

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

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

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

AFFIDAVIT OF SANDRA VITOROVICH

(Sworn May 11, 2009)

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

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

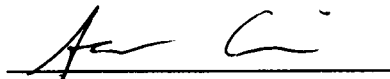
2. Attached hereto and marked as **Exhibit "A"** to this Affidavit are two statements of fees and disbursements with respect to the activities of A&B from March 01, 2009 to April 28, 2009, in the amount of \$27,980.36, including GST. The hours and rates, exclusive of GST, are summarized below:

Timekeeper	Hours	Hourly Rate	Fees
Steven L. Graff	17.0	\$575.00	\$9,775
Sandra A. Vitorovich	52.50	\$275.00	\$14,437.50


David F. Sischy	10.10	\$195.00	\$1,969.50
TOTAL	79.60		\$26,182.00

4. This Affidavit is made in support of a motion to, *inter alia*, approve the receipts and disbursements of A&B to April 28, 2009 and its accounts relating to the period from March 03, 2009 to April 28, 2009, and for no improper purpose.

SWORN before me at the City of)
Toronto, in the Province of Ontario)
this 11th day of May, 2009.)
)

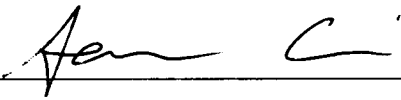


A Commissioner, etc.
Aaron Collins



Sandra Vitorovich

Exhibit "A" to the Affidavit of Sandra Vitorovich
Sworn before me this 11th day of May, 2009



Commissioner for Taking Affidavits, etc.

IN ACCOUNT WITH:

AIRD & BERLIS LLP

Barristers and Solicitors

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

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

Attention: Mr. Uwe Manski

Account No.: 360582

PLEASE WRITE ACCOUNT NUMBERS
ON THE BACK OF ALL CHEQUES

File No.: 13137/101074

March 23, 2009

Re: Burlington Technologies Inc.

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended March 20, 2009

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
SLG	03/03/09	\$575.00	0.50	\$287.50	Attend on conference call with Group re status of sale
SAV	03/03/09	\$275.00	1.20	\$330.00	Email correspondence with J. Dietrich; Update conference call
SAV	04/03/09	\$275.00	0.40	\$110.00	Review redundant asset proposal; Call with C. Porter; Review union letter; Review security summary
SLG	05/03/09	\$575.00	0.20	\$115.00	Attend on call
SAV	05/03/09	\$275.00	4.00	\$1,100.00	Conference call with C. Porter, B. Suppa, U. Manski, D. Wulffleff, J. Dietrich and J. Walker; Meet with S. Graff; Email with J. Dietrich; Draft monitor's third report; Update conference call; Email with J. Dietrich and C. Porter; Call with C. Porter and J. Dietrich; Review search summary
SAV	06/03/09	\$275.00	4.10	\$1,127.50	Draft monitor's third report; Emails with J. Dietrich; Emails with C. Porter; Meet with S. Graff
SAV	06/03/09	\$275.00	0.30	\$82.50	Email with C. Porter; Review and revise Monitor's Third Report
SLG	09/03/09	\$575.00	1.50	\$862.50	Review and revise report; review status; discussion with S. Vitorovich; review emails; receive emails re Union/asset sales, etc.

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
SAV	09/03/09	\$275.00	4.10	\$1,127.50	Draft fee affidavit; Calls with J. Dietrich; Revise monitor's report; Review court materials, affidavit, order and notice of motion; Call with K. Stigler; Call with C. Prophet and J. Dietrich; Email to U. Manski and S. Graff
SLG	10/03/09	\$575.00	0.30	\$172.50	Update on call; review correspondence to union and other sales
SAV	10/03/09	\$275.00	0.80	\$220.00	Update conference call; Email with J. Dietrich; Email with S. Graff
DFS	11/03/09	\$195.00	4.30	\$838.50	Updating Burlington Technologies Inc. PPSA and Parcel Registry summaries.
SAV	11/03/09	\$275.00	0.60	\$165.00	Review security summary; Meet with D. Sischy re amending search summaries; Email with J. Dietrich
SLG	12/03/09	\$575.00	0.40	\$230.00	Consider status; review record; review supplemental report; email to J. Dietrich
SAV	12/03/09	\$275.00	2.20	\$605.00	Email from J. Dirtrich; Draft supplemental report to the third report; Emails with C. McKeown; Call with J. Dietrich; Emails with J. Dietrich; Email from L. Vanderburgt; Review APS re core assets; Update conference call
SLG	13/03/09	\$575.00	1.50	\$862.50	Attend Court and prepare for motion to extend
SAV	16/03/09	\$275.00	0.10	\$27.50	Email from C. Prophet
SLG	17/03/09	\$575.00	0.30	\$172.50	Attend on conference call (update)
SAV	17/03/09	\$275.00	0.40	\$110.00	Update conference call
SAV	18/03/09	\$275.00	0.10	\$27.50	Email with C. Porter
SAV	19/03/09	\$275.00	1.00	\$275.00	Review APA; Update conference call
SLG	20/03/09	\$575.00	0.20	\$115.00	Email re sale
TOTAL:			28.50	\$8,963.50	

