

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 2500053 ONTARIO INC.

Applicant

TWENTY-FOURTH REPORT OF THE MONITOR

February 15, 2018

INTRODUCTION

1. On September 30, 2013, this Court granted Data & Audio-Visual Enterprises Holdings Inc. ("**Holdings**" or, together with 2500053 Ontario Inc. as the context requires, the "**Applicant**") and its wholly owned subsidiaries, Data & Audio-Visual Enterprises Wireless Inc. ("**Wireless**") and 8440522 Canada Inc. ("**8440522**") protection under the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**") pursuant to the Initial Order dated September 30, 2013 (the "**Initial Order**"). 2451608 Ontario Inc. ("**2451608**") was added as an applicant pursuant to an Order of this Court dated January 28, 2015.
2. Wireless, 2451608 and 8440522 are collectively referred to as the "**Wireless Entities**".
3. Ernst & Young Inc. was appointed as monitor of Holdings and the Wireless Entities (EY or the "**Monitor**") in these CCAA proceedings pursuant to the Initial Order and an Order granted by this Court dated January 28, 2015. The Initial Order provided for a stay of proceedings, which was most recently extended to such time as the Monitor filed the Termination Certificate (as defined herein) pursuant to an order of this Court dated February 29, 2016.
4. On June 24, 2015, this Court granted an Order approving the sale transaction pursuant to which Rogers Communications Inc. or its designated affiliate agreed to purchase the shares of Wireless from Holdings (the "**Transaction**"). On June 29, 2015, this Court granted a Vesting Order in respect of the Transaction.

5. Pursuant to an Order of Mr. Justice Newbould dated July 15, 2015, this Court granted an Order approving, among other matters, the distribution of a portion of the proceeds of the Transaction in respect of the amounts outstanding under the DIP Agreement and the discharge of the Monitor with respect to the Wireless Entities.
6. On August 12, 2015, this Court granted an Order establishing a claims process (the “**Claims Procedure Order**”) which provided for the identification and quantification of claims against Holdings. Holdings also obtained an Order on August 14, 2015 (the “**Distribution Order**”) approving the distribution of funds, net of certain holdbacks, to its creditors. On November 13, 2015, this Court granted an Order to fully and finally disallow, extinguish and bar any disputed and late claims filed pursuant to the Claims Procedure Order.
7. On December 16, 2015, this Court granted an Order to call, hold and conduct a meeting of the Affected Creditors (the “**Meeting**”) to consider and vote on the proposed Amended Plan of Compromise or Arrangement of Holdings (the “**Plan**”).
8. The Meeting was convened on December 18, 2015 at which time the Plan was approved. The Plan was sanctioned by an Order of this Court dated December 22, 2015 (the “**Plan Sanction Order**”).
9. On January 22, 2016, the Plan was implemented in accordance with its terms. Pursuant to the terms of the Plan, all of Holdings’ right, title and interest in and to its property, together with its liabilities, were transferred to 2500053 Ontario Inc. (“**2500053**”). Pursuant to the Plan Sanction Order, Holdings was discharged as an Applicant and 2500053 was added as an Applicant in these proceedings. The style of cause of these proceedings has been modified in accordance with the terms of the Plan Sanction Order.
10. On February 29, 2016, the Court granted an Order (the “**Termination Order**”) terminating the CCAA proceedings upon the filing of a certificate of the Monitor confirming that all Outstanding Matters (defined below) have been completed (the “**Termination Certificate**”).

PURPOSE

11. The purpose of this Twenty-Fourth report of the Monitor (the “**Twenty-Fourth Report**”) is to provide information to the Court regarding:

- (a) an update on the Monitor's conduct and activities since the Twenty-Third Report of the Monitor dated February 25, 2016 (the "**Twenty-Third Report**");
- (b) the Monitor's request for authority to file an assignment in bankruptcy on behalf of 2500053;
- (c) the Monitor's request to pay over the balance of funds of the Applicant to the Trustee in Bankruptcy of 2500053;
- (d) approval of the fees and disbursements of the Monitor and its counsel since February 20, 2016 and authorization for the Trustee in Bankruptcy to pay such fees to the Monitor and its counsel;
- (e) an update on the Applicant's remaining cash balance after the third and final distribution pursuant to the Distribution Order; and
- (f) the filing of the Termination Certificate to discharge Ernst & Young Inc., as Monitor of the Applicant.

DISCLAIMER

12. In preparing this Twenty-Fourth Report and making the comments herein, the Monitor has been provided with, and has relied upon, unaudited financial information, books and records prepared by Holdings (collectively, the "**Information**"). The Monitor has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Monitor has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards ("**GAAS**") pursuant to the Canadian Institute of *Chartered Public Accountants Handbook* and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.

CONTEXT

13. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian dollars.
14. Capitalized terms not defined in this Twenty-Fourth Report are as defined in the Initial Order, previous reports to the Court, Court Orders and the Plan.

15. Copies of this Twenty-Fourth Report and other court materials filed in connection with these CCAA proceedings may be obtained from the Monitor's website established in connection with these proceedings (www.ey.com/ca/mobilicity).

ACTIVITIES OF THE MONITOR

16. Since the Twenty-Third Report, the Monitor has conducted the following activities:
 - (a) held the remaining proceeds from the Transaction in escrow for the Applicant;
 - (b) aided the Applicant in certain tax matters, including filing its outstanding 2015 harmonized sales tax return (the "**HST Return**"), pursuing and recovering available tax refunds, and providing timely correspondence to enquiries from the Canada Revenue Agency ("**CRA**");
 - (c) conducted the third and final distribution to creditors of the Applicant in accordance with the Plan; and
 - (d) assisted the Applicant in determining the funds required by the proposed trustee in bankruptcy and its legal counsel with respect to the professional services required to administer the proposed bankruptcy.

PROPOSED BANKRUPTCY AND ADMINISTRATION FUND

17. On or about February 21, 2017, the Monitor was informed by the Applicant that it did not anticipate any further recoveries for the benefit of creditors. As a result, a bankruptcy of 2500053 was proposed after a final distribution to the holders of the Unsecured Senior Notes and the Convertible Notes.
18. The Applicant has proposed that EY be appointed as the trustee in bankruptcy of 2500053 (the "**Trustee in Bankruptcy**"). Attached as Appendix "A" to this Twenty-Fourth Report is a copy of EY's consent to act as the Trustee in Bankruptcy.
19. The amount of approximately \$52,000 from the Applicant's remaining cash is proposed to be transferred to the Trustee in Bankruptcy to complete its administration (the "**Administration Fund**").
20. The Monitor was informed that, on or about October 18, 2017, the last of the remaining members of the board of directors of the Applicant resigned. The Monitor understands that the shareholders

of the Applicant, the holders of the Unsecured Senior Notes and the holders of the Convertible Notes have provided their consent to the proposed bankruptcy and Administrative Fund.

21. The proposed bankruptcy, subject to the Court approval, will release the Applicant's administrative duties, including but not limited to, filing tax returns, renewing articles of corporation and updating books and records. The Monitor is of the view that the costs associated with the Applicant's ongoing administrative duties would not further advance the recovery of the holders of the Unsecured Senior Notes and the Convertible Notes or create additional benefits for any stakeholders of the Applicant. Therefore, the Monitor is supportive of the proposed bankruptcy of 2500053.
22. As 2500053 does not have any remaining directors or officers to complete an assignment in bankruptcy, the Monitor seeks the authority and authorization to file an assignment in bankruptcy on behalf of the Applicant.

