

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

B E T W E E N:

**CHOICE PROPERTIES LIMITED PARTNERSHIP, by its  
general partner CHOICE PROPERTIES GP INC.**

Applicant

- and -

**PENADY (BARRIE) LTD. and PRC BARRIE CORP.**

Respondents

**APPLICATION UNDER SECTION 243 OF THE *BANKRUPTCY AND INSOLVENCY ACT*,  
R.S.C. 1985, C. B-3, AS AMENDED, AND SECTION 101 OF THE *COURTS OF JUSTICE  
ACT*, R.S.O. 1990 C. C.43, AS AMENDED**

**MOTION RECORD OF THE RECEIVER  
(SALE APPROVAL AND VESTING ORDER  
RETURNABLE SEPTEMBER 9, 2020)  
VOLUME III OF III**

**BLANEY MCMURTRY LLP**  
Barristers & Solicitors  
2 Queen Street East, Suite 1500  
Toronto ON M5C 3G5

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Lawyers for RSM Canada Limited,  
in its capacity as Court-appointed Receiver

# INDEX

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**INDEX**

**Tab**

**Page**

**VOLUME I**

1.	Notice of Motion dated August 31, 2020 .....	1 – 8
A.	Schedule “A” Zoom conference details .....	9
2.	Second Report of the Receiver dated August 31, 2020 .....	10 – 40
A.	<a href="#">Appendix “A”</a> - Order Appointing Receiver dated March 25, 2020 .....	41 – 59
B.	<a href="#">Appendix “B”</a> - Endorsement of Justice McEwen dated March 2, 2020 .....	60 – 72
C.	<a href="#">Appendix “C”</a> - First Report of the Receiver dated May 12, 2020, without appendices .....	73 - 104
D.	<a href="#">Appendix “D”</a> – Amended and Restated Appointment Order and Order amending Appointment Order .....	105 - 148
E.	<a href="#">Appendix “E”</a> - Endorsement of Justice McEwen dated May 19, 2020 .....	149 – 151
<b>VOLUME II</b>		
F.	<a href="#">Appendix “F”</a> - Endorsement of Justice McEwen dated May 25, 2020 .....	152 – 158
G.	<a href="#">Appendix “G”</a> - Receiver’s Supplemental First Report dated May 26, 2020, without appendices .....	159 - 166

H.	<a href="#">Appendix “H”</a> - Endorsement of Justice McEwen dated June 4, 2020 .....	167 – 172
I.	<a href="#">Appendix “I”</a> - Sale Procedure Approval Order dated June 2, 2020 .....	173 – 192
J.	<a href="#">Appendix “J”</a> - Endorsement of Justice McEwen dated June 10, 2020.....	193 – 202
K.	<a href="#">Appendix “K”</a> – Brochure and the Globe Advertisement.....	203 – 210
L.	<a href="#">Appendix “L”</a> – Avison Marketing Report.....	211 – 216
M.	<a href="#">Appendix “M”</a> – Stalking Horse Agreement .....	217 – 302
N.	<a href="#">Appendix “N”</a> – CRA letter re PRC HST liability .....	303 – 305
O.	<a href="#">Appendix “O”</a> – Receiver’s Interim Statement of Receipts and Disbursements as at August 21, 2020.....	306 – 307
<b>VOLUME III</b>		
P.	<a href="#">Appendix “P”</a> – Affidavit of Daniel Weisz sworn August 28, 2020 .....	308 – 347
Q.	<a href="#">Appendix “Q”</a> – Affidavit of Chad Kopach sworn August 31, 2020 .....	348 - 396

# APPENDIX P

Court File No. CV-20-00637682-00CL

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

**BETWEEN:**

**CHOICE PROPERTIES LIMITED PARTNERSHIP, by its general partner CHOICE  
PROPERTIES GP INC.**

Applicant

- and -

**PENADY (BARRIE) LTD., PRC BARRIE CORP. and  
MADY (BARRIE) INC.**

Respondents

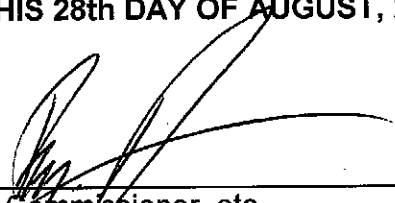
**AFFIDAVIT OF DANIEL WEISZ**  
**(Sworn August 28, 2020)**

I, **DANIEL WEISZ**, of the City of Vaughan, in the Province of Ontario, **MAKE OATH AND SAY:**

1. I am a Senior Vice-President of RSM Canada Limited ("**RSM**") and as such I have personal knowledge of the matters to which I hereinafter depose, save and except those matters based upon information and belief, in which case I have stated the source of such facts, all of which I verily believe to be true.



**THIS IS EXHIBIT "A" REFERRED TO IN THE  
AFFIDAVIT OF DANIEL WEISZ SWORN BEFORE ME  
THIS 28th DAY OF AUGUST, 2020**



---

A Commissioner, etc.

**Bryan Allan Iannenbaum, a Commissioner, etc.  
Province of Ontario, for RSM Canada LLP  
and RSM Canada Limited.  
Expires January 5, 2021.**





GST/HST: 80784 1440 RT 0001

**RSM CANADA LIMITED** **312**  
**Licensed Insolvency Trustee**  
11 King St W, Suite 700, Box 27  
Toronto, ON M5H 4C7

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**To** RSM Canada Limited  
Court-appointed Receiver and Manager of  
Penady (Barrie) Ltd. and the interest of PRC Barrie Corp.  
in the North Barrie Crossing Shopping Centre Lands  
11 King Street West, Suite 700  
Toronto, ON M5H 4C7

**Date** April 20, 2020

**Client File** 7887424  
**Invoice** 1  
**No.** 5972422

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver and Manager of Penady (Barrie) Ltd. ("PBL") and the interest of PRC Barrie Corp. in the North Barrie Crossing Shopping Centre Lands for the period March 1, 2020 to March 31, 2020.

Date	Professional	Description
03/02/2020	Bryan Tannenbaum	Preliminary call with C. McIntyre and J. Farber of Choice REIT ("Choice") to discuss possible receivership.
03/03/2020	Bryan Tannenbaum	Conference call with J. Farber, C. McIntyre and D. Muallim of Choice, and M. De Lellis and S. Irving of Osler, Hoskin & Harcourt LLP ("Osler") re background information and preparation for a receivership application, etc.: discuss planning with D. Weisz.
03/03/2020	Daniel Weisz	Discussion with B. Tannenbaum on consideration of receivership.
03/05/2020	Daniel Weisz	Review information provided by Choice and discussion with B. Tannenbaum on same.
03/06/2020	Daniel Weisz	Prepare for and attend conference call with B. Tannenbaum and M. De Lellis re status; review draft affidavit and appointment order.
03/07/2020	Bryan Tannenbaum	Review affidavit and notice of motion materials and provide comments to Osler.
03/07/2020	Daniel Weisz	Discussion with B. Tannenbaum on draft affidavit and draft appointment order.
03/10/2020	Bryan Tannenbaum	Attend in Court.
03/20/2020	Daniel Weisz	Conference call with B. Tannenbaum, B. Wong and E. Odeh re matters relating to the pending receivership.
03/21/2020	Daniel Weisz	Review responding affidavit of PBL.
03/22/2020	Bryan Tannenbaum	Receipt and review of various emails from Osler and Blaney McMurtry LLP ("Blaney") regarding responding materials; receipt and review of Osler email with supplementary reply affidavit; conference call with D. Rosenblat of Osler and D. Weisz re funding; receipt and review of Blaney email with comments on

Date	Professional	Description
		the draft Affidavit; receipt and review of Affidavit of C. Lewis of Avison Young; receipt and review of Osler email with revised Order.
03/22/2020	Daniel Weisz	Conference call with B. Tannenbaum and D. Rosenblat re terms of receivership order re Receiver borrowings.
03/23/2020	Brenda Wong	Review application materials; emails to insurance brokers to inquire re insurance coverage.
03/23/2020	Daniel Weisz	Review emails and discussion with B. Tannenbaum on same.
03/24/2020	Echa Odeh	Prepare draft letters to Canada Revenue Agency ("CRA") to notify of receivership, and to banks re the debtor's account and to open a trust account for the receivership.
03/24/2020	Brenda Wong	Review draft letters to CRA and banks; call with Choice to discuss receivership and information re the property.
03/24/2020	Bryan Tannenbaum	Conference call with J. Farber, D. Muallim, B. Wong and D. Weisz re preparation for the receivership.
03/24/2020	Daniel Weisz	Discussion with B. Wong on pending receivership application and discussion with B. Tannenbaum re same; review factum of Choice; prepare for and attend conference call with J. Farber, D. Muallim, B. Tannenbaum and B. Wong to discuss matters relating to pending receivership application.
03/25/2020	Bryan Tannenbaum	Attend via teleconference the Court Hearing on application for the appointment of a Receiver.
03/25/2020	Daniel Weisz	Prepare for and attend by phone the application to Court for the appointment of a Receiver and discussion with B. Tannenbaum on same.
03/25/2020	Brenda Wong	Review and make edits to draft letter to CRA.
03/26/2020	Bryan Tannenbaum	Receipt and review of Judge's Reasons; various emails re same; conference call with C. McIntyre, D. Muallim, D. Weisz and B. Wong re property management, banking, insurance, rent abatement policies and path forward; email to D. Johnston of PenEquity Realty Corporation ("PenEquity") to arrange a call.
03/26/2020	Daniel Weisz	Prepare for and attend conference call with C. MacIntyre and D. Muallim of Choice and B. Tannenbaum and B. Wong re receivership considerations; discussion with S. Irving and email re same; discussion with E. Golden; discussion with B. Tannenbaum on status.
03/26/2020	Brenda Wong	Call with B. Tannenbaum, D. Weisz and Choice re information required by the Receiver.
03/27/2020	Bryan Tannenbaum	Planning discussion with D. Weisz and B. Wong; telephone call with D. Johnston to arrange initial conference call meeting; emails re same; telephone call with R. Diamond; telephone call with M. De Lellis re status and arranging a call for Monday; discussion with D. Weisz to prepare for this call; receipt and review of M. De Lellis prior email from T. Duncan of Gardiner Roberts LLP.
03/27/2020	Brenda Wong	Finalize letter to BMO to request the set-up of trust accounts for the receivership; review and make edits to draft introduction for the Receiver's webpage; email to Osler to request copies of PPSA and title searches for the property; email to Official Receiver re timeline for mailing of the notice

Date	Professional	Description
		pursuant to Section 245 of the Bankruptcy and Insolvency Act (the "BIA Notice").
03/30/2020	Brenda Wong	Review draft service list and notice of Receiver; call with PenEquity re information required by the Receiver; emails to PenEquity re list of information required, insurance and banking; discussion with B. Tannenbaum and D. Weisz re banking and insurance; call to City of Barrie to inquire re deferral of property taxes; respond to email from party expressing interest in the property.
03/30/2020	Daniel Weisz	Prepare for and attend conference call with D. Johnston, N. Miller and S. Bryant of PenEquity, B. Tannenbaum and B. Wong; subsequent discussion with B. Tannenbaum and B. Wong re same; conference call with E. Golden and S. Jeffery of Blaney, and B. Tannenbaum; conference call with M. De Lellis, D. Rosenblatt, E. Golden, S. Jeffery and B. Tannenbaum re proposed stalking horse process; review emails re property taxes outstanding; review and arrange for execution of Authorization and Direction re registration of Receivership Order on title to the property; review Avison Young listing agreement with the debtor; review emails re status of information to be provided; discussion with B. Tannenbaum on status.
03/30/2020	Echa Odeh	Make amendments to the BIA Notice; make amendments to service list; arrange to have Service List posted to the Receiver's webpage.
03/30/2020	Bryan Tannenbaum	Email from E. Golden re status; email from S. Keyzer of Colliers re sale of the property; initial conference call with D. Johnston, N. Miller and S. Bryant to discuss possession and sale issues; conference call with D. Weisz and B. Wong re notes and email sent to PenEquity; conference call with S. Jeffery, E. Golden and D. Weisz re registration on title, stalking horse process, possession details, Choice collateral security, etc.; conference call with Osler; receipt and review of E. Golden email re registration of receivership order on title; email to Osler re payment of property tax status; telephone call from D. Muallim re appraisal; receipt and review of Blaney email to Osler re stalking horse procedure/definitions; receipt and review of Avison Young listing agreement; email to PenEquity re Avison Young listing agreement.
03/31/2020	Brenda Wong	Start drafting first report to the Court; email to D. Weisz re Receiver's changes to wording of proposal letter re appraisal; email to HUB International Insurance Brokers re policy documents for the property.
03/31/2020	Daniel Weisz	Review draft sales procedure document and provide comments to Blaney; discussion with B. Tannenbaum and B. Wong re status of property taxes; review email from PenEquity re commission status re listing agreement with Avison Young; discussion with B. Tannenbaum on various matters; review E. Golden comments and email to E. Golden re same; review and update draft non-disclosure agreement and email to E. Golden re same; conference call with G. Williams and A. Shen of Cushman & Wakefield ("CW") and B. Tannenbaum re appraisal of the property, discussion with B. Wong re same; discussion with E. Golden on various matters; preliminary review of insurance information received from PenEquity.
03/31/2020	Bryan Tannenbaum	Receipt and review of Osler email re property tax arrears clarification; telephone and email to the City of Barrie; discussion with M. De Lellis re preparation of sale documents; receipt and review of draft sale procedures

Date	Professional	Description
		from Blaney; receipt and review of Choice email regarding appraiser; email to CW appraiser; receipt and review of PenEquity email re Avison Young commission; receipt and review of draft NDA from Blaney for comment; telephone call with G. Williams and A. Shen regarding the appraisal engagement letter and implications of Covid-19.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

### FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	19.5	\$ 625	\$ 12,187.50
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice President	16.1	\$ 595	9,579.50
Brenda Wong, CIRP, LIT	Senior Manager	6.6	\$ 485	3,201.00
Echa Odeh	Senior Associate	5.7	\$ 250	1,425.00
<b>Total hours and professional fees</b>		<b><u>47.9</u></b>		\$ 26,393.00
HST @ 13%				3,431.09
<b>Total payable</b>				<b>\$ 29,824.09</b>

**VISA/MASTERCARD**

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

**WIRE PAYMENT DETAILS**

Please contact Donna Nishimura at 647.727.3552 for wire instructions.



GST/HST: 80784 1440 RT 0001

**RSM CANADA LIMITED** **316**  
**Licensed Insolvency Trustee**  
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**To** RSM Canada Limited  
 Court-appointed Receiver and Manager of  
 Penady (Barrie) Ltd. and the interest of PRC Barrie Corp.  
 in the North Barrie Crossing Shopping Centre Lands  
 11 King Street West, Suite 700  
 Toronto, ON M5H 4C7

**Date** May 8, 2020

**Client File** 7887424  
**Invoice** 2  
**No.** 6008242

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver and Manager of Penady (Barrie) Ltd. ("PBL") and the interest of PRC Barrie Corp. in the North Barrie Crossing Shopping Centre Lands for the period April 1, 2020 to April 30, 2020.

Date	Professional	Description
04/01/2020	Brenda Wong	Review updated rent roll as of March 30; review notice sent to creditors re closures and security; send follow-up email to PenEquity Realty Corporation ("PenEquity") re Receiver's information request; review development agreement; review certificate of insurance ("COI") and email to PenEquity regarding loss payee and premiums; email to City of Barrie re current tax arrears; review and make changes to draft property management agreement.
04/01/2020	Daniel Weisz	Review various emails; conference call with B. Tannenbaum and B. Wong to discuss the status of various issues; review rent roll and tenant requested deferrals/accommodations; email to Choice Properties Limited Partnership ("Choice") re same; email to G. Williams of Cushman & Wakefield ("CW") re the proposed engagement letter for the appraisal; begin review of property management agreement.
04/01/2020	Echa Odeh	Create new Huddle page, provide access to PenEquity and download documents uploaded by PenEquity.
04/01/2020	Bryan Tannenbaum	Receipt and review of tenant summary regarding open/closed; PenEquity letter to tenants; receipt and review of Osler, Hoskin & Harcourt LLP ("Osler") email re comments to the SISP; receipt and review of Blaney McMurtry LLP ("Blaney") response; receipt and review of City of Barrie clarification on property tax arrears interest and penalties; forward to Osler; receipt and review of B. Wong email re TD bank account.
04/02/2020	Daniel Weisz	Complete review of property management agreement provided and discussion with B. Wong re same; discussion with B. Wong re status of property taxes and information requested from PBL; review emails from E. Golden of Blaney; update call with B. Tannenbaum and B. Wong; email to Choice re proposed property management agreement; review status of rent payments for April;

Date	Professional	Description
		exchange emails with E. Golden on various matters; draft update memo to Choice, finalize and send.
04/02/2020	Brenda Wong	Emails and call with City of Barrie re tax arrears; review creditor lists from PenEquity; review proposed changes to the property management agreement with D. Weisz; email to HUB International Insurance Brokers ("HUB") re the COI; call with D. Weisz and B. Tannenbaum to review status; email to S. Bryant of PenEquity to inquire re April rent received and review response.
04/02/2020	Bryan Tannenbaum	Receipt and review of property tax emails with City of Barrie; receipt and review of City of Barrie's revised numbers; discussion with D. Weisz and B. Wong on property management agreement, Avison Young ("AY") and other matters; email to C. Lewis of AY for a call; telephone call with C. Lewis to provide a proposal; review draft email report to Choice/Osler/Blaney.
04/02/2020	Echa Odeh	Prepare creditor listing for Notice and Statement of Receiver ("S245 Notice"); search for email and/or fax numbers for each creditor; update address list accordingly.
04/03/2020	Brenda Wong	Review draft creditors list and updated S245 Notice; review trial balance; discussion with N. Miller of PenEquity re information requested by the Receiver; email to N. Miller re loss payee; email to S. Bryant re vacant units; review emails from S. Bryant re questionnaire to be sent to tenants seeking relief and responses to the Receiver's questions; review/respond to emails re funds transferred from Equitable Bank ("Equitable"); review revised COIs and discussion with HUB re PBL's insurance coverage.
04/03/2020	Daniel Weisz	Review information; review and exchange emails re funds transferred by Equitable including discussions with E. Golden re same; review emails and email to Osler and Blaney re same; exchange emails with Equitable; exchange emails with TD Bank; discussion with N. Miller; B. Tannenbaum on various matters.
04/03/2020	Bryan Tannenbaum	Receipt and review of B. Wong email re insurance policy and cash receipt from Equitable; email to D. Weisz re same; telephone call with D. Weisz re Equitable deposit and issues and emails resulting therefrom; telephone call with D. Johnston of PenEquity re same.
04/03/2020	Echa Odeh	Review of trial balance and make amendments to S245 Notice.
04/06/2020	Brenda Wong	Email draft S245 Notice to N. Miller for review and emails re revisions to the creditor list; emails to E. Ocha re changes to the S245 Notice; review list of post-dated cheques; review revised S245 Notice; review CW engagement letter; review email from S. Bryant re tenant security deposit and termination of lease; calls from creditors inquiring re payment of amounts owed.
04/06/2020	Echa Odeh	Make amendments to creditor listing; prepare draft email to creditors; finalize S245 Notice; email or fax S245 Notice to creditors, Office of the Superintendent of Bankruptcy and Canada Revenue Agency; save confirmations to the file; arrange for S245 Notice to be posted to the Receiver's webpage.
04/06/2020	Daniel Weisz	Review S245 Notice and discussion with B. Wong on same; email to Equitable re the status of the wired funds; review engagement letter received from CW and email to CW in respect of same; review commission proposal received