OUR FEE \$8,963.50
 GST at 5% \$448.18

Subject to GST

Photocopies - Local	\$127.75	
Binding and Tabs	\$2.50	
Long Distance Charges	\$16.62	
Total Disbursements		\$146.87
GST at 5%		\$7.34

AMOUNT NOW DUE

\$9,565.89

THIS IS OUR ACCOUNT HEREIN
Aird & Berlis LLP

Steven L. Graff
E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

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

OUR GOODS AND SERVICES GST REGISTRATION NUMBER IS 12184 6539 RT0001

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

5246152.1

IN ACCOUNT WITH:

AIRD & BERLIS LLP

Barristers and Solicitors

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

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

Attention: Mr. Uwe Manski

Account No.: 363911

PLEASE WRITE ACCOUNT NUMBERS
ON THE BACK OF ALL CHEQUES

File No.: 13137/101074

April 30, 2009

Re: Burlington Technologies Inc.

FOR PROFESSIONAL SERVICES RENDERED on your behalf throughout the period ended April 28, 2009

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
SLG	02/01/09	\$575.00	3.50	\$2,012.50	Review and provide comments to C. Porter on report; conference call with all members of restructuring team re status of matters and report; review revised report; review affidavit, notice of motion and draft order
SAV	20/03/09	\$275.00	1.30	\$357.50	Emails with S. Kukulowicz; Finish reviewing the APS; Email from J. Walker; Emails with S. Graff
SAV	24/03/09	\$275.00	1.30	\$357.50	Email from D. Wulffleff; Update conference call; Email with M. Van Santvoort; Email to S. Graff
SAV	26/03/09	\$275.00	0.60	\$165.00	Email re APS; Review APS and email T. Shoub re same
SAV	27/03/09	\$275.00	0.30	\$82.50	Email with J. Dietrich; Email from T. Shoub; Email with S. Graff
DFS	31/03/09	\$195.00	3.30	\$643.50	Meeting with Sandra Vitorovich; review changes that needed to be made to BTI security review document; began process of making changes;
SAV	31/03/09	\$275.00	2.90	\$797.50	Email from J. Dietrich re GM; Review security review; Call with D. Sischy; Review GM accommodation agreement; Review redundant asset sale auction services agreement; Meet with D. Sischy; Update conference call
DFS	01/04/09	\$195.00	2.50	\$487.50	Made revisions to BTI security review documents

