

**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  
BRAKE PRO, LTD.**

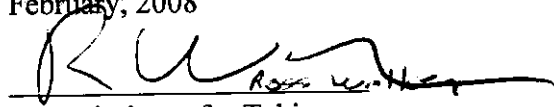
**AFFIDAVIT OF DANIEL R. DOWDALL**

I, **DANIEL R. DOWDALL**, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY** that:

1. I am a Partner in the firm Fraser Milner Casgrain LLP ("Fraser Milner") Counsel to BDO Dunwoody Limited ("BDO") which is the Monitor of Brake Pro, Ltd. ("Brake"). As such, I have knowledge hereinafter deposed to, except where stated to be on information and belief and, where so stated, I verily believe it to be true.
2. Attached hereto as Exhibit "A" is a true copy of the fees and disbursements (including GST) of Fraser Milner which were incurred in this matter from October 23, 2007 until January 23, 2008 in the amount of \$26,848.83, including GST.
3. I believe the above amounts to be reasonable in the circumstances.
4. This Affidavit is sworn in connection with a motion for the approval of the fees and disbursements of BDO and of its legal counsel and for no improper purpose.
5. Attached hereto as Exhibit "B" is a listing of the legal personnel whose time is included in the account together with the Billing Rate. Where two rates are shown

the higher rate is that which pertained to time spent after January 1, 2008 where there was an upward rate adjustment.

**SWORN BEFORE ME** at the City of Toronto,  
in the Province of Ontario, this 25th day of  
February, 2008



Commissioner for Taking  
Affidavits, etc.

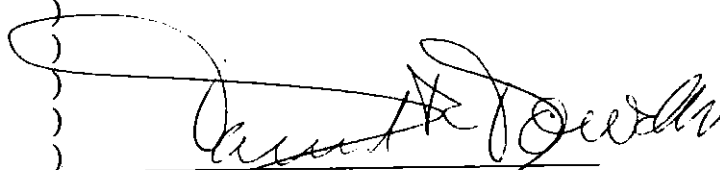
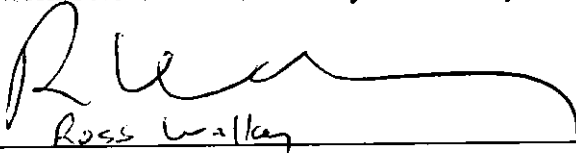
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**DANIEL R. DOWDALL**

Exhibit "A" to the Affidavit of DANIEL R. DOWDALL,  
sworn before me this 25th day of February 2008.

  
Ross Walker

Commissioner for Taking Affidavits, etc.

# Exhibit 'A'



## FRASER MILNER CASGRAIN LLP

1 First Canadian Place, 100 King Street West, Toronto, Ontario, Canada M5X 1B2  
Telephone: (416) 863-4511

BDO Dunwoody Limited  
Interim Receiver for Wellness Innovations Corp.  
Royal Bank Plaza, South Tower  
32nd Floor, 200 Bay Street, P.O. Box 33  
Toronto, ON M5J 2J9

Attention: Uwe Manski

Please refer to Bill # 2568262 on your Remittance

GST # R121996078

<u>Lawyer</u>	<u>Date</u>	<u>Matter Number</u>
D.R. Dowdall	January 31, 2008	507071-000017

### Re: Brake Pro Ltd.

TO PROFESSIONAL SERVICES RENDERED with respect to the above matter, including the following:

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
23-Oct-07	LSS	Undertake corporate searches on the RMPRR, Bank Act, Insolvency, Company Registry and prepare memo and report for F. Trifiro.	1.0
24-Oct-07	LSS	Undertake corporate searches on the RMPRR under entitie's previous names.	0.6
31-Oct-07	DRD	Telephone conversation regarding issue regarding finalization and distribution.	0.4
1-Nov-07	DRD	Review e-mail.	0.1
1-Nov-07	DRD	Review e-mail.	0.2
1-Nov-07	RPS	Review of security opinion. Internal meeting with Mtre F. Trifiro.	0.6

