

Barristers & Solicitors

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

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #659225 -- page 12

PAYMENT OPTIONS

**Cheque payable to GOODMANS LLP - mailed to our office; OR
by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Jay Carfagnini, Matter # 143291, Invoice # 659225 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

February 9, 2016

Our File No.: 143291

Via Email

Alvarez & Marsal Canada ULC
2900 South Tower, Royal Bank Plaza
200 Bay Street, PO Box 22
Toronto, ON M5J 2J1

Attention: Douglas McIntosh

Dear Sirs:

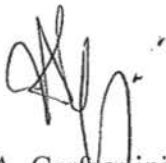
Re: Project Yellow

Please find enclosed our interim account for professional services rendered in connection with the above matter for the period up to and including January 31, 2016.

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

Yours truly,

Goodmans LLP



J. A. Carfagnini
JAC/eg
encl.

February 8, 2016

Alvarez & Marsal Canada ULC
 2900 South Tower, Royal Bank Plaza
 200 Bay Street
 PO Box 22
 Toronto, ON
 Canada M5J 2J1

ATTENTION: Douglas McIntosh

OUR FILE NO. AAMC 143291
 OUR INVOICE NO. 660042
 GST/HST REGISTRATION NO. R119422962

Re: Project Yellow

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

- 01/06/16 Preliminary review of [REDACTED] materials; various emails.
- 01/15/16 Reviewing reasons for judgment re: rejection of Plan.
- 01/17/16 Dealing with Court Order re: meeting; review Reasons and Directions to Monitor; conference calls J. Carfagnini, D. McIntosh; strategy for proceeding.
- 01/17/16 Receive and review correspondence from S. Obal re: insurance matter; e-mail to M. Wagner.
- 01/17/16 Review [REDACTED] response re: claim valuation; prepare for meeting.
- 01/18/16 Review summary of s. 40 and s. 357 tax appeals.
- 01/18/16 Preparation for and attend meetings Oslers, TCC, A&M, Goodmans re: January 15, 2016 Order from Morawetz J.; strategy for proceeding; arrange meetings with constituents as per Court direction; conference call with Blakes re: status of landlord negotiations; strategy for proceeding; conference call with S. Raicek re: landlord negotiations and status; dealing with J. Swartz re: Target Corp. matters; dealing with C. Francis re: [REDACTED] lease claim.
- 01/18/16 Correspondence with K. Herlin re: [REDACTED]
- 01/18/16 Reviewing HST assessment; telephone call Oslers.
- 01/18/16 Discussion with J. Wadden re: potential [REDACTED] claim and mitigation issues; reviewing materials related to [REDACTED] ability to mitigate damages [REDACTED] summarizing same for J. Wadden.
- 01/18/16 Participate in call with M. Wagner and solicitor for [REDACTED]

pursuant to discussion review documentation; review lease amending agreement; exchange emails with Osler re: same; respond to numerous queries from solicitor for [REDACTED]

- 01/18/16 Correspondence with A. Hutchens and with S. Obal re: insurance matter; conferences with K. Hodges; receive and review from A. Lockhart proposed correspondence to be sent to [REDACTED] re: [REDACTED]; correspondence with S. Ferguson [REDACTED] [REDACTED] correspondence to A. Lockhart; review litigation claims matters.
- 01/18/16 Meeting with A. Hutchens, G. Karpel, J. Wadden, A&M Valuations re: [REDACTED] claim; email correspondence re: vendor creditors meetings re: January 15 endorsement; meeting with G. Karpel, M. Wagner, C. Prophet, V. Kotecha, G. Yee, T. Lee re: [REDACTED] claim; phone conference with M. Wagner, T. Sandler re: revised Plan; email correspondence re: motion fees; reviewing notices of dispute.
- 01/18/16 Discussion with J. Mighton and M. Wagner.
- 01/18/16 Claims: review endorsement re: Plan; review [REDACTED] information requests.
- 01/18/16 Updating the NOD claims binders; organizing CRA claims for printing.
- 01/18/16 Prepare for and participate in conference call re: [REDACTED] meeting; conference call with client; meeting with K. Gerow re: research re: [REDACTED] review documents re: [REDACTED] prepare for and participate in meeting with [REDACTED] counsel; meeting with J. Mighton; revise email; update to client re: EPL.
- 01/18/16 Conference call with K. Herlin and C. Francis re: [REDACTED] matters and correspond re: same; speak to J. Mighton re: status update; speak to J. Carfagnini re: status update; conference call with Monitor, Monitor valuations team, J. Wadden and J. Mighton re: preparation for [REDACTED] meeting; meeting with C. Prophet, [REDACTED] representatives, Richters, G. Karpel, S. Murray, G. Yee, J. Mighton and J. Wadden re: [REDACTED] claim matters; conference call with working group re: Plan matters.
- 01/19/16 Correspondence to Oslers re: merits of tax appeals.
- 01/19/16 Preparation for and attend meeting with Creditor Committee re: Plan status, next steps; preparation for and attend conference call J. Carfagnini, D. McIntosh, L. Rogers re: Plan status, next steps; attend meeting with A&M re: Plan modeling and scenarios [REDACTED] [REDACTED] correspondence from M. Gottlieb re: motion to approve filing of Plan.
- 01/19/16 Telephone conference with S. Raicek (2x) re: [REDACTED] property; telephone conference with D. McIntosh re: same.
- 01/19/16 Telephone consultation with G. Ackerley; telephone consultation with R. Gillott; telephone consultation with L. Rauccio; telephone consultation with D. Smith [REDACTED]; telephone consultation with L. Podnevar; telephone consultation with D. Sterescu [REDACTED]; telephone consultation with A. Faint [REDACTED]

Invoice #660042 -- page 3

- 01/19/16 Reviewing CRA claims; discussion with M. Sherman; email to M. Wagner; reviewing email and material from Oslers.
- 01/19/16 Discussions with M. Wagner re: ██████████ claim; exchange emails with Osler solicitor for Target re: same; receipt documents from them; telephone call with Osler re: ██████████ and subsequent lease amendment by ██████████ exchange of emails re: realty tax appeals.
- 01/19/16 Negotiating settlements with litigation claimants; updating litigation claims binder and relevant documentation; emailing client re: litigation claims update; responding to NODs.
- 01/19/16 Review litigation claims and proposed correspondence; conferences with K. Hodges; correspondence with A. Lagatta re: ██████████ correspondence with A. Lockhart re: insurance matters.
- 01/19/16 Meeting with D. McIntosh, A. Hutchens, G. Karpel, J. Carfagnini, M. Wagner, J. Carhart, M. Solmon, L. Brzezinski, A. Teodorescu Y. Katirai, D. Murdoch, T. Sandler, J. Dacks re: January 15 endorsement and procedural steps; post-creditor-meeting discussion re: plan and next steps; phone conference with A. Lockhart, A. Hutchens re: ██████████ reviewing materials re: ██████████ email correspondence re: CRA assessment.
- 01/19/16 Review CRA binder.
- 01/19/16 Updating NOD binders and NOD CRA binders; delivering binders to A&M.
- 01/19/16 Meeting with trade members of Consultative Committee re: Plan matters; meeting with trade members of Consultative Committee, T. Sandler and J. Dacks re: Plan matters; meeting with working group re: Plan matters; speak to K. Herlin re: ██████████ matters; correspond re: same; speak to K. Hodges re: litigation claim matters and correspond re: same; speak to A. Hutchens re: late filed claims, status update; correspond re: payable to TCC and speak to J. Mighton re: same; correspond re: tax matters.
- 01/20/16 Preparation for and attend meeting with TCC, A&M, Oslers, Goodmans re: Plan; preparation for and attend meeting Goodmans, A&M re: Plan modeling, strategy for proceeding; preparation for and attend meeting with Consultative Committee, trade creditors, W. Sasso, S. Strosberg, pharmacists re: implications of Endorsement of Morawetz J. on Plan; dealing with landlord counsel re: Plan issues; correspondence M. Gottlieb re: costs submissions by objecting landlords; dealing with C. Francis re: ██████████ claim.
- 01/20/16 Email to the Monitor re: HST; reviewing draft letter.
- 01/20/16 Reviewed Intercompany Report to assess process for preference review in respect of intercompany claims.
- 01/20/16 Telephone call A. Hutchens and M. Wagner to discuss latest claims with ██████████ landlord; briefly review lease amending agreement signed with ██████████
- 01/20/16 Negotiating settlements with litigation claimants; updating litigation claims binder and relevant

documentation; emailing client re: litigation claims update; responding to NODs.

