

**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**

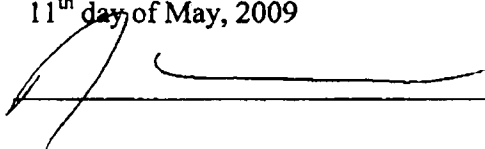
I, **Daniel R. Dowdall**, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY** that:

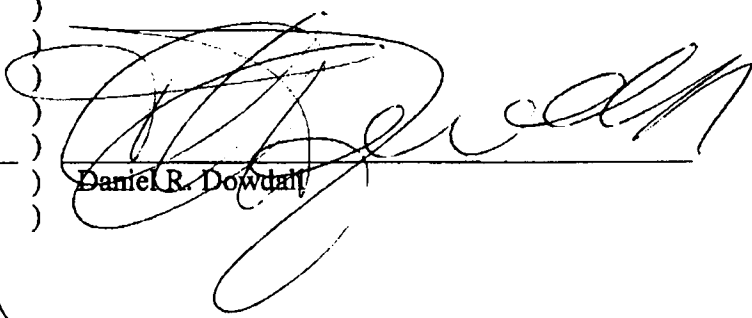
1. I am a Partner in the law firm Fraser Milner Casgrain LLP ("**FMC**") which has acted as counsel to Burlington Technologies Inc. ("**BTI**") in these proceedings. As such, I have knowledge of the matters hereinafter deposed to, except where stated to be on information and belief and whereso stated 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 February 27, 2009 until April 30, 2009, in the amount of \$99,842.41, including GST and such are summarized below:

Timekeeper	Hours	Rate	Fees
Wendy Brousseau	1.00	500	500.00
Andrea Centa	.30	510	153.00
J.O. Dietrich	85.3	480	40,944.00
D.R. Dowdall	.10	750	75.00
F.F. Gerra	1.0	200	200
C.E. Hall	1.20	410	492.00
H. John	2.7	200	540.00
R.S. Kukulowicz	26.50	675	17,887.50
A.V MacLean	9.70	200	1,940.00
G. Mallon	6.80	350	2,380.00
A.J. Miedema	.40	560	224.00
A. North	2.10	200.00	420.00
Z. Nurmohamed	.40	525	210.00
C. Richard	7.3	320.00	2,336.00
T.M. Shoub	36.50	500	18,250.00
K.H. Stigler	15.80	320	5,056.00
K.R. Taylor	1.90	600	1,140.00
<b>Total</b>	<b>199</b>		<b>\$92,747.50</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  
11<sup>th</sup> day of May, 2009

  
\_\_\_\_\_

  
Daniel R. Dowdall

Commissioner for Taking Affidavits, etc.

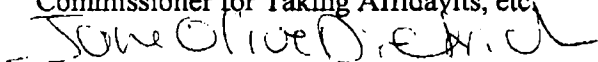
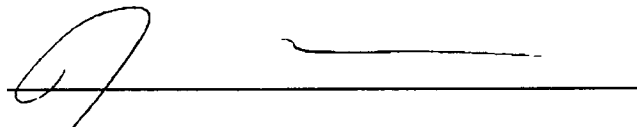


Exhibit "A" to the Affidavit of Daniel R. Dowdall  
sworn before me this 11<sup>th</sup> day of May, 2009.



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Commissioner for Taking Affidavits, etc.

Jane Oliver Dietrich



**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. Erv Overmeyer

Please refer to Bill # 2668577 on your Remittance

GST # R121996078

<u>LAWYER</u>	<u>Date</u>	<u>Matter Number</u>
R.S. Kukulowicz	March 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>
27-Feb-09	CEH	Review and respond to e-mail from J. Dietrich. Telephone call with same. Review and revise employment offer and e-mail same to J. Dietrich. Review and respond to e-mail from M. Van Santvoort regarding revised term of contract.	1.2
3-Mar-09	JOD	Review of emails. Email regarding status update. Telephone discussion with J. Walker. Telephone conversation with K. Carpenter, D. Wulffleff and S. Kukulowicz. Office conference with S. Kukulowicz. Participate in status update call.	3.4
3-Mar-09	RSK	Exchange of e-mails with K. Carpenter and D. Wulffleff regarding sale process. Review of summary of offers for redundant assets. Conference call with K. Carpenter, D. Wulffleff and J. Dietrich regarding sales process and possible bid from K. Carpenter. Review of Union correspondence from J. Walker. Attend conference call with BTI, RBC, BDO and counsel regarding general update (including sale process).	1.5
4-Mar-09	JOD	Telephone discussion with J. Walker.	0.3
4-Mar-09	RSK	Review of updated CCAA cash flow report.	0.2
5-Mar-09	KHS	Begin drafting March 13th motion materials.	0.3