APPROVAL OF THE FEES AND DISBURSEMENTS OF THE MONITOR AND ITS COUNSEL

23. Paragraph 31 of the Initial Order requires that the Monitor and its counsel, Thornton Grout Finnigan LLP ("TGF"), pass their accounts from time to time.
24. Attached as Appendix "B" to this Twenty-Fourth Report is the Affidavit of Brian Denega dated February 15, 2018 (including appendices thereto) in respect of the fees and disbursements of the Monitor from February 20, 2016 to completion, in the amount of \$71,801.00 together with expenses and disbursements in the sum of \$6,522.99 and harmonized sales tax ("HST") in the amount of \$10,182.13, totaling \$88,506.12.
25. Attached as Appendix "C" to this Report is the Affidavit of Robert I. Thornton (including appendices thereto) dated February 14, 2018 in respect of the fees and disbursements of TGF, as independent counsel to the Monitor, from February 20, 2016 to January 31, 2018, in the amount of \$14,690.00 together with expenses and disbursements in the sum of \$1,425.63 and HST in the amount of \$2,095.03, totaling \$18,210.66. TGF has incurred and anticipates that it will incur additional fees of approximately \$10,000 to complete its mandate.
26. The Monitor spent a significant amount of time and effort assisting the Applicant to collect its 2015 HST refund, including reviewing the 2015 HST Return, preparing a memorandum to support

the validity of the 2015 HST return and providing various supporting documents requested by the CRA. In addition, the Monitor assisted the Applicant in obtaining the consent of the major stakeholders in respect of the proposed bankruptcy. As a result, the Monitor and its counsel incurred fees that are higher than originally estimated in the Twenty-Third report of the Monitor dated February 25, 2016 (the “**Twenty-Third Report**”).

27. Prior to the third and final distribution, the Monitor prepared a distribution schedule which disclosed the additional fees incurred by the Monitor and its counsel to the two major stakeholders, the holders of the Unsecured Senior Notes and the holders of the Convertible Notes. No objection with respect to the additional fees incurred by the Monitor and its counsel was received prior to the third and final distribution.

UPDATE ON THE REMAINING CASH BALANCE

28. As described in the Twenty-Third Report, the remaining cash balance in the Applicant’s escrow account held by the Monitor as at February 24, 2016 was \$70,236.86.
29. On or about January 19, 2017, the Applicant received the 2015 HST refund of \$1,174,740.52, including interest of \$8,858.78 earned on the HST refund. The Applicant also received the return of a retainer from counsel to the Applicant of \$20,466.25 on May 5, 2017.
30. Since the Twenty-Third Report, the Applicant has made total disbursements of \$168,474.55 comprised of \$97,336.80 to the Monitor, \$27,129.90 to the Monitor’s counsel and \$44,007.85 to the trustee of the Unsecured Senior Note Holders. The Applicant has also incurred and paid third-party costs related to professional fees in connection with the filing of the HST returns, recovery of tax refunds and other accounting and tax matters in the amount of \$284,052.91.
31. Pursuant to the Distribution Order, on August 25, 2017, the Applicant made its third and final distribution to the Unsecured Senior Note Holders and the Convertible Note Holders of \$487,753.10 and \$280,967.31 respectively.

32. A summary of the remaining cash balance from February 25, 2016 to completion of the file is summarized in the table below:

Escrow held by the Monitor

February 25, 2016 Cash Balance	70,236.86
2015 HST Refund	1,174,740.52
Return of Retainer	20,466.25
Interest	4,568.31
Cash transferred from the account held by the Applicant	3,547.64
Cash Available before Distributions and Disbursements	1,273,559.58
Disbursements to the Monitor approved but not paid as of February 20, 2016	(8,830.68)
Disbursements to the Monitor for the period from February 20, 2016 to Completion	(88,506.12)
Disbursements to the Monitor's legal counsel approved but not paid as of February 20, 2016	(8,920.24)
Disbursements to the Monitor's Legal Counsel for the period from February 20, 2016 to January 31, 2018	(18,210.66)
Disbursements to the Trustee of the Unsecured Senior Note Holders for the period from September 2016 to September 2018	(44,007.85)
Disbursements to Obelysk Media Inc. for expenses incurred for matters regarding tax filings	(284,052.91)
Total Disbursements of Professional Fees	(452,528.46)
Cash Available before Distributions	821,031.12
Distribution to Unsecured Note Holders and Convertible Note Holders	(487,753.10)
Distribution to Unsecured Note Holders	(280,967.31)
Total Amount of the Final Distribution	(768,720.41)
February 15, 2018 Cash Balance	52,310.71

DISCHARGE OF THE MONITOR

33. Pursuant to the Termination Order, the Monitor shall be released and discharged, provided that the Applicant has completed the following:
- preparing and filing its 2015 HST return;
 - providing timely correspondence to any enquiry from the CRA; and
 - distribution of any remaining cash in accordance with the Distribution Order (collectively, the “**Outstanding Matters**”).
34. With the Monitor's assistance, the Applicant has completed the Outstanding Matters. Upon the proposed filing of the assignment in bankruptcy of the Applicant, the Monitor intends to file the Termination Certificate effecting its discharge.

MONITOR'S CONCLUSIONS AND RECOMMENDATIONS

35. The Monitor is of the view that the Applicant has acted in accordance with the Initial Order, in good faith, and with due diligence.

36. For the reasons described in this Twenty-Fourth Report, the Monitor recommends that this Court grant an Order:

- a) approving the Monitor's conduct and activities as outlined in the Twenty-Fourth Report;
- b) approving the fees and disbursements of the Monitor and its legal counsel from February 20, 2016 to the date of the completion of the Monitor's appointment, which includes an accrual for fees and disbursements to completion of the Monitor's appointment;
- c) authorizing and directing the Monitor to file an assignment in bankruptcy of 2500053;
- d) authorizing and directing the Monitor to deliver the Administrative Fund to the Trustee in Bankruptcy of 2500053; and
- e) authorizing the Trustee in Bankruptcy to pay the outstanding fees of EY and TGF in respect of the completion of this proceeding from the Administrative Fund.

ALL OF WHICH IS RESPECTFULLY SUBMITTED THIS 15th DAY OF FEBRUARY, 2018.

ERNST & YOUNG INC.
in its capacity as the Court-appointed Monitor of
2500053 Ontario Inc.,

Per:

A handwritten signature in black ink, appearing to read 'Brian Denega', written over a horizontal line.

Brian M. Denega
Senior Vice President

APPENDIX A

**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 2500053 ONTARIO INC.**

Applicant

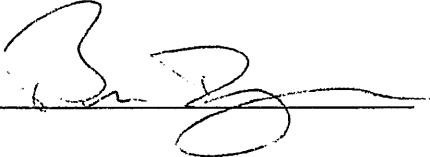
CONSENT

ERNST & YOUNG INC. of the City of Toronto hereby agrees to act as the Trustee in respect of 2500053 Ontario Inc., subject to the appointment by the Official Receiver.

ERSNT & YOUNG Inc. is a company qualified to act as a trustee of the property of the said debtor.

DATED at Toronto, Ontario this 15th day of February, 2018.

ERNST & YOUNG INC., Trustee

Per: 

Brian Denega, CPA, CA, LIT, CIRP

Senior Vice-President

APPENDIX B

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

ONTARIO
SUPERIOR COURT OF JUSTICE
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Applicant

AFFIDAVIT OF BRIAN DENEGA
Sworn February 15, 2018

I, BRIAN DENEGA, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY AS FOLLOWS:**

1. I am a Senior Vice President with Ernst & Young Inc. ("EYI"), the Court Appointed Monitor (the "**Monitor**") for 2500053 Ontario Inc. (the "**Applicant**") 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"** is a schedule summarizing, for each invoice issued by the Monitor for the period from February 20, 2016 to completion, the fees, disbursements, HST and total fees charged for each invoice.

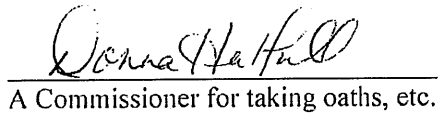
3. Attached hereto as **Exhibit "B"** are true copies of the invoices prepared by the Monitor for fees and disbursements incurred by the Monitor in the course of these proceedings in respect of the Company for the period from February 20, 2016 to completion.
4. To the best of my knowledge, the rates charged by EYI throughout the course of these proceedings are comparable to the rates charged by other accounting firms in the Toronto market for the provision of similar services.
5. I make this affidavit in support of a motion by the Applicants for, *inter alia*, approval of the fees and disbursements of the Monitor.

