

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

BETWEEN:

BANK OF MONTREAL

Applicant

- and -

WILLIAMS TELECOMMUNICATIONS CORP.

Respondent

APPLICATION UNDER Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C 1985, c. B-3, as amended and Section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended

MOTION RECORD

CHAITONS LLP
5000 Yonge St., 10th Floor
Toronto, ON M2N 7E9

Christopher J. Staples
Tel: (416) 218-1147
chris@chaitons.com

Lawyers for Albert Gelman Inc.
in its capacity as Receiver of
Williams Telecommunications Corp.

TO: **WILLIAMS TELECOMMUNICATION CORP.**
5610 Kennedy Road
Mississauga, ON, L4C 2A9

Attn. Jim Williams – jimw@williamsglobal.com

TO: THORNTON GROUT FINNIGAN LLP

Toronto-Dominion Centre
100 Wellington Street West
Suite 3200
P.O. Box 329

Leanne Williams

Tel: 416-304-0060
Email: lwilliams@tgf.ca

TO: MILLER THOMSON LLP

One London Place
255 Queens Avenue, Suite 2010
London, Ontario
N6A 5R8

Tony Van Klink

Tel: (519) 931-3509
Email: tvanklink@millerthomson.com

Lawyers for Bank of Montreal

TO: MINISTRY OF FINANCE LEGAL SERVICES BRANCH

Michael Starr Building
33 King Street West, 6th Floor
P.O. Box 627, Station A
Oshawa, ON L1H 8H5
Email: insolvency.unit@ontario.ca

**TO: CANADA REVENUE AGENCY
c/o DEPARTMENT OF JUSTICE (CRA)**

The Exchange Tower, Box 36
130 King Street West, Suite 3400
Toronto, ON M5X 1K6

RAKHEE BHANDARI

Tel: 416-952-8563
Email: rakhee.bhandari@justice.gc.ca

ONTARIO
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Court File No. CV-22-00681036-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
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NOTICE OF MOTION

Albert Gelman Inc. (“**AGI**” or the “**Receiver**”), in its capacity as receiver of all the property, assets and undertakings of Williams Telecommunications Corp. (the “**Company**”), will make a motion to a Judge of the Commercial List on Tuesday, March 14, 2023, at 10:00 a.m. or as soon after that time as the motion can be heard, at the Courthouse, 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard orally by videoconference.

THE MOTION IS FOR:

1. An order substantially in the form attached as Schedule “A” to this notice of motion:
 - (a) approving the activities of the Receiver as set out in the First Report of the Receiver dated March 2, 2023 (the “**First Report**”);
 - (b) approving the Receiver’s final statement of receipts and disbursements as of February 16, 2023 (the “**Final SRD**”), including the estimated fee accruals to complete its mandate set out on the Final SRD;
 - (c) approving the fees and disbursements of the Receiver and its legal counsel, Chaitons LLP (“**Chaitons**”), as detailed in the supporting fee affidavits appended to the First Report;
 - (d) releasing and discharging AGI as Receiver, except for such ancillary matters as are necessary, in the form set out in the draft order attached hereto as Schedule “A”;
2. Such further and other order as to this Honourable Court seems just.

THE GROUNDS FOR THE MOTION ARE:

1. On application of Bank of Montreal (“**BMO**”) and by order of the Honourable Madam Justice Gilmore dated May 19, 2022, AGI was appointed as receiver of the present and future property, assets and undertaking of the Company (the “**Appointment Order**”).

2. Paragraph 4 of the Appointment Order authorized the Receiver to solicit proposals from auctioneers and liquidators for the sale and/or liquidation of the inventory and equipment of the Company (the “**Assets**”) and to enter into and complete agreements for same as the Receiver at its discretion deemed appropriate.

3. Following the marketing of the Assets by the Receiver and after discussions with BMO, its legal counsel and Chaitons, the Receiver entered into an auction proposal with Danbury Global Ltd. for an auction sale of the Assets. The sale took place by online auction from July 21 to 27, 2022 and resulted in net proceeds of sale to the Receiver of \$121,137.58.

4. The premises occupied by the company were returned to the landlord on August 9, 2022

5. The Receiver has completed the collection of such accounts receivable as are deemed collectable.

6. The Receiver has filed such income tax returns as are required any received any refunds available to the Company.

7. The Receiver has dealt with any applicable priority claims.

8. Pursuant to the borrowing powers given to the Receiver under the Appointment Order, the Receiver borrowed from BMO \$50,000 by way of Receiver’s certificate as interim financing for the ongoing costs of the receivership administration. BMO has been repaid \$12,556.53 of the

borrowings by the Receiver, leaving an unpaid balance of \$37,443.47 to be paid from funds retained by the Receiver.

9. Ancillary matters to be completed by the Receiver include:

- (a) responding to any final enquiries and document requests from Export Development Corporation in relation to the insured accounts receivable of the Company claimed by the Receiver;
- (b) payment of available funds to BMO towards the balance owing under the Receiver's certificate;
- (c) issuance by the Receiver of a discharge certificate; and
- (d) completing such other administrative activities as are required to complete the Receiver's mandate

10. The Receiver consents to and requests an order discharging it as Receiver on the terms set out in the draft order appended hereto as Schedule "A".

11. Such further and other grounds as counsel may advise and this Honourable Court permits.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of this motion:

1. The First Report of the Receiver dated March 2, 2023;

2. Such further and other evidence as counsel may advise and this Honourable Court permits.

March 7, 2023

CHAITONS LLP
5000 Yonge St., 10th Floor
Toronto, ON M2N 7E9

Christopher J. Staples
Tel: (416) 218-1147
chris@chaitons.com

Lawyers for Albert Gelman Inc.
in its capacity as Receiver of
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TO: **WILLIAMS TELECOMMUNICATION CORP.**
5610 Kennedy Road
Mississauga, ON, L4C 2A9

Attn. Jim Williams – jimw@williamsglobal.com

TO: **THORNTON GROUT FINNIGAN LLP**
Toronto-Dominion Centre
100 Wellington Street West
Suite 3200
P.O. Box 329

Leanne Williams
Tel: 416-304-0060
Email: lwilliams@tgf.ca

TO: **MILLER THOMSON LLP**
One London Place
255 Queens Avenue, Suite 2010
London, Ontario
N6A 5R8

Tony Van Klink
Tel: (519) 931-3509
Email: tvanklink@millerthomson.com

Lawyers for Bank of Montreal

TO: MINISTRY OF FINANCE LEGAL SERVICES BRANCH

Michael Starr Building
33 King Street West, 6th Floor
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Oshawa, ON L1H 8H5
Email: insolvency.unit@ontario.ca

**TO: CANADA REVENUE AGENCY
c/o DEPARTMENT OF JUSTICE (CRA)**

The Exchange Tower, Box 36
130 King Street West, Suite 3400
Toronto, ON M5X 1K6

RAKHEE BHANDARI

Tel: 416-952-8563
Email: rakhee.bhandari@justice.gc.ca

SCHEDULE "A"

Court File No. CV-22-00681036-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE)	TUESDAY, THE 14 th
)	
MR. JUSTICE OSBORNE)	DAY OF MARCH, 2023

B E T W E E N:

BANK OF MONTREAL

Applicant

- and -

WILLIAMS TELECOMMUNICATIONS CORP.

Respondent

APPLICATION UNDER Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C 1985, c. B-3, as amended and Section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended

ORDER

THIS MOTION, made by Albert Gelman Inc. (“**AGI**” or the “**Receiver**”), in its capacity as the court-appointed receiver (the “**Receiver**”) of the property, assets and undertaking (the “**Property**”) of Williams Telecommunications Corp. (the “**Company**”) for an order, among other things: (a) approving the activities of the Receiver as set out in the First Report of the Receiver dated March 2, 2023 (the “**First Report**”); (b) approving the Receiver’s interim statement of receipts and disbursements; (c) approving the fees and disbursements of the

Receiver and its counsel as set out in the First Report; and (d) discharging AGI as Receiver of the undertaking, property and assets of the Company; was heard this day by videoconference in Toronto, Ontario.

ON READING the First Report and the affidavits of the Receiver and its counsel as to fees appearing as Appendices “C” and “D”, respectively, in the First Report (the “**Fee Affidavits**”), and on hearing the submissions of counsel for the Receiver and for the Applicant, no other party appearing despite service having been effected as set out in the Affidavit of Amy Casella sworn March 7, 2023:

1. THIS COURT ORDERS that the time for service of the Receiver’s motion material is hereby abridged and validated so that this motion is properly returnable today, and hereby dispenses with further service thereof.
2. THIS COURT ORDERS that the First Report of the Receiver and activities of the Receiver described therein, be and are hereby approved.
3. THIS COURT ORDERS that the Receiver’s final statement of receipts and disbursements dated February 16, 2023 (“**Final SRD**”) appearing as Appendix “B” in the First Report, be and is hereby approved, including the accrual of fees and disbursements of the Receiver and its counsel as set out in the Final SRD.

4. THIS COURT ORDERS that the fees and disbursements of the Receiver and its counsel as set out in the First Report and the Fee Affidavits are hereby approved.

5. THIS COURT ORDERS that any funds retained by the Receiver be applied to fees and disbursements of the Receiver and its counsel hereby approved and to complete the administration of the receivership herein, as set out in the First Report.

6. THIS COURT ORDERS that, after payment of the fees and disbursements herein approved, the Receiver shall pay the monies remaining in its hands to Bank of Montreal in partial repayment of Receiver's borrowings.

7. THIS COURT ORDERS that the Receiver is discharged as Receiver of the undertaking, property and assets of the Company, provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of AGI in its capacity as Receiver.

8. THIS COURT ORDERS AND DECLARES that upon its discharge herein, AGI is hereby relieved of any and all financial liabilities relating to the Company and/or the Property.

9. THIS COURT ORDERS AND DECLARES that upon payment of the amounts set out in paragraphs 5 and 6 above and upon the Receiver filing a certificate in the form attached hereto as

Schedule "A" certifying that it has completed the other activities described in the First Report, AGI is hereby released and discharged from any and all liability that AGI now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of AGI while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, AGI is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.

SCHEDULE "A"

Court File No. CV-22-00681036-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
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DISCHARGE CERTIFICATE

Pursuant to an Order of the Honourable Justice Osborne dated March 14, 2023 (the "**Discharge Order**"), the Ontario Superior Court of Justice (Commercial List) ordered that Albert Gelman Inc. be discharged as the court-appointed receiver (the "**Receiver**") of the assets, undertakings and property of Williams Telecommunications Inc., with such discharge to be effective upon the Receiver filing a certificate with this Court certifying that the Receiver has completed the payments and other activities described in the First Report of the Receiver dated July 7, 2022 (the "**First Report**") and the Discharge Order.

THE UNDERSIGNED HEREBY CERTIFIES as follows:

In accordance with Paragraph 9 of the Discharge Order, the Receiver certifies that it has completed the payments and other activities described in the First Report.

DATED at Toronto, Ontario this ____ day of _____, 2023

**ALBERT GELMAN INC. in its capacity as
Court-Appointed Receiver of Williams
Telecommunications Corp.**

By: _____

Name:

Title:

Court File No.: CV-22-00681036-00CL
OSB Estate No: 32-159305

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

BANK OF MONTREAL

Applicant

- and -

WILLIAMS TELECOMMUNICATIONS CORP.

Respondent

FIRST REPORT OF THE RECEIVER

(Dated March 2, 2023)

I. BACKGROUND AND APPOINTMENT

1. This first report (“**First Report**”) is filed by Albert Gelman Inc. (“**AGI**”), in its capacity as receiver (in such capacity, the “**Receiver**”) over all of the assets, undertaking and property (collectively, the “**Property**”) of Williams Telecommunications Corp. (the “**Company**”) by order of the Ontario Superior Court of Justice, Commercial List (the “**Court**”) dated May 19, 2022 (the “**Appointment Order**”). The receivership application was commenced by the Company’s senior secured creditor, Bank of Montreal (the “**Bank**” or “**BMO**”). Attached hereto as **Appendix “A”** is a copy of the Appointment Order.
2. Paragraph 4 of the Appointment Order authorized the Receiver to solicit proposals from auctioneers and liquidators for the sale and/or liquidation of the inventory and equipment of the Company and to enter into and complete agreements for same as the Receiver at its discretion deemed appropriate. Accordingly, the Receiver was not required to make an application to the Court following its appointment for approval of a marketing and sales process.
3. This purpose of this Report is to:
 - a. report on the Receiver’s actions and activities in these receivership proceedings;

- b. request an Order, *inter alia*:
- i. approving this First Report and the actions and activities of the Receiver described herein;
 - ii. approving the Receiver's final statement of receipts and disbursements as of February 16, 2023 (the "**Final SRD**"), including the estimated fee accruals to complete its mandate set out on the Final SRD;
 - iii. approving the fees and disbursements of the Receiver and its legal counsel, Chaitons LLP ("**Chaitons**"), as outlined herein and detailed in the supporting fee affidavits appended hereto;
 - iv. releasing and discharging AGI as Receiver of the Property of the Company subject to completing such ancillary matters as set out in this Report;
 - v. releasing and discharging the Receiver from any and all liability that the Receiver now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of the Receiver; and
 - vi. such further and other relief as this Honourable Court may deem just.

II. SCOPE AND TERMS OF REFERENCE

4. In preparing this First Report the Receiver has obtained and relied upon certain unaudited financial information of the Company and the Company's books and records, and had ongoing discussions with Mr. Jim Williams, the president and operator of the Company, and the Company's internal accountant.
5. While the Receiver has reviewed the various documents provided, such review does not constitute an audit or verification of such information for accuracy, completeness or compliance with Generally Accepted Accounting Principles ("**GAAP**") or International Financial Reporting Standards ("**IFRS**"). Accordingly, the Receiver expresses no opinion or other form of assurance pursuant to GAAP or IFRS or otherwise with respect to such information except as expressly stated herein.
6. This First Report has been prepared for the purposes described above. Accordingly, the reader is cautioned that this First Report may not be appropriate for any other purpose.
7. Unless otherwise noted, all monetary amounts referenced herein are expressed in Canadian dollars.

III. BACKGROUND INFORMATION

8. The Company was an independent distributor of new and remanufactured telecommunications equipment and supplier of information technology services. It operated from leased premises located at 5610 Kennedy Road in Mississauga, Ontario.
9. The Company's revenues had declined from approximately \$9.4 million for the fiscal year ended February 28, 2018 to approximately \$4.5 million for each of the fiscal years ended February 28, 2021 and 2022.
10. The Bank and the Company had entered into a standstill arrangement while the Company took steps to improve its financial performance and reduce the amount owing on the credit facilities owing to the Bank. Ultimately, however, the Company was unable to do either. The Company and the Bank agreed that the best available option was for a receiver to be appointed under the supervision of the Court to liquidate the Company's assets. The Company consented to the appointment of the Receiver.

Senior Secured Creditor

11. The Bank is owed approximately \$2 million under various credit facilities. The Bank holds security over the Property to secure the repayment of the credit facilities.
12. Export Development Canada ("**EDC**") has guaranteed payment to the Bank of 75 percent of the amount outstanding under the Bank's operating loan, which was approximately \$1.7 million as at the date of the Appointment Order.
13. Business Development Bank of Canada has guaranteed payment to the Bank of the Highly Affected Sectors Credit Availability Program Loan ("**HASCAP Loan**"). The amount outstanding under the HASCAP Loan was approximately \$250,000 as at the date of the Appointment Order.

IV. ACTIONS AND ACTIVITIES OF THE RECEIVER

14. The Receiver's actions and activities since the date of the Appointment Order are set out below:

Possession and Control of the Premises and Property of the Company

15. The operations of the Company had been voluntarily shut down by Mr. Williams in the week prior to the date of the Appointment Order. As of the date of the Appointment Order all but two key employees had been terminated.
16. Representatives of the Receiver attended at the Company's premises, together with Jim Williams, on May 20, 2022 to, among other things:

- a. arrange for locks to the premises to be changed;
- b. update alarm codes to the building;
- c. discuss and satisfy the Receiver with respect to security and access to the Company's networks;
- d. conduct a tour of the premises;
- e. meet with the two key employees, being the bookkeeper, and the plant manager and enter into independent contractor agreements for them to assist the Receiver with its mandate;
- f. obtain copies of the current accounts receivable and accounts payable reports;
- g. arrange for the bookkeeper to have continuing access to the Company's servers so that she could update and provide accounting records as required by the Receiver remotely from her home;
- h. have general discussions with Jim Williams of all matters where the Receiver required information in relation to the receivership administration; and,
- i. Remove key records required by the Receiver for its administration.

Marketing of Assets

17. The Receiver arranged for notice of the receivership to be placed in the weekly edition of the Insolvency Insider newsletter. The newsletter is used by licensed insolvency trustees ("LITs") to advertise business assets for sale in corporate insolvency matters.
18. The Receiver prepared a data room of records and information relevant to prospective purchasers.
19. The Receiver held discussions and arranged tours of the Company's premises with three parties who expressed a potential interest in purchasing the assets en bloc. Each of the prospects signed a non-disclosure agreement that had been approved by the Receiver's independent legal counsel.
20. Each of the prospective purchasers was provided a listing of information and records available in the Receiver's data room and each was provided with records as requested.
21. While the Receiver was responding to prospective purchasers, the Receiver contacted six auctioneers/liquidators and arranged for each of them to inspect the assets and provide auction/liquidation proposals.
22. Ultimately all three of the prospective en-bloc purchasers declined to submit offers.

