

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

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN
OF COMPROMISE OR ARRANGEMENT OF
GROWTHWORKS CANADIAN FUND LTD.

**MOTION RECORD OF
FTI CONSULTING CANADA INC.,
in its capacity as Court-appointed Monitor
(Returnable May 14, 2014)**

May 9, 2014

OSLER, HOSKIN & HARCOURT LLP
1 First Canadian Place
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Solicitors for FTI Consulting Canada Inc., in
its capacity Court-appointed Receiver

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

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PROPOSED PLAN
OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO
GROWTHWORKS CANADIAN FUND LTD.
(the "**APPLICANT**")

**APPLICATION UNDER THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, C. C-36, AS AMENDED**

**SERVICE LIST
(as of February 6, 2013)**

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<p>DELOITTE RESTRUCTURING INC. 2300 – 360 Main Street Winnipeg, MB R3C 3Z3</p> <p>John R. Fritz Email: jofritz@deloitte.ca Tel: (204)942-0051 Fax: (204)947-2689</p>	<p>Deloitte Restructuring Inc. In its capacity as Monitor of The Puratone Corporation, Niverville Swine Breeders Ltd., and Pembina Valley Pigs Ltd.</p>

<p>LENCZNER SLAGHT 130 Adelaide St W Suite 2600 Toronto, ON M5H 3P5</p> <p>Ronald G. Slaght Email: rslaght@litigate.com Tel: 416-865-2929</p> <p>Eli Lederman Email: elederman@litigate.com Tel: 416-865-3555</p> <p>Ian MacLeod Email: imacleod@litigate.com Tel: 416-865-2895</p> <p>Fax: 416-865-9010</p>	<p>Counsel for Allen-Vanguard Corporation (Court File No. 08-CV-43544)</p>
<p>CAVANAGH LLP 1111 Prince of Wales Drive, Suite 401 Ottawa ON K2C 3T2</p> <p>Fax: 613-569-8668</p> <p>Thomas G. Conway Email: tconway@cavanagh.ca Tel: 613-780-2011</p> <p>Christopher J. Hutchison Email: chutchison@cavanagh.ca Tel: 613-780-2013</p> <p>Calina N. Ritchie Email: critchie@cavanagh.ca Tel: 613-780-2014</p> <p>BENNETT JONES LLP 3400 One First Canadian Place, P.O. Box 130 Toronto, ON M5X 1A4</p> <p>Jeffrey S. Leon Email: leonj@bennettjones.com</p> <p>Derek J. Bell Email: belld@bennettjones.com</p> <p>Tel.: (416) 863-1200 Fax: (416) 863-1716</p>	<p>Counsel for RICHARD L'ABBÉ, 1062455 ONTARIO INC., AND SCHRODER VENTURE MANAGERS (CANADA) LIMITED, et al, the Defendants including Growthworks in the Allen-Vanguard action (File Court No. 08-CV-43544)</p>

<p>ONTARIO SECURITIES COMMISSION Mostafa Asadi Legal Counsel, Investment Funds Branch Ontario Securities Commission 20 Queen Street West, 19th Floor Toronto, Ontario M5H 3S8 Email: masadi@osc.gov.on.ca Tel: (416) 593-8171</p>	<p>Counsel for Ontario Securities Commission</p>
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**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF GROWTHWORKS CANADIAN FUND LTD.**

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- A Draft Order
- 2 Ninth Report of the Monitor dated May 9, 2014

TAB 1

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

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN
OF COMPROMISE OR ARRANGEMENT OF
GROWTHWORKS CANADIAN FUND LTD.

**NOTICE OF MOTION
(Returnable MAY 14, 2014)**

FTI CONSULTING CANADA INC. ("FTI"), in its capacity as court-appointed monitor (the "**Monitor**") of GrowthWorks Canadian Fund Ltd. (the "**Fund**") will make a motion to a judge presiding over the Commercial List on Wednesday, the 14th day of May 2014, at 10:00 a.m. or as soon after that time as the motion can be heard, at the Courthouse, 330 University Avenue, Toronto, Ontario.

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

THE MOTION IS FOR:

1. An Order, substantially in the form attached hereto as Schedule "A":
 - (a) approving the activities of the Monitor as set out in the Sixth Report of the Monitor dated March 5, 2014, the Seventh Report of the Monitor dated April 3,

2014, the First Supplement to the Seventh Report of the Monitor dated April 7, 2014, the Eighth Report of the Monitor dated April 29, 2014 and this Ninth Report of the Monitor, each filed in the within proceedings;

(b) approving the fees and disbursements of the Monitor and of Osler, Hoskin & Harcourt LLP as counsel to the Monitor;

2. Such further and other relief as counsel may advise and to this Honourable Court may seem just.

THE GROUNDS FOR THE MOTION ARE:

3. The grounds set out in the Ninth Report of the Monitor and the appendices thereto.

4. Rules 1.04, 1.05, 37 and 39 of the *Rules of Civil Procedure*.

5. Such further and other grounds as counsel may advise and this Honourable Court may permit.

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

6. The Ninth Report of the Monitor and the appendices thereto.

7. Such further and other material as counsel may advise and this Honourable Court may permit.

May 9, 2014

OSLER, HOSKIN & HARCOURT LLP
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Solicitors for FTI Consulting Canada Inc., in
its capacity Court-appointed Receiver

TO: The Service List

TAB A

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

THE HONOURABLE MR.) WEDNESDAY, THE 14TH
)
JUSTICE D.M. BROWN) DAY OF MAY, 2014

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PROPOSED PLAN
OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO
GROWTHWORKS CANADIAN FUND LTD.

APPROVAL OF THE FEES AND ACTIVITIES OF THE MONITOR

THIS MOTION, made by FTI Consulting Canada Inc., in its capacity as monitor (the "**Monitor**") of Growthworks Canadian Fund Ltd. for an order approving the fees and activities of the Monitor was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record, including the Notice of Motion, the Ninth Report (the "**Ninth Report**") of the Monitor, the affidavit of Marc Wasserman sworn May 8, 2014 and the affidavit of Paul Bishop sworn May 9, 2014, and on hearing the submissions of counsel for the Applicant, the Monitor, Allen-Vanguard Corporation, the Offeree Shareholders (as defined in the Seventh Report) and Roseway Capital S.a.r.l., no one appearing for any other party although duly served as appears from the affidavit of service.

SERVICE

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

ACTIVITIES OF THE MONITOR

2. **THIS COURT ORDERS** that the Sixth Report of the Monitor dated March 5, 2014, the Seventh Report of the Monitor dated April 3, 2014, the First Supplement to the Seventh Report of the Monitor dated April 7, 2014, the Eighth Report of the Monitor dated April 29, 2014 and this Ninth Report of the Monitor each filed in the within CCAA Proceedings and the actions, conduct and activities of the Monitor described therein be and are hereby approved.

APPROVAL OF FEES

3. **THIS COURT ORDERS** that the fees in the amount of \$605,016.50 and disbursements in the amount of \$21,489.57 (plus applicable taxes of \$81,445.83 for a total of \$707,951.90) of FTI Consulting Canada Inc., in its capacity as proposed monitor and Monitor, for the within proceedings, as set out in the Monitor's Ninth Report and the Affidavit of Paul Bishop, sworn May 9, 2014 appended thereto, are hereby approved.
 4. **THIS COURT ORDERS** that the fees in the amount of \$306,980.00 and disbursements in the amount of \$3,639.70 (plus applicable taxes of \$40,374.73 for a total of \$350,994.52) of Osler, Hoskin & Harcourt LLP, in its capacity as counsel to the proposed monitor and Monitor for the within proceedings, as set out in the Monitor's Ninth Report and the Affidavit of Marc Wasserman sworn May 8, 2014, appended thereto, are hereby approved.
-

TAB 2

Court File No. CV-13-10279-00CL

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

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN
OF COMPROMISE OR ARRANGEMENT OF
GROWTHWORKS CANADIAN FUND LTD.

**NINTH REPORT OF
FTI CONSULTING CANADA INC.,
IN ITS CAPACITY AS MONITOR**

May 9, 2014

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

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN
OF COMPROMISE OR ARRANGEMENT OF
GROWTHWORKS CANADIAN FUND LTD.

**NINTH REPORT OF
FTI CONSULTING CANADA INC.,
IN ITS CAPACITY AS MONITOR**

1. On October 1, 2013, GrowthWorks Canadian Fund Ltd. (the “**Fund**” or the “**Applicant**”) made an application under the *Companies' Creditors Arrangement Act*, R.S.C. 1985 c. C-36, as amended (the “**CCAA**”) and an initial order was made by the Honourable Justice Newbould of the Ontario Superior Court (Commercial List) (the “**Court**”) granting, *inter alia*, a stay of proceedings against the Applicant until October 31, 2013, which stay of proceedings was thereafter extended until May 16, 2014 (the “**Stay of Proceedings**”) and appointing FTI Consulting Canada Inc. as monitor of the Fund (the “**Monitor**”). The proceedings commenced by the Fund under the CCAA will be referred to herein as the “**CCAA Proceedings**”.

2. The Fund is a labour sponsored venture capital fund that currently has a mature and diversified portfolio consisting primarily of investments made in small and medium-sized Canadian businesses. The Fund was formed in 1988 with the investment objective of achieving long term appreciation for its Class A shareholders, whom principally comprise retail investors.

3. The Fund experienced liquidity issues because of, *inter alia*, an inability to access short-term financing as well as unfavourable market conditions impacting its ability to divest, at a profit, its relatively illiquid investments. As a result of these liquidity issues, the Fund was unable to meet its obligations as they became due, including the obligation of the Fund to make a \$20 million dollar payment to Roseway Capital S.a.r.l (“**Roseway**”), its sole secured creditor, which payment became due on September 30, 2013. With the consent of Roseway, the Fund filed for and obtained protection under the CCAA on October 1, 2013.

4. Prior to September 30, 2013 and the commencement of these CCAA Proceedings, the Fund’s day to day operations were delegated to GrowthWorks WV Management Ltd. (the “**Manager**”) pursuant to a Management Agreement dated July 15, 2006 (“**Management Agreement**”). In accordance with the terms of the Management Agreement, the Manager was permitted to delegate its duties under the Management Agreement to third parties. Pursuant to the Management Agreement, the Manager delegated the Manager’s obligations to GrowthWorks Capital Ltd. On September 30, 2013, the Fund terminated the Management Agreement for the reasons outlined in the Affidavit of Ian Ross, sworn September 30, 2013 and filed.

5. Pursuant to an Order granted by the Court on October 29, 2013, the Initial Order was amended and restated (the “**Amended and Restated Initial Order**”). A copy of the October 29, 2013 Order attaching the Amended and Restated Initial Order is attached hereto as Appendix “A”.

6. Pursuant to an Order granted by the Court On November 18, 2013, the Court approved a sales and investor solicitation process (“**SISP**”) for the purpose of offering the opportunity for potential investors to purchase or invest in the business or property of the Fund.

7. On November 28, 2013, the Court granted an Order authorizing the Fund, with the consent of the Monitor to, *inter alia*, make distributions to Roseway provided that certain priority payables are able to be paid by the Applicant when due.

8. On January 9, 2014, the Court approved an Order establishing a claims procedure to identify, determine and resolve claims of creditors of the Fund.

9. Pursuant to an Order dated February 28, 2014, the Court extended the time for the Fund to call its annual general meeting of shareholders until and including October 31, 2014.

10. On May 2, 2014, the Court granted an Order extending the Stay of Proceedings until and including May 16, 2014.

PURPOSE OF THIS REPORT

11. The purpose of this eighth report of the Monitor is to provide the Court with the background information and the Monitor's recommendation relating to the Monitor's motion for:

(a) an Order:

(i) approving the activities of the Monitor as set out and described in the Sixth Report of the Monitor dated March 5, 2014, the Seventh Report of the Monitor dated April 3, 2014, the First Supplement to the Seventh Report of the Monitor dated April 7, 2014, the Eighth Report of the Monitor dated April 29, 2014 and this Ninth Report of the Monitor; and

(ii) approving the fees and disbursements and of the Monitor and of Osler, Hoskin & Harcourt LLP, as counsel to the Monitor prior to and in respect of the within proceedings for the period ending April 30, 2014.

TERMS OF REFERENCE

12. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian Dollars.

ACTIVITIES OF THE MONITOR

13. The Monitor has previously reported on its conduct and activities to the Court in its reports since the granting of the Initial Order. In addition to the activities of the Monitor reported therein, a summary of the principal activities of the Monitor are as follows:

- (a) reviewing all pleadings and affidavits in preparation for the initial application in the CCAA Proceedings;
- (b) assisting the Fund and CCC with respect to the preparation of cash flow statements;
- (c) monitoring the Fund's cash flows and business affairs;
- (d) dealing with and responding to approximately 3,900 calls and emails from shareholders of the Fund with respect to their investment in the Fund and the status of the CCAA;
- (e) discussions with various stakeholders of the Fund with respect to the CCAA Proceedings;
- (f) establishing a website and posting updates and court materials with respect to the CCAA Proceedings;

- (g) overseeing the SISP, including those activities implemented by CCC pursuant thereto;
- (h) engaging in negotiations with the Potential Merger Partner (as defined in the Second Report of the Monitor dated October 28, 2013);
- (i) reviewing and commenting on a form of asset purchase agreement to be used by potential bidders in the SISP;
- (j) reviewing letters of intent and final bids received by bidders pursuant to the terms of the SISP;
- (k) engaging in discussions and negotiations with the former Manager with respect of transition services including making various requests to the former Manager for the books and records and general information of the Fund;
- (l) dealing with Allen-Vanguard Corporation and its litigation against *inter alia*, the Fund;
- (m) assisting the Fund and its management in assessing follow-on investment opportunities and investee company funding requirements;
- (n) consulting with Roseway and their counsel on matters where their direction was required and providing information on the CCAA Proceedings;
- (o) engaging in discussions and negotiations with Roseway with respect to an investment advisor agreement; and
- (p) attending all motions in the CCAA Proceedings.

14. Accordingly, the Monitor seeks approval of its activities as described in the Sixth Report of the Monitor dated March 5, 2014, the Seventh Report of the Monitor dated April 3, 2014, the First Supplement to the Seventh Report of the Monitor dated April 7, 2014, the Eighth Report of the Monitor dated April 29, 2014 and this Ninth Report.

FEES OF THE MONITOR AND ITS COUNSEL

15. Pursuant to paragraphs 35 of the Amended and Restated Initial Order, any expenditure or liability properly made or incurred by the Monitor, including the fees of the Monitor and the fees and disbursements of counsel to the Monitor (the "**Monitor's Counsel**") were authorized to be paid on a periodic basis subject to any final passing of the accounts. In addition, the Administrative Charge was granted as security for, *inter alia*, the fees and disbursements of the Monitor and the Monitor's Counsel.

16. The Monitor and Monitor's Counsel have maintained detailed records of their professional time and costs. The Monitor is seeking the approval of its fees for services rendered and disbursements incurred in respect of the within proceedings for the period from September 15, 2014 to April 30, 2014 and those of its counsel, Osler, Hoskin & Harcourt LLP ("**Osler**") (the "**Billing Period**").

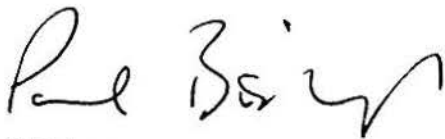
17. The fees and disbursements of the Monitor during the Billing Period total \$707,951.90 including \$605,016.50 for services, \$21,489.57 for disbursements and taxes of \$81,445.83. The time spent by FTI personnel in the Billing Period is more particularly described in the Affidavit of Paul Bishop of the Monitor, sworn in support hereof and attached hereto as **Appendix "B"**.

18. The fees and disbursements incurred by Osler during the Billing Period total \$350,994.52, including fees of \$306,980.00 disbursements of \$3,639.79 and taxes of \$40,374.73. The time spent by Osler personnel in the Billing Period is more particularly described in the Affidavit of Marc Wasserman, a partner of Osler, attached hereto as **Appendix "C"**.

The Monitor respectfully submits to the Court this Ninth Report.
Dated this 9th day of May, 2014.

FTI Consulting Canada Inc.

in its capacity as Monitor of GrowthWorks Canadian Fund Ltd. and not in its personal or corporate capacity

A handwritten signature in black ink, appearing to read "Paul Bishop". The signature is fluid and cursive, with the first name "Paul" and last name "Bishop" clearly distinguishable.

Paul Bishop
Senior Managing Director

APPENDIX "A"

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.) TUESDAY, THE 1ST
)
JUSTICE NEWBOULD) DAY OF OCTOBER, 2013

IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PROPOSED PLAN
OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO
GROWTHWORKS CANADIAN FUND LTD.
(the "APPLICANT")

AMENDED AND RESTATED INITIAL ORDER

THIS APPLICATION, made by the Applicant, pursuant to the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the "CCAA") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of C. Ian Ross sworn September 30, 2013 and the Exhibits thereto (the "Ross Affidavit"), and on being advised that Roseway Capital S.a.r.l. ("Roseway"), the secured creditor who is likely to be affected by the charges created herein was given notice, and on hearing the submissions of counsel for the Applicants, counsel for Roseway and counsel for the proposed Monitor, FTI Consulting Canada Inc., counsel for the Manager (defined below) and on reading the consent of FTI Consulting Canada Inc. to act as the Monitor,

THIS APPLICATION, made by the Applicant, pursuant to the CCAA was heard this day at 330 University Avenue, Toronto, Ontario.

SERVICE

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

APPLICATION

2. THIS COURT ORDERS AND DECLARES that the Applicant is a company to which the CCAA applies.

PLAN OF ARRANGEMENT

3. THIS COURT ORDERS that the Applicant shall have the authority to file and may, subject to further order of this Court, file with this Court a plan of compromise or arrangement (hereinafter referred to as the "**Plan**").

POSSESSION OF PROPERTY AND OPERATIONS

4. THIS COURT ORDERS that the Applicant shall remain in possession and control of its current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceeds thereof (the "**Property**"). Subject to further Order of this Court, the Applicant shall continue to carry on business in a manner consistent with the preservation of its business (the "**Business**") and Property. The Applicant shall be authorized and empowered to continue to retain and employ the employees, consultants, agents, experts, accountants, counsel and such other persons (collectively "**Assistants**") currently retained or employed by it, with liberty to retain such further Assistants as it deems reasonably necessary or desirable in the ordinary course of business or for the carrying out of the terms of this Order.

