$77.00
				\$8,227.00

**DISBURSEMENTS**

Meals	52.63
Conference Calls	69.15
Delivery - Courier	826.08
Agent Fees	5,482.67

<b>TOTAL DISBURSEMENTS</b>	<b>\$6,430.53</b>
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Invoice #601237 -- page 3

TOTAL FEES ON THIS INVOICE		\$8,227.00
HST ON FEES		1,069.51
NON TAXABLE DISBURSEMENTS	0.00	
TAXABLE DISBURSEMENTS	6,430.53	
TOTAL DISBURSEMENTS ON THIS INVOICE		\$6,430.53
HST ON TAXABLE DISBURSEMENT		835.97
<b>TOTAL THIS INVOICE (CANADIAN DOLLARS)</b>		<b>\$16,563.01</b>

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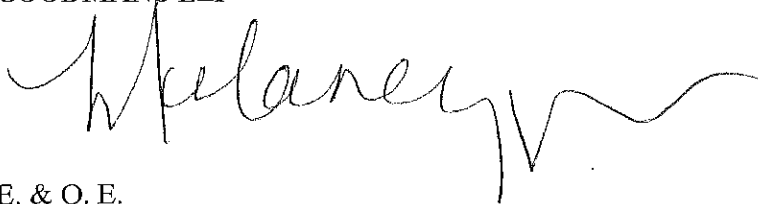
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TRUST FUNDS		\$50,000.00
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THIS IS OUR ACCOUNT HEREIN  
GOODMANS LLP



E. & O. E.  
MEW /

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.

# Goodmans<sup>LLP</sup>

Barristers & Solicitors

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

Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

Direct Line: 416.597.4258  
mwagner@goodmans.ca

May 27, 2013

Our File No.: 13.0251

**Via Email**

FTI Consulting  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

**Attention: Steven Bissell, Managing Director**

Dear Steven:

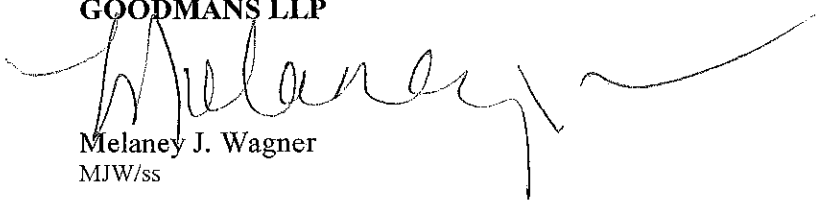
**Re: Extreme Fitness, Inc.**

Please find enclosed our account for services rendered with respect to the above-noted matter.

I trust you find the enclosed to be in order. If you have any questions regarding the enclosed, please do not hesitate to contact me.

Yours very truly,

**GOODMANS LLP**



Melaney J. Wagner  
MJW/ss

Enc.

\6170650



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 23, 2013

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

ATTENTION: Steven Bissell

OUR FILE NO. FTCC 130251  
OUR INVOICE NO. 603285  
GST/HST REGISTRATION NO. R119422962

Re: Extreme Fitness, Inc.

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

Date	TKID	Hours	Description
04/19/13	MEW	.70	Review Goodlife responding materials; correspond re: Small Claims Court matter, update on lessor consents.
04/22/13	CDS	2.00	Drafting Monitor's Third Report.
04/22/13	MEW	.80	Correspond re: stay extension, fee forecast; prepare fee forecast.
04/23/13	CDS	2.00	Reviewing draft motion materials and providing comments re: same; drafting Monitor's Third Report.
04/23/13	MEW	1.20	Correspond with I. Aversa re: stay extension; speak to C. Descours re: Monitor's Report; correspond with I. Aversa re: status update and provide status update to S. Bissell.
04/24/13	CDS	1.30	Revising Monitor's Third Report and corresponding with M. Wagner and S. Bissell re: same; reviewing correspondence re: Danforth lease matter and related settlement proposal.
04/24/13	MEW	1.30	Review and provide comments on Monitor's Report re: stay extension; review correspondence re: Danforth motion/offer to settle; correspond re: lessor/landlord consents.
04/25/13	CDS	.50	Revising Monitor's Third Report; reviewing correspondence re: motion re: Danforth lease dispute.