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
5-Mar-09	JOD	Telephone conference regarding letters of intent. Telephone discussion with T. Shoub regarding draft agreement of purchase and sale. Participate in status update call. Work on accommodation agreements. Revise draft precedent agreement of purchase and sale. Telephone conference with C. Porter and M. Van Santvoort. Email exchange with T. Shoub. Email to S. Kukulowicz.	4.1
5-Mar-09	TMS	Telephone call with J. Dietrich. Email to C. Richard.	0.3
5-Mar-09	RSK	Review voicemail message from U.S. Attorney for Raymond Industries (BTI supplier). E-mail to J. Dietrich regarding same. Exchange of e-mails regarding fee approvals.	0.3
6-Mar-09	KHS	Finish first draft of Notice of Motion, draft Order and Affidavit of E. Overmeyer. Send copies of Loan Agreements to E. Overmeyer. Review Fee Affidavit of D. Dowdall.	1.9
6-Mar-09	RSK	Review of draft APA for purchasers of core assets. Review of e-mail from J. Walker regarding K. Carpenter [REDACTED]	0.4
7-Mar-09	JOD	Review draft of BTI monitor's report and mark up with comments. Email draft to BTI. Review draft of notice of motion, order and affidavit of E. Overmeyer, revise same and email for comment.	2.3
8-Mar-09	RSK	Review of draft motion materials. Review of draft Third Report of Monitor.	0.9
9-Mar-09	KHS	Revise Affidavit of E. Overmeyer and arrange for execution of same. Finalize Fee Affidavit of D. Dowdall and have executed. Review, revise and finalize Notice of Motion and draft Order. Assemble Motion Record. Telephone calls with S. Vitorovich on same. Oversee service of Motion Record.	3.2
9-Mar-09	JOD	Telephone message to J. Lash. Telephone discussion with J. Walker. Telephone discussion with C. Prophet. Telephone discussion with M. Van Santvoort. Provide comments on motion material. Exchange voicemail with J. Lash. Work on motion material for service.	3.4
9-Mar-09	ARN	Travelled to Oakville to commission an Affidavit of E. Overmeyer.	2.1
9-Mar-09	TMS	Review of affidavit and draft purchase agreement. Email to J. Dietrich. Meeting with ...C. Richard to discuss file and to make list of issues to raise with J. Dietrich and others.	1.2
9-Mar-09	RSK	Review comments on draft Third Report of the Monitor. E-mails with various parties regarding Court materials. Review of updated cash flow for Court filing. Review of e-mail from Monitor regarding access by K. Carpenter to expressions of interest. Office conference with J. Dietrich regarding same.	0.9
9-Mar-09	CR	Meeting with T. Shoub in connection with the review of the draft agreement of purchase and sale.	0.5

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
10-Mar-09	JOD	Reply to email from C. Richard regarding draft agreement of purchase and sale. Exchange of email regarding letter of intent. Telephone discussion with C. Prophet and D. Glavota regarding DIP terms. Telephone discussion with J. Walker and M. Van Santvoort regarding Getrag. Telephone conference with representatives of BTI, Getrag and counsel regarding term sheet. Revise Getrag term sheet and email to L. Wong for review and discussion.	2.9
10-Mar-09	TMS	Email exchanges with J. Dietrich regarding purchase agreement draft and background information. Call with C. Richard regarding work to be done on agreement and otherwise. Reviewing Court orders. Revising purchase agreement. Forwarding blackline to J. Dietrich with request for certain information.	4.4
10-Mar-09	HDJ	Filed a motion record at Commercial Court, and returned to the office to pick up additional documents for the filing.	1.5
10-Mar-09	RSK	Office conference with J. Dietrich regarding status. Review e-mail from J. Dietrich regarding Linamar as bidder. Review of e-mail from J. Walker regarding redundant assets and SBG. Conference call with BTI, RBC, BDO, Trenwith and counsel regarding various issues. Review of draft amendments to DIP loan agreement and forbearance agreement. Review of e-mail from J. Dietrich to K. Carpenter regarding sale of Alumeteo real property.	1.6
11-Mar-09	JOD	Review and comment on draft agreement of purchase and sale. Telephone discussion with L. Wong. Office conference with S. Kukulowicz. Telephone conference with J. Walker. Telephone discussion with F. Spizziri. Exchange of email regarding Bendix. Telephone discussion with C. Prophet.	1.7
11-Mar-09	AVM	Review agreement of purchase and sale for C. Richard and T. Shoub.	1.8
11-Mar-09	RSK	Review of further revised 3rd DIP Amendment and 3rd Forbearance Amendment. Review message from C. Prophet. Review e-mail from RBC to BDO and Trenwith regarding sale process. Office conference with J. Dietrich regarding DIP/Forbearance documents and RBC concerns on sale process. Telephone attendance with J. Walker and C. Prophet regarding RBC concerns. Office conference with J. Dietrich regarding Bendix receivable. Review of draft APA circulated to Trenwith, BDO and counsel for RBC for comments.	1.9
11-Mar-09	CR	Email correspondence in respect of the review of the draft agreement of purchase and sale.	0.4
11-Mar-09	WAB	Discussion with T. Shoub regarding filing of S. 167 election. Review draft Agreement of Purchase and Sale and revise same.	0.6
11-Mar-09	TMS	Review of changes suggested by student in her review. Call from J. Dietrich regarding her changes. Revisions made to the purchase agreement. Emails from and to J. Dietrich and with C. Richard regarding work to be done on file. Call with W. Brousseau regarding Section 167 question.	1.5
12-Mar-09	GM	Review of draft agreement of purchase and sale, affidavit and parcel registers. Emails to C. Richard and J. Dietrich. Mark up of agreement. Drafting of rider relating to assignment of leases.	4.1

