

# APPENDIX “R”

*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 January 8, 2016**

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 on 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 Order of Justice Campbell dated October 27, 2012 (the "**Receivership Order**"), the Receiver and its legal counsel were required to create Segregated Accounts (as defined therein) for each of the 24 real properties as set out on Schedule "C" to the Receivership Order (the "**Original Properties**"). A further property was discovered following the granting of the Receivership Order, which is referred to as the Scotia Road Property (and together with the Original Properties, the "**Properties**" or singularly a "**Property**") in the Seventeenth Report of the Receiver to the Court (the "**Seventeenth Report**").

3. During the course of the Receivership Proceedings, the Receiver and its legal counsel also separately recorded fees and disbursements with respect to work done in respect of two other significant assets of Dondeb, being certain feed-in-tariff contracts (the “**FIT Contracts**”) and a panelization machine located on the Prospan/Rockin Boats Property that had been transferred out of the ordinary course of business prior to the Receivership Order (the “**Panelization Machine**”).
4. 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. Further, pursuant to paragraph 18(c) of the Receivership Order, the Receiver and its counsel were to allocate the fees and disbursements with respect to work done on each of the Properties.
5. In accordance with the Receivership Order, Dentons Canada recorded its fees and expenses on a Property by Property basis.
6. Pursuant to the Order of the Honourable Justice T. McEwen, dated April 23, 2015 (the “**April 23 Order**”), the fees and expenses of Dentons Canada were approved for the following Properties for the period from June 1, 2014 to December 31, 2014: Ace Self Storage, Sussex Place/Vodden, Tudhope Manor, Orillia Independent Living and Dorset Place.
7. Pursuant to the April 23 Order, the fees and expenses of Dentons Canada were approved for the following Properties for the period from October 17, 2012 to December 31, 2014: Prospan / Rockin Boats, Remo’s Ristoranti, Barrie Business Centre, Hatch House Montessori School, Orillia Prep School, Whispering Pines, Leon’s, Lafontaine Terrace, Orillia Retirement Resident, Tim Hortons/Wendys and Scotia Road.
8. Also approved pursuant to the April 23 Order were the fees and expenses of Dentons Canada with respect to the Panelization Machine, Feed-in-Tariffs Contracts and GARE for the period from October 17, 2012 to December 31, 2014.

9. Pursuant to the Receiver's motion returnable January 20, 2016, the Receiver is seeking approval of certain of its and its counsel's fees and disbursements. With respect to Dentons Canada, the Receiver is seeking approval of the fees and expenses in respect of GARE, Prospan / Rockin Boats, Barrie Business Centre, Belleville (Pepper/Palmer), Georgian Manor Banquet Hall, Leon's, Preston Springs Gardens, Fee-in-Tariff Contracts and Scotia Road for the period from January 1, 2015 to December 31, 2015 (the "**Approval Period**") as well as approval of an estimate of the fees and expenses of Dentons Canada from January 1, 2016 to the date of discharge.
10. Pursuant to paragraph 18(a) of the Receivership Order, the Receiver and its counsel were granted a charge on the Property, as security for pre-filing fees and disbursements, in the amount of \$11,000 per Property. The Receiver and its counsel are not seeking approval of pre-filing fees and expenses at this time.
11. During the Approval Period, Dentons Canada did not perform any legal services, and therefore did not invoice the Receiver, with respect to the Panelization Machine or any of the following Properties:
  - (a) Ace Self Storage;
  - (b) Ontario St.;
  - (c) Coldwater;
  - (d) Devonshire Place;
  - (e) Remo's Restoranti;
  - (f) Orillia Retirement Residence;
  - (g) Sussex Place;
  - (h) Tim Hortons/Wendys;
  - (i) 240 Yeoman;
  - (j) Brechin;
  - (k) Hatch House Montessori School;

- (l) Orillia Prep School;
- (m) Whispering Pines;
- (n) Lafontaine Terrace;
- (o) Tudhope Manor;
- (p) Orillia Independent Living; and
- (q) Dorset Place.

### **PROSPAN / ROCKIN BOATS**

12. The Prospan / Rockin Boats Property is a piece of real property located at 51 Forest Plain Road, Oro-Medonte. The Prospan / Rockin Boats Property was owned by Dondeb and the sale of this Property was completed on March 28, 2014. Subsequently, the Receiver attended to payment arrangements and related outstanding matters.
13. During the Approval Period, Dentons Canada invoiced the Receiver for legal services performed in relation to Prospan / Rockin Boats in the amount of \$472.06. A true copy of the invoice rendered by Dentons Canada, which includes a fair and accurate description of the services provided to the Receiver with respect to Prospan / Rockin Boats, along with the hours related to such legal fees, is attached as Exhibit "A" to this my Affidavit.

### **BARRIE BUSINESS CENTRE**

14. The Barrie Business Centre Property is a piece of real property located at 92 Davidson Street, Barrie. The Barrie Business Centre Property was owned by Dondeb and the sale of this Property was completed on April 11, 2014. Subsequently, the Receiver attended to tax-related issues and other outstanding matters.
15. During the Approval Period, Dentons Canada invoiced the Receiver for legal services performed in relation to the Barrie Business Centre in the amount of \$426.86. A true copy of the invoice rendered by Dentons Canada, which includes a fair and accurate description of the services provided to the Receiver with respect to the Barrie Business

Centre, along with the hours related to such legal fees, is attached as Exhibit “B” to this my Affidavit.

**BELLEVILLE (PEPPER/PALMER)**

16. The Belleville (Pepper/Palmer) Property is a vacant parcel of land located in Belleville, Ontario. The Belleville (Pepper/Palmer) Property was owned by Dondob and the sale of this Property was completed on December 4, 2013. Subsequently, the Receiver attended to tax-related issues and other outstanding matters.
17. During the Approval Period, Dentons Canada invoiced the Receiver for legal services performed in relation to Belleville (Pepper/Palmer) in the amount of \$515.00. A true copy of the invoice rendered by Dentons Canada, which includes a fair and accurate description of the services provided to the Receiver with respect to Belleville (Pepper/Palmer), along with the hours related to such legal fees, is attached as Exhibit “C” to this my Affidavit.

**GEORGIAN MANOR BANQUET HALL**

18. The Georgian Manor Banquet Hall Property is a piece of real property located at 52 Morrow Road, Barrie. The Georgian Manor Banquet Hall Property was owned by 1267818 Ontario Ltd. and the sale of this Property was completed on March 27, 2013. Subsequently, the Receiver attended to certain outstanding matters.
19. During the Approval Period, Dentons Canada invoiced the Receiver for legal services performed in relation to the Georgian Manor Banquet Hall in the amount of \$403.13. A true copy of the invoice rendered by Dentons Canada, which includes a fair and accurate description of the services provided to the Receiver with respect to the Georgian Manor Banquet Hall, along with the hours related to such legal fees, is attached as Exhibit “D” to this my Affidavit.

**LEON'S**

20. As described in the Seventeenth Report, the Leon's Property is piece of real property located at 555 Memorial Avenue, Orillia on which is a 41,612 square foot retail store. The building is leased to a franchisee who operates a Leon's furniture store from the premises.
21. Key activities on this Property included: negotiation of an agreement of purchase and sale; negotiation and preparation of all documents related to the sale of the Leon's Property; attending to the closing of the sale and reporting to the Receiver.
22. During the Approval Period, Dentons Canada invoiced the Receiver for legal services performed in relation to Leon's in the amount of \$10,089.49. 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 Leon's, along with the hours related to such legal fees, are attached as Exhibit "E" to this my Affidavit.

**PRESTON SPRINGS GARDEN**

23. The Preston Springs Garden Property was a former retirement home located at 102-110 Fountain Street, Cambridge which was vacant and under construction at the time of the Receivership Order. The Preston Springs Garden Property was owned by Guelph Financial Corporation and the sale of this Property was completed on January 28, 2013. Subsequently, the Receiver attended to various outstanding matters.
24. During the Approval Period, Dentons Canada invoiced the Receiver for legal services performed in relation to Preston Springs Garden in the amount of \$404.54. A true copy of the invoice rendered by Dentons Canada, which includes a fair and accurate description of the services provided to the Receiver with respect to Preston Springs Garden, along with the hours related to such legal fees, is attached as Exhibit "F" to this my Affidavit.

**SCOTIA ROAD**

25. Scotia Road was a vacant piece of real property, discovered following the Receiver's appointment and located on Highway 11, at Emsdale, Ontario. The Scotia Road property was owned by 1281515 Ontario Inc.
26. Key activities on this Property included: preparation of closing books, and confirming deletion of tax arrears certificate from title to the Property.
27. During the Approval Period, Dentons Canada invoiced the Receiver for legal services performed in relation to Scotia Road, in the amount of \$325.84. A true copy of the invoice rendered by Dentons Canada, which includes a fair and accurate description of the services provided to the Receiver with respect to Scotia Road, along with the hours related to such legal fees, is attached as Exhibit "G" to this my Affidavit.

**FEED-IN-TARIFF CONTRACTS**

28. Dondeb held four FIT Contracts with the Ontario Power Authority ("OPA"). Each of the FIT Contracts provided that if Dondeb produced electricity from a specific property OPA would purchase such electricity for a certain rate for a certain period of time. The four FIT Contracts related to the Ace Self Storage & Business Centre, Barrie Business Centre, Leon's and Propsan Rockin Boats properties.
29. Monetizing the FIT Contracts was a significant challenge that required considerable structuring work and negotiations with both the prospective purchaser and the OPA as they were not readily assignable.
30. Key activities in respect of the FIT Contracts included: negotiation of various assignment agreements and consent agreements, attending to all matters relating to execution and closing issues, providing advice relating to GST/HST issues, drafting and negotiating of Hydro One agreement and reporting to the Receiver.
31. During the Approval Period, Dentons Canada invoiced the Receiver for legal services performed in relation to Feed-In-Tariffs Contracts in the amount of \$26,002.31. 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 Feed-In-Tariffs Contracts, along with the hours related to such legal fees, are attached as Exhibit “H” to this my Affidavit.

### **GARE**


32. As noted above, pursuant to the Receivership Order, GARE is to be tracked separately.
33. Because of the nature and extent of the Dondeb Group operations that preceded the Receivership Proceedings, and how it was centrally managed and controlled, there were extensive activities that could not be assigned to the individual properties and segregated accounts, but were in essence in the domain of the Head Office. Notwithstanding the inability to assign these activities to individual properties, the overall portfolio required these services to allow the receivership to proceed in an orderly basis and to monetize the assets of the Dondeb Group.
34. Activities captured as GARE include: drafting and finalizing court materials for approval and distribution motion, communications relating to various distribution scenarios, court attendance and reporting, reviewing and responding to correspondence from OSB, and reporting to the Receiver and to the Court.
35. During the Approval Period, Dentons Canada invoiced the Receiver for legal services performed in relation to GARE in the amount of \$43,633.85. 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 GARE, along with the hours related to such legal fees, are attached as Exhibit “I” to this my Affidavit.
36. A summary of Dentons Canada’s fees for the Approval Period is set out in the table below:

Property	Fees	Expenses	HST	Total
Prospan / Rockin Boats	\$ 390.00	\$ 27.75	\$ 54.31	\$ 472.06
Barrie Business Centre	324.00	53.75	49.11	426.86
Belleville (Pepper/Palmer)	448.00	7.75	59.25	515.00
Georgian Manor Banquet Hall	350.00	6.75	46.38	403.13

Property	Fees	Expenses	HST	Total
Leon's	8,583.50	350.65	1,155.34	10,089.49
Preston Springs Gardens	350.00	8.00	46.54	404.54
Scotia Road	234.00	54.35	37.49	325.84
FIT Contracts	22,779.60	231.27	2,991.44	26,002.31
GARE	38,060.00	554.00	5,019.85	43,633.85
<b>Total</b>	<b>\$71,519.10</b>	<b>\$1,294.27</b>	<b>\$9,459.71</b>	<b>\$82,273.08</b>

37. Dentons Canada's fees and disbursements for the period from January 1, 2016 up to and including the effective date of the Receiver's discharge will be calculated and billed at the firm's standard rates. Barring unforeseen circumstances, I estimate those fees and disbursements will not exceed \$10,000.00.
38. This affidavit is sworn in support of a motion approving the accounts of Dentons Canada, counsel to the Receiver, and for no other or improper purpose.

SWORN BEFORE ME at the City of )  
 Toronto, in the province of Ontario, this )  
 8th day of January, 2016 )

  
 Commissioner for Taking Affidavits, etc. )

  
 NEIL S. RABINOVITCH

Annette Melinda Fournier,  
 a Commissioner, etc., Province of  
 Ontario, for Dentons Canada LLP.  
 Barristers and Solicitors.  
 Expires September 2, 2018.

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 Neil S. Rabinovitch,  
sworn before me this *8<sup>th</sup>* day of January, 2016.

A handwritten signature in blue ink, appearing to be "J.K.", is written above a horizontal line.

Commissioner for Taking Affidavits, etc.

Annette Melinda Fournier,  
a Commissioner, etc., Province of  
Ontario, for Dentons Canada LLP.  
Barristers and Solicitors.  
Expires September 2, 2018.

Farber Financial Group  
150 York Street  
Suite 1600  
Toronto ON M5H 3S5**INVOICE # 3175394**GST/HST # R121996078  
QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
December 31, 2015	546103-000015	Neil Rabinovitch

**Farber Financial Group  
Re: ProSpan / Rockin Boats**

Professional Fees	\$	390.00
Disbursements		27.75
HST (13.0%) on \$417.75		54.31
<b>Total Amount Due</b>	<b>\$</b>	<b><u>472.06</u></b>

**Payment Options:****Cheques:**Cheques payable to Dentons Canada LLP  
and mailed to the above noted address.**Wire Transfer:**Bank of Montreal  
1st Canadian Place, Toronto, ON  
Swift Code: BOFMCAM2  
Bank ID: 001 Transit: 00022  
CAD Funds Bank Account : 0004-324**Internet Banking:**Accepted at most financial institutions. Your payee is Dentons Canada LLP and  
your account number is 546103. Please email us at  
[Edm.Accounting@dentons.com](mailto:Edm.Accounting@dentons.com) referencing invoice number and payment  
amount.**Credit Card:**Payments are accepted via telephone, email or fax. We accept  
American Express, MasterCard or Visa (please circle one).

Card No. \_\_\_\_\_

Expiry Date: \_\_\_\_\_ Amount: \_\_\_\_\_

Cardholder Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Please email us at [Tor.Accounting@dentons.com](mailto:Tor.Accounting@dentons.com) referencing invoice number and payment amount.  
Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.

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**Invoice Detail**

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TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
03-Sep-14	VB	Attending to payment arrangements for 92 Davidson FIT Sale and related NTP application outstanding matters.	0.6
		<b>Total</b>	<b>0.6</b>
<b>TOTAL PROFESSIONAL FEES</b>		<b>\$</b>	<b>390.00</b>
<b>TAXABLE DISBURSEMENTS</b>			
		Photocopy & Printing Charges	\$ 19.75
		Courier & Delivery	8.00
<b>TOTAL TAXABLE DISBURSEMENTS</b>		<b>\$</b>	<b>27.75</b>
<b>TOTAL DISBURSEMENTS</b>			<u><b>27.75</b></u>
<b>TOTAL FEES AND DISBURSEMENTS</b>		<b>\$</b>	<b>417.75</b>
<b>TAXES</b>			
		HST (13.0%) on Professional Fees of \$390.00	\$ 50.70
		HST (13.0%) on Taxable Disbursements of \$27.75	3.61
<b>TOTAL TAXES</b>			<u><b>54.31</b></u>
<b>TOTAL AMOUNT DUE</b>		<b>\$</b>	<u><u><b>472.06</b></u></u>

Exhibit "B" to the Affidavit of Neil S. Rabinovitch,  
sworn before me this *7th* day of January, 2016.



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Commissioner for Taking Affidavits, etc.

Annette Melinda Fournier,  
a Commissioner, etc., Province of  
Ontario, for Dentons Canada LLP.  
Barristers and Solicitors.  
Expires September 2, 2018.

Farber Financial Group  
150 York Street  
Suite 1600  
Toronto ON M5H 3S5**INVOICE # 3175395**GST/HST # R121996078  
QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
December 31, 2015	546103-000019	Neil Rabinovitch

**Farber Financial Group  
Re: Barrie Business Center**

Professional Fees	\$	324.00
Disbursements		53.75
HST (13.0%) on \$377.75		49.11
<b>Total Amount Due</b>	<b>\$</b>	<b><u>426.86</u></b>

<b>Payment Options:</b>	
<p><b><u>Cheques:</u></b> Cheques payable to Dentons Canada LLP and mailed to the above noted address.</p> <p><b><u>Wire Transfer:</u></b> Bank of Montreal 1st Canadian Place, Toronto, ON Swift Code: BOFMCAM2 Bank ID: 001 Transit: 00022 CAD Funds Bank Account : 0004-324</p>	<p><b><u>Internet Banking:</u></b> Accepted at most financial institutions. Your payee is Dentons Canada LLP and your account number is 546103. Please email us at <a href="mailto:Edm.Accounting@dentons.com">Edm.Accounting@dentons.com</a> referencing invoice number and payment amount.</p> <p><b><u>Credit Card:</u></b> Payments are accepted via telephone, email or fax. We accept American Express, MasterCard or Visa (please circle one). Card No. _____ Expiry Date: _____ Amount: _____ Cardholder Name: _____ Signature: _____</p>
<p align="center">Please email us at <a href="mailto:Tor.Accounting@dentons.com">Tor.Accounting@dentons.com</a> referencing invoice number and payment amount. Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.</p>	



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**Invoice Detail**

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TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
13-Jul-14	RM	Review of file to answer tax question from Rob Gallop regarding parcel in the name of Melvyn Dancy.	0.5
14-Jul-14	RM	Correspondence with Rob Gallop regarding parcel in the name of Melvyn Dancy.	0.4
		<b>Total</b>	<b>0.9</b>

**TOTAL PROFESSIONAL FEES** \$ 324.00

**TAXABLE DISBURSEMENTS**

Computerized Title Search	\$ 33.00
Conference Call charges	5.75
Photocopy & Printing Charges	15.00
<b>TOTAL TAXABLE DISBURSEMENTS</b>	<b>\$ 53.75</b>

**TOTAL DISBURSEMENTS** 53.75

**TOTAL FEES AND DISBURSEMENTS** \$ 377.75

**TAXES**

HST (13.0%) on Professional Fees of \$324.00	\$ 42.12
HST (13.0%) on Taxable Disbursements of \$53.75	6.99

**TOTAL TAXES** 49.11

**TOTAL AMOUNT DUE** \$ 426.86

Exhibit "C" to the Affidavit of Neil S. Rabinovitch,  
sworn before me this 8<sup>th</sup> day of January, 2016.



