

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

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

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

**January 19, 2017**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
2123125 ONTARIO INC.

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

**INTRODUCTION**

1. On April 21, 2016 (the “**Filing Date**”), 2123125 Ontario Inc., formerly known as FirstOnSite G.P. Inc. (“**FirstOnSite GP**” or the “**Applicant**”) filed for and obtained protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”). Pursuant to the Order of this Court granted on April 21, 2016 (as amended and restated, the “**Initial Order**”), FTI Consulting Canada Inc. (“**FTI**”) was appointed as the Monitor in these proceedings (the “**Monitor**”). The Initial Order provided, *inter alia*, a stay of proceedings against the Applicant through to and including May 20, 2016 (the “**Stay Period**”) and extended the relief under the Initial Order to Former Restoration L.P., formerly known as FirstOnSite Restoration L.P. (“**FirstOnSite LP**”, together with FirstOnSite GP, “**FirstOnSite**” or the “**Companies**”). The Stay Period was subsequently extended by Orders of the Court to January 27, 2017. The proceedings commenced by the Applicant under the CCAA will be referred to herein as the “**CCAA Proceedings**”.
2. On May 9, 2016, the Court granted an Approval and Vesting Order (as amended and restated, the “**Approval and Vesting Order**”), among other things,

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

3. Key dates in these CCAA Proceedings to date are summarized as follows:

April 21, 2016	Commencement of the CCAA Proceedings and granting of Initial Order
May 2, 2016	Comeback Hearing and granting of Amended and Restated Initial Order
May 9, 2016	Granting of Approval and Vesting Order in respect of the Transaction
May 18, 2016	Granting of Assignment Order and Distribution Order in respect of the Transaction
May 26, 2016	Hearing scheduled for Purchaser’s motion re: cure costs (ultimately consensually resolved)
June 1, 2016	Granting of Amended and Restated Approval and Vesting Order and completion of the Transaction
June 27, 2016	Appointment of CRO
October 28, 2016	Granting of Claims Bar and Stay Extension Order approving limited Claims Process
November 15, 2016	Claims Bar Date  Completion of Transition Agreement with the Purchaser
November 16, 2016	FirstOnSite’s Working Capital Adjustment Motion and the BDC Capital Motion scheduled (ultimately consensually resolved)
January 27, 2017	Expiry of stay of proceedings

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

## **PURPOSE OF REPORT**

5. The purpose of this report (this “**Report**”) is to provide this Court with information on the following:
  - (a) a summary of the Monitor’s activities to date;
  - (b) the completion of certain post-closing matters, including the resolution of certain remaining working capital adjustment matters and the satisfaction of Potential Trust Claims (as defined below) pursuant to the APA;
  - (c) the resolution of the objection raised by BDC Capital Inc. (“**BDC Capital**”) as lender under a letter offer of credit entered into on November 25, 2014 (the “**Pre-Filing BDC Capital Loan**”) to the payment of certain employee bonus amounts (the “**BDC Capital Objection**”);
  - (d) the review and satisfaction of Lien Claims (as defined below);
  - (e) the review and resolution to date of claims submitted pursuant to the limited claims process (the “**Claims Process**”) approved by the Court pursuant to the Claims Bar and Stay Extension Order granted on October 28, 2016 (the “**Claims Order**”);

- (f) certain additional distributions made from the proceeds of the Transaction (the “**Sale Proceeds**”);
- (g) the Applicant’s request for an extension of the stay of proceedings granted under the Initial Order (the “**Stay Extension**”) and the termination of the CCAA Proceedings; and
- (h) the request for approval of the Monitor’s and its counsel’s fees and disbursements in the CCAA Proceedings and approval of this Report and the activities of the Monitor described therein.

#### **TERMS OF REFERENCE**

6. In preparing this Report, the Monitor has relied upon unaudited financial information of FirstOnSite, FirstOnSite’s books and records, certain financial information prepared by FirstOnSite and discussions with various parties (collectively, the “**Information**”).
7. Except as described in this Report:
  - (a) the Monitor has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Assurance Standards pursuant to the Chartered Professional Accountants of Canada Handbook; and
  - (b) the Monitor has not examined or reviewed financial forecasts and projections referred to in this Report in a manner that would comply with the procedures described in the Chartered Professional Accountants of Canada Handbook.
8. Future oriented financial information reported or relied on in preparing this Report is based on management’s assumptions regarding future events; actual results may vary from forecast and such variations may be material.

9. The Monitor has prepared this Report in connection with the Applicant's motion returnable January 25, 2017 (the "**January Motion**"). This Report should be read in conjunction with the affidavit of Kevin McElcheran sworn January 18, 2017 in support of the January Motion (the "**McElcheran Affidavit**").
10. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian Dollars. Capitalized terms not otherwise defined herein have the meanings given to them in the prior reports of the Monitor.

### **ACTIVITIES OF THE MONITOR**

11. The Initial Order appointed FTI as the Monitor in these CCAA Proceedings. In addition to the activities described in the First Report of the Monitor dated April 27, 2016, the Supplemental Report to the Second Report of the Monitor dated May 16, 2016, the Third Report of the Monitor dated June 22, 2016 (the "**Third Report**"), and the Fourth Report of the Monitor dated October 24, 2016 (the "**Fourth Report**") the Monitor's activities to date have included, *inter alia*:
  - (a) making materials available on the Monitor's Website;
  - (b) reviewing disbursements made by or on behalf of the Companies during the CCAA Proceedings;
  - (c) responding to inquiries from creditors and other interested parties received by the Monitor;
  - (d) assisting the Companies in connection with various post-closing matters, including assisting in collecting certain excluded receivables;
  - (e) assisting the Companies in preparing HST returns;
  - (f) assisting Oriole Advisors Ltd., in its capacity as the Court-appointed Chief Restructuring Officer ("**CRO**") of FirstOnSite;

- (g) reviewing Lien Notices (as defined below) submitted to the Monitor pursuant to the Initial Order, and reducing the Lien Claims reflected in such Lien Notices as such Lien Claims were paid from time to time, as discussed in further detail below;
- (h) reviewing claims submitted pursuant to the Claims Process and working with the Companies, the CRO and the claimants in connection with the resolution of such claims, as discussed in further detail below;
- (i) making certain distributions from the Sale Proceeds pursuant to the Distribution Order granted May 18, 2016 (the “**Distribution Order**”);
- (j) participating in discussions with the Companies, the Companies’ advisors, and other interested parties in connection with the January Motion, and reviewing and considering various documentation in connection with the foregoing; and
- (k) preparing this Report.

## **TRANSACTION POST-CLOSING MATTERS**

### Working Capital Adjustment

12. As discussed in greater detail in the Fourth Report, pursuant to the APA, the Purchaser was required to deliver to FirstOnSite within 90 days of the closing of the Transaction a written statement (the “**Purchaser’s Working Capital Adjustment**”) of the Purchaser’s good faith determination of the Final Working Capital (as defined in the APA). The Purchaser’s Working Capital Adjustment was delivered by the Purchaser following close of business on August 30, 2016, with such delivery being effective as of August 31, 2016 pursuant to the terms of the APA.

13. The Monitor, in consultation with the CRO, disagreed with certain items in the Purchaser's Working Capital Adjustment and accordingly the Companies subsequently delivered certain objections to the Purchaser's Working Capital Adjustment (the "**Seller's Working Capital Objections**") to the Purchaser pursuant to the terms of the APA, and worked with the Purchaser and the Monitor to resolve disputed items reflected in the Seller's Working Capital Objections.
14. On October 17, 2016, FirstOnSite and the Purchaser entered into a settlement agreement (the "**Working Capital Settlement Agreement**") pursuant to which the Companies' objections raised in connection with Purchaser's Working Capital Adjustment were consensually resolved, with the exception of one objection relating to the inclusion by the Purchaser of two Stub Bonus Payments (as defined below) in the Purchaser's Working Capital Adjustment (the "**Remaining Working Capital Objection**"). Pursuant to the Working Capital Settlement Agreement, it was agreed that the Companies would bring a motion before the Court to resolve the Remaining Working Capital Objection (the "**Working Capital Adjustment Motion**"), which motion was scheduled to be heard on November 16, 2016, concurrently with the BDC Capital Motion (as defined and further discussed below).
15. As discussed in the Fourth Report, pursuant to the Working Capital Settlement Agreement, FirstOnSite paid to the Purchaser an amount of \$87,278.29 in full satisfaction of its obligations in respect of the Final Working Capital (the "**Seller's Working Capital Adjustment Payment**"), and the Purchaser agreed to pay back to FirstOnSite any amounts that may become payable by the Purchaser to FirstOnSite upon the determination of the Working Capital Adjustment Motion by the Court or mutual agreement by the Purchaser and FirstOnSite within five business days of such determination.
16. On or about November 4, 2016, FirstOnSite, the Purchaser and BDC Capital entered into Minutes of Settlement (the "**Minutes of Settlement**") pursuant to

which, among other things, the parties agreed: (i) to the Final Working Capital under the APA, resulting in a return by the Purchaser to the Companies of \$108,169; (ii) that no Working Capital Adjustment Motion would be brought by the Companies; (iii) that the Monitor, at the direction of the Companies, would pay from funds being held by the Monitor on the Companies' behalf the Stub Bonus Payment (as defined below) in respect of the former FirstOnSite employee who had not been paid his Stub Bonus Payment by the Purchaser, in priority to the Pre-Filing BDC Capital Loan; and (iv) that BDC Capital would have the BDC Capital Motion dismissed with prejudice and without costs.

#### Termination of the Transition Agreement

17. As discussed in the Third Report and Fourth Report, prior to the closing of the Transaction, the Purchaser advised that it required FirstOnSite to continue to temporarily hold certain contracts of the Companies that related to work for which applicable law requires the existing licence delivered to FirstOnSite by the Régie du bâtiment du Québec, pursuant to the *Builder's Act* (Quebec) and bearing number 8353-0295-53, or a licence in replacement thereof (such contracts being the “**Quebec Contracts**”) for a period of time following the closing of the Transaction while the Purchaser continued its efforts to obtain a licence from the Régie du bâtiment du Québec pursuant to the *Builder's Act* (Quebec) in connection with the Quebec Contracts.
18. In connection with the foregoing, FirstOnSite agreed to enter into a transition agreement with the Purchaser (the “**Transition Agreement**”) pursuant to which, *inter alia*, (a) FirstOnSite would continue to perform the construction or restoration work under the Quebec Contracts on the terms and subject to the conditions under the Transition Agreement, including the Purchaser providing the Purchaser Services and Supplies (as defined in the Transition Agreement); (b) the Purchaser would pay all out-of-pocket costs and expenses of FirstOnSite incurred in performing the work under the Quebec Contracts; and (c) the Quebec Contracts

would not vest in the Purchaser until delivery by the Monitor of a subsequent Monitor's certificate (the "**Subsequent Monitor's Certificate**"), which the Monitor would deliver following the receipt of a Transition Date Notice (as defined in the Transition Agreement) from the Purchaser.

19. The Transition Agreement was set to expire on the earlier of: (a) the date on which the Purchaser delivered the Transition Date Notice to FirstOnSite and the Monitor, and the Monitor delivered the Subsequent Monitor's Certificate; (b) upon notice by FirstOnSite to the Purchaser following any material breach by the Purchaser of the terms of the Transition Agreement which breach had not been cured within ten business days of notice of such breach having been provided by FirstOnSite to the Purchaser; and (c) August 31, 2016 (the "**Expiry Date**").
20. On August 31, 2016, FirstOnSite and the Purchaser entered into an agreement amending the Transition Agreement to extend the Expiry Date to September 30, 2016, and subsequently entered into a second amending agreement to the Transition Agreement to extend the Expiry Date to November 15, 2016.
21. On November 15, 2016, the Monitor received the Transition Date Notice from the Purchaser pursuant to the Transition Agreement, as amended, and accordingly delivered to the Purchaser and filed with the Court the Subsequent Monitor's Certificate dated November 16, 2016.

#### Satisfaction of Potential Trust Claims

22. Pursuant to the APA, the Purchaser assumed, among others, the obligations set out in the Potential Trust Claimants List (the "**Potential Trust Claims**"), as such list may have been amended from time to time pursuant to the APA.
23. Pursuant to the APA, following the closing of the Transaction, on the fourteenth day following closing and on every fourteenth day thereafter, the Purchaser was required to provide FirstOnSite and the Monitor with a report, certified by an officer of the Purchaser, detailing which of the amounts owing to persons on the

Potential Trust Claimant List have not been paid or satisfied (each a “**Remaining Potential Trust Claims Report**”).

24. On December 21, 2016, the Purchaser delivered to the Monitor a copy of the final Remaining Potential Trust Claims Report certifying that as of December 21, 2016, all of the amounts owing to persons on the Potential Trust Claimant List have been paid or satisfied.

### **SENIOR MANAGEMENT EMPLOYEE BONUS PAYMENTS**

25. As discussed in the Fourth Report, prior to the commencement of the CCAA Proceedings, the Monitor was advised that the board of directors of the Applicant (the “**Board**”) had approved a targeted bonus program for 2016 for certain senior management employees (the “**2016 Bonus Program**”). The 2016 Bonus Program was based on certain targets, the achievement of which were to be assessed by the Board on closing of the Transaction, and the 2016 Bonus Program was to be paid on or as soon as practicable following closing of the Transaction. The 2016 Bonus Program was also described in the Initial Order Affidavit.
26. At a Board meeting on May 26, 2016 attended by the Monitor, the Board determined that the targets for the 2016 Bonus Program had been met and that the bonus payments under the 2016 Bonus Program (the “**Stub Bonus Payments**”) in the aggregate amount of approximately \$396,025 were to be paid to the applicable employees upon closing of the Transaction.
27. Following the closing of the Transaction, BDC Capital advised the Companies and the Monitor that it objected to the payment of the Stub Bonus Payments, and it intended to bring a motion for an order, *inter alia*, declaring that BDC Capital was entitled to payment in respect of the outstanding obligations under the Pre-Filing BDC Capital Loan in priority to the amounts payable under the 2016 Bonus Program (the “**BDC Capital Motion**”). The BDC Capital Motion had previously been scheduled for November 16, 2016 and was ultimately resolved by the

parties, together with the Working Capital Adjustment Motion, pursuant to the Minutes of Settlement discussed above. As discussed above, the Stub Bonus Payments have been paid, in part by the Purchaser (with a portion included in the Final Working Capital (as defined in the APA)) and in part by FirstOnSite as agreed under the Minutes of Settlement.

## **REVIEW OF LIEN CLAIMS**

28. As discussed in the Fourth Report, pursuant to the Initial Order, the Applicant obtained a stay as against any person who had supplied services and/or materials to FirstOnSite to preserve and perfect a lien under Applicable Lien Legislation (each a “**Lien Claim**”) against any projects to which FirstOnSite was a contracting party. The Initial Order further provided that (a) any person who wishes to preserve or perfect a Lien Claim (each a “**Lien Claimant**”) shall be required to provide to the Monitor and FirstOnSite a notice setting the amount and particulars of its Lien Claim (a “**Lien Notice**”), and (b) upon serving a Lien Notice, the Lien Claimant shall be entitled to a charge on the Charged Property (as defined in the Initial Order) in an amount equivalent to the value that the Lien Claimant would otherwise be entitled to in connection with a lien under the applicable legislation (collectively, the “**Lien Charge**”). Under the Initial Order, the Monitor was authorized to review and reduce or disallow a Lien Claim set out in a Lien Notice, or refer such matter for determination by the Court, on notice to the applicable Lien Claimant.
29. During the period from the granting of the Initial Order until the completion of the Transaction, a number of suppliers of materials and/or services submitted Lien Notices asserting Lien Claims pursuant to the process set out in the Initial Order. Pursuant to the APA, the amounts owing in respect of such Lien Claims were subsequently assumed by the Purchaser on closing of the Transaction.
30. As at the filing of the Fourth Report, based on information received by the Monitor, all of the Lien Claims had been either partially or fully re-paid, with

approximately \$1,248 of potential Lien Claims in the aggregate remaining outstanding as of the date of the Fourth Report. As discussed in the Fourth Report, the Monitor had sent notices (each a “**Lien Claim Reduction Notice**”) to each Lien Claimant reducing its Lien Claim by the amount such Lien Claim had been paid based on the information provided to the Monitor, in many instances reducing such Lien Claims to \$0.

31. Based on information received by the Monitor since the filing of the Fourth Report, the Monitor understands that all of the Lien Claims have now been fully satisfied. Accordingly, the Monitor has now sent Lien Claim Reduction Notices to all remaining Lien Claimants reducing their respective Lien Claims to \$0.
32. Pursuant to the Initial Order, a Lien Claimant had 10 days to give notice to the Monitor and FirstOnSite that it intended to seek a review by the Court of the decision of the Monitor to reduce or disallow a Lien Claim on a motion before a judge of this Court. As of the date of this Report, the Monitor has not received any such notices, and the ten-day objection period in respect of all of the Lien Claim Reduction Notices delivered by the Monitor has passed.
33. The Lien Charge ranks in priority to the obligations owing to BDC Capital under the Pre-Filing BDC Capital Loan. Given all Lien Claims have now been satisfied, there is no further requirement to hold back any funds in respect of such Lien Claims.

## **CLAIMS PROCESS**

34. As discussed in the Fourth Report, pursuant to the Distribution Order, the Monitor retained certain funds from the Sale Proceeds, including in connection with, among other things, (i) potential trust claims which may potentially be asserted against FirstOnSite pursuant to applicable construction lien legislation, and (ii) in connection with post-filing expenses incurred prior to the closing of the

Transaction that were not assumed by the Purchaser pursuant to the APA (collectively, “**Post-Filing/Pre-Closing Claims**”).

35. To facilitate the distribution of the remaining funds being retained by the Monitor on behalf of the Companies pursuant to the Distribution Order, on October 24, 2016 the Applicants sought and obtained Court approval of the limited Claims Process to identify any outstanding potential trust claims or Post-Filing/Pre-Closing Claims (collectively “**Eligible Claims**”) pursuant to the Claims Order.
36. Pursuant to the Claims Order, the Monitor distributed a notice to known creditors of the Companies that, based on the Companies’ books and records, had amounts outstanding to them that were not assumed by the Purchaser pursuant to the APA, in substantially the form attached to the affidavit of Kevin McElcheran sworn October 21, 2016 in support of the Claims Order (the “**Claims Notice**”).
37. Pursuant to the Claims Notices, parties who believed they had an Eligible Claim owing by FirstOnSite were required to advise the Monitor of such claim by November 15, 2016 (the “**Claims Bar Date**”), otherwise any such claims have been fully and finally barred and extinguished pursuant to the Claims Order.
38. The Monitor received 16 claims filed by parties in connection with the Claims Process, which claims totalled approximately \$362,879. The Monitor, in consultation with the Companies and BDC Capital, has resolved 14 of such claims to date, resulting in payments to applicable claimants of approximately \$25,000 in the aggregate in respect of their Eligible Claims.
39. As of the date of this Report, there remain two claims submitted pursuant to the Claims Process in the aggregate amount of approximately \$26,626 in respect of which the Monitor has sent notices to the claimants disallowing their claims as they did not constitute Eligible Claims pursuant to the Claims Process. The Monitor has provided such parties until January 24, 2017 to dispute the Monitor’s determination. The Monitor intends to work, in consultation with the Companies,

to finalize the resolution of such remaining claims with the applicable claimants should the Monitor's determination be disputed by such claimants by the January 24, 2017 date. If such claims cannot be resolved with the applicable parties, the Monitor may return to the Court for further directions or determination of the applicable claims pursuant to the Claims Order.

