

**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 BZAM LTD., BZAM HOLDINGS INC., BZAM  
MANAGEMENT INC., BZAM CANNABIS CORP., FOLIUM LIFE  
SCIENCE INC., 102172093 SASKATCHEWAN LTD., THE GREEN  
ORGANIC DUTCHMAN LTD., MEDICAN ORGANIC INC., HIGH ROAD  
HOLDING CORP. and FINAL BELL CORP.

Applicants

**BILL OF COSTS OF CORTLAND CREDIT LENDING CORPORATION**

**SUMMARY OF TOTAL FEES AND DISBURSEMENTS**

	<b>PARTIAL</b>	<b>SUBSTANTIAL</b>	<b>ACTUAL</b>
<b>Fees</b>	\$ 304,695.90	\$ 457,129.20	\$ 507,826.50
<b>HST on Fees</b>	\$ 39,610.47	\$ 59,426.80	\$ 66,017.45
<b>Total Fees</b>	\$ 344,306.37	\$ 516,556.00	\$ 573,843.95
<b>Disbursements (as below)</b>	\$ 684.22	\$ 684.22	\$ 684.22
<b>Total Fees and Disbursements</b>	<b>\$ 344,990.58</b>	<b>\$ 517,240.21</b>	<b>\$ 574,528.16</b>

**FEES INCURRED TO DATE BASED ON BILL OF COSTS FILED AS EXHIBIT "11" TO THE  
AFFIDAVIT OF JONATHAN SHEPHERD SWORN APRIL 24, 2024**

Communications and correspondence with counsel regarding procedural and administrative matters; communications and correspondence with client; communications and correspondence with the Court regarding various matters; Engage in detailed review of records; review Redfern requests; prepare for and attend meetings with Deepak Alapatt to prepare for cross-examinations; prepare for and attend Rule 39 examination of Sean Bovindgon held April 8, 2024; prepare for and attend cross-examinations on affidavits of Keith Adams, Deepak Alapatt, Kay Jessel and Matthew Milich held April 8 and 10, 2024; review transcripts from various examinations; anticipated review of additional documents to be produced by BZAM; considering strategy regarding anticipated examination of BZAM witness; Review and analyze Motion Record of Final Bell regarding rescission of Share Purchase Agreement and corresponding affidavits; draft Responding Record and Affidavit to oppose rescission claim; review and analyze Reply Record of Final Bell; draft Responding Factum regarding rescission of Share Purchase Agreement; conduct legal research; draft and revise Agreed Statement of Facts; review and analyze Written Opening Statement and Supplementary Written Opening Statement of Final Bell; review and analyze Aide Memoire of Final Bell; Prepare for and attend two day hearing for order rescinding Share Exchange Agreement;

<b>LAWYER/CLERK/STUDENT</b>	<b>TIME</b>	<b>PARTIAL</b>	<b>SUBSTANTIAL</b>	<b>ACTUAL</b>
<b>Joseph J. Bellissimo</b> (2002)	<b>8.2</b>	<b>\$4,944.60</b> (\$603.00/hr)	<b>\$7,421.00</b> (\$905.00/hr)	<b>\$8,241.00</b> (\$1,005.00/hr)
<b>Kori Williams</b> (2008)	<b>12.6</b>	<b>\$6,161.40</b> (\$489.00/hr)	<b>\$9,248.40</b> (\$734.00/hr)	<b>\$10,269.00</b> (\$815.00/hr)

