

APPENDIX E

Court File No.: CV-13-10280-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)

B E T W E E N:

DBDC SPADINA LTD.,
and THOSE CORPORATIONS LISTED ON SCHEDULE "A" HERETO

Applicants

- and -

NORMA WALTON, RONAULD WALTON, THE ROSE & THISTLE GROUP
LTD. and EGLINTON CASTLE INC.

Respondents

- and -

THOSE CORPORATIONS LISTED IN SCHEDULE "B" HERETO, TO BE
BOUND BY THE RESULT

TWENTY-FOURTH REPORT OF THE MANAGER, SCHONFELD INC.
(Motion for approval and vesting order with respect to 355 Weston Road and Motion for
discharge with respect to 295 The West Mall)

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I. INTRODUCTION

1. This is the Twenty-Fourth Report of Schonfeld Inc. (the “**Manager**”) in its capacity as Manager of (i) certain companies listed at Schedule “B” to the Order of Justice Newbould dated November 5, 2013 (the “**Schedule B Companies**”),¹ together with the real estate properties owned by those companies (the “**Schedule B Properties**”); and (ii) the properties listed at Schedule “C” to the Judgment and Order of Justice Brown dated August 12, 2014 (the “**Schedule C Properties**” and together with the Schedule B Properties, the “**Properties**”).

A. Purpose of this Report

2. This Manager has brought a motion for, among other things:

- (a) an approval and vesting order in respect of the sale transaction (the “**Transaction**”) contemplated by the Agreement of Purchase and Sale dated December 10, 2014 (the “**Weston Agreement**”) between U-Haul Co (Canada) Ltd. (the “**Purchaser**”) and the Manager in respect of the Property known municipally as 355 Weston Road, Toronto, Ontario (the “**Weston Property**”) A copy of the Weston Agreement is attached as Confidential **Appendix “A”**;
- (b) an Order permitting the confidential appendices to this Report (the “**Confidential Appendices**”) to be filed under seal without being served on the Service List; and
- (c) an Order discharging the Manager from any responsibility for the management, preservation and protection of the Property at 295 The West Mall.

¹ Schedule “B” was amended by Order dated January 16, 2014.

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3. This Report provides a summary of the Transaction and a summary of the discharge of the Property at 295 The West Mall and a recommendation that this Honourable Court grant the relief described in the Manager's Notice of Motion.

B. Terms of reference

4. Based on its review and interaction with the parties to date, nothing has come to the Manager's attention that would cause it to question the reasonableness of the information presented herein. However, the Manager has not audited, or otherwise attempted to independently verify, the accuracy or completeness of any financial information of the Schedule B Companies or of the companies that own the Schedule C Properties (collectively, the "**Companies**"). The Manager therefore expresses no opinion or other form of assurance in respect of any of the Companies' financial information that may be in this Report.

C. Confidentiality

5. In the Manager's judgment, disclosure of some of the documents appended to this Report would negatively impact the Manager's ability to carry out its mandate by, among other things, interfering with the integrity of any subsequent sales process in respect of the Weston Property if the Transaction is not completed. In particular, and without limiting the generality of the foregoing, it is the Manager's judgment that it would impair the Manager's ability to maximize realization of the Weston Property were any information to be made public concerning any discussions of sale process or value of the Weston Property among the Manager, the parties or any of their advisers and/or any possible bidders for the Weston Property or any of the Properties. Accordingly, a number of appendices to this Report have been identified as Confidential Appendices and will be filed in a separate confidential appendix brief (the "**Confidential Appendix Brief**"). The Manager respectfully requests an Order authorizing it to

file the Confidential Appendices under seal without serving the Confidential Appendix Brief on the Service List.

D. Background

6. The Schedule B Companies are a group of real estate development corporations incorporated as part of a series of joint ventures between Dr. Stanley Bernstein and companies that he controls (the “**Bernstein Group**”) and Norma and Ronauld Walton and entities that they control (the “**Walton Group**”). Most of the Schedule B Companies were incorporated to purchase and develop a particular Schedule B Property.

7. In the summer and fall of 2013, the relationship between the Walton Group and the Bernstein Group broke down amid allegations that the Walton Group had, among other things, placed mortgages on jointly-held properties without the Bernstein Group’s consent and failed to provide reporting required by the agreements that govern the joint venture. The dispute between the Walton Group and Bernstein Group is described in more detail in the Endorsement of Justice Newbould dated November 5, 2013, which is attached as **Appendix “1”**.

8. Pursuant to the Order of Justice Newbould dated November 5, 2013 (the “**November 5 Order**”), which is attached as **Appendix “2”**, the Manager was appointed to provide independent management of the Schedule B Companies and the Schedule B Properties for the benefit of all stakeholders.

9. The Manager’s mandate was further expanded to include certain other real estate properties owned by the Walton Group, being the Schedule C Properties, pursuant to the Reasons of Justice Brown dated August 12, 2014, which are attached as **Appendix “3”**, and the Judgment and Order of Justice Brown dated August 12, 2014, which is attached as **Appendix “4”**.

II. THE TRANSACTION

A. Interested Parties

10. The Weston Property is owned by one of the Schedule B Companies, Weston Lands Ltd. (“**Weston Lands**”).

11. A mortgage in the amount of \$4,000,000.00 (the “**Mortgage**”) in favour of Gino Zuccaro, Claudia Forgas, Silvano Venuto and Silvano & Celestina Investments Ltd. (collectively, the “**Mortgagee**”) is registered on title to the Weston Property. The Manager has asked its counsel, Goodmans LLP, to conduct a security review of the Mortgage and has been advised that the Mortgage is properly registered.

12. Laser Heating & Air Conditions Inc. (“**Laser Heating**”) has registered two construction liens against the Weston Property in the total amount of \$8,825.00 (\$4,578.00 + \$4,257.00).

B. The Marketing Process

13. The Manager retained CBRE Limited (“**CBRE**”) to market the Weston Property.

14. The marketing process for the Weston Property commenced March 13, 2014, when CBRE sent a hard copy of the property brochure, along with the confidentiality agreement and personalized letter to a select group of qualified purchasers. CBRE thereafter emailed the property brochure and confidentiality agreement on July 30, August 12, August 25 and September 12, 2014 to over 900 potential purchasers. The Weston Property was listed on the Toronto Real Estate Board, MLS number: W2844327. It was also featured on the CBRE website at www.cbre.ca/mclsg, on its twitter account, @cbreLSG, and LinkedIn account, Land Services Group. The property brochure was sent out electronically on a monthly basis to CBRE’s Toronto North, West and Downtown offices as well as a list of outside brokers.

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15. As a result of the marketing program, 17 inquiries were made for additional information of the Weston Property.

16. Within 45 days of listing the Weston Property, the Manager entered into an Agreement of Purchase and Sale with Fieldgate Developments (“**Fieldgate**”). However, this agreement was terminated when Fieldgate failed to waive its due diligence condition. The Manager continued to market the Weston Property and ultimately entered into a second Agreement of Purchase and Sale with Canderel. This agreement was also terminated during the due diligence stage when Canderel requested a substantial price adjustment.

17. Throughout the marketing process for the Weston Property, the Purchaser maintained an interest in the property. After termination of the Canderel agreement, the Purchaser submitted an offer acceptable to the Manager. The Manager and the Purchaser proceeded to enter into the Weston Agreement.

18. A more detailed description of the marketing process is set out in in CBRE’s marketing report (the “**CBRE Report**”), which is attached as Confidential **Appendix “B”**. CBRE recommends proceeding with the Transaction.

C. Timing of the Transaction

19. The Transaction is scheduled to close on January 15, 2015.

D. Stakeholder Approval

20. The Weston Agreement has been provided to the Mortgagee and the Mortgagee has consented to the Transaction. The Applicants have also been advised of the Transaction.

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E. Proposed Distribution of Sale Proceeds

21. The Manager has recommended an allocation of proceeds between the Properties, which allocation is the subject of a motion returnable February 4, 2015. The Manager has recommended that total fees and funding of \$271,150.00 up until November 30, 2014 be allocated to the Weston Property.² If this allocation is accepted then the proceeds of the Transaction will not be sufficient to pay the Manager and the Mortgagee in full. Accordingly, the Manager proposes holding back an amount sufficient to satisfy its proposed funding allocation pending approval of that allocation.

22. As noted above, there are two construction liens registered against the Weston Property by Laser Heating. The Manager recommends that it hold back the two construction liens in the amount of \$8,835.00 and 25 percent for costs pending resolution of issues relating to the quantum, validity and priority of the lien (if valid).

23. The Manager recommends that sale proceeds, net of closing costs and the hold back amounts described above, be paid to the Mortgagee in respect of the Mortgage.

F. Conclusion and Recommendations – The Weston Property

24. As set out above, the Transaction is the result of a transparent and competitive marketing process. Accordingly, for the reasons set out in the above report, the Manager respectfully recommends that this Honourable Court grant the relief sought in the Manager's notice of motion.

² The Manager proposes holding back a further \$49,000.00 in respect of funding and fee allocation after November 30, 2014. This amount reflects approximately \$8,000 for operational funding from December 1, 2014 through to January 9, 2015, approximately \$5,000 for one month for insurance extension, approximately \$6,000 utility costs and approximately \$10,000 per month for fee allocation.

III. DISCHARGE FROM 295 THE WEST MALL

25. The West Mall Property was among the first Properties listed for sale by the Manager. The Manager retained CBRE to market the West Mall Property and the West Mall Property has been listed for sale since January 2013.

26. The Manager's efforts resulted in an Agreement of Purchase and Sale dated November 14, 2014 (the "**West Mall Agreement**") between West Mall Properties Corp. (the "**West Mall Purchaser**") and the Manager in respect of the West Mall Property. A copy of the West Mall Agreement is attached as Confidential **Appendix "C"**. The West Mall Agreement was unconditional but for court approval and the Manager obtaining a Vesting Order. The transaction contemplated by the West Mall Agreement was originally scheduled to close December 15, 2014 but the West Mall Purchaser requested, and was granted, an extension to December 22, 2014. However, the West Mall Purchaser repudiated the West Mall Agreement by failing to close on the agreed-upon date.

27. Without prejudice to its rights under the West Mall Agreement, the Manager entered into discussions with the West Mall Purchaser and other stakeholders to explore the possibility of reinstating the West Mall Agreement. These discussions did not result in an acceptable agreement.

28. Pursuant to the terms of the West Mall Agreement, the West Mall Purchaser forfeited the \$100,000 deposit paid to secure performance of the West Mall Agreement. The Manager recommends that its counsel, Goodmans LLP, be authorized and directed to release the deposit to the Manager for deposit into the account of the Company that owns the West Mall Property.

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29. A significant tenant of the West Mall Property recently terminated its lease and relocated. As a result, the West Mall Property no longer generates enough revenue to pay expenses associated with the operation of the Property. Pursuant to the Order of Justice Newbould dated January 20, 2013, the Manager's Charge and the Manager's Borrowing Charge (each as defined in the November 5 Order) rank behind mortgages registered against the West Mall Property. It is not certain that the sale of the West Mall Property will generate sufficient proceeds to pay mortgages registered against the Property or amounts to pay the Manager's Charge of the Manager's Borrowing Charge. Accordingly, there is no funding available for the Manager's continued management, preservation and marketing of the West Mall Property.

30. Based on the foregoing, the Manager respectfully recommends that it be discharged from any further responsibility for the management, preservation and marketing of the West Mall Property.

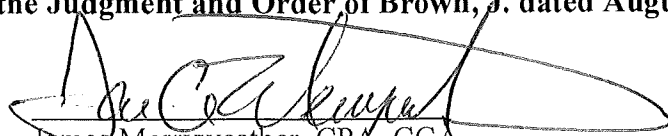
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All of which is respectfully submitted this 12th day of January, 2015.

SCHONFELD INC.

**In its capacity as Manager pursuant to the Order of Newbould, J. dated November 5, 2013
and the Judgment and Order of Brown, J. dated August 12, 2014**

Per:

A handwritten signature in black ink, appearing to read "James Merryweather", written over a horizontal line.

James Merryweather, CPA, CGA
Authorized Signing Officer

SCHEDULE "A" COMPANIES

1. Dr. Bernstein Diet Clinics Ltd.
2. 2272551 Ontario Limited
3. DBDC Investments Atlantic Ltd.
4. DBDC Investments Pape Ltd.
5. DBDC Investments Highway 7 Ltd.
6. DBDC Investments Trent Ltd.
7. DBDC Investments St. Clair Ltd.
8. DBDC Investments Tisdale Ltd.
9. DBDC Investments Leslie Ltd.
10. DBDC Investments Lesliebrook Ltd.
11. DBDC Fraser Properties Ltd.
12. DBDC Fraser Lands Ltd.
13. DBDC Queen's Corner Ltd.
14. DBDC Queen's Plate Holdings Inc.
15. DBDC Dupont Developments Ltd.
16. DBDC Red Door Developments Inc.
17. DBDC Red Door Lands Inc.
18. DBDC Global Mills Ltd.
19. DBDC Donalda Developments Ltd.
20. DBDC Salmon River Properties Ltd.
21. DBDC Cityview Lands Ltd.
22. DBDC Weston Lands Ltd.
23. DBDC Double Rose Developments Ltd.
24. DBDC Skyway Holdings Ltd.
25. DBDC West Mall Holdings Ltd.
26. DBDC Royal Gate Holdings Ltd.
27. DBDC Dewhurst Developments Ltd.
28. DBDC Eddystone Place Ltd.
29. DBDC Richmond Row Holdings Ltd.

SCHEDULE "B" COMPANIES

1. Twin Dragons Corporation
2. Bannockburn Lands Inc. / Skyline – 1185 Eglinton Avenue Inc.
3. Wynford Professional Centre Ltd.
4. Liberty Village Properties Ltd.
5. Liberty Village Lands Inc.
6. Riverdale Mansion Ltd.
7. Royal Agincourt Corp.
8. Hidden Gem Development Inc.
9. Ascalon Lands Ltd.
10. Tisdale Mews Inc.
11. Lesliebrook Holdings Ltd.
12. Lesliebrook Lands Ltd.
13. Fraser Properties Corp.
14. Fraser Lands Ltd.
15. Queen's Corner Corp.
16. Northern Dancer Lands Ltd.
17. Dupont Developments Ltd.
18. Red Door Developments Inc. and Red Door Lands Ltd.
19. Global Mills Inc.
20. Donalda Developments Ltd.
21. Salmon River Properties Ltd.
22. Cityview Industrial Ltd.
23. Weston Lands Ltd.
24. Double Rose Developments Ltd.
25. Skyway Holdings Ltd.
26. West Mall Holdings Ltd.
27. Royal Gate Holdings Ltd.
28. Royal Gate Nominee Inc.
29. Royal Gate (Land) Nominee Inc.
30. Dewhurst Development Ltd.
31. Eddystone Place Inc.

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32. Richmond Row Holdings Ltd.
33. El-Ad (1500 Don Mills) Limited
34. 165 Bathurst Inc.

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APPENDIX F

SEALED DOCUMENT

APPENDIX G

SCHEDULE A

Court File No. CV-13-10280-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE)
 JUSTICE) DAY OF , THE
) , 2015

B E T W E E N:

DBDC SPADINA LTD.
and THOSE CORPORATIONS LISTED ON SCHEDULE A HERETO

Applicants

and

NORMA WALTON, RONAULD WALTON, THE ROSE & THISTLE
GROUP LTD. and THOSE CORPORATIONS LISTED ON SCHEDULE B
HERETO

Respondents

and

THOSE CORPORATIONS LISTED ON SCHEDULE C HERETO, TO BE
BOUND BY RESULT

APPROVAL, VESTING AND DISTRIBUTION ORDER

THIS MOTION, made by Collins Barrow Toronto Limited, in its capacity as court appointed Receiver (the “Receiver”) of the assets, undertakings and properties of West Mall Holdings Ltd. (the “Debtor”), for an order (i) approving the sales transaction (the “Transaction”) contemplated by an accepted agreement of purchase and sale (the “Bridgeport APS”) between the

Receiver and Bridgeport West Mall Inc. (the “Purchaser”) dated as of September 8, 2015 attached as Exhibit “ ” to the First Report of the Receiver of West Mall Holdings Inc. dated October 2, 2015 (the “First Report”); (ii) vesting in the Purchaser, or its nominees or as the Purchaser shall direct, the Debtor’s right, title and interest in and to the Purchased Assets as such term is defined in the Bridgeport APS (the “Purchased Assets”); (iii) sealing Appendix “F” to the First Report (iv) approving the Receiver’s statement of receipts and disbursements attached as Exhibit “K ” to the First Report; (v) approving the Receiver’s activities, fees and disbursements as set out in the First Report, and (vi) approving an interim distribution to The West Mall Portfolio Inc., as first ranking mortgagee of the Real Property.

was heard this day at the court house, 330 University Avenue, 8th Floor, Toronto, Ontario.

ON READING the First Report and the exhibits attached thereto, the Affidavit of Daniel Weisz sworn _____, 2015 (the “Weisz Fee Affidavit”) and the Affidavit of Michael Cass sworn _____, 2015 (the “Cass Fee Affidavit”) and on hearing the submissions of the lawyer for the Receiver, the Purchaser, and The West Mall Portfolio Inc. _____ (or no other person appearing for any other party although properly served as appears from the affidavit of service filed herein),

Service

1. **THIS COURT ORDERS** that the time for service of the Receiver’s notice of motion and the motion record dated _____, 2015 is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

Approval and Vesting

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

3. **THIS COURT ORDERS AND DECLARES** that upon delivery of a Receiver's Certificate to the Purchaser substantially in the form attached as Schedule "A" hereto (the "Receiver's Certificate"), all the Debtor's right, title and interest in and to the Purchased Assets described in the Bridgeport APS and listed in Schedule "B" hereto shall vest absolutely in the Purchaser or in whomever it may direct or nominate, free and clear of and from any and all security interests (whether contractual, statutory or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory or otherwise), liens, executions, levies, charges or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed, and whether secured, unsecured or otherwise, and all agreements of purchase and sale, reservation contracts and leases (collectively the "Claims") including, without limiting the generality of the foregoing:

- (a) any encumbrances or charges created by the Receivership Order herein of the Honourable Mr. Justice Newbould dated February 3, 2015 (the "Receivership Order") and the order of the Honourable Mr. Justice Newbould dated November 5, 2013 appointing Schonfeld Inc. as Manager;

- (b) all charges, security interests, agreements, leases or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario), the *Land Titles Act* (Ontario), or any other personal or real property registry system;
- (c) those claims listed on Schedule “C” hereto (all of which are collectively referred to as the “Encumbrances”) which term shall not include the assumed encumbrances listed on Schedule “D” hereto;
- (d) any other claims against the Debtor registered or otherwise existing, potential or contingent arising out of circumstances prior to the registration of this order (the “Additional Encumbrances”) and for greater certainty, this Court orders that all of the Encumbrances and Additional Encumbrances relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

4. **THIS COURT ORDERS** that upon registration in the Toronto Land Registry Office (No. 66) of an application for vesting order in the form prescribed by the *Land Titles Act* and/or the *Land Registration Reform Act*, the land registrar is hereby directed to enter the Purchaser, and/or whomever it may nominate or direct as the owner(s) of the subject real property identified in Schedule “B” hereto (the “Real Property”) in fee simple and is hereby directed to delete and expunge from title to the Real Property all of the claims listed in Schedule “C” hereto.

5. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Receiver’s Certificate all Claims, Encumbrances and Additional Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets

immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

6. **THIS COURT ORDERS AND DECLARES** that all current and former tenants of the Real Property shall not be entitled to withhold rental payments, set off any claim with respect to overpayment of rent (including, without limitation, overpayment of additional rent), or claim remedies as against the Purchaser with respect to any sums that may be owing to them pursuant to their respective leases, if any, for the period prior to the closing date of the Transaction (collectively, the “Tenant Claims”), and that the Tenant Claims shall be included as Claims subject to the provisions of paragraph 5 of the within Approval and Vesting Order.

7. **THIS COURT ORDERS** that the Receiver shall within a reasonable time after the closing of the Transaction complete the Tenant Reconciliations, as defined in the Bridgeport APS.

8. **THIS COURT ORDERS** that upon completion of the Tenant Reconciliations, the Receiver shall notify the said tenants listed therein as well as any former tenants of the Real Property who were not in occupation of their leased premises as of the closing date of the Transaction of any overpayment made by them (collectively the “Tenant Overpayments”).

