

TAB G

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

B E T W E E N:

CWB MAXIUM FINANCIAL INC.

Plaintiff

and

1970636 ONTARIO LTD. O/A MT. CROSS PHARMACY,
UMAIR N. NASIM, SHRIKANT MALHOTRA, 1975193 ONTARIO LTD. dba
MTN RX & HEALTH and ANGELO KIRKOPOULOS

Defendants

**AFFIDAVIT OF JOHN RUSSO
(Sworn on December 4, 2018)**

I, JOHN RUSSO, of the City of Richmond Hill, in the Province of Ontario,
MAKE OATH AND SAY AS FOLLOWS:

1. I am a Partner at Pallett Valo LLP (“**PV**”), lawyers for msi Spergel inc., in its capacity as the court-appointed interim receiver of 1975193 Ontario Ltd. dba MTN RX & Health (in such capacity, the “**Interim Receiver**”) and, as such, I have knowledge of the matters to which I hereinafter depose. Unless I indicate to the contrary, the facts herein are within my personal knowledge and are true. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.

2. Attached hereto and marked as **Exhibit “A”** are detailed invoices (the “**Invoices**”) issued to the Interim Receiver by PV for fees and disbursements incurred by PV in the course of the matter between May 15, 2018 and June 13, 2018 (the “**Appointment Period**”). The total

fees charged by PV to the Interim Receiver during the Appointment Period were \$29,049.50 (after reduction), plus disbursements of \$737.30, plus HST of \$3,872.29 totaling \$33,659.09. In the course of its engagement, PV has reduced its docketed fees charged to the Interim Receiver by a total of \$610.00.

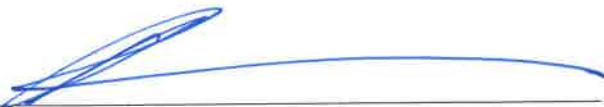
3. The Invoices are a fair and accurate description of the services provided and the amounts charged by PV.


4. 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. The average hourly rate during the Appointment Period was \$337.80.

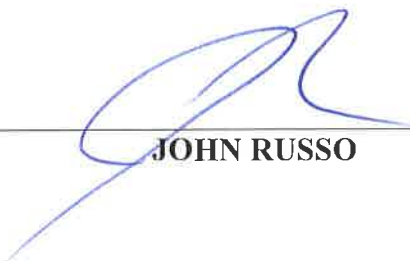
5. Attached hereto and marked as **Exhibit "C"** is a schedule summarizing the billing rates and year of call for each lawyer and Law Clerk that has completed work on this file during the Appointment Period.

6. I make this affidavit in support of a motion for approval of sale and for no other or improper purpose.

SWORN BEFORE ME at the City of
Mississauga, in the Regional Municipality of
Peel on December 4, 2018

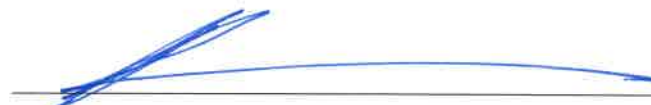


Commissioner for Taking Affidavits
(or as may be)




JOHN RUSSO

This is **Exhibit "A"** referred to in the Affidavit
of JOHN RUSSO and sworn before me this
4th December day of 2018.

A handwritten signature in blue ink, appearing to read "Alex Dichenko", is written over a horizontal line.

A Commissioner for Taking Affidavits

Alex Dichenko

EXHIBIT “A”

Detailed Invoices

FILE NO.: 50136-79801

STATEMENT NO.: 187239

June 19, 2018

msi Spergel Inc.
Philip Gennis
505 Consumers Road
Toronto, Ontario
M2J 4V8
Canada

RE: 1970636 Ontario Ltd. o/a MT. Cross Pharmacy

TO OUR PROFESSIONAL SERVICES RENDERED ON YOUR BEHALF in connection with the above-noted matter for the period ending May 31, 2018 including the following:

SUMMARY OF ACCOUNT

May 15, 2018	JRU	Review email from C. Mills enclosing draft Interim Receivership Order; Review draft Interim Receivership Order.	0.40	\$ 170.00
May 16, 2018	JRU	Telephone call with P. Gennis re: Interim Receivership Order; Review endorsement and order of Justice S. Dunphy.	0.20	\$ 85.00
May 16, 2018	DMI	Reviewing motion record of CWB Maxium seeking appointment of interim receiver; reviewing issued interim receivership order; reviewing email correspondence between C. Mills, P. Gennis and others re: securing possession of pharmacy; email to H. McCalla re: title search.	2.50	\$ 687.50
May 17, 2018	HRC	Instruction from J. Russo; obtain parcel abstract and registered instruments.	0.30	\$ 33.00

May 17, 2018	JRU	Conduct searches re: 503 Concession Road, Hamilton; Review searches; Email to P. Gennis enclosing searches; Telephone call with P. Gennis re: P. Gennis attendance, discussion of issues and next steps; Telephone call with P. Gennis and Constable M. McClelland RCMP re: access to documents seized in criminal investigation; Review Motion Record re: appointment of Interim Receiver.	2.50	\$ 1,062.50
May 17, 2018	HVO	Instructions from Dina Milivojevic to obtain corporate searches for the following LOBLAWS INC., WITTINGTON PROPERTIES LIMITED, and TRI-METRO; provided information on several inactive corporations; obtained search results and emailed same to Dina Milivojevic.	0.30	\$ 34.50
May 17, 2018	DMI	Various emails and telephone conversations with J. Russo, P. Gennis and others re: matters pertaining to interim receivership; email correspondence with H. Voinou re: corporate searches; reviewing same; reviewing lease documentation; reporting to P. Gennis re: same; discussions and email correspondence with P. Gennis re: payments to landlord.	6.20	\$ 1,705.00
May 18, 2018	DMI	Reviewing supplemental affidavit; telephone conversation with P. Gennis re: debtor's landlord.	0.20	\$ 55.00
May 21, 2018	DMI	Email correspondence with J. Russo, P. Gennis, B. Sachdeva and others re: examination of technician, communications with RCMP, etc.	0.30	\$ 82.50
May 22, 2018	JRU	Conference call with P. Gennis re: examination of Technician and status of document request with RCMP.	0.30	\$ 127.50
May 22, 2018	DMI	Email correspondence re: call to discuss examination of technician and other issues; attendance on call with J. Russo, P. Gennis, C. Mills and others to discuss examination of technician and other issues; reviewing interim receivership order; call with J. Russo and P. Gennis to discuss interim receivership order and examination of technician; call to C. Mills to discuss same; email to J. Russo summarizing discussion with C. Mills; email to students requesting help obtaining Information from Hamilton court.	3.20	\$ 880.00
May 23, 2018	DMI	Emails and telephone conversations re: examination of technician, obtaining Information from Hamilton court and other issues; instructing student to obtaining Information from Hamilton court; research re: powers of interim receiver; discussions with J. Russo re: same.	3.10	\$ 852.50
May 24, 2018	IRO	Travel to the Hamilton Courthouse to retrieve the Arrest Information for A. Kirkopoulos and U. Nasim; return back to the office.	2.90	\$ 420.50

May 24, 2018	DMI	Email correspondence and discussions with J. Russo, P. Gennis and others re: examination of technician; drafting letter to technician; email correspondence with P. Gennis and others re: same; instructing student re: obtaining Information from Hamilton court; email correspondence re: same.	2.30	\$ 632.50
May 25, 2018	JRU	Telephone call with B. Sachdeva re: confirmation that Maxium will not be proceeding with AntonPillar/Mareva; Email to P. Gennis re: request for instructions to write to Angelo re: access to computers; Email from P. Gennis re: Fillware Sales Totals Summaries included in Maxium Loan Package; Email from B. Wyett re: Fillware Sales Totals Summaries included in Maxium Loan Package.	0.90	\$ 382.50
May 25, 2018	DMI	Arranging for letter to A. Abrantes to be sent; call to A. Abrantes re: same; email correspondence with P. Gennis. M. Manchanda and J. Russo re: same; email correspondence and discussions with P. Gennis, M. Manchanda and J. Russo re: potential Anton Pillar order and letter to A. Kirkopoulos; drafting letter to A. Kirkopoulos; revising same based on comments from M. Manchanda and P. Gennis; instructing B. Petrou re: same; email to A. Kirkopoulos attaching letter and interim receivership order.	2.80	\$ 770.00
May 28, 2018	JRU	Review email from P. Gennis re: advertising of pharmacy under new management without reference to IR; Email to P. Gennis re: position on advertising of pharmacy under new management without reference to IR.	0.10	\$ 42.50
May 28, 2018	DMI	Various discussions and email correspondence with J. Russo, P. Gennis and M. Manchanda re: letters to A. Abrantes and A. Kirkopoulos and other matters pertaining to interim receivership; follow up email to A. Kirkopoulos; telephone conversations with A. Abrantes; email correspondence with J. Russo, P. Gennis and M. Manchanda re: same; telephone conversation with G. Kesminas; email correspondence with J. Russo, P. Gennis and M. Manchanda re: same.	3.30	\$ 907.50
May 29, 2018	JRU	Emails to and from Mukul Manchanda re: meeting with Greg and Angela.	0.10	\$ 42.50
May 31, 2018	JRU	Telephone call with P. Gennis re: meeting with S. Oostdyk; Review draft first report of the Interim Receiver; Amend/revise letter to S. Oostdyk.	1.40	\$ 595.00
May 31, 2018	DMI	Email correspondence with A. Kirkopoulos re: meeting with interim receiver; email correspondence with J. Russo, P. Gennis and M. Manchanda re: same; drafting letter to counsel to U. Nassim; email correspondence with J. Russo, P. Gennis and M. Manchanda re: same; drafting letter to S. Oostdyk; email correspondence with J. Russo, P. Gennis and M. Manchanda re: same.	2.50	\$ 687.50

TOTAL	\$ 10,255.50
OUR FEES (subject to HST)	<u>\$ 10,255.50</u>

FEE SUMMARY

Initials	Name	Hours	Billing Rate	Amount
HRC	Hyacinth McCalla	0.30	\$ 110.00	\$ 33.00
DMI	Dina Milivojevic	26.40	\$ 275.00	\$ 7,260.00
IRO	Iryna Romanova	2.90	\$ 145.00	\$ 420.50
JRU	John Russo	5.90	\$ 425.00	\$ 2,507.50
HVO	Helen Voinou	0.30	\$ 115.00	\$ 34.50

DISBURSEMENTS (subject to HST)**

Mileage**.	\$ 51.74	
Parking **	\$ 4.42	
Photocopies/Printing **	\$ 10.25	
Total Disbursements		<u>\$ 66.41</u>

Total HST on Fees and Disbursements	\$ 1,341.85
Total Fees, Disbursements and HST	\$ 11,663.76

**THIS IS OUR ACCOUNT HEREIN
PALLETT VALO LLP**

Per: John Russo

Payment due upon receipt

Visa and Mastercard are accepted

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

msi Spergel Inc.
Philip Gennis
505 Consumers Road
Toronto, Ontario
M2J 4V8
Canada

File No.: 50136-79801
Statement 187239
No.:
May 31, 2018
John Russo

RE: 1970636 Ontario Ltd. o/a MT. Cross Pharmacy

TOTAL THIS INVOICE:

Total Fees	\$ 10,255.50
Total Disbursements	\$ 66.41
Total Fees and Disbursements	\$ 10,321.91
Total HST on Fees and Disbursements	\$ 1,341.85
TOTAL DUE AND OWING TO PALLETT VALO LLP	\$ 11,663.76

You can use your MASTERCARD or VISA to pay this bill. Simply fill in the information below and return the same to our office.



Credit Card Number: _____

Expiration Date: _____

Amount: _____

Card Holder Name: _____

Card Holder Signature: _____

Please return completed form by mail or fax to (905) 273-6920. Thank you.

PAYMENT DUE UPON RECEIPT OF INVOICE

FILE NO.: 50136-79801

STATEMENT NO.: 187791

July 5, 2018

msi Spergel Inc.
Philip Gennis
505 Consumers Road
Toronto, Ontario
M2J 4V8
Canada

RE: 1970636 Ontario Ltd. o/a MT. Cross Pharmacy

TO OUR PROFESSIONAL SERVICES RENDERED ON YOUR BEHALF in connection with the above-noted matter for the period ending June 13, 2018 including the following:

SUMMARY OF ACCOUNT

June 1, 2018	JRU	Travel to and from msi Spergel offices in Hamilton re: meeting with Angela Abrantes and Greg Kesminas; Attendance at meeting with Angela Abrantes and Greg Kesminas; Meeting with P. Gennis and M. Manchanda following meeting with Angela Abrantes and Greg Kesminas.	3.70	\$ 1,572.50
June 1, 2018	DMI	Email correspondence with A. Kirkopoulos, P. Gennis and M. Manchanda re: meeting on Monday.	0.20	\$ 55.00
June 2, 2018	DMI	Drafting letter to A. Kassim; email correspondence with J. Russo, P. Gennis and M. Manchanda re: same.	0.50	\$ 137.50
June 2, 2018	JRU	Emails to and from P. Gennis re: letter to A. Kassim requesting meeting; Review Corporate Profile Report re: Concession Wentworth Medical Clinic Inc.	0.30	\$ 127.50
June 3, 2018	DMI	Email correspondence with A. Kirkopoulos re: meeting with interim receiver; reviewing email correspondence re: report and receivership; email to S. Mrkonjic re: letter to A. Kassim.	0.50	\$ 137.50
June 3, 2018	JRU	Review draft report of the Interim Receiver; Review email from B. Sachdeva re: documents received by Cass & Bishop.	0.70	\$ 297.50

June 4, 2018	JRU	Travel to and from Hamilton re: meeting with Angelo Kirkopolous; Attendance at meeting with A. Kirkopolous, P. Gennis and M. Machanda; Meeting with P. Gennis and M. Machanda following meeting with A. Kirkopolous; Telephone call with B. Sachdeva following meeting with A. Kirkopolous; Telephone call with P. Gennis and M. Machanda re: Telus processing of insurance payments and refusal to process same; Telephone call with A. Pinos, counsel at Telus, re: issue of electronic processing of insurance claims; Conduct search re: 566 Concession Dr, Hamilton and review same; Conduct corporate search of 1975193 Ontario Ltd and review same; Email to searches to P. Gennis and M. Machanda; Review Pint in Time Searches re: Concession Wentworth Medical Clinic Inc. and forward same to P. Gennis and M. Machanda ; Review emails from B. Wyatt; Email from P. Gennis forwarding email from Crown/RCMP and access to computer ; Review email from M. Manchanda re: list of insurance companies in which Telus provides processing services.	5.60	\$ 2,380.00
June 4, 2018	HRC	Instruction from J. Russo; obtain parcel abstract.	0.10	\$ 11.00
June 4, 2018	DMI	Email correspondence with A. Kirkopoulos re: meeting with interim receiver; telephone conversations with A. Kassim re: meeting with interim receiver; email correspondence with P. Gennis, M. Manchanda and J. Russo re: same; email to A. Kassim re: same; reviewing email correspondence re: report; telephone conversations with P. Gennis, M. Manchanda, J. Russo, B. Sachdeva and C. Mills re: Telus issues; drafting letter to counsel to Telus re: same; email correspondence with P. Gennis, M. Manchanda and J. Russo re: same.	1.80	\$ 495.00
June 5, 2018	JRU	Review draft Report of Interim Receiver and provide suggestions with respect to same; Review draft Order; Email to B. Wyatt re: Telus; Telephone call with C. Mills and B. Sachdeva re: draft Order; Telephone call with P. Gennis re: draft Order and security opinion.	1.50	\$ 637.50
June 5, 2018	DMI	Email correspondence with A. Kassim re: meeting with interim receiver; reviewing draft report and appointment order; reviewing edits to and email correspondence re: same; discussions with J. Russo, M. Mukul, B. Sachdeva and others re: same; providing comments on draft report.	1.50	\$ 412.50
June 6, 2018	JRU	Emails to and from P. Gennis re: Assignment of Lease.	1.10	\$ 467.50
June 6, 2018	HVO	Instructions from Dina Milivojevic and obtained certified and uncertified PPSA search results against 1970636 Ontario Ltd. and MT. Cross Pharmacy; obtained business name report search for MT. Cross Pharmacy.	0.20	\$ 23.00

June 6, 2018	DMI	Email correspondence with P. Gennis re: lease documentation; reviewing comments from B. Wyett on report; discussions and email correspondence with J. Russo and A. Ilchenko re: security opinion and PPSA and corporate searches; emails to C. Mills attaching report and appendices; follow up call to A. Pinos re: Telus issues; email to P. Gennis, J. Russo and M. Manchanda re: same; reviewing statements of account provided by landlord; email correspondence with P. Gennis re: same.	2.90	\$ 797.50
June 6, 2018	AAI	Meeting with J. Russo and D. Milivojevic regarding security opinion; reviewing Maxium loan security documentation; reviewing corporate and PPSA searches; preparing opinion.	3.50	\$ 1,942.50
June 7, 2018	AAI	Reviewing certified PPSA searches; finalizing opinion on Maxium security and circulating.	1.50	\$ 832.50
June 7, 2018	DMI	Email to A. Kassim confirming meeting tomorrow.	0.10	\$ 27.50
June 8, 2018	JRU	Travel to and from Hamilton re: meeting with A. Kassim; Attendance at meeting with A. Kassim, P. Gennis and M. Machanda; Meeting with P. Gennis and M. Machanda.	2.50	\$ 1,062.50
June 8, 2018	DMI	Telephone conversation with A. Kassim re: meeting with interim receiver; email to P. Gennis and M. Manchanda re: same; review of emails from C. Mills re: court attendance and other matters; discussion with P. Gennis re: assignment of lease and consent; discussion with J. Russo re: same; email to P. Gennis re: same; follow up email to A. Pinos re: Telus matters.	1.30	\$ 357.50
June 9, 2018	DMI	Email correspondence with M. Manchanda, A. Pinos and others re: Telus issues; reviewing and commenting on supplementary report; email correspondence re: same.	0.50	\$ 137.50
June 9, 2018	JRU	Review emails to and from C. Mills, B. Sachdeva and M. Manchanda re: interview with A. Kassim and information to be included in a supplementary report of the Interim Receiver.	0.20	\$ 85.00
June 10, 2018	JRU	Review supplementary report of the Interim Receiver; Email to M. Machanda re: comments with respect to supplementary report of the Interim Receiver; Reviews emails to and from M. Macahana re: comments and questions about supplementary report of the Interim Receiver.	0.60	\$ 255.00
June 11, 2018	JRU	Review email from A. Pinos, Telus enclosing documents requested and maintaining position that Mt Cross will not be reinstated; Conference call with P. Gennis, M. Manchanda, B. Sachdeva, C. Mills and D. Milivojevic re: Telus, decision to not reinstate services and next steps; Meeting with D. Milivejevic re: discussion as to next steps on Telus issue and course of action.	1.70	\$ 722.50

June 11, 2018	DMI	Review of email from A. Pinos attaching various documents pertaining to Mt. Cross relationship with Telus; telephone conversation with P. Gennis re: same; email correspondence re: call to discuss same; conference call with P. Gennis, J. Russo, B. Sachdeva and others to discuss position taken by Telus and next steps; telephone conversation with M. Manchanda re: supplementary report; email to students re: research re: suppliers in insolvency proceedings; email to A. Pinos requesting executed copy of notice of termination and call to discuss position taken by Telus; email correspondence with J. Russo and M. Manchanda re: same; email to N. Gerry re: same; reviewing revised supplemental report; email correspondence re: same.	2.90	\$ 797.50
June 12, 2018	SKE	Discussion with D.Milivojevic; research for D.Milivojevic re: critical suppliers; email to D.Milivojevic re: documents needed for research; phone call with D.Milivojevic re: updating status of research; email to D.Milivojevic re: update on research; email to D.Milivojevic re: cases that might be of relevance.	3.50	\$ 490.00
June 12, 2018	DMI	Meeting with student to discuss research re: ability to force previous suppliers to reinstitute supply in insolvency proceedings; email correspondence with A. Pinos re: telephone call to discuss Telus's position; meeting with student to discuss preliminary results; instructing student re: further research; meeting with student to discuss results of further research; review of email from student summarizing same; reviewing email correspondence re: Great-West Life; reviewing Maxium's factum.	1.50	\$ 412.50
June 12, 2018	JRU	Review motion record; Preparation for Motion to appoint Spergel as receiver over Mt Cross and MTN RX.	2.30	\$ 977.50
June 12, 2018	AAI	Discussing with P. Gennis and B. Sachdeva opinion on Maxium security over individual debtors.	0.30	\$ 166.50
June 13, 2018	JRU	Telephone call with B. Sachdeva re: motion; Discussion with D. Millivoyevic re: discussion with Tellus' counsel and research with respect to Court's ability to order Telus to provide processing services; Review emails to and from counsel to GWL; Telephone call with B. Sachdeva re: proposed language for Order suggested by counsel to the Receiver and approval of same; Review motion record in Mossa ats Ameen; Meeting with D. Milivojevic re: telephone call with Tels' counsel.	0.90	\$ 382.50
June 13, 2018	HVO	Instructions received from Alex Ilchenko, obtained uncertified and certified PPSA searches on 3 individuals.	0.20	\$ 23.00
June 13, 2018	AAI	Reviewing updated PPSA searches for individual debtors; preparing opinion letter on Maxium security over individual debtors.	3.60	\$ 1,998.00

June 13, 2018	DMI	Telephone discussions and email correspondence with J. Russo, P. Gennis, M. Manchanda, C. Mills and B. Sachdeva re: motion tomorrow and other issues related to receivership; email correspondence with A. Pinos re: call to discuss Telus issues; telephone conversation with A. Pinos to discuss Telus issues; conference call with P. Gennis, M. Manchanda, C. Mills and B. Sachdeva re: same; update email to J. Russo re: same; preparing materials for motion tomorrow.	4.30	\$ 1,182.50
TOTAL				\$ 19,404.00
				Fee Reduction
				-\$ 610.00
OUR FEES (subject to HST)				\$ 18,794.00

FEE SUMMARY

Initials	Name	Hours	Billing Rate	Amount
AAI	Alex Ilchenko	8.90	\$ 555.00	\$ 4,939.50
SKE	Sahil Kesar	3.50	\$ 140.00	\$ 490.00
HRC	Hyacinth McCalla	0.10	\$ 110.00	\$ 11.00
DMI	Dina Milivojevic	18.00	\$ 275.00	\$ 4,950.00
JRU	John Russo	21.10	\$ 425.00	\$ 8,967.50
HVO	Helen Voinou	0.40	\$ 115.00	\$ 46.00

DISBURSEMENTS (**subject to HST)

Agents Fee **	\$ 114.50
Corporate Search **	\$ 46.00
Courier **	\$ 103.62
Korbitec Inc. **	\$ 20.00
Long Distance **	\$ 0.14
Photocopies/Printing **	\$ 231.00
PPSA Search**	\$ 56.00
Search/Sub-search of Title **	\$ 68.50
Westlaw Carswell **	\$ 31.13
Total Disbursements	\$ 670.89

Total HST on Fees and Disbursements

\$ 2,530.44

Total Fees, Disbursements and HST

\$ 21,995.33

**THIS IS OUR ACCOUNT HEREIN
PALLETT VALO LLP**

Per: John Russo

Payment due upon receipt

Visa and Mastercard are accepted

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

msi Spergel Inc.
Philip Gennis
505 Consumers Road
Toronto, Ontario
M2J 4V8
Canada

File No.: 50136-79801
Statement 187791
No.:
June 13, 2018
John Russo

RE: 1970636 Ontario Ltd. o/a MT. Cross Pharmacy

TOTAL THIS INVOICE:

Total Fees	\$ 18,794.00
Total Disbursements	\$ 670.89
Total Fees and Disbursements	\$ 19,464.89
Total HST on Fees and Disbursements	\$ 2,530.44
TOTAL DUE AND OWING TO PALLETT VALO LLP	\$ 21,995.33

You can use your MASTERCARD or VISA to pay this bill. Simply fill in the information below and return the same to our office.



