

TAB 3

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

B E T W E E N:

CANADIAN IMPERIAL BANK OF COMMERCE

Applicant

- and -

**URBANCORP (LESLIEVILLE) DEVELOPMENTS INC.,
URBANCORP (RIVERDALE) DEVELOPMENTS INC., &
URBANCORP (THE BEACH) DEVELOPMENTS INC.**

Respondents

APPLICATION UNDER section 243 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, section 68 of the *Construction Lien Act*, R.S.O. 1990, c. C.30, and under section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43

**AFFIDAVIT OF LILLY A. WONG
(Sworn June 12, 2018)**

I, **Lilly A. Wong**, Barrister and Solicitor, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY:**

1. I am a partner in the law firm of Gowling WLG (Canada) LLP ("**Gowling WLG**"). I am the billing professional for billings related to Gowling WLG's retainer in respect of Alvarez & Marsal Canada Inc. ("**A&M**") in relation to its representation of the receiver and manager in these proceedings and as such have personal knowledge of the

matters that I hereinafter depose, except those matters that are based expressly upon information and belief, in which case, I verily believe such information to be true.

2. Pursuant to an Order of the Honourable Mr. Justice Newbould of the Ontario Superior Court of Justice dated May 31, 2016 (the "**Appointment Order**"), A&M was appointed as receiver and manager (in such capacity, the "**Receiver**"), without security, and Construction Lien Trustee (in such capacity, the "**Construction Lien Trustee**") of all of the property, assets, undertakings, and property acquired for, or used in relation to the business, including the real property of Urbancorp (Leslieville) Developments Inc. ("**UC Leslieville**"), Urbancorp (Riverdale) Developments Inc. ("**UC Riverdale**") and Urbancorp (The Beach) Developments Inc. ("**UC Beach**") (together, the "**Urbancorp Entities**").

3. Pursuant to Paragraph 5(f) of the Appointment Order the Receiver and Construction Lien Trustee (in such capacities, the "**Construction Receiver**") were authorized to retain counsel for the Applicant (being Gowling WLG) to advise and represent it save and except on matters which the Construction Receiver determines it requires independent advice.

4. Gowling WLG has acted for the Construction Receiver in this matter and provided services and incurred disbursements in relation to its representation of the Construction Receiver in these proceedings for the period from April 1, 2017 to April 30, 2018, as described in the Legal Costs Summary and the detailed invoices for Gowling WLG, all of which are attached hereto as **Exhibit "A"** (the "**Gowling WLG Dockets**"). Paragraph 19 of the Appointment Order provides for the payment of the


reasonable fees and disbursements of the Receiver's counsel upon Court approval. The Gowling WLG Dockets have been redacted where they reference information subject to privilege. The Gowling WLG Dockets are also presented based on fees and expenses incurred for each of the relevant Urbancorp Entities and general administration, in accordance with paragraph 19 of the Appointment Order.

5. In connection with this matter, Gowling WLG has taken care to allocate the legal services it has provided in connection with the insolvency of the Urbancorp Entities between services it has provided to the Applicant and services it has provided to the Construction Receiver.

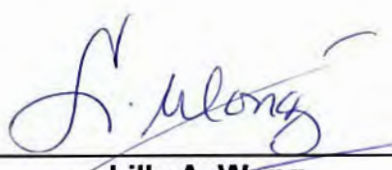
6. Based on my review of the Gowling WLG Dockets and my personal knowledge of this matter, the Gowling WLG Dockets represent a fair and accurate description of the services provided and the amounts charged by Gowling WLG.

7. I swear this affidavit in support of the Construction Receiver's motion for, among other things, approval of the Construction Receiver's fees and disbursements and those of its counsel and for no other or improper purpose.

SWORN before me at the City of Toronto,)
in the Province of Ontario, on June 12,)
2018.)
)
)



Commissioner for Taking Affidavits
Kelby Carter



Lilly A. Wong

THIS IS **EXHIBIT "A"** TO THE
AFFIDAVIT OF **LILLY A. WONG**,
SWORN BEFORE ME ON JUNE 12, 2018



A Commissioner for Taking Affidavits

Kelby Carter

EXHIBIT "A"

LEGAL COSTS SUMMARY

**Re: Receivership of Urbancorp (Leslieville) Developments Inc.,
Urbancorp (Riverdale) Developments Inc. and Urbancorp (The Beach) Developments Inc.
(collectively the "Urbancorp Entities")**

PROFESSIONAL	YEAR OF CALL	HOURLY RATE 2017	HOURLY RATE 2018	HOURS BILLED
Prophet, Cliff	1993	\$855	\$890	3.7
Wong, Lilly	1990	\$845	\$860	85.5
Betts, Ted	1997	\$840	\$860	30.9
Rosen, Susan	1989	N/A	\$670	0.5
Grover, Ajeet	2011	\$560	N/A	16.2
Carter, Kelby	2013	\$460	N/A	1.0
Parker, Brian T	Urban Planner	\$555	N/A	1.3
Lifman, Olivia	Student	\$250	N/A	1.6
Mark G McAuley	Student	\$250	N/A	3.8
Santos, Lina	Law Clerk	N/A	\$325	0.6
Emmanuel, Mark	Corporate Searcher	\$125	N/A	1.0
TOTAL HOURS BILLED				146.1 hours

SUMMARY OF ACCOUNTS					
No.	Date of Account	Fees	Disbursements	GST / HST	Total
1.	May 10, 2017 Invoice #18678818	\$50,918.50	\$754.05	\$6,717.44	\$58,389.99
2.	July 5, 2017 Invoice #18713536	\$6,336.50	\$36.75	\$827.49	\$7,200.74
3.	July 6, 2017 Invoice #18713547	\$11,059.50	\$291.01	\$1,468.29	\$12,818.80
4.	August 17, 2017 Invoice #18737047	\$11,766.00	\$15.67	\$1,531.62	\$13,313.29
5.	September 22, 2017 Invoice #18759707	\$1,859.00	\$0.00	\$241.67	\$2,100.67
6.	December 6, 2017 Invoice # 18806672	\$4,709.50	\$38.10	\$615.54	\$5,363.14
7.	December 31, 2017 Invoice # 18840187	\$4,046.00	\$0.00	\$525.98	\$4,571.98
8.	February 7, 2018 Invoice #18855002	\$8,021.00	\$0.00	\$1,042.73	\$9,063.73
9.	April 25, 2018 Invoice #18899927	\$3,536.00	\$50.76	\$464.71	\$4,051.47
10.	May 16, 2018 Invoice #18912543	\$5,848.00	\$4.76	\$760.86	\$6,613.62
TOTALS		\$108,100.00	\$1,191.10	\$14,196.33	\$123,487.43
		Total Fees before HST: \$ 108,100.00 ÷ Total Hours Billed: 146.1			
Average Hourly Rate (before HST)		= \$ 739.90			
TOTAL AMOUNT		\$123,487.43			

Invoice

Alvarez & Marsal Canada Inc.
 ATTN: Doug McIntosh
 Managing Director
 Royal Bank Plaza
 South Tower
 200 Bay Street
 Suite 2900
 Toronto ON M5J 2J1

May 10, 2017
 INVOICE: 18678818

Our Matter: T1008868 / 217991
 RE: Receivership of Urbancorp (Leslieville) Developments Inc.

		HST (13.0%)
Fees for Professional Services	\$50,918.50	\$6,619.41
Disbursements (Taxable)	<u>754.05</u>	
Total Disbursements	754.05	98.03
Total Fees and Disbursements	51,672.55	
Total Taxes	6,717.44	6,717.44
Total Invoice	58,389.99	
Please remit balance due:	In Canadian Dollars	\$58,389.99

Lilly A. Wong Signed for & on behalf of Gowling WLG (Canada) LLP

Our services are provided in accordance with our Standard Terms of Business (www.gowlingwlg.com/TermsOfBusiness), subject to any other written engagement agreement entered into between the parties.

GOWLING WLG (CANADA) LLP
 1 First Canadian Place, 100 King Street West,
 Suite 1600, Toronto, Ontario, M5X 1G5, Canada

T +1 (416) 862 7525
gowlingwlg.com

Gowling WLG (Canada) LLP is a member of Gowling WLG, an international law firm which consists of independent and autonomous entities providing services around the world. Our structure is explained in more detail at www.gowlingwlg.com/legal

May 10, 2017
 INVOICE: 18678818

Alvarez & Marsal Canada Inc.
Our Matter: T1008868
Receivership of Urbancorp (Leslieville) Developments Inc.

TO PROFESSIONAL SERVICES RENDERED on your behalf including:

Date	Hours	Timekeeper	Description
01/04/2017	2.60	Ted Betts	Revising [REDACTED]; reviewing [REDACTED] regarding remaining open issues; reviewing [REDACTED]; reviewing open issues [REDACTED];
03/04/2017	1.30	Ted Betts	Engaged regarding finalizing documents; communications regarding revisions; compiling schedules; telephone call with C. Doran regarding finalizing schedules;
04/04/2017	1.60	Lilly A Wong	Revised d [REDACTED]; email correspondence with representatives of CIBC, Receiver, Blakes, Altus, GSN and Gowlings with respect to [REDACTED]
05/04/2017	6.20	Ted Betts	Finalizing [REDACTED] finalizing and compiling [REDACTED]; finalizing revisions to [REDACTED] finalizing i [REDACTED] discussion with C. Doran regarding same; finalizing [REDACTED]; discussion regarding and revising d [REDACTED] sending out revised contract documents;
05/04/2017	4.60	Ajeet Grover	Assist with various finalization matters in anticipation of final court approval of contracts and ancillary documentation; attend meeting with T. Betts to discuss [REDACTED] prepare execution-ready versions of [REDACTED] and assemble same with all back-up documentation to prepare complete execution ready versions; also prepare same for the [REDACTED]
05/04/2017	2.60	Lilly A Wong	Reviewed and revised [REDACTED]
06/04/2017	1.30	Ted Betts	Engaged regarding finalizing documents;
06/04/2017	1.60	Lilly A Wong	Numerous email correspondence and/or discussions with representatives of Blakes, Receiver, CIBC, GSNH, Gowlings

May 10, 2017
 INVOICE: 18678818

Date	Hours	Timekeeper	Description
			and Altus respect to various o [REDACTED]
07/04/2017	1.30	Ted Betts	[REDACTED] discussions and/or email correspondence with C. Doran, T. Betts and/or B. Bissell with respect thereto Sending and reading emails to and from B. Bissel regarding [REDACTED]; discussion with L. Wong and C. Doran regarding [REDACTED] revising [REDACTED];
10/04/2017	2.10	Ted Betts	Sending and reading emails to and from T. Zaspalis regarding [REDACTED]; revising [REDACTED] accordingly; discussion with L. Wong regarding finalizing [REDACTED]; sending and reading emails to and from B. Bissel regarding status of same; telephone call with K. Peters regarding [REDACTED];
10/04/2017	0.50	Ajeet Grover	Review email from T. Betts re: revisions required to [REDACTED]; implement drafting revisions to [REDACTED]
10/04/2017	2.70	Lilly A Wong	Email correspondence and/or discussions and/or conference calls with B. Bissell, representatives of Receiver, Blakes, Gowlings, Altus and others with respect to forms of [REDACTED] [REDACTED] [REDACTED] review of [REDACTED] comments received on documents; r [REDACTED] [REDACTED] to incorporate comments from Blakes and Receiver and other clean-up changes
11/04/2017	0.50	Ted Betts	Engaged regarding finalizing documents;
11/04/2017	2.30	Lilly A Wong	Email correspondence and/or discussions and/or conference calls with B. Bissell, representatives of Receiver, Blakes, Gowlings, Altus and others with respect to [REDACTED] [REDACTED] [REDACTED] and revised [REDACTED] to incorporate discussions

Terms: due upon receipt
 Interest at the rate of 0.8% per annum will be charged on all amounts not paid within one month from the date of this invoice
 Errors and omissions excluded

May 10, 2017
 INVOICE: 18678818

Date	Hours	Timekeeper	Description
12/04/2017	1.40	Lilly A Wong	Email correspondence and/or discussions and/or conference calls with B. Bissell, representatives of Receiver, Blakes, Gowlings, Altus and others with respect to [REDACTED]
13/04/2017	1.20	Ted Betts	Communications with working group regarding finalizing documents; revising [REDACTED] accordingly;
13/04/2017	1.20	Ajeet Grover	Attend to telephone call discussion with T. Betts to discuss [REDACTED]; review documentation posted to dropbox website for inclusion in final documentation;
14/04/2017	1.00	Ted Betts	Engaged regarding finalizing documents;
14/04/2017	2.30	Lilly A Wong	Reviewed and revised [REDACTED] and circulated to all parties for review; email correspondence with representatives of Blakes, Receiver, Miller Thomson, Dickinson Wright and others with respect to [REDACTED]
17/04/2017	0.90	Ted Betts	Engaged regarding finalizing documents
17/04/2017	7.80	Ajeet Grover	Attending to various pre-closing matters including (1) various email correspondence with L. Wong and T. Betts (2) finalizing execution ready versions of [REDACTED] (3) updating and finalizing [REDACTED] and (4) coordinating review and finalization of various ancillary documentation including via dropbox website.
17/04/2017	2.80	Lilly A Wong	Email correspondence and/or discussions and/or conference calls and/or consultations with representatives of Blakes, Gowlings, GSNH, Dickinson Wright, Receiver, Altus and/or CIBC with respect to [REDACTED] resolution of outstanding points under the definitive documents, and related matters; review and revision of [REDACTED]

May 10, 2017
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Date	Hours	Timekeeper	Description
			[REDACTED]; revised and re-circulated change orders to incorporate clean-up changes; revised and circulated revised [REDACTED] for review and discussion;
20/04/2017	0.90	Ted Betts	Engaged regarding finalizing [REDACTED]; communications regarding same;
20/04/2017	2.70	Lilly A Wong	Review of Craft proposed amendments to [REDACTED] and discussions with C. Doran; revised [REDACTED] to incorporate comments of C. Doran and circulation to B. Bissell for review; discussions with B. Bissell as to purpose of revisions to [REDACTED]; email correspondence and/or discussions with representatives of GSNH, Blakes, Gowlings, Receiver and/or CIBC with respect to [REDACTED], completion of schedules to definitive agreements, confirmation of sign-off on definitive documentation, escrow conditions and release of signature pages from escrow, re-execution of [REDACTED] and various matters relating to closing of execution of documents and release from escrow; discussions with C. Doran and review and revision of [REDACTED];
21/04/2017	0.90	Lilly A Wong	Preparation and circulation to Receiver, Blakes, GSNH, Dickinson Wright, Syndicate, Miller Thomson and Gowlings of fully executed versions of construction contract, development contract, TF cost overrun guarantee, Craft loan agreement and Syndicate loan agreement together with compiled schedules; email correspondence and/or discussions with representatives of Receiver, Blakes and Gowlings with respect to fee affidavits;