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
12-Mar-09	JOD	Telephone discussion with J. Walker. Discussion with T. Shoub. Revision of Getrag term sheet. Email to BTI. Participate in status update call.	2.6
12-Mar-09	RSK	Review supplemental report from Monitor. Office conference with J. Dietrich regarding extension hearing. Review of e-mails regarding supplier issue (Raymond Industries).	0.4
12-Mar-09	WAB	Finalize revisions and e-mail to T. Shoub and C. Richard regarding commodity tax revisions.	0.2
12-Mar-09	TMS	Emails from C. Richard regarding review by various lawyers. Calls and emails with J. Dietrich and C. Richard regarding data room. Review of comments from W. Brousseau and email to C. Richard regarding same.	0.6
13-Mar-09	GM	Drafting of comments on purchase agreement. Email to C. Richard of comments.	0.2
13-Mar-09	AJM	Review affidavit and draft Agreement of Purchase and Sale for labour and employment issues.	0.4
13-Mar-09	CR	Conference call with J. Dietrich, T. Shoub and J. Walker regarding the draft agreement.	0.4
13-Mar-09	RSK	Office conference with J. Dietrich regarding Court Hearing and upcoming issues. Review of executed DIP and Forbearance Agreements from C. Prophet.	0.4
13-Mar-09	TMS	Calls and emails with J. Dietrich regarding call and due diligence. Reviewing comments from G. Mallon. Call with J. Dietrich, C. Richard and J. Walker. Conversation with Cauchy Richard thereafter.	1.4
13-Mar-09	JOD	Prepare for motion. Attend at Court to obtain extension order. Conference call with T. Shoub and J. Walker regarding draft agreement of purchase and sale.	3.1
14-Mar-09	KHS	Draft FORD NDA.	0.6
15-Mar-09	KRT	Review background materials and asset purchase agreement. Revise employment provisions.	1.4
15-Mar-09	TMS	Reviewing comments of G. Mallon and K. Taylor. Call with J. Walker. Revising asset purchase agreement. Exchange of emails regarding labour law issues.	4.3
16-Mar-09	AVM	Review draft purchase agreement.	1.5
16-Mar-09	RSK	Review of e-mails from M. Van Santvoort and J. Walker regarding Ford request for CIM and other financial information. Telephone call to J. Walker - left message regarding same. Review of revised APA. Office conference with T. Shoub regarding CBA/Union provisions. Telephone call to J. Walker - left message regarding APA. Review of e-mails regarding working capital adjustment language. Review further revised APA.	1.7
16-Mar-09	TMS	Further revisions to the purchase agreement. Calls with J. Walker and with S. Kukulowicz. Discussing data room with C. Richard.	4.4