Credit Card Number: _____

Expiration Date: _____

Amount: _____

Card Holder Name: _____

Card Holder Signature: _____

Please return completed form by mail or fax to (905) 273-6920. Thank you.

PAYMENT DUE UPON RECEIPT OF INVOICE

This is **Exhibit "B"** referred to in the Affidavit
of JOHN RUSSO and sworn before me this
4th December day of 2018.

A handwritten signature in blue ink, consisting of several overlapping, sweeping strokes that form a stylized, elongated shape.

A Commissioner for Taking Affidavits

A handwritten signature in blue ink, written in a cursive style, appearing to read "Alex Tichau".

EXHIBIT “B”

Calculation of Average Hourly Billing Rates of Pallett Valo LLP for the Appointment Period

Invoice No.	Fees	Fee Reduction	Disburs.	HST	Hours	Average Hourly Rate	Total
187239	\$10,255.50		\$66.41	\$1,341.85	35.8	\$286.46	\$11,663.76
187791	\$19,404.00	-\$610.00	\$670.89	\$2,530.44	52	\$373.15	\$21,995.33
Total Fees	\$29,659.50	-\$610.00	\$737.30	\$3,872.29	87.8	\$659.61	\$33,659.09
Total Fees (After Reduction)	\$29,049.50						

This is **Exhibit "C"** referred to in the Affidavit
of JOHN RUSSO and sworn before me this
4th December day of 2018.



A Commissioner for Taking Affidavits

Alex Ichuko

EXHIBIT “C”

Billing Rates of Pallet Valo LLP

For the Appointment Period

TIMEKEEPER	HOURLY RATE	YEAR OF CALL	HOURS WORKED	TOTAL
John Russo	\$425.00	1999	27	\$11,475.00
Alex Ilchenko	\$555.00	1993	8.9	\$4,939.50
Dina Milivojevic	\$275.00	2013	44.4	\$12,210.00
Iryna Romanova	\$145.00	n/a	2.9	\$420.50
Sahil Kesar	\$140.00	n/a	3.5	\$490.00
Helen Voinou	\$115.00	n/a	0.7	\$80.50
Hyacinth McCalla	\$110.00	n/a	0.4	\$44.00
		Total	87.8	\$29,659.50

CWB MAXIUM FINANCIAL INC.

Plaintiff

-and- 1970636 ONTARIO LTD. O/A MT. CROSS PHARMACY ET.
AL.
Defendant

Court File No. CV-18-597922-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

PROCEEDING COMMENCED AT
TORONTO

AFFIDAVIT OF JOHN RUSSO

PALLET VALO LLP

Lawyers & Trade-Mark Agents
77 City Centre Drive, West Tower
Suite 300
Mississauga, Ontario L5B 1M5

JOHN RUSSO (LSO # 42112D)

Tel: (905) 273-3300 ext: 282
Fax: (905) 273-6920
Email: jrusso@pallettvalo.com

DINA MILIVOJEVIC (LSO # 64521U)

Tel: (905) 273-3300 ext: 283
Fax: (905) 273-6920
Email: dmilivojevic@pallettvalo.com

Lawyers for the Interim Receiver, msi Spergel inc.

TAB H

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

BETWEEN:

CWB MAXIUM FINANCIAL INC.

Plaintiff

- and -

**1970636 ONTARIO LTD. o/a MT. CROSS PHARMACY, UMAIR N. NASIM, SHRIKANT
MALHOTRA, 1975193 ONTARIO LTD. dba MTN RX & HEALTH AND ANGELO
KIRKOPOULOS**

Defendants

AFFIDAVIT OF MUKUL MANCHANDA
(Sworn December 3, 2018)

I, **MUKUL MANCHANDA**, of the City of Brampton, in the Province of Ontario, **MAKE
OATH AND SAY AS FOLLOWS:**

1. I am a Licensed Insolvency Trustee with msi Spergel Inc. ("**Spergel**"), the Court-Appointed Receiver (the "**Receiver**") of 1970636 Ontario Inc. o/a Mt. Cross Pharmacy (the "**Debtor**"), and as such have knowledge of the matters to be deposed herein, except where such knowledge is stated to be based on information and belief, in which case I state the source of the information and verily believe such information to be true.
2. The Receiver was appointed, without security, of certain of the assets, undertakings and properties of the Debtor by Order of the Honourable Justice McEwen dated June 14, 2018.
3. In connection with the receivership for the period from June 14, 2018 to November 30, 2018 fees of \$110,698.33 inclusive of HST and disbursements charged by Spergel as detailed in the

billing summary and time dockets attached hereto as **Exhibit "1"** to this, my Affidavit. This represents 335.70 hours at an effective rate of \$290.01 per hour.

4. The hourly billing rates detailed in this Affidavit are comparable to the hourly rates charged by Spergel for services rendered in relation to similar proceedings.

5. This Affidavit is made in support of a motion to, *inter alia*, approve the interim receipts and disbursement of the Receiver and its accounts.

6. I make this Affidavit for no improper purpose.

SWORN before me at the City of
Toronto, in the Province of Ontario
this 3rd day of December, 2018.



Commissioner for Taking Affidavits

Barbara Eileen Sturge, a Commissioner, etc.,
Province of Ontario, for msi Spergel Inc. and
Spergel & Associates Inc.
Expires September 21, 2019.



Mukul Manchanda

**This is Exhibit "1" of the Affidavit of
Mukul Manchanda
Sworn before me on this 3rd day of December, 2018**

B. Eileen Sturge

A Commissioner, Etc.

Barbara Eileen Sturge, a Commissioner, etc.,
Province of Ontario, formeri Spergel Inc. and
Spergel & Associates Inc.
Expires September 21, 2019.



SPERGEL

July 06, 2018

Invoice #: 11528

1970636 Ontario Ltd. o/a Mt. Cross Pharmacy

Invoice

RE: 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy

FOR PROFESSIONAL SERVICES RENDERED in the period June 14, 2018 to June 30, 2018 including ongoing operation of pharmacy, correspondence with principals and other parties and all other matters herein.

	Hours	Hourly Rate	Total
Phillip H. Gennis, LL.B., CIRP, Trustee	14.25	\$445.00	\$6,341.25
Deborah Hornbostel, CPA, CA, CFE, CIRP, Trustee	0.30	445.00	133.50
Frieda Kanaris	10.90	195.00	2,125.50
Mukul Manchanda, CIRP, Trustee	36.00	290.00	10,440.00
Others	2.20	50.00	110.00
Total Professional fees	63.65	\$300.87	\$19,150.25
HST			2,489.53
Reimbursable Expenses			
Courler			\$39.20
PPSA Search			\$67.60
Total Reimbursable expenses			\$106.80
HST on expenses			\$10.77
Total			\$21,757.35

HST Registration #R103478103

(AAMTCR-R)

msi Spergel inc. Licensed Insolvency Trustees 505 Consumers Road, Suite 200, Toronto, ON M2J 4V8 • Tel 416 497 1660 • Fax 416 494 7199

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Filters Used:

- Time Entry Date: 6/14/18 to 6/30/18
 - File ID: AAMTCR-R: to AAMTCR-R:
 - Time Entry Bill Status: Un-Billed to Un-Billed
 - Time Entry Bill Status: Un-Billed to Un-Billed

MSGG - Detailed Time Dockets

Printed on: 7/06/18

Page 1 of 5

File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Deborah Hombostel (DHO)					
Thur	06/21/2018	Review and approve accounts payable	0.20	\$445.00	\$89.00
Wed	06/27/2018	Review and approve accounts payable	0.10	\$445.00	\$44.50
		Deborah Hombostel (DHO)	0.30		\$133.50
Frieda Kanaris (FKA)					
Thur	06/14/2018	Request banking details from McKesson, requisition payment for EFT and payables; prepare interim invoice.	0.40	\$195.00	\$78.00
Fri	06/15/2018	Prepare Notice of Receiver.	0.60	\$195.00	\$117.00
Mon	06/18/2018	Requisition payment for payables; t/c with Rocco re clean-up; emails to and from Chris Rolfe re insurance, review insurance policies; prepare draft SRD; courier cheque to McKesson; finalize Notice of Receiver and forward to MM for review; .	1.20	\$195.00	\$234.00
Tues	06/19/2018	T/c's to alarm monitoring company and Mike (pharmacist) re alarm not arming, t/c with MM re same; print, review and requisition payment for McKesson statement; review RBC bank draft and deposit same; revise SRD; prepare and fax guarantee letters to utilities; review invoice from pharmacist, email to MM re same, requisition payment; prepare estate files.	1.80	\$195.00	\$351.00
Wed	06/20/2018	Send email to OCP with Court Order and new Designated Pharmacist info; t/c's with Mike (pharmacist); fax Notice of Receiver to O.R.; print labels and mail Notice of Receiver to creditors; t/c with Rocco re cleaning up premises, discussion with PG re same.	0.90	\$195.00	\$175.50
Thur	06/21/2018	Print and reconcile McKesson invoices with statements; courier cheque to McKesson; t/c's with Rocco and Mike re fixing door.	1.50	\$195.00	\$292.50
Fri	06/22/2018	Review insurance policies with MM and Chris Rolfe; t/c and email to Stoneridge Insurance Brokers requesting copy of cancelled policy; update SRD; review and deposit Claimsecure cheque.	0.60	\$195.00	\$117.00
Mon	06/25/2018	Emails with Rocco re attending tomorrow, t/c with PG re clean-up; t/c with Express Scripts.	0.20	\$195.00	\$39.00
Tues	06/26/2018	T/c with Elavon (POS service), t/c's with Mike re closing and posting batches; t/c's with Rocco re attending at premises and clean-up required; t/c's and email to Jed (Vector Signs) re new signage, discussions with PG and MM re same; review and deposit cheques; t/c with RBC re obtaining statements for 2017 and 2018 for company's account, send email to bankruptcy highway re same.	1.80	\$195.00	\$351.00
Wed	06/27/2018	Review email from MM, send Jed (Vector Signs) email; forward copies of cancelled insurance policies to PG; requisition payment for rent, prepare letter and courier to landlord;	0.40	\$195.00	\$78.00
Thur	06/28/2018	Emails with Jed regarding removal of lettering; t/c's re quote for blinds; print doctors' letters and labels, mail with copy of Court Order.	0.80	\$195.00	\$156.00
Fri	06/29/2018	Draft letter to Express Scripts, forward to MM for review, fax letter and Order; prepare deposit form re direct deposits made; requisition payment for payables; t/c with employee re missing ROE and T4's.	0.70	\$195.00	\$136.50
		Frieda Kanaris (FKA)	10.90		\$2,125.50
Inga Friptuleac (IFR)					
Mon	06/18/2018	deposits; Issue cheques	1.20	\$50.00	\$60.00
Mon	06/25/2018	Deposit; Prepare cheques	1.00	\$50.00	\$50.00
		Inga Friptuleac (IFR)	2.20		\$110.00
Mukul Manchanda (MMA)					

Filters Used:

- Time Entry Date: 6/14/18 to 6/30/18
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- Time Entry Bill Status: Un-Billed to Un-Billed
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MSGG - Detailed Time Docket

Printed on: 7/06/18

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Mukul Manchanda (MMA)					
Thur	06/14/2018	Attended at court for the hearing related to the appointment of the Receiver. Email exchanges related to the amounts held in trust by Mr. Oostdyk. Receipt and review of an email from C. Mills containing the Receivership Order, approval order and endorsement of Honourable Justice McEwen.	4.50	\$290.00	\$1,305.00
Fri	06/15/2018	Receipt and review of the independent contractor agreement related to the engagement of Mike by the Receiver as the designated pharmacist. Telephone discussion with Ibraam regarding handing over the pharmacy to Mike. Dealt with matters related to Insurance, payment of utilities and set up of protocol related to handling of cash and reporting of sales after the pharmacy is taken over by Mike.	0.50	\$290.00	\$145.00
Sun	06/17/2018	Travel to the pharmacy. Met with Ibraam and Mike. Created new security code for Mike, provided him to keys to the premises. Answered questions related to the operation of the pharmacy. Discussions with Ibraam regarding counting the narcotics. Agreed that Mike will count the narcotics Monday morning. Prepared a fully executed copy of the independent contractor agreement for Mike. Reviewed the mail at the premises. Collected the mail and other relevant documents and transported back to the office.	5.00	\$290.00	\$1,450.00
Mon	06/18/2018	Sent a letter to S. Oostdyk regarding release of funds held in trust for 197 and 1919. Receipt and review of an email from Rocco containing his invoice. Sent an email to F. Kanaris instructed her to pay the invoice. Email exchanges with F. Kanaris regarding the new designated pharmacist. Receipt and review of an email from B. Sachdeva regarding BMO draft. Receipt and review of an email from B. Sachdeva regarding assignment of claims against certain parties. Receipt and review of an email regarding obtaining quotes for clean up of the premises. Receipt and review of an email from F. Kanaris containing the insurance policies. Receipt and review of the draft SRD. Receipt and review of the Notice of the Receiver. Receipt and review of the old insurance policy.	1.80	\$290.00	\$522.00
Tues	06/19/2018	Multiple telephone discussions with Mike regarding the alarm system at the pharmacy. Further discussions with Ibraam regarding if he will be willing to stay on as the pharmacist. Telephone discussion with F. Kanaris regarding the alarm at the premises. Telephone discussion with P. Gennis regarding replacing the pharmacist. Telephone discussion with B. Desai, a pharmacist interested in purchasing the pharmacy. Lengthy conversation with him regarding the receivership process. Sent an email to Dina asking her to follow up with U. Nassim's counsel regarding the Telus Health issue. Receipt and review of an email from Dina advising that he did not hear from counsel and that she will follow up regarding same. Receipt and review of an email from B. Sachdeva regarding Telus Health. Review of email exchanges between B. Sachdeva and Dina regarding same. Receipt and review an email from F. Kanaris containing the SRD as at June 14th. Email exchanges regarding availability for a call with Telus Health. Email exchanges with F. Kanaris regarding Ibraam's invoice. Email exchanges with S. Oostdyk regarding a date and time to attend at his offices to review the Vendor's file.	2.50	\$290.00	\$725.00

Filters Used:

- Time Entry Date: 6/14/18 to 6/30/18
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MSGG - Detailed Time Dockets

Printed on: 7/06/18

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Mukul Manchanda (MMA)					
Wed	06/20/2018	Email exchanges regarding notifying the OCP of the change of the DM. Instructed F. Kanaris to prepare a letter to the OCP. Receipt and review of an email from B. Desai expressing interest in purchasing the pharmacy. Telephone call with B. Desai regarding same. Receipt and review of an email to OCP notifying of the change of DM. Telephone discussion with Mike regarding operational issues. Email exchanges with F. Kanaris regarding the alarm. Telephone discussion with Mike regarding changing the lock handle of the back door. Coordinated with Rocco to arrange for same.	0.80	\$290.00	\$232.00
Thur	06/21/2018	Telephone discussion with Mike regarding the door and access from the back of the building. Instructed F. Kanaris to arrange for someone to fix the door. Telephone discussion with Mike regarding the use of the safe for narcotics. Telephone call from McKesson regarding the Mt. Cross account and the account of MTN RX. Receipt and review of invoices. Approved same and approved cheque requisitions.	0.80	\$290.00	\$232.00
Fri	06/22/2018	Receipt and review of the Insurance policy from Aviva and Encon. Telephone discussion with C. Rolfe regarding the policy. Compared the policies with previous policy of the company. Telephone discussion with Dina regarding requirement to insure building. Review of the sublease agreement and discussion with Dina regarding same. Telephone discussion with C. Rolfe regarding same. Receipt and review of email exchanges between P. Gennis and Nathan regarding the lease agreement and assignment of same. Email exchanges with S. Oostdyk to setup a time to attend at his premises to review the file. Receipt and review of email exchanges with McKesson. Receipt and review of the draft order from C. Mills.	2.50	\$290.00	\$725.00
Mon	06/25/2018	Travel to the offices of S. Oostdyk. Reviewed the vendor file and marked the documents required by us. Collected the cheques from S. Oostdyk related to the sale and purchase of the pharmacy. Agreed with S. Oostdyk that I will pick up the copies of the documents later in the day. Travel to the pharmacy and attended meeting with D. Gilchrist, B. Wyett and P. Gennis. Took walk through of the premises. Discussions regarding bringing doctors to the pharmacy and cleaning up the place. Further discussion related to the signage on the property. Walked to the MTN RX premises to see if the pharmacy is still operational. Travel to S. Oostdyk's office to pick up the documents. Travel back.	5.00	\$290.00	\$1,450.00
Tues	06/26/2018	Email exchanges with P. Gennis regarding preparation of the SRD, clean up of the premises and relocation of the medical equipment within the premises. Receipt and review an email from C. Mills asking us to visit MTN RX tomorrow to view if the pharmacy is still operational and if there is any adverse change made to the pharmacy so we can report same to the court. Prepared SRD as at June 14, 2018 and June 23, 2018 including calculating the accounts receivable from Insurance providers. Emailed same to P. Gennis. Receipt and review of an email from B. Wyett regarding the court hearing of A. Kirkopoulos. Telephone discussion with M. Abdelsayed regarding cash management and clean up of the premises. Instructed F. Kanaris to reach out to the signage company and meet me at the premises tomorrow at 9:00am. Sent an email to B. Wyett containing the SRD as at June 23rd and the sale report for the period from May 16, 2018 to June 23, 2018.	1.80	\$290.00	\$522.00

Filters Used:

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MSGG - Detailed Time Dockets

Printed on: 7/06/18

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Mukul Manchanda (MMA)					
Wed	06/27/2018	Travel to the pharmacy. Met with Mike Elsas in relation to the cleanup of the premises and movement of certain exam tables. Met with the signage guy and instructed him to provide a quotation regarding peeling of the current signs on the windows of the pharmacy. Went to the MTN RX pharmacy to evaluate if business was operating. Travel back. Email exchanges with C. Mills regarding tomorrow's motion and MTN Rx's position. Telephone discussion with P. Gennis regarding same. Email exchanges with B. Wyett regarding the SRD. Further email exchanges with B. Wyett regarding funds received from S. Oostdyk and treatment of same. Email exchanges with Rocco. Receipt and review of an email from B. Wyett to Dina asking if a meeting has been set up with Telus Health. Receipt and review of email exchange with BMO related to the draft provided as proof of deposit during purchase of the pharmacy.	5.20	\$290.00	\$1,508.00
Thur	06/28/2018	Receipt and review of emails from C. Mills regarding the adjournment sought by MTN Rx and terms of same. Telephone discussion with P. Gennis and C. Mills regarding terms of the adjournment in particular related to the reports from MTN RX for transfer of patients and revenue generated from same. Receipt and review of email exchanges regarding the assignment of the lease with Wittington. Telephone discussion with P. Gennis, J. Russo and D. Milivojevic regarding the Telus issue and the proposed action by the receiver to deal with same. Receipt and review of statement of account from PV. Review of emails regarding a quotation to clean the windows and remove signs. Instructed F. Kanaris to obtain another quotation. Sent an email to D. Milivojevic asking her to reach out to Nassim's lawyer to get the information requested previously. Drafted letters to doctors regarding assignment of agreement to practice from Mt. Cross pharmacy. Receipt and review of Endorsement of Justice Hainey. Receipt and review of the motion record of Maxium returnable July 6, 2018. Receipt and review of the draft email regarding Telus from Dina. Sent an email to Dina providing comments. Receipt and review of the final email. Reviewed the documents received from S. Oostdyk's office and determined why he was holding the \$110K on account of the vendor. Sent an email to B. Wyett regarding same.	3.80	\$290.00	\$1,102.00
Fri	06/29/2018	Receipt and review the assignment agreement. Telephone discussion with F. Kanaris regarding the alarm issue in the night. Telephone discussion with Mike regarding same. Receipt and review of an email from a former employee regarding record of employment and T4's. Instructed F. Kanaris to deal with the requests of the employees and advise them that we do not have the books and records of the company and are attempting to obtain same. Email exchanges with P. Gennis regarding obtaining books and records from RCMP and the Crown. Email exchanges with Dina regarding same. Receipt and review of an email from D. Waldman regarding assignment of agreement. Drafted a letter to ESC regarding reactivation of the provider number. Reviewed the vendor closing documents received from S. Oostdyk's office.	1.80	\$290.00	\$522.00
Mukul Manchanda (MMA)			36.00		\$10,440.00
Phillip H. Gennis (PGE)					
Thur	06/14/2018	Attendance before Justice McEwen; review of Endorsement and Orders issued in consequence; email from BW; review of security opinion; review and approve payables.	3.00	\$445.00	\$1,335.00

Filters Used:

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MSGG - Detailed Time Dockets

Printed on: 7/06/18

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Phillip H. Gennis (PGE)					
Fri	06/15/2018	Correspondence with Landlord.	0.75	\$445.00	\$333.75
Mon	06/18/2018	Internal emails regarding insurance; email exchange with Counsel; email exchange with BW at Maxium.	0.50	\$445.00	\$222.50
Tues	06/19/2018	Email exchange with Counsel; review of letter to Sean Oostdyk; telephone discussion with BW at Maxium regarding replacement DM; on-going discussions with current DM and internal discussions regarding staffing; email requesting script count reports; receipt and review of SRD.	1.25	\$445.00	\$556.25
Wed	06/20/2018	On-going discussions with DM; communication with Landlord regarding occupation of premises; communication with OCP.	1.00	\$445.00	\$445.00
Fri	06/22/2018	Telephone discussion with DG at Maxium; telephone discussion with BW at Maxium; review of SRD; internal emails regarding site visit June 25th.	1.00	\$445.00	\$445.00
Mon	06/25/2018	Attend Sean Oostdyk's office to review Vendor file in sales transaction with 197; attend pharmacy to meet with Dan Gilchrist and Ben Wyatt; all travel.	3.00	\$445.00	\$1,335.00
Tues	06/26/2018	Email to MM regarding premise issues; internal discussions regarding	0.50	\$445.00	\$222.50
Wed	06/27/2018	Telephone discussions with Maxium; email exchange with Maxium; email from Counsel for Ahmed Kassim requesting adjournment; email exchange with Receiver's Counsel for Ahmed Kassim; telephone discussion with BW at Maxium regarding adjournment request; email correspondence with BMO regarding forged draft; telephone discussion with Counsel for Landlord; email correspondence with Counsel for Landlord.	1.50	\$445.00	\$667.50
Thur	06/28/2018	Email exchange with Counsel for Maxium regarding adjournment; telephone discussion with Counsel for Maxium; email communication with Counsel for Landlord; instructing Counsel to prepare Consent to Assignment of Lease to 1970636; review of document and forwarding same to Counsel for Landlord; review Assignment Document regarding Choses In Action.	1.25	\$445.00	\$556.25
Fri	06/29/2018	Review and execution of Assignment to CWB Maxium; transmittal of executed Assignment to stakeholders.	0.50	\$445.00	\$222.50
Phillip H. Gennis (PGE)			14.25		\$6,341.25
Total for File ID AAMTCR-R:			63.65		\$19,150.25
Grand Total:			63.65		\$19,150.25



SPERGEL

August 31, 2018

Invoice #: 11552

1970636 Ontario Ltd. o/a Mt. Cross Pharmacy

Invoice

RE: 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy

FOR PROFESSIONAL SERVICES RENDERED in the period July 1, 2018 to July 31, 2018 including ongoing operation of pharmacy, correspondence with principals and other parties and all other matters herein.

