

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 SANDRA VITOROVICH

(Sworn March 9, 2009)

I, **Sandra Vitorovich**, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY AS FOLLOWS:

1. I am an associate with the law firm of Aird & Belis LLP ("**A&B**"), who has acted as counsel to BDO Dunwoody Limited ("**BDO**"), who was appointed monitor (the "**Monitor**") of Burlington Technologies Inc. ("**BTI**") during these CCAA proceedings pursuant to an Order of the Honourable Mr. Justice Campbell dated December 9, 2008. As such, I have knowledge of the matters to which I hereinafter depose, except where stated to be on information and belief and where so stated, I verily believe such information to be true.

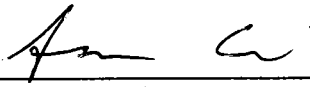
2. Attached hereto and marked as **Exhibit "A"** to this Affidavit is a statement of fees and disbursements with respect to the activities of A&B from November 21, 2008 to February 28, 2009, in the amount of \$48,785.17, including GST. The hours and rates, exclusive of GST, are summarized below:

Timekeeper	Hours	Hourly Rate	Fees
Steven L. Graff	47.9	\$550.00 / \$575.00	\$27,067.50
Derek J. McCallum	0.20	\$425.00	\$85.00


Sandra A. Vitorovich	53.1	\$275.00	\$14,602.50
David F. Sischy	20.3	\$195.00	\$3,958.50
Andrew Magnus	0.65	\$195.00	\$126.75
Ivone Vieira	0.40	\$105.00	\$42.00
TOTAL	122.55		\$45,882.25

4. This Affidavit is made in support of a motion to, *inter alia*, approve the receipts and disbursements of A&B to February 28, 2009 and its accounts relating to the period from November 21, 2088 to February 28, 2009, and for no improper purpose.

SWORN before me at the City of)
Toronto, in the Province of Ontario)
this 9th day of March, 2009.)
)
)
)
)
)
)

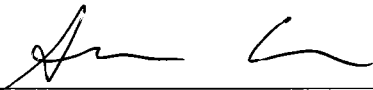


A Commissioner, etc.
Aaron Collins



Sandra Vitorovich

Exhibit "A" to the Affidavit of Sandra Vitorovich
Sworn before me this 9th day of March, 2009

A handwritten signature in black ink, appearing to read "Aaron Collins", written above a horizontal line.

Commissioner for Taking Affidavits, etc.

Aaron Collins

IN ACCOUNT WITH:

AIRD & BERLIS LLP

Barristers and Solicitors

Brookfield Place, 181 Bay Street
Suite 1800, Box 754
Toronto, Ontario M5J 2T9
Canada

BDO Dunwoody Limited
200 Bay Street
33rd Floor
Toronto, Ontario M5J 2J8

Attention: Mr. Uwe Manski

Account No.: 360582

PLEASE WRITE ACCOUNT NUMBERS
ON THE BACK OF ALL CHEQUES

File No.: 13137/101074

March 6, 2009

Re: Burlington Technologies Inc.

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended February 26, 2009

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
SLG	05/01/09	\$575.00	4.00	\$2,300.00	Review and revise Notice of Motion, draft Order, Affidavit of E. Overmeyer; review report of Monitor; telephone call with all counsel; receive correspondence from counsel for employees (former); telephone call with C. McKeown and C. Porter; review EDC; confirm agreement
SAV	05/01/09	\$275.00	0.90	\$247.50	Call with S. Graff; Review email correspondence; Review monitor's first report; Review affidavit of E.A. Overmeyer; Email with C. Porter
SLG	06/01/09	\$575.00	0.60	\$345.00	Lengthy telephone call with C. Porter and C. McKeown
SLG	06/01/09	\$575.00	0.40	\$230.00	Conference call with all involved to discuss EDC agreement and redraft
SLG	06/01/09	\$575.00	0.50	\$287.50	Conference call re status update
SAV	06/01/09	\$275.00	1.40	\$385.00	Review email re EDC agreement; Email correspondence from S. Kukulowicz; Call re EDC agreement; Email with C. Prophet; Email with S. Graff
SLG	07/01/09	\$575.00	1.00	\$575.00	Prepare and distribute supplementary report
SLG	07/01/09	\$575.00	2.30	\$1,322.50	Conference call to discuss EDC/BTI confirmation agreement, position and further negotiations and to review proposal accommodation term sheet; telephone call with C. McKeown and C. Porter

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
SLG	07/01/09	\$575.00	0.50	\$287.50	Review KERP and status
SAV	07/01/09	\$275.00	2.10	\$577.50	Review emails from J. Dietrich re EDC agreement; Conference call; Draft supplement to Monitor's First Report; Emails with C. Porter and S. Graff
SLG	08/01/09	\$575.00	1.90	\$1,092.50	Attend Court on motion to, among other things, extend CCAA protection; discussion and emails with C. McKeown
SAV	08/01/09	\$275.00	1.50	\$412.50	Emails from J. Dietrich; BTI update call
SLG	09/01/09	\$575.00	0.90	\$517.50	Review KERP, review emails
SLG	09/01/09	\$575.00	0.20	\$115.00	Review various emails
SAV	09/01/09	\$275.00	0.50	\$137.50	Email from K. Stigler re customer term sheets; Review term sheets and email correspondence re same
SAV	12/01/09	\$275.00	0.10	\$27.50	Email correspondence re DIP and forbearance agreement amendments
SLG	13/01/09	\$575.00	0.40	\$230.00	Review redundant asset sale materials (auction agreement)
SAV	13/01/09	\$275.00	1.80	\$495.00	Review term sheets and amendment to DIP Loan and forbearance agreement; Email with S. Graff; Update conference call; Review draft sales package and list of redundant assets
SLG	14/01/09	\$575.00	0.50	\$287.50	Review status and agreements ; review redundant asset sale package
SAV	14/01/09	\$275.00	0.10	\$27.50	Review FMC's comments
SLG	15/01/09	\$575.00	0.60	\$345.00	Review Terms and Conditions and Agreement relating to redundant asset sale
SAV	15/01/09	\$275.00	2.30	\$632.50	Meetings with S. Graff; Call with C. Porter; Review Confidential Information Memorandum and revise; Email with C. Porter; Update conference call
SLG	16/01/09	\$575.00	0.60	\$345.00	Conference call with U. Manski, J. Walker, J. Dietrich; exchange emails re GM
SAV	16/01/09	\$275.00	0.20	\$55.00	Emails with C. Porter re 2nd report; Review email from J. Dietrich re accommodation agreements
SLG	19/01/09	\$575.00	0.50	\$287.50	Conference call with BDO and FMC and GM counsel (and D. Baty)
SLG	19/01/09	\$575.00	2.30	\$1,322.50	Prepare for and attend meeting for presentation by Trenwith on sale process; discussion re issues and options (Bank, BDO, FMC, Gowlings and Co reps in

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
					attendance)
SAV	19/01/09	\$275.00	0.10	\$27.50	Call with S. Graff
SAV	20/01/09	\$275.00	1.40	\$385.00	Meetings with S. Graff; Update conference call; Email to C. Porter and C. McKeown
SAV	21/01/09	\$275.00	0.10	\$27.50	Review email from S. Kukulowicz; Review email from J. Walker re orders
SAV	22/01/09	\$275.00	5.30	\$1,457.50	Email with S. Graff; Email with C. Porter; Update conference call; Call to U. Manski; Draft Monitor's Second Report
SAV	23/01/09	\$275.00	0.20	\$55.00	Email to S. Graff; Email to U. Manski, C. Porter and C. McKeown
SLG	26/01/09	\$575.00	2.00	\$1,150.00	Review of all involved and emails; Review of material enclosing second report; Status on accommodation; Second report and email affidavit; Telephone call with C. McKeown and U. Manski
SAV	26/01/09	\$275.00	1.30	\$357.50	Review draft monitor's report; Call from C. Porter; Revise draft and circulate; Email from J. Dietrich; Review draft court materials and comments thereon
SLG	27/01/09	\$575.00	2.00	\$1,150.00	Review emails on Report and status of motion materials; review same
SAV	27/01/09	\$275.00	1.50	\$412.50	Email with C. Porter; Email with S. Graff; Call from C. Porter; Review all revised documents for filing in court
SLG	28/01/09	\$575.00	0.40	\$230.00	Review and revise NDA; discussion with S. Vitorovich
SAV	28/01/09	\$275.00	1.30	\$357.50	Meet with S. Graff; Review and revise confidentiality agreement
SLG	29/01/09	\$575.00	1.00	\$575.00	Review record and prepare for court attendance
SAV	29/01/09	\$275.00	1.10	\$302.50	Email with S. Graff; Revise confidentiality agreement and emails with C. Porter; Email from J. Dietrich; Review property handover memo
SLG	30/01/09	\$575.00	2.90	\$1,667.50	Prepare for and attend at Court on motion for extension and ancillary relief re DIP and Deutsche Bank; revise Order; telephone call with J. Dietrich
SAV	30/01/09	\$275.00	0.80	\$220.00	Email from J. Dietrich; Email correspondence with S. Graff; Review paragraph for order re Deutsch Bank; Meet with S. Graff; Call from and to B. Suppa

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
SAV	31/01/09	\$275.00	0.20	\$55.00	Email with D. Wulffleff; Email with B. Suppa
SAV	02/02/09	\$275.00	0.70	\$192.50	Call with B. Suppa; Review Trenwith letter and NDA and email B. Suppa re same
SLG	03/02/09	\$575.00	0.50	\$287.50	Conference call on status of matters
SAV	03/02/09	\$275.00	0.40	\$110.00	Status update call; Email with B. Suppa
SAV	04/02/09	\$275.00	0.90	\$247.50	Emails with D. Wulffleff; Call with B. Suppa; Review revised NDA and email with D. Wulffleff
SAV	05/02/09	\$275.00	0.10	\$27.50	Email from B. Suppa
SAV	08/02/09	\$275.00	0.10	\$27.50	Review Confidential Information Memorandum
SAV	09/02/09	\$275.00	0.10	\$27.50	Email with B. Suppa
SLG	10/02/09	\$575.00	1.20	\$690.00	Conference call on status; review of Deutsche Bank Agreement
IV	10/02/09	\$105.00	0.40	\$42.00	Ran a prelim to confirm corporation name and jurisdiction; ordered a certified PPSA search for Burlington Technologies Inc.; attended the Ministry and picked up the search results; sent results to lawyer via interoffice mail
SAV	10/02/09	\$275.00	0.60	\$165.00	Status update call
DFS	11/02/09	\$195.00	2.00	\$390.00	Met with Sandra Vitorovich re: BTI security review; began process of reviewing security documents
SAV	11/02/09	\$275.00	0.90	\$247.50	Meeting with D. Sischy re security review
SLG	12/02/09	\$575.00	0.60	\$345.00	Attend on call re status updates on accommodation et al; review BDC consent re D. Bank
DJM	12/02/09	\$425.00	0.20	\$85.00	Instructions from S. Vitorovich; Obtain parcel registers for BTI properties
DFS	12/02/09	\$195.00	0.20	\$39.00	Correspondence with Hollie DaSilva re: 3267/3245 Mainway Property
SAV	12/02/09	\$275.00	0.70	\$192.50	Email with H. DaSilva and D. Sischy; Status update call
DFS	17/02/09	\$195.00	3.00	\$585.00	Security Review of Burlington Technologies Inc.; began drafting chart documenting security review
SAV	17/02/09	\$275.00	0.60	\$165.00	Email with D. Sischy; Meeting with D. Sischy regarding security review
SLG	18/02/09	\$575.00	0.30	\$172.50	Review emails re execution of consent to DB factoring

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
DFS	18/02/09	\$195.00	6.00	\$1,170.00	Security Review of Burlington Technologies Inc.; preparation of chart documenting security review
SLG	19/02/09	\$575.00	0.30	\$172.50	Review update emails on sale process
DFS	19/02/09	\$195.00	4.60	\$897.00	Security Review of Burlington Technologies Inc.; preparation of chart documenting security review
SAV	19/02/09	\$275.00	0.60	\$165.00	Email with J. Dietrich; update conference call
DFS	20/02/09	\$195.00	4.50	\$877.50	Security Review of Burlington Technologies Inc.; preparation of chart documenting security review; draft PPSA summaries and Parcel Registry summaries
SAV	20/02/09	\$275.00	0.10	\$27.50	Email with D. Sischy
SAV	24/02/09	\$275.00	0.50	\$137.50	Update status call
SAV	25/02/09	\$275.00	0.20	\$55.00	Email with S. Graff; email from J. Walker
SLG	26/02/09	\$575.00	0.50	\$287.50	Attend on conference call re update and cash flows
SAV	26/02/09	\$275.00	1.30	\$357.50	Telephone call with S. Graff; Review correspondence from J. Walker and review cash flows; update conference call

TOTAL: 81.80 \$29,503.00

OUR FEE \$29,503.00

GST at 5% \$1,475.15

DISBURSEMENTS

COST INCURRED ON YOUR BEHALF AS AN AGENT

Registration Under P.P.S.A. \$8.00

Subject to GST

Photocopies - Local	\$270.00
Photocopies	\$20.00
Binding and Tabs	\$5.10
Fax Charges	\$12.00
Taxi	\$14.29
Service Provider Fee	\$4.00
Subsearch-Conveyancer	\$45.00
Teraview Search	\$58.00
Long Distance Charges	\$39.68

Total Disbursements	\$468.07
GST at 5%	\$23.40

AMOUNT NOW DUE

\$31,477.62

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP

Steven L. Graff
E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.5% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

OUR GOODS AND SERVICES GST REGISTRATION NUMBER IS 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTTOR. Please include the invoice number as reference.

4931879.2

IN ACCOUNT WITH:

AIRD & BERLIS LLP

Barristers and Solicitors

Brookfield Place, 181 Bay Street
Suite 1800, Box 754
Toronto, Ontario M5J 2T9
Canada

BDO Dunwoody Limited
200 Bay Street
33rd Floor
Toronto, Ontario
Canada M5J 2J8

Attention: Mr. Uwe Manski

Account No.: 356584

PLEASE WRITE ACCOUNT NUMBERS
ON THE BACK OF ALL CHEQUES

File No.: 13137/101074

January 5, 2009

Re: Burlington Technologies Inc.

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended **December 31, 2008**

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
SLG	21/11/08	\$550.00	0.50	\$275.00	Telephone call with U. Manski; telephone call with L. Vanderburgt
SLG	27/11/08	\$550.00	0.20	\$110.00	Emails with U. Manski
SLG	28/11/08	\$550.00	0.30	\$165.00	Telephone call with U. Manski; review emails; consider attendance at meeting
SLG	01/12/08	\$550.00	4.00	\$2,200.00	Prepare for review cash flows and attend meeting at FMC with FMC, RBC, Gowling, BTI and BDO
SLG	03/12/08	\$550.00	0.40	\$220.00	Emails with U. Manski and S. Kukulowicz re status; consider pre CCAA report
SLG	04/12/08	\$550.00	2.00	\$1,100.00	Email with U. Manski; review draft order; review draft report; review draft affidavit
SAV	04/12/08	\$275.00	1.30	\$357.50	Meet with S. Graff; Review draft order and affidavit; Draft proposed monitor's report; Email with S. Graff; Call with S. Graff
SAV	05/12/08	\$275.00	1.00	\$275.00	Review monitor's report; Call with S. Graff; Email correspondence with S. Graff; Email with U. Manski
SLG	08/12/08	\$550.00	1.80	\$990.00	Conference call with Fraser Milner and Bank reps, CRO, BDO re status and steps in process, matters outstanding; review order; review report; telephone call with U Manski
SAV	08/12/08	\$275.00	1.30	\$357.50	Email with S. Graff and U. Manski; Conference call
SLG	09/12/08	\$550.00	1.50	\$825.00	Attend court with J. Dietrich to discuss timing of hearing and nature of matter before Campbell, J.; complete report
SLG	09/12/08	\$550.00	2.50	\$1,375.00	Attend at court on CCAA application

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
AM	09/12/08	\$195.00	0.65	\$126.75	Delivery of document to Justice Campbell at Commercial List for 2PM hearing
SLG	11/12/08	\$550.00	0.40	\$220.00	Review emails from J. Dietrich re Maple Agreement and emails with U. Manski
SLG	12/12/08	\$550.00	0.20	\$110.00	Email with C. Porter
SAV	14/12/08	\$275.00	0.10	\$27.50	Listen to voicemail
SAV	15/12/08	\$275.00	0.30	\$82.50	Email with S. Graff; Call to BDO with S. Graff
SLG	16/12/08	\$550.00	1.60	\$880.00	Conference call to discuss status of all matters including timing and report; discussion with Ford, Maple and EDC
SAV	16/12/08	\$275.00	1.50	\$412.50	Email with S. Graff; Conference call re update to date; Meet with S. Graff
SLG	17/12/08	\$550.00	1.20	\$660.00	Lengthy review of terms of retainer with Trenwith; review of KERP; review of Maple changes to Initial Order and Maple consent documentation
SAV	17/12/08	\$275.00	2.60	\$715.00	Review file and draft monitor's first report
SLG	18/12/08	\$550.00	0.30	\$165.00	Review Reko letter; emails with U. Manski
SAV	18/12/08	\$275.00	1.20	\$330.00	Draft First Report of the Monitor; Meet with S. Graff; Review consents and email correspondence re consents
SLG	19/12/08	\$550.00	0.50	\$275.00	Review status and consider draft review and outline
SAV	19/12/08	\$275.00	6.50	\$1,787.50	Email with S. Graff; Draft First Report; Email re conference call; Conference call on status update; Call with U. Manski
SAV	22/12/08	\$275.00	2.20	\$605.00	Call from C. McKeown and email with S. Graff; Email from C. Porter; Calls with U. Manski; Review BDC draft agreement; Calls with S. Graff; Conference call
SLG	23/12/08	\$550.00	0.80	\$440.00	Telephone call with S. Vitorovich re report and review same
SAV	23/12/08	\$275.00	2.00	\$550.00	Call with S. Graff; Draft letter to J. Dietrich, S. Kukulowicz and J. Walker; Conference call re status update
SAV	24/12/08	\$275.00	0.20	\$55.00	Email with S. Graff
SAV	30/12/08	\$275.00	0.60	\$165.00	Emails with S. Graff; Update conference call
SLG	31/12/08	\$550.00	0.80	\$440.00	Conference call re status and communications with EDC, Ford and status of report
SAV	31/12/08	\$275.00	0.30	\$82.50	Email with C. Porter and S. Graff re monitor's first report
TOTAL:			40.75	\$16,379.25	

OUR FEE
GST at 5%

\$16,379.25
\$818.96

DISBURSEMENTS

Subject to GST

Photocopies - Local	\$97.25	
Photocopies	\$0.75	
Binding and Tabs	\$6.12	
Taxi	\$28.58	
Total Disbursements		\$132.70
GST at 5%		\$6.64

AMOUNT NOW DUE

\$17,337.55

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP

Steven L. Graff
E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 2.5% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.

OUR GOODS AND SERVICES GST REGISTRATION NUMBER IS 12184 6539 RT0001

NOTE: This account may be paid by wire transfer in Canadian funds to our account at The Toronto-Dominion Bank, TD Centre, 55 King Street West, Toronto, Ontario, M5K 1A2. Account number 5221521, Transit number 10202, Swift Code TDOMCATTOR. Please include the invoice number as reference.

4738618.1

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding Commenced in Toronto

FEE AFFIDAVIT

AIRD & BERLIS LLP
Barristers and Solicitors
Brookfield Place
Suite 1800, Box 754
181 Bay Street
Toronto, Canada M5J 2T9
Tel: 416.863.1500
Fax: 416.863.1515

Steven L. Graff (LSUC #31871V)
Sandra A Vitorovich (LSUC #54459)

Solicitors for the Monitor, BDO Dunwoody
Limited