9. **THIS COURT ORDERS** that the Receiver and any party that may have an interest in the resolution and determination of the amounts and/or priorities of the Tenant Overpayments including, but not limited to, lenders having security over the Purchased Assets, all those with Tenant Claims, the Applicants herein, and those tenants who have received notice pursuant to the said paragraph 8, may apply to This Honourable Court for such orders and directions with respect to same, provided that no such future order may affect paragraph 6 or the provisions of sale as set out in the within order.

10. **THIS COURT ORDERS** that DTZ Canada Inc. and Cushman & Wakefield Ltd. (the “Brokers”) shall not be permitted to claim remedies as against the Purchaser with respect to any sums that may be owing to them (collectively the “Brokers’ Claims) and that the Brokers’ Claims shall be included as Claims subject to the provisions of paragraph 5 of the within Approval, Vesting and Distribution Order.

11. **THIS COURT ORDERS** that the Brokers are entitled to apply to this Honourable Court as part of the determinations as set out in paragraph 9 of the within Approval, Vesting and Distribution Order, and that the Brokers are to receive notice from any other party who brings an application as set out in the said paragraph 9.

12. **THIS COURT ORDERS** that any and all amounts paid by the Receiver or for which the Receiver may be obligated to pay pursuant to the Tenant Obligations or the Brokers’ Claims in priority to the Secured Lenders (as defined in the First Report) shall form and be part of the Receiver’s Charge as defined in the Receivership Order including any amendments or variances of that order.

Holdback and Distribution

13. **THIS COURT ORDERS** that the Receiver is hereby authorized and directed to hold back the sum of \$1,325,000.00 (the “Receiver’s Holdback”) from the proceeds of the Transaction as described in the First Report and the Receiver shall not distribute the Receiver’s Holdback without further order of the Court, with the exception that the Receiver may apply portions of the Receiver’s Holdback in accordance with paragraph 19 of the Receivership Order.

14. **THIS COURT ORDERS** that the net proceeds received by the Receiver from the Transaction, less the Receiver's Holdback, shall be paid to The West Mall Portfolio Inc.

Variance of Receivership Order

15. **THIS COURT ORDERS** that the Receivership Order is hereby amended and varied in accordance with the provisions of Schedule "E" herein and that the Receivership Order shall be read as if the amendments in the said Schedule "E" form and are part of that order; the Receiver may submit a formal Amended Receivership Order to the Court for signing and issuance.

Sealing

16. **THIS COURT ORDERS** that the Supplemental Report of the Receiver to the First Report, including the APS and all other Appendices attached thereto, included in Appendix "F" to the First Report be and is hereby sealed until the Receiver is discharged or upon further order of the Court.

17. **THIS COURT ORDERS** and directs the Receiver to file with the court a copy of the Receiver's Certificate forthwith after delivery thereof.

18. **THIS COURT ORDERS** that, pursuant to clause 7(3)(c) of the Canada *Personal Information Protection and Electronic Documents Act*, the Receiver is authorized and permitted to disclose and transfer to the Purchaser all human resources and payroll information in the Debtor's records pertaining to the Debtor's past and current employees, including personal information of those employees listed on Schedule " " to the Bridgeport APS. The Purchaser shall maintain and protect the privacy of such information and shall be entitled to use the personal information

provided to it in a manner which is in all material respects identical to the prior use of such information by the Debtor.

19. **THIS COURT ORDERS** that notwithstanding:

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

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

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

Approval of Activities

21. **THIS COURT ORDERS** that the (i) First Report of the Receiver, (ii) the activities that the Receiver described therein, (iii) the statement of receipts and disbursements contained therein

and (iv) the fees and disbursements of the Receiver described therein and in the Weisz Fee Affidavit and the Cass Fee Affidavit be and are hereby approved.

Aid and Recognition

22. **THIS COURT** hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this order and to assist the Receiver and its agents in carrying out the terms of this order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such order and to provide such assistance to the Receiver as an officer of the court, as may be necessary and desirable to give effect to this order or to assist the Receiver and its agents in carrying out the terms of this order.

(Signature of Judge)

SCHEDULE A

Court File No. CV-13-10280-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

BETWEEN:

DBDC SPADINA LTD.,

and THOSE CORPORATIONS LISTED ON SCHEDULE "A" HERETO

Applicants

- and -

**NORMA WALTON, RONAULD WALTON, THE ROSE & THISTLE GROUP
LTD. and THOSE CORPORATIONS LISTED ON SCHEDULE "B" HERETO**

Respondents

- and -

**THOSE CORPORATIONS LISTED ON SCHEDULE "C" HERETO, TO BE
BOUND BY RESULT**

RECEIVER'S CERTIFICATE

RECITALS

- A. Pursuant to an Order herein of the Honourable Justice Newbould of the Ontario Superior Court of Justice (the "Court") dated February 3, 2015, Collins Barrow Toronto Limited was appointed as the receiver (the "Receiver") without security of all of the assets, undertakings and properties of West Mall Holdings Ltd. (the "Debtor") as described in the said Order.
- B. Pursuant to an Order of the Court dated XX, 2015 (the "Approval Order") the Court approved the accepted offer to purchase made as of September 8, 2015 (the "Bridgeport

APS”) between the Receiver and Bridgeport West Mall Inc. (the “Purchaser”) and provided for the vesting in the Purchaser or whomever it may direct or nominate of the Debtor’s right, title and interest in and to the Purchased Assets as defined in the Bridgeport APS, which vesting is to be effective with respect to the Purchased Assets upon delivery by the Receiver to the Purchaser with a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to closing as set out in section 4 of the Bridgeport APS have been satisfied or waived by the Receiver and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Receiver.

- C. Unless otherwise indicated herein, terms with initial capitals have the meaning as set out in the Bridgeport APS and the Approval Order.

The Receiver certifies the following:

1. The Purchaser or its nominee has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the Bridgeport APS.
2. The conditions to Closing as set out in section 4 of the Bridgeport APS have been satisfied or waived by the Receiver and the Purchaser.
3. The Transaction has been completed to the satisfaction of the Receiver.
4. The Certificate was delivered by the Receiver at _____ (time) on _____ (date).

In its capacity as Court appointed
Receiver of West Mall Holdings Ltd.
and not in its personal capacity

Per: Daniel Weisz, CPA, CA, CIRP
Title: Senior Vice-President

DRAFT

TREZ CAPITAL LIMITED PARTNERSHIP ET AL
Applicants

-and-

WEST MALL HOLDINGS LTD.
Respondents
Court File No. CV-14-10493-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDING COMMENCED AT TORONTO

RECEIVER'S CERTIFICATE

STEINBERG TITLE HOPE & ISRAEL LLP

Barristers & Solicitors
5255 Yonge Street, Suite 1100
Toronto, ON M2N 6P4

David A. Brooker (35787W)

Tel: 416-225-2777

Fax: 416-225-7112

Lawyers for Collins Barrow Toronto Limited,
court appointed receiver for West Mall Holdings Ltd.

RCP-E 4C (July 1, 2007)

SCHEDULE "B" – PURCHASED ASSETS

REAL PROPERTY

PT LT 11, CON 5 COLONEL SMITH'S TRACT, PART 1, 2, 3 & 4, 64R6995; ETOBICOKE,
CITY OF TORONTO
PIN 07566 – 0041 (LT)

CHATTELS

Office/tools and cleaning equipment:

4 Dell computers, 2 surveillance DVRs, 3 monitors, 1 multifunctional laser printer, 2 Motorola walkie talkies

1 small refrigerator + 1 microwave oven

3x6ft ladders, 2x10ft ladders, 1x12ft ladder

3 dollies, 2 shopping carts, 1 tool cart

2 vacuum cleaners, 1 portable pressure washer

Garden hoses: 1x50ft, 3x25ft

Various tools, wrenches, screwdrivers, brooms, shovels, snow shovel

Schedule "C"
Claims to be deleted and expunged from title to the Property

1. Instrument No. EB206290 registered on October 20, 1958 is an Agreement between Islington Park Limited and Town Planning Consultants Limited for the provision of planning and development services to the owner of the property for the development of the property.
2. Instrument No. TB759554 registered on May 29, 1991 is a Notice of Lease of Chattels registered by The Consumers' Gas Company Ltd.
3. Instrument No. AT602844 registered on September 13, 2004 is a Notice of Lease registered by Al Pace as tenant.
4. Instrument No. AT3258026 registered on March 19, 2013 is a transfer of the property from 295 The West Mall Portfolio Inc. to West Mall Holdings Ltd., the current registered owner of the property.
5. Instrument No. AT3258027 registered on March 19, 2013 is a Vendor take back mortgage from West Mall Holdings Ltd. to and in favour of 295 The West Mall Portfolio Inc. for \$9,687,500.
6. Instrument No. AT3258028 registered on March 19, 2013 is a Notice of Assignment of Rents from West Mall Holdings Ltd. to and in favour of 295 The West Mall Portfolio Inc.
7. Instrument No. AT3258029 registered on March 19, 2013 is a Charge given by West Mall Holdings Ltd. to and in favour of Computershare Trust Company of Canada in the principal amount of \$1,937,500.
8. Instrument No. AT3258030 registered on March 19, 2013 is a Notice of Assignment of Rents from West Mall Holdings Ltd. to Computershare Trust Company of Canada.
9. Instrument No. AT3806578 registered on February 9, 2015 is a Court Order by the Ontario Superior Court of Justice appointing Collins Barrow Toronto Limited as receiver for West Mall Holdings Ltd.

Schedule "D"**Permitted Encumbrances, Easements and Restrictive Covenants related to the Property**

1. Instrument No. EB198502 registered on May 21, 1958, being an Agreement with The Corporation of the Township of Etobicoke.
2. Instrument No. EB488822 registered on January 11, 1978 being an Agreement with The Borough of Etobicoke.
3. Instrument No. EB488842 registered on January 12, 1978 being an Agreement with The Borough of Etobicoke.
4. Instrument No. 64R6995 registered on July 10, 1978 being a Plan Reference.
5. Instrument No. E317117 registered on March 27, 2000 being a Notice from Her Majesty the Queen in Right of the Department of Transport Canada with respect to Pearson Airport Zoning Regulation.
6. Instrument No. AT1090347 registered on March 20, 2006 being a Notice by Her Majesty the Queen in Right of Canada as Represented by the Minister of Transport with respect to Pearson Airport Zoning Regulation.
7. Instrument No. E264872 registered on July 28, 1999 is a Notice of Lease registered by Clearnet PCS Inc.

Schedule "E"

17. **THIS COURT ORDERS** that the Receiver and counsel to the Receiver shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, and that the Receiver and counsel to the Receiver shall be entitled to and are hereby granted a charge (the "Receiver's Charge") on the Property, as security for such fees and disbursements, both before and after the making of this Order in respect of these proceedings, and that from the date of its appointment hereunder until May 6, 2015, the Receiver's Charge shall form a second charge on the Property subsequent in priority to the mortgage of 295 The West Mall Portfolio Inc. registered as instrument number AT3258026 (the "First Mortgage") and in priority to all other security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subject to sections 14.06(7), 81.4(4), and 81.6(2) of the BIA. From and after May 6, 2015, the Receiver's Charge shall form a first charge on the Property respecting the reasonable fees and disbursements of the Receiver and its counsel incurred or arising on or after May 6, 2015.

20. **THIS COURT ORDERS** that the Receiver be at liberty and it is hereby empowered to borrow by way of a revolving credit or otherwise, such monies from time to time as it may consider necessary or desirable, provided that the outstanding principal amount does not exceed \$500,000.00 (or such greater amount as this Court may by further Order authorize) at any time, at such rate or rates of interest as it deems advisable for such period or periods of time as it may arrange, for the purpose of funding the exercise of the powers and duties conferred upon the Receiver by this Order, including interim expenditures. The whole of the Property shall be and is hereby charged by way of a fixed and specific charge (the "**Receiver's Borrowings Charge**") as security for the payment of the monies borrowed, together with interest and charges thereon, in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subordinate in priority to the Receiver's Charge and the charges as set out in sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

DBDC SPADINA LTD. et al.
Applicants

-and-

NORMA WALTON et al.

Respondents

Court File No. CV-13-10280-00CL

ONTARIO

**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT
TORONTO

APPROVAL AND VESTING ORDER

STEINBERG TITLE HOPE & ISRAEL LLP

Barristers & Solicitors

5255 Yonge Street, Suite 1100

Toronto, Ontario

M2N 6P4

David A. Brooker (35787W)

Tel: 416-225-2777

Fax: 416-225-7112

Lawyers for Collins Barrow Toronto Limited,
court appointed receiver for West Mall Holdings Ltd.

RCP-E 4C (July 1, 2007)

APPENDIX H

ETOBICOKE 206290

DOMINION OF CANADA
PROVINCE OF ONTARIO

OF

IN THE MATTER OF Part of Lot 11,
Concession 5 Col. Smith's Tract
in the Township of Etobicoke

TO WIT:

I, Eugenio G. Faludi, of the City of Toronto, in the
County of York, professional engineer.

DO SOLEMNLY DECLARE THAT

1. I am president of Town Planning Consultants Limited,
one of the parties to the instrument, attached hereto, made
between Islington Park Limited of the one part; and Town
Planning Consultants Limited of the other part, and as such
have knowledge of the facts herein declared.

2. The instrument attached hereto affects lands situate
in the Registry Division of the east and west riding of the
County of York in the Township of Etobicoke and which lands
may be more particularly described as follows:

ALL AND SINGULAR that certain parcel or tract of
land and premises, situate, lying and being in the
Township of Etobicoke, in the County of York,
within the Province of Ontario, containing by
admeasurement 34.782 acres, to be the same more
or less and being composed of that part of the
east half of Lot 11 in Concession 5 of Col. Smith's
Tract in the said Township that is more particularly
described as follows:

Premising that the southerly limit of Bloor Street,
being the road between Col. Smith's Tract and
Concession 1, Northern Division, has an astronomic
bearing of North seventy-two degrees and three
minutes east (N72°03'E) and relating all bearings
herein thereto.

Commencing at the North-West angle of the east half
of said Lot 11.

Thence South seventeen degrees and twenty-six minutes
east (S17°26'E) a distance of twenty-six Hundred and
Thirty two feet, six inches (2632'6") to a monument.

Thence North six degrees fifty-three minutes and
twenty seconds east (N 6°53'20"E) a distance of
ninety seven feet and six inches (97'6") to a monument.

Thence North thirteen degrees, thirty-four minutes
and ten seconds east (N13°34'10"E) a distance of
thirteen hundred and ninety nine feet, four and three
quarter inches (1399'4.3/4") to a monument.

-2-

Thence on a curve to the left of radius 11,309'2" a distance of three hundred and ninety one-feet, five and three-quarter inches (391'5.3/4") having a chord equivalent of three hundred and ninety-one feet, five and one half inches (391'5 1/2") on a bearing of North fourteen degrees, thirty three minutes and forty seconds west (N 14° 33'40"W) to a monument.

Thence on a curve to the left of radius 11,309'2" a distance of one hundred, thirty two feet and six and one quarter inches (132'6.1/4") on a bearing of north fifteen degrees, fifty-three minutes and nineteen seconds West (N15°53'19"W) to a monument.

Thence South Seventy-two degrees and one minute West (S72°01'W) a distance of ninety-six feet and four inches (96'4") to a point.

Thence South Seventy-nine degrees and forty minutes West (S79°40'W) a distance of Three Hundred, Fifty-three feet and two inches (353'2") to a point.

Thence North seventeen degrees and fifty-seven minutes west (N 17°57'W) a distance of ten feet (10') to a point in the southerly limit of Bloor Street.

Thence South Seventy-two degrees and three minutes east (S72° 03'E) a distance of two hundred and seventy two feet and six inches, to be more or less (272'6") to a point of commencement.

AND I make this solemn Declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath, and by virtue of "The Canada Evidence Act."

DECLARED before me at the
of ^{city} Toronto
in the county
of York
this 20th day of October
A.D. 1958

E. G. [Signature]

A Commissioner, etc.

R. S. Romanich

Project 593A.

ETOBICOKE 206290

Page 1.

THIS AGREEMENT made as of the 4th day of October
in the year One Thousand Nine Hundred and Fifty-seven

BETWEEN:

ISLINGTON PARK LIMITED
c/o Mr. W. Gordon, Q.C.,
Suite 410, 347 Bay St.,
Toronto, Ontario

hereinafter called "The Client"

AND

TOWN PLANNING CONSULTANTS LIMITED
614 Church Street, in the City of Toronto,

hereinafter called "The Consultant"

WITNESSETH THAT WHEREAS the Client has requested the
Consultant to undertake certain professional services for the
property described as:

Part of Lot 11, Con. 5, O.S.T.,
Township of Etobicoke.

Area: 34.782 acres.

NOW THEREFORE the Client and the Consultant for the
consideration hereinafter named agree as follows:

The Consultant agrees to undertake and carry out the follow-
ing professional services, and the Client agrees to pay the
Consultant's fees referred to herein:

1. ASSISTANCE TO CLIENT'S SURVEYOR.
2. PLANNING AND CONSULTING, including the preparation of an
application for the rezoning of the subject lands.
3. ENGINEERING.

STANDARD AGREEMENT

Page 2

Page 2.

1. ASSISTANCE TO CLIENT'S SURVEYOR

When requested by the Client, to provide the Client's Surveyor with all Planning data necessary for the preparation of the following:

- (a) the staking out of lots,
- (b) linen documents for registration.

The Client agrees to pay all Surveyor's fees directly and to provide the Consultant with all surveying data necessary for the preparation of the plans referred to herein.

2. PLANNING AND CONSULTING

- (a) the preparation of a tentative plan of subdivision in the scale of 100'-1" and 400'-1",
- (b) the preparation of a revised draft plan of subdivision in the scale of 100'-1" for submission to the Ontario Department of Planning and Development and the Planning Board of the Township of Etobicoke,
- (c) advice to the Client and his legal adviser in matters pertinent to the development of the property in accordance with the plan prepared by the Consultant.
- (d) the preparation and submission of an application to the Municipality for the amendment to Zoning By-law to permit all or part of the subject lands to be developed for non-residential and for Multiple-family residential uses.
- (e) representation of the Client before the Municipality in matters pertaining to the development of the property and the proposed rezoning.

For the services herein referred to in Section 2(a)-(e), the Client agrees to pay the Consultant the sum of \$1,020.00 (One Thousand and Twenty Dollars), payable as follows:

\$400.00 (Four Hundred Dollars) on signing of this Agreement.

\$300.00 (Three Hundred Dollars) on the completion of the Draft Plan referred to in Section 2(b) hereof, and the completion of the application referred to in Section 2(d) hereof.

The balance to be payable on completion of the Plan for total or partial registration.

The Consultant shall, under no circumstances, be held responsible for any delay in performance of its obligations under this agreement which may be reasonably considered as beyond its control, and specifically shall not be responsible for delay in obtaining approval of plans after submission thereof to the Ontario Department of Planning and Development and the Planning Board of the appropriate departments of the Municipality.

3. ENGINEERING.

- (a) the preparation of a drainage report on the said property if required by the Municipality and requested by the Client.
- (b) the design of roads, water system, sewer system and drainage system,
- (c) the preparation of all documents required to enter into an Agreement with the Municipality for the implementation of the plan prepared by the Consultant,
- (d) the preparation of specifications for roads, water system, sewer system and drainage system for tendering to contractors,
- (e) the preparation of contracts with road, sewer and drainage contractors for the construction of the public utilities referred to in Section 3(b) hereof,
- (f) the preparation of estimates with regard to the cost of development of the said property,
- (g) supervision of construction work,
- (h) issue progress certificates for payments.

For the services herein referred to in Section 3(a) the Client agrees to pay the Consultant on a per diem basis in accordance with the Schedule of Minimum Fees of the Association of Professional Engineers of the Province of Ontario, payable on the completion of the said drainage report.

For the services herein referred to in Sections 3(b)-(h) inclusive, the Client agrees to pay the Consultant six per cent (6% of the cost of construction of the public utilities referred to in Section 3(b) at the following rate:

1.2% of the estimated cost of construction on the date when the preliminary designs are completed and submitted to the Township Engineer for his consideration.

2.4% of the estimated cost of construction on the date when the final designs are approved by the Township Engineer.

2.4% of the cost of construction shall become payable as Certificates for payments to Contractors are issued, provided that all amounts outstanding shall become payable when completion certificates are issued.

Contracts 4-18.

Page 4.

In the event that the Client requests the Consultant to perform services not specifically referred to herein, or to make alterations to final plans which have been approved by the Client, as indicated by the signature or initials of the Client or his representative on the said plan, the Client agrees to pay the Consultant an additional fee for any such services. This fee shall be computed on the basis of time spent, and shall be charged and paid for in accordance with the Schedule of Minimum Fees of the Association of Professional Engineers of the Province of Ontario.

