

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 PROPOSED PLAN OF COMPROMISE OR  
ARRANGEMENT WITH RESPECT TO  
BRAKE PRO, LTD.

AFFIDAVIT OF UWE MANSKI

I, **UWE MANSKI**, of the Town of Stouffville, in the Province of Ontario, **MAKE OATH AND SAY** that:

1. I am the President of BDO Dunwoody Limited, and as such have personal knowledge of the matters referred to herein.
2. By Order of the Honourable Mr. Justice Stinson, dated July 24, 2007 (the "Appointment Order"), BDO Dunwoody Limited was appointed Monitor (the "Monitor") of Brake Pro, Limited.
3. Pursuant to the Appointment 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"**.
4. 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.
5. The Monitor requests that the Court approve its fees and disbursements for the period from March 1, 2008 to May 28, 2008 in the amount of \$ 27,592.27 plus GST of \$1,379.61, totalling \$28,971.88, for the services set out in **Exhibit "A"**.

6. 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.

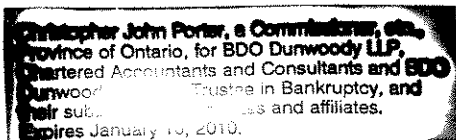
SWORN BEFORE ME at the City of )  
Toronto, in the Province of Ontario, this )  
7<sup>th</sup> day of July, 2008 )



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Commissioner for Taking Affidavits, etc )  
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Uwe Manski FCA, FCIRP )  
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Brake Pro, Ltd.  
 Monitor's Time Dockets  
 1 March 2008 - 28 May 2008

Date	Timekeeper	Time	Rate	Amount	Comments
3-Mar-08	Porter, Christopher	2	375	750.00	Instruct J. Manski re: GST and o/s invoice analysis; review and edit draft analysis; instruct C. Boticella re: fee analysis; review and edit analysis; draft Affidavit of Time; various e-mails and telecons w. T. Durante re: o/s issues and telecommunications suppliers; e-mails and telecons w. D. Dowdall @ FMC re: Supplementary report, required info, timing; review status w. U. Manski.
3-Mar-08	Manski, Juergen	5	250	1,250.00	Preparing analysis of GST collected, and ITC's for all of 2007 and to March 2008. Tying receipts against returns to cheque copies. Preparing schedule of expenses that need to be paid for court date. Telecon w. L. Williams and R. Prosperi re: o/s invoices, banking, parties that need to be contacted for BPL cancellation.
4-Mar-08	Manski, Juergen	4	250	1,000.00	Meeting up w. L. Williams to pick up BPL stuff in his possession (cheques, invoices etc.) Meeting up w. R. Prosperi to pick up invoices and cash receipts in his possession. Telecon w. Chris Porter re: invoices to be added to listing, updates to GST tracking sheet prepared. Doing updates to sheets. Telecon w. L. Williams re: parties to be contacted, invoices outstanding, GST on VIPAR rebates.
4-Mar-08	Porter, Christopher	3	375	1,125.00	Receive and review GST and o/s payables analysis from J. Manski; update and edit same; telecon w. J. Manski re: analyses; edit draft Seventh Report; review w. U. Manski; various e-mails and telecons w. D. Dowdall @ FMC re: report.
4-Mar-08	Dula, Lou	0.2	125	25.00	Processed deposit.
4-Mar-08	Manski, Uwe	1.5	550	825.00	Review of draft Seventh Report, and meeting w. C. Porter to finalize GST and payable numbers.
5-Mar-08	Manski, Uwe	3.5	550	1,925.00	Emails, meeting w. C. Porter, and calls with D. Dowdall to finalize Seventh Report of Monitor. Review of CRA's factum re: GST debt outstanding pre-filing.
5-Mar-08	Dula, Lou	0.2	125	25.00	Deposited interest, bank reconciliation - (US account).
5-Mar-08	Porter, Christopher	3	375	1,125.00	Review GST issue w. U. Manski, rework analysis based on new theory of timing of GST; draft and edit Monitor's report, incorporate comments from U. Manski @ BDO, D. Dowdall @ FMC, K. McEachern @ Blakes; finalize report and Appendices; receive photos from R. Prosperi, review and instruct C. Boticella @ BDO re: printing, annotating and filing same; various telecons and e-mails; preparations for court.
6-Mar-08	Porter, Christopher	3	375	1,125.00	Prepare for and attend at court w. U. Manski @ BDO re: Seventh Report; various negotiations and clarifications; instruct J. Manski re: next steps and completion of file.
6-Mar-08	Manski, Juergen	2	250	500.00	Reviewing potential ITC claims w. K. Ruprai of the GST group. Reviewing CRA claim for potential erroneous reversals. Discussing results of court date w. C. Porter. Discussing amounts to be paid going forwards. Calling R. Prosperi and L. Williams re: cheque issuing, bank funds, and vacation pay.
6-Mar-08	Dula, Lou	0.5	125	62.50	Journal entries-per emails from J. Manski.

