

APPENDIX “J”

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

**IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 243(1) OF THE
BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, C. B-3, AS AMENDED AND
IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990
C. C.43, AS AMENDED WITH RESPECT TO DONDEB INC. AND ALL THE
DEBTORS LISTED AT SCHEDULE "A" HERETO**

AFFIDAVIT OF PAUL J. DENTON

I, Paul J. Denton, of the Town of Aurora, in the Province of Ontario, MAKE OATH
AND STATE AS FOLLOWS:

1. I am a Trustee and Vice President at A. Farber & Partners Inc. and, as such, have knowledge of the matters to which I hereinafter depose.
2. A. Farber & Partners Inc. ("**Farber**") was appointed receiver ("**Receiver**") over all of the assets, undertakings and properties of Dondeb Inc. ("**Dondeb**") and the other debtors listed in Schedule "A" hereto (the "**Debtors**") pursuant to an Order of the Honourable Mr. Justice C. Campbell made on October 17, 2012 (the "**Receivership Order**").
3. Pursuant to paragraph 3 of the Receivership Order, the Receiver was required to create Segregated Accounts (as defined therein) for each of the 24 Properties as set out on Schedule "C" to the Receivership Order.
4. Pursuant to paragraph 18(b) of the Receivership Order, the Receiver was to allocate the fees and disbursements with respect to work done on each of the Properties and on Ace Self Storage & Business Centre Inc. ("**Ace Self Storage**").

5. Pursuant to Paragraph 19 of the Receivership Order, the Receiver and its counsel were to keep separate records for General Restructuring Administrative Expenses (GARE) that were not specifically allocable to any one Property.

6. In the Receiver's motion returnable July 28, 2014, the Receiver is seeking approval of its and its counsel's fees and disbursements up to May 31, 2014 for only the following 13 Properties: Ace Self Storage and Business Centre Inc., 240 Yeoman Street, Brechin, Coldwater, Devonshire, Dorset Place, Georgian Manor Banquet Hall, Belleville (Pepper/Palmer), Ontario Street, Orillia Independent Living, Preston Springs, Sussex Place and Tudhope Manor.

7. At this time the Receiver is not seeking approval of its and its counsel's fees and disbursements specifically allocable to the other Properties or of the GARE.

8. Since the onset of the Receivership, the Receiver has, on a regular basis, distributed invoices of the Receiver and its legal counsel to the relevant mortgagees on each property for review.

General Activities

9. Over the period of the Receivership Proceedings to date, the Receiver has filed 12 reports to the Court reports (and 4 supplemental reports in connection therewith). Each of those 12 reports have been approved by the Court along with the Receiver's activities as set out therein.

10. The Thirteenth Report to Court of the Receiver filed in connection with the July 28 motion (the "**Thirteen Report**") will provide an overview of the various activities of the Receiver in the Receivership Proceedings generally to date.

11. For each of the Properties for which approval is now sought the Receiver's activities included: control and stabilization of the business activities, maintaining the ring fenced accounting and segregating banking for each property, monitoring ongoing cash flow and arranging for Receiver's Borrowings as necessary, monitoring ongoing operations, liaising with the relevant mortgagees to customize a marketing and sales process for each Property, seeking

court approval and attending to the closing of each Properties' sale, reviewing the security registered against each Property and attending to a distribution of proceeds. Provided below are further details in respect of each of the 13 properties for which approval is sought at this time.

Ace Self Storage

12. The Ace Self Storage operation was a storage business which rented out climate controlled indoor and outdoor storage space. The business also rented office space to corporate clients. The facility was located on three adjacent parcels of land in Orillia, Ontario and had a total of 479 rental units comprising approximately 85,000 square feet.

13. Through the period from January to April 2013, the Receiver engaged in extensive negotiations with Pace Savings and Credit Union ("**Pace Savings**") with respect to a stalking horse agreement of purchase and sale for the Ace Self Storage property and business. On May 10, 2013 the Court approved the stalking horse agreement of purchase and sale and the sale process as set out therein. The Receiver conducted the sales process as set out in more detail in the Ninth Report to Court of the Receiver dated July 23, 2013. Despite an extensive sales process which saw 38 potential purchasers execute a confidentiality agreement and were provided with access to an electronic data room, no competing offers were received by the Receiver. As a result, on July 30, 2013 the Receiver sought an approval and vesting order in respect of the agreement with Pace Savings. Mr. Melvyn Dancy appeared in person at the hearing on July 30, 2013 and advised the Court that he was attempting to retain new counsel. As a result, the motion was adjourned until August 6, 2013 at which time an approval and vesting order in respect of the Pace Savings agreement was granted and the transaction with Pace Savings closed on August 8, 2013.

14. The Receiver has rendered 20 invoices in this matter, for the period beginning October 17, 2012 to May 31, 2014 in the total amount of \$174,139.10. A summary of time is attached herewith as Exhibit 1A. The total of the Receiver's fees as outlined in Exhibit 1A is \$151,741.50 together with disbursements of \$2,671.20 and HST of \$19,726.40. The average hourly rate in respect of time as outlined in Exhibit 1A is \$340.84. Copies of the 20 invoices rendered to date are attached as Exhibit 2A.

Yeoman Street

15. The 240 Yeoman Street property was vacant land located in Belleville, Ontario. The property was listed with Coldwell Banker Ekort Realty Inc. on November 6, 2012. The listing agreement was extended multiple times with reduced listing prices through to October 31, 2013. Although 5 parties expressed an interest in the property, there were no scheduled tours of the property. Two offers and one expression of interest were received for the property. A sale agreement was negotiated by the Receiver with a purchaser related to the mortgagee on the property and entered into as of October 2, 2013. The agreement of purchase and sale was approved by the Court on December 2, 2013 and the transaction closed on December 4, 2013.

16. The Receiver has rendered 18 invoices in this matter, for the period beginning October 17, 2012 to May 31, 2014 in the total amount of \$17,101.45. A summary of time is attached herewith as Exhibit 1B. The total of the Receiver's fees as outlined in Exhibit 1B is \$14,906.50 together with disbursements of \$257.10 and HST of \$1,937.85. The average hourly rate in respect of time as outlined in Exhibit 1B is \$347.88. Copies of the 18 invoices rendered to date are attached as Exhibit 2B.

Brechin

17. The Brechin property was vacant land located near Orillia, Ontario. The property was listed with Remax Orillia on December 20, 2012. The property was inspected by interested parties approximately 11 times and three offers were received. A sale agreement was negotiated by the Receiver who entered into a sale agreement made as of January 24, 2013. The agreement of purchase and sale was approved by the Court on February 13, 2013 and the transaction closed on February 28, 2013.

18. The Receiver has rendered 18 invoices in this matter, for the period beginning October 17, 2012 to May 31, 2014 in the total amount of \$14,821.94. A summary of time is attached herewith as Exhibit 1C. The total of the Receiver's fees as outlined in Exhibit 1C is \$12,898.00 together with disbursements of \$247.20 and HST of \$1,676.74. The average hourly rate in

respect of time as outlined in Exhibit 1C is \$313.06. Copies of the 18 invoices rendered to date are attached as Exhibit 2C.

Coldwater

19. The Coldwater property was vacant land located in Orillia, Ontario. The property was listed with Remax Orillia on November 26, 2012. Approximately 6 parties inspected the property and two offers were received. A sale agreement was negotiated by the Receiver with a purchaser related to the mortgagee on the property and entered into on January 29, 2013. The agreement of purchase and sale was approved by the Court on February 13, 2013 and the transaction closed on February 15, 2013.

20. The Receiver has rendered 18 invoices in this matter, for the period beginning October 17, 2012 to May 31, 2014 in the total amount of \$22,076.10. A summary of time is attached herewith as Exhibit 1D. The total of the Receiver's fees as outlined in Exhibit 1D is \$19,209.75 together with disbursements of \$369.08 and HST of \$2,497.27. The average hourly rate in respect of time as outlined in Exhibit 1D is \$349.90. Copies of the 18 invoices rendered to date are attached as Exhibit 2D.

Devonshire Place

21. The Devonshire Place property was a rental condominium unit located in Aurora, Ontario. The property was listed with Coldwell Banker Case Realty on November 15, 2012. Approximately 29 parties inspected the property and three offers were received. A sale agreement was negotiated by the Receiver and entered into on December 16, 2012. The agreement of purchase and sale was approved by the Court on January 14, 2013 and the transaction closed on March 1, 2013.

22. The Receiver has rendered 18 invoices in this matter, for the period beginning October 17, 2012 to May 31, 2014 in the total amount of \$29,717.51. A summary of time is attached herewith as Exhibit 1E. The total of the Receiver's fees as outlined in Exhibit 1E is \$25,901.25 together with disbursements of \$449.10 and HST of \$3,367.16. The average hourly rate in respect of time as outlined in Exhibit 1E is \$346.04. Copies of the 18 invoices rendered to date are attached as Exhibit 2E.

Dorset Place

23. The Dorset Place property was a 51 unit, six story apartment building located in Aurora, Ontario. The property had been transferred from Dondeb to 2338067 Ontario Inc. in August of 2012 (two months prior to the Receivership Order). The property was listed with Remax West Realty Inc. on November 6, 2012. Approximately 50 parties inspected the property. Eight offers were received prior to a bid deadline of November 19, 2012. A sale agreement was negotiated by the Receiver and entered into as of December 18, 2012. Court approval of agreement of sale was sought on January 14, 2013 at which time the Debtors requested an adjournment as the advised they were in the process of obtaining new counsel. A one day adjournment was granted and the sale agreement was approved by the Court on January 15, 2013. The transaction closed on January 22, 2013.

24. The distributions from the sale of the Dorset Place property were complicated by a dispute in respect of pre-payment premiums charged by Empire Life Insurance Company ("**Empire Life**") as first mortgage on the property. This resulted in a full day hearing on June 11, 2013 at which time Justice Newbould granted an order that Empire Life was not entitled to the pre-payment premiums that it had sought.

25. As well, a motion was brought by the Receiver (which was granted) to transfer the remaining proceeds from the Dorset Place property back into the Dondeb estate, given the transfer to 233 shortly before the Receivership Order.

26. The Receiver has rendered 20 invoices in this matter, for the period beginning October 17, 2012 to May 31, 2014 in the total amount of \$108,456.63. A summary of time is attached herewith as Exhibit 1F. The total of the Receiver's fees as outlined in Exhibit 1F is \$94,731.00 together with disbursements of \$1,410.60 and HST of \$12,315.03. The average hourly rate in respect of time as outlined in Exhibit 1F is \$403.45. Copies of the 20 invoices rendered to date are attached as Exhibit 2F.

Georgian Manor

27. The Georgian Manor Banquet hall was a two story building that was previously leased to a company that operated a banquet hall. The property had been vacant since 2010 and was

located in Barrie, Ontario. The property was listed with Sutton Group Incentive Realty Inc. on November 15, 2012. The property was inspected by approximately 20 agents or interested parties. The listing price was reduced in January of 2013 after which time approximately 15 parties inspected the property. Two offers were received. A sale agreement was negotiated by the Receiver who entered into a sale agreement made as of February 27, 2013. The agreement of purchase and sale was approved by the Court on March 25, 2013 and the transaction closed on March 27, 2013.

28. The Receiver has rendered 18 invoices in this matter, for the period beginning October 17, 2012 to May 31, 2014 in the total amount of \$38,823.66. A summary of time is attached herewith as Exhibit 1G. The total of the Receiver's fees as outlined in Exhibit 1G is \$33,873.50 together with disbursements of \$546.60 and HST of \$4,403.56. The average hourly rate in respect of time as outlined in Exhibit 1G is \$371.83. Copies of the 18 invoices rendered to date are attached as Exhibit 2G.

King City Holdings Ltd. - Belleville (Pepper/Palmer)

29. The Pepper/Palmer properties were two vacant parcels of land located in Belleville, Ontario, owned by King City Holdings Ltd. The property was listed with Coldwell Banker on November 6, 2012. The listing agreement as extended multiple times with reduced listing prices through to October 31, 2013. Although 10 parties expressed an interest in the property, there were no scheduled tours of the property. Three offers and two expressions of interest were submitted to the Receiver. A sale agreement was negotiated by the Receiver with a purchaser related to the mortgagee on the property and entered into as of October 2, 2013. The agreement of purchase and sale was approved by the Court on December 2, 2013 and the transaction closed on December 4, 2013.

30. The Receiver has rendered 18 invoices in this matter, for the period beginning October 17, 2012 to May 31, 2014 in the total amount of \$20,049.13. A summary of time is attached herewith as Exhibit 1H. The total of the Receiver's fees as outlined in Exhibit 1H is \$17,471.00 together with disbursements of \$306.90 and HST of \$2,271.23. The average hourly rate in respect of time as outlined in Exhibit 1H is \$341.56. Copies of the 18 invoices rendered to date are attached as Exhibit 2H.

Orillia Independent Living

31. The Orillia Independent Living (“**OIL**”) property is a 32 unit living facility, located in Orillia, Ontario. The Receiver invited two listing proposals from realtors who specialize in the retirement home nursing home sector. Ultimately with the consent of the relevant mortgagees the property was listed with Sean M Jensen Realty Ltd (“**Jensen**”) on January 18, 2014. There have been a series of listing extensions through to May 31, 2014 with Jensen.

32. The OIL Property throughout was and continues to operate with relatively high occupancy. There was a need at the onset of the receivership to stabilize operations and manage ongoing operations and occupancy, including marketing of the facility.

33. The OIL Property is situated on one of three adjacent lots owned by different Dondeb entities, which formed part of the Global Receivership. The other adjoining properties were Orillia Retirement Residence (“**ORR**”) located at 24 Simcoe Street, Orillia which, was vacant throughout most of the receivership proceedings and Remos Restaurant (vacant), which was located at 480 West Street, Orillia which was owned by Dondeb Inc.

34. Significant time was spent by Jensen, the Receiver and legal counsel considering en bloc offers for all three properties, however ultimately there was no en-bloc offer able to negotiated and finalized.

35. Effective the date of this affidavit the Receiver has entered into a conditional agreement of purchase and sale, which is subject to due diligence. There has been extensive work undertaken by Jensen and the Receiver to canvass the market and facilitate due diligence and tour of the premises with a large number of interested parties. A total of 181 parties provided expressions of interest, 84 parties signed CA’s and were provided access to a virtual data room, with 23 parties completing tours and inspections of the premises 10 offers/proposals received by the end of May 31, 2014. Some of these offers proposals were en bloc offers for the three properties or the two retirement homes ORR and OIL.

