

**Court File Nos. 31 – 2436097 / 31 – 2436108 / 31 – 2436109**

**FLUID BRANDS INC.  
11041037 CANADA INC. (BOMBAY)  
11041045 CANADA INC. (BOWRING)**

**SECOND REPORT OF RICHTER ADVISORY GROUP INC.  
IN ITS CAPACITY AS TRUSTEE UNDER THE  
NOTICES OF INTENTION TO MAKE A PROPOSAL OF  
FLUID BRANDS INC., 11041037 CANADA INC. (BOMBAY) AND  
11041045 CANADA INC. (BOWRING)**

**DECEMBER 12, 2018**

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

**IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A PROPOSAL OF  
FLUID BRANDS INC., 11041037 CANADA INC. (BOMBAY) AND 11041045 CANADA INC. (BOWRING)**

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IN ITS CAPACITY AS TRUSTEE UNDER THE  
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**DECEMBER 12, 2018**

**I. INTRODUCTION**

1. This report (the “**Second Report**”) is filed by Richter Advisory Group Inc. (“**Richter**”) in its capacity as proposal trustee (the “**Proposal Trustee**”) in connection with the Notices of Intention to Make a Proposal (“**NOIs**”) filed by each of Fluid Brands Inc. (“**Fluid**”), 11041037 Canada Inc. (“**Bombay**”) and 11041045 Canada Inc. (“**Bowring**”, and together with Fluid and Bombay, the “**Fluid Entities**”).
2. On October 25, 2018 (the “**Filing Date**”), the Fluid Entities each filed a NOI pursuant to Section 50.4(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B.-3, as amended (the “**BIA**”) and Richter was appointed as Proposal Trustee under each NOI (the “**NOI Proceedings**”).
3. On November 2, 2018, the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) issued an order (the “**Administration Order**”) which, among other things:
  - (i) approved the administrative consolidation of the NOI Proceedings;
  - (ii) approved the key employee incentive payments (the “**KEIP**”);
  - (iii) authorized and empowered the Fluid Entities to obtain and borrow interim financing, including the terms of the debtor-in-possession (“**DIP**”) facility;
  - (iv) approved certain charges sought by the Fluid Entities; and

- (v) granted an extension of the time within which the Fluid Entities are required to file a proposal (the “**Proposal Period**”) to December 20, 2018.

A copy of the Administration Order is attached hereto as **Appendix “A”**.

- 4. On November 2, 2018, the Court also issued an order (the “**Liquidation Process Order**”) which, among other things:
  - (i) approved the consulting agreement (the “**Consulting Agreement**”) between the Fluid Entities and Merchant Retail Solutions, ULC and Gordon Brothers Canada, ULC, an affiliate of Gordon Brothers Retail Partners, LLC (collectively, the “**Consultant**”), pursuant to which the Consultant is to assist with the liquidation of all owned inventory, and owned furniture, fixtures and equipment (“**FF&E**”) at the Bombay / Bowring retail locations and warehouse (the “**Liquidation Sale**”) in accordance with the sale guidelines (the “**Sale Guidelines**”) appended to the Liquidation Process Order; and
  - (ii) authorized and directed the Fluid Entities, with the assistance of the Consultant, to conduct the Liquidation Sale and to take all actions necessary to implement the Consulting Agreement and the transactions contemplated therein.

A copy of the Liquidation Process Order is attached hereto as **Appendix “B”**.

- 5. The Proposal Trustee filed its first report dated November 1, 2018 (the “**First Report**”) with the Court in support of the Administration Order and the Liquidation Process Order. A copy of the First Report, without appendices, is attached hereto as **Appendix “C”**.
- 6. The purpose of this Second Report is to provide the Court with information pertaining to the following:
  - (i) the activities of the Fluid Entities and the Proposal Trustee since the Filing Date;
  - (ii) the status of the Liquidation Sale;
  - (iii) the status of the KEIP;
  - (iv) the Fluid Entities’ reported receipts and disbursements for the period from October 21, 2018 to December 8, 2018, including a comparison of reported to forecast results;
  - (v) the Fluid Entities’ request for an extension of the Proposal Period to January 31, 2019, including the Fluid Entities’ revised cash flow forecast for the period from December 9, 2018 to February 2, 2019 (the “**Extended Cash Flow Forecast**”); and

- (vi) the Proposal Trustee's recommendation that this Court make an order, as requested by the Fluid Entities'
  - (i) approving the extension of the Proposal Period to January 31, 2019;
  - (ii) approving the Proposal Trustee's fees and disbursements for the period from October 7, 2018 to November 30, 2018 and those of the Proposal Trustee's counsel, Osler Hoskin & Harcourt LLP ("**Osler**"), for the period from October 18, 2018 to November 23, 2018; and
  - (iii) approving the First Report and this Second Report, as well as the activities, actions and conduct of the Proposal Trustee set out therein and herein.

## **II. TERMS OF REFERENCE**

- 7. Unless otherwise noted, all monetary amounts contained in this Second Report are expressed in Canadian dollars.
- 8. In preparing this Second Report, the Proposal Trustee has relied upon certain unaudited, draft, and / or internal financial information prepared by representatives of the Fluid Entities, the Fluid Entities' books and records, and discussions with representatives of the Fluid Entities and the Fluid Entities' legal counsel (collectively, the "**Information**").
- 9. Except as otherwise described in this Second Report, the Proposal Trustee has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards ("**GAAS**") pursuant to the Chartered Professional Accountant of Canada Handbook (the "**CPA Handbook**") and, as such, the Proposal Trustee expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.
- 10. Future oriented financial information relied upon in this Second Report is based on the Fluid Entities' representatives' assumptions regarding future events; actual results achieved may vary from the information presented even if the hypothetical assumptions occur and these variations may be material. Accordingly, the Proposal Trustee expresses no assurance as to whether projections will be achieved.

## **III. ACTIVITIES OF THE FLUID ENTITIES**

- 11. Since the Filing Date, the activities of the Fluid Entities have included:
  - (i) meeting and communicating with the Fluid Entities' employees regarding the NOI Proceedings;
  - (ii) communicating with key suppliers to secure services during the NOI Proceedings and to address payment terms;
  - (iii) responding to calls and enquiries from creditors and stakeholders regarding the NOI Proceedings;

- (iv) executing the Consulting Agreement;
- (v) making payments to suppliers for goods / services received following the Filing Date;
- (vi) reporting receipts and disbursements;
- (vii) collaborating with the Consultant regarding the Liquidation Sale and agreeing to certain modifications to the Consultant's costs budget;
- (viii) preparing, in consultation with the Proposal Trustee, the cash flow statement and associated reports in prescribed form, pursuant to subsection 50.4(2) of the BIA;
- (ix) consulting with the Proposal Trustee regarding the disclaimer of certain retail leases. The Proposal Trustee understands that, as at the date of this Second Report, the Fluid Entities have disclaimed 86 retail store leases effective December 31, 2018;
- (x) terminating certain head office employees in connection with the planned wind-down of the Fluid Entities' operations;
- (xi) consulting with the Proposal Trustee in connection with the preparation of the Extended Cash Flow Forecast; and
- (xii) communicating with the Proposal Trustee and the Fluid Entities' legal counsel on various matters in connection with the NOI Proceedings.

#### **IV. THE PROPOSAL TRUSTEE ACTIVITIES**

12. The Proposal Trustee's activities since the Filing Date have included:

- (i) sending a notice of the NOI Proceedings, within five (5) business days of the Filing Date, to all known creditors of the Fluid Entities;
- (ii) establishing and maintaining a website at <https://www.richter.ca/F/Fluid-Brands-Inc>, where all materials filed with the Court and all orders made by the Court, in connection with the NOI Proceedings, are available in electronic form;
- (iii) implementing procedures for the monitoring of the Fluid Entities' cash flows and for the ongoing reporting of variances to the cash flow forecast;
- (iv) assisting the Fluid Entities in preparing the cash flow statement and associated reports in prescribed form, pursuant to subsection 50.4(2) of the BIA, and filing same with the Office of the Superintendent of Bankruptcy;

- (v) assisting the Fluid Entities with the preparation of the Extended Cash Flow Forecast;
- (vi) attending frequently at the Fluid Entities' head office, including meetings with the Fluid Entities' management ("**Management**") to discuss the Fluid Entities' operations, the Liquidation Sale and the NOI Proceedings;
- (vii) communicating with counsel for certain landlords regarding the terms of the Consulting Agreement, the Sale Guidelines and the Liquidation Sale;
- (viii) corresponding and communicating extensively with the Consultant regarding the Liquidation Sale;
- (ix) consulting with the Fluid Entities regarding the disclaimer of certain retail agreements;
- (x) responding to calls and enquiries from creditors and other stakeholders regarding the NOI Proceedings; and
- (xi) preparing the First Report and this Second Report.

## V. THE LIQUIDATION SALE

### Merchandise

13. As noted in the First Report, the Fluid Entities have determined that it is in the best interests of all stakeholders to complete the Liquidation Sale while considering the merits of a process to identify one or more parties interested in acquiring all or a portion of the Fluid Entities' business or assets (the "**Sale Process**").
14. The Liquidation Sale commenced on or about November 5, 2018 and, in accordance with the terms of the Consulting Agreement, will conclude no later than December 31, 2018.
15. In accordance with the terms of the Liquidation Process Order (and Sale Guidelines), any additional merchandise to be added to the goods located in the Bombay / Bowring stores (or the warehouse / distribution centre) to be sold during the Liquidation Sale was limited to goods previously ordered by Fluid Brands, which were either in transit or awaiting payment. The Proposal Trustee understands that, as at the Filing Date, the Fluid Entities had unpaid for goods either in transit or held at port (the "**Unpaid Goods**") totaling approximately \$7.5 million (at landed cost).
16. As noted in the First Report, the Fluid Entities required DIP financing to complete the Liquidation Sale and implement their restructuring initiatives. Although the DIP financing approved in the Administration Order (see Appendix "A") provided the stability and necessary cash flow for the Fluid Entities to pursue their restructuring plan, the DIP financing did not provide sufficient liquidity for the Fluid Entities to acquire the Unpaid Goods which, with respect to the goods held at port, were accruing significant storage and demurrage charges.

17. Following several discussions between the Fluid Entities, the Proposal Trustee, the Fluid Entities' secured creditors, including its primary secured lender (and DIP lender), the Canadian Imperial Bank of Commerce ("**CIBC**"), DIP funding was provided to permit the Fluid Entities to acquire approximately \$1 million of the Unpaid Goods. The Proposal Trustee understands that the Fluid Entities' legal counsel, Torkin Manes LLP ("**Torkin**"), has been communicating with certain unpaid vendors, freight forwarders and customs brokers regarding the remaining Unpaid Goods, to advise that the Fluid Entities do not have the necessary funds to acquire the remaining Unpaid Goods and, consequently, the Fluid Entities were releasing any interest the Fluid Entities may have in the remaining Unpaid Goods.

### **Retail Leases**

18. As noted above, the Liquidation Sale is to be completed no later than December 31, 2018. Towards this end and as also noted above, as at the date of this Second Report, the Fluid Entities have disclaimed 86 retail store leases effective December 31, 2018.
19. The Fluid Entities have delayed the disclaimer of its remaining 18 (6 Bombay / 12 Bowring) retail locations (the "**Remaining Stores**") at the request of Isaac Bennett Sales Agency Inc. ("**IBSA**"), a secured creditor of Fluid Brands owed approximately \$14.7 million. The Proposal Trustee understands that IBSA may have an interest in acquiring the Bombay / Bowring businesses at the Remaining Stores.
20. As the Fluid Entities will be incurring additional lease / occupancy costs associated with Remaining Stores, IBSA has provided the Proposal Trustee with \$250,000 to cover the incremental lease / occupancy costs associated with delaying the disclaimer of the Remaining Stores for no longer than a two-week period.
21. Subject to additional funds being advanced by IBSA to further delay the disclaimer of the Remaining Stores, the Proposal Trustee understands that it is the Fluid Entities' intention to disclaim the Remaining Stores as well as the leases for its head office and distribution centre effective January 15, 2019.

### **FF&E**

22. Pursuant to the Consulting Agreement, the Consultant is to assist the Fluid Entities in selling any owed FF&E at the Bombay / Bowring retail locations for a fee of twenty percent (20%) of gross proceeds realized therefrom. As at the date of this Second Report, the Proposal Trustee understands that limited FF&E has been sold.
23. Although the Consulting Agreement is not explicit on its application to the Fluid Entities' owned FF&E at its head office and distribution centre (these locations were included in the schedule appended to the Consulting Agreement, as certain retail operations also take place at these locations, the "**HO/DC FF&E**"), the Proposal Trustee understands that the Fluid Entities are of the view that the HO/DC FF&E is governed by the Consulting Agreement.

24. In connection with the above, as noted in the affidavit of Fred Benitah sworn December 11, 2018 (the “**Benitah Affidavit**”), the Proposal Trustee understands that on December 5, 2018, 2668602 Ontario Inc. (“**266**”), an entity related to the Fluid Entities, acquired the FF&E located at 23 retail locations in respect of which disclaimers had been issued as well as the HO/DC FF&E (collectively, the “**Purchased FF&E**”).
25. As noted in the Benitah Affidavit, upon becoming aware of the transaction for the Purchased FF&E, legal counsel for IBSA, Borden Ladner Gervais LLP, wrote to Torkin to advise, *inter alia*, that in IBSA’s view (i) the Consulting Agreement did not extend to the HO/DC FF&E, (ii) the Fluid Entities were prohibited from selling the HO/DC FF&E without the prior written consent of IBSA or an order of the Court (on notice to IBSA), (iii) should such a sale have already been concluded, such sale should be reversed, and (iv) that any assets of the Fluid Entities included in any such sale remain charged in favour of the Fluid Entities’ secured creditors, including IBSA.
26. The Proposal Trustee has been advised that the amount paid by 266 for the Purchased FF&E was the net estimated liquidation value ascribed to the Purchased FF&E by the Consultant.

## **VI. KEIP**

27. As detailed in the First Report, the KEIP was developed to ensure the retention of key personnel through the completion of the Liquidation Sale and the NOI Proceedings. The KEIP, none of which had been allocated as at the date of the First Report, is in the maximum aggregate amount of \$500,000 (the “**Maximum KEIP Amount**”). The Fluid Entities, in consultation with the Proposal Trustee, are to determine the allocation of the KEIP, as appropriate to achieve its goals.
28. As at the date of this Second Report, approximately \$241,000 of the Maximum KEIP Amount has been allocated, of which no amounts have been paid to participating KEIP employees.
29. As noted in the Benitah Affidavit, further employee incentive payments may be required to ensure the retention of key personnel through the completion of the Liquidation Sale and the NOI Proceedings. As required by the Administration Order (see Appendix “A”), the Fluid Entities will, in consultation with the Proposal Trustee, determine any future allocations of the Maximum KEIP Amount.
30. KEIP payments will be paid to each participating KEIP employee at specific dates during the Fluid Entities’ NOI Proceedings (depending on the employee’s role and the nature of their respective work). In addition, in order to receive KEIP payments, participating employees must remain employed by the Fluid Entities on the date the KEIP payments are due to be paid (or such other date at the discretion of the Fluid Entities with the prior approval of the Proposal Trustee).
31. Given the Fluid Entities’ circumstances, the Proposal Trustee is of the view that the current allocation of the Maximum KEIP Amount is appropriate and reasonable.

## VII. CASH FLOW FOR THE PERIOD FROM OCTOBER 21, 2018 TO DECEMBER 8, 2018

32. In support of the Fluid Entities' request for the initial extension of the Proposal Period to December 20, 2018, the Fluid Entities, with the assistance of the Proposal Trustee, prepared a consolidated forecast of the Fluid Entities' receipts and disbursements for the period October 21, 2018 to January 12, 2019 (the "Cash Flow Forecast").
33. A comparison of the Cash Flow Forecast to the Fluid Entities' reported results for the period from October 21, 2018 to December 8, 2018 is summarized as follows:

<b>Fluid Brands Inc., 11041037 Canada Inc, 11041045 Canada Inc.</b>			
<b>Consolidated Reported Results vs. Cash Flow Forecast</b>			
<b>For the Period October 21, 2018 to December 8, 2018</b>			
<b>(\$000's)</b>	<b>Reported</b>	<b>Forecast</b>	<b>Variance</b>
<b>Receipts</b>			
Retail Sales	\$24,005	\$31,355	\$ (7,350)
Fixture proceeds	245	150	95
	<b>24,250</b>	<b>31,505</b>	<b>(7,255)</b>
<b>Disbursements</b>			
Payroll	3,284	3,408	(125)
Rent	4,109	3,861	248
Liquidation fees & expenses	256	1,787	(1,531)
General expenses and other	1,419	1,380	39
Merchant credit card fees	692	506	186
GST/HST paid into escrow	333	2,709	(2,376)
Interest	274	156	118
Supplier & other deposits	319	300	19
KERP	-	100	(100)
	<b>10,686</b>	<b>14,208</b>	<b>(3,522)</b>
<b>Other disbursements</b>			
Restructuring Professional Fees	323	944	(621)
<b>Net Cash Flow</b>	<b>\$13,241</b>	<b>\$16,353</b>	<b>\$ (3,112)</b>
Opening Revolver	\$23,473	\$23,579	\$ (106)
Net Cash Flow	(13,241)	(16,353)	3,112
Change in Cash On-Hand	124	-	124
<b>Ending Revolver</b>	<b>\$10,356</b>	<b>\$ 7,226</b>	<b>\$ 3,131</b>
<b>Cash</b>	<b>\$ 124</b>	<b>\$ -</b>	<b>\$ 124</b>

34. As noted in the summary table above, the Fluid Entities reported positive net cash flow of approximately \$13.2 million and had an outstanding operating loan balance of approximately \$10.4 million as at December 8, 2018, which was approximately \$3.1 million higher than forecast.

35. The \$3.1 million unfavourable net cash flow variance is primarily due to:
- (i) receipts were approximately \$7.3 million less than projected due to lower retail sales (albeit at a higher margin), resulting in more inventory on hand than forecast; and
  - (ii) disbursements were approximately \$4.2 million less than forecast due, in part, to timing differences in the payment of certain expenses, primarily sales taxes, Consultant fees and restructuring professional fees.

## VIII. EXTENSION OF THE PROPOSAL PERIOD TO JANUARY 31, 2019

36. The Fluid Entities are seeking the extension of the Proposal Period to January 31, 2018 (the “**Extension**”).
37. In support of the Fluid Entities’ request for the Extension, the Fluid Entities, with the assistance of the Proposal Trustee, prepared the Extended Cash Flow Forecast, which is detailed below:

<b>Fluid Brands Inc., 11041037 Canada Inc. (Bombay), 11041045 Canada Inc. (Bowring)</b>									
<b>Consolidated Cash Flow Forecast for Period from December 9, 2018 - February 2, 2019</b>									
<b>(\$000's)</b>									
	<b>Dec 15</b>	<b>Dec 22</b>	<b>Dec 29</b>	<b>Jan 05</b>	<b>Jan 12</b>	<b>Jan 19</b>	<b>Jan 26</b>	<b>Feb 02</b>	<b>Total</b>
<b>Receipts</b>									
Retail Sales <sup>1</sup>	\$ 6,810	\$ 6,600	\$ 5,603	\$ 2,184	\$ -	\$ -	\$ -	\$ -	\$ 21,196
Fixture proceeds	-	100	100	-	-	-	-	-	200
IBSA proceeds (Rent 18 stores)	-	-	-	250	-	-	-	-	250
	<b>6,810</b>	<b>6,700</b>	<b>5,703</b>	<b>2,434</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>21,646</b>
<b>Disbursements</b>									
Payroll	525	463	663	917	249	10	10	10	2,848
Rent	-	-	-	371	-	-	-	-	371
Liquidation fees & expenses	621	666	505	502	179	-	-	-	2,473
General expenses and other	212	152	202	152	31	8	51	1	809
Merchant credit card fees	-	-	-	420	-	-	-	-	420
GST/HST paid into escrow	-	-	4,054	-	-	-	-	-	4,054
Interest	-	-	-	16	-	-	-	5	21
KERP	-	-	-	240	-	-	40	-	280
	<b>1,357</b>	<b>1,281</b>	<b>5,424</b>	<b>2,619</b>	<b>459</b>	<b>18</b>	<b>101</b>	<b>16</b>	<b>11,276</b>
<b>Other disbursements</b>									
Restructuring Professional Fees	1,057	136	260	40	34	226	28	26	1,806
<b>Net Cash Flow</b>	<b>\$ 4,396</b>	<b>\$ 5,283</b>	<b>\$ 19</b>	<b>\$ (225)</b>	<b>\$ (493)</b>	<b>\$ (244)</b>	<b>\$ (129)</b>	<b>\$ (42)</b>	<b>\$ 8,565</b>
Opening Revolver	\$ 10,356	\$ 5,960	\$ 677	\$ 658	\$ 883	\$ 1,376	\$ 1,620	\$ 1,749	\$ 10,356
Net Cash Flow	(4,396)	(5,283)	(19)	225	493	244	129	42	(8,565)
<b>Ending Revolver</b>	<b>\$ 5,960</b>	<b>\$ 677</b>	<b>\$ 658</b>	<b>\$ 883</b>	<b>\$ 1,376</b>	<b>\$ 1,620</b>	<b>\$ 1,749</b>	<b>\$ 1,791</b>	<b>\$ 1,791</b>

<sup>1</sup> Retail receipts exclude \$1.2 million heldback by credit card processors.

38. The Extended Cash Flow Forecast indicates that the Fluid Entities will have sufficient liquidity to fund both operating costs and the costs of these NOI Proceedings for the period of the Extension, if granted.

39. The Proposal Trustee is of the view that the proposed Extension is appropriate in the circumstances and supports the Fluid Entities' request for the Extension for the following reasons:
- (i) it will allow for the completion of the Liquidation Sale, which, as noted in this Second Report, is anticipated to be no later than December 31, 2018;
  - (ii) the Extension is necessary to provide the Fluid Entities sufficient time to advance the Liquidation Sale and consider the development of a Sale Process as well as a proposal to its creditors.
  - (iii) the Fluid Entities are acting in good faith and with due diligence in taking steps to monetize their assets for the benefit of their stakeholders; and
  - (iv) it is the Proposal Trustee's view that the Extension will not prejudice or adversely affect any group of creditors.
40. While it is too early to determine whether a viable proposal will be presented by the Fluid Entities to their creditors, in the Proposal Trustee's view, the Fluid Entities request for the Extension is reasonable in the circumstances.

## **IX. PROPOSAL TRUSTEE'S AND ITS COUNSEL'S FEES AND DISBURSEMENTS**

41. The Proposal Trustee and Osler have maintained detailed records of their professional time and costs. The Proposal Trustee is seeking the approval of its fees and disbursements for the period from October 7, 2018 to November 30, 2018 and those of Osler for the period from October 18, 2018 to November 23, 2018 (the "**Periods**") in connection with the performance of their duties in these NOI Proceedings.
42. The total fees of the Proposal Trustee during the Periods amount to \$480,703.46 (inclusive of a \$16,315.29 courtesy discount), together with expenses and disbursements in the amount of \$9,997.77 (both excluding applicable taxes) (collectively, the "**Proposal Trustee Fees and Disbursements**"). The time spent by the Proposal Trustee's personnel during the Periods is more particularly described in the Affidavit of A. Sherman (the "**Sherman Affidavit**"), sworn December 11, 2018 in support hereof and attached as **Appendix "D"** to this Second Report. The Sherman Affidavit includes a summary of the personnel, hours, and hourly rates charged by the Proposal Trustee in respect of the within proceedings for the Periods.
43. The total fees for services provided by Osler during the Periods amount to \$177,309.50, together with expenses and disbursements in the amount of \$2,688.22 (both excluding GST/QST) (collectively, the "**Osler Fees and Disbursements**"). The time spent by Osler personnel during the Periods is more particularly described in the Affidavit of M. Wasserman (the "**Wasserman Affidavit**") sworn December 11, 2018 in support hereof and attached as **Appendix "E"** to this Second Report. Included in the Wasserman Affidavit is a summary of the personnel, hours, and hourly rates charged by Osler in respect of the within proceedings for the Periods.

44. The Proposal Trustee respectfully submits that the Proposal Trustee Fees and Disbursements and the Osler Fees and Disbursements are fair and reasonable in the circumstances and have been properly incurred. Accordingly, the Proposal Trustee is seeking approval of the Proposal Trustee Fees and Disbursements and the Osler Fees and Disbursements.

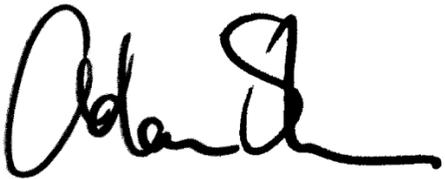
## **X. CONCLUSION AND RECOMMENDATION**

45. Based on all of the forgoing, the Proposal Trustee respectfully recommends that this Court issue and order granting the relief summarized in paragraph 6(vi) of this Second Report.

All of which is respectfully submitted  
this 11<sup>th</sup> day of December, 2018.

**Richter Advisory Group Inc.  
in its capacity as Proposal Trustee of  
Fluid Brands Inc., 11041037 Canada Inc. and 11041045 Canada Inc.**

Per:

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

**Adam Sherman, MBA, CIRP, LIT**

# TAB A

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

THE HONOURABLE



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FRIDAY, THE 2ND

DAY OF NOVEMBER, 2018

Court File No. 31-2436097

**IN THE MATTER OF THE NOTICE OF INTENTION  
TO MAKE A PROPOSAL OF  
FLUID BRANDS INC.,**

*(Court Seal)*

Court File No. 31-2436108

**IN THE MATTER OF THE NOTICE OF INTENTION  
TO MAKE A PROPOSAL OF  
11041037 CANADA INC.**

Court File No. 31-2436109

**IN THE MATTER OF THE NOTICE OF INTENTION  
TO MAKE A PROPOSAL  
OF 11041045 CANADA INC.**

**ADMINISTRATION ORDER**

**THIS MOTION**, made by Fluid Brands Inc., 11041037 Canada Inc. and 11041045 Canada Inc. (the "Debtors") for an Order, among other things, extending the time for filing a proposal pursuant to s. 50.4(9) of the *Bankruptcy and Insolvency Act* (the "BIA") approving the procedural consolidation of the Debtors' proposal proceedings, authorizing certain court-ordered charges against the property of the Debtors and other related relief was heard this day at the court house, 330 University Avenue, 7th Floor, Toronto, Ontario, M5G 1R7.

**ON READING** the Notice of Motion of the Debtors, in particular, the Affidavit of Fred Benitah, sworn November 1, 2018 (the "**Benitah Affidavit**") and on reading the First Report to Court of Richter Advisory Group Inc. ("**Richter**") in its capacity as Proposal Trustee (the "**Proposal Trustee**") and on hearing the submissions of the counsel for the Debtors, counsel for the Proposal Trustee, counsel for Isaac Benitah Sales Agencies Inc., and counsel for the Canadian Imperial Bank of Commerce under the Credit Agreement ("**CIBC**"), being the first-ranking secured creditor and primary operating lender of the Debtors, such other persons listed on the counsel slip, no one else appearing.

#### **SERVICE AND DEFINITIONS**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, the Motion Record and the First Report is hereby abridged and validated so that this motion is properly returnable today and that service, including the form, manner and time that such service was actually effected on all parties, is hereby validated, and where such service was not effected such service is hereby dispensed with.

2. **THIS COURT ORDERS** that capitalized terms used and not otherwise defined herein have the meaning ascribed to them in the Forbearance Agreement.

#### **PROCEDURAL CONSOLIDATION**

3. **THIS COURT ORDERS** that the Proposal proceedings of Fluid Brands Inc. (Court/Estate File No. 31-2436097), 11041037 Canada Inc. (Court/Estate File. No, 31-2436108) and 11041045 Canada Inc. (Court/Estate File No 31-2436109), are hereby procedurally consolidated.

4. **THIS COURT FURTHER ORDERS** that all further documents in any of the three consolidated proceedings be filed with the Court under the Court/Estate File No. 31-2436097 and that the title of proceedings in all three consolidated estates is as follows:

Court File No. 31-2436097  
Court File. No, 31-2436108  
Court File No 31-2436109

IN THE MATTER OF THE NOTICES OF INTENTION  
TO MAKE A PROPOSAL OF  
FLUID BRANDS INC.,  
11041037 CANADA INC. and 11041045 CANADA INC.

5. **THIS COURT ORDERS** that Richter, in its capacity as the Proposal Trustee of the consolidated Proposal Proceedings may administer the Proposal Proceedings on a consolidated basis, and the Proposal Trustee is authorized to administer the Proposal Proceedings as if they were a single proposal proceeding for the purpose of carrying out its administrative duties and responsibilities as proposal trustee under the BIA with respect to the administration of proposal proceedings generally, including without limitation:

- (a) the Proposal Trustee is authorized to issue consolidated reports in respect of the Proposal Proceedings; and
- (b) the Proposal Trustee is authorized to perform a consolidated mailing, filing, advertising and distribution of all filings and notices in the Proposal Proceedings required under the BIA.

**INTERIM FINANCING**

6. **THIS COURT ORDERS** that the Debtors are authorized pursuant to s. 50.6(1) of the BIA to collectively borrow Revolving Post-Petition Loans (all amounts advanced under the Revolving

Post-Petition Loans and all other Post-Petition Obligations under the Forbearance Agreement, the “**DIP Facility**”) from the DIP Lender (as defined below) up to the amount of the Credit pursuant to the Forbearance Agreement dated November 1, 2018 between *inter alia* the Debtors and CIBC (in such capacity, the “**DIP Lender**”) attached to the Benitah Affidavit (the “**Forbearance Agreement**” or the “**DIP Agreement**”) .

7. **THIS COURT ORDERS** the Debtors are hereby authorized and empowered to execute and deliver the Forbearance Agreement (which is hereby approved) and such other agreements, mortgages, charges, hypothecs or security agreement, or guarantees or other documents in connection with the interim financing (together with all such definitive documents previously executed and delivered by the Debtors to CIBC and the DIP Lender and presently in force and effect, the “**Definitive Documents**”) authorized herein and are hereby authorized and directed to pay and perform all of its indebtedness, interest and fees, liabilities and obligations to the DIP Lender pursuant to the DIP Facility and Definitive Documents as and when the same become due or are to be performed, notwithstanding any other provision in this Order.

8. **THIS COURT ORDERS** that the DIP Lender shall be entitled to a charge (the “**DIP Charge**”) against all of the current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situated including all proceeds thereof (the “**Property**”) of each of the Debtors in priority to all Encumbrances (as defined below) as security for the due repayment of the DIP Facility.

9. **THIS COURT ORDERS** that, notwithstanding any other provision of this Order:

- (a) the DIP Lender may, if it deems necessary, take such steps from time to time as it may deem necessary or appropriate to file, register, record or perfect the DIP Charge but nothing herein obligates the DIP Lender to take any such steps;
- (b) Subject to the terms of the Forbearance Agreement, the DIP Lender (i) upon three (3) business days' written notice to the Applicant and the Proposal Trustee, may exercise any and all of its respective rights and remedies against the Debtors or the Property under or pursuant to the DIP Facility and the DIP Charge, including without limitation, to apply to this Court for the appointment of a receiver, receiver and manager or interim receiver, or for a bankruptcy order against the Debtors and for the appointment of a trustee in bankruptcy of the Debtors or to seize and retain proceeds from the sale of the Property and the cash flow of the Debtors to repay amounts owing to the DIP Lender; (ii) immediately upon providing written notice to the Debtors and the Proposal Trustee, may cease making advances to the Debtors and set off and/or consolidate any amounts owing by the DIP Lender to the Debtors and issue written demand for repayment, accelerate payment and give other notices; and
- (c) the foregoing rights and remedies of the DIP Lender shall be enforceable against any trustee in bankruptcy, interim receiver, receiver or receiver and manager of any of the Debtors or the Property, or in any proceedings under the *Companies' Creditors Arrangement Act* (the "CCAA").

10. **THIS COURT ORDERS AND DECLARES** that, unless otherwise agreed to in writing, the DIP Lender shall be treated as unaffected in any Proposal, plan of arrangement or compromise

filed by the Debtors under the CCAA or any plan of arrangement filed under the *Canada Business Corporations Act* or equivalent provincial legislation, with respect to the DIP Facility and in furtherance thereof CIBC in respect of the Pre-Petition Obligations under the Credit Agreement and the Existing Security and the DIP Lender under the Forbearance Agreement, shall be unaffected by any stay of proceedings under the BIA, but subject to Paragraph 9(b) above.

11. **THIS COURT ORDERS AND DECLARES** that except as may be expressly consented to by the DIP Lender, at no time on and after the NOI Filing Date shall all or part of any the Property be the subject of a Court ordered security or charge in favour of any party (other than the DIP Charge in favour of the DIP Lender) where such security or charge is purported to rank in any manner whatsoever in priority or *pari passu* to any claim of the DIP Lender in respect of the DIP Facility and in respect of the DIP Charge or any claim of CIBC in respect of the Pre-Petition Obligations under the Credit Agreement and the Existing Security.

12. **THIS COURT ORDERS** that the Debtors are hereby authorized to pay the DIP Lender, in accordance with the terms of the Forbearance Agreement and the Definitive Documents, from funds on hand, or from funds generated by post-filing sales of inventory or otherwise, any and all amounts owing by the Debtors to CIBC pursuant to the Credit Agreement on account of Pre-Petition Obligations.

#### **APPROVAL OF THE D&O CHARGE**

13. **THIS COURT ORDERS** that the Debtors shall indemnify their current and future directors and officers (the "Directors and Officers") against obligations and liabilities that they may incur as directors or officers of the Debtors after the commencement of the within proceedings, including, without limitation, in respect of any failure to pay wages and source

deductions and vacation pay, except to the extent that, with respect to any director or officer, the obligation or liability was incurred as a result of the director's or officer's gross negligence or willful misconduct.

14. **THIS COURT ORDERS** that the Directors and Officers shall be entitled to the benefit of and are hereby granted a charge (the "D&O Charge") on all assets, rights, undertakings and properties of the Debtors, of every nature and kind whatsoever, and wherever situated including all proceeds thereof (the "Property"), which charge shall not exceed an aggregate amount of \$500,000, as security for the indemnity provided in this Order. The D&O Charge shall have the priority set out herein.

15. **THIS COURT ORDERS** that, notwithstanding any language in any applicable insurance policy to the contrary, (a) no insurer shall be entitled to be subrogated to or claim the benefit of the D&O Charge, and (b) the Directors and Officers shall only be entitled to the benefit of the D&O Charge to the extent that they do not have coverage under any directors' and officers' insurance policy, or to the extent that such coverage is insufficient to pay amounts indemnified in accordance with paragraph 6 of this Order.

**APPROVAL OF THE KEY EMPLOYEE INCENTIVE PAYMENTS (THE "KEIP")**

16. **THIS COURT ORDERS** that the Debtors shall be entitled to make KEIP's to their employees <sup>subject to the Forbearance Agreement</sup> as determined by the Debtors' management, with the approval of the Proposal Trustee  provided that the total aggregate amount of such payments shall not exceed \$500,000 and that the employees who are the beneficiaries of the KEIP (the "KEIP Beneficiaries") shall be entitled to the benefit of and are hereby granted a charge (the "KEIP Charge") on the Property as security of all amounts now or hereafter owing under the KEIP to the KEIP Beneficiaries, before and after the

making of this Order. The KEIP Charge shall have the priority set out in paragraph 19 herein,  
~~subject to the Forbearance Agreement.~~

**APPROVAL OF THE ADMINISTRATION CHARGE**

17. **THIS COURT ORDERS** that the Proposal Trustee, Osler, Hoskin & Harcourt LLP as counsel for the Proposal Trustee (the “**Proposal Trustee’s Counsel**”) and Torkin Manes LLP as counsel to the Debtors in connection with these proceedings (the “**Company’s Counsel**”) shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, by the Debtors as part of the costs of these proceedings. The Debtors are hereby authorized and directed to pay the accounts of the Proposal Trustee, the Proposal Trustee's Counsel and the Company's Counsel (for work performed in connection with these BIA proceedings) on a weekly basis.

18. **THIS COURT ORDERS** that the Proposal Trustee, the Proposal Trustee's Counsel and the Company's Counsel shall be entitled to the benefit of and are hereby granted a charge (the “Administration Charge”) on the Property, which Administration Charge shall not exceed an aggregate amount of \$500,000, as security for their professional fees and disbursements incurred at their respective standard rates and charges, both before and after the making of this Order in respect of these proceedings. The Administration Charge shall have the priority set out herein.

**PRIORITY OF CHARGES**

19. **THIS COURT ORDERS** that the priorities of the charges created under this Order, (together, the “Charges”), as among them shall be as follows:

First - the Administration Charge (to the maximum amount of \$500,000);

Second - the DIP Charge;

Third - the D&O Charge (to the maximum amount of \$500,000); and

Fourth - the KEIP Charge (to a maximum amount of \$500,000).

20. **THIS COURT ORDERS** that each of the Charges shall constitute a charge on the Property and such Charges shall rank in priority to all other security interests, trusts (including constructive trusts), liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, the "Encumbrances") in favour of any individual, firm, corporation, governmental body or agency or any other entity (each of the foregoing being a "Person") save and except the Definitive Documents (including Existing Security) held by CIBC (and Encumbrances relating thereto) in respect of any and all amounts owing by the Debtors to CIBC pursuant to the Credit Agreement on account of Pre-Petition Obligations which such Definitive Documents of CIBC (and Encumbrances related thereto) shall rank in priority to the KEIRP Charge and D&O Charge.

21. **THIS COURT ORDERS** that the filing, registration or perfection of the Charges shall not be required, and that the Charges shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Charges coming into existence, notwithstanding any such failure to file, register, record or perfect.

22. **THIS COURT ORDERS** that except as otherwise expressly provided for herein, or as may be approved by this Court, the Debtors shall not grant any Encumbrances over any Property that rank in priority to, or *pari passu* with, any of the Charges unless the Debtors also obtain the

prior written consent of the Proposal Trustee and the other beneficiaries of the Charges, or further Order of this Court.

23. **THIS COURT ORDERS** that the Charges shall not be rendered invalid or unenforceable and the rights and remedies of the chargees entitled to the benefit of the Charges (collectively, the "Chargees") thereunder shall not otherwise be limited or impaired in any way by (a) the pendency of these proceedings and the declarations of insolvency made herein; (b) any application(s) for bankruptcy order(s) issued pursuant to the BIA, or any bankruptcy order made pursuant to such applications; (c) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (d) the provisions of any federal or provincial statutes; or (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an "Agreement") which binds the Debtors, and notwithstanding any provision to the contrary in any Agreement:

- (a) the creation of the Charges shall not create or be deemed to constitute a breach by the Debtors of any Agreement to which it is a party;
- (b) none of the Chargees shall have any liability to any Person whatsoever as a result of any breach of any Agreement caused by the creation of the Charges; and
- (c) the granting of the Charges, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.

24. **THIS COURT ORDERS** that any Charge created by this Order over leases of real property in Canada shall only be a Charge in the Debtors' interest in such real property leases.

**AUTHORIZATION TO PAY PRE-FILING AMOUNTS**

25. **THIS COURT ORDERS** that the Debtors shall be at liberty to pay critical pre-filing creditors if, in the opinion of the Debtors, the Proposal Trustee and the DIP Lender, such payments are critical to the business and ongoing operations of the Debtors, up to a maximum of \$200,000 and provided that any such payments are specifically approved by the Proposal Trustee and the DIP Lender.

**STAY EXTENSION**

26. **THIS COURT ORDERS** that the Proposal Period is hereby extended in accordance with subsection 50.4(9) of the BIA, to and including ~~November 26, 2018~~ <sup>December 20, 2018</sup>



**SERVICE AND NOTICE**

27. **THIS COURT ORDERS** that the E-Service Protocol of the Commercial List (the "Protocol") is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/eservice-commercial/>) shall be valid and effective service. Subject to Rule 17.05 of the Rules of Civil Procedure (Ontario) (the "Rules"), this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules. Subject to Rule 3.01(d) of the Rules and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Protocol with the following URL: <http://www.richter.ca/Folder/Insolvency-Cases/Bombay>.

28. **THIS COURT ORDERS** that if the service or distribution of documents in accordance with the Protocol is not practicable, the Debtors and the Proposal Trustee are at liberty to serve or distribute this Order, any other materials and orders in these proceedings and any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or facsimile transmission to the Debtors' creditors or other interested parties at their respective addresses as last shown on the records of the Debtors and that any such service or distribution by courier, personal delivery or facsimile transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

29. **THIS COURT ORDERS** that the Debtors, the Proposal Trustee and their counsel are at liberty to serve or distribute this Order, any other materials and orders as may be reasonably required in these proceedings, including any notices, or other correspondence, by forwarding true copies thereof by electronic message to the Debtors' creditors or other interested parties and their advisors. For greater certainty, any such distribution or service shall be deemed to be in satisfaction of a legal or juridical obligation, and notice requirements within the meaning of clause 3(c) of the *Electronic Commerce Protection Regulations*, Reg. 81000-2-175 (SOR/DORS).

30. **THIS COURT ORDERS** that the Proposal Trustee continues to be and is hereby authorized to take all steps required to fulfill its duties under the BIA or as an officer of the Court, including, without limitation, to:

- (a) monitor the Debtors' receipts and disbursements;

- (b) report to this Court at such times and intervals as the Proposal Trustee may deem appropriate with respect to matters relating to the Property, and such other matters as may be relevant to the proceedings herein;
- (c) assist the Debtors in their preparation of the Debtors' cash flow statements, which information shall be reviewed with the Proposal Trustee and delivered to the DIP Lender, and its counsel, and to any financial advisors to the DIP Lender on a periodic basis, but not less than weekly, or as otherwise agreed to by the DIP Lender;
- (d) assist the Debtors, to the extent required by the Debtors, in its dissemination to the DIP Lender and its counsel, and to any financial advisors to the DIP Lender, on a weekly basis of financial and other information as agreed to between the Debtors and the DIP Lender;
- (e) assist the Debtors in their development of a proposal to their creditors and any amendments to such proposal;
- (f) assist the Debtors, to the extent required by the Debtors, with the holding and administering of creditors' or shareholders' meetings for voting on a proposal;
- (g) have full and complete access to the Property, including the premises, books, records, data, including data in electronic form, and other financial documents of the Debtors, to the extent that is necessary to adequately assess the Debtors' business and financial affairs or to perform its duties arising under the BIA or this Order;

- (h) be at liberty to engage such Persons as the Proposal Trustee deems necessary or advisable respecting the exercise of its powers and performance of its obligations under the BIA or this Order; and
- (i) perform such other duties as are required by the BIA, this Order or by this Court from time to time.

31. **THIS COURT ORDERS** that the Proposal Trustee shall not take possession of the Property and shall take no part whatsoever in the management or supervision of the management of the Debtors' business and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the Debtors' business or the Property, or any part thereof.