The fees referred to herein do not include professional services of lawyers or surveyors, the direct cost of prints or reproductions of plans or reports, long distance telephone calls or telegraphs made on behalf of the Client or travelling or subsistence expenses when required to travel outside Toronto.

It is hereby expressly agreed and understood that the copyright of all plans and reports prepared by the Consultant on behalf of the Client will remain with the Consultant. The Client further agrees that the Consultant's name will appear on all publications, plans, billboards, and in all advertising or any publicity material pertinent to the said development if other professional persons such as architects, engineers or consultants are listed.

~~The Client covenants and agrees not to sell or transfer the said lands and premises or his interest therein, prior to complete performance by the Client of this Agreement, without first obtaining from the Purchaser a Covenant to carry out the terms of this Agreement or to enter into a new agreement with the Consultant upon the same terms and conditions as herein contained. The foregoing is to be at the discretion of the Consultant.~~

If the project or any part thereof is abandoned at any stage, the Client agrees to pay the Consultant the fees for the services performed to that date, in accordance with the provisions of this Agreement or on a per diem basis in accordance with the Schedule of Minimum Fees of the Association of Professional Engineers of the Province of Ontario.

Each of the parties to this Agreement hereby undertakes and agrees to observe and carry out all the provisions of this Agreement and for themselves, their successors, heirs, executors, administrators and assigns.

IN WITNESS WHEREOF the parties to these presents have executed this Agreement in duplicate the day, month and year first above written.

ISLINGTON PARK LIMITED

TOWN PLANNING CONSULTANTS LIMITED

W. Gordon
SECRETARY

E.G. Faludi
E.G. Faludi, President

FORM NO. 1 (REVISED) DEPOSIT PRICE 10c



ETOBICOKE 206290
450

IN THE MATTER of part of
Lot 11, Concession 5,
Col. Smith's Tract in the
Township of Etobicoke

NO DUPLICATE

AGREEMENT

86402 20.OCT.58

BEATON & LEAKE
372 Bay Street
Toronto, Ontario.

06290

Instrument is duly
recorded in
the Registry of
Titles of the
ETOBICOKE
190... 1958
Registrar

2 20.OCT.58

APPENDIX I



Ontario Company Searches

Electronic Corporations Index (ECI) Results

[Main Menu](#) | [Reports](#) | [Quick Tips](#)

Records Matched: 1 Results: 1 to 1 Search Type: Name Starts With... Search String: Islington Park Limited
Click on Corporation Name to Continue

	Corp. No.	Corporate Name	Inc. Date	Status	Juris.	Other
1	000075541	ISLINGTON PARK LIMITED	1954-12-29	VOLDISS	ON	

Records Matched: 1 Results: 1 to 1 Search Type: Name Starts With... Search String: Islington Park Limited



Still looking? Search the ONBIS ECI for corporate changes made since the OnCorp ECI was last updated.





Ontario Company Searches

Electronic Corporations Index (ECI) Results

[Main Menu](#) | [Reports](#) | [Quick Tips](#)

Records Matched: 1 Results: 1 to 1 Search Type: Name Starts With... Search String: Town Planning Consultants Limited
Click on Corporation Name to Continue

	Corp. No.	Corporate Name	Inc. Date	Status	Juris.	Other
1	000089650	TOWN PLANNING CONSULTANTS LIMITED	1957-09-04	VOLDISS	ON	N

Records Matched: 1 Results: 1 to 1 Search Type: Name Starts With... Search String: Town Planning Consultants Limited



Still looking? Search the ONBIS ECI for corporate changes made since the OnCorp ECI was last updated.



APPENDIX J

Canada Revenue Agency / Agence du revenu du Canada

FACSIMILE TRANSMITTAL SHEET / FEUILLE DE TRANSMISSION PAR TÉLÉCOPIEUR

Date: 2015/04/13
Total number of pages / Nombre total de pages: 3

PROTECTED / PROTÉGÉ [checked]

To / À: COLLINS BARRON TORONTO LIMITED
700 - 11 KING ST W P.O. BOX 27
TORONTO ON M5H 4C7
ATTN: BRENNIA WONG
Telephone / Téléphone: 416-480-0160
Fax / Télécopie: 416-480-2646

From / De: L. NONES
TORONTO CENTRE TAX SERVICES OFFICE
BANKRUPTCY/INSOLVENCY UNIT
1 FRONT ST W
TORONTO ON M5J 2K6
Telephone / Téléphone: 416-973-8269
Fax / Télécopie: 416-954-6411

Message: [arrow] Urgent [checked] For information / Pour information []

Ms. Wong,
Please find attached copy of Claim letter for WEST MALL HOLDINGS LTD.
L. Nones

Notice: The information contained in this fax is for the exclusive use of the addressee indicated above. All other persons handling the document are advised that they are strictly forbidden to disclose, distribute or copy any of its contents.

AVIS: Les renseignements contenus dans les présentes sont à l'usage exclusif du destinataire ci-dessus. Toute autre personne qui en prendrait connaissance est priée de noter qu'il lui est strictement interdit de les divulguer, de les distribuer ou de les copier.



Canada Revenue Agency
Agence du revenu
du Canada

196

Tax Centre
Toronto ON M5J 2X6

April 13, 2015

ATTENTION: BRENDA WONG
COLLINS BARROW TORONTO LIMITED
700 - 11 KING ST W P.O. BOX 27
COLLIN BARROW PLC
TORONTO ON M5H 4C7

Dear Madam:

Re: WEST MALL HOLDINGS LTD.

We understand that you have been appointed (Receiver or Receiver and Manager) for the above GST/HST registrant. Currently, the registrant owes us goods and services tax / harmonized sales tax (GST/HST) of \$13,010.73.

Period outstanding	GST/HST payable	Penalty & Interest	Total payable
-----	-----	-----	-----
2013 11 05	\$.00	\$13,010.73	\$13,010.73

There is no deemed trust claim however please indicate when you can pay the remaining balance of \$13,010.73, plus penalty and interest accrued to the date of payment. We draw your attention to sections 266 and 270 of the "Excise Tax Act."

This letter will also serve to notify you that as a (Receiver or Receiver and Manager) you are required to collect and remit GST/HST according to paragraph 266(2)(d) and to file any applicable returns as provided in paragraphs 266(2)(f) and (g) of the "Excise Tax Act."

If you have any questions, please contact L. Nones of the Revenue Collection Division at one of the telephone numbers provided in


.../2

Toronto Centre Tax Services Office
Bankruptcy/Insolvency Unit
1 Front St. W. Suite 100
Toronto ON M5J 2X6

Local : 416-973-8269
Fax : 416-954-6411
Web site : www.cra.gc.ca

this letter.

Yours truly,


L. Nones
Insolvency Officer

APPENDIX K

Collins Barrow Toronto Limited
 Court-Appointed Receiver of West Mall Holdings Ltd.
 Interim Statement of Receipts and Disbursements
 For the period February 3, 2015 to August 31, 2015

Receipts	
Cash on hand	\$ 225,281 <i>Note (A)</i>
Commercial Rental Revenue	905,604
HST Collected	122,137
Parking Income	46,043
Other Income	23,806 <i>Note (B)</i>
Total receipts	<u>\$ 1,322,871</u>
Disbursements	
Administration & General	\$ 6,143
Cleaning Services	38,146
Consulting Fees	6,596
HST Paid	55,406
HST Remitted	46,556
Insurance	31,147
Interest paid to First Mortgagee	165,528 <i>Note (C)</i>
Legal Fees (to July 22, 2015)	68,187
Other Repairs & Maintenance	45,039
Property Management Fees	40,517
Realty Taxes	238,922
Receiver's Fees (to July 31, 2015)	115,618
Security	30,264
Utilities	84,772
Wages & Benefits	29,436
Total disbursements	<u>\$ 1,002,277</u>
Excess of Receipts over Disbursements	<u>\$ 320,594</u>

Notes:

- (A) The cash on hand represents amounts transferred to the Receiver by Schonfeld Inc. which was the Court-appointed Manager of the property prior to the Receiver's appointment.
- (B) This includes two months gross rent paid by a tenant for early termination of its lease.
- (C) This amount represents March and April interest payable to 295 The West Mall Portfolio Inc. in respect of its mortgage loan to West Mall Holdings Ltd. No interest payments were made by the Receiver after April 2015.

*This Appendix forms part of the Receiver's report to the Court dated October 9, 2015
 and should only be read in conjunction therewith.*

APPENDIX L

Attn: Daniel Weisz
 Senior Vice President
 Collins Barrow Toronto Limited
 11 King St. W., Suite 700, Box 27
 Toronto, Ontario, Canada, M5H 4C7

3625 Dufferin Street, Suite 500
Downsview, Ontario M3K 1N4

Telephone (416) 635-7520

Fax (416) 635-9921

Issue Date: September 18, 2015

Borrower's Name: West Mall Holdings Ltd.

Property Address: 295 The West Mall, Etobicoke, Ontario, M9C 4Z4

Vendor Take Back Mortgage Loan Balance as at September 15, 2015:

Principal	\$9,687,500.00
Legal & Other property costs incurred by H&R REIT (estimate)	150,000.00
Interest at 25% - April 5, 2015 – September 15, 2015	<u>\$1,088,184.93</u>
Total	\$10,925,684.93

Sincerely,



295 The West Mall Portfolio Inc.

Jason Birken, CPA, CA
 Vice President, Finance
 P: (416) 635-7520 ext. 4881
 E: jbirken@hr-reit.com
E. & O. E.

APPENDIX M

**NOTICE AND STATEMENT OF RECEIVER
(SECTION 245(1) AND 246(1) OF THE ACT)**

In the matter of the receivership of the property of West Mall Holdings Ltd. (the “Company”)

The receiver gives notice and declares that:

1. On the 3rd day of February, 2015, the undersigned Collins Barrow Toronto Limited was appointed as receiver (the “Receiver”) in respect of all of the assets, undertakings and properties of the Company, an insolvent person that is described below:

Cash ¹	\$ 150,281
Employee advances ²	2,933
Intercompany accounts receivable ²	1,118,042
Land and buildings located at 291-295 The West Mall, Toronto ²	<u>16,171,198</u>
	<u>\$17,442,454</u>

¹ Cash held by Schonfeld Inc., the Court-appointed Manager of the Company as at the date of receivership.

² Book balance as per December 31, 2013 balance sheet.

2. The undersigned became a receiver in respect of the property described above by virtue of being appointed by the Ontario Superior Court of Justice - Commercial List.
3. The undersigned commenced the exercise of its powers in respect of that appointment on the 3rd day of February, 2015.
4. The following information relates to the receivership:

- a) Address of insolvent company: 291-295 The West Mall, Toronto, Ontario
- b) Principal line of business: owner of a seven-storey office building and adjacent one-storey commercial building located at 291-295 The West Mall, Toronto, Ontario.
- c) According to the Company’s records, the creditors who appear to hold a security interest on the property described above include:

295 The West Mall Portfolio Inc.*	\$9,687,500.00	Mortgage
Computershare Trust Company of Canada (as nominee and agent for Trez Capital Limited Partnership)*	\$2,030,385.47	Mortgage
	<u>\$11,717,885.47</u>	

*Outstanding balance at February 5, 2015 as provided by mortgagee.

The validity of the secured claims of the above creditors has yet to be confirmed.

- d) The list of other creditors of the Company and the amount owed to each creditor by the insolvent company is attached. This list has been compiled from information in the possession of the property manager retained by the Court-appointed Manager and has not been audited or verified by the Receiver.
- e) The plan of the Receiver is to sell the Company's property at 291-295 The West Mall, Toronto. The timing of such sale is uncertain.
- f) Contact person for the Receiver:
- Brenda Wong
Collins Barrow Toronto Limited
11 King Street West
Suite 700, PO Box 27
Toronto, Ontario M5H 4C7
Telephone: (647) 727-3621
Facsimile: (416) 480-2646
E-mail: bywong@collinsbarrow.com
- g) Additional information: A copy of the receivership order is posted on the Receiver's website at <http://www.collinsbarrow.com/en/cbn/west-mall-holdings-ltd>. Other pertinent public information will be posted to this website as that information becomes available.

Dated at Toronto this 12th day of February, 2015.

COLLINS BARROW TORONTO LIMITED

In its capacity as Court Appointed Receiver of West Mall Holdings Ltd. and not in its personal capacity



Per: Daniel Weisz, CPA, CA, CIRP
Senior Vice President

COLLINS BARROW TORONTO LIMITED
In the Matter of the Receivership of the Property of
WEST MALL HOLDINGS LTD.

LIST OF OTHER CREDITORS

Unsecured	
AMT Mechanical Ltd.	\$ 278.79
Cameron Landscaping Inc.	1,256.37
Cushman & Wakefield	19,453.18
Dafco Filtration Group Corporation	769.53
Delta Controls Inc.	1,445.27
DTZ Canada Inc.	8,715.69
Edifice Services Inc.	4,909.85
Facility Services Corporation	6,165.66
Forest City Fire Protection	1,970.72
G4S Secure Solutions (Canada) Ltd	7,126.74
GDI Services (Canada) LP	16,118.76
GFL Environmental Inc.	1,358.26
Inter-Plant & Design	101.70
Jordache Construction Group Ltd.	32,600.50
Laser Electric	834.88
Magical Pest Control Inc.	1,112.76
Maple Printing	170.07
Pre-System Technical Services Inc.	163.85
Purolator Inc.	12.42
Real Star Security Services Inc.	163.85
Right & Square Construction Ltd.	785.35
Rochester Midland Ltd	226.00
Service Master of York	221.48
ThyssenKrupp Elevator (Canada) Ltd	2,010.68
Trane Canada ULC	369.13
Verticore Communications	102.83
Total	\$ 108,444.32

Supplementary Mailing List

Robins Appleby LLP
 Goodmans LLP
 Lenczner Slaght Griffin LLP
 Norma Walton
 Cohen, Sabsay LLP
 Minden Gross LLP

Canada Revenue Agency
 Department of Justice
 Ontario Ministry of Finance
 Office of the Superintendent of Bankruptcy
 Workplace Safety & Insurance Board

APPENDIX N

Collins Barrow Toronto Limited
Collins Barrow Place
11 King Street West
Suite 700, PO Box 27
Toronto, Ontario
M5H 4C7 Canada

Estate No. 31-457888

T. 416.480.0160
F. 416.480.2646

www.collinsbarrow.com

**IN THE MATTER OF THE RECEIVERSHIP OF
WEST MALL HOLDINGS LTD.**

INTERIM REPORT OF RECEIVER (SUBSECTION 246(2))

INTRODUCTION

On the 3rd day of February, 2015, the undersigned Collins Barrow Toronto Limited was appointed by the Ontario Superior Court of Justice – Commercial List as receiver (the “**Receiver**”) of all of the assets, undertakings and properties of West Mall Holdings Ltd. (the “**Company**”).

STATEMENT OF RECEIPTS AND DISBURSEMENTS

Attached to this report as Schedule “A” is an Interim Statement of Receipts and Disbursements which outlines the administration of the receivership for the period from the date of the Receiver’s appointment to July 31, 2015.

STATEMENT OF UNREALIZED PROPERTY

The Receiver is pursuing the sale of the commercial rental property located at 291-295 The West Mall, Toronto, and pending a sale, the Receiver continues to manage and maintain the property.

DISTRIBUTION OF PROCEEDS REALIZED FROM PROPERTY

To date, no distributions have been made by the Receiver to either secured or unsecured creditors, other than interest that has been paid to the first mortgagee.

Dated at Toronto this 26th day of August, 2015.

COLLINS BARROW TORONTO LIMITED

In its capacity as Court Appointed Receiver of West Hall Holdings Ltd. and not in its personal capacity



Per: Daniel Weisz, CPA, CA, CIRP
Senior Vice President

Schedule "A"

IN THE MATTER OF THE RECEIVERSHIP OF
WEST MALL HOLDINGS LTD.

Interim Statement of Receipts and Disbursements
For the period February 3, 2015 to July 31, 2015

Receipts	
Cash on hand	\$ 225,281 <i>Note (A)</i>
Commercial Rental Revenue	749,004
HST Collected	102,321
Parking Income	39,318
Other Income	23,638 <i>Note (B)</i>
Total receipts	\$ <u>1,139,562</u>
Disbursements	
Administration & General	\$ 5,196
Cleaning Services	28,218
Consulting Fees	6,004
HST Paid	47,719
HST Remitted	46,556
Insurance	31,147
Interest paid to First Mortgagee	165,528 <i>Note (C)</i>
Legal Fees	54,433
Other Repairs & Maintenance	42,744
Property Management Fees	35,009
Realty Taxes	194,042
Receiver's Fees	93,825
Security	25,976
Utilities	82,689
Wages & Benefits	25,236
Total disbursements	\$ <u>884,322</u>
Excess of Receipts over Disbursements	\$ <u><u>255,240</u></u>

Notes:

- (A) The cash on hand represents amounts transferred to the Receiver by Schonfeld Inc. which was the Court-appointed Manager of the property prior to the Receiver's appointment.
- (B) This includes two months gross rent paid by a tenant for early termination of its lease.
- (C) This amount represents March and April interest payable to 295 The West Mall Portfolio Inc. in respect of its mortgage loan to West Mall Holdings Ltd. No interest payments were made by the Receiver after April 2015.

APPENDIX O

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

BETWEEN:

**DBDC SPADINA LTD.,
and THOSE CORPORATIONS LISTED ON SCHEDULE "A" HERETO**

Applicants

- and -

**NORMA WALTON, RONAULD WALTON, THE ROSE & THISTLE GROUP
LTD. and THOSE CORPORATIONS LISTED ON SCHEDULE "B" HERETO**

Respondents

- and -

**THOSE CORPORATIONS LISTED ON SCHEDULE "C" HERETO, TO BE
BOUND BY RESULT**

**AFFIDAVIT OF DANIEL WEISZ
(Sworn October 8, 2015)**

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 Collins Barrow Toronto Limited ("**CBTL**") 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.


2. Pursuant to an order of the Court dated February 3, 2015, CBTL was appointed receiver (the "Receiver"), without security, of all of the assets, undertakings and properties of West Mall Holdings Ltd.

3. Attached hereto and marked as Exhibit "A" to this my affidavit are detailed invoices (the "Invoices") issued by CBTL for fees and disbursements incurred by CBTL in the course of the receivership proceedings for the period January 12, 2015 to September 30, 2015 (the "Interim Period"). The total fees charged by CBTL during the Interim Period are \$165,036.50, plus disbursements of \$388.37, plus HST of \$21,505.23, for a total of \$186,930.10.

4. The invoices are a fair and accurate description of the services provided and the amounts charged by CBTL.

5. Attached hereto and marked as Exhibit "B" is a schedule summarizing each invoice in Exhibit "A", the total billable hours charged per invoice, the total fees charged per invoice and the average hourly rate charged per invoice.

6. I make this affidavit in support of a motion for an Order approving the Receiver's fees and disbursements and for no other or improper purpose.


SWORN BEFORE ME at the City of)
Toronto, in the Province of Ontario,)
this 8th day of October, 2015.)
Bryan Allan Yarnall, a Justice of the)
Province of Ontario, for Collins Barrow)
Toronto LLP, Chartered Accountants, and)
Collins Barrow Toronto Limited, Trustee in)
Bankruptcy, Expires August 8, 2016.)
A Commissioner, etc.)



DANIEL WEISZ

**THIS IS EXHIBIT "A" REFERRED TO IN THE
AFFIDAVIT OF DANIEL WEISZ SWORN
BEFORE ME THIS 6th DAY OF OCTOBER, 2015**



**A Commissioner, etc.,
Province of Ontario, for Collins Barrow
Toronto LLP, Chartered Accountants, and
Collins Barrow Toronto Limited, Trustee in
Bankruptcy. Expires August 8, 2016.**

Collins Barrow Toronto Limited
 Collins Barrow Place
 11 King Street West
 Suite 700, PO Box 27
 Toronto, Ontario
 M5H 4C7 Canada

 T. 416.480.0160
 F. 416.480.2646

www.collinsbarrow.com
To West Mall Holdings Ltd.
 c/o Collins Barrow Toronto Limited
 11 King Street West, Suite 700
 Toronto, ON M5H 4C7

Date April 6, 2015

Client File 300100-26545

GST/HST: 80784 1440 RT 0001

Invoice 1

No. C000036

 For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Receiver of West Mall Holdings Ltd. (the "**Debtor**") for the period to February 28, 2015.