LAWYER/CLERK/STUDENT	TIME	PARTIAL	SUBSTANTIAL	ACTUAL
<b>Colin Pendrith</b> (2011)	<b>120.6</b>	<b>\$54,993.60</b> (\$456.00/hr)	<b>\$82,490.40</b> (\$684.00/hr)	<b>\$91,656.00</b> (\$760.00/hr)
<b>Alessandro Bozzelli</b> (2015)	<b>24.5</b>	<b>\$10,878.00</b> (\$444.00/hr)	<b>\$16,317.00</b> (\$666.00/hr)	<b>\$18,130.00</b> (\$740.00/hr)
<b>Natalie Levine</b> (2013)	<b>40.3</b>	<b>\$23,575.50</b> (\$585.00/hr)	<b>\$35,383.40</b> (\$878.00/hr)	<b>\$39,292.50</b> (\$975.00/hr)
<b>Jonathan Shepherd</b> (2019)	<b>77.4</b>	<b>\$30,186.00</b> (\$390.00/hr)	<b>\$45,279.00</b> (\$585.00/hr)	<b>\$50,310.00</b> (\$650.00/hr)
<b>SUBTOTAL:</b>		<b>\$130,739.10</b>	<b>\$196,139.20</b>	<b>\$217,898.50</b>

### (1) PROCEDURAL AND ADMINISTRATIVE MATTERS

Fact investigation; correspondence among counsel regarding litigation; prepare for and attend various case conferences; researching, drafting, and revising aide memoires

LAWYER/CLERK/STUDENT	TIME	PARTIAL	SUBSTANTIAL	ACTUAL
<b>Alan Merskey</b> (1999)	<b>8.8</b>	<b>\$5,544.00</b> (\$630.00/hr)	<b>\$8,316.00</b> (\$945.00/hr)	<b>\$9,240.00</b> (\$1,050.00/hr)
<b>Joseph J. Bellissimo</b> (2002)	<b>23.2</b>	<b>\$13,989.60</b> (\$603.00/hr)	<b>\$20,996.00</b> (\$905.00/hr)	<b>\$23,316.00</b> (\$1,005.00/hr)
<b>Colin Pendrith</b> (2011)	<b>31.7</b>	<b>\$14,455.20</b> (\$456.00/hr)	<b>\$21,682.80</b> (\$684.00/hr)	<b>\$24,092.00</b> (\$760.00/hr)
<b>Natalie Levine</b> (2013)	<b>11.3</b>	<b>\$6,610.50</b> (\$585.00/hr)	<b>\$9,921.40</b> (\$878.00/hr)	<b>\$11,017.50</b> (\$975.00/hr)
<b>Alessandro Bozzelli</b> (2015)	<b>7.7</b>	<b>\$3,418.80</b> (\$444.00/hr)	<b>\$5,128.20</b> (\$666.00/hr)	<b>\$5,698.00</b> (\$740.00/hr)
<b>Alec Hoy</b> (2022)	<b>0.8</b>	<b>\$232.80</b> (\$291.00/hr)	<b>\$349.60</b> (\$437.00/hr)	<b>\$388.00</b> (\$485.00/hr)
<b>Joshua Gordon</b> Student-at-Law	<b>2.6</b>	<b>\$335.40</b> (\$129.00/hr)	<b>\$504.40</b> (\$194.00/hr)	<b>\$559.00</b> (\$215.00/hr)
<b>SUBTOTAL:</b>		<b>\$44,586.30</b>	<b>\$66,898.40</b>	<b>\$74,310.50</b>

### (2) MOTION RECORD

Drafting and revising notice of motion and supporting affidavit; compiling motion record

LAWYER/CLERK/STUDENT	TIME	PARTIAL	SUBSTANTIAL	ACTUAL
<b>Alan Merskey</b> (1999)	<b>5.6</b>	<b>\$3,528.00</b> (\$630.00/hr)	<b>\$5,292.00</b> (\$945.00/hr)	<b>\$5,880.00</b> (\$1,050.00/hr)
<b>Joseph J. Bellissimo</b> (2002)	<b>4.5</b>	<b>\$2,713.50</b> (\$603.00/hr)	<b>\$4,072.50</b> (\$905.00/hr)	<b>\$4,522.50</b> (\$1,005.00/hr)
<b>Colin Pendrith</b> (2011)	<b>14.0</b>	<b>\$6,384.00</b> (\$456.00/hr)	<b>\$9,576.00</b> (\$684.00/hr)	<b>\$10,640.00</b> (\$760.00/hr)