32. **THIS COURT ORDERS** that, in addition to the rights and protections afforded to the Proposal Trustee under the BIA or as an officer of this Court, the Proposal Trustee shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded to the Proposal Trustee under the BIA or any applicable legislation.

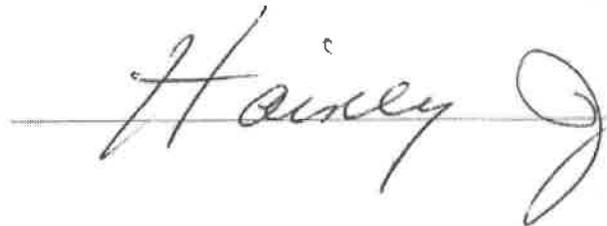
#### **GENERAL**

33. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

34. **THIS COURT HEREBY REQUESTS** the aid and recognition of any Court, tribunal, regulatory or administrative bodies, having jurisdiction in Canada or in the United States of

America, to give effect to this Order and to assist the Debtors, the Proposal Trustee and their respective 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 Debtors and to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Proposal Trustee in any foreign proceeding, or to assist the Debtors and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

35. **THIS COURT ORDERS** that any interested party (including the Debtors and the Proposal Trustee) may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

A handwritten signature in cursive script, appearing to read "Hainey", is written over a horizontal line. The signature is fluid and includes a large, decorative flourish at the end.

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF FLUID BRANDS INC.  
IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF 11041037 CANADA INC.  
IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF 11041045 CANADA INC.

Court File Nos. 31-2436097, 31-2436108 & 31-2436109

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

PROCEEDING COMMENCED AT TORONTO

**ADMINISTRATION ORDER**

**TORKIN MANES LLP**

Barristers & Solicitors  
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Lawyers for the Debtors

# TAB B

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



THE HONOURABLE )

*HAINY*)

FRIDAY, THE 2ND

DAY OF NOVEMBER, 2018

Court File No. 31-2436097

**IN THE MATTER OF THE NOTICE OF INTENTION  
TO MAKE A PROPOSAL OF  
FLUID BRANDS INC.**

*(Court Seal)*

Court File No. 31-2436108

**IN THE MATTER OF THE NOTICE OF INTENTION  
TO MAKE A PROPOSAL OF  
11041037 CANADA INC.**

Court File No. 31-2436109

**IN THE MATTER OF THE NOTICE OF INTENTION  
TO MAKE A PROPOSAL  
OF 11041045 CANADA INC.**

**LIQUIDATION PROCESS ORDER**

**THIS MOTION**, made by Fluid Brands Inc., 11041037 Canada Inc. and 11041045 Canada Inc. (the "Debtors") for an Order, among other things, approving the consulting agreement entered into between the Debtors herein and Merchant Retail Solutions ULC and Gordon Brothers Canada ULC (the "Consulting Agreement") and other related relief was heard this day at the court house, 330 University Avenue, 8th Floor, Toronto, Ontario, M5G 1R7.

ON READING the Notice of Motion of the Debtors, in particular, the Affidavit of Fred Benitah, sworn November 1, 2018 and on reading the First Report to Court of the Proposal Trustee and on hearing the submissions of the counsel for the Debtors, counsel for the Proposal Trustee and counsel for the Canadian Imperial Bank of Commerce, being the first-ranking secured creditor and primary operating lender of the Debtors, *and such other persons listed on the counsel slip*

*GH*

**SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that capitalized terms used and not defined herein have the same meaning ascribed to them in the Consulting Agreement.

**APPROVAL OF THE CONSULTING AGREEMENT**

3. **THIS COURT ORDERS** that the Consulting Agreement, including the Sale Guidelines attached hereto as Schedule "A" (the "Sale Guidelines"), and the transactions contemplated under the Consulting Agreement, including the Sale Guidelines, are hereby approved with such minor amendments *to the consulting (but not the sale guidelines)* as the Debtors, with the consent of the Proposal Trustee, and the Consultant may deem necessary and agree to in writing. Subject to the provisions of this Order, the Debtors, and the Proposal Trustee are hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable to implement the Consulting Agreement and the Sale Guidelines and each of the transactions contemplated therein.

*GH*

**THE SALE**

4. **THIS COURT ORDERS** that the Debtors, with the assistance of the Consultant, is authorized and directed to conduct the Sale in accordance with this Order, the Consulting Agreement and the Sale Guidelines and to advertise and promote the Sale within the Stores, all in accordance with the Sale Guidelines. If there is a conflict between this Order, the Consulting Agreement and the Sale Guidelines, the order of priority of documents to resolve each conflict is as follows: (1) this Order; (2) the Sale Guidelines; and (3) the Consulting Agreement.

5. **THIS COURT ORDERS** that the Debtors, with the assistance of the Consultant, is authorized to market and sell the Merchandise and the FF&E, free and clear of all liens, claims, encumbrances, security interests, hypothecs, prior claims, mortgages, charges, trusts, deemed trusts, executions, levies, financial, monetary or other claims, whether or not such claims have attached or been perfected, registered or filed and whether secured, unsecured, quantified or unquantified, contingent or otherwise, whensoever and howsoever arising, and whether such claims arose or came into existence prior to the date of this Order or arise or come into existence following the date of this Order (in each case, whether contractual, statutory, arising by operation of law, in equity or otherwise) (all of the foregoing, collectively "Claims"), including, without limiting the generality of the foregoing: (a) any encumbrances or charges created by this Order and any other charges hereinafter granted by this Court in these proceedings; and (b) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system (all of which are collectively referred to as the "Encumbrances"), which Claims will attach instead to the proceeds received from the Merchandise and the FF&E, other than amounts due and payable to the Consultant by the Debtors

under the Consulting Agreement, in the same order and priority as the Claims existed as at the date hereof.

6. **THIS COURT ORDERS** that, subject to the terms of this Order and the Sale Guidelines, the Consultant shall have the right to use the Stores and all related store services, furniture, trade fixtures and equipment, including the FF&E, located at the Stores, and other assets of the Debtors as designated under the Consulting Agreement for the purpose of conducting the Sale, and for such purposes, the Consultant shall be entitled to the benefit of the Debtors' stay of proceedings provided under section 69 or section 69.1 of the BIA, as applicable and as such stay may be extended from time to time.

7. **THIS COURT ORDERS** that until the Sale Termination Date or such earlier date as a lease is disclaimed in accordance with the BIA, the Consultant shall have access to the Stores in accordance with the applicable leases and the Sale Guidelines on the basis that the Consultant is assisting the Debtors and the Debtors have granted the right of access to the applicable Store to the Consultant. To the extent that the terms of the applicable leases are in conflict with any term of this Order or the Sale Guidelines, the terms of this Order and the Sale Guidelines shall govern.

8. **THIS COURT ORDERS** that until a real property lease is disclaimed or resiliated in accordance with the BIA, the Debtors shall pay amounts constituting rent or payable as rent under real property leases (including for greater certainty, common area maintenance charges, utilities, and realty taxes and any other amounts payable to the landlord under the lease) (collectively, "Rent") or as otherwise may be negotiated between the Debtors and the landlord from time to time in accordance with the terms of the applicable real property <sup>lease</sup> on the first business day of each month, in advance (but not in arrears). Upon delivery of a notice of disclaimer or resiliation, the

Debtors shall pay all Rent owing by the Debtors to the applicable landlord in respect of such lease due for the notice period stipulated in the BIA to the extent that Rent for such period has not already been paid.

9. **THIS COURT ORDERS** that nothing in this Order shall amend or vary, or be deemed to amend or vary, the terms of the leases for the Stores. Nothing contained in this Order or the Sale Guidelines shall be construed to create or impose upon the Debtors or the Consultant any additional restrictions not contained in the applicable lease.

10. **THIS COURT ORDERS** that nothing herein is, or shall be deemed to be a consent by any Landlord to the sale, assignment or transfer of any Lease, or to grant to the Landlord any greater rights than already exist under the terms of any applicable Lease.

11. **THIS COURT ORDERS** that until the Sale Termination Date, the Consultant shall have the right to use, without interference by any intellectual property licensor, the Debtors' trademarks, trade names and logos, customer/marketing lists, website and social media accounts as well as all licenses and rights granted to the Debtors to use the trade names, and logos of third parties, relating to and used in connection with the operation of the Stores solely for the purpose of advertising and conducting the Sale in accordance with the terms of the Consulting Agreement, the Sale Guidelines and this Order, provided that the Consultant provides the Debtors with a copy of any proposed advertising two days prior to its use in the Sale.

**CONSULTANT LIABILITY**

12. **THIS COURT ORDERS** that the Consultant shall act solely as an independent consultant to the Debtors and that it shall not be liable for any claims against the Debtors other than as expressly provided in the Consulting Agreement or the Sale Guidelines. More specifically:

- (a) The Consultant shall not be deemed to be an owner or in possession, care, control or management of the Stores or the assets located therein or associated therewith or of the Debtors' employees located at the Stores or any other property of the Debtors;
- (b) The Consultant shall not be deemed to be an employer, or a joint or successor employer or a related or common employer or payor within the meaning of any legislation governing employment or labour standards or pension benefits or health and safety or other statute, regulation or rule of law or equity for any purpose whatsoever, and shall not incur any successorship liabilities whatsoever; and
- (c) The Debtors shall bear all responsibility for any liability whatsoever (including without limitation losses, costs, damages, fines, or awards) relating to claims of customers, employees and any other persons arising from events and closings occurring at the Stores during and after the term of the Consulting Agreement, except to the extent that such claims are the result of events or circumstances caused or contributed to by the gross negligence or wilful misconduct of the Consultant, its employees, agents or other representatives, or otherwise in accordance with the Consulting Agreement.

13. **THIS COURT ORDERS** to the extent any of the Debtors' landlords may have a claim against the Debtors arising solely out of the conduct of the Consultant in conducting the Sale for

which the Debtors have claims against the Consultant under the Consulting Agreement, the Debtors shall be deemed to have assigned free and clear such claims to the applicable landlord (the "Assigned Landlord Rights"); provided that each such landlord shall only be permitted to advance each such claims against the Consultant if written notice, including the reasonable details of such claims, is provided by such Landlord to the Consultant, the Debtors and the Proposal Trustee during the period from the Sale Commencement Date to the date that is thirty (30) days following the Sale Termination Date.

**CONSULTANT AS UNAFFECTED CREDITOR**

14. **THIS COURT ORDERS** that, in accordance with section 69.4 of the BIA, and subject only to paragraph 6 of this Order, the Consultant shall not be affected by the stay of proceedings in respect of the Debtors and shall be entitled to exercise its remedies under the Consulting Agreement in respect of claims of the Consultant pursuant to the Consulting Agreement (collectively, the "Consultant's Claims"), the Consultant shall be treated as an unaffected creditor in the context of the present proceedings and in any proposal.

15. **THIS COURT ORDERS** that notwithstanding the terms of any order issued by this Court in the context of the present proceedings or the terms of the BIA, the Debtors shall not be entitled to repudiate, disclaim or resiliate the Consulting Agreement or any of the agreements, contracts or arrangements in relation thereto entered into with the Consultant. 

16. **THIS COURT ORDERS** that the Debtors are hereby authorized to remit, in accordance with the Consulting Agreement, all amounts that become due to the Consultant thereunder.

17. **THIS COURT ORDERS** that no Claims shall attach to any amounts payable by the Debtors to the Consultant pursuant to the Consulting Agreement, including any amounts that must

be reimbursed by the Debtors to the Consultant, and the Debtors shall pay any such amounts to the Consultant free and clear of all Claims, notwithstanding any enforcement or other process, all in accordance with the Consulting Agreement.

18. **THIS COURT ORDERS** that notwithstanding (a) the pendency of these proceedings; (b) any application for a bankruptcy order now or hereafter issued pursuant to the BIA in respect of Debtors or any bankruptcy order made pursuant to any such applications; (c) any assignment in bankruptcy made in respect of the Debtors; (d) the provisions of any federal or provincial statute; or (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of encumbrances, contained in any existing loan documents, lease, mortgage, security agreement, debenture, sublease, offer to lease or other document or agreement (collectively, the "Agreement") which binds the Debtors:

(a) the Consulting Agreement and the transactions and actions provided for and contemplated therein (including the Sale Guidelines), including, without limitation, the payment of amounts due to the Consultant; and

(b) Assigned Landlord Rights,

shall be binding on any trustee in bankruptcy that may be appointed in respect of any of the Debtors and shall not be void or voidable by any Person (as defined in the BIA), including any creditor of the Debtors, nor shall they, or any of them, constitute or be deemed to be a preference, fraudulent conveyance, transfer at undervalue or other challengeable reviewable transaction, under the BIA or any applicable law, nor shall they constitute oppressive or unfairly prejudicial conduct under any applicable law.

19. **THIS COURT ORDERS** that notwithstanding (a) the pendency of these proceedings; (b) any application for a bankruptcy order now or hereafter issued pursuant to the BIA in respect of any of the Debtors or any bankruptcy order made pursuant to any such applications; (c) any assignment in bankruptcy made in respect of any of the Debtors; (d) the provisions of any federal or provincial statute; or (e) any Agreement which binds the Debtors, any obligation to clean up or repair any of the leased premises contained in this Order or the Sale Guidelines, shall be binding on any trustee in bankruptcy that may be appointed in respect to the Debtors and shall not be void or voidable by any Person (as defined in the BIA), including any creditor of the Debtors, nor shall they, or any of them, constitute or be deemed to be a preference, fraudulent conveyance, transfer at undervalue or other challengeable reviewable transaction, under the BIA or any applicable law, nor shall they constitute oppressive or unfairly prejudicial conduct under any applicable law.

**GENERAL**

20. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada.

21. **THIS COURT HEREBY REQUESTS** the aid and recognition of any Court, tribunal, regulatory or administrative bodies, having jurisdiction in Canada or in the United States of America, to give effects to this Order and to assist the Debtors, the Proposal Trustee and their respective 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 Debtors and to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Proposal Trustee in any foreign proceeding, or to assist the Debtors and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

22. **THIS COURT ORDERS** that any interested party (including the Debtors and the Proposal Trustee) may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

A handwritten signature in cursive script, appearing to read "Hainey J.", is written over a horizontal line. The signature is fluid and somewhat stylized, with a large initial 'H' and a distinct 'J' at the end.

## SCHEDULE A

### SALE GUIDELINES

The following procedures shall apply to the Sale to be conducted at the Stores of 11041037 Canada Inc., and 11041045 Canada Inc. (collectively, the "Merchant"). All terms not herein defined shall have the meaning set forth in the Consulting Agreement by and between a joint venture comprised of Merchant Retail Solutions, ULC, an affiliate of Hilco Merchant Resources, LLC, and Gordon Brothers Canada ULC, an affiliate of Gordon Brothers Retail Partners, LLC (the "Consultant") and the Merchant dated as of October 31, 2018 (the "Consulting Agreement").

1. Except as otherwise expressly set out herein, and subject to: (i) the Order dated November 2, 2018 approving the Consulting Agreement (the "Approval Order") or any further Order of the Ontario Superior Court of Justice (Commercial List) (the "Court"); or (ii) any subsequent written agreement between the Merchant and the applicable landlord(s) (individually, a "Landlord" and, collectively, the "Landlords") and approved by the Consultant, or (iii) as otherwise set forth herein, the Sale shall be conducted in accordance with the terms of the applicable leases/or other occupancy agreements to which the affected Landlords are privy for each of the affected Stores (individually, a "Lease" and, collectively, the "Leases"). However, nothing contained herein shall be construed to create or impose upon the Merchant or the Consultant any additional restrictions not contained in the applicable Lease or other occupancy agreement. *Such sale to end no later than January 31, 2019.*
2. The Sale shall be conducted so that each of the Stores remains open during its normal hours of operation provided for in its respective Lease until the respective Sale Termination Date for such Store. The Sale at the Stores shall end by no later than the Sale Termination Date. Rent payable under the respective Leases shall be paid in accordance with the terms of the Approval Order.
3. The Sale shall be conducted in accordance with applicable federal, provincial and municipal laws and regulations, unless otherwise ordered by the Court.
4. All display and hanging signs used by the Consultant in connection with the Sale shall be professionally produced and all hanging signs shall be hung in a professional manner. Notwithstanding anything to the contrary contained in the Leases, the Consultant may advertise the Sale at the Stores as an "everything on sale", an "everything must go", a "store closing" or similar theme sale at the Stores (provided however that no signs shall advertise the Sale as a "bankruptcy", a "going out of business" or a "liquidation" sale it being understood that the French equivalent of "clearance" is "liquidation" and is permitted to be used). Forthwith upon request from a Landlord, the Landlord's counsel, the Merchant or the Proposal Trustee, the Consultant shall provide the proposed signage packages along with the proposed dimensions and number of signs (as approved by the Merchant pursuant to the Consulting Agreement) by e-mail or facsimile to the applicable Landlords or to their counsel of record. Where the provisions of the Lease conflict with these Sale Guidelines, these Sale Guidelines shall govern. The Consultant shall not use neon or day-glow or handwritten signage (unless otherwise contained in the sign package, including "you pay" or "topper" signs). In addition, the Consultant shall be permitted to

*advertising*

utilize exterior banners/signs at stand alone or strip mall Stores or enclosed mall Stores with a separate entrance from the exterior of the enclosed mall, provided, however, that where such banners are not permitted by the applicable Lease and the Landlord requests in writing that the banners are not to be used, no banners shall be used absent further Order of the Court, which may be sought on an expedited basis on notice to the service list in the NOI proceedings (the "Service List"). Any banners used shall be located or hung so as to make clear that the Sale is being conducted only at the affected Store and shall not be wider than the premises occupied by the affected Store. All exterior banners shall be professionally hung and to the extent that there is any damage to the façade of the premises of a Store as a result of the hanging or removal of the exterior banner, such damage shall be professionally repaired at the expense of the Consultant. If a Landlord is concerned with "store closing" signs being placed in the front window of a Store or with the number or size of the signs in the front window, the Consultant and the Landlord will discuss the Landlord's concerns and work to resolve the dispute.

5. The Consultant shall be permitted to utilize sign walkers and street signage; provided, however, such sign walkers and street signage shall not be located on the shopping centre or mall premises.
6. The Consultant shall not make any alterations to interior or exterior Store lighting, except as authorized pursuant to the applicable Lease. The hanging of exterior banners or other signage, where permitted in accordance with the terms of these guidelines, shall not constitute an alteration to a Store.
7. Conspicuous signs shall be posted in the cash register areas of each Store to the effect that all sales are "final".
8. The Consultant shall not distribute handbills, leaflets or other written materials to customers outside of any of the Stores on any Landlord's property, unless permitted by the applicable Lease or, if distribution is customary in the shopping centre in which the Store is located. Otherwise, the Consultant may solicit customers in the Stores themselves. The Consultant shall not use any giant balloons, flashing lights or amplified sound to advertise the Sale or solicit customers, except as permitted under the applicable Lease, or agreed to by the Landlord.
9. At the conclusion of the Sale in each Store, the Consultant shall arrange that the premises for each Store are in "broom-swept" and clean condition, and shall arrange that the Stores are in the same condition as on the commencement of the Sale, ordinary wear and tear excepted. No property of any Landlord of a Store shall be removed or sold during the Sale. No permanent fixtures (other than FF&E which for clarity is owned by the Merchant) may be removed without the applicable Landlord's written consent unless otherwise provided by the applicable Lease. Any fixtures or personal property left in a Store after the Sale Termination Date in respect of which the applicable Lease has been disclaimed by the Merchant shall be deemed abandoned, with the applicable Landlord having the right to dispose of the same as the Landlord chooses, without any liability whatsoever on the part of the Landlord.

10. Subject to the terms of paragraph 9 above, the Consultant may sell FF&E which is located in the Stores during the Sale. The Merchant and the Consultant may advertise the sale of FF&E consistent with these guidelines on the understanding that any applicable Landlord may require that such signs be placed in discreet locations acceptable to the applicable Landlord, acting reasonably. Additionally, the purchasers of any FF&E sold during the Sale shall only be permitted to remove the FF&E either through the back shipping areas designated by the applicable Landlord, or through other areas after regular store business hours, or through the front door of the Store during store business hours if the FF&E can fit in a shopping bag, with applicable Landlord's supervision as required by the applicable Landlord. The Consultant shall repair any damage to the Stores resulting from the removal of any FF&E by Consultant or by third party purchasers of FF&E from Consultant.
11. The Merchant hereby provides notice to the Landlords of the Merchant and the Consultant's intention to sell and remove FF&E from the Stores. The Consultant will arrange with each Landlord represented by counsel on the Service List and with any other applicable Landlord that so requests, a walk through with the Consultant to identify the FF&E subject to the sale. The relevant Landlord shall be entitled to have a representative present in the Store to observe such removal. If the Landlord disputes the Consultant's entitlement to sell or remove any FF&E under the provisions of the Lease, such FF&E shall remain on the premises and shall be dealt with as agreed between the Merchant, the Consultant and such Landlord, or by further Order of the Court upon application by the Merchant on at least two (2) days' notice to such Landlord. If the Merchant has disclaimed or resiliated the Lease governing such Store in accordance with the BIA, it shall not be required to pay rent under such Lease pending resolution of any such dispute (other than rent payable for the notice period provided for in the BIA), and the disclaimer or resiliation of the Lease shall be without prejudice to the Merchant's or Consultant's claim to the FF&E in dispute.
12. If a notice of disclaimer or resiliation is delivered pursuant to the BIA to a Landlord while the Sale is ongoing and the Store in question has not yet been vacated, then: (a) during the notice period prior to the effective time of the disclaimer or resiliation, the applicable Landlord may show the affected leased premises to prospective tenants during normal business hours, on giving the Merchant and the Consultant 24 hours' prior written notice; and (b) at the effective time of the disclaimer or resiliation, the relevant Landlord shall be entitled to take possession of any such Store without waiver of or prejudice to any claims or rights such Landlord may have against the Merchant in respect of such Lease or Store, provided that nothing herein shall relieve such Landlord of its obligation to mitigate any damages claimed in connection therewith.
13. The Consultant and its agents and representatives shall have the same access rights to the Stores as the Merchant under the terms of the applicable Lease, and the applicable Landlords shall have the rights of access to the Stores during the Sale provided for in the applicable Lease (subject, for greater certainty, to any applicable stay of proceedings).
14. The Merchant and the Consultant shall not conduct any auctions of Merchandise or FF&E at any of the Stores.

15. The Consultant shall designate a party to be contacted by the Landlords should a dispute arise concerning the conduct of the Sale. The initial contact person for Consultant shall be Sarah Baker who may be reached by phone at 847-504-2462 or email at sbaker@hilcoglobal.com. If the parties are unable to resolve the dispute between themselves, the Landlord or Merchant shall have the right to schedule a "status hearing" before the Court on no less than two (2) days written notice to the other party or parties, during which time the Consultant shall cease all activity in dispute other than activity expressly permitted herein, pending the determination of the matter by the Court; provided, however, that if a banner has been hung in accordance with these Sale Guidelines and is thereafter the subject of a dispute, the Consultant shall not be required to take any such banner down pending determination of the dispute.
16. Nothing herein is, or shall be deemed to be a consent by any Landlord to the sale, assignment or transfer of any Lease, or to grant to the Landlord any greater rights than already exist under the terms of any applicable Lease.
17. These Sale Guidelines may be amended by written agreement between the Merchant, the Consultant and any applicable Landlord (provided that such amended Sale Guidelines shall not affect or bind any other Landlord not privy thereto without further Order of the Court approving the amended Sale Guidelines).

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF FLUID BRANDS INC.  
IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF 11041037 CANADA INC.  
IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF 11041045 CANADA INC.

Court File Nos. 31-2436097, 31-2436108 & 31-2436109

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

PROCEEDING COMMENCED AT TORONTO

**LIQUIDATION PROCESS ORDER**

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Lawyers for the Debtors

# TAB C

**Court File Nos. 31 – 2436097 / 31 – 2436108 / 31 – 2436109**

**FLUID BRANDS INC.  
11041037 CANADA INC. (BOMBAY)  
11041045 CANADA INC. (BOWRING)**

**FIRST REPORT OF RICHTER ADVISORY GROUP INC.  
IN ITS CAPACITY AS TRUSTEE UNDER THE  
NOTICES OF INTENTION TO MAKE A PROPOSAL OF  
FLUID BRANDS INC., 11041037 CANADA INC. (BOMBAY) AND  
11041045 CANADA INC. (BOWRING)**

**NOVEMBER 1, 2018**

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APPENDIX "D" – CONSULTING AGREEMENT

APPENDIX "E" – CASH FLOW FORECAST

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

**IN THE MATTER OF THE NOTICES OF INTENTION TO MAKE A PROPOSAL OF  
FLUID BRANDS INC., 11041037 CANADA INC. (BOMBAY) AND 11041045 CANADA INC. (BOWRING)**

**FIRST REPORT OF RICHTER ADVISORY GROUP INC.  
IN ITS CAPACITY AS TRUSTEE UNDER THE  
NOTICES OF INTENTION TO MAKE A PROPOSAL OF  
FLUID BRANDS INC., 11041037 CANADA INC. (BOMBAY) AND 11041045 CANADA INC. (BOWRING)**

**NOVEMBER 1, 2018**

**I. INTRODUCTION**

1. This report (the “**First Report**”) is filed by Richter Advisory Group Inc. (“**Richter**”) in its capacity as proposal trustee (the “**Proposal Trustee**”) in connection with the Notices of Intention to Make a Proposal (“**NOIs**”) filed by each of Fluid Brands Inc. (“**Fluid**”), 11041037 Canada Inc. (“**Bombay**”) and 11041045 Canada Inc. (“**Bowring**”, and together with Fluid and Bombay, the “**Fluid Entities**”).
2. On October 25, 2018 (the “**Filing Date**”), the Fluid Entities each filed a NOI pursuant to Section 50.4(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B.-3, as amended (the “**BIA**”) and Richter was appointed as Proposal Trustee under each NOI. Copies of the Certificates of Filing issued by the Superintendent of Bankruptcy for each of the Fluid Entities are attached hereto as **Appendix “A”**.
3. The purpose of this First Report is to provide the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) with information pertaining to the following:
  - (i) Richter’s qualifications to act as Proposal Trustee of the Fluid Entities;
  - (ii) a limited summary of certain background information about the Fluid Entities;

- (iii) the Fluid Entities' proposed post-filing strategy, including information on the liquidation process proposed to be undertaken by the Fluid Entities;
- (iv) the key terms of a consulting agreement (the "**Consulting Agreement**") between the Fluid Entities and Merchant Retail Solutions, ULC and Gordon Brothers Canada, ULC, an affiliate of Gordon Brothers Retail Partners, LLC (collectively, the "**Consultant**"), pursuant to which, subject to Court approval, the Consultant will act as liquidation consultant to assist in liquidating the Fluid Entities' inventory and owned furniture, fixtures and equipment ("**FF&E**") at the Bombay / Bowring retail locations and warehouse in accordance with the sale guidelines (the "**Sale Guidelines**") appended to the Liquidation Process Order (as hereinafter defined);
- (v) the Fluid Entities' consolidated statement of projected cash flow for the period from October 21, 2018 to January 12, 2019;
- (vi) the Fluid Entities' request that it be authorized and empowered to obtain and borrow interim financing, including the terms of the debtor-in-possession ("**DIP**") facility;
- (vii) the proposed charges (the "**Charges**") sought by the Fluid Entities;
- (viii) the Fluid Entities request for an order approving the key employee incentive payments (the "**KEIP**");
- (ix) the Fluid Entities request for an order approving the administrative consolidation of the Fluid Entities' proposal proceedings;
- (x) the Fluid Entities request for an extension of the time required to file a consolidated proposal (the "**Proposal Period**") to December 20, 2018;
- (xi) the reasons why the Proposal Trustee is of the view that the Consulting Agreement should be approved by this Court; and
- (xii) the Proposal Trustee's recommendation that this Court make orders, as requested by the Fluid Entities:
  - (a) approving the Consulting Agreement and the Sale Guidelines;
  - (b) authorizing and directing the Fluid Entities, with the assistance of the Consultant, to conduct a liquidation of the Fluid Entities' retail operations, in accordance with the Sale Guidelines, and to take any and all actions as may be necessary or desirable to implement the Consulting Agreement and each of the transactions contemplated therein;
  - (c) approving the extension of the Proposal Period to December 20, 2018;

- (d) approving the administrative consolidation of the Fluid Entities' proposal proceedings;
- (e) approving the Charges;
- (f) approving the KEIP; and
- (g) authorizing the Fluid Entities to pay certain pre-filing amounts to service providers critical to implementing the Fluid Entities' restructuring plan to a maximum of \$200,000 with the prior approval of the Proposal Trustee and the DIP Lender or the Court.

## **II. TERMS OF REFERENCE**

- 4. Unless otherwise noted, all monetary amounts contained in this First Report are expressed in Canadian dollars.
- 5. In preparing this First Report, the Proposal Trustee has relied upon certain unaudited, draft, and / or internal financial information prepared by representatives of the Fluid Entities, the Fluid Entities' books and records, and discussions with representatives of the Fluid Entities and the Fluid Entities' legal counsel (collectively, the "**Information**").
- 6. Except as otherwise described in this First Report, the Proposal Trustee has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards ("**GAAS**") pursuant to the Chartered Professional Accountant of Canada Handbook (the "**CPA Handbook**") and, as such, the Proposal Trustee expresses no opinion or other form of assurance contemplated under GAAS in respect of the Information.
- 7. Future oriented financial information relied upon in this First Report is based on the Fluid Entities' representatives' assumptions regarding future events; actual results achieved may vary from the information presented even if the hypothetical assumptions occur and these variations may be material. Accordingly, the Proposal Trustee expresses no assurance as to whether projections will be achieved.

## **III. RICHTER'S QUALIFICATIONS TO ACT AS PROPOSAL TRUSTEE**

- 8. Richter was engaged by the Fluid Entities in early October 2018 to provide consulting services and assist the Fluid Entities in developing and assessing various strategic alternatives, which included several restructuring options.
- 9. Richter is a trustee within the meaning of subsection 2(1) of the BIA. The senior Richter professional personnel with carriage of this matter have acquired knowledge of the Fluid Entities and its business since the commencement of Richter's engagement as consultant. Richter is, therefore, in a position to immediately assist the Fluid Entities in their NOI proceedings.

10. Richter s.e.n.c.r.l./LLP (“**Richter LLP**”), an entity related to Richter, is the former auditor of the Fluid Entities. The last financial statements audited by Richter LLP were for the year ended September 24, 2016 (more than 2 years ago). The audit opinion in respect of these financial statements was issued by Richter LLP in March, 2017. Since March 2017, Richter LLP has done no further work nor rendered any audit or accounting services to the Fluid Entities.
11. In light of the foregoing, on October 24, 2018, the Court issued three separate orders permitting, pursuant to section 13.3 of the BIA, Richter to act as Proposal Trustee in the Fluid Entities’ NOI proceedings (the “**Proposal Trustee Orders**”). Copies of the Proposal Trustee Orders are attached hereto as **Appendix “B”**.

#### **IV. GENERAL BACKGROUND INFORMATION ON THE FLUID ENTITIES**

12. Fluid acquired the Bombay and Bowring businesses in early 2015 through a prior restructuring of those businesses pursuant to the *Companies’ Creditors Arrangement Act*.
13. The Fluid Entities include three (3) separate legal entities:
  - (i) Fluid operates generally as a holding company for its wholly-owned subsidiaries (Bombay and Bowring). Fluid carries on no other business aside from being the parent company to Bombay and Bowring.
  - (ii) Bombay, which currently operates 52 stores across Canada and offers large furniture, small occasional furniture, wall décor and home accessories; and
  - (iii) Bowring, which currently operates 53 stores across Canada and offers giftware, fashion tableware and decorative home accessories.
14. The Fluid Entities’ business, affairs, financial performance and position, as well as the causes of their insolvency, are detailed in the affidavit of Mr. Freddy Benitah, sworn November 1, 2018 (the “**Benitah Affidavit**”), filed in support of the Fluid Entities’ November 2, 2018 motion and are, therefore, not repeated herein. The Proposal Trustee has reviewed the Benitah Affidavit and discussed the business and affairs of the Fluid Entities with senior management personnel of the Fluid Entities and is of the view that the Benitah Affidavit provides a fair summary thereof.

#### **Retail Operations**

15. As at the Filing Date, Bombay operated 52 retail stores across Canada. 29 stores are located in Ontario with the remaining stores located in Quebec (11), British Columbia (5), Alberta (3), Manitoba (2), Newfoundland (1) and Nova Scotia (1). All of the Bombay retail locations are leased.

16. As at the Filing Date, Bowring operated 53 retail stores across Canada. 33 stores are located in Ontario with the remaining stores located in Quebec (10), Alberta (3), British Columbia (3), Manitoba (2), Saskatchewan (1) and Nova Scotia (1). All of the Bowring retail locations are leased.
17. The Fluid Entities' managerial and administrative staff operates from a leased head office located in Toronto, Ontario. The Fluid Entities also make use of a leased distribution centre located in Toronto, Ontario, where inventory is received, stored and shipped to retail stores.
18. As at the Filing Date, Bombay had approximately 660 employees and Bowring had approximately 530 employees. The Bombay and Bowring employees are not represented by a union and are not subject to a collective bargaining agreement. Bombay and Bowring do not sponsor any pension plans for their employees.

### **The Fluid Entities' Creditors**

19. The Proposal Trustee understands that the Canadian Imperial Bank of Commerce ("**CIBC**") is a secured creditor of the Fluid Entities owed approximately \$23.5 million, as at the Filing Date, pursuant to a credit agreement dated January 19, 2015 (as amended, supplemented, restated or replaced from time to time) between CIBC (as agent for the lender) and Fluid (as borrower) and Bombay/Bowring (as guarantors) (the "**Credit Agreement**").
20. Due to the filing of the Fluid Entities' NOIs, the Fluid Entities breached certain covenants under the Credit Agreement with CIBC. The Proposal Trustee understands that prior to the filing of the Fluid Entities' NOIs, CIBC demanded repayment and delivered notices pursuant to section 244 of the BIA to the Fluid Entities. On November 1, 2018, the Fluid Entities and CIBC (in such capacity the "**DIP Lender**") agreed on the terms of a forbearance agreement (the "**DIP Forbearance Agreement**"), pursuant to which CIBC agreed to (i) forbear, subject to certain terms and conditions, from taking steps to proceed with enforcement of its security held in support of its loans to the Fluid Entities, (ii) continue to permit the Fluid Entities access to its existing credit facilities in accordance with the Credit Agreement (the "**Existing CIBC Credit Facility**"), and (iii) provide the Fluid Entities with the Revolving Post-Petition Loans (all amounts advanced under the Revolving Post-Petition Loans and all other Post-Petition Obligations under the DIP Forbearance Agreement, the "**DIP Facility**") up to the amount of the Credit (as each such term is defined in the DIP Forbearance Agreement). A copy of the DIP Forbearance Agreement is attached as Exhibit "E" to the Benitah Affidavit.
21. In addition to CIBC, the Proposal Trustee has been advised that two (2) corporations related to the Fluid Entities, Isaac Bennett Sales Agencies, Inc. ("**IBSA**") and F.B.I. Inc. ("**FBI**"), are secured creditors of the Fluid Entities, pursuant to various loan and security agreements and are owed approximately \$24.3 million (IBSA approximately \$14.7 million and FBI approximately \$9.6 million).

22. Pursuant to various inter-creditor agreements between CIBC, IBSA and FBI, all amounts advanced by IBSA and FBI are subordinate to the amounts owed by the Fluid Entities to CIBC.
23. As at the date of this First Report, the Proposal Trustee has instructed its independent legal counsel, Osler, Hoskin and Harcourt LLP (“**Osler**”) to review the security of CIBC with respect to the Fluid Entities in the following jurisdictions: Ontario, Quebec, British Columbia, Alberta, Manitoba, Saskatchewan, Newfoundland and Nova Scotia. Although a security opinion has not yet been provided, at this time, the Proposal Trustee has been advised that Osler has not identified any concerns with the security held by CIBC.
24. In addition to CIBC, IBSA and FBI, the Proposal Trustee is aware of certain other registrations, in respect of specific leased assets, made pursuant to the *Personal Property Security Act* (Ontario) or other similar provincial legislation.
25. In addition to the amounts owed by the Fluid Entities to CIBC, IBSA and FBI, Bombay and Bowring estimate that they have accrued and unpaid obligations to unsecured creditors totaling approximately \$2.5 million and \$2.0 million, respectively (excluding estimated amounts due to vendors for goods in transit, estimated amounts due to customs brokers for storage, demurrage, freight, duties, etc. as well as estimated amounts due for provincial sales taxes). Copies of the creditor lists included in each of the Fluid Entities’ proposal proceedings are attached hereto as **Appendix “C”**.

### The Fluid Entities’ Financial Results

26. As described in the Benitah Affidavit, due to a number of factors, including unfavourable retail market trends, the Fluid Entities’ operations have suffered.
27. Summarized below are the Fluid Entities’ historical consolidated financial results for the fiscal years ended September 26, 2015, September 24, 2016, September 24, 2017 as well as for the ten (10) months ended July 28, 2018.

(\$000's)	Unaudited		Audited	
	10 Mos. Ended Jul 28/18	Year Ended Sept 24/17	Year Ended Sept 24/16	9 Mos. Ended Sept 26/15
<b>Sales</b>	\$ 76,005	\$ 95,922	\$ 98,784	\$ 54,374
Cost of Sales & Expenses	(78,899)	(93,817)	(98,219)	(58,670)
Amortization	(1,124)	(1,600)	(1,432)	(1,537)
Interest	(1,009)	(1,006)	(818)	(605)
	<b>(81,031)</b>	<b>(96,424)</b>	<b>(100,469)</b>	<b>(60,812)</b>
<b>Loss Before Income Taxes</b>	\$ <b>(5,027)</b>	\$ <b>(501)</b>	\$ <b>(1,686)</b>	\$ <b>(6,438)</b>

28. As a result of the Fluid Entities' ongoing losses, the Fluid Entities have exhausted their liquidity and the Fluid Entities have elected to file NOI's to restructure the Fluid Entities' business and operations.

## **V. OBJECTIVES OF THE FLUID ENTITIES' NOI PROCEEDINGS**

29. As noted above, as a result of a number of factors, the Fluid Entities have suffered significant losses since the acquisition of the Bombay and Bowring businesses / assets in early 2015.
30. In the circumstances, the Fluid Entities have determined that it is in the best interests of all stakeholders for the Fluid Entities to commence an orderly liquidation of their inventory and other assets while considering the merits of a process (the "**Sale Process**") to identify one or more parties interested in acquiring all or a portion of the Fluid Entities' business or assets.

## **VI. LIQUIDATOR SELECTION PROCESS**

31. It is the Fluid Entities' (and the Proposal Trustee's) belief that realizations from retail operations will be maximized through the appointment of an experienced liquidator to assist Bombay / Bowring with the orderly liquidation of their retail inventory and other owned assets while a process to monetize the remaining Fluid Entities' assets is considered.
32. In connection with the above, the Proposal Trustee notes that prior to the filing of the Fluid Entities' NOIs, the Fluid Entities were in contact with the Consultant – a specialist in evaluating, assessing and monetizing retail assets – to assist the Fluid Entities consider / develop a strategy to maximize recoveries from their retail assets.
33. Given the Fluid Entities' precarious financial position, and taking into consideration the extreme seasonality of the retail industry coupled with the fact that the Fluid Entities are entering their peak selling season, the Fluid Entities (and the Proposal Trustee) believe that, in order take advantage of the holiday selling season, it is appropriate (subject to approval of the Court) to enter into the Consulting Agreement.

## **VII. THE CONSULTING AGREEMENT**

34. On October 31, 2018, the Fluid Entities and the Consultant agreed on the final form of the Consulting Agreement, a copy of which is attached hereto as **Appendix "D"**. The key elements of the Consulting Agreement, are as follows:
- (i) the Consultant will assist the Fluid Entities in conducting a store closing or similar-themed liquidation sale of all merchandise and other owned assets in the Bombay and Bowring retail locations;
  - (ii) the liquidation sale will commence on or about November 3, 2018 (the "**Sale Commencement Date**") and will conclude no later than December 31, 2018, or such later date as agreed to by the Fluid Entities and the Consultant with the approval of the Proposal Trustee (the "**Liquidation Period**");

- (iii) the Fluid Entities may elect to decrease the number of closing stores included in the liquidation process. In this regard, should the Fluid Entities initiate a Sale Process in which potential purchasers are interested in preserving certain retail locations, such store(s) can be removed from the liquidation process and included in the Sale Process.
  - (iv) the Sale Guidelines in regards to the conduct of the liquidation sale are attached to the proposed order approving, among other things, the Consulting Agreement (the “**Liquidation Process Order**”). The Sales Guidelines provide that, subject to certain exceptions, the liquidation sale is to be conducted in accordance with the terms of the applicable leases for each of the Fluid Entities’ retail locations. In the Proposal Trustee’s view, the Sale Guidelines are in a form consistent with recent Canadian retail liquidations;
  - (v) the Fluid Entities are responsible for all reasonable costs and expenses in connection with the liquidation sale, certain of which are subject to an agreed upon budget with the Consultant;
  - (vi) in consideration of its services, the Consultant will earn a fee of one and one half percent (1.50%) of the net proceeds from the sale of merchandise (excluding pre-filing layaway sales), located in the Bombay and Bowring retail stores on the Sale Commencement Date as well as certain inventory located at the Fluid Entities’ distribution centre that is required to be sold as part of the liquidation sale;
  - (vii) the Consultant will also assist the Fluid Entities in selling any owned FF&E. The Consultant will earn a fee of twenty percent (20%) of the gross proceeds from the sale of the Fluid Entities’ owned FF&E; and
  - (viii) the Consulting Agreement is subject to approval of the Court.
35. To the extent that the relevant lease has been disclaimed, at the conclusion of the Liquidation Period each of the closing stores will be surrendered to the landlord. The Fluid Entities will work with the Consultant to coordinate the disclaimer of leases (as the case may be) such that the disclaimers become effective on the conclusion of the liquidation sale for each closing store in order to minimize expenses.
36. The Proposal Trustee is supportive of the engagement of the Consultant and the execution and implementation of the Consulting Agreement for the following reasons:
- (i) the only reasonable alternative to the liquidation sale is a liquidation of the Fluid Entities’ assets through receivership and / or bankruptcy proceedings that may result in lower recoveries;

- (ii) conducting the liquidation sale with the assistance of an experienced retail liquidator will allow the Fluid Entities to focus on other aspects of their restructuring and, particularly, on the development of a Sale Process for the Bombay / Bowring businesses and assets;
- (iii) the Consultant has extensive experience in retail liquidations and inventory disposition in the Canadian marketplace;
- (iv) the Fluid Entities' limited liquidity coupled with the need to commence liquidation sales immediately to take advantage of the holiday selling season eliminates the Fluid Entities' ability to canvass other potential experienced retail liquidators with the opportunity;
- (v) the fee payable to the Consultant is, in the Proposal Trustee's experience, comparable to other retail liquidations;
- (vi) the Consultant has experience working with Canadian landlords of retail tenants in insolvency proceedings and understands their requirements and concerns; and
- (vii) the Fluid Entities' primary secured creditors (CIBC, IBSA and FBI) support the liquidation sale, the retention of the Consultant and the Consulting Agreement.