Date	Professional	Description
1/12/2015	Bryan Tannenbaum	Telephone call from D. Michaud of Robins Appleby LLP regarding background, etc.
1/29/2015	Daniel Weisz	Review documents relating to file; review draft court order.
1/30/2015	Daniel Weisz	Discussion with B. Wong on draft court order; discussion with B. Tannenbaum and B. Wong regarding priority issue.
2/2/2015	Daniel Weisz	Review updated draft order; email to B. Tannenbaum regarding same.
2/3/2015	Daniel Weisz	Review list of matters to be covered in meeting with Schonfeld Inc. ("Schonfeld") and discussion with B. Wong on same; prepare for and attend meeting at Schonfeld's office.
2/3/2015	Daniel Weisz	Prepare for and attend meeting at Schonfeld's office to discuss the status of the property/company and matters relating thereto.
2/3/2015	Brenda Wong	Prepare list of information required; telephone call to Schonfeld to set up transition meeting; draft letters to Bank of Montreal ("BMO") to open trust account and to Canada Revenue Agency ("CRA") to notify of receivership and request new accounts; meeting with Schonfeld to discuss transition of file; emails to Briarlane Rental Property Management Inc. ("Briarlane") regarding scheduling visit to 295 The West Mall and call, and information required; emails to Krause Edwards Insurance Brokers Limited ("Krause") to inquire regarding obtaining insurance coverage; prepare write-up for web page.
2/4/2015	Daniel Weisz	Review emails; discussion with B. Wong on her discussions with Briarlane and the insurance broker; begin review of draft management agreement.
2/4/2015	Brenda Wong	Emails to Briarlane regarding management agreement, insurance coverage and scheduling call and tour; emails with HUB International Insurance Brokers ("HUB") regarding obtaining quote for insurance coverage and information required; emails with Krause regarding insurance coverage; emails to Briarlane regarding information required for insurance quote; review rent roll; review management agreement; telephone call with Briarlane regarding status of property and going forward; discussion with D. Weisz regarding next steps; telephone call and emails with J. Blanshard of Lennard Realty regarding leasing proposal.

Date	Professional	Description
2/5/2015	Brenda Wong	Review/respond to emails from HUB regarding insurance; discussion with Briarlane regarding accounting set up and HST account number, etc.; finalize letters to CRA; email to BMO regarding set-up of trust account and send details to Briarlane; attend at 295 West Mall to tour the building and meet with Briarlane regarding issues; return telephone call from H&R REIT ("H&R"); email to Briarlane to request monthly financials.
2/5/2015	Daniel Weisz	Complete review of draft management agreement; prepare for and attend meeting at the property with representatives of Briarlane and B. Wong; telephone call with J. Birken of H&R and B. Wong regarding the status of the receivership.
2/6/2015	Brenda Wong	Review operating statement ("P&L") and email to Briarlane with questions on monthly P&L; emails to lenders to request current mortgage balance; review A/P list and email to Briarlane regarding question on critical payments made by Manager; reviewing management agreement; email to HUB regarding clause in management agreement with respect to insurance; telephone call with B. McDonald of CCI Group regarding providing quote for update of building condition assessment ("BCA").
2/6/2015	Daniel Weisz	Discussion with B. Wong on \$100,000 amount in question; review 2012 building condition assessment; discussion with B. Wong regarding draft management agreement; prepare for discussion with lender; telephone call with G. Coscia of Trez Capital Corporation ("Trez").
2/9/2015	Brenda Wong	Email to Briarlane regarding property taxes and outstanding information request; respond to email from CCI Group regarding Rose & Thistle invoice; make additional changes to Briarlane management agreement; email to D. Brooker regarding registering Receiver's interest on title and obtain property search; prepare notice and report pursuant to Sections 245 and 246 of the Bankruptcy and Insolvency Act ("Notice") and creditors list; review PPSA report; send executed proposal to CCI Group; telephone call with S. Liberto of Briarlane regarding outstanding A/P.
2/9/2015	Daniel Weisz	Review changes to management agreement and discussion with B. Wong on same; review CCI Group engagement letter, amend and sign; review email regarding possible rental of unit.
2/10/2015	Brenda Wong	Finalize management agreement and send to Briarlane; emails to Briarlane regarding applying for vacancy rebate and cash to be transferred to receivership; review balance sheet and update the Notice; review employment contract for employee and email to Briarlane with questions on same; review emails from Briarlane regarding insurance certificates; emails to set up CCI Group site visit.
2/10/2015	Daniel Weisz	Review and sign management agreement; review employment contract for building operator and discussion with B. Wong on same.
2/11/2015	Brenda Wong	Telephone call to CRA to request new account numbers; make changes to the Notice; emails with Briarlane regarding cash balance, employee payroll, CRA accounts, pre-approval of expenses, tenant insurance certificates; telephone call from HUB regarding insurance quote.
2/11/2015	Daniel Weisz	Review and update draft Notice and discussion with B. Wong on same; discussion with B. Wong on tenant offer received; discussion with B. Wong on status of insurance.
2/12/2015	Donna Nishimura	Mailing of Notice to creditors.

Date	Professional	Description
2/12/2015	Daniel Weisz	Review and sign the Notice.
2/12/2015	Brenda Wong	Finalize the Notice; review insurance quote from HUB; telephone call and email with G. Coscia regarding insurance quote; send information to Trez regarding quote and property; review emails from and telephone call to J. Blanshard regarding status of sales process; emails with Krause regarding insurance quote.
2/13/2015	Brenda Wong	Emails with Trez, Krause, Briarlane and Schonfeld regarding obtaining new insurance coverage or information required by broker; email to Krause to bind coverage with Aviva; review email from J. Blanshard regarding tenant lease extension and email to G. Coscia regarding sales process; review and respond to email from Krause regarding insurance quote; review rent roll; review UGI lease extension offer and email to Briarlane regarding same; emails to Briarlane regarding December 31 balance sheet, A/R and preparing budget for next few months; Telephone call with D. Weisz and G. Coscia regarding sales process; prepare confidentiality agreement ("CA").
2/13/2015	Daniel Weisz	Prepare for and attend conference call with B. Wong and G. Coscia to discuss the status of the receivership administration; review draft CA and discussion with B. Wong on same.
2/15/2015	Daniel Weisz	Review emails.
2/17/2015	Brenda Wong	Send form of CA to D. Brooker for comments; review changes and finalize; send CA to Colliers International ("Colliers"); send emails to Cushman & Wakefield ("Cushman"), Colliers, CBRE and J. Gordon to invite them to submit listing proposals; draft update email to lenders; review insurance binder and send email to Krause to request corrections; review emails from J. Gordon; telephone call from H. Lam regarding listing proposal; review/respond to emails from Briarlane on timing and payroll; telephone call from CRA regarding new registration numbers for Receiver.
2/17/2015	Daniel Weisz	Meet with B. Wong regarding realtor proposals; brief update to be provided to secured lenders; review draft update and send to secured lenders.
2/18/2015	Brenda Wong	Send CA to J. Gordon and CBRE; review Colliers signed CA and send information requested; respond to email from Trez regarding legal bill for payment; review insurance binder.
2/18/2015	Daniel Weisz	Review emails; follow-up with B. Wong on various matters; file organization.
2/19/2015	Brenda Wong	Email to J. Blanshard regarding authority to act for UGI and telephone discussion regarding broker's commission; email to Briarlane regarding insurance payment; respond to email from Colliers requesting additional information; respond to email from Briarlane requesting mortgage balances; telephone call from Facilities Management regarding current invoices; review UGI lease and discussion with D. Weisz regarding same, and email to Briarlane with respect to lease rates.
2/20/2015	Daniel Weisz	Review email from Briarlane regarding renewal of UGI lease and proposed terms and discussion with B. Wong on same; review draft email to Trez and discussion with B. Wong on same; review and reply to J. Birken of H&R regarding his enquiry with respect to March payment pursuant to the H&R mortgage; telephone call with B. Wong and G. Coscia regarding status of receivership administration.

Date	Professional	Description
2/20/2015	Brenda Wong	Follow up with Briarlane regarding budget and disbursement cheques and parking revenue; check funds in trust account; review response from Briarlane regarding UGI lease extension and answers to Colliers' questions; review property tax vacancy rebate application and emails with Briarlane regarding same; prepare email to Trez regarding UGI lease; review CBRE revised CA and send to D. Brooker for comments, and email to CBRE with respect to changes to CA.
2/23/2015	Brenda Wong	Review CA from J. Gordon; send rent roll and email to Briarlane to provide other information requested; review/respond to emails from Colliers and CBRE; review/respond to emails from S. Liberto regarding cheques for mortgage payments and property tax.
2/23/2015	Daniel Weisz	Discussion with B. Wong regarding request from Colliers for the BCA.
2/24/2015	Brenda Wong	Review/respond to emails from Colliers regarding tour, Briarlane regarding disbursement cheques and loan payments, and Trez regarding rent roll and disbursement invoice.
2/25/2015	Brenda Wong	Email to D. Brooker regarding requested changes to CA; discussion with G. Coscia regarding UGI lease extension; respond to Trez email regarding H&R VTB maturing in April; follow up with CGI regarding BCA completion and reviewing reports; review Briarlane disbursement cheques.
2/25/2015	Daniel Weisz	Discussion with B. Wong on correspondence to Trez and update same; distribution of the BCA; review the BCA; sign cheques and discussion with B. Wong on same.
2/26/2015	Daniel Weisz	Review emails; telephone call with D. Michaud on status of receivership; review report on elevators; review budget prepared by Briarlane; meet with B. Wong to review forecast provided, the BCA and elevator report; discussion with B. Wong regarding CBRE position regarding CA.
2/26/2015	Brenda Wong	Emails with S. Liberto regarding disbursement cheques and payment of property taxes; review budget and telephone call to S Liberto regarding same; discuss budget and CCI Group reports with D Weisz; review email from and discussion with D. Brooker regarding CBRE CA; send email to CBRE regarding CA.
2/27/2015	Daniel Weisz	Review emails from Briarlane; review email from CCI regarding replies to questions with respect to building condition assessment and discussion with B. Wong on same.
2/27/2015	Brenda Wong	Email CCI Group with questions on report; review response and prepare summary of costs; email to Briarlane regarding issues to be addressed; emails to brokers to extend deadline; email revised CBRE CA to D. Brooker.
		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	President	0.50	\$ 525	\$ 262.50
Daniel R. Weisz, CPA, CA, CIRP	Senior Vice President	20.10	\$ 495	9,949.50
Brenda Wong, CIRP	Senior Manager	34.40	\$ 350	12,040.00
Donna Nishimura	Estate Administrator	0.75	\$ 110	82.50
Total hours and professional fees		55.75		\$ 22,334.50
HST @ 13%				2,903.49
Total payable				\$ 25,237.99

PAYMENT BY VISA ACCEPTED

VISA NUMBER _____ Expiry Date _____
 Name on Card _____ Amount _____

WIRE PAYMENT DETAILS

For CA\$ Payments: For credit to the account of Collins Barrow Toronto Limited, Account No. 65-84918, Canadian Imperial Bank of Commerce
 Branch No. 00002, Commerce Court Banking Centre, Toronto, ON M5L 1G9

PLEASE RETURN ONE COPY WITH REMITTANCE

Terms: Payment upon receipt. Interest will be charged at the rate of 12% per annum (1% per month) on overdue accounts.
 The Collins Barrow trademarks are used under license.

Collins Barrow Toronto Limited
 Collins Barrow Place
 11 King Street West
 Suite 700, PO Box 27
 Toronto, Ontario
 M5H 4C7 Canada

 T. 416.480.0160
 F. 416.480.2646

www.collinsbarrow.com
To West Mall Holdings Ltd.
 c/o Collins Barrow Toronto Limited
 11 King Street West, Suite 700
 Toronto, ON M5H 4C7

Date May 8, 2015

Client File 300100-26545

GST/HST: 80784 1440 RT 0001

Invoice 2

No. C000051

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Receiver of West Mall Holdings Ltd. (the "**Debtor**") for the period to March 31, 2015.

Date	Professional	Description
3/2/2015	Daniel Weisz	Discussion with B. Wong on status of interest payments; meet with B. Wong regarding summary schedule of work that may be required and review same; review draft email to lenders and discussion with B. Wong on same; prepare for and attend conference call with H&R REIT ("H&R") and Minden Gross LLP to discuss lease extension request and H&R mortgage maturity and email to Trez Capital Corporation ("Trez") in respect of same; email to G. Coscia of Trez regarding the lease extension request of United Grocers Inc. ("UGI").
3/2/2015	Donna Nishimura	Attend in person at City of Toronto Revenue Services for payment of property tax bill.
3/2/2015	Brenda Wong	Review emails from Briarlane Rental Property Management Inc. ("Briarlane") regarding elevator maintenance issues and prospective purchasers; draft cover letter to H&R regarding March interest payment; email to Enbridge to request set-up of new account; review Property Condition Assessment ("PCA") and update summary of costs for report page references; draft email to lenders on PCA report; conference call with H&R regarding UGI lease and mortgage payout; review email correspondence regarding H&R mortgage; follow up with Cushman & Wakefield ("Cushman") regarding whether it will submit a listing proposal; send confidentiality agreement ("CA") and information on property.
3/3/2015	Daniel Weisz	Review of CBRE listing proposal; discussion with B. Wong on status of interest payment to Trez and telephone call with D. Michaud of Robins Appleby LLP in connection with same; review Ashland Gordon proposal.
3/3/2015	Eric Corrado	Discussion with B. Wong regarding preparing a summary of listing proposals; prepare summary of listing proposals and updating same.
3/3/2015	Brenda Wong	Telephone call from J. Gordon; email from Briarlane regarding prospective purchaser; review/respond to email from A. Antioche regarding quote for repairs to automation panel; follow up with D. Weisz regarding outstanding matters; review and discussion with E. Corrado regarding summary of listing proposals.
3/4/2015	Daniel Weisz	Telephone call with G. Coscia on status of various matters; email to D. Michaud regarding funds paid to 368230 Ontario Limited and subsequent email to D. Brooker regarding same; discussion with D. Brooker and B. Wong

Date	Professional	Description
		regarding same.
3/4/2015	Brenda Wong	Follow up with Krause Edwards Insurance Brokers Limited regarding insurance policy and invoice; review invoice and send to Briarlane for payment; send online bank statement to Briarlane; email to Trez regarding March 5 interest payment.
3/5/2015	Eric Corrado	Review newly received listing proposal and add to summary; email to B. Wong regarding reviewed proposal.
3/5/2015	Brenda Wong	Review listing proposals and make changes to summary.
3/6/2015	Brenda Wong	Continue review of listing proposals and make changes to summary; telephone call to Cushman with question regarding proposal; send summary and copy to H&R and Trez; follow-up with Briarlane regarding elevator status; respond to emails from Trez regarding interest payment; review revised trial balance for December 31, 2014 and email to D. Brooker regarding reporting of shareholder loan.
3/9/2015	Daniel Weisz	Review emails; discussion with B. Wong on status of various matters.
3/10/2015	Brenda Wong	Review Briarlane revised cash flow and send email to Briarlane regarding question on expense item; emails with Briarlane regarding tax appeal and security arrangements; review and edit D. Brooker letter regarding related party loan; email to H&R to follow-up regarding UGI lease; telephone call with D. Weisz and G. Coscia to discuss listing proposals and status; send cash flow projections to lenders; emails with Briarlane regarding possible appeal of property tax assessment.
3/10/2015	Daniel Weisz	Review summary of listing proposals, amended budget received from Briarlane and email from D. Brooker regarding draft letter to Goodmans and provide comments; conference call with G. Coscia and B. Wong to discuss the status of various matters.
3/11/2015	Brenda Wong	Respond to email from CBRE regarding listing proposal; email from Briarlane regarding preparation of cheque for Receiver General; emails with Briarlane regarding security arrangements.
3/11/2015	Daniel Weisz	Review summary schedule of rent collections and discussion with B. Wong on same.
3/12/2015	Brenda Wong	Review Briarlane disbursement cheques and send email to S. Liberto with follow-up questions; respond to call from G. Coscia requesting information on the property.
3/12/2015	Daniel Weisz	Review and sign cheques and discussion with B. Wong on same.
3/13/2015	Brenda Wong	Review and approve quote for annual fire inspection; review emails from Briarlane regarding disbursement cheques; emails with Trez and Briarlane to set up site visits for March 16 and 17.
3/13/2015	Daniel Weisz	Discussion with B. Wong regarding fire alarm test; review and file emails.
3/16/2015	Daniel Weisz	Review email from D. Brooker regarding reply from Goodmans with respect to payments; discussion with B. Wong on elevators and incident at premises.
3/16/2015	Brenda Wong	Review email from D. Brooker regarding loan; follow-up with Briarlane regarding meeting with ThyssenKrupp Elevator (Canada) Limited ("ThyssenKrupp"); review/respond to emails regarding elevator tripping incident.
3/17/2015	Daniel Weisz	Telephone call with D. Brooker regarding payments made to 368230 Ontario Limited and email to G. Coscia and D. Michaud on same; telephone call with

Date	Professional	Description
		D. Michaud on status.
3/17/2015	Brenda Wong	Review/respond to emails on various matters including regarding tour of West Mall today.
3/18/2015	Daniel Weisz	Discussion with B. Wong regarding elevator incident.
3/18/2015	Brenda Wong	Review/respond to email from Briarlane regarding elevator incident; discussions with A. Epure of Briarlane and D. Weisz regarding elevator incident and maintenance issues; review/respond to emails from Briarlane regarding elevator service contract.
3/19/2015	Daniel Weisz	Telephone call with D Michaud on status of mortgages; discussion with B. Wong on status of elevator repairs.
3/19/2015	Brenda Wong	Review email from A. Epure to ThyssenKrupp; email to S. Liberto to follow-up regarding payroll question; respond to email from S. Liberto regarding property tax payment; send bank statement and request monthly reporting.
3/20/2015	Brenda Wong	Telephone call regarding prospective offer and email to D. Weisz regarding same; email to D. Brooker regarding obtaining copy of sealed documents contained in Manager's 20th report to court.
3/20/2015	Daniel Weisz	Discussion with B. Wong on her discussion with counsel to an interested party.
3/23/2015	Brenda Wong	Review and draft response to email from K. Lai of Trez; review and respond to email from D. Brooker regarding obtaining copy of sealed documents from Manager's counsel; email to H&R and Trez regarding interested party.
3/23/2015	Daniel Weisz	Discussion with B. Wong on status of enquiry received regarding the property; email received from Trez; review email from H&R regarding mortgage interest; draft email to G. Coscia; review draft reply to K. Lai regarding his enquiries and discussion with B. Wong on same.
3/24/2015	Daniel Weisz	Review emails from G. Coscia; telephone call with D. Michaud; telephone call with D. Brooker; discussion with B. Wong on email from Trez regarding possible purchaser for the property; exchange emails with D. Brooker; prepare for and attend conference call with K. Lai of Trez, D. Michaud, D. Brooker, M. Cass, B. Wong; discussion with D. Michaud regarding status of potential offer for the property.
3/24/2015	Brenda Wong	Review email from G. Coscia re building plans and email to Briarlane re same; email to S. Liberto regarding preparing forecast to end of year and interest cheques for April; email to Briarlane regarding copy of leases; discussion with D. Weisz regarding outstanding matters; respond to email from R. Kestenberg of H&R; email to a party regarding offer; telephone call from D. Michaud regarding prospective purchaser; telephone call with D. Weisz and D. Brooker regarding prospective purchaser; telephone call with Trez, Receiver and counsel to discuss offer.
3/25/2015	Daniel Weisz	Telephone call with G. Coscia on status of the receivership; discussion with B. Wong on various matters; review emails regarding interest payments to H&R; review email from D. Brooker enclosing sealed agreement of purchase and sale obtained from the Manager's counsel.