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
17-Mar-09	TMS	Review of list of data room documents with C. Richard. Further conversations with C. Richard regarding same. Call with J. Walker to discuss purchase agreement. Making revisions to same and circulating same. Calls with S. Kukulowicz.	1.5
17-Mar-09	AVM	Review and summarize documents relating to the purchase and sale agreement for C. Richard.	3.4
17-Mar-09	RSK	Circulated notice regarding status conference call. Telephone attendance with L. Wong regarding status of accommodation agreements. Telephone attendance with J. Walker regarding draft APA and CBA/working capital adjustment provisions. Office conference with T. Shoub regarding same. Telephone attendance with J. Walker regarding status of term sheets. E-mail to J. Dietrich regarding same. Conference call regarding weekly status update. Telephone attendance with C. Prophet and D. Wong regarding deadline to finalize accommodation agreements. Review of schedule of management presentations to prospective purchasers.	2.1
17-Mar-09	CR	Review of documents posted in data room. Email correspondence.	2.8
18-Mar-09	AVM	Review and summarize documents relating to the purchase agreement for C. Richard.	1.8
18-Mar-09	GM	Review of revised purchase agreement.	0.4
18-Mar-09	KRT	Review revisions to employment provisions of purchase agreement.	0.2
18-Mar-09	WAB	Review revised Agreement and e-mail to T. Shoub regarding section 167 election and section 22 election.	0.2
18-Mar-09	TMS	Emails from and to J. Walker and to S. Kukulowicz. Meeting with C. Richard to discuss his data room review. Email from BTI of schedules. Email of revised APA draft to FMC lawyers for further review. Receipt of comments from FMC lawyers. Calls with C. Richard regarding report back to J. Walker in respect of data room finding.	1.3
18-Mar-09	RSK	Exchange of e-mails with J. Dietrich regarding status of accommodation agreements and RBC deadline. Review e-mails from Trenwith and J. Walker regarding draft APA. Exchange of e-mails with T. Shoub regarding same. Review of e-mails regarding APA schedules. Review of Period 7 Cash Flows from E. Overmeyer. Exchange of e-mails with C. Richard regarding items in data room.	0.8
19-Mar-09	GM	Review of due diligence documents in data room. Email to C. Richard.	0.7
19-Mar-09	TMS	Conversations with C. Richard and with S. Kukulowicz regarding the data room review. Review and revise draft email from C. Richard. Email from D. Wulfleff.	0.9

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
19-Mar-09	RSK	Review of redundant assets proposals. E-mail to BTI, RBC and BDO regarding update call. Review message from T. Shoub regarding data room issues. Telephone call to T. Shoub - left message regarding data room documents. Review of e-mails regarding status of APA. Review of e-mail from C. Richard to BTI and Trenwith regarding data room documents. Conference call with BTI, BDO, RBC and counsel regarding status.	1.9
19-Mar-09	CR	Review of documents posted in the data room. Email correspondence.	2.2
20-Mar-09	TMS	Emails to and from J. Walker and S. Kukulowicz regarding purchase agreement. Calls with D. Glavota, S. Kukulowicz and J. Walker. Email of comments from Aird & Berlis. Review of certain capital leases. Further communications with S. Kukulowicz and J. Walker regarding APA comments. Email to D. Glavota. Revising purchase agreement. Discussing schedule with C. Richard. Email exchange with J. Walker.	2.8
20-Mar-09	RSK	Review of e-mails regarding posting APA in data room. E-mail to counsel for BDO and RBC requesting comments on APA. Review of e-mail from D. Wulfleff regarding HIG and form of Confidentiality "covenant". E-mail to D. Wulfleff regarding same. Office conference with T. Shoub regarding comments from RBC on form of APA. Review of e-mail from counsel for BDO regarding comments on APA. Review of e-mail from J. Walker regarding selection of Maynards to deal with redundant assets. Exchange of e-mails with T. Shoub and J. Walker regarding RBC comments of APA.	1.4
20-Mar-09	CR	Review of schedules to the asset purchase agreement. Email correspondence.	0.3
21-Mar-09	RSK	Review of [REDACTED] executed confidentiality agreement and request from D. Wulfleff to approve same. Review of analysis by J. Dietrich. E-mail to D. Wulfleff approving same. Review of e-mail from J. Walker approving agreement. Review of update on management presentations from D. Wulfleff and note from J. Walker regarding [REDACTED]/RBC.	0.5
23-Mar-09	JOD	Review of email. Telephone conference with M. Van Santvoort. Email regarding Getrag term sheet. Email regarding GM accommodation agreement. Email regarding Bendix accommodation agreement. Telephone conference with C. Prophet and S. Kukulowicz. Work on Gates accommodation agreement and email to L. Wong and BTI for review. Draft Ford accommodation agreement and email to L. Wong and BTI for review. Telephone conversation with J. Walker.	3.4
23-Mar-09	RSK	Review of e-mails from RBC counsel regarding APA. Conference call with C. Prophet, D. Glavota and T. Shoub regarding draft APA provisions (including Ford Condition and separate allocation for RBC capital leases). Exchange of e-mails with D. Wulfleff and J. Walker regarding management presentation to [REDACTED] and attendance of RBC. Office conference with J. Dietrich regarding auction agreement for sale of redundant assets through Maynards.	1.4

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
23-Mar-09	TMS	Exchange of emails and voice mails and then call with D. Glavota, C. Prophet, J. Dietrich and S. Kukulowicz. Call with E. Overmeyer and C. Richard. Email to D. Glavota.	1.1
23-Mar-09	CR	Conference call with E. Overmeyer and T. Shoub to discuss issues relating to the data room.	0.4
<b>Total</b>			<b>105.9</b>

