

Court File No. 31-2303814
Estate No. 31-2303814

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

IN BANKRUPTCY AND INSOLVENCY

**IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED,
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

**MOTION RECORD OF THE PROPOSAL TRUSTEE
(motion returnable December 6, 2019)**

Date: December 2, 2019

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TO: ATTACHED SERVICE LIST

SERVICE LIST
(as of May 13, 2019)

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INDEX

Court File No. 31-2303814
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**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

IN BANKRUPTCY AND INSOLVENCY

**IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED,
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

INDEX

TAB	DOCUMENT
1.	Notice of Motion returnable December 6, 2019
2.	Ninth Report of the Proposal Trustee dated December 2, 2019
	A Order of Justice Conway dated June 6, 2019
	B Endorsement of Justice Conway dated June 6, 2019
	C Letter from Proposal Trustee to Debtor dated July 17, 2019
	D Letter from D. Ullmann to M. Spence dated July 23, 2019
	E Issued Notice of Disallowance dated July 25, 2019 re: Ahmadi-Hussaini
	F Issued Notice of Disallowance dated August 29, 2019 re: Allevio
	G Notice of Appeal of Allevio dated September 25, 2019
3.	Affidavit of Fees of Hans Rizarri sworn December 2, 2019
4.	Affidavit of Fees of Ian Aversa sworn December 2, 2019
5.	Draft Order

TAB 1

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

IN BANKRUPTCY AND INSOLVENCY

**IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED,
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

**NOTICE OF MOTION
(returnable December 6, 2019)**

Crowe Soberman Inc. (“**Crowe**”), in its capacity as the proposal trustee (in such capacity, the “**Proposal Trustee**”) of 1482241 Ontario Limited (“**148**”, the “**Company**” or the “**Debtor**”) will make a motion to a judge presiding over the Commercial List on Friday, December 6, 2019, at 10:00 a.m., or as soon after that time as the motion can be heard, at the courthouse located at 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard orally

THE MOTION IS FOR an order, among other things:

- (a) approving the ninth report of the Proposal Trustee dated December 2, 2019 (the “**Ninth Report**”), and the activities of the Proposal Trustee described therein;
- (b) approving the distribution of certain amounts from the Sale Proceeds (defined below) in respect of creditors’ claims;
- (c) approving a process to address the Debtor’s objections to certain of the claims filed in the proceeding, as set out in the Ninth Report;
- (d) approving the distribution of the sum of \$350,000 from the Sale Proceeds to the Debtor;

- (e) approving the fees and disbursements of the Proposal Trustee, the Proposal Trustee's counsel, and the Debtor's counsel (collectively, the "**Administrative Parties**"), and authorizing the payment thereof from the Sale Proceeds (defined below), pursuant to the Administration Charge granted in the November 3rd Order (as such capitalized terms are defined below); and
- (f) such further and other relief as counsel may advise and this Court may permit.

THE GROUNDS FOR THE MOTION ARE:

- (a) in accordance with the order of the Honourable Justice Hainey dated November 3, 2017 (the "**November 3rd Order**"), the Proposal Trustee carried out a sale process for the property located at 240 Duncan Mill Road, Toronto, Ontario (the "**Duncan Mill Property**"). The sale process ultimately resulted in a sale of the Duncan Mill Property, which was approved by the Court by way of the order of the Honourable Justice Hainey dated March 16, 2018 (the "**Sale Approval Order**");
- (b) the sale of the Duncan Mill Property closed on March 29, 2018;
- (c) pursuant to the Sale Approval Order, the Proposal Trustee is holding the proceeds from the sale of the Duncan Mill Property (the "**Sale Proceeds**"), and only distributing such amounts as are expressly approved by the Court;
- (d) certain creditors have filed claims with the Proposal Trustee;
- (e) there are eight claims outstanding in respect of which the Debtor has raised an objection. The Proposal Trustee has proposed a process by which these claims will be adjudicated by the Court, as set out in the Ninth Report;
- (f) there are three claims outstanding in respect of which the Debtor has not raised any objection. The Proposal Trustee proposes to pay these claims;
- (g) the November 3rd Order granted a charge in favour of the Administrative Parties on all property, assets and undertakings of the Debtor (the "**Administration**

Charge”), as security for the fees and disbursements of the Administrative Parties;

- (h) the Proposal Trustee has accrued fees and expenses in its capacity as Proposal Trustee, which fees and expenses require the approval of this Court;
- (i) the Proposal Trustee’s counsel, Aird & Berlis LLP, has accrued fees and expenses in its capacity as counsel to the Proposal Trustee, which fees and expenses require the approval of this Court;
- (j) the Debtor’s counsel, Blaney McMurtry LLP, has accrued fees and expenses in its capacity as counsel to the Debtor, which fees and expenses require the approval of this Court;
- (k) the Proposal Trustee requires the Court’s authorization to release certain funds from the Sale Proceeds, in order to pay the claims referred to above, and the fees and disbursements of the Administrative Parties;
- (l) the Proposal Trustee proposes to pay the remaining Sale Proceeds to the Debtor, while retaining a reserve sufficient to cover the remaining outstanding claims and anticipated fees of the Administrative Parties, in full;
- (m) the other grounds set out in the Ninth Report;
- (n) rules 1.04, 2.03, 3.02, and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended; and
- (o) such further and other grounds as counsel may advise and this Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (p) the Ninth Report and its appendices;
- (q) the fee affidavit of Hans Rizarri sworn December 2, 2019;

- (r) the fee affidavit of Ian Aversa sworn December 2, 2019; and
- (s) such further and other material as counsel may submit and this Court may permit.

Date: December 2, 2019

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Ontario Limited*

TO: ATTACHED SERVICE LIST

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TAB 2

Court File No. 31-2303814
Estate No. 31-2303814

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN BANKRUPTCY AND INSOLVENCY

**IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED,
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

NINTH REPORT OF THE PROPOSAL TRUSTEE
December 2, 2019

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Telephone: 416.929.2500
Fax: 416.929.2555

Court File No. 31-2303814
Estate No. 31-2303814

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN BANKRUPTCY AND INSOLVENCY

**IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED,
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

NINTH REPORT OF THE PROPOSAL TRUSTEE
December 2, 2019

INTRODUCTION

1. This report (the “**Ninth Report**”) is filed by the Proposal Trustee. Unless otherwise noted, the defined terms used in this Ninth Report have the same meanings ascribed to them in the First Report through to the Eighth Report and the Supplemental Reports thereof.

PURPOSE

2. The purpose of this report is to provide the Court with the following:
 - a. an update as to completing the administration of the estate and effecting a distribution to the Company’s creditors;
 - b. an update as to the further discussions held between the Debtor and the Proposal Trustee as to the appropriate quantum of the Sale Proceeds to be released back to the Debtor in a second distribution, and the appropriate amount of funds to be held back to finalize the administration of the estate;
 - c. an update as to the further discussions held between the Debtor and the Proposal Trustee as to the creditor claims which are not being objected to by the Debtor. Consequently, the Proposal Trustee is able to issue immediate dividends to certain creditors (“**Non-Disputed Creditors**”) and hold back payment in full pending the determination of certain creditor claims (“**Disputed Creditors**”);
 - d. a proposed process for adjudicated the Disputed Creditors’ claims;

- e. the status of an appeal filed by Allevio Clinic #1 Toronto Inc. o/a Allevio Inc. (“**Allevio**”) to a Notice of Disallowance of Claim issued by the Proposal Trustee as it relates to a portion of the claim submitted by Allevio in the Proposal proceeding.
- f. support for the Proposal Trustee’s motion for an Order of this Honourable Court;
 - (i) approving the activities of the Proposal Trustee as described in this Ninth Report of the Proposal Trustee;
 - (ii) approving the Proposal Trustee’s recommended interim dividends and interim distribution to the Debtor;
 - (iii) approving the fees and disbursements of the Proposal Trustee, the Proposal Trustee’s counsel, and the Debtor’s counsel (the “**Administrative Parties**”); and authorizing the payment thereof from the Sale Proceeds, pursuant to the Administration Charge granted in the November 3rd Order of the Honourable Justice Hainey; and
 - (iv) such further and other relief as counsel may advise and this Court may permit.

ORIGINAL REQUEST FOR THE SALE PROCEEDS AND CONTINUED ADMINISTRATION

- 3. The Proposal Trustee continues to hold the balance of the Sale Proceeds in an interest-bearing account. The only remaining steps to be completed in the administration of the Debtor’s estate, involving paying out the Non-Disputed Creditors’ claims, and seeking the final determination of the Disputed Creditors’ claims, including the Allevio claim.
- 4. After the payment of the professional fees of the Administrative Parties, paying the Non-Disputed Creditors, and holding back amounts to pay the Disputed Creditors and the Allevio claim, the Proposal Trustee is holding a surplus of funds. The Proposal Trustee proposes to pay these amounts to the Debtor, after establishing a sufficient holdback for future professional fees and to complete the administration of the estate.
- 5. Pursuant to the Order of the Honourable Justice Conway dated June 6, 2019, (“**June 6th Order**”) the Proposal Trustee was authorized to distribute to the Debtor the sum of \$2,200,000 from the Sale Proceeds. In addition, an endorsement was issued (“**June 6th**

Endorsement") in which the Proposal Trustee was authorized to pay the claim of Gowling WLG in the amount of \$401,284.89. A copy of the June 6th Order and June 6th Endorsement are attached hereto as **Appendix "A" & "B"**.

6. Following the issuance of the June 6th Order and the June 6th Endorsement, the Proposal Trustee has been liaising with all creditors regarding the status of their claims.