#### **DISTRIBUTIONS FROM SALE PROCEEDS**

40. As set out in the Third Report and Fourth Report, the Monitor previously made the following distributions from the Sale Proceeds pursuant to the Distribution Order:
- (a) a distribution to Wells Fargo as DIP Agent for the repayment in full of the amounts outstanding under the DIP Facility;
  - (b) a distribution to Wells Fargo as Pre-Filing ABL Agent for the repayment in full of amounts outstanding under the Pre-Filing ABL Facility;
  - (c) a distribution to BDC for the repayment in full of the Pre-Filing BDC Loan;
  - (d) distributions to the KERP Participants pursuant to the KERP in respect of amounts secured by the KERP Charge;
  - (e) a distribution to the Financial Advisor in respect of amounts owing under the Engagement;
  - (f) a distribution to BDC Capital in partial repayment of the Pre-Filing BDC Capital Loan in the amount of \$400,000; and
  - (g) certain distributions in respect of Professional Expenses and Post-Filing Expenses.

41. In addition to the distributions set out in the Third Report and Fourth Report, the Monitor has also made the following additional distributions from the Sale Proceeds in accordance with the Distribution Order to date:
  - (a) additional distributions to BDC Capital in partial repayment of the Pre-Filing BDC Capital Loan in amounts totalling \$3.75 million, bringing the aggregate amount of distributions to BDC Capital to date to \$4.15 million; and
  - (b) certain additional distributions in respect of Professional Expenses and Post-Filing Expenses.
42. As at January 19, 2017, there remains approximately \$1.4 million owing to BDC Capital under the Pre-Filing BDC Capital Loan.
43. The Monitor continues to hold the balance of the Sale Proceeds pursuant to the Distribution Order. As at the date of this Report, the Monitor is holding approximately \$589,000 in its accounts on behalf of FirstOnSite.
44. Given, among other things, confirmation by the Purchaser that all of the amounts owing to persons on the Potential Trust Claimant List have been paid or satisfied, the completion of the Claims Process (subject to the final resolution of the two claims discussed above), the satisfaction of the Lien Claims and the corresponding reduction of the Lien Charge to \$0, and the distributions set out in this Report, following the completion of the remaining matters in these CCAA Proceedings, the Monitor expects to distribute the remaining amounts being held on behalf of FirstOnSite, following the payment of the remaining amounts secured by the Administration Charge (including, for certainty, the remaining fees and expenses payable to the CRO) and other amounts in connection with the completion of the CCAA Proceedings, to BDC Capital.

## **TERMINATION OF THE CCAA PROCEEDINGS**

45. As at the date of this Report, there remain certain limited matters to be completed in these CCAA Proceedings, including the final resolution of the two claims pursuant to the Claims Process discussed above, the completion and filing of certain additional tax returns and the receipt of potential HST refunds, and certain limited administrative matters. As noted above, following the completion of such matters, and the payment of the remaining amounts secured by the Administration Charge and other amounts in connection with the completion of the CCAA Proceedings, the Monitor expects to make a further and final distribution of remaining amounts being held by the Monitor on behalf of FirstOnSite to BDC Capital.
46. The Companies are at this time seeking authority, but not the requirement, for the CRO to, in consultation with the Monitor and BDC Capital, assign the Companies into bankruptcy in the event the Companies make a determination at a later time that such proceedings would be beneficial. The Monitor understands that BDC Capital has agreed to such requested relief.
47. The Companies also believe that it is appropriate at this time to seek a termination of the CCAA Proceedings and discharge and release of the Monitor and the CRO, effective upon the earlier of (i) the filing of a Monitor's certificate certifying that to the knowledge of the Monitor all matters to be attended to in connection with the CCAA Proceedings have been completed, or (ii) the assignment into bankruptcy of the Companies (the "**CCAA Termination Date**").

## **REQUEST FOR THE STAY EXTENSION**

48. As noted above, the Stay Period currently expires on January 27, 2017.
49. The Applicant is seeking a further extension of the Stay Period until the CCAA Termination Date for the Companies to, among other things, complete certain remaining matters in the CCAA Proceedings, including the final resolution of the

two remaining claims submitted pursuant to the Claims Process (as necessary), the completion and filing of certain additional tax returns, the receipt of potential HST refunds that may become payable to the Companies, and the completion of the distribution of remaining amounts being held by the Monitor on behalf of FirstOnSite. The continuation of the stay of proceedings is necessary to provide the stability needed during that time.

50. Based on the information provided to the Monitor, it appears as though the funds held by the Monitor on behalf of the Companies will be sufficient to provide the Companies with the liquidity to fund the remaining post-closing activities and the CCAA Proceedings until the CCAA Termination Date.
51. Based on the information presently available, the Monitor believes that creditors will not be materially prejudiced by the proposed extension of the Stay Period.
52. The Monitor is not aware of any non-compliance by the Companies with requirements under the CCAA or pursuant to any Order issued by this Court in the CCAA Proceedings. The Monitor believes that the Companies have acted, and are continuing to act, in good faith and with due diligence and that circumstances exist that make an extension of the Stay Period appropriate.

#### **APPROVAL OF FEES, REPORT AND ACTIVITIES**

53. The Monitor and its legal counsel, Goodmans LLP (“**Goodmans**”), have been paid their fees and disbursements at their standard rates and charges by the Companies from time to time as part of the costs of the CCAA Proceedings.
54. Paragraph 36 of the Initial Order states:

THIS COURT ORDERS that the Monitor and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Monitor and its legal counsel are hereby referred to

a judge of the Commercial List of the Ontario Superior Court of Justice.

55. The Monitor and Goodmans have maintained records of their professional time and costs. The Monitor's fees and disbursements for the period of April 21, 2016 to June 12, 2016 and the Monitor's counsel's fees and disbursements for the period of April 21, 2016 to May 31, 2016 were approved pursuant to an Order of the Court granted on June 27, 2016. The Monitor now requests approval of its fees and disbursements for the period of June 13, 2016 to January 15, 2017, the fees and disbursements for its legal counsel for the period of June 1, 2016 to January 13, 2017, and the Completion Estimates (as defined below).
56. The total fees and disbursements of the Monitor for the period of June 13, 2016 to January 15, 2017 total \$363,221.27, including fees in the amount of \$321,234.00, disbursements in the amount of \$200.73, and Harmonized Sales Tax ("**HST**") in the amount of \$41,786.54, as more particularly described in the Affidavit of Paul Bishop sworn January 18, 2017 (the "**Bishop Affidavit**"), a copy of which is attached hereto as Appendix "A".
57. The total fees and disbursements of the Monitor's counsel from June 1, 2016 to January 13, 2017 total \$120,145.80, including fees in the amount of \$104,158.00, disbursements in the amount of \$2,165.70, and HST in the amount of \$13,822.10, as more particularly described in the Affidavit of Robert J. Chadwick sworn January 18, 2017 (the "**Chadwick Affidavit**", together with the Bishop Affidavit, the "**Fee Affidavits**"), a copy of which is attached hereto as Appendix "B".
58. As set out in the Fee Affidavits, the Monitor and its counsel also estimate that their fees and disbursements until the completion of these CCAA Proceedings would not be greater than approximately \$25,000 for the Monitor and approximately \$25,000 for the Monitor's counsel, in each case exclusive of HST (collectively, the "**Completion Estimates**").

59. The Monitor respectfully submits that the fees and disbursements incurred by the Monitor and its counsel, as set out in the Fee Affidavits, are reasonable in the circumstances and have been validly incurred in accordance with the provisions of the Orders issued in the CCAA Proceedings, and that the Completion Estimates are also reasonable in the circumstances. Accordingly, the Monitor respectfully requests the approval of the fees and disbursements of the Monitor and its counsel, as set out in the Fee Affidavits, including the Completion Estimates.
60. The activities undertaken and services provided by the Monitor in connection with the CCAA Proceedings since the filing of the Fourth Report are described in this Report. The Monitor is requesting approval of this Report and the activities of the Monitor described herein.

#### **MONITOR'S CONCLUSIONS**

61. For the reasons discussed above, the Monitor respectfully recommends that the requested relief be granted by the Court.

All of which is respectfully submitted this 19<sup>th</sup> day of January, 2017.

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



Paul Bishop  
Senior Managing Director



Michael Basso  
Director

---

**Appendix A**

---

**Bishop Affidavit  
(see attached)**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF 2123125 ONTARIO INC.

**Applicant**

**AFFIDAVIT OF PAUL BISHOP  
(Sworn January 18, 2017)**

I, Paul Bishop, of the City of Toronto, in the Province of Ontario, MAKE OATH AND  
SAY:

1. I am a Senior Managing Director of FTI Consulting Canada Inc. ("**FTI**"), the Court-appointed Monitor (the "**Monitor**") of 2123125 Ontario Inc., formerly known as FirstOnSite G.P. Inc. ("**FOS GP**") and Former Restoration L.P., formerly known as FirstOnSite Restoration L.P. ("**FOS LP**" and together with FOS GP, "**FirstOnSite**") in these proceedings (the "**CCAA Proceedings**"). As such, I have knowledge of the matters hereinafter deposed to.
2. This Affidavit is made in support of a motion seeking, *inter alia*, the approval of the fees and disbursements of the Monitor and its legal counsel during the CCAA Proceedings, and approval of the Monitor's Fifth Report (the "**Fifth Report**") and the activities of the Monitor described therein.

3. Attached hereto collectively as Exhibit "A" are copies of the accounts rendered by FTI to FirstOnSite for the period from June 13, 2016 to January 15, 2017, in the total amount of \$363,221.27, including Harmonized Sales Tax ("**HST**"), in connection with the CCAA Proceedings, redacted for confidential and/or privileged information.
4. Attached hereto as Exhibit "B" is a summary of each invoice in Exhibit "A", including the fees, expenses, HST and total amounts charged in each invoice.
5. The hourly rates applied in the invoices of FTI are FTI's normal hourly rates which were in effect from June 13, 2016 to January 15, 2017, and are comparable to hourly rates charged by FTI for services rendered in relation to similar proceedings.
6. The hours spent on this matter involved monitoring FirstOnSite and dealing with a number of CCAA issues (as more particularly described in the Fourth Report of the Monitor dated October 24, 2016 (the "**Fourth Report**") and the Fifth Report) and I believe that the total hours incurred by FTI were reasonable and appropriate in the circumstances.
7. Additional professional time will be required to complete the CCAA Proceedings. Such services are anticipated to result in fees and expenses in the amount of not more than approximately \$25,000 (the "**Completion Estimate**").
8. FTI's fees and disbursements for the period of April 21, 2016 to June 12, 2016 were approved pursuant to an Order of the Court granted on June 27, 2016. FTI requests that the Court approve its accounts for services rendered and recorded from June 13, 2016 to January 15, 2017 for fees in the amount of \$321,234.00, disbursements in the amount of

\$200.73, and HST in the amount of \$41,786.54, as well as fees and expenses in the amount of not more than the Completion Estimate.

9. The activities undertaken and services provided by the Monitor in connection with the CCAA Proceedings since the filing of the Monitor's Third Report dated June 22, 2016 are described in Fourth Report and will be described in the Monitor's Fifth Report to filed with the Court in advance of FirstOnSite's motion scheduled for January 25, 2017.
10. FTI is also requesting approval of the Fifth Report and the activities of the Monitor described therein.

SWORN before me in the City of Toronto,  
in the Province of Ontario, on January 18,  
2017.

\_\_\_\_\_  
A Commissioner of Oaths  
Name:

**Sarah Patricia Stothart, a Commissioner,  
etc., Province of Ontario, while a  
Student-at-Law.  
Expires April 13, 2018.**



\_\_\_\_\_  
Paul Bishop

**THIS IS EXHIBIT "A"**  
**TO THE AFFIDAVIT OF PAUL BISHOP**  
**SWORN BEFORE ME ON THE 18<sup>TH</sup> DAY OF JANUARY, 2017**

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

A Commissioner of Oaths

Sarah Patricia Stothart, a Commissioner,  
etc., Province of Ontario, while a  
Student-at-Law.  
Expires April 13, 2018.



*Invoice Summary*

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

June 30, 2016  
FTI Invoice No. 29002136  
FTI Job No. 450748.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through June 30, 2016

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$875.00	15.1	\$13,212.50
Michael Basso	Director	\$540.00	54.4	\$29,376.00
Michael Kennedy	Senior Consultant	\$445.00	9.9	\$4,405.50
Linda Kelly	Consultant	\$310.00	0.6	\$186.00
<b>Total Hours and Fees</b>			<b>80.0</b>	<b>\$47,180.00</b>

**HST Registration No. 835718024RT0001** **\$6,133.40**

**Invoice Total for Current Period** **\$53,313.40**

**FirstOnSite Restoration LP - CCAA  
450748.0002 - June 30, 2016**

Date	TK#	Name	Hours	Amount	Narrative
06/30/16	18441	Linda Kelly	0.20	\$ 62.00	Preparing TR form for cheque deposit - depositing cheque.
06/16/16	18441	Linda Kelly	0.40	\$ 124.00	Updating website
06/13/16	23240	Michael Basso	3.10	\$ 1,674.00	Email to C Descours re: Disclaimed Contracts. Emails from C. Descours on same. Meeting with P. Bishop re: update. Review bank accounts. Payment prep for balance of FTI fees to May 31, 2016. FTI Billings rec email from Ana. Disclaimed Asset call with K. Watson and N. Belcher, emails on same. Emails to I. Kraft re: Victoria lease. Emails re: [REDACTED] disclaimer. Process Payment - Aikins MacAulay Thorvaldson.
06/14/16	23240	Michael Basso	2.10	\$ 1,134.00	Administration of wire payments. Emails re: excluded assets. Call with C. Descours on same. Email to H. Murray on same. Emails re: Potential Trust Claims. Correspondence from [REDACTED]. Call re: Disclaimed Agreements with FOS. Call with C. Descours on same. Call with [REDACTED] re: retaining assets and Kitchener assets not found.
06/15/16	23240	Michael Basso	8.70	\$ 4,698.00	Emails re: [REDACTED] release. Emails from BDC, draft R&D analysis .Discussion with Paul re: BDC requests, send waterfall to BDC. Process A&M Invoice. Prepare R&D Summary. Review list of Potential Trust Claims. Call with K. Watson and N. Belcher re: disclaimed agreements. Call with S. Iftikar re: C Trust report. Call with K. Watson and S. Iftikar on same. Update C Trust Report. Call with C. Descours on APA and C Trusts. Update C Trust list. Call with K. Watson re: Ctrust list. Ctrust List work. Emails re: Motion Materials.
06/16/16	23240	Michael Basso	6.30	\$ 3,402.00	Meeting with Paul re: payment process, BDC et. al. Update Ctrust Analysis. R&D meeting , changes thereto. Changes to R&D Summary. Ctrust discussion with K. Watson. Review C Trust payment sample. Discussion with Kevin on same. Update R&D and Reserve Chart, send to Caroline and Paul.
06/17/16	23240	Michael Basso	5.10	\$ 2,754.00	Emails with Paul re: reserves chart, update reserve chart. Email to K. Watson re: Potential Trust Claims update. Reserve Analysis. Email to Paul on same. Potential Trust Claims list updates.
06/19/16	23240	Michael Basso	0.80	\$ 432.00	Review 3rd Report.
06/20/16	23240	Michael Basso	5.70	\$ 3,078.00	Emails re: report and reserves to BDC. Email to BDC, call with C. Descours re: 3rd Report. Fee affidavit prep. Call with [REDACTED] re: debt assumption. Emails re: S. Miller. Voicemail from K. Watson re: Payments. [REDACTED]. Emails with BDC re: conference call. Review emails for bonus related documents, send same to P. Bishop. Call with K. Watson re: updates to Potential Trust Claimants List. Call with K. Watson re: disclaimed contracts. [REDACTED]
06/21/16	23240	Michael Basso	5.80	\$ 3,132.00	Emails re: FOS Motion Materials and CRO appointment. Prep for and have conference call re: Keewatin lease, calculation of stub rent owed on same, email to H. Murray on same. Review Timmins lease for deposit. Call with K. Watson re: Keewatin lease and Potential Trust Claimants List. Correspondence re: Quebec Judgement. Correspondence with S. Iftikhar re: the Potential Trust Claimants List. Correspondence re: motion materials. Correspondence re: bailiff issue in Quebec. Call with BDC and P. Bishop re: reserves. Update Potential Trust Claimants list for revised data, send same to K. Watson. Call with K. Watson and S. Iftikhar re: the Potential Trust Claimants List. Correspondence with [REDACTED] re: FOS Lien Claims.
06/22/16	23240	Michael Basso	4.90	\$ 2,646.00	Various correspondence re: disclaimed leases, payments thereon and approval. Correspondence re: [REDACTED] issue. Correspondence re: payment request. Prep for and call with H. Murray and subtenants of Keewatin lease. Professional Fee payment correspondence with K. McElcheran. Payment processing re: Keewatin and Timmins leases. Website Postings. Call with FOS re: [REDACTED]. Deliver Keewatin cheque to Stikeman Elliot.
06/23/16	23240	Michael Basso	1.10	\$ 594.00	Correspondence re: bailiff in Quebec. Potential Trust Claimants list review and correspondence. Process payment to [REDACTED]. Dial into conference re: excluded assets.