## VIII. THE FLUID ENTITIES CASH FLOW FORECAST

37. The Fluid Entities, with the assistance of the Proposal Trustee, have prepared a consolidated forecast of their receipts, disbursements and financing requirements for the period October 21, 2018 to January 12, 2019 (the "**Cash Flow Forecast**"). A copy of the Cash Flow Forecast is attached hereto as **Appendix "E"** and is summarized below:

<b>Fluid Brands Inc.</b>	
<b>Consolidated Cash Flow Forecast for the Period from</b>	
<b>October 21, 2018 - January 12, 2019</b>	
<b>(\$000's)</b>	
<b>Receipts</b>	
Retail Sales	\$ 44,837
Fixture proceeds	300
	<u>45,137</u>
<b>Disbursements</b>	
Payroll	5,508
Rent	3,912
Liquidation fees & expenses	2,876
General expenses and other	2,259
Merchant credit card fees	757
GST/HST paid into escrow	4,215
Interest	169
Supplier & other deposits	300
KERP	300
	<u>20,296</u>
<b>Other disbursements</b>	
Restructuring Professional Fees	1,232
<b>Net Cash Flow</b>	<b>\$ 23,609</b>
Opening Revolver	\$ 23,579
Net Cash Flow	(23,609)
Change in Cash On-Hand	30
<b>Ending Revolver</b>	<b>\$ 0</b>
<b>Ending Cash</b>	<b>\$ 30</b>

38. The Cash Flow Forecast (see Appendix “E”) estimates that during the period of the projection, the additional financial support required by the Fluid Entities will peak at approximately \$1.6 million during the week ending November 3, 2018.

#### **The Fluid Entities’ Request for Interim Financing**

39. The Fluid Entities’ continuing losses have eliminated their liquidity, leaving them without funds to complete the contemplated liquidation sale or the Fluid Entities’ restructuring initiatives.
40. As shown in the Cash Flow Forecast, it is estimated that for the period ending January 12, 2019, the Fluid Entities will require additional financial support in the amount of approximately \$1.6 million. Accordingly, the ability to borrow additional funds, in the form of a Court-approved DIP facility, secured by a DIP Charge (as hereinafter defined), is vital to providing the stability to, and the necessary cash flow for, the Bombay and Bowring businesses to pursue their restructuring plan.

#### **DIP Forbearance Agreement**

41. As noted above, based on the Cash Flow Forecast, the Fluid Entities will require interim financing (“**DIP Financing**”) to complete the liquidation sale and implement their restructuring initiatives and have entered into the DIP Forbearance Agreement with the DIP Lender.

42. The significant terms of the DIP Forbearance Agreement include (among other things):
- (i) the payment of a fee to the DIP Lender in the amount of \$185,000;
  - (ii) the DIP Lender's agreement, subject to certain conditions, to forbear from taking steps to proceed with enforcement of its security held in support of its loans to the Fluid Entities for the period of the DIP Forbearance Agreement;
  - (iii) the maturity date is the earlier of: (i) the occurrence or existence of any Terminating Event (as defined in the DIP Forbearance Agreement); or (ii) January 21, 2019;
  - (iv) upon the occurrence of any Terminating Event, the DIP Lender may immediately exercise any of its remedies against the Fluid Entities without requirement for any notice or any other action by the DIP Lender;
  - (v) the DIP Forbearance Agreement is conditional upon, *inter alia*, the DIP Lender being granted a charge in its favour against the assets of the Fluid Entities (the "**DIP Charge**") as security for the repayment of the DIP Facility; and
  - (vi) the Fluid Entities shall pay to the DIP Lender, in accordance with the terms of the DIP Forbearance Agreement, from funds on hand, or from funds generated by post-filing sales of inventory or otherwise, any and all amounts owing by the Fluid Entities to CIBC pursuant to the Credit Agreement on account of Pre-Petition Obligations (as both such terms are defined in the DIP Forbearance Agreement).
43. The Proposal Trustee understands that the Fluid Entities requirement for DIP Financing was not marketed externally or to other potential lenders. In Fluid Entities' assessment, the terms set forth in the DIP Forbearance agreement is advantageous, as CIBC is already familiar with the Fluid Entities' business and financial profile as well as its restructuring options as a result of its discussions with the Fluid Entities and their advisors throughout their strategic review process and as a result of their pre-existing relationship with the Fluid Entities.
44. The Fluid Entities are of the opinion that any offer from other lenders would have required a great deal of time and expense to pursue and there was no commercial advantage to pursuing other options for DIP Financing. The Fluid Entities have advised the Proposal Trustee that, in their view, the DIP Forbearance Agreement represents the only viable alternative to the Fluid Entities to ensure the continuation of the Bombay and Bowring operations at this time.
45. The Proposal Trustee is of the view that, given the Fluid Entities' current circumstances, the terms of the DIP Forbearance Agreement are commercially reasonable for the following reasons:

- (i) the Fluid Entities are facing an imminent liquidity crisis and Bombay and Bowring are without the cash needed to operate – short term funding is needed urgently. The ability of Bombay and Bowring to procure ongoing services is limited in light of past due obligations with many of their vendors as well as certain landlords;
- (ii) the Fluid Entities' will have virtually no prospect of restructuring if the DIP Financing is not available;
- (iii) further delays sourcing alternative DIP Financing cannot be justified, as the Fluid Entities' poor financial performance and highly levered balance sheet make it unlikely that the Fluid Entities would be able to secure alternative DIP Financing and, even if they could, the funding would likely be insufficient and expensive; and
- (iv) the Proposal Trustee has compared the principal financial terms of the DIP Forbearance Agreement to a number of other recent DIP financing packages with respect to pricing, loan availability and certain security considerations. Based on this comparison, the Proposal Trustee is of the view that, in the circumstances, the financial terms of the DIP Forbearance Agreement appear to be commercially reasonable.

In light of the foregoing, it is the Proposal Trustee's view that further time spent attempting to source DIP Financing would: (i) not be in the interest of the Fluid Entities and/or its stakeholders; (ii) not result in the finalization of alternative DIP Financing on better terms; and (iii) would severely, and likely fatally, compromise the Fluid Entities ability to implement their restructuring plan.

## **IX. REQUEST TO EXTEND THE PROPOSAL PERIOD TO DECEMBER 20, 2018**

46. The Fluid Entities are requesting the extension of the Proposal Period to December 20, 2018 (the “**Extension**”).

47. The Proposal Trustee supports the Fluid Entities' request for the Extension for the following reasons:

- (i) More than thirty (30) days is required to complete the liquidation sale. The Consulting Agreement contemplates the liquidation sale commencing on or about November 3, 2018 and concluding no later than December 31, 2018 or such later date agreed to by the Fluid Entities and the Consultant (with the approval of the Proposal Trustee);
- (ii) the Extension is necessary to provide the Fluid Entities sufficient time to advance the liquidation sale and consider the development of a Sale Process as well as a proposal to its creditors;
- (iii) the Fluid Entities are acting in good faith and with due diligence in taking steps to monetize their assets for the benefit of their stakeholders; and
- (iv) it is the Proposal Trustee's view that the Extension will not prejudice or adversely affect any group of creditors.

48. While it is too early to determine whether a viable proposal will be presented by the Fluid Entities to their creditors, in the Proposal Trustee's view, the Fluid Entities request for the Extension is appropriate in the circumstances.

## **X. ADMINISTRATIVE CONSOLIDATION**

49. The Fluid Entities are seeking an order consolidating the administration of the NOI proceedings for each of Fluid Brands, Bombay and Bowring and authorizing the Proposal Trustee to administer the Fluid Entities' NOI proceedings as if they were a single proceeding for the purpose of filing materials and reporting to the Court.

50. As noted in the Benitah Affidavit, the relationship between the Fluid Entities is closely intertwined. The Fluid Entities share common management and administrative support, occupy common head office space and have parallel loan obligations. In addition, the proposed liquidation sale involves the sale of substantially all of the property of the Fluid Entities.

51. It is the Fluid Entities' belief (and that of the Proposal Trustee) that the administrative consolidation of the Fluid Entities' NOI proceedings is appropriate, as it would avoid duplication of efforts in reporting and be more efficient and cost effective.

52. The Fluid Entities' largest creditors, CIBC, IBSA and FBI do not object to the proposed consolidation and the proposed consolidation will not result in any prejudice to the creditors of the Fluid Entities.

53. For the above reasons, the Proposal Trustee is supportive of the Fluid Entities' request for the administrative consolidation of the Fluid Entities' NOI proceedings.

## **XI. KEIP**

54. To ensure retention of key personnel through the completion of the liquidation sale and the Fluid Entities' proposal proceedings, the Fluid Entities, in consultation with the Proposal Trustee, are seeking the Court's approval of the KEIP in the maximum aggregate amount of \$500,000 (the "**KEIP Amount**"). At present, none of the KEIP Amount has been allocated.

55. The Fluid Entities (in consultation with the Proposal Trustee) will determine such future allocation of the KEIP Amount, as appropriate to achieve its goals. KEIP payments will be paid to each participating employee at specific dates during the Fluid Entities' NOI proceedings (depending on the employee's role and the nature of their respective work). In addition, in order to receive KEIP payments, participating employees must remain employed by the Fluid Entities on the date the KEIP payments are due to be paid (or such other date at the discretion of the Fluid Entities with the prior approval of the Proposal Trustee).

56. Given the condensed timetable to complete the liquidation sale, it is critical that the Fluid Entities retain the certain key employees to assist with the orderly liquidation of the Fluid Entities' retail operations. The Fluid Entities further believe that additional incentives are required to ensure that certain key employees continue their employment during the liquidation sale and the proposal proceedings generally.
57. The Fluid Entities' largest creditors, CIBC, IBSA and FBI do not object to the KEIP.
58. The Proposal Trustee is of the view that the KEIP appears appropriate and reasonable in the circumstances. Accordingly, the Proposal Trustee is supportive of the Fluid Entities' request for approval of the KEIP.

## **XII. COURT ORDERED CHARGES**

59. The Fluid Entities are seeking an order providing for the following Charges: Administration Charge, DIP Charge (as hereinafter defined), D&O Charge and KEIP Charge (each as hereinafter defined).

### **Administration Charge**

60. The Fluid Entities are seeking an order (the "**Administration Order**") granting, among other things, a charge, in the maximum amount of \$500,000, against the assets of the Fluid Entities, to secure the fees and disbursements incurred in connection with services rendered to the Fluid Entities both before and after the commencement of the proposal proceedings by the following entities: the Proposal Trustee, the Proposal Trustee's legal counsel and legal counsel to the Fluid Entities (the "**Administration Charge**").
61. The quantum of the Administration Charge sought by the Fluid Entities was determined in consultation with the Proposal Trustee. The creation of the Administration Charge is typical in similar proceedings as is the proposed priority of the Administration Charge as set out in the form of order filed with the Court.

### **DIP Charge**

62. The Fluid Entities require immediate funding to pursue their restructuring plan, as evidenced by the Cash Flow Forecast.
63. As noted above, a condition of the DIP Forbearance Agreement is that the DIP Lender receives the benefit of a DIP Charge to the maximum amount of the aggregate of any and all advances by the DIP Lender to the Fluid Entities pursuant to the DIP Forbearance Agreement.
64. As noted above, the amount owing under the Existing CIBC Credit Facility as at the Filing Date will be repaid from amounts collected from the sale of pre-filing inventory or otherwise during the course of the NOI proceedings. New

advances under the DIP Forbearance Agreement will be used to fund ongoing professional fees and operating costs, including the purchase of on order inventory.

65. The Proposal Trustee supports the Fluid Entities' request of the DIP Charge, which is typical in similar proceedings as is the proposed priority of the DIP Charge as set out in the form of order filed with the Court.

### **D&O Charge**

66. The proposed Administration Order also provides for a charge in the maximum amount of \$500,000, against the assets of the Fluid Entities, to indemnify the officers and directors for liabilities incurred by the Fluid Entities that result in post-filing claims against the directors and officers in their personal capacities (the "**D&O Charge**").
67. The amount of the D&O Charge was estimated by taking into consideration employee payroll and related expenses (including source deductions), vacation pay, other employment-related liabilities that attract liability for directors and officers and sales tax.
68. The Proposal Trustee understands that the Fluid Entities' sole director and officers enjoy the benefit of directors' and officers' liability insurance (the "**D&O Insurance**") that provides \$3 million in aggregate coverage for the Fluid Entities, which is subject to various limitations and deductibles. The Fluid Entities' director and officers have advised that, due to the potential for personal liability, they are unwilling to continue their services and involvement in the proposal proceedings without the protection of the D&O Charge.
69. As the Fluid Entities will require the participation and experience of the directors and officers to ensure that, among other things, the liquidation sale is carried out successfully and value is maximized for the Fluid Entities' creditors, the Proposal Trustee is of the view that the D&O Charge (both the amount and the priority ranking) is required and reasonable in the circumstances.
70. The D&O Charge is proposed to rank third in priority against the Fluid Entities' assets after the Administration Charge and the DIP Charge.

### **KEIP Charge**

71. In addition to the Administration Charge, the DIP Charge and the D&O Charge, the Administration Order also provides for a charge, in the maximum amount of \$500,000 (the "**KEIP Charge**"), against the assets of the Fluid Entities, to secure all amounts potentially payable under the KEIP.

72. Without the security provided by the KEIP Charge, there is concern that the certain key employees may resign prior to the completion of the liquidation sale and implementation of the Fluid Entities' restructuring plan, to the detriment of the Fluid Entities' stakeholders.
73. In the circumstances, and given the short timeframe to complete the liquidation sale, the Proposal Trustee is of the view that the KEIP Charge is appropriate and reasonable in the circumstances.
74. The KEIP Charge is proposed to rank fourth in priority against the Fluid Entities' assets after the Administration Charge, the DIP Charge and the D&O Charge.

### **Summary and Proposed Ranking of the Court Ordered Charges**

75. The priorities of the Charges sought by the Fluid Entities in the proposed Administration Order are as follows:
  - (i) First – the Administration Charge (to a maximum amount of \$500,000);
  - (ii) Second – the DIP Charge;
  - (iii) Third – the D&O Charge (to a maximum amount of \$500,000); and
  - (iv) Fourth – the KEIP Charge (to a maximum amount of \$500,000).
76. The order sought by the Fluid Entities provides that the Charges shall rank in priority to all Encumbrances (as defined in the proposed order), save and except the Existing Security (as defined in the DIP Forbearance Agreement) held by CIBC in respect of any and all amounts owing by the Debtors to CIBC pursuant to the Credit Agreement (as defined in the DIP Forbearance Agreement) on account of Pre-Petition Obligations (as defined in the DIP Forbearance Agreement) which claims of CIBC shall rank in priority to the KEIP Charge and D&O Charge. The Charges will, however, be subordinate to those secured equipment lessors that did not receive notice of the Fluid Entities' November 2, 2018 motion.
77. As noted above, the Proposal Trustee believes that the Charges and rankings are required and reasonable in the circumstances and, as such, supports the granting and the proposed ranking of the Charges.

### **XIII. PAYMENT OF CERTAIN PRE-FILING AMOUNTS**

78. The proposed form of Order grants the Fluid Entities the authority to pay certain expenses incurred prior to the Filing Date provided that the aggregate amount of all such payments does not exceed \$200,000, subject to the prior approval of the Proposal Trustee or the Court.

79. The Proposal Trustee has been advised that the majority of these expenses relate to amounts owed to the Fluid Entities' foreign sales agents, transportation providers, customs brokers and other essential service providers.
80. As detailed in the Benitah Affidavit, the Fluid Entities are of the view there is a significant risk that freight forwarders and other critical service providers will not continue to provide services to the Fluid Entities if their respective pre-filing amounts owing are not paid.
81. The Proposal Trustee agrees with the Fluid Entities view that an interruption of services provided by certain essential suppliers could have a significant and immediate detrimental impact on the business, operations and cash flows of Bombay and Bowring. However, the Proposal Trustee also recognizes that the Fluid Entities' funding is limited and will work with them to ensure that payment to service providers in respect of pre-filing liabilities are minimized.
82. The Proposal Trustee supports the Fluid Entities' request to allow it to pay certain pre-filing amounts to service providers that are critical to the continued operations of Bombay and Bowring to a maximum of \$200,000, but only with the prior written approval of the Proposal Trustee and the DIP Lender or the Court.

#### **XIV. CONCLUSION AND RECOMMENDATION**

83. Based on all of the forgoing, the Proposal Trustee respectfully recommends that this Honourable Court issue the Liquidation Process Order and the Administration Order granting the relief summarized in paragraph 3(xii) of this First Report.

All of which is respectfully submitted this 1<sup>st</sup> day of November, 2018.

**Richter Advisory Group Inc.**  
**in its capacity as Proposal Trustee of**  
**Fluid Brands Inc., 11041037 Canada Inc. and 11041045 Canada Inc.**

Per:



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**Adam Sherman, MBA, CIRP, LIT**

# TAB D

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

**IN THE MATTER OF THE NOTICE OF INTENTION  
TO MAKE PROPOSAL OF  
FLUID BRANDS INC.,  
11041037 CANADA INC. and 11041045 CANADA INC.**

**AFFIDAVIT OF ADAM SHERMAN**

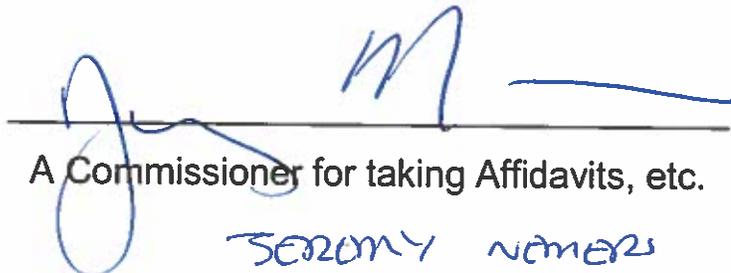
I, Adam Sherman, of the city of Vaughan, in the Province of Ontario, **MAKE OATH AND SAY** that:

1. I am a Senior Vice President of Richter Advisory Group Inc. (“Richter”) and, as such, I have knowledge of the matters hereinafter deposed to except where stated to be on information and belief, and where so stated, I verily believe it to be true.
2. On October 25, 2018 (the “Filing Date”), Fluid Brands Inc. (“Fluid”), 11041037 Canada Inc. (“Bombay”) and 11041045 Canada Inc. (“Bowring” and, together with Fluid and Bombay, the “Fluid Entities”) each filed a Notice of Intention to Make a Proposal (“NOI”) pursuant to the provisions of section 50.4(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3, as amended (the “BIA”) and Richter consented to act as proposal Trustee (the “Proposal Trustee”).
3. On November 2, 2018, the Ontario Superior Court of Justice (Commercial List) issued orders that, among other things, authorized the Fluid Entities to complete a liquidation of the Bombay / Bowring merchandise and owned furniture, fixtures and equipment, approved the administrative consolidation of the Fluid Entities’ NOI proceedings and extended the time within which the Fluid Entities are required to submit proposals to their creditors to December 20, 2018.
4. During the NOI proceedings, the Proposal Trustee has provided services and incurred disbursements, in the amounts of \$480,703.46 (inclusive of a \$16,315.29 courtesy discount) and \$9,997.77, respectively (excluding applicable taxes) in the period from October 7, 2018 to November 30, 2018 (the “Period”) with respect to services provided. The Proposal Trustee’s invoices include work undertaken by the Proposal Trustee to, among other things, support the Fluid Entities in their preparations for the filing of their respective NOIs, assist the Fluid Entities in liquidating their inventory and other operating assets, communicate with the Fluid Entities’ various stakeholders in connection with the NOI proceedings, as well as assist the Fluid Entities plan for the potential wind-down of operations. Attached hereto and marked as Exhibit “A” to this my Affidavit is a summary of all invoices rendered by the Proposal Trustee on a periodic basis during the Period (the “Accounts”).



# **Exhibit “A”**

THIS IS EXHIBIT "A" REFERRED TO IN THE  
AFFIDAVIT OF ADAM SHERMAN SWORN BEFORE  
ME THIS 11<sup>TH</sup> DAY OF DECEMBER, 2018



A Commissioner for taking Affidavits, etc.  
SEROMY NEMERU

**Richter Advisory Group Inc.**  
**in its capacity as Proposal Trustee in re**  
**the Notice of Intention to Make a Proposal of Fluid Brands Inc., 11041037 Canada Inc. and 11041045 Canada Inc.**

**Exhibit "A"**

**Statement of Accounts**

<b>Invoice #</b>	<b>Period</b>	<b>Fees Incurred</b>	<b>Discount</b>	<b>Fees Charged</b>	<b>Disbursements</b>	<b>Sub total</b>	<b>HST</b>	<b>Total</b>
20403515	October 7, 2018 to October 23, 2018 (Fluid)	46,499.25	(5,438.43)	41,060.82	605.84	41,666.66	5,416.67	47,083.33
20403526	October 7, 2018 to October 23, 2018 (Bombay)	46,499.25	(5,438.43)	41,060.82	605.85	41,666.67	5,416.67	47,083.34
20403522	October 7, 2018 to October 23, 2018 (Bowling)	46,499.25	(5,438.43)	41,060.82	605.85	41,666.67	5,416.67	47,083.34
20403544	October 7, 2018 to November 30, 2018 (Fluid)	122,819.25	-	122,819.25	712.84	123,532.09	16,059.17	139,591.26
20403545	October 7, 2018 to November 30, 2018 (Bombay)	117,963.25	-	117,963.25	4,254.98	122,218.23	15,888.37	138,106.60
20403546	October 7, 2018 to November 30, 2018 (Bowling)	116,738.50	-	116,738.50	3,212.41	119,950.91	15,593.62	135,544.53
<b>Total</b>		<b>497,018.75</b>	<b>(16,315.29)</b>	<b>480,703.46</b>	<b>9,997.77</b>	<b>490,701.23</b>	<b>63,791.16</b>	<b>554,492.39</b>

# **Exhibit “B”**

THIS IS EXHIBIT "B" REFERRED TO IN THE  
AFFIDAVIT OF ADAM SHERMAN SWORN BEFORE  
ME THIS 11<sup>TH</sup> DAY OF DECEMBER, 2018



---

A Commissioner for taking Affidavits, etc.  
JEREMY NOMEN

# RICHTER

Attn. Ms. Margaret Morrison, CFO

Fluid Brands Inc.  
98 Orfus Road  
Toronto, ON M6A 1L9

Date: 04/12/2018  
Invoice No.: 20403515  
Engagement No.: 2021346  
Payment Terms: Due on Receipt

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Re: Notice Of Intention To Make A Proposal of Fluid Brands Inc.

Professional services rendered for the period ended October 23, 2018. \$ 41,666.66  
One third of total fees and disbursements, as per details attached.

<b>Sub-Total</b>		<u>41,666.66</u>
GST/HST #885435842 RT0001		5,416.67
<b>Total Due</b>	<b>CAD</b>	<u><b>\$ 47,083.33</b></u>

**MONTREAL**

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Richter Advisory Group Inc.  
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514.934.3400

**TORONTO**

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416.488.2345

**CHICAGO**

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

Invoice No.: 20403515  
Date: 04/12/2018

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**Remittance Form**

Attn. Ms. Margaret Morrison, CFO

Fluid Brands Inc.  
98 Orfus Road  
Toronto, ON M6A 1L9

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**Invoice Summary**

<b>Sub-Total</b>		<b>\$ 41,666.66</b>
GST/HST #885435842 RT0001		5,416.67
<b>Total Due</b>	<b>CAD</b>	<b>\$ 47,083.33</b>

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**Payment Options**

**Wire Transfer**

Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2

CAD Account no.: 0322396 Transit no.: 41601 Swift code: TDOMCATTOR  
USD Account no.: 7303619 Transit no.: 41601 Swift code: TDOMCATTOR

Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Cheques**

Payable to: Richter Advisory Group Inc. Send to: 1981 McGill College, Mtl QC H3A 0G6

**Inquiries: please contact our Collection department at 514.934.3584 or e-mail ClientService@richter.ca**

**MONTREAL**

Richter Groupe Conseil Inc.  
Richter Advisory Group Inc.  
1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

**TORONTO**

181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

**CHICAGO**

200 South Wacker, #3100  
Chicago IL 60608  
312.828.0800

RICHTER.CA

# RICHTER

Attn. Ms. Margaret Morrison, CFO

Fluid Brands Inc.  
98 Orfus Road  
Toronto, ON M6A 1L9

Date: 03/12/2018  
Engagement No.: 2021346  
Payment Terms: Due on Receipt

Re: Notices Of Intention To Make A Proposal of:  
Fluid Brands Inc.,  
11041037 Canada Inc. (Bombay), and  
11041045 Canada Inc. (Bowring)

Professional services rendered for the period ended October 23, 2018 \$ 139,497.75  
Disbursements 1,817.54

	<b>Sub-Total</b>	<u>141,315.29</u>
Less courtesy discount		-16,315.29
	<b>Sub-Total<sup>(1)</sup></b>	<u>125,000.00</u>
	GST/HST #885435842 RT0001	16,250.00
	<b>Total Due</b>	<u><b>CAD \$ 141,250.00</b></u>

(1) Billed as follows 1/3 to Fluid Brands Inc. = \$ 41,666.66  
1/3 to 11041037 Canada Inc. (Bombay) = 41,666.67  
1/3 to 11041045 Canada Inc. (Bowring) = 41,666.67  
\$ 125,000.00 + GST/HST

## MONTREAL

Richter Groupe Conseil Inc.  
Richter Advisory Group Inc.  
1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## TORONTO

181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60608  
312.828.0800

RICHTER.CA

Date: 03/12/2018

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Andrew Adessky	18.40	\$ 675.00	\$ 12,420.00
Gilles Benchaya	49.10	675.00	33,142.50
Raymond Massi	27.00	675.00	18,225.00
Timothy Maag	56.20	375.00	21,075.00
Vicky Coupal	0.25	105.00	26.25
Warren Levine	100.20	545.00	54,609.00
	<hr/>		<hr/>
	251.15		\$ 139,497.75

**Disbursements**

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Airfare			\$ 1,654.19
Parking			109.73
Taxi			42.46
Train Fare			11.16
			<hr/>
			\$ 1,817.54

Date: 03/12/2018

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
07/10/2018	Warren Levine Meeting with F Benitah, M Morrison, G Benchaya, R Massi and M Jutras to discuss status of operations and restructuring considerations for Bombay and Bowring.	4.00	\$ 545.00	\$ 2,180.00
07/10/2018	Warren Levine Preparation of a preliminary info request list and creation of a data site and send to MM.	1.50	545.00	817.50
07/10/2018	Warren Levine Creation of a new directory on server and transfer in several relevant documents from 2014 engagement as well as new files uploaded to the data site.	1.00	545.00	545.00
07/10/2018	Gilles Benchaya Planning Meeting at Richter with Martin, Fred, Warren, Margaret and Raymond Massi	4.00	675.00	2,700.00
07/10/2018	Raymond Massi Meeting with at Richter with Company, Kaufman re: restructuring	4.00	675.00	2,700.00
08/10/2018	Warren Levine Review info received, save in folders on server and prepare an info list tracker to identify missing info.	2.00	545.00	1,090.00
08/10/2018	Warren Levine Commence working on CF model . Import the Company's model and historical CF results. Discussions with G. Benchaya	3.00	545.00	1,635.00
08/10/2018	Gilles Benchaya Meeting with Warren re planning of workload (cashflows, financial performance, Hilco LA) etc.	1.00	675.00	675.00
08/10/2018	Gilles Benchaya Review of Hilco liquidation analysis. Planning meeting. Call with Fred to discuss status of filing.	1.50	675.00	1,012.50
09/10/2018	Warren Levine Meet with A Adessky re items needed for motion.	0.50	545.00	272.50
09/10/2018	Warren Levine Set up T Maag on P&L model and review status of file, info received to date.	1.00	545.00	545.00
09/10/2018	Warren Levine Call with MM to review the Company CF model.	0.50	545.00	272.50
09/10/2018	Warren Levine Continue to build cash flow model (integrate with EBITDA, WC rollforwards).	4.50	545.00	2,452.50
09/10/2018	Andrew Adessky	0.50	675.00	337.50

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
	Meeting with W. Levine re: motion			
09/10/2018	Gilles Benchaya Call with Fred re rent defaults, Fees, trustee counsel etc.	0.80	675.00	540.00
09/10/2018	Gilles Benchaya Analysis of financial performance and current BBC.	2.00	675.00	1,350.00
09/10/2018	Gilles Benchaya Review of hilco store closing and potential consulting agreement templates.	1.00	675.00	675.00
09/10/2018	Raymond Massi CC Kaufman, Company, Richter update on status of file	1.00	675.00	675.00
10/10/2018	Warren Levine Work on Cash flow model - Incorporate YTD reported CF results, set up a weekly template corresponding to month end dates, inventory rollforwards.	5.50	545.00	2,997.50
10/10/2018	Timothy Maag Meeting with Warren Levin re: model	0.80	375.00	300.00
10/10/2018	Timothy Maag Set up of P&L Model Database	6.00	375.00	2,250.00
10/10/2018	Timothy Maag Sales Comps by store analysis	1.00	375.00	375.00
10/10/2018	Timothy Maag Reconciliation of Store P&Ls to Consolidated Financial Statements	1.00	375.00	375.00
10/10/2018	Timothy Maag Review of V1 of Hilco Liquidation analysis & creation of output table	0.70	375.00	262.50
10/10/2018	Andrew Adessky Motion, communications with Osler, internal planning	1.30	675.00	877.50
11/10/2018	Warren Levine Call with Margaret and Tim to discuss vendor payment terms and flow of inventory.	0.70	545.00	381.50
11/10/2018	Warren Levine Call with GB, RM, AA and counsel to discuss timing, next steps, status of restructuring and other.	1.00	545.00	545.00
11/10/2018	Warren Levine Call with Margaret and GB to review Company CF model, forecasted loan positions (IBSA, CIBC), rent and vendor payments and other.	0.50	545.00	272.50
11/10/2018	Warren Levine Call with F Benitah to discuss status of CF and go-forward cost structure.	0.50	545.00	272.50

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
11/10/2018	Warren Levine Further refinements to CF model including integrating with P&L model (using weekly results), reconciliation of cash and revolver balances.	3.50	545.00	1,907.50
11/10/2018	Timothy Maag Refinements to P&L model including integration of timing of closing stores, incorporating several assumptions into the model, etc.	3.50	375.00	1,312.50
11/10/2018	Timothy Maag Call with Warren and Margaret to discuss PO orders and other topics	0.70	375.00	262.50
11/10/2018	Timothy Maag Set-up Weekly Financials output	2.00	375.00	750.00
11/10/2018	Timothy Maag PO orders analysis to determine timing of Merchandise being received at the brokers location, in warehouse and payment date.	3.00	375.00	1,125.00
11/10/2018	Andrew Adessky Communications re filing, planning and preparation including conf call with attorneys	1.30	675.00	877.50
11/10/2018	Gilles Benchaya Preparation of documents required for noi filing for Margaret.	1.00	675.00	675.00
11/10/2018	Gilles Benchaya Discussion Raymond Massi and Andrew Adessky re status of new incorporating documents and timeline.	0.50	675.00	337.50
11/10/2018	Gilles Benchaya Status of rent defaults with Fred.	0.50	675.00	337.50
11/10/2018	Gilles Benchaya Discussion with Fred of Hilco deal and issues to renegotiate.	0.50	675.00	337.50
12/10/2018	Warren Levine Discussion with T Maag re sales comps, weekly sales split and other.	1.00	545.00	545.00
12/10/2018	Warren Levine Call with N Werner at Hilco to discuss assumptions used in liquidation analysis. Receipt and review of addition liquidation support (expense budget, sales per week).	1.50	545.00	817.50
12/10/2018	Warren Levine Set up T Maag on historical weekly inventory rollforwards and integrate in CF model.	1.00	545.00	545.00
12/10/2018	Warren Levine	2.00	545.00	1,090.00

Date: 03/12/2018

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Date	Name and Description	Hours	Rate	Amount
	Further refinements to cash flow model including true up of opening W/C balances, and integration of layaways in A/R rollds.			
12/10/2018	Warren Levine Review P&L model structure and output tables. Discuss with T Maag re: changes required.	1.50	545.00	817.50
12/10/2018	Timothy Maag Initial set-up of presentation	0.50	375.00	187.50
12/10/2018	Timothy Maag Discussion with Warren re sales comps, weekly sales split, etc.	1.00	375.00	375.00
12/10/2018	Timothy Maag Analysis of weekly sales Aug-Oct, preparation of output and integration to model	1.50	375.00	562.50
12/10/2018	Timothy Maag Further refinement of P&L Model Assumptions	1.50	375.00	562.50
12/10/2018	Timothy Maag Discussion with Warren regarding historical weekly inventory rollforwards	0.70	375.00	262.50
12/10/2018	Timothy Maag Inventory Roll/ DSOH Analysis preparation	2.00	375.00	750.00
12/10/2018	Andrew Adessky Review emails, planning; call with G. Benchaya and CIBC; review and comment on motion	1.50	675.00	1,012.50
12/10/2018	Gilles Benchaya Call with Fred re: bank call discussion.	0.50	675.00	337.50
12/10/2018	Gilles Benchaya Call with CIBC and A. Adessky	1.00	675.00	675.00
12/10/2018	Gilles Benchaya Update call with Fred re landlord default notice.	0.50	675.00	337.50
12/10/2018	Gilles Benchaya Update call with Sandra Abitan re default and issues to discuss with lenders.	1.00	675.00	675.00
12/10/2018	Raymond Massi Review/comments draft motion to authorize Richter to act; Telephone conversation with Osler;	1.00	675.00	675.00
13/10/2018	Warren Levine Receipt and review of updated Hilco liquidation plan. Forward a copy to T Maag with a follow up call to discuss how to incorporate in latest model.	2.00	545.00	1,090.00
13/10/2018	Warren Levine	1.50	545.00	817.50

Date: 03/12/2018

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Date	Name and Description	Hours	Rate	Amount
13/10/2018	Incorporate latest Hilco liquidation sales and expenses in cash flow model. Warren Levine	1.50	545.00	817.50
13/10/2018	Commence outline of deck presentation to CIBC and discuss with T Maag. Update various slides with latest CF schedules, as well as cover page and RQ&A. Timothy Maag	0.80	375.00	300.00
13/10/2018	Update for V2 of Hilco Sales plan (Liquidation analysis) and incorporation into model Timothy Maag	0.20	375.00	75.00
14/10/2018	Discussion with Warren regarding P&L Model update Warren Levine	0.80	545.00	436.00
14/10/2018	Call with N Werner and G Benchaya to discuss liquidation model assumptions and potential changes. Warren Levine	2.50	545.00	1,362.50
14/10/2018	Review of P&L forecast model with T Maag, and implement various cost reductions based on decreasing store count through liquidation. Warren Levine	2.70	545.00	1,471.50
14/10/2018	Run updated P&L through cash flow model and analyze results. Start preparing report format output tables. Timothy Maag	2.50	375.00	937.50
14/10/2018	Review of P&L forecast model with Warren and Gilles as well as planning of further analysis to be completed Timothy Maag	2.00	375.00	750.00
14/10/2018	Further refinement of P&L Model Assumptions following Gilles and Warren's review Gilles Benchaya	3.00	675.00	2,025.00
15/10/2018	Work on cashflow with Warren Levine and Tim, call with Hilco. Warren Levine	1.00	545.00	545.00
15/10/2018	Call and email correspondence with Margaret to review current loan balance and interest payments, status of in-transit inventory and purchases. Warren Levine	5.50	545.00	2,997.50
15/10/2018	Work on cash flow model to incorporate a weekly borrowing base tied to working capital rollforwards. After analyzing Company's receipts and disbursements start converting model to forecast these items. Warren Levine	2.00	545.00	1,090.00

Date: 03/12/2018

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Date	Name and Description	Hours	Rate	Amount
	Review Hilco advertising and supervision costs with G Benchaya and request additional details. Then incorporate in CF model on a weekly basis.			
15/10/2018	Timothy Maag Preparation of B/S output	0.70	375.00	262.50
15/10/2018	Timothy Maag Inventory Balance by Store Analysis	1.50	375.00	562.50
15/10/2018	Timothy Maag Store Closure List Analysis	1.00	375.00	375.00
15/10/2018	Timothy Maag Update discussion with Warren and Gilles	0.50	375.00	187.50
15/10/2018	Timothy Maag Go-Forward Store vs. Closing Store Analysis	1.50	375.00	562.50
15/10/2018	Timothy Maag Monthly P&L output	1.20	375.00	450.00
15/10/2018	Timothy Maag EBITDA Overview and 4-Wall EBITDA by Banner Overview output table preparation	1.00	375.00	375.00
15/10/2018	Timothy Maag Refinement of the store comp analysis with Aug&Sep Sales File & Model updates	1.70	375.00	637.50
15/10/2018	Andrew Adessky Review emails from S. Abitan, M. Jutras; chronology of events; cash flow discussion G. Benchaya, W. Levine, preparation for filing	2.70	675.00	1,822.50
15/10/2018	Gilles Benchaya Work on powerpoint presentation for bank meeting including financial performance, divisional profitability, cf etc.	2.50	675.00	1,687.50
15/10/2018	Gilles Benchaya Update call with Fred re cfs, Hilco liquidation etc.	0.50	675.00	337.50
15/10/2018	Gilles Benchaya Calls with Nancy Werner of Hilco to review the partial liquidation scenario including underlying assumptions.	1.50	675.00	1,012.50
15/10/2018	Raymond Massi Review of draft financial model; Telephone conversation with Osler; Telephone conversation with FB	1.00	675.00	675.00
16/10/2018	Warren Levine Preparation of additional details of "other" expenses and cash collections in weekly DIP CF model and forward to MM.	2.50	545.00	1,362.50
16/10/2018	Warren Levine	1.00	545.00	545.00

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
16/10/2018	Call and follow up correspondence with MM re collections and other disbursements. Warren Levine	3.50	545.00	1,907.50
16/10/2018	Update CF and P&L model (discuss with T Maag) to reflect changes as per conversation with MM (reductions to various HO and DC expenses, supervisor expenses). Warren Levine	1.50	545.00	817.50
16/10/2018	Perform an analysis of gift cards by banner and integrate in CF model and weekly BBC. Warren Levine	1.00	545.00	545.00
16/10/2018	Review of Hilco's latest liquidation forecast and expense budget. Call with N Werner to review and request additional support. Warren Levine	0.50	545.00	272.50
16/10/2018	Update CF slides and circulate to G Benchaya and A Adessky. Vicky Coupal	0.25	105.00	26.25
16/10/2018	Mandate letter Timothy Maag	1.00	375.00	375.00
16/10/2018	Rent Default Analysis Timothy Maag	0.50	375.00	187.50
16/10/2018	Discussion with Warren regarding P&L Assumption changes Timothy Maag	2.00	375.00	750.00
16/10/2018	Further refinement of P&L Model Assumptions following Gilles and Warren's review Timothy Maag	0.70	375.00	262.50
16/10/2018	Discussion with Gilles and Warren re: model Timothy Maag	1.00	375.00	375.00
16/10/2018	Revisions to report Timothy Maag	1.50	375.00	562.50
16/10/2018	Update for V3 of Hilco Sales plan (Liquidation analysis) and incorporation into model, and preparation of additional Hilco summary outputs Timothy Maag	1.50	375.00	562.50
16/10/2018	4-wall EBITDA by Region analysis Andrew Adessky	2.80	675.00	1,890.00
16/10/2018	Comments fee agreement; disc. G. Benchaya re various matters; review schedules for Bank meeting; cc with Osler, Richter, Kaufman; review latest motion to appoint Richter; call with Osler and Richter re planning, next steps; communications with Hilco Gilles Benchaya	1.50	675.00	1,012.50

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
	Work on cashflow with Warren.			
16/10/2018	Gilles Benchaya Call with all counsel on planning.	0.50	675.00	337.50
16/10/2018	Gilles Benchaya Call with Nancy w at Hilco to discuss realization scenario, revised start date, cost factor etc.	0.80	675.00	540.00
16/10/2018	Gilles Benchaya Review revised Hilco scenario.	1.00	675.00	675.00
16/10/2018	Gilles Benchaya Update call with Sandra Abitan	0.50	675.00	337.50
16/10/2018	Gilles Benchaya Call with Fred re bank meeting, prelim CF results etc.	0.50	675.00	337.50
16/10/2018	Gilles Benchaya Work on Powerpoint for bank meeting, including , recent results, hilco assumptions, divisional p&ls etc.	1.50	675.00	1,012.50
16/10/2018	Gilles Benchaya Analysis of rent defaults to date and cure period.	0.50	675.00	337.50
16/10/2018	Raymond Massi CC Oslers, Kaufman, Company; review of financial model	1.00	675.00	675.00
17/10/2018	Warren Levine Rollforward inventory and include assumed Bowring Jan/19 purchases for go-forward stores based on PY inv/store.	2.50	545.00	1,362.50
17/10/2018	Warren Levine Review draft presentation and work with T Maag and G Benchaya to update schedules and write ups prior to meeting with management.	1.50	545.00	817.50
17/10/2018	Warren Levine Meeting with Fred, Margaret, Albert, Gilles, Ray to review latest DIP cash flow and draft report for CIBC. Discussion on key assumptions, changes to model, strategy for meeting and other.	4.00	545.00	2,180.00
17/10/2018	Timothy Maag Report revisions	2.50	375.00	937.50
17/10/2018	Andrew Adessky Email to S. Abitan re Hilco/GB agreement; discussion G. Benchaya, finalize retention letters; discussions with R. Massi and G. Benchaya	2.10	675.00	1,417.50
17/10/2018	Andrew Adessky	1.40	675.00	945.00

