

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 BURLINGTON TECHNOLOGIES INC.**

AFFIDAVIT OF CHRISTOPHER JOHN PORTER

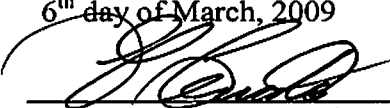
I, Christopher John Porter, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY that:

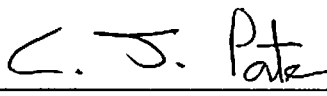
1. I am a Vice-President of BDO Dunwoody Limited, and as such have personal knowledge of the matters referred to herein.
2. On December 9, 2008, Burlington Technologies Inc. ("**BTI**" or the "**Company**") filed for and obtained protection from its creditors by Order of this Honourable Court (the "**Initial Order**") made pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"). Pursuant to the Initial Order, BDO Dunwoody Limited ("**BDO**") was appointed as monitor (the "**Monitor**") of BTI during these CCAA proceedings (the "**CCAA Proceedings**").
3. At various times, this honourable court has approved the actions of the Monitor for periods up to and including August 31, 2006. More particularly, on January 9, 2009, by Order (the "**First Extension Order**") of Mr. Justice Campbell and on January 30, 2009 by Order (the "**Second Extension Order**") of Mr. Justice Lederman.
4. Pursuant to the Initial Order, the Monitor has provided services and incurred disbursements which are more particularly described in the detailed time dockets attached hereto and marked as **Exhibit "A"**.

5. The detailed time docketts attached as **Exhibit "A"** are a fair and accurate description of the services provided and the amounts charged by the Monitor.
6. The time docketts may be summarized as follows:

Invoice #	Period	Fees and Disbursements	GST	Total
10211588	9 December 2008 to 12 December 2008	\$10,898.11	\$544.91	\$11,443.02
10214055	9 December 2008 to 31 December 2008	\$30,671.35	\$1,533.57	\$32,204.92
10214835	2 January 2009 to 23 January 2009	\$31,102.13	\$1,555.11	\$32,657.24
102178.05	13 January 2009 to 13 February 2009	\$34,641.94	\$1,732.10	\$36,374.04
10219772	14 February 2009 to 28 February 2009	\$15,292.25	\$764.61	\$16,056.86

7. The Monitor requests that the Court approve its fees and disbursements for the period from December 8, 2008 to February 28, 2009 in the amount of \$122,605.78 plus GST of \$6,130.30, totalling \$128,736.08, for the services set out in **Exhibit "A"**.
8. This affidavit is sworn in support of the Monitor's motion for, among other things, approval of its fees and disbursements and those of its legal representatives and for no other or improper purpose.

SWORN BEFORE ME at the City of)
 Toronto, in the Province of Ontario, this)
 6th day of March, 2009)

 _____)
 Commissioner for Taking Affidavits, etc)


 _____)
 Christopher J. Porter, CA-CIRP)

Gary Vincenzo Cerrato, a Commissioner, etc.,
 Province of Ontario, for BDO Dunwoody LLP, Chartered
 Accountants and Consultants, BDO Dunwoody Limited,
 Trustee In Bankruptcy, and their subsidiaries, associates
 and affiliates. Expires April 19, 2011.

Exhibit “A”



BDO Dunwoody Limited

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www.bdo.ca

INVOICE

Burlington Technologies Inc.
2380 South Service Road
Oakville, ON
L6L 5M9

Attention: Mr. Erv Overmeyer, CFO

Date	Invoice
19 December 2008	#10211588

RE: BURLINGTON TECHNOLOGIES INC. ("BTI")

TO OUR FEE FOR PROFESSIONAL SERVICES rendered from 9 December 2008 to 12 December 2008 in connection with services as Monitor under the CCAA proceedings initiated by the Company:

DATE	PROFESSIONAL	DESCRIPTION
December 9, 2008	McKeown, Clark	review engagement letter for Trenwith, send e-mail to K. Carpenter, send e-mail to J. Walker and S. Kukulowicz re process, discussion with D. Wulffleff on status, review potential process wording.
December 9, 2008	Porter, Christopher	Review and edit draft surplus assets IM; C. McKeown re various file based matters.
December 9, 2008	Watulo, Ray	Draft CIM - executive summary, facilities, equipment, key investment properties and growth opportunities.
December 9, 2008	Manski, Juergen	Preparing documents and verbiage for the website; checking updates and sending to ITassist.
December 10, 2008	McKeown, Clark	Discussions with lawyers on sales process, Trenwith engagement letter and sale of redundant assets.
December 10, 2008	Watulo, Ray	Review cash flow, DIP agreement, court order and format required reporting; preparation of contact list; review sales by customer by division data; market research.



- December 10, 2008 Porter, Christopher Read Appointment Order, DIP Agreement, Affidavit; review cash flow; planning meeting with U. Manski, C. McKeown, R. Watulo re monitoring of cash flow; conference call with J. Walker at BTI re cash flow reporting; source precedents; instruct R. Watulo.
- December 11, 2008 McKeown, Clark Review Trenwith Engagement letter, discussion with S. Kukulowicz.
- December 11, 2008 Porter, Christopher Attend at BTI; meeting with R. Watulo re cash flow reporting; M. Van Santvoort re status, cash position, reporting, report design timetable; E. Overmeyer re supplier status, letters to creditors; review status and work plan with C. McKeown.
- December 11, 2008 Watulo, Ray Review cash flow format with M. Van Santvoort and C. Porter, discuss with E. Overmeyer re mailing of letters to creditors; discussion with H. Cowan, sales by customer exhibits, research on competitors; trace die cast and Gibbs die cast.
- December 12, 2008 McKeown, Clark Attend at company re the BBK meeting and meeting with Management, conference call with lawyers re Trenwith engagement letter, weekly update calls, status of GM contracts, status of gas supplier.

Summary of Time

Partners	
Clark McKeown - CA, CAIRP, CFE - 7.5 hrs	\$3,975.00
Associates	
Christopher Porter - 7.5 hrs	3,300.00
Senior Staff	
Juergen Manski, CA - 1.25 hrs	343.75
Ray Watulo - 18.5 hrs	3,052.50
	10,671.25
Add: Disbursements	226.86
	10,898.11
Add: GST - 5% - R101518124	544.91
Total Due	\$11,443.02



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INVOICE

Burlington Technologies Inc.
2380 South Service Road
Oakville, ON
L6L 5M9

Attention: Mr. Erv Overmeyer, CFO

Date	Invoice
8 January 2009	#10214055

RE: BURLINGTON TECHNOLOGIES INC. ("BTI")

TO OUR FEE FOR PROFESSIONAL SERVICES rendered from 9 December 2008 to 31 December 2008 in connection with services as Monitor under the CCAA proceedings initiated by the Company:

Date	Professional	Description
December 9, 2008	Manski, Uwe	Meeting with S. Graff to finalize Monitor's report on filing of CCAA; attendance at Court to obtain Initial Order from J. Campbell; review Orders and arrange to post to website; various calls and emails.
December 10, 2008	Manski, Uwe	Call with J. Walker; meeting with C. Porter, C. McKeown and R. Watulo, to prepare work plan for the monitoring duties; review of orders and motion record.
December 11, 2008	Manski, Uwe	Calls from L. Vanderburgt and to M. Van Santvoort, re banking transactions post-filing; emails etc.
December 12, 2008	Porter, Christopher	Various follow up matters re: cash flow reporting and planned First Monitor's Report; file planning with C. McKeown, U. Manski; conference call re file matters; S. Graff re Monitor's First Report.
December 12, 2008	Manski, Uwe	Receipt of faxed letter from Cambridge Hydro demanding payment; calls to M. Van Santvoort re same; conference call with company re Trenwith engagement to sell company, and other issues.



Date	Professional	Description
December 12, 2008	Chow, Mark	Forward BTI October F/S to L. Vanderburgt at RBC; further correspondence with L. Vanderburgt.
December 12, 2008	Lem, Matthew	Preparation of e-mail to RBC re October financial statements; discussion with M. Chow re same.
December 15, 2008	McKeown, Clark	Update from U. Manski and C. Porter, review process for sale of redundant assets; prepare for initial bank report.
December 15, 2008	Watulo, Ray	Review of cash flow and preparation of monitor memo.
December 15, 2008	Porter, Christopher	Attend at BTI with M. Van Santvoort and R. Watulo re cash flow report; proof and edit report and Monitor's memo for internal commentary; S. Graff re Monitor's First Report to Court; status conference call; file planning with U. Manski, C. McKeown and D. Wulfleff; creditor enquiries; planning redundant asset sale; e-mail to L. Fulton with instructions.
December 15, 2008	Chow, Mark	Finalize outstanding invoices to date and reconcile WIP; forward correspondence to J. Walker as requested by L. Vanderburgt.
December 16, 2008	Porter, Christopher	Prepare plan for disposition of redundant assets; review status with C. McKeown; attend at BTI re cash flow report; telephone conversation with L. Vanderburgt at RBC re cash flow reporting; meeting with M. Van Santvoort @ BTI and R. Watulo re cash flow reporting; J. Walker re redundant asset sale; various matters.
December 16, 2008	Watulo, Ray	Preparation of monitor memo.
December 16, 2008	McKeown, Clark	Discussion with S. Kukulowicz re Trenwith, discussion re EDC, discussion with C. Porter re reporting to Bank, review of cash flow.
December 16, 2008	Manski, Uwe	Conference call re Trenwith engagement; EDC issues; other operational matters; calls with M. Van Santvoort and J. Walker.
December 17, 2008	Manski, Uwe	Calls and emails re various ongoing issues.
December 17, 2008	McKeown, Clark	Review e-mails re file, review initial cash flow reporting.
December 17, 2008	Porter, Christopher	Attend at BTI re cash flow reports; redundant assets, reporting; creditor matters; various meetings re CCAA reporting, redundant assets; instruct R. Watulo.



Date	Professional	Description
December 17, 2008	Fulton, Les	Work on sales package; internet ie research information provided by company on redundant assets and other sources to compile data for package.
December 18, 2008	Porter, Christopher	Various creditor matters; review proposed cash flow reporting with C. McKeown; follow up to site visit and meetings at BTI.
December 18, 2008	McKeown, Clark	Attend conference call on status of payment to employees, EDC and certain tools, discussion with staff re status of material events to cover in conference call.
December 18, 2008	Manski, Uwe	Conference call update re deal with Reko Automation, and negotiations with EDC re continued financing.
December 19, 2008	Manski, Uwe	Update conference call re Reko Automation, and EDC negotiations; review of EDC tooling loan cash flow projection.
December 19, 2008	Porter, Christopher	Planning for Monitor's report, telephone conversation to B. Vincent @ BTI, and L. Fulton re redundant assets.
December 22, 2008	Porter, Christopher	Cash flow monitoring and matters for report to bank; telephone conversation to B. Vincent @ BTI and L. Fulton re redundant assets, strategizing re same.
December 22, 2008	Manski, Uwe	Conference call with company and CRO and bank re status of EDC negotiations, and impact of tooling collections and disbursements on cash flow.
December 23, 2008	Manski, Uwe	Update conference call with company, CRO and bank re EDC status, and format of bi-weekly reports to bank, to be prepared by company and reviewed with Monitor.
December 23, 2008	Porter, Christopher	Attend at BTI re cash flow reporting; reporting for Monitor's First report to Court; redundant assets; meetings with J. Walker; M. Van Santvoort; E. Overmeyer and R. Watulo; telephone conversation with C. McKeown, U. Manski and L. Fulton.
December 23, 2008	Watulo, Ray	Review of cash flow for week 2 and draft BDO comments.
December 23, 2008	Fulton, Les	Attend at premises to meet with B. Vincent; take tour of the plant with B. Vincent; pick up CD of assets; discussions with C. Porter about status of company and our mandate; work on sales package; utilize existing information on file and internet research for information for package.



Date	Professional	Description
December 24, 2008	Fulton, Les	E-mail correspondence with C Porter about assets at Burlington Tech; continue review of assets and building of package.
December 24, 2008	Porter, Christopher	Meeting with U. Manski re cash flow reporting and matters to be addressed in report; review cash flow materials provided and cash flow for Monitor's Report.
December 29, 2008	Porter, Christopher	Analyze and edit cash flow projections; draft and edit Monitor's First Report to the Court; redundant assets - draft timetable for sale process.
December 29, 2008	Lem, Matthew	E-mail to RBC re November Margin; review November 2008 margin calculation; call to E. Overmeyer re same.
December 30, 2008	Lem, Matthew	Call to E. Overmeyer and M. Van Santvoort re November margin.
December 30, 2008	McKeown, Clark	Review court report, discussions with U. Manski.
December 30, 2008	Manski, Uwe	Update conference call with Bank and company's counsel.
December 30, 2008	Lem, Matthew	Call to E. Overmeyer and M. Van Santvoort re November margin.
December 30, 2008	Fulton, Les	Work on sales package including gathering data of all equipment at various sites that will be sold.
December 31, 2008	Fulton, Les	Work on sales package; discussions and e-mails with C. Porter regarding timeline for package and meeting next week with Burlington Technologies team.
December 31, 2008	Manski, Uwe	Review draft of Monitor's report, and meet with C. Porter to suggest improvements.
December 31, 2008	McKeown, Clark	Review Monitor's report.
December 31, 2008	Porter, Christopher	Meeting with U. Manski to review draft report; edit and expand draft report; circulate to Monitor's counsel for comments; L. Fulton re redundant asset timetable.



Summary of Time

Partners	
Uwe Manski, FCA, FCIRP - 15.5 hrs	\$8,525.00
Clark McKeown - CA, CIRP, CFE, CMC - 6.5 hrs	3,087.50
Mark Chow, CA, CIRP, CFE, CMC - 1.5 hrs	712.50
Associates	
Christopher Porter, CA, CIRP - 32.3 hrs	12,112.50
Senior Staff	
Matthew Lem, CIRP - 4.3 hrs	1,827.50
Ray Watulo, CA - 5.5 hrs	907.50
Other Staff	
Les Fulton - Estate Administrator - 10.5 hrs	2,100.00
Bridget Chiasson - Clerical - 2.0 hrs	250.00
	29,522.50
Add: Disbursements	1,148.85
	30,671.35
Add: GST - 5% - R101518124	1,533.57
Total Due	\$32,204.92



BDO Dunwoody Limited

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INVOICE

Burlington Technologies Inc.
2380 South Service Road
Oakville, ON
L6L 5M9

Attention: Mr. Erv Overmeyer, CFO

Date	Invoice
27 January 2009	#10214835

RE: BURLINGTON TECHNOLOGIES INC. ("BTI")

TO OUR FEE FOR PROFESSIONAL SERVICES rendered from 2 January 2009 to 23 January 2009 in connection with services as Monitor under the CCAA proceedings initiated by the Company:

Date	Professional	Description
January 2, 2009	Fulton, Les	Work on sales package, asset list, research company for information.
January 2, 2009	Lem, Matthew	Discussions with E. Overmeyer re finalize Margin report for 30 November 2008; review materials received from E. Overmeyer; Assemble and forward Margin reporting package to RBC.
January 2, 2009	Porter, Christopher	Edit and circulate Monitor's report; review draft court documents, track down Report Exhibits; Conference call re: report and court documents, re-edit and circulate report for further comments.
January 2, 2009	McKeown, Clark	Review report to court and e-mails from lawyers and company.
January 5, 2009	McKeown, Clark	Review filing information, review monitors report, review affidavits, discussion with lawyers and C. Porter.



Date	Professional	Description
January 5, 2009	Porter, Christopher	Finalize Monitor's Report and court documents; many e-mails and v-mails re: same; redundant assets follow up and asset list; various monitoring matters.
January 5, 2009	Fulton, Les	Work on sales package.
January 6, 2009	Fulton, Les	Discussions with C. Porter regarding the sales package and the redundant assets list, as well as discuss the target list, including all the auctioneers, investor parties we wish to include in the bidding process for the assets of Burlington Tech; contact Century appraisals and have them send me excel version of list produced in May 2008, reduce list to include only the assets that we have been advised are for sale; several and lengthy discussions with B. Vincent to go over list.
January 6, 2009	Watulo, Ray	Help prepare projection and review of cash flow report.
January 6, 2009	Porter, Christopher	Redundant assets list follow up and review; cash flow and monitoring; postings to website; conference call re: EDC; Status conference call.
January 6, 2009	McKeown, Clark	Attend conference call and have discussion with lawyers/
January 7, 2009	Watulo, Ray	Help with projections and review of cash flow report.
January 7, 2009	Porter, Christopher	Telephone discussion re Court, EDC; Monitor's supplementary report with S. Graff and finalization of same; creditor matters; B. Davidson re possible liquidators; analyze cash flow and tooling cash flow, changes in order levels; Redundant Asset package.
January 7, 2009	Fulton, Les	E-mail correspondence and telephone calls with B. Vincent about the redundant assets for sale; go through the list of assets at each location and determine what is going to be sold and what is going to be kept, including what is moving locations, etc.; work on draft sales package.
January 8, 2009	Fulton, Les	Continue to work on target list, asset list and sales package; several discussions and e-mails with C. Porter.



Date	Professional	Description
January 8, 2009	Porter, Christopher	Prepare for and attend at court; various matters arising from court; follow up on Redundant Assets asset listing and Info. Memorandum.
January 8, 2009	Watulo, Ray	Preparation of forecast.
January 8, 2009	McKeown, Clark	Attend at Court re approval of extension and review filing materials.
January 9, 2009	McKeown, Clark	Review of agreement, review of customer agreements, review of cash flow details, discussion.
January 9, 2009	Porter, Christopher	Cash flow; monitoring plan with R. Watulo; Redundant Assets; leased redundant assets.
January 9, 2009	Fulton, Les	Work on sales package, confidentiality agreement, target list; telephone calls to various liquidator contacts to discuss the market with this particular type of equipment; several discussions with potential purchasers and liquidators about the assets, sales process, timing of completion and distribution of package, etc.; review proposed work steps set out by C. Porter to ensure we are meeting target dates; awaiting changes and comments from legal council and company on wordings and setup of package; meeting with B. Vincent and S. Churman on site to review asset list; discuss sales process, contacts at each location, items to be added and removed, etc.; take pictures of a few of the assets on site that are being sold.
January 12, 2009	Fulton, Les	Attend premises and go over additions to list; take more photos of assets, drive around site to see equipment that is stored around back and tarped; conference call with C. Porter, J. Dietrich, J. Walker to discuss sales package, changes, assets for sale, process, auction and sales procedures, and other matters that are of concern; several discussions with C. Porter, and B. Vincent; review package and make various changes, additions, adjustments; work on adjusted asset list from discussions with B. Vincent; update potential buyer list; various calls to/from liquidators looking for the package.
January 12, 2009	Porter, Christopher	Redundant Assets - review asset list with L. Fulton; follow up on outstanding information; monitoring.



Date	Professional	Description
January 12, 2009	McKeown, Clark	Review accommodations agreement, filing materials, updated cash information, sale of redundant assets.
January 13, 2009	Porter, Christopher	Redundant Assets-edit draft Information Memorandum, follow up on asset listing and changes, follow up on leased asset matters; various monitoring matters; telephone calls with J. Walker, J. Dietrich, E. Overmeyer re Redundant Assets, monitoring, payments; various creditor calls.
January 13, 2009	Manski, Uwe	Update conference call re status of Accommodation Agreements to be negotiated with key customers, and status of sales orders being received.
January 14, 2009	Porter, Christopher	Redundant assets-follow up on finalizing asset list and CIM; various matters re: cash flow and monitoring; review documents circulated.
January 15, 2009	Porter, Christopher	Redundant assets- arranging incorporation of suggested edits; finalization of asset list; circulation of leased assets list; revised cash flow receive and review; analyze with U. Manski; status conference call; review results with U. Manski; follow up on various matters.
January 15, 2009	Manski, Uwe	Update conference call to review updated cash flows, customer negotiations, etc.
January 16, 2009	Manski, Uwe	Call from J. Walker re issues related to payment overdue from GM; arrange call to GM's lawyer to discuss on January 19.
January 16, 2009	Watulo, Ray	Review of updated cash flow projection.
January 16, 2009	Porter, Christopher	Proof and provide final edits to Redundant Assets CIM; bird dog asset list; telephone call with M. Van Santvoort re leased assets not yet identified; L. Fulton re redundant assets lists and market intelligence; review same with C. McKeown; e-mail with J. Walker re timing of cash flow.
January 19, 2009	Porter, Christopher	Prepare for and attend meeting re sales process; meeting with L. Fulton re redundant asset sale process; team meeting re sale process, file status and timetable; cash flow monitoring.



Date	Professional	Description
January 19, 2009	McKeown, Clark	Attend meeting with Bank and company re redundant assets and update of company.
January 19, 2009	Manski, Uwe	Conference call with GM's legal counsel D. Baty, together with S. Graff, J. Walker and J. Dietrich, re amounts owing from GM, being \$2M, of which about \$1.2M is overdue, and re proposed accommodation agreement.
January 20, 2009	Manski, Uwe	Update conference call re status of accommodation agreements.
January 20, 2009	Porter, Christopher	Various matters re redundant assets and leased redundant assets; status conference call; review file status with U. Manski; R. Watulo re cash flow monitoring; review updated cash flow.
January 21, 2009	Porter, Christopher	Fortnightly cash flow and review; review revised cash flow; various creditor matters; Redundant assets; telephone call with J. Walker re various matters.
January 21, 2009	Watulo, Ray	Review of cash flow for week ending January 16.
January 22, 2009	Manski, Uwe	Update call re accommodation agreements, negotiations with EDC, and timelines on marketing presentations.
January 22, 2009	Porter, Christopher	Follow up on RA progress; U. Manski re status and conference calls; monitoring matters; creditor matters.
January 23, 2009	Porter, Christopher	Exchange of e-mails re: redundant assets; L. Fulton re redundant asset strategy; review and finalize RA Information Memorandum; U. Manski re various matters including second report; various creditor matters; cash flow monitoring matters.



Summary of Time

Partners	
Uwe Manski, FCA, FCIRP - 4.5 hrs	\$2,475.00
Clark McKeown - CA, CIRP, CFE, CMC - 10.5 hrs	5,100.00
Associates	
Christopher Porter, CA, CIRP - 37.5 hrs	14,062.50
Senior Staff	
Matthew Lem, CIRP - 0.5 hrs	212.50
Ray Watulo, CA - 13.0 hrs	2,145.00
Other Staff	
Les Fulton - Estate Administrator - 31.9 hrs	6,380.00
Bridget Chiasson - Clerical - 1.6 hrs	200.00
	30,057.00
Add: Disbursements - Travel	527.13
	31,102.13
Add: GST - 5% - R101518124	1,555.11
Total Due	\$32,657.24



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INVOICE

Burlington Technologies Inc.
2380 South Service Road
Oakville, ON
L6L 5M9

Attention: Mr. Erv Overmeyer, CFO

Date	Invoice
20 February 2009	#10217805

RE: BURLINGTON TECHNOLOGIES INC. ("BTI")

TO OUR FEE FOR PROFESSIONAL SERVICES rendered from 13 January 2009 to 13 February 2009 in connection with services as Monitor under the CCAA proceedings initiated by the Company:

Date	Professional	Description
January 13, 2009	Fulton, Les	Several and lengthy discussions with different liquidators about the assets of Burlington Technology, the type of equipment available for sale, discuss current market for this particular type of equipment, like sales, world market, etc; make notes to discuss with C. Porter; continue to work on all the changes being suggested by the Bank, the company and counsel; discussions with B. Vincent and M. Van Santvoort about the assets, leases, etc; conference call re the status of package, assets, etc to keep company principals informed.
January 14, 2009	Fulton, Les	Work on sales package and asset list.
January 15, 2009	Fulton, Les	Work on package; including all recommended changes; work on asset list.
January 16, 2009	Fulton, Les	Work on sales package; several emails with C. Porter, M. Van Santvoort, B. Vincent and liquidators looking for advanced information on sale of assets; several and lengthy conversations with C. Porter and M. Van Santvoort regarding the assets; changes to the asset list, the leased assets and other related matters.



Date	Professional	Description
January 19, 2009	Fulton, Les	Attend at premises to meet with B. Vincent and go over additions to asset list; several and lengthy discussions with liquidators that know the industry well to discuss best possible ways to maximize our recovery on the sale of the equipment; banks tight lending practices making it difficult for large purchases as they can't get funded; however all small equipment and sundries can easily be sold by auction but long term liquidation seems most beneficial way to sell large equipment, this is recommended by several of the larger liquidators.
January 20, 2009	Fulton, Les	Send email to all prospective purchasers to notify them of delays getting the package finalized; update target list with new contacts; review emails from M. Van Santvoort updating the information on the leased assets that are being sold; continue to make necessary and recommended changes to both the sales package and the asset list.
January 21, 2009	Fulton, Les	Continue to work on package making the necessary changes as well as the asset list; discussions and several emails with M. Van Santvoort regarding the leased equipment and the assets, amounts owing, clarify description.
January 22, 2009	Fulton, Les	Various emails from potential purchasers looking for sales package, discuss the sales process; marketability of the main pieces of equipment; orderly liquidation of equipment; other matters involving the sale of the assets.
January 23, 2009	Fulton, Les	Discussions with C. Porter about finalizing sales package and asset list; several calls from liquidators looking for the package and update to file.
January 26, 2009	Porter, Christopher	Incorporate edits to Monitor's Report; proofread same; L. Fulton re commencing marketing of Redundant assets.
January 26, 2009	Manski, Uwe	Review draft second report of Monitor; meet with C. Porter to suggest amendments.
January 27, 2009	Manski, Uwe	Review draft second report of Monitor, and meet with C. Porter to suggest amendments; review further amendments to draft; review E. Overmeyer's affidavit.
January 27, 2009	Manski, Uwe	Review of motion record, and comments on BTI and RBC on Monitor's second report; review of Amended DIP loan agreement between BTI and RBC; finalize and release Monitor's Second report.
January 27, 2009	Porter, Christopher	Finalize Monitor's report; Receive and review motion record; L. Fulton on status of Redundant Asset process; various matters.
January 27, 2009	McKeown, Clark	Update on reporting, CCAA.



Date	Professional	Description
January 27, 2009	Fulton, Les	Prepare packages for all potential buyers; schedule various parties to visit sites to view assets; discussions with M. Boyle, R. Zuccarelo, B. Daniels and B. Vincent about site visits, what we expect of them, availability and how we should plan this in the most efficient way; sent out email blast of sales package; several and lengthy calls about the assets and the sales package in general; planning meeting with C. Porter; discussions with C. Porter; make changes to both sales package and target list; send out packages to all potential purchasers on target list; various calls regarding package and availability to show assets.
January 28, 2009	McKeown, Clark	Review of service materials and prepare to attend at court.
January 28, 2009	Porter, Christopher	Redundant Assets- L. Fulton re status, level of interest, results of site inspections; cash flow monitoring; e-mails re: settling of documents.
January 28, 2009	Fulton, Les	Attend Brantford and met with scheduled potential purchasers; take pictures of assets; have entire location videotaped for our records; lengthy discussions with M. Boyle (Plant Manager) about assets, garbage, clean up site; meeting with H. Butcher of SBG Capital, D. Glover of Harbour Advanced Machining, D. Troutman of ITI Machinery and M. Boyle, Plant Manager for Burlington Technologies; go over mandate for sale of assets; discuss market, prior and recent auctions of equipment, status of available equipment on market today, economy, different types of auctions including ability of a long term sale the larger pieces of equipment and several other scenarios to sell these redundant assets; attend Oakville Burlington Technology office and meet with B. Daniels and take tour of plant.
January 29, 2009	Porter, Christopher	J. Manski re: on-site monitoring; prepare for and participate in status conference call; debriefing and identification of issues with C. McKeown, U. Manski and L. Fulton re status of Redundant Assets.
January 29, 2009	Manski, Uwe	Update conference call, and review of draft arrangements with Deutsche Bank re Bendix receivable factoring; EDC arrangements, and status of requested accommodation agreements with major customers.
January 29, 2009	McKeown, Clark	Review documents for court meeting.
January 29, 2009	Manski, Juergen	Reviewing cash flow information and reporting in preparation of going out to do Monitor reporting.
January 30, 2009	Porter, Christopher	Prepare for and attend at court for extension hearing, discussion of amendments to order; review documents being settled; review 2nd Amended Cash Flow for Bendix changes; plan monitoring.
January 30, 2009	Fulton, Les	Telephone calls to various potential buyers to set up



Date	Professional	Description
		appointments for viewing assets.
January 26, 2009	Lem, Matthew	Review correspondence from E. Overmeyer; finalize Margin Package and forward same to RBC.
February 2, 2009	Porter, Christopher	Review monitoring plan and instruct J. Manski re monitoring; second amended DIP & Forebearance; various creditor calls; organize documents and records.
February 3, 2009	Porter, Christopher	Follow up on redundant asset status with L. Fulton; follow up on suggestions re preparing assets for sale; prepare for and participate in status conference call.
February 3, 2009	Manski, Uwe	Update telephone conference call re status of accommodation agreements, EDC arrangements and sale of redundant assets.
February 3, 2009	Manski, Juergen	Reviewing cash flows prepared by BTI; assessing reasonableness in comparison to supporting schedules; reviewing post-filing accounts payable and accruals listing; reviewing banking activity in two week period; reviewing comments to variances in cash flow and discussing variances with J. Walker and M. Van Santvoort.
February 3, 2009	Fulton, Les	Discussions and emails with contacts at each Burlington Technology location to ensure we have the proper people in place to show each site and the redundant assets; lengthy discussions with H. Butcher of SBG regarding the US market, recent auctions of like equipment, and other matters related to the sale of the Burlington Technology assets; update target list with new appointments and new targets; update schedules and send to various parties; update asset list according to the machinery that Burlington Technologies now is required to keep.
February 4, 2009	Manski, Juergen	Preparing schedule of timing differences. Preparing Memo to RBC on cash flow testing procedures and outcome of most recent 2 week period (#4). Updating Chris on status of cash flow.
February 4, 2009	Porter, Christopher	Various creditor matters; Redundant asset status w. L. Fulton and results of meetings to date; receive and review J. Manski cash flow analysis, recommendations re same; review BTI cash flow report.
February 4, 2009	McKeown, Clark	Review information from C Porter on sale of redundant assets, review projections, update on status of company.



Date	Professional	Description
February 4, 2009	Fulton, Les	Oakville office then to Brantford plant, then to Burlington plant; meet with various potential purchasers; meet with K. Carpenter; walk through site with B. Boyle and B. Vincent about clean up of premise; reorganization of assets and customer tooling and molds and parts; also set aside or removal of all inventory; several discussions with C. Porter about various matters that arise; take pictures of assets for our records.
February 5, 2009	Fulton, Les	Several and lengthy calls from potential purchasers to set up appointments to view the Burlington Technology sites and the redundant assets; also discuss offers; the structure of the offers, alternatives to the standard auction proposals, cash situation, possible solutions for bridge financing included in offers.
February 6, 2009	Manski, Juergen	Attend at BTI office in Burlington to see how to do margin calculation with E. Overmeyer; reviewing calculation and supporting documentation to understand and agree with it.
February 6, 2009	Fulton, Les	Telephone calls to potential purchasers on target list to update them on file and follow up with any questions they may have as well as a reminder of when the bids are due; lengthy discussions with a few who are unsure of whether to pursue this bid; discuss reasons why they would be hesitant, including the state of the current market and the type of equipment that Burlington Technology has to sell in the redundant asset list; schedule various appointments to view assets; discussions with and emails with various liquidators about the assets for sale.
February 8, 2009	Porter, Christopher	Organize electronic records and documents received
February 9, 2009	Porter, Christopher	Various creditor matters; various matters re Redundant Assets; J. Manski re monitoring.
February 9, 2009	Fulton, Les	Make several lengthy telephone calls to all the potential buyers on our target list to discuss the viewing of the assets of Burlington Technology as well as the proposal, how they might be structured, the various assets available; set up schedules to see each site; discuss timing; market, equipment and any and all other pertinent information; update files.
February 10, 2009	Porter, Christopher	Review cash flow and margin calculation with J. Manski; various creditor matters; J. Walker re Redundant Assets; semi-weekly status call.
February 10, 2009	Manski, Uwe	Call from L. Vanderburgh re concerns about delay in finalizing marketing plan schedules; meeting with D. Wulffleff and C. McKeown about the issue and call with J. Walker to clarify reasons for delay; conference call update on progress of company.



Date	Professional	Description
February 10, 2009	McKeown, Clark	Attend conference call, discussion with US, review margin issue information, discussion with J. Manski re reporting.
February 10, 2009	Lem, Matthew	Call to E. Overmeyer re January 2009 Borrowing Base Certificate; discussion with J. Manski re review of same.
February 10, 2009	Fulton, Les	Make several calls as well as send out several email messages to touch base with potential purchasers of the redundant assets of Burlington Technology; arrange for a few meetings on site as well as arrange for liquidators to gain access to each premise without our presence; ask D. Troutman to give us briefing on ICG auction in Michigan on Thursday as he is attending; several planning discussions with C. Porter.
February 11, 2009	McKeown, Clark	Discussion with staff re the margin report, discussion with Uwe re the financial results, discussions with staff re future cash flow, review status of sale of redundant assets.
February 11, 2009	Manski, Uwe	Call from L. Vanderburgh and review of December 2008 Financial Statements; received briefing from D. Wulfleff re progress of sales effort.
February 11, 2009	Porter, Christopher	S. Churman re redundant assets L. Fulton re upcoming auctions in USA, J. Manski re margin calculations.
February 11, 2009	Fulton, Les	Attend premises in Oakville and then Burlington sites; meet with Danbury Sales (O. Knudsen) at each site as well Burlington Technology representative to show redundant assets for sale; do walk around Brantford plant and discuss further improvements to the site for the benefit of the potential purchasers and the sale of the redundant assets.
February 12, 2009	Porter, Christopher	Semi-weekly status call; L. Fulton re status of US auction.
February 12, 2009	Fulton, Les	Search websites for auction of ICG equipment in Michigan, US; check Bidspotter and other known auction sites; find auction online at Hilco site; discuss with C. Porter whether we want to sign on and monitor sale; schedule viewings for potential buyers to see site; send revised asset list to all Burlington Technologies; parties involved to verify assets on site at each location; response is that asset list has errors on it and S. Churman has advised that they will go through list and verify equipment by serial number to make sure list is entirely accurate in its representations; summarize and forward information to C. Porter for review and discussions with principals of company.
February 12, 2009	McKeown, Clark	Call to D. Wulfleff re marketing progress; review cash flow and reporting; attend conference call.



Date	Professional	Description
February 13, 2009	Porter, Christopher	Review cash flow and reports; review results of recent auction with L. Fulton; review status of Redundant Assets list with L. Fulton; plan for further marketing efforts.
February 13, 2009	Fulton, Les	Continue to gather information of auctions in the US for similar equipment that we have at Burlington Technology for sale as Redundant Assets; summarize and forward to C. Porter for review; go through details of ICG auction results and summarize for C. Porter; correspondence with plant foremans about correcting the asset list; several phone calls to potential purchasers about coming to see the assets; schedule times to see assets at each plant.

Summary of Time

Partners	
Uwe Manski, FCA, FCIRP - 7.0 hrs	\$3,850.00
Clark McKeown - CA, CIRP, CFE, CMC - 11.5 hrs	5,462.50
Associates	
Christopher Porter, CA, CIRP - 16.7 hrs	6,262.50
Senior Staff	
Matthew Lem, CIRP - 0.8 hrs	340.00
Juergen Manski, CA - 10.25 hrs	2,818.75
Other Staff	
Les Fulton - Estate Administrator - 76.3 hrs	15,260.00
Bridget Chiasson - Clerical - 1.0 hrs	125.00
	34,118.75
Add: Disbursements - Travel	448.19
- Couriers	75.00
	34,641.94
Add: GST - 5% - R101518124	1,732.10
Total Due	\$36,374.04



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Fax: (416) 865-0904

www.bdo **INVOICE**

Burlington Technologies Inc.
2380 South Service Road
Oakville, ON
L6L 5M9

Attention: Mr. Erv Overmeyer, CFO

Date	Invoice
5 March 2009	#10219772

RE: BURLINGTON TECHNOLOGIES INC. ("BTI")

TO OUR FEE FOR PROFESSIONAL SERVICES rendered from 14 February 2009 to 28 February 2009 in connection with services as Monitor under the CCAA proceedings initiated by the Company:

Date	Professional	Description
February 16, 2009	Porter, Christopher	Organize records, e-mails and correspondence.
February 17, 2009	Porter, Christopher	Obtain and review Redundant Assets marketing report; analyze BTI account; prepare for and participate in semi-weekly status call.
February 17, 2009	McKeown, Clark	Review of cash flow changes, review of margin issue, discussions with C. Porter re current financial position, review financial statements, review memo re sale of redundant assets.
February 17, 2009	Manski, Juergen	Meeting with C. Porter re objectives for Period 5 cash flow review; call to Mary Van Santvoort to arrange meeting for review.
February 17, 2009	Manski, Uwe	call from John Walker re pending negotiations with Union re wage concessions request; brief C. Porter and C. McKeown, and review status of sales process.
February 17, 2009	Fulton, Les	Several lengthy discussions and e-mails with potential buyers of the assets of Burlington; make arrangements to meet at the sites to view assets; continue to contact all potential buyers from target list; update asset list with information provided by S. Churman and other plant managers; work on promoting this deal to potential buyers.



Date	Professional	Description
February 18, 2009	Manski, Juergen	Reviewing cash flows for period 5, weeks ended February 14, 2009; beginning to copy support data and review comments on cash flow; reviewing releases schedule for rolling 12 weeks and comparing to cash flow.
February 18, 2009	McKeown, Clark	Review projection information, discussion with C. Porter re the go forward cash flows, look into open orders.
February 18, 2009	Porter, Christopher	Discussion with L. Fulton re progress with Redundant Assets; discussion with J. Manski re cash flow, over margin position, monitoring, releases; review cash flow analysis and report.
February 19, 2009	Porter, Christopher	Prepare for and attend semi-weekly status call; discussion with L. Fulton re status of Redundant Asset marketing; J. Manski re cash flow, over margin position, financial statements; review cash flow projections.
February 19, 2009	Fulton, Les	Telephone calls to all potential purchasers to check on the status of their offers; lengthy discussions about the proposal and offers; review faxes and e-mails about other like auctions and businesses that are selling the same equipment; work on updating asset list accordingly.
February 19, 2009	Manski, Uwe	Conference call update on accommodation agreements, opinion discussions, and cash flow issues.
February 20, 2009	Manski, Uwe	Update report from D. Wulfleff on status of sales effort of company.
February 20, 2009	Porter, Christopher	Review of cash flows and releases in light of BTI" plan to recast cash flows; Receive and review Redundant Asset status report.
February 22, 2009	Manski, Juergen	Review of Margin calculation for period end February 14, 2009 cross referencing schedules and scanning and sending to RBC; preparing updated schedule of timing difference and report on cash flow for cash flow results Period 5, week ended Feb 14, 2009.
February 23, 2009	Porter, Christopher	Redundant Assets- Possible change to asset list with M. Van Santvoort; discussion with L. Fulton re marketing; cash flow matters.
February 24, 2009	Porter, Christopher	Review J. Manski memos re cash flow; Discussion with L. Fulton re Redundant Asset marketing status; telephone discussion with U. Manski re briefing for semi-weekly status call; e-mails to U. Manski, C. McKeown re cash position.



Date	Professional	Description
February 24, 2009	McKeown, Clark	Update on file, update on status of redundant asset sale, review or margin calculation, review of financial statements.
February 24, 2009	Fulton, Les	Continue to work on pushing for offers for the redundant assets; call a few new contacts that have expressed interest in the assets; discuss at length the process and what we are looking for to continue with the sale of the equipment; discussions and e-mails with C Porter, plant foremen of Burlington Tech to arrange site visits, work on asset list.
February 24, 2009	Manski, Uwe	Update conference call.
February 25, 2009	Manski, Uwe	Call from N. Mourant of Asset Engineering, to advise of poor market for sale of Redundant Assets, and his intention to submit a liquidation proposal based on a commission arrangement and a disposition over time.
February 25, 2009	Fulton, Les	Several calls from potential buyers to discuss layout of proposal, timeline available and other matters that will affect their offers.
February 25, 2009	McKeown, Clark	Review current financial information, review new releases re future cash flows, review margin position.
February 25, 2009	Porter, Christopher	Various creditor matters; review of releases and financial info received to date; request updated information; discussion with L. Fulton re status of Redundant Assets and proposals.
February 26, 2009	Manski, Uwe	Update conference call re amended cash flow, status of sales process, etc.
February 26, 2009	Porter, Christopher	Prepare for and meet with J. Lizewski at Corporate Assets, L. Fulton at BDO re proposal re Redundant Assets; status of Redundant Asset targets; review proposals from Asset Engineering, Die Cast Machinery; obtain and review draft updated cash flows; prepare for and participate in status conference call; telephone calls with M. Van Santvoort re financial statements, cash flow projections.
February 26, 2009	Fulton, Les	Continue to call new contacts from inquiries as well as all the parties on our target list as bids are due tomorrow; briefly review bids submitted; several and lengthy discussions with potential buyers.
February 27, 2009	Fulton, Les	Continue to call all contacts about offers and proposals; briefly review packages received; lengthy discussions with potential buyers about their offers, proposals, state of the market, past auctions, etc.



Date	Professional	Description
February 27, 2009	Porter, Christopher	Redundant Assets; review status of proposals and proposals received; review of status with L. Fulton.

Summary of Time

Partners	
Uwe Manski, FCA, FCIRP - 4.0 hrs	\$2,200.00
Clark McKeown - CA, CIRP, CFE, CMC - 6.5 hrs	3,087.50
Associates	
Christopher Porter, CA, CIRP - 11.8 hrs	4,425.00
Senior Staff	
Juergen Manski, CA - 4.0 hrs	1,100.00
Other Staff	
Les Fulton - Estate Administrator - 20.5 hrs	4,100.00
Bridget Chiasson - Clerical - 2.0 hrs	250.00
	15,162.50
Add: Disbursements - Travel	129.75
	15,292.25
Add: GST - 5% - R101518124	764.61
Total Due	\$16,056.86