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- meeting J. Carfagnini, M. Wagner, D. McIntosh, A. Alt re: same; dealing with Claims Process Timetable and Court dates.
- 04/22/15 Telephone consultation with S. Van Allen [REDACTED] review liens re: registration on leasehold vs. freehold, claims against Monitor, perfection issues.
- 04/22/15 Discussing with M. Thomas re: research on monitor duties in claims process and locating resources re: same; conducting research re: termination of DPSP and employee entitlement and corresponding by e-mail with G. Rubenstein re: same.
- 04/22/15 Participate in groups call with Lazard in respect of [REDACTED] questions and stalking horse bid and auction process; exchange of emails throughout the day re: outstanding issues; follow-up call with solicitor for [REDACTED] re: same.
- 04/22/15 Receive and review correspondence and documentation re: [REDACTED] conference call with E. Allin, A. Lockhart, M. Calvaruso and J. Mighton; review revised [REDACTED] documentation; review correspondence re: [REDACTED] conference with J. Mighton; review correspondence re: [REDACTED] and supplier matters.
- 04/22/15 Review revised timeline re: claims.
- 04/22/15 Telephone conference with E. Allin, A. Lockhart, J. Hurwitz and M. Calvaruso re: [REDACTED] email correspondence re: CBSA customs bond issue; drafting direction to cancel customs bond; coordinating execution of escrow agreement re: fraudulent gift cards; email correspondence re: supplier issues; reviewing draft materials re: supplier issues.
- 04/22/15 Attendances re: DPSP, employee issues, telephone conversation with S. Poysa.
- 04/22/15 PropCo and inter-company claims: review materials; preparation re: meeting on inter-company claims.
- 04/22/15 Meeting with J. Mighton re: claims procedure order precedents; meeting with C. Costa re: same; researching claims procedure orders; reviewing disclaimer notices.
- 04/22/15 Review RPPSP matters and correspond re: same; conference call with Lazard, A. Alt, T. Sandler, R. Nielsen, K. Herlin re: bidder inquiries, process matters; conference call with T. Sandler, K. Herlin, J. Wooten, R. Nielsen and M. Paura re: bid process matters.
- 04/23/15 Consider PUC/loss amortization strategies.
- 04/23/15 Dealing with real estate sales process, qualified bids; review bids, calls/meetings with Lazard; attend conference call Goodmans, Oslers, A&M, Target Canada re: real estate sales process and meeting with Lazard; dealing with J. Carhart, L. Rogers re: Supplier Motion, Monitor's Motion for Advice and Direction; conference call J. Carfagnini, D. McIntosh, R. Orzy re: [REDACTED] leases; telephone conference with T. Pohl, D. Dunne, Lazard re: qualified bids; receipt and review qualified bids.
- 04/23/15 Receipt and review of correspondence from K. Grantham (x2); receipt and review of

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- correspondence from A. Gorka (x2); receipt and review of correspondence from A. Tselos; office conference with K. Herlin; review Kone Inc. lien re: [REDACTED]
- 04/23/15 Reviewing rider for Monitor's Report re: DPSP and commenting.
- 04/23/15 Corresponding re: disclaimer matters.
- 04/23/15 Receipt of draft of release for [REDACTED] review and revise same; discussions with Osler re: same; provide further comments in connection therewith; make further revisions; receipt of emails throughout the day re: same and other leasing matters.
- 04/23/15 Review correspondence re: [REDACTED] conference call with E. Allin, J. Mighton and F. Kussner; review proposed revisions to [REDACTED] correspondence; conferences with J. Mighton; review correspondence re: [REDACTED] conference call with Target personnel, Osler and J. Mighton re: [REDACTED] and EPL assets; review correspondence and documentation re: [REDACTED] and Proofs of Claim; communications with Osler and Monitor.
- 04/23/15 Correspondence re: bids.
- 04/23/15 Meeting with G. Rubenstein re: claims procedure order; telephone conference with A. Lockhart, F. Kussner, M. Wong and M. Calvaruso re: [REDACTED] and EPL assets, and environmental stewardship arrangements; email correspondence re: supplier issues; drafting claims procedure order; reviewing draft Monitor's Ninth Report.
- 04/23/15 Attendances re: DPSP, call for claims, employee claims and issues.
- 04/23/15 Intercompany claims: review materials; meeting (Monitor).
- 04/23/15 Review [REDACTED] Release; review Monitor's Ninth Report; speak to J. Mighton re: supplier matters; meeting with A. Hutchens, G. Karpel, G. Smith re: intercompany claims report; prepare package for G. Smith re: intercompany claims; review direction re: customs bond and provide comments to J. Mighton.
- 04/24/15 Preparation for and attend meeting J. Carfagnini, D. McIntosh, J. Carhart re: supplier issues; dealing with A. Kauffman, D. Ullman re: real estate sales process; lease disclaimer process - dealing with Lazard re: disclaimers; telephone conference with D. McIntosh, T. Sandler re: same; receipt and review real estate bid summary issues.
- 04/24/15 Receipt and review of correspondence from A. Gorka; receipt and review of correspondence from T. Sandler; receipt and review of correspondence from D. McIntosh; office conference with K. Herlin; letter to T. Sandler; review correspondence from K. Herlin to T. Sandler; telephone consultation with S. Van Allen.
- 04/24/15 Compiling and reviewing qualified bids.
- 04/24/15 Exchange emails re: [REDACTED] by release of disclaimer; exchange emails re: [REDACTED] release of disclaimer; provide comments re: [REDACTED] release of disclaimer; telephone discussions with Osler re: same.

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- 04/24/15 Receive and review correspondence from M. Swanson re: EPL - Pallets and other asset clarification matters; conference call with Target personnel, Monitor and Osler re: Eleven Points Pallet matters; conferences with J. Mighton re: supplier matters; conference call with A. Lockhart, J. Hurwitz, E. Allin, M. Wong, M. Calvaruso, J. Mighton and F. Kussner re: supplier matters; review correspondence re: Eleven Points and re: [REDACTED]
- 04/24/15 Correspondence with Oslers; meeting with K. Herlin.
- 04/24/15 Review bid report.
- 04/24/15 Telephone conference with F. Kussner, A. Lockhart, M. Calvaruso and Target employees re: EPL pallets and other assets; telephone conference with F. Kussner, A. Lockhart, E. Allin and M. Calvaruso re: supplier/vendor issues update; email correspondence re: supplier/vendor issues; meeting with M. Thomas re: claims process forms; reviewing precedent materials; coordinating execution of direction re: customs bond cancellation; editing Monitor's Ninth Report; drafting claims procedure order.
- 04/24/15 Attendances re: employee issues including [REDACTED] newsletter.
- 04/24/15 Meeting with J. Mighton re: compiling book re: Used Clauses for Expected Bids; compiling book re: same; researching precedents re: Alvarez & Marsal claims procedure orders with exhibits.
- 04/24/15 Revise Monitor's Report re: Advice and Directions; correspond re: pharmacy matters, bid matters; various discussions with T. D'Angelo and J. Mighton re: bid matters; speak to J. Carfagnini re: status update; review bids received and make notes on same.
- 04/25/15 Receipt and review report on qualified bids for real estate; preparation for and attend call J. Carfagnini, D. McIntosh re: same; preparation for and attend conference call A&M, Goodmans, Osler, A. Alt re: Lazard bid summary and strategy for proceeding.
- 04/25/15 Receipt of bids; briefly review same; discussions with solicitors for Target re: same.
- 04/26/15 Receipt and review Lazard Report on qualified bids and auction strategy; receipt and review Osler Report, summary of contractual terms, issued conditions; preparation for and attend [REDACTED] to meet with A. Alt, Lazard; preparation for Lazard meeting.
- 04/27/15 [REDACTED] review CRA letters.
- 04/27/15 Preparation for and attend meeting with Target Corp. to outline general results of real estate auction process and claims process; preparation for and attend meeting A&M, Goodmans, Oslers, Lazard, Target Canada (A. Alt) re: real estate qualified bids review and strategy for proceeding.
- 04/27/15 Telephone consultation with S. Van Allen; letter to R. Gillott; receipt and review of correspondence from G. Brown; receipt and review of Motion Records of [REDACTED] re: [REDACTED] re: leave to perfect liens.
- 04/27/15 Review of Phase 2 materials from Lazard.

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- 04/27/15 Reviewing real property sale process summary.
- 04/27/15 Receipt of multiple bids pursuant to proposed auction process; review same; scheduling calls with Lazard and Osler's re: same; discussions with solicitor for Target re: status of Lazard presentation.
- 04/27/15 Review correspondence re: pharmacy matters, [REDACTED] and [REDACTED] review summary of vendor/supplier issues; receive and review correspondence and documentation re: [REDACTED] e-mails to J. Mighton.
- 04/27/15 Review auction briefing notes.
- 04/27/15 Drafting claims procedure order; email correspondence with M. Thomas re: same; reviewing draft Monitor's Report re: RPPSP; reviewing qualified bid summaries; email correspondence re: supplier/vendor issues.
- 04/27/15 Attendance re: employee newsletter, [REDACTED]
- 04/27/15 Emails with Osler; review letter.
- 04/27/15 Review bid summaries; correspond re: pharmacy matters, disclaimer matters, court hearing matters; review and revise Monitor's Report re: advice and directions; review and revise Monitor's Report re: update on RPPSP process.
- 04/28/15 Review tax audit information.
- 04/28/15 Preparation for and attend meeting to brief Monitor, Goodmans, Osler's Teams on real estate sales process; planning for real estate sales; preparation for and attend conference call A&M, Goodmans, Osler, Lazard re: real estate sales process; review contractual conditions in qualified bids; strategy for proceeding; dealing with lease disclaimers; receipt and review draft Monitor's Report re: real estate sales process; attend conference call J. Carfagnini, A. Mark, D. McIntosh re: Calgary DC; strategy for proceeding with auctions; dealing with landlords' counsel re: sales process.
- 04/28/15 Review correspondence from K. Herlin to T. Sandler re: Bayshore; email to K. Herlin and T. Sandler re: [REDACTED] liens; voicemail to R. Gillott.
- 04/28/15 Preparing and delivering certain bids to K. Herlin, and discussion re: same; drafting lease surrender agreement for [REDACTED] and communication re: same.
- 04/28/15 Attending to offices of Osler for group meeting re: status of bidding process; follow-up meeting with smaller group and telephone call to Lazard re: same; subsequent discussions with solicitor for [REDACTED] subsequent discussions with solicitor for [REDACTED] subsequent discussion with in-house solicitor at [REDACTED] follow-up calls with Osler re: same; meeting with T. D'Angelo re: preparation of lease surrender agreement for [REDACTED] review and revise same.
- 04/28/15 Attend meeting at Osler together with Monitor re: status update on real estate matters; review correspondence re: Eleven Points; conference with Stikemans and Osler re: Eleven Points; conference with Osler; review supplier correspondence.

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- 04/28/15 Meeting with K. Herlin re: offer reviews.
- 04/28/15 Meeting re: bids and auction; meeting with J. Carfagnini re: [REDACTED] issues; conference call with D. McIntosh re: [REDACTED] issue; review draft 8th Monitor's Report.
- 04/28/15 Attending at Osler offices re: RPPSP bid debriefing meeting; telephone conference with Osler, Lazard, A&M re: RPPSP strategy; telephone conference with F. Kussner, A. Lockhart and D. Murdoch re: EPL issues; email correspondence re: same; drafting Monitor's Eighth Report; email correspondence re: same; drafting claim procedure order.
- 04/28/15 Attendance re: various employee issues including conference call S. Poysa and S. Ferguson, review status; attendance re: claims process.
- 04/28/15 Reviewing claims procedure process forms.
- 04/28/15 Attend meetings with working group re: overview of bids, auction matters, court materials; conference call with Lazard and working group on legal issues on agreements received; revise Monitor's Report re: update on RPPSP matters; revise Monitor's Report re: Advice and Directions; meeting with J. Carfagnini and A. Mark re: bid process matters; conference call with J. Carfagnini, D. McIntosh and A. Mark re: same; conference call with J. Carfagnini and A. Kauffman re: auction process; correspond re: auction process matters, Monitor's Report matters; speak to J. Mighton re: Eleven Points matters.
- 04/29/15 Extensive dealing with real estate sales process; finalize and serve Monitor's Eighth Report on real estate sales process; dealing with landlords, [REDACTED] re: auction; receipt and review draft Stay Extension materials.
- 04/29/15 Corresponding re: disclaimer matters.
- 04/29/15 Exchange emails with working group re: [REDACTED] and need to settle matter as soon as possible; review and revise [REDACTED] lease surrender agreement with respect [REDACTED] forward draft to solicitors for Target; review [REDACTED] lease surrender agreement; discussions with solicitor for Target re: same; review [REDACTED] lease assumption agreements; discussions with solicitors for Target and solicitor for [REDACTED] re: same; participate in working group call with solicitors for [REDACTED] Lazard and Target re: outstanding issues with respect to [REDACTED] bid; follow-up call with Lazard and solicitors for Target re: same; subsequent discussions with M. Wagner re: changes to [REDACTED] agreement; follow-up emails throughout the day re: closing matters and email to working group re: need to engage landlords in transaction.
- 04/29/15 Conference call with R. Montgomery, A. Lockhart, B. Kosturos, T. Sandler, M. Henry, M. Wong, A. Alt, F. Kussner, M. Wagner, J. Mighton, R. Nielsen, T. Macdonald re: Eleven Points issues; conference call with E. Allin, A. Lockhart, F. Kussner, J. Mighton, M. Calvaruso, G. Karpel, S. Nelson re: [REDACTED] issues; review correspondence re: [REDACTED] review correspondence re: Eleven Points; e-mail correspondence re: Eleven Points..
- 04/29/15 Meeting with K. Herlin; review offer.