- 01/20/16 Receive and review correspondence from A. Lagatta re: [REDACTED] correspondence with A. Lagatta; review and revise proposed responses to litigation claims; receive and review correspondence from A. Lagatta re: [REDACTED]
- 01/20/16 Phone conference with W. Sasso, J. Carfagnini, M. Wagner, T. Sandler, J. Dacks re: January 15 endorsement and procedural steps; meeting with D. McIntosh, A. Hutchens, G. Karpel, J. Dacks, T. Sandler, M. Wagner re: revised Plan; meeting with various vendor representatives re: January 15 endorsement and procedural steps; attending at Osler offices for meeting with A. Hutchens, A. Lockhart, R. Roberts re: [REDACTED] settlement.
- 01/20/16 Review tax issues.
- 01/20/16 Revising index and binders for NOD claims.
- 01/20/16 Speak to K. Herlin re: [REDACTED] matters; meeting with trade stakeholders re: Plan matters; meeting with working group re: Plan matters; correspond re: tax matters; conference call with J. Carfagnini, T. Sandler, J. Dacks, S. Obal, J. Mighton, B. Sasso and S. Strosberg re: Plan matters; conference call with A. Hutchens and K. Herlin re: [REDACTED] correspond re: cost matters.
- 01/21/16 Correspondence re: merits of tax appeals.
- 01/21/16 Dealing with Commercial Court re: case conference; dealing with TCC and landlords re: same; preparation for and attend meetings re: revised Plan; meeting with Oslers, A&M re: models and Plan structure; dealing with C. Francis re: landlord claims.
- 01/21/16 Review letter from Oslers; discussion with M. Sherman; discussion re: proof of claim.
- 01/21/16 Attended meeting to discuss preference review in respect of intercompany claims.
- 01/21/16 Exchange emails and voicemail messages with solicitor for [REDACTED] telephone call to her to discuss outstanding issues with respect to [REDACTED] receipt of signed [REDACTED] landlord agreement for [REDACTED] briefly review same; participate in conference call with M. Wagner and solicitor for landlord at [REDACTED] exchange emails with M. Wagner re: possible settlement compromise; brief discussions with J. Carfagnini re: same.
- 01/21/16 Review correspondence re: various litigation claims; review litigation claims matters; conferences with K. Hodges.
- 01/21/16 Phone conference with S. Glustein, K. Baltus, J. Lundquist re: [REDACTED] disclaimer.
- 01/21/16 Review Osler letter; review CRA claims to Monitor; reconcile numbers; discussion with Osler.
- 01/21/16 Claims: [REDACTED] review NOA and materials.
- 01/21/16 Updating NOD binders; delivery to A&M of same.
- 01/21/16 Review [REDACTED] objectives.

Invoice #660042 -- page 5

- 01/21/16 Attend to [REDACTED] matters and conference call with K. Herlin and C. Francis re: same; preference review meeting with working group; conference call with K. Herlin and M. Cooper re: [REDACTED] matters, indemnity matters; speak to G. Karpel and A. Lockhart re: Plan matters; speak to J. Carfagnini re: status update; draft agenda for case conference.
- 01/22/16 Dealing with landlord guarantees, issues; preparation for and attend meeting Oslers, A&M, Goodmans, L. Galessiere re: modeling of potential landlord settlement, recoveries; telephone conference with S. Raicek re: [REDACTED] landlords; telephone conference with T. Sandler re: dealing with S. Raicek, discussions with A. Alt re: TCC issues; dealing with Commercial Court and counsel re: scheduling of Target case conference.
- 01/22/16 Voicemail from G. Ramdas [REDACTED] review [REDACTED] lien claims and status of claim.
- 01/22/16 Discussions with M. Wagner throughout the day re: settling [REDACTED] issues; participate in conference call with solicitor for [REDACTED] re: same; discussions with [REDACTED] solicitor re: same; exchange email with Alvarez re: same.
- 01/22/16 Email correspondence with creditors re: case conference and update meetings; phone conference with S. Glustein re: notices of dispute; reviewing notices of dispute, drafting tracker re: same; email correspondence with S. Glustein re: [REDACTED] disclaimer.
- 01/22/16 Claims: [REDACTED] review NOA and materials; e-mail correspondence.
- 01/22/16 Updating NOD binders; delivery to A&M.
- 01/22/16 Emails to and from client.
- 01/22/16 Prepare case conference agenda; correspond re: [REDACTED] matters and speak to K. Herlin re: same; conference call to K. Herlin and C. Francis re: [REDACTED] matters; meeting with working group and L. Galessiere re: Plan matters; draft settlement and release re: [REDACTED] speak to T. Sandler re: Plan matters, status update.
- 01/24/16 Preparation for and attend conference call TCC, Oslers, A&M, Goodmans re: strategy for proceeding; review status of landlord issues; preparation for landlord meetings; preparation for and attend conference call J. Carfagnini, D. McIntosh re: status and strategy for proceeding.
- 01/24/16 Reviewing letter from CRA re: proposed assessment.
- 01/24/16 Review CRA letter.
- 01/24/16 Conference call with D. McIntosh, A. Hutchens, G. Karpel, J. Carfagnini, T. Sandler, J. Dacks, S. Obal and A. Alt re: Plan matters, next steps.
- 01/25/16 Various correspondence [REDACTED]
- 01/25/16 Attend meetings re: revised Plan structure and economics; dealing with landlords re: same; attend conference call Oslers, A&M, Goodmans, S. Raicek re: landlord guarantee claims; attend meeting Oslers, Goodmans, A&M, L. Galessiere re: modeling and proposed landlord settlement structure;

meeting with A&M re: landlord meeting January 25, 2016; preparation of Agenda, etc.; dealing with Commercial Court and stakeholders re: February 1, 2016 case conference.

- 01/25/16 Voicemail from L. Rauccio; voicemail from D. Smith [REDACTED] telephone consultation with L. Podnevar; telephone consultation with A. Faint; telephone consultation with D. Sterescu.
- 01/25/16 Reviewed back up materials viz certain intercompany claims to determine whether additional information required for preference review; advised client.
- 01/25/16 Receipt of emails from J. Schindler with respect to realty tax matters; receipt of emails from G. Karpel with respect to [REDACTED] and settlement of lost rent claim.
- 01/25/16 Review correspondence and documentation re: litigation claims; discussions with M. Wagner; prepare correspondence re: [REDACTED] and [REDACTED] matters.
- 01/25/16 Drafting email to service list re: case conference; research re: mitigation principles; email correspondence with Commercial List office re: case conference; reviewing notices of dispute received.
- 01/25/16 Attendances re: various employee claims, telephone conversation with S. Philpott.
- 01/25/16 Emails; [REDACTED]
- 01/25/16 Claims: [REDACTED] e-mail correspondence; review NOA and supporting materials.
- 01/25/16 Pulling cases and searching DM for mitigation of damages memoranda.
- 01/25/16 Speak to J. Carfagnini re: status update; conference call with S. Raicek and working group re: Plan matters; speak to F. Kussner re: status update; speak to A. Hutchens re: status update, Monitor's Report re: stay extension; speak to J. Mighton re: notices of dispute; speak to S. Irving re: [REDACTED] speak to J. Dacks re: stay extension matters; conference calls with working group re: status update on Plan matters, next steps.
- 01/26/16 Correspondence re: s. 357 tax appeals.
- 01/26/16 Dealing with revised landlord settlement proposal; review structural issues for Plan; review A&M models; conference call Goodmans, Oslers re: next steps/preparation for landlord meeting January 28, 2016; preparation for case conference February 1, 2016; correspondence with landlord counsel and pharmacists' counsel re: case conference.
- 01/26/16 Receipt and review of correspondence from G. Ramdas [REDACTED] office conference with J. Mighton; letter to G. Ramdas; review [REDACTED] Proof of Claim and lien documents; telephone consultation with R. Romkema; telephone consultation with G. Ackerley.
- 01/26/16 Exchange emails with representatives of Alvarez as well as with M. Wagner with respect settlement of dispute with [REDACTED] landlord.
- 01/26/16 Negotiating settlements with litigation claimants; updating litigation claims binder and relevant documentation; emailing client re: litigation claims update; responding to NODs.