Auction Agreement

23. The Receiver received auction proposals from three auctioneers/liquidators.

24. Following a discussion of the auction proposals with the Bank, its legal counsel and legal counsel to the Receiver, the Receiver chose to accept the auction proposal submitted by Danbury Global Ltd (“**Danbury**”).
25. The Receiver entered into a formal liquidation services agreement with Danbury on June 10, 2022.
26. The auction took place on-line from July 21st to July 27th, 2022.
27. Set out below is a summary of the accounting from the auction sale:

Gross Auction Proceeds	\$ 148,489.00
Net Proceeds from electronic waste	<u>13,521.66</u>
Total Proceeds	\$ 162,010.66
Auctioneer Commission	\$ 10,726.60
Auctioneer Expense Allowance	20,500.00
Waste Disposal	<u>9,646.48</u>
Total Auction Expenses	<u>\$ 40,873.08</u>
Net Proceeds to Receiver	<u>\$ 121,137.58</u>

28. The premises were returned to the landlord on August 9, 2022. The occupation rent for the 83-day period of occupation by the Receiver amounted to \$67,504 plus HST.

Accounts Receivable

29. The accounts receivable totalled approximately \$180,000 at the date of the Appointment Order, including approximately \$25,000 of USD accounts.
30. Mr. Williams provided the Receiver with a detailed accounts receivable ledger together with addresses and other contact information for each customer. The Receiver also obtained electronic copies of invoices for the outstanding accounts receivable.
31. The Receiver issued collection letters to all of the approximately eighty-five former customers of the Company with outstanding accounts and has received and responded to emails and telephone calls from a number of former customers about their outstanding accounts.
32. The Company’s accounts receivable are insured under policies with EDC for both domestic and export customers.
33. The Receiver filed claims with EDC for all material and eligible uncollectable accounts at the end of August 2022. EDC has paid claims to the Receiver to date totalling \$1,662. No further material amounts are expected to be paid by EDC.
34. The Receiver has collected \$88,382 of accounts receivable, including the insurance claims paid by EDC.

35. The Receiver has written off as uncollectable approximately \$90,000 of the Company's accounts receivables. The write offs related substantially to customers having valid offsets as vendors to the Company or for security deposits paid, and for other valid reasons. The Receiver applied for a credit/refund adjustment on the Company's final HST return to recover \$8,211 of HST previously remitted by the Company to CRA on the accounts receivable written off.

Claims for Return of Property by Third Parties

36. The Receiver arranged for the following companies to pick up their property from the premises:
- a. Commwave Networks Inc.
 - b. Allworx Corp.

General and Administrative Activities

37. Additional activities carried out by the Receiver to the date of this First Report include the following:
- a. Issuance of the Notice and Statement of Receiver to all creditors and filing the same with the Official Receiver;
 - b. Communications with the landlord and its legal counsel to advise of the Receiver's appointment and to confirm its intention to occupy the premises for the purpose of marketing and realizing on the assets;
 - c. Meeting for a second time with Mr. Williams at the premises to identify records for removal and preservation by him and to identify the accounting computer server for removal and storage by him;
 - d. Maintaining the Receiver's corporate website with the case files in accordance with the E-Service Protocol of the Commercial List;
 - e. Communicating with TD Bank to obtain the balance of funds held in both Canadian and US dollar bank accounts;
 - f. Arranging for continuing utility services at the premises, including continuing access to data lines for external access to the Company's servers by the bookkeeper, to assist in our administration;
 - g. Administering the Wage Earner Protection Program ("WEPP") claim process for the Company's former employees and Service Canada;
 - h. Arranging for T4s to be completed and issued to the Company's former employees; and,
 - i. Responding to various creditor inquiries.

V. INCOME TAX RETURNS

38. The Receiver noted from the Company's February 2021 income tax return that it may have loss carry-back refunds available if the tax return were completed for the 2022 fiscal year end.
39. The Receiver engaged the external accountant, Bateman Mackay LLP, to prepare and file the fiscal 2022 T2 corporate income tax return and apply for a loss carry-back refund of \$19,300.
40. The return has been assessed as filed and the refund was applied by CRA to reduce the HST deemed trust discussed below.

VI. PRIORITY CLAIMS

Payroll Deductions

41. Canada Revenue Agency ("CRA") provided the Receiver with its claim for unremitted payroll deductions in the amount of \$1,948.98, including penalties and interest of \$235.70. The deemed trust portion of this claim in the amount of \$1,713.28 ranks in priority to the Bank's security and has been paid by the Receiver.

Harmonized Sales Tax

42. The Receiver completed and filed the Company's outstanding HST returns to the date of Receivership. CRA's original deemed trust claim for unremitted HST had been assessed to April 30, 2022, indicating a claim of \$25,055.53.
43. The Receiver has since filed the final pre-receivership HST return and has also filed post-receivership returns to October 31, 2022 for a further refund of \$26,347.70. The refunds were paid to the Receiver on January 10, 2023.
44. CRA filed its final/amended HST deemed trust claim with the Receiver on February 1, 2023. The Receiver has paid the amended deemed trust claim in the amount of \$1,464.11.

Wage Earner Protection Program

45. The Receiver has paid \$722.08 to Service Canada pursuant to section 81.4 of the *Bankruptcy and Insolvency Act* in relation to WEPP. The subrogated claim of Service Canada ranks in priority to the Bank's security.

VII. RECEIVER'S BORROWINGS

46. In accordance with paragraph 22 of the Appointment Order the Receiver borrowed \$50,000 from the Bank by way of a Receiver's Certificate as interim financing for the ongoing costs of the receivership administration. BMO has been repaid \$12,556.53 of the borrowings by the Receiver, leaving an unpaid balance of \$37,443.47.

VIII. RECEIVER'S STATEMENT OF RECEIPTS AND DISBURSEMENTS

47. Attached hereto as **Appendix "B"** is the Final SRD.
48. As set out on the Final SRD the Receiver anticipates a partial repayment of the advances from BMO under the borrowing certificate.

IX. ANCILLARY MATTERS

49. The following are the ancillary matters which, *inter alia*, will need to be completed by the Receiver following its discharge:
- a. responding to any final enquiries and document requests from EDC in relation to the insured accounts receivable claimed by the Receiver;
 - b. payment of available funds to BMO towards the balance owing under the Borrowing Charge;
 - c. issuance by the Receiver of its Discharge Certificate; and,
 - d. completing such other administrative activities as are required to complete the Receiver's mandate.

X. ACCOUNTS OF THE RECEIVER AND ITS LEGAL COUNSEL

50. The fees of the Receiver to December 27, 2022 are detailed in the affidavit of Joe Albert, a copy of which is attached as **Appendix "C"**.
51. The fees and disbursements of Chaitons for the period to December 20, 2022 are detailed in the affidavit of Gary Feldman, a copy of which is attached as **Appendix "D"**.
52. The Receiver believes that its fees and disbursements, as well as the fees and disbursements of its counsel, Chaitons LLP, are fair and reasonable.
53. Set out in the Final SRD are the Receiver's estimated fee and disbursement accruals required to complete its mandate which accruals include its estimated fees and the estimate fees of Chaitons LLP (the "**Estimated Final Accruals**"). The Receiver is of the view that the estimated fee accruals

are reasonable in the circumstances and is requesting that this Court approve the Estimated Final Accruals.

XI. RECEIVER'S REQUEST FOR APPROVAL

54. The Receiver respectfully requests an Order of this Honourable Court:

- a. approving this First Report and the actions and activities of the Receiver described herein;
- b. approving the Final SRD, including the estimated fee accruals to complete its mandate set out on the Final SRD;
- c. approving the fees and disbursements of the Receiver and its legal counsel, Chaitons LLP as outlined herein and detailed in the supporting fee affidavits appended hereto;
- d. approving payment of available funds towards the balance owing to BMO under the Borrowing Charge;
- e. releasing and discharging AGI as Receiver of the Property of the Company subject to completing such ancillary matters as set out in this First Report; and
- f. releasing and discharging the Receiver from any and all liability that the Receiver now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of the Receiver.

All of which is respectfully submitted this 2nd day of March 2023.

**ALBERT GELMAN INC., solely in its
capacity as Court Appointed Receiver of
Williams Telecommunications Corp.
and not in its personal capacity**



Per: Joe Albert, CPA, CIRP, Licensed Insolvency Trustee

Court File No. CV-22-00681036-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE MADAM)	THURSDAY, THE 19TH
)	
JUSTICE GILMORE)	DAY OF MAY, 2022

BANK OF MONTREAL

Applicant

- and -

WILLIAMS TELECOMMUNICATIONS CORP.

Respondent

APPLICATION UNDER Section 243(1) of the *Bankruptcy and Insolvency Act*,
R.S.C. 1985, c. B-3, as amended and Section 101 of the *Courts of Justice Act*,
R.S.O. 1990, c. c-43, as amended

**ORDER
(appointing Receiver)**

THIS APPLICATION made by the Applicant for an Order pursuant to section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "*BIA*") and section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. c-43, as amended (the "*CJA*") appointing Albert Gelman Inc. as receiver and manager (in such capacities, the "Receiver") without security, of all of the assets, undertakings and properties of Williams Telecommunications Corp. (the "Debtor") acquired for, or used in relation to a business carried on by the Debtor, was heard this day via judicial videoconference at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Eugene Chow sworn May 11, 2022 and the Exhibits thereto and on hearing the submissions of counsel for the Applicant and such other counsel that were present as listed on the participant information sheet, no one appearing for any other party on the service list although duly served as appears from

the affidavit of service, filed, and on reading the consent of Albert Gelman Inc. to act as the Receiver and the consent of the Debtor to the making of this order.

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Application and the Application Record is hereby abridged and service validated, as necessary, so that this application is properly returnable today and hereby dispenses with further service thereof.

APPOINTMENT

2. THIS COURT ORDERS that pursuant to section 243(1) of the *BIA* and section 101 of the *CJA*, Albert Gelman Inc. is hereby appointed Receiver, without security, of all of the assets, undertakings and properties of the Debtor acquired for, or used in relation to a business carried on by the Debtor, including all proceeds thereof (the "Property").

RECEIVER'S POWERS

3. THIS COURT ORDERS that the Receiver is hereby empowered and authorized, but not obligated, to act at once in respect of the Property and, without in any way limiting the generality of the foregoing, the Receiver is hereby expressly empowered and authorized to do any of the following where the Receiver considers it necessary or desirable:

- (a) to take possession of and exercise control over the Property and any and all proceeds, receipts and disbursements arising out of or from the Property;
- (b) to receive, preserve, and protect the Property, or any part or parts thereof, including, but not limited to, the changing of locks and security codes, the relocating of Property to safeguard it, the engaging of independent security personnel, the taking of physical inventories and the placement of such insurance coverage as may be necessary or desirable;

- (c) to manage, operate and carry on the business of the Debtor, including the powers to enter into any agreements, incur any obligations in the ordinary course of business, cease to carry on all or any part of the business, or cease to perform any contracts of the Debtor;
- (d) to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Receiver's powers and duties, including without limitation those conferred by this Order;
- (e) to purchase or lease such machinery, equipment, inventories, supplies, premises or other assets to continue the business of the Debtor or any part or parts thereof;
- (f) to receive and collect all monies and accounts now owed or hereafter owing to the Debtor and to exercise all remedies of the Debtor in collecting such monies, including, without limitation, to enforce any security held by the Debtor;
- (g) to settle, extend or compromise any indebtedness owing to the Debtor;
- (h) to execute, assign, issue and endorse documents of whatever nature in respect of any of the Property, whether in the Receiver's name or in the name and on behalf of the Debtor, for any purpose pursuant to this Order;
- (i) to initiate, prosecute and continue the prosecution of any and all proceedings and to defend all proceedings now pending or hereafter instituted with respect to the Debtor, the Property or the Receiver, and to settle or compromise any such proceedings. The authority hereby conveyed shall extend to such appeals or

applications for judicial review in respect of any order or judgment pronounced in any such proceeding;

- (j) to market any or all of the Property, including advertising and soliciting offers in respect of the Property or any part or parts thereof and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate;
- (k) to sell, convey, transfer, lease or assign the Property or any part or parts thereof out of the ordinary course of business,
 - (i) without the approval of this Court in respect of any transaction not exceeding \$250,000, provided that the aggregate consideration for all such transactions does not exceed \$1,000,000; and
 - (ii) with the approval of this Court in respect of any transaction in which the purchase price or the aggregate purchase price exceeds the applicable amount set out in the preceding clause;

and in each such case notice under subsection 63(4) of the Ontario *Personal Property Security Act* or section 31 of the Ontario *Mortgages Act*, as the case may be, shall not be required.

- (l) to apply for any vesting order or other orders necessary to convey the Property or any part or parts thereof to a purchaser or purchasers thereof, free and clear of any liens or encumbrances affecting such Property;
- (m) to report to, meet with and discuss with such affected Persons (as defined below) as the Receiver deems appropriate on all matters relating to the Property and the receivership, and to share

information, subject to such terms as to confidentiality as the Receiver deems advisable;

- (n) to register a copy of this Order and any other Orders in respect of the Property against title to any of the Property;
- (o) to apply for any permits, licences, approvals or permissions as may be required by any governmental authority and any renewals thereof for and on behalf of and, if thought desirable by the Receiver, in the name of the Debtor;
- (p) to enter into agreements with any trustee in bankruptcy appointed in respect of the Debtor, including, without limiting the generality of the foregoing, the ability to enter into occupation agreements for any property owned or leased by the Debtor;
- (q) to exercise any shareholder, partnership, joint venture or other rights which the Debtor may have; and
- (r) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations.

and in each case where the Receiver takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other Persons (as defined below), including the Debtor, and without interference from any other Person.

4. THIS COURT ORDERS that without limiting the powers conferred upon the Receiver in paragraph 3 of this Order and notwithstanding paragraph 3(k) of this Order, the Receiver is hereby empowered and authorized to solicit proposals from auctioneers and liquidators for the sale and/or liquidation of the inventory and equipment of the Debtor, to negotiate the terms and conditions thereof and to enter into and complete agreements for same as the Receiver in its discretion deems appropriate.

DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE RECEIVER

5. THIS COURT ORDERS that (i) the Debtor, (ii) all of its current and former directors, officers, employees, agents, accountants legal counsel and shareholders, and all other persons acting on its instructions or behalf, and (iii) all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this Order (all of the foregoing, collectively, being "Persons" and each being a "Person") shall forthwith advise the Receiver of the existence of any Property in such Person's possession or control, shall grant immediate and continued access to the Property to the Receiver, and shall deliver all such Property to the Receiver upon the Receiver's request.

6. THIS COURT ORDERS that all Persons shall forthwith advise the Receiver of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or affairs of the Debtor, and any computer programs, computer tapes, computer disks, or other data storage media containing any such information (the foregoing, collectively, the "Records") in that Person's possession or control, and shall provide to the Receiver or permit the Receiver to make, retain and take away copies thereof and grant to the Receiver unfettered access to and use of accounting, computer, software and physical facilities relating thereto, provided however that nothing in this paragraph 6 or in paragraph 7 of this Order shall require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Receiver due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.

7. THIS COURT ORDERS that if any Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Records shall forthwith give unfettered access to the Receiver for the purpose of allowing the Receiver to recover and fully copy all of the information contained therein whether by way of printing the information onto paper or making copies of computer disks or such other manner of retrieving and copying the information as the Receiver in its discretion deems

expedient, and shall not alter, erase or destroy any Records without the prior written consent of the Receiver. Further, for the purposes of this paragraph, all Persons shall provide the Receiver with all such assistance in gaining immediate access to the information in the Records as the Receiver may in its discretion require including providing the Receiver with instructions on the use of any computer or other system and providing the Receiver with any and all access codes, account names and account numbers that may be required to gain access to the information.

8. THIS COURT ORDERS that the Receiver shall provide each of the relevant landlords with notice of the Receiver's intention to remove any fixtures from any leased premises at least seven (7) days prior to the date of the intended removal. The relevant landlord shall be entitled to have a representative present in the leased premises to observe such removal and, if the landlord disputes the Receiver's entitlement to remove any such fixture under the provisions of the lease, such fixture shall remain on the premises and shall be dealt with as agreed between any applicable secured creditors, such landlord and the Receiver, or by further Order of this Court upon application by the Receiver on at least two (2) days' notice to such landlord and any such secured creditors.

NO PROCEEDINGS AGAINST THE RECEIVER

9. THIS COURT ORDERS that no proceeding or enforcement process in any court or tribunal (each, a "Proceeding"), shall be commenced or continued against the Receiver except with the written consent of the Receiver or with leave of this Court.