Date	Professional	Description
3/25/2015	Brenda Wong	Send link to Briarlane to upload data files; review CCI report regarding needed repairs; discussion with D. Weisz regarding status of offers, CRA claim, and H&R interest payment; email to D. Michaud regarding H&R interest payment; telephone call from CRA regarding results of audit and email to Schonfeld regarding CRA audit letter; emails and telephone call from A. Epure regarding tour/inspections for next week; review cheques forwarded by Trez; emails with G. Coscia regarding tours and CA to be signed; send CA to prospective purchaser; letters to Investors Group and UPS to request redirection of rent payments.
3/25/2015	Donna Nishimura	Prepare paperwork and deposit cheques at the bank.
3/26/2015	Brenda Wong	Telephone calls with an interested party and emails to Briarlane regarding information requested; send site plan and unit drawings to interested party; discussion with D. Weisz regarding outstanding matters.
3/26/2015	Daniel Weisz	Discussion with B. Wong regarding enquiries for information, retention of summer maintenance services.
3/27/2015	Brenda Wong	Emails with Briarlane on various matters including filing HST returns, tours next week, budget; email to J. Merryweather regarding HST returns and information made available to prospective purchasers; review letter from Edgebuilder Inc. ("Edgebuilder") and forward to D. Brooker; emails with Briarlane to follow-up on issues raised; review and sign disbursement cheques; email to BMO regarding unidentified PADs processed in March; review cash flow projections and forward to Trez.
3/27/2015	Daniel Weisz	Review lease notice from Edgebuilder Inc. and discussion with B. Wong on same; review and sign cheques; discussion with B. Wong on funds debited from bank account; review email from Briarlane regarding issues; review February reporting package and discussion with B. Wong on same.
3/28/2015	Daniel Weisz	Review and file emails.
3/30/2015	Brenda Wong	Follow up with Briarlane regarding copies of leases; email to S. Liberto regarding rent cheques to be redirected.
3/31/2015	Brenda Wong	Discussion with M. Cass regarding Edgebuilder letter; review emails from Briarlane regarding copies of leases; email to Briarlane to follow-up regarding cleaning company; draft letter to ThyssenKrupp and emails and telephone call with A. Epure regarding elevator issues.
3/31/2015	Daniel Weisz	Discussion with B. Wong regarding elevator issues.
3/31/2015	Donna Nishimura	Attend in person at City of Toronto Revenue Services for payment of property tax bill.
		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
Daniel R. Weisz, CPA, CA, CIRP	Senior Vice President	13.40	\$ 495	\$ 6,633.00
Brenda Wong, CIRP	Senior Manager	18.60	\$ 350	6,510.00
Eric J. Corrado, CPA, CA	Senior Analyst	5.70	\$ 185	1,054.50
Donna Nishimura	Estate Administrator	0.70	\$ 110	77.00
Total hours and professional fees		38.40		\$ 14,274.50
HST @ 13%				1,855.69
Total payable				\$ 16,130.19

PAYMENT BY VISA ACCEPTED

VISA NUMBER _____ Expiry Date _____
 Name on Card _____ Amount _____

WIRE PAYMENT DETAILS

For CA\$ Payments: For credit to the account of Collins Barrow Toronto Limited, Account No. 65-84918, Canadian Imperial Bank of Commerce
 Branch No. 00002, Commerce Court Banking Centre, Toronto, ON M5L 1G9

PLEASE RETURN ONE COPY WITH REMITTANCE

Terms: Payment upon receipt. Interest will be charged at the rate of 12% per annum (1% per month) on overdue accounts.
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To West Mall Holdings Ltd.
c/o Collins Barrow Toronto Limited
11 King Street West, Suite 700
Toronto, ON M5H 4C7

Collins Barrow Toronto Limited
Collins Barrow Place
11 King Street West
Suite 700, PO Box 27
Toronto, Ontario
M5H 4C7 Canada

T. 416.480.0160
F. 416.480.2646

www.collinsbarrow.com

Date May 8, 2015

Client File 300100-26545

GST/HST: 80784 1440 RT 0001

Invoice 3

No. C000052

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Receiver of West Mall Holdings Ltd. (the "**Debtor**") for the period April 1 to April 30, 2015.

Date	Professional	Description
4/1/2015	Daniel Weisz	Telephone call with G. Coscia of Trez; telephone call with D. Michaud of Robins Appleby LLP; email to J. Birken of H&R REIT ("H&R") regarding mortgage payment due April 5 th .
4/1/2015	Brenda Wong	Follow up with Briarlane Rental Property Management Inc. ("Briarlane") regarding its comments on elevator issues; finalize letter to ThyssenKrupp Elevator (Canada) Limited ("ThyssenKrupp") regarding service issues; review Edgebuilder Inc. ("Edgebuilder") lease and email to M. Cass of Steinberg, Title, Hope & Israel LLP ("STHI"); upload leases to Box.com, set up folder and email link to prospective purchaser.
4/2/2015	Daniel Weisz	Review email from J. Birken regarding position on monthly interest due; exchange emails with Trez regarding same; exchange emails with Trez regarding access to building requested; review email from Trident Elevator Company Limited ("Trident") on the elevators.
4/4/2015	Brenda Wong	Review and/or respond to emails from Briarlane regarding quotes for landscaping, core sample by prospective purchaser, tenant certificate of insurance.
4/4/2015	Daniel Weisz	Review emails.
4/6/2015	Daniel Weisz	Review emails regarding elevator repair status; email to K. Lai of Trez regarding status of mortgage interest payment; discussion with B. Wong regarding status of elevators, information to be provided by counsel; conference call with B. Wong and D. Brooker of STHI regarding the status of various matters; email to Trez regarding mortgage interest due to H&R; review email from L. Margulies of Robins Appleby and discussion with L. Margulies; telephone call with D. Brooker; discussion with B. Wong regarding correspondence with the insurer.
4/6/2015	Brenda Wong	Emails with Briarlane regarding elevator status report, ThyssenKrupp update, KJA Consultants Inc. ("KJA") elevator assessment report, copies of drawings for the property; email to M. Cass to follow up on Edgebuilder letter and to inquire regarding requirement for asbestos assessment; discussion with D. Weisz regarding status of outstanding matters; discussion with A. Epure regarding elevator status; discussions with D. Brooker regarding fall; email to

Date	Professional	Description
		Krause Edwards Insurance Brokers Limited ("Krause") regarding elevator incident; emails to Trez and H&R regarding Keg Restaurants Ltd. (the "Keg") request for a lease extension; email to Briarlane to request interest cheque for H&R.
4/7/2015	Daniel Weisz	Telephone call with D. Brooker regarding insurance and repairs and subsequent conference call with D. Brooker and B. Wong regarding same; review various emails.
4/7/2015	Brenda Wong	Follow up emails to Briarlane regarding annual sprinkler inspection, elevator update, and cleaners; emails with D. Brooker regarding elevator contractors and insurance; discussion with D. Weisz and D. Brooker regarding elevators and repairs; discussion with M. Cass regarding Keg lease and letter response to Edgebuilder; sending D. Brooker copies of emails with ThyssenKrupp and Krause.
4/8/2015	Daniel Weisz	Review email received from Trez; review draft letter to be sent to Edgebuilder and discussion with B. Wong on same; review email to Briarlane, review certificate of bonding of cleaners, review correspondence from D. Brooker.
4/8/2015	Brenda Wong	Emails with Briarlane regarding scheduling annual fire inspection; review/respond to emails regarding whether cleaners are bonded; emails and telephone discussions with Forest City Fire Protection ("Forest City"); review draft letter response to Edgebuilder and make changes; finalize and send to Edgebuilder and Briarlane; review email from Krause and draft response.
4/9/2015	Daniel Weisz	Review email from J. Birken and discussions with D. Michaud and with D. Brooker on same; discussion with M. Cass regarding information requested; discussion with D. Brooker regarding ThyssenKrupp status; email to Briarlane regarding status of ThyssenKrupp attendance at the premises; review email regarding ThyssenKrupp attendance today and respond to same; exchange emails with D. Brooker regarding H&R request of interest payment; email to J. Birken regarding interest payment; exchange emails with K. Lai regarding interest that may be refunded and discussion with D. Brooker on same; review draft letter from D. Brooker to D. Michaud and provide comments.
4/9/2015	Brenda Wong	Discussions with M. Cass regarding survey and easements and Property Condition Assessment ("PCA"); review/respond to emails from Briarlane regarding elevators; prepare cover letter to H&R; forward copy of survey and PIN to interested party; review drawings provided by Schonfeld Inc. ("Schonfeld").
4/10/2015	Daniel Weisz	Review email from K. Lai, reply thereto; email to R. Kestenberg of H&R regarding mortgage interest; telephone call with L. Margulies; review emails.
4/10/2015	Brenda Wong	Respond to email from Krause regarding status of elevators; telephone call from insurance adjuster; follow up with Briarlane regarding elevator maintenance quotes and ThyssenKrupp invoices; review emails regarding funding from Trez and email response regarding revenue not sufficient to meet higher interest payments and operating expenses; discussion with M. Cass regarding elevator issue; review/respond to email from adjuster; review insurance policies for additional insureds and email Krause to make correction in name of insured; send insurance policy to Briarlane; discussion with D. Weisz regarding sales process.

Date	Professional	Description
4/13/2015	Daniel Weisz	Review letter from Edgebuilder; review emails regarding status of elevator repair; attend conference call with D. Brooker, M. Cass and B. Wong; exchange emails with Trez regarding request for telephone call; telephone call with G. Coscia of Trez.
4/13/2015	Brenda Wong	Review letter from Edgebuilder and forward to STHI; review/respond to emails from Briarlane regarding ThyssenKrupp servicing; follow up with Briarlane regarding quotes for work to be done; review fax from CRA regarding HST liability; telephone call with STHI regarding Edgebuilder letter and response; email to Briarlane to request tenant files; respond to email from insurance representative.
4/14/2015	Brenda Wong	Review and/or respond to emails from Briarlane regarding elevator status; follow up with Forest City regarding annual inspection; telephone call/email with G. Coscia regarding projections and revenue.
4/14/2015	Daniel Weisz	Review emails.
4/15/2015	Brenda Wong	Review/respond to emails on various matters including elevator status, request information from CBRE, tenant incident reports; review estimate from Trident, quotes from Quality Allied Elevator; telephone call with D. Weisz and D. Brooker/M. Cass regarding outstanding issues; email to D. Brooker regarding prior tenant complaints.
4/15/2015	Daniel Weisz	Email to G. Coscia regarding call this afternoon; telephone call with D. Brooker regarding same; review correspondence regarding elevator maintenance with respect to status of repairs and information from possible new provider; prepare for and draft agenda for telephone call with Trez and forward draft agenda to D. Brooker; telephone discussion with M. Cass, D. Brooker and B. Wong to prepare for conference call; attend conference call with R. Perkins, G. Coscia, D. Brooker to discuss the status of the receivership; exchange emails with Trez regarding information requested and elevator report.
4/16/2015	Brenda Wong	Review/respond to emails from insurance representative regarding scheduling meeting and requested information; send PCA to interested party; emails to Briarlane regarding insurance representative; email to Briarlane regarding obtaining quotes for repairs to be addressed; send confidentiality agreement to CBRE regarding request for information; make changes to Keg lease amendment and send to Briarlane.
4/16/2015	Daniel Weisz	Discussion with D. Brooker regarding Edgebuilder; discussion with B. Wong regarding quotes for repair.
4/17/2015	Brenda Wong	Review emails from Briarlane regarding status of elevator 2 and March 2015 financials; review disbursements and sign cheques; review draft letter to Edgebuilder.
4/17/2015	Daniel Weisz	Review and sign cheques; review draft letters to Edgebuilder and Briarlane and forward comments to D. Brooker; review various emails regarding elevator status; file emails.
4/20/2015	Brenda Wong	Telephone call to Canada Revenue Agency ("CRA") to inquire regarding remittances; respond to emails from S. Liberto of Briarlane regarding HST and payroll remittances; review HST Q1 reports; review correspondence on elevators and draft response to tenant inquiry; emails with Briarlane regarding Keg lease extension and send follow-up email to lenders.

Date	Professional	Description
4/21/2015	Daniel Weisz	Discussion with J. Birken regarding interest differential to be forwarded to the Receiver; review emails regarding correspondence with Edgebuilder; meet with B. Wong regarding her attendance at the building today and to discuss status of various matters including budget for property; review of elevator maintenance contract quotes.
4/21/2015	Brenda Wong	Review elevator quotes and KJA elevator modernization report; attend at West Mall to meet with insurance representative and Briarlane; meet with D. Weisz for status update; review email from insurance representative requesting information from Briarlane; review email from Briarlane regarding elevator quotes with respect to selector chains and telephone call to KJA regarding same.
4/22/2015	Daniel Weisz	Discussion with B. Wong regarding elevators and third party consultancy report being obtained; review correspondence between Edgebuilder and D. Brooker.
4/22/2015	Brenda Wong	Telephone calls and emails with KJA and Briarlane regarding scheduling an elevator maintenance audit; update cash flow projections; review emails regarding theft claim by Edgebuilder, email from Edgebuilder counsel and response from D. Brooker.
4/23/2015	Daniel Weisz	Meet with D. Brooker and M. Cass and discuss various issues relating to the receivership; telephone call with J. Tertigas of Tert & Ross Ltd. regarding quote with respect to repairs; meet with B. Wong to discuss file status and work to be done.
4/23/2015	Brenda Wong	Follow up with H&R regarding Keg lease extension; review CRA notice; review and sign Briarlane disbursement cheques; file HST return.
4/24/2015	Brenda Wong	Review Keg rental income and email to G. Coscia regarding Keg lease extension; review letter from Edgebuilder and forward to counsel and Briarlane; review and respond to email from KJA regarding comments on elevators; make revisions to cash flow projections; review draft email to lenders and insert amounts.
4/24/2015	Daniel Weisz	Review projected cash flow; email to J. Birken regarding status of return of a portion of interest paid; meet with B. Wong to discuss projected cash flow; review notice of termination from Edgebuilder regarding its tenancy; draft email to the lenders regarding the projections; review revised projections and update email and forward same to D. Brooker and M. Cass for comments; telephone call with R. Perkins of Trez.
4/27/2015	Daniel Weisz	Review emails; discussion with D. Brooker regarding Edgebuilder; review email from H&R regarding monthly interest and forward to R. Perkins; finalize email to lenders regarding projections and send.
4/27/2015	Brenda Wong	Review/respond to emails from KJA; email to D. Brooker regarding response to Edgebuilder regarding theft; emails with Briarlane regarding Edgebuilder theft claim and to request copy of CBRE CA; review CA and send PCA report to CBRE; telephone call and email from G. Coscia regarding Keg extension request and email instruction to Briarlane.
4/28/2015	Daniel Weisz	Review fire inspection report; discussion with B. Wong on various matters including cash flow requirements; review report from KJA regarding elevators and discussion with B. Wong on same; review quotes received from Briarlane for testing of safety roof anchors and generator.

Date	Professional	Description
4/28/2015	Brenda Wong	Review Forest City annual fire inspection report; review KJA audit report and telephone discussion with E. Lam of KJA; review quotes for annual testing and maintenance regarding anchors and generator.
4/29/2015	Brenda Wong	Review quotes for annual testing/maintenance and email to Briarlane to proceed; respond to email from Briarlane regarding insurance; review draft response to Edgebuilder letter of April 22.
4/29/2015	Daniel Weisz	Discussion with D. Brooker on various matters; discussion with B. Wong regarding elevators and engagement of KJA to assist the Receiver; review invoice from STHI.
4/30/2015	Brenda Wong	Emails with Briarlane and Trez regarding Keg lease extension; send updated elevator quotes to KJA; finalize letter to Edgebuilder regarding notice of termination.
		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
Daniel R. Weisz, CPA, CA, CIRP	Senior Vice President	18.70	\$ 495	\$ 9,256.50
Brenda Wong, CIRP	Senior Manager	29.20	\$ 350	10,220.00
Total hours and professional fees		47.90		\$ 19,476.50
HST @ 13%				2,531.95
Total payable				\$ 22,008.45

PAYMENT BY VISA ACCEPTED

VISA NUMBER _____ Expiry Date _____

Name on Card _____ Amount _____

WIRE PAYMENT DETAILS

For CA\$ Payments: For credit to the account of Collins Barrow Toronto Limited, Account No. 65-84918, Canadian Imperial Bank of Commerce
 Branch No. 00002, Commerce Court Banking Centre, Toronto, ON M5L 1G9

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Collins Barrow Toronto Limited
 Collins Barrow Place
 11 King Street West
 Suite 700, PO Box 27
 Toronto, Ontario
 M5H 4C7 Canada

To West Mall Holdings Ltd.
 c/o Collins Barrow Toronto Limited
 11 King Street West, Suite 700
 Toronto, ON M5H 4C7

T. 416.480.0160
 F. 416.480.2646

www.collinsbarrow.com

Date May 28, 2015

Client File 300100-26545

GST/HST: 80784 1440 RT 0001

Invoice 4

No. C000060

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Receiver of West Mall Holdings Ltd. (the "**Debtor**") for the period May 1 to May 6, 2015.

Date	Professional	Description
5/1/2015	Daniel Weisz	Review and sign cheques; email to K. Lai of Trez Capital Corporation ("Trez") regarding funding request; discussion with B. Wong on work to be done.
5/1/2015	Brenda Wong	Review and sign disbursement cheques prepared by Briarlane Rental Property Management Inc. ("Briarlane"); telephone call from tenant to inquire regarding status of elevators; emails to Briarlane regarding elevator update and counteroffer to request for lease extension from Keg Restaurants Ltd.
5/1/2015	Donna Nishimura	Attend in person at City of Toronto Revenue Services for payment of property tax bill.
5/5/2015	Daniel Weisz	Review email from J. Birken of H&R REIT ("H&R") regarding payment of interest and email to K. Lai regarding same; reply to email from J. Birken; review email from T. Dunn of Minden Gross LLP regarding request for Receiver to lift the stay with respect to power of sale notices to be issued; emails to D. Brooker of Steinberg, Title, Hope & Israel LLP ("STHI") and Trez regarding same.
5/6/2015	Daniel Weisz	Telephone call with D. Michaud of Robins Appleby LLP regarding Trez position with respect to funding of receivership and discussion with D. Brooker on same; review email from D. Michaud regarding same; telephone call with T. Dunn regarding request to lift stay; telephone call with J. Birken regarding request for payment of mortgage interest and discussion with B. Wong on same; exchange emails regarding today's conference call; finalize email regarding STHI's accounts and discussion with B. Wong on same; prepare for and attend conference call with D. Brooker, J. Leyland, R. Kesterberg and David from H&R; discussion with T. Dunn regarding status of receivership; review and sign cheques.
5/6/2015	Brenda Wong	Conference call with H&R, Receiver and respective counsel regarding H&R intent to seek power of sale; review Briarlane disbursement cheques.
		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
Daniel R. Weisz, CPA, CA, CIRP	Senior Vice President	3.10	\$ 495	\$ 1,534.50
Brenda Wong, CIRP	Senior Manager	1.50	\$ 350	525.00
Donna Nishimura	Estate Administrator	0.10	\$ 110	11.00
Total hours and professional fees		<u>4.70</u>		\$ 2,070.50
HST @ 13%				269.17
Total payable				\$ 2,339.67

PAYMENT BY VISA ACCEPTED

VISA NUMBER _____ Expiry Date _____

Name on Card _____ Amount _____

WIRE PAYMENT DETAILS

For CA\$ Payments: For credit to the account of Collins Barrow Toronto Limited, Account No. 65-84918, Canadian Imperial Bank of Commerce
 Branch No. 00002, Commerce Court Banking Centre, Toronto, ON M5L 1G9

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Collins Barrow Toronto Limited
Collins Barrow Place
11 King Street West
Suite 700, PO Box 27
Toronto, Ontario
M5H 4C7 Canada

To West Mall Holdings Ltd.
c/o Collins Barrow Toronto Limited
11 King Street West, Suite 700
Toronto, ON M5H 4C7

T. 416.480.0160
F. 416.480.2646

www.collinsbarrow.com

Date June 8, 2015

Client File 300100-26545

GST/HST: 80784 1440 RT 0001

Invoice 5
No. C000064

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Receiver of West Mall Holdings Ltd. (the "Debtor") for the period May 7 to May 31, 2015.

Date	Professional	Description
5/7/2015	Brenda Wong	Review KJA Consultants Inc. ("KJA") report on elevator quotes and emails with D. Weisz regarding same; review emails from Briarlane Rental Property Management Inc. ("Briarlane"); review letter from Bell Mobility regarding exercise of option to extend tenancy; review original lease and lease amendment and email to Briarlane regarding option; review draft of email to lenders regarding elevator quotes; review email from A. Kung of Briarlane regarding Bell Mobility and forward to D. Weisz and D. Brooker of Steinberg, Title, Hope & Israel LLP ("STHI").
5/7/2015	Daniel Weisz	Review deficiency quote from Forest City Fire Safety and draft email to H&R REIT ("H&R") and Trez regarding same, review letter from KJA setting out its recommendations regarding elevator maintenance contract; review elevator quotes; draft email to the lenders regarding the elevators and proposed course of action; review email regarding Bell Mobility lease renewal; file emails.
5/8/2015	Daniel Weisz	Review email from J. Leyland of H&R regarding elevator questions and email to E. Lam of KJA regarding same; reply to J. Leyland; review information provided by Briarlane regarding renewal of Bell Mobility contract and email to H&R and Trez re same; review, amend and execute agreement for rectifications of deficiencies; telephone call with D. Brooker; reply to email request from J. Leyland regarding Bell Mobility lease; review email from E. Lam and email to J. Leyland at H&R regarding same; review revised exercise of renewal option from Bell Mobility; email to A. Kung regarding same.
5/11/2015	Daniel Weisz	Organization of emails from prior to May 6.
5/11/2015	Daniel Weisz	Telephone call with D. Brooker regarding ThyssenKrupp Elevator (Canada) Limited ("ThyssenKrupp") and email from KJA; telephone call with D. Brooker regarding H&R taking back the property and discharge of Receiver; file organization.
5/12/2015	Brenda Wong	Review and forward emails to D. Weisz regarding The Keg extension and ThyssenKrupp to attend at 295 The West Mall for elevator servicing.

