

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

***IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED***

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF BURLINGTON TECHNOLOGIES INC.**

AFFIDAVIT OF CHRISTOPHER JOHN PORTER

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


1. I am a Vice-President of BDO Dunwoody Limited, and as such have personal knowledge of the matters referred to herein.
2. On December 9, 2008, Burlington Technologies Inc. ("**BTI**" or the "**Company**") filed for and obtained protection from its creditors by Order of this Honourable Court (the "**Initial Order**") made pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"). Pursuant to the Initial Order, BDO Dunwoody Limited ("**BDO**") was appointed as monitor (the "**Monitor**") of BTI during these CCAA proceedings (the "**CCAA Proceedings**").
3. At various times, this honourable court has approved the actions of the Monitor for periods up to and including May 15, 2009. More particularly, on January 9, 2009, by Order (the "**First Extension Order**") of Mr. Justice Campbell, on January 30, 2009 by Order (the "**Second Extension Order**") of Mr. Justice Lederman, on March 13, 2009 by Order (the "**Third Extension Order**") of Mr. Justice Cameron, on April 15, 2009 by Order (the "**First Approval Order**") by Madam Justice Hoy and on April 28, 2009 by Order (the "**Fourth Extension Order**") of Mr. Justice Marrocco.


4. Pursuant to the Initial Order, the Monitor has provided services and incurred disbursements which are more particularly described in the detailed time dockets attached hereto and marked as **Exhibit "A"**.
5. The detailed time dockets attached as **Exhibit "A"** are a fair and accurate description of the services provided and the amounts charged by the Monitor.
6. The time dockets may be summarized as follows:

Invoice #	Period	Fees and Disbursements	GST	Total
10220812	1 March 2009 to 15 March 2009	\$20,822.92	\$1,041.15	\$21,864.07
10223163	16 March 2009 to 31 March 2009	\$10,956.19	\$547.81	\$11,504.00
10226962	1 April 2009 to 30 April 2009	\$25,735.85	\$1,286.79	\$27,022.64

7. The Monitor requests that the Court approve its fees and disbursements for the period from March 1, 2009 to April 30, 2009 in the amount of \$57,514.96 plus GST of \$2,875.75, totalling \$60,390.71, for the services set out in **Exhibit "A"**.
8. This affidavit is sworn in support of the Monitor's motion for, among other things, approval of its fees and disbursements and those of its legal representatives and for no other or improper purpose.

SWORN BEFORE ME at the City of)
 Toronto, in the Province of Ontario, this)
 11th day of May, 2009)


 Commissioner for Taking Affidavits, etc)


 Christopher J. Porter, CA-CIRP)



BDO Dunwoody Limited

123 Front Street West Suite 1200
Toronto Ontario Canada M5J 2M2
Telephone: 416.865.0210
Fax: 416.865.0904

www.bdo.ca INVOICE

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

Attention: Mr. Erv Overmeyer, CFO

Date	Invoice
25 March 2009	#10220812

RE: **BURLINGTON TECHNOLOGIES INC. ("BTI")**

TO OUR FEE FOR PROFESSIONAL SERVICES rendered from 1 March 2009 to 15 March 2009 in connection with services as Monitor under the CCAA proceedings initiated by the Company:

Date	Professional	Description
March 2, 2009	Watulo, Ray	Review of sales release reports from February 24.
March 2, 2009	Manski, Uwe	Meeting with C. Porter to review in detail the offers received for the redundant assets; call to J. Walker to discuss; arrange for follow up calls to offerors for clarification of certain details; arrange for memo as to same.
March 2, 2009	Porter, Christopher	Telephone conversation with J. Walker and J. Dietrich re Redundant Asset proposals; analysis of proposals, telephone conversations with interested parties to clarify details; instruct R. Watulo re cash flow monitoring; follow up on January F/S.
March 3, 2009	Porter, Christopher	Complete and circulate analysis of Redundant Asset proposals; L. Fulton re possible further proposals, response to proposals; prepare for and participate in lengthy semi-weekly conference call and de-briefing; analyze updated cash flow.
March 3, 2009	Manski, Uwe	Update conference call re sale of business, and offers for sale of redundant assets.