NO PROCEEDINGS AGAINST THE DEBTOR OR THE PROPERTY

10. THIS COURT ORDERS that no Proceeding against or in respect of the Debtor or the Property shall be commenced or continued except with the written consent of the Receiver or with leave of this Court and any and all Proceedings currently under way against or in respect of the Debtor or the Property are hereby stayed and suspended pending further Order of this Court.

NO EXERCISE OF RIGHTS OR REMEDIES

11. THIS COURT ORDERS that all rights and remedies against the Debtor, the Receiver, or affecting the Property, are hereby stayed and suspended except with the written consent of the Receiver or leave of this Court, provided however that this stay and suspension does not apply in respect of any "eligible financial contract" as defined in the BIA, and further provided that nothing in this paragraph shall (i) empower the Receiver or the Debtor to carry on any business which the Debtor is not lawfully entitled to carry on, (ii) exempt the Receiver or the Debtor from compliance with statutory or regulatory provisions relating to health, safety or the environment, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

NO INTERFERENCE WITH THE RECEIVER

12. THIS COURT ORDERS that no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the Debtor, without written consent of the Receiver or leave of this Court.

CONTINUATION OF SERVICES

13. THIS COURT ORDERS that all Persons having oral or written agreements with the Debtor or statutory or regulatory mandates for the supply of goods and/or services, including without limitation, all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to the Debtor are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Receiver, and that the Receiver shall be entitled to the continued use of the Debtor's current telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Receiver in accordance with normal payment practices of the Debtor or

such other practices as may be agreed upon by the supplier or service provider and the Receiver, or as may be ordered by this Court.

RECEIVER TO HOLD FUNDS

14. THIS COURT ORDERS that all funds, monies, cheques, instruments, and other forms of payments received or collected by the Receiver from and after the making of this Order from any source whatsoever, including without limitation the sale of all or any of the Property and the collection of any accounts receivable in whole or in part, whether in existence on the date of this Order or hereafter coming into existence, shall be deposited into one or more new accounts to be opened by the Receiver (the "Post Receivership Accounts") and the monies standing to the credit of such Post Receivership Accounts from time to time, net of any disbursements provided for herein, shall be held by the Receiver to be paid in accordance with the terms of this Order or any further Order of this Court.

EMPLOYEES

15. THIS COURT ORDERS that all employees of the Debtor shall remain the employees of the Debtor until such time as the Receiver, on the Debtor's behalf, may terminate the employment of such employees. The Receiver shall not be liable for any employee-related liabilities, including any successor employer liabilities as provided for in section 14.06(1.2) of the BIA, other than such amounts as the Receiver may specifically agree in writing to pay, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*.

PIPEDA

16. THIS COURT ORDERS that, pursuant to clause 7(3)(c) of the Canada *Personal Information Protection and Electronic Documents Act*, the Receiver shall disclose personal information of identifiable individuals to prospective purchasers or bidders for the Property and to their advisors, but only to the extent desirable or required to negotiate and attempt to complete one or more sales of the Property (each, a "Sale"). Each prospective purchaser or bidder to whom such personal information is disclosed shall maintain and protect the privacy of such information and limit the use of such

information to its evaluation of the Sale, and if it does not complete a Sale, shall return all such information to the Receiver, or in the alternative destroy all such information. The purchaser of any Property shall be entitled to continue to use the personal information provided to it, and related to the Property purchased, in a manner which is in all material respects identical to the prior use of such information by the Debtor, and shall return all other personal information to the Receiver, or ensure that all other personal information is destroyed.

LIMITATION ON ENVIRONMENTAL LIABILITIES

17. THIS COURT ORDERS that nothing herein contained shall require the Receiver to occupy or to take control, care, charge, possession or management (separately and/or collectively, "Possession") of any of the Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination including, without limitation, the *Canadian Environmental Protection Act*, the *Ontario Environmental Protection Act*, the *Ontario Water Resources Act*, or the *Ontario Occupational Health and Safety Act* and regulations thereunder (the "Environmental Legislation"), provided however that nothing herein shall exempt the Receiver from any duty to report or make disclosure imposed by applicable Environmental Legislation. The Receiver shall not, as a result of this Order or anything done in pursuance of the Receiver's duties and powers under this Order, be deemed to be in Possession of any of the Property within the meaning of any Environmental Legislation, unless it is actually in possession.

LIMITATION ON THE RECEIVER'S LIABILITY

18. THIS COURT ORDERS that the Receiver shall incur no liability or obligation as a result of its appointment or the carrying out the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner*

Protection Program Act. Nothing in this Order shall derogate from the protections afforded the Receiver by section 14.06 of the BIA or by any other applicable legislation.

RECEIVER'S ACCOUNTS

19. THIS COURT ORDERS that the Receiver and counsel to the Receiver shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges unless otherwise ordered by the Court on the passing of accounts, and that the Receiver and counsel to the Receiver shall be entitled to and are hereby granted a charge (the "Receiver's Charge") on the Property, as security for such fees and disbursements, both before and after the making of this Order in respect of these proceedings, and that the Receiver's Charge shall form a first charge on the Property in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subject to sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

20. THIS COURT ORDERS that the Receiver and its legal counsel shall pass its accounts from time to time, and for this purpose the accounts of the Receiver and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.

21. THIS COURT ORDERS that prior to the passing of its accounts, the Receiver shall be at liberty from time to time to apply reasonable amounts, out of the monies in its hands, against its fees and disbursements, including legal fees and disbursements, incurred at the standard rates and charges of the Receiver or its counsel, and such amounts shall constitute advances against its remuneration and disbursements when and as approved by this Court.

FUNDING OF THE RECEIVERSHIP

22. THIS COURT ORDERS that the Receiver be at liberty and it is hereby empowered to borrow by way of a revolving credit or otherwise, such monies from time to time as it may consider necessary or desirable, provided that the outstanding principal amount does not exceed \$150,000 (or such greater amount as this Court may

by further Order authorize) at any time, at such rate or rates of interest as it deems advisable for such period or periods of time as it may arrange, for the purpose of funding the exercise of the powers and duties conferred upon the Receiver by this Order, including interim expenditures. The whole of the Property shall be and is hereby charged by way of a fixed and specific charge (the "Receiver's Borrowings Charge") as security for the payment of the monies borrowed, together with interest and charges thereon, in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subordinate in priority to the Receiver's Charge and the charges as set out in sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

23. THIS COURT ORDERS that neither the Receiver's Borrowings Charge nor any other security granted by the Receiver in connection with its borrowings under this Order shall be enforced without leave of this Court.

24. THIS COURT ORDERS that the Receiver is at liberty and authorized to issue certificates substantially in the form annexed as schedule "A" hereto (the "Receiver's Certificates") for any amount borrowed by it pursuant to this Order.

25. THIS COURT ORDERS that the monies from time to time borrowed by the Receiver pursuant to this Order or any further order of this Court and any and all Receiver's Certificates evidencing the same or any part thereof shall rank on a *pari passu* basis, unless otherwise agreed to by the holders of any prior issued Receiver's Certificates.

SERVICE AND NOTICE

26. THIS COURT ORDERS that the E-Service Protocol of the Commercial List (the "Protocol") is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/practice/practice-directions/toronto/e-service-protocol/>) shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to Rule 3.01(d) of the Rules of Civil

Procedure and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission.

27. THIS COURT ORDERS that if the service or distribution of documents in accordance with the Protocol is not practicable, the Receiver is at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or facsimile transmission to the Debtor's creditors or other interested parties at their respective addresses as last shown on the records of the Debtor and that any such service or distribution by courier, personal delivery or facsimile transmission shall be deemed to be received on the next business day following the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

GENERAL

28. THIS COURT ORDERS that the Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

29. THIS COURT ORDERS that nothing in this Order shall prevent the Receiver from acting as a trustee in bankruptcy of the Debtor.

30. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

31. THIS COURT ORDERS that the Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the

terms of this Order, and that the Receiver is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

32. THIS COURT ORDERS that the Applicant shall have its costs of this application, up to and including entry and service of this Order, provided for by the terms of the Applicant's security or, if not so provided by the Applicant's security, then on a substantial indemnity basis to be paid by the Receiver from the Debtor's estate with such priority and at such time as this Court may determine.

33. THIS COURT ORDERS that any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to the Receiver and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

34. THIS COURT ORDERS that, notwithstanding Rule 59.05, this order is effective from the date that it is made, and is enforceable without any need for entry and filing. In accordance with Rules 77.07(6) and 1.04, no formal order need be entered and filed unless an appeal or a motion for leave to appeal is brought to an appellate court.



Justice, Ontario Superior Court of Justice

Schedule "A"**RECEIVER CERTIFICATE**

CERTIFICATE NO. _____

AMOUNT \$ _____

1. THIS IS TO CERTIFY that Albert Gelman Inc., the receiver (the "Receiver") of all assets, undertakings and properties of Williams Telecommunications Corp. (the "Debtor") acquired for, or used in relation to a business carried on by the Debtor (the "Property") appointed by Order of the Ontario Superior Court of Justice (the "Court") dated the 19th day of May, 2022 (the "Order") made in an action having Court file number _____, has received as such Receiver from the holder of this certificate (the "Lender") the principal sum of \$_____, being part of the total principal sum of \$125,000 which the Receiver is authorized to borrow under and pursuant to the Order.

2. The principal sum evidenced by this certificate is payable on demand by the Lender with interest thereon calculated and compounded monthly not in advance on the last day of each month after the date hereof at a notional rate per annum equal to the rate of _____ per cent above the prime rate of Bank of Montreal from time to time.

3. Such principal sum with interest thereon is, by the terms of the Order, together with the principal sums and interest thereon of all other certificates issued by the Receiver pursuant to the Order or to any further order of the Court, a charge upon the whole of the Property, in priority to the security interests of any other person, but subject to the priority of the charges set out in the Order and in the *Bankruptcy and Insolvency Act*, and the right of the Receiver to indemnify itself out of such Property in respect of its remuneration and expenses.

4. All sums payable in respect of principal and interest under this certificate are payable at the main office of the Lender at Toronto, Ontario.

5. Until all liability in respect of this certificate has been terminated, no certificates creating charges ranking or purporting to rank in priority to this certificate shall be issued

by the Receiver to any person other than the holder of this certificate without the prior written consent of the holder of this certificate.

6. The charge securing this certificate shall operate so as to permit the Receiver to deal with the Property as authorized by the Order and as authorized by any further or other order of the Court.

7. The Receiver does not undertake, and it is not under any personal liability, to pay any sum in respect of which it may issue certificates under the terms of the Order.

DATED the ____ day of _____, 20__.

Albert Gelman Inc., solely in its capacity as
Receiver of the Property, and not in its
personal capacity

Per: _____
Name:
Title:

BANK OF MONTREAL WILLIAMS TELECOMMUNICATIONS CORP.
Applicant and Respondent

Court File No.: CV-22-00681036-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at TORONTO

RECEIVERSHIP ORDER

MILLER THOMSON LLP

One London Place
255 Queens Avenue, Suite 2010
London, ON Canada N6A 5R8

Tony Van Klink LSO#: 29008M

Tel: 519.931.3509
Fax: 519.858.8511
Email: tvanklink@millerthomson.com

**Lawyers for the Applicant,
Bank of Montreal**

Williams Telecommunications Corp
Receiver's Final Statement of Receipts and Disbursements
As at February 16, 2023

Receipts:

Cash in bank	\$	5,875.75	
Accounts receivable		88,382.26	
Gross Proceeds from Auction		162,010.66	
Miscellaneous Refunds		912.51	
HST Refunds		26,347.70	
Interest Earned		647.96	
Advance from Bank of Montreal		37,443.47	
Total Receipts		<u>321,620.31</u>	A

Disbursements

Receiver's Fees paid to Dec 31, 2022		113,701.00	
Occupation Rent		67,504.73	
Auction Commission & Expenses		40,873.08	
HST paid on disbursements		28,016.74	
Legal Fees paid to October 31, 2022		16,560.13	
Wages		10,989.61	
Utilities		6,273.94	
Insurance		5,274.72	
Accounting Fees		3,700.00	
Deemed Trust - Payroll Deductions		1,713.28	
Deemed Trust - HST		1,464.11	
Deemed Trust - WEPP		722.08	
Travel		509.26	
Locksmith		312.50	
License Fee		275.00	
Mail Redirection		271.75	
Miscellaneous		264.36	
Photocopies		229.00	
Alarm & Monitoring		222.00	
Postage		120.96	
Filing Fees - Official Receiver		72.82	
Search Fees		39.80	
Total Disbursements		<u>299,110.87</u>	B
Excess of Receipts over Disbursements	\$	<u>22,509.44</u>	C = A - B

Accruals:

Final Receiver's Fees to Taxation and Completion of Ancillary Matters	\$	7,500.00	
Final Legal Fees to Taxation and Completion of Ancillary Matters		<u>5,000.00</u>	
Subtotal - Disbursement Accruals		12,500.00	D
Estimated Repayment of Advance from BMO	\$	<u>10,009.44</u>	D - C

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

BANK OF MONTREAL

Applicant

- and -

WILLIAMS TELECOMMUNICATIONS CORP.

Respondent

RECEIVER'S AFFIDAVIT OF FEES

I, Joe Albert, of the City of Oakville, make oath and say as follows:

1. I am a Licenced Insolvency Trustee and principal of Albert Gelman Inc. ("**Receiver**"), Receiver of Williams Telecommunications Corp. and as such have knowledge of the facts herein deposed to.
2. The Receiver has prepared invoices in connection with its fees as follows:
 - a. An account dated June 30, 2022 for the period to June 30, 2022 of \$69,433.00, plus HST thereon.
 - b. An account dated July 30, 2022 for the period from July 1 to 30, 2022 of \$10,043.50, plus HST thereon.
 - c. An account dated August 31, 2022 for the period from August 1 to 31, 2022 of \$16,873.50, plus HST thereon.
 - d. An account dated December 27, 2022 for the period from September 27 to December 23, 2022 of \$17,351.00, plus HST thereon.
3. A summary of the Receiver's time by staff member is as follows:

Staff member	Position	Hours worked	Hourly rate	Total
			(\$)	(\$)
Bryan Gelman, CIRP, LIT	Principal	0.2	390.00	78.00
Joe Albert, CPA, CA, DIFA, CIRP, LIT	Principal	93.2	390.00	36,348.00
Tom McElroy, CPA, CA, CBV, CIRP, LIT	Senior Manager	66.4	390.00	25,896.00
Suzette Warner, CFE, CPA, CGA, FCCA	Associate	83.9	350.00	29,365.00
Sudhanshu Marwaha, CPA (India)	Associate	44.3	305.00	13,511.50
Neeta Patel, CPA, CGA	Associate	2.5	325.00	812.50
Daphna Cherniak	Banking Administrator	3.2	200.00	640.00
Ashely Robinson	Estate Administrator	30.0	235.00	7,050.00
		<u>323.7</u>	<u>351.25</u>	<u>113,701.00</u>

4. The Receiver’s total fees are \$113,701.00, its total hours spent is 323.7 and, therefore, its average hourly rate is calculated to be \$351.25.
5. The Receiver’s accounts, including detailed time docket, are attached hereto as **Exhibit “A”**.
6. This Affidavit is made in support of a motion to approve the accounts of Albert Gelman Inc. and for no improper purpose.