**FirstOnSite Restoration LP - CCAA**  
**450748.0002 - June 30, 2016**

Date	TK#	Name	Hours	Amount	Narrative
06/24/16	23240	Michael Basso	0.80	\$ 432.00	Payment processing. Review Payment Certificate. Website Posting.2FOS Lien Claim Payment Analysis.
06/24/16	23240	Michael Basso	0.10	\$ 54.00	Review correspondence re: Keewatin Lease.
06/27/16	23240	Michael Basso	5.90	\$ 3,186.00	Review motion materials for Court. Call with C. Descours re: OS items, Court and Keewatin lease. Attend Court. Meeting with m. Kennedy re: FOS Lien Claim details. Correspondence with B. Pukier re: fees. Call with FOS Counsel and Purchaser re: Bailiff issue. Correspondence re: Stikeman fees, process payment. Call with trade vendor re: debts and sale. Correspondence re: working capital etc. Excluded assets call. Call with [REDACTED] re: contract. Prepare for and call re: Bailiff issue. Website update. Correspondence with S. Kump re: [REDACTED] leases.
06/28/16	23240	Michael Basso	1.30	\$ 702.00	Correspondence re: wire. Meeting re: FOS Lien Claims. Process wire payments. Review Keewatin lease letter and email H. Murray on same. Update call with CRO, discussions on same with P. Bishop. Correspondence re: Victoria Lease. Meeting with P. Bishop on same.
06/29/16	23240	Michael Basso	0.80	\$ 432.00	Call with K. Watson re: Keewatin and Victoria leases, cash flow and FOS Lien Claims. Review Keewatin correspondence. Review Potential Trust Claim list.
06/29/16	23240	Michael Basso	0.10	\$ 54.00	Review correspondence and meeting re: Keewatin lease.
06/30/16	23240	Michael Basso	1.80	\$ 972.00	Correspondence re: disclaimed contracts. Correspondence with [REDACTED] re: asset returns. Print payment support for Goodman's and Stikeman's payments on June 28th. Correspondence and call with H. Murray re: Keewatin. Call re: disclaimed contracts.
06/13/16	18003	Michael Kennedy	0.50	\$ 222.50	Returned voicemails and emails on the Monitor Hotline.
06/14/16	18003	Michael Kennedy	0.40	\$ 178.00	Responded to third party inquiries and follow up re: same.
06/16/16	18003	Michael Kennedy	0.40	\$ 178.00	Respond to third party inquiries.
06/17/16	18003	Michael Kennedy	0.50	\$ 222.50	Respond to third party inquiries and follow up re: same.
06/27/16	18003	Michael Kennedy	5.50	\$ 2,447.50	Review supporting documentation provided by lien claimants. Correspondence with M. Basso re: same. Prepare and complete schedule of various claim supporting details.
06/28/16	18003	Michael Kennedy	0.30	\$ 133.50	Responded to third party inquiries. Correspondence re: same.
06/30/16	18003	Michael Kennedy	0.10	\$ 44.50	Respond to third party inquiries.
06/20/16	18003	Michael Kennedy	0.60	\$ 267.00	Responded to third party inquires.
06/21/16	18003	Michael Kennedy	0.40	\$ 178.00	Responded to third party inquiries.
06/22/16	18003	Michael Kennedy	0.40	\$ 178.00	Responded to third party inquiries.
06/23/16	18003	Michael Kennedy	0.30	\$ 133.50	Responded to third party inquiries.
06/24/16	18003	Michael Kennedy	0.30	\$ 133.50	Responded to third party inquiries.
06/29/16	18003	Michael Kennedy	0.20	\$ 89.00	Responded to third party inquiries. Follow up re: same.
06/28/16	14800	Paul Bishop	1.10	\$ 962.50	Call with BP, KM to discuss next steps, prep for same and follow up.
06/17/16	14800	Paul Bishop	1.90	\$ 1,662.50	Correspondence, review of cashflow and R&D, review of motion materials.
06/14/16	14800	Paul Bishop	1.80	\$ 1,575.00	Correspondence, payment approval, review of items for stay extension.
06/16/16	14800	Paul Bishop	2.70	\$ 2,362.50	Review of BDC motion material, Call with counsel re same, review updated waterfall.
06/20/16	14800	Paul Bishop	1.20	\$ 1,050.00	Review of report , updated affidavit and correspondence.
06/21/16	14800	Paul Bishop	2.70	\$ 2,362.50	Call with BDC, review report, finalize and execute fee affidavit, review court material and correspondence with company counsel.
06/22/16	14800	Paul Bishop	1.70	\$ 1,487.50	Review of revised material, finalize court report, review CRO Agreement.
06/23/16	14800	Paul Bishop	1.20	\$ 1,050.00	Call with CRO, review and execute revised affidavit, review of revised CRO agreement.
06/24/16	14800	Paul Bishop	0.80	\$ 700.00	Review of final motion material.
<b>TOTAL</b>			<b>80.00</b>	<b>\$ 47,180.00</b>	



## Invoice Summary

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

July 20, 2016  
FTI Invoice No. 29002153  
FTI Job No. 450748.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through July 17, 2016

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$875.00	8.6	\$7,525.00
Michael Basso	Director	\$540.00	27.3	\$14,742.00
Michael Kennedy	Senior Consultant	\$445.00	8.1	\$3,604.50
William Zheng-Bassier	Senior Consultant	\$395.00	3.0	\$1,185.00
Linda Kelly	Consultant	\$310.00	1.2	\$372.00
<b>Total Hours and Fees</b>			<b>48.2</b>	<b>\$27,428.50</b>

**HST Registration No. 835718024RT0001** **\$3,565.71**

**Invoice Total for Current Period** **\$30,994.21**

**FirstOnSite Restoration LP - CCAA**  
**450748.0002 - July 17, 2016**

Date	TK#	Name	Hours	Amount	Narrative
07/08/16	18441	Linda Kelly	0.30	\$ 93.00	Updating TR forms in Ascend
07/13/16	18441	Linda Kelly	0.30	\$ 93.00	Posting documents to website.
07/14/16	18441	Linda Kelly	0.60	\$ 186.00	Updating Ascend with TR forms.
07/04/16	23240	Michael Basso	0.30	\$ 162.00	Wrongful dismissal correspondence from H. Murray. Translate, discuss same. Meeting with M. Kennedy re: FOS Lien Payment analysis.
07/04/16	23240	Michael Basso	2.10	\$ 1,134.00	Construction Trust Reserve payment correspondence with M. Kennedy. Various correspondence with K. Watson and P. Bishop re: stub bonus, WEPPA etc. Update R&D and BDC reserve summary.
07/05/16	23240	Michael Basso	2.10	\$ 1,134.00	Draft BDC Update. Review FOS Lien Claim payment analysis. Correspondence re: wrongful dismissal letter. Correspondence re: Victoria Lease. Process Stikeman Elliot Invoice. Correspondence from Purchaser re: \$5mm escrow and payroll.
07/06/16	23240	Michael Basso	3.80	\$ 2,052.00	Correspondence re: lease and other issues. Discussion with P Bishop re: process for payment of \$4.5mm to Purchaser Update notes to BDC Analysis. Correspondence re: Keewatin settlement. Meeting re: Keewatin lease et. al. Update BDC chart. Call with C. Descours re: Keewatin, correspondence on same. Call with H. Murray on Keewatin issue. Correspondence re: Keewatin lease. Correspondence re: \$5mm repayment. Meeting with Paul re: WEPPA. Call with K Watson on OS items. Call with C. Descours re: Excluded Assets. Correspondence from CRO re: BDC.
07/07/16	23240	Michael Basso	5.40	\$ 2,916.00	Correspondence re: \$4.5mm repayment with CRO. Potential Trust Reserve review. Prepare payment for Stikeman invoices and related supporting. Meeting re: Victoria Lease, email to Landlord on same. Correspondence re: update meeting. Prepare FTI Invoices for payment. Victoria lease correspondence. Prepare for and have meeting on Disclaimed Contracts. Review correspondence re: BDC update. Cashflow rec.
07/08/16	23240	Michael Basso	2.60	\$ 1,404.00	Review correspondence from QRA, respond. Cash flow roll. Disclaimed Agreements call. Update call with CRO. BDC Update.
07/11/16	23240	Michael Basso	4.10	\$ 2,214.00	Call with K. Mercer re: ██████ Claim. Prepare CRO Payment prep. Correspondence with C. Descours re: FOS Lien Claims. Victoria Lease Payment consultation. Prepare payment. CRO Payment package prep. Cash flow roll. Prep for and call with CRO and K. Watson re: Potential Trust Claims and GST/HST issue. HST table. Correspondence re: \$4.5mm
07/12/16	23240	Michael Basso	0.50	\$ 270.00	Assumed Liabilities review and correspondence with C. Descours.
07/13/16	23240	Michael Basso	2.50	\$ 1,350.00	Correspondence re: \$4.5mm. Website update, correspondence re: creditor questions and ██████ lien. Correspondence re: \$4.5mm and Stub Bonuses. Correspondence re: \$4.5mm repayment with CRO. Correspondence re: Utility bills.
07/14/16	23240	Michael Basso	1.60	\$ 864.00	Review spreadsheet provided by Purchaser of utility payments. Various correspondence re: post-filing payments and assumed liabilities. Meeting with W. Zheng-Bassier re: payment vouching.
07/15/16	23240	Michael Basso	0.30	\$ 162.00	Meeting with W. Zheng-Bassier re: Utility bill task
07/15/16	23240	Michael Basso	2.00	\$ 1,080.00	Correspondence re: Utility bills. Review Vouching task with W. Zheng-Bassier. File issue re: Utility bill Review Utility Payment analysis from W. Zheng-Bassier, correspondence with Purchaser on same. Correspondence re: Service list and Keewatin Lease. Review Construction Trust Claimants update. Correspondence with M. Kennedy re: update to FOS Lien Claim Analysis. Review and request sample of Potential Trust Claimants payments.
07/04/16	18003	Michael Kennedy	5.20	\$ 2,314.00	Cross reference payables to lien submission. Update schedule re: same.
07/05/16	18003	Michael Kennedy	0.20	\$ 89.00	Respond to creditor inquiries.
07/06/16	18003	Michael Kennedy	0.60	\$ 267.00	Respond to third party inquiries.
07/07/16	18003	Michael Kennedy	0.40	\$ 178.00	Respond to third party inquiries.
07/08/16	18003	Michael Kennedy	0.20	\$ 89.00	Respond to third party inquiries.
07/13/16	18003	Michael Kennedy	1.10	\$ 489.50	Responded to third party inquiries. Correspondence re: same.
07/14/16	18003	Michael Kennedy	0.20	\$ 89.00	Respond to creditor inquiries.

**FirstOnSite Restoration LP - CCAA  
450748.0002 - July 17, 2016**

<b>Date</b>	<b>TK#</b>	<b>Name</b>	<b>Hours</b>	<b>Amount</b>	<b>Narrative</b>
07/15/16	18003	Michael Kennedy	0.20	\$ 89.00	Responded to third party inquiries.
07/04/16	14800	Paul Bishop	1.10	\$ 962.50	Review of issues re payment of amounts held in reserves, review of summary of such.
07/05/16	14800	Paul Bishop	0.90	\$ 787.50	Review of reserve updates, review of release of reserve funds.
07/06/16	14800	Paul Bishop	1.90	\$ 1,662.50	Review of reserve schedule, review of certificate and payment issue, correspondence re same.
07/07/16	14800	Paul Bishop	1.20	\$ 1,050.00	Review of reserves, review of issues re outstanding amounts due, correspondence with ■ re stub bonuses.
07/08/16	14800	Paul Bishop	1.20	\$ 1,050.00	Call with CRO and counsel prep for same and follow up.
07/11/16	14800	Paul Bishop	0.80	\$ 700.00	Review of cashflows, approval of payments.
07/12/16	14800	Paul Bishop	1.50	\$ 1,312.50	Review of trust paydown, review of reserve status and payments.
07/14/16	24231	William Zheng-Bassier	1.00	\$ 395.00	Compared claim amounts to determine reasonability of claims for FirstOnSite.
07/15/16	24231	William Zheng-Bassier	2.00	\$ 790.00	Analyzed FirstOnSite claim amounts to determine reasonability of claims.
<b>TOTAL</b>			<b>48.20</b>	<b>\$ 27,428.50</b>	



*Invoice Summary*

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

July 31, 2016  
FTI Invoice No. 29002165  
FTI Job No. 450748.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through July 31, 2016

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$875.00	6.8	\$5,950.00
Michael Basso	Director	\$540.00	22.1	\$11,934.00
Michael Kennedy	Senior Consultant	\$445.00	5.5	\$2,447.50
Linda Kelly	Consultant	\$310.00	0.3	\$93.00
<b>Total Hours and Fees</b>			<b>34.7</b>	<b>\$20,424.50</b>

**HST Registration No. 835718024RT0001** **\$2,655.19**

**Invoice Total for Current Period** **\$23,079.69**

**FirstOnSite Restoration LP - CCAA**  
**450748.0002 - July 31, 2016**

Date	TK#	Name	Hours	Amount	Narrative
07/28/16	18441	Linda Kelly	0.30	\$ 93.00	Preparing cheque payment, updating Ascend.
07/18/16	23240	Michael Basso	2.60	\$ 1,404.00	Payment Consultation Email. July 15, 2016 R&D update, email to P. Bishop on same. Correspondence re: reserve payments and allocations. Payment administration and correspondence.
07/19/16	23240	Michael Basso	1.40	\$ 756.00	Correspondence re: Potential Trust Reserve payment. Correspondence re: wire payment. BDC update correspondence. Correspondence re: Victoria lease re-imburement from new FOS. BDC email. Voicemail and return call to Premier Self Storage. Correspondence on Keewatin lease and the Victoria lease reimbursement.
07/20/16	23240	Michael Basso	2.10	\$ 1,134.00	Payment administration and correspondence. Meetings and correspondence re: Keewatin lease issue. Call and correspondence re: [REDACTED]. Payment administration.
07/21/16	23240	Michael Basso	1.10	\$ 594.00	Payment administration. Analysis re: Wells debt. Correspondence to Wells re: [REDACTED] legal fee reserve. TR form and support for \$5mm Potential Trust Claim Reserve.
07/22/16	23240	Michael Basso	3.90	\$ 2,106.00	Meetings and correspondence re: Keewatin lease. Translate CNESST correspondence. Call with K. Watson on various issues. Calls with K. Cruzat re: Keewatin lease, email to H. Murray on same. Review trust payment sample from S. Iftikhar. Meeting with P. Bishop re: assumed obligations. Payment admin. Correspondence re: C Trust Claims, distribution direction etc. Call with C. Descours re: Keewatin lease, Potential Trust Claim reserve etc. Correspondence with P. Bishop re: Potential Trust Claim Reserve repayment. Keewatin lease correspondence.
07/25/16	23240	Michael Basso	3.00	\$ 1,620.00	Review C Trust data for call with S. Iftikhar, call on same. Correspondence from Wells re: legal fees. Correspondence from CRO re: Purchaser cash forecast and Keewatin lease. Call on same. Meeting with P. Bishop on same. Potential Trust Claimants List. Keewatin lease correspondence. Meeting with P. Bishop re: Potential Trust Claims.
07/26/16	23240	Michael Basso	3.20	\$ 1,728.00	Correspondence re: Potential Trust Claims. Correspondence re: OS Items. Meeting with P. Bishop re: assumed obligations. Administer partial refund of Potential Trust Claim Reserve. Correspondence re: FOS lien claims and QST returns. FOS Lien Claim payment correspondence with S. Iftikhar. Review payments. Call with K. Watson re: OS Items etc. Wire approval discussion and correspondence. Call with C. Descours re: APA issue and insurance and lift of stay. Review insurance policy.
07/27/16	23240	Michael Basso	0.80	\$ 432.00	Correspondence re: Keewatin lease and review of Keewatin release. Email to K. Watson re: compromised payables. Correspondence regarding Construction Trust report, review of same.
07/28/16	23240	Michael Basso	3.10	\$ 1,674.00	Keewatin lease issue. Keewatin release payment consultation. Correspondence re: Service List. Payment Admin re: Keewatin Settlement and Goodman's invoice for June. Service List update posting and review of C. Trust Payment sample. Meeting with M. Kennedy re: FOS Lien Claims.
07/29/16	23240	Michael Basso	0.90	\$ 486.00	Correspondence re: lifting the stay motion. Correspondence re: WSIB overpayment refunds.
07/18/16	18003	Michael Kennedy	4.20	\$ 1,869.00	Review and update lien claim analysis schedule. Correspondence with M. Basso re: same. Responded to third party inquiries. Follow up with M. Basso re: WCB inquiry.
07/22/16	18003	Michael Kennedy	0.50	\$ 222.50	Respond to creditor inquiries on the Monitor's Hotline.
07/27/16	18003	Michael Kennedy	0.40	\$ 178.00	Responded to third party inquiries. Correspondence with M. Basso re: same.
07/28/16	18003	Michael Kennedy	0.20	\$ 89.00	Respond to creditor inquiries. Discussion with M. Basso re: further updates to lien payment analysis schedule.
07/29/16	18003	Michael Kennedy	0.20	\$ 89.00	Respond to creditor inquiries.
07/25/16	14800	Paul Bishop	1.10	\$ 962.50	Review of lease matters, review of status re reserves and trust claims

**FirstOnSite Restoration LP - CCAA**  
**450748.0002 - July 31, 2016**

<b>Date</b>	<b>TK#</b>	<b>Name</b>	<b>Hours</b>	<b>Amount</b>	<b>Narrative</b>
07/26/16	14800	Paul Bishop	0.90	\$ 787.50	Review of lease payments and proposed settlement. Review and approve trust reserve payment
07/27/16	14800	Paul Bishop	0.90	\$ 787.50	Review of trust claim update.
07/28/16	14800	Paul Bishop	0.70	\$ 612.50	Review of CF and payment approval.
07/18/16	14800	Paul Bishop	1.10	\$ 962.50	Review of payments, review of reserves, correspondence re same, review of cf.
07/19/16	14800	Paul Bishop	0.80	\$ 700.00	Review of payments and reserves, correspondence.
07/20/16	14800	Paul Bishop	0.70	\$ 612.50	Approve payments and review of correspondence.
07/21/16	14800	Paul Bishop	0.60	\$ 525.00	Payment review and approval, review of status.
<b>TOTAL</b>			<b>34.70</b>	<b>\$ 20,424.50</b>	



## Invoice Summary

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

August 17, 2016  
FTI Invoice No. 29002189  
FTI Job No. 450748.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through August 14, 2016

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$875.00	4.0	\$3,500.00
Michael Basso	Director	\$540.00	16.5	\$8,910.00
Michael Kennedy	Senior Consultant	\$445.00	10.7	\$4,761.50
Linda Kelly	Consultant	\$310.00	0.4	\$124.00
<b>Total Hours and Fees</b>			<b>31.6</b>	<b>\$17,295.50</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,248.42</b>
<b>Invoice Total for Current Period</b>				<b>\$19,543.92</b>