SWORN BEFORE ME at the City of
Toronto, in the Province of Ontario,
this 15th day of February 2018.

)
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)
)



Brian Denega

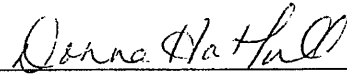


A Commissioner for taking oaths, etc.

**DONNA MARIE HATFULL, a
Commissioner, etc., Province of Ontario,
for Ernst & Young Inc.
Expires August 25, 2019.**

EXHIBIT A

THIS IS EXHIBIT "A" REFERRED TO IN THE
AFFIDAVIT OF BRIAN DENEGA SWORN
BEFORE ME THIS 15TH OF FEBRUARY 2018



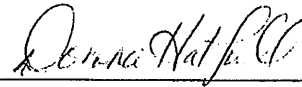
DONNA MARIE HATFULL, a
Commissioner, etc., Province of Ontario,
for Ernst & Young Inc.
Expires August 25, 2019.

Ernst & Young Inc.
Monitor for 2500053 Ontario Inc.
Summary of Monitor's Fees & Disbursements
For the Period from February 20, 2016 to Completion of the file

Invoice Date	Invoice #	Billing Dates	Hours	Monitor Fees	Out of Pocket Disbursements	Administrative Charge	Total before HST	HST	Total
27-Apr-16	CA12C500000315	February 20, 2016 to March 31, 2016	41.1	18,956.50	60.89	1,706.09	20,723.48	2,694.06	23,417.53
16-Aug-17	CA12C500001927	April 1, 2016 to Completion of the file	109.1	52,844.50	-	4,756.01	57,600.51	7,488.07	65,088.58
Total Monitor Fees & Disbursements			150.2	71,801.00	-	6,462.10	78,323.99	10,182.13	88,506.12

EXHIBIT B

THIS IS EXHIBIT "B" REFERRED TO IN THE
AFFIDAVIT OF BRIAN DENEGA SWORN
BEFORE ME THIS 15TH OF FEBRUARY 2018

A handwritten signature in cursive script, reading "Donna Marie Hatfull", written over a horizontal line.

DONNA MARIE HATFULL, a
Commissioner, etc., Province of Ontario,
for Ernst & Young Inc.
Expires August 25, 2019.



Building a better
working world

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

Tel: +1 416 864 1234
Fax: +1 416 943 3360
ey.com

Mr. William E. Aziz
Chief Restructuring Officer
Data & Audio Visual Enterprises Holdings Inc.
Unit #8, 555 Hanlan Road
Woodbridge, Ontario
L4L 4R8

April 27, 2016

Dear Bill:

Please find enclosed the invoice of Ernst & Young Inc. for services rendered as Monitor up to and including March 31, 2016 for payment pursuant to the terms of the Initial Order.

We have also enclosed the invoices of Thornton Grout Finnigan LLP ("TGF"), as independent counsel to the Monitor, up to and including March 31, 2016, and request that payment for that invoice be remitted directly to TGF.

If you have any questions or concerns, please do not hesitate to contact me.

Sincerely,

ERNST & YOUNG INC.

A handwritten signature in black ink, appearing to read 'Brian M. Denega'.

Brian M. Denega
Senior Vice President
(416) 943-3058

Encl.



Ernst & Young Inc.
Toronto, ON

Invoice

Mobilicity
William E. Aziz
Unit #8, 555 Hanlan Road
Woodbridge, ON L4L 4R8
Canada

Invoice No.: CA12C500000315
Please include this number with payment

Invoice Date: 27 April 2016
Due Date: Upon receipt
Client No.: 0011429775
Engagement No.: E-65000099

Remit To:
P.O. Box 57104, Postal Station A
Toronto, Ontario M5W 5M5
A/R Queries:
1-416-943-3851
1-800-311-1104

Professional restructuring advisory services to March 31, 2016.

	Net	Tax	Rate	Tax Amount	<u>CAD</u> Total
Fees	18,956.50	HST	13 %	2,464.35	21,420.85
Out-of-Pocket Expenses	60.89	HST	13 %	7.92	68.81
	19,017.39			2,472.27	21,489.66
Administrative Charge @ 9%	1,706.09			221.79	1,927.88
Invoice summary	20,723.48				
Tax : 13% HST				2,694.06	
Total:	20,723.48			2,694.06	23,417.54

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 QST: 1006354498

Wire transfer instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, Transit #2411 Account #24111000237, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3. Reference the name and address of remitter, Invoice number and engagement number.

Data & Audio Visual Enterprises Holdings Inc.
Time Analysis for Billing
Period ending March 31, 2016

			Period Ending March 31, 2016	
EY Personnel	Title	Rate (\$)	Hours	Total Fees Amount
Brian Denega	Partner	725	3.9	\$ 2,827.50
David Saldanha	Senior Manager	580	5.8	\$ 3,364.00
Fiona Han	Manager	450	23.6	\$ 10,620.00
Rob Ferguson	Para-Professional	275	1.8	\$ 495.00
Philip Kan	Para-Professional	275	3.0	\$ 825.00
Cam Bear	Para-Professional	275	2.7	\$ 742.50
Marites Carandang	Para-Professional	275	0.3	\$ 82.50
			41.1	\$ 18,956.50
Out-of-Pocket Expenses				\$ 60.89
Administrative Charge - 9%				\$ 1,706.09
Total				\$ 20,723.48

Mobilicity (E-18759576) **Summary of Time Details for the period ended March 31, 2016**

Person	Date	Hours	Description
Brian Denega	22-Feb-16	1.4	23rd report etc
Brian Denega	23-Feb-16	1.4	23rd Report; calls etc
Brian Denega	23-Feb-16	0.4	Call re 23rd Report
Brian Denega	17-Mar-16	0.7	HST and accounting final steps
Brian Denega Total		3.9	
Cam Bear	23-Feb-16	0.5	Email from Fiona regarding OS invoices, review disbursements paid in Connected, email RBC to request bank statements, email to Fiona
Cam Bear	1-Mar-16	0.3	Filing of disbursements
Cam Bear	3-Mar-16	0.7	Skype with Fiona, pull cheque req and scan invoices, call RBC to request cheque image, email package to Fiona
Cam Bear	15-Mar-16	0.3	CC with Fiona re: HST filing review, run R & D
Cam Bear	23-Mar-16	0.4	Call and Meet with Fiona to dc direct deposit from CRA, email and print wire particulars
Cam Bear	29-Mar-16	0.5	Rearrange disbursement files returned to Estate accounting
Cam Bear Total		2.7	
David Saldanha	24-Feb-16	3.5	Review, discussions and drafting of Monitor's Report
David Saldanha	25-Feb-16	2.3	Review, discussions and drafting of Monitor's Report
David Saldanha Total		5.8	
Fiona Han	23-Feb-16	5.3	1. call with David and Brian re 23 rd report; 2. Call with Leanne, David and Brian re outline of the report; HST status and other matters; 3. Call with Michelle re HST returns; 4. Coordinate with Vivian and Robert re the fee affidavit; 5. Draft the 23 rd
Fiona Han	25-Feb-16	1.1	finalize 23 report and HST discussion
Fiona Han	17-Mar-16	1.1	email correspondences re HST return and Holdings' records and setting meeting with Lily, Michelle and Brian
Fiona Han	18-Mar-16	0.3	email correspondence and calls with Lilly and Michelle
Fiona Han	21-Mar-16	3.1	HST review and email correspondence with Evan and Michelle
Fiona Han	22-Mar-16	4.5	HST review, organize meeting with Lilly and Michelle, Email correspondence with Michelle re book keeping; email correspondence with Michelle re all loan documents, bank confirmations re distributions and transaction costs; instruct Philip to make copies of
Fiona Han	23-Mar-16	3.5	meeting with Lilly and Michelle re HST filings, GL set up, loan sch, change in address and bank account information; email correspondence following the meeting with Leanne and Brian; Email correspondence with Lilly and Michelle after the meeting
Fiona Han	24-Mar-16	1.1	draft a letter to CRA indicating the Monitor reviewed 2015 HST return and the Monitor's account with the Applicant's consent is the beneficiary for HST return
Fiona Han	28-Mar-16	0.6	email correspondence with Lilly and Michelle
Fiona Han	29-Mar-16	0.5	email correspondence with Lilly and Michelle re CRA letters
Fiona Han	31-Mar-16	2.5	updating the debt schedules of unsecured senior notes and unsecured pari passu notes
Fiona Han Total		23.6	
Marites Carandang	10-Mar-16	0.1	February 2016 bank rec.
Marites Carandang	14-Mar-16	0.1	Post bank adjustments re: Feb/16 bank rec.
Marites Carandang	14-Mar-16	0.1	Post bank adjustments re: Feb/16 bank rec.
Marites Carandang Total		0.3	
Philip Kan	22-Mar-16	2.5	prepared binder for transfer of books and accounts
Philip Kan	24-Mar-16	0.5	Prepared copy and courier books and records of CRO & legal counsel maintained accounts to client.
Philip Kan Total		3.0	
Robert Ferguson	25-Feb-16	1.8	Prepare fee Affidavit.
Robert Ferguson Total		1.8	
Grand Total		41.1	