- 04/29/15 Telephone conference re: [REDACTED] email correspondence re: same; email correspondence re: supplier issues; telephone conference with E. Allin and S. Nelson re: [REDACTED] issues; email correspondence re: same; finalizing Monitor's Eighth Report and preparing for service of same; meeting with D. McIntosh and M. Wagner re: same.
- 04/29/15 Attendances re: employee issues including DPSP, look-back, zero hours and statutory pay; discussions with S. Poysa, T. Sandler, S. Ferguson and J. Conforti; attendance re: claims process.
- 04/29/15 Revising claims procedure order package.
- 04/29/15 Finalize Monitor's Report re: RPPSP update; revise Monitor's Report re: Advice and Directions; review [REDACTED] Agreement, [REDACTED] Agreement; attend call with working group re: Eleven Points; attend call with Lazard, [REDACTED] counsel, Oslers and K. Herlin re: [REDACTED] Agreement and bid matters; conference call with D. McIntosh and J. Mighton re: Monitor's Report on RPPSP update; speak to S. Irving re: Monitor's Report; update call with T. Sandler, K. Herlin and Lazard re: [REDACTED] and other bid matters; speak to T. Sandler and K. Herlin re: same; conference call with R. Nielsen and K. Herlin re: [REDACTED] Agreement.
- 04/30/15 Dealing with real estate sales process; receipt and review Lease Disclaimer Notices; telephone conference with D. McIntosh re: same; preparation for and attend meeting J. Carfagnini, G. Rubenstein, J. Mighton re: claims process and Monitor's Report, employee trust matters, employee DPS program; dealing with Lazard, A&M re: sales process status report.
- 04/30/15 Corresponding re: lease disclaimers.
- 04/30/15 Exchange emails with respect to [REDACTED] bid proposal; receipt of redraft of [REDACTED] surrender agreement and provide comments and call to Target solicitor re: same; discussions with solicitor for [REDACTED] re: revised bid; attending to offices of Osler to discuss outstanding business status and negotiations; meeting with T. Macdonald; receipt of [REDACTED] agreement of purchase and sale and meeting with T. Macdonald to discuss same; discussions with F. Summers of Lazard with respect to [REDACTED] lease surrender agreement; exchange emails with working group with respect to removal and fixtures [REDACTED] [REDACTED] review and revise [REDACTED] release; conference call re: furniture, fixtures and equipment with Target; follow-up call re: same with Lazard and discuss outstanding agreements and issues; receive new draft of [REDACTED] agreement; receipt of lease surrender agreement for [REDACTED]
- 04/30/15 Attend meeting at Osler re: pharmacy matters and Eleven Points matters; review correspondence re: EPL issues; e-mails with A. Lockhart re: EPL issues.
- 04/30/15 Review [REDACTED] APS; meeting with K. Herlin.
- 04/30/15 Reviewing draft Wong Affidavit; telephone conference with D. McIntosh and M. Wagner re: same; telephone conference re: Eleven Points; email correspondence re: same; telephone conference re: [REDACTED] claims services; drafting claims procedure motion; email correspondence re: same; drafting Monitor's Ninth Report; email correspondence re: same.

- 04/30/15 Preparation and conference call re: employee issues; further attendances re: telephone conversation with S. Poysa; attendance re: DPSP, claims.
- 04/30/15 Attendance re: supplier claims.
- 04/30/15 Speak to G. Rubenstein re: employee trust matters; various meetings at Oslers with working groups re: bid matters, pharmacy matters and Eleven Points matters; speak to D. McIntosh re: comments on stay extension affidavit; review and provide comments on affidavit; correspond re: bid matters; conference call with [REDACTED] G. Karpel, S. Irving and J. Mighton re: claims process matters; conference call with Lazard, Monitor, K. Herlin and Oslers re: FF&E.

OUR FEE**\$283,916.00****TIMEKEEPER SUMMARY**

NAME	RANK	HOURS	RATE	TOTAL
Carfagnini, Jay A.	Partner	73.00 hrs	\$1,025.00	\$74,825.00
Wagner, Melaney	Partner	61.90 hrs	\$800.00	\$49,520.00
Mark, Alan	Partner	9.10 hrs	\$990.00	\$9,009.00
Herlin, Ken	Partner	36.90 hrs	\$885.00	\$32,656.50
Rubenstein, Gale	Partner	25.80 hrs	\$895.00	\$23,091.00
Berg, Amalia	Partner	.30 hrs	\$775.00	\$232.50
Kussner, Francy	Partner	22.20 hrs	\$880.00	\$19,536.00
Smith, Graham D.	Partner	5.30 hrs	\$880.00	\$4,664.00
Cosentino, Joe	Partner	4.60 hrs	\$785.00	\$3,611.00
Sherman, Mitchell J.	Partner	.30 hrs	\$1,040.00	\$312.00
Berry, Maureen	Partner	10.60 hrs	\$935.00	\$9,911.00
Macdonald, Thomas M.	Partner	3.60 hrs	\$915.00	\$3,294.00
Descours, Caroline	Associate	1.10 hrs	\$550.00	\$605.00
Costa, Caterina	Associate	8.00 hrs	\$695.00	\$5,560.00
Mighton, Jesse	Associate	79.10 hrs	\$475.00	\$37,572.50
D'Angelo, Tyler	Associate	16.50 hrs	\$390.00	\$6,435.00
MacDonald, Paula	Law Clerk	.20 hrs	\$255.00	\$51.00
Boyer, Lori	Library	.10 hrs	\$165.00	\$16.50
Articling Student	Articling Student	9.40 hrs	\$290.00	\$2,726.00

Goodmans^{LLP}

Barristers & Solicitors

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

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goodmans.ca

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NAME	RANK	HOURS	RATE	TOTAL
Word Processing	Word Processing	3.60 hrs	\$80.00	\$288.00

DISBURSEMENTS

Telephone - Long Distance / Conference Calls	218.94
Parking / Cabs / Mileage / Meetings	868.89
Copies	1,997.50
Computer Searches - QL System	272.68
Search - Sub	3.00

TOTAL DISBURSEMENTS	\$3,361.01
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TOTAL FEES ON THIS INVOICE	\$283,916.00
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HST ON FEES	36,909.08
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NON TAXABLE DISBURSEMENTS	0.00
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TAXABLE DISBURSEMENTS	3,361.01
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TOTAL DISBURSEMENTS ON THIS INVOICE	\$3,361.01
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HST ON TAXABLE DISBURSEMENT	436.93
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TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$324,623.02
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TRUST FUNDS	\$150,192.82
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Goodmans^{LLP}

Barristers & Solicitors

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

Telephone: 416.979.2211

Facsimile: 416.979.1234

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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.

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

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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 # 645156 (Please include all invoice numbers)

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

Goodmans^{LLP}

Barristers & Solicitors

Bay Adelaide Centre
333 Bay Street, Suite 3400
Toronto, Ontario M5H 2S7Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.caDirect Line: 416.597.4107
jcarfagnini@goodmans.ca

May 21, 2015

Our File No.: 143291

Via EmailAlvarez & Marsal Canada ULC
2900 South Tower, Royal Bank Plaza
200 Bay Street, PO Box 22
Toronto, ON M5J 2J1**Attention: Doug 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 May 15, 2015.

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 LLPJ. A. Carfagnini
JAC/eg
encl.

6410779.1

May 21, 2015

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

ATTENTION: Doug McIntosh

OUR FILE NO. AAMC 143291

OUR INVOICE NO. 645687

GST/HST REGISTRATION NO. R119422962

Re: Project Yellow

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

- 05/01/15 Dealing with real estate sales process; dealing with auction participants; receipt and review [REDACTED] settlement documents.
- 05/01/15 Telephone consultation with S. Van Allen; letter to R. Gillott.
- 05/01/15 Review of [REDACTED] agreement.
- 05/01/15 Receive [REDACTED] lease transfer agreement and provide comments; participate in conference call re: same; receipt of revised draft of [REDACTED] lease transfer agreement; provide further comments in connection therewith; email to Target with respect to adjustments for [REDACTED] leases; [REDACTED] conference call with M. Wagner and D. McIntosh re: overall status of transactions in general; participate in all hands call with representatives of Lazard, Target and Monitor to discuss outstanding issues; participate in lengthy conference call with solicitors for Target and [REDACTED] in an effort to finalize agreement of purchase and sale; review revised version of agreement of purchase and sale for [REDACTED] properties; exchange emails with working group with respect to conditionality of release in [REDACTED] transaction; receipt of redraft of [REDACTED] document and provide comments to R. Nielsen; exchange emails with respect to [REDACTED] property and discussions with T. D' Angelo re: same; receipt of redraft of agreement from Target Canada solicitor; exchange emails with Target with respect to adjustments for [REDACTED] properties; receipt of fully executed copy of [REDACTED] settlement agreement; participate in update call with Lazard and working group to discuss outstanding issues.
- 05/01/15 Conference call with A. Lockhart, Y. Katirei, D. Murdoch, T. Sandler, J. Hurwitz, M. Wagner, F. Kussner, J. Mighton re: vendor/supplier matters; review correspondence re: [REDACTED]

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- and EPL; telephone discussion with A. Lockhart; review issues chart; review pharmacy correspondence; email correspondence re: supplier issues.
- 05/01/15 Telephone conference re: vendor/supplier issue update; reviewing draft Osler materials re: stay extension motion; drafting Monitor's Ninth Report; email correspondence re: vendor issues; telephone conference with T. McDiarmid re: supplier issues.
- 05/01/15 Attendances re: various employee issues, DPSP and draft report; various telephone conversations with S. Poysa.
- 05/01/15 Conference call with D. McIntosh, G. Karpel, A. Hutchens and K. Herlin re: update on bid matters; speak to [REDACTED] re: overview matters; attend call with Lazard and working group on RPPSP update; review [REDACTED] agreement; call with working group re: [REDACTED] agreement; review [REDACTED] agreement; review and revise Ninth Report; correspond re: court dates, [REDACTED] matters; speak to J. Dacks re: [REDACTED] agreement, court dates, materials; conference call with Lazard and Oslers re: RPPSP update; speak to T. Sandler and J. Dacks re: [REDACTED] matters; correspond re: RPPSP update, [REDACTED] matters.
- 05/02/15 Review [REDACTED] agreement.
- 05/02/15 Telephone call with solicitors for Osler and provide comments in connection with [REDACTED] lease transfer and purchase agreements; participate in conference call with [REDACTED] to discuss outstanding issues; participate in subsequent call with working group to discuss status of file in general and survey outstanding issues; provide comments to Target Canada solicitors with respect to [REDACTED] agreement of purchase and sale.
- 05/02/15 Speak to D. McIntosh re: status update; speak to A. Hutchens re: status update; correspond re: bid matters, agreements; conference call with [REDACTED] and working group re: agreement; conference call with D. Bish, T. Sandler and J. Dacks re: [REDACTED] matters; review and revise Ninth Report; conference call with Lazard and working group re: RPPSP update; speak to K. Herlin re: status update.
- 05/03/15 Review of [REDACTED] agreement.
- 05/03/15 Participate in telephone call with working group re: [REDACTED] agreement of purchase and sale; provide comments in connection therewith to Target Canada solicitor; telephone call with T. Macdonald with respect to [REDACTED] purchase agreement for [REDACTED]; participate in telephone call with Osler litigation department and [REDACTED] follow-up call with working group with Lazard to discuss outstanding issues; telephone call with [REDACTED] and counsel and Target Canada to discuss status of agreement of purchase and sale; exchange of emails throughout the day with D. McIntosh and M. Wagner re: status of transaction.
- 05/03/15 Review [REDACTED] agreement; telephone call with Oslers; telephone call with K. Herlin.
- 05/03/15 Drafting Monitor's Ninth Report; reviewing Osler draft materials re: stay extension motion, [REDACTED] transaction motion.

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- 05/03/15 Meeting with S. Philpott re: various employee issues.
- 05/03/15 Correspond re: Monitor's Ninth Report, court materials; correspond re: agreement matters; attend Lazard update call with working group; review [REDACTED] agreement; conference call with [REDACTED] and working group re: agreement; conference call with D. McIntosh, A. Alt and T. Sandler re: RPPSP matters; correspond re: court materials; review Affidavit re: [REDACTED]; review [REDACTED] [REDACTED] LOI.
- 05/04/15 Dealing with real estate auction; dealing with [REDACTED] sale approval; telephone conference with M. Wagner, D. McIntosh re: same.
- 05/04/15 Receipt and review of correspondence from R. Gillott; letter to R. Gillott; telephone consultation with R. Gillott; receipt and review of correspondence from K. MacLean; receipt and review of Order of Justice Campbell re: [REDACTED] lien on [REDACTED] store.
- 05/04/15 Meeting with K. Herlin and T. Macdonald re: auction process; review of [REDACTED] agreement.
- 05/04/15 Attend to office of Target's solicitors and participate in negotiations, finalization and execution directly with third party tenants and buyers with respect to agreement of purchase and sale and lease transfer agreements throughout the day including providing extensive assistance to Target solicitors and drafting and negotiating documentation; including participating throughout the day re: negotiation and finalization of [REDACTED] agreement of purchase and sale including discussions with solicitors for [REDACTED] re: same; finalizing [REDACTED] lease surrender agreement and agreement of purchase and sale; participating in drafting sessions with respect to [REDACTED] transfer agreement and agreement of purchase and sale.
- 05/04/15 Review correspondence re: [REDACTED] and Eleven Points; telephone discussion with R. Montgomery; review Monitor's Report; receive and review correspondence from R. Montgomery; correspondence to R. Montgomery; correspondence re: supplier issues.
- 05/04/15 Review stalking horse; meeting with K. Herlin; review re: [REDACTED]; correspondence with Oslers.
- 05/04/15 Telephone calls and drafting re: Monitor's 9th Report, Order and motion materials; telephone call with J. Dacks re: motions; review [REDACTED] motion materials; review and revise draft Order.
- 05/04/15 Finalizing and serving Monitor's Ninth Report; email correspondence re: Osler [REDACTED] motion materials; telephone conference with A. Hutchens re: Monitor's Tenth Report; reviewing draft Monitor's Tenth Report; email correspondence re: supplier issues.
- 05/04/15 Telephone conversation with S. Ferguson re: employee issues including DPSP termination; attendance re: draft Order re: claims, telephone conversation with T. Sandler re: employee issues.
- 05/04/15 Meeting with J. Mighton re: serving Motion Record; prepare letter re: same; prepare Motion Record of the applicants; traveling to A&M office re: receive signature page and returning to office.
- 05/04/15 Review Affidavit re: [REDACTED] approval motion; review and revise Monitor's Ninth Report;

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- conference call with J. Mighton, D. McIntosh, A. Hutchens, A. Mark re: [REDACTED] approval motion, Monitor's Ninth Report; speak to D. McIntosh re: [REDACTED] matters; conference call re: [REDACTED] conference call with Lazard, Oslers, K. Herlin, D. McIntosh re: auction matters, [REDACTED] speak to J. Carfagnini re: status update; conference call with D. McIntosh, A. Alt, T. Sandler, K. Herlin re: [REDACTED]; conference call with Lazard, T. Sandler, K. Herlin re: [REDACTED] Agreement, update; speak to M. Berry re: tax losses; conference call with T. Sandler, K. Herlin re: tax losses; conference call with T. Sandler, G. Rubenstein re: employee matters; attend at Oslers with working group re: [REDACTED] Agreement; attend at Osler with working group re: [REDACTED] Agreement; correspond re: Eleven Points.
- 05/05/15 Dealing with real estate auction; dealing with supplier motion May 11, 2015; receipt and review draft Monitor's 10th Report.
- 05/05/15 Attend to office of Target's solicitors and participate in negotiations, finalization and execution directly with third party tenants and buyers with respect to agreement of purchase and sale and lease transfer agreements throughout the day including providing extensive assistance to Target solicitors and drafting and negotiating documentation, including discussions with [REDACTED] and negotiation of agreements and possible release of restrictive covenants with [REDACTED] in favour of [REDACTED]; negotiating [REDACTED] agreement of purchase and sale including attending to numerous meetings with solicitors for purchaser re: same; participating in drafting sessions with respect to [REDACTED] agreement of purchase and sale.
- 05/05/15 Review correspondence from R. Montgomery re: EPL; conferences with J. Mighton; receive and review correspondence from Y. Katirai re: EPL; correspondence re: supplier issues; telephone discussion with R. Montgomery re: EPL.
- 05/05/15 Meeting at Oslers; negotiate various offers.
- 05/05/15 Emails and telephone calls re: May 11 motion.
- 05/05/15 Drafting Monitor's Tenth Report; email correspondence re: same; email correspondence re: supplier issues; telephone conference with R. Montgomery and T. McDiarmid re: EPL assets; telephone conference with H. Murray re: inventory liquidation process; telephone conference with M. Henry re: same; meeting with G. Rubenstein re: claims procedure order; email correspondence re: supplier motions.
- 05/05/15 Attendances re: DPSP including discussions with S. Philpott; attendances claims process re: employee claims, draft notice, review draft order; attendances re: employee issues.
- 05/05/15 Reviewing Motion Record of the Monitor; researching precedents re: Monitor's Reports on Claims Procedure Orders.
- 05/05/15 Correspond re: cure costs, agreement matters, Eleven Points matters; attend at Oslers with working group re: [REDACTED] Agreement, [REDACTED] Agreement, [REDACTED] Agreement; conference calls re: Agreement matters.