Sworn remotely by Joe Albert at Oakville, Ontario }
 before me at Toronto, Ontario in accordance with }
 O. Reg. 431/20, Administering Oath or Declaration }
 Remotely, this 2nd day of March 2023 }

Joe Albert

 Thomas John McElroy, a Commissioner, etc.,
 Province of Ontario, for Albert Gelman Inc.
 Expires February 14, 2025

Williams Telecommunications Corp.
5610 Kennedy Road
Mississauga, ON L4Z 2A9

Attention: Jim Williams

Invoice

Invoice Date: Jun 30, 2022
Invoice No: 5807
Billing Through: Jun 30, 2022
File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

Professional Fees:

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
2022-04-25	JALBERT	TC Jim Williams to discuss viability of an informal wind-down of business; follow up call with bank	0.90	\$390.00	\$351.00
2022-04-26	JALBERT	TC Eugeine Chow of bank re: our recommended approach for realization in a court receivership	0.30	\$390.00	\$117.00
2022-04-26	TMCELROY	Discussions with J. Albert re status of matter and upcoming Court appointment as receiver;	0.40	\$390.00	\$156.00
2022-05-02	JALBERT	Update from BMO counsel on date for consent application for receiver; respond re: independent counsel and start development of interim plan pending appointment	0.20	\$390.00	\$78.00
2022-05-03	JALBERT	Conf Call Tony Van Klink on proposed wording for consent order for Receiver and discuss process; follow up call on same with Tom McElroy; Email to Chaitons to act as our independent counsel; review precedent with Tom for deemed vesting re: auction sale as might be applicable to this matter.	0.70	\$390.00	\$273.00
2022-05-03	TMCELROY	Conference call with T. Van Klink and J. Albert; Debrief discussion with J. Albert re pre-receivership matters; Review corporate and other records re prep for receivership appointment;	1.50	\$390.00	\$585.00
2022-05-05	JALBERT	Forward to independent counsel consultant's report in prep for call on anticipated process and interim steps; Email from BMO Counsel on discussions with Williams counsel and suggestion from all sides that AGI reach out to and meet with Jim Williams forthwith, prior to appointment by Court.	0.20	\$390.00	\$78.00
2022-05-06	JALBERT	TC Independent counsel to update on pending court appointment, anticipated process and discussions amongst debtor and bank counsel to allow interim discussions and arrangements to be made with Mr. Williams prior to the formal court order; Email Jim Williams to set up conference meeting on same	0.60	\$390.00	\$234.00
2022-05-09	JALBERT	Teams meeting S Warner to update her on pending court appointment and planned interim matters	0.20	\$390.00	\$78.00
2022-05-10	TMCELROY	Conference call with J. Albert and J. Williams re prep for receivership; Debrief discussions with J. Albert; Email to J. Williams re locksmith, accounts payable listing and other matters; Prepare WEPP schedule for J. Williams;	2.10	\$390.00	\$819.00
2022-05-10	JALBERT	Conf Call Jim Williams and Tom McElroy on company intentions to date of Court appointment and AGI's requirements to then; follow up call with Tony Van Klink on same	1.30	\$390.00	\$507.00

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Williams Telecommunications Corp.
5610 Kennedy Road
Mississauga, ON L4Z 2A9

Attention: Jim Williams

Invoice

Invoice Date: Jun 30, 2022
Invoice No: 5807
Billing Through: Jun 30, 2022
File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

Professional Fees:

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
2022-05-10	SWARNER	reviewed email correspondences and meeting notes regarding file mandate	0.50	\$350.00	\$175.00
2022-05-11	JALBERT	Email update to Gary Feldman on conference call with Jim Williams and his intention to close operations this week; review draft appointment order and consider borrowing clause and selling provisions	0.20	\$390.00	\$78.00
2022-05-11	TMCELROY	Review of draft application materials and comments to J. Albert re same;	0.60	\$390.00	\$234.00
2022-05-12	TMCELROY	Email to J. Williams re attendance at premises; Review and respond to correspondence from J. Williams re various matters; Call with Odd K. (Liquidator);	0.60	\$390.00	\$234.00
2022-05-12	JALBERT	TC Gary Feldman to discuss draft order terms and anticipated lay-off of employees; review and sign consent to act as Receiver; TC liquidator and discuss prep with Tom; consider information to provide liquidators	0.60	\$390.00	\$234.00
2022-05-13	TMCELROY	Co-ordinate liquidators to attend premises; Several email to J. Williams re various matters;	0.40	\$390.00	\$156.00
2022-05-16	TMCELROY	Travel to and attend Debtor's premises to meet with J. Williams, two different auctioneers, tour premises, and meet with Debtor's controller; Review documents and information provided by J. Williams; Discuss with S. Warner info needed re AR collection; Review receivership checklist; Email to J. Williams re additional documents and information required;	6.50	\$390.00	\$2,535.00
2022-05-16	JALBERT	review/catch up on email exchanges between Tom and Jim Williams re: attendances at premises, AR/AP listings, WEPPA calculations etc.; Calls with Tom on various matters/questions of Jim Williams while at premises	0.70	\$390.00	\$273.00
2022-05-17	JALBERT	review Aged A/R report provided by Jim; email exchanges on additional back up and other documents and records required; discuss locksmith issues with Tom; TC liquidator re: discussion following his attendance at premises; review answers, responses and documents provided by Jim Williams; review final draft of proposed appointment order	0.80	\$390.00	\$312.00
2022-05-17	AROBINSON	Prepared PPSA and Corporate profile search	0.20	\$235.00	\$47.00

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2022-05-18	TMCELROY	Discussions with J. Albert re pre-appointment matters including auctioneer proposals, possession of premises, etc.; Call with J. Ordon (auctoineer) re review of inventory and equipment and best methods for maximizing value; Email to J. Williams re attendance at premises on date of receivership; Co-ordinate attendance with locksmith at premises; Prepare notice of receivership poster to be placed at premises;	1.60	\$390.00	\$624.00
2022-05-18	JALBERT	Teams meeting Tom to discuss liquidator initial feedback and preparation for commencement of receivership; prepare list of key matters to attend to on Thursday; review/monitor emails between Jim Williams, Tom McElroy and Suzette Warner on receivership administration; review inventory perpetual reports and do key item analysis and coverage; consider enquiry from prospective purchaser; attend premises for possession and meeting Jim and 2 key employees; go over major issues with Jim; Plant tour and photograph review of critical records provided by Jim Williams, Trial Balance, HST returns; review of insurance policy and direct Suzette to contact broker and have Receiver added to liability; consider D&O insurance policy. Develop budget for BMO for interim advance needed under Admin Charge; TC Bloch & Co to discuss anticipated inventory verification	1.80	\$390.00	\$702.00
2022-05-19	JALBERT	Attend Debtor premises to take possession, meet with J. Williams to discuss various matters, meet with locksmith to change locks, meet with several employees to assist the Reciever, collect necessary books and records, etc.; Email to several auctioneers re attendance at premises;	5.00	\$390.00	\$1,950.00
2022-05-19	TMCELROY	Email to BMO on advance under Admin charge and continuing customer deposits to accounts; TC Gary Feldman to update on possession and discuss process for prospective buyer through their counsel Miller Thomson; Attend premises to meet Liquidator - charge mileage; Email BMO to update on possession and matters at plant May 19; TC BMO to discuss remaining payroll/VP, process for direct deposits and update; TC former Employee; Write up for insolvency insider; update call with Suzette.	6.50	\$390.00	\$2,535.00
2022-05-20	JALBERT	Discussions with liquidator re potential purchaser for entire stock; Call with J. Albert to discuss next steps and delegation of task; Call with ComWave representative re return of goods and payment of account;	3.30	\$390.00	\$1,287.00
2022-05-20	TMCELROY		0.60	\$390.00	\$234.00

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Professional Fees:

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2022-05-24	TMCELROY	Internal meeting with S. Marwaha, S. Warner and J. Albert re delegation of tasks; Emails to Jennifer Lee re various matters; Deposit cheque from TD account; Draft email to Landlord; Emails to numerous appraisers; Call with prospective buyer and counsel (L. Ellis); Call with Landlord; Prepare independent contractor agreements for former employees; Email to BMO counsel re CaseWebsite; Prepare Receiver's Certificate re receivership funding; Call with Anat Dror re return of Comwave items and payment of arrears; Email to counsel re release from Comwave re return of goods;	4.90	\$390.00	\$1,911.00
2022-05-24	SWARNER	Meeting with McElroy, J Albert & S Mawaha to discuss file mandate and next steps; set-up LAN file folders and coordinate data collected; initiate mail forwarding with Canada Post; meeting and instructions to regarding to do items; editing of notice & statement of receiver;	3.10	\$350.00	\$1,085.00
2022-05-24	JALBERT	Teams meeting S. Warner, S Marwaha, T McElroy for planning and coordination of tasks (.5); attend premises for security review and pick up of mail and AR cheques; Scan cheques and mail for S Warner (1.8); TC prospective and prior call with T McElroy to prepare (.5); TC landlord and prior call with T McElroy to prepare (.5); review and approve Notice of Receiver (.2); review lease agreement re: no right to run auction based on landlord's position that he will not consent to an auction from premises (.3); review and amend Notice of Receiver (.2); review/amend Receiver's certificate for first \$50,000 borrowing (.2); review/amend independent contractor agreements (.2)	4.40	\$390.00	\$1,716.00

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2022-05-24	SMARWAHA	Attended Meeting with Suzette W, Tom M. and Joe A. to discuss the background of the file, review the checklist for tasks to be performed: Drafted Receiver's Statement and Notice and sent to Suzette W. and Joe A. for review: Drafted listing of schedules to be annexed with the Notice and Statement of Receiver and sent to Suzette W. for review: Compiled the finalised package for Notice and statement of Receiver and sent to OSB via FAX: Drafted Letters to be sent to multiple utilities provider to setup new accounts and final billing on the account for pre-receivers hip period and saved the drafts on LAN and sent to Suzette W, via email for review: Sorted and filtered the details for account payables to be added to the Ascend: Updated the Website with the case files and uploaded the documentation for appointment and drafted a brief for the file and updated over website	5.50	\$305.00	\$1,677.50
2022-05-25	JALBERT	Review NDA provided by Miller Thomson for their client, forward to legal counsel for review; Diligence on perpetual inventory reports and draft comprehensive general and specific disclaimer for prospective purchasers and liquidators and send to counsel for review; email updates and TC's T McElroy on various matters; set up preliminary dataroom of records for prospective buyer; TC Gary Feldman to discuss information for prospective buyer; email to prospective buyer and their counsel inventory report and disclaimer, listing of records immediately available, consent to meet with plant employee and to coordinate inspection.	3.20	\$390.00	\$1,248.00
2022-05-25	SWARNER	Prepared and send letter of direction to RGPinsure and Ultimate security; reviewed and approved letters to Enbridge & Alectra ; call with Jennifer Lee to discuss accounts payable listing and clarification on utility providers ;p call and instructions to Sudhnashu re next steps	1.90	\$350.00	\$665.00

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2022-05-25	TMCELROY	Attend at Debtor premises to meeting with Independent contractors retained by Receiver, meet with Comwave re removal of third party goods, meet with Jim Williams and meet with B. Lyle (Liquidator); Finalize independent contract agreements for two employees; Discussions with J. Lee re various accounting and administrative matters; Email to L. Ellis (counsel for prospective buyer); Discuss banking matters with D. Cherniak; Discuss matters related to collection of AR with S. Warner; Email to representative of Allowrx re removal of third party goods;	6.00	\$390.00	\$2,340.00
2022-05-25	SMARWAHA	Finalised the letter request for final billing for pre-receivership period and setup of new account and sent to Enbridge Gas and Alectra Utilities via e-mail; Email Correspondence with OSB officer for request for appointment order from court in order to issue the certificate; Drafted letters to be sent to CRA for confirmation of deemed trust claims and RT 0002 Account and saved on LAN and sent email for update to Suzette W. for letters saved on LAN; Sent follow up email to OSB officer for status for issuance of the certificate.	2.80	\$305.00	\$854.00
2022-05-26	TMCELROY	Discuss process to administer WEPP with S. Warner; Discuss various sales reports with J. Lee; Email to A. Dor (Comwave) re liability release re third party goods; Review correspondence from insurance broker; Comments to S. Warner re same; Email to/from T. Elliott (Allworx); Voicemail exchange with T. Elliott; Send inventory report to five auctioneers/liquidators; Email to S. Mizrahi (liquidator); Call with T. Elliott re potential offer to purchase inventory en bloc; Voicemail exchange with Jason; Call with Anat Dor re status of AR payment and removal of inventory from premises; Discuss status of corporate property and liability insurance with S. Warner;	6.00	\$390.00	\$2,340.00
2022-05-26	JALBERT	TC competitor and discuss process and if any interest in bidding (see memo); TC Tom McElroy on process of liquidation proposals and other matters; forward inventory report and disclaimer to certain parties	0.80	\$390.00	\$312.00
2022-05-26	SWARNER	Meeting with Jennifer to review and update WEPPA schedule ; calls from three former employees re WEPP administration; review final WEPP calculations ; attending to other matters regarding financial data ; correspondence with insurance broker re insurance policies; review and analysis of banking transactions	3.80	\$350.00	\$1,330.00

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2022-05-26	SMARWAHA	Correspondence with Suzette W, regarding the status of issuance of the certificate by OSB; Attended Call with Suzette W. and Jennifer Lee for discussion of the information for former employees for WEPPA Administration: Setup of WEPPA Worksheet and the information for former employees for WEPPA Administration: Setup of Trustee Information with WEPPA and saved on LAN and pre-draft template letters to be sent to former employees for WEPPA	5.60	\$305.00	\$1,708.00
2022-05-27	JALBERT	Teams update meeting all file matters with all assigned staff; TC prospective liquidator; update from Tom on viewing by prospective buyer; execute Receiver's Certificate for BMO first advance and email and mail to BMO; discuss insurance issues with Suzette re: finance company; Forward dataroom documents to prospective buyer; Discuss Commwave removal issues with Tom; TC re: discussion with customer precision; Review additional records requested by bookkeeper, including sales by customer and category, year end trial balance; advise prospective purchaser of these available records	3.20	\$390.00	\$1,248.00
2022-05-27	SWARNER	Attended file status meeting with J Alobert, T McElroy & S Marwaha noting follow-up items and next steps; received and respond to email from insurance broker and call with Broker to discuss continuing the policies; instructions to Daphna re banking activities; call from former employees re WEPP ; review WEPP administration withSudhashu	3.20	\$350.00	\$1,120.00
2022-05-27	TMCELROY	Attend at Debtor premises for meeting and tour of facility with Josh Sugar (liquidator/auctioneer), Peter Manickavasagar (COO of prospective purchaser), Sia Mizrahi (liquidator/auctioneer) and Ray Brown (liquidator/auctioneer); Internal meeting with S. Warner and J. Albert re status of administration and delegation of tasks; Discuss various matters with J. Albert; Call with and email to A. Dror (Comwave) re removal of inventory from premies; Call with J. Vegas (Precision) re balance of AR and o/s customer orders; Prepare form of invoice for independent contractors; Prepare revised Receiver's certificate; Prepare prospective purchers log;	6.00	\$390.00	\$2,340.00
2022-05-27	DCHERNAK	Assembled Weppa Mailing;	1.50	\$200.00	\$300.00

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2022-05-27	SMARWAHA	Setup of employee information for WEPPA administration with Service Canada: Drafted the letters to be sent to employees for WEPPA Administration : Compiled the WEPPA Packages for WEPPA claims for each employees and finalised the packages: Sent the WEPPA Packages to Daphna C. to regular mail the WEPPA Packages to employees.	6.30	\$305.00	\$1,921.50
2022-05-30	TMCELROY	Email to J. Lee re post- receivership PO; Update prospective buyers log; Email to Anat (Comwave) re payable of May 2022 invoice; Numerous emails to several prospective buyers; Review commerical lease agreement for clause preventing auction/liquidation sale as noted by Landlord;	1.00	\$390.00	\$390.00
2022-05-30	JALBERT	TC prospective purchaser; send NDA and list of available records from data room. TC another prospective buyer and send inventory listing in anticipation of inspection at premises and send blank NDA for review and execution; review email exchanges with Comwave and Precision re:orders they would like fulfilled etc.; follow up call with prospective buyer from viewing of perpetual inventory records; review Ceridian statement and have Suzette look into final balance or credit on hand with Ceridian.	2.10	\$390.00	\$819.00

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2022-05-30	SMARWAHA	Email correspondence with Robert B. Patrick R., Halina D. , Kelly S. and Mark w. to provide consent to share the WEPPA Package for their WEPPA claim over email : Discussion with Suzette for confirmation of email address for Halina D. and Mark W. and sent them request to provide consent to share the WEPPA Package via email: Email Correspondence with Patrick R. and sent the copy of WEPPA package upon confirmation of consent via email and status of the regular mailing of the package to his address: Sent copy of statement and notice of receiver to Ontario Insolvency unit and WSIB via email: Finalised letter and sent via FAX to CRA to setup RT 0002 Account for the corporation: Correspondence with Robert B.and sent the copy of WEPPA package upon confirmation of consent via email and status of the regular mailing of the package to his address: Correspondence with Mark W. and sent the copy of WEPPA package upon confirmation of consent via email and status of the regular mailing of the package to his address: Correspondence with Halina D. and sent the copy of WEPPA package upon confirmation of consent via email and status of the regular mailing of the package to her address: Finalised letter and sent via FAX to CRA to confirm the status of any deemed trust claims for the corporation: Correspondence with Kelly S.. and sent the copy of WEPPA package upon confirmation of consent via email and status of the regular mailing of the package to her address	1.70	\$305.00	\$518.50
2022-05-30	SWARNER	Received, reviewed and respond to numerous email fro Jennifer regarding GL and banking reports	0.50	\$350.00	\$175.00
2022-05-31	SWARNER	Call with Jennifer to discuss general ledger reports among other thing; reviewed bank activity report and discussions with J Albert & T McElroy;	0.90	\$350.00	\$315.00
2022-05-31	JALBERT	Teams meeting T McElroy and S Warner on various matters; Teams meeting Tom to review prospective buyers interest; TC prospective buyer; review full lease agreement provided by landlord and forward to prospective buyer	1.10	\$390.00	\$429.00

