

IN THE COURT OF KING'S BENCH OF NEW BRUNSWICK
TRIAL DIVISION
JUDICIAL DISTRICT OF SAINT JOHN

IN THE MATTER OF THE RECEIVERSHIP OF **ROYAL OAKS GOLF CLUB INC.**

-and-

PURSUANT TO Section 33 of The *Judicature Act*, R.S.N.B 1973, Ch. J-2, Rule 41, Rules of Court,
New Brunswick and Section 243 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3

BETWEEN:

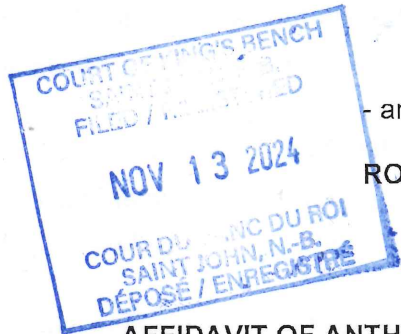
CWB MAXIUM FINANCIAL INC.

Applicant,

- and -

ROYAL OAKS GOLF CLUB INC.

Respondent.



AFFIDAVIT OF ANTHONY S. RICHARDSON

I, **Anthony S. Richardson**, of the City of Fredericton, in the County of York, in the Province of New Brunswick, **MAKE OATH AND SAY AS FOLLOWS:**

1. I am a Partner with the law firm of McInnes Cooper ("McInnes Cooper"), solicitors for the Court Appointed Receiver, Deloitte Restructuring Inc., in the within matter and as such, I have personal knowledge of the evidence sworn to in this affidavit except where otherwise stated to be based on information or belief.
2. I had primary carriage of this matter at McInnes Cooper.
3. Attached hereto and collectively marked as **Exhibit "A"** are true copies of the detailed invoices issued by McInnes Cooper for fees and disbursements (collectively, the **"Invoices"**) in this matter covering the period of February 16, 2024, to October 30, 2024 (the **"Period"**)

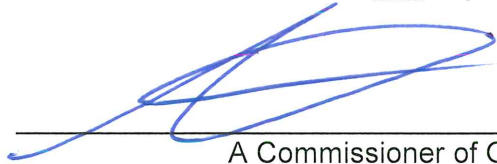
4. As detailed in the Invoices, from the period of February 16, 2024, to October 30, 2024, McInnes Cooper's invoiced fees amount to \$79,704.50 and McInnes Cooper incurred and invoiced disbursements in the amount of \$8,048.76, plus Harmonized Sales Tax (HST) on fees and disbursements in the amount of \$13,123.25 for a total of \$100,876.51.
5. The Invoices are a fair and accurate description of the services provided and the amounts charged by McInnes Cooper.
6. The fees set out in the invoices are calculated on the basis of the hours spent by McInnes Cooper personnel, multiplied by the applicable standard hourly rates charged by McInnes Cooper. The total time comprised in the Invoices is 202.50 hours at an average hourly rate of approximately \$393.60. To the best of my knowledge and belief, the rates charged by McInnes Cooper throughout these proceedings are comparable to the rates charged by other law firms in the Atlantic Provinces for the provisions of similar services.
7. Attached hereto and marked as **Exhibit "B"** is a schedule summarizing the billing rates, total hours and total fees charges for each professional that has completed work on this file during the Period.
8. I have reviewed the account of McInnes Cooper and do verily believe that :
 - (a) McInnes Cooper's professional fees and disbursements have been properly incurred and are fair and reasonable in the circumstances;
 - (b) McInnes Cooper's fees in this matter are consistent to those charged by insolvency firms with the capacity to handle a file of comparable size and complexity;
 - (c) the work completed by McInnes Cooper was delegated to the appropriate professionals in McInnes Cooper with the appropriate seniority and appropriate hourly rates;
 - (d) the invoices were provided to the Receiver when rendered and all have been approved by the Receiver, and
 - (e) the services were performed by McInnes Cooper in a prudent and economical manner.

- SWORN TO BEFORE ME** at the City of
Fredericton, in the County of York, in the
Province of New Brunswick, this 12 day
of November, 2024.

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ANTHONY S. RICHARDSON

This is **Exhibit "A"** referred to in the
Affidavit of **Anthony S. Richardson**
sworn before me on the 12 day of November, 2024.

A handwritten signature in blue ink, consisting of several overlapping loops and a long horizontal stroke extending to the left.

A Commissioner of Oaths,
Being a Solicitor

Royal Oaks Golf Club

Summary of invoices of McInnes Cooper

For the period February 16, 2024 to October 30, 2024

Prepared on November 6, 2024

Invoice #	Period	Hours	Net Fees	Average Rate	Disbursements	HST	Total
2024005070	February 16 - February 29, 2024	4.30	1,493.50	\$347.33	\$224.48	\$257.70	1,975.68
2024008703	March 1 - March 31, 2024	32.70	13,741.00	\$420.21	\$1,099.28	\$2,226.04	17,066.32
2024012640	April 1 - April 30, 2024	22.50	8,463.00	\$376.13	\$933.59	\$1,409.49	10,806.08
2024016289	May 1 - May 30, 2024	5.90	2,481.00	\$420.51	\$198.48	\$401.92	3,081.40
2024021704	May 30 - June 30, 2024	70.30	26,153.00	\$372.02	\$2,900.43	\$4,356.51	33,409.94
2024024386	July 1 - July 31, 2024	27.50	11,816.50	\$429.69	\$1,376.48	\$1,940.70	15,133.68
2024027819	July 31 - August 31, 2024	22.10	8,742.50	\$395.59	\$699.40	\$1,416.29	10,858.19
2024032065	September 1 - September 30, 2024	9.00	3,435.50	\$381.72	\$346.34	\$567.28	4,349.12
2024035717	October 1 - October 30, 2024	8.20	3,378.50	\$412.01	\$270.28	\$547.32	4,196.10
		202.50	\$79,704.50	\$393.60	\$8,048.76	\$13,123.25	\$100,876.51

This is **Exhibit "B"** referred to in the
Affidavit of **Anthony S. Richardson**
sworn before me on the 12 day of November, 2024.

A handwritten signature in blue ink, consisting of a large, stylized 'A' with a horizontal bar that loops back to the left.

A Commissioner of Oaths,
Being a Solicitor

MCINNES COOPER

Deloitte Restructuring Inc.
1741 Lower Water Street
Suite 800
Halifax, NS B3J 0J2

Attn: James Foran
Invoice No.: 2024005070
February 29, 2024
File: 245534

Barker House, Suite 600
570 Queen Street
P.O. Box 610, Station A
Fredericton, NB E3B 5A6

Tel: (506) 458-8572
Fax: (506) 458-9903

GST/HST Registration #:119398691RT

**RE: Counsel to Court Appointed Receiver (re Royal Oaks Golf Club Inc., 633003 NB Inc.,
Esmond Clouthier, Nicole Clouthier, Steve Lunn, HR Corporate Strategies and Ron
Hrynyk)**

TO PROFESSIONAL SERVICES RENDERED in connection with the above-noted matter for the period
ending February 29, 2024, including:

16 Feb 24	Conduct property search for possible conflict; Telephone conference with T. Richardson on same; Order CROs to confirm registrations on title; Report to T. Richardson on same; Review possible conflict documents;	LM	2.00 hrs.
22 Feb 24	Telephone conference with James Foran on realization strategy	ASR	0.30 hrs.
23 Feb 24	Telephone attendance with J. Foran on receivership issue; correspondence with J. Santimaw on counsel issue	ASR	0.30 hrs.
23 Feb 24	Correspondence from Cox & Palmer on documents and notices; note to J. Foran on same	ASR	0.30 hrs.
26 Feb 24	Review PNB Environmental letter	ASR	0.20 hrs.
27 Feb 24	Review PPRS and Land Titles documents provided by Deloitte and counsel to CWB Maxium	ASR	0.40 hrs.

28 Feb 24	Correspondence from James Foran on potential hearing date; note to M. Lach on same	ASR	0.30 hrs.
29 Feb 24	Correspondence from J. Foran on call; call to Court of Kings Bench on potential hearing date; response to J. Foran	ASR	0.30 hrs.
29 Feb 24	Correspondence from and to T. Richardson on hearing date guidelines for urgent matters; Obtain practice directive;	LM	0.20 hrs.

Total Hours

4.30

Our Fee:

\$ 1,493.50

Administrative Fee

\$ 119.48

Total Professional Fees

\$ 1,612.98

Fee Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony S. Richardson	2.10	\$ 465.00	\$ 976.50
Michael Lach	2.20	\$ 235.00	\$ 517.00
	4.30		\$ 1,493.50

Disbursements: (HST Applicable)

Certificate of Registered Ownership	\$ 105.00
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Total Disbursements

\$ 105.00

HST On Fees

\$ 241.95

HST On Taxable Disbursements

\$ 15.75

Total Amount Due

\$ 1,975.68

Balance Due**\$ 1,975.68****Anthony S. Richardson**

Thank you for entrusting McInnes Cooper with your legal work.

All invoices are due upon receipt.