Date	Professional	Description
March 3, 2009	Watulo, Ray	Review of Cash flow period ending February 27.
March 3, 2009	Fulton, Les	Work on review of Offers for the Redundant Assets for sale; discussion with C. Porter about offers; several and lengthy telephone calls to interested parties to discuss the offers, make notes and summarize for review; discussions with several liquidators and potential buyers about the assets for sale including inventory and equipment;.
March 4, 2009	Fulton, Les	Discussions with potential buyers of redundant assets about their offers and the timeline for a decision to accept an offer.
March 4, 2009	Watulo, Ray	Cash flow review - monitor's report, preparation of timing & permanent difference schedule.
March 4, 2009	Manski, Uwe	Discussion with D. Wulffleff, and review LOI's received; review period 6 cash flows and commentary, as received from E. Overmeyer.
March 4, 2009	Porter, Christopher	Telephone calls with S. Vitorovich re drafting of Monitor's report and contents thereof; R. Watulo re cash flow; receive and review weekly cash flow report; meeting with U. Manski re same; review projections; file administration.
March 5, 2009	McKeown, Clark	Attend conference call.
March 5, 2009	Manski, Uwe	Review and summarize LOI's received; conference call with J. Walker and legal counsel, together with D. Wulffleff, to review LOI's received; call with A. Rudolph re our firm's past relationship as auditor of one of the offerors; conference call with RBC and its legal counsel, and company and its legal counsel, together with D. Wulffleff, to review LOI's received, and other matters.
March 5, 2009	Watulo, Ray	Help M. Van Santvoort prepare revised projections for 2009.



Date	Professional	Description
March 5, 2009	Porter, Christopher	Prepare for and participate in conference call with D. Wulffleff, U. Manski, J. Walker, J. Dietrich and B. Suppa re LOI's received; telephone call with U. Manski re RBC bank's comments on Redundant Asset Proposals; prepare for and participate in semi-weekly status call; review bi-weekly cash flow and report with R. Watulo; conference call with J. Dietrich, S. Vitorovich re Monitor's Third Report.
March 6, 2009	Porter, Christopher	Prepare and swear Monitor's affidavit of time; review and edit draft Monitor's Report; research and draft report sections re: cash flow and sale process; R. Watulo re cash flow, projections, and cost of keeping Brantford property.
March 6, 2009	Watulo, Ray	Review of margin calculation.
March 6, 2009	Manski, Uwe	Review of further LOI received, and discussion of same with D. Wulffleff.
March 9, 2009	Watulo, Ray	Monitor's third report.
March 9, 2009	McKeown, Clark	Review court report and sign, review margin report.
March 9, 2009	Porter, Christopher	Telephone conversations with J. Walker at BTI re Redundant Assets; organize meeting with H. Butcher, D. Troutman and J. Walker re Redundant Assets; review margin calculation with R. Watulo; respond to e-mail from L. Vanderburgh at RBC re same; edit and finalize Monitor's report and Appendices.
March 10, 2009	Porter, Christopher	Prepare for and attend meeting with H. Butcher, D. Troutman, and J. Walker re redundant assets; review motion record, arrange posting on web site, binding of hard copy for court; telephone conversation from/to M-J. Riverin re extension hearing; prepare for and participate in semi-weekly status meeting.
March 10, 2009	Watulo, Ray	Reconciliation of COS and SG&A schedules.

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Date	Professional	Description
March 10, 2009	McKeown, Clark	Prepare for meeting, review margin calculations, review revised financial statements, review emails.
March 12, 2009	McKeown, Clark	Review court filings and sign monitors report.
March 12, 2009	Porter, Christopher	Prepare for and attend meeting with L. Suzuki and M, McIntosh at Maynards, Beta Die Cast and J. Walker at A&M re Redundant Assets; prepare for and participate in semi-weekly status call.
March 12, 2009	Fulton, Les	Several and lengthy calls from potential buyers looking to see if their offer is acceptable on the Sale of the Redundant Assets; discussions with C Porter.
March 13, 2009	Porter, Christopher	Redundant asset matters; cash flow and monitoring with R. Watulo.
March 13, 2009	Watulo, Ray	Prepare quarterly balance sheet and cash flows.

