
EXHIBIT "9"

**To the Receiver's Seventh Report to Court
Dated January 14, 2019**

Lewis, David

From: Richard Billington <RBillington@billingtonbarristers.com>
Sent: November 5, 2018 9:14 AM
To: Lewis, David; Fryzuk, Craig; Shellon, Jacqueline
Cc: Melanie Pedersen
Subject: [EXT] Mike Terrigno's complaint of conflict
Attachments: 2015-10-09 Engagement Letter (unsigned).pdf

Good morning,

We should have a discussion today about how to respond to Mike Terrigno's comments in his Friday e-mail and his Sunday draft application.

In a nutshell, he complains that I am in a conflict. That can be readily disproven, as the retainer letter sent to him by this firm, and upon which he paid a \$5000 retainer made it clear that I was to be retained to act on behalf of the Receiver, simply receiving the retainer payment from him. I have that retainer agreement (attached), which he never returned to me, but which was the basis on which he was billed. He was represented by counsel, Chris Souster, as to both his individual and corporate interests.

He did not disclose any account information to me other than that which he and Chris Souster put into his affidavit in support of the Receivership application.

My belief is that I should provide evidence in responding to his application, which means that I would not represent you in responding to Mike's pending application, but I would be at liberty to continue to represent the Receiver. You should consider obtaining independent legal advice on that point as I obviously have a personal interest which should be independently evaluated. Should your independent advice confirm that I am not conflicted in the Receivership, then we can discuss proceeding. Similarly, if the advice was that you should look to retain other counsel, we will also need to discuss how to smoothly transition counsel.

I am interested in further discussing Mike's complaints. As you know, he threatened me in April, which I advised you of, that if we didn't do things his way, he would have me kicked off the file, or have BDO kicked off. When he dropped the Statements of Claim and applications that he had filed almost a year ago without telling us, I had to respond to counsel for the various investors that we did not know of those actions previously, that he could file them only to preserve limitations, and that in our view they were stayed by the Receivership Order. When I was asked if he could represent others or corporations, I gave the only proper advice, which was that as a non-lawyer, he had no legal ability to represent others, nor his own corporation. His actions were also inconsistent with what Chris Souster had told me. This was basic advice that, had it not been given, would have obviously compromised the integrity of the Receiver's conduct. It has also necessitated a significant distraction and waste of time and resources. This seems to have annoyed him, but there was no other way to handle this without, as I say, compromising the integrity of the Receiver.

His involvement with Jeff Oliver has been such that Jeff was to be replacing Chris Souster as his lawyer, so if he is now proposing to have him act as Receiver's counsel, he seems to be setting Jeff up for a similar conflict challenge if things don't go his way.

Please let me know when would be a convenient time to talk.

Richard N. Billington, Q.C.



BILLINGTON BARRISTERS
1910 Elveden House
717 - 7th Avenue SW
Calgary, AB T2P 0Z3

Direct Line: (403) 930-4101
Reception: (403) 930-4100
Facsimile: (403) 930-4110

RBillington@BillingtonBarristers.com
<http://www.BillingtonBarristers.com>

This email including attachments is confidential and legally privileged. If you are not the intended recipient, any redistribution or copying of this message is prohibited. If you have received this email in error please notify us immediately, by return email, and delete this email.

♻️ Please consider the environment before printing this email.

Richard N. Billington, Q.C.
RBillington@BillingtonBarristers.com
Direct Line: (403) 930-4101
Fax: (403)9304110
Our File No.: 15047-001

October 9, 2015

VIA E-MAIL

Easy Loan Corporation
212 – 10A Street NW
Calgary AB T2N 1W6

Attention: Mike Terrigno

Dear Sir:

**Re: Engagement of Billington Barristers
Counsel to a Receiver - Base Mortgage & Investments Ltd. and Base
Finance Ltd.**

This is to confirm that we will be most pleased to assist and represent a receiver in the above-referenced matter. We are accepting a retainer of \$5,000.00 to act as counsel to a receiver, working in consultation with Christopher Souster at the Riverside Law Office who will be counsel for the Plaintiffs.

Our fees for such representation will be based on many factors including the size or value of the matter, the time spent on the matter, the complexity of the matter and degree of expertise required to handle it, the degree of success achieved and any extraordinary efforts required to handle the matter (i.e. working weekends or evenings).

In retaining us to act as counsel to a receiver, you, Easy Loan Corporation and Riverside Law Office are authorizing us to take all appropriate and reasonable steps to handle and resolve the matter referred to us in as efficient and professional a manner as is possible. This may involve asking other lawyers or articling students to work on the matter and/or the retention of outside agents and consultants. We will consult with you prior to initiating these steps if we foresee that they will have a substantial impact on our fees or disbursements beyond what might otherwise be considered normal.

It is our firm policy to bill clients periodically for fees and out-of-pocket expenses; in this case, we have been instructed to send invoices directly to the Riverside Law Office. Our fees do not include any interest factor for slow payment. Because of this and the additional fact that we do not include a service charge for late payments, we require that our clients pay their bills promptly. It is often our practice to require, before we commence work for a client, a retainer to cover initial fees and disbursements. We acknowledge receiving your retainer in the sum of \$5,000.00. These funds will be held

Experienced Litigation Counsel

in our trust account and will be used to pay disbursements incurred by us in handling this matter and will be applied to our fees and disbursements account when rendered. Once the retainer has been utilized, we may request a further retainer in an appropriate amount. My hourly rate is \$650.00 and the hourly rate for my associates Richard Hayles is \$500.00 and Susan V.R. Billington, Q.C. is \$400.00, the hourly rate for our articling student Alyx Nanji is \$150.00.

During the course of our discussion about handling this matter, we may have provided certain estimates of the magnitude of the fees and disbursements that will be required at certain stages of this matter. It is our firm's policy to advise all our clients that such estimates are just that and that the fees and disbursements ultimately billed may be a function of many conditions over which we have little or no control. The reason we submit periodic statements shortly after the services are rendered is to provide a ready means of monitoring and controlling the expenses being incurred. If you believe the expenses are mounting too rapidly, please contact us immediately so we can assist you in assessing your concerns and in taking appropriate action if necessary. When we do not hear from you, we assume that you approve of the overall level of activity of our part. You are entitled to a detailed breakdown and explanation of any of our accounts and we will provide such information on request.

We hope that you appreciate a candid discussion of the basis upon which we have undertaken to act for you. We believe that you are entitled to know our policies and trust that this will avoid any misunderstandings later on. Please confirm your agreement by executing a copy of this letter and returning the same to our office.

Yours truly,

BILLINGTON BARRISTERS


Richard N. Billington, Q.C.

RNB/jmm

EASY LOAN CORPORATION

Per: _____
MIKE TERRIGNO

MIKE TERRIGNO

Dated this ____ day of October, 2015

Dated this ____ day of October, 2015