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Fees</u>
Wendy Brousseau	1.0	500.00	500.00
Jane Dietrich	27.2	480.00	13,056.00
Christina Hall	1.2	410.00	492.00
Heather John	1.5	200.00	300.00
R.S. Kukulowicz	18.3	675.00	12,352.50
Arden MacLean	8.5	200.00	1,700.00
Glenda Mallon	5.4	350.00	1,890.00
A.J. Miedema	0.4	560.00	224.00
Alexandra North	2.1	200.00	420.00
Cauchy Riehard	7.0	320.00	2,240.00
T.M. Shoub	25.7	500.00	12,850.00
Kate Stigler	6.0	320.00	1,920.00
Kristin R. Taylor	1.6	600.00	960.00
<b>Total</b>	<b>105.9</b>		<b>\$48,904.50</b>

<b>Total Fees</b>	<b>\$48,904.50</b>	
<b>Total GST</b>	<b><u>2,445.23</u></b>	
<b>Our Fees</b>		<b>\$51,349.73</b>

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

<b><u>Taxable Disbursements</u></b>		
<b>Long Distance Telephone Calls</b>	<b>\$16.52</b>	
<b>Photocopy Charges</b>	<b><u>348.25</u></b>	
<b>Total Taxable Disbursements</b>	<b><u>\$564.77</u></b>	
<b>Total GST</b>	<b><u>28.24</u></b>	
<b>Total Taxable Disbursements including Taxes</b>		<b><u>\$593.01</u></b>

<b>TOTAL ACCOUNT</b>		<b><u>\$52,069.73</u></b>
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**SUMMARY**

Total Fees	\$48,904.50
Total Disbursements	691.77
Total Taxes on Fees and Disbursements	<u>2,473.46</u>
<b>TOTAL ACCOUNT</b>	<b><u>\$52,069.73</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 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 # 2675041 on your Remittance

GST # R121996078

<u>Lawyer</u>	<u>Date</u>	<u>Matter Number</u>
R.S. Kukulowicz	April 30, 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>
13-Mar-09	HDJ	Attend at Court to have Order issued and entered.	0.7
24-Mar-09	JOD	Telephone conference with C. Prophet regarding accommodation agreements. Telephone discussion with J. Walker, M. Van Santvoort and E. Overmeyer. Work on auction services agreement. Telephone discussion with J. Walker and T. Shoub. Participate in bi-weekly update call.	3.9
24-Mar-09	TMS	E-mails from C. Richard regarding amendments to schedules. E-mails from and to D. Glavota. E-mails to and from J. Dietrich and J. Walker. Making revisions to purchase agreement. Call with J. Dietrich and J. Walker. Update conference call with BDO, J. Walker, J. Dietrich, Gowlings and Aird & Berlis. Revising the purchase agreement and calls to J. Dietrich regarding same.	2.0
24-Mar-09	CR	Review of additional documents posted in the data room.	0.3
24-Mar-09	RSK	Review of e-mails regarding APA and data room. Review of update from D. Wulfleff regarding management presentations.	0.3
25-Mar-09	JOD	Telephone discussion with J. Walker. Telephone discussion with T. Shoub.	0.2
25-Mar-09	AVM	Review of Purchase Agreement for BTI as instructed by T. Shoub.	1.2

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
25-Mar-09	TMS	Revising purchase agreement. E-mails to and from C. Richard and J. Walker in search of missing information. Calls and e-mails with J. Dietrich regarding agreement wording. Circulating revised draft. Review of revised schedules from C. Richard. E-mail exchange with J. Walker regarding missing APA information. Conversation with C. Richard regarding same. Making changes provided by student's review of section references and defined terms.	1.5
25-Mar-09	RSK	Review of draft correspondence from Trenwith to prospective purchasers.	0.2
26-Mar-09	JOD	Work on draft auction services agreement. Email to J. Walker. Telephone discussion with C. Prophet and D. Glavota. Telephone message to T. Shoub. Telephone discussion with J. Walker. Telephone discussion with J. Walker and M. Van Santvoort regarding auction agreement. Participate in update call. Revision of auction services agreement.	4.0
26-Mar-09	TMS	Revisions to purchase agreement. E-mails from BDO and Aird & Berlis regarding comments. Call from J. Dietrich regarding APA. Emails from working group regarding data room.	0.8
26-Mar-09	RSK	Review of e-mails from T. Shoub regarding final version of APA. Review of mark-up of Trenwith letter by J. Dietrich. Review of related e-mails from D. Wulfleff and J. Walker regarding deadline for submitting APAs.	0.3
27-Mar-09	JOD	Telephone conference with J. Walker. Revise redundant assets agreement and email of same for review and comment. Discussion with monitor regarding auction services agreement.	2.9
27-Mar-09	ZN	Review and respond to e-mail from C. Richard and W. Brousseau regarding the joint accounts receivable election under section 22 of the Income Tax Act.	0.4
27-Mar-09	TMS	E-mails from and to Gowlings with comments on the APA. Working with C. Richard to collect missing information for APA. Revising APA accordingly. Calls from and to J. Dietrich regarding the Burlington name. Circulating revised draft to working group.	1.0
27-Mar-09	RSK	Review of further e-mails and revisions to Trenwith letter for bidders. Review of draft auction services agreement regarding redundant assets.	0.5
30-Mar-09	JOD	Exchange of email with J. Walker. Telephone discussion with C. Prophet. Work on accommodation agreements. Email to L. Wong. Telephone discussion with J. Walker.	1.7
30-Mar-09	TMS	E-mails from and to D. Wulfleff regarding ATA. Conversation with C. Richard.	0.2
30-Mar-09	RSK	Review of e-mail regarding status of accommodation agreements. Review of e-mails regarding [REDACTED] access to data room.	0.3
31-Mar-09	JOD	Emails regarding GM and TRW accommodation agreements. Participate in status update call.	0.7