Date	TKID	Hours	Description
04/25/13	MEW	.70	Review S. Bissell comments on report and correspond re: same; correspond re: Danforth lease, survey of premises.
04/26/13	CDS	.80	Reviewing draft motion materials re: stay extension motion; corresponding with I. Aversa re: comments re: motion materials; revising draft Third Report; discussing with M. Wagner re: same and corresponding with I. Aversa re: same.
04/26/13	MEW	1.50	Speak to I. Aversa re: Danforth lease matters, strategy and next steps; conference call with S. Ross, A. Mitchell, K. Sherkin, M. Gertner, S. Graff, I. Aversa re: Danforth lease matters.
04/30/13	CDS	.90	Revising third report and corresponding with S. Bissell, B. Taylor and M. Wagner re: same; reviewing notice of disclaimer of Xerox lease agreements; teleconference with M. Wagner re: same; teleconference with I. Aversa re: same; corresponding with M. Wagner, S. Bissell, B. Taylor, I. Aversa and J. DesJardins re: same.
04/30/13	MEW	.40	Correspond re: Xerox notice of disclaimer and speak to C. Descours re: same.
05/01/13	CDS	2.00	Reviewing reply motion materials and related correspondence re: dispute re: Danforth lease; finalizing and serving Monitor's Third Report; corresponding with S. Bissell, B. Taylor and M. Wagner re: same; preparing affidavit of service.
05/01/13	MEW	1.40	Review revised Monitor's Report and correspond re: same; review reply materials; correspond re: reply materials, cross-examination.
05/02/13	CDS	.30	Serving Monitor's Third Report and arranging for filing with the Court.
05/02/13	MEW	1.00	Message for I. Aversa re: Danforth matters; speak to I. Aversa re: Danforth matters; status update to S. Bissell.
05/03/13	MEW	.50	Correspond re: Danforth matter; status update.
05/06/13	CDS	.20	Corresponding with J. Desjardins, Aird & Berlis and S. Bissell, FTI re: disclaimer notice re: lease agreement with Ricoh Canada Inc.
05/06/13	MEW	1.00	Correspond re: Danforth status update, contract disclaimer; review Danforth lease documents.
05/07/13	MEW	.80	Speak to S. Bissell re: WEPPA, status update; review offer to settle; correspond re: WEPPA.
05/08/13	CDS	.40	Reviewing correspondence re: settlement between Extreme Fitness and

Date	TKID	Hours	Description
			1079268 Ontario Inc.; discussing with M. Wagner re: settlement discussions and re: stay extension motion.
05/08/13	MEW	1.50	Review WEPPA; correspond re: offer to settle, stay extension hearing; speak to C. Descours re: stay extension hearing; speak to I. Aversa re: settlement, stay extension hearing; status update to S. Bissell.
05/09/13	CDS	3.50	Meeting with M. Wagner re: settlement agreement between Extreme Fitness and 1079268 Ontario Inc.; reviewing settlement agreement and correspondence re: same; preparing for and attending stay extension motion; corresponding re: revised draft Order.
05/09/13	MEW	2.50	Review release re: settlement of Danforth matters and correspond re: same; speak to C. Descours re: settlement, court preparation; speak to I. Aversa re: settlement; message for S. Bissell re: settlement; review revised release and speak to I. Aversa and M. van Zandvoort re: same; correspond re: revised Order; review revised Order.
05/10/13	MEW	.30	Correspond re: landlord assignment, entered stay extension order.
05/15/13	MEW	.20	Speak to S. Bissell re: status update.

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**OUR FEE** **\$18,924.50**

TKID	NAME	HOURS	RATE	TOTAL
MEW	Wagner, Melaney	15.80 hrs	\$775.00	\$12,245.00
CDS	Descours, Caroline	13.90 hrs	\$475.00	\$6,602.50
DA	Clerk, Litigation	1.10 hrs	\$70.00	\$77.00
				<b>\$18,924.50</b>