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2022-06-01	SWARNER	received and respond to call from creditor regarding payment; received and reviewed various emails from Jennifer Lee regarding group insurance; prepared detailed email to BMO regarding wiring of funds deposited to bank account post ; call appointment; call from BMO to discuss funds in account and transfer of funds to Receiver; prepared email to Canada Life advising of receivership and request to terminate group life insurance; prepared letter to TD Bank requesting closure USD account; requisition and post payment re Ceridian and ultimate security and instructins to Daphna re issuing of cheque	2.70	\$350.00	\$945.00
2022-06-01	JALBERT	TC prospective buyer and receipt of NDA; review bank reconciliations to ascertain completeness of trial balances provided and sent to prospective buyers; forward inventory listing and disclaimer to prospective buyer visiting premises today; Update call with T McElroy on prospective buyer and liquidator visits.	1.20	\$390.00	\$468.00
2022-06-01	SMARWAHA	Attended call with Halina D.to discuss query regarding filing the weppa proof of claim: Reviewed and admitted WEPPA proof of claim filed by Halina D. and updated with Service Canada: Sent Email to Halina D. to proceed with next steps for filing claim with Service Canada for WEPPA Claim.	0.50	\$305.00	\$152.50
2022-06-01	TMCELROY	Attend at Debtor premises to meet with Glen Shoniker (liquidator), representative of Comwave to remove final truckload of inventory at premises, Paul Chapman (prospective purchaser) and Rami Friedman (prospective purchaser);	5.50	\$390.00	\$2,145.00
2022-06-02	JALBERT	Teams meeting Suzette to discuss AR collections and process for direct deposit payments; update call with Bank of Montreal on direct deposits and transfers to receiver;	0.70	\$390.00	\$273.00
2022-06-02	SWARNER	Teams call with Jennifer to discuss AR collection and updating of collection spreadsheet.	0.50	\$350.00	\$175.00
2022-06-02	TMCELROY	Discussions with J. Albert re status of offers; Email to protective purchaser re status of offer;	0.20	\$390.00	\$78.00
2022-06-02	SMARWAHA	Reviewed WEPPA proof of claim filed by Bo J. and requested for the proper proof of claim be filed for the WEPPA Claim and sent the copy of blank WEPPA Proof of claim via email: Reviewed the proof of claims received from Electra and Enbridge and forwarded via email to Suzette W. for review	0.60	\$305.00	\$183.00

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2022-06-03	JALBERT	Email to counsel for landlord on timing, access to premises and advise we may assign lease as part of sale of business; attend at plant for tour/inspection. forward list of available records again to prospective buyer Review auction proposals, consider terms requiring clarification; Discussion with liquidator on decision to not provide proposal	2.60	\$390.00	\$1,014.00
2022-06-03	SMARWAHA	Reviewed and admitted WEPPA proof of claim filed by Kelly S. and Patrick R. and updated with Service Canada: Sent Email to Kelly S. and Patrick R. to proceed with next steps for filing claim with Service Canada for WEPPA Claim: Reviewed the proof of claim submitted by Maya S. and email correspondence with Maya S. to confirm the legal name of the witness and an updated clear copy of the proof of claim: Reviewed the copy of proof of claim received from Jennifer L. and sent email to request for the form to be witnessed and to return the updated copy.	1.40	\$305.00	\$427.00
2022-06-06	JALBERT	attend premises for inspection and pick up AR cheques from mail; Teams call with Tom on proposals received; follow up email to prospective buyers setting deadline of Tuesday 4pm.; Email from prospective buyer for records and provide. update report to BMO and our counsel on status of proposals and to schedule meeting; follow up; long call with prospective buyer/competitor following review of certain company records.	2.80	\$390.00	\$1,092.00
2022-06-06	SMARWAHA	Reviewed the WEPPA proof of claim received from Mary S., George G. and Jennifer L. and updated the service canada for update on receipt of the proof of claim: Sent Email to former employees on status of processing of the WEPPA Proof of claim and to proceed with next steps to file the claim with Service Canada regarding the WEPPA claim: Email correspondence with D&G Group services pertaining their enquiry for debts owed to their client and sent the copy of statement of notice and statement of receiver: Email Correspondence with Bravo Communications pertaining their enquiry for debts owed to them and sent the copy of statement of notice and statement of receiver and update on timely updates for the engagement to be sent by the receiver.	1.80	\$305.00	\$549.00

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2022-06-07	JALBERT	Email from prospective buyer declining an offer; TC Odd Knudson re: bulk "scrap" buyer who viewed inventory and willing to make nominal offer for entire inventory; TC liquidator on proposal to be sent. Review proposal and forward to bank; review proposals with Tom, as well as AR report from Suzette. Forward property lease to legal counsel and comment on landlord's advise that he does not consent to an auction at the premises; Teams meeting with Bank, their counsel on Receiver's counsel on proposals.	1.90	\$390.00	\$741.00
2022-06-07	SMARWAHA	Reviewed WEPPA proof of claim filed by Maritess B. and Robert B. and updated with service canada for submission of the WEPPA claim: Email Correspondence with former employee to proceed with next step to file claim with Service Canada.	0.70	\$305.00	\$213.50
2022-06-07	TMCELROY	Review of three auction proposals; Discuss same with J. Albert; Video conference call with Eugene, T. Van Klink and J. Albert; Debrief discussion with J. Albert; Call with J. Ordon (liquidator/auctioneer) re next steps re auction process;	2.30	\$390.00	\$897.00
2022-06-07	BGELMAN	Discuss auction and liquidation agreement with Tom McElroy;	0.20	\$390.00	\$78.00
2022-06-07	SWARNER	Prepared AR collection letter ,instructions to Ashley regarding mail merge and mailing of AR letters; call with Jennifer to discuss AR collection and request for customer statements; received and respond to email from creditor regarding payment; requisition payment to insurance company and post to ASCEND and instructions to Daphna re issuing same	1.90	\$350.00	\$665.00
2022-06-08	JALBERT	TC Gary Feldman on occupation of premises for auction and he will respond to landlord counsel on same; review legal opinion of independent counsel on security of BMO; Teams update meeting with Tom McElroy, Suzette Warner to review & coordinate all To Do items.	1.40	\$390.00	\$546.00
2022-06-08	AROBINSON	Merged all addresses, balances etc to pdf document 1 hours Tagged all cover sheets in syngrai .5 hours Saved all invoices to the LAN 1.5 hours Tagged all revised cover sheets in syngrai .5 hours	3.50	\$235.00	\$822.50

Albert Gelman Inc. - 100 Simcoe Street, Ste. 125, Toronto, ON M5H 3G2 - Tel: 416 504 1650 - Fax: 416 504 1655 - albertgelman.com

Williams Telecommunications Corp.
5610 Kennedy Road
Mississauga, ON L4Z 2A9

Attention: Jim Williams

Invoice

Invoice Date: Jun 30, 2022
Invoice No: 5807
Billing Through: Jun 30, 2022
File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

2022-06-08	SMARWAHA	Attended call with Maritess B. regarding her WEPPA proof of claim and discussion for next steps for filing her claim with Service Canada:Reviewed WEPPA proof of claim filed by Aruna S. and updated with service canada for submission of the WEPPA claim: Email Correspondence with Aruna S. to proceed with next step to file claim with Service Canada: Reviewed proof of claim submitted by Fengua C. and drafted email and sent to Fengua C. to amend the proof of claim and re-submit an amended claim: Reviewed the documents received from Taramatee S. and drafted email and sent to request and amended copy of proof of claim for WEPPA Claim.	1.40	\$305.00	\$427.00
2022-06-08	TMCELROY	Internal meeting with S. Warner and J. Albert to discuss status of administration and delegation of tasks;	1.50	\$390.00	\$585.00
2022-06-08	SWARNER	Conference call with J Albert & T McElroy for detailed review of file status and created to do; reviewing and editing and signing of 85 accounts receivable collection letters; followup email to insurance broker regarding amended certificate ; requisition payment for J. Lee and posting to general ledger	3.50	\$350.00	\$1,225.00
2022-06-09	JALBERT	Review/sign cheques; review and proposed amendments to auction agreement and forward to counsel for review; email to counsel for meeting to discuss consideration of bankruptcy of company with consideration to HST arrears. Ask Liquidator to amend asset listing to agreement to include all inventories and equipment; Discuss with Danbury that out of pocket costs to dispose to records will be charged as per 3.04(f); review changes provided by counsel on auction agreement forward for Danbury for review and execution	2.10	\$390.00	\$819.00
2022-06-09	AROBINSON	Saved all cover sheets to the LAN	1.50	\$235.00	\$352.50
2022-06-09	SMARWAHA	Attended call with Sheamus M. regarding his WEPPA proof of claim and discussion for next steps for filing his claim with Service Canada:Reviewed WEPPA proof of claim filed by Sheamus M.and updated with service canada for submission of the WEPPA claim: Email Correspondence with Sheamus M, to proceed with next step to file claim with Service Canada	0.70	\$305.00	\$213.50

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Mississauga, ON L4Z 2A9

Attention: Jim Williams

Invoice Date: Jun 30, 2022
Invoice No: 5807
Billing Through: Jun 30, 2022
File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

2022-06-09	TMCELROY	Voicemail left for T. Elliot (Allworks); Email from T. Elliott; Review Certificate of insurance naming Liquidator as loss payee and additional insured; Call with T. Elliott; Email to T. Elliott re removal of third party goods from premises;	0.50	\$390.00	\$195.00
2022-06-09	SWARNER	Reviewed and commented on wire transfer form re insurance payment ; Received and reviewed insurance certificate noting AGI as additional insured ;	0.50	\$350.00	\$175.00
2022-06-10	JALBERT	TC counsel on HST and consideration for bankruptcy of company. Attend at premises for inspection for pre-handlover to liquidator and pick up mail; email exchange Danbury on auction agreement, execute agreement and send wire info for minimum guarantee remittance	1.70	\$390.00	\$663.00
2022-06-10	SMARWAHA	Reviewed WEPPA proof of claim filed by Taramatee S. and updated with service canada for submission of the WEPPA claim: Email Correspondence with Taramatee S. to proceed with next step to file claim with Service Canada:Reviewed WEPPA proof of claim filed by Lillymalar P. and updated with service canada for submission of the WEPPA claim: Email Correspondence and attended call with Lillymalar P. to proceed with next step to file claim with Service Canada: Attended call with Godfrey B. regarding query for his client's employment claim.	1.50	\$305.00	\$457.50
2022-06-13	AROBINSON	Reviewed all files to determine which invoices/ cover sheets were missing and also which did not match the cover sheets 1 hour Reviewed all missing invoices and cover sheets with Suzette and created letters were needed .7 hours	1.70	\$235.00	\$399.50
2022-06-13	JALBERT	Confirm with BMO that auction agreement executed and forward copy. Discuss with Tom arrangements for Allworks to pick up their inventory at premises	0.10	\$390.00	\$39.00
2022-06-13	TMCELROY	Call with Oscan Torres (external accountant) re preparation of T2 and financial statements; Email to Jennifer Lee re Liquidator request for customer report;	0.30	\$390.00	\$117.00
2022-06-13	SWARNER	Received and reviewed T4s and final payroll package from Ceridian; received and reviewed wire transfer confirmation from Danbury and email to Daphna re posting of funds; call with T McElroy & Oscar Ores of Batemen re corporate tax returns and financial statements; call with Jennifer Lee regarding download of trial balance among other things; accounts receivable activities with Ashley	2.60	\$350.00	\$910.00

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Attention: Jim Williams

Invoice

Invoice Date: Jun 30, 2022
Invoice No: 5807
Billing Through: Jun 30, 2022
File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

Professional Fees:

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
2022-06-13	AROBINSON	Sent out Accounts payable letters to all accounts that have email addresses	3.00	\$235.00	\$705.00
2022-06-13	SMARWAHA	Reviewed proof of claim submitted by former employee - Eileen P. and updated with service canada on submission of proof of claim and email correspondence with former employee to confirm the full legal name of the witness and regarding next step to apply with service canada for WEPPA claim: Reviewed proof of claim submitted by former employee - Maritess B. and updated with service canada on submission of proof of claim and email correspondence with former employee regarding next step to apply with service canada for WEPPA claim	1.00	\$305.00	\$305.00
2022-06-14	AROBINSON	Corresponded with many accounts payable accounts	2.00	\$235.00	\$470.00
2022-06-14	JALBERT	Attend premises to meet Danbury and hand over keys and for return of Allworks property	1.80	\$390.00	\$702.00
2022-06-14	SWARNER	Call with Ashley regarding response to accounts receivable collection	0.50	\$350.00	\$175.00
2022-06-15	JALBERT	Teams meeting Suzette to discuss record retention of hard copy records at premises and coordinating meeting with Jim Williams to identify records he needs to keep and store.	0.20	\$390.00	\$78.00
2022-06-15	AROBINSON	Corresponded with several accounts payable and sent invoices to all who requested them that we have record of	0.70	\$235.00	\$164.50
2022-06-15	SMARWAHA	Attended phone call with former employee Lawrence A. in regards to WEPPA package and email correspondence for consent to share WEPPA Package over email and sent WEPPA package via email to Lawrence A.	0.40	\$305.00	\$122.00
2022-06-16	AROBINSON	Reached out to Jennifer re invoices outstanding that creditors have requested	0.50	\$235.00	\$117.50
2022-06-16	JALBERT	Enquire re: filing of HST returns for April to date of receivership and update from S. Warner; Draft email to BMO on HST issues; calculate potential HST assessment should CRA propose assessment on AP.	0.50	\$390.00	\$195.00
2022-06-16	SWARNER	Received and respond to email from First Insurance and provided confirmation of wire payment; email to Len Goodman re HST access code	0.40	\$350.00	\$140.00

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Attention: Jim Williams

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Invoice No: 5807
Billing Through: Jun 30, 2022
File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

Date	Client	Description	Hours	Rate	Total
2022-06-16	SMARWAHA	Call with former employee Mark W. for assistance for filing WEPPA proof of claim: Reviewed proof of claim submitted by former employee - Mark W. and updated with service canada on submission of proof of claim and email correspondence with former employee to apply with service canada for WEPPA claim:Reviewed proof of claim submitted by former employee - Lawrence A. and updated with service canada on submission of proof of claim and email correspondence with former employee to apply with service canada for WEPPA claim.	1.00	\$305.00	\$305.00
2022-06-17	AROBINSON	Corresponded with a few accounts receivable and reviewed emailed to update spreadsheet	0.70	\$235.00	\$164.50
2022-06-17	SMARWAHA	Reviewed WEPPA Proof of claim filed by former employee - Bo Jiang and email correspondence to amend the proof of claim and submit and amended copy with requested changes: Email Correspondence with former employee Fengua C. in regards to WEPPA proof of claim: Reviewed proof of claim submitted by former employee - Geordie L. and updated with service canada on submission of proof of claim and email correspondence with former employee to apply with service canada for WEPPA claim.	1.40	\$305.00	\$427.00
2022-06-20	SWARNER	requisition and post payment to Jennifer Lee, Enbridge and instructions to Daphna re issuing of cheque; received and respond to email from Allworx regarding UPS charge back for non-payment; received and respond to email form Oscar Torres of Bateman MacKay regarding year end filing	0.90	\$350.00	\$315.00
2022-06-20	JALBERT	Review quote of Bateman McKay to complete corporate tax returns; discuss with Suzette re: issues of any loss carry back refunds available and other matters.	0.20	\$390.00	\$78.00

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Mississauga, ON L4Z 2A9

Attention: Jim Williams

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Invoice No: 5807
Billing Through: Jun 30, 2022
File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

2022-06-20	SMARWAHA	Reviewed proof of claim submitted by former employee - Fengua C. and updated with service canada on submission of proof of claim and email correspondence with former employee to apply with service canada for WEPPA claim; Reviewed proof of claim submitted by former employee - Robert H. and updated with service canada on submission of proof of claim and email correspondence with former employee to apply with service canada for WEPPA claim.	0.40	\$305.00	\$122.00
2022-06-22	TMCELROY	Review and respond to correspondence from Anat D. (Comwave) re status of internet connection;	0.10	\$390.00	\$39.00
2022-06-22	JALBERT	review email from external accountant on potential loss carry back refund on filing 2022 tax return; discuss with suzette Warner and ask accountant for call to discuss	0.20	\$390.00	\$78.00
2022-06-23	SWARNER	Received and reviewed mails; ; received accounts receivable cheques and instructions to Daphna; received letter from Service Canada, research request and call to clarify T4 for Shamus; call to former employee to confirm mailing address	1.50	\$350.00	\$525.00
2022-06-23	SMARWAHA	Attended call and email correspondence with former employee Bo J. in regards to WEPPA proof of claim.	0.40	\$305.00	\$122.00
2022-06-24	AROBINSON	Corresponded with multiple accounts payable	0.50	\$235.00	\$117.50
2022-06-24	JALBERT	TC Jim Williams; discuss bankruptcy options and attending at premises for identify records to be stored. discuss him taking possession of server with company records and enquire with liquidator what value, if any server has.	0.40	\$390.00	\$156.00
2022-06-24	SMARWAHA	Reviewed proof of claim submitted by former employee - Bo J. and updated with service canada on submission of proof of claim and email correspondence with former employee to apply with service canada for WEPPA claim.	0.40	\$305.00	\$122.00
2022-06-24	SWARNER	Call from TD Bank and resubmit our letter re account closure ; update accounts receivable collection schedule	1.30	\$350.00	\$455.00
2022-06-27	JALBERT	Call with Suzette re: alarm monitoring and email auctioneer that alarms no long monitored.	0.10	\$390.00	\$39.00
2022-06-27	AROBINSON	Corresponded with a few accounts receivables	0.30	\$235.00	\$70.50
2022-06-27	TMCELROY	Review and respond to correspondence from J. Ordon;	0.10	\$390.00	\$39.00

