

**THE QUEEN'S BENCH
WINNIPEG CENTRE
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF: THE BANKRUPTCY AND INSOLVENCY ACT,
R.S.C. 1985, AS AMENDED**

**AND IN THE MATTER OF: THE PROPOSAL OF COMPOSITES INNOVATION
CENTRE MANITOBA INC.**

**TRUSTEE'S REPORT TO COURT ON ITS
PROPOSED DISTRIBUTION AND DISCHARGE
IN THE PROPOSAL PROCEEDINGS OF
COMPOSITES INNOVATION CENTRE MANITOBA INC.**

February 26, 2021

LICENSED INSOLVENCY TRUSTEE

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INTRODUCTION

We, Deloitte Restructuring Inc. (“**Deloitte**”), of Winnipeg, Manitoba, the Licensed Insolvency Trustee (the “**Trustee**”) acting in the proposal (the “**Proposal**”) of Composites Innovation Centre Manitoba Inc. (“**CIC**” or the “**Debtor**”), hereby report to the Court as follows:

1. That on the 6th day of July 2020, the Honourable Justice D. J. Kroft granted an Order (the “**July 6, 2020 Order**”), *inter alia*, approving the Proposal of CIC. Attached hereto as Appendix A is the July 6, 2020 Order.
2. That on the 10th day of July 2020, the Trustee filed with the Court the Certificate of the Proposal Trustee (the “**Certificate of the Proposal Trustee**”) confirming that the conditions precedent set out in section 6.2 of the Proposal had been satisfied, and the funds referred to in section 3.1 of the Proposal had been received. Attached hereto as Appendix B is the Certificate of the Proposal Trustee.
3. As detailed in the Trustee’s report to Court dated June 24, 2020 (the “**June 24, 2020 Report**”), the claims filed by Western Economic Diversification (“**WED**”) in the amount of \$2,136,705.00 (the “**WED Claim**”), and Agriculture and Agri-Food Canada (“**AAFC**”) in the amount of \$937,423.37 (the “**AAFC Claim**”) (collectively the “**Government Claims**”), were not admitted by the Trustee at that time as they were subject to further review and determination by the Trustee.
4. Since the acceptance of the Proposal by the creditors, and approval of same by the Court, the Trustee has been diligently working with both WED and AAFC to review and substantiate the Government Claims. With the retention of certain former CIC staff, the Trustee compiled various supporting documentation and provided same to WED and AAFC for their respective review and consideration. As at the date of this report, WED has filed an amended claim of \$36,878.47 (the “**Amended WED Claim**”) and AAFC has filed an amended claim of \$380,885.68 (the “**Amended AAFC Claim**”) (collectively the “**Amended Government Claims**”).
5. The Proposal Trustee has reviewed the Amended Government Claims with the estate

inspectors (the “**Inspectors**”), and with their consent, has admitted same for distribution purposes.

STATEMENT OF RECEIPTS AND DISBURSEMENTS

6. The Trustee has prepared a Final Statement of Receipts and Disbursements (the “**R&D**”) for the period April 14, 2020 to May 26, 2020 (the “**Bankruptcy Period**”) and for the period May 27, 2020 to February 24, 2021 (the “**Proposal Period**”), a copy of which is attached hereto as Appendix C. A summary of the total receipts and disbursements is noted in the table below. As at the date of this report, the Trustee is holding approximately \$1.76 million in trust (the “**Trust Funds**”) for distribution to the unsecured creditors (prior to the accrued (unpaid) statutory notice fees and the proposed Professional Fee Holdback (as defined below)).

COMPOSITES INNOVATION CENTRE MANITOBA INC.
SUMMARY OF RECEIPTS AND DISBURSEMENTS
for the period of April 14, 2020 to February 24, 2021

	Bankruptcy Period	Proposal Period	Total
Receipts	\$ 356,913	\$ 1,770,357	\$ 2,127,271
Disbursements	141,315	227,050	368,365
Funds Held in Trust as at February 24, 2021	215,598	1,543,307	1,758,905
Accrued (unpaid) statutory notice fees			3,999
Proposed Professional Fee Holdback			
Trustee fees (inclusive of GST)			36,750
Trustee's legal counsel fees (inclusive of GST and PST)			28,000
Subtotal			64,750
Residual Funds Available for Distribution to Unsecured Creditors			\$ 1,690,157

PROPOSED DISTRIBUTIONS

7. Subject to payment of the accrued statutory notice fees, and the Estimated Trustee Fees and the Estimated Legal Fees (as defined below) (collectively the “**Professional Fee Holdback**”), the Trustee is proposing to distribute the balance of the Trust Funds on a pro rata basis to the unsecured creditors in accordance with the claims filed in the Proposal proceedings. Attached hereto as Appendix D is the proposed distribution schedule (the

“Proposed Distribution Schedule”).

8. In preparation of the Proposed Distribution Schedule, the Trustee has taken into consideration the following sections of the *Wage Earner Protection Program Act* (“WEPP”):
- i. *Section 36(1) – If a payment is made under this Act to an individual in respect of eligible wages, Her Majesty in right of Canada is, to the extent of the amount of the payment, subrogated to any rights the individual may have in respect of the eligible wages against:*
 - (a) *The bankrupt or insolvent employer; and*
 - (b) *If the bankrupt or insolvent employer is a corporation, a director of the corporation.*
 - ii. *Section 36.1(1) – If, under a court judgement or for any other reason, a trustee, receiver or other person is required to pay eligible wages to an individual who the trustee, receiver or other person has reason to believe has received a payment under this Act, the trustee, receiver or other person shall*
 - (a) *Ascertain whether Her Majesty in right of Canada is subrogated to any rights the individual may have in respect of the eligible wages; and*
 - (b) *If Her Majesty in right of Canada is subrogated, pay to Her Majesty the amount in respect of which Her Majesty is subrogated before making any payment to the individual in respect of eligible wages.*
 - iii. *Section 36.1(2) – A trustee, receiver or other person who makes a payment under paragraph (1)(b) shall provide the Minister with information respecting the components of wages to which the payment relates.*
9. Accordingly, the subrogated distributions payable to Her Majesty in right of Canada have been reflected in the Proposed Distribution Schedule.

10. In accordance with section 152(2) of the *Bankruptcy and Insolvency Act* (the “**BIA**”), the Trustee’s R&D and the Proposed Distribution Schedule have been approved by the Inspectors.
11. Subject to any concerns raised by this Honourable Court with respect to the R&D and the Proposed Distribution Schedule, prior to distributing the residual Trust Funds to the unsecured creditors, it is the Trustee’s intention to proceed forward in accordance with section 152(3) to 152(6) of the BIA which detail the following:
 - i. *Section 152(3) – The trustee shall forward a copy of the statement and dividend sheet to the Superintendent after they have been approved by the inspectors.*
 - ii. *Section 152(4) – The Superintendent may comment as he sees fit and his comments shall be placed by the trustee before the taxing officer for his consideration on the taxation of the trustee’s accounts.*
 - iii. *Section 152(5) – After the Superintendent has commented on the taxation of the trustee’s accounts or advised the trustee that the Superintendent has no comments to make and the trustee’s accounts have been taxed , the trustee shall send, in the prescribed manner, to every creditor whose claim has been proved, to the registrar, to the Superintendent and to the bankrupt:
 - (a) *a copy of the final statement of receipts and disbursements;*
 - (b) *a copy of the final dividend sheet; and*
 - (c) *a notice, in the prescribed form, of the trustee’s intention to pay a final dividend after the expiry of 15 days from the sending of the notice, statement and dividend sheet and to apply to the court for his discharge on a subsequent date that is not less than 30 days after the payment of the dividend.**
 - iv. *Section 152(6) – No interested person is entitled to object to the final statement and the dividend sheet unless, prior to the expiration of the fifteen days referred in paragraph (5)(c), that person files a notice of his objection with the registrar setting*

out his reasons therefor and serves a copy of the notice on the trustee.

12. Subject to the Trustee's receipt of a positive comment letter from the Office of the Superintendent of Bankruptcy (the "**OSB**"), and no objections being received from any interested person within the prescribed fifteen (15) day notice period, the Trustee will undertake to distribute the residual Trust Funds to the unsecured creditors in accordance with the Proposed Distribution Schedule.

FEES AND DISBURSEMENTS OF THE TRUSTEE AND ITS LEGAL COUNSEL

13. Attached as Appendix E is a summary of the invoices of the Trustee for fees and disbursements incurred during the course of the Bankruptcy Period and the Proposal Period. The Trustee's accounts total \$71,693 (excluding GST) in fees and disbursements for the Bankruptcy Period, and \$102,920 (excluding GST) for the Proposal Period (up to and including February 21, 2021), for aggregate fees and disbursements of \$174,613 (excluding GST). The Trustee estimates that its fees and disbursements to finalize this report, prepare for and attend the March 5, 2021 hearing, complete the final dividend payments, and to finalize the Trustee's discharge will approximate \$35,000 (plus GST) (the "**Estimated Trustee Fees**").
14. The fees charged by the Trustee are based on the amount of professional time required at hourly billing rates, which vary depending upon the experience level and location of professionals involved. The average blended hourly rate charged by the Trustee in these proceedings for invoices issued to date is \$395 per hour. The rates charged by the Trustee are the normal rates and charges for engagements of this nature, and are comparable to the rates charged for the provision of services by other professional firms providing specialized financial advisory services.
15. The Trustee is of the view that its fees and disbursements are fair and reasonable in the circumstances and have been duly rendered in response to the required and necessary duties of the Trustee in these proceedings. Further, all of the Trustee's fees and disbursements have been approved by the estate Inspectors by way of formal resolutions.
16. Attached as Appendix F is a summary of the invoices of the Trustee's legal counsel for

fees and disbursements incurred during the course of the proceedings for the Bankruptcy Period and the Proposal Period (up to and including November 30, 2020). The accounts total \$13,276 (excluding GST and PST) in fees and disbursements for the Bankruptcy Period, and \$39,698 (excluding GST and PST) in fees and disbursements for the Proposal Period, for aggregate fees and disbursements of \$52,974 (excluding GST and PST). The Trustee's legal counsel estimates that its fees and disbursements incurred since December 1, 2020, to prepare for and attend the March 5, 2021 hearing, and to assist with finalizing the Trustee's discharge will approximate \$25,000 (plus taxes) (the "**Estimated Legal Fees**").