5. THIS COURT ORDERS that the Applicant shall be entitled to utilize a central cash management system (a "**Cash Management System**") and that any present or future bank providing the Cash Management System shall not be under any obligation whatsoever to inquire into the propriety, validity or legality of any transfer, payment, collection or other action taken under the Cash Management System, or as to the use or

application by the Applicant of funds transferred, paid, collected or otherwise dealt with in the Cash Management System, shall be entitled to provide the Cash Management System without any liability in respect thereof to any Person (as hereinafter defined) other than the Applicant, pursuant to the terms of the documentation applicable to the Cash Management System, and shall be, in its capacity as provider of the Cash Management System, an unaffected creditor under the Plan with regard to any claims or expenses it may suffer or incur in connection with the provision of the Cash Management System.

6. THIS COURT ORDERS that the Applicant shall be entitled but not required to pay the following expenses whether incurred prior to or after this Order:

- (a) all reasonable transition costs of the Manager (as defined below) pursuant to the terms of the Critical Transition Services Agreement (as defined below), and all outstanding and future wages, salaries, employee and pension benefits, vacation pay and expenses payable on or after the date of this Order, in each case incurred in the ordinary course of business and consistent with existing management agreements, compensation policies and arrangements; and
- (b) the fees and disbursements of any Assistants retained or employed by the Applicant in respect of these proceedings, at their standard rates and charges.

7. THIS COURT ORDERS that, except as otherwise provided to the contrary herein, the Applicant shall be entitled but not required to pay all reasonable expenses incurred by the Applicant in carrying on the Business in the ordinary course after this Order, and in carrying out the provisions of this Order, which expenses shall include, without limitation:

- (a) all expenses and capital expenditures reasonably necessary for the preservation of the Property or the Business including, without limitation, payments on account of insurance (including directors and officers insurance), maintenance and security services;

- (b) Follow on Investments in Portfolio Companies (as defined in the Ross Affidavit, the "Portfolio Companies", each a "Portfolio Company") for which provision is made in the Cash Flow Projection (as defined in the Ross Affidavit) or which are approved by the Monitor; and
- (c) payment for goods or services actually supplied to the Applicant following the date of this Order.

8. THIS COURT ORDERS that the Applicant shall remit, in accordance with legal requirements, or pay:

- (a) any statutory deemed trust amounts in favour of the Crown in right of Canada or of any Province thereof or any other taxation authority which are required to be deducted from employees' wages, including, without limitation, amounts in respect of (i) employment insurance, (ii) Canada Pension Plan, (iii) Quebec Pension Plan, and (iv) income taxes;
- (b) all goods and services or other applicable sales taxes (collectively, "Sales Taxes") required to be remitted by the Applicant in connection with the sale of goods and services by the Applicant, but only where such Sales Taxes are accrued or collected after the date of this Order, or where such Sales Taxes were accrued or collected prior to the date of this Order but not required to be remitted until on or after the date of this Order; and
- (c) any amount payable to the Crown in right of Canada or of any Province thereof or any political subdivision thereof or any other taxation authority in respect of municipal realty, municipal business or other taxes, assessments or levies of any nature or kind which are entitled at law to be paid in priority to claims of secured creditors and which are attributable to or in respect of the carrying on of the Business by the Applicant.

9. THIS COURT ORDERS that until a real property lease is disclaimed in accordance with the CCAA, the Applicant shall pay all 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) or as otherwise may be negotiated between the Applicant and the landlord from time to time ("**Rent**"), for the period commencing from and including the date of this Order.

10. THIS COURT ORDERS that, except as specifically permitted herein, the Applicant is hereby directed, until further Order of this Court: (a) to make no payments of principal, interest thereon or otherwise on account of amounts owing by the Applicant to any of its creditors as of this date except as provided in the Cash Flow Projection; (b) to grant no security interests, trust, liens, charges or encumbrances upon or in respect of any of its Property; and (c) to not grant credit or incur liabilities except in the ordinary course of the Business.

RESTRUCTURING

11. THIS COURT ORDERS that the Applicant shall, subject to such requirements as are imposed by the CCAA have the right to:

- (a) permanently or temporarily cease, downsize or shut down any of its business or operations, and to dispose of redundant or non-material assets not exceeding \$25,000 in any one transaction or \$100,000 in the aggregate;
- (b) terminate the employment of such of its employees or temporarily lay off such of its employees as it deems appropriate and terminate the provision of transitional services by the Manager (as defined below); and
- (c) pursue all avenues of refinancing of its Business or Property, in whole or part, subject to prior approval of this Court being obtained before any material refinancing,

all of the foregoing to permit the Applicant to proceed with an orderly restructuring of the Business (the "**Restructuring**"). For greater clarity, dispositions of the Applicant's interest in a Portfolio Company as part of a liquidity event, is an ordinary course transaction that does not require Court approval.

12. THIS COURT ORDERS that the Applicant shall provide each of the relevant landlords with notice of the Applicant's intention to remove any fixtures from any leased premises at least seven (7) days prior to the date of the intended removal. The relevant landlord shall be entitled to have a representative present in the leased premises to observe such removal and, if the landlord disputes the Applicant's entitlement to remove any such fixture under the provisions of the lease, such fixture shall remain on the premises and shall be dealt with as agreed between any applicable secured creditors, such landlord and the Applicant, or by further Order of this Court upon application by the Applicant on at least two (2) days notice to such landlord and any such secured creditors. If the Applicant disclaims the lease governing such leased premises in accordance with Section 32 of the CCAA, 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 Section 32(5) of the CCAA), and the disclaimer of the lease shall be without prejudice to the Applicant's claim to the fixtures in dispute.

13. THIS COURT ORDERS that if a notice of disclaimer is delivered pursuant to Section 32 of the CCAA, then (a) during the notice period prior to the effective time of the disclaimer, the landlord may show the affected leased premises to prospective tenants during normal business hours, on giving the Applicant and the Monitor 24 hours' prior written notice, and (b) at the effective time of the disclaimer, the relevant landlord shall be entitled to take possession of any such leased premises without waiver of or prejudice to any claims or rights such landlord may have against the Applicant in respect of such lease or leased premises and such landlord shall be entitled to notify the Applicant of the basis on which it is taking possession and to gain possession of and re-lease such leased premises to any third party or parties on such terms as such landlord considers advisable, provided that nothing herein shall relieve such landlord of its obligation to mitigate any damages claimed in connection therewith.

NO PROCEEDINGS AGAINST THE APPLICANT OR THE PROPERTY

14. THIS COURT ORDERS that until and including October 31, 2013, or such later date as this Court may order (the "Stay Period"), no proceeding or enforcement process

in any court or tribunal (each, a "Proceeding") shall be commenced or continued against or in respect of the Applicant or the Monitor, or affecting the Business or the Property, except with the written consent of the Applicant and the Monitor, or with leave of this Court, and any and all Proceedings currently under way against or in respect of the Applicant or affecting the Business or the Property are hereby stayed and suspended pending further Order of this Court.

NO EXERCISE OF RIGHTS OR REMEDIES

15. THIS COURT ORDERS that during the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entity (all of the foregoing, collectively being "Persons" and each being a "Person") against or in respect of the Applicant or the Monitor, or affecting the Business or the Property, are hereby stayed and suspended except with the written consent of the Applicant and the Monitor, or leave of this Court, provided that nothing in this Order shall (i) empower the Applicant to carry on any business which the Applicant is not lawfully entitled to carry on, (ii) affect such investigations, actions, suits or proceedings by a regulatory body as are permitted by Section 11.1 of the CCAA, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

16. THIS COURT ORDERS that any rights or obligations, including any right or obligation under a contract, an agreement or other document affecting or relating to a Portfolio Company, that arise, come into effect or are "triggered" by the insolvency of the Applicant, by the commencement of these proceedings or the making of this Order shall be of no effect and no person shall be entitled to exercise any rights or remedies in connection therewith.

NO INTERFERENCE WITH RIGHTS

17. THIS COURT ORDERS that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the Applicant or any right, renewal right, contract, agreement, licence or permit in favour

of or held by a Portfolio Company to the extent relevant to the Applicant, the Business, the Property or these proceedings, except with the written consent of the Applicant and the Monitor, or leave of this Court.

CONTINUATION OF SERVICES

18. THIS COURT ORDERS that during the Stay Period, all Persons having oral or written agreements with the Applicant or statutory or regulatory mandates for the supply of goods and/or services, including without limitation all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to the Business or the Applicant, are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Applicant, and that the Applicant shall be entitled to the continued use of its current premises, telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Applicant in accordance with normal payment practices of the Applicant or such other practices as may be agreed upon by the supplier or service provider and each of the Applicant and the Monitor, or as may be ordered by this Court.

NON-DEROGATION OF RIGHTS

19. THIS COURT ORDERS that, notwithstanding anything else in this Order, no Person shall be prohibited from requiring immediate payment for goods, services, use of lease or licensed property or other valuable consideration provided on or after the date of this Order, nor shall any Person be under any obligation on or after the date of this Order to advance or re-advance any monies or otherwise extend any credit to the Applicant. Nothing in this Order shall derogate from the rights conferred and obligations imposed by the CCAA.

CRITICAL SUPPLIERS

20. THIS COURT ORDERS AND DECLARES that this Order is without prejudice to any arguments of the Fund, Growthworks WV Management Ltd. (the “**Manager**”) or GrowthWorks Capital Ltd. (“**GWC**”), in connection with the purported termination of the Management Agreement described in the Ross Affidavit (the “**Management Agreement**”).

21. THIS COURT ORDERS that, the Manager, GWC, and each Person engaged or contracted by the Manager and/or GWC (not including employees of the Manager or GWC) in connection with providing transitional services to the Applicant pursuant to the Management Agreement on or after October 1, 2013 is a critical supplier to the Applicant as contemplated by Section 11.4 of the CCAA (each, a “**Critical Supplier**”) and each Critical Supplier shall be entitled to the benefit of and is hereby granted a charge (together, the “**Critical Suppliers’ Charge**”) on the Property of the Applicant in an amount equal to the lesser of (a) the value of the goods and services supplied by such Critical Supplier and received by the Applicant after the date of this Order less all amounts paid to such Critical Supplier in respect of such goods and services; and, (b) the amount to which the Manager is entitled to be paid under the Critical Transition Services Agreement attached hereto as Schedule “1”. The Critical Supplier Charge shall have the priority set out in paragraphs 38 and 40 herein.

22. THIS COURT ORDERS that each Critical Supplier shall, in addition to any other obligations it has under this Initial Order, supply and continue to supply the Applicant with transitional services pursuant to the Management Agreement. In the case of the Manager, it shall supply and continue to supply the Critical Transition Services (as defined in the Critical Transition Services Agreement) pursuant to and as set out in the Critical Transition Services Agreement. No Critical Supplier may require the payment of a deposit or the posting of any security in connection with the supply of such services after the date of this Order.

PROCEEDINGS AGAINST DIRECTORS AND OFFICERS

23. THIS COURT ORDERS that during the Stay Period, and except as permitted by subsection 11.03(2) of the CCAA, no Proceeding may be commenced or continued against any of the former, current or future directors or officers of the Applicant, or against any current or future Applicant-nominated director of any of the Portfolio Companies (the "**Portfolio Company Directors**") with respect to any claim against the directors, officers or Portfolio Company Directors that arose before, on or after the date hereof and that relates, (i) in the case of the former, current or future directors or officers of the Applicant, to any obligations of the Applicant, or (ii) in the case of the Portfolio Company Directors, to any obligations of the Portfolio Companies, and in either case whereby the directors, officers or Portfolio Company Directors are alleged under any law to be liable in their capacity as directors or officers for the payment or performance of such obligations, until a compromise or arrangement in respect of the Applicant, if one is filed, is sanctioned by this Court or is refused by the creditors of the Applicant or this Court.

DIRECTORS' AND OFFICERS' INDEMNIFICATION AND CHARGE

24. THIS COURT ORDERS that the Applicant shall indemnify its directors and officers, and may indemnify the Portfolio Company Directors if, in its own discretion and in consultation with the Monitor, it elects to do so, against obligations and liabilities that they may incur as directors or officers of the Applicant or directors of a Portfolio Company after the commencement of the within proceedings, except to the extent that, with respect to any director, officer or Portfolio Company Director, the obligation or liability was incurred as a result of the director's, officer's or Portfolio Company Director's gross negligence or wilful misconduct. The Applicant and the Portfolio Company Directors will use reasonable commercial efforts to address any dispute regarding the indemnity coverage with the guidance and assistance of the Monitor, and, if required, this Court.

25. THIS COURT ORDERS that the directors and officers of the Applicant shall be entitled to the benefit of and are hereby granted a charge (the "**Directors' Charge**") on

the Property, which charge shall not exceed an aggregate amount of \$1,000,000, as security for the indemnity provided in paragraph 24 of this Order. The Directors' Charge shall have the priority set out in paragraphs 38 and 40 herein.

26. THIS COURT ORDERS that the Portfolio Company Directors shall be entitled to the benefit of and are hereby granted a charge (the "**Portfolio Company Directors' Charge**") on the Property, which charge shall not exceed an aggregate amount of \$10,000,000, as security for the indemnity referred to in paragraph 24 of this Order, to the extent one is provided by the Applicant. The Portfolio Company Directors' Charge shall have the priority set out in paragraphs 38 and 40 herein.

27. 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 Directors' Charge or the Portfolio Company Directors' Charge, and (b) the Applicant's directors and officers shall only be entitled to the benefit of the Directors' 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 24 of this Order, and the Portfolio Company Directors shall only be entitled to the benefit of the Portfolio Company Directors' 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 by the Applicant, to the extent an indemnity is provided by the Applicant accordance with paragraph 24 of this Order.

APPOINTMENT OF MONITOR

28. THIS COURT ORDERS that FTI Consulting Canada Inc. is hereby appointed pursuant to the CCAA as the Monitor, an officer of this Court, to monitor the business and financial affairs of the Applicant with the powers and obligations set out in the CCAA or set forth herein and that the Applicant and its shareholders, officers, directors, and Assistants shall advise the Monitor of all material steps taken by the Applicant pursuant to this Order, and shall co-operate fully with the Monitor in the exercise of its

powers and discharge of its obligations and provide the Monitor with the assistance that is necessary to enable the Monitor to adequately carry out the Monitor's functions.

29. THIS COURT ORDERS that the Monitor, in addition to its prescribed rights and obligations under the CCAA, is hereby directed and empowered to:

- (a) monitor the Applicant's receipts and disbursements;
- (b) report to this Court at such times and intervals as the Monitor may deem appropriate with respect to matters relating to the Property, the Business, and such other matters as may be relevant to the proceedings herein;
- (c) advise the Applicant in its preparation of the Applicant's cash flow statements;
- (d) advise the Applicant in respect to the Plan and any amendments to the Plan;
- (e) assist the Applicant, to the extent required by the Applicant, with the holding and administering of creditors' or shareholders' meetings for voting on the Plan;
- (f) have full and complete access to the Property including the premises, the premises of the Manager to the extent Property of the Applicant is located on the Manager's premises, books, records, data, including data in electronic form, and other financial documents of the Applicant, to the extent that is necessary to adequately assess the Applicant's business and financial affairs or to perform its duties arising under this Order and all Persons, including the Applicant and the Manager, shall permit such full and complete access to such Property to the Monitor;
- (g) be at liberty to engage independent legal counsel or such other persons as the Monitor deems necessary or advisable respecting the exercise of its powers and performance of its obligations under this Order;

- (h) establish one or more accounts to hold any proceeds of the disposition of the Portfolio Companies (the "Proceeds Accounts");
- (i) administer the Proceeds Accounts for and on behalf of the Applicants and to distribute funds from such Proceeds Accounts from time to time to satisfy expenses that the Applicant is entitled and/or required to pay pursuant to this Order, as directed by the Applicant and in accordance with the Cash Flow Projection and any update cash flow projections; and
- (j) perform such other duties as are required by this Order or by this Court from time to time.

30. THIS COURT ORDERS that the Monitor shall not take possession of the Property with the exception of the Proceeds Accounts, and shall take no part whatsoever in the management or supervision of the management of the Business or the businesses of the Portfolio Companies and shall not, by fulfilling its obligations hereunder, be deemed to have taken or maintained possession or control of the Business or Property, or any part thereof.

31. THIS COURT ORDERS that McCarthy Tétrault LLP is entitled to transfer the funds held by it in trust as described in the Ross Affidavit at paragraph 88, and any future proceeds that may be received by it from time to time from the disposition of the Portfolio Companies, to the Monitor for deposit into the Proceeds Accounts to be held by the Monitor for and on behalf of the Applicant in accordance with the terms of this Order.

32. THIS COURT ORDERS that nothing herein contained shall require the Monitor to occupy or to take control, care, charge, possession or management (separately and/or collectively, "Possession") of any of the Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other

contamination including, without limitation, the *Canadian Environmental Protection Act*, the *Ontario Environmental Protection Act*, the *Ontario Water Resources Act*, or the *Ontario Occupational Health and Safety Act* and regulations thereunder (the "**Environmental Legislation**"), provided however that nothing herein shall exempt the Monitor from any duty to report or make disclosure imposed by applicable Environmental Legislation. The Monitor shall not, as a result of this Order or anything done in pursuance of the Monitor's duties and powers under this Order, be deemed to be in Possession of any of the Property within the meaning of any Environmental Legislation, unless it is actually in possession.

33. THIS COURT ORDERS that that the Monitor shall provide to any creditor of the Applicant information provided by the Applicant in response to reasonable requests for information made in writing by such creditor addressed to the Monitor. The Monitor shall not have any responsibility or liability with respect to the information disseminated by it pursuant to this paragraph. In the case of information that the Monitor has been advised by the Applicant is confidential, the Monitor shall not provide such information to creditors unless otherwise directed by this Court or on such terms as the Monitor and the Applicant may agree.

34. THIS COURT ORDERS that, in addition to the rights and protections afforded the Monitor under the CCAA or as an officer of this Court, the Monitor shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order (including, without limitation, with respect to administering the Proceeds Accounts for and on behalf of the Applicants), save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded the Monitor by the CCAA or any applicable legislation.