STATUS OF CREDITOR CLAIMS

7. With a view to advancing the claims process, the Proposal Trustee wrote to the Debtor on July 17, 2019, to provide its views regarding the outstanding claims. A copy of this letter is attached hereto as **Appendix "C"**.
8. Counsel for the Debtor responded by way of a letter dated July 23, 2019, a copy of which is attached hereto as **Appendix "D"**.
9. Following a series of discussions, counsel for the Debtor wrote to the Proposal Trustee and identified a list of creditor claims with respect to which the Debtor has no objection. The Non-Disputed Creditors' claims total \$229,507.35, as follows:
 - Toronto Hydro-\$199,934.53
 - CRA-\$17,699.61 & \$8,675.96
 - City of Toronto-\$3,197.25
10. The Disputed Creditors' claims total \$319,775.01, as follows:
 - Daikin Applied- \$12,353.69
 - Devry Smith LLP- \$128,153.49
 - GDI Services- \$95,746.42
 - North York Family Holdings- \$46,442.42
 - Quality Allied Elevator-\$18,247.23
 - Rogers- \$871.56
 - YYZ Plumbing- \$17,960.20

DISALLOWANCE OF ADDITIONAL AHMADI & HUSSAINI CLAIM

11. The Trustee issued the Notice of Disallowance of Claim on July 25, 2019, (the “**Ahmadi-Hussaini Disallowance**”) to which no appeal was filed. A copy of the Ahmadi-Hussaini Disallowance is attached hereto as **Appendix “E”**.

STATUS OF ALLEVIO DISALLOWANCE

12. Allevio submitted a proof of claim in the amount of \$486,050.06. The Proposal Trustee reviewed the claim and requested further supporting documentation from Allevio to support portions of the claim submitted. Upon the Proposal Trustee completing its review of the Allevio claim and supporting documentation provided, the Proposal Trustee determined that a portion was not proven and should be disallowed. On August 29, 2019 the Proposal Trustee issued a Notice of Disallowance of Claim which disallowed the claim to the extent of \$201,903.98 (the “**Allevio Disallowance**”). A copy of the Allevio Disallowance is attached hereto as **Appendix “F”**.

13. Following the issuance of the Allevio Disallowance, the Proposal Trustee received a Notice of Appeal dated September 25, 2019 (“**Allevio Appeal**”). A copy of the Allevio Appeal is attached hereto as **Appendix “G”**.

14. The Trustee understands that the Debtor intends to proceed with litigating the Allevio Appeal in the place of the Trustee.

PROCESS FOR ADJUDICATING DISPUTED CLAIMS

15. The Proposal contemplates that the Debtor may seek the assistance of the Court in valuing any Claim. Pursuant to the June 12 Order, the Debtor may seek to have its objection to any claims adjudicated on motion to the Court. The Proposal Trustee is to work with the Company to schedule any objection motions, with the goal of minimizing the number of Court attendances required to address any such motions.

16. As set out above, the Debtor has advised the Proposal Trustee that it objects to the payment in full of eight claims, being the claims filed by the Disputed Creditors, and Allevio.
17. The Proposal Trustee recommends the following process for the adjudication of the Disputed Creditors' claims:
 - a. the Debtor shall send a notice to each of the Disputed Creditors, advising of its position, by December 13, 2019;
 - b. the Disputed Creditors shall have until January 6, 2020, to respond to the Debtor's notice, to advise whether they dispute the Debtor's position with regard to their claims;
 - c. any Disputed Creditor who does not respond to the Debtor's notice by the time prescribed shall forfeit its claim; and
 - d. a 9:30 appointment shall be set in January 2020, for the purpose of scheduling a date upon which the Debtor may argue its objections to the Disputed Creditors' claims, on notice to the Disputed Creditors, including the Allevio Appeal.

PROFESSIONAL FEES

18. Pursuant to the November 3rd Order, the Administrative Parties (i.e. the Proposal Trustee, its counsel and counsel for the Debtor) were granted an Administrative Charge against the Duncan Mill Property as security for their fees and disbursements.

Fees of the Proposal Trustee

19. From May 14, 2019 to November 22, 2019 the total fees and disbursements incurred by the Proposal Trustee were \$23,635.50, plus HST in the amount of \$3,072.62 for a total of \$26,708.12.
20. Attached separately as part of the Proposal Trustee's motion materials is the affidavit of Hans Rizarri sworn December 2, 2019, which includes a detailed summary of services, time charges and applicable hourly rates related to Crowe's timesheets for the period May 14, 2019 to November 22, 2019.

Fees of Counsel to the Proposal Trustee- Aird & Berlis LLP ("Aird")

21. From May 21, 2019 to November 20, 2019, the fees incurred by the Proposal Trustee's counsel totaled \$19,631.44 inclusive of disbursements and HST.

22. Attached separately as part of the Proposal Trustee's motion materials is the affidavit of Ian Aversa sworn December 2, 2019, which includes a summary of time charges and applicable hourly rates related to Aird's detailed statements of account for the period of May 21, 2019 to November 20, 2019.

Fees of Counsel to the Debtor- Blaney McMurry LLP ("Blaney's")

23. The Proposal Trustee has been provided with the statement of account issued by Blaney's for the period May 14, 2019 to November 29, 2019. The total fees billed were \$25,353.09, including disbursements and HST during that period.

PROPOSED INTERIM DISTRIBUTION

24. Counsel for the Proposal Trustee is currently holding funds in the amount of \$1,614,833.12. Below is the proposed Interim Distribution for which the Proposal Trustee requests the Court's approval.

	Balance of Funds on Hand	\$1,614,833.12
	Outstanding Professional Fees	(\$71,692.65)
	Non- Disputed Creditors	(\$229,507.35)
	Disputed Creditors	(\$319,775.19)
	Allevio Claim	(\$486,050.06)
	Funds Returned to Debtor	(\$350,000.00)
	Balance of Estate/Holdback	\$157,808.05

All of which is respectfully submitted this 2nd day of December, 2019.

CROWE SOBERMAN INC.

Trustee acting under a Notice of Intention to Make a Proposal for
1482241 Ontario Limited, and not in its personal capacity



Graeme Hamilton LIT, CIRP

APPENDIX

‘A’



Court File No. 31-2303814
Estate File No. 31-2303814

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

THE HONOURABLE

)

THURSDAY, THE 6TH DAY

)

MR. JUSTICE HAINES CONWAY

)

OF JUNE, 2019

IN BANKRUPTCY AND INSOLVENCY

**IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED, OF THE
CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

ORDER

THIS MOTION made by 1482240 Ontario Limited (the "Debtor") for an order directing Crowe Soberman Inc. in its capacity as proposal trustee for the Debtor (in such capacity, the "Proposal Trustee") to disburse certain funds from the proceeds from the sale of the property municipally known as 240 Duncan Mill Road, Toronto, Ontario (the "Sale Proceeds") to the Company, was heard October 31, 2018, at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Alain Checroune sworn June 8, 2018, the affidavit of Alain Checroune sworn October 5, 2018, and the exhibits thereto, the Fourth Report of the Proposal Trustee dated March 7, 2018, and the exhibits thereto, the Second Supplement to the Sixth Report of the Proposal Trustee dated October 24, 2018, and the appendices thereto, the Eighth Report of the Proposal Trustee dated May 10, 2019, and the appendices thereto, and the Supplement to the Eighth Report of the Proposal Trustee dated May 23, 2019, the appendices

thereto (the “**Supplement to the Eighth Report**”), including the affidavit of Steven L. Graff sworn May 22, 2019 (the “**Graff Affidavit**”) and the affidavit of Hans Rizarri sworn May 23, 2019 (the “**Rizarri Affidavit**”), and the affidavit of Alexandra Teodorescu sworn May 23, 2019 (the “**Teodorescu Affidavit**”), and on hearing the submissions of counsel for the Company, the Proposal Trustee and such other counsel as were present, no one appearing for any other person on the service list, although duly served as appears from the affidavits of service of Miranda Spence sworn June 5, 2019, filed, and on being advised that the Company and the Proposal Trustee consent to the relief sought herein,

1. **THIS COURT ORDERS** that the Proposal Trustee be and is hereby authorized, without further Order of this Court, to distribute to the Company the sum of \$2,200,000.00 from the Sale Proceeds.
2. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee’s counsel as described in the Supplement to the Eighth Report and as set out in the Graff Affidavit, be and are hereby approved, and the Proposal Trustee is authorized to pay such fees and disbursements from the Sale Proceeds.
3. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee as described in the Supplement to the Eighth Report and as set out in the Rizarri Affidavit, be and are hereby approved, and the Proposal Trustee is authorized to pay such fees and disbursements from the Sale Proceeds.
4. **THIS COURT ORDERS** that the fees and disbursements of the Debtor’s counsel as set out in the Teodorescu Affidavit, be and are hereby approved, and the Proposal Trustee is authorized to pay such fees and disbursements from the Sale Proceeds.

5. **THIS COURT ORDERS** that the Proposal Trustee shall continue to hold the remaining Sale Proceeds in trust, pending further Order of the Court.

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

JUN 06 2019

Conway J

PER / PAR: RL

IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED, OF THE CITY OF TORONTO, IN THE PROVINCE OF
ONTARIO

Court File No. 31-2303814

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

IN BANKRUPTCY AND INSOLVENCY
Proceedings commenced at Toronto

ORDER

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

Steven L. Graff (LSUC # 31871V)
Tel: (416) 865-7726
Fax: (416) 863-1515
Email: sgraff@airdberlis.com

Miranda Spence (LSUC # 60621M)
Tel: (416) 865-3414
Fax: (416) 863-1515
Email: mspence@airdberlis.com

APPENDIX

‘B’

(Com.)