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
31-Mar-09	RSK	Review of e-mail from J. Dietrich regarding final form of GM accommodation agreement.	0.2
1-Apr-09	JOD	Exchange of email with L. Wong.	0.3
1-Apr-09	RSK	Review of e-mail from J. Dietrich regarding redundant asset agreement and status of accommodation agreements. Review of Period 8 cash flow report from E. Overmeyer.	0.4
2-Apr-09	JOD	Exchange of email regarding status call. Telephone conversation with L. Wong regarding accommodation agreements. Telephone conference with C. Prophet. Review of auction agreement with C. Prophet. Email accommodation agreement to Ford. Telephone message and email to F. Spizzirri. Review redundant asset agreement and email same.	2.2
2-Apr-09	RSK	Review of e-mails regarding status of accommodation agreements (including final TRW agreement). Review of e-mails from L. Vanderburgt and E. Overmeyer regarding cash flow questions. Review of revised redundant asset auction agreement.	0.6
3-Apr-09	JOD	Review and email accommodation agreements.	0.3
3-Apr-09	RSK	Review of e-mails regarding redundant asset sale agreement. Review of e-mails regarding GM accommodation agreement being executed.	0.3
6-Apr-09	JOD	Review email from R. Moody regarding Gates' agreement. Exchange of email. Send in Commercial List request form. Follow up with F. Spizzirri regarding Bendix accommodation agreements. Follow up regarding GM agreement. Telephone discussion with C. Prophet. Telephone discussion with L. Wong. Telephone discussion with S. Vitrovich. Telephone discussion with J. Walker. Telephone call and email exchange with F. Spizzirri.	1.4
6-Apr-09	RSK	Review of e-mail from J. Dietrich regarding Court date for accommodation agreement approvals. Discussed materials for approvals with J. Dietrich.	0.3
7-Apr-09	KHS	Draft Notice of Motion and draft Order for April 15, 2009 Motion.	0.7
7-Apr-09	JOD	E-mail regarding Gates agreement. Telephone message to L. Wong. E-mail to F. Spizzirri regarding Bendix agreement. E-mail exchange with M. Van Santvoort regarding Schaeffler agreement. Telephone discussion with J. Walker. Work on accommodation agreements. Telephone discussion with J. Leslie. E-mail exchange with F. Spizzirri. Participate in status update call. E-mail exchange with S. Vitorovich.	3.0
7-Apr-09	RSK	Review of updated weekly cash flow forecast and e-mail from J. Walker regarding reductions/cash conservation measures. Review of e-mails from J. Dietrich regarding Gates term sheet.	0.4
8-Apr-09	KHS	Review Fourth Report of the Monitor. Revise Notice of Motion and draft Order.	0.7
8-Apr-09	KHS	Office conference with J. Dietrich on Fourth Report and motion materials. Revise Report and motion documents pursuant to same. Forward motion documents to group for comment.	1.2