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
1-Nov-07	AAI	Conference call with Wachovia and Company counsel. Telephone conversation with counsel for Company regarding delay in approval motion. Review draft Affidavit by Company. Review Quebec opinion. Office conference with D. Dowdall regarding Quebec opinion. Review asset purchase agreement. Review cash flow. Review Monitor's Report. Telephone conversation with Porter regarding revisions. Draft Supplement to Monitor's Report regarding opinions. Review Draft Order. Revise correspondence from counsel for landlord. Review revised cash flow. Draft Affidavit of D. Dowdall and Uwe Manski regarding fee approval.	6.3
1-Nov-07	FT	Finalization of the legal opinion to be issued by FMC Montreal. Review of the search report drafted by L. Senat. Internal meeting with R. Simard.	3.7
1-Nov-07	FT	Drafting of the legal opinion to be issued by FMC Montreal. Internal meeting with R. Simard.	4.2
2-Nov-07	DRD	Review e-mail. Receive call from counsel for the Union.	0.5
2-Nov-07	AAI	Review revised Report and Supplement to Report. memo regarding approval. Review memo from counsel for Wachovia regarding Tenneco dispute.	3.2
4-Nov-07	AAI	Memo to D. Dowdall regarding Michigan opinion. Memo to Michigan counsel regarding Michigan opinion.	0.4
5-Nov-07	LVM	Meet with D. Dowdall; conduct research.	0.8
5-Nov-07	FT	Issuance of the legal opinion issued by FMC Montreal.	0.8
5-Nov-07	DRD	E-mail exchanges with T. Francis regarding Quebec Security Review. E-mail exchanges with M. Laugesen regarding Tenneco issue. E-mail exchanges with M. Sims, R. Brosseau regarding Motion Record of Wachovia. E-mail exchanges with K. McEachern, R. Linc and C. Mckeown regarding court, FMC Security, Go-Forward Cash Flow, Supplemental Report and Analysis of Funds. Review e-mail from U. Manski regarding access to the agreement & bid information. Review e-mail regarding Tenneco request for information. Telephone conversation with C. Clayton regarding Tenneco request for information. Email exchanges with C. Clayton, S. Paul, P. Murphy & H. Clark. Receive e-mail from Bob Skilton regarding opinion. Deal with Supplemental Report. Telephone conversation with C. Porter and numerous e-mail exchanges. Telephone conversation with U. Manski and various e-mail exchanges regarding Supplement.	2.7
6-Nov-07	DRD	Finish Ontario opinion. Deal with final revision of the Report. Assembly, execution and service of the Report. Telephone conversation with U. Manski. Telephone conversation with C. Porter.	2.6
6-Nov-07	DRD	Preparation for the motion. Telephone conversation with M. Laugesen. Telephone conversation with J. Fogarty et al. Office conference with C. Clayton et al. regarding tomorrow's motion. Several telephone conversation with U. Manski regarding preparation for tomorrow's motion.	3.2
6-Nov-07	KHS	Assist in organizing the Supplement to the 5th Report and file the same in the court.	0.9

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
6-Nov-07	SW	Draft Affidavit of Service. Deal with Service Issues.	0.7
9-Nov-07	DRD	Deal with document request.	0.3
13-Nov-07	DRD	Review e-mail regarding 9:30 appointment.	0.2
13-Nov-07	AAI	Office conference with D. Dowdall regarding the outcome of distribution and status of Tenneco/Wachovia dispute.	0.3
15-Nov-07	DRD	Office conference with A. Ilchenko. Review e-mail from U. Manski. Telephone conversation with U. Manski.	0.2
15-Nov-07	DRD	Review e-mail. Telephone conversation with K. McEachern.	0.2
16-Nov-07	DRD	Review e-mail.	0.1
26-Nov-07	DRD	Telephone conversation with R. Brosseau. E-mail U. Manski.	0.2
30-Nov-07	DRD	Telephone conversation with U. Manski (2). Review e-mail and forward to M. Laugesen (2).	0.7
5-Dec-07	DRD	Recieve a call from R. Brosseau.	0.1
5-Dec-07	DRD	Meeting with J. Fogarty and R. Brosseau. Telephone conversation with U. Manski regarding Bankruptcy Company.	0.5
5-Dec-07	DRD	Telephone conversation with K. McEachern. Discuss Vacation Pay Issue and possible Bankruptcy.	0.3
7-Dec-07	DRD	Review e-mail regarding Bankruptcy.	0.1
10-Dec-07	DRD	Letter received from S. Grundy regarding Vacation Pay. Telephone conversation regarding post filing payments dispute.	0.4
11-Dec-07	DRD	Read letter from Blakes. Review e-mail from C. Porter. Telephone conversation with Tenneco lawyer regarding Bankruptcy Proposal and related issues. Telephone conversation with R. Brosseau. E-mail U. Manski regarding Bankruptcy.	0.5
11-Dec-07	DRD	Deal with Tenneco. Received e-mail from same regarding Funds in hand.	0.5
11-Dec-07	DRD	Review e-mail regarding accounting. Deal with the request from Tenneco regarding amount of funds.	0.4
14-Dec-07	DRD	Telephone conversation with an unsecured creditor.	0.2
17-Dec-07	DRD	Telephone conversation with U. Manski. Two e-mails with R. Brosseau.	0.2
20-Dec-07	AAI	Telephone conversation with R. Brosseau regarding report of Monitor on expenses paid by Wachovia. Telephone conversation with Porter, BDO Dunwoody.	0.6
4-Jan-08	AAI	Memo to C. Porter regarding report on costs paid to date.	0.3
7-Jan-08	AAI	Memo from counsel for Wachovia. Memo to C. Porter. Memo from counsel for Wachovia.	0.4
8-Jan-08	DRD	Discussion with C. Porter to update on outstanding issues. Place a call to R. Brosseau and C. Porter regarding issues. Office conference with Tenneco.	0.9

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
8-Jan-08	AAI	Telephone conversation with counsel for Wachovia. Office conference with D. Dowdall and Uwe Manski regarding report on amounts paid to date.	0.7
9-Jan-08	DRD	Review e-mail. Place a call to R. Brosseau regarding information of request. Talk to K. McEachern.	0.3
9-Jan-08	AAI	Telephone conversation with C. Porter regarding report. Telephone conversation with counsel for Wachovia regarding report. Memo to C. Porter.	0.4
10-Jan-08	DRD	Office conference with K. McEachern regarding document request. Place a call to R. Brosseau. Review e-mails.	0.4
11-Jan-08	DRD	Review e-mails.	0.5
14-Jan-08	DRD	Telephone conversation with R. Brosseau. Place call to C. Porter. Review e-mails regarding hole in the floor and who is responsible.	0.4
17-Jan-08	DRD	Discussion with C. Porter regarding list of matter that will be necessary to conclude acts.	0.3
18-Jan-08	DRD	Review e-mails regarding Cash Flow.	0.5
23-Jan-08	DRD	Review e-mail regarding GST (2).	0.3
<b>Total</b>			<b>44.3</b>

Total Fees	\$22,561.00	
Total GST	<u>1,128.05</u>	
<b>Our Fees</b>		<b>\$23,689.05</b>

Non-Taxable Disbursements

Agency Registration*	\$1,893.81	
Receiver General for Canada*	<u>64.00</u>	
<b>Total Non-Taxable Disbursements</b>		<b>\$1,957.81</b>

Taxable Disbursements

Bank of Canada Certificate	\$84.00	
Bank of Canada Searches	112.00	
Long Distance Telephone Calls	7.29	
Overtime	170.68	
Photocopy Charges	313.80	
PPSA Searches/Registrations	216.00	
Process Server Fees	85.50	
Searches	130.02	
Taxi	<u>25.44</u>	
<b>Total Taxable Disbursements</b>	<b>\$1,144.73</b>	
Total GST	<u>57.24</u>	
<b>Total Taxable Disbursements including Taxes</b>		<b><u>\$1,201.97</u></b>

<b>TOTAL ACCOUNT</b>		<b><u>\$26,848.83</u></b>
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**SUMMARY**

Total Fees	\$22,561.00
Total Disbursements	3,102.54
Total Taxes on Fees and Disbursements	<u>1,185.29</u>

**TOTAL ACCOUNT** **\$26,848.83**

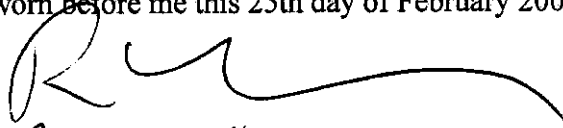
FRASER MILNER CASGRAIN LLP

Per: \_\_\_\_\_

  
D.R. Dowdall

**TERMS: PAYMENT DUE UPON RECEIPT, IN ACCORDANCE WITH SECTION 33(1) OF THE SOLICITORS ACT, INTEREST WILL BE CHARGED AT THE RATE OF 4.8% PER ANNUM ON UNPAID FEES, CHARGES OR DISBURSEMENTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS STATEMENT IS DELIVERED.**

Exhibit "B" to the Affidavit of DANIEL R. DOWDALL,  
sworn before me this 25th day of February 2008.



Russ Walker

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Commissioner for Taking Affidavits, etc.

# Exhibit "B"

## TIMEKEEPER SUMMARY

Office	Tkpr	Initials/Name	Worked Values			Billable Values		
			Hours	Rate	Amount	Hours	Rate	Amount
01	3742	A.A. Ilchenko	1.80	550.00	990.00	1.80	550.00	990.00
01	3742	A.A. Ilchenko	10.80	525.00	5,670.00	10.80	525.00	5,670.00
01	1210	D.R. Dowdall	3.60	700.00	2,520.00	3.60	700.00	2,520.00
01	1210	D.R. Dowdall	14.80	675.00	9,990.00	14.80	675.00	9,990.00
07	9119	Francis Trifiro	8.70	255.00	2,218.50	8.70	255.00	2,218.50
01	4539	Kate Stigler	.90	260.00	234.00	.90	260.00	234.00
07	9363	Linda S. Sénat	1.60	125.00	200.00	1.60	125.00	200.00
01	4892	Lou Morreale	.80	425.00	340.00	.80	425.00	340.00
07	9061	Roger P. Simard	.60	460.00	276.00	.60	460.00	276.00
01	4535	Stephanie Waugh	.70	175.00	122.50	.70	175.00	122.50
<b>total</b>			<b>44.30</b>		<b>22,561.00</b>	<b>44.30</b>		<b>22,561.00</b>

IN THE MATTER OF THE *COMPANIES CREDITORS ARRANGEMENT ACT*, R. S. C., 1985 c. C-36  
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF BRAKE PRO, LTD.

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**In Bankruptcy and Insolvency**

**AFFIDAVIT OF**  
**DANIEL R. DOWDALL**

**FRASER MILNER CASGRAIN LLP**  
1 First Canadian Place  
100 King Street West,  
Toronto, Ontario  
M5X 1B2

**SOLICITORS FOR BDO Dunwoody Limited**  
In Its Capacity as Monitor of Brake Pro, Ltd.

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LSUC: 16737D  
Email: dan.dowdall@fmc-law.com  
Telephone: (416) 863-4700  
Facsimile: 416-863-4592