Date: 03/12/2018

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Date	Name and Description	Hours	Rate	Amount
17/10/2018	Call with S. Abitan, G. Benchaya and R. Massi; CIBC presentation Gilles Benchaya Work with Warren on deck for bank and updates to cf assumptions.	3.00	675.00	2,025.00
17/10/2018	Gilles Benchaya Call with Sandra and Raymond Massi and Andrew Adessky re status of filing, landlord notice, noi filings and prep for CIBC call.	1.00	675.00	675.00
17/10/2018	Gilles Benchaya Meeting with Fred and Margaret and Albert to review cf and discuss bank strategy. Work on detailed cashflow and underlying assumptions based on feedback from Company.	4.00	675.00	2,700.00
17/10/2018	Raymond Massi CC with Company; Telephone conversation with Osler; review of documents; review of engagement letter	1.50	675.00	1,012.50
18/10/2018	Warren Levine Updates to report deck prior to CIBC meeting including simplifying CF presentation, prior week adjustments, proofing report, add in additional analyses (comp sales).	4.00	545.00	2,180.00
18/10/2018	Warren Levine Email correspondence with G Benchaya re CIBC meeting, changes needed to presentation, report version for IBSA and other deliverables.	0.50	545.00	272.50
18/10/2018	Warren Levine Revisions to model and update report with updated schedules.	1.50	545.00	817.50
18/10/2018	Timothy Maag Ongoing report revisions	2.00	375.00	750.00
18/10/2018	Andrew Adessky Review task checklist from Osler; conference calls, cash flow	1.30	675.00	877.50
18/10/2018	Gilles Benchaya Update to presentation for CIBC meeting, discussion with Raymond Massi re planning for meeting. Meeting with Margaret and Fred at Commerce court to discuss bank meeting and strategy. Meeting with CIBC to review deck on Financial overview and next steps.	6.00	675.00	4,050.00
18/10/2018	Raymond Massi Travel to and from Toronto; meeting with CIBC; Telephone conversations with Greenspoon; Telephone conversation with Jutras	6.00	675.00	4,050.00
19/10/2018	Warren Levine	2.00	545.00	1,090.00

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
19/10/2018	Update report deck for revised DIP and other misc changes and circulate to CIBC Warren Levine	0.50	545.00	272.50
19/10/2018	Reach out to Hilco to discuss full liquidation scenario. Warren Levine	0.50	545.00	272.50
19/10/2018	Receipt and review of Hilco's full liquidation model. Send to T Maag and discuss required updates to P&L model. Warren Levine	1.00	545.00	545.00
19/10/2018	Call/email correspondence with G Benchaya re update from CIBC meeting, full liquidation requirement, next steps and other deliverables. Timothy Maag	3.00	375.00	1,125.00
19/10/2018	Full Liquidation Model Update Andrew Adessky	3.00	675.00	2,025.00
19/10/2018	Various discussions with R. Massi, G. Benchaya; review of emails; non-reliance letter; planning for NOI filing; conf call with Richter, Osler, Kaufman Gilles Benchaya	1.00	675.00	675.00
19/10/2018	Call with Sandra Abitan, Albert and Martin to discuss bank meeting, fluid brands head office, timing of filing and prelim feedback from lenders. Gilles Benchaya	1.00	675.00	675.00
19/10/2018	Call with David Cohen, Martin, Albert, Sandra Abitan and Raymond Massi re; bank prelim feedback and additional requirements. Gilles Benchaya	2.00	675.00	1,350.00
19/10/2018	Discussion with Warren re modified assumptions, including multiple buying scenarios and delays. Review of updated versions and providing feedback to Warren. Discussions with A. Adessky and R. Massi Raymond Massi	3.50	675.00	2,362.50
19/10/2018	Conference call with Kaufman; Conference call with CIBC; review of documents; telephone conversation with FB. Internal discussion with A. Adessky and G. Benchaya. Telephone calls with Osler	4.00	545.00	2,180.00
20/10/2018	Continue modeling liquidation cash flow incorporating various comments from G Benchaya and A Adessky. Adjust purchase assumptions to reflect inventory levels per Hilco projections. Warren Levine	0.50	545.00	272.50

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
	Correspondence with A Adessky and G Benchaya re draft liquidation cash flow.			
21/10/2018	Warren Levine Complete first draft of liquidation cash flow assuming minimal purchases. Also model KEIP, FF&E sales, WEPPA and other items.	3.50	545.00	1,907.50
21/10/2018	Warren Levine Draft a brief memo including liquidation cash flow and assumptions. Include an enhanced RQ&A page.	2.00	545.00	1,090.00
22/10/2018	Warren Levine Correspondence with Margaret re info needed. Compiling financial information per request from IBSA counsel. Further development of cash flow model through Jan/19.	4.50	545.00	2,452.50
22/10/2018	Gilles Benchaya Call with Fred on next steps, discussions with ISBA and bank feedback.	1.00	675.00	675.00
22/10/2018	Raymond Massi Telephone conversation with Fred; Discussion W. Levine re financial model; Telephone conversation with Osler	2.00	675.00	1,350.00
23/10/2018	Warren Levine Review analysis of incoming containers. Discuss status of engagement with G Benchaya and provide an update thereon.	1.50	545.00	817.50
23/10/2018	Andrew Adessky Conference call with R. Massi, S. Abitan; discussions with R. Massi	0.50	675.00	337.50
23/10/2018	Raymond Massi Telephone conversation with CIBC; Telephone conversation with Osler and A. Adessky. Review of revised cash flows. Travel to and from TO and meeting with FB, FS, Margaret	6.00	675.00	4,050.00
<b>Fees Total</b>		<b>251.15</b>		<b>\$ 139,497.75</b>

Date	Name and Description	Hours	Rate	Amount
18/10/2018	Airfare 18/10/2018: FP GBenchaya 0140851490569 - 2 credits used			\$ 506.40
18/10/2018	Airfare 18/10/2018: FP GBenchaya 0140851490569 - 2 credits used			506.40
18/10/2018	Airfare 18/10/2018: Change Flight fee -Oct. 18 Re: RCJNKZ			50.24

Date: 03/12/2018

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Date	Name and Description	Hours	Rate	Amount
23/10/2018	Airfare 23/10/2018: Change fee - Oct. 23			84.75
23/10/2018	Airfare 23/10/2018: FP GBenchaya 0140851490569 - 2 credits used			506.40
18/10/2018	Parking 18/10/2018: Parking at airport			37.47
18/10/2018	Parking 18/10/2018: Parking at Montreal Airport, ADM			34.79
23/10/2018	Parking 23/10/2018: Parking at Montreal Airport (ADM)			37.47
18/10/2018	Taxi 18/10/2018: From Airport to Richter, A-J Van Taxi			12.65
18/10/2018	Taxi 18/10/2018: From Richter to Airport			16.26
23/10/2018	Taxi 23/10/2018: Taxi downtown			13.55
23/10/2018	Train Fare 23/10/2018: Train from downtown to Pearson			11.16
<b>Disbursements Total</b>				<hr/> <b>\$ 1,817.54</b>



# RICHTER

11041037 Canada Inc.  
98 Orfus Road  
Toronto, ON M6A 1L9

Date: 05/12/2018  
Invoice No.: 20403526  
Engagement No.: 2021346  
Payment Terms: Due on Receipt

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Re: Notice Of Intention To Make A Proposal of 11041037 Canada Inc. (Bombay)

Professional services rendered for the period ended October 23, 2018. \$ 41,666.67  
One third of total fees and disbursements, as per details attached.

<b>Sub-Total</b>	<hr/>	41,666.67
GST/HST #885435842 RT0001		5,416.67
<b>Total Due</b>	<hr/>	<b>CAD \$ 47,083.34</b>

**MONTREAL**

-----  
Richter Groupe Conseil Inc.  
Richter Advisory Group Inc.  
1981 McGill College  
Montréal QC H3A 0G8  
514.934.3400

**TORONTO**

-----  
181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

**CHICAGO**

-----  
200 South Wacker, #3100  
Chicago IL 60608  
312.828.0800

RICHTER.CA

Invoice No.: 20403526  
Date: 05/12/2018

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**Remittance Form**

11041037 Canada Inc.  
98 Orfus Road  
Toronto, ON M6A 1L9

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**Invoice Summary**

<b>Sub-Total</b>		<b>\$ 41,666.67</b>
GST/HST #885435842 RT0001		5,416.67
<b>Total Due</b>	<b>CAD</b>	<b>\$ 47,083.34</b>

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**Payment Options**

**Wire Transfer**

Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2

CAD Account no.: 0322396 Transit no.: 41601 Swift code: TDOMCATTTOR  
USD Account no.: 7303619 Transit no.: 41601 Swift code: TDOMCATTTOR

Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Cheques**

Payable to: Richter Advisory Group Inc. Send to: 1981 McGill College, Mtl QC H3A 0G6

**Inquiries: please contact our Collection department at 514.934.3584 or e-mail ClientService@richter.ca**

**MONTREAL**

Richter Groupe Consoil Inc.  
Richter Advisory Group Inc.  
1981 McGill College  
Montréal QC H3A 0G6  
514 934.3400

**TORONTO**

181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

**CHICAGO**

200 South Wacker, #3100  
Chicago IL 60608  
312.828.0800

# RICHTER

Attn. Ms. Margaret Morrison, CFO

Fluid Brands Inc.  
98 Orfus Road  
Toronto, ON M6A 1L9

Date: 03/12/2018  
Engagement No.: 2021346  
Payment Terms: Due on Receipt

Re: Notices Of Intention To Make A Proposal of:  
Fluid Brands Inc.,  
11041037 Canada Inc. (Bombay), and  
11041045 Canada Inc. (Bowring)

Professional services rendered for the period ended October 23, 2018 \$ 139,497.75  
Disbursements 1,817.54

	<b>Sub-Total</b>	<u>141,315.29</u>
Less courtesy discount		-16,315.29
	<b>Sub-Total<sup>(1)</sup></b>	<u>125,000.00</u>
	GST/HST #885435842 RT0001	16,250.00
	<b>Total Due</b>	<u><b>CAD \$ 141,250.00</b></u>

(1) Billed as follows 1/3 to Fluid Brands Inc. = \$ 41,666.66  
1/3 to 11041037 Canada Inc. (Bombay) = 41,666.67  
1/3 to 11041045 Canada Inc. (Bowring) = 41,666.67  
\$ 125,000.00 + GST/HST

## MONTREAL

Richter Groupe Consoll Inc.  
Richter Advisory Group Inc.  
1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## TORONTO

181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER CA

Date: 03/12/2018

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Andrew Adessky	18.40	\$ 675.00	\$ 12,420.00
Gilles Benchaya	49.10	675.00	33,142.50
Raymond Massi	27.00	675.00	18,225.00
Timothy Maag	56.20	375.00	21,075.00
Vicky Coupal	0.25	105.00	26.25
Warren Levine	100.20	545.00	54,609.00
	<hr/>		
<b>Disbursements</b>	<b>251.15</b>		<b>\$ 139,497.75</b>

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Airfare		\$ 1,654.19
Parking		109.73
Taxi		42.46
Train Fare		11.16
		<hr/>
		<b>\$ 1,817.54</b>

Date: 03/12/2018

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
07/10/2018	Warren Levine Meeting with F Benitah, M Morrison, G Benchaya, R Massi and M Jutras to discuss status of operations and restructuring considerations for Bombay and Bowring.	4.00	\$ 545.00	\$ 2,180.00
07/10/2018	Warren Levine Preparation of a preliminary info request list and creation of a data site and send to MM.	1.50	545.00	817.50
07/10/2018	Warren Levine Creation of a new directory on server and transfer in several relevant documents from 2014 engagement as well as new files uploaded to the data site.	1.00	545.00	545.00
07/10/2018	Gilles Benchaya Planning Meeting at Richter with Martin, Fred, Warren, Margaret and Raymond Massi	4.00	675.00	2,700.00
07/10/2018	Raymond Massi Meeting with at Richter with Company, Kaufman re: restructuring	4.00	675.00	2,700.00
08/10/2018	Warren Levine Review info received, save in folders on server and prepare an info list tracker to identify missing info.	2.00	545.00	1,090.00
08/10/2018	Warren Levine Commence working on CF model . Import the Company's model and historical CF results. Discussions with G. Benchaya	3.00	545.00	1,635.00
08/10/2018	Gilles Benchaya Meeting with Warren re planning of workload (cashflows, financial performance, Hilco LA) etc.	1.00	675.00	675.00
08/10/2018	Gilles Benchaya Review of Hilco liquidation analysis. Planning meeting. Call with Fred to discuss status of filing.	1.50	675.00	1,012.50
09/10/2018	Warren Levine Meet with A Adessky re items needed for motion.	0.50	545.00	272.50
09/10/2018	Warren Levine Set up T Maag on P&L model and review status of file, info received to date.	1.00	545.00	545.00
09/10/2018	Warren Levine Call with MM to review the Company CF model.	0.50	545.00	272.50
09/10/2018	Warren Levine Continue to build cash flow model (integrate with EBITDA, WC rollforwards).	4.50	545.00	2,452.50
09/10/2018	Andrew Adessky	0.50	675.00	337.50

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
09/10/2018	Meeting with W. Levine re: motion Gilles Benchaya Call with Fred re rent defaults, Fees, trustee counsel etc.	0.80	675.00	540.00
09/10/2018	Gilles Benchaya Analysis of financial performance and current BBC.	2.00	675.00	1,350.00
09/10/2018	Gilles Benchaya Review of hilco store closing and potential consulting agreement templates.	1.00	675.00	675.00
09/10/2018	Raymond Massi CC Kaufman, Company, Richter update on status of file	1.00	675.00	675.00
10/10/2018	Warren Levine Work on Cash flow model - Incorporate YTD reported CF results, set up a weekly template corresponding to month end dates, inventory rollforwards.	5.50	545.00	2,997.50
10/10/2018	Timothy Maag Meeting with Warren Levin re: model	0.80	375.00	300.00
10/10/2018	Timothy Maag Set up of P&L Model Database	6.00	375.00	2,250.00
10/10/2018	Timothy Maag Sales Comps by store analysis	1.00	375.00	375.00
10/10/2018	Timothy Maag Reconciliation of Store P&Ls to Consolidated Financial Statements	1.00	375.00	375.00
10/10/2018	Timothy Maag Review of V1 of Hilco Liquidation analysis & creation of output table	0.70	375.00	262.50
10/10/2018	Andrew Adessky Motion, communications with Osler, internal planning	1.30	675.00	877.50
11/10/2018	Warren Levine Call with Margaret and Tim to discuss vendor payment terms and flow of inventory.	0.70	545.00	381.50
11/10/2018	Warren Levine Call with GB, RM, AA and counsel to discuss timing, next steps, status of restructuring and other.	1.00	545.00	545.00
11/10/2018	Warren Levine Call with Margaret and GB to review Company CF model, forecasted loan positions (IBSA, CIBC), rent and vendor payments and other.	0.50	545.00	272.50
11/10/2018	Warren Levine Call with F Benitah to discuss status of CF and go-forward cost structure.	0.50	545.00	272.50

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
11/10/2018	Warren Levine Further refinements to CF model including integrating with P&L model (using weekly results), reconciliation of cash and revolver balances.	3.50	545.00	1,907.50
11/10/2018	Timothy Maag Refinements to P&L model including integration of timing of closing stores, incorporating several assumptions into the model, etc.	3.50	375.00	1,312.50
11/10/2018	Timothy Maag Call with Warren and Margaret to discuss PO orders and other topics	0.70	375.00	262.50
11/10/2018	Timothy Maag Set-up Weekly Financials output	2.00	375.00	750.00
11/10/2018	Timothy Maag PO orders analysis to determine timing of Merchandise being received at the brokers location, in warehouse and payment date.	3.00	375.00	1,125.00
11/10/2018	Andrew Adessky Communications re filing, planning and preparation including conf call with attorneys	1.30	675.00	877.50
11/10/2018	Gilles Benchaya Preparation of documents required for noi filing for Margaret.	1.00	675.00	675.00
11/10/2018	Gilles Benchaya Discussion Raymond Massi and Andrew Adessky re status of new incorporating documents and timeline.	0.50	675.00	337.50
11/10/2018	Gilles Benchaya Status of rent defaults with Fred.	0.50	675.00	337.50
11/10/2018	Gilles Benchaya Discussion with Fred of Hilco deal and issues to renegotiate.	0.50	675.00	337.50
12/10/2018	Warren Levine Discussion with T Maag re sales comps, weekly sales split and other.	1.00	545.00	545.00
12/10/2018	Warren Levine Call with N Werner at Hilco to discuss assumptions used in liquidation analysis. Receipt and review of addition liquidation support (expense budget, sales per week).	1.50	545.00	817.50
12/10/2018	Warren Levine Set up T Maag on historical weekly inventory rollforwards and integrate in CF model.	1.00	545.00	545.00
12/10/2018	Warren Levine	2.00	545.00	1,090.00

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
	Further refinements to cash flow model including true up of opening W/C balances, and integration of layaways in A/R rollds.			
12/10/2018	Warren Levine Review P&L model structure and output tables. Discuss with T Maag re: changes required.	1.50	545.00	817.50
12/10/2018	Timothy Maag Initial set-up of presentation	0.50	375.00	187.50
12/10/2018	Timothy Maag Discussion with Warren re sales comps, weekly sales split, etc.	1.00	375.00	375.00
12/10/2018	Timothy Maag Analysis of weekly sales Aug-Oct, preparation of output and integration to model	1.50	375.00	562.50
12/10/2018	Timothy Maag Further refinement of P&L Model Assumptions	1.50	375.00	562.50
12/10/2018	Timothy Maag Discussion with Warren regarding historical weekly inventory rollforwards	0.70	375.00	262.50
12/10/2018	Timothy Maag Inventory Roll/ DSOH Analysis preparation	2.00	375.00	750.00
12/10/2018	Andrew Adessky Review emails, planning; call with G. Benchaya and CIBC; review and comment on motion	1.50	675.00	1,012.50
12/10/2018	Gilles Benchaya Call with Fred re: bank call discussion.	0.50	675.00	337.50
12/10/2018	Gilles Benchaya Call with CIBC and A. Adessky	1.00	675.00	675.00
12/10/2018	Gilles Benchaya Update call with Fred re landlord default notice.	0.50	675.00	337.50
12/10/2018	Gilles Benchaya Update call with Sandra Abitan re default and issues to discuss with lenders.	1.00	675.00	675.00
12/10/2018	Raymond Massi Review/comments draft motion to authorize Richter to act; Telephone conversation with Osler;	1.00	675.00	675.00
13/10/2018	Warren Levine Receipt and review of updated Hilco liquidation plan. Forward a copy to T Maag with a follow up call to discuss how to incorporate in latest model.	2.00	545.00	1,090.00
13/10/2018	Warren Levine	1.50	545.00	817.50

Date: 03/12/2018

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Date	Name and Description	Hours	Rate	Amount
13/10/2018	Incorporate latest Hilco liquidation sales and expenses in cash flow model. Warren Levine	1.50	545.00	817.50
13/10/2018	Commence outline of deck presentation to CIBC and discuss with T Maag. Update various slides with latest CF schedules, as well as cover page and RQ&A. Timothy Maag	0.80	375.00	300.00
13/10/2018	Update for V2 of Hilco Sales plan (Liquidation analysis) and incorporation into model Timothy Maag	0.20	375.00	75.00
14/10/2018	Discussion with Warren regarding P&L Model update Warren Levine	0.80	545.00	436.00
14/10/2018	Call with N Werner and G Benchaya to discuss liquidation model assumptions and potential changes. Warren Levine	2.50	545.00	1,362.50
14/10/2018	Review of P&L forecast model with T Maag, and implement various cost reductions based on decreasing store count through liquidation. Warren Levine	2.70	545.00	1,471.50
14/10/2018	Run updated P&L through cash flow model and analyze results. Start preparing report format output tables. Timothy Maag	2.50	375.00	937.50
14/10/2018	Review of P&L forecast model with Warren and Gilles as well as planning of further analysis to be completed Timothy Maag	2.00	375.00	750.00
14/10/2018	Further refinement of P&L Model Assumptions following Gilles and Warren's review Gilles Benchaya	3.00	675.00	2,025.00
15/10/2018	Work on cashflow with Warren Levine and Tim, call with Hilco. Warren Levine	1.00	545.00	545.00
15/10/2018	Call and email correspondence with Margaret to review current loan balance and interest payments, status of in-transit inventory and purchases. Warren Levine	5.50	545.00	2,997.50
15/10/2018	Work on cash flow model to incorporate a weekly borrowing base tied to working capital rollforwards. After analyzing Company's receipts and disbursements start converting model to forecast these items. Warren Levine	2.00	545.00	1,090.00

Date: 03/12/2018

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Date	Name and Description	Hours	Rate	Amount
	Review Hilco advertising and supervision costs with G Benchaya and request additional details. Then incorporate in CF model on a weekly basis.			
15/10/2018	Timothy Maag Preparation of B/S output	0.70	375.00	262.50
15/10/2018	Timothy Maag Inventory Balance by Store Analysis	1.50	375.00	562.50
15/10/2018	Timothy Maag Store Closure List Analysis	1.00	375.00	375.00
15/10/2018	Timothy Maag Update discussion with Warren and Gilles	0.50	375.00	187.50
15/10/2018	Timothy Maag Go-Forward Store vs. Closing Store Analysis	1.50	375.00	562.50
15/10/2018	Timothy Maag Monthly P&L output	1.20	375.00	450.00
15/10/2018	Timothy Maag EBITDA Overview and 4-Wall EBITDA by Banner Overview output table preparation	1.00	375.00	375.00
15/10/2018	Timothy Maag Refinement of the store comp analysis with Aug&Sep Sales File & Model updates	1.70	375.00	637.50
15/10/2018	Andrew Adessky Review emails from S. Abitan, M. Jutras; chronology of events; cash flow discussion G. Benchaya, W. Levine, preparation for filing	2.70	675.00	1,822.50
15/10/2018	Gilles Benchaya Work on powerpoint presentation for bank meeting including financial performance, divisional profitability, cf etc.	2.50	675.00	1,687.50
15/10/2018	Gilles Benchaya Update call with Fred re cfs, Hilco liquidation etc.	0.50	675.00	337.50
15/10/2018	Gilles Benchaya Calls with Nancy Werner of Hilco to review the partial liquidation scenario including underlying assumptions.	1.50	675.00	1,012.50
15/10/2018	Raymond Massi Review of draft financial model; Telephone conversation with Osler; Telephone conversation with FB	1.00	675.00	675.00
16/10/2018	Warren Levine Preparation of additional details of "other" expenses and cash collections in weekly DIP CF model and forward to MM.	2.50	545.00	1,362.50
16/10/2018	Warren Levine	1.00	545.00	545.00

Date: 03/12/2018

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Date	Name and Description	Hours	Rate	Amount
	Call and follow up correspondence with MM re collections and other disbursements.			
16/10/2018	Warren Levine Update CF and P&L model (discuss with T Maag) to reflect changes as per conversation with MM (reductions to various HO and DC expenses, supervisor expenses).	3.50	545.00	1,907.50
16/10/2018	Warren Levine Perform an analysis of gift cards by banner and integrate in CF model and weekly BBC.	1.50	545.00	817.50
16/10/2018	Warren Levine Review of Hilco's latest liquidation forecast and expense budget. Call with N Werner to review and request additional support.	1.00	545.00	545.00
16/10/2018	Warren Levine Update CF slides and circulate to G Benchaya and A Adessky.	0.50	545.00	272.50
16/10/2018	Vicky Coupal Mandate letter	0.25	105.00	26.25
16/10/2018	Timothy Maag Rent Default Analysis	1.00	375.00	375.00
16/10/2018	Timothy Maag Discussion with Warren regarding P&L Assumption changes	0.50	375.00	187.50
16/10/2018	Timothy Maag Further refinement of P&L Model Assumptions following Gilles and Warren's review	2.00	375.00	750.00
16/10/2018	Timothy Maag Discussion with Gilles and Warren re: model	0.70	375.00	262.50
16/10/2018	Timothy Maag Revisions to report	1.00	375.00	375.00
16/10/2018	Timothy Maag Update for V3 of Hilco Sales plan (Liquidation analysis) and incorporation into model, and preparation of additional Hilco summary outputs	1.50	375.00	562.50
16/10/2018	Timothy Maag 4-wall EBITDA by Region analysis	1.50	375.00	562.50
16/10/2018	Andrew Adessky Comments fee agreement; disc. G. Benchaya re various matters; review schedules for Bank meeting; cc with Osler, Richter, Kaufman; review latest motion to appoint Richter; call with Osler and Richter re planning, next steps; communications with Hilco	2.80	675.00	1,890.00
16/10/2018	Gilles Benchaya	1.50	675.00	1,012.50

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
	Work on cashflow with Warren.			
16/10/2018	Gilles Benchaya Call with all counsel on planning.	0.50	675.00	337.50
16/10/2018	Gilles Benchaya Call with Nancy w at Hilco to discuss realization scenario, revised start date, cost factor etc.	0.80	675.00	540.00
16/10/2018	Gilles Benchaya Review revised Hilco scenario.	1.00	675.00	675.00
16/10/2018	Gilles Benchaya Update call with Sandra Abitan	0.50	675.00	337.50
16/10/2018	Gilles Benchaya Call with Fred re bank meeting, prelim CF results etc.	0.50	675.00	337.50
16/10/2018	Gilles Benchaya Work on Powerpoint for bank meeting, including , recent results, hilco assumptions, divisional p&ls etc.	1.50	675.00	1,012.50
16/10/2018	Gilles Benchaya Analysis of rent defaults to date and cure period.	0.50	675.00	337.50
16/10/2018	Raymond Massi CC Oslers, Kaufman, Company; review of financial model	1.00	675.00	675.00
17/10/2018	Warren Levine Rollforward inventory and include assumed Bowring Jan/19 purchases for go-forward stores based on PY inv/store.	2.50	545.00	1,362.50
17/10/2018	Warren Levine Review draft presentation and work with T Maag and G Benchaya to update schedules and write ups prior to meeting with management.	1.50	545.00	817.50
17/10/2018	Warren Levine Meeting with Fred, Margaret, Albert, Gilles, Ray to review latest DIP cash flow and draft report for CIBC. Discussion on key assumptions, changes to model, strategy for meeting and other.	4.00	545.00	2,180.00
17/10/2018	Timothy Maag Report revisions	2.50	375.00	937.50
17/10/2018	Andrew Adessky Email to S. Abitan re Hilco/GB agreement; discussion G. Benchaya, finalize retention letters; discussions with R. Massi and G. Benchaya	2.10	675.00	1,417.50
17/10/2018	Andrew Adessky	1.40	675.00	945.00

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
17/10/2018	Call with S. Abitan, G. Benchaya and R. Massi; CIBC presentation Gilles Benchaya Work with Warren on deck for bank and updates to cf assumptions.	3.00	675.00	2,025.00
17/10/2018	Gilles Benchaya Call with Sandra and Raymond Massi and Andrew Adessky re status of filing, landlord notice, noi filings and prep for CIBC call.	1.00	675.00	675.00
17/10/2018	Gilles Benchaya Meeting with Fred and Margaret and Albert to review cf and discuss bank strategy. Work on detailed cashflow and underlying assumptions based on feedback from Company.	4.00	675.00	2,700.00
17/10/2018	Raymond Massi CC with Company; Telephone conversation with Osler; review of documents; review of engagement letter	1.50	675.00	1,012.50
18/10/2018	Warren Levine Updates to report deck prior to CIBC meeting including simplifying CF presentation, prior week adjustments, proofing report, add in additional analyses (comp sales).	4.00	545.00	2,180.00
18/10/2018	Warren Levine Email correspondence with G Benchaya re CIBC meeting, changes needed to presentation, report version for IBSA and other deliverables.	0.50	545.00	272.50
18/10/2018	Warren Levine Revisions to model and update report with updated schedules.	1.50	545.00	817.50
18/10/2018	Timothy Maag Ongoing report revisions	2.00	375.00	750.00
18/10/2018	Andrew Adessky Review task checklist from Osler; conference calls, cash flow	1.30	675.00	877.50
18/10/2018	Gilles Benchaya Update to presentation for CIBC meeting, discussion with Raymond Massi re planning for meeting. Meeting with Margaret and Fred at Commerce court to discuss bank meeting and strategy. Meeting with CIBC to review deck on Financial overview and next steps.	6.00	675.00	4,050.00
18/10/2018	Raymond Massi Travel to and from Toronto; meeting with CIBC; Telephone conversations with Greenspoon; Telephone conversation with Jutras	6.00	675.00	4,050.00
19/10/2018	Warren Levine	2.00	545.00	1,090.00

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
19/10/2018	Update report deck for revised DIP and other misc changes and circulate to CIBC Warren Levine Reach out to Hilco to discuss full liquidation scenario.	0.50	545.00	272.50
19/10/2018	Warren Levine Receipt and review of Hilco's full liquidation model. Send to T Maag and discuss required updates to P&L model.	0.50	545.00	272.50
19/10/2018	Warren Levine Call/email correspondence with G Benchaya re update from CIBC meeting, full liquidation requirement, next steps and other deliverables.	1.00	545.00	545.00
19/10/2018	Timothy Maag Full Liquidation Model Update	3.00	375.00	1,125.00
19/10/2018	Andrew Adessky Various discussions with R. Massi, G. Benchaya; review of emails; non-reliance letter; planning for NOI filing; conf call with Richter, Osler, Kaufman	3.00	675.00	2,025.00
19/10/2018	Gilles Benchaya Call with Sandra Abitan, Albert and Martin to discuss bank meeting, fluid brands head office, timing of filing and prelim feedback from lenders.	1.00	675.00	675.00
19/10/2018	Gilles Benchaya Call with David Cohen, Martin, Albert, Sandra Abitan and Raymond Massi re; bank prelim feedback and additional requirements.	1.00	675.00	675.00
19/10/2018	Gilles Benchaya Discussion with Warren re modified assumptions, including multiple buying scenarios and delays. Review of updated versions and providing feedback to Warren. Discussions with A. Adessky and R. Massi	2.00	675.00	1,350.00
19/10/2018	Raymond Massi Conference call with Kaufman; Conference call with CIBC; review of documents; telephone conversation with FB. Internal discussion with A. Adessky and G. Benchaya. Telephone calls with Osler	3.50	675.00	2,362.50
20/10/2018	Warren Levine Continue modeling liquidation cash flow incorporating various comments from G Benchaya and A Adessky. Adjust purchase assumptions to reflect inventory levels per Hilco projections.	4.00	545.00	2,180.00
20/10/2018	Warren Levine	0.50	545.00	272.50

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
	Correspondence with A Adessky and G Benchaya re draft liquidation cash flow.			
21/10/2018	Warren Levine Complete first draft of liquidation cash flow assuming minimal purchases. Also model KEIP, FF&E sales, WEPPA and other items.	3.50	545.00	1,907.50
21/10/2018	Warren Levine Draft a brief memo including liquidation cash flow and assumptions. Include an enhanced RQ&A page.	2.00	545.00	1,090.00
22/10/2018	Warren Levine Correspondence with Margaret re info needed. Compiling financial information per request from IBSA counsel. Further development of cash flow model through Jan/19.	4.50	545.00	2,452.50
22/10/2018	Gilles Benchaya Call with Fred on next steps, discussions with ISBA and bank feedback.	1.00	675.00	675.00
22/10/2018	Raymond Massi Telephone conversation with Fred; Discussion W. Levine re financial model; Telephone conversation with Osler	2.00	675.00	1,350.00
23/10/2018	Warren Levine Review analysis of incoming containers. Discuss status of engagement with G Benchaya and provide an update thereon.	1.50	545.00	817.50
23/10/2018	Andrew Adessky Conference call with R. Massi, S. Abitan; discussions with R. Massi	0.50	675.00	337.50
23/10/2018	Raymond Massi Telephone conversation with CIBC; Telephone conversation with Osler and A. Adessky. Review of revised cash flows. Travel to and from TO and meeting with FB, FS, Margaret	6.00	675.00	4,050.00
<b>Fees Total</b>		<b>251.15</b>		<b>\$ 139,497.75</b>

Date	Name and Description	Hours	Rate	Amount
18/10/2018	Airfare 18/10/2018: FP GBenchaya 0140851490569 - 2 credits used			\$ 506.40
18/10/2018	Airfare 18/10/2018: FP GBenchaya 0140851490569 - 2 credits used			506.40
18/10/2018	Airfare 18/10/2018: Change Flight fee -Oct. 18 Re: RCJNKZ			50.24

Date: 03/12/2018

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Date	Name and Description	Hours	Rate	Amount
23/10/2018	Airfare 23/10/2018: Change fee - Oct. 23			84.75
23/10/2018	Airfare 23/10/2018: FP GBenchaya 0140851490569 - 2 credits used			506.40
18/10/2018	Parking 18/10/2018: Parking at airport			37.47
18/10/2018	Parking 18/10/2018: Parking at Montreal Airport, ADM			34.79
23/10/2018	Parking 23/10/2018: Parking at Montreal Airport (ADM)			37.47
18/10/2018	Taxi 18/10/2018: From Airport to Richter, A-J Van Taxi			12.65
18/10/2018	Taxi 18/10/2018: From Richter to Airport			16.26
23/10/2018	Taxi 23/10/2018: Taxi downtown			13.55
23/10/2018	Train Fare 23/10/2018: Train from downtown to Pearson			11.16
<b>Disbursements Total</b>				<hr/> <b>\$ 1,817.54</b>



# RICHTER

11041045 Canada Inc.  
98 Orfus Road  
Toronto, ON M6A 1L9

Date: 04/12/2018  
Invoice No.: 20403522  
Engagement No.: 2021346  
Payment Terms: Due on Receipt

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Re: Notice Of Intention To Make A Proposal of 11041045 Canada Inc. (Bowing)

Professional services rendered for the period ended October 23, 2018. \$ 41,666.67  
One third of total fees and disbursements, as per details attached.

<b>Sub-Total</b>		<u>41,666.67</u>
GST/HST #885435842 RT0001		5,416.67
<b>Total Due</b>	<b>CAD</b>	<u><b>\$ 47,083.34</b></u>

**MONTRÉAL**

Richter Groupe Conseil Inc.  
Richter Advisory Group Inc.  
1981 McGill College  
Montréal QC H3A 0G8  
514.934.3400

**TORONTO**

181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

**CHICAGO**

200 South Wacker, #3100  
Chicago IL 60608  
312.828.0800

RICHTER.CA

**Invoice No.:** 20403522  
**Date:** 04/12/2018

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**Remittance Form**

11041045 Canada Inc.  
98 Orfus Road  
Toronto, ON M6A 1L9

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**Invoice Summary**

<b>Sub-Total</b>		<b>\$ 41,666.67</b>
GST/HST #885435842 RT0001		5,416.67
<b>Total Due</b>	<b>CAD</b>	<b>\$ 47,083.34</b>

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**Payment Options**

**Wire Transfer**

Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2

CAD Account no.: 0322396 Transit no.: 41601 Swift code: TDOMCATTTOR  
USD Account no.: 7303619 Transit no.: 41601 Swift code: TDOMCATTTOR

Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Cheques**

Payable to: Richter Advisory Group Inc. Send to: 1981 McGill College, Mtl QC H3A 0G6

**Inquiries: please contact our Collection department at 514.934.3584 or e-mail ClientService@richter.ca**

**MONTREAL**

Richter Groupe Consoll Inc.  
Richter Advisory Group Inc.  
1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

**TORONTO**

181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

**CHICAGO**

200 South Wacker, #3100  
Chicago IL 60606  
312.628.0800

RICHTER.CA

# RICHTER

Attn. Ms. Margaret Morrison, CFO

Fluid Brands Inc.  
98 Orfus Road  
Toronto, ON M6A 1L9

Date: 03/12/2018  
Engagement No.: 2021346  
Payment Terms: Due on Receipt

Re: Notices Of Intention To Make A Proposal of:  
Fluid Brands Inc.,  
11041037 Canada Inc. (Bombay), and  
11041045 Canada Inc. (Bowring)

Professional services rendered for the period ended October 23, 2018 \$ 139,497.75  
Disbursements 1,817.54

	<b>Sub-Total</b>	<u>141,315.29</u>
Less courtesy discount		-16,315.29
	<b>Sub-Total<sup>(1)</sup></b>	<u>125,000.00</u>
	GST/HST #885435842 RT0001	16,250.00
	<b>Total Due</b>	<u><b>CAD \$ 141,250.00</b></u>

(1) Billed as follows 1/3 to Fluid Brands Inc. = \$ 41,666.66  
1/3 to 11041037 Canada Inc. (Bombay) = 41,666.67  
1/3 to 11041045 Canada Inc. (Bowring) = 41,666.67  
\$ 125,000.00 + GST/HST

## MONTREAL

Richter Groupe Conseil Inc.  
Richter Advisory Group Inc.  
1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

## TORONTO

181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.826.0800

RICHTER.CA

Date: 03/12/2018

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<b>Fees</b>			
<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Andrew Adessky	18.40	\$ 675.00	\$ 12,420.00
Gilles Benchaya	49.10	675.00	33,142.50
Raymond Massi	27.00	675.00	18,225.00
Timothy Maag	56.20	375.00	21,075.00
Vicky Coupal	0.25	105.00	26.25
Warren Levine	100.20	545.00	54,609.00
	<u>251.15</u>		<u>\$ 139,497.75</u>
<b>Disbursements</b>			
Airfare			\$ 1,654.19
Parking			109.73
Taxi			42.46
Train Fare			11.16
			<u>\$ 1,817.54</u>

Date: 03/12/2018

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
07/10/2018	Warren Levine Meeting with F Benitah, M Morrison, G Benchaya, R Massi and M Jutras to discuss status of operations and restructuring considerations for Bombay and Bowring.	4.00	\$ 545.00	\$ 2,180.00
07/10/2018	Warren Levine Preparation of a preliminary info request list and creation of a data site and send to MM.	1.50	545.00	817.50
07/10/2018	Warren Levine Creation of a new directory on server and transfer in several relevant documents from 2014 engagement as well as new files uploaded to the data site.	1.00	545.00	545.00
07/10/2018	Gilles Benchaya Planning Meeting at Richter with Martin, Fred, Warren, Margaret and Raymond Massi	4.00	675.00	2,700.00
07/10/2018	Raymond Massi Meeting with at Richter with Company, Kaufman re: restructuring	4.00	675.00	2,700.00
08/10/2018	Warren Levine Review info received, save in folders on server and prepare an info list tracker to identify missing info.	2.00	545.00	1,090.00
08/10/2018	Warren Levine Commence working on CF model . Import the Company's model and historical CF results. Discussions with G. Benchaya	3.00	545.00	1,635.00
08/10/2018	Gilles Benchaya Meeting with Warren re planning of workload (cashflows, financial performance, Hilco LA) etc.	1.00	675.00	675.00
08/10/2018	Gilles Benchaya Review of Hilco liquidation analysis. Planning meeting. Call with Fred to discuss status of filing.	1.50	675.00	1,012.50
09/10/2018	Warren Levine Meet with A Adessky re items needed for motion.	0.50	545.00	272.50
09/10/2018	Warren Levine Set up T Maag on P&L model and review status of file, info received to date.	1.00	545.00	545.00
09/10/2018	Warren Levine Call with MM to review the Company CF model.	0.50	545.00	272.50
09/10/2018	Warren Levine Continue to build cash flow model (integrate with EBITDA, WC rollforwards).	4.50	545.00	2,452.50
09/10/2018	Andrew Adessky	0.50	675.00	337.50

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
09/10/2018	Meeting with W. Levine re: motion Gilles Benchaya Call with Fred re rent defaults, Fees, trustee counsel etc.	0.80	675.00	540.00
09/10/2018	Gilles Benchaya Analysis of financial performance and current BBC.	2.00	675.00	1,350.00
09/10/2018	Gilles Benchaya Review of hilco store closing and potential consulting agreement templates.	1.00	675.00	675.00
09/10/2018	Raymond Massi CC Kaufman, Company, Richter update on status of file	1.00	675.00	675.00
10/10/2018	Warren Levine Work on Cash flow model - Incorporate YTD reported CF results, set up a weekly template corresponding to month end dates, inventory rollforwards.	5.50	545.00	2,997.50
10/10/2018	Timothy Maag Meeting with Warren Levin re: model	0.80	375.00	300.00
10/10/2018	Timothy Maag Set up of P&L Model Database	6.00	375.00	2,250.00
10/10/2018	Timothy Maag Sales Comps by store analysis	1.00	375.00	375.00
10/10/2018	Timothy Maag Reconciliation of Store P&Ls to Consolidated Financial Statements	1.00	375.00	375.00
10/10/2018	Timothy Maag Review of V1 of Hilco Liquidation analysis & creation of output table	0.70	375.00	262.50
10/10/2018	Andrew Adessky Motion, communications with Osler, internal planning	1.30	675.00	877.50
11/10/2018	Warren Levine Call with Margaret and Tim to discuss vendor payment terms and flow of inventory.	0.70	545.00	381.50
11/10/2018	Warren Levine Call with GB, RM, AA and counsel to discuss timing, next steps, status of restructuring and other.	1.00	545.00	545.00
11/10/2018	Warren Levine Call with Margaret and GB to review Company CF model, forecasted loan positions (IBSA, CIBC), rent and vendor payments and other.	0.50	545.00	272.50
11/10/2018	Warren Levine Call with F Benitah to discuss status of CF and go-forward cost structure.	0.50	545.00	272.50

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
11/10/2018	Warren Levine Further refinements to CF model including integrating with P&L model (using weekly results), reconciliation of cash and revolver balances.	3.50	545.00	1,907.50
11/10/2018	Timothy Maag Refinements to P&L model including integration of timing of closing stores, incorporating several assumptions into the model, etc.	3.50	375.00	1,312.50
11/10/2018	Timothy Maag Call with Warren and Margaret to discuss PO orders and other topics	0.70	375.00	262.50
11/10/2018	Timothy Maag Set-up Weekly Financials output	2.00	375.00	750.00
11/10/2018	Timothy Maag PO orders analysis to determine timing of Merchandise being received at the brokers location, in warehouse and payment date.	3.00	375.00	1,125.00
11/10/2018	Andrew Adessky Communications re filing, planning and preparation including conf call with attorneys	1.30	675.00	877.50
11/10/2018	Gilles Benchaya Preparation of documents required for noi filing for Margaret.	1.00	675.00	675.00
11/10/2018	Gilles Benchaya Discussion Raymond Massi and Andrew Adessky re status of new incorporating documents and timeline.	0.50	675.00	337.50
11/10/2018	Gilles Benchaya Status of rent defaults with Fred.	0.50	675.00	337.50
11/10/2018	Gilles Benchaya Discussion with Fred of Hilco deal and issues to renegotiate.	0.50	675.00	337.50
12/10/2018	Warren Levine Discussion with T Maag re sales comps, weekly sales split and other.	1.00	545.00	545.00
12/10/2018	Warren Levine Call with N Werner at Hilco to discuss assumptions used in liquidation analysis. Receipt and review of addition liquidation support (expense budget, sales per week).	1.50	545.00	817.50
12/10/2018	Warren Levine Set up T Maag on historical weekly inventory rollforwards and integrate in CF model.	1.00	545.00	545.00
12/10/2018	Warren Levine	2.00	545.00	1,090.00