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working world

Ernst & Young Inc.
EY Tower
100 Adelaide Street West, PO Box 1
Toronto, ON M5H 0B3

Tel: +1 416 864 1234
Fax: +1 416 943 3300
ey.com

PRIVATE & CONFIDENTIAL

August 16, 2017

Mr. William E. Aziz
Chief Restructuring Officer
Data & Audio Visual Enterprises Holdings Inc.
Unit #8, 555 Hanlan Road
Woodbridge, Ontario
L4L 4R8

Dear Bill:

Please find enclosed the invoice of Ernst & Young Inc. for services rendered as Monitor up to and including August 11, 2017 for payment pursuant to the terms of the Initial Order.

We have also enclosed the invoices of Thornton Grout Finnigan LLP ("TGF"), as independent counsel to the Monitor, up to and including March 31, 2016, and request that payment for that invoice be remitted directly to TGF.

If you have any questions or concerns, please do not hesitate to contact me.

Sincerely,

ERNST & YOUNG INC.

Brian M. Denega
Senior Vice President
(416) 943-3058

Encl.



Ernst & Young Inc.
Toronto, ON

Invoice

Mobilicity
William E. Aziz
Unit #8, 555 Hanlan Road
Woodbridge, ON L4L 4R8
Canada

Invoice No.: **CA12C500001927**
Please include this number with payment

Invoice Date: 16 August 2017
Due Date: Upon receipt
Client No.: 0011429775
Engagement No.: E-65000099

Remit To: P.O. Box 57104, Postal Station A Toronto, Ontario M5W 5M5 A/R Queries: 1-416-943-3851 1-800-311-1104

Professional restructuring advisory services from March 31, 2016 to completion.

	Net	Tax	Rate	Tax Amount	<u>CAD</u> Total
Fee	52,844.50	HST	13 %	6,869.79	59,714.29
	52,844.50			6,869.79	59,714.29
Administrative Expenses @ 9%	4,756.01			618.28	5,374.29
Invoice summary	57,600.51				
Tax : 13% HST				7,488.07	
Total:	57,600.51			7,488.07	65,088.58

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 QST: 1006354498

Electronic payment instructions:

Send direct and pay to: Bank of Montreal, International Banking, H.O. Montreal, SWIFT BIC Address BOFMCAM2, Ernst & Young LLP, 6 King Street West, Toronto, Ontario, Canada, M5H 1C3.

Wire transfer instructions: Transit #2411 Account #24111000237. Reference the name and address of remitter, invoice number and engagement number.

Electronic fund transfer Instructions: Bank ID: 0001 Transit# 24112 Account# 1000237. To ensure accurate allocation of funds sent electronically, please email your remittance detail to gss.canadaaccountsreceivable@xe02.ey.com including the amount paid, the invoice number and your company name.

DATA & AUDIO VISUAL ENTERPRISES HOLDINGS INC.
SUMMARY OF HOURLY FEES AND DISBURSEMENTS

NAME	POSITION	HOURS	ACCRUAL HOURS	TOTAL HOURS	RATE/HR	FEE VALUE
Brian Denega	Senior Vice President	0.5	0.5	1.0	725.00	725.00
Jan Pedder	Executive Director	0.3		0.3	650.00	195.00
Lynne Sangster	Senior Manager	3.4		3.4	580.00	1,972.00
Fiona Han	Manager	88.6	10.0	98.6	450.00	44,370.00
Rob Ferguson	Para-professional	0.4		0.4	275.00	110.00
Philip Kan	Para-professional	1.8		1.8	275.00	495.00
Tess Carandang	Para-professional	5.2		5.2	275.00	1,430.00
Cam Bear	Para-professional	8.9	4.0	12.9	275.00	3,547.50
TOTAL		109.1	14.5	123.6		52,844.50

Time	\$	52,844.50
Administrative Expenses @ 9%	\$	4,756.01
Sub total	\$	57,600.51
HST @ 13%	\$	7,488.07
Total Invoice CAD	\$	65,088.57

WIP Time Details

Marked	Engagement Code	Person	Date	Hours	Description
	E-18759576	Brian Denega	14-Jun-17	0.5	Call with Leanne and Euan re. distribution
	E-18759576	Brian Denega		0.5	Accrued hours to filing discharge
		Brian Denega Total		1.0	
	E-18759576	Cam Bear	12-Apr-16	0.5	Print off support for payment to Michelle Faysal, write up req, complete wire
	E-18759576	Cam Bear	13-Apr-16	0.2	Fax wire to bank, follow up email
	E-18759576	Cam Bear	20-Apr-16	0.2	Filing of receipts and disbursements
	E-18759576	Cam Bear	25-Apr-16	0.5	Review TGF invoices and what has been paid to date. Respond to Fiona's email. Dcs with her
	E-18759576	Cam Bear	28-Apr-16	0.9	Print off TGF and EYI invoices, write up reqs, create schedule of OS TGF invoices, dc with Fiona, issue cheques, record
	E-18759576	Cam Bear	9-May-16	0.3	Complete April 2016 bank reconciliation
	E-18759576	Cam Bear	9-Jun-16	0.1	Record May 2016 interest and bank charges
	E-18759576	Cam Bear	15-Jun-16	0.1	Filing of disbursements
	E-18759576	Cam Bear	16-Aug-16	0.1	Record interest/bank charges for July 2016
	E-18759576	Cam Bear	11-Jan-17	0.7	Pdf R & D and email to Fiona, forward TGF and EYI invoices paid, dc same with her
	E-18759576	Cam Bear	12-Jan-17	0.5	Reconcile invoices to R & D for Fiona
	E-18759576	Cam Bear	3-Feb-17	0.8	Write up deposit and print off support, record HST refund, dc with Fiona, attend bank to deposit cheque
	E-18759576	Cam Bear	23-Mar-17	0.3	Issue cheque, record, mail
	E-18759576	Cam Bear	4-Apr-17	0.4	Scan and fax RBC wire, follow up call from same, record
	E-18759576	Cam Bear	24-Apr-17	0.5	Print off TMX support, write up req, dc balance owing with Fiona
	E-18759576	Cam Bear	26-Apr-17	0.9	Review TMX invoices, create schedule for payment, issue cheque, record
	E-18759576	Cam Bear	5-May-17	0.4	Email bank to inquire about wire, write up deposit, print off support and record
	E-18759576	Cam Bear	21-Jun-17	0.4	Request June statement from bank, email with R & D to Fiona
	E-18759576	Cam Bear	22-Jun-17	0.5	pdf and email statements to Fiona
	E-18759576	Cam Bear	27-Jul-17	0.3	Issue cheque, record, mail
	E-18759576	Cam Bear	11-Aug-17	0.3	Emails, speak with Fiona regarding wires, send her last wire details
	E-18759576	Cam Bear		4.0	Accrued hours to filing discharge
		Cam Bear Total		12.9	
	E-18759576	Fiona Han	1-Apr-16	6.5	updating the debt schedule of unsecured subordinated notes
	E-18759576	Fiona Han	4-Apr-16	3.6	Update the debt schedule of unsecured subordinated notes up to December 31, 2015

