

APPENDIX M

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

**IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF DATA & AUDIO-VISUAL ENTERPRISES WIRELESS INC.,
DATA & AUDIO-VISUAL ENTERPRISES HOLDINGS INC. AND 8440522 CANADA
INC.**

(collectively, the "Applicants")

AFFIDAVIT OF ROBERT I. THORNTON

**I, ROBERT I. THORNTON, of the City of Toronto, in the Province of Ontario, MAKE
OATH AND SAY AS FOLLOWS:**

1. I am a barrister and solicitor qualified to practice law in the Province of Ontario and am a partner with Thornton Grout Finnigan LLP ("TGF"), lawyers for Ernst & Young Inc., in its capacity as the monitor (the "**Monitor**") of the Applicants herein and, as such, I have knowledge of the matters to which I hereinafter depose. Unless I indicate to the contrary, the facts herein are within my personal knowledge and are true. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.
2. Attached hereto as Exhibit "**A**" are copies of the invoices forwarded to the Monitor by TGF for fees and disbursements incurred by TGF in the course of these proceedings between April 13, 2013 and April 11, 2014.
3. Attached hereto as Exhibit "**B**" is a schedule summarizing each invoice in Exhibit "**A**", the total billable hours charged per invoice, the total fees charged per invoice and the average hourly rate charged per invoice.

4. Attached hereto as Exhibit "C" is a schedule summarizing the respective years of call and billing rates of each of the lawyers at TGF who acted for the Monitor.

5. To the best of my knowledge, the rates charged by TGF throughout the course of these proceedings are comparable to the rates charged by other law firms in the Toronto market for the provision of similar services.

6. The hourly billing rates outlined in Exhibit "C" to this affidavit are comparable to the hourly rates charged by TGF for services rendered in relation to similar proceedings.

7. I make this affidavit in support of a motion by the Monitor for, *inter alia*, approval of the fees and disbursements of the Monitor's counsel.

SWORN before me at the City of Toronto,
in the Province of Ontario, this day
of April, 2014.

Commissioner for Taking Affidavits

ROBERT I. THORNTON

EXHIBIT "A"



Thornton Grout Finnigan LLP
RESTRUCTURING + LITIGATION

Toronto-Dominion Centre
100 Wellington Street West
Suite 3200, P.O. Box 329
Toronto, ON Canada M5K 1K7
T 416.304.1616 F 416.304.1313

Ernst & Young Inc.
Ernst & Young Tower, 222 Bay Street
Toronto-Dominion Centre, PO Box 251
Toronto, ON
M5K 1J7

September 9, 2013

Attention: Mike Dean

Invoice No. 27264
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: September 9, 2013

FEES

Apr-13-13	Conference call with E&Y regarding background and Affidavit request;	0.60	RIT
Apr-14-13	Conference call with L. Williams, M. Dean and A. Morrison;	0.80	RIT
	Conference call with R. Thornton, M. Dean and A. Morrison; review proposed affidavit;	1.20	LMW
Apr-15-13	Review and revising Affidavit; meeting with L. Williams;	1.40	RIT
	Review CCAA material; discuss execution of affidavit with R. Thornton;	0.70	LMW
Aug-13-13	Meeting with CRO; telephone call with A. Morrison regarding potential filing;	0.30	RIT
Aug-14-13	Telephone call with V. Gauthier regarding CRA; review and consideration of cash flow statement;	0.50	RIT
	Meeting with CRO and Norton Rose; further meeting with Monitor; email with CRO; review and consideration of schedules from Monitor; draft part of report for CRO regarding substantive versus procedural consolidation;	3.70	RIT
	Meeting with Ernst & Young, the CRO and company counsel to	2.00	LMW

	discuss issues with cash flow and possible CCAA filing;		
Aug-19-13	Meeting with L. Williams regarding first report;	0.50	RIT
	Review draft proposed Monitor's Report;	0.30	LMW
Aug-20-13	Telephone call with B. Aziz; telephone call with A. Morrison; review and responding to email regarding potential filing;	1.20	RIT
	Research regarding necessity of pre-filing reports by proposed monitors;	1.70	LN
Aug-21-13	Telephone call with L. Williams; review and responding to email; meeting with L. Williams; comments on initial affidavit; telephone call with A. Morrison regarding same and responding to emails;	2.90	RIT
	Briefly review draft Aziz affidavit;	0.50	LMW
	Briefly review numerous e-mails and documents provided by B. Aziz; discuss same with R. Thornton;	1.50	LMW
	Review materials provided in preparation for meeting with the Monitor; meeting with the Monitor to review the current status and proposed Aziz affidavit;	2.90	LMW
	Reviewing the debtor's documents and emails; Drafting a summary of the documents and emails;	10.20	LN
Aug-22-13	Review of summary of documents; meeting with A. Morrison; revising affidavit; preparing question and issues list for Norton Rose;	6.00	RIT
	Incorporate collective comments of the Monitor in respect of the Initial Order; circulate same;	1.20	LMW
	Review and revise list of questions regarding Initial Order;	0.20	LMW
	Reviewing the debtor's documents and emails; drafting a summary of the documents and emails; meeting with the Monitor to review CRO's Affidavit; reviewing notes from the meeting;	2.50	LN
Aug-23-13	Review and responding to email;	0.50	RIT
	E-mails in respect of Aziz affidavit and questions for the company;	0.20	LMW
	Review comments to Aziz affidavit;	0.20	LMW
	E-mails in respect of priority of charges;	0.20	LMW
	E-mails in respect of Aziz affidavit;	0.30	LMW
	Telephone call with A. Morrison; finalize comments on Aziz affidavit	0.50	LMW

and circulate same;

Aug-26-13	Review and responding to email; review and revising bid procedures; consideration regarding auction sale process and potential liabilities; telephone call with L. Nicholson regarding research; preparation for and attend conference call respecting Monitor questions; further review of auction proceedings; telephone call with L. Nicholson; review and responding to emails;	7.70	RIT
	E-mails in respect of bidding procedures and questions posed by the Monitor; e-mail from M. Dean in respect of issues with proposed bidding process; review proposed bidding procedures; further e-mails regarding same;	0.70	LMW
	Attend conference call with the company and the Monitor to discuss Court materials and status of negotiations with the DIP Lenders; further telephone call with the Monitor in respect of the proposed sale process;	1.60	LMW
	Reviewing Bid Procedures and providing comments to same; conference call with the Monitor, CRO and Debtor's Counsel; research regarding liability of auctioneers;	8.50	LN
Aug-27-13	Review and responding to email; review and revising documents; conference call with CRO; review of auction rules; conference call with bondholders; review and revising order; review and responding to email and changes to auction rules;	5.10	RIT
	Numerous e-mails in respect of Court materials; review and revise bidding procedures;	1.80	LMW
	Telephone call with M. Dean and e-mails in respect of bidding procedures; e-mails in respect of Court materials; further revise and circulate bidding procedures;	1.30	LMW
	Review proposed draft Order; e-mails regarding same;	0.30	LMW
	Conference call with the Company and the Monitor to discuss bid procedures; further call with counsel to the bondholders regarding same;	1.80	LMW
	Review proposed revisions to the bidding procedures; e-mail to Monitor in respect of concerns raised;	0.40	LMW
	Review further revisions to bidding procedures and provide comments regarding same;	0.20	LMW

	E-mails in respect of amendments to bidding procedures;	0.30	LMW
	Conduct corporate, PPSA, bankruptcy, <i>Bank Act</i> and execution searches;	0.50	AF
	Drafting comparison of competing DIP Loan term sheets; review of Initial Order; research regarding liability of auctioneers/receivers for failure to follow bid procedures; conference call with CRO, debtor's counsel, the Monitor, and DIP lender's counsel;	5.80	LN
Aug-28-13	E-mails in respect of bidding procedures and draft Order;	0.30	LMW
	E-mails in respect of confidentiality provisions of draft Order;	0.20	LMW
	E-mails in respect of hearing of initial application and status of Court materials;	0.20	LMW
	Review searches;	0.10	LMW
	E-mails in respect of priority of charges; review amendments to bid procedures;	0.30	LMW
	Conduct corporate and PPSA search;	0.20	AF
	Revising memo on auctioneer liability;	0.50	LN
Aug-29-13	Numerous e-mails and telephone calls in respect of draft Order and bidding procedures; telephone call with M. Dean regarding same; telephone call to Commercial List office in respect of timing of Court hearing; e-mails regarding same; attend conference call in respect of draft Order and bidding procedures;	2.40	LMW
	E-mails with C. Mediratta in respect of Initial Order; e-mail to M. Dean regarding priority of charges; review revised Initial Order and Bidding Procedures;	0.40	LMW
	Conduct bankruptcy, <i>Bank Act</i> and execution searches;	0.10	AF
Aug-30-13	Telephone call with L. Williams; review and revising Order and bid procedures outline; telephone call with A. Morrison; telephone call with L. Williams; review and responding to email; email to judge regarding potential filing; further review of Order and draft affidavit;	4.30	RIT
	Telephone call with R. Thornton in respect of status of court materials;	0.20	LMW
	Discuss status of Initial Order with R. Thornton;	0.20	LMW
	Discuss status with R. Thornton;	0.10	LMW
	Review revised Aziz affidavit; e-mails regarding same;	0.50	LMW

	Several e-mails in respect of the draft Order and hearing date;	0.40	LMW
Aug-31-13	Telephone call with Morawetz, J.; email to team regarding timing; review and responding to other emails;	1.10	RIT
	Several e-mails in respect of hearing of application;	0.10	LMW
Sep-01-13	Review of board package and enclosures; email to E&Y regarding same; review of changes to Order and bid structure and consideration of bondholder reply;	2.00	RIT
	E-mails in respect of application; e-mails in respect of Initial Order and DIP loan; e-mail from B. Aziz in respect of the status of the filing and other matters;	0.60	LMW
Sep-02-13	E-mail from M. Dean in respect of Verizon acquisition;	0.10	LMW
	Reviewing and commenting on Initial Order;	0.40	LN
Sep-03-13	Numerous e-mails in respect of Court materials; continue to review amendments to same; meeting with the monitor and telephone call with B. Aziz in respect of status of filing and DIP facility;	3.00	LMW
	Review amendments to DIP agreement; e-mails regarding same; briefly review memos regarding make-whole payments; e-mails in respect of bondholder security; review notices; e-mail to C. Mediratta regarding same;	1.30	LMW
	Research make-whole payments; research regarding altering creditor notification limits; attend meeting with the Monitor; review first lien indenture;	5.50	LN
Sep-04-13	Telephone call with V. Gauthier; telephone call with R. Chadwick regarding timing and court appearance; telephone call with R. Chadwick; telephone call with B. Aziz; conference call with E&Y regarding update; telephone call with V. Gauthier; telephone call with B. Aziz;	3.80	RIT
	Several e-mails in respect of status of filing; conference call regarding same; review letter in respect of DIP arrangement; e-mails regarding same;	1.10	LMW
	E-mails in respect of debentureholders registrations;	0.20	LMW
	Review amendment to Initial Order; e-mails regarding same; e-mails in respect of bondholder meeting;	0.30	LMW
	Conference call with the Monitor; Researching make whole payments; Reviewing the Adequate Protection Letter;	1.20	LN

Sep-05-13	Telephone call with CRO; meeting with bondholder counsel, CRO, Norton Rose and E&Y regarding DIP terms and recommendation; telephone call with B. Aziz; telephone call with V. Gauthier; telephone call with A. Morrison;	4.20	RIT
	E-mails in respect of WIND transaction and DIP facility; review documents regarding same;	1.40	LMW
	Meeting with the Monitor, the Company and the bondholders to discuss the status of the filing and the DIP agreement;	1.80	LMW
	E-mails in respect of restrictions on alternate DIP financing;	0.20	LMW
	Reviewing the recap plan support agreement and revised DIP loan agreement; meeting with the Monitor, debtor, and ad hoc creditor committee;	3.20	LN
Sep-06-13	Telephone call with V. Gauthier; telephone call with A. Morrison regarding status and next steps; telephone call with B. Aziz and A. Morrison; telephone call with A. Morrison regarding CBCA issues;	2.10	RIT
	E-mail from B. Aziz in respect of economic of WIND transaction;	0.20	LMW
	Briefly review Note Purchase Agreement in respect of material discussions clause;	0.20	LMW
	Reviewing the Bridge Note Agreement; drafting email on Mobility's restrictions on seeking DIP financing;	1.50	LN
Sep-07-13	Review and responding to email; review and revising bid procedures; review of Monitor's consent;	1.50	RIT
	Several e-mails in respect of finalization of Court documents; prepare Monitor's consent and circulate same; review factum and e-mail comments regarding same;	1.30	LMW
	E-mails in respect of bidding procedures and DIP facility;	0.20	LMW
Sep-08-13	Review and commenting on factum; review and revising Monitor's report; review and responding to email; telephone call with B. Aziz;	2.00	RIT
	E-mails in respect of financial advisors' compensation and Court materials;	0.60	LMW
	E-mail in respect of status; review and revise draft Report;	0.60	LMW
	E-mails in respect of proper path to restructuring or sale of the debtor;	0.10	LMW
	Reviewing Bridge Notes; drafting email on meaning of s. 13(p) in the Bridge Notes;	1.20	LN

Sep-09-13	E-mails in respect of status; telephone call with R. Thornton regarding same;	0.20	LMW
	E-mails in respect of Catalyst DIP proposal;	0.20	LMW
	Emails in respect of Court materials and DIP proposals;	0.20	LMW
	Reviewing the pre-filing Monitor's Report; consolidating edits of the pre-filing Monitor's Report;	2.50	LN

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Robert I. Thornton	52.20	\$925.00	\$48,285.00
Leanne M. Williams	39.50	\$675.00	\$26,662.50
Annette Fournier (Law Clerk)	0.80	\$300.00	\$240.00
Lee Nicholson (Student)	44.70	\$250.00	\$11,175.00
Total Fees			\$86,362.50
HST on Fees			<u>\$11,227.13</u>
Total Fees and HST			\$97,589.63
<u>DISBURSEMENTS</u>			
Fee for searches/registrations			\$521.00
Photocopies			\$68.00
Disbursements for searches/registrations *			<u>\$342.68</u>
Total Taxable Disbursements			\$589.00
HST on Taxable Disbursements			\$76.57
Total *Non-Taxable Disbursements			<u>\$342.68</u>
Total Disbursements and HST			<u>\$1,008.25</u>
TOTAL ACCOUNT:			<u>\$98,597.88</u>

THORNTON GROUT FINNIGAN LLP

Leanne Williams / *sp*
Per: Leanne Williams

E.& O.E.
HST #87042 1039RT * HST Exempt

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 4.00% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.