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
8-Apr-09	JOD	Discussion with J. Walker regarding Maynards agreement. Revise agreement and email regarding same. Emails regarding Court material. Review draft of motion material and provide comments.	1.1
9-Apr-09	KHS	Finalize Notice of Motion and draft Order. Assemble Motion Record. Oversee service and filing of Motion Record.	3.1
9-Apr-09	JOD	Telephone conference with J. Walker. Office conference with K. Stigler regarding service of motion record. Work on motion record. Review of motion material. Telephone call with U. Manski.	2.4
10-Apr-09	RSK	Review of Motion Record for approval of GM/Gates accommodation agreements and Maynards auction agreement.	0.4
13-Apr-09	JOD	Review of email from M. Van Sanvoort. Email to F. Spizzirri. Discussion with T. Shoub and C. Richard.	0.2
14-Apr-09	KHS	Telephone call with M. Riverin regarding April 14th Motion.	0.2
14-Apr-09	JOD	Exchange of email. Preparation for motion. Telephone conference with J. Walker. Revise redundant asset agreement and email regarding same. Discussion with J. Walker. Discussion with C. Prophet. Participate in update call.	1.5
15-Apr-09	DRD	Telephone conversation with U. Manski.	0.1
15-Apr-09	JOD	Attend at Court regarding approval of GM and Gates accommodation agreements and redundant asset sale agreement. Telephone discussion with J. Walker. Review of offers. Telephone discussion with J. Walker. Telephone conference with C. Prophet. Exchange of email.	5.4
15-Apr-09	RSK	Review of CCAA cash report from E. Overmeyer.	0.3
15-Apr-09	FFG	Attend to filing Court documents.	1.0
16-Apr-09	JOD	Review of additional offer. Telephone conference with J. Walker and D. Wulffleff. Telephone message to C. Prophet. Revise redundant asset agreement and email for execution. Telephone conversation with C. Prophet.	1.8
17-Apr-09	JOD	Telephone discussion with J. Walker, C. Prophet and L. Vanderburgt regarding offers. Exchange of email. Telephone discussion with S. Graff. Emails regarding court time. Telephone discussion with J. Walker. Telephone discussion with U. Manski. Telephone conversation with Gates in-house counsel.	2.1
17-Apr-09	RSK	Participated in a conference call with J. Walker, C. Prophet and L. Vanderburgt regarding offers for BTI Core assets. Review of analysis of [REDACTED] offer from J. Walker. Review of [REDACTED] update from D. Wulffleff.	0.8
19-Apr-09	JOD	Review and exchange of email regarding offers. Lengthy telephone conference with Monitor, RBC, Trenwith and BTI regarding next steps.	1.7
20-Apr-09	TMS	Review of bidders revised purchase agreements. Drafting memorandum to J. Walker with high level comments.	3.5

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
20-Apr-09	JOD	Telephone message to T. Shoub. Email to T. Shoub. Emails regarding redundant asset agreement. Review of email from D. Wulfleff regarding revised offer. Telephone conversation with D. Glavota. Telephone discussion with T. Shoub. Review of offers. Telephone conversation with D. Wulfleff, M. Van Santvoort and J. Walker. Telephone conference with J. Walker.	3.1
20-Apr-09	KRT	Review changes to employment provisions of purchase agreement with T. Shoub.	0.3
20-Apr-09	GM	Review of purchase and sale offers. Phone call to T. Shoub. Email of comments to T. Shoub.	1.4
20-Apr-09	ALC	Instructions to G. Mallon with respect to include list of permitted encumbrances only and not title report.	0.3
20-Apr-09	RSK	Office conference with J. Dietrich regarding status of core transaction. Review of e-mail from J. Dietrich regarding offers.	0.4
21-Apr-09	JOD	Review of memorandum from T. Shoub. Telephone discussion with J. Walker and D. Wulfleff. Telephone conference with C. Prophet. Telephone conference regarding general update. Draft motion material and send out for review and comment.	2.9
21-Apr-09	TMS	E-mails from J. Dietrich and J. Walker. Creating permitted encumbrance schedule.	0.4
22-Apr-09	KHS	Office conference with J. Dietrich on status of motion. Oversee preparation for service. Correspond with Monitor on Fifth Report.	0.4
22-Apr-09	KHS	Review affidavit of E. Overmeyer. Review Fifth Report of Monitor.	0.4
22-Apr-09	JOD	Telephone discussion with C. Prophet and D. Glavota. Telephone conference with GM and counsel. Review of revised offers. Telephone discussion with D. Wulfleff and J. Walker. Exchange of email with F. Spizzirri. Telephone conference regarding status of sale process. Telephone discussion with J. Walker. Review of draft Monitor's Report and mark up.	3.4
22-Apr-09	RSK	Review of e-mail from J. Dietrich regarding summary of offers.	0.2
22-Apr-09	TMS	E-mails from J. Dietrich forwarding revised agreement for [REDACTED] and other emails regarding bidder. Preparation for and then attending call with working group.	1.2
23-Apr-09	KHS	Oversee execution of affidavit of E. Overmeyer. Revise motion materials pursuant to received comments. Assemble Motion Record. Oversee service of Motion Record.	3.1
23-Apr-09	JOD	Email comments on draft report. Review of email. Telephone conference with J. Walker and C. Prophet. Follow up regarding motion record. Review of motion record. Telephone conference with C. Prophet. Email to J. Walker.	2.4
23-Apr-09	RSK	Review of draft extension motion materials. Review of finalized materials including Monitor's Fifth Report.	0.6
23-Apr-09	TMS	Conversation with C. Richard to update him regarding status and timing.	0.2