② 9:30am

COUNSEL SLIP

COURT FILE NO BK-17-0230381

JUN 16 2019

DATE

NO ON LIST

1

TITLE OF
PROCEEDING

1482241 Ont. vs. Fasken Martineau-Dumoulin

COUNSEL FOR:

PLAINTIFF(S)

D. Ullmann for 148

PHONE & FAX NOS

416 ~~591-5777~~ 596-4289

APPLICANT(S)

E. Turkiewicz for 149

416 593-2437

PETITIONER(S)

(416-860-3895)
(416-860-0003)

COUNSEL FOR:

DEFENDANT(S)

RESPONDENT(S)

Miranda Spence
for Proposal Trustee

PHONE & FAX NOS

416-865-3414

416-863-1515

mspence@airtelberlin.com

Counsel for Gowling WLG
Christopher Stanek

(T) 416-862-4369

(P) 416-862-7661

June 6/19

A distribution order has been worked out on consent, unopposed, pursuant to which \$2.2 million of the sale proceeds will be distributed to the Company. Counsel have advised that this amount has been calculated on the basis that the Proposal Trustee will commit to hold ~~100%~~ sale proceeds sufficient to cover 100% of the known debts of the company, for distribution at a later date. Re the disputed debt of ~~\$400,284.89~~ \$401,284.89 to Gowlings, all have agreed that it can be distributed to Gowlings by the Prop Trustee now & a formal same DTG as signed by Mr. Conway.

APPENDIX

‘C’



Crowe Soberman Inc.

Crowe Soberman Inc.
Licensed Insolvency Trustee
Member Crowe Global

2 St. Clair Avenue East, Suite 1100
Toronto, ON M4T 2T5
416 929 2500
416 929 2555 Fax
1 877 929 2501 Toll Free
www.crowesobermaninc.com

July 17, 2019

1482241 Ontario Limited
c/o Blaney McMurtry LLP
2 Queen Street East
Suite 1500
Toronto, ON,
M5C 3G5

Attention: Mr. David Ullman

Dear Sir:

Re: In the matter of the Proposal of 1482241 Ontario Limited (the “Debtor”)

We write further to the Order of the Honourable Justice Hainey dated June 12, 2018 (the “Order”), which sets out the procedure and process for the Debtor to object to claims filed by creditors in the Proposal proceedings.

Please be advised that the Proposal Trustee has completed its initial review of the claims received, and has made the following determinations as to whether those claims ought to be admitted, disallowed, or partially disallowed. Please note that as per the Order, the Debtor has seven days to communicate any objections to the admitted claims in writing, including the detailed basis for the Debtor’s objection.

Unsecured Creditor Claims Fully Admitted

<i>Creditor Name</i>	<i>Claim Amount</i>
1- Canada Revenue Agency	\$3,972.76
2- Canada Revenue Agency	\$17,699.61
3- Daikin Applied Canada Inc.	\$12,353.69
4- Devry Smith Frank LLP	\$128,153.49
5- GDI Services (Canada) LP	\$95,746.42
6- North York Family Physician Holdings Inc.	\$46,442.42
7- Quality Allied Elevator	\$18,247.23
8- Rogers	\$871.56
9- Toronto Hydro- Electrical Systems Limited	\$199,934.53

10- Treasurer- City of Toronto	\$3,197.25
11- YYZ Plumbing	\$17,960.20
Total Unsecured Claims Admitted	\$544,579.16

The Proposal Trustee notes that the Debtor has already been provided physical copies of the claims referenced above.

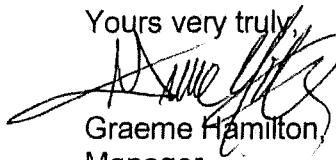
Unsecured Creditor Claim Partially Admitted

The Creditor Allevio Clinic #1 Toronto Inc., has submitted an unsecured claim in the amount of \$486,030.06. The Proposal Trustee will be admitting the partial amount of \$284,126.08 and disallowing the partial amount of \$201,903.98. The Proposal Trustee will be preparing the disallowance notice to be sent following the expiry of the seven day period identified above.

Unsecured Creditor Claim Disallowed

The Creditors Neelofar Ahmadi and James Hussaini have jointly submitted an equity claim asserting a 20% interest to any remaining funds available after the claims of creditors have been paid. The Proposal Trustee will be disallowing the claim in full. The Proposal Trustee will be preparing the disallowance notices to be sent following the expiry of the seven day period identified above.

Yours very truly,



Graeme Hamilton, LIT, CIRP
Manager

Crowe Soberman Inc.
Licensed Insolvency Trustee
Direct Line: 416 963 7140
Email: graeme.hamilton@crowesoberman.com

APPENDIX

‘D’

David T. Ullmann

D: 416-596-4289 F: 416-594-2437
dullmann@blaney.com

July 23rd, 2019

SENT BY EMAIL TO mspence@airdberlis.com

Ms. Miranda Spence
Aird & Berlis LLP
181 Bay Street, Suite 1800
Toronto, ON, M5J 2T9

Dear Ms. Spence:

Re: In the Matter of the Proposal of 1482241 Ontario Limited ("148")

We are in receipt of Mr. Hamilton's letter of July 17, 2019 (a copy attached for reference) setting out the Trustee's intention to attend to certain disallowances. We have been engaged by 148 to respond to this letter.

Please be advised that 148 consents to the Trustee approving and making payments in respect of the claims owing to CRA and the claim owing to Ontario Hydro. Please be advised that 148 agrees to the Trustee sending the disallowance in respect of the Neelofer Ahmadi and James Hussaini matter. We encourage you to send that disallowance immediately.

Please be advised that 148 objects to the balance of the proposed payments admissions or disallowances set-out in your letter.

We are happy to meet with you with respect to those various disallowances. In particular, we wish to highlight three points of contention.

It is the position of 148 that Devry Smith Frank ("DSF") received all amounts due to it when it received the \$125,000 as part of the settlement of its registered interest in relation to the property located at 240 Duncan Mill Road, Toronto (the "Property"). 148 denies that the balance of the claim is properly owing in that amount or that any amount is owing.

With respect to the Allevio Clinic ("Allevio") claim, while 148 appreciates that the Trustee is looking to disallow this amount in part, it is our advice based on discussions with our client that it is Mr. Checroune's understanding that the entire amount of the loss claimed by Allevio should have been covered by their insurance. Indeed I am advised that when 148 applied to its insurance to cover this possible loss (to the extent it had any liability or it related to the liability of the building generally) it was advised that this was not possible because the tenant had its own insurance which covered the issue. We also understand that repairs of this nature may have been covered by the appropriate lease to that unit. We have not reviewed that lease at this time. Accordingly, it is 148's position that the entire amount should be disallowed. We recognize that this is a large

amount and would likely be contested by Allevio and therefore are happy to discuss this in some detail with the Trustee before any disallowances are sent. It may well be that a portion of their claim should be allowed, but we cannot make that determination based on your letter.

With respect to the claim of the North York Family Physicians Holdings Inc. ("NYFPHI"), as you know, it is the position of 148 (which has even been commented on in some of the initial affidavits in this process) that this entity actually owes 148 an amount in excess of \$2,000,000 due to a dispute about rent and parking spaces and other lease related issues. There are pleadings exchanged in that regard, I believe. In any event, 148 objects to any payment being made to NYFPHI and would like to review that with you further.

With respect to the balance of the smaller payments, I intend task a junior associate at my office who can hopefully meet with a junior associate in your office to sort through those claims on an efficient basis and provide some sort of report of our position on that to you now that you have clearly raised your intention to admit these claims. It is 148's position that these claims are invalid.

We look forward to bringing this to a resolution. It should go without saying that it is 148's position that as soon as any disallowance is properly final that the amounts to which that claim relate, which we understand the Trustee is holding in full, will be promptly released to 148 net of any properly incurred fees covered by the relevant administrative charges, etc.

Yours very truly,

Blaney McMurtry LLP



David T. Ullmann

DTU/ab

cc: Eric Turkienicz

Clients

Blaney (Mervyn Abramowitz and Alexandra Teodorescu)

Encl.: Letter from Graeme Hamilton dated July 17, 2019

APPENDIX

‘E’



Crowe Soberman™

Crowe Soberman Inc.
Licensed Insolvency Trustee
Member Crowe Horwath International

2 St. Clair Avenue East, Suite 1100
Toronto, ON M4T 2T5
416.929.2500 Tel.
416.929.2555 Fax
1.877.929.2501 Toll Free
www.crowesobermaninc.com

District of Ontario
Division No. 9
Court No. 31-2303814
Estate No. 31-2303814

AMENDED
**NOTICE OF DISALLOWANCE OF CLAIM,
RIGHT TO PRIORITY OR SECURITY**
(Subsection 133(3))

In the matter of the proposal of
1482241 ONTARIO LIMITED
of the City of Toronto
in the Province of Ontario

TAKE NOTICE THAT, as Trustee of the above estate, we have disallowed your unsecured claim against the estate dated May 2, 2019, for the following reasons:

- (a) the proposal provides for the payment of "Claims", defined as any indebtedness, liability or obligation owed by the Debtor as at the date of filing. Your claim is for an equity interest of 20% of the shares of the Debtor company, and a 20% share in any remaining monies after the claims of creditors are paid, and therefore does not fall within the definition of Claim as provided for in the Proposal; and
- (b) the Proposal does not otherwise provide for the payment of equity claims.

AND FURTHER TAKE NOTICE THAT if you are dissatisfied with our decision in disallowing your claim in whole or in part, you may appeal to the Court within the 30 day period after the day on which this notice is served or sent, or within such further period as the Court may, on application made within the same 30 day period, allow.

Dated at the City of Toronto, in the Province of Ontario, this July 25, 2019.