Date	Professional	Description
5/12/2015	Daniel Weisz	Review emails regarding status of elevator repairs; telephone call with D. Brooker; review email from R. Kestenberg of H&R regarding rent roll request and email to Briarlane regarding same; conference call with representatives of H&R regarding status of the property and requests of H&R; exchange emails with R. Kestenberg regarding same; review draft email of D. Brooker to T. Dunn of Minden Gross LLP and provide comments; emails to H&R regarding proposed power wash of the garage; review emails regarding The Keg lease extension and email to H&R regarding same; review files and reply to H&R regarding its enquiry with respect to The Keg extension; telephone call with D. Brooker on status.
5/13/2015	Daniel Weisz	Check bank account balance; review projections; email to D. Brooker and further exchange of emails with D. Brooker re same; forward elevator repair update and rent roll to H&R; discussion with A. Kung regarding status of The Keg extension.
5/14/2015	Daniel Weisz	Review email from B. Kundell of H&R; respond to same and engage in further emails regarding elevators at property and engagement of Solucore Inc. ("Solucore"); review email from Solucore and reply thereto; review and sign The Keg extension agreement and email to Briarlane regarding same.
5/15/2015	Daniel Weisz	Telephone call with an interested party regarding its interest in the property; telephone call with E. Lam regarding elevators; review emails between Briarlane and Thyssenkrupp.
5/19/2015	Brenda Wong	Review email correspondence regarding elevator status between Briarlane and Thyssenkrupp; review Solucore elevator report; meeting with D. Weisz to discuss status.
5/19/2015	Daniel Weisz	Review email from an interested party; forward email to H&R and Trez; email to H&R regarding elevator contract; exchange emails with H&R regarding same; telephone call with D. Brooker regarding status; discussion with G. Coscia of Trez on an interested party; review emails from B. Kundell regarding mechanical report, repair estimates regarding garage and slabs, Solucore report on elevators; discussion with B. Wong on status; review email from R. Kestenberg and D. Brooker on same and reply to R. Kestenberg.
5/20/2015	Brenda Wong	Review email from Investors Group and email updates regarding elevator status; telephone calls with G. Coscia regarding status update, rent roll and April financials; email to Briarlane regarding removal of signage.
5/20/2015	Daniel Weisz	Review email regarding elevator status; review draft agreement with Vertical Motion regarding elevator maintenance; telephone call to D. Brooker; email to Briarlane regarding status of The Keg extension agreement; exchange emails regarding H&R request for appraisal; telephone call with D. Brooker regarding his discussion with T. Dunn and R. Kestenberg; email to R. Kestenberg regarding appraisal request.
5/21/2015	Brenda Wong	Review emails from Briarlane regarding parking and elevator status.
5/21/2015	Daniel Weisz	Review emails; email to B. Kundell regarding elevator contract; prepare for and attend telephone discussion with B. Kundell regarding elevator contract; email to D. Brooker on same; file organization; review emails regarding elevator status.
5/22/2015	Brenda Wong	Review emails regarding status of elevator repairs; telephone call with A. Kung regarding elevator maintenance; review disbursement cheques prepared by Briarlane.

Date	Professional	Description
5/22/2015	Daniel Weisz	Discussion with D. Brooker regarding comments on contract with Vertical Motion, mark up the draft and send to H&R; review emails regarding elevators; review exchange of emails between T. Dunn and D. Brooker and email to D. Brooker regarding same.
5/25/2015	Daniel Weisz	Telephone call in to Colliers regarding authority to release appraisal; review and sign cheques; telephone call with V. Gamboa of Colliers regarding release of appraisal and email to V. Gamboa regarding same; email appraisal to H&R; telephone call with D. Brooker on status.
5/25/2015	Brenda Wong	Review and sign disbursement cheques.
5/26/2015	Daniel Weisz	Review email regarding elevator issue yesterday; telephone discussion with F. DiDomenico of H&R regarding status of elevator contract and email to D. Brooker regarding same; email to D. Brooker regarding status of correspondence from T. Dunn; exchange emails with H&R regarding appraiser attending at property.
5/27/2015	Brenda Wong	Email to Briarlane regarding site visit; discussion with D. Weisz and D. Brooker regarding status; review email from D. Brooker regarding question from T. Dunn on annual reconciliation and send follow-up email to A. Kung.
5/27/2015	Daniel Weisz	Prepare for and attend conference call with D. Brooker and B. Wong regarding status of the receivership; forward emails to B. Kundell regarding proposed elevator contract and exchange emails with B. Kundell regarding same; review and update summary of activities.
5/28/2015	Brenda Wong	Review and/or respond to email correspondence regarding elevators and annual rent reconciliation; review email regarding elevator problem and discussion with A. Kung regarding elevator status; draft report to court.
5/28/2015	Daniel Weisz	Review email regarding status of elevators and email to D. Brooker regarding same; review accounts rendered by STHI; email to B. Kundell to follow up yesterday enquiry; telephone call with D. Brooker on status of the receivership; review draft email to T. Dunn and provide comments to D. Brooker on same; review email from Solucore and email to D. Brooker regarding same; email file organization.
5/29/2015	Daniel Weisz	Review emails; review offer sent by H&R; discussion with D. Brooker on status of matters including termination of elevator contract; respond to email from B. Kundell regarding elevator contract and funding; exchange emails with B. Kundell regarding elevator contract; review executed elevator contract received and execute same; telephone call with D. Bond of Vertical Motion on same; review notice of termination to Thyssenkrupp; work on report to court.
5/29/2015	Brenda Wong	Review emails regarding elevator contract and generator systems inspection; email to Briarlane regarding status of new elevator maintenance contract; work on report to court; prepare letter to ThyssenKrupp.
5/31/2015	Brenda Wong	Work on report to court.
		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.

June 8, 2015
 West Mall Holdings Ltd.
 Invoice 5
 Page 4

FEE SUMMARY

Professional	Level	Hours	Rate	Fees
Daniel R. Weisz, CPA, CA, CIRP	Senior Vice President	26.60	\$ 495	\$ 13,167.00
Brenda Wong, CIRP	Senior Manager	8.00	\$ 350	2,800.00
Total hours and professional fees		34.60		\$ 15,967.00
HST @ 13%				2,075.71
Total payable				\$ 18,042.71

PAYMENT BY VISA ACCEPTED

VISA NUMBER _____ Expiry Date _____
 Name on Card _____ Amount _____

WIRE PAYMENT DETAILS

For CA\$ Payments: For credit to the account of Collins Barrow Toronto Limited, Account No. 65-84918, Canadian Imperial Bank of Commerce
 Branch No. 00002, Commerce Court Banking Centre, Toronto, ON M5L 1G9

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To West Mall Holdings Ltd.
 c/o Collins Barrow Toronto Limited
 11 King Street West, Suite 700
 Toronto, ON M5H 4C7

Collins Barrow Toronto Limited
 Collins Barrow Place
 11 King Street West
 Suite 700, PO Box 27
 Toronto, Ontario
 M5H 4C7 Canada

T. 416.480.0160
 F. 416.480.2646

www.collinsbarrow.com

Date July 9, 2015

Client File 300100-26545

GST/HST: 80784 1440 RT 0001

Invoice 6

No. C000080

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Receiver of West Mall Holdings Ltd. (the "**Debtor**") for the period June 1 to June 30, 2015.

Date	Professional	Description
6/1/2015	Brenda Wong	Review email correspondence regarding Vertical Motion and The Keg lease extension; review Telus lease termination letter and email to Briarlane Rental Property Management Inc. ("Briarlane") regarding same; review letter from ThyssenKrupp Elevator (Canada) Limited ("ThyssenKrupp"); emails to Schonfeld Inc. and Briarlane regarding Telus termination letter.
6/1/2015	Daniel Weisz	Email to B. Kundell of H&R REIT ("H&R") regarding engagement of Vertical Motion and timing of their attendance at the premises; exchange emails with A. Kung of Briarlane; forward contract with Vertical Motion to Briarlane; forward The Keg extension agreement to H&R; review termination notice from Telus and discussion with B. Wong on same; exchange email correspondence with D. Brooker of Steinberg, Title, Hope & Israel LLP ("STHI") on same; review email from Telus regarding termination of its lease; exchange numerous emails with R. Kestenberg of H&R and D. Brooker regarding same; review letter from ThyssenKrupp refusing to accept cancellation of its contract and discussion with B. Wong on same; review files; correspondence with H&R regarding Bell Mobility lease extension; email to D. Brooker regarding status; review offer to purchase ("APS") and email to D. Brooker regarding same; work on the Receiver's report to the court.
6/2/2015	Brenda Wong	Review revisions to draft report and make additional changes; review email and quote from Briarlane regarding generator annual testing; review emails regarding prospective purchaser; review Telus lease notice requirements; conference call with D. Brooker and D. Weisz to discuss Telus, ThyssenKrupp, APS, draft report; emails to Briarlane regarding quotes for repairs and Telus notice; email to ThyssenKrupp to acknowledge receipt of letter.
6/2/2015	Daniel Weisz	Conference call with D. Brooker and B. Wong regarding receivership matters including ThyssenKrupp, Receiver request for Receiver Charge priority and non-response from H&R.
6/3/2015	Brenda Wong	Review signed confidentiality agreement ("CA") and send rent roll to prospective purchaser; review and sign Briarlane disbursement cheques.
6/3/2015	Daniel Weisz	Discussion with T. Dunn of Minden Gross LLP regarding status of receivership and discussion with D. Brooker on same.

Date	Professional	Description
6/4/2015	Brenda Wong	Telephone call and emails from D. Brooker regarding Telus and follow-up email to Briarlane; discussion with D. Weisz and D. Brooker regarding status; review email from Briarlane regarding United Grocers notice that it is not renewing its lease; review correspondence from Investors Group regarding request for leasehold allowance; telephone call with K. Hickman of Telus Legal; review draft letters to Telus and ThyssenKrupp.
6/4/2015	Daniel Weisz	Email to T. Dunn; telephone discussion with N. Uhr and R. Kestenberg regarding status; follow up email to R. Kestenberg; telephone call with D. Brooker on same; review notice from United Grocers regarding non-renewal of lease; review draft letter to Telus and discuss same with D. Brooker; review request for payment of leasehold improvement allowance from Investors Group and discussion with D. Brooker regarding same and email to H&R regarding same; review and provide comments on draft STHI letter to Thyssenkrupp and discussion with B. Wong on same.
6/5/2015	Brenda Wong	Review lease documents for Investors Group and email from Briarlane regarding credit for leasehold allowance already given; email to Briarlane regarding annual reconciliation of additional rent; review email from Briarlane regarding Investors Group rent analysis and call to S. Liberto regarding same.
6/5/2015	Daniel Weisz	Review emails regarding Bell Mobility lease; discussion with B. Wong regarding Investors Group payment request and status; review and update summary of activities; email file organization.
6/8/2015	Daniel Weisz	Review emails from H&R and discussion with D. Brooker regarding same; review email regarding status of elevators.
6/8/2015	Brenda Wong	Follow up with Briarlane regarding status of elevators; respond to email from Investors Group regarding elevators; follow up with Schonfeld Inc. regarding Manager's filing of corporate tax returns.
6/9/2015	Brenda Wong	Discussions with D. Weisz and D. Brooker regarding status; emails to Briarlane regarding status of process of obtaining quotes for repairs and responding to Investors Group regarding leasehold allowance; prepare letter to Investors Group acknowledging receipt of its letter.
6/9/2015	Daniel Weisz	Discussion with D. Brooker on status; discussion with B. Wong on Investors Group; discussion with D. Brooker and B. Wong regarding status of Receiver request of H&R for priority charge; review emails; email to D. Brooker regarding obtaining T. Dunn's availability for a court date.
6/10/2015	Daniel Weisz	Telephone call with D. Brooker regarding status of H&R position on Receiver request; review emails; discussion with B. Wong on Investors Group reconciliation status.
6/10/2015	Brenda Wong	File HST return; telephone call to Canada Revenue Agency ("CRA") to inquire as to status of outstanding corporate tax returns; review email from Briarlane regarding status of elevators; review Briarlane disbursement cheques.
6/11/2015	Brenda Wong	Review Briarlane disbursements; review emails from T. Dunn and D. Brooker regarding priority charge; review email regarding offer.
6/11/2015	Daniel Weisz	Discussion with D. Brooker regarding status; review email from T. Dunn; review draft email from D. Brooker and provide comments.
6/12/2015	Daniel Weisz	Telephone discussion with D. Brooker on status.
6/12/2015	Brenda Wong	Telephone call with S. Liberto regarding status of rent reconciliation for Investors Group.

Date	Professional	Description
6/15/2015	Daniel Weisz	Review draft APS and D. Brooker comments on same; discussion with D. Brooker on comments; review emails.
6/15/2015	Brenda Wong	Review lease abstract detail report and year end financials for tenant deposits; emails with Briarlane and M. Cass of STHI regarding tenant deposits; email to D. Brooker regarding the Debtor's HST position.
6/16/2015	Daniel Weisz	Conference call with M. Cass and B. Wong regarding matters relating to draft APS; meet with B. Wong to discuss status of elevators, quotes for repairs, response to Investors Group status, Telus, Receiver's funding requirements; review exchange of emails between T. Dunn and D. Brooker; discussion with B. Wong on projections and financial results provided by Briarlane.
6/16/2015	Brenda Wong	Telephone call with D. Weisz and M. Cass regarding Property Condition Assessment and tenant deposits; emails to Briarlane to follow up on quotes for repairs, annual rent reconciliation, Investors Group reconciliation, and cash position; review revised termination letter from Telus; telephone call from M. Cass regarding property tax vacancy rebate; respond regarding inquiry from tenant with respect to elevators and emails with A. Epure regarding status of repairs; review May 2015 financial reporting package and email to Briarlane regarding same.
6/17/2015	Daniel Weisz	Telephone call with M. Cass on status of revised APS; review revised form of the APS and forward comments to M. Cass and R. Kestenberg.
6/18/2015	Brenda Wong	Review KJA invoice; review and approve quote for generator battery replacement.
6/18/2015	Daniel Weisz	Exchange emails with M. Cass regarding the draft APS; telephone call with M. Cass regarding status.
6/19/2015	Brenda Wong	Review cash flow projections prepared by Briarlane, make revisions and send to D. Weisz to review; review and respond to emails regarding the draft APS and schedules to be assembled; review service contracts provided by Briarlane.
6/19/2015	Daniel Weisz	Review emails; discussion with M. Cass regarding his discussions with R. Kestenberg and offer received; discussion with B. Wong on status and schedules to the APS; review email from R. Kestenberg.
6/22/2015	Brenda Wong	Review email correspondence regarding offer and follow up with Briarlane/Trez regarding rent roll and copies of service contracts; review email from A. Epure regarding quote for parking garage repairs; email to A. Epure regarding status of elevator repairs.
6/22/2015	Daniel Weisz	Review and reply to email from R. Kestenberg; discussion with M. Cass on status of the APS and his discussion with R. Kestenberg; discussion with B. Wong on status and schedules to be appended the APS.
6/23/2015	Brenda Wong	Emails with Briarlane regarding tenant issues and contracts; set up data room for prospective purchaser.
6/23/2015	Daniel Weisz	Email to M. Cass regarding status of revised APS; review projections and discussion with B. Wong on same; telephone call with M. Cass; review amended APS; telephone discussions with R Kestenberg regarding status; call in to counsel for the prospective purchaser; telephone call with counsel for the prospective purchaser; telephone call with R. Kestenberg regarding same; telephone call with M. Cass on status.

Date	Professional	Description
6/24/2015	Brenda Wong	Review Briarlane disbursement cheques; updating data room and sending invites to H&R; review Investors Group lease documentation; telephone discussion with M. Hossain of Investors Group to request copy of lease and inquire as to rent breakdown; email to Briarlane regarding same .
6/24/2015	Daniel Weisz	Sign cheques; review document prior to discussion with M. Cass; discussion with M. Cass regarding comments on the updated APS; discussion with B. Wong regarding dropbox; telephone call with R. Kestenberg regarding status.
6/25/2015	Daniel Weisz	Telephone call with M. Cass regarding status of the APS; review email from Briarlane regarding accounting correction and HST effect; discussion with B. Wong regarding appendices to the APS; review updated APS and discussion with M. Cass on same, sign same; draft email to counsel for the prospective purchaser and send; discussion with B. Wong regarding quotes with respect to parking repairs.
6/25/2015	Brenda Wong	Email to Investors Group to confirm leasehold allowance taken in 2014; email and telephone call to Briarlane to request updated rent roll; review email from Briarlane regarding correction required for reporting of February revenue; prepare summary of service contracts; update data room; discussions with A. Kung and S. Liberto regarding Investors Group rent overpayment; review revised rent roll; review quote for garage repairs and email to Briarlane regarding other items to be addressed.
6/26/2015	Brenda Wong	Email to CCI Group regarding quotes for parking garage repairs; letter to ThyssenKrupp regarding July invoice; review Briarlane disbursement invoices; review emails regarding the APS.
6/26/2015	Daniel Weisz	Exchange emails with R. Kestenberg regarding the status of the APS; telephone call with M. Cass on status; exchange emails with counsel for the prospective purchaser and forward same to H&R; review cash position; discussion with B. Wong on status; review and sign cheques.
6/29/2015	Brenda Wong	Review disbursement cheques; email to J. Leyland of H&R regarding commission payable on lease extension; email to Briarlane regarding commission rate on The Keg lease extension; telephone call from CCI Group in response to query on garage repairs.
6/30/2015	Brenda Wong	Review emails regarding prospective purchaser; review CA and send link to data room to counsel for the prospective purchaser; review quote from Forest City Fire Protection & Security; telephone discussion with D. Brooker regarding Investors Group and quotes for garage repairs and email quotes to D. Brooker.
		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
Daniel R. Weisz, CPA, CA, CIRP	Senior Vice President	24.60	\$ 495	\$ 12,177.00
Brenda Wong, CIRP	Senior Manager	21.50	\$ 350	7,525.00
Total hours and professional fees		<u>46.10</u>		\$ 19,702.00
HST @ 13%				2,561.26
Total payable				\$ 22,263.26

PAYMENT BY VISA ACCEPTED

VISA NUMBER _____ Expiry Date _____
 Name on Card _____ Amount _____

WIRE PAYMENT DETAILS

For CA\$ Payments: For credit to the account of Collins Barrow Toronto Limited, Account No. 65-84918, Canadian Imperial Bank of Commerce
 Branch No. 00002, Commerce Court Banking Centre, Toronto, ON M5L 1G9

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To West Mall Holdings Ltd.
 c/o Collins Barrow Toronto Limited
 11 King Street West, Suite 700
 Toronto, ON M5H 4C7

Collins Barrow Toronto Limited
 Collins Barrow Place
 11 King Street West
 Suite 700, PO Box 27
 Toronto, Ontario
 M5H 4C7 Canada

T. 416.480.0160
 F. 416.480.2646

www.collinsbarrow.com

Date August 18, 2015

Client File 300100-26545

GST/HST: 80784 1440 RT 0001

Invoice 7

No. C000097

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Receiver of West Mall Holdings Ltd. (the "**Debtor**") for the period July 1 to July 31, 2015.