Total Fees for Professional Services \$50,918.50

SUMMARY OF FEES

TK Name	Rate	Hours	Amount
Betts, Ted	840.00	22.20	18,648.00
Grover, Ajeet	560.00	16.20	9,072.00
Parker, Brian T.	555.00	1.30	721.50
Wong, Lilly A.	845.00	26.60	22,477.00
Total		66.30	<u>\$50,918.50</u>

DISBURSEMENTS

Terms: due upon receipt
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May 10, 2017
INVOICE: 18678818

Taxable Costs

Copying	\$542.00
Scanning Service	\$19.00
Binding	\$35.30
Conference Call Expenses	\$157.75
Total Taxable Disbursements	<u>\$754.05</u>

May 10, 2017
INVOICE: 18678818

Remittance Copy

Client: 217991 Alvarez & Marsal Canada Inc.
Matter: T1008868
RE: Receivership of Urbancorp (Leslieville) Developments Inc.
Amount Due: \$58,389.99

PAYMENT BY CHEQUE:

Please return this page with your payment payable to Gowling WLG (Canada) LLP

Remit to: Gowling WLG (Canada) LLP
PO Box 466, STN D
Ottawa, ON K1P 1C3
Canada

PAYMENT BY WIRE TRANSFER:

Pay by Swift MT 103 Direct to:
SWIFTCODE: CIBCCATT

BENEFICIARY BANK: Canadian Imperial Bank of Commerce
119 Sparks Street, Ottawa, ON K1P 5B5

TRANSIT NUMBER: 0010-00006

BENEFICIARY ACCOUNT NAME: Gowling WLG (Canada) LLP
160 Elgin Street, Suite 2600, Ottawa ,ON K1P 1C3

BENEFICIARY ACCOUNT NUMBER(S): CDN Account: 41-02916
USD Account: 02-21015

US Corresponding Bank for US Dollar wires:
Wells Fargo Bank, N.A. BIC: PNBPUS3NNYC - ABA:026005092

* if paying by wire or EFT please e-mail the remittance details to payments.ca@gowlingwlg.com

Invoice

Alvarez & Marsal Canada Inc.
 ATTN: Doug McIntosh
 Managing Director
 Royal Bank Plaza
 South Tower
 200 Bay Street
 Suite 2900
 Toronto ON M5J 2J1

July 5, 2017
 INVOICE: 18713536

Our Matter: T1008868 / 217991
 RE: Receivership of Urbancorp (Leslieville) Developments Inc.

		HST (13.0%)
Fees for Professional Services	\$6,336.50	\$823.75
Disbursements (Taxable)	28.75	
Disbursements (Non-Taxable)	<u>8.00</u>	
Total Disbursements	36.75	3.74
Total Fees and Disbursements	6,373.25	
Total Taxes	827.49	827.49
Total Invoice	7,200.74	
Please remit balance due:	In Canadian Dollars	\$7,200.74

Lilly A. Wong Signed for & on behalf of Gowling WLG (Canada) LLP

Our services are provided in accordance with our Terms of Business (www.gowlingwlg.com/TermsOfBusiness), subject to any other written engagement agreement entered into between the parties.

GOWLING WLG (CANADA) LLP
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[gowlingwlg.com](http://www.gowlingwlg.com)

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July 5, 2017
 INVOICE: 18713536

Alvarez & Marsal Canada Inc.
Our Matter: T1008868
Receivership of Urbancorp (Leslieville) Developments
Inc.

PROFESSIONAL SERVICES

Date	Timekeeper	Description
02/06/2017	Ted Betts	Considering issue regarding [REDACTED]; discussion with L. Wong regarding same;
02/06/2017	Lilly A Wong	Discussions and/or email correspondence and/or conference calls with representatives of Receiver, Altus, CIBC, Blakes, Craft and/or GSNH with respect to execution and delivery of final closing documents to satisfy conditions precedent to the material transaction documents, [REDACTED] discussions and/or email correspondence with T. Betts and B. Bissell with respect to [REDACTED];
05/06/2017	Lilly A Wong	Email correspondence and/or discussions with C. Doran, T. Zaspalis, B. Bissell, R. Sabato and others with respect to [REDACTED];
08/06/2017	Lilly A Wong	Discussions and/or email correspondence with C. Doran and B. Bissell with respect to [REDACTED]
20/06/2017	Lilly A Wong	Email correspondence with C. Doran and T. Zaspalis with respect to [REDACTED];
21/06/2017	Lilly A Wong	Discussions and/or email correspondence with C. Doran and T. Zaspalis with respect to [REDACTED] and further discussions with C. Prophet
30/06/2017	Lilly A Wong	Review of Altus first Project Monitor's report and conference call with C. Doran and T. Zaspalis with respect thereto

Total Fees for Professional Services \$6,336.50

SUMMARY OF FEES

TK Name	Billed Rate	Hours	Amount
Betts, Ted	840.00	0.20	168.00
Wong, Lilly A.	845.00	7.30	6,168.50

Terms: due upon receipt
 Interest at the rate of 0.8% per annum will be charged on all amounts not paid within one month from the date of this invoice
 Errors and omissions excluded

July 5, 2017
INVOICE: 18713536

Total 7.50 \$6,336.50

DISBURSEMENTS

Taxable Costs

Copying	\$1.00
Scanning Service	\$4.75
Corporate Searches - Taxable	\$23.00
Total Taxable Disbursements	<u>\$28.75</u>

Non-Taxable Costs

Corporate Searches - Agency	\$8.00
Total Non-Taxable Disbursements	<u>\$8.00</u>

July 5, 2017
INVOICE: 18713536

Remittance Copy

Client: 217991 Alvarez & Marsal Canada Inc.
Matter: T1008868
RE: Receivership of Urbancorp (Leslieville) Developments Inc.
Amount Due: \$7,200.74

PAYMENT BY CHEQUE:

Please return this page with your payment payable to **Gowling WLG (Canada) LLP**

Remit to: Gowling WLG (Canada) LLP
PO Box 466, STN D
Ottawa, ON K1P 1C3
Canada

PAYMENT BY WIRE TRANSFER:

Pay by Swift MT 103 Direct to:
SWIFTCODE: CIBCCATT

BENEFICIARY BANK: Canadian Imperial Bank of Commerce
119 Sparks Street, Ottawa, ON K1P 5B5

TRANSIT NUMBER: 0010-00006

BENEFICIARY ACCOUNT NAME: Gowling WLG (Canada) LLP
160 Elgin Street, Suite 2600, Ottawa ,ON K1P 1C3

BENEFICIARY ACCOUNT NUMBER(S): CDN Account: 41-02916
USD Account: 02-21015

US Corresponding Bank for US Dollar wires:
Wells Fargo Bank, N.A. BIC: PNBPUS3NNYC - ABA:026005092

* if paying by wire or EFT please e-mail the remittance details to payments.ca@gowlingwlg.com

Invoice

Alvarez & Marsal Canada Inc.
 ATTN: Doug McIntosh
 Managing Director
 Royal Bank Plaza
 South Tower
 200 Bay Street
 Suite 2900
 Toronto ON M5J 2J1

July 6, 2017
 INVOICE: 18713547

Our Matter: T1008868 / 217991
 RE: Receivership of Urbancorp (Leslieville) Developments Inc.

		HST (13.0%)
Fees for Professional Services	\$11,059.50	\$1,437.74
Disbursements (Taxable)	235.01	
Disbursements (Non-Taxable)	<u>56.00</u>	
Total Disbursements	291.01	30.55
Total Fees and Disbursements	11,350.51	
Total Taxes	1,468.29	1,468.29
Total Invoice	12,818.80	
Please remit balance due:	In Canadian Dollars	\$12,818.80

Lilly A. Wong Signed for & on behalf of Gowling WLG (Canada) LLP

Our services are provided in accordance with our Terms of Business (www.gowlingwlg.com/TermsOfBusiness), subject to any other written engagement agreement entered into between the parties.

GOWLING WLG (CANADA) LLP
 1 First Canadian Place, 100 King Street West,
 Suite 1600, Toronto, Ontario, M5X 1G5, Canada

T +1 (416) 862 7525
gowlingwlg.com

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July 6, 2017
 INVOICE: 18713547

Alvarez & Marsal Canada Inc.
Our Matter: T1008868
Receivership of Urbancorp (Leslieville) Developments Inc.

PROFESSIONAL SERVICES

Date	Timekeeper	Description
07/04/2017	Lilly A Wong	Discussions with B. Bissell with respect to [REDACTED]; consultations with T. Betts and C. Doran with respect to further revisions to [REDACTED] and revised and re-circulated further revised [REDACTED]; email correspondence with B. Bissell with further revised [REDACTED] and rationale for [REDACTED]
11/05/2017	Lilly A Wong	E-mail correspondence with C. Doran, B. Bissell, T. Zasaplis and others with respect to execution of [REDACTED]; e-mail correspondence with T. Betts and A. Grover with respect to [REDACTED];
15/05/2017	Ted Betts	Reviewing [REDACTED] regarding conditions precedent; drafting [REDACTED]
15/05/2017	Lilly A Wong	Reviewed draft [REDACTED]; reviewed [REDACTED]; revised and circulated draft checklist of [REDACTED]; email correspondence with representatives of Receiver, Altus, Blakes, GSNH, Dickinson Wright and GWLG to confirm various items [REDACTED]; review of email correspondence from K. Peter with respect to [REDACTED];
16/05/2017	Lilly A Wong	Email correspondence from [REDACTED];
18/05/2017	Kelby A. Carter	Prepared PPSA draft for L. Wong;
18/05/2017	Mark Emmanuel	Obtaining Corporate Profile against [REDACTED];
18/05/2017	Mark Emmanuel	Obtaining PPSA against [REDACTED];
18/05/2017	Lilly A Wong	Drafted confirmation of [REDACTED]; review and provision of comments on [REDACTED]

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 Errors and omissions excluded

July 6, 2017
 INVOICE: 18713547

Date	Timekeeper	Description
		PPSA financing statement for [REDACTED]; circulated draft documents to representatives of Receiver, Blakes, GSNH, CIBC and GWLG for review; email correspondence with K. Peters with respect to PPSA financing statement; email correspondence with T. Zaspalis with respect to [REDACTED];
19/05/2017	Lilly A Wong	Discussions with B. Bissell with respect to [REDACTED] PPSA financing statement;
25/05/2017	Lilly A Wong	Review of [REDACTED] certificate; email correspondence to representatives of A&M, GSNH, Blakes and GWLG with respect to [REDACTED];
26/05/2017	Lilly A Wong	Email correspondence and/or discussions with B. Bissell, T. Zaspalis, C. Doran, R. Fairbloom and others with respect to [REDACTED]; conference call with B. Bissell, T. Zaspalis and K. Peters to review [REDACTED];
29/05/2017	Kelby A. Carter	Revised PPSA financing statement and provided to client for sign off;
29/05/2017	Lilly A Wong	Email correspondence with representatives of GSNH, Receiver, GWLG, Blakes and others with respect to outstanding closing conditions for proposed settlement transaction;
30/05/2017	Lilly A Wong	Discussions and/or email correspondence with C. Doran, T. Zaspalis and B. Bissell with respect to [REDACTED]; drafted and/or revised [REDACTED];
31/05/2017	Lilly A Wong	Email correspondence and/or discussions with representatives of GWLG, CIBC, Receivers, B. Bissell, R. Fairbloom and others with respect to [REDACTED];

Total Fees for Professional Services

\$11,059.50

SUMMARY OF FEES

Terms: due upon receipt
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 Errors and omissions excluded

July 6, 2017
 INVOICE: 18713547

TK Name	Billed Rate	Hours	Amount
Betts, Ted	840.00	0.70	588.00
Carter, Kelby A.	460.00	1.00	460.00
Emmanuel, Mark	125.00	1.00	125.00
Wong, Lilly A.	845.00	11.70	9,886.50
Total		14.40	<u>\$11,059.50</u>

DISBURSEMENTS

Taxable Costs

Copying	\$23.00
Scanning Service	\$5.25
Binding	\$44.05
Corporate Searches - Taxable	\$68.25
Conference Call Expenses	\$94.46
Total Taxable Disbursements	<u>\$235.01</u>

Non-Taxable Costs

Corporate Searches - Agency	\$56.00
Total Non-Taxable Disbursements	<u>\$56.00</u>

July 6, 2017
INVOICE: 18713547

Remittance Copy

Client: 217991 Alvarez & Marsal Canada Inc.
Matter: T1008868
RE: Receivership of Urbancorp (Leslieville) Developments Inc.
Amount Due: \$12,818.80

PAYMENT BY CHEQUE:

Please return this page with your payment payable to **Gowling WLG (Canada) LLP**

Remit to: Gowling WLG (Canada) LLP
PO Box 466, STN D
Ottawa, ON K1P 1C3
Canada

PAYMENT BY WIRE TRANSFER:

Pay by Swift MT 103 Direct to:
SWIFTCODE: CIBCCATT

BENEFICIARY BANK: Canadian Imperial Bank of Commerce
119 Sparks Street, Ottawa, ON K1P 5B5

TRANSIT NUMBER: 0010-00006

BENEFICIARY ACCOUNT NAME: Gowling WLG (Canada) LLP
160 Elgin Street, Suite 2600, Ottawa ,ON K1P 1C3

BENEFICIARY ACCOUNT NUMBER(S): CDN Account: 41-02916
USD Account: 02-21015

US Corresponding Bank for US Dollar wires:
Wells Fargo Bank, N.A. BIC: PNBPUS3NNYC - ABA:026005092

* if paying by wire or EFT please e-mail the remittance details to payments.ca@gowlingwlg.com

Invoice

Alvarez & Marsal Canada Inc.
 ATTN: Doug McIntosh
 Managing Director
 Royal Bank Plaza
 South Tower
 200 Bay Street
 Suite 2900
 Toronto ON M5J 2J1

August 17, 2017
 INVOICE: 18737047

Our Matter: T1008868 / 217991
 RE: Receivership of Urbancorp (Leslieville) Developments Inc.

		HST (13.0%)
Fees for Professional Services	\$11,766.00	\$1,529.58
Disbursements (Taxable)	<u>15.67</u>	
Total Disbursements	15.67	2.04
Total Fees and Disbursements	11,781.67	
Total Taxes	1,531.62	1,531.62
Total Invoice	13,313.29	
Please remit balance due:	In Canadian Dollars	\$13,313.29

Lilly A. Wong Signed for & on behalf of Gowling WLG (Canada) LLP

Our services are provided in accordance with our Terms of Business (www.gowlingwlg.com/TermsOfBusiness), subject to any other written engagement agreement entered into between the parties.

GOWLING WLG (CANADA) LLP
 1 First Canadian Place, 100 King Street West,
 Suite 1600, Toronto, Ontario, M5X 1G5, Canada

T +1 (416) 862 7525
[gowlingwlg.com](http://www.gowlingwlg.com)

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August 17, 2017
 INVOICE: 18737047

Alvarez & Marsal Canada Inc.
Our Matter: T1008868
Receivership of Urbancorp (Leslieville) Developments Inc.