36. The Receiver has rendered 21 invoices in this matter, for the period beginning October 17, 2012 to May 31, 2014 in the total amount of \$306,526.05. A summary of time is attached herewith as Exhibit 1I. The total of the Receiver’s fees as outlined in Exhibit 1I is

\$267,335.00 together with disbursements of \$4,437.50 and HST of \$34,753.55. The average hourly rate in respect of time as outlined in Exhibit 1I is \$378.53. Copies of the 21 invoices rendered to date are attached as Exhibit 2I.

Ontario Street

37. The Ontario Street property was vacant land located in Orillia, Ontario. The property was listed with Remax Orillia on January 22, 2013. Approximately 15 parties made inquiries in respect of the property with 5 parties attending to inspect the property. A sale agreement was negotiated by the Receiver and entered into on April 13, 2013. The agreement of purchase and sale was approved by the Court on May 10, 2013 and the transaction closed on May 15, 2013.

38. The Receiver has rendered 18 invoices in this matter, for the period beginning October 17, 2012 to May 31, 2014 in the total amount of \$17,078.51. A summary of time is attached herewith as Exhibit 1J. The total of the Receiver's fees as outlined in Exhibit 1J is \$14,878.50 together with disbursements of \$265.80 and HST of \$1,934.21. The average hourly rate in respect of time as outlined in Exhibit 1J is \$335.86. Copies of the 18 invoices rendered to date are attached as Exhibit 2J.

Preston Springs

39. The Preston Springs Garden property was a former retirement home which was vacant and under construction at the time of the Receivership Order. The property was listed with Colliers Macaulay Nicolls (Ontario) Inc. on November 19, 2012. Approximately 19 parties inspected the property. Four offers were received prior to a bid deadline of December 14, 2012. A sale agreement was negotiated by the Receiver and entered into as of December 14, 2012. Court approval of agreement of sale was sought on January 14, 2013 at which time the Debtors requested an adjournment as they advised they were in the process of obtaining new counsel. A one day adjournment was granted and the sale agreement was approved by the Court on January 15, 2013. The transaction closed on January 28, 2013.

40. The Receiver has rendered 19 invoices in this matter, for the period beginning October 17, 2012 to May 31, 2014 in the total amount of \$43,523.67. A summary of time is attached herewith as Exhibit 1K. The total of the Receiver's fees as outlined in Exhibit 1K is \$38,019.00

together with disbursements of \$562.20 and HST of \$4,942.47. The average hourly rate in respect of time as outlined in Exhibit 1K is \$405.75. Copies of the 19 invoices rendered to date are attached as Exhibit 2K.

Sussex Place

41. The Sussex Place property was a 47 unit, six story apartment building located in Brampton, Ontario. After obtaining an appraisal on the property, the property was listed with Avison Young Commercial Real Estate (Ontario) Inc. on November 28, 2012. Approximately 79 parties expressed interest in the property, 31 parties signed confidentiality agreements and 25 parties inspected the property. Seven offers were received prior to a bid deadline of December 17, 2012. A sale agreement was negotiated by the Receiver and entered into on December 20, 2012 which contained a 20 business day due diligence period. On the day before the due diligence period was set to expire, the purchaser provided notice that it was terminating the agreement.

42. As a result, a new marketing process was undertaken with 55 parties expressing interest, 20 confidentiality agreements executed and 14 parties inspecting the Property. The agreement of purchase and sale was approved by the Court on January 14, 2013 and the transaction closed on March 1, 2013. Five offers were received prior to the new bid deadline of February 22, 2013. A sale agreement was negotiated by the Receiver and entered into on February 26, 2013. Following the waiver of the due diligence condition, court approval of agreement of sale was granted on March 25, 2013 and the transaction closed on April 24, 2013.

43. The distributions from the sale of the Sussex Place property were complicated by a dispute in respect of pre-payment premiums charged by Empire Life Insurance Company ("**Empire Life**") as first mortgagee on the property. This resulted in a full day hearing on June 11, 2013 at which time Justice Newbould granted an order that Empire Life was not entitled to the pre-payment premiums that it had sought.

44. The Receiver has rendered 18 invoices in this matter, for the period beginning October 17, 2012 to May 31, 2014 in the total amount of \$170,462.43. A summary of time is attached herewith as Exhibit 1L. The total of the Receiver's fees as outlined in Exhibit 1L is

\$148,935.00 together with disbursements of \$2,165.88 and HST of \$19,361.55. The average hourly rate in respect of time as outlined in Exhibit 1L is \$412.59. Copies of the 18 invoices rendered to date are attached as Exhibit 2L.

Tudhope Manor

45. The Tudhope Manor was a 39 unit nursing home located in Orillia, Ontario. The Receiver obtained two appraisals on the Property. The property was listed with N.S. Smith Realty Ltd. on February 11, 2013. A total of 55 parties expressed interest in the property, 23 parties signed confidentiality agreements and 10 parties inspected the property. Two offers were received. A sale agreement was negotiated by the Receiver who entered into a sale agreement made as of March 19, 2013. The agreement of purchase and sale was approved by the Court on May 10, 2013 and the transaction closed on May 30, 2013.

46. Significant time was also spent liaising with the Retirement Home Regulatory Authority of Ontario with respect to the home's operations. As well, there were source deduction arrears associated with property which required negotiations with the CRA and the relevant mortgagee.

47. The Receiver has rendered 20 invoices in this matter, for the period beginning October 17, 2012 to May 31, 2014 in the total amount of \$126,172.28. A summary of time is attached herewith as Exhibit 1M. The total of the Receiver's fees as outlined in Exhibit 1M is \$110,026.00 together with disbursements of \$1,842.90 and HST of \$14,303.38. The average hourly rate in respect of time as outlined in Exhibit 1M is \$358.22. Copies of the 20 invoices rendered to date are attached as Exhibit 2M.

Summary

48. A summary of the Receiver's Fees to May 31, 2014 specifically allocable to the 13 properties for which approval is being sought is set out in the table below:


Dondeb Group
Summary of Receiver's Fees to May 31, 2014

Property	Fees	Expenses	HST	Total
Ace Self Storage and Business Centre Inc.	\$151,741.50	\$2,671.20	\$19,726.40	\$174,139.10
240 Yeoman Street	\$14,906.50	\$257.10	\$1,937.85	\$17,101.45
Brechin	\$12,898.00	\$247.20	\$1,676.74	\$14,821.94
Coldwater	\$19,209.75	\$369.08	\$2,497.27	\$22,076.10
Devonshire Place	\$25,901.25	\$449.10	\$3,367.16	\$29,717.51
Dorset Place	\$94,731.00	\$1,410.60	\$12,315.03	\$108,456.63
Georgian Manor	\$33,873.50	\$546.60	\$4,403.56	\$38,823.66
King City Holdings Ltd.	\$17,471.00	\$306.90	\$2,271.23	\$20,049.13
Orillia Independent Living	\$267,335.00	\$4,437.50	\$34,753.55	\$306,526.05
Ontario Street	\$14,878.50	\$265.80	\$1,934.21	\$17,078.51
Preston Springs	\$38,019.00	\$562.20	\$4,942.47	\$43,523.67
Sussex Place	\$148,935.00	\$2,165.88	\$19,361.55	\$170,462.43
Tudhope Manor	\$110,026.00	\$1,842.90	\$14,303.38	\$126,172.28
	\$949,926.00	\$15,532.06	\$123,490.40	\$1,088,948.46

49. This Affidavit is made in support of a motion to, *inter alia*, seek approval of the foregoing fees and disbursements as fair and reasonable.

SWORN BEFORE ME at the
City of Toronto, in the
Province of Ontario,
this 21st day of July, 2014


Commissioner for Taking Affidavits


PAUL J. DENTON

Annette Chopowick, a Commissioner, etc.,
Province of Ontario, for A. Farber & Partners Inc.
Trustee in Bankruptcy.
Expires: April 15, 2016.

SCHEDULE "A"

1281515 Ontario Inc.

2338067 Ontario Inc.

2198392 Ontario Ltd.

King City Holdings Ltd.

Guelph Financial Corporation

Briarbrook Apartments Inc.

2009031 Ontario Inc.

1267818 Ontario Ltd.

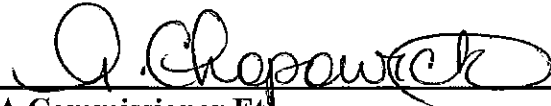
1711060 Ontario Ltd.

1182689 Ontario Inc.

Ace Self Storage and Business Centre Inc.

EXHIBIT 1A

**THIS IS EXHIBIT "1A" TO
THE AFFIDAVIT OF PAUL J. DENTON
SWORN BEFORE ME THIS 21st
DAY OF JULY, 2014**


A Commissioner Etc.

Annette Chopowick, a Commissioner, etc.,
Province of Ontario, for A. Farber & Partners Inc.
Trustee in Bankruptcy.
Expires: April 15, 2016.

EXHIBIT 1A

A. FARBER & PARTNERS INC.
 DONDEB INC. - ACE SELF STORAGE AND BUSINESS CENTRE INC.
 SUMMARY OF RECEIVERS FEES
 OCTOBER 17, 2012 TO MAY 31, 2014

DATE SPAN	P. Denton	J. Hendriks	H. Levy	R. Gallop	R. Stelzer	L. Blunda	M. Castillo	L. Samoilov	D. Falcione	A. Chopowick	L. Lloyd-Key	Total Hours/Invoice	Total Expenses/Invoice
October 17 to November 2, 2012	1.90		2.45	3.20	4.10		1.00	4.30	1.30		1.20	19.65	\$ 117.90
November 3 to 16, 2012	1.25		1.15	3.30	4.40			4.70	0.80		0.20	15.80	\$ 94.80
November 17 to 30, 2012	1.25		2.60	3.30	9.00			5.00	0.90			22.65	\$ 135.90
December 1 to 31, 2012	1.90		1.40	4.90	15.00			14.30	2.80		2.40	42.70	\$ 256.20
January 1 to 31, 2013	0.90		1.70	5.70	6.70			10.50	0.80		1.40	27.70	\$ 166.20
February 1 to 28, 2013	1.70	0.10	1.00	6.30	0.30	0.10		8.70	2.00		0.80	21.00	\$ 126.00
March 1 to 31, 2013	1.50	0.10	0.90	4.10	0.90			7.10	1.40			16.00	\$ 96.00
April 1 to 30, 2013	8.90		4.50	12.00	3.50			12.70	3.20		1.20	46.00	\$ 276.00
May 1 to 31, 2013	12.10		6.15	6.10	20.10			11.50	12.70		0.50	69.15	\$ 414.90
June 1 to 30, 2013	1.80		1.50	5.40	8.60			9.10	2.90	0.30	0.40	30.00	\$ 180.00
July 1 to 31, 2013	2.50	0.10	9.00	8.80	9.70	0.50		12.90	0.70		0.80	45.00	\$ 270.00
August 1 to 31, 2013	6.30		9.20	8.40	3.30			13.10	0.70	0.60	0.90	42.50	\$ 255.00
September 1 to 30, 2013	0.60		2.00	2.80	1.20			5.80	1.50		0.40	14.30	\$ 85.80
October 1 to 31, 2013				2.10	0.10			3.80	0.30		0.30	6.60	\$ 39.60
November 1 to 30, 2013			1.00	0.30				0.90	0.40		0.30	2.90	\$ 17.40
December 1 to 31, 2013				0.30	0.10			2.40	0.10		0.40	3.30	\$ 19.80
January 1 to 31, 2014	1.80			4.80	2.00			1.90	0.50		0.30	11.40	\$ 68.40
February 1 to 28, 2014				2.45				0.70	0.40		0.20	3.75	\$ 22.50
March 1 to 31, 2014				1.80				0.80	0.10		0.20	2.90	\$ 17.40
April 1 to May 31, 2014				0.20				1.00	0.20		0.90	1.90	\$ 11.40
Total Hours per Staff	44.40	0.30	44.55	86.25	89.00	0.60	1.00	131.20	34.00	0.90	13.00	445.20	\$ 2,671.20

Average rate per hour \$ 340.84

Billing Rates	\$ 525.00	\$ 525.00	\$ 500.00	\$ 450.00	\$ 425.00	\$ 190.00	\$ 175.00	\$ 165.00	\$ 155.00	\$ 155.00	\$ 155.00		
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Total Billing:	\$ 23,310.00	\$ 197.50	\$ 22,275.00	\$ 36,812.50	\$ 37,825.00	\$ 114.00	\$ 175.00	\$ 21,648.00	\$ 5,270.00	\$ 139.50	\$ 2,015.00		\$ 151,711.50
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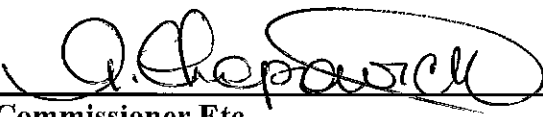
Total Expenses: \$ 2,671.20
 Total HST on Fees: \$ 19,726.40
 Grand Total: \$ 174,139.10

Exhibit 2 A can be found at:

<http://www.farberfinancial.com/insolvency-engagements/bid/205340/Dondeb-Inc-et-al>

EXHIBIT 1B

THIS IS EXHIBIT "1B" TO
THE AFFIDAVIT OF PAUL J. DENTON
SWORN BEFORE ME THIS 21st
DAY OF JULY, 2014


A Commissioner Etc.

Annette Chopowick, a Commissioner, etc.,
Province of Ontario, for A. Farber & Partners Inc.
Trustee in Bankruptcy.
Expires: April 15, 2016.