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- 05/06/15 Update call with Oslers re: tax issues.
- 05/06/15 Preparation for and attend real estate auction.
- 05/06/15 Telephone consultation with S. Van Allen and R. Gillott re: [REDACTED] telephone consultation with R. Gillott; review out of province liens.
- 05/06/15 Conference call with M. Biringer re: update.
- 05/06/15 Attend to office of Target's solicitor and participate in negotiations, finalization and execution directly with third party tenants and buyers with respect to agreement of purchase and sale and lease transfer agreements throughout the day including providing extensive assistance to Target solicitors and drafting and negotiating documentation; including finalizing agreement of purchase and sale and transfer agreements with [REDACTED] with respect to leased locations; negotiating same; attending meetings with respect to [REDACTED] transaction; finalizing [REDACTED] release with Osler; numerous conversations throughout the day with [REDACTED] solicitors re: agreements and executing same.
- 05/06/15 Receive and review correspondence from C. Jackson re: pharmacy matters; correspondence to C. Jackson.
- 05/06/15 Meeting at Oslers; revise and negotiate offers.
- 05/06/15 Telephone calls and email re: May 11 motions; telephone call and email to R. Orzy re: claims process; email to and from [REDACTED] re: supplier representation motion.
- 05/06/15 Preparing USB key for RSJ Morawetz; email correspondence re: same; email correspondence re: supplier issues; phone conference re: disclaimer issues; drafting Monitor's Tenth Report
- 05/06/15 Attendances re: employee issues including review of responses to requests from rep counsel; preparation and attendance re: meeting with S. Ferguson and S. Philpott; attendance re: employee claims process.
- 05/06/15 Telephone call with Osler re: various issues.
- 05/06/15 Revising letter to RSJ Morawetz re: May 11, 2015 motion materials; researching precedents re: Monitor's Reports re: claims procedure orders.
- 05/06/15 Correspond re: Agreement matters; attend at Oslers with working group re: [REDACTED] Agreement, [REDACTED] Agreement; conference calls with [REDACTED] re: Agreement; conference calls and meetings with [REDACTED] re: Agreement; review Tenth Report and provide comments on same.
- 05/07/15 Preparation for and attend real estate auction.
- 05/07/15 Meeting A. Hutchens at Osler re: document pickup; returning to office; assisting J. Mighton with document preparation.
- 05/07/15 Receipt and review of correspondence from S. Van Allen; receipt and review of revised Consent;

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- letters to R. Gillott; receipt and review of correspondence from R. Gillott; letter to A. Hutchens.
- 05/07/15 Attend to office of Target's solicitor and participate in negotiations, finalization and execution directly with third party tenants and buyers with respect to agreement of purchase and sale and lease transfer agreements throughout the day including providing extensive assistance to Target solicitors and drafting and negotiating documentation; attending to auction and finalizing [REDACTED] distribution agreement with [REDACTED] and executing same; finalizing [REDACTED] distribution centre agreement and attending to other matters throughout the day.
- 05/07/15 Receive and review correspondence from D. Murdoch re: EPL; conferences with J. Mighton; telephone discussion A. Lockhart and J. Mighton; telephone discussion R. Montgomery; receive and review correspondence from E. Allin re: outstanding invoices [REDACTED] conference with J. Mighton; review proposed correspondence re: EPL; conferences with J. Mighton; correspondence with A. Lockhart.
- 05/07/15 Meeting at Oslers; revise drafts; attend auction.
- 05/07/15 Emails re: motion; telephone call with R. Orzy; review draft approval motion materials; review [REDACTED] Motion Record.
- 05/07/15 Email correspondence re: service list requests; finalizing and serving Monitor's Tenth Report; email correspondence re: EPL issues; phone conference with R. Montgomery re: same; reviewing Osler draft motion materials.
- 05/07/15 Compiling documents re: Supplier Motion Record.
- 05/07/15 Attend auction re: distribution centres; various discussions and meetings at Oslers with working group re: [REDACTED] Distribution Centre Agreement; attend to review and correspond re: L. Brzezinski motion matters, bid matters; review and provide comments on [REDACTED] press release.
- 05/08/15 Dealing with J. Carhart and L. Rogers re: Supplier Motion; preparation for and attend meeting Goodmans, A&M and Oslers re: real estate sales co-ordination of closings, May 11 Motion, claims process, etc.
- 05/08/15 Receipt and review of correspondence from G. Brown; receipt and review of Order of Justice Trimble re: [REDACTED] receipt and review of Order of Master MacLeod re: [REDACTED] letter to S. Van Allen.
- 05/08/15 Meeting at Oslers re: next steps.
- 05/08/15 Attend offices of Oslers to review pre-closing matters; exchange emails re: [REDACTED] back up bid for [REDACTED] exchange emails with respect to [REDACTED] bid and timing of disclosure; confirm deposit received from [REDACTED] telephone discussions with solicitor for [REDACTED] re: closing of transaction; receipt of information with respect to deposits with respect to [REDACTED] purchases.
- 05/08/15 Delivering Factums and Motion Records to A. Hutchens (A&M) for J. Mighton; delivering documents from A. Hutchens to C. Descours.

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- 05/08/15 Conferences with J. Mighton re: EPL; review correspondence from R. Montgomery re: EPL; review correspondence and documentation from A. Lockhart; correspondence with R. Montgomery.
- 05/08/15 Meeting at Oslers re: next steps; correspondence with [REDACTED]
- 05/08/15 Attend meeting at Oslers re: real estate process; prepare for Court; emails to and from M. Solmon and L. Brzezinski re: auctions; review Motion Records and Factums.
- 05/08/15 Preparing USB key of materials for RSJ Morawetz; phone conference with F. Kussner, R. Montgomery re: EPL; email correspondence re: same; reviewing Osler draft motion materials; editing same; attending at Osler offices re: update meeting; reviewing Brzezinski and Solmon motion materials.
- 05/08/15 Researching precedents re: electronic proofs of claim; drafting chart re: summary results of real estate transactions.
- 05/08/15 Conference call with working group re: next steps, lease transactions, preparation for Court, bid matters; review Affidavit re: [REDACTED] speak to J. Mighton re: May 11 motion, lease transaction Court materials, summary of transaction agreement; correspond re: transaction agreement, disclosure matters, May 11 motion matters.
- 05/09/15 Dealing with May 11 Motion for Advice and Direction; dealing with Monitor's Report on real estate sales process; telephone conference with D. McIntosh re: same; correspondence from Bennett Jones re: May 11 Approval Order; dealing with [REDACTED] APS's.
- 05/09/15 Prepare first draft of landlord's consent to assignment and assumption of lease; forward to working group for review and comment.
- 05/09/15 Email correspondence re: Osler draft material; email correspondence re: motion for advice and directions; reviewing Osler draft materials.
- 05/09/15 Correspondence re: May 11 motion, [REDACTED] FF&E matters.
- 05/10/15 Preparation for and attend conference call Goodmans, Oslers and A&M re: May 11 Court hearing; receipt and review revised Monitor's 11th Report on real estate sales process; receipt and review correspondence, Notices of Objection re: supplier issues; conference calls re: same.
- 05/10/15 Exchange emails with working group re: comments relating to form of landlord consent to assignment; exchange emails re: outstanding issues throughout day.
- 05/10/15 Review correspondence from R. Orzy; email A. Mark.
- 05/10/15 Prepare for court; emails to and from L. Brzezinski and M. Solmon; review draft 11th Report.
- 05/10/15 Phone conference with A. Mark, J. Carfagnini, M. Wagner, D. McIntosh, A. Hutchens re: May 11 motion re: advice and directions; preparing materials for same.
- 05/10/15 Conference call with working group re: May 11 strategy; review and revise 11th Report; correspond

re: May 11 motion.

- 05/11/15 Preparation for and attend Court re: Motion for Advice and Direction; settlement of Consent Order re: same; extensive discussions and negotiations re: same; review and revise draft Monitor's Report on real estate sales process.
- 05/11/15 Reviewing court filings re: electronic claims submission; preparing binder of Monitors' Reports for J. Mighton.
- 05/11/15 Review employment issues.
- 05/11/15 Receipt and review of correspondence from S. Van Allen; letter to S. Van Allen.
- 05/11/15 Participate in conference call with representatives of [REDACTED] participate in conference call with representatives of [REDACTED] review and revise lease consent agreement; discussions with solicitor for Target re: closing documents; review documents throughout the day.
- 05/11/15 Review correspondence re: EPL; emails with J. Mighton re: EPL.
- 05/11/15 Follow up re: auction.
- 05/11/15 Prepare for and attend Court; negotiate Order re: supplier matters; draft Order; meet with D. McIntosh et al. re: Monitor's Report and strategic issues.
- 05/11/15 Preparing for motion; attending at 330 University Ave re: motion for advice and directions and subsequent creditor meetings; attending to post-trial matters; meeting with A. Hutchen, D. McIntosh, M. Wagner, J. Carfagnini re: Monitor's Eleventh Report; drafting same; drafting order re: advice and directions; email correspondence re same; email correspondence with service list re: May 12 attendance.
- 05/11/15 Attendances re: employee issues; claims process.
- 05/11/15 Attend Commercial List re: delivering Project Yellow Orders and returning to office; researching precedents re: electronic claims procedure orders; drafting Appendix A re: Consultation Committee and revising May 12, 2015 Order.
- 05/11/15 Prepare for and attend Court re: May 11 advice and direction motion; meeting with D. McIntosh, A. Hutchens, J. Mighton, J. Carfagnini re: Monitor's update report; various discussions and meetings with A. Mark, J. Mighton and M. Thomas re: Consent Order and Endorsement for advice and directions and correspond re: same; speak to A. Mark re: same.
- 05/12/15 Dealing with form of Consent Order on claims process, Creditor's Committee and attend Court re: same; dealing with Creditor's Committee, strategy for proceedings, requests for member participation; review and finalize Monitor's 11th Report, serve and file; dealing with CFCL Approval Motion; attend meeting J. Carfagnini and T. Sandler re: outstanding matters.
- 05/12/15 Delivering motion materials to commercial list and returning to office.
- 05/12/15 Review holiday pay issue.

- 05/12/15 Letter to A. Hutchens; letter to S. Van Allen; review [REDACTED] lien; review liens of [REDACTED] review lien of [REDACTED]; receipt and review of correspondence from A. Hutchens.
- 05/12/15 Communication with working group re: [REDACTED] consent; discussion with K. Herlin re: same; drafting timeline document.
- 05/12/15 Review and revising form of landlord consent; discussions with F. Kussner re: [REDACTED] issues; exchange of emails re: Eleven Points issue and confirming with F. Kussner that cabling is set out in schedule to purchase agreements; emails to each of [REDACTED] and [REDACTED] containing form of landlord consent; participate in conference call with [REDACTED] to discuss outstanding issues; attend to offices of Osler to assist in drafting Court materials; subsequent discussions with J. Carfagnini re: status of file.
- 05/12/15 Review correspondence re: EPL; conferences with J. Mighton; call with A. Lockhart and J. Mighton; discussion with R. Montgomery; receive and review further correspondence re: EPL; telephone discussions re: EPL with A. Lockhart; correspondence with R. Montgomery.
- 05/12/15 Correspondence with Oslers; meeting with K. Herlin; follow up correspondence with D. McFadden.
- 05/12/15 Emails re: claims process order; review Monitor's Reports re: sales; review draft sale materials.
- 05/12/15 Finalizing and serving Monitor's Eleventh Report; email correspondence re: attendance before RSJ Morawetz re: motion for advice and directions; drafting email to service list re: same; email correspondence re: EPL.
- 05/12/15 Attendances re: employee issues including circulation of documents to be shared with rep counsel for review; meeting D. McIntosh and J. Mighton re: claims process.
- 05/12/15 Inter-Company Claims: review issues and materials in respect of Monitor's Report.
- 05/12/15 Revising May 12 Order; researching precedents re: electronic claims submission; preparing USB re: cumulative materials for RSJ Morawetz; revising index re: same.
- 05/12/15 Review correspondence re: Consent Order and endorsement; revise Order per comments received; speak to R. Orzy re: order and endorsement; revise Monitor's update report; attend Court re: Consent Order and Endorsement; meeting with working group re: transaction court materials; speak to D. McIntosh re: status update; speak to J. Mighton re: claims process.
- 05/13/15 Preparation for and attend meeting J. Carfagnini, D. McIntosh and McLean & Kerr re: RRPSP, Monitor's 11th Report, Creditor's Committee, etc.; dealing with scheduling and strategy for Sale Approval Motions and claims process; attend meeting re: claims process; attend status meeting.
- 05/13/15 Review [REDACTED]
- 05/13/15 Preparation for Target team meeting; receipt and review of correspondence from R. Gillott; receipt and review of correspondence from A. Hutchens; receipt and review of Consent signed by Monitor re: Centimark; letter to R. Gillott; letter to S. Van Allen; receipt and review of correspondence from K. MacLean; receipt and review of Order Justice Terry re: [REDACTED] receipt and review of

