

**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 DANIEL R. DOWDALL**

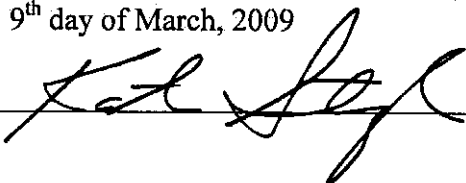
I, **Daniel R. Dowdall**, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY** that:

1. I am a Partner in the law firm Fraser Milner Casgrain LLP ("**FMC**") which has acted as counsel to Burlington Technologies Inc. ("**BTL**") in these proceedings. As such, I have knowledge of the matters hereinafter deposed to, except where stated to be on information and belief and whereso stated I verily believe such to be true.
2. Attached and marked as Exhibit "**A**" to this my affidavit are true copies of the fees and disbursements (including GST) of FMC which were incurred in this matter from November 21, 2008 until February 28, 2009, in the amount of \$289,696.60, including GST and such are summarized below:

<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Fees</b>
R.W. Walker	53.90	737	39,722.50
R.S. Kukulowicz	186.00	675	125,550.00
D.R. Dowdall	3.90	700	2,730.00
A.L.J. McCormick	1.30	190	247.00
M.J. Wunder	7.00	650	4,550.00
A.J. Miedema	.90	560	504.00
A.L. MacFarlane	4.60	650	2,990.00
C.E. Hall	2.00	410	820.00
J.O. Dietrich	208.00	456	94,835.00
K.H. Stigler	29.20	300	8,753.00
G. Mallon	.30	350	105.00
J. Hetu	3.00	147	440.00
R. R. Jokhio	2.60	200	520.00
L.P. Sheppard	3.50	200	700.00
M. Nimac	2.00	190	380.00
<b>Total</b>	<b>508.2</b>		<b>\$282,846.5</b>

3. Given the complexity of this insolvency proceeding, I believe the hourly rates of FMC are reasonable and comparable to other legal counsel in the city of Toronto for insolvency advice of this nature.
4. The hours spent on this matter and the disbursements incurred by FMC are outlined in detail in Exhibit "A" and I believe are reasonable and appropriate in the circumstances.
5. This Affidavit is sworn in connection with the approval of the fees and disbursements of FMC and for no improper purpose.

SWORN BEFORE ME at the City of )  
 Toronto, in the Province of Ontario, this )  
 9<sup>th</sup> day of March, 2009 )



**KATE STIGLER**  
 Commissioner for Taking Affidavits, etc.  
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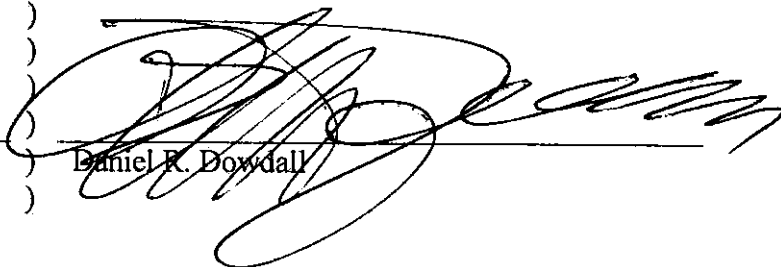
  
 Daniel R. Dowdall

Exhibit "A" to the Affidavit of Daniel R. Dowdall  
sworn before me this 9<sup>th</sup> day of March, 2009.

A handwritten signature in cursive script, appearing to read "Kate Stigler", is written over a horizontal line.

Commissioner for Taking Affidavits, etc.

*KATE STIGLER*



## FRASER MILNER CASGRAIN LLP

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

Burlington Technologies Inc.  
2380 South Service Road West  
Oakville Ontario L6L 5M9

Attention: Mr. Ery Overmeyer

Please refer to Bill # 2662072 on your Remittance

GST # R121996078

<u>Lawyer</u>	<u>Date</u>	<u>Matter Number</u>
R.S. Kukulowicz	February 28, 2009	537695-000001

### Re: Re-Organization

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>
25-Jan-09	JOD	Email comments on EDC Charge to J. Hutchins. Exchange of email with J. Walker. Telephone discussion with J. Walker. Revise Ford term sheet and email to J. Leslie and J. Walker.	1.3
26-Jan-09	KHS	Begin drafting new Affidavit of E. Overmeyer.	0.5
26-Jan-09	JOD	Telephone discussion with J. Leslie. Email exchange with J. Walker. Review and revise notice of motion. Participate in conference call regarding Gates accommodation agreement. Email exchange. Preparation of motion material. Review of draft report and comment upon same. Telephone discussion with J. Walker and S. Kukulowicz. Revise draft affidavit and email regarding same.	5.4

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
26-Jan-09	RSK	Conference call with C. Prophet and D. Glavota regarding RBC DIP extension terms. Review of draft affidavit in support of extension motion. Review of draft Second Report of Monitor and provide comments to J. Dietrich. Review of mark-up of Bendix agreement from its counsel. Review of report as revised by J. Dietrich and provide additional comments. Review of revised order. Conference call with J. Walker regarding DIP terms. Further call with J. Walker regarding discussions with RBC. Review of comments on affidavit from E. Overmeyer. Review of comments on report and draft order from L. Wong. Review of e-mails from J. Walker and L. Wong regarding DIP Amendment. Review of revised affidavit.	3.9
26-Jan-09	ALM	Exchange of e-mails with BTI.	0.4
27-Jan-09	JOD	Work on finalizing motion materials including having affidavit sworn. Amending notice of motion and draft order with discussions with L. Wong. Amending Second DIP Amendment Agreement. Discussion with J. Walker. Arrange for service of motion record. Exchange of email.	4.3
27-Jan-09	RWW	Discussion with J. Dietrich with respect to proposed amendments to DIP and Forbearance Agreements. Reviewed draft Amendment Agreements. Discussion with J. Dietrich and D. Glavota regarding borrowing limit repayment formula. Added my comments to the Agreement.	1.5
27-Jan-09	RSK	Office conference with J. Dietrich regarding status of DIP Amendment and Court materials. Review of revised materials and related e-mails. Review of revised DIP amendment.	1.4
27-Jan-09	RRJ	Commissioning an affidavit at the client's offices.	2.6
28-Jan-09	JOD	Telephone discussion with J. Walker. Email to Chaitons. Discussion with Ford regarding letter agreement / accommodation agreement. Discussion with L. Wong. Revise Ford letter agreement and email regarding same. Telephone discussion with L. Wong regarding Ford agreement. Telephone discussion J. Walker and others from BTI regarding accommodation agreements. Revise accommodation agreements.	3.5
28-Jan-09	RSK	Review of revised Ford letter and TRW term sheet. Review of revised forbearance agreement. Office conference with J. Dietrich regarding extension hearing.	0.5
28-Jan-09	LPS	Filing materials at the Commercial List.	0.8
29-Jan-09	JOD	Telephone discussion with J. Walker. Review of status of accommodation agreement term sheets. Office conference with R. Walker regarding Deutsche Bank financing. Office conference with R. Walker and exchange of messages with J. Hutchins regarding EDC charges. Telephone discussion with Bendix and counsel regarding term sheet. Exchange of email with J. Leslie regarding Ford term sheet. Coordinate status update call. Review of CIM.	5.5

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
29-Jan-09	RSK	Review of e-mail from counsel for Maple Trade regarding position on extension motion. Review of e-mails regarding provision to deal with Deutsche Bank factoring. Review revised CIM and e-mailed comments to J. Dietrich. Review e-mail from H. Chaiton regarding EDC position. Review of e-mail from M. McGraw (counsel for DB) regarding additional comments on draft order.	1.6
29-Jan-09	RWW	Discussion regarding Chaiton's opinion request. Discussion with J. Walker and M. Van Santvoort regarding Deutsche Bank factoring arrangement. Advising with respect to wording of CCAA order regarding Deutsche Bank's factoring agreement. Considered issues with respect to enforceability of charge. Discussion with I. Binnie and e-mails to him regarding Court approval. Reviewing amended charge to be provided to EDC.	3.3
30-Jan-09	JOD	Preparation for and attend at court to obtain order in respect of extension of stay period, DIP amendment and Deutsche Bank issues. Telephone discussion with J. Walker. Telephone discussion with J. Hutchins. Follow up on accommodation agreements and outstanding issues regarding EDC. Exchange of email with L. Wong. Telephone conference with J. Walker.	5.8
30-Jan-09	RWW	Work on provision in Court Order and e-mails regarding various changes. Memorandum to Blakes with comments on Deutsche Bank factoring agreement. E-mails to M. Van Santvoort and I. Binnie. Reviewed amended Court authorization.	3.0
30-Jan-09	LPS	Filing materials at the Commercial List.	0.8
30-Jan-09	RSK	Office conference with J. Dietrich regarding extension motion. Review of e-mail from D. Glavota regarding amendments to Forbearance Agreement and Second DIP Loan Agreement.	0.4
2-Feb-09	JOD	Review of term sheets. Telephone conference with L. Wong. Telephone conference with J. Walker and others from BTI.	2.6
2-Feb-09	RSK	Review e-mails from G. MacDonald regarding Maple Trade issues. Review of Trenwith financial and strategic target lists.	0.4
3-Feb-09	JOD	Coordinate call with D. Baty. Telephone conference with D. Baty. Participate in status update call. Telephone conference with F. Spizziri and L. Wong. Telephone discussion with L. Wong. Telephone discussion with J. Walker. Exchange of email with P. Paradis.	4.2
3-Feb-09	RWW	Prepared draft consent by RBC and A&M regarding Deutsche Bank factoring agreement. Email to I. Binnie. Discussion with I. Binnie.	0.5
3-Feb-09	RSK	Exchange of e-mails with J. Dietrich regarding regular conference call. Review of e-mail from L. Vanderburgt regarding Trenwith Target list.	0.2
4-Feb-09	RSK	Review of BTI Period 4 Cash Report to RBC.	0.3
5-Feb-09	RWW	Reviewed amended factoring agreement. Negotiating agreement with I. Binnie. Email to I. Binnie. Report to M. Van Santvoort regarding issues.	3.8

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
6-Feb-09	RWW	Reviewed revised Deutsche Bank factoring agreements.	0.5
6-Feb-09	RSK	Review of e-mail from C. Prophet regarding CIM and other matters.	0.2
6-Feb-09	ALM	E-mail to B. Suppa. Review of sales process, letter and confidentiality agreement.	0.8
9-Feb-09	JOD	Review of email. Voicemail to C. McKeown. Exchange of email. Telephone conversation with J. Walker and E. Overmeyer. Telephone conversation with L. Wong and C. Prophet regarding Bendix. Email to F. Spizziri. Telephone discussion with B. Suppa. Review telephone message from EDC. Respond to same. Telephone discussion with D. Wulfflet.	2.7
9-Feb-09	RWW	Discussions with I. Binnie and M. Van Santvoort regarding revised factoring agreement. Further discussions to settle agreement. Email to counsel for RBC and Monitor.	2.3
9-Feb-09	RSK	Office conference with J. Dietrich regarding CIM and other issues. Review of draft bid procedures letter.	0.5
10-Feb-09	JOD	Review of revised NDA. Leave telephone message with R. Alberty. Revision of accommodation agreements. Email to F. Spizziri. Telephone conversation with L. Wong. Leave telephone message with T. Spellane (counsel for Getrag). Exchange of email with J. Keech-Barker (EDC). Preparation for and participate in status update call. Email to D. Baty.	6.1
10-Feb-09	RWW	Discussion with D. Glavota regarding Deutsche Bank factoring agreement.	0.3
10-Feb-09	RSK	Office conference with J. Dietrich regarding various issues. Attend conference call with BTI, RBC and BDO/Trenwith regarding CIM and other issues.	0.6
11-Feb-09	JOD	Review of non disclosure agreement and email to B. Suppa. Telephone discussion with J. Leslie. Telephone conference regarding Gates term sheet with BTI and Gates representatives. Review Gates term sheet and email to BTI. Telephone conference with J. Walker and email to L. Wong.	1.3
11-Feb-09	RSK	Review of e-mail from E. Overmeyer regarding margin shortfall. Review of e-mail from D. Wulffleff (Trenwith) regarding marketing process.	0.3
12-Feb-09	JOD	Telephone conversation with J. Walker. Coordinate general status update call. Telephone discussion with J. Walker and S. Kukulowicz regarding cost reductions. Telephone discussion with J. Walker and D. Wulfflet regarding advertisement. Telephone discussion with L. Wong. Review of email from F. Spizziri. Email regarding Gates term sheet. Review of Getrag revised term sheet.	1.8
12-Feb-09	RWW	Discussion with D. Glavota with respect to the Deutsche Bank factoring agreement and consent by RBC. Email to Burlington. Reviewed amended consent and applicable order. Email to I. Binnie.	0.5

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
12-Feb-09	RSK	Review of proposed advertisement. Attend conference call with BTI, BDO, RBC and counsel regarding various issues. Telephone attendance with J. Walker et al regarding cost reduction proposals.	1.5
13-Feb-09	JOD	Review of non disclosure agreement modification and email regarding same. Review of email. Email to R. Walker and S. Kukulowicz. Review of revised Non Disclosure agreements and email regarding same.	0.3
13-Feb-09	RSK	Review of distribution update from Trenwith. Review of e-mails regarding EDC requiring consent of first mortgage on collateral properties and issues of delay.	0.4
16-Feb-09	JOD	Telephone conversation with J. Walker. Review and comment upon non-disclosure agreements. Review of revised accommodation term sheets. Review of draft letter to union.	0.8
16-Feb-09	RSK	Review of draft Union letter regarding request for concessions and related e-mails from J. Walker, B. Phelps and J. Dietrich.	0.4
17-Feb-09	JOD	Revise draft letter to union and email same. Telephone conversation with GM's counsel and email to same. Telephone conference with J. Walker. Review email from C. Porter. Review of email. Provide further comments on draft letter. Telephone conversation with J. Walker. Email to J. Leslie.	1.5
17-Feb-09	RSK	Office conference with J. Dietrich regarding Union letter. Review of finalized version for Union meeting.	0.4
18-Feb-09	JOD	Telephone conversation with J. Walker. Email exchange with L. Wong. Email exchange with F. Spizziri. Telephone conference with J. Walker. Telephone message to J. Leslie. Telephone discussion with P. Parids. Telephone conference with L. Wong regarding accommodation agreements. Amend Bendix term sheet and email to F. Spizziri.	3.0
18-Feb-09	RSK	Review of summary of R&D and cash flow forecast from E. Overmeyer.	0.3
19-Feb-09	JOD	Revise Getrag term sheet and email to BTI. Email regarding Gates. Email regarding update call. Exchange of email regarding status of various agreements. Coordinate and participate in status update call.	1.6
20-Feb-09	JOD	Review email regarding status of marketing process. Telephone discussion with J. Walker. Revise Gates agreement and email to L. Wong. Draft Bendix accommodation agreement and email to L. Wong and BTI for review and comment. Review of email. Review of executed Deutsche bank agreements. Email exchange with F. Spizziri.	2.1
20-Feb-09	RSK	Review of e-mails from Trenwith status of sales process. Review of updated margin calculation from E. Overmeyer.	0.5
23-Feb-09	JOD	Review of confidential agreement. Review revised TRW agreement . Email to J. Walker. Email to L. Wong.	0.4

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
24-Feb-09	CEH	Telephone call with J. Dietrich regarding language in independent contractor letter. Review and revise independent contractor letter. E-mail enclosing same to J. Dietrich with summary of employment standards implications.	0.8
24-Feb-09	JOD	Telephone conference with J. Walker and M. Van Santvoort. Revise task and term letter and email to BTI. Telephone message to C. Hall. Participate in status update call. Discussion with C. Hall and email of term and task letter. Review of non-disclosure agreement and email to B. Suppa. Email to L. Wong. Email to J. Walker.	2.1
25-Feb-09	JOD	Conference call with J. Walker. Exchange of email. Review of revised non disclosure agreement and amend. Exchange of email	0.5
25-Feb-09	RSK	Review of e-mails regarding EDC confirmation of implementation of settlement and availability of tooling line. Review of marketing status summary from Trenwith.	0.4
26-Feb-09	JOD	Email reminder for status call. Telephone message to J. Leslie. Telephone message to J. Leslie. Email to L. Wong. Telephone discussion regarding general update and cashflows. Telephone with L. Wong regarding ford letter. Email to J. Leslie.	2.6
26-Feb-09	RSK	Office conference with J. Dietrich regarding status. Review e-mail confirming execution of DB Agreement. Participated in conference call with BTI, BDO, RBC and counsel regarding status and issues. Follow-up call with J. Walker.	1.4
<b>Total</b>			<b>97.7</b>

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Jane Dietrich	59.7	480.00	28,656.00
Christina Hall	0.8	410.00	328.00
Ruhia Jokhio	2.6	200.00	520.00
R.S. Kukulowicz	15.6	675.00	10,530.00
Alex MacFarlane	1.2	650.00	780.00
Laura Sheppard	1.6	200.00	320.00
Kate Stigler	0.5	320.00	160.00
R.W. Walker	15.7	750.00	11,775.00
<b>Total</b>	<b>97.7</b>		<b>\$53,069.00</b>

Total Fees	\$53,069.00	
Total GST	<u>2,653.45</u>	
<b>Our Fees</b>		<b>\$55,722.45</b>

Non-Taxable Disbursements

Filing Fee*	\$127.00	
Tax Certificate / Search*	<u>45.00</u>	
<b>Total Non-Taxable Disbursements</b>		<b>\$172.00</b>

Taxable Disbursements

Automobile Expenses	\$41.90
Long Distance Telephone Calls	773.61

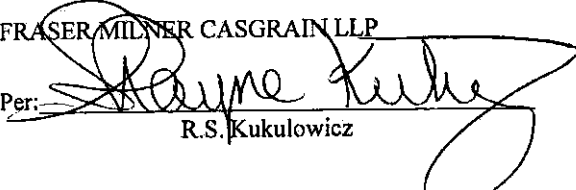
Photocopy Charges	393.00	
Taxi Charges	<u>170.50</u>	
Total Taxable Disbursements	\$1,379.01	
Total GST	<u>68.95</u>	
Total Taxable Disbursements including Taxes		<u>\$1,447.96</u>

**TOTAL ACCOUNT** \$57,342.41

**SUMMARY**

Total Fees	\$53,069.00
Total Disbursements	1,551.01
Total Taxes on Fees and Disbursements	<u>2,722.40</u>

**TOTAL ACCOUNT** \$57,342.41

FRASER MILNER CASGRAIN LLP  
Per:   
R.S. Kukulowicz

TERMS: PAYMENT DUE UPON RECEIPT, IN ACCORDANCE WITH SECTION 33(1) OF THE SOLICITORS ACT, INTEREST WILL BE CHARGED AT THE RATE OF 3.3% PER ANNUM ON UNPAID FEES, CHARGES OR DISBURSEMENTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS STATEMENT IS DELIVERED.



## FRASER MILNER CASGRAIN L.L.P.

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

Burlington Technologies Inc.  
2380 South Service Road West  
Oakville Ontario L6L 5M9

Attention: Mr. Erv Overmeyer

Please refer to Bill # 2659050 on your Remittance

GST # R121996078

<u>Lawyer</u>	<u>Date</u>	<u>Matter Number</u>
R.S. Kukulowicz	January 31, 2009	537695-000001

### Re: Re-Organization

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>
2-Jan-09	JOD	Review and revise motion materials. Participate in various telephone conferences regarding upcoming extension motion. Office conference with S. Kukulowicz.	5.2
2-Jan-09	RSK	Exchange of messages with J. Dietrich regarding status. Exchange of e-mails with C. Prophet regarding extension of DIP. Review e-mails from J. Walker and E. Overmeyer regarding update on consolidation of operations. Review of draft monitor report and discussed same with J. Dietrich. Exchange of e-mails with J. Walker and K. Carpenter regarding Crosbie repudiation. Exchange of e-mails with H. Chaiton regarding January 8th Hearing and status of EDC agreement. Review of revised affidavit. Telephone attendance with J. Walker (x2) regarding KERP issues and extension of Stay/DIP. Conference call with BTI, BDO, RBC and counsel regarding draft Court materials and related issues. Review of draft KERP agreement for E. Overmeyer and provide comments. Review of draft notice of motion and order and provide comments to J. Dietrich.	4.6
3-Jan-09	RSK	Review of revised Monitor's Report and noted further revisions. Review e-mails regarding approval of critical supplier payments.	0.5

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
5-Jan-09	JOD	Review of service list and email regarding same. Email regarding KERP. Review and comment upon draft report. Revise notice of motion and draft order. Revisions to draft affidavit. Email revised documents for further comment. Finalize affidavit and arrange for it to be sworn. Provide comments upon DIP Loan Amendment Agreement. Telephone discussion with D. Glavota. Office conference with S. Kukulowicz. Telephone discussions regarding motion materials. Finalize motion materials and arrange for service of same. Review of revised EDC agreement received from H. Chaiton.	7.9
5-Jan-09	RWW	Review DIP Amendment Agreement and added comments with respect to same. Discussion with J. Dietrich. Review amendments to Forbearance Agreement and added comments with respect to same.	1.5
5-Jan-09	RSK	Review e-mail from J. Dietrich regarding service list. Review e-mail from J. Walker regarding EDC Agreement. Review e-mail from C. Porter regarding Monitor's consent to supplier payments. E-mail to BTI, RBC, Monitor and counsel regarding finalizing Court materials. Review of J. Dietrich revision of Monitor's Report and provided additional comments. Review and revised affidavit and order. Conference call with J. Walker, M. Van Santvoort and E. Overmeyer regarding various issues. Telephone attendance with C. Prophet regarding DIP loan amending agreement. Review e-mail from K. Carpenter regarding Oakville closing date for affidavit. E-mail to C. Prophet regarding customer term sheet. Review of comments from S. Graff regarding BTI motion materials and discussed same with J. Dietrich. Review of correspondence from lawyer (J. Evans) acting for group of former employees. Review of related e-mails. E-mail to K. Carpenter regarding additional details for employee group. Review of comments on draft materials from C. Prophet. Review of DIP loan amendment agreement. Office conversation with J. Dietrich regarding further revisions to Court Report (including statement that proceeds of redundant assets go to RBC.). Telephone attendance with J. Walker et al from BTI regarding list of requests for customers. Review of amendment to forbearance agreement from D. Glavata. Office conference with J. Dietrich regarding service of materials. Review of revised EDC Confirmation agreement and discussed same with J. Walker. E-mail to BTI, RBC, BDO and counsel regarding EDC Confirmation agreement as revised by H. Chaiton. Telephone attendance with C. Prophet regarding EDC regarding draft. E-mail to H. Chaiton regarding initial position of unsecured employee claims.	6.7
5-Jan-09	JHH	Travelling to Oakville to commission an affidavit at Burlington Technologies.	2.2
5-Jan-09	MJW	Attend to review of inter-company security. Attend to review of search results. Report to S. Kukulowicz.	1.0

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
6-Jan-09	JOD	Review of revised EDC agreement. Review and exchange of email. Telephone discussion with RBC, BTI and Monitor regarding EDC and various update issues. Arrange for court material to be filed. Telephone discussion with court office regarding material for extension motion. Amend EDC agreement. Telephone discussion with EDC, BTI and Monitor regarding terms of agreement with EDC. Email revised EDC Agreement to S. Kukulowicz. Email to RBC, BTI and Monitor.	4.9
6-Jan-09	RWW	Review Forbearance Amendment Agreement.	0.3
6-Jan-09	LPS	Filing materials with the Commercial List.	0.9
6-Jan-09	RSK	Review e-mails from H. Chaiton. Office conversation with J. Dietrich regarding EDC issues. E-mails to BTI regarding EDC conference call. Review of related e-mails. Review of revisions to Forbearance Agreement Amendment. Exchanged messages with L. Wong regarding customer term sheets. Review of e-mail from M. Wunder regarding casting/ Ken Carpenter security. Exchanged e-mails with S. Graff regarding security review. Conference call with J. Walker regarding EDC issues. Telephone attendance with S. Graff regarding EDC legal issues. Conference call with BTI, BDO, RBC and counsel regarding EDC and other issues. Review and mark-up of EDC agreement. Conference call with EDC, BTI and counsel regarding EDC agreement. Revised EDC agreement and circulated same. Follow-up discussion with J. Walker and BTI. Review of e-mails on various issues. Drafted additional EDC provisions for order. Telephone attendance with L. Wong regarding form of term sheet.	6.9
7-Jan-09	KHS	Draft letter of repudiation to Warburg-Stuart.	0.2
7-Jan-09	JOD	Discussion with J. Walker regarding EDC. Discussion with S. Kukulowicz and G. Benchetrick regarding EDC Agreement. Email regarding amendments to draft order. Telephone discussion with D. Glovata and C. Prophet. Amend form of draft order. Amendments to EDC agreement. Participate in status call regarding EDC Agreement and Accommodation term sheets. Finalize EDC Agreement. Email to service list blackline of draft order incorporating approval of EDC Agreement and related amendments. Review supplement to the first report of the monitor. Review and exchange email.	5.1

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
7-Jan-09	RSK	Telephone attendance with J. Walker regarding further discussions with EDC. Review e-mail from solicitor for Maple Trade regarding no opposition to proposed order. E-mail to BDO and RBC regarding status of negotiations with EDC and seeking comments. Conference call with Chaitons regarding comments on draft confirmation agreement. Office conference with K. Dietrich regarding EDC provisions for Court order. Review of comments from Chaitons regarding same and circulated to BTI et al for approval. Telephone conference with S. Graff regarding issues of supplemental report on EDC agreement. Review of correspondence from Ford's counsel regarding January 8th Hearing. Review of further e-mails regarding EDC provision in draft order. Review of draft term sheet from L. Wong. Review of draft customer request summary from M. Van Santvoort. Review of Warburg engagement letter and e-mails regarding repudiation letter. Review of executed offer for Burlington Head Office. Review of CCAA cash report to RBC. Review of revised EDC confirmation agreement and related e-mails. Various discussions with J. Walker, Chaitons and C. Prophet regarding issues. Attend conference call with BTI, BDO, RBC, and counsel regarding EDC documents and customer term sheets. Further discussions with Chaitons and C. Prophet regarding EDC order. Exchange of e-mails with J. Dietrich regarding drafting customer term sheets. Review of draft Supplemental Report from Monitor and approved same. Preparation for Court Hearing.	7.2
8-Jan-09	KHS	Draft term sheets for Ford, GM, Gates, TRW, Getrag and Schaeffler. Telephone call with J. Dietrich on same. Conference calls with BTI, CRO, bank and the Monitor on same. Revise term sheets pursuant to same.	5.2
8-Jan-09	JOD	Email executed EDC Confirmation Agreement. Preparation for motion. Attend at court regarding extension motion and arrange for order to be issued and entered. Revise accommodation term sheet. Telephone discussion regarding draft accommodation agreement term sheet with client. Amend draft term sheet. Participate in status update call and discussion regarding accommodation term sheets. Revise term sheets and discuss with client. Office conference with K. Stigler.	6.7
8-Jan-09	RSK	Review of final form of draft order and Monitor's Supplementary Report. Attend at Hearing for extension and related approvals. Review of draft Bendix term sheet and discussed same with C. Prophet. Review of revised amendment to DIP Agreement and related e-mails. Exchange of e-mails with J. Dietrich regarding amendment of Maple Trade PPSA registration. Review of e-mails regarding implementation of EDC confirmation agreement. Review of revised Bendix term sheet. Conference call with BTI, RBC, BDO and counsel regarding draft term sheets. Review of revised Bendix term sheet. Review of draft Warburg repudiation letter.	5.5
8-Jan-09	LPS	Delivery to Commercial List for issuance and entry of Order.	1.0
9-Jan-09	KHS	Revise term sheets.	2.0

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
9-Jan-09	JOD	Review of term sheets and revise same. Email to K. Stigler. Review of amended DIP Loan Agreement. Work on term sheets. Finalize KERP agreement and arrange for execution.	3.3
9-Jan-09	RWW	Review changes to DIP Amendment Agreement and EDC Confirmation Agreement. Discussion with S. Kukulowicz and e-mail to J. Dietrich.	1.0
9-Jan-09	RSK	Review of numerous e-mails regarding draft Term Sheets for GM, Ford, Gates Schaeffer, TRW and Getrag. Review of draft term sheets. Office conference with J. Dietrich regarding GM payment issue. Exchange of e-mails with C. McKeown et al regarding Trenwith meeting. Review of e-mail from J. Walker summarizing GM non-payment issue. Review of draft cover e-mail for customer term sheets and provide comments to J. Walker. Review of executed Kerp Agreement for E. Overmeyer. Office conference with R. Walker regarding amendment to DIP Agreement for cross-defaults.	2.8
11-Jan-09	RSK	Review of "final" term sheets and cover notes to customers.	0.5
12-Jan-09	KHS	Assemble and save final versions of term sheets.	0.5
12-Jan-09	JOD	Review of DIP agreement. Review of emails / term sheets. Telephone message to D. Glavota. Email to Chaitons regarding EDC charges. Telephone discussion with J. Walker. Telephone conference regarding TRW.	1.2
12-Jan-09	RSK	Review e-mails from J. Walker to counsel for Bendix, GM and Ford. Review response from GM. Review of response from counsel for TRW. Review of e-mail from E. Overmeyer regarding GM. Conference call with J. Walker et al from BTI regarding TRW response and strategy for negotiating accommodation agreements. Review of e-mails regarding sale of redundant assets.	2.2
13-Jan-09	JOD	Telephone conversation with J. Walker. Telephone conversation with E. Overmeyer. Exchange of emails. Telephone message to G. Benchetrit (EDC Counsel) regarding Additional Security. Conference call with J. Walker and C. Porter. Discussion with J. Walker. Participate in status update call. Telephone call with J. Walker and S. Kukulowicz.	2.3
13-Jan-09	RSK	Review of sales package regarding redundant assets. Office conference with J. Dietrich regarding various issues (GM non-payment, reduction of releases). Telephone attendance with J. Walker regarding issues. Conference call with BTI, BDO and RBC and counsel regarding various issues. Further discussion with J. Walker regarding reduction of releases.	2.2
14-Jan-09	JOD	Telephone conference with J. Walker. Telephone message to D. Batey. Review CIM for redundant assets. Telephone conversation with D. Batey. Review of email. Exchange messages with C. Porter.	1.9
14-Jan-09	RSK	Review of various e-mails regarding sale of redundant assets. Conference call with BTI et al regarding sale package for redundant assets.	0.4

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
15-Jan-09	JOD	Telephone conversation with J. Walker. Telephone conversation with MJ Riverin (Counsel to Makino). Participate in update conference call. Exchange of email regarding GM.	1.8
15-Jan-09	RSK	Review of various e-mails regarding status (EDC charges, Bendix agreement, TRW response to term sheet, updated cash flows). Review of e-mails from E. Overmeyer regarding outstanding cheque with G&B Movers. Review of e-mails regarding GM payment issues. Review of accommodation agreement update from J. Dietrich. Office conference with J. Dietrich regarding various issues.	1.7
15-Jan-09	ALM	Review of documents regarding sale process. Review of Confidential Memorandum.	0.9
16-Jan-09	JOD	Exchange of email with D. Batey. Telephone discussion with J. Walker and U. Manski. Telephone conversation with C. Prophet. Review of Deutch Bank agreements. Office conference with R. Walker. Telephone discussion with M. Van Santvoort. Discussion with J. Walker and M. Pizzorno regarding accommodation agreement status and send summary email regarding same.	2.6
16-Jan-09	ALM	Review and revise schedule to letter. Review and revise Confidentiality / Non-Disclosure Agreement. E-mail to D. Wulfleff and C. McKeown.	2.1
18-Jan-09	ALM	E-mail to D. Wulfleff. Review of revised sale documents.	0.4
19-Jan-09	JOD	Review of GM accommodation agreement. Telephone discussion with J. Walker, U. Manski et al. Telephone discussion with D. Baty, J. Walker, U. Manski, S. Graff. Review of email. Office conference with R. Walker. Exchange of email regarding tax certificates. Participate in office conference with BTI, Trenwith, BDO, RBC and the Monitor regarding sales process. Discussion regarding accommodation agreements with RBC counsel and J. Walker. Revise draft GM termsheet.	5.4
19-Jan-09	GM	Emails from J. Dietrich regarding tax certificates. Instructions to A. Nobili regarding tax certificates.	0.2
19-Jan-09	RWW	Review draft agreements between Deutsche Bank and BTI with respect to proposed factoring arrangement. Prepare draft memorandum to BTI with comments. Reviewed CCAA order and DIP agreement with respect to required consents. Discussion with J. Dietrich.	3.5
19-Jan-09	RSK	Review of e-mails regarding redundant assets program and updated cash flows. Office conference with J. Dietrich regarding update on various issues (accommodation agreements, DIP extension). Meeting with Trenwith, BTI, RBC, BDO and counsel regarding sale process.	1.8

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
20-Jan-09	JOD	Email exchange with J. Walker regarding employment termination. Telephone conference with J. Walker, M. Van Santvoort, E. Overmeyer regarding accommodation agreements. Telephone conference with L. Wong regarding accommodation agreements. Revise GM Agreement and email to D. Baty. Review of EDC charges and email to R. Walker. Revise Gates term sheet and email to BTI, RBC, Monitor for review and comment. Review of factoring memorandum and provide comments to R. Walker. Office conference with R. Walker. Participate in update conference call. Telephone discussion with J. Walker.	5.1
20-Jan-09	RWW	Continue to work on memorandum to BTI regarding Deutsche Bank factoring agreements. E-mail to M. Van Santvoort and brief discussion with J. Dietrich.	1.5
20-Jan-09	GM	Email to J. Dietrich regarding tax certificates.	0.1
20-Jan-09	RSK	Review of e-mails regarding Dexcam severance issues. Review of mark-up of Gates term sheet. Review of e-mail regarding Deutsche Bank Agreement. Attend conference call with BTI, BDO, RBC and counsel regarding status of customer negotiations and issue of DIP/stay extension.	1.9
21-Jan-09	JOD	Revise TRW agreement. Telephone message to D. Baty. Email to J. Leslie. Office conference with R. Walker. Telephone conference with J. Hutchins. Receive voicemail from D. Baty. Telephone discussion with J. Walker.	1.3
21-Jan-09	RWW	Review of draft charges and other security to be provided to EDC. Discussion with J. Dietrich.	1.5
21-Jan-09	RSK	Telephone attendance with K. Carpenter regarding leased premises and sale process. E-mail to Trenwith et al regarding lease assignment. Review of revised TRW letter agreement. Exchange of e-mails with M. Van Santvoort regarding supply issue with Mahino. Review of cash reports to RBC and EDC. Office conference with J. Dietrich regarding various issues.	2.3
22-Jan-09	KHS	Draft Notice of Motion and draft Order for January 30th motion.	0.8
22-Jan-09	JOD	Telephone discussion with J. Walker, M. Van Santvoort and M. Pizzerno. Draft agenda email. Participate in status update call.	2.0
22-Jan-09	RSK	Review of status update from J. Dietrich. Review of e-mail from J. Walker to EDC. Review of further e-mails regarding Deutsche Bank and TRW. Conference call with BTI, BDO, RBC and counsel regarding status and extension motion. Telephone attendance with J. Walker et al regarding RBC extension terms. E-mail to C. McKeown.	2.3
23-Jan-09	KHS	Revise January 30th Notice of Motion and draft Order.	0.3
23-Jan-09	JOD	Exchange of email with J. Walker. Email D. Baty regarding TRW. Exchange of email regarding Ford.	0.6
23-Jan-09	RWW	Added my comments to draft charge to be granted by Burlington Group Inc. to EDC. E-mail to J. Elliott-Boyd.	0.8

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
23-Jan-09	RSK	Review of e-mail from J. Walker regarding meeting with EDC. Conference call with J. Walker et al regarding EDC discussions and RBC margin request. Telephone call to C. Prophet - left message. Review of various e-mails regarding term sheets. Review of Ford letter. Conference call with J. Walker and C. Prophet regarding provision for margin protection. Telephone attendance with J. Walker regarding same. Review of certificate and updated cash flow from BTI to RBC. Office conference with J. Dietrich regarding status and drafting of extension materials. Review of message from C. Prophet regarding RBC considering margin provision. Review and provide comments on draft notice of motion and order regarding extension.	3.3
<b>Total</b>			<b>138.0</b>

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Jane Dietrich	57.3	480.00	27,504.00
Jarvis Hetu	2.2	200.00	440.00
R.S. Kukulowicz	52.8	675.00	35,640.00
Alex MacFarlane	3.4	650.00	2,210.00
Glenda Mallon	0.3	350.00	105.00
Laura Sheppard	1.9	200.00	380.00
Kate Stigler	9.0	320.00	2,880.00
R.W. Walker	10.1	750.00	7,575.00
M.J. Wunder	1.0	650.00	650.00
Total	138.0		\$77,384.00

Total Fees \$77,384.00  
Total GST 3,869.20  
**Our Fees \$81,253.20**

Non-Taxable Disbursements  
Tax Certificate / Search\* \$100.00  
Total Non-Taxable Disbursements **\$100.00**

Taxable Disbursements  
Courier & Delivery \$35.54  
Long Distance Telephone Calls 429.74  
Photocopy Charges 450.50  
Taxi Charges 21.75  
Total Taxable Disbursements \$937.53  
Total GST 46.88  
Total Taxable Disbursements including Taxes **\$984.41**

**TOTAL ACCOUNT \$82,337.61**

**SUMMARY**

Total Fees	\$77,384.00
Total Disbursements	1,037.53
Total Taxes on Fees and Disbursements	<u>3,916.08</u>
<b>TOTAL ACCOUNT</b>	<b><u>\$82,337.61</u></b>

FRASER MILNER CASGRAIN LLP

Per: 

R.S. Kukulowicz

TERMS: PAYMENT DUE UPON RECEIPT, IN ACCORDANCE WITH SECTION 33(1) OF THE SOLICITORS ACT, INTEREST WILL BE CHARGED AT THE RATE OF 3.3% PER ANNUM ON UNPAID FEES, CHARGES OR DISBURSEMENTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS STATEMENT IS DELIVERED.



**FRASER MILNER CASGRAIN LLP**

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Telephone: (416) 863-4511

Burlington Technologies Inc.  
2380 South Service Road West  
Oakville Ontario L6L 5M9

Attention: Mr. Erv Overmeyer

**Please refer to Bill # 2644528 on your Remittance**

**GST # R121996078**

<u>Lawyer</u>	<u>Date</u>	<u>Matter Number</u>
R.S. Kukulowicz	December 31, 2008	537695-000001

**Re: Re-Organization**

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>
10-Dec-08	JOD	Exchange of email with J. Leslie's office. Resend initial order. Arrange for Court time on January 8, 2009. Telephone discussion with C. Prophet. Exchange of email. Review of form of accommodation agreement and amend. Provide documentation to counsel for the Union and counsel for GM. Email draft of accommodation agreement to BTI, Mmonitor and counsel for RBC for review and comment.	3.2

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
10-Dec-08	RSK	Further review of Trenwith materials and discussed same with J. Walker. Exchange of e-mails with C McKeown regarding same. Office conference with J. Dietrich regarding booking January 8th return date and form of accommodation agreements/Maple Trade documents. Discussion with J. Grout regarding GM accommodation agreement and arranged for Court documents to be sent to him. Review of e-mail from J. Dietrich regarding pre-filing checks. Review of BT article in Hamilton paper. Conference call with J. Walker and K. Carpenter regarding engagement of Trenwith and offer to sell/purchase Oakville property. Review of offer for Oakville property. Review of Crosbie engagement letter. Review various e-mails regarding discussions and contacts with Maple Trade and customers. Telephone attendance with C. Prophet regarding Oakville offer and other issues. Review of e-mails from J. Walker regarding Oakville offer. Exchange of e-mails with K. Carpenter regarding extension for offer. Telephone attendance with K. Carpenter regarding offer. Telephone attendance with C. Prophet regarding RBC's consent on offer. Telephone attendance with C. McKeown regarding Trenwith.	5.3
11-Dec-08	JOD	Review of email. Draft confirmation agreement and consent regarding Maple Trade Finance. Email draft agreement to client, monitor (and counsel) and counsel for RBC. Telephone discussion with C. Prophet. Telephone discussion with C. Porter (BDO). Telephone discussion with L. Wong and S. Kukulowicz.	2.6
11-Dec-08	RSK	Review of e-mail chain regarding discussions with Maple Trade. Review of draft agreement with Maple Trade and discussed same with J. Dietrich. Review of e-mails regarding draft agreement and BDO consent. Review e-mail regarding discussion with Bendix. Telephone call to J. Musgrave (counsel for Maple Trade) - left message. Exchange of e-mails with K. Carpenter regarding Oakville counter-offer. Review of e-mail from B. Phelps regarding press issues. Conference call with E. Overmeyer and M. Van Santvoort regarding discussions with EDC. E-mail to J. Walker regarding Crosbie draft engagement letter. Telephone attendance with L. Wong regarding accommodation agreements, EDC concerns and strategy. Exchange of voicemail messages with C. McKeown. Telephone attendance with C. McKeown regarding Trenwith and timing. Review of EDC and Maple Trade documents. Office conference with J. Dietrich regarding various issues.	4.6
12-Dec-08	JOD	Telephone conference with J. Walker. Telephone discussion with J. Musgrave. Email to J. Walker. Telephone conference with J. Walker, U. Manski, C. McKeown, S. Kukulowicz.	2.7

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
12-Dec-08	RSK	Review of e-mail document request from G. Bechetrit (solicitor for EDC). Office conference with J. Dietrich regarding same. Review message from L. Wong. Review e-mail from J. Dietrich regarding discussions with counsel for Maple Trade. Review e-mails regarding EDC tooling receivable and discussed same with J. Walker. Review of revised Trenwith engagement letter. Review of message from C. Prophet and L. Wong regarding information requests to support term sheets for customers. Conference call with J. Walker and M. Van Santvoort regarding various issues. Conference call with BDO and BT regarding Trenwith engagement and other issues. E-mail to C. Prophet regarding draft Trenwith engagement letter.	3.5
14-Dec-08	JOD	Review of EDC agreement and exchange of email with J. Walker. Telephone discussion with J. Walker.	1.3
14-Dec-08	RSK	Review of e-mail from H. Chaiton regarding EDC position. Review of e-mails regarding tooling analysis and KERP. Review of tooling analysis. Review of Trenwith engagement letter.	0.8
15-Dec-08	JOD	Office conference with S. Kukulowicz. Telephone conference with C. Prophet. Exchange of email. Prepare for and participate in conference call regarding EDC. Exchange of email.	3.8
15-Dec-08	AJM	E-mail from J. Dietrich. Reviewing and revising letter to employee with terms and conditions of Key Employee Retention Plan. E-mail to J. Dietrich attaching revised letter.	0.9
15-Dec-08	RSK	Office conference with J. Dietrich regarding EDC issues. Conference call with G. MacDonald (solicitor for Maple Trade) regarding terms of Order and draft written agreement. E-mail to BTI and C. Prophet regarding EDC issues raised by H. Chaiton. Telephone attendance with J. Walker regarding discussions with various parties. Review revised Maple Trade Agreement. Telephone attendance with J. Walker regarding EDC's position on new advances. Telephone call to H. Chaiton - left message. Conference call with BTI and RBC and counsel regarding status of Maple and EDC and other issues. Review of draft Trenwith timeline. Review of e-mail regarding RBC lease payments in arrears. Review message from C. Prophet regarding offer on Oakville property. Exchange of e-mails with K. Carpenter regarding same. Review of revised KERP Agreement. Further exchange of messages with C. Prophet regarding reduction of Oakville price for earlier closing date.	6.9
16-Dec-08	KHS	Research and locate Saskatchewan case on lender margining and stay for J. Dietrich. Note up same.	1.1
16-Dec-08	JOD	Telephone conversation with J. Walker and E. Overmeyer. Telephone conversation with C. Prophet. Telephone conversation with C. McKeown. Telephone conversation with G. MacDonald. Exchange of email. Telephone conversation with BTI, RBC and the Monitor. Exchange of email. Participate in update call. Telephone conference with J. Walker. Provide final comments on the engagement letter.	4.4

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
16-Dec-08	RSK	Telephone attendance with C. Prophet regarding various issues (EDC, Trenwith and Oakville property). Conference call with J. Walker regarding Reko (supplier) issues. Conference call with C. McKeown and D. Wulfflett regarding status and Trenwith engagement letter. Conference call with G. MacDonald regarding agreement with Maple Trade. Review of related e-mail from J. Walker. E-mail to K. Carpenter regarding Oakville offer. E-mail to H. Chaiton regarding EDC position. Conference call with representatives from BTI, BDO and RBC regarding Reko/EDC issues. Review of revised Trenwith engagement letter and circulated same. Review of further e-mails regarding Maple Trade agreement and message from counsel confirming execution. Review of comments from C. Prophet on Trenwith agreement. Regular conference call regarding Trenwith sales process and status of negotiations with Maple Trade, EDC and suppliers. Telephone attendance with H. Chaiton regarding EDC issues. Exchange of e-mails with H. Chaiton regarding follow-up call. Review of message from P. Raytek (counsel for Huron Inc. - supplier).	4.7
17-Dec-08	JOD	Review of email. Circulate Maple confirmation agreement for execution by BTI, RBC and the Monitor. Telephone conferences regarding KERP, engagement letter, EDC and tooling issues. Exchange of email. Begin preparing motion material for January 8 motion.	5.3
17-Dec-08	RSK	Review message and e-mail from J. Walker regarding EDC. Telephone attendance with J. Walker regarding discussions with EDC and Trenwith engagement letter. Review of e-mail and executed Maple Trade Agreement from G. MacDonald regarding agreement and amendments to Order. Review e-mail from K. Carpenter regarding Trenwith engagement. Conference call with K. Carpenter and J. Walker regarding Trenwith and other issues. Conference call with H. Chaiton and J. Walker regarding EDC facility and issues. Review draft agreements regarding Reko and KERP. E-mail to J. Dietrich regarding Reko agreement. Review of Crosbie CIM on Dexcam. Review of requested amendments to initial order requested by Maple Trade and circulated same to RBC, BTI and BDO. Telephone attendance with J. Walker regarding discussions with L. Vanderburgt on EDC position. Telephone attendance with C. Prophet regarding same. Further discussion with J. Walker et al from BTI regarding status of EDC and Reko. Telephone attendance with H. Chaiton regarding EDC terms for continuing facility.	4.8
18-Dec-08	KHS	Review Crosbie service agreement and Initial Order. Draft letter repudiating Crosbie agreement. Review with S. Kukulowicz. Revise letter pursuant to same.	1.3
18-Dec-08	JOD	Participate in update telephone conference with RBC, BDO and BTI representatives and counsel. Telephone conferences, exchange of email and revision of Reko agreement. Finalize KERP and consent thereto. Begin work on affidavit for January 8 motion. Exchange of email.	3.2

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
18-Dec-08	RSK	Review of e-mail from U. Manski regarding KERP agreement. Office conference with J. Dietrich regarding various issues (Reko agreement, EDC). Review of e-mail from H. Chaiton regarding interim treatment of Tooling A/R. E-mail to J. Dietrich regarding proposed response to H. Chaiton. Attend to drafting proposed response and circulated to J. Walker and C. Prophet for approval. E-mail to H. Chaiton regarding BTI reserving EDC financial tooling receivables. Numerous discussions with J. Walker et al regarding EDC and other issues. E-mail to H. Chaiton regarding tooling cash flows being prepared by BTI. Review e-mails regarding Reko agreement and execution of KERP. Review of revised repudiation letter for Crosbie.	3.7
19-Dec-08	KHS	Office conference with S. Kukulowicz on EDC agreement. Draft EDC confirmation agreement.	1.7
19-Dec-08	JOD	Review and exchange of email.	0.3
19-Dec-08	RSK	Telephone attendance with J. Walker (x2) regarding Tooling Cash Flows and further discussions with EDC. Review of e-mails regarding Tooling Cash Flows. Execution of Reko agreement and KERP. E-mail to H. Chaiton regarding Tooling Cash Flows. Review of e-mail from U. Manski regarding letter of repudiation for Crosbie contract. Review of Tooling Cash Flows and executed REKO agreement. Conference call with RBC, BTI, BDO and counsel regarding status. Telephone attendance with U. Manski and J. Walker regarding communication issues. Circulated fully executed copy of Reko agreement. Office conference with K. Stigler regarding drafting confirmation agreement with EDC.	5.2
<b>Total</b>			<b>71.3</b>

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Jane Dietrich	26.8	425.00	11,390.00
R.S. Kukulowicz	39.5	675.00	26,662.50
A.J. Miedema	0.9	560.00	504.00
Kate Stigler	4.1	290.00	1,189.00
Total	71.3		\$39,745.50

Total Fees	\$39,745.50	
Total GST	<u>1,987.28</u>	
<b>Our Fees</b>		<b>\$41,732.78</b>

<u>Taxable Disbursements</u>	
Computerized Title Search	\$3.00
Library Computer Research	123.57
Long Distance Telephone Calls	6.64
Photocopy Charges	132.00

PPSA Searches/Registrations	117.00	
Searches	<u>146.01</u>	
Total Taxable Disbursements	\$528.22	
Total GST	<u>26.41</u>	
Total Taxable Disbursements including Taxes		<u>\$554.63</u>

**TOTAL ACCOUNT** \$42,287.41

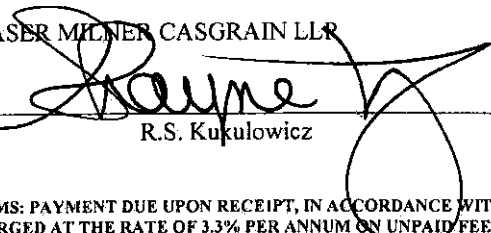
**SUMMARY**

Total Fees	\$39,745.50
Total Disbursements	528.22
Total Taxes on Fees and Disbursements	<u>2,013.69</u>

**TOTAL ACCOUNT** \$42,287.41

FRASER MILNER CASGRAIN LLP

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



R.S. Kukulowicz

TERMS: PAYMENT DUE UPON RECEIPT, IN ACCORDANCE WITH SECTION 33(1) OF THE SOLICITORS ACT, INTEREST WILL BE CHARGED AT THE RATE OF 3.3% PER ANNUM ON UNPAID FEES, CHARGES OR DISBURSEMENTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS STATEMENT IS DELIVERED.



**FRASER MILNER CASGRAIN L.L.P**

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

Burlington Technologies Inc.  
2380 South Service Road West  
Oakville Ontario L6L 5M9

Attention: Mr. Erv Overmeyer

Please refer to Bill # \*\*\*\*\* on your Remittance

GST # R121996078

<u>Lawyer</u>	<u>Date</u>	<u>Matter Number</u>
R.S. Kukulowicz	January 9, 2009	537695-000001

**Re: Re-Organization**

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>
20-Dec-08	RSK	Review of draft EDC confirmation agreement.	0.4
22-Dec-08	KHS	Revise EDC confirmation agreement.	0.7
22-Dec-08	JOD	Review of EDC agreement. Conference call regarding EDC issues. Revise EDC agreement and email to S. Kukulowicz.	2.1
22-Dec-08	RSK	Review of message from P. Raytek for Huron Inc. (BTI supplier). Revise EDC confirmation agreement. Telephone attendance with J. Walker regarding status. Circulated EDC agreement to BTI, RBC and BDO and counsel for comments. Review of updated consolidated cash flows and forward same to H. Chaiton. E-mail to BTI et al regarding Crosbie repudiation letter. Review of proposal (e-mail) from EDC and discussed same with J. Walker. Telephone attendance with H. Chaiton regarding same. Conference call with BTI, BDO, RBC and counsel regarding EDC issues. Review of confirmation from H. Chaiton regarding proposal terms. Exchange of e-mails with J. Dietrich regarding revisions to EDC agreement. Exchange of e-mails with J. Walker regarding 3rd collateral mortgage to EDC.	4.6

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
23-Dec-08	RSK	Exchange of e-mails with J. Dietrich regarding revised EDC agreement. Telephone attendance with J. Walker regarding EDC and other reporting issues. Review revised EDC agreement and provide additional comments to J. Dietrich. Conference call with BTI, BDO, RBC and counsel regarding status. Review further revised EDC agreement. Review of e-mails regarding reporting to RBC.	2.2
23-Dec-08	JOD	Email to J. Walker. Participate in status update conference call. Amend EDC agreement and email same.	1.0
24-Dec-08	KHS	Revise EDC confirmation agreement. Telephone call with J. Walker regarding same. Send same to H. Chaiton.	0.8
24-Dec-08	RSK	Review of e-mail from BTI to EDC regarding appraisal information. Review of e-mails from J. Walker and J. Dietrich regarding terms (interest and debt reduction) for EDC agreement. Review of BTI reporting package for RBC. E-mail to J. Dietrich and J. Walker regarding EDC agreement. Telephone attendance with J. Walker regarding reporting and communication issues (consent regarding hostage payments). Review of revised EDC agreement and provide instructions to K. Stigler. Review of correspondence from BTI to customers regarding status. Telephone attendance with P. Raytek regarding supplier (Huron Inc.). Exchange of e-mails with C. Porter (BDO) regarding timing for report.	3.2
24-Dec-08	JOD	Exchange of email. Amend EDC agreement and email revised agreement.	0.3
29-Dec-08	RSK	E-mail to J. Walker and E. Overmeyer regarding claims of Huron Inc. (supplier). Review of e-mails from J. Walker and E. Overmeyer regarding same.	0.4
30-Dec-08	JOD	Participate in status update conference call. Exchange of email.	0.4
30-Dec-08	RSK	Review of e-mails regarding Huron. Review of e-mail from H. Chaiton regarding EDC agreement. Conference call with RBC, BDO and counsel. Review update e-mail from J. Walker. Drafting affidavit regarding extension motion.	2.1
31-Dec-08	RSK	Revisions to affidavit in support of extension motion. E-mail to E. Overmeyer and J. Walker regarding details of consolidation implementation.	1.9
<b>Total</b>			<b>20.1</b>

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Jane Dietrich	3.8	425.00	1,615.00
R.S. Kukulowicz	14.8	675.00	9,990.00
Kate Stigler	1.5	290.00	435.00
Total	20.1		\$12,040.00

Total Fees	\$12,040.00	
Total GST	<u>602.00</u>	
<b>Our Fees</b>		<b>\$12,642.00</b>

<u>Non-Taxable Disbursements</u>		
Filing Fee*	<u>\$127.00</u>	
Total Non-Taxable Disbursements		<b>\$127.00</b>

<u>Taxable Disbursements</u>		
Parking	\$26.76	
Photocopy Charges	<u>144.50</u>	
Total Taxable Disbursements	\$171.26	
Total GST	<u>8.56</u>	
Total Taxable Disbursements including Taxes		<b><u>\$179.82</u></b>

<b>TOTAL ACCOUNT</b>		<b><u>\$12,948.82</u></b>
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**SUMMARY**

Total Fees	\$12,040.00
Total Disbursements	298.26
Total Taxes on Fees and Disbursements	<u>610.56</u>

<b>TOTAL ACCOUNT</b>	<b><u>\$12,948.82</u></b>
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FRASER MILNER CASGRAIN LLP

Per: \_\_\_\_\_  
R.S. Kukulowicz

**TERMS: PAYMENT DUE UPON RECEIPT, IN ACCORDANCE WITH SECTION 33(1) OF THE SOLICITORS ACT, INTEREST WILL BE CHARGED AT THE RATE OF 3.3% PER ANNUM ON UNPAID FEES, CHARGES OR DISBURSEMENTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS STATEMENT IS DELIVERED.**



## FRASER MILNER CASGRAIN LLP

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Telephone: (416) 863-4511

Burlington Technologies Inc.  
2380 South Service Road West  
Oakville Ontario L6L 5M9

Attention: Mr. Erv Overmeyer

Please refer to Bill # 2641472 on your Remittance

GST # R121996078

<u>Lawyer</u>	<u>Date</u>	<u>Matter Number</u>
R.S. Kukulowicz	December 18, 2008	537695-000001

### Re: Re-Organization

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>
21-Nov-08	MN	Receive instructions from D. Dowdall to conduct Corporate History, Bank Act searches, and execution searches in Halton. Further instructed by D. Dowdall to order and obtain PPSA search.	2.0
24-Nov-08	JOD	Prepare order. Review of search results. Travel to Burlington Technologies Inc. ("BTI") and meeting with K. Carpenter and E. Overmeyer.	4.7
24-Nov-08	RSK	Review of draft CCAA Order. Travelled to Burlington for a meeting with with K. Carpenter and E. Overmeyer. Discussed background of BTI, financial issues and potential CCAA filing.	4.0
25-Nov-08	JOD	Office conference with S. Kukulowicz. Telephone message to E. Overmeyer. Telephone conference with D. Glavota. Telephone message to U. Manski. Review of credit agreement and amendment agreement. Telephone discussion with E. Overmeyer. Telephone discussion with U. Manski. Telephone discussion with S. Kukulowicz. Telephone discussion with C. Prophet, D. Glavota and S. Kukulowicz. Review of email. Telephone discussion with E. Overmeyer. Email to K. Carpenter.	3.8
25-Nov-08	KHS	Office conference with J. Dietrich on matter. Begin drafting Affidavit of K. Carpenter.	1.6

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
25-Nov-08	RSK	Telephone attendance with D. Glavota (counsel for RBC) regarding amending agreement and status of BTI. Review of draft amendment to RBC Credit Agreement. Office conversation with R. Walker and J. Dietrich regarding Credit Agreement and issues for CCAA filing. Review of e-mails with K. Carpenter regarding amending agreement. Telephone call to U. Manski -left message regarding meeting at BTI and various issues. Office conference with J. Dietrich regarding discussion with BDO and related issues. Conference call with C. Prophet and D. Glavota regarding RBC concerns and issues. Review of BTI documents.	2.8
26-Nov-08	JOD	Work on affidavit. Telephone conversation with E. Overmeyer. Exchange of email.	1.8
26-Nov-08	RSK	Office conference with J. Dietrich regarding status. E-mail to K. Carpenter and E. Overmeyer regarding discussion with counsel for RBC. Exchange of e-mails with K. Stigler regarding draft CCAA affidavit. Telephone attendance with J. Dietrich and exchange of e-mails regarding status of cash flows. Review of message from C. Prophet regarding cash flow and RBC's strong preference for CRO.	1.1
27-Nov-08	JOD	Work on affidavit. Review of documentation. Telephone message to McBride & Ross regarding loan documentation. Telephone discussion with C. Prophet.	3.0
27-Nov-08	RSK	Review of e-mails regarding status. Conference call with J. Dietrich and E. Overmeyer regarding CRO, cash flow and related issues. Conference call with representatives of BT and BDO regarding plan to restructure operations, cash flow/DIP issues and meeting with CRO. Review of e-mail from E. Overmeyer regarding confirmation of meeting with RBC. Telephone attendance with U. Manski regarding various issues (DIP/CRO).	2.6
28-Nov-08	ALJM	Subsearches on Teraview for K. Stigler.	0.8
28-Nov-08	KHS	Arrange for title searches on leased properties. Contact P. Paradis to coordinate delivery of documentation. Brief review of revised affidavit of K. Carpenter.	0.7
28-Nov-08	JOD	Office conference with M. Wunder. Work on Affidavit. Email draft to client. Review Title Search results.	3.8
28-Nov-08	MJW	Conference with J. Dietrich and attend to review of search results.	0.5
28-Nov-08	RSK	Review e-mail and voicemail message from J. Walker. Exchange of e-mails with J. Dietrich regarding status. Telephone attendance with J. Walker regarding CRO role. Review of draft Carpenter affidavit. Exchange of e-mails with J. Dietrich regarding cash flows.	1.6
30-Nov-08	RSK	Exchange of e-mails with J. Dietrich regarding meeting with RBC and status of cash flow.	0.3
1-Dec-08	JOD	Prepare for and attend at meeting with representatives of BTI, RBC, BDO and counsel. Revise affidavit and draft order.	7.2
1-Dec-08	DRD	Prepare for the meeting with BTI. Attend meeting with RBC and BTI.	3.9

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
1-Dec-08	RSK	Conference call with U. Manski regarding cash flows and restructuring plan. Review of cash flows and BTI presentation. Lengthy conference call meeting with representatives from BTI, RBC, BDO and counsel and J. Walker (CRO). Review of further e-mail regarding Maple Trade and draft affidavit. Review e-mail from J. Walker regarding CRO engagement letter. Review of revised affidavit.	4.4
2-Dec-08	KHS	Follow up with P. Paradis on delivery of documentation.	0.1
2-Dec-08	JOD	Review of email. Telephone discussion with J. Walker, E. Overmeyer and M. Van Santvoort. Office conference with S. Kukulowicz. Telephone conference with J. Walker and S. Kukulowicz. Revise affidavit. Conference call with K. Carpenter and S. Kukulowicz. Conference call regarding status update. Exchange messages with RBC's counsel. Work on draft affidavit.	5.6
2-Dec-08	RSK	Review various e-mails regarding documents (EDC policy, RBC credit agreement). Review e-mail regarding renewal of D&O policy. Conference call with K. Carpenter et al from BTI regarding DIP issues and other pre-filing steps. Telephone attendance with K. Carpenter regarding additional collateral security. Further conference call with BTI group regarding RBC position on DIF. Review memorandum from BDO regarding filing steps. Telephone attendance with D. Glavota regarding credit agreement extension and EDC direction. Review of credit agreement amendment and exchanged e-mails regarding EDC direction. Multiple discussions with C. Prophet regarding DIP term sheet, collateral security and timing issues. Review of comments on draft affidavit from E. Overmeyer. Review of draft alvarez engagement letter and exchanged e-mails with J. Walker regarding same. Telephone attendance with M. Van Santvoort regarding extension of credit agreement. E-mail updated to BTI and J. Walker regarding discussions with C. Prophet review of revised affidavit.	5.6
2-Dec-08	MJW	Attend to review of search results and initial review of lease documents.	0.8
3-Dec-08	JOD	Comment on various stakeholder communications. Further revisions to affidavit. Email revised affidavit to client. Exchange of email with monitor. Telephone conference with C. Prophet, D. Glavota, J. Walker and S. Kukulowicz. Exchange of email with M. Van Santvoort.	2.7

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
3-Dec-08	RSK	Exchange e-mail with S. Graff (counsel for Monitor) regarding status. Review e-mails regarding draft order and draft affidavit. Conference call with BTI and J. Walker regarding DIP terms. Office conversation with M Wunder regarding Maple Trade documents. E-mail to K. Carpenter regarding CRO engagement letter. E-mail to C. Prophet regarding DIP terms. Conference call with C. Prophet and J. Walker regarding DIP terms. Review of draft communication letters and discussed same with J. Dietrich. Office conversation with J. Dietrich regarding related party advances and security. Review e-mails regarding related party advances. Review voicemail message from J. Walker regarding DIP discussions with K. Carpenter. Telephone attendance with B. Phelps regarding union/employee issues. Further conference call with C. Prophet and D. Glavota regarding DIP terms and issues to negotiate with Maple Trade, EDC and customers. E-mail to BTI regarding employee termination. E-mail to BTI and J. Walker regarding notice issue. Further review of draft affidavit.	7.3
3-Dec-08	MJW	Review of BDC insurance contract. Attend to review of Maple Trade factoring documents, lien filings and other related matters including Maple Trade funding. Conference with S. Kukulowicz and J. Dietrich.	2.2
4-Dec-08	ALJM	Copies of documents on Teraview for K. Stigler.	0.3
4-Dec-08	KHS	Draft notice of application. Correspond with R. McBride LLP regarding obtaining certain documentation.	0.6
4-Dec-08	JOD	Work on affidavit. Further revisions to affidavit and email same for comment. Amendments to draft order and email for comment. Various discussions regarding DIP financing and strategy.	5.9
4-Dec-08	RSK	Office conference with J. Dietrich regarding various issues. Telephone attendance with J. Walker regarding DIP issues. Review and revise draft Initial Order. Review of e-mails regarding shareholder loans. Review documents regarding DSN/Gould leasing. Office conference with J. Dietrich regarding draft affidavit. Review of e-mail from B. Phelps regarding employee issues and discussed same with R. Walker. Telephone attendance with D. Glavota regarding DIP terms and collateral security (appraisals/mortgage statements on 3 non-BTI properties). Review of draft directors resolution authorizing filing. Office conference with J. Dietrich regarding service issues. Review of documents regarding non-BTI properties. Conference calls with BTI and J. Walker regarding communication strategy and DIP term sheet issues. Telephone attendance with K. Carpenter regarding DIP and guarantee issues.	7.3
4-Dec-08	MJW	Conference with J. Dietrich with respect to evidence of debt and inter-company security. Attend to review of inter-company security and lien filings.	1.7
4-Dec-08	RWW	Review and comment on draft CCAA Order and Affidavit. Review M. Dinsdale memorandum. Discussion with S. Kukulowicz and J. Dietrich. Discussion with J. Walker.	2.0
5-Dec-08	KHS	Review latest draft of initial CCAA Affidavit. Revise Notice of Application.	0.4

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
5-Dec-08	JOD	Review of draft DIP agreement and comment upon same. Telephone discussion with client and R. Walker regarding DIP. Office conference with R. Walker and S. Kukulowicz. Further revisions to affidavit and review of notice of application. Participate in telephone conference regarding status of filing preparation and DIP terms with J. Walker, S. Kukulowicz, R. Walker, C. Prophet and D. Glavota. Emails regarding application record preparation.	5.1
5-Dec-08	RSK	Review of draft report of BDO as prospective monitor. Review of draft DIP term sheet. Office conference with R. Walker regarding discussions with BTI on draft term sheet. Telephone attendance with J. Walker regarding communications with RBC on term sheet. Review various e-mails regarding restructuring issues. Telephone attendance with C. Prophet regarding conceptual issues with term sheet. Review appraisals on non-BTI properties. Review and discuss termination letters with J. Dietrich. Review of updates from J. Walker regarding discussions with Maple Trade and EDC. Forward precedent Ford accommodation agreement to BTI and J. Walker. Conference call with J. Walker and M. Van Santvoort regarding review of term with C. Prophet regarding same. Telephone attendance with J. Walker regarding further issues with DIP terms.	7.2
5-Dec-08	MJW	Conference with K. Stigler with respect to Ontario search results. Review of inter-company security.	0.8
5-Dec-08	RWW	Reviewed draft DIP Agreement. Conference call with E. Overmeyer, M. Van Saantvoort and J. Walker. Discussions with C. Prophet with respect to RBC's position.	2.5
5-Dec-08	RWW	Conference call to negotiate DIP Agreement with Royal Bank.	4.5
6-Dec-08	KHS	Begin assembling materials for Motion Record to be served early next week.	0.2
6-Dec-08	RSK	Telephone attendance with J. Walker (x2) regarding cash flows and DIP requirements. Review e-mails from J. Dietrich regarding Monitor's Report and employee termination letters. Conference call with C. Prophet et al regarding DIP terms. Telephone attendance with J. Walker regarding same. Review of revised termination letters and notices.	1.9
6-Dec-08	RWW	Participated in conference call to discuss DIP Agreement.	1.0
7-Dec-08	JOD	Review of emailed documents. Email draft affidavit to RBC.	1.2
7-Dec-08	RSK	Review of revised DIP Loan Agreement and Initial Order from C. Prophet. Exchange of e-mails with J. Dietrich regarding delivery of termination letters/notices. Review of documents from D. Glavota. Review of e-mail from M. Wunder regarding note payable to Castings.	1.7
8-Dec-08	ALJM	Obtain copy of Charge on Teraview for K. Stigler.	0.2
8-Dec-08	KHS	Revise Notice of Application. Oversee issuance of same at the commercial list. Assemble Motion Record for motion returnable tomorrow. Office conferences with J. Dietrich on same.	4.0

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
8-Dec-08	JOD	Revision to draft order and review of email. Revisions to draft order and affidavit. Revision of notice of application and arrange for issuance of same. Various telephone conferences regarding preparation for CCAA filing. Continued revision to draft documents.	9.2
8-Dec-08	RSK	Telephone attendance with J. Dietrich regarding timing and finalizing Court materials. Review of various comments on initial order and draft affidavit. Exchange of e-mails with J. Walker regarding timing. Conference call with J. Walker regarding revised DIP loan agreement. Revise initial order. Telephone attendance with J. Walker and M. Van Santvoort regarding timing for employee notices. Telephone attendance with C. Prophet regarding status and additional issues. E-mail to interested parties regarding status. Exchange of e-mails with J. Walker regarding servicing RBC interest and lease payments. Further revisions to initial order and circulated same. Telephone attendance with J. Walker and M. Van Santvoort regarding cash flows and discussions with Maple Trade. Review of revised cash flows. Review of e-mails regarding revised DIP term sheet and forbearance agreement. Office conference with J. Dietrich regarding collateral at warehouse. Conference call with RBC, BDO and BTI with counsel regarding issues and timing. Review of revised affidavit and discussed same with J. Dietrich. Review signed EDC direction and forward same to counsel for RBC. Office conference with J. Dietrich regarding warehouse arrears. Telephone attendance with H. Chaiton (solicitor for EDC) regarding status and sent him a copy of the draft affidavit and order. Review of RBC demand letters and discussed same with J. Dietrich. E-mail to S. Graff regarding Monitor's Report. Prepare notes for Hearing. Review draft RBC waiver and consent. Review revised DIP Agreement and Forbearance and forward same to S. Graff.	7.2
8-Dec-08	RWW	Reviewing amended DIP Agreement, draft Initial Order, Forbearance Agreement, Postponement Agreement and Landlord Agreement. Adding my comments. E-mails to C. Prophet and D. Dowdall with my comments. Discussions with S. Kukulowicz and J. Walker. Negotiating Forbearance Agreement and DIP Loan Agreement. Conference call with all. Reviewing Maple document. Discussions with M. Horan, S. Kukulowicz and J. Dietrich.	9.3
8-Dec-08	RWW	Reviewed real estate Mortgages and Guarantee.	1.5
9-Dec-08	KHS	Review and finalize Affidavit of E. Overmeyer. Draft consents by RBC. Finalize assembly of Application Record. Oversee service of Application Record. Oversee execution of documents by K. Carpenter.	6.5
9-Dec-08	JOD	Arrange for unsworn application record to be compiled. Attend at Court to arrange for hearing at 2:00 p.m. Finalize affidavit and application record and arrange for service of same. Preparation for and attendance at Court regarding initial order. Arrange for order to be issued and entered. Circulate issued and entered order and endorsement.	6.4

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
9-Dec-08	RSK	Office conference with J. Dietrich regarding 9:30 am. attendance. Office conference with R. Walker regarding status of DIP Agreement and Forbearance. Drafted additional provision for Order regarding Maple Trade and forwarded same to C. Prophet. Review revised Monitor's Report. Multiple telephone attendance with C. Prophet and L. Vanderburgt. Further revisions to draft order regarding on-going payments to RBC. Exchange of e-mails with J. Walker regarding status. Review of e-mail from L. Wong regarding EDC financing. Meeting with E. Overmeyer regarding Court documents and DIP issues. Exchange of further e-mails with C. Prophet regarding Maple Trade provisions for order. Attend Hearing for Initial CCAA Order. Review of Trenwith engagement letter. Review of draft press release. Telephone attendance with E. Overmeyer and J. Walker regarding dealing with press. Further discussion with J. Walker regarding Trenwith engagement and press issues. Review of e-mails from C. McKeown regarding Trenwith.	8.3
9-Dec-08	RWW	Continued work on DIP Loan Agreement, Forebearance Agreement, Guarantee, two Charges, Acknowledgements and Directions, Postponement Agreements and Landlord Waivers. Discussion with C. Prophet and L. Vanderburgt. Reviewed and negotiated further versions. Completed all documents.	7.3
<b>Total</b>			<b>179.1</b>

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Jane Dietrich	60.4	425.00	25,670.00
D.R. Dowdall	3.9	700.00	2,730.00
R.S. Kukulowicz	63.3	675.00	42,727.50
A.L.J. McCormick	1.3	190.00	247.00
Michelle Nimac	2.0	190.00	380.00
Kate Stigler	14.1	290.00	4,089.00
R.W. Walker	28.1	725.00	20,372.50
M.J. Wunder	6.0	650.00	3,900.00
<b>Total</b>	<b>179.1</b>		<b>\$100,116.00</b>

Total Fees	\$100,116.00	
Total GST	<u>5,005.80</u>	
<b>Our Fees</b>		<b>\$105,121.80</b>

Non-Taxable Disbursements

Filing Fee*	<u>\$181.00</u>	
Total Non-Taxable Disbursements		<b>\$181.00</b>

Taxable Disbursements

Bank of Canada Certificate	\$126.00
Computerized Execution Search	126.00
Computerized Title Search	170.00
Long Distance Telephone Calls	6.83
M-PAC - Municipal Property Asmt Co	7.00

Photocopy Charges	1,839.00	
PPSA Searches/Registrations	<u>36.00</u>	
Total Taxable Disbursements	\$2,310.83	
Total GST	<u>115.54</u>	
Total Taxable Disbursements including Taxes		<u>\$2,426.37</u>

**TOTAL ACCOUNT** **\$107,729.17**

**SUMMARY**

Total Fees	\$100,116.00
Total Disbursements	2,491.83
Total Taxes on Fees and Disbursements	5,121.34
Less Trust Funds	(62,500.00)

**TOTAL ACCOUNT** **\$45,229.17**

FRASER MILNER CASGRAIN LLP

Per: 

R.S. Kukulowicz

TERMS: PAYMENT DUE UPON RECEIPT, IN ACCORDANCE WITH SECTION 33(1) OF THE SOLICITORS ACT, INTEREST WILL BE CHARGED AT THE RATE OF 3.3% PER ANNUM ON UNPAID FEES, CHARGES OR DISBURSEMENTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS STATEMENT IS DELIVERED.

**Court File No: 08-CL-7888-00-CL**  
**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.**

**ONTARIO**

**SUPERIOR COURT OF JUSTICE**

**PROCEEDING COMMENCED AT  
TORONTO**

**AFFIDAVIT OF  
DANIEL R. DOWDALL**

**FRASER MILNER CASGRAIN LLP**

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Technologies Inc.*