EXHIBIT 1B

A. FARBER & PARTNERS INC.
 DONDEB INC. - 240 YEOMAN STREET
 SUMMARY OF RECEIVER'S FEES
 OCTOBER 17, 2012 TO MAY 31, 2014

DATE SPAN	P. Denton	H. Levy	R. Gallop	R. Stelzer	L. Blunda	M. Castillo	L. Samoilov	D. Falcone	L. Lloyd-Key	Total Hours/Invoice	Total Expenses/Invoice
October 17 to November 2, 2012	0.10	2.65		0.90		1.00	0.40	0.10	0.40	5.55	\$ 33.30
November 3 to 16, 2012	0.25	1.00	0.80					0.70	0.20	2.95	\$ 17.70
November 17 to 30, 2012	0.05		0.50				0.10	0.20	0.50	1.35	\$ 8.10
December 1 to 31, 2012			0.40					0.70	0.40	1.50	\$ 9.00
January 1 to 31, 2013	0.30	0.20	0.30				0.20	0.40	0.20	1.60	\$ 9.60
February 1 to 28, 2013	0.10	0.20	0.40				0.20	0.30	0.20	1.40	\$ 8.40
March 1 to 31, 2013	0.10						0.10	0.50	0.20	0.90	\$ 5.40
April 1 to 30, 2013			0.40					0.30	0.50	1.20	\$ 7.20
May 1 to 31, 2013		0.40	0.20				0.20	0.20	0.20	1.00	\$ 6.00
June 1 to 30, 2013	0.10	1.20	0.10				0.10	0.20	0.20	1.90	\$ 11.40
July 1 to 31, 2013		0.90	0.30				0.20	0.30	0.20	1.90	\$ 11.40
August 1 to 31, 2013		0.20					0.20	0.20	0.20	0.80	\$ 4.80
September 1 to 30, 2013	0.30	0.60	1.00				0.30	0.20	0.20	2.60	\$ 15.60
October 1 to 31, 2013	0.10	0.40	0.20				0.30	0.30	0.20	1.50	\$ 9.00
November 1 to 30, 2013	2.10	1.90	2.40				0.40	0.30	0.20	7.30	\$ 43.80
December 1 to 31, 2013	0.60	1.00	1.20		0.30		1.70	0.50	0.60	5.90	\$ 35.40
January 1 to February 28, 2014			0.50		0.10		0.80	0.20	0.40	2.00	\$ 12.00
March 1 to May 31, 2014			0.60				0.30		0.60	1.50	\$ 9.00
Total Hours per Staff	4.10	10.65	9.30	0.90	0.40	1.00	5.30	5.60	5.60	42.85	\$ 257.10

Billing Rates	\$ 525.00	\$ 500.00	\$ 450.00	\$ 425.00	\$ 190.00	\$ 175.00	\$ 165.00	\$ 155.00	\$ 155.00	Average rate per hour: \$	347.88
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Total Billing:	\$ 2,152.50	\$ 5,325.00	\$ 4,185.00	\$ 382.50	\$ 76.00	\$ 175.00	\$ 874.50	\$ 868.00	\$ 868.00	\$	14,906.50
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Total Expenses:	\$	257.10
Total HST on Fees:	\$	1,937.85
Grand Total:	\$	17,101.45

Exhibit 2 B can be found at:

<http://www.farberfinancial.com/insolvency-engagements/bid/205340/Dondeb-Inc-et-al>

EXHIBIT 1C

THIS IS EXHIBIT "1C" TO
THE AFFIDAVIT OF PAUL J. DENTON
SWORN BEFORE ME THIS 21st
DAY OF JULY, 2014


A Commissioner Etc.

Annette Chopowick, a Commissioner, etc.,
Province of Ontario, for A. Farber & Partners Inc.
Trustee in Bankruptcy.
Expires: April 15, 2016.

EXHIBIT 1C

A. FARBER & PARTNERS INC.
DONDEB INC. - BRECHIN
SUMMARY OF RECEIVER'S FEES
OCTOBER 17, 2012 TO MAY 31, 2014

DATE SPAN	P. Denton	H. Levy	R. Gallop	R. Stelzer	M. Castillo	L. Samoilov	D. Faldione	A. Chopowick	L. Lloyd-Key	Total Hours/Invoice	Total Expenses/Invoice
October 17 to November 2, 2012	0.40	0.10		0.40	1.00	0.40	0.10		0.40	2.80	\$ 16.80
November 3 to 16, 2012	0.15		0.80				0.40		0.20	1.55	\$ 9.30
November 17 to 30, 2012	0.05		0.50			0.10	0.20		0.50	1.35	\$ 8.10
December 1 to 31, 2012		0.10					0.80		0.40	1.30	\$ 7.80
January 1 to 31, 2013	0.90	1.80	0.30	0.30		0.20	0.40		0.20	4.10	\$ 24.60
February 1 to 28, 2013	2.30	2.90	0.60			0.60	0.80	0.30	0.20	7.70	\$ 46.20
March 1 to 31, 2013	2.00	0.30	1.50			1.90	1.20		0.20	7.10	\$ 42.60
April 1 to 30, 2013			0.50			0.40	0.30		0.80	2.00	\$ 12.00
May 1 to 31, 2013						0.50	0.20		0.20	0.70	\$ 4.20
June 1 to 30, 2013	0.10		0.40			0.50	0.20		0.60	1.80	\$ 10.80
July 1 to 31, 2013			0.80				0.30		0.20	1.30	\$ 7.80
August 1 to 31, 2013			0.20			0.80	0.20	0.20	0.20	1.60	\$ 9.60
September 1 to 30, 2013		0.10	0.20			0.40	0.20		0.20	1.10	\$ 6.60
October 1 to 31, 2013			0.40			0.10	0.30			0.80	\$ 4.80
November 1 to 30, 2013						0.20	0.20		0.20	0.60	\$ 3.60
December 1 to 31, 2013						1.10	0.20		0.60	1.90	\$ 11.40
January 1 to February 28, 2014			0.60			0.40	0.20		0.40	1.60	\$ 9.60
March 1 to May 31, 2014			0.70			0.50	0.10		0.60	1.90	\$ 11.40
Total Hours per Staff	5.90	5.30	7.50	0.70	1.00	7.90	6.30	0.50	6.10	41.20	\$ 247.20

Billing Rates	\$ 525.00	\$ 500.00	\$ 450.00	\$ 425.00	\$ 175.00	\$ 165.00	\$ 155.00	\$ 155.00	\$ 155.00	Average rate per hour: \$	313.06
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Total Billing:	\$ 3,097.50	\$ 2,650.00	\$ 3,375.00	\$ 297.50	\$ 175.00	\$ 1,303.50	\$ 976.50	\$ 77.50	\$ 945.50	\$	12,898.00
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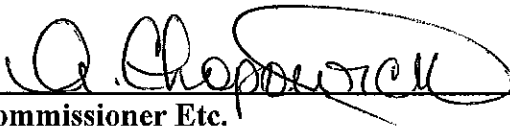
Total Expenses: \$ 247.20
Total HST on Fees: \$ 1,676.74
Grand Total: \$ 14,821.94

Exhibit 2 C can be found at:

<http://www.farberfinancial.com/insolvency-engagements/bid/205340/Dondeb-Inc-et-al>

EXHIBIT 1D

THIS IS EXHIBIT "1D" TO
THE AFFIDAVIT OF PAUL J. DENTON
SWORN BEFORE ME THIS 31st
DAY OF JULY, 2014


A Commissioner Etc.

Annette Chopowick, a Commissioner, etc.,
Province of Ontario, for A. Farber & Partners Inc.
Trustee in Bankruptcy.
Expires: April 15, 2016.

EXHIBIT 1D

A. FARBER & PARTNERS INC.
 DONDEB INC. - COLDWATER
 SUMMARY OF RECEIVER'S FEES
 OCTOBER 17, 2012 TO MAY 31, 2014

DATE SPAN	P. Denton	H. Levy	R. Gallop	I. Kibel	L. Blunda	M. Castillo	L. Samoilov	D. Faldone	A. Chopowick	L. Lloyd-Key	Total Hours/Invoice	Total Expenses/Invoice
October 17 to November 2, 2012	0.10	0.45				1.00	0.40	0.10		0.40	2.45	\$ 14.70
November 3 to 16, 2012	0.20	0.50	0.80					0.40		0.20	2.10	\$ 12.60
November 17 to 30, 2012	0.05	0.95	0.50	0.50			0.10	0.40		0.50	3.00	\$ 57.68
December 1 to 31, 2012	0.50	0.20	0.40					0.80		0.20	2.10	\$ 12.60
January 1 to 31, 2013	0.90	4.05	0.80		0.10		0.50	0.40		1.00	7.75	\$ 46.50
February 1 to 28, 2013	1.40	3.25	2.50				2.20	1.30		0.20	10.85	\$ 65.10
March 1 to 31, 2013	5.30	1.55	1.30				0.80	1.10			10.05	\$ 60.30
April 1 to 30, 2013			0.70				0.40	0.30		0.80	2.20	\$ 13.20
May 1 to 31, 2013	0.10		0.40				0.30	0.20		0.20	0.80	\$ 4.80
June 1 to 30, 2013		0.60	0.80				0.80	0.20		0.20	1.70	\$ 10.20
July 1 to 31, 2013		0.50	0.20				0.70	0.20	0.20	0.20	1.90	\$ 11.40
August 1 to 31, 2013		0.10	0.30				0.40	0.20		0.20	2.00	\$ 12.00
September 1 to 30, 2013			0.50				0.10	0.30		0.20	1.20	\$ 7.20
October 1 to 31, 2013							0.20	0.20		0.20	1.10	\$ 6.60
November 1 to 30, 2013							1.30	0.20		0.60	2.10	\$ 12.60
December 1 to 31, 2013			0.70				0.40	0.20		0.40	1.70	\$ 10.20
January 1 to February 28, 2014			0.50				0.30	0.10		0.40	1.30	\$ 7.80
March 1 to May 31, 2014	8.55	12.15	10.50	0.50	0.10	1.00	8.90	6.90	0.20	6.10	54.90	\$ 369.08
Total Hours per Staff												

Billing Rates	\$ 525.00	\$ 500.00	\$ 450.00	\$ 425.00	\$ 190.00	\$ 175.00	\$ 165.00	\$ 155.00	\$ 155.00	\$ 155.00	Average rate per hour: \$	349.90
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Total Billing:	\$ 4,488.75	\$ 6,075.00	\$ 4,725.00	\$ 212.50	\$ 19.00	\$ 175.00	\$ 1,468.50	\$ 2,069.50	\$ 31.00	\$ 945.50	\$	19,209.75
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Total Expenses:	\$	369.08
Total HST on Fees:	\$	2,497.27
Grand Total:	\$	22,076.10

Exhibit 2 D can be found at:

<http://www.farberfinancial.com/insolvency-engagements/bid/205340/Dondeb-Inc-et-al>

EXHIBIT 1E

THIS IS EXHIBIT "1E" TO
THE AFFIDAVIT OF PAUL J. DENTON
SWORN BEFORE ME THIS 21st
DAY OF JULY, 2014


A Commissioner Etc.

Annette Chopowick, a Commissioner, etc.,
Province of Ontario, for A. Farber & Partners Inc.
Trustee in Bankruptcy.
Expires: April 15, 2016.

EXHIBIT 1E

A. FARBER & PARTNERS INC.
 DONDEB INC. - DEVONSHIRE PLACE
 SUMMARY OF RECEIVER'S FEES
 OCTOBER 17, 2012 TO MAY 31, 2014

DATE SPAN	P. Denton	H. Levy	R. Gallop	R. Stelzer	M. Castillo	L. Samoilov	D. Falcione	L. Lloyd-Key	Total Hours/Invoice	Total Expenses/Invoice
October 17 to November 2, 2012	0.10	0.70	0.30		1.00	0.50	0.10	1.20	3.90	\$ 23.40
November 3 to 16, 2012	0.20	0.90	1.10	2.10		0.20	0.40	0.20	5.10	\$ 30.60
November 17 to 30, 2012	0.25	0.10	1.80	1.50		0.10	0.40	0.80	4.95	\$ 29.70
December 1 to 31, 2012	0.20	0.70	0.90	7.40		1.70	0.80	1.40	13.10	\$ 78.60
January 1 to 31, 2013	2.40	2.55	1.40	3.00		1.50	0.60	0.90	12.35	\$ 74.10
February 1 to 28, 2013	1.00	1.65	3.30	0.60		1.80	0.70	0.40	9.45	\$ 56.70
March 1 to 31, 2013	4.10	1.20	1.80	0.70		2.50	1.80	0.30	12.40	\$ 74.40
April 1 to 30, 2013			0.90			0.60	0.30	0.90	2.70	\$ 16.20
May 1 to 31, 2013						0.50	0.20	0.20	0.90	\$ 5.40
June 1 to 30, 2013	0.10		0.30			0.40	0.20	0.20	1.20	\$ 7.20
July 1 to 31, 2013			0.40			0.30	0.30	0.20	1.20	\$ 7.20
August 1 to 31, 2013			0.20			0.20	0.20	0.20	0.80	\$ 4.80
September 1 to 30, 2013			0.30			0.50	0.20	0.20	1.20	\$ 7.20
October 1 to 31, 2013			0.50				0.30	0.20	1.00	\$ 6.00
November 1 to 30, 2013							0.20	0.20	0.40	\$ 2.40
December 1 to 31, 2013						1.00	0.20	0.20	1.40	\$ 8.40
January 1 to March 31, 2014			1.20			0.20	0.20	0.60	2.20	\$ 13.20
April 1 to May 31, 2014							0.20	0.40	0.60	\$ 3.60
Total Hours per Staff	8.35	7.80	14.40	15.30	1.00	12.00	7.30	8.70	74.85	\$ 449.10

Average rate per hour: \$										346.04
Billing Rates	\$ 525.00	\$ 500.00	\$ 450.00	\$ 425.00	\$ 175.00	\$ 165.00	\$ 155.00	\$ 155.00		

Total Billing:	\$ 4,383.75	\$ 3,900.00	\$ 6,480.00	\$ 6,502.50	\$ 1,131.50	\$ 1,980.00	\$ 1,348.50	\$	\$	25,901.25
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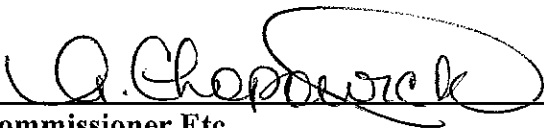
Total Expenses:	\$	449.10
Total HST on Fees:	\$	3,367.16
Grand Total:	\$	29,717.51

Exhibit 2 E can be found at:

<http://www.farberfinancial.com/insolvency-engagements/bid/205340/Dondeb-Inc-et-al>

EXHIBIT 1F

THIS IS EXHIBIT "1F" TO
THE AFFIDAVIT OF PAUL J. DENTON
SWORN BEFORE ME THIS 21st
DAY OF JULY, 2014


A Commissioner Etc.

Annette Chopowick, a Commissioner, etc.,
Province of Ontario, for A. Farber & Partners Inc.
Trustee in Bankruptcy.
Expires: April 15, 2016.