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
	Further refinements to cash flow model including true up of opening W/C balances, and integration of layaways in A/R rollids.			
12/10/2018	Warren Levine Review P&L model structure and output tables. Discuss with T Maag re: changes required.	1.50	545.00	817.50
12/10/2018	Timothy Maag Initial set-up of presentation	0.50	375.00	187.50
12/10/2018	Timothy Maag Discussion with Warren re sales comps, weekly sales split, etc.	1.00	375.00	375.00
12/10/2018	Timothy Maag Analysis of weekly sales Aug-Oct, preparation of output and integration to model	1.50	375.00	562.50
12/10/2018	Timothy Maag Further refinement of P&L Model Assumptions	1.50	375.00	562.50
12/10/2018	Timothy Maag Discussion with Warren regarding historical weekly inventory rollforwards	0.70	375.00	262.50
12/10/2018	Timothy Maag Inventory Roll/ DSOH Analysis preparation	2.00	375.00	750.00
12/10/2018	Andrew Adessky Review emails, planning; call with G. Benchaya and CIBC; review and comment on motion	1.50	675.00	1,012.50
12/10/2018	Gilles Benchaya Call with Fred re: bank call discussion.	0.50	675.00	337.50
12/10/2018	Gilles Benchaya Call with CIBC and A. Adessky	1.00	675.00	675.00
12/10/2018	Gilles Benchaya Update call with Fred re landlord default notice.	0.50	675.00	337.50
12/10/2018	Gilles Benchaya Update call with Sandra Abitan re default and issues to discuss with lenders.	1.00	675.00	675.00
12/10/2018	Raymond Massi Review/comments draft motion to authorize Richter to act; Telephone conversation with Osler;	1.00	675.00	675.00
13/10/2018	Warren Levine Receipt and review of updated Hilco liquidation plan. Forward a copy to T Maag with a follow up call to discuss how to incorporate in latest model.	2.00	545.00	1,090.00
13/10/2018	Warren Levine	1.50	545.00	817.50

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
13/10/2018	Incorporate latest Hilco liquidation sales and expenses in cash flow model. Warren Levine	1.50	545.00	817.50
13/10/2018	Commence outline of deck presentation to CIBC and discuss with T Maag. Update various slides with latest CF schedules, as well as cover page and RQ&A. Timothy Maag	0.80	375.00	300.00
13/10/2018	Update for V2 of Hilco Sales plan (Liquidation analysis) and incorporation into model Timothy Maag	0.20	375.00	75.00
14/10/2018	Discussion with Warren regarding P&L Model update Warren Levine	0.80	545.00	436.00
14/10/2018	Call with N Werner and G Benchaya to discuss liquidation model assumptions and potential changes. Warren Levine	2.50	545.00	1,362.50
14/10/2018	Review of P&L forecast model with T Maag, and implement various cost reductions based on decreasing store count through liquidation. Warren Levine	2.70	545.00	1,471.50
14/10/2018	Run updated P&L through cash flow model and analyze results. Start preparing report format output tables. Timothy Maag	2.50	375.00	937.50
14/10/2018	Review of P&L forecast model with Warren and Gilles as well as planning of further analysis to be completed Timothy Maag	2.00	375.00	750.00
14/10/2018	Further refinement of P&L Model Assumptions following Gilles and Warren's review Gilles Benchaya	3.00	675.00	2,025.00
15/10/2018	Work on cashflow with Warren Levine and Tim, call with Hilco. Warren Levine	1.00	545.00	545.00
15/10/2018	Call and email correspondence with Margaret to review current loan balance and interest payments, status of in-transit inventory and purchases. Warren Levine	5.50	545.00	2,997.50
15/10/2018	Work on cash flow model to incorporate a weekly borrowing base tied to working capital rollforwards. After analyzing Company's receipts and disbursements start converting model to forecast these items. Warren Levine	2.00	545.00	1,090.00

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
	Review Hilco advertising and supervision costs with G Benchaya and request additional details. Then incorporate in CF model on a weekly basis.			
15/10/2018	Timothy Maag Preparation of B/S output	0.70	375.00	262.50
15/10/2018	Timothy Maag Inventory Balance by Store Analysis	1.50	375.00	562.50
15/10/2018	Timothy Maag Store Closure List Analysis	1.00	375.00	375.00
15/10/2018	Timothy Maag Update discussion with Warren and Gilles	0.50	375.00	187.50
15/10/2018	Timothy Maag Go-Forward Store vs. Closing Store Analysis	1.50	375.00	562.50
15/10/2018	Timothy Maag Monthly P&L output	1.20	375.00	450.00
15/10/2018	Timothy Maag EBITDA Overview and 4-Wall EBITDA by Banner Overview output table preparation	1.00	375.00	375.00
15/10/2018	Timothy Maag Refinement of the store comp analysis with Aug&Sep Sales File & Model updates	1.70	375.00	637.50
15/10/2018	Andrew Adessky Review emails from S. Abitan, M. Jutras; chronology of events; cash flow discussion G. Benchaya, W. Levine, preparation for filing	2.70	675.00	1,822.50
15/10/2018	Gilles Benchaya Work on powerpoint presentation for bank meeting including financial performance, divisional profitability, cf etc.	2.50	675.00	1,687.50
15/10/2018	Gilles Benchaya Update call with Fred re cfs, Hilco liquidation etc.	0.50	675.00	337.50
15/10/2018	Gilles Benchaya Calls with Nancy Werner of Hilco to review the partial liquidation scenario including underlying assumptions.	1.50	675.00	1,012.50
15/10/2018	Raymond Massi Review of draft financial model; Telephone conversation with Osler; Telephone conversation with FB	1.00	675.00	675.00
16/10/2018	Warren Levine Preparation of additional details of "other" expenses and cash collections in weekly DIP CF model and forward to MM.	2.50	545.00	1,362.50
16/10/2018	Warren Levine	1.00	545.00	545.00

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
16/10/2018	Call and follow up correspondence with MM re collections and other disbursements. Warren Levine	3.50	545.00	1,907.50
16/10/2018	Update CF and P&L model (discuss with T Maag) to reflect changes as per conversation with MM (reductions to various HO and DC expenses, supervisor expenses). Warren Levine	1.50	545.00	817.50
16/10/2018	Perform an analysis of gift cards by banner and integrate in CF model and weekly BBC. Warren Levine	1.00	545.00	545.00
16/10/2018	Review of Hilco's latest liquidation forecast and expense budget. Call with N Werner to review and request additional support. Warren Levine	0.50	545.00	272.50
16/10/2018	Update CF slides and circulate to G Benchaya and A Adessky. Vicky Coupal	0.25	105.00	26.25
16/10/2018	Mandate letter Timothy Maag	1.00	375.00	375.00
16/10/2018	Rent Default Analysis Timothy Maag	0.50	375.00	187.50
16/10/2018	Discussion with Warren regarding P&L Assumption changes Timothy Maag	2.00	375.00	750.00
16/10/2018	Further refinement of P&L Model Assumptions following Gilles and Warren's review Timothy Maag	0.70	375.00	262.50
16/10/2018	Discussion with Gilles and Warren re: model Timothy Maag	1.00	375.00	375.00
16/10/2018	Revisions to report Timothy Maag	1.50	375.00	562.50
16/10/2018	Update for V3 of Hilco Sales plan (Liquidation analysis) and incorporation into model, and preparation of additional Hilco summary outputs Timothy Maag	1.50	375.00	562.50
16/10/2018	4-wall EBITDA by Region analysis Andrew Adessky	2.80	675.00	1,890.00
16/10/2018	Comments fee agreement; disc. G. Benchaya re various matters; review schedules for Bank meeting; cc with Osler, Richter, Kaufman; review latest motion to appoint Richter; call with Osler and Richter re planning, next steps; communications with Hilco Gilles Benchaya	1.50	675.00	1,012.50

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
16/10/2018	Work on cashflow with Warren. Gilles Benchaya Call with all counsel on planning.	0.50	675.00	337.50
16/10/2018	Gilles Benchaya Call with Nancy w at Hilco to discuss realization scenario, revised start date, cost factor etc.	0.80	675.00	540.00
16/10/2018	Gilles Benchaya Review revised Hilco scenario.	1.00	675.00	675.00
16/10/2018	Gilles Benchaya Update call with Sandra Abitan	0.50	675.00	337.50
16/10/2018	Gilles Benchaya Call with Fred re bank meeting, prelim CF results etc.	0.50	675.00	337.50
16/10/2018	Gilles Benchaya Work on Powerpoint for bank meeting, including , recent results, hilco assumptions, divisional p&ls etc.	1.50	675.00	1,012.50
16/10/2018	Gilles Benchaya Analysis of rent defaults to date and cure period.	0.50	675.00	337.50
16/10/2018	Raymond Massi CC Oslers, Kaufman, Company; review of financial model	1.00	675.00	675.00
17/10/2018	Warren Levine Rollforward inventory and include assumed Bowring Jan/19 purchases for go-forward stores based on PY inv/store.	2.50	545.00	1,362.50
17/10/2018	Warren Levine Review draft presentation and work with T Maag and G Benchaya to update schedules and write ups prior to meeting with management.	1.50	545.00	817.50
17/10/2018	Warren Levine Meeting with Fred, Margaret, Albert, Gilles, Ray to review latest DIP cash flow and draft report for CIBC. Discussion on key assumptions, changes to model, strategy for meeting and other.	4.00	545.00	2,180.00
17/10/2018	Timothy Maag Report revisions	2.50	375.00	937.50
17/10/2018	Andrew Adessky Email to S. Abitan re Hilco/GB agreement; discussion G. Benchaya, finalize retention letters; discussions with R. Massi and G. Benchaya	2.10	675.00	1,417.50
17/10/2018	Andrew Adessky	1.40	675.00	945.00

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
	Call with S. Abitan, G. Benchaya and R. Massi; CIBC presentation			
17/10/2018	Gilles Benchaya Work with Warren on deck for bank and updates to cf assumptions.	3.00	675.00	2,025.00
17/10/2018	Gilles Benchaya Call with Sandra and Raymond Massi and Andrew Adessky re status of filing, landlord notice, noi filings and prep for CIBC call.	1.00	675.00	675.00
17/10/2018	Gilles Benchaya Meeting with Fred and Margaret and Albert to review cf and discuss bank strategy. Work on detailed cashflow and underlying assumptions based on feedback from Company.	4.00	675.00	2,700.00
17/10/2018	Raymond Massi CC with Company; Telephone conversation with Osler; review of documents; review of engagement letter	1.50	675.00	1,012.50
18/10/2018	Warren Levine Updates to report deck prior to CIBC meeting including simplifying CF presentation, prior week adjustments, proofing report, add in additional analyses (comp sales).	4.00	545.00	2,180.00
18/10/2018	Warren Levine Email correspondence with G Benchaya re CIBC meeting, changes needed to presentation, report version for IBSA and other deliverables.	0.50	545.00	272.50
18/10/2018	Warren Levine Revisions to model and update report with updated schedules.	1.50	545.00	817.50
18/10/2018	Timothy Maag Ongoing report revisions	2.00	375.00	750.00
18/10/2018	Andrew Adessky Review task checklist from Osler; conference calls, cash flow	1.30	675.00	877.50
18/10/2018	Gilles Benchaya Update to presentation for CIBC meeting, discussion with Raymond Massi re planning for meeting. Meeting with Margaret and Fred at Commerce court to discuss bank meeting and strategy. Meeting with CIBC to review deck on Financial overview and next steps.	6.00	675.00	4,050.00
18/10/2018	Raymond Massi Travel to and from Toronto; meeting with CIBC; Telephone conversations with Greenspoon; Telephone conversation with Jutras	6.00	675.00	4,050.00
19/10/2018	Warren Levine	2.00	545.00	1,090.00

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
19/10/2018	Update report deck for revised DIP and other misc changes and circulate to CIBC Warren Levine	0.50	545.00	272.50
19/10/2018	Reach out to Hilco to discuss full liquidation scenario. Warren Levine	0.50	545.00	272.50
19/10/2018	Receipt and review of Hilco's full liquidation model. Send to T Maag and discuss required updates to P&L model. Warren Levine	1.00	545.00	545.00
19/10/2018	Call/email correspondence with G Benchaya re update from CIBC meeting, full liquidation requirement, next steps and other deliverables. Timothy Maag	3.00	375.00	1,125.00
19/10/2018	Full Liquidation Model Update Andrew Adessky	3.00	675.00	2,025.00
19/10/2018	Various discussions with R. Massi, G. Benchaya; review of emails; non-reliance letter; planning for NOI filing; conf call with Richter, Osler, Kaufman Gilles Benchaya	1.00	675.00	675.00
19/10/2018	Call with Sandra Abitan, Albert and Martin to discuss bank meeting, fluid brands head office, timing of filing and prelim feedback from lenders. Gilles Benchaya	1.00	675.00	675.00
19/10/2018	Call with David Cohen, Martin, Albert, Sandra Abitan and Raymond Massi re; bank prelim feedback and additional requirements. Gilles Benchaya	2.00	675.00	1,350.00
19/10/2018	Discussion with Warren re modified assumptions, including multiple buying scenarios and delays. Review of updated versions and providing feedback to Warren. Discussions with A. Adessky and R. Massi Raymond Massi	3.50	675.00	2,362.50
20/10/2018	Conference call with Kaufman; Conference call with CIBC; review of documents; telephone conversation with FB. Internal discussion with A. Adessky and G. Benchaya. Telephone calls with Osler Warren Levine	4.00	545.00	2,180.00
20/10/2018	Continue modeling liquidation cash flow incorporating various comments from G Benchaya and A Adessky. Adjust purchase assumptions to reflect inventory levels per Hilco projections. Warren Levine	0.50	545.00	272.50

Date: 03/12/2018

Date	Name and Description	Hours	Rate	Amount
21/10/2018	Correspondence with A Adessky and G Benchaya re draft liquidation cash flow. Warren Levine Complete first draft of liquidation cash flow assuming minimal purchases. Also model KEIP, FF&E sales, WEPPA and other items.	3.50	545.00	1,907.50
21/10/2018	Warren Levine Draft a brief memo including liquidation cash flow and assumptions. Include an enhanced RQ&A page.	2.00	545.00	1,090.00
22/10/2018	Warren Levine Correspondence with Margaret re info needed. Compiling financial information per request from IBSA counsel. Further development of cash flow model through Jan/19.	4.50	545.00	2,452.50
22/10/2018	Gilles Benchaya Call with Fred on next steps, discussions with ISBA and bank feedback.	1.00	675.00	675.00
22/10/2018	Raymond Massi Telephone conversation with Fred; Discussion W. Levine re financial model; Telephone conversation with Osler	2.00	675.00	1,350.00
23/10/2018	Warren Levine Review analysis of incoming containers. Discuss status of engagement with G Benchaya and provide an update thereon.	1.50	545.00	817.50
23/10/2018	Andrew Adessky Conference call with R. Massi, S. Abitan; discussions with R. Massi	0.50	675.00	337.50
23/10/2018	Raymond Massi Telephone conversation with CIBC; Telephone conversation with Osler and A. Adessky. Review of revised cash flows. Travel to and from TO and meeting with FB, FS, Margaret	6.00	675.00	4,050.00
<b>Fees Total</b>		<b>251.15</b>		<b>\$ 139,497.75</b>

Date	Name and Description	Hours	Rate	Amount
18/10/2018	Airfare 18/10/2018: FP GBenchaya 0140851490569 - 2 credits used			\$ 506.40
18/10/2018	Airfare 18/10/2018: FP GBenchaya 0140851490569 - 2 credits used			506.40
18/10/2018	Airfare 18/10/2018: Change Flight fee -Oct. 18 Re: RCJNKZ			50.24

Date: 03/12/2018

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Date	Name and Description	Hours	Rate	Amount
23/10/2018	Airfare 23/10/2018: Change fee - Oct. 23			84.75
23/10/2018	Airfare 23/10/2018: FP GBenchaya 0140851490569 - 2 credits used			506.40
18/10/2018	Parking 18/10/2018: Parking at airport			37.47
18/10/2018	Parking 18/10/2018: Parking at Montreal Airport, ADM			34.79
23/10/2018	Parking 23/10/2018: Parking at Montreal Airport (ADM)			37.47
18/10/2018	Taxi 18/10/2018: From Airport to Richter, A-J Van Taxi			12.65
18/10/2018	Taxi 18/10/2018: From Richter to Airport			16.26
23/10/2018	Taxi 23/10/2018: Taxi downtown			13.55
23/10/2018	Train Fare 23/10/2018: Train from downtown to Pearson			11.16
<b>Disbursements Total</b>				<b>\$ 1,817.54</b>

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# RICHTER

Attn. Ms. Margaret Morrison, CFO

Fluid Brands Inc.  
98 Orfus Road  
Toronto, ON M6A 1L9

Date: 12/11/2018  
Invoice No.: 20403544  
Engagement No.: 2021346  
Payment Terms: Due on Receipt

Re: Notice Of Intention To Make A Proposal of Fluid Brands Inc.

Professional services rendered for the period October 24, 2018 to November 30, 2018 \$ 122,819.25

Disbursements 712.84

**Sub-Total** 123,532.09

GST/HST #885435842 RT0001 16,059.17

**Total Due** CAD \$ 139,591.26

## MONTREAL

Richter Groupe Conseil Inc.  
Richter Advisory Group Inc.  
1981 McGill College  
Montreal QC H3A 0G8  
514.934.3400

## TORONTO

181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

## CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

Invoice No.: 20403544  
Date: 12/11/2018

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Sherman	60.80	\$ 675.00	\$ 41,040.00
Carol O'Donnell	6.70	250.00	1,675.00
Cindy Michaud	1.00	185.00	185.00
Duncan Lau	29.35	545.00	15,995.75
Nicole Fournier	3.50	105.00	367.50
Patrick Lareau	0.75	325.00	243.75
Raymond Massi	5.00	675.00	3,375.00
Shane Connolly	73.25	375.00	27,468.75
Soazig Bourguine	2.00	185.00	370.00
Vicky Coupal	0.50	105.00	52.50
Warren Levine	58.80	545.00	32,046.00
	<b>241.65</b>		<b>\$ 122,819.25</b>

**Disbursements**

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Airfare	\$ 506.40
Postage	62.50
Taxi	137.84
Teleconference	6.10
	<b>\$ 712.84</b>

Invoice No.: 20403544  
Date: 12/11/2018

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
10/24/2018	Warren Levine Discussion with R Massi re status of engagement, calls with management and transfer to Toronto office. Email correspondence with Margaret. Provide a copy of Hilco's latest liquidation plan to her and discuss the scenario and assumptions.	1.30	\$ 545.00	\$ 708.50
10/24/2018	Warren Levine Various correspondence (calls/emails) with N Werner at Hilco to discuss alternative liquidation scenarios required. Call with S Connolly to discuss analyses needed and status of our engagement.	1.50	545.00	817.50
10/24/2018	Warren Levine Correspondence with R. Massi re CIBC deliverables, and preparation and compilation of these items. Review lease and container summary schedules prepared by S Connolly. Provide additional comments thereon.	2.50	545.00	1,362.50
10/24/2018	Warren Levine Call with D. Lau to discuss list of current tasks and status of deal in general. Receipt and review of updated Hilco projections. Incorporate these projections in P&L model through balance of year (sales, GM, store count) and integrate with CF model.	4.50	545.00	2,452.50
10/24/2018	Soazig Bourgine Draft NOI documents.	0.30	185.00	55.50
10/24/2018	Raymond Massi Update with A. Sherman. Review of documents. Telephone conversation with Osler. Review of revised cash flows, including discussions with W. Levine.	2.00	675.00	1,350.00
10/24/2018	Adam Sherman Emails/calls with Torkin re NOI filing requirements and other matters. Emails/discussions with Richter team. Emails/calls with the Company. Review motion materials re Richter appointment, including Court attendance re same. Meeting with D. Cohen.	2.50	675.00	1,687.50
10/24/2018	Duncan Lau Attend Court to seek approval for Richter's role in the NOI proceedings. Review background information.	0.30	545.00	163.50
10/24/2018	Shane Connolly	1.50	375.00	562.50

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Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
	Review outstanding lease payments & prepare summary re: same. Review GIT schedule & prepare summary re: same. Correspondence with WL re: leases & GIT. Meetings with AS & DL re: NOI filing.			
10/25/2018	Carol O'Donnell Review/update NO filing docs. Emails/calls with A. Sherman. Efile docs with OSB.	0.90	250.00	225.00
10/25/2018	Warren Levine Calls with A Sherman, D Lau, re next steps, presentation for CIBC, CF scenarios.	1.00	545.00	545.00
10/25/2018	Warren Levine Review of updated timeline with A Sherman and D Lau to validate assumptions in the CF.	0.50	545.00	272.50
10/25/2018	Raymond Massi Review of filing documents; Telephone conversation with A. Sherman. Telephone conversation with Osler.	2.00	675.00	1,350.00
10/25/2018	Adam Sherman Emails/calls with the Company/Torkin re NOI filing docs. Emails/discussions with Richter team re cash flows, etc. Review, update and finalize NOI filing docs. OSB email re confirmation of NOI filing. Call with CIBC. Call wth Gowlings. Call with Osler.	3.00	675.00	2,025.00
10/25/2018	Duncan Lau Review current cashflow. Review preliminary inventory information.	0.75	545.00	408.75
10/25/2018	Shane Connolly Review & update inventory, rent, sales & COGS schedules, call with WL re: same. Meeting with AS & DL re: case plan.	3.00	375.00	1,125.00
10/26/2018	Warren Levine Update professional fee budget based on discussions with A. Sherman.	0.50	545.00	272.50
10/26/2018	Raymond Massi Telephone conversation with Osler. Review of documents. Transition to A. Sherman.	1.00	675.00	675.00
10/26/2018	Adam Sherman Emails/calls with Company/Torkin. Emails/discussions with Richter team re cash flow/other matters. Meeting with CIBC/Gowlings/A&M. Emails/call with Osler.	2.50	675.00	1,687.50
10/26/2018	Duncan Lau Review liquidation scenarios; assist with the preparation of the summary deck for secured lender.	0.60	545.00	327.00
10/26/2018	Shane Connolly	3.00	375.00	1,125.00

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Date	Name and Description	Hours	Rate	Amount
10/27/2018	Review & update inventory schedule. Meeting with CIBC & Gowlings, including preparation of file memo on same. Correspondence with DL & WL re: case plan. Warren Levine	0.80	545.00	436.00
10/27/2018	Call with Margaret and Adam re inventory on order, costs for storage and brokerage. Warren Levine	0.50	545.00	272.50
10/27/2018	Call with B Nortman at Hilco to discuss liquidation scenarios. Warren Levine	0.70	545.00	381.50
10/27/2018	Call with B Snyder at Tiger to discuss liquidation scenarios. Warren Levine	0.50	545.00	272.50
10/27/2018	Conference call with Margaret to review latest CF and discuss incoming containers and daily storage charges. Warren Levine	0.50	545.00	272.50
10/27/2018	Adam Sherman Calls/emails with the Company re in-transit goods/other matters. Review inventory, brokerage, and other Company info. Emails/calls with Richter team. Emails/calls with A&M.	1.50	675.00	1,012.50
10/27/2018	Shane Connolly Conference call with AS, DL & WL re: case plan. Review and update deposit & inventory schedules, discussions with DL & WL re: same.	1.50	375.00	562.50
10/28/2018	Warren Levine Update email to A. Sherman re summary of calls with Hilco and Tiger.	0.20	545.00	109.00
10/28/2018	Warren Levine Email correspondence with B Snyder at Tiger. Provide copies of NOI documents.	0.30	545.00	163.50
10/28/2018	Warren Levine Email correspondence with B Nortman at Hilco. Provide copies of NOI documents.	0.30	545.00	163.50
10/28/2018	Warren Levine Preparation of a draft NDA agreement and forward to A. Sherman for comments.	1.50	545.00	817.50
10/28/2018	Adam Sherman Calls/emails with the Company re in-transit goods/other matters. Review inventory, brokerage, and other Company info. Emails/calls with Richter team. Emails/calls with A&M. Begin drafting Trustee report.	2.00	675.00	1,350.00
10/28/2018	Shane Connolly	0.50	375.00	187.50

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Date	Name and Description	Hours	Rate	Amount
	Conference call with AS, DL, WL, re case plan. Review and update deposit & inventory schedules, discussions with DL & WL re same.			
10/29/2018	Warren Levine Review of Hilco signed NDA. Provide to A. Sherman and counsel.	0.50	545.00	272.50
10/29/2018	Warren Levine Review of draft consulting agreement and provide copy to Hilco.	0.50	545.00	272.50
10/29/2018	Warren Levine Review of Tiger executed NDA. Circulate to A Sherman and counsel.	0.30	545.00	163.50
10/29/2018	Soazig Bourguine Website set up and posting of Certificate. Draft of creditor notice.	1.00	185.00	185.00
10/29/2018	Adam Sherman Review inventory analysis, including emails/discussions with the Company re same. Review/comment on updated cash flow. Calls/emails with landlords(or counsel)/service providers re NOI, go forward service, etc. Emails/discussions with Richter team.	3.50	675.00	2,362.50
10/29/2018	Duncan Lau Prepare inventory analysis, including review of components of landed costs. Review storage costs and detention costs.	2.10	545.00	1,144.50
10/29/2018	Shane Connolly Correspondence with landlords & suppliers re pre-filing amounts owing. Discussions with AS re: creditor & employee claims. Review updated inventory analysis.	1.25	375.00	468.75
10/30/2018	Carol O'Donnell Fax and emails with Hydro Quebec re disconnection notice.	0.10	250.00	25.00
10/30/2018	Carol O'Donnell Review draft notice to creditors. Emails with D. Lau. Various administrative matters.	0.50	250.00	125.00
10/30/2018	Warren Levine Meeting at Gowlings offices re CF scenarios, forbearance, next steps, etc.	1.00	545.00	545.00
10/30/2018	Warren Levine Further refinements to deck to be presented at meeting with CIBC. Work with A Sherman and S Abitan.	1.00	545.00	545.00
10/30/2018	Warren Levine Call with B Nortman to discuss liquidation and negotiate fee and expense budget.	0.20	545.00	109.00

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Date	Name and Description	Hours	Rate	Amount
10/30/2018	Cindy Michaud Various matters re creditor mailing.	1.00	185.00	185.00
10/30/2018	Soazig Bourgine Emails with D. Lau. Various matters re creditor mailing.	0.70	185.00	129.50
10/30/2018	Adam Sherman Review/comment on inventory analysis/updated cash flows, including emails/calls with the Company/Richter team on same. Emails/calls with Osler/Gowlings/Torkin re upcoming meeting. Emails/calls with landlords/service providers re NOI/go forward service.	2.00	675.00	1,350.00
10/30/2018	Adam Sherman Finalize deck re meeting, including emails/discussions with Richter team. Attend meeting with the Company/CIBC/Gowlings/Torkin,/A&M,/BLG re various matters, including next steps. Draft report. Emails/discussions with Richter team re next steps.	1.50	675.00	1,012.50
10/30/2018	Duncan Lau Review and prepare scenario summary.	1.00	545.00	545.00
10/30/2018	Shane Connolly Discussions with utility providers re outstanding balances draft correspondence re same. Discussions with Company re disconnect notices. Discussions with AS & WL re meeting with CIBC/next steps.	2.50	375.00	937.50
10/31/2018	Carol O'Donnell Update website. Various matters re creditor mailing.	0.50	250.00	125.00
10/31/2018	Warren Levine Correspondence with S. Abitan on the Consulting Agreement.	0.50	545.00	272.50
10/31/2018	Warren Levine Circulate NDA agreement to A. Sherman for signature.	0.20	545.00	109.00
10/31/2018	Warren Levine Call with B Nortman to discuss start of liquidation, expense budget, approval process and other.	0.50	545.00	272.50
10/31/2018	Warren Levine Call with S Abitan re Cash Flow, Consulting Agreement, timing and other.	0.50	545.00	272.50
10/31/2018	Warren Levine Prepare further iterations of CF schedule based on comments from D Cohen (Gowlings).	0.50	545.00	272.50
10/31/2018	Adam Sherman	2.00	675.00	1,350.00

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 Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
	E-mails/calls with Company/Osler re motion/relief sought. E-mails/calls with landlords/service providers re NOI/go forward service. E-mails with CIBC/Gowlings re updated BB/cash flows/other matters. Update creditor notice. Discussions with Richter team.			
10/31/2018	Adam Sherman Review/comment on Forbearance Agreement, including e-mails/call with Gowlings/Torkin/Osler on same. Review Consulting Agreement/Sale Guidelines, including e-mails with Osler on same. E-mails with Hilco re liquidation prep. E-mails/call with BLG. Draft report.	2.00	675.00	1,350.00
10/31/2018	Shane Connolly Meeting with DL re: financial projections. Correspondence with Company re: creditors/service providers. Correspondence with creditors re: amounts outstanding. Review and update Form 33 re: landlords, leasing providers & utility providers.	2.50	375.00	937.50
11/01/2018	Carol O'Donnell Various matters re creditor mailing. Post documents to website. Email notice to OSB.	0.90	250.00	225.00
11/01/2018	Nicole Fournier Translation of creditor notice and mailing to supplementary creditors.	2.50	105.00	262.50
11/01/2018	Warren Levine Review Trustee's report and provide comments.	1.20	545.00	654.00
11/01/2018	Warren Levine Review historical audited F/S and prepare summary table for the Trustee report.	1.50	545.00	817.50
11/01/2018	Warren Levine Calls/e-mails with A. Sherman, S. Abitan re discussions and next steps with Triumph.	0.50	545.00	272.50
11/01/2018	Warren Levine Prepare analysis of the Triumph container report (FOB, storage, standard cost) and circulate to S. Abitan.	0.80	545.00	436.00
11/01/2018	Warren Levine Further updates to DIP CF, including discussion with A. Sherman.	0.70	545.00	381.50
11/01/2018	Warren Levine Discussion re ISBC info requests.	0.20	545.00	109.00
11/01/2018	Adam Sherman	2.00	675.00	1,350.00

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 Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
	Review/comment on NoM/Affidavit/Order, Forbearance Agreement, including emails/calls with various counsel on same. Emails/calls with landlords/service providers re NOI/go forward service. Emails/calls with landlord counsel re motion/Sale Guidelines/etc.			
11/01/2018	Adam Sherman Emails/calls with the Company/Torkin/Osler/CIBC/Gowlings/A&M/BLG/Hilco/Richter team re various matters. Update/finalize report, including emails/discussions with Richter team/Osler on same.	2.00	675.00	1,350.00
11/01/2018	Duncan Lau Attend meeting with CFO and Hilco to prepare for the liquidation sale. Review Trustee report.	1.30	545.00	708.50
11/01/2018	Shane Connolly Review & update Form 33. Meeting with DL, Company & Hilco re liquidation. Review Trustee report.	3.00	375.00	1,125.00
11/02/2018	Carol O'Donnell Update Ascend for Form 29 & 30. Efile documents with OSB.	0.40	250.00	100.00
11/02/2018	Adam Sherman Attend in Court re Company motion, including discussions with various counsel. Emails/calls with employees. Emails/calls with service providers re NOI/go forward service. Update and finalize Debtor/Trustee cash flow statements and file with OSB.	2.00	675.00	1,350.00
11/02/2018	Adam Sherman Emails/calls with CIBC/A&M re cash management. Emails with Triumph. Emails with various counsel re form of endorsement. Emails/calls with Hilco. Emails/discussions with Richter team/Osler/Company/Torkin. Draft employee letter.	1.50	675.00	1,012.50
11/02/2018	Duncan Lau Prepare forms 29 and 30. Attendance in Court for Administration and Liquidation Orders. Call with CIBC.	1.20	545.00	654.00
11/02/2018	Shane Connolly Call with AS, DL & CIBC re cash management. Meeting with DL re on-site visit. Correspondence with Company re creditor payments. Correspondence with employees re: queries.	2.00	375.00	750.00
11/03/2018	Warren Levine Prepare weekly sales analysis and send to M. Morrison.	1.00	545.00	545.00

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Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
11/03/2018	Adam Sherman Emails with Hilco/Osler re Sales Guidelines. Emails with the Company re Purolator, employee communication.	0.30	675.00	202.50
11/04/2018	Adam Sherman Emails with the Company/Torkin Manes re employee communication, including updates to employee letter. Emails with Richter team re translation of employee letter and other matters.	0.40	675.00	270.00
11/05/2018	Nicole Fournier Translation of letter to employees.	1.00	105.00	105.00
11/05/2018	Warren Levine Call with A. Sherman and D. Lau to discuss containers, next steps and other.	0.50	545.00	272.50
11/05/2018	Warren Levine Work on first monitoring report. Incorporate budgeted cash flow, BBC, inventory, and prior week reported results.	1.20	545.00	654.00
11/05/2018	Warren Levine Follow up correspondence with S Abitan re goods in transit/container analysis.	0.30	545.00	163.50
11/05/2018	Adam Sherman Calls with Osler/BLG re in-transit goods/etc. Calls/emails with the Company/Torkin re various matters. Emails/calls with creditors/service providers re NOI/go forward service. Emails with CIBC/A&M re banking/liquidation. Emails/calls with Richter team.	2.00	675.00	1,350.00
11/05/2018	Duncan Lau Team update call. Follow up with management on requested information. Respond to creditor calls. Review cleared cheques.	1.00	545.00	545.00
11/05/2018	Shane Connolly Attend at Company. Multiple meetings with management & Hilco re: inventory, layaways, store operations, landlords. Correspondence with employees, landlords & creditors. Review and prepare cheque clearing schedule.	2.75	375.00	1,031.25
11/06/2018	Carol O'Donnell Post documents on website. Efile documents with OSB. Prepare mail affidavit.	2.10	250.00	525.00
11/06/2018	Warren Levine Call with A Sherman, D Lau re container analysis. Review latest analysis.	0.30	545.00	163.50
11/06/2018	Warren Levine	0.60	545.00	327.00

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Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
11/06/2018	Review analysis of weekly sales. Prepare schedule in monitoring report that compares reported sales and margin vs budget. Warren Levine	0.80	545.00	436.00
11/06/2018	Complete first draft of weekly monitoring report. Circulate to Richter, Margaret, Osler for comments. Warren Levine	0.80	545.00	436.00
11/06/2018	Further analysis on in transit containers. Discuss with D. Lau and S. Connolly. Circulate update to S. Abitan. Adam Sherman	2.00	675.00	1,350.00
11/06/2018	Emails/calls with the Company/Osler/Richter re inventory analysis/etc. All party call re gift cards/layaways, Emails/calls with creditors re NOI/go forward service. Emails with Company re deposit agreements. Emails/calls with A&M/Torkin/Gowlings/BLG. Duncan Lau	2.50	545.00	1,362.50
11/06/2018	Review incidents re gift cards. Attend meeting to discuss go forward approach re gift cards. Review in-transit inventory information. Respond to creditor inquiries. Review banking information re funding request. Shane Connolly	3.00	375.00	1,125.00
11/07/2018	Attend at Company premises. Multiple meetings with management & Hilco re: inventory, layaways, store operations, landlords. Correspondence with employees, landlords & creditors. Review and prepare cheque clearing schedule. Call with CIBC. Carol O'Donnell	0.60	250.00	150.00
11/07/2018	Communications with creditors. Warren Levine	0.30	545.00	163.50
11/07/2018	Call with Osler/Richter team re GIT container analysis. Warren Levine	0.50	545.00	272.50
11/07/2018	Finalize and circulate weekly monitoring report. Warren Levine	1.00	545.00	545.00
11/07/2018	Review Osler GIT memo and provide comments thereon. Vicky Coupal	0.50	105.00	52.50
11/07/2018	Various administrative matters. Creditor communications. Adam Sherman	2.00	675.00	1,350.00

Invoice No.: 20403544  
 Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
	<p>Emails/calls with trades re NOI/go forward service. Emails/calls with Richter team. Emails/calls with Debtors/Torkin re various matters. Emails/call with CIBC/A&amp;M re funding. Emails/calls with Osler/BLG/Gowlings re various matters. Review inventory memo.</p>			
11/07/2018	Duncan Lau Prepare inventory analysis. Review in-transit inventory at the container level. Discuss expected realization with Hilco.	1.80	545.00	981.00
11/07/2018	Shane Connolly Attend at Company premises. Multiple meetings with management & Hilco re: inventory, layaways, store operations, landlords. Correspondence with landlords & creditors. Review & amend o/s cheque schedule. Review funding & payment requests.	2.75	375.00	1,031.25
11/08/2018	Warren Levine Goods in Transit discussion with Company, Osler and Richter.	0.20	545.00	109.00
11/08/2018	Warren Levine Follow up with Company, D Lau and S Connelly on info requested by IBSA.	0.20	545.00	109.00
11/08/2018	Warren Levine Review and commentary on various iterations of the container analysis.	0.70	545.00	381.50
11/08/2018	Warren Levine Analysis of potential incremental bulge should new inventory be brought in. Summarize analysis and send to A. Sherman.	0.50	545.00	272.50
11/08/2018	Warren Levine Call with A. Sherman to discuss new cash flow required for CIBC to reflect acquisition of certain GIT.	0.50	545.00	272.50
11/08/2018	Adam Sherman Emails/calls with the Company/Torkin/Osler/Richter re in-transit goods/etc. Emails/calls with trades re NOI/go forward service. Emails with CIBC/Gowlings/A&M re inventory/pre-filing payments. Emails/calls with BLG. Discussions with Richter team.	2.00	675.00	1,350.00
11/08/2018	Duncan Lau Review updated cost information related to in-transit inventory; prepare inventory in transit summary. Respond to creditor calls. Review bank information re funding request.	1.50	545.00	817.50
11/08/2018	Shane Connolly	2.75	375.00	1,031.25

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Date	Name and Description	Hours	Rate	Amount
	Attend at Company premises. Multiple meetings with management & Hilco re: inventory, layaways, store operations, landlords. Correspondence with landlords & creditors. Review & amend o/s cheque schedule. Review funding & payment requests.			
11/09/2018	Warren Levine Call with CIBC, Company and counsel to discuss GIT.	0.50	545.00	272.50
11/09/2018	Warren Levine Follow up call with CIBC/Counsel to discuss deliverables (i.e. updated CF) and next steps.	0.20	545.00	109.00
11/09/2018	Warren Levine Prepare updated cash flow analysis incorporating certain GIT and increased sales/costs to sell through this inventory.	0.70	545.00	381.50
11/09/2018	Warren Levine Circulate updated cash flow to CIBC including commentary on key assumptions and changes since prior version.	0.20	545.00	109.00
11/09/2018	Warren Levine Calls with S. Abitan and A. Sherman to discuss outstanding IBSA requests.	0.20	545.00	109.00
11/09/2018	Warren Levine Correspondence with P. Brener to discuss info provided and additional info requests.	0.10	545.00	54.50
11/09/2018	Adam Sherman Emails/calls with trades re NOI/go forward service. All party call re in-transit goods; follow up call with Gowlings/CIBC/A&M. Emails with CIBC/A&M re pre-filing payments. Emails/calls with Osler/BLG/Torkin. Discussions with Richer team re various items.	1.80	675.00	1,215.00
11/09/2018	Duncan Lau Respond to inquiries from Service Canada, freight forwarders, TD Merchant Services and certain landlords. Review banking detail re funding request. Review cash flow related to additional inventory purchases.	1.20	545.00	654.00
11/09/2018	Shane Connolly Attend at Company premises. Multiple meetings with management re inventory, layaways, store operations, landlords. Correspondence with landlords & creditors. Discussions with Company re heating issues in multiple stores. Review funding & payment request.	2.75	375.00	1,031.25
11/10/2018	Adam Sherman	0.30	675.00	202.50

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Date	Name and Description	Hours	Rate	Amount
11/11/2018	Email from Torkin re communications with Triumph/vendors. Emails with Company re in-transit goods, etc. Warren Levine Email from IBSA re info requests and follow up.	0.50	545.00	272.50
11/12/2018	Warren Levine Work on weekly monitoring report based on CF received from Margaret. Populate budgeted and reported amounts for week ended Nov 10th.	0.80	545.00	436.00
11/12/2018	Warren Levine Analysis of weekly liquidation sales and margin.	0.20	545.00	109.00
11/12/2018	Warren Levine Calls and emails with A Sherman to discuss status of IBSA info requests and his discussion with counsel.	0.40	545.00	218.00
11/12/2018	Warren Levine Call with T Maloney and S Redeker to discuss status of liquidation and timing of new forecast. Follow up emails.	0.20	545.00	109.00
11/12/2018	Warren Levine Email from BLG re proposed sale process.	0.30	545.00	163.50
11/12/2018	Adam Sherman Emails/calls with trades re NOI/go forward service. Emails with the Company/Torkin re trades, retention payments, in-transit goods, etc. Emails with A&M re liquidation update/etc. Emails/discussions with Richter team. Emails/call with BLG.	1.30	675.00	877.50
11/12/2018	Duncan Lau Update meeting with Hilco re weekend sales and staffing. Update container analysis based on revised status of certain containers. Respond to inquiries from landlords, customers, former employees and vendors. Review chargeback process.	1.80	545.00	981.00
11/12/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco re: inventory, creditors, customers & assets. Correspondence & discussions with creditors/trades.	2.25	375.00	843.75
11/13/2018	Carol O'Donnell Communications with Hydro Quebec. Discussion with S. Connolly.	0.10	250.00	25.00
11/13/2018	Warren Levine	0.50	545.00	272.50

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Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
11/13/2018	Review disbursement request from Company. Email correspondence with Richter team. Warren Levine	0.20	545.00	109.00
11/13/2018	Follow up with Company on requested items for monitoring. Adam Sherman	2.00	675.00	1,350.00
11/13/2018	Emails/calls with trades re go forward service. Emails with the Company re post-filing trade agreements, Amex, etc. Emails/discussions with Richter team. Emails with CIBC/A&M re funding. Email from Torkin. Emails/calls with Osler/Gowlings/A&M/BLG. Duncan Lau	0.50	545.00	272.50
11/13/2018	Review bank analysis and funding request. Correspond with CIBC re funding request. Review preliminary cash flow report. Shane Connolly	2.75	375.00	1,031.25
11/14/2018	Attend at Company premises. Correspondence with Company re: inventory, payments & creditors. Correspondence & discussions with trades/services providers. Review payment request. Correspondence with Company & CIBC. Carol O'Donnell	0.20	250.00	50.00
11/14/2018	Communications with Hydro Quebec re billing entity, guarantee letter and deposit. Warren Levine	0.70	545.00	381.50
11/14/2018	Additional changes to Monitoring report based on discussion with A. Sherman. Circulate updated report to Company. Warren Levine	0.70	545.00	381.50
11/14/2018	Update cash flow model with reported results from prior week. Adam Sherman	1.20	675.00	810.00
11/14/2018	Conference call with Osler/Gowlings/A&M re Torkin letters. Emails/calls with Osler. Review draft letters to Company/Torkin. Emails/calls with the Company. Emails/discussions with Richter team. Emails/call with BLG. Emails/calls with creditors. Duncan Lau	1.60	545.00	872.00
11/14/2018	Update container analysis. Respond to creditor inquiries. Correspond with certain freight carriers. Discuss return policy and chargebacks with Hilco. Review cash position and funding request. Shane Connolly	2.75	375.00	1,031.25