	Hours	Hourly Rate	Total
Philip H. Gennis, LL.B., CIRP, Trustee	15.70	\$465.00	\$7,300.50
Harvey S. Lipman, CPA, CA, CIRP, Trustee	0.60	465.00	279.00
Deborah Hornbostel, CPA, CA, CFE, CIRP, LIT	0.30	465.00	139.50
Frieda Kanaris	9.40	205.00	1,927.00
Mukul Manchanda, CIRP, Trustee	45.50	290.00	13,195.00
Others	4.00	50.00	200.00
Total Professional fees	75.50	\$305.18	\$23,041.00
HST			2,995.33
Reimbursable Expenses			
Courier			\$157.74
PPSA Search			\$38.20
Total Reimbursable expenses			\$195.94
HST on expenses			\$22.35
Total			\$26,254.62

HST Registration #R103478103

(AAMTCR-R)

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 - File ID: AAMTCR-R: to AAMTCR-R:
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 - Time Entry Bill Status: Un-Billed to Un-Billed

MSGG - Detailed Time Entries

Printed on: 8/31/18

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Deborah Hornbostel (DHO)					
Thur	07/05/2018	Review and approve accounts payable	0.10	\$465.00	\$46.50
Fri	07/20/2018	Review and approve accounts payable	0.20	\$465.00	\$93.00
		Deborah Hornbostel (DHO)	0.30		\$139.50
Frieda Kanaris (FKA)					
Tues	07/03/2018	Print WIP and prepare interim invoice to June 13, 2018; review pharmacist's invoice and requisition payment;	0.50	\$205.00	\$102.50
Wed	07/04/2018	T/c's with Mike; print McKesson invoices, reconcile with statements and requisition payments via wire transfer.	1.20	\$205.00	\$246.00
Thur	07/05/2018	T/c's with Mike; t/c with Blinds-to-go, schedule appt.	0.30	\$205.00	\$61.50
Fri	07/06/2018	T/c's with Mike; t/c's with Amanda (Blinds-to-go), review quotes; prepare interim billing to June 30th, finalize billings; courier cheques to pharmacist.	0.70	\$205.00	\$143.50
Mon	07/09/2018	T/c with Budget Blinds; review invoice from Fillware and requisition payment.	0.30	\$205.00	\$61.50
Wed	07/11/2018	Review fax from CRA, complete RC59 form, complete GST10, prepare tax sheet and forward to CRA to open R10002 account.	0.60	\$205.00	\$123.00
Thur	07/12/2018	Follow-up t/c with Budget Blinds; complete RC342 form and fax to CRA.	0.30	\$205.00	\$61.50
Mon	07/16/2018	Print McKesson statement and invoices, reconcile statement, requisition wire transfer payment; review and requisition payment for pharmacist and others; review quote from Budget Blinds, forward to PG for review; review and requisition payment for alarm monitoring.	1.60	\$205.00	\$328.00
Thur	07/19/2018	Review and deposit cheques.	0.20	\$205.00	\$41.00
Fri	07/20/2018	Courier cheques to pharmacist; t/c with Ibraam re 407 charges.	0.20	\$205.00	\$41.00
Mon	07/23/2018	Review emails and requisition payment for Ibraam El Fizzy re 407ETR charges; prepare draft Interim Notice of Receiver; review and deposit hydro refund cheque.	0.50	\$205.00	\$102.50
Tues	07/24/2018	Prepare SRD for interim receiver.	0.30	\$205.00	\$61.50
Wed	07/25/2018	Prepare deposit form for EFT from Maxium; requisition payment for payables; open redirected mail.	0.70	\$205.00	\$143.50
Thur	07/26/2018	Exchange of emails with MM; arrange for courier to Pallett Valo.	0.30	\$205.00	\$61.50
Mon	07/30/2018	Print McKesson invoices and reconcile with statement, requisition payment; review and requisition payment for pharmacist.	1.10	\$205.00	\$225.50
Tues	07/31/2018	Requisition payment for legal fees; review banking transactions and prepare deposit form for direct deposits; misc. file administration.	0.60	\$205.00	\$123.00
		Frieda Kanaris (FKA)	9.40		\$1,927.00
Harvey S. Lipman (HLI)					
Wed	05/23/2018	To cheque review and sign	0.20	\$465.00	\$93.00
Tues	06/05/2018	To cheque review and sign	0.20	\$465.00	\$93.00
Mon	07/23/2018	July 16, 2018 - To cheque review and sign.	0.20	\$465.00	\$93.00
		Harvey S. Lipman (HLI)	0.60		\$279.00
Inga Friptuleac (IFR)					
Tues	07/03/2018	Issue cheques	0.80	\$50.00	\$40.00
Mon	07/09/2018	Issue cheques, Deposit	0.60	\$50.00	\$30.00
Mon	07/16/2018	Issue cheques	1.00	\$50.00	\$50.00
Mon	07/23/2018	deposits; issue cheque	0.60	\$50.00	\$30.00
Mon	07/30/2018	Issue cheques	1.00	\$50.00	\$50.00
		Inga Friptuleac (IFR)	4.00		\$200.00

Filters Used:

- Time Entry Date: 1/01/70 to 7/31/18
 - File ID: AAMTCR-R: to AAMTCR-R:
 - Time Entry Bill Status: Un-Billed to Un-Billed
 - Time Entry Bill Status: Un-Billed to Un-Billed

MSGG - Detailed Time Dockets

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Mukul Manchanda (MMA)					
Tues	07/03/2018	Email exchanges with B. Wyatt regarding funds received from S. Oostdyk. Receipt and review of an email from B. Wyatt regarding communication with insurance companies associated with Telus. Receipt and review of an email from D. Milivojevic containing the contact information for J. Kennedy. Telephone discussion with M. Abdelsayed regarding operational issues and his invoice and invoice for the cleaning person. Receipt and review of an email from M. Abdelsayed containing the invoices. Instructed F. Kanaris to process same. Telephone discussion with Rando Drugs regarding potential for the sale of the pharmacy. Email exchanges with F. Kanaris regarding travel time charges for M. Abdelsayed. Receipt and review of email exchanges between D. Milivojevic and N. Gemy. Received and reviewed an email from P. Gennis regarding communication with RCMP related to the criminal charges against A. Kirkopoulos. Receipt and review of an email to G. Roy regarding access to books and records.	1.20	\$290.00	\$348.00
Wed	07/04/2018	Receipt and review of an email from C. Mills containing the Fillware report from MTN RX. Reviewed same and noted certain patient names were not readable. Sent an email to C. Mills asking him to provide the original report. Receipt and review of an email exchange related to the BMO bank draft.	0.20	\$290.00	\$58.00
Thur	07/05/2018	Email exchanges with P. Gennis and F. Kanari regarding the July rent. Email exchanges with B. Wyatt regarding the letters to Doctors. Review of email exchanges related to the BMO draft. Email exchanges with B. Wyatt regarding our invoices. Email exchanges regarding reports from Fillware. Multiple email exchanges with B. Wyatt and P. Gennis regarding various issues. Email exchanges with Dina regarding Telus. Telephone discussion with Dina and J. Russo regarding same. Receipt and review of invoices from PV. Conference call with Dina, J. Russo, B. Sachdeva, C. Mills and P. Gennis. Email exchanges with F. Kanaris regarding getting blinds at the pharmacy. Email exchanges with Dina regarding invoices related to the interim receivership. Telephone discussion with M. Vine regarding the accounts at TD. Receipt and review of an email from M. Vine containing the draft letter to TD. Sent an email to M. Vine providing my comments. Instructed F. Kanaris to prepare an analysis of the vehicles on hand. Receipt and review of the analysis prepared by F. Kanaris. Receipt and review of the affidavit delivered by S. Malhotra's counsel.	2.20	\$290.00	\$638.00
Fri	07/06/2018	Telephone discussion with Dr. Jutta regarding the letter I sent. He advised that he has never seen the agreements and the signatures on the agreements were not his. I asked him to sent me an email to this effect. Receipt and review of a voicemail from K. Esaw regarding Express Scripts Canada. Receipt and review of an email from K. Esaw regarding same. Telephone discussion with K. Esaw regarding reinstating the provider number with ESC. She advised that she has not been formally retained but expects to be retained shortly and discuss the matter with her client. She advised that she will get back to me to schedule a call with ESC. Receipt and review of an email from B. Wyatt containing his comments regarding S. Malhotra's affidavit. Review of email exchanges regarding same. Receipt and review of Justice McEwen's Endorsement.	1.10	\$290.00	\$319.00

Filters Used:

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Mukul Manchanda (MMA)					
Mon	07/09/2018	Telephone discussion with Dr. Movsesyan regarding my letter and the assignment of contract. He advised that his signatures appeared to be forged and that he never sign any such documents. I asked him to provide that in writing. Receipt and review of an email from Dina to J. Kennedy regarding the Telus issue. Receipt and review of an email from J. Kennedy regarding a call with telus' customers. Receipt and review of an email from C. Mills regarding the patient list from MTN RX. Receipt and review of an email from Dina. Prepared our invoices to June 30, 2018. Prepared a letter to B. Wyett and emailed same along with copies our and PV's invoices to B. Wyett. Email exchanges regarding payment to M. Abdelsayed. Receipt and review of a letter from Dr. Jutta. Emailed same to B. Wyett. Receipt and review of an email from Dr. Movsesyan. Forwarded same to B. Wyett.	1.80	\$290.00	\$522.00
Tues	07/10/2018	Telephone discussion with P. Gennis regarding running a sales process. Telephone discussion with Dina regarding obtaining an availability with court to obtain approval of a sale of the pharmacy. Travel to the pharmacy. Meeting with M. Abdelsayed. Extracted an excel copy of the transfer report indicating transfer of patients to MTN RX. Compared same with the patient list provided by MTN RX. Extracted various other reports to review the impact on revenue. Continue reviewing the transfers. Meeting with the blinds company to obtain a quotation for installing blinds. Collected and reviewed mail and other documents. Travel back. Telephone discussion with K. Esaw regarding reinstating the provider number from ESI. Email exchanges with K. Esaw regarding same, she provided the copy of the contract between ESI and Mt. Cross Pharmacy. Sent an email to B. Wyett updating him with our dealings with ESI. Participated in a conference call with Dina, J. Russo, B. Sachdeva, C. Mills and P. Gennis.	4.50	\$290.00	\$1,305.00
Wed	07/11/2018	Telephone conversation with Dr. Gupta regarding my letter. She advised that she will send me a letter outlining her position. Telephone discussion with M. Abdelsayed regarding the reports related to transfer of patients to MTN RX. Review of the responding materials of MTN RX. Uploaded same to the case website. Receipt and review of an email from Dr. Gupta containing a letter in response to our communication of June 28, 2018. Sent an email to B. Wyett containing same. Email exchanges with B. Wyett regarding assignment documentation. Further analysis of the patient list provided by MTN RX. Telephone discussions with M. Abdelsayed to obtain documents related to revenue generated from patients transferred to MTN RX.	1.90	\$290.00	\$551.00
Thur	07/12/2018	Telephone discussion with M. Abdelsayed regarding the MTN RX transfers. Receipt and review of an email from M. Abdelsayed containing revenue related to each patient transferred to MTN RX. Receipt and review of an email from K. Esaw regarding ESI. Telephone discussion with D. Milivojevic regarding same. Agreed that we will ask K. Esaw for the date the service was suspended by ESI. Receipt and review of the email from D. Milivojevic to K. Esaw. Receipt and review of an email from K. Esaw regarding date of termination of service from ESI. Sent an email to D. Milivojevic regarding legal analysis of set off claims. Conference with Telus and Insurance companies. Conference call with PV.	2.00	\$290.00	\$580.00

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Mukul Manchanda (MMA)					
Fri	07/13/2018	Review of MTN RX transfer patients and compare same with the reports provided by M. Abdelsayed. Telephone discussion with M. Abdelsayed regarding same. Agreed that I will attend at the pharmacy tomorrow to finish the analysis. Receipt and review of an email from D. Milivojevic regarding the ESI issue. Receipt and review of email from K. Esaw regarding same. Receipt and review of a fax from Brechin & Huffman regarding our letter to Dr. Israel. Receipt and review of a quotation from budget blinds.	3.50	\$290.00	\$1,015.00
Sat	07/14/2018	Travel to the pharmacy. Extracted sales reports related to the patients of Mt. Cross that were transferred to MTN RX. Discussion with M. Abdelsayed regarding same. Travel back.	5.00	\$290.00	\$1,450.00
Mon	07/16/2018	Finalize the analysis of the transfers to MTN RX and emailed same along with sales report of each patient to C. Mills. Received, reviewed and approved cheque requisitions. Telephone call with D. Samuels regarding my letter of June 28, 2018. Receipt and review of a letter from Dr. Samuels. Sent an email to B. Wyatt containing the letters from Dr. Samuel and Dr. Israel and attaching copies of our letters.	2.90	\$290.00	\$841.00
Tues	07/17/2018	Conference call with C. Mills, B. Sachdeva and P. Gennis to discuss our analysis of the patient list provided by MTN RX. Receipt and review of D. Milivojevic's analysis of set-off claim of ESI. Discussion regarding same. Agreed that contractual right of set-off will apply in this situation. Review of email exchanges related to the BMO draft. Email exchanges with B. Wyatt regarding letters received from the doctors. Receipt and review of the 407 invoice from Ibraam el Fizzy. Receipt and review of an email from C. Mills providing feedback regarding the set-off issue of ESI.	1.40	\$290.00	\$406.00
Wed	07/18/2018	Drafted report to court and emailed same to P. Gennis for comments. Telephone discussion with K. Esaw, D. Milivojevic and P. Gennis regarding re-instating service provider number of ESI. Discussion regarding negotiation of the amount owed to ESI. Conference call with P. Gennis and D. Milivojevic regarding updating Maxium with the result of our conversation with ESI. Further discussions related to the first report to court. Receipt and review of comments from P. Gennis to the draft first report. Sent an email to D. Milivojevic asking her to provide comments regarding the report. Telephone discussion with U. Nasim regarding instructions to A. Abrantes to transfer the patient list to MTN RX. Further discussion with U. Nasim regarding termination of provider number by Telus. Telephone call to C. Mills - left a voicemail for him summarizing my conversation with U. Nasim.	3.90	\$290.00	\$1,131.00
Thur	07/19/2018	Receipt and review of an email from B. Wyatt regarding ESI. Email exchanges with P. Gennis regarding same. Sent an email to B. Wyatt summarizing our call with ESI and strategy going forward. Receipt and review of an email from D. Milivojevic regarding ESI and conference call to discuss same. Conference call with D. Milivojevic, C. Mills and B. Sachdeva regarding the ESI issue. Agreed that we will reach out to counsel for ESI in order obtain an understanding as whether ESI will be willing to take a reduced amount and/or if ESI will be willing to stretch the payments over a longer period of time.	0.90	\$290.00	\$261.00

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Mukul Manchanda (MMA)					
Fri	07/20/2018	Email exchanges with B. Wyett regarding the Fillware reports. Email exchanges with P. Gennis regarding same. Receipt and review of an email from B. Wyett regarding the Telus issue. Receipt and review of an email from P. Gennis regarding assignment of lease. Sent an email to D. Milivojevic providing alternative options that may be available to Maxium regarding the Telus issue. Email exchanges regarding pursuing Telus as the critical supplier with P. Gennis and D. Milivojevic. Receipt and review of an email from B. Sachdeva regarding the BMO draft asking us to send a letter to S. Oostdyk to confirm who provided the copy of the BMO draft to him.	1.80	\$290.00	\$522.00
Mon	07/23/2018	Receipt and review of an email from B. Wyett asking me to reach out to Fillware and get something in writing from Fillware regarding the cost difference between the report provided to Maxium at the time of purchase and extracted by the receiver upon its appointment. Receipt and review of an email from B. Wyett regarding the report U. Nassim provided to the OCP regarding the transfer of patients from Mt. Cross to MTN RX.	0.50	\$290.00	\$145.00
Tues	07/24/2018	Receipt and review of email exchanges between P. Gennis and D. Milivojevic regarding assignment of the lease. Email exchanges with C. Mills and B. Sachdeva regarding the report of the receiver. Prepared appendices to the report. Email exchanges with B. Sachdeva regarding the report. Finalized the report and sent an email to P. Gennis asking him to sign the report.	1.70	\$290.00	\$493.00
Wed	07/25/2018	Participated in a conference call with D. Milivojevic, J. Russo and P. Gennis. Drafted a supplemental report to court and emailed same to P. Gennis for comments. Prepared an executed copy of the report along with appendices and send to D. Milivojevic to serve. Prepared redacted appendices and emailed same to D. Milivojevic. Receipt and review of email exchanges regarding issues related to occupying the premises and the landlord. Receipt and review of a draft email from D. Milivojevic to be sent to C. Mills and B. Sachdeva from P. Gennis. Receipt and review of an email from D. Milivojevic regarding releasing patient reports. Various email exchanges regarding release of patient transfer list.	2.70	\$290.00	\$783.00
Thur	07/26/2018	Receipt and review of an email from P. Gennis regarding the requirement to redact the patient list that was provided to Maxium by U. Nasim. Review of email exchanges with B. Wyett regarding same. Email exchanges with B. Sachdeva regarding the privacy issue. Email exchanges with J. Russo regarding the Receiver's obligation in protecting the private information. Receipt and review of an email from G. Roy regarding books and records in possession of the Crown. Email exchanges and telephone conversation with F. Kanaris regarding providing the original report to D. Milivojevic. Prepared an executed copy of the Supplemental Report and couriered same to D. Milivojevic. Receipt and review of a voicemail from M. Abdelsayed. Telephone call with M. Abdelsayed regarding outstanding payments.	1.60	\$290.00	\$464.00
Fri	07/27/2018	Drafted an email to C. Mills and B. Sachdeva regarding the operational issues and profitability of the pharmacy and sent it to P. Gennis. Uploaded the supplement to first report to court on the case website. Receipt and review of multiple emails from B. Wyett. Receipt and review of an email from C. Mills regarding protocol to be followed prior to releasing the patient list. Receipt and review of an email from B. Sachdeva regarding the August 3rd attendance at court.	0.80	\$290.00	\$232.00

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Mukul Manchanda (MMA)					
Mon	07/30/2018	Receipt and review of email exchanges related to setting up a call to discuss strategy and attendance at court on August 3rd. Receipt and review of the responding materials filed by MTN RX. Uploaded same on the case website. Draft and sent a letter to S. Oostdyk asking him to advise who provided him with a copy of the BMO Draft.	1.30	\$290.00	\$377.00
Tues	07/31/2018	Receipt and review of the revised factum of Maxium. Uploaded same to the case website. Receipt and review of email exchanges between B. Wyatt and P. Gennis regarding the supplementary report of the Receiver. Reviewed and approved cheque requisitions. Preparation of the Interim Receiver's discharge package including the notice required under rule 79 of the BIA. Discussions with F. Kanaris regarding same. Reviewed the package and instructed F. Kanaris to prepare the mailing of same.	2.60	\$290.00	\$754.00
Mukul Manchanda (MMA)			45.50		\$13,195.00
Philip H. Gennis (PGE)					
Tues	07/03/2018	Email exchange with BW; telephone discussion with RCMP; email exchange with Federal Crown requesting access to books and records.	1.25	\$465.00	\$581.25
Thur	07/05/2018	Email exchange with BW; telephone discussion with Counsel for Receiver; telephone call with Counsel for Receiver regarding Telus; conference call with Counsel for Receiver and Maxium regarding Telus; email exchanges with BW at Maxium;	2.00	\$465.00	\$930.00
Fri	07/06/2018	Review and approve payables; email exchange with Counsel for Maxium	0.20	\$465.00	\$93.00
Tues	07/10/2018	Review responding materials from 1975193 Ontario Ltd., o/a MTNRX; review fax from CRA./	1.50	\$465.00	\$697.50
Tues	07/10/2018	Telephone discussion with BW at Maxium; email exchange with BW and MM; email exchange with Counsel; review of Kassim responding materials; telephone discussion with Counsel for Maxium regarding responding materials; internal discussions regarding estate funding	2.00	\$465.00	\$930.00
Thur	07/12/2018	conference call with Counsel for Maxium; Counsel for Receiver; representatives of Telus, GWL and Sun Life.	0.50	\$465.00	\$232.50
Mon	07/16/2018	Email exchange with MM regarding correspondence to doctors who were formerly at Mt. Cross pharmacy building.	0.50	\$465.00	\$232.50
Tues	07/17/2018	Email exchange with Counsel regarding ESI.	0.50	\$465.00	\$232.50
Wed	07/18/2018	Conference call regarding Telus and EIS.	0.50	\$465.00	\$232.50
Wed	07/18/2018	Review Report to Court	0.75	\$465.00	\$348.75
Mon	07/23/2018	Email exchange with Counsel for Maxium; email exchange with Counsel for Landlord and telephone discussion with same as regards the Assignment of lease; correspondence with Maxium and email exchange with same; review payables.	1.25	\$465.00	\$581.25
Tues	07/24/2018	Final review of report with Appendices and execution thereof; review and approve payables.	0.75	\$465.00	\$348.75

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Philip H. Genns (PGE)					
Wed	07/25/2018	Email exchanges with Counsel regarding "Nunc Pro Tunc" consent to the lease assignment from 191 to 197; email exchange with Counsel regarding OCP complaint and Nassim Report; discussion with BW at Maxium regarding challenges being faced with respect to both Telus and ESI; discussion with Counsel regarding status of receivership in light of position being adopted by Telus and ESI; internal discussions regarding drafting of sales materials and supplementary report to Court in light of email from DM regarding attempts by MTNRX to transfer prescriptions; conference call with Counsel regarding multiple issues; telephone discussion with Counsel for Maxium regarding examination of Kassim and need for Supp Report regarding attempted script transfers; review of Supp Report drafted on an urgent basis; email exchanges with Counsel regarding the release of the Umair report and related matters.	2.50	\$465.00	\$1,162.50
Thur	07/26/2018	Email exchange with Ben Wyatt at Maxium regarding release of Umair's report to the OCP; email exchange with Ben Wyatt regarding documents to be provided to Hamilton Police; telephone discussion with Counsel for Maxium regarding examination of Kassim; email exchange with Ben Wyatt regarding forged Consent to Assignment of Lease; email exchange regarding PIPEDA obligations of both the Receiver and Maxium; review draft email from Counsel for Receiver regarding possible shutdown of receivership; review of draft Consent to be signed by Wittington properties to replace version previously forged by debtor; receipt and review of email from Crown Attorney regarding release of documents seized under search warrant.	1.50	\$465.00	\$697.50

Philip H. Genns (PGE)

15.70

\$7,300.50

Total for File ID AAMTCR-R:

75.50

\$23,041.00

Grand Total:

75.50

\$23,041.00



SPERGEL

September 06, 2018

Invoice #: 11553

1970636 Ontario Ltd. o/a Mt. Cross Pharmacy

Invoice

RE: 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy

FOR PROFESSIONAL SERVICES RENDERED in the period August 1, 2018 to August 31, 2018 including ongoing operation of pharmacy, correspondence with principals and other parties and all other matters herein.