- 01/26/16 Email correspondence with P. van Groll re: translation assignment; translating email exchange from Korean to English.
- 01/26/16 Attend to litigation claims matters.
- 01/26/16 Phone conference with S. Glustein re: notices of disallowance and claims process; reviewing [REDACTED] claim; phone conference with D. McIntosh, A. Hutchens, G. Karpel, M. Wagner, T. Sandler re: Plan matters; email correspondence with Commercial List office re: case conference; drafting email to Service List re: same.
- 01/26/16 Emails with M. Biringer; review CRA response.
- 01/26/16 Claims - [REDACTED] conference (J. Mighton) re: NOD; review materials.
- 01/26/16 Meeting with J. Mighton re: mitigation of damages research; researching same; updating NOD binders.
- 01/26/16 Speak to J. Carfagnini re: status update; review illustrative recovery analysis and speak to G. Karpel re: same; correspond re: [REDACTED] matters; draft release re: [REDACTED] meeting with T. Sandler, J. Dacks, S. Obal, G. Karpel re: Plan matters and analysis; conference call with working group and A. Alt re: same.
- 01/27/16 Preparation for and attend meeting with Minden Gross re: landlord settlement; preparation for and attend meeting Oslers, Goodmans, A&M re: settlement with landlords, revised Plan structure and economics; preparation for landlord meeting January 28, 2016; preparation for February 1st case conference.
- 01/27/16 Exchange of emails with solicitor for [REDACTED] landlord re: calculation of base rent; receipt of claim for [REDACTED] discussions with M. Wagner re: status of file.
- 01/27/16 Telephone discussion with C. Jackson and A. Lockhart re: [REDACTED] and discussions with D. McIntosh; review correspondence from A. Lockhart; review litigation claims matters.
- 01/27/16 Meeting with G. Smith re: [REDACTED] claim; drafting claim update re: same; preparing for landlord stakeholder meeting; email correspondence with R. Kim re: claims process; email correspondence re: [REDACTED] settlement.
- 01/27/16 Attendances re: employee issues.
- 01/27/16 Claims - [REDACTED] review response; meeting (J. Mighton).
- 01/27/16 Updating NOD binders.
- 01/27/16 Review materials re: [REDACTED] and prepare note for client.
- 01/27/16 Correspond re: dispute matters; meeting at Oslers with working group, C. Francis and S. Posen re: plan matters; meeting with working group re: Plan matters, case conference matters, landlord meeting matters; conference call with working group and J. Swartz re: Plan matters and analysis;

Speak to J. Mighton re: status update, list of attendees; speak to G. Karpel re: disclaimed lease matters; speak to A. Hutchens re: status update; speak to J. Carfagnini re: status update; review [REDACTED] calculation of firm term percentage and send to S. Raicek; review list of attendees for landlord meeting; conference call with T. Sandler, S. Obal, J. Dacks, D. McIntosh and G. Karpel re: status update.

- 01/28/16 Preparation for and attend landlord constituents meeting re: revised Plan and process and timetable; review status of case in accordance with the direction of Morawetz J.; attend meeting Goodmans, A&M, Oslers re: revised Plan term sheet and process; review A&M models on landlord claims.
- 01/28/16 Exchange emails throughout the day with M. Wagner re: calculations of rent arrears with respect to [REDACTED] mall.
- 01/28/16 Review correspondence re: pharmacy claims.
- 01/28/16 Meeting with landlord stakeholders re: implications of January 15 endorsement and case update; phone conference with V. DaRe re: same; reviewing notices of dispute.
- 01/28/16 Claims - [REDACTED] review materials.
- 01/28/16 Delivering NOD updates to A&M; researching mitigation of damages in sale of goods context.
- 01/28/16 Prepare for landlord meeting; meeting with T. Sandler, G. Karpel, L. Galessiere and A. Alt; meeting with working group, A. Alt, landlord representatives re: status update, plan matters; correspond re: case conference, timeline, claims matters; correspond re: plan matters; correspond re: [REDACTED] matters.
- 01/29/16 Dealing with February 1st case conference; dealing with landlord proposed settlement and term sheet; correspondence with L. Galessiere re: same.
- 01/29/16 Reviewing schedule of guaranteed leases and comparing to existing materials; correspondence re: same.
- 01/29/16 Reviewing claims materials; conference call with Oslers.
- 01/29/16 Exchange emails with respect to term sheet and in particular discussions with T. D'Angelo re: Osler's request for Goodmans to verify list of Target properties.
- 01/29/16 Receive and review correspondence from A. Lagatta re: [REDACTED] e-mails with A. Hutchens; correspondence to A. Lagatta.
- 01/29/16 Attending at Osler offices to meet with D. McIntosh, G. Karpel, T. Sandler, J. Dacks, S. Obal, A. Alt, M. Wagner re: term sheet and Plan process; phone conference with M. Sherman re: tax claims materials; reviewing draft of Monitor's Twenty-Fourth Report; editing same; reviewing draft of landlord claim statement; email correspondence re: same; email correspondence re: Plan matters; meeting with P. van Groll re: mitigation research.
- 01/29/16 Telephone call with the CRA and Department of Justice; prepare for call; prepare summary re issues

for report.

- 01/29/16 Claims - ██████ revise status update.
- 01/29/16 Drafting memorandum re: mitigation of damages; delivery to Osler of government claims; creating new CRA binder.
- 01/29/16 Prepare for and telephone conversation with G. Karpel re: ██████ claim.
- 01/29/16 Case conference preparation; meeting at Oslers with working group re: case conference preparation; conference call with working group, D. McIntosh and A. Alt re: status update, case conference preparation, Plan matters; conference call with T. Sandler, L. Galessiere and G. Karpel re: plan matters; speak to M. Sherman and A. Hutchens re: tax matters for Monitor's Report; speak to M. Sherman re: update on tax matters; conference call with G. Karpel and J. Mighton re: partial assignments/voting; speak to G. Karpel re: landlord statement template.
- 01/30/16 Reviewing draft term sheet; email correspondence re: same.
- 01/30/16 Review of Plan; review issues; emails.
- 01/30/16 Correspond re: term sheet; speak to J. Carfagnini re: case conference preparation; review case conference submissions.
- 01/31/16 Preparation for February 1st case conference; review submissions and case timetable; conference call J. Carfagnini, M. Wagner re: same; receipt and review amended draft Plan term sheet.
- 01/31/16 Reviewing and editing draft term sheet; phone conference with A. Hutchens, G. Karpel, M. Wagner re: same; email correspondence re: same; preparing for case conference.
- 01/31/16 Review ██████ Notice of Disallowance.
- 01/31/16 Review term sheet; conference call with A. Hutchens, G. Karpel and J. Mighton re: term sheet; review revised term sheet and provide comments; correspond re: term sheet, status update; revise case conference submissions and circulate to J. Carfagnini.

OUR FEE

\$218,463.50

TIMEKEEPER SUMMARY

NAME	RANK	HOURS	RATE	TOTAL
Carfagnini, Jay A.	Partner	62.50 hrs	\$1,040.00	\$65,000.00
Wagner, Melaney	Partner	73.00 hrs	\$825.00	\$60,225.00
Rubenstein, Gale	Partner	1.70 hrs	\$895.00	\$1,521.50

Invoice #660042 -- page 10

NAME	RANK	HOURS	RATE	TOTAL
Herlin, Ken	Partner	8.30 hrs	\$905.00	\$7,511.50
Kussner, Francy	Partner	6.00 hrs	\$900.00	\$5,400.00
Guolo, Francesca	Partner	7.30 hrs	\$945.00	\$6,898.50
Smith, Graham D.	Partner	6.30 hrs	\$900.00	\$5,670.00
Ernst, Glenn S.	Partner	3.80 hrs	\$970.00	\$3,686.00
Cosentino, Joe	Partner	3.10 hrs	\$805.00	\$2,495.50
Wadden, Jason	Partner	5.70 hrs	\$730.00	\$4,161.00
Sherman, Mitchell J.	Partner	8.40 hrs	\$1,060.00	\$8,904.00
Blidner, Mark	Partner	.60 hrs	\$920.00	\$552.00
Hodges, Kellie	Associate	4.90 hrs	\$485.00	\$2,376.50
Mighton, Jesse	Associate	62.30 hrs	\$525.00	\$32,707.50
D'Angelo, Tyler	Associate	4.20 hrs	\$440.00	\$1,848.00
Articling Student	Articling Student	32.40 hrs	\$290.00	\$9,396.00
Word Processing	Word Processing	1.30 hrs	\$85.00	\$110.50