Date	Professional	Description
		from AY and discussion with B. Tannenbaum on same; review further correspondence re wired funds.
04/06/2020	Bryan Tannenbaum	Receipt and review of AY commission proposal; discussion with D. Weisz re same.
04/07/2020	Brenda Wong	Respond to creditor email; follow up with PBL re recommendations for tenant rent deferrals, online statement for account activity and security deposits; discussion with B. Tannenbaum and D. Weisz re status and matters to be discussed with Choice; review summaries of postdated cheques and security deposits; respond to creditor call; return call from a party inquiring re sale of property; review and respond to email from Alectra Utilities ("Alectra") and email to PenEquity re accounts under receivership; call with Receiver, Choice, Blaney and Osler; send draft property management agreement to Blaney for review; review A/P list.
04/07/2020	Daniel Weisz	Prepare for conference call with Choice including conference call with B. Tannenbaum and B. Wong re same; preliminary review of documentation from tenant re request to terminate lease; discussion with B. Wong re status of rent deposit; attend conference call with representatives of Choice, Blaney and Osler to discuss the status of the receivership administration and attend to emails in respect of same.
04/07/2020	Bryan Tannenbaum	Call with B. Wong and D. Weisz to discuss call agenda and reporting memo; conference call with Choice, Osler, Blaney re status and directions.
04/08/2020	Daniel Weisz	Review email from E. Golden re tenant looking to terminate lease; preliminary review of E. Golden comments on property management agreement; conference call with E. Golden and B. Wong re draft property management agreement and tenant wishing to terminate lease; email to Osler and Choice re tenant wishing to terminate lease.
04/08/2020	Brenda Wong	Review lease re security deposit for tenant wishing to terminate lease; review Blaney comments re termination of lease and the draft property management agreement; review emails from PenEquity re insurance status; email to PenEquity re status of collection of April rent; emails to PenEquity re snow clearing services and banking; call with D. Weisz and E. Golden to discuss lease termination and property management agreement; review final changes to draft agreement and send to PenEquity for review.
04/08/2020	Bryan Tannenbaum	Emails re AY arrangements.
04/08/2020	Echa Odeh	Review of tenant lease agreements in respect of tenant deposit required.
04/09/2020	Brenda Wong	Emails to D. Weisz re North Country Property Maintenance ("NCPM") and email to PenEquity to request a call re same; review service contracts; call with S. Bryant re services provided by NCPM; review email from S. Bryant re NCPM and forward to B. Tannenbaum and D. Weisz for review; email to TD to request daily transaction reports for PBL's TD account; call from a party expressing an interest in purchasing the property they are occupying; discussion with N. Miler re property management agreement and email to D. Weisz and B. Tannenbaum re points raised during the discussion.
04/09/2020	Daniel Weisz	Review and exchange various emails; review draft confidentiality agreement and email to E. Golden re same; discussion with B. Wong re discussion with

Date	Professional	Description
		N. Miller; prepare lender update; exchange emails with CW re appraisal engagement letter; discussion with B. Tannenbaum on various matters.
04/09/2020	Bryan Tannenbaum	Telephone call with C. Lewis to discuss arrangement and request fee proposal, etc.; email to D. Johnston re sale status.
04/09/2020	Echa Odeh	Review of tenant lease terms to calculate required and remaining deposit and compare to list of deposits on hand; review of service contracts and prepare summary of same.
04/10/2020	Bryan Tannenbaum	Receipt and review of draft reporting email to Choice; edit same and return to D. Weisz/B. Wong; receipt and review of PenEquity tenant analysis for rent payments and rent deferrals requested by tenants given Covid-19.
04/13/2020	Brenda Wong	Review PenEquity recommendations re rent deferral requests; review draft update email to Choice and conference call with D. Weisz and B. Tannenbaum to discuss same; review CW engagement letter; follow up with TD re daily online statements; follow up with PenEquity re Alectra accounts; follow up re additional March snow removal charges; review draft termination notice and release re lease; call with B. Tannenbaum and S. Bryant re recommendations re rent deferral requests; call with N. Miller and D. Canham of PenEquity re PBL's HST account; review updated update memo to Choice.
04/13/2020	Daniel Weisz	Prepare for and attend status conference call with B. Tannenbaum and B. Wong; update lender update email; review and sign updated appraisal engagement letter and return to appraiser; review updated schedule re leases at the property; review draft release and cover letter re tenant termination including discussion with E. Golden on same and further exchange of emails.
04/13/2020	Echa Odeh	Finalize summary of service contracts; email to Alectra to request set-up of new accounts for the receivership.
04/13/2020	Bryan Tannenbaum	Call with D. Weisz and B. Wong to review the draft reporting email to Choice; telephone call with S. Bryant and B. Wong to review rent roll and payment plans, etc.
04/14/2020	Brenda Wong	Review emails from PenEquity re NCPM, terminated lease and release; email to PBL re \$500k letter of credit (the "City LC"); call with TD Bank re Receiver's request for daily bank statements for PBL's account; review list of information requested for outstanding items and email to PenEquity re same; emails with PenEquity re management fee; review service contracts and update summary of same.
04/14/2020	Daniel Weisz	Review updated release re tenant and email to E. Golden re same; discussion with B. Tannenbaum re status of various matters; discussion with E. Golden re the lease termination notice and status of various matters; finalize letter and send.
04/14/2020	Echa Odeh	Emails with Equifax regarding outstanding amounts owing to it.
04/15/2020	Brenda Wong	Review and make revisions to schedule of security deposits and review of leases re same; status update call with Choice, Osler, Blaney and the Receiver; email to NCPM re outstanding arrears and email to PenEquity re payment to be processed; call with N. Miller and B. Tannenbaum re the City LC facility; make edits to draft property management agreement; prepare summary of discussion with N. Miller re the City LC.



Date	Professional	Description
04/15/2020	Echa Odeh	Review of additional leases and update security deposit schedule.
04/15/2020	Daniel Weisz	Review draft stalking horse agreement, prepare for and attend conference call with representatives of the Receiver, Choice, Blaney and Osler to discuss the status of the receivership; review draft email to NCPM and B. Wong on same; review draft affidavit re application to amend the appointment order; review updates to the property management agreement.
04/15/2020	Bryan Tannenbaum	Conference call with Choice, Osler, Blaney to review and discuss matters set out in the Receiver's recent update; call with N. Miller and B. Wong re the City LC and Gardiner Roberts possibly holding \$1.7M, property management contract and sales process; receipt and review of Osler email with draft affidavit to support adding Mady Barrie Inc. to the receivership proceedings.
04/16/2020	Brenda Wong	Review updated summary of security deposits and make additional edits, email to S. Bryant re questions on deposits and tenants; discuss proposed changes to property management agreement with D. Weisz and send email to N. Miller re same; follow up with N. Miller re PBL's Canada Revenue Agency ("CRA") business account number; email to City of Barrie re payment of property taxes; call with N. Miller and B. Tannenbaum re the letter of credit with Gardiner Roberts ("Gardiner LC") and the City LC.
04/16/2020	Daniel Weisz	Review schedule of deposits and B. Wong email to S. Bryant; discussion with B. Tannenbaum; discuss draft property management agreement with B. Wong; conference call with S. Jeffery and E. Golden to discuss the draft stalking horse agreement; discussion with E. Golden re the draft affidavit re proposed amendment to the receivership order and review revised document and email to E. Golden re same; email to C. MacIntyre of Choice re wire information requested; review of amendments to lease summary schedule; discussion with B. Tannenbaum on various matters.
04/16/2020	Bryan Tannenbaum	Conference call with Blaney and D. Weisz re review of agreement of purchase and sale ("APS"); call with N. Miller and B. Wong re the City LC and the Gardiner LC.
04/17/2020	Brenda Wong	Make revisions to property management agreement and send to Blaney for review; prepare notes of discussion with N. Miller re the City LC and the Gardiner LC; review of summary of activities and Blaney account; finalize letters to CRA to notify of receivership and request RT0001 account; review March bank reconciliation and outstanding cheques.
04/17/2020	Daniel Weisz	Review account rendered by Blaney; review updated APS and email to Blaney re same; review emails re status of wire transfer and advance of funds to the Receiver; review and respond to correspondence from BlackShire and email to E. Golden re same; conference call with S. Jeffery, E. Golden and B. Tannenbaum to discuss the APS; exchange emails re issuance of the Receiver's Certificate for funds advanced ; review the updated APS; review emails.
04/17/2020	Bryan Tannenbaum	Telephone call with C. Lewis re listing agreement, data room, prospective purchasers, and matters related to the sale process; call with Blaney on the draft APS; telephone call with R. Schwartz of Gardiner Roberts re the Gardiner LC.

Date	Professional	Description
04/18/2020	Daniel Weisz	Review summary of activities; email re property taxes; prepare Receiver Certificate #1.
04/19/2020	Daniel Weisz	Review email from B. Wong re payment of property taxes, review online banking platform and email to B. Wong.
04/20/2020	Brenda Wong	Continue drafting Receiver's first report; emails to City of Barrie re online payment of property taxes; email to PenEquity to inquire re information requested by CW; review and respond to email from TD re provision of weekly bank statement; email to CW re information requested; review Blaney revisions to the property management agreement.
04/20/2020	Daniel Weisz	Review and exchange emails re payment of property taxes; process e-payments of property taxes for three property tax accounts; review email from G. Williams and B. Wong on same; review email from E. Golden re Receiver Certificate and update the Receiver Certificate; email to S. Morra re the Receiver Certificate and payment of property taxes; review updated summary of activities; review Blaney's comments on amended property management agreement and discussion with B. Wong; email to E. Golden.
04/21/2020	Brenda Wong	Preparing draft report to the Court; call with B. Tannenbaum and D. Weisz to discuss status; call with Blaney and D. Weisz to discuss property management agreement; email to Choice re security deposits on hand; respond to emails from PenEquity re invoices/payable; follow up with CW re information required and send Huddle invite for CW to download the information; receipt of email from PenEquity re a tenant's rent deferral request; respond to email re AY providing access to Huddle; review Blaney changes to the property management agreement; review bank statement provided by TD Bank; call with B. Tannenbaum and Choice to discuss tenant rent deferrals.
04/21/2020	Daniel Weisz	Prepare for and attend call with B. Wong and B. Tannenbaum to discuss the status of various matters; conference call with S. Jeffery, E. Golden and B. Wong to discuss the property management agreement; discussion with S. Jeffery and E. Golden re terms of the sale procedure (the "Sale Procedure"); review revised property management agreement.
04/21/2020	Bryan Tannenbaum	Call with D. Weisz and B. Wong re review status of outstanding items and discuss follow-up of same; email to D. Muallim of Choice re the Gardiner LC and request for a call; conference call with Choice regarding rent summary; review B. Wong's updated tenant list.
04/21/2020	Echa Odeh	Prepare interim statement of receipts and disbursements; review of rent roll to identify rent payments received; provide Huddle access to AY.
04/22/2020	Daniel Weisz	Conference call with B. Tannenbaum and B. Wong to discuss various matters; review draft email to S. Bryant re processing of invoices and discussion with B. Wong on same; review updated Sale Procedure and email to Blaney re same; draft lender update.
04/22/2020	Brenda Wong	Review revised property management agreement and send to PenEquity to review; update rent deferral schedule and send to S. Bryant; respond to email from CW re tenant A/R information.
04/22/2020	Bryan Tannenbaum	Receipt and review of B. Wong email on rent deferral; discussion with B. Wong re same; conference call with Choice re Gardiner LC background; receipt and

Date	Professional	Description
		review of E. Golden email with comments on AY listing agreement; email to C. Lewis re marketing information.
04/22/2020	Anne Baptiste	Prepare bank reconciliation.
04/23/2020	Brenda Wong	Review and make changes to update memo; follow up with PenEquity re various matters; follow up with A. Radic of Choice re rent deferral agreement, review and made changes; call with S. Bryant re rent deferral recommendations; respond to email from NCPM.
04/23/2020	Daniel Weisz	Review, update and finalize lender update; review status of the Gardiner LC amount; review email from tenant re Termination of Lease; review and execute Termination and Mutual Release and emails in respect of same; exchange of emails with E. Golden.
04/23/2020	Bryan Tannenbaum	Telephone call with E. Golden to review AY listing agreement; forward revised version to C. Lewis; receipt and review of N. Miller email to C. Lewis re information requested; receipt and review of B. Wong email regarding her call with S. Bryant for update on certain tenants positions; receipt and review of B. Wong email re latest email received from NCPM; email to team re status of the Gardiner LC; review and edit next status report to Choice; receipt and review of B. Wong email re rent deferral form; response sent; receipt and review of AY email.
04/24/2020	Brenda Wong	Review sample unpaid rent letter for larger tenants and emails with A. Radic re same; make edits to rent deferral agreement and send to E. Golden for review, review Blaney comments and make final changes; update rent deferral schedule and send to Choice; review email from E. Golden re the City LC replaced by cash collateral; call with D. Weisz and B. Tannenbaum to discuss status; send follow up email to City of Barrie to obtain confirmation of property taxes paid.
04/24/2020	Daniel Weisz	Review and exchange emails re rent deferral agreements; review email re Sale Procedure; exchange emails with E. Golden; review draft amended appointment order and related order, review modified Sale Procedure and email to Blaney re same.
04/24/2020	Bryan Tannenbaum	Receipt and review of Blaney email attaching documentation/letters pertaining to the City LC; conference call with D. Weisz and B. Wong to review status of various matters; receipt and review of AY listing agreement; email to C. Lewis re timing for execution of listing agreement and data room; forward AY listing agreement to Blaney; receipt and review of Blaney email re timing of execution of the AY listing agreement.
04/27/2020	Brenda Wong	Follow up with PenEquity re property management agreement and information requested by CW; email to S. Bryant re proposed unpaid rent letter and rent deferral agreement and discussion with S. Bryant re proceeding with sending letters and rent deferral agreements out; prepare letter to Astley Gilbert re setting up an account for the Receiver; review bank statement from TD Bank; review email from PenEquity re A/P for approval and emails to D. Canham and D. Weisz re same.
04/27/2020	Echa Odeh	Create online account for Alectra and link all utility accounts; save summary and login information.

Date	Professional	Description
04/27/2020	Daniel Weisz	Review various emails; discussion with B. Wong re property management agreement finalization.
04/28/2020	Brenda Wong	Review supporting invoices for PBL A/P; review A/R and sales information provided by PenEquity and send to CW; discussion with D. Weisz and B. Tannenbaum re disbursements to be approved and email to PenEquity re same; update call with counsel; respond to email from PenEquity re rent letters/deferrals; upload additional documents to Huddle and email to AY re documents added and rent relief requested by tenants.
04/28/2020	Daniel Weisz	Review list of proposed payments and certain invoices received; conference call with B. Wong and B. Tannenbaum re the status of various matters; conference call with E. Golden, B. Tannenbaum and B. Wong to discuss the status of the receivership; email to CW re status of the appraisal; email correspondence re conference call with Choice; exchange emails with CW re timing of issuance of its appraisal; review draft Letter of Intent and email to Blaney re same.
04/28/2020	Bryan Tannenbaum	Discussion with D. Weisz and B. Wong re A/P and payments, status call with Blaney.
04/29/2020	Brenda Wong	Review May rent roll and 2020 budget received from PenEquity; send budget to CW; review pre-receivership A/P; call with D. Canham to discuss A/P; review TD Bank statement; review expected May rent and monthly carrying costs; status update call with Choice, Receiver, Osler and Blaney; email to PenEquity re tenant allowances and landlord's work; review backup for insurance charges; review schedule of security deposits and edit for release to AY.
04/29/2020	Daniel Weisz	Prepare for and attend conference call with representatives of Choice, Osler and Blaney; process e-payment; work on report to court.
04/29/2020	Bryan Tannenbaum	Conference call with Choice, Osler, and Blaney re status update; receipt and review of D Muallim email re unpaid tenant allowances; receipt and review of draft letter to City of Barrie re the Clty LC; email to AY re data room index and reports.
04/30/2020	Bryan Tannenbaum	Receipt and review of N. Miller email re the Gardiner LC; telephone call with N. Miller to review the email and chronology, etc.; receipt and review of E. Golden email re AY information for the report; response sent; receipt and review of S. Jeffery email re parties to the Gardiner LC; forward same; receipt and review of Jeffery response; receipt and review of N. Miller further email on the Gardiner LC; review same.
04/30/2020	Daniel Weisz	Work on report to court; effect e-payment.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

May 8, 2020  
 Invoice 2  
 Page 9

### FEE SUMMARY

<b>Professional</b>	<b>Level</b>	<b>Hours</b>	<b>Rate</b>	<b>Fees</b>
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	24.9	\$ 625	\$ 15,562.50
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice President	59.5	\$ 595	35,402.50
Brenda Wong, CIRP, LIT	Senior Manager	48.0	\$ 485	23,280.00
Echa Odeh	Senior Associate	15.4	\$ 250	3,850.00
Anne Baptiste	Estate Administrator	0.2	\$ 110	22.00
<b>Total hours and professional fees</b>		<b><u>148.0</u></b>		\$ 78,117.00
HST @ 13%				10,155.21
<b>Total payable</b>				<b>\$ 88,272.21</b>

**VISA/MASTERCARD**

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

**WIRE PAYMENT DETAILS**

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.  
 RSM Canada Limited



GST/HST: 80784 1440 RT 0001

**RSM CANADA LIMITED** **325**  
**Licensed Insolvency Trustee**  
 11 King St W, Suite 700, Box 27  
 Toronto, ON M5H 4C7

T +1 416 480 0160  
 F +1 416 480 2646

www.rsmcanada.com

**To** RSM Canada Limited  
 Court-appointed Receiver and Manager of  
 Penady (Barrie) Ltd. and of the interest of each of  
 PRC Barrie Corp. and Mady (Barrie) Inc. in the  
 North Barrie Crossing Shopping Centre Lands  
 11 King Street West, Suite 700  
 Toronto, ON M5H 4C7

**Date** June 10, 2020

**Client File** 7887424

**Invoice** 3

**No.** 6033951

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver and Manager of Penady (Barrie) Ltd. ("PBL") and of the interest of each of PRC Barrie Corp. and Mady (Barrie) Inc. ("MBI") in the North Barrie Crossing Shopping Centre Lands for the period May 1, 2020 to May 31, 2020.

Date	Professional	Description
05/01/2020	Brenda Wong	Review revised draft report and make additional edits; prepare affidavit of fees; review lease summaries provided by PenEquity Realty Corporation ("PenEquity") and send copy to Cushman & Wakefield ("CW"); review updated budget from PenEquity; email list of security deposits to Avison Young ("AY"); review email from PenEquity re cost of consultants to determine outstanding work under City of Barrie Letter of Credit (the "City LC").
05/01/2020	Daniel Weisz	Review B. Wong comments on draft report; review status of payment made; review and update form of consent re acting as Receiver of certain assets of MBI; review Osler, Hoskin & Harcourt LLP ("Osler") changes to Stalking Horse Agreement of Purchase and Sale ("APS"); review draft Letter of Intent; review non Stalking Horse APS and emails with Blaney McMurtry LLP ("Blaney") in respect of same; attend conference call with E. Golden and S. Jeffery of Blaney and B. Tannenbaum to review draft documents and subsequent conference call with E. Golden, S. Jeffery, M. De Lellis and D. Rosenblat of Osler and B. Tannenbaum to review draft documents.
05/01/2020	Bryan Tannenbaum	Receipt and review of consent for MBI; telephone call with E. Golden re same; changes made and sign and return; conference call with E. Golden, S. Jeffery and D. Weisz to prepare for call with Osler; review APS, Gardiner Roberts Letter of Credit (the "Gardiner LC"), etc.; conference call with Osler, Blaney to finalize documents.
05/02/2020	Bryan Tannenbaum	Draft email to J. Farber of Choice Properties Limited Partnership ("Choice") re analysis of the Gardiner LC.