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- correspondence from S. Van Allen; receipt and review of correspondence from T. Sandler; receipt and review of correspondence from P. Davis re: [REDACTED]
- 05/13/15 Editing and updating chart re: timing; discussion with K. Herlin re: same; call re: status update.
- 05/13/15 Discussions with F. Kussner with respect to [REDACTED] removal of equipment; discussions with F. Kussner with respect [REDACTED] [REDACTED] email from J. Carfagnini and call and have discussions with solicitor for [REDACTED] re: disclaimer of lease and non-disturbance agreement; discussions throughout the day with solicitor for [REDACTED] re: release language in lease consent agreement; follow-up discussions with Target solicitors re: same and recommend separate release in order to expedite transaction; receipt of detailed markup of [REDACTED] consent to assignment of lease to [REDACTED] discussions with Target solicitor re: same; exchange email with solicitor [REDACTED] re: [REDACTED] agreement of purchase and sale; meeting with T. D'Angelo re: time table drafting; email to solicitor for [REDACTED] re: status of transaction and need to have calls to discuss same; attending to Osler for all hands meeting to discuss outstanding issues; discussions with M. Wagner re: concerns relating to [REDACTED] markup from solicitor for Landlord; exchange emails with A. Hutchens of Alvarez with respect to return of [REDACTED] deposit moneys to [REDACTED]; telephone call with [REDACTED] solicitor re: pallets, cabling and racking at [REDACTED] location.
- 05/13/15 Revising Target Proposed Timeline for Claims Process for J. Mighton; revising the Target Twelfth Report of the Monitor for J. Mighton.
- 05/13/15 Interoffice conferences between F. Kussner and G. Rubenstein re: [REDACTED] matters; review [REDACTED] agreement; review motion materials; receive and review correspondence re: [REDACTED] discussions and correspondence with Osler and with Stikeman re: EPL; conferences with K. Herlin re: EPL renewal of equipment and re: [REDACTED] transaction.
- 05/13/15 Correspondence re: [REDACTED]
- 05/13/15 Work plan meeting with Oslers; review motion materials.
- 05/13/15 Meeting with G. Rubenstein re: claims process; drafting claims timeline; meeting with M. Thomas re: USB key for RSJ Morawetz; attending at Osler re: update meeting; updating claims timeline materials; email correspondence re: EPL; drafting Monitor's 12th Report; email correspondence with A. Hutchens re: same; drafting agenda for internal update meeting.
- 05/13/15 Preparation and attendance meeting re: employee issues with rep counsel, Monitor and Human Resources; preparation and attendance meeting re; status and strategy with Monitor and company counsel; attendances re: consultative committee issues.
- 05/13/15 Inter-company claims: review Ernst & Young brief from [REDACTED] review materials.
- 05/13/15 Revising index re: Comprehensive USB Key for May 13, 2015.
- 05/13/15 Review court materials re: lease/distribution centre transactions; speak to S. Irving re: [REDACTED] matters; speak to C. Prophet re: [REDACTED]; speak to J. Mighton re: Monitor's Transaction

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- Report; speak to J. Dacks re: court materials; correspond re: Orders and comments on same; attend status meeting at Oslers with working group.
- 05/14/15 Considering exchange of correspondence regarding ██████████ royalty payments, discussion and correspondence with F. Kussner.
- 05/14/15 Working group update meeting.
- 05/14/15 Correspondence to McLean Kerr re: RRPSP; dealing with R. Orzy re: meeting on RRPSP; dealing with ██████████ and ██████████ correspondence L. Brzezinski re: ██████████ guarantee issues; preparation for and attend Goodmans team meeting re: outstanding tasks; dealing with Monitor's 12th Report.
- 05/14/15 Reviewing draft Monitor's Report for J. Mighton; reviewing material leases in report and compiling edits for J. Mighton.
- 05/14/15 Attend Target team meeting and present update on construction lien issues; letter to R. Gillott.
- 05/14/15 Revising timeline chart and circulating to working group; team meeting re: status.
- 05/14/15 Attending internal update meeting re: CCAA and real estate transaction matters; meeting with G. Rubenstein re: Consultative Committee Protocol.
- 05/14/15 Team meeting; email to D. Schieman; discussion with M. Sherman.
- 05/14/15 Meeting with J. Mighton, T. Hunt, J. Chan and M. Thomas re: Target Monitor's Report; reviewing purchase and lease agreements re: Target.
- 05/14/15 Participate in conference call with solicitor for ██████████ re: outstanding issues; prepare issues list for Target and Osler consideration; exchange emails with respect to EPL access agreement and finalization of same; participate in group meeting at Goodmans to discuss outstanding issues; finalize time line chart with T. D'Angelo; exchange emails with working group re: ██████████ concerns in connection with assumption of lease by ██████████ at ██████████ location; briefly review agreement with ██████████ same; exchange emails re: status of ██████████ negotiations; exchange emails re: Target backup bid negotiations; discussions with Oslers re: ██████████ consent to assignment and numerous concessions required by landlord in connection therewith.
- 05/14/15 Reviewing and completing diligence on the purchase and lease agreements discussed in the Monitor's 12th Report for J. Mighton.
- 05/14/15 Telephone discussion with A. Lockhart re: EPL and ██████████; conference call with Stikeman, Osler, Monitor and EPL re: outstanding matters re: EPL; receive and review revised EPL Access Agreement; telephone discussions with A. Lockhart re: same; receive and review correspondence and documentation re: ██████████ agreement and correspondence from ██████████; prepare analysis re: status of leases; emails with Osler re: ██████████ emails with S. Ferguson re: ██████████ Target team meeting; receive and review correspondence and documentation from A. Lockhart re: ██████████ conference with A. Trister.

- 05/14/15 Correspondence re: sale approvals.
- 05/14/15 Prepare for sale approvals motions.
- 05/14/15 Attending at 200 Bay Street, Offices of A&M re: Monitor's Twelfth Report; meeting with D. McIntosh, A. Hutchens, G. Karpel, M. Wagner re: same; drafting claims process timeline; drafting letter to L. Galisiere for J. Carfagnini re: RPPSP; email correspondence re: EPL; meeting with M. Thomas, J. Chan, A. Harmes, T. Hunt re: diligence for Twelfth Report; reviewing same with M. Thomas
- 05/14/15 Attendances team meeting re: intercreditor claim report timing and content, consultative committee protocol issues.
- 05/14/15 Inter-company claims: conference (G. Rubenstein); meeting (M. Wagner et al.); review materials.
- 05/14/15 Revising index re: May 15 USB to RSJ Morawetz; attending Project Yellow team update meeting; meeting J. Mighton re: diligence; drafting letter re: USB key to RSJ Morawetz; reviewing lease agreements re: Target stores; travelling to A&M and returning to office re: meeting re: diligence.
- 05/14/15 Review court materials re: transactions; review and provide comments on Monitor's Transaction Report; attend internal Target team meeting; correspond re: [REDACTED] matters; [REDACTED] matters; conference call with [REDACTED] and working group re: transaction update; meeting with Monitor and Goodmans to finalize Monitor's Transaction Report.
- 05/15/15 Finalize and serve Monitor's 12th Report; dealing with [REDACTED] Lease Transfer Agreement issues and conference calls re: same; correspondence from L. Brzezinski re: [REDACTED] guarantee; telephone conference with F. Kussner and M. Wagner re: Monitor's Report; review and finalize form of Landlord Approval Order for [REDACTED] and precedent for other transactions; telephone conference with D. McIntosh re: same; dealing with Creditor Committee; review protocol and confidentiality issues.
- 05/15/15 Reviewing material leases in Monitor's Report; comments to J. Mighton.
- 05/15/15 Review employment issues.
- 05/15/15 Reviewing preliminary closing documents for [REDACTED] LSA; communication re: same.
- 05/15/15 Drafting consultative committee protocol and form of confidentiality agreement; correspondence re: same; reviewing and correspondence re: disclaimers.
- 05/15/15 Attending to lease purchase and sale transaction matters including [REDACTED] and [REDACTED] matters as well as [REDACTED] restrictive covenant; exchange emails with [REDACTED] solicitor; call with D Macintosh; attend to Lowe's Competition Act filing & [REDACTED] Condition of Closing; respond to [REDACTED] solicitor letter re: [REDACTED] Consent and Release.
- 05/15/15 Picking up from A. Hutchens (A&M) and returning to J. Mighton.
- 05/15/15 Telephone discussion with S. Ferguson re: Brzezinski letter and [REDACTED] transaction; correspondence

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with T. Sandler re: [REDACTED] transaction; receive and review documents from Osler re: [REDACTED] transaction,

- 05/15/15 Correspondence with D. McFadden re: [REDACTED]
- 05/15/15 Finalizing and serving Monitor's Twelfth Report; drafting email to service list; re court schedule; preparing USB key for RSJ Morawetz; reviewing Osler motion materials.
- 05/15/15 Telephone conversation with S. Philpott re: employee issues; attendance re: consultative committee draft protocol; attendance re: claims process.
- 05/15/15 Inter-Company Claims: email correspondence; review materials; preparation re: report.
- 05/15/15 Revising index re: USB key; reviewing disclaimer notices.
- 05/15/15 Finalize Monitor's Transaction Report and arrange for service of same; review [REDACTED] 2011 agreement and correspond re: same; speak to A. Lockhart re: [REDACTED] matters; review landlord comments on [REDACTED] Order and attend various conference calls re: same; speak to J. Mighton re: update to the service list; review and provide comments on update email; speak to commercial list re: scheduling matters; review applicants Factum and provide comments on same; speak to S. Irving and R. Carson re: Factum; correspond re: [REDACTED] matters, [REDACTED] backup bid matters.

OUR FEE**\$533,210.00****TIMEKEEPER SUMMARY**

NAME	RANK	HOURS	RATE	TOTAL
Carfagnini, Jay A.	Partner	81.00 hrs	\$1,025.00	\$83,025.00
Wagner, Melaney	Partner	151.00 hrs	\$800.00	\$120,800.00
Mark, Alan	Partner	37.80 hrs	\$990.00	\$37,422.00
Herlin, Ken	Partner	107.50 hrs	\$885.00	\$95,137.50
Rubenstein, Gale	Partner	28.60 hrs	\$895.00	\$25,597.00
Berg, Amalia	Partner	.80 hrs	\$775.00	\$620.00
Kussner, Francly	Partner	18.30 hrs	\$880.00	\$16,104.00
Smith, Graham D.	Partner	14.60 hrs	\$880.00	\$12,848.00
Ernst, Glenn S.	Partner	2.00 hrs	\$950.00	\$1,900.00
Cosentino, Joe	Partner	6.20 hrs	\$785.00	\$4,867.00
Conforti, Joe	Partner	2.90 hrs	\$880.00	\$2,552.00
Sherman, Mitchell J.	Partner	.40 hrs	\$1,040.00	\$416.00

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NAME	RANK	HOURS	RATE	TOTAL
Berry, Maureen	Partner	1.70 hrs	\$935.00	\$1,589.50
Macdonald, Thomas M.	Partner	44.60 hrs	\$915.00	\$40,809.00
Descours, Caroline	Associate	4.30 hrs	\$550.00	\$2,365.00
Mighton, Jesse	Associate	128.20 hrs	\$475.00	\$60,895.00
D'Angelo, Tyler	Associate	24.40 hrs	\$390.00	\$9,516.00
Articling Student	Articling Student	44.50 hrs	\$290.00	\$12,905.00
Word Processing	Word Processing	21.10 hrs	\$80.00	\$1,688.00
Summer Student	Summer Student	7.80 hrs	\$230.00	\$1,794.00
Clerk, Litigation	No Rank	4.50 hrs	\$80.00	\$360.00

DISBURSEMENTS

Telephone - Long Distance / Conference Calls	533.45
Parking / Cabs / Mileage / Meetings	1,016.28
Copies	6,720.25
Set Down Motion	127.00
Delivery - Courier	51.52
Travel - Out of Town	1,627.24

TOTAL DISBURSEMENTS	\$10,075.74
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TOTAL FEES ON THIS INVOICE	\$533,210.00
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HST ON FEES	69,317.30
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NON TAXABLE DISBURSEMENTS	127.00
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TAXABLE DISBURSEMENTS	9,948.74
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TOTAL DISBURSEMENTS ON THIS INVOICE	\$10,075.74
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HST ON TAXABLE DISBURSEMENT	1,293.34
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TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$613,896.38
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Goodmans^{LLP}

Barristers & Solicitors

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

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

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TRUST FUNDS

\$150,242.20

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
05/06/15	645156	\$324,623.02	\$0.00	\$324,623.02

TOTAL OUTSTANDING INVOICES (IN CDN)**\$324,623.02**

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 # 645687 (Please include all invoice numbers)

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

June 10, 2015

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: Doug 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 May 31, 2015.

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.

June 5, 2015

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

ATTENTION: Doug McIntosh

OUR FILE NO. AAMC 143291
 OUR INVOICE NO. 646847
 GST/HST REGISTRATION NO. R119422962

Re: Project Yellow

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

- 05/16/15 Receipt and review draft Creditor Committee Protocol; receipt and review draft Confidentiality Agreement; telephone conference with G. Rubenstein re: same; dealing with [REDACTED] guarantee and release information.
- 05/16/15 Attending to lease purchase and sale transaction matters including [REDACTED] and [REDACTED] matters as well as [REDACTED] restrictive covenant at [REDACTED] calls with Oslers and A. Alt re: [REDACTED] matter; discuss same with research lawyer at Oslers; exchange emails with J. Carfagnini and F. Kussner re: [REDACTED] contingent liability.
- 05/16/15 Attendances re: Consultative Committee Protocol.
- 05/17/15 Exchange emails from F. Kussner re [REDACTED] contingent liability.
- 05/17/15 Drafting Claims Procedure Order; reviewing motion materials.
- 05/18/15 Dealing with [REDACTED] guarantee issues, Monitor's Report; dealing with W. Stephenson re: RPPSP and letter requesting further information; preparation for May 19, 2015 Court Hearing re: approval of [REDACTED] and [REDACTED] transactions; review and finalize Approval Orders and Vesting Orders; dealing with Creditor Committee matters and claims process.
- 05/18/15 Exchange emails throughout the day re [REDACTED] indemnity and landlord comments on Vesting Order and comment re limited scope of Monitor's Certificate.
- 05/18/15 Review documentation and correspondence from Osler re: analysis re: [REDACTED] leases; various correspondence with Osler and with Monitor re: analysis.
- 05/18/15 Review [REDACTED] Order; conference call with [REDACTED] and working group re:

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- Order; email RSJ Morawetz re: status update; prepare for court; correspond re: Orders; conference call with T. Sandler, J. Dacks and A. Lockhart re: Orders.
- 05/19/15 Preparation for and attend Court re: approval of [REDACTED] and [REDACTED] transactions; attend Court re: Orders; meeting with L. Galessiere re: [REDACTED] issues, claims process, Creditor Committee; dealing with Creditor Committee, calls to members; attend conference call J. Carfagnini, D. McIntosh, B. Kostacis (A&M) re: outstanding matters; attend conference call J. Carfagnini, D. McIntosh, A. Alt re: report on Court process, strategy for proceeding; receipt and review claims process documents and claims forms, etc.
- 05/19/15 Reviewing claims process orders for J. Mighton re: review of de minimis claims.
- 05/19/15 Receipt and review of correspondence from R. Gillott.
- 05/19/15 Updating internal timeline chart; reviewing closing agendas.
- 05/19/15 Attend Court; attending to Monitor's 12th Report.
- 05/19/15 Discussions with [REDACTED] lawyers and e-mail to Target lawyers re: closing; receipt of numerous emails from and discussions with F. Kussner re: [REDACTED] leases; review and comment on [REDACTED] Lease amendment; exchange emails re: [REDACTED] transaction and set up conference call; participate in meeting with Monitor, Oslers and Davies with respect to May 14th letter from Brzezinski re: [REDACTED] Agreement; exchange emails re: [REDACTED] and [REDACTED] closings.
- 05/19/15 E-mails with D. McIntosh re: [REDACTED] transaction; conferences with K. Herlin, G. Rubenstein and A. Mark re: [REDACTED] transaction; e-mails with K. Li (Osler) re: [REDACTED] transaction analysis; telephone discussion with K. Li; telephone discussions with S. Ferguson re: [REDACTED]; meeting with Osler, Monitor and Davies re: [REDACTED] transaction; correspondence to L. Brzezinski; correspondence to A. Lockhart re: EPL; conferences with S. Ferguson re: Monitor's Report re: [REDACTED] transaction.
- 05/19/15 Correspondence with Oslers, [REDACTED] M. Wagner.
- 05/19/15 Review emails re: [REDACTED] indemnity issue; meeting Goodmans and Osler re: indemnity issue.
- 05/19/15 Preparing for hearing; attending at Court re: RPPSP approval motions; attending to post-hearing matters; meeting with A. Hutchens, G. Karpel, G. Rubenstein re: claims process; phone conference with Dentons re: claims service list; drafting email to service list re: court schedule; email correspondence re: Monitor's website; drafting notice re: co-tenancy stay for Monitor's website; email correspondence re: RPPSP transactions and approval motions.
- 05/19/15 Attendances re: claims process with A. Hutchens and G. Karpel, attendances telephone conversation with S. Poysa and S. Ferguson re: claims process.
- 05/19/15 [REDACTED] Claims - prepare draft; e-mail correspondence; telephone attendance (A. Karpel); conference (C. Descours).
- 05/19/15 Researching Claims Procedure Orders re: deemed acceptance of de minimis claims.