**CROWE SOBERMAN INC.,
Licensed Insolvency Trustee
Trustee acting in re: the Proposal of
1482241 ONTARIO LIMITED**

TO:

REGISTERED & ORDINARY MAIL

**Neelofar Ahmadi & James Hussaini
c/o Paris & Company Professional Corporation
Attn: Neil Paris
161 Bay Street, Suite 2700
Toronto, Ontario
M5J 2S1**

APPENDIX

‘F’



Crowe Soberman™

Crowe Soberman Inc.
Licensed Insolvency Trustee
Member Crowe Horwath International

2 St. Clair Avenue East, Suite 1100
Toronto, ON M4T 2T5
416.929.2500 Tel.
416.929.2555 Fax
1.877.929.2501 Toll Free
www.crowesobermaninc.com

District of Ontario
Division No. 9
Court No. 31-2303814
Estate No. 31-2303814

**NOTICE OF DISALLOWANCE OF CLAIM,
RIGHT TO PRIORITY OR SECURITY**
(*Subsection 133(3)*)

In the matter of the proposal of
1482241 ONTARIO LIMITED
of the City of Toronto
in the Province of Ontario

TAKE NOTICE THAT, as Trustee of the above estate, we have disallowed your claim against the estate to the extent of \$201,903.98 for the following reasons:

- Part 3 of the summary of the total claim, advanced a claim in the amount of \$153,066.31 as it related to damages that arose from a flood that occurred in February 2015. The Trustee was only provided supporting documentation for approximately \$53,820.29 of that claim, and accordingly the Trustee has disallowed the sum of \$99,246.02;
- Part 5 of the summary of the total claim, advanced a claim in the amount of \$82,448.30 as it related to lost profits due to a breach of the right of first refusal clause. This claim is a contingent claim which is subject to a lawsuit that has not yet been determined;
- Part 6 of the summary of the total claim, advanced a claim in the amount of \$50,977.40 for legal and professional fees. The Trustee has decided to allow the claim on a partial indemnity basis in the amount of \$31,371.40, and accordingly the Trustee has disallowed the sum of \$19,606.00; and
- no judgment against the Debtor has been obtained.

AND FURTHER TAKE NOTICE THAT if you are dissatisfied with our decision in disallowing your claim in whole or in part, you may appeal to the Court within the 30 day period after the day on which this notice is served or sent, or within such further period as the Court may, on application made within the same 30 day period, allow.

Dated at the City of Toronto, in the Province of Ontario, this August 29th, 2019.

CROWE SOBERMAN INC.,
Licensed Insolvency Trustee
Trustee acting in re: the Proposal of
1482241 ONTARIO LIMITED



TO:
Allevio #1 Clinic Toronto Inc.
c/o Clyde & Co Canada LLP
Attn: Jamie Spotswood
2500-401 Bay St
Toronto, Ontario
M5H 2Y4

REGISTERED & ORDINARY MAIL & E-MAIL

APPENDIX

‘G’

CLYDE&Co

Clyde & Co Canada LLP

FAX TRANSMISSION401 Bay Street
Suite 2500
Toronto, Ontario
M5H 2Y4Tel.: (416) 366-4555
Fax: (416) 366-6110www.clydeco.ca

Date:	September 25, 2019
Pages transmitted (including cover):	7
From:	Jamie Spotswood
Our File:	1536401

Addressee	Company	Facsimile No.
Miranda Spence	Aird Berlis LLP	(416) 863-1515

IF YOU HAVE NOT RECEIVED THE TOTAL NUMBER OF PAGES OR NEED ASSISTANCE, PLEASE CALL (416)
366-4555

Confidentiality Note

This communication sent by fax is confidential, may be privileged and is intended for the exclusive use of the addressee. Any other person is strictly prohibited from disclosing, distributing or reproducing it. If the addressee cannot be reached or is unknown to you, please inform us immediately by telephone (416) 366-4555 at our expense and return this communication by mail to the address above.

Thank you.

CLYDE&CO

Clyde & Co Canada LLP

401 Bay Street
Suite 2500, P.O. Box 25
Toronto, Ontario
M5H 2Y4Tel.: (416) 366-4555
Fax.: (416) 366-6110www.clydeco.ca

Direct Line: 647-789-4830

E-mail: jamie.spotswood@clydeco.ca

September 25, 2019

VIA FAX

Miranda Spence
Aird Berlis LLP
Brookfield Place
181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

Dear Ms. Spence:

Re: The Matter of the Proposal of 1482241 Ontario Limited
Our File No.: 1536401

Further to the Notice of Disallowance of Claim, Right to Priority or Security delivered to my office on August 29, 2019, please find enclosed a Notice of Motion by way of Appeal on behalf of Allevio Clinic #1 Toronto Inc. o/a Allevio Pain Management.

We look forward to hearing from you regarding the 9:30 scheduling appointment.

Yours truly,
CLYDE & CO



— Jamie Spotswood
JS/am

Encl.

c: Graeme Hamilton
Crowe Soberman Inc.

Alex Morrison
Clyde & Co

Court File No. 31-2303814
Estate No. 31-23003814

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

IN BANKRUPTCY AND INSOLVENCY

**IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED,
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

BETWEEN:

ALLEVIO CLINIC #1 TORONTO INC. o/a ALLEVIO INC.

Moving Party

-and-

CROWE SOBERMAN INC.,
TRUSTEE ACTING IN THE PROPOSAL OF 1482241 ONTARIO LIMITED

Responding Party

NOTICE OF MOTION

TAKE NOTICE that the Moving Party, Allevio Clinic #1 Toronto Inc. o/a Allevio Inc. ("Allevio") will make a motion by way of appeal from the Notice of Disallowance of Claim, Right to Priority or Security, dated August 29, 2019 delivered by Crowe Soberman Inc., trustee (the "Trustee") acting in respect to the proposal proceedings of 1482241 Ontario Limited ("148") on a date to be scheduled before Justice Hainey at a 9:30 a.m. chambers appointment or soon after that time as the motion can be heard at the Courthouse, Toronto, Ontario.

PROPOSED METHOD OF HEARING: Orally.

THE MOTION IS FOR an Order:

- a) An Order extending the time in which to bring this appeal, if necessary;

- b) An Order allowing Allevio's appeal of the Notice of Disallowance by the Trustee dated August 29, 2019 from Allevio's Proof of Claim;
- c) An Order declaring that Allevio is entitled to recover the amount of \$201,903.98 that the Trustee disallowed plus the allowed portions of Allevio's claim;
- d) Costs of this motion; and
- e) Such further and other relief as counsel may request and this Honourable Court may deem just.

THE GROUNDS IN SUPPORT FOR THE MOTION ARE:

- a) On October 13, 2017, 148 filed a Notice of Intention to Make a Proposal and the Trustee consented to act as the Proposal Trustee for 148;
- b) By Order dated March 16, 2018, Justice Hainey approved, among other things, the sale of 148's principal asset, the Duncan Mill Property;
- c) By Order of Justice Hainey dated June 12, 2018, the Trustee's Proposal was approved;
- d) On July 19, 2018 Allevio delivered a Form 31, Proof of Claim to the Trustee in compliance with the *Bankruptcy and Insolvency Act*;
- e) On August 29, 2019, the Trustee sent a Notice of Disallowance of Claim, Right to Priority or Security to Allevio. The Trustee disallowed \$201,903.98 of Allevio's Proof of Claim on the following basis: (i) that there was no supporting documents for \$99,246.02 relating to damages caused by a flood to Allevio's premises; (ii) that \$82,448.30 for loss of profits due to breach of right of first

refusal clause was a contingent claim subject to a lawsuit which had not been determined; (iii) that the legal and professional fees should be calculated on a partial indemnity basis, resulting in \$19,606.00 being disallowed; and (iv) that no judgment has been obtained against 148;

- f) Allevio respectfully submits that it filed with the Trustee a proper Proof of Claim substantiating the recovery of its \$486,050.06 unsecured claim, with proper supporting documents;
- g) Sections 135(4) and 187(11) of the *Bankruptcy and Insolvency Act*;
- h) Rules 3, 6, and 11 of the *Bankruptcy and Insolvency General Rules*; and
- i) Such further and other grounds as the parties may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of this Motion:

- a) The Affidavit of Ross Hedin, with exhibits, to be filed;
- b) Such further and other evidence as counsel may advise and this Honourable Court may deem just.

September 25, 2019

CLYDE & CO CANADA LLP
401 Bay Street, Suite 2500
P.O. Box 25
Toronto, ON M5H 2Y4

Jamie Spotswood /
Alex Morrison
Tel: (416) 366-4555
Fax: (416) 366-6110

Lawyers for the Moving Party, Allevio Clinic #1 Toronto Inc. o/a Allevio Inc.

TO: **CROWE SOBERMAN INC.**
2 St. Clair Avenue East, Suite 1100
Toronto, ON M4T 2T5

Hans Rizzari

Tel: (416) 929-2500
Fax: (416) 929-2555

Crowe Soberman Inc., Trustee
acting in the Proposal of
1482241 Ontario Limited

AND

TO: **AIRD BERLIS LLP**
Brookfield Place
181 Bay Street, Suite 1800
Toronto, ON M5J 2T9

Steven L. Graff/
Miranda Spence
Tel: (416) 863-1500
Fax: (416) 863-1515

Counsel for the Trustee

Court File No.:31-2303814

IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED,
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO

**ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)**

(PROCEEDING COMMENCED AT
TORONTO)

NOTICE OF MOTION

CLYDE & CO CANADA LLP
401 Bay Street
Suite 2500, Box 25
Toronto, Ontario
M5H 2Y4

Jamie Spotswood
Alex Morrison
Telephone: (416) 366-4555
Facsimile: (416) 366-6110

Lawyers for the Moving Party, Allevio Clinic #1
Toronto Inc. o/a Allevio Inc.