Thornton Grout Finnigan LLP
RESTRUCTURING + LITIGATION

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Toronto-Dominion Centre, PO Box 251
Toronto, ON M5K 1J7

September 27, 2013

Attention: Mike Dean

Invoice No. 27366
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: September 27, 2013

FEES

Sep-09-13	Telephone call with B. Aziz regarding priority issues; telephone call with M. Dean and A. Morrison regarding alternate structure; telephone call with L. Williams regarding same; emails and consideration regarding changes to report and draft Order regarding increased notice limit to customers;	2.00	RIT
	E-mails in respect of bidding procedures and pre-filing report;	0.20	LMW
	Researching and drafting memo regarding priority of withholding taxes and director liability for withholding taxes; email regarding increased creditor notice threshold; Summarizing updated Catalyst DIP term sheet;	5.50	LN
Sep-10-13	Telephone call with A. Morrison; telephone call with CRO; telephone call with L. Williams; review and responding to email; review of research regarding priorities; advice regarding same; conference call with Monitor, bondholder counsel and CRO regarding negotiations with Telus; telephone call with CRO regarding same;	1.80	RIT
	E-mails in respect of conference call with bondholders; attend call in respect of Telus transaction;	0.40	LMW
	Telephone call with R. Thornton regarding priority of withholding taxes; emails regarding priority of withholding taxes; reviewing first lien note and summarizing minority noteholder remedies after default;	2.00	LN
Sep-11-13	Review and responding to email regarding comments on Monitor's report; review of information package from CRO;	0.90	RIT

Sep-12-13	Office conference with R. Thornton and H. Wiercinski regarding business judgment issues;	0.50	JLF
	Telephone call with B. Aziz; consideration regarding content of Monitor's report and revised structure; meeting with J. Finnigan regarding advice on director's duties;	1.30	RIT
	Review e-mail from B. Aziz in respect of matters to be discussed at Board level and status of TELUS and CCAA matters;	0.30	LMW
	E-mails in respect of pre-filing report;	0.20	LMW
Sep-13-13	Review and responding to email regarding Monitor's report; telephone call with CRO; telephone call with A. Morrison; telephone call with B. Aziz; consideration regarding alternate structure; review and revising Court report; email to Monitor regarding same;	2.30	RIT
	E-mails and telephone call from V. Gauthier in respect of pre-filing report; review same;	0.60	LMW
	E-mails in respect of pre-filing report;	0.10	LMW
Sep-15-13	Telephone call with R. Thornton in respect of status of CCAA filing;	0.20	LMW
	E-mail in respect of TELUS transaction;	0.10	LMW
Sep-16-13	Review of Telus letter of intent, draft monitor's report; emails with E&Y; office conference with L. Williams;	1.40	JLF
	E-mails in respect of status of filing;	0.10	LMW
	Discuss status of filing and potential TELUS transaction with J. Finnigan;	0.50	LMW
	Review revised Monitor's Report and e-mail regarding same;	0.30	LMW
	Prepare draft Report for circulation; e-mails in respect of Pre-Filing Report;	0.30	LMW
	Review CRO's comments to draft Report; e-mails regarding threshold issue in respect of notice;	0.20	LMW
	E-mails regarding threshold issue;	0.10	LMW
	E-mail in respect of Director and Officer coverage;	0.10	LMW
Sep-17-13	Emails with E&Y regarding status of letter of intent and possible filing;	0.40	JLF
	Telephone call from M. Dean in respect of status of CCAA filing;	0.10	LMW
Sep-19-13	Discuss status with B. Aziz; e-mails from M. Dean regarding same;	0.20	LMW

Sep-20-13	E-mails in respect of Catalyst filing; review proposed materials; telephone calls with Norton Rose regarding status;	2.50	LMW
Sep-21-13	E-mails in respect of Monitor's Report; review same;	0.60	LMW
Sep-23-13	E-mail in respect of status of filing and TELUS transaction;	0.20	LMW
	E-mail from B. Aziz in respect of spectrum auction;	0.20	LMW
	Review news in respect of spectrum auction; e-mails regarding same;	0.20	LMW
	E-mail from B. Aziz in respect of implications of affiliate rules in spectrum auction;	0.10	LMW
	Letter from TELUS regarding affiliate rule; e-mail to R. Thornton regarding same;	0.10	LMW
	Review blackline of the draft Report circulated by M. Dean; e-mails regarding same;	0.30	LMW
	E-mails and telephone call with V. Gauthier in respect of DIP comparison; e-mails regarding same;	0.80	LMW
Sep-24-13	E-mails in respect of status of discussions with TELUS;	0.10	LMW
	E-mails in respect of pre-filing report; review and revise same; e-mails in respect of status of government ruling on affiliate rules;	1.70	LMW
	Review draft materials provided by Mobilicity; continue to revise Monitor's Report; e-mails regarding same;	2.60	LMW
Sep-25-13	E-mails in respect of pre-filing Report; review revisions to same; review CCAA in respect of notice provisions; e-mails regarding same;	0.90	LMW
	E-mails in respect of revised Report and information required pre-filing;	0.20	LMW
	E-mails in respect of draft Report and calculations of charges; telephone call with M. Dean regarding same;	1.30	LMW
	E-mails in respect of Monitor's consent; e-mails in respect of the Court materials; review KERP documents and revised Court materials; review and revise draft Report;	4.30	LMW
Sep-26-13	Several e-mails in respect of KERPs and Court materials; e-mails in respect of status; continue to review and revise Court materials;	1.90	LMW
	Emails in respect of Monitor's Report;	0.20	LMW
	Emails from B. Aziz enclosing materials filed in Catalyst hearing; review same;	0.30	LMW
	Conference call with counsel to the Company, the bondholders and the	0.80	LMW

Monitor; further telephone call with the Monitor;

Revise Report based on comments from bondholders; 0.70 LMW

Sep-27-13 Estimated time for the period September 14th to September 27th; 10.00 RIT

Review adequate protection letter; further revise and circulate draft Report; 1.00 LMW

E-mail in respect of review of affiliate rules; review supplemental material filed; 0.20 LMW

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
John L. Finnigan	2.30	\$800.00	\$1,840.00
Robert I. Thornton	18.30	\$925.00	\$16,927.50
Leanne M. Williams	25.20	\$675.00	\$17,010.00
Lee Nicholson (Student)	7.50	\$250.00	\$1,875.00
Total Fees			\$37,652.50
HST on Fees			<u>\$4,894.83</u>
Total Fees and HST			\$42,547.33

DISBURSEMENTS

Computer Research	\$244.23
Fee for searches/registrations	\$21.00
Photocopies	\$25.00
Disbursements for searches/registrations *	<u>\$10.00</u>
Total Taxable Disbursements	\$290.23
HST on Taxable Disbursements	\$37.73
Total *Non-Taxable Disbursements	<u>\$10.00</u>
Total Disbursements and HST	<u>\$337.96</u>
TOTAL NOW DUE	<u>\$42,885.29</u>

THORNTON GROUT FINNIGAN LLP


Per: Leanne M. Williams

E.& O.E.

HST #87042 1039RT * HST Exempt

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 4.00% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.



Thornton Grout Finnigan LLP
RESTRUCTURING + LITIGATION

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Ernst & Young Inc.
Ernst & Young Tower, 222 Bay Street
Toronto-Dominion Centre, PO Box 251
Toronto, ON M5K 1J7

October 7, 2013

Attention: Mike Dean

Invoice No. 27401
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: October 4, 2013

FEES

Sep-20-13	Review emails regarding proposed CCAA by Catalyst; office conference with L. Williams;	0.80	JLF
Sep-26-13	E-mails in respect of Catalyst request to examine; e-mails in respect of amendments to DIP Agreement; review same; e-mails in respect of amendments to Report; revise and circulate same;	0.70	LMW
Sep-27-13	E-mails in respect of revised materials; further revise Monitor's Report and circulate same;	0.40	LMW
Sep-28-13	Several e-mails in respect of status; circulate revised Report;	0.30	LMW
Sep-29-13	Receipt and review of email from R. Thornton; email exchange with L. Williams; receipt and review of Mobilicity materials; receipt and review of Monitor's pre-filing report; receipt and review of Catalyst motion materials; further exchange with L. Williams regarding court appearance; continue review of background information;	2.60	JTP
	Several e-mails in respect of status and amendments to Court materials; review same; revise and circulate Report; discuss submissions with R. Thornton; numerous e-mails in respect of Court materials; discussions in respect of same with the Monitor and counsel to the companies; further revisions to the Court materials; finalize and serve same;	6.50	LMW
Sep-30-13	Continue review of court documents; receipt and review of various additional exhibits; discussion with L. Williams; email exchange with E&Y; prepare for court appearance; attend on return of Mobilicity motions with L. Williams; discussion with counsel; discussion with L.	9.40	JTP

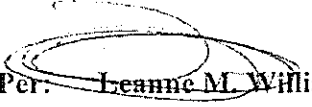
	Williams and client; email exchange regarding outcome;		
	Serve Report on bondholders and trustee; prepare Report for filing; several e-mails in respect of same; attend CCAA application;	8.80	LMW
Oct-01-13	E-mails in respect of Paymentech; e-mails in respect of status of discussions with TELUS;	0.40	LMW
	E-mails in respect of letter to creditors;	0.10	LMW
Oct-02-13	E-mails in respect of draft communications; review and revise same; telephone call with D. Moore in respect of interest payment; e-mails regarding same;	0.80	LMW
	Telephone calls and e-mails in respect of interest payment;	0.40	LMW
	Telephone call with C. Mediratta in respect of interest payment and positions taken by suppliers;	0.20	LMW
	Telephone call to J. Wright in respect of interest; e-mails in respect of request for information from reporter;	0.20	LMW
	E-mails in respect of dealer payments; telephone call from and to C. Mediratta;	0.20	LMW
	Telephone call with C. Mediratta in respect of customer issues and other issues raised;	0.50	LMW
	E-mails in respect of call with Ericsson;	0.10	LMW
	Review materials in respect of Ericsson and customer deposits; e-mail to R. Thornton regarding same;	0.70	LMW
Oct-03-13	Attend call with Ericsson; e-mails in respect of customers and Ericsson;	0.60	LMW
	Review e-mail in respect of termination of dealer leases; telephone call to C. Mediratta regarding same;	0.20	LMW
	Attend team conference call to discuss issues that have arisen with dealers, customers, Ingram and leases; e-mail from B. Aziz regarding status of discussions with the government;	1.20	LMW
	Several e-mails in respect of customer and supplier contract issues; e-mails in respect of proposed transaction;	0.30	LMW
	Conference call with the Monitor and E. Cobb in respect of proposed transaction structure; e-mails in respect of Ingram agreement;	0.70	LMW
Oct-04-13	Estimated time for the period September 30th to October 4th;	2.00	RIT

E-mail in respect of customer variance; e-mail from and to C. Mediratta;	0.20	LMW
E-mails in respect of Service List and addition of Bell Canada to same;	0.20	LMW
Several e-mails in respect of operations issues; review and consider Ingram position; e-mails in respect of Bell Canada; briefly review reasons of Newbould J.;	1.30	LMW
E-mails in respect of Newbould J. endorsement; review same; e-mails in respect of Ingram proposal; telephone call with C. Mediratta in respect of Ingram proposal and Bell Canada issues; e-mails in respect of issues with endorsement;	0.90	LMW
E-mails in respect of Ericsson terms and landlord issues;	0.20	LMW

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
John L. Finnigan	0.80	\$800.00	\$640.00
John T. Porter	12.00	\$800.00	\$9,600.00
Robert I. Thornton	2.00	\$925.00	\$1,850.00
Leanne M. Williams	26.10	\$675.00	\$17,617.50
Total Fees			\$29,707.50
HST on Fees			<u>\$3,861.98</u>
Total Fees and HST			\$33,569.48
<u>DISBURSEMENTS</u>			
Photocopies			\$528.00
Taxis			<u>\$7.96</u>
Total Taxable Disbursements			\$535.96
HST on Taxable Disbursements			\$69.67
Total *Non-Taxable Disbursements			<u>\$0.00</u>
Total Disbursements and HST			<u>\$605.63</u>
TOTAL NOW DUE			<u>\$34,175.11</u>

THORNTON GROUT FINNIGAN LLP

Per:  Leanne M. Williams

E.& O.E.

HST #87042 1039RT * HST Exempt

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 4.00% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.



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Ernst & Young Tower, 222 Bay Street
Toronto-Dominion Centre, PO Box 251
Toronto, ON M5K 1J7

October 17, 2013

Attention: Mike Dean

Invoice No. 27446
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: October 11, 2013

FEES

Sep-15-13	Telephone call with B. Aziz regarding status and timing; review of LOI regarding DIP financing; email to team; review and responding to emails regarding negotiating Asset Purchase Agreement;	1.50	RIT
Sep-16-13	Review and responding to emails regarding issue of creditors to be notified and status of LOI for DIP financing; review and commenting on Monitor's pre-filing report; review and responding to email regarding same; review of CRO's comments on Monitor's reports;	1.20	RIT
Sep-20-13	Receipt and review of Catalyst CCAA motion materials; considering response thereto; organizing team regarding same; review of emails regarding preparation for litigation battle; updates from CRO;	1.50	RIT
Sep-21-13	Review of Norton Rose comments on Monitor's pre-filing report and emails regarding same;	1.00	RIT
Sep-22-13	Review and responding to emails regarding Grant Moffat call to CRO;	0.50	RIT
Sep-23-13	Review of emails regarding update on Telus transaction; responding to emails regarding revised report; review of letter from Telus;	1.00	RIT
Sep-25-13	Review and responding to emails regarding pre-filing report and terms of the Initial Order relating to fees and DIP loan; review and responding to emails to bridge lender's counsel;	1.00	RIT
Sep-26-13	Review and responding to emails regarding KERPs and retention payments; comments on draft Initial Order; review and responding to emails regarding decision of Justice Newbould;	1.00	RIT
Sep-27-13	Review of update reports; review and responding to emails;	0.50	RIT

Sep-28-13	Review of update regarding status of government decision; emails with CRO regarding same; emails with CRO regarding cross-examinations;	0.70	RIT
Sep-29-13	Receipt of confirmation of Mobilicity board approving a filing with DIP; review of revised pre-filing report dealing with concerns regarding pre-filing report comments on the DIP; preparation for filing and hearing;	2.50	RIT
Sep-30-13	Review and responding to emails regarding a DIP auction; review and responding to emails;	1.00	RIT
Oct-02-13	Review and responding to emails regarding payment of first lien notes in error;	0.50	RIT
Oct-07-13	Reviewing and responding to e-mails; conference call with Bell Canada in respect of go-forward payments;	0.50	LMW
	Several e-mails in respect of changes to endorsement and scheduling of Court time; receipt of Notice of Appearance; instructions to revise Service List;	0.40	LMW
	Reviewing and responding to e-mail; telephone call with D. Moore and telephone call to E. Cobb in respect of comeback motion; instruction to coordinate Court availability;	0.80	LMW
	Telephone call with V. Gauthier in respect of issues with endorsement and Catalyst motion; several e-mails in respect of same;	0.90	LMW
	Review newspapers for relevant articles; summarize same and forward to team;	1.20	AF
Oct-08-13	Revise and issue request forms for comeback hearing;	0.10	LMW
	E-mails with Commercial List office in respect of chambers appointment; e-mails with counsel regarding same; receipt of Notice of Appearance from certain landlords; e-mails in respect of office lease;	0.80	LMW
	Briefly review analysis of leases regarding market rates;	0.10	LMW
Oct-09-13	Telephone call with B. Aziz; review of Ottawa presentation materials; meeting with CRO; discussion of Catalyst position and refinancing options; review of materials;	6.10	RIT
	E-mail to D. Moore in respect of timing of chambers appointment;	0.10	LMW
	Letter from D. Moore regarding DIP; circulate same to the Monitor; e-mails in respect of Bell agreement; review same; e-mails in respect of service list; e-mails enclosing Catalyst motion materials; review same; telephone calls with M. Dean and V. Gauthier;	2.30	LMW

	E-mails in respect of Catalyst materials;	0.30	LMW
	E-mails in respect of service list;	0.10	LMW
	E-mail to service list in respect of chambers appointment;	0.10	LMW
	Review newspapers for relevant articles;	0.20	AF
Oct-10-13	Telephone call with A. Morrison; telephone call with L. Williams; review and responding to emails; review and consideration of materials from D. Moore; telephone call with CRO; review and responding to emails;	3.70	RIT
	E-mails in respect of proposed creditors' committee and timing for meeting;	0.20	LMW
	Telephone call with R. Thornton in respect of proposed creditors' committee;	0.20	LMW
	Briefly review new documents posted to Mobilicity data room;	0.20	LMW
	Several e-mails in respect of comeback motion and materials; e-mails in respect of proposed DIP from Catalyst; compare revised DIP term sheet with prior term sheet; e-mails regarding same; e-mail in respect of status of negotiations with Bell Canada; e-mails and telephone call to D. Moore in respect of Catalyst materials; telephone call to S. Brontman in respect of letter to Monitor; e-mails regarding same; meeting with the Monitor	3.90	LMW
	to discuss comeback motion and stay extension; reviewing and responding to e-mails; e-mails in respect of service list; revise and circulate same; e-mails in respect of chambers appointment;		
	Reviewing and responding to e-mails; attend conference call to discuss schedule; telephone call from and email to D. Moore in respect of materials and timing; e-mails with J. Wright in respect of corrections to Reasons;	1.10	LMW
	E-mails with M. Dean in respect of Bell Canada agreement; e-mails in respect of scheduling;	0.20	LMW
Oct-11-13	Review and revising Affidavit; email comments on same; review of Bill; negotiating documents; further review of Affidavit; telephone call with Norton Rose; review and responding to emails; further review of Affidavit;	5.10	RIT
	Review of revised Affidavit;	1.00	RIT
	Prepare for and attend scheduling hearing;	0.80	LMW
	E-mails in respect of Bell deal; e-mails in respect of agreed schedule; e-mails in respect of Catalyst motion; e-mails with S. Weisz in respect	1.50	LMW

of chambers appointment; review Aziz affidavit; e-mails regarding same;