<u>Date</u>	<u>ID</u>	<u>Description of Work</u>	<u>Hours</u>
24-Apr-09	JOD	Telephone conversation with J. Walker. Review of cash flows. Telephone message to C. Prophet. Telephone conversation with C. Prophet. Discussion with C. Prophet. Telephone discussion with J. Walker. Telephone conversation with J. Walker. Telephone conversation with K. Carpenter. Review of draft consent and release and email to S. Kukulowicz. Email to J. Walker.	1.8
24-Apr-09	RSK	Office conference with J. Dietrich regarding status extension motion and proposed RBC release from K. Carpenter. Review of draft release.	0.4
24-Apr-09	HDJ	Attend to filing Motion Record in Court.	0.5
25-Apr-09	RSK	E-mail to J. Dietrich regarding comments on draft RBC release.	0.3
26-Apr-09	JOD	Review email from S. Kukulowicz. Revise consent and release. Email to K. Carpenter. Email to C. Prophet.	0.6
26-Apr-09	RSK	Review of e-mails from J. Dietrich and C. Prophet regarding RBC release.	0.2
27-Apr-09	RSK	Review of revised draft order with later extension date and discussed various issues with J. Dietrich.	0.3
27-Apr-09	JOD	Exchange email with K. Carpenter. Telephone message to J. Walker. Email exchange regarding consent and release. Telephone conversation with C. Prophet. Review revised release. Email to K. Carpenter. Telephone discussion with C. Prophet. Email exchange with J. Walker. Telephone discussion with S. Graff. Email to service list.	2.4
28-Apr-09	JOD	Telephone conference with J. Walker. Attend at court regarding extension order. Discussion with C. Prophet regarding DIP amendment.	1.7
28-Apr-09	RSK	Review of issued Order.	0.2
29-Apr-09	JOD	Telephone conference with J. Walker. Telephone conference with C. Prophet. Telephone discussion with E. Feige and e-mail exchange with same. E-mail exchange with C. Prophet. Telephone discussion with J. Walker. Telephone discussion with C. Prophet. Telephone discussion with L. Vanderburgt, C. Prophet, and J. Walker. Further discussion with C. Prophet.	2.2
30-Apr-09	RSK	Review of Period 10 Cash Report from M. Van Santvoort.	0.3
30-Apr-09	JOD	E-mail to E. Feige. Participate in status update call.	0.8
		<b>Total</b>	<b>93.1</b>

Timekeeper	Hours	Rate	Fees
Andrea Centa	0.3	510.00	153.00
Jane Dietrich	58.1	480.00	27,888.00
D.R. Dowdall	0.1	750.00	75.00
Frederick Gerst	1.0	200.00	200.00
Heather John	1.2	200.00	240.00
R.S. Kukulowicz	8.2	675.00	5,535.00
Arden MacLean	1.2	200.00	240.00
Glenda Mallon	1.4	350.00	490.00
Zahra Nurmohamed	0.4	525.00	210.00
Cauchy Richard	0.3	320.00	96.00
T.M. Shoub	10.8	500.00	5,400.00
Kate Stigler	9.8	320.00	3,136.00
Kristin R. Taylor	0.3	600.00	180.00
Total	93.1		\$43,843.00

Total Fees \$43,843.00  
Total GST 2,192.15  
Our Fees \$46,035.15

Non-Taxable Disbursements  
Filing Fee\* \$254.00  
Total Non-Taxable Disbursements \$254.00

Taxable Disbursements  
Automobile Expenses \$14.29  
Courier & Delivery 156.32  
Long Distance Telephone Calls 12.38  
Photocopy - External Services 5.00  
Photocopy Charges 1,044.50  
Taxi Charges 180.40  
Total Taxable Disbursements \$1,412.89  
Total GST 70.64  
Total Taxable Disbursements including Taxes \$1,483.53

TOTAL ACCOUNT \$47,772.68

**SUMMARY**

Total Fees	\$43,843.00
Total Disbursements	1,666.89
Total Taxes on Fees and Disbursements	<u>2,262.79</u>

**TOTAL ACCOUNT** \$47,772.68

FRASER MILNER CASGRAIN LLP

Per: 

R.S. Kukulowicz

**TERMS: PAYMENT DUE UPON RECEIPT, IN ACCORDANCE WITH SECTION 34(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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