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- 05/19/15 Conference call with A. Lockhart and T. Sandler re: transaction and Order matters; conference call with A. Lockhart and R. Orzy re: Order matters; status update to D. McIntosh and J. Carfagnini; prepare for and attend court re: [REDACTED] and [REDACTED] transactions; message for R. Orzy re: status update; prepare for court re: May 20 motions; conference call with Lowe's working group re: status update; correspond re: [REDACTED] matters, [REDACTED] matters, Order matters; review revised Orders.
- 05/20/15 Preparation for and attend Court re: Court Approval Motions for [REDACTED] transaction, [REDACTED] etc.; attend at Court re: settlement of lease agreement approval and Vesting Orders; preparation for and attend meetings with Consultative Committee members re: claims process, Consultative Committee structure, protocol; meeting with R. Orzy re: [REDACTED] leases, guarantee issues; dealing with claims process; attend conference calls with A&M (US), A. Alt, Osler re: claims process, plan issues, etc.; attend status meeting J. Carfagnini, D. McIntosh, A. Hutchens, T. Sandler.
- 05/20/15 Inter-office discussions between J. Conforti and G. Rubenstein.
- 05/20/15 Receipt and review of correspondence from R. Gillott; letter to R. Gillott.
- 05/20/15 Reviewing documentation re: parent guarantees; meeting with K. Herlin re: closings; reviewing and commenting on closing documents for [REDACTED] and [REDACTED]
- 05/20/15 Attending to conference call with solicitor for [REDACTED] to discuss outstanding issues with solicitors for Osler; follow-up call with solicitors for [REDACTED] and Osler with respect to outstanding issues including dealing with [REDACTED] claim and [REDACTED] landlord lease matters; subsequent call at request of Osler with solicitors for [REDACTED] re: outstanding documentation; receipt of revised lease consent documentation from solicitor for [REDACTED] follow-up call to solicitors for Osler re: outstanding issues; exchange emails with solicitors for [REDACTED] re: closing of transaction; receipt of numerous forms of consents throughout the day from landlord solicitors and [REDACTED] and [REDACTED] and briefly review same; discussions with Osler re: outstanding concerns re: removal equipment at [REDACTED] distribution centre; exchange emails with A. Hutchens re: wiring instructions; discussions with T. D'Angelo re: Monitor's Certificates and preparation of same; exchange emails with F. Kussner re: ongoing investigations of [REDACTED] sale agreement; attend to other pre-closing matters; receipt of emails throughout the day re: consent issues.
- 05/20/15 Review correspondence and documentation from S. Obal re: [REDACTED] e-mails with T. Sandler; revise correspondence to L. Brzezinski; correspondence with A. Lockhart re: EPL; telephone discussion with S. Ferguson re: [REDACTED] meeting with S. Ferguson to review source documentation re: [REDACTED] leases, releases and guarantees; review guarantee documentation; revise L. Brzezinski letter; e-mails with D. McIntosh; e-mails with T. Sandler; finalize L. Brzezinski letter; receive and review correspondence from E. Allin re: [REDACTED] conference with J. Mighton re: [REDACTED] receive and review correspondence and documentation from J. Hurwitz re: [REDACTED]
- 05/20/15 Correspondence re: various matters.

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- 05/20/15 Telephone call with M. Wagner re: sales process; review and revise letter to [REDACTED]
- 05/20/15 Preparing for hearing; attending at Court re: RPPSP approval motions; attending to post-hearing matters; phone conference with E. Allin re: supplier issues; drafting email to service list re: court schedule.
- 05/20/15 Attendance re: claims process.
- 05/20/15 Attendances re: intercompany claims.
- 05/20/15 Prepare for and attend Court re: May 20 motions; conference call re: [REDACTED] matters; correspond re: [REDACTED] matters; conference call with [REDACTED] working group re: [REDACTED] matters; conference call with J. Dacks, T. Sandler, K. Herlin re: [REDACTED] matters, [REDACTED] Order matters; status update to D. McIntosh, A. Mark and J. Carfagnini; conference call with Faskens, T. Sandler, K. Herlin re: Bayshore matters; correspond re: [REDACTED] matters and speak to D. Magisano re: same.
- 05/21/15 E-mail from M. Biringer re: tax attributes transaction; consider response.
- 05/21/15 Preparation for and attend Court re: Court Approval Motions for [REDACTED] transactions; preparation for and attend meetings with Consultative Committee members re: protocol and claims process; dealing with landlords re: claims process; dealing with claims process; review claims package, Claims Approval Order, forms, disallowance forms, etc.; meeting with F. Kussner re: Monitor's Report on [REDACTED] guarantees.
- 05/21/15 Preparing for closings on May 22nd; reviewing closing documents; meeting with K. Herlin re: closings; preparing Monitor's Certificates.
- 05/21/15 Review and revise landlord consents throughout the day including call with Osler re: [REDACTED] consent and assignment and assumption of lease; receipt of emails dealing with numerous other lease locations and reviewing documentation in connection therewith.
- 05/21/15 Telephone discussions with S. Ferguson re: Monitor's Report re: [REDACTED] receive and review correspondence and documentation re: [REDACTED] and [REDACTED] conferences with J. Mighton; review relevant [REDACTED] agreements and prepare analysis; review leases chart; telephone conversations with S. Ferguson.
- 05/21/15 Correspondence re: [REDACTED] meeting with K. Herlin.
- 05/21/15 Preparing for hearing; attending at Court re: RPPSP approval motions; phone conference with Osler, WeirFoulds, M. Wagner re: [REDACTED] draft order; attending to post-hearing matters; drafting Monitor's Certificates re: RPPSP closing; phone conference re: supplier issues; email correspondence re: same; drafting email to service list re: court schedule.
- 05/21/15 Intercompany Claims: e-mail correspondence; prepare draft report.
- 05/21/15 Prepare for and attend Court re: May 21st motions; conference call with [REDACTED] working group re: Order matters; correspond re: HST matters, [REDACTED] matters; review [REDACTED] documents.

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- 05/22/15 Preparation for and attend meeting J. Carfagnini, D. McIntosh, J. Carhart and J. Marin; preparation for and attend meeting J. Carfagnini, D. McIntosh, L. Brzezinski and M. Solomon re: Creditor Consultative Committee, claims process; receipt and review Creditor Committee Protocol; receipt and review claims package including draft Claims Process Order and forms, amendments; dealing with [REDACTED] bid, [REDACTED] bid.
- 05/22/15 Attend to closings ([REDACTED] and [REDACTED]) and re: Monitor's Certificates.
- 05/22/15 Lengthy discussions with solicitor for Target re: landlord markup of consents for [REDACTED] and [REDACTED] properties; review each one on a property by property basis; subsequent exchange of emails re: closing matters; participate in status call with representatives of Target and [REDACTED] attending to other real property matters including exchanging emails with working group re: same and reviewing consent.
- 05/22/15 Telephone discussions with S. Ferguson re: [REDACTED] agreement and Monitor's Report; receive and review correspondence and documentation from K. Ji re: [REDACTED] leases; review correspondence re: CBSF.
- 05/22/15 Email correspondence re: RPPSP closing schedule; email correspondence re: Monitor's certificates re: RPPSP closing; updating service list and claims service list; responding to creditor requests re: claims process.
- 05/22/15 File management.
- 05/22/15 Attendance re: claims process; trust dispute status, various employee issues including Record of Employment; conference call with S. Ferguson and S. Poysa.
- 05/22/15 Intercompany Claims: review e-mail correspondence; review further summaries; preparation re: draft report.
- 05/22/15 Correspond re: closing matters, Calgary FF&E matters, franchisee matters.
- 05/23/15 Revise and update lien chart; further review of NAPPC motion materials re: reduction in security; review [REDACTED] lien/hypothec.
- 05/23/15 Receipt numerous lease consents and lease amending agreements; commence review of same.
- 05/23/15 Attendance re: draft Consultative Committee Protocol.
- 05/23/15 Conference call with Monitor, M. Wong, A. Lockhart re: Calgary FF&E matters; status update to D. McIntosh; correspond re: Consultative Committee Protocol matters.
- 05/24/15 Receipt and review revised draft Creditor Committee Protocol; telephone conference with G. Rubenstein and D. McIntosh re: same; dealing with T. Sandler re: sale of tax attributes, plan process.
- 05/24/15 Review Claims Procedure Order, court materials re: back-up bids; correspond re: Consultative Committee Protocol matters.

- 05/25/15 Dealing with Creditor Committee Protocol; meeting with creditor groups re: same; dealing with claims process Order and forms; corresponding with L. Brzezinski re: Monitor's Report on [REDACTED] Guarantees; office conference J. Carfagnini and F. Kussner re: same; dealing with [REDACTED] lease issues [REDACTED] dealing with FF&E, landlord issues.
- 05/25/15 Telephone consultations with R. Gillott; memorandum to file; receipt and review of correspondence from R. Gillott; letter to P. Duffy re: [REDACTED] receipt and review of correspondence from P. Duffy.
- 05/25/15 Work related to closings for [REDACTED] and [REDACTED]
- 05/25/15 Review e-mails re: HST matters.
- 05/25/15 Review [REDACTED] lease terms in connection with rent calculations and cure cost pursuant to landlord consent to assignment; exchange emails throughout the day re: closing of transaction; receipt of draft amendment to [REDACTED] agreement of purchase and sale and voice concerns to Target solicitor re: additional conditions with respect to Competition Act; exchange of emails re: release of funds and closing of transactions.
- 05/25/15 Reviewing and comparing the backup lease transfer agreements summarized in the Monitor's Thirteenth Report for J. Mighton; picking up signature page from A. Hutchens (A&M) for J. Mighton.
- 05/25/15 E-mails with T. Sandler and S. Ferguson re: [REDACTED] agreement; receive and review correspondence from L. Brzezinski re: [REDACTED] agreement; prepare response to L. Brzezinski; e-mails with J. Carfagnini.
- 05/25/15 Correspondence re: [REDACTED]
- 05/25/15 Identify potential Claims Officers; telephone call with J. Dacks re: claims process; review draft claims process.
- 05/25/15 Attending at Osler offices re: Claims Procedure Order meeting; meeting with D. McIntosh, G. Rubenstein re: Consultative Committee Protocol; reviewing and drafting Monitor's Thirteenth Report; drafting Claims Procedure Order; email correspondence re: same; email correspondence with T. D'Angelo re: RPPSP process; phone conference with J. Morrisette re: [REDACTED] criminal proceedings; drafting email re: same.
- 05/25/15 Preparation and attendance meeting re: draft claims order; attendances re: draft order; attendances re: draft protocol; discussions with S. Philpott re: employee letter and process.
- 05/25/15 Intercompany Claims: conferences (G. Rubenstein).
- 05/25/15 Review [REDACTED] back-up bid materials and provide comments to R. Carson; review and provide comments on Monitor's Thirteenth Report; meeting at Oslers with working group re: claims process matters; speak to K. Herlin re: [REDACTED] consent; speak to T. Sandler re: status update; speak to G. Karpel re: HST matters.

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- 05/26/15 Meeting with G. Rubenstein and J. Mighton re: claims procedure matters re: guaranty claims.
- 05/26/15 Claims process conference call with Goodmans, A&M and Oslers; dealing with Davies re: claims process; finalize and circulate draft Creditor Committee Protocol to members; telephone conference with T. Sandler re: same; dealing with [REDACTED] Competition Act matters; dealing with [REDACTED] [REDACTED] issues.
- 05/26/15 Update Lien Chart.
- 05/26/15 Closing matters re: [REDACTED] agreement; [REDACTED] closing.
- 05/26/15 Review Notice of Objection; review e-mail re: s. 182 and input tax credits; research; e-mail to D. Schieman.
- 05/26/15 Attend to offices of Osler to discuss outstanding lease issues including cure cost adjustments for 2015 additional rent and other issues; exchange emails re: Competition Act matters and amendment to [REDACTED] purchase agreement and [REDACTED] transfer agreement; receipt of additional comments re: lease consent agreement; receive emails re: [REDACTED] co-tenancy provisions; discussions with F. Kussner re: [REDACTED] leases; emails to D. McIntosh and A. Hutchens re: Competition Act issues and possible resolution of removal of equipment from distribution centres; review [REDACTED] agreement with Osler and M. Wagner.
- 05/26/15 Meeting with J. Mighton re: drafting Notice of Motion for approval of the claims procedure; drafting Notice of Motion returnable June 11, 2015 for J. Mighton.
- 05/26/15 Telephone discussions with S. Ferguson re: Monitor's Report; receive and review correspondence and documentation from S. Ferguson re: Monitor's Report; conferences with J. Carfagnini re: response to L. Brzezinski; telephone call to T. Sandler; conferences with J. Mighton; receive and review correspondence re: EPL; communications with R. Montgomery and A. Lockhart re: EPL; conferences with K. Herlin re: [REDACTED] transaction; prepare Monitor's Report re: [REDACTED] transaction; review documentation re: pharmacy franchisee; conference with M. Wagner.
- 05/26/15 Review draft Claims Procedure Order; conference call re: intercompany claims.
- 05/26/15 Email correspondence re: RPPSP process; attending at Osler offices re: claims process; phone conference with D. Ryan, J. Swartz, R. Schwill re: same; drafting Claims Procedure Order; email correspondence re: [REDACTED] agreement; meeting with T. Hunt re: notice of motion re: claims process; meeting with A. Harmes re: Claims Procedure Order; email correspondence re: service list issues.
- 05/26/15 Attendances re: claims procedure including preparation and attendance meeting re: draft order; attendance re: draft order; various attendances re: status and strategy.
- 05/26/15 Preparing book re: Monitors' Reports for Claims Procedure Orders.
- 05/26/15 Review and provide comments on Monitor's Thirteenth Report; meeting at Oslers with working group re: landlord consents; pre-meeting at Oslers with working group re: HST matters; meeting/conference call at Oslers with working group re: HST matters; meeting/conference call at

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Oslers with working group re: claims matters; revise Monitor's Thirteenth Report; meeting with G. Rubenstein and J. Mighton re: claims matters.