LAWYER/CLERK/STUDENT	TIME	PARTIAL	SUBSTANTIAL	ACTUAL
<b>Natalie Levine</b> (2013)	<b>13.0</b>	<b>\$7,605.00</b> (\$585.00/hr)	<b>\$11,414.00</b> (\$878.00/hr)	<b>\$12,675.00</b> (\$975.00/hr)
<b>Alessandro Bozzelli</b> (2015)	<b>4.0</b>	<b>\$1,776.00</b> (\$444.00/hr)	<b>\$2,664.00</b> (\$666.00/hr)	<b>\$2,960.00</b> (\$740.00/hr)
<b>Jonathan Shepherd</b> (2019)	<b>5.7</b>	<b>\$2,223.00</b> (\$390.00/hr)	<b>\$3,334.50</b> (\$585.00/hr)	<b>\$3,705.00</b> (\$650.00/hr)
<b>Anthony Scalia</b> (2020)	<b>1.2</b>	<b>\$432.00</b> (\$360.00/hr)	<b>\$648.00</b> (\$540.00/hr)	<b>\$720.00</b> (\$600.00/hr)
<b>Robert Sniderman</b> (2020)	<b>3.2</b>	<b>\$1,152.00</b> (\$360.00/hr)	<b>\$1,728.00</b> (\$540.00/hr)	<b>\$1,920.00</b> (\$600.00/hr)
<b>SUBTOTAL:</b>		<b>\$25,813.50</b>	<b>\$38,729.00</b>	<b>\$43,022.50</b>

### (3) RESPONDING MOTION RECORD

Reviewing and assessing responding motion record

LAWYER/CLERK/STUDENT	TIME	PARTIAL	SUBSTANTIAL	ACTUAL
<b>Alan Merskey</b> (1999)	<b>1.2</b>	<b>\$756.00</b> (\$630.00/hr)	<b>\$1,134.00</b> (\$945.00/hr)	<b>\$1,260.00</b> (\$1,050.00/hr)
<b>Colin Pendrith</b> (2011)	<b>1.9</b>	<b>\$866.40</b> (\$456.00/hr)	<b>\$1,299.60</b> (\$684.00/hr)	<b>\$1,444.00</b> (\$760.00/hr)
<b>Natalie Levine</b> (2013)	<b>0.3</b>	<b>\$175.50</b> (\$585.00/hr)	<b>\$263.40</b> (\$878.00/hr)	<b>\$292.50</b> (\$975.00/hr)
<b>Alessandro Bozzelli</b> (2015)	<b>1.5</b>	<b>\$666.00</b> (\$444.00/hr)	<b>\$999.00</b> (\$666.00/hr)	<b>\$1,110.00</b> (\$740.00/hr)
<b>SUBTOTAL:</b>		<b>\$2,463.90</b>	<b>\$3,696.00</b>	<b>\$4,106.50</b>

### (4) CROSS-EXAMINATIONS

Prepare for and attend cross-examinations; drafting and revising refusals and undertakings chart; drafting and revising answers to undertakings