FirstOnSite Restoration LP - CCAA  
450748.0002 - August 14, 2016

Date	TK#	Name	Hours	Amount	Narrative
08/02/16	18441	Linda Kelly	0.40	\$ 124.00	Discussions with MB on closing accounts, dealing with Scotiabank re: same.
08/02/16	23240	Michael Basso	3.00	\$ 1,620.00	Payment consultation. Update R&D. FOS Update meeting. Correspondence re: payment processing. Correspondence re: assumed AP. Correspondence re: Potential Trust Claim Reserve repayment. Correspondence re: Stikeman invoice. Prepare and send meeting invite re: update call. Payment administration correspondence and discussions with S. Bissell and L. Kelly re: approval and availability. Correspondence re: repayment of potential trust Reserve.
08/03/16	23240	Michael Basso	4.20	\$ 2,268.00	BDC Update. Correspondence re: repayment of potential trust Reserve. Payment administration. Correspondence from FOS Ltd. re: payroll. BDC update re: FOS Lien Claims. Correspondence re: account closure. BDC Update and correspondence to P. Bishop on same. Send wire instructions to A. Aravelo. FOS Update call. Meeting re: HST returns. Vmail to K. Watson re: HST returns etc. Call with H. Murray re: D&O claims. HST return correspondence.
08/04/16	23240	Michael Basso	1.40	\$ 756.00	BDC Update. HST return c correspondence. Correspondence re: Purchaser's payment plan. Potential Trust Claim reserve correspondence. Correspondence re: distribution directions. Correspondence re: HST forms and AP Paydown.
08/05/16	23240	Michael Basso	0.80	\$ 432.00	Correspondence re: HST returns
08/08/16	23240	Michael Basso	0.30	\$ 162.00	File HST correspondence. HST return discussion with M. Kennedy
08/09/16	23240	Michael Basso	4.30	\$ 2,322.00	Correspondence re: HST forms. Vmail and return vmail from FOS creditor. Loan Roll. Update R&D. Update call with K. Watson. Correspondence on same.
08/10/16	23240	Michael Basso	1.30	\$ 702.00	Correspondence re: lift of stay. Correspondence with C. Descours re: lift of stay motion, Potential Trust Claims and Quebec licenses. Correspondence re: lift of stay. Correspondence re: lift of stay and Potential Trust Claims. Review trust claim report. Review FOS Lien Claim Schedule meeting with M. Kennedy on same.
08/11/16	23240	Michael Basso	1.10	\$ 594.00	Correspondence re: lift of stay. FOS Lien Claim correspondence, review summary and meeting with M. Kennedy on same. FOS Lien Claim draft correspondence. Call to K. Watson (vmail) re: potential trust claimants certificate. Correspondence from K. Watson and to P. Bishop re: transfer of insurance.
08/12/16	23240	Michael Basso	0.10	\$ 54.00	Review potential trust claim certificate from Purchase.
08/08/16	18003	Michael Kennedy	0.30	\$ 133.50	Respond to third party inquires. Correspondence re: same.
08/09/16	18003	Michael Kennedy	0.20	\$ 89.00	Correspondence re: CRA matters. Respond to third party inquiries.
08/11/16	18003	Michael Kennedy	5.40	\$ 2,403.00	Update and edits to lien claim schedule. Correspondence with M. Basso re: same. Respond to creditor inquiries.
08/03/16	18003	Michael Kennedy	4.30	\$ 1,913.50	Update and review lien claim schedule with current A/P information. Correspondence with M. Basso re: same. Identify potential monitor claim responsibilities. Respond to third party inquiries. Prepare draft CRA RC59 E for M. Basso review.
08/04/16	18003	Michael Kennedy	0.30	\$ 133.50	Respond to creditor inquiries. Correspondence with M. Basso re: CRA matters.
08/05/16	18003	Michael Kennedy	0.20	\$ 89.00	Respond to creditor inquiries.
08/08/16	14800	Paul Bishop	0.80	\$ 700.00	Call with [REDACTED] re Stub bonuses, review of relevant info and prep for call.
08/11/16	14800	Paul Bishop	0.80	\$ 700.00	review of status.
08/02/16	14800	Paul Bishop	0.80	\$ 700.00	Review of trust claim balance and AP payments.
08/03/16	14800	Paul Bishop	0.80	\$ 700.00	Update call with KM and Stikemans, prep for same and follow up.
08/05/16	14800	Paul Bishop	0.80	\$ 700.00	Calls and emails re HST and Stub bonus call to NRF.
<b>TOTAL</b>			<b>31.60</b>	<b>\$ 17,295.50</b>	



## Invoice Summary

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

August 31, 2016  
FTI Invoice No. 29002207  
FTI Job No. 450748.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through August 31, 2016

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$875.00	1.5	\$1,312.50
Michael Basso	Director	\$540.00	14.0	\$7,560.00
Michael Kennedy	Senior Consultant	\$445.00	4.2	\$1,869.00
Linda Kelly	Consultant	\$310.00	1.2	\$372.00
<b>Total Hours and Fees</b>			<b>20.9</b>	<b>\$11,113.50</b>
Other/Miscellaneous				\$26.73
<b>Total Expenses</b>				<b>\$26.73</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$1,448.23</b>
<b>Invoice Total for Current Period</b>				<b>\$12,588.46</b>

**FirstOnSite Restoration LP - CCAA**  
**450748.0002 - August 31, 2016**

Date	TK#	Name	Hours	Amount	Narrative
08/19/16	18441	Linda Kelly	1.20	\$ 372.00	Discussions with Scotia re: closing accounts, preparing letter of direction, setting up wire payment as per instruction.
08/15/16	23240	Michael Basso	0.10	\$ 54.00	Correspondence re: Bell Mobility.
08/16/16	23240	Michael Basso	2.10	\$ 1,134.00	Correspondence re: Bell Mobility. Calls with T. Garver re: messaging. Call with M. Bernardo re: name change. Correspondence with M. Kennedy re: messaging. Payment processing. Correspondence re: [REDACTED].
08/17/16	23240	Michael Basso	0.10	\$ 54.00	Correspondence re: Escrow distribution
08/18/16	23240	Michael Basso	0.30	\$ 162.00	Work safe Alberta voicemail, meeting with Mike K. on same.
08/19/16	23240	Michael Basso	2.00	\$ 1,080.00	Payment administration for Escrow account. Call with C. Descours re: WC and FOS Lien Claims, correspondence on same. Payment administration for Escrow account. Call with Insurance Broker re: [REDACTED] issue. Correspondence on same.
08/22/16	23240	Michael Basso	0.30	\$ 162.00	Payment administration - FTI Invoices
08/24/16	23240	Michael Basso	0.70	\$ 378.00	Correspondence re: damage claim. Call with [REDACTED] CEO re: payments. Call with [REDACTED] re: machine pick up. Review Potential Trust Claim Certificate.
08/25/16	23240	Michael Basso	0.90	\$ 486.00	Correspondence re: potential insurance claims. FOS Lien Claim correspondence, review claims and call with C. Descours. Correspondence re: FOS Lien Claims.
08/26/16	23240	Michael Basso	0.20	\$ 108.00	Correspondence re: FOS Liens. Call with K. Watson re: WC adjustment.
08/29/16	23240	Michael Basso	0.50	\$ 270.00	FOS Lien claim notice correspondence [REDACTED] meeting with M. Kennedy. Call with City of Calgary re: unpaid business tax.
08/30/16	23240	Michael Basso	0.90	\$ 486.00	Call with Purchaser re: WC adjustment. Correspondence with H. Murray re: potential lift of stay. Call with C. Descours re: [REDACTED] s. Call to counsel of [REDACTED]. Correspondence re: lien claims. Meeting with M. Kennedy on same. Call re: FOS Lien Claim.
08/31/16	23240	Michael Basso	5.90	\$ 3,186.00	WC adjustment review. Review FOS Lien Claim email from M. Kennedy. Review Flow of Funds Calc. Call with K. McElcheran re: working capital. Call with [REDACTED]. Call with CRO re: WC.
08/22/16	18003	Michael Kennedy	0.30	\$ 133.50	Responded to third party inquiries. Follow up re: CRA matters.
08/23/16	18003	Michael Kennedy	0.20	\$ 89.00	Correspondence with M. Basso re: same.
08/25/16	18003	Michael Kennedy	0.10	\$ 44.50	Respond to creditor inquiries.
08/29/16	18003	Michael Kennedy	0.30	\$ 133.50	Follow up correspondence with [REDACTED] re: lien claim submission back up.
08/30/16	18003	Michael Kennedy	0.30	\$ 133.50	Correspondence with [REDACTED] re: invoice support. Correspondence with M. Basso re: same.
08/31/16	18003	Michael Kennedy	2.50	\$ 1,112.50	Respond to creditor inquiries. Correspondence re: [REDACTED] supporting documents.
08/19/16	18003	Michael Kennedy	0.20	\$ 89.00	Review [REDACTED] lien submission. Correspondence re: same. Follow up email and correspondence with S. Iftikar from FOS re: lien payment follow up and discrepancies. Correspondence with M. Basso re: same. Update to lien claim schedule.
08/18/16	18003	Michael Kennedy	0.30	\$ 133.50	Review and follow up re: information for specific lien claims.
08/15/16	14800	Paul Bishop	0.70	\$ 612.50	Respond to third party inquiries. Follow up with M. Basso re: same.
08/31/16	14800	Paul Bishop	0.80	\$ 700.00	Review of outstanding issues, working capital, payment approval. Correspondence re Quebec TSA.
<b>TOTAL</b>			<b>20.90</b>	<b>\$ 11,113.50</b>	



*Invoice Summary*

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

September 21, 2016  
FTI Invoice No. 29002244  
FTI Job No. 450748.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through September 18, 2016

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Michael Basso	Director	\$540.00	59.5	\$32,130.00
Michael Kennedy	Senior Consultant	\$445.00	25.3	\$11,258.50
<b>Total Hours and Fees</b>			<b>84.8</b>	<b>\$43,388.50</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$5,640.51</b>
<b>Invoice Total for Current Period</b>				<b>\$49,029.01</b>

FirstOnSite Restoration LP - CCAA  
450748.0002 - September 18, 2016

Date	TK#	Name	Hours	Amount	Narrative
09/13/16	18003	Michael Kennedy	6.90	\$ 3,070.50	Correspondence re: working capital adjustment review. Work with M. Basso re: same. Review sale and revenue figures. Review invoice support re: same. Correspondence with the company re: same. Respond to creditor inquiries.
09/14/16	18003	Michael Kennedy	7.10	\$ 3,159.50	Correspondence re: working capital adjustment review. Work with M. Basso re: same. Review sale and revenue figures. Review invoice support re: same. Correspondence with the company re: same. Follow up and review PO analysis.
09/15/16	18003	Michael Kennedy	6.90	\$ 3,070.50	Correspondence re: working capital adjustments. Correspondence with the company re: same. Review and reconcile revenue accruals. Correspondence with company re: same. Correspondence with M. Basso re: same. Review cost cards.
09/09/16	18003	Michael Kennedy	0.20	\$ 89.00	Correspondence with FOS accounting group re: updated payments on certain lien claims. Update schedule re: same.
09/08/16	18003	Michael Kennedy	0.40	\$ 178.00	Return creditor inquiries. Follow up re: [REDACTED] lien. Correspondence internally with FT re: same.
09/07/16	18003	Michael Kennedy	1.20	\$ 534.00	Update lien payment schedule re: [REDACTED] c. Correspondence re: same. Correspondence with FOS finance re: specific payable items. Correspondence with M. Basso re: same.
09/06/16	18003	Michael Kennedy	0.30	\$ 133.50	Correspondence with claimants re: supporting details. Update re: lien schedule.
09/02/16	18003	Michael Kennedy	2.30	\$ 1,023.50	Update to lien claim schedule. Correspondence with Sham from FOS Re: same. Correspondence with M. Basso re: schedule updates. Reach out to specific lien claimants re: providing support.
09/01/16	23240	Michael Basso	2.90	\$ 1,566.00	BDC Update. BDC Update comments from P. Bishop, send to CRO. Send BDC update. Correspondence and analysis re: [REDACTED] lien claims
09/02/16	23240	Michael Basso	1.30	\$ 702.00	WC follow up email. Payment Administration. Payment admin. Correspondence re: WC testing. Meeting with M. Kennedy re: FOS lien claims, review lien claim summary and update.
09/06/16	23240	Michael Basso	8.00	\$ 4,320.00	Review additional WC Support files for AR, WIP and Prepays. WC support review of AP. AP Subledger ID Values and reformat, reconcile. Review WC Adjustments. Update AP consol list re: dates. Correspondence re: interim distribution. Review Waterfall. Review AP and Accrual adjustments to WC schedule.
09/07/16	23240	Michael Basso	4.90	\$ 2,646.00	FOS Lien Claim correspondence review re: [REDACTED] and [REDACTED]. Update R&D and prepare analysis of proceeds available for distribution. Meeting with P. Bishop on same. Compare Compromised Payables to AP. Draft email re reserves and update reserve schedule. Draft email update re: reserves etc. Call with C. Descours re: FOS Lien Claims. Updates to FOS Lien Claims. Updates to FOS Lien Claim schedule and draft email. Call with C. Descours re: [REDACTED]. Correspondence re: Lien claims. Review June sales and select sample. Review of vacation and bonus accrual documents.
09/08/16	23240	Michael Basso	6.40	\$ 3,456.00	Correspondence re: update call. Review updates and calculate Compromised payables, excluded payables. Call with J. Nevsky re: AR and AFDA. Analyze AP re: Cure costs. Select sample and send to FOS from AP. Correspondence re: Saskatoon location Review P. O's request sample. Review of accrued wages, bonus and commission. Update WC adjustment re: Gov't of Nova Scotia cheque, scan cheque. Updates to notes on Cure Cost adjustment. Review accrued vacation, make notes and questions. Review AR and AP adjustments and makes notes.
09/09/16	23240	Michael Basso	0.80	\$ 432.00	Correspondence re: samples, review P. O. document, redraft sample. Correspondence re: commissions, Quebec Licence agreement. And FOS Liens. Review WC estimate files from Alvarez, call on same.

**FirstOnSite Restoration LP - CCAA**  
**450748.0002 - September 18, 2016**

Date	TK#	Name	Hours	Amount	Narrative
09/12/16	23240	Michael Basso	5.10	\$ 2,754.00	Correspondence re: lift of stay/deductible issue. Correspondence re: meeting and schedule for it. Review of WC items and prep of important items to discuss in meeting. Call with K. Watson re: visit. Prepare for and have FOS update call. Update and correspondence re: FOS Lien Claims. Update R&D and prepare estimate of funds available for distribution to BC. Call with C. Descours re: potential trust claims, FOS Lien Claims, working capital methodology and lift of stay. Correspondence re: lift of stay. Estimate of interim and final distributions. Correspondence from C. Descours re: Potential Trust Claim reserve and AR. Update to BC interim distribution estimate. Review PBC files for AR balances. Payment admin re: TR for payment of final Potential Trust Claim Reserve.
09/13/16	23240	Michael Basso	11.20	\$ 6,048.00	Travel to FOS. Meetings with K. Watson, N. Sheppard re: status of requests. Send P. Bishop Estimated Distributions. Correspondence re: FOS Lien Claims. Review WC adjustments and prepare list for discussion with N. Sheppard. Meeting with M. Kennedy re: sample review and documentation. Meeting with N. Sheppard re: WC adjustments and discrepancies. Review WIP, additional notes re: meeting with K. Watson. Review sales samples, meetings on same with N. Sheppard and M Kennedy. Review WIP details and draw sample. Discussion with N. Sheppard on same. Review of Unearned revenue, discussions on same. Meeting with K. Watson re: WC items. Samples from unearned revenue, bonus, commission etc. Update notes. Travel back.
09/14/16	23240	Michael Basso	5.00	\$ 2,700.00	WC Adjustment review, select samples of other accrued liabilities and credit card accruals. Review cash balance support. Review FS and tie to WC adjustment. Review pre-close payment adjustments, request additional invoices. Correspondence re: Sales samples and PO samples, meeting on same with M. Kennedy. WIP Samples. Review P. O. sample. Review sales samples. Meet with M. Kennedy re: PO samples. Review sales accrual testing.
09/15/16	23240	Michael Basso	9.20	\$ 4,968.00	Travel to FOS. Review sales testing, meeting with N. Sheppard on same. Updates to Sales testing Review sales testing, call with M. Kennedy on same, meet with S. Iftikhar on same Review pre-close payment adjustments, and additional samples. Review OS Cheque adjustment. Review P. O sample, meeting with N. Sheppard on same. Review vacation samples with D. Ngo and update notes. Review correspondence re: lift of stay. Call with C. Descours on same. Review sales samples, P. O. samples, AP adjustments, meeting with N. Sheppard on various issues. Updates to notes, review of wage accrual support. Meeting with K. Watson re: adjustments. Review PO issues, draft new sample. Travel back.
09/16/16	23240	Michael Basso	4.70	\$ 2,538.00	Review prepaids adjustment for items in compromised payables. Correspondence re: PO testing. Updates to Prepaid analysis. Review CC sample. Review changes to sales testing. Review ██████████ adjustment, update WC adjustment. Review adjustments. WC Adjustment OS items email to N. Sheppard. Correspondence re: OS items, update sales testing.
<b>TOTAL</b>			<b>84.80</b>	<b>\$ 43,388.50</b>	



## Invoice Summary

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

September 30, 2016  
FTI Invoice No. 29002269  
FTI Job No. 450748.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through September 30, 2016

---

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$875.00	11.3	\$9,887.50
Michael Basso	Director	\$540.00	37.1	\$20,034.00
Michael Kennedy	Senior Consultant	\$445.00	2.5	\$1,112.50
Kamran Hamidi	Senior Consultant	\$445.00	4.2	\$1,869.00
<b>Total Hours and Fees</b>			<b>55.1</b>	<b>\$32,903.00</b>
Business Meals				\$9.99
Mileage				\$74.09
Transportation				\$89.92
<b>Total Expenses</b>				<b>\$174.00</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$4,300.01</b>
<b>Invoice Total for Current Period</b>				<b>\$37,377.01</b>

**FirstOnSite Restoration LP - CCAA**  
**450748.0002 - September 30, 2016**

Date	TK#	Name	Hours	Amount	Narrative
09/23/16	22538	Kamran Hamidi	0.90	\$ 400.50	Mathematical review of working capital adjustment schedules including footing. Walkthrough with M. Basso of the working capital adjustment procedures performed by team.
09/24/16	22538	Kamran Hamidi	3.00	\$ 1,335.00	Review of working capital adjustments and all supporting documents. Compilation of comments/issues and correspondence with M. Basso re: same.
09/26/16	22538	Kamran Hamidi	0.30	\$ 133.50	Discussion with M. Basso re: working capital adjustments and comments. Correspondence re: same.
09/19/16	18003	Michael Kennedy	1.10	\$ 489.50	Work on working capital adjustment matters. Correspondence with M. Basso re: same. Review of PO samples.
09/20/16	18003	Michael Kennedy	0.20	\$ 89.00	Respond to third party inquiries.
09/22/16	18003	Michael Kennedy	1.20	\$ 534.00	Attend call with the company re: lien claim payment updates. Update lien schedule re: same. Prepare schedules re: lien claimant notices. Correspondence with M. Basso re: same.
09/19/16	23240	Michael Basso	6.80	\$ 3,672.00	Update WC adjustments re: correspondence from FOS. Complete PO Testing. Review PO sample 2 update from M. Kennedy. Update WC adjustment sheet and add supporting files send same to P. Bishop. Correspondence re: Lift of Stay. Call with C. Descours re: WC adjustment and plan. Correspondence re: WC adjustment and proposed meeting. Correspondence re: update call. Correspondence re: documents for BDC call. Correspondence re: documents for BDC call, send same to BDC. Call re: WC adjustments. Call with BDC re: distributions. Call with H. Murray re: objection extension and correspondence on same. Call with counsel of [REDACTED] re: assumed debt. Call with C. Descours re: FOS Lien Claims and WC objection. Review FOS Lien Claims, meeting on same with M. Kennedy. Correspondence re: objection extension timeline
09/20/16	23240	Michael Basso	1.10	\$ 594.00	Process BDCC distribution. Correspondence re: wire payments. Payment administration - CRO September invoice.
09/21/16	23240	Michael Basso	0.50	\$ 270.00	Update OS WC adjustment.
09/22/16	23240	Michael Basso	3.10	\$ 1,674.00	Correspondence re: FOS Lien Claims. Review of Other General Accrued Liabilities. WC objection table changes, review sample from OGAs, correspondence on same. Review updated chart of FOS Lien Claims, correspondence on same. Correspondence re: WC Adjustment. Payment Administration. Correspondence re: WC Adjustments
09/23/16	23240	Michael Basso	5.10	\$ 2,754.00	Payment administration. Correspondence re: FOS Lien Claims. Correspondence re: WC adjustment and FOS Liens. Correspondence re: FOS Liens. Call with H. Murray re: WC adjustment items. correspondence re: WC adjustment process and changes thereto.
09/25/16	23240	Michael Basso	0.30	\$ 162.00	Correspondence re: Quebec Licence deposit. Correspondence re: CRO/Purchaser meeting time.
09/26/16	23240	Michael Basso	0.10	\$ 54.00	Correspondence re: meeting
09/26/16	23240	Michael Basso	6.50	\$ 3,510.00	Review K. Hamidi comments and prepaid calc. Prep for call. Conference call with CRO, Monitor and Purchaser re: WC adjustments. Correspondence on same. Call with C. Descours, review prepaid re: GCR deposit. Correspondence on same. Correspondence re: boardwalk adjustment with N. Sheppard. Analysis of GCR deposit and calls to N. Sheppard on same. Correspondence to CRO, counsel etc. re: findings. Wire change re: FTI fees. Correspondence re: WC adjustment. Meetings with CRO on same. Update to WC schedule, prepare and send email to group on same.
09/27/16	23240	Michael Basso	3.60	\$ 1,944.00	Correspondence re: settlement. Call with C. Descours on same. Call with K. McElcheran re: OS issues/plan. Correspondence re: settlement. Meeting with P. Bishop on same. Correspondence re: WC adjustment. Call with C. Descours on same. Call with K. McElcheran on same. Revise WC schedule [REDACTED]. Various calls and correspondence re: the final WC objection and charts for same.