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Commissioner for Taking Affidavits, etc.

Annette Melinda Fournier,  
a Commissioner, etc., Province of  
Ontario, for Dentons Canada LLP.  
Barristers and Solicitors.  
Expires September 2, 2018.

Farber Financial Group  
150 York Street  
Suite 1600  
Toronto ON M5H 3S5**INVOICE # 3175396**GST/HST # R121996078  
QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
December 31, 2015	546103-000025	Neil Rabinovitch

**Farber Financial Group  
Re: Belleville (Pepper/Palmer)**

Professional Fees	\$	448.00
Disbursements		7.75
HST (13.0%) on \$455.75		59.25
<b>Total Amount Due</b>	<b>\$</b>	<b><u>515.00</u></b>

<b>Payment Options:</b>	
<p><b><u>Cheques:</u></b> Cheques payable to Dentons Canada LLP and mailed to the above noted address.</p> <p><b><u>Wire Transfer:</u></b> Bank of Montreal 1st Canadian Place, Toronto, ON Swift Code: BOFMCAM2 Bank ID: 001 Transit: 00022 CAD Funds Bank Account : 0004-324</p>	<p><b><u>Internet Banking:</u></b> Accepted at most financial institutions. Your payee is Dentons Canada LLP and your account number is 546103. Please email us at <a href="mailto:Edm.Accounting@dentons.com">Edm.Accounting@dentons.com</a> referencing invoice number and payment amount.</p> <p><b><u>Credit Card:</u></b> Payments are accepted via telephone, email or fax. We accept American Express, MasterCard or Visa (please circle one). Card No. _____ Expiry Date: _____ Amount: _____ Cardholder Name: _____ Signature: _____</p>
<p align="center">Please email us at <a href="mailto:Tor.Accounting@dentons.com">Tor.Accounting@dentons.com</a> referencing invoice number and payment amount. Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.</p>	

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**Invoice Detail**

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TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
19-Jun-15	AG	Reviewing e-mail in respect of HST inquiry. Research regarding same and e-mail to Neil Rabinovitch to provide preliminary answer.	0.6
22-Jun-15	AG	Confirming HST advice with Neil Rabinovitch.	0.2
		<b>Total</b>	<b>0.8</b>

**TOTAL PROFESSIONAL FEES** \$ 448.00

**TAXABLE DISBURSEMENTS**

Photocopy & Printing Charges \$ 7.75  
**TOTAL TAXABLE DISBURSEMENTS** \$ 7.75

**TOTAL DISBURSEMENTS** 7.75

**TOTAL FEES AND DISBURSEMENTS** \$ 455.75

**TAXES**

HST (13.0%) on Professional Fees of \$448.00 \$ 58.24  
HST (13.0%) on Taxable Disbursements of \$7.75 1.01

**TOTAL TAXES** 59.25

**TOTAL AMOUNT DUE** \$ 515.00

Exhibit "D" to the Affidavit of Neil S. Rabinovitch,  
sworn before me this 8<sup>th</sup> day of January, 2016.



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Commissioner for Taking Affidavits, etc.  
Annette Melinda Fournier,  
a Commissioner, etc., Province of  
Ontario, for Dentons Canada LLP.  
Barristers and Solicitors.  
Expires September 2, 2018.

Farber Financial Group  
150 York Street  
Suite 1600  
Toronto ON M5H 3S5**INVOICE # 3175397**GST/HST # R121996078  
QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
December 31, 2015	546103-000027	Neil Rabinovitch

**Farber Financial Group  
Re: Georgian Manor Banquet Hall**

Professional Fees	\$	350.00
Disbursements		6.75
HST (13.0%) on \$356.75		46.38
<b>Total Amount Due</b>	<b>\$</b>	<b><u>403.13</u></b>

<b>Payment Options:</b>	
<p><b><u>Cheques:</u></b> Cheques payable to Dentons Canada LLP and mailed to the above noted address.</p> <p><b><u>Wire Transfer:</u></b> Bank of Montreal 1st Canadian Place, Toronto, ON Swift Code: BOFMCAM2 Bank ID: 001 Transit: 00022 CAD Funds Bank Account : 0004-324</p>	<p><b><u>Internet Banking:</u></b> Accepted at most financial institutions. Your payee is Dentons Canada LLP and your account number is 546103. Please email us at <a href="mailto:Edm.Accounting@dentons.com">Edm.Accounting@dentons.com</a> referencing invoice number and payment amount.</p> <p><b><u>Credit Card:</u></b> Payments are accepted via telephone, email or fax. We accept American Express, MasterCard or Visa (please circle one). Card No. _____ Expiry Date: _____ Amount: _____ Cardholder Name: _____ Signature: _____</p>
<p align="center">Please email us at <a href="mailto:Tor.Accounting@dentons.com">Tor.Accounting@dentons.com</a> referencing invoice number and payment amount. Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.</p>	

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**Invoice Detail**

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TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
28-Jul-14	NSR	Preparation for motion, meeting with Hylton Levy and attend motion	0.5
		<b>Total</b>	<b>0.5</b>

**TOTAL PROFESSIONAL FEES** \$ 350.00

**TAXABLE DISBURSEMENTS**

Photocopy & Printing Charges	\$ 6.75
<b>TOTAL TAXABLE DISBURSEMENTS</b>	<b>\$ 6.75</b>

**TOTAL DISBURSEMENTS** 6.75

**TOTAL FEES AND DISBURSEMENTS** \$ 356.75

**TAXES**

HST (13.0%) on Professional Fees of \$350.00	\$ 45.50
HST (13.0%) on Taxable Disbursements of \$6.75	0.88

**TOTAL TAXES** 46.38

**TOTAL AMOUNT DUE** \$ 403.13

Exhibit "E" to the Affidavit of Neil S. Rabinovitch,  
sworn before me this *5<sup>th</sup>* day of January, 2016.



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Commissioner for Taking Affidavits, etc.  
Annette Melinda Foubler,  
a Commissioner, etc., Province of  
Ontario, for Dentons Canada LLP.  
Barristers and Solicitors.  
Expires September 2, 2018.





Dentons Canada LLP  
 77 King Street West, Suite 400  
 Toronto-Dominion Centre  
 Toronto, ON, Canada M5K 0A1

Salans FMC SNR Denton  
 dentons.com

T 416 863 4511  
 F 416 863 4592

Farber Financial Group  
 150 York Street  
 Suite 1600  
 Toronto ON M5H 3S5

**INVOICE # 3108587**

GST/HST # R121996078  
 QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
January 31, 2015	546103-000033	Neil Rabinovitch

**Farber Financial Group**  
**Re: Leon's**

Professional Fees	\$	865.00
Disbursements		0.50
HST (13.0%) on \$865.50		112.52
<b>Total Amount Due</b>	<b>\$</b>	<b><u>978.02</u></b>

<b>Payment Options:</b>	
<p><b><u>Cheques:</u></b>            Cheques payable to Dentons Canada LLP and mailed to the above noted address.</p> <p><b><u>Wire Transfer:</u></b>            Bank of Montreal            1st Canadian Place, Toronto, ON            Swift Code: BOFMCAM2            Bank ID: 001 Transit: 00022            CAD Funds Bank Account : 0004-324</p>	<p><b><u>Internet Banking:</u></b>            Accepted at most financial institutions. Your payee is Dentons Canada LLP and your account number is 546103. Please email us at <a href="mailto:Edm.Accounting@dentons.com">Edm.Accounting@dentons.com</a> referencing invoice number and payment amount.</p> <p><b><u>Credit Card:</u></b>            Payments are accepted via telephone, email or fax. We accept American Express, MasterCard or Visa (please circle one).            Card No. _____            Expiry Date: _____ Amount: _____            Cardholder Name: _____            Signature: _____</p>
<p>Please email us at <a href="mailto:Tor.Accounting@dentons.com">Tor.Accounting@dentons.com</a> referencing invoice number and payment amount.            Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.</p>	

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**Invoice Detail**

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TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
07-Jul-14	NSR	Call with Hylton Levy.	0.1
25-Aug-14	NSR	Call with Hylton Levy	0.1
16-Jan-15	NSR	Call with Harry Fogul re: offer	0.1
21-Jan-15	NSR	Review of offer and e-mail from Harry Fogul	0.2
26-Jan-15	NSR	Review offer	0.2
27-Jan-15	NSR	Call with Harry Fogul and Hylton Levy	0.5
		<b>Total</b>	<b>1.2</b>

**TOTAL PROFESSIONAL FEES** \$ 865.00

**TAXABLE DISBURSEMENTS**

Photocopy & Printing Charges	\$ 0.50
<b>TOTAL TAXABLE DISBURSEMENTS</b>	<b>\$ 0.50</b>

**TOTAL DISBURSEMENTS** 0.50

**TOTAL FEES AND DISBURSEMENTS** \$ 865.50

**TAXES**

HST (13.0%) on Professional Fees of \$865.00	\$ 112.45
HST (13.0%) on Taxable Disbursements of \$0.50	<u>0.07</u>

**TOTAL TAXES** 112.52

**TOTAL AMOUNT DUE** \$ 978.02

Farber Financial Group  
150 York Street  
Suite 1600  
Toronto ON M5H 3S5**INVOICE # 3131810**GST/HST # R121996078  
QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
May 31, 2015	546103-000033	Neil Rabinovitch

**Farber Financial Group  
Re: Leon's**

Professional Fees	\$	7,718.50
Disbursements		350.15
HST (13.0%) on \$8,021.65		1,042.82
<b>Total Amount Due</b>	<b>\$</b>	<b><u>9,111.47</u></b>

**Payment Options:****Cheques:**Cheques payable to Dentons Canada LLP  
and mailed to the above noted address.**Wire Transfer:**Bank of Montreal  
1st Canadian Place, Toronto, ON  
Swift Code: BOFMCAM2  
Bank ID: 001 Transit: 00022  
CAD Funds Bank Account : 0004-324**Internet Banking:**Accepted at most financial institutions. Your payee is Dentons Canada LLP and  
your account number is 546103. Please email us at  
[Edm.Accounting@dentons.com](mailto:Edm.Accounting@dentons.com) referencing invoice number and payment  
amount.**Credit Card:**Payments are accepted via telephone, email or fax. We accept  
American Express, MasterCard or Visa (please circle one).

Card No. \_\_\_\_\_

Expiry Date: \_\_\_\_\_ Amount: \_\_\_\_\_

Cardholder Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Please email us at [Tor.Accounting@dentons.com](mailto:Tor.Accounting@dentons.com) referencing invoice number and payment amount.

Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.

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**Invoice Detail**

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TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
13-Mar-15	NSR	E-mail and call with Hylton Levy re: potential offer	0.1
28-Apr-15	RM	Review of purchase agreement and call with Jane Dietrich to discuss file.	1.0
01-May-15	RV	Review agreement of purchase and sale and initial procedures.	0.8
04-May-15	RV	Meeting with Ryan Maynard briefing regarding transaction. Update documentation. Prepare document list.	1.8
04-May-15	RM	Meeting with Rina Van Kooten to discuss file and drafting closing documents. Call with purchaser's lawyer on status of closing. Call with Robert Gallop on statement of adjustments.	0.7
05-May-15	RV	Obtain information for Statement of Adjustments. Review draft documents.	0.6
05-May-15	RM	Reviewing draft closing documents and closing agenda.	1.0
06-May-15	RV	Preparation of electronic documentation.	1.4
06-May-15	RM	Finalizing draft closing documents and sending to purchaser's solicitor for their review. Correspondence with Robert Gallop re statement of adjustments.	2.5
07-May-15	RV	Prepare initial draft of statement of adjustments.	0.3
07-May-15	RM	Call with Purchaser's lawyer on status of closing.	0.2
08-May-15	NSR	E-mails with Ryan Maynard, call with Ryan Maynard	0.2
08-May-15	RM	Attending to the extension of the Closing Date.	0.4
12-May-15	RM	Correspondence with Purchaser's solicitor re status of closing documents and potential extension.	0.4
14-May-15	RM	Correspondence re extension and confirming extension.	0.2
15-May-15	RM	Correspondence with Purchaser's solicitor re closing documents.	0.1
19-May-15	RM	Correspondence re extension of closing date.	0.4
20-May-15	RV	Receive and review emails and record extension of closing date.	0.1
20-May-15	RM	Correspondence with Purchaser's lawyer re closing and settling the statement of adjustments.	1.0
21-May-15	RV	Request, receive and review assumption statement and finalize statement of adjustments. Finalize documents and forward to client for signing.	2.2
21-May-15	NSR	Review assumption agreement and e-mail with Hylton Levy	0.2
21-May-15	RM	Correspondence with Purchaser's solicitor re closing. Sending closing documents for signing, finalizing statement of adjustments.	1.5
22-May-15	RV	Receive, review and respond to emails regarding status of documentation and revision of statement of adjustment matters.	0.3

Date	ID	Description of Work	Hours
22-May-15	RM	Attending to the closing and extension.	1.0
25-May-15	RV	Deal with funding and all related telephone calls and correspondence. Receive and review documentation to finalize closing. Telephone call to Ms. Dietrick regarding filing of Receiver's Certificate and letter forwarding documentation.	1.3
25-May-15	MC	Made a delivery for the Research Department.	0.4
26-May-15	RV	Confirmed receipt of funds and related telephone calls and correspondence.	0.2
26-May-15	RV	Compile information for report.	0.2
		<b>Total</b>	<b>20.5</b>

**TOTAL PROFESSIONAL FEES** \$ 7,718.50

**TAXABLE DISBURSEMENTS**

Computerized Title Search	\$ 158.00
Conference Call charges	1.39
Courier & Delivery	26.31
Long Distance Telephone Calls	12.45
Photocopy & Printing Charges	105.00
<b>TOTAL TAXABLE DISBURSEMENTS</b>	<b>\$ 303.15</b>

**NON-TAXABLE DISBURSEMENTS**

Tax Certificate / Search*	\$ 47.00
<b>TOTAL NON-TAXABLE DISBURSEMENTS</b>	<b>\$ 47.00</b>

**TOTAL DISBURSEMENTS** 350.15

**TOTAL FEES AND DISBURSEMENTS** \$ 8,068.65

**TAXES**

HST (13.0%) on Professional Fees of \$7,718.50	\$ 1,003.41
HST (13.0%) on Taxable Disbursements of \$303.15	39.41
<b>TOTAL TAXES</b>	<b><u>1,042.82</u></b>

**TOTAL AMOUNT DUE** \$ 9,111.47

Exhibit "F" to the Affidavit of Neil S. Rabinovitch,  
sworn before me this 8<sup>th</sup> day of January, 2016.



Commissioner for Taking Affidavits, etc.  
Annette Melinda Fournier,  
a Commissioner, etc., Province of  
Ontario, for Dentons Canada LLP,  
Barristers and Solicitors.  
Expires September 2, 2018.

Farber Financial Group  
150 York Street  
Suite 1600  
Toronto ON M5H 3S5**INVOICE # 3175398**GST/HST # R121996078  
QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
December 31, 2015	546103-000034	Neil Rabinovitch

**Farber Financial Group  
Re: Preston Springs Gardens**

Professional Fees	\$	350.00
Disbursements		8.00
HST (13.0%) on \$358.00		46.54
<b>Total Amount Due</b>	<b>\$</b>	<b><u>404.54</u></b>

<b>Payment Options:</b>	
<p><b><u>Cheques:</u></b> Cheques payable to Dentons Canada LLP and mailed to the above noted address.</p>	<p><b><u>Internet Banking:</u></b> Accepted at most financial institutions. Your payee is Dentons Canada LLP and your account number is 546103. Please email us at <a href="mailto:Edm.Accounting@dentons.com">Edm.Accounting@dentons.com</a> referencing invoice number and payment amount.</p>
<p><b><u>Wire Transfer:</u></b> Bank of Montreal 1st Canadian Place, Toronto, ON Swift Code: BOFMCAM2 Bank ID: 001 Transit: 00022 CAD Funds Bank Account : 0004-324</p>	<p><b><u>Credit Card:</u></b> Payments are accepted via telephone, email or fax. We accept American Express, MasterCard or Visa (please circle one). Card No. _____ Expiry Date: _____ Amount: _____ Cardholder Name: _____ Signature: _____</p>
<p align="center">Please email us at <a href="mailto:Tor.Accounting@dentons.com">Tor.Accounting@dentons.com</a> referencing invoice number and payment amount. Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.</p>	

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**Invoice Detail**

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TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
28-Jul-14	NSR	Preparation for motion, meeting with Hylton Levy and attend motion	0.5
		<b>Total</b>	<b>0.5</b>

**TOTAL PROFESSIONAL FEES** \$ **350.00**

**TAXABLE DISBURSEMENTS**

Photocopy & Printing Charges	\$ 8.00
<b>TOTAL TAXABLE DISBURSEMENTS</b>	<b>\$ 8.00</b>

**TOTAL DISBURSEMENTS** 8.00

**TOTAL FEES AND DISBURSEMENTS** \$ **358.00**

**TAXES**

HST (13.0%) on Professional Fees of \$350.00	\$ 45.50
HST (13.0%) on Taxable Disbursements of \$8.00	1.04

**TOTAL TAXES** 46.54

**TOTAL AMOUNT DUE** \$ 404.54



Exhibit "G" to the Affidavit of Neil S. Rabinovitch,  
sworn before me this *24th* day of January, 2016.



---

Commissioner for Taking Affidavits, etc.

Annette Melinda Fournier,  
a Commissioner, etc., Province of  
Ontario, for Dentons Canada LLP.  
Barristers and Solicitors.  
Expires ~~September 2~~, 2018.