	Hours	Hourly Rate	Total
Philip H. Gennis, LL.B., CIRP, Trustee	13.45	\$465.00	\$6,254.25
Harvey S. Lipman, CPA, CA, CIRP, Trustee	0.70	465.00	325.50
Deborah Hornbostel, CPA, CA, CFE, CIRP, LIT	0.10	465.00	46.50
Frieda Kanaris	10.10	205.00	2,070.50
Mukul Manchanda, CIRP, Trustee	22.70	290.00	6,583.00
Others	2.40	50.00	120.00
Total Professional fees	49.45	\$311.42	\$15,399.75
HST			2,001.97
Reimbursable Expenses			
Courier			\$94.02
Telephone			\$26.39
Total Reimbursable expenses			\$120.41
HST on expenses			\$15.65
Total			\$17,537.78

HST Registration #R103478103

(AAMTCR-R)

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Deborah Hornbostel (DHO)					
Wed	08/29/2018	Review and approve accounts payable	0.10	\$465.00	\$46.50
		Deborah Hornbostel (DHO)	0.10		\$46.50
Frieda Kanaris (FKA)					
Wed	08/01/2018	Review Interim Receiver Notice with PG and MM, make revisions as discussed with MM; t/c's with Alectra Hydro regarding past due accounts (invoices not received), send email re correction to name on account and waiving security deposits; courier cheques to pharmacist.	0.50	\$205.00	\$102.50
Thur	08/02/2018	Fax Interim Notice of Application for taxation and attachments to Official Receiver, prepare mailing list; t/c to RBC re funds in frozen account and forwarding same to Receiver; review and deposit cheque from Claimsecure.	0.70	\$205.00	\$143.50
Fri	08/03/2018	Review emails, t/c with Totals Inventory, t/c's with Rocco (Lock-It) and Paul Durdin re lock change.	0.30	\$205.00	\$61.50
Tues	08/07/2018	Prepare and print labels, photocopy Notice of taxation of interim receiver's account, discussion with MM re same, prepare affidavit of mailing; t/c's and email to Waste Connections re setting up account for waste removal;	1.10	\$205.00	\$225.50
Mon	08/13/2018	Review and requisition payment for payables.	0.30	\$205.00	\$61.50
Tues	08/14/2018	Print McKesson statement and invoices, reconcile to statement, requisition payment; prepare letter and courier cheque re August rent; t/c with CRA, file o/s returns for R10001 and R10002.	1.40	\$205.00	\$287.00
Wed	08/15/2018	Review direct deposit transactions and prepare posting request; review request from Service Canada re ROE's, prepare and send responding letter.	0.30	\$205.00	\$61.50
Thur	08/16/2018	Review and deposit cheques.	0.20	\$205.00	\$41.00
Tues	08/21/2018	Review bank statements for RBC account; t/c's with Elias, t/c to Waste Management.	1.70	\$205.00	\$348.50
Wed	08/22/2018	Review and requisition payment for utilities; t/c to Union Gas to update mailing address to msi; t/c's with Elias, t/c to alarm company, need service call.	0.60	\$205.00	\$123.00
Thur	08/23/2018	T/c's with Nutech, alarm company and Mike regarding alarm signal.	0.40	\$205.00	\$82.00
Tues	08/28/2018	Review and requisition payment for pharmacist and utilities; email and t/c with Mike re McKesson invoices and running reports.	0.40	\$205.00	\$82.00
Wed	08/29/2018	T/c from PC Carter re Mt Cross computers, emails with PG re same; courier cheques to pharmacist; reconcile McKesson invoices to statement, requisition wire transfer payment.	1.30	\$205.00	\$266.50
Thur	08/30/2018	Purchase external harddrive for RCMP to copy computer data.	0.30	\$205.00	\$61.50
Fri	08/31/2018	Review banking transactions and prepare posting for ODB and POS direct deposits; prepare interim invoice to July 31, 2018; review and deposit cheque from Claimsecure.	0.60	\$205.00	\$123.00
		Frieda Kanaris (FKA)	10.10		\$2,070.50
Harvey S. Lipman (HLI)					
Wed	08/01/2018	To cheque review and sign	0.30	\$465.00	\$139.50
Tues	08/28/2018	To cheque review and sign	0.20	\$465.00	\$93.00
Wed	08/29/2018	To cheque review and sign	0.20	\$465.00	\$93.00
		Harvey S. Lipman (HLI)	0.70		\$325.50
Inga Friptuleac (IFR)					
Tues	08/07/2018	Deposit; issue cheques	0.40	\$50.00	\$20.00
Mon	08/13/2018	Deposit; issue cheques	0.80	\$50.00	\$40.00

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Inga Friptuleac (IFR)					
Mon	08/20/2018	Deposit	0.20	\$50.00	\$10.00
Mon	08/27/2018	Issue cheques	1.00	\$50.00	\$50.00
		Inga Friptuleac (IFR)	2.40		\$120.00
Mukul Manchanda (MMA)					
Wed	08/01/2018	Receipt and review of an email from B. Sachdeva containing the answers and supporting documents related to the undertakings of A. Kassim. Reviewed multiple email exchanges related to same. Sent an email to the group containing my comments regarding the documents provided. Reviewed the factum and book of authorities served by MTN RX. Uploaded same to the case website. Receipt and review of the missign pages of tab3 of the book of authorities. Uploaded same to the case website. Receipt and review of the service list. Uploaded same to the case website. Participated in a conference call with B. Sachdeva, C. Mills, D. Milivojevic and P. Gennis. Receipt and review of a draft letter to Gowling from D. Milivojevic. Sent an email to D. Milivojevic and P. Gennis containing my comments and advising that the letter be sent to C. Ho with a cc to the Service List. Receipt and review of an email from D. Milivojevic to C. Ho containing a copy of the letter. Uploaded the letter to the case website.	3.90	\$290.00	\$1,131.00
Thur	08/02/2018	Receipt and review of email exchanges between D. Milivojevic and D. Waldman regarding the assignment of the lease agreement. Receipt and review of the draft order circulated by B. Sachdeva.	0.60	\$290.00	\$174.00
Fri	08/03/2018	Email exchanges with P. Gennis regarding the request to S. Oostdyk related to the BMO Draft. Telephone discussion with P. Gennis regarding the court hearing. Telephone discussion with M. Abdelsayed regarding operational matters. Receipt and review of email exchanges with S. Oostdyk regarding same. Receipt and review of email from P. Gennis advising that Telus terminated its contract with MTN RX this past Wednesday. Telephone discussion with the garbage bin company.	0.90	\$290.00	\$261.00
Tues	08/07/2018	Receipt and review of various iterations of the draft IR Order. Sent an email to C. Mills regarding the definition of Property in the Order and adding the power to engage a pharmacist to assist in preparing a plan to transfer the patients back to Mt. Cross from MTN RX. Telephone discussions with C. Mills and P. Gennis regarding same. Receipt and review of an email from C. Mills regarding the outcome of attendance in front of Justice Dunphy.	1.60	\$290.00	\$464.00
Wed	08/08/2018	Receipt and review of an email from B. Wyett asking for an update regarding ESI. Sent an email to B. Wyett providing him with the update. Receipt and review of an email from C. Mills containing the interim-receivership order over MTN RX and endorsement of Justice Dunphy. Uploaded same to the case website. Sent an email to K. Esaw asking for an update from ESI to visit the pharmacy. Telephone discussion with D. Milivojevic regarding same. Receipt and review of an email from D. Milivojevic to K. Esaw regarding ESI's position. Receipt and review of an email from K. Esaw regarding same. Review of the Notice of Taxation and Discharge of Interim Receiver. Prepared electronic mailing of same. Conference call with B. Sachdeva and P. Gennis regarding Interim Receivership of MTN RX.	1.80	\$290.00	\$522.00

Filters Used:

- Time Entry Date: 8/01/18 to 8/31/18
 - File ID: AAMTCR-R: to AAMTCR-R:
 - Time Entry Bill Status: Un-Billed to Un-Billed
 - Time Entry Bill Status: Un-Billed to Un-Billed

MSGG - Detailed Time Dockets

Printed on: 9/06/18

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File Name (ID): 1970636 Ontario Ltd, o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Mukul Manchanda (MMA)					
Thur	08/09/2018	Receipt and review of a voicemail from Derek of SunLife. Telephone discussion with SunLife as to the status of the receivership. Further discussions regarding court documents, he requested copies of certain court documents and I directed him to the case website to obtain same. Receipt and review of an email from B. Wyett regarding information from Fillware. Sent an email to B. Wyett providing a response to his email. Telephone discussion with D. Milivojevic regarding assignment of the lease and ESI issue. Receipt and review of an email from D. Milivojevi to D. Waldman regarding the lease assignment.	0.80	\$290.00	\$232.00
Mon	08/13/2018	Receipt and review of an email from M. Abdelsayed containing his invoice. Review and approve cheque requisitions. Receipt and review of an email from B. Sachdeva regarding the interim receivership of MTN RX. Receipt and review of an email from D. Milivojevic regarding discussions with ESI.	0.40	\$290.00	\$116.00
Tues	08/14/2018	Receipt and review of a voicemail from CRA regarding outstanding HST returns. Discussion with F. Kanaris regarding same.	0.20	\$290.00	\$58.00
Mon	08/20/2018	Receipt and review of an email from B. Wyett regarding reaching out to Fillware for reasons related to the difference in sales reports. Lengthy telephone conversation with Fillware tech support regarding same. Obtained contact information of the person at Fillware who can provide us with the reasons in writing. Telephone discussion with Mike obtained the contact information of the owner of Fillware from him. Telephone discussion with Melanie Montiz of Fillware regarding the sales report, she asked me send a letter and advised that she will send a response back to us in writing. Further email exchanges with B Wyett regarding response from S. Oostdyk in relation to who provided him with a copy of the draft. Sent an email to B. Wyett containing the email we received from S. Oostdyk. Receipt and review of the responding materials filed by J. Sobel on behalf of S. Malhotra. Receipt and review of RBC bank statements.	3.70	\$290.00	\$1,073.00
Tues	08/21/2018	Receipt and review of an email from B. Wyett asking for the blueprints of the leased premises. Sent an email to D. Milivojevic asking her to reach out to the landlord's counsel and ask for the blueprint. Continue review of the RBC bank statements. Receipt and review of an email from D. Waldman containing the signed assignment of lease. Email exchanges with K. Esaw regarding ESI's visit to the pharmacy to conduct an audit. Telephone discussion with Mike regarding same.	2.40	\$290.00	\$696.00
Wed	08/22/2018	Drafted and sent a letter to Fillware regarding the reports submitted by Mt. Cross to Maxium as part of its credit application. Reviewed and approved cheque requisitions. Email exchanges and telephone conversation with M. Abdel regarding operational issues of the pharmacy. Receipt and review of email exchanges between B. Wyett and D. Milivojevis regarding ESI.	1.70	\$290.00	\$493.00
Thur	08/23/2018	Receipt and review of an email from M. Montiz of Fillware in response to our letter of August 22, 2018. Discuss same with P. Gennis. Sent an email to B. Wyett providing the response from Fillware and copy of our letter to Fillware. Received a call from the alarm company, dealt with the issue causing the alarm to trip.	1.30	\$290.00	\$377.00
Fri	08/24/2018	Receipt and review of an email from B. Wyett regarding the response received from Fillware.	0.10	\$290.00	\$29.00

Filters Used:

- Time Entry Date: 8/01/18 to 8/31/18
- File ID: AAMTCR-R: to AAMTCR-R:
- Time Entry Bill Status: Un-Billed to Un-Billed
- Time Entry Bill Status: Un-Billed to Un-Billed

MSGG - Detailed Time Disburse

Printed on: 9/06/18

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Mukul Manchanda (MMA)					
Mon	08/27/2018	Receipt and review of an email from Mike containing his and Elias' invoice, Telephone discussion with F. Kanaris. Instructed her to prepare payment for the invoices. Further discussions regarding preparation of our invoice to the end of July 2018.	0.40	\$290.00	\$116.00
Tues	08/28/2018	Received and reviewed an email from B. Wyett regarding the Blueprint of 503 Concession Street. Sent an email to D. Milivojevic asking her to follow up with Mr. Waldman. Telephone discussion with F. Kanaris regarding McKesson invoices. Instructed her to setup a protocol with pharmacy to monitor the invoices. Provided further instructions to F. Kanaris regarding July billings.	0.50	\$290.00	\$145.00
Wed	08/29/2018	Receipt and review of an email from D. Milivojevic containing the Telus application. Discussion regarding obtaining the original agreement between Mt. Cross and Telus. Receipt and review of an email from D. Milivojevic to D. Waldman regarding the blueprints of the premises. Discussion with F. Kanaris regarding the information in possession of RCMP. Instructed her to provide an external hard drive to RCMP in order for the RCMP to provide us with the information they have.	0.80	\$290.00	\$232.00
Thur	08/30/2018	Receipt and review of an email from P. Gennis regarding MTN RX and the report to court regarding transfer of patients. Discussion regarding same with P. Gennis.	0.40	\$290.00	\$116.00
Fri	08/31/2018	Draft report to Court. Email exchange with counsel. Draft email to counsel and Maxium regarding deadlines and mandate of receiver in relation to MTN RX.	1.20	\$290.00	\$348.00
Mukul Manchanda (MMA)			22.70		\$6,583.00
Philip H. Gennis (PGE)					
Wed	08/01/2018	Review and approve payables.	0.20	\$465.00	\$93.00
Wed	08/01/2018	Review factums for motion August 3, 2018; conference call with Counsel; review letter to motion service list regarding Receiver's non-involvement with motion returnable August 3, 2018;	1.50	\$465.00	\$697.50
Thur	08/02/2018	Review Final Draft Consent to Assignment of Lease; telephone discussion with Counsel for Receiver.	1.00	\$465.00	\$465.00
Fri	08/03/2018	Review reports in advance of hearing; attendance before HHJ Dunphy; meetings with Counsel for CWB Maxium and Receiver; organizing locksmith; locum pharmacist and inventory service; preparation of DM and IC letters for Mike Abdelsyed; telephone discussions with Dan Gilchrist of CWB Maxium; review of draft IR Order	4.00	\$465.00	\$1,860.00
Mon	08/06/2018	Review draft IR Order regarding MTN RX; email exchanges with Counsel for Maxium.	0.50	\$465.00	\$232.50
Tues	08/07/2018	Further review of Draft IR Order. email exchange with Counsel.	0.50	\$465.00	\$232.50
Mon	08/13/2018	Review of email from Counsel for CWB Maxium to his client regarding proposed course of action in light of IR Order.	0.75	\$465.00	\$348.75
Tues	08/14/2018	Review and approve payables; telephone discussions with Ben Wyett and Dan Gilchrist	0.30	\$465.00	\$139.50
Tues	08/21/2018	Email exchange with Maxium; telephone discussion with Ben Wyett regarding future planning; email exchange with Counsel for Receiver and Counsel for Landlord; review and execution of Consent to Assignment; telephone discussion with MM regarding sales process and data room	1.00	\$465.00	\$465.00
Wed	08/22/2018	Email exchange with Counsel and CWB.	0.75	\$465.00	\$348.75
Mon	08/27/2018	Review and approve payables.	0.20	\$465.00	\$93.00
Thur	08/30/2018	Meeting with RCMP	1.50	\$465.00	\$697.50

Filters Used:

- Time Entry Date: 8/01/18 to 8/31/18
- File ID: AAMTCR-R: to AAMTCR-R:
- Time Entry Bill Status: Un-Billed to Un-Billed
- Time Entry Bill Status: Un-Billed to Un-Billed

MSGG - Detailed Time Dockets

Printed on: 9/06/18

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Philip H. Gennis (PGE)					
Fri	08/31/2018	Telephone discussion with Dan Gilchrist regarding proposed sales process for Mt. Cross and course of action for MTN RX; telephone discussion with Counsel for Receiver; lengthy email to stakeholders regarding the road forward;	1.25	\$465.00	\$581.25
Philip H. Gennis (PGE)			13.45		\$6,254.25
Total for File ID AAMTCR-R:			49.45		\$15,399.75
Grand Total:			49.45		\$15,399.75



SPERGEL

October 24, 2018

Invoice # 11577

1970636 Ontario Ltd. o/a Mt. Cross Pharmacy

Invoice

RE: 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy

FOR PROFESSIONAL SERVICES RENDERED in the period September 1, 2018 to September 30, 2018 including ongoing operation of pharmacy, court attendance, correspondence with principals and other parties.

	Hours	Hourly Rate	Total
Philip H. Gennis, LL.B., CIRP, Trustee	7.30	\$465.00	\$3,394.50
Harvey S. Lipman, CPA, CA, CIRP, Trustee	0.20	465.00	93.00
Deborah Hornbostel, CPA, CA, CFE, CIRP, LIT	0.30	465.00	139.50
Frieda Kanaris	10.10	205.00	2,070.50
Mukul Manchanda, CIRP, Trustee	22.60	290.00	6,554.00
Others	6.00	55.83	335.00
Total Professional fees	46.50	\$270.68	\$12,586.50
HST			1,636.25
Reimbursable Expenses			
Website posting			\$80.00
Courier			\$83.97
Total Reimbursable expenses			\$163.97
HST on expenses			\$21.31
Total			\$14,408.03

HST Registration #R103478103

(AAMTCR-R)

Filters Used:

- Time Entry Date: 1/01/70 to 9/30/18
 - File ID: AAMTCR-R; to AAMTCR-R;
 - Time Entry Bill Status: Un-Billed to Un-Billed
 - Time Entry Bill Status: Un-Billed to Un-Billed

MSGG - Detailed Time Dockets

Printed on: 10/24/18

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Deborah Hornbostel (DHO)					
Fri	09/14/2018	Review and approve accounts payable	0.10	\$465.00	\$46.50
Thur	09/27/2018	Review and sign cheques	0.20	\$465.00	\$93.00
		Deborah Hornbostel (DHO)	0.30		\$139.50
Frieda Kanaris (FKA)					
Tues	09/04/2018	Requisition payment for September rent; review funds in account with PG; email to Vector Signs.	0.40	\$205.00	\$82.00
Wed	09/05/2018	Send email to Vector Signs to proceed with removal of signage on roof; email to Budget Blinds to proceed with ordering and installing blinds.	0.30	\$205.00	\$61.50
Thur	09/06/2018	Prepare invoice for August, review with PG and finalize July and August invoices; prepare schedule of disbursements and review with PG.	0.70	\$205.00	\$143.50
Fri	09/07/2018	Courier September rent cheque to Wittington; scan Pallet Valo invoices, forward to PG along with schedule of funds required.	0.30	\$205.00	\$61.50
Tues	09/11/2018	Exchange of emails with MM re ad to be placed in Globe & Mail, forward ad to Globe & Mail, review draft ad revise ad and resubmit for proof and quote; review revised ad and forward to MM.	0.70	\$205.00	\$143.50
Wed	09/12/2018	Forward draft ad to PG for review; request quote from National Post; requisition payment for payables; print McKesson statement and reconcile invoices; requisition wire transfer.	1.70	\$205.00	\$348.50
Thur	09/13/2018	Review final ad for printing in National Post; send follow-up email to Vector signs; i/c and email with Bankruptcy Highway (to provide statement) and RBC to provide funds in company's old account; prepare SRD, scan and email to Maxium; i/c with Mike, requisition payment for cleaning supplies.	0.90	\$205.00	\$184.50
Mon	09/17/2018	Prepare posting for Advance from secured creditor and direct deposits; review and deposit cheque from Green Shield; requisition payment for payables; forward emails to Insolvency Insider re "sale of assets" notice;	0.90	\$205.00	\$184.50
Tues	09/18/2018	T/c to CRA re HST refund; emails with PG re o/s invoices, requisition payment for same and Pallet Valo legal fees.	0.60	\$205.00	\$123.00
Wed	09/19/2018	Emails re cancelling blinds, requisition payment.	0.20	\$205.00	\$41.00
Thur	09/20/2018	Prepare confidentiality agreements and sent to MM.	0.40	\$205.00	\$82.00
Mon	09/24/2018	T/c with Mike.	0.10	\$205.00	\$20.50
Tues	09/25/2018	Print McKesson Statement and reconcile invoices; review pharmacist invoices.	0.90	\$205.00	\$184.50
Wed	09/26/2018	T/c's with Mike; finalize reconciling McKesson statement, requisition payment; review and requisition payment for payables.	1.50	\$205.00	\$307.50
Thur	09/27/2018	Prepare and print independent contractor agreements for Elias Khamis and Angela Abrantes.	0.50	\$205.00	\$102.50
		Frieda Kanaris (FKA)	10.10		\$2,070.50
Harvey S. Lipman (HLI)					
Thur	09/13/2018	To cheque review and sign	0.20	\$465.00	\$93.00
		Harvey S. Lipman (HLI)	0.20		\$93.00
Haran Sivanathan (HSI)					
Fri	09/14/2018	Deposit, Cheque, Pre-Authorized payment, Review Files, GIC's and Bank reconciliation	0.70	\$75.00	\$52.50
Thur	09/20/2018	General	0.20	\$75.00	\$15.00
Thur	09/27/2018	General	0.50	\$75.00	\$37.50
		Haran Sivanathan (HSI)	1.40		\$105.00