35. THIS COURT ORDERS that the Monitor, counsel to the Monitor and counsel to the Applicant shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, by the Applicant as part of the costs of these proceedings. The Applicant is hereby authorized and directed to pay the accounts of the Monitor, counsel for the Monitor and counsel for the Applicant on a bi-weekly basis and, in

addition, the Applicant is hereby authorized to pay to the Monitor, counsel to the Monitor, counsel to the Applicant and CCC (as defined in the Ross Affidavit), retainers in the amount of \$50,000, respectively, to be held by them as security for payment of their respective fees and disbursements outstanding from time to time

36. THIS COURT ORDERS that the Monitor and its legal counsel shall pass their accounts from time to time, and for this purpose the accounts of the Monitor and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.

37. THIS COURT ORDERS that the Monitor, counsel to the Monitor, CCC (as defined in the Ross Affidavit), and the Applicant's counsel shall be entitled to the benefit of and are hereby granted a charge (the "Administration Charge") on the Property, which charge shall not exceed an aggregate amount of \$500,000, as security for their professional fees and disbursements incurred at the standard rates and charges of the Monitor and such counsel, both before and after the making of this Order in respect of these proceedings. The Administration Charge shall have the priority set out in paragraphs 38 and 40 hereof.

VALIDITY AND PRIORITY OF CHARGES CREATED BY THIS ORDER

38. THIS COURT ORDERS that the priorities of the Directors' Charge, the Administration Charge and the Critical Suppliers' Charge, as among them, shall be as follows:

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

Second – Directors' Charge (to the maximum amount of \$1,000,000);

Third – Critical Suppliers' Charge (to the maximum amount of \$50,000);
and,

Fourth – Portfolio Company Directors' Charge and Critical Suppliers' Charge to the extent that it exceeds \$50,000.

39. THIS COURT ORDERS that the filing, registration or perfection of the Directors' Charge, the Administration Charge, the Critical Suppliers' Charge and the Portfolio Company Directors' Charge (collectively, 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.

40. THIS COURT ORDERS that each of the Charges (as constituted and defined herein) shall constitute a charge on the Property and that the entire Directors' Charge, the entire Administration Charge and the Critical Suppliers' Charge to a maximum amount of \$50,000 shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, "Encumbrances") in favour of any Person. To the extent the Critical Suppliers' Charge exceeds \$50,000, such additional amount, together with the Portfolio Company Directors' Charge, shall rank *pari passu* with one another behind the Encumbrances.

41. THIS COURT ORDERS that except as otherwise expressly provided for herein, or as may be approved by this Court, the Applicant shall not grant any Encumbrances over any Property that rank in priority to, or *pari passu* with, any of the Charges, unless the Applicant also obtains the prior written consent of the Monitor and the beneficiaries of the Charges, or further Order of this Court.

42. 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 *Bankruptcy and Insolvency Act* (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 Applicant, and notwithstanding any provision to the contrary in any Agreement:

- (a) the creation of the Charges shall not create nor be deemed to constitute a breach by the Applicant 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 or resulting from the creation of the Charges; and
- (c) neither the payments made by the Applicant pursuant to this Order nor the granting of the Charges shall constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.

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

SERVICE AND NOTICE

44. THIS COURT ORDERS that the Monitor shall (i) without delay, publish in The Globe and Mail (National Edition) a notice containing the information prescribed under the CCAA, (ii) within five days after the date of this Order, (A) make this Order publicly available in the manner prescribed under the CCAA, (B) send, in the prescribed manner, a notice to every known creditor who has a claim against the Applicant of more than \$1000, and (C) prepare a list showing the names and addresses of those creditors and the estimated amounts of those claims, and make it publicly available in the prescribed manner, all in accordance with Section 23(1)(a) of the CCAA and the regulations made thereunder.

45. THIS COURT ORDERS that the Applicant and the Monitor be at liberty to serve this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or electronic transmission to the Applicant's creditors or other interested parties at their respective addresses as last shown on the records of the Applicant and that any such service or notice by courier, personal delivery or electronic 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.

46. THIS COURT ORDERS that the Applicant, the Monitor, and any party who has filed a Notice of Appearance may serve any court materials in these proceedings by e-mailing a PDF or other electronic copy of such materials to counsels' email addresses as recorded on the Service List from time to time, and the Monitor may post a copy of any or all such materials on its website at <http://cfcanda.fticonsulting.com/gcfl>.

GENERAL

47. THIS COURT ORDERS that the Applicant or the Monitor may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

48. THIS COURT ORDERS that nothing in this Order shall prevent the Monitor from acting as an interim receiver, a receiver, a receiver and manager, or a trustee in bankruptcy of the Applicant, a Portfolio Company, the Business or the Property.

49. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Applicant, the Monitor 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 Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative

status to the Monitor in any foreign proceeding, or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.

50. THIS COURT ORDERS that each of the Applicant and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Monitor is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

51. THIS COURT ORDERS that any interested party (including the Applicant and the Monitor) 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.

52. THIS COURT ORDERS that this Order and all of its provisions are effective as of 12:01 a.m. Eastern Standard/Daylight Time on the date of this Order.

APPENDIX "B"

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, C. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
GROWTHWORKS CANADIAN FUND LTD.**

**AFFIDAVIT OF PAUL BISHOP
(Sworn May 9, 2014)**

I, PAUL BISHOP of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

1. I am a Senior Managing Director of FTI Consulting Canada Inc. ("FTI"). FTI was appointed as CCAA monitor of GrowthWorks Canadian Fund Ltd (the "**Monitor**") pursuant to an Initial Order of Justice Newbould dated October 1, 2013. I am responsible for the services rendered by FTI as discussed herein and accordingly, I have knowledge of matters hereinafter deposed to.

2. Attached hereto collectively as **Exhibit "A"** are copies of the Statements of Account of FTI in respect of services rendered by FTI as proposed Monitor and as Monitor in these proceedings for the period from September 15, 2013 through April 30, 2014. During the period from September 15, 2013 to April 30, 2014 (the "**Billing Period**"), the total fees billed were \$605,016.50 plus disbursements of \$21,489.57 and applicable taxes of \$81,445.83, for

an aggregate amount of \$707,951.90. A summary of the invoices rendered during the Billing Period is reproduced below:

Invoice #	Invoice Date	Period End Date	Fee	Disbursements	GST/HST	Total
29000735	09/30/13	09/30/13	21,250.50	-	2,762.57	24,013.07
29000749	10/17/13	10/13/13	58,126.00	3,420.37	8,001.03	69,547.40
29000768	10/31/13	10/31/13	79,142.50	8.85	10,289.68	89,441.03
29000778	11/20/13	11/17/13	67,156.00	-	8,730.28	75,886.28
29000793	11/30/13	11/30/13	39,259.50	14,396.62	6,975.30	60,631.42
29000809	12/18/13	12/15/13	36,850.50	-	4,790.57	41,641.07
29000822	12/31/13	12/31/13	30,251.00	-	3,932.63	34,183.63
29000838	01/23/14	01/19/14	48,675.50	3,663.73	6,804.10	59,143.33
29000847	01/31/14	01/31/14	21,549.50	-	2,801.44	24,350.94
29000862	02/20/14	02/16/14	44,990.00	-	5,848.70	50,838.70
29000872	02/28/14	02/28/14	21,607.00	-	2,808.91	24,415.91
29000892	03/21/14	03/16/14	42,906.50	-	5,577.85	48,484.35
29000903	03/31/14	03/31/14	31,709.50	-	4,122.24	35,831.74
29000928	04/16/14	04/13/14	34,793.50	-	4,523.16	39,316.66
29000949	04/30/14	04/30/14	26,749.00	-	3,477.37	30,226.37
TOTAL			605,016.50	21,489.57	81,445.83	707,951.90

3. As set out in the following table, 1164.7 hours were expended by FTI personnel during the Billing Period, resulting in an average hourly rate of \$519.46 (exclusive of applicable taxes and after the application of certain voluntary fee reductions):

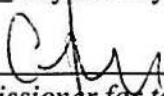
Professional	Hours	Standard Rates* (\$)
P. Bishop	318.9	830
J. Porepa	349.9	655
M. Kennedy	119.9	325
G. Haghiri	309.5	290
L. Kelly	66.5	115
Total Hours	1164.7	

*before voluntary reduction

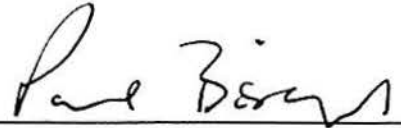
4. The activities as described in the reports of the Proposed Monitor and the Monitor filed in the within proceedings and detailed in the statements of account attached as Exhibit "A" accurately reflect the services provided by FTI and to the best of my knowledge, the rates charged by FTI throughout the course of the within proceedings are

comparable to the rates charged by other firms in the Toronto market for the provision of similar restructuring services.

5. I swear this affidavit in support of a motion for, *inter alia*, approval of the fees and disbursements of FTI and for no other or improper purpose.

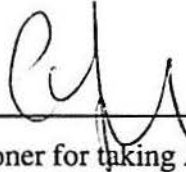
SWORN BEFORE ME at the)
City of Toronto, in the)
Province of Ontario, this)
9th day of May, 2014)


A Commissioner for taking affidavits, etc.



PAUL BISHOP

This is **Exhibit "A"** to the
Affidavit of Paul Bishop
sworn before me, this 9th day of
May, 2014.

A handwritten signature in black ink, appearing to be 'P. Bishop', written over a horizontal line.

A Commissioner for taking Affidavits, etc.

Appendix A

Summary of Bills

Summary of FTI Invoices
 GrowthWorks CCAA (436440.0003)
 September 15, 2013 to April 30, 2014

Invoice #	Invoice Date	Period End Date	Fee	Disbursements	GST/HST	Total
29000735	09/30/13	09/30/13	21,250.50	-	2,762.57	24,013.07
29000749	10/17/13	10/13/13	58,126.00	3,420.37	8,001.03	69,547.40
29000768	10/31/13	10/31/13	79,142.50	8.85	10,289.68	89,441.03
29000778	11/20/13	11/17/13	67,156.00	-	8,730.28	75,886.28
29000793	11/30/13	11/30/13	39,259.50	14,396.62	6,975.30	60,631.42
29000809	12/18/13	12/15/13	36,850.50	-	4,790.57	41,641.07
29000822	12/31/13	12/31/13	30,251.00	-	3,932.63	34,183.63
29000838	01/23/14	01/19/14	48,675.50	3,663.73	6,804.10	59,143.33
29000847	01/31/14	01/31/14	21,549.50	-	2,801.44	24,350.94
29000862	02/20/14	02/16/14	44,990.00	-	5,848.70	50,838.70
29000872	02/28/14	02/28/14	21,607.00	-	2,808.91	24,415.91
29000892	03/21/14	03/16/14	42,906.50	-	5,577.85	48,484.35
29000903	03/31/14	03/31/14	31,709.50	-	4,122.24	35,831.74
29000928	04/16/14	04/13/14	34,793.50	-	4,523.16	39,316.66
29000949	04/30/14	04/30/14	26,749.00	-	3,477.37	30,226.37
TOTAL			605,016.50	21,489.57	81,445.83	707,951.90

Appendix B

Summary of Hours

Professional	Hours	Standard Rates	Total CAD \$
Paul Bishop	318.9	830	264,687.00
Jodi Porepa	349.9	655	229,184.50
Michael Kennedy	119.9	325	38,967.50
Golnaz Haghiri	309.5	290	89,755.00
Linda Kelly	66.5	115	7,647.50
Total Hours and Fees	1164.7		\$ 630,241.50
Less discount			\$ 25,225.00
Total Expenses Charged			\$ 21,489.57
Total			\$ 626,506.07
13% HST #835718024RT0001			81,445.83
TOTAL BILLED			\$ 707,951.90

Appendix C

Bills and Dockets



Invoice Remittance

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

September 30, 2013
FTI Invoice No. 29000735
FTI Job No. 436440.0003
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through September 30, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$22,393.00
Less Voluntary Reduction.....	<u>-\$1,142.50</u>
Net Professional Fees.....	\$21,250.50
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$22,393.00
HST Registration No. 835718024RT0001	<u>\$2,762.57</u>
Total Amount Due this Period.....	\$24,013.07
Total Amount Due.....	<u>\$24,013.07</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ON M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

September 30, 2013
FTI Invoice No. 29000735
FTI Job No. 436440.0003
Terms Payment on Presentation

Current Invoice Period: Charges Posted through September 30, 2013

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	15.3	\$12,699.00
Jodi Porepa	Managing Director	\$655.00	14.8	\$9,694.00
Total Hours and Fees			30.1	\$22,393.00
Less Voluntary Reduction				-\$1,142.50
Total Net Fees				\$21,250.50
HST Registration No. 835718024RT0001				\$2,762.57
Invoice Total for Current Period				\$24,013.07



Invoice Remittance

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

October 17, 2013
FTI Invoice No. 29000749
FTI Job No. 436440.0003
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through October 13, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$60,400.50
Less Voluntary Reduction.....	<u>-\$2,274.50</u>
Net Professional Fees.....	\$58,126.00
Expenses.....	<u>\$3,420.37</u>
Total Fees and Expenses.....	\$63,820.87
HST Registration No. 835718024RT0001	<u>\$8,001.03</u>
Total Amount Due this Period.....	\$69,547.40
Previous Balance Due.....	<u>\$24,013.07</u>
Total Amount Due.....	<u>\$93,560.47</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

October 17, 2013
FTI Invoice No. 29000749
FTI Job No. 436440.0003
Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 13, 2013

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	26.0	\$21,580.00
Jodi Porepa	Managing Director	\$655.00	50.2	\$32,881.00
Golnaz Haghiri	Consultant	\$290.00	18.3	\$5,307.00
Linda Kelly	Administrative Receptionist	\$115.00	5.5	\$632.50
Total Hours and Fees			100.0	\$60,400.50
Less Voluntary Reduction				-\$2,274.50
Total Net Fees				\$58,126.00
Other/Miscellaneous				\$3,420.37
Total Expenses				\$3,420.37
HST Registration No. 835718024RT0001				\$8,001.03
Invoice Total for Current Period				\$69,547.40



Invoice Remittance

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

October 31, 2013
FTI Invoice No. 29000768
FTI Job No. 436440.0003
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$82,221.50
Less Voluntary Reduction.....	-\$3,079.00
Net Professional Fees.....	\$79,142.50
Expenses.....	\$8.85
Total Fees and Expenses.....	\$79,151.35
HST Registration No. 835718024RT0001	\$10,289.68
Total Amount Due this Period.....	\$89,441.03
Total Amount Due.....	<u>\$89,441.03</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

October 31, 2013
FTI Invoice No. 29000768
FTI Job No. 436440.0003
Terms Payment on Presentation

Current Invoice Period: Charges Posted through October 31, 2013

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	36.2	\$30,046.00
Jodi Porepa	Managing Director	\$655.00	65.7	\$43,033.50
Golnaz Haghiri	Consultant	\$290.00	29.7	\$8,613.00
Linda Kelly	Administrative Receptionist	\$115.00	4.6	\$529.00
Total Hours and Fees			136.2	\$82,221.50
Less Voluntary Reduction				-\$3,079.00
Total Net Fees				\$79,142.50
Transportation				\$8.85
Total Expenses				\$8.85
HST Registration No. 835718024RT0001				\$10,289.68
Invoice Total for Current Period				\$89,441.03



Invoice Remittance

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

November 20, 2013
FTI Invoice No. 29000778
FTI Job No. 436440.0003
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through November 17, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$69,795.00
Less Voluntary Reduction.....	-\$2,639.00
Net Professional Fees.....	\$67,156.00
Expenses.....	\$0.00
Total Fees and Expenses.....	\$67,156.00
HST Registration No. 835718024RT0001	\$8,730.28
Total Amount Due this Period.....	\$75,886.28
Total Amount Due.....	<u>\$75,886.28</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

November 20, 2013
FTI Invoice No. 29000778
FTI Job No. 436440.0003
Terms Payment on Presentation

Current Invoice Period: Charges Posted through November 17, 2013

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	31.0	\$25,730.00
Jodi Porepa	Managing Director	\$655.00	54.6	\$35,763.00
Michael Kennedy	Consultant	\$325.00	8.0	\$2,600.00
Golnaz Haghiri	Consultant	\$290.00	17.6	\$5,104.00
Linda Kelly	Administrative Receptionist	\$115.00	5.2	\$598.00
Total Hours and Fees			116.4	\$69,795.00
Less Voluntary Reduction				-\$2,639.00
Total Net Fees				\$67,156.00
HST Registration No. 835718024RT0001				\$8,730.28
Invoice Total for Current Period				\$75,886.28



Invoice Remittance

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

November 30, 2013
FTI Invoice No. 29000793
FTI Job No. 436440.0003
Terms: Payment on Presentation

Current Invoice Period: Charges Posted from November 17, 2013 to November 30, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$41,208.50
Less Voluntary Reduction.....	<u>-\$1,949.00</u>
Net Professional Fees.....	\$39,259.50
Expenses.....	<u>\$14,396.62</u>
Total Fees and Expenses.....	\$53,656.12
HST Registration No. 835718024RT0001	<u>\$6,975.30</u>
Total Amount Due this Period.....	\$60,631.42
Total Amount Due.....	<u>\$60,631.42</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

November 30, 2013
FTI Invoice No. 29000793
FTI Job No. 436440.0003
Terms Payment on Presentation

Current Invoice Period: Charges Posted from November 17, 2013 to November 30, 2013

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	26.3	\$21,829.00
Jodi Porepa	Managing Director	\$655.00	15.7	\$10,283.50
Michael Kennedy	Consultant	\$325.00	6.5	\$2,112.50
Golnaz Haghiri	Consultant	\$290.00	21.9	\$6,351.00
Linda Kelly	Administrative Receptionist	\$115.00	5.5	\$632.50
Total Hours and Fees			75.9	\$41,208.50
Less Voluntary Reduction				-\$1,949.00
Total Net Fees				\$39,259.50
Other/Miscellaneous				\$14,396.62
Total Expenses				\$14,396.62
HST Registration No. 835718024RT0001				\$6,975.30
Invoice Total for Current Period				\$60,631.42



Invoice Remittance

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

December 18, 2013
FTI Invoice No. 29000809
FTI Job No. 436440.0003
Terms: Payment on Presentation