LAWYER/CLERK/STUDENT	TIME	PARTIAL	SUBSTANTIAL	ACTUAL
<b>Alan Merskey</b> (1999)	<b>16.5</b>	<b>\$10,395.00</b> (\$630.00/hr)	<b>\$15,592.50</b> (\$945.00/hr)	<b>\$17,325.00</b> (\$1,050.00/hr)
<b>Joseph J. Bellissimo</b> (2002)	<b>1.3</b>	<b>\$783.90</b> (\$603.00/hr)	<b>\$1,176.50</b> (\$905.00/hr)	<b>\$1,306.50</b> (\$1,005.00/hr)
<b>Colin Pendrith</b> (2011)	<b>23.5</b>	<b>\$10,716.00</b> (\$456.00/hr)	<b>\$16,074.00</b> (\$684.00/hr)	<b>\$17,860.00</b> (\$760.00/hr)
<b>Natalie Levine</b> (2013)	<b>9.7</b>	<b>\$5,674.50</b> (\$585.00/hr)	<b>\$8,516.60</b> (\$878.00/hr)	<b>\$9,457.50</b> (\$975.00/hr)
<b>Alessandro Bozzelli</b> (2015)	<b>5.3</b>	<b>\$2,353.20</b> (\$444.00/hr)	<b>\$3,529.80</b> (\$666.00/hr)	<b>\$3,922.00</b> (\$740.00/hr)

LAWYER/CLERK/STUDENT	TIME	PARTIAL	SUBSTANTIAL	ACTUAL
<b>Deborah McGlynn</b> Law Clerk	<b>4.1</b>	<b>\$1,131.60</b> (\$276.00/hr)	<b>\$1,697.40</b> (\$414.00/hr)	<b>\$1,886.00</b> (\$460.00/hr)
<b>Cathy Stallone</b> Law Clerk	<b>8.5</b>	<b>\$2,193.00</b> (\$258.00/hr)	<b>\$3,289.50</b> (\$387.00/hr)	<b>\$3,655.00</b> (\$430.00/hr)
<b>SUBTOTAL:</b>		<b>\$33,247.20</b>	<b>\$49,876.30</b>	<b>\$55,412.00</b>

<b>(5) FACTUM</b>				
Conducting legal research; drafting and revising factum				
LAWYER/CLERK/STUDENT	TIME	PARTIAL	SUBSTANTIAL	ACTUAL
<b>Alan Merskey</b> (1999)	<b>16.5</b>	<b>\$10,395.00</b> (\$630.00/hr)	<b>\$15,592.50</b> (\$945.00/hr)	<b>\$17,325.00</b> (\$1,050.00/hr)
<b>Joseph J. Bellissimo</b> (2002)	<b>4.8</b>	<b>\$2,894.40</b> (\$603.00/hr)	<b>\$4,344.00</b> (\$905.00/hr)	<b>\$4,824.00</b> (\$1,005.00/hr)
<b>Colin Pendrith</b> (2011)	<b>15.1</b>	<b>\$6,885.60</b> (\$456.00/hr)	<b>\$10,328.40</b> (\$684.00/hr)	<b>\$11,476.00</b> (\$760.00/hr)
<b>Natalie Levine</b> (2013)	<b>20.7</b>	<b>\$12,109.50</b> (\$585.00/hr)	<b>\$18,174.60</b> (\$878.00/hr)	<b>\$20,182.50</b> (\$975.00/hr)
<b>Robert Sniderman</b> (2020)	<b>18.6</b>	<b>\$6,696.00</b> (\$360.00/hr)	<b>\$10,044.00</b> (\$540.00/hr)	<b>\$11,160.00</b> (\$600.00/hr)
<b>Alec Hoy</b> (2022)	<b>5.4</b>	<b>\$1,571.40</b> (\$291.00/hr)	<b>\$2,359.80</b> (\$437.00/hr)	<b>\$2,619.00</b> (\$485.00/hr)
<b>Stephanie Kay</b> Student-at-Law	<b>1.6</b>	<b>\$206.40</b> (\$129.00/hr)	<b>\$310.40</b> (\$194.00/hr)	<b>\$344.00</b> (\$215.00/hr)
<b>Michaila Pilcher</b> Student-at-Law	<b>1.3</b>	<b>\$167.70</b> (\$129.00/hr)	<b>\$252.20</b> (\$194.00/hr)	<b>\$279.50</b> (\$215.00/hr)
<b>SUBTOTAL:</b>		<b>\$40,926.00</b>	<b>\$61,405.90</b>	<b>\$68,210.00</b>