PROFESSIONAL SERVICES

Date	Hours	Timekeeper	Description
04/07/2017	0.60	Lilly A Wong	Review of revised [REDACTED];
05/07/2017	0.90	Lilly A Wong	Review of [REDACTED]; review of [REDACTED] provided by T. Zaspalis; conference call with T. Zaspalis and C. Doran with respect to comments on [REDACTED];
12/07/2017	4.20	Lilly A Wong	Reviewed [REDACTED]; reviewed proposed [REDACTED]; discussions and/or conference calls with T. Zaspalis and/or P. Griffith with respect to [REDACTED];
13/07/2017	3.30	Lilly A Wong	Email correspondence and/or discussions with T. Zaspalis, R. Gruneir and/or C. Doran with respect to [REDACTED]; review of [REDACTED] and email correspondence with C. Doran and T. Zaspalis with respect to [REDACTED];
14/07/2017	1.20	Lilly A Wong	Email correspondence and/or discussions with P. Griffis with respect to [REDACTED]; discussions with B. Bissell with respect to [REDACTED]; discussions and/or email correspondence with P. Griffis, T. Zaspalis and/or P. Montgomery with respect to [REDACTED];
18/07/2017	0.40	Lilly A Wong	Email correspondence with B. Bissell summarizing [REDACTED] to request formal approval from Terra Firma;
19/07/2017	0.80	Lilly A Wong	Review of email correspondence from P. Griffis providing

Terms: due upon receipt
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 Errors and omissions excluded

August 17, 2017
 INVOICE: 18737047

Date	Hours	Timekeeper	Description
			[REDACTED]; email correspondence with R. Grunier requesting [REDACTED]; meeting with M. McAuley to provide instructions on [REDACTED]
20/07/2017	3.80	Mark G McAuley	Review a [REDACTED] against L Wong blackline; [REDACTED];
20/07/2017	0.40	Lilly A Wong	Email correspondence and/or discussions with M. McAuley of GWLG, representatives of Receiver, P. Griffis and representatives of RE/MAX with respect to [REDACTED]; consultations with M. McAuley with respect to [REDACTED]
24/07/2017	0.40	Lilly A Wong	Review of [REDACTED] and distribution of fully executed copies to RE/MAX, Craft, Receiver and others;
26/07/2017	0.60	Lilly A Wong	Discussions with T. Zaspalis and conference call with T. Zaspalis and P. Griffis with respect to [REDACTED]

Total Fees for Professional Services \$11,766.00

SUMMARY OF FEES

TK Name	Billed Rate	Hours	Amount
McAuley, Mark G.	250.00	3.80	950.00
Wong, Lilly A.	845.00	12.80	10,816.00
Total		16.60	<u>\$11,766.00</u>

DISBURSEMENTS

Taxable Costs

Conference Call Expenses	\$15.67
Total Taxable Disbursements	<u>\$15.67</u>

August 17, 2017
INVOICE: 18737047

Remittance Copy

Client: 217991 Alvarez & Marsal Canada Inc.
Matter: T1008868
RE: Receivership of Urbancorp (Leslieville) Developments Inc.
Amount Due: \$13,313.29

PAYMENT BY CHEQUE:

Please return this page with your payment payable to Gowling WLG (Canada) LLP

Remit to: Gowling WLG (Canada) LLP
PO Box 466, STN D
Ottawa, ON K1P 1C3
Canada

PAYMENT BY WIRE TRANSFER:

Pay by Swift MT 103 Direct to:
SWIFTCODE: CIBCCATT

BENEFICIARY BANK: Canadian Imperial Bank of Commerce
119 Sparks Street, Ottawa, ON K1P 5B5

TRANSIT NUMBER: 0010-00006

BENEFICIARY ACCOUNT NAME: Gowling WLG (Canada) LLP
160 Elgin Street, Suite 2600, Ottawa, ON K1P 1C3

BENEFICIARY ACCOUNT NUMBER(S): CDN Account: 41-02916
USD Account: 02-21015

US Corresponding Bank for US Dollar wires:
Wells Fargo Bank, N.A. BIC: PNBPUS3NNYC - ABA:026005092

* if paying by wire or EFT please e-mail the remittance details to payments.ca@gowlingwlg.com

Invoice

Alvarez & Marsal Canada Inc.
 ATTN: Doug McIntosh
 Managing Director
 Royal Bank Plaza
 South Tower
 200 Bay Street
 Suite 2900
 Toronto ON M5J 2J1

September 22, 2017
 INVOICE: 18759707

Our Matter: T1008868 / 217991
 RE: Receivership of Urbancorp (Leslieville) Developments Inc.

		HST (13.0%)
Fees for Professional Services	\$1,859.00	\$241.67
Total Fees	1,859.00	
Total Taxes	241.67	241.67
Total Invoice	2,100.67	
Please remit balance due:	In Canadian Dollars	\$2,100.67

Lilly A. Wong Signed for & on behalf of Gowling WLG (Canada) LLP

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GOWLING WLG (CANADA) LLP
 1 First Canadian Place, 100 King Street West,
 Suite 1600, Toronto, Ontario, M5X 1G5, Canada

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September 22, 2017

INVOICE: 18759707

Alvarez & Marsal Canada Inc.
Our Matter: T1008868
Receivership of Urbancorp (Leslieville) Developments Inc.

PROFESSIONAL SERVICES

Date	Hours	Timekeeper	Description
16/08/2017	0.90	Lilly A Wong	Reviewed [REDACTED] and reviewed and revised email summarizing [REDACTED] proposal and alternative options
17/08/2017	1.30	Lilly A Wong	Discussions with A. Kauffman and A. Slavens with respect to [REDACTED]; discussions with T. Zaspalis with respect to discussions with A. Kauffman and A. Slavens, [REDACTED] email correspondence with A. Kauffman and A. Slavens [REDACTED]

Total Fees for Professional Services \$1,859.00

SUMMARY OF FEES

TK Name	Billed Rate	Hours	Amount
Wong, Lilly A.	845.00	2.20	1,859.00
Total		2.20	<u>\$1,859.00</u>

September 22, 2017

INVOICE: 18759707

Remittance Copy

Client: 217991 Alvarez & Marsal Canada Inc.
Matter: T1008868
RE: Receivership of Urbancorp (Leslieville) Developments Inc.
Amount Due: \$2,100.67

PAYMENT BY CHEQUE:

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Ottawa, ON K1P 1C3
Canada

PAYMENT BY WIRE TRANSFER:

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SWIFTCODE: CIBCCATT

BENEFICIARY BANK: Canadian Imperial Bank of Commerce
119 Sparks Street, Ottawa, ON K1P 5B5

TRANSIT NUMBER: 0010-00006

BENEFICIARY ACCOUNT NAME: Gowling WLG (Canada) LLP
160 Elgin Street, Suite 2600, Ottawa ,ON K1P 1C3

BENEFICIARY ACCOUNT NUMBER(S): CDN Account: 41-02916
USD Account: 02-21015

US Corresponding Bank for US Dollar wires:
Wells Fargo Bank, N.A. BIC: PNBPUS3NNYC - ABA:026005092

* if paying by wire or EFT please e-mail the remittance details to payments.ca@gowlingwlg.com

Invoice

Alvarez & Marsal Canada Inc.
 ATTN: Doug McIntosh
 Managing Director
 Royal Bank Plaza
 South Tower
 200 Bay Street
 Suite 2900
 Toronto ON M5J 2J1

December 6, 2017
 INVOICE: 18806672

Our Matter: T1008868 / 217991
 RE: Receivership of Urbancorp (Leslieville) Developments Inc.

		HST (13.0%)
Fees for Professional Services	\$4,709.50	\$612.24
Disbursements (Taxable)	25.40	
Disbursements (Non-Taxable)	<u>12.70</u>	
Total Disbursements	38.10	3.30
Total Fees and Disbursements	4,747.60	
Total Taxes	615.54	615.54
Total Invoice	5,363.14	
Please remit balance due:	In Canadian Dollars	\$5,363.14

Lilly A. Wong Signed for & on behalf of Gowling WLG (Canada) LLP

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December 6, 2017
 INVOICE: 18806672

Alvarez & Marsal Canada Inc.
Our Matter: T1008868
Receivership of Urbancorp (Leslieville) Developments Inc.

TO PROFESSIONAL SERVICES RENDERED on your behalf including:

Date	Hours	Timekeeper	Description
13/10/2017	0.20	Lilly A Wong	Preparation of draft fee affidavit
17/10/2017	1.20	Lilly A Wong	Review of [REDACTED]; email correspondence to C. Mason of [REDACTED] revised and circulated [REDACTED] to C. Mason [REDACTED]; discussions with C. Mason and review [REDACTED];
18/10/2017	1.50	Lilly A Wong	Review of [REDACTED]; discussions with [REDACTED] with respect to revisions to r [REDACTED]; revised and re-circulated [REDACTED] review of [REDACTED] email correspondence and/or discussions with C. Mason and T. Zaspalis to [REDACTED] review of [REDACTED]
25/10/2017	1.60	Olivia Lifman	Reviewing [REDACTED];
25/10/2017	0.40	Lilly A Wong	Email correspondence with C. Mason, P. Griffis and T. Zaspalis with respect to [REDACTED] provision of instructions to O. Lifman [REDACTED]
26/10/2017	0.80	Lilly A Wong	Email correspondence with C. Mason with respect to [REDACTED]; review of [REDACTED]; email correspondence with T. Zaspalis with respect to [REDACTED]
27/10/2017	0.20	Lilly A Wong	Email correspondence with C. Mason, T. Zaspalis, P. Griffis and others with respect to [REDACTED]
01/11/2017	0.50	Lilly A Wong	Review of [REDACTED] email correspondence and/or discussions with C. Mason and T. Zaspalis with r [REDACTED]; drafted signature rider [REDACTED]
16/11/2017	0.30	Lilly A Wong	Discussions with C. Doran and others at Altus with respect to [REDACTED]

Terms: due upon receipt
 Interest at the rate of 0.8% per annum will be charged on all amounts not paid within one month from the date of this invoice
 Errors and omissions excluded

December 6, 2017
 INVOICE: 18806672

Total Fees for Professional Services \$4,709.50

SUMMARY OF FEES

TK Name	Billed Rate	Hours	Amount
Lifman, Olivia	250.00	1.60	400.00
Wong, Lilly A.	845.00	5.10	4,309.50
Total		6.70	<u>\$4,709.50</u>

DISBURSEMENTS

Taxable Costs

TeraView (Ontario) Online Searches & Registration - Taxable	\$25.40
Total Taxable Disbursements	<u>\$25.40</u>

Non-Taxable Costs

TeraView (Ontario) Online Searches & Registration - Agency	\$12.70
Total Non-Taxable Disbursements	<u>\$12.70</u>

December 6, 2017
INVOICE: 18806672

Remittance Copy

Client: 217991 Alvarez & Marsal Canada Inc.
Matter: T1008868
RE: Receivership of Urbancorp (Leslieville) Developments Inc.
Amount Due: \$5,363.14

PAYMENT BY CHEQUE:

Please return this page with your payment payable to Gowling WLG (Canada) LLP

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PO Box 466, STN D
Ottawa, ON K1P 1C3
Canada

PAYMENT BY WIRE TRANSFER:

Pay by Swift MT 103 Direct to:
SWIFTCODE: CIBCCATT

BENEFICIARY BANK: Canadian Imperial Bank of Commerce
119 Sparks Street, Ottawa, ON K1P 5B5

TRANSIT NUMBER: 0010-00006

BENEFICIARY ACCOUNT NAME: Gowling WLG (Canada) LLP
160 Elgin Street, Suite 2600, Ottawa ,ON K1P 1C3

BENEFICIARY ACCOUNT NUMBER(S): CDN Account: 41-02916
USD Account: 02-21015

US Corresponding Bank for US Dollar wires:
Wells Fargo Bank, N.A. BIC: PNBPUS3NNYC - ABA:026005092

* if paying by wire or EFT please e-mail the remittance details to payments.ca@gowlingwlg.com

Invoice

Alvarez & Marsal Canada Inc.
 ATTN: Doug McIntosh
 Managing Director
 Royal Bank Plaza
 South Tower
 200 Bay Street
 Suite 2900
 Toronto ON M5J 2J1

December 31, 2017
 INVOICE: 18840187

Our Matter: T1008868 / 217991
 RE: Receivership of Urbancorp (Leslieville) Developments Inc.

		HST (13.0%)
Fees for Professional Services	\$4,046.00	\$525.98
Total Fees	4,046.00	
Total Taxes	525.98	525.98
Total Invoice	4,571.98	
Please remit balance due:	In Canadian Dollars	\$4,571.98

Lilly A. Wong Signed for & on behalf of Gowling WLG (Canada) LLP

Our services are provided in accordance with our Terms of Business (www.gowlingwlg.com/TermsOfBusiness), subject to any other written engagement agreement entered into between the parties.

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 Suite 1600, Toronto, Ontario, M5X 1G5, Canada

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December 31, 2017

INVOICE: 18840187

Alvarez & Marsal Canada Inc.
Our Matter: T1008868
Receivership of Urbancorp (Leslieville) Developments Inc.

TO PROFESSIONAL SERVICES RENDERED on your behalf including:

Date	Hours	Timekeeper	Description
12/12/2017	1.10	Lilly A Wong	Discussions and/or email correspondence with C. Doran in connection with c [REDACTED] review of [REDACTED];
13/12/2017	2.00	Ted Betts	Discussion with L. Wong regarding [REDACTED] reviewing c [REDACTED] regarding same; preparing for and attending conference call with T. Zaspalis, C. Doran and L. Wong regarding same;
13/12/2017	1.20	Lilly A Wong	Discussions with T. Betts with respect to interpretation of [REDACTED] conference call with T. Zaspalis, C. Doran and T. Betts with respect to T [REDACTED] s
15/12/2017	0.50	Lilly A Wong	Revised and circulated rider to [REDACTED] email correspondence with C. Mason, T. Zaspalis and P. Griffis with respect to [REDACTED]

Total Fees for Professional Services
\$4,046.00
SUMMARY OF FEES

TK Name	Billed Rate	Hours	Amount
Betts, Ted	840.00	2.00	1,680.00
Wong, Lilly A.	845.00	2.80	2,366.00
Total		4.80	<u>\$4,046.00</u>

Terms: due upon receipt
 Interest at the rate of 0.8% per annum will be charged on all amounts not paid within one month from the date of this invoice
 Errors and omissions excluded

December 31, 2017
INVOICE: 18840187

Remittance Copy

Client: 217991 Alvarez & Marsal Canada Inc.
Matter: T1008868
RE: Receivership of Urbancorp (Leslieville) Developments Inc.
Amount Due: \$4,571.98

PAYMENT BY CHEQUE:

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PO Box 466, STN D
Ottawa, ON K1P 1C3
Canada

PAYMENT BY WIRE TRANSFER:

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SWIFTCODE: CIBCCATT

BENEFICIARY BANK: Canadian Imperial Bank of Commerce
119 Sparks Street, Ottawa, ON K1P 5B5

TRANSIT NUMBER: 0010-00006

BENEFICIARY ACCOUNT NAME: Gowling WLG (Canada) LLP
160 Elgin Street, Suite 2600, Ottawa ,ON K1P 1C3

BENEFICIARY ACCOUNT NUMBER(S): CDN Account: 41-02916
USD Account: 02-21015

US Corresponding Bank for US Dollar wires:
Wells Fargo Bank, N.A. BIC: PNBUS3NNYC - ABA:026005092

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Invoice

Alvarez & Marsal Canada Inc.
 ATTN: Doug McIntosh
 Managing Director
 Royal Bank Plaza
 South Tower
 200 Bay Street
 Suite 2900
 Toronto ON M5J 2J1

February 7, 2018
 INVOICE: 18855002

Our Matter: T1008868 / 217991
 RE: Receivership of Urbancorp (Leslieville) Developments Inc.