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
SAV	01/04/09	\$275.00	0.40	\$110.00	Email to J. Dietrich; Meet with D. Sischy
SAV	02/04/09	\$275.00	0.10	\$27.50	Email with J. Dietrich
SAV	03/04/09	\$275.00	0.10	\$27.50	Email with J. Dietrich and J. Walker
SAV	04/04/09	\$275.00	0.70	\$192.50	Email with S. Graff; Review security summary
SLG	06/04/09	\$575.00	0.30	\$172.50	Discussion with S. Vitorovich re status, next steps and report
SAV	06/04/09	\$275.00	4.30	\$1,182.50	Call with J. Dietrich; Email to J. Dietrich re Mainway addresses; Review emails from J. Dietrich re accommodation agreements; Revise security summary; Email with C. Porter
SAV	07/04/09	\$275.00	9.70	\$2,667.50	Draft monitor's fourth report to the court; Email with H. daSilva; Meeting with H. daSilva re Burlington property; Email from J. Walker; Draft security letter; BTI update call; Revise security letter and monitor's fourth report; Emails with J. Dietrich; Email with S. Graff
SLG	08/04/09	\$575.00	0.30	\$172.50	Review emails and signed accommodations
SAV	08/04/09	\$275.00	0.70	\$192.50	Emails with J. Dietrich re Gates agreement; Email with K. Stigler re report; Call with S. Graff; Calls with C. Porter; Emails with C. Porter; Emails with J. Dietrich re report
SLG	09/04/09	\$575.00	0.50	\$287.50	Review status and GM Accommodation Agreement with S. Vitorovich; review report; telephone call with U. Manski
SAV	09/04/09	\$275.00	3.30	\$907.50	Review draft order and notice of motion; Review draft monitor's report; Emails with J. Dietrich; Email with S. Graff; Circulate revised monitor's report; Email with J. Dietrich and F. Spizziri; Call with C. Porter; Calls with U. Manski and C. Porter; call with S. Graff and U. Manski
SAV	13/04/09	\$275.00	0.10	\$27.50	Email with C. Porter and J. Dietrich re redacted exhibits
SLG	14/04/09	\$575.00	0.20	\$115.00	Attend conference call concerning status
SAV	14/04/09	\$275.00	0.40	\$110.00	Email from J. Dietrich; Update conference call
SLG	15/04/09	\$575.00	0.30	\$172.50	Review status; discussion with S. Vitorovich
SAV	15/04/09	\$275.00	3.50	\$962.50	Meet with S. Graff; Attend court for motion approving auction services agreement and GM and Gates accommodation

LAWYER	DATE	RATE/ HOUR	TIME	VALUE	DESCRIPTION
					agreements; Email from J. Walker re Ford; Email from J. Dietrich re Schaeffer accommodation agreement
SAV	16/04/09	\$275.00	3.50	\$962.50	Email with S. Graff re accommodation agreements; Draft Monitor's 5th report; Email with J. Dietrich
SLG	19/04/09	\$575.00	2.40	\$1,380.00	Prepare for conference call on status of offers; review agenda; consider next steps
SLG	21/04/09	\$575.00	1.00	\$575.00	Conference call on status; review draft report
SLG	22/04/09	\$575.00	1.20	\$690.00	Conference call re status of offers; review of Alvarez summary; determine next steps; address clarification items
SLG	27/04/09	\$575.00	1.40	\$805.00	Draft supplement to Fifth Report of the Monitor with cash flow extension; telephone call with J. Dietrich; email J. Dietrich
SLG	28/04/09	\$575.00	1.00	\$575.00	Attend court on motion to extend
TOTAL:			<u>51.10</u>	<u>\$17,218.50</u>	

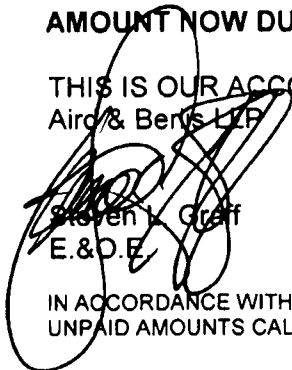
OUR FEE \$17,218.50
 GST at 5% \$860.93

DISBURSEMENTS
 Subject to GST

Photocopies - Local	\$144.50
Subsearch-Conveyancer	\$100.00
Photocopies	\$0.75
Teraview Search	\$56.00
Binding and Tabs	\$4.50
Taxi	\$14.29
Total Disbursements	\$320.04
GST at 5%	\$16.00

AMOUNT NOW DUE \$18,415.47

THIS IS OUR ACCOUNT HEREIN
 Aird & Berlis LLP



Steven J. Graff
 E.&O.E.

PAYMENT OF THIS ACCOUNT IS DUE ON RECEIPT

IN ACCORDANCE WITH THE SOLICITORS ACT, ONTARIO, INTEREST WILL BE CHARGED AT THE RATE OF 1.3% PER ANNUM ON UNPAID AMOUNTS CALCULATED FROM A DATE THAT IS ONE MONTH AFTER THIS ACCOUNT IS DELIVERED.
 OUR GOODS AND SERVICES GST REGISTRATION NUMBER IS 12184 6539 RT0001

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceeding Commenced in Toronto

FEE AFFIDAVIT

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

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

Solicitors for the Monitor, BDO Dunwoody
Limited