Filters Used:

- Time Entry Date: 1/01/70 to 9/30/18
 - File ID: AAMTCR-R: to AAMTCR-R:
 - Time Entry Bill Status: Un-Billed to Un-Billed
 - Time Entry Bill Status: Un-Billed to Un-Billed

MSGG - Detailed Time Docket

Printed on: 10/24/18

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Inga Friptuleac (IFR)					
Tues	09/04/2018	Issue cheques	0.40	\$50.00	\$20.00
Mon	09/10/2018	Deposit; Issue cheques	1.00	\$50.00	\$50.00
Mon	09/17/2018	Issue cheques, Post deposits	1.80	\$50.00	\$90.00
Mon	09/24/2018	Issue cheques	1.40	\$50.00	\$70.00
Inga Friptuleac (IFR)			4.60		\$230.00
Mukul Manchanda (MMA)					
Tues	09/04/2018	Participated in a conference call with Maxium and counsel regarding go forward strategy for MTN RX and Mt. Cross.	0.70	\$290.00	\$203.00
Wed	09/05/2018	Drafted the report to court for MTN RX interim receivership and emailed same to P. Gennis for comments. Drafted the request for expression of interest, confidentiality agreement and disclaimer in relation to the sales process for sale of assets of Mt. Cross. Receipt and review of the building drawings from D. Waldman. Receipt and review of an email from D. Milivojevic containing comments regarding the disclaimer and Non-disclosure agreement. Receipt and review of the final report to court of MTN RX. Email exchanges with counsel regarding the serving the notice of motion and the report to the service list.	3.50	\$290.00	\$1,015.00
Mon	09/10/2018	Uploaded the motion record and approval order related to interim receivership of MTN RX on the case website. Telephone discussion with M. Abdelsayed regarding sales report. Put together the sales package. Sent an email to F. Kanaris asking her to contact the Globe and Mail to publish the request for expression of interest and also contact insolvency insider for same. Review of draft ad to be published in the newspaper. Email exchanges with F. Kanaris regarding same.	1.80	\$290.00	\$522.00
Mon	09/17/2018	Review of the ad placed in the National Post. Review and approve the ad to be placed in the Insolvency Insider. Telephone discussion with B. Wyett regarding the sale process. Sent an email to B. Wyett containing the teaser document and asking him to provide the legal name of the entity that will be making an offer to the Receiver.	0.80	\$290.00	\$232.00
Tues	09/18/2018	Telephone discussion with B. Wyett regarding the sales process and the lease agreement for the premises. Email exchanges with D. Milivojevic regarding the assignment of the lease. Receipt and review of the motion materials filed by Miller Thomson regarding appointing receiver over U. Nasim and S. Malhotra. Further discussions with B. Wyett regarding the lease and conditions contained in the lease. Reviewed and approved multiple cheque requisitions. Receipt and review of the responding materials file by J. Sobel	2.80	\$290.00	\$812.00
Wed	09/19/2018	Sent an email to Ibraam containing request for expression of interest. Email exchanges with Ibraam regarding sales process. Telephone discussion with M. Abdelsayed regarding the sale process. Sent an email to parties that expressed an interest in purchasing the pharmacy requesting expression of interest. Receipt and review of an email from M. Halim regarding the sale of the pharmacy. Provided her with the requested information. Receipt and review of an email from F. Kanaris regarding cancellation of the order of the blinds. Email exchanges with B. Wyett regarding same. Instructed F. Kanaris to cancel the order and pay the cancellation charge. Prepared confidentiality agreements for various interested parties and provided them with same.	2.40	\$290.00	\$696.00

Filters Used:

- Time Entry Date: 1/01/70 to 9/30/18
- File ID: AAMTCR-R: to AAMTCR-R:
- Time Entry Bill Status: Un-Billed to Un-Billed
- Time Entry Bill Status: Un-Billed to Un-Billed

MSGG - Detailed Time Dockets

Printed on: 10/24/18

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Mukul Manchanda (MMA)					
Thur	09/20/2018	Telephone call with R. Giles regarding assets for sale. Answered his queries about the process and the assets offered for sale. Receipt and review of confidentiality agreements prepared for interested parties. Receipt and review of consent to act in the matter of the appointment of receiver over Guarantors. Prepared an executed copy and emailed same to C. Mills.	0.60	\$290.00	\$174.00
Fri	09/21/2018	Attended at court for the hearing regarding appointment of receiver over S. Malhotra and U. Nasim.	3.50	\$290.00	\$1,015.00
Mon	09/24/2018	Receipt and review of an email from Pallett Valo regarding an outstanding invoice. Sent an email to F. Kanaris to inquire about the status of the payment of same.	0.10	\$290.00	\$29.00
Tues	09/25/2018	Prepared confidentiality agreements and emailed to the interested parties. Prepared an executed copy of the engagement letter and emailed it to M. Abdelsayed. Posted assets for sale on the website.	1.20	\$290.00	\$348.00
Wed	09/26/2018	Review and approve cheque requisitions.	0.30	\$290.00	\$87.00
Thur	09/27/2018	Prepared a fully executed copy of the confidentiality agreement and emailed same to D. Dena along with the sales reports. Review of email exchanges regarding the hard drive to be provided RCMP and contacting the landlord for negotiation of lease.	0.30	\$290.00	\$87.00
Fri	09/28/2018	Telephone calls and email exchanges with B. Wyett regarding the sales process and the interest received to date. Review of email exchanges regarding the hard drive to be provided RCMP and contacting the landlord for negotiation of lease.	0.60	\$290.00	\$174.00
Sat	09/29/2018	Travel to the pharmacy and met with M. Abdelsayed. Reviewed expenses and requirement of petty cash. Prepared Independent Contractor Agreements for Elias and Angela and obtained a fully executed copy for same. Travel back.	4.00	\$290.00	\$1,160.00
Mukul Manchanda (MMA)			22.60		\$6,554.00
Philip H. Gennis (PGE)					
Tues	09/04/2018	Conference call with Counsel for all parties and CWB Maxium regarding road forward.	0.50	\$465.00	\$232.50
Thur	09/06/2018	Email exchange with Counsel for Receiver and Counsel for sub-landlord regarding floor plans for premises; review and execute First and Final Report of IR regarding MIN RX.; emails to and from Counsel for Receiver regarding September 10th court attendance; review and revise sales process materials.	2.50	\$465.00	\$1,162.50
Thur	09/06/2018	Review and approve payables.	0.20	\$465.00	\$93.00
Thur	09/13/2018	Review SRD; review and approve payables.	0.30	\$465.00	\$139.50
Fri	09/14/2018	Site Visit.	3.00	\$465.00	\$1,395.00
Fri	09/21/2018	Review and approve payables.	0.30	\$465.00	\$139.50
Fri	09/28/2018	Email exchange with Ben Wyett regarding Landlord; email to Landlord	0.50	\$465.00	\$232.50
Philip H. Gennis (PGE)			7.30		\$3,394.50
Total for File ID AAMTCR-R:			46.50		\$12,586.50
Grand Total:			14.98		\$4,329.00

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SPERGEL

December 03, 2018

Invoice #: 11592

1970636 Ontario Ltd. o/a Mt. Cross Pharmacy

Invoice

RE: 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy

FOR PROFESSIONAL SERVICES RENDERED in the period October 1, 2018 to November 30, 2018 including ongoing operation of pharmacy, sales process, correspondence with various parties and all other matters herein.

	Hours	Hourly Rate	Total
Philip H. Gennis, LL.B., CIRP, Trustee	15.30	\$465.00	\$7,114.50
Harvey S. Lipman, CPA, CA, CIRP, Trustee	0.50	465.00	232.50
Deborah Hornbostel, CPA, CA, CFE, CIRP, LIT	0.70	465.00	325.50
Frieda Kanaris	26.70	205.00	5,473.50
Mukul Manchanda, CIRP, Trustee	45.40	290.00	13,166.00
Others	12.00	72.29	867.50
Total Professional fees	100.60	\$270.17	\$27,179.50
HST			3,533.34
Reimbursable Expenses			
Courier			\$24.52
Total Reimbursable expenses			\$24.52
HST on expenses			\$3.19
Total			\$30,740.55

HST Registration #R103478103

(AAMTCR-R)

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• Brampton 905 874 4905 • London 519 902 2772 • Peterborough 705 748 3333 • Scarborough 416 642 1363 • Saskatchewan 306 341 1660

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Filters Used:

- Time Entry Date: 1/01/70 to 11/30/18
- File ID: AAMTCR-R: to AAMTCR-R:
- Time Entry Bill Status: Un-Billed to Un-Billed
- Time Entry Bill Status: Un-Billed to Un-Billed

M5GC Detailed Time Docket

Printed on: 12/03/18

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Deborah Hornbostel (DHO)					
Thur	10/11/2018	Review and approve accounts payable	0.20	\$465.00	\$93.00
Fri	10/19/2018	Review and approve accounts payable disbursements	0.10	\$465.00	\$46.50
Tues	11/13/2018	Review and approve accounts payable	0.10	\$465.00	\$46.50
Wed	11/21/2018	Review and approve accounts payable and payroll cheques	0.30	\$465.00	\$139.50
Deborah Hornbostel (DHO)			0.70		\$325.50
Frieda Kanaris (FKA)					
Mon	10/01/2018	Review banking transactions and prepare posting for ODB and other direct deposits; review and deposit Claimsecure cheque; finalize and fax letter and back-up documents to CRA re HST refund audit; mail rent cheque.	0.90	\$205.00	\$184.50
Tues	10/02/2018	T/c's from CRA auditor re HST refund, fax additional information as requested.	0.30	\$205.00	\$61.50
Wed	10/03/2018	Review pharmacy delivery and pos receipts, prepare schedule and review with MM; t/c's with Mike.	1.80	\$205.00	\$369.00
Tues	10/09/2018	Review and requisition payment for pharmacist and others; print McKesson statement, reconcile invoices and requisition payment.	1.80	\$205.00	\$369.00
Wed	10/10/2018	Review and requisition payment for payables.	0.20	\$205.00	\$41.00
Thur	10/11/2018	Attend at premises and meet with Mike, review cash disbursements and delivery charges paid out.	2.50	\$205.00	\$512.50
Fri	10/12/2018	Review and requisition payment for payables.	0.30	\$205.00	\$61.50
Mon	10/15/2018	(Saturday, October 1 - Emails and t/c with MM; t/c to alarm company re camera passcode). Print and review petty cash reconciliation with MM.	0.70	\$205.00	\$143.50
Tues	10/16/2018	T/c's and emails with Mike re cash disbursements, review same with MM.	0.40	\$205.00	\$82.00
Wed	10/17/2018	T/c with Mike and MM; requisition petty cash advance cheque and send to pharmacy by Purolator; deposit cheques.	0.50	\$205.00	\$102.50
Thur	10/18/2018	T/c's with Elias and Mike and Enercare regarding repair of furnace.	1.20	\$205.00	\$246.00
Fri	10/19/2018	Prepare posting form for direct deposits, ODB, POS and other insurance payments.	0.30	\$205.00	\$61.50
Mon	10/22/2018	Review and deposit HST refund cheque; print McKesson statement and invoices and reconcile, email to Mike re missing invoices; review and requisition payment for payables; compile data and file HST return for July to Sept.	1.70	\$205.00	\$348.50
Tues	10/23/2018	T/c with Mike re missing invoices, finish reconciling McKesson statement, requisition wire transfer.	1.30	\$205.00	\$266.50
Wed	10/24/2018	T/c's with Mike, Rocco, Enercare and Hamco heating regarding service for furnace; prepare billing for September; prepare schedule of monthly expenses; prepare draft SRD to date; t/c's and emails to companies to remove graffiti at pharmacy; t/c with Jed re sign removal.	1.80	\$205.00	\$369.00
Thur	10/25/2018	T/c's with Mike and Alecia regarding water meter; finalize SRD to date, forward to PG with September invoice and October WIP; courier cheques to pharmacy; review sales report from Mike and cash disbursements analysis.	1.20	\$205.00	\$246.00
Mon	10/29/2018	Print, review and requisition payment for Union Gas invoices; t/c with Mike re furnace repair; forward proposals re graffiti removal to PG and MM, send email to Goodbye Graffiti accepting proposal; email to RBC re funds in company's bank account.	0.60	\$205.00	\$123.00
Tues	10/30/2018	T/c with Mike re submitting McKesson invoices and sales reports; review snow removal contract with MM.	0.30	\$205.00	\$61.50

Filters Used:

- Time Entry Date: 1/01/70 to 11/30/18
 - File ID: AAMTCR-R: to AAMTCR-R:
 - Time Entry Bill Status: Un-Billed to Un-Billed
 - Time Entry Bill Status: Un-Billed to Un-Billed

MSGG - Detailed Time Details

Printed on: 12/03/18

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Frieda Kanaris (FKA)					
Wed	10/31/2018	Review and deposit claims secure cheque; review and prepare posting form for direct deposits; requisition payment for November rent.	0.60	\$205.00	\$123.00
Thur	11/01/2018	T/c with Paramount Landscaping re snow plowing contract, forward to MM; t/c's with Mike re reports; t/c with Hamco regarding repair of furnace; misc. file administration.	0.90	\$205.00	\$184.50
Fri	11/02/2018	T/c with Mike re reports.	0.10	\$205.00	\$20.50
Mon	11/05/2018	Review and requisition payment for pharmacy payables; print McKesson statement, reconcile invoices and requisition wire payment.	1.30	\$205.00	\$266.50
Tues	11/06/2018	Meet with Angela and Elias, picking up cheques and dropping off delivery and expense receipts; work on reconciliation for Mike's petty cash; email exchange with various parties regarding removal of old graffiti and new incident.	0.70	\$205.00	\$143.50
Wed	11/07/2018	Review and requisition payment of payables	0.50	\$205.00	\$102.50
Thur	11/08/2018	Review and deposit HST refund cheque.	0.20	\$205.00	\$41.00
Mon	11/19/2018	Print McKesson statement and reconcile invoices.	1.30	\$205.00	\$266.50
Tues	11/20/2018	Finish reconciling McKesson invoices and requisition payment; review and requisition payment for payables; review and deposit RBC bank draft.	1.50	\$205.00	\$307.50
Mon	11/26/2018	Review and requisition payment for payables; prepare current SRD and schedule of monthly expenses.	1.30	\$205.00	\$266.50
Wed	11/28/2018	Review invoice, t/c's with Mike re same.	0.20	\$205.00	\$41.00
Thur	11/29/2018	T/c's with Mike, requisition payment for Peter Asodzi, courier cheque.	0.30	\$205.00	\$61.50
Frieda Kanaris (FKA)			26.70		\$5,473.50
Harvey S. Lipman (HLI)					
Thur	10/25/2018	To cheque review and sign	0.40	\$465.00	\$186.00
Thur	11/29/2018	To cheque review and sign	0.10	\$465.00	\$46.50
Harvey S. Lipman (HLI)			0.50		\$232.50
Haran Sivanathan (HSI)					
Thur	10/04/2018	General	0.50	\$75.00	\$37.50
Wed	10/10/2018	General	0.50	\$100.00	\$50.00
Wed	10/17/2018	General	0.20	\$100.00	\$20.00
Thur	10/25/2018	Deposit, Cheque, Pre-Authorized payment, Review Files, GIC's and Bank reconciliation	0.60	\$100.00	\$60.00
Tues	10/30/2018	Deposit, Cheque, Pre-Authorized payment, Review Files, GIC's and Bank reconciliation	0.30	\$100.00	\$30.00
Fri	11/09/2018	Deposit, Cheque, Pre-Authorized payment, Review Files, GIC's and Bank reconciliation	0.90	\$100.00	\$90.00
Thur	11/15/2018	Deposit, Cheque, Pre-Authorized payment, Review Files, GIC's and Bank reconciliation	0.60	\$100.00	\$60.00
Tues	11/20/2018	Deposit, Cheque, Pre-Authorized payment, Review Files, GIC's and Bank reconciliation	1.60	\$100.00	\$160.00
Wed	11/21/2018	Deposit, Cheque, Pre-Authorized payment, Review Files, GIC's and Bank reconciliation	0.40	\$100.00	\$40.00
Haran Sivanathan (HSI)			5.60		\$547.50
Inga Friptuleac (IFR)					
Mon	10/01/2018	Deposits	0.40	\$50.00	\$20.00
Tues	10/09/2018	Issue cheques;	1.20	\$50.00	\$60.00
Mon	10/15/2018	Issue cheques	0.40	\$50.00	\$20.00

Filters Used:

Time Entry Date: 1/01/70 to 11/30/18
 File ID: AAMTCR-R: to AAMTCR-R:
 Time Entry Bill Status: Un-Billed to Un-Billed
 Time Entry Bill Status: Un-Billed to Un-Billed

MSGG - Detailed Time Dockets

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Inga Friptuleac (IFR)					
Mon	10/22/2018	Deposits; Issue cheques	2.00	\$50.00	\$100.00
Mon	10/29/2018	Deposit	0.20	\$50.00	\$10.00
Mon	11/05/2018	Deposits; Issue cheques	1.60	\$50.00	\$80.00
Mon	11/12/2018	Issue cheques	0.40	\$50.00	\$20.00
Mon	11/26/2018	Issue cheque	0.20	\$50.00	\$10.00
Inga Friptuleac (IFR)			6.40		\$320.00
Mukul Manchanda (MMA)					
Mon	10/01/2018	Receipt and review of a voice mail from B. Wyett. Sent an email to B. Wyett providing the requested information. Received and reviewed an email from J. Newman asking querying regarding the sale of the Pharmacy. Prepared an emailed the confidentiality agreement to J. Newman. Prepared a draft form of offer and emailed same to B. Wyett.	1.70	\$290.00	\$493.00
Tues	10/02/2018	Receipt and review of the signed confidentiality agreement from J. Newman. Prepared a fully executed copy of same and emailed to J. Newman along with the sales reports. Lengthy telephone conversation with Constable Carter regarding access to books and records of Mt. Cross and other matters.	1.70	\$290.00	\$493.00
Wed	10/03/2018	Reviewed the cash disbursements made by the pharmacist and reconciled with the reports generated from Fillware.	0.60	\$290.00	\$174.00
Thur	10/04/2018	Review of expense report prepared by F. Kanaris for the petty cash used in the pharmacy. Telephone call to M. Abdelsayed - left a voicemail for him to call me back.	0.20	\$290.00	\$58.00
Tues	10/09/2018	Review and approved multiple cheque requisitions. Receipt and review of the invoices from M. Abdelsayed for himself and Elias and Angela.	0.60	\$290.00	\$174.00
Wed	10/10/2018	Telephone discussion with B. Wyett regarding the sale process and number of interested parties so far. Discussion regarding submission of offers and requirement of the 20% deposit. Telephone discussion with D. Milivojevic regarding waiving the requirement of the 20% deposit of the purchase price. Receipt and review of an email requesting confidentiality agreement. Prepared an emailed same. Review and approved cheque requisitions. Receipt and review of the signed confidentiality agreement from J. Gerges. Prepared a fully executed copy and provided same to J. Gerges.	1.50	\$290.00	\$435.00
Thur	10/11/2018	Receipt and review of an offer from M. Abdelsayed for the purchase of assets of Mt. Cross Pharmacy. Receipt and review of an email containing an application to the Ontario College of Pharmacist. Email exchanges with B. Wyett regarding the application to the Ontario College of Pharmacists.	0.30	\$290.00	\$87.00
Fri	10/12/2018	Receipt and review of an email from P. Gennis containing an email from the landlord regarding application of the deposit amounts for the current outstanding amount.	0.20	\$290.00	\$58.00
Sat	10/13/2018	Telephone call from M. Abdelsayed - he reported a vandalism of the property; Reiview of photographs of the property. Telephone discussion with Hamilton police regarding reporting the vandalism. Was provided with the mobile response unit number. Contacted the mobile response unit. Discussions with F. Kanaris regarding obtaining the password of the dvr. Travel to the pharmacy. Reviewed the video recording and extracted same on a USB drive. Created a copy for M. Abdelsayed in the event the police would like a copy of same. Travel back.	4.50	\$290.00	\$1,305.00

Filters Used:

- Time Entry Date: 1/01/70 to 11/30/18
- File ID: AAMTCR-R: to AAMTCR-R:
- Time Entry Bill Status: Un-Billed to Un-Billed
- Time Entry Bill Status: Un-Billed to Un-Billed