		HST (13.0%)
Fees for Professional Services	\$8,021.00	\$1,042.73
Total Fees	8,021.00	
Total Taxes	1,042.73	1,042.73
Total Invoice	9,063.73	
Please remit balance due:	In Canadian Dollars	\$9,063.73

Lilly A. Wong Signed for & on behalf of Gowling WLG (Canada) LLP

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GOWLING WLG (CANADA) LLP
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February 7, 2018
 INVOICE: 18855002

Alvarez & Marsal Canada Inc.
Our Matter: T1008868
Receivership of Urbancorp (Leslieville) Developments Inc.

TO PROFESSIONAL SERVICES RENDERED on your behalf including:

Date	Hours	Timekeeper	Description
11/01/2018	0.90	Lilly A Wong	Discussions with T. Zaspalis with respect to [REDACTED]; review of [REDACTED] preparation of first draft of a response to L. Savoie;
12/01/2018	0.60	Lilly A Wong	Reviewed and revised draft email to L. Savoie [REDACTED]; email correspondence with T. Zaspalis with respect to [REDACTED]; further revision of draft email to L. Savoie
16/01/2018	2.20	Lilly A Wong	Conference call with T. Zaspalis and C. Doran with respect to [REDACTED] review of [REDACTED] and preparation of draft email to [REDACTED] setting out [REDACTED];
17/01/2018	0.30	Ted Betts	Reviewing and revising draft email regarding changes;
17/01/2018	0.40	Lilly A Wong	Review of email correspondence from [REDACTED]; discussions with T. Betts with respect to interpretation of [REDACTED]
18/01/2018	0.20	Lilly A Wong	Discussions with T. Zaspalis with respect to [REDACTED]
19/01/2018	0.80	Ted Betts	Reviewing [REDACTED]; revising draft email regarding changes;
19/01/2018	0.60	Lilly A Wong	Review of suggested revisions from T. Betts for the draft email from C. Doran to Craft; incorporated revisions and circulated draft email to T. Zaspalis and C. Doran for review; email correspondence with T. Zaspalis and incorporation of further revisions to draft email
22/01/2018	0.80	Ted Betts	Preparing for and attending conference call with L. Wong, C. Doran and T. Zaspalis regarding [REDACTED];
22/01/2018	0.90	Lilly A Wong	Conference call with T. Zaspalis, C. Doran and T. Betts to review draft email to Craft with respect to [REDACTED] [REDACTED] revised and re-circulated draft email to Craft incorporating changes discussed
24/01/2018	0.40	Lilly A Wong	Review of email correspondence from C. Doran setting out

Terms: due upon receipt
 Interest at the rate of 1.3% per annum will be charged on all amounts not paid within one month from the date of this invoice
 Errors and omissions excluded

February 7, 2018
 INVOICE: 18855002

Date	Hours	Timekeeper	Description
			[REDACTED] review of draft email correspondence to Craft from and/or discussions with T. Zaspalis with respect to draft email to Craft [REDACTED]
29/01/2018	0.60	Lina Santos	Engaged in reviewing email and attachments from L. Wong; access Teraview to conduct subsearch of title to locate lands; email search results to L. Wong;
29/01/2018	0.40	Lilly A Wong	Discussions with T. Zaspalis with respect to v [REDACTED] and email correspondence with T. Zaspalis
30/01/2018	0.60	Lilly A Wong	Review of draft email relating to [REDACTED] and discussions with T. Zaspalis; revised and circulated revised draft email [REDACTED] to T. Zaspalis

Total Fees for Professional Services \$8,021.00

SUMMARY OF FEES

TK Name	Billed Rate	Hours	Amount
Betts, Ted	860.00	1.90	1,634.00
Santos, Lina	325.00	0.60	195.00
Wong, Lilly A.	860.00	7.20	6,192.00
Total		9.70	<u>\$8,021.00</u>

February 7, 2018
INVOICE: 18855002

Remittance Copy

Client: 217991 Alvarez & Marsal Canada Inc.
Matter: T1008868
RE: Receivership of Urbancorp (Leslieville) Developments Inc.
Amount Due: \$9,063.73

PAYMENT BY CHEQUE:

Please return this page with your payment payable to Gowling WLG (Canada) LLP

Remit to: Gowling WLG (Canada) LLP
PO Box 466, STN D
Ottawa, ON K1P 1C3
Canada

PAYMENT BY WIRE TRANSFER:

Pay by Swift MT 103 Direct to:
SWIFTCODE: CIBCCATT

BENEFICIARY BANK: Canadian Imperial Bank of Commerce
119 Sparks Street, Ottawa, ON K1P 5B5

TRANSIT NUMBER: 0010-00006

BENEFICIARY ACCOUNT NAME: Gowling WLG (Canada) LLP
160 Elgin Street, Suite 2600, Ottawa ,ON K1P 1C3

BENEFICIARY ACCOUNT NUMBER(S): CDN Account: 41-02916
USD Account: 02-21015

US Corresponding Bank for US Dollar wires:
Wells Fargo Bank, N.A. BIC: PNBPUS3NNYC - ABA:026005092

* if paying by wire or EFT please e-mail the remittance details to payments.ca@gowlingwlg.com

Invoice

Alvarez & Marsal Canada Inc.
 ATTN: Doug McIntosh
 Managing Director
 Royal Bank Plaza
 South Tower
 200 Bay Street
 Suite 2900
 Toronto ON M5J 2J1

April 25, 2018
 INVOICE: 18899927

Our Matter: T1008868 / 217991
 RE: Receivership of Urbancorp (Leslieville) Developments Inc.

		HST (13.0%)
Fees for Professional Services	\$3,536.00	\$459.68
Disbursements (Taxable)	38.71	
Disbursements (Non-Taxable)	<u>12.05</u>	
Total Disbursements	50.76	5.03
Total Fees and Disbursements	3,586.76	
Total Taxes	464.71	464.71
Total Invoice	4,051.47	
Please remit balance due:	In Canadian Dollars	\$4,051.47

Lilly A. Wong Signed for & on behalf of Gowling WLG (Canada) LLP

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April 25, 2018
 INVOICE: 18899927

Alvarez & Marsal Canada Inc.
Our Matter: T1008868
Receivership of Urbancorp (Leslieville) Developments
Inc.

FOR PROFESSIONAL SERVICES RENDERED on your behalf including:

Date	Hours	Timekeeper	Description
2018-03-16	0.30	Lilly A Wong	Discussions with [REDACTED] [REDACTED] discussions with P. Montgomery with [REDACTED]
2018-03-19	2.60	Lilly A Wong	Review of T. Zaspalis comments on [REDACTED] [REDACTED] reviewed and revised [REDACTED] email correspondence with T. Zaspalis and R. Fairbloom with respect to [REDACTED] review of comments from R. Fairbloom
2018-03-21	0.40	Susan D. Rosen	Received and responded to e-mail from L. Wong [REDACTED] [REDACTED] and provided comments on the foregoing;
2018-03-21	0.90	Lilly A Wong	Email correspondence and/or discussions with T. Zaspalis, S. Rosen, C. Doran and others with respect to [REDACTED] [REDACTED] revised and circulated revised [REDACTED] to T. Zaspalis
Total Fees for Professional Services			<u>\$3,536.00</u>

SUMMARY OF FEES

TK Name	Billed Rate	Hours	Amount
Rosen, Susan D.	670.00	0.40	268.00
Wong, Lilly A.	860.00	3.80	3,268.00
Total		4.20	<u>\$3,536.00</u>

DISBURSEMENTS

Taxable Costs

Copying	\$1.50
Scanning Service	\$2.00
TeraView (Ontario) Online Searches & Registration - Taxable	\$29.75

Terms: due upon receipt
 Interest at the rate of 1.5% per annum will be charged on all amounts not paid within one month from the date of this invoice
 Errors and omissions excluded

April 25, 2018
INVOICE: 18899927

Conference Call Expenses	\$5.46
Total Taxable Disbursements	<u>\$38.71</u>
Non-Taxable Costs	
TeraView (Ontario) Online Searches & Registration - Agency	\$12.05
Total Non-Taxable Disbursements	<u>\$12.05</u>

April 25, 2018
INVOICE: 18899927

Remittance Copy

Client: 217991 Alvarez & Marsal Canada Inc.
Matter: T1008868
RE: Receivership of Urbancorp (Leslieville) Developments Inc.
Amount Due: \$4,051.47 CAD

PAYMENT BY CHEQUE:

Please return this page with your payment payable to **Gowling WLG (Canada) LLP**

Remit to: Gowling WLG (Canada) LLP
PO Box 466, STN D
Ottawa, ON K1P 1C3
Canada

PAYMENT BY WIRE TRANSFER:

Pay by Swift MT 103 Direct to:
SWIFTCODE: CIBCCATT

BENEFICIARY BANK: Canadian Imperial Bank of Commerce
119 Sparks Street, Ottawa, ON K1P 5B5

TRANSIT NUMBER: 0010-00006

BENEFICIARY ACCOUNT NAME: Gowling WLG (Canada) LLP
160 Elgin Street, Suite 2600, Ottawa, ON K1P 1C3

BENEFICIARY ACCOUNT NUMBER(S): CDN Account: 41-02916
USD Account: 02-21015

US Corresponding Bank for US Dollar wires:
Wells Fargo Bank, N.A. BIC: PNBUS3NNYC - ABA:026005092

* if paying by wire or EFT please e-mail the remittance details to payments.ca@gowlingwlg.com

Invoice

Alvarez & Marsal Canada Inc.
 ATTN: Doug McIntosh
 Managing Director
 Royal Bank Plaza
 South Tower
 200 Bay Street
 Suite 2900
 Toronto ON M5J 2J1

May 16, 2018
 INVOICE: 18912543

Our Matter: T1008868 / 217991
 RE: Receivership of Urbancorp (Leslieville) Developments Inc.

		HST (13.0%)
Fees for Professional Services	\$5,848.00	\$760.24
Disbursements (Taxable)	<u>4.76</u>	
Total Disbursements	4.76	0.62
Total Fees and Disbursements	5,852.76	
Total Taxes	760.86	760.86
Total Invoice	6,613.62	
Please remit balance due:	In Canadian Dollars	\$6,613.62

Lilly A. Wong Signed for & on behalf of Gowling WLG (Canada) LLP

Our services are provided in accordance with our Terms of Business (www.gowlingwlg.com/TermsOfBusiness), subject to any other written engagement agreement entered into between the parties.

GOWLING WLG (CANADA) LLP
 1 First Canadian Place, 100 King Street West,
 Suite 1600, Toronto, Ontario, M5X 1G5, Canada

T +1 (416) 862 7525
gowlingwlg.com

Gowling WLG (Canada) LLP is a member of Gowling WLG, an international law firm which consists of independent and autonomous entities providing services around the world. Our structure is explained in more detail at www.gowlingwlg.com/legal

May 16, 2018
 INVOICE: 18912543

Alvarez & Marsal Canada Inc.
Our Matter: T1008868
Receivership of Urbancorp (Leslieville) Developments Inc.

FOR PROFESSIONAL SERVICES RENDERED on your behalf including:

Date	Hours	Timekeeper	Description
2018-04-04	1.10	Lilly A Wong	Conference call with representatives of Altus and A&M with respect to [REDACTED]; review of [REDACTED] and email correspondence with T. Zaspalis with respect thereto; initial review [REDACTED]; [REDACTED] discussions and/or email correspondence with B. Bissell and T. Zaspalis with respect to [REDACTED]
2018-04-09	0.60	Lilly A Wong	Email correspondence and/or discussions and/or conference call with C. Doran and T. Zaspalis with respect to [REDACTED]
2018-04-10	0.60	Lilly A Wong	Discussions with T. Zaspalis with respect to [REDACTED]; [REDACTED] revised and circulated revised [REDACTED] to T. Zaspalis
2018-04-12	0.10	Susan D. Rosen	Received and responded to e-mail from L. Wong re [REDACTED]
2018-04-12	0.20	Lilly A Wong	Review of [REDACTED] and discussions with T. Zaspalis
2018-04-13	0.60	Lilly A Wong	Email correspondence and/or discussions with T. Zaspalis, C. Doran and others with respect [REDACTED]
2018-04-19	1.20	Cliff Prophet	Review of construction lien matters and instructions to D. Contractor;
2018-04-20	2.30	Cliff Prophet	Review of motion record re HST priority and e-mails to B. Bissell re same;
Total Fees for Professional Services			<u>\$5,848.00</u>

Terms: due upon receipt
 Interest at the rate of 1.5% per annum will be charged on all amounts not paid within one month from the date of this invoice
 Errors and omissions excluded

May 16, 2018
INVOICE: 18912543

SUMMARY OF FEES

TK Name	Billed Rate	Hours	Amount
Prophet, Cliff	890.00	3.50	3,115.00
Rosen, Susan D.	670.00	0.10	67.00
Wong, Lilly A.	860.00	3.10	2,666.00
Total		6.70	<u>\$5,848.00</u>

DISBURSEMENTS**Taxable Costs**

Conference Call Expenses	\$4.76
Total Taxable Disbursements	<u>\$4.76</u>

May 16, 2018
INVOICE: 18912543

Remittance Copy

Client: 217991 Alvarez & Marsal Canada Inc.
Matter: T1008868
RE: Receivership of Urbancorp (Leslieville) Developments Inc.
Amount Due: \$6,613.62 CAD

PAYMENT BY CHEQUE:

Please return this page with your payment payable to Gowling WLG (Canada) LLP

Remit to: Gowling WLG (Canada) LLP
PO Box 466, STN D
Ottawa, ON K1P 1C3
Canada

PAYMENT BY WIRE TRANSFER:

Pay by Swift MT 103 Direct to:
SWIFTCODE: CIBCCATT

BENEFICIARY BANK: Canadian Imperial Bank of Commerce
119 Sparks Street, Ottawa, ON K1P 5B5

TRANSIT NUMBER: 0010-00006

BENEFICIARY ACCOUNT NAME: Gowling WLG (Canada) LLP
160 Elgin Street, Suite 2600, Ottawa ,ON K1P 1C3

BENEFICIARY ACCOUNT NUMBER(S): CDN Account: 41-02916
USD Account: 02-21015

US Corresponding Bank for US Dollar wires:
Wells Fargo Bank, N.A. BIC: PNBUS3NNYC - ABA:026005092

* if paying by wire or EFT please e-mail the remittance details to payments.ca@gowlingwlg.com

BETWEEN:

CANADIAN IMPERIAL BANK OF COMMERCE

- and -

URBANCORP (LESLIEVILLE DEVELOPMENTS) INC. et al.