Invoice No.: 20403544  
 Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
	Attend at Company premises. Correspondence with Company & Hilco. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC. Review & update payment schedule.			
11/15/2018	Warren Levine Call with G. Karpel to discuss weekly monitoring report.	0.50	545.00	272.50
11/15/2018	Warren Levine Analysis of potential FF&E sales. Discuss with Hilco and review latest projections and expense budgets.	0.50	545.00	272.50
11/15/2018	Warren Levine Receipt of updated sales and margin projections from Hilco and update cash flow.	0.80	545.00	436.00
11/15/2018	Adam Sherman Meeting with the Company/Torkin/Osler re various matters, including pre/post meeting with Osler. Emails/calls with creditors. Emails/discussions with Richter team. Call with BLG. Emails/calls with A&M/Gowlings. Email from Torkin re Triumph.	1.50	675.00	1,012.50
11/15/2018	Duncan Lau Update call with CIBC. Meeting with F. Benitah. Discuss banking and funding mechanism for potential DIP. Correspond with Company counsel re litigation claims. Respond to creditor inquiries.	2.20	545.00	1,199.00
11/15/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC. Review & update payment schedule.	2.50	375.00	937.50
11/16/2018	Patrick Lareau Discussion with service provider re letter of guarantee for go forward service, etc.	0.50	325.00	162.50
11/16/2018	Carol O'Donnell Communications with Hydro Quebec. Discussion with S. Connolly.	0.20	250.00	50.00
11/16/2018	Warren Levine Call with A. Sherman to discuss updated cash flow, ISBC info requests and other.	0.50	545.00	272.50
11/16/2018	Warren Levine Review status of containers, IBSA requests, liquidation, supplier deposits and other.	0.50	545.00	272.50
11/16/2018	Adam Sherman	0.80	675.00	540.00

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Date	Name and Description	Hours	Rate	Amount
	<p>Emails/calls with creditors. Emails/calls with the Company re various matters.            Emails/discussions with Richter team.            Emails/call with Osler. Call with BLG.</p>			
11/16/2018	<p>Duncan Lau            Review cash position and funding request. Respond to vendors with respect to the containers. Correspond with TD Merchant Services re: returns and gift card policies.</p>	0.80	545.00	436.00
11/16/2018	<p>Shane Connolly            Attend at Company premises. Correspondence with Company &amp; Hilco. Correspondence with creditors. Review payment request. Correspondence with Company &amp; CIBC. Review &amp; update payment schedule.</p>	2.75	375.00	1,031.25
11/18/2018	<p>Warren Levine            Update cash flow model for Hilco's latest projections and discussion with A. Sherman.</p>	0.50	545.00	272.50
11/19/2018	<p>Warren Levine            Prepare preliminary weekly monitoring report with prior week cash flow information.</p>	0.50	545.00	272.50
11/19/2018	<p>Warren Levine            Work on updated cash flow model. Correspondence with A. Sherman re key assumptions.</p>	0.30	545.00	163.50
11/19/2018	<p>Adam Sherman            Call with trades (including Amex) re NOI/go forward service. Emails/calls with BLG/Osler/A&amp;M re various matters. Emails/calls with the Company. Emails/discussions with Richter team re revised cash flow, liquidation, etc. Respond to creditor enquiries.</p>	1.20	675.00	810.00
11/19/2018	<p>Duncan Lau            Review discount matrix and recommendations for slow moving skus; update with Hilco and F. Benitah. Review bank balances and outstanding cheques. Review last week's sales. Respond to inquiries.</p>	2.20	545.00	1,199.00
11/19/2018	<p>Shane Connolly            Attend at Company premises. Correspondence with Company &amp; Hilco re discounts, payments &amp; other. Correspondence with creditors. Review payment request. Correspondence with Company &amp; CIBC.</p>	3.00	375.00	1,125.00
11/20/2018	<p>Patrick Lareau            Communications with Hydro-Quebec.</p>	0.25	325.00	81.25
11/20/2018	<p>Warren Levine</p>	1.00	545.00	545.00

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Date	Name and Description	Hours	Rate	Amount
11/20/2018	Update and finalize weekly monitoring report and circulate to MM and AS for review. Adam Sherman Emails/calls with the Company/BLG/Osler/Torkin re in-transit goods, etc. Respond to creditor enquiries. Emails/call with A&M/Gowlings re update, etc. Emails/discussions with Richter team. Emails/calls with the Company re changebacks, liquidation, etc.	1.50	675.00	1,012.50
11/20/2018	Duncan Lau Review container details provided by the Company; upload information to dataroom. Update call with S. Abitan and A. Sherman. Review preliminary cash flow report.	1.10	545.00	599.50
11/20/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco re: store issues. Correspondence creditors. Review payment request. Correspondence with Company & CIBC. Review Hilco invoices.	2.75	375.00	1,031.25
11/21/2018	Warren Levine Call with A. Sherman re status of liquidation, updated cash flow and other deliverables.	0.50	545.00	272.50
11/21/2018	Warren Levine Finalize updated cash flow and send to A. Sherman, D. Lau and S. Connelly.	1.00	545.00	545.00
11/21/2018	Adam Sherman Emails/calls with the Company/Gowlings/A&M/BMO/Hilco re liquidation, etc. Respond to creditor enquiries. Emails/discussions with Richter team. Emails/calls with Osler/BLG/Farber re draft APA, etc. Emails/calls with trades re NOI/go forward service.	1.80	675.00	1,215.00
11/21/2018	Duncan Lau Review current week discounting proposal. Review costs related acquisition of certain GIT. Respond to creditor inquiries.	0.50	545.00	272.50
11/21/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC. Review updated cash flow.	2.75	375.00	1,031.25
11/22/2018	Warren Levine Discussions with Hilco/A. Sherman re liquidation discounts.	0.30	545.00	163.50
11/22/2018	Warren Levine	0.20	545.00	109.00

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Date	Name and Description	Hours	Rate	Amount
	Calls/emails with D. Lau, S Connelly re info requests, status of liquidation, sales tax, Hilco invoices.			
11/22/2018	Adam Sherman Emails/calls with the Company/BMO re post-filing trade agreements. Respond to creditor enquiries. Emails/call with A&M re various matters. Emails/discussions with Richter team. Emails/call with Osler.	1.00	675.00	675.00
11/22/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC.	2.25	375.00	843.75
11/23/2018	Warren Levine Review of daily sales. Correspondence with T. Maloney of Hilco.	0.50	545.00	272.50
11/23/2018	Warren Levine Further refinements on updated cash flow model including inventory roll, payroll trending and other disbursements.	0.40	545.00	218.00
11/23/2018	Warren Levine Review of correspondence from IBSA re potential go-forward store list.	0.20	545.00	109.00
11/23/2018	Warren Levine Correspondence from a transport creditor.	0.10	545.00	54.50
11/23/2018	Adam Sherman Emails/calls with trades re post-filing service. Emails/calls with the Company re trade agreements, etc. Emails/calls with BLG/Farber re draft APA. Emails from Torkin. Emails/discussions with Richter team. Respond to creditor enquiries. Call with A&M.	1.20	675.00	810.00
11/23/2018	Duncan Lau Update with S.Connolly. Review bank balances. Review current week sales.	0.25	545.00	136.25
11/23/2018	Shane Connolly Attend at Company premises. Correspondence with Company re: store issues, employee issues, payments & creditors. Correspondence with creditors. Review payment request. Correspondence with Company and CIBC.	2.50	375.00	937.50
11/25/2018	Warren Levine Emails to Hilco, Company requesting updated liquidation projections.	0.10	545.00	54.50
11/25/2018	Warren Levine	0.20	545.00	109.00

Invoice No.: 20403544  
Date: 12/11/2018

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Date	Name and Description	Hours	Rate	Amount
	Prepare weekly monitoring template for w/e Nov 24. Populate budgeted numbers and opening reported balances.			
11/26/2018	Warren Levine Discussions with S. Connelly re additional details needed for certain disbursements.	0.20	545.00	109.00
11/26/2018	Warren Levine Review Company financials and update monitoring report for weekly receipts and disbursements.	0.40	545.00	218.00
11/26/2018	Warren Levine Update cash flow based on assumptions discussed with A. Sherman. Review and discuss with D. Lau.	0.60	545.00	327.00
11/26/2018	Adam Sherman Emails with vendors re unpaid accounts/goods in transit, including emails/calls with Torkin. Emails/calls with creditors. Emails/calls with the Company, Osler, BLG, A&M re various matters. Review revised cash flow. Emails/discussions with Richter team.	1.30	675.00	877.50
11/26/2018	Duncan Lau Review bank balances. Respond to creditor inquiries. Correspond with Torkin re draft letter to vendor. Review Bell deposit agreement.	1.20	545.00	654.00
11/26/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC.	2.50	375.00	937.50
11/27/2018	Warren Levine Update monitoring report with BBC, including inventory values and liquidation margins, as well as other info (o/s cheques, inv receipts).	0.60	545.00	327.00
11/27/2018	Warren Levine Calls with D. Lau to review latest draft cash flow and discuss significant assumptions.	0.30	545.00	163.50
11/27/2018	Warren Levine Analysis of store costs for stores selected by IBSA.	0.50	545.00	272.50
11/27/2018	Warren Levine Call with A. Sherman to review latest cash flow and weekly monitoring, discuss IBSA store costs schedule.	0.30	545.00	163.50
11/27/2018	Adam Sherman	1.00	675.00	675.00

Invoice No.: 20403544  
Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
11/27/2018	Emails/call with BLG/Farber re APA/leases. Emails/calls with Osler. Email with Gowlings/CIBC/A&M. Emails/discussions with Richter team. Review updated cash flow. Email with unpaid vendors, including emails with Torkin. Emails with the Company.	1.20	545.00	654.00
11/27/2018	Duncan Lau Review updated cash flow including a walkthrough of the assumptions. Upload leases to dataroom. Review prior week sales. Review inventory analysis.	2.75	375.00	1,031.25
11/28/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC.	0.20	545.00	109.00
11/28/2018	Warren Levine Finalize weekly monitoring report (review with Company, A. Sherman) and circulate to distribution list.	0.70	545.00	381.50
11/28/2018	Warren Levine Finalize Nov 28 cash flow. Calls with A. Sherman, F. Benitah to discuss and review.	0.20	545.00	109.00
11/28/2018	Warren Levine Call with M. Echeverri re Nov 28 cash flow, including variances from prior version(s).	0.40	545.00	218.00
11/28/2018	Warren Levine Call with G. Karpel, A. Sherman to review Nov 28 cash flow.	0.70	545.00	381.50
11/28/2018	Warren Levine Prepare excel file for A&M, including a cleaned cash flow model; finish bridge vs last cash flow and a weekly sales and margin analysis.	1.50	675.00	1,012.50
11/28/2018	Adam Sherman Emails/calls with BLG/Farber/IBSA/Osler re APA/leases/etc. Emails with unpaid vendors/Torkin. Emails/calls with the Company. Emails/calls with Gowlings/A&M. Review updated cash flow/monitoring report. Emails/discussions with Richter team.	2.75	375.00	1,031.25
11/28/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco. Correspondence with suppliers. Review payment request. Correspondence with Company & CIBC.	0.30	545.00	163.50
11/29/2018	Warren Levine			

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Date	Name and Description	Hours	Rate	Amount
	Call with A. Sherman, P. Brener and H. Levy to discuss store costs and funding requirement.			
11/29/2018	Warren Levine Update cash flow to correct for overstated Hilco advertising spend. Draft email and recirculate.	0.40	545.00	218.00
11/29/2018	Warren Levine Reflect advertising change in A&M model and update bridge accordingly. Draft email to G Karpel and circulate with updated model.	0.30	545.00	163.50
11/29/2018	Warren Levine Review of gift card balances in comparison with more recent BBC. Send email to D. Lau and A. Sherman with results of analysis.	0.30	545.00	163.50
11/29/2018	Adam Sherman Emails/calls with Farber/IBSA/BLG re leases/other costs. Emails/calls with the Company. Emails with unpaid vendors/Torkin. Emails with creditors. Emails/calls with A&M/Gowlings. Emails with Osler. Email to various parties re IBSA option on certain leases.	2.00	675.00	1,350.00
11/29/2018	Duncan Lau Update call with Hilco re discounting and FF&E sales. Review inventory sales re GIT acquired post filing.	0.25	545.00	136.25
11/29/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco. Correspondence with suppliers. Review payment request. Correspondence with Company & CIBC.	2.25	375.00	843.75
11/30/2018	Carol O'Donnell Verify bank info for wire transfer. Update Ascend. Various administrative matters.	0.20	250.00	50.00
11/30/2018	Warren Levine Discuss IBSA \$250K payment with A Sherman.	0.20	545.00	109.00
11/30/2018	Warren Levine Confirm lease disclaimers issued by Company.	0.20	545.00	109.00
11/30/2018	Warren Levine Set up weekly monitoring for Dec 01 W/E	0.20	545.00	109.00
11/30/2018	Warren Levine Review analysis of GIT acquired post-filing. Correspondence with D. Lau prior to circulateing to A&M.	0.20	545.00	109.00
11/30/2018	Adam Sherman	0.70	675.00	472.50

Invoice No.: 20403544  
 Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
	<p>Emails/calls with Farber re funds for IBSA lease option/etc. Emails/calls with the Company/Torkin. Emails/calls with Gowlings/CIBC. Emails/discussions with Richter team. Emails/call with Osler. Emails with unpaid vendors.</p>			
11/30/2018	Duncan Lau Update call with F. Sulley re reserve with TD. Review inventory analysis prepared by Hilco. Respond to inquiries.	0.50	545.00	272.50
11/30/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco re: payments/chargebacks. Correspondence with suppliers. Review payment request. Correspondence with Company & CIBC. Review Hilco invoices.	2.00	375.00	750.00
<b>Fees Total</b>		<b>241.65</b>		<b>\$ 122,819.25</b>

Date	Name and Description	Hours	Rate	Amount
10/30/2018	Airfare 10/30/2018: FP GBenchaya 0140851490569 - 2 credits used			\$ 506.40
11/01/2018	Postage 11/01/2018: The Printing House: 10 pages X 25 copies @ \$0.25; Avis aux créanciers de l'intention de faire une proposition.			62.50
10/26/2018	Taxi 10/26/2018: Taxi			137.84
11/01/2018	Teleconference 11/01/2018: Conference call: 03/10/2018			6.10
<b>Disbursements Total</b>				<b>\$ 712.84</b>

Invoice No.: 20403544  
Date: 12/11/2018

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**Remittance Form**

Attn. Ms. Margaret Morrison, CFO

Fluid Brands Inc.  
98 Orfus Road  
Toronto, ON M6A 1L9

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**Invoice Summary**

<b>Sub-Total</b>		<b>\$ 123,532.09</b>
GST/HST #885435842 RT0001		16,059.17
<b>Total Due</b>	<b>CAD</b>	<b>\$ 139,591.26</b>

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**Payment Options**

**Wire Transfer**

Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2

CAD Account no.: 0322396 Transit no.: 41601 Swift code: TDOMCATTTOR  
USD Account no.: 7303619 Transit no.: 41601 Swift code: TDOMCATTTOR

Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Cheques**

Payable to: Richter Advisory Group Inc. Send to: 1981 McGill College, Mtl QC H3A 0G6

**Inquiries: please contact our Collection department at 514.934.3584 or e-mail ClientService@richter.ca**

**MONTREAL**

Richter Groupe Conseil Inc.  
Richter Advisory Group Inc.  
1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

**TORONTO**

181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

**CHICAGO**

200 South Wacker, #3100  
Chicago IL 60608  
312.828.0800

RICHTER.CA



# RICHTER

11041037 Canada Inc.  
98 Orfus Road  
Toronto, ON M6A 1L9

Date: 12/11/2018  
Invoice No.: 20403545  
Engagement No.: 2021352  
Payment Terms: Due on Receipt

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Re: Notice of Intention To Make A Proposal Of 11041037 Canada Inc. (Bombay)

Professional services rendered October 24, 2018 to November 30, 2018 \$ 117,963.25

Disbursements 4,254.98

<b>Sub-Total</b>		<u>122,218.23</u>
GST/HST #885435842 RT0001		15,888.37
<b>Total Due</b>	<b>CAD</b>	<b>\$ 138,106.60</b>

MONTRÉAL

Richter Groupe Conseil Inc.  
Richter Advisory Group Inc.  
1981 McGill College  
Montréal QC H3A 0G8  
514.934.3400

TORONTO

181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

CHICAGO

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER.CA

Invoice No.: 20403545  
Date: 12/11/2018

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Sherman	61.30	\$ 675.00	\$ 41,377.50
Carol O'Donnell	8.40	250.00	2,100.00
Duncan Lau	29.35	545.00	15,995.75
Pascale Lareau	1.90	185.00	351.50
Patrick Lareau	0.25	375.00	93.75
Shane Connolly	71.25	375.00	26,718.75
Soazig Bourgine	2.00	185.00	370.00
Warren Levine	56.80	545.00	30,956.00
	<u>231.25</u>		<u>\$ 117,963.25</u>

**Disbursements**

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Photocopies			\$ 2,343.00
Postage			1,911.98
			<u>\$ 4,254.98</u>

Invoice No.: 20403545  
Date: 12/11/2018

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
10/24/2018	Soazig Bourgine Draft NOI documents.	0.30	\$ 185.00	\$ 55.50
10/24/2018	Adam Sherman Emails/calls with Torkin re NOI filing requirements and other matters. Emails/discussions with Richter team. Emails/calls with the Company. Review motion materials re Richter appointment, including Court attendance re same. Meeting with D. Cohen.	2.50	675.00	1,687.50
10/24/2018	Duncan Lau Attend Court to seek approval for Richter's role in the NOI proceedings. Review background information.	0.30	545.00	163.50
10/24/2018	Shane Connolly Review outstanding lease payments & prepare summary re: same. Reviewing GIT schedule & prepare summary re: same. Correspondence with WL re: leases & GIT. Meetings with AS & DL re: NOI filing.	1.50	375.00	562.50
10/25/2018	Carol O'Donnell Review/update NOI filing docs. Emails/calls with A. Sherman. Efile docs with OSB.	0.90	250.00	225.00
10/25/2018	Warren Levine Complete draft cash flow analysis (full liquidation - no buying). Circulate CF to A. Sherman and D. Lau.	1.50	545.00	817.50
10/25/2018	Warren Levine Review of updated rent schedule. Discuss with S Connelly.	0.50	545.00	272.50
10/25/2018	Warren Levine Preparation of an inventory schedule itemizing inventory on hand and in transit.	0.50	545.00	272.50
10/25/2018	Warren Levine Review of latest cash flow and BBC and update CF model accordingly.	1.00	545.00	545.00
10/25/2018	Adam Sherman Emails/calls with Company/Torkin re NOI filing docs. Emails/discussions with Richter team re cash flows, etc. Review, update and finalize NOI filing docs. OSB email re confirmation of NOI filing. Call with CIBC. Call with Gowlings. Call with Osler.	3.00	675.00	2,025.00
10/25/2018	Duncan Lau Review current cashflow. Review preliminary inventory information.	0.75	545.00	408.75
10/25/2018	Shane Connolly	3.00	375.00	1,125.00

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10/26/2018	Review & update inventory, rent, sales & COGS schedules, call with WL re: same. Meeting with AS & DL re: case plan. Warren Levine	0.50	545.00	272.50
10/26/2018	Further review and updates to inventory schedule. Discuss with S Connelly and D Lau. Warren Levine	2.00	545.00	1,090.00
10/26/2018	Updates to cash flow model and deck to reflect prior week reported results, recent trending and current week anticipated disbursements. Warren Levine	1.50	545.00	817.50
10/26/2018	Continue to review and update report deck and CF. Incorporate D Lau's comments. Adam Sherman	3.00	675.00	2,025.00
10/26/2018	Call/Email with ACCEO re NOI and gift card program. Call/email with Erin Mills re NOI and lock out notice. Emails/calls with Company/Torkin. Emails/discussions with Richter team re cash flows, etc. Meeting with CIBC/Gowlings/A&M. Emails/call with Osler. Duncan Lau	0.60	545.00	327.00
10/26/2018	Review liquidation scenarios; assist with the preparation of the summary deck for secured lender. Shane Connolly	3.00	375.00	1,125.00
10/27/2018	Review & update inventory schedule. Meeting with CIBC & Gowlings, including preparation of memo on same. Correspondence with DL & WL re: case plan. Warren Levine	0.50	545.00	272.50
10/27/2018	Goods in transit analysis. Discuss with D Lau and S Connelly. Adam Sherman	1.50	675.00	1,012.50
10/27/2018	Calls/emails with the Company re in-transit goods/other matters. Review inventory, brokerage, and other Company info. Emails/calls with Richter team. Emails/calls with A&M. Shane Connolly	1.50	375.00	562.50
10/28/2018	Conference call with AS, DL & WL re: case plan. Review and update deposit & inventory schedules, discussions with DL & WL re: same. Warren Levine	0.30	545.00	163.50
10/28/2018	Call with Margaret to review latest CF forecast. Warren Levine	0.20	545.00	109.00

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Date	Name and Description	Hours	Rate	Amount
10/28/2018	Update email to A Sherman re summary of calls with Hilco and Tiger. Warren Levine Model cash flow under a no additional buying scenario.	1.00	545.00	545.00
10/28/2018	Warren Levine Work with D Lau and S Connelly on analysis of invound containers and estimated standard cost of inventory.	1.00	545.00	545.00
10/28/2018	Adam Sherman Calls/emails with the Company re in-transit goods/other matters. Review inventory, brokerage, and other Company info. Emails/calls with Richter team. Emails/calls with A&M. Begin drafting Trustee report.	2.00	675.00	1,350.00
10/28/2018	Shane Connolly Conference call with AS, DL & WL re: case plan. Review and update deposit & inventory schedules, discussions with DL & WL re: same.	0.50	375.00	187.50
10/29/2018	Warren Levine Continue to work on no buying CF scenario and update assumptions.	1.50	545.00	817.50
10/29/2018	Warren Levine Prepare a CF model under the sceanrio that only Bowling on order inventory is purchased.	1.50	545.00	817.50
10/29/2018	Warren Levine Review and update inventory slides for deck. Discuss with S Connelly and D Lau.	0.80	545.00	436.00
10/29/2018	Soazig Bourgine Website set up & posting of Certificate. Draft creditor notice.	1.00	185.00	185.00
10/29/2018	Adam Sherman Review inventory analysis, including emails/discussions with the Company re same. Review/comment on updated cash flow. Calls/emails with landlords(or counsel)/service providers re NOI, go forward service, etc. Emails/discussions with Richter team.	3.50	675.00	2,362.50
10/29/2018	Duncan Lau Prepare inventory analysis, including review of components of landed costs. Review storage costs and detention costs.	2.10	545.00	1,144.50
10/29/2018	Shane Connolly Correspondence with landlords & suppliers re: pre-filing amounts owing. Discussions with AS re: creditor & employee claims. Review updated inventory analysis.	1.25	375.00	468.75

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10/30/2018	Carol O'Donnell Review draft notice to creditors. Fax and emails with Hydro Quebec. Email with S. Connolly. Various administrative matters.	0.60	250.00	150.00
10/30/2018	Warren Levine Meeting at Gowlings offices re CF scenarios, forbearance, next steps, etc.	1.00	545.00	545.00
10/30/2018	Warren Levine Further refinements to deck to be presented at meeting with CIBC. Work with A Sherman and S Abitan.	1.00	545.00	545.00
10/30/2018	Warren Levine Call with B Nortman to discuss liquidation and negotiate fee and expense budget.	0.20	545.00	109.00
10/30/2018	Warren Levine Meeting with A Sherman and S Abitan post CIBC meeting to discuss next steps.	0.40	545.00	218.00
10/30/2018	Soazig Bourguine Emails with D. Lau. Various matters re creditor mailing.	0.70	185.00	129.50
10/30/2018	Adam Sherman Review/comment on inventory analysis/updated cash flow, including emails/calls with the Company/Richter team on same. Emails/calls with Osler/Gowlings/Torkin re upcoming meeting. Emails/calls with landlords/service providers re NOI/go forward service.	2.00	675.00	1,350.00
10/30/2018	Adam Sherman Finalize deck re meeting, including emails/discussions with Richter team. Attend meeting with the Company/CIBC/Gowlings/Torkin,A&M,/BLG re various matters, including next steps. Draft report. Emails/discussions with Richter team re next steps.	1.50	675.00	1,012.50
10/30/2018	Duncan Lau Review and prepare scenario summary.	1.00	545.00	545.00
10/30/2018	Shane Connolly Discussions with utility providers re: outstanding balances; draft correspondence re: same. Discussions with Company re disconnect notices. Discussions with AS & WL re: meeting with CIBC/next steps.	0.50	375.00	187.50
10/31/2018	Carol O'Donnell Update website. Various matters re creditor mailing.	0.60	250.00	150.00
10/31/2018	Warren Levine	1.00	545.00	545.00

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Date	Name and Description	Hours	Rate	Amount
	Preparation of a summary disbursement schedule as requested by CIBC. Circulate to MM for review and comments prior to release to CIBC.			
10/31/2018	Warren Levine Prepare a detailed analysis of Hilco expense budget. Compare versus prior scenarios and discuss with N. Werner and B. Nortman.	0.50	545.00	272.50
10/31/2018	Warren Levine Rollforward cash flow with current week disbursements to estimate the potential bulge required. Email to A. Sherman and F. Sulley.	0.50	545.00	272.50
10/31/2018	Warren Levine Preparation of an updated CF and deck as requested by CIBC. Incorporate revised language as per D Cohen request.	0.50	545.00	272.50
10/31/2018	Adam Sherman Emails/calls with Company/Osler re motion/relief sought. Emails/calls with landlords/services providers re NOI/go forward service. Emails with CIBC/Gowlings re updated BB/cash flows/other matters. Update creditor notice. Discussions with Richter team.	2.00	675.00	1,350.00
10/31/2018	Adam Sherman Review/comment on Forbearance Agreement, including emails/call with Gowlings/Torkin/Osler on same. Review Consulting Agreement/Sale Guidelines, including emails with Osler on same. Emails with Hilco re liquidation prep. Emails/call with BLG. Draft report.	2.00	675.00	1,350.00
10/31/2018	Shane Connolly Meeting with DL re: financial projections. Correspondence with Company re: creditors/service providers. Correspondence with creditors re: amounts outstanding. Review and update Form 33 re: landlords, leasing providers & utility providers.	2.50	375.00	937.50
11/01/2018	Pascale Lareau Various matters re creditor notice/mailing.	1.50	185.00	277.50
11/01/2018	Carol O'Donnell Various matters re creditor mailing. Post documents to website.	2.70	250.00	675.00
11/01/2018	Warren Levine Correspondence with S. Abitan re Hilco.	0.20	545.00	109.00
11/01/2018	Warren Levine Prepare a preliminary summary analysis re historical F/S.	0.70	545.00	381.50
11/01/2018	Warren Levine	1.00	545.00	545.00

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Date	Name and Description	Hours	Rate	Amount
11/01/2018	Further work on DIP cash flow model to reflect a creeping DIP broken out. Adam Sherman Review/comment on NoM/Affidavit/Order, Forbearance Agreement, including emails/calls with various counsel on same. Emails/calls with landlords/service providers re NOI/go forward service. Emails/calls with landlord counsel re motion/Sale Guidelines/etc.	2.00	675.00	1,350.00
11/01/2018	Adam Sherman Emails/calls with the Company/Torkin/Osler/CIBC/Gowlings/A&M/BLG/Hilco/Richter team re various matters. Update/finalize report, including emails/discussions with Richter team/Osler on same.	2.00	675.00	1,350.00
11/01/2018	Duncan Lau Attend meeting with CFO and Hilco to prepare for the liquidation sale. Review Trustee report.	1.30	545.00	708.50
11/01/2018	Shane Connolly Review & update Form 33. Meeting with DL, Company & Hilco re: liquidation. Review Trustee report.	3.00	375.00	1,125.00
11/02/2018	Carol O'Donnell Update Ascend for Form 29 & 30. Efile documents with OSB.	0.40	250.00	100.00
11/02/2018	Warren Levine Discussions/email correspondence with S. Abitan, R. Doris re conatiners held by Triumph.	0.80	545.00	436.00
11/02/2018	Warren Levine Update cash flow re revised block and circulate to A. Sherman, D. Lau.	0.50	545.00	272.50
11/02/2018	Adam Sherman Attend in Court re Company motion, including discussions with various counsel. Emails/calls with employees. Emails/calls with service providers re NOI/go forward service. Update and finalize Debtor/Trustee cash flow statements and file with OSB.	2.00	675.00	1,350.00
11/02/2018	Adam Sherman Emails/calls with CIBC/A&M re cash management. Emails with Triumph. Emails with various counsel re form of endorsement. Emails/calls with Hilco. Emails/discussions with Richter team/Osler/Company/Torkin. Draft employee letter.	1.50	675.00	1,012.50
11/02/2018	Duncan Lau	1.20	545.00	654.00

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Date	Name and Description	Hours	Rate	Amount
11/02/2018	Prepare forms 29 and 30. Attendance in Court for Administration and Liquidation orders. Call with CIBC. Shane Connolly Call with AS, DL & CIBC re: cash management. Meeting with DL re: on-site visit. Correspondence with Company re: creditor payments. Correspondence with employees re: queries.	2.00	375.00	750.00
11/03/2018	Adam Sherman Emails with Hilco/Osler re Sales Guidelines. Emails with the Company re Purolator, employee communication.	0.30	675.00	202.50
11/04/2018	Warren Levine Set up initial template for monitoring.	0.50	545.00	272.50
11/04/2018	Adam Sherman Emails with the Company/Torkin Manes re employee communication, including updates to employee letter. Emails with Richter team re translation of employee letter and other matters.	0.40	675.00	270.00
11/05/2018	Patrick Lareau Review communication to employees	0.25	375.00	93.75
11/05/2018	Warren Levine Call with Paul Brenner re info posted to data site and additional requests.	0.30	545.00	163.50
11/05/2018	Warren Levine Work on first monitoring report. Incorporate budgeted cash flow, BBC, inventory, and prior week reported results.	1.20	545.00	654.00
11/05/2018	Warren Levine Call with J Paronto of Hilco to discuss the liquidation.	0.30	545.00	163.50
11/05/2018	Warren Levine Follow up correspondence with S Abitan re goods in transit/container analysis.	0.20	545.00	109.00
11/05/2018	Warren Levine Prepare a list of items needed for monitoring and circulate to Margaret (cc S. Connolly, D. Lau). Various follow up emails.	0.30	545.00	163.50
11/05/2018	Warren Levine Review of lease portfolio and current rent. Follow up with S Connelly and Company re certain leases.	0.50	545.00	272.50
11/05/2018	Adam Sherman	2.00	675.00	1,350.00

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Date	Name and Description	Hours	Rate	Amount
	Calls with Osler/BLG re in-transit goods/etc. Calls/emails with the Company/Torkin re various matters. Emails/calls with creditors/service providers re NOI/go forward service. Emails with CIBC/A&M re banking/liquidation. Emails/calls with Richter team.			
11/05/2018	Duncan Lau Team update call. Follow up with management on requested information. Respond to creditor calls. Review cleared cheques.	1.00	545.00	545.00
11/05/2018	Shane Connolly Attend at Company. Multiple meetings with management & Hilco re: inventory, layaways, store operations, landlords. Correspondence with employees, landlords & creditors. Review and prepare cheque clearing schedule.	2.75	375.00	1,031.25
11/06/2018	Carol O'Donnell Post documents on website. Prepare mail affidavit.	1.60	250.00	400.00
11/06/2018	Warren Levine Review of O/S cheques. Discuss with D. Lau, S. Connolly.	0.20	545.00	109.00
11/06/2018	Warren Levine Call with A Sherman, D Lau re container analysis. Review latest analysis.	0.30	545.00	163.50
11/06/2018	Warren Levine Review analysis of weekly sales. Prepare schedule in monitoring report that compares reported sales and margin vs budget.	0.60	545.00	327.00
11/06/2018	Warren Levine Complete first draft of weekly monitoring report. Circulate to Richter, Margaret, Osler for comments.	0.80	545.00	436.00
11/06/2018	Warren Levine Further analysis on in transit containers. Discuss with D. Lau and S. Connelly. Circulate update to S. Abitan.	0.80	545.00	436.00
11/06/2018	Adam Sherman Emails/calls with the Company/Osler/Richter re inventory analysis/etc. All party call re gift cards/layaways, Emails/calls with creditors re NOI/go forward service. Emails with Company re deposit agreements. Emails/calls with A&M/Torkin/Gowlings/BLG.	2.00	675.00	1,350.00
11/06/2018	Duncan Lau	2.50	545.00	1,362.50

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Date	Name and Description	Hours	Rate	Amount
11/06/2018	Review incidents re gift cards. Attend meeting to discuss go forward approach re gift cards. Respond to creditor inquiries. Review banking information refunding request. Review in-transit inventory information. Shane Connolly Attend at Company premises. Multiple meetings with management & Hilco re: inventory, layaways, store operations, landlords. Correspondence with employees, landlords & creditors. Review and prepare cheque clearing schedule. Call with CIBC.	3.00	375.00	1,125.00
11/07/2018	Carol O'Donnell Communications with creditors.	0.80	250.00	200.00
11/07/2018	Warren Levine Call with Osler/Richter team re GIT container analysis.	0.30	545.00	163.50
11/07/2018	Warren Levine Review of various iterations of the container analysis including estimated storage and demurrage charges.	1.50	545.00	817.50
11/07/2018	Warren Levine Finalize and circulate weekly monitoring report.	0.50	545.00	272.50
11/07/2018	Warren Levine Update cash flow model with prior week reported results.	0.70	545.00	381.50
11/07/2018	Adam Sherman Emails/calls with trades re NOI/go forward service. Emails/calls with Richter team. Emails/calls with Debtors/Torkin re various matters. Emails/call with CIBC/A&M re funding. Emails/calls with Osler/BLG/Gowlings re various matters. Review inventory memo.	2.00	675.00	1,350.00
11/07/2018	Duncan Lau Prepare inventory analysis. Review in-transit inventory at the container level. Discuss expected realization with Hilco.	1.80	545.00	981.00
11/07/2018	Shane Connolly Attend at Company premises. Multiple meetings with management & Hilco re: inventory, layaways, store operations, landlords. Correspondence with landlords & creditors. Review & amend o/s cheque schedule. Review funding & payment requests.	2.75	375.00	1,031.25
11/08/2018	Warren Levine Goods in Transit discussion with Company, Osler and Richter.	0.20	545.00	109.00

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Date	Name and Description	Hours	Rate	Amount
11/08/2018	Warren Levine Follow up with Company, D Lau and S Connelly on info requested by IBSA.	0.20	545.00	109.00
11/08/2018	Warren Levine Review and commentary on various iterations of the container analysis, including calls with D Lau.	0.70	545.00	381.50
11/08/2018	Warren Levine Analysis of potential incremental bulge should new inventory be acquired. Summarize analysis and send to A. Sherman.	0.50	545.00	272.50
11/08/2018	Warren Levine Discussion with P. Brenner re additional info required and questions related to info provided to date.	0.20	545.00	109.00
11/08/2018	Adam Sherman Emails/calls with the Company/Torkin/Osler/Richter re in-transit goods/etc. Emails/calls with trades re NOI/go forward service. Emails with CIBC/Gowlings/A&M re inventory/pre-filing payments. Emails/calls with BLG. Discussions with Richter team.	2.00	675.00	1,350.00
11/08/2018	Duncan Lau Review updated cost information related to in-transit inventory; prepare inventory in transit summary. Review bank information refunding request. Respond to creditor calls.	1.50	545.00	817.50
11/08/2018	Shane Connolly Attend at Company premises. Multiple meetings with management & Hilco re: inventory, layaways, store operations, landlords. Correspondence with landlords & creditors. Review & amend o/s cheque schedule. Review funding & payment requests.	2.75	375.00	1,031.25
11/09/2018	Warren Levine Call with CIBC, Company and counsel to discuss GIT.	0.50	545.00	272.50
11/09/2018	Warren Levine Follow up call with CIBC/Counsel to discuss deliverables (i.e. updated CF) and next steps.	0.20	545.00	109.00
11/09/2018	Warren Levine Prepare updated cash flow analysis incorporating certain GIT and increased sales/costs to sell through this inventory.	0.70	545.00	381.50
11/09/2018	Warren Levine	0.20	545.00	109.00

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Date	Name and Description	Hours	Rate	Amount
	Circulate updated cash flow to CIBC including commentary on key assumptions and changes since prior version.			
11/09/2018	Warren Levine Calls with S. Abitan and A. Sherman to discuss outstanding IBSA requests.	0.20	545.00	109.00
11/09/2018	Warren Levine Correspondence with P Brener to discuss info provided and additional info requests.	0.10	545.00	54.50
11/09/2018	Adam Sherman Emails/calls with trades re NOI/go forward service. All party call re in-transit goods; follow up call with Gowlings/CIBC/A&M. Emails with CIBC/A&M re pre-filing payments. Emails/calls with Osler/BLG/Torkin. Discussions with Richer team re various items.	1.80	675.00	1,215.00
11/09/2018	Duncan Lau Respond to inquiries from Service Canada, freight forwarders, TD Merchant Services and certain landlords. Review banking details. Review cash flow related to additional inventory purchases.	1.20	545.00	654.00
11/09/2018	Shane Connolly Attend at Company premises. Multiple meetings with management re inventory, layaways, store operations, landlords. Correspondence with landlords & creditors. Discussions with Company re heating issues in multiple stores. Review funding & payment request.	2.75	375.00	1,031.25
11/10/2018	Adam Sherman Email from Torkin re communications with Triumph/vendors. Emails with Company re in-transit goods, etc.	0.30	675.00	202.50
11/12/2018	Carol O'Donnell Communications with employees, email to D. Lau.	0.20	250.00	50.00
11/12/2018	Warren Levine Work on weekly monitoring report based on CF received from Margaret. Populate budgeted and reported amounts for week ended Nov 10th.	0.80	545.00	436.00
11/12/2018	Warren Levine Analysis of weekly liquidation sales and margin.	0.20	545.00	109.00
11/12/2018	Warren Levine Call with T Maloney and S Redeker to discuss status of liquidation and timing of new forecast. Follow up emails.	0.20	545.00	109.00

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Date	Name and Description	Hours	Rate	Amount
11/12/2018	Adam Sherman Emails/calls with trades re NOI/go forward service. Emails with the Company/Torkin re trades, retention payments, in-transit goods, etc. Emails with A&M re liquidation update/etc. Emails/discussions with Richter team. Emails/call with BLG.	1.30	675.00	877.50
11/12/2018	Duncan Lau Update meeting with Hilco re weekend sales and staffing. Update container analysis based on revised status of certain containers. Respond to inquiries from landlords, customers, former employees and vendors. Review chargeback process.	1.80	545.00	981.00
11/12/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco re: inventory, creditors, customers & assets. Correspondence & discussions with creditors/trades.	2.25	375.00	843.75
11/13/2018	Carol O'Donnell Communications with Hydro Quebec. Discussion with S. Connolly.	0.10	250.00	25.00
11/13/2018	Warren Levine Continue to work on monitoring report incorporating new information received today.	0.70	545.00	381.50
11/13/2018	Adam Sherman Emails/calls with trades re go forward service. Emails with the Company re post-filing trade agreements, Amex, etc. Emails/discussions with Richter team. Emails with CIBC/A&M re funding. Email from Torkin. Emails/calls with Osler/Gowlings/A&M/BLG.	2.00	675.00	1,350.00
11/13/2018	Duncan Lau Review bank analysis and funding request. Correspond with CIBC re funding request. Review preliminary cash flow report.	0.50	545.00	272.50
11/13/2018	Shane Connolly Attend at Company premises. Correspondence with Company re: inventory, payments & creditors. Correspondence & discussions with trades/service providers. Review payment request. Correspondence with Company & CIBC.	2.75	375.00	1,031.25
11/14/2018	Carol O'Donnell Communication with Hydro Quebec re billing entity, guarantee letter and deposit. Add creditor.	0.20	250.00	50.00
11/14/2018	Warren Levine Finalize weekly monitoring and circulate.	0.50	545.00	272.50

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Date	Name and Description	Hours	Rate	Amount
11/14/2018	Warren Levine Update cash flow model with reported results from prior week.	0.70	545.00	381.50
11/14/2018	Adam Sherman Conference call with Osler/Gowlings/A&M re Torkin letters. Emails/calls with Osler re related party transactions. Emails/calls with the Company. Emails/discussions with Richter team re various matters. Emails/call with BLG.	1.20	675.00	810.00
11/14/2018	Duncan Lau Update container analysis. Respond to creditor inquiries. Correspond with certain freight carriers. Discuss return policy and chargebacks with Hilco. Review cash position and funding request.	1.60	545.00	872.00
11/14/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC. Review & update payment schedule.	2.75	375.00	1,031.25
11/15/2018	Warren Levine Discussion with D. Lau regarding status of containers. Incorporate in CF model.	0.50	545.00	272.50
11/15/2018	Warren Levine Receipt of updated sales and margin projections from Hilco and update cash flow.	0.80	545.00	436.00
11/15/2018	Adam Sherman Meeting with the Company/Torkin/Osler re various matters, including pre/post meeting with Osler. Emails/calls with creditors. Emails/discussions with Richter team. Call with BLG. Emails/calls with A&M/Gowlings. Email from Torkin re Triumph.	1.50	675.00	1,012.50
11/15/2018	Duncan Lau Update call with CIBC. Meeting with F. Benitah. Discuss banking and funding mechanism for potential DIP. Correspond with Company counsel re litigation claims. Respond to creditor inquiries.	2.20	545.00	1,199.00
11/15/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC. Review & update payment schedule.	2.50	375.00	937.50
11/16/2018	Warren Levine	0.50	545.00	272.50

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Date	Name and Description	Hours	Rate	Amount
11/16/2018	Call with Tim (Hilco) and Shane to review Hilco invoices and discuss liquidation. Warren Levine	0.50	545.00	272.50
11/16/2018	Call with management to review current and projected payroll levels. Warren Levine	1.00	545.00	545.00
11/16/2018	Work on updated cash flow model based on Hilco's latest projections. Adam Sherman	0.80	675.00	540.00
11/16/2018	Emails/calls with creditors. Emails/calls with the Company re various matters. Emails/discussions with Richter team. Emails/call with Osler. Call with BLG. Duncan Lau	0.80	545.00	436.00
11/16/2018	Review cash position and funding request. Respond to vendors with respect to the containers. Correspond with TD Merchant Services re returns and gift card policies. Shane Connolly	2.75	375.00	1,031.25
11/17/2018	Attend at Company premises. Correspondence with Company & Hilco. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC. Review & update payment schedule. Warren Levine	1.00	545.00	545.00
11/18/2018	Work on weekly monitoring report w/e Nov 17. Warren Levine	0.50	545.00	272.50
11/19/2018	Update cash flow model for Hilco's latest projections and discuss with A. Sherman. Warren Levine	0.50	545.00	272.50
11/19/2018	Prepare preliminary weekly monitoring report with prior week cash flow information. Warren Levine	0.20	545.00	109.00
11/19/2018	Reconcile prior week vendor deposits with S. Connolly. Reflect in weekly monitoring. Warren Levine	0.30	545.00	163.50
11/19/2018	Work on updated cash flow model. Correspondence with A. Sherman re key assumptions. Warren Levine	0.20	545.00	109.00
11/19/2018	Analysis of weekly sales and margin and comparison against budget. Adam Sherman	1.20	675.00	810.00