<b>(6) RESPONDING FACTUM</b>				
Reviewing and assessing responding factum; reviewing and assessing case law cited in responding factum				
LAWYER/CLERK/STUDENT	TIME	PARTIAL	SUBSTANTIAL	ACTUAL
<b>Colin Pendrith</b> (2011)	<b>1.2</b>	<b>\$547.20</b> (\$456.00/hr)	<b>\$820.80</b> (\$684.00/hr)	<b>\$912.00</b> (\$760.00/hr)
<b>Natalie Levine</b> (2013)	<b>0.4</b>	<b>\$234.00</b> (\$585.00/hr)	<b>\$351.20</b> (\$878.00/hr)	<b>\$390.00</b> (\$975.00/hr)
<b>Robert Sniderman</b> (2020)	<b>2.4</b>	<b>\$864.00</b> (\$360.00/hr)	<b>\$1,296.00</b> (\$540.00/hr)	<b>\$1,440.00</b> (\$600.00/hr)

LAWYER/CLERK/STUDENT	TIME	PARTIAL	SUBSTANTIAL	ACTUAL
<b>Stephanie Kay</b> Student-at-Law	<b>1.3</b>	<b>\$167.70</b> (\$129.00/hr)	<b>\$252.20</b> (\$194.00/hr)	<b>\$279.50</b> (\$215.00/hr)
<b>SUBTOTAL:</b>		<b>\$1,812.90</b>	<b>\$2,720.20</b>	<b>\$3,021.50</b>

#### (7) REPLY FACTUM

Conducting legal research; drafting and revising reply factum

LAWYER/CLERK/STUDENT	TIME	PARTIAL	SUBSTANTIAL	ACTUAL
<b>Alan Merskey</b> (1999)	<b>7.3</b>	<b>\$4,599.00</b> (\$630.00/hr)	<b>\$6,898.50</b> (\$945.00/hr)	<b>\$7,665.00</b> (\$1,050.00/hr)
<b>Joseph J. Bellissimo</b> (2002)	<b>1.3</b>	<b>\$783.90</b> (\$603.00/hr)	<b>\$1,176.50</b> (\$905.00/hr)	<b>\$1,306.50</b> (\$1,005.00/hr)
<b>Natalie Levine</b> (2013)	<b>0.4</b>	<b>\$234.00</b> (\$585.00/hr)	<b>\$351.20</b> (\$878.00/hr)	<b>\$390.00</b> (\$975.00/hr)
<b>Colin Pendrith</b> (2011)	<b>6.8</b>	<b>\$3,100.80</b> (\$456.00/hr)	<b>\$4,651.20</b> (\$684.00/hr)	<b>\$5,168.00</b> (\$760.00/hr)
<b>Robert Sniderman</b> (2020)	<b>13.9</b>	<b>\$5,004.00</b> (\$360.00/hr)	<b>\$7,506.00</b> (\$540.00/hr)	<b>\$8,340.00</b> (\$600.00/hr)
<b>Stephanie Kay</b> Student-at-Law	<b>4.4</b>	<b>\$567.60</b> (\$129.00/hr)	<b>\$853.60</b> (\$194.00/hr)	<b>\$946.00</b> (\$215.00/hr)
<b>Michaila Pilcher</b> Student-at-Law	<b>1.3</b>	<b>\$167.70</b> (\$129.00/hr)	<b>\$252.20</b> (\$194.00/hr)	<b>\$279.50</b> (\$215.00/hr)
<b>SUBTOTAL:</b>		<b>\$14,457.00</b>	<b>\$21,689.20</b>	<b>\$24,095.00</b>

#### (8) PREPARE FOR MOTION

Reviewing motion materials; drafting oral compendium; drafting oral submissions and otherwise preparing for motion; drafting bill of costs