- Applicant -

- Respondents -

**ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)**

(PROCEEDING COMMENCED AT TORONTO)

**AFFIDAVIT OF LILLY A. WONG
(Sworn JUNE 12, 2018)**

GOWLING WLG (CANADA) LLP
Barristers and Solicitors
Suite 1600, 1 First Canadian Place
Toronto, Ontario
M5X 1G5

Clifton P. Prophet, LSUC #34845K

Telephone: (416) 862-3509

Facsimile: (416) 863-3509

Solicitors for the Applicant,
Canadian Imperial Bank of Commerce

TAB 4

ONTARIO
SUPERIOR COURT OF JUSTICE - COMMERCIAL LIST

BETWEEN:

CANADIAN IMPERIAL BANK OF COMMERCE

Applicant

- and -

**URBANCORP (LESLIEVILLE) DEVELOPMENTS INC.,
URBANCORP (RIVERDALE) DEVELOPMENTS INC., &
URBANCORP (THE BEACH) DEVELOPMENTS INC.**

Respondents

APPLICATION UNDER section 243 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, section 68 of the *Construction Lien Act*, R.S.O. 1990, c. C.30, and under section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43

AFFIDAVIT OF RONALD FAIRBLOOM
(sworn June 15, 2018)

I, RONALD FAIRBLOOM, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

1. I am a partner of the law firm Miller Thomson LLP ("**MT**"), the lawyers for Alvarez & Marsal Canada Inc. ("**A&M**") as receiver and manager (in such capacity, the "**Receiver**"), pursuant to section 243 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, and section 101 of the *Courts of Justice Act*, R.S.O. 1990, c.C.43, as amended, and as Construction Lien Trustee (in such capacity, the "**Construction Lien Trustee**"), pursuant to section 68 of the *Construction Lien Act*, R.S.O. 1990, c. C.30 (the Receiver together with the Construction Lien Trustee, the "**Construction Receiver**"), of all of the assets, undertakings, and property acquired for, or used in relation to the business including all proceeds thereof (the "**Property**") of Urbancorp (Leslieville) Developments Inc. ("**UC Leslieville**"), Urbancorp (Riverdale) Developments Inc. ("**UC Riverdale**") and Urbancorp (The Beach) Developments Inc. ("**UC Beach**", together with UC Riverdale, the "**Guarantors**", and the Guarantors, together with UC Leslieville, the "**Debtors**"), and as such have knowledge of the matters to which I hereinafter depose.

2. MT was retained by the Construction Receiver to provide legal advice in connection with, among other things, preparing and revising an agreement of purchase and sale and condominium disclosure documents required for both the original purchasers who may opt-in and any new purchasers of units in the proposed condominium located at 50 Curzon Street, Toronto, Ontario, as well as to prepare, complete and send out the individual purchaser packages containing a settlement notice letter, an executed copy of the agreement of purchase and sale and condominium disclosure documents.

3. The Order dated May 31, 2016 appointing the Construction Receiver (the "**Appointment Order**") provides that the Construction Receiver and its legal counsel shall pass their accounts from time to time, and further provides that the Construction Receiver and its counsel shall be paid their reasonable fees and expenses at their standard rates and charges.

Period of March 2, 2017 to June 2, 2017

4. Attached hereto and marked as Exhibit "A" to this my Affidavit is a summary of the account dated March 31, 2017; April 30, 2107; May 31, 2017; June 30, 2017 and July 31, 2017 as rendered by Miller Thomson LLP to the Construction Receiver in respect of these proceedings, in aggregate totalling \$137,331.34 (inclusive of taxes) in respect of the period from March 2, 2017 to June 2, 2017.

5. Attached hereto and marked as Exhibit "B" to this my Affidavit is a full copy of the account rendered by Miller Thomson LLP to the Construction Receiver, as referred to in paragraph 4 above as follows:

Account dated March 31, 2017 as Invoice Number 3019070 in the amount of \$50,355.06

Account dated April 30, 2017 as Invoice Number 3032100 in the amount of \$29,477.75 (inclusive of fees, disbursements and taxes);

Account dated May 31, 2017 as Invoice Number 3037736 in the amount of \$51,634.79 (inclusive of fees, disbursements and taxes);

Account dated June 30, 2017 as Invoice Number 3058543 in the amount of \$2,478.28 (inclusive of fees, disbursements and taxes); and

Account dated July 31, 2017 as Invoice Number 3075191 in the amount of \$3,385.46 (inclusive of fees, disbursements and taxes).

6. Attached hereto as Exhibit "C" is a summary of additional information with respect to Miller Thomson's accounts, indicating all members of Miller Thomson who have worked on this

matter, their year of call to the bar, total time charges and hourly rates. I hereby confirm that this list represents a fair and accurate account of such information.


7. Attached hereto as Exhibit "D" is a summary of each invoice with respect to Miller Thomson's accounts, indicating all fees, disbursements and HST incurred. I hereby confirm that this list represents a fair and accurate account of such information.

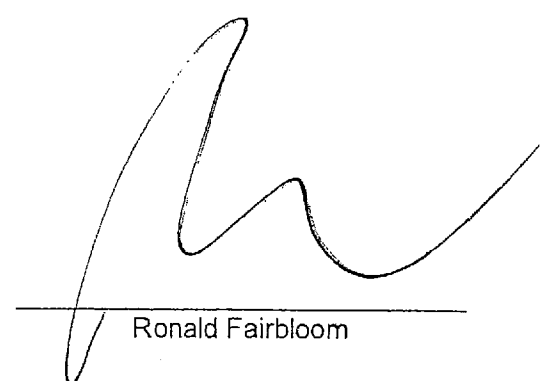
8. Miller Thomson requests that this Honourable Court approve its fees and disbursements as counsel to the Construction Receiver for the period referenced above.

9. To the best of my knowledge, the rates charged by MT are comparable to the rates charged for the provision of similar services by other legal firms in the Toronto market.

10. This Affidavit is sworn in connection with a motion by the Construction Receiver to have, among other things, the fees, taxes and disbursements of its counsel, Miller Thomson LLP, in relation to these proceedings approved by this Honourable Court, and for no improper purpose.

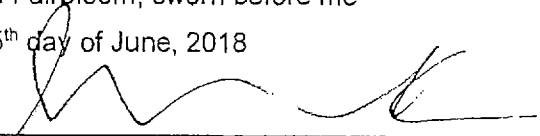
SWORN BEFORE ME at the City of
Toronto, in the Province of Ontario on
June 15, 2018.


Commissioner for taking affidavits


Ronald Fairbloom

Sharmilaa Kanthavel, a Commissioner, etc.,
Province of Ontario, for Miller Thomson LLP,
Barristers and Solicitors.
Expires March 30, 2019.

This is Exhibit "A" referred to in the affidavit
of Ron Fairbloom, sworn before me
this 15th day of June, 2018



A COMMISSIONER FOR TAKING AFFIDAVITS

Shamulaa Kanthavel, a Commissioner, etc.,
Province of Ontario of Counsel Thomson LLP,
Barristers and Solicitors.
Expires March 30, 2019.



MILLER THOMSON
AVOCATS | LAWYERS

MILLER THOMSON LLP
SCOTIA PLAZA
40 KING STREET WEST, SUITE 5800
P.O. BOX 1011
TORONTO, ON M5H 3S1
CANADA

T 416.595.8500
F 416.595.8695

MILLERTHOMSON.COM

Account Summary and Remittance Form

March 31, 2017

Invoice Number 3019070

Alvarez Marsal Canada Inc., in its capa

Re: Ubancorp - Leslieville - condo development
Our File No. 0220330.0001

Fees:	\$44,562.00
Ontario HST 13% (R119440766)	\$5,793.06
Total Amount Due	\$50,355.06



MILLER THOMSON
AVOCATS | LAWYERS

MILLER THOMSON LLP
SCOTIA PLAZA
40 KING STREET WEST, SUITE 5800
P.O. BOX 1011
TORONTO, ON M5H 3S1
CANADA

T 416.595.8500
F 416.595.8695

MILLERTHOMSON.COM

Account Summary and Remittance Form

April 30, 2017

Invoice Number 3032100

Alvarez Marsal Canada Inc.,
in its capacity as Court Appointed Receiver
and Manager and Construction Lien Trustee
of Urbancorp (Leslieville) Developments Inc.

Re: **Urbancorp - Leslieville - condo development**
Our File No. 0220330.0001

Fees:	\$26,086.50
Ontario HST 13% (R119440766)	\$3,391.25
Total Amount Due	<u>\$29,477.75</u>



MILLER THOMSON
AVOCATS | LAWYERS

MILLER THOMSON LLP
SCOTIA PLAZA
40 KING STREET WEST, SUITE 5800
P.O. BOX 1011
TORONTO, ON M5H 3S1
CANADA

T 416.595.8500
F 416.595.8695

MILLERTHOMSON.COM

Account Summary and Remittance Form

May 31, 2017

Invoice Number 3037736

Alvarez Marsal Canada Inc.,
in its capacity AS Court Appointed Receiver
and Manager and Construction Lien Trustee
or Urbancorp (Leslieville) Developments Inc.

Re: **Ubancorp - Leslieville - condo development**
Our File No. 0220330.0001

Fees:	\$45,522.65
Disbursements:	\$171.86
Ontario HST 13% (R119440766)	\$5,940.28
Total Amount Due	\$51,634.79



MILLER THOMSON
AVOCATS | LAWYERS

MILLER THOMSON LLP
SCOTIA PLAZA
40 KING STREET WEST, SUITE 5800
P.O. BOX 1011
TORONTO, ON M5H 3S1
CANADA

T 416.595.8500
F 416.595.8695

MILLERTHOMSON.COM

Account Summary and Remittance Form

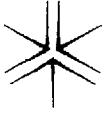
June 30, 2017

Invoice Number 3058543

Alvarez Marsal Canada Inc.,
in its capacity AS Court Appointed Receiver
and Manager and Construction Lien Trustee
or Urbancorp (Leslieville) Developments Inc.

Re: **Ubancorp - Leslieville - condo development**
Our File No. 0220330.0001

Fees:	\$1,250.00
Disbursements:	\$943.17
Ontario HST 13% (R119440766)	\$285.11
Total Amount Due	\$2,478.28



MILLER THOMSON
AVOCATS | LAWYERS

MILLER THOMSON LLP
SCOTIA PLAZA
40 KING STREET WEST, SUITE 5800
P.O. BOX 1011
TORONTO, ON M5H 3S1
CANADA

T 416.595.8500
F 416.595.8695

MILLERTHOMSON.COM

Account Summary and Remittance Form

July 31, 2017

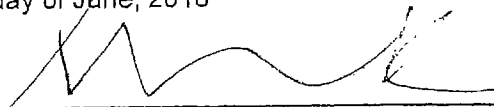
Invoice Number 3075191

Alvarez Marsal Canada Inc.,
in its capacity as Court Appointed Receiver
and Manager and Construction Lien Trustee
of Urbancorp (Leslieville) Developments Inc.

Re: **Urbancorp - Leslieville - condo development**
Our File No. 0220330.0001

Fees:	\$2,897.50
Disbursements:	\$98.49
Ontario HST 13% (R119440766)	\$389.47
Total Amount Due	<u>\$3,385.46</u>

This is Exhibit "B" referred to in the affidavit
of Ron Fairbloom, sworn before me
this 15th day of June, 2018



A COMMISSIONER FOR TAKING AFFIDAVITS

Sharmilaa Kanthavel, a Commissioner, etc.,
Province of Ontario, for Miller Thomson LLP,
Barristers and Solicitors.
Expires March 30, 2019.



MILLER THOMSON
AVOCATS | LAWYERS

MILLER THOMSON LLP
SCOTIA PLAZA
40 KING STREET WEST, SUITE 5800
P.O. BOX 1011
TORONTO, ON M5H 3S1
CANADA

T 416.595.8500
F 416.595.8695

MILLERTHOMSON.COM

March 31, 2017

Invoice Number 3019070

Alvarez Marsal Canada Inc., in its capa

To Professional Services Rendered in connection with the following matter(s) including:

Re: Ubancorp - Leslieville - condo development
Our File No. 0220330.0001

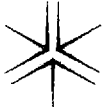
Date	Initials	Description	Hours
03/02/2017	RF	Call with Tony Varone regarding providing legal services in relation to this condominium project. Call with Tony Zaspalis regarding legal services for this project, timelimes and work done to date. Email exchanges re setting up a meeting for Monday morning at 10am to move this forward.	1.20
03/03/2017	RF	Received multiple emails containing drafts of the purchase agreement, as amended, condo docs, as amended and the original condo docs.	0.40
03/03/2017	RF	Call with Tony Zaspalis and Susan Rosen	0.50
03/05/2017	RF	Review of form of purchase agreement and condo docs.	2.00
03/06/2017	RF	Call with Tony Varone re architectural plans, NOAC conditions, etc	0.50
03/06/2017	RF	Meeting with Tony Varone, Tony Zaspalis, Susan Rosen, Julian McNabb, Dario Miret, regarding the project, the condo docs, the budget, condo plans and the purchase agreement.	3.50
03/06/2017	RF	Meeting with Craig Mills of our office to discuss the bankruptcy issues surrounding the project.	0.40



Date	Initials	Description	Hours
03/06/2017	CAM	Meeting with Mr. Fairbloom re insolvency issues; review initial order, with memo to Mr. Fairbloom re same;	0.70
03/06/2017	RF	Email exchange with Milly Chow of Blakes	0.10
03/06/2017	RF	Telephone discussions with Milly Chow of Blakes re conflicts between the conditions included in the purchase agreement related to Settlement Order or any other conditions and the Tarion Addendum, [REDACTED] [REDACTED] [REDACTED] as well as how the tentative occupancy date and extension thereof work.	0.60
03/06/2017	JSD	Meeting with received, insolvency lawyer for developer, surveyor and construction team;	3.50
03/07/2017	RF	Received and reviewed email from Milly Chow attaching an updated draft of the purchase agreement, with additional comments.	0.10
03/07/2017	RF	obtained an up to date Tarion Statement of Critical Dates and sent same to Milly Chow.	0.10
03/07/2017	RF	email exchange with Kelly Peters	0.10
03/07/2017	RF	Call with Peter Kelly re the revised draft of the purchase agreement.	0.40
03/07/2017	RF	Reviewed and revised further revised form of purchase agreement..	3.00
03/08/2017	RF	Call with Milli Chow re the vesting order and the timing of registration of same.	0.30
03/08/2017	RF	Reviewed and revised the original form of purchase agreement.	4.00
03/08/2017	RF	Reviewed and revised the draft form of Disclosure Statement.	2.50
03/08/2017	RF	Call with Silvana M. D'Alimonte and Kelly Peters of Blakes re the draft of purchase agreement I circulated.	1.80
03/08/2017	RF	Reviewed and revised Purchase Agreement based on comments from Silvana. Circulated revised clean and blacklined drafts.	1.00