Date	Professional	Description
05/04/2020	Brenda Wong	Review bank statements received; call to Canada Revenue Agency ("CRA") to inquire re HST account to be set up; email to Ontario government re the Canada Commercial Rental Assistance program ("CECRA"); review and respond to email from S. Bryant of PenEquity re Wasteco; review available cash in TD account; emails with D. Canham of PenEquity re A/P approved for payment this week; email to E. Ocha re tracking A/P and Alectra Utilities ("Alectra") invoices; review draft statement of receipts and disbursements ("R&D") and email to E. Ocha re revisions to be made.
05/04/2020	Daniel Weisz	Review updated draft documents and email to S. Jeffery re same.
05/04/2020	Echa Odeh	Review of TD bank statements; correspondence relating to expenses paid by property manager, categorize payments and prepare Interim R&D; make further amendments.
05/05/2020	Brenda Wong	Review summary of expenses paid to date; respond to email from North Country Property Maintenance ("North Country"); review follow-up items from status update call with Choice; online research re eligibility for CECRA; review email from PenEquity re tenant allowances and prepare summary of same and send to Choice; review and make revisions to the draft R&D.
05/05/2020	Daniel Weisz	Review updated draft Sale Procedure and email to E. Golden re same; exchange various emails with E. Golden re draft documents; review draft notice of motion, review draft Court Order, review and update report to court and email to E. Golden re same.
05/05/2020	Echa Odeh	Make further amendments to R&D.
05/05/2020	Bryan Tannenbaum	Email to AY re draft data room index; receipt and review of AY response for later today; receipt and review of D. Rosenblat email re status of \$890K Gardiner LC explanation; telephone call with N. Miller of PenEquity re Gardiner LC reconciliation and missing draw invoices; finalize email to J. Farber with explanation; email to D. Rosenblat re status; receipt and review of CBRE email and respond thereto.
05/06/2020	Brenda Wong	Follow up with PenEquity re outstanding questions and status of rent letters/deferral agreements sent to tenants; review draft report and update section on the City LC.
05/06/2020	Daniel Weisz	Review and exchange emails with E. Golden; prepare for and attend conference call with E. Golden and B. Tannenbaum re finalization of materials and other matters; review email of S. Irving re service of material re adding MBI to the proceedings; review E. Golden comments on draft report; review and update the report and forward to E. Golden.
05/06/2020	Bryan Tannenbaum	Receipt and review of E. Golden emails on AY marketing timeline; email to AY re same; review response from AY; email to AY re marketing timeline in proposed listing agreement; call with E. Golden and D. Weisz re timeline and status of our material; email to AY re marketing timeline.
05/07/2020	Brenda Wong	Email with PenEquity re property tax appeals and potential cost/benefit; respond to emails re finalizing report and review referencing notes for follow-up.
05/07/2020	Daniel Weisz	Review and exchange emails with E. Golden re report to court; discussion with B. Tannenbaum on same; discussion with B. Wong re appendices and update

Date	Professional	Description
		of report; review summary of activities; process online payment; E. Golden re status of report finalization.
05/07/2020	Echa Odeh	Complete referencing of first report of Receiver to source documents; prepare cheque requisition for payment of expenses.
05/08/2020	Anne Baptiste	Process disbursement requests (EFT) to Ascend.
05/08/2020	Brenda Wong	Review emails re status of report; update estimate of monthly recurring costs; review email from PenEquity re landscaping quote; review email from North Country re payment request; review daily bank statement and follow up with PenEquity re rent collections; review and update draft lender update, calculate available cash in TD account; review email from N. Miller re The Downsview Group's holdback.
05/08/2020	Daniel Weisz	Review emails re property maintenance and cash flow from the property; conference call with B. Tannenbaum and B. Wong re matters relating to the receivership; exchange emails with E. Golden re finalization of the Receiver's report; draft lender update and discussion with B. Tannenbaum on same; finalize lender update.
05/08/2020	Bryan Tannenbaum	Various emails re North Country; telephone call with B. Wong and D. Weisz re same and status of court report; receipt and review of draft status report.
05/10/2020	Daniel Weisz	Discussion with E. Golden re finalization of documents; update report to court; email to AY re listing agreement.
05/11/2020	Brenda Wong	Review last version of draft report and emails re outstanding items, update report; review email from PenEquity re breakdown of rent deposits; review and respond to email from PenEquity re The Downsview Group holdback and discussion with B. Tannenbaum re same; review TD bank statement.
05/11/2020	Daniel Weisz	Exchange emails with E. Golden and B. Wong re finalization of the Receiver's report to court; review updated listing agreement and email to C. Lewis of AY re same; discussion with B. Tannenbaum on various matters; review email from D. Rosenblat and respond to same; E. Golden re date of Court application; circulate report for final review after update.
05/11/2020	Bryan Tannenbaum	Telephone call with D. Weisz re finalizing court report; email to Choice re data room index; receipt and review of AY email with revisions; receipt and review of D. Weisz comments/suggestions to AY; receipt and review of Choice data room email; various emails between Osler, Blaney and Receiver to finalize report; email with AY to finalize agreement; receipt and review of AY revised agreement.
05/12/2020	Brenda Wong	Review draft report and provide final comments, review emails re same; review PenEquity email re property tax appeals; send follow-up email to CMHC re questions on CECRA.
05/12/2020	Daniel Weisz	Review updated listing agreement and update for signature and email to C. Lewis on same; exchange emails with E. Golden re report finalization and stalking horse agreement; work on updating and finalizing report; exchange emails with C. Lewis; exchange emails with E. Golden; review motion record issued.
05/12/2020	Anne Baptiste	Prepare bank reconciliation for the Receiver's trust account.



Date	Professional	Description
05/12/2020	Bryan Tannenbaum	Final read of the first report with comments to D. Weisz and B. Wong; receipt and review of B. Wong property tax appeal email and response sent.
05/13/2020	Brenda Wong	Review motion records, update service list and arrange for posting of documents to the Receiver's webpage; respond to emails from CW requesting additional information; review and respond to PenEquity re request for authorization of fence repairs.
05/13/2020	Daniel Weisz	Exchange emails with B. Wong on various matters; B. Wong re repair at the property.
05/14/2020	Brenda Wong	Review costs/outstanding items; status update call with secured lender; emails to S. Bryant re 2019 year-end adjustments and contractor for landscaping services; email to secured lender re fence repairs; review two rent deferral agreements signed back by tenants and return executed copy to PenEquity; prepare email to North Country re pre-receivership arrears; review May 13 bank statements and email to PenEquity re additional rent collections; review email from PenEquity re letter from tenant requesting a rent abatement.
05/14/2020	Daniel Weisz	Prepare for and attend conference call with representatives of Choice, Osler and the Receiver; discussion with B. Tannenbaum following the call; E. Golden re his discussion with Gardiner Roberts, B. Tannenbaum on same; review email from Osler re Gardiner Roberts discussion with E. Golden; conference call with B. Tannenbaum and E. Golden on status; email to CW re status of the appraisal; draft Supplemental Report to Court.
05/14/2020	Bryan Tannenbaum	Telephone call with D. Johnston of PenEquity on status; conference call with Choice (J. Farber/D. Muallim), Osler (D. Rosenblat) and D. Weisz and B. Wong re status of the receivership proceedings; receipt and review of two tenant deferral documents; execute same and return; receipt and review of Osler email re Gardiner LC amount; telephone call with D. Weisz re his discussion with E. Golden on Gardiner Roberts re timing, stalking horse bid, building condition assessment ("BCA") and Phase I Environmental Assessment ("Phase I").
05/15/2020	Brenda Wong	Review recommendation from S. Bryant re tenant request for rent relief and email to Choice re same; email to PenEquity re quotes for work to be completed re release of the City LC; review TD online statement; review draft appraisal and discussion with D. Weisz re same.
05/15/2020	Daniel Weisz	Review emails between Blaney and Osler; exchange emails with E. Golden re status of the appraisal; discussion with CW re status of the appraisal; review of the draft appraisal; discussions with E. Golden and B. Wong re same; email to CW enclosing comments on the draft appraisal; review email re status of motion scheduled for next week.
05/15/2020	Bryan Tannenbaum	Receipt and review of tenant request for rent abatement; email to B. Wong re same; receipt and review of B. Wong email to N. Miller re landscaping costs and quotes; receipt and review of N. Miller responding email; receipt and review of emails re court hearing extensions; receipt and review of D. Weisz email re CW appraisal; receipt and review of CW email attaching draft appraisal; receipt and review of C. Lewis email re information to PenEquity and respond re same; receipt and review of C. Lewis acknowledgment; receipt, review and respond to Blaney emails re Gardiner LC status; email to R. Schwartz of Gardiner Roberts re release of Gardiner LC and payment of

Date	Professional	Description
		\$889,495; receipt and review of D. Weisz email to CW re edits/clarification to the draft appraisal.
05/19/2020	Brenda Wong	Review and respond to emails from PenEquity re graffiti to be removed and quotes to be addressed to the Receiver; review online statements from TD and PenEquity; review A/P list for approval; emails with A. Radic of Choice and S. Bryant re tenant rent relief request; prepare letter to tenants to notify of receivership.
05/19/2020	Daniel Weisz	Review emails from E. Golden; email to G. Williams; review appraisal re email sent to CW; update supplemental report to court; prepare for and attend call with B. Tannenbaum and E. Golden to discuss the appraisal and matters relating thereto; discussion with G. Williams re the appraisal including E. Golden for part of discussion; review updated appraisal and email to E. Golden re same.
05/19/2020	Echa Odeh	Update disbursement summary for disbursements paid by property manager.
05/19/2020	Bryan Tannenbaum	Receipt and review of E. Golden email re appraisal analysis and respond thereto; review reply from E. Golden re same; call with E. Golden and D. Weisz re disclosure of the appraisal to counsel and review of the appraisal.
05/20/2020	Brenda Wong	Finalize receivership notification letter to tenants and forward to S. Bryant for distribution; review and respond to email from S. Bryant re tenant's proposed changes to the rent deferral agreement; discussion and emails with N. Miller re MBI; review City of Barrie invoices and approve for payment; status update call with D. Weisz and B. Tannenbaum; review motion record for information on MBI and instructions to E. Odeh re preparation of notice and report pursuant to Section 245 of the Bankruptcy and Insolvency Act re MBI ("S245 Report"); review draft S245 Report; review April bank statement and bank reconciliation; review draft supplemental report to the First Report.
05/20/2020	Daniel Weisz	Conference call with B. Tannenbaum and B. Wong to discuss the status of various matters; review emails re disclosure of appraisal; review and update supplementary report.
05/20/2020	Echa Odeh	Prepare S245 Report; update summary of disbursements paid by property manager; arrange for updating of Receiver's website.
05/20/2020	Bryan Tannenbaum	Email to Gardiner Roberts re Gardiner LC status; call with B. Wong and D. Weisz re status and Court proceedings.
05/21/2020	Brenda Wong	Review and make edits to the updated introduction for the Receiver's webpage; review Alectra invoice and send to PenEquity to process for payment; follow up with CRA re Receiver's request for a new HST account.
05/21/2020	Bryan Tannenbaum	Receipt and review of R. Schwartz email on release of Gardiner LC; email re same to N. Miller; telephone call with N. Miller re same; responding email sent to R. Schwartz; receipt and review of R. Schwartz response; forward same to Blaney re documents required to release the Gardiner LC funds to the Receiver.
05/21/2020	Echa Odeh	Arrange for update of introduction to Receiver's website.
05/22/2020	Brenda Wong	Review email from PenEquity re update on CECRA; review CECRA property owner attestation form and email to PenEquity re same; review email from Gardiner Roberts re release of the Gardiner LC; emails to S. Bryant to follow

Date	Professional	Description
		up on obtaining an updated A/R list and Receiver's access to the Astley-Gilbert portal; review revised S245 Report and send to B. Tannenbaum and N. Miller to review.
05/22/2020	Daniel Weisz	Review correspondence with the Court; review draft marketing materials prepared by AY and email to B. Tannenbaum re same; read affidavits in PBL's material.
05/22/2020	Bryan Tannenbaum	Receipt and review of Respondents Motion Record with respect to the motion returnable on June 2, 2020; receipt and review of Osler comments re Respondents Motion Record; receipt and review of E. Golden email to Gardiner Roberts re appraisal disclosure, etc.; receipt and review of M. De Lellis email re submission of material; various emails with E. Golden and D. Weisz re Respondent's Motion Record and re BCA, Phase 1, AY, appraisal, etc.
05/23/2020	Daniel Weisz	Consideration of materials filed by PBL and email to E. Golden re same; reply to email from E. Golden.
05/23/2020	Bryan Tannenbaum	Receipt and review of E. Golden email re AY proposal comments and C. Lewis availability to be examined; email to C. Lewis re same; receipt and review of C. Lewis email responses; review and respond to E. Golden email re MarshallZehr Group.
05/24/2020	Daniel Weisz	Attend portion of conference call with E. Golden, M. De Lellis, S. Irving and B. Tannenbaum.
05/24/2020	Bryan Tannenbaum	Receipt and review of E. Golden email to Osler with his comments on the Respondent's Motion Record; receipt and review of E. Golden emails to Gardiner Roberts re Receiver's position re request to examine C. Lewis and documents to be delivered by the Receiver; email to B. Wong re monthly carrying costs; email to C. Lewis re his reply; conference call with M. DeLellis, S Irving, E. Golden and D. Weisz re PenEquity motion record; receipt and review of Osler email and review of E. Golden's response.
05/25/2020	Brenda Wong	Finalize S245 Report; update estimate of monthly carrying costs and cash requirements; review email from PenEquity re tenant request for June rent deferral and email to Choice re same; respond to emails from AY re tenant rent relief proposals.
05/25/2020	Daniel Weisz	Review emails re this morning's court attendance; prepare for and attend case conference re PBL request to examine; discussion with E. Golden re same and the Receiver's report to the court; review draft legal opinion and provide comments to Blaney; review changes to supplemental report and update and send to E. Golden; review changes to draft opinion on security, review draft CHP affidavit and email to E. Golden re same; review E. Golden email to S. Irving.
05/25/2020	Donna Nishimura	Send out S245 Notice and Statement of Receiver re MBI to known creditors via email/fax and save to the file folder along with the confirmations; prepare Affidavit of Mailing.
05/25/2020	Echa Odeh	Arrange for posting of additional documents to the Receiver's website.

Date	Professional	Description
05/25/2020	Bryan Tannenbaum	Receipt and review of E. Golden email re this morning's court attendance; receipt and review of Osler email with draft Affidavit; receipt and review of AY email requesting information relating to the tenant deferrals.
05/26/2020	Brenda Wong	Review email from Choice re a tenant and email to PenEquity re rent deferral to be granted; review affidavit of mailing re S245 Report; email to Blaney re documents to be posted to the Receiver's webpage; review affidavit filed with the Court.
05/26/2020	Daniel Weisz	Review E. Golden comments on the draft report; update report; compile appendices for the report; review further comments on the report; review comments from S. Jeffery re legal opinion; finalize the report to court; review C. Lewis response to comments on draft marketing materials and email to C. Lewis re same.
05/26/2020	Bryan Tannenbaum	Receipt and review of various emails from Osler and Blaney re supplementary report to Court; receipt and review of Blaney email with security opinion.
05/27/2020	Brenda Wong	Review and respond to emails from PenEquity; review rent proposal letter from a tenant and email to Choice re same.
05/28/2020	Daniel Weisz	Review letter from Gardiner Roberts and discussion with E. Golden regarding same; prepare lender update; review email from C. Lewis re Offering Memorandum and reply to C. Lewis with suggested edits; review E. Golden letter to Gardiner Roberts; discussion with B. Tannenbaum on status; B. Tannenbaum re the Gardiner LC.
05/28/2020	Brenda Wong	Review email from PenEquity re civil engineering and landscaping quotes, email to B. Tannenbaum re same; emails with PenEquity re tenant request for June rent deferral and emails with Choice re same.
05/28/2020	Bryan Tannenbaum	Receipt and review of B. Wong email regarding site work required to release the City LC and respond.
05/29/2020	Bryan Tannenbaum	Review and execute tenant rent deferral agreement; receipt and review of various emails with Gardiner Roberts, Blaney, Osler re court attendance re responses to Gardiner Roberts letter, etc.
05/29/2020	Daniel Weisz	Review draft supplementary notice of motion and provide comments to E. Golden; review and finalize lender update; review draft factum and provide comments; B. Tannenbaum on status; finalize and send lender update.
05/29/2020	Brenda Wong	Review rent deferral agreement signed by tenant and forward to B. Tannenbaum to sign; review and update draft status memo to lender; emails with PenEquity re tenant rent deferral agreements; update estimate of carrying costs and expenses.
05/30/2020	Daniel Weisz	Review emails; discussion with B. Tannenbaum; conference call with B. Tannenbaum and C. Lewis; conference call with B. Tannenbaum and E. Golden.
05/30/2020	Bryan Tannenbaum	Read Supplementary Motion Record; call with D. Weisz re e-mail from Choice; conference call with D. Weisz and C. Lewis re same; conference call with D. Weisz and E. Golden re same; review Factum; receipt and review of E. Golden email to the Court.

Date	Professional	Description
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

### FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	21.3	\$ 625	\$ 13,312.50
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice President	52.8	\$ 595	31,416.00
Brenda Wong, CIRP, LIT	Senior Manager	21.7	\$ 485	10,524.50
Echa Odeh	Senior Associate	8.7	\$ 250	2,175.00
Anne Baptiste/Donna Nishimura	Estate Administrator	1.6	\$ 110	176.00
<b>Total hours and professional fees</b>		<b><u>106.1</u></b>		\$ 57,604.00
HST @ 13%				7,488.52
<b>Total payable</b>				<b>\$ 65,092.52</b>

#### VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

#### WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.



GST/HST: 80784 1440 RT 0001

**RSM CANADA LIMITED** **333**  
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 11 King St W, Suite 700, Box 27  
 Toronto, ON M5H 4C7

T +1 416 480 0160  
 F +1 416 480 2646

www.rsmcanada.com

**To** RSM Canada Limited  
 Court-appointed Receiver and Manager of  
 Penady (Barrie) Ltd. and of the interest of each of  
 PRC Barrie Corp. and Mady (Barrie) Inc. in the  
 North Barrie Crossing Shopping Centre Lands  
 11 King Street West, Suite 700  
 Toronto, ON M5H 4C7

**Date** July 21, 2020

**Client File** 7887424  
**Invoice** 4  
**No.** 6065232

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver and Manager of Penady (Barrie) Ltd. ("PBL") and of the interest of each of PRC Barrie Corp. and Mady (Barrie) Inc. ("MBI") in the North Barrie Crossing Shopping Centre Lands for the period June 1, 2020 to June 30, 2020.

Date	Professional	Description
06/01/2020	Daniel Weisz	Review email from D. Muallim of Choice Properties Limited Partnership ("Choice"); review information from B. Wong re accessing relief from the Canada Emergency Commercial Rent Assistance Program ("CECRA"); discussion with B. Tannenbaum on this morning's Court attendance; attend conference call with E. Golden of Blaney McMurtry LLP ("Blaney"), B. Tannenbaum, M. De Lellis and S. Irving of Osler, Hoskin & Harcourt LLP ("Osler"); discussion with B. Wong on enquiries to be made; discussion with B. Wong re email from PenEquity Realty Corporation ("PenEquity") re tenant vacating premises; review emails re obtaining an updated Phase 1 Environmental Site Assessment ("Phase 1") and Property Condition Assessment ("PCA") and email to E. Golden re same; review revised draft court order and changes to the Sale Procedure and email to E. Golden re same; review information re CECRA and respond to email from D. Muallim; review factum of the respondents re Receiver's application to approve the sale procedure and discussion with E. Golden.
06/01/2020	Brenda Wong	Review additional court materials received and arrange for posting to Receiver's webpage; review CECRA website for updates; emails to Exp Services Inc. and McIntosh Perry to inquire re timing and cost for an updated Phase I and BCA.
06/01/2020	Echa Odeh	Download Alectra Utilities ("Alectra") bills, enter information into expense summary, check TD statements for any payments made; phone call to Alectra regarding payment made that was not allocated to the account, email sent to Alectra.