**DISBURSEMENTS**

Copies	25.00
Telephone - Cellular Phone Charges	12.00
Delivery - Courier	259.27

**TOTAL DISBURSEMENTS** **\$296.27**

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Invoice #603285 -- page 4

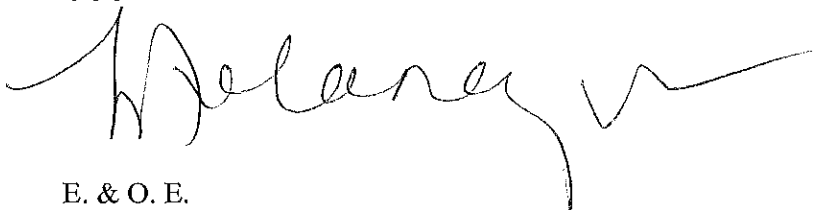
TOTAL FEES ON THIS INVOICE	\$18,924.50
HST ON FEES	2,460.19
NON TAXABLE DISBURSEMENTS	0.00
TAXABLE DISBURSEMENTS	296.27
TOTAL DISBURSEMENTS ON THIS INVOICE	\$296.27
HST ON TAXABLE DISBURSEMENT	38.52
<b>TOTAL THIS INVOICE (CANADIAN DOLLARS)</b>	<b>\$21,719.48</b>

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TRUST FUNDS	\$50,000.00
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THIS IS OUR ACCOUNT HEREIN  
GOODMANS LLP



E. & O. E.  
MEW /

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.

# Goodmans<sup>LLP</sup>

Barristers & Solicitors

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

Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

Direct Line: 416.597.4258  
mwagner@goodmans.ca

June 25, 2013

Our File No.: 13.0251

## Via Email

FTI Consulting  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

**Attention: Steven Bissell, Managing Director**

Dear Steven:

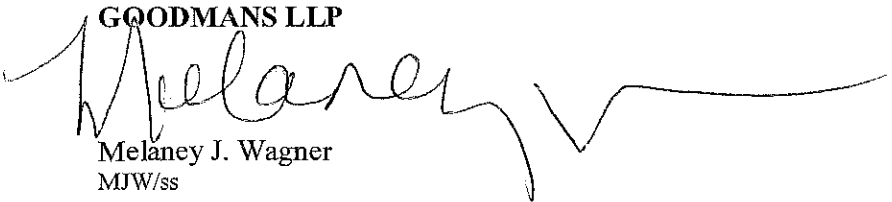
**Re: Extreme Fitness, Inc.**

Please find enclosed our account for services rendered with respect to the above-noted matter.

I trust you find the enclosed to be in order. If you have any questions regarding the enclosed, please do not hesitate to contact me.

Yours very truly,

**GOODMANS LLP**

  
Melaney J. Wagner  
MJW/ss

Enc.

V6170650

June 25, 2013

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

ATTENTION: Steven Bissell

OUR FILE NO. FTCC 130251  
OUR INVOICE NO. 605375  
GST/HST REGISTRATION NO. R119422962

Re: Extreme Fitness, Inc.

---

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

Date	TKID	Hours	Description
05/21/13	MEW	.30	Message for I. Aversa re: request for status update; speak to S. Bissell re: status update; correspond re: RBC.
05/23/13	MEW	.50	Review correspondence from CRA and correspond re: same; review correspondence re: Paymentech, lessor assignments.
05/24/13	MEW	.90	Conference call with S. Bissell, S. Graff, I. Aversa and A. Hutchens re: CRA letter, response and next steps; review and provide comments on response letter to CRA.
05/28/13	MEW	.80	Speak to I. Aversa re: Paymentech; conference call with I. Aversa and M. Sloan re: Paymentech; review correspondence re: CRA.
05/31/13	MEW	.20	Review correspondence from CRA.
06/03/13	MEW	.50	Review correspondence re: Paymentech and correspond re: same; speak to S. Bissell re: status update; correspond re: coordinate call to discuss next steps prior to stay expiry.
06/04/13	MEW	.90	Correspond re: Paymentech, adjustment amount under the APA; review CCAA Termination Orders re: post-termination payments; review Paymentech agreement.
06/05/13	MEW	1.80	Review correspondence re: adjustment amount and respond to same; review