- 05/27/15 Reviewing materials received from F. Kussner regarding royalty payment adjustment and participation in conference call regarding [REDACTED] and other royalty vendors.
- 05/27/15 Dealing with report of Monitor on [REDACTED] Guarantee transactions; attend conference call J. Carfagnini, D. McIntosh and G. Rubenstein re: outstanding matters; preparation for and attend conference call J. Carfagnini, D. McIntosh and T. Sandler re: Creditor Committee Protocol and claims process; receipt and review revised Creditor Committee Protocol.
- 05/27/15 Participate in conference call with representative of Target and [REDACTED] re: outstanding lease issues, purchase and sale issues, Competition Act issues and [REDACTED] issues; subsequent discussions with M. Wagner re: dispute with [REDACTED] with respect to [REDACTED] and [REDACTED] assumption of lease; receipt of redrafts of lease consents throughout the day; exchange emails with respect to Target auction deposits and return of same.
- 05/27/15 Drafting Notice of Motion for the Approval of the Claims Procedure Order returnable June 11, 2015.
- 05/27/15 Receive and review correspondence from T. Sandler re: [REDACTED] correspondence to S. Ferguson re: [REDACTED] review [REDACTED] and other royalty documentation prepared by E. Allin; conference call with A. Lockhart, E. Allin, M. Calvaruso, F. Kussner and A. Berg re: [REDACTED] and other royalty matters; meeting with S. Ferguson and J. Mighton to prepare Monitor's Report re: [REDACTED] receive and review correspondence re: pharmacists.
- 05/27/15 Correspondence re: [REDACTED]
- 05/27/15 Emails re: [REDACTED] indemnity issue and Monitor's Report; emails re: [REDACTED] emails re: claims officer.
- 05/27/15 Meeting with G. Rubenstein re: Claims Procedure Order; phone conference with H. Chaiton re: same; phone conference with S. Irving re: same; phone conference with S. Ferguson re: [REDACTED] agreement Monitor's Report; meeting with S. Ferguson and F. Kussner re: drafting of same; meeting with M. Wagner re: Monitor's Thirteenth Report; email correspondence re: same; drafting same; responding to email inquiries re: claims process.
- 05/27/15 Attendances re: draft [REDACTED] including conference call with Osler, H. Chaiton and S. Philpott and comments from parent; attendances re: Consultative Committee issues; attendances re: employee issues.
- 05/27/15 Review revised affidavits for back-up bids and [REDACTED] and provide comments; review and provide comments on Monitor's Thirteenth Report; attend conference call with [REDACTED] Sandler, R. Nielsen and K. Herlin re: landlord consent update; speak to A. Lockhart re: [REDACTED] FF&E; conference call with [REDACTED] Oslers and K. Herlin re: [REDACTED] speak to G. Rubenstein re: claims process matters; correspond re: claims process matters, [REDACTED] matters,

deposit matters.

- 05/28/15 Dealing with Creditor Committee matters; dealing with claims procedure draft Order and comments from service list; receipt and review Monitor's 12th Report re: Back-up Bids; dealing with [REDACTED] and [REDACTED] use issues.
- 05/28/15 Exchange emails throughout the day re: dispute relating to [REDACTED] attending to landlord consent matters throughout the day; telephone call with M. Wagner re: issues.
- 05/28/15 Revising the Notice of Motion for the Approval of the Claims Procedure Order returnable June 11, 2015 for J. Mighton.
- 05/28/15 Review [REDACTED] agreements; revise Monitor's Report re: [REDACTED] conferences with S. Ferguson; meeting with S. Ferguson and J. Mighton; further revise Monitor's Report; conference with A. Mark.
- 05/28/15 Meeting with F. Kussner re: [REDACTED] Agreement; emails re: consultation committee; review motion materials.
- 05/28/15 Finalizing and serving Claims Procedure Order to service list; phone conference with Y. Kattirai re: Claims Procedure Order; email correspondence re: same; meeting with F. Kussner, S. Ferguson re: Monitor's 14th report
- 05/28/15 Attendances telephone conversation with H. Chaiton re: draft order, comments; attendances re: claims process.
- 05/28/15 Speak to J. Mighton re: status update; conference call with W. Sasso and J. Mighton re: claims process matters; speak to F. Kussner re: [REDACTED] report matters; correspond re: co-tenancy damage claim matters.
- 05/29/15 Attend meeting A&M, Goodmans re: outstanding matters; receipt and review Monitor's 14th Report re: [REDACTED] Agreement; dealing with Creditor Consulting Committee; telephone conference with L. Galessiere re: same; correspondence; dealing with [REDACTED] use issues.
- 05/29/15 Meet client and participate in internal Alvarez/Target team meeting to discuss status of file; participate in conference call re: [REDACTED] lease issues in [REDACTED] review and revise consent documents throughout the day.
- 05/29/15 Review correspondence and documentation re: [REDACTED] and royalty matters; correspondence with E. Allin; revise Monitor's Report re: [REDACTED] conferences with S. Ferguson; receive and review documentation from S. Ferguson; attend at internal team status meeting; further revise Monitor's Report re: [REDACTED] assemble appendices; e-mail to J. Carfagnini and D. McIntosh; e-mails with J. Carfagnini re: Monitor's Report re: [REDACTED] e-mail with D. McIntosh re: Monitor's Report re: [REDACTED]
- 05/29/15 Meeting with D. McIntosh et al. re: outstanding issues; emails re: claims officer; review and revise draft Monitor's Report; meet with J. Mighton re: factum for [REDACTED]

- 05/29/15 Finalizing and serving Monitor's 13th Report; responding to creditor requests re: Claims Procedure Order; phone conference with R. Quance re: same; preparing meeting materials; meeting with D. McIntosh, J. Carfagnini, M. Wagner, K. Herlin, F. Kussner, G. Rubenstein, G. Karpel re: CCAA issues and update; meeting with F. Kussner re: Monitor's 14th Report.
- 05/29/15 File management.
- 05/29/15 Preparation and attendance meeting re: various issues including claims procedure, Consultative Committee; attendance re: employee issues.
- 05/29/15 Conference call with Oslers, K. Herlin and [REDACTED] counsel re: [REDACTED] matters; conference call with Oslers, K. Herlin re: next steps; update to D. McIntosh, A. Hutchens and J. Carfagnini; speak to J. Mighton re: status update; speak to F. Kussner re: [REDACTED] matters.
- 05/30/15 Exchange emails re: status of consents.
- 05/31/15 Receipt of documentation with respect to consents; discussions with solicitor for Target re: [REDACTED] lease status.
- 05/31/15 E-mails and discussions with S. Ferguson re: Monitor's Report re: [REDACTED]
- 05/31/15 Email correspondence with R. Orzy re: Claims Procedure Order; preparing blackline of same.
- 05/31/15 Attendances re: claims including e-mails re: draft order.

OUR FEE**\$268,438.50****TIMEKEEPER SUMMARY**

NAME	RANK	HOURS	RATE	TOTAL
Carfagnini, Jay A.	Partner	58.00 hrs	\$1,025.00	\$59,450.00
Wagner, Melaney	Partner	53.40 hrs	\$800.00	\$42,720.00
Mark, Alan	Partner	10.20 hrs	\$990.00	\$10,098.00
Rubenstein, Gale	Partner	30.20 hrs	\$895.00	\$27,029.00
Herlin, Ken	Partner	32.80 hrs	\$885.00	\$29,028.00
Berg, Amalia	Partner	.80 hrs	\$775.00	\$620.00
Armstrong, Christopher	Partner	.30 hrs	\$610.00	\$183.00
Kussner, Francy	Partner	35.60 hrs	\$880.00	\$31,328.00
Smith, Graham D.	Partner	18.00 hrs	\$880.00	\$15,840.00
Ernst, Glenn S.	Partner	1.20 hrs	\$950.00	\$1,140.00

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NAME	RANK	HOURS	RATE	TOTAL
Cosentino, Joe	Partner	2.60 hrs	\$785.00	\$2,041.00
Conforti, Joe	Partner	.20 hrs	\$880.00	\$176.00
Berry, Maureen	Partner	.20 hrs	\$935.00	\$187.00
Macdonald, Thomas M.	Partner	1.00 hrs	\$915.00	\$915.00
Mighton, Jesse	Associate	75.10 hrs	\$475.00	\$35,672.50
D'Angelo, Tyler	Associate	17.30 hrs	\$390.00	\$6,747.00
Paquette, Fanny	Law Clerk	4.60 hrs	\$315.00	\$1,449.00
Articling Student	Articling Student	4.60 hrs	\$290.00	\$1,334.00
Word Processing	Word Processing	9.40 hrs	\$80.00	\$752.00
Summer Student	Summer Student	7.10 hrs	\$230.00	\$1,633.00
Clerk, Litigation	No Rank	1.20 hrs	\$80.00	\$96.00

DISBURSEMENTS

Telephone - Long Distance / Conference Calls	100.33
Parking / Cabs / Meetings / Mileage	1,041.62
Copies	2,409.15
Delivery - Courier	21.83
Computer Searches - Westlaw Carswell	1,516.50

TOTAL DISBURSEMENTS	\$5,089.43
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TOTAL FEES ON THIS INVOICE	\$268,438.50
HST ON FEES	34,897.01
NON TAXABLE DISBURSEMENTS	0.00
TAXABLE DISBURSEMENTS	5,089.43
TOTAL DISBURSEMENTS ON THIS INVOICE	\$5,089.43
HST ON TAXABLE DISBURSEMENT	661.63
TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$309,086.57

TRUST FUNDS

\$150,242.20

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
05/06/15	645156	\$324,623.02	\$0.00	\$324,623.02
TOTAL OUTSTANDING INVOICES (IN CDN)				\$324,623.02

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 # 646847 (Please include all invoice numbers)

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

June 22, 2015

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: Doug 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 June 15, 2015.

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.

June 19, 2015

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

ATTENTION: Doug McIntosh

OUR FILE NO. AAMC 143291

OUR INVOICE NO. 647399

GST/HST REGISTRATION NO. R119422962

Re: Project Yellow

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

- 06/01/15 Conducting corporate search and e-mail results to J. Mighton.
- 06/01/15 Receipt and review revised Monitor's Report on ██████████ Agreement; attend meeting J. Carfagnini, F. Kussner re: same; review and revise same; dealing with ██████████ re: Monitor's Report on Intercompany Claims; correspondence re: A&M conflict; dealing with same; dealing with real estate/lease sale transactions; ██████████ receipt and review draft Monitor's 15th Report re: back-up bids; finalize same; receipt and review revised Consultative Committee Protocol; receipt and review revised Claims Procedure Order; comments from various stakeholders.
- 06/01/15 Inter-office discussions between J. Conforti and G. Rubenstein re: employee matters.
- 06/01/15 Preparing and circulating Monitor's Certificate for ██████████ communication with parties re: closing.
- 06/01/15 Reviewing, preparing comments and corresponding re: disclaimers.
- 06/01/15 Review e-mail from D. Schieman re: ██████████
- 06/01/15 Preparing affidavit of service re: Thirteenth Monitor's Report.
- 06/01/15 Attending to offices of Osler to discuss outstanding lease issues and review ██████████ and ██████████ lease on a property by property basis; working group call with Target with respect to ██████████ lease situation; follow-up call to solicitor for ██████████ landlord; receipt of lease and briefly review same; provide initial thoughts in connection therewith; follow-up call with Target and ██████████ representative for status of ██████████ leases and assignments; status of negotiations with landlord; exchange emails with ██████████ lawyer re: transaction; telephone call with solicitor

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- for ██████ re: status of consents; meeting with Target solicitor; review and revise amendment to agreement of purchase and sale for warehouse sale in ██████ to ██████ follow-up discussions with Osler re: implication of landlord restrictive covenant for ██████ property; exchange emails throughout the day re: closing of ██████ transaction and other minor transactions; brief discussions with T. D'Angelo re: same; brief discussion with J. Carfagnini re: status of file; emails to D. McIntosh and A. Hutchens re: status of cure cost payments; discussions with Osler with respect to ██████ and cure cost payments and implications of same.
- 06/01/15 E-mails with J. Carfagnini re: Monitor's Report re: ██████ agreement; conferences with J. Mighton re: Monitor's Report re: ██████ agreement; review correspondence and documentation re: ██████ agreement; conferences with J. Mighton re: ██████ agreement; meeting with J. Carfagnini and A. Mark to revise Monitor's Report re: ██████ agreement; revise Monitor's Report re: ██████; further conferences with A. Mark; conferences with M. Wagner; correspondence to Monitor re: revised report re: ██████ agreement.
- 06/01/15 Review and revise ██████ report; telephone call with D. O'Connor and D. Cunningham; meeting with J. Carfagnini re: expert; further reviews and revisions; review letter from L. Brzezinski; telephone call with D. McIntosh; emails re: claims officers.
- 06/01/15 Attending at Osler offices re: real property closing matters; phone conference with ██████ counsel re: same; phone conference re: ██████ issues; meeting with M. Wagner, T. Sandler, J. Dacks re: Monitor's 14th Report, Claims Procedure Order and other CCAA issues; phone conference with C. Ramsay re: real property issues; meeting with F. Kussner re: Monitor's 14th Report; reviewing Monitor's 15th Report.
- 06/01/15 File management.
- 06/01/15 Attendances re: claims process including re: draft Order, employee issues, Monitor Report, claims officer.
- 06/01/15 Correspond re: ██████ matters, claims process matters, court date matters, ██████ sealing matters, cure cost matters, deposit matters; conference call with ██████ and working group re: status update; meeting at Osler's with working group re: ██████ cure costs; conference call with J. Dacks, K. Herlin, C. Ramsay re: ██████ and ██████ lease matters; status update to J. Carfagnini; meeting with J. Carfagnini and G. Rubenstein re: claims process matters.
- 06/02/15 Review and provide comments to Osler's on s.116 ITA letter.
- 06/02/15 Review and revise draft Monitor's Report on ██████ Agreement; receipt and review Creditor Committee comments/revisions to Committee Protocol; receipt and review Blakes, Bennett Jones, Davies comments on Claims Procedure Order; preparation for and attend meeting A&M, Goodmans, CCC re: initial meeting, Committee Protocol, Claims Procedure Order; preparation for and attend meeting J. Carfagnini, D. McIntosh re: outstanding matters; dealing with real estate closings, ██████.