Invoice No.: 20403545  
 Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
	Call with trades (including Amex) re NOI/go forward service. Emails/calls with BLG/Osler/A&M re various matters. Emails/calls with the Company. Emails/discussions with Richter team re revised cash flow, liquidation, etc. Respond to creditor enquiries.			
11/19/2018	Duncan Lau Review discount matrix and recommendations for slow moving skus; update with Hilco and F. Benitah; review bank balances and outstanding cheques; review last week's sales; respond to inquiries	2.20	545.00	1,199.00
11/19/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco re discounts, payments & others. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC.	3.00	375.00	1,125.00
11/20/2018	Carol O'Donnell Communications with Irving Oil.	0.10	250.00	25.00
11/20/2018	Warren Levine Update and finalize weekly monitoring report and circulate to MM and AS for review.	1.00	545.00	545.00
11/20/2018	Warren Levine Call with A. Sherman to review monitoring report and discuss status of liquidation and updated CF.	0.20	545.00	109.00
11/20/2018	Warren Levine Update call with Hilco (Tim and Sheri).	0.30	545.00	163.50
11/20/2018	Warren Levine Refinements to updated cash flow model to true up inventory positions, adjust FF&E proceeds and payroll expenditures.	0.50	545.00	272.50
11/20/2018	Adam Sherman Emails/calls with the Company/BLG/Osler/Torkin re in-transit goods, etc. Respond to creditor enquiries. Emails/call with A&M/Gowlings re liquidation results, etc. Emails/discussions with Richter team.	1.50	675.00	1,012.50
11/20/2018	Duncan Lau Review container details provided by the Company; upload information to dataroom. Update call with S. Abitan and A. Sherman. Review preliminary cash flow report.	1.10	545.00	599.50
11/20/2018	Shane Connolly	2.75	375.00	1,031.25

Invoice No.: 20403545  
 Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
	Attend at Company premises. Correspondence with Company & Hilco re: store issues. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC. Review Hilco invoices.			
11/21/2018	Carol O'Donnell Communication with Hydro Quebec re transfer of accounts from Fluid to Benix.	0.20	250.00	50.00
11/21/2018	Warren Levine Update monitoring report based on A Sherman comments. Circulate to Margaret for signature.	0.20	545.00	109.00
11/21/2018	Warren Levine Review Hilco daily sales report.	0.20	545.00	109.00
11/21/2018	Adam Sherman Emails/calls with the Company/Gowlings/A&M/BMO/Hilco re liquidation, etc. Respond to creditor enquiries. Emails/discussions with Richter team. Emails/calls with Osler/BLG/Farber re draft APA, etc. Emails/calls with trades re NOI/go forward service.	1.80	675.00	1,215.00
11/21/2018	Duncan Lau Review current week discounting proposal. Review costs related to acquisition of certain GIT. Respond to creditor inquiries.	0.50	545.00	272.50
11/21/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC. Review updated cash flow.	2.75	375.00	1,031.25
11/22/2018	Warren Levine Discussions with Hilco/A. Sherman re liquidation discounts.	0.30	545.00	163.50
11/22/2018	Warren Levine Calls/emails with D. Lau, S. Connolly re info requests, status of liquidation, sales tax, Hilco invoices.	0.20	545.00	109.00
11/22/2018	Warren Levine Review of daily sales report from Hilco.	0.10	545.00	54.50
11/22/2018	Adam Sherman Emails/calls with the Company/BMO re post-filing trade agreements. Respond to creditor enquiries. Emails/call with A&M re various matters. Emails/discussions with Richter team. Emails/call with Osler.	1.00	675.00	675.00
11/22/2018	Shane Connolly	2.25	375.00	843.75

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Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
	Attend at Company premises. Correspondence with Company & Hilco. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC.			
11/23/2018	Warren Levine Discuss with A Sherman and D Lau assumptions in cash flow model	0.50	545.00	272.50
11/23/2018	Warren Levine Further refinements on cash flow model including inventory roll, payroll trending and other disbursements	0.40	545.00	218.00
11/23/2018	Warren Levine Review of correspondence from IBSA re potential go-forward store list.	0.20	545.00	109.00
11/23/2018	Warren Levine Correspondence from a transport creditor.	0.10	545.00	54.50
11/23/2018	Adam Sherman Emails/calls with trades re post-filing service. Emails/calls with the Company re trade agreements, etc. Emails/calls with BLG/Farber re draft APA. Emails from Torkin. Emails/discussions with Richter team. Respond to creditor enquiries. Call with A&M.	1.20	675.00	810.00
11/23/2018	Duncan Lau Update with S. Connolly. Review bank balances. Review current week sales.	0.25	545.00	136.25
11/23/2018	Shane Connolly Attend at Company premises. Correspondence with Company re: store issues, employee issues, payments & creditors. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC.	2.50	375.00	937.50
11/24/2018	Warren Levine Set up weekly monitoring template for current week. Update budget columns.	0.50	545.00	272.50
11/25/2018	Warren Levine Emails to Hilco/Company requesting updated cash flow/projections.	0.10	545.00	54.50
11/25/2018	Warren Levine Update monitoring for w/e Nov 24. Populate budgeted numbers and opening reported balances.	0.20	545.00	109.00
11/26/2018	Warren Levine Discussions with S. Connelly regarding additional details needed for certain disbursements.	0.20	545.00	109.00
11/26/2018	Warren Levine	0.40	545.00	218.00

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 Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
	Review Company financials and update monitoring report for weekly receipts and disbursements.			
11/26/2018	Warren Levine Update cash flow model based on assumptions discussed with A. Sherman. Review and discuss with D. Lau.	0.60	545.00	327.00
11/26/2018	Adam Sherman Emails with vendors re unpaid accounts/goods in transit, including emails/calls with Torkin. Emails/calls with creditors. Emails/calls with the Company, Osler, BLG, A&M re various matters. Review revised cash flow. Emails/discussions with Richter team.	1.30	675.00	877.50
11/26/2018	Duncan Lau Review banking balances. Respond to creditor inquiries. Correspond with Torkin re draft letter to vendor. Review Bell deposit agreement.	1.20	545.00	654.00
11/26/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco. Correspondence & discussions with creditors. Review payment request. Correspondence with Company & CIBC.	2.50	375.00	937.50
11/27/2018	Warren Levine Update monitoring report with BBC, including inventory values and liquidation margins, as well as other info (o/s cheques, inv receipts).	0.60	545.00	327.00
11/27/2018	Warren Levine Calls with D. Lau to review latest draft cash flows and discuss significant assumptions.	0.30	545.00	163.50
11/27/2018	Warren Levine Analysis of store costs for stores selected by IBSA.	0.50	545.00	272.50
11/27/2018	Warren Levine Calls with D. Lau to review latest draft cash flows and discuss significant assumptions.	0.30	545.00	163.50
11/27/2018	Warren Levine Call with A. Sherman to review latest cash flow and weekly monitoring, discuss IBSA store costs schedule.	0.30	545.00	163.50
11/27/2018	Adam Sherman Emails/call with BLG/Farber re APA/leases. Emails/calls with Osler. Email with Gowlings/CIBC/A&M. Emails/discussions with Richter team. Review updated cash flow. Email with unpaid vendors, including emails with Torkin. Emails with the Company.	1.00	675.00	675.00

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Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
11/27/2018	Duncan Lau Review updated cash flow including a walkthrough of the assumptions. Upload leases to dataroom. Review prior week sales. Review inventory analysis.	1.20	545.00	654.00
11/27/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC.	2.75	375.00	1,031.25
11/28/2018	Pascale Lareau Various administrative matters. Creditor enquiry.	0.40	185.00	74.00
11/28/2018	Warren Levine Finalize weekly monitoring report (review with Company, A Sherman) and circulate to distribution list.	0.20	545.00	109.00
11/28/2018	Warren Levine Finalize Nov 28 cash flow. Calls with A. Sherman, F. Benitah to discuss and review.	0.70	545.00	381.50
11/28/2018	Warren Levine Call with M. Echeverri re Nov 28 cash flow, including variances from prior version(s).	0.20	545.00	109.00
11/28/2018	Warren Levine Call with G. Karpel, A. Sherman to review Nov 28 Cash flow.	0.30	545.00	163.50
11/28/2018	Warren Levine Prepare excel file for A&M, including a cleaned cash flow model; finish bridge vs last cash flow and a weekly sales and margin analysis.	0.70	545.00	381.50
11/28/2018	Adam Sherman Emails/calls with BLG/Farber/IBSA/Osler re APA/leases/etc. Emails with unpaid vendors/Torkin. Emails/calls with the Company. Emails/calls with Gowlings/A&M. Review updated cash flow/monitoring report. Emails/discussions with Richter team.	1.50	675.00	1,012.50
11/28/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco re: store issues, payments, chargebacks & creditors. Correspondence & discussions with suppliers. Review payment request. Correspondence with Company & CIBC.	2.75	375.00	1,031.25
11/29/2018	Warren Levine Call and email correspondence with G. Karpel re sales and A/R rollforward and advertising budget.	0.30	545.00	163.50

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Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
11/29/2018	Warren Levine Further analysis of store operating costs for IBSA selected stores.	0.50	545.00	272.50
11/29/2018	Warren Levine Update cash flow to correct for overstated Hilco advertising spend. Draft email and recirculate.	0.40	545.00	218.00
11/29/2018	Warren Levine Reflect advertising change in A&M model and update bridge accordingly. Draft email to G Karpel and circulate with updated model.	0.30	545.00	163.50
11/29/2018	Adam Sherman Emails/calls with Farber/IBSA/BLG re leases/other costs. Emails/calls with the Company. Emails with unpaid vendors/Torkin. Emails with creditors. Emails/calls with A&M/Gowlings. Emails with Osler. Email to various parties re IBSA option on certain leases.	2.00	675.00	1,350.00
11/29/2018	Duncan Lau Update call with Hilco re discounting and FF&E sales. Review inventory sales re GIT acquired post-filing.	0.25	545.00	136.25
11/29/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco. Correspondence with suppliers. Review payment request. Correspondence with Company & CIBC.	2.25	375.00	843.75
11/30/2018	Warren Levine Discuss IBSA \$250K payment with A Sherman.	0.20	545.00	109.00
11/30/2018	Warren Levine Set up weekly monitoring for Dec 01 W/E	0.20	545.00	109.00
11/30/2018	Warren Levine Review analysis of GIT acquired post-filing. Correspondence with D. Lau prior to circulateing to A&M.	0.20	545.00	109.00
11/30/2018	Adam Sherman Emails/calls with Farber re funds for IBSA lease option/etc. Emails/calls with the Company/Torkin. Emails/calls with Gowlings/CIBC. Emails/discussions with Richter team. Emails/call with Osler. Emails with unpaid vendors.	0.70	675.00	472.50
11/30/2018	Duncan Lau Update call with F. Sulley re reserve with TD. Review inventory analysis prepared by Hilco. Respond to inquiries.	0.50	545.00	272.50
11/30/2018	Shane Connolly	2.00	375.00	750.00

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Date	Name and Description	Hours	Rate	Amount
	Attend at Company premises. Correspondence with Company & Hilco re: payments, chargebacks. Correspondence with suppliers. Review payment request. Correspondence with Company & CIBC. Review Hilco invoices.			
<b>Fees Total</b>		<u>231.25</u>		<u>\$ 117,963.25</u>
<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
11/01/2018	Photocopies 11/01/2018: Printing (notice to creditors)			\$ 2,343.00
11/01/2018	Postage 11/01/2018: Postage (notice to creditors)			1,911.98
<b>Disbursements Total</b>				<u>\$ 4,254.98</u>

Invoice No.: 20403545  
Date: 12/11/2018

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**Remittance Form**

11041037 Canada Inc.  
98 Orfus Road  
Toronto, ON M6A 1L9

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**Invoice Summary**

<b>Sub-Total</b>		<b>\$ 122,218.23</b>
GST/HST #885435842 RT0001		15,888.37
<b>Total Due</b>	<b>CAD</b>	<b>\$ 138,106.60</b>

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**Payment Options**

**Wire Transfer**

Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2

CAD Account no.: 0322396 Transit no.: 41601 Swift code: TDOMCATTTOR  
USD Account no.: 7303619 Transit no.: 41601 Swift code: TDOMCATTTOR

Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Cheques**

Payable to: Richter Advisory Group Inc. Send to: 1981 McGill College, Mtl QC H3A 0G6

**Inquiries: please contact our Collection department at 514.934.3584 or e-mail ClientService@richter.ca**

**MONTREAL**

Richter Groupe Conseil Inc.  
Richter Advisory Group Inc.  
1981 McGill College  
Montréal QC H3A 0G6  
514.934.3400

**TORONTO**

181 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

**CHICAGO**

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

RICHTER CA



# RICHTER

11041045 Canada Inc.  
98 Orfus Road  
Toronto, ON M6A 1L9

Date: 12/11/2018  
Invoice No.: 20403546  
Engagement No.: 2021353  
Payment Terms: Due on Receipt

Re: Notice of Intention To Make A Proposal of 11041045 Canada Inc. (Bowring)

Professional services rendered for the period October 24, 2018 to November 30, 2018	\$ 116,738.50
Disbursements	3,212.41
<b>Sub-Total</b>	<b>119,950.91</b>
GST/HST #885435842 RT0001	15,593.62
<b>Total Due</b>	<b>CAD \$ 135,544.53</b>

**MONTREAL**

Richter Groupe Conseil Inc.  
Richter Advisory Group Inc.  
1981 McGill College  
Montreal QC H3A 0G8  
514.934.3400

**TORONTO**

191 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

**CHICAGO**

200 South Wacker, #3100  
Chicago IL 60606  
312.828.0800

Invoice No.: 20403546  
Date: 12/11/2018

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**Fees**

<b>Name</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Adam Sherman	61.30	\$ 675.00	\$ 41,377.50
Carol O'Donnell	7.80	250.00	1,950.00
Duncan Lau	29.35	545.00	15,995.75
Pascale Lareau	1.90	185.00	351.50
Shane Connolly	71.25	375.00	26,718.75
Soazig Bourgine	2.00	185.00	370.00
Warren Levine	55.00	545.00	29,975.00
	<u>228.60</u>		<u>\$ 116,738.50</u>

**Disbursements**

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Postage			\$ 1,552.41
Printing			1,660.00
			<u>\$ 3,212.41</u>

Invoice No.: 20403546  
Date: 12/11/2018

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**Fee and Disbursement Details**

<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
10/24/2018	Soazig Bourguine Draft NOI documents.	0.30	\$ 185.00	\$ 55.50
10/24/2018	Adam Sherman Emails/calls with Torkin re NOI filing requirements and other matters. Emails/discussions with Richter team. Emails/calls with the Company. Review motion materials re Richter appointment, including Court attendance re same. Meeting with D. Cohen.	2.50	675.00	1,687.50
10/24/2018	Duncan Lau Attend Court to seek approval for Richter's role in the NOI proceedings. Review background information.	0.30	545.00	163.50
10/24/2018	Shane Connolly Review outstanding lease payments & prepare summary re: same. Review GIT schedule & prepare summary re: same. Correspondence with WL re: leases & GIT. Meetings with AS & DL re: NOI filing & POA.	1.50	375.00	562.50
10/25/2018	Carol O'Donnell Review/update NOI filing docs. Emails/calls with A. Sherman. Efile docs with OSB.	0.90	250.00	225.00
10/25/2018	Warren Levine Complete draft cash flow analysis (Full liquidation - no buying). Circulate to A. Sherman and D. Lau.	1.50	545.00	817.50
10/25/2018	Warren Levine Prep and review of an inventory schedule (for CIBC) including on-hand and in-transit.	1.00	545.00	545.00
10/25/2018	Warren Levine Update CF model with prior week reported CF activity and BB (inventory, A/R).	1.00	545.00	545.00
10/25/2018	Adam Sherman Emails/calls with Company/Torkin re NOI filing docs. Emails/discussions with Richter team re cash flows, etc. Review, update and finalize NOI filing docs. OSB email re confirmation of NOI filing. Call with CIBC. Call with Gowlings. Call with Osler.	3.00	675.00	2,025.00
10/25/2018	Duncan Lau Review current cashflow. Review preliminary inventory information.	0.75	545.00	408.75
10/25/2018	Shane Connolly Review & update inventory, rent, sales & COGS schedules, call with WL re: same. Meeting with AS & DL re: case plan.	3.00	375.00	1,125.00
10/26/2018	Warren Levine	0.50	545.00	272.50

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Date	Name and Description	Hours	Rate	Amount
10/26/2018	Updates to inventory schedule. Discuss with S Connelly and D Lau. Warren Levine	1.50	545.00	817.50
10/26/2018	Further updates to CF model and deck to reflect prior week reported results, recent trending and current week anticipated disbursements. Warren Levine	1.00	545.00	545.00
10/26/2018	Review report deck including various discussion and comments from D Lau. Update accordingly. Adam Sherman	3.00	675.00	2,025.00
10/26/2018	Call/Email with ACCEO re NOI and gift card program. Call/email with Erin Mills re NOI and lock out notice. Emails/calls with Company/Torkin. Emails/discussions with Richter team re cash flows, etc. Meeting with CIBC/Gowlings/A&M. Emails/call with Osler. Duncan Lau	0.60	545.00	327.00
10/26/2018	Review liquidation scenarios; assist with the preparation of the summary deck for secured lender. Shane Connolly	3.00	375.00	1,125.00
10/27/2018	Review & update inventory schedule. Meeting with CIBC & Gowlings, including preparation of file memo on same. Correspondence with DL & WL re: case plan. Warren Levine	0.50	545.00	272.50
10/27/2018	Review several iterations of GIT/container analysis. Adam Sherman	1.50	675.00	1,012.50
10/27/2018	Calls/emails with the Company re in-transit goods/other matters. Review inventory, brokerage, and other Company info. Emails/calls with Richter team. Emails/calls with A&M. Shane Connolly	1.50	375.00	562.50
10/28/2018	Conference call with AS, DL & WL re: case plan. Review and update deposit & inventory schedules, discussions with DL & WL re: same. Warren Levine	0.30	545.00	163.50
10/28/2018	Call with Margaret to review latest CF forecast. Warren Levine	0.20	545.00	109.00
10/28/2018	Update email to A Sherman re summary of calls with Hilco and Tiger. Warren Levine	1.00	545.00	545.00
10/28/2018	Model cash flow under a no additional buying scenario.			

Invoice No.: 20403546  
Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
10/28/2018	Warren Levine Work with D Lau and S Connelly on analysis of invound containers and estimated standard cost of inventory.	1.00	545.00	545.00
10/28/2018	Adam Sherman Calls/emails with the Company re in-transit goods/other matters. Review inventory, brokerage, and other Company info. Emails/calls with Richter team. Emails/calls with A&M. Begin drafting Trustee report.	2.00	675.00	1,350.00
10/28/2018	Shane Connolly Conference call with AS, DL & WL re: case plan. Review and update deposit & inventory schedules, discussions with DL & WL re: same.	0.50	375.00	187.50
10/29/2018	Warren Levine Continue to work on no buying CF scenario and update in a deck with write up on assumptions.	1.50	545.00	817.50
10/29/2018	Warren Levine Prepare a CF model under the sceanrio that only Bowring on order inventory is purchased.	1.50	545.00	817.50
10/29/2018	Warren Levine Review and update inventory slides for deck. Discuss with S Connelly and D Lau.	0.80	545.00	436.00
10/29/2018	Soazig Bourguine Website set up and posting of Certificate. Draft creditor notice.	1.00	185.00	185.00
10/29/2018	Adam Sherman Review inventory analysis, including emails/discussions with the Company re same. Review/comment on updated cash flow. Calls/emails with landlords(or counsel)/service providers re NOI, go forward service, etc. Emails/discussions with Richter team.	3.50	675.00	2,362.50
10/29/2018	Duncan Lau Prepare inventory analysis, including review of components of landed costs. Review storage costs and detention costs.	2.10	545.00	1,144.50
10/29/2018	Shane Connolly Correspondence with landlords & suppliers re: prefilng amounts owing. Discussions with AS re: creditor & employee claims. Review updated inventory analysis.	1.25	375.00	468.75
10/30/2018	Carol O'Donnell Review of draft notice to creditors. Fax and emails with Hydro Quebec. Email with S. Connolly.	0.60	250.00	150.00

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Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
10/30/2018	Warren Levine Meeting at Gowlings offices re CF scenarios, forbearance, next steps, etc.	1.00	545.00	545.00
10/30/2018	Warren Levine Further refinements to deck to be presented at meeting with CIBC. Work with A Sherman and S Abitan.	1.00	545.00	545.00
10/30/2018	Warren Levine Call with B Nortman to discuss liquidation and negotiate fee and expense budget.	0.20	545.00	109.00
10/30/2018	Warren Levine Meeting with A Sherman and S Abitan post CIBC meeting to discuss next steps.	0.40	545.00	218.00
10/30/2018	Soazig Bourgine Emails with D. Lau. Various matters re creditor mailing.	0.70	185.00	129.50
10/30/2018	Adam Sherman Review/comment on inventory analysis/updated cash flow, including emails/calls with the Company/Richter team on same. Emails/calls with Osler/Gowlings/Torkin re upcoming meeting. Emails/calls with landlords/service providers re NOI/go forward service.	2.00	675.00	1,350.00
10/30/2018	Adam Sherman Finalize deck re meeting, including emails/discussions with Richter team. Attend meeting with the Company/CIBC/Gowlings/Torkin,/A&M,/BLG re various matters, including next steps. Draft report. Emails/discussions with Richter team re next steps.	1.50	675.00	1,012.50
10/30/2018	Duncan Lau Reveiw and prepare scenario summary.	1.00	545.00	545.00
10/30/2018	Shane Connolly Discussions with utility providers re: outstanding balances; draft correspondence re same. Discussions with Company re disconnect notices. Discussions with AS & WL re meeting with CIBC/next steps.	0.50	375.00	187.50
10/31/2018	Carol O'Donnell Update website. Various matters re creditor mailing.	0.60	250.00	150.00
10/31/2018	Warren Levine Preparation of a summary disbursement schedule as requested by CIBC. Circulate to MM for review and comments prior to release to CIBC.	1.00	545.00	545.00
10/31/2018	Warren Levine	0.50	545.00	272.50

Invoice No.: 20403546  
 Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
10/31/2018	<p>Prepare a detailed analysis of Hilco expense budget. Compare against prior scenarios and discussion with N. Werner and B. Nortman.</p> <p>Warren Levine            Rollforward cash flow with current week disbursements to estimate the potential bulge required. Send email to A. Sherman and F. Sulley.</p>	0.50	545.00	272.50
10/31/2018	<p>Warren Levine            Preparation of an updated cash flow and deck for CIBC. Incorporate revised language as per D Cohen request.</p>	0.50	545.00	272.50
10/31/2018	<p>Adam Sherman            Emails/calls with Company/Osler re motion/relief sought. Emails/calls with landlords/services providers re NOI/go forward service. Emails with CIBC/Gowlings re updated BB/cash flows/other matters. Update creditor notice. Discussions with Richter team.</p>	2.00	675.00	1,350.00
10/31/2018	<p>Adam Sherman            Review/comment on Forbearance Agreement, including emails/call with Gowlings/Torkin/Osler on same. Review Consulting Agreement/Sale Guidelines, including emails with Osler on same. Emails with Hilco re liquidation prep. Emails/call with BLG. Draft report.</p>	2.00	675.00	1,350.00
10/31/2018	<p>Shane Connolly            Meeting with DL re financial projections. Correspondence with Company re: creditors/service providers. Correspondence with creditors re: amounts outstanding. Review and update Form 33 re: landlords, leasing providers &amp; utility providers.</p>	2.50	375.00	937.50
11/01/2018	<p>Pascale Lareau            Various matters re creditor notice/mailing.</p>	1.50	185.00	277.50
11/01/2018	<p>Carol O'Donnell            Various matters re creditor mailing. Post documents to website. Email notice to OSB.</p>	2.70	250.00	675.00
11/01/2018	<p>Warren Levine            Correspondence with S. Abitan re Hilco Exhibits, etc.</p>	1.00	545.00	545.00
11/01/2018	<p>Warren Levine            Further work on DIP cash flow model to reflect a creeping DIP broken out.</p>	1.00	545.00	545.00
11/01/2018	<p>Adam Sherman</p>	2.00	675.00	1,350.00

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11/01/2018	Review/comment on NoM/Affidavit/Order, Forbearance Agreement, including emails/calls with various counsel on same. Emails/calls with landlords/service providers re NOI/go forward service. Emails/calls with landlord counsel re motion/Sale Guidelines/etc.	2.00	675.00	1,350.00
11/01/2018	Adam Sherman Emails/calls with the Company/Torkin/Osler/CIBC/Gowlings/A&M/BLG/Hilco/Richter team re various matters. Update/finalize report, including emails/discussions with Richter team/Osler on same.	2.00	675.00	1,350.00
11/01/2018	Duncan Lau Attend meeting with CFO and Hilco to prepare for the liquidation sale. Review Trustee report.	1.30	545.00	708.50
11/01/2018	Shane Connolly Review & update Form 33. Meeting with DL, Company & Hilco re: liquidation. Review Trustee report.	3.00	375.00	1,125.00
11/02/2018	Carol O'Donnell Update Ascend for Form 29 & 30. Efile documents with OSB.	0.40	250.00	100.00
11/02/2018	Warren Levine Discussions/email correspondence with S. Abitan, R. Doris re conatiners held by Triumph.	0.80	545.00	436.00
11/02/2018	Warren Levine Update cash flow re revised block and circulate to A. Sherman, D Lau.	0.50	545.00	272.50
11/02/2018	Adam Sherman Attend in Court re Company motion, including discussions with various counsel. Emails/calls with employees. Emails/calls with service providers re NOI/go forward service. Update and finalize Debtor/Trustee cash flow statements and file with OSB.	2.00	675.00	1,350.00
11/02/2018	Adam Sherman Emails/calls with CIBC/A&M re cash management. Emails with Triumph. Emails with various counsel re form of endorsement. Emails/calls with Hilco. Emails/discussions with Richter team/Osler/Company/Torkin. Draft employee letter.	1.50	675.00	1,012.50
11/02/2018	Duncan Lau Prepare forms 29 and 30. Attendance in Court for Administration and Liquidation orders. Call with CIBC.	1.20	545.00	654.00
11/02/2018	Shane Connolly	2.00	375.00	750.00

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Date	Name and Description	Hours	Rate	Amount
11/03/2018	Call with AS, DL & CIBC re cash management. Meeting with DL re: on-site visit. Correspondence with Company re: creditor payments. Correspondence with employees re: queries. Adam Sherman Emails with Hilco/Osler re Sales Guidelines. Emails with the Company re Purolator, employee communication.	0.30	675.00	202.50
11/04/2018	Warren Levine Set up initial template for monitoring.	0.50	545.00	272.50
11/04/2018	Adam Sherman Emails with the Company/Torkin Manes re employee communication, including updates to employee letter. Emails with Richter team re translation of employee letter and other matters.	0.40	675.00	270.00
11/05/2018	Warren Levine Call with Paul Brenner re info posted to data site and additional requests.	0.30	545.00	163.50
11/05/2018	Warren Levine Work on first monitoring report. Incorporate budgeted cash flow, BB, inventory, and prior week reported results.	1.20	545.00	654.00
11/05/2018	Warren Levine Call with J Paronto of Hilco to discuss the liquidation.	0.30	545.00	163.50
11/05/2018	Warren Levine Follow up correspondence with S Abitan re goods in transit/container analysis.	0.20	545.00	109.00
11/05/2018	Warren Levine Prepare a list of items needed for monitoring and circulate to Margaret (cc S. Connolly, D. Lau). Various follow up emails.	0.30	545.00	163.50
11/05/2018	Warren Levine Review of lease portfolio and current rent. Follow up with S Connolly and Company re certain leases.	0.50	545.00	272.50
11/05/2018	Adam Sherman Calls with Osler/BLG re in-transit goods/etc. Calls/emails with the Company/Torkin re various matters. Emails/calls with creditors/service providers re NOI/go forward service. Emails with CIBC/A&M re banking/liquidation. Emails/calls with Richter team.	2.00	675.00	1,350.00
11/05/2018	Duncan Lau	1.00	545.00	545.00

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Date	Name and Description	Hours	Rate	Amount
	Team update call. Follow up with management on requested information. Respond to creditor calls. Review cleared cheques.			
11/05/2018	Shane Connolly Attend at Company. Multiple meetings with management & Hilco re: inventory, layaways, store operations, landlords. Correspondence with employees, landlords & creditors. Review and prepare cheque clearing schedule.	2.75	375.00	1,031.25
11/06/2018	Carol O'Donnell Post documents on website. Prepare mail affidavit.	1.30	250.00	325.00
11/06/2018	Warren Levine Review of O/S cheques. Discuss with D Lau, S Connelly.	0.20	545.00	109.00
11/06/2018	Warren Levine Call with A Sherman, D Lau re container analysis. Review latest analysis.	0.30	545.00	163.50
11/06/2018	Warren Levine Review analysis of weekly sales. Prepare schedule in monitoring report that compares reported sales and margin vs budget.	0.60	545.00	327.00
11/06/2018	Warren Levine Complete first draft of weekly monitoring report. Circulate to Richter, Margaret, Osler for comments.	0.80	545.00	436.00
11/06/2018	Adam Sherman Emails/calls with the Company/Osler/Richter re inventory analysis/etc. All party call re gift cards/layaways, Emails/calls with creditors re NOI/go forward service. Emails with Company re deposit agreements. Emails/calls with A&M/Torkin/Gowlings/BLG.	2.00	675.00	1,350.00
11/06/2018	Duncan Lau Review incidents re gift cards. Attend meeting to discuss go forward approach re gift cards. Review in-transit inventory information. Respond to creditor inquiries. Review banking information re funding request.	2.50	545.00	1,362.50
11/06/2018	Shane Connolly Attend at Company premises. Multiple meetings with management & Hilco re: inventory, layaways, store operations, landlords. Correspondence with employees, landlords & creditors. Review and prepare cheque clearing schedule. Call with CIBC.	3.00	375.00	1,125.00
11/07/2018	Carol O'Donnell Communications with creditors.	0.80	250.00	200.00

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Date	Name and Description	Hours	Rate	Amount
11/07/2018	Warren Levine Call with Osler/Richter team re GIT container analysis.	0.30	545.00	163.50
11/07/2018	Warren Levine Review various iterations of the container analysis including estimated storage and demurrage charges.	1.50	545.00	817.50
11/07/2018	Warren Levine Finalize and circulate weekly monitoring report.	0.50	545.00	272.50
11/07/2018	Warren Levine Update cash flow model with prior week reported results.	0.70	545.00	381.50
11/07/2018	Adam Sherman Emails/calls with trades re NOI/go forward service. Emails/calls with Richter team. Emails/calls with Debtors/Torkin re various matters. Emails/call with CIBC/A&M re funding. Emails/calls with Osler/BLG/Gowlings re various matters. Review inventory memo.	2.00	675.00	1,350.00
11/07/2018	Duncan Lau Prepare inventory analysis. Review in-transit inventory at the container level. Discuss expected realization with Hilco.	1.80	545.00	981.00
11/07/2018	Shane Connolly Attend at Company premises. Multiple meetings with management & Hilco re: inventory, layaways, store operations, landlords. Correspondence with landlords & creditors. Review & amend o/s cheque schedule. Review funding & payment requests.	2.75	375.00	1,031.25
11/08/2018	Warren Levine Goods in Transit discussion with Company, Osler and Richter.	0.20	545.00	109.00
11/08/2018	Warren Levine Follow up with Company, D Lau and S Connolly on info requested by IBSA.	0.20	545.00	109.00
11/08/2018	Warren Levine Review and commentary on various iterations of the container analysis.	0.70	545.00	381.50
11/08/2018	Warren Levine Analysis of potential incremental bulge should new inventory be brought in. Summarize analysis and send to A. Sherman.	0.50	545.00	272.50
11/08/2018	Warren Levine	0.20	545.00	109.00

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Date	Name and Description	Hours	Rate	Amount
	Discussion with P. Brenner re additional info required and questions related to info provide to date.			
11/08/2018	Adam Sherman Emails/calls with the Company/Torkin/Osler/Richter re in-transit goods/etc. Emails/calls with trades re NOI/go forward service. Emails with CIBC/Gowlings/A&M re inventory/pre-filing payments. Emails/calls with BLG. Discussions with Richter team.	2.00	675.00	1,350.00
11/08/2018	Duncan Lau Review updated cost information related to in-transit inventory; prepare inventory in transit summary. Respond to creditor calls. Review bank information re funding request.	1.50	545.00	817.50
11/08/2018	Shane Connolly Attend at Company premises. Multiple meetings with management & Hilco re: inventory, layaways, store operations, landlords. Correspondence with landlords & creditors. Review & amend o/s cheque schedule. Review funding & payment requests.	2.75	375.00	1,031.25
11/09/2018	Warren Levine Call with CIBC, Company and counsel to discuss GIT.	0.50	545.00	272.50
11/09/2018	Warren Levine Follow up call with CIBC/Counsel to discuss deliverables (i.e. updated CF) and next steps.	0.20	545.00	109.00
11/09/2018	Warren Levine Prepare updated cash flow analysis incorporating certain GIT and increased sales/costs to sell through this inventory.	0.70	545.00	381.50
11/09/2018	Warren Levine Circulate updated cash flow to CIBC including commentary on key assumptions and changes since prior version.	0.20	545.00	109.00
11/09/2018	Warren Levine Calls with S. Abitan and A. Sherman to discuss outstanding IBSA requests.	0.20	545.00	109.00
11/09/2018	Warren Levine Correspondence with P. Brenner to discuss info provided and additional info requests.	0.10	545.00	54.50
11/09/2018	Adam Sherman	1.80	675.00	1,215.00

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Date	Name and Description	Hours	Rate	Amount
11/09/2018	<p>Emails/calls with trades re NOI/go forward service. All party call re in-transit goods; follow up call with Gowlings/CIBC/A&amp;M. Emails with CIBC/A&amp;M re pre-filing payments. Emails/calls with Osler/BLG/Torkin. Discussions with Richter team re various items.</p> <p>Duncan Lau Respond to inquiries from Service Canada, freight forwarders, TD Merchant Services and certain landlords. Review banking details re funding request. Review cash flow related to additional inventory purchases.</p>	1.20	545.00	654.00
11/09/2018	<p>Shane Connolly Attend at Company premises. Multiple meetings with management re inventory, layaways, store operations, landlords. Correspondence with landlords &amp; creditors. Discussions with Company re heating issues in multiple stores. Review funding &amp; payment request.</p>	2.75	375.00	1,031.25
11/10/2018	<p>Adam Sherman Email from Torkin re communications with Triumph/vendors. Emails with Company re in-transit goods, etc.</p>	0.30	675.00	202.50
11/12/2018	<p>Warren Levine Work on weekly monitoring report based on CF received from Margaret. Populate budgeted and reported amounts for week ended Nov 10th.</p>	0.80	545.00	436.00
11/12/2018	<p>Warren Levine Analysis of weekly liquidation sales and margin.</p>	0.20	545.00	109.00
11/12/2018	<p>Warren Levine Call with T Maloney and S Redeker to discuss status of liquidation and timing of new forecast. Follow up emails.</p>	0.20	545.00	109.00
11/12/2018	<p>Adam Sherman Emails/calls with trades re NOI/go forward service. Emails with the Company/Torkin re trades, retention payments, in-transit goods, etc. Emails with A&amp;M re liquidation update/etc. Emails/discussions with Richter team. Emails/call with BLG.</p>	1.30	675.00	877.50
11/12/2018	<p>Duncan Lau Update meeting with Hilco re weekend sales and staffing. Update container analysis based on revised status of certain containers. Respond to inquiries from landlords, customers, former employees and vendors. Review chargeback process.</p>	1.80	545.00	981.00
11/12/2018	<p>Shane Connolly</p>	2.25	375.00	843.75

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Date	Name and Description	Hours	Rate	Amount
	Attend at Company premises. Correspondence with Company & Hilco re: inventory, creditors, customers & assets. Correspondence & discussions with creditors/trades.			
11/13/2018	Carol O'Donnell Communications with Hydro Quebec. Discussion with S. Connolly.	0.10	250.00	25.00
11/13/2018	Warren Levine Continue to work on monitoring report.	0.70	545.00	381.50
11/13/2018	Adam Sherman Emails/calls with trades re go forward service. Emails with the Company re post-filing trade agreements, Amex, etc. Emails/discussions with Richter team. Emails with CIBC/A&M re funding. Email from Torkin. Emails/calls with Osler/Gowlings/A&M/BLG.	2.00	675.00	1,350.00
11/13/2018	Duncan Lau Review bank analysis and funding request. Correspond with CIBC re funding request. Review preliminary cash flow report.	0.50	545.00	272.50
11/13/2018	Shane Connolly Attend at Company premises. Correspondence with Company re: inventory, payments & creditors. Correspondence & discussions with trades/service providers. Review payment request. Correspondence with Company & CIBC.	2.75	375.00	1,031.25
11/14/2018	Carol O'Donnell Communications with Hydro Quebec re billing entity, guarantee letter and deposits.	0.10	250.00	25.00
11/14/2018	Warren Levine Finalize weekly monitoring and circulate.	0.50	545.00	272.50
11/14/2018	Warren Levine Update cash flow model with reported results from prior week.	0.70	545.00	381.50
11/14/2018	Adam Sherman Conference call with Osler/Gowlings/A&M re Torkin letters. Emails/calls with Osler re related party transactions. Emails/calls with the Company. Emails/discussions with Richter team re various matters. Emails/call with BLG.	1.20	675.00	810.00
11/14/2018	Duncan Lau Update container analysis. Respond to creditor inquiries. Correspond with certain freight carriers. Discuss return policy and chargebacks with Hilco. Review cash position and funding request.	1.60	545.00	872.00

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Date	Name and Description	Hours	Rate	Amount
11/14/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC. Review & update payment schedule.	2.75	375.00	1,031.25
11/15/2018	Warren Levine Discussion with D. Lau regarding status of containers. Incorporate in CF model.	0.50	545.00	272.50
11/15/2018	Warren Levine Receipt of updated sales and margin projections from Hilco and update cash flow.	0.80	545.00	436.00
11/15/2018	Adam Sherman Meeting with the Company/Torkin/Osler re various matters, including pre/post meeting with Osler. Emails/calls with creditors. Emails/discussions with Richter team. Call with BLG. Emails/calls with A&M/Gowlings. Email from Torkin re Triumph.	1.50	675.00	1,012.50
11/15/2018	Duncan Lau Update call with CIBC. Meeting with F. Benitah. Discuss banking and funding mechanism for potential DIP. Correspond with Company's counsel re litigation claims. Respond to creditor inquiries.	2.20	545.00	1,199.00
11/15/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC. Review & update payment schedule.	2.50	375.00	937.50
11/16/2018	Warren Levine Review Hilco invoices. Call with Tim and Shane.	0.50	545.00	272.50
11/16/2018	Warren Levine Review FF&E budget and discuss with Hilco.	0.50	545.00	272.50
11/16/2018	Warren Levine Work on updated cash flow model based on Hilco's latest projections.	1.00	545.00	545.00
11/16/2018	Adam Sherman Emails/calls with creditors. Emails/calls with the Company re various matters. Emails/discussions with Richter team. Emails/call with Osler. Call with BLG.	0.80	675.00	540.00
11/16/2018	Duncan Lau Review cash position and funding request. Respond to unpaid vendors. Correspond with TD Merchant Services re returns and gift card policies.	0.80	545.00	436.00

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Date	Name and Description	Hours	Rate	Amount
11/16/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC. Review & update payment schedule.	2.75	375.00	1,031.25
11/17/2018	Warren Levine Work on Nov 17th weekly monitoring report.	1.00	545.00	545.00
11/18/2018	Warren Levine Update cash flow model for Hilco's latest projections and discussion with A. Sherman.	0.50	545.00	272.50
11/19/2018	Warren Levine Prepare preliminary weekly monitoring report with prior week cash flow information.	0.50	545.00	272.50
11/19/2018	Warren Levine Reconcile prior week vendor deposits with S Connelly. Reflect in weekly monitoring.	0.20	545.00	109.00
11/19/2018	Warren Levine Work on updated cash flow model. Correspondence with A. Sherman re key assumptions.	0.30	545.00	163.50
11/19/2018	Warren Levine Analysis of weekly sales and margin and comparison against budget.	0.20	545.00	109.00
11/19/2018	Adam Sherman Call with trades (including Amex) re NOI/go forward service. Emails/calls with BLG/Oslers/A&M re various matters. Emails/calls with the Company. Emails/discussions with Richter team re revised cash flow, liquidation, etc. Respond to creditor enquiries.	1.20	675.00	810.00
11/19/2018	Duncan Lau Review discount matrix and recommendations for slow moving skus; update with Hilco and F. Benitah. Review bank balances and outstanding cheques. Review last week's sales. Respond to inquiries.	2.20	545.00	1,199.00
11/19/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco re discounts, payments & other. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC.	3.00	375.00	1,125.00
11/20/2018	Carol O'Donnell Communications with Hydro Quebec. Discussions with D. Lau.	0.20	250.00	50.00
11/20/2018	Warren Levine	1.00	545.00	545.00

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Date	Name and Description	Hours	Rate	Amount
11/20/2018	Update and finalize weekly monitoring report and circulate to MM and AS for review. Warren Levine Call with A Sherman to review monitoring report and discuss status of liquidation and updated CF.	0.20	545.00	109.00
11/20/2018	Warren Levine Update call with Hilco (Tim and Sheri).	0.30	545.00	163.50
11/20/2018	Warren Levine Refinements to updated cash flow model to true up inventory positions, adjust FF&E proceeds and payroll expenditures.	0.50	545.00	272.50
11/20/2018	Adam Sherman Emails/calls with the Company/BLG/Osler/Torkin re in-transit goods, etc. Respond to creditor enquiries. Emails/call with A&M/Gowlings re liquidation results, etc. Emails/discussions with Richter team.	1.50	675.00	1,012.50
11/20/2018	Duncan Lau Review container details provided by the Company; upload information to dataroom. Update call with S. Abitan and A. Sherman. Review preliminary cash flow report.	1.10	545.00	599.50
11/20/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC. Review Hilco invoices.	2.75	375.00	1,031.25
11/21/2018	Warren Levine Update monitoring report based on A Sherman comments. Circulate to Margaret for signature.	0.20	545.00	109.00
11/21/2018	Warren Levine Review Hilco daily sales report.	0.20	545.00	109.00
11/21/2018	Warren Levine Email to Hilco requesting an updated liquidation plan based on current discount cadence.	0.20	545.00	109.00
11/21/2018	Adam Sherman Emails/calls with the Company/Gowlings/A&M/BMO/Hilco re liquidation, etc. Respond to creditor enquiries. Emails/discussions with Richter team. Emails/calls with Osler/BLG/Farber re draft APA, etc. Emails/calls with trades re NOI/go forward service.	1.80	675.00	1,215.00
11/21/2018	Duncan Lau	0.50	545.00	272.50