DISBURSEMENTS

Telephone - Long Distance / Conference Calls	17.77
Parking / Cabs / Mileage / Meetings	241.05
Copies	1,249.50
Computer Searches - QL System	85.00
Computer Searches - Westlaw Carswell	312.00

TOTAL DISBURSEMENTS	\$1,905.32
----------------------------	-------------------

TOTAL FEES ON THIS INVOICE	\$218,463.50
----------------------------	--------------

HST ON FEES	28,400.26
-------------	-----------

NON TAXABLE DISBURSEMENTS	0.00
---------------------------	------

TAXABLE DISBURSEMENTS	1,905.32
-----------------------	----------

TOTAL DISBURSEMENTS ON THIS INVOICE	\$1,905.32
-------------------------------------	------------

Invoice #660042 -- page 11

HST ON TAXABLE DISBURSEMENT	247.69
TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$249,016.77

TRUST FUNDS	\$150,392.08
-------------	--------------

THIS IS OUR ACCOUNT HEREIN
GOODMANS LLP



E. & O. E.
JAC /

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

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

DATE	NUMBER	INVOICE AMT	TOTAL PAID/CR	BALANCE DUE
01/21/16	659225	\$272,363.34	\$0.00	\$272,363.34
TOTAL OUTSTANDING INVOICES (IN CDN)				\$272,363.34

PAYMENT OPTIONS

Cheque payable to GOODMANS LLP - mailed to our office; OR
by Wire Transfer - to Goodmans account:

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Jay Carfagnini, Matter # 143291, Invoice # 660042 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

February 22, 2016

Our File No.: 143291

Via Email

Alvarez & Marsal Canada ULC
2900 South Tower, Royal Bank Plaza
200 Bay Street, PO Box 22
Toronto, ON M5J 2J1

Attention: Douglas McIntosh

Dear Sirs:

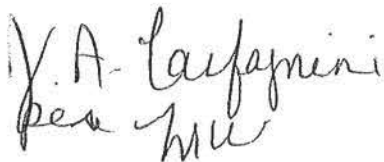
Re: Project Yellow

Please find enclosed our interim account for professional services rendered in connection with the above matter for the period up to and including February 15, 2016.

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

Yours truly,

Goodmans LLP



J. A. Carfagnini
JAC/eg
encl.

February 22, 2016

Alvarez & Marsal Canada ULC
2900 South Tower, Royal Bank Plaza
200 Bay Street
PO Box 22
Toronto, ON
Canada M5J 2J1

ATTENTION: Douglas McIntosh

OUR FILE NO. AAMC 143291

OUR INVOICE NO. 660490

GST/HST REGISTRATION NO. R119422962

Re: Project Yellow

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

- 02/01/16 Preparation for and attend Court re: case conference; preparation for and attend meeting Oslers, Goodmans, A&M re: Plan Term Sheet; strategy for proceeding; dealing with landlord individual recovery statements; receipt and review revised draft Term Sheet and letter to guarantee landlords.
- 02/01/16 Receipt and review of correspondence from G. Ramdas (x2); office conference with J. Mighton; letter to G. Ramdas.
- 02/01/16 Correspondence with M. Wagner and K. Herlin re: inquiry from J. Wolf re: ██████ assigned leases.
- 02/01/16 Reviewing draft insert to Monitor's Report; reviewing claims and reassessments and Monitor's responses; revisions; drafting further insert; revising.
- 02/01/16 Receipt of email from M. Wagner ██████ ██████ ██████ ██████ ██████ meeting with T. D'Angelo to discuss same and review documents.
- 02/01/16 Conferences with M. Wagner re: 30-day goods matters; review and assemble documentation related to cross-examination of M. Wong in preparation to address 30-day goods matters.
- 02/01/16 Telephone call with M. Wagner re: 30-day goods motion.
- 02/01/16 Attending at 330 University Ave re: case conference; preparing for case conference; phone conference with D. McIntosh, G. Karpel, J. Carfagnini, M. Wagner, T. Sandler, J. Dacks re: Term Sheet; phone conference with J. Marin re: ██████ claim.
- 02/01/16 Review summary, charts; emails; discussion with M. Wagner
- 02/01/16 Claims: ██████ review and revise update; conference (J. Mighton) re: trade creditor for claim legal issues.

- 02/01/16 Meeting with J. Mighton re: Target research; revising NOD binders.
- 02/01/16 Preparation for case conference; meeting with D. McIntosh, A. Hutchens, G. Karpel, J. Carfagnini, J. Mighton re: case conference preparation; attend case conference; speak to A. Mark re: 30-day goods matters; correspond re: pharmacist claims procedural motion; speak to F. Kussner re: 30-day goods matters; correspond re: Term Sheet matters; correspond re: [REDACTED] matters; speak to J. Mighton re: 30-day goods matters; conference call with J. Dacks, S. Obal, T. Sandler, J. Carfagnini, J. Mighton, G. Karpel, D. McIntosh and A. Hutchens re: plan Term Sheet matters; various discussions with S. Obal and G. Karpel re: subordination matters; discussions with T. Sandler and J. Dacks re: status update; draft cover page for landlord statements.
- 02/02/16 Dealing with landlord lock-up agreement; attend call re: comments; review revised draft and statements; preparation for and attend meeting re: M. Solmon intention to bring 30-day goods motion; strategy for proceeding; attend meeting re: W. Sasso proposed motion for pharmacists; strategy for proceeding; telephone conference with A. Mark re: same.
- 02/02/16 Review of [REDACTED] meeting with K. Herlin re: same.
- 02/02/16 Discussion with M. Wagner and M. Sherman re: claims.
- 02/02/16 Exchange emails with M. Wagner with respect to finalization of [REDACTED] rent calculations; subsequent receipt of emails from Osler with respect to assigned leases and claims with respect to co-tenancy provisions; meeting with T. D'Angelo to discuss same; exchange emails with Osler requesting memos re: operating covenants; meeting with T. D'Angelo to review [REDACTED] leases; drafting response to Osler.
- 02/02/16 Prepare brief of materials re: 30-day goods matters; meet with M. Wagner and J. Mighton re: 30-day goods matters; review and assemble motion materials previously filed by M. Solmon re: 30-day goods matters.
- 02/02/16 Meeting with G. Karpel, A. Sobot, S. Glustein re: landlord claim calculation statements; meeting with F. Kussner re: 30-day goods issue; meeting with P. van Groll [REDACTED] reviewing draft term sheet.
- 02/02/16 File management.
- 02/02/16 Preparation and attendance re: meeting with S. Ferguson and S. Poysa re: employee claims.
- 02/02/16 Discussion with M. Wagner; prepare claims documents; discussion with M. Biringer.
- 02/02/16 Claims - [REDACTED] review NOD and supporting materials; revise analysis; meeting (J. Mighton).
- 02/02/16 Researching and drafting memorandum re: 30-day goods rule.
- 02/02/16 Draft cover page for landlord statements; speak to G. Karpel and J. Mighton re: same; speak to G. Karpel and S. Obal re: Term Sheet matters; correspond re: Term Sheet matters; speak to M. Sherman re: tax matters; review and revise tax riders for Monitor's Report; meeting with working group to prepare landlord statements; meeting with F. Kussner and J. Mighton re: 30-day goods

matters; speak to T. D'Angelo re: co-tenancy matters.