Farber Financial Group  
150 York Street  
Suite 1600  
Toronto ON M5H 3S5**INVOICE # 3151158**GST/HST # R121996078  
QST # 1086862448 TQ 0001

Attention: Alan Farber

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
August 31, 2015	546103-000037	Neil Rabinovitch

**Farber Financial Group**  
**Re: Receivership of Scotia Road, Emsdale**

Professional Fees	\$ 234.00
Disbursements	54.35
HST (13.0%) on \$288.35	37.49
<b>Total Amount Due</b>	<b><u>\$ 325.84</u></b>

<b>Payment Options:</b>	
<p><b><u>Cheques:</u></b> Cheques payable to Dentons Canada LLP and mailed to the above noted address.</p> <p><b><u>Wire Transfer:</u></b> Bank of Montreal 1st Canadian Place, Toronto, ON Swift Code: BOFMCAM2 Bank ID: 001 Transit: 00022 CAD Funds Bank Account : 0004-324</p>	<p><b><u>Internet Banking:</u></b> Accepted at most financial institutions. Your payee is Dentons Canada LLP and your account number is 546103. Please email us at <a href="mailto:Edm.Accounting@dentons.com">Edm.Accounting@dentons.com</a> referencing invoice number and payment amount.</p> <p><b><u>Credit Card:</u></b> Payments are accepted via telephone, email or fax. We accept American Express, MasterCard or Visa (please circle one). Card No. _____ Expiry Date: _____ Amount: _____ Cardholder Name: _____ Signature: _____</p>
<p>Please email us at <a href="mailto:Tor.Accounting@dentons.com">Tor.Accounting@dentons.com</a> referencing invoice number and payment amount. Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.</p>	

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**Invoice Detail**

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TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
04-Apr-14	FAC	Prepare and compile closing documents. Forward final report to client.	0.7
11-Apr-14	FAC	Receive copy of deletion of tax arrears certificate from Tax Department and forward to Purchaser's solicitor in satisfaction of Undertaking.	0.2
		<b>Total</b>	<b>0.9</b>

**TOTAL PROFESSIONAL FEES** \$ 234.00

**TAXABLE DISBURSEMENTS**

Computerized Title Search	\$ 3.00
Courier & Delivery	48.85
Photocopy & Printing Charges	2.50
<b>TOTAL TAXABLE DISBURSEMENTS</b>	<b>\$ 54.35</b>

**TOTAL DISBURSEMENTS** 54.35

**TOTAL FEES AND DISBURSEMENTS** \$ 288.35

**TAXES**

HST (13.0%) on Professional Fees of \$234.00	\$ 30.42
HST (13.0%) on Taxable Disbursements of \$54.35	7.07
	<u>37.49</u>

**TOTAL TAXES** 37.49

**TOTAL AMOUNT DUE** \$ 325.84

Exhibit “H” to the Affidavit of Neil S. Rabinovitch,  
sworn before me this 8<sup>th</sup> day of January, 2016.



Commissioner for Taking Affidavits, etc.

Annette Melinda Fournier,  
a Commissioner, etc., Province of  
Ontario, for Dentons Canada LLP.  
Barristers and Solicitors.  
Expires September 2, 2018.

Farber Financial Group  
150 York Street  
Suite 1600  
Toronto ON M5H 3S5**INVOICE # 3108591**GST/HST # R121996078  
QST # 1086862448 TQ.0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
January 31, 2015	546103-000036	Neil Rabinovitch

**Farber Financial Group  
Re: Feed-in-Tariff Contracts**

Professional Fees	\$	7,720.00
Disbursements		44.50
HST (13.0%) on \$7,764.50		1,009.39
<b>Total Amount Due</b>	<b>\$</b>	<b><u>8,773.89</u></b>

**Payment Options:****Cheques:**Cheques payable to Dentons Canada LLP  
and mailed to the above noted address.**Wire Transfer:**Bank of Montreal  
1st Canadian Place, Toronto, ON  
Swift Code: BOFMCAM2  
Bank ID: 001 Transit: 00022  
CAD Funds Bank Account : 0004-324**Internet Banking:**Accepted at most financial institutions. Your payee is Dentons Canada LLP and  
your account number is 546103. Please email us at  
[Edm.Accounting@dentons.com](mailto:Edm.Accounting@dentons.com) referencing invoice number and payment  
amount.**Credit Card:**Payments are accepted via telephone, email or fax. We accept  
American Express, MasterCard or Visa (please circle one).

Card No. \_\_\_\_\_

Expiry Date: \_\_\_\_\_ Amount: \_\_\_\_\_

Cardholder Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Please email us at [Tor.Accounting@dentons.com](mailto:Tor.Accounting@dentons.com) referencing invoice number and payment amount.

Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.

**Invoice Detail**

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
07-Jan-15	VB	Responding to clarification request for 92 Davidson COD declaration.	0.1
08-Jan-15	JIB	Reviewing documentation. Providing to the OPA. Corresponding with client.	0.2
09-Jan-15	VB	Further work on clarifications requested by OPA on 92 Davidson COD request.	0.2
20-Jan-15	VB	Responding to further request for clarification on 61 Forest Plains COD declaration.	0.4
20-Jan-15	JIB	Revising COD submission. Providing to OPA. Discussing internally.	0.3
26-Jan-15	NSR	Call with Hylton Levy, Paul Denton, Jane Dietrich, Vivek Bakshi	0.6
26-Jan-15	VB	Conference call to discuss status of COD declaration and next steps. Speaking to OPA to determine status.	0.9
27-Jan-15	NSR	Call with Robb English re: assignments of FIT	0.2
27-Jan-15	VB	Review of COD declarations. Considering documents required for receipt of assignment consent. Arranging for preparation of the same.	1.2
27-Jan-15	NS	Drafting the OPA s.15.5(a) assignment agreements for each of Solera and Chippewas. Email to Vivek Bakshi on same.	1.5
28-Jan-15	VB	Preparation of materials for assignment of FIT Contracts. Conference call with Robb English on the same. Liaising with purchasers to commence preparation of assignment materials.	3.9
28-Jan-15	NS	Meeting with Vivek Bakshi to discuss the OPA form compared to the IESO form. Drafting the consent agreement for FIT contract 1960 (IESO form). Email to Vivek Bakshi on same.	2.0
29-Jan-15	VB	Preparing revised draft of assignment agreement based on revised form received from OPA. Sending draft to Robb English.	1.5
30-Jan-15	VB	Correspondence with Robb English regarding form of assignment agreements.	0.1
		<b>Total</b>	<b>13.1</b>

**TOTAL PROFESSIONAL FEES** \$ **7,720.00**

**TAXABLE DISBURSEMENTS**

Photocopy & Printing Charges \$ 44.50  
**TOTAL TAXABLE DISBURSEMENTS** \$ **44.50**

**TOTAL DISBURSEMENTS** 44.50

**TOTAL FEES AND DISBURSEMENTS** \$ **7,764.50**

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**TAXES**

HST (13.0%) on Professional Fees of \$7,720.00	\$ 1,003.60
HST (13.0%) on Taxable Disbursements of \$44.50	<u>5.79</u>

**TOTAL TAXES** **1,009.39**

**TOTAL AMOUNT DUE** **\$ 8,773.89**



Dentons Canada LLP  
 77 King Street West, Suite 400  
 Toronto-Dominion Centre  
 Toronto, ON, Canada M5K 0A1

Safans FMC SNR Denton  
 dentons.com

T 416 863 4511  
 F 416 863 4592

Farber Financial Group  
 150 York Street  
 Suite 1600  
 Toronto ON M5H 3S5

**INVOICE # 3113979**

GST/HST # R121996078  
 QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
February 28, 2015	546103-000036	Neil Rabinovitch

**Farber Financial Group**  
**Re: Feed-in-Tariff Contracts**

Professional Fees	\$ 2,587.00
Disbursements	100.75
HST (13.0%) on \$2,687.75	349.41
<b>Total Amount Due</b>	<b><u>\$ 3,037.16</u></b>

<b>Payment Options:</b>	
<p><b><u>Cheques:</u></b>            Cheques payable to Dentons Canada LLP and mailed to the above noted address.</p>	<p><b><u>Internet Banking:</u></b>            Accepted at most financial institutions. Your payee is Dentons Canada LLP and your account number is 546103. Please email us at <a href="mailto:Edm.Accounting@dentons.com">Edm.Accounting@dentons.com</a> referencing invoice number and payment amount.</p>
<p><b><u>Wire Transfer:</u></b>            Bank of Montreal            1st Canadian Place, Toronto, ON            Swift Code: BOFMCAM2            Bank ID: 001 Transit: 00022            CAD Funds Bank Account : 0004-324</p>	<p><b><u>Credit Card:</u></b>            Payments are accepted via telephone, email or fax. We accept American Express, MasterCard or Visa (please circle one).            Card No. _____            Expiry Date: _____ Amount: _____            Cardholder Name: _____            Signature: _____</p>
<p>Please email us at <a href="mailto:Tor.Accounting@dentons.com">Tor.Accounting@dentons.com</a> referencing invoice number and payment amount.            Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.</p>	



**Invoice Detail**

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
05-Feb-15	NS	Drafting the Solera consent agreement. Meeting with Vivek Bakshi to discuss same.	0.8
11-Feb-15	NS	Finalizing the execution version of the Solera and Chippewas consent agreements. Drafting emails to Vivek Bakshi on same.	0.6
19-Feb-15	NS	Assisting Vivek Bakshi with the Solera and Chippewas assignment agreements. Reviewing execution copy of the Solera agreement and amending same. Coordinating signing arrangements and delivery of same.	2.1
19-Feb-15	JP	Reviewing and updating documents for Natasha Singh, attending client's office to obtain signatures.	0.9
20-Feb-15	NS	Telephone call with Vivek Bakshi regarding Solera consent agreement. Running blackline of Solera consent agreement for Robb English's review. Meeting with Jennifer Poole regarding delivery of Solera Agreement. Drafting receipt regarding cheque delivery.	0.9
20-Feb-15	JP	Attending client's office to obtain signatures, review of documents with Natasha Singh, delivery of documents and cheque to Aird and Berlis.	0.8
24-Feb-15	AG	Voicemail from Julie Bedford regarding GST query. Research regarding same.	0.2
26-Feb-15	NS	Arranging for delivery of the Solera Agreement signature pages.	0.3
26-Feb-15	JP	Delivering executed documents to Aird and Berlis.	0.4
27-Feb-15	NS	Meeting with Vivek Bakshi regarding Solera agreement and original signature pages. Meeting with Jennifer Poole regarding delivery of same. Email to Aird and Berlis regarding document status. Email to Hylton Levy to make arrangements for signing of Solera consent agreements and assumption agreement.	0.5
		<b>Total</b>	<b>7.5</b>

**TOTAL PROFESSIONAL FEES** \$ **2,587.00**

**TAXABLE DISBURSEMENTS**

Photocopy & Printing Charges	\$ 100.75
<b>TOTAL TAXABLE DISBURSEMENTS</b>	<b>\$ 100.75</b>

**TOTAL DISBURSEMENTS** 100.75

**TOTAL FEES AND DISBURSEMENTS** \$ **2,687.75**

**TAXES**

HST (13.0%) on Professional Fees of \$2,587.00	\$ 336.31
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DENTONS CANADA LLP  
Farber Financial Group  
Re: Feed-in-Tariff Contracts

INVOICE 3113979  
Page 3 of 3  
Matter # 546103-000036

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HST (13.0%) on Taxable Disbursements of \$100.75	13.10
<b>TOTAL TAXES</b>	<b><u>349.41</u></b>
<b>TOTAL AMOUNT DUE</b>	<b><u>\$ 3,037.16</u></b>



Dentons Canada LLP  
 77 King Street West, Suite 400  
 Toronto-Dominion Centre  
 Toronto, ON, Canada M5K 0A1

Salans FMC SNR Denton  
 dentons.com

T 416 863 4511  
 F 416 863 4592

Farber Financial Group  
 150 York Street  
 Suite 1600  
 Toronto ON M5H 3S5

**INVOICE # 3119419**

GST/HST # R121996078  
 QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
March 31, 2015	546103-000036	Neil Rabinovitch

**Farber Financial Group  
 Re: Feed-in-Tariff Contracts**

Professional Fees	\$	6,852.50
Less: Discount		<u>(3,352.40)</u>
Net Professional Fees	\$	3,500.10
Disbursements		53.27
HST (13.0%) on \$3,553.37		<u>461.94</u>
<b>Total Amount Due</b>	<b>\$</b>	<b><u>4,015.31</u></b>

<b>Payment Options:</b>	
<p><b><u>Cheques:</u></b>            Cheques payable to Dentons Canada LLP and mailed to the above noted address.</p>	<p><b><u>Internet Banking:</u></b>            Accepted at most financial institutions. Your payee is Dentons Canada LLP and your account number is 546103. Please email us at <a href="mailto:Edm.Accounting@dentons.com">Edm.Accounting@dentons.com</a> referencing invoice number and payment amount.</p>
<p><b><u>Wire Transfer:</u></b>            Bank of Montreal            1st Canadian Place, Toronto, ON            Swift Code: BOFMCAM2            Bank ID: 001 Transit: 00022            CAD Funds Bank Account : 0004-324</p>	<p><b><u>Credit Card:</u></b>            Payments are accepted via telephone, email or fax. We accept American Express, MasterCard or Visa (please circle one).            Card No. _____            Expiry Date: _____ Amount: _____            Cardholder Name: _____            Signature: _____</p>
<p>Please email us at <a href="mailto:Tor.Accounting@dentons.com">Tor.Accounting@dentons.com</a> referencing invoice number and payment amount.            Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.</p>	

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**Invoice Detail**

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TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
05-Feb-15	VB	Review and comment on consent to assignment agreement for 92 Davidson and 61 Forest Plains.	0.6
06-Feb-15	VB	Further work finalising comments to consent agreement for the two FIT Contracts.	0.8
09-Feb-15	VB	Finalising forms of consent agreement. Review and finalising domestic content report for 92 Davidson and submitting to IESO.	0.6
11-Feb-15	VB	Performing final checks on IESO consents and dispatching to Solera and Rama for final execution. Discussion relating to closing of transactions in relation to the same.	0.6
19-Feb-15	VB	Review of form of consent signed by Solera and considering workaround to use same copy for execution purposes. Correspondence with Aird and Berlis generally on execution mechanics.	0.2
20-Feb-15	VB	Correspondence with Robb English regarding need to reexecute the Solera consent.	0.1
24-Feb-15	VB	Further work in connection with closing mechanics for 92 Davidson transaction following receipt of fully executed form of consent from IESO. Follow up regarding 61 Forest consent to be signed and returned by Rama.	0.4
24-Feb-15	JIB	Reviewing Purchase Agreement and Consent to Assignment. Determining steps to close assignment transaction.	0.7
26-Feb-15	JIB	Drafting assignment and assumption agreement. Discussing tax matters.	0.5
27-Feb-15	VB	Review of form of assignment and assumption agreement for Solera and correspondence on the same.	0.2
02-Mar-15	NS	Arranging for signing with Hylton Levy of Farber.	0.1
03-Mar-15	NS	Telephone call with Vivek Bakshi. Assembling the executed assumption assignment agreement and the consent agreement. Email to Solera Sustainable Energies, including executed copies of the assignment and assumption agreement, consent agreement and notice to proceed.	0.7
10-Mar-15	JP	Obtaining signatures for termination agreements and delivering receipts.	0.8
10-Mar-15	NS	Arranging for Termination Agreement re: FIT contract F-001961-SPV-130-502 to be executed.	0.3
13-Mar-15	NS	Meeting with Vivek Bakshi to discuss required notice letter under the Solera consent agreement. Drafting notice letter. Email to Vivek Bakshi on same.	1.9
15-Mar-15	NS	Drafting the Chippewas assignment and assumption agreement.	0.5
17-Mar-15	NS	Drafting the Chippewas assignment and assumption agreement. Email	6.0

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
		to Vivek Bakshi on same including inquiry on HONI approval. Reviewing the purchase agreement dated March 2014.	
18-Mar-15	NS	Email to Chris Oliver regarding execution of the Chippewas assignment and assumption agreement. Email to Jon Pinkus to arrange for execution of same by Hylton Levy.	0.3
19-Mar-15	NS	Email to Hylton Levy regarding execution of the Chippewas assignment and assumption agreement.	0.2
		<b>Total</b>	<b>15.5</b>

<b>TOTAL PROFESSIONAL FEES</b>	\$ 6,852.50
Less: Discount	<u>(3,352.40)</u>
<b>NET PROFESSIONAL FEES</b>	<b>\$ 3,500.10</b>

**TAXABLE DISBURSEMENTS**

Photocopy & Printing Charges	\$ 31.25
Courier & Delivery	<u>22.02</u>
<b>TOTAL TAXABLE DISBURSEMENTS</b>	<b>\$ 53.27</b>

<b>TOTAL DISBURSEMENTS</b>	<u>53.27</u>
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<b>TOTAL FEES AND DISBURSEMENTS</b>	<b>\$ 3,553.37</b>
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**TAXES**

HST (13.0%) on Professional Fees of \$3,500.10	\$ 455.01
HST (13.0%) on Taxable Disbursements of \$53.27	<u>6.93</u>
<b>TOTAL TAXES</b>	<b><u>461.94</u></b>

<b>TOTAL AMOUNT DUE</b>	<b><u>\$ 4,015.31</u></b>
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Farber Financial Group  
150 York Street  
Suite 1600  
Toronto ON M5H 3S5**INVOICE # 3125511**GST/HST # R121996078  
QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
April 30, 2015	546103-000036	Neil Rabinovitch

**Farber Financial Group  
Re: Feed-in-Tariff Contracts**

Professional Fees	\$	3,542.50
Disbursements		18.25
HST (13.0%) on \$3,560.75		462.90
<b>Total Amount Due</b>	<b>\$</b>	<b><u>4,023.65</u></b>

**Payment Options:****Cheques:**Cheques payable to Dentons Canada LLP  
and mailed to the above noted address.**Wire Transfer:**Bank of Montreal  
1st Canadian Place, Toronto, ON  
Swift Code: BOFMCAM2  
Bank ID: 001 Transit: 00022  
CAD Funds Bank Account : 0004-324**Internet Banking:**Accepted at most financial institutions. Your payee is Dentons Canada LLP and  
your account number is 546103. Please email us at  
[Edm.Accounting@dentons.com](mailto:Edm.Accounting@dentons.com) referencing invoice number and payment  
amount.**Credit Card:**Payments are accepted via telephone, email or fax. We accept  
American Express, MasterCard or Visa (please circle one).