Brake Pro, Ltd.  
 Monitor's Time Dockets  
 1 March 2008 - 28 May 2008

Date	Timekeeper	Time	Rate	Amount	Comments
6-Mar-08	Manski, Uwe	5	550	2,750.00	Preparation for Court. Attendance at Court re: finalization of GST and vacation pay liability payments, and payment of post-shut down costs.
7-Mar-08	Manski, Juergen	1.25	250	312.50	Preparing invoices and vacation pay for payment. Sending vacation info to L. Williams to follow up with ADP. Calling L. Williams re: ADP processing vacation, Russ' payroll. Going through Brake Pro mail received.
7-Mar-08	Porter, Christopher	0.4	375	150.00	Obtain Justice Siegel's endorsement; provide to J. Manski @ BDO, instruct him re: payment of o/s invoices, review status of incoming mail (hold for trustee); telecon w. K. McEachern @ Blake's re: possible director liabilities for claim bar date.
8-Mar-08	Manski, Juergen	0.5	250	125.00	Meeting with R. Prosperi to get cheque for CDN account signed. Taking petty cash to bank to be changed into bills for deposit.
10-Mar-08	Manski, Juergen	3	250	750.00	Preparing cheques for payment of Exhibit E expenses. Preparing GST summary sheet, and payments. Meeting with L. Williams to get cheques signed. Discussing with L. Williams payment of vacation pay and Russ' payroll.
10-Mar-08	Porter, Christopher	2	375	750.00	Review draft order for 17 March; draft and circulate Eighth Report of the Monitor; instruct J. Manski re: payment of invoices; various e-mails w.r.t. file; letter to Ministry of Labour re: vacation pay.
10-Mar-08	Dula, Lou	2.5	125	312.50	Processed cheques.
11-Mar-08	Porter, Christopher	0.8	375	300.00	Review fees and GST for payment per court order; make necessary arrangements; plan for Monitor's final report; various telecons w. A. Ilchenko @ FMC re: completion of file.
11-Mar-08	Manski, Uwe	1	550	550.00	Telecons and emails re: CRA's intention to audit post-filing GST obligations; intention cancelled after calls that this would delay process until bankruptcy, which would reverse the priorities.
11-Mar-08	Lombardi, Enza	1	90	90.00	Mailing payments.
11-Mar-08	Ubeika, Jason	0.25	350	87.50	Transfer. from Ubeika, Jason 02/12/08 working on Brake Pro TAS (Consulting-2007) - Review email from C. Porter re: 1099-MISC request & respond.
11-Mar-08	Ubeika, Jason	0.4	350	140.00	Transfer. from Ubeika, Jason 02/13/08 working on Brake Pro TAS (Consulting-2007) - Telecons w. C. Porter re 1099-MISC filing requirements, email guidance to L. Williams, arrange for carbon forms to be sent.
12-Mar-08	Manski, Uwe	0.5	550	275.00	Review of amendments to draft Eight Report of the Monitor, and discussions re: this with C. Porter.
12-Mar-08	Porter, Christopher	2	375	750.00	Telecon and e-mails w. L. Williams re: vacation pay; arrange funding of vacation pay; update schedule of Post Shut-Down Payables; prepare R&D; edit draft Eighth Report; telecon w. D. Dowdall re: discharge of Monitor; telecon w. H. Levy @ Farber re: bankruptcy; request information from N. Diaz, B. Chaisson; review draft report w. U. Manski; various e-mails and telecons re: file.
12-Mar-08	Dula, Lou	0.4	125	50.00	Letter for outgoing wire transfer, processed cheque.