- 02/03/16 Preparation for and attend meeting with Oslers, Goodmans, A&M; receipt and review draft Non Guarantee Landlord Support Agreement; comments to Oslers; attend meeting with L. Galessiere re: landlord claims; dealing with CRA claims; correspondence re: same; correspondence to M. Solmon re: meeting on Trade Creditor Motion; correspondence to Consultative Committee re: meeting on status.
- 02/03/16 Research and review [REDACTED] leases.
- 02/03/16 Reviewing claims; reviewing draft Monitor's Report; discussion with M. Sherman.
- 02/03/16 Prepare for and commence drafting report on preference review for intercompany claims.
- 02/03/16 Meeting with T. D'Angelo to review [REDACTED] finalize email connection therewith; receipt of draft landlord creditor consent and support agreement; review same and call with M. Wagner to provide comments to her in connection therewith.
- 02/03/16 Discussions with J. Mighton; [REDACTED] drafting memo to J. Mighton.
- 02/03/16 Prepare for and attend at Osler for meeting re: 30-day goods matters and pharmacist matters; conferences with M. Wagner; receive and review correspondence from W. Sasso; prepare correspondence to W. Sasso; correspondence with S. Ferguson and with M. Wagner; conferences with J. Mighton re: litigation claims matters; review documentation re: additional litigation claims matters and proposed responses; prepare correspondence re: litigation claims matters.
- 02/03/16 Prepare for and attend meeting with Oslers re: 30-day goods; emails re: 30-day goods and pharmacists issue.
- 02/03/16 Phone conference with J. Dacks, T. Sandler, S. Obal, D. McIntosh, A. Hutchens, G. Karpel, M. Wong, A. Alt re: plan matters; phone conference with S. Glustein, K. Baltes re: [REDACTED] claims; attending at Osler offices for meeting re: 30-day goods, pharmacist motion; meeting with J. Carfagnini, M. Wagner re: pharmacist claims.
- 02/03/16 Preparation and attendance meeting with S. Philpott and C. Godkewitsch and S. Ferguson re: employee claims.
- 02/03/16 Discussion with M. Wagner; tax calls; discussion with M. Biringer.
- 02/03/16 Drafting 30-day goods memorandum.
- 02/03/16 Review tax riders; speak to J. Carfagnini and J. Mighton re: Sasso procedural motion, preparation of anticipated response; speak to J. Carfagnini re: 30-day goods matter; speak to M. Sherman re: tax matters; attend meeting at Oslers with working group re: 30-day goods matters, status update; correspond re: pharmacist claims matters, 30-day goods matters; conference call with working group, A. Alt and M. Wong re: status update on Term Sheet; speak to G. Karpel and A. Hutchens re: status update; correspond re: Sasso matters, tax riders.

Invoice #660490 -- page 4

- 02/04/16 Dealing with CRA claim issues; receipt and review correspondence from W. Sasso re: pharmacist claims; telephone conference with A. Mark re: same; receipt and review draft motion to extend CCAA stay; review Wong Affidavit.
- 02/04/16 Discussion with M. Sherman re: claims.
- 02/04/16 Discussions with J. Mighton and P. van Groll re: Target updates; reviewing motion record of W. Sasso; meeting with J. Mighton and F. Kussner; [REDACTED] drafting memo and compiling brief of cases for J. Mighton.
- 02/04/16 Receive and review correspondence from W. Sasso; e-mails with M. Wagner; prepare correspondence to W. Sasso; telephone discussion with S. Ferguson; conferences with A. Mark; receive and review moving party's motion record of pharmacists' representative counsel and Pharmacy Franchisee Association of Canada; conferences with J. Mighton; meeting with A. Mark and J. Mighton; telephone discussions with T. Sandler and J. Dacks; telephone discussions with W. Sasso; correspondence to A&M re: PFAC motion; correspondence with J. Dacks; attend to litigation claims matters.
- 02/04/16 Telephone calls and emails re: pharmacy and 30-day goods.
- 02/04/16 Phone conference with W. Sasso, S. Horvat, F. Kussner re: pharmacist motion record; meeting with F. Kussner, S. Ferguson, A. Mark re: same; phone conference with G. Karpel re: [REDACTED] claim; drafting letters re: litigation claims; phone conference with P. Johnson re: [REDACTED] claim; reviewing draft Monitor's 24th Report.
- 02/04/16 Discussion with M. Biringer and J. Mighton.
- 02/04/16 Updating memorandum re: 30-day goods; meeting with J. Mighton and T. Kennedy re: Target summary.
- 02/04/16 Researching and drafting memorandum [REDACTED]
- 02/04/16 Updating 30-day goods memorandum.
- 02/04/16 Correspond re: Monitor's Report, tax matters; speak to T. Sandler re: CRA matters, [REDACTED] correspond re: Sasso motion matters.
- 02/05/16 Dealing with Consultative Committee; telephone conference with D. Ullman, D. McIntosh re: same; receipt and review revised Landlord Term Sheet; receipt and review Monitor's 24th Report; comments to J. Mighton; receipt and review Objecting Landlords Submissions on Costs; telephone conference with D. McIntosh re: same; receipt and review draft Motion and Order from W. Sasso re: pharmacist claims.
- 02/05/16 Discussion with M. Sherman; reviewing draft Monitor's reports.
- 02/05/16 Discussion with A. Favot re: drafting of report re: preference review in respect of intercompany claims.

- 02/05/16 Exchange emails throughout the day re: Landlord re: Non-Guarantee Creditor Consent and Support Agreement; provide limited comments in connection therewith.
- 02/05/16 Researching [REDACTED] drafting email correspondence to J. Mighton.
- 02/05/16 Receive and review correspondence from W. Chalmers, counsel for [REDACTED] re: [REDACTED] matters; correspondence to G. Karpel re: [REDACTED] matters; discussion with G. Karpel; discussion with W. Chalmers; receive and review correspondence from W. Chalmers; correspondence to G. Karpel; correspondence to W. Sasso re: pharmacy motion materials; receive and review correspondence and documentation from W. Sasso; correspondence with J. Dacks; correspondence with Monitor; meeting with A. Mark, J. Mighton and S. Ferguson; e-mails with A. Mark; conferences with J. Mighton.
- 02/05/16 Review draft order re: pharmacists; email comments.
- 02/05/16 Phone conference with J. Carfagnini re: Consultative Committee meeting; drafting email to Consultative Committee re: same; reviewing pharmacist motion record; meeting with F. Kussner, A. Mark, T. Kennedy re: same; drafting Monitor's 24th Report; phone conference with A. Hutchens re: same; reviewing correspondence re: CRA claims; phone conference with H. Wilson re: PFAC corporate search.
- 02/05/16 Telephone calls with M. Biringer; discussion with J. Mighton; emails; review issues.
- 02/05/16 Researching and drafting memorandum re: 30-day goods.
- 02/05/16 Correspond re: Monitor's Report, CRA matters, claims matters, consultative committee meeting matters, Term Sheet and landlord statement matters.
- 02/05/16 Emails with J. Mighton; order searches.
- 02/06/16 Correspondence from W. Sasso re: pharmacist claims and draft motion; correspondence A. Mark re: same; receipt and review draft Order re: pharmacist notices.
- 02/06/16 Discussions with J. Mighton; researching certification of class actions and approval of notice and opt-out forms; compiling precedent notices and opt-out forms.
- 02/06/16 Editing draft Monitor's 24th Report; email correspondence re: same; drafting notice of opt-out re pharmacist claims representation; editing draft pharmacist order.
- 02/06/16 Emails; review report.
- 02/06/16 Review and provide comments on Monitor's Report; correspond re: CRA matters, Sasso motion matters, Grant Park matters.
- 02/07/16 Preparation for and attend conference call Oslers, Goodmans, A&M re: CRA, status of landlord negotiations, pharmacists' motion; receipt and review correspondence to D. Winters (DOJ) re: CRA; receipt and review draft Monitor's 24th Report.

Invoice #660490 -- page 6

- 02/07/16 Receive and review correspondence from L. James [REDACTED] matters; correspondence to G. Karpel and A. Hutchens; receive and review correspondence from W. Sasso re: late filed claims for pharmacists; correspondence with A. Hutchens and S. Ferguson re: late filed claims; review comments of A. Mark on proposed Sasso order; review and revise form of order and form of opt-out notice; e-mails and conferences with J. Mighton; e-mails with M. Wagner; finalize proposed draft order and notice; e-mails with clients.
- 02/07/16 Phone conference with D. McIntosh, J. Carfagnini, M. Wagner, M. Sherman, A. Hutchens, T. Sandler, J. Dacks, M. Biringer re: CRA claims; editing draft Monitor's 24th Report; editing pharmacist draft order and notice of opt out.
- 02/07/16 Emails; telephone call with group; review report.
- 02/07/16 Conference call with working group re: tax/CRA matters; review revised Order and opt out notice and provide comments on same; correspond re: CRA matters.
- 02/08/16 Review and revise Monitor's 24th Report; attend meeting Goodmans, A&M re: pharmacists Motion, landlord cost submissions, February 12th CCAA extension motion, Monitor's 24th Report, status of landlord settlement discussions; attend conference calls Goodmans, A&M, Oslers re: pharmacists motion, costs submissions, landlord settlement status; receipt and review revised draft pharmacists order and opt-out notice; correspondence W. Sasso re: same; preparation for Consultative Committee meeting February 10, 2016 and meeting with M. Solmon.
- 02/08/16 Exchange emails re: [REDACTED] settlement agreement; receipt of latest draft of Landlord Guarantee Creditor and Settlement Agreement.
- 02/08/16 Discussions with J. Mighton; compiling, reviewing and revising non-PG landlord statement packages.
- 02/08/16 Meeting with A&M re: pharmacy matters; conference call with Oslers re: pharmacists' motion; revise form of order and opt-out notice for pharmacists' motion; prepare correspondence to W. Sasso; correspondence with W. Sasso re: pharmacists' motion; correspondence with W. Sasso re: late claims; e-mails with Osler and with A&M re: pharmacy matters; conferences with J. Mighton and with M. Wagner re: pharmacists' motion.
- 02/08/16 Meeting with D. McIntosh, A. Hutchens, S. Ferguson, J. Carfagnini, M. Wagner, F. Kussner re: pharmacist motion, opposing landlord cost submissions; phone conference with S. Irving, M. Wagner, F. Kussner re: pharmacist motion; phone conference with M. Wagner, M. Sherman, T. Sandler, J. Dacks re: CRA claims; drafting Monitor's 24th Report; phone conference with S. Irving, R. Carson, M. Wagner re: opposing landlords' costs submissions; phone conference with K. MacDonnell re: litigation claimant; drafting email to W. Sasso re: revised form of order.
- 02/08/16 Review new report; telephone call with the Canada Revenue Agency and the Department of Justice.
- 02/08/16 Preparing landlord emails binder.
- 02/08/16 Correspond re: CRA matters; revise tax riders; speak to J. Mighton re: status update; speak to A.