EXHIBIT 1F

A. FARBER & PARTNERS INC.
 DONDEB INC. - DORSET PLACE
 SUMMARY OF RECEIVER'S FEES
 OCTOBER 17, 2012 TO MAY 31, 2014

DATE SPAN	P. Denton	H. Levy	R. Gallop	R. Stelzer	M. Castillo	L. Samoilov	D. Faldone	A. Chopowick	L. Lloyd-Key	Total Hours/Invoice	Total Expenses/Invoice
October 17 to November 2, 2012	0.90	7.20	3.90	2.60	1.00	3.90	1.20		2.40	23.10	\$ 136.60
November 3 to 16, 2012	1.75	4.60	5.10	0.50		2.90	0.90		0.40	16.15	\$ 96.90
November 17 to 30, 2012	5.15	16.85	6.70	2.60		4.40	1.40	0.10	0.60	36.20	\$ 217.20
December 1 to 31, 2012	1.20	7.00	7.70	0.20		4.90	0.90		1.50	23.70	\$ 142.20
January 1 to 18, 2013	11.20	7.20	12.10	0.10		2.70	1.30		0.20	36.60	\$ 219.60
January 19 to 31, 2013	5.40	8.20	5.80	0.30		4.80	1.20		0.30	24.30	\$ 145.80
February 1 to 28, 2013	9.40	3.20	7.40	0.20		0.60	0.90		0.40	26.50	\$ 159.00
March 1 to 31, 2013			1.00			0.90	0.30		0.80	2.90	\$ 17.40
April 1 to 30, 2013		0.20	0.70			1.40	0.70			12.30	\$ 75.60
May 1 to 31, 2013	6.80	1.10	2.30			1.80	0.90		0.20	11.90	\$ 71.40
June 1 to 30, 2013	5.50	2.80	0.70			0.50	0.30		0.30	5.40	\$ 32.40
July 1 to 31, 2013		2.40	1.90			1.10	0.30		0.20	2.55	\$ 15.30
August 1 to 31, 2013		0.75	0.20			0.60	0.70		0.20	2.00	\$ 12.00
September 1 to 30, 2013		0.20	0.30			0.20	0.30		0.20	1.10	\$ 6.60
October 1 to 31, 2013			0.40			0.30	0.20		0.20	1.20	\$ 7.20
November 1 to 30, 2013	0.50					1.20	0.20		0.70	2.10	\$ 12.60
December 1 to 31, 2013						0.20	0.10		0.40	1.70	\$ 10.20
January 1 to February 28, 2014	0.50		0.60			0.20	0.10		0.40	1.60	\$ 9.60
March 1 to April 30, 2014	0.40		0.50				0.40		0.20	0.60	\$ 3.60
May 1 to May 31, 2014											
Total Hours per Staff	48.70	61.70	57.30	6.50	1.00	35.30	14.00	0.10	10.20	234.80	\$ 1,410.60

Billing Rates	\$ 525.00	\$ 500.00	\$ 450.00	\$ 425.00	\$ 175.00	\$ 165.00	\$ 155.00	\$ 155.00	\$ 155.00	Average rate per hour: \$	403.45
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Total Billing:	\$ 25,567.50	\$ 30,850.00	\$ 25,785.00	\$ 2,762.50	\$ 175.00	\$ 5,824.50	\$ 2,170.00	\$ 15.50	\$ 1,581.00	\$	94,731.00
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Total Expenses:	\$	1,410.60
Total HST on Fees:	\$	12,315.03
Grand Total:	\$	108,456.63

Exhibit 2 F can be found at:

<http://www.farberfinancial.com/insolvency-engagements/bid/205340/Dondeb-Inc-et-al>

EXHIBIT 1G

THIS IS EXHIBIT "1G" TO
THE AFFIDAVIT OF PAUL J. DENTON
SWORN BEFORE ME THIS 21st
DAY OF JULY, 2014


A Commissioner Etc.

Annette Chopowick, a Commissioner, etc.,
Province of Ontario, for A. Farber & Partners Inc.
Trustee in Bankruptcy.
Expires: April 15, 2016.

EXHIBIT 1G

A. FARBER & PARTNERS INC.
DONDEE INC. - GEORGIAN MANOR
SUMMARY OF RECEIVER'S FEES
OCTOBER 17, 2012 TO MAY 31, 2014

DATE SPAN	P. Denton	H. Levy	R. Gallop	R. Stelzer	M. Castillo	L. Samoilov	D. Falcione	A. Chopowick	L. Lloyd-Key	Total Hours/Invoice	Total Expenses/Invoice									
October 17 to November 2, 2012	0.30	0.80	0.50	0.90	1.00	0.40	0.30	0.20	0.40	4.80	\$ 28.80									
November 3 to 16, 2012	0.55	0.95	1.20	4.90		0.40	0.60		0.40	9.00	\$ 54.00									
November 17 to 30, 2012	0.05	0.25	0.60	1.10		0.90	0.60		0.30	3.80	\$ 22.80									
December 1 to 31, 2012		0.10	0.80	0.90		1.40	1.00		0.40	4.60	\$ 27.60									
January 1 to 31, 2013	0.30	0.50	1.30	1.00		1.10	0.50		0.40	5.10	\$ 30.60									
February 1 to 28, 2013	1.00	4.05	0.90	0.70		1.70	0.30		0.20	8.85	\$ 53.10									
March 1 to 31, 2013	6.10	8.05	4.10	0.70		2.50	1.50		0.20	23.15	\$ 138.90									
April 1 to 30, 2013	3.00	0.20	2.90	0.30		2.20	0.30		0.80	9.70	\$ 58.20									
May 1 to 31, 2013	5.20	2.00	0.20			1.80	0.70		0.20	10.10	\$ 60.60									
June 1 to 30, 2013	0.10	0.20	0.50			0.80	0.20		0.70	2.50	\$ 15.00									
July 1 to 31, 2013			0.60			0.40	0.30		0.20	1.50	\$ 9.00									
August 1 to 31, 2013			0.20			0.60	0.20			1.00	\$ 6.00									
September 1 to 30, 2013		0.10	0.30			0.70	0.20		0.40	1.70	\$ 10.20									
October 1 to 31, 2013			0.40				0.30		0.20	0.90	\$ 5.40									
November 1 to 30, 2013									0.20	0.20	\$ 1.20									
December 1 to 31, 2013						0.60	0.10		0.20	0.90	\$ 5.40									
January 1 to March 31, 2014			1.30				0.20		0.60	2.10	\$ 12.60									
April 1 to May 31, 2014						0.60	0.20		0.40	1.20	\$ 7.20									
Total Hours per Staff	16.60	17.20	15.80	10.50	1.00	16.10	7.50	0.20	6.20	91.10	\$ 546.60									
Average rate per hour: \$ 371.83																				
Billing Rates	\$	\$ 525.00	\$	\$ 500.00	\$	\$ 450.00	\$	\$ 425.00	\$	\$ 175.00	\$	\$ 155.00	\$	\$ 155.00						
Total Billing:	\$	\$ 8,715.00	\$	\$ 8,600.00	\$	\$ 7,110.00	\$	\$ 4,462.50	\$	\$ 175.00	\$	\$ 2,656.50	\$	\$ 1,162.50	\$	\$ 31.00	\$	\$ 961.00	\$	\$ 33,873.50

Total Expenses: \$ 546.60
Total HST on Fees: \$ 4,403.56
Grand Total: \$ 38,823.66

Exhibit 2 G can be found at:

<http://www.farberfinancial.com/insolvency-engagements/bid/205340/Dondeb-Inc-et-al>

EXHIBIT 1H

THIS IS EXHIBIT "1H" TO
THE AFFIDAVIT OF PAUL J. DENTON
SWORN BEFORE ME THIS 21st
DAY OF JULY, 2014


A Commissioner Etc.

Annette Chopowick, a Commissioner, etc.,
Province of Ontario, for A. Farber & Partners Inc.
Trustee in Bankruptcy.
Expires: April 15, 2016.

EXHIBIT 1H

A. FARBER & PARTNERS INC.
 DONDEB INC. - KING CITY HOLDINGS LTD.
 SUMMARY OF RECEIVER'S FEES
 OCTOBER 17, 2012 TO MAY 31, 2014

DATE SPAN	P. Denton	H. Levy	R. Gallop	R. Stelzer	L. Blunda	M. Castillo	L. Samoilov	D. Falcione	L. Lloyd-Key	Total Hours/Invoice	Total Expenses/Invoice
October 17 to November 2, 2012	2.30	2.70		0.80		2.00	0.80	0.70	0.80	10.10	\$ 60.60
November 3 to 16, 2012	0.25	0.45	1.40				0.30	0.70	0.40	3.50	\$ 21.00
November 17 to 30, 2012	0.05	0.20	0.30				0.10	0.30	0.60	1.55	\$ 9.30
December 1 to 31, 2012			0.70				0.30	0.80	0.30	2.10	\$ 12.60
January 1 to 31, 2013	0.10	0.50	0.20				0.20	0.40	0.20	1.60	\$ 9.60
February 1 to 28, 2013	0.10	0.80	0.20				0.30	0.30	0.20	1.90	\$ 11.40
March 1 to 31, 2013	0.20							0.50	0.20	0.90	\$ 5.40
April 1 to 30, 2013			0.60					0.30	0.50	1.40	\$ 8.40
May 1 to 31, 2013		0.55	0.40				0.20	0.20	0.20	1.55	\$ 9.30
June 1 to 30, 2013	0.10	0.90	0.20				0.10	0.20	0.20	1.70	\$ 10.20
July 1 to 31, 2013		1.15	0.40		0.20		0.30	0.30	0.20	2.55	\$ 15.30
August 1 to 31, 2013							0.30	0.20	0.20	0.70	\$ 4.20
September 1 to 30, 2013	0.30	0.90	0.70				0.20	0.20	0.20	2.50	\$ 15.00
October 1 to 31, 2013		0.40	0.20				0.20	0.30	0.20	1.30	\$ 7.80
November 1 to 30, 2013	2.80	2.20	1.00				0.30	0.30	0.20	6.80	\$ 40.80
December 1 to 31, 2013	0.60	1.40	0.20		0.20		3.90	0.40		6.70	\$ 40.20
January 1 to February 28, 2014			1.70				0.70	0.20	0.50	3.10	\$ 18.60
March 1 to May 31, 2014			0.20				0.50	0.10	0.40	1.20	\$ 7.20
Total Hours per Staff	6.80	12.15	8.40	0.80	0.40	2.00	8.70	6.40	5.50	51.15	\$ 306.90

Billing Rates	\$ 525.00	\$ 500.00	\$ 450.00	\$ 425.00	\$ 190.00	\$ 175.00	\$ 165.00	\$ 155.00	\$ 155.00	Average rate per hour:	\$ 341.56
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Total Billing:	\$ 3,570.00	\$ 6,075.00	\$ 3,780.00	\$ 340.00	\$ 76.00	\$ 350.00	\$ 1,435.50	\$ 992.00	\$ 852.50	\$	17,471.00
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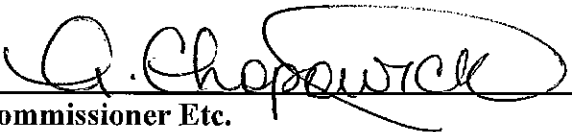
Total Expenses: \$ 306.90
 Total HST on Fees: \$ 2,271.23
 Grand Total: \$ 20,049.13

Exhibit 2 G can be found at:

<http://www.farberfinancial.com/insolvency-engagements/bid/205340/Dondeb-Inc-et-al>

EXHIBIT 1I

THIS IS EXHIBIT "1I" TO
THE AFFIDAVIT OF PAUL J. DENTON
SWORN BEFORE ME THIS 31st
DAY OF JULY, 2014


A Commissioner Etc.

Annette Chopowick, a Commissioner, etc.,
Province of Ontario, for A. Farber & Partners Inc.
Trustee in Bankruptcy.
Expires: April 15, 2016.

EXHIBIT 11

A. FARBER & PARTNERS INC.
 DONDEB INC. - ORILLIA INDEPENDENT LIVING
 SUMMARY OF RECEIVER'S FEES
 OCTOBER 17, 2012 TO MAY 31, 2014

DATE SPAN	P. Denton	J. Hendricks	H. Levy	H. Levy*	R. Gallop	R. Stelzer	L. Blunda	M. Castillo	L. Samoliov	D. Faldone	A. Chopowick	L. Lloyd-Key	Total Hours/Invoice	Total Expenses/Invoice
October 17 to November 2, 2012	1.30	0.20	2.35			6.70		1.00		1.70	1.30	1.20	21.75	\$ 130.50
November 3 to 16, 2012	1.05	0.10	1.75		2.50	2.70			3.50	0.80		0.40	12.80	\$ 76.80
November 17 to 30, 2012	3.65		2.75		4.10	0.60			4.70	1.00		1.00	17.80	\$ 106.80
December 1 to 31, 2012	8.30	0.20	3.35		14.00	0.70			7.50	4.10		1.10	39.25	\$ 235.50
January 1 to 31, 2013	6.10	0.10	0.90		22.90	1.50			9.10	1.00		1.30	42.90	\$ 257.40
February 1 to 28, 2013	4.90		0.70		14.70	0.60			7.50	0.90		1.10	30.00	\$ 180.00
March 1 to 31, 2013	3.30	0.40	1.90		13.90	1.00			5.40	1.00			26.90	\$ 161.40
April 1 to 30, 2013	2.50	0.20	0.70		11.40	0.70			8.00	1.10		1.00	25.60	\$ 153.60
May 1 to 31, 2013	3.50	0.10	0.55		14.40	0.10			7.90	0.50		0.40	27.45	\$ 164.70
June 1 to 30, 2013	6.00	1.00			10.10	0.10	1.00		7.90	0.40		1.30	27.80	\$ 166.80
July 1 to 31, 2013	5.50	0.30	5.50		15.90				8.90	0.60		0.80	37.50	\$ 225.00
August 1 to 31, 2013	5.10	0.10	9.45		7.70				9.00	0.30			31.65	\$ 189.90
September 1 to 30, 2013	16.80	0.20	6.60		11.35				11.00	0.50		0.40	46.85	\$ 281.10
October 1 to 31, 2013	7.60	0.10	4.30		6.00	0.20			12.70	0.50		0.40	31.60	\$ 190.80
November 1 to 30, 2013	18.00	0.30	4.60		16.40	0.20			12.00	1.20	0.20	0.40	30.30	\$ 301.80
December 1 to 31, 2013	17.80	0.10	2.70		12.30	0.10			8.70	0.70		0.30	42.70	\$ 256.20
January 1 to 31, 2014	12.50	0.10	3.60		19.40	0.60			12.60	1.00		0.30	50.10	\$ 300.60
February 1 to 28, 2014	8.70	0.10	5.70		14.70	0.30			12.60	0.60	1.60	0.40	44.70	\$ 268.20
March 1 to 31, 2014	4.90	0.10	0.50		21.90				13.60	1.40		0.30	42.70	\$ 256.30
April 1 to 30, 2014	5.10	0.20	1.00		13.40				10.10	0.70		0.40	30.90	\$ 385.40
May 1 to 31, 2014	4.30	0.10	1.30		9.20				8.50	0.60		0.80	24.80	\$ 148.80
Total Hours per Staff	143.50	4.00	51.70	8.90	256.25	16.10	1.00	1.00	188.90	20.20	1.80	13.30	706.25	\$ 4,437.50

Billing Rates	\$ 525.00	\$ 925.00	\$ 500.00	\$ 575.00	\$ 450.00	\$ 425.00	\$ 190.00	\$ 175.00	\$ 165.00	\$ 155.00	\$ 155.00	\$ 155.00	Average rate per hour: \$	378.53
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Total Billing:	\$ 75,337.50	\$ 2,100.00	\$ 25,950.00	\$ 4,887.50	\$ 115,312.50	\$ 6,942.50	\$ 190.00	\$ 175.00	\$ 31,168.50	\$ 3,331.00	\$ 279.00	\$ 2,061.50	\$	267,335.00
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Total Expenses: \$ 4,437.50
 Total HST on Fees: \$ 34,753.55
 Grand Total: \$ 306,526.05

Exhibit 2 I can be found at:

<http://www.farberfinancial.com/insolvency-engagements/bid/205340/Dondeb-Inc-et-al>

EXHIBIT 1J

THIS IS EXHIBIT "1J" TO
THE AFFIDAVIT OF PAUL J. DENTON
SWORN BEFORE ME THIS 31st
DAY OF JULY, 2014


A Commissioner Etc.