Current Invoice Period: Charges Posted from December 1, 2013 to December 15, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$38,672.00
Less Voluntary Reduction.....	<u>-\$1,821.50</u>
Net Professional Fees.....	\$36,850.50
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$36,850.50
HST Registration No. 835718024RT0001	<u>\$4,790.57</u>
Total Amount Due this Period.....	\$41,641.07
Total Amount Due.....	<u>\$41,641.07</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

December 18, 2013
FTI Invoice No. 29000809
FTI Job No. 436440.0003
Terms Payment on Presentation

Current Invoice Period: Charges Posted from December 1, 2013 to December 15, 2013

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	25.3	\$20,999.00
Jodi Porepa	Managing Director	\$655.00	12.6	\$8,253.00
Michael Kennedy	Consultant	\$325.00	9.4	\$3,055.00
Golnaz Haghiri	Consultant	\$290.00	20.6	\$5,974.00
Linda Kelly	Administrative Receptionist	\$115.00	3.4	\$391.00
Total Hours and Fees			71.3	\$38,672.00
Less Voluntary Reduction				-\$1,821.50
Total Net Fees				\$36,850.50
HST Registration No. 835718024RT0001				\$4,790.57
Invoice Total for Current Period				\$41,641.07



Invoice Remittance

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

December 31, 2013
FTI Invoice No. 29000822
FTI Job No. 436440.0003
Terms: Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2013

	<i>CAD (\$)</i>
Professional Services.....	\$31,610.50
Less Voluntary Reduction.....	<u>-\$1,359.50</u>
Net Professional Fees.....	\$30,251.00
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$30,251.00
HST Registration No. 835718024RT0001	<u>\$3,932.63</u>
Total Amount Due this Period.....	\$34,183.63
Total Amount Due.....	<u><u>\$34,183.63</u></u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

December 31, 2013
FTI Invoice No. 29000822
FTI Job No. 436440.0003
Terms Payment on Presentation

Current Invoice Period: Charges Posted through December 31, 2013

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	18.2	\$15,106.00
Jodi Porepa	Managing Director	\$655.00	15.4	\$10,087.00
Michael Kennedy	Consultant	\$325.00	15.2	\$4,940.00
Golnaz Haghiri	Consultant	\$290.00	4.5	\$1,305.00
Linda Kelly	Administrative Professional	\$115.00	1.5	\$172.50
Total Hours and Fees			54.8	\$31,610.50
Less Voluntary Reduction				-\$1,359.50
Total Net Fees				\$30,251.00
HST Registration No. 835718024RT0001				\$3,932.63
Invoice Total for Current Period				\$34,183.63



Invoice Remittance

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

January 23, 2014
FTI Invoice No. 29000838
FTI Job No. 436440.0003
Terms: Payment on Presentation

Current Invoice Period: Charges Posted from January 1, 2014 to January 19, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$50,280.00
Less Voluntary Reduction.....	<u>-\$1,604.50</u>
Net Professional Fees.....	\$48,675.50
Expenses.....	<u>\$3,663.73</u>
Total Fees and Expenses.....	\$52,339.23
HST Registration No. 835718024RT0001	<u>\$6,804.10</u>
Total Amount Due this Period.....	\$59,143.33
Total Amount Due.....	<u><u>\$59,143.33</u></u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ON M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

January 23, 2014
FTI Invoice No. 29000838
FTI Job No. 436440.0003
Terms Payment on Presentation

Current Invoice Period: Charges Posted from January 1, 2014 to January 19, 2014

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	19.9	\$16,517.00
Jodi Porepa	Managing Director	\$655.00	21.2	\$13,886.00
Michael Kennedy	Consultant	\$325.00	17.6	\$5,720.00
Golnaz Haghiri	Consultant	\$290.00	46.2	\$13,398.00
Linda Kelly	Administrative Professional	\$115.00	6.6	\$759.00
Total Hours and Fees			111.5	\$50,280.00
Less Voluntary Reduction				-\$1,604.50
Total Net Fees				\$48,675.50
Other/Miscellaneous				\$3,663.73
Total Expenses				\$3,663.73
HST Registration No. 835718024RT0001				\$6,804.10
Invoice Total for Current Period				\$59,143.33



Invoice Remittance

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

January 31, 2014
FTI Invoice No. 29000847
FTI Job No. 436440.0003
Terms: Payment on Presentation

Current Invoice Period: Charges Posted from January 20, 2014 to January 31, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$22,461.50
Less Voluntary Reduction.....	<u>-\$912.00</u>
Net Professional Fees.....	\$21,549.50
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$21,549.50
HST Registration No. 835718024RT0001	<u>\$2,801.44</u>
Total Amount Due this Period.....	\$24,350.94
Total Amount Due.....	<u><u>\$24,350.94</u></u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

January 31, 2014
FTI Invoice No. 29000847
FTI Job No. 436440.0003
Terms Payment on Presentation

Current Invoice Period: Charges Posted from January 20, 2014 to January 31, 2014

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	13.1	\$10,873.00
Jodi Porepa	Managing Director	\$655.00	0.5	\$327.50
Michael Kennedy	Consultant	\$325.00	11.3	\$3,672.50
Golnaz Haghiri	Consultant	\$290.00	24.7	\$7,163.00
Linda Kelly	Administrative Professional	\$115.00	3.7	\$425.50
Total Hours and Fees			53.3	\$22,461.50
Less Voluntary Reduction				-5912.00
Total Net Fees				\$21,549.50
HST Registration No. 835718024RT0001				\$2,801.44
Invoice Total for Current Period				\$24,350.94



Invoice Remittance

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

February 20, 2014
FTI Invoice No. 29000862
FTI Job No. 436440.0003
Terms: Payment on Presentation

Current Invoice Period: Charges Posted from February 1, 2014 to February 16, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$46,897.50
Less Voluntary Reduction.....	-\$1,907.50
Net Professional Fees.....	\$44,990.00
Expenses.....	\$0.00
Total Fees and Expenses.....	\$44,990.00
HST Registration No. 835718024RT0001	\$5,848.70
Total Amount Due this Period.....	\$50,838.70
Total Amount Due.....	<u>\$50,838.70</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ON M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

February 20, 2014
FTI Invoice No. 29000862
FTI Job No. 436440.0003
Terms Payment on Presentation

Current Invoice Period: Charges Posted from February 1, 2014 to February 16, 2014

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	25.3	\$20,999.00
Jodi Porepa	Managing Director	\$655.00	21.2	\$13,886.00
Michael Kennedy	Consultant	\$325.00	14.7	\$4,777.50
Golnaz Haghiri	Consultant	\$290.00	23.6	\$6,844.00
Linda Kelly	Administrative Professional	\$115.00	3.4	\$391.00
Total Hours and Fees			88.2	\$46,897.50
Less Voluntary Reduction				-\$1,907.50
Total Net Fees				\$44,990.00
HST Registration No. 835718024RT0001				\$5,848.70
Invoice Total for Current Period				\$50,838.70



Invoice Remittance

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

February 28, 2014
FTI Invoice No. 29000872
FTI Job No. 436440.0003
Terms: Payment on Presentation

Current Invoice Period: Charges Posted from February 17, 2014 to February 28, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$22,437.50
Less Voluntary Reduction.....	<u>-\$830.50</u>
Net Professional Fees.....	\$21,607.00
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$21,607.00
HST Registration No. 835718024RT0001	<u>\$2,808.91</u>
Total Amount Due this Period.....	\$24,415.91
Previous Balance Due.....	<u>\$50,838.70</u>
Total Amount Due.....	<u><u>\$75,254.61</u></u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

February 28, 2014
FTI Invoice No. 29000872
FTI Job No. 436440.0003
Terms Payment on Presentation

Current Invoice Period: Charges Posted from February 17, 2014 to February 28, 2014

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	10.5	\$8,715.00
Jodi Porepa	Managing Director	\$655.00	10.9	\$7,139.50
Michael Kennedy	Consultant	\$325.00	7.2	\$2,340.00
Golnaz Haghiri	Consultant	\$290.00	13.6	\$3,944.00
Linda Kelly	Administrative Professional	\$115.00	2.6	\$299.00
Total Hours and Fees			44.8	\$22,437.50
Less Voluntary Reduction				-\$830.50
Total Net Fees				\$21,607.00
HST Registration No. 835718024RT0001				\$2,808.91
Invoice Total for Current Period				\$24,415.91



Invoice Remittance

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

March 21, 2014
FTI Invoice No. 29000892
FTI Job No. 436440.0003
Terms: Payment on Presentation

Current Invoice Period: Charges Posted from March 1, 2014 to March 16, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$44,426.50
Less Voluntary Reduction.....	<u>-\$1,520.00</u>
Net Professional Fees.....	\$42,906.50
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$42,906.50
HST Registration No. 835718024RT0001	<u>\$5,577.85</u>
Total Amount Due this Period.....	\$48,484.35
Total Amount Due.....	<u>\$48,484.35</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

March 21, 2014
FTI Invoice No. 29000892
FTI Job No. 436440.0003
Terms Payment on Presentation

Current Invoice Period: Charges Posted from March 1, 2014 to March 16, 2014

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	15.2	\$12,616.00
Jodi Porepa	Managing Director	\$655.00	25.6	\$16,768.00
Michael Kennedy	Consultant	\$325.00	14.7	\$4,777.50
Golnaz Haghiri	Consultant	\$290.00	28.1	\$8,149.00
Linda Kelly	Administrative Professional	\$115.00	18.4	\$2,116.00
Total Hours and Fees			102.0	\$44,426.50
Less Voluntary Reduction				-\$1,520.00
Total Net Fees				\$42,906.50
HST Registration No. 835718024RT0001				\$5,577.85
Invoice Total for Current Period				\$48,484.35



Invoice Remittance

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

March 31, 2014
FTI Invoice No. 29000903
FTI Job No. 436440.0003
Terms: Payment on Presentation

Current Invoice Period: Charges Posted from March 17, 2014 to March 31, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$33,513.50
Less Voluntary Reduction.....	<u>-\$1,804.00</u>
Net Professional Fees.....	\$31,709.50
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$31,709.50
HST Registration No. 835718024RT0001	<u>\$4,122.24</u>
Total Amount Due this Period.....	\$35,831.74
Previous Balance Due.....	<u>\$48,484.35</u>
Total Amount Due.....	<u><u>\$84,316.09</u></u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

March 31, 2014
FTI Invoice No. 29000903
FTI Job No. 436440.0003
Terms Payment on Presentation

Current Invoice Period: Charges Posted from March 17, 2014 to March 31, 2014

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	26.4	\$21,912.00
Jodi Porepa	Managing Director	\$655.00	4.6	\$3,013.00
Michael Kennedy	Consultant	\$325.00	13.3	\$4,322.50
Golnaz Haghiri	Consultant	\$290.00	13.6	\$3,944.00
Linda Kelly	Administrative Professional	\$115.00	2.8	\$322.00
Total Hours and Fees			60.7	\$33,513.50
Less Voluntary Reduction				-\$1,804.00
Total Net Fees				\$31,709.50
HST Registration No. 835718024RT0001				\$4,122.24
Invoice Total for Current Period				\$35,831.74



Invoice Remittance

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

April 16, 2014
FTI Invoice No. 29000928
FTI Job No. 436440.0003
Terms: Payment on Presentation

Current Invoice Period: Charges Posted from April 1, 2014 to April 13, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$36,163.00
Less Voluntary Reduction.....	<u>-\$1,369.50</u>
Net Professional Fees.....	\$34,793.50
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$34,793.50
HST Registration No. 835718024RT0001	<u>\$4,523.16</u>
Total Amount Due this Period.....	\$39,316.66
Total Amount Due.....	<u>\$39,316.66</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ONT M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

April 16, 2014
FTI Invoice No. 29000928
FTI Job No. 436440.0003
Terms Payment on Presentation

Current Invoice Period: Charges Posted from April 1, 2014 to April 13, 2014

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	17.2	\$14,276.00
Jodi Porepa	Managing Director	\$655.00	20.5	\$13,427.50
Michael Kennedy	Consultant	\$325.00	2.0	\$650.00
Golnaz Haghiri	Consultant	\$290.00	25.7	\$7,453.00
Linda Kelly	Administrative Professional	\$115.00	3.1	\$356.50
Total Hours and Fees			68.5	\$36,163.00
Less Voluntary Reduction				-\$1,369.50
Total Net Fees				\$34,793.50
HST Registration No. 835718024RT0001				\$4,523.16
Invoice Total for Current Period				\$39,316.66



Invoice Remittance

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

April 30, 2014
FTI Invoice No. 29000949
FTI Job No. 436440.0003
Terms: Payment on Presentation

Current Invoice Period: Charges Posted from April 14, 2014 to April 30, 2014

	<i>CAD (\$)</i>
Professional Services.....	\$27,761.00
Less Voluntary Reduction.....	<u>-\$1,012.00</u>
Net Professional Fees.....	\$26,749.00
Expenses.....	<u>\$0.00</u>
Total Fees and Expenses.....	\$26,749.00
HST Registration No. 835718024RT0001	<u>\$3,477.37</u>
Total Amount Due this Period.....	\$30,226.37
Total Amount Due.....	<u>\$30,226.37</u>

Please Wire Transfer To:

Bank of Nova Scotia
Scotia Plaza, 44 King Street West
Toronto, ON M5H 1H1
Swift Code: NOSCCATT
Bank Number: 002
Beneficiary: FTI Consulting Canada Inc.
Beneficiary account number: 476960861715



Invoice Summary

GrowthWorks Canadian Fund
Exchange Tower
130 King Street West
Suite 2200, PO Box 422
Toronto, ON M5X 1E3

April 30, 2014
FTI Invoice No. 29000949
FTI Job No. 436440.0003
Terms Payment on Presentation

Current Invoice Period: Charges Posted from April 14, 2014 to April 30, 2014

Name	Title	Rate	Hours	Total
Paul Bishop	Senior Managing Director	\$830.00	13.0	\$10,790.00
Jodi Porepa	Managing Director	\$655.00	16.4	\$10,742.00
Golnaz Haghiri	Consultant	\$290.00	21.4	\$6,206.00
Linda Kelly	Administrative Professional	\$115.00	0.2	\$23.00
Total Hours and Fees			51.0	\$27,761.00
Less Voluntary Reduction				-\$1,012.00
Total Net Fees				\$26,749.00
HST Registration No. 835718024RT0001				\$3,477.37
Invoice Total for Current Period				\$30,226.37