FirstOnSite Restoration LP - CCAA  
 450748.0002 - September 30, 2016

Date	TK#	Name	Hours	Amount	Narrative
09/28/16	23240	Michael Basso	4.10	\$ 2,214.00	Correspondence re: BDC and Purchaser meetings. Review WC objection, call with C. Descours on same. Update R&D. Prepare for and have conference call with Monitor's counsel, CRO, Vendor's counsel, BDC and BDC's counsel. Prepare for and have conference call with Purchaser/CRO re: settlement. Review R&D and provide account balances to P. Bishop. Correspondence re: Claim settlement.
09/29/16	23240	Michael Basso	2.60	\$ 1,404.00	Correspondence with P. Bishop re: deposits and credits testing etc. Meeting with P. Bishop re: WC settlement. Correspondence from CRO on same. Call with CRO and Purchaser re: settlement. Update WC chart. Call with CRO re: status of settlement and logistics of Stub Bonus Settlement. Correspondence with H. Murray re: exact adjustment figures. Call with C. Descours re: draft Monitor's report et. al. Call with H. Murray re: settlement.
09/30/16	23240	Michael Basso	3.30	\$ 1,782.00	Correspondence re: Claim settlement. Review cash flow info and roll DIP. Review settlement agreement. Correspondence re: settlement, call with C. Descours on same. Update to WC chart. Review updated drafts of transition and settlement agreements, comments thereon to C. Descours. File correspondence.
09/26/16	14800	Paul Bishop	1.20	\$ 1,050.00	Call re WC adjustment, review of same and follow up.
09/27/16	14800	Paul Bishop	1.30	\$ 1,137.50	Review of revised WC adjustments and emails from purchaser re same.
09/28/16	14800	Paul Bishop	1.10	\$ 962.50	Calls re WC, email correspondence re same.
09/29/16	14800	Paul Bishop	2.00	\$ 1,750.00	Calls re WC with purchaser and BDC. review of same.
09/30/16	14800	Paul Bishop	1.30	\$ 1,137.50	Review of settlement docs, review of WC and bonus issues.
09/19/16	14800	Paul Bishop	1.80	\$ 1,575.00	Call with CRO and counsel re WC adjustment, call with BDC re status and distributions, review of WC draft.
09/20/16	14800	Paul Bishop	1.70	\$ 1,487.50	Review of WC and distribution issues.
09/21/16	14800	Paul Bishop	0.90	\$ 787.50	Review of WC support.
<b>TOTAL</b>			<b>55.10</b>	<b>\$ 32,903.00</b>	



## Invoice Summary

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

October 20, 2016  
FTI Invoice No. 29002290  
FTI Job No. 450748.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 16, 2016

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$875.00	11.6	\$10,150.00
Michael Basso	Director	\$540.00	13.3	\$7,182.00
Michael Kennedy	Senior Consultant	\$445.00	4.7	\$2,091.50
<b>Total Hours and Fees</b>			<b>29.6</b>	<b>\$19,423.50</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,525.06</b>
<b>Invoice Total for Current Period</b>				<b>\$21,948.56</b>

**FirstOnSite Restoration LP - CCAA**  
**450748.0002 - October 16, 2016**

Date	TK#	Name	Hours	Amount	Narrative
10/04/16	18003	Michael Kennedy	2.70	\$ 1,201.50	Creditor list refinement and review. Respond to third party inquiries. Correspondence and meet with M. Basso re: creditor listing.
10/05/16	18003	Michael Kennedy	1.90	\$ 845.50	Refinement of creditor listing. Cross reference re: same. Respond to creditor matters. Correspondence with M. Basso re: same. Correspondence with H. Murray re: Service List additions.
10/13/16	18003	Michael Kennedy	0.10	\$ 44.50	Respond to creditor matters.
10/03/16	23240	Michael Basso	1.30	\$ 702.00	Payment administration. Correspondence re: settlement and Transition Services Agreement. Correspondence re: lift of stay. Payment administration. Correspondence re: payment administration.
10/04/16	23240	Michael Basso	1.00	\$ 540.00	Review letter from Goodman's re: claims process, meeting with P. Bishop on same. call with C. Descours re: claims process. Meeting with Mike K. re: claimants list. Meeting with M. Kennedy re: mailing list. Call with C. Descours re: settlement, court and transition services agreement.
10/05/16	23240	Michael Basso	1.80	\$ 972.00	Correspondence re: court hearing. Payment administration. 7Correspondence re: mailing list, review of same. Meeting with M. Kennedy re: changes.
10/06/16	23240	Michael Basso	0.50	\$ 270.00	Call with H. Murray re: status of agreements, meeting with P. Bishop on same. Vmail from CRO, review GCR website re: surety bond issue.
10/07/16	23240	Michael Basso	3.10	\$ 1,674.00	Correspondence re: settlement and transition agreements. Correspondence from CRO re: Stub Bonuses. Call on same with CRO. Call with C. Descours on same. Correspondence on same. Update R&D. Meeting with P. Bishop re: settlement agreement. Correspondence re: Stub Bonus/transition agreement, call with C. Descours on same. Call to K. Watson on WC (voicemail).
10/11/16	23240	Michael Basso	4.00	\$ 2,160.00	Meeting with P. Bishop re: status of agreements. Correspondence from C. Descours re: noticing creditors. Correspondence re: claims process and stub bonus issues. Call to K. Watson (vmail). Call with K. Watson. Conference call with CRO, Monitor's counsel and Stikeman's. Call with C. Descours on follow up items. Reserve update and correspondence on same.
10/12/16	23240	Michael Basso	0.50	\$ 270.00	Correspondence re: extend stay motion. Correspondence re: reserve update for BDCC.
10/13/16	23240	Michael Basso	0.80	\$ 432.00	Correspondence re: settlement. Correspondence re: 4th report. Review draft 4th report. Correspondence re: Stub Bonus. Vmail to A. Zeni.
10/14/16	23240	Michael Basso	0.30	\$ 162.00	Correspondence re; changes to settlement agreement. Review changes to settlement agreement. Correspondence on same.
10/03/16	14800	Paul Bishop	3.90	\$ 3,412.50	Calls and correspondence re TSA, UCC meeting, supplier issues, review of A terms of supply, review of proposed amendments re same. Respond to request re suppliers.
10/03/16	14800	Paul Bishop	0.90	\$ 787.50	Review of agreement and correspondence re extension and WC.
10/04/16	14800	Paul Bishop	0.90	\$ 787.50	Review of WC and extension docs.
10/06/16	14800	Paul Bishop	0.90	\$ 787.50	Correspondence and calls re WC and other issues.
10/07/16	14800	Paul Bishop	0.40	\$ 350.00	Correspondence with counsel re extension and other matters.
10/11/16	14800	Paul Bishop	1.50	\$ 1,312.50	Calls with counsel and CRO re settlement and stub bonus issue, review of draft agreements.
10/12/16	14800	Paul Bishop	0.80	\$ 700.00	Calls with counsel and review of docs re WC settlement and other issues.
10/14/16	14800	Paul Bishop	1.10	\$ 962.50	Review of settlement options, correspondence re same.
10/16/16	14800	Paul Bishop	1.20	\$ 1,050.00	Correspondence with CRO, review of settlement options and settlement agreement.
<b>TOTAL</b>			<b>29.60</b>	<b>\$ 19,423.50</b>	



## Invoice Summary

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

October 31, 2016  
FTI Invoice No. 29002299  
FTI Job No. 450748.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2016

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$875.00	8.1	\$7,087.50
Michael Basso	Director	\$540.00	23.4	\$12,636.00
Michael Kennedy	Senior Consultant	\$445.00	5.1	\$2,269.50
Linda Kelly	Consultant	\$310.00	1.2	\$372.00
<b>Total Hours and Fees</b>			<b>37.8</b>	<b>\$22,365.00</b>

**HST Registration No. 835718024RT0001** **\$2,907.45**

**Invoice Total for Current Period** **\$25,272.45**

**FirstOnSite Restoration LP - CCAA**  
**450748.0002 - October 31, 2016**

Date	TK#	Name	Hours	Amount	Narrative
10/24/16	18441	Linda Kelly	0.40	\$ 124.00	Posting documents to website.
10/26/16	18441	Linda Kelly	0.40	\$ 124.00	Posting documents to website.
10/28/16	18441	Linda Kelly	0.40	\$ 124.00	Posting documents to website.
10/17/16	23240	Michael Basso	3.40	\$ 1,836.00	Correspondence re: stub bonuses and cash flow. Correspondence re: stub bonuses. Update R&D re: new Potential Trust Certificate. Prepare Analysis of BDCC realization scenarios. Correspondence re: settlement agreement. Call with Purchaser and CRO re: settlement. Call with CRO re: settlement.
10/18/16	23240	Michael Basso	1.90	\$ 1,026.00	Correspondence re: FOS Lien Claims. Payment admin. Correspondence re: report and FOS priority claims. Prepare list of unpaid FOS Lien Claims, correspondence with K. Watson on same. Meeting with M. Kennedy on same. Update to draft 4th report, discuss same with C. Descours. Correspondence re: BDCC meeting. Correspondence re: Stub Bonus meeting.
10/19/16	23240	Michael Basso	1.10	\$ 594.00	Correspondence re: FOS Lien Claims. Payment administration. 5Correspondence re: WC payment. 2Correspondence re: professional fee costs. 1Correspondence re: Stub Bonus.
10/20/16	23240	Michael Basso	4.90	\$ 2,646.00	Payment Administration. Correspondence from H. Murray re: professional fees call on same. Correspondence re: scenario analysis and professional fees. Correspondence re: budget, update to BDCC scenario analysis. Payment administration. Review draft materials re: Oct 28th motion. Correspondence re: professional fees and scenario analysis. Update scenario analysis. Send to CRO. FOS Correspondence re: professional fee estimate.
10/21/16	23240	Michael Basso	5.70	\$ 3,078.00	Correspondence with P. Bishop re: scenario analysis, send same to C. Descours. Correspondence re: claims process and 10 am call. Payment administration. Correspondence re: Eligible Claims definition. Call re: Eligible Claims. Review comments on draft claims bar order. Correspondence re: FOS Lien Claims. Update FOS Lien Claim schedule. Review comments on 24th report. Correspondence re: settlement call with Purchaser. Call with CRO re: settlement strategy. Meeting with M. Kennedy re: claims procedure mailing list. Prep for an call with Purchaser and CRO re: settlement. Call with CRO re: payments etc. Correspondence re: FOS Lien Claims. Update Website.
10/24/16	23240	Michael Basso	0.70	\$ 378.00	Website Update. Review 4th report. Meeting with M. Kennedy re: Claims Process etc.
10/25/16	23240	Michael Basso	0.90	\$ 486.00	Payment Administration. Review Motion re: Claims Procedure. Correspondence re: claims process. Review final Claims letter, review Claims Procedure Order. Call with C. Descours on same.
10/26/16	23240	Michael Basso	0.40	\$ 216.00	Correspondence re: lift of stay. Correspondence re: Court. Website update.
10/27/16	23240	Michael Basso	2.90	\$ 1,566.00	Correspondence re: settlement. Correspondence re: Court. Call with CRO re: settlement. Review mailing list. Call with [REDACTED] re: contingent wage claim. Call with CRO. Update to scenarios. Correspondence on same.
10/28/16	23240	Michael Basso	1.40	\$ 756.00	Website Update. Review claim discontinuance. Payment Administration. Administration of Claims mailing. Correspondence re: claims process. Review settlement agreement.
10/29/16	23240	Michael Basso	0.10	\$ 54.00	Correspondence re: [REDACTED] FOS Lien Claims.
10/31/16	18003	Michael Kennedy	0.20	\$ 89.00	Correspondence with C. Descours re: [REDACTED] matters. Follow up re: same.
10/25/16	18003	Michael Kennedy	0.60	\$ 267.00	Respond to creditor inquiries. Correspondence with M. Basso re: mailing matters. Prepare packages re: same.
10/28/16	18003	Michael Kennedy	1.10	\$ 489.50	Finalize mailing and issue accordingly. Correspondence with M. Basso re: same. Correspondence re: [REDACTED] reconciliation with C. Descours and M. Basso.
10/18/16	18003	Michael Kennedy	0.90	\$ 400.50	Correspondence re Lien Claims and unpaid invoices. Correspondence with M. Basso re: same. Update lien claim filed accordingly.
10/19/16	18003	Michael Kennedy	1.10	\$ 489.50	Update lien schedule and correspondence with claimants re: same. Correspondence with M. Basso re: same.

**FirstOnSite Restoration LP - CCAA**  
**450748.0002 - October 31, 2016**

<b>Date</b>	<b>TK#</b>	<b>Name</b>	<b>Hours</b>	<b>Amount</b>	<b>Narrative</b>
10/21/16	18003	Michael Kennedy	1.20	\$ 534.00	Respond to creditor matters. Correspondence with M. Basso re: creditor mailing. Update and scrub final listing re: same.
10/17/16	14800	Paul Bishop	1.40	\$ 1,225.00	Review of draft claims letter review of report issues.
10/18/16	14800	Paul Bishop	0.40	\$ 350.00	Correspondence re Stub issue and review of settlement options.
10/19/16	14800	Paul Bishop	0.40	\$ 350.00	Review of Stub bonus options.
10/20/16	14800	Paul Bishop	0.90	\$ 787.50	Review of revised stub bonus settlement scenarios.
10/21/16	14800	Paul Bishop	1.80	\$ 1,575.00	Call with BDC re stub bonus, review of report, comments thereon.
10/22/16	14800	Paul Bishop	0.90	\$ 787.50	Comments on report.
10/23/16	14800	Paul Bishop	0.50	\$ 437.50	Review final report.
10/25/16	14800	Paul Bishop	0.70	\$ 612.50	Review of stub bonus correspondence, update re claims process.
10/27/16	14800	Paul Bishop	1.10	\$ 962.50	Review of settlement proposal, correspondence re same.
<b>TOTAL</b>			<b>37.80</b>	<b>\$ 22,365.00</b>	



## Invoice Summary

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

November 16, 2016  
FTI Invoice No. 29002332  
FTI Job No. 450748.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through November 13, 2016

---

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$875.00	2.7	\$2,362.50
Michael Basso	Director	\$540.00	1.0	\$540.00
Michael Kennedy	Senior Consultant	\$445.00	3.1	\$1,379.50
<b>Total Hours and Fees</b>			<b>6.8</b>	<b>\$4,282.00</b>

HST Registration No. 835718024RT0001

\$556.66

**Invoice Total for Current Period**

**\$4,838.66**

**FirstOnSite Restoration LP - CCAA  
450748.0002 - November 13, 2016**

<b>Date</b>	<b>TK#</b>	<b>Name</b>	<b>Hours</b>	<b>Amount</b>	<b>Narrative</b>
11/08/16	18003	Michael Kennedy	0.80	\$ 356.00	Work on claims procedure matters. Discussion with P. Bishop re: same.
11/10/16	18003	Michael Kennedy	1.20	\$ 534.00	Review and prepare schedule of claims received to date. Correspondence with claimants re: same. Correspondence with C. Descours re: same.
11/11/16	18003	Michael Kennedy	0.70	\$ 311.50	Correspondence with C. Descours re: [REDACTED] and claims procedure matters.
11/01/16	18003	Michael Kennedy	0.20	\$ 89.00	Correspondence re: [REDACTED] invoices and payments. Respond to creditor matters.
11/03/16	18003	Michael Kennedy	0.20	\$ 89.00	Correspondence with [REDACTED] re: claims procedure and follow up on accounts.
11/07/16	23240	Michael Basso	0.30	\$ 162.00	Correspondence re: special payroll run. Correspondence re: Stikeman invoices.
11/10/16	23240	Michael Basso	0.70	\$ 378.00	Correspondence re: payment of Stub bonuses. Payment administration.
11/09/16	14800	Paul Bishop	1.90	\$ 1,662.50	Review of claims status, correspondence re stub payments, correspondence with counsel. Status review
11/10/16	14800	Paul Bishop	0.80	\$ 700.00	Review of claims and correspondence
<b>TOTAL</b>			<b>6.80</b>	<b>\$ 4,282.00</b>	



*Invoice Summary*

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

November 30, 2016  
FTI Invoice No. 29002347  
FTI Job No. 450748.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through November 30, 2016

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$875.00	10.4	\$9,100.00
Michael Basso	Director	\$540.00	40.3	\$21,762.00
Michael Kennedy	Senior Consultant	\$445.00	5.4	\$2,403.00
Linda Kelly	Consultant	\$310.00	1.0	\$310.00
<b>Total Hours and Fees</b>			<b>57.1</b>	<b>\$33,575.00</b>