Annette Chopowick, a Commissioner, etc.,
Province of Ontario, for A. Farber & Partners Inc.
Trustee in Bankruptcy.
Expires: April 15, 2016.

EXHIBIT 1)

A. FARBER & PARTNERS INC.
 DONDEB INC. - ONTARIO STREET
 SUMMARY OF RECEIVER'S FEES
 OCTOBER 17, 2012 TO MAY 31, 2014

DATE SPAN	P. Denton	H. Levy	R. Gallop	R. Stelzer	M. Castillo	L. Samoilov	D. Falcione	L. Lloyd-Key	Total Hours/Invoice	Total Expenses/Invoice
October 17 to November 2, 2012	0.10	0.25		0.20	1.00		0.40	0.10	2.45	\$ 14.70
November 3 to 16, 2012	0.25	0.25	0.90				0.20	0.40	2.00	\$ 12.00
November 17 to 30, 2012	0.05		0.50				0.10	0.10	1.25	\$ 7.50
December 1 to 31, 2012			0.40				0.80	0.20	1.40	\$ 8.40
January 1 to 31, 2013	0.30	0.60	0.30				0.20	0.50	2.30	\$ 13.80
February 1 to 28, 2013	0.10	0.40	0.10				0.40	0.30	1.50	\$ 9.00
March 1 to 31, 2013	0.10	0.60	0.30				0.40	0.50	2.10	\$ 12.60
April 1 to 30, 2013	0.30	2.40	0.30	0.70			0.30	0.50	5.10	\$ 30.60
May 1 to 31, 2013	5.40	2.00	3.10				1.70	0.90	13.30	\$ 79.80
June 1 to 30, 2013	0.10		0.40				1.30	0.20	2.60	\$ 15.60
July 1 to 31, 2013			0.60				0.30	0.30	1.50	\$ 9.00
August 1 to 31, 2013			0.20				0.30	0.20	0.90	\$ 5.40
September 1 to 30, 2013		0.10	0.30				0.40	0.20	1.20	\$ 7.20
October 1 to 31, 2013			0.50				0.10	0.30	1.10	\$ 6.60
November 1 to 30, 2013	0.70						0.10	0.20	1.20	\$ 7.20
December 1 to 31, 2013							1.30	0.20	1.50	\$ 9.00
January 1 to February 28, 2014			0.60				0.30	0.20	1.60	\$ 9.60
March 1 to May 31, 2014			0.50				0.30	0.10	1.30	\$ 7.80
Total Hours per Staff	7.40	6.60	9.00	0.90	1.00		7.90	6.00	44.30	\$ 265.80

Average rate per hour: \$												335.86				
Billing Rates	\$	525.00	\$	500.00	\$	450.00	\$	425.00	\$	175.00	\$	165.00	\$	155.00	\$	155.00

Total Billing:	\$	3,885.00	\$	3,300.00	\$	4,050.00	\$	382.50	\$	175.00	\$	1,303.50	\$	930.00	\$	852.50	\$	14,878.50
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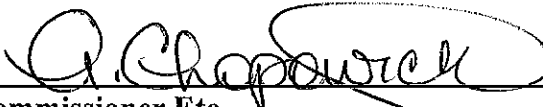
Total Expenses: \$ 265.80
 Total HST on Fees: \$ 1,934.21
 Grand Total: \$ 17,078.51

Exhibit 2 J can be found at:

<http://www.farberfinancial.com/insolvency-engagements/bid/205340/Dondeb-Inc-et-al>

EXHIBIT 1K

THIS IS EXHIBIT "1K" TO
THE AFFIDAVIT OF PAUL J. DENTON
SWORN BEFORE ME THIS 21st
DAY OF JULY, 2014


A Commissioner Etc.

Annette Chopowick, a Commissioner, etc.,
Province of Ontario, for A. Farber & Partners Inc.
Trustee in Bankruptcy.
Expires: April 15, 2016.

EXHIBIT 1K

A. FARBER & PARTNERS INC.
DONDEE INC. - PRESTON SPRINGS
SUMMARY OF RECEIVER'S FEES
OCTOBER 17, 2012 TO MAY 31, 2014

DATE SPAN	P. Denton	H. Levy	R. Gallop	A. Fisher	R. Stelzer	M. Castillo	L. Samoilov	D. Falcione	A. Chopowicki	L. Lloyd-Key	Total Hours/Invoice	Total Expenses/Invoice
October 17 to November 2, 2012	0.60	0.30		2.50	0.30	1.00	0.40	0.10	0.20	0.40	5.80	\$ 34.80
November 3 to 16, 2012	1.45	2.05	1.70					0.90		0.40	6.50	\$ 39.00
November 17 to 30, 2012	0.75	2.25	2.60		0.30		0.20	0.50		0.30	6.90	\$ 41.40
December 1 to 31, 2012	2.10	4.50	1.80				0.50	1.00		0.20	10.10	\$ 60.60
January 1 to 25, 2013	11.00	7.00	2.40				0.40	1.00		0.20	22.00	\$ 132.00
January 26 to 31, 2013	3.20	1.05					0.80	0.40			5.45	\$ 32.70
February 1 to 28, 2013	8.20	3.85	4.10				2.80	1.30		0.20	20.45	\$ 122.70
March 1 to 31, 2013			1.20				0.30	0.40		0.40	2.30	\$ 13.80
April 1 to 30, 2013							0.50	0.30		0.60	1.40	\$ 8.40
May 1 to 31, 2013			0.30				0.70	0.20		0.20	1.40	\$ 8.40
June 1 to 30, 2013	0.20		0.40				0.70	0.20		0.20	1.70	\$ 10.20
July 1 to 31, 2013			0.80				0.60	0.30		0.40	2.10	\$ 12.60
August 1 to 31, 2013		0.20	0.20				0.30	0.20		0.20	0.90	\$ 5.40
September 1 to 30, 2013			0.20				0.20	0.20		0.20	0.80	\$ 4.80
October 1 to 31, 2013			0.50					0.30		0.20	1.00	\$ 6.00
November 1 to 30, 2013							1.30	0.20		0.20	0.40	\$ 2.40
December 1 to 31, 2013			0.60				0.30	0.20		0.20	1.50	\$ 9.00
January 1 to February 28, 2014			0.30				0.50	0.10		0.60	1.50	\$ 9.00
March 1 to May 31, 2014											1.50	\$ 9.00
Total Hours per Staff	27.50	21.20	17.10	2.50	0.60	1.00	10.50	7.80	0.20	5.30	93.70	\$ 562.20

Billing Rates	\$ 525.00	\$ 500.00	\$ 450.00	\$ 425.00	\$ 425.00	\$ 175.00	\$ 165.00	\$ 155.00	\$ 155.00	\$ 155.00	Average rate per hour: \$	405.75
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Total Billing:	\$ 14,437.50	\$ 10,600.00	\$ 7,695.00	\$ 1,062.50	\$ 255.00	\$ 175.00	\$ 1,732.50	\$ 1,209.00	\$ 31.00	\$ 821.50	\$	\$ 35,019.00
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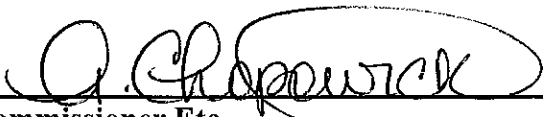
Total Expenses: \$ 562.20
Total HST on Fees: \$ 4,942.47
Grand Total: \$ 43,523.67

Exhibit 2 K can be found at:

<http://www.farberfinancial.com/insolvency-engagements/bid/205340/Dondeb-Inc-et-al>

EXHIBIT 1L

THIS IS EXHIBIT "1L" TO
THE AFFIDAVIT OF PAUL J. DENTON
SWORN BEFORE ME THIS 21st
DAY OF JULY, 2014


A Commissioner Etc.

Annette Chopowick, a Commissioner, etc.,
Province of Ontario, for A. Farber & Partners Inc.
Trustee in Bankruptcy.
Expires: April 15, 2016.

A. FARBER & PARTNERS INC.
 DONDEB INC. - SUSSEX PLACE
 SUMMARY OF RECEIVER'S FEES
 OCTOBER 17, 2012 TO MAY 31, 2014

DATE SPAN	P. Denton	H. Levy	R. Gallop	R. Stelzer	L. Blunda	M. Castillo	L. Samoilov	D. Falcione	A. Chopowick	L. Lloyd-Key	Total Hours/Invoice	Total Expenses/Invoice
October 17 to November 2, 2012	1.40	6.00	4.00	3.30		1.00	3.50	0.80		0.40	20.40	\$ 122.40
November 3 to 16, 2012	2.85	10.45	5.60	0.80			2.80	0.50		0.20	23.20	\$ 139.20
November 17 to 30, 2012	4.65	8.60	2.60	1.30			3.40	1.30		0.80	22.65	\$ 135.90
December 1 to 31, 2012	7.20	9.05	7.50	0.40			4.10	1.20		2.40	31.85	\$ 191.10
January 1 to 31, 2013	4.40	10.90	10.60	0.60			5.50	0.70	0.20	0.80	33.70	\$ 202.20
February 1 to 28, 2013	2.20	11.40	16.70	0.20			5.60	0.70		0.20	37.00	\$ 222.00
March 1 to 31, 2013	7.90	19.40	43.30	0.10	0.10		6.10	1.70		0.70	79.30	\$ 475.80
April 1 to 30, 2013	5.20	11.10	38.00	0.70			8.50	1.90	0.50	1.70	67.60	\$ 405.60
May 1 to 31, 2013	9.50	3.55	5.10				4.50	0.70		0.40	23.75	\$ 142.50
June 1 to 30, 2013	1.90	2.20	2.70				2.10	0.20		0.90	10.00	\$ 60.00
July 1 to 31, 2013			0.60		0.30		1.00	0.30		0.30	2.50	\$ 15.00
August 1 to 31, 2013			0.20				1.10	0.20		0.30	1.80	\$ 10.80
September 1 to 30, 2013		0.10	0.30				0.50	0.20		0.20	1.30	\$ 7.80
October 1 to 31, 2013			0.50					0.30		0.20	1.00	\$ 6.00
November 1 to 30, 2013								0.20		0.20	0.40	\$ 2.40
December 1 to 31, 2013							1.20	0.10		0.20	1.50	\$ 9.00
January 1 to February 28, 2014			0.73				0.20	0.20		0.40	1.53	\$ 9.18
March 1 to May 31, 2014			0.50				0.30	0.10		0.60	1.50	\$ 9.00
Total Hours per Staff	47.20	92.75	138.93	7.40	0.40	1.00	50.40	11.30	0.70	10.90	360.98	\$ 2,165.88

Billing Rates	\$ 525.00	\$ 500.00	\$ 450.00	\$ 425.00	\$ 190.00	\$ 175.00	\$ 165.00	\$ 155.00	\$ 155.00	Average rate per hour: \$	412.59
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Total Billing:	\$ 24,780.00	\$ 46,375.00	\$ 62,518.50	\$ 3,145.00	\$ 76.00	\$ 175.00	\$ 8,316.00	\$ 1,751.50	\$ 108.50	\$ 1,689.50	\$	148,935.00
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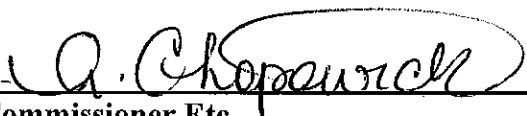
Total Expenses: \$ 2,165.88
 Total HST on Fees: \$ 19,361.55
 Grand Total: \$ 170,462.43

Exhibit 2 L can be found at:

<http://www.farberfinancial.com/insolvency-engagements/bid/205340/Dondeb-Inc-et-al>

EXHIBIT 1M

THIS IS EXHIBIT "1M" TO
THE AFFIDAVIT OF PAUL J. DENTON
SWORN BEFORE ME THIS 21st
DAY OF JULY, 2014


A Commissioner Etc.

Annette Chopowick, a Commissioner, etc.,
Province of Ontario, for A. Farber & Partners Inc.
Trustee in Bankruptcy.
Expires: April 15, 2016.