17. The Trustee has reviewed the invoices rendered by its legal counsel and finds them reasonable and validly incurred.

SUMMARY AND CONCLUSIONS

18. For the reasons outlined above, the Trustee respectfully requests that the Court provide an Order:
 - i. Approving the Proposed Distribution Schedule;
 - ii. Approving the fees and disbursements of the Trustee and its legal counsel for the Bankruptcy Period and the Proposal Period;
 - iii. Approving the Trustee's Statement of Receipts and Disbursements for the period April 14, 2020 to February 24, 2021, inclusive of the Professional Fee Holdback and the payment of the accrued statutory notice fees;
 - iv. That upon the Trustee filing with this Honourable Court its discharge certificate (the "**Trustee's Discharge Certificate**") confirming that the Trustee has filed all statutory documents with the OSB, has received a letter of comment from the OSB with respect to the final R&D, and has completed the final distribution to creditors as contemplated by the Proposed Distribution Schedule, that Deloitte be discharged as Trustee in these Proposal proceedings; and
 - v. Granting such further and other relief that the Court considers just and warranted

in the circumstances.

All of which is respectfully submitted at Winnipeg, Manitoba, this 26th day of February 2021.

DELOITTE RESTRUCTURING INC.

In its capacity as Licensed Insolvency Trustee
in the Proposal of Composites Innovation
Centre Manitoba Inc.,
and not in its personal capacity.



Per: Brent Warga, CPA, CA, CIRP, LIT
Senior Vice-President

Appendix A – July 6, 2020 Court Order Approving the Proposal

File No. BK-20-01-05451

THE QUEEN'S BENCH
Winnipeg Centre
IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE *BANKRUPTCY AND*
***INSOLVENCY ACT*, R.S.C. 1985,**
c. B-3, AS AMENDED

AND IN THE MATTER OF THE PROPOSAL OF
COMPOSITES INNOVATION CENTRE MANITOBA INC.

ORDER APPROVING PROPOSAL

(Sections 59, 60, 61)

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THE QUEEN'S BENCH
Winnipeg Centre
IN BANKRUPTCY AND INSOLVENCY

THE HONOURABLE) Monday, the 6th day
MR. JUSTICE KROFT) of July, 2020

IN THE MATTER OF THE *BANKRUPTCY AND*
***INSOLVENCY ACT*, R.S.C. 1985,**
c. B-3, AS AMENDED

AND IN THE MATTER OF THE PROPOSAL OF
COMPOSITES INNOVATION CENTRE MANITOBA INC.

ORDER APPROVING PROPOSAL

(Sections 59, 60, 61)

THIS MOTION, made by Deloitte Restructuring Inc. (the "**Proposal Trustee**") for an Order approving the proposal (the "**Proposal**") of Composites Innovation Centre Manitoba Inc. ("**CIC**") dated May 26, 2020 and other ancillary relief was heard this day at the Law Courts Building, 408 York Avenue, Winnipeg, Manitoba.

On reading the Information, Assignment & Statement filed May 21, 2020, the Information, Proposal & Statement filed June 17, 2020, the Consent of the Proposal Trustee filed June 17, 2020, the Report to Court of the Proposal Trustee filed June 24, 2020 (the "**Report to Court**"), the Confidential Affidavit of Meghan Bennet sworn July 3, 2020 (the "**Confidential Affidavit**"), filed 3rd day of July, 2020, the Affidavit of Jack Maendel affirmed June 24, 2020, filed June 24, 2020, the Affidavit of Service of Ross McFadyen affirmed June 24, 2020, filed June 24, 2020 and upon hearing the submissions

of counsel for the Proposal Trustee and counsel for CIC, and no one appearing for any other party, although properly served as appears from the Affidavit of Service of Meghan Bennet sworn July 3, 2020, filed July 3, 2020.

1. THIS COURT ORDERS that service of the Notice of Motion and materials filed in support of the Notice of Motion herein be validated and approved and, if necessary, that the time for service be abridged, such that this Motion is properly returnable on this day and further service is hereby dispensed with.
2. THIS COURT ORDERS AND DECLARES that the meeting of the unsecured creditors of CIC on June 15, 2020 (the “**Creditors’ Meeting**”), held for the purposes of considering and voting upon the Proposal, was duly convened and held in conformity with the *Bankruptcy and Insolvency Act* RSC 1985, c. B-3, as amended (the “**BIA**”).
3. THIS COURT ORDERS AND DECLARES that the Proposal, a true copy of which is attached to this Order as Appendix A.1:
 - a. Has been duly accepted by the required majority of creditors of CIC who are affected by the Proposal and who were entitled to vote at the Creditors’ Meeting, in conformity with section 54(2)(d) of the BIA;
 - b. Is fair and reasonable;
 - c. Is calculated to benefit the general body of CIC’s creditors; and
 - d. Is made in good faith.

4. THIS COURT ORDERS AND DECLARES that no offence nor fact has been proved to justify the Court in withholding its approval of the Proposal.
5. THIS COURT ORDERS that the Proposal be and is hereby approved and sanctioned pursuant to the provisions of the BIA.
6. THIS COURT ORDERS that the Proposal Trustee and CIC are hereby authorized and empowered to take all actions and steps necessary or appropriate to implement and complete the Proposal, including authorization and direction to make all payments and distributions required to be made pursuant to the Proposal.
7. THIS COURT ORDERS that the assignment in bankruptcy made on the 14th day of April, 2020, be and the same is hereby annulled, Deloitte Restructuring Inc. in its capacity as Bankruptcy Trustee is hereby discharged, and the property of CIC be and the same is hereby revested in CIC upon the Proposal Trustee filing with this Court a certificate substantially in the form attached hereto as Appendix A.2 indicating that all conditions precedent set out in Section 6.2 of the Proposal have been satisfied and that the funds referenced in Section 3.1 of the Proposal have been received.
8. THIS COURT ORDERS that the Confidential Affidavit be sealed, kept confidential and not form part of the public record and shall remain stored electronically with

this Court on an encrypted basis limiting access to only the Registrar of this Honourable Court and the presiding Judge and shall only be made accessible or form part of the public record upon further Order of this Court.

9. THIS COURT ORDERS AND DECLARES that the acts of the Bankruptcy Trustee in the bankruptcy proceedings of CIC to date are approved and valid.

10. THIS COURT ORDERS AND REQUESTS the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada (including the assistance of a court in Canada pursuant to section 188(2) of the BIA) and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province and any court or any judicial or regulatory body of any other nation or state, to act in aid of and to be complementary to this Court in carrying out the terms of this Order.

July 6, 2020

D.J.
Kroft, J. Digitally signed
by D.J. Kroft, J.
Date: 2020.07.09
08:59:10 -05'00'

KROFT, J.

I, J.J. BURNELL OF THE FIRM OF MLT AIKINS LLP HEREBY CERTIFY THAT I HAVE RECEIVED THE CONSENT AS TO FORM FROM THOMPSON DORFMAN SWEATMAN LLP AS DIRECTED BY THE HONOURABLE MR. JUSTICE KROFT.

Appendix A.1 - Proposal

**THE QUEEN'S BENCH
WINNIPEG CENTRE
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE *BANKRUPTCY
AND INSOLVENCY ACT*, R.S.C. 1985,
c. B-3, AS AMENDED**

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PROPOSAL

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Matter No. 0173884

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PROPOSAL

**ARTICLE 1
INTERPRETATION**

1.1 Definitions

For all purposes relating to the present Proposal, the following terms shall have the following meanings:

- a) **"1005"** means 10057425 Manitoba Inc.;
- b) **"Basket Amount"** has the meaning ascribed to it in Section 3.1 hereof;
- c) **"BIA"** means the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended;
- d) **"Business Day"** means any day except Saturday, Sunday or any day on which banks are generally not open for business in The City of Winnipeg, Manitoba;
- e) **"CIC"** means Composites Innovation Centre Manitoba Inc., a corporation which is bankrupt as a result of filing an assignment in bankruptcy pursuant to the BIA on April 14, 2020;
- f) **"Claim" or "Claims"** means any right of any Person against CIC in connection with any indebtedness, liability or obligation, including claims that are liquidated, unliquidated, fixed, contingent, matured, unmatured, legal, equitable, present, future, known, unknown, disputed, undisputed or whether by guarantee, by surety, by nature;
- g) **"Court"** means the Manitoba Court of Queen's Bench;