Date	TKID	Hours	Description
			Paymentech revised agreement; speak to I. Aversa re: Paymentech agreement; review further revised Paymentech agreement; review response to CRA and provide comments.
06/06/13	MEW	.50	Review correspondence re: CRA, Paymentech, status of lessor consents and speak to S. Bissell re: same.
06/07/13	MEW	.80	Review Paymentech comments on agreement and Aird & Berlis comments re: same; correspond re: Paymentech agreement; speak to I. Aversa re: Paymentech agreement.
06/10/13	MEW	.50	Review Paymentech comments on agreement and correspond re: same; review CRA correspondence.
06/11/13	MEW	1.10	Review response to CRA and provide comments on same; conference call with I. Aversa, A. Hutchens and Paymentech re: agreement; review revised Paymentech agreement and correspond re: same.
06/14/13	MEW	.50	Speak to Copy Toner of Canada re: pre-filing debt; correspond re: Paymentech matters.
06/17/13	CDS	.30	Reviewing APA re: release of holdback amount and corresponding with M. Wagner re: same.
06/17/13	MEW	.60	Correspond re: Paymentech agreement, adjustment amount, release of Holdback.
06/18/13	CDS	2.30	Meeting with M. Wagner to discuss termination of CCAA proceedings and commencement of bankruptcy proceedings; drafting Monitor's report re: same.
06/18/13	MEW	1.20	Conference call with G. Moffat, S. Graff, I. Aversa, S. Bissell and B. Taylor re: next steps; speak to S. Bissell re: wind-down matters, Monitor's Report, passing of accounts; speak to C. Descours re: Monitor's Report.
06/19/13	CDS	2.10	Drafting Monitor's fourth report.
06/19/13	MEW	.40	Correspond re: Paymentech agreement, release of Holdback.
06/21/13	MEW	.30	Correspond re: Paymentech, release of Holdback.
06/24/13	MEW	.40	Correspond re: Paymentech agreement and arrange for monitor execution of same.

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Barristers & Solicitors  
Bay Adelaide Centre  
333 Bay Street, Suite 3400  
Toronto, Ontario M5H 2S7  
Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

Invoice #605375 -- page 3

**OUR FEE**

**\$11,687.50**

TKID	NAME	HOURS	RATE	TOTAL
MEW	Wagner, Melaney	12.20 hrs	\$775.00	\$9,455.00
CDS	Descours, Caroline	4.70 hrs	\$475.00	\$2,232.50
				<b>\$11,687.50</b>

**DISBURSEMENTS**

Delivery - Courier 10.00

**TOTAL DISBURSEMENTS**

**\$10.00**

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TOTAL FEES ON THIS INVOICE	\$11,687.50
HST ON FEES	1,519.38
NON TAXABLE DISBURSEMENTS	0.00
TAXABLE DISBURSEMENTS	10.00
TOTAL DISBURSEMENTS ON THIS INVOICE	\$10.00
HST ON TAXABLE DISBURSEMENT	1.30
<b>TOTAL THIS INVOICE (CANADIAN DOLLARS)</b>	<b>\$13,218.18</b>

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TRUST FUNDS \$50,000.00

Goodmans<sup>LLP</sup>

Barristers & Solicitors

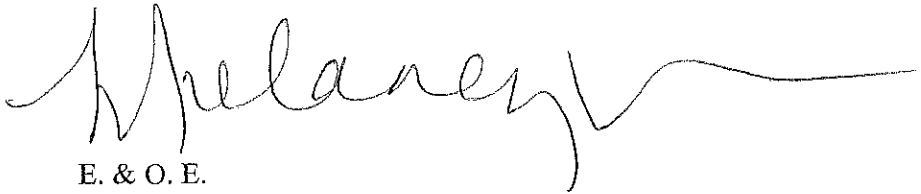
Bay Adelaide Centre  
333 Bay Street, Suite 3400  
Toronto, Ontario M5H 2S7

Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

Invoice #605375 -- page 4

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THIS IS OUR ACCOUNT HEREIN  
GOODMANS LLP



E. & O. E.  
MEW /

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.



Goodmans<sup>LLP</sup>

Barristers & Solicitors

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

Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

Direct Line: 416.597.4258  
mwagner@goodmans.ca

July 3, 2013

Our File No.: 13.0251

**Via Email**

FTI Consulting  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto, ON M5K 1G8

**Attention: Steven Bissell, Managing Director**

Dear Steven:

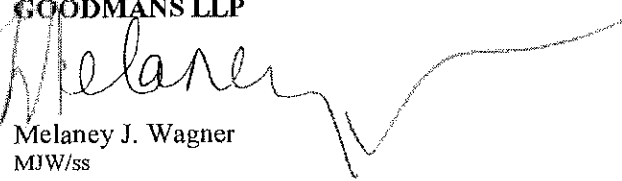
**Re: Extreme Fitness, Inc.**

Please find enclosed our account for services rendered with respect to the above-noted matter. We have applied a portion of the retainer in full payment of our invoice and the balance of the retainer remains in trust.

I trust you find the enclosed to be in order. If you have any questions regarding the enclosed, please do not hesitate to contact me.

Yours very truly,

**GOODMANS LLP**

  
Melaney J. Wagner  
MJW/ss

Enc.