WIP Time Details

Marked	Engagement Code	Person	Date	Hours	Description
	E-18759576	Fiona Han	4-Apr-16	0.5	Call with Lily and Michelle re HST engagement letter
	E-18759576	Fiona Han	11-Apr-16	0.5	email correspondence and call with John/Lilly re Michelle HST fee payment
	E-18759576	Fiona Han	12-Apr-16	1.5	email correspondences with Michelle and reconciliations re the differences between the Company June 24 2015 GL vs. schedules of unsecured notes
	E-18759576	Fiona Han	25-Apr-16	0.5	Follow up re the estate reimbursements for TGF's fees
	E-18759576	Fiona Han	26-Apr-16	0.5	call with Lily and Michelle re debt schedules
	E-18759576	Fiona Han	26-Apr-16	0.3	phone call with Maria and review TGF's invoices
	E-18759576	Fiona Han	27-Apr-16	0.4	review bills
	E-18759576	Fiona Han	9-May-16	1.9	follow up with professional fees; cash disbursements reviews; answer POC questions
	E-18759576	Fiona Han	12-May-16	0.9	managing Monitor's website
	E-18759576	Fiona Han	16-May-16	0.5	Professional Fees
	E-18759576	Fiona Han	24-May-16	0.4	email correspondence with Michelle re HST summary and debt issues
	E-18759576	Fiona Han	25-May-16	1.1	email correspondence with Lily re tax issues and Michelle re debt P&I
	E-18759576	Fiona Han	26-May-16	0.3	email correspondence with Evan Cobb re Holdings' HST filings
	E-18759576	Fiona Han	30-May-16	0.5	call with Lily and Michelle
	E-18759576	Fiona Han	3-Jun-16	1.0	Call with Michelle re debt and JE
	E-18759576	Fiona Han	6-Jun-16	1.8	Review Michelle's email correspondence and attached 2015 Holdings' books and records
	E-18759576	Fiona Han	7-Jun-16	2.9	1. call with Lily and Michelle re Holdings' 2015 books and records; 2. email Lily re unsecured notes P&I balances and distribution allocations 3. review email correspondence from Evan re distribution allocations 4. review bills from the period from Feb 2
	E-18759576	Fiona Han	8-Jun-16	1.1	revising debt schedule per Evan and Lily comments
	E-18759576	Fiona Han	10-Jun-16	2.5	managing Monitor's site; conference call re the environmental issues with the company and Denis
	E-18759576	Fiona Han	20-Jun-16	0.2	email correspondence re follow up with KPMG's review
	E-18759576	Fiona Han	28-Jun-16	1.5	call from CRA re Holdings 2015 HST return; call to Evan and Lily, email to Lynne for July 6th meeting
	E-18759576	Fiona Han	5-Jul-16	1.7	Read the memo re GST/HST memorandum 8.6 and talk to Lynne re the requests
	E-18759576	Fiona Han	14-Jul-16	0.5	follow up HST returns
	E-18759576	Fiona Han	18-Jul-16	1.6	email to Evan re ETA186 section for Holdings; email correspondence with Lynne
	E-18759576	Fiona Han	27-Jul-16	1.1	email correspondence with Evan, Michelle, Bill and Lily re CRA follow up questions
	E-18759576	Fiona Han	2-Aug-16	1.7	Letters to CRA re 2015 Holdings' ITC
	E-18759576	Fiona Han	5-Aug-16	0.2	letter to CRA
	E-18759576	Fiona Han	29-Aug-16	0.3	email correspondence with Lily and Evan
	E-18759576	Fiona Han	20-Sep-16	1.0	email correspondence and call with Lily
	E-18759576	Fiona Han	3-Oct-16	0.9	2015 HST issues and email correspondence with Evan and Lily
	E-18759576	Fiona Han	21-Oct-16	0.2	call with Lily, Michelle, and Evan re CRA letters
	E-18759576	Fiona Han	4-Nov-16	1.0	meeting with Allen and Matt to update the status of the file

WIP Time Details

Marked	Engagement Code	Person	Date	Hours	Description
	E-18759576	Fiona Han	5-Dec-16	0.5	email correspondence with Lilly D. Missimo re the closing of the file and sent the requested documents.
	E-18759576	Fiona Han	6-Jan-17	3.5	review debt schedule, calculate distributions, review billings
	E-18759576	Fiona Han	9-Jan-17	0.3	file control, call with Lilly, email with Leanne and review final fees for debt sch calculation
	E-18759576	Fiona Han	10-Jan-17	0.3	file control, call with Lilly, email with Leanne and review final fees for debt sch calculation
	E-18759576	Fiona Han	12-Jan-17	0.3	file control, call with Lilly, email with Leanne and review final fees for debt sch calculation
	E-18759576	Fiona Han	30-Jan-17	0.1	review monthly bank recon
	E-18759576	Fiona Han	2-Feb-17	0.5	call with Lilly, email with Brian and Lilly
	E-18759576	Fiona Han	3-Feb-17	0.9	reconcile 2016 2017 expenses and review 3rd proposed distribution
	E-18759576	Fiona Han	6-Feb-17	5.0	discussion with Evan re OMI requested reimbursements; obtained and reviewed by-law and the agreement for the number company; review required reimbursement to OMI; phone call with Lilly regarding further documents to support the reimbursements; Review further documents provided
	E-18759576	Fiona Han	8-Feb-17	0.3	call with Lilly
	E-18759576	Fiona Han	13-Mar-17	2.2	Review the backup of the invoices provided by Lilly
	E-18759576	Fiona Han	22-Mar-17	0.5	Various email correspondences
	E-18759576	Fiona Han	24-Mar-17	0.1	Mobility email correspondence to Lilly
	E-18759576	Fiona Han	30-Mar-17	0.5	call with Lilly re the OMI reimbursement
	E-18759576	Fiona Han	3-Apr-17	1.0	email correspondence re the OMI reimbursements and reconcile the backup documents; follow up with Cam re wire transfer
	E-18759576	Fiona Han	3-Apr-17	0.1	review estate account and bank statements
	E-18759576	Fiona Han	7-Apr-17	0.2	Call with Evan on Mobility 3rd distribution
	E-18759576	Fiona Han	13-Apr-17	0.5	prepare the disbursement to OMI
	E-18759576	Fiona Han	24-Apr-17	2.5	Follow up with TMX final invoices
	E-18759576	Fiona Han	25-Apr-17	1.3	email correspondences re wire instruction and final distributions
	E-18759576	Fiona Han	1-May-17	0.1	bank reconciliation
	E-18759576	Fiona Han	4-May-17	0.2	email correspondence
	E-18759576	Fiona Han	8-May-17	0.5	email correspondence
	E-18759576	Fiona Han	6-Jun-17	0.1	review April bank reconciliation
	E-18759576	Fiona Han	9-Jun-17	0.5	Email correspondence with respect to final distribution
	E-18759576	Fiona Han	14-Jun-17	2.5	review the latest report and court orders; review WIP and R&D for the period from Feb 2016 to June 2017; call with Evan, Leanne, Brian and David re the final distribution
	E-18759576	Fiona Han	15-Jun-17	6.0	draft 24th report
	E-18759576	Fiona Han	21-Jun-17	2.5	update the debt schedules of notes (senior unsecured, senior pari passu, and unsecured subordinated for 2017 and 2018); update escrow account for the period from Feb 2016 to June 2017; prepare potential 3rd distribution
	E-18759576	Fiona Han	22-Jun-17	1.5	update the escrow acc balance from Feb 2016 to June 2017
	E-18759576	Fiona Han	23-Jun-17	2.5	finalize debt schedule
	E-18759576	Fiona Han	26-Jun-17	3.5	email correspondence with Lilly, finalize the debt schedule for the year end Dec 2017