Brake Pro, Ltd.  
 Monitor's Time Dockets  
 1 March 2008 - 28 May 2008

Date	Timekeeper	Time	Rate	Amount	Comments
13-Mar-08	Dula, Lou	0.2	125	25.00	Received fax confirmation from RBC re: outgoing wired funds on March 12, posted the entries
13-Mar-08	Porter, Christopher	1.5	375	562.50	Edit Monitor's Eighth Report; comments from A. Ilchenko @ FMC, U. Manski @ BDO; update financial analyses for report; review and comment on draft reports.
13-Mar-08	Manski, Uwe	1.5	550	825.00	Telecons from A. Ilchenko and D. Dowdall re: CRA issues, and Bennett Jones issues re: pending bankruptcy, and its effect on Admin Charge. Review final amendments to Monitor's Eight Report, review updated draft Court Order.
14-Mar-08	Manski, Uwe	0.5	550	275.00	Release final version of Eight Report of the Monitor, and review two new court orders to deal with wind up of CCAA, and Bankruptcy Order.
14-Mar-08	Porter, Christopher	1.5	375	562.50	Edit and Finalize Monitor's Eighth Report, R&D and Outstanding Payments; provide creditor list to H. Levy @ A.Farber; receive and review CRA comfort letter; prepare for Monday court date w. U. Manski.
14-Mar-08	Manski, Juergen	1.5	250	375.00	Preparing wire transfers for vacation pay, Russ' payroll. Correspondence with L. Williams re: ADP, and R. Properi re: cheque signing.
14-Mar-08	Dula, Lou	0.3	125	37.50	Letters for outgoing wire transfer.
17-Mar-08	Dula, Lou	0.3	125	37.50	Received fax confirmations on outgoing wire transfers-(US & Canadian accounts)-posted the entries
17-Mar-08	Manski, Juergen	1.5	250	375.00	Going through mail for the last few days. Preparing partial analysis of receipts vs. Wachovia loan for marketing. Sending copy of wire information to ADP for hourly vacation pay. Mailing payroll cheques to employees.
17-Mar-08	Porter, Christopher	3	375	1,125.00	Prepare for and attend at court w. U. Manski; direct J. Manski and L. Fulton @ BDO re: go-forward activities of Monitor; comparison of results to appraisals for B. Davidson @ BDO.
17-Mar-08	Manski, Uwe	2	550	1,100.00	Attendance in Court re: Eight Report, together w. C. Porter.
18-Mar-08	Porter, Christopher	0.8	375	300.00	Review and comment on draft orders; confirm finalization and payment of vacation pay; organization of documents and posting onto website.
18-Mar-08	Dula, Lou	0.2	125	25.00	Processed cheque.
19-Mar-08	Porter, Christopher	0.5	375	187.50	Receipt and filing of order; e-mails to H. Levy @ A. Farber re: order, creditor matters; research re: secured creditors for Trustee; analysis of balance in trust account and amount to be forwarded to Bennett Jones in Trust; have orders posted on website.
20-Mar-08	Porter, Christopher	0.2	375	75.00	Review and edit draft Receiver's final report.
20-Mar-08	Dula, Lou	0.3	125	37.50	Processed cheques.
24-Mar-08	Dula, Lou	0.1	125	12.50	Bank reconciliation.
26-Mar-08	Porter, Christopher	0.2	375	75.00	Telecons from former employees re: vacation pay calculations; filing and doc. organization.
27-Mar-08	Porter, Christopher	0.5	375	187.50	Telecon w. employee re: vacation pay; e-mails w. P. O'Gorman @ RCC and H. Levy @ Farber re: A/R collections, instructions re: same; security opinion to H. Levy @ Farber.