Date	Invoice #	TRF	Name	Hours	Rate Worked	Amount Worked	Rate Billed	Amount Billed	Narrative
03/05/14	29000892	18003	Michael Kennedy	4.20	325	1,365.00	325	1,365.00	Returned voicemails on the Monitor's Hotline
03/06/14	29000892	18003	Michael Kennedy	1.90	325	617.50	325	617.50	Returned third party enquires. Review of variance analysis
03/09/14	29000892	14800	Paul Behop	2.30	830	1,909.00	765	1,759.50	Call with KPMG. Prep for same and follow up. Call with PwC and Horton Rose. Prepare for same and follow up. Review of draft budget. Review of Cash Flow Forecast. Call with McCarthy. Correspondence regarding distribution and withholding taxes.
03/07/14	29000892	15768	Goharz Haghn	4.50	290	1,305.00	290	1,305.00	Dealing with banking matters. Follow up with the bank in respect of same. Review and prepare documents for posting online. Working on the Claims register. Internal meeting in respect of same.
03/07/14	29000892	15532	Jodi Porosa	3.60	655	2,358.00	645	2,322.00	Review and preparing disbursement. Review and responding to enquires. Reviewing Roseway Ltd.
03/07/14	29000892	18441	Linda Kelly	0.20	115	23.00	100	20.00	General administration in respect of third party enquires
03/07/14	29000892	18441	Linda Kelly	1.30	115	149.50	100	130.00	Dealing with claims matters
03/07/14	29000892	18003	Michael Kennedy	0.50	325	162.50	325	162.50	Returned voicemails on the Monitor's Hotline
03/07/14	29000892	14800	Paul Behop	2.10	830	1,743.00	765	1,606.50	Review of expenses budget and edit same. Correspondence regarding budget and PwC enquires.
03/10/14	29000892	15768	Goharz Haghn	4.10	290	1,189.00	290	1,189.00	Updating summary analyses. Update claims register. Email correspondence in respect of same.
03/10/14	29000892	15532	Jodi Porosa	1.50	655	982.50	645	967.50	Review claims register. Circulate summary. Circulate updated expenses.
03/10/14	29000892	18441	Linda Kelly	0.30	115	34.50	100	30.00	Updating Monitor's website
03/10/14	29000892	18441	Linda Kelly	0.30	115	34.50	100	30.00	General administration in respect of third party enquires
03/11/14	29000892	15768	Goharz Haghn	3.90	290	1,102.00	290	1,102.00	Responding to vocemeals. Responding to email enquires. Working on claims register and correspondence in respect of same. Organizing claims.
03/11/14	29000892	18441	Linda Kelly	0.20	115	23.00	100	20.00	General administration in respect of third party enquires
03/11/14	29000892	14800	Paul Behop	1.10	830	913.00	765	841.50	Review of correspondence and estimated expenses. Correspondence regarding outstanding items.
03/12/14	29000892	18441	Linda Kelly	0.60	115	69.00	100	60.00	General administration in respect of third party enquires
03/12/14	29000892	14800	Paul Behop	1.80	830	1,494.00	765	1,377.00	Correspondence. Review of management agreement
03/13/14	29000892	15768	Goharz Haghn	2.00	290	580.00	290	580.00	Responding to email enquires. Sorting and organizing mail. Responding to vocemeals.
03/13/14	29000892	15532	Jodi Porosa	0.60	655	393.00	645	367.00	Discussions with Horton Rose
03/13/14	29000892	18441	Linda Kelly	0.30	115	34.50	100	30.00	Dealing with claims process
03/13/14	29000892	18441	Linda Kelly	1.10	115	126.50	100	110.00	General administration in respect of third party enquires
03/14/14	29000892	15768	Goharz Haghn	2.20	290	638.00	290	638.00	Updating summary analyses. General banking matters. Preparing disbursements for payment
03/14/14	29000892	15532	Jodi Porosa	0.70	655	458.50	645	451.50	Responding to CCC. Emails with iRosa
03/14/14	29000892	18441	Linda Kelly	0.30	115	34.50	100	30.00	General administration in respect of third party enquires
03/14/14	29000892	14800	Paul Behop	1.90	830	1,577.00	765	1,453.50	Correspondence regarding outstanding items. Status review regarding same
03/17/14	29000903	15768	Goharz Haghn	1.35	290	388.00	290	388.00	Responding to email enquires
03/17/14	29000903	15532	Jodi Porosa	0.50	655	327.50	645	322.50	Responded to Horton Rose enquires
03/17/14	29000903	18441	Linda Kelly	0.30	115	34.50	100	30.00	General administration in respect of third party enquires
03/17/14	29000903	18003	Michael Kennedy	2.50	325	812.50	325	812.50	Returned voicemails on the Monitor's Hotline
03/17/14	29000903	14800	Paul Behop	1.20	830	996.00	765	918.00	Review of email traffic regarding Allen Vanguard. Correspondence regarding same. Review of status of outstanding items.
03/19/14	29000903	18441	Linda Kelly	0.30	115	34.50	100	30.00	General administration in respect of third party enquires
03/19/14	29000903	18441	Linda Kelly	0.40	115	46.00	100	40.00	General administration
03/19/14	29000903	18003	Michael Kennedy	2.00	325	650.00	325	650.00	Returned voicemails on the Monitor's Hotline
03/19/14	29000903	14800	Paul Behop	1.40	830	1,162.00	765	1,071.00	Update call with counsel and the Fund. Review of Roseway management agreement.
03/19/14	29000903	15768	Goharz Haghn	0.50	290	145.00	290	145.00	Sorting and organizing mail.
03/19/14	29000903	15532	Jodi Porosa	0.30	655	196.50	645	193.50	Reviewing emails. Responding to enquires
03/19/14	29000903	18441	Linda Kelly	0.20	115	23.00	100	20.00	Updating Monitor's website
03/19/14	29000903	18003	Michael Kennedy	2.00	325	650.00	325	650.00	Returned voicemails on the Monitor's Hotline
03/19/14	29000903	14800	Paul Behop	1.50	830	1,245.00	765	1,153.50	Review of management agreement. Call with counsel regarding same. Review of manager letter regarding unpaid invoices and management agreement
03/20/14	29000903	18441	Linda Kelly	0.30	115	34.50	100	30.00	General administration in respect of third party enquires
03/20/14	29000903	18003	Michael Kennedy	2.00	325	650.00	325	650.00	Returned voicemails on the Monitor's Hotline
03/20/14	29000903	14800	Paul Behop	1.80	830	1,494.00	765	1,377.00	Call with counsel regarding term sheet. Read and analyze letter from Manager and commence drafting response
03/21/14	29000903	15768	Goharz Haghn	1.80	290	522.00	290	522.00	Updating summary analyses. Prepare deposit documents. Follow up on outstanding items.
03/21/14	29000903	18441	Linda Kelly	0.30	115	34.50	100	30.00	General administration in respect of third party enquires
03/21/14	29000903	14800	Paul Behop	2.40	830	1,992.00	765	1,836.00	Call with counsel regarding Manager letter. Commence draft response. Correspondence in respect of same
03/24/14	29000903	15768	Goharz Haghn	2.20	290	638.00	290	638.00	Email correspondence regarding Roseway. Prepare payments. Updating summary analyses. Email correspondence in respect of same. Responding to email enquires.
03/24/14	29000903	15532	Jodi Porosa	0.50	655	327.50	645	322.50	Follow up with enquires
03/24/14	29000903	18003	Michael Kennedy	1.30	325	422.50	325	422.50	Returned voicemails on the Monitor's Hotline
03/24/14	29000903	14800	Paul Behop	3.20	830	2,656.00	765	2,448.00	Review and analyze Court decision regarding Allen Vanguard. Draft response to Manager. Call with BRogers regarding Portfolio Consensus. Review of same. Payment process regarding Ampt
03/25/14	29000903	18441	Linda Kelly	0.20	115	23.00	100	20.00	Updating Monitor's website
03/25/14	29000903	18003	Michael Kennedy	1.10	325	357.50	325	357.50	Returned voicemails on the Monitor's Hotline
03/25/14	29000903	14800	Paul Behop	2.50	830	2,075.00	765	1,912.50	Call with Fund and counsel regarding Court decision. Discussion regarding Allen Vanguard and next steps. Edit and circulate draft letter to Manager. Correspondence regarding same.
03/26/14	29000903	15768	Goharz Haghn	0.70	290	203.00	290	203.00	Responding to email enquires
03/26/14	29000903	18441	Linda Kelly	0.30	115	34.50	100	30.00	General administration in respect of third party enquires
03/26/14	29000903	18003	Michael Kennedy	1.00	325	325.00	325	325.00	Returned voicemails on the Monitor's Hotline
03/26/14	29000903	14800	Paul Behop	1.80	830	1,494.00	765	1,377.00	Finalize response to Manager. Calls regarding same. Call with counsel regarding draft report. Commence drafting same. Call with McCarthy regarding back office support.
03/27/14	29000903	15532	Jodi Porosa	1.00	655	655.00	645	645.00	Follow up on outstanding items
03/27/14	29000903	18003	Michael Kennedy	0.60	325	195.00	325	195.00	Returned voicemails on the Monitor's Hotline
03/27/14	29000903	14800	Paul Behop	3.80	830	3,154.00	765	2,907.00	Call with iRosa regarding outstanding issues and other matters. Update email to PwC and Horton Rose. Review of document. Emails regarding Ampt realization. Call with McCarthy regarding Allen Vanguard. Call with Monitor's counsel regarding same. Conference call with professionals regarding Allen Vanguard. Draft report.

GrowthWorks CCAA (436440.0003)
September 15, 2013 to April 30, 2014

Date	Invoice #	TK#	Name	Qty.	Amount	Narrative
1/15/14	29000838	14800	Paul Bishop	1	3,663.73	Miscellaneous Expenses - The Globe and Mail Notice to Claimants
11/22/13	29000793	14800	Paul Bishop	1	10,725.89	Miscellaneous Expenses - Dow Jones & Company Newspaper Ad - GrowthWorks: Acct#500082593 / Order #0000049091
11/20/13	29000793	14800	Paul Bishop	1	3,670.73	Miscellaneous Expenses - The Globe and Mail notice for GrowthWorks CCAA
10/07/13	29000749	14800	Paul Bishop	1	3,420.37	Miscellaneous Expenses - The Globe and Mail Newspaper Ad - GrowthWorks Canadian
10/09/13	29000768	14800	Paul Bishop	1	8.85	Taxi - Paul Bishop, FTI Office - Court. Attending Court.
TOTAL (CA)				5	\$ 21,489.57	

Appendix "C"

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF GROWTHWORKS CANADIAN FUND LTD.**

**AFFIDAVIT OF MARC WASSERMAN
SWORN MAY 8, 2014**

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**"), solicitors to FTI Consulting Canada Inc. ("**FTI**") in its capacity as monitor (the "**Monitor**") of GrowthWorks Canadian Fund Ltd. (the "**Fund**"). I am the partner responsible for the services rendered to the Monitor discussed herein. Accordingly, I have knowledge of matters hereinafter deposed to.
2. Attached hereto collectively as **Exhibit "A"** are redacted copies of the Statements of Account of Osler in respect of services rendered to FTI in respect of the within proceedings for the period ending April 30, 2014. During the period from September 27, 2013 to April 30, 2014 (the "**Billing Period**"), the total fees billed by Osler were \$306,980.00, plus disbursements of \$3,639.79 and applicable taxes of \$40,374.73, for an aggregate amount of \$350,994.52.


3. As set out in the following table, 564.6 hours were incurred by Osler personnel during the Billing Period, resulting in an average hourly rate of \$668.40 (exclusive of applicable taxes):

Name	Total Hours	Hourly Rate (\$)
Shelley Obal	4.3	870
Shahir Guindi	2	845
Kimberley Wharram – November 22, 2013 to December 28, 2013	3.5	870
Kimberley Wharram – February 10, 2014 to February 28, 2014	2.4	890
Marc Wasserman – September 27, 2013 to December 20, 2013	148.6	720
Marc Wasserman – January 3, 2014 to April 8, 2014	46.6	740
Jeremy Dacks	15.6	740
Michael De Lellis	25	640
Caitlin Fell – September 27, 2013 to December 28, 2013	184.5	400
Caitlin Fell – January 3, 2014 to April 29, 2014	119.9	425
Paraprofessionals	12.2	212.34

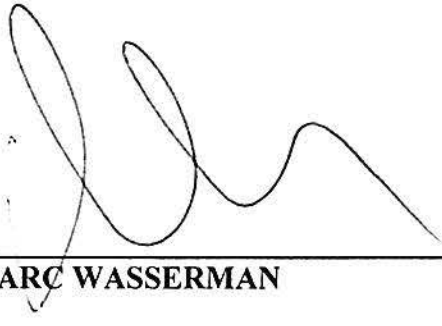
4. The activities detailed in the statements of account attached as Exhibit “A” accurately reflect the services provided by Osler (the “**Osler Accounts**”) and the rates charged are the standard hourly rates of those individuals at the firm at the time they were incurred.
5. Osler has been paid in full in respect of the fees and disbursements (and applicable taxes) of the Osler Accounts.

6. 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
8th day of May, 2014.




Commissioner for taking affidavits, etc.



MARC WASSERMAN

This is **Exhibit "A"** to the
Affidavit of Marc Wasserman
sworn before me, this 8th day of
May, 2014.



A Commissioner for taking Affidavits, etc.

EXHIBIT "A"

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

FII Consulting Canada Inc.
TD Waterhouse Tower, 79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8
CANADA

Invoice No.: 11591991
Date: October 25, 2013
Client No.: 223352

GST/HST No.: 121983217 RT0001

Attention: Paul Bishop

Contact: Marc Wasserman
Direct Dial: (416) 862-4908
E-mail: MWasserman@Osler.com

For period ended October 18, 2013 rendered for Monitor of GrowthWorks Canadian Fund Ltd.
(Formerly Project Labour) (F#1145565).

OUR FEE HEREIN	44,472.50
REIMBURSABLE EXPENSES	927.81
HST @ 13%	5,902.04
TOTAL (CAD):	51,302.35

PAYMENT DUE ON OR BEFORE NOVEMBER 24, 2013



We are committed to protecting the environment. Please provide your email address to payments@osler.com to receive invoices and reminder statements electronically.



REMITTANCE ADVICE

Canadian Dollar EFT and Wire Payments:

TD Canada Trust
180 TD Square, 317 - 7th Avenue S.W.
Calgary, Alberta T2P 2Y9
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.: 11591991
Client No.: 223352
Amount: 51,302.35 CAD

Email payment details to 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>			
Shahir Guindi	2.00	845	1,690.00
Shelley W. Obal	3.80	870	3,306.00
Marc Wasserman	31.80	720	22,896.00
<u>ASSOCIATE</u>			
Caitlin Fell	35.80	400	14,320.00
<u>PARAPROFESSIONALS</u>			
	10.20		2,260.50
TOTAL FEES (CAD):	77.90		44,472.50

FEE DETAIL

DATE	NAME	DESCRIPTION	HRS
Sep-27-13	Caitlin Fell	Reviewing draft initial order; discussions with M. Wasserman; conference call regarding initial order.	0.80
Sep-27-13	Marc Wasserman	Reviewing draft proposed initial order; discussions with P. Bishop, K. McElcheran and H. Meredith regarding same.	1.00
Sep-28-13	Caitlin Fell	Reviewing and commenting on affidavit and initial order; email correspondence with M. Wasserman regarding same.	2.60
Sep-29-13	Caitlin Fell	Further revisions to affidavit; email correspondence with P. Bishop and H. Meredith.	1.40
Sep-30-13	Caitlin Fell	Reviewing latest affidavit and order; discussions with M. Wasserman regarding same; telephone conversation with K. McElcheran regarding preparations for court; reviewing consent; corresponding with H. Meredith regarding 10(2).	2.70
Sep-30-13	Marc Wasserman	Various discussions regarding draft filing materials for CCAA application; reviewing same; engaged in multiple discussions with K. McElcheran and P. Bishop regarding same; discussions with C. Fell with respect thereto; preparation for court.	3.50
Oct-01-13	Caitlin Fell	Preparations for court; various telephone conversations with K. McElcheran and P. Bishop; revising order; attending court; telephone call with company and FTI regarding ongoing process.	3.10
Oct-01-13	Marc Wasserman	Attending court with respect to initial order; engaged in conference call with respect to ongoing matters and status of filing platform.	3.00

Oct-02-13	Caitlin Fell	Reviewing advertisement as required by initial order and providing comments thereon.	0.30
Oct-02-13	Marc Wasserman	Engaged in discussions with P. Bishop regarding notices; reviewing same; providing comments thereon; discussions with C. Fell regarding same.	1.00
Oct-03-13	Marc Wasserman	Engaged in various email correspondence with respect to ongoing matters; discussions with P. Bishop regarding same; reviewing documentation in respect of creditor claims and other issues regarding same.	0.70
Oct-04-13	Caitlin Fell	Drafting first report for GrowthWorks; conference call with FTI regarding manager.	1.40
Oct-04-13	Marc Wasserman	Reviewing various email correspondence from client regarding newspaper ads and notice to creditors and shareholders; providing comments thereon; engaged in conference call with P. Bishop, J. Porepa and C. Fell regarding same; discussions with C. Ramsay and reporting to P. Bishop in respect thereof.	1.50
Oct-05-13	Caitlin Fell	Continuing to draft first report.	0.70
Oct-07-13	Caitlin Fell	Telephone call regarding manager; revising first report based on comments from P. Bishop and J. Porepa; telephone call with J. Porepa; telephone call with K. McElcheran.	2.80
Oct-07-13	Marc Wasserman	Engaged in update call and discussions with J. Porepa, P. Bishop and K. McElcheran regarding same.	1.30
Oct-08-13	Caitlin Fell	Finalizing first report; telephone call with K. McElcheran regarding report; various calls with P. Bishop and M. Wasserman.	3.30
Oct-08-13	Marc Wasserman	Engaged in discussions with C. Ramsay; email correspondence with respect thereto; various discussions with P. Bishop and K. McElcheran regarding same and conduct of manager in respect to transition services; reviewing report provided by manager with respect thereto.	1.50
Oct-08-13	Marc Wasserman	Various email correspondence throughout the day with respect to manager issues; discussions with C. Fell and P. Bishop regarding same and regarding status of proceeding; reviewing draft Report and providing comments thereon; discussions with C. Fell regarding same; engaged in discussions with C. Ramsay; email correspondence with respect thereto; various discussions with P. Bishop and K. McElcheran regarding same and conduct of manager in respect to transition services; reviewing report provided by manager with respect thereto.	3.10
Oct-09-13	Caitlin Fell	Attending court; conference call with company and monitor regarding issues with manager.	3.10

Oct-09-13	Marc Wasserman	Attending court for motion with respect to manager transition issues; attending meeting with manager and fund and counsel following court to deal with transition issues; engaged in discussions with P. Bishop regarding same; attending conference call with respect to update in respect thereto and various email correspondence regarding same.	5.10
Oct-10-13	Caitlin Fell	Reviewing participation agreement and security agreement for security review; order searches; emailing S. Guindi regarding management agreement; reviewing email from and commenting to manager.	3.50
Oct-10-13	Shahir Guindi	Reviewing documents and strategy for next steps.	0.50
Oct-10-13	Julie Verconich	Receiving instructions from C. Fell; emails with E. Williams ordering corporate history; receiving and reviewing corporate history; ordering Ontario PPSA searches.	1.00
Oct-10-13	Marc Wasserman	Email correspondence with respect to transition issues; discussions with P. Bishop regarding same; discussions with P. Bishop regarding proposed sale process; discussions with C. Fell regarding security review; engaged in conference call with McCarthys and FTI regarding same.	1.50
Oct-10-13	Corporate Searches by Eugene L. Williams	Receiving instructions from C. Fell; conducting a corporate history, Executions, Bank Act and Insolvency search against GrowthWorks Canadian Fund Ltd.; obtaining a certificate of status against same and reporting thereon.	
Oct-11-13	Caitlin Fell	Discussions with M. Wasserman and S. Obal regarding security review and issues.	1.50
Oct-11-13	Shahir Guindi	Reviewing documents received and participating in conference call regarding same.	1.50
Oct-11-13	Julie Verconich	Receiving and reviewing Ontario PPSA searches; ordering e-summaries; receiving and reviewing non PPSA searches; preparing non PPSA summary; emails with C. Fell regarding file.	2.00
Oct-11-13	Marc Wasserman	Engaged in email correspondence with respect to transition services; discussions with P. Bishop regarding same; engaged in conference call with McCarthys and Bennett Jones with respect thereto.	2.10
Oct-11-13	Corporate Searches by Eugene L. Williams	Receiving instructions from J. Verconich; conducting a limited partnership name search against Chartwell Master Care LP and reporting thereon.	
Oct-13-13	Marc Wasserman	Email correspondence with respect to transition services with Manager; email correspondence with P. Bishop regarding same.	0.50

Oct-15-13	Caitlin Fell	Attending weekly conference call with company counsel, Osler and FTI Consulting Canada Inc.; drafting security opinion; reviewing financial statements.	2.60
Oct-15-13	Shelley W. Obal	Reviewing participation agreement, general security agreement and financial statements; considering debt characterization issues; various discussions with M. Wasserman and C. Fell regarding same.	3.50
Oct-15-13	Marc Wasserman	Engaged throughout the day in email correspondence with respect to transition services and other matters; attending update call; various discussions with P. Bishop regarding same; engaged in discussions with C. Fell and S. Obal regarding security review and issues in respect thereof.	2.00
Oct-15-13	Corporate Searches by Eugene L. Williams	Receiving instructions from A. Kashefi; obtaining a certificate of status for Calloway GP Inc., Calloway LP II Inc., Calloway GP III Inc., Calloway Real Estate Investment Trust Inc. and Calloway Financial Inc.; conducting a limited partnership search against Calloway Limited Partnership, Calloway Limited Partnership II and Calloway Limited Partnership III and reporting thereon.	
Oct-16-13	Caitlin Fell	Various emails regarding manager transition services; continuing security opinion.	1.70
Oct-16-13	Shelley W. Obal	Discussion with C. Fell regarding participation agreement characterization.	0.30
Oct-16-13	Julie Verconich	Preparing Ontario PPSA e-summaries; emails with C. Fell forwarding same.	1.50
Oct-16-13	Marc Wasserman	Discussions with T. Reyes regarding status of CCAA proceedings; email correspondence with P. Bishop regarding same; engaged in various email correspondence with respect to transition services and other matters.	1.00
Oct-17-13	Caitlin Fell	Continuing drafting of security opinion; reviewing PPSA searches.	2.10
Oct-17-13	Marc Wasserman	Attending to various email correspondence with respect to transition services; discussions with P. Bishop regarding same.	1.50
Oct-18-13	Caitlin Fell	Telephone calls with Roseway and counsel regarding update and discussions on issue; revise security review; discussions with M. Wasserman.	2.20
Oct-18-13	Marc Wasserman	Attending update call with Roseway and it's advisers; engaged in multiple email correspondence with respect to transition services; discussions with P. Bishop regarding same.	1.50
TOTAL HOURS:			77.90

EXPENSE SUMMARY

DESCRIPTION	AMOUNT
<u>EXPENSES - TAXABLE</u>	
Printing Costs	203.70
Telecommunications - External	54.09
Agent's Fees & Expenses	228.00
OnCorp Fees for Searches/Certificates/Filings	376.02
Title-Related Searches-Toronto	66.00
TOTAL (CAD):	927.81

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OSLER

FII Consulting Canada Inc.
TD Waterhouse Tower, 79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8
CANADA

Invoice No.: 11600072
Date: November 5, 2013
Client No.: 223352

GST/HST No.: 121983217 RT0001

Contact: Marc Wasserman
Direct Dial: (416) 862-4908
E-mail: MWasserman@Osler.com

Attention: Paul Bishop

For professional services rendered for Monitor of GrowthWorks Canadian Fund Ltd. (Formerly Project Labour) (F#1145565).