\6170650



Barristers & Solicitors

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

Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

July 3, 2013

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

ATTENTION: Steven Bissell

OUR FILE NO. FTCC 130251  
OUR INVOICE NO. 606089  
GST/HST REGISTRATION NO. R119422962

Re: Extreme Fitness, Inc.

---

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

Date	TKID	Hours	Description
06/25/13	CDS	2.30	Drafting Fourth Report and affidavits for approval of Monitor's fees.
06/26/13	CDS	2.30	Drafting Fourth Report; meeting with M. Wagner to discuss same.
06/26/13	MEW	1.00	Review and provide comments on Monitor's Report re: termination of CCAA proceedings; review and provide comments on fee affidavits.
06/27/13	CDS	2.50	Reviewing and revising draft motion materials; corresponding and discussing with M. Wagner re: same.
06/27/13	MEW	1.40	Speak to I. Aversa re: termination of CCAA proceedings; review motion materials re: same and provide comments to C. Descours; review revised motion materials.
06/28/13	CDS	2.90	Reviewing draft motion materials, corresponding with M. Wagner and providing comments to Aird & Berlis re: same; reviewing and revising draft Fourth Report and corresponding with M. Wagner, S. Bissell and B. Taylor re: same.
06/28/13	MEW	1.50	Review and revise Monitor's Report re: termination of CCAA proceedings; correspond re: sale proceeds.
07/02/13	CDS	4.20	Reviewing revised draft motion materials for termination of CCAA proceedings and providing comments re: same; teleconference with S. Bissell

Date	TKID	Hours	Description
			and B. Taylor re: Monitor's Fourth Report and completion of CCAA proceedings; corresponding with I. Aversa re: motion materials; reviewing and revising draft Report, fee affidavits and invoices and discussing with M. Wagner re: same.
07/02/13	MEW	2.50	Conference call with S. Bissell, B. Taylor and C. Descours re: termination of CCAA proceedings, court materials; conference call with C. Descours and I. Aversa re: mechanics for completing CCAA proceedings, court materials; review and provide comments on revised materials; review passing of accounts materials and provide comments to C. Descours.

**OUR FEE** **\$11,705.00**

TKID	NAME	HOURS	RATE	TOTAL
MEW	Wagner, Melaney	6.40 hrs	\$775.00	\$4,960.00
CDS	Descours, Caroline	14.20 hrs	\$475.00	\$6,745.00
				<b>\$11,705.00</b>

**DISBURSEMENTS**

Copies 8.25

**TOTAL DISBURSEMENTS** **\$8.25**

**TOTAL FEES ON THIS INVOICE** **\$11,705.00**

HST ON FEES 1,521.65

NON TAXABLE DISBURSEMENTS 0.00

TAXABLE DISBURSEMENTS 8.25

**TOTAL DISBURSEMENTS ON THIS INVOICE** **\$8.25**

HST ON TAXABLE DISBURSEMENT 1.07

# Goodmans<sup>LLP</sup>

Barristers & Solicitors

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

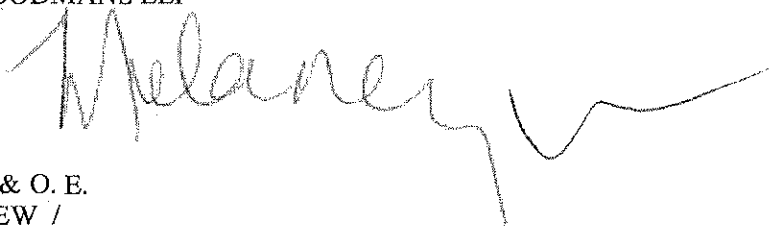
Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

Invoice #606089 -- page 3

<b>TOTAL THIS INVOICE (CANADIAN DOLLARS)</b>	<b>\$13,235.97</b>
<b>LESS PAYMENT FORM TRUST FUNDS</b>	<b>(\$13,235.97)</b>
<b>TOTAL THIS INVOICE DUE(CANADIAN DOLLARS)</b>	<b>\$0.00</b>

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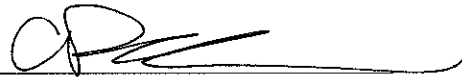
THIS IS OUR ACCOUNT HEREIN  
GOODMANS LLP



E. & O. E.  
MEW /

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.

This is Exhibit "B" referred to in the  
affidavit of Melaney J. Wagner  
sworn before me, this 4<sup>th</sup>  
day of July, 2013.