Date	Professional	Description
06/01/2020	Bryan Tannenbaum	Attend Chambers appointment with Justice McEwen, E. Golden, M. De Lellis, S. Irving and T. Duncan and M. Citak of Gardiner Roberts; subsequent conference call with D. Weisz, E. Golden, S. Irving and M. De Lellis to review Chambers appointment; receipt and review of email re tenant vacating premises and response to B. Wong re same; receipt and review of D. Weisz email re Phase I ESA and PCA quotes; receipt and review of C. Lewis of Avison Young email re confidentiality agreement ("CA"); receipt and review of Respondent's Factum, etc.; receipt and review of Osler comments on the Respondent's Factum; receipt and review of Blaney reply.
06/02/2020	Daniel Weisz	Prepare for and attend in Court (via Zoom) re the Receiver's application re approval for the sales procedure; conference calls with E. Golden, B. Tannenbaum, M. De Lellis and S. Irving re same; discussions with E. Golden; review revised draft court order and Sale Procedure and provide comments to E. Golden; discussion with E. Golden re same; discussion with B. Tannenbaum; exchange emails with B. Wong re tenant that vacated premises.
06/02/2020	Brenda Wong	Review and respond to email from PenEquity re tenant's request for edits to rent deferral agreement; follow up with City of Barrie re 2020 property taxes; follow up with PenEquity re prospective lease and current A/R list; review A/P list re approval of invoices to pay; emails with PenEquity re tenant vacating premises and email to Choice re same.
06/02/2020	Bryan Tannenbaum	Attend Court hearing on sale process; various emails re same; subsequent conference call with E. Golden, M. De Lellis, S. Irving and D. Weisz to discuss.
06/03/2020	Brenda Wong	Emails with S. Bryant of PenEquity re termination of lease of tenant that vacated; email to N. Miller of PenEquity to proceed with WMI, MHBC and sewer work; emails to McIntosh Perry and Exp Services to request formal proposal for PCA and Phase 1 update, respectively; call and emails with Mitchell Sandham re its outstanding invoice and email to PenEquity re same; review standard termination notice from PenEquity and forward to Blaney to review and review Blaney's response; review PCA proposal; review updated A/R reports and email to PenEquity re questions on same.
06/03/2020	Daniel Weisz	Review emails re draft Order; email to E. Golden re termination of lease of tenant that vacated; review draft CA and email to E. Golden re same; discussion with B. Tannenbaum re various matters; conference call with M. De Lellis and B. Tannenbaum; discussion with E. Golden re estoppel certificates and other matters; email to C. Lewis re CA; prepare for call with C. Lewis tomorrow.
06/03/2020	Bryan Tannenbaum	Receipt and review of various emails on the draft Order and sales procedure; telephone call with M. De Lellis.
06/03/2020	Echa Odeh	Print additional Alectra bill and update expense spreadsheet; email to B. Wong for review.
06/04/2020	Daniel Weisz	Review engagement letter for PCA and email to E. Golden re same; review email re estoppel certificate; prepare for and attend conference call with M. De Lellis, D. Muallim, J. Farber of Choice and B. Tannenbaum to discuss the status of the receivership administration; conference call with C. Lewis and B. Tannenbaum to discuss the marketing process; review endorsement of Justice McEwen of June 1, 2020; discussion with B. Tannenbaum; discussion

Date	Professional	Description
		with E. Golden re letter to be sent to Osler and Gardiner Roberts; review Blaney April account and email to B. Wong on same.
06/04/2020	Brenda Wong	Review rent deferral agreement for tenant and send to B. Tannenbaum to sign; email to PenEquity re as-built drawings; review emails re tenant estoppels and email to E. Odeh re same; email to HUB International Insurance Brokers ("HUB") re question on insurance; email to PenEquity re termination of lease of tenant that vacated; email to McIntosh Perry re requested change to its proposal.
06/04/2020	Bryan Tannenbaum	Receipt and review of Blaney email to Gardiner Roberts re Letter of Credit ("LC") documents; receipt and review of Blaney email with Gardiner Roberts comments on LC documents and return same.
06/04/2020	Bryan Tannenbaum	Receipt and review of tenant lease amending agreement re rent deferral; execute same and return; conference call with Choice (D. Muallim, J. Farber) and M. De Lellis re the receivership administration; telephone call with C. Lewis and D. Weisz re the sales process; receipt and review of S. Jeffery of Blaney email re LC; approval and respond to same; receipt and review of Blaney's email re Endorsement of Justice McEwen made in respect of the June 1 Chambers attendance.
06/04/2020	Echa Odeh	Review tenant leases for provisions re estoppel certificates, prepare summary of terms and email to B. Wong for review; review of Blaney invoice.
06/05/2020	Brenda Wong	Review revised PCA proposal and forward to D. Weisz for signature; review emails re tenant that vacated; review summary of estoppel certificates; review email from PenEquity re a tenant's request for rent abatement and email to Choice re same; follow up with S. Bryant re a tenant's rent proposal; review supplier invoice; approve Alectra invoices for payment and send to PenEquity.
06/05/2020	Daniel Weisz	Review email from C. Lewis re timing of estoppel certificates; preliminary review of lease summary re estoppel requirements and email to Blaney with respect to same; review updated listing agreement and email to C. Lewis re same.
06/05/2020	Bryan Tannenbaum	Receipt and review of Avison Young email re estoppels and timing to obtain them; receipt and review of email to Blaney re timing of estoppel certificates; receipt and review of revised listing agreement and review comments, etc.
06/05/2020	Echa Odeh	Update summary of estoppel certificate terms.
06/07/2020	Daniel Weisz	Review commission agreement and exchange emails with C. Lewis.
06/07/2020	Daniel Weisz	Exchange emails with D. Muallim.
06/07/2020	Bryan Tannenbaum	Receipt and review of Avison Young email re launching marketing campaign and response sent re timing; receipt and review of D. Muallim email.
06/08/2020	Brenda Wong	Review and respond to email from tenant; respond to email from Avison Young re rent proposals to be posted to data room; review email from PenEquity re tenant and follow up with Choice re same; review TD statement and email to B. Tannenbaum re cash to be transferred to Penady trust account set up by Receiver; follow up with EXP Services re delivery of its proposal; follow up with Mitchell Sandham re its outstanding invoice; call with S. Bryant re A/R list and tenant rent proposals/deferrals; send signed proposal to McIntosh Perry and email to Astley-Gilbert re giving access to drawings for North Barrie Crossing



Date	Professional	Description
		Shopping Centre stored on its portal; email to Avison Young re expressions of interest; prepare summary of tenant deferrals and proposals and send update to Avison Young; review EXP Services proposal and forward to D. Weisz for review; review summary of activities.
06/08/2020	Brenda Wong	Discussion with Mitchell Sandham re outstanding invoice and renewal of insurance policy; email to HUB re obtaining quote; email to PenEquity re A/P to be paid this week and transfer of funds to Receiver's trust account.
06/08/2020	Daniel Weisz	Review and sign updated Listing agreement; review and sign updated PCA engagement letter; review email from C. Lewis re financial information re the CIM.
06/08/2020	Bryan Tannenbaum	Receipt and review of e-mail from C. Lewis per his inquiry of PenEquity and respond to same.
06/08/2020	Daniel Weisz	Email to E. Golden re status of various matters.
06/09/2020	Daniel Weisz	Review proposal letter from EXP Services and discussion with B. Wong on same; review and sign updated version and email to EXP Services re same; discussion with B. Wong re insurance coverage; email to C. Lewis re status of the PCA and the updated Phase 1; exchange emails with E. Golden re matters relating to the sale procedure; email to C. Lewis re the data room.
06/09/2020	Brenda Wong	Email to EXP Services re edit requested by the Receiver to its proposal and review revised proposal; emails to EXP Services and PenEquity re Phase I Update and site visit; call from and emails with Mitchell Sandham re status of policy, unpaid invoice and claims history; email to HUB re Penady's claims history and quote for alternate insurance; email to Choice re insurance; review email from PenEquity and approve invoice for payment.
06/10/2020	Brenda Wong	Call with Canada Revenue Agency ("CRA") to follow up on RT account requested by the Receiver and send follow up letter; emails with D. Canham re Receiver's RT account; review emails from PenEquity; prepare lender update memo.
06/10/2020	Daniel Weisz	Review Endorsement of Justice McEwen; review amended and restated Appointment Order and email to Osler re same; forward revised Order to C. Lewis; review revised non-binding letter of intent and email to Blaney re same; discussion with B. Tannenbaum on Sale Procedure; discussion with B. Wong on lender update; review invoice from Cushman & Wakefield ("C&W") re appraisal conducted and email to C&W re same; discussion with E. Golden re stalking horse offer, discussion with S Jeffery re stalking horse offer; review draft email to Gardiner Roberts and Osler and provide comments; email to C. Lewis re data room and other matters; finalize non-binding letter of intent, receipt and prepare input sheet re the receipt and email to C. Lewis re same; discussion with B. Tannenbaum on various matters.
06/10/2020	Bryan Tannenbaum	Receipt and review of C. Lewis emails re data room documents; receipt and review of Blaney email attaching draft Letter of Intent for review; receipt and review of Reasons of Justice McEwen from the Receiver's SISP motion; receipt and review of D. Weisz email re timing of estoppels per Order; receipt and review of email to Choice and PenEquity re Avison Young, BCA, Phase 1 and estoppels; email to S. Jeffery to follow up with Gardiner Roberts on the

Date	Professional	Description
		LC; receipt and review of S. Jeffery email to R. Schwartz of Gardiner Roberts re same.
06/11/2020	Daniel Weisz	Review and update lender update; discussion with B. Tannenbaum on the status of various matters; D. Nishimura re stalking horse agreement; review account rendered by Blaney; review final stalking horse agreement and email to Osler with respect to same; finalize lender update and send.
06/11/2020	Brenda Wong	Review emails re sales process; review June 10 endorsement and arrange for posting to Receiver's webpage; emails with Avison Young re changes to CA; review and make additional changes to lender update; review email from Choice re payment of insurance invoice; emails with HUB re insurance quote.
06/11/2020	Bryan Tannenbaum	Receipt and review of C. Lewis email attaching draft data room index and CIM; email with comments re same after discussing with D. Weisz; email to E. Golden re the data room; receipt and review of E. Golden response; forward stalking horse agreement to Avison Young for the data room.
06/11/2020	Echa Odeh	Review of Penady documents posted to Astley-Gilbert portal and summarize same.
06/12/2020	Brenda Wong	Review email from HUB re estimated cost of insurance and discussion with HUB re same; email to D. Weisz re insurance; email to Mitchell Sandham re notice period and renewal of insurance policy; prepare cheque requisition for payment of C&W invoice; review email from Avison Young re progress report; discussion with E. Williams of Choice re tenant rent relief; review email from Avison Young re changes to CA.
06/12/2020	Daniel Weisz	Review email and email to E. Golden re non stalking horse agreement of purchase and sale; email to E. Golden re the Receiver's webpage; discussion with B. Wong re status of insurance; review of emails.
06/12/2020	Daniel Weisz	Process electronic payment.
06/12/2020	Bryan Tannenbaum	Receipt and review of various emails regarding finalizing the non stalking horse agreement of purchase and sale for the data room; receipt and review of Avison Young marketing reporting email; receipt and review of B. Wong email on tenant negotiations and response sent.
06/15/2020	Brenda Wong	Review tenant rent status; follow up with TD re transaction detail; approve Alectra invoice and forward to PenEquity for processing; review and initial revised CA.
06/15/2020	Daniel Weisz	Review request from D. Muallim and respond thereto; review of non-stalking horse APS and D. Nishimura re schedules; email to S. Jeffery; review email re BMO LC; discussion with B. Tannenbaum.
06/15/2020	Bryan Tannenbaum	Receipt and review of D. Weisz email to Blaney re non-stalking horse APS; follow up email to R. Schwartz re LC and respond to reply.
06/16/2020	Brenda Wong	Review and approve A/P for payment for June 16 cheque run; email to B. Tannenbaum re new leases to be considered; review and initial changes to CA; review of documents for proposed new leases; call with B. Tannenbaum and PenEquity re proposed new leases; email to City of Barrie to confirm the amount of outstanding property taxes; discussion with S. Bryant re status of tenant re-openings, rent deferrals and rent relief requests.

Date	Professional	Description
06/16/2020	Daniel Weisz	Review email re tenancies; prepare for and attend conference call with C. Lewis and B. Tannenbaum re the sale process; email to C. Lewis re Choice request for documentation.
06/16/2020	Echa Odeh	Update the schedule of expenses paid by the property manager including payments received and approved payments; reconcile rent received and prepare interim Statement of Receipts and Disbursements to June 15, 2020 ("R&D").
06/16/2020	Bryan Tannenbaum	Call with L. Xavier of PenEquity and B. Wong re two prospective tenants; receipt and review of R. Schwartz email with comments on the LC document wording; receipt and review of S. Jeffery suggested wording changes; telephone call with C. Lewis re marketing status.
06/17/2020	Brenda Wong	Review and make changes to draft R&D; review email from City of Barrie re property taxes due by June 30; review email from PenEquity re prospective tenant's estimated project costs; emails from PenEquity re HST account for Receiver and re-send fax to CRA re same.
06/17/2020	Daniel Weisz	Review S. Jeffery email re APS and discussion with B. Tannenbaum on same; review draft R&D and email to B. Wong on same.
06/17/2020	Bryan Tannenbaum	Receipt and review of L. Xavier email; receipt and review of property taxes email for next installment due June 30.
06/18/2020	Brenda Wong	Review and respond to email from PenEquity re cash required for development of premises to be leased to prospective tenant; review June general ledger report, reconcile to bank and update summary of June rent collections; prepare update memo to lender.
06/18/2020	Daniel Weisz	Review and respond to email from E. Golden.
06/19/2020	Brenda Wong	Prepare/make changes to lender update and calculate funding required; review documents re two prospective leases and send email to PenEquity re landlord's work to be done; review emails from PenEquity re two prospective tenants; email to E. Williams and A. Radic of Choice re prospective tenant lease; review invoice and approve for payment.
06/19/2020	Daniel Weisz	Discussion with M. De Lellis re Stalking Horse Agreement; review and update lender update; D. Nishimura re compilation of Stalking Horse APS; review same and forward to Osler; discussion with B. Wong re lender update.
06/19/2020	Bryan Tannenbaum	Receipt and review of email re prospective tenant details of commissions and proceeding, etc.; receipt and review of Avison Young weekly marketing report.
06/19/2020	Anne Baptiste	Prepare bank reconciliation.
06/22/2020	Brenda Wong	Email to D. Canham re invoice to be paid; email to E. Williams re leasing prospect; review TD bank statement; call and faxes to CRA to follow up re RT0002 account to be set up.
06/22/2020	Daniel Weisz	Review email from D. Johnston of PenEquity, B. Tannenbaum on same and draft response; review documents and email to C. Lewis enclosing non-stalking horse form of APS; e-mail to D. Muallim re funding requested.
06/22/2020	Echa Odeh	Phone calls with CRA re RT0002 account and filing periods.
06/22/2020	Bryan Tannenbaum	Receipt and review of D. Johnston email re status of Avison Young sale efforts and respond to same.

Date	Professional	Description
06/23/2020	Brenda Wong	Review emails to/from Avison Young, email to Avison Young re rent deferral agreements; email to S. Bryant to request updated rent roll and A/R report; email from S. Bryant re damage to tenant's premises; review TD account balance.
06/23/2020	Daniel Weisz	Review emails re BMO LC and damage to tenant's premises; review data room contents and exchange emails with C. Lewis re same.
06/23/2020	Bryan Tannenbaum	Follow up email re LC and wording of documents to be approved by R. Schwartz; receipt and review of B. Wong email re property damage to tenant location; receipt and review of R. Schwartz reply; receipt and review of email re tenant's insurance claim; receipt and review of Blaney emails re calling on LC; receipt and review of various Avison Young emails on data room documents.
06/24/2020	Brenda Wong	Review rent deferral/abatement analysis from PenEquity and emails with S. Bryant with questions re same; review June A/R list and rent roll and forward to Avison Young.
06/24/2020	Daniel Weisz	Check bank account balance; email to C. MacIntyre.
06/24/2020	Echa Odeh	Phone call with CRA regarding RT1 and RT2 accounts.
06/25/2020	Brenda Wong	Review response from S. Bryant re status of tenants, update tenant rent deferral analysis; prepare cheque requisitions for payment of property taxes and professional fees; prepare paperwork for processing of advance received from Choice; email to E. Williams re rent abatements/deferrals.
06/25/2020	Daniel Weisz	Review listing agreement and non-stalking horse APS, email to S. Jeffery re same; exchange emails with E. Golden re timing of motion to court; review bank account; email to C. MacIntyre re receipt of funds advanced; discussion with B. Tannenbaum on various matters; discussion with C. Lewis; process electronic payments; review, update and sign Receiver Certificate #2 and email to C. MacIntyre re same; review draft Phase 1 update report and email to C. Lewis re same; review C. Lewis comments and email to EXP Services re comments on draft report.
06/25/2020	Bryan Tannenbaum	Follow up email to R. Schwartz re LC; receipt and review of draft Phase 1 report.
06/26/2020	Brenda Wong	Email to S. Bryant re recommended rent assistance; discussion with E. Ocha re HST status.
06/26/2020	Daniel Weisz	Discussion with B. Wong on status; discussion with B. Tannenbaum on status; review Avison Young marketing update report; review email from D. Muallim, review information and respond to D. Muallim.
06/26/2020	Bryan Tannenbaum	Receipt and review of Avison Young marketing update.
06/26/2020	Anne Baptiste	Post disbursements and receipt to Ascend.
06/29/2020	Brenda Wong	Review A/P to be approved for payment this week; email to S. Bryant re disbursement invoices.
06/29/2020	Echa Odeh	Email to PenEquity to request reporting to prepare HST returns; further email to PenEquity re Receiver's HST account.

Date	Professional	Description
06/30/2020	Bryan Tannenbaum	Receipt and review of S. Jeffery email to Gardiner Roberts re LC certificates; email to Gardiner Roberts to confirm and request sign off; email to S. Jeffery re Equitable Bank direction regarding the LC.
06/30/2020	Brenda Wong	Respond to email from trade creditor inquiring re pre-receivership arrears; emails with PenEquity re approval of invoice re changing of locks, rent adjustments, banking/accounting reports; review emails re estoppel certificates and send copy of lease to Blaney; review PenEquity email re BDO audit.
06/30/2020	Echa Odeh	Update schedule of disbursements made by the property manager.
06/30/2020	Daniel Weisz	Review file and email to S. Jeffery re estoppel certificates to be issued; review draft estoppel certificate and email to S. Jeffery re same; review revised draft of estoppel certificate and email to S. Jeffery re same; review updated draft estoppel certificate and e-mail to C Lewis re same.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

### FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	20.1	\$ 625	\$ 12,562.50
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice President	42.5	\$ 595	25,287.50
Brenda Wong, CIRP, LIT	Senior Manager	27.2	\$ 485	13,192.00
Echa Odeh	Senior Associate	9.7	\$ 250	2,425.00
Anne Baptiste	Estate Administrator	0.9	\$ 110	99.00
<b>Total hours and professional fees</b>		<b>100.4</b>		\$ 53,566.00
HST @ 13%				6,963.58
<b>Total payable</b>				<b>\$ 60,529.58</b>

#### VISA/MASTERCARD

Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

#### WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.



GST/HST: 80784 1440 RT 0001

**RSM CANADA LIMITED** **341**  
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**To** RSM Canada Limited  
 Court-appointed Receiver and Manager of  
 Penady (Barrie) Ltd. and of the interest of each of  
 PRC Barrie Corp. and Mady (Barrie) Inc. in the  
 North Barrie Crossing Shopping Centre Lands  
 11 King Street West, Suite 700  
 Toronto, ON M5H 4C7

**Date** August 13, 2020

**Client File** 7887424

**Invoice** 5

**No.** 6088789

For professional services rendered with respect to the appointment of RSM Canada Limited as Court-appointed Receiver and Manager of Penady (Barrie) Ltd. ("PBL") and of the interest of each of PRC Barrie Corp. and Mady (Barrie) Inc. ("MBI") in the North Barrie Crossing Shopping Centre Lands for the period July 1, 2020 to July 31, 2020.

Date	Professional	Description
07/02/2020	Brenda Wong	Review and respond to email from PenEquity Realty Corporation ("PenEquity") re funds received from Aviva prior to the receivership for an insurance claim; review emails re estoppel certificates; email to D. Canham of PenEquity re 2020 property taxes and expenses to be recorded for annual TMI reconciliation; email to S. Bryant of PenEquity re tenant rent relief; email to E. Williams of Choice Properties Limited Partnership ("Choice") re prospective leases; email lease copies to Blaney McMurtry LLP ("Blaney").
07/02/2020	Daniel Weisz	Review C. Lewis of Avison Young comments re form of estoppel certificate and email to S. Jeffery of Blaney re same; exchange further emails with C. Lewis and S. Jeffery.
07/02/2020	Bryan Tannenbaum	Receipt and review of C. Lewis email re the estoppel certificate.
07/03/2020	Brenda Wong	Respond to call from tenant re rent relief; prepare update to secured lender; send follow up emails to EXP Services Inc. ("EXP") and McIntosh Perry re reports to be completed; send email to Mitchell Sandham re status of insurance.
07/03/2020	Daniel Weisz	Review emails re status of information; exchange emails with C. MacIntyre of Choice re setting up conference call for next week.
07/03/2020	Bryan Tannenbaum	Receipt and review of Avison Young weekly marketing report.
07/06/2020	Daniel Weisz	Review files and review and update the lender update; review emails re BMO LC and discussion with B. Tannenbaum on same; discussion with B. Tannenbaum re comments on lender update.