A. FARBER & PARTNERS INC.
DONDEB INC. - TUDHOPE MANOR
SUMMARY OF RECEIVER'S FEES
OCTOBER 17, 2012 TO MAY 31, 2014

DATE SPAN	P. Denton	J. Hendriks	H. Levy	H. Levy *	R. Gallop	R. Stelzer	L. Blunda	M. Castillo	L. Samoilov	D. Falcione	A. Chopowicki	L. Lloyds-Key	Total Hours/Invoice	Total Expenses/Invoice
October 17 to November 2, 2012	1.50		3.70		0.90	4.40		1.00	5.90	0.30	0.20	0.90	18.80	\$ 112.80
November 3 to 16, 2012	2.25	0.10	2.50		2.90	1.40			3.70	1.40		1.00	14.25	\$ 85.50
November 17 to 30, 2012	1.85	0.10	5.70		6.50	0.60			3.40	1.20		1.60	21.95	\$ 131.70
December 1 to 31, 2012	3.70	0.20	3.00		5.70	0.70			7.30	1.50		2.70	24.50	\$ 148.50
January 1 to 31, 2013	2.40	0.30	3.65		4.00	0.70			9.70	1.10		1.00	22.65	\$ 137.10
February 1 to 28, 2013	7.30	0.20	0.20		16.60	0.50			8.50	2.00		1.30	36.60	\$ 219.60
March 1 to 31, 2013	4.20	0.40	4.80		11.80	0.10			8.40	0.60	0.20	1.20	31.70	\$ 190.20
April 1 to 30, 2013	9.20	0.20	1.85		14.10	0.40			7.50	0.70		1.60	35.55	\$ 215.30
May 1 to 31, 2013	10.90	0.10	4.00		19.50				7.30	1.90		0.70	44.40	\$ 266.40
June 1 to 30, 2013	3.70	0.10	0.80		8.10				7.70	1.50		1.30	23.30	\$ 139.20
July 1 to 31, 2013					1.20				2.20	0.30		0.30	4.00	\$ 24.00
August 1 to 31, 2013					0.70				2.80	1.80		0.40	5.70	\$ 34.20
September 1 to 30, 2013			0.40		0.30				1.00	0.20		0.40	2.30	\$ 13.80
October 1 to 31, 2013					0.90				1.00	0.30		0.20	2.40	\$ 14.40
November 1 to 30, 2013	0.50		0.70		0.70	0.10			1.40	0.20		0.20	3.10	\$ 18.60
December 1 to 31, 2013	0.30				1.50		0.20		1.10	0.20		0.20	3.50	\$ 21.00
January 1 to 31, 2014			0.10		0.70				0.30	0.50		0.20	2.00	\$ 12.00
February 1 to 28, 2014	0.40				0.80				0.50	0.80		0.20	2.70	\$ 16.20
March 1 to 31, 2014	1.60			0.60	1.65				0.40	0.30	0.20	0.20	4.95	\$ 29.70
April 1 to May 31, 2014					0.20				1.40	0.40		0.40	2.40	\$ 14.40
Total Hours per Staff	50.50	1.70	30.70	0.60	98.35	8.90	0.20	1.00	81.70	16.90	0.60	16.00	307.15	\$ 1,842.90
													Average rate per hour: \$ 358.22	

Billing Rates	\$ 525.00	\$ 525.00	\$ 500.00	\$ 575.00	\$ 450.00	\$ 425.00	\$ 190.00	\$ 175.00	\$ 165.00	\$ 155.00	\$ 155.00	\$ 155.00
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Total Billing:		\$	26,512.50	\$	892.50	\$	15,950.00	\$	345.00	\$	44,257.50	\$	3,782.50	\$	38.00	\$	175.00	\$	13,460.50	\$	2,619.50	\$	93.00	\$	2,480.00	\$	110,026.00
		<div><div>Total Expenses: \$ 1,942.90</div><div>Total HST on Fees: \$ 14,303.38</div><div>Grand Total: \$ 126,172.28</div></div>																									

Exhibit 2 M can be found at:

<http://www.farberfinancial.com/insolvency-engagements/bid/205340/Dondeb-Inc-et-al>

APPENDIX “K”

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

**IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 243(1) OF THE
BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED AND
IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990
c. C.43, AS AMENDED WITH RESPECT TO DONDEB INC. AND ALL THE DEBTORS
LISTED AT SCHEDULE "A" HERETO**

**AFFIDAVIT OF NEIL S. RABINOVITCH
Sworn July 21, 2014**

I, Neil S. Rabinovitch, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY** that:

1. I am a partner in the law firm Dentons Canada LLP ("**Dentons Canada**"), counsel for A. Farber & Partners Inc. ("**Farber**"), in its capacity as the Court-appointed receiver (the "**Receiver**") of the undertaking, property and assets of Dondeb Inc. ("**Dondeb**") and the other debtors referred to at Schedule A attached hereto (collectively, the "**Debtors**"), and as such have knowledge of the matters hereinafter deposed to, except where stated to be on information and belief and whereso stated I verily believe it to be true.
2. Pursuant to paragraph 3 of the Receivership Order, the Receiver was required to create Segregated Accounts (as defined therein) for each of the 24 Properties as set out on Schedule "C" to the Receivership Order.
3. In the Receiver's motion returnable July 28, 2014, the Receiver is seeking approval of its and its counsel's fees and disbursements up to May 31, 2014 for only the following 13 Properties: Ace Self Storage and Business Centre Inc., 240 Yeoman Street, Brechin, Coldwater, Devonshire, Dorset Place, Georgian Manor Banquet Hall, Belleville

(Pepper/Palmer), Ontario Street, Orillia Independent Living, Preston Springs, Sussex Place and Tudhope Manor.

4. During the period of October 17, 2012 to May 31, 2014 (the “**Period**”), professionals from Dentons Canada invoiced the Receiver for legal services performed in relation to each of the above Properties.

ACE SELF STORAGE

5. The Ace Self Storage operation was a storage business which rented out climate controlled indoor and outdoor storage space. The business also rented office space to corporate clients. The facility was located on three adjacent parcels of land in Orillia, Ontario and had a total of 479 rental units comprising approximately 85,000 square feet.
6. Through the period from January to April 2013, Dentons Canada preformed legal services for the Receiver. Such services included reviewing security related to the property and preparing a security opinion, engaging in extensive negotiations with Pace Savings and Credit Union (“Pace Savings”) with respect to a stalking horse agreement of purchase and sale for the Ace Self Storage property and business. Dentons Canada prepared, reviewed and revised the agreement of purchase and sale together with the ancillary documentation for the transaction. On May 10, 2013 Dentons Canada attended the motion to obtain the Court’s approval of the stalking horse agreement of purchase and sale and the sale process as set out therein. On July 30, 2013 Dentons Canada attended a motion seeking an approval and vesting order in respect of the agreement with Pace Savings. As a result of some objections, the motion was adjourned until August 6, 2013 at which time an approval and vesting order in respect of the Pace Savings agreement was granted and the transaction with Pace Savings closed on August 8, 2013. Dentons Canada undertook all services necessary to complete the sale of the property.
7. During the Period, Dentons Canada invoiced the Receiver for legal services performed in relation to Ace Self Storage in the amount of \$76,586. True copies of the invoices rendered by Dentons Canada, which include a fair and accurate description of the

services provided to the Receiver with respect to Ace Self Storage, along with the hours related to such legal fees, are attached as **Exhibit "A"** to this my Affidavit.

240 YEOMAN STREET

8. The 240 Yeoman Street property was vacant land located in Belleville, Ontario. Dentons Canada assisted the Receiver in the preparation, revision, and negotiation of a sale agreement with a purchaser related to the mortgagee on the property and entered into as of October 2, 2013. Dentons Canada obtained Court approval of the sale agreement on December 2, 2013 and following the preparation of closing documents and dealings with the purchaser the transaction closed on December 4, 2013. Dentons Canada also reviewed the security related to the property and prepared a security opinion following that review. In addition, Dentons Canada undertook all services necessary to complete the sale of the property.
9. During the Period, Dentons Canada invoiced the Receiver for legal services performed in relation to 240 Yeoman Street in the amount of \$16,367. True copies of the invoices rendered by Dentons Canada, which include a fair and accurate description of the services provided to the Receiver with respect to 240 Yeoman Street, along with the hours related to such legal fees, are attached as **Exhibit "B"** to this my Affidavit.

BRECHIN

10. The Brechin property was vacant land located near Orillia, Ontario. Dentons Canada assisted the Receiver in the preparation, revision, and negotiation of a sale agreement with a purchaser. The Receiver and purchaser entered into a sale agreement made as of January 24, 2013. Dentons Canada obtained Court approval of the sale agreement on February 13, 2013 and following the preparation of closing documents and dealings with the purchaser the transaction closed on February 28, 2013. Dentons Canada also reviewed the security related to the property and prepared a security opinion following that review. Dentons Canada undertook all services necessary to complete the sale of the property.
11. During the Period, Dentons Canada invoiced the Receiver for legal services performed in relation to Brechin in the amount of \$14,279.00. True copies of the invoices rendered by

Dentons Canada, which include a fair and accurate description of the services provided to the Receiver with respect to Brechin, along with the hours related to such legal fees, are attached as **Exhibit “C”** to this my Affidavit.

COLDWATER

12. The Coldwater property was vacant land located in Orillia, Ontario. Dentons Canada assisted the Receiver in the preparation, revision, and negotiation of a sale agreement with a purchaser. The Receiver and purchaser entered into a sale agreement on January 29, 2013. Dentons Canada obtained Court approval of the sale agreement on February 13, 2013 and following the preparation of closing documents and dealings with the purchaser the transaction closed on February 15, 2013. Dentons Canada also reviewed the security related to the property and prepared a security opinion following that review. Dentons Canada also undertook all services necessary to complete the sale of the property.
13. During the Period, Dentons Canada invoiced the Receiver for legal services performed in relation to Coldwater in the amount of \$22,021.50. True copies of the invoices rendered by Dentons Canada, which include a fair and accurate description of the services provided to the Receiver with respect to Coldwater, along with the hours related to such legal fees, are attached as **Exhibit “D”** to this my Affidavit.

DEVONSHIRE PLACE

14. The Devonshire Place property was a rental condominium unit located in Aurora, Ontario. Dentons Canada assisted the Receiver in the preparation, revision, and negotiation of a sale agreement with a purchaser. The Receiver and purchaser entered into a sale agreement on December 16, 2012. Dentons Canada obtained Court approval of the sale agreement on January 14, 2013 and following the preparation of closing documents and dealings with the purchaser the transaction closed on March 1, 2013. Dentons Canada reviewed the security related to the property and prepared a security opinion following that review. Dentons Canada undertook all services necessary to complete the sale of the property. In addition, Dentons Canada spent time dealing with issues related to the lien of the condominium corporation on the property.

15. During the Period, Dentons Canada invoiced the Receiver for legal services performed in relation to Devonshire Place in the amount of \$32,205.00. True copies of the invoices rendered by Dentons Canada, which include a fair and accurate description of the services provided to the Receiver with respect to Devonshire Place, along with the hours related to such legal fees, are attached as **Exhibit “E”** to this my Affidavit.

DORSET PLACE

16. The Dorset Place property was a 51 unit, six story apartment building located in Aurora, Ontario. The property had been transferred from Dondeb to 2338067 Ontario Inc. in August of 2012 (two months prior to the Receivership Order). Dentons Canada assisted the Receiver in the preparation, revision, and negotiation of a sale agreement with a purchaser. The Receiver and purchaser entered into a sale agreement made as of December 18, 2012. Dentons Canada obtained Court approval of the sale agreement on January 14, 2013 at which time the Debtors requested an adjournment as the advised they were in the process of obtaining new counsel. A one day adjournment was granted and the sale agreement was approved by the Court on January 15, 2013. Following the preparation of closing documents and dealings with the purchaser the transaction closed on January 22, 2013. Dentons Canada also reviewed the security related to the property and prepared a security opinion following that review. Dentons Canada also undertook all services necessary to complete the sale of the property.
17. The distributions from the sale of the Dorset Place property were complicated by a dispute in respect of pre-payment premiums charged by Empire Life Insurance Company (“**Empire Life**”) as first mortgage on the property. This resulted in a full day hearing on June 11, 2013 at which time Justice Newbould granted an order that Empire Life was not entitled to the pre-payment premiums that it had sought.
18. As well, Dentons Canada attended on behalf of the Receiver seeking to transfer the remaining proceeds from the Dorset Place property back into the Dondeb estate, given the transfer to 233 shortly before the Receivership Order. The Court granted the requested relief.

19. During the Period, Dentons Canada invoiced the Receiver for legal services performed in relation to Dorset Place in the amount of \$130,249.50. True copies of the invoices rendered by Dentons Canada, which include a fair and accurate description of the services provided to the Receiver with respect to Dorset Place, along with the hours related to such legal fees, are attached as **Exhibit “F”** to this my Affidavit.

GEORGIAN MANOR

20. The Georgian Manor Banquet hall was a two story building that was previously leased to a company that operated a banquet hall. The property had been vacant since 2010 and was located in Barrie, Ontario. Dentons Canada assisted the Receiver in the preparation, revision, and negotiation of a sale agreement with a purchaser. The Receiver and purchaser entered into a sale agreement made as of February 27, 2013. Dentons Canada obtained Court approval of the sale agreement on March 25, 2013 and following the preparation of closing documents and dealings with the purchaser the transaction the transaction closed on March 27, 2013. Dentons Canada also reviewed the security related to the property and prepared a security opinion following that review. Dentons Canada undertook all services necessary to complete the sale of the property.
21. During the Period, Dentons Canada invoiced the Receiver for legal services performed in relation to Georgian Manor Banquet Hall in the amount of \$30,829.50. True copies of the invoices rendered by Dentons Canada, which include a fair and accurate description of the services provided to the Receiver with respect to Georgian Manor Banquet Hall, along with the hours related to such legal fees, are attached as **Exhibit “G”** to this my Affidavit.

BELLEVILLE (PEPPER/ PALMER)

22. The Pepper/Palmer properties were two vacant parcels of land located in Belleville, Ontario. Dentons Canada assisted the Receiver in the preparation, revision, and negotiation of a sale agreement with a purchaser. The Receiver and purchaser entered into a sale agreement made as of October 2, 2013. Dentons Canada obtained Court approval of the sale agreement on December 2, 2013 and following the preparation of

closing documents and dealings with the purchaser the transaction closed on December 4, 2013. Dentons Canada also reviewed the security related to the property and prepared a security opinion following that review. Dentons Canada undertook all services necessary to complete the sale of the property.

23. During the Period, Dentons Canada invoiced the Receiver for legal services performed in relation to Belleville (Palmer) and Belleville (Pepper) in the amount of \$17,264.00. True copies of the invoices rendered by Dentons Canada, which include a fair and accurate description of the services provided to the Receiver with respect to Belleville (Pepper) and Belleville (Palmer), along with the hours related to such legal fees, are attached as **Exhibit “H”** to this my Affidavit.

ONTARIO STREET

24. The Ontario Street property was vacant land located in Orillia, Ontario. Dentons Canada assisted the Receiver in the preparation, revision, and negotiation of a sale agreement with a purchaser. The Receiver and purchaser entered into a sale agreement on April 13, 2013. Dentons Canada obtained Court approval of the sale agreement on May 10, 2013 and following the preparation of closing documents and dealings with the purchaser the transaction closed on May 15, 2013. Dentons Canada also reviewed the security related to the property and prepared a security opinion following that review. Dentons Canada undertook all services necessary to complete the sale of the property.
25. During the Period, Dentons Canada invoiced the Receiver for legal services performed in relation to Ontario Street in the amount of \$21,255.00. True copies of the invoices rendered by Dentons Canada, which include a fair and accurate description of the services provided to the Receiver with respect to Ontario Street, along with the hours related to such legal fees, are attached as **Exhibit “I”** to this my Affidavit.