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- 06/02/15 Correspondence re: employees.
- 06/02/15 Communication re: closing; arranging for delivery of certificate; meeting with K. Herlin re: upcoming transactions; email to R. Nielsen re: process.
- 06/02/15 Preparing contact list re: Consultative Committee meeting.
- 06/02/15 Participate in conference call with Osler and solicitors for ██████ re: status of transaction; participate in numerous conference calls throughout the day with Osler and representatives of landlords including ██████ and other landlords; at request of Target send out emails to numerous landlords solicitors requesting cure costs calculations in order to expedite finalization of matter; at request of F. Kussner review Monitor's 14th Report with respect to ██████ transaction agreement; telephone call with F. Kussner and S. Ferguson (A&M) to discuss same after providing comments on report; telephone call with solicitor for landlord and ██████ ██████ re: ██████ lease restrictive covenants; receipt of and review numerous forms of landlord consents with respect to ██████ and ██████ properties; brief discussions with D. McIntosh re: co-tenancy cost payments being requested by solicitor for ██████; telephone call with solicitor for ██████ and solicitor for Target re: same.
- 06/02/15 Compiling PDF files on USB key to be submitted for the Applicants' motion returnable June 4, 2015; drafting letter to the Honourable Regional Senior Justice Morawetz re: USB files for the Applicants' motion returnable June 4, 2015 for J. Mighton.
- 06/02/15 Review comments of D. McIntosh; conferences with A. Mark and J. Carfagnini; revise Monitor's Report re: ██████ agreement; telephone discussions with S. Ferguson; internal conferences; review report and documentation re: ██████ agreement; review documentation re: pharmacists franchisee matters; e-mails with S. Ferguson re: pharmacists franchisee matters; discussions with K. Herlin re: Monitor's Report re: ██████ agreement; further revisions to Monitor's Report; conferences with S. Ferguson re: Monitor's Report; receive and review documentation from R. Nielsen and additional transaction amending agreements; e-mails with S. Ferguson re: revisions to Monitor's Report re: ██████ agreement; further revisions to Monitor's 14th Report.
- 06/02/15 Further revisions to Monitor's 14th Report; telephone call with J. Carfagnini and F. Kussner re: Monitor's Report; telephone call with J. Mighton re: June 11 motions; telephone call with G. Rubenstein re: conflict issue; research re: conflict issue; attend Consultative Committee meeting.
- 06/02/15 Drafting materials for meeting of Consultative Committee; meeting with T. Hunt re: e-filing of materials for June 4 motion; meeting with A. Harmes re: materials for Consultative Committee meeting; phone conference with R. Carson re: Monitor's 14th Report; email correspondence with F. Kussner, S. Ferguson re: same; attending at Consultative Committee meeting; drafting claims procedure order; phone conference with S. Zweig re: same; email correspondence re: same; reviewing Monitor's 15th Report; reviewing Monitor's 14th Report; drafting order re: approval of Monitor's activities; preparing confidential appendix to Monitor's 13th Report for filing; email correspondence re: notice of motion.

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- 06/02/15 Preparation and attendance re: Consultative Committee; conference call with Osler, Davies and Faegre re: claims process; attendances re: draft claims procedure order and protocol, telephone conversation with J. Dacks, S. Zweig; telephone conversation with S. Philpott.
- 06/02/15 Review s.116 ITA letter.
- 06/02/15 Conference call with [REDACTED] and working group re: consent/amendment matters, [REDACTED] update to D. McIntosh and A. Hutchens; correspond re: consent matters, [REDACTED] matters; speak to J. Dacks re: [REDACTED] report; speak to K. Herlin re: same; attend Consultative Committee meeting re: claims process order, Consultative Committee protocol; speak to G. Rubenstein and J. Mighton re: claims process matters.
- 06/03/15 Attend Osler's re: status meeting; dealing with claims process and Claims Procedure Order; attend meeting with Davies re: claims process; extensive calls with CCC re: claims process, amendments to Claims Procedure Order, Creditor Committee Protocol; letter re: intercompany claims review process; finalize Monitor's 14th Report on [REDACTED]
- 06/03/15 Preparing Monitor's Certificates for delivery; working group meeting at Osler.
- 06/03/15 Discussions with landlord throughout the day including attending to offices of Target's solicitors for meeting to discuss outstanding real property and lease issues; telephone call to [REDACTED] [REDACTED] telephone calls to solicitor for [REDACTED] throughout the day to settle documentation; telephone call to solicitors for other properties in an effort to settle landlord consent documentation; participate in conference call with solicitors for [REDACTED] to discuss outstanding closing documents; reporting to Monitor re: outstanding issues and concerns; attending to other leasing matters throughout the day.
- 06/03/15 Revising Motion Record and Notice of Motion re: approval of claims procedure to include the Order for Approval of the Monitor's Reports and Activities for J. Mighton; compiling USB key to be submitted for the Applicants' motion returnable June 4, 2015; drafting letter to the Honourable Regional Senior Justice Morawetz re: USB files for the Applicants' motion returnable June 4, 2015 for J. Mighton; delivering motion materials to Court for J Mighton.
- 06/03/15 Receive and review various correspondence from R. Carson re: amendments to Monitor's Report re: [REDACTED] agreement; conferences with S. Ferguson and with K. Herlin; further revise Monitor's Report re: [REDACTED] agreement; review and assemble Appendices; correspondence to client re: Monitor's Report re: [REDACTED] agreement; conferences with A. Mark; receive and review comments of D. McIntosh; further revise Monitor's 14th Report re: [REDACTED] agreement; correspondence with Osler re: Monitor's Report re: [REDACTED] agreement; correspondence with Davies re: Monitor's Report re: [REDACTED] agreement; further discussions with S. Ferguson; further revise Monitor's Report re: [REDACTED] agreement; conferences with J. Mighton to consolidate appendices and finalize Monitor's Report re: [REDACTED] agreement.
- 06/03/15 Review and revise claims process order and Monitor's 15th Report; emails and telephone calls re: claims officers.

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- 06/03/15 Finalizing and serving Monitor's Fourteenth Report; attending at Osler offices re: claims process; drafting claims procedure order; email correspondence re: same; drafting motion record re: June 11 motion; email correspondence re: same; phone conference with S. Zweig, G. Rubenstein re: claims process.
- 06/03/15 Attendances re: claims process, draft Order, discussions with R. Orzy and S. Zweig, meeting Osler re: status, telephone conversation with J. Swartz; further attendances re: draft Order, notice of motion.
- 06/03/15 Speak to T. Sandler re: claims process matters; meeting with G. Rubenstein and J. Mighton re: status update; various discussions with G. Rubenstein, J. Mighton and J. Carfagnini re: claims process matters; correspond re: [REDACTED] matters, claims process matters; review comments on Claims Procedure Order; conference call with [REDACTED] and working group re: status update; meeting at Oslers with working group re: Claims Procedure Order, [REDACTED] matters; conference call with Oslers and J. Swartz and working group re: Claims Procedure Order; speak to G. Rubenstein re: Claims Procedure Order; prepare for court re: [REDACTED] back-up bids.
- 06/04/15 Extensive dealing with Claims Procedure Order; dealing with Motion for Approval of Claims Process; dealing with Creditor Committee Protocol; receipt, review and dealing with Monitor's 15th Report re: Claims Process.
- 06/04/15 Correspondence re: arbitrators; review hours of work issues.
- 06/04/15 Researching case law [REDACTED]
- 06/04/15 Participate in calls throughout the day including conference call with solicitors for [REDACTED] and Target, solicitors for [REDACTED] and Target; calls throughout the day with numerous landlords re: [REDACTED] exchange emails with client re: same; propose all hands call in effort to settle [REDACTED] lease dispute.
- 06/04/15 Revising Motion Record index for the motion returnable June 11, 2015 for J. Mighton
- 06/04/15 E-mails with T. Sandler; address correspondence from various counsel re: Monitor's Fourteenth Report; conferences with J. Mighton; review correspondence; e-mails with S. Ferguson; prepare correspondence.
- 06/04/15 Finalize reports and draft Order; review letter from L. Brzezinski; telephone call and emails with J. Carfagnini re: L. Brzezinski and letter agreement; telephone calls and emails re: claims officers.
- 06/04/15 Finalizing and serving motion record re: June 11 motion; email correspondence re: claims process; drafting claims procedure order; drafting Monitor's Fifteenth Report; [REDACTED] email correspondence re: amendment to Monitor's Fourteenth Report; email correspondence re: claims officers.
- 06/04/15 Review revisions to documents re: claims procedure; file management.

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- 06/04/15 Attendances re: draft claims procedure order, including telephone conversation with Monitor, S. Zweig, J. Swartz and S. Philpott; attendances re: draft report.
- 06/04/15 Prepare for and attend court re: ██████ back-up bids; speak to J. Dacks and M. Wong re: claims process matters; various meetings and discussions with J. Mighton and G. Rubenstein re: claims process matters; conference call with G. Rubenstein, J. Mighton, D. McIntosh, A. Hutchens re: Claims Procedure Order; conference call with G. Rubenstein, D. McIntosh re: Claims Procedure Order; conference call with ██████ and working group re: landlord amendments/consents, ██████ conference call with ██████ and working group re: amendments/consents; correspondence re: claims process matters, ██████ matters, real property matters; meeting with G. Rubenstein and J. Mighton re: Monitor's Fifteenth Report.
- 06/05/15 Considering correspondence from A. Lockhart regarding response to Blakes regarding ██████ royalty payments and discussion with F. Kussner.
- 06/05/15 Considering correspondence to Blakes regarding ██████ demand for payments.
- 06/05/15 Dealing with Creditor Committee Protocol matters; extensive review and finalize Monitor's 15th Report on Claims Process and Procedure; settlement of Claims Procedure Order.
- 06/05/15 Review severance issues.
- 06/05/15 Telephone consultation with R. Gillott; telephone consultation with K. MacLean.
- 06/05/15 Reviewing closing documents; preparing spreadsheet for cure costs; preparing for closings; meeting with K. Herlin re: closings.
- 06/05/15 Discussions with solicitors for landlord throughout the day in an effort to finalize documentation; participate in conference call with ██████ solicitors re: forced assignment and appeal period; participate in calls with solicitors for ██████ landlord re: status of transaction and ██████ in connection therewith; exchange emails with solicitors for ██████ and setting up conference call to discuss same; telephone call from solicitor for ██████ re: ██████ restrictions; exchange emails with ██████ re: same; discussions with solicitors for Target throughout the day re: finalization of documents and proposed language in connection therewith; receipt of extension letter from solicitors for ██████ review same with M. Wagner; provide redraft to Oslers for their review and comment; brief meeting with D. McIntosh and Alvarez representatives to discuss status of leases and ██████ documentation; receipt of accounts re: landlord cure cost accounts throughout the day and exchange emails with Target in an effort to ensure that costs are within reasonable range; emails to D. McIntosh in connection therewith.
- 06/05/15 Reviewing the Claims Service List to ensure consistency with the excel file Claims Service List for J. Mighton.
- 06/05/15 E-mails with S. Ferguson, J. Mighton and Osler re: amendment to Appendix I of Fourteenth Monitor's Report; receive and review correspondence and documentation from A. Lockhart re: ██████ conference with A. Berg; telephone discussion with E. Allin re: ██████ telephone

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- call to A. Lockhart re: [REDACTED] correspondence with A. Lockhart and E. Allin re: [REDACTED] correspondence with S. Ferguson and J. Mighton re: amendment to Appendix I of Fourteenth Monitor's Report.
- 06/05/15 Final review of Order and Monitors' Report; emails re: claims officer.
- 06/05/15 Finalizing and serving Monitor's Fifteenth Report; meeting with D. McIntosh, A. Hutchens, G. Karpel, M. Wagner, J. Carfagnini re: same.
- 06/05/15 File management.
- 06/05/15 Attendances re: Monitor's 15th Report, draft Order from S. Zweig, various telephone conversations with D. McIntosh and S. Philpott re: employee issues.
- 06/05/15 Correspond re: real property closing matters, claims process matters; conference call with [REDACTED] and working group re: closing matters; meeting with working group to finalize Monitor's Fifteenth Report; speak to J. Dacks re: court matters, closing matters.
- 06/06/15 Dealing with Claims Process Motion; correspondence from R. Orzy re: RPPSP/requests for information.
- 06/06/15 Attendance Re: S. Zweig, draft Order, e-mails J. Swartz.
- 06/07/15 Updating cure costs spreadsheet; organizing closing documents for [REDACTED]
- 06/07/15 Emails re: claims process order.
- 06/07/15 Attendances re: draft Order.
- 06/08/15 Dealing with RPPSP - [REDACTED] transactions; dealing with Claims Process Order; dealing with R. Orzy letter requesting further information; conference calls Goodmans, Oslers, A&M re: same.
- 06/08/15 Reviewing closing documents and communication re: closings.
- 06/08/15 Organize and participate in conference call with interested parties re: [REDACTED] lease dispute and possible solution of same; exchange emails re: same; participate in working discussions with Monitor and Target representatives to discuss closings of [REDACTED] and [REDACTED] [REDACTED] receipt of lease amending agreement and consents throughout the day; briefly review consents; discussions with solicitors for Target throughout the day [REDACTED] meeting with M. Wagner to discuss outstanding issues; discussions with D. McIntosh re: outstanding issues.
- 06/08/15 Reviewing and revising the excel Claims Service List for J. Mighton.
- 06/08/15 Receive and review correspondence and documentation from E. Allin re: [REDACTED] royalty matters; correspondence with E. Allin; conference call with E. Allin, F. Kussner, J. Mighton and A. Lockhart re: [REDACTED]; receive and review correspondence from J. Hurwitz re: [REDACTED]; conferences with J. Mighton re: amended Appendix I to Monitor's Fourteenth Report; prepare e-

mail to service list re: same.

- 06/08/15 Emails, conference call re: R. Orzy letter and Bennett Jones draft motion seeking further information on RPPSP.
- 06/08/15 Phone conference with J. Dacks re: claims procedure; phone conference with S. Zweig re: claims procedure; phone conference with A. Hutchens, G. Karpel re: claims procedure; phone conference with A. Lockhart re: realty tax and other claims issues; phone conference with J. Hurwitz re: Graham construction request for extension of disclaimer objection period; phone conference with E. Allin, A. Lockhart, F. Kussner, M. Calvaruso re: [REDACTED] phone conference with M. Wagner, G. Rubenstein, A. Mark, D. McIntosh, A. Hutchens, T. Sandler, J. Dacks re: Bennett Jones letter and proposed motion; drafting claims procedure order.
- 06/08/15 Emails J. Mighton re French translation of notice.
- 06/08/15 Conference calls with Monitor, S. Zweig and J. Swartz re: draft Order and various drafting issues; attendance conference call re: Bennett Jones letter.
- 06/08/15 Correspondence re: claims process matters; various discussions with J. Mighton and G. Rubenstein re: same; speak to K. Herlin re: closing matters; message for J. Pandell re: [REDACTED] all-counsel conference call re: [REDACTED] matters; speak to D. McIntosh and K. Herlin re: [REDACTED] matters; speak to S. Zweig re: proposed Bennett Jones motion and correspond re: same; conference call with A. Hutchens, D. McIntosh, A. Mark, T. Sandler, J. Dacks, J. Mighton and G. Rubenstein re: proposed Bennett Jones motion and next steps; respond to S. Zweig; conference call with A. Alt, D. McIntosh, T. Sandler, R. Nielsen, J. Dacks, K. Herlin re: real property update; conference call with G. Rubenstein, J. Carfagnini, A. Mark, J. Mighton, A. Hutchens, D. McIntosh and G. Karpel re: Bennett Jones information request.
- 06/09/15 Extensive preparation and dealing with Claims Process; dealing with CCC; conference call with Minden Gross; attend Target status call; dealing with Bennett Jones request for further information and adjournment of approval of Monitor activities; dealing with real estate closings, status.
- 06/09/15 Calls with Osler, A&M, [REDACTED] and [REDACTED] re: [REDACTED] and other properties.
- 06/09/15 Participate in pre-closing matters throughout the day including lengthy conference calls in efforts to resolve [REDACTED] dispute including separate calls with working group, representatives of [REDACTED] representatives of landlord and separate working group call with representatives of [REDACTED] participate in pre-closing call with [REDACTED] and Target; receipt of multiple emails from Stikeman throughout the day in connection with [REDACTED] Landlord Waivers [REDACTED] [REDACTED] reviewing and revising closing documents; discussions with D. McIntosh re: pre-closing of transaction and outstanding issues.
- 06/09/15 Drafting correspondence to the Honourable Regional Senior Justice Morawetz re: USB files for the Monitor's motion on June 11, 2015 for J. Mighton.