Card No. \_\_\_\_\_

Expiry Date: \_\_\_\_\_ Amount: \_\_\_\_\_

Cardholder Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Please email us at [Tor.Accounting@dentons.com](mailto:Tor.Accounting@dentons.com) referencing invoice number and payment amount.

Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.

**Invoice Detail**

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
04-Mar-15	VB	Review and comment on 555 Memorial termination agreement.	0.3
09-Mar-15	VB	Follow up with IESO regarding both 555 Memorial and 61 Forest Plains FIT Contracts.	0.1
11-Mar-15	VB	Addressing HST enquiries from Solera and providing appropriate supporting documentation in connection with the same.	0.3
13-Mar-15	VB	Attending to final matters for 92 Davidson closing.	0.2
02-Apr-15	LG	Reviewing IESO Consent, Assumption and Acknowledgment Agreement and attending to delivery of same.	0.3
13-Apr-15	VB	Conference call with Chris Oliver and discussions regarding timing for closing and estimates for date for receipt of funds.	0.3
22-Apr-15	AG	Call with Neil Rabinovitch regarding GST/HST advice relating to sale of FIT contract. Research and e-mail regarding same.	0.5
22-Apr-15	LN	Assisting Neil Rabinovitch with goods and services tax questions.	0.3
24-Apr-15	AG	Telephone discussion with Vivek Bakshi regarding sale of FIT contract. Reviewing e-mails regarding same. Voicemail and e-mail to Brad Carnahan of BDO regarding GST/HST treatment of the sale of the FIT contract.	0.5
27-Apr-15	AG	Telephone discussion with Vivek Bakshi regarding sale of FIT contract. Reviewing e-mails regarding same. Voicemail and e-mail to Brad Carnahan of BDO regarding GST/HST treatment of the sale of the FIT contract.	2.5
28-Apr-15	AG	Call with Vivek Bakshi regarding next steps. Call with Hylton Levy. Call with Brad Carnahan to discuss HST issue. E-mail to Hylton Levy regarding same.	0.9
		<b>Total</b>	<b>6.2</b>

**TOTAL PROFESSIONAL FEES** \$ 3,542.50

**TAXABLE DISBURSEMENTS**

Photocopy & Printing Charges	\$ 18.25
<b>TOTAL TAXABLE DISBURSEMENTS</b>	<b>\$ 18.25</b>

**TOTAL DISBURSEMENTS** 18.25

**TOTAL FEES AND DISBURSEMENTS** \$ 3,560.75

**TAXES**

HST (13.0%) on Professional Fees of \$3,542.50	\$ 460.53
HST (13.0%) on Taxable Disbursements of \$18.25	2.37

DENTONS CANADA LLP  
Farber Financial Group  
Re: Feed-in-Tariff Contracts

INVOICE 3125511  
Page 3 of 3  
Matter # 546103-000036

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<b>TOTAL TAXES</b>	<u>462.90</u>
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<b>TOTAL AMOUNT DUE</b>	<u>\$ 4,023.65</u>
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Farber Financial Group  
150 York Street  
Suite 1600  
Toronto ON M5H 3S5**INVOICE # 3131815**GST/HST # R121996078  
QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
May 31, 2015	546103-000036	Neil Rabinovitch

**Farber Financial Group  
Re: Feed-in-Tariff Contracts**

Professional Fees	\$	1,492.50
HST (13.0%) on \$1,492.50		194.03
<b>Total Amount Due</b>	<b>\$</b>	<b><u>1,686.53</u></b>

**Payment Options:****Cheques:**Cheques payable to Dentons Canada LLP  
and mailed to the above noted address.**Wire Transfer:**Bank of Montreal  
1st Canadian Place, Toronto, ON  
Swift Code: BOFMCA2  
Bank ID: 001 Transit: 00022  
CAD Funds Bank Account : 0004-324**Internet Banking:**Accepted at most financial institutions. Your payee is Dentons Canada LLP and  
your account number is 546103. Please email us at  
[Edm.Accounting@dentons.com](mailto:Edm.Accounting@dentons.com) referencing invoice number and payment  
amount.**Credit Card:**Payments are accepted via telephone, email or fax. We accept  
American Express, MasterCard or Visa (please circle one).

Card No. \_\_\_\_\_

Expiry Date: \_\_\_\_\_ Amount: \_\_\_\_\_

Cardholder Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Please email us at [Tor.Accounting@dentons.com](mailto:Tor.Accounting@dentons.com) referencing invoice number and payment amount.

Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.

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**Invoice Detail**

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TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
14-Apr-15	VB	Various calls with Chris Oliver and Hylton Levy with respect to closing and HST.	0.5
23-Apr-15	VB	Calls with Chris Oliver and Hylton Levy to arrange for closing.	0.5
24-Apr-15	VB	Various calls in connection with closing for 61 Forest Plains.	0.2
28-Apr-15	VB	Call with Angelo Gentile on tax position regarding HST.	0.2
01-May-15	NSR	E-mail and call with Hylton Levy	0.3
04-May-15	NSR	E-mail and call with Hylton Levy	0.1
05-May-15	NSR	Call and e-mail with Hylton Levy	0.2
12-May-15	NS	Meeting with Vivek Bakshi to discuss cheque delivery. Email to Vivek Bakshi confirm same.	0.3
		<b>Total</b>	<b>2.3</b>

**TOTAL PROFESSIONAL FEES** **\$ 1,492.50**

**TAXES**

HST (13.0%) on Professional Fees of \$1,492.50 \$ 194.03

**TOTAL TAXES** **194.03**

**TOTAL AMOUNT DUE** **\$ 1,686.53**



Dentons Canada LLP  
 77 King Street West, Suite 400  
 Toronto-Dominion Centre  
 Toronto, ON, Canada M5K 0A1

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 dentons.com

T 416 863 4511  
 F 416 863 4592

Farber Financial Group  
 150 York Street  
 Suite 1600  
 Toronto ON M5H 3S5

**INVOICE # 3138046**

GST/HST # R121996078  
 QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
June 30, 2015	546103-000036	Neil Rabinovitch

**Farber Financial Group  
 Re: Feed-in-Tariff Contracts**

Professional Fees	\$ 1,275.00
HST (13.0%) on \$1,275.00	165.75
<b>Total Amount Due</b>	<b>\$ <u>1,440.75</u></b>

<b>Payment Options:</b>	
<p><b><u>Cheques:</u></b>            Cheques payable to Dentons Canada LLP and mailed to the above noted address.</p>	<p><b><u>Internet Banking:</u></b>            Accepted at most financial institutions. Your payee is Dentons Canada LLP and your account number is 546103. Please email us at <a href="mailto:Edm.Accounting@dentons.com">Edm.Accounting@dentons.com</a> referencing invoice number and payment amount.</p>
<p><b><u>Wire Transfer:</u></b>            Bank of Montreal            1st Canadian Place, Toronto, ON            Swift Code: BOFMCAM2            Bank ID: 001 Transit: 00022            CAD Funds Bank Account : 0004-324</p>	<p><b><u>Credit Card:</u></b>            Payments are accepted via telephone, email or fax. We accept American Express, MasterCard or Visa (please circle one).            Card No. _____            Expiry Date: _____ Amount: _____            Cardholder Name: _____            Signature: _____</p>
<p>Please email us at <a href="mailto:Tor.Accounting@dentons.com">Tor.Accounting@dentons.com</a> referencing Invoice number and payment amount.            Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.</p>	

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**Invoice Detail**

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TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
12-May-15	VB	Attending to final closing deliverables for 61 Forest Plains.	0.2
19-May-15	VB	Final matters in relation to closing of transaction in relation to 61 Forest Plains FIT Contract, including confirmation of assignment to IESO and Rama.	0.3
22-Jun-15	NS	Drafting HONI assignment and novation agreement.	1.9
23-Jun-15	NS	Reviewing and revising HONI novation and assignment agreement.	0.6
		<b>Total</b>	<b>3.0</b>

**TOTAL PROFESSIONAL FEES** **\$ 1,275.00**

**TAXES**

HST (13.0%) on Professional Fees of \$1,275.00 \$ 165.75

**TOTAL TAXES** **165.75**

**TOTAL AMOUNT DUE** **\$ 1,440.75**



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 77 King Street West, Suite 400  
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 Toronto, ON, Canada M5K 0A1

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T 416 863 4511  
 F 416 863 4592

Farber Financial Group  
 150 York Street  
 Suite 1600  
 Toronto ON M5H 3S5

**INVOICE # 3144939**

GST/HST # R121996078  
 QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
July 31, 2015	546103-000036	Neil Rabinovitch

**Farber Financial Group  
 Re: Feed-in-Tariff Contracts**

Professional Fees	\$ 2,212.50
HST (13.0%) on \$2,212.50	287.63
<b>Total Amount Due</b>	<b>\$ <u>2,500.13</u></b>

<b>Payment Options:</b>	
<p><b><u>Cheques:</u></b>            Cheques payable to Dentons Canada LLP and mailed to the above noted address.</p> <p><b><u>Wire Transfer:</u></b>            Bank of Montreal            1st Canadian Place, Toronto, ON            Swift Code: BOFMCAM2            Bank ID: 001 Transit: 00022            CAD Funds Bank Account : 0004-324</p>	<p><b><u>Internet Banking:</u></b>            Accepted at most financial institutions. Your payee is Dentons Canada LLP and your account number is 546103. Please email us at <a href="mailto:Edm.Accounting@dentons.com">Edm.Accounting@dentons.com</a> referencing invoice number and payment amount.</p> <p><b><u>Credit Card:</u></b>            Payments are accepted via telephone, email or fax. We accept American Express, MasterCard or Visa (please circle one).            Card No. _____            Expiry Date: _____ Amount: _____            Cardholder Name: _____            Signature: _____</p>
<p>Please email us at <a href="mailto:Tor.Accounting@dentons.com">Tor.Accounting@dentons.com</a> referencing invoice number and payment amount.            Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.</p>	

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**Invoice Detail**

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TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
01-Jul-15	NS	Email to Vivek Bakshi re: Hydro One consent and assignment agreement.	0.5
07-Jul-15	NS	Meeting with Vivek Bakshi to discuss Hydro One agreement. Reviewing connection agreement. Revising assignment agreement.	1.7
08-Jul-15	NS	Updating and revising Hydro One assignment and novation agreement. Email to Chantille O on same.	1.0
10-Jul-15	NS	Reviewing schedules of the connection agreement. Telephone call with Chantille O of Hydro One. Email to Rick Morano of Chippewas re: insurance certificate and signing resolution.	0.9
14-Jul-15	NS	Reviewing emails from Rick Morano. Emails to Rick Morano re: insurance certificate and signing authority. Meeting with Vivek Bakshi to discuss same. Telephone call with Chantille O of Hydro One to discuss signing authority requirements.	1.3
15-Jul-15	NS	Reviewing signing authority resolution of the Chippewas First Nation.	0.1
15-Jul-15	NS	Email to Toronto Hydro re: required appendices and certificates.	0.4
		<b>Total</b>	<b>5.9</b>

**TOTAL PROFESSIONAL FEES** **\$ 2,212.50**

**TAXES**

HST (13.0%) on Professional Fees of \$2,212.50 \$ 287.63

**TOTAL TAXES** **287.63**

**TOTAL AMOUNT DUE** **\$ 2,500.13**



Dentons Canada LLP  
 77 King Street West, Suite 400  
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 Toronto, ON, Canada M5K 0A1

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 dentons.com

T 416 863 4511  
 F 416 863 4592

Farber Financial Group  
 150 York Street  
 Suite 1600  
 Toronto ON M5H 3S5

**INVOICE # 3151157**

GST/HST # R121996078  
 QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
August 31, 2015	546103-000036	Neil Rabinovitch

**Farber Financial Group  
 Re: Feed-in-Tariff Contracts**

Professional Fees	\$	450.00
Disbursements		14.50
HST (13.0%) on \$464.50		60.39
<b>Total Amount Due</b>	<b>\$</b>	<b><u>524.89</u></b>

<b>Payment Options:</b>	
<p><b><u>Cheques:</u></b>            Cheques payable to Dentons Canada LLP and mailed to the above noted address.</p> <p><b><u>Wire Transfer:</u></b>            Bank of Montreal            1st Canadian Place, Toronto, ON            Swift Code: BOFMCAM2            Bank ID: 001 Transit: 00022            CAD Funds Bank Account : 0004-324</p>	<p><b><u>Internet Banking:</u></b>            Accepted at most financial institutions. Your payee is Dentons Canada LLP and your account number is 546103. Please email us at <a href="mailto:Edm.Accounting@dentons.com">Edm.Accounting@dentons.com</a> referencing invoice number and payment amount.</p> <p><b><u>Credit Card:</u></b>            Payments are accepted via telephone, email or fax. We accept American Express, MasterCard or Visa (please circle one).            Card No. _____            Expiry Date: _____ Amount: _____            Cardholder Name: _____            Signature: _____</p>
<p>Please email us at <a href="mailto:Tor.Accounting@dentons.com">Tor.Accounting@dentons.com</a> referencing invoice number and payment amount.            Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.</p>	

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**Invoice Detail**

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TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
04-Aug-15	NS	Reviewing agreement received from Hydro One. Arranging for execution of same by Farber and Chippewas.	1.2
		<b>Total</b>	<b>1.2</b>
<b>TOTAL PROFESSIONAL FEES</b>		<b>\$ 450.00</b>	
<b>TAXABLE DISBURSEMENTS</b>			
		Photocopy & Printing Charges	\$ 14.50
<b>TOTAL TAXABLE DISBURSEMENTS</b>		<b>\$ 14.50</b>	
<b>TOTAL DISBURSEMENTS</b>		<u><b>14.50</b></u>	
<b>TOTAL FEES AND DISBURSEMENTS</b>		<b>\$ 464.50</b>	
<b>TAXES</b>			
		HST (13.0%) on Professional Fees of \$450.00	\$ 58.50
		HST (13.0%) on Taxable Disbursements of \$14.50	1.89
<b>TOTAL TAXES</b>		<u><b>60.39</b></u>	
<b>TOTAL AMOUNT DUE</b>		<u><b>\$ 524.89</b></u>	



Exhibit "I" to the Affidavit of Neil S. Rabinovitch,  
sworn before me this 26<sup>th</sup> day of January, 2016.



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Commissioner for Taking Affidavits, etc.

Annette Melinda Fournier,  
a Commissioner, etc., Province of  
Ontario, for Dentons Canada LLP.  
Barristers and Solicitors.  
Expires September 2, 2018.



Dentons Canada LLP  
 77 King Street West, Suite 400  
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T 416 863 4511  
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Farber Financial Group  
 150 York Street  
 Suite 1600  
 Toronto ON M5H 3S5

**INVOICE # 3108583**

GST/HST # R121996078  
 QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
January 31, 2015	546103-000010	Neil Rabinovitch

**Farber Financial Group  
 Re: Dondob**

Professional Fees	\$	362.50
HST (13.0%) on \$362.50		47.13
<b>Total Amount Due</b>	<b>\$</b>	<b><u>409.63</u></b>

**Payment Options:**

**Cheques:**

Cheques payable to Dentons Canada LLP and mailed to the above noted address.

**Wire Transfer:**

Bank of Montreal  
 1st Canadian Place, Toronto, ON  
 Swift Code: BOFMCAM2  
 Bank ID: 001 Transit: 00022  
 CAD Funds Bank Account : 0004-324

**Internet Banking:**

Accepted at most financial institutions. Your payee is Dentons Canada LLP and your account number is 546103. Please email us at [Edm.Accounting@dentons.com](mailto:Edm.Accounting@dentons.com) referencing invoice number and payment amount.

**Credit Card:**

Payments are accepted via telephone, email or fax. We accept American Express, MasterCard or Visa (please circle one).

Card No. \_\_\_\_\_

Expiry Date: \_\_\_\_\_ Amount: \_\_\_\_\_

Cardholder Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Please email us at [Tor.Accounting@dentons.com](mailto:Tor.Accounting@dentons.com) referencing invoice number and payment amount.