ORILLIA INDEPENDENT LIVING

26. Orillia Independent Living (“**OIL**”) is a 32 unit independent living facility located in Orillia, Ontario. The OIL Property is situated on one of three adjacent lots owned by different Dondeb entities, which formed part of the Global Receivership. Significant

time was spent by Dentons Canada considering en bloc offers for all three properties, however ultimately there was no en-bloc offer able to negotiated and finalized. Dentons Canada assisted the Receiver in negotiating with numerous prospective purchasers and the preparation, revision, and negotiation of a conditional sales agreement with a purchaser. In addition, Dentons Canada spent time dealing with issues that arose due to the cross easement among OIL, Orillia Retirement Residence and Remo's Ristoranti.

27. Effective the date of this affidavit no sale of the OIL property has been finalized however the Receiver is close to finalizing a conditional sales agreement. Dentons Canada prepared Confidentiality Agreements which were executed by 84 parties, reviewed the security related to the property and prepared a security opinion following that review.
28. During the Period, Dentons Canada invoiced the Receiver for legal services performed in relation to OIL in the amount of \$52,078.50. True copies of the invoices rendered by Dentons Canada, which include a fair and accurate description of the services provided to the Receiver with respect to Orillia Independent Living, along with the hours related to such legal fees, are attached as **Exhibit "J"** to this my Affidavit.

PRESTON SPRINGS GARDENS

29. The Preston Springs Garden property was a former retirement home which was vacant and under construction at the time of the Receivership Order. Dentons Canada assisted the Receiver in the preparation, revision, and negotiation of a sale agreement with a purchaser. The Receiver and purchaser entered into a sale agreement made as of December 14, 2012. Dentons Canada, on behalf of the Receiver sought Court approval of agreement of sale on January 14, 2013 at which time the Debtors requested an adjournment as the advised they were in the process of obtaining new counsel. A one day adjournment was granted and the sale agreement was approved by the Court on January 15, 2013. Following the preparation of closing documents and dealings with the purchaser the transaction closed on January 28, 2013. Dentons Canada also reviewed the security related to the property and prepared a security opinion following that review. Dentons Canada undertook all services necessary to complete the sale of the property. In

addition, Dentons Canada spent time dealing with the City of Cambridge and issues related to the Heritage designation.

30. During the Period, Dentons Canada invoiced the Receiver for legal services performed in relation to Preston Springs Gardens in the amount of \$48,605.50. True copies of the invoices rendered by Dentons Canada, which include a fair and accurate description of the services provided to the Receiver with respect to Preston Springs Gardens, along with the hours related to such legal fees, are attached as **Exhibit “K”** to this my Affidavit.

SUSSEX PLACE

31. The Sussex Place property was a 47 unit, six story apartment building located in Brampton, Ontario. Dentons Canada assisted the Receiver in the preparation, revision, and negotiation of a sale agreement with a purchaser. The Receiver and purchaser entered into a sale agreement on December 20, 2012 which contained a 20 business day due diligence period. On the day before the due diligence period was set to expire, the purchaser provided notice that it was terminating the agreement. The Receiver and purchaser entered into a subsequent sale agreement made as of February 22, 2013, and amended March 15, 2013. Dentons Canada, on behalf of the Receiver obtained Court approval of agreement of sale on March 25, 2013. Following the preparation of closing documents and dealings with the purchaser the transaction closed on May 15, 2013. Dentons Canada also reviewed the security related to the property and prepared a security opinion following that review. Dentons Canada undertook all services necessary to complete the sale of the property.
32. The distributions from the sale of the Sussex Place property were complicated by a dispute in respect of pre-payment premiums charged by Empire Life Insurance Company (“**Empire Life**”) as first mortgagee on the property. This resulted in a full day hearing on June 11, 2013 at which time Justice Newbould granted an order that Empire Life was not entitled to the pre-payment premiums that it had sought.
33. During the Period, Dentons Canada invoiced the Receiver for legal services performed in relation to Sussex Place in the amount of \$120,318.00. True copies of the invoices

rendered by Dentons Canada, which include a fair and accurate description of the services provided to the Receiver with respect to Sussex Place, along with the hours related to such legal fees, are attached as **Exhibit “L”** to this my Affidavit.

TUDHORPE MANOR

34. The Tudhope Manor was a 39 unit nursing home located in Orillia, Ontario. Dentons Canada assisted the Receiver in the preparation, revision, and negotiation of a sale agreement with a purchaser. The Receiver and purchaser entered into a sale agreement made as of March 19, 2013. Dentons Canada obtained Court approval of the sale agreement on May 10, 2013 and following the preparation of closing documents and dealings with the purchaser the transaction closed on May 30, 2013. Dentons Canada undertook all services necessary to complete the sale of the property.
35. Significant time was also spent liaising with the Retirement Home Regulatory Authority of Ontario with respect to the home's operations. As well, there were source deduction arrears associated with property which required negotiations with the CRA and the relevant mortgagee.
36. During the Period, Dentons Canada invoiced the Receiver for legal services performed in relation to Tudhorpe Manor in the amount of \$43,993.50. True copies of the invoices rendered by Dentons Canada, which include a fair and accurate description of the services provided to the Receiver with respect to Tudhorpe Manor, along with the hours related to such legal fees, are attached as **Exhibit “M”** to this my Affidavit.
37. Dentons Canada is not seeking approval of the fees and expenses associated with properties not listed above or the General Restructuring Administration Expenses (GARE) as defined in the Receivership Order. Dentons Canada intends to return to court to seek approval of those fees and expenses at a later date.
38. A summary of the Receiver's Fees to May 31, 2014 specifically allocable to the 13 properties for which approval is being sought is set out in the table below:

SCHEDULE “A”

1281515 Ontario Inc.

2338067 Ontario Inc.

2198392 Ontario Ltd.

King City Holdings Ltd.

Guelph Financial Corporation

Briarbrook Apartments Inc.

2009031 Ontario Inc.

1267818 Ontario Ltd.

1711060 Ontario Ltd.

1182689 Ontario Inc.

Ace Self Storage and Business Centre Inc.

Exhibits can be found at:

<http://www.farberfinancial.com/insolvency-engagements/bid/205340/Dondeb-Inc-et-al>

IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985,
c. B-3, AS AMENDED AND

IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990 c. C.43, AS AMENDED WITH RESPECT TO
DONDEB INC. AND ALL THE DEBTORS LISTED AT SCHEDULE "A" HERETO

ONTARIO

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

PROCEEDING COMMENCED AT TORONTO

**AFFIDAVIT OF NEIL S.
RABINOVITCH
(sworn July 21, 2014)**

DENTONS CANADA LLP
77 King Street West, Suite 400,
Toronto Ontario, M5K 0A1

CASSELS BROCK & BLACKWELL LLP
2100 Scotia Plaza, 40 King Street West,
Toronto Ontario M5H 3C2

Lawyer: Neil S. Rabinovitch / Jane O. Dietrich

LSUC: 33442F / 49302U

E-mail: neil.rabinovitch@dentons.com /
jdietrich@casselsbrock.com

Tele: 416 863-4656 / 416 860-5223

Fax: 416 863-4592 / 416 640-3144

LAWYERS FOR the RECEIVER

APPENDIX “L”

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

**IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 243(1) OF THE
BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED AND
IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990 c.
C.43, AS AMENDED WITH RESPECT TO DONDEB INC. AND ALL THE DEBTORS LISTED
AT SCHEDULE "A" HERETO**

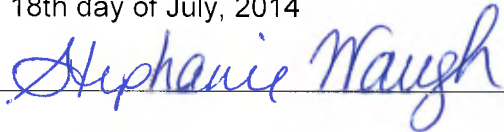
**AFFIDAVIT OF JANE DIETRICH
Sworn July 18, 2014**

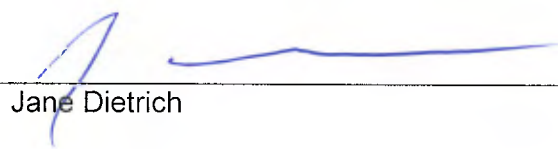
I, Jane Dietrich, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY** that:

1. I am a Partner in the law firm Cassels Brock & Blackwell LLP ("**Cassels Brock**"), counsel for A. Farber & Partners Inc. ("**Farber**"), in its capacity as the Court-appointed receiver (the "**Receiver**") of the undertaking, property and assets of Dondeb Inc. ("**Dondeb**") and the other debtors referred to at Schedule A attached hereto (collectively, the "**Debtors**"), pursuant to the order of Justice Campbell dated October 17, 2012 (the "**Receivership Order**") and as such have knowledge of the matters hereinafter deposed to, except where stated to be on information and belief and whereso stated I verily believe it to be true.
2. Pursuant to paragraph 3 of the Receivership Order, the Receiver was required to create Segregated Accounts (as defined therein) for each of the 24 Properties as set out on Schedule "C" to the Receivership Order.
3. In the Receiver's motion returnable July 28, 2014, the Receiver is seeking approval of its and its counsel's fees and disbursements up to May 31, 2014 for only the following 13 Properties: Ace Self Storage and Business Centre Inc., 240 Yeoman Street, Brechin, Coldwater, Devonshire, Dorset Place, Georgian Manor Banquet Hall, Belleville (Pepper/Palmer), Ontario Street, Orillia Independent Living, Preston Springs, Sussex Place and Tudhope Manor.

4. During the period of March 2, 2014 to May 31, 2014 (the "**Period**"), professionals from Cassels Brock invoiced the Receiver for legal services performed in relation to certain of the above Properties.
5. During the Period, Cassels Brock invoiced the Receiver for legal services performed in relation to Tudhope Manor in the amount of \$223.74. A true copy of the invoice rendered by Cassels Brock, which include a fair and accurate description of the services provided to the Receiver with respect to Tudhope Manor, along with the hours related to such legal fees, is attached as **Exhibit "A"** to this my Affidavit.
6. During the Period, Cassels Brock invoiced the Receiver for legal services performed in relation to Orillia Independent Living in the amount of \$1,044.12. A true copy of the invoice rendered by Cassels Brock, which include a fair and accurate description of the services provided to the Receiver with respect to Orillia Independent Living, along with the hours related to such legal fees, is attached as **Exhibit "B"** to this my Affidavit.
7. This affidavit is sworn in support of a motion approving the accounts of Cassels Brock, counsel to the Receiver, and for no improper purpose.

SWORN BEFORE ME at the City of)
Toronto, in the Province of Ontario, this)
18th day of July, 2014)





Jane Dietrich

Commissioner for Taking Affidavits, etc.

Stephanie Waugh, a
Commissioner, etc., Province of Ontario,
for Cassels Brock & Blackwell LLP,
Barristers and Solicitors.
Expires March 21,, 2017.

SCHEDULE "A"

1281515 Ontario Inc.

2338067 Ontario Inc.

2198392 Ontario Ltd.

King City Holdings Ltd.

Guelph Financial Corporation

Briarbrook Apartments Inc.

2009031 Ontario Inc.

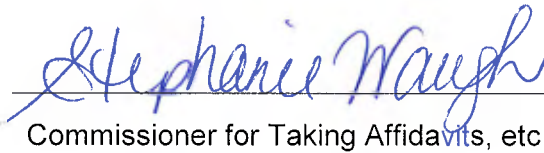
1267818 Ontario Ltd.

1711060 Ontario Ltd.

1182689 Ontario Inc.

Ace Self Storage and Business Centre Inc.

Exhibit "A" to the Affidavit of Jane Dietrich, sworn before
me this 18th day of July, 2014.



Commissioner for Taking Affidavits, etc

Stephanie Waugh, a
Commissioner, etc., Province of Ontario,
for Cassels Brock & Blackwell LLP,
Barristers and Solicitors,
Expires March 21, 2017.



A. FARBER & PARTNERS INC.
ATTN: HYLTON LEVY
150 YORK ST., SUITE 1600
TORONTO ON M5H 3S5

Date: 07/14/14
Our File #: 042100-00024
Invoice #: 1939498
HST/GST #: R121379572

Re: **Tudhope Manor**

TO PROFESSIONAL SERVICES RENDERED up to and including 06/30/14

Date		Description	Hours
03/20/14	JDI	Discussion with Roger Jaipargas;	0.30

Accounts are due when rendered. Pursuant to the Solicitors' Act, interest will be charged on any unpaid balance of this account from one month after the date rendered, at the rate of 1.30 % per annum until paid.

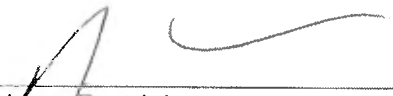
Cassels Brock & Blackwell LLP

2100, Scotia Plaza, 40 King Street West, Toronto, Canada M5H 3C2
Tel: 416.869.5300 Fax: 416.360.8877 www.casselsbrock.com

Time Summary

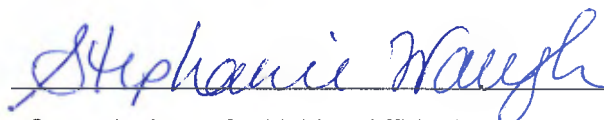
<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Jane Dietrich	0.30	660.00	198.00
Our Fee			198.00
HST on Fees			25.74
Total Fees & Tax			\$ 223.74

This is our account herein
Cassels Brock & Blackwell LLP



Jane Dietrich
E&OE

Exhibit "B" to the Affidavit of Jane Dietrich, sworn before
me this 18th day of July, 2014.



Commissioner for Taking Affidavits, etc

Stephanie Waugh, a
Commissioner, etc., Province of Ontario,
for Cassels Brock & Blackwell LLP,
Barristers and Solicitors,
Expires March 21, 2017.



A. FARBER & PARTNERS INC.
ATTN: HYLTON LEVY
150 YORK ST., SUITE 1600
TORONTO ON M5H 3S5

Date: 06/16/14
Our File #: 042100-00026
Invoice #: 1937806
HST/GST #: R121379572

Re: **Orillia Independent Living**

TO PROFESSIONAL SERVICES RENDERED up to and including 05/31/14

Date		Description	Hours
03/05/14	JDI	Review of email exchange between Paul Denton and Sean Jensen regarding signed offer;	0.10
04/01/14	JDI	Discussion with Neil Rabinovitch regarding status;	0.10
04/29/14	JDI	Review of draft agreement and email regarding same;	0.10
04/30/14	JDI	Review of emails regarding offer;	0.10
05/13/14	JDI	Review of email from Paul Denton regarding status of offer negotiations;	0.10
05/14/14	JDI	Discussion with Hylton Levy and Paul Denton regarding offer and priority payables;	0.20
05/29/14	JDI	Review of draft term sheet and begin preparing purchase agreement; Arrange call with Paul Denton; Discussion with Paul Denton and revisions to draft agreement;	0.70

Accounts are due when rendered. Pursuant to the Solicitors' Act, interest will be charged on any unpaid balance of this account from one month after the date rendered, at the rate of 1.30 % per annum until paid.