Reference: "for the period ended November 1, 2013."

OUR FEE HEREIN	32,515.00
REIMBURSABLE EXPENSES *	392.95
HST @ 13%	4,272.18
TOTAL (CAD):	37,180.13

* Includes non-taxable expenses of 45.00 CAD

PAYMENT DUE ON OR BEFORE DECEMBER 5, 2013



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180 TD Square, 317 - 7th Avenue S.W.
Calgary, Alberta T2P 2Y9
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.: 11600072
Client No.: 223352
Amount: 37,180.13 CAD

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FEE SUMMARY

NAME	HRS	RATE	FEES
<u>PARTNER</u>			
Shelley W. Obal	0.50	870	435.00
Marc Wasserman	23.00	720	16,560.00
<u>ASSOCIATE</u>			
Caitlin Fell	38.80	400	15,520.00
TOTAL FEES (CAD):	62.30		32,515.00

FEE DETAIL

DATE	NAME	DESCRIPTION	HRS
Oct-21-13	Caitlin Fell	Finalizing opinion; discussions with S. Obal; reviewing case law on debt/equity instruments and subordination by virtue of S. 139 of the BIA "Silent Partner Subordination".	2.40
Oct-21-13	Shelley W. Obal	Preparing rider on Participation Agreement for security review; discussion with C. Fell regarding same.	0.50
Oct-21-13	Marc Wasserman	Engaged in discussions with P. Bishop; meeting with K. McElcheran and P. Bishop regarding status of transition services and potential for assistance with director mandates; various email correspondence with respect thereto; discussions with P. Bishop regarding update of meeting on director issues of portfolio companies and discussions regarding agenda for update calls.	1.90
Oct-22-13	Caitlin Fell	Reviewing and drafting security review opinion; drafting contact list for distribution; drafting report of the monitor; attending status call update.	3.10
Oct-22-13	Marc Wasserman	Attending update call and call on timeline; engaged in various email correspondence and discussions with P. Bishop regarding same.	1.70
Oct-23-13	Caitlin Fell	Reviewing order and transition security agreement; drafting report of the Monitor; discussions with M. Wasserman; commenting on Motion materials; meeting with Fund counsel, CCC and Monitor regarding sales process; reviewing TSX and CIBCA for shareholder meeting.	6.40
Oct-23-13	Marc Wasserman	Engaged in email correspondence with respect to critical transition services agreement; reviewing same and providing comments thereon; engaged in discussions with P. Bishop regarding same; attending meeting with respect to SISP timeline and potential merger agreement with I. Ross, B. Rogers, K. McElcheran, J. Grant and P. Bishop.	3.10

Oct-24-13	Caitlin Fell	Drafting Second Report; reviewing Ambit and BTI Share Transfer Agreements; commenting on transaction services agreement; reviewing motion materials of company; drafting report to the Monitor; status call with Roseway.	5.80
Oct-24-13	Marc Wasserman	Attending various discussions and conference calls throughout the day regarding transition services agreement; reviewing same; reviewing filing materials from Fund in respect to stay extension; brief review of report and instructions to C. Fell regarding same; reviewing security opinion and providing comments to C. Fell.	3.70
Oct-25-13	Caitlin Fell	Emails to FTI Consulting Canada Inc. regarding report; meeting with M. Wasserman regarding revisions; telephone call with J. Grant regarding Ambit shares; telephone call with T. Reyes.	5.10
Oct-25-13	Marc Wasserman	Reviewing and providing comments on draft report; discussing same with C. Fell; engaged in multiple discussions with P. Bishop regarding same; engaged in discussion with T. Reyes regarding email correspondence with respect to draft order; reviewing same and commenting on same; dealing with issues regarding payment in kind with respect to Ambit and other shares.	2.00
Oct-26-13	Caitlin Fell	Amending report based on comments from J. Grant and H. Meredith and FTI; emails to M. Wassermann, FTI and McCarthy's regarding same; emails to T. Reyes regarding second report and emails to McCarthy's regarding Ambit and FTI shares .	3.50
Oct-26-13	Marc Wasserman	Discussions with C. Fell regarding monitor report; engaged in email correspondence with respect thereto; discussions with P. Bishop and K. McElcheran.	1.00
Oct-27-13	Caitlin Fell	Further changes to report based on comments from PricewaterhouseCoopers; various emails to McCarthys.	0.80
Oct-27-13	Marc Wasserman	Conference call with T. Reyes and K. McElcheran regarding upcoming motion and order in respect thereof.	0.30
Oct-28-13	Caitlin Fell	Finalizing report, serving and filing; conference call with working group and review and comment on Non-Disclosure Agreement.	3.20
Oct-28-13	Marc Wasserman	Finalization of report; engaged in status call; multiple email correspondence with respect to same; reviewing Non-Disclosure Agreement for potential merger transaction and discussions with P. Bishop and C. Fell regarding same.	2.30
Oct-29-13	Caitlin Fell	Attending court.	2.30
Oct-29-13	Marc Wasserman	Preparing for court and attending same; discussions with P. Bishop regarding same.	3.00

Oct-30-13	Caitlin Fell	Reviewing Non-Disclosure Agreement with ██████████; reviewing Non-Disclosure Agreement to proposed purchasers and lenders; various emails with K. McElcheran regarding SISP process.	1.50
Oct-30-13	Marc Wasserman	Email correspondence with respect to matters regarding transition matters; dealing with security review; providing security review issues; discussions with C. Fell regarding outstanding matters.	1.50
Oct-31-13	Caitlin Fell	Revisions on Purchaser/Lender Non-Disclosure Agreement; telephone call with FTI Consulting, Osler and Roseway IPWC; emails to K. McElcheran; telephone call with Cavanagh; telephone call with J. Porepa.	1.90
Oct-31-13	Marc Wasserman	Engaged in discussions with respect to Allan Vanguard matters; engaged in discussions with P. Bishop regarding outstanding issues.	2.50
Nov-01-13	Caitlin Fell	Telephone calls with P. Bishop, J. Porepa and M. Wasserman regarding status update; reviewing Non-Disclosure Agreements from McCarthy's regarding purchasers and lenders; emails regarding security opinion; discussions with J. Grant regarding Non-Disclosure Agreement with portfolio companies for disclosure in SISP and to Roseway; reviewing Participation Agreement regarding rights respect to same.	2.80
TOTAL HOURS:			62.30

EXPENSE SUMMARY

DESCRIPTION	AMOUNT
<u>EXPENSES - TAXABLE</u>	
Certificate Document	10.00
On-line Database Services	24.00
Printing Costs	313.95
<u>EXPENSES - NON-TAXABLE</u>	
Filing Fees	45.00
TOTAL (CAD):	392.95

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OSLER

FTI Consulting Canada Inc.
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Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8
CANADA

Invoice No.: 11602675
Date: November 20, 2013
Client No.: 223352

GST/HST No.: 121983217 RT0001

Attention: Paul Bishop

Contact: Marc Wasserman
Direct Dial: (416) 862-4908
E-mail: MWasserman@Osler.com

For period ended November 15, 2013 rendered for Monitor of GrowthWorks Canadian Fund Ltd.
(Formerly Project Labour) (F#1145565).

OUR FEE HEREIN	34,616.00
REIMBURSABLE EXPENSES	170.50
HST @ 13%	4,522.25
TOTAL (CAD):	39,308.75

PAYMENT DUE ON OR BEFORE DECEMBER 20, 2013



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180 TD Square, 317 – 7th Avenue S.W.
Calgary, Alberta T2P 2Y9
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.: 11602675
Client No.: 223352
Amount: 39,308.75 CAD

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

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FEE SUMMARY

NAME	HRS	RATE	FEES
<u>PARTNER</u>			
Marc Wasserman	26.30	720	18,936.00
<u>ASSOCIATE</u>			
Caitlin Fell	39.20	400	15,680.00
TOTAL FEES (CAD):	65.50		34,616.00

FEE DETAIL

DATE	NAME	DESCRIPTION	HRS
Nov-01-13	Marc Wasserman	Meeting with Lenczner, Cavanaugh and McCarthys regarding Allen Vanguard motion; engaged in multiple discussions with P. Bishop regarding status of proceedings and other matters; engaged in various email correspondence with respect thereto.	4.10
Nov-04-13	Caitlin Fell	Reviewing press release; various emails regarding Ambit shares.	0.40
Nov-04-13	Marc Wasserman	Email correspondence with P. Bishop regarding Allen Vanguard and other matters; telephone calls regarding same.	0.70
Nov-05-13	Caitlin Fell	Telephone calls with J. Porepa; various email exchanges regarding same.	0.70
Nov-05-13	Marc Wasserman	Attending update call and engaged in multiple discussions with P. Bishop regarding same; email correspondence from P. Bishop regarding B. Thornton's enquiries and responding thereto.	1.50
Nov-06-13	Caitlin Fell	Telephone call with M. Wasserman and P. Bishop; meeting with Company, counsel, FTI Consulting, CCC and Osler regarding sales process.	2.60
Nov-06-13	Marc Wasserman	Attending meeting at McCarthys regarding SISF; engaged in multiple discussions with P. Bishop, C. Fell and J. Porepa regarding same; attending call with potential merger partner regarding status of documentation.	3.60
Nov-07-13	Caitlin Fell	Telephone call with Roseway; reviewing confidential information memorandum.	0.80
Nov-07-13	Marc Wasserman	Attending update call with Roseway; various email correspondence throughout the day regarding same.	1.00

Nov-08-13	Caitlin Fell	Reviewing and commenting on teaser, confidential information memorandum; commenting on and reviewing SISP; discussions with H. Meredith regarding SISP and court time for motion.	3.10
Nov-08-13	Marc Wasserman	Engaged in multiple email correspondence with respect to status of potential merger documentation and other outstanding matters.	0.70
Nov-10-13	Caitlin Fell	Telephone calls regarding the sales and investment process; revisions and comments regarding same; correspondence with McCarthys, FTI Consulting Canada Inc. and M. Wasserman.	0.90
Nov-10-13	Marc Wasserman	Discussions regarding SISP with McCarthys and FTI.	0.50
Nov-11-13	Caitlin Fell	Telephone calls regarding Allen Vanguard; calls with GrowthWorks regarding same; telephone calls with Lenczner Slaght regarding timetable of litigation; revising SISP; telephone call with P. Bishop and M. Wasserman; telephone call with H. Meredith regarding changes to SISP.	3.40
Nov-11-13	Marc Wasserman	Attending update call and discussions regarding Allen Vanguard motion; engaged in multiple discussions with E. Lederman regarding same; discussions with P. Bishop regarding same; email correspondence with respect thereto; engaged in various discussions with respect to SISP and ongoing matters.	2.70
Nov-12-13	Caitlin Fell	Drafting third report of the monitor; attending court regarding 9:30 a.m. scheduling regarding Allen Vanguard; telephone calls with P. Bishop and J. Porepa regarding court hearing and contents of third report; telephone calls with CCC Investment regarding SISP; telephone calls with K. McElcheran regarding transition services.	7.50
Nov-12-13	Marc Wasserman	Attending court regarding Allen Vanguard matters; engaged in multiple discussions with respect thereto; engaged in discussions with respect to proposed SISP and comments in respect thereof; reviewing draft SISP; discussions with T. Reyes regarding same; providing comments to K. McElcheran; reviewing draft motion materials in respect of same.	4.50
Nov-13-13	Caitlin Fell	Drafting third report; conference call regarding status update with the company, CCC Investment, FTI and Osler; telephone call with P. Bishop and J. Porepa regarding report; telephone conversations with J. Porepa; comments regarding GrowthWorks materials.	8.80
Nov-13-13	Marc Wasserman	Reviewing GrowthWorks court materials and SISP; discussions with C. Fell regarding same; engaged in multiple discussions regarding Allen Vanguard matters; engaged in discussions regarding Master McLeod's endorsement.	3.00

Nov-14-13	Caitlin Fell	Conference call with Roseway, PwC and Norton Rose regarding status update; engaged in revisions to third report; discussing same with M. Wasserman and incorporating revisions from FTL; calls with McCarthy and Norton Rose regarding SISP timeline; revisions regarding same.	6.10
Nov-14-13	Marc Wasserman	Reviewing report and providing comments thereon; discussions with C. Fell and J. Porepa regarding same; engaged in discussions with H. Meredith regarding SISP time line; discussions with T. Reyes regarding same; attending update call with Roseway; engaged in multiple discussions with P. Bishop regarding same.	4.00
Nov-15-13	Caitlin Fell	Revising Monitor's third report based on comments from FTL, McCarthy and CCC; preparing appendices to report; filing and serving report; drafting affidavit of service.	4.90
TOTAL HOURS:			65.50

EXPENSE SUMMARY

DESCRIPTION	AMOUNT
<u>EXPENSES - TAXABLE</u>	
Courier Expenses	15.70
Printing Costs	154.80
TOTAL (CAD):	170.50

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FTI Consulting Canada Inc.
TD Waterhouse Tower, 79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8
CANADA

Invoice No.: 11609345
Date: December 16, 2013
Client No.: 223352
GST/HST No.: 121983217 RT0001

Attention: Paul Bishop

Contact: Marc Wasserman
Direct Dial: (416) 862-4908
E-mail: MWasserman@Osler.com

For professional services rendered for Monitor of GrowthWorks Canadian Fund Ltd. (Formerly Project Labour) (F#1145565).

OUR FEE HEREIN	35,336.00
REIMBURSABLE EXPENSES	547.74
HST @ 13%	4,664.89
TOTAL (CAD):	40,548.63

PAYMENT DUE ON OR BEFORE JANUARY 15, 2014



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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.: 11609345
Client No.: 223352
Amount: 40,548.63 CAD

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FEE SUMMARY

NAME	HRS	RATE	FEES
<u>PARTNER</u>			
Marc Wasserman	29.20	720	21,024.00
Kimberley Wharram	1.60	870	1,392.00
<u>ASSOCIATE</u>			
Caitlin Fell	32.30	400	12,920.00
TOTAL FEES (CAD):	63.10		35,336.00

FEE DETAIL

DATE	NAME	DESCRIPTION	HRS
Nov-15-13	Marc Wasserman	Engaged in email correspondence and discussions with C. Fell regarding service of Third Report of the Monitor and comments with respect thereto; reviewing draft order served by McCarthys.	1.50
Nov-17-13	Caitlin Fell	Reviewing and commenting on four non-disclosure agreement mark-ups by purchaser.	1.30
Nov-17-13	Marc Wasserman	Email correspondence from C. Fell regarding non-disclosure agreements; discussions with C. Fell regarding same.	0.70
Nov-18-13	Caitlin Fell	Attending court regarding SISP approval motion; reviewing mark-ups of non-disclosure agreements; telephone calls with J. Bishop and N. Geary regarding non-disclosure agreements; reviewing press release regarding SISP.	4.10
Nov-18-13	Marc Wasserman	Preparing for motion for approval of SISP; attending court regarding same; email correspondence regarding ad for SISP and Allen Vanguard matters.	4.50
Nov-19-13	Caitlin Fell	Conference status call with FTI Consulting, Osler, Company, CCC Investment Banking and McCarthy's; reviewing non-disclosure agreement mark-ups and providing comments; reviewing press release.	1.50
Nov-19-13	Marc Wasserman	Attending update call; discussions with J. Grant and K. McElcheran regarding the dispute with Roseway regarding the escrow funds; discussions with P. Bishop regarding same; attending meeting with Norton Rose and PwC regarding disputed trust funds in respect of follow-on investment in ██████████; discussions with K. McElcheran regarding same; engaged in various email correspondence with respect thereto.	5.10