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**Invoice Detail**

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TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
26-Jan-15	NSR	Call with David Preger	0.5
		<b>Total</b>	<b>0.5</b>

**TOTAL PROFESSIONAL FEES** **\$ 362.50**

**TAXES**

HST (13.0%) on Professional Fees of \$362.50 \$ 47.13

**TOTAL TAXES** **47.13**

**TOTAL AMOUNT DUE** **\$ 409.63**



Dentons Canada LLP  
 77 King Street West, Suite 400  
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T 416 863 4511  
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Farber Financial Group  
 150 York Street  
 Suite 1600  
 Toronto ON M5H 3S5

**INVOICE # 3119412**

GST/HST # R121996078  
 QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
March 31, 2015	546103-000010	Neil Rabinovitch

**Farber Financial Group  
 Re: Dondob**

Professional Fees	\$ 5,292.50
Disbursements	26.75
HST (13.0%) on \$5,319.25	691.51
<b>Total Amount Due</b>	<b><u>\$ 6,010.76</u></b>

<b>Payment Options:</b>	
<p><b><u>Cheques:</u></b>            Cheques payable to Dentons Canada LLP and mailed to the above noted address.</p> <p><b><u>Wire Transfer:</u></b>            Bank of Montreal            1st Canadian Place, Toronto, ON            Swift Code: BOFMCAM2            Bank ID: 001 Transit: 00022            CAD Funds Bank Account : 0004-324</p>	<p><b><u>Internet Banking:</u></b>            Accepted at most financial institutions. Your payee is Dentons Canada LLP and your account number is 546103. Please email us at <a href="mailto:Edm.Accounting@dentons.com">Edm.Accounting@dentons.com</a> referencing invoice number and payment amount.</p> <p><b><u>Credit Card:</u></b>            Payments are accepted via telephone, email or fax. We accept American Express, MasterCard or Visa (please circle one).            Card No. _____            Expiry Date: _____ Amount: _____            Cardholder Name: _____            Signature: _____</p>
<p>Please email us at <a href="mailto:Tor.Accounting@dentons.com">Tor.Accounting@dentons.com</a> referencing invoice number and payment amount.            Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.</p>	

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**Invoice Detail**

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TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
02-Mar-15	NSR	Call with Jane Dietrich re: distribution motion	0.2
03-Mar-15	NSR	Start drafting materials for approval and distribution motion	2.3
03-Mar-15	NSR	Call with Hylton Levy and Jane Dietrich	0.1
09-Mar-15	NSR	Call with Hylton Levy, Paul Denton and Jane Dietrich	0.4
12-Mar-15	NSR	Call with Jane Dietrich re: report	0.4
12-Mar-15	NSR	Call with Jane Dietrich, Hylton Levy, Paul Denton	0.6
27-Mar-15	NSR	Review of payout model, call with Jane Dietrich, Hylton Levy re: draft report and motion materials	1.0
31-Mar-15	NSR	Numerous e-mails with Paul Denton, Rob Gallop, call with jane Dietrich re; GARE and motion	0.8
31-Mar-15	NSR	Draft motion material and calls with Hylton Levy and Jeff Larry	1.5
		<b>Total</b>	<b>7.3</b>

**TOTAL PROFESSIONAL FEES** \$ 5,292.50

**TAXABLE DISBURSEMENTS**

Photocopy & Printing Charges \$ 14.75  
Courier & Delivery 12.00

**TOTAL TAXABLE DISBURSEMENTS** \$ 26.75

**TOTAL DISBURSEMENTS** 26.75

**TOTAL FEES AND DISBURSEMENTS** \$ 5,319.25

**TAXES**

HST (13.0%) on Professional Fees of \$5,292.50 \$ 688.03  
HST (13.0%) on Taxable Disbursements of \$26.75 3.48

**TOTAL TAXES** 691.51

**TOTAL AMOUNT DUE** \$ 6,010.76



Dentons Canada LLP  
 77 King Street West, Suite 400  
 Toronto-Dominion Centre  
 Toronto, ON, Canada M5K 0A1

Salans FMC SNR Denton  
 dentons.com

T 416 863 4511  
 F 416 863 4592

Farber Financial Group  
 150 York Street  
 Suite 1600  
 Toronto ON M5H 3S5

**INVOICE # 3125489**

GST/HST # R121996078  
 QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
April 30, 2015	546103-000010	Neil Rabinovitch

**Farber Financial Group  
 Re: Dondob**

Professional Fees	\$ 21,070.50
Disbursements	139.02
HST (13.0%) on \$21,209.52	2,757.24
<b>Total Amount Due</b>	<b>\$ <u>23,966.76</u></b>

<b>Payment Options:</b>	
<p><b><u>Cheques:</u></b>            Cheques payable to Dentons Canada LLP and mailed to the above noted address.</p> <p><b><u>Wire Transfer:</u></b>            Bank of Montreal            1st Canadian Place, Toronto, ON            Swift Code: BOFMCAM2            Bank ID: 001 Transit: 00022            CAD Funds Bank Account : 0004-324</p>	<p><b><u>Internet Banking:</u></b>            Accepted at most financial institutions. Your payee is Dentons Canada LLP and your account number is 546103. Please email us at <a href="mailto:Edm.Accounting@dentons.com">Edm.Accounting@dentons.com</a> referencing invoice number and payment amount.</p> <p><b><u>Credit Card:</u></b>            Payments are accepted via telephone, email or fax. We accept American Express, MasterCard or Visa (please circle one).            Card No. _____            Expiry Date: _____ Amount: _____            Cardholder Name: _____            Signature: _____</p>
<p>Please email us at <a href="mailto:Tor.Accounting@dentons.com">Tor.Accounting@dentons.com</a> referencing invoice number and payment amount.  <b>Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.</b></p>	

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**Invoice Detail**

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TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
01-Apr-15	NSR	Revise motion materials (.6). Revise motion materials and meet with Jane Dietrich (3.4). Email and call with Jane Dietrich (.2).	4.2
13-Apr-15	SV	Receive instructions from Neil Rabinovitch regarding fee affidavit. Draft fee affidavit. Discussions with Jane Dietrich regarding fee affidavit. Call from Paul Denton regarding fee affidavit. Email to accounting regarding invoice amounts. Instruct Joanna Lewandowska regarding chart of fee amounts for fee affidavit. Continue drafting fee affidavit.	5.5
13-Apr-15	NSR	Review and revise report, Denton and Dietrich affidavits, calls with Dietrich and meeting with Van Allen	2.2
13-Apr-15	NSR	Call with Dietrich and Levy and call with Jeff Larry	0.3
14-Apr-15	SV	Review emails from Neil Rabinovitch regarding fee affidavit. Review comments on fee affidavit from Jane Dietrich and revise affidavit. Review Prospan invoices in preparation of fee affidavit. Discussion with Jonas Chua regarding invoice amounts. Emails regarding Prospan invoices in respect of fee affidavit. Conference calls with Jane Dietrich and client regarding fee affidavit. Finalize fee affidavit and prepare for it to be sworn. Instruct Joanna Lewandowska with respect to scanning and sending fee affidavit. Receipt of signature pages to affidavit. Review and respond to emails regarding delivery of fee affidavit.	3.8
14-Apr-15	NSR	Calls and e-mails with Sara Ann Van Allen, Jane Dietrich, Hylton Levy, review of affidavits of Rabinovitch, Dietrich and Denton and report of Farbers, finalize motion materials	1.5
20-Apr-15	NSR	Numerous calls with Jeff Larry, Hylton Levy, Lisa Corne, Jane Dietrich, review of motion materials and review of revised distribution scenarios.	1.6
21-Apr-15	NSR	Call with Hylton Levy and review of various distribution scenarios	0.5
21-Apr-15	NSR	E-mails with Robin Dodokin re: distributions	0.2
21-Apr-15	NSR	Call with Hylton Levy, Jane Dietrich, review of revised allocation schedule	0.7
21-Apr-15	NSR	E-mail with Hylton Levy and call with Jeff Larry	0.2
22-Apr-15	NSR	Numerous calls and e-mails with David Preger, Lisa Corne, Hylton Levy, Jane Dietrich, review and revise supplementary report, e-mails with Preger, Corne, Levy, Dietrich, review of revised distribution proposal	2.8
22-Apr-15	NSR	Call with Hylton Levy and e-mail with Lisa Corne	0.2
22-Apr-15	NSR	Review of motion materials and prepare for motion	2.9
22-Apr-15	NSR	Call with Hylton Levy and Chris Oliver, call with Mark Jadd re: FIT HST issue	0.2
22-Apr-15	NSR	Review DW motion materials	0.3
23-Apr-15	NSR	Motion preparation and attendance, meeting with Hylton Levy, call	3.0

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
		with Vivek Bakshi	
28-Apr-15	NSR	Call with Jane Dietrich	0.3
29-Apr-15	NSR	Call with Hylton Levy and Jane Dietrich re: matters left to complete and review of King City property information	1.1
		<b>Total</b>	<b>31.5</b>
<b>TOTAL PROFESSIONAL FEES</b>			<b>\$ 21,070.50</b>
<b>TAXABLE DISBURSEMENTS</b>			
		Photocopy & Printing Charges	\$ 125.75
		Transportation Costs	13.27
<b>TOTAL TAXABLE DISBURSEMENTS</b>			<b>\$ 139.02</b>
<b>TOTAL DISBURSEMENTS</b>			<b><u>139.02</u></b>
<b>TOTAL FEES AND DISBURSEMENTS</b>			<b>\$ 21,209.52</b>
<b>TAXES</b>			
		HST (13.0%) on Professional Fees of \$21,070.50	\$ 2,739.17
		HST (13.0%) on Taxable Disbursements of \$139.02	18.07
<b>TOTAL TAXES</b>			<b><u>2,757.24</u></b>
<b>TOTAL AMOUNT DUE</b>			<b><u>\$ 23,966.76</u></b>



Farber Financial Group  
150 York Street  
Suite 1600  
Toronto ON M5H 3S5**INVOICE # 3144937**GST/HST # R121996078  
QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
July 31, 2015	546103-000010	Neil Rabinovitch

**Farber Financial Group  
Re: Dondob**

Professional Fees	\$	1,211.50
Disbursements		181.25
HST (13.0%) on \$1,392.75		181.06
<b>Total Amount Due</b>	<b>\$</b>	<b><u>1,573.81</u></b>

**Payment Options:****Cheques:**Cheques payable to Dentons Canada LLP  
and mailed to the above noted address.**Wire Transfer:**Bank of Montreal  
1st Canadian Place, Toronto, ON  
Swift Code: BOFMCAM2  
Bank ID: 001 Transit: 00022  
CAD Funds Bank Account : 0004-324**Internet Banking:**Accepted at most financial institutions. Your payee is Dentons Canada LLP and  
your account number is 546103. Please email us at  
[Edm.Accounting@dentons.com](mailto:Edm.Accounting@dentons.com) referencing invoice number and payment  
amount.**Credit Card:**Payments are accepted via telephone, email or fax. We accept  
American Express, MasterCard or Visa (please circle one).

Card No. \_\_\_\_\_

Expiry Date: \_\_\_\_\_ Amount: \_\_\_\_\_

Cardholder Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Please email us at [Tor.Accounting@dentons.com](mailto:Tor.Accounting@dentons.com) referencing invoice number and payment amount.

Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.

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**Invoice Detail**

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TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
13-Jul-15	AG	Reviewing agreement in respect of GST/HST issues and telephone conversation with Ryan Maynard regarding same.	0.5
13-Jul-15	RM	Call with Purchaser's solicitor and revising purchase agreement with their comments.	0.7
16-Jul-15	RM	Revising and finalizing purchase agreement. Call with Purchaser's solicitor re comments on purchase agreement.	1.0
21-Jul-15	NSR	Call with Hylton Levy re: HST matters	0.3
		<b>Total</b>	<b>2.5</b>

**TOTAL PROFESSIONAL FEES** \$ 1,211.50

**TAXABLE DISBURSEMENTS**

Computerized Title Search	\$ 181.00
Photocopy & Printing Charges	0.25
<b>TOTAL TAXABLE DISBURSEMENTS</b>	<b>\$ 181.25</b>

**TOTAL DISBURSEMENTS** 181.25

**TOTAL FEES AND DISBURSEMENTS** \$ 1,392.75

**TAXES**

HST (13.0%) on Professional Fees of \$1,211.50	\$ 157.50
HST (13.0%) on Taxable Disbursements of \$181.25	23.56

**TOTAL TAXES** 181.06

**TOTAL AMOUNT DUE** \$ 1,573.81



Dentons Canada LLP  
 77 King Street West, Suite 400  
 Toronto-Dominion Centre  
 Toronto, ON, Canada M5K 0A1

Salans FMC SNR Denton  
 dentons.com

T 416 863 4511  
 F 416 863 4592

Farber Financial Group  
 150 York Street  
 Suite 1600  
 Toronto ON M5H 3S5

**INVOICE # 3151155**

GST/HST # R121996078  
 QST # 1086862448 TQ.0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
August 31, 2015	546103-000010	Neil Rabinovitch

**Farber Financial Group  
 Re: Dondob**

Professional Fees	\$	2,392.50
Disbursements		6.48
HST (13.0%) on \$2,398.98		311.87
<b>Total Amount Due</b>	<b>\$</b>	<b><u>2,710.85</u></b>

<b>Payment Options:</b>	
<p><b><u>Cheques:</u></b>            Cheques payable to Dentons Canada LLP and mailed to the above noted address.</p>	<p><b><u>Internet Banking:</u></b>            Accepted at most financial institutions. Your payee is Dentons Canada LLP and your account number is 546103. Please email us at <a href="mailto:Edm.Accounting@dentons.com">Edm.Accounting@dentons.com</a> referencing invoice number and payment amount.</p>
<p><b><u>Wire Transfer:</u></b>            Bank of Montreal            1st Canadian Place, Toronto, ON            Swift Code: BOFMCAM2            Bank ID: 001 Transit: 00022            CAD Funds Bank Account : 0004-324</p>	<p><b><u>Credit Card:</u></b>            Payments are accepted via telephone, email or fax. We accept American Express, MasterCard or Visa (please circle one).            Card No. _____            Expiry Date: _____ Amount: _____            Cardholder Name: _____            Signature: _____</p>
<p>Please email us at <a href="mailto:Tor.Accounting@dentons.com">Tor.Accounting@dentons.com</a> referencing invoice number and payment amount.            Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.</p>	

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**Invoice Detail**

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TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
05-Aug-15	NSR	Call with Hylton Levy	0.2
25-Aug-15	NSR	Call with Jane Dietrich and review of court orders re: Dancy complaints	0.5
26-Aug-15	NSR	Review of letter and call with Dietrich and Levy	0.8
26-Aug-15	NSR	Call with Dietrich and dictate letter to Alfred Apps	0.5
28-Aug-15	NSR	E-mails with Alfred Apps and call with Hylton Levy	0.5
28-Aug-15	NSR	Review of and comment on response to OSB (Aug 27)	0.5
31-Aug-15	NSR	Numerous e-mails with Alfred Apps, Hylton Levy	0.3
		<b>Total</b>	<b>3.3</b>

**TOTAL PROFESSIONAL FEES** \$ 2,392.50

**TAXABLE DISBURSEMENTS**

Courier & Delivery \$ 6.48  
**TOTAL TAXABLE DISBURSEMENTS** \$ 6.48

**TOTAL DISBURSEMENTS** 6.48

**TOTAL FEES AND DISBURSEMENTS** \$ 2,398.98

**TAXES**

HST (13.0%) on Professional Fees of \$2,392.50 \$ 311.03  
HST (13.0%) on Taxable Disbursements of \$6.48 0.84

**TOTAL TAXES** 311.87

**TOTAL AMOUNT DUE** \$ 2,710.85

Farber Financial Group  
150 York Street  
Suite 1600  
Toronto ON M5H 3S5**INVOICE # 3157161**GST/HST # R121996078  
QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
September 30, 2015	546103-000010	Neil Rabinovitch

**Farber Financial Group  
Re: Dondob**

Professional Fees	\$	1,080.00
HST (13.0%) on \$1,080.00		140.40
<b>Total Amount Due</b>	<b>\$</b>	<b><u>1,220.40</u></b>

**Payment Options:****Cheques:**Cheques payable to Dentons Canada LLP  
and mailed to the above noted address.**Wire Transfer:**Bank of Montreal  
1st Canadian Place, Toronto, ON  
Swift Code: BOFMCAM2  
Bank ID: 001 Transit: 00022  
CAD Funds Bank Account : 0004-324**Internet Banking:**Accepted at most financial institutions. Your payee is Dentons Canada LLP and  
your account number is 546103. Please email us at  
[Edm.Accounting@dentons.com](mailto:Edm.Accounting@dentons.com) referencing invoice number and payment  
amount.**Credit Card:**Payments are accepted via telephone, email or fax. We accept  
American Express, MasterCard or Visa (please circle one).

Card No. \_\_\_\_\_

Expiry Date: \_\_\_\_\_ Amount: \_\_\_\_\_

Cardholder Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Please email us at [Tor.Accounting@dentons.com](mailto:Tor.Accounting@dentons.com) referencing invoice number and payment amount.

Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.

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**Invoice Detail**

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TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
03-Sep-15	NSR	E-mail with Alfred Apps and review of letter from OSB	0.3
04-Sep-15	NSR	Call with Hylton Levy	0.3
21-Sep-15	NSR	Call with Hylton Levy re: outstanding tax matters	0.4
22-Sep-15	NSR	E-mails re: timing of approval motion and tax matters	0.2
22-Sep-15	RM	Call with Purchaser's solicitor re extension of purchase agreement and correspondence with jane Dietrich re same.	0.4
25-Sep-15	RM	Call with Purchaser's lawyer re amendment to purchase agreement.	0.1
		<b>Total</b>	<b>1.7</b>

**TOTAL PROFESSIONAL FEES** **\$ 1,080.00**

**TAXES**

HST (13.0%) on Professional Fees of \$1,080.00 \$ 140.40

**TOTAL TAXES** 140.40

**TOTAL AMOUNT DUE** \$ 1,220.40

Farber Financial Group  
150 York Street  
Suite 1600  
Toronto ON M5H 3S5**INVOICE # 3169866**GST/HST # R121996078  
QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
November 30, 2015	546103-000010	Neil Rabinovitch

**Farber Financial Group**  
**Re: Dondob**

Professional Fees	\$	240.50
Disbursements		0.75
HST (13.0%) on \$241.25		31.37
<b>Total Amount Due</b>	<b>\$</b>	<b>272.62</b>

**Payment Options:****Cheques:**Cheques payable to Dentons Canada LLP  
and mailed to the above noted address.**Wire Transfer:**Bank of Montreal  
1st Canadian Place, Toronto, ON  
Swift Code: BOFMCAM2  
Bank ID: 001 Transit: 00022  
CAD Funds Bank Account : 0004-324**Internet Banking:**Accepted at most financial institutions. Your payee is Dentons Canada LLP and  
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amount.**Credit Card:**Payments are accepted via telephone, email or fax. We accept  
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Expiry Date: \_\_\_\_\_ Amount: \_\_\_\_\_

Cardholder Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Please email us at [Tor.Accounting@dentons.com](mailto:Tor.Accounting@dentons.com) referencing invoice number and payment amount.