Cassels Brock & Blackwell LLP

2100, Scotia Plaza, 40 King Street West, Toronto, Canada M5H 3C2
Tel: 416.869.5300 Fax: 416.360.8877 www.casselsbrock.com

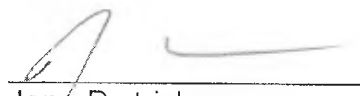


-2-

Time Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Jane Dietrich	1.40	660.00	924.00
Our Fee			924.00
HST on Fees			120.12
Total Fees & Tax			\$ 1,044.12

This is our account herein
Cassels Brock & Blackwell LLP



Jane Dietrich
E&OE

IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED AND

IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990 c. C.43, AS AMENDED WITH RESPECT TO DONDEB INC. AND ALL THE DEBTORS LISTED AT SCHEDULE "A" HERETO

ONTARIO

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

PROCEEDING COMMENCED AT TORONTO

**AFFIDAVIT OF JANE DIETRICH
(sworn July 18, 2014)**

DENTONS CANADA LLP
77 King Street West, Suite 400,
Toronto, Ontario M5K 0A1

CASSELS BROCK & BLACKWELL LLP
2100 Scotia Plaza, 40 King Street West,
Toronto, Ontario M5H 3C2

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LAWYERS FOR THE RECEIVER

RCP-E 4C (July 1, 2007)

CONFIDENTIAL APPENDIX 1

TO BE FILED
SEPARATELY

CONFIDENTIAL APPENDIX 2

TO BE FILED
SEPARATELY

TAB 3

Court File No. CV-12-9794-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) ~~WEEKDAY~~ MONDAY, THE #28TH
JUSTICE D. BROWN) DAY OF ~~MONTH~~ JULY, ~~20YR~~ 2014

~~BETWEEN:~~

~~PLAINTIFF~~

Plaintiff

~~—and—~~

~~DEFENDANT~~

Defendant

IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 243(1) OF
THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED
AND

IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O.
1990 c. C.43, AS AMENDED WITH RESPECT TO DONDEB INC. AND ALL THE
DEBTORS LISTED AT SCHEDULE "A" HERETO

APPROVAL AND VESTING ORDER
(Feed-in-Tariff Contracts)

THIS MOTION, made by ~~[RECEIVER'S NAME]~~ A. Farber & Partners Inc. in its capacity as the Court-appointed receiver (the "Receiver") of the undertaking, property and assets of ~~[DEBTOR] (the "Debtor") for an order~~ Dondeb Inc. ("Dondeb") and the other debtors referred to at Schedule A attached hereto (collectively, the "Debtors"), for an

order, inter alia, approving the sale transaction (the "Transaction") contemplated by an agreement of purchase and sale ~~(the "Sale Agreement")~~ between the Receiver and ~~[NAME OF PURCHASER]~~ (the "Solera Sustainable Energies Company Limited (the "Purchaser")), dated ~~[DATE]~~ July 8, 2014 (the "Sale Agreement"), and appended to the ~~Report~~ thirteenth report to Court of the Receiver dated ~~[DATE]~~ July 21, 2014 (the "Thirteenth Report"), and vesting in the Purchaser ~~the Debtor's all of the~~ right, title and interest of Dondeb, if any, in and to the ~~assets described~~ Assumed Contracts (as defined in the Sale Agreement ~~(the "Purchased Assets"))~~, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Thirteenth Report and on hearing the submissions of counsel for the Receiver, ~~[NAMES OF OTHER PARTIES APPEARING]~~, no one appearing for any other person on the service list, although properly served as appears from the affidavit of service of ~~[NAME]~~ [NAME] sworn July [DATE], 2014, filed¹:

1. THIS COURT ORDERS AND DECLARES that the Transaction is hereby approved,² ~~and the execution of the Sale Agreement by the Receiver~~³ and the execution of each of the Sale Agreement, the Development Agreement between the Purchaser and the Receiver dated July 8, 2014, a copy of which is appended to the Thirteenth Report (the "Development Agreement") and the Consent Agreement between the Receiver and Ontario Power Authority made as of July 8, 2014 and appended to the Thirteenth Report (the "Consent Agreement") by the Receiver is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby

¹ ~~This model order assumes that the time for service does not need to be abridged. The motion seeking a vesting order should be served on all persons having an economic interest in the Purchased Assets, unless circumstances warrant a different approach. Counsel should consider attaching the affidavit of service to this Order.~~

² ~~In some cases, notably where this Order may be relied upon for proceedings in the United States, a finding that the Transaction is commercially reasonable and in the best interests of the Debtor and its stakeholders may be necessary. Evidence should be filed to support such a finding, which finding may then be included in the Court's endorsement.~~

³ ~~In some cases, the Debtor will be the vendor under the Sale Agreement, or otherwise actively involved in the Transaction. In those cases, care should be taken to ensure that this Order authorizes either or both of the Debtor and the Receiver to execute and deliver documents, and take other steps.~~

authorized and directed to take such additional steps and execute such additional documents, including without limitation as may be necessary or desirable for the completion of the Transaction and for the conveyance of the ~~Purchased Assets~~ Assumed Contracts to the Purchaser.

2. THIS COURT ORDERS AND DECLARES that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as Schedule AB hereto (the "Receiver's Certificate"), all of ~~the Debtor'~~ Dondeb's right, title and interest in and to the ~~Purchased Assets described in the Sale Agreement [and listed on Schedule B hereto]~~⁴ Assumed Contracts, if any, shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "Claims"⁵) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Justice ~~[NAME]~~ Campbell dated ~~[DATE]~~ October 17, 2012; and (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; ~~and (iii) those Claims listed on Schedule C hereto~~ (all of which are collectively referred to as the "Encumbrances", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule D) "Encumbrances", and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the ~~Purchased Assets~~ Assumed Contracts are hereby expunged and discharged as against the ~~Purchased Assets~~ Assumed Contracts.

⁴ ~~To allow this Order to be free standing (and not require reference to the Court record and/or the Sale Agreement), it may be preferable that the Purchased Assets be specifically described in a Schedule.~~

⁵ ~~The "Claims" being vested out may, in some cases, include ownership claims, where ownership is disputed and the dispute is brought to the attention of the Court. Such ownership claims would, in that case, still continue as against the net proceeds from the sale of the claimed asset. Similarly, other rights, titles or interests could also be vested out, if the Court is advised what rights are being affected, and the appropriate persons are served. It is the Subcommittee's view that a non-specific vesting out of "rights, titles and interests" is vague and therefore undesirable.~~

~~3. — THIS COURT ORDERS that upon the registration in the Land Registry Office for the [Registry Division of {LOCATION}] of a Transfer/Deed of Land in the form prescribed by the *Land Registration Reform Act* duly executed by the Receiver][Land Titles Division of {LOCATION}] of an Application for Vesting Order in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*]⁶, the Land Registrar is hereby directed to enter the Purchaser as the owner of the subject real property identified in Schedule B hereto (the “Real Property”) in fee simple, and is hereby directed to delete and expunge from title to the Real Property all of the Claims listed in Schedule C hereto.~~

3. ~~4.~~ THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds⁷ from the sale of the ~~Purchased Assets~~Assumed Contracts shall stand in the place and stead of the ~~Purchased Assets~~Assumed Contracts, and that from and after the delivery of the Receiver's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the ~~Purchased Assets~~Assumed Contracts with the same priority as they had with respect to the ~~Purchased Assets~~Assumed Contracts immediately prior to the sale⁸, as if the ~~Purchased Assets~~Assumed Contracts had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

4. ~~5.~~ THIS COURT ORDERS AND DIRECTS the Receiver to file with the Court a copy of the Receiver's Certificate, forthwith after delivery thereof.

5. ~~6.~~ THIS COURT ORDERS that, pursuant to clause 7(3)(c) of the Canada *Personal Information Protection and Electronic Documents Act*, the Receiver is authorized and permitted to disclose and transfer to the Purchaser all human resources and payroll information in ~~the Company~~Dondeb's records ~~pertaining~~related to the ~~Debtor's~~Assumed

⁶ ~~Elect the language appropriate to the land registry system (Registry vs. Land Titles).~~

⁷ ~~The Report should identify the disposition costs and any other costs which should be paid from the gross sale proceeds, to arrive at "net proceeds".~~

⁸ ~~This provision crystallizes the date as of which the Claims will be determined. If a sale occurs early in the insolvency process, or potentially secured claimants may not have had the time or the ability to register or perfect proper claims prior to the sale, this provision may not be appropriate, and should be amended to remove this crystallization concept.~~

Contracts which pertain to the past and current employees, ~~including personal information of those employees listed on Schedule "●" to the Sale Agreement.~~ The Purchaser shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use of such information by ~~the Debtor~~ Dondeb.

6. ~~7.~~ THIS COURT ORDERS that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of ~~the Debtor~~ Dondeb and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of ~~the Debtor~~ Dondeb;

the vesting of the ~~Purchased Assets~~ Assumed Contracts in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of ~~the Debtor~~ Dondeb and shall not be void or voidable by creditors of ~~the Debtor~~ Dondeb, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

7. ~~8.~~ THIS COURT ORDERS AND DECLARES that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

8. ~~9.~~ THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out

10. THIS COURT ORDERS AND DECLARES that the relief granted by this order is subject to provisional execution.

~~Legal*10752236.1~~~~120192714~~~~Legal*11752167.1~~~~DOCSTOR:120192714~~~~Legal*11752167.1~~

~~Revised: January 21, 2014~~

Schedule A – Debtors

1281515 Ontario Inc.

2338067 Ontario Inc.

2198392 Ontario Ltd.

King City Holdings Ltd.

Guelph Financial Corporation

Briarbrook Apartments Inc.

2009031 Ontario Inc.

1267818 Ontario Ltd.

1711060 Ontario Ltd.

1182689 Ontario Inc.

Ace Self Storage and Business Centre Inc.

Schedule B – Form of Receiver’s Certificate

Court File No. CV-12-9794-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 243(1) OF
THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED
AND**

**IN THE MATTER OF SECTION 101 OF THE *COURTS OF JUSTICE ACT*, R.S.O.
1990 c. C.43, AS AMENDED WITH RESPECT TO DONDEB INC. AND ALL THE
DEBTORS LISTED AT SCHEDULE “A” HERETO**

~~BETWEEN:~~

~~PLAINTIFF~~

~~Plaintiff~~

~~—and—~~

~~DEFENDANT~~

~~Defendant~~

**RECEIVER’S CERTIFICATE
(Feed-in-Tariff Contracts)**

RECITALS

A. Pursuant to an Order of the Honourable ~~[NAME OF JUDGE]~~ Justice Campbell of the Ontario Superior Court of Justice (the ~~"Court"~~) ~~dated [DATE OF ORDER], [NAME OF RECEIVER]~~ "Court") dated October 17, 2012, A. Farber & Partners Inc. was appointed as the receiver (the ~~"Receiver"~~) of the undertaking, property and assets of

~~[DEBTOR] (the “Debtor”)~~Dondeb Inc. (“Dondeb”) and the other debtors referred to at Schedule A of the order.

B. Pursuant to an Order of the Court dated ~~[DATE]~~July 28, 2014, the Court approved ~~the an~~ agreement of purchase and sale ~~made as of [DATE OF AGREEMENT] (the “Sale Agreement”)~~ between the Receiver ~~[Debtor] and [NAME OF PURCHASER] (the “Purchaser”)~~and Solera Sustainable Energies Company Limited (the “Purchaser”), dated July 8, 2014 (the “Sale Agreement”), and provided for the vesting in the Purchaser of ~~the Debtor~~Dondeb’s right, title and interest, if any, in and to the ~~Purchased Assets~~Assumed Contracts (as defined in the Sale Agreement), which vesting is to be effective with respect to the ~~Purchased Assets~~Assumed Contracts upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the ~~Purchased Assets~~Assumed Contracts; (ii) that the conditions to Closing ~~as set out in section • of the Sale Agreement~~ have been satisfied or waived by the Receiver and the Purchaser; (ii) Ontario Power Authority has consented in writing to the transfer of the Assumed Contracts; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the ~~Purchased Assets~~Assumed Contracts payable on the Closing Date pursuant to the Sale Agreement;
2. Ontario Power Authority has consented in writing to the transfer of the Assumed Contracts;
3. The conditions to Closing ~~as set out in section • of the Sale Agreement~~ have been satisfied or waived by the Receiver and the Purchaser; and
- ~~3.4.~~ The Transaction has been completed to the satisfaction of the Receiver.

4. — This Certificate was delivered by the Receiver at — ~~[TIME]~~[TIME] on
— ~~[DATE]~~[DATE].

~~[NAME OF RECEIVER]~~A. Farber &
Partners Inc., in its capacity as Receiver of the
undertaking, property and assets of
~~[DEBTOR]~~Dondeb Inc., and not in its
personal capacity

Per: _____
Name: _____
Title: _____

~~Schedule B — Purchased Assets~~

IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED AND
IN THE MATTER OF SECTION 101 OF THE COURTS OF JUSTICE ACT, R.S.O. 1990 c. C.43, AS AMENDED WITH RESPECT TO DONDEB INC. AND ALL THE
DEBTORS LISTED AT SCHEDULE “A” HERETO

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT TORONTO

APPROVAL AND VESTING ORDER
(FEED-IN-TARIFF CONTRACTS)

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~~Schedule C — Claims to be deleted and expunged from title to Real Property~~

RCP-E 4C (July 1, 2007)

**~~Schedule D—Permitted Encumbrances, Easements and Restrictive Covenants
related to the Real Property~~**

~~(unaffected by the Vesting Order)~~

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LAWYERS FOR the Receiver

RCP-E 4C (July 1, 2007)

Document comparison by Workshare Compare on Monday, July 21, 2014 2:28:56 PM

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<u>Moved to</u>	
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Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
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Padding cell	

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IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 243(1) OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C. 1985, c. B-3, AS AMENDED AND
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DEBTORS LISTED AT SCHEDULE "A" HERETO

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

PROCEEDING COMMENCED AT TORONTO

MOTION RECORD
(Motion Returnable July 28, 2014)

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