Date	Professional	Description
7/2/2015	Brenda Wong	Emails to Briarlane Rental Property Management Inc. ("Briarlane") to follow up on quotes for repairs, Investors Group rent reconciliation and updated A/R list; review emails regarding status of sale; telephone call from J. Leyland of H&R REIT ("H&R") regarding meeting with prospective purchaser and telephone call from D. Weisz regarding same.
7/2/2015	Donna Nishimura	Attend in person at City of Toronto Revenue Services for payment of property tax bill.
7/2/2015	Daniel Weisz	Review and exchange emails with R. Kestenberg of H&R; review email from M. Cass of Steinberg, Title, Hope & Israel LLP ("STHI").
7/3/2015	Brenda Wong	Respond to request from Briarlane for June bank statement; review Briarlane Investors Group rent reconciliation and forward to D. Weisz and D. Brooker.
7/6/2015	Brenda Wong	Emails from J. Leyland regarding scheduling meeting with prospective purchaser; discussion with D. Weisz regarding outstanding matters; emails to A. Epure of Briarlane regarding elevator status and Telus equipment; review Investors Group rent reconciliation; telephone call to M. Hossain of Investors Group to request documentation for rent breakdown; review rent cheque received and email copy to Briarlane; review statement from Investors Group; email to D. Brooker regarding status of Investors Group account.
7/6/2015	Daniel Weisz	Discussion with B. Wong on status of agreement of purchase and sale and possible meeting at the premises, status of elevators, status of quotes for repairs, status of Investors Group lease and payments, status of Telus.
7/7/2015	Brenda Wong	Review rent reconciliation received from Briarlane; email to S. Liberto to request Investors Group statement from January 2014; review CSAI quote for roof anchor repair; telephone call with D. Weisz, D. Brooker of STHI and M. Cass regarding outstanding matters; review email from Vertical Motion regarding status of repairs.
7/7/2015	Daniel Weisz	Review emails; preliminary review of TMI reconciliation and discussion with B. Wong on same; conference call with M. Cass, D. Brooker and B. Wong to discuss various matters in respect of the receivership.
7/7/2015	Donna Nishimura	Prepare deposit of rent cheque.

Date	Professional	Description
7/8/2015	Brenda Wong	Review email from Briarlane regarding revised commission calculation; review engineering report regarding parking garage; discussion with J. Leyland regarding status of offer; review emails from tenant and Briarlane response regarding status of elevators.
7/8/2015	Daniel Weisz	Review emails regarding status of quotes to repair, sale transaction; file organization; discussion with B. Wong regarding amounts that may be owing to tenants; telephone call with M. Cass regarding his discussion with J. Leyland.
7/9/2015	Daniel Weisz	Review email regarding elevator update; review and update summary of activities; review emails regarding status of agreement of purchase and sale; discussion with B. Wong on rent roll; telephone call with J. Leyland regarding same and email to STHI on same.
7/9/2015	Brenda Wong	Review email from Briarlane regarding status of elevators; telephone call to Canada Revenue Agency ("CRA") to inquire regarding filing an amended HST return; review Briarlane HST liability calculation and supporting documentation; review Briarlane calculations regarding amendments to HST Q1 return and Q2 return to be filed; review revised June rent roll and compare to reporting package.
7/10/2015	Brenda Wong	Emails with Briarlane regarding window cleaners; review emails regarding prospective purchaser; discussion with D. Weisz and M. Cass regarding 2014 TMI reconciliation and offer; discussion with D. Weisz, M. Cass and J. Leyland regarding offer; reviewing leases.
7/10/2015	Daniel Weisz	Review emails regarding comments on draft agreement of purchase and sale; conference call with M. Cass and B. Wong to discuss same; subsequent conference call with J. Leyland, B. Wong and M. Cass to discuss same; review email regarding elevator status.
7/13/2015	Brenda Wong	Review emails from Briarlane regarding tenant lease amendment and utilities paid by The Keg; follow-up email to CCI Group regarding garage repairs; add lease to data room; review Briarlane 2014 TMI reconciliation.
7/13/2015	Daniel Weisz	Email and telephone call in to M. Cass; telephone call with M. Cass; subsequent telephone call with M. Cass regarding his discussion with counsel to a prospective purchaser and his discussion with R. Kestenberg; discussion with B. Wong on TMI reconciliation.
7/14/2015	Brenda Wong	Emails with A. Kung of Briarlane regarding 291 utility bills and lease provisions for TMI for The Keg and discussion with D. Weisz regarding same; discussion with M. Cass regarding property tax bill and status of sale; review emails regarding DNF Window Cleaners and update on sale status.
7/14/2015	Daniel Weisz	Discussion with M. Cass regarding status; review email from the purchaser's counsel to M. Cass setting out response to issues raised regarding agreement of purchase and sale, discuss same with M. Cass; telephone call with R. Kestenberg and email to M. Cass regarding same; review The Keg lease regarding 291 The West Mall; discuss 2014 TMI reconciliation with B. Wong.
7/15/2015	Brenda Wong	Review The Keg leases; email to A. Kung regarding changes to 2014 TMI reconciliation; follow up with Briarlane regarding updated rent roll and review same; review emails regarding status of agreement of purchase and sale.

Date	Professional	Description
7/15/2015	Daniel Weisz	Telephone call with M. Cass; review emails regarding TMI calculation and The Keg; draft email to Briarlane regarding work orders, etc., and review responses thereto; discussion with B. Wong on documents required; telephone call with M. Cass; review email from R. Kestenberg and reply thereto; discussion with R. Kestenberg and exchange emails with R. Kestenberg.
7/16/2015	Brenda Wong	Review emails regarding sale status; email to/from A. Kung regarding preparation of 2013 TMI reconciliation; discussion with D. Weisz regarding outstanding work orders; emails to Briarlane regarding revisions to 2014 TMI reconciliation and changes to operating statement.
7/16/2015	Daniel Weisz	Telephone discussion with R. Kestenberg including subsequent conference call with R. Kestenberg and T. Dunn of Minden Gross LLP regarding offer to purchase; telephone call with M. Cass; review changes to draft agreement of purchase and sale and subsequent emails relating thereto; email to M. Cass regarding same; discussion with B. Wong regarding same; various discussions with R. Kestenberg and M. Cass regarding the agreement of purchase and sale; draft email to M. Cass regarding same; email to R. Kestenberg regarding TMI adjustments and discussion with B. Wong on same.
7/17/2015	Daniel Weisz	Review quote received re repairs quote and reply thereto; discussion with M. Cass regarding status of agreement of purchase and sale and discussion with R. Kestenberg on same; review with R. Kestenberg Investors lease, M. Cass on changes to the agreement, review those changes; review of emails received after revised agreement circulated.
7/17/2015	Brenda Wong	Review emails from Briarlane regarding changes to financials; set up R. Kestenberg with access to data room; email revised 2014 TMI reconciliation to H&R.
7/20/2015	Daniel Weisz	Review email from R. Kestenberg; discussions with M. Cass on status; exchange emails with R. Kestenberg and engage in discussion with R. Kestenberg and J. Leyland.
7/20/2015	Brenda Wong	Follow up with Briarlane regarding status of elevators; discussion with A. Epure regarding other repairs/maintenance items to be addressed.
7/21/2015	Daniel Weisz	Exchange emails with R. Kestenberg; review information including draft Letter of Intent provided by H&R; telephone call with M. Cass on status.
7/22/2015	Daniel Weisz	Review statement of account from STHI; discussion with B. Wong on status of various outstanding matters; review letter of intent from prospective purchaser; discussion with R. Kestenberg regarding same; email to STHI regarding same; discussion with D. Kutner of Minden Gross regarding status of agreement of purchase and sale.
7/22/2015	Brenda Wong	Review revised TMI reconciliation; review fees billed to date; follow up with STHI regarding opinion on rent payments and billings; review email from Briarlane regarding Telus request to remove equipment; review Confidentiality Agreement ("CA") signed by prospective purchaser and set up new users with access to data room.
7/23/2015	Brenda Wong	Emails with H&R and Briarlane regarding removal of Telus equipment; review emails regarding elevator issues and sales status; review CBRE confidentiality agreement and send link to data room; discussion with M. Cass regarding TMI reconciliation; review disbursement cheques prepared by Briarlane; review email from Briarlane regarding Bell Mobility equipment changes; email to Briarlane regarding rent cheque received by Receiver.

Date	Professional	Description
7/23/2015	Daniel Weisz	Telephone call with M. Cass regarding status of agreement of purchase and sale; email to R. Kestenberg and D. Kutner regarding status of agreement of purchase and sale; discussion with D. Brooker regarding opinion on TMI; discussion with B. Wong on various matters; sign cheques; exchange emails with R. Kestenberg regarding status of agreement of purchase and sale.
7/24/2015	Brenda Wong	Follow up with Briarlane regarding cheque required to pay HST liability due July 31; telephone call from Canmar regarding parking garage repairs and email to Briarlane to schedule time for quote; discussion with D. Brooker regarding rent payments and TMI reconciliation; update data room.
7/24/2015	Donna Nishimura	Deposit rent cheque at the bank.
7/24/2015	Daniel Weisz	Review of agreement of purchase and sale received from D. Kutner; telephone call with M. Cass regarding same; discussion with R. Kestenberg on status of agreement of purchase and sale; conference call with D. Kutner and R. Kestenberg regarding distribution of agreement of purchase and sale; review draft listing agreement and email to R. Kestenberg regarding same; discussion with M. Cass on status; review changes to draft agreement; forward schedules for agreement to D. Kutner.
7/27/2015	Brenda Wong	Review email from Briarlane regarding elevator status; review emails regarding request for site inspection; emails with S. Liberto regarding HST cheque to be re-issued; emails with A. Epure regarding status of The Keg fire violation notice; review disbursement cheques prepared by Briarlane; emails with H&R and Briarlane regarding Bell equipment replacement request.
7/27/2015	Daniel Weisz	Telephone call with R. Kestenberg regarding CBRE; review emails and file organization; sign cheques; discussion with B. Wong on status of Telus, Bell Mobility request.
7/28/2015	Brenda Wong	Review/respond to email from D. Brooker regarding leases and tenant subordination to mortgage; review leases for language regarding subordination and email to Briarlane regarding communication to tenants; email with D. Brooker regarding Investors Group rent payments; review due diligence list and send to Briarlane; filing HST return online; gathering information for purchaser due diligence.
7/28/2015	Daniel Weisz	Review email from R. Kestenberg regarding purchaser due diligence information and discussion with B. Wong on same; reply to R. Kestenberg; conference call with M. Cass and D. Brooker regarding opinion with respect to TMI, etc.; sign cheque and discussion with B. Wong regarding payment of HST; review email from H&R to potential purchaser.
7/29/2015	Brenda Wong	Review and respond to email from J. Leyland regarding Bell installation; emails with A. Kung regarding items required for due diligence; telephone call with S. Liberto regarding financial information available; email to S. Liberto regarding disbursement cheque request and TMI rate changes; follow up with A. Epure regarding elevator status; telephone call with H&R and Minden Gross regarding status of sale; email with D. Brooker regarding release of information to prospective purchaser; discussion with A. Kung regarding August management fees and potential adjustment for overpayment; review documents on hand and post additional documents to data room.

Date	Professional	Description
7/29/2015	Daniel Weisz	Review exchange of emails with potential purchaser; attend at Bank of Montreal regarding payment of HST; discussion with B. Wong regarding discussion with STHI yesterday with respect to priority issues, status of compilation of information requested for due diligence; email to R. Kestenberg regarding conference call; telephone discussion with M. Cass; conference call with R. Kestenberg, D. Kutner and B. Wong regarding status of purchaser and email regarding same.
7/30/2015	Daniel Weisz	Discussion with B. Wong on information posted to website; telephone call with D. Kutner regarding same.
7/30/2015	Brenda Wong	Email to Briarlane regarding information required for due diligence; review information provided, post to data room, and follow up regarding outstanding items; review email from H&R regarding Bell equipment installation and email to A. Kung regarding same; discussions with D. Weisz and M. Cass regarding documents to be posted to data room and Investor Group rent reconciliation.
7/31/2015	Brenda Wong	Review email from Briarlane and email to H&R to request it contact Bell; review additional information provided by Briarlane and post to data room; discussion with H&R, T. Dunn and D. Weisz regarding TMI reconciliation, data room, and sale status; email to Investors regarding rent breakdown; email to Briarlane to request Rose & Thistle rent roll.
7/31/2015	Daniel Weisz	Review email from R. Kestenberg; attend upon a conference call with R. Kestenberg, T. Dunn and B. Wong; discussions with M. Cass and D. Brooker regarding status of agreement of purchase and sale; discussion with B. Wong regarding Investors rent calculation and discussion with M. Cass on same; email to T. Dunn.
		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
Daniel R. Weisz, CPA, CA, CIRP	Senior Vice President	26.00	\$ 495	\$ 12,870.00
Brenda Wong, CIRP	Senior Manager	25.40	\$ 350	8,890.00
Donna Nishimura	Estate Administrator	0.30	\$ 110	33.00
Total hours and professional fees		51.70		\$ 21,793.00
HST @ 13%				2,833.09
Total payable				\$ 24,626.09

PAYMENT BY VISA ACCEPTED

VISA NUMBER _____ Expiry Date _____

Name on Card _____ Amount _____

WIRE PAYMENT DETAILS

For CA\$ Payments: For credit to the account of Collins Barrow Toronto Limited, Account No. 65-84918, Canadian Imperial Bank of Commerce
 Branch No. 00002, Commerce Court Banking Centre, Toronto, ON M5L 1G9

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To West Mall Holdings Ltd.
 c/o Collins Barrow Toronto Limited
 11 King Street West, Suite 700
 Toronto, ON M5H 4C7

Collins Barrow Toronto Limited
 Collins Barrow Place
 11 King Street West
 Suite 700, PO Box 27
 Toronto, Ontario
 M5H 4C7 Canada

T. 416.480.0160
 F. 416.480.2646

www.collinsbarrow.com

Date September 21, 2015

Client File 300100-26545

GST/HST: 80784 1440 RT 0001

Invoice 8

No. C000115

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Receiver of West Mall Holdings Ltd. (the "**Debtor**") for the period August 1 to August 31, 2015.

Date	Professional	Description
8/4/2015	Brenda Wong	Email from Briarlane Rental Property Management Inc. ("Briarlane") regarding Telus removal of its equipment; email to H&R REIT ("H&R") regarding Bell Mobility request to install equipment.
8/4/2015	Daniel Weisz	Telephone call with M. Cass of Steinberg, Title, Hope & Israel LLP ("STHI") regarding letter agreement with CBRE; provide comments to H&R; review TMI matter and call in to D. Brooker of STHI; discussion with B. Wong regarding Telus status; telephone call with D. Brooker regarding TMI memo considerations and Telus status; discussion with M. Cass regarding status of his call(s) in to D. Kutner of Minden Gross.
8/4/2015	Donna Nishimura	Prepare paperwork for deposit of rent cheque.
8/5/2015	Daniel Weisz	Review account from STHI and email to M. Cass regarding same.
8/5/2015	Brenda Wong	Review and send certificate of insurance to Briarlane.
8/7/2015	Daniel Weisz	Review of R. Kestenberg of H&R email to D. Kutner regarding documents and email to R. Kestenberg regarding same and discussion with M. Cass on same; review email from M. Cass regarding Applicant motion; discussion with M. Cass on discussion with D. Kutner regarding status of the agreement of purchase and sale ("APS").
8/10/2015	Daniel Weisz	Review emails; discussion with R. Kestenberg regarding telephone call today and status of letter agreement with CBRE; email to M. Cass regarding telephone call this afternoon; review purchaser comments on APS and discussion with M. Cass on same; conference call with R. Kestenberg, D. Kutner and M. Cass to discuss APS and related documents; review and update Authorization and send to D. Kutner; review revised estoppel and other documents sent.
8/10/2015	Brenda Wong	Review emails from H&R regarding Vertical Motion and from Briarlane regarding Telus equipment and elevator status.
8/11/2015	Daniel Weisz	Email to M. Cass regarding status of APS and discussion with M. Cass.
8/12/2015	Daniel Weisz	Review exchanges of emails between H&R and Briarlane regarding tenant meetings to be set up; telephone discussion with M. Cass regarding status of APS; review draft of addition to APS and email to D. Kutner and M. Cass

Date	Professional	Description
		regarding same; email to J. Birken of H&R requesting loan statement.
8/12/2015	Brenda Wong	Review emails from Briarlane regarding requirements of The Keg upon vacating the premises and emails to H&R regarding same; respond to email from prospective purchaser regarding access to data room; review emails regarding prospective purchaser's request for tenant interviews.
8/13/2015	Daniel Weisz	Discussion with M. Cass regarding APS and status of opinion on TMI matter; review summary of activities.
8/13/2015	Brenda Wong	Review and respond to emails from Briarlane regarding July bank statement and H&R regarding The Keg space; emails to Briarlane to follow up on TSSA inspection and quote for garage repairs; review emails regarding tenant interviews to be scheduled.
8/14/2015	Daniel Weisz	Review loan statement from H&R and forward to STHI.
8/17/2015	Daniel Weisz	Reply to email regarding quotes for repair; discussion with R. Kestenberg regarding meetings held with tenants; discussion with M. Cass regarding certificate to be provided with respect to tenants who do not sign estoppel certificates; email to D. Kutner regarding timing with respect to APS.
8/19/2015	Talib Contractor	Prepare draft interim statement of Receiver pursuant to S.246(2) of the Bankruptcy and Insolvency Act ("S.246(2) Report") and statement of receipts and disbursements.
8/18/2015	Brenda Wong	Follow up with J. Leyland of H&R regarding The Keg move; review July financial reporting package; follow up with S. Liberto of Briarlane regarding payment of September 1 property tax instalment; review draft S.246(2) Report; review changes to rent roll in 2015 as compared to 2013.
8/18/2015	Daniel Weisz	Exchange emails with R. Kestenberg regarding APS.
8/19/2015	Brenda Wong	Review email from counsel regarding outstanding issues with respect to APS; telephone call with H&R and D. Weisz regarding 2012, 2013 and 2014 TMI reconciliations; review financial statements on hand and email to Briarlane to request 2013 Rose & Thistle financials; review email from S. Liberto regarding reconciliation of cash to P&L; emails with Briarlane and H&R regarding The Keg move and Bell equipment.
8/19/2015	Daniel Weisz	Review purchaser's counsel's comments regarding draft APS; discussion with M. Cass regarding conference call today; prepare for and attend conference call with R. Kestenberg, J. Leyland, D. Kutner and M. Cass regarding APS and subsequent conference call with R. Kestenberg, J. Leyland and B. Wong to discuss TMI; review draft estoppel certificate, exchange emails with Briarlane in respect of same and forward comments to R. Kestenberg, M. Cass and D. Kutner; review emails with respect to The Keg vacating its premises; exchange emails regarding CBRE acknowledgement required; review information sent regarding TMI adjustments; discussion with D. Brooker on status; discussion with B. Wong on 2013 TMI reconciliation to be done.
8/20/2015	Talib Contractor	Prepare summary of amortization schedules.
8/20/2015	Brenda Wong	Review emails regarding The Keg move; review 2013 financial statements; review amortization schedules and email to H&R with question on same; review amended reconciliation of cash to statement of operating income; finalize statement of receipts and disbursements for S.246(2) Report.
8/21/2015	Brenda Wong	Review email from H&R regarding potential additional request for The Keg office restoration and email to Briarlane regarding same; email from

Date	Professional	Description
		Edgebuilder regarding last day of lease and email to Briarlane regarding same.
8/24/2015	Talib Contractor	Update 2014 TMI schedules for amortization expense.
8/24/2015	Brenda Wong	Review updated 2014 TMI reconciliation and email to Briarlane to request that it prepare the 2013 TMI reconciliation; respond to email from Edgebuilder regarding termination date of its lease; discussion with M. Cass regarding status of sale.
8/25/2015	Brenda Wong	Review and sign disbursement cheques prepared by Briarlane; make revisions to 2014 TMI reconciliation and email schedules to H&R.
8/25/2015	Daniel Weisz	Telephone call with R. Kestenberg on status and discussion with B. Wong on same; telephone call with M. Cass; review and sign cheques.
8/26/2015	Daniel Weisz	Review S.246(2) Report and statement of receipts and disbursements, review changes to same and sign; review draft opinion regarding TMI adjustments; review email from R. Kestenberg regarding TMI adjustments and forward to STHI; review quote for repairs and discussion with B. Wong on same; discussion with M. Cass on status; review summary of fees to date and forward same to R. Kestenberg; forward S.246(2) report to R Kestenberg.
8/26/2015	Brenda Wong	Discussion with L. De Maggio of H&R regarding 2014 TMI reconciliation; fax Receiver's interim report to Official Receiver and arrange for posting to Receiver's web site; review memo by D. Brooker regarding TMI adjustments; review repair quote; follow-up emails to Briarlane regarding request for revised quote and status of other repairs to be addressed; discussions with T. Contractor regarding revisions to 2014 TMI Reconciliation.
8/27/2015	Daniel Weisz	Meet with B. Wong regarding draft opinion regarding TMI provided by STHI; review emails regarding drawings for The Keg restaurant.
8/27/2015	Brenda Wong	Discussion and email with D. Weisz regarding D. Brooker memo on Receiver's liability regarding TMI reconciliation; review revisions to 2014 TMI reconciliation and leases regarding same.
8/28/2015	Brenda Wong	Review and make revisions to 2014 TMI reconciliation; email and discussion with L. Di Maggio regarding same; discuss additional changes with T. Contractor.
8/28/2015	Daniel Weisz	Discussion with B. Wong on 2013 TMI reconciliations; review emails.
8/31/2015	Talib Contractor	Review leases of current tenants regarding calculation of management fees and prepare summary of same; review leases and determining management fee calculation.
8/31/2015	Brenda Wong	Email to S. Liberto to request copies of missing leases; review leases received; discussions with T. Contractor regarding lease terms; review 2014 TMI reconciliation and email to Briarlane; emails with Briarlane regarding preparation of 2013 TMI reconciliation.
8/31/2015	Daniel Weisz	Discussion with B. Wong on Briarlane quote to do 2013 TMI calculation.
		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
Daniel R. Weisz, CPA, CA, CIRP	Senior Vice President	13.90	\$ 495	\$ 6,880.50
Brenda Wong, CIRP	Senior Manager	17.30	\$ 350	6,055.00
Talib Contractor, CPA, CA	Senior Analyst	8.00	\$ 195	1,560.00
Donna Nishimura	Estate Administrator	0.10	\$ 110	11.00
Total hours and professional fees		39.30		\$ 14,506.50
HST @ 13%				1,885.85
Total payable				\$ 16,392.35

PAYMENT BY VISA ACCEPTED

VISA NUMBER _____ Expiry Date _____
 Name on Card _____ Amount _____

WIRE PAYMENT DETAILS

For CA\$ Payments: For credit to the account of Collins Barrow Toronto Limited, Account No. 65-84918, Canadian Imperial Bank of Commerce
 Branch No. 00002, Commerce Court Banking Centre, Toronto, ON M5L 1G9

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To West Mall Holdings Ltd.
 c/o Collins Barrow Toronto Limited
 11 King Street West, Suite 700
 Toronto, ON M5H 4C7

Collins Barrow Toronto Limited
 Collins Barrow Place
 11 King Street West
 Suite 700, PO Box 27
 Toronto, Ontario
 M5H 4C7 Canada

T. 416.480.0160
 F. 416.480.2646

www.collinsbarrow.com

Date October 2, 2015

Client File 300100-26545

GST/HST: 80784 1440 RT 0001

Invoice 9

No. C000119

For professional services rendered with respect to the appointment of Collins Barrow Toronto Limited as Court-appointed Receiver of West Mall Holdings Ltd. (the "**Debtor**") for the period September 1 to September 30, 2015.