TAB 3

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE PROPOSAL OF
1482241 ONTARIO LIMITED
OF THE CITY OF TORONTO
IN THE PROVINCE OF ONTARIO**

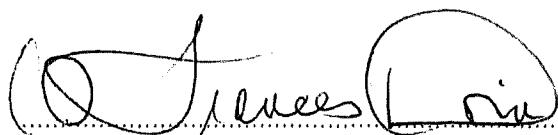
**AFFIDAVIT OF HANS RIZARRI
SWORN DECEMBER 2, 2019**

I, **Hans Rizarri**, of the City of Toronto, in the Province of Ontario, **AFFIRM** and **STATE THE FOLLOWING TO BE TRUE:**

1. I am a Licensed Insolvency Trustee with the firm of Crowe Soberman Inc. (“**Crowe**”), the Proposal Trustee of 1482241 Ontario Limited (the “**Company**”), and as such have personal knowledge of the matters deposed to herein.
2. On October 13, 2017 the Company filed a Notice of Intention to make a Proposal pursuant to Section 50.4 (1) of the *Bankruptcy and Insolvency Act*, Crowe was appointed as the Proposal Trustee by the Official Receiver.

3. This affidavit is made in support of a motion to be made by the Proposal Trustee that seeks, *inter alia*, approval of the fees and disbursements of Crowe in its capacity as Proposal Trustee in respect of services provided in connection with these proceedings.
4. Crowe's detailed statement(s) of account which form the period May 14, 2019 through November 22, 2019, disclose in detail (i) the names, hourly rates and time expended by each person who rendered services, and (ii) description of services rendered for the relevant time period. A chart that summarizes the Trustee's fees and detailed time sheets are attached as Exhibit "1" to this Affidavit.
5. I have been actively involved in this matter. I have reviewed the Crowe detailed statement of account and I consider the time expended and the fees charged to be reasonable in light of the services performed and the prevailing market rates for such services.

Affirmed before me at the City of Toronto
in the Province of Ontario, on this 2nd day of
December, 2019



Commissioner for Taking Affidavits, etc.

Alfonsina Frances Doria, a Commissioner, etc.,
Province of Ontario, for Crowe Soberman Inc.,
and its affiliates.
Expires May 4, 2021.



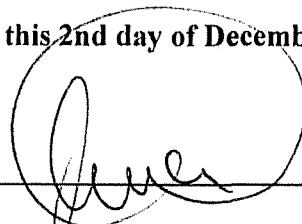
.....

HANS RIZARRI, LIT, CIRP

This is Exhibit "1" referred to

in the Affidavit of Hans Rizarri

Sworn before me this 2nd day of December 2019



A Commissioner for Taking Oaths, in and for

The Province of Ontario

Alfonsina Frances Doria, a Commissioner, etc.,
Province of Ontario, for Crowe Soberman Inc.,
and its affiliates.
Expires May 4, 2021.

1482241 Ontario Limited - Period May 14 - November 22, 2019

Date	Description	Empl ID	Hours	Rate	Amount
5-14-2019	Debtor positions, objections, settlements to be done with creditors on various matters re distribution, prep for case conference with Justice Hainey; debtor request of distr earlier; review, trustee position thereof	HMR	1.30	\$ 600.00	\$ 780.00
5-23-2019	File review for previous reports; instructions from Hans to SupplementaryReport, preparation of time summary, balance records; discussions, etc.	AFD	3.50	\$ 290.00	\$ 1,015.00
5-24-2019	May 23.19: Case conference Justice Hainey: review material, debtor position, creditor and lawyers position thereof, planning for hearing	HMR	1.30	\$ 600.00	\$ 780.00
5-24-2019	Attend Case conference before Justice Hainey; post meeting with M.Spence, post hearing meeting with lawyers: review of redacted Blaneys bill of costs; dis re deposit adjustment status with Eric T.; review of distribution schedule now with Alain claim in	HMR	2.60	\$ 600.00	\$ 1,560.00
5-24-2019	prep April 2019 Bank Rec	FX	0.20	\$ 225.00	\$ 45.00
5-28-2019	review of reports, file review, email review, responses from counsel and company, conf call w counsel, creditor inquiries	GRH	1.40	\$ 350.00	\$ 490.00
5-28-2019	Dis with legal counsel, outline of next steps including disbursements to debtor, disallowance of claim, Gowlings claim, other claims reviewed,	HMR	1.20	\$ 600.00	\$ 720.00
5-29-2019	further emails on payment status for monthly expenses and counsel, discussions on settlement, meeting with counsel and counsel for debtor	GRH	2.15	\$ 350.00	\$ 752.50
5-29-2019	May 28.19: request for monthly operating expenses, review rationale with M.Spence in light of distribution	HMR	0.30	\$ 600.00	\$ 180.00
5-29-2019	M.Spence and S.Graff meeting re distribution, timing and court hearing prep for next week	HMR	1.00	\$ 600.00	\$ 600.00
5-29-2019	Review email from D.Ullmann, dis with M.Spence re distribution request for 2.2M for debtor, position of proposal trustee thereof, timing, planning for court hearing	HMR	1.20	\$ 600.00	\$ 720.00
5-30-2019	various on next steps re settlement, disallowance,	GRH	0.20	\$ 350.00	\$ 70.00
5-30-2019	Review of proof of claims for disallowance other follow up matters from M.Spence, S.Graff meeting for next Thursday court hearing	HMR	0.60	\$ 600.00	\$ 360.00
5-31-2019	various calls and emails with counsel, update accounting schedule	GRH	0.50	\$ 350.00	\$ 175.00
6-1-2019	Rizarri VISA: Meals exp	HMR	1.00	\$ 66.08	\$ 66.08
6-3-2019	Prep for Thu June 6.19 hearing re distribution of 2.2M to debtor incl deferral of related party claims, banking and rec, updated srd, various positions taken by debtor in the past, claims disallowance analysis	HMR	1.60	\$ 600.00	\$ 960.00
6-3-2019	various re court attendance and next steps	GRH	0.25	\$ 350.00	\$ 87.50
6-4-2019	call with counsel, conference call with counsel for company, review of letters re postponement, issues, reviews of holdback, additional set of letters and review of same, follow up call with counsel, request additional and issue of fire code, Gowlings position	GRH	1.75	\$ 350.00	\$ 612.50
6-4-2019	Distribution motion: deferral letters and matters thereof with related parties Caruda, Alain et al.; Updated amount to distribution, calculation analysis post distribution; review of Gowlings - Chris Stanek claim in prep for call	HMR	1.20	\$ 600.00	\$ 720.00
6-5-2019	Prep for Chris Stanek Gowlings conf call, review of distribution schedule; attend conf call with M.Spence, C.Stanek; post call with D.Ullmann in prep for court hearing; dis with A.Degan re position of Alain on matters; corresp from Eric T, M.Spence;	HMR	1.40	\$ 600.00	\$ 840.00

6-6-2019	GRH	2.00	\$ 350.00	\$ 700.00
various emails with Gowlings on motion, court prep, various calls with counsel on next steps re claims, conf call with CSI, AB, Gowlings, follow up call with McCague Borlack, post emails on same				
6-6-2019	GRH	3.00	\$ 350.00	\$ 1,050.00
court attendance, order obtained, emails on same, fees, dividend calculation less holdback for levy, next steps re claims and timing of proposal protocol, payments of fees, clear customs claim and next steps,				
6-6-2019	HMR	1.70	\$ 600.00	\$ 1,020.00
Distribution to debtor/Alain, pre court hearing planning, post court hearing with GH distribution planning, follow up matters with M. Spence				
6-7-2019	GRH	0.45	\$ 350.00	\$ 157.50
court order, emails re transfers, settlement, call with counsel, posting on website				
6-10-2019	GRH	0.30	\$ 350.00	\$ 105.00
confirmation of wire proceeds, emails from debtor requesting May payments, follow up on same				
6-10-2019	FX	0.20	\$ 225.00	\$ 45.00
process incoming wire transfer from Aird & Berlis LLP				
6-14-2019	GRH	0.15	\$ 350.00	\$ 52.50
creditor inquiries on status of dividends				
6-19-2019	GRH	0.10	\$ 350.00	\$ 35.00
various emails on creditor inquiries				
6-26-2019	AFD	0.50	\$ 290.00	\$ 145.00
Instructions from HR; Review invoices, cheque issuing, posting				
7-8-2019	GRH	0.50	\$ 350.00	\$ 175.00
emails and calls with counsel on disallowance request, additional estate admin, send SP copies of previous materials circulated on payments				
7-11-2019	GRH	0.20	\$ 350.00	\$ 70.00
follow up w counsel re claims, call w counsel				
7-12-2019	GRH	0.40	\$ 350.00	\$ 140.00
status of outstanding issues re claim, fire violation, disallowance, call w legal				
7-15-2019	GRH	0.60	\$ 350.00	\$ 210.00
various emails re request for accounting docs, compile and resend, follow up emails on same				
7-15-2019	FX	0.20	\$ 225.00	\$ 45.00
prep May 2019 Bank Rec				
7-16-2019	GRH	0.30	\$ 350.00	\$ 105.00
emails and calls w counsel on next steps re disallowance, commencing claim procedure				
7-17-2019	GRH	2.00	\$ 350.00	\$ 700.00
review of claims, report, order, process, draft letter for review by counsel on Proposal Trustee initial determination re claim allowance vs disallowance, draft disallowances x 2. Review with counsel, finalize and send				
7-18-2019	GRH	0.15	\$ 350.00	\$ 52.50
call with counsel on Allevio				
7-23-2019	HMR	0.60	\$ 600.00	\$ 360.00
Letter from Blaney McMurtry - Ullmann re disallowance, review with GH, planning				
7-23-2019	GRH	0.35	\$ 350.00	\$ 122.50
responding correspondence on review of claims, call with counsel, discuss w HR				
7-25-2019	GRH	1.20	\$ 350.00	\$ 420.00
further review of disallowances, all claims in Ascend to confirm, email to counsel, execute and send out forms, call w counsel, next steps on same				
7-29-2019	GRH	0.30	\$ 350.00	\$ 105.00
call w estate counsel, counsel for debtor, next steps re claims, review of order				
7-30-2019	GRH	0.15	\$ 350.00	\$ 52.50
various re conf call				
8-1-2019	FX	0.20	\$ 225.00	\$ 45.00
prep June 2019 Bank Rec				
8-7-2019	GRH	0.20	\$ 350.00	\$ 70.00
various emails w counsel, disallowance, HST, sched call				
8-26-2019	GRH	0.40	\$ 350.00	\$ 140.00
call with counsel re disallowance notices, follow up call				
8-27-2019	FX	0.20	\$ 225.00	\$ 45.00
prep July 2019 Bank Rec				
8-29-2019	GRH	1.15	\$ 350.00	\$ 402.50
revised Section 133, emails w counsel, call to debtor counsel, review of accounting and potential release amounts				
8-29-2019	HMR	0.20	\$ 600.00	\$ 120.00
Planning with GH re disallowance, accounting funds and amounts to distribute, request meeting with debtor lawyer				
9-4-2019	GRH	0.45	\$ 350.00	\$ 157.50