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Attention: Jim Williams

Invoice

Invoice Date: Jun 30, 2022
Invoice No: 5807
Billing Through: Jun 30, 2022
File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

Professional Fees:

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
2022-06-27	SWARNER	Reviewed HST calculation for April & May 2022 and request analysis of ITC being claimed to confirm payments were actually made to determin if write back is required	0.50	\$350.00	\$175.00
2022-06-28	SWARNER	Meeting with Jennifer Lee to review and update accounts receivable collection report; detailed file review and to do with J Albert & T McElroy; call from prospective buyer re 1800 number	2.50	\$350.00	\$875.00
2022-06-28	JALBERT	Teams meeting S Warner and T McElroy for update/review of all outstanding matters.	0.70	\$390.00	\$273.00
2022-06-28	TMCELROY	File status review with J. Albert and S. Warner and further delegation of tasks;	0.80	\$390.00	\$312.00
2022-06-29	JALBERT	Attend at premises with Jim Williams for inspection and identification of records to be removed by Jim and/or shredded. Inspect status of auction set up	1.50	\$390.00	\$585.00
2022-06-29	SWARNER	updates accounts receivable collection report as per feedback from customers and cross reference customers to accounts payable report ;p prepared letter to Ministry of Transportation for Dasnbury	1.30	\$350.00	\$455.00
2022-06-29	TMCELROY	Email to CRA officer re CRA property claim;	0.20	\$390.00	\$78.00
2022-06-30	TMCELROY	Call with A. Chen (CRA officer) re status of CRA propoerty claim;	0.20	\$390.00	\$78.00
2022-06-30	AROBINSON	Mailed out Notice of Statement of Receiver with Court to all accounts payable	1.50	\$235.00	\$352.50
2022-06-30	SWARNER	File April 2022 HST return; received and responded to email from two vendors	0.60	\$350.00	\$210.00

Total Fees: \$69,433.00
HST: \$9,026.29

Summary by Staff:

	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ashley Robinson (Estate Administrator)	16.10	\$235.00	\$3,783.50
Bryan A. Gelman (Principal, CIRP LIT)	0.20	\$390.00	\$78.00
Daphna Cherniak (Estate Administrator)	1.50	\$200.00	\$300.00
Joe E. Albert (Principal, CIRP,CPA,DIFA. LIT)	51.70	\$390.00	\$20,163.00
Sudhanshu Marwaha (Associate)	35.50	\$305.00	\$10,827.50
Suzette Warner (Associate, CFE,CPA,CGA,FCCA)	35.10	\$350.00	\$12,285.00
Tom McElroy (Mgr, CPA, CA, CBV, CIRP, LIT)	56.40	\$390.00	\$21,996.00

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Attention: Jim Williams

Invoice

Invoice Date: Jun 30, 2022
Invoice No: 5807
Billing Through: Jun 30, 2022
File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

Disbursements:

Non-Taxable Disbursements

SEARCH FEES: \$39.80

Taxable Disbursements

MAIL FORWARDING: \$271.75
PHOTOCOPIES: \$112.00
POSTAGE: \$54.69
PROMERIC FEE: \$275.00

P A I D

Total Disbursements: \$753.24

HST: \$92.77

Amount Due This Invoice: \$79,305.30

Invoice Summary:

TOTAL FEES AND DISBURSEMENTS:	\$70,186.24
TOTAL HST:	\$9,119.06
TOTAL AMOUNT DUE:	\$79,305.30

Payment of this account is due on receipt
HST Registration # 83741 9514 RT0001

Williams Telecommunications Corp.
5610 Kennedy Road
Mississauga, ON L4Z 2A9

Attention: Jim Williams

Invoice

Invoice Date: Jul 30, 2022
Invoice No: 5829
Billing Through: Jul 30, 2022
File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

Professional Fees:

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
2022-07-01	DCHERNIAK	Assembled Mailing Notice & statement of receiver with Court order;	1.00	\$200.00	\$200.00
2022-07-04	SWARNER	Received and responded to email from ASCDI re receivership; received and respond to email from Len Goodman, email to landlord regarding questions from liquidator re sprinkler	0.40	\$350.00	\$140.00
2022-07-04	TMCELROY	Call with individual who is interested in purchasing items at auction;	0.10	\$390.00	\$39.00
2022-07-04	JALBERT	TC accountant to discuss amount of loss carry back refund that can be applied for by completing Feb 2022 tax return of approximately \$17,000; start preparing update report to BMO	0.50	\$390.00	\$195.00
2022-07-05	AROBINSON	Updated spreadsheet with amounts paid and corresponded with some creditors	0.30	\$235.00	\$70.50
2022-07-05	SWARNER	Call to Wendy Rueger of CRA re account assignment ; re fax Notice of receiver and requested call from assigned officer; prepared wire requisition for insurance payment ; prepared requisition and post to general ledger re payment for Jennifer Lee ; instructions to Daphna re issue of cheques; update AR collection spreadsheet and prepared detailed update report to J Albert	1.20	\$350.00	\$420.00
2022-07-05	TMCELROY	Review and respond to J. Fitzpatrick re participation at auction;	0.10	\$390.00	\$39.00
2022-07-05	SMARWAHA	Reviewed proof of claim submitted by former employee - Samson J. and updated with service canada on submission of proof of claim and email correspondence with former employee to apply with service canada for WEPPA claim.Reviewed proof of claim submitted by former employee - Robert H. and updated with service canada on submission of proof of claim and email correspondence with former employee to apply with service canada for WEPPA claim.	0.40	\$305.00	\$122.00
2022-07-06	SWARNER	Received and reviewed mails through the post; received payment and updated AR collection spreadsheet	0.50	\$350.00	\$175.00
2022-07-06	JALBERT	TC counsel to update on entire file; work on report to BMO; TC auctioneer for status update; work on interim report to BMO	1.50	\$390.00	\$585.00
2022-07-06	DCHERNIAK	Set up wire transfer to pay First Insurance;	0.50	\$200.00	\$100.00

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Re: Williams Telecommunications Corp.

Professional Fees:

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
2022-07-07	JALBERT	review and approve for payment fees of independent counsel	0.10	\$390.00	\$39.00
2022-07-07	SMARWAHA	Attended Call with counsel for former employee Kiruba G. regarding her WEPPA claim form: Reviewed proof of claim submitted by former employee - Kiruba G. and updated with service canada on submission of proof of claim and email correspondence with former employee to apply with service canada for WEPPA claim: Reviewed WEPPA payout statement received from Service Canada and updated the excel worksheet: Attended call with Service Canada to lodge for query for claims denial letter letters received for 2 former employees.	0.90	\$305.00	\$274.50
2022-07-07	SWARNER	Received and responded to email from Purolator re outstanding invoices	0.10	\$350.00	\$35.00
2022-07-08	SWARNER	Received and reviewed mail from Canada Post ; reviewed RT0001 NOA and forward to J Albert & T McElroy	0.30	\$350.00	\$105.00
2022-07-08	JALBERT	work on report	3.00	\$390.00	\$1,170.00
2022-07-11	AROBINSON	followed up with many accounts receivables to in order to request they forward all additional funds owed to Williams Tel to our office and responded to many emails	3.00	\$235.00	\$705.00
2022-07-11	TMCELROY	Call with A. Chen (CRA); Email to J. Albert re CRA officer and next steps re property claim;	0.20	\$390.00	\$78.00
2022-07-11	SWARNER	Received and respond to email from lawyer of Earthbend re receivership	0.20	\$350.00	\$70.00
2022-07-11	SMARWAHA	Email Correspondence with Suzette W. regarding the query received from counsel for one of WEPPA applicants on the file.	0.20	\$305.00	\$61.00
2022-07-12	AROBINSON	Communicated several accounts payable	0.80	\$235.00	\$188.00
2022-07-12	JALBERT	Teams meeting Tom McElroy and Suzette Warner for update on remaining matters	0.50	\$390.00	\$195.00
2022-07-12	TMCELROY	Meeting with J. Albert and S. Warner to discuss file status, further delegation of duties and next steps re various items;	0.50	\$390.00	\$195.00
2022-07-13	JALBERT	Work on update report.	2.50	\$390.00	\$975.00
2022-07-13	AROBINSON	Corresponded with a few accounts payable	0.50	\$235.00	\$117.50
2022-07-13	SWARNER	Call from CRA to discuss receivership and CRA property claim	0.30	\$350.00	\$105.00

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Attention: Jim Williams

Invoice

Invoice Date: Jul 30, 2022
Invoice No: 5829
Billing Through: Jul 30, 2022
File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

Professional Fees:

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
2022-07-14	AROBINSON	Reached out to and corresponded with many accounts payable accounts	3.00	\$235.00	\$705.00
2022-07-14	SWARNER	AR reconciliation and commented on AR reporting	0.70	\$350.00	\$245.00
2022-07-14	JALBERT	Em exchange counsel re: EDC guarantee and AR collection and send EDC agreements	0.10	\$390.00	\$39.00
2022-07-15	SWARNER	correct general ledger posting	0.10	\$350.00	\$35.00
2022-07-15	JALBERT	email exchange landlord and confirm he may commence marketing premises for lease	0.10	\$390.00	\$39.00
2022-07-18	SWARNER	Received and responded to email enquiry re purchase of equipment and forward contact details to Danbury; email to Danbury re return of Rogers/Commcast equipment	0.30	\$350.00	\$105.00
2022-07-19	SWARNER	Received and respond to email from Tucker Albin & Associate re status and distribution	0.10	\$350.00	\$35.00
2022-07-20	SWARNER	Received and reviewed various pieces of mail through Canada Post; update accounts receivable schedule with cheques collected; call from Danbury re building monitoring	0.90	\$350.00	\$315.00
2022-07-20	SMARWAHA	Reviewed the WEPPA Administration excel worksheet for former employees who filed the claim and received the eligible amounts from Service Canada: Drafted the reminder letters for two employees to submit their WEPPA claim and sent to Daphna C. for regular mailing the letters to the creditors via email.	0.90	\$305.00	\$274.50
2022-07-22	SWARNER	followup with TD Bank re release of fund in USD account	0.30	\$350.00	\$105.00
2022-07-25	SWARNER	Received reviewed and process payment for Enbridge; received statement from Ministry of Finance and forward notice of receiver; received and reviewed Alectra bill and processed payment	0.60	\$350.00	\$210.00
2022-07-26	SWARNER	Received and reviewed CRA proof of claims for payroll source deduction and HST and entered amounts into ASCEND; call to Wasteco and left message re shredding bin ; email to individual interested in 1800 lines	0.60	\$350.00	\$210.00
2022-07-27	JALBERT	review/approve disbursements; call with Danbury for update on auction; work on report to BMO.	2.00	\$390.00	\$780.00
2022-07-27	SWARNER	Follow-up call to Wasteco re paper shredding; prepared and send email request for bins to be collected and shredding of contents	0.30	\$350.00	\$105.00

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Attention: Jim Williams

Invoice

Invoice Date: Jul 30, 2022

Invoice No: 5829

Billing Through: Jul 30, 2022

File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

2022-07-28	JALBERT	final review of draft report; send to Tom McElroy for 2nd Trustee review, amendments; Teams meeting Suzette to review AR collection efforts and status.	0.80	\$390.00	\$312.00
2022-07-28	SMARWAHA	Email Correspondence with Joe A. regarding the collection of invoice from Government of New Brunswick and analysis of the email thread sent by Government of Brunswick.	0.30	\$305.00	\$91.50
2022-07-29	JALBERT	Forward draft report to independent counsel for review	0.10	\$390.00	\$39.00

Total Fees: \$10,043.50

HST: \$1,305.66

Summary by Staff:

	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ashley Robinson (Estate Administrator)	7.60	\$235.00	\$1,786.00
Daphna Cherniak (Estate Administrator)	1.50	\$200.00	\$300.00
Joe E. Albert (Principal, CIRP, CPA, DIFA, LIT)	11.20	\$390.00	\$4,368.00
Sudhanshu Marwaha (Associate)	2.70	\$305.00	\$823.50
Suzette Warner (Associate, CFE, CPA, CGA, FCCA)	6.90	\$350.00	\$2,415.00
Tom McElroy (Mgr, CPA, CA, CBV, CIRP, LIT)	0.90	\$390.00	\$351.00

Disbursements:

Taxable Disbursements

PHOTOCOPIES:	\$115.00
POSTAGE:	\$38.18
TRAVEL:	\$177.66

Total Disbursements: \$330.84

HST: \$43.06

Amount Due This Invoice: \$11,723.06

Invoice Summary:	
TOTAL FEES AND DISBURSEMENTS:	\$10,374.34
TOTAL HST:	\$1,348.72
TOTAL AMOUNT DUE:	\$11,723.06

Payment of this account is due on receipt
HST Registration # 83741 9514 RT0001

HST No. 83741 9514 RT 0001

Williams Telecommunications Corp.
5610 Kennedy Road
Mississauga, ON L4Z 2A9

Attention: Jim Williams

Invoice

Invoice Date: Aug 31, 2022

Invoice No: 5872

Billing Through: Aug 31, 2022

File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

Professional Fees:

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
2022-08-31	TMCELROY	Review and comments to J. Albert re Receiver's First Report to Court; Review of Landlord Invoice re occupation rent;	2.60	\$390.00	\$1,014.00
2022-08-02	JALBERT	TC G Feldman to discuss draft report; email exchange/update to BMO on status of auction and AR;	0.40	\$390.00	\$156.00
2022-08-02	TMCELROY	Review of Court report and comments to J. Albert re same;	1.10	\$390.00	\$429.00
2022-08-04	TMCELROY	Correspondence from J. Ordon (liquidator); Instructions to D. Cherniak re banking matters;	0.20	\$390.00	\$78.00
2022-08-04	JALBERT	Teams meeting Suzette to discuss AR and set up meeting with Legal counsel on same; email from auctioneer on further payment from auction of \$40,000 just sent and on remaining 3rd party items and have Suzette follow up	0.30	\$390.00	\$117.00
2022-08-05	TMCELROY	Email to representative of PolyAir re removal of third party equipment from premises; Emails to/from Liquidator re storage of third party equipment; Email to Landlord re relinquish possession;	0.60	\$390.00	\$234.00
2022-08-05	JALBERT	Em exchanges Danbury on final items, remaining 3rd party goods	0.10	\$390.00	\$39.00
2022-08-08	JALBERT	Teams update meeting with T McElroy and S Warner; review EDC Claim Checklist	0.70	\$390.00	\$273.00
2022-08-08	TMCELROY	Meeting with S. Warner and J. Albert re file status review and next steps; Voicemail left for Rico G. (landlord) re return of premises; Call with Landlord re transfer of possession; Cal with Liquidator re status of premises and meeting with landlord to transfer possession;	0.80	\$390.00	\$312.00
2022-08-09	TMCELROY	Email to Landlord re return of possession; Discussions with S. Warner re status of utility accounts and handing possession over the landlord;	0.30	\$390.00	\$117.00
2022-08-09	JALBERT	Follow up with external accountant for final quote to complete Feb 2022 tax return for loss carryback refund; review email exchanges T McElroy, landlord and Danbury	0.20	\$390.00	\$78.00
2022-08-10	JALBERT	Review EDC documents teams meeting Suzette to review AR report to prepare for meeting; Teams meeting with Counsel on AR and EDC and next steps in submitting claims to EDC	1.20	\$390.00	\$468.00
2022-08-10	TMCELROY	Discuss status of utility accounts with S. Warner;	0.10	\$390.00	\$39.00

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Williams Telecommunications Corp.
5610 Kennedy Road
Mississauga, ON L4Z 2A9

Attention: Jim Williams

Invoice

Invoice Date: Aug 31, 2022

Invoice No: 5872

Billing Through: Aug 31, 2022

File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
2022-08-15	JALBERT	work on report to court, consider changes by counsel and suggestions by T McElroy;	1.50	\$390.00	\$585.00
2022-08-15	SWARNER	Meeting with Ashley re preparation of documents for EDC submission	0.80	\$350.00	\$280.00
2022-08-16	SWARNER	Received and reviewed notice of cancellation from First Canada Insurance; email to Broker Colin Kerr for clarification on effective date and payment demand; detailed review of accounts receivable, matching invoices and statement and noting missing details EDC claim process	3.10	\$350.00	\$1,085.00
2022-08-16	JALBERT	Review and approve final auction accounting from Danbury; Work further on First Report	1.80	\$390.00	\$702.00
2022-08-17	SWARNER	Requisition and prepared payment of deemed trust re payroll source deduction; prepared letter to CRA to accompany payment and instructions to Daphna re mailing; GL account review and editing	0.70	\$350.00	\$245.00
2022-08-17	JALBERT	teams meeting with S Warner - update on AR and other matters. Email to BMO and their counsel of auction accounting	0.30	\$390.00	\$117.00
2022-08-18	JALBERT	Review Feb 28 2022 Trial Balance and determine inventory write down for year end financial statements and any other year end adjustments needed for accountant; review accountant's engagement letter	0.60	\$390.00	\$234.00
2022-08-18	SWARNER	Pull, reviewed and upload financial data to Bateman Mackay to prepare the Feb 2022 year end result and T2; email to Monique Doma with instructions on inventory write down; email to BMO for banking transaction report	0.70	\$350.00	\$245.00
2022-08-19	SWARNER	Received considered and prepared detailed responses to questions from insurance broker; received and responded to email from Enbridge re closure and transfer of account to landlord	0.40	\$350.00	\$140.00
2022-08-22	JALBERT	work on report sections for AR and review of AR collection report; discuss with Suzette, including update on EDC claims process; review/confirm landlord's calculation of occupation rent of \$65,315	1.80	\$390.00	\$702.00
2022-08-22	SWARNER	finalized pulling, labelling and cross referencing of invoice with statement and ledger in preparation for EDC claim process; call to EDC for clarification of claim process, research EDC claim administration process; reviewed BMO activity report for July 2022; update accounts receivable collection analysis ; reconciliation of collection analysis with ASCEND	3.20	\$350.00	\$1,120.00