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- 06/09/15 Correspondence to R. Montgomery re: EPL; conference with M. Wagner; correspondence to A. Lockhart re: EPL; receive and review correspondence from R. Montgomery re: EPL; correspondence to A. Lockhart re: pharmacists; receive and review correspondence from S. Ferguson re: pharmacy matters; correspondence to S. Ferguson re: pharmacy matters.
- 06/09/15 Phone conference with G. Karpel, A. Hutchens, D. McIntosh, J. Carfagnini, R. Orzy, S. Zweig re: information request issues; phone conference with G. Rubenstein, N. Tourgis, M. Solmon re: claims process; phone conference with G. Karpel re: claims process; phone conference with G. Rubenstein, N. Levine re: claims process; phone conference with G. Rubenstein, M. Arzoumanidis, L. Kolter-Held re: claims process; drafting claims procedure order and finalizing for service to service list; drafting Consultative Committee meeting minutes.
- 06/09/15 Conference call with N. Tourgis and M. Solmon re: COP and 30 day issues; attendances S. Zweig re: further comments; attendances re: [REDACTED] confidentiality issue; attendances re: order and circulation; attendance re: employee issue.
- 06/09/15 Intercompany Claims: review draft report; conference (G. Rubenstein).
- 06/09/15 Correspondence re: claims process matters, closing matters, [REDACTED] matters; conference call with [REDACTED] and working group re: consents/amendments, [REDACTED] matters; conference call with counsel to [REDACTED] landlord, company and with Monitor re: [REDACTED] matters; conference call with D. McIntosh, T. Sandler, K. Herlin re: same; conference call with landlord and counsel, Monitor and K. Herlin re: [REDACTED] matters; conference call with [REDACTED] and working group re: consent/amendments and closing matters.
- 06/10/15 Extensive dealing with Claims Process and Claims Procedure Order; dealing with constituents and CCC; review and revise Order; preparation for Motion to Approve Claims Procedure Order; preparation for meeting with Bennett Jones re: RPPSP information.
- 06/10/15 Review tax/employment compensation issues.
- 06/10/15 Attend to [REDACTED] closing.
- 06/10/15 Attending to closing of [REDACTED] transaction including conversations throughout the day with solicitors from Target and [REDACTED] exchange email and voice mail messages from solicitor for [REDACTED] re: third party waivers; discussions with solicitor for [REDACTED] re: outstanding issues; discussions with landlord for [REDACTED] property in an effort to resolve issue; discussions with A. Hutchens to coordinate closing of [REDACTED] transaction including distributing cure costs cheques to relevant landlords; attending to other landlord/tenant matters throughout the day; meeting with M. Wagner to discuss outstanding issues; participate in calls throughout the day including weekly status call with Target; organize closing call with respect to [REDACTED] transaction.
- 06/10/15 Correspondence with S. Ferguson re: various pharmacy matters; receive and review correspondence re: [REDACTED]

- 06/10/15 Review amendments to claims process order.
- 06/10/15 Drafting claims procedure order; phone conference with N. Tourgis, M. Solmon, G. Rubenstein re: same; email correspondence re: same; finalizing order for motion; phone conference with D. Ullmann, C. Francis, M. Wagner, J. Carfagnini re: claims process; phone conference re: case update; phone conference with V. DaRe re: claims process.
- 06/10/15 File management.
- 06/10/15 Attendances conference call with S. Poysa re: tax issue for employee claims; various attendances re: claims procedure order; attendances further discussions re: claims procedure order including D. Ullmann and N. Tourgis.
- 06/10/15 Intercompany Claims Process: review draft court materials.
- 06/10/15 Status call with working group; conference call with K. Herlin, T. Sandler, R. Nielsen and T. D'Angelo re: ██████████ closing; conference call with ██████████ and working group re: consent/amendments; conference call with ██████████ working group re: closing matters; correspond re: ██████████ closing matters and speak to K. Herlin and T. D'Angelo re: same; conference call with landlord, counsel, Monitor, K. Herlin, T. Sandler re: ██████████ matters and correspond re: same; conference call with D. Ullmann, C. Francis, J. Carfagnini, G. Rubenstein and J. Mighton re: claims process matters; correspond re: claims process matters; review Claims Procedure Order; prepare for court and various discussions with J. Carfagnini and G. Rubenstein re: same.
- 06/11/15 Preparation for and attend Court before RSJ Morawetz re: approval of Claims Process; dealing with Creditor Committee matters; preparation for and attend meeting J. Carfagnini, D. McIntosh, A. Alt, T. Sandler re: outstanding matters; preparation for and attend meeting with Bennett Jones re: additional information requests.
- 06/11/15 Meeting with K. Herlin re: update; call with R. Nielsen re: update; call re: ██████████ revising Monitor's Certificate for staggered closing; preparing ██████████ cover letters; reviewing info re: return of interest on deposits.
- 06/11/15 Review Notice of Objection; telephone call D. Schieman.
- 06/11/15 Exchange emails with solicitor for ██████████ re: third party waivers; discussions with solicitor for ██████████ re: outstanding issues; discussions with landlord for ██████████ property in an effort to resolve issues; discussions ; meeting with working group with respect to ██████████ transaction; attending to other landlord/tenant matters throughout the day; participate in conference call with M. Wagner and T. D'Angelo to discuss outstanding issues; participate in calls throughout the day; call with ██████████ solicitor
- 06/11/15 E-mails and discussions with A. Lockhart re: EPL and re: pharmacy franchise matters; review and revise various correspondence.
- 06/11/15 Preparing for motion; attending at Court re: Claims Procedure Order Motion; attending to post-

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- motion matters; email correspondence with G. Karpel re: claims process; email correspondence with E. Allin re: claims inquiries.
- 06/11/15 Prepare for and attend court re: Claims Procedure Order; meeting with R. Orzy, S. Zweig, J. Carfagnini, D. McIntosh, A. Hutchens, G. Karpel, T. Sandler and J. Dacks re: information request; conference call with [REDACTED] and working group re: consents/amendments, closing matters; correspond re: closing matters, [REDACTED] matters; various discussions with D. McIntosh and K. Herlin re: [REDACTED] matters; speak to J. Mighton re: claims process matters; various discussions with D. McIntosh re: [REDACTED] matters; speak to J. Dacks and R. Nielsen re: status update.
- 06/12/15 Work re: closings for [REDACTED] and [REDACTED] call re: [REDACTED] LTA; call re: [REDACTED] LTA; editing Monitor Certificates; work re: cure costs.
- 06/12/15 Call with T. D'Angelo to discuss matters; attending to closing of [REDACTED] transaction; exchange emails re: [REDACTED] and [REDACTED] option lands; deal with [REDACTED] lease amendment and various of emails.
- 06/12/15 Reviewing claims forms; email correspondence with G. Karpel re: same; email correspondence re: claims inquiries; phone conference with K. Bortolotti re: [REDACTED] invoice; email correspondence with K. Bortolotti re: translated notice to claimants; email correspondence with G. Karpel re: same.
- 06/12/15 Attendances re: employee issues including [REDACTED] and claims by employees for moving expenses.
- 06/12/15 Inter-Company Claims: attendances re: Monitor's Report.
- 06/12/15 Correspond re: [REDACTED] matters, closing matters; conference call with [REDACTED] and working group re: consents/amendments, [REDACTED] matters, closing matters; various discussions with J. Dacks and R. Nielsen re: [REDACTED] matters; conference call with [REDACTED] and working group re: consent/amendments, closing matters; various discussions with D. McIntosh re: transaction and closing matters; conference call with S. Nelson, A. Tselos, J. Dacks, R. Nielsen, D. McIntosh and A. Hutchens re: real property transaction closing matters.
- 06/13/15 Exchange emails with respect to [REDACTED] extension date closing; receipt of emails with respect to [REDACTED] and [REDACTED] Agreements; exchange emails re: [REDACTED] matters and other real property related transactions.
- 06/14/15 Dealing with Creditor Committee matters; telephone conference with G. Rubenstein re: same.
- 06/14/15 Correspond re: closing matters, [REDACTED] matters.
- 06/15/15 Telephone conference with L. Rogers re: Creditor Committee matters; dealing with D. McIntosh re: [REDACTED] closing matters; dealing with Monitor's Intercompany Report; telephone conference with G. Rubenstein re: structure/outline.
- 06/15/15 Receipt and review of email from M. Wagner re: [REDACTED] (x3); emails to M. Wagner; email to R. Gillott; review [REDACTED] matter and status of liens; receipt and review of correspondence from G. Brown; receipt and review of issued Statements of Claim re: [REDACTED] re: [REDACTED] and [REDACTED]

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- ██████████
- 06/15/15 Preparing for closing of ██████████ and ██████████ reviewing information re: interest on deposits; reviewing cure costs; delivering Monitor's Certificates; call with working group re: ██████████
- 06/15/15 Telephone call with M. Wagner re: status of transaction; exchange numerous emails with working group and D. McIntosh with respect to ██████████ and calculation of relevant numbers with respect to ██████████ outstanding issues and ██████████ use of closing funds.
- 06/15/15 Reviewing and testing Target and D&O proof of claim forms for J. Mighton.
- 06/15/15 Receive and review correspondence from Osler re: EPL and re: pharmacy matters; correspondence to S. Ferguson.
- 06/15/15 Meeting with K. Bortolotti re: ██████████ license invoice; phone conference with A. Sorek re: claims issues; finalizing claims forms and documents; email correspondence with G. Karpel re: same; updating service lists; drafting letter to M. Drake re: claims process; email correspondence with T. Hunt re: claims forms.
- 06/15/15 Attendance re: employee issues including claims process; attendance re: Consultative Committee issues.
- 06/15/15 Inter-Company Claims: meeting (J. Mighton); prepare re: report and analysis; conference (G. Rubenstein).
- 06/15/15 Conference call with D. McIntosh and A. Hutchens re: update on ██████████ matters and correspond re: same; conference call with J. Dacks and R. Nielsen re: same; correspond with ██████████ re: closing matters; review and provide comments on letter re: stay of proceedings; conference call with ██████████ and working group re: consents/amendments, ██████████ matters, closing matters; conference call with K. Ji, S. Yeung re: settlement agreement; review and provide comments on settlement closing agenda; various discussions with J. Dacks, K. Herlin, T. D'Angelo and R. Nielsen re: ██████████ transaction and closing matters.

OUR FEE**\$370,996.00****TIMEKEEPER SUMMARY**

NAME	RANK	HOURS	RATE	TOTAL
Carfagnini, Jay A.	Partner	67.00 hrs	\$1,025.00	\$68,675.00
Wagner, Melaney	Partner	82.40 hrs	\$800.00	\$65,920.00

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NAME	RANK	HOURS	RATE	TOTAL
Mark, Alan	Partner	17.80 hrs	\$990.00	\$17,622.00
Rubenstein, Gale	Partner	78.80 hrs	\$895.00	\$70,526.00
Herlin, Ken	Partner	52.90 hrs	\$885.00	\$46,816.50
Berg, Amalia	Partner	.50 hrs	\$775.00	\$387.50
Kussner, Francy	Partner	20.50 hrs	\$880.00	\$18,040.00
Smith, Graham D.	Partner	3.90 hrs	\$880.00	\$3,432.00
Ernst, Glenn S.	Partner	.80 hrs	\$950.00	\$760.00
Cosentino, Joe	Partner	1.40 hrs	\$785.00	\$1,099.00
Conforti, Joe	Partner	2.30 hrs	\$880.00	\$2,024.00
Sherman, Mitchell J.	Partner	.40 hrs	\$1,040.00	\$416.00
Berry, Maureen	Partner	.60 hrs	\$935.00	\$561.00
Descours, Caroline	Associate	.50 hrs	\$550.00	\$275.00
Mighton, Jesse	Associate	112.20 hrs	\$475.00	\$53,295.00
D'Angelo, Tyler	Associate	37.60 hrs	\$390.00	\$14,664.00
Paquette, Fanny	Law Clerk	5.90 hrs	\$315.00	\$1,858.50
Buckley, Maureen	Law Clerk	.30 hrs	\$435.00	\$130.50
Word Processing	Word Processing	14.80 hrs	\$80.00	\$1,184.00
Student	Student	12.20 hrs	\$230.00	\$2,806.00
Clerk, Litigation	No Rank	6.30 hrs	\$80.00	\$504.00

DISBURSEMENTS

Telephone - Long Distance / Conference Calls	96.38
Agent Fees (Transperfect Translations)	204.75
Parking / Cab / Mileage / Meetings	1,336.90
Copies	2,273.25
Travel	495.71
Set Down Motion	127.00
Search - Corporate	5.00

TOTAL DISBURSEMENTS**\$4,538.99**

TOTAL FEES ON THIS INVOICE

\$370,996.00

Goodmans^{LLP}

Barristers & Solicitors

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

Telephone: 416.979.2211
Facsimile: 416.979.1234
goodmans.ca

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HST ON FEES	48,229.48
NON TAXABLE DISBURSEMENTS	127.00
TAXABLE DISBURSEMENTS	4,411.99
TOTAL DISBURSEMENTS ON THIS INVOICE	\$4,538.99
HST ON TAXABLE DISBURSEMENT	573.56
TOTAL THIS INVOICE (CANADIAN DOLLARS)	\$424,338.03

TRUST FUNDS	\$150,293.24
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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
05/06/15	645156	\$324,623.02	\$0.00	\$324,623.02
06/05/15	646847	\$309,086.57	\$0.00	\$309,086.57

TOTAL OUTSTANDING INVOICES (IN CDN)**\$633,709.59**

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 # 647399 (Please include all invoice numbers)

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

July 8, 2015

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 June 30, 2015.

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.