WIP Time Details

Marked	Engagement Code	Person	Date	Hours	Description
	E-18759576	Fiona Han	7-Jul-17	4.9	email correspondence re administration reserve re bankruptcy; discussion re the amount of the reserve; email correspondence with Leanne and Evan; draft 24th report
	E-18759576	Fiona Han	10-Jul-17	1.1	Prepare sources and uses statements up to July 7, 2017; reserve amount and anticipated third distributions; email correspondence with Lilly and Leanne
	E-18759576	Fiona Han		11.0	Accrued hours to filing discharge
		Fiona Han Total		98.6	
	E-18759576	Jan Pedder	18-Jul-16	0.3	discuss HST issues related to s186 with Lynne
		Jan Pedder Total		0.3	
	E-18759576	Lynne Sangster	28-Jun-16	0.2	Review information from Fiona Han re GST/HST audit and provide call availability.
	E-18759576	Lynne Sangster	5-Jul-16	1.2	Review documents from Fiona Han, meeting to discuss use of section 186 of the ETA, send summary of section 186 and applicable cases.
	E-18759576	Lynne Sangster	18-Jul-16	1.3	Request from Fiona Han to customize the section 186 information previously provided. Send request for additional information needed.
	E-18759576	Lynne Sangster	3-Aug-16	0.7	Review letter to CRA and CRA response re section 186 from Fiona Han, make changes and return documents to Fiona.
		Lynne Sangster Total		3.4	
	E-18759576	Marites Carandang	12-Apr-16	0.1	March 2016 bank rec
	E-18759576	Marites Carandang	6-Jun-16	0.2	Checking of paid & unpaid EYI invoices as per Fiona.
	E-18759576	Marites Carandang	8-Jun-16	0.2	Scanned Feb/March/April/May 2016 bank statements, email same to Fiona
	E-18759576	Marites Carandang	8-Jun-16	0.3	Process, post EYI fees
	E-18759576	Marites Carandang	8-Jun-16	0.1	May 2016 bank rec
	E-18759576	Marites Carandang	20-Jun-16	0.2	Filing of approved bank recs (Jan to Apr)
	E-18759576	Marites Carandang	14-Jul-16	0.1	Post bank adjustments re: June 2016 bank rec.
	E-18759576	Marites Carandang	15-Aug-16	0.1	July 2016 bank rec
	E-18759576	Marites Carandang	14-Sep-16	0.1	August 2016 bank rec
	E-18759576	Marites Carandang	15-Sep-16	0.1	Post bank adjustments re: Aug/16 bank rec
	E-18759576	Marites Carandang	29-Sep-16	0.1	Filing of bank recs
	E-18759576	Marites Carandang	12-Oct-16	0.1	September 2016 bank rec.
	E-18759576	Marites Carandang	13-Oct-16	0.1	Post bank adjustments for Sept 2016 bank rec.
	E-18759576	Marites Carandang	15-Nov-16	0.2	October 2016 bank rec/post bank adjustments.
	E-18759576	Marites Carandang	5-Dec-16	0.6	Print off R & D's from June to Nov 2016. Copy bank statements, pdf email same to Fiona.
	E-18759576	Marites Carandang	5-Dec-16	0.3	Copy June 2016 invoices, scan & email to Fiona

WIP Time Details

Marked	Engagement Code	Person	Date	Hours	Description
	E-18759576	Marites Carandang	12-Dec-16	0.1	November 2016 bank rec.
	E-18759576	Marites Carandang	12-Jan-17	0.1	December 2016 bank rec
	E-18759576	Marites Carandang	17-Jan-17	0.1	Posting of bank adjustments for Dec 2016 bank rec.
	E-18759576	Marites Carandang	25-Jan-17	0.2	Filing of bank recs (Aug 2016 to Nov 2016)
	E-18759576	Marites Carandang	10-Feb-17	0.1	January 2017 bank rec.
	E-18759576	Marites Carandang	13-Feb-17	0.1	Post bank adjustments for Jan 2017 bank rec.
	E-18759576	Marites Carandang	9-Mar-17	0.1	February 2017 bank rec.
	E-18759576	Marites Carandang	10-Mar-17	0.1	Post bank adjustments for February 2017.
	E-18759576	Marites Carandang	6-Apr-17	0.1	March 2017 bank rec
	E-18759576	Marites Carandang	11-Apr-17	0.1	Post bank adjustments for March 2017 bank rec.
	E-18759576	Marites Carandang	18-Apr-17	0.4	Prepare wire transfer request to pay Obelysk, have it signed, faxed to RBC. Post same on connected.
	E-18759576	Marites Carandang	25-Apr-17	0.1	Logged/Filing of approved bank recs from November 2016 to Feb 2017
	E-18759576	Marites Carandang	8-May-17	0.1	April 2017 bank rec.
	E-18759576	Marites Carandang	12-May-17	0.1	Post bank adjustments for April 2017 bank rec.
	E-18759576	Marites Carandang	12-Jun-17	0.1	May 2017 bank rec
	E-18759576	Marites Carandang	14-Jun-17	0.1	Post bank adjustments for May 2017 bank rec.
	E-18759576	Marites Carandang	13-Jul-17	0.1	June 2017 bank rec.
	E-18759576	Marites Carandang	17-Jul-17	0.1	Post June 2017 bank adjustments.
	E-18759576	Marites Carandang	9-Aug-17	0.1	July 2017 bank rec
	Marites Carandang Total			5.2	
	E-18759576	Philip Kan	12-May-16	0.2	Transfer email account from Lotus notes to Microsoft outlook
	E-18759576	Philip Kan	21-Nov-16	0.5	Faxed large HST returns package to CRA - Tracked status and report to manager
	E-18759576	Philip Kan	23-Nov-16	0.4	Checked and responded to incoming mails.
	E-18759576	Philip Kan	10-Feb-17	0.5	Record managements. Corr to manager in send out records for storage. Reviewed of records.
	E-18759576	Philip Kan	19-Apr-17	0.2	Assisted manager to set up archive
	Philip Kan Total			1.8	
	E-18759576	Robert Ferguson	15-Apr-16	0.1	Review status of emails and calls.
	E-18759576	Robert Ferguson	3-Aug-16	0.3	Locate and copy documents for CRA letter.
	Robert Ferguson Total			0.4	



WIP Time Details

Marked	Engagement Code	Person	Date	Hours	Description
		Grand Total		123.6	

**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 AND ARRANGEMENT OF 2500053 ONTARIO INC.**

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

AFFIDAVIT OF BRIAN DENEGA

Thornton Grout Finnigan LLP
Barristers and Solicitors
100 Wellington Street West
TD West Tower
Suite 3200, P.O. Box 329
Toronto, ON M5K 1K7

Leanne M. Williams (LSUC# 41877E)
Tel: 416-304-0060
Fax: 416-304-1313
Email: lwilliams@tgf.ca

Lawyers for the Monitor

APPENDIX C

**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 2500053 ONTARIO INC.**

Applicant

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 February 20, 2016 and January 31, 2018.
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 14th day of
February, 2018.