Brake Pro, Ltd.  
 Monitor's Time Dockets  
 1 March 2008 - 28 May 2008

Date	Timekeeper	Time	Rate	Amount	Comments
28-Mar-08	Porter, Christopher	0.2	375	75.00	Telecon from L. Williams re: T-4's, ROE's, other matters; telecon w. J. Manski re: matters to conclude w. L. Williams.
28-Mar-08	Manski, Juergen	0.25	250	62.50	Telecon w. L. Williams and C. Porter re: vacation pay information outstanding, ADP refund outstanding. Request from Ministry of Labour for Payroll info. Request from C. Holt re: Payroll info.
30-Mar-08	Manski, Juergen	1	250	250.00	Going through all Brake Pro mail received in the prior week. PDFing the hourly vacation pay ledger, the salaried and hourly 2007 payroll totals and sending to Ministry of Labour per request.
31-Mar-08	Manski, Juergen	0.25	250	62.50	Sending documents to Nancy Walters at Ministry of Labour as requested during day. Mostly employee specific information.
3-Apr-08	Dula, Lou	0.1	125	12.50	Deposited interest.
8-Apr-08	Manski, Juergen	1.5	250	375.00	Addressing requests of N. Walters @ Ministry of Labour during her payroll audit work. Setting out documents and preparing schedules she was needing.
11-Apr-08	Dula, Lou	0.3	125	37.50	Bank reconciliation.
14-Apr-08	Porter, Christopher	0.5	375	187.50	J. Manski re: records to Trustee; receipt and review of MoL claim, review w. J. Manski; telecon from R. Armer @ Brake Pro re: update on status; update e-mail to U. Manski.
14-Apr-08	Manski, Juergen	2	250	500.00	Readying files to go to A Farber and Associates. Going through mail for previous week. Going through vacation and termination calculation by Ministry of Labour and posing questions.
17-Apr-08	Dula, Lou	0.2	125	25.00	Processed cheque.
22-Apr-08	Manski, Juergen	0.5	250	125.00	Going through mail for the last several days and forwarding items to A. Farber
23-Apr-08	Dula, Lou	0.6	125	75.00	Processed cheques, cancelled/reversed the cheque entries (already paid on April 17/08).
25-Apr-08	Manski, Juergen	0.5	250	125.00	Going through mail for a couple of days.
1-Apr-08	Porter, Christopher	0.3	375	112.50	Telecon w. H. Levy re: monitor's reports; review offsite files for transmission to H. Levy @ Farber.
9-Apr-08	Porter, Christopher	0.4	375	150.00	Telecon w. B. Felker re: status of cash; review R&D and Projections, update bill payment status; respond to B. Felker.
10-Apr-08	Porter, Christopher	0.3	375	112.50	Telecon and e-mail w. Wachovia re: funds flow and available funds; review R&D and recoveries to respond to questions.
11-Apr-08	Porter, Christopher	0.2	375	75.00	Telecons w. A. Ichenko @ FMC, K. McEachern @ Blakes re: next steps, 19 April deadline.
16-Apr-08	Porter, Christopher	0.5	375	187.50	Receipt and review of Ministry of Labour claim; review formula and assumptions for vacation pay w. J. Manski; v-mails and telecons to R. Brosseau @ Bennett Jones, A. Ichenko @ FMC, R. Armer @ Brake Pro; e-mail claim to counsel and to Trustee; Review possible required action w. A. Ichenko.

Brake Pro, Ltd.  
 Monitor's Time Dockets  
 1 March 2008 - 28 May 2008

Date	Timekeeper	Time	Rate	Amount	Comments
17-Apr-08	Porter, Christopher	0.2	375	75.00	Telecon w. G. Finlayson @ Bennett Jones re: holdback by Bennett Jones, o/s matters; e-mails w. A. Ichenko @ FMC, K. McEachern @ Blakes re: status.
28-Apr-08	Porter, Christopher	0.3	375	112.50	Telecon w. H. Levy re: Monitor's reports; review offsite files for transmission to H. Levy @ Farber.
1-May-08	Porter, Christopher	0.2	375	75.00	Receipt and review of draft of the Monitor's Ninth Report; identify edits and additional information required.
1-May-08	Manski, Juergen	0.5	250	125.00	Going through Brake Pro mail for a couple of days.
5-May-08	Dula, Lou	0.1	125	12.50	Deposited interest.
7-May-08	Dula, Lou	1.3	125	162.50	Processed cheques.
7-May-08	Manski, Juergen	0.5	250	125.00	Going through mail for a couple of days and sending to Farber. Preparing Cheque requisitions and schedules for payment of all 2/29/08 to 4/30/08 bills received for Brake Pro (for operating period expenses).
12-May-08	Porter, Christopher	1	375	375.00	Telecon w. A. Ichenko re: status of file; research and edit draft Ninth Report; circulate same; v-mail to K. McEachern @ Blakes re: status and her questions.
13-May-08	Porter, Christopher	0.5	375	187.50	Receive and review draft Monitor's Ninth Report; e-mails w. A. Ichenko re: status and likely next steps; various e-mails re: outstanding matters.
13-May-08	Manski, Uwe	0.5	550	275.00	Review of emails re: pending Court action; brief C. Porter re: fee discount sought by Wachovia.
28-May-08	Dula, Lou	0.1	125	12.50	Bank reconciliation.
		<b>80.3</b>		<b>27,417.50</b>	
Out-of-Pocket Disbursements					
	Travel			59.77	
	Mail Redirection			115.00	
				<b>174.77</b>	
		<b>80.3</b>		<b>27,592.27</b>	