- h) **"Creditor"** means a Person having a claim provable as a claim under the BIA;
- i) **"Creditors' Meeting"** means the meeting of Unsecured Creditors to be held on June 15, 2020, for the purpose of considering and voting upon this Proposal, and any adjournment of such meeting;
- j) **"Crown"** means Her Majesty in right of Canada or a Province of Canada;
- k) **"Crown Claims"** means all Claims of the Crown described in Section 60(1.1) of the BIA, that were outstanding on the Filing Date, as accepted by the Trustee or approved by the Court;
- l) **"Disputed Claim"** means any Claim which has been received by the Trustee in accordance with the terms of this Proposal and the BIA but has not been accepted as proven or which is being disputed in whole or in part by the Trustee, or any other person entitled to do so and has not been resolved by agreement or by Order of the Court;
- m) **"Disputed Creditor"** means a Person holding a Disputed Claim to the extent of its Disputed Claim;
- n) **"Effective Date"** has the meaning ascribed to it in Section 6.3 hereof;
- o) **"Employee Claims"** means Claims of the employees of CIC to be paid under Section 60(1.3) of the BIA, including any subrogated claims of Her Majesty in right of Canada made pursuant to the *Wage Earner Protection Program Act (Canada)*, S.C. 2005, c. 47, as amended;
- p) **"Filing Date"** means May 26, 2020, the date of the filing by CIC of this Proposal;
- q) **"Floor Creditors' Claims"** has the meaning ascribed to it in Section 3.2(d)(i) hereof;
- r) **"Inspectors"** means one or more inspectors appointed pursuant to the BIA and as provided for in the Proposal;
- s) **"Official Receiver"** means the officer appointed pursuant to Section 12(2) of the BIA;
- t) **"Ordinary Unsecured Claims"** means all Claims of every nature and kind whatsoever as at the Filing Date, whether due or not due for payment as at the Filing Date, including, without limitation, any contingent and unliquidated Claims (once quantified) and any unsecured portion of a Claim held by a Secured Creditor, but excluding (i) Claims of Unaffected Creditors; (ii) Secured Claims; (iii) Crown Claims; (iv) Preferred Claims; and, (v) Professional Fees;
- u) **"Ordinary Unsecured Creditor"** means a Person holding an Ordinary Unsecured Claim, to the extent of its Ordinary Unsecured Claim;

- v) **"Person"** is to be broadly interpreted and includes an individual, a corporation, a partnership, a trust, an unincorporated organization, the government of a country or any political subdivision thereof, or any agency or department of any such government, and the executors, administrators or other legal representatives of an individual in such capacity;
- w) **"Post-Filing Claims"** means any Claim that becomes a Claim after April 14, 2020 (being the date upon which CIC filed an assignment in bankruptcy), including, without limiting the foregoing, Claims arising in respect of services rendered, goods supplied, goods provided under a consignment arrangement, or other consideration given to CIC after April 14, 2020;
- x) **"Preferred Claims"** means any Claim, including any Employee Claim, as described in Sections 136(1)(a) through 136(1)(j) of the BIA, being such Claims as are directed by the BIA to be paid in priority to all Ordinary Unsecured Claims in the distribution of the property of CIC;
- y) **"Professional Fees"** means all proper fees, expenses, liabilities and obligations of the Trustee and its counsel, for and incidental to the proceedings arising out of the Proposal;
- z) **"Proof of Claim"** means the form delivered by the Trustee to Creditors in accordance with the BIA;
- aa) **"Proposal"** means this Proposal, as varied, amended, modified or supplemented in accordance with the provisions hereof and the BIA;
- bb) **"Proposal Approval Order"** means an order from the Court, in form and substance satisfactory to CIC and the Trustee approving and sanctioning this Proposal in accordance with the provisions hereof and of the BIA;
- cc) **"Proposal Trustee"** means Deloitte Restructuring Inc., in its capacity as the proposal trustee of CIC, and not in its personal capacity;
- dd) **"Proven Unsecured Claim"** means the amount or any portion of the amount of the Unsecured Claim of an Unsecured Creditor as agreed by the Trustee or finally determined for distribution purposes in accordance with the provisions of the BIA or any applicable orders from the Court;
- ee) **"Required Majority"** means a majority in number and two-thirds in value of all Claims of Creditors entitled to vote and who are present and voting at the Creditors' Meeting (whether in person, by proxy or by voting letter) in accordance with the voting procedures established by this Proposal and the BIA. The creditors entitled to vote at the Creditors' Meeting shall be the Unsecured Creditors;
- ff) **"Secured Claims"** means the Claims of a Secured Creditor, to the extent of the value of the security held by the Secured Creditors, as accepted by the Trustee or

approved by the Court. Each Secured Creditor is entitled to file an Unsecured Claim to the extent that its Claim exceeds the value of the security it holds;

- gg) **"Secured Creditor"** has the same meaning as "secured creditor" as defined in Section 2 of the BIA;
- hh) **"Trustee's Certificate"** has the meaning ascribed to it in Section 6.3 hereof;
- ii) **"Unaffected Creditors"** means those Persons having Secured Claims and those Persons having Post-Filing Claims;
- jj) **"Unsecured Claims"** means Ordinary Unsecured Claims and Preferred Claims;
- kk) **"Unsecured Creditors"** means Creditors holding an Unsecured Claim, to the extent of such Unsecured Claim; and
- ll) **"Unsecured Creditors Class"** means all Unsecured Creditors who are grouped together for the purposes of considering and voting on this Proposal in accordance with the provisions of this Proposal and the BIA.

1.2 Date of Any Action

In the event that any date on which any action is required to be taken under this Proposal by any of the parties is not a Business Day, the action shall be required to be taken on the next day which is a Business Day.

1.3 Time

All times expressed in this Proposal are local time Winnipeg, Manitoba, Canada, unless stipulated otherwise. Time is of the essence in this Proposal.

1.4 Statutory References

Any reference in this Proposal to a statute includes all regulations made thereunder and all amendments to such statutes or regulations in force from time to time.

1.5 Monetary References

All references to currency and to "\$" are to Canadian dollars, unless otherwise indicated.

ARTICLE 2 GENERAL INTENT

2.1 Effect of Proposal

This Proposal is made by CIC, which is bankrupt as a result of a voluntary assignment in bankruptcy made on April 14, 2020. This Proposal provides for the restructuring of the liabilities of CIC through a distribution to Unsecured Creditors of CIC. The funds from which the distribution will be made will consist of the cash (less disbursements) in the hands of the Proposal Trustee (which were acquired in the Proposal Trustee's capacity as the trustee in bankruptcy of CIC) and cash from a monetary payment that will be provided to the Trustee from CIC following a payment to CIC of \$1,700,000.00 from 1005.

2.2 Persons Affected

This Proposal will, as of the Effective Date, be binding on CIC and all Creditors other than Unaffected Creditors.

2.3 Post-Filing Claims

Post-Filing Claims will be paid in full by CIC in the ordinary course of business and on regular trade terms, or as may otherwise be arranged with the holders of such Post-Filing Claims. For clarity, Post-Filing Claims are not payable from the Basket Amount.

2.4 Secured Claims

The Unsecured Claim portion of any Secured Claim is entitled to be voted in the Unsecured Creditors Class.

This Proposal is not, and shall not be, made in respect of Secured Claims, which claims, if any, will be dealt with in the ordinary course based on existing or otherwise mutually agreeable arrangements.

ARTICLE 3 PROPOSAL

3.1 Proposed Payments

In addition to the net cash funds held by the Proposal Trustee (which were acquired in the Proposal Trustee's capacity as the trustee in bankruptcy of CIC), CIC shall remit to the Proposal Trustee (by way of funds advanced to it by 1005), the sum of \$1,700,000.00 (one million seven hundred thousand dollars) (collectively, the "**Basket Amount**"), within five (5) Business Days of the issuance of the Proposal Approval Order.

3.2 Distributions

The Basket Amount will be free and clear of all charges and, subject to the terms and conditions set forth in this Proposal, will be distributed as follows and in the following priority:

- a) Professional Fees: Professional Fees of the Proposal Trustee and its counsel will be paid out of the Basket Amount;
- b) Crown Claims: The Crown Claims, without interest, will be paid in full out of the Basket Amount within 180 (one hundred eighty) days after issuance of the Proposal Approval Order, or as may otherwise be arranged with the Crown;
- c) Preferred Claims: The Preferred Claims, without interest, will be paid in full out of the Basket Amount, in priority to the Ordinary Unsecured Claims, after issuance of the Proposal Approval Order. Employee Claims will be paid in full within ten (10) days after the issuance of the Proposal Approval Order out of the Basket Amount. Remaining Preferred Claims will be paid as funds are available. For clarity, and in accordance with Section 60(1.3) of the BIA, Employee Claims shall consist only of wages, salaries, commissions or compensation owed by CIC as of the date of its bankruptcy (April 14, 2020) for services rendered during the period beginning on the day that is six months before the date of bankruptcy and ending on the date of the bankruptcy to the maximum extent of \$2,000.00, less any amounts actually received by an employee pursuant to the *Wage Earner Protection Program Act* (Canada) ("**WEPPA**"). Where an employee has received amounts pursuant to WEPPA, Her Majesty in right of Canada will have an Employee Claim on a subrogated basis to the extent of the amount paid to an employee under WEPPA. To the extent employees of CIC have further claims in respect of their employment with CIC beyond any amounts actually received pursuant to an Employee Claim (such as severance pay / further pay in lieu of notice), such claims shall be treated as Ordinary Unsecured Claims;
- d) Ordinary Unsecured Claims: Ordinary Unsecured Creditors who are the holders of Proven Unsecured Claims ("**Proven Ordinary Unsecured Claims**"), will receive, from the Basket Amount, after payment of the Professional Fees, Crown Claims, and, Preferred Claims, the following amounts, as agreed by the Proposal Trustee or finally determined for distribution purposes in accordance with the provisions of the BIA or any applicable orders from the Court:
 - i Firstly, each Ordinary Unsecured Creditor who holds a Proven Ordinary Unsecured Claim equal to or less than \$2,000.00, including those Ordinary Unsecured Creditors that choose to reduce their Proven Ordinary Unsecured Claim to \$2,000.00 (collectively "**Floor Creditors' Claims**"),

shall be entitled to receive a dividend equal to the lesser of \$2,000.00 and the aggregate amount of such Creditor's Proven Ordinary Unsecured Claim;

- ii Secondly, each Ordinary Unsecured Creditor who holds a Proven Ordinary Unsecured Claim in an aggregate amount in excess of \$2,000.00 (and who has not chosen to reduce its Proven Ordinary Unsecured Claim to \$2,000.00), shall be entitled to receive a dividend equal to its *pro-rata* share of measured in relation to all Proven Ordinary Unsecured Claims, from the available Basket Amount of funds; and
- iii All dividends paid are subject to the Superintendent's Levy payable in respect thereof as required by the BIA.