MCINNES COOPER

Deloitte Restructuring Inc.
1741 Lower Water Street
Suite 800
Halifax, NS B3J 0J2

Attn: James Foran

1300-1969 Upper Water Street
McInnes Cooper Tower - Purdy's Wharf
P.O. Box 730
Halifax, NS B3J 2V1

Tel: (902) 425-6500
Fax: (902) 425-6350
mchfx@mcinnescooper.com

Invoice No.: 2024005070

February 29, 2024

File: 245534

GST/HST Registration #: 119398691RT

**RE: Counsel to Court Appointed Receiver (re Royal Oaks Golf Club Inc., 633003 NB Inc.,
Esmond Clouthier, Nicole Clouthier, Steve Lunn, HR Corporate Strategies and Ron
Hrynyk)**

REMITTANCE COPY PLEASE REMIT WITH PAYMENT

TOTAL FOR THIS INVOICE

Total Professional Fees	\$ 1,612.98
Total Taxable Disbursements	\$ 105.00
Total HST	\$ 257.70
Total Amount Due	\$ 1,975.68

Balance Due	\$ 1,975.68
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Invoices are issued in CAD.

Other Payment Options:

Electronic Funds Transfer / Wire Transfer

The Bank of Nova Scotia, 5251 Duke Street, Halifax, NS
Bank 002, ABA 026002532, Swift NOSCCATT, Transit 33993
Account 700030002615, Name: McInnes Cooper

Please include invoice number with the transfer, or send remittance details to:
payments@mcinnescooper.com

Credit / Debit

Terminals are located at all McInnes Cooper locations for credit or debit.
You can call toll free at (866)439-6246 or (902)425-6500 to pay over the phone with a credit card.
Please do not send your credit card information via email or mail.

E-Transfer

Email: etransfer@mcinnescooper.com
Please include invoice number and File number in memo section.

McInnes Cooper cannot accept cash.

Interest may be charged on overdue accounts.

MCINNES COOPER

Deloitte Restructuring Inc.
1741 Lower Water Street
Suite 800
Halifax, NS B3J 0J2

Attn: James Foran

Invoice No.: 2024008703

March 31, 2024

File: 245534

Barker House, Suite 600
570 Queen Street
P.O. Box 610, Station A
Fredericton, NB E3B 5A6

Tel: (506) 458-8572

Fax: (506) 458-9903

GST/HST Registration #:119398691RT

RE: Counsel to Court Appointed Receiver (re Royal Oaks Golf Club Inc., 633003 NB Inc., Esmond Clouthier, Nicole Clouthier, Steve Lunn, HR Corporate Strategies and Ron Hrynyk)

TO PROFESSIONAL SERVICES RENDERED in connection with the above-noted matter for the period ending March 31, 2024, including:

1 Mar 24	Attend Conference call on receivership application; Correspondence from and to T. Richardson on same;	LM	0.70 hrs.
1 Mar 24	Correspondences with J. Foran on conference call	ASR	0.20 hrs.
1 Mar 24	Attend client call; follow up with M. Lach on receiver application materials	ASR	0.90 hrs.
2 Mar 24	Correspondence to Josh Santimaw on receivership precedents	ASR	0.20 hrs.
4 Mar 24	Correspondence to Josh Santimaw on application; instructions to G. Manderville on recent case law; correspondence from Court on update; prepare draft update; review potential summary of receiver report	ASR	1.40 hrs.
5 Mar 24	Correspondences with J. Foran on communications with the Court; note to Amanda Evans at Court of Kings Bench; correspondence from Court	ASR	0.50 hrs.

Date	Description	Activity	Hours
	on filing		
5 Mar 24	Correspondences with Deloitte on membership issues	ASR	0.20 hrs.
5 Mar 24	Attend client conference call on membership meeting; note to S. Christie on agreement to protect client	ASR	0.30 hrs.
6 Mar 24	Office consult with Tony Richardson regarding scope of proposed agreement	SDC	0.10 hrs.
6 Mar 24	Correspondences with Brooke Bubar on membership payment agreement; telephone attendance with James Foran; telephone attendance with Josh McElman	ASR	1.20 hrs.
7 Mar 24	Call with Brooke Bubar regarding agreement	SDC	0.10 hrs.
7 Mar 24	Correspondences with J. Santimaw on receivership application issues; correspondence from James Foran on meeting with members; correspondence and call to James Foran on filing	ASR	0.30 hrs.
7 Mar 24	Correspondence from and to T. Richardson on party counsel and representation; Review notes from file for same;	LM	0.30 hrs.
8 Mar 24	Research into standing of shareholder in appointing a receiver	GCM	0.70 hrs.
8 Mar 24	Office consult with Anthony Richardson regarding results of members meeting with members; office consult with Brooke Bubar regarding agreement	SDC	0.20 hrs.
8 Mar 24	Draft addendum to membership agreement.	BLB	2.60 hrs.
8 Mar 24	Note to G. Manderville on shareholder standing at receivership hearing	ASR	0.20 hrs.
9 Mar 24	Correspondences with Deloitte on	ASR	0.30 hrs.

	Proposed Receiver Report and with Josh Santimaw on Application materials		
10 Mar 24	Correspondences with J. Foran on Proposed Receiver Report	ASR	0.20 hrs.
11 Mar 24	Research into shareholder rights in appointment of receiver	GCM	1.50 hrs.
11 Mar 24	Review addendum; provide comments to Brooke Bubar; call with Brooke Bubar to discuss potential amendments; review email to Tony Richardson;	SDC	0.70 hrs.
11 Mar 24	Review suggested pleadings; review First Report of Proposed Receiver and suggest revisions; review teaser	ASR	2.40 hrs.
11 Mar 24	Telephone conference and correspondence with T. Richardson. Review draft report (proposed receiver).	SJK	0.60 hrs.
11 Mar 24	Review draft application pleadings. Telephone conference and correspondence with J. Santimaw. Telephone conference with T. Richardson. Correspondence from Kelman . Correspondence to Deloitte repurchase offer.	SJK	1.10 hrs.
11 Mar 24	Review comments provided by Steven Christie. Draft email to Tony Richardson for further clarifications.	BLB	1.30 hrs.
12 Mar 24	Correspondence from Deloitte re: Kelman offer. Telephone conference with T. Richardson. Conference with Foran. Work on file.	SJK	0.60 hrs.
12 Mar 24	Revise addendum in accordance with further instructions from Tony Richardson.	BLB	1.10 hrs.
12 Mar 24	Correspondences with client on potential sale offers and receivership sale strategy	ASR	0.50 hrs.
12 Mar 24	Correspondences from James Foran	ASR	1.20 hrs.

	to L. McElman on the sale of the offer note from J. Santimaw on materials; correspondences with client on borrowing and administration charge		
13 Mar 24	Correspondence to and from receiver RE: borrowing power. Correspondence from receiver and bank RE: sale process. Correspondence to McKelman RE: sale process	SJK	0.40 hrs.
14 Mar 24	Telephone conference with McKelman and RE: sale process.	SJK	0.20 hrs.
15 Mar 24	Telephone conference with Alanna re sale process issues. Correspondence to and from receiver.	SJK	0.70 hrs.
15 Mar 24	Note from S. Kingston on credit bid issue	ASR	0.20 hrs.
16 Mar 24	Correspondence and telephone conference with Richardson re sale process.	SJK	0.20 hrs.
16 Mar 24	Correspondence to and from receiver re tender package. Review tender package.	SJK	0.60 hrs.
16 Mar 24	Note from S. Kingston on tender package; note to James Foran on NB Sale of Goods Act	ASR	0.20 hrs.
17 Mar 24	Correspondence to and from receiver re treatment of membership fees. Review of membership fees on file.	SJK	1.10 hrs.
17 Mar 24	Correspondence from James Foran on Membership Agreement; correspondences with S. Christie on same; note from S. Kingston on same	ASR	0.30 hrs.
18 Mar 24	Review and consider amendments to the membership addendum provided by Steven Christie in comparison to instructions.	BLB	0.30 hrs.

18 Mar 24	Review emails from Deloitte and Stephen Kingston regarding amended provisions for agreement; revise agreement and office consult with Brooke Bubar; package to Deloitte;	SDC	1.50 hrs.
18 Mar 24	Correspondence from J. Santimaw on documents; correspondences with S. Christie on receivership receivership	ASR	0.50 hrs.
19 Mar 24	Correspondence from Alanna Waberski on proposed sales process; review same and discuss with S. Kingston	ASR	0.40 hrs.
21 Mar 24	Note from J. Foran on Affidavit; correspondences with Josh Santimaw on filing	ASR	0.30 hrs.
21 Mar 24	Conference call with receiver re status/strategy/sale process.	SJK	0.60 hrs.
22 Mar 24	Correspondences with J. Foran on appraisal and receivership hearing issues	ASR	0.30 hrs.
23 Mar 24	Review Waberski letter	ASR	0.10 hrs.
23 Mar 24	Note to client on Appraisal	ASR	0.20 hrs.
23 Mar 24	Correspondence from Deloitte re TWI proposal. Prepare response to TWI.	SJK	0.60 hrs.
24 Mar 24	Correspondence from receiver re appraisals. Review/revise proposed response to Waberski.	SJK	0.40 hrs.
24 Mar 24	Review pre-filing report of proposed receiver. Correspondence to Richardson.	SJK	0.30 hrs.
25 Mar 24	Correspondence to J. Foran with draft letter to Waberski; correspondences with J. Foran on filing originals	ASR	0.20 hrs.
26 Mar 24	Correspondence from Deloitte re Waberski response. Correspondence from Cooper.	SJK	0.20 hrs.

26 Mar 24	Correspondence from solicitor George Cooper on contract; call to solicitor Cooper	ASR	0.30 hrs.
26 Mar 24	Correspondence from client on Lunn share issue and correspondence to Waberski; note to Alanna Waberski on March 19, 2024 correspondence	ASR	0.20 hrs.
26 Mar 24	Correspondence with T. Richardson on letter to A. Waberski;	LM	0.20 hrs.
27 Mar 24	Correspondence from client on response to George Cooper on Steve Lunn shareholdings; correspondence to George Cooper on same	ASR	0.30 hrs.
27 Mar 24	Correspondences with J. Santimaw on Court date and related issues	ASR	0.30 hrs.

Total Hours

32.70

Our Fee:

\$ 13,741.00

Administrative Fee

\$ 1,099.28

Total Professional Fees

\$ 14,840.28

Fee Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Stephen J. Kingston	7.60	\$ 540.00	\$ 4,104.00
Steven Christie	2.60	\$ 480.00	\$ 1,248.00
Anthony S. Richardson	13.80	\$ 465.00	\$ 6,417.00
Brooke Bubar	5.30	\$ 240.00	\$ 1,272.00
Michael Lach	1.20	\$ 235.00	\$ 282.00
Graham Manderville	2.20	\$ 190.00	\$ 418.00
	32.70		\$ 13,741.00

HST On Fees	\$ 2,226.04
Total Amount Due	\$ 17,066.32
Balance Due	\$ 17,066.32

Anthony S. Richardson

Thank you for entrusting McInnes Cooper with your legal work.

All invoices are due upon receipt.

MCINNES COOPER

Deloitte Restructuring Inc.
1741 Lower Water Street
Suite 800
Halifax, NS B3J 0J2

Attn: James Foran

1300-1969 Upper Water Street
McInnes Cooper Tower - Purdy's Wharf
P.O. Box 730
Halifax, NS B3J 2V1

Tel: (902) 425-6500
Fax: (902) 425-6350
mchfx@mcinnescooper.com

Invoice No.: 2024008703

March 31, 2024

File: 245534

GST/HST Registration #:119398691RT

**RE: Counsel to Court Appointed Receiver (re Royal Oaks Golf Club Inc., 633003 NB Inc.,
Esmond Clouthier, Nicole Clouthier, Steve Lunn, HR Corporate Strategies and Ron
Hrynyk)**

REMITTANCE COPY PLEASE REMIT WITH PAYMENT

TOTAL FOR THIS INVOICE

Total Professional Fees	\$ 14,840.28
Total HST	\$ 2,226.04
Total Amount Due	\$ 17,066.32

Balance Due	\$ 17,066.32
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Invoices are issued in CAD.

Other Payment Options:

Electronic Funds Transfer / Wire Transfer

The Bank of Nova Scotia, 5251 Duke Street, Halifax, NS
Bank 002, ABA 026002532, Swift NOSCCATT, Transit 33993
Account 700030002615, Name: McInnes Cooper

Please include invoice number with the transfer, or send remittance details to:
payments@mcinnescooper.com

Credit / Debit

Terminals are located at all McInnes Cooper locations for credit or debit.
You can call toll free at (866)439-6246 or (902)425-6500 to pay over the phone with a credit card.
Please do not send your credit card information via email or mail.

E-Transfer

Email: etransfer@mcinnescooper.com
Please include invoice number and File number in memo section.

McInnes Cooper cannot accept cash.

Interest may be charged on overdue accounts.

MCINNES COOPER

Deloitte Restructuring Inc.
1741 Lower Water Street
Suite 800
Halifax, NS B3J 0J2

Attn: James Foran
Invoice No.: 2024012640
April 30, 2024
File: 245534

Barker House, Suite 600
570 Queen Street
P.O. Box 610, Station A
Fredericton, NB E3B 5A6

Tel: (506) 458-8572
Fax: (506) 458-9903

GST/HST Registration #:119398691RT

RE: Counsel to Court Appointed Receiver (re Royal Oaks Golf Club Inc., 633003 NB Inc., Esmond Clouthier, Nicole Clouthier, Steve Lunn, HR Corporate Strategies and Ron Hrynyk)

TO PROFESSIONAL SERVICES RENDERED in connection with the above-noted matter for the period ending April 30, 2024, including:

1 Apr 24	Review materials from Deloitte; office consult with Tony Richardson; reviewing Agreement to Membership Agreement agreement;	SDC	0.40 hrs.
1 Apr 24	Correspondences with James Foran on Agreement to Membership Agreement ; correspondence on letter to members and on payment of GT accounting invoice	ASR	0.50 hrs.
5 Apr 24	Telephone attendance with James Foran on food and beverage at location	ASR	0.20 hrs.
8 Apr 24	Correspondence to Josh Santimaw on Record on Application; review final Proposed Receiver Report; note to J. Santimaw on red-line version of Order; correspondences with J. Santimaw on bankruptcy provisions	ASR	1.50 hrs.
8 Apr 24	Correspondence and telephone conference with Richardson re draft order.	SJK	0.20 hrs.

9 Apr 24	Correspondences with J. Santimaw on filing issues and proof of service; review due diligence Affidavit; correspondence to M. Lach on due diligence searches to be added; review Affidavit evidence in preparation for hearing	ASR	2.40 hrs.
9 Apr 24	Conducting BIA search against Royal Oaks Golf Club Inc., at the request of M. Lach; forwarding search results to M. Lach;	JRG	0.20 hrs.
9 Apr 24	Correspondence from and to T. Richardson on receivership application documents; Review application for receiver documents; Request Bankruptcy and Worksafe NB searches; Obtain corporate profile; Report to T. Richardson on same;	LM	0.50 hrs.
10 Apr 24	Review and execute Affidavit of M. Lach	MM	0.20 hrs.
10 Apr 24	Correspondences with M. Lach on WorkSafe assessment and real property taxes	ASR	0.30 hrs.
10 Apr 24	Instructions to M. Lach on revisions to Receivership Order	ASR	0.20 hrs.
10 Apr 24	Correspondences with M. Lach on due diligence searches and supplemental Affidavit	ASR	0.30 hrs.
10 Apr 24	Report on litigation search results.	JA	0.70 hrs.
10 Apr 24	Conduct litigation search; correspondence with J. Alcorn on same; Prepare further due diligence affidavit in case Justice Stephenson requires same; Prepare versions of Receivership Order and Sale Process Order for execution at hearing; Correspondence with T. Richardson on same; Telephone conference with Worksafe NB on account status;	LM	3.00 hrs.
11 Apr 24	Review final due diligence affidavit	ASR	0.30 hrs.

11 Apr 24	Correspondences with M. Lach on Orders; note to J. Santimaw on application record; correspondence from client with letter terminating employees	ASR	0.30 hrs.
12 Apr 24	Correspondence from M. Lach on revised Orders; correspondence from Ted Ehrhardt on service of receivership materials	ASR	0.30 hrs.
14 Apr 24	Prepare for April 15, 2024 hearing	ASR	2.00 hrs.
15 Apr 24	Travel to and from Saint John; Attend Receivership hearing; Revise receivership order; Conference with client and T. Richardson; Deliver and obtain executed Orders from Court;	LM	3.50 hrs.
15 Apr 24	Travel to Saint John, NB; attend receivership proceedings; meet with James Foran on post-receivership issues; return travel to Fredericton	ASR	3.50 hrs.
17 Apr 24	Review sales process timelines; note to J. Foran on conference call	ASR	0.30 hrs.
17 Apr 24	Instructions from T. Richardson; Review receiver report and prepare memo to T. Richardson on sale process time lines;	LM	0.70 hrs.
18 Apr 24	Call to J. Foran on post-receivership issues	ASR	0.10 hrs.
18 Apr 24	Review changes to membership agreement; response to J. Foran	ASR	0.30 hrs.
19 Apr 24	Follow up on teaser issuance; note from J. Foran on same; review marketing update	ASR	0.40 hrs.
25 Apr 24	Correspondence from client on data room access	ASR	0.20 hrs.

Total Hours

22.50

Our Fee:

\$ 8,463.00

Administrative Fee

\$ 677.04**Total Professional Fees**

\$ 9,140.04

Fee Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Stephen J. Kingston	0.20	\$ 540.00	\$ 108.00
Steven Christie	0.40	\$ 480.00	\$ 192.00
Anthony S. Richardson	13.10	\$ 465.00	\$ 6,091.50
Melanie Caissie	0.20	\$ 325.00	\$ 65.00
Joanne R. Gray	0.20	\$ 250.00	\$ 50.00
Michael Lach	7.70	\$ 235.00	\$ 1,809.50
Jodi Alcorn	0.70	\$ 210.00	\$ 147.00
	<hr/> 22.50		<hr/> \$ 8,463.00

Disbursements: (HST Applicable)

Travel - Mileage	\$ 190.28
PRP. Tax Certificate, N.B.	\$ 40.00
Meal Expenses	\$ 9.57
Parking Expenses	\$ 8.70
Insolvency Searches	\$ 8.00
	<hr/>

Total Disbursements

\$ 256.55

HST On Fees

\$ 1,371.01

HST On Taxable Disbursements

\$ 38.48

Total Amount Due

\$ 10,806.08

Balance Due

\$ 10,806.08**Anthony S. Richardson**

Thank you for entrusting McInnes Cooper with your legal work.

All invoices are due upon receipt.

MCINNES COOPER

Deloitte Restructuring Inc.
1741 Lower Water Street
Suite 800
Halifax, NS B3J 0J2

Attn: James Foran

1300-1969 Upper Water Street
McInnes Cooper Tower - Purdy's Wharf
P.O. Box 730
Halifax, NS B3J 2V1

Tel: (902) 425-6500
Fax: (902) 425-6350
mchfx@mcinnescooper.com

Invoice No.: 2024012640

April 30, 2024

File: 245534

GST/HST Registration #:119398691RT

**RE: Counsel to Court Appointed Receiver (re Royal Oaks Golf Club Inc., 633003 NB Inc.,
Esmond Clouthier, Nicole Clouthier, Steve Lunn, HR Corporate Strategies and Ron
Hrynyk)**

REMITTANCE COPY PLEASE REMIT WITH PAYMENT

TOTAL FOR THIS INVOICE

Total Professional Fees	\$ 9,140.04
Total Taxable Disbursements	\$ 256.55
Total HST	\$ 1,409.49
Total Amount Due	\$ 10,806.08
 Balance Due	 \$ 10,806.08

Invoices are issued in CAD.

Other Payment Options:

Electronic Funds Transfer / Wire Transfer

The Bank of Nova Scotia, 5251 Duke Street, Halifax, NS
Bank 002, ABA 026002532, Swift NOSCCATT, Transit 33993
Account 700030002615, Name: McInnes Cooper

Please include invoice number with the transfer, or send remittance details to:
payments@mcinnescooper.com

Credit / Debit

Terminals are located at all McInnes Cooper locations for credit or debit.
You can call toll free at (855)420-0515 or (902)455-8209 to pay over the phone with a credit card.
Please do not send your credit card information via email or mail.

E-Transfer

Email: etransfer@mcinnescooper.com
Please include invoice number and File number in memo section.

McInnes Cooper cannot accept cash.

Interest may be charged on overdue accounts.

MCINNES COOPER

Deloitte Restructuring Inc.
1741 Lower Water Street
Suite 800
Halifax, NS B3J 0J2

Attn: James Foran

Invoice No.: 2024016289

May 31, 2024

File: 245534

Barker House, Suite 600
570 Queen Street
P.O. Box 610, Station A
Fredericton, NB E3B 5A6

Tel: (506) 458-8572

Fax: (506) 458-9903

GST/HST Registration #:119398691RT

**RE: Counsel to Court Appointed Receiver (re Royal Oaks Golf Club Inc., 633003 NB Inc.,
Esmond Clouthier, Nicole Clouthier, Steve Lunn, HR Corporate Strategies and Ron
Hrynyk)**

TO PROFESSIONAL SERVICES RENDERED in connection with the above-noted matter for the period
ending May 31, 2024, including:

8 May 24	Correspondence from James Foran on Moneris 50% holdback on debit	ASR	0.20 hrs.
9 May 24	Review documentation provided by client on Moneris funds holdback	ASR	0.30 hrs.
10 May 24	Correspondence from Moneris re hold back funds. Telephone conference with Richardson.	SJK	0.30 hrs.
13 May 24	Note to J. Foran on Moneris issue	ASR	0.20 hrs.
17 May 24	Note to J. Foran on Moneris	ASR	0.20 hrs.
21 May 24	Correspondence from Deloitte with update on sales process; note to M. Lach on same	ASR	0.30 hrs.
21 May 24	Correspondence from and to T. Richardson on sale process update from Receiver;	LM	0.20 hrs.
22 May 24	Correspondence from Ian Lewis on issue with PID descriptions; telephone attendance with James Foran on PID issue; correspondence	ASR	0.30 hrs.

	to Ian Lewis on correction of issue			
23 May 24	Correspondence from Ian Lewis on data room	ASR	0.10 hrs.	
28 May 24	Review draft receiver report. Correspondence to and from Richardson.	SJK	0.80 hrs.	
28 May 24	Correspondence from solicitor Michael Brenton on waiver of stay of proceedings; forward to client	ASR	0.30 hrs.	
29 May 24	Correspondence with T. Richardson on deadline for bids of sale process;	LM	0.30 hrs.	
29 May 24	Telephone attendance with James Foran on request to lift stay of proceedings; formulate response	ASR	0.30 hrs.	
29 May 24	Correspondence from J. Foran on bid	ASR	0.20 hrs.	
30 May 24	Draft letter to M Breton; Correspondence from and to T. Richardson on same; Correspondence from and to T. Richardson on tender package and offer received;	LM	1.00 hrs.	
30 May 24	Note to J. Foran on en bloc bid	ASR	0.20 hrs.	
30 May 24	Correspondence to Michael Brenton on request to lift stay of proceedings	ASR	0.30 hrs.	
30 May 24	Correspondences from client with bid packages; advice to client on various aspects of same	ASR	0.40 hrs.	
Total Hours			5.90	
Our Fee:				\$ 2,481.00
Administrative Fee				\$ 198.48
Total Professional Fees				\$ 2,679.48

Fee Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Stephen J. Kingston	1.10	\$ 540.00	\$ 594.00
Anthony S. Richardson	3.30	\$ 465.00	\$ 1,534.50
Michael Lach	1.50	\$ 235.00	\$ 352.50
	<u>5.90</u>		<u>\$ 2,481.00</u>

HST On Fees	<u>\$ 401.92</u>
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Total Amount Due	\$ 3,081.40
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Balance Due	<u><u>\$ 3,081.40</u></u>
--------------------	----------------------------------

Anthony S. Richardson

Thank you for entrusting McInnes Cooper with your legal work.

All invoices are due upon receipt.

MCINNES COOPER

Deloitte Restructuring Inc.
1741 Lower Water Street
Suite 800
Halifax, NS B3J 0J2

Attn: James Foran

1300-1969 Upper Water Street
McInnes Cooper Tower - Purdy's Wharf
P.O. Box 730
Halifax, NS B3J 2V1

Tel: (902) 425-6500
Fax: (902) 425-6350
mchfx@mcinnescooper.com

Invoice No.: 2024016289

May 31, 2024

File: 245534

GST/HST Registration #:119398691RT

**RE: Counsel to Court Appointed Receiver (re Royal Oaks Golf Club Inc., 633003 NB Inc.,
Esmond Clouthier, Nicole Clouthier, Steve Lunn, HR Corporate Strategies and Ron
Hrynyk)**

REMITTANCE COPY PLEASE REMIT WITH PAYMENT

TOTAL FOR THIS INVOICE

Total Professional Fees	\$ 2,679.48
Total HST	\$ 401.92
Total Amount Due	\$ 3,081.40

Balance Due	\$ 3,081.40
--------------------	--------------------

Invoices are issued in CAD.

Other Payment Options:

Electronic Funds Transfer / Wire Transfer

The Bank of Nova Scotia, 5251 Duke Street, Halifax, NS
Bank 002, ABA 026002532, Swift NOSCCATT, Transit 33993
Account 700030002615, Name: McInnes Cooper

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Email: etransfer@mcinnescooper.com
Please include invoice number and File number in memo section.

McInnes Cooper cannot accept cash.

Interest may be charged on overdue accounts.

MCINNES COOPER

Deloitte Restructuring Inc.
1741 Lower Water Street
Suite 800
Halifax, NS B3J 0J2

Attn: James Foran

Invoice No.: 2024021704

June 30, 2024

File: 245534

Barker House, Suite 600
570 Queen Street
P.O. Box 610, Station A
Fredericton, NB E3B 5A6

Tel: (506) 458-8572

Fax: (506) 458-9903

GST/HST Registration #:119398691RT

**RE: Counsel to Court Appointed Receiver (re Royal Oaks Golf Club Inc., 633003 NB Inc.,
Esmond Clouthier, Nicole Clouthier, Steve Lunn, HR Corporate Strategies and Ron
Hrynyk)**

TO PROFESSIONAL SERVICES RENDERED in connection with the above-noted matter for the period
ending June 30, 2024, including:

30 May 24	Review offer. Telephone conference with Foran. Telephone conference with Richardson.	SJK	0.30 hrs.
31 May 24	Correspondences with Ian Lewis on potential bidder requests; review final bid summary; attend bid review call	ASR	1.20 hrs.
4 Jun 24	Review materials from Tony Richardson regarding bid materials; correspondences to and from successful bidders legal counsel	SDC	0.20 hrs.
4 Jun 24	Correspondences with Receiver on acceptability of communications with bidders and closing of deal with successful bidder; correspondences with Susan Liu on closing; instructions to Steve Christie on closing	ASR	1.00 hrs.
5 Jun 24	Correspondences to and from Susan Liu; call with Nick Russon;	SDC	0.20 hrs.
5 Jun 24	Correspondence to Clerk of the	ASR	1.70 hrs.

	Court on status of sale process and application for a sale approval and vesting order; correspondence from Clerk of the Court; note to client on potential hearing date; correspondences from client to unsuccessful bidders; correspondence to Ontario counsel on NB representation		
5 Jun 24	Correspondence from and to T. Richardson on bid offers and accepted bid;	LM	0.30 hrs.
6 Jun 24	Correspondence to and from Nick Russon regarding potential agreement; office consult with Tony Richardson	SDC	0.20 hrs.
6 Jun 24	Correspondence from Stewart McKelvey on Sale Agreement; note to S. Christie on same	ASR	0.30 hrs.
7 Jun 24	Correspondence from Josie Marks at Stewart McKelvey in respect of unsuccessful bid and sales process; correspondence from James Foran on bids and conference call; correspondence to Ian Lewis on call	ASR	0.40 hrs.
7 Jun 24	Revise notice of motion and sales order; Telephone conference with T. Richardson on same;	LM	1.00 hrs.
10 Jun 24	Correspondence from and to T. Richardson on sale motion; Conference call with client and T. Richardson on receivership update and sale motion;	LM	0.60 hrs.
10 Jun 24	Review correspondence from Tony Richardson; begin review of materials	SDC	0.20 hrs.
10 Jun 24	Follow up with M. Lach on Vesting Order and Sales Process motion materials; instructions to M. Lach on same	ASR	0.30 hrs.
10 Jun 24	Prepare for and attend conference call on sales process and motion for sale approval and vesting order	ASR	0.50 hrs.

10 Jun 24	Correspondence to Nick Russon at Stewart McKelvey on sales approval motion	ASR	0.20 hrs.
11 Jun 24	Obtain and prepare Due diligence affidavit and exhibits; Finalize Sale and Vesting Order motion materials; Correspondence from and to T. Richardson on same; Correspondence from Court on motion hearing date;	LM	2.00 hrs.
11 Jun 24	Telephone Conference with Richardson re: file strategy.	SJK	0.20 hrs.
11 Jun 24	Call from client on distribution order; response to client on same; note to client on conference call	ASR	0.80 hrs.
11 Jun 24	Instructions to C. Wallace on issues related to motion for sale approval order	ASR	0.30 hrs.
11 Jun 24	Conducting BIA, WorkSafeNB and NB PPSA searches against Royal Oaks Golf Club Inc., at the request of M. Lach; forwarding search results to M. Lach;	JRG	0.30 hrs.
12 Jun 24	Correspondences from Ian Lewis on vendor representation	ASR	0.30 hrs.
13 Jun 24	Correspondences with J. Foran on report	ASR	0.20 hrs.
13 Jun 24	Initial review of motion materials for sale approval and vesting order; instructions to C. Wallace on sealing order issue	ASR	2.80 hrs.
13 Jun 24	Telephone attendance with Receiver on receipt of report	ASR	0.20 hrs.
13 Jun 24	Obtaining WorkSafe NB letter of good standing for Deloitte Restructuring Inc. Receiver Royal Oaks Golf Club Inc., at the request of M. Lach;	JRG	0.20 hrs.
13 Jun 24	Correspondence from and to T. Richardson on receiver report and	LM	0.70 hrs.

	Sales order revisions; Obtain worksafeNB clearance letter;		
14 Jun 24	Correspondence from client with [REDACTED]; review same; correspondence to and from clients on letter to members	ASR	1.10 hrs.
14 Jun 24	Drafted memo re: sealing order request and sales process appeals	CW	3.70 hrs.
15 Jun 24	Finalize [REDACTED]	ASR	0.30 hrs.
16 Jun 24	Telephone attendances and correspondences with J. Foran on issues related to motion for sale approval and vesting; review and provide comment to J. Foran on Second Report of the Receiver and Confidential Addendum; instructions to M. Lach on revisions to motion materials and issues related to service and filing of motion	ASR	3.90 hrs.
17 Jun 24	Review and execution of Affidavit of M. Lach re. Due diligence	MM	0.20 hrs.
17 Jun 24	Call with Anthony Richardson regarding sale order	SDC	0.20 hrs.
17 Jun 24	Address issues related to motion for sales process and vesting order; instructions to M. Lach on revisions to motion materials; correspondences with M. Lach and J. Foran on motion contents and filing issues; correspondences with J. Foran on Receiver Report; instructions to M. Lach on contact with Court; correspondences with J. Foran on submission to Court; review issue of debtor name transfer; correspondence to S. Christie on same	ASR	4.30 hrs.
17 Jun 24	Conduct and prepare due diligence affidavit materials; Revise and finalize Sales Motion materials; Correspondence from and to T. Richardson on same;	LM	2.50 hrs.
18 Jun 24	Telephone attendance with J. Foran	ASR	2.20 hrs.

	on sale; further instructions to M. Lach on contact with Court on filing and issues related to service of Notice of Motion		
18 Jun 24	Correspondences with J. Foran on electronic report copies; correspondences and telephone attendances with M. Lach on same	ASR	0.50 hrs.
18 Jun 24	Review draft Orders and supporting documents; correspondences to and from Tony Richardson	SDC	1.10 hrs.
18 Jun 24	[REDACTED] [REDACTED] [REDACTED] [REDACTED]	SJK	0.20 hrs.
18 Jun 24	Receiver report from client; Finalize documents for filing; Travel to and from Saint John to File motion materials urgently; Service of filed motion materials on counsel;	LM	5.50 hrs.
19 Jun 24	Review and execute Affidavit of M. Lach	MM	0.20 hrs.
19 Jun 24	Correspondences and telephone attendances with M. Lach on service of motion issues; instructions to M. Lach on service on Royal Oaks Golf Club; note to M. Lach on Receiver posting of materials; telephone attendance with James Foran on service and related issues	ASR	2.00 hrs.
19 Jun 24	Prepare affidavit of service and Record on motion; Prepare pre-hearing brief; Correspondence with T. Richardson on same;	LM	2.50 hrs.
20 Jun 24	Call and correspondence with T. Richardson re: Receivership process and service issues.	BRD	0.50 hrs.
20 Jun 24	Correspondences and telephone attendances with J. Foran on service list; note to M. Lach on Brief; review and execute Brief; telephone attendances with M. Lach on service	ASR	2.80 hrs.
20 Jun 24	Serve documents on CWB Maxium;	LM	1.50 hrs.

	Prepare and execute affidavit of service; Prepare Supplemental Record on Motion; Draft letter to Court filing same; Travel to and from Saint John to file same;		
21 Jun 24	Review and execute Affidavits of M. Lach	MM	0.20 hrs.
21 Jun 24	Serve additional parties; Prepare affidavit of service and supplemental Record on motion; Issue same for filing with Court; Correspondence with T. Richardson on same;	LM	1.50 hrs.
23 Jun 24	Prepare for Sale and Vesting Order Hearing	ASR	2.90 hrs.
24 Jun 24	Correspondence with T. Richardson on motion hearing tomorrow; Correspondence from J. Marks on sealing order position; Provide case law to T. Richardson; Correspondence from E. Ehrhardt on service; Prepare Sale and sealing Order for execution by motion judge;	LM	2.30 hrs.
24 Jun 24	Prepare for Sale Approval and vesting order hearing; telephone attendance with James Foran on same	ASR	2.40 hrs.
25 Jun 24	Prepare for Sale Approval and Vesting Order Motion; travel to Saint John, NB; attend hearing; instructions to M. Lach on revisions to Sale Approval and Sealing Orders; correspondences with purchaser counsel and real estate broker on issues relating to closing; note to Steve Christie on closing issues; return travel to Fredericton; correspondences with client on Order	ASR	4.20 hrs.
25 Jun 24	Attend Court Hearing; Conference with J. Foran and T. Richardson on hearing and next steps; Revise Sale and Vesting Order and Sealing Order; Correspondence with T. Richardson, J. Foran and J.	LM	2.00 hrs.

	Santimaw on same;			
26 Jun 24	Revise Sealing Order and Sales and Vesting Orders; Correspondence from and to T. Richardson on same; Correspondence to Court providing Order to Justice Stephenson;	LM	0.60 hrs.	
26 Jun 24	Correspondences with M. Lach on revisions to Orders; note to client on real property transfer; review revised Orders	ASR	0.50 hrs.	
26 Jun 24	Instructions on filing revised Order with the Court	ASR	0.30 hrs.	
26 Jun 24	Correspondence to Ken Allen regarding next steps and order;	SDC	0.10 hrs.	
27 Jun 24	Review signed orders	SDC	0.10 hrs.	
27 Jun 24	Receive issued orders from Court; Correspondence with T. Richardson on same and issuance to service list;	LM	0.50 hrs.	
27 Jun 24	Correspondence from Court with signed order; instructions to M. Lach on provision to service list	ASR	0.30 hrs.	
28 Jun 24	Call from Tony Richardson to discuss deal terms; review file	SDC	0.20 hrs.	
28 Jun 24	Telephone attendance with J. Foran on name and insurance issues	ASR	0.20 hrs.	
30 Jun 24	Correspondence to and from client on food service issue on licence and closing date	ASR	0.20 hrs.	
Total Hours			70.30	
Our Fee:				\$ 26,153.00
Administrative Fee				\$ 2,092.24
Total Professional Fees				\$ 28,245.24

Fee Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Stephen J. Kingston	0.70	\$ 540.00	\$ 378.00
Steven Christie	2.50	\$ 480.00	\$ 1,200.00
Anthony S. Richardson	38.30	\$ 465.00	\$ 17,809.50
Benjamin R. Durnford	0.50	\$ 440.00	\$ 220.00
Melanie Caissie	0.60	\$ 325.00	\$ 195.00
Joanne R. Gray	0.50	\$ 250.00	\$ 125.00
Michael Lach	23.50	\$ 235.00	\$ 5,522.50
Chase Wallace	3.70	\$ 190.00	\$ 703.00
	<u>70.30</u>		<u>\$ 26,153.00</u>

Disbursements: (HST Exempt)

PPSA Registrations or Searches - non taxable	\$ 10.00
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Total Disbursements

<u>\$ 10.00</u>

Disbursements: (HST Applicable)

Travel - Mileage	\$ 585.06
Certificate of Registered Ownership	\$ 105.00
PRP. Tax Certificate, N.B.	\$ 40.00
Meal Expenses	\$ 37.39
Parking Expenses	\$ 12.18
Long Distance Courier	\$ 10.56
Insolvency Searches	\$ 8.00

Total Disbursements

<u>\$ 798.19</u>

HST On Fees	\$ 4,236.79
HST On Taxable Disbursements	<u>\$ 119.72</u>
Total Amount Due	\$ 33,409.94
Balance Due	<u><u>\$ 33,409.94</u></u>

Anthony S. Richardson

Thank you for entrusting McInnes Cooper with your legal work.

All invoices are due upon receipt.

MCINNES COOPER

Deloitte Restructuring Inc.
1741 Lower Water Street
Suite 800
Halifax, NS B3J 0J2

Attn: James Foran

1300-1969 Upper Water Street
McInnes Cooper Tower - Purdy's Wharf
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Tel: (902) 425-6500
Fax: (902) 425-6350
mchfx@mcinnescooper.com

Invoice No.: 2024021704

June 30, 2024

File: 245534

GST/HST Registration #:119398691RT

**RE: Counsel to Court Appointed Receiver (re Royal Oaks Golf Club Inc., 633003 NB Inc.,
Esmond Clouthier, Nicole Clouthier, Steve Lunn, HR Corporate Strategies and Ron
Hrynyk)**

**REMITTANCE COPY
PLEASE REMIT WITH PAYMENT**

TOTAL FOR THIS INVOICE

Total Professional Fees	\$ 28,245.24
Total Taxable Disbursements	\$ 798.19
Total Non-Taxable Disbursements	\$ 10.00
Total HST	\$ 4,356.51
Total Amount Due	\$ 33,409.94
 Balance Due	 \$ 33,409.94

Invoices are issued in CAD.

Other Payment Options:

Electronic Funds Transfer / Wire Transfer

The Bank of Nova Scotia, 5251 Duke Street, Halifax, NS
Bank 002, Swift NOSCCATT, Transit 33993
Account 700030002615, Name: McInnes Cooper

Please include invoice number with the transfer, or send remittance details to:
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E-Transfer

Email: etransfer@mcinnescooper.com
Please include invoice number and File number in memo section.

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MCINNES COOPER

Deloitte Restructuring Inc.
1741 Lower Water Street
Suite 800
Halifax, NS B3J 0J2

Attn: James Foran
Invoice No.: 2024024386
July 31, 2024
File: 245534

Barker House, Suite 600
570 Queen Street
P.O. Box 610, Station A
Fredericton, NB E3B 5A6

Tel: (506) 458-8572
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**RE: Counsel to Court Appointed Receiver (re Royal Oaks Golf Club Inc., 633003 NB Inc.,
Esmond Clouthier, Nicole Clouthier, Steve Lunn, HR Corporate Strategies and Ron
Hrynyk)**

TO PROFESSIONAL SERVICES RENDERED in connection with the above-noted matter for the period
ending July 31, 2024, including:

2 Jul 24	Office consult with Tony Richardson; review materials and consider issues for closing;	SDC	0.50 hrs.
2 Jul 24	Correspondence to J. Foran on conference call; note to S. Christie on potential closing issues; request July 3rd call with J. Foran; attend call with client; instructions to S. Christie on closing	ASR	0.40 hrs.
2 Jul 24	Telephone conference with Richardson re allocation of purchase price.	SJK	0.10 hrs.
3 Jul 24	Conference call with Deloitte regarding status of transaction and open items; office consult with Tony Richardson	SDC	1.00 hrs.
3 Jul 24	Prepare for and attend conference call with client on real property closing issues; follow up instructions to S. Christie on closing; telephone conference with Ken Allen to confirm closing date of July 15, 2024; review	ASR	1.50 hrs.

	tax status of real property		
7 Jul 24	Review employee letter on termination; note to J. Foran	ASR	0.20 hrs.
8 Jul 24	Call from Ken Allen to discuss closing	SDC	0.20 hrs.
8 Jul 24	Note from client on employees; correspondence from J. Foran on closing	ASR	0.20 hrs.
9 Jul 24	Conference call with James Foran, Ian Lewis and Tony Richardson regarding status of closing; review file and consider issues for adjustments;	SDC	0.50 hrs.
9 Jul 24	Attend client conference call on closing	ASR	0.30 hrs.
10 Jul 24	Various emails to and from James Foran regarding closing conditions; review materials and prepare Draft Transfer and prepare Sale and Vesting Order for Registration; various emails and discussions with purchaser's solicitor;	SDC	2.20 hrs.
10 Jul 24	Correspondences with J. Foran on issues related to sale and closing; telephone attendances and conference call on same; telephone attendances with S. Christie on closing	ASR	1.50 hrs.
11 Jul 24	Call with James Foran and Tony Richardson regarding status of closing and open items; review draft documents including HST Form 44 Election and Bill of Sale; revise Bill of Sale and prepare package for execution including Receiver's certificate; calls with Ken Allen regarding closing issues;	SDC	3.00 hrs.
11 Jul 24	Discussion with S. Christie; Print documents for signing appointment; Scan of signed documents; Arrange Courier; Review file to prepare order form for Municipal Certificate; Email to City of Moncton.	AJM	0.50 hrs.

11 Jul 24	Attend client call on closing issues; correspondences and telephone attendance with S. Christie and J. Foran on same	ASR	0.50 hrs.
12 Jul 24	Various emails to and from Tony Richardson and James Foran; discussions with Ken Allen regarding closing issues; review and revise adjustments; conference call with James Foran regarding closing and outstanding issues;	SDC	1.50 hrs.
12 Jul 24	Correspondences and telephone attendances with S. Christie on price allocation and closing issues; correspondences to and from J. Foran; attend call on closing	ASR	1.20 hrs.
12 Jul 24	Prepare Notice of Motion for Distribution and claim process;	LM	1.30 hrs.
14 Jul 24	Review file; call to Ken Allen; emails to and from James Foran	SDC	0.30 hrs.
14 Jul 24	Correspondences with J. Foran and S. Christie on accelerated closing	ASR	0.40 hrs.
15 Jul 24	Telephone call from City of Moncton; Post Visa Charges; Forward and Save Meter Reads.	AJM	0.10 hrs.
15 Jul 24	Various callas and emails with James Foran to discuss closing issues including new issues raised including employees, leased equipment and adjustment date for memberships; several calls and emails to and from Ken Allen to discuss closing issues; review updated adjustments; attend on closing and consider requirements for disbursement of funds;	SDC	2.00 hrs.
15 Jul 24	Telephone attendances with S. Christie on purchaser last minute requisitions and issues on closing; correspondences and telephone attendance with J. Foran on deli and other issues	ASR	1.30 hrs.

15 Jul 24	Correspondence with T. Richardson on sale transaction and upcoming motion;	LM	0.30 hrs.
16 Jul 24	Various emails to and from James Foran; coordinate release of funds and payment of municipal charges; review package from Purchaser's solicitor; office consult with Tony Richardson regarding Receiver's Certificate and next steps including distribution of funds;	SDC	0.50 hrs.
16 Jul 24	Correspondences with J. Foran on post-closing issues; instructions on disbursement of funds to Receiver	ASR	0.50 hrs.
16 Jul 24	Draft letter to court filing receiver certificate; Correspondence with T. Richardson on same;	LM	0.70 hrs.
17 Jul 24	Correspondence with T. Richardson on court contact; Correspondence to court on receiver certificate; Draft correspondence to service list on receiver certificate and confidential supplement to Receiver report pursuant to Order of Justice Stephenson;	LM	2.00 hrs.
18 Jul 24	Correspondence to M. Lach on distribution motion	ASR	0.20 hrs.
20 Jul 24	Correspondence from J. Foran on Defence to Counterclaim; review same and respond to J. Foran	ASR	0.20 hrs.
23 Jul 24	Correspondence from J. Foran on closing adjustments; telephone attendance with M. Lach on distribution motion	ASR	0.30 hrs.
23 Jul 24	Emails to and from James Foran regarding closing funds;	SDC	0.10 hrs.
24 Jul 24	Review file and email to James Foran regarding discrepancy in closing funds being amount outstanding on water and sewer invoices;	SDC	0.20 hrs.
25 Jul 24	Review claims process issues	ASR	1.20 hrs.

30 Jul 24	Call from client on Gift Card issue; review same	ASR	0.30 hrs.
31 Jul 24	Emails to and from Tony Richardson regarding issues with gift cards	SDC	0.30 hrs.

Total Hours

27.50

Our Fee:

\$ 11,816.50

Administrative Fee

\$ 945.32

Total Professional Fees

\$ 12,761.82

Fee Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Stephen J. Kingston	0.10	\$ 540.00	\$ 54.00
Steven Christie	12.30	\$ 480.00	\$ 5,904.00
Anthony S. Richardson	10.20	\$ 465.00	\$ 4,743.00
Michael Lach	4.30	\$ 235.00	\$ 1,010.50
Alison Mills	0.60	\$ 175.00	\$ 105.00
	27.50		\$ 11,816.50

Disbursements: (HST Exempt)

Service New Brunswick - Register Court Vesting Order	\$ 255.00
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Total Disbursements

\$ 255.00

Disbursements: (HST Applicable)

Encumbrance Certificate	\$ 130.00
Bank Charges	\$ 35.00
Long Distance Courier	\$ 11.16

Total Disbursements

\$ 176.16

HST On Fees	\$ 1,914.28
HST On Taxable Disbursements	<u>\$ 26.42</u>
Total Amount Due	\$ 15,133.68
Balance Due	<u><u>\$ 15,133.68</u></u>

Anthony S. Richardson

Thank you for entrusting McInnes Cooper with your legal work.

All invoices are due upon receipt.

MCINNES COOPER

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Tel: (902) 425-6500
Fax: (902) 425-6350
mchfx@mcinnescooper.com

Invoice No.: 2024024386

July 31, 2024

File: 245534

GST/HST Registration #:119398691RT

**RE: Counsel to Court Appointed Receiver (re Royal Oaks Golf Club Inc., 633003 NB Inc.,
Esmond Clouthier, Nicole Clouthier, Steve Lunn, HR Corporate Strategies and Ron
Hrynyk)**

**REMITTANCE COPY
PLEASE REMIT WITH PAYMENT**

TOTAL FOR THIS INVOICE

Total Professional Fees	\$ 12,761.82
Total Taxable Disbursements	\$ 176.16
Total Non-Taxable Disbursements	\$ 255.00
Total HST	\$ 1,940.70
Total Amount Due	\$ 15,133.68
 Balance Due	 \$ 15,133.68

Invoices are issued in CAD.

Other Payment Options:

Electronic Funds Transfer / Wire Transfer

The Bank of Nova Scotia, 5251 Duke Street, Halifax, NS
Bank 002, Swift NOSCCATT, Transit 33993
Account 700030002615, Name: McInnes Cooper

Please include invoice number with the transfer, or send remittance details to:
payments@mcinnescooper.com

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MCINNES COOPER

Deloitte Restructuring Inc.
1741 Lower Water Street
Suite 800
Halifax, NS B3J 0J2

Attn: James Foran
Invoice No.: 2024027819
August 31, 2024
File: 245534

Barker House, Suite 600
570 Queen Street
P.O. Box 610, Station A
Fredericton, NB E3B 5A6

Tel: (506) 458-8572
Fax: (506) 458-9903

GST/HST Registration #:119398691RT

**RE: Counsel to Court Appointed Receiver (re Royal Oaks Golf Club Inc., 633003 NB Inc.,
Esmond Clouthier, Nicole Clouthier, Steve Lunn, HR Corporate Strategies and Ron
Hrynyk)**

TO PROFESSIONAL SERVICES RENDERED in connection with the above-noted matter for the period
ending August 31, 2024, including:

31 Jul 24	Note to and from S. Christie on gift card issue; note to B. Durnford on same	ASR	0.50 hrs.
1 Aug 24	Correspondences with B. Durnford and C. Fraser on gift card issue; review findings; telephone attendance with James Foran	ASR	1.50 hrs.
1 Aug 24	Review T. Richardson email. Advising re gift certificate issue. Review case law, journals and NB legislation and regulations on gift cards.	BRD	2.40 hrs.
2 Aug 24	Correspondences with B. Durnford on gift card issue	ASR	0.40 hrs.
2 Aug 24	Emails with T. Richardson and review position on gift certificates to be honoured.	BRD	1.10 hrs.
4 Aug 24	Review claims process motion components; instructions to M. Lach on same	ASR	1.30 hrs.

6 Aug 24	Further instructions to M. Lach on claims process motion	ASR	0.40 hrs.
8 Aug 24	Telephone call from client; response thereto	ASR	0.20 hrs.
12 Aug 24	Finalize opinion on gift card issue; correspondence with B. Durnford on same; opinion to client	ASR	1.80 hrs.
12 Aug 24	Review T. Richardson email and providing comments and suggested revisions to correspondence to J. Foran.	BRD	1.10 hrs.
12 Aug 24	Correspondence from and to T. Richardson on previous motion filing procedure;	LM	0.20 hrs.
13 Aug 24	Correspondence to client on potential motion filing	ASR	0.30 hrs.
14 Aug 24	Review format of report proposed by Receiver; note to M. Lach on motion materials	ASR	0.40 hrs.
14 Aug 24	Revise Notice of Motion for claims process and distribution; Correspondence with T. Richardson on same;	LM	1.50 hrs.
14 Aug 24	Correspondences with M. Lach on motion materials	ASR	0.40 hrs.
15 Aug 24	Prepare Claims Process Order and Schedules; Revise notice of motion; Correspondence with T. Richardson on same;	LM	3.50 hrs.
16 Aug 24	Review motion materials on distribution and claims process order; correspondences with M. Lach on same	ASR	1.80 hrs.
16 Aug 24	Revise Motion materials and schedules; Correspondence with T. Richardson on same;	LM	0.70 hrs.
26 Aug 24	Note to M. Lach on motion materials	ASR	0.20 hrs.
26 Aug 24	Correspondence with T. Richardson on distribution motion materials;	LM	0.40 hrs.

27 Aug 24	Correspondences with Josie Marks on further motions	ASR	0.30 hrs.
27 Aug 24	Correspondences with solicitor Jose Marks on timing of further motions	ASR	0.40 hrs.
27 Aug 24	Correspondences with James Foran on conference call	ASR	0.20 hrs.
28 Aug 24	Review draft pleadings. Correspondence to and from Tony.	SJK	0.40 hrs.
28 Aug 24	Attend conference call with James Foran on further motion proceeding and claims process; note from J. Foran on professional fees	ASR	0.50 hrs.
29 Aug 24	Correspondence to M. Lach on timing of further motion and filing of materials	ASR	0.20 hrs.

Total Hours

22.10

Our Fee:

\$ 8,742.50

Administrative Fee

\$ 699.40

Total Professional Fees

\$ 9,441.90

Fee Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Stephen J. Kingston	0.40	\$ 540.00	\$ 216.00
Anthony S. Richardson	10.80	\$ 465.00	\$ 5,022.00
Benjamin R. Durnford	4.60	\$ 440.00	\$ 2,024.00
Michael Lach	6.30	\$ 235.00	\$ 1,480.50
	22.10		\$ 8,742.50

HST On Fees	<u>\$ 1,416.29</u>
Total Amount Due	\$ 10,858.19
Balance Due	<u><u>\$ 10,858.19</u></u>

Anthony S. Richardson

Thank you for entrusting McInnes Cooper with your legal work.

All invoices are due upon receipt.

MCINNES COOPER

Deloitte Restructuring Inc.
1741 Lower Water Street
Suite 800
Halifax, NS B3J 0J2

Attn: James Foran

1300-1969 Upper Water Street
McInnes Cooper Tower - Purdy's Wharf
P.O. Box 730
Halifax, NS B3J 2V1

Tel: (902) 425-6500
Fax: (902) 425-6350
mchfx@mcinnescooper.com

Invoice No.: 2024027819

August 31, 2024

File: 245534

GST/HST Registration #:119398691RT

**RE: Counsel to Court Appointed Receiver (re Royal Oaks Golf Club Inc., 633003 NB Inc.,
Esmond Clouthier, Nicole Clouthier, Steve Lunn, HR Corporate Strategies and Ron
Hrynyk)**

REMITTANCE COPY PLEASE REMIT WITH PAYMENT

TOTAL FOR THIS INVOICE

Total Professional Fees	\$ 9,441.90
Total HST	\$ 1,416.29
Total Amount Due	\$ 10,858.19

Balance Due	\$ 10,858.19
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Invoices are issued in CAD.

Other Payment Options:

Electronic Funds Transfer / Wire Transfer

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Bank 002, Swift NOSCCATT, Transit 33993
Account 700030002615, Name: McInnes Cooper

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MCINNES COOPER

Deloitte Restructuring Inc.
1741 Lower Water Street
Suite 800
Halifax, NS B3J 0J2

Attn: James Foran

Invoice No.: 2024032065

September 30, 2024

File: 245534

Barker House, Suite 600
570 Queen Street
P.O. Box 610, Station A
Fredericton, NB E3B 5A6

Tel: (506) 458-8572

Fax: (506) 458-9903

GST/HST Registration #:119398691RT

**RE: Counsel to Court Appointed Receiver (re Royal Oaks Golf Club Inc., 633003 NB Inc.,
Esmond Clouthier, Nicole Clouthier, Steve Lunn, HR Corporate Strategies and Ron
Hrynyk)**

TO PROFESSIONAL SERVICES RENDERED in connection with the above-noted matter for the period
ending September 30, 2024, including:

3 Sep 24	Correspondence with T. Richardson on property details; Run property search on surrounding property to Royal Oaks Golf Club Inc.;	LM	0.60 hrs.
3 Sep 24	Telephone conference with S. Kingston on distribution and claims process motion	ASR	0.60 hrs.
3 Sep 24	Correspondences with M. Lach on property searches; note to client	ASR	0.30 hrs.
3 Sep 24	Instructions to M. Lach on search of additional PAN near golf course	ASR	0.20 hrs.
3 Sep 24	Telephone conference with Richardson re: Claim Process.	SJK	0.20 hrs.
5 Sep 24	Correspondence to and from client on [REDACTED] note from Lach on court search on shareholder dispute; telephone attendance with James Foran on claims process; note from M. Lach on shareholder dispute pleadings	ASR	1.20 hrs.

5 Sep 24	Telephone conference with T. Richardson on shareholder dispute court search; Attend Court and conduct search of shareholder dispute matter ; Report to T. Richardson on same;	LM	1.00 hrs.
10 Sep 24	Call from Ken Allen regarding post closing adjustment on membership payments	SDC	0.10 hrs.
12 Sep 24	Follow up correspondence with Court on shareholder matter pleadings;	LM	0.30 hrs.
13 Sep 24	Correspondence with Court on pleadings search and copies; Review materials provided;	LM	0.80 hrs.
17 Sep 24	On T. Richardson's request, review of security opinion and providing comments on R. Greiner materials and suggestions for further submissions;	BRD	1.20 hrs.
17 Sep 24	Review independent legal opinion; note to B. Dunford on same; follow up with ROGC counsel on corporate records; note from counsel	ASR	1.70 hrs.
19 Sep 24	Correspondence with T. Richardson on inclusion of independent security opinions in motion materials for Court filing; Review previous resolver files on same;	LM	0.50 hrs.
23 Sep 24	Review minute book issue	ASR	0.30 hrs.

Total Hours

9.00

Our Fee:

\$ 3,435.50

Administrative Fee

\$ 274.84

Total Professional Fees

\$ 3,710.34

Fee Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Stephen J. Kingston	0.20	\$ 540.00	\$ 108.00
Steven Christie	0.10	\$ 480.00	\$ 48.00
Anthony S. Richardson	4.30	\$ 465.00	\$ 1,999.50
Benjamin R. Durnford	1.20	\$ 440.00	\$ 528.00
Michael Lach	3.20	\$ 235.00	\$ 752.00
	<u>9.00</u>		<u>\$ 3,435.50</u>

Disbursements: (HST Applicable)

Search Fees	<u>\$ 71.50</u>	
Total Disbursements		<u>\$ 71.50</u>
HST On Fees		\$ 556.55
HST On Taxable Disbursements		<u>\$ 10.73</u>
Total Amount Due		\$ 4,349.12
Balance Due		<u><u>\$ 4,349.12</u></u>

Anthony S. Richardson

Thank you for entrusting McInnes Cooper with your legal work.

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MCINNES COOPER

Deloitte Restructuring Inc.
1741 Lower Water Street
Suite 800
Halifax, NS B3J 0J2

Attn: James Foran

1300-1969 Upper Water Street
McInnes Cooper Tower - Purdy's Wharf
P.O. Box 730
Halifax, NS B3J 2V1

Tel: (902) 425-6500
Fax: (902) 425-6350
mchfx@mcinnescooper.com

Invoice No.: 2024032065

September 30, 2024

File: 245534

GST/HST Registration #:119398691RT

**RE: Counsel to Court Appointed Receiver (re Royal Oaks Golf Club Inc., 633003 NB Inc.,
Esmond Clouthier, Nicole Clouthier, Steve Lunn, HR Corporate Strategies and Ron
Hrynyk)**

REMITTANCE COPY PLEASE REMIT WITH PAYMENT

TOTAL FOR THIS INVOICE

Total Professional Fees	\$ 3,710.34
Total Taxable Disbursements	\$ 71.50
Total HST	\$ 567.28
Total Amount Due	\$ 4,349.12
 Balance Due	 \$ 4,349.12

Invoices are issued in CAD.

Other Payment Options:

Electronic Funds Transfer / Wire Transfer

The Bank of Nova Scotia, 5251 Duke Street, Halifax, NS
Bank 002, Swift NOSCCATT, Transit 33993
Account 700030002615, Name: McInnes Cooper

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MCINNES COOPER

Deloitte Restructuring Inc.
1741 Lower Water Street
Suite 800
Halifax, NS B3J 0J2

Attn: James Foran

Invoice No.: 2024035717

October 31, 2024

File: 245534

Barker House, Suite 600
570 Queen Street
P.O. Box 610, Station A
Fredericton, NB E3B 5A6

Tel: (506) 458-8572

Fax: (506) 458-9903

GST/HST Registration #:119398691RT

**RE: Counsel to Court Appointed Receiver (re Royal Oaks Golf Club Inc., 633003 NB Inc.,
Esmond Clouthier, Nicole Clouthier, Steve Lunn, HR Corporate Strategies and Ron
Hrynyk)**

TO PROFESSIONAL SERVICES RENDERED in connection with the above-noted matter for the period
ending October 31, 2024, including:

1 Oct 24	Telephone attendance with M. Lach on [REDACTED]; review pleadings; correspondence to client on Third Report of Receiver; review First Report of Receiver	ASR	1.40 hrs.
3 Oct 24	Correspondences with client on legal review; attend call with client on Third Report of Receiver	ASR	1.00 hrs.
7 Oct 24	Revise Notice of Motion and Schedules; Correspondence with T. Richardson on same;	LM	0.40 hrs.
7 Oct 24	Note to client on schedules to receiver report	ASR	0.20 hrs.
8 Oct 24	Review Rules of Court for payment of sale proceeds into Court; Telephone conference with T. Richardson; Revise Notice of Motion;	LM	1.20 hrs.
8 Oct 24	Telephone conference with Richardson re distribution motion.	SJK	0.20 hrs.

8 Oct 24	Review pre-motion issues; note to client on motion structure	ASR	0.50 hrs.
9 Oct 24	Correspondence from client on motion	ASR	0.20 hrs.
10 Oct 24	Attend Bingham Law to obtain Corporate Minute Book; Correspondence with T. Richardson on same;	LM	0.40 hrs.
10 Oct 24	Telephone attendance with client on revisions to motion materials; instructions to M. Lach on Royal Oaks Minute Book	ASR	0.30 hrs.
21 Oct 24	Call from Ken Allen; office consult with Tony Richardson regarding post closing adjustment; review Third Report of Receiver and consider issues for adjustment	SDC	0.40 hrs.
22 Oct 24	Review materials and attend call with James Foran to discuss post closing adjustment	SDC	0.30 hrs.
22 Oct 24	Prepare for call with client; attend call; notes for follow up	ASR	0.40 hrs.
23 Oct 24	Call to Chris Isenor as regards to independent security review	ASR	0.20 hrs.
23 Oct 24	Telephone attendance with Chris Isenor on security review	ASR	0.30 hrs.
29 Oct 24	Correspondence to James Foran on report contents	ASR	0.40 hrs.
30 Oct 24	Correspondence from Chris Isenor on independent security review; correspondence from J. Foran on affidavits	ASR	0.40 hrs.

Total Hours

8.20

Our Fee:

\$ 3,378.50

Administrative Fee

\$ 270.28

Total Professional Fees

\$ 3,648.78

Fee Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Stephen J. Kingston	0.20	\$ 540.00	\$ 108.00
Steven Christie	0.70	\$ 480.00	\$ 336.00
Anthony S. Richardson	5.30	\$ 465.00	\$ 2,464.50
Michael Lach	2.00	\$ 235.00	\$ 470.00
	<u>8.20</u>		<u>\$ 3,378.50</u>

HST On Fees	<u>\$ 547.32</u>
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Total Amount Due	\$ 4,196.10
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Balance Due	<u><u>\$ 4,196.10</u></u>
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Anthony S. Richardson

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MCINNES COOPER

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1741 Lower Water Street
Suite 800
Halifax, NS B3J 0J2

Attn: James Foran

1300-1969 Upper Water Street
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Halifax, NS B3J 2V1

Tel: (902) 425-6500
Fax: (902) 425-6350
mchfx@mcinnescooper.com

Invoice No.: 2024035717

October 31, 2024

File: 245534

GST/HST Registration #:119398691RT

**RE: Counsel to Court Appointed Receiver (re Royal Oaks Golf Club Inc., 633003 NB Inc.,
Esmond Clouthier, Nicole Clouthier, Steve Lunn, HR Corporate Strategies and Ron
Hrynyk)**

REMITTANCE COPY PLEASE REMIT WITH PAYMENT

TOTAL FOR THIS INVOICE

Total Professional Fees	\$ 3,648.78
Total HST	\$ 547.32
Total Amount Due	\$ 4,196.10
 Balance Due	 \$ 4,196.10

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