LAWYER/CLERK/STUDENT	TIME	PARTIAL	SUBSTANTIAL	ACTUAL
<b>Alan Merskey</b> (1999)	<b>7.8</b>	<b>\$4,914.00</b> (\$630.00/hr)	<b>\$7,371.00</b> (\$945.00/hr)	<b>\$8,190.00</b> (\$1,050.00/hr)
<b>Student-at-Law</b> Law Clerk	<b>7.5</b>	<b>\$1,935.00</b> (\$258.00/hr)	<b>\$2,902.50</b> (\$387.00/hr)	<b>\$3,225.00</b> (\$430.00/hr)
<b>SUBTOTAL:</b>		<b>\$6,849.00</b>	<b>\$10,273.50</b>	<b>\$11,415.00</b>

#### (9) ATTENDING MOTION

Attending motion (est. half day)

LAWYER/CLERK/STUDENT	TIME	PARTIAL	SUBSTANTIAL	ACTUAL
<b>Alan Merskey</b> (1999)	<b>3.5</b>	<b>\$2,205.00</b> (\$630.00/hr)	<b>\$3,307.50</b> (\$945.00/hr)	<b>\$3,675.00</b> (\$1,050.00/hr)
<b>Colin Pendrith</b> (2011)	<b>3.5</b>	<b>\$1,596.00</b> (\$456.00/hr)	<b>\$2,394.00</b> (\$684.00/hr)	<b>\$2,660.00</b> (\$760.00/hr)
<b>SUBTOTAL:</b>		<b>\$3,801.00</b>	<b>\$5,701.50</b>	<b>\$6,335.00</b>

<b>Phase</b>	<b>PARTIAL</b>	<b>SUBSTANTIAL</b>	<b>ACTUAL</b>
Fees Incurred to date (Bill of Costs, filed)	\$ 130,739.10	\$ 196,139.20	\$ 217,898.50
Procedural and Administrative Matters	\$ 44,586.30	\$ 66,898.40	\$ 74,310.50
Motion Record	\$ 25,813.50	\$ 38,729.00	\$ 43,022.50
Responding Motion Record	\$ 2,463.90	\$ 3,696.00	\$ 4,106.50
Cross-Examinations	\$ 33,247.20	\$ 49,876.30	\$ 55,412.00
Factum	\$ 40,926.00	\$ 61,405.90	\$ 68,210.00
Responding Factum	\$ 1,812.90	\$ 2,720.20	\$ 3,021.50
Reply Factum	\$ 14,457.00	\$ 21,689.20	\$ 24,095.00
Prepare For Motion	\$ 6,849.00	\$ 10,273.50	\$ 11,415.00
Attending Motion	\$ 3,801.00	\$ 5,701.50	\$ 6,335.00
<b>TOTAL FEES (excl. HST)</b>	<b>\$ 304,695.90</b>	<b>\$ 457,129.20</b>	<b>\$ 507,826.50</b>

Note: Partial indemnity rate has been calculated at 60% of actual

Substantial indemnity rate has been calculated at 1.5 times partial indemnity per the *Rules of Civil Procedure*

### **DISBURSEMENTS**

<b>Item</b>	<b>Description</b>	<b>Amount</b>	<b>HST</b>	<b>Total</b>
Filing Fee	Notice of Motion	\$ 339.00	\$ -	\$ 339.00
Reproduction	Photocopying	\$ 305.50	\$ 39.72	\$ 345.22
<b>Total:</b>				<b>\$ 684.22</b>

### **STATEMENT OF EXPERIENCE**

A claim for fees is being made with respect to the following lawyers:

<b>Name of Lawyer</b>	<b>Years of Experience</b>	<b>Year of Call</b>
Alan Merskey	25	1999
Joseph J. Bellissimo	22	2002
Kori Williams	16	2008
Colin Pendrith	13	2011
Natalie Levine	11	2013
Alessandro Bozzelli	9	2015
Jonathan Shepherd	5	2019
Anthony Scalia	4	2020
Robert Sniderman	4	2020
Alec Hoy	2	2022