Nov-20-13	Caitlin Fell	Drafting letter to E. Lederman regarding motion scheduling; various emails regarding schedule; revisions to letter.	0.80
Nov-20-13	Marc Wasserman	Reviewing email correspondence from Lenczner Slaght regarding Allen Vanguard litigation; engaged in multiple discussions with P. Bishop and K. McElcheran regarding same; preparing draft letter responding thereto; reviewing various correspondence with respect thereto; engaged in discussions with P. Bishop regarding status of SISP; email correspondence with respect thereto.	4.10
Nov-21-13	Caitlin Fell	Telephone call with Roseway regarding status hearing.	0.50
Nov-21-13	Marc Wasserman	Finalization of letter to E. Lederman in response to scheduling matters; discussions with K. McElcheran regarding outstanding matters in respect of SISP; reviewing documentation regarding same; discussions with C. Fell with respect to non-disclosure agreement matters; discussions with P. Bishop regarding same; attending update call with Roseway and engaged in various discussions with P. Bishop regarding same.	2.50
Nov-22-13	Caitlin Fell	Drafting report of the monitor; emailing with H. Meredith regarding RBC security; telephone calls with P. Bishop; reviewing affidavit and notice of motion of Roseway; telephone call and emails to T. Reyes regarding monitor comments to Roseway motion.	3.30
Nov-22-13	Marc Wasserman	Reviewing documentation with respect to distribution motion; discussions with T. Reyes regarding same; email correspondence regarding director fees and form of agreements with J. Grant; discussions with C. Fell regarding same; engaged in reviewing email correspondence with respect to RBC security registration.	1.50
Nov-22-13	Kimberley Wharram	Discussing tax issues relating to GrowthWorks restructuring with M. Wasserman; drafting correspondence on same.	0.30
Nov-24-13	Caitlin Fell	Drafting fourth report of the Monitor.	1.50
Nov-25-13	Caitlin Fell	Continuing to draft Fourth Report; reviewing non-disclosure agreements and comments thereto; emailing and telephone conversations with T. Reyes regarding order; telephone call with H. Meredith regarding order; telephone conversations with N. Geary regarding non-disclosure agreements.	4.10
Nov-25-13	Marc Wasserman	Email correspondence regarding SISP; discussions with C. Fell regarding outstanding matters.	0.90
Nov-26-13	Caitlin Fell	Reviewing amended Roseway order; attending on status call; reviewing and commenting on non-disclosure agreement; amending and revising report; emails to P. Bishop; further revisions based on FTI comments; serving and filing report; discussions with T. Reyes; putting together appendices.	4.20

Nov-26-13	Marc Wasserman	Attending update call; reviewing email correspondence in respect of SISP and other matters; reviewing draft Fourth Report and providing comments thereon.	2.20
Nov-27-13	Caitlin Fell	Status call with Roseway; reviewing and commenting on non-disclosure agreements; telephone conversations with N. Geary regarding same; preparing for motion.	1.80
Nov-27-13	Marc Wasserman	Email from E. Lederman regarding 9:30 appointment; discussions with P. Bishop and K. McElcheran regarding same; email correspondence with respect thereto; discussions regarding merger agreement; engaged in discussions with C. Fell regarding non-disclosure agreement and other matters.	2.70
Nov-27-13	Kimberley Wharram	Reviewing tax issues relating to proposed merger.	0.60
Nov-28-13	Caitlin Fell	Preparing for motion; attending distribution motion; conversations with E. Lederman; emails with CCC Investment regarding non-disclosure agreement; telephone calls with CCC Investment regarding non-disclosure agreements signed emails to PricewaterhouseCoopers.	3.80
Nov-28-13	Marc Wasserman	Preparing for and attending motion with respect to distribution and scheduling matters; engaged in discussions regarding same; engaged in discussions with E. Lederman and counsel to the Fund regarding Allen Vanguard litigation.	3.50
Nov-28-13	Kimberley Wharram	Reviewing tax issues relating to proposed merger; discussing same with F. Ahmed.	0.70
Nov-29-13	Caitlin Fell	Reviewing non-disclosure agreement and providing comments to McCarthys; reviewing and commenting on press releases; conversation with N. Geary regarding non-disclosure agreements.	1.90
Nov-30-13	Caitlin Fell	Reviewing and commenting on Confidential Package Agreement reviewing and commenting on non-disclosure agreements.	3.50
TOTAL HOURS:			63.10

EXPENSE SUMMARY

DESCRIPTION	AMOUNT
<u>EXPENSES - TAXABLE</u>	
Bank Act Fees	88.68
Corporate Search Charges	48.00
Courier Expenses	23.56
Printing Costs	273.00
Telecommunications - External	49.50
Agent's Fees & Expenses	65.00
TOTAL (CAD):	547.74

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OSLER

FTI Consulting Canada Inc.
TD Waterhouse Tower, 79 Wellington Street West
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Toronto, ON M5K 1G8
CANADA

Invoice No.: 11620150
Date: January 17, 2014
Client No.: 223352
GST/HST No.: 121983217 RT0001

Attention: Paul Bishop

Contact: Marc Wasserman
Direct Dial: (416) 862-4908
E-mail: MWasserman@Osler.com

For professional services rendered for Monitor of GrowthWorks Canadian Fund Ltd. (Formerly Project Labour) (F#1145565).

OUR FEE HEREIN	60,589.00
REIMBURSABLE EXPENSES	610.33
HST @ 13%	7,955.91
TOTAL (CAD):	69,155.24

PAYMENT DUE ON OR BEFORE FEBRUARY 16, 2014



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Cheque Payments:

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

Invoice No.: 11620150
Client No.: 223352
Amount: 69,155.24 CAD

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

Please return remittance advice(s) with cheque.

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FEE SUMMARY

NAME	HRS	RATE	FEES
<u>PARTNER</u>			
Michael De Lellis	25.00	640	16,000.00
Marc Wasserman	38.30	720	27,576.00
Kimberley Wharram	1.90	870	1,653.00
<u>ASSOCIATE</u>			
Caitlin Fell	38.40	400	15,360.00
TOTAL FEES (CAD):	103.60		60,589.00

FEE DETAIL

DATE	NAME	DESCRIPTION	HRS
Dec-01-13	Caitlin Fell	Continue to review and mark up potential merger deal agreement.	1.90
Dec-02-13	Caitlin Fell	Emails to K. Wharram and S. Guindi regarding asset purchase agreement with Carrington; finalizing comments on potential merger deal agreement; additional review and comments on non-disclosure agreement; emails with J. Grant regarding press release comments.	1.80
Dec-02-13	Marc Wasserman	Email correspondence from K. McElcheran regarding email to E. Lederman; discussions with P. Bishop regarding same; engaged in multiple discussions and conferences with C. Fell regarding same; reviewing draft merger agreement with [REDACTED]	4.00
Dec-03-13	Michael De Lellis	Meeting with M. Wasserman to discuss matter and background to the asset purchase agreement; reviewing the Monitor's First, Second, Third and Fourth Reports; reviewing the affidavit in connection with the Initial Application; reviewing a draft form of asset purchase agreement; considering issues with respect to same and drafting comments and notes with respect to same; reviewing SISP.	7.70
Dec-03-13	Marc Wasserman	Attending Chambers appointment with respect to Allen Vanguard matters; engaged in discussions thereafter; email correspondence from K. McElcheran regarding same; continuing to review merger agreement and discussions with P. Bishop regarding same.	3.10
Dec-04-13	Michael De Lellis	Drafting further comments to the draft form of Asset Purchase Agreement; multiple meetings with M. Wasserman to discuss various strategic issues; meeting with C. Fell to discuss key issues of concern; participating in a conference call with M. Wasserman and J. Grant at McCarthys; drafting on Key Issues List; participating in a meeting with M. Wasserman, C. Fell and J. Grant and E. Ng at McCarthys.	4.70

Dec-04-13	Caitlin Fell	Status call with Company, counsel, monitor and CCC Investment Banking; meeting with J. Grant and E. Ng regarding asset purchase agreement and mechanics thereto; discussion with M. Wasserman and M. De Lellis regarding asset purchase agreement.	3.90
Dec-04-13	Marc Wasserman	Engaged in update call; meeting with J. Grant and E. Ng regarding draft merger agreement; discussions with P. Bishop regarding same.	3.50
Dec-05-13	Michael De Lellis	Reviewing correspondence; responding to inquiries from C. Fell.	0.90
Dec-05-13	Caitlin Fell	Attending on status call with Roseway; consolidating markup of comments from M. De Lellis and M. Wasserman; emails to J. Grant regarding Osler markup; reviewing and commenting on Non-Disclosure Agreement; telephone call with N. Geary regarding Thomas Weisel Non-Disclosure; telephone call with S. Grant regarding comments to Non-Disclosure.	3.30
Dec-05-13	Marc Wasserman	Engaged in conference calls with Roseway and FTI; engaged in various discussions with respect to ██████████ transaction; reviewing documentation and providing comments thereon.	2.70
Dec-06-13	Michael De Lellis	Reviewing correspondence; responding to inquiries from C. Fell.	1.10
Dec-06-13	Caitlin Fell	Telephone call with J. Grant and M. Wasserman regarding ██████████ deal; emails with P. Bishop regarding claims order; reviewing and commenting on claims process order; commenting on press release; reviewing and commenting on Non-Disclosure Agreement; telephone call with N. Geary; emails to CCC Investment regarding Non-Disclosure Agreements; telephone call with H. Meredith regarding claims order; emails regarding ██████████ meeting and going over Asset Purchase Agreement.	5.80
Dec-06-13	Marc Wasserman	Engaged in discussions with respect to ██████████ transaction; reviewing term sheet; discussions with M. De Lellis and C. Fell regarding same; discussions regarding claims procedure order.	1.90
Dec-09-13	Michael De Lellis	Reviewing correspondence; meeting with M. Wasserman and C. Fell to discuss various issues; responding to inquiries from C. Fell; reviewing a revised asset purchase agreement and drafting comments and revisions to same.	4.90
Dec-09-13	Caitlin Fell	Reviewing Asset Purchase Agreement and providing markup; telephone call regarding claims process order; emails to P. Bishop regarding report of the monitor; drafting fifth report of the monitor.	2.60
Dec-09-13	Marc Wasserman	Continue reviewing draft claims procedure order and providing comments thereon; discussions with C. Fell regarding same; engaged in conference call with respect thereto; engaged in discussions regarding ██████████ transaction.	2.50

Dec-10-13	Michael De Lellis	Reviewing correspondence; meeting with M. Wasserman and C. Fell to discuss APA issues and proposed revisions; drafting an APA issues list; drafting revisions and consolidated Osler comments to the form of APA and corresponding with McCarthys with respect to same; meeting with M. Wasserman to discuss strategic issues.	4.60
Dec-10-13	Caitlin Fell	Status call with company; discussions with M. Wasserman and M. De Lellis regarding Asset Purchase Agreement with [REDACTED]; reviewing materials of Fund regarding claims order and providing comments; continue to draft Report of the Monitor; telephone calls regarding Non-Disclosure Agreement negotiations.	5.60
Dec-10-13	Marc Wasserman	Attending case conference with respect to Allen Vanguard action; attending update call; various discussions and meetings with respect to [REDACTED] transaction; discussions with C. Fell regarding claims procedure order; engaged in multiple discussions with K. McElcheran regarding same.	3.00
Dec-11-13	Michael De Lellis	Meeting with C. Fell to discuss issues relating to the SISP timeline and the Asset Purchase Agreement; meeting with M. Wasserman to discuss Asset Purchase Agreement and strategic issues.	1.10
Dec-11-13	Caitlin Fell	Telephone calls with N. Geary regarding Non-Disclosure Agreement with Macquarie; reviewing Non-Disclosure Agreement and providing comments.	0.80
Dec-11-13	Marc Wasserman	Attending meeting at McCarthys regarding [REDACTED] transaction; attending meeting with Covington with respect thereto; engaged in follow-up discussions with P. Bishop regarding same; discussions with C. Fell regarding same.	2.90
Dec-12-13	Caitlin Fell	Reviewing and commenting on two Non-Disclosure Agreement's; telephone call with N. Geary; telephone call with Roseway regarding status update.	1.90
Dec-12-13	Marc Wasserman	Engaged in multiple discussions throughout the day regarding merger transaction and other matters; discussion with J. Porepa regarding same; attending update call with Roseway and Norton Rose regarding same.	2.30
Dec-13-13	Caitlin Fell	[REDACTED] letters of intent; various emails regarding meeting with Roseway.	0.80
Dec-13-13	Marc Wasserman	Discussions with T. Reyes regarding potential for offers; brief review of offers in respect thereof.	1.50
Dec-15-13	Marc Wasserman	Reviewing summary prepared by McCarthys on letters of intent and reviewing letters of intent in respect thereof in preparation for meeting on December 16.	1.90

Dec-16-13	Caitlin Fell	Conference with Company, counsel, FTI, Oslers and CCC Investments regarding phase bids; emails with J. Grant regarding GIC's; reviewing company explanation regarding GIC's.	2.20
Dec-16-13	Marc Wasserman	Attending meeting at McCarthys regarding letters of intent and next steps; engaged in discussions with P. Bishop regarding same.	2.50
Dec-18-13	Caitlin Fell	Meeting with Roseway, Company, McCarthy, FTI Consulting, CCC Investments, PricewaterhouseCooper, Norton Rose and Osler regarding phase two of sale process and next steps.	2.10
Dec-18-13	Marc Wasserman	Attending meeting with Roseway, GrowthWorks, CCC Investment and Norton Rose regarding letters of intent; attending pre-meeting with McCarthys regarding same; engaged in multiple discussions with P. Bishop with respect thereto.	2.50
Dec-19-13	Caitlin Fell	Drafting consent of the monitor; reviewing and commenting on support agreement with portfolio company; email to J. Grant regarding same.	1.60
Dec-19-13	Marc Wasserman	Email regarding matters in respect of upcoming motions; discussions and emails regarding status of sale and investor solicitation process; discussions with C. Fell regarding the digital payment technologies agreement and reviewing same; discussions with P. Bishop regarding same.	2.50
Dec-20-13	Caitlin Fell	Reviewing and commenting on press release regarding SISP and on letter to investee companies from monitor regarding management calls and presentations; various emails with FTI, CCC and M. Wasserman regarding letter; emails to company regarding press release and consent of monitor; reviewing restructuring documents of portfolio company and emails to J. Grant regarding same; emails to K. Wharram.	2.90
Dec-20-13	Marc Wasserman	Email correspondence with respect to the tax indemnity agreement; discussions with C. Fell regarding same; engaged in email correspondence with K. Wharram regarding same.	1.50
Dec-20-13	Kimberley Wharram	Reviewing documents relating to reorganization; drafting correspondence on same.	1.00
Dec-21-13	Kimberley Wharram	Discussing tax issues relating to proposed transactions with J. Morand; drafting correspondence on same.	0.50
Dec-22-13	Caitlin Fell	Emails from K. Wharram; emails to S. Grant regarding tax comments on portfolio documents.	0.50
Dec-26-13	Kimberley Wharram	Reviewing revised documents and correspondence relating to proposed transactions.	0.10

Dec-28-13	Caitlin Fell	Reviewing [REDACTED] documents regarding share exchange; reviewing emails regarding Allen Vanguard; emails to K. Wharram regarding same.	0.70
Dec-28-13	Kimberley Wharram	Reviewing revised documents and correspondence relating to proposed transactions.	0.30
TOTAL HOURS:			103.60

EXPENSE SUMMARY

DESCRIPTION	AMOUNT
<u>EXPENSES - TAXABLE</u>	
Printing Costs	503.85
Telecommunications - External	21.48
Agent's Fees & Expenses	85.00
TOTAL (CAD):	610.33

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OSLER

FTI Consulting Canada Inc.
TD Waterhouse Tower, 79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8
CANADA

Invoice No.: 11629794
Date: February 10, 2014
Client No.: 223352
GST/HST No.: 121983217 RT0001

Attention: Paul Bishop

Contact: Marc Wasserman
Direct Dial: (416) 862-4908
E-mail: MWasserman@Osler.com

For professional services rendered for Monitor of GrowthWorks Canadian Fund Ltd. (Formerly Project Labour) (F#1145565).

OUR FEE HEREIN	26,201.50
REIMBURSABLE EXPENSES	348.96
HST @ 13%	3,451.56
TOTAL (CAD):	30,002.02

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SWIFT Code: TDOMCATTOR

Cheque Payments:
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FINANCE & ACCOUNTING (RECEIPTS)
1 First Canadian Place
PO BOX 50
Toronto, Ontario M5X 1B8
Canada

Invoice No.: 11629794
Client No.: 223352
Amount: 30,002.02 CAD

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cheque.

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FEE SUMMARY

NAME	HRS	RATE	FEES
<u>PARTNER</u>			
Marc Wasserman	19.10	740	14,134.00
<u>ASSOCIATE</u>			
Caitlin Fell	28.20	425	11,985.00
<u>PARAPROFESSIONAL</u>			
Kevin MacEachern	0.50	165	82.50
TOTAL FEES (CAD):	47.80		26,201.50

FEE DETAIL

DATE	NAME	DESCRIPTION	HRS
Jan-03-14	Caitlin Fell	Call regarding Fifth Report of the Monitor.	0.80
Jan-03-14	Marc Wasserman	Attending call regarding report with FTI and C. Fell; discussions with C. Fell regarding same; email correspondence with respect thereto.	0.50
Jan-04-14	Caitlin Fell	Drafting of Fifth Report of the Monitor.	2.10
Jan-05-14	Caitlin Fell	Continuing to prepare draft Fifth Report of the Monitor.	3.80
Jan-06-14	Caitlin Fell	Calls with J. Porepa; emails with CCC Investment; emails with H. Meredith; reviewing Fund's motion materials; revisions to Fifth Report.	2.90
Jan-06-14	Marc Wasserman	Reviewing draft report and providing comments thereon; engaged in multiple discussions with C. Fell regarding same; reviewing draft motion materials and claims procedure order and discussing same with C. Fell.	3.50
Jan-07-14	Caitlin Fell	Further revisions to report based on comments from FTI and McCarthys; status call; discussion with M. Wasserman regarding report; calls with J. Porepa and calls with P. Bishop.	4.10
Jan-07-14	Marc Wasserman	Attending update call; discussions with C. Fell regarding draft claims procedure report and providing comments thereon; engaged in discussions with P. Bishop and J. Porepa regarding same.	2.00
Jan-08-14	Caitlin Fell	Revising and finalizing GrowthWorks report; putting together appendices; serving report; call with Roseway, PwC and FTI; reviewing revised claims procedure materials from H. Meredith.	3.30

Jan-08-14	Kevin MacEachern	Attending at Commercial Court; filing Fifth Report of the Monitor.	0.50
Jan-08-14	Marc Wasserman	Attending call with Roseway; preparation for motion for claims procedure order; discussions with C. Fell regarding outstanding matters.	2.10
Jan-09-14	Caitlin Fell	Preparing materials for court hearing; reading revisions to order proposed by McCarthys; attending court hearing for approval of claims order.	2.90
Jan-09-14	Marc Wasserman	Preparing for and attending on GrowthWorks claim procedure motion; engaged in email correspondence and discussions regarding SISP and other matters in respect of ongoing issues.	3.20
Jan-10-14	Caitlin Fell	Reviewing press release; email to McCarthys regarding same.	0.30
Jan-10-14	Marc Wasserman	Engaged in discussions with C. Fell regarding fee affidavits; engaged in discussions with respect to meeting with Matrix; email correspondence regarding outstanding matters.	2.00
Jan-14-14	Marc Wasserman	Attending update call; email correspondence regarding same and outstanding issues.	1.10
Jan-17-14	Marc Wasserman	Discussions with P. Bishop regarding letter for D. Levi; email correspondence with respect thereto.	0.70
Jan-21-14	Marc Wasserman	Attending update call; engaged in discussions with P. Bishop regarding same.	0.50
Jan-28-14	Caitlin Fell	Status call with Company; comments on press release; reviewing and commenting on asset purchase agreement.	3.80
Jan-28-14	Marc Wasserman	Attending update call; engaged in multiple discussions with P. Bishop regarding same and regarding sales process.	1.00
Jan-30-14	Caitlin Fell	Meeting with Allen-Vanguard and McCarthys to discuss settlement proposal; drafting consent notice of monitor to waive compliance with SISP requirements.	1.10
Jan-30-14	Marc Wasserman	Attending to meeting with Lenczner firm, McCarthys and FTI regarding proposed settlement; discussions regarding same.	1.50
Jan-31-14	Caitlin Fell	Revising consent; calls with K. McElcheran regarding waiving consent to requirement to submit an asset purchase agreement; reading and commenting on factum of the Fund regarding Allen Vanguard; calls with H. Meredith regarding same; discussion with M. Wasserman regarding same; emails to P. Bishop regarding consent; reviewing factum of Allen-Vanguard.	3.10

Jan-31-14	Marc Wasserman	Reviewing draft factum and providing comments thereon; instructing C. Fell regarding same.	1.00
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TOTAL HOURS:			47.80
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EXPENSE SUMMARY

DESCRIPTION	AMOUNT
<u>EXPENSES - TAXABLE</u>	
Printing Costs	182.10
Telecommunications - External	166.86
TOTAL (CAD):	348.96

Osler, Hoskin & Harcourt LLP
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Toronto ON M5X 1B8
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FTI Consulting Canada Inc.
TD Waterhouse Tower, 79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8
CANADA

Invoice No.: 11638619
Date: March 31, 2014
Client No.: 223352

GST/HST No.: 121983217 RT0001

Attention: Paul Bishop

Contact: Marc Wasserman
Direct Dial: (416) 862-4908
E-mail: MWasserman@Osler.com

For professional services rendered for Monitor of GrowthWorks Canadian Fund Ltd. (Formerly Project Labour) (F#1145565).