August 13, 2020

Invoice 5

Page 2

Date	Professional	Description
07/06/2020	Brenda Wong	Follow up with PenEquity re 2019 year-end adjustments and tenant rent relief; email to E. Odeh re HST returns and TD cash balances.
07/06/2020	Echa Odeh	Follow up email to D. Canham for HST backup documents; review of bank statements and rent roll; update schedule re uncleared cheques and rent collections.
07/06/2020	Bryan Tannenbaum	Send follow up email re BMO LC documentation outstanding; receipt and review of R. Schwartz of Gardiner Roberts email attaching executed LC documentation; email to S. Jeffery re LC sign off by Equitable; receipt and review of Gardiner Roberts email with draft to BMO to release the LC; receipt and review of S. Jeffery comments.
07/07/2020	Brenda Wong	Review and approve Alectra Utilities ("Alectra") invoices and payables and email to D. Canham re same; review summary of rent collections and TD cash balance and make edits to lender update; email to PenEquity re estoppel certificates to be executed and discussion with S. Bryant re same; discussion with D. Canham re status of BDO audit.
07/07/2020	Daniel Weisz	Discussion with B. Wong on status of various matters; review form of estoppel certificates provided by Blaney and email to Blaney in respect of same; finalize lender update and discussion with B. Wong re same; review email re PenEquity comments re estoppel certificates and reply thereto.
07/07/2020	Bryan Tannenbaum	Receipt and review of R. Schwartz email with draft wording for letter to BMO on LC release; receipt and review of S. Jeffery response to R. Schwartz re same; receipt and review of Blaney email to Osler, Hoskin & Harcourt LLP ("Osler") with the BMO LC documentation.
07/08/2020	Brenda Wong	Email Word copies of estoppel certificates to PenEquity; status update call with Choice; send rent analysis schedule to Choice; email to PenEquity re two prospective leases.
07/08/2020	Daniel Weisz	Discussion with B. Wong re estoppel certificates; prepare for and attend conference call with representatives of Choice and the Receiver; review final updated phase one report; email to EXP re same; email to C. Lewis re same.
07/08/2020	Bryan Tannenbaum	Receipt and review of various emails re estoppels; conference call with Choice on status; receipt and review of S. Jeffery email attaching Equitable's sign off; email RSM sign off to S. Jeffery.
07/09/2020	Daniel Weisz	Send email to EXP.
07/09/2020	Brenda Wong	Review changes to Non-Disclosure Agreement, initial and return to Avison Young; review and respond to email from PenEquity re prospective lease.
07/10/2020	Bryan Tannenbaum	Conference call with B. Wong and L. Xavier of PenEquity re \$500K City of Barrie LC and status of outstanding work and prospective lease; receipt and review of Avison Young's fifth marketing progress report.
07/10/2020	Brenda Wong	Follow up with PenEquity re BDO audit and status of work re City of Barrie LC; call with L. Xavier and B. Tannenbaum re City of Barrie LC and prospective tenant; review Alectra bill and email to D. Canham re payment of same; follow up with Mitchell Sandham re status of insurance; review email from L. Xavier re estimated additional cost for initial landscaping inspection.
07/10/2020	Daniel Weisz	Review marketing update from Avison Young; exchange emails with B. Wong re insurance status.

Date	Professional	Description
07/13/2020	Brenda Wong	Respond to email from tenant re estoppel certificate; review and approve invoice.
07/14/2020	Brenda Wong	Respond to email from TD re estoppel certificate; review A/P for payment this week; review email from PenEquity re proposed changes to landlord's conditions for prospective lease and email to Choice re same.
07/15/2020	Brenda Wong	Follow up with B. MacDonald re completion of its report; review estoppel certificate received; review emails from PenEquity re A/P and HST information requested.
07/16/2020	Brenda Wong	Review correspondence from Canada Revenue Agency ("CRA") and creditor statements.
07/16/2020	Anne Baptiste	Prepare bank reconciliation.
07/17/2020	Bryan Tannenbaum	Receipt and review of Avison Young's weekly marketing report.
07/17/2020	Brenda Wong	Review HST reporting from PenEquity and emails with PenEquity re reports required for HST reporting; follow up with PenEquity re BDO audit; follow up with Choice re prospective lease; follow up with Mitchell Sandham; emails re Enbridge bills to pay; review and approve Alectra bill and email to D. Canham re payment of Enbridge and Alectra bills.
07/17/2020	Daniel Weisz	Review Avison Young marketing summary and email to B. Wong on various matters.
07/19/2020	Brenda Wong	Review summary of activities.
07/20/2020	Brenda Wong	Receipt and review of property condition assessment ("PCA") from McIntosh Perry and forward copy to D. Weisz and B. Tannenbaum; review invoice and email to EXP to request EFT payment information.
07/20/2020	Daniel Weisz	Review PCA and email to C. Lewis regarding same; review and update summary of activities; review Blaney's June account; discussion with B. Wong re lender update; process electronic payment.
07/20/2020	Bryan Tannenbaum	Receipt and review of PCA report; follow up email on BMO LC document.
07/21/2020	Brenda Wong	Review and respond to email from D. Canham re online statements; email to EXP re EFT payment processed; prepare lender update; follow up with PenEquity re 2019 adjustments and lease for new tenant; email to S. Bryant re estoppel certificates received to date; follow up with City of Barrie re final 2020 property tax bills; email to PenEquity re renewal of its insurance policy; email with PenEquity re servicing of sprinkler system and fire extinguishers; email to L. Xavier re status of City of Barrie LC work to be done; prepare letter to BMO to open a trust account for Mady (Barrie) Inc.; email to CRA re PRC Barrie.
07/21/2020	Brenda Wong	Call with PenEquity re PRC Barrie Corp.'s HST position; review disbursement schedule and reconcile to TD account; update statement of R&D to July 17, 2020; discussion with E. Odeh re calculation of rental revenue and HST liability.
07/21/2020	Daniel Weisz	Review emails; discussion with B. Wong re PCA report; discussion with E. Golden of Blaney on status of receivership matters and forward email re CRA claim; review emails re letter of credit.
07/21/2020	Echa Odeh	Review of accounting reports provided by PenEquity and prepare draft HST returns, make amendments to draft returns.



Date	Professional	Description
07/21/2020	Bryan Tannenbaum	Receipt and review of Choice sign-off on BMO LC; receipt and review of Blaney email to Gardiner Roberts re call for payment on LC.
07/22/2020	Daniel Weisz	Review and update lender update; discussion with B. Tannenbaum re tenant.
07/22/2020	Brenda Wong	Review draft April HST calculation and instructions to E. Odeh re changes required; email with City of Barrie re final property tax bills, review same and email to Avison Young for the data room; follow up with Choice re prospective lease; email to D. Canham re March HST return; make changes to lender update; review emails from PenEquity re changes made to estoppel certificates by tenants; emails with PenEquity re tenant's response re proposed rent relief and tenant's new request, email to Choice re same; review HST calculations for March to June and make revisions.
07/22/2020	Echa Odeh	Review of banking and tracking spreadsheet of expenses; prepare remaining HST calculations for returns; email to B. Wong re same and make amendments as requested; email updated calculations to B. Wong.
07/22/2020	Bryan Tannenbaum	Receipt and review of R. Schwartz email re BMO LC and response sent; receipt and review of status report and provide comments re same.
07/23/2020	Brenda Wong	Review emails from Choice re prospective lease and rent relief requested by tenant; emails with PenEquity re tenant estoppel certificates; make updates to lender update; emails with L. Xavier re prospective lease; receipt and review of emails from L. Xavier re City of Barrie inspection date.
07/23/2020	Daniel Weisz	Review emails; update lender update and finalize and send, exchange emails with E. Golden re same.
07/23/2020	Bryan Tannenbaum	Review and provide comments on draft status report.
07/24/2020	Daniel Weisz	Review Avison Young marketing update; effect electronic funds transfer to trust account for Mady Barrie Inc.
07/24/2020	Brenda Wong	Review and respond to email from Avison Young re tenant rent relief.
07/24/2020	Bryan Tannenbaum	Receipt and review of Avison Young weekly marketing report.
07/24/2020	Echa Odeh	File HST returns for April to June 2020.
07/24/2020	Anne Baptiste	Process disbursements.
07/27/2020	Brenda Wong	E-file remittance advices re payment of OSB fees and review and sign cheques.
07/28/2020	Brenda Wong	Follow up with D. Canham re information requested; email to PenEquity to proceed with prospective lease with amendment; review emails from PenEquity re estoppel certificates; review email from PenEquity re July rent collections and A/R status and respond with questions re same; review and respond to emails from L. Xavier re City of Barrie LC; review 2019 adjustments and email to S. Bryant re proposed rent relief.
07/28/2020	Daniel Weisz	Review email re fire extinguishers.
07/29/2020	Brenda Wong	Review email from S. Bryant re 2019 adjustments and review combined adjustments; review and sign PO re landscape work to be completed for initial assessment of outstanding work; review email re July outstanding rent; review and respond to email from S. Bryant re rent relief to be offered; review A/R schedule and respond to email from Avison Young re outstanding rent; call from L. Xavier re status of tenant.

August 13, 2020  
 Invoice 5  
 Page 5

Date	Professional	Description
07/29/2020	Daniel Weisz	Exchange emails with EXP and C. Lewis re Phase I environmental site assessment update.
07/30/2020	Daniel Weisz	Process electronic payments; review email from E. Golden; review marketing update from Avison Young.
07/30/2020	Brenda Wong	Prepare cheque requisitions for payments to be made; follow up with E. Williams re tenant rent relief.
07/30/2020	Bryan Tannenbaum	Receipt and review of Avison Young weekly marketing report; emails with Gardiner Roberts re status of release of BMO LC.
07/31/2020	Anne Baptiste	Process disbursement.
		To all other administrative matters with respect to this engagement, including supervision, all meetings, telephone attendances, and written and verbal correspondence to facilitate the foregoing.

### FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Bryan A. Tannenbaum, FCPA, FCA, FCIRP, LIT	President	5.4	\$ 625	\$ 3,375.00
Daniel R. Weisz, CPA, CA, CFF, CIRP, LIT	Senior Vice President	13.2	\$ 595	7,854.00
Brenda Wong, CIRP, LIT	Senior Manager	21.2	\$ 485	10,282.00
Echa Odeh	Senior Associate	5.0	\$ 250	1,250.00
Anne Baptiste	Estate Administrator	0.5	\$ 110	55.00
<b>Total hours and professional fees</b>		<b>45.3</b>		\$ 22,816.00
HST @ 13%				2,966.08
<b>Total payable</b>				<b>\$ 25,782.08</b>

#### VISA/MASTERCARD

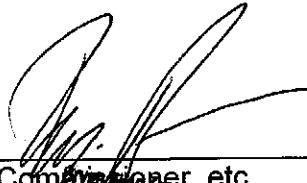
Payments can be made by calling the Accounts Receivable Department at 647.726.0483.

#### WIRE PAYMENT DETAILS

Please contact Donna Nishimura at 647.727.3552 for wire instructions.

Invoices are due upon receipt.  
 RSM Canada Limited

**THIS IS EXHIBIT "B" REFERRED TO IN THE  
AFFIDAVIT OF DANIEL WEISZ SWORN BEFORE ME  
THIS 28th DAY OF AUGUST, 2020**



A Commissioner, etc.  
Province of Ontario, for RSM Canada LLP  
and RSM Canada Limited.  
Expires January 5, 2021

**In the Matter of the Receivership of  
Penady (Barrie) Ltd. and certain of the assets,  
undertakings and properties of PRC Barrie Corp. and Mady (Barrie) Inc.  
Summary of Receiver's Fees  
For the Period March 1 to July 31, 2020**

<b>Invoice Date</b>	<b>Period</b>	<b>Hours</b>	<b>Fees</b>	<b>HST</b>	<b>Total</b>	<b>Average Hourly Rate</b>
20-Apr-20	March 1 to 31, 2020	47.9	\$ 26,393.00	\$ 3,431.09	\$ 29,824.09	\$ 551.00
08-May-20	April 1 to 30, 2020	148.0	78,117.00	10,155.21	88,272.21	527.82
10-Jun-20	May 1 to 31, 2020	106.1	57,604.00	7,488.52	65,092.52	542.92
21-Jul-20	June 1 to 30, 2020	100.4	53,566.00	6,963.58	60,529.58	533.53
13-Aug-20	July 1 to 31, 2020	45.3	22,816.00	2,966.08	25,782.08	503.66
<b>Total</b>		<b>447.7</b>	<b>\$ 238,496.00</b>	<b>\$ 31,004.48</b>	<b>\$ 269,500.48</b>	<b>\$ 532.71</b>

# APPENDIX Q

Court File No. CV-20-00637682-00CL

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

B E T W E E N:

**CHOICE PROPERTIES LIMITED PARTNERSHIP, by its  
general partner CHOICE PROPERTIES GP INC.**

Applicant

- and -

**PENADY (BARRIE) LTD., PRC BARRIE CORP. and  
MADY (BARRIE) INC.**

Respondents

**APPLICATION UNDER SECTION 243 OF THE *BANKRUPTCY AND INSOLVENCY  
ACT, R.S.C. 1985, C. B-3, AS AMENDED, AND SECTION 101 OF THE *COURTS OF  
JUSTICE ACT, R.S.O. 1990 C. C.43, AS AMENDED****

**AFFIDAVIT OF CHAD KOPACH**

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

1. I am a partner with the law firm of Blaney McMurtry LLP (“**Blaney**”), counsel to the receiver, RSM Canada Limited (the “**Receiver**”). As such, I have knowledge of the matters hereinafter deposed to except where stated to be on information and belief, and where so stated I verily believe it to be true.
2. By Order of the Honourable Justice McEwen dated March 25, 2020 (the “**Appointment Order**”), RSM Canada Limited was appointed Receiver without security, of all of the assets,

undertakings and properties of Penady (Barrie) Ltd. (“**PBL**”) acquired for, or used in relation to a business carried on by PBL, including all proceeds thereof, and the interest of PRC Barrie Corp. (“**PRC Barrie**”) in the Barrie Property (defined in the Appointment Order) and all assets, undertakings and properties related thereto (collectively, the “**Property**”). On May 20, 2020, the Appointment Order was amended to include Mady (Barrie) Inc. (“**MBI**”) as a respondent, and to appoint RSM Canada Limited as receiver and manager without security over MBI’s interest in the Barrie Property, and all assets, undertakings and properties related thereto.

3. Blaney has provided services and incurred disbursements in relation to the receivership for the period from March 6, 2020, to and including July 23, 2020, as described in the Legal Costs Summary attached hereto and marked as **Exhibit “A”**, and the detailed accounts rendered by Blaney dated March 31, 2020, April 30, 2020, May 31, 2020, June 30, 2020, and August 14, 2020, which are attached hereto and marked as **Exhibits “B”, “C”, “D”, “E”, and “F”**, respectively (the “**Blaney Accounts**”).

4. Notwithstanding the production of the Blaney Accounts, Blaney and the Receiver are in no way waiving privilege or confidentiality with respect to the accounts or the activities described therein.

5. Based on my review of the Blaney Accounts and my personal knowledge of this matter, the Blaney Accounts represent a fair and accurate description of the services provided and the amounts charged by Blaney.

6. A total of approximately 379.3 hours were expended by Steven Jeffery, Eric Golden, Jeffrey Warren, Chad Kopach, Kym Stasiuk, Jonathan Filippone, and Blaney’s law clerks during the period noted above in performing legal services relating to the Receivership proceeding herein.

7. I verily believe that the hourly billing rates, outlined in detail in the Blaney Accounts, are in the range of normal average hourly rates charged by legal counsel for services rendered in relation to engagements similar to Blaney’s engagement with respect to the Receivership.

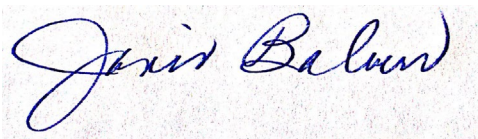
8. I swear this Affidavit in support of a motion for, among other things, approval of Blaney’s fees and disbursements, and for no improper purpose.

**SWORN BEFORE ME** at

the City of Toronto,

in the Province of Ontario,

this 31<sup>st</sup> day of August, 2020



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**CHAD KOPACH**

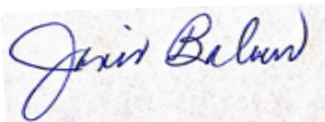
\_\_\_\_\_  
A Commissioner for Taking Affidavits  
Janis Balvers



This is **Exhibit “A”** referred to in the  
Affidavit of **CHAD KOPACH** herein,

Sworn before me

this 31st day of August, 2020.

A handwritten signature in blue ink that reads "Janis Balvers". The signature is written in a cursive style and is placed on a light-colored rectangular background.

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A Commissioner for Taking Affidavits

Janis Balvers

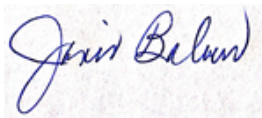
**LEGAL COSTS SUMMARY**

<b>LAWYER</b>	<b>YEAR OF CALL</b>	<b>HOURLY RATE</b>
Steven Jeffery	1984	\$675.00
Eric Golden	1996	\$625.00
Jeffrey Warren	1999	\$540.00
Chad Kopach	2003	\$500.00
Kym Stasiuk	2008	\$425.00
Jonathan Filippone	2018	\$300.00

**SUMMARY OF ACCOUNTS**

<b>No.</b>	<b>Date of Account</b>	<b>Fees</b>	<b>Disbursements</b>	<b>H.S.T.</b>	<b>Total</b>
1.	March 31, 2020	\$29,603.50	\$75.90	\$3,849.87	\$33,529.27
2.	April 30, 2020	\$63,276.00	\$35.00	\$8,227.31	\$71,538.31
3.	May 31, 2020	\$101,001.00	\$608.40	\$13,171.44	\$114,780.84
4.	June 30, 2020	\$28,015.00	\$277.46	\$3,665.56	\$31,958.02
5.	August 14, 2020	\$4,189.00	\$3.00	\$544.96	\$4,736.96
<b>TOTAL</b>		<b>\$256,543.40</b>			
Average Hourly Rate - (before H.S.T.)		Total fees (before H.S.T.): \$226,084.50 ÷ Total hours: 379.3 = \$596.06			

This is **Exhibit “B”** referred to in the  
Affidavit of  
**CHAD KOPACH** herein,  
Sworn before me  
this 31st day of DATE, 2020.

A handwritten signature in blue ink that reads "Janis Balvers". The signature is written in a cursive style and is centered on the page.

---

A Commissioner for Taking Affidavits  
Janis Balvers

HST REGISTRATION # R119444149

PRIVATE AND CONFIDENTIAL  
RSM Canada LLP  
(formerly Collins Barrow Toronto LLP)  
RSM Place  
700-11 King St. West  
Toronto, ON M5H 4C7

Date  
March 31, 2020

Invoice No.  
684167

File No.  
097779-0041

Attention: Bryan A. Tannenbaum

**RE: RSM Canada Inc. re: North Barrie Crossing  
Shopping Centre**

TO ALL PROFESSIONAL SERVICES RENDERED on your behalf in connection with the above noted matter for the period ended March 31, 2020 as more particularly described below.