creditor inquiries, review of accounting, call with counsel on next steps,	GRH	0.25	\$ 350.00	\$ 87.50
9-9-2019 call with counsel on next steps re claims, review of outstanding time	GRH	2.40	\$ 350.00	\$ 840.00
9-12-2019 prep for meeting with counsel, meeting with AB/CSI	GRH	0.25	\$ 350.00	\$ 87.50
9-16-2019 call with counsel, review of correspondence	GRH	0.20	\$ 350.00	\$ 70.00
9-19-2019 various creditor inquiries	GRH	0.25	\$ 350.00	\$ 87.50
9-23-2019 emails w counsel on Allevio claim and disallowance	GRH	0.25	\$ 350.00	\$ 87.50
9-24-2019 updated draft analysis on potential pay out amounts and creditor payments	GRH	0.50	\$ 350.00	\$ 175.00
9-25-2019 creditor inquiries	GRH	0.15	\$ 350.00	\$ 52.50
9-30-2019 allevio appeal review.	GRH	0.50	\$ 350.00	\$ 175.00
9-30-2019 HMR VISA, travel	HMR	1.00	\$ 39.82	\$ 39.82
10-1-2019 update holdback schedule, call to counsel, next steps on same	GRH	0.40	\$ 350.00	\$ 140.00
10-3-2019 Review with legal counsel proof of claims status, next steps process, position of debtor	HMR	0.60	\$ 600.00	\$ 360.00
10-4-2019 prep Aug 2019 Bank Rec	FX	0.25	\$ 225.00	\$ 56.25
10-28-2019 initial review of request for payment from debtor company and next steps	GRH	0.20	\$ 350.00	\$ 70.00
10-29-2019 prep Sept 2019 Bank Rec	FX	0.25	\$ 225.00	\$ 56.25
10-31-2019 HMR Visa 04/2019 Proj 022744 travel	HMR	1.00	\$ 112.08	\$ 112.08
11-1-2019 call re correspondence of debtor, next steps on same, court attendance, reporting,	GRH	0.40	\$ 360.00	\$ 144.00
11-4-2019 review of correspondence from debtor and review of potential payout's, emails to counsel	GRH	0.65	\$ 360.00	\$ 234.00
11-6-2019 TCC w counsel on next steps, trustee report, items to include, cont admin, prep and review on same, potential dist scenarios,	GRH	0.75	\$ 360.00	\$ 270.00
11-8-2019 prep and review for second supplemental report to 8th report, various review of materials, emails w counsel, commence initial draft and outline	GRH	2.50	\$ 360.00	\$ 900.00
11-11-2019 cont..review of report	GRH	0.40	\$ 360.00	\$ 144.00
11-12-2019 call with estate counsel, cont review and amendment to report	GRH	1.00	\$ 360.00	\$ 360.00
11-13-2019 update to report, call with counsel on next steps, determine process options to deal with disputed claims	GRH	0.75	\$ 360.00	\$ 270.00
11-18-2019 Dis with D.Ullmann re distribution next steps, review with GH	HMR	0.30	\$ 610.00	\$ 183.00
11-20-2019 calls and emails w counsel on file and next steps	GRH	0.30	\$ 360.00	\$ 108.00
11-21-2019 finalize draft	GRH	1.25	\$ 360.00	\$ 450.00
Project:		56.30		\$ 23,853.48

Empl ID	Hours	Amount
Frances Doria, Senior Estate	4.00	\$ 1,160.00
Fei Xue, Estate Administrator	1.50	\$ 337.50
Graeme Hamilton, LIT,CIRP	33.70	\$ 11,875.00
Hans Rizari, LIT, CIRP	17.10	\$ 10,263.00
Total for project	56.30	\$ 23,635.50

Court File No. 31-2303814

IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED

ONTARIO
SUPERIOR COURT OF JUSTICE
Proceeding commenced at Toronto

AFFIDAVIT OF HANS RIZARRI
Sworn December 2, 2019

Crowe Soberman Inc.
Licensed Insolvency Trustee
2 St. Clair Avenue East, Suite 1100
Toronto, Ontario, M4T 2T5
Tel: 416-929-2500 Fax: 416-929-2555

Hans Rizarri, LIT, CIRP
Licence: 2680
hans.rizarri@crowesoberman.com
Direct Line: 416-963-7175

TAB 4

Court File No. 31-2303814
Estate No. 31-2303814

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

IN BANKRUPTCY AND INSOLVENCY

**IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED,
OF THE CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

**AFFIDAVIT OF IAN AVERSA
(sworn December 2 , 2019)**

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

1. I am a partner at Aird & Berlis LLP and, as such, I have knowledge of the matters to which I hereinafter depose. Aird & Berlis LLP is acting as counsel for Crowe Soberman Inc. in its capacity as proposal trustee of 1482241 Ontario Limited (in such capacity, the “**Proposal Trustee**”).
2. Aird & Berlis LLP has prepared statements of account in connection with its mandate as counsel to the **Proposal Trustee**, detailing its services rendered and disbursements incurred, namely:
 - (a) an account dated June 28, 2019 in the amount of \$9,038.18 in respect of the period from May 21, 2019 to June 12, 2019;
 - (b) an account dated August 28, 2019 in the amount of \$5,547.76 in respect of the period from June 6, 2019 to August 20, 2019; and
 - (c) an account dated in the amount of \$ 5,045.45 in respect of the period from August 26, 2019 to November 20, 2019.

(the “**Statement of Account**”). Attached hereto and marked as **Exhibit “A”** to this Affidavit is a copy of the Statements of Account. The average hourly rate of Aird & Berlis LLP is \$428.10.

3. Attached hereto and marked as **Exhibit “B”** to this Affidavit is a chart detailing the lawyers, law clerks and articling students who have worked on this matter.
4. This Affidavit is made in support of a motion to, *inter alia*, approve the attached accounts of Aird & Berlis LLP and the fees and disbursements detailed therein, and for no improper purpose whatsoever.

SWORN before me at the City of)
Toronto, in the Province of Ontario)
this 2nd day of December, 2019)
)
)
)
)
)

A commissioner, etc.

Miranda Spence

IAN AVERSA

Attached is Exhibit "A"

Referred to in the

AFFIDAVIT OF IAN AVERSA

Sworn before me

this 2nd day of December, 2019

Commissioner for taking Affidavits, etc

IN ACCOUNT WITH:

AIRD BERLIS

Brookfield Place, 181 Bay Street, Suite 1800
Toronto, Ontario, Canada M5J 2T9
T 416.863.1500 F 416.863.1515
airdberlis.com

Crowe Soberman Inc.
1100-2 St. Clair Avenue East
Toronto, ON
M4T 2T5

Attention: Hans M. Rizarri

Account No.: 637736

PLEASE WRITE ACCOUNT NUMBERS
ON THE BACK OF ALL CHEQUES

File No.: 48389/141309

June 28, 2019

Re: Proposal of 1482241 Ontario Limited and 240 Duncan Mill Road

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended June 25, 2019

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	21/05/19	\$475.00	0.20	\$95.00	Arrange for preparation of fee affidavit for court attendance
MC	22/05/19	\$260.00	1.20	\$312.00	Attend Commercial List for filing.
DH	22/05/19	\$250.00	0.10	\$25.00	Commission of affidavit for S. Graff
MES	22/05/19	\$475.00	1.50	\$712.50	Review of fire violation disclosure and consider role of Avison Young and Debtor; Draft letter to E. Turkienicz responding to various issues; Review and revise fee affidavit
MES	23/05/19	\$475.00	1.80	\$855.00	Revise and issue letter to E. Turkienicz; Telephone calls with H. Rizarri re: communications with debtor and supplemental report; Prepare, finalize and serve supplemental report to the 8th report; Exchange emails with E. Turkienicz, N. Paris, G. Benchetrit re: court attendance; Telephone call with D. Ullmann and receive and review fee affidavit of D. Ullmann
MES	24/05/19	\$475.00	2.80	\$1,330.00	Prepare for and attend at court for case conference; Circulate order and endorsement to service list; Exchange emails with E. Fran and