OUR FEE HEREIN	26,263.00
REIMBURSABLE EXPENSES	160.44
HST @ 13%	3,435.05
TOTAL (CAD):	29,858.49

PAYMENT DUE ON OR BEFORE APRIL 30, 2014



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SWIFT Code: TDOMCATTOR

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FINANCE & ACCOUNTING (RECEIPTS)
1 First Canadian Place
PO BOX 50
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Canada

Invoice No.: 11638619
Client No.: 223352
Amount: 29,858.49 CAD

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FEE SUMMARY

NAME	HRS	RATE	FEES
<u>PARTNER</u>			
Jeremy E. Dacks	9.20	740	6,808.00
Marc Wasserman	14.10	740	10,434.00
Kimberley Wharram	2.40	890	2,136.00
<u>ASSOCIATE</u>			
Caitlin Fell	16.20	425	6,885.00
TOTAL FEES (CAD):	41.90		26,263.00

FEE DETAIL

DATE	NAME	DESCRIPTION	HRS
Feb-03-14	Caitlin Fell	Reviewing submitted Phase II bids; reviewing factums of the Offeree shareholders and of Allen Vanguard.	1.30
Feb-03-14	Marc Wasserman	Email correspondence with respect to purchase agreement; discussions with P. Bishop regarding same; attending update call in respect thereof; engaged in discussions with K. McElcheran regarding outstanding matters.	1.10
Feb-04-14	Caitlin Fell	Status call with GrowthWorks, FTI, Osler and McCarthys regarding bids received; discussion with P. Bishop.	0.90
Feb-04-14	Marc Wasserman	Various email correspondence with respect to Allen Vanguard litigation; reviewing court materials in respect thereof including factums and motion material.	3.10
Feb-06-14	Caitlin Fell	Status call with Roseway; call with P. Bishop and M. Wasserman.	0.80
Feb-06-14	Marc Wasserman	Discussions with P. Bishop regarding upcoming Allen Vanguard motion; email correspondence with respect thereto; discussions with K. McElcheran and P. Bishop regarding same.	1.90
Feb-07-14	Jeremy E. Dacks	Reviewing court documents filed for Allen-Vanguard motion.	1.20
Feb-10-14	Jeremy E. Dacks	Reviewing court materials for tomorrow's motion concerning Allan-Vanguard litigation; discussing same with M. Wasserman and P. Bishop; drafting submissions for tomorrow's court hearing.	2.80
Feb-10-14	Caitlin Fell	Emails with K. Wharram regarding tax recapture for LSIFs; reviewing legislation on same.	1.60

Feb-10-14	Marc Wasserman	Engaged in discussions regarding settlement proposal for Allen-Vanguard matters; discussions with K. McElcheran and P. Bishop regarding same; email correspondence with respect thereto.	1.50
Feb-10-14	Kimberley Wharram	Reviewing tax issues relating to proposed wind-up; drafting correspondence on same.	1.50
Feb-11-14	Jeremy E. Dacks	Preparing for and attending Allan-Vanguard motion before Mr. Justice Brown.	5.20
Feb-11-14	Caitlin Fell	Reviewing slide deck presentation to Roseway and commenting on same; meeting with FTI, CCC and McCarthys regarding presentation to Roseway.	3.50
Feb-11-14	Marc Wasserman	Email correspondence with respect to presentation to Roseway from CCC; discussions with P. Bishop regarding same.	1.50
Feb-12-14	Caitlin Fell	Meeting with Roseway regarding SISP next steps.	2.50
Feb-12-14	Kimberley Wharram	Calling J. Morand regarding potential wind-up.	0.10
Feb-14-14	Caitlin Fell	Conference call regarding next steps.	0.60
Feb-14-14	Marc Wasserman	Discussions with P. Bishop and K. McElcheran regarding email from T. Reyes; reviewing various email correspondence with respect to status of ongoing CCAA proceedings.	0.50
Feb-14-14	Kimberley Wharram	Reviewing tax issues relating to proposed wind-up.	0.30
Feb-17-14	Caitlin Fell	Investigate enhanced monitor powers and draft email to M. Wasserman regarding same and regarding Roseway concessions.	0.80
Feb-18-14	Caitlin Fell	Call with GrowthWorks regarding status update.	0.70
Feb-18-14	Marc Wasserman	Attending to meeting at Norton Rose offices regarding status of ongoing CCAA proceedings; discussions with P. Bishop regarding same.	2.00
Feb-20-14	Marc Wasserman	Engaged in email correspondence and discussions regarding status of CCAA proceedings; various email correspondence with respect thereto.	1.00
Feb-25-14	Marc Wasserman	Attending update call and engaged in multiple discussions with respect thereto; various email correspondence from K. McElcheran regarding estimated budget and Ambit shares and other matters.	1.00
Feb-26-14	Marc Wasserman	Various email correspondence regarding budget and other matters; discussions with P. Bishop regarding same.	0.50

Feb-27-14	Caitlin Fell	Reviewing [REDACTED] documents regarding capital reorganization; reviewing motion materials for motion regarding AGM.	1.60
Feb-28-14	Caitlin Fell	Attending motion to extend time for AGM; discussion with M. Wasserman; discussion with K. Wharram regarding tax issues on prospectus documents; emails to J. Irwin.	1.90
Feb-28-14	Kimberley Wharram	Reviewing and revising documents relating to share exchanges; discussing tax issues relating to same with M. Biringer.	0.50
TOTAL HOURS:			41.90

EXPENSE SUMMARY

DESCRIPTION	AMOUNT
<u>EXPENSES - TAXABLE</u>	
Printing Costs	120.15
Telecommunications - External	40.29
TOTAL (CAD):	160.44

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OSLER

FTI Consulting Canada Inc.
TD Waterhouse Tower, 79 Wellington Street West
Suite 2010, P.O. Box 104
Toronto, ON M5K 1G8
CANADA

Invoice No.: 11657551
Date: May 7, 2014
Client No.: 223352

GST/HST No.: 121983217 RT0001

Attention: Paul Bishop

Contact: Marc Wasserman
Direct Dial: (416) 862-4908
E-mail: MWasserman@Osler.com

For professional services rendered for Monitor of GrowthWorks Canadian Fund Ltd. (Formerly Project Labour) (F#1145565).

OUR FEE HEREIN	46,987.00
REIMBURSABLE EXPENSES	481.06
HST @ 13%	6,170.85
TOTAL (CAD):	53,638.91

PAYMENT DUE ON OR BEFORE JUNE 6, 2014



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Calgary, Alberta T2P 2Y9
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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.: 11657551
Client No.: 223352
Amount: 53,638.91 CAD

Email payment details to 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>			
Jeremy E. Dacks	6.40	740	4,736.00
Marc Wasserman	13.40	740	9,916.00
<u>ASSOCIATE</u>			
Caitlin Fell	75.50	425	32,087.50
<u>PARAPROFESSIONAL</u>			
Kevin MacEachern	1.50	165	247.50
TOTAL FEES (CAD):	96.80		46,987.00

FEE DETAIL

DATE	NAME	DESCRIPTION	HRS
Mar-03-14	Caitlin Fell	Reviewing motion materials of GrowthWorks and comments to same; begin drafting Monitor's report.	2.50
Mar-04-14	Caitlin Fell	Status call regarding GrowthWorks; drafting Report of the Monitor regarding stay extension.	4.90
Mar-05-14	Caitlin Fell	Revising Report based on comments and emails to H. Meredith and K. McEachern; emails to T. Reyes and FTI; call with M. Wasserman; serving Report and putting together appendices.	3.10
Mar-06-14	Caitlin Fell	Attending motion for stay extension; reviewing and commenting on press release.	3.20
Mar-11-14	Caitlin Fell	Status call regarding GrowthWorks.	0.40
Mar-14-14	Caitlin Fell	Various emails from Lenczner regarding correspondence to Justice Brown regarding stay extension and SISP results.	0.50
Mar-18-14	Caitlin Fell	Attending on status call.	0.50
Mar-19-14	Caitlin Fell	Call with P. Bishop to discuss term sheet; reviewing term sheet and providing comments; emails to McCarthys regarding same; call with J. Grant to go over comments.	2.30
Mar-19-14	Marc Wasserman	Reviewing draft term sheet regarding Roseway management terms; attending call with P. Bishop and C. Fell regarding same.	1.50
Mar-20-14	Caitlin Fell	Call with Norton Rose, Roseway and PwC regarding status update; reviewing letter from R.C. Morris.	1.30

Mar-20-14	Marc Wasserman	Discussions with C. Fell regarding matters with respect to former manager; conference call regarding same.	1.00
Mar-21-14	Caitlin Fell	Call regarding R.C. Morris letter.	0.80
Mar-24-14	Jeremy E. Dacks	Reviewing Decision of Justice Brown.	0.50
Mar-24-14	Caitlin Fell	Reviewing Justice Brown's Decision regarding stay of proceeding.	0.80
Mar-25-14	Caitlin Fell	Call regarding letter to R.C. Morris; reviewing and commenting on same; emails to P. Bishop regarding same.	2.50
Mar-26-14	Caitlin Fell	Emails regarding call with Lenczner regarding Allen-Vanguard claim; comments on draft letter to R.C. Morris.	0.80
Mar-27-14	Jeremy E. Dacks	Participating in conference call with E. Lederman and C. Fell concerning status of Allen-Vanguard litigation; discussions with P. Bishop regarding same; drafting and reviewing correspondence regarding same; participating in all-party conference call concerning Allen-Vanguard litigation.	2.00
Mar-27-14	Caitlin Fell	Call with E. Lederman; call with lenders regarding status update; call with Allen-Vanguard and offeree shareholders; call with H. Meredith and P. Bishop; reviewing letter to R.C. Morris from McCarthys.	2.90
Mar-29-14	Caitlin Fell	Comments on letter regarding Allen-Vanguard litigation.	0.80
Mar-30-14	Marc Wasserman	Reviewing draft letter prepared by P. Bishop and providing comments thereon; discussions with P. Bishop regarding same.	1.00
Mar-31-14	Caitlin Fell	Drafting Seventh Report of the Monitor; emails regarding Allen-Vanguard litigation; discussion with M. Wasserman; calls with P. Bishop; reviewing funds and stay extension materials.	1.90
Apr-01-14	Caitlin Fell	Drafting Seventh Report of the Monitor; status call with Fund; various emails and discussions with P. Bishop and M. Wasserman.	7.70
Apr-01-14	Marc Wasserman	Attending update call; engaged in discussions with C. Fell regarding status of report; dealing with documentation with respect thereto.	1.00
Apr-02-14	Jeremy E. Dacks	Drafting and reviewing correspondence concerning Monitor's Report and stay extension hearing; reviewing draft Monitor's Report for stay extension and providing suggested revisions; discussions with P. Bishop concerning content of Monitor's Report.	1.30
Apr-02-14	Caitlin Fell	Revisions to report based on comments from FTI; discussions with J. Porepa and P. Bishop; further revisions from J. Dacks and M. Wasserman; preparing to file and serve; putting together appendices; serving and filing report.	4.90

Apr-02-14	Marc Wasserman	Reviewing draft report and providing comments to C. Fell; discussions with P. Bishop and C. Fell regarding same.	1.50
Apr-03-14	Jeremy E. Dacks	Drafting and reviewing correspondence concerning Monitor's stay extension report.	0.50
Apr-03-14	Caitlin Fell	Drafting email to E. Lederman regarding Allen-Vanguard's materials; revisions from comments from FTI and M. Wasserman; reviewing factum of offeree shareholders.	2.30
Apr-03-14	Kevin MacEachern	Attending at Commercial Court; filing Seventh Monitor's Report.	0.50
Apr-03-14	Marc Wasserman	Reviewing documentation in respect of Allen-Vanguard litigation; reviewing report and providing comments thereon; discussions with P. Bishop, C. Fell and J. Dacks regarding same.	1.50
Apr-04-14	Jeremy E. Dacks	Reviewing Allen-Vanguard materials for stay extension motion; discussing same with counsel to the company; discussions with C. Fell concerning supplement to Monitor's Report for stay extension hearing.	0.80
Apr-04-14	Caitlin Fell	Reviewing submissions of Allen-Vanguard; call with T. Reyes; call with P. Bishop and discussion with K. McElcheran regarding same; reviewing and commenting on advisory agreement with Roseway.	2.80
Apr-05-14	Caitlin Fell	Drafting first supplement to Seventh Report; reviewing Allen-Vanguard and offeree shareholder submissions on costs and comparing costs and timetables.	3.60
Apr-06-14	Jeremy E. Dacks	Reviewing and providing suggested revisions to supplement to Seventh Report of the Monitor; drafting and reviewing correspondence regarding same.	0.80
Apr-06-14	Caitlin Fell	Drafting first supplement to Seventh Report; receiving comments from J. Dacks and P. Bishop and revising same; emails with M. Wasserman.	2.60
Apr-06-14	Marc Wasserman	Reviewing draft supplemental report and providing comments thereon.	1.00
Apr-07-14	Jeremy E. Dacks	Reviewing and providing suggested revisions to revised draft supplement to the Seventh Report of the Monitor; drafting and reviewing correspondence regarding same.	0.50
Apr-07-14	Caitlin Fell	Revising First supplement to the Seventh Report based on comments from FTI, McCarthys and Norton Rose.	3.60
Apr-07-14	Kevin MacEachern	Attending at Commercial Court; filing first supplement to Seventh Report of Monitor.	0.50

Apr-08-14	Caitlin Fell	Attending hearing regarding stay extension: preparing for hearing; comments on press release: emails with P. Bishop.	3.90
Apr-08-14	Marc Wasserman	Preparation for motion in respect of stay extension and attending court regarding same.	4.90
Apr-10-14	Caitlin Fell	Reviewing and commenting on email from P. Bishop to former manager: emails to J. Porepa regarding claims order; reviewing reasons of Justice Brown.	0.90
Apr-14-14	Caitlin Fell	Reviewing and commenting on Roseway agreement; call with P. Bishop; call with J. Porepa regarding D&O claims; call with J. Grant to review Monitor's comments on investment agreement.	1.80
Apr-15-14	Caitlin Fell	Reviewing revisions to investment agreement; emails to J. Grant regarding same.	0.70
Apr-17-14	Caitlin Fell	Attending on status call.	0.80
Apr-22-14	Caitlin Fell	Attending on status call; reviewing investment agreement regarding Monitor's powers.	1.30
Apr-23-14	Caitlin Fell	Reviewing comments on investment advisor agreement; emails to McCarthys regarding same.	0.80
Apr-25-14	Caitlin Fell	Reviewing activities to be conducted by PwC to manage the fund.	0.50
Apr-28-14	Caitlin Fell	Emails regarding draft investment advisor agreement; drafting Eighth Report of the Monitor; emails to J. Porepa; emails to P. Bishop regarding investment advisor agreement; calls with E. Lederman; calls with D. Bell.	5.20
Apr-29-14	Caitlin Fell	Revisions to Eighth Report based on comments from D. Bell and P. Bishop; discussions with J. Porepa; revising cash flow language; preparing materials for service; serving report on service list; attending on GrowthWorks update call.	2.90
Apr-30-14	Kevin MacEachern	Attending at Commercial Court; filing Eighth Report of the Monitor.	0.50
TOTAL HOURS:			96.80

EXPENSE SUMMARY

DESCRIPTION	AMOUNT
EXPENSES - TAXABLE	
Printing Costs	386.55
Telecommunications - External	49.51
Agent's Fees & Expenses	45.00
TOTAL (CAD):	481.06

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

Court File No.: CV12-9554-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
NFC ACQUISITION GP INC., NFC ACQUISITION CORP. AND
NFC LAND HOLDINGS CORP.

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding commenced at Toronto

**MOTION RECORD OF
FTI CONSULTING CANADA INC.,
in its capacity as Court-appointed Receiver
(Returnable May 14, 2014)**

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in its capacity Court-appointed Receiver