**HST Registration No. 835718024RT0001** **\$4,364.75**

**Invoice Total for Current Period** **\$37,939.75**

**FirstOnSite Restoration LP - CCAA**  
**450748.0002 - November 30, 2016**

Date	TK#	Name	Hours	Amount	Narrative
11/23/16	18441	Linda Kelly	0.40	\$ 124.00	Drafting letter of direction to close Escrow account, sending Scotiabank.
11/15/16	18441	Linda Kelly	0.20	\$ 62.00	Updating wire payment - acquiring approval.
11/16/16	18441	Linda Kelly	0.40	\$ 124.00	Posting documents to website.
11/15/16	23240	Michael Basso	0.40	\$ 216.00	██████████ Claim download and correspondence. Payment administration.
11/21/16	23240	Michael Basso	2.90	\$ 1,566.00	Meeting with P. Bishop re: status. R&D preparation and payment admin. Correspondence re: wire payment. File emails. Payment administration. Review Claims Process. Review Claims re: assumed/not assumed status.
11/22/16	23240	Michael Basso	6.20	\$ 3,348.00	Correspondence re: lift of stay. Review of claims. Review OS items, prepare agenda for call with K. Watson. Call to A. Di Zazzo on the GCR re: \$125k deposit held. Review Claims. Call with ██████████ re: info request/claim. Call with Hadjuk Gibbs LLP (vmail re: lift of stay process). Call to ██████████ returning vmail re: claims. Correspondence re: lift of stay. Call with ██████████ re: lift of stay. Update R&D and review reserves. Correspondence re: ██████████ Claims and ██████████ claims. Review ██████████ Claims. Correspondence re: BDCC Call. ██████████ Claim review of detailed account statements, convert to Excel.
11/23/16	23240	Michael Basso	7.90	\$ 4,266.00	Meeting with P. Bishop re: ██████████ Claim. Process of pdf account statement into Excel. Call with ██████████ re: claim. Format of ██████████ Claim, call with ██████████ at ██████████ re: Claim. Review of claim. Vmail to K. Watson. Vmail to ██████████. Various meetings with P. Bishop re: claim. Coordinate conference call with BDC et. al. Review R&D and prepare estimate of proceeds. ██████████ claim. Call with K. Watson re: status and issues. Meeting with P. Bishop re: potential trust Claims, call with CRO on same. Prepare Claims summary and update distribution estimate. Bishop on same. Call with CRA re: HST. Correspondence to P. Bishop.
11/24/16	23240	Michael Basso	6.20	\$ 3,348.00	Meeting with P. Bishop re: trust claims. Update to distribution estimate and claims register. Email to N. Sheppard re: orphaned deposits. Correspondence with ██████████ Correspondence with Norton Rose re: ██████████. Call to ██████████ re: ██████████ Claims process. Correspondence re: BDCC Call. Draft email to K. Watson re: WC adj and claims. Claims review re: determinations. Correspondence to CRO re: first batch of Claims. Correspondence to P Bishop re: modified notice language. HST correspondence with K. Watson. Payment Administration. Conference call with BDCC and CRO. Call with GCR, correspondence on same. Preparation of Claim Notice.
11/25/16	23240	Michael Basso	6.20	\$ 3,348.00	Correspondence re: HST returns. Revision to claim notice, correspondence on same with P. Bishop. Prepare ██████████ disallowance notice. Call with A. Di Zazzo of GCR re: refund of deposit and correspondence on same. Prepare Valcraft and 2112 Notices. Correspondence re: OS items etc. with CRO/H. Murray. Review ██████████ correspondence and Lien Claim. Lien Claims, correspondence on same with C. Descours. Review OS items list. Prepare other notices re: eligible claims. Review Eligible Claims re: invoices paid by FOS Ltd. Call with CRO/Stikeman's re: OS items and wrap up procedures. Correspondence to P. Bishop on same.
11/28/16	23240	Michael Basso	6.60	\$ 3,564.00	Review Claims re: amounts paid by new FOS. Correspondence from Hotline re: Fortis BC. Correspondence with ██████████ and other claimants having Eligible Claims. Review ██████████ Claim and correspondence. ██████████ claim review. Call with ██████████ re: Eligible Claims and claims process. Further review of ██████████ Claim, correspondence on same. Review of ██████████ Claim, call with claimant on same. ██████████ Claim Review and correspondence on same.
11/29/16	23240	Michael Basso	1.20	\$ 648.00	Correspondence from ██████████ re: claim. Call with ██████████ ██████████ re: claim, correspondence on same. Vmail from Fortis BC, call on same with Fortis BC (1 person = supervisor thereafter).

FirstOnSite Restoration LP - CCAA  
 450748.0002 - November 30, 2016

Date	TK#	Name	Hours	Amount	Narrative
11/30/16	23240	Michael Basso	2.70	\$ 1,458.00	Review ██████████ Claim. Prepare and send disallowance notices, ██████████. Correspondence with K. Watson re: update call. Correspondence from Gowlings re: ██████████. Correspondence with ██████████, recal of claim. Correspondence with K. Watson re: ██████████. Correspondence re: Stikeman fees. Review and correspondence re: new FOS litigation. Call with K. Watson.
11/16/16	18003	Michael Kennedy	1.60	\$ 712.00	Attend call re: claims process. Discussions with P. Bishop re: same. Prepare updated summary and circulate.
11/15/16	18003	Michael Kennedy	3.80	\$ 1,691.00	Correspondence re: claims process. Sort claims. Prepare summary schedule of claims received. Correspondence with C. Descours re: same.
11/17/16	14800	Paul Bishop	1.10	\$ 962.50	Call with MK and KM re claims and distributions, review of claim summary
11/21/16	14800	Paul Bishop	1.20	\$ 1,050.00	Claims review and update with MB, payment to BDC
11/22/16	14800	Paul Bishop	0.90	\$ 787.50	Review of claims status and reserves
11/23/16	14800	Paul Bishop	0.90	\$ 787.50	Review of reserves and claims
11/24/16	14800	Paul Bishop	1.90	\$ 1,662.50	Review of claims and reserves, call with BDC and CRO
11/25/16	14800	Paul Bishop	0.80	\$ 700.00	Review of claims and working capital issues
11/30/16	14800	Paul Bishop	0.90	\$ 787.50	Review of potential trust claim
11/16/16	14800	Paul Bishop	2.70	\$ 2,362.50	Review of claims, meet with MK to review same, correspondence review of cash requirements
<b>TOTAL</b>			<b>57.10</b>	<b>\$ 33,575.00</b>	



## Invoice Summary

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

December 21, 2016  
FTI Invoice No. 29002382  
FTI Job No. 450748.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through December 18, 2016

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$875.00	1.6	\$1,400.00
Michael Basso	Director	\$540.00	24.2	\$13,068.00
Linda Kelly	Consultant	\$310.00	4.1	\$1,271.00
<b>Total Hours and Fees</b>			<b>29.9</b>	<b>\$15,739.00</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,046.07</b>
<b>Invoice Total for Current Period</b>				<b>\$17,785.07</b>

FirstOnSite Restoration LP - CCAA  
450748.0002 - December 18, 2016

Date	TK#	Name	Hours	Amount	Narrative
12/13/16	18441	Linda Kelly	2.50	\$ 775.00	Reconciling all accounts for FOS for HST/GST returns.
12/14/16	18441	Linda Kelly	1.20	\$ 372.00	Recording HST/GST returns on and preparing files.
12/05/16	18441	Linda Kelly	0.40	\$ 124.00	Posting documents to website.
12/01/16	23240	Michael Basso	3.30	\$ 1,782.00	Correspondence re: T4 preparation and costs. Notice preparation and payment administration. Review ██████ Claim, prepare and send correspondence to K. Watson re: post close purchases. Call to ██████ re: claim documentation. Correspondence re: cheques, file same. ██████ Notice and payment Prep. Vmail from ██████, call on same. Call to ██████ re: claim support (vmail). Correspondence to newco re: MoF cheque sent to Monitor. ██████ call.
12/02/16	23240	Michael Basso	1.70	\$ 918.00	Correspondence re: payment administration. Correspondence re: potential trust claims, review trust claim detail. Correspondence re: ██████ and assumed liabilities, review of WC and AP subledger for same. Correspondence with ██████ re: Claim. Review ██████ Claim support.
12/05/16	23240	Michael Basso	1.10	\$ 594.00	Payment administration. Update website.
12/06/16	23240	Michael Basso	0.60	\$ 324.00	Correspondence re: trust claims. Correspondence with ██████ re: Claims. Meeting re: Claims. Review statement of accounts from Counsel, correspondence on same.
12/07/16	23240	Michael Basso	2.70	\$ 1,458.00	Payment administration. Review of claims, follow up emails and calls on same. Correspondence re: payment of ██████ claim. Process Goodman's invoices. Vmail re: ██████ Claim. Correspondence re: T4s. Update with counsel. Prepare and send Notice of Disallowance re: ██████.
12/08/16	23240	Michael Basso	2.10	\$ 1,134.00	Meeting re: trust claims. Correspondence re: ██████ claims. Correspondence re: ██████. Prepare TR and Notice for ██████. Payment. Vmail from NR re: ██████ claim. Review ██████ Claim. Correspondence on same. Call to ██████ re: claim. Calls to deposit holders re: amounts owed. Call re: Cranbrook deposit.
12/12/16	23240	Michael Basso	0.30	\$ 162.00	Correspondence re: BDC meeting. Meeting re: HST returns.
12/13/16	23240	Michael Basso	4.60	\$ 2,484.00	Correspondence re: ██████ claim. Follow up emails re: OS issues. Meeting on ██████ claim with counsel. Correspondence re: ██████ Claim. Preparation of claims summary. Call with ██████ re: claim. Preparation of ██████ notice and payment for Eligible Claim. Prepare payment support packages for Stub Bonus and Stikeman October invoices. Correspondence re: ██████ and ██████ Claims. Payment admin for acct closure, professional fees etc. Correspondence re: ██████ Call with CRO re: status of claims etc. Correspondence with BDC. Call to C. Descours re: ██████.
12/14/16	23240	Michael Basso	2.60	\$ 1,404.00	Correspondence re: logistics of BDC meeting. Review ██████ claim re: OS AR and excluded aspects, meeting on same. Vmail and call with C. Descours re: ██████. HST return review. Correspondence re: Bernier action. Correspondence re: lift of stay.
12/15/16	23240	Michael Basso	3.50	\$ 1,890.00	R&D Update. Correspondence re: meeting. Cal with CRO re: ██████. Update call with BDC. Reconciliation for HST returns. Prepare notice re: ██████. Correspondence from ██████ re: lift of stay. Revisions to ██████ ██████ claim revision notice and correspondence on same with C. Descours. Correspondence re: ██████ Disallowance. Review HST Returns.
12/16/16	23240	Michael Basso	1.70	\$ 918.00	Call with K. Watson re: OS items. Review WC schedules. WC schedules re: ██████
12/02/16	14800	Paul Bishop	0.80	\$ 700.00	Update on trust claims and reserves
12/06/16	14800	Paul Bishop	0.80	\$ 700.00	Update re claims review of claims material submitted. Correspondence re claims
<b>TOTAL</b>			<b>29.90</b>	<b>\$ 15,739.00</b>	



## Invoice Summary

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

December 31, 2016  
FTI Invoice No. 29002390  
FTI Job No. 450748.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2016

---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Michael Basso	Director	\$540.00	10.0	\$5,400.00
<b>Total Hours and Fees</b>			<b>10.0</b>	<b>\$5,400.00</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$702.00</b>
<b>Invoice Total for Current Period</b>				<b>\$6,102.00</b>

**FirstOnSite Restoration LP - CCAA**  
**450748.0002 - December 31, 2016**

<b>Date</b>	<b>TK#</b>	<b>Name</b>	<b>Hours</b>	<b>Amount</b>	<b>Narrative</b>
12/19/16	23240	Michael Basso	0.80	\$ 432.00	Review HST returns. Review draft letter re: Bernier action. Correspondence re: letter on Bernier action.
12/20/16	23240	Michael Basso	4.70	\$ 2,538.00	Correspondence re: Bernier action. Correspondence from [REDACTED] and GCR. Prepare deposit TR for GCR cheque. Call with M. Bernardo. Correspondence re: HST returns. Prepare letter to CRA. Call with C. Descours, Call with CRO and Stikeman's and Goodman's, Prepare HST Returns and CRA letter.
12/21/16	23240	Michael Basso	1.60	\$ 864.00	Payment administration. Correspondence re: potential trust claims and settlement. Update to draft HST returns letter. Call with CRO re: [REDACTED].
12/22/16	23240	Michael Basso	2.20	\$ 1,188.00	Correspondence re: [REDACTED]. Prepare for meeting with CRO (gather support for returns). Meeting with CRO re: HST returns. Complete address section, copy and mail/email.
12/23/16	23240	Michael Basso	0.10	\$ 54.00	Correspondence with K. Watson re: [REDACTED]
12/28/16	23240	Michael Basso	0.60	\$ 324.00	Correspondence re: action in Quebec. Review AP subledger for assumed status. Correspondence on same.
<b>TOTAL</b>			<b>10.00</b>	<b>\$ 5,400.00</b>	



## Invoice Summary

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

January 17, 2017  
FTI Invoice No. 29002426  
FTI Job No. 450748.0002  
Terms Payment on Presentation

Current Invoice Period: Charges Posted through January 15, 2017

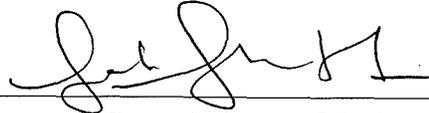
---

<b>Name</b>	<b>Title</b>	<b>Rate</b>	<b>Hours</b>	<b>Total</b>
Paul Bishop	Senior Managing Director	\$910.00	3.5	\$3,185.00
Michael Basso	Director	\$570.00	30.3	\$17,271.00
Linda Kelly	Consultant	\$325.00	0.8	\$260.00
<b>Total Hours and Fees</b>			<b>34.6</b>	<b>\$20,716.00</b>
<b>HST Registration No. 835718024RT0001</b>				<b>\$2,693.08</b>
<b>Invoice Total for Current Period</b>				<b>\$23,409.08</b>

FirstOnSite Restoration LP - CCAA  
450748.0002 - January 15, 2017

Date	TK#	Name	Hours	Amount	Narrative
01/09/17	18441	Linda Kelly	0.40	\$ 130.00	Running reports from Ascend and reconciling accounts for HST/GST filing.
01/06/17	18441	Linda Kelly	0.40	\$ 130.00	Reconciling Ascend for HST filing.
01/03/17	23240	Michael Basso	4.80	\$ 2,736.00	Payment administration. Correspondence re: Purchaser payment to wrong account. Hotline monitoring. Forward email re: Construction Pareti. Correspondence re: [REDACTED] etc. Call with C. Descours re: claims and plan for final report. Correspondence re: [REDACTED], Prepare and send to counsel for comments a notice to [REDACTED] re: payment of their Eligible Claim. Payment admin re: [REDACTED] and [REDACTED] Eligible Claims. Correspondence re: [REDACTED]. Correspondence re: WC settlement. Review HST build up from W. Zheng-Bassier. Payment admin re: [REDACTED] cheque and notice. Updates to claims summary. Call with [REDACTED] re: Claim. Correspondence re: Quebec judgement. Call to Vancouver lawyer re: Motor vehicle accident claim. Call re: Construction Pareti.
01/04/17	23240	Michael Basso	2.10	\$ 1,197.00	Payment administration. Update R&D. Correspondence re: Call with Ontario Ministry of Labour re: CCAA and Claims Process. Correspondence re: Quebec action. Call with [REDACTED].
01/05/17	23240	Michael Basso	1.10	\$ 627.00	Call with C. Descours re: BDC debt and report. Correspondence re: Construction Pareti. Call with Carol Tripp re: Construction Pareti.
01/06/17	23240	Michael Basso	3.90	\$ 2,223.00	Check PO's against WC schedules. Call with Kevin M. re: [REDACTED]. Review files for AR at time of filing. Check other invoices for AR status April 21, 2016. Call with H. Murray re: Construction Pareti. Review files for [REDACTED] info. Construction Pareti PO lookup. Review draft 5th report.
01/09/17	23240	Michael Basso	6.60	\$ 3,762.00	Correspondence re: [REDACTED]. R&D Update. Update to estimated final distribution. Call with CRO re: [REDACTED]. Review AR subledgers for OS AR on invoices assumed by Purchaser, correspondence on same. Call with counsel re: 5th report, [REDACTED] et. al. Call to [REDACTED] re: FOS accounts. Correspondence on same. Correspondence re: professional fee estimate [REDACTED] correspondence. Correspondence re: Construction Pareti. Correspondence re: FOS reserves etc. Correspondence with [REDACTED] translate account reconciliation. Correspondence with Purchaser re: orphaned deposits. Gather invoices for taxation, review, correspondence on same.
01/10/17	23240	Michael Basso	6.70	\$ 3,819.00	Correspondence re: meeting, update BDCC recovery schedule. Correspondence re: orphaned deposits. Correspondence re: [REDACTED] Deposits. Prep for BDCC Meeting. Meeting with BDCC and CRO. Preparation of interim distribution. Review correspondence and information from [REDACTED] [REDACTED] response on same. Correspondence with BDCC re: wire transfer. Call with C. Descours re: discharge etc. Correspondence with Purchaser re: [REDACTED] Prepare materials for 5th Report. Correspondence re: [REDACTED] settlement and call on same. Correspondence from [REDACTED] review of invoices.
01/11/17	23240	Michael Basso	1.80	\$ 1,026.00	[REDACTED] claim review, call with A. Zeni re [REDACTED]. Review draft [REDACTED] release. Call with C. Descours re: [REDACTED] and [REDACTED] Claims. Prepare notice re: [REDACTED] claim [REDACTED] send fax, update records.
01/12/17	23240	Michael Basso	1.10	\$ 627.00	Correspondence re: [REDACTED] settlement call on same. Translate and review [REDACTED] correspondence. Vmail and call with CRO re: [REDACTED] release. Review correspondence re: discharge motion. Call with CRA re: HST returns. Review Discharge Motion.
01/13/17	23240	Michael Basso	2.20	\$ 1,254.00	Correspondence re: settlement. Review draft Order. Review [REDACTED] Claim. Review draft release. Call with K. Watson re: [REDACTED] and structure of [REDACTED] exchange. Call with CRO re: use of wire transfer instead of bankl drafts. Correspondence re: [REDACTED] release plan. Call with C. Descours re: [REDACTED]. Call with [REDACTED]. Review draft discharge order with C. Descours changes.
01/06/17	14800	Paul Bishop	1.60	\$ 1,456.00	Report draft
01/10/17	14800	Paul Bishop	0.80	\$ 728.00	Call with BDC, prep for same
01/12/17	14800	Paul Bishop	1.10	\$ 1,001.00	Review of closing issues and report
<b>TOTAL</b>			<b>34.60</b>	<b>\$ 20,716.00</b>	

**THIS IS EXHIBIT "B"  
TO THE AFFIDAVIT OF PAUL BISHOP  
SWORN BEFORE ME ON THE 18<sup>TH</sup> DAY OF JANUARY, 2017**

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

A Commissioner of Oaths

**Sarah Patricia Stothart, a Commissioner,  
etc., Province of Ontario, while a  
Student-at-Law.  
Expires April 13, 2018.**

**EXHIBIT "B"**

**Summary of FTI Invoices  
Invoices dated June 30, 2016 to January 17, 2017**

<b>Invoice #</b>	<b>Date</b>	<b>Fees</b>	<b>Expenses</b>	<b>HST</b>	<b>Total</b>
29002136	June 30, 2016	\$47,180.00	-	\$6,133.40	\$53,313.40
29002153	July 20, 2016	\$27,428.50	-	\$3,565.71	\$30,994.21
29002165	July 31, 2016	\$20,424.50	-	\$2,655.19	\$23,079.69
29002189	August 17, 2016	\$17,295.50	-	\$2,248.42	\$19,543.92
29002207	August 31, 2016	\$11,113.50	\$26.73	\$1,448.23	\$12,588.46
29002244	September 21, 2016	\$43,388.50	-	\$5,640.51	\$49,029.01
29002269	September 30, 2016	\$32,903.00	\$174.00	\$4,300.01	\$37,377.01
29002290	October 20, 2016	\$19,423.50	-	\$2,525.06	\$21,948.56
29002299	October 31, 2016	\$22,365.00	-	\$2,907.45	\$25,272.45
29002332	November 16, 2016	\$4,282.00	-	\$556.66	\$4,838.66
29002347	November 30, 2016	\$33,575.00	-	\$4,364.75	\$37,939.75
29002382	December 21, 2016	\$15,739.00	-	\$2,046.07	\$17,785.07
29002390	December 31, 2016	\$5,400.00	-	\$702.00	\$6,102.00
29002426	January 17, 2017	\$20,716.00	-	\$2,693.08	\$23,409.08
<b>TOTAL:</b>		<b>\$321,234.00</b>	<b>\$200.73</b>	<b>\$41,786.54</b>	<b>\$363,221.27</b>

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C.  
1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
2123125 ONTARIO INC.