Review newspapers for relevant articles; 0.20 AF

Research regarding whether license payments can be stayed pursuant to CCAA; reviewing license agreement; 1.80 LN

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Robert I. Thornton	29.80	\$925.00	\$27,565.00
Leanne M. Williams	14.60	\$675.00	\$9,855.00
Annette Fournier (Law Clerk)	1.60	\$300.00	\$480.00
Lee Nicholson (Student)	1.80	\$250.00	\$450.00

Total Fees \$38,350.00

Less: 10 Hours of R. Thornton's Time Estimated on Our Invoice 27336 -\$9,250.00

Less: 2 Hours of R. Thornton's Time Estimated on Our Invoice 27401 -\$1,850.00

Balance of Fees \$27,250.00

HST on Fees \$3,542.50

Total Fees and HST \$30,792.50

DISBURSEMENTS

Photocopies \$18.00

Transportation \$7.48

Total Taxable Disbursements \$25.48

HST on Taxable Disbursements \$3.31

Total *Non-Taxable Disbursements \$0.00

Total Disbursements and HST \$28.79

TOTAL NOW DUE \$30,821.29

THORNTON GROUT FINNIGAN LLP

Per:  Leanne M. Williams

E.& O.E.
HST #87042 1039RT * HST Exempt

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Thornton Grout Finnigan LLP
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October 23, 2013

Ernst & Young Inc.
Ernst & Young Tower, 222 Bay Street
Toronto-Dominion Centre, PO Box 251
Toronto, ON M5K 1J7

Attention: Mike Dean

Invoice No. 27462
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: October 18, 2013

FEES

Oct-14-13	Review and commenting on draft report; emails related to same; further review and responding to emails;	1.50	RIT
	E-mails in respect of TeraGo agreement; review same; review revised Aziz affidavit; e-mails regarding same; review analysis and briefly review Microsoft agreement; e-mails regarding same;	1.20	LMW
Oct-15-13	Review and revise Affidavit; review of models regarding DIP economics; preparation for and meeting with Monitor and Catalyst; telephone call with company regarding Catalyst;	3.80	RIT
	Reviewing and responding to e-mails;	0.10	LMW
	E-mails in respect of comeback motion; e-mails in respect of head lease; telephone call with V. Gauthier; e-mails in respect of Catalyst DIP proposal; prepare for and attend meeting with Catalyst; further telephone call with V. Gauthier and B. Aziz regarding same;	3.30	LMW
	E-mails in respect of Aziz affidavit;	0.20	LMW
Oct-16-13	Telephone call with L. Williams; telephone call with CRO; review and responding to email regarding Affidavit materials; review and responding to email regarding landlords; meeting with B. Aziz regarding status of deal and Catalyst motion; review and responding to Goodman's changes to Court documents; review and responding to email regarding substantive consolidation issues;	2.00	RIT
	Discuss status with R. Thornton; e-mail from B. Aziz in respect of	1.00	LMW

	discussions with Ministry; review revised draft of Aziz affidavit; e-mails regarding same; telephone call with E. Cobb in respect of TeraGo and Alpina; e-mails regarding same;		
	Several e-mails in respect of Aziz affidavit; telephone call to V. Gauthier regarding same;	0.50	LMW
	Reviewing and responding to e-mails; review proposed language in respect of real property leases; e-mails regarding same;	0.70	LMW
Oct-17-13	Review and responding to email; telephone call with CRO;	1.20	RIT
	Telephone call with CRO regarding government position; review and responding to email; review and revising draft Monitor's report and comments on same;	3.00	RIT
	Several e-mails in respect of Sitel agreement; review Sitel agreement; e-mails in respect of head office lease; e-mails in respect of real property leases; discuss de lange agreement with L. Nicholson; telephone call with C. Mediratta and L. Nicholson in respect of various outstanding issues; e-mail to Newbould J. in respect of endorsement;	1.50	LMW
	Review materials in respect of Sitel and Alpina; reviewing and responding to e-mails, telephone call with Commercial Court in respect of endorsement; receipt and circulation of same; draft letter to Alpina;	1.50	LMW
	E-mails in respect of Alpina and landlord issues;	0.20	LMW
	Reviewing and responding to e-mails;	0.20	LMW
	Review amendments by Sitel; e-mails in respect of amendments to real property provisions of Initial Order; review and revise draft Report;	1.50	LMW
	Conference call with C. Merdiratta; researching regarding staying license financing payments; reviewing various indentures; research regarding substantive consolidation;	7.20	LN
Oct-18-13	E-mails in respect of government ad campaign; reviewing and responding to e-mails in respect of creditor issues; review letter to head office landlord; e-mails regarding same; review revised draft order; e-mails regarding same;	0.70	LMW
	Review proposed real property lease; e-mails with C. Mediratta regarding same; e-mails in respect of Report and documents to review regarding consolidation;	0.60	LMW
	E-mails in respect of draft Report; review e-mail in respect of preliminary views on substantial consolidation; letter from D. Moore regarding DIP process; circulate same;	0.60	LMW

Research regarding substantive consolidation; email to C. Merdiratta; 4.00 LN

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Robert I. Thornton	11.50	\$925.00	\$10,637.50
Leanne M. Williams	13.80	\$675.00	\$9,315.00
Lee Nicholson (Student)	11.20	\$250.00	\$2,800.00
Total Fees			\$22,752.50
HST on Fees			<u>\$2,957.83</u>
Total Fees and HST			\$25,710.33
<u>DISBURSEMENTS</u>			
Binding			\$19.86
Computer Research			\$43.01
Photocopies			<u>\$23.25</u>
Total Taxable Disbursements			\$86.12
HST on Taxable Disbursements			\$11.20
Total *Non-Taxable Disbursements			<u>\$0.00</u>
Total Disbursements and HST			<u>\$97.32</u>
TOTAL NOW DUE			<u>\$25,807.65</u>

THORNTON GROUT FINNIGAN LLP

Per:  **Leanne M. Williams**

E.& O.E.
HST #87042 1039RT * HST Exempt

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Toronto-Dominion Centre, PO Box 251
Toronto, ON
M5K 1J7

October 29, 2013

Attention: Mike Dean

Invoice No. 27473
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

**TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: October 25, 2013**

FEES

Oct-19-13	Review and responding to email regarding draft report;	0.50	RIT
	Several e-mails in respect of Catalyst motion and draft Report; review Reply affidavit; e-mails regarding same;	0.90	LMW
	Changing document formatting;	0.30	LN
	Transporting documents;	0.30	LN
Oct-20-13	Conference call with CRO and Norton Rose regarding Monitor's Report; review and responding to email regarding same;	1.20	RIT
	E-mails from D. Moore in respect of Reply affidavit; telephone call with R. Thornton in respect of draft Report; review proposed amendments to draft Report;	0.80	LMW
	Update e-mail from B. Aziz;	0.10	LMW
Oct-21-13	Telephone call with L. Williams; preparation for and attend cross-examination of B. Aziz; meeting with Monitor and L. Williams regarding Monitor report; further preparation for and attending cross-examination of Riley; conference call with Monitor; review and revising Monitor's Report;	10.10	RIT

	Prepare materials for examination; several e-mails in respect of outstanding issues; review materials in respect of Crystallex's DIP solicitation process; telephone call to C. Mediratta regarding same; review Canaccord analysis of Catalyst DIP;	1.10	LMW
	Meeting with R. Thornton and A. Morrison in respect of Aziz examination and draft Monitor's Report; e-mails in respect of proposed transaction; review Ottawa presentation in respect of terms of proposed transaction; review data room materials in respect of substantial consolidation issue; discuss same with L. Nicholson; telephone call with V. Gauthier in respect of term sheet; e-mails regarding same;	1.80	LMW
	Reviewing and responding to e-mail; conference call with the Monitor in respect of cross-examinations and Monitor's Report; e-mails in respect of D&O Charge;	1.00	LMW
	Review letter of intent; reviewing and responding to e-mails; review and revise draft Monitor's Report; e-mails regarding same;	1.20	LMW
	Review newspapers for relevant articles;	0.20	AF
Oct-22-13	Telephone call with M. Dean; review of CTCC letter; consideration regarding regulatory issues; telephone call with A. Morrison; review of LOI; review of comments on draft report;	1.50	RIT
	Telephone call with R. Thornton in respect of comparison of DIP term sheets and Monitor's Report; e-mails in respect of head lease; telephone call with B. Aziz regarding same; review transcript of J. Riley; letter in respect of CTCC payments; e-mails regarding same; review regulatory payments in CCAA; e-mails in respect of draft Report; review Aziz comments to draft Report;	2.40	LMW
	Several e-mails in respect of Monitor's Report and proposed transaction; review revisions to Report; review waterfall prepared in respect of proposed transaction and draft Plan; e-mails regarding same;	1.20	LMW
	Reviewing first lien indenture, first lien offering memorandum, subordination agreement, unsecured indenture;	3.80	LN
Oct-23-13	Review and responding to email; review of revised report; telephone call with L. Williams; conference call with CRO; telephone call with M. Dean regarding IC decision pending; conference call with Monitor; conference call with Norton Rose; further conference call with Monitor; telephone call with A. Morrison; telephone call with CRO; review and responding to email regarding Investment Canada negative provisional decision;	5.30	RIT
	Reviewing and responding to e-mails; review revisions to Report; e-mails with S. Weisz in respect of Monitor's Report; e-mails in respect of Industry Canada; finalize and serve Report; e-mails with C. Mediratta; telephone call with M. Dean; e-mails in respect of	5.90	LMW

	arrangements with Bell Canada; numerous e-mails in respect of preliminary position taken by Industry Canada; conference call with R. Chadwick and B. O'Neill; receipt of amended reasons; circulate same; e-mails in respect of position taken by Amdocs; conference call to discuss position; e-mail to Newbould J. enclosing soft copy of Report; e-mails enclosing facta; review facta of Catalyst; e-mails in respect of adjournment request; e-mail from and to J. Wright in respect of Report;		
	Review newspapers for relevant articles; summarize same and forward to team;	0.30	AF
	Reviewing unsecured indenture, unsecured debenture offering memorandum, first lien note; drafting memorandum of issue of substantive consolidation;	6.80	LN
	Conference call with E&Y; conference call regarding Industry Canada decision;	0.70	LN
Oct-24-13	Telephone call with L. Nicholson regarding various issues; conference call with company and Goodmans; preparation for and attend Court; review and responding to email regarding substantive consolidation; telephone call with client; meeting with A. Morrison, M. Dean and L. Williams regarding meeting with Investment Canada; telephone call with CRO; review of IC letter;	5.80	RIT
	E-mails and conference call to discuss upcoming motion; prepare for and attend Catalyst motion; e-mails in respect of Amdocs;	2.30	LMW
	Discuss go-forward strategy with R. Thornton; meeting with Robert I. Thornton and the Monitor to discuss attendance in Ottawa and strategy to move proposed transaction forward; review documents in respect of Amdocs; telephone call with C. Mediratta regarding same; briefly review Amdocs agreements; discuss same with L. Nicholson;	2.30	LMW
	Researching and drafting a memo on possible avenues in which the proposed transaction could be pursued;	11.70	LN
Oct-25-13	Preparation for and travel to and from Ottawa to meet with Investment Canada; meetings with Monitor, R. Chadwick and CRO; consideration of alternate strategies;	10.00	RIT
	E-mails in respect of assignability of contracts;	0.20	LMW
	Discuss Amdocs agreements with L. Nicholson;	0.10	LMW
	E-mails in respect of Amdocs agreements; conference call regarding same;	0.70	LMW
	Letter from Alpina's counsel; circulate same; e-mails in respect of meeting with Industry Canada;	0.40	LMW

Review e-mails in respect of transfer of spectrum licenses;	0.20	LMW
Review newspapers for relevant articles; summarize same forward to team;	0.30	AF
Conference call regarding Amdocs; research regarding applicability of s. 11.3 to transfer of spectrum licenses;	7.00	LN
Research regarding issuing a permanent stay in respect of termination remedies; summarizing Industry Canada's framework relating to transfer of spectrum licenses;	2.50	LN

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Robert I. Thornton	34.40	\$925.00	\$31,820.00
Leanne M. Williams	22.60	\$675.00	\$15,255.00
Annette Fournier (Law Clerk)	0.80	\$300.00	\$240.00
Lee Nicholson (Student)	33.10	\$250.00	\$8,275.00
Total Fees			\$55,590.00
HST on Fees			<u>\$7,226.70</u>
Total Fees and HST			\$62,816.70
<u>DISBURSEMENTS</u>			
Photocopies			\$368.50
Telephone			\$71.92
Fee of Victory Verbatim			\$438.00
Fee of Victory Verbatim			<u>\$37.00</u>
Total Taxable Disbursements			\$915.42
HST on Taxable Disbursements			<u>\$119.00</u>
Total Disbursements and HST			<u>\$1,034.42</u>
TOTAL ACCOUNT:			<u>\$63,851.12</u>

THORNTON GROUP FINNIGAN LLP



Per: Robert I. Thornton

E. & O.E.

HST #87042 1039RT * HST Exempt

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Thornton Grout Finnigan LLP
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Toronto-Dominion Centre, PO Box 251
Toronto, ON M5K 1J7

November 4, 2013

Attention: Mike Dean

Invoice No. 27478
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: November 1, 2013

FEES

Sep-03-13	Consideration regarding Verizon withdrawal and implications; telephone call with A. Morrison regarding same; review and responding to email regarding size and priority of charge; telephone call with A. Morrison; telephone call with V. Gauthier; preparation for and meeting regarding DIP terms; meeting with Ernst & Young regarding DIP recommendation; meeting with Ernst & Young; telephone call with CRO (2x) regarding DIP options and recommendations; telephone call with E. Cobb regarding make whole liability; telephone call with V. Gauthier and A. Morrison; telephone call with B. Aziz regarding board meeting and DIP;	6.90	RIT
Oct-26-13	Review and responding to emails;	0.60	RIT
	E-mails in respect of Amdocs; e-mails in respect of position of Industry Canada and possible alternatives; e-mails in respect of interpretation of sections of CCAA in respect of assignment;	0.40	LMW
Oct-27-13	Review and responding to email regarding strategies; conference call with Monitor regarding sales process;	1.50	RIT
	E-mails in respect of Amdocs;	0.10	LMW
	Review e-mail in respect of strategic alternatives;	0.20	LMW
	Attend conference call with the Monitor to discuss strategic alternatives;	0.30	LMW
	Conference call with R. Thornton, L. Williams and Ernst & Young;	0.30	LN
Oct-28-13	Preparation for and attend meeting to brain storm with Norton Rose,	2.00	RIT

	the Monitor and CRO regarding appropriate go-forward strategies; review and responding to emails regarding deemed transfer;		
	Discuss outcome of strategy meeting with R. Thornton;	0.20	LMW
	Receipt of Notice of Appearance; e-mails in respect of updated service list;	0.20	LMW
	Review preliminary assessment from Industry Canada;	0.20	LMW
Oct-29-13	Telephone call with V. Gauthier; meeting with L. Nicholson; telephone call with V. Gauthier regarding restraining administrators' discretion;	1.90	RIT
	Review Industry Canada analysis; emails regarding same; emails in respect of Alpina; emails in respect of spectrum framework;	2.40	LMW
	Review newspapers for relevant articles;	0.20	AF
	Summarizing Industry Canada's transfer guidelines; telephone call with V. Gauthier; telephone call with A. Morrison;	3.20	LN
Oct-30-13	Review and responding to emails regarding Industry Canada press leaks; telephone call with CRO; review of letter regarding Amdocs; review of articles regarding Industry Canada decision;	1.00	RIT
	E-mails in respect of actions taken by BNS in respect of bank accounts; review Mobilicity letter to Amdocs; several e-mails in respect of news coverage of Industry Canada decision;	0.50	LMW
	Review newspapers for relevant articles; summarize same and forward to team;	0.30	AF
	Researching regarding permanently staying Industry Canada;	0.80	LN
Oct-31-13	Several e-mails in respect of position taken by BNS and hold on account; e-mail from C. Mediratta regarding service list;	0.30	LMW
	Review draft letter to BNS;	0.20	LMW
	Review newspapers for relevant articles and forward same to team;	0.20	AF
	Research regarding assigning licenses under the CCAA; drafting memo regarding permanently staying Industry Canada;	3.40	LN
Nov-01-13	Emails in respect of subscriber numbers; emails in respect of Ericsson agreement; letter from E. Lamek in respect of position taken by BNS;	0.70	LMW
	Review newspapers for relevant articles;	0.20	AF
	Research regarding permanently staying a regulatory body; drafting	3.10	LN

memo on permanently staying a regulatory body;