Date	Initials	Description	Hours
03/09/2017	RF	Received and reviewed multiple emails from the group (CHOW, MILLY; PETERS, KELLY; Fairbloom, Ron; Tony Zaspalis; Rosen, Susan; D'ALIMONTE, SILVANA) re the purchase agreement, including comments from Tony Zaspalis, responses from Kelly Peters, Lilly Wong.	0.70
03/09/2017	RF	Call with Kelly Peters re status update	0.20
03/09/2017	RF	Email to Julian McNabb of First Service to remove the logo from the budget	0.10
03/09/2017	RF	Conference call with group re the Purchase Agreement	1.40
03/09/2017	MM	Advice to R. Fairbloom regarding ability to terminate lease or purchase agreement for geothermal system;	0.30
03/09/2017	RF	Reviewed and revised Disclosure Statement. Sent revised draft to group	5.00
03/09/2017	WK	Discussing ability to terminate lease or purchase agreement for geothermal system with R. Fairbloom;	0.40
03/10/2017	RF	Call with Toni Varoni re the geothermal system.	0.70
03/10/2017	RF	Multiple email exchange re call with Purchasers' lawyers re APS.	0.20
03/10/2017	RF	Conference call with Susan Rosen, Silvana M. D'Alimonte and purchasers counsel re the amendments to the purchase agreement.	1.50
03/10/2017	RF	drafted and sent email to group re outstanding questions or issues from our conference call with the purchaser's lawyer	0.40
03/10/2017	RF	Call with Toni Varone re allocating parking.	0.20
03/13/2017	RF	Received and reviewed comments to the Disclosure Statement	0.40
03/13/2017	RF	Call with Kelly Peters	0.20
03/13/2017	RF	Call with Tony Zaspalis re comments on APS	0.40
03/13/2017	RF	Reviewed and revised various emails from group re the purchase agreements. Call with Kelly Peters re me calling Marc Lean, solicitors for the Purchasers. Call with Susan Rosen re me calling Marc Lean and	2.50



Date	Initials	Description	Hours
		whether she wants to be on the call. Discussions with Marc Lean re his comments to the APS and instructions received from the Receiver on his requested changes. Reviewed and revised the purchase agreement. Circulated clean and blacklined revised draft to group.	
03/14/2017	RF	Resent clean and blacklined revised draft of the the purchase agreement to the group.	0.20
03/14/2017	RF	Reviewed comments provided on the latest draft of the purchase agreement. Revised purchase agreement based on the aforementioned comments and circulated a clean and blacklined revised draft to the group. Reviewed everyone's comments on the Disclosure Statement. Revised the Disclosure Statement based on the comments provided.	3.50
03/15/2017	RF	Email exchange with Silvana and Kelly from Blakes. Reviewed Silvana's comments on the draft disclosure statement.	0.30
03/15/2017	RF	Reviewed and revised draft of the Disclosure Statement. Sent clean and blacklined revised draft to group. Also answered all of Tony's questions and responded to his comments.	3.00
03/15/2017	RF	Received additional comments from Tony Zaspalis re the deposit structure in the purchase agreement. Sent group a revised clean and blacklined draft of the purchase agreement.	0.40
03/15/2017	RF	Call with Tony Zaspalis re my email containing the updated purchase agreement and disclosure statement	0.10
03/16/2017	RF	Received and reviewed email from Kelly Peters re APS and Disclosure Statement.	0.10
03/16/2017	RF	Received and reviewed email from Kelly Peters with comments on the Disclosure. Revised Disclosure Statement..	0.30
03/17/2017	RF	Reviewed comments from Tony Zaspalis. Amended Disclosure Statement accordingly.	0.60
03/17/2017	RF	Call with Tony Zaspalis re his comments/questions on	0.90



Date	Initials	Description	Hours
		the latest draft of the Disclosure Statement	
03/17/2017	RF	After discussions with Tony Zaspalis, further reviewed and revised Disclosure. Sent a clean and blackline revised draft to the group. Provided responses to Tony's questions and comments, as set out in his email to me.	0.70
03/17/2017	CN	Telephone and email correspondence from R. Fairbloom re Ontario Energy Board Act registration; review OEB registry for evidence of registration of entity; telephone correspondence with OEB re same; email correspondence with R. Fairbloom re same; draft email correspondence re confirmation of registration inquiry and information re registration process;	0.70
03/20/2017	RF	Received email and voicemail from Tony Zaspalis re status update. Email to Tony	0.10
03/21/2017	RF	Conference call with Tony Zaspalis, Toni Varone, Susan Rosen, Julian McNabb and Dario Merit re condo docs, including budget, geothermal and pricing and moving forward.	0.90
03/21/2017	RF	Received and reviewed email from Milly Chow re purchasers of Suite 519. Sent Milly a response.	0.10
03/21/2017	CN	Follow up with Ontario Energy Board re requirements to register as a geothermal systems; email correspondence with R. Fairbloom re same;	0.30
03/22/2017	RF	Email exchange and discussions with Chris Newbert of our office re Urban Corp/Declarant, being licensed under the Ontario Energy Board Act.	0.20
03/22/2017	RF	Reviewed and revised the Declaration.	2.50
03/22/2017	RF	Continued to work on revising the condo declaration.	2.00
03/22/2017	CN	Research re Ontario Energy Board licence requirements; receive and review email from Ontario Energy Board; various email correspondence with R. Fairbloom re same;	0.60
03/23/2017	RF	Further review and revisions to the Declaration. Prepared a clean and blackline version and circulated same to the group.	4.00



Date	Initials	Description	Hours
03/23/2017	RF	Call with Lilly Wong re changing paragraph 21 of the purchase agreement.	0.20
03/24/2017	RF	Call with Kelly P re directors responsibility and liability. Timing for turnover	0.50
03/25/2017	RF	Reviewed email from Tony Zaspalis including his questions/comments on the draft Declaration. Received and reviewed emails from Toni Varone and Susan Rosen re same. Prepared draft response to Tony.	0.50
03/25/2017	RF	Call with Tony Zaspalis re declaration and being on the board.	0.40
03/25/2017	RF	Further review and revisions to the Declaration and Disclosure. Reviewed and amended draft set of Rules. Circulated same to the group, along with my email responding to Tony's questions/comments.	2.50
03/27/2017	RF	Call with Kelly Peters re status of documents. Received and reviewed numerous emails re the sale of the Geothermal Units and the addition of new Storage Units. Call with Dario Merit re the Storage Units.	0.40
03/27/2017	RF	Call with Toni Varone re his email providing comments on the sale of the Geothermal Unit as set out in the revised Disclosure Statement and Declaration.	0.30
03/27/2017	RF	Reviewed and revised draft purchase agreement based on Lily Wong's request to [REDACTED]. Reviewed entire agreement to see if there were any changes need in the document based on the change to section 21.. Reviewed and revised Disclosure Statement and Declaration based on Tony Zaspalis' comments and to include the 2 Storage Units we just found out about today.	3.00
03/27/2017	PR	Calculate LTT and MLTT; Correspondence with R. Fairbloom re: same;	0.20
03/28/2017	RF	Received and reviewed email from Milly Wong re sale if additional paling and bicycle storage units. Responded to Milly's question	0.20
03/28/2017	RF	Prepared table of contents for the Disclosure	1.50



Date	Initials	Description	Hours
		Statement. Prepared By-law 2.	
03/29/2017	RF	Call with Kelly Peters re condo docs	0.20
03/29/2017	RF	Email exchange with property manager and others re the updated budget to include the Storage Units	0.10
03/29/2017	RF	Conference call with Matt Newton of FirstService, Tony Zaspalis and Susan Rosen	0.40
03/29/2017	RF	Call with Susan Rosen re condo docs	0.30
03/30/2017	RF	Received and reviewed numerous emails re Disclosure, including additional/alternative language for the Geothermal Units. Email exchange with Matt Newton of FirstService. Reviewed the revised notes to the budget. Email to Matt, advising [REDACTED]	0.50
03/31/2017	RF	Received and reviewed emails from Tony and Kelly re updating the Disclosure to include language re the Genesisi water tank rental.	0.10

Total Hours **74.10**

Our Fee: **44,562.00**

Ontario HST 13% (R119440766)
On Fees **\$5,793.06**

Total Amount Due **\$50,355.06**

E.&O.E.

ADDITIONAL INFORMATION RELATING TO ACCOUNT DATED MARCH 31, 2017

LAWYER	TITLE	YEAR OF CALL	HOURS WORKED	WORKED RATE
Joshua Disenhouse	Associate	2014	3.5	\$310.00
Ron Fairbloom	Partner	2001	67.4	\$625.00
Warren Kleiner	Partner	2000	0.40	\$620.00
Megan Mackey	Partner	2004	0.30	\$545.00
Craig Mills	Partner	1998	0.70	\$655.00
Chris Newbert	Associate	2016	1.60	\$270.00
Penny Rosu-Myles	Law Clerk		0.20	\$250.00



MILLER THOMSON
 AVOCATS | LAWYERS

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 SCOTIA PLAZA
 40 KING STREET WEST, SUITE 5800
 P.O. BOX 1011
 TORONTO, ON M5H 3S1
 CANADA

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 F 416.595.8695

MILLERTHOMSON.COM

April 30, 2017

Invoice Number 3032100

Alvarez Marsal Canada Inc.,
 in its capacity as Court Appointed Receiver
 and Manager and Construction Lien Trustee
 of Urbancorp (Leslieville) Developments Inc.

To Professional Services Rendered in connection with the following matter(s) including:

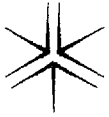
Re: Urbancorp - Leslieville - condo development
Our File No. 0220330.0001

Date	Initials	Description	Hours
03/03/2017	SK	Discussion with R. Fairbloom regarding project;	0.50
04/01/2017	RF	Received and reviewed email from Kelly Peters. Responded to Kelly's question	0.30
04/02/2017	RF	Received and reviewed email from Milly Chow re Tarion conditions. Responded to Milly's email.	0.10
04/04/2017	RF	Received and reviewed numerous emails between Lilli Wong and Milli Chow	0.40
04/04/2017	RF	Call with Milly Chow, Lilly Wong and Tony Zaspalis, re changes to the Purchase Agreement.	1.50
04/04/2017	RF	Email exchange with Kelly Peters re the underground garage and geothermal system.	0.10
04/05/2017	RF	Call with Kelly Peters re status of matters.	0.30
04/05/2017	RF	Received and reviewed an email from Lilly Wong, resetting the timing of the orders. Call with Lilly Wong re same.	0.30
04/09/2017	RF	Reviewed the Genesis equipment lease. Reviewed the suggested language for the geothermal system, received from Peter Griffs of CRAFT. Revised the Disclosure Statement based on the Genesis lease and the geothermal language from Peter Griffs. Reviewed and revised Declaration. Reviewed and revised purchase agreement, creating one form for the Curzon	4.00

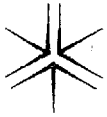
Please return the Account Summary and Remittance Form with your payment.

Terms: Accounts due when rendered. Interest at the rate of 12.0% per annum will be

27234596.1 charged on accounts overdue 30 days or more. Any disbursements not posted to your account on the date of this account will be billed later.



Date	Initials	Description	Hours
		purchasers, and another for new purchasers. Sent revised clean and blacklined docs to group.	
04/10/2017	RF	Received and reviewed email from Kelly Peters re By-Law No. 2. Responded to Kelly's questions.	0.10
04/10/2017	RF	Email exchange with Lilly Wong re Schedules to the purchase agreement.	0.20
04/10/2017	RF	Call with Toni Varone re revised geothermal language received from Peter Griffs. Toni to review my revised draft.	0.20
04/10/2017	RF	Call and email with Lilly Wong re the purchase agreement and condo docs.	0.30
04/10/2017	RF	Reviewed security docs	0.50
04/11/2017	RF	Received and reviewed numerous emails re the sale of the geothermal unit and the deposits on occupancy. Multiple email exchanges with Pam Huff re the sale or financing of the geothermal units.	1.00
04/11/2017	RF	Received an email chain sent by Kelly Peters, containing a number of comments or concerns by the purchasers. Provided Kelly and others my comments thereon.	0.60
04/11/2017	RF	Reviewed comments on my latest draft of the Curzon APS from Milly Wong. Reviewed both the Curzon and New Puchaser's draft and amended same accordingly.	1.80
04/12/2017	RF	Discussions with Kelly Peters	0.30
04/12/2017	RF	Call with David Reiner re the option amending agreement.	0.10
04/12/2017	RF	Call with Kelly Peters re the Geothermal System, including the various options and how they will work.	1.20
04/12/2017	RF	Further review of the draft purchase agreements. Circulated clean and blacklined revised drafts of the purchase agreement for the existing purchaser and the new purchasers.	0.50
04/13/2017	RF	Call with Toni Varone.	0.40
04/13/2017	RF	Received and reviewed numerous emails re geothermal and tarion.	0.10



Date	Initials	Description	Hours
04/13/2017	RF	Call with Kelly Peters re status of matters.	0.30
04/13/2017	RF	Received and reviewed email from Lilly Wong setting out revised language for section 20(b) of the purchase agreement. Responded with my comments thereon.	0.10
04/13/2017	RF	Call with Toni Varone re timing for occupancy	0.10
04/13/2017	RF	Call with Lilly. Call with Kelly re disclosure statement.	0.30
04/16/2017	RF	Received and reviewed numerous emails re [REDACTED] [REDACTED] Reviewed old emails to see where things had changed. Email to Kelly Peters re same. Email exchange with Tony Zaspalis re same.	0.70
04/17/2017	RF	Conference call with Blakes and Dickenson Wright lawyers re adjustments on closing, and caps.	0.70
04/17/2017	RF	Email to Kelly Peters containing the last version/draft of the purchase agreement before the document was split into two (new purchasers/existing purchasers) to send to Marc Lean.	0.10
04/17/2017	RF	Reviewed and revised Existing Purchasers Agreement. Inserted revised section 20(b). Ran blackline.	1.00
04/17/2017	RF	Reviewed and revised new purchaser's agreement. Inserted new section 20(b) language. Ran blackline.	1.00
04/17/2017	CN	Email correspondence with R. Fairbloom re revisions and cross-reference checks to APS drafts; review and mark-up same; email correspondence with R. Fairbloom re same;	2.50
04/18/2017	RF	Received and reviewed numerous emails re call today and status of matters. Call with Kelly Peters re same.	0.60
04/18/2017	RF	Call with Warren Kleiner re preparing a standard unit schedule/by-law for the condo docs, based on the feature sheet.	0.20
04/18/2017	RF	Received and reviewed numerous emails from Marc Lean, Brendan Bissell. etc. re closing adjustments and caps for the existing purchasers. Multiple calls with Kelly Peters. Call with Brendan Bissell. Reviewed and revised purchase agreement for both the new and	5.00