LAWYER	DATE	RATE/HOUR	TIME	VALUE	DESCRIPTION
					G. Benchetrit; Arrange for wire payments to first and second mortgagees
MES	28/05/19	\$475.00	0.60	\$285.00	Exchange emails with H. Rizarri re: May operating expenses; Telephone call with H. Rizarri and G. Hamilton re: same; Exchange emails with E. Turkienicz re: same
SLG	29/05/19	\$825.00	0.30	\$247.50	Review proposed distribution and course of action through disallowance of claims
MES	29/05/19	\$475.00	1.00	\$475.00	Telephone calls and exchange of emails with H. Rizarri, D. Ullmann re: strategy to pay out funds to 148; Meeting with H. Rizarri, D. Ullmann, G. Hamilton to discuss same
MES	31/05/19	\$475.00	0.60	\$285.00	Telephone calls with G. Hamilton re: order to release funds to debtor, and exchange emails with G. Hamilton re: same
MES	03/06/19	\$475.00	0.20	\$95.00	Telephone calls with D. Ullmann, G. Hamilton
VS	04/06/19	\$425.00	0.10	\$42.50	Email from M. Spence regarding delivery for payment
MES	04/06/19	\$475.00	1.60	\$760.00	Telephone calls with D. Ullmann and G. Hamilton re: form of order re: distributions, and postponement letters; Review postponement letters provided by A. Checroune companies; Draft order and circulate to service list; Telephone calls with C. Stanek and H. Rizarri re: distributions; Exchange emails with H. Rizarri and C. Stanek re: same
MES	05/06/19	\$475.00	1.50	\$712.50	Telephone calls with G. Hamilton re: distribution; Conference call with G. Hamilton, H. Rizarri, C. Stanek re: distribution to debtor; Telephone call with D. Ullmann re: terms of court attendance and documents required for postponement; Receive and respond to emails from E. Turkienicz, C. Stanek re: payout of

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
					Gowlings claim; Exchange emails with M. Brzezinski re: distribution
VS	06/06/19	\$425.00	0.30	\$127.50	Further review file regarding deadline for payment of fine; Correspondence with M. Spence and client regarding same
MES	06/06/19	\$475.00	1.90	\$902.50	Prepare for and attend at court to address distribution to debtor; Arrange for wire to debtor and exchange emails re: same
MES	07/06/19	\$475.00	0.60	\$285.00	Email to C. Stanek re: wire transfer; Arrange for wires to pay distributions arising from June 7 order; Call with N. Rabinovitch re: Clear Customs release and email to H. Rizarri and G. Hamilton re: same
MES	10/06/19	\$475.00	0.10	\$47.50	Receive email from J. Lalande regarding operating costs
MES	11/06/19	\$475.00	0.10	\$47.50	Receive email from G. Hamilton re: payment to Crowe Soberman
MES	12/06/19	\$475.00	0.10	\$47.50	Receive email from H. Rizarri
TOTAL:			16.60	\$7,689.50	

Name	Hours	Rate	Value
Miranda E. Spence (MES)	14.60	\$475.00	\$6,935.00
Monica Carinci (MC)	1.20	\$260.00	\$312.00
Daniella Hodgson (DH)	0.10	\$250.00	\$25.00
Steven L. Graff (SLG)	0.30	\$825.00	\$247.50
Vedran Simkic (VS)	0.40	\$425.00	\$170.00

OUR FEE \$7,689.50
HST at 13% \$999.64

DISBURSEMENTS

COST INCURRED ON YOUR BEHALF AS AN AGENT

Notice of Motion/Application	\$50.00
Wire Charges	\$105.00
Total Agency Costs	\$155.00

Subject to HST

Photocopies	\$47.75
Photocopies - Local	\$33.50
Imaging/Scanning	\$15.75
Binding and Tabs	\$17.00
Agency Fee	\$50.00
Taxi	\$7.72
Total Disbursements	\$171.72
HST at 13%	\$22.32
AMOUNT NOW DUE	\$9,038.18

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP

Steven L. Graff
E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.5% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.

36521960.1

IN ACCOUNT WITH:

AIRD BERLIS

Brookfield Place, 181 Bay Street, Suite 1800
Toronto, Ontario, Canada M5J 2T9
T 416.863.1500 F 416.863.1515
airdberlis.com

Crowe Soberman Inc.
1100-2 St. Clair Avenue East
Toronto, ON
M4T 2T5

Attention: Hans M. Rizarri

Account No.: 643828

PLEASE WRITE ACCOUNT NUMBERS
ON THE BACK OF ALL CHEQUES

File No.: 48389/141309

August 28, 2019

Re: Proposal of 1482241 Ontario Limited and 240 Duncan Mill Road

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended August 20, 2019

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
PLW	06/06/19	\$190.00	0.60	\$114.00	Entered Order dated June 19, 2019
MES	24/06/19	\$475.00	0.20	\$95.00	Telephone call with G. Hamilton re: status and next steps
MES	05/07/19	\$475.00	0.20	\$95.00	Receive email from D. Ullmann re: Neelofar claim and email to G. Hamilton re: same
MES	08/07/19	\$475.00	1.20	\$570.00	Telephone call with G. Hamilton re: correspondence from D. Ullmann and next steps; Email to E. Turkienicz; Consider propriety of Neelofar equity claim, review BIA, and instruct student re: research
MES	09/07/19	\$475.00	0.20	\$95.00	Discussion with S. Graff re: disallowance of equity claims
CAA	11/07/19	\$275.00	4.50	\$1,237.50	Researching the proper treatment of equity claims in a Division 1 proposal where the proposal does not address equity claimants
MES	11/07/19	\$475.00	0.20	\$95.00	Telephone call with G. Hamilton re: next steps; Email to E. Turkienicz re: follow-up; Telephone call with E. Turkienicz re: same
CAA	12/07/19	\$275.00	0.90	\$247.50	Drafted and sent e-mail to M. Spence re research into whether a proposal trustee has any obligation or right to pay an equity claimant if the proposal does not so provide

LAWYER	DATE	RATE/HOUR	TIME	VALUE	DESCRIPTION
MES	12/07/19	\$475.00	0.20	\$95.00	Email to D. Ullmann requesting response; Telephone call with G. Hamilton re: same
MES	16/07/19	\$475.00	0.60	\$285.00	Email to G. Hamilton re: disallowance of equity claims; Telephone call with D. Ullmann re: representation of debtor and matters to be addressed; Telephone call with G. Hamilton re: proposed next steps
MES	17/07/19	\$475.00	0.80	\$380.00	Review and revise correspondence to debtor re: proofs of claim; Review and revise disallowances for Allevio and Neelofer equity claim; Exchange emails and telephone call with G. Hamilton re: same
MES	23/07/19	\$475.00	0.30	\$142.50	Receive letter from D. Ullmann responding to trustee position on claims; Exchange emails with G. Hamilton and H. Rizarri, and telephone call with G. Hamilton
MAP	24/07/19	\$275.00	2.10	\$577.50	Attended Provincial Offences Office to pay fines
MES	24/07/19	\$475.00	0.40	\$190.00	Arrange for payment of fire violation; Exchange emails with G. Hamilton re: same
MES	25/07/19	\$475.00	0.40	\$190.00	Telephone call and exchange of emails with G. Hamilton re: response to company regarding claims
MES	29/07/19	\$475.00	0.30	\$142.50	Telephone call with G. Hamilton re: review of debtor's objections to trustee's position on claims, and voicemails and email to D. Ullmann re: same
MES	30/07/19	\$475.00	0.10	\$47.50	Exchange emails with G. Hamilton re: response to Debtor's objections
MES	31/07/19	\$475.00	0.10	\$47.50	Email to D. Ullmann requesting call
MES	06/08/19	\$475.00	0.20	\$95.00	Exchange emails with D. Ullmann and G. Hamilton following up regarding claims objections
MES	07/08/19	\$475.00	0.10	\$47.50	Exchange emails with G. Hamilton and D. Ullmann
MES	14/08/19	\$475.00	0.10	\$47.50	Telephone call with G. Hamilton
MES	20/08/19	\$475.00	0.10	\$47.50	Exchange emails with G. Hamilton

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
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TOTAL: 13.80 \$4,884.00

Name	Hours	Rate	Value
Patrick L. Williams (PLW)	0.60	\$190.00	\$114.00
Miranda E. Spence (MES)	5.70	\$475.00	\$2,707.50
Christian A. Airhart (CAA)	5.40	\$275.00	\$1,485.00
Matthew A. Patterson (MAP)	2.10	\$275.00	\$577.50

OUR FEE \$4,884.00
HST at 13% \$634.92

DISBURSEMENTS

COST INCURRED ON YOUR BEHALF AS AN AGENT

Miscellaneous HST Exempt Re: Reimburse petty cash POA charge paid / July 24 2019 issued to Cash	\$8.84
---	--------

Subject to HST

Taxi	\$17.70
HST at 13%	\$2.30
AMOUNT NOW DUE	\$5,547.76

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP

Steven L. Graf
E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.5% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the account number as reference.