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**Invoice Detail**

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TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
07-Oct-15	RM	Review of draft amendment and sending out for execution.	0.4
03-Nov-15	NSR	Call with Hylton Levy	0.1
		<b>Total</b>	<b>0.5</b>

**TOTAL PROFESSIONAL FEES** \$ 240.50

**TAXABLE DISBURSEMENTS**

Photocopy & Printing Charges	\$ 0.75
<b>TOTAL TAXABLE DISBURSEMENTS</b>	<b>\$ 0.75</b>

**TOTAL DISBURSEMENTS** 0.75

**TOTAL FEES AND DISBURSEMENTS** \$ 241.25

**TAXES**

HST (13.0%) on Professional Fees of \$240.50	\$ 31.27
HST (13.0%) on Taxable Disbursements of \$0.75	<u>0.10</u>

**TOTAL TAXES** 31.37

**TOTAL AMOUNT DUE** \$ 272.62



Farber Financial Group  
150 York Street  
Suite 1600  
Toronto ON M5H 3S5**INVOICE # 3175393**GST/HST # R121996078  
QST # 1086862448 TQ 0001

Attention: Hylton Levy

<u>Date</u>	<u>Matter Number</u>	<u>Lawyer</u>
December 31, 2015	546103-000010	Neil Rabinovitch

**Farber Financial Group  
Re: Dondob**

Professional Fees	\$	6,410.00
Disbursements		199.75
HST (13.0%) on \$6,609.75		859.27
<b>Total Amount Due</b>	<b>\$</b>	<b><u>7,469.02</u></b>

**Payment Options:****Cheques:**Cheques payable to Dentons Canada LLP  
and mailed to the above noted address.**Internet Banking:**Accepted at most financial institutions. Your payee is Dentons Canada LLP and  
your account number is 546103. Please email us at  
[Edm.Accounting@dentons.com](mailto:Edm.Accounting@dentons.com) referencing invoice number and payment  
amount.**Wire Transfer:**Bank of Montreal  
1st Canadian Place, Toronto, ON  
Swift Code: BOFMCAM2  
Bank ID: 001 Transit: 00022  
CAD Funds Bank Account : 0004-324**Credit Card:**Payments are accepted via telephone, email or fax. We accept  
American Express, MasterCard or Visa (please circle one).

Card No. \_\_\_\_\_

Expiry Date: \_\_\_\_\_ Amount: \_\_\_\_\_

Cardholder Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Please email us at [Tor.Accounting@dentons.com](mailto:Tor.Accounting@dentons.com) referencing invoice number and payment amount.

Payment due on receipt. Interest will be charged at the rate of 1.3% per annum on all outstanding amounts over 30 days.

**Invoice Detail**

TO PROFESSIONAL SERVICES RENDERED in connection with the above noted matter:

<b>Date</b>	<b>ID</b>	<b>Description of Work</b>	<b>Hours</b>
02-Dec-15	NSR	Call with Hylton Levy	0.2
02-Dec-15	NSR	Call with Jane Dietrich and review of approval Order and reports	0.6
03-Dec-15	SV	Call to Jane Dietrich regarding fee affidavit and discussions with Annette Fournier regarding drafting same.	0.3
03-Dec-15	RM	Updating title and correspondence with Jane Dietrich re approval and vesting order schedules. Correspondence with Purchaser's lawyer re closing date.	0.4
04-Dec-15	AF	Discussion with S. Van Allen. Emails with E. Brooks to discuss status of fee approval and obtain copies of accounts issues since last fee approval.	0.2
04-Dec-15	NSR	Call with Hylton Levy and review waterfall	0.4
04-Dec-15	NSR	Call with Hylton Levy	0.3
07-Dec-15	AG	Telephone discussion with Ryan Maynard regarding GST/HST inquiry raised by purchaser's accountants. Reviewing agreement and relevant GST/HST rules. Follow-up discussion to confirm GST/HST issues.	0.5
07-Dec-15	RM	Review of old files to determine status of HST election on OIL transaction. Call with Paul Denton and Angelo Gentile re same.	0.7
10-Dec-15	SV	Discussions with Annette Fournier regarding fee affidavit.	0.4
10-Dec-15	AF	Discussion with S. Van Allen. Review accounts, prior approval materials and April 23, 2015 court order. Draft fee affidavit of N. Rabinovitch.	2.5
14-Dec-15	SV	Review and revise affidavit of Neil Rabinovitch.	1.0
15-Dec-15	SV	Continue revising fee affidavit. Emails to and from Elizabeth Brooks regarding WIP.	0.8
16-Dec-15	SV	Email fee affidavit of Neil Rabinovitch and Jane Dietrich and emails regarding same.	0.3
18-Dec-15	SV	Call with Jane Dietrich, Paul Denton and Neil Rabinovitch regarding discharge motion.	1.0
18-Dec-15	NSR	Review of motion materials and meeting with Sara Ann Van Allen	1.3
18-Dec-15	NSR	Call with Dietrich and Paul Denton	0.9
22-Dec-15	RM	Review of vesting order and call to Jane Dietrich with comments.	0.5
		<b>Total</b>	<b>12.3</b>

**TOTAL PROFESSIONAL FEES** \$ **6,410.00**

**TAXABLE DISBURSEMENTS**

Computerized Title Search	\$ 157.25
Photocopy & Printing Charges	42.50

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<b>TOTAL TAXABLE DISBURSEMENTS</b>	<b>\$</b>	<b>199.75</b>
<b>TOTAL DISBURSEMENTS</b>		<b><u>199.75</u></b>
<b>TOTAL FEES AND DISBURSEMENTS</b>	<b>\$</b>	<b>6,609.75</b>
<b>TAXES</b>		
HST (13.0%) on Professional Fees of \$6,410.00	<b>\$</b>	<b>833.30</b>
HST (13.0%) on Taxable Disbursements of \$199.75		<b><u>25.97</u></b>
<b>TOTAL TAXES</b>		<b><u>859.27</u></b>
<b>TOTAL AMOUNT DUE</b>	<b>\$</b>	<b><u><u>7,469.02</u></u></b>

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 JANUARY 8, 2016)**

**DENTONS CANADA LLP**  
77 King Street West, Suite 400  
Toronto-Dominion Centre  
Toronto, Ontario M5K 0A1

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*Lawyers for the Receiver*

# APPENDIX “S”

**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 January 11, 2016**

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. Prior to joining Cassels Brock in March of 2014, I was a partner at Dentons Canada LLP (formerly Fraser Milner Casgrain LLP) ("**Dentons**"). While at Dentons I was one of the primary lawyers responsible for providing independent legal advice to the Receiver. Following my move to Cassels Brock, Cassels Brock and Dentons jointly acted as counsel to the Receiver in order to preserve the benefits of the historical knowledge of both myself and other lawyers at Dentons in a cost effective manner.
3. Previous fees of Cassels Brock were approved by Orders of this Court dated July 28, 2014 and April 23, 2015. In respect of the April 23, 2015 fee approval, I swore an affidavit on April 14, 2015. A copy of the affidavit, without exhibits, is attached hereto as **Exhibit "A"**. This affidavit provides a summary of work performed in each property file.

4. In the Receiver's motion returnable January 20, 2016, the Receiver is seeking approval of its and its counsel's fees and disbursements up to December 31, 2015. With respect to Cassels Brock, the Receiver is seeking approval of the fees and expenses in respect of the FIT Contracts and GARE for period from January 1, 2015 to December 31, 2015 (the "**Period**").

#### FEED-IN-TARIFFS CONTRACTS

5. During the Period, Cassels Brock invoiced the Receiver for legal services performed in relation to Feed-In-Tariffs Contracts in the amount of \$330.00 plus expenses and HST. 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 Feed-In-Tariffs Contracts, along with the hours related to such legal fees, is attached as **Exhibit "B"** to this my Affidavit.

#### GARE

6. During the Period, Cassels Brock invoiced the Receiver for legal services performed in relation to GARE in the amount of \$65,731.50. True copies of the invoices rendered by Cassels Brock, which include a fair and accurate description of the services provided to the Receiver, along with the hours related to such legal fees, are attached as **Exhibit "C"** to this my Affidavit.

#### SUMMARY

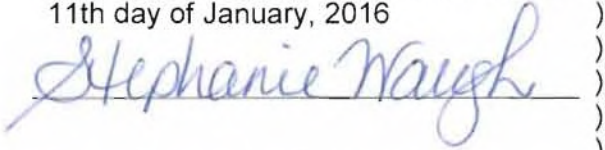
7. A summary of Cassels Brock's Fees to December 31, 2015 for which approval is being sought is set out in the table below:

Dondeb Group Summary of Cassels Brock's Fees						
Property	Period	Fees	Expenses	HST	Total	
Feed-in-Tariffs Contracts	January 26, 2015 to March 10, 2015	\$ 330.00	\$ 11.50	\$ 44.40	\$ 385.90	
GARE	January 26, 2015 to December 31, 2015	\$ 65,731.50	\$ 3,976.99	\$ 9,022.02	\$ 78,730.51	
Total		\$66,061.50	\$3,988.49	\$9,066.42	\$79,116.41	

8. I estimate that in order to complete the file, that it will cost no more than \$25,000.00.

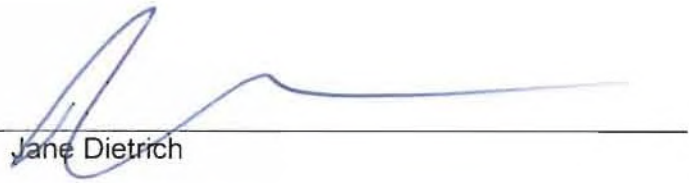
9. This affidavit is sworn in support of a motion approving the accounts of Cassels Brock, counsel to the Receiver, and for no improper purpose.

**SWORN BEFORE ME** at the City of )  
Toronto, in the Province of Ontario, this )  
11th day of January, 2016 )

  
\_\_\_\_\_ )

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.

  
\_\_\_\_\_ )  
Jane Dietrich )





**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 11th day of January, 2016.

  
\_\_\_\_\_  
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.

**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 April 14, 2015**

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. Prior to joining Cassels Brock in March of 2014, I was a partner at Dentons Canada LLP (formerly Fraser Milner Casgrain LLP) ("**Dentons**"). While at Dentons I was one of the primary lawyers responsible for providing independent legal advice to the Receiver. Following my move to Cassels Brock, Cassels Brock and Dentons jointly acted as counsel to the Receiver in order to preserve the benefits of the historical knowledge of both myself and other lawyers at Dentons in a cost effective manner.
3. Pursuant to paragraph 3 of the Receivership Order, the Receiver and its legal counsel were required to create Segregated Accounts (as defined therein) for each of the 24 Properties as set out on Schedule "C" to the Receivership Order. A further Property was discovered following the granting of the Receivership Order, which is referred to as the

Scotia Road Property in the sixteenth report of the Receiver to the Court (the "**Sixteenth Report**").

4. During the course of the Receivership Proceedings, Cassels Brock also separately recorded fees and disbursements with respect to work done in respect of two other significant assets of Dondeb, being certain feed-in-tariff contracts (the "**FIT Contracts**") and a panelization machine located on the Prospan/Rockin Boats Property that had been transferred out of the ordinary course of business prior to the Receivership Order (the "**Panelization Machine**").
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. Further, pursuant to paragraph 18(b) of the Receivership Order, the Receiver and its counsel were to allocate the fees and disbursements with respect to work done on each of the Properties.
6. In accordance with the Receivership Order, Cassels Brock recorded its fees and expenses on a Property by Property basis. Fees and expenses of Cassels Brock, as counsel to the Receiver were approved for the following properties for the period from March 2, 2014 to May 31, 2014: Ace Self Storage, Ontario Street, Coldwater, Devonshire Place, Sussex Place/Vodden, 240 Yeoman, Brechin, Belleville (Pepper/Palmer), Georgian Manor Banquet Hall, Tudhope Manor, Orillia Independent Living, Dorset Place and Preston Springs Gardens (the "**Previously Approved Properties**").
7. In the Receiver's motion returnable April 23, 2015, the Receiver is seeking approval of its and its counsel's fees and disbursements up to December 31, 2014. With respect to Cassels Brock, the Receiver is seeking approval of (i) the fees and expenses in respect of the Previously Approved Properties for period from June 1, 2014 to December 31, 2014 and (ii) the fees and expenses in respect of Prospan Rockin Boats, Remos Ristouranti, Barrie Business Centre, Hatch House Montessori School, Orillia Prep School, Leon's, Panelization Machine, FIT Contracts, Scotia Road (the "**Additional Properties**") and GARE for the period from March 2, 2014 to December 31, 2014.
8. During the periods of March 2, 2014 to December 31, 2014 ("**Period A**") and June 1, 2014 to December 31, 2014 ("**Period B**") (together the "**Periods**"), professionals from

Cassels Brock invoiced the Receiver for legal services performed in relation to certain of the above Properties.

#### PREVIOUSLY APPROVED PROPERTIES

##### ACE SELF STORAGE

9. During Period B, Cassels Brock invoiced the Receiver for legal services performed in relation to Ace Self Storage in the amount of \$463.30. 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 Ace Self Storage, along with the hours related to such legal fees, is attached as **Exhibit "A"** to this my Affidavit.

##### ONTARIO ST.

10. During Period B, Cassels Brock invoiced the Receiver for legal services performed in relation to Ontario St. in the amount of \$463.30. 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 Ontario St., along with the hours related to such legal fees, is attached as **Exhibit "B"** to this my Affidavit.

##### COLDWATER

11. During Period B, Cassels Brock invoiced the Receiver for legal services performed in relation to Coldwater in the amount of \$463.30. 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 Coldwater, along with the hours related to such legal fees, is attached as **Exhibit "C"** to this my Affidavit.

##### DEVONSHIRE PLACE

12. During Period B, Cassels Brock invoiced the Receiver for legal services performed in relation to Devonshire Place in the amount of \$463.30. 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 Devonshire Place, along with the hours related to such legal fees, is attached as **Exhibit "D"** to this my Affidavit.

SUSSEX PLACE / VODDEN

13. During Period B, Cassels Brock invoiced the Receiver for legal services performed in relation to Sussex Place / Vodden in the amount of \$463.30. 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 Sussex Place / Vodden, along with the hours related to such legal fees, is attached as **Exhibit "E"** to this my Affidavit.

240 YEOMAN

14. During Period B, Cassels Brock invoiced the Receiver for legal services performed in relation to 240 Yeoman in the amount of \$537.88. 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 240 Yeoman, along with the hours related to such legal fees, is attached as **Exhibit "F"** to this my Affidavit.

BRECHIN

15. During Period B, Cassels Brock invoiced the Receiver for legal services performed in relation to Brechin in the amount of \$298.32. 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 Brechin, along with the hours related to such legal fees, is attached as **Exhibit "G"** to this my Affidavit.

BELLEVILLE (PEPPER/PALMER)

16. During Period B, Cassels Brock invoiced the Receiver for legal services performed in relation to Belleville (Pepper/Palmer) in the amount of \$463.30. 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 Belleville (Pepper/Palmer), along with the hours related to such legal fees, is attached as **Exhibit "H"** to this my Affidavit.

GEORGIAN MANOR BANQUET HALL

17. During Period B, Cassels Brock invoiced the Receiver for legal services performed in relation to Georgian Manor Banquet Hall in the amount of \$485.90. 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 Georgian Manor Banquet Hall, along with the hours related to such legal fees, is attached as **Exhibit "I"** to this my Affidavit.

#### TUDHOPE MANOR

18. During Period B, Cassels Brock invoiced the Receiver for legal services performed in relation to Tudhope Manor in the amount of \$465.00. 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 "J"** to this my Affidavit.

#### ORILLIA INDEPENDENT LIVING

19. During Period B, Cassels Brock invoiced the Receiver for legal services performed in relation to Orillia Independent Living in the amount of \$18,389.23. True copies of the invoices 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, are attached as **Exhibit "K"** to this my Affidavit.

#### DORSET PLACE

20. During Period B, Cassels Brock invoiced the Receiver for legal services performed in relation to Dorset Place in the amount of \$463.30. 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 Dorset Place, along with the hours related to such legal fees, is attached as **Exhibit "L"** to this my Affidavit.

#### PRESTON SPRINGS GARDENS

21. During Period B, Cassels Brock invoiced the Receiver for legal services performed in relation to Preston Springs Gardens in the amount of \$463.30. 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 Preston Springs Gardens, along with the hours related to such legal fees, is attached as **Exhibit "M"** to this my Affidavit.

## ADDITIONAL PROPERTIES

### PROSPAN / ROCKIN BOATS

22. The Pro Span Rockin Boats Property was a piece of real property located at 61 Forest Plain Road in the Township of Oro-Medonte, just south of Orillia, Ontario. The property housed an industrial building which had been tenanted. Substantial time was spent in negotiations with the tenant as real estate agents advised that most purchasers were requesting vacant possession of the property.
23. Key activities for this property included: advice regarding tenant issues negotiation of offers and a final sale agreement; reporting to court; court approval of the sale agreement on March 24, 2014 and assisting with closing of same on March 24, 2014; review of security and attending to approval of distribution of proceeds to the mortgagee.
24. During Period A, Cassels Brock invoiced the Receiver for legal services performed in relation to Prospan / Rockin Boats in the amount of \$7,320.47. True copies of the invoices rendered by Cassels Brock, which include a fair and accurate description of the services provided to the Receiver with respect to Prospan / Rockin Boats, along with the hours related to such legal fees, are attached as **Exhibit "N"** to this my Affidavit.

### REMO'S RISTORANTI

25. The Remos Ristoranti property was a vacant restaurant of approximately 4,100 square feet located on approximately 0.8 acres of land in Orilla, Ontario. It was located adjacent to the Orillia Retirement Home and Orillia Independent Living Properties. Because of their location and the reciprocal easements, even though the three properties had different secured creditors, the Receiver needed to coordinate the marketing of the properties to determine if value could be maximized on a combined basis.
26. Key activities on this property included: negotiation of a sale agreement, reporting to court; court approval of the sale agreement on March 24, 2014 and assisting with closing of same on April 24, 2014; review of security; and attending to approval of distribution of proceeds to the mortgagee.
27. During Period A, Cassels Brock invoiced the Receiver for legal services performed in relation to Remo's Ristoranti in the amount of \$7,304.93. True copies of the invoices



rendered by Cassels Brock, which include a fair and accurate description of the services provided to the Receiver with respect to Remo's Ristoranti, along with the hours related to such legal fees, are attached as **Exhibit "O"** to this my Affidavit.