MSGG - Details Time Docket

Printed on: 12/03/18

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Mukul Manchanda (MMA)					
Mon	10/15/2018	Receipt and review of the application to the Ontario College of Pharmacists. Signed the application and emailed same to D. Gilchrist. Received, reviewed and approved a cheque requisition. Receipt and review of the reconciliation of petty cash at the pharmacy, discussion with F. Kanaris regarding cash expenses and treatment of same. Review of sales report and reconcile same with the receipts submitted by the pharmacist.	1.30	\$290.00	\$377.00
Tues	10/16/2018	Receipt and review of supporting documents provided by M. Abdelsayed regarding use of petty cash. Receipt and review of an email from F. Kanaris to M. Abdelsayed asking for further information in relation to disbursements made by cash.	0.30	\$290.00	\$87.00
Wed	10/17/2018	Conference call with M. Abdelsayed and F. Kanaris regarding the cash discrepancies. Telephone discussion with F. Kanaris regarding cash requirements of the pharmacy. Receipt and review of an email from D. Milivojevic advising that she has secured December 11th with the commercial court to have the sale process and sale of assets approved. Sent an email to Maxium and counsel advising of same. Telephone discussion with M. Abdelsayed regarding the police complaint to be made about the graffiti incident.	0.60	\$290.00	\$174.00
Thur	10/18/2018	Telephone discussion with P. Gennis regarding finalizing the agreement of purchase and sale. Sent an email to D. Milivojevic and J. Russo asking for their comments regarding the purchase and sale agreement. Telephone discussion with D. Milivojevic regarding the purchase and sale agreement.	0.40	\$290.00	\$116.00
Fri	10/19/2018	Receipt and review of an email from D. Milivojevic containing comments regarding the draft agreement of purchase and sale.	0.80	\$290.00	\$232.00
Mon	10/22/2018	Receipt of a voicemail and email from B. Wyett regarding the \$110K received from Oosldyk. Sent an email to B. Wyett advising that we will be recommending to the court that the \$110K be distributed to Maxium. Review of the changes made to the Purchase agreement by D. Milivojevic. Discussion regarding same with P. Gennis. Further review of the purchase agreement along with changes made by P. Gennis.	1.70	\$290.00	\$493.00
Tues	10/23/2018	Telephone discussion with B. Wyett. Provided him with an update on the file. Reviewed and approved payables.	0.50	\$290.00	\$145.00
Wed	10/24/2018	Receipt and review of an email from B. Wyett regarding the receiver's and its counsel's invoice for September. Discussion with F. Kanaris regarding preparing same. Attended to the issue related to the heat at the pharmacy. Review of the draft invoice and WIP. Review of correspondence with landlord and landlord's counsel regarding the deposit with landlord. Email exchanges with B. Wyett regarding the information received from U. Nasim and S. Malhotra. Receipt and review of an email from B. Wyett regarding a meeting with CWB Edmonton. Sent an email to B. Wyett providing him with our availabilities. Telephone conversation with M. Abdelsayed regarding expenses and petty cash issues. Review of the petty cash request. Approved cheque requisition for same.	2.60	\$290.00	\$754.00

Filters Used:

- Time Entry Date: 1/01/70 to 11/30/18
- File ID: AAMTCR-R: to AAMTCR-R:
- Time Entry Bill Status: Un-Billed to Un-Billed
- Time Entry Bill Status: Un-Billed to Un-Billed

MSGG - Detailed Time Details

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Mukul Manchanda (MMA)					
Thur	10/25/2018	Receipt and review of an email from B. Wyett regarding the motion to obtain production order. Review of email exchanges regarding same. Review of voicemail from M. Stern regarding MTN RX. Telephone call to M. Stern advised him that we were never appointed receiver over MTN RX and did not take possession of the pharmacy. Further advised him that our appointment was limited to interim receivership to review certain financial information and file a report to court. Receipt, review and approve SRD along with invoices and WIP. Multiple email exchanges regarding same with P. Gennis, F. Kanaris and B. Wyett. Review of an email from P. Gennis to D. Waldman regarding application of the deposit to rent.	1.30	\$290.00	\$377.00
Fri	10/26/2018	Telephone discussion with B. Wyett regarding administrative matters at the pharmacy. Telephone discussion with M. Abdelsayed regarding a snow removal contract. Receipt and review of the snow removal contract. Email exchanges with B. Wyett regarding professional fees to date. Provided clarification to B. Wyett regarding certain items in the SRD. Provided WIP reports for the receivership related to Nasim and Malhotra to B. Wyett. Receipt and review of email exchanges between P. Gennis and K. Ross regarding setting up a meeting to discuss the fraud aspect of the file.	1.40	\$290.00	\$406.00
Mon	10/29/2018	Receipt and review of quotations regarding removal of graffiti. Approved the graffiti removal and instructed F. Kanaris to use Goodbye Graffiti.	0.20	\$290.00	\$58.00
Tues	10/30/2018	Review and approve payables. Multiple email exchanges with B. Wyett regarding independent contractor agreement of M. Abdelsayed and others.	0.40	\$290.00	\$116.00
Wed	10/31/2018	Telephone discussions with former employees related to certain documents. Telephone communication with M. Abdelsayed regarding operational issues. Review of the reconciliation of cash prepared by F. Kanaris. Telephone communication Ashraf regarding release of POS system. Review of the membership agreement and the clause related to ownership of equipment.	1.80	\$290.00	\$522.00
Thur	11/01/2018	Sent an email to D. Milivojevic regarding the materials related to production order for retrieving records from RCMP. Review of expense projection for November and December. Review of the sales reports to determine the receivable for November. Review of the HST refund. Concluded that there are sufficient funds available to cover the disbursements. Review of sales reports extracted from Fillware. Reconciled cash generated for the period from May to September 2018. Review of the expenses report submitted by M. Abdelsayed.	1.30	\$290.00	\$377.00
Fri	11/02/2018	Email exchanges with D. Milivojevic regarding application related to release of information from the crown. Receipt and review of an email from P. Gennis regarding same. Telephone call from M. Abdelsayed reporting an incidence of vandalism.	0.40	\$290.00	\$116.00
Mon	11/05/2018	Telephone call from M. Abdelsayed advising that the property has been vandalized again. Advised him to send pictures. Receipt and review of pictures. Noted that the graffiti was similar to the prior incident.	0.20	\$290.00	\$58.00

Filters Used:

- Time Entry Date: 1/01/70 to 11/30/18
- File ID: AAMTCR-R: to AAMTCR-R:
- Time Entry Bill Status: Un-Billed to Un-Billed
- Time Entry Bill Status: Un-Billed to Un-Billed

MSGG - Detailed Time Tracker

Printed on: 12/03/18

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R:)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Mukul Manchanda (MMA)					
Tues	11/06/2018	Receipt and review of an email from D. Milivojevic containing the application and consent to related to the release of information from the Crown. Sent an email to D. Milivojevic providing her my comments. Receipt and review of an email from P. Gennis regarding the materials. Telephone discussion with M. Abdelsayid regarding the operating issues and petty cash requirements. Further discussions regarding the sale of the assets and timing of same. Review of the draft purchase agreement. Emailed same to B. Wyatt for comments. Review of the reconciliation of sales. Receipt and review of an email from the property manager advising of the graffiti on the wall and that the City of Hamilton's notice to remove same. Further email communication with the property manager regarding same. Instructed F. Kanaris to have the graffiti removed.	3.40	\$290.00	\$986.00
Wed	11/07/2018	Telephone call from M. Abdelsayed regarding new graffiti on the walls. Receipt and review of pictures of same. Instructed M. Abdelsayed to notify the police regarding same. Instructed F. Kanaris to obtain quotation to remove the graffiti. Receipt and review of an email from D. Milivojevic regarding the production order under the criminal code.	1.20	\$290.00	\$348.00
Thur	11/08/2018	Reviewed payables and approved cheque requisitions.	0.20	\$290.00	\$58.00
Fri	11/09/2018	Sent an email to D. Milivojevic regarding application related to the production of documents from RCMP. Sent an email to D. Milivojevic regarding a request to release a POS system. Engage in review of the membership agreement provided by the POS provider to determine if it should be released.	0.70	\$290.00	\$203.00
Mon	11/12/2018	Receipt and review of an email from M. Abdelsayed advising of his accreditation number. Email exchanges with B. Wyatt regarding the draft agreement of purchase and sale. Receipt and review of an email from D. Milivojevic providing an opinion related to the release of the POS system.	0.40	\$290.00	\$116.00
Tues	11/13/2018	Receipt and review of an email from B. Wyatt regarding the request from landlord. Telephone discussion with B. Wyatt regarding the agreement of purchase and sale. Sent an email to B. Wyatt advising that the Receiver will be recommending the offer from 2654356 Ontario Inc. to Court on December 11, 2018. Email exchanges with M. Abdelsayed regarding the snow removal contract. Receipt and review of the contract.	0.80	\$290.00	\$232.00
Thur	11/15/2018	Telephone discussion with B. Wyatt regarding the purchase agreement. Discussions with B. Wyatt regarding matters related to the real property of U. Nasim. Travel to the offices of Maxium attended meeting with Maxium's fraud department.	2.00	\$290.00	\$580.00
Fri	11/16/2018	Receipt and review of an email from B. Wyatt containing comments regarding the agreement of purchase and sale. Sent an email to J. Russo and D. Milivojevic providing the agreement and asking for a call to discussion same on Monday. Receipt and review of an email from D. Milivojevic regarding same.	0.60	\$290.00	\$174.00
Tues	11/20/2018	Email exchanges with D. Milivojevic regarding the changes proposed to the agreement of purchase and sale. Reviewed the changes and prepared notes to be discussed with counsel. Sent an email to D. Milivojevic asking her to advise of her availability to discuss the agreement. Reviewed and approved payables. Reviewed and approved cheque requisitions. Receipt and review of an email from P. Gennis regarding the materials related to the Receiver obtaining the production order under the criminal code. Discussions regarding same.	1.10	\$290.00	\$319.00

Fillers Used:

- Time Entry Date: 1/01/70 to 11/30/18
- File ID: AAMTCR-R to AAMTCR-R
- Time Entry Bill Status: Un-Billed to Un-Billed
- Time Entry Bill Status: Un-Billed to Un-Billed

MSGC Detailed Time Card

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Mukul Manchanda (MMA)					
Thur	11/22/2018	Receipt and review of an email from D. Milivojevic providing comments related to the purchase agreement. Receipt and review of an email related to the lease of the premises and ongoing negotiations between the purchaser and the lessor.	0.40	\$290.00	\$116.00
Fri	11/23/2018	Receipt and review of an email from B. Wyett regarding a projection for the operation of the pharmacy. Sent an email to B. Wyett advising that I will prepare and provide the requested information on Monday.	0.20	\$290.00	\$58.00
Mon	11/26/2018	Receipt of a voicemail from B. Wyett regarding the lease agreement and rental payments. Sent an email to B. Wyett advising him of the monthly rent payment. Receipt and review of a email from B. Wyett regarding preparing a budget. Instructed F. Kanaris to prepare same. Review of the SRD, budget and monthly expenses. Prepared the require budget for B. Wyett. Receipt and review of an email from D. Milivojevic containing motion materials to obtain information from RCMP. Sent an email to D. Milivojevic advising her to forward same to the Crown for comments.	2.10	\$290.00	\$609.00
Tues	11/27/2018	Receipt and review of the clean and redline copies of the draft agreement of purchase and sale. Sent an email to B. Wyett providing him with the amended agreement.	0.80	\$290.00	\$232.00
Wed	11/28/2018	Receipt and review of an email from D. Milivojevic containing the final agreement of purchase and sale. Sent an email to B. Wyett containing the final agreement. Telephone discussion with B. Wyett regarding the lease agreement and the agreement of purchase and sale.	1.20	\$290.00	\$348.00
Thur	11/29/2018	Sent an email to B. Wyett providing him with a draft approval and vesting order. Email exchanges with B. Wyett regarding the agreement. Email exchanges with D. Milivojevic regarding same. Telephone discussions and email exchanges with M. Abdelsayed regarding an invoice.	1.30	\$290.00	\$377.00
Fri	11/30/2018	Drafted the report.	2.50	\$290.00	\$725.00
Mukul Manchanda (MMA)			45.40		\$13,166.00
Philip H. Genns (PGE)					
Tues	10/09/2018	Lengthy telephone discussion with RCMP and Crown Attorney; email exchange with Counsel.	1.00	\$465.00	\$465.00
Thur	10/11/2018	Review and approve payables.	0.10	\$465.00	\$46.50
Thur	10/18/2018	Review and approve payables.	0.10	\$465.00	\$46.50
Mon	10/22/2018	Review Counsel revisions to APS; internal discussion regarding funding request by Mike Abdelsayed;	1.50	\$465.00	\$697.50
Wed	10/24/2018	Email exchange with Ben Wyett;	0.50	\$465.00	\$232.50
Thur	10/25/2018	Review and approve payables; telephone discussion with Ben Wyett; email exchange with CWB and Counsel regarding Criminal Code matter; email to Counsel for Landlord; review of draft SRD and invoice for September and WIP summary for October to date.	1.25	\$465.00	\$581.25
Tues	10/30/2018	Email from Counsel for Landlord; telephone discussion with Counsel for Landlord.	0.25	\$465.00	\$116.25
Thur	11/01/2018	Telephone discussion with RCMP; telephone discussion with Crown Attorney; email exchange with Counsel.	1.00	\$465.00	\$465.00
Mon	11/05/2018	Review and approve payables.	0.40	\$465.00	\$186.00
Tues	11/06/2018	Review Criminal Court Motion Materials; email exchange with Counsel; internal discussions; telephone discussion with RCMP.	1.50	\$465.00	\$697.50
Mon	11/12/2018	Email exchange with CWB; telephone discussion with RCMP	1.00	\$465.00	\$465.00
Tues	11/13/2018	Review and approve payables.	0.20	\$465.00	\$93.00
Thur	11/15/2018	Meeting with CWB representative at offices of CWB Maxium.	1.50	\$465.00	\$697.50

Filters Used:

- Time Entry Date: 1/01/70 to 11/30/18
- File ID: AAMTCR-R; to AAMTCR-R;
- Time Entry Bill Status: Un-Billed to Un-Billed
- Time Entry Bill Status: Un-Billed to Un-Billed

MSGG - Detailed Time Dockets

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File Name (ID): 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy (AAMTCR-R;)

Day	Date	Memo	B-Hrs	B-Rate	Amount
Philip H. Gennis (PGE)					
Wed	11/21/2018	Lengthy telephone discussion with RCMP and Crown Attorney; telephone discussion with Ben Wyatt at Maxium.; review and approve payables.	1.50	\$465.00	\$697.50
Fri	11/23/2018	Call with RCMP	1.00	\$465.00	\$465.00
Mon	11/26/2018	Review of Sales Report Summary and draft SRD prior to transmittal to CWB Maxium; review of criminal code application materials.	1.75	\$465.00	\$813.75
Tues	11/27/2018	Email exchange with Counsel regarding Criminal Code application for release of documents; Review correspondence from David Thompson.	0.75	\$465.00	\$348.75
Philip H. Gennis (PGE)			15.30		\$7,114.50
Total for File ID AAMTCR-R:			100.60		\$27,179.50
Grand Total:			100.60		\$27,179.50

TAB I

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

B E T W E E N:

CWB MAXIUM FINANCIAL INC.

Plaintiff

and

1970636 ONTARIO LTD. O/A MT. CROSS PHARMACY,
UMAIR N. NASIM, SHRIKANT MALHOTRA, 1975193 ONTARIO LTD. dba
MTN RX & HEALTH and ANGELO KIRKOPOULOS

Defendants

**AFFIDAVIT OF JOHN RUSSO
(Sworn on December 4, 2018)**

I, JOHN RUSSO, of the City of Richmond Hill, in the Province of Ontario,
MAKE OATH AND SAY AS FOLLOWS:

1. I am a Partner at Pallett Valo LLP (“**PV**”), lawyers for msi Spergel inc. in its capacity as the Court-Appointed Receiver of 1970636 Ontario Ltd. o/a Mt. Cross Pharmacy, the “**Receiver**”) and, as such, I have knowledge of the matters to which I hereinafter depose. Unless I indicate to the contrary, the facts herein are within my personal knowledge and are true. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.

2. Attached hereto and marked as **Exhibit “A”** are detailed invoices (the “**Invoices**”) issued to the Receiver by PV for fees and disbursements incurred by PV in the course of the matter between June 14, 2018 and October 31, 2018 (the “**Appointment Period**”). The total

fees charged by PV to the Receiver during the Appointment Period were \$28,451.00, plus disbursements of \$1,869.63, plus HST of \$3,920.89 totaling \$34,241.51.

3. The Invoices are a fair and accurate description of the services provided and the amounts charged by PV.

4. 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. The average hourly rate during the Appointment Period was \$279.48.

5. Attached hereto and marked as **Exhibit "C"** is a schedule summarizing the billing rates and year of call for each lawyer and Law Clerk that has completed work on this file during the Appointment Period.

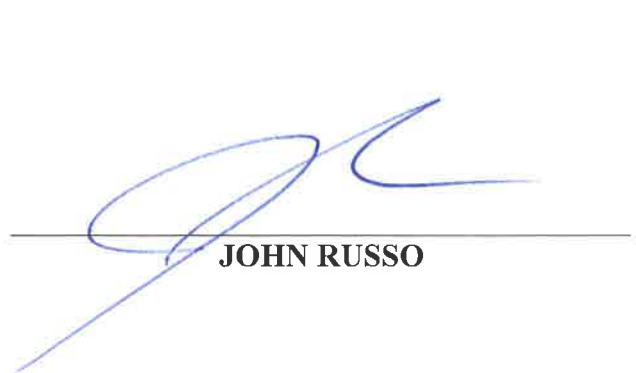
6. I make this affidavit in support of a motion for an approval of sale and for no other or improper purpose.

SWORN BEFORE ME at the City of
Mississauga, in the Regional Municipality of
Peel on December 4, 2018



Commissioner for Taking Affidavits
(or as may be)

Alex Ikeno



JOHN RUSSO

This is **Exhibit "A"** referred to in the Affidavit
of JOHN RUSSO and sworn before me this
4th December day of 2018.



A Commissioner for Taking Affidavits

Alex Icherko

EXHIBIT “A”

Detailed Invoices

FILE NO.: 50136-79801

STATEMENT NO.: 188413

July 31, 2018

msi Spergel Inc.
Philip Gennis
505 Consumers Road
Toronto, Ontario
M2J 4V8
Canada

Receivership

RE: 1970636 Ontario Ltd. o/a MT. Cross Pharmacy

TO OUR PROFESSIONAL SERVICES RENDERED ON YOUR BEHALF in connection with the above-noted matter for the period ending July 31, 2018 including the following:

SUMMARY OF ACCOUNT

June 14, 2018	JRU	Travel to and from office to Commercial Court, Toronto re: Receivership Motion; Attendance at Receivership Motion.	5.10	\$ 2,167.50
June 14, 2018	DMI	Telephone conversation with A. Kassim; email to A. Kassim re: timing and location of court appearance; email to J. Russo, P. Gennis, M. Manchanda, C. Mills and B. Sachdeva re: same; transportation from office to court; email to P. Gennis and M. Manchanda re: letter to S. Oostdyk; email to K. Watson (counsel for party bringing motion against Mt. Cross) advising of receivership and stay of proceedings.	1.40	\$ 385.00
June 15, 2018	DMI	Reviewing email from counsel to party bringing motion against Mt. Cross; reviewing letter from counsel to Maxium to A. Kassim.	0.30	\$ 82.50
June 18, 2018	DMI	Reviewing emails from B. Sachdeva re: assignment agreement and other issues; locating appropriate precedent for assignment agreement.	0.50	\$ 137.50

June 19, 2018	DMI	Email correspondence with M. Manchanda re: Nassim and Telus issues; email correspondence with B. Sachdeva and others re: Telus issues and conference call to discuss same; meeting with J. Russo to discuss Telus and other issues; email to K. Watson re: receivership and stay of proceedings; email correspondence with A. Pinos re; call to discuss Telus issues; email to N. Gerry re: termination of agreement with Telus; organizing call with Telus and insurers; drafting email with talking points re: same.	4.80	\$ 1,320.00
June 20, 2018	DMI	Email correspondence re: Telus issues.	0.20	\$ 55.00
June 21, 2018	DMI	Email correspondence re: call to discuss Telus issues; drafting assignment agreement; email to J. Russo re: same.	1.50	\$ 412.50
June 22, 2018	DMI	Email correspondence re: occupancy issues; telephone conversation with M. Manchanda re: insurance issues; email to M. Manchanda re: same.	0.50	\$ 137.50
June 23, 2018	DMI	Reviewing email from P. Gennis re: tenancy issues.	0.10	\$ 27.50
June 25, 2018	JRU	Telephone call with P. Gennis re: Telus issue, potential issue with landlord due to forged assignment of Lease and next steps.	0.20	\$ 85.00
June 25, 2018	DMI	Email correspondence and telephone conversations with J. Russo and others re: Telus issues, assignment and other issues.	0.20	\$ 55.00
June 27, 2018	DMI	Email correspondence re: Telus issues; discussion with J. Russo re: same and re: assignment of choses in action; email correspondence re: MTN RX and adjournment to motion tomorrow; reviewing email correspondence re: tenancy and other issues.	2.30	\$ 632.50
June 28, 2018	MTB	Review Consent from Dina; review the sublease documentation and discuss with Dina; revise the Consent and email it to Dina.	0.90	\$ 436.50
June 28, 2018	DMI	Email correspondence with M. Manchanda, P. Gennis and others re: letter to Kassim; email to N. Gerry re: same; email correspondence with M. Manchanda, P. Gennis and others re: sublandlord consent to assignment; drafting of same; email correspondence and discussions with M. Box re: same; finalizing same; email correspondence and discussions with M. Manchanda, P. Gennis and others re: Telus issues; drafting email to wider group re: same.	4.30	\$ 1,182.50
June 29, 2018	JRU	Telephone call with M. Manchanda and P. Gennis re: status of Telus request and request to Crown for access to information recovered pursuant to warrant executed on Mt. Cross Pharmacy.	0.20	\$ 85.00

June 29, 2018	DMI	Email correspondence and discussions with P. Gennis, M. Manchanda, C. Mills, B. Sachdeva, J. Russo and others regarding, among other issues, consent to assignment of sublease, assignment agreement and execution of same, list of patient names to be provided pursuant to endorsement.	2.10	\$ 577.50
July 2, 2018	DMI	Reviewing email from B. Sachdeva to B. Wyett re: Telus issues.	0.10	\$ 27.50
July 3, 2018	DMI	Email correspondence re: Telus issues; telephone conversation with J. Russo re: same; reviewing email from P. Gennis to G. Roy; email correspondence with J. Russo re: same.	0.60	\$ 165.00
July 4, 2018	DMI	Reviewing email correspondence re: Telus issues, patient reports and BMO bank draft.	0.20	\$ 55.00
July 5, 2018	JRU	Telephone call with P. Gennis and M. Manchanda re: Telus issue and next steps; Conference call with P. Gennis, M. Manchanda, B. Sachdeva and C. Mills re: Telus issue and next steps.	0.80	\$ 340.00
July 5, 2018	DMI	Email correspondence with J. Russo, P. Gennis, M. Manchanda and others re: Telus issues, complaint against Nassim, accounts and other issues; conference calls with J. Russo, P. Gennis, M. Manchanda, C. Mills and B. Sachdeva re: same; reviewing Malhotra affidavit.	4.20	\$ 1,155.00
July 6, 2018	DMI	Reviewing email correspondence between C. Mills, B. Wyett, P. Gennis and others re: receivership motion of guarantors, list of patients and other matters.	0.30	\$ 82.50
July 9, 2018	DMI	Email correspondence and discussions regarding call to discuss Telus issues; reviewing email correspondence re: patient list.	0.70	\$ 192.50
July 10, 2018	SGA	Email to and from Commercial list re: 1 hour motion for September; email to D. Milivojevic re same.	0.20	\$ 23.00
July 10, 2018	DMI	Telephone conversation with B. Wyett re: call with J. Kennedy; discussion with J. Russo re: same; email to C. Mills, B. Sachdeva, P. Gennis, M. Manchanda and others re: same; telephone conversation with M. Manchanda re: court date; email correspondence with S. Garrafa re: same; email to M. Manchanda re: same; conference call with J. Russo, C. Mills, B. Sachdeva, P. Gennis, M. Manchanda and others to discuss same; reviewing responding motion record of 1975193 Ontario Ltd.	3.20	\$ 880.00
July 11, 2018	SGA	Prepared commercial list motion request form; email to D. Milivojevic re same; email to commercial list; email from commercial list confirming September 10, 2018 1 hour motion.	0.50	\$ 57.50
July 11, 2018	DMI	Email correspondence re: scheduling of sale approval motion.	0.20	\$ 55.00