Date	Professional	Description
9/1/2015	Daniel Weisz	Review updated agreement of purchase and sale ("APS"), discuss comments with M. Cass of Steinberg, Title, Hope & Israel LLP ("STHI"); review email from M. Cass and provide wording regarding draft vesting order; conference call with M. Cass, D. Kutner and T. Dunn of Minden Gross LLP and R. Kestenberg of H&R REIT ("H&R") to discuss same; discussion with D. Kutner on potential purchaser comments on proposed amendments to agreement; email to A. Kung of Briarlane Rental Property Management Inc. ("Briarlane") regarding estoppel certificates.
9/2/2015	Daniel Weisz	Draft email to R. Kestenberg regarding APS and conference call with R. Kestenberg and D. Kutner regarding same; review updated APS; forward form of estoppel certificates to Briarlane; discussion with M. Cass regarding status of APS; telephone call with A. Kung regarding estoppel certificates; discussion with M. Cass and D. Brooker of STHI regarding status; conference call with R. Kestenberg, T. Dunn, D. Kutner, M. Cass and D. Brooker regarding APS and Receiver Certificate referred to therein; review revised form of Receiver Certificate and update same and discussion with D. Brooker and M. Cass regarding same; review form of purchase agreement updated by the purchaser and discussion with M. Cass and D. Brooker regarding same; conference call with D. Brooker and M. Cass regarding document prepared with respect to TMI reconciliations; reply to request for information received from J. Birken of H&R; follow up email to A. Kung regarding estoppel certificate form preparation; review files regarding D. Kutner request and forward schedules to APS to D. Kutner.
9/2/2015	Donna Nishimura	Prepare paperwork for deposit of rent cheque.

Date	Professional	Description
9/3/2015	Daniel Weisz	Review email from D. Kutner; review email from R. Kestenberg; draft email to R. Kestenberg; D. Brooker on status; telephone discussion with R. Kestenberg; review emails from R. Kestenberg regarding estoppel certificates to be issued; exchange emails with A. Kung regarding revised estoppel certificates received and email to R. Kestenberg regarding same; email to A. Kung regarding updated rent roll required and service contract schedule and forward information to D. Kutner; review and sign cheques; compare rent roll to tenancies and email to Briarlane regarding same; email to R. Kestenberg enclosing further revised estoppel certificates.
9/4/2015	Daniel Weisz	Review email from R. Kestenberg and response from purchaser; review email regarding revisions to contract schedule and email to D. Kutner regarding same.
9/8/2015	Daniel Weisz	Review email from Briarlane regarding alarms; discussion with B. Wong on status and information required regarding APS and pursuant to request from J. Birken; discussion with M. Cass on status; forward schedule of contracts to D. Kutner; review changes to draft agreement and email to R. Kestenberg regarding same; review draft letter from D. Brooker to T. Dunn and email to D. Brooker in respect of same; telephone discussion with A. Kung on estoppel certificates.
9/8/2015	Brenda Wong	Meet with D. Weisz to discuss status; review emails regarding service contracts; update summary of contracts and post to data room; review emails regarding estoppel certificates and sale status; email to A. Kung regarding completion of estoppel certificates; emails to A. Epure to follow up on quotes for cooling unit and garage repairs.
9/9/2015	Brenda Wong	Review request from J. Birken for supporting information for Receiver's interim statement of receipts and disbursements ("R&D"); gathering information and send email to Briarlane to request detailed G/L; email information to J. Birken; review emails regarding status of sale and estoppel certificates; review 2013 TMI reconciliation.
9/9/2015	Daniel Weisz	Review emails regarding tenant estoppel certificates; review updated draft letter to T. Dunn and D. Brooker on same; discussion with R. Kestenberg regarding status of APS, attendance by purchaser at Briarlane office; preparation re the approval and vesting order and forward email to D. Brooker regarding same; review and sign APS and email to E. Feige, telephone discussion with R. Kestenberg; review email from A. Kung including discussion with A. Kung regarding tenant estoppel certificates to be revised; telephone discussion with C. Shea of the purchaser regarding same and email to C. Shea with respect to same; forward email to counsel regarding same; discussion with D. Kutner regarding APS.

Date	Professional	Description
9/10/2015	Daniel Weisz	Discussion with B. Wong regarding tenant estoppel certificates; finalize letter to E. Feige enclosing executed copies of the APS; letter to STHI enclosing APS; review draft approval and vesting order and provide comments to D. Brooker; prepare for conference call with STHI; forward commission agreement to J. Leyland of H&R and exchange emails with J. Leyland regarding same; discussion with B. Wong on estoppel certificates and changes required thereto and discussion with C. Shea regarding same; review email from R. Kestenberg regarding questions on reporting provided; conference call with D. Brooker, M. Cass and B. Wong on various matters; discussion with B. Wong on data room; review email from D. Brooker regarding his discussion with T. Dunn and reply to same; telephone call with D. Brooker on status of approval and vesting order.
9/10/2015	Brenda Wong	Review revised tenant estoppel certificates and send email to A. Kung regarding same; review Receivers Certificates and emails to A. Kung regarding corrections required and missing documents; make revisions to certificates; send revised tenant certificates and missing documents to purchaser; conference call with D. Brooker, M. Cass and D. Weisz regarding APS and TMI reconciliation; telephone call from M. Cass and email draft reconciliations to him.
9/11/2015	Daniel Weisz	Review emails; discussion with B. Wong on estoppel certificates; telephone discussion regarding email from the purchaser and status of TMI reconciliation; telephone discussion with D. Brooker on various matters; review Receiver Tenancy Estoppel Certificates and sign same and email to D. Brooker regarding same; review draft email to C. Shea regarding TMI reconciliations and provide comments to B. Wong; email to I. Boake enclosing Receiver Certificates; discussion with B. Wong on certain arrears; discussion with D. Brooker on his discussion with E. Feige, D. Kutner and R. Kestenberg; discussion with B. Wong on information provided by H&R.
9/11/2015	Brenda Wong	Emails to A. Kung and C. Shea regarding estoppel certificates; make changes to Marhen certificate and finalize Receivers Certificates; send A/R list to C. Shea; review tenant statements from Briarlane; email to C. Shea regarding annual reconciliations; respond to questions from H&R regarding Receiver's interim statement; follow up regarding obtaining The Keg Restaurant drawings; emails to S. Liberto of Briarlane and H&R regarding tax appeals.
9/12/2015	Daniel Weisz	Discussion with D. Brooker regarding emails from T. Dunn and R. Kestenberg; work on report to Court and email to B. Wong regarding report; review draft approval and vesting order and provide comments to D. Brooker; discussion with D. Brooker regarding same.
9/14/2015	Brenda Wong	Review email from Briarlane regarding Investors Group correspondence on tax refund and forward to H&R; review emails regarding status of sale.
9/15/2015	Brenda Wong	Review/respond to Briarlane email regarding CIPH September rent cheque; respond to email from E. Feige regarding estoppel certificates and forwarding copies of CIPH, Telus and MTS Allstream certificates; updating draft report.

Date	Professional	Description
9/16/2015	Brenda Wong	Review emails from D. Brooker/T. Dunn regarding TMI reconciliation; review financial reporting package for August 2015; review emails from L. Di Maggio of H&R regarding information requested; email August reporting package to H&R; email August operating statement and rent roll to Trez; emails to Briarlane regarding status of elevator rails and follow up on tenant estoppel certificates; emails with Briarlane regarding status of estoppel certificates; send Hudson Group estoppel certificate to purchaser's counsel; telephone call from CRA regarding RT0002 account; discussion with L. Di Maggio regarding 2014 TMI reconciliation; review differences between 2 versions of 2014 TMI reconciliation and email to L. Di Maggio regarding same.
9/16/2015	Daniel Weisz	Review emails regarding estoppel certificates; review emails between T. Dunn and D. Brooker regarding draft approval and vesting order; telephone discussion with D. Brooker regarding same and APS; meet with B. Wong regarding status of estoppel certificates and TMI reconciliations; review draft amending agreement to APS; work on report to Court; discussion with R. Kestenberg and D. Brooker regarding closing process with respect to the sale; execute Amendment #1 to APS; review amended approval and vesting order and email to D. Brooker regarding same; review emails regarding approval and vesting order.
9/17/2015	Brenda Wong	Review 2013 and 2014 TMI reconciliations; compare 2013 versus 2014 expenses; discussion with L. Di Maggio of H&R regarding expenses; make revisions; review information provided by H&R regarding Investors Group's request for information and forward to Briarlane; respond to email from D. Brooker regarding tenant reconciliations; telephone call from J. Birken of H&R regarding questions on the R&D and property tax rebate and email R&D reconciliation, sample Briarlane invoice and emails regarding property tax rebate to him; telephone call to Allstream and email to Briarlane regarding notice of redirection to be sent to Allstream; review 2012 and 2013 final bills received from H&R and upload to data room; respond to email from C. Shea regarding tenant correspondence; follow up with Briarlane regarding pre-bill correspondence; emails with Briarlane regarding 2013 TMI reconciliation start date.
9/17/2015	Daniel Weisz	Work on report to Court.
9/18/2015	Brenda Wong	Email to Briarlane regarding outstanding Vertical Motion Inc. invoices; review changes to draft report; review Supplemental Report; email reports to STHI for review; review emails from D. Brooker regarding sale status; follow up with Briarlane regarding estoppel certificates; review 2014 occupancy rate; discussion with S. Liberto regarding changes to 2013 TMI reconciliation; review revised 2013 TMI reconciliation; send 2013 and 2014 TMI reconciliations to H&R and counsel; email to L. Di Maggio regarding changes made to the 2013 and 2014 reconciliation.
9/18/2015	Daniel Weisz	Email to J. Birken requesting statement of loan balance; work on report to court; draft supplemental report to the court; discussion with B. Wong on the reports; discussion with D. Brooker regarding status of discussions with counsel to the purchaser; discussion with B. Wong on TMI calculations received; review APS and prepare email regarding release of the TMI reconciliations to the purchaser; review updated approval and vesting order; discussion with D. Brooker and M. Cass on status; exchange emails with H&R regarding status of estoppel certificates; review summary of activities.

Date	Professional	Description
9/21/2015	Brenda Wong	Review email from Briarlane regarding pre-bill correspondence and email to C. Shea regarding same; email to L. Di Maggio to follow up on outstanding questions regarding the revised TMI reconciliations; emails with Briarlane regarding outstanding estoppel certificates; prepare summary of tenants and tenant estoppel certificates received; email regarding Investors Group changes requested to estoppel certificate and Cushman commission; email 2013 and 2014 TMI reconciliation to purchaser; receipt of Marhen estoppel certificate and circulate to H&R, counsel and purchaser.
9/21/2015	Daniel Weisz	Review emails; review schedule regarding status of estoppel certificates and discussion with B. Wong on same; discussion with B. Wong on estoppel certificates status and review email from Briarlane in respect of same; review email from Investors Group setting out proposed changes to the estoppel certificate and email to R. Kestenberg regarding same; discussion with D. Brooker on status; exchange emails with D. Brooker regarding Investors Group; discussion with B. Wong on TMI reconciliations to be provided to the purchaser; discussion with R. Kestenberg regarding Investors estoppel certificate and discussion with D. Brooker on same.
9/22/2015	Brenda Wong	Review revised estoppel certificate received from Community Living and check to lease amendment; forward estoppel certificate to H&R and counsel; review/respond to emails from J. Leyland regarding The Keg; send Investors Group lease amendment to purchaser and update copy in data room; review email from purchaser regarding The Keg office leaseholds and discussions with J. Leyland and D. Weisz regarding same; review and sign disbursements cheques prepared by Briarlane; emails with A. Epure regarding repairs to be addressed and disbursements.
9/22/2015	Daniel Weisz	Review estoppel certificate received from Community Living and discussion with D. Brooker on same; review emails regarding estoppel certificates and schedule of estoppel certificates received; discussion with B. Wong on status of restoration by The Keg.
9/23/2015	Brenda Wong	Review email from Briarlane regarding status of Cushman & Wakefield commission payments.
9/24/2015	Brenda Wong	Review emails regarding status of sale and estoppel certificates; email to Briarlane to follow up on tenant estoppel certificates; email to Schonfeld regarding payment of Minden Gross invoice for pre-receivership services; respond to request for additional information from C. Shea.
9/24/2015	Daniel Weisz	Exchange emails with R. Kestenberg regarding estoppel certificates and discussion with B. Wong on same; discussion with D. Brooker and M. Cass on status; review and sign cheques; review email from D. Brooker regarding purchaser request for approval and vesting order draft.
9/25/2015	Daniel Weisz	Review and exchange communications regarding closing of transaction.
9/25/2015	Brenda Wong	Review/respond to email from A. Kung regarding The Keg telephone equipment; emails to Briarlane regarding DTZ invoice and tenant contact list; review emails from D. Brooker; review draft service list and make additions/revisions; telephone calls and emails with R. Kestenberg and Briarlane regarding Investors Group estoppel; telephone call and email to Investors Group regarding sign back of estoppel.
9/25/2015	Talib Contractor	Reviewing lease documents and Briarlane contact list for current and former tenants to compile contact information for service list.

Date	Professional	Description
9/28/2015	Brenda Wong	Review emails from counsel regarding changes to approval and vesting order; review email from Briarlane regarding The Keg to continue to occupy space to October 20; email with H&R and Briarlane regarding The Keg restoration of space and rent to be charged for occupation to October 20; telephone discussion with and email to Briarlane regarding 2015 TMI reconciliation and DTZ commission claim; review email from Briarlane regarding DTZ commission; draft insert on commission claims for Receiver's report.
9/28/2015	Daniel Weisz	Review and respond to emails; discussion with D. Brooker and M. Cass regarding report to court, closing matters, etc.
9/29/2015	Brenda Wong	Review/respond to emails regarding The Keg space; respond to email from STHI requesting statement re 368230 Ontario Limited ("368230"); discussions with D. Weisz and D. Brooker regarding outstanding issues and report to Court; calculate holdbacks required re interim distribution and operating expenses; follow up with Briarlane regarding Vertical Motion Inc. invoices; prepare affidavit of fees; review transaction reports from Briarlane regarding payments to 368230 and discussion with S. Perreira regarding QuickBooks report; telephone call with D. Brooker and D. Weisz regarding 368230 payments.
9/29/2015	Daniel Weisz	Review emails; meet with B. Wong to discuss status of various matters; conference call with B. Wong and D. Brooker to discuss finalization of transaction and matters related thereto; review email regarding payments to 368230; exchange emails with R. Kestenberg regarding signage at property requested by purchaser; review draft approval and vesting order and email to D. Brooker regarding same; conference call with B. Wong and D. Brooker regarding payments made to 368230.
9/30/2015	Brenda Wong	Respond to email from J. Leyland regarding Lennard leasing contract; meet with T. Contractor to discuss 2015 TMI reconciliation; email to Briarlane regarding comments and questions on TMI reconciliation; review D. Brooker letter to counsel for Bernstein et al and Schonfeld; email to Briarlane regarding rent cheque received by the Receiver; review email from Briarlane regarding completion of installation of safety rails; forward CRA correspondence to Schonfeld; update summary of HST collected and paid.
9/30/2015	Talib Contractor	Prepare Interim Statement of Receipts and Disbursements as of August 31, 2015.
		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
Daniel R. Weisz, CPA, CA, CIRP	Senior Vice President	45.00	\$ 495	\$ 22,275.00
Brenda Wong, CIRP	Senior Manager	33.40	\$ 350	11,690.00
Talib Contractor, CPA, CA	Senior Analyst	4.80	\$ 195	936.00
Donna Nishimura	Estate Administrator	0.10	\$ 110	11.00
Total hours and professional fees		83.30		\$ 34,912.00
Disbursements				
Postage (Notice & Stmt. of Receiver)	\$ 26.58			
Photocopies (Notice & Stmt. of Receiver)	34.51			
PPSA Search	20.00			
Couriers	281.39			
Parking	25.89			
Total disbursements				388.37
Total professional fees and disbursements				\$ 35,300.37
HST @ 13%				4,589.05
Total payable				\$ 39,889.42

PAYMENT BY VISA ACCEPTED

VISA NUMBER _____ Expiry Date _____

Name on Card _____ Amount _____

WIRE PAYMENT DETAILS

For CA\$ Payments: For credit to the account of Collins Barrow Toronto Limited, Account No. 65-84918, Canadian Imperial Bank of Commerce
 Branch No. 00002, Commerce Court Banking Centre, Toronto, ON M5L 1G9

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**THIS IS EXHIBIT "B" REFERRED TO IN THE
AFFIDAVIT OF DANIEL WEISZ SWORN
BEFORE ME THIS 6th DAY OF OCTOBER, 2015**



~~Brian Allan Zappala, a Commissioner, etc..
A Commissioner, etc., Collins Barrow
Toronto LLP, Chartered Accountants, and
Collins Barrow Toronto Limited, Trustee in
Bankruptcy. Expires August 8, 2016.~~

**IN THE MATTER OF THE RECEIVERSHIP OF
WEST MALL HOLDINGS LTD.**

Summary of Receiver's Fees

Invoice Date	Period	Hours	Fees	Disb.	HST	Total	Average
6-Apr-15	January 12 to February 28, 2015	55.75	\$ 22,334.50	\$ -	\$ 2,903.49	\$ 25,237.99	\$ 400.62
8-May-15	March 1 to 31, 2015	38.40	14,274.50	-	1,855.69	16,130.19	\$ 371.73
8-May-15	April 1 to 30, 2015	47.90	19,476.50	-	2,531.95	22,008.45	\$ 406.61
28-May-15	May 1 to 6, 2015	4.70	2,070.50	-	269.17	2,339.67	\$ 440.53
8-Jun-15	May 7 to 31, 2015	34.60	15,967.00	-	2,075.71	18,042.71	\$ 461.47
9-Jul-15	June 1 to 30, 2015	46.10	19,702.00	-	2,561.26	22,263.26	\$ 427.38
18-Aug-15	July 1 to 31, 2015	51.70	21,793.00	-	2,833.09	24,626.09	\$ 421.53
21-Sep-15	August 1 to 31, 2015	39.30	14,506.50	-	1,885.85	16,392.35	\$ 369.12
2-Oct-15	September 1 to 30, 2015	83.30	34,912.00	388.37	4,589.05	39,889.42	\$ 419.11
Total		401.75	\$ 165,036.50	\$ 388.37	\$ 21,505.23	\$ 186,930.10	\$ 410.79