Invoice #660490 -- page 7

Hutchens re: status update, [REDACTED] draft execution version of [REDACTED] settlement agreement; meeting with working group re: Sasso motion, costs submissions; conference call with S. Irving, F. Kussner, J. Mighton re: Sasso motion; conference call with S. Irving, R. Carson, J. Mighton re: costs submissions; conference call with A. Kinoshita, T. Sandler, M. Sherman, G. Wylie re: amended notices of dispute; revise Monitor's 24th Report; speak to S. Glustein re: Report.

- 02/09/16 Dealing with landlord costs submissions and submissions of the Monitor; receipt and review Monitor's 24th Report; finalize and serve; review with A&M; preparation of Agenda of matters for Consultative Committee meeting; preparation for and attend meeting with M. Solmon re: Thirty-Day Goods Motion, participate in Consultative Committee meeting; receipt and review revised support agreement for landlords; attend meeting with T. Sandler, D. McIntosh, J. Carfagnini re: status of landlord settlement, outstanding matters.
- 02/09/16 Reviewing Notice of Assessment from [REDACTED] comparing to claims.
- 02/09/16 Receipt of revised Support and Settlement Agreement from Osler and briefly review same.
- 02/09/16 Correspondence with W. Sasso; conference call with D. McIntosh, S. Ferguson and J. Mighton re: form of order and opt-out notice; prepare and revise submissions for motion for Monitor; conferences with J. Mighton; attend meeting with A&M and with Osler re: 30-day goods matters and pharmacists' motion.
- 02/09/16 Review revised pharmacists order; prepare for meeting with M. Solmon; meeting with M. Solmon.
- 02/09/16 Drafting Monitor's 24th Report; finalizing same for service; phone conference with Neville re: February 12 motion; meeting with D. McIntosh, A. Hutchens, J. Carfagnini, M. Wagner, A. Mark, F. Kussner, J. Dacks, T. Sandler re: Solmon proposed 30-day goods motion and other matters; drafting outline of submissions re: pharmacist motion.
- 02/09/16 Discussion with M. Wagner; review Osler comments; review new agreement.
- 02/09/16 Reading [REDACTED] claim; taking notes on [REDACTED] call; revising correspondence binder; revising Monitor's submissions.
- 02/09/16 Revise and finalize Monitor's 24th Report; meeting with A. Hutchens, D. McIntosh, J. Mighton re: Monitor's Report; review and provide comments on outline of submissions re: Sasso motion and speak to J. Mighton, T. Sandler and J. Carfagnini re: same; review costs submissions of objecting landlords and cases re: same; review landlord guarantee settlement agreement and provide comments on same; meeting with working group re: 30-day goods matters, Sasso motion matters; meeting with working group and M. Solmon re: 30-day goods matters.
- 02/10/16 Preparation of submissions on pharmacists' motion; telephone conference with D. McIntosh re: same; preparation for and attend meeting with Consultative Committee re: status of proceedings; status of landlord negotiations, Plan process, 30-day goods motion, M. Solmon, pharmacist motion, CRA status; telephone conference with S. Raicek re: [REDACTED] lease issues; dealing with pharmacists motion logistics; preparation for February 12th motion.

Invoice #660490 -- page 8

- 02/10/16 Reviewing materials re: [REDACTED] claims.
- 02/10/16 Discussions with J. Carfagnini; discussions with M. Wagner with respect to [REDACTED] in [REDACTED] and response to solicitor for landlord; review file and email correspondence with J. Schindler re: validity of realty tax claim.
- 02/10/16 Discussions with J. Mighton; compiling binders re: [REDACTED] [REDACTED] [REDACTED] delivering the Twenty-Fourth Report of the Monitor and Affidavit of Service for filing at the Commercial List.
- 02/10/16 Telephone discussion with B. Chalmers [REDACTED] re: [REDACTED] claims against [REDACTED] telephone discussion with A. Lockhart re: [REDACTED] claims; e-mails with A. Mark re: submissions on W. Sasso motion; conferences with A. Mark; prepare submissions for Monitor; receive and review correspondence and documentation re: [REDACTED] claim against [REDACTED] conference with M. Wagner; revise submissions for pharmacists' motion.
- 02/10/16 Review and revise submissions re: pharmacists; review and revise cost submissions.
- 02/10/16 Preparing materials for Consultative Committee meeting; attending at Consultative Committee meeting; reviewing draft costs submissions; email correspondence re: co-tenancy stay issues; email correspondence re: [REDACTED] claim notice of application; drafting outline of submissions re: PFAC motion; email correspondence with K. Peterson re: PFAC order.
- 02/10/16 Discussion with J. Mighton.
- 02/10/16 Prepare for Consultative Committee meeting; attend Consultative Committee meeting with trade members of the committee; attend full Consultative Committee meeting with T. Sandler and J. Dacks joining; review and provide comments on outline of submissions/Sasso motion; draft responding submissions re: cost submissions; various discussions with K. Herlin and J. Carfagnini re: [REDACTED] correspond re: claims matters; review J. Birch letter and speak to J. Carfagnini re: same; draft response letter.
- 02/11/16 Dealing with pharmacist motion and written submissions; written submissions from W. Sasso; attend meeting with A&M, Goodmans re: outstanding matters: costs submissions, pharmacist submissions, February 12th motion, landlord settlement matters; settlement of [REDACTED] lease claim; dealing with J. Birch re: co-tenancy stay issues; letter to Birch; coordination of claims officer (D. O'Connor) re: pharmacist claims; dealing with M. Solmon re: 30-day goods claimants.
- 02/11/16 Reviewing [REDACTED] claims and background materials; reading cases.
- 02/11/16 Receipt of latest draft of landlord guarantee creditor settlement agreement and acknowledgement direction; briefly review same.
- 02/11/16 Compiling binders re: [REDACTED] Tax Claim No. 1365.
- 02/11/16 Telephone discussion with G. Karpel; conferences with M. Wagner and J. Mighton re: [REDACTED] claim against [REDACTED] review correspondence from P. Johnson; telephone conference with P.

Invoice #660490 -- page 9

Johnson and J. Mighton; prepare correspondence to P. Johnson; correspondence with A. Lagatta and with A. Lockhart; prepare for pharmacist motion; review submissions of W. Sasso; conferences with J. Mighton; receive and review correspondence from W. Sasso re: late claims.