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
March 6, 2020	EG	0.30	Telephone call with Bryan Tannenbaum regarding Choice receivership;
March 9, 2020	EG	2.80	Emails to and from Davidge regarding delivery of Choice material; review Oslers receivership material; emails to and from Oslers regarding status, Service List, and next steps;
March 10, 2020	EG	4.00	Review draft appointment order; email to Oslers regarding same and proposed amendment; attend Court; email to Oslers regarding next steps;
March 11, 2020	EG	0.20	Instructions to S. Jeffery regarding Choice material and likely stalking horse credit bid;
March 13, 2020	SJ	2.20	Review materials relevant to offer;
March 17, 2020	EG	0.20	Email to and from Oslers regarding status; review email from Oslers to the Court regarding urgency of March 25 date;
March 19, 2020	EG	0.10	Email to Oslers regarding status;
March 20, 2020	EG	0.50	Emails from and to Oslers regarding GR response to date, Mar 25 hearing and Oslers email to Court, Model Order additions and GR

Date  
March 31, 2020

356

Invoice No.  
684167

File No.  
097779-0041

-2-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
March 21, 2020	EG	2.50	material delivered; email to RSM with material; Review Pen responding material affidavit and related exhibits; email to EQ regarding same and specifically evidence relating to AY listing; email to Oslers regarding same;
March 22, 2020	EG	2.50	Review Choice reply affidavit and emails to and from Choice with comments; review AY affidavit; review Choice final material; email to and from Oslers regarding tenant details for Receiver;
March 23, 2020	SJ	1.50	Emails and reply from and to E. Golden; review responding materials;
March 23, 2020	EG	2.50	Review finalized reply material; instructions to Kopach regarding hearing on Wednesday and likely steps once Appointment Order issued; emails to and from Choice regarding outstanding issues for Wed hearing (tenant info, sealing order, broker choice); review final draft appointment order;
March 23, 2020	CK	1.90	Review of application material regarding anticipated sales process;
March 24, 2020	EG	1.80	Telephone call with Bryan T. regarding hearing tomorrow; review GR factum and Oslers factum; review additional material received from GR;
March 25, 2020	EG	3.00	Compile material for and attend e-hearing; communications with Bryan T. regarding potential leases issue;
March 26, 2020	EG	1.50	Review Endorsement; emails to and from Oslers regarding next steps; email from and to Oslers regarding approval of Appointment Order with revisions for Sealing Order term; communications with Receiver regarding next steps;
March 30, 2020	SJ	2.20	Emails from and to E. Golden regarding conference telephone conversation today; conference telephone conversation with RSM and E Golden; conference telephone conversation with Oslers, RSM and E. Golden;

Date  
March 31, 2020

357

Invoice No.  
684167

File No.  
097779-0041

-3-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
March 30, 2020	EG	8.80	review sales process; Email to RSM regarding status; telephone call with same regarding same, and next steps; conference call with Oslers, RSM and S. Jeffery; arrange to have Receivership order registered on title and communications with Dawn Kearns and RSM regarding same; instructions to Kopach regarding NDA and communications with same regarding same; consider terms of Sale Procedure and email to Oslers regarding same; email to RSM regarding same; draft Sale Procedure for stalking horse credit bid, and other bids; communications with S. Jeffery regarding same; email to RSM regarding same;
March 30, 2020	CK	2.10	Continue review of material filed on application regarding court approval of next steps and contemplate documents required for sales process;
March 30, 2020	DK	1.30	Receipt of instructions to register receivership court order; review court order and subject property parcel registers; prepare application to register court order and corresponding acknowledgment and direction for execution by applicant authorizing electronic signing and registration; forward to E. Golden for review and execution; receipt of executed authorization; finalize application and attend to electronic registration; obtain copy of registered instrument and report completion;
March 31, 2020	SJ	0.50	Emails from and to E. Golden regarding sales process;
March 31, 2020	EG	4.50	Email from RSM regarding its review of sale procedure and suggested revisions; emails from and to Jeffery regarding same; revise Sale Procedure and emails to RSM regarding same; email to Oslers with draft Sale Procedure and outline, and regarding APA; emails from and to Oslers regarding same; review and revise draft NDA; emails to and from Kopach regarding same; email to RSM with draft NDA; email from same with

Date  
March 31, 2020

358

Invoice No.  
684167

File No.  
097779-0041

-4-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
March 31, 2020	CK	1.80	proposed revisions and finalize same; email to Oslers regarding NDA; email from same regarding broker, and questions regarding Sale Procedure; telephone call with Danny regarding same, insurance, and next steps; Draft and revise NDA: review draft sale procedure and comments from Receiver;

OUR FEE HEREIN: \$29,603.50  
FEE HST: \$3,848.46

<u>Lawyer</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven Jeffery	Partner	6.40	\$675.00	\$4,320.00
Eric Golden	Partner	35.20	\$625.00	\$22,000.00
Chad Kopach	Partner	5.80	\$500.00	\$2,900.00
Dawn Kearns	Clerk	1.30	\$295.00	\$383.50

<u>Disbursements</u>	<u>Amount</u>
Registration Fees* - Non-Taxable	\$65.05
Registration Fees	\$10.85

TOTAL DISBURSEMENTS: \$75.90  
\*HST is not charged  
DISBURSEMENT HST: \$1.41

TOTAL FEES AND DISBURSEMENTS: \$29,679.40  
TOTAL HST: \$3,849.87

TOTAL AMOUNT DUE: \$33,529.27

**BLANEY McMURTRY LLP**

Eric Golden  
E. & O.E

Fees may include charges for services provided by Lawco Limited.  
Details are available upon request.

Date  
March 31, 2020

**359**

Invoice No.  
684167

File No.  
097779-0041

-5-

Make payment(s) payable to Blaney McMurtry LLP.

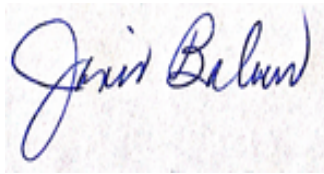
We accept Visa, Mastercard and AMEX.

**For Wire Transfers:** TD Canada Trust, Bank No. 004, Transit No. 10252,  
General Account No. 0680-5215022      Swift Code: TDOMCATTOR

**Please ensure our account number and/or file number is quoted on  
the wire transfer.**



This is **Exhibit “C”** referred to in the  
Affidavit of  
**CHAD KOPACH** herein,  
Sworn before me  
this 31st day of DATE, 2020.

A handwritten signature in blue ink that reads "Janis Balvers". The signature is written in a cursive style.

---

A Commissioner for Taking Affidavits  
Janis Balvers

HST REGISTRATION # R119444149

PRIVATE AND CONFIDENTIAL  
RSM Canada LLP  
(formerly Collins Barrow Toronto LLP)  
RSM Place  
700-11 King St. West  
Toronto, ON M5H 4C7

Date  
April 30, 2020

Invoice No.  
686494

File No.  
097779-0041

Attention: Bryan A. Tannenbaum

**RE: RSM Canada Inc. re: North Barrie Crossing  
Shopping Centre**

TO ALL PROFESSIONAL SERVICES RENDERED on your behalf in connection with the above noted matter for the period ended April 30, 2020 as more particularly described below.

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
April 1, 2020	EG	2.20	Proof Stalking Horse precedent; consider minor revisions to Sale Procedure; broker and lender inquiries regarding fair pricing for fixed fee/commissions hybrid payment structure for stalking horse credit bid transaction/potential cash sale;
April 2, 2020	EG	0.80	Email from and to Oslers with draft APA; Inquiries regarding broker rates on fixed and commission basis for proposed transaction; email to RSM regarding same and other outstanding issues; email from RSM regarding status of outstanding issues; reporting email from RSM to Choice on same;
April 3, 2020	EG	0.70	Email from Oslers with Choice wire details for EQ refund dollars; email to Oslers regarding same; email from RSM regarding EQ refund dollars being deposited into Pen account; communications with RSM regarding same; communications with Pen TD bank branch regarding same and arrange to have funds held until return to Choice; email from RSM regarding same; email from EQ to RSM regarding same and payment of funds directly from Pen TD account to Choice instead of

Date  
April 30, 2020

362

Invoice No.  
686494

File No.  
097779-0041

-2-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
April 6, 2020	EG	0.20	through Blaneys; email from Oslers regarding same; email from Choice regarding conference call on Tuesday to discuss outstanding issues; communications with Oslers regarding same; Review Receiver's Initial Notice and Statement;
April 7, 2020	EG	1.40	Review agenda email for conference call with RSM, Oslers and Choice; email from and to RSM regarding same and portions of proposed agreement dealing with comp; participate in call; communications with Kopach regarding lienability of snow removal; email to RSM, Choice and Oslers regarding same;
April 7, 2020	EG	4.60	Email from RSM to Choice with compensation issues it proposed for Pen PM agreement; email from RSM with proposed Pen PM agreement, and its proposed revisions; review Pen PM agreement and RSM proposed revisions; revisions/responses to same; email from RSM with lease and related amendments, termination letter and release from cannabis retailer at NBC; review same; communications with Jeff Warren regarding same and potential responses;
April 7, 2020	JMW	2.80	Review correspondence from Eric Golden; review lease, amendments to lease; notice of termination and release; draft email to Eric Golden summarizing landlord and tenant termination rights in lease and other pertinent provisions of lease; review various correspondence from Eric Golden regarding same; draft various correspondence to Eric Golden regarding same
April 8, 2020	EG	2.70	Email to RSM regarding options under cannabis dispensary lease deposit/termination; email to and from Jeff Warren regarding recommendation made to RSM on cannabis lease deposit; email to RSM regarding proposed revisions and comments to Pen PM agreement; email from and to RSM regarding insurance and banking, and Pen unsecured debts; email to RSM regarding PM agreement;

Date  
April 30, 2020

363

Invoice No.  
686494

File No.  
097779-0041

-3-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
			telephone call with RSM regarding Cannabis lease deposit and PM agreement; further revise same and email to RSM regarding same; email from RSM to PM enclosing same; emails from Choice regarding agreement with AY comp on listing agreement; email from RSM to Osiers/Choice regarding recommendation on Cannabis lease; email to Osiers regarding same;
April 8, 2020	JMW	1.60	Revise Release;
April 8, 2020	JK	0.10	Conducted Corporate search on Mihi Inc.;
April 9, 2020	SJ	1.20	Review and revise form of APS for stalking horse bid;
April 9, 2020	EG	1.70	Communications with J. Warren regarding release and termination letter for Cannabis dispensary; briefly review draft Osiers APA, revised Sale Procedure and NDA; communications with S. Jeffery regarding APA and detailed review thereof; email from and to RSM regarding revisions to these documents; email from RSM with revisions to NDA; email from Warren with proposed Cannabis dispensary lease termination letter, and revised mutual release; review and revise same and communications with Warren regarding same;
April 9, 2020	JMW	2.10	Continue to draft release; draft letter from receiver to tenant regarding termination of lease
April 10, 2020	EG	0.50	Review RSM comments to NDA; email to and from same regarding Osiers motion to amend appointment Order to add Mady interest in Barrie property, and regarding potential other additions by Receiver; emails to and from Jeff W. regarding finalizing release and termination letter;
April 13, 2020	SJ	2.70	Telephone call with E. Golden; continue reviewing and revising form of stalking horse offer;
April 13, 2020	EG	1.30	Email to RSM regarding its revised NDA, and

Date  
April 30, 2020

364

Invoice No.  
686494

File No.  
097779-0041

-4-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
			proposed termination letter and mutual release to Cannabis retailer; email from same regarding date on which PM and RSM received notice; communications with Jeffery regarding same; email from and to RSM regarding preferred deadline by which to respond to Mihi; email from RSM with revised termination letter and release; email to Oslers regarding same and deadline to respond to Mihi; email from and to RSM with PM details on Mihi occupation of/repairs to leased premises; email to Oslers regarding same; email to Jeffery regarding revisions to release to reflect same; detailed reporting email from RSM to Choice with AY mandate and tenant status summary; email from Choice regarding position on Mihi termination;
April 13, 2020	JMW	0.20	Review correspondence from Eric Golden; review correspondence from client; revise response to termination notice
April 14, 2020	SJ	1.80	Complete review of stalking horse offer form and email to E. Golden;
April 14, 2020	EG	2.40	Email to Oslers with revised mutual release; email from and to RSM regarding scope of draft release of Mihi; telephone call with deal RSM regarding its latest update to Choice, and issues to be dealt with going forward; email from Oslers approving Mihi deal; telephone call with RSM regarding issuing letter to Mihi today; email from RSM to Mihi regarding same; review and revise Oslers draft APA following revisions from S. Jeffery;
April 14, 2020	JMW	0.60	Revise mutual release between landlord and receiver on one hand and Mihi Inc. on the other hand
April 15, 2020	EG	1.60	Instructions to Chad regarding conference call with Choice, Oslers and RSM; discussion with same regarding any new developments from same and \$1.7M allegedly held by Gardiner Roberts; email to and from RSM regarding S. Jeffery comments and proposed revisions to APA; email from Oslers enclosing draft Choice

Date  
April 30, 2020

365

Invoice No.  
686494

File No.  
097779-0041

-5-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
			affidavit to amend Appointment Order; review same, and prior affidavits on appointment Order as they related to Mady/DMI; revise draft Choice affidavit; email from RSM regarding same and other amendments to be made to Appointment Order at same time as Oslers motion to amend; email to RSM with EQ Barrie Letter of Credit details;
April 15, 2020	CK	1.50	Review status updates from RSM regarding issues for discussion on conference call; prepare for and attend on call; status update to EG regarding issues arising from call;
April 16, 2020	SJ	3.10	Review notes of RSM on draft APS; review L/C issue; emails to and from E. Golden; review status of Mady; conference telephone conversation with D. Weisz, B. Tannenbaum and E. Golden; instructions to K. Stasiuk regarding security opinion;
April 16, 2020	EG	3.80	Arrange for bankruptcy search against DMI and Mady Barrie; review results; emails from and to Steve regarding Barrie LC issue in APA; revise Oslers draft Choice affidavit for its motion to amend appointment Order; communications with S. Jeffery regarding Mady interest in subject property based on allegations in Pen and Choice materials, and material required to determine; conference call with RSM and Jeffery to go through their respective comments to Oslers draft APA; email from and to Oslers regarding status of APA; further call with RSM regarding Oslers draft Choice affidavit to amend appointment Order; emails to and from RSM regarding same, and additional revisions to appointment Order; email to Oslers with revised draft Choice affidavit;
April 16, 2020	JK	0.20	Verified corporate names and conducted Bankruptcy searches against Mady (Barrie) Inc. and on DMI Inc.;
April 17, 2020	SJ	6.30	Revise APS and email to E. Golden; emails to and from D. Weisz; review RSM comments on revised APS; conference telephone

Date  
April 30, 2020

366

Invoice No.  
686494

File No.  
097779-0041

-6-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
			conversation with B. Tannenbaum, D. Weisz and E. Golden; further revisions to APS; review property management agreement and email to E. Golden with comments;
April 17, 2020	EG	3.30	Email from S. Jeffery with revised APA following yesterday's conference call; review revisions; email from same regarding same; and further conference call with RSM regarding same; email from S. Jeffrey with final version; email to RSM regarding next steps for completion of APA: email to Oslers enclosing same, and setting out remaining issues to be resolved to allow for APA to be finalized and motion brought; emails from and to RSM regarding first report; email from and to RSM regarding first draw on Receiver's certificate and papering same;
April 17, 2020	KS	2.20	Receiving instructions for S. Jeffery to prepare opinion regarding security; reviewing various court documents; email correspondence with S. Jeffery regarding title documents;
April 18, 2020	EG	0.50	Email from and to RSM regarding revised Receiver's Certificate to be issued Monday; emails from and telephone call with S. Jeffery regarding his review of PM agreement and proposed revisions;
April 19, 2020	SJ	0.40	Telephone call with E. Golden;
April 19, 2020	EG	1.80	Telephone call with Steve Jeffery regarding PM agreement and his proposed revisions; review and revise Sale Procedure amendments proposed by Oslers;
April 20, 2020	SJ	3.40	Emails from and to E. Golden; revise property management agreement; reviewing and revising revised sale procedure;
April 20, 2020	EG	2.30	Email to Oslers regarding LOI/Sale Procedure; email to and from S. Jeffery regarding same and revised Sale Procedure draft from Oslers with my latest comments; email from RSM regarding Receiver's Certificate no. 1; email from RSM to Choice regarding same; email from and to RSM regarding finalizing PM

Date  
April 30, 2020

367

Invoice No.  
686494

File No.  
097779-0041

-7-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
			agreement ; email from S. Jeffery with suggested revisions to PM agreement; review same; emails to and from RSM regarding same; email to RSM regarding estimated timeline for outstanding issues to be determined before APA can be finalized; email from Jeffery with proposed revisions to Sale Procedure; email to RSM regarding same;
April 20, 2020	KS	0.80	Drafting opinion;
April 21, 2020	SJ	2.70	Conference telephone conversation with D. Weisz, B. Wong and E. Golden regarding property management agreement; conference telephone conversation with D. Weisz and E. Golden regarding sale procedure;
April 21, 2020	EG	4.30	Email from RSM with AY proposed listing agreement; email to and from RSM re status of AY marketing strategy document; draft portions of report relating to marketing and sale process, and sale procedure; revise sale procedure summary accordingly; emails to RSM re updates to Sale Procedure summary; communications with Jeffery re same; conference call with RSM and Jeffery re property management agreement; further call with same re Sale Procedure summary and timing for outstanding matters to complete credit bid APA (CW appraisal, AY listing agreement, Gardiner Roberts \$1.7M and Pen purchase of Mady barrie shares); email from Steve vJ. with final draft of PM agreement; review Pen affidavit re purchase of Mady barrie beneficial interest from trustee in NBSC in DMI bankruptcy ; emails from and to Oslers re next status call; finalize Sale Procedure summary;
April 21, 2020	KS	0.80	Drafting opinion;
April 22, 2020	SJ	2.80	Emails from and to E. Golden; reviewing and revising listing agreement; review sale procedure; prepare letter of intent; review affidavit of D. Johnston re Mady entity; conference telephone call with S. Irving and others at Oslers and E. Golden to review



Date  
April 30, 2020

368

Invoice No.  
686494

File No.  
097779-0041

-8-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
			outstanding issues;
April 22, 2020	EG	1.60	Review Jeffery comments to AY listing agreement; review Cam Lewis affidavit that was part of Pen responding receivership material, and specifically Ex. A (AY marketing plan); email to RSM enclosing revised AY listing agreement, and regarding requiring AY to provide marketing plan/guideline for sale; email to RSM and Jeffery with updated Sale Procedure following our call yesterday, with NTD's/questions for Oslers; email from and to Jeffery re timing of harmonizing Sale Procedure with APA (after Oslers provides final version of APA); conference call with Oslers and Blaneys re motion to amend Appointment Order to include Mady Barrie as respondent, APA issues (GR \$1.7M, Mady Barrie interest, EQ LC), and timing of SISP motion)
April 23, 2020	EG	3.20	Telephone call with RSM re AY listing agreement revisions; email to same with clean copy for AY; email to and from RSM re release of Pen Madi Barrie share purchase affidavit; review same; email to Oslers with same; email from Oslers re preferred motion dates; email to Gardiner Roberts re same; email from and to RSM re same; email from RSM with latest detailed status report to Choice; email to Choice and Oslers re EQ LC and notice to City of Barrie; review RSM final revisions to Sale Procedure; revise same; email from RSM with details and documents re: BMO \$1.7M LC in favour of Pen; email from RSM with executed termination of lease for Cannabis store;
April 24, 2020	SJ	0.80	Emails from and to E. Golden; review letter of credit and holdback agreement; review status email fro D. Weisz;
April 24, 2020	EG	3.50	Email from Oslers with revised Amended Appointment Order; email to Oslers/Choice regarding EQ LC; email to RSM regarding same and North Crossing landscaping; email to Oslers with latest version of Sale Procedure and next steps; email from Brenda with draft

Date  
April 30, 2020

369

Invoice No.  
686494

File No.  
097779-0041

-9-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
			rent deferral agreement; briefly review same and instructions to Jeff Warren to revise same; email from Brenda with draft cover letter to tenants; review same and instructions to Warren re revisions to same; review revised documents from Warren; communications with Warren re revisions; emails to and from Brenda re revised documents; email from S. Jeffery with draft LOI; briefly review same and email to RSM for its comments; email from RSM with executed AY listing agreement and regarding start date for listing; email to EY re same; emails from and to Gardiner Roberts re SISP motion return date; email to Oslers re same; email to and from Jeffery re \$1.7M LC issues;
April 24, 2020	JMW	3.30	Review and revise standard form of tenant assistance agreement ; review and revise default letter; draft correspondence to Eric Golden regarding same; telephone conference with Eric Golden regarding same
April 25, 2020	EG	0.40	Email from and to RSM re AY position on what docs/info to be in Data Room for Stage 1 Sale Procedure, and how to address; email from RSM with proposed revisions to amended appointment order; review same; email to Oslers re same;
April 28, 2020	EG	4.20	Emails to and from Oslers re SISP motion date; email to GR re same; complete CL request form; email to Court re same; complete drafting of Report on Sale Procedure portion; status call with RSM; re: last update report and next steps; letter to City of Barrie re 500K LC; email to RSM re same; email from RSM re status of CW appraisal of property; email from RSM with revised LOI; review and revise same; email to and from RSM and S. Jeffery re same;
April 29, 2020	SJ	2.20	Emails from and to D. Weisz and E. Golden; review revised APA from Oslers; conference telephone call with RSM, Choice, Oslers and E. Golden;

Date  
April 30, 2020

370

Invoice No.  
686494

File No.  
097779-0041

-10-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
April 29, 2020	EG	2.50	Email from Osler with revised APA and sale procedure, and comments re same; review same; communications with S. Jeffery and RSM re same ; email to Oslers re same; review S. Jeffery comments re APA: emails to and from Oslers re motion scheduling; conference call with Oslers, Choice and RSM re status and next steps; communications with S. Jeffery re APA and LC's/deposits email from RSM with revised Barrie letter; revise same and email to Barrie enclosing same; emails to and from RSM re first report;
April 30, 2020	SJ	2.40	Emails from and to E. Golden; prepare form of APS for non-credit bids;
April 30, 2020	EG	4.50	Emails to and from Court re hearing date for SISP motion; email to counsel and RSM re same; emails from and to Jeffery re lease deposits; review AY documents and email to RSM re AY requirements for report; review Oslers revisions to APA in detail, and Jeffery comments; communications with C. Kopach regarding to draft NOM for SISP motion; emails to and from Jeffery and RSM re call with Oslers tomorrow; email from Jeffery re \$1.7M LC issues; emails to and from same and RSM re same; email from City of Barrie confirming EQ LC payout to RSM; emails from and to RSM re AY to-do list; communications with Jeffery re LOI and revisions to same; review non-credit bid APA; email to Oslers with same and LOI, and conference call tomorrow to finalize various documents; email from and to Oslers and to and from RSM re consent to act as Mady Barrie receiver;

OUR FEE HEREIN:  
FEE HST:

\$63,276.00  
\$8,225.88

<u>Lawyer</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven Jeffery	Partner	29.80	\$675.00	\$20,115.00
Eric Golden	Partner	56.00	\$625.00	\$35,000.00
Chad Kopach	Partner	1.50	\$500.00	\$750.00
Jeffrey M. Warren	Partner	10.60	\$540.00	\$5,724.00

Date  
April 30, 2020

371

Invoice No.  
686494

File No.  
097779-0041

-11-

<u>Lawyer</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kym Stasiuk	Partner	3.80	\$425.00	\$1,615.00
John Kroupis	Clerk	0.30	\$240.00	\$72.00

<u>Disbursements</u>	<u>Amount</u>
Profile Report/Point in Time Report* - N	\$8.00
Search - Corporate* - Non-Taxable	\$16.00
Cyberbahn Agent Service Fee	\$11.00

TOTAL DISBURSEMENTS: \$35.00

\*HST is not charged

DISBURSEMENT HST: \$1.43

TOTAL FEES AND DISBURSEMENTS: \$63,311.00

TOTAL HST: \$8,227.31

TOTAL AMOUNT DUE: \$71,538.31

**BLANEY McMURTRY LLP**

Eric Golden  
E. & O.E

Fees may include charges for services provided by Lawco Limited.  
Details are available upon request.