Date	Initials	Description	Hours
		existing purchasers.	
04/18/2017	WK	Discussions with R. Fairbloom; reviewing feature sheet;	0.40
04/18/2017	CN	Email correspondence with R. Fairbloom re Disclosure Statement schedule in Agreement of Purchase and Sale;	0.10
04/19/2017	RF	Discussions with Josh Disenhouse of our office re preparation of the Tarion Statement of Critical Dates and Schedules thereto. Reviewed draft purchase agreement with Josh.	0.70
04/19/2017	JSD	Phone calls with Ron Fairbloom to discuss tarion statement of critical dates and adjustment schedules for existing purchasers and new purchasers; begin to prepare tarion statement of critical dates for both existing purchasers and new purchaser; review tarion statement of critical dates in respect of Roof Assembly Dates.	4.40
04/19/2017	RF	Received and reviewed numerous emails re caps on adjustments, the deadline to finalize documents. Call with Kelly Peters re same. Further discussions with Josh Disenhouse re this matter.	0.80
04/19/2017	CN	Email correspondence with R. Fairbloom re review of agreements;	0.10
04/20/2017	JSD	Prepare Tarion Statement of Critical Dates for New Purchasers and existing Purchasers; review and revise Purchase Agreements for New Purchasers and Existing Purchasers; prepare Purchase Agreements for New Purchasers and Existing Purchasers, including schedules A, G and Tarion Addendum; Phone calls with R. Fairbloom to discuss Purchase Agreements and Tarion Statements of Critical Dates.	5.00
04/20/2017	RF	Received and reviewed numerous emails. Call with Lilly Wong re bank draft issues and payment of closing proceeds. Email exchange with Marc Lean. Call to Marc Lean, left a voice mail message.	0.40
04/20/2017	RF	Discussions with Josh Disenhouse of our office re the Tarion Statement of Critical Dates and the Tarion Addendum, including the schedules thereto.	4.20



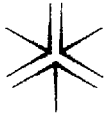
Date	Initials	Description	Hours
		Reviewed and revised the draft Tarion Addendum and Statement of Critical Dates, along with Schedules thereto, including Schedules BI and BII setting out the adjustments to be collected on final closing. Compared same to the draft purchase agreements. Discussions with Josh Disenhouse of our office re same. Call with Brendan Bissell. Emails to Kelly Peters. Email to Lilly Wong.	
04/20/2017	WK	Drafting standard unit by-law; email to R. Fairbloom;	3.00
04/20/2017	RF	Call with Kelly Peters. Email to group at large, containing the two purchase agreements, with Schedules A, G and TA attached.	0.10
04/20/2017	RF	Received and reviewed email from Kelly with draft condo docs. Email to Julian McNabb re most up to date budget. Email to Tony Zaspalis re same.	0.20
04/21/2017	JSD	Phone call with R. Fairbloom to determine final version of declaration documents; send email correspondence to Ms. Peters attaching declaration document.	0.20
04/25/2017	RF	Received emails from Tony Zaspalis re surplus parking units. Email to Tony in response to his questions.	0.20
04/25/2017	RF	Email exchange and call with Kelly Peters. Email exchange with Tony Zaspalis. Call with Josh Disenhouse re form of Declaration to be included in the notice.	0.30
04/26/2017	JSD	Organize file and correspondence	0.10
04/27/2017	RF	Conference call with Genesis' lawyers, Kelly Peters and Brandon Bistell.	0.50
04/27/2017	RF	Call with Kelly Peters re orders, status and surplus parking.	0.30
04/27/2017	RF	Reviewed draft language for order and provided Kelly with my comments thereon.	0.10
		Total Hours	48.50

Please return the Account Summary and Remittance Form with your payment.

Terms: Accounts due when rendered. Interest at the rate of 12.0% per annum will be

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charged on accounts overdue 30 days or more. Any disbursements not posted to your account on the date of this account will be billed later.



Our Fee: **\$26,086.50**

TK ID	Initials	Name	Title	Rate	Hours	Amount
02477	CN	C. Newbert	Associate	\$270.00	2.70	\$729.00
00974	JSD	J. Disenhouse	Associate	\$310.00	9.70	\$3,007.00
00976	RF	R. Fairbloom	Partner	\$625.00	32.20	\$20,125.00
02589	SK	S. Kanthavel	Paraprofession al	\$235.00	0.50	\$117.50
00784	WK	W. Kleiner	Partner	\$620.00	3.40	\$2,108.00

Ontario HST 13% (R119440766)
On Fees \$3,391.25

Total Amount Due \$29,477.75

E.&O.E.



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F 416.595.8695

MILLERTHOMSON.COM

May 31, 2017

Invoice Number 3037736

Alvarez Marsal Canada Inc.,
in its capacity AS Court Appointed Receiver
and Manager and Construction Lien Trustee
or Urbancorp (Leslieville) Developments Inc.

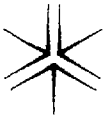
To Professional Services Rendered in connection with the following matter(s) including:

Re: Urbancorp - Leslieville - condo development
Our File No. 0220330.0001

Date	Initials	Description	Hours
04/20/2017	RF	Discussions with Warren Kleiner re preparing a standard unit schedule or by-law	0.10
04/21/2017	RF	Received and reviewed numerous emails from Kelly Peters and Tony Zaspalis re the final version of the Budget. Email to Julian McNabb of FirstService asking for a copy of same. Email to Matt Newton of FirstService asking for same. Email and call with Kelly Peters re same. Email exchanges re Schedule D to the Declaration and where it fits into the condo docs.	0.30
04/28/2017	RF	Call with Ryan Gruneir re info we need to populate the purchase and sale agreements.	0.50
04/28/2017	RF	Detailed call with Kelly Peters re [REDACTED]	0.40
04/28/2017	EMC	Meeting with Mr. Fairbloom to discuss matter;	0.40
04/28/2017	RF	Meeting with Ethan Campbell and Francois Bourgault regarding assembling purchaser packages.	0.40
04/28/2017	RF	Discussions with Susan Crisp, Head Clerk and Sharmilaa Kanthavel re coordinating the purchaser packages.	0.30



Date	Initials	Description	Hours
04/30/2017	RF	Received and reviewed email from Lilly Wong re the purchaser packages. Responded to Lilly's email. Received and reviewed numerous emails sent between Susan Rosen, Lilly Wong and Kelly Peters re service of the packages. Sent my response	0.30
05/01/2017	RF	Received and reviewed email from Kelly Peters, asking for a copy of the acknowledgement to be signed by each purchaser, confirming receipt of the APS and Condo Docs. Sent same to Kelly.	0.30
05/01/2017	EMC	Meeting with Mr. Fairbloom and other team members; draft documentation;	4.00
05/01/2017	RF	Email to Kelly Peters re the bullet points in the purchase agreement. Call with Kelly Peters re cover letter to purchasers.	0.20
05/01/2017	RF	Meeting with Sharmilaa Kanthavel, Ethan Campbell and Francois Bourgault re putting together the purchaser packages. Walked though all docs, made some updates to the missing info in the purchase agreement. Discussed the Tarion Statement of Critical Dates, etc...	1.20
05/01/2017	RF	Discussions with Kelly Peters re dates to be inserted in APS. Amended form of APS accordingly.	0.30
05/01/2017	RF	Meeting with Ethan and Francois re the first package. Reviewed same and provided comments thereon.	0.20
05/01/2017	RF	Call with Kelly Peters re the language in Schedule H to the purchase agreement, being the acknowledgement of the receipt of the condominium documents. Amended Schedule H based on our discussions.	0.40
05/01/2017	RF	Reviewed draft purchase agreement for Suite 102 and revised same. Sent a copy of the purchase agreement for Suite 102 to Tony Zaspalis and Ryan Gruneir	1.20
05/01/2017	FB	Meeting with R. Fairbloom and other team members; draft and revise documentation;	2.90
05/01/2017	SK	Attend to meeting with R. Fairbloom, E. Campbell and F. Bourgault;	1.20
05/02/2017	EMC	Draft documentation; multiple meetings with Mr. Fairbloom to discuss same;	13.60



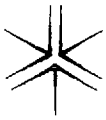
Date	Initials	Description	Hours
05/02/2017	RF	Meeting with Sharmilaa, Ethan and Francois re status of purchase agreement for the individual purchasers.	0.30
05/02/2017	RF	Call with Tony Zaspalis re adding orders or just reference thereto in the purchase agreement.	0.20
05/02/2017	RF	Call to Tony Zaspalis re the Purchase Agreement and schedules to be attached thereto. Call and email to Kelly Peters to discuss the inclusion of the schedules to the Orders. Meeting with Ethan and Francois re status of the compiled purchaser packages and how to deal with the Schedules attached to the Purchaser Package Approval order.	1.00
05/02/2017	RF	Reviewed and revised the purchaser package for Suite 107. Discussions with Ethan and Francois re same.	0.40
05/02/2017	RF	Reviewed the revised draft of the Disclosure Statement, as amended by Kelly Peters. Kelly made some amendments beyond the bankruptcy clauses. Revised same to comply with the condominium act. Updated the table of contents forming part of the Disclosure Statement .	1.20
05/02/2017	RF	Worked to prepare the condominium documents for purchaser package	2.00
05/02/2017	RF	Compiled Disclosure, Budget and Declaration to be bound with the remaining disclosure documents.	2.50
05/02/2017	FB	Draft and revise documentation; prepare APS packages; multiple meetings with R. Fairbloom to discuss same;	13.60
05/02/2017	SK	Meeting with R. Fairbloom and students to discuss status of APS;	0.30
05/02/2017	SK	Review of revisions of Agreements and attached schedules;	5.00
05/03/2017	EMC	Draft documentation; prepare documents for service;	9.30
05/03/2017	RF	Call with Kelly Peters re the preparation of the purchaser packages, the inclusion of the orders and the schedules attached thereto.	0.60
05/03/2017	RF	Received and reviewed email chain between Tony	0.10



Date	Initials	Description	Hours
		Zaspalis and Doug McIntosh	
05/03/2017	RF	Meeting with Tony Zaspalis re the purchaser package.	1.70
05/03/2017	RF	Call with Kelly Peters re the Settlement Notice Letter.	0.20
05/03/2017	RF	Meeting with Sharmilaa re the purchase agreements and condo docs.	0.50
05/03/2017	RF	Tried unsuccessfully to reformat the Settlement Notice Letter. Email to Tony Zaspalis and Kelly Peters re same. Received and reviewed a revised draft from Ryan Gruneir	0.50
05/03/2017	RF	Reviewed and revised the form of Settlement Notice, including relocating and renaming the schedules attached thereto, which makes delivery of the various documents easier to understand for the Purchaser.	0.70
05/03/2017	RF	Further revised the Settlement Notice, by removing B-2 and B-3, and including them all in B as a complete New APS. Sent blackline to Kelly.	0.20
05/03/2017	RF	Further discussions with Kelly Peters re the form of Settlement Notice Letter.	0.40
05/03/2017	FB	Draft and revise documentation; prepare documents for service;	9.30
05/03/2017	SK	Review and revision of Agreements; putting together Agreements and Disclosure packages;	11.00
05/03/2017	LM	Obtaining instructions for R. Fairbloom and S. Kanthavel; preparation of condo documents for packages;	11.00
05/03/2017	MN	Double check spelling of names and addresses on Agreement of Purchase and Sale with S. Kanthavel; photocopy and assemble Agreements of Purchase and Sale;	10.00
05/04/2017	JSD	Prepare execution copies of Agreements of Purchase and Sale for existing purchasers for execution.	0.90
05/04/2017	RF	Worked to finalize purchaser packages, containing the Settlement Notice Letter, two copies of the purchase agreement, separated in accordance with the Settlement Notice Letter, along with the condominium documents, for each of the 54 original purchasers.	8.50



Date	Initials	Description	Hours
		Email and telephone calls with Kelly Peters and with Tony Zaspalis. Met with Tony Zaspalis to review and sign the Settlement Notice Letter. Amended the Settlement Notice Letter based on Tony's comments. Reviewed compiled purchaser packages. Met with Doug McIntosh of A&M to review and sign purchase agreements. Worked to finalize and assemble the individual purchaser packages.	
05/04/2017	SK	Preparation of first page of settlement notices to individual purchasers;	13.00
05/04/2017	LM	Meeting with S Kanthavel obtaining further instructions; composing packages for purchasers;	12.00
05/04/2017	MN	Assemble Agreements of Purchase and Sale; Edited documents for settlement notice letter; photocopy and put together settlement notice letter; organize Agreements of Purchase and Sale for execution by clients; assemble settlement notice letter and Agreements of Purchase and Sale;	11.00
05/05/2017	RF	Discussions with Sharmilaa of our office re service requirements. Calls with Kelly Peters re service by courier.	0.20
05/05/2017	RF	Received and reviewed numerous emails from Doug McIntosh and Tony Zaspalis re the new foreign home buyers tax, and the status of the purchasers	0.20
05/05/2017	RF	Email exchange with Tony Zaspalis, re the purchaser packages. Email from Kelly Peters re the deceased purchasers. Emails with Sharmilaa re same.	0.20
05/05/2017	SK	Assembling purchaser's packages; providing instructions to office services re delivery of packages; telephone correspondence with Ryan Giruneir regarding incomplete addresses for purchaser's;	4.50
05/05/2017	LM	Completion of final packages and arranging couriers;	4.00
05/05/2017	MN	Completion of final packages and arranging couriers;	1.00
05/08/2017	RF	Received and reviewed emails	0.30
05/08/2017	RF	Received and reviewed email chain re the courier advising that the purchaser of Unit 106 does not live at the address we have.	0.10



Date	Initials	Description	Hours
05/08/2017	RF	Email exchange with Tony Zaspalis re the purchaser packages	0.10
05/08/2017	SK	Assembling purchaser's packages; Suite 202 - receipt of instructions from R. Fairbloom; preparation of purchaser's package, scan and email electronic copy to purchaser; correspondence with client re same;	2.00
05/09/2017	RF	Call from purchasers of Suite 119.	0.30
05/09/2017	SK	Suite 318 - Correspondence with client re delivery of purchaser's package; discuss with office services re delivery of courier; assemble purchaser's package and deliver same via email; correspondence with purchaser;	2.00
05/09/2017	RF	Received and reviewed emails re opening trust accounts to hold purchaser's deposits.	0.10
05/10/2017	RF	Received and reviewed emails re the opening of a trust account to hold purchaser's deposits.	0.10
05/11/2017	RF	Email and call to Marc Lean re the purchaser packages.	0.40
05/11/2017	RF	Call with Tony Zaspalis and Ryan Gruneir re the purchase packages and in particular Suites 318 and 202.	0.40
05/11/2017	SK	Telephone conference with client re delivery of purchaser's package for Suite 202 and Suite 318; assemble 3 sets of purchaser's packages for client's records; assemble purchaser's packages for Suite 318 for client's execution;	2.00
05/15/2017	RF	email exchange with Ryan Gruneir re purchaser's question	0.10
05/15/2017	RF	Received and reviewed another email from Ryan Gruneir re an undated APS. Reviewed Settlement Notice Letter. Sent Ryan my response.	0.20
05/15/2017	RF	Call with Ryan Gruneir re certain deficiencies in purchaser opt in packages.	0.20
05/16/2017	RF	Received and reviewed email from Rob Sabato of Craft, requesting an electronic copy of the purchase agreement and condo docs. Organized and sent Rob	0.40