- 02/11/16 Phone conference with P. Johnson re: ██████ claim; drafting letter to P. Johnson re: same; preparing court request forms re: meeting order and sanction order motions; reviewing draft costs submissions; preparing materials for February 12 motions.
- 02/11/16 Review materials.
- 02/11/16 Calling BCSC office for registrar information.
- 02/11/16 Draft responding costs submissions; review Oslers costs submission; speak to A. Mark, A. Hutchens and J. Carfagnini re: same; draft letter to J. Birch and speak to J. Dacks and J. Carfagnini re: same; speak to J. Birch and R. Jacobs re: co-tenancy stay; review and respond to correspondence from M. Solmon re: 30-day goods; review correspondence re: plan matters; review and provide comments on landlord agreements; various discussions with J. Mighton and F. Kussner re: litigation claims matters and review plan/initial order and CPO re: same; prepare submissions re: Sasso motion; prepare for stay extension hearing and Sasso motion.
- 02/12/16 Preparation for and attend Court re: Stay Extension, pharmacists' motion, M. Solmon, Consultative Committee fee adjustment, J. Birch - co-tenancy issues; preparation for and attend meeting - outstanding matters; settle forms of pharmacist court order; receipt and review Court endorsements; receipt and review correspondence re: status of DOJ, CRA discussions.
- 02/12/16 Reviewing email from M. Sherman; reviewing claims.
- 02/12/16 Correspondence with A. Lagatta re: ██████ review and revise proposed correspondence to counsel for ██████ conference call with A. Lagatta and A. Lockhart re: ██████ report to G. Karpel; review revised form of order and opt-out notice re: pharmacy motion; conferences with J. Mighton.
- 02/12/16 Preparing for hearing; attending at 330 University Ave. re: stay extension motion and PFAC motion; phone conference with S. Strosberg re: PFAC order; re-attending at 330 University re: execution of PFAC order; drafting emails to service list re: same; email correspondence with S. Ferguson re: Notice of Opt Out.
- 02/12/16 Telephone call with the Canada Revenue Agency and Department of Justice; emails; review materials.
- 02/12/16 Drafting application response.
- 02/12/16 Prepare for and attend court re: stay extension motion, Sasso motion; conference call with ██████ and G. Karpel re: CCAA matters; various discussions with S. Raicek re: ██████ Term Sheet; various discussions with G. Karpel re: landlord matters; review landlord statements; conference call with B. Sasso, S. Strosberg, J. Mighton, J. Carfagnini, J. Dacks re: revisions to Sasso order; review revised Sasso order and provide comments; correspond re: costs submissions; correspond re: plan matters, order matters; correspond with J. Birch re: scheduling of

motion.

- 02/14/16 Receive and review correspondence from A. Lagatta re: [REDACTED] correspondence to A. Lagatta.
- 02/15/16 Correspondence with A. Lagatta; review wrap-up policy of insurance; review construction contract; e-mails with A. Lagatta.

OUR FEE**\$256,392.00****TIMEKEEPER SUMMARY**

NAME	RANK	HOURS	RATE	TOTAL
Carfagnini, Jay A.	Partner	50.50 hrs	\$1,040.00	\$52,520.00
Wagner, Melaney	Partner	77.80 hrs	\$825.00	\$64,185.00
Mark, Alan	Partner	10.30 hrs	\$1,010.00	\$10,403.00
Rubenstein, Gale	Partner	3.10 hrs	\$895.00	\$2,774.50
Kussner, Francy	Partner	30.70 hrs	\$900.00	\$27,630.00
Guolo, Francesca	Partner	5.50 hrs	\$945.00	\$5,197.50
Smith, Graham D.	Partner	3.20 hrs	\$900.00	\$2,880.00
Ernst, Glenn S.	Partner	6.20 hrs	\$970.00	\$6,014.00
Cosentino, Joe	Partner	.20 hrs	\$805.00	\$161.00
Herlin, Ken	Partner	5.70 hrs	\$905.00	\$5,158.50
Sherman, Mitchell J.	Partner	13.50 hrs	\$1,060.00	\$14,310.00
Mighton, Jesse	Associate	88.00 hrs	\$525.00	\$46,200.00
D'Angelo, Tyler	Associate	3.90 hrs	\$440.00	\$1,716.00
Paquette, Fanny	Law Clerk	3.10 hrs	\$320.00	\$992.00
Wilson, Heather	Law Clerk	.20 hrs	\$445.00	\$89.00
Articling Student	Articling Student	54.00 hrs	\$290.00	\$15,660.00
Word Processing Clerk, Litigation	Word Processing	4.80 hrs	\$85.00	\$408.00
	No Rank	1.10 hrs	\$85.00	\$93.50

DISBURSEMENTS

Telephone - Long Distance / Conference Calls

166.78

Barristers & Solicitors

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

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #660490 -- page 11

Agent Fees (Transperfect Translations)	561.00
Parking / Cabs / Mileage / Meetings	459.20
Copies	714.75
Computer Searches - QL System	2.04
Search - Corporate	5.00
Computer Searches - Westlaw Carswell	483.25
TOTAL DISBURSEMENTS	\$2,392.02
<hr/>	
TOTAL FEES ON THIS INVOICE	\$256,392.00
HST ON FEES	33,330.96
NON TAXABLE DISBURSEMENTS	0.00
TAXABLE DISBURSEMENTS	2,392.02
TOTAL DISBURSEMENTS ON THIS INVOICE	\$2,392.02
HST ON TAXABLE DISBURSEMENT	310.96
TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$292,425.94
<hr/>	
TRUST FUNDS	\$150,392.08

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #660490 -- page 12

THIS IS OUR ACCOUNT HEREIN
GOODMANS LLP



E. & O. E.
JAC /

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

Barristers & Solicitors

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

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

Invoice #660490 -- page 13

PAYMENT OPTIONS

**Cheque payable to GOODMANS LLP - mailed to our office; OR
by Wire Transfer - to Goodmans account:**

Canadian \$ General Account

<u>Beneficiary Bank:</u>	TD Canada Trust 394 Bay Street Toronto, ON M5H 2Y3
<u>Swift Code:</u>	TDOMCATTOR
<u>Beneficiary:</u>	Goodmans LLP 333 Bay Street, Suite 3400 Toronto, ON M5H 2S7
<u>Beneficiary Bank:</u>	004
<u>Beneficiary Transit:</u>	12162
<u>Beneficiary Account:</u>	0552488
<u>Payment Details:</u>	Re: Jay Carfagnini, Matter # 143291, Invoice # 660490 (Please include all invoice numbers)

*****Please also email Wire Payment Details to: collections@goodmans.ca***

March 7, 2016

Our File No.: 143291

Via Email

Alvarez & Marsal Canada ULC
2900 South Tower, Royal Bank Plaza
200 Bay Street, PO Box 22
Toronto, ON M5J 2J1

Attention: Douglas McIntosh

Dear Sirs:

Re: Project Yellow

Please find enclosed our interim account for professional services rendered in connection with the above matter for the period up to and including February 29, 2016.

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

Yours truly,

Goodmans LLP



J. A. Carfagnini
JAC/eg
encl.

March 4, 2016

Alvarez & Marsal Canada ULC
2900 South Tower, Royal Bank Plaza
200 Bay Street
PO Box 22
Toronto, ON
Canada M5J 2J1

ATTENTION: Douglas McIntosh

OUR FILE NO. AAMC 143291
OUR INVOICE NO. 661626
GST/HST REGISTRATION NO. R119422962

Re: Project Yellow

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

- 02/16/16 Preparation for and attend conference call J. Carfagnini, M. Wagner, D. McIntosh, A. Hutchens re: outstanding matters; telephone conference with M. Gottlieb [REDACTED] guarantee claim issues; dealing with A. Mark re: Dennis O'Connor availability re: pharmacist claims; telephone conference with T. Sandler re: status of landlord discussions, Plan structure etc.; receipt and review draft amended Plan.
- 02/16/16 Meeting with K. Hodges re: litigation claims.
- 02/16/16 Completed and forwarded to client high level summary of report viz preferences in leaseback analysis; discussed with M. Wagner.
- 02/16/16 Receipt of amended and restated joint plan of compromise and arrangement from solicitors for Target Canada; exchange emails with M. Wagner re: same.
- 02/16/16 Responding to emails from litigation claimants; negotiating settlements with litigation claimants; updating litigation claims binder and relevant documentation; emailing client re: litigation claims update; conference calls with A. Lagatta re: [REDACTED]
- 02/16/16 Address litigation claims matters; discussion with A. Lagatta; conferences with J. Mighton and K. Hodges; further discussions with A. Lagatta; review pharmacy matters; correspondence re: pharmacy matters; e-mails with A. Lockhart; correspondence with G. Karpel.
- 02/16/16 Phone conference with F. Kussner, K. Hodges, A. Lagatta [REDACTED] phone conference with S. Ferguson re: pharmacist opt out; drafting letter to PFAC re: same; claims matters re: [REDACTED] property claim; email correspondence with S. Strosberg re: pharmacist opt-out notice; email correspondence with S. Glustein re: claims disputes.