37093795.1

IN ACCOUNT WITH:

AIRD BERLIS

Brookfield Place, 181 Bay Street, Suite 1800
Toronto, Ontario, Canada M5J 2T9
T 416.863.1500 F 416.863.1515
airdberlis.com

Crowe Soberman Inc.
1100-2 St. Clair Avenue East
Toronto, ON M4T 2T5

Attention: Hans M. Rizarri

Account No.: 652855

PLEASE WRITE ACCOUNT NUMBERS
ON THE BACK OF ALL CHEQUES

File No.: 48389/141309

November 25, 2019

Re: Proposal of 1482241 Ontario Limited and 240 Duncan Mill Road

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended November 20, 2019

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
MES	26/08/19	\$475.00	0.30	\$142.50	Telephone calls with G. Hamilton re: equity claim disallowance; Telephone call with N. Paris re: same
MES	27/08/19	\$475.00	0.10	\$47.50	Receive voicemail from D. Ullmann
MES	29/08/19	\$475.00	0.50	\$237.50	Review amended notice of disallowance re equity claim and Allevio claim and exchange emails with G. Hamilton re: same; Telephone call with G. Hamilton and exchange emails re: meeting with counsel for debtor
MES	30/08/19	\$475.00	0.10	\$47.50	Receive email from H. Rizarri re: new case
MES	04/09/19	\$475.00	0.40	\$190.00	Receive email from D. Ullmann and telephone call with G. Hamilton re: same; Voicemail to D. Ullmann; Receive notice of change of lawyers from N. Paris and telephone call with N. Paris re: same
MES	05/09/19	\$475.00	0.10	\$47.50	Review notice of abandonment of appeal from Neelofar/Hussaini
MES	06/09/19	\$475.00	0.10	\$47.50	Telephone call with G. Hamilton; Voicemail to D. Ullmann
MES	09/09/19	\$475.00	0.50	\$237.50	Telephone calls with D. Ullmann and G. Hamilton re: request for distribution and meeting to review claims; Exchange emails with D. Ullmann and G. Hamilton re: same

LAWYER	DATE	RATE/HOUR	TIME	VALUE	DESCRIPTION
MES	11/09/19	\$475.00	0.10	\$47.50	Exchange emails with G. Hamilton
MES	12/09/19	\$475.00	2.00	\$950.00	Attend at Crowe Soberman's office for meeting to review claims and strategize
MES	16/09/19	\$475.00	0.80	\$380.00	Telephone call with G. Hamilton re: response to Debtor's requests; Draft letter, exchange emails with G. Hamilton re: same and issue letter to D. Ullmann
MES	17/09/19	\$475.00	0.20	\$95.00	Receive email from D. Ullmann requesting balances and telephone call with G. Hamilton re: same
MES	18/09/19	\$475.00	0.20	\$95.00	Telephone call with J. Spotswood re: Allevio claim and email to G. Hamilton re: same
MES	20/09/19	\$475.00	0.30	\$142.50	Exchange of emails with J. Spotswood re: appeal of disallowance, email to G. Hamilton re: same
MES	25/09/19	\$475.00	0.20	\$95.00	Exchange emails with debtor re: trust ledger
MES	25/09/19	\$475.00	0.10	\$47.50	Receive notice of disallowance from Allevio
MES	30/09/19	\$475.00	0.20	\$95.00	Exchange emails with G. Hamilton re: Allevio appeal from disallowance
MES	01/10/19	\$475.00	0.30	\$142.50	Telephone call with G. Hamilton re: response to debtor re: payment of claims and Allevio claim; Email to D. Ullmann re: same
MES	04/10/19	\$475.00	0.20	\$95.00	Telephone call with D. Ullmann and review trust ledger
MES	23/10/19	\$475.00	0.30	\$142.50	Review letter from D. Ullmann, email to G. Hamilton re: same and telephone call with D. Ullmann re: same
MES	01/11/19	\$475.00	0.30	\$142.50	Receive email from L. Keown; Telephone call with G. Hamilton
MES	06/11/19	\$475.00	0.30	\$142.50	Telephone call with G. Hamilton re: strategy and approach
MES	08/11/19	\$475.00	0.20	\$95.00	Exchange emails with G. Hamilton
MES	12/11/19	\$475.00	0.20	\$95.00	Telephone calls with G. Hamilton and D. Ullmann

LAWYER	DATE	RATE/HOUR	TIME	VALUE	DESCRIPTION
MES	13/11/19	\$475.00	0.70	\$332.50	Telephone call with D. Ullmann re: response to letter and next steps; Telephone call with G. Hamilton re: same; Email to Court re: available dates
MES	15/11/19	\$475.00	0.20	\$95.00	Correspondence with court office and D Ullmann re: available court dates
MES	17/11/19	\$475.00	0.10	\$47.50	Email to L. Keown
MES	18/11/19	\$475.00	0.10	\$47.50	Receive email from L. Keown
MES	19/11/19	\$475.00	0.20	\$95.00	Exchange emails with D. Ullmann's office re: scheduling 9:30 appointment and telephone call with G. Hamilton re: same
MES	20/11/19	\$475.00	0.10	\$47.50	Arrange to schedule court attendance
TOTAL:			9.40	\$4,465.00	

OUR FEE	\$4,465.00
HST at 13%	\$580.45
<hr/>	
AMOUNT NOW DUE	\$5,045.45
<hr/>	

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP



Steven L. Graff
E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.0% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

GST / HST Registration # 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the account number as reference.

38013255.1

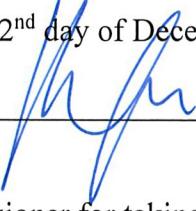
Attached is Exhibit "B"

Referred to in the

AFFIDAVIT OF IAN AVERSA

Sworn before me

this 2nd day of December, 2019


Commissioner for taking Affidavits, etc

STATEMENT OF RESPONSIBLE INDIVIDUALS

Aird & Berlis LLP's professional fees herein are made with respect to the following individuals

Lawyer	Call to Bar	Hrly Rate	Total Time	Value
Graff, S. L	1991	\$825.00	0.3	\$247.50
Spence, M. E	2011	\$475.00	29.7	\$14,107.50
Simkic, V.	2013	\$425.00	0.4	\$170.00
Clerk/Student	Call to Bar	Avg Hrly Rate	Total Time	Value
Airhart, C.	N/A	\$275.00	5.4	\$1,485.00
Patterson, M.	N/A	\$275.00	2.1	\$577.50
Carinci, M.	N/A	\$260.00	1.2	\$312.00
Hodgson, D.	N/A	\$250.00	0.1	\$25.00
Williams, P.	N/A	\$180.00	0.6	\$108.00

**Standard hourly rates listed. However, in certain circumstances adjustments to the account were made.*

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
(IN BANKRUPTCY AND INSOLVENCY)**

Proceedings commenced at Toronto

AFFIDAVIT OF FEES

AIRD & BERLIS LLP
Barristers and Solicitors
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Toronto, ON M5J 2T9

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*Lawyers for Crowe Soberman Inc. in its capacity as the proposal
trustee of 1482241 Ontario Limited*

TAB 5

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

IN BANKRUPTCY AND INSOLVENCY

THE HONOURABLE) FRIDAY, THE 6TH
JUSTICE)
) DAY OF DECEMBER, 2019

**IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED, OF THE
CITY OF TORONTO, IN THE PROVINCE OF ONTARIO**

ORDER

THIS MOTION, made by Crowe Soberman Inc., in its capacity as the proposal trustee (in such capacity, the “**Proposal Trustee**”) of 1482241 Ontario Limited (the “**Debtor**”), for an order, *inter alia*, (a) approving the ninth report of the Proposal Trustee dated December 2, 2019 (the “**Ninth Report**”) and the activities of the Proposal Trustee described therein; (b) approving a process to address the Debtor’s objections to certain of the claims filed in the proceeding, as set out in the Ninth Report; and (c) approving the fees and disbursements of the Proposal Trustee, the Proposal Trustee’s counsel, and the Debtor’s counsel, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Ninth Report and the appendices thereto, the fee affidavit of Hans Rizarri sworn December 2, 2019 (the “**Rizarri Affidavit**”), and the fee affidavit of Ian Aversa sworn December 2, 2019 (the “**Aversa Affidavit**”), and on hearing the submissions of counsel for the Proposal Trustee, counsel for the Debtor and such other counsel as were present, no one

appearing for any other person on the service list, although properly served as appears from the affidavit of service of Miranda Spence sworn December 3, 2019, filed,

1. **THIS COURT ORDERS** that the time for service of the notice of motion and the motion record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the Ninth Report and the activities of the Proposal Trustee described therein be and are hereby approved.
3. **THIS COURT ORDERS** that the Proposal Trustee is hereby authorized to make the following distributions to creditors from the Sale Proceeds, without further Order of the Court:
 - (a) the sum of \$199,934.53 to Toronto Hydro;
 - (b) the sum of \$26,375.57 to Canada Revenue Agency;
 - (c) the sum of \$3,197.25 to the City of Toronto; and
 - (d) such further and other amounts as may be agreed to, in writing, by each of the Proposal Trustee, the Debtor and the applicable creditor.
4. **THIS COURTS ORDERS** that the Proposal Trustee is hereby authorized to make a distribution from the Sale Proceeds to the Debtor, in the sum of \$350,000.
5. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee as described in the Ninth Report and as set out in the Rizarri Affidavit, be and are hereby approved, and the Proposal Trustee is hereby authorized to pay such fees from the Sale Proceeds.

6. **THIS COURT ORDERS** that the fees and disbursements of the Proposal Trustee's counsel as described in the Ninth Report and as set out in the Aversa Affidavit, be and are hereby approved, and the Proposal Trustee is hereby authorized to pay such fees from the Sale Proceeds.

7. **THIS COURT ORDERS** that the fees and disbursements of the Debtor's counsel as described in the Ninth Report, be and are hereby approved, and the Proposal Trustee is hereby authorized to pay such fees from the Sale Proceeds.

**IN THE MATTER OF THE PROPOSAL OF 1482241 ONTARIO LIMITED, OF THE CITY OF TORONTO, IN THE PROVINCE OF
ONTARIO**

Court File No. 31-2303814

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN BANKRUPTCY AND INSOLVENCY
Proceedings commenced at Toronto**

ORDER

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