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

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**AFFIDAVIT OF PAUL BISHOP  
(Sworn January 18, 2017)**

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

**Robert J. Chadwick** LSUC#: 35165K  
rchadwick@goodmans.ca  
**Caroline Descours** LSUC#: 58251A  
cdescours@goodmans.ca

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

**Lawyers for the Monitor**

---

**Appendix B**

---

**Chadwick Affidavit  
(see attached)**

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR  
ARRANGEMENT OF 2123125 ONTARIO INC.

**Applicant**

**AFFIDAVIT OF ROBERT J. CHADWICK  
(Sworn January 18, 2017)**

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

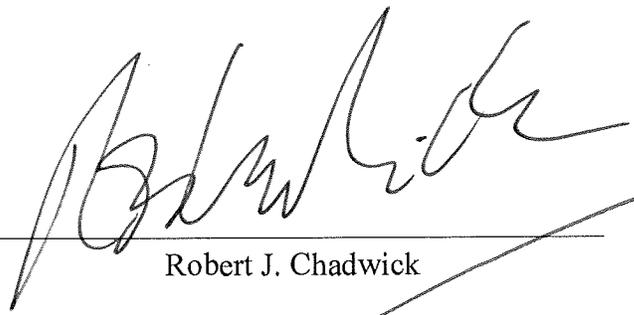
1. I am a partner with the firm of Goodmans LLP ("**Goodmans**"), counsel to FTI Consulting Canada Inc., in its capacity as Court-appointed monitor of 2123125 Ontario Inc., formerly known as FirstOnSite G.P. Inc. and Former Restoration L.P., formerly known as FirstOnSite Restoration L.P. (in such capacity, the "**Monitor**") in these proceedings (the "**CCAA Proceedings**"). As such, I have knowledge of the matters hereinafter deposed to.
2. This Affidavit is made in support of a motion seeking, *inter alia*, the approval of the fees and disbursements of the Monitor and its legal counsel during the CCAA Proceedings.
3. Attached hereto as Exhibit "A" are copies of the accounts rendered by Goodmans to the Monitor for the period from June 1, 2016 to January 13, 2017, in the total amount of

\$120,145.80, including Harmonized Sales Tax (“HST”), in connection with the CCAA Proceedings, redacted for confidential and/or privileged information.

4. Attached hereto as Exhibit “B” is a summary of each invoice in Exhibit “A”, including the fees, expenses, HST and total amounts charged in each invoice.
5. The hourly rates applied in the invoices of Goodmans are Goodmans’ normal hourly rates which were in effect from June 1, 2016 to January 13, 2017, and are comparable to hourly rates charge by Goodmans for services rendered in relation to similar proceedings.
6. Additional professional time will be required to complete the CCAA Proceedings. Such services are anticipated to result in fees and expenses in the amount of not more than approximately \$25,000 (the “**Completion Estimate**”).
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 in the City of Toronto,  
in the Province of Ontario, on January 18,  
2017.

  
\_\_\_\_\_  
A Commissioner of Oaths  
Name: *Caroline Descours*

  
\_\_\_\_\_  
Robert J. Chadwick

**THIS IS EXHIBIT "A"**  
**TO THE AFFIDAVIT OF ROBERT J. CHADWICK**  
**SWORN BEFORE ME ON THE 18<sup>TH</sup> DAY OF JANUARY, 2017**

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

A Commissioner of Oaths



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

July 22, 2016

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

ATTENTION: Paul Bishop

OUR FILE NO. FTCC 160680  
OUR INVOICE NO. 668982  
GST/HST REGISTRATION NO. R119422962

Re: Project Rose

---

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

Date	TKID	Hours	Description
06/01/16	RJC	1.30	Review key issues for closing; discussion of key issues with Monitor; call with all parties.
06/01/16	JCC	.80	Office conference with S. Young; receipt and review of email to S. Young; continue to update Construction Claims Chart.
06/01/16	CDS	8.20	Corresponding, teleconferences with parties and addressing various closing and distribution matters; reviewing and providing comments on transaction documents; coordinating Monitor signatures; corresponding re: court attendance; attending court re: amendment to Approval and Vesting Order.
06/01/16	SYG	4.60	Reviewing and responding to emails re: construction lien claims; reviewing and revising summary chart re: same; drafting court documents and monitor's report.
06/02/16	RJC	.20	Post-closing CCAA matters.
06/02/16	JCC	.10	Office conference with S. Young.
06/02/16	CDS	2.60	Corresponding and teleconference with Stikemans and FTI re: distribution matters and bonus payments; reviewing APA and court orders re: same; corresponding re: disclaimer matters; teleconferences with FTI re: lien claim and distribution matters; corresponding re: next motion and next steps;

Date	TKID	Hours	Description
			corresponding re: filing of Monitor's certificate.
06/02/16	SYG	.80	Discussion with C. Descours re: construction lien claims and motion for approval of fees and activities; drafting court documents re: same.
06/03/16	CDS	1.00	Corresponding and teleconferences with FTI re: distribution matters; update call re: disclaimers; reviewing proposed list of disclaimers and corresponding re: same.
06/03/16	SYG	1.10	Reviewing and responding to emails re: construction lien claims; telephone conference with counsel to [REDACTED] re: same.
06/06/16	CDS	1.70	Corresponding re: distribution matters and bonus payments; teleconferences with FTI and Stikemans re: same; teleconferences with counsel to former employee re: pre-filing claim matters; corresponding re: same; reviewing and corresponding re: disclaimer matters.
06/06/16	SYG	.30	Reviewing and responding to emails re: construction lien claims and leases to be disclaimed; discussion with C. Descours re: same.
06/07/16	CDS	.30	Corresponding, reviewing and teleconference with FTI re: disclaimer matters.
06/07/16	SYG	1.20	Reviewing and revising contract disclaimers; reviewing and responding to emails re: same and construction lien claims.
06/08/16	CDS	1.00	Reviewing and corresponding re: lien claim matters; corresponding re: employee stub bonus matters and reviewing CCAA orders re: same; teleconference with FTI.
06/08/16	SYG	2.20	Reviewing and responding to emails re: construction lien claims; telephone conference with counsel to claimants re: same; updating summary chart re: same; discussion with C. Descours re: same and motion for approval of fees and activities; reviewing invoices of FTI.
06/09/16	CDS	.80	Teleconferences with FTI re: various matters; corresponding re: employee stub bonus; corresponding re: disclaimer matters; reviewing APA re: potential trust claimant reserve.
06/10/16	CDS	.70	Teleconferences with Stikemans and FTI re: disclaimer matters; reviewing correspondence re: same; corresponding re: potential trust claimant reserve.
06/12/16	CDS	.30	Reviewing and preparing comments on Company letter to Purchaser re: excluded assets.
06/13/16	RJC	.50	Review key issues.

Date	TKID	Hours	Description
06/13/16	SYG	.10	Reviewing and responding to emails re: construction lien claims.
06/14/16	CDS	.40	Teleconferences with FTI re: excluded assets and disclaimed agreements; reviewing correspondence re: same.
06/15/16	CDS	4.80	Reviewing BDC motion materials and corresponding re same; preparing fee approval materials; drafting third report; reviewing correspondence from landlord; teleconference with FTI re: various matters.
06/16/16	RJC	1.10	Review Monitor's draft Report; advise on key issues; instructions to C. Descours.
06/16/16	CDS	3.60	Drafting Monitor's third report; corresponding re: stay extension motion; teleconference with FTI re: BDC's motion; responding re: creditor inquiries.
06/17/16	RJC	.70	Review and revise draft Monitor's Report.
06/17/16	CDS	5.20	Teleconference with FTI re: lien claim matters; drafting third report and corresponding re: same; teleconference with Stikemans re: BDC Capital motion.
06/18/16	RJC	.40	Review draft materials; respond to Monitor matters.
06/18/16	CDS	1.20	Reviewing draft motion materials and corresponding re: same.
06/19/16	RJC	.80	Revise and comment on draft Monitor's Report; review materials.
06/19/16	CDS	2.90	Reviewing draft motion materials, preparing comments and corresponding re: same.
06/20/16	RJC	.60	Review Monitor and Court materials.
06/20/16	CDS	5.70	Reviewing and corresponding with Stikemans re: motion matters and materials; updating third report of the Monitor; updating materials and corresponding re: fee approval matters; teleconference with Stikemans and FTI re: disclaimers and lease matters; corresponding re: service list; corresponding re: proposed CRO matters.
06/21/16	CDS	4.50	Teleconference with Stikemans, FTI and Fillmore Riley re: lease matters; teleconferences and corresponding with Stikemans and FTI re: CRO appointment matters; finalizing fee approval affidavits; updating third report; reviewing revised CRO agreement; discussing with FTI re: stub bonus and reserves; corresponding re: service list; corresponding re: creditor inquiries.
06/21/16	EMS	.50	Receiving instructions from C. Descours re: commissioning affidavit of P.

Date	TKID	Hours	Description
			Bishop; going to TD South Tower and commissioning affidavit of P. Bishop.
06/22/16	RJC	.30	Review key issues.
06/22/16	JCC	.10	Office conference with B. Halfin.
06/22/16	CDS	4.00	Corresponding with Stikemans and FTI re: CRO appointment and stay extension matters; reviewing updated materials; updating fee affidavits; meeting with P. Bishop re: swearing of updated affidavit; finalizing third report; serving third report; corresponding and teleconferences re: various creditor inquiries.
06/22/16	BDH	.50	Telephone call with C. Descours re: assignment of lien rights.
06/23/16	CDS	1.20	Arranging for service and filing of third report; corresponding re: CRO agreement matters; corresponding re: creditor matters.
06/26/16	CDS	.50	Reviewing factum and supplementary affidavit re: stay extension and CRO appointment; corresponding re: motion.
06/27/16	RJC	1.20	Review motion materials; attend Court; report to Monitor.
06/27/16	CDS	1.10	Teleconference with FTI; corresponding and teleconferences re: creditor inquiries.
06/29/16	CDS	.20	Corresponding re: Keewatin lease and lien claim matters.
06/30/16	CDS	.30	Responding to stakeholder/creditor inquiries.

**OUR FEE**

\$44,005.00

TKID	NAME	HOURS	RATE	TOTAL
JCC	Cosentino, Joe	1.00 hrs	\$805.00	\$805.00
RJC	Chadwick, Robert J.	7.10 hrs	\$985.00	\$6,993.50
BDH	Halfin, Brad	0.50 hrs	\$610.00	\$305.00
CDS	Descours, Caroline	52.20 hrs	\$595.00	\$31,059.00
SYG	Young, Sydney	10.30 hrs	\$440.00	\$4,532.00
EMS	Seetner, Elliot	0.50 hrs	\$230.00	\$115.00
DA	Clerk, Litigation	2.30 hrs	\$85.00	\$195.50
				\$44,005.00

## DISBURSEMENTS

Parking/ Cab / Mileage	10.30
Copies	1,380.00
Conference Calls	20.15
Postage	256.74
Delivery - Courier	14.16

**TOTAL DISBURSEMENTS** **\$1,681.35**

---

TOTAL FEES ON THIS INVOICE	\$44,005.00
HST ON FEES	5,720.65
NON TAXABLE DISBURSEMENTS	0.00
TAXABLE DISBURSEMENTS	1,681.35
TOTAL DISBURSEMENTS ON THIS INVOICE	\$1,681.35
HST ON TAXABLE DISBURSEMENT	218.58
<b>TOTAL THIS INVOICE (CANADIAN DOLLARS)</b>	<b>\$51,625.58</b>

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 #668982 -- page 6

---

THIS IS OUR ACCOUNT HEREIN  
GOODMANS LLP



E. & D. E.  
RJC /

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



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

October 4, 2016

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

ATTENTION: Paul Bishop

OUR FILE NO. FTCC 160680  
OUR INVOICE NO. 672557  
GST/HST REGISTRATION NO. R119422962

Re: Project Rose

---

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

Date	TKID	Hours	Description
07/04/16	CDS	.30	Corresponding re: employee claim and lease disclaimer matters.
07/05/16	CDS	.40	Reviewing, corresponding and discussing re: lease disclaimer and related matters.
07/05/16	KEH	.70	Emails with C. Descours; review lease documentation and letter from solicitor for landlord; call with C. Descours to discuss status of file.
07/06/16	CDS	.30	Corresponding and teleconference with FTI re: lease disclaimer matter; corresponding re: trust claim reserve payments.
07/07/16	CDS	.10	Corresponding re: trust claim matters.
07/08/16	CDS	.60	Teleconference with CRO, Stikemans and FTI re: trust claims and other matters; teleconference with P. Bishop.
07/11/16	CDS	.20	Corresponding re: lien claim matters.
07/13/16	CDS	.90	Reviewing lien claim matters; teleconference and corresponding with various creditors re: lien claim matters.
07/20/16	CDS	.20	Teleconference with FTI re: lease matter; reviewing correspondence re: same.
07/22/16	CDS	.30	Teleconference with FTI re: trust claim reserve and assumed liability matters; reviewing APA re: same.

Date	TKID	Hours	Description
07/25/16	CDS	.20	Reviewing correspondence and corresponding re: landlord claim.
07/26/16	CDS	.50	Reviewing APA re: assumed liabilities matters; teleconference with FTI re: various matters; corresponding re: lifting of stay of proceedings re: insurance claim.
07/27/16	CDS	.40	Reviewing release re: landlord claim and corresponding re: same.
07/28/16	CDS	.20	Reviewing draft correspondence and corresponding re: lifting of stay of proceedings.
07/29/16	CDS	.20	Providing comments and corresponding re: lift stay letter.
08/10/16	CDS	.30	Corresponding re: Quebec license status, trust and lien claim matters, and request to lift stay.
08/11/16	CDS	.10	Corresponding re: request to lift stay re: BC action.
08/15/16	RJC	.20	Review key issues.
08/19/16	CDS	.20	Teleconference and corresponding with FTI re: lien claims and working capital adjustment.
08/25/16	CDS	1.70	Reviewing updated summary of lien claims and related analysis; teleconference with FTI; corresponding re: same.
08/26/16	CDS	1.90	Preparing and distributing correspondence to various lien claimants re: Monitor's review of such claims.
08/30/16	CDS	.40	Teleconference and corresponding re: lien claim matters.
09/01/16	CDS	.30	Corresponding re: lien claim matters.
09/07/16	CDS	.90	Reviewing and corresponding re: lien claim matters; teleconference with FTI re: working capital adjustment matters, remaining reserves and next steps.
09/08/16	CDS	.50	Discussing re: remaining reserves, claims and next steps; corresponding re: lien claim matters; reviewing TSA and corresponding re: same.
09/11/16	CDS	.50	Reviewing correspondence re: request to lift stay re: insurance claim; reviewing insurance policy and corresponding re: same.
09/12/16	CDS	.90	Teleconferences with FTI re: various matters; corresponding re: request to lift stay; reviewing APA and orders re: working capital matters, reserves and distribution matters; corresponding re: same.

Date	TKID	Hours	Description
09/13/16	CDS	1.20	Reviewing and corresponding re: lien claims and issuing notices re: same; corresponding re: distribution matters.
09/15/16	CDS	.50	Corresponding re: lifting of stay; reviewing draft letter and providing comments re: same; teleconference with FTI.
09/19/16	RJC	1.10	Distribution matters; call with BDC and Company; call with Monitor.
09/19/16	CDS	2.20	Corresponding re: working capital adjustment matters; teleconference with FTI, Stikemans and CRO re: same; teleconference with FTI, Stikemans, CRO and BDC re: distribution matters; teleconferences with FTI re: lien claims and distribution matters.
09/22/16	CDS	.60	Reviewing and corresponding re: working capital adjustment matters; teleconference with FTI.
09/23/16	CDS	1.80	Reviewing correspondence re: working capital matters; reviewing lien claim matters; preparing and issuing notices to lien claimants and corresponding re: same.
09/25/16	CDS	.30	Reviewing correspondence re: working capital adjustment; corresponding re: GCR deposit.
09/26/16	CDS	.60	Reviewing and corresponding re: working capital adjustment matters; teleconference with FTI.
09/27/16	RJC	2.00	Review key distribution matters.
09/27/16	CDS	1.10	Teleconferences with FTI and Stikemans re: working capital adjustment; reviewing various correspondence and working capital objection.
09/28/16	CDS	.50	Teleconference with FTI and teleconference with BDC, FTI and Stikemans re: working capital matters.
09/29/16	CDS	.20	Corresponding re: working capital adjustment matters; teleconference with FTI.
09/30/16	CDS	2.80	Teleconferences with FTI; reviewing drafts, providing comments and corresponding re: working capital settlement agreement and extension to transition services agreement; corresponding re: stay extension motion and motion re: stub bonus payments; drafting fourth report.