Commissioner for Taking Affidavits

L. Williams



ROBERT I. THORNTON

EXHIBIT A



Thornton Grout Finnigan LLP
RESTRUCTURING + LITIGATION

EXHIBIT "A"

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

March 22, 2016

Attention: Brian Denega

Invoice No. 30207
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 29, 2016

FEES

Feb-22-16	E-mails in respect of termination motion;	0.20	LMW
Feb-23-16	E-mails in respect of draft report; telephone call with D. Saldanha;	0.30	LMW
	Review draft motion materials; e-mails regarding same; conference call in respect of draft Report;	1.00	LMW
Feb-24-16	E-mails in respect of Court Report; review and revise same;	1.10	LMW
	Review revised Report; e-mails regarding same;	0.40	LMW
Feb-25-16	E-mails in respect of completion of tax filing; e-mails in respect of draft Report;	0.30	LMW
	Further revise and circulate Report;	0.40	LMW
	Draft fee affidavit; finalize Report; e-mails in respect of same;	1.10	LMW
Feb-29-16	Prepare for and attend termination motion;	1.40	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>
Leanne M. Williams	6.20	\$725.00	\$4,495.00

Total Fees	\$4,495.00	
HST (@ 13%) on Fees	<u>\$584.35</u>	
Total Fees and HST		\$5,079.35

DISBURSEMENTS

Fee of ASAP Reporting Services re June 2014 Mediation	<u>\$1,400.00</u>	
Total Taxable Disbursements	\$1,400.00	
HST (@ 13%) on Taxable Disbursements	\$182.00	
Total *Non-Taxable Disbursements	<u>\$0.00</u>	
Total Disbursements and HST		<u>\$1,582.00</u>
TOTAL NOW DUE		<u>\$6,661.35</u>

THORNTON GROUT FINNIGAN LLP

Per: Leanne M. Williams

E.& O.E.

GST/HST #87042 1039 RT0001 * GST/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 33 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 22, 2016

Attention: Brian Denega

Invoice No. 30298
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 31, 2016

FEES

Mar-01-16	E-mails in respect of past invoices;	0.10	LMW
Mar-16-16	E-mails in respect of completion of books and records;	0.20	LMW
Mar-25-16	E-mails in respect of HST returns and books and records;	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>
Leanne M. Williams	0.60	\$725.00	\$435.00

Total Fees	\$435.00
HST (@ 13%) on Fees	<u>\$56.55</u>

Total Fees and HST **\$491.55**

TOTAL NOW DUE **\$491.55**

THORNTON GROUT FINNIGAN LLP


Per: Leanne M. Williams

E. & O.E.
GST/HST #87042 1039 RT0001 * GST/HST Exempt

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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

February 15, 2017

Attention: Brian Denega

Invoice No. 31150
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 31, 2017

FEES

Apr-04-16	Review HST retainer agreement; e-mails regarding same;	0.20	LMW
Sep-21-16	Review letter from Canada Revenue Agency; conference call to discuss issues in recovery of ITCs;	0.50	LMW
Sep-30-16	E-mails in respect of Canada Revenue Agency claim and FA agreements;	0.10	LMW
Jan-11-17	E-mails with F. Han in respect of winding up the estate;	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	0.80	\$725.00	\$580.00
Leanne M. Williams	0.20	\$750.00	\$150.00

Total Fees	\$730.00
HST (@ 13%) on Fees	<u>\$94.90</u>

Total Fees and HST \$824.90

DISBURSEMENTS

Binding \$5.02

Total Taxable Disbursements **\$5.02**

HST (@ 13%) on Taxable Disbursements **\$0.65**

Total *Non-Taxable Disbursements **\$0.00**

Total Disbursements and HST **\$5.67**

TOTAL NOW DUE **\$830.57**

THORNTON GROUT FINNIGAN LLP



Per: Leanne M. Williams

E.& O.E.

GST/HST #87042 1039 RT0001 * GST/HST Exempt

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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

March 21, 2017

Attention: Brian Denega

Invoice No. 31252
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, 2017

FEES

Feb-10-17	Letter enclosing access to information request;	0.30	LMW
Feb-13-17	E-mails with E. Cobb in respect of access to information request;	0.20	LMW
Feb-14-17	E-mail to Justice Winkler's office in respect of disclosure of ADR agreement; draft letter in respect of information request;	0.40	LMW
Feb-15-17	Communications with Winkler C.J; finalize letter regarding Access to Information request;	0.30	LMW

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

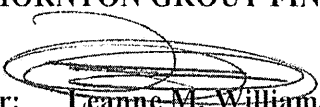
<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Leanne M. Williams	1.20	\$750.00	\$900.00

Total Fees	\$900.00
HST (@ 13%) on Fees	<u>\$117.00</u>

Total Fees and HST \$1,017.00

DISBURSEMENTS

Couriers	<u>\$20.61</u>
Total Taxable Disbursements	\$20.61
HST (@ 13%) on Taxable Disbursements	\$2.68
Total *Non-Taxable Disbursements	<u>\$0.00</u>
Total Disbursements and HST	<u>\$23.29</u>
TOTAL NOW DUE	<u>\$1,040.29</u>

THORNTON GROUT FINNIGAN LLP
Per: Leanne M. Williams

E.& O.E.

GST/HST #87042 1039 RT0001 * GST/HST Exempt

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Thornton Grout Finnigan LLP
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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

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

July 25, 2017

Attention: Brian Denega

Invoice No. 31620
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: June 30, 2017

FEES

May-26-17	E-mail from F. Han in respect of distribution;	0.10	LMW
Jun-08-17	E-mails in respect of distribution issues;	0.10	LMW
Jun-12-17	E-mails with F. Han in respect of bankruptcy of numbered company;	0.20	LMW
Jun-14-17	Conference call to discuss winding up estate;	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>
Leanne M. Williams	0.80	\$750.00	\$600.00

Total Fees	\$600.00
HST (@ 13%) on Fees	<u>\$78.00</u>

Total Fees and HST \$678.00

TOTAL NOW DUE \$678.00

THORNTON GROUT FINNIGAN LLP


Per: Leanne M. Williams

E. & O.E.

GST/HST #87042 1039 RT0001 * GST/HST Exempt

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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

August 14, 2017

Attention: Brian Denega

Invoice No. 31655
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: August 14, 2017

FEES

Jul-07-17	E-mails in respect of finalization of estate;	0.30	LMW
Jul-08-17	E-mails in respect of distribution;	0.10	LMW
Jul-10-17	E-mails in respect of sources and uses; review same;	0.20	LMW
Jul-31-17	E-mails with F. Han and e-mail to R. Chadwick;	0.20	LMW
Aug-03-17	E-mails with R. Chadwick in respect of position on bankruptcy;	0.20	LMW
	E-mails with F. Han in respect of timing of wires;	0.10	LMW
Aug-11-17	E-mails in respect of timing of distribution; review prior distribution order; telephone call to E. Cobb; telephone call to F. Han;	0.40	LMW
Aug-13-17	E-mails in respect of final distribution;	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	1.70	\$750.00	\$1,275.00
Total Fees			\$1,275.00
Plus: Fees for completion of Estate Matters			<u>\$5,000.00</u>
Total Fees			\$6,275.00
HST (@ 13%) on Fees			<u>\$815.75</u>

Total Fees and HST

\$7,090.75

TOTAL NOW DUE

\$7,090.75

THORNTON GROUT FINNIGAN LLP

Per:  Leanne M. Williams

E. & O.E.

GST/HST #87042 1039 RT0001 * GST/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 33 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

September 20, 2017

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

Attention: Brian Denega

Invoice No. 31726
File No. 519-038

RE: Data & Audio-Visual Enterprises Holdings Inc.