A Commissioner for Taking Affidavits

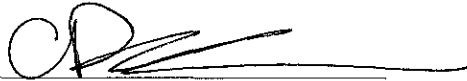
**EXHIBIT "B"**

**Summary of Goodmans Invoices**

**Invoices dated February 7, 2013 to July 3, 2013**

<b>Invoice #</b>	<b>Date</b>	<b>Fees</b>	<b>Expenses</b>	<b>HST</b>	<b>Total</b>
596377	February 7, 2013	\$40,597.00	\$124.80	\$5,293.83	\$46,015.63
596936	February 25, 2013	\$21,662.50	\$1,271.81	\$2,981.47	\$25,915.78
598394	March 13, 2013	\$28,342.00	\$1,544.33	\$3,885.22	\$33,771.55
600442	April 4, 2013	\$103,294.50	\$904.86	\$13,545.92	\$117,745.28
601237	April 22, 2013	\$8,227.00	\$6,430.53	\$1,905.48	\$16,563.01
603285	May 23, 2013	\$18,924.50	\$296.27	\$2,498.71	\$21,719.48
605375	June 25, 2013	\$11,687.50	\$10.00	\$1,520.68	\$13,218.18
606089	July 3, 2013	\$11,705.00	\$8.25	\$1,522.72	\$13,235.97
<b>TOTAL:</b>		<b>\$244,440.00</b>	<b>\$10,590.85</b>	<b>\$33,154.03</b>	<b>\$288,184.88</b>

This is Exhibit "C" referred to in the  
affidavit of Melaney J. Wagner  
sworn before me, this 4<sup>th</sup>  
day of July, 2013.

A handwritten signature in black ink, consisting of a large, stylized 'C' followed by a series of horizontal strokes that extend to the right.

A Commissioner for Taking Affidavits

**EXHIBIT "C"**

**Summary of Goodmans Fees**

**Services Rendered January 22, 2013 to July 2, 2013**

<b>Name</b>	<b>Position</b>	<b>Hours</b>	<b>Hourly Rate</b>	<b>Total</b>
M. Wagner	Insolvency Partner	163.2	\$775.00	\$126,480.00
S. Zimmerman	Research Partner	1.0	\$875.00	\$875.00
K. Herlin	Real Estate Partner	1.9	\$835.00	\$1,586.50
L. Mantello	Banking Partner	2.2	\$685.00	\$1,507.00
C. Descours	Insolvency Associate	222.8	\$475.00	\$105,830.00
P. Bremner	Real Estate Law Clerk	11.5	\$415.00	\$4,772.50
D. Ferreira	Corporate Law Clerk	6.7	\$290.00	\$1,943.00
	Articling Students and Library Support	4.0	\$260.00	\$1,040.00
	Other Support Services	5.8	\$70.00	\$406.00
<b>TOTAL:</b>		<b>419.1</b>		<b>\$244,440.00</b>



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

Court File No. CV-13-10000-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT  
OF EXTREME FITNESS, INC.

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
- COMMERCIAL LIST**

Proceeding commenced at TORONTO

**AFFIDAVIT OF MELANEY J. WAGNER  
(Sworn July 4, 2013)**

**GOODMANS LLP  
Barristers & Solicitors  
333 Bay Street, Suite 3400  
Toronto, Ontario M5H 2S7**

Melaney Wagner (LSUC# 44063B)  
Caroline Descours (LSUC# 58251A)

Tel: 416-979-2211  
Fax: 416-979-1234

Lawyers for FTI Consulting Canada Inc.,  
as Monitor

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

AND IN THE MATTER OF THE PLAN OF COMPROMISE OR ARRANGEMENT  
OF EXTREME FITNESS, INC. Applicant

Court File No. CV-13-10000-00CL

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**

**COMMERCIAL LIST**

Proceeding commenced at Toronto

**FOURTH REPORT OF FTI CONSULTING  
CANADA INC., IN ITS CAPACITY AS  
MONITOR OF EXTREME FITNESS, INC.**

**GOODMANS LLP**  
Barristers & Solicitors  
333 Bay Street, Suite 3400  
Toronto, Canada M5H 2S7

Melaney J. Wagner LSUC#: 44063B  
Caroline Descours LSUC#: 58251A

Tel: (416) 979-4258  
Fax: (416) 979-1234

Lawyers for the Monitor