July 12, 2018	JRU	Telephone call with D. Milivojevic re: ESI set off claim and next steps; Conference call with J. Kenny, D. Milivojevic, M. Manchanda, P. Gennis and representatives from the various insurance companies re: discussion with respect to reinstatement of processing of claims by Telus.	0.80	\$ 340.00
July 12, 2018	DMI	Email correspondence and telephone conversations re: ESI issues and tenancy issues; reviewing ESI contract and consideration of same.	2.50	\$ 687.50
July 13, 2018	DMI	Email correspondence with counsel to ESI re: ESI issues; reviewing different types of set off and legal requirements to establish same.	1.10	\$ 302.50
July 16, 2018	DMI	Email correspondence re: ESI and other issues; reviewing different types of set off and legal requirements to establish same; reviewing ESI contract; discussions with M. Manchanda re: same; email to M. Manchanda providing opinion re: same.	2.70	\$ 742.50
July 18, 2018	DMI	Conference call with M. Manchanda and K. Esaw re: ESI issues; email correspondence re: same and re: Telus and other issues; reviewing first report and analysis.	2.30	\$ 632.50
July 19, 2018	DMI	Conference call and email correspondence with J. Russo, M. Manchanda, K. Esaw and others re: Telus, ESI and other issues; finalizing review of First Report and analysis; email correspondence with M. Manchanda and J. Russo re: same.	2.10	\$ 577.50
July 20, 2018	DMI	Email correspondence with M. Manchanda, P. Gennis, J. Russo, B. Wyett, C. Mills, B. Sachdeva and others re: Telus and other issues and strategy.	0.80	\$ 220.00
July 23, 2018	DMI	Email correspondence re: ESI and tenancy issues; consideration of conditions requested by landlord.	0.50	\$ 137.50
July 24, 2018	DMI	Email correspondence and various conversations with M. Manchanda and others re: tenancy issues, First Report and other issues; finalizing and compiling of First Report; service of First Report; emails to S. Garrafa re: filing of First Report.	3.10	\$ 852.50
July 25, 2018	SGA	Discussion with D. Milivojevic; finalization of Confidential Appendices and First Report of the Receiver; prepared cover letters for service of the Report via courier; prepared Affidavit of Service; email to process server re filing of Report; prepared profile memo.	1.20	\$ 138.00
July 25, 2018	JRU	Telephone calls to and from P. Gennis and M. Manchanda re: Telus/ESI and disclosure of information to OCP.	0.40	\$ 170.00

July 25, 2018	DMI	Various emails and conference calls with, among others, D. Waldman and M. Manchanda re:, among other issues, tenancy issues, Supplementary Report and providing transfer report to Ontario College of Pharmacists; service of supplementary report; various discussions with S. Garrafa re: service and filing of First Report and Supplementary Report.	5.50	\$ 1,512.50
July 26, 2018	SGA	Further instructions from D. Milivojevic; prepared and finalized the Supplement to the First Report of the Receiver; amended the Affidavit of service; various discussions with process server; various discussions with students.	1.20	\$ 138.00
July 26, 2018	DMI	Various discussions and email correspondence with P. Gennis and others re: consent to assignment; revising same; email to D. Waldman re: same; arranging for reports to be filed.	2.10	\$ 577.50
July 27, 2018	SGA	Received original signatures from client; finalized First Report and Supplement to the First Report of the Receiver to be filed at commercial list; discussion with student re instructions.	1.30	\$ 149.50
July 27, 2018	DMI	Email correspondence re: Telus issues, hearing and other issues; arranging for reports to be filed.	0.50	\$ 137.50
July 29, 2018	DMI	Reviewing transcript of examination for discovery of A. Kassim.	1.10	\$ 302.50
July 30, 2018	DMI	Reviewing Supplemental Responding Motion Record of 1975193 Ontario Ltd. dba MTN RX & Health; email correspondence re: go forward strategy and other issues.	1.50	\$ 412.50
July 31, 2018	DMI	Email correspondence with P. Gennis, C. Mills and others re: tenancy and other issues; reviewing revised factum.	0.80	\$ 220.00

TOTAL		\$ 19,062.50
OUR FEES (subject to HST)		<u>\$ 19,062.50</u>

FEE SUMMARY

Initials	Name	Hours	Billing Rate	Amount
MTB	Murray Box	0.90	\$ 485.00	\$ 436.50
SGA	Shallon Garrafa	4.40	\$ 115.00	\$ 506.00
DMI	Dina Milivojevic	54.30	\$ 275.00	\$ 14,932.50
JRU	John Russo	7.50	\$ 425.00	\$ 3,187.50

DISBURSEMENTS (**subject to HST)

Agents Fee **	\$ 48.50
Conference Call**	\$ 12.71
Corporate Search **	\$ 30.00
Courier **	\$ 492.02

Korbitec Inc. **	\$ 55.00	
Mileage**	\$ 27.83	
Parking **	\$ 4.42	
Photocopies/Printing **	\$ 247.75	
PPSA Search**	\$ 16.00	
Total Disbursements		\$ 934.23
 Total HST on Fees and Disbursements		 \$ 2,599.57
Total Fees, Disbursements and HST		\$ 22,596.30

**THIS IS OUR ACCOUNT HEREIN
PALLETT VALO LLP**

Per: John Russo

Payment due upon receipt

Visa and Mastercard are accepted

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

msi Spergel Inc.
Philip Gennis
505 Consumers Road
Toronto, Ontario
M2J 4V8
Canada

File No.: 50136-79801
Statement 188413
No.:
July 31, 2018
John Russo

RE: 1970636 Ontario Ltd. o/a MT. Cross Pharmacy

TOTAL THIS INVOICE:

Total Fees	\$ 19,062.50
Total Disbursements	\$ 934.23
Total Fees and Disbursements	\$ 19,996.73
Total HST on Fees and Disbursements	\$ 2,599.57
TOTAL DUE AND OWING TO PALLETT VALO LLP	\$ 22,596.30

You can use your MASTERCARD or VISA to pay this bill. Simply fill in the information below and return the same to our office.



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Amount: _____

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Card Holder Signature: _____

Please return completed form by mail or fax to (905) 273-6920. Thank you.

PAYMENT DUE UPON RECEIPT OF INVOICE

FILE NO.: 50136-79801

STATEMENT NO.: 188700

August 27, 2018

msi Spergel Inc.
Philip Gennis
505 Consumers Road
Toronto, Ontario
M2J 4V8
Canada

RE: 1970636 Ontario Ltd. o/a MT. Cross Pharmacy

TO OUR PROFESSIONAL SERVICES RENDERED ON YOUR BEHALF in connection with the above-noted matter for the period ending August 24, 2018 including the following:

SUMMARY OF ACCOUNT

August 1, 2018	DMI	Email correspondence and telephone conversations with, among others, P. Gennis, M. Manchanda, C. Ross and B. Sachdeva re: strategy and other issues; email correspondence with J. Russo re: same; email correspondence with D. Waldman re: consent to assignment; reviewing responding party's factum; drafting email to service list re: same; email correspondence re: same; reviewing responding party's brief of authorities.	5.10	\$ 1,402.50
August 2, 2018	DMI	Discussion with P. Gennis re: consent to assignment; revision to same; email to D. Waldman re: same; preparation for motion tomorrow.	1.10	\$ 302.50
August 3, 2018	DMI	Reviewing draft receivership order; commenting on same; email correspondence with C. Mills re: same; preparation for and attendance at Mt. Cross hearing; email correspondence with J. Russo re: same and re: Telus issues.	4.10	\$ 1,127.50
August 6, 2018	DMI	Reviewing draft interim receivership order; providing comments on same; reviewing comments on same from B. Sachdeva and P. Gennis; email correspondence re: attendance at motion tomorrow.	0.80	\$ 220.00

August 7, 2018	DMI	Reviewing revised draft interim receivership order; email correspondence re: same; attendance at court in Toronto; email to J. Russo re: order and endorsement.	2.70	\$ 742.50
August 8, 2018	DMI	Email correspondence and telephone conversations with K. Esaw and M. Manchanda re: ESI issues; email correspondence re: issued order and endorsement.	0.60	\$ 165.00
August 9, 2018	DMI	Follow up email to D. Waldman re: consent to assignment; discussion with M. Manchanda re: ESI and other issues; drafting update email to larger group re: same.	0.50	\$ 137.50
TOTAL				\$ 4,097.50
OUR FEES (subject to HST)				\$ 4,097.50

FEE SUMMARY

Initials	Name	Hours	Billing Rate	Amount
DMI	Dina Milivojevic	14.90	\$ 275.00	\$ 4,097.50

DISBURSEMENTS (**subject to HST)

Agents Fee **	\$ 36.00
Conference Call**	\$ 32.56
Corporate Search **	\$ 41.00
Photocopies/Printing **	\$ 134.75
Total Disbursements	\$ 244.31

Total HST on Fees and Disbursements	\$ 564.44
Total Fees, Disbursements and HST	\$ 4,906.25

**THIS IS OUR ACCOUNT HEREIN
PALLETT VALO LLP**

Per: John Russo

Payment due upon receipt

Visa and Mastercard are accepted

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

msi Spergel Inc.
Philip Gennis
505 Consumers Road
Toronto, Ontario
M2J 4V8
Canada

File No.: 50136-79801
Statement 188700
No.:
August 24, 2018
John Russo

RE: 1970636 Ontario Ltd. o/a MT. Cross Pharmacy

TOTAL THIS INVOICE:

Total Fees	\$ 4,097.50
Total Disbursements	\$ 244.31
Total Fees and Disbursements	\$ 4,341.81
Total HST on Fees and Disbursements	\$ 564.44
TOTAL DUE AND OWING TO PALLETT VALO LLP	\$ 4,906.25

You can use your MASTERCARD or VISA to pay this bill. Simply fill in the information below and return the same to our office.



Credit Card Number: _____

Expiration Date: _____

Amount: _____

Card Holder Name: _____

Card Holder Signature: _____

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PAYMENT DUE UPON RECEIPT OF INVOICE

FILE NO.: 50136-79801

STATEMENT NO.: 189768

September 28, 2018

msi Spergel Inc.
Philip Gennis
505 Consumers Road
Toronto, Ontario
M2J 4V8
Canada

RE: 1970636 Ontario Ltd. o/a MT. Cross Pharmacy

TO OUR PROFESSIONAL SERVICES RENDERED ON YOUR BEHALF in connection with the above-noted matter for the period ending September 26, 2018 including the following:

SUMMARY OF ACCOUNT

August 13, 2018	DMI	Email to B. Wyett re: ESI issues.	0.10	\$ 27.50
August 15, 2018	DMI	Reviewing email from B. Wyett re: ESI issues.	0.10	\$ 27.50
August 20, 2018	DMI	Reviewing supplementary affidavit and statement of defence and crossclaim of S. Malhotra.	0.50	\$ 137.50
August 21, 2018	DMI	Email correspondence with M. Manchanda, P. Gennis, J. Russo, D. Waldman, K. Esaw and others re: ESI audit and landlord consent to assignment.	0.30	\$ 82.50
August 22, 2018	DMI	Email correspondence with B. Wyett re: ESI issues; call to K. Esaw re: same.	0.10	\$ 27.50
August 23, 2018	DMI	Call to K. Esaw to discuss ESI issues (left voicemail); email to B. Wyett re: same.	0.10	\$ 27.50
August 28, 2018	DMI	Emails to B. Wyett and K. Esaw re: call to discuss ESI issues.	0.10	\$ 27.50
August 29, 2018	DMI	Email correspondence and call with K. Esaw re: ESI issues; email to P. Gennis re: Telus documents; email to D. Waldman.	0.30	\$ 82.50

August 31, 2018	DMI	Email correspondence and discussions with, among others, J. Russo, P. Gennis, C. Mills and others re: interim receivership, report to court and court attendance; email with D. Waldman re: blueprint of leased premises.	0.80	\$ 220.00
September 4, 2018	JRU	Conference call with receiver, Maxium and counsel for Maxium re: status of matter, sales process and next steps.	0.50	\$ 212.50
September 4, 2018	DMI	Conference call with J. Russo, P. Gennis, B. Wyett and others re: various issues pertaining to receivership and strategy going forward; email to K. Esaw re: issues with ESI.	0.60	\$ 165.00
September 5, 2018	DMI	Email correspondence re: Criminal Code order; discussion with G. Roy re: same; reporting email to P. Gennis re: same; email correspondence with S. Mrkonjic re: RCMP meetings; email correspondence with P. Gennis re: tenancy issues; email to D. Waldman re: same.	0.80	\$ 220.00
September 6, 2018	DMI	Reviewing sales process materials and commenting on same; email correspondence with P. Gennis, S. Garrafa and others re: first report; preparing same for service.	1.10	\$ 302.50
September 7, 2018	SGA	Instructions from D. Milivojevic; email to and discussions with student re: instructions for filing; prepared Notice of Motion and Draft Order shell; email to D. Milivojevic re same; draft cover letter for service; prepared Affidavit of Service; finalized First Report; various discussions with D. Milivojevic.	1.20	\$ 138.00
September 7, 2018	JRU	Review First Report of the Interim Receiver re: MTN RX Health.	0.20	\$ 85.00
September 7, 2018	DMI	Discussion with J. Russo re: Report and motion record; drafting of notice of motion and draft order; compiling motion record; instructing S. Garrafa and M. Rajabali re: same; arranging for same to be served and filed with the court.	2.00	\$ 550.00
September 9, 2018	DMI	Reviewing materials, drafting submissions and preparing for court tomorrow.	1.00	\$ 275.00
September 11, 2018	SGA	Instructions from D. Milivojevic; prepared Order of J. Chiappetta to be served on the service list via regular mail; prepared cover letter.	0.60	\$ 69.00
TOTAL				\$ 2,677.00
OUR FEES (subject to HST)				\$ 2,677.00

FEE SUMMARY

Initials	Name	Hours	Billing Rate	Amount
SGA	Shallon Garrafa	1.80	\$ 115.00	\$ 207.00
DMI	Dina Milivojevic	7.90	\$ 275.00	\$ 2,172.50
JRU	John Russo	0.70	\$ 425.00	\$ 297.50

DISBURSEMENTS (subject to HST)**

Conference Call**	\$ 14.21	
Courier **	\$ 260.49	
Court Filing Costs.	\$ 160.00	
Mileage**	\$ 27.05	
Parking **	\$ 18.58	
Photocopies/Printing **	\$ 209.25	
Total Disbursements		\$ 689.58
Total HST on Fees and Disbursements		\$ 416.86
Total Fees, Disbursements and HST		\$ 3,783.44

**THIS IS OUR ACCOUNT HEREIN
PALLETT VALO LLP**

Per: John Russo

Payment due upon receipt

Visa and Mastercard are accepted

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

msi Spergel Inc.
Philip Gennis
505 Consumers Road
Toronto, Ontario
M2J 4V8
Canada

File No.: 50136-79801
Statement 189768
No.:
September 26, 2018
John Russo

RE: 1970636 Ontario Ltd. o/a MT. Cross Pharmacy

TOTAL THIS INVOICE:

Total Fees	\$ 2,677.00
Total Disbursements	\$ 689.58
Total Fees and Disbursements	\$ 3,366.58
Total HST on Fees and Disbursements	\$ 416.86
TOTAL DUE AND OWING TO PALLETT VALO LLP	\$ 3,783.44

You can use your MASTERCARD or VISA to pay this bill. Simply fill in the information below and return the same to our office.



Credit Card Number: _____

Expiration Date: _____

Amount: _____

Card Holder Name: _____

Card Holder Signature: _____

Please return completed form by mail or fax to (905) 273-6920. Thank you.

PAYMENT DUE UPON RECEIPT OF INVOICE

FILE NO.: 50136-79801

STATEMENT NO.: 190500

October 31, 2018

msi Spergel Inc.
Philip Gennis
505 Consumers Road
Toronto, Ontario
M2J 4V8
Canada

RE: 1970636 Ontario Ltd. o/a MT. Cross Pharmacy

TO OUR PROFESSIONAL SERVICES RENDERED ON YOUR BEHALF in connection with the above-noted matter for the period ending October 29, 2018 including the following:

SUMMARY OF ACCOUNT

August 15, 2018	DMI	Email correspondence with B. Wyett re: ESI issues.	0.10	\$ 27.50
September 10, 2018	DMI	Preparation for court; travel to and from and attendance at court for MTN RX motion; email correspondence with C. Mills and others re: same; email correspondence with K. Esaw re: issuance of number to purchaser.	3.60	\$ 990.00
September 13, 2018	DMI	Email correspondence with P. Gennis re: criminal order; email to G. Roy re: same.	0.20	\$ 55.00
September 14, 2018	DMI	Reviewing Maxium factum in support of receivership over guarantors.	0.50	\$ 137.50
September 18, 2018	DMI	Reviewing responding factum of Shikrant Malhotra; email to P. Gennis re: receivership application over guarantors; email correspondence with M. Manchanda re: fully executed assignment agreement.	0.50	\$ 137.50
October 1, 2018	JRU	Review Order of Justice Penny appointing. Spergel as receiver over the assets of the guarantors.	0.20	\$ 85.00
October 1, 2018	DMI	Email to G. Roy re: criminal order; email correspondence and discussion with J. Russo re: same.	0.30	\$ 82.50
October 3, 2018	DMI	Email correspondence with M. Manchanda re: call; reviewing email from D. Waldman re: tenancy inquiries.	0.20	\$ 55.00

October 4, 2018	DMI	Reviewing email from C. Mills re: registration of court order against Nasim's property.	0.10	\$ 27.50
October 8, 2018	DMI	Email to M. Manchanda and P. Gennis re: order of Penny J.	0.10	\$ 27.50
October 9, 2018	DMI	Reviewing email from M. Manchanda re: order of Penny J. and strategy going forward.	0.10	\$ 27.50
October 10, 2018	SGA	Instructions from D. Milivojevic; email to and from commercial list re motion to approve the sales process and a sale of the debtor's assets in this matter.	0.10	\$ 11.50
October 10, 2018	DMI	Email correspondence re: court availability for motion in December.	0.10	\$ 27.50
October 15, 2018	DMI	Email correspondence with M. Manchanda re: asset purchase agreement and court date to approve sale.	0.10	\$ 27.50
October 15, 2018	JRU	Review email from M. Manchanda offer to purchase; Review offer to purchase.	0.10	\$ 42.50
October 17, 2018	DMI	Email to M. Manchanda re: scheduling of sale approval motion.	0.10	\$ 27.50
October 18, 2018	DMI	Reviewing draft asset purchase agreement; providing comments on same; email correspondence with M. Manchanda re: same.	2.50	\$ 687.50
October 25, 2018	DMI	Email correspondence re: criminal court materials; reviewing email from J. Russo re: same.	0.50	\$ 137.50

TOTAL

\$ 2,614.00

OUR FEES (subject to HST)

\$ 2,614.00

FEE SUMMARY

Initials	Name	Hours	Billing Rate	Amount
SGA	Shallon Garrafa	0.10	\$ 115.00	\$ 11.50
DMI	Dina Milivojevic	9.00	\$ 275.00	\$ 2,475.00
JRU	John Russo	0.30	\$ 425.00	\$ 127.50

DISBURSEMENTS (**subject to HST)

Photocopies/Printing **

\$ 1.50

Total Disbursements

\$ 1.50

Total HST on Fees and Disbursements	\$ 340.02
Total Fees, Disbursements and HST	\$ 2,955.52
Less Funds Transferred from Trust	\$ 2,843.44
Total Due and Owing to Pallett Valo LLP	\$ 112.08

**THIS IS OUR ACCOUNT HEREIN
PALLETT VALO LLP**

Per: John Russo

Payment due upon receipt

Visa and Mastercard are accepted

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

msi Spergel Inc.
Philip Gennis
505 Consumers Road
Toronto, Ontario
M2J 4V8
Canada

File No.: 50136-79801
Statement 190500
No.:
October 29, 2018
John Russo

RE: 1970636 Ontario Ltd. o/a MT. Cross Pharmacy

TOTAL THIS INVOICE:

Total Fees	\$ 2,614.00
Total Disbursements	\$ 1.50
Total Fees and Disbursements	\$ 2,615.50
Total HST on Fees and Disbursements	\$ 340.02
Less Funds Transferred from Trust	\$ 2,843.44
TOTAL DUE AND OWING TO PALLETT VALO LLP	\$ 112.08

You can use your MASTERCARD or VISA to pay this bill. Simply fill in the information below and return the same to our office.



Credit Card Number: _____

Expiration Date: _____

Amount: _____

Card Holder Name: _____

Card Holder Signature: _____

Please return completed form by mail or fax to (905) 273-6920. Thank you.

PAYMENT DUE UPON RECEIPT OF INVOICE

This is **Exhibit "B"** referred to in the Affidavit
of JOHN RUSSO and sworn before me this
4th December day of 2018.

A handwritten signature in blue ink, appearing to read "Alex I. Churko", is written over a horizontal line.

A Commissioner for Taking Affidavits

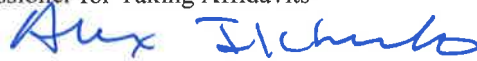
A handwritten signature in blue ink, appearing to read "Alex I. Churko", is written below the text "A Commissioner for Taking Affidavits".