Date	Initials	Description	Hours
		pdf copies of both purchase agreements and the condo docs.	
05/17/2017	RF	Call with Kelly Peters re preparing an affidavit re the purchaser packages that we sent out. Email exchange with Tony Zaspalis re same. Discussion with Sharmilaa Kanthavel re the preparation of the affidavit of service. Reviewed early draft of the affidavit.	0.60
05/17/2017	RF	Call to Kelly Peters re an affidavit of service for the purchaser packages. Meeting with Sharmilaa Kanthavel re preparation of the affidavit of service of the purchaser packages.	0.60
05/17/2017	RF	Call with Kelly Peters re Tarion and certificates on closing.	0.40
05/17/2017	RF	Call with Ryan Gruneir and Tony Zaspalis re the two units which are supposed to receive Storage Units, as a result of their basement being reduced in size.	0.30
05/17/2017	SK	Preparation of Affidavit, together with Schedule A, B, C and D; review courier confirmation; discuss with R. Fairbloom; telephone and email correspondences with Kelly Peters;	6.00
05/18/2017	RF	Received and reviewed an email from Kelly Peters re Tarion Coverage. Call with Kelly Peters re Tarion and coverage.	0.30
05/18/2017	RF	Reviewed and revised form of affidavit of service re the purchaser packages. Discussions with Sharmilaa Kanthavel re same. Signed final version	0.40
05/18/2017	RF	Call with Ryan Gruneir re two units which are supposed to receive Storage Units, as their basements were reduced.	0.10
05/18/2017	RF	Prepared a form of amendment, including a storage unit into the purchase of the Unit for Suites 306 and 315. Sent same to Ryan Gruneir and Tony Zaspalis for review.	0.70
05/18/2017	AM	Receipt and review of email correspondence and supporting documentation from Mr. Wren and Mr. Fairbloom; draft email to Mr. Fairbloom regarding same;	0.30

Please return the Account Summary and Remittance Form with your payment.

Terms: Accounts due when rendered. Interest at the rate of 12.0% per annum will be charged on accounts overdue 30 days or more. Any disbursements not posted to your account on the date of this account will be billed later.



Date	Initials	Description	Hours
05/18/2017	RF	Received and reviewed an email from Kelly Peters containing a form of power of attorney, asking that we comment on same. Email to Mike Wren of our office for his comments on the document.	0.10
05/19/2017	RF	Received and reviewed the purchaser package for suite 312, which was returned. Discussions with Sharmilaa Kanthavel of our office re same. Call to Ryan Gruneir re same.	0.30
05/19/2017	RF	Call with Kelly Peters re Suite 312 purchaser package, which was returned unopened.	0.20
05/19/2017	RF	Received and reviewed an email from Tony Zaspalis advising of the status of the Opt-Ins.	0.10
05/22/2017	AM	Receipt and review of email from Mr. Fairbloom; exchange of emails with Mr. Fairbloom regarding same;	0.30
05/25/2017	RF	Received and reviewed email chain between Lilly Wong and group re the CP Checklist and setting up a call.	0.10
05/26/2017	RF	Received and reviewed an email from Ryan Gruneir re the purchaser of Suite 105 has rescinded the APS during the 10 day rescission period. Responded to Ryan's email.	0.10
05/26/2017	RF	Received a draft letter to purchasers prepared by Lilly Wong regarding the waiver/satisfaction of the Settlement Condition. Reviewed purchase agreement to confirm the terms of the draft letter. Email to Lilly Wong advising that the letter is satisfactory.	0.40
05/29/2017	RF	Received and reviewed an email and fax from Jeff Dobbin, purchaser of Suite 202, advising of his rescission of the purchase agreement.	0.10
05/29/2017	RF	Received and reviewed correspondence from the solicitor for the purchasers of Suite 505, asking for amendments to the purchase agreement. Sent same to Ryan Gruneir and Tony Zaspalis asking for instructions.	0.10

Total Hours

185.90



Our Fee: 45,522.65

TK ID	Initials	Name	Title	Rate	Hours	Amount
00902	AM	A. Minard	Partner	\$450.00	0.60	\$270.00
02536	EMC	E. Campbell	Associate	\$195.00	27.30	\$5,323.50
02534	FB	F. Bourgault	Student	\$195.00	25.80	\$5,031.00
00974	JSD	J. Disenhouse	Associate	\$310.00	0.90	\$279.00
02189	LM	L. McInnes	Legal Assistant	\$30.85	27.00	\$832.95
02633	MN	M. Nguyen	Legal Assistant	\$30.85	22.00	\$678.70
00976	RF	R. Fairbloom	Partner	\$625.00	35.30	\$22,062.50
02589	SK	S. Kanthavel	Paraprofessional	\$235.00	47.00	\$11,045.00

Taxable Disbursements

Taxi	171.86	
Total Taxable Disbursements	<u>171.86</u>	\$171.86

Total Fees and Disbursements \$45,694.51

Ontario HST 13% (R119440766)

On Fees		\$5,917.94
On Disbursements		\$22.34

Total Amount Due \$51,634.79

E.&O.E.



MILLER THOMSON
AVOCATS | LAWYERS

MILLER THOMSON LLP
SCOTIA PLAZA
40 KING STREET WEST, SUITE 5800
P.O. BOX 1011
TORONTO, ON M5H 3S1
CANADA

T 416.595.8500
F 416.595.8695

MILLERTHOMSON.COM

June 30, 2017

Invoice Number 3058543

Alvarez Marsal Canada Inc.,
in its capacity AS Court Appointed Receiver
and Manager and Construction Lien Trustee
or Urbancorp (Leslieville) Developments Inc.

To Professional Services Rendered in connection with the following matter(s) including:

Re: Ubancorp - Leslieville - condo development
Our File No. 0220330.0001

Date	Initials	Description	Hours
05/30/2017	RF	Received and reviewed an email chain re Suite 508, between Ryan Gruneir and the purchaser's solicitors. Sent an email to Ryan re same.	0.10
05/30/2017	RF	Reviewed and responded to correspondence from the solicitor for the purchaser of Suite 508.	0.20
05/31/2017	RF	Call with Ryan Gruneir re obtaining a list of all opt in purchasers, so that we can prepare confirmation letters. Call with Sharmilaa Kanthavel advising that there are 39 opt in purchasers and that we need to provide each one with a confirming letter.	0.40
05/31/2017	RF	Received and reviewed a list of opt in purchasers from Ryan Gruneir	0.10
05/31/2017	RF	Received and reviewed revised letter to purchasers advising of the Effective Date. Discussions with Sharmilaa Kanthavel re same.	0.10
05/31/2017	RF	Meeting with Sharmilaa Kanthavel re the notice of Effective Date. Email to CIBC to confirm wire instructions for account.	0.40
05/31/2017	RF	Reviewed Effective Date of Settlement Approval Order. Amended the letter confirming the Effective Date to be May 31, 2017. Confirmed the date that is	0.50



Date	Initials	Description	Hours
		40 days thereafter, being the day that the New Deposit is due. Discussions with Sharmilaa Kanthavel re same. Sent copy of same to group.	
05/31/2017	RF	Received and reviewed an email from Kelly Peters re the timing of sending out the Notice of Effective Date. Kelly suggests after all matters with Terra Firm are finalized, which may be Monday June 5th. Email to Lilly Wong and Kelly Peters re same.	0.10
05/31/2017	RF	Received and reviewed an email from Lilly Wong, re timing to send out the Effective Notice letters.	0.10
Total Hours			2.00

Our Fee: 1,250.00

TK ID	Initials	Name	Title	Rate	Hours	Amount
00976	RF	R. Fairbloom	Partner	\$625.00	2.00	\$1,250.00

Taxable Disbursements

Delivery	943.17	
Total Taxable Disbursements	<u>943.17</u>	\$943.17

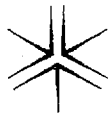
Total Fees and Disbursements \$2,193.17

Ontario HST 13% (R119440766)

On Fees	\$162.50
On Disbursements	\$122.61

Total Amount Due \$2,478.28

E.&O.E.



MILLER THOMSON
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July 31, 2017

Invoice Number 3075191

Alvarez Marsal Canada Inc.,
in its capacity as Court Appointed Receiver
and Manager and Construction Lien Trustee
of Urbancorp (Leslieville) Developments Inc.

To Professional Services Rendered in connection with the following matter(s) including:

Re: Urbancorp - Leslieville - condo development
Our File No. 0220330.0001

Date	Initials	Description	Hours
05/11/2017	SK	Telephone conversation with client re delivery of purchaser's packages for Suite 202 and 318; assemble of 3 sets of purchase packages for client's records; assemble purchaser's package for Suite 318 for client's execution;	2.00
05/17/2017	SK	Affidavit, Schedule A, B, C, and D; review courier confirmation and discuss with R. Fairbloom; telephone, email correspondences with K. Peters;	6.00
05/31/2017	SK	Preparation of letters to 38 opt-in purchasers re deposit and effective date of May 31, 2017 and wire instructions;	3.00
06/01/2017	RF	Received and reviewed email from Tony Zaspalis re Effective Date letters. Advised Tony that we are holding off until we are instructed otherwise.	0.10
06/01/2017	RF	Email exchange with representative from CIBC re the segregated trust account and wire instructions.	0.10
06/01/2017	RF	Received and reviewed email chain from Ryan Gruneir re Suite 508. Reviewed purchase agreement. Responded to Ryan's question re directing title to a spouse.	0.20
06/02/2017	RF	Received and reviewed email form Lilly Wong enclosing revised confirmation of CP documents	0.10



Total Hours **11.50**

Our Fee: **\$2,897.50**

TK ID	Initials	Name	Title	Rate	Hours	Amount
00976	RF	R. Fairbloom	Partner	\$625.00	.50	\$312.50
02589	SK	S. Kanthavel	Paraprofessional	\$235.00	11.00	\$2,585.00

Taxable Disbursements

Delivery	83.24
Delivery	15.25

Total Taxable Disbursements **\$98.49**

Total Fees and Disbursements **\$2,995.99**

Ontario HST 13% (R119440766)

On Fees \$376.67

On Disbursements \$12.80

Total Amount Due **\$3,385.46**

E.&O.E.

This is Exhibit "C" referred to in the affidavit
of Ron Fairbloom, sworn before me
this 15th day of June, 2018



A COMMISSIONER FOR TAKING AFFIDAVITS

Sharmilaa Kanthavel, a Commissioner, etc.,
Province of Ontario, for Miller Thomson LLP,
Barristers and Solicitors.
Expires March 30, 2019.

ADDITIONAL INFORMATION RELATING TO ACCOUNTS

LAWYER	TITLE	YEAR OF CALL	HOURS WORKED	WORKED RATE	TOTAL
Sharmilaa Kanthanvel	Law Clerk		58.50	\$235.00	\$13,747.50
Penny Rosu-Myles	Law Clerk		0.20	\$250.00	\$ 50.00
Ron Fairbloom	Partner	2001	137.4	\$625.00	\$85,875.00
Joshua Disenhouse	Associate	2014	14.10	\$310.00	\$ 4,371.00
Megan Mackey	Partner	2004	0.30	\$545.00	\$ 163.50
Craig Mills	Partner	1998	0.70	\$655.00	\$ 458.50
Warren Kleiner	Partner	2000	3.80	\$620.00	\$ 2,356.00
Chris Newbert	Associate	2016	4.30	\$270.00	\$ 1,161.00
Alison Minard	Partner	2009	0.60	\$450.00	\$ 270.00
Ethan Campbell	Associate	2017	27.30	\$195.00	\$ 5,323.50
F. Bourgault	Student		25.80	\$195.00	\$ 5,031.00
Michelle Nguyen	Legal Assistant		22.00	\$30.85	\$ 678.70
Lizann McInnes	Legal Assistant		27.00	\$30.85	\$ 832.95
Total			322.00		\$120,318.65

This is Exhibit "D" referred to in the affidavit
of Ron Fairbloom, sworn before me
this 15th day of June, 2018



A COMMISSIONER FOR TAKING AFFIDAVITS

Sharmilaa Kanthavel, a Commissioner, etc.,
Province of Ontario, for Miller Thomson LLP,
Barristers and Solicitors.
Expires **March 30, 2019.**

INVOICE SUMMARIES

DATE	INVOICE #	FEEES	DISBS	SUBTOTAL	HST	TOTAL
March 31, 2017	3019070	\$44,562.00	\$0.00	\$44,562.00	\$5,793.06	\$50,355.06
April 30, 2017	3032100	\$26,086.50	\$0.00	\$26,086.50	\$3,391.25	\$29,477.75
May 31, 2017	3037736	\$45,522.65	\$171.86	\$45,694.51	\$5,940.28	\$51,634.79
June 30, 2017	3058543	\$1,250.00	\$943.17	\$2,193.17	\$285.11	\$2,478.28
July 31, 2017	3075191	\$2,897.50	\$98.49	\$2,995.99	\$389.47	\$3,385.46
TOTAL		\$120,318.65	\$1,213.52	\$121,532.17	\$15,799.17	\$137,331.34

CANADIAN IMPERIAL BANK OF
COMMERCE
Applicant

And

URBANCORP
(LESLIEVILLE)
DEVELOPMENTS ET
AL.
Respondent

Court File No: CV-16-11409-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

FEE AFFIDAVIT

**MILLER THOMSON LLP
SCOTIA PLAZA
40 KING STREET WEST, SUITE 5800
P.O. BOX 1011
TORONTO, ON CANADA M5H 3S1**

Ron Fairbloom LSUC#: 43915o
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Fax: 416.595.8695
Email: rfairbloom@millerthomson.com

Lawyers for Alvarez & Marsal Canada Inc.,
in its capacity as Construction Receiver

CANADIAN IMPERIAL BANK OF COMMERCE V. URBANCORP (LESLIEVILLE)
DEVELOPMENTS INC. et. al.

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

**COMPENDIUM OF FEE AFFIDAVITS
(Returnable June 26, 2018)**

BLAKE, CASSELS & GRAYDON LLP
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Independent Counsel for Alvarez & Marsal Canada Inc., in its capacity as both Receiver and Manager, and Construction Lien Trustee of the assets, undertakings and property of Urbancorp (Leslieville) Developments Inc., Urbancorp (Riverdale) Developments Inc., and Urbancorp (The Beach) Developments Inc.