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Date	Name and Description	Hours	Rate	Amount
11/21/2018	Review current week discounting proposal. Review costs related new inventory. Respond to creditor inquiries. Shane Connolly Attend at Company premises. Correspondence with Company & Hilco. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC. Review updated cash flow.	2.75	375.00	1,031.25
11/22/2018	Warren Levine Discussions with Hilco/A. Sherman re liquidation discounts.	0.30	545.00	163.50
11/22/2018	Warren Levine Calls/emails with D Lau, S Connelly re info requests, status of liquidation, sales tax, Hilco invoices.	0.20	545.00	109.00
11/22/2018	Warren Levine Review of daily sales report from Hilco.	0.10	545.00	54.50
11/22/2018	Adam Sherman Emails/calls with the Company/BMO re post- filing trade agreements. Respond to creditor enquiries. Emails/call with A&M re various matters. Emails/discussions with Richter team. Emails/call with Osler.	1.00	675.00	675.00
11/22/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC.	2.25	375.00	843.75
11/23/2018	Warren Levine Discuss with A. Sherman and D. Lau assumptions in cash flow model.	0.50	545.00	272.50
11/23/2018	Warren Levine Further refinements on updated cash flow model including inventory roll, payroll trending and other disbursements.	0.40	545.00	218.00
11/23/2018	Warren Levine Review of correspondence from IBSA re potential go-forward store list.	0.20	545.00	109.00
11/23/2018	Warren Levine Correspondence from a transport creditor.	0.10	545.00	54.50
11/23/2018	Adam Sherman Emails/calls with trades re post-filing service. Emails/calls with the Company re trade agreements, etc. Emails/calls with BLG/Farber re draft APA. Emails from Torkin. Emails/discussions with Richter team. Respond to creditor enquiries. Call with A&M.	1.20	675.00	810.00

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Date	Name and Description	Hours	Rate	Amount
11/23/2018	Duncan Lau Update with S. Connolly. Review bank balances. Review current week sales.	0.25	545.00	136.25
11/23/2018	Shane Connolly Attend at Company premises. Correspondence with Company re: store issues, employee issues, payments & creditors. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC.	2.50	375.00	937.50
11/24/2018	Warren Levine Set up weekly monitoring template for current week. Update budget columns.	0.50	545.00	272.50
11/25/2018	Warren Levine Emails to Hilco, Company requesting updated cash flow/projections.	0.10	545.00	54.50
11/25/2018	Warren Levine Weekly monitoring for w/e Nov 24. Populate budgeted numbers and opening reported balances.	0.20	545.00	109.00
11/26/2018	Carol O'Donnell Update creditor list and file POC.	0.10	250.00	25.00
11/26/2018	Warren Levine Discussions with S. Connolly re additional details needed for certain disbursements.	0.20	545.00	109.00
11/26/2018	Warren Levine Review of Company financials and update monitoring report for weekly receipts and disbursements.	0.40	545.00	218.00
11/26/2018	Warren Levine Update cash flow model based on assumptions discussed with A. Sherman. Review and discuss with D. Lau.	0.60	545.00	327.00
11/26/2018	Adam Sherman Emails with vendors re unpaid accounts/goods in transit, including emails/calls with Torkin. Emails/calls with creditors. Emails/calls with the Company, Osler, BLG, A&M re various matters. Review revised cash flow. Emails/discussions with Richter team.	1.30	675.00	877.50
11/26/2018	Duncan Lau Review bank balances. Respond to creditor inquiries. Correspond with Torkin re draft letter to vendor. Review Bell deposit agreement.	1.20	545.00	654.00
11/26/2018	Shane Connolly	2.50	375.00	937.50

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Date	Name and Description	Hours	Rate	Amount
	Attend at Company premises. Correspondence with Company & Hilco. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC.			
11/27/2018	Warren Levine Update monitoring report, including inventory values and liquidation margins, as well as other info (o/s cheques, inv receipts).	0.60	545.00	327.00
11/27/2018	Warren Levine Calls with D. Lau to review latest draft cash flow and discuss significant assumptions.	0.30	545.00	163.50
11/27/2018	Warren Levine Analysis of store costs for stores selected by IBSA.	0.50	545.00	272.50
11/27/2018	Warren Levine Call with A. Sherman to review latest cash flow and weekly monitoring, discuss IBSA store costs schedule.	0.30	545.00	163.50
11/27/2018	Adam Sherman Emails/call with BLG/Farber re APA/leases. Emails/calls with Osler. Email with Gowlings/CIBC/A&M. Emails/discussions with Richter team. Review updated cash flow. Email with unpaid vendors, including emails with Torkin. Emails with the Company.	1.00	675.00	675.00
11/27/2018	Duncan Lau Review updated cash flow including a walkthrough of the assumptions. Upload leases to dataroom. Review prior week sales. Review inventory analysis.	1.20	545.00	654.00
11/27/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco. Correspondence with creditors. Review payment request. Correspondence with Company & CIBC.	2.75	375.00	1,031.25
11/28/2018	Pascale Lareau Various administrative matters. Creditor enquiries.	0.40	185.00	74.00
11/28/2018	Warren Levine Finalize weekly monitoring report (review with Company, A. Sherman) and circulate.	0.20	545.00	109.00
11/28/2018	Warren Levine Finalize Nov 28 cash flow. Calls with A. Sherman, F. Benitah to discuss and review. Prepare an email with main assumptions and circulate.	0.70	545.00	381.50
11/28/2018	Warren Levine	0.20	545.00	109.00

Invoice No.: 20403546  
Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
11/28/2018	Call with M. Echeverri re Nov 28 cash flow, including variances from prior version(s). Warren Levine	0.30	545.00	163.50
11/28/2018	Call with G. Karpel, A. Sherman to review Nov 28 cash flow. Warren Levine	0.70	545.00	381.50
11/28/2018	Prepare excel file for A&M, including a cleaned cash flow model; finish bridge vs last cash flow and a weekly sales and margin analysis. Adam Sherman	1.50	675.00	1,012.50
11/28/2018	Emails/calls with BLG/Farber/IBSA/Osler re APA/leases/etc. Emails with unpaid vendors/Torkin. Emails/calls with the Company. Emails/calls with Gowlings/A&M. Review updated cash flow/monitoring report. Emails/discussions with Richter team. Shane Connolly	2.75	375.00	1,031.25
11/29/2018	Attend at Company premises. Correspondence with Company & Hilco. Correspondence with suppliers. Review payment request. Correspondence with Company & CIBC. Warren Levine	0.30	545.00	163.50
11/29/2018	Call and email correspondence with G. Karpel re sales and A/R rollforward and advertising budget. Warren Levine	0.50	545.00	272.50
11/29/2018	Further analysis of store operating costs for IBSA selected stores. Warren Levine	0.40	545.00	218.00
11/29/2018	Update cash flow to correct for overstated Hilco advertising spend. Draft email and recirculate. Warren Levine	0.30	545.00	163.50
11/29/2018	Reflect advertising change in A&M model and update bridge accordingly. Draft email to G Karpel and circulate with updated model. Adam Sherman	2.00	675.00	1,350.00
11/29/2018	Emails/calls with Farber/IBSA/BLG re leases/other costs. Emails/calls with the Company. Emails with unpaid vendors/Torkin. Emails with creditors. Emails/calls with A&M/Gowlings. Emails with Osler. Email to various parties re IBSA option on certain leases. Duncan Lau	0.25	545.00	136.25
11/29/2018	Update call with Hilco re discounting and FF&E sales. Shane Connolly	2.25	375.00	843.75

Invoice No.: 20403546  
 Date: 12/11/2018

Date	Name and Description	Hours	Rate	Amount
11/30/2018	Attend at Company premises. Correspondence with Company & Hilco. Correspondence with suppliers. Review payment request. Correspondence with Company & CIBC.	0.20	545.00	109.00
11/30/2018	Warren Levine Discuss IBSA \$250K payment with A Sherman.	0.20	545.00	109.00
11/30/2018	Warren Levine Set up weekly monitoring for Dec 01 W/E.	0.20	545.00	109.00
11/30/2018	Warren Levine Review analysis of GIT sales. Correspondence with D. Lau prior to circulateing to A&M.	0.20	545.00	109.00
11/30/2018	Adam Sherman Emails/calls with Farber re funds for IBSA lease option/etc. Emails/calls with the Company/Torkin. Emails/calls with Gowlings/CIBC. Emails/discussions with Richter team. Emails/call with Osler. Emails with unpaid vendors.	0.70	675.00	472.50
11/30/2018	Duncan Lau Update call with F. Sulley re reserve with TD. Review GIT inventory analysis prepared by Hilco. Respond to inquiries.	0.50	545.00	272.50
11/30/2018	Shane Connolly Attend at Company premises. Correspondence with Company & Hilco re payments/chargeback. Correspondence with suppliers. Review payment request. Correspondence with Company & CIBC. Review Hilco invoices.	2.00	375.00	750.00
<b>Fees Total</b>		<b>228.60</b>		<b>\$ 116,738.50</b>
<b>Date</b>	<b>Name and Description</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
11/01/2018	Printing 11/01/2018: The Printing House: 20 pages X 830 copies @ \$.10; Avis aux créanciers de l'intention de faire une proposition.			\$ 1,660.00
11/01/2018	Postage 11/01/2018: Postage: Notice to creditors of intention to file a proposal.			1,552.41
<b>Disbursements Total</b>				<b>\$ 3,212.41</b>

Invoice No.: 20403546  
Date: 12/11/2018

---

**Remittance Form**

11041045 Canada Inc.  
98 Orfus Road  
Toronto, ON M6A 1L9

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**Invoice Summary**

<b>Sub-Total</b>		<b>\$ 119,950.91</b>
GST/HST #885435842 RT0001		15,593.62
<b>Total Due</b>	<b>CAD</b>	<b>\$ 135,544.53</b>

---

**Payment Options**

**Wire Transfer**

Toronto Dominion Bank  
Commercial Banking Center  
525 Av. Viger Ouest, Montréal (Qc) H2Z 0B2

CAD Account no.: 0322396 Transit no.: 41601 Swift code: TDOMCATTTOR  
USD Account no.: 7303619 Transit no.: 41601 Swift code: TDOMCATTTOR

Email payment details, including invoice number and amount paid to:  
ClientService@richter.ca

**Cheques**

Payable to: Richter Advisory Group Inc. Send to: 1981 McGill College, Mtl QC H3A 0G6

**Inquiries: please contact our Collection department at 514.934.3584 or e-mail ClientService@richter.ca**

**MONTREAL**

Richter Groupe Conseil Inc.  
Richter Advisory Group Inc.  
1981 McGill College  
Montréal QC H3A 0G6  
514 934.3400

**TORONTO**

191 Bay St., #3320  
Bay Wellington Tower  
Toronto ON M5J 2T3  
416.488.2345

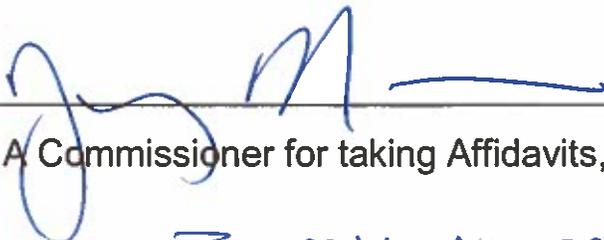
**CHICAGO**

200 South Wacker, #3100  
Chicago IL 60608  
312.828.0800

RICHTER CA

# **Exhibit “C”**

THIS IS EXHIBIT "C" REFERRED TO IN THE  
AFFIDAVIT OF ADAM SHERMAN SWORN BEFORE  
ME THIS 11<sup>TH</sup> DAY OF DECEMBER, 2018



---

A Commissioner for taking Affidavits, etc.  
JEREMY NEMERS

Richter Advisory Group Inc.  
in its capacity as Proposal Trustee *in re*  
the Notice of Intention to Make a Proposal of Fluid Brands Inc., 11041037  
Canada Inc. and 11041045 Canada Inc.

Exhibit "C"

Statement of Accounts

Staff Member	Hours	Hourly Rate	Amount
<b>Senior Vice President</b>			
A. Sherman	183.40	675	123,795.00
G. Benchaya	49.10	675	33,142.50
R. Massi	32.00	675	21,600.00
A. Adessky	18.40	675	12,420.00
<b>Vice President</b>			
D. Lau	88.05	545	47,987.25
W. Levine	270.80	545	147,586.00
<b>Associate</b>			
S. Connelly	215.75	375	80,906.25
P. Lareau	1.00	375	375.00
T. Maag	56.20	375	21,075.00
<b>Administration</b>			
C. O'Donnell	22.90	250	5,725.00
P. Lareau	3.80	185	703.00
S. Bourguine	6.00	185	1,110.00
C. Michaud	1.00	185	185.00
N. Fournier	3.50	105	367.50
V. Coupal	0.75	105	78.75
<b>Total</b>	<b>952.65</b>		<b>497,056.25</b>
Less: Courtesy Discounts			(16,315.29)
<b>Total Fees Charged</b>			<b>480,740.96</b>
<b>Blended average hourly rate</b>		<b>504.64</b>	

# **TAB E**

Court File No.: 31-2436097  
Court File No.: 31-2436108  
Court File No.: 31-2436109

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

IN THE MATTER OF  
THE NOTICES OF INTENTION TO MAKE A PROPOSAL OF  
FLUID BRANDS INC., 11041037 CANADA INC.  
and 11041045 CANADA INC.

**AFFIDAVIT OF MARC WASSERMAN**  
**(Sworn December 11, 2018)**

I, Marc Wasserman, of the City of Toronto, Province of Ontario, MAKE  
OATH AND SAY:

1. I am a partner in the law firm of Osler, Hoskin & Harcourt LLP ("**Osler**"), lawyers for Richter Advisory Group Inc. in its capacity as trustee under the Notices of Intention to Make a Proposal in the above-noted proceedings (in such capacity, the "**NOI Trustee**") and, as such, I have knowledge of the following matters.
2. Attached hereto as Exhibit "A" and Exhibit "B" are redacted copies of account 12220848 dated November 27, 2018 and account 12221595 dated November 28, 2018 (together, the "**Osler Accounts**"), respectively, of Osler in respect of services rendered to the NOI Trustee in respect of the above-noted proceedings for the period ending on November 23, 2018 (the "**Billing Period**"). During the Billing Period, the total fees billed by Osler were

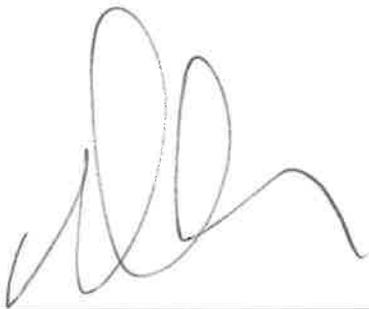
\$177,309.50, plus disbursements of \$2,688.22 and applicable taxes of \$26,954.67 for an aggregate total invoiced amount of \$206,952.39. A breakdown of the fees, disbursements, and applicable taxes for each Osler Account appears on the first page of such account.

3. As set out in the Osler Accounts, 330 hours were incurred by Osler personnel during the Billing Period, which when divided by the total fees results in an average hourly rate of \$537.30 (exclusive of applicable taxes). The individual billing rates of the Osler personnel having worked on this matter are set out on the second page of each Osler Account.
4. The rates detailed in the Osler Accounts accurately reflect the standard hourly rates of those individuals at the firm at the time they were incurred.
5. I swear this affidavit in support of a motion for, *inter alia*, approval of the fees and disbursements of Osler and for no other or improper purpose.

SWORN BEFORE ME at the City of )  
Toronto, in the Province of Ontario, this )  
11<sup>th</sup> day of December, 2018. )

Sean Stidwill )  
Commissioner for taking affidavits, etc. )

LSO# 710785 )



MARC WASSERMAN

# TAB A

THIS IS **EXHIBIT "A"** REFERRED TO IN THE  
AFFIDAVIT OF MARC WASSERMAN SWORN BEFORE  
ME THIS 11<sup>th</sup> DAY OF DECEMBER, 2018.

*Sen Stidwell*

---

A Commissioner for taking Affidavits, etc.

*LSG# 710785*

OSLER, HOSKIN & HARCOURT LLP  
1 First Canadian Place  
PO BOX 50  
Toronto ON M5X 1B8  
CANADA  
416.362.2111 main  
416.862.6666 facsimile

# OSLER

Richter Groupe Conseil Inc.  
1981, McGill College  
Montreal, QC H3A 0G6  
CANADA

Invoice No.: 12220848  
Date: November 27, 2018  
Client No.: 227560

GST/HST No.: 121983217 RT0001  
QST No.: 1087084341 TQ0001

Attention: Adam Sherman

Contact: Sandra Abitan  
Direct Dial: (514) 904-5648  
E-mail: SAbitan@osler.com

For professional services rendered for Bombay & Co. Inc. / Bowring & Co. Inc. (Formerly Project YUL) (F#1195256).

OUR FEE HEREIN	26,244.50
REIMBURSABLE EXPENSES	198.02
GST @ 5%	1,322.13
QST @ 9.975%	2,637.65
<b>TOTAL (CAD):</b>	<b>30,402.30</b>

### PAYMENT DUE UPON RECEIPT



*We are committed to protecting the environment. Please provide your email address to [payments@osler.com](mailto:payments@osler.com) to receive invoices and reminder statements electronically.*



#### REMITTANCE ADVICE

Canadian Dollar EFT and Wire Payments:

TD Canada Trust  
751 3rd Street S.W.  
Calgary, Alberta T2P 4K8  
Transit No: 80629-0004  
Account No: 5219313  
SWIFT Code: TDOMCATTOR

Cheque Payments:

Osler, Hoskin & Harcourt LLP  
FINANCE & ACCOUNTING  
(RECEIPTS)  
1 First Canadian Place  
PO BOX 50  
Toronto, Ontario M5X 1B8  
Canada

Invoice No.: 12220848  
Client No.: 227560

Amount: 30,402.30 CAD

Email payment details to [payments@osler.com](mailto:payments@osler.com), referencing invoice number(s) being paid.

Please return remittance advice(s) with cheque.

osler.com

### FEE SUMMARY

NAME	HRS	RATE	FEES
<u>PARTNER</u>			
Sandra Abitan	20.40	675	13,770.00
<u>ASSOCIATE</u>			
Allan Morgan	0.80	465	372.00
Julien Morissette	21.70	425	9,222.50
Michael Shakra	0.80	605	484.00
<u>PARAPROFESSIONAL</u>			
Lisa Gidari	1.10	370	407.00
Sanzida Islam	11.70	170	1,989.00
<b>TOTAL FEES (CAD):</b>	<b>56.50</b>		<b>26,244.50</b>

### FEE DETAIL

DATE	NAME	DESCRIPTION	HRS
Oct-10-18	Lisa Gidari	Exchanging emails and discussing file with J. Morissette and receiving instructions; conducting preliminary corporate searches; ordering Ontario PPSA searches (4).	0.60
Oct-10-18	Julien Morissette	Exchanging multiple e-mails with [REDACTED]; giving instructions to [REDACTED]; reviewing research results; working on authorization motion; giving instructions to N. Grand'Pierre; reviewing security search results.	2.10
Oct-11-18	Sandra Abitan	Holding discussions with Richter; holding discussions with [REDACTED]; reviewing materials regarding authorization to act; attending conference call with [REDACTED].	2.80
Oct-11-18	Lisa Gidari	Receiving and reviewing Ontario PPSA searches; exchanging emails with J. Morissette.	0.50
Oct-11-18	Sanzida Islam	Receiving some RPMRR searches request from J. Morissette; corresponding with J. Morissette regarding same; conducting same searches; reviewing same; submitting to J. Morissette same RPMRR raw searches; corresponding with J. Morissette regarding same.	0.70
Oct-11-18	Julien Morissette	Exchanging numerous e-mails; reviewing security search results; drafting motion; working on checklist; participating in call with [REDACTED].	3.40
Oct-12-18	Sandra Abitan	Reviewing motion; attending calls with [REDACTED]; discussions with [REDACTED].	1.30

Oct-12-18	Sanzida Islam	Discussing with J. Morissette regarding the RPMRR raw searches.	0.10
Oct-12-18	Julien Morissette	Participating in multiple calls with S. Abitan; drafting motion for authorization; exchanging e-mails on same.	3.20
Oct-13-18	Julien Morissette	Exchanging e-mails with [REDACTED]; working on motion for authorization; reviewing documents for same; sending same to [REDACTED]	1.40
Oct-14-18	Sandra Abitan	Discussions with [REDACTED]; drafting and reviewing email correspondence.	0.50
Oct-15-18	Sandra Abitan	Attending conference call with [REDACTED] and [REDACTED]; attending discussions with Richter; discussions with [REDACTED]; revising the draft consulting agreement and sale guidelines.	2.80
Oct-15-18	Sanzida Islam	Corresponding and discussing with J. Morissette regarding the preparation of a RPMRR search report.	0.10
Oct-15-18	Julien Morissette	Working on Consulting Agreement; discussing same with S. Abitan; exchanging e-mails with [REDACTED]; giving instructions to [REDACTED]; working on checklist.	3.70
Oct-16-18	Sandra Abitan	Attending conference call with [REDACTED]; attending conference call with [REDACTED]; attending conference call with Richter; revising consulting agreement, task list and reviewing revised Motion to approve Richter.	3.80
Oct-16-18	Sanzida Islam	Preparing a draft RPMRR search report.	0.20
Oct-16-18	Julien Morissette	Participating in multiple calls; working on Consulting Agreement; circulating same; discussing various aspects with S. Abitan; working on task list.	3.50
Oct-17-18	Sandra Abitan	Attending call with [REDACTED]; attending call with [REDACTED]; attending call with Richter; reviewing [REDACTED].	2.60
Oct-17-18	Sanzida Islam	Reviewing the RPMRR raw searches; preparing the draft RPMRR search report.	5.70
Oct-17-18	Allan Morgan	Emails with [REDACTED] regarding [REDACTED]; reviewing opinion materials.	0.80
Oct-17-18	Julien Morissette	Exchanging e-mails with [REDACTED]; discussing next steps with S. Abitan; working on and circulating task checklist; reviewing e-mails; dealing with various ongoing issues.	1.70
Oct-17-18	Michael Shakra	Discussing [REDACTED] with J. Morissette; reviewing PPSA searches.	0.80

Oct-18-18	Sandra Abitan	Telephone conversation with [REDACTED]; reviewing email correspondence; telephone conversations with [REDACTED]; reviewing [REDACTED].	1.50
Oct-18-18	Sanzida Islam	Reviewing the RPMRR raw searches; preparing the draft RPMRR search report.	3.70
Oct-18-18	Julien Morissette	Exchanging multiple e-mails; reviewing documents.	0.50
Oct-19-18	Sandra Abitan	Attending numerous calls including with [REDACTED] attending numerous conference calls throughout the day; drafting and reviewing email correspondence.	4.20
Oct-19-18	Sanzida Islam	Preparing the draft RPMRR search report; discussing with J. Morissette regarding same.	1.20
Oct-19-18	Julien Morissette	Exchanging e-mails with [REDACTED]; working on [REDACTED] circulating same; sending documents to [REDACTED]; discussing various ongoing issues with S. Abitan.	2.00
Oct-22-18	Sandra Abitan	Discussions with [REDACTED] [REDACTED].	0.50
Oct-23-18	Sandra Abitan	[REDACTED]; drafting email to [REDACTED]	0.40
Oct-24-18	Julien Morissette	Exchanging e-mails with [REDACTED]; circulating document.	0.20
<b>TOTAL HOURS:</b>			<b>56.50</b>

**EXPENSE SUMMARY**

DESCRIPTION	AMOUNT
<u>EXPENSES - TAXABLE</u>	
Printing Costs	78.15
Telecommunications - External	23.57
Telecommunications Charges	0.30
OnCorp Fees for Searches/Certificates/Filings	60.00
Other Searches	36.00
<b>TOTAL (CAD):</b>	<b>198.02</b>

**TAB B**

THIS IS **EXHIBIT "B"** REFERRED TO IN THE  
AFFIDAVIT OF MARC WASSERMAN SWORN BEFORE  
ME THIS 11<sup>th</sup> DAY OF DECEMBER, 2018.

*Sean Stidman*

---

A Commissioner for taking Affidavits, etc.

LSO# 710785

OSLER, HOSKIN & HARCOURT LLP  
1 First Canadian Place  
PO BOX 50  
Toronto ON M5X 1B8  
CANADA  
416.362.2111 main  
416.862.6666 facsimile

# OSLER

Richter Groupe Conseil Inc.  
1981, McGill College  
Montreal, QC H3A 0G6  
CANADA

Invoice No.: **12221595**  
Date: **November 28, 2018**  
Client No.: **227560**

GST/HST No.: **121983217 RT0001**  
QST No.: **1087084341 TQ0001**

Attention: Adam Sherman

Contact: **Sandra Abitan**  
Direct Dial: **(514) 904-5648**  
E-mail: **SAbitan@osler.com**

For professional services rendered for Bombay & Co. Inc. / Bowring & Co. Inc. (Formerly Project YUL) (F#1195256).

OUR FEE HEREIN	151,065.00
REIMBURSABLE EXPENSES	2,490.20
GST @ 5%	7,677.76
QST @ 9.975%	15,317.13
<b>TOTAL (CAD):</b>	<b>176,550.09</b>

## PAYMENT DUE UPON RECEIPT



*We are committed to protecting the environment. Please provide your email address to [payments@osler.com](mailto:payments@osler.com) to receive invoices and reminder statements electronically.*



### REMITTANCE ADVICE

Canadian Dollar EFT and Wire Payments:

TD Canada Trust  
751 3rd Street S.W.  
Calgary, Alberta T2P 4K8  
Transit No: 80629-0004  
Account No: 5219313  
SWIFT Code: TDOMCATTOR

Cheque Payments:

Osler, Hoskin & Harcourt LLP  
FINANCE & ACCOUNTING  
(RECEIPTS)  
1 First Canadian Place  
PO BOX 50  
Toronto, Ontario M5X 1B8  
Canada

Invoice No.: **12221595**  
Client No.: **227560**

Amount: **176,550.09 CAD**

Email payment details to [payments@osler.com](mailto:payments@osler.com),  
referencing invoice number(s) being paid.

Please return remittance advice(s) with  
cheque.

osler.com

**FEE SUMMARY**

NAME	HRS	RATE	FEES
<u>PARTNER</u>			
Sandra Abitan	96.20	675	64,935.00
Shelley W. Obal	14.00	1,000	14,000.00
<u>ASSOCIATE</u>			
Timothy Mitchell	39.50	640	25,280.00
Julien Morissette	12.50	425	5,312.50
Thomas Robertson	40.30	465	18,739.50
Sean Stidwill	19.60	465	9,114.00
<u>PARAPROFESSIONAL</u>			
Lisa Gidari	3.00	370	1,110.00
Sanzida Islam	18.50	170	3,145.00
Sandra Marple	0.70	250	175.00
Kathy McGowan	13.40	335	4,489.00
<u>STUDENT</u>			
Jake Schmidt	15.80	275	4,345.00
<u>CORPORATE SEARCHES FIXED FEES</u>			
Corporate Searches by Eugene L. Williams			420.00
<b>TOTAL FEES (CAD):</b>	<b>273.50</b>		<b>151,065.00</b>

**FEE DETAIL**

DATE	NAME	DESCRIPTION	HRS
Oct-25-18	Sandra Abitan	Telephone conversation with [REDACTED]; telephone conversation with A. Sherman; telephone conversation with [REDACTED].	0.50
Oct-29-18	Sandra Abitan	Telephone conversation with A. Sherman.	0.40
Oct-30-18	Sandra Abitan	Meeting with Richter and reviewing materials; meeting with [REDACTED]; reviewing [REDACTED] documentation; drafting and reviewing email.	6.50
Oct-30-18	Sanzida Islam	Discussing with J. Morissette regarding the draft RPMRR search report; discussing with [REDACTED] regarding [REDACTED] [REDACTED] discussing with [REDACTED] regarding [REDACTED] [REDACTED] corresponding with C. Troulis regarding Bank Act and Bankruptcy (& CCAA) searches.	3.80

Oct-30-18	Kathy McGowan	Reviewing email received from J. Morissette; obtaining copies of all documentation and raw search results for cursory review; discussing with C. Troulis.	2.50
Oct-30-18	Julien Morissette	Drafting and sending detailed e-mails to C. Troulis and M. Shakra; reviewing and circulating documents; meeting with C. Troulis regarding [REDACTED].	1.20
Oct-31-18	Sandra Abitan	Engaged on file throughout the day including [REDACTED], [REDACTED]; consulting agreement; reviewing forbearance agreement; attending numerous calls and conference calls throughout the day; drafting and reviewing documentation.	10.80
Oct-31-18	Sanzida Islam	Discussing with J. Morissette regarding corporate searches; discussing with E. Williams regarding same; receiving from K. McGowan a request to conduct Bank Act searches and additional names to search at the RPMRR; discussing and corresponding with K. McGowan regarding same; receiving an email from E. Williams regarding corporate searches; discussing with E. Williams regarding same; conducting additional RPMRR searches; reviewing all the RPMRR raw searches; conducting Bank Act searches against all the names; updating the draft RPMRR and Bank Act search report; discussing with K. McGowan regarding same draft search report; obtaining some additional registrations from the RPMRR; updating and reviewing the draft RPMRR and Bank Act search report; corresponding with C. Troulis and K. McGowan regarding same draft search report.	10.70
Oct-31-18	Kathy McGowan	Conducting [REDACTED].	2.40
Oct-31-18	Timothy Mitchell	Discussing issues relating to [REDACTED] with S. Obal and S. Abitan; reviewing relevant materials; reading leading texts on [REDACTED]; reviewing relevant legislation.	3.80
Oct-31-18	Julien Morissette	Exchanging multiple e-mails with S. Abitan; giving instructions to K. McGowan and S. Islam; reviewing documents with S. Islam; working on Consulting Agreement and related documents.	3.50
Oct-31-18	Shelley W. Obal	Discussions with T. Mitchell and S. Abitan regarding [REDACTED] issues.	1.00
Oct-31-18	Sean Stidwill	Attending call with S. Abitan regarding file matters; reviewing correspondence; reviewing draft consulting agreement.	0.40
Oct-31-18	Corporate Searches by Eugene L. Williams	Receiving instructions from S. Islam; conducting a corporate history search against [REDACTED] and [REDACTED] and reporting thereon.	

Nov-01-18	Sandra Abitan	Engaged on file throughout the day including reviewing court materials, trustee report; [REDACTED]; attending numerous conference calls with [REDACTED]; discussions with clients.	15.00
Nov-01-18	Sanzida Islam	Updating, reviewing and finalizing the draft RPMRR and Bank Act search report; submitting same search report to C. Troulis and K. McGowan along with the raw results; corresponding with C. Troulis and K. McGowan regarding same.	4.00
Nov-01-18	Sandra Marple	Performing search on Corporations Canada for [REDACTED]; obtaining Ontario profile report for [REDACTED]; providing J. Morrissette with the registered office information for each of the corporations..	0.70
Nov-01-18	Kathy McGowan	Reviewing search report in connection with [REDACTED]; meeting with C. Troulis in connection therewith; emailing J. Morisette to report on [REDACTED].	2.60
Nov-01-18	Timothy Mitchell	Discussing issues relating to [REDACTED] with S. Obal, S. Abitan and T. Robertson; reviewing relevant materials; reading leading texts on [REDACTED] and [REDACTED]; reviewing relevant legislation; drafting memorandum summarizing conclusions.	7.70
Nov-01-18	Julien Morisette	Exchanging numerous e-mails with S. Abitan, K. McGowan and [REDACTED] discussing ongoing matters with S. Abitan; reviewing various documents; giving instructions to [REDACTED]; circulating information for [REDACTED]; sending document to S. Stidwill.	2.10
Nov-01-18	Shelley W. Obal	Further considering [REDACTED] issues; emails and discussions.	2.50
Nov-01-18	Thomas Robertson	Meeting with S. Obal and T. Mitchell to discuss research issues in [REDACTED]; reviewing leading secondary sources on [REDACTED] and performing targeted case law search.	7.00
Nov-01-18	Sean Stidwill	Attending to November 2 motion matters including reviewing and commenting on Liquidation Order, Administration Order, liquidation affidavit, Notice of Motion and First Report of the Proposal Trustee; attending various calls for same; preparing materials for court.	11.50
Nov-02-18	Sandra Abitan	Finalizing court materials; attending calls; working on [REDACTED] working on [REDACTED] issues; drafting and reviewing email correspondence.	6.80
Nov-02-18	Kathy McGowan	[REDACTED] reviewing same.	0.40
Nov-02-18	Timothy Mitchell	Discussing issues relating to [REDACTED] with S. Obal, S. Abitan and T. Robertson; reviewing relevant materials; reading leading texts on [REDACTED] and [REDACTED]; reviewing relevant legislation; drafting memorandum summarizing conclusions.	8.70

Nov-02-18	Julien Morissette	Exchanging e-mails with [REDACTED]; reviewing documents; sending same to K. McGowan.	0.30
Nov-02-18	Thomas Robertson	Reviewing documentation and case law in relation to [REDACTED]; discussing research results and views with S. Abitan, S. Obal and T. Mitchell.	7.00
Nov-02-18	Sean Stidwill	Preparing materials for court hearing; preparing [REDACTED] [REDACTED] for M. Wasserman; reviewing and responding to correspondence; [REDACTED]; [REDACTED]; discussing [REDACTED] matters.	3.30
Nov-04-18	Timothy Mitchell	Discussing issues relating to [REDACTED] with S. Obal, S. Abitan and T. Robertson; reviewing relevant materials; reading leading texts on [REDACTED] and [REDACTED]; reviewing relevant legislation; drafting memorandum summarizing conclusions.	2.00
Nov-05-18	Sandra Abitan	Working on [REDACTED] matters; attending calls with [REDACTED] [REDACTED] throughout the day; drafting and reviewing emails.	6.50
Nov-05-18	Timothy Mitchell	Discussing issues relating to [REDACTED] with S. Obal, S. Abitan and T. Robertson; reviewing relevant materials; reading leading texts on [REDACTED] and [REDACTED]; reviewing relevant legislation; drafting memorandum summarizing conclusions.	7.00
Nov-05-18	Shelley W. Obal	Further considering [REDACTED] questions; discussions and emails.	2.50
Nov-05-18	Thomas Robertson	Reviewing insolvency case law in relation to [REDACTED] [REDACTED]; meeting with S. Abitan and T. Mitchell to discuss updated memo; meeting with S. Obal to discuss research findings; reviewing [REDACTED] secondary sources for [REDACTED] [REDACTED].	8.00
Nov-05-18	Sean Stidwill	Attending to [REDACTED] matters; revising draft of same; attending call with [REDACTED] regarding same; corresponding regarding same; coordinating execution [REDACTED]; [REDACTED] [REDACTED]; discussing [REDACTED] matters; reviewing and responding to correspondence.	1.80
Nov-06-18	Sandra Abitan	Attending conference call and calls throughout the day concerning [REDACTED]; working on [REDACTED]; drafting [REDACTED] [REDACTED]; drafting and reviewing email correspondence.	7.00
Nov-06-18	Timothy Mitchell	Discussing issues relating to [REDACTED] with S. Obal, S. Abitan and T. Robertson; reviewing relevant materials; reading leading texts on [REDACTED] and [REDACTED]; reviewing relevant legislation; drafting memorandum summarizing conclusions.	8.50

Nov-06-18	Julien Morissette	Researching caselaw for S. Abitan; meeting with S. Abitan on same; discussing [REDACTED] with S. Stidwill; reviewing and circulating documents for same.	1.30
Nov-06-18	Shelley W. Obal	Further considering [REDACTED] issues.	2.00
Nov-06-18	Thomas Robertson	Reviewing English case law in relation to [REDACTED]; reviewing Canadian courts' treatment of [REDACTED]; meeting with S. Obal and T. Mitchell to discuss; reviewing draft comments of S. Abitan.	4.50
Nov-06-18	Jake Schmidt	Reviewing first report of trustee; organizing documents currently held for [REDACTED]; conducting [REDACTED].	4.20
Nov-06-18	Sean Stidwill	Attending to [REDACTED] matters; attending to various discussions regarding same; reviewing First Report and related affidavit in advance of same.	1.50
Nov-07-18	Sandra Abitan	Numerous calls discussions with Richter; numerous calls discussions with [REDACTED] cash flow reporting, [REDACTED]; conference calls concerning [REDACTED] and related matters; drafting and reviewing memo; reviewing company documentations and precedents.	6.50
Nov-07-18	Lisa Gidari	Exchanging emails and discussing file with J. Schmidt and receiving instructions; ordering Ontario, British Columbia and Alberta PPSA searches.	1.00
Nov-07-18	Timothy Mitchell	Discussing issues relating to [REDACTED] with S. Obal, S. Abitan and T. Robertson; reviewing relevant materials; reading leading texts on [REDACTED] and [REDACTED]; reviewing relevant legislation; drafting memorandum summarizing conclusions.	1.80
Nov-07-18	Julien Morissette	Discussing [REDACTED] with S. Stidwill; exchanging e-mails with S. Abitan, K. McGowan and counsel in other jurisdictions on same.	0.50
Nov-07-18	Shelley W. Obal	Reviewing [REDACTED] memo; discussions and email exchanges regarding [REDACTED] issues.	2.00
Nov-07-18	Thomas Robertson	Reviewing leading secondary sources and case law in relation to [REDACTED] and [REDACTED] law.	9.00
Nov-07-18	Jake Schmidt	Drafting [REDACTED] requesting PPSA searches in AB, ON and BC; reviewing the PPSA searches; determining relevant [REDACTED] agreements.	4.10
Nov-07-18	Sean Stidwill	Attending to [REDACTED] matters, including coordinating searches, reviewing correspondence, and attending calls with J. Morissette.	0.80

Nov-08-18	Sandra Abitan	Attending numerous conference calls with Richter and [REDACTED] discussions with [REDACTED]; reviewing Richter reports; drafting and reviewing email correspondence.	4.50
Nov-08-18	Lisa Gidari	Receiving, reviewing and organizing Ontario, British Columbia and Alberta PPSA searches; exchanging emails with J. Schmidt; drafting and finalizing Ontario, BC and Alberta PPSA summaries; reporting to J. Schmidt.	2.00
Nov-08-18	Shelley W. Obal	Considering [REDACTED] issues.	2.00
Nov-08-18	Thomas Robertson	Reviewing insolvency case law for discussion of [REDACTED] [REDACTED]; drafting email to S. Obal and T. Mitchell outlining findings.	3.50
Nov-08-18	Jake Schmidt	Drafting [REDACTED] for S. Stidwill.	3.10
Nov-09-18	Sandra Abitan	Attending conference calls and discussions throughout the day with [REDACTED]; reviewing [REDACTED] [REDACTED]; drafting and reviewing email correspondence.	5.30
Nov-09-18	Shelley W. Obal	Further considering [REDACTED].	2.00
Nov-09-18	Thomas Robertson	Sending brief research update email to S. Abitan; discussion research results with S. Obal; drafting reporting email to S. Abitan.	1.30
Nov-12-18	Sandra Abitan	Drafting and reviewing email correspondence with Richter, [REDACTED] [REDACTED]; attending calls with Richter.	1.80
Nov-12-18	Julien Morissette	Giving instructions to K. McGowan.	0.20
Nov-13-18	Sandra Abitan	Telephone discussions with [REDACTED]; telephone conversation with [REDACTED]; telephone conversation with A. Sherman; telephone conversation with [REDACTED]; reviewing correspondence from [REDACTED] drafting and reviewing email correspondence.	3.30
Nov-13-18	Kathy McGowan	Working on draft [REDACTED] corresponding with J. Morissette.	1.00
Nov-13-18	Julien Morissette	Coordinating [REDACTED].	0.40
Nov-13-18	Jake Schmidt	Conducting PPSA summary and reviewing registered charges; summarizing relevant charges.	2.20
Nov-14-18	Sandra Abitan	Attending conference call with [REDACTED]; drafting letter to [REDACTED]; reviewing correspondence from [REDACTED] attending discussions with A. Sherman; drafting and reviewing email correspondence.	3.30
Nov-14-18	Kathy McGowan	Working on draft [REDACTED].	2.50

Nov-14-18	Julien Morissette	Drafting correspondence; discussing various ongoing matters with S. Abitan; reviewing numerous documents and e-mails.	3.00
Nov-15-18	Sandra Abitan	Meeting with Richter; meeting with Richter, [REDACTED]; reviewing correspondence from [REDACTED] attending calls with [REDACTED] and Richter; drafting and reviewing correspondence.	6.50
Nov-16-18	Sandra Abitan	Attending call with [REDACTED] and [REDACTED]; attending call with [REDACTED]; attending discussions with A. Sherman; drafting and reviewing emails.	1.50
Nov-16-18	Jake Schmidt	Discussing [REDACTED] next steps with S. Stidwill; incorporating discussed changes; preparing documents for S. Stidwill to review.	2.20
Nov-19-18	Sandra Abitan	Telephone conversation with [REDACTED]; telephone conversation with A. Sherman; drafting and reviewing email correspondence.	0.80
Nov-20-18	Sandra Abitan	Discussions with [REDACTED]; discussions with [REDACTED]; discussions with A. Sherman; drafting and reviewing email correspondence.	2.00
Nov-21-18	Sandra Abitan	Telephone conversations with [REDACTED]; reviewing emails; reviewing letter [REDACTED]; conference call with [REDACTED].	3.60
Nov-21-18	Kathy McGowan	Reviewing draft [REDACTED] with C. Troulis.	1.00
Nov-21-18	Sean Stidwill	Attending call with S. Abitan regarding [REDACTED], reviewing correspondence regarding same; reviewing statutory provision and case law.	0.30
Nov-22-18	Sandra Abitan	Telephone conversation with [REDACTED]; telephone conversation with A. Sherman; telephone conversation with [REDACTED]; drafting and reviewing email correspondence.	1.80
Nov-22-18	Kathy McGowan	Working on draft [REDACTED].	1.00
Nov-23-18	Sandra Abitan	Telephone conversations with [REDACTED], A. Sherman, [REDACTED]; drafting and reviewing email correspondence.	1.80

**TOTAL HOURS:**

**273.50**

**EXPENSE SUMMARY**

<b>DESCRIPTION</b>	<b>AMOUNT</b>
<b>EXPENSES - TAXABLE</b>	
Printing Costs	1,232.10
OnCorp Fees for Searches/Certificates/Filings	1,258.10
<b>TOTAL (CAD):</b>	<b>2,490.20</b>