EXHIBIT “B”
Calculation of Average Hourly Billing Rates of
Pallett Valo LLP
for the Appointment Period

Invoice No.	Fees	Disburs.	HST	Hours	Average Hourly Rate	Total
188413	\$19,062.50	\$934.23	\$2,599.57	67.1	\$284.09	\$22,596.30
188700	\$4,097.50	\$244.31	\$564.44	14.9	\$275.00	\$4,906.25
189768	\$2,677.00	\$689.59	\$416.86	10.4	\$257.40	\$3,783.44
190500	\$2,614.00	\$1.50	\$340.02	9.4	\$278.08	\$2,955.52
Total Fees	\$28,451.00	\$1,869.63	\$3,920.89	101.8	\$279.48	\$34,241.51

This is **Exhibit "C"** referred to in the Affidavit
of JOHN RUSSO and sworn before me this
4th December day of 2018.

A handwritten signature in blue ink, appearing to read "Alex Tichen", is written over a horizontal line.

A Commissioner for Taking Affidavits

Alex Tichen

EXHIBIT "C"

Billing Rates of Pallet Valo LLP

For the Appointment Period

TIMEKEEPER	HOURLY RATE	YEAR OF CALL	HOURS WORKED	TOTAL
John Russo	\$425.00	1999	8.5	\$3,612.50
Murray Box	\$485.00	1986	0.9	\$436.50
Dina Milivojevic	\$275.00	2013	86.1	\$23,677.50
Shallon Garrafa	\$115.00	n/a	6.3	\$724.50
		Total	101.8	\$28,451.00

CWB MAXIUM FINANCIAL INC.

Plaintiff

-and- 1970636 ONTARIO LTD. O/A MT. CROSS PHARMACY ET.
AL.
Defendant

Court File No. CV-18-597922-00CL

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

PROCEEDING COMMENCED AT
TORONTO

AFFIDAVIT OF JOHN RUSSO

PALLET VALO LLP

Lawyers & Trade-Mark Agents
77 City Centre Drive, West Tower
Suite 300
Mississauga, Ontario L5B 1M5

JOHN RUSSO (LSO # 42112D)

Tel: (905) 273-3300 ext: 282
Fax: (905) 273-6920
Email: jrusso@pallettvalo.com

DINA MILIVOJEVIC (LSO # 64521U)

Tel: (905) 273-3300 ext: 283
Fax: (905) 273-6920
Email: dmilivojevic@pallettvalo.com

Lawyers for the Receiver, msi Spergel inc.

TAB J

1970636 Ontario Ltd. o/a Mt. Cross Pharmacy
Receiver's Statement of Receipts and Disbursements
As at December 3, 2018

RECEIPTS

Cash in Bank	\$	112,134.93
Other receipts (funds from Faber & Oostdyk)		110,136.59
Accounts receivable		2,559.24
Sales		165,587.52
Misc. refunds (utilities)		2,708.68
HST refund		38,675.18
Advance from secured creditors		350,000.00
Interest allocation		1,295.49

TOTAL RECEIPTS

783,097.63

DISBURSEMENTS

Other advertising		1,999.00
Inventory taking		700.00
HST ITC'S		42,422.64
Insurance		16,945.20
Miscellaneous		
Search fees	\$	105.80
Bank charges		545.21
Travel		4,291.37
Other misc disbursements		12,060.67
Change of locks and monitoring		1,507.56
Purchases		138,226.38
Utilities		10,359.17
Occupation rent		93,303.64
Pharmacist + assistant's wages		87,327.50
Repairs and maintenance		18,904.54
Computer services (Fillware)		2,010.00
Redirection of mail and courier		703.56
Office expense		514.14
Receiver's fees		133,171.00
Legal fees		59,989.84

563,020.38

TOTAL DISBURSEMENTS

625,087.22

Net Receipts over disbursements

\$ 158,010.41

TAB 3

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE
JUSTICE

)
)
)

TUESDAY, THE 11TH
DAY OF DECEMBER, 2018

B E T W E E N:

(Court Seal)

CWB MAXIUM FINANCIAL INC.

Plaintiff

and

1970636 ONTARIO LTD. O/A MT. CROSS PHARMACY,
UMAIR N. NASIM, SHRIKANT MALHOTRA, 1975193 ONTARIO LTD. dba
MTN RX & HEALTH and ANGELO KIRKOPOULOS

Defendants

APPROVAL AND VESTING ORDER

THIS MOTION, made by msi Spergel inc. (“**Spergel**”), in its capacity as the court-appointed receiver (the “**Receiver**”) of all of the undertaking, property and assets (the “**Property**”) of 1970636 Ontario Ltd. dba Mt. Cross Pharmacy (the “**Debtor**”) for an order, among other things, approving the sale transaction (the “**Transaction**”) contemplated by a form of agreement of purchase and sale (the “**Sale Agreement**”) between the Receiver and 2654356 Ontario Inc., doing business as Joice Pharmacy and Medical Clinic (the “**Purchaser**”), and vesting in the Purchaser the Debtor’s right, title and interest in and to the assets described in the Sale Agreement (the “**Purchased Assets**”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record of the Receiver dated December 4, 2018, including the Second Report of the Receiver dated December 4, 2018 (the “**Second Report**”), and on hearing the submissions of counsel for the Receiver and CWB Maxium Financial Inc., no one else appearing although properly served as evidenced by the affidavit of Shallon Garrafa sworn December 4, 2018, filed,

SERVICE

1. **THIS COURT ORDERS** that the time and manner of 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.

APPROVAL OF TRANSACTION AND VESTING OF ASSETS

2. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved, and the execution of the Sale Agreement 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 the delivery of a Receiver’s certificate to the Purchaser substantially in the form attached as Schedule A hereto (the “**Receiver's Certificate**”), all of the Debtor's right, title and interest in and to the Purchased Assets described in the Sale Agreement shall vest absolutely in the Purchaser, 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 (collectively, the “**Claims**”) including, without limiting the generality of the foregoing: (i) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (ii) those Claims listed on Schedule C hereto (all of which are collectively referred to as the “**Encumbrances**”, which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule D) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

4. **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 and 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.

5. **THIS COURT ORDERS AND DIRECTS** the Receiver to file with the Court a copy of the Receiver's Certificate, forthwith after delivery thereof.

6. **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

Company's records pertaining to the Debtor's past and current employees. 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.

7. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications 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 any such applications; 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 nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, 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.

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

SEALING

9. **THIS COURT ORDERS** that the Bid Summary attached as Confidential Appendix 1 and the unredacted Sale Agreement attached as Confidential Appendix 2 to the Second Report be and are hereby sealed pending the closing of the Transaction or further Order of the Court.

VENDOR TRUST FUNDS

10. **THIS COURT DECLARES** that the Vendor Trust Funds, being the \$110,136.59 being held in the trust account of Faber & Oostdyk o/u Sean Oostdyk Professional Corporation and referred to at Section 4 of the Second Report, constitute Property.

APPROVAL OF REPORTS, ACTIVITIES AND FEES

11. **THIS COURT ORDERS** that the First Report of the Receiver dated July 24, 2018, the Supplement to First Report of the Receiver dated July 25, 2018, the Second Report and the activities of the Receiver described therein including, without limitation, the Receiver's interim statement of receipts and disbursements as at December 3, 2018, be and are hereby approved.

12. **THIS COURT ORDERS** that the fees and disbursements of Spergel in its capacity as the interim receiver of the Company (the "**Interim Receiver**") for the period from May 16, 2018 to June 13, 2018, as described in the Affidavit of Mukul Manchanda sworn December 3, 2018 attached as Appendix 5 to the Second Report, be and are hereby approved.

13. **THIS COURT ORDERS** that the fees and disbursements of the Receiver for the period from June 14, 2018 to November 30, 2018, as described in the Affidavit of Mukul Manchanda

sworn December 3, 2018 attached as Appendix 8 to the Second Report, be and are hereby approved.

14. **THIS COURT ORDERS** that the fees and disbursements of Pallett Valo LLP (“PV”) in its capacity as counsel for the Interim Receiver for the period from May 16, 2018 to June 13, 2018, as described in the Affidavit of John Russo sworn December 4, 2018 attached as Appendix 7 to the Second Report, be and are hereby approved.

15. **THIS COURT ORDERS** that the fees and disbursements of PV in its capacity as counsel for the Receiver for the period from June 14, 2018 to October 31, 2018, as described in the Affidavit of John Russo sworn December 4, 2018 attached as Appendix 9 to the Second Report, be and are hereby approved.

GENERAL

16. **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 orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or 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” – FORM OF RECEIVER’S CERTIFICATE

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

B E T W E E N:

CWB MAXIUM FINANCIAL INC.

Plaintiff

and

**1970636 ONTARIO LTD. O/A MT. CROSS PHARMACY,
UMAIR N. NASIM, SHRIKANT MALHOTRA, 1975193 ONTARIO LTD. dba
MTN RX & HEALTH and ANGELO KIRKOPOULOS**

Defendants

RECITALS

A. Pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) dated June 14, 2018, msi Spergel inc. was appointed receiver of all of the undertaking, property and assets of 1970636 Ontario Ltd. dba Mt. Cross Pharmacy (the “**Debtor**”).

B. Pursuant to an Order of the Court dated December 11, 2018, the Court approved the sale transaction (the “**Transaction**”) contemplated by an agreement of purchase and sale between the Receiver and 2654356 Ontario Inc., doing business as Joice Pharmacy and Medical Clinic (the “**Purchaser**”) dated December ●, 2018 (the “**APS**”) and vesting in the Purchaser the right, title and interest of the Debtor in and to the Purchased Assets (the “**Purchased Assets**”) described in the APS and provided for the vesting in the Purchaser of the Debtor’s right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price (as defined in the APS) (the “**Purchase Price**”) for the Purchased Assets; (ii) that the conditions to Closing as set out in the 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 meanings set out in the APS.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the APS;
2. The conditions to Closing as set out in the APS have been satisfied or waived by the Receiver and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at _____ on _____, 2018.

**msi Spergel inc., in its capacity
as Receiver of 1970636 Ontario
Ltd. dba Mt. Cross Pharmacy,
and not in its personal capacity**

Name:

Title:

CWB MAXIUM FINANCIAL INC.
Plaintiff

-and- 1970636 ONTARIO LTD. O/A MT. CROSS PHARMACY et al.
Defendants

Court File No. CV-18-597922-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT
TORONTO

APPROVAL AND VESTING ORDER

PALLET VALO LLP

Lawyers & Trade-Mark Agents
77 City Centre Drive, West Tower
Suite 300
Mississauga, Ontario L5B 1M5

JOHN RUSSO (LSO # 42112D)

Tel: (905) 273-3300 ext: 282
Fax: (905) 273-6920
Email: jrusso@pallettvalo.com

DINA MILIVOJEVIC (LSO # 64521U)

Tel: (905) 273-3300 ext: 283
Fax: (905) 273-6920
Email: dmilivojevic@pallettvalo.com

Lawyers for the Receiver, msi Spergel inc.

TAB 4

Court File No. ———CV-18-597922-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE ———

)

WEEKDAY, THE #

)

JUSTICE ———

)

DAY OF MONTH, 20YRTUESDAY, THE

11TH

)

JUSTICE

)

DAY OF DECEMBER, 2018

B E T W E E N:

PLAINTIFF

(Court Seal)

CWB MAXIUM FINANCIAL INC.

Plaintiff

and—

DEFENDANT

Defendant

APPROVAL AND VESTING

1970636 ONTARIO LTD. O/A MT. CROSS PHARMACY.

UMAIR N. NASIM, SHRIKANT MALHOTRA, 1975193 ONTARIO LTD. dba

MTN RX & HEALTH and ANGELO KIRKOPOULOS

Defendants

APPROVAL AND VESTING ORDER

THIS MOTION, made by [~~RECEIVER'S NAME~~]msi Spergel inc. ("**Spergel**"), in its capacity as the Court-appointed receiver (the "**Receiver**") of all of the undertaking, property and assets of [~~DEBTOR~~] (the "**Property**") of 1970636 Ontario Ltd. dba Mt. Cross Pharmacy (the "**Debtor**") for an order, among other things, approving the sale transaction (the

~~"Transaction")") contemplated by ~~an~~ form of agreement of purchase and sale (the "~~Sale Agreement~~") between the Receiver and [NAME OF PURCHASER] (the "~~2654356 Ontario Inc., doing business as Joice Pharmacy and Medical Clinic~~" the "~~Purchaser~~") dated [DATE] and appended to the Report of the Receiver dated [DATE] (the "Report"), and vesting in the Purchaser the Debtor's right, title and interest in and to the assets described in the Sale Agreement (the "~~Purchased Assets~~"), was heard this day at 330 University Avenue, Toronto, Ontario.~~

ON READING ~~the Motion Record of the Receiver dated December 4, 2018, including the Second Report of the Receiver dated December 4, 2018 (the "Second Report"), and on hearing the submissions of counsel for the Receiver, [NAMES OF OTHER PARTIES APPEARING], and CWB Maxium Financial Inc., no one else appearing for any other person on the service list, although properly served as appears from~~ evidenced by the affidavit of [NAME] Shallon Garrafa sworn [DATE] December 4, 2018, filed¹.

SERVICE

1. THIS COURT ORDERS that the time and manner of 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.

APPROVAL OF TRANSACTION AND VESTING OF ASSETS

¹ This model order assumes that the time for service does not need to be abridged. The motion seeking a vesting order should be served on all persons having an economic interest in the Purchased Assets, unless circumstances warrant a different approach. Counsel should consider attaching the affidavit of service to this Order.

1.2. **THIS COURT ORDERS AND DECLARES** that the Transaction is hereby approved,² and the execution of the Sale Agreement by the Receiver³ 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.

2.3. **THIS COURT ORDERS AND DECLARES** that upon the delivery of a Receiver's certificate to the Purchaser substantially in the form attached as Schedule A hereto (the "**Receiver's Certificate**"), all of the Debtor's right, title and interest in and to the Purchased Assets described in the Sale Agreement ~~[and listed on Schedule B hereto]~~⁴ shall vest absolutely in the Purchaser, 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 (collectively, the "**Claims**"⁵) including, without limiting the generality of the foregoing: ~~(i) any encumbrances or charges created by the Order of the Honourable Justice~~

² In some cases, notably where this Order may be relied upon for proceedings in the United States, a finding that the Transaction is commercially reasonable and in the best interests of the Debtor and its stakeholders may be necessary. Evidence should be filed to support such a finding, which finding may then be included in the Court's endorsement.

³ In some cases, the Debtor will be the vendor under the Sale Agreement, or otherwise actively involved in the Transaction. In those cases, care should be taken to ensure that this Order authorizes either or both of the Debtor and the Receiver to execute and deliver documents, and take other steps.

⁴ To allow this Order to be free-standing (and not require reference to the Court record and/or the Sale Agreement), it may be preferable that the Purchased Assets be specifically described in a Schedule.

⁵ The "Claims" being vested out may, in some cases, include ownership claims, where ownership is disputed and the dispute is brought to the attention of the Court. Such ownership claims would, in that case, still continue as against the net proceeds from the sale of the claimed asset. Similarly, other rights, titles or interests could also be vested out, if the Court is advised what rights are being affected, and the appropriate persons are served. It is the Subcommittee's view that a non-specific vesting out of "rights, titles and interests" is vague and therefore undesirable.

[NAME] dated [DATE]; (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) those Claims listed on Schedule C hereto (all of which are collectively referred to as the "**Encumbrances**", which term shall not include the permitted encumbrances, easements and restrictive covenants listed on Schedule D) and, for greater certainty, this Court orders that all of the Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets.

3. ~~THIS COURT ORDERS that upon the registration in the Land Registry Office for the [Registry Division of {LOCATION}] of a Transfer/Deed of Land in the form prescribed by the Land Registration Reform Act duly executed by the Receiver][Land Titles Division of {LOCATION}] of an Application for Vesting Order in the form prescribed by the Land Titles Act and/or the Land Registration Reform Act~~⁶, the Land Registrar is hereby directed to enter the Purchaser as the owner 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.

4. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds⁷ 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 and 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

⁶ Elect the language appropriate to the land registry system (Registry vs. Land Titles).

⁷ The Report should identify the disposition costs and any other costs which should be paid from the gross sale proceeds, to arrive at "net proceeds".

sale⁸, 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.

5. **THIS COURT ORDERS AND DIRECTS** the Receiver to file with the Court a copy of the Receiver's Certificate, forthwith after delivery thereof.

6. **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 Company's records pertaining to the Debtor's past and current employees, ~~including personal information of those employees listed on Schedule "B" to the Sale Agreement.~~ 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.

7. **THIS COURT ORDERS** that, notwithstanding:

(a) the pendency of these proceedings;

(b) any applications 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 any such applications; and

(c) any assignment in bankruptcy made in respect of the Debtor;

⁸ This provision crystallizes the date as of which the Claims will be determined. If a sale occurs early in the insolvency process, or potentially secured claimants may not have had the time or the ability to register or perfect proper claims prior to the sale, this provision may not be appropriate, and should be amended to remove this crystallization concept.

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 nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, 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.

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

SEALING

9. THIS COURT ORDERS that the Bid Summary attached as Confidential Appendix 1 and the unredacted Sale Agreement attached as Confidential Appendix 2 to the Second Report be and are hereby sealed pending the closing of the Transaction or further Order of the Court.

VENDOR TRUST FUNDS

10. THIS COURT DECLARES that the Vendor Trust Funds, being the \$110,136.59 being held in the trust account of Faber & Oostdyk o/u Sean Oostdyk Professional Corporation and referred to at Section 4 of the Second Report, constitute Property.

APPROVAL OF REPORTS, ACTIVITIES AND FEES

11. THIS COURT ORDERS that the First Report of the Receiver dated July 24, 2018, the Supplement to First Report of the Receiver dated July 25, 2018, the Second Report and the activities of the Receiver described therein including, without limitation, the Receiver's interim statement of receipts and disbursements as at December 3, 2018, be and are hereby approved.

12. THIS COURT ORDERS that the fees and disbursements of Spergel in its capacity as the interim receiver of the Company (the "**Interim Receiver**") for the period from May 16, 2018 to June 13, 2018, as described in the Affidavit of Mukul Manchanda sworn December 3, 2018 attached as Appendix 5 to the Second Report, be and are hereby approved.

13. THIS COURT ORDERS that the fees and disbursements of the Receiver for the period from June 14, 2018 to November 30, 2018, as described in the Affidavit of Mukul Manchanda sworn December 3, 2018 attached as Appendix 8 to the Second Report, be and are hereby approved.

14. **THIS COURT ORDERS** that the fees and disbursements of Pallett Valo LLP ("PV") in its capacity as counsel for the Interim Receiver for the period from May 16, 2018 to June 13, 2018, as described in the Affidavit of John Russo sworn December 4, 2018 attached as Appendix 7 to the Second Report, be and are hereby approved.

15. **THIS COURT ORDERS** that the fees and disbursements of PV in its capacity as counsel for the Receiver for the period from June 14, 2018 to October 31, 2018, as described in the Affidavit of John Russo sworn December 4, 2018 attached as Appendix 9 to the Second Report, be and are hereby approved.

GENERAL

9.16. **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 orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

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Schedule A—Form of Receiver's Certificate

Court File No. _____

(Signature of Judge)

SCHEDULE "A" – FORM OF RECEIVER'S CERTIFICATE

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

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BETWEEN:

PLAINTIFF

CWB MAXIUM FINANCIAL INC.

Plaintiff

Forn

and—

DEFENDANT

Forn

Forn

Forn

Defendant

RECEIVER'S CERTIFICATE

1970636 ONTARIO LTD. O/A MT. CROSS PHARMACY,
UMAIR N. NASIM, SHRIKANT MALHOTRA, 1975193 ONTARIO LTD. dba
MTN RX & HEALTH and ANGELO KIRKOPOULOS

Defendants

RECITALS

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After

A. Pursuant to an Order of the Honourable [NAME OF JUDGE] of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated [DATE OF ORDER], [NAME OF RECEIVER] June 14, 2018, msi Spergel inc. was appointed as the receiver (the "**Receiver**") of all of the undertaking, property and assets of [DEBTOR] 1970636 Ontario Ltd. dba Mt. Cross Pharmacy (the "**Debtor**").

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B. Pursuant to an Order of the Court dated [DATE], December 11, 2018, the Court approved the sale transaction (the "**Transaction**") contemplated by an agreement of purchase and sale made as of [DATE OF AGREEMENT] (the "**Sale Agreement**") between the Receiver [Debtor] and [NAME OF PURCHASER] (the "2654356 Ontario Inc., doing business as Joice Pharmacy and Medical Clinic") (the "**Purchaser**") dated December 9, 2018 (the "**APS**") and vesting in the Purchaser the right, title and interest of the Debtor in and to the Purchased Assets (the "**Purchased**").

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Assets”) described in the APS and provided for the vesting in the Purchaser of the Debtor’s right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Receiver to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price (as defined in the APS) (the “Purchase Price”) for the Purchased Assets; (ii) that the conditions to Closing as set out in ~~section 4 of the Sale Agreement~~ 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 meanings set out in the ~~Sale Agreement~~ APS.

THE RECEIVER CERTIFIES the following:

1. The Purchaser has paid and the Receiver has received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the ~~Sale Agreement~~ APS;
2. The conditions to Closing as set out in ~~section 4 of the Sale Agreement~~ APS have been satisfied or waived by the Receiver and the Purchaser; and
3. The Transaction has been completed to the satisfaction of the Receiver.
4. This Certificate was delivered by the Receiver at _____ [TIME] on _____ [DATE],
2018.

~~[NAME OF RECEIVER],~~ msi
Spergel inc., in its capacity as
Receiver of the undertaking,
property and assets of
{DEBTOR}, 1970636 Ontario
Ltd. dba Mt. Cross Pharmacy,
and not in its personal capacity

Name: _____

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Schedule B—Purchased Assets

Revised: January 21, 2014

~~Schedule C—Claims to be deleted and expunged from title to Real Property~~

**Schedule D—Permitted Eneumbrances, Easements and Restrictive Covenants
related to the Real Property**

(unaffected by the Vesting Order)

CWB MAXIUM FINANCIAL INC.
Plaintiff

Revised: January 21, 2014

-and- 1970636 ONTARIO LTD. O/A MT. CROSS PHARMACY et al.
Defendants

Court File No. CV-18-597922-00C1

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ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDING COMMENCED AT
TORONTO

APPROVAL AND VESTING ORDER

PALLET VALO LLP

Lawyers & Trade-Mark Agents
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Lawyers for the Receiver, msi Spergel inc.

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CWB MAXIUM FINANCIAL INC.
Plaintiff

-and- 1970636 ONTARIO LTD. O/A MT. CROSS PHARMACY et al.
Defendants

Court File No. CV-18-597922-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT
TORONTO

**MOTION RECORD
OF THE RECEIVER**

PALLET VALO LLP

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Lawyers for the Receiver, msi Spergel inc.