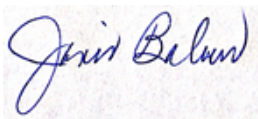
Make payment(s) payable to Blaney McMurtry LLP.

We accept Visa, Mastercard and AMEX.

**For Wire Transfers:** TD Canada Trust, Bank No. 004, Transit No. 10252,  
General Account No. 0680-5215022 Swift Code: TDOMCATTOR

**Please ensure our account number and/or file number is quoted on  
the wire transfer.**

This is **Exhibit “D”** referred to in the  
Affidavit of  
**CHAD KOPACH** herein,  
Sworn before me  
this 31st day of DATE, 2020.

A handwritten signature in blue ink that reads "Janis Balvers". The signature is written in a cursive style and is centered on the page.

---

A Commissioner for Taking Affidavits  
Janis Balvers

HST REGISTRATION # R119444149

PRIVATE AND CONFIDENTIAL  
RSM Canada LLP  
(formerly Collins Barrow Toronto LLP)  
RSM Place  
700-11 King St. West  
Toronto, ON M5H 4C7

Date  
May 31, 2020

Invoice No.  
688287

File No.  
097779-0041

Attention: Bryan A. Tannenbaum

**RE: RSM Canada Inc. re: North Barrie Crossing  
Shopping Centre**

TO ALL PROFESSIONAL SERVICES RENDERED on your behalf in connection with the above noted matter for the period ended May 31, 2020 as more particularly described below.

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
May 1, 2020	SJ	1.50	Emails from D. Weisz with comments on non-credit bid APS and LOI; communications with E. Golden regarding same;
May 1, 2020	EG	3.50	Revise RSM consent and email to same re same; telephone call with same re same; telephone call with RSM re LC; email from RSM with comments on LOI and non-credit bid APA; review same; email from RSM re response to Jeffery comments to last Oslers APA; conference call with RSM and Jeffery re stalking horse, SP, LOI and regular APA; email from Oslers re comments on LOI; conference call with Oslers, RSM, Blaneys re same; emails from and to RSM re payment of \$1.7M LC; instructions to Kopach re NOM and related order;
May 1, 2020	CK	1.10	Prepare and attend on call with receiver and counsel for first mortgagee; consider issues to be determined on pending motion; review proposed draft sales process;
May 1, 2020	KS	1.40	Drafting security opinion;
May 1, 2020	CMatt	5.20	Drafting Notice of Motion.

Date  
May 31, 2020

374

Invoice No.  
688287

File No.  
097779-0041

-2-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
May 2, 2020	SJ	2.60	Revise LOI, APS for credit bid and APS for non-credit bid; emails to RSM and E. Golden;
May 3, 2020	EG	3.20	Review and revise first report;
May 4, 2020	SJ	0.20	Emails from and to E. Golden; prepare redline of credit bid vs non-credit bid APS;
May 4, 2020	EG	3.30	Complete revisions to Report; email to RSM re same; emails from S. Jeffery with final LOI, credit bid APA and non-credit bid APA; review same; communications with same re differences between two APAs; instructions to Kopach re schedules to motion material; review and revise and finalize sales procedure; email to RSM re same; email from Oslers with revised LOI and re \$1.7M LC; email from RSM to Oslers re LC; email from Oslers with final material for motion to amend Appointment Order; arrange for and review PPSA searches against beneficial owners; email from and to Gardiner Roberts re date for delivery of motion material;
May 4, 2020	CK	3.70	Revisions to notice of motion to incorporate background and receiver's activities since appointment, to describe stalking horse bid, and to describe sales process that permits stalking horse bid to participate;
May 4, 2020	JK	0.20	Verified corporate names and conducted PPSA searches against Penady (Barrie) Ltd., PRC Barrie Corp. and on Mady (Barrie) Inc.;
May 5, 2020	SJ	0.40	Review draft first report;
May 5, 2020	EG	2.80	Review and revise NOM; communications with Kopach re same and related Order; email from RSM re revisions to APAs; email from and to Oslers re same and wind-down estimate; emails to and from RSM re same; email to Oslers with LOI and APAs; emails from RSM re Sale Procedure; final revisions to same; email to Oslers re same; emails to and from RSM with NOM; review and revise draft Sale Approval Order; emails to and from RSM re same; email from Oslers re various documents sent to them today; emails between Oslers and

Date  
May 31, 2020

375

Invoice No.  
688287

File No.  
097779-0041

-3-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
			RSM re \$1.7M LC;
May 5, 2020	CK	4.50	Revise notice of motion for upcoming motion for sales approval and approval of stalking horse agreement; draft and revise sales procedure order; draft and revise vesting order; review revisions to sales procedure order; correspondence from Receiver and from Oslers regarding draft material;
May 5, 2020	KS	1.90	Revising draft security opinion; emailing same to S. Jeffery for review;
May 6, 2020	SJ	0.80	Emails from E. Golden; reviewing and revising portion of first report regarding stalking horse offer; instructions to K. Stasiuk regarding acknowledgment; email to E. Golden; emails from and to E. Golden regarding vesting order;
May 6, 2020	EG	5.20	Email from and to RSM with revisions to Notice of Motion, Draft SISP order and First Report; review and finalize NOM and Order; revise report; communications with Jeffery re revisions to portions of report dealing with APA terms; email to RSM with revised report; email from and to Oslers re timing of motion to amend Appointment Order emails to Oslers re Sale Procedure timeline and Beneficial Owners, emails to and from RSM re same; telephone call with RSM re Report and SISP timeline; email from Oslers re final proposed amendments to credit bid and Sale Procedure; email to same re same and with Schedule "A" acknowledgement for Sale Procedure; review and revise Vesting Order; instructions to Jeffery re schedules to Vesting Order; email from RSM with further revised report; review amendments and email to Oslers with latest draft of RSM report; review RSM revisions to same;
May 6, 2020	KS	0.40	Drafting acknowledgment regarding sale procedure;
May 7, 2020	SJ	6.30	Emails from and to E. Golden; revise vesting order schedules regarding title matters; review final versions of credit bid APS and sale



Date  
May 31, 2020

376

Invoice No.  
688287

File No.  
097779-0041

-4-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
May 7, 2020	EG	4.50	procedure; Email to RSM with proposed substantive additions to its last version of report sent to Oslers, and status of CW appraisal/AY questions; email from and to RSM re same; communications with assistant and Kopach re compiling motion record and confidential appendices, as well as to revisions to NOM for virtual hearing; instructions to Jeffery re final proof of two APA's, LOI and Sale Procedure; email from and to Jeffery with schedule to Vesting Order and review same; emails from Jeffery re credit bid APA and missing details; email to same with additional details; further email to same re APA excluded assets and Sale Procedure timelines; email from Jeffery with updated credit bid APA with some additional details included; follow-up email to Oslers re current credit bid APA and outstanding details; email from Oslers with comments to First Report and NOM; email to Oslers with response to same; emails to and from RSM re same; email to Oslers with most recent credit-bid APA and remaining details required;
May 7, 2020	CK	0.40	Review correspondence regarding revisions to documents for motion material; test Zoom scheduled conference meeting for motion; correspondence to Oslers regarding Zoom details for inclusion in motion record;
May 8, 2020	SJ	0.90	Reviewing and revising draft non-credit bid APS and email to E. Golden;
May 8, 2020	EG	1.20	Email from Jeffery with updated Sales Procedure and non-credit bid APA: email from Osler re revisions to Report and NOM, and revised report; emails from and to RSM re status and next steps; status update from RSM to Choice; emails from and email to Oslers re current Service List; email to Commercial List re availability of motion dates week of May 25; email from Oslers with material for motion to amend Appointment Order;

Date  
May 31, 2020

377

Invoice No.  
688287

File No.  
097779-0041

-5-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
May 10, 2020	SJ	0.70	Email from E. Golden; revise APA regarding credit bid and email to E. Golden;
May 10, 2020	EG	4.50	Email from Oslers with purchase price and remaining details for Choice APA; emails to and from Jeffery re his proposed revisions to Sale Procedure and Choice APA; email to RSM re same; telephone call with RSM re review of report following Oslers proposed revisions; arrange for corporate profile for Mady (Barrie); emails from and to Oslers re security opinion; emails to and from Jeffery re same; email to and from RSM re same and CW appraisal in Supp Report; emails to and from Kopach re Concord Plumbing certificate registered on title and resolving same; email to Oslers re latest drafts of Choice APA, Sale Procedure and Report, and setting out revisions to same;
May 11, 2020	SJ	2.20	Emails from D. Rosenblat, E. Golden, C. Kopach, K. Stasiuk and H. Chan regarding lien on title and other matters; review draft security opinion; instructions to K. Stasiuk; revise credit bid APA and email to E. Golden; emails to and from E. Golden and K. Stasiuk regarding security opinion; reviewing and revising security opinion;
May 11, 2020	EG	3.70	Review Mady Barrie corporate profile; instructions to assistant to update service list; email from and to Oslers re same; communications with RSM re status and next steps; communications with RSM with AY schedule of data room docs and Choice consent, as well as Sale Procedure timelines; email from Oslers re confirming APA purchase price, and proposed revisions to purchase price definition in Choice APA and draft approval order; communications with Jeffery re same; review revised Choice APA from same; emails to and from Oslers re same, SP, motion date and security opinion; telephone call with Rosenblat re Choice APA; telephone call with RSM re finalizing motion material; communications with Jeffery re security

Date  
May 31, 2020

378

Invoice No.  
688287

File No.  
097779-0041

-6-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
			opinion; email from Commercial List re motion dates;
May 11, 2020	CK	0.60	Receipt and review of searches regarding discharge of certificate of action; review certificate and claim for lien; instructions to clerk regarding retrieval of additional lien claim document referred to in certificate;
May 11, 2020	KS	1.60	Email correspondence with S. Jeffery regarding draft opinion; instructing clerk regarding PPSA and other searches; instructing J. Filippone regarding search summary report; reviewing security documents; emailing S. Jeffery with comments regarding same; revising opinion; emailing S. Jeffery regarding same;
May 11, 2020	JF	2.70	Drafting due diligence search summary and drafting email to K. Stasiuk regarding same;
May 11, 2020	JK	0.80	Verified corporate names and conducted Bank Act, Bankruptcy and Executions (Barrie) searches and ordered PPSA certificates against Penady (Barrie) Ltd., PRC Barrie Corp. and on Mady (Barrie) Inc.;
May 11, 2020	HC	0.50	Retrieved documents from teraview. Reviewed registered documents and title.
May 12, 2020	SJ	0.60	Email from D. Rosenblat; revise credit bid APA regarding secured debt amount; email to E. Golden;
May 12, 2020	EG	6.60	Email from Osler with Choice debt and APA execution page; email from RSM with latest draft of report; revisions to same and communications with RSM re same; final proof of Notice Of Motion and revisions to same; emails to and from RSM re same; final proof of Sale Procedure, comparison of relevant portions to credit bid APA and revisions to same; emails to and from RSM re AY listing agreement and R&D; communications with clerk re motion record; review and finalize draft order; communications with S. Jeffery re timing of APA signing; emails to and from Oslers re same and final APA: review and finalize motion

Date  
May 31, 2020

379

Invoice No.  
688287

File No.  
097779-0041

-7-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
May 12, 2020	CK	2.20	record for service; email to SL with MR; email from and to Gardiner Roberts re same; Review and revise motion material regarding approval of sales process; review and redact items from confidential exhibits to be included in report; correspondence from counsel for applicant regarding terms of SH bid;
May 12, 2020	JF	0.50	Reviewing PPSA certified results and updating due diligence summary accordingly, and drafting email to K. Stasiuk regarding same;
May 13, 2020	EG	0.30	Email from GR re motion to amend; email from and to RSM re R&D in motion record; emails to and from GR re their position on motion and scheduling call;
May 14, 2020	SJ	0.30	Review email from E. Golden to D. Rosenblat regarding status; emails to and from E. Golden and B. Tannenbaum regarding letter of credit;
May 14, 2020	EG	3.40	Update from RSM on status call with Oslers and Choice; review and revise security opinion and addition of PPSA portions; telephone call with Gardiner Roberts re SISP motion, and Pen positions; emails to and from Oslers re same and status of CW appraisal; call with RSM re same; call with Oslers re same; emails to and from Commercial List office requesting attendance tomorrow before McEwen J. to resolve adjournment request; email from Oslers re \$1.7M LC realization; communications with RSM and S. Jeffery re same;
May 15, 2020	SJ	0.40	Emails from and to E. Golden; review legal description of property in appraisal;
May 15, 2020	EG	3.30	Emails from and to CL office re Chambers appointment with McEwen J; emails to and from Oslers and GR re same; telephone call with Oslers re Delellis-Citak call details; emails to and from RSM re appraisal; emails to Oslers re same; review draft appraisal; communications with RSM and Jeffery re corrections to legal description and limitations on appraisal to be revised; hearing with Justice

-8-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
May 18, 2020	EG	5.20	McEwen re timetable for SISP motion; emails to and from RSM re debrief of motion outcome and next steps; call with Oslers re debrief of motion outcome; email to CL office re date for SISP motion and McEwen J Endorsement; emails from and to Oslers re CW appraisal and lawyer UT for disclosure of same to them; Review CW final appraisal in detail; notes for conversations with RSM and CW; review caselaw re stalking horse credit SISP approvals; review Pen appraisal in EQ file (for \$98M), and Choice modeling; email to S. Jeffery re same; email to RSM re same; email to RSM re AY affidavit on receivership application and its likely use on cross-examination by Pen; email from and to RSM re CW appraisal and Ay cross;
May 19, 2020	SJ	3.90	Email from E. Golden; review comments on security opinion; conference telephone call with B Tannenbaum, D. Weisz and E. Golden regarding letter of credit; review Choice personal property security; revise security opinion and email to E. Golden;
May 19, 2020	EG	2.50	Communications with Jeffery re \$1.7M GR LC and steps to take to call in it and realize on it; email from and to RSM re Endorsement from May 15; conference call with RSM re \$1.7M LC and CW appraisal and releasing it on terms to Oslers and GR; call with RSM and CW re CW appraisal; email to same with Pen-listing agreement documentation and evidence; email from RSM to CW re AY issue; emails between Justice McKewen and Oslers re amendments required to draft amending Appointment Order; emails from court with Chambers Endorsement of McEwen J from May 15, 2020 and amending Appointment Order; email to Service List with same; email from RSM with revised appraisal;
May 20, 2020	SJ	0.50	Emails from and to and telephone call with E. Golden;
May 20, 2020	EG	3.20	Email from RSM with final appraisal with final

Date  
May 31, 2020

381

Invoice No.  
688287

File No.  
097779-0041

-9-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
			revisions; review and emails to and from RSM re same and supplementary report; email to Oslers re terms of production of appraisal; emails from and to same re same; review updated security opinion; telephone call with Steve Jeffery re same; instructions to student re factum; review revisions to security opinion; final revisions to same; email from RSM with updated Supp Report;
May 21, 2020	CMatt	5.00	Compile law for legal portion of factum;
May 22, 2020	EG	2.80	Emails from and to Commercial List re status of May 25 Chambers attendance; communications with GR re same; review Pen responding material; communications with GR re same, May 25 attendance and CW appraisal; communications with Receiver and Oslers re GR responding material;
May 22, 2020	HC	0.10	Email to Land Registry Office delivering requested documents.
May 23, 2020	EG	4.40	Review Rule 39.03 (examinations of witness) and BIA Rules on examinations of Receiver, and review caselaw pulled by student; emails from and to RSM re notes on Pen material, and questions relating to AY marketing; review AY affidavit filed by Pen on its response to Choice Receivership application, listing agreement with Pen, its Advisory Presentation and underwriting request form; compare to AY listing agreement with RSM; email from AY responding to RSM inquiries; call with RSM re same; review Marshall Zehr and Pen responding affidavits in detail and prepare notes for argument on May 25 Chambers attendance (issue of examining AY) and Receiver's Supp Report;
May 24, 2020	EG	5.60	Emails to and from Gardiner Roberts re RSM position on motion; email to Jeffery re his opinion on what if anything from Pen responding SISP material should be addressed, and his view on real estate sale process issues raised by MZ affidavit; notes from Cam Lewis affidavit that will be relevant

Date  
May 31, 2020

382

Invoice No.  
688287

File No.  
097779-0041

-10-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
May 25, 2020	SJ	3.10	on argument relating to GR attempt to have him examined under Rule 39.03; email to RSM setting out relevant issues for Chambers motion tomorrow; conference call with RSM and Oslers re Pen material and Chambers attendance tomorrow; compile relevant documents and prepare Chambers Brief for May 25 Chambers attendance; email from and to Oslers re potential Choice reply affidavit re Brampton; telephone call with S. Irving re same;
May 25, 2020	EG	7.80	Review emails from M. DeLellis, B. Tannenbaum and E. Golden; reviewing and revising security opinion and emails to and from E. Golden and D. Weisz; review affidavits of G. Miller and others regarding sale procedure and emails to and from E. Golden;
May 25, 2020	CK	0.50	Complete and highlight Chamber brief; instructions to assistant to place in record form; email to Court enclosing same and with zoom/counsel slip details, and instructions for McEwen J. re relevant portions of brief; prepare for motion on issue of whether GR can examine Cam Lewis; attend on Chambers hearing and argue same; review and finalize security opinion; emails to and from S. Jeffery re same; communications with Jeffery and Kopach re 17K lien on title; email to RSM with final version; email from same re comments on same and request to Jeffery to finalize; various emails between S. Jeffery and RSM re same; email to Alsou with counsel list from today; email from same with Endorsement of McEwen J; emails from and to RSM and Oslers re same; communications with Jeffery re MZ affidavit on RSM Sale Procedure; review an revise Supp First Report; emails to and from RSM re same; review Choice reply affidavit re Brampton property; emails to and from RSM and Osler re same;
May 25, 2020	CK	0.50	Compile caselaw for use in 9:30 case conference brief; receipt and review of endorsement regarding request to examine