OUR FEE

\$18,342.50



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 #672557 -- page 4

TKID	NAME	HOURS	RATE	TOTAL
KEH	Herlin, Ken	0.70 hrs	\$905.00	\$633.50
RJC	Chadwick, Robert J.	3.30 hrs	\$985.00	\$3,250.50
CDS	Descours, Caroline	24.30 hrs	\$595.00	\$14,458.50
				\$18,342.50

#### DISBURSEMENTS

Conference Calls 3.56

**TOTAL DISBURSEMENTS \$3.56**

---

TOTAL FEES ON THIS INVOICE	\$18,342.50
HST ON FEES	2,384.53
NON TAXABLE DISBURSEMENTS	0.00
TAXABLE DISBURSEMENTS	3.56
TOTAL DISBURSEMENTS ON THIS INVOICE	\$3.56
HST ON TAXABLE DISBURSEMENT	0.46
<b>TOTAL THIS INVOICE (CANADIAN DOLLARS)</b>	<b>\$20,731.05</b>

Goodmans<sup>LLP</sup>

Barristers & Solicitors

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

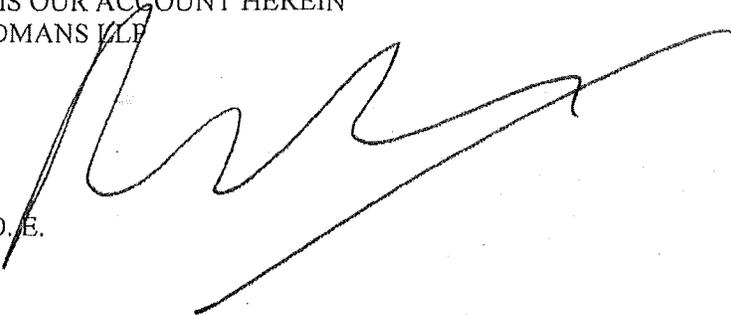
Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

Invoice #672557 -- page 5

---

THIS IS OUR ACCOUNT HEREIN  
GOODMANS LLP

E. & O. E.  
RJC /



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



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

November 8, 2016

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

ATTENTION: Paul Bishop

OUR FILE NO. FTCC 160680  
OUR INVOICE NO. 674251  
GST/HST REGISTRATION NO. R119422962

Re: Project Rose

---

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

Date	TKID	Hours	Description
09/28/16	RJC	.20	Review key working capital matters.
09/29/16	RJC	.30	Review key working capital matters.
10/02/16	CDS	4.90	Drafting notice letter to creditors; reviewing updated drafts and corresponding re: working capital settlement agreement and extension to transition services agreement; drafting Monitor's Fourth Report.
10/03/16	RJC	.20	Review Notice to Creditors; discussion of key issues.
10/03/16	CDS	.50	Corresponding re: notice to creditors re: potential priority claim matters; corresponding re: working capital adjustment settlement and transition agreement extension.
10/04/16	RJC	.30	Review Monitor materials; review BDC distribution matters.
10/04/16	CDS	.60	Teleconferences with FTI re: various matters; corresponding re: stay extension and motion re: stub bonus payments; corresponding re: working capital adjustment settlement and transition agreement extension.
10/05/16	CDS	.30	Corresponding re: notice to creditors re: potential priority claim matters.
10/07/16	RJC	.20	Review key issues.
10/07/16	CDS	.80	Teleconferences with FTI re: working capital adjustment and stub bonus

Date	TKID	Hours	Description
			matters; corresponding with Stikemans re: same; reviewing revised extension to Transition Agreement and corresponding re: same.
10/10/16	CDS	.10	Corresponding re: notice to creditors re: distributions.
10/11/16	CDS	2.90	Teleconferences with FTI re: various matters; teleconference with Stikemans, CRO and FTI re: working capital adjustment and stub bonus matters, and proposed claims notification process; drafting fourth report.
10/12/16	CDS	3.90	Drafting fourth report; teleconference and corresponding with FTI re: stub bonus matters; teleconference and corresponding with Norton Rose re: same; teleconference with Stikemans re: claims notice process.
10/13/16	CDS	1.60	Corresponding re: stub bonus matters and reviewing and considering matters re: same; teleconference with Norton Rose; drafting and corresponding re: fourth report.
10/14/16	CDS	.50	Reviewing revised working capital settlement agreement; providing comments and corresponding re: same.
10/18/16	RJC	.50	Review key issues; Monitor's Report.
10/18/16	CDS	.40	Teleconference with Stikemans and CRO re: claims notices process.
10/19/16	CDS	.80	Reviewing and preparing comments on motion materials.
10/20/16	CDS	1.20	Reviewing and providing comments on motion materials; corresponding re: same.
10/21/16	RJC	1.60	Review settlement structure matters; attend all parties call; review and comment on Company motion materials; report to Monitor.
10/21/16	CDS	3.50	Corresponding re: claims notice and stub bonus matters; reviewing and providing comments on draft order and claims notice; corresponding re: lien claim matters; updating report and corresponding re: same.
10/22/16	RJC	.60	Review materials; Monitor's draft Report.
10/23/16	RJC	.40	Review Monitor's Report; CCAA motion matters.
10/23/16	CDS	1.40	Reviewing comments, updating and finalizing fourth report; corresponding re: same.
10/24/16	CDS	.50	Coordinating service and filing of fourth report; corresponding re: stub bonus matters.



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 #674251 -- page 3

Date	TKID	Hours	Description
10/25/16	CDS	.20	Corresponding and teleconference with FTI re: claims notices.
10/26/16	CDS	.40	Reviewing factum; corresponding with Stikemans.
10/27/16	RJC	.40	Review settlement and motion matters.
10/27/16	CDS	.30	Teleconference with FTI; corresponding re: stub bonus matters.
10/28/16	CDS	1.90	Attending stay extension and claims process motion; corresponding re: lien claim matters.
10/31/16	CDS	.50	Reviewing settlement agreement and corresponding re: comments; corresponding re: lifting of stay; teleconference with FTI re: lien claim matters.
11/03/16	RJC	.20	Review key issues.

---

**OUR FEE** **\$21,104.00**

TKID	NAME	HOURS	RATE	TOTAL
RJC	Chadwick, Robert J.	4.90 hrs	\$985.00	\$4,826.50
CDS	Descours, Caroline	27.20 hrs	\$595.00	\$16,184.00
DA	Clerk, Litigation	1.10 hrs	\$85.00	\$93.50
				\$21,104.00

**DISBURSEMENTS**

Copies	362.25
Postage	109.44

**TOTAL DISBURSEMENTS** **\$471.69**

---

TOTAL FEES ON THIS INVOICE \$21,104.00

HST ON FEES 2,743.52

NON TAXABLE DISBURSEMENTS 0.00

Goodmans<sup>LLP</sup>

Barristers & Solicitors

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

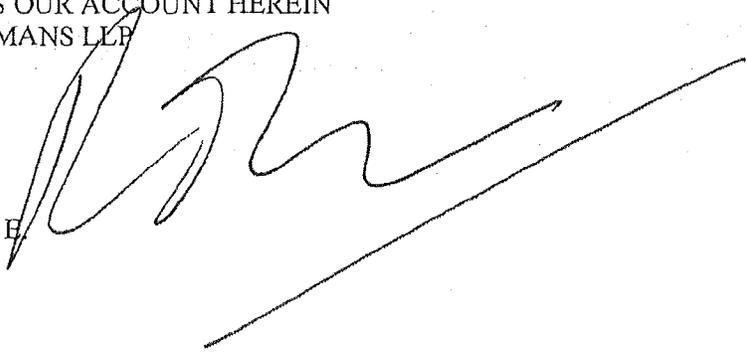
Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

Invoice #674251 -- page 4

TAXABLE DISBURSEMENTS	471.69
TOTAL DISBURSEMENTS ON THIS INVOICE	\$471.69
HST ON TAXABLE DISBURSEMENT	61.32
<b>TOTAL THIS INVOICE (CANADIAN DOLLARS)</b>	<b>\$24,380.53</b>

---

THIS IS OUR ACCOUNT HEREIN  
GOODMANS LLP

E. & O. E.  
RJC / 

This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 0.80% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.



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 #674251 -- page 5

---

**STATEMENT OF ACCOUNTS RECEIVABLE (Does not include current invoice amount)**

DATE	NUMBER	INVOICE AMT	TOTAL PAID/CR	BALANCE DUE
10/04/16	672557	\$20,731.05	\$0.00	\$20,731.05
<b>TOTAL OUTSTANDING INVOICES (IN CDN)</b>				<b>\$20,731.05</b>



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

December 16, 2016

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

ATTENTION: Paul Bishop

OUR FILE NO. FTCC 160680  
OUR INVOICE NO. 676630  
GST/HST REGISTRATION NO. R119422962

Re: Project Rose

---

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

Date	TKID	Hours	Description
11/08/16	CDS	.20	Corresponding re: distribution matters and creditor claims.
11/09/16	CDS	.30	Teleconference with FTI re: distribution matters.
11/11/16	CDS	.40	Teleconference with FTI; reviewing claims.
11/14/16	CDS	1.30	Teleconference with Stikemans and Norton Rose re: outstanding litigation; reviewing claims; reviewing correspondence re: Quebec License and transition matters.
11/15/16	CDS	.60	Reviewing claims process matters and teleconferences with FTI re: same; corresponding re: Subsequent Monitor's Certificate.
11/16/16	CDS	1.30	Reviewing claims and corresponding re: claims process matters; teleconference with FTI re: same; corresponding re: Monitor's Subsequent Certificate and coordinating for filing of same; corresponding re: lien claim matters.
11/17/16	CDS	.80	Preparing correspondence re: claims submitted in claims process; corresponding re: lien claim matters.
11/24/16	RJC	.50	Review claims and respond.
11/24/16	JCC	.50	Review correspondence from B. Halfin re: [REDACTED]; review documents re: [REDACTED]; office conference with B. Halfin; memorandum to B. Halfin and

Date	TKID	Hours	Description
			B. Wiffen.
11/24/16	BDH	1.40	Review claim received from B. Wiffen; telephone call with B. Wiffen re: eligibility of claim; review CCAA Order and claims procedure; draft email to J. Cosentino re: potential claim.
11/24/16	WBP	.80	Reviewing potential construction lien trust claim and discussions with B. Halfin re: same; preparing summary email re: same.
11/25/16	RJC	.40	Review claims and distribution matters.
11/25/16	JCC	.40	Office conference with B. Wiffen; office conference with B. Halfin; memo to B. Wiffen re: [REDACTED].
11/25/16	BDH	.30	Meeting with J. Cosentino re: [REDACTED] claim; discussion with J. Cosentino re: [REDACTED].

**OUR FEE**

**\$6,053.50**

TKID	NAME	HOURS	RATE	TOTAL
JCC	Cosentino, Joe	0.90 hrs	\$805.00	\$724.50
RJC	Chadwick, Robert J.	0.90 hrs	\$985.00	\$886.50
BDH	Halfin, Brad	1.70 hrs	\$610.00	\$1,037.00
CDS	Descours, Caroline	4.90 hrs	\$595.00	\$2,915.50
WBP	Wiffen, Bradley	0.80 hrs	\$485.00	\$388.00
DA	Clerk, Litigation	1.20 hrs	\$85.00	\$102.00
				<b>\$6,053.50</b>

**DISBURSEMENTS**

Copies 5.50

**TOTAL DISBURSEMENTS**

**\$5.50**

**TOTAL FEES ON THIS INVOICE**

**\$6,053.50**

# 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

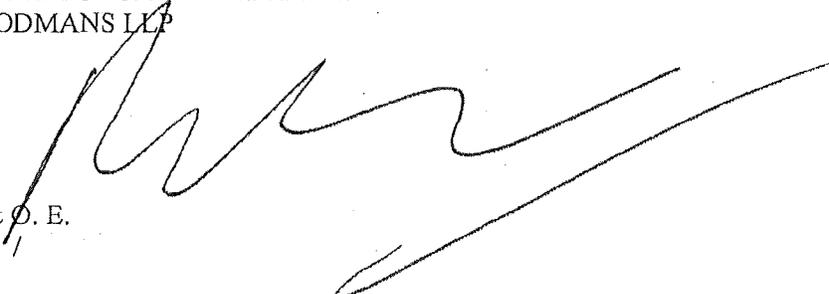
Invoice #676630 -- page 3

HST ON FEES	786.96
NON TAXABLE DISBURSEMENTS	0.00
TAXABLE DISBURSEMENTS	5.50
TOTAL DISBURSEMENTS ON THIS INVOICE	\$5.50
HST ON TAXABLE DISBURSEMENT	0.72
TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$6,846.68

---

THIS IS OUR ACCOUNT HEREIN  
GOODMANS LLP

E. & O. E.  
RJC /



This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 0.80% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.



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

January 17, 2017

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

ATTENTION: Paul Bishop

OUR FILE NO. FTCC 160680  
OUR INVOICE NO. 678067  
GST/HST REGISTRATION NO. R119422962

Re: Project Rose

---

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

Date	TKID	Hours	Description
11/18/16	CDS	.20	Corresponding re: claims process matters.
11/25/16	WBP	.90	Corresponding with J. Cosentino re: claim asserted by [REDACTED]; reviewing proof of claim; preparing email to Monitor re: legal status and treatment of claim.
11/28/16	RJC	.30	Review claim matters.
12/05/16	RJC	.60	Advance claim matters; respond to Monitor; review outstanding matters.
12/05/16	WBP	.90	Reviewing potential trust claim and related background documents; discussing matter with R. Chadwick; preparing email to Monitor re: recommended course of action.
12/06/16	RJC	.20	Claim matters.
12/06/16	CDS	.50	Reviewing and corresponding re: various claims process matters.
12/07/16	RJC	.20	Advance claim matters.
12/07/16	CDS	.70	Update teleconference with FTI re: claims process and other CCAA matters; reviewing claims matters.
12/12/16	CDS	.10	Corresponding re: creditor inquiry re: lifting stay.

Date	TKID	Hours	Description
12/13/16	CDS	.60	Reviewing, corresponding and teleconferences with FTI re: various claims process matters.
12/15/16	CDS	.30	Reviewing claims notice and providing comments.
12/16/16	CDS	.10	Teleconference with H. Murray.
12/19/16	CDS	.50	Drafting correspondence to Applicants' Quebec counsel re: distributions in proceedings; corresponding re: same.
12/20/16	CDS	1.30	Teleconference with FTI; update teleconference with Stikemans, CRO and FTI re: status of various CCAA matters and next steps.
01/03/17	CDS	2.50	Teleconference and corresponding with FTI re: claims matters; preparing Fifth Report and corresponding re: same.
01/05/17	RJC	.80	Review and provide comments on draft Report; claim matters.
01/05/17	CDS	3.10	Preparing fifth report; teleconference with FTI re: same; teleconference with Stikemans re: next motion and next steps; corresponding re: certain claims and creditor matters.
01/06/17	RJC	.70	Review additional changes to Fifth Report; review key issues.
01/06/17	CDS	.80	Preparing fifth report and corresponding re: same.
01/09/17	CDS	.90	Teleconference with FTI re: claims process, CCAA matters and fifth report; corresponding re: CCAA termination matters; corresponding re: [REDACTED] claim.
01/10/17	CDS	.60	Teleconferences with FTI re: various claims process and CCAA matters; considering and corresponding re: CCAA termination matters.
01/11/17	CDS	1.50	Corresponding re: claims process matters; updating draft report; teleconference with counsel to Developpement Immobilier Bernier; teleconference with FTI; corresponding re: order re: CCAA termination.
01/12/17	RJC	.80	Review release; Termination Order matters.
01/12/17	CDS	.60	Reviewing draft [REDACTED] release and correspondence re: same; teleconference with Stikemans re: CCAA termination order; reviewing order.
01/13/17	CDS	2.90	Reviewing and providing comments on [REDACTED] release agreement; teleconferences with FTI re: various matters; reviewing and revising draft CCAA termination order; updating fifth report.

---

<b>OUR FEE</b>				<b>\$14,653.00</b>
TKID	NAME	HOURS	RATE	TOTAL
CDS	Descours, Caroline	17.20 hrs	\$595.00	\$10,234.00
RJC	Chadwick, Robert J.	3.60 hrs	\$985.00	\$3,546.00
WBP	Wiffen, Bradley	1.80 hrs	\$485.00	\$873.00
				\$14,653.00

#### DISBURSEMENTS

Telephone - Long Distance	2.81
Conference Calls	0.79

**TOTAL DISBURSEMENTS** **\$3.60**

---

TOTAL FEES ON THIS INVOICE	\$14,653.00
HST ON FEES	1,904.89
NON TAXABLE DISBURSEMENTS	0.00
TAXABLE DISBURSEMENTS	3.60
TOTAL DISBURSEMENTS ON THIS INVOICE	\$3.60
HST ON TAXABLE DISBURSEMENT	0.47
<b>TOTAL THIS INVOICE (CANADIAN DOLLARS)</b>	<b>\$16,561.96</b>

Goodmans<sup>LLP</sup>

Barristers & Solicitors

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

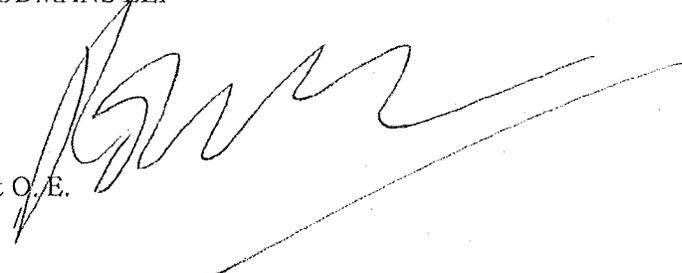
Telephone: 416.979.2211  
Facsimile: 416.979.1234  
goodmans.ca

Invoice #678067 -- page 4

---

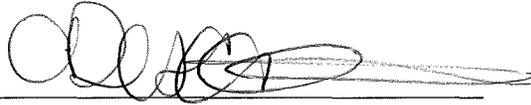
THIS IS OUR ACCOUNT HEREIN  
GOODMANS LLP

E. & O. E.  
RJC



This invoice may not reflect all time and disbursements incurred on this matter to date. It is payable upon receipt and in accordance with Section 33 of the *Solicitors Act* (Ontario), interest will be charged at the rate of 0.80% per annum on unpaid fees, charges or disbursements calculated one month from the date this invoice is delivered.

**THIS IS EXHIBIT "B"**  
**TO THE AFFIDAVIT OF ROBERT J. CHADWICK**  
**SWORN BEFORE ME ON THE 18<sup>TH</sup> DAY OF JANUARY, 2017**

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end, positioned above a horizontal line.

A Commissioner of Oaths

**EXHIBIT "B"**

**Summary of Goodmans Invoices  
Invoices dated July 22, 2016 to January 17, 2017**

<b>Invoice #</b>	<b>Date</b>	<b>Fees</b>	<b>Expenses</b>	<b>HST</b>	<b>Total</b>
668982	July 22, 2016	\$44,005.00	\$1,681.35	\$5,939.23	\$51,625.58
672557	October 04, 2016	\$18,342.50	\$3.56	\$2,384.99	\$20,731.05
674251	November 08, 2016	\$21,104.00	\$471.69	\$2,804.84	\$24,380.53
676630	December 16, 2016	\$6,053.50	\$5.50	787.68	\$6,846.68
678067	January 17, 2017	\$14,653.00	\$3.60	\$1,905.36	\$16,561.96
<b>TOTAL:</b>		<b>\$104,158.00</b>	<b>\$2,165.70</b>	<b>\$13,822.10</b>	<b>\$120,145.80</b>

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C.  
1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
2123125 ONTARIO INC.

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

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**AFFIDAVIT OF ROBERT J. CHADWICK  
(Sworn January 18, 2017)**

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

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

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

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

**Lawyers for the Monitor**

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C.  
1985, c. C-36, AS AMENDED  
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
2123125 ONTARIO INC.

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

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**FIFTH REPORT OF THE MONITOR**

**GOODMANS LLP**

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

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

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

Tel: (416) 979-2211

Fax: (416) 979-1234

**Lawyers for FTI Consulting Canada Inc.,  
in its capacity as Monitor**