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Williams Telecommunications Corp.
5610 Kennedy Road
Mississauga, ON L4Z 2A9

Attention: Jim Williams

Invoice

Invoice Date: Aug 31, 2022

Invoice No: 5872

Billing Through: Aug 31, 2022

File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

Professional Fees:

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
2022-08-22	TMCELROY	Review and respond to correspondence from landlord re calculation of occupancy rent;	0.20	\$390.00	\$78.00
2022-08-22	DCHERNIAK	Issued and assembled various cheques;	0.20	\$200.00	\$40.00
2022-08-23	JALBERT	review AR with S Warner for report write-up. Work on R&D statement for report; Conf Call Jim Williams with S Warner to review all outstanding AR in detail and EDC process	1.70	\$390.00	\$663.00
2022-08-23	SWARNER	Email correspondence with Jim Williams re EDC claim process ; conference call with J Williams and J Albert to further discuss EDC claim process and certain customer account; call to Robert Samders at EDC and left message; Call from C Ellis at EDC per my previous call on EDC claims process; detailed follow-up email to C Ellis and R Sanders of EDC for guidance on the Receiver access to EDC process; call with J Albert to review updated accounts receivable analysis; posting of journal entries per GL account reconciliation and J Albert instructions	3.00	\$350.00	\$1,050.00
2022-08-24	JALBERT	Teams meeting S Warner on EDC communications and issues in obtaining their portal access to upload claims; review EDC policy on claim submission process etc. Teams meeting scheduled with EDC	0.60	\$390.00	\$234.00
2022-08-24	SWARNER	Email to Ministry of Finance BC re collection notice ; email to Allstream re account cancellation; received, reviewed and action mails though Canada Post; email correspondence with EDC regarding receivable claims and set up of meeting; email to J Williams re EDC online access and followup on items per previous telephone discussion	0.70	\$350.00	\$245.00
2022-08-25	TMCELROY	Email to Landlord re invoice for occupation rent;	0.10	\$390.00	\$39.00
2022-08-25	SWARNER	Received and accrue accounting fees re T2 preparation	0.20	\$350.00	\$70.00
2022-08-25	JALBERT	Analysis and update of AR section of report.	0.80	\$390.00	\$312.00
2022-08-26	JALBERT	Work on report and complete detailed write up of AR section.	1.70	\$390.00	\$663.00
2022-08-29	JALBERT	Teams meeting S Warner for update on AR submission to EDC; draft statement of receipts and disbursements for report.	1.20	\$390.00	\$468.00

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Williams Telecommunications Corp.
5610 Kennedy Road
Mississauga, ON L4Z 2A9

Attention: Jim Williams

Invoice

Invoice Date: Aug 31, 2022
Invoice No: 5872
Billing Through: Aug 31, 2022
File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

2022-08-29	SWARNER	Call with J Albert to discuss accounts receivable and next steps ; received and returned call to Mack Communication re status of Receivership; follow up with J Williams re online access to EDC ; received , reviewed and requisition Enbridge final bill for payment; posted disbursement to ASCEND	0.90	\$350.00	\$315.00
2022-08-30	JALBERT	Update receipts and disbursements report for report; Teams call with S Warner to prepare for call with EDC and on recent payment from customers; Teams meeting with EDC	0.80	\$390.00	\$312.00
2022-08-30	TMCELROY	Review and respond to correspondence from Landlord re request for accelerated rent;	0.20	\$390.00	\$78.00
2022-08-30	SWARNER	Received email from BMO re wire transfer and updated banking transaction report; update accounts receivable collection schedule with updated information; call with J Albert to discuss and prepare for meeting with EDC; meeting with EDC representative and J Albert to discuss file status and claims ; received and reviewed documentation from EDC on submissions of claim; begin submission of claims for accounts receivable	3.50	\$350.00	\$1,225.00
2022-08-31	JALBERT	review EDC claim acknowledgments and cancellations with reasons and discuss with Suzette; review T McElroy's suggested amendments to report; update report and insert background section; review/approve payment of occupation rent of \$76,280.	1.50	\$390.00	\$585.00
2022-08-31	SWARNER	Prepared and sent letter to EDC re changes to main contact on policies and request for update re payment of claims ; continue updating of accounts Receivable claims	2.50	\$350.00	\$875.00
2022-08-31	NPATEL	Discussion with Suzette regarding g/l and Hst return (June 23 - 30 MIN) Prepared Hst return and emailed Suzette for approval (June 27 - 2 hours)	2.50	\$325.00	\$812.50

Total Fees: \$16,873.50
HST: \$2,193.56

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Williams Telecommunications Corp.
5610 Kennedy Road
Mississauga, ON L4Z 2A9

Attention: Jim Williams

Invoice

Invoice Date: Aug 31, 2022
Invoice No: 5872
Billing Through: Aug 31, 2022
File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

Summary by Staff:

	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Daphna Cherniak (Estate Administrator)	0.20	\$200.00	\$40.00
Joe E. Albert (Principal, CIRP, CPA, DIFA, LIT)	17.20	\$390.00	\$6,708.00
Neeta Patel (CPA, CGA)	2.50	\$325.00	\$812.50
Suzette Warner (Associate, CFE, CPA, CGA, FCCA)	19.70	\$350.00	\$6,895.00
Tom McElroy (Mgr, CPA, CA, CBV, CIRP, LIT)	6.20	\$390.00	\$2,418.00

Amount Due This Invoice: \$19,067.06

Invoice Summary:

TOTAL FEES AND DISBURSEMENTS:	\$16,873.50
TOTAL HST:	\$2,193.56
TOTAL AMOUNT DUE:	\$19,067.06

Payment of this account is due on receipt
HST Registration # 83741 9514 RT0001

Williams Telecommunications Corp.
5610 Kennedy Road
Mississauga, ON L4Z 2A9

Attention: Jim Williams

Invoice

Invoice Date: Dec 27, 2022

Invoice No: 6163

Billing Through: Jan 1, 2099

File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

Professional Fees:

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
2022-08-02	SWARNER	Call from TD Bank re account closure and transfer of funds ; arranged for bank draft to be collected by Daphna ; received and revied bank statements for January 2022 to date ; received and responded to email from Elite Structure Cable re unsecured creditors claim	0.60	\$350.00	\$210.00
2022-08-05	SWARNER	Received cheque from customer and update collection analysis spreadsheet; received USD cheque from TD Bank and follow-up email re clarification on amount of cheque ; numerous email with Purolator re collection of third party items; meeting with Ashley Robinson for detailed review of accounts receivable collections	2.10	\$350.00	\$735.00
2022-08-05	AROBINSON	Reviewed current accounts payable sheet with Suzette	1.50	\$235.00	\$352.50
2022-08-08	AROBINSON	Reached out to a few accounts payable that have not yet responded to our emails and phone calls	1.00	\$235.00	\$235.00
2022-08-09	SWARNER	Prepared and sent letters to Enbridge , Alectra and First Canada Insurance re termination of accounts	1.20	\$350.00	\$420.00
2022-08-10	SWARNER	Prepared for and attended meeting with Gary Freeman and J Albert to discuss EDC receivable process and next steps ; Received and responded to email from Landlord re utilities; researched and obtained account numbers for Peel Region and Reliance Home Comfort and prepared and sent letters for transfer of account to Landlord; received and reviewed mail though Canada Post	2.10	\$350.00	\$735.00
2022-08-11	SWARNER	Received and reviewed account confirmation email from Allectra	0.20	\$350.00	\$70.00
2022-08-16	AROBINSON	Copied all invoices and statements into a new folder for each accounts payable outstanding	2.50	\$235.00	\$587.50
2022-08-16	AROBINSON	Made a list of all invoices and statements outstanding	1.00	\$235.00	\$235.00
2022-08-25	AROBINSON	Sent out credit required invoices	0.20	\$235.00	\$47.00
2022-08-31	TMCELROY	Review and comments to J. Albert re Receiver's First Report to Court; Review of Landlord Invoice re occupation rent;	2.60	\$390.00	\$1,014.00
2022-09-01	JALBERT	update and complete AR and background sections of report and send to legal counsel for review.	1.00	\$390.00	\$390.00
2022-09-02	JALBERT	Discuss with S warner the EDC progress	0.20	\$390.00	\$78.00
2022-09-07	JALBERT	TC Gary Feldman to review draft report and suggested amendments.	0.50	\$390.00	\$195.00
2022-09-08	TMCELROY	Update case website;	0.30	\$390.00	\$117.00

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Williams Telecommunications Corp.
5610 Kennedy Road
Mississauga, ON L4Z 2A9

Attention: Jim Williams

Invoice

Invoice Date: Dec 27, 2022

Invoice No: 6163

Billing Through: Jan 1, 2019

File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

Professional Fees:

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
2022-09-08	JALBERT	review comments from counsel on interim report; amend report and final read and issue to counsel to Williams, BMO and have Suzette e-file; provide year documents needed by accountant for 2022 tax return; Teams meeting Suzette on EDC claim filings for outstanding accounts, documents being requested by EDC and whether we file claims where customers have set -off.	1.70	\$390.00	\$663.00
2022-09-08	SWARNER	Call with J. Albert to determine next steps re EDC claims. Detailed review of email re EDC claims; prepared detailed responses per information request; received and reviewed and actioned numerous Canada post mail	3.20	\$350.00	\$1,120.00
2022-09-08	SMARWAHA	INSOL:BANKOFMONTREAL	0.20	\$305.00	\$61.00
2022-09-09	JALBERT	review standard EDC response to claims with Suzette to consider response	0.30	\$390.00	\$117.00
2022-09-09	SWARNER	Received and responded to several emails from EDC re accounts receivable claims; call with J Albert to discuss EDC claim and information requested by EDC	1.00	\$350.00	\$350.00
2022-09-09	SMARWAHA	Extracted the backup calculations for HST Return for RT 0002 Account and sent to Suzette W. for review and approval.	0.90	\$305.00	\$274.50
2022-09-12	SWARNER	Received and responded to emails from EDC re accounts receivable claim ; reviewed and commented on HST return for RT0002 account	0.60	\$350.00	\$210.00
2022-09-12	SMARWAHA	Attended call with Suzette W. regarding the HST RT 0002 returns for the corporation: E-filed with CRA HST RT 0002 returns over web and saved the confirmation on LAN and sent copies to Suzette W.	0.60	\$305.00	\$183.00
2022-09-13	AROBINSON	Reached out to creditor re cheque not cashed	0.10	\$235.00	\$23.50
2022-09-13	SMARWAHA	Attended call with Region of Peel regarding billings for water bill for two accounts to confirm the bill for specific period: Drafted the letter to be sent to Region of Peel for refund of credit on account and sent to Suzette W. for review and sent the finalised copy to Region of Peel via email.	1.30	\$305.00	\$396.50
2022-09-14	JALBERT	Review of memo and details of disposal costs from Danbury and respond to bank on their enquiry as to same.	0.40	\$390.00	\$156.00

Williams Telecommunications Corp.
5610 Kennedy Road
Mississauga, ON L4Z 2A9

Attention: Jim Williams

Invoice

Invoice Date: Dec 27, 2022

Invoice No: 6163

Billing Through: Jan 1, 2099

File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

2022-09-14	SWARNER	Retrieved bank statements from BMO and saved to LAN ; compiled documents requested by Bateman Mackay re year end financial and submitted accordingly	0.50	\$350.00	\$175.00
2022-09-16	SWARNER	Call from the Ministry of Finance BC re PST account and followup email to advise the Receiver will not require one	0.30	\$350.00	\$105.00
2022-09-19	JALBERT	Teams meeting S Warner on documents to complete fiscal year end tax return to allow for refund credit and schedule meeting with accountant	0.10	\$390.00	\$39.00
2022-09-19	SWARNER	Call from representative of Supertech regarding status of Receivership and amount owing	0.20	\$350.00	\$70.00
2022-09-21	SWARNER	Received and reviewed mail through Canada Post	0.20	\$350.00	\$70.00
2022-09-22	JALBERT	Conference call Bateman McKay on completion of 2022 fiscal year end tax return, inventory and AR reserves and other balance sheet items.	0.50	\$390.00	\$195.00
2022-09-22	SWARNER	Attended meeting with J Albert and representative of Bateman MacKay to discuss year end financial report	0.50	\$350.00	\$175.00
2022-09-23	SWARNER	Received and responded to email request from Bateman Mackay	0.30	\$350.00	\$105.00
2022-09-29	SMARWAHA	Review of letter from CRA for the refund for HST RT 0002 Account and for refund being withheld due to pending HST RT 0001 Returns and sent to Suzette W. via email and saved the copy on LAN.	0.20	\$305.00	\$61.00
2022-09-30	SWARNER	Received and reviewed mail thought Canada Post and save relevant documents accordingly	0.40	\$350.00	\$140.00
2022-10-03	SWARNER	Call with CRA re Deemed trust claim	0.30	\$350.00	\$105.00
2022-10-07	JALBERT	Update from accountant on status and timing of tax return for loss carry-back and commence update to counsel on status of file	0.30	\$390.00	\$117.00
2022-10-07	SMARWAHA	Review of CRA letter for HST Audit to be conducted : Called CRA officer and left voicemail to discuss the HST audit conducted by CRA: Review of information and compiled the copy of invoices for CRA HST Audit: Email Correspondence with Suzette W. and Daphna C. regarding the Invoice from Chaitons LLP for legal costs for HST Audit to be sent to CRA.	0.90	\$305.00	\$274.50
2022-10-11	JALBERT	Draft update to our counsel and BMO and their counsel on administration	0.70	\$390.00	\$273.00
2022-10-11	SWARNER	Received and reviewed payment advice from EDC and instructions to Daphna re banking; reviewed and commented on documents per HST audit request	0.70	\$350.00	\$245.00

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Williams Telecommunications Corp.
5610 Kennedy Road
Mississauga, ON L4Z 2A9

Attention: Jim Williams

Invoice

Invoice Date: Dec 27, 2022

Invoice No: 6163

Billing Through: Jan 1, 2099

File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

2022-10-11	SMARWAHA	Correspondence with Joe A. regarding the status update and the backup compiled for CRA HST Audit : Drafted the response and compiled the package to be sent to CRA for Audit: Correspondence with Suzette W. for drafted compiled package for CRA HST Audit and amended the package per suggestions	1.20	\$305.00	\$366.00
2022-10-12	SWARNER	Received and responded to email from KRG Insurance Broker re file status	0.10	\$350.00	\$35.00
2022-10-12	SMARWAHA	Amendments made to the compiled revert package to CRA for HST Audit on file and sent the finalised copy to CRA via FAX.	0.70	\$305.00	\$213.50
2022-10-13	SWARNER	Received and reviewed mail through Canada Post	0.20	\$350.00	\$70.00
2022-10-18	SWARNER	Received and reviewed mails though Canada Post; prepared payment re final bill for Alectra	0.30	\$350.00	\$105.00
2022-10-24	SWARNER	Followup email to Bateman Mackay re draft financial statements; received and responded to email from Colin Kerr insurance Broker re file status etc	0.40	\$350.00	\$140.00
2022-10-25	JALBERT	Consider enquiry from BMO of applying for discharge and dealing with administrative matters afterwards; review status of HST returns and trust balances and HST deemed trust	0.30	\$390.00	\$117.00
2022-10-26	JALBERT	TC with counsel on preparation of discharge of Receiver with all ancillary duties to continue.	0.20	\$390.00	\$78.00
2022-10-27	JALBERT	review draft financial statements prepared by accountant for 2022.	0.10	\$390.00	\$39.00
2022-10-27	SWARNER	Received and reviewed draft financial statement from Bateman MacKay; call with J Albert redraft financial and email to Bateman as per J Albert's comments re recoverable refund	0.50	\$350.00	\$175.00
2022-11-03	JALBERT	Review draft 2022 financial statements and note estimated tax refund for loss carry back and approve.	0.20	\$390.00	\$78.00
2022-11-04	SWARNER	Call to Enbridge gas to initiate refund on account; email to Bateman Mackay re approval of Feb 20222 financial statement; received and responded to email from Colin Kerr re potential secure creditors recourse	0.40	\$350.00	\$140.00
2022-11-07	SWARNER	Received and reviewed email from Bateman Mackay; retrieved download and save final financial statements and email to J Albert for signature	0.40	\$350.00	\$140.00
2022-11-08	SWARNER	Respond to email from Colin Kerr (Ins Broker) re Chubb underwriter enquiry	0.20	\$350.00	\$70.00
2022-11-16	JALBERT	Work on Final Report to Court	1.50	\$390.00	\$585.00
2022-11-16	SWARNER	Email to J Willimas re 407ETR bill and request to change mailing as account is in personal name	0.10	\$350.00	\$35.00