#### BARRIE BUSINESS CENTRE

28. The Barrie Business Centre property ("**BBC**") was an industrial space owned by Dondeb located on approximately 9 acres in the City of Barrie, with an original building of approximately 34,500 square feet and approximately 28,500 square feet of new/additional space that was under construction at the time the Receivership Order was granted.
29. Key activities for this property included: advice regarding tenant issues negotiation of offers and a final sale agreement; reporting to court; court approval of the sale agreement on March 24, 2014 and closing of the transaction on April 14, 2014; review of security; review of mortgagees' indebtedness; and attending to approval of distribution of proceeds to the mortgagees.
30. During Period A, Cassels Brock invoiced the Receiver for legal services performed in relation to Barrie Business Centre in the amount of \$8,363.74. True copies of the invoices rendered by Cassels Brock, which include a fair and accurate description of the services provided to the Receiver with respect to Barrie Business Centre, along with the hours related to such legal fees, are attached as **Exhibit "P"** to this my Affidavit.

#### HATCH HOUSE MONTESSORI SCHOOL

31. The Hatch House Montessori School was an operating Montessori school owned by 1182689 Ontario Inc. ("**118**") located at 301 Byron Street in Whitby, Ontario. At the time of the Receivership Order, there were 104 students ranging from pre-school to grade 8.
32. Key activities included addressing matters related to outstanding source deductions.
33. During Period A, Cassels Brock invoiced the Receiver for legal services performed in relation to Hatch House Montessori School in the amount of \$372.90. 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 Hatch House Montessori School, along with the hours related to such legal fees, is attached as **Exhibit "Q"** to this my Affidavit.

#### ORILLIA PREP SCHOOL

34. The Orillia Prep School was an operating private school with approximately 65 students ranging in age from pre-school to middle school. It was located at 547 Laclie Street in Orillia Ontario. The Orillia Prep School was owned by 118 (who also owned the Hatch House Montessori School).
35. During Period A, Cassels Brock invoiced the Receiver for legal services performed in relation to Orillia Prep School in the amount of \$2,834.04. 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 Prep School, along with the hours related to such legal fees, is attached as **Exhibit "R"** to this my Affidavit.

#### LEON'S

36. As described in the Sixteenth Report, the Leon's Property is piece of real property located at 555 Memorial Avenue, Orillia on which is a 41,612 square foot retail store. The building is leased to a franchisee who operates a Leon's furniture store from the premises.
37. Key activities on this property included: negotiation of a sale agreement with parties related to the second mortgagee.
38. During Period A, Cassels Brock invoiced the Receiver for legal services performed in relation to Leon's in the amount of \$1,939.08. True copies of the invoices rendered by Cassels Brock, which include a fair and accurate description of the services provided to the Receiver with respect to Leon's, along with the hours related to such legal fees, are attached as **Exhibit "S"** to this my Affidavit.

#### PANELIZATION MACHINE

39. The Panelization Machine was a large piece of equipment located on the Prospan Rockin Boats Property. Prior to the Receivership Order, in August of 2012, Dondob purported to transfer its interest in the Panelization Machine to Imperial Tool & Die Limited ("**Imperial**") in satisfaction of certain amounts owing to Imperial.

40. Key activities in respect of the Panelization Machine included: investigation into entitlement to proceeds and negotiations with relevant counsel regarding same.
41. During Period A, Cassels Brock invoiced the Receiver for legal services performed in relation to Panelization Machine in the amount of \$522.06. 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 Panelization Machine, along with the hours related to such legal fees, is attached as **Exhibit "T"** to this my Affidavit.

#### FEED-IN-TARIFFS CONTRACTS

42. Dondeb held four FIT Contracts with the Ontario Power Authority ("**OPA**"). Each of the FIT Contracts provided that if Dondeb produced electricity in a certain from a specific property that OPA agreed to purchase such electricity for a certain rate for a certain period of time. The four FIT Contracts related to the Ace Self Storage & Business Centre, Barrie Business Centre, Leon's and Propsan Rockin Boats properties.
43. Key activities in respect of the FIT Contract included, review of offers for the FIT contracts in conjunction with the FIT advisors retained; negotiation of two agreements for sale of two FIT Contracts, along with development and consent agreements for each; reporting to court; attending to court approval of the sale agreement, development agreement and consent agreement related to the Rockin Boats FIT contract on March 24, 2014; attending to court approval of the sale agreement, development agreement and consent agreement related to the Barrie Business FIT contract on July 28, 2014 and investigation into entitlement to proceeds o same.
44. During Period A, Cassels Brock invoiced the Receiver for legal services performed in relation to Feed-In-Tariffs Contracts in the amount of \$13,403.33. True copies of the invoices rendered by Cassels Brock, which include a fair and accurate description of the services provided to the Receiver with respect to Feed-In-Tariffs Contracts, along with the hours related to such legal fees, are attached as **Exhibit "U"** to this my Affidavit.

#### SCOTIA ROAD

45. Scotia Road was a vacant piece of real property, discovered following the Receiver's appointment and located at on Highway 11, at Emsdale, Ontario. The Scotia Road property was owned by 1281515 Ontario Inc.

46. Key activities included: liaison with the mortgagee's counsel on Whispering Pines, also owned by 1281515 Ontario Inc., negotiate a sale agreement; reporting to court; attending to court approval of the sale agreement on March 24, 2014; and closing of same on March 26, 2014.
47. During Period A, Cassels Brock invoiced the Receiver for legal services performed in relation to Receivership/Scotia Road, Emsdale in the amount of \$4,844.31. 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 Receivership/Scotia Road, Emsdale, along with the hours related to such legal fees, is attached as **Exhibit "V"** to this my Affidavit.

#### **GARE**

48. As noted above, pursuant to the Receivership Order, GARE is to be tracked separately.
49. Cassels Brock kept separate records of its GARE fees and costs, with those fees and costs for the period from March 7, 2014 to December 31, 2014.
50. Because of the nature and extent of the Dondeb Group operations that preceded the Receivership Proceedings, and how it was centrally managed and controlled, there were extensive activities that could not be assigned to the individual properties and segregated accounts, but were in essence in the domain of the Head Office. Notwithstanding the inability to assign these activities to individual properties, the overall portfolio required these services to allow the receivership to proceed in an orderly basis and to monetize the assets of the Dondeb Group.
51. Activities captured as GARE include: court attendance and reporting; fee and cost accounting; review of marshalling and apportionment issues across the Dondeb Group given the extensive cross collateralization; and review and analysis of GARE and the appropriate basis of allocation.
52. During Period A, Cassels Brock invoiced the Receiver for legal services performed in relation to Dondeb Inc. et al. in the amount of \$18,357.14. True copies of the invoices rendered by Cassels Brock, which include a fair and accurate description of the services provided to the Receiver with respect to Dondeb Inc. et al., along with the hours related to such legal fees, are attached as **Exhibit "W"** to this my Affidavit.

SUMMARY

53. A summary of Cassels Brock's Fees to December 31, 2014 for which approval is being sought is set out in the table below:

Dondob Group  
Summary of Cassels Brock's Fees

Property	Period	Fees	Expenses	HST	Total
Ace Self Storage	July 17, 2014 to July 28, 2014	\$410.00	\$0.00	\$53.30	\$463.30
Ontario St.	July 17, 2014 to July 28, 2014	\$410.00	\$0.00	\$53.30	\$463.30
Coldwater	July 17, 2014 to July 28, 2014	\$410.00	\$0.00	\$53.30	\$463.30
Devonshire Place	July 17, 2014 to July 28, 2014	\$410.00	\$0.00	\$53.30	\$463.30
Sussex Place / Vodden	July 17, 2014 to July 28, 2014	\$410.00	\$0.00	\$53.30	\$463.30
240 Yeoman	July 17, 2014 to July 28, 2014	\$476.00	\$0.00	\$61.88	\$537.88
Brechin	July 17, 2014 to July 28, 2014	\$264.00	\$0.00	\$34.32	\$298.32
Belleville (Pepper / Palmer)	July 17, 2014 to July 28, 2014	\$410.00	\$0.00	\$53.30	\$463.30
Georgian Manor	July 17, 2014 to July 28, 2014	\$430.00	\$0.00	\$55.90	\$485.90
Tudhope Manor	July 17, 2014 to July 28, 2014	\$410.00	\$1.50	\$53.50	\$465.00
Orillia Independent Living	June 5, 2014 to October 22, 2014	\$14,590.00	\$1,712.95	\$2,086.37	\$18,389.32
Dorset Place	July 17, 2014 to July 28, 2014	\$410.00	\$0.00	\$53.30	\$463.30
Preston Springs Gardens	July 17, 2014 to July 28, 2014	\$410.00	\$0.00	\$53.30	\$463.30
Prospan / Rockin Boats	March 12, 2014 to July 7, 2014	\$6,468.00	\$10.29	\$842.18	\$7,320.47
Remo's Ristoranti	March 11, 2014 to April 28, 2014	\$6,455.00	\$9.54	\$840.39	\$7,304.93
Barrie Business Centre	March 7, 2014 to April 28, 2014	\$7,392.00	\$9.54	\$962.20	\$8,363.74
Hatch House Montessori School	December 5, 2014	\$330.00	\$0.00	\$42.90	\$372.90
Orillia Prep School	March 12, 2014 to March 19, 2014	\$2,508.00	\$0.00	\$326.04	\$2,834.04
Leon's	March 3, 2014 to July 7, 2014	\$1,716.00	\$0.00	\$223.08	\$1,939.08
Panelization Machine	March 31, 2014 to July 7, 2014	\$462.00	\$0.00	\$60.06	\$522.06
Feed-in-Tariffs Contracts	March 11, 2014 to December 19, 2014	\$11,846.00	\$15.35	\$1,541.98	\$13,403.33
Receivership / Scotia Road	March 11, 2014 to March 24, 2014	\$4,281.00	\$6.00	\$557.31	\$4,844.31
GARE	March 7, 2014 to December 19, 2014	\$11,946.00	\$4,349.53	\$2,061.61	\$18,357.14
<b>Total</b>		<b>\$72,854.00</b>	<b>\$6,114.70</b>	<b>\$10,176.12</b>	<b>\$89,144.82</b>

54. 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 14th day of April, 2015

*Stephanie Waugh*

*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.

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

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 APRIL 14, 2015)**

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  
Email: neil.rabinovitch@dentons.com /  
jdietrich@casselsbrock.com  
Tel: 416.863-4656 / 416 860-5223  
Fax: 416.863-4592 / 416 640-3144

LAWYERS FOR THE RECEIVER

RCP-E 4C (July 1, 2007)

Exhibit "B" to the Affidavit of Jane Dietrich, sworn before  
me this 11th day of January, 2016.

  
\_\_\_\_\_  
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.





## CASSELS BROCK

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

Date: 06/11/15  
Our File #: 042100-00031  
Invoice #: 1963315  
HST/GST #: R121379572

---

**Re: Feed-In-Tariffs Contracts**

TO PROFESSIONAL SERVICES RENDERED up to and including 05/31/15

<b>Date</b>		<b>Description</b>	<b>Hours</b>
01/26/15	JDI	Discussion with Hylton Levy, Paul Denton, Neil Rabinovitch and Vivek Bakshi regarding next steps and timing; follow up discussion with Vivek Bakshi and review of email;	0.30
03/03/15	JDI	Discussion with Neil Rabinovitch and Hylton Levy;	0.10
03/10/15	JDI	Discussion with Vivek Bakshi;	0.10

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](http://www.casselsbrock.com)

Time Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Jane Dietrich	0.50	660.00	330.00
Our Fee			330.00
HST on Fees			<u>42.90</u>
<b>Total Fees and Tax</b>			<b><u>372.90</u></b>

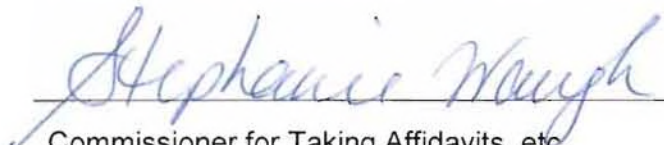
Taxable Disbursements

Copies		11.50	
Total Taxable Disbursements			11.50
HST on Disbursements		<u>1.50</u>	
Total Tax on Disbursements			1.50
<b>Total Disbursements and Tax</b>			<b><u>13.00</u></b>
<b>Total Fees, Disbursements &amp; Tax</b>			<b><u>\$ 385.90</u></b>

This is our account herein  
**Cassels Brock & Blackwell LLP**

\_\_\_\_\_  
 Jane Dietrich  
 E&OE  
 Services provided through a Professional Corporation

Exhibit "C" to the Affidavit of Jane Dietrich, sworn before  
me this 11th day of January, 2016.

  
\_\_\_\_\_  
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: 04/09/15  
Our File #: 042100-00006  
Invoice #: 1958429  
HST/GST #: R121379572

Re: **Dondeb Inc. Et Al**

TO PROFESSIONAL SERVICES RENDERED up to and including 03/31/15

Date		Description	Hours
01/26/15	JDI	Discussion with Hylton Levy, Paul Denton, Neil Rabinovitch and Vivek Bakshi regarding next steps and timing;	0.60
02/06/15	JDI	Review of amended agreement and email comments on same;	0.30
03/03/15	JDI	Review of agreement of purchase and sale; discussion with Neil Rabinovitch and Hylton Levy;	0.40
03/06/15	JDI	Discussion with Hylton Levy and Neil Rabinovitch;	0.50
03/11/15	JDI	Review of draft report;	0.90
03/12/15	JDI	Discussion with Neil Rabinovitch; discussion regarding motion with Paul Denton, Hylton Levy and Neil Rabinovitch;	0.90
03/17/15	SWA	Draft Approval and Vesting Order;	1.10
03/17/15	JDI	Work on revisions to draft report;	1.30
03/19/15	JDI	Work on report revisions;	1.90
03/20/15	JDI	Work on draft report;	4.10
03/21/15	JDI	Further review of draft report and email regarding same;	0.60
03/24/15	JDI	Review of revised report from Paul Denton;	0.20

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

<b>Date</b>		<b>Description</b>	<b>Hours</b>
03/26/15	JDI	Review of comments on draft report; email exchange;	0.70
03/27/15	JDI	Discussion regarding draft report and next steps;	0.90
03/30/15	JDI	Work on draft report; telephone discussion regarding status of motion and related materials;	3.70
03/31/15	JDI	Review of fee affidavit and discussion with Neil Rabinovitch; review of revised numbers; Review of emails;	1.50
03/31/15	SWA	Work on Fee Affidavit;	3.30

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.

**Time Summary**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Jane Dietrich	18.50	660.00	12,210.00
Stephanie Waugh	4.40	200.00	880.00
Our Fee			13,090.00
HST on Fees			1,701.70
<b>Total Fees and Tax</b>			<b>14,791.70</b>

**Taxable Disbursements**

Copies	22.25	
Binding, Tabs, Disks, etc	3.24	
Telephone	2.37	
Total Taxable Disbursements		27.86
HST on Disbursements	3.62	
Total Tax on Disbursements		3.62
<b>Total Disbursements and Tax</b>		<b>31.48</b>
<b>Total Fees, Disbursements &amp; Tax</b>		<b>\$ 14,823.18</b>

This is our account herein  
**Cassels Brock & Blackwell LLP**



Jane Dietrich  
E&OE  
Services provided through a Professional Corporation

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.





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

Date: 05/08/15  
Our File #: 042100-00006  
Invoice #: 1960748  
HST/GST #: R121379572

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Re: **Dondeb Inc. Et Al**

TO PROFESSIONAL SERVICES RENDERED up to and including 04/30/15

Date		Description	Hours
03/12/15	SWA	Work on Motion Record returnable April 14, 2015; begin draft Notice of Motion;	0.20
03/17/15	SWA	Prepare draft Order;	0.60
03/30/15	SWA	Work on Fee Affidavit;	1.50
04/01/15	JDI	Meeting with Neil Rabinovitch to work on fee affidavit and report; discussion with TD's Counsel; discussion with Imperial's counsel;	4.80
04/01/15	ON	Received and reviewed instructions; conducted a PPSA search; forwarded the results for review;	0.40
04/02/15	JDI	Review of updated PPSA search and email regarding same;	0.30
04/07/15	JDI	Discussion with James Kutcy; voicemail exchange with Paul Denton;	0.40
04/08/15	JDI	Revisions to draft fee affidavit; revisions to draft report; discussions with Paul Denton; discussions with Kelly Peters (TD Counsel); discussions with Imperial's counsel; discussion with Roger Jaipargas; discussion with Hylton Levy; discussion with Jeff Larry;	5.70

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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



Date		Description	Hours
04/09/15	JDI	Telephone call from Roger Jaipargas; telephone conference with Hylton Levy, Paul Denton and Rob Gallop regarding revised report, fee affidavit and next steps;	1.30
04/10/15	SWA	Work on Approval and Vesting Order;	1.20
04/10/15	JDI	Revisions to draft fee affidavit; draft general approval order; review of proposed distribution schedule and provide comments; revisions to draft approval and vesting order;	3.10
04/13/15	SWA	Pull exhibits for Fee Affidavit; work on Fee Affidavit;	4.80
04/13/15	JDI	Review of draft report; instructions to Monique Sassi; discussion regarding material and outstanding issues with Neil Rabinovitch and Hylton Levy; discussion with Paul Denton; review of draft fee affidavit and revise same; review of notice of motion and provide comments; discussion with Paul Denton regarding fee affidavit; discussion with Harry Fogul regarding draft approval and vesting order and related issues; further revisions to draft material; discussion with Sara Van Allen; discussion with Hylton Levy regarding outstanding matters; exchange of email regarding status; review of draft documents;	6.80
04/13/15	MS	Preparation of notice of motion and materials for motion record;	7.10
04/14/15	MS	Preparation and service of court materials;	4.10
04/14/15	SWA	Finalize fee affidavit; work on motion record; draft affidavit of service;	2.60
04/14/15	KBY	Delivering USB key to client;	0.40
04/14/15	JDI	Discussion with Hylton Levy regarding finalization of motion material; work on finalizing motion material for service;	3.00
04/15/15	MS	Finalization of service and filing of court materials;	1.50