- 02/16/16 File management.
- 02/16/16 Reviewing litigation claims and documenting cases involving co-defendants.
- 02/16/16 Revising 30-day goods memo; revising application response for [REDACTED] issue.
- 02/16/16 Draft [REDACTED] settlement agreement and speak to A. Hutchens re: same; attend to claims dispute matters and speak to J. Mighton and G. Karpel re: same; conference call with F. Kussner, J. Mighton, A. Lagatta re: litigation claim matters; correspond re: claims officer matters; conference call with J. Carfagnini, D. McIntosh, A. Hutchens, G. Karpel re: status update; correspond re: Plan matters; review [REDACTED] claim matters; speak to F. Guolo re: preference review matters; speak to C. Prophet re: [REDACTED] matters; speak to G. Karpel re: claims matters; correspond with J. Birch.
- 02/17/16 Receipt and review amended Plan; preparation for and attend meeting Osler, A&M, Goodmans to review Plan structure.
- 02/17/16 Reviewing Plan.
- 02/17/16 Reviewing litigation claims and supporting documentation re: same.
- 02/17/16 Receipt and briefly review amended and restated joint plan of compromise and arrangement.
- 02/17/16 Responding to emails from litigation claimants; negotiating settlements with litigation claimants; updating litigation claims binder and relevant documentation; emailing client re: litigation claims update; conference calls with [REDACTED] counsel re: [REDACTED] application to add [REDACTED] to the action.
- 02/17/16 Conference with A. Lockhart, J. Mighton and K. Hodges; e-mails with A. Lagatta and G. Karpel; receive and review correspondence from A. Lagatta; correspondence to A. Lagatta; correspondence with P. Johnson, counsel for [REDACTED] telephone discussion with P. Johnson; correspondence to A. Lagatta and G. Karpel; receive and review correspondence from P. Johnson; conferences with K. Hodges; receive and review correspondence from W. Sasso re: pharmacists; telephone discussion with C. Artem; review litigation claims matters.
- 02/17/16 Phone conference with F. Kussner, P. Johnson re: [REDACTED] claim; attending at Osler offices re: overview of revised plan of arrangement; meeting with F. Kussner, K. Hodges re: [REDACTED] claim; phone conference with G. Karpel, S. Glustein re: credit memo disputes; reviewing amended plan of arrangement.
- 02/17/16 Meeting at Osler; review Plan.
- 02/17/16 Claims: [REDACTED] Attendances (M. Wagner); Review materials & authorities re: damage claim.
- 02/17/16 Drafting application response.
- 02/17/16 Speak to G. Smith re: [REDACTED] claim matters; review amended Plan; meeting at Osler with working group re: Plan; correspond re: pharmacist matters, litigation matters; speak to J. Mighton re: claims matters.

Invoice #661626 -- page 3

- 02/18/16 Dealing with Oslers, L. Galessiere re: landlord settlement; correspondence Morawetz J. re: request to stand down on landlords' costs submissions; dealing with A&M re: Plan issues and structuring; conference call with D. McIntosh re: same; dealing with Consultative Committee meeting matters - Agenda, etc.; telephone conference with T. Sandler re: landlord/parent settlement discussions.
- 02/18/16 Correspondence with J. Mighton re: assigned lease claims; review of claims; correspondence with K. Herlin re: same.
- 02/18/16 Reviewing revised Plan; discussion with M. Sherman.
- 02/18/16 Reviewing outstanding litigation claims; meeting with K. Hodges re: same.
- 02/18/16 Discussions with T. D'Angelo with respect to [REDACTED] property locations; exchange email with Oslers re: same; receipt of emails throughout day with respect to [REDACTED]
- 02/18/16 Responding to emails from litigation claimants; negotiating settlements with litigation claimants; updating litigation claims binder and relevant documentation; emailing client re: litigation claims update; conference calls with [REDACTED] application to add [REDACTED] to the action.
- 02/18/16 Telephone discussion with [REDACTED] adjuster re: [REDACTED] claim; conferences with K. Hodges and J. Mighton; address litigation claims matters; prepare correspondence re: [REDACTED] claim.
- 02/18/16 Reviewing amended plan of arrangement; editing same; meeting with M. Wagner re: same; meeting with F. Kussner, K. Hodges re: [REDACTED] claim; phone conference with T. Sandler, M. Wagner, J. Carfagnini re: plan matters; phone conference with J. Carfagnini, M. Wagner, D. McIntosh re: plan matters, Consultative Committee meeting; phone conference with M. Bourgeois, F. Kussner, K. Hodges re: [REDACTED] claim; phone conference with J. Dacks, M. Wagner re: term sheet; phone conference with T. Sandler, M. Wagner re: landlord costs; phone conference with S. Glustein, J. Zigler, M. MacEachern re: credit memo disputes.
- 02/18/16 Review of plan; review numbers; review issues; discussion with J. Mighton.
- 02/18/16 Review and provide comments on amended and restated Plan; various meetings at Oslers re: status update, plan matters; speak to A. Hutchens re: same; various discussions with T. Sandler, J. Dacks and J. Mighton re: status update, landlord matters; conference call with T. Sandler, J. Carfagnini, J. Mighton re: status update on landlord matters, Plan matters; conference call with J. Carfagnini, D. McIntosh, J. Mighton re: same; speak to M. Sherman re: Plan matters; speak to G. Rubenstein re: employee claims matters; speak to J. Mighton re: Plan matters; conference call with C. Francis and T. Sandler re: [REDACTED] draft [REDACTED] acknowledgement; review Consultative Committee email.
- 02/19/16 Reviewing emails.
- 02/19/16 Receipt of latest draft amended and restated Plan and briefly review same.
- 02/19/16 Responding to emails from litigation claimants; negotiating settlements with litigation claimants; updating litigation claims binder and relevant documentation.

- 02/19/16 Phone conference with A. Hutchens re: Plan matters and disputed claims review; phone conference with S. Glustein re: disputed claims review; phone conference with J. Hurwitz re: [REDACTED] disclaimer; email correspondence re: Consultative Committee meeting; email correspondence re: pharmacist dispute schedule; email correspondence re: [REDACTED] claim; reviewing materials re: [REDACTED] claim; drafting email re: same.
- 02/19/16 Review issues; telephone call with the Canada Revenue Agency and the Department of Justice; telephone call with Osler.
- 02/19/16 Various discussions with A. Hutchens and G. Karpel re: claims matters, status update, landlord matters, Plan matters; various discussions with D. McIntosh re: landlord matters, Plan matters; various discussions with J. Mighton re: claims matters, status update; conference call with T. Sandler and J. Dacks re: landlord matters, status update, Plan matters; conference call with T. Sandler and L. Galessiere re: co-tenancy stay; review 30-day goods research; correspond re: landlord statement matters; speak to T. Sandler re: status update; speak to J. Birch re: co-tenancy matters; message for A. Dryer re: co-tenancy matters.
- 02/20/16 Review changes in agreement.
- 02/20/16 Correspond re: landlord update, Plan matters.
- 02/21/16 Reviewing revised plan of arrangement; drafting email to M. Wagner re: same; email correspondence re: Consultative Committee meeting.
- 02/21/16 Review amended and restated plan and correspond re: same; conference call with D. McIntosh, A. Hutchens, G. Karpel re: landlord update, Plan matters.
- 02/22/16 Dealing with pharmacists' claims and referred to D. O'Connor (Claims Officer); telephone conference with A. Mark re: process; telephone conference with M. Wagner re: status of landlord settlement discussions; receipt and review briefing reports.
- 02/22/16 Discussions with J. Mighton; researching Goodmans' precedents re: legal set-off; compiling binder of memos and articles.
- 02/22/16 Address pharmacy claims matters and [REDACTED] claim matters; telephone call to J. Dacks; telephone call to W. Sasso; report to Monitor.
- 02/22/16 Emails re: claims process for pharmacists.
- 02/22/16 Meeting with D. McIntosh, A. Hutchens, G. Karpel, M. Wagner, T. Sandler, J. Dacks re: Consultative Committee meeting; attending at Consultative Committee meeting; reviewing Plan and term sheet materials; phone conference with K. Hodges, M. Adlem re: [REDACTED] claim; phone conference with J. Wadden re: Eleven Points claim.
- 02/22/16 Review new data from [REDACTED] telephone conversation with J. Mighton re: [REDACTED] claim.
- 02/22/16 Prepare for Consultative Committee meeting; pre-meeting with D. McIntosh, A. Hutchens, G. Karpel, T. Sandler and J. Dacks; attend Consultative Committee meeting; attend post meeting with