Distributions in respect of Ordinary Unsecured Claims shall be made from time to time, subject to the discretion of the Inspectors (if any) when funds are available for distribution.

ARTICLE 4 CLASSIFICATION OF CREDITORS, VALUATION OF CLAIMS AND RELATED MATTERS

4.1 Unaffected Creditors

This Proposal is not being made to the Unaffected Creditors and does not impact their claims. Claims of Unaffected Creditors shall be dealt with in accordance with the agreements between the respective Unaffected Creditors and CIC or as otherwise agreed between the respective Unaffected Creditors and CIC.

4.2 Classes of Creditors

For the purpose of voting on the Proposal, the Unsecured Creditors of CIC shall comprise one class, being the Unsecured Creditors Class.

4.3 Filing Proofs of Claim

Each Unsecured Creditor must file a Proof of Claim to vote on, or to receive a distribution under, the Proposal.

4.4 Allowance or Disallowance of Claims by Proposal Trustee

Upon receipt of the completed Proofs of Claim, the Proposal Trustee shall examine the Proof of Claim and shall deal with each Claim in accordance with the provisions of the BIA. The Proposal Trustee shall have the power and authority to determine the validity of all Claims made against CIC.

4.5 Claims Bar Process

Promptly after the Proposal Approval Order, the Proposal Trustee shall give notice pursuant to Section 149 of the BIA to every Person with a Claim (other than Unaffected Creditors) of which the Proposal Trustee has notice or knowledge but whose Claim has not been filed or proved advising that if such Person does not prove its Claim within a period of thirty (30) days after the sending of the notice (the "**Claims Bar Date**"), the Proposal Trustee will proceed to declare future dividends or final dividends without regard to such Person's Claim.

Subject to any exceptions set out in Sections 149(2), (3) and (4) of the BIA, any Person so notified that does not provide its Claim (other than Unaffected Creditors) by the Claims Bar Date shall be barred from making a Claim in this Proposal or sharing in any dividend hereunder, and such Claim shall be forever barred, extinguished and released as against CIC.

4.6 Creditors' Meeting, Proxies and Voting Letters

Proxies as provided for in the BIA indicating a Person authorized to act on behalf of an Unsecured Creditor may be submitted to the Proposal Trustee at, or any time prior to, the commencement of the Creditors' Meeting. Voting letters as provided for in the BIA submitted to the Proposal Trustee prior to the Creditors' Meeting must indicate whether the Unsecured Creditor wishes to cast its vote in favour of, or against, the Proposal. Persons in attendance at the Creditors' Meeting shall cast their votes in the manner prescribed by the chair of the Creditors' Meeting ("**Chair**") and the BIA. All votes will be recorded and tabulated by the Chair, who may seek the assistance of the Court with respect to any dispute arising from or out of the tabulation of votes. A quorum shall be constituted for the Creditors' Meeting or any adjournment thereof if there is one Unsecured Creditor, entitled to vote, present in person or by proxy or if one Unsecured Creditor, entitled to vote, has submitted a voting letter in accordance with the provisions of the BIA and this Proposal. If the requisite quorum is not present at the Creditors' Meeting or if the Creditors' Meeting has to be postponed for any reason, then the Creditors' Meeting shall be adjourned by the Chair to such date, time and place as determined by the Chair.

4.7 Claims for Voting Purposes

Each Unsecured Creditor shall be entitled to a single vote valued at the amount of its Proven Unsecured Claim. If the amount of the Unsecured Claim of a Disputed Creditor is not finally determined prior to the date of the Creditors' Meeting, the Disputed Creditor shall be entitled to vote at the Creditors' Meeting on the portion of its Unsecured Claim, if any, that has been accepted by the Proposal Trustee for voting purposes without prejudice to the rights of CIC.

4.8 Approval by Unsecured Creditors

In order that the Proposal be binding on the Creditors of CIC in accordance with the BIA, it must first be accepted by the Unsecured Creditors by majority in number of the Unsecured Creditors who actually vote upon the Proposal (in person or by proxy) at the Creditor's Meeting or by a Voting Letter, representing two-thirds in value of the Proven Unsecured Claims of the Unsecured Creditors who actually vote upon the Proposal (whether in person or by proxy) at the Creditor's Meeting or by a Voting Letter.

4.9 Modification of the Proposal

Subject to the consent of the Proposal Trustee, at any time prior to the Creditors' Meeting, CIC reserves the right to file any modification, amendment or supplement of and to the Proposal, by way of an amended proposal, and file such amended proposal with the Official Receiver as soon as practical, in which case any such amended proposal or proposals shall, for all purposes, be and be deemed to be part of and incorporated into the Proposal. At the Creditors' Meeting, the Proposal Trustee shall provide all Unsecured Creditors in attendance with details of any modifications or amendments of and to the Proposal prior to the vote being taken to approve the Proposal. After the Creditors' Meeting (and both prior to and subsequent to the Proposal Approval Order) and subject to the consent of the Proposal Trustee, CIC may at any time and from time to time vary, amend, modify or supplement the Proposal if the Court determines that such variation, amendment, modification or supplement is of a minor, immaterial or technical nature or would not be materially prejudicial to the interest of any of the Unsecured Creditors under the Proposal and is necessary in order to give effect to the substance of the Proposal or the Proposal Approval Order.

4.10 Inspectors

CIC agrees to the formation of a committee of up to three (3) individuals ("**Inspectors**") to be named by the Creditors at the Creditors' Meeting called to consider the Proposal.

The powers and duties of the Inspectors contemplated herein shall be as follows:

- a) To approve any interim and/or final statement of receipts and disbursements, including payment of dividends and the Proposal Trustee's accounts from the Basket Amount;
- b) To advise the Proposal Trustee in connection with its actions under the Proposal, as the Trustee may from time to time request;
- c) To advise the Proposal Trustee concerning any dispute which may arise as to the validity of Claims under the Proposal;
- d) To receive reports regarding the operations of CIC, upon request and only through the Proposal Trustee, acting in his capacity; and

e) To waive any default in the performance of the Proposal.

Any decision, direction or act of the Inspectors may be referred to the Court by the Proposal Trustee and the Court may confirm, reverse or modify the decision, direction or act and make such Orders it thinks fit.

The authority and term of office of the Inspectors will terminate upon the discharge of the Proposal Trustee.

ARTICLE 5 RELEASE

5.1 Release in Favour of CIC

On the Effective Date, other than the claims of Unaffected Creditors, all Claims shall, as against CIC, be deemed to be fully and finally satisfied, settled and discharged and no Creditor having such a Claim shall have any further right, remedy or Claim against CIC.

5.2 Release in Favour of the Directors

In accordance with Section 50(13) of the BIA, the acceptance of the Proposal by the Creditors affected by this Proposal shall, on the Effective Date, release definitively the directors of CIC from any and all claims, liability or obligation for which they may be liable by law in their capacity as directors, in respect of any debt of CIC which arose before the Filing Date, except for claims that relate to contractual rights of one or more creditors arising from contracts with one or more directors or claims that are based on allegations of misrepresentation made by directors to creditors or of wrongful or oppressive conduct by directors. It is understood however that nothing herein shall be interpreted as an acknowledgment of any claim, liability or obligation on the part of the directors of CIC, any such claim, liability or obligation being specifically denied.

ARTICLE 6 CONDITIONS AND EFFECTIVE DATE

6.1 Funding

This Proposal is intended to be funded by the net cash held by the Proposal Trustee (which were acquired in the Proposal Trustee's capacity as the trustee in bankruptcy of CIC), and the further payment by 1005 to CIC of the sum of \$1,700,000.00, as referenced in Article 3.1 above.

6.2 Conditions Precedent to the Implementation of the Proposal

The implementation of the Proposal and distribution thereunder is subject to the satisfaction of the following conditions precedent:

- a) The Proposal is approved by the Required Majority;
- b) The Proposal Approval Order has been made and has not been stayed and there is no outstanding appeal therefrom; and
- c) Immediately after the Proposal Approval Order is made and before the funds are advanced to CIC by 1005 in Article 3.1 above, all of the existing directors, members and officers of CIC will resign with immediate effect, with the exception of Jack Maendel, who will remain a director, member and officer of CIC together with four other individuals.