Date		Description	Hours
04/15/15	SWA	Work on electronic version Motion Record for filing with the court; revise affidavit of service via email; prepare and serve motion record via courier; revise and finalized affidavit of service via courier; arrange for court copies of motion record to be made;	2.30
04/15/15	JDI	Discussion with Neil Rabinovitch; exchange of emails from various counsel regarding requests to remove from service list; discussion regarding additional service and filing of materials;	0.60
04/16/15	MS	Preparation for court motion and correspondence regarding outstanding orders;	0.50
04/17/15	JDI	Review of correspondence from Dickinson Wright and email exchange regarding same;	0.20
04/20/15	JDI	Exchange of email with Hylton Levy and Neil Rabinovitch; exchange of email with Kelly Peters; discussion with Hylton Levy and Neil Rabinovitch; voice message for Lisa Corne; voice message for Jeff Larry; discussion with Harry Fogul; discussion with Lisa Corne and Hylton Levy; discussion with Jeff Larry and Hylton Levy; follow up discussion with David Preger and Hylton Levy; discussion with Kelly Peters;	4.60
04/21/15	JDI	Discussion with Hylton Levy; discussion with Roger Jaipargas; review of email from Robin Dodokin; discussion with Hylton Levy and Neil Rabinovitch; discussion with Robin Dodokin;	3.10
04/22/15	MS	Revisions to Court Order and service of same;	1.90
04/22/15	SWA	Gather appendices for the supplement to the sixteenth report; update service list; prepare report for service via email; serve report; finalize affidavit of service; email copy of report to Court and arrange for same to be filed;	1.00
04/22/15	JDI	Draft supplemental report; discussion with TD's counsel; finalize draft supplemental report; review of Dickinson Motion material and discussion with Neil Rabinovitch regarding same; arrange for service of supplemental report; preparation for motion;	4.40



<b>Date</b>		<b>Description</b>	<b>Hours</b>
04/23/15	MS	Preparation for Court Motion and attendance regarding same; post-motion matters including entering order;	3.80
04/23/15	JDI	Review of revised orders and amend same; prepare for and attend at court to obtain approval and vesting order regarding Leon's and general order approving fees and disbursements and allocation;	1.80
04/24/15	JDI	Email exchange regarding distribution follow ups;	0.40
04/27/15	JDI	Follow up regarding outstanding transaction;	0.10
04/28/15	JDI	Email exchange regarding status of distributions;	0.50
04/29/15	JDI	Discussion with Hylton Levy, Paul Denton and Neil Rabinovitch regarding outstanding issues;	0.80

**Time Summary**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Jane Dietrich	41.90	660.00	27,654.00
Kate Byers	0.40	175.00	70.00
Monique Sassi	18.90	395.00	7,465.50
Olivia D'Innocenzo	0.40	250.00	100.00
Stephanie Waugh	14.20	200.00	2,840.00
Our Fee			38,129.50
HST on Fees			<u>4,956.84</u>
<b>Total Fees and Tax</b>			<b><u>43,086.34</u></b>

**Taxable Disbursements**

Copies		2,502.75
Delivery		16.08
Firmware Recovery		16.00
Binding, Tabs, Disks, etc		212.54
Delivery		49.65
Telephone		5.10
Agency Fees and Disbursements		80.00
Courier Delivery Charges		60.10
PPSA Search/Registrations		12.00
Total Taxable Disbursements		<u>2,954.22</u>
HST on Disbursements		<u>384.05</u>
Total Tax on Disbursements		384.05
Total Taxable Disbursements and Tax		<u><u>3,338.27</u></u>

**Non-Taxable Disbursements**

Agency Fees and Disbursements		127.00
PPSA Search/Registrations		8.00
Sub-total		<u>135.00</u>
<b>Total Disbursements and Tax</b>		<b><u><u>3,473.27</u></u></b>




-6-

Total Fees, Disbursements & Tax

\$ 46,559.61

This is our account herein  
Cassels Brock & Blackwell LLP



---

Jane Dietrich  
E&OE  
Services provided through a Professional Corporation

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

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

Date: 06/11/15  
Our File #: 042100-00006  
Invoice #: 1963316  
HST/GST #: R121379572

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Re: **Dondeb Inc. Et Al**

TO PROFESSIONAL SERVICES RENDERED up to and including 05/31/15

Date		Description	Hours
05/01/15	JDI	Discussion with Hylton Levy regarding outstanding matters;	0.30
05/07/15	JDI	Discussion regarding outstanding matters with Neil Rabinovitch;	0.30
05/22/15	JDI	Discussion with Ryan Maynard;	0.10

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**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](http://www.casselsbrock.com)

Time Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Jane Dietrich	0.70	660.00	462.00
Our Fee			462.00
HST on Fees			60.06
<b>Total Fees and Tax</b>			<b>522.06</b>


Taxable Disbursements

Telephone		5.34	
Agency Fees and Disbursements		140.00	
Total Taxable Disbursements			145.34
HST on Disbursements		18.89	
Total Tax on Disbursements			18.89
Total Taxable Disbursements and Tax			164.23

Non-Taxable Disbursements

Delivery		173.32	
Sub-total			173.32
<b>Total Disbursements and Tax</b>			<b>337.55</b>
<b>Total Fees, Disbursements &amp; Tax</b>			<b>\$ 859.61</b>

This is our account herein  
**Cassels Brock & Blackwell LLP**

  
 Jane Dietrich  
 E&OE  
 Services provided through a Professional Corporation







# CASSELS BROCK

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

Date: 09/17/15  
Our File #: 042100-00006  
Invoice #: 1970212  
HST/GST #: R121379572

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Re: **Dondeb Inc. Et Al**

TO PROFESSIONAL SERVICES RENDERED up to and including 08/31/15

Date		Description	Hours
06/19/15	JDI	Exchange of email regarding sale of property;	0.20
06/25/15	JDI	Discussion regarding sale of additional parcels of land;	0.30
06/26/15	JDI	Discussion with Purchaser's counsel regarding final lots;	0.30
08/20/15	JDI	Discussion with H. Levy and N. Rabinovitch;	0.40
08/24/15	JDI	Begin response regarding complaint;	0.50
08/25/15	JDI	Draft response to Complaint;	3.30
08/26/15	JDI	Participate in call regarding draft response to OSB complaint;	0.70
08/27/15	JDI	Further review of complaint response; review of draft email to A. Apps and email regarding same;	0.80

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](http://www.casselsbrock.com)


**Time Summary**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Jane Dietrich	6.50	660.00	4,290.00
Our Fee			4,290.00
HST on Fees			<u>557.70</u>
<b>Total Fees and Tax</b>			<b><u>4,847.70</u></b>

**Taxable Disbursements**

Copies	429.00	
Delivery	10.51	
Binding, Tabs, Disks, etc	33.60	
Telephone	5.64	
Agency Fees and Disbursements	47.50	
Courier Delivery Charges	8.00	
Total Taxable Disbursements		534.25
HST on Disbursements	<u>69.45</u>	
Total Tax on Disbursements		69.45
<b>Total Disbursements and Tax</b>		<b><u>603.70</u></b>
<b>Total Fees, Disbursements &amp; Tax</b>		<b><u>\$ 5,451.40</u></b>

This is our account herein  
**Cassels Brock & Blackwell LLP**

  
 \_\_\_\_\_  
 Jane Dietrich  
 E&OE





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

Date: 12/31/15  
Our File #: 042100-00006  
Invoice #: 1977557  
HST/GST #: R121379572

---

Re: **Dondeb Inc. Et Al**

TO PROFESSIONAL SERVICES RENDERED up to and including 12/31/15

Date		Description	Hours
09/03/15	JDI	Review of OSB correspondence;	0.20
12/02/15	JDI	Discussion with Neil Rabinovitch regarding next steps and final motion;	0.30
12/03/15	JDI	Exchange email regarding court time; exchange email with Sara Van Allen; discussion with Ryan Maynard;	0.50
12/04/15	SWA	Prepare draft materials for January 20, 2016 motion;	0.70
12/07/15	JDI	Begin work on motion material for discharge motion;	0.90
12/07/15	SWA	Begin preparing fee affidavit;	0.80
12/09/15	SWA	Continue working on Fee Affidavit;	1.10
12/14/15	JDI	Work on motion materials; discussion with Neil Rabinovitch;	2.70
12/15/15	JDI	Discussion with Paul Denton; revisions to notice of motion;	1.40
12/17/15	JDI	Work on notice of motion;	1.90
12/18/15	JDI	Review of email; discussion with Paul Denton and Neil Rabinovitch regarding motion;	1.40

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



CASSELS BROCK

-2-

<b>Date</b>		<b>Description</b>	<b>Hours</b>
12/21/15	JDI	Work on approval and vesting order and email regarding same; work on draft discharge order; discussion with Paul Denton;	2.90
12/22/15	JDI	Review of draft report and provide comments to Paul Denton;	1.50
12/31/15	JDI	Emails regarding motion material;	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.


Time Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Jane Dietrich	14.00	660.00	9,240.00
Stephanie Waugh	2.60	200.00	520.00
Our Fee			9,760.00
HST on Fees			<u>1,268.80</u>
<b>Total Fees and Tax</b>			<b><u>11,028.80</u></b>

Taxable Disbursements

Copies		7.00	
Total Taxable Disbursements			7.00
HST on Disbursements		<u>.91</u>	
Total Tax on Disbursements			0.91
<b>Total Disbursements and Tax</b>			<b><u>7.91</u></b>
<b>Total Fees, Disbursements &amp; Tax</b>			<b><u>\$ 11,036.71</u></b>

This is our account herein  
Cassels Brock & Blackwell LLP



Jane Dietrich  
E&OE

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

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 January 11, 2016)**

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  
Email: neil.rabinovitch@dentons.com /  
jdietrich@casselsbrock.com  
Tel: 416.863-4656 / 416 860-5223  
Fax: 416.863-4592 / 416 640-3144

LAWYERS FOR THE RECEIVER

RCP-E 4C (July 1, 2007)



**CONFIDENTIAL  
APPENDIX 1**

**TO BE FILED  
SEPARATELY**

**TAB 3**

Revised: January 21, 2014

Court File No. ~~\_\_\_\_\_~~ CV-12-9794-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE ) ~~WEEKDAY~~ WEDNESDAY, THE # 20TH  
JUSTICE )  
DAY OF ~~MONTH~~ JANUARY, ~~20YR~~ 2016

~~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  
(Vacant Lots)**

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”)~~ 1711060 Ontario Ltd. (previously known as 780550 Ontario Ltd. as set out on the certificate attached as Schedule F hereto) and King City Holdings Ltd. (collectively the “Companies”) and the other debtors referred to at Schedule A attached hereto (collectively, the “Debtors”), for an order 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 ~~"Purchaser"~~) dated ~~[DATE]~~ Michael Cortellucci (the "Purchaser") made as of July 16, 2015 (the "Sale Agreement") and amended October 7, 2015, and appended to the ~~Report~~ seventeenth report to Court of the Receiver dated [DATE] January 12, 2016 (the ~~"Seventeenth Report")~~, ~~and~~ vesting in the Purchaser all of the ~~Debtor's~~ right, title and interest of Companies, if any, in and to the ~~assets described~~ Purchased Assets (being the Real Property as defined in the Sale Agreement ~~(the "Purchased Assets")~~, and sealing and treating confidential Confidential Appendix 1 to the Seventeenth Report until closing of the Transaction, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Seventeenth Report and on hearing the submissions of counsel for the Receiver, ~~[NAMES OF OTHER PARTIES APPEARING]~~, the Purchaser, and no one appearing for any other person on the service list, although properly served as appears from the affidavit of ~~[NAME]~~ service of Stephanie Waugh sworn ~~[DATE]~~ January 9, 2016 filed<sup>1</sup>:

1. THIS COURT ORDERS AND DECLARES that the Transaction is hereby approved,<sup>2</sup> and the execution of the Sale Agreement by the Receiver<sup>3</sup> is hereby authorized and approved, with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.

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<sup>1</sup> ~~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.~~

<sup>2</sup> ~~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.~~

<sup>3</sup> ~~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.~~

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's Companies~~' right, title and interest in and to the Purchased Assets ~~described in the Sale Agreement [and listed on Schedule B hereto]~~<sup>4</sup>, 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"<sup>5</sup>) 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; (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 CD 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 DE) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

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} York of an Application for Vesting Order in the form prescribed by the

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<sup>4</sup> ~~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.~~

<sup>5</sup> ~~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.~~

*Land Titles Act* and/or the *Land Registration Reform Act*<sup>6</sup>, the Land Registrar is hereby directed to enter the Purchaser as the owner of the subject real property identified in Schedule BC 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 ED hereto.

4. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds<sup>7</sup> from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, 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 with the same priority as they had with respect to the Purchased Assets immediately prior to the sale<sup>8</sup>, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

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

~~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's records pertaining to the Debtor's 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.~~

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<sup>6</sup> Elect the language appropriate to the land registry system (Registry vs. Land Titles).

<sup>7</sup> ~~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".~~

<sup>8</sup> ~~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.~~

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 any of the ~~Debtor~~Debtors and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of any of the ~~Debtor~~Debtors;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of any of the ~~Debtor~~Debtors and shall not be void or voidable by creditors of any of the ~~Debtor~~Debtors, 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 the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

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

10. THIS COURT ORDERS that Confidential Appendix 1 to the Seventeenth Report be and is hereby sealed and treated as confidential pending filing of the Receiver's Certificate pursuant to paragraph 5 hereof or further order of the Court.

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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.

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Schedule B – Form of Receiver’s Certificate

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

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

B E T W E E N:

**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

RECEIVER’S CERTIFICATE  
(Vacant Lots)

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~~")1711060 Ontario Ltd. (previously known as 780550 Ontario Ltd.) and King City Holdings Ltd. (collectively the “Companies”) and the other debtors referred to at Schedule A of the order.

B. Pursuant to an Order of the Court dated ~~[DATE]~~January 20, 2016, 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]~~ and Michael Cortellucci (the "Purchaser") ~~made as of July 16, 2015 and amended October 9, 2015 ("Sale Agreement")~~, and provided for the vesting in the Purchaser of the ~~Debtor's~~Companies' right, title and interest, if any, in and to the Purchased Assets (being the Real Property as defined in the Sale Agreement), which vesting is to be effective with respect to the Purchased Assets 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; (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; 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 payable on the Closing Date pursuant to the Sale Agreement;
2. 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. 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]~~ the Companies', and not in its personal capacity

Per: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Revised: January 21, 2014

**Schedule ~~B~~ — Purchased Assets C – Real Property**

<u>PIN</u>	<u>DESCRIPTION</u>	<u>REGISTERED OWNER</u>
<u>03385-0099(LT)</u>	<u>PT LT 6 PL 165 KING AS IN R680594 (THIRDLY, FOURTHLY &amp; FIFTHLY); KING</u>	<u>King City Holdings Ltd.</u>
<u>03385-0105(LT)</u>	<u>PT LT 6 PL 165 KING AS IN R680594 (SIXTHLY, SEVENTHLY &amp; EIGHTHLY); KING</u>	<u>King City Holdings Ltd.</u>
<u>03385-0107(LT)</u>	<u>PT LT 6 PL 165 KING AS IN R680594 (FIRSTLY); KING</u>	<u>King City Holdings Ltd.</u>
<u>03385-0109(LT)</u>	<u>PT LT 6 PL 165 KING AS IN R680594 (SECONDLY); KING</u>	<u>King City Holdings Ltd.</u>
<u>03385-0094(LT)</u>	<u>PT LT 6 PL 165 KING AS IN R680598; KING</u>	<u>780550 Ontario Inc.</u>

**Schedule ~~ED~~ – Claims to be deleted and expunged from title to Real Property**

[PIN 03385-0099\(LT\)](#)

- [1. Instrument No. YR1904409 registered on November 29, 2012 being a Application to Register a Court Order.](#)

[PIN 03385-0105\(LT\)](#)

- [1. Instrument No. YR1904409 registered on November 29, 2012 being a Application to Register a Court Order.](#)

[PIN 03385-0107\(LT\)](#)

- [1. Instrument No. YR1904409 registered on November 29, 2012 being a Application to Register a Court Order.](#)

[PIN 03385-0109\(LT\)](#)

- [1. Instrument No. YR1904409 registered on November 29, 2012 being a Application to Register a Court Order.](#)

[PIN 03385-0094\(LT\)](#)

- [1. Nil.](#)

**Schedule DE – Permitted Encumbrances, Easements and Restrictive Covenants  
related to the Real Property**

**(unaffected by the Vesting Order)**

[PIN 03385-0099\(LT\)](#)

- [1. Instrument No. IF351 registered on February 19, 1951 being a Bylaw.](#)
- [2. Instrument No. IF367 registered on April 28, 1952 being a Bylaw.](#)

[PIN 03385-0105\(LT\)](#)

- [1. Instrument No. IF351 registered on February 19, 1951 being a Bylaw.](#)
- [2. Instrument No. IF367 registered on April 28, 1952 being a Bylaw.](#)

[PIN 03385-0107\(LT\)](#)

- [1. Instrument No. IF351 registered on February 19, 1951 being a Bylaw.](#)
- [2. Instrument No. IF367 registered on April 28, 1952 being a Bylaw.](#)
- [3. Instrument No. R484439 registered on October 3, 1988 being a Declaration from the Corporation of the Township of King regarding the Municipal Tax Sales Act.](#)

[PIN 03385-0109\(LT\)](#)

- [1. Instrument No. IF351 registered on February 19, 1951 being a Bylaw.](#)
- [2. Instrument No. IF367 registered on April 28, 1952 being a Bylaw.](#)

[PIN 03385-0094\(LT\)](#)

- [1. Instrument No. IF351 registered on February 19, 1951 being a Bylaw.](#)
- [2. Instrument No. IF367 registered on April 28, 1952 being a Bylaw.](#)

**Schedule F - Certificate of Amalgamation**



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**  
**(Vacant Lots)**

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**LAWYERS FOR the Receiver**

Document comparison by Workshare Compare on Tuesday, January 12, 2016  
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Document 2 ID	interwovenSite://CASSELS-DMS/Legal/18615045/6
Description	#18615045v6<Legal> - January 20, 2016 Approval and Vesting Order
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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  
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  
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**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**(COMMERCIAL LIST)**  
PROCEEDING COMMENCED AT TORONTO

**MOTION RECORD**  
(Motion Returnable January 20, 2016)

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