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Williams Telecommunications Corp.
5610 Kennedy Road
Mississauga, ON L4Z 2A9

Attention: Jim Williams

Invoice

Invoice Date: Dec 27, 2022

Invoice No: 6163

Billing Through: Jan 1, 2099

File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
2022-11-18	SMARWAHA	Reviewed Statement of Account from Service Canada and saved on LAN.	0.10	\$305.00	\$30.50
2022-11-21	JALBERT	work on report to Court	0.30	\$390.00	\$117.00
2022-11-21	SWARNER	Call with 407ETR to discuss account and confirmed amounts will be written off	0.20	\$350.00	\$70.00
2022-11-22	JALBERT	Work on final report; advise s Marwaha to file Sept and Oct post-receivership HST returns for further refund application; request S Warner to complete and file final pre-receivership HST return to apply for credit on AR write-offs and to obtain account from EDC of accounts in progress still and declined.	1.50	\$390.00	\$585.00
2022-11-24	JALBERT	Work on final report	0.40	\$390.00	\$156.00
2022-11-30	SWARNER	commenced Work AR write back and final HST for RT0001	2.80	\$350.00	\$980.00
2022-12-05	JALBERT	Teams meeting Suzette to review HST and AR write-offs etc	0.40	\$390.00	\$156.00
2022-12-05	SWARNER	meeting with J Albert to review HST writeback and EDC claims	0.50	\$350.00	\$175.00
2022-12-07	SWARNER	Call from CRA re RT0002 audit and discuss accordingly ; refax response to audit request	0.30	\$350.00	\$105.00
2022-12-08	JALBERT	Update draft final report	0.30	\$390.00	\$117.00
2022-12-10	SWARNER	Finalized HST calculation	0.40	\$350.00	\$140.00
2022-12-13	JALBERT	review final pre-receivership HST return with adjustments to reduce for AR write-offs and approve for filing; review/approve AGI's estimate of HST deemed trust upon filing final pre-receivership HST return	0.30	\$390.00	\$117.00
2022-12-17	JALBERT	request final legal fees of Chaitons; update interim SRD for report; email to BMO with updated SRD and accruals and request for further borrowing of \$20,000; update report sections on HST.	1.00	\$390.00	\$390.00
2022-12-19	JALBERT	Complete AR write up of report and reconcile to AR collection schedule; forward to Suzette to review and approve	0.40	\$390.00	\$156.00
2022-12-19	SWARNER	reviewed and commented on accounts receivable write up; call with CRA regarding RT0002 audit and confirm no adjustment will be made ; file final RT0001 return	0.80	\$350.00	\$280.00
2022-12-22	JALBERT	update final report and send to Gary Felman for review	0.30	\$390.00	\$117.00

Albert Gelman Inc. - 60 Shaftesbury Avenue, Toronto, ON | M4T 1A3 - Tel: 416 504 1650 - Fax: 416 504 1655 - albertgelman.com

Williams Telecommunications Corp.
5610 Kennedy Road
Mississauga, ON L4Z 2A9

Attention: Jim Williams

Invoice

Invoice Date: Dec 27, 2022

Invoice No: 6163

Billing Through: Jan 1, 2099

File ID: WILLTECH-C:

Re: Williams Telecommunications Corp.

2022-12-23	JALBERT	review updated HST deemed trust claim; note does not reconcile to original claim and need transaction detail of reduction likely from Tax Refund or Post Receivership credits	0.20	\$390.00	\$78.00
2022-12-23	SWARNER	Call with CRA re variance in proof of claim dated Dec 12, 2022	0.20	\$350.00	\$70.00

Total Fees: \$17,351.00

HST: \$2,255.63

Summary by Staff:

	Hours	Rate	Amount
Ashley Robinson (Estate Administrator)	6.30	\$235.00	\$1,480.50
Joe E. Albert (Principal, CIRP, CPA, DIFA, LIT)	13.10	\$390.00	\$5,109.00
Sudhanshu Marwaha (Associate)	6.10	\$305.00	\$1,860.50
Suzette Warner (Associate, CFE, CPA, CGA, FCCA)	22.20	\$350.00	\$7,770.00
Tom McElroy (Mgr, CPA, CA, CBV, CIRP, LIT)	2.90	\$390.00	\$1,131.00

Disbursements:

Taxable Disbursements

PHOTOCOPIES:	\$2.00
POSTAGE:	\$28.09

Total Disbursements: \$30.09

HST: \$3.92

Amount Due This Invoice: \$19,640.64

Invoice Summary:	
TOTAL FEES AND DISBURSEMENTS:	\$17,381.09
TOTAL HST:	\$2,259.55
TOTAL AMOUNT DUE:	\$19,640.64

Payment of this account is due on receipt
HST Registration # 83741 9514 RT0001

HST No. 83741 9514 RT 0001

Court File No. CV-22-00681036-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

B E T W E E N:

BANK OF MONTREAL

Applicant

- and -

WILLIAMS TELECOMMUNICATIONS CORP.

Respondent

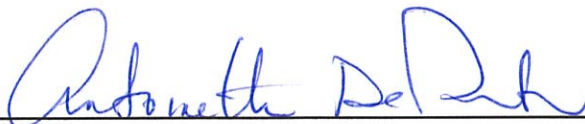
APPLICATION UNDER Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C 1985, c. B-3, as amended and Section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended

AFFIDAVIT OF GARY FELDMAN

I, **GARY FELDMAN**, of the City of Vaughan, in the Province of Ontario **MAKE OATH AND SAY AS FOLLOWS:**

1. I am a partner with the law firm of Chaitons LLP ("**Chaitons**"), lawyers for Albert Gelman Inc. in its capacity as Court-appointed receiver in this proceeding (the "**Receiver**"), and as such have knowledge of the matters to which I hereinafter depose.
2. Attached hereto as **Exhibit "A"** are true copies of the accounts issued by Chaitons to the Receiver for the period ending December 20, 2022, totalling \$18,710.87 (comprised of fees of \$16,506.68, disbursements of \$53.45 and HST of \$2,150.74) with respect to this proceeding.

THIS IS EXHIBIT "A" TO
THE AFFIDAVIT OF GARY FELDMAN
SWORN BEFORE ME THIS
28TH DAY OF FEBRUARY, 2023

A handwritten signature in blue ink, appearing to read "Antonette DeDe", written over a horizontal line.

A Commissioner Etc.

Chaitons^{LLP}

INVOICE NUMBER: 285801

June 30, 2022

ALBERT GELMAN INC.
100 SIMCOE STREET
SUITE 125
TORONTO, ON M5H 3G2

Re: **WILLIAMS TELECOMMUNICATIONS CORP.**
Our file: 008420-69937

FOR PROFESSIONAL SERVICES RENDERED on this matter up to and including June 30, 2022:

PROFESSIONAL FEES

SUBJECT TO HST	\$9,736.68	
SUB-TOTAL		\$9,736.68

DISBURSEMENTS

NON TAXABLE	\$16.00	
SUBJECT TO HST	\$37.45	
SUB-TOTAL		\$53.45
HST at 13.00%		\$1,270.64

GRAND TOTAL

\$11,060.77

Amount payable on the current invoice	\$11,060.77
Plus outstanding invoices on this matter	\$0.00
Amount Due	<u>\$11,060.77</u>
Trust Balance	

HST No R124110933

INVOICE NUMBER: 285801

E. & O.E. Payment due on receipt of the account. In Accordance with the Solicitor's Act, interest will be charged on any unpaid balance at the rate of 0.5% per annum commencing one month after delivery of this account.

PROFESSIONAL FEES:

May 5, 22	GNF	To receipt and review of corporate profile and consultant's report dated October 8, 2021 including schedules;
May 6, 22	GNF	To receipt of email correspondence from solicitor for Bank of Montreal and telephone discussion with Joe Albert to discuss optimal strategy for liquidating and realizing on the assets;
May 6, 22	GNF	To telephone discussion with Tony Van Klink, solicitor for Bank of Montreal, and correspondence to Joe Albert;
May 9, 22	GNF	To receipt and review of Personal Property Security Act search;
May 10, 22	GNF	To receipt and review of email correspondence from Tony Van Klink with draft order for the appointment of the receiver;
May 12, 22	GNF	To reviewing and amending draft receivership order and telephone discussions with Joe Albert and Tony Van Klink to discuss changes to the order and address the borrower's proposed termination process;
May 12, 22	GNF	To correspondence from and to Joe Albert dealing with the issue of employee termination and amendments to the draft order;
May 17, 22	GNF	To receipt and review of amended draft order, correspondence from the solicitor for the borrower and correspondence to Joe Albert;
May 17, 22	GNF	To receipt and review of application record including Bank of Montreal security and priorities agreement;
May 18, 22	GNF	To correspondence from and to Tony Van Klink;
May 19, 22	GNF	To correspondence to and from solicitor for Bank of Montreal with respect to prospective purchaser;
May 20, 22	GNF	To receipt of various correspondence from Joe Albert dealing with administrative matters, telephone discussion with Joe Albert to discuss the sales process in the event there is interest in purchasing the business on a going concern basis and telephone call and correspondence to the solicitor for Connex Telecommunications Corporation;

May 20, 22	GNF	To receipt and review of email report from the receiver on taking possession and outlining issues and items to be dealt with;
May 24, 22	GNF	To correspondence from receiver, Bank of Montreal and solicitor for Bank of Montreal;
May 25, 22	GNF	To receipt and review of non disclosure agreement and correspondence to Joe Albert;
May 25, 22	GNF	To preparing release, access and indemnity agreement;
May 26, 22	GNF	To receipt and review of inventory list and disclaimer and correspondence to Joe Albert with comments;
May 26, 22	GNF	To correspondence from and telephone discussion with Joe Albert to discuss appropriate strategy in dealing and/or negotiating with Connex Telecommunications and its counsel;
Jun 6, 22	GNF	To correspondence from receiver with timeline for final bids;
Jun 7, 22	GNF	To receipt and review of lease for the premises and liquidation proposals and conference call with receiver and bank to review the terms and conditions of the proposals;
Jun 8, 22	GNF	To telephone discussion with Joe Albert, correspondence to solicitor for the landlord and completing vetting opinion to the receiver;
Jun 9, 22	GNF	To receipt and review of the Danbury liquidation services agreement and making proposed changes;
Jun 10, 22	GNF	To telephone discussion with Joe Albert with respect to finalizing the liquidation services agreement and to review outstanding HST indebtedness and canvass the need for a bankruptcy at this time.

TOTAL PROFESSIONAL FEES
\$9,736.68

HST at 13.00%

1,265.77

Chaitons^{LLP}

4.

DISBURSEMENTS:**Subject to HST:**

Internet Search Fee Taxable	\$37.45	
		\$37.45

Non-Taxable:

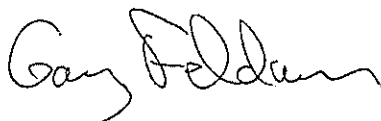
Government Disbursement Internet Search Non-tax.	\$16.00	
		\$16.00

TOTAL DISBURSEMENTS

HST at 13.00%

\$53.45

4.87

GRAND TOTAL**\$11,060.77****CHAITONS LLP**


per: _____

Gary N. Feldman

LAWYERS' SUMMARY:

Lawyers and legal assistants involved	Hourly Rate	Hours Billed	Total Billed
GARY N. FELDMAN	\$593.70	16.40	\$9,736.68
Total:		16.40	\$9,736.68

Chaitons^{LLP}

INVOICE NUMBER: 287204

October 25, 2022

ALBERT GELMAN INC.
100 SIMCOE STREET
SUITE 125
TORONTO, ON M5H 3G2

Re: WILLIAMS TELECOMMUNICATIONS CORP.
Our file: 008420-69937

FOR PROFESSIONAL SERVICES RENDERED on this matter up to and including October 31, 2022:

PROFESSIONAL FEES

SUBJECT TO HST	\$6,770.00	
SUB-TOTAL		\$6,770.00
HST at 13.00%		\$880.10

GRAND TOTAL

\$7,650.10

Amount payable on the current invoice	\$7,650.10
Plus outstanding invoices on this matter	\$0.00
Amount Due	<u>\$7,650.10</u>
Trust Balance	

HST No R124110933

INVOICE NUMBER: 287204

E. & O.E. Payment due on receipt of the account. In Accordance with the Solicitor's Act, interest will be charged on any unpaid balance at the rate of 0.5% per annum commencing one month after delivery of this account.

PROFESSIONAL FEES:

Jul 6, 22	GNF	To telephone discussion with Joe Albert with respect to various issues including potential loss to BMO, potential HST repercussions and possible need for a bankruptcy and pursuit of 2 substantial account debtors;
Jul 14, 22	GNF	To telephone discussion with Tony Van Klink to discuss the EDC guarantee and steps to be taken to collect outstanding receivables and realize on the EDC guarantee;
Jul 14, 22	GNF	To correspondence to and from Joe Albert re collection of the outstanding receivables;
Aug 2, 22	GNF	To receipt and review of draft report and amending same;
Aug 2, 22	GNF	To telephone discussion with Joe Albert to discuss the draft report and outstanding receivables;
Aug 2, 22	GNF	To receipt and review of coverage certificates from Export Development Canada for domestic and foreign receivables;
Aug 5, 22	GNF	To receipt and review of the general terms and conditions and coverage certificates relative to the EDC insurance for Cdn and US dollar receivables;
Aug 8, 22	GNF	To telephone discussion with Cam Ellis at EDC to discuss the claims process and documentation required;
Aug 10, 22	GNF	To conference call with Joe Albert and Suzette Warner to review and discuss outstanding receivables and the claims process for dealing with Export Development Canada;
Aug 12, 22	GNF	To correspondence to solicitor for BMO providing an update on the status of the receivables collections;
Sep 6, 22	GNF	To receipt and review of draft receiver's report dated September, 2022;
Sep 7, 22	GNF	To telephone update with Joe Albert and dictating proposed amendments to the receiver's interim report;

HST No R124110933

INVOICE NUMBER: 287204

E. & O.E. Payment due on receipt of the account. In Accordance with the Solicitor's Act, interest will be charged on any unpaid balance at the rate of 0.5% per annum commencing one month after delivery of this account.

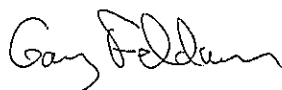
Chaitons^{LLP}

3.

Sep 8, 22	GNF	To final review of and amendments to the receiver's interim report;
Oct 12, 22	GNF	To receipt of updated report from Joe Albert;
Oct 21, 22	CJS	Review of receiver's report and issues to be addressed and recommendation re proceeding with discharge motion.

TOTAL PROFESSIONAL FEES	\$6,770.00
HST at 13.00%	880.10
GRAND TOTAL	\$7,650.10

CHAITONS LLP



per: _____

Gary N. Feldman

HST No R124110933

INVOICE NUMBER: 287204

E. & O.E. Payment due on receipt of the account. In Accordance with the Solicitor's Act, interest will be charged on any unpaid balance at the rate of 0.5% per annum commencing one month after delivery of this account.

DOC#10447463v1

LAWYERS' SUMMARY:

Lawyers and legal assistants involved	Hourly Rate	Hours Billed	Total Billed
CHRISTOPHER STAPLES	\$725.00	1.00	\$725.00
GARY N. FELDMAN	\$650.00	9.30	\$6,045.00
Total:		10.30	\$6,770.00

THIS IS EXHIBIT "B" TO
THE AFFIDAVIT OF GARY FELDMAN
SWORN BEFORE ME THIS
28TH DAY OF FEBRUARY, 2023

A handwritten signature in blue ink, appearing to read "Antonio De La", written over a horizontal line.

A Commissioner Etc.

SUMMARY

Lawyer	Year of Call	Hours Billed	Hourly Rate	Amount Billed
Gary Feldman	1979	25.70	\$621.85	\$15,781.68
Christopher Staples	1990	1.00	\$725.00	\$725.00
Total Hours and Amounts Billed		26.70		\$16,506.68
Average Hourly Rate			\$673.43	
Total Disbursements				\$53.45
Total Taxes (HST)				\$2,150.74
TOTAL				\$18,710.87

BANK OF MONTREAL

Applicant

and

WILLIAMS TELECOMMUNICATIONS CORP.

Respondent

Court File No. CV-22-00681036-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at TORONTO

MOTION RECORD

CHAITONS LLP
5000 Yonge Street, 10th Floor
Toronto, ON M2N 7E9

Christopher J. Staples (LSO #31302R)
Tel: 416-218-1147
Email: chris@chaitons.com

**Lawyers for Albert Gelman Inc.
in its capacity as Receiver of
Williams Telecommunications Corp**