With respect to the Proposal Approval Order, CIC shall file an application for the Proposal Approval Order no later than five (5) Business Days following the Creditors' Meeting or such other date as the Court may order, which application shall be heard as soon as possible according to the procedure set out in Section 58 of the BIA.

For clarity, the funds to be advanced by 1005 in accordance with Article 3.1 above shall not be available to CIC or the Proposal Trustee for distribution in accordance with the Proposal unless and until such time the conditions precedent set out in Article 6.2 above are all satisfied. If that does not occur within five (5) Business Days of the funds being advanced by 1005, all of the funds so advanced shall be returned to 1005 immediately, without any deduction or set-off whatsoever.

6.3 Proposal Trustee's Certificate and Effective Date

Upon the satisfaction of the conditions precedent set out in Section 6.2 hereof and the payment by CIC of the sum of \$1,700,000.00 set out in Section 3.1, the Proposal Trustee will file with the Court a certificate which states that all conditions precedent set out in Section 6.2 hereof have been satisfied and that the funds referenced in Section 3.1 have been received (the "**Trustee's Certificate**"). The date of filing of the Trustee's Certificate shall be deemed to be the "**Effective Date**".

6.4 Discharge of Proposal Trustee

Upon distribution of the amounts payable hereunder, the Proposal Trustee shall have discharged its duties as Proposal Trustee and the Proposal Trustee shall be entitled to apply for its discharge as Proposal Trustee hereunder. For greater certainty, the Proposal Trustee will not be responsible or liable for any obligations of CIC before, on or after the Filing Date and will be exempt from any personal liability in fulfilling any duties or

exercising any powers conferred upon it by this Proposal unless such acts have been carried out in bad faith and constitute a willful or wrongful act or default.

ARTICLE 7 BINDING EFFECT

7.1 Binding Effect

On the Effective Date, this Proposal will become effective and binding on and enure to the benefit of CIC and all Creditors affected by this Proposal and all other Persons named or referred to in, or subject to, this Proposal, and their respective heirs, executors, administrators and other legal representatives, successors and assigns.

ARTICLE 8 GENERAL

8.1 Capacity of the Proposal Trustee

Deloitte Restructuring Inc. is acting in its capacity as Proposal Trustee under this Proposal and not in its personal capacity, and shall not incur any liabilities or obligations in connection with this Proposal or in respect of the business or obligations of CIC, whether existing as at the Filing Date or incurred subsequent thereto and no Person shall have any Claim against Deloitte Restructuring Inc. in respect thereof.

8.2 Settlements and Preferences

With regard to Section 101.1(1) of the BIA, which provides that Sections 95 to 101 apply to a proposal, it is the intent of this Proposal that these sections and any similar provision of any federal or provincial statute shall apply to this Proposal.

8.3 Further Assurances

Each of the Persons named or referred to in, or subject to, this Proposal will execute and deliver all such documents and instruments and do all such acts and things as may be necessary or desirable to carry out the full intent and meaning of this Proposal and to give effect to the transactions contemplated herein.

8.4 Governing Law

This Proposal will be governed by and construed in accordance with the laws of the Province of Manitoba and the laws of Canada applicable therein.

8.5 Notices

Unless otherwise stated, any notices or communication to be made or given hereunder shall be in writing and shall refer to this Proposal and may, subject to as hereinafter provided, be made or given by personal delivery, prepaid mail or e-mail to the respective parties as follows:

if to CIC:

Composites Innovation Centre Manitoba Inc.
158 Commerce Drive
Winnipeg, Manitoba R3P 0Z6
Attention: Jack Maendel, Director
Email: jack@ecopoxy.com

with copy to (which shall not, by itself, constitute notice):

Thompson Dorfman Sweatman LLP
1700 – 242 Hargrave Street
Winnipeg, Manitoba R3C 0V1
Attention: Silvia de Sousa
Email: svd@tdslaw.com

if to 1005:

10057425 MANITOBA INC.
P.O. Box 220
Morris, Manitoba R0G 1K0
Attention: Jack Maendel
Email: jack@ecopoxy.com

with copy to (which shall not, by itself, constitute notice):

Thompson Dorfman Sweatman LLP
1700 – 242 Hargrave Street
Winnipeg, Manitoba R3C 0V1
Attention: Silvia de Sousa
Email: svd@tdslaw.com

If to a Creditor, to the address, fax or e-mail of such Creditor specified in the Proof of Claim filed by such Creditor or if no Proof of Claim has been filed to such other address or number at which the notifying party may reasonably believe that the Unsecured Creditor may be contacted.

If to the Proposal Trustee:

Deloitte Restructuring Inc.

2300 - 360 Main Street
Winnipeg, Manitoba R3C 3Z3
Attention: Brent Warga
E-Mail: bwarga@deloitte.ca

With a copy to:

MLT Aikins LLP
30th Floor – 360 Main Street
Winnipeg, Manitoba R3C 4G1
Attention: J.J. Burnell
Email: jburnell@mltaikins.com

Notice or communication shall be sufficiently given if served by personal delivery on the party to whom it is being given, or delivered via courier, in which cases notice and communication shall be deemed to have been given on the date of delivery; or transmitted by email to the party to whom it is being given to the email address specified in this Proposal, in which case notice or communication shall be deemed to have been given on the later of 9:00 A.M. (local time) on the first business day following transmission or eight hours after the time of transmission. Any party may change its address for the giving of notice by notice given to the other parties.

DATED AT WINNIPEG, this 26th day of May, 2020

Appendix A.2 - Certificate

File No. BK-20-01-05451

**THE QUEEN'S BENCH
Winnipeg Centre
IN BANKRUPTCY AND INSOLVENCY**

**IN THE MATTER OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, R.S.C. 1985,
c. B-3, AS AMENDED**

**AND IN THE MATTER OF THE PROPOSAL OF
COMPOSITES INNOVATION CENTRE MANITOBA INC.**

RECITALS

A. Pursuant to an Order of the Honourable Mr. Justice Kroft of the Manitoba Court of Queen's Bench (the "**Court**") dated July 6, 2020, the proposal (the "**Proposal**") of Composites Innovation Centre Manitoba Inc. ("**CIC**") dated May 26, 2020 was approved and provided for: (i) the annulment of the assignment in bankruptcy made by CIC on the 14th day of April, 2020, (ii) the discharge of Deloitte Restructuring Inc. in its capacity as Bankruptcy Trustee of CIC, and (iii) the revesting of the property of CIC upon Deloitte Restructuring Inc. in its capacity as proposal trustee in respect of the Proposal (the "**Proposal Trustee**") filing with this Court a certificate confirming that (iv) all conditions precedent set out in Section 6.2 of the Proposal have been satisfied, and (v) that the funds referenced in Section 3.1 of the Proposal have been received.

B. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Proposal.

THE PROPOSAL TRUSTEE CERTIFIES the following:

1. The conditions precedent set out in Section 6.2 of the Proposal have been satisfied; and
2. The funds referenced in Section 3.1 of the Proposal have been received.

**Deloitte Restructuring Inc., in its capacity
as Proposal Trustee in respect of the
Proposal of Composites Innovation
Centre Manitoba Inc. dated May 26, 2020,
and not in its personal capacity**

Per: _____

Name:

Title:

Appendix B – Certificate of the Proposal Trustee

File No. BK-20-01-05451

THE QUEEN'S BENCH
Winnipeg Centre
IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE *BANKRUPTCY AND*
INSOLVENCY ACT, R.S.C. 1985,
c. B-3, AS AMENDED

AND IN THE MATTER OF THE PROPOSAL OF
COMPOSITES INNOVATION CENTRE MANITOBA INC.

CERTIFICATE OF THE PROPOSAL TRUSTEE

MLT Aikins LLP
Barristers & Solicitors
3000 - 360 Main Street
Winnipeg, Manitoba
R3C 4G1

J.J. BURNELL / MADISON SUTHERLAND
Ph: (204) 957-4663 / (204) 957-4704
Fax: (204) 957-4285 / (204) 957-4207

File No. 0135165-00008

Box No. 3

THE QUEEN'S BENCH
Winnipeg Centre
IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE *BANKRUPTCY AND*
***INSOLVENCY ACT*, R.S.C. 1985,**
c. B-3, AS AMENDED

AND IN THE MATTER OF THE PROPOSAL OF
COMPOSITES INNOVATION CENTRE MANITOBA INC.

RECITALS

A. Pursuant to an Order of the Honourable Mr. Justice Kroft of the Manitoba Court of Queen's Bench (the "**Court**") dated July 6, 2020, the proposal (the "**Proposal**") of Composites Innovation Centre Manitoba Inc. ("**CIC**") dated May 26, 2020 was approved and provided for: (i) the annulment of the assignment in bankruptcy made by CIC on the 14th day of April, 2020, (ii) the discharge of Deloitte Restructuring Inc. in its capacity as Bankruptcy Trustee of CIC, and (iii) the revesting of the property of CIC upon Deloitte Restructuring Inc. in its capacity as proposal trustee in respect of the Proposal (the "**Proposal Trustee**") filing with this Court a certificate confirming that (iv) all conditions precedent set out in Section 6.2 of the Proposal have been satisfied, and (v) that the funds referenced in Section 3.1 of the Proposal have been received.

B. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Proposal.

THE PROPOSAL TRUSTEE CERTIFIES the following:

1. The conditions precedent set out in Section 6.2 of the Proposal have been satisfied; and
2. The funds referenced in Section 3.1 of the Proposal have been received.