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING for the period ending: August 31, 2017

FEES

Aug-10-17	E-mails with R. Chadwick in respect of timing of distribution;	0.20	LMW
Aug-11-17	Telephone call with E. Cobb in respect of notice to noteholders;	0.20	LMW
Aug-14-17	E-mails with F. Han in respect of finalization of estate and distributions;	0.10	LMW
Aug-16-17	E-mail from E. Cobb regarding distribution;	0.10	LMW
Aug-17-17	E-mails in respect of distribution notice;	0.20	LMW
	E-mails in respect of distribution mechanics;	0.10	LMW
Aug-18-17	Emails in respect of distribution;	0.10	LMW
Aug-19-17	E-mails with E. Cobb in respect of notice to holders;	0.20	LMW
Aug-21-17	Review draft Notice; e-mails in respect of distribution;	0.20	LMW
	E-mails in respect of timing of distribution;	0.20	LMW
Aug-22-17	E-mails with C. Descours;	0.20	LMW
Aug-23-17	Emails in respect of final distribution; review notices;	0.30	LMW
Aug-24-17	E-mails in respect of notices and timing of distributions;	0.30	LMW
Aug-25-17	E-mails in respect of distribution;	0.30	LMW

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

Lawyer
Leanne M. Williams

Hours
2.70

Rate
\$750.00

Amount
\$2,025.00

Total Fees

HST (@ 13%) on Fees

\$2,025.00

\$263.25

Total Fees and HST

Paid from funds held in trust

\$2,288.25

-(\$2,288.25)

TOTAL NOW DUE AND OWING

NIL

THORNTON GROUT FINNIGAN LLP



Per: Leanne M. Williams

E. & O.E.

GST/HST #87042 1039 RT0001 * GST/HST Exempt

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Thornton Grout Finnigan LLP
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Toronto-Dominion Centre
100 Wellington Street West
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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

October 18, 2017

Attention: **Brian Denega**

Invoice No. **31810**
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 30, 2017

FEES

Sep-04-17	E-mails with F. Han in respect of 24th Report and bankruptcy of numbered company;	0.60	LMW
Sep-05-17	E-mails with F. Han in respect of report;	0.20	LMW
Sep-07-17	E-mails in respect of draft report;	0.20	LMW
Sep-11-17	Review and revise draft Report; e-mails regarding same;	0.90	LMW
	Telephone call from F. Han;	0.20	LMW
	E-mail from F. Han in respect of questions raised in Monitor's report;	0.20	LMW
Sep-18-17	E-mails with F. Han;	0.10	LMW
Sep-19-17	E-mails with C. Descours in respect of distribution calculation;	0.20	LMW
Sep-20-17	Discuss possibility of bringing a motion with F. Han; review discharge Order regarding same;	0.40	LMW
Sep-22-17	Discuss need for motion with Newbould J.; e-mails regarding same;	0.30	LMW
Sep-26-17	E-mails with F. Han;	0.10	LMW
Sep-27-17	E-mails with F. Han in respect of bankruptcy;	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	3.60	\$750.00	\$2,700.00
Total Fees			\$2,700.00
HST (@ 13%) on Fees			<u>\$351.00</u>
Total Fees and HST			<u>\$3,051.00</u>
TOTAL NOW DUE			<u>\$3,051.00</u>

THORNTON GROUT FINNIGAN LLP


Per: ~~Leanne M. Williams~~

E.& O.E.
GST/HST #87042 1039 RT0001 * GST/HST Exempt

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RESTRUCTURING + LITIGATION

Toronto-Dominion Centre
100 Wellington Street West
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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

November 22, 2017

Attention: Brian Denega

Invoice No. 31898
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 31, 2017

FEES

Oct-15-17	E-mails with F. Han in respect of director resignations;	0.10	LMW
Oct-16-17	E-mails with F. Han in respect of bankruptcy of company and draft report;	0.30	LMW
Oct-17-17	E-mails with F. Han in respect of bankruptcy;	0.20	LMW
Oct-18-17	E-mails in respect of timing of motion;	0.20	LMW
Oct-20-17	E-mails with F. Han;	0.10	LMW
Oct-22-17	E-mails in respect of status of distribution;	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	1.10	\$750.00	\$825.00	
Total Fees			\$825.00	
HST (@ 13%) on Fees			\$107.25	
Total Fees and HST				\$932.25
Less Transferred from Trust				\$310.75
TOTAL NOW DUE				\$621.50

THORNTON GROUT FINNIGAN LLP

Per:  Leanne M. Williams

E. & O.E.

GST/HST #87042 1039 RT0001 * GST/HST Exempt

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Thornton Grout Finnigan LLP
RESTRUCTURING + LITIGATION

Toronto-Dominion Centre
100 Wellington Street West
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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

February 12, 2018

Attention: Brian Denega

Invoice No. 32119
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 31, 2018

FEES

Dec-21-17	Discussions in respect of status and next steps;	0.30	LMW
Jan-08-18	Telephone call from E. Cobb in respect of resolution of estate; e-mail to F. Han in respect of same;	0.30	LMW
Jan-23-18	E-mails with F. Han in respect of motion;	0.10	LMW
	E-mails with E. Cobb in respect of Borden Ladner Gervais' fees;	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	0.30	\$750.00	\$225.00
Leanne M. Williams	0.60	\$800.00	\$480.00

Total Fees	\$705.00
HST (@ 13%) on Fees	<u>\$91.65</u>

Total Fees and HST \$796.65

TOTAL NOW DUE \$796.65

THORNTON GROUT FINNIGAN LLP

Per: Leanne M. Williams

E. & O.E.

GST/HST #87042 1039 RT0001 * GST/HST Exempt

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EXHIBIT B

EXHIBIT “B”

**Calculation of Average Hourly Billing Rates of
Thornton Grout Finnigan LLP
for the period February 20, 2016 to January 31, 2018**

Invoice No.	Fees	Disbursement	HST	Hours	Average Rate	Total
30207	\$4,495.00	\$1,400.00	\$766.35	6.20	\$725.00	\$6,661.35
30298	\$435.00	00.00	\$56.55	0.60	\$725.00	\$491.55
31150	\$730.00	\$5.02	\$95.55	1.00	\$730.00	\$830.57
31252	\$900.00	\$20.61	\$119.68	1.20	\$750.00	\$1,040.29
31620	\$600.00	00.00	\$78.00	0.80	\$750.00	\$678.00
31655	\$1,275.00	00.00	\$165.75	1.70	\$750.00	\$1,440.75
31726	\$2,025.00	00.00	\$263.25	2.70	\$750.00	\$2,288.25
31810	\$2,700.00	00.00	\$351.00	3.60	\$750.00	\$3,051.00
31898	\$825.00	00.00	\$107.25	1.10	\$750.00	\$932.25
32119	\$705.00	00.00	\$91.65	0.90	\$783.00	\$796.65
TOTAL	\$14,690.00	\$1,425.63	\$2,095.03	19.80		\$18,210.66

EXHIBIT C

EXHIBIT "C"

Billing Rates of Thornton Grout Finnigan LLP

For the period February 20, 2016 to December 31, 2016

<u>Name</u>	<u>Rate 2016</u>	<u>Year of Call</u>
Leanne M. Williams	\$725.00	1999

For the period January 1, 2017 to December 31, 2017

<u>Name</u>	<u>Rate 2017</u>	<u>Year of Call</u>
Leanne M. Williams	\$750.00	1999

For the period January 1, 2018 to January 31, 2018

<u>Name</u>	<u>Rate 2018</u>	<u>Year of Call</u>
Leanne M. Williams	\$800.00	1999

**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 AND ARRANGEMENT OF 2500053 ONTARIO INC.**

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

**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
TD West Tower
Suite 3200, P.O. Box 329
Toronto, ON M5K 1K7

Leanne M. Williams (LSUC# 41877E)
Tel: 416-304-0060
Fax: 416-304-1313
Email: lwilliams@tgf.ca

Lawyers for the Monitor

**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 AND ARRANGEMENT OF 2500053 ONTARIO INC.**

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

TWENTY-FOURTH REPORT OF THE MONITOR

Thornton Grout Finnigan LLP
Barristers and Solicitors
100 Wellington Street West
TD West Tower
Suite 3200, P.O. Box 329
Toronto, ON M5K 1K7

Leanne M. Williams (LSUC# 41877E)
Tel: 416-304-0060
Fax: 416-304-1313
Email: lwilliams@tgf.ca

Lawyers for the Monitor