-11-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
May 26, 2020	SJ	1.20	broker; Emails from and to E. Golden regarding due diligence; review comments on title summary; review updated corporate and title searches and update summaries; finalize security opinion and emails to and from D. Weisz and E. Golden;
May 26, 2020	EG	5.50	Final revision to Supplementary Report; communications with RSM re same; communications with Oslers re same; email to Service List with Supp Report; communications with Steve Jeffery re tenant estoppels and remaining issues raised by Pen responding material; review MBI s. 245 Notice; emails between RSM and Jeffery re finalizing security opinion; review law compiled by student for factum;
May 26, 2020	JK	0.50	Verified corporate names and conducted Bank Act, Bankruptcy and PPSA searches on Penady (Barrie) Ltd., PRC Barrie Corp. and on Mady (Barrie) Inc.;
May 27, 2020	EG	8.20	Communications with Oslers re potential Sale Procedure revisions to attempt to settle SISP motion; begin drafting law portion of factum; email from GR with letter setting out questions for RSM re: AY and Cam Lewis;
May 28, 2020	SJ	2.00	Emails from and to B. Tannenbaum; prepare certificate regarding letter of credit; review email from E. Golden regarding sale procedure and GR;
May 28, 2020	EG	7.70	Communication with RSM re GR letter; complete law portion of factum and complete first draft of fact portion; draft supp Notice of motion; email to GR re RSM position on examination on its report; communications with Oslers re same;
May 29, 2020	EG	8.50	Finalize supplementary Notice of Motion; email to RSM re same; email from same with proposed revisions; instructions to assistant re preparation of Supp Motion Record; review and revise factum; emails to RSM and Oslers



Date  
May 31, 2020

384

Invoice No.  
688287

File No.  
097779-0041

-12-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
			with draft factum; emails from GR re scheduling Chambers attendance on its behalf re Cam Lewis examination redux; email to Commercial List re same; highlight relevant BOA portions; emails from RSM and Oslers with their comments and proposed revisions to factum; revise same; redact factum to remove confidential portions; email to Commercial List with RSM Motion Record, Supp Record, redacted factum and BOA; email to GR and Oslers with unredacted factum; email to Service List with redacted factum; email to Justice McEwen with unredacted factum;
May 29, 2020	CK	4.20	Review revise and finalize factum for use on SISP motion; correspondence from GR regarding questions regarding sale process; review supplementary motion record regarding upcoming motion;
May 30, 2020	EG	0.50	Emails between Choice and RSM re next steps; communications with RSM and Oslers re same;
May 30, 2020	EG	1.50	Revise Sale Procedure to amend timelines for June 2 SISP Order; amend draft Order to include additional relief sought in Supplementary NOM and to reflect revised timelines;

OUR FEE HEREIN: \$101,001.00  
FEE HST: \$13,130.13

<u>Lawyer</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven Jeffery	Partner	27.60	\$675.00	\$18,630.00
Eric Golden	Partner	108.90	\$625.00	\$68,062.50
Chad Kopach	Partner	17.20	\$500.00	\$8,600.00
Kym Stasiuk	Partner	5.30	\$425.00	\$2,252.50
Jonathan Filippone	Associate	3.20	\$285.00	\$912.00
John Kroupis	Clerk	1.50	\$240.00	\$360.00
Hiuy Chan	Clerk	0.60	\$240.00	\$144.00
Celeste Matthews	Student	10.20	\$200.00	\$2,040.00

<u>Disbursements</u>	<u>Amount</u>
PPSA Registration* - Non-Taxable	\$96.00
Profile Report/Point in Time Report* - N	\$8.00

Date  
May 31, 2020

385

Invoice No.  
688287

File No.  
097779-0041

-13-

<u>Disbursements</u>	<u>Amount</u>
Search - Corporate* - Non-Taxable	\$96.00
Computer Searches - R.E. (Teraview) * -	\$66.60
Cyberbahn Agent Service Fee	\$162.20
Search - Corporate	\$12.00
Search - Corporate	\$24.00
Computer Searches - R.E. (Teraview)	\$143.60
TOTAL DISBURSEMENTS:	\$608.40
*HST is not charged	
DISBURSEMENT HST:	<u>\$41.31</u>
TOTAL FEES AND DISBURSEMENTS:	\$101,609.40
TOTAL HST:	<u>\$13,171.44</u>
TOTAL AMOUNT DUE:	<u>\$114,780.84</u>

**BLANEY McMURTRY LLP**

Eric Golden  
E. & O.E

Fees may include charges for services provided by Lawco Limited.  
Details are available upon request.

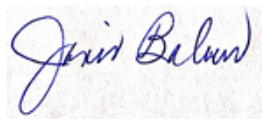
Make payment(s) payable to Blaney McMurtry LLP.

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**For Wire Transfers:** TD Canada Trust, Bank No. 004, Transit No. 10252,  
General Account No. 0680-5215022 Swift Code: TDOMCATTOR

**Please ensure our account number and/or file number is quoted on  
the wire transfer.**

This is **Exhibit “E”** referred to in the  
Affidavit of  
**CHAD KOPACH** herein,  
Sworn before me  
this 31st day of DATE, 2020.

A handwritten signature in blue ink that reads "Janis Balvers". The signature is written in a cursive style and is centered on the page.

---

A Commissioner for Taking Affidavits  
Janis Balvers

HST REGISTRATION # R119444149

PRIVATE AND CONFIDENTIAL  
RSM Canada LLP  
(formerly Collins Barrow Toronto LLP)  
RSM Place  
700-11 King St. West  
Toronto, ON M5H 4C7

Date  
June 30, 2020

Invoice No.  
689568

File No.  
097779-0041

Attention: Bryan A. Tannenbaum

**RE: RSM Canada Inc. re: North Barrie Crossing  
Shopping Centre**

TO ALL PROFESSIONAL SERVICES RENDERED on your behalf in connection with the above noted matter for the period ended June 30, 2020 as more particularly described below.

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
June 1, 2020	EG	10.20	Prepare for Chambers attendance; email to parties re attendance on Chambers; highlight relevant portions of May 25 Endorsement and email to McEwen J with same and counsel sheet; attend Chambers zoom attendance on respondents' latest attempt to compel questioning of Receiver; conference call with RSM and Oslers re same; amend Order and Sale procedure in Motion Record for purposes of June SISP motion; email to RSM with same; email from and to same re NDA for Sale procedure and instructions to Kopach to complete; emails from and to RSM re cost and timeline for ESA/BCA; emails from and to RSM re revised draft order and sale Procedure; compile compendium for hearing tomorrow; email to Oslers with draft order; emails to McEwen J summarizing motion material for SISP motion and enclosing same (confidential and non-confidential); review respondents' factum and BOA; emails from and to Oslers re same; email from RSM to Choice re CECRA; prepare for SISP motion;
June 1, 2020	CK	1.80	Receipt and review of responding factum;

Date  
June 30, 2020

388

Invoice No.  
689568

File No.  
097779-0041

-2-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
June 2, 2020	EG	9.80	review draft order and revisions from original; communications with E. Golden regarding same; Complete preparations for SISP motion; email to McEwen J with revised order; attend SISP hearing; call with RSM following same; call with RSM and Oslers re next steps; revise draft Order and related Sale Procedure; email to RSM re same; communications with same re same and finalize; email to parties re same;
June 2, 2020	CK	1.90	Revisions to draft NDA; correspondence with court regarding additional evidence and regarding scheduling continued hearing in afternoon; correspondence regarding outcome of SISP motion;
June 3, 2020	EG	3.30	Email from RSM re draft termination notice from PM re Copper Branch; review termination notice and emails and calls with RSM re same; email from Kopach with NDA; email from RSM re draft NDA; email to EY re same; emails from and to GR re draft order; email to and from RSM re same and adding ESA and BCA to data room schedule; communications with RSM re limiting contact from GR/Pen and Choice/Oslers to AY; finalize draft Order and Sale Procedure, and email to Justice McEwen with same and compare-write version;
June 4, 2020	SJ	2.20	Emails from and to E. Golden; brief review of building condition assessment agreement and emails from and to D. Weisz; emails from and to B. Wong regarding leases; emails from and to B. Tannenbaum and to and from R. Schwartz regarding letter of credit; revise RSM certificate regarding LC and prepare certificate of Penady regarding LC;
June 4, 2020	EG	1.60	Communications with S. Jeffery and RSM re estoppels required from tenants pursuant SISP Order; email from same with options for \$1.7M LC; review related documents and email to same re preferred option; emails between Jeffery and RSM re same; emails between Jeffery and GR re same; communications with

Date  
June 30, 2020

389

Invoice No.  
689568

File No.  
097779-0041

-3-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
			RSM re BCA retainer; emails between RSM and Jeffery re same; email from Oslers re communications with AY through RSM; review endorsement from June 1 Chambers attendance; call from Danny re status and next steps;
June 5, 2020	SJ	0.10	Email from B. Wong regarding estoppel requirements in major leases;
June 5, 2020	EG	0.30	Review RSM reporting email May 29, 2020; review AY updated modeling for Barrie Property rents; emails between Choice and RSM re applying for CERBA;
June 9, 2020	SJ	0.80	Emails from E. Golden and D. Weisz; reviewing and revising letter of intent;
June 9, 2020	EG	2.50	Email from RSM re status of BCA, stalking horse agreement to be executed by RSM, LOI for third party purchasers and GR/Oslers communications with AY; review Stalking Horse agreement execution copy and relative to approved Sale Procedure to confirm no revisions required and can be signed back by RSM; communications with S. Jeffery re updating LOI for third party purchasers; email to RSM re LOI, Stalking Horse and GR/Oslers communications with AY; emails to and from RSM re form of acknowledgment to be executed by third parties re Sale Procedure; review most recent version of non-stalking horse draft APA for third party purchasers and communications with Jeffery re updating same for Date Room to be consistent with Sale Procedure and SISP Order; communications with RSM re same; communications with RSM re formal amended appointment Order and email to and from Oslers re same; review amended LOI and non-stalking horse draft form of offer for data room;
June 10, 2020	SJ	1.80	Reviewing and revising form of non-credit bid APA; emails from and to D. Weisz and E. Golden; reviewing and revising letter of intent; prepare draft receipt for LOI and deposit; telephone call from D. Weisz and email to him

Date  
June 30, 2020

390

Invoice No.  
689568

File No.  
097779-0041

-4-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
			with Choice signature; email from B. Tannenbaum and email to R. Schwartz regarding letter of credit;
June 10, 2020	EG	1.80	Review Reasons of McEwen J from SISP motion; email to Service List re same; email to and from RSM re same; email from RSM re summary of tenant estoppel requirements from 7 lead tenant leases; review Dollarama estoppel certificate from its lease; email from Cam Lewis re timing of estoppel certificates; draft email to GR/Choice re AY/BCA/ESA/estoppels; revisions from RSM re same; call with RSM re email to GR/Choice; emails between Jeffery and RSM re amendments to LOI; communications between RSM and Jeffery re status of LC negotiations with GR;
June 11, 2020	SJ	0.40	Emails from and to B. Tannenbaum and E. Golden; prepare redline of APS;
June 11, 2020	EG	0.20	Email from RSM re Stalking Horse docs to be placed in data room; email to same confirming same and communications with RSM and S. Jeffery to also include in data room a compare-write of Stalking Horse APA and third party form of APA;
June 12, 2020	EG	0.20	Communications with RSM re APA's in data room;
June 12, 2020	EG	0.30	Review latest RSM status update to Choice and related attachments;
June 14, 2020	SJ	0.10	Email to D. Weisz with non-stalking horse bid form;
June 15, 2020	SJ	0.20	Emails from B. Tannenbaum and R. Schwartz;
June 15, 2020	EG	0.10	Emails between RSM and GR, and GR and Steve Jeffery re status of LC documentation, and wording in documentation required amended by GR;
June 17, 2020	SJ	0.20	Emails from and to D. Weisz;
June 18, 2020	SJ	0.10	Email from E. Golden;

Date  
June 30, 2020

391

Invoice No.  
689568

File No.  
097779-0041

-5-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
June 18, 2020	EG	0.20	Emails between RSM and Blaneys re form of APAs in data room; email to and from RSM re status of BCA, ESA and estoppels;
June 19, 2020	EG	0.10	Call with Jeffery re closing date and next steps;
June 22, 2020	EG	0.30	Review Jun 19 update from Choice to RSM and related R&D;
June 23, 2020	EG	0.20	Email from Schwartz re LC status; emails to and from Steve Jeffery re how to address issues raised by Schwartz;
June 25, 2020	SJ	0.20	Emails from and to D. Weisz and E. Golden;
June 25, 2020	EG	0.50	Email from Jeffery re LC; email to same and RSM re same; email from RSM to Schwartz re same; emails to and from RSM re next report and motion; emails between RSM and Jeffery re issue of commission on sale for second broker acting for purchaser; review receiver certificate # 2 for 900K;
June 26, 2020	EG	0.10	Email from GR re revisions to documents and steps to draw on LC;
June 29, 2020	SJ	0.20	Emails from and to R. Schwartz and B. Tannenbaum; review revisions to documents regarding letter of credit;
June 30, 2020	SJ	2.00	Emails from and to D. Weisz and E. Golden; instructions to J. Filippone regarding estoppels; emails from and to B. Tannenbaum, R. Schwartz, E. Golden and Equitable Bank regarding letter of credit; reviewing and revising draft estoppel for Dollarama, using form prescribed by lease; reviewing and revising draft estoppel for Cineplex;
June 30, 2020	EG	1.20	Email from RSM re estoppels and form thereof; email to same and Jeffery re form of same; emails between Jeffery and RSM with Dollarama estoppel and revised draft general estoppel; email from RSM re Gardiner Roberts LC and execution of authorization by EQ; email to EQ re same; communications with S. Jeffery re same; review and revise detailed



Date  
June 30, 2020

392

Invoice No.  
689568

File No.  
097779-0041

-6-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
			email from Jeffery to EQ re LC; calls from EQ re same;

OUR FEE HEREIN:	\$28,015.00
FEE HST:	\$3,641.95

<u>Lawyer</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven Jeffery	Partner	8.30	\$675.00	\$5,602.50
Eric Golden	Partner	32.90	\$625.00	\$20,562.50
Chad Kopach	Partner	3.70	\$500.00	\$1,850.00

<u>Disbursements</u>	<u>Amount</u>
Computer Searches - R.E. (Teraview) * -	\$95.85
Search - Corporate	\$46.86
Computer Searches - R.E. (Teraview)	\$134.75

TOTAL DISBURSEMENTS:	\$277.46
*HST is not charged	
DISBURSEMENT HST:	<u>\$23.61</u>

TOTAL FEES AND DISBURSEMENTS:	\$28,292.46
TOTAL HST:	<u>\$3,665.56</u>

TOTAL AMOUNT DUE:	<u>\$31,958.02</u>
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**BLANEY McMURTRY LLP**

Eric Golden  
E. & O.E

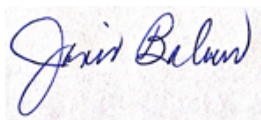
Fees may include charges for services provided by Lawco Limited.  
Details are available upon request.

Make payment(s) payable to Blaney McMurtry LLP.  
We accept Visa, Mastercard and AMEX.

**For Wire Transfers:** TD Canada Trust, Bank No. 004, Transit No. 10252,  
General Account No. 0680-5215022 Swift Code: TDOMCATTOR

**Please ensure our account number and/or file number is quoted on the wire transfer.**

This is **Exhibit “F”** referred to in the  
Affidavit of  
**CHAD KOPACH** herein,  
Sworn before me  
this 31st day of DATE, 2020.

A handwritten signature in blue ink that reads "Janis Balvers". The signature is written in a cursive style and is centered on a light-colored rectangular background.

---

A Commissioner for Taking Affidavits  
Janis Balvers

HST REGISTRATION # R119444149

PRIVATE AND CONFIDENTIAL  
RSM Canada LLP  
(formerly Collins Barrow Toronto LLP)  
RSM Place  
700-11 King St. West  
Toronto, ON M5H 4C7

Date  
August 14, 2020

Invoice No.  
692479

File No.  
097779-0041

Attention: Bryan A. Tannenbaum

**RE: RSM Canada Inc. re: North Barrie Crossing  
Shopping Centre**

TO ALL PROFESSIONAL SERVICES RENDERED on your behalf in connection with the above noted matter for the period ended July 31, 2020 as more particularly described below.

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
July 2, 2020	SJ	0.50	Emails from and to D. Weisz with comments from C. Lewis on estoppel form; instructions to J. Filippone;
July 2, 2020	EG	0.20	Email from Cam Lewis re form of estoppel certificates; communications between Jeffery and RSM re same; email from Equitable re LC sign-off;
July 2, 2020	JF	4.90	Receiving instructions from S. Jeffery regarding estoppel certificates; Reviewing chart summarizing estoppel requirements for each tenant and drafting email to S. Jeffery regarding same; Drafting estoppel certificate for Cineplex and revising same; Reviewing Dollarama lease to complete Dollarama estoppel certificate, and drafting email to S. Jeffery regarding same; Drafting estoppel certificate for LA Fitness; Drafting estoppel certificate for McDonalds; Drafting estoppel certificate for State & Main; Drafting estoppel certificate for TD; Drafting estoppel certificate for Tim Horton's; Drafting email to S. Jeffery re draft estoppel certificates; Further revising Dollarama estoppel certificate;

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395

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-2-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
July 6, 2020	SJ	1.00	Review estoppel certificates and email to D. Weisz; emails from and to B. Tannenbaum and R. Schwartz regarding letter of credit; email to D. Rosenblat with documents to be executed by Choice;
July 6, 2020	EG	0.50	Emails between RSM and GR re status of LC; emails between RSM and Jeffery re same re EQ status; emails between GR and Jeffery re same and letter to BMO; email from Jeffery to Oslers with draft LC docs (certificate of CP REIT, certificate of Penady and PRC, certificate of RSM, direction from RSM, direction from CP REIT, acknowledgment and release of Equitable Bank);
July 7, 2020	EG	0.20	Email from Jeffery to RSM with draft estoppel certificates;
July 8, 2020	SJ	0.40	Email from J. Chau at Equitable regarding acknowledgment for letter of credit draw; emails to and from B. Tannenbaum regarding RSM executed documents for letter of credit; email to D. Rosenblat;
July 8, 2020	EG	0.10	Email from EQ with executed LC document; emails between Jeffery and RSM re same;
July 11, 2020	EG	0.10	Communications with Jeffery re delivery of EQ original and necessity for same;
July 13, 2020	EG	0.10	Communications with Jeffery re Choice documents for LC; email to and from Oslers re Choice documents for LC;
July 14, 2020	EG	0.10	Emails from Oslers re executed Choice LC documents;
July 20, 2020	EG	0.10	Email from RSM to Oslers re status of GR LC documents to be signed; vm from RSM re next steps;
July 21, 2020	SJ	0.20	Email from S. Stidwell; email to R. Schwartz with executed documents for draw down under letter of credit;
July 21, 2020	EG	0.30	Call with RSM re status and next steps; email from Oslers with signed LC documents;

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396

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097779-0041

-3-

<u>Date</u>	<u>Lawyer</u>	<u>Time</u>	<u>Description</u>
July 23, 2020	EG	0.50	Status update from RSM to Choice; review prior update re leases; review LA Fitness lease; email to RSM re LA Fitness lease proposal; emails from and to same re same;

OUR FEE HEREIN:	\$4,189.00
FEE HST:	\$544.57

<u>Lawyer</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven Jeffery	Partner	2.10	\$675.00	\$1,417.50
Eric Golden	Partner	2.20	\$625.00	\$1,375.00
Jonathan Filippone	Associate	4.90	\$285.00	\$1,396.50

<u>Disbursements</u>	<u>Amount</u>
Computer Searches - R.E. (Teraview)	\$3.00

TOTAL DISBURSEMENTS:	\$3.00
*HST is not charged	
DISBURSEMENT HST:	<u>\$0.39</u>

TOTAL FEES AND DISBURSEMENTS:	\$4,192.00
TOTAL HST:	<u>\$544.96</u>

TOTAL AMOUNT DUE:	<u>\$4,736.96</u>
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**BLANEY McMURTRY LLP**

Eric Golden  
E. & O.E

Fees may include charges for services provided by Lawco Limited.  
Details are available upon request.

Make payment(s) payable to Blaney McMurtry LLP.  
We accept Visa, Mastercard and AMEX.

**For Wire Transfers:** TD Canada Trust, Bank No. 004, Transit No. 10252,  
General Account No. 0680-5215022 Swift Code: TDOMCATTOR  
**Please ensure our account number and/or file number is quoted on  
the wire transfer.**