**Deloitte Restructuring Inc., in its capacity as
Proposal Trustee in respect of the Proposal
of Composites Innovation Centre Manitoba
Inc. dated May 26, 2020, and not in its
personal capacity**

Per: B. Warga

Name: Brent Warga, CPA, CA, CIRP, LIT

Title: Senior Vice-President

Appendix C – Statement of Receipts and Disbursements for the Bankruptcy and Proposal Periods

COMPOSITES INNOVATION CENTRE MANITOBA INC.
STATEMENT OF RECEIPTS AND DISBURSEMENTS
for the period of April 14, 2020 to February 24, 2021

	Notes	Bankruptcy		Proposal	Total
		Pre-May 26, 2020	Post-May 26, 2020		
Receipts					
Accounts receivable		\$ 28,146	\$ 34,688	\$	62,834
Cash on hand		293,573	2,086		295,660
GST refund		20,617	-		20,617
Other refunds (HET, etc.)		14,577	-		14,577
Proposal payment		-	1,700,000		1,700,000
Rent reimbursement		-	33,583		33,583
Total Receipts		356,913	1,770,357		2,127,271
Disbursements					
Advertising		930	-		930
Appraisal fees		7,850	-		7,850
Contract labour		3,078	2,385		5,463
Court fee		150	-		150
Filing fee		150	-		150
GST paid on disbursements		2,107	1,868		3,975
GST paid on legal fees		664	1,977		2,641
GST paid on Trustee fees		3,585	5,146		8,731
Locks		481	-		481
Legal fees	1	13,276	39,698		52,974
Mail redirection		244	-		244
Payroll services		157	-		157
PST paid on disbursements		612	3		615
PST paid on legal fees		929	2,751		3,680
Rent		31,983	31,983		63,967
Repairs and maintenance (fire inspection)		450	-		450
Trustee fees	2	71,693	102,920		174,613
Utilities		2,977	2,784		5,761
WEPP (Section 81.3 Claim)		-	35,534		35,534
Total Disbursements		141,315	227,050		368,365
Excess of Receipts over Disbursements - Funds Held in Trust as at February 24, 2021		\$ 215,598	\$ 1,543,307	\$	1,758,905
Accrued Statutory Notice Fees					
Inspectors' Fees (Bankruptcy and Proposal)					480
Notice of first meeting of creditors (Bankruptcy)					900
Notice of first meeting of creditors (Proposal)					1,310
Notice of Court approval of Proposal					186
Notice (30-Day) to prove a claim					710
Notice of final dividend and Trustee discharge					246
GST on statutory notice fees					168
Subtotal					3,999
Proposed Holdback					
Trustee fees (inclusive of GST)					36,750
Trustee's legal counsel fees (inclusive of GST and PST)					28,000
Subtotal					64,750
Funds Available for Distribution					1,690,157
Proposed Distribution					
Unsecured creditors					1,631,085
Office of the Superintendent of Bankruptcy levy					59,071
Subtotal					1,690,157
Estate Balance Subsequent to Proposed Distribution				\$	-

Notes:

- 1) Excludes fees and disbursements of the Trustee's legal counsel subsequent to November 30, 2020.
- 2) Includes fees and disbursements of the Trustee to February 21, 2021.

Appendix D – Proposed Distribution Schedule

**COMPOSITES INNOVATION CENTRE MANITOBA INC.
PROPOSED DISTRIBUTION SCHEDULE**

Creditor	Filed Claim	81.3(1) Priority to Service Canada	Admitted Claim	Distribution Allocation	Gross WEPP Payments	Net WEPP Payments (less 81.3(1) Priority)	Subrogated Distribution to Her Majesty (WEPP)	Distribution to Creditor	OSB Levy 5%	OSB Levy 1.25%	Net Distribution to Creditor	Notes
Access Information Management of Canada ULC	378.34	-	378.34	311.88	-	-	-	311.88	9.04	1.64	301.21	
Advanced Composite Structures	53,228.81	-	53,228.81	43,878.74	-	-	-	43,878.74	1,271.34	230.65	42,376.75	
Aero Recip	34,105.53	-	34,105.53	28,114.62	-	-	-	28,114.62	814.59	147.79	27,152.24	
Agricultural Utilization Research Institute Inc.	3,290.00	-	3,290.00	2,712.09	-	-	-	2,712.09	78.58	14.26	2,619.25	
Agriculture and Agri-Food Canada	380,885.68	-	380,885.68	313,980.06	-	-	-	313,980.06	9,097.23	1,650.44	303,232.39	
Arqyle Materials Inc.	291.48	-	291.48	240.28	-	-	-	240.28	6.96	1.26	232.05	
Aviles, Joel	6,111.27	1,992.06	4,119.21	3,395.64	5,694.48	3,702.42	3,395.64	-	-	-	-	
Belev, Natassia	15,341.65	2,000.00	13,341.65	10,998.08	6,798.57	4,798.57	4,798.57	6,199.51	179.62	32.59	5,987.30	
Bell, Jennifer	14,201.24	2,000.00	12,201.24	10,057.99	6,798.57	4,798.57	4,798.57	5,259.42	152.39	27.65	5,079.39	
Biofuels Consulting Canada Inc.	472.50	-	472.50	389.50	-	-	-	389.50	11.29	2.05	376.17	
Biolin Research	7,743.75	-	7,743.75	6,383.50	-	-	-	6,383.50	184.95	33.56	6,164.99	
c2renew	48,224.60	-	48,224.60	39,753.56	-	-	-	39,753.56	1,151.82	208.97	38,392.78	
Canadian Propeller Ltd.	34,874.49	-	34,874.49	28,748.51	-	-	-	28,748.51	832.96	151.12	27,764.43	
Cheung, Anqus	27,060.90	2,000.00	25,060.90	20,658.75	6,798.57	4,798.57	4,798.57	15,860.18	459.53	83.37	15,317.28	
Composite Alliance Corp. (USD)	45,724.00	-	45,724.00	37,692.21	-	-	-	37,692.21	1,092.09	198.13	36,401.99	
Crouch, Steve	55,490.62	2,000.00	53,490.62	44,094.56	6,798.57	4,798.57	4,798.57	39,295.99	1,138.56	206.56	37,950.88	
Dowsett, Kelly	13,994.71	2,000.00	11,994.71	9,887.74	6,798.57	4,798.57	4,798.57	5,089.17	147.45	26.75	4,914.97	
DuCharme, Shawna	44,097.87	2,000.00	42,097.87	34,703.04	6,798.57	4,798.57	4,798.57	29,904.47	866.45	157.19	28,880.83	
Dyck, Andrea	4,141.58	2,000.00	2,141.58	1,765.39	3,859.12	1,859.12	1,765.39	-	-	-	-	
Eastside Industrial Coatings & Composites	30,805.00	-	30,805.00	25,393.86	-	-	-	25,393.86	735.76	133.48	24,524.61	
Epic Information	8,832.55	-	8,832.55	7,281.04	-	-	-	7,281.04	210.96	38.27	7,031.81	
FastAir Ltd.	55,263.69	-	55,263.69	45,556.18	-	-	-	45,556.18	1,319.94	239.47	43,996.77	
Government of Alberta	34,230.00	-	34,230.00	28,217.23	-	-	-	28,217.23	817.56	148.32	27,251.34	
Hearsurn, Breanne	14,479.21	2,000.00	12,479.21	10,287.14	6,798.57	4,798.57	4,798.57	5,488.57	159.03	28.85	5,300.69	
Home Depot c/o Citi Cards Canada (Acct 603529)	37.88	-	37.88	31.23	-	-	-	31.23	0.90	0.16	30.16	
Hub International MB Ltd.	779.76	-	779.76	642.79	-	-	-	642.79	18.62	3.38	620.79	
J.G. Janitorial Services Ltd.	1,039.50	-	1,039.50	856.90	-	-	-	856.90	24.83	4.50	827.57	
Keith, Garrett	32,429.39	2,000.00	30,429.39	25,084.22	6,798.57	4,798.57	4,798.57	20,285.65	587.75	106.63	19,591.27	
Komus, Alastair	59,005.14	2,000.00	57,005.14	46,991.73	6,798.57	4,798.57	4,798.57	42,193.16	1,222.50	221.79	40,748.87	
Laqunera, Matthew	32,751.59	2,000.00	30,751.59	25,349.83	6,798.57	4,798.57	4,798.57	20,551.26	595.45	108.03	19,847.78	
Maqellan Aerospace Corporation	162,755.03	-	162,755.03	134,165.81	-	-	-	134,165.81	3,887.31	705.25	129,573.25	
Manitoba Finance - Taxation Division Attn: Collection	623.85	-	623.85	514.27	-	-	-	514.27	14.90	2.70	496.66	
Manitoba Hydro	3,230.80	-	3,230.80	2,663.28	-	-	-	2,663.28	77.17	14.00	2,572.12	
Manitoba Hydro	4,589.30	-	4,589.30	3,783.15	-	-	-	3,783.15	109.61	19.89	3,653.65	
Marmillod, Lisa	54,800.45	2,000.00	52,800.45	43,525.63	6,798.57	4,798.57	4,798.57	38,727.06	1,122.07	203.57	37,401.41	
MasterKey Business Solutions	7,875.00	-	7,875.00	6,491.69	-	-	-	6,491.69	188.09	34.12	6,269.48	
Maya Heat Transfer Technologies Ltd.	18,386.49	-	18,386.49	15,156.76	-	-	-	15,156.76	439.15	79.67	14,637.93	
McCartnev, Douq	14,691.93	-	14,691.93	12,111.17	-	-	-	12,111.17	350.91	63.66	11,696.60	
MicroPilot	37,565.23	-	37,565.23	30,966.60	-	-	-	30,966.60	897.22	162.78	29,906.60	
MTN Consulting Associates	8,274.00	-	8,274.00	6,820.61	-	-	-	6,820.61	197.62	35.85	6,587.13	
People First HR Services	4,095.00	-	4,095.00	3,375.68	-	-	-	3,375.68	97.81	17.74	3,260.13	
Peters, Kvlle	40,009.54	2,000.00	38,009.54	31,332.86	6,798.57	4,798.57	4,798.57	26,534.29	768.80	139.48	25,626.01	
Polar Industries Inc.	25,000.00	-	25,000.00	20,608.55	-	-	-	20,608.55	597.11	108.33	19,903.11	
Precision ADM Inc.	61,528.24	-	61,528.24	50,720.31	-	-	-	50,720.31	1,469.57	266.61	48,984.13	
Red River College	45,183.50	-	45,183.50	37,246.66	-	-	-	37,246.66	1,079.18	195.79	35,971.69	
Rothwell, Euene	105,339.07	2,000.00	103,339.07	85,186.73	6,798.57	4,798.57	4,798.57	80,388.16	2,329.16	422.56	77,636.44	
Row, Kendall	7,234.16	1,541.78	5,692.38	4,692.47	6,740.79	5,199.01	4,692.47	-	-	-	-	
South Dakota School of Mines & Technologies (USD)	132,065.12	-	132,065.12	108,866.82	-	-	-	108,866.82	3,154.30	572.26	105,140.27	
Sutherland, Toni	23,394.25	2,000.00	21,394.25	17,636.18	6,798.57	4,798.57	4,798.57	12,837.61	371.96	67.48	12,398.17	
Telecom Options Inc.	2,008.70	-	2,008.70	1,655.86	-	-	-	1,655.86	47.98	8.70	1,599.18	
The University of Queensland	128,263.00	-	128,263.00	105,732.58	-	-	-	105,732.58	3,063.49	555.79	102,113.31	
Thermo Fisher Scientific (Mississauga) Inc.	70,631.20	-	70,631.20	58,224.26	-	-	-	58,224.26	1,686.98	306.06	56,231.22	
Thierry Ghislain	1,517.51	-	1,517.51	1,250.95	-	-	-	1,250.95	36.24	6.58	1,208.13	
Western Economic Diversification Canada	36,878.47	-	36,878.47	30,400.47	-	-	-	30,400.47	880.82	159.80	29,359.85	
Wheeler, Frank	30,591.17	2,000.00	28,591.17	23,568.90	6,798.57	4,798.57	4,798.57	18,770.33	543.85	98.67	18,127.82	
Unsecured Creditors		35,533.84	2,050,309.90	1,690,156.55	118,272.94	82,739.10	81,832.05	1,608,324.50	46,599.45	8,454.19	1,553,270.86	
Service Canada (WEPP)								81,832.05	3,400.55	616.94	77,814.56	(1)
Total Unsecured Distribution								1,690,156.55	50,000.00	9,071.13	1,631,085.42	