Summary of Time

Partners	
Uwe Manski, FCA, FCIRP - 7.5.0 hrs	4,125.00
Clark McKeown - CA, CIRP, CFE, CMC - 6.0 hrs	2,850.00
Associates	
Christopher Porter, CA, CIRP - 21.0 hrs	8,287.50
Senior Staff	
Ray Suppa, CA - 25.5 hrs	4,207.50
Other Staff	
Les Fulton - Estate Administrator - 4.0. hrs	800.00
Bridget Chiasson - Clerical - 1.4 hrs	175.00
	20,445.00
Add: Disbursements - Travel	377.92
	20,822.92
Add: GST - 5% - R101518124	1,041.15
Total Due	<u>\$21,864.07</u>



BDO Dunwoody Limited

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

Attention: Mr. Erv Overmeyer, CFO

Date	Invoice
9 April 2009	10223163

RE: **BURLINGTON TECHNOLOGIES INC. ("BTI")**

TO OUR FEE FOR PROFESSIONAL SERVICES rendered from 16 March 2009 to 31 March 2009 in connection with services as Monitor under the CCAA proceedings initiated by the Company:

DATE	PROFESSIONAL	DESCRIPTION
March 11, 2009	Manski, Uwe	Calls and emails about concerns of RBC re sales process not proceeding efficiently enough.
March 12, 2009	Manski, Uwe	Emails re regular update call; update call with BTI, its counsel, and bank's counsel, with verbal update from D. Wulfleff.
March 16, 2009	Manski, Uwe	Conference call re sale process; initially just with D. Wulfleff and C. McKeown, and J. Walker to obtain update of offers, then with L. Vanderburgh and R. Chang of RBC.
March 17, 2009	Porter, Christopher	Review cash flow projection; discuss same w. R. Watulo; prepare for and participate in semi-weekly status call; C, McKeown re: status and next steps.
March 18, 2009	Porter, Christopher	Finalize redundant asset list; review SBG proposal; review cash flow and instruct R, Watulo re Monitor's memo; obtain and post extension order.
March 18, 2009	Manski, Uwe	Email exchanges re terms of Asset Purchase Agreement.
March 18, 2009	Watulo, Ray	Review cash flow for week ending March 14.
March 18, 2009	Fulton, Les	Various discussions and correspondence with



DATE	PROFESSIONAL	DESCRIPTION
		liquidators about their lost bids.
March 19, 2009	Fulton, Les	Draft and send letter to all potential buyers that have submitted proposals advising them that we are going with an alternate bid; review bids; discussion with C. Porter about bids and sale going forwards.
March 19, 2009	Porter, Christopher	Review of redundant asset proposals; telephone conversation with J. Walker re same; review cash flow with R. Watulo; prepare for and participate in semi-weekly status call.
March 19, 2009	Manski, Uwe	Update conference call re pending management presentations to offerors, and re redundant asset sale presentations by Maynards and SBG.
March 20, 2009	Watulo, Ray	Margin calculation review.
March 20, 2009	Fulton, Les	Telephone calls and e-mail correspondence from potential buyers.
March 23, 2009	Fulton, Les	Discussions with liquidators about their bids; respond to several e-mails from the company requesting information.
March 24, 2009	Manski, Uwe	Regular update conference call with the company and various lawyers, bank.
March 24, 2009	Fulton, Les	E-mail correspondence with several of the potential buyers regarding the sale of the Redundant Assets; review all correspondence, bring concerns to C. McKeown and C. Porter.
March 25, 2009	Porter, Christopher	Various update calls from creditors.
March 25, 2009	Manski, Uwe	Update discussions with C. McKeown re offer received from Indus, and progress of marketing meetings re sale of business, generally.
March 26, 2009	Manski, Uwe	Call to J. Walker, review of emails, review of final draft of APA; attendance on update conference call, and discussion with C. Porter re issues re sales process of core assets, and of redundant assets.
March 26, 2009	Fulton, Les	Lengthy calls from various liquidators that did NOT win the bid for the sale of the redundant assets; explain situation and move on.
March 26, 2009	Porter, Christopher	Prepare for and participate on semi-weekly status call.

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DATE	PROFESSIONAL	DESCRIPTION
March 27, 2009	Porter, Christopher	Review and annotate draft Auction Services Agreement; review same with U. Manski; telephone calls with J. Dietrich at Fraser Milner re same; e-mails to/from E. Overmeyer at BTI re Monitor's and Counsel's fees; review A&B invoice to 20 March and provide to E. Overmeyer.
March 27, 2009	Manski, Uwe	Calls with J. Dietrich, and with D. Wulffleff, re Doug's concerns as to whether or not potential purchasers of core assets would be able to provide binding offers within the requested, and short, timelines; review of draft redundant assets auction agreement, and discuss with J. Dietrich.
March 31, 2009	Manski, Uwe	Update emails from D. Wulffleff re [REDACTED] meeting; update conference call with company, bank and lawyers.
March 31, 2009	Porter, Christopher	Telephone call with R. Watulo re cash flow reports; prepare for and participate in semi-weekly status call.

Summary of Time

Partners	
Uwe Manski, FCA, FCIRP - 10.0 hrs	\$5,500.00
Associates	
Christopher Porter, CA, CIRP - 7.2 hrs	3,240.00
Senior Staff	
Ray Suppa, CA - 7.5 hrs	1,237.50
Other Staff	
Les Fulton - Estate Administrator - 2.6. hrs	520.00
Bridget Chiasson - Clerical - 0.8 hrs	100.00
	10,597.50
Add: Disbursements - Travel/Telephone	358.69
	10,956.19
Add: GST - 5% - R101518124	547.81
Total Due	\$11,504.00



BDO Dunwoody Limited

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INVOICE

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

Attention: Mr. Erv Overmeyer, CFO

Date	Invoice
6 May 2009	10226962

RE: BURLINGTON TECHNOLOGIES INC. ("BTI")

TO OUR FEE FOR PROFESSIONAL SERVICES rendered from 1 April 2009 to 30 April 2009 in connection with services as Monitor under the CCAA proceedings initiated by the Company:

DATE	PROFESSIONAL	DESCRIPTION
March 7, 2009	Manski, Uwe	Review of amended cash flows to end of June, as circulated by J. Walker; regular update conference call with company, bank and lawyers.
April 1, 2009	Porter, Christopher	Review draft cash flow, telephone conversation with R. Watulo to review same; receipt and review of February's cash flows; receipt and review of BDO memo on cash flow.
April 1, 2009	Watulo, Ray	Review of cash flows report.
April 1, 2009	McKeown, Clark	Review of updated financial information, review of projections, review of margin.
April 2, 2009	McKeown, Clark	Review of updated financial statements and margin position.
April 2, 2009	Porter, Christopher	Reviewing and analyze cash flow, BDO memo re same; analyze release analysis; R. Watulo re cash flow, monitoring, releases, projections.
April 3, 2009	Porter, Christopher	Review and analysis of cash flow and projections; review with R. Watulo; status review with C. McKeown and U. Manski; upcoming court dates and reports; organize documents received.



DATE	PROFESSIONAL	DESCRIPTION
April 3, 2009	Watulo, Ray	Review of Margin calculation for March 28, 2009 and assist in projections for March 2009.
April 6, 2009	Watulo, Ray	Sensitivity analysis on cash flow, impact of lower sales by 20%.
April 6, 2009	Porter, Christopher	Analysis of cash flow and margin calculations; monitor offers received; R. Watulo re monitoring; U. Manski briefing re status; consider issues re impending court hearing.
April 7, 2009	McKeown, Clark	Review of updated projections.
April 7, 2009	Porter, Christopher	Prepare for and participate in semi-weekly status call; review status and strategy with U. Manski; various creditor calls.
April 9, 2009	Porter, Christopher	Analyze cash flow reports and projections, draft Fourth Report; prepare for and attend semi-weekly status call; creditor calls; redundant asset list for Redundant Asset agreement.
April 9, 2009	Manski, Uwe	Review of draft Monitor's Fourth Report; discuss concerns re GM's financial position with J. Dietrich, and with S. Graff; GM receivables are factored by Maple, and additionally are EDC insured.
April 13, 2009	Porter, Christopher	Cash flow and report thereon; various matters re impending court date.
April 14, 2009	Porter, Christopher	Creditor enquiries; prepare for and attend semi-weekly status call.
April 14, 2009	Manski, Uwe	Regular bi-weekly update conference call.
April 15, 2009	Manski, Uwe	Arrange to post extension order to website; review of offers received from [REDACTED], and from [REDACTED]; review of cash flow report #9, as submitted by E. Overmeyer.
April 15, 2009	Watulo, Ray	Review of cash flow reporting week ending April 10, 2009.
April 15, 2009	Porter, Christopher	Receive, review and arrange posting of order; R. Watulo re: cash flow report to 10 April; receive, analyze and edit cash flow reporting for period to 10 April.
April 16, 2009	Manski, Uwe	Emails and discussions re offers received.



DATE	PROFESSIONAL	DESCRIPTION
April 17, 2009	Manski, Uwe	Calls and emails re offers received, and re proposed conference call on Sunday, to review offers in detail with company and bank.
April 17, 2009	Watulo, Ray	Margin calculation review.
April 17, 2009	Porter, Christopher	Review and edit reporting memo, cash flow.
April 19, 2009	Manski, Uwe	Preparation for conference call, and call with D. Wulffleff; conference call with company and bank to review offers received from [REDACTED]
April 20, 2009	Manski, Uwe	Update call with D. Wulffleff and C. McKeown to review discussion points about further clarifications being sought from the offerors re the terms of their offer.
April 20, 2009	Porter, Christopher	Review cash flow to date; margin analysis, projection.
April 21, 2009	Porter, Christopher	Prepare for and participate in semi-weekly status call; review cash flow and process for upcoming court date.
April 21, 2009	Manski, Uwe	Regular conference call update.
April 21, 2009	Fulton, Les	E-mail correspondence with potential buyers of equipment.
April 22, 2009	Manski, Uwe	Update conference call with bank and company re status of [REDACTED] and [REDACTED] offers.
April 22, 2009	Porter, Christopher	Analyze cash flow, review cash flow reports and draft cash flow sections of report; receive draft report from S. Graff; edit and incorporate cash flow sections; review with R. Watulo; circulate draft report for comment; receive and review offers; prepare for and participate in conference call to review offers; briefing with C. McKeown re contacts at purchasers.
April 23, 2009	Porter, Christopher	Receive and review comments and additional exhibits for Monitor's report; edit and finalize Monitor's Fifth Report and attachments; circulate same and arrange posting to website; various calls re same; receive and review analysis of offers from U. Manski; attend abortive conference call re same.
April 23, 2009	Manski, Uwe	Review of amended [REDACTED] offer; review of draft of Monitor's 5th report.
April 24, 2009	Porter, Christopher	Creditor calls; organize documents and filing.



DATE	PROFESSIONAL	DESCRIPTION
April 27, 2009	Porter, Christopher	E-mail and phone call with S. Graff at Aird & Berlis re Supplement to Fifth Report; receive and analyze extended fourth updated projected Cash Flow; review Fifth Report; draft sections of report with respect to cash flow and DIP.
April 28, 2009	Porter, Christopher	Attend at Aird & Berlis re Supplement to Fifth Report; attend while report being prepared; review and edit draft document; attend while document edited and finalized; review motion record as requested; arrange posting of Supplement and Exhibit to website.
April 28, 2009	McKeown, Clark	Work on closing.
April 28, 2009	Fulton, Les	Discussions with a couple of difference customers that have potential buyers for the large Buhler die cast machines one in Argentina and another one in Europe; get in touch with both the broker and M. McIntosh at Maynards to see if we can broker a deal for Burlington Technologies with their available equipment.
April 29, 2009	Porter, Christopher	Instruct R. Watulo re cash flow review and projections to 15 May; review and provide edits to cash flow reports; receive, review and post 28 April order; telephone call with S. Graff re status; briefing with B. Davidson.
April 29, 2009	Watulo, Ray	Review of cash flows and updated cash flow for May 15.
April 30, 2009	Manski, Uwe	Regular update call with company and bank.
April 30, 2009	Porter, Christopher	Review cash flow memos, attend semi-weekly status update call; debriefing with U. Manski.



Summary of Time

Partners	
Uwe Manski, FCA, FCIRP - 12.0 hrs	\$6,600.00
Clark McKeown, CA, CIRP, CFE, CMC - 6.5 hrs	3,087.50
Associates	
Christopher Porter, CA, CIRP - 25.3 hrs	11,385.00
Senior Staff	
Ray Watulo, CA -23 hrs	3,795.00
Other Staff	
Les Fulton - Estate Administrator - 1.0 hrs	200.00
Lou Dula - Accounting - 0.5 hrs	65.00
Bridget Chiasson - Clerical - 1.0 hrs	125.00
	25,257.50
Add: Disbursements - Travel	453.35
Disbursements - Courier charges	25.00
	25,735.85
Add: GST - 5% - R101518124	1,286.79
Total Due	\$27,022.64