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Robert I. Thornton	13.90	\$925.00	\$12,857.50
Leanne M. Williams	5.70	\$675.00	\$3,847.50
Lee Nicholson (Student)	10.80	\$250.00	\$2,700.00
Annette Fournier (Law Clerk)	0.90	\$300.00	\$270.00
Total Fees			\$19,675.00
HST on Fees			<u>\$2,557.75</u>
Total Fees and HST			<u>\$22,232.75</u>
TOTAL NOW DUE			<u>\$22,232.75</u>

THORNTON GROUT FINNIGAN LLP



Per: Leanne M. Williams

E.& O.E.
HST #87042 1039RT * HST Exempt

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Thornton Grout Finnigan LLP
RESTRUCTURING + LITIGATION

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Ernst & Young Inc.
Ernst & Young Tower, 222 Bay Street
Toronto-Dominion Centre, PO Box 251
Toronto, ON M5K 1J7

November 13, 2013

Attention: Mike Dean

Invoice No. 27516
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: November 8, 2013

FEES

Oct-04-13	Receipt and review of reasons of Mr. Justice Newbould;	0.20	JTP
Oct-09-13	Receipt and review of correspondence from D. Moore; office conference with L. Williams;	0.30	JTP
Nov-03-13	Drafting and editing a memo on permanently staying a regulatory body;	1.50	LN
Nov-04-13	Telephone call with CRO regarding auction process; telephone call with CRO; email to team;	1.50	RIT
	Several e-mails in respect of Ericsson agreement; review proposed amendment; begin reviewing memorandum regarding suspension of termination of license; reviewing and responding to e-mails;	0.70	LMW
	E-mails in respect of status of update call;	0.20	LMW
Nov-05-13	Review and responding to email; telephone call with CRO; further meeting with CRO and L. Williams; review and responding to email regarding court attendance; review and revising engagement letter;	2.70	RIT
	Meeting with the Monitor and the company to discuss the status and next steps; further discussion with B. Aziz regarding same; e-mails in respect of Court availability;	2.20	LMW
	Letter from Alpina counsel enclosing Notice of Appearance; request to update service list; e-mails regarding same;	0.20	LMW
	Several e-mails in respect of possible motion to approve sale process;	0.40	LMW
	E-mails in respect of PPSA registration;	0.10	LMW
	Review newspapers for relevant articles;	0.20	AF

	Summarizing spectrum licence procedures;	0.90	LN
Nov-06-13	Review of emails regarding Verizon; responding to emails; revising draft order and affidavit; further revisions to bidding procedures and emails with respect thereto;	2.20	RIT
	E-mails in respect of potential sales process and latest news reports on state of telecom industry;	0.40	LMW
	E-mails in respect of discussions with Telus; review draft motion materials in respect of sale process; e-mails regarding same;	0.60	LMW
	Several e-mails in respect of bidding procedures and motion materials; briefly review bidding procedures and comments regarding same;	0.90	LMW
	E-mails in respect of position taken by CTCC;	0.10	LMW
	Summarizing spectrum license procedure, spectrum policy framework and AWS policy framework;	4.00	LN
Nov-07-13	Review and responding to email; conference call with Norton Rose and CRO; conference call with Goodmans regarding bidding procedures; further revisions to court materials;	2.90	RIT
	Review revised bid procedures in detail; e-mails regarding same; telephone call with the Monitor to discuss bid procedures; conference calls with the company and the DIP Lenders regarding same; review revised bid procedures; e-mails regarding same; e-mail to Newbould J. in respect of Court attendance; instructions regarding Commercial List request form;	3.70	LMW
	E-mails in respect of motion materials and sales process; e-mail in respect of CTCC;	0.30	LMW
	E-mails in respect of service of materials; telephone call to D. Moore and S. Brontman regarding materials to be served;	0.30	LMW
	E-mails with the Court office in respect of sale process motion; receipt of motion materials; e-mails in respect of further communications with Industry Canada;	0.20	LMW
	Reviewing sale process procedures; drafting memo regarding court jurisdiction to approve spectrum licence transfer;	2.00	LN
Nov-08-13	Meeting with L. Williams; telephone call with M. Dean; review and revising Second Report;	1.00	RIT
	Telephone call from and to D. Moore;	0.10	LMW
	Several e-mails in respect of motion materials and Report; telephone call to M. Dean; review and revise draft Report; telephone call from counsel to Amdocs in respect of sales process; e-mails with V. Gauthier regarding same; telephone call with V. Gauthier regarding discussions with S. Brontman;	1.70	LMW
	Review draft factum; e-mails regarding same; review recent communication to Industry Canada;	0.90	LMW
	Review newspapers for relevant articles; summarize same and forward	0.30	AF

to team;

Drafting memo on legitimate expectations; editing memos regarding transferring spectrum licences without approval from the Minister; 2.80 LN

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
John T. Porter	0.50	\$800.00	\$400.00
Robert I. Thornton	10.30	\$925.00	\$9,527.50
Leanne M. Williams	13.00	\$675.00	\$8,775.00
Lee Nicholson (Student)	11.20	\$250.00	\$2,800.00
Annette Fournier (Law Clerk)	0.50	\$300.00	\$150.00
Total Fees			\$21,652.50
HST on Fees			<u>\$2,814.83</u>
Total Fees and HST			\$24,467.33
<u>DISBURSEMENTS</u>			
Photocopies			\$8.50
Telephone			<u>\$71.69</u>
Total Taxable Disbursements			\$80.19
HST on Taxable Disbursements			\$10.42
Total *Non-Taxable Disbursements			<u>\$0.00</u>
Total Disbursements and HST			<u>\$90.61</u>
TOTAL NOW DUE			<u>\$24,557.94</u>

THORNTON GROUT FINNIGAN LLP

Per:  **Leanne M. Williams**

E. & O.E.
HST #87042 1039RT * HST Exempt

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November 19, 2013

Ernst & Young Inc.
Ernst & Young Tower, 222 Bay Street
Toronto-Dominion Centre, PO Box 251
Toronto, ON
M5K 1J7

Attention: Mike Dean

Invoice No. 27552
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: November 15, 2013

FEES

Nov-09-13	Review and revise Second Report; e-mails regarding same;	0.70	LMW
Nov-10-13	Review revisions to the Report; e-mails regarding same; review revised factum;	0.70	LMW
Nov-11-13	E-mails in respect of draft Report; telephone call from R. Chadwick; e-mails in respect of draft factum; review update e-mail from B. Aziz;	0.60	LMW
	Several e-mails in respect of draft Report; review proposed changes to same; telephone call with D. Moore in respect of position taken by Catalyst; e-mails regarding same; telephone call with M. Dean to finalize Report; several e-mails in respect of position taken by DIP Lenders; finalize and serve Report on the Service List;	1.70	LMW
Nov-12-13	E-mails in respect of filing of Report; e-mails in respect of draft sale advertisement; review same; telephone call from and to J. Wright in respect of payment of trustee's fees; telephone call with C. Mediaratta regarding same; e-mails in respect of confidentiality agreement; telephone call to V. Gauthier regarding same; e-mails in respect of Canadian Warranty issue; discuss same with L. Nicholson; telephone call to G. Temelini in respect of Trustee's fees;	3.50	LMW
	E-mails from the Trustee in respect of their outstanding fees; prepare confidentiality agreement and circulate same;	0.80	LMW
	Review and consider Initial Order in respect of payment of Trustee's fees;	0.20	LMW
	Research regarding staying insurance premiums; research regarding	3.50	LN

staying CCTS payments; call with F. Han and C. Mediratta;

Nov-13-13	Prepare for and attend sale process motion; e-mails in respect of same; e-mail from E. Cobb in respect of confidentiality agreement; review revisions to same; several e-mails in respect of agreement; telephone call from G. Tremelini in respect of Trustee's fees; telephone call from and e-mails with E. Cobb in respect of confidentiality agreement; e-mails regarding same; telephone call to C. Mediratta in respect of Trustee; e-mails with R. Thornton in respect of position taken by Catalyst on motion; e-mail from B. Aziz in respect of Industry Canada; e-mails with S. Weisz in respect of outcome of motion;	3.80	LMW
	Review revised Non Disclosure Agreement;	0.10	LMW
Nov-14-13	E-mails in respect of sale process documents;	0.10	LMW
	Several e-mails in respect of sales process and confidentiality agreements; telephone call with M. Dean and E. Cobb regarding same; review news articles in respect of Mobilitcity and the use of spectrum;	0.90	LMW
	Several e-mails in respect of Confidentiality Agreement and press release;	0.50	LMW
Nov-15-13	E-mails in respect of proposed response to CCTS;	0.20	LMW
	E-mail from C. Mediratta in respect of CTCC claim;	0.10	LMW
	Editing letter regarding proceedings by the CCTS;	0.90	LN

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Leanne M. Williams	13.90	\$675.00	\$9,382.50
Lee Nicholson (Student)	4.40	\$250.00	\$1,100.00
Total Fees			\$10,482.50
HST on Fees			<u>\$1,362.73</u>
Total Fees and HST			\$11,845.23

DISBURSEMENTS

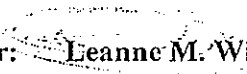
Binding	\$4.27
Computer Research	\$342.57
Photocopies	\$63.50
Telephone	<u>\$41.80</u>

Total Taxable Disbursements	\$452.14
HST on Taxable Disbursements	\$58.78
Total *Non-Taxable Disbursements	<u>\$0.00</u>

Total Disbursements and HST	<u>\$510.92</u>
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TOTAL NOW DUE	<u>\$12,356.15</u>
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THORNTON GROUT FINNIGAN LLP

Per:  **Leanne M. Williams**

E.& O.E.
HST #87042 1039RT * HST Exempt

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Ernst & Young Tower, 222 Bay Street
Toronto-Dominion Centre, PO Box 251
Toronto, ON
M5K 1J7

November 26, 2013

Attention: Mike Dean

Invoice No. 27597
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: November 22, 2013

FEES

Nov-18-13	E-mails in respect of Non-Disclosure Agreement;	0.20	LMW
	Review revisions to Bell Canada agreement;	0.20	LMW
Nov-19-13	E-mail in respect of sales process;	0.10	LMW
	E-mails in respect of confidentiality agreements and Telus' continued participation in sales process;	0.20	LMW
	E-mails in respect of Telus Non-Disclosure Agreement; review letter regarding same;	0.20	LMW
Nov-20-13	Review newspapers for relevant articles;	0.20	AF
	Reviewing various debt instruments; drafting memorandum on substantive consolidation;	2.80	LN
	Reviewing various debt instruments; drafting memorandum on substantive consolidation;	2.20	LN
Nov-21-13	Telephone call with CRO regarding meeting in Ottawa; review and responding to changes to NDA email;	0.50	RIT
	Reviewing e-mails in respect of Non-Disclosure Agreement; reviewing proposed changes; e-mails re same;	0.50	LMW
	Review newspapers for relevant articles;	0.20	AF
Nov-22-13	Review and responding to email regarding Ottawa meeting; telephone	2.70	RIT

call with CRO regarding meeting with Telus and bid deadline issues;
preparation for and meeting with counsel for Telus regarding bid
process; telephone call with CRO regarding same;

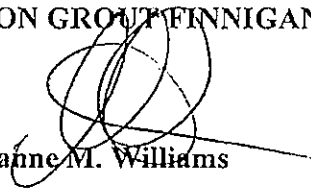
Reviewing and responding to e-mails;

0.40 LMW

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Robert I. Thornton	3.20	\$925.00	\$2,960.00
Leanne M. Williams	1.80	\$675.00	\$1,215.00
Lee Nicholson (Student)	5.00	\$250.00	\$1,250.00
Annette Fournier (Law Clerk)	0.40	\$300.00	\$120.00
Total Fees			\$5,545.00
HST on Fees			<u>\$720.85</u>
Total Fees and HST			\$6,265.85
<u>DISBURSEMENTS</u>			
Telephone			<u>\$43.54</u>
Total Taxable Disbursements			\$43.54
HST on Taxable Disbursements			\$5.66
Total *Non-Taxable Disbursements			<u>\$0.00</u>
Total Disbursements and HST			<u>\$49.20</u>
TOTAL NOW DUE			<u>\$6,315.05</u>

THORNTON GROUP FINNIGAN LLP

Per:  Leanne M. Williams

E.& O.E.
HST #87042 1039RT * HST Exempt

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Ernst & Young Inc.
Ernst & Young Tower, 222 Bay Street
Toronto-Dominion Centre, PO Box 251
Toronto, ON
M5K 1J7

December 2, 2013

Attention: Mike Dean

Invoice No. 27600
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

**TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: November 29, 2013**

FEES

Nov-20-13	Emails in respect of request for information regarding sale procedures; emails in respect of Trustee fees;	0.40	LMW
Nov-23-13	Emails in respect of meeting with counsel for Telus;	0.20	LMW
Nov-24-13	Emails in respect of changes requested to NDA by Cogeco;	0.20	LMW
Nov-25-13	Review and responding to email regarding Rogers call;	0.20	RIT
	Emails with M. Dean in respect of implication of proposed amendments to Cogeco NDA; review proposed revisions to same; emails in respect of Videotron NDA; emails regarding Cogeco NDA;	0.70	LMW
	Email enclosing Videotron NDA; emails in respect of data room access;	0.20	LMW
	Emails in respect of position taken by Cogeco in respect of NDA;	0.20	LMW
	Emails in respect of communication received by Rogers;	0.10	LMW
	Review newspapers for relevant articles;	0.20	AF
Nov-26-13	Emails in respect of access to data room; email in respect of execution of Cogeco NDA;	0.20	LMW

	Emails in respect of discussions with Telus and execution of NDAs;	0.20	LMW
Nov-27-13	Review and revising email summaries from B. Aziz;	0.50	RIT
	Email in respect of Industry Canada;	0.20	LMW
	Emails in respect of communications with Telus; emails in respect of Bell Canada agreement;	0.30	LMW
Nov-28-13	E-mails in respect of Bell Canada agreement;	0.20	LMW
Nov-29-13	Review revisions to Bell Canada agreement; emails regarding same;	0.20	LMW

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Robert I. Thornton	0.70	\$925.00	\$647.50
Leanne M. Williams	3.30	\$675.00	\$2,227.50
Annette Fournier (Law Clerk)	0.20	\$300.00	\$60.00

Total Fees	\$2,935.00
HST on Fees	<u>\$381.55</u>

Total Fees and HST	\$3,316.55
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DISBURSEMENTS

Taxis	<u>\$109.73</u>
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Total Taxable Disbursements	\$109.73
HST on Taxable Disbursements	<u>\$14.26</u>

Total Disbursements and HST	<u>\$123.99</u>
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TOTAL ACCOUNT:	<u>\$3,440.54</u>
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THORNTON GROUT FINNIGAN LLP



Per: Leanne M. Williams

E.& O.E.

HST #87042 1039RT * HST Exempt

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Ernst & Young Inc.
Ernst & Young Tower, 222 Bay Street
Toronto-Dominion Centre, PO Box 251
Toronto, ON M5K 1J7

December 10, 2013

Attention: Mike Dean

Invoice No. 27640
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: December 6, 2013

FEES

Dec-02-13	Telephone call with B. Aziz; telephone call with M. Dean; telephone call with L. Williams regarding status of bidders; review of report; preparation for meeting; review and responding to emails; review and responding to email regarding Catalyst;	2.30	RIT
	Prepare for and attend meeting with the Monitor and CRO with R. Thornton; e-mails in respect of timing of stay extension;	1.60	LMW
	E-mail to Commercial List office;	0.10	LMW
	Review updates provided by B. Aziz;	0.20	LMW
	E-mails in respect of Catalyst's position on sale process;	0.10	LMW
	Review newspapers for relevant articles;	0.20	AF
Dec-03-13	Review and responding to email regarding Wind and regarding bidding process; meeting with Monitor regarding qualified bids and bidders; telephone call with R. Chadwick; review and responding to emails regarding Wind bid and qualifying Wind;	4.50	RIT
	E-mails in respect of stay extension motion;	0.20	LMW
	E-mail from V. Gauthier and e-mail to R. Chadwick in respect of timing of stay extension;	0.10	LMW
	E-mails in respect of press release regarding sale process;	0.20	LMW
	Meeting with the Monitor, the CRO, and his advisors to discuss Participation Materials received in sale process;	1.50	LMW

	E-mails in respect of press release and Court availability; instructions to secure Court time for the extension of the stay of proceedings;	0.30	LMW
	E-mails in respect of Industry Canada's request to be added to service list;	0.10	LMW
	E-mails in respect of information in press and news articles about sales process; e-mails in respect of exchange between the Monitor and Vimpelcom;	0.30	LMW
	Reviewing and responding to e-mail;	0.20	LMW
	Review letter to Qualified Bidders; e-mail in respect of Participation Materials;	0.10	LMW
	E-mails in respect of letters to Qualified Bidders; e-mails in respect of draft sale agreement;	0.10	LMW
	Review newspapers for relevant articles; summarize same and forward to team;	0.40	AF
Dec-04-13	Review and revising letter to Qualified Bidders;	0.20	RIT
	E-mail from Industry Canada in respect of status of review;	0.10	LMW
	Telephone call from and to D. Moore; e-mail to B. Aziz regarding same;	0.30	LMW
	Review newspapers for relevant articles; summarize same and forward to team;	0.30	AF
Dec-05-13	Telephone call with L. Williams;	0.20	RIT
	Several e-mails in respect of sale materials and Catalyst participation in spectrum auction; conference call with counsel for Telus and the Applicants; further telephone call with M. Dean and V. Gauthier;	1.20	LMW
	Several e-mails in respect of transaction materials to be provided by bidders; review cash flow analysis; e-mails with potential bidders;	0.40	LMW
	Several e-mails in respect of request to extend Bid Deadline;	0.30	LMW
	Review newspapers for relevant articles; summarize same and forward to team;	0.30	AF
Dec-06-13	Meeting with L. Williams regarding bid proceedings; review and responding to email and calls with bidders; meeting with L. Williams; conference call regarding bid deadline extension; consulting with stakeholders;	2.20	RIT
	E-mails in respect of extension of the deadline for bids; emails with Qualified Bidders; conference call to discuss extension of Bid Deadline and documents to be submitted in the process; further telephone calls	3.20	LMW

regarding same; e-mails to set up conference calls to discuss bid requirements; telephone call with Cogeco regarding same; telephone call with M. Wasserman regarding deposit required; telephone call with C. Mediratta regarding calls with Qualified Bidders;

Numerous calls to arrange calls with Qualified Bidders; telephone call with M. Dean in respect of stay extension; e-mails in respect of telephone calls with Wind and Quebecor; draft Notice of Extension; conference call to discuss extension; e-mails regarding same; e-mails in respect of sale of losses; amend Notice; e-mails regarding same; circulate Notice to the Service List; 2.40 LMW

E-mails in respect of call with Quebecor to discuss possible structure of transaction; 0.10 LMW

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Robert I. Thornton	9.40	\$925.00	\$8,695.00
Leanne M. Williams	13.10	\$675.00	\$8,842.50
Annette Fournier (Law Clerk)	1.20	\$300.00	\$360.00

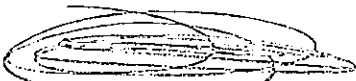
Total Fees \$17,897.50

HST on Fees \$2,326.68

Total Fees and HST \$20,224.18

TOTAL NOW DUE \$20,224.18

THORNTON GROUT FINNIGAN LLP



Per: Leanne M. Williams

E.& O.E.

HST #S7042 1039RT * HST Exempt

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Toronto-Dominion Centre
100 Wellington Street West
Suite 3200, P.O. Box 329
Toronto, ON Canada M5K 1K7
T 416.304.1616 F 416.304.1313

December 18, 2013

Ernst & Young Inc.
Ernst & Young Tower, 222 Bay Street
Toronto-Dominion Centre, PO Box 251
Toronto, ON M5K 1J7

Attention: Mike Dean

Invoice No. 27691
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: December 13, 2013

FEES

Nov-01-13	Meeting with CRO; review and responding to emails regarding October results;	0.50	RIT
Dec-09-13	Responding to emails;	0.40	RIT
	E-mails in respect of proposed call with Quebecor;	0.20	LMW
	E-mail from J. Wright; update the service list and e-mail to C. Mediratta;	0.20	LMW
	Further revise service list; attend conference call with Quebecor;	0.80	LMW
	Review news articles regarding extension;	0.10	LMW
	Further revise service list to include Chase Paymentech; e-mails regarding same;	0.20	LMW
	E-mails in respect of data room access and service list;	0.10	LMW
	Telephone call with D. Moore in respect of Sale Process; e-mail to Monitor team regarding same;	0.60	LMW
	E-mails in respect of timing of Report; telephone call with C. Mediratta; review proposed letter regarding disclaimer of lease; e-mails with C. Mediratta regarding same;	0.40	LMW
	E-mails in respect of meeting with Telus;	0.10	LMW

	E-mails in respect of draft Report;	0.10	LMW
	Review and revise draft Report; e-mails regarding same;	0.50	LMW
	Review newspapers for relevant articles; summarize same and forward to team;	0.30	AF
Dec-10-13	Review and responding to emails; meeting with L. Williams; preparation for meeting; review and revise report; meeting with company, CRO, monitor, monitor's counsel and Canacord regarding bid and next steps; review and revise third report;	2.00	RIT
	Several e-mails in respect of stay extension report; e-mails in respect of meeting with potential bidders; telephone call with V. Gauthier in respect of status update meeting; attend meeting to discuss status of sale process;	2.30	LMW
	E-mails in respect of Quebecor; review final letter to Westbrook;	0.10	LMW
	E-mails in respect of draft report; create blackline and circulate same;	0.30	LMW
Dec-11-13	Review amendments to Report;	0.20	LMW
	Review Aziz affidavit; e-mails regarding same; letter from Industry Canada;	0.50	LMW
	E-mails in respect of draft Aziz;	0.20	LMW
Dec-12-13	Review amendments proposed by DIP Lenders to Aziz affidavit;	0.20	LMW
	Review proposed factum; e-mails regarding same;	0.40	LMW
	Review application of Telus in respect of License Transfers; e-mails in respect of motion materials; review proposed changes to factum; e-mails in respect of timing of service of Monitor's Report;	1.00	LMW
	E-mails in respect of service list;	0.10	LMW
	E-mails in respect of Benstar bid; review bid submitted;	0.30	LMW
Dec-13-13	Finalize Report and circulate same; e-mail from M. Dean regarding discussion in respect of Rogers; e-mail enclosing draft transaction agreement; serve Monitor's Report; e-mail to Newbould J.;	0.90	LMW
	E-mails in respect of stay extension date;	0.20	LMW
	Review Transaction Agreement; e-mails regarding same;	2.00	LMW
	Reviewing letter from Industry Canada; email regarding the Industry Canada letter;	0.40	LN

And to all other necessary telephone communications, attendances and correspondence with respect to the

conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Robert I. Thornton	2.90	\$925.00	\$2,682.50
Leanne M. Williams	12.00	\$675.00	\$8,100.00
Lee Nicholson (Student)	0.40	\$250.00	\$100.00
Annette Fournier (Law Clerk)	0.30	\$300.00	\$90.00
Total Fees			\$10,972.50
HST on Fees			<u>\$1,426.43</u>
Total Fees and HST			\$12,398.93
<u>DISBURSEMENTS</u>			
Photocopies			<u>\$14.25</u>
Total Taxable Disbursements			\$14.25
HST on Taxable Disbursements			\$1.85
Total *Non-Taxable Disbursements			<u>\$0.00</u>
Total Disbursements and HST			<u>\$16.10</u>
TOTAL			\$12,415.03
Plus: Estimate for the period December 14 to December 27, 2013 (inclusive)			<u>\$30,000.00</u>
TOTAL NOW DUE			<u>\$42,415.03</u>
THORNTON GROUT FINNIGAN LLP			



Per: Leanne M. Williams

E.& O.E.
HST #87042 1039RT * HST Exempt

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M5K 1J7

January 7, 2014

Attention: Mike Dean

Invoice No. 27720
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

**TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: January 3, 2014**

FEES

Dec-16-13	Review and responding to emails;	0.30	RIT
	E-mails in respect of Non-Disclosure Agreement required by Wind; e-mail in respect of service list; conference call in respect of issue raised by Wind; draft letter regarding same; e-mails in respect to letter to Wind; telephone call with M. Dean regarding same; e-mails in respect of Amdocs;	1.90	LMW
	E-mails in respect of meeting with Catalyst; several e-mails in respect of bids; telephone call with V. Gauthier regarding bids received; review bids; e-mails in respect of Wind bid;	2.50	LMW
	E-mails in respect of Non-Disclosure Agreement requested by Wind; e-mail from Quebecor in respect of confidentiality; e-mails in respect of meeting to discuss bids;	0.60	LMW
	Review newspapers for relevant articles;	0.20	AF
Dec-17-13	Review and responding to email regarding bids; meeting with L. Williams reviewing bids; brief meeting with Monitor and CRO; meeting with CRO regarding bids and Section 11.3 application;	2.60	RIT
	E-mails in respect of news coverage; e-mails in respect of NDA requested by Wind; e-mails in respect of meeting to discuss bids; telephone call from and to G. Temelini in respect of extension motion;	4.20	LMW

	review and revise NDA requested by Wind; attend meeting with the Monitor to discuss bids received and Wind request; further meeting with the company, the DIP Lenders and their advisors;		
	E-mails with A. Sorek in respect of timing of possible motion; continue to revise Non-Disclosure Agreement requested by Wind; e-mails with V. Gauthier regarding same;	0.80	LMW
	Review newspapers for relevant articles; summarize same and forward to team;	0.30	AF
Dec-18-13	Review and responding to email regarding meeting with Catalyst; review and revising revised Wind NDA; emails regarding same; meeting with L. Williams; meeting with J. Riley, J. Levin and D. Moore; conference call with Goodmans and Norton Rose regarding Catalyst meeting and Bloomberg report;	3.00	RIT
	E-mails in respect of Amdocs motion; review proposed amendments to Wind NDA; telephone call with V. Gauthier and R. Chadwick; e-mails in respect of meeting with Catalyst; telephone call from and to D. Moore regarding same; e-mails in respect of press stories in respect of sale process; e-mails in respect of Wind NDA; discuss same with R. Thornton; meeting with Catalyst and the Monitor; telephone call with B. Aziz; further telephone call with V. Gauthier and R. Chadwick; further revise Wind NDA and circulate same; e-mails in respect of press release and Wind NDA;	4.60	LMW
	Emails in respect of Wind NDA	0.10	LMW
	Review newspapers for relevant articles; summarize same and forward to team;	0.20	AF
Dec-19-13	Review and responding to email regarding engaging with Catalyst; telephone call with CRO; review and responding to emails regarding Wind;	0.60	RIT
	E-mails in respect of Catalyst position; e-mails with Commercial List; attend stay extension motion;	1.30	LMW
	E-mail from S. Lockie in respect of Wind NDA; review proposed amendments; e-mails in respect of same;	0.30	LMW
	E-mails in respect of Wind NDA;	0.20	LMW
	Emails in respect of Wind NDA; review proposed changes to same;	0.10	LMW
	Email in respect of Wind NDA and Amdocs;	0.20	LMW
	Emails in respect of Amdocs motion;	0.10	LMW

	Review newspapers for relevant articles;	0.20	AF
Dec-20-13	Review and responding to email regarding status of offers and cash flows;	0.30	RIT
	Emails in respect of executed NDA;	0.10	LMW
	Email enclosing Wind offer price; emails regarding same; emails in respect of Lycamobile; telephone call with C. Mediratta in respect of CTCC charges;	0.60	LMW
	Review and revise NDA; emails regarding same;	0.50	LMW
	Emails in respect of proposed NDA;	0.20	LMW
Dec-21-13	Emails in respect of Wind bid; emails enclosing draft Notice of Motion and Aziz affidavit;	0.90	LMW
Dec-22-13	Emails in respect of sale process; emails in respect of relief requested by Mobilicity;	0.40	LMW
Dec-23-13	Review and revising email regarding relief sought; meeting with L. Nicholson regarding permanent injunction and Section 11.3 motion;	1.30	RIT
	Emails in respect of sales process and proposed motion; emails with L. Nicholson in respect of proposed relief; review materials revised by M. Dean; emails in respect of documents requested by Telus; emails in respect of memos prepared by Goodmans;	1.30	LMW
	Drafting substantive consolidation memo; reviewing and commenting on B. Aziz affidavit and Notice of Motion for s. 11.3 application;	5.20	LN
Dec-24-13	Review and responding to email; review and consideration of comments on draft Notice of Motion;	0.70	RIT
	Research regarding whether share acquisition of licensee required minister approval pre-2013;	1.50	LN
Dec-27-13	Review and responding to email;	0.20	RIT
	Emails in respect of position to be taken in respect of relief requested;	0.10	LMW
	Emails regarding status update;	0.10	LMW
Dec-29-13	Review and responding to email;	0.20	RIT
	Several emails in respect of Court materials; review proposed draft Order; emails in respect of draft Aziz affidavit; review and revise same in respect of relief proposed;	1.30	LMW

Dec-30-13	Conference call regarding draft order; review and responding to emails;	1.00	RIT
	Emails in respect of motion materials; review revisions to draft Order; attend conference call to discuss motion; review and revise Monitor's Report; emails regarding same;	1.90	LMW
Dec-31-13	Emails in respect of potential Telus transaction; email from R. Thornton in respect of DIP advances; emails in respect of draft Report;	0.40	LMW
Jan-01-14	Email from M. Dean in respect of draft Report; review revised Report;	0.30	LMW
Jan-02-14	Emails in respect of Court materials; emails in respect of amendments to draft Report; emails in respect of Amdocs; review proposed amendments to Aziz affidavit;	0.80	LMW
	Review newspapers for relevant articles;	0.20	AF

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Robert I. Thornton	10.20	\$925.00	\$9,435.00
Leanne M. Williams	25.80	\$675.00	\$17,415.00
Annette Fournier (Law Clerk)	1.10	\$300.00	\$330.00
Lee Nicholson (Student)	6.70	\$250.00	\$1,675.00
Total Fees			\$28,855.00
HST on Fees			<u>\$3,751.15</u>
Total Fees and HST			\$32,606.15
<u>DISBURSEMENTS</u>			
Binding			\$2.98
Computer Research			\$84.45
Fee for searches/registrations			\$36.00
Disbursements for searches/registrations			\$48.00
Photocopies			\$82.00
Transportation			<u>\$6.86</u>
Total Taxable Disbursements			\$260.29
HST on Taxable Disbursements			\$33.84
Total Disbursements and HST			<u>\$294.13</u>

Total Account	\$32,900.28
Less: Estimate for December 14, 2013 – December 27, 2013	<u>(\$30,000.00)</u>
Balance Due and Owing	<u>\$2,900.28</u>

THORNTON GROUT FINNIGAN LLP



Per: Robert Thornton

E.& O.E.
HST #87042 1039RT * HST Exempt

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Toronto, ON M5K 1J7

January 14, 2014

Attention: Mike Dean

Invoice No. 27737
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: January 10, 2014

FEES

Jan-06-14	Telephone call with CRO; conference call with full team; telephone call with A. Morrison; telephone call with B. Aziz; review research regarding licenses not comprising property of the estate;	1.60	RIT
	E-mails in respect of draft materials; telephone call with C. Mediratta; further telephone call with C. Mediratta and A. Morrison; e-mails with V. Gauthier; e-mail from B. Aziz in respect of upcoming motion;	1.10	LMW
	Conference call to discuss status of sale process; further telephone call with the Monitor;	1.10	LMW
	Receipt of motion materials; e-mail to Newbould J. requesting a hearing date;	0.20	LMW
	E-mail from Newbould J.; several e-mails in respect of same; consider appropriate response;	0.30	LMW
	E-mails in respect of extension of bid deadline;	0.10	LMW
	Review newspapers for relevant articles;	0.20	AF
	Conference call regarding sales process motion and other sales process issues; research regarding whether licences constitute property;	3.40	LN
Jan-07-14	Consideration of response to judge; telephone call with L. Williams regarding same; review and responding to emails; meeting with L. Williams regarding relief sought; revising email to judge; review of press statement;	1.30	RIT
	Discuss response to Newbould J. with R. Thornton; draft e-mail in	0.50	LMW

	respect of same;		
	E-mails in respect of proposed response to Newbould J.; discuss same with R. Thornton;	0.20	LMW
	E-mail from B. Aziz regarding press release; e-mails in respect of e-mail to Newbould J.;	0.30	LMW
	E-mails with J. Newbould in respect of upcoming motion;	0.10	LMW
	Review newspapers for relevant articles;	0.20	AF
Jan-08-14	Review of press reports; review and responding to email regarding call from Justice; review of draft responses; telephone call with A. Morrison; review and responding to emails regarding same;	1.50	RIT
	E-mails in respect of Service List; revise same; review news article in respect of upcoming motion; e-mail in respect of Industry Canada position;	0.40	LMW
	E-mail in respect of discussions with Justice;	0.10	LMW
	E-mail from Justice to R. Thornton;	0.10	LMW
	E-mails with Commercial List Office and V. Gauthier;	0.10	LMW
	Review newspapers for relevant articles; summarize same and forward to team;	0.30	AF
Jan-09-14	Review and responding to email regarding court appearances and Justice position;	0.50	RIT
	E-mails with Newbould J. to schedule opposed motion; e-mail to service list regarding same;	0.30	LMW
	E-mails with K. McElcheran in respect of upcoming motion;	0.20	LMW
	E-mails in respect of position taken by Justice;	0.20	LMW
	Telephone call from V. Gauthier; prepare and issue Commercial List Request Form; e-mails with Justice in respect of hearing date;	0.40	LMW
	E-mails with Norton Rose in respect of position taken by Justice; e-mail to and telephone call with C. Mediratta in respect of draft Report;	0.40	LMW
	E-mails in respect of discussions with Justice;	0.20	LMW
Jan-10-14	Conference call regarding response to Justice position; review and responding to emails;	0.80	RIT
	E-mails with counsel to Quebecor; conference call to discuss Justice's	0.70	LMW

position;

E-mails in respect of status of motion and draft Report; 0.20 LMW

E-mails in respect of upcoming motion; review article in respect of Industry Canada announcement; conference call with Justice in respect of motion; draft report to group in respect of same; e-mails in respect of Amdocs motion; 1.50 LMW

E-mails in respect of Amdocs schedule; emails in respect of conversations with Catalyst; e-mails in respect of discussions with Justice; 0.30 LMW

E-mails in respect of reservation of rights language for draft order; 0.30 LMW

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Robert I. Thornton	5.70	\$925.00	\$5,272.50
Leanne M. Williams	9.30	\$675.00	\$6,277.50
Lee Nicholson (Student)	3.40	\$250.00	\$850.00
Annette Fournier (Law Clerk)	0.70	\$300.00	\$210.00
Total Fees			\$12,610.00
HST on Fees			<u>\$1,639.30</u>
Total Fees and HST			\$14,249.30
<u>DISBURSEMENTS</u>			
Telephone			<u>\$78.00</u>
Total Taxable Disbursements			\$78.00
HST on Taxable Disbursements			\$10.14
Total *Non-Taxable Disbursements			<u>\$0.00</u>
Total Disbursements and HST			<u>\$88.14</u>
TOTAL NOW DUE			<u>\$14,337.44</u>

THORNTON GROUT FINNIGAN LLP



Per: Leanne M. Williams

E. & O.E.

HST #87042 1039R7 * HST Exempt

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Ernst & Young Inc.
Ernst & Young Tower, 222 Bay Street
Toronto-Dominion Centre, PO Box 251
Toronto, ON M5K 1J7

January 21, 2014

Attention: Mike Dean

Invoice No. 27799
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: January 17, 2014

FEEES

Jan-11-14	E-mails in respect of reservation of rights language;	0.20	LMW
Jan-13-14	Review and responding to email from Justice; telephone call with CRO;	0.40	RIT
	E-mails in respect of reservation of rights language;	0.10	LMW
	E-mails in respect of Amdocs motion; e-mails in respect of sale process motion;	0.10	LMW
	E-mail from Justice in respect of position to be taken on scheduling motion; e-mails with Monitor team regarding same;	0.40	LMW
	Telephone call with O. Pasparakis and V. Gauthier in respect of discussions with the Crown and Catalyst; e-mail from M. Dean regarding MVNO; review draft Wind Non Disclosure Agreement; e-mails regarding same	0.70	LMW
	Review newspapers for relevant articles; summarize same and forward to team;	0.30	AF
Jan-14-14	Review and revising evidence regarding course of action and Justice position; telephone call with company and Monitor regarding Justice negotiations; review and responding to email;	1.10	RIT
	E-mails in respect of spectrum auction; e-mails with and telephone call with M. Dean in respect of status of sale process; telephone call with V. Gauthier; e-mails from Justice in respect of chambers appointment; several e-mails regarding same; e-mails in respect of Non Disclosure Agreement for possible investor; conference call to discuss status;	1.80	LMW
	Several e-mails in respect of chambers appointment; telephone call	1.70	LMW

	with J. Dais-Vesca regarding need for chambers appointment; e-mails in respect of service list; e-mails in respect of timing of delivery of Amdocs materials; telephone call with A. Sorek regarding same;		
	Review resume of proposed expert; e-mails in respect of service list; e-mails in respect of chambers appointment; e-mails in respect of Amdocs motion;	0.30	LMW
	E-mails in respect of telephone call from D. Moore; e-mail to the service list regarding chambers appointment;	0.20	LMW
	Several e-mails in respect of chambers appointment with Justice; e-mails with D. Moore in respect of same;	0.40	LMW
	Review newspapers for relevant articles; summarize same and forward to team;	0.40	AF
Jan-15-14	Meeting with M. Dean and L. Williams regarding position of Justice and company and consideration of mediation option; review and responding to emails;	1.20	RIT
	Attend chambers appointment;	1.00	LMW
	Review revised draft Order; e-mails regarding same;	0.20	LMW
	E-mails in respect of proposed draft Order; telephone call with C. Mediratta in respect of status of outstanding issues;	0.40	LMW
	E-mails with V. Gauthier in respect Wind Non Disclosure Agreement; telephone call with G. Temilini in respect of chambers appointment;	0.30	LMW
	E-mails in respect of Wind Non Disclosure Agreement; review news article in respect of Quebecor; e-mails in respect of draft Order;	0.50	LMW
	Attend conference call in respect of request by Wind for Non Disclosure Agreement;	0.60	LMW
	Discuss status and chambers appointment with R. Thornton, M. Dean and A. Morrison;	0.40	LMW
	Review newspapers for relevant articles; summarize same and forward to team;	0.30	AF
Jan-16-14	E-mails with M. Dean and V. Gauthier in respect of news article relating to possible Wind merger; review same;	0.30	LMW
	E-mail from the Crown with a revised draft Order; e-mail to Mobilicity team regarding same;	0.20	LMW
	Telephone call with V. Gauthier regarding Wind Non Disclosure Agreement; e-mails in respect of proposed changes to draft Order;	0.30	LMW
	Several e-mails in respect of initial Wind Non Disclosure Agreement;	0.20	LMW
	E-mails in respect of further revised draft Order;	0.20	LMW
	E-mails in respect of draft Order;	0.10	LMW

Jan-17-14	Lengthy e-mail from D. Moore in respect of Catalyst's position; e-mails regarding same;	0.30	LMW
	Review revised cash flow analysis; e-mails with counsel to Amdocs in respect of chambers appointment; e-mail to C. Mediratta in respect of schedule of delivery of Amdocs materials;	0.70	LMW
	E-mail from O. Pasparakis in respect of draft Order;	0.10	LMW
	E-mail in respect of draft Order;	0.10	LMW
	Review newspapers for relevant articles; summarize same and forward to team;	0.30	AF

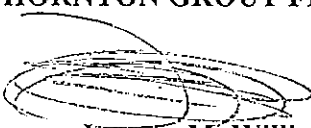
And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Robert I. Thornton	2.70	\$925.00	\$2,497.50
Leanne M. Williams	11.80	\$675.00	\$7,965.00
Annette Fournier (Law Clerk)	1.30	\$300.00	\$390.00
Total Fees			\$10,852.50
HST on Fees			<u>\$1,410.83</u>
Total Fees and HST			\$12,263.33

DISBURSEMENTS

R. Thornton - Airfare to Ottawa on Oct 25, 2013	<u>\$1,269.25</u>
Total Taxable Disbursements	\$1,269.25
HST on Taxable Disbursements	\$165.00
Total *Non-Taxable Disbursements	<u>\$0.00</u>
Total Disbursements and HST	<u>\$1,434.25</u>
TOTAL NOW DUE	<u>\$13,697.58</u>

THORNTON GROUT FINNIGAN LLP


Per: Leanne M. Williams

E.& O.E.
HST #87042 1039RT * HST Exempt

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Ernst & Young Inc.
Ernst & Young Tower, 222 Bay Street
Toronto-Dominion Centre, PO Box 251
Toronto, ON M5K 1J7

January 30, 2014

Attention: Mike Dean

Invoice No. 27816
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: January 24, 2014

FEES

Jan-19-14	E-mail from J. Dais-Visca confirming draft Order;	0.10	LMW
Jan-20-14	Review and responding to email; telephone call with CRO; review of revised order; meeting with CRO regarding options and position of Justice; review and considering cash flow forecasts; meeting with A. Morrison regarding options;	2.50	RIT
	E-mail from V. Gauthier circulating agreed Order; e-mails in respect of the Wind Non Disclosure Agreement;	0.20	LMW
	E-mails in respect of position taken by Catalyst;	0.10	LMW
	Review newspapers for relevant articles;	0.20	AF
Jan-21-14	Telephone call with M. Dean; telephone call with L. Williams regarding plan review; review and responding to email regarding Catalyst and Section 11.3 motion; review of Investment Canada letter; review of sales process update;	1.50	RIT
	Discuss status with R. Thornton; telephone call with M. Dean; e-mail in respect of update call;	0.50	LMW
	Review service list to determine if bidder notified of proceedings; letter from P. Hill in respect of spectrum transfer; e-mails regarding same;	0.30	LMW
	Conference call with the company to discuss status; further calls with M. Dean in respect of chambers appointment and Quebecor extension deadline;	1.30	LMW

	E-mails in respect of status of proceedings and sale process; e-mail in respect of discussions had by M. Levine with bidders; e-mails in respect of meeting with Telus;	0.40	LMW
Jan-22-14	E-mails in respect of motion; attend motion; attend meeting with the Crown following the motion; further discussion with M. Dean; e-mails with V. Gauthier in respect of Wind Non Disclosure Agreement;	1.80	LMW
	E-mails in respect of Wind Non Disclosure Agreement;	0.20	LMW
	Several e-mails in respect of Wind Non Disclosure Agreement and Telus term sheet; review revisions to Non Disclosure Agreement; conference call regarding same; review proposed amendments to Telus term sheet; conference call to discuss status of sale process and next steps; e-mails in respect of draft Non Disclosure Agreement; e-mails in respect of Quadrangle; e-mails in respect of Quebecor extension;	2.20	LMW
Jan-23-14	Review and responding to email; review of order; review of term sheet;	0.80	RIT
	E-mail enclosing Lycamobile Non Disclosure Agreement and confirmation of attendance at Mobilicity;	0.10	LMW
	E-mail in respect of Telus transaction;	0.10	LMW
	Discuss outcome of chambers appointment with R. Thornton;	0.20	LMW
	Review changes proposed to Wind Non Disclosure Agreement;	0.10	LMW
	E-mails in respect of Wind Non Disclosure Agreement;	0.10	LMW
Jan-24-14	E-mails in respect of make-whole payment; e-mails in respect of Wind Non Disclosure Agreement and discussion in respect of possible merger;	0.30	LMW
	Review newspapers for relevant articles; summarize same and forward to team;	0.30	AF

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Robert I. Thornton	4.80	\$925.00	\$4,440.00
Leanne M. Williams	8.00	\$675.00	\$5,400.00
Annette Fournier (Law Clerk)	0.50	\$300.00	\$150.00

Total Fees	\$9,990.00	
HST on Fees	<u>\$1,298.70</u>	
Total Fees and HST		\$11,288.70
<u>DISBURSEMENTS</u>		
Binding	\$21.35	
Total Taxable Disbursements	\$21.35	
HST on Taxable Disbursements	\$2.78	
Total *Non-Taxable Disbursements	<u>\$0.00</u>	
Total Disbursements and HST		<u>\$24.13</u>
TOTAL NOW DUE		<u>\$11,312.83</u>

THORNTON GROUT FINNIGAN LLP


Per: Leanne M. Williams

E.& O.E.
HST #87042 1039RT * HST Exempt

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Ernst & Young Tower, 222 Bay Street
Toronto-Dominion Centre, PO Box 251
Toronto, ON M5K 1J7

February 4, 2014

Attention: Mike Dean

Invoice No. 27820
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: January 30, 2014

FEES

Jan-27-14	Review and responding to emails regarding make whole payment;	0.20	RIT
	E-mail in respect of meeting with Lycamobile;	0.10	LMW
Jan-28-14	Review and responding to email; telephone call with CRO regarding potential new offer;	0.40	RIT
	E-mail in respect of Bell agreement; telephone call with M. Dean in respect of meetings with Lycamobile and National Bank financial;	0.30	LMW
	E-mails in respect of information leak to press;	0.10	LMW
	Review newspapers for relevant articles;	0.20	AF
Jan-29-14	Review of Investment Canada letter;	0.20	RIT
	Telephone call from D. Moore and e-mail to the Monitor in respect of meeting with Catalyst;	0.20	LMW
	E-mails and telephone call with D. Moore in respect of meeting with the Monitor;	0.20	LMW
	Review draft letter to Industry Canada; e-mail from M. Dean enclosing comments to same; further review and revise letter and circulate same;	0.40	LMW
	E-mails in respect of letter to Industry Canada; further revise same;	0.20	LMW
	E-mails in respect of Catalyst meeting;	0.20	LMW

	Review newspapers for relevant articles; summarize same and forward to team;	0.30	AF
Jan-30-14	E-mails in respect of meeting with Catalyst;	0.20	LMW
	E-mails in respect of letter to Industry Canada; review revisions to same;	0.30	LMW
	Review newspapers for relevant articles;	0.20	AF

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Robert I. Thornton	0.80	\$925.00	\$740.00
Leanne M. Williams	2.20	\$675.00	\$1,485.00
Annette Fournier (Law Clerk)	0.70	\$300.00	\$210.00
Total Fees			\$2,435.00
HST on Fees			<u>\$316.55</u>
Total Fees and HST			<u>\$2,751.55</u>
TOTAL NOW DUE			<u>\$2,751.55</u>

THORNTON GROUT FINNIGAN LLP



Per: Leanne M. Williams

E.& O.E.
HST #87042 1039RT * HST Exempt

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Toronto-Dominion Centre, PO Box 251
Toronto, ON M5K 1J7

February 12, 2014

Attention: Mike Dean

Invoice No. 27851
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: February 7, 2014

FEES

Jan-31-14	Review and responding to email regarding DIP commitment; meeting with Monitor; further meeting with J. Riley, J. Levin and D. Moore; further meeting with Monitor and L. Williams regarding requests made;	2.50	RIT
	E-mails in respect of conditions to DIP advance;	0.20	LMW
	Attend meeting with M. Dean and R. Thornton in respect of current status and possible discussion points with Catalyst; meeting with Catalyst; further discussion with M. Dean; e-mails in respect of conditions to DIP advances;	2.50	LMW
	E-mails in respect of summary of Catalyst meeting;	0.10	LMW
	Review newspapers for relevant articles;	0.20	AF
Feb-03-14	E-mails from M. Dean and B. Aziz in respect of sales process;	0.10	LMW
	Review newspapers for relevant articles;	0.20	AF
Feb-04-14	Telephone call with D. Wingfield; review and respond to email;	0.40	RIT
	E-mail from M. Dean in respect of discussion with R. Chadwick;	0.10	LMW
Feb-05-14	E-mail from M. Dean in respect of discussions with Vimplecom;	0.20	LMW
Feb-06-14	Review and responding to email regarding DIP confirmation;	0.30	RIT
	E-mails in respect of discussions with WIND;	0.20	LMW

	Telephone call with V. Gauthier in respect of outstanding issues including Amdocs motion;	0.80	LMW
	Conference call with Norton Rose and Dentons in respect of Amdocs motion; e-mail from M. Dean in attempt to clarify availability of DIP;	0.50	LMW
	Receipt of Amdocs Notice of Appearance; instructions to revise Service List;	0.20	LMW
	E-mails with the Monitor and DIP Lenders to set up call to discuss status of DIP;	0.10	LMW
	Review newspapers for relevant articles;	0.20	AF
Feb-07-14	Telephone call with M. Dean in respect of status of outstanding issues and telephone call from J. Riley;	0.30	LMW
	Conference call with the Monitor and DIP Lenders to discuss status of DIP and other matters; further telephone call with the Monitor;	1.00	LMW
	E-mails in respect of Catalysyt call; conference call with the Monitor and Catalyst; further telephone call with M. Dean;	0.90	LMW
	Review letter from and to the CRTC; e-mails with the Monitor regarding same;	0.30	LMW
	Review Notice of Motion served by Amdocs; e-mail in respect of updated service list; e-mails in respect of letter to CRTC;	0.30	LMW

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Robert I. Thornton	3.20	\$925.00	\$2,960.00
Leanne M. Williams	7.80	\$675.00	\$5,265.00
Annette Fournier (Law Clerk)	0.60	\$300.00	\$180.00
Total Fees			\$8,405.00
HST on Fees			<u>\$1,092.65</u>
Total Fees and HST			\$9,497.65

DISBURSEMENTS

Photocopies	\$105.00
Telephone	\$21.80
Transportation	<u>\$7.08</u>

Total Taxable Disbursements	\$133.88
HST on Taxable Disbursements	\$17.40
Total *Non-Taxable Disbursements	<u>\$0.00</u>

Total Disbursements and HST	<u>\$151.28</u>
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TOTAL NOW DUE	<u>\$2,648.93</u>
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THORNTON GROUT FINNIGAN LLP


Per: Leanne M. Williams

E.& O.E.
HST #87042 1039RT * HST Exempt

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Toronto, ON
M5K 1J7

February 19, 2014

Attention: Mike Dean

Invoice No. 27894
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: February 14, 2014

FEES

Feb-10-14	Letter from Industry Canada; e-mails regarding same;	0.20	LMW
	Review Amdocs motion materials in detail; e-mail to C. Mediratta regarding same;	1.10	LMW
	Review newspapers for relevant articles;	0.20	AF
Feb-11-14	Telephone call with V. Gauthier in respect of outstanding issues; telephone call with M. Dean regarding same;	0.80	LMW
	Letter from D. Moore; e-mail to M. Dean regarding same;	0.30	LMW
Feb-12-14	E-mail from M. Dean regarding letter from D. Moore; circulate letter and request for information in respect of DIP extension;	0.20	LMW
	E-mails in respect of Amdocs materials;	0.20	LMW
	Telephone call with M. Dean and C. Mediratta in respect of Amdocs and stay extension issues;	0.80	LMW
	E-mails in respect of letter from Catalyst;	0.20	LMW
	E-mails in respect of letter from D. Moore; e-mail in respect of status of	0.20	LMW

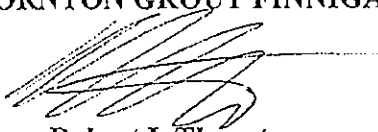
warrants;

Feb-13-14	Review draft Mobilicity affidavit in respect of Amdocs motion; e-mails regarding same;	0.50	LMW
	Several e-mails in respect of newspaper reports on position of Industry Canada on Mobilicity sale; e-mails with the Monitor; e-mails in respect of Benstar;	0.70	LMW
	Review newspapers for relevant articles; summarize same and forward to team;	0.30	AF

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Leanne M. Williams	5.20	\$675.00	\$3,510.00
Annette Fournier (Law Clerk)	0.50	\$300.00	\$150.00
Total Fees			\$3,660.00
HST on Fees			<u>\$475.80</u>
Total Fees and HST			\$4,135.80
<u>DISBURSEMENTS</u>			
Facsimiles			\$7.50
Transportation			\$6.78
Total Taxable Disbursements			\$14.28
HST on Taxable Disbursements			\$1.86
Total Disbursements and HST			<u>\$16.14</u>
TOTAL ACCOUNT:			<u>\$4,151.94</u>

THORNTON GROUT FINNIGAN LLP



Per: Robert I. Thornton

E.& O.E.

HST #87042 1039RT * HST Exempt

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Toronto, ON M5K 1J7

February 24, 2014

Attention: Mike Dean

Invoice No. 27910
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: February 21, 2014

FEES

Feb-14-14	E-mails in respect of cash flow analysis;	0.10	LMW
Feb-16-14	E-mails with V. Gauthier in respect of timing of hearing;	0.10	LMW
Feb-17-14	Review revised draft Amdocs affidavit; e-mails regarding same; e-mails with Newbould J. in respect of hearing date; e-mail to V. Gauthier regarding same;	0.50	LMW
Feb-18-14	Several e-mails in respect of stay extension materials; e-mails in respect of possible alternate transactions; e-mails in respect of request to be added to service list; e-mails in respect of disclaimer of lease; review letter from landlord's counsel; e-mails in respect of Amdocs motion; telephone call with E. Cobb regarding same; e-mails in respect of request to move hearing date; telephone call with Commercial List Office regarding same; conference call with counsel to Mobilicity and Amdocs in respect of adjournment of motion; several e-mails in respect of stay extension;	3.60	LMW
Feb-19-14	E-mails in respect of Lycamobile; several telephone calls to Court Office; e-mails with Court Office to determine availability of Court time and timing of hearing; several e-mails regarding same; e-mails in respect of draft Court materials; e-mail to the Service List; telephone call with A. Sorek in respect of Amdocs motion; e-mails in respect of Court Report and the timing of service of same; review and revise draft Report; circulate same;	2.40	LMW
	E-mails in respect of Monitor's Report; telephone call with M. Dean and R. Chadwick regarding same; further telephone call with M. Dean	1.70	LMW

regarding Monitor's Report; e-mails in respect of Court materials;
telephone call with counsel to Mobilicity in respect of cash flow forecast
and Monitor's Report;

	E-mails in respect of Report; review and revise draft Monitor's Report;	0.70	LMW
Feb-20-14	E-mails in respect of the results of the spectrum auction; e-mails in respect of approval of activities; e-mails in respect of wording of Report; e-mails in respect of discussions with Telus; e-mails in respect of DIP loan agreement; e-mails in respect of service of Report;	1.20	LMW
Feb-21-14	E-mails in respect of status of Telus transaction; e-mails in respect of factum; review same; e-mails in respect of service list;	0.50	LMW
	Discuss Telus transaction with B. Aziz;	0.20	LMW

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Leanne M. Williams	11.00	\$675.00	\$7,425.00
Total Fees			\$7,425.00
HST on Fees			<u>\$965.25</u>
Total Fees and HST			\$8,390.25
<u>DISBURSEMENTS</u>			
Photocopies			<u>\$50.00</u>
Total Taxable Disbursements			\$50.00
HST on Taxable Disbursements			\$6.50
Total *Non-Taxable Disbursements			<u>\$0.00</u>
Total Disbursements and HST			<u>\$56.50</u>
TOTAL NOW DUE			<u>\$8,446.75</u>

THORNTON GROUT FINNIGAN LLP

Per:  Leanne M. Williams

E.& O.E.
HST #87042 1039RT * HST Exempt

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Toronto-Dominion Centre, PO Box 251
Toronto, ON M5K 1J7

March 3, 2014

Attention: Mike Dean

Invoice No. 27932
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: February 28, 2014

FEES

Feb-24-14	E-mails in respect of Telus transaction;	0.10	LMW
	Review cash bridge summary prepared by Mobilicity;	0.10	LMW
	E-mails in respect of Court attendance;	0.10	LMW
Feb-25-14	Attend Court hearing for stay extension; meeting with B. Aziz, M. Dean, R. Chadwick and V. Gauthier;	2.10	LMW
	E-mails in respect of Telus materials;	0.10	LMW
	E-mail from M. Dean in respect of term sheet; e-mails in respect of transaction documents;	0.20	LMW
Feb-26-14	Review Telus term sheet; review revisions proposed by noteholders; telephone call with M. Dean regarding same; e-mails in respect of Amdocs materials; e-mails in respect of payment of legal fees of prior counsel; review revised term sheet;	1.50	LMW
	Discuss solicitor's lien issue with L. Nicholson;	0.10	LMW
	E-mails with L. Nicholson in respect of solicitor's lien issue;	0.10	LMW
	Research regarding priority of solicitor liens; discussions with L. Williams regarding solicitor liens; email to F. Han regarding B. Moldaver fees;	1.60	LN

Feb.- 14	Review Amdocs reply affidavit; e-mail in respect of Telus term sheet;	0.30	LMW
Feb-28-14	Several e-mails in respect of Telus term sheet; review revisions to same; telephone call with V. Gauthier in respect of term sheet and status of discussions with Telus; e-mail in respect of discussions with Quebecor;	1.10	LMW

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Leanne M. Williams	5.80	\$675.00	\$3,915.00
Lee Nicholson (Student)	1.60	\$250.00	\$400.00
Total Fees			\$4,315.00
HST on Fees			<u>\$560.95</u>
Total Fees and HST			\$4,875.95
 <u>DISBURSEMENTS</u>			
Facsimiles			\$5.75
Photocopies			<u>\$0.25</u>
Total Taxable Disbursements			\$6.00
HST on Taxable Disbursements			\$0.78
Total *Non-Taxable Disbursements			<u>\$0.00</u>
Total Disbursements and HST			<u>\$6.78</u>
TOTAL NOW DUE			<u>\$4,882.73</u>

THORNTON GROUT FINNIGAN LLP



Per: Leanne M. Williams

E.& O.E.
HST #87042 1039RT * HST Exempt

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Toronto-Dominion Centre, PO Box 251
Toronto, ON
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March 12, 2014

Attention: Mike Dean

Invoice No. 27961
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: March 9, 2014

FEES

Mar-03-14	E-mails in respect of data room access;	0.10	LMW
	Review newspapers for relevant articles;	0.20	AF
Mar-04-14	Review newspapers for relevant articles; summarize same and forward to team;	0.40	AF
Mar-05-14	E-mails in respect of status;	0.10	LMW
	Conference call to discuss status and next steps;	0.60	LMW
Mar-06-14	E-mail from M. Dean in respect of WIND financial results;	0.20	LMW
	Emails with M. Dean in respect of draft Report; review and revise same; emails in respect of Bid Procedures;	1.40	LMW
	Emails in respect of draft Report; review further changes to same; review proposed Meeting Order; emails with M. Dean regarding same;	0.90	LMW
	Review newspapers for relevant articles;	0.20	AF
Mar-07-14	Review amendments to Telus term sheet; emails regarding same;	0.40	LMW
	Email from R. Chadwick enclosing further revised term sheet; review same;	0.20	LMW

	Review newspapers for relevant articles;	0.20	AF
Mar-08-14	Review of cash flow report;	0.40	RIT
	Email from R. Chadwick in respect of Telus term sheet;	0.10	LMW
	Email from B. Aziz enclosing information for Board meeting;	0.10	LMW
Mar-09-14	Email from B. Aziz enclosing changes to Meeting Order;	0.20	LMW

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Robert I. Thornton	0.40	\$925.00	\$370.00
Leanne M. Williams	4.30	\$675.00	\$2,902.50
Annette Fournier (Law Clerk)	1.00	\$300.00	\$300.00

Total Fees	\$3,572.50
HST on Fees	<u>\$464.43</u>

Total Fees and HST	\$4,036.93
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DISBURSEMENTS

Binding	\$4.47
Transportation	<u>\$7.08</u>

Total Taxable Disbursements	\$11.55
HST on Taxable Disbursements	<u>\$1.50</u>

Total Disbursements and HST	<u>\$13.05</u>
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TOTAL NOW DUE	<u>\$4,049.98</u>
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THORNTON GROUT FINNIGAN LLP



Per: Leanne M. Williams

E.& O.E.

HST #87042 1039RT * HST Exempt

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Ernst & Young Tower, 222 Bay Street
Toronto-Dominion Centre, PO Box 251
Toronto, ON
M5K 1J7

March 17, 2014

Attention: Mike Dean

Invoice No. 27996

File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: March 14, 2014

FEES

Mar-10-14	Telephone call with V. Gauthier in respect of Court materials; e-mails with M. Dean; review confidentiality agreements to determine what can be disclosed in respect of the bids; e-mail to V. Gauthier regarding same; e-mails in respect of Amdocs' issues; review Initial Order in respect of Amdocs conduct; attend conference call in respect of Court materials; e-mails with Newbould J. in respect of timing of Court appearances;	2.70	LMW
	Several e-mails in respect of timing of Telus term sheet and Meeting Order; e-mails in respect of disclosure of bids;	0.30	LMW
	Review newspapers for relevant articles; summarize same and forward to team;	0.30	AF
Mar-11-14	Telephone call with CRO regarding deal;	0.30	RIT
	Telephone call with V. Gauthier in respect of timing of hearings; telephone call to Commercial List office; e-mails in respect of timing;	0.40	LMW
	Draft letter to A. Sorek in respect of Amdocs issues; e-mail same to M. Dean;	0.50	LMW
	Review revised term sheet;	0.10	LMW
	E-mail from M. Dean in respect of Amdocs letter; review changes to same and further revise and circulate;	0.20	LMW
	Review revised Meeting Order; e-mails regarding same;	0.20	LMW
	E-mails in respect of Telus term sheet; e-mails in respect of letter to Amdocs; e-mails in respect of departure of accounting staff and	0.60	LMW

	possibility of interim CFO;		
	Prepare and submit 8:30 Request Form;	0.30	AF
Mar-12-14	Review proposed changes to the Meeting Order; e-mails regarding same;	0.60	LMW
	E-mails in respect of draft Meeting Order;	0.20	LMW
	Attend conference call to discuss provisions to Meeting Order;	0.80	LMW
	Review draft stay extension affidavit; e-mail to M. Dean regarding same;	0.30	LMW
	E-mail in respect of stay extension affidavit; review amendments to same;	0.30	LMW
	E-mail from A. Sorek in respect of Amdocs issue; e-mails regarding same;	0.20	LMW
Mar-13-14	Review and revise draft Report; discuss same with M. Dean; telephone call with V. Gauthier in respect of Telus term sheet and timing of extension materials;	3.40	LMW
	E-mails in respect of Industry Canada submission; review same; review letter to Industry Canada;	1.10	LMW
	Review newspapers for relevant articles;	0.20	AF
Mar-14-14	Review cash flow analysis;	0.10	LMW
	Review draft extension Report; e-mails regarding same; draft section regarding Amdocs and circulate same; e-mail enclosing extension motion record;	0.70	LMW
	E-mails in respect of draft Report; further revise and circulate same;	0.40	LMW
	E-mails in respect of draft Report; telephone call from D. Moore and e-mail to M. Dean and V. Gauthier regarding same; review news articles in respect of Quebecor;	0.70	LMW
	Several e-mails in respect of draft Report; telephone call with V. Gauthier in respect of DIP agreement; telephone call with M. Dean regarding same and draft Report; revise Report and e-mail same to M. Dean;	1.40	LMW
	Review newspapers for relevant articles; summarize same and forward to team;	0.40	AF

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Robert I. Thornton	0.30	\$925.00	\$277.50
Leanne M. Williams	15.20	\$675.00	\$10,260.00
Annette Fournier (Law Clerk)	1.20	\$300.00	\$360.00

Total Fees	\$10,897.50
HST on Fees	<u>\$1,416.68</u>

Total Fees and HST	\$12,314.18
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DISBURSEMENTS

Photocopies	\$16.75
Telephone*	<u>\$10.77</u>

Total Taxable Disbursements	\$16.75
HST on Taxable Disbursements	\$2.18
Total *Non-Taxable Disbursements	<u>\$10.77</u>

Total Disbursements and HST	<u>\$29.70</u>
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TOTAL NOW DUE	<u>\$12,343.88</u>
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THORNTON GROUT FINNIGAN LLP


 Per: **Leanne M. Williams**

E.& O.E.
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Toronto, ON
M5K 1J7

March 24, 2014

Attention: Mike Dean

Invoice No. 28024

File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: March 21, 2014

FEES

Mar-15-14	Review proposed amendments to Report; e-mails regarding same;	0.30	LMW
	E-mails in respect of draft Report; review proposed changes to same;	0.20	LMW
Mar-16-14	E-mail from R. Chadwick in respect of extension of DIP deadline;	0.10	LMW
Mar-17-14	E-mails in respect of draft Report and DIP extension; review draft Plan;	0.70	LMW
	Review newspapers for relevant articles;	0.20	AF
Mar-18-14	E-mails in respect of DIP extension; review revised Report and serve same on the service list;	0.40	LMW
	Review Plan;	0.60	LMW
Mar-19-14	Continue to review Plan; e-mail to M. Dean regarding same;	0.70	LMW
	Review newspapers for relevant articles;	0.20	AF
Mar-20-14	E-mails in respect of factum; review revised version of same;	0.20	LMW
	Letter from A. Sorek; e-mails in respect of same;	0.30	LMW
	E-mails in respect of position taken by Amdocs;	0.20	LMW
Mar-21-14	Attend stay extension motion; discuss status with R. Chadwick, V. Gauthier and M. Dean;	1.10	LMW

Receipt of issued Order; revise Service List; e-mails in respect of 0.30 LMW
same;

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Leanne M. Williams	5.10	\$675.00	\$3,442.50
Annette Fournier (Law Clerk)	0.40	\$300.00	\$120.00
Total Fees			\$3,562.50
HST on Fees			<u>\$463.13</u>
Total Fees and HST			\$4,025.63
<u>DISBURSEMENTS</u>			
Photocopies			<u>\$34.25</u>
Total Taxable Disbursements			\$34.25
HST on Taxable Disbursements			\$4.45
Total *Non-Taxable Disbursements			<u>\$0.00</u>
Total Disbursements and HST			<u>\$38.70</u>
TOTAL NOW DUE			<u>\$4,064.33</u>

THORNTON GROUT FINNIGAN LLP



Per: Leanne M. Williams

E.& O.E.
HST #87042 1039RT * HST Exempt

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 4.00% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.



Thornton Grout Finnigan LLP
RESTRUCTURING + LITIGATION

Toronto-Dominion Centre
100 Wellington Street West
Suite 3200, P.O. Box 329
Toronto, ON Canada M5K 1K7
T 416.304.1616 F 416.304.1313

Ernst & Young Inc.
Ernst & Young Tower, 222 Bay Street
Toronto-Dominion Centre, PO Box 251
Toronto, ON M5K 1J7

April 1, 2014

Attention: Mike Dean

Invoice No. 28039
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: March 28, 2014

FEES

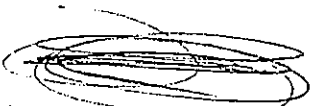
Mar-24-14	Review proposed timetable to approve Telus transaction;	0.20	LMW
	E-mails in respect of Service List;	0.10	LMW
	Letter from D. Moore; e-mail to M. Dean regarding same;	0.30	LMW
Mar-25-14	E-mails with M. Dean in respect of letter from D. Moore; e-mail to Mobilicity and R. Chadwick in respect of requests made by Catalyst;	0.40	LMW
	E-mails in respect of timeline and status;	0.20	LMW
	E-mails in respect of Telus transaction and documents to be advanced; e-mails in respect of timeline for vote on Plan;	0.30	LMW
	Telephone call with V. Gauthier in respect of status of documents and timing;	0.40	LMW
	E-mails in respect of draft Plan and presentation to Industry Canada;	0.30	LMW
	Review newspapers for relevant articles;	0.20	AF
Mar-26-14	Review revisions proposed by V. Gauthier to draft Plan; e-mail from M. Dean regarding same; revise Monitor's revisions to draft Plan and circulate same;	0.60	LMW
	E-mails in respect of presentation to Industry Canada; e-mails in respect of letter from D. Moore;	0.30	LMW
	Review draft Preliminary Assessment; e-mails regarding same;	1.10	LMW

	Review newspapers for relevant articles;	0.20	AF
Mar-27-14	E-mails in respect of appointment of Chief Financial Officer;	0.20	LMW
	E-mail from M. Dean regarding retention of Chief Financial Officer;	0.10	LMW
	Review Support Agreement; e-mails regarding same; review revisions to Preliminary Assessment; e-mails regarding same;	1.30	LMW
	E-mail from B. Aziz enclosing cash flow analysis;	0.20	LMW
Mar-28-14	Review newspapers for relevant articles; review articles and forward same to team;	0.20	AF

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Leanne M. Williams	6.00	\$675.00	\$4,050.00
Annette Fournier (Law Clerk)	0.60	\$300.00	\$180.00
Total Fees			\$4,230.00
HST on Fees			<u>\$549.90</u>
Total Fees and HST			\$4,779.90
<u>DISBURSEMENTS</u>			
Telephone			\$22.40
Total Taxable Disbursements			\$22.40
HST on Taxable Disbursements			\$2.91
Total *Non-Taxable Disbursements			<u>\$0.00</u>
Total Disbursements and HST			<u>\$25.31</u>
TOTAL NOW DUE			<u>\$4,805.21</u>

THORNTON GROUT FINNIGAN LLP



Per: **Leanne M. Williams**

E. & O.E.
HST #S7042 1039RT * HST Exempt

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222 Bay Street
Toronto-Dominion Centre, PO Box 251
Toronto, ON M5K 1J7

April 7, 2014

Attention: Mike Dean

Invoice No. 28057
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: April 4, 2014

FEES

Mar-29-14	E-mail enclosing revised submission to Industry Canada; review same; emails in respect of discussion with Telus; e-mails requesting letter from the Monitor in respect of Telus transaction;	0.90	LMW
Mar-30-14	E-mails in respect of Industry Canada submissions;	0.10	LMW
Mar-31-14	E-mails in respect of letter from the Monitor to Industry Canada; review news articles in respect of Telus;	0.30	LMW
	E-mails in respect of letter from the Monitor to Industry Canada;	0.30	LMW
	E-mails in respect of submission to Industry Canada;	0.20	LMW
	Review newspapers for relevant articles;	0.20	AF
Apr-01-14	Several e-mails in respect of Submissions to Industry Canada;	0.40	LMW
	E-mails in respect of submissions to Industry Canada; telephone call with V. Gauthier and M. Dean in respect of same and Telus transaction;	1.00	LMW
	Review amendments to Industry Canada submissions; e-mails regarding same;	0.40	LMW
Apr-02-14	E-mails in respect submissions to Industry Canada and meeting with Prime Minister's office;	0.20	LMW
	E-mails with M. Dean in respect of submissions to Industry Canada; e-mails in respect of bringing Justice into the discussions;	0.50	LMW

	E-mails in respect of discussions with Industry Canada; review revisions to Support Agreement; e-mails regarding same;	0.80	LMW
	Review newspapers for relevant articles;	0.20	AF
Apr-03-14	Review newspapers for relevant articles;	0.20	AF
Apr-04-14	E-mail and telephone call with M. Dean in respect of meeting in Ottawa;	0.60	LMW

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Leanne M. Williams	5.70	\$675.00	\$3,847.50
Annette Fournier (Law Clerk)	0.60	\$300.00	\$180.00
Total Fees			\$4,027.50
HST on Fees			<u>\$523.58</u>
Total Fees and HST			\$4,551.08
<u>DISBURSEMENTS</u>			
Photocopies			<u>\$24.50</u>
Total Taxable Disbursements			\$24.50
HST on Taxable Disbursements			\$3.19
Total *Non-Taxable Disbursements			<u>\$0.00</u>
Total Disbursements and HST			<u>\$27.69</u>
TOTAL NOW DUE			<u>\$4,578.77</u>

THORNTON GROUT FINNIGAN LLP



Per: Leanne M. Williams

E. & O.E.
HST #87042 1039RT * HST Exempt

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Ernst & Young Inc.
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Toronto, ON M5K 1J7

April 15, 2014

Attention: Mike Dean

Invoice No. 28113

File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: April 11, 2014

FEES

Apr-05-14	Email including additional information provided to Industry Canada;	0.10	LMW
Apr-08-14	E-mail enclosing details of restructuring claim;	0.10	LMW
	Review newspapers for relevant articles;	0.20	AF
Apr-09-14	E-mails and telephone call with M. Dean in respect of Plan documents and Catalyst; review waterfall analysis; review amendment to Plan proposed by Telus;	1.00	LMW
	Review and consider proposed amendments to Plan by Telus; e-mail to M. Dean regarding same;	0.90	LMW
	E-mails in respect of restructuring claims;	0.20	LMW
	Review newspapers for relevant articles;	0.20	AF
Apr-10-14	Telephone call with CRO; meeting with L. Williams regarding timeline; review of draft report;	0.60	RIT
	E-mails in respect of letter from D. Moore; conference call to discuss same and steps in process to have Telus transaction approved; telephone call with V. Gauthier regarding same;	1.70	LMW
	Draft letter to D. Moore and e-mail same to M. Dean;	0.70	LMW
	Telephone call with M. Dean; e-mails in respect of letter to D. Moore; draft e-mail to Newbould J.;	0.70	LMW
	E-mails with M. Dean in respect of contact with Newbould J.; review revisions to Support Agreement; e-mails regarding same;	0.60	LMW
Apr-11-14	E-mails in respect of scheduling;	0.20	LMW
	E-mails in respect of Amdocs motion and timing of Telus transaction;	0.50	LMW

e-mails in respect of CDS timing in respect of vote to approve Plan;

E-mails in respect of notice to be provided to noteholders; conference call regarding same; telephone call with and e-mails with M. Dean in respect of same; draft timeline; telephone call with V. Gauthier in respect of status of documents; e-mails in respect of draft Plan; e-mails in respect of timeline; revise same; e-mails with Commercial List office;

E-mails in respect of notice to noteholders; review draft notice regarding same;

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Robert I. Thornton	0.60	\$925.00	\$555.00
Leanne M. Williams	9.10	\$675.00	\$6,142.50
Annette Fournier (Law Clerk)	0.40	\$300.00	\$120.00
Total Fees			\$6,817.50
HST on Fees			<u>\$886.28</u>
Total Fees and HST			\$7,703.78
<u>DISBURSEMENTS</u>			
Photocopies			<u>\$17.50</u>
Total Taxable Disbursements			\$17.50
HST on Taxable Disbursements			\$2.28
Total *Non-Taxable Disbursements			<u>\$0.00</u>
Total Disbursements and HST			<u>\$19.78</u>
TOTAL NOW DUE			<u>\$7,723.56</u>

THORNTON GROUT FINNIGAN LLP


Per: Leanne M. Williams

E & O.E.

HST #87042 1039RT * HST Exempt

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EXHIBIT "B"

**Calculation of Average Hourly Billing Rates of
Thornton Grout Finnigan LLP
for the period April 13, 2013 to April 11, 2014**

Invoice No.	Fees	Disbursements	HST	Hours	Average Rate	Total
27264	\$ 86,362.50	\$ 931.68	\$ 11,303.70	137.2	\$ 629.46	\$ 98,597.88
27366	37,652.50	300.23	4,932.56	53.3	706.43	42,885.29
27401	29,707.50	535.96	3,931.65	40.9	726.34	34,175.11
27446	27,250.00	25.48	3,545.81	35.8	761.17	30,821.29
27462	22,752.50	86.12	2,969.03	36.5	623.36	25,807.65
27473	55,590.00	915.42	7,345.70	90.9	611.55	63,851.12
27478	19,675.00	0.00	2,557.75	31.3	628.59	22,232.75
27516	21,652.50	80.19	2,825.25	35.5	609.93	24,557.94
27552	10,482.50	452.14	1,421.51	18.3	572.81	12,356.15
27597	5,545.00	43.54	726.51	10.4	533.17	6,315.05
27600	2,935.00	109.73	395.81	4.2	698.81	3,440.54
27640	17,897.50	0.00	2,326.68	23.7	755.17	20,224.18
27691	10,972.50	14.25	1,428.28	15.6	703.37	12,415.03
27720	28,855.00	260.29	3,784.99	43.8	658.79	32,900.28
27737	12,610.00	78.00	1,649.44	19.1	660.21	14,337.44
27799	10,852.50	1,269.25	1,575.83	15.8	686.87	13,697.58
27816	9,990.00	21.35	1,301.48	13.3	751.13	11,312.83
27820	2,435.00	0.00	316.55	3.7	658.11	2,751.55
27851	8,405.00	133.88	1,110.05	11.6	724.57	9,648.93
27894	3,660.00	14.28	477.66	5.7	642.11	4,151.94
27910	7,425.00	50.00	971.75	11.0	675.00	8,446.75
27932	4,315.00	6.00	561.73	7.4	583.11	4,882.73
27961	3,572.50	11.55	465.93	5.7	626.75	4,049.98
27996	10,897.50	27.52	1,418.86	16.7	652.54	12,343.88
28024	3,562.50	34.25	467.58	5.5	647.73	4,064.33
28039	4,230.00	22.40	552.81	6.6	640.91	4,805.21
28057	4,027.50	24.50	526.77	6.3	639.29	4,578.77
28113	6,817.50	17.50	888.56	10.1	675.00	7,723.56
TOTALS	\$470,130.00	\$5,465.51	\$61,780.23			<u>\$537,375.74</u>

EXHIBIT “C”

Billing Rates of Thornton Grout Finnigan LLP

For the period April 13, 2013 to April 11, 2014

	<u>Rate</u>	<u>Year of Call</u>
Robert I. Thornton	\$925.00	1984
John L. Finnigan	\$800.00	1984
John T. Porter	\$800.00	1984
Leanne M. Williams	\$675.00	1999
Annette Fournier	\$300.00	Law Clerk
Lee Nicholson	\$250.00	Student-at-Law

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985,
c. C-36, AS AMENDED

Court File No: CV-13-10274-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF DATA &
AUDIO-VISUAL ENTERPRISES WIRELESS INC., DATA & AUDIO-VISUAL ENTERPRISES
HOLDINGS INC. AND 8440522 CANADA INC.

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding commenced at Toronto

AFFIDAVIT OF ROBERT I. THORNTON

THORNTON GROUT FINNIGAN LLP
Barristers and Solicitors
100 Wellington Street West
Suite 3200, P.O. Box 329
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Robert I. Thornton (LSUC# 24266B)
Email: rthornton@tgf.ca
Leanne M. Williams (LSUC# 41877E)
Email: lwilliams@tgf.ca
Tel: 416-304-1616
Fax: 416-304-1313

Lawyers for the Monitor

CONFIDENTIAL APPENDIX 1

(REDACTED)