Notes:

(1) The initial payment to Service Canada under 81.3(1) of the *Bankruptcy and Insolvency Act* (BIA) omitted the requisite levy. The net distribution to Service Canada reflects the adjustment of same as detailed below:

	Claim	OSB Levy 5%	OSB Levy 1.25%	Net Distribution
81.3(1) Priority	\$ 35,533.84	\$ 1,029.55	\$ 186.78	\$ 34,317.50
Unsecured WEPP Claim	81,832.05	2,370.99	430.15	79,030.90
Total Distribution to Service Canada		3,400.55	616.94	113,348.40
Less Advance Payment to Service Canada				35,533.84
Net Distribution to Service Canada				\$ 77,814.56

Appendix E – Fees and Disbursements of the Trustee

COMPOSITES INNOVATION CENTRE MANITOBA INC.

SUMMARY OF TRUSTEE FEES AND DISBURSEMENTS

Bankruptcy

Date	Invoice #	Fees	Disbursements	GST	Total	Hours
12-May-20	8001173720	\$ 47,748	\$ -	\$ 2,387	\$ 50,135	129.5
27-May-20	8001205039	23,945	-	1,197	25,142	58.1
Subtotal		71,693	-	3,585	75,277	187.6

Proposal

Date	Invoice #	Fees	Disbursements	GST	Total	Hours
3-Jul-20	8001260893	49,900	-	2,495	52,395	128.5
1-Oct-20	8001387456	30,363	-	1,518	31,881	74.5
4-Jan-21	8001538813	13,088	-	654	13,742	29.4
22-Feb-21	8001625478	9,570	-	479	10,049	22.0
Subtotal		102,920	-	5,146	108,066	254.4

Total		\$ 174,613	\$ -	\$ 8,731	\$ 183,343	442.0
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Invoice 8001173720

Deloitte Restructuring Inc.

360 Main St
Suite 2300
Winnipeg MB R3C 3Z3

ATTN: John Fritz
Bankruptcy Estate of Composites Innovation
Centre Manitoba Inc. c/o Deloitte Restructuring Inc.
360 Main Street, Suite 2300
Winnipeg MB R3C 3Z3
Canada

Tel: (204) 942-0051
Fax: (204) 947-9390
www.deloitte.ca

Date: May 12, 2020
Client No.: 1349870
WBS#: CIC00018
Engagement Partner: Brent Warga

GST Registration: 122893605RT0001

For professional services rendered

Fees

In accordance with the Bankruptcy Appointment dated April 14, 2020.
Time incurred for the period April 11, 2020 to May 5, 2020.
B. Warga - Partner (61.4 hrs) - 29,165.00
J. Fritz - Senior Manager (17.2 hrs) - 6,450.00
T. Dew - Senior Consultant (44.2 hrs) - 11,050.00
P. Trivedi - Consultant (5.5 hrs) - 962.50
A. Keene - Technician (1.2 hrs) - 120.00
Total (129.5 hrs) - 47,747.50

GST applicable 47,747.50

Sales Tax

GST at 5.00% 2,387.38

Total Amount Due (CAD) 50,134.88

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.

COMPOSITES INNOVATION CENTRE MANITOBA INC.
IN BANKRUPTCY
TRUSTEE'S TIME SUMMARY FOR THE PERIOD
APRIL 11, 2020 TO MAY 5, 2020
INVOICE NO: 8001173720

Date	Name	Hours	Total	Description
4/11/2020	Dew, Todd	3.0	750.00	Preparation of bankruptcy filing documents.
4/13/2020	Warga, Brent	4.1	1,947.50	Meeting on-site; calls with CIC; various e-mail correspondence; document preparation; calls with MLT Aikins.
4/14/2020	Dew, Todd	3.0	750.00	Attend on site; change locks; meet with employees;
4/14/2020	Fritz, John	0.2	75.00	Call with Ritchie Bros. re: specialized equipment.
4/14/2020	Warga, Brent	4.2	1,995.00	Attendance on site at CIC; calls with various interested parties; meeting with former staff; calls with IT service provider re: cessation of remote access.
4/15/2020	Dew, Todd	4.0	1,000.00	Attend premises; inventory equipment; meet with employees.
4/15/2020	Fritz, John	0.3	112.50	Equipment review and call with Ritchie Bros. re: desktop appraisal requirements.
4/15/2020	Warga, Brent	4.3	2,042.50	Meeting with contracted staff and directions to same; calls with interested parties; call to insurer; call and meeting with landlord; call with security company; review and responding to various e-mail correspondence.
4/16/2020	Dew, Todd	4.0	1,000.00	Attend premises; meet with employees; inventory equipment; payables processing; set up banking information.
4/16/2020	Fritz, John	1.2	450.00	Statutory notice cover letter revisions; newspaper advertisement; calls with Auctioneer re: desktop appraisal.
4/16/2020	Warga, Brent	3.3	1,567.50	Call with landlord; call with security company; drafting of notice to creditors; discussions with retained staff; arranging for deposit of a/r; e-mail correspondence with RBC re: funds on deposit; call with Ritchie Bros.; e-mail correspondence with creditors.
4/17/2020	Dew, Todd	4.0	1,000.00	Attend premises; inventory equipment; package for auctioneer; banking.
4/17/2020	Fritz, John	2.0	750.00	Call and correspondence with Western Economic Diversification re: claims, equipment, and counter claims; call with Auctioneer re: desktop appraisal and equipment list.
4/17/2020	Warga, Brent	3.8	1,805.00	Call with Western Economic Diversification; calls with various interested parties; meeting with retained staff; review of financial details.
4/19/2020	Warga, Brent	1.8	855.00	Review of various e-mail correspondence and summary of interested parties.
4/20/2020	Dew, Todd	2.0	500.00	Mailing to creditors; draft affidavit of mailing; review emails surrounding fire inspection; telephone call to former employee re: online access to servers.
4/20/2020	Fritz, John	2.0	750.00	Review of email correspondence and call with Western Economic Diversification re: claims and counter claims; call with Red River College re: claim and equipment ownership; call with Province re: Funding Agreements; appraisal requests and correspondence.
4/20/2020	Warga, Brent	4.0	1,900.00	Call with Province of MB; call with RRC; calls with interested parties; review of various e-mail correspondence; drafting of Trustee's Report.
4/21/2020	Keene, Ashley	1.0	100.00	Website creation.
4/21/2020	Dew, Todd	2.0	500.00	Attend premises for fire inspection; email and telephone call with Manitoba Hydro; notify City of Winnipeg re: new utility account; discussions with employee re: pickup of laptop.
4/21/2020	Warga, Brent	2.7	1,282.50	Calls with interested parties; review of funding agreements; on-site attendance re: fire safety inspection.
4/22/2020	Dew, Todd	2.0	500.00	Prepare WEPP reporting to employees.
4/22/2020	Warga, Brent	3.1	1,472.50	Call with AAFC; review of project data; various e-mail correspondence with interested parties; discussions with T. Dew re: WEPP.
4/23/2020	Dew, Todd	1.2	300.00	Payables processing; WEPP reporting for employees.
4/23/2020	Fritz, John	0.3	112.50	Review and execution of WEPPA letter.
4/23/2020	Warga, Brent	2.6	1,235.00	Meeting on site re: lab equipment; provision of g/l project data to AAFC; review of WEPP letter.
4/24/2020	Dew, Todd	0.5	125.00	Open WEPP file with Service Canada; finalize mailing of WEPP documents.
4/24/2020	Warga, Brent	2.5	1,187.50	Drafting of Trustee's First Report; review of various e-mail correspondence; e-mail correspondence with RBC.
4/25/2020	Fritz, John	1.5	562.50	Receivables letters review and finalization.
4/25/2020	Warga, Brent	1.8	855.00	Drafting of A/R collection letters.
4/26/2020	Fritz, John	1.0	375.00	Amendments and finalize A/R letters; draft response tracking spreadsheet.
4/27/2020	Dew, Todd	3.0	750.00	Review AR letters; verify information; send letters for printing and distribution.
4/27/2020	Fritz, John	1.0	375.00	Creditor requests; amendment to website re: Statement of Affairs and correspondence; direction to T. Dew re: A/R letters.
4/27/2020	Warga, Brent	3.2	1,520.00	Attendance on site to check building; sourcing of invoices; accounting system access; drafting of first report of the Trustee; calls with legal counsel re: RRC equipment; calls with parties interested in the CIC equipment.
4/28/2020	Keene, Ashley	0.2	20.00	Website updates.
4/28/2020	Dew, Todd	2.0	500.00	Prepare documents for creditor meeting; review and enter proofs of claim; emails re: deficient claims.
4/28/2020	Fritz, John	0.7	262.50	Sales and information package items.
4/28/2020	Warga, Brent	4.5	2,137.50	Drafting of First Report of the Trustee; drafting of Sales and Information Package; calls with various creditors and interested parties.
4/29/2020	Dew, Todd	3.0	750.00	Enter WEPP claims with Service Canada; telephone calls and emails from creditors; enter proofs of claim; update creditors meeting spreadsheet; telephone calls and emails from employees; payables processing.
4/29/2020	Fritz, John	0.8	300.00	Edits to First Trustee's Report; review sales and information package.
4/29/2020	Warga, Brent	2.6	1,235.00	Calls with creditors and interested parties; drafting of sales package.
4/30/2020	Dew, Todd	2.0	500.00	Input WEPP claims; update proofs of claim folder for creditor meeting; telephone calls and emails to and from creditors and employees; payables processing.
4/30/2020	Trivedi, Prachi	5.5	962.50	Assistance in formatting of parcel photographs for an asset Sales and Information Package in a Bankruptcy proceeding.
4/30/2020	Fritz, John	1.0	375.00	Creditor correspondence; Sales and Information Package revisions; correspondence re: Advertisement.
4/30/2020	Warga, Brent	0.8	380.00	Review of various e-mail correspondence; calls with creditors.
5/1/2020	Dew, Todd	1.5	375.00	Phone calls to employees re: proofs of claim; telephone calls and emails re: AR collections; submit WEPP claims.
5/1/2020	Fritz, John	0.2	75.00	Call to third party with CIC equipment.
5/1/2020	Warga, Brent	1.6	760.00	Attendance at premises; review and signing of cheques; creditor calls.
5/4/2020	Dew, Todd	4.0	1,000.00	Emails and phone calls re: proofs of claim and creditor meeting; prepare for creditors meeting; submit WEPP claims; send out creditor meeting details; various calls and emails with employees re: creditor meeting information.
5/4/2020	Fritz, John	0.7	262.50	Pre-call with Doug McCartney re: Meeting of Creditors.
5/4/2020	Warga, Brent	4.7	2,232.50	Review of claims; finalization of Trustees Report; drafting e-mail to creditors; various calls with creditors and interested parties; call with Doug McCartney; review of offer to purchase.
5/5/2020	Dew, Todd	3.0	750.00	Prepare for creditors meeting; update of proofs of claim; emails to creditors for attendance at First Meeting of Creditors; submit WEPP claims; telephone calls to AR clients re: collections.

COMPOSITES INNOVATION CENTRE MANITOBA INC.
 IN BANKRUPTCY
 TRUSTEE'S TIME SUMMARY FOR THE PERIOD
 APRIL 11, 2020 TO MAY 5, 2020
 INVOICE NO: 8001173720

Date	Name	Hours	Total	Description
5/5/2020	Fritz, John	4.3	1,612.50	Preparation for and attendance at Creditors' meeting; attendance at Inspectors' Meeting; calls and correspondence with Counsel re: En Bloc purchase offer and other legal matters; drafting minutes; identification of asset changes and appraisal correspondence.
5/5/2020	Warga, Brent	5.8	2,755.00	Attendance at premises; updates to sales package; preparation for and attendance at the first meeting of creditors; first meeting of inspectors; calls with legal counsel; call with interested parties' legal counsel; call with Epic re: server issues.
Total		129.5	\$ 47,747.50	



Invoice 8001205039

Deloitte Restructuring Inc.

360 Main St
Suite 2300
Winnipeg MB R3C 3Z3

ATTN: John Fritz
Bankruptcy Estate of Composites Innovation
Centre Manitoba Inc. c/o Deloitte Restructuring Inc.
360 Main Street, Suite 2300
Winnipeg MB R3C 3Z3
Canada

Tel: (204) 942-0051
Fax: (204) 947-9390
www.deloitte.ca

Date: May 27, 2020
Client No.: 1349870
WBS#: CIC00018
Engagement Partner: Brent Warga

GST Registration: 122893605RT0001

For professional services rendered

Fees

In accordance with the Bankruptcy Appointment dated April 14, 2020.

Time incurred for the period May 6, 2020 to May 25, 2020.

B. Warga - Partner (34.7 hrs): 16,482.50
J. Fritz - Senior Manager (12.9 hrs): 4,837.50
T. Dew - Senior Consultant (10.5 hrs): 2,625.00
Total (58.1 hrs): 23,945.00

Sales Tax

GST applicable 23,945.00

GST at 5.00% 1,197.25

Total Amount Due (CAD) 25,142.25

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.

COMPOSITES INNOVATION CENTRE MANITOBA INC.
IN BANKRUPTCY
TRUSTEE'S TIME SUMMARY FOR THE PERIOD
May 6, 2020 to May 25, 2020

Date	Name	Hours	Total	Description
5/6/2020	Dew, Todd	2.0	500.00	AR collection calls; telephone call to Canada Post re: mail re-direction; review and submit First Meeting of Creditors minutes.
5/6/2020	Fritz, John	1.1	412.50	Draft Inspectors minutes; call with interested party's counsel; appraisal agreement correspondence.
5/6/2020	Warga, Brent	2.2	1,045.00	Call with MLT Aikins and TDS re: offer; call with MLT Aikins re: offer; call with interested parties; discussions with landlord.
5/7/2020	Fritz, John	0.7	262.50	Finalization of appraisal agreement; asset sale structure call with Counsel; Inspector correspondence.
5/7/2020	Warga, Brent	3.2	1,520.00	Call with D. McCartney; call with interested purchaser; call with legal counsel; review of inspectors meeting minutes.
5/8/2020	Fritz, John	0.8	300.00	Call with Counsel re: asset ownership items; correspondence with Inspector re: information requests.
5/8/2020	Warga, Brent	2.6	1,235.00	Call with MLT Aikins re: equipment ownership; drafting of R&D; attendance on site; review and responding to various e-mail correspondence and calls.
5/11/2020	Dew, Todd	0.2	50.00	Trust accounting.
5/11/2020	Fritz, John	1.6	600.00	Call with counsel re: sales process, interested party offer, equipment onsite at RRC/Magellan, and claims; Inspector correspondence; edits to RRC/Magellan equipment list for provision to opposing counsel.
5/12/2020	Warga, Brent	2.6	1,235.00	Calls with various creditors and Controlled Goods Agency; call with customers re: A/R accounts; discussions with MLT Aikins re: sale process matters.
5/13/2020	Dew, Todd	1.0	250.00	Processing of payables.
5/13/2020	Fritz, John	0.8	300.00	Call with counsel to the Trustee, B. Warga and Interested Party's Counsel re: potential proposal process.
5/13/2020	Warga, Brent	3.6	1,710.00	Attendance on site; call with MLT Aikins and Offeror; e-mail correspondence with A/R account holders; review and responding to various e-mail correspondence.
5/14/2020	Dew, Todd	2.0	500.00	Documents to court for opening of file; e-mails re: 3rd Party Goods and A/R collections; processing of payables.
5/14/2020	Fritz, John	0.5	187.50	Call with Inspectors re: sale process update.
5/14/2020	Warga, Brent	2.8	1,330.00	Call with Inspectors; review and responding to various e-mail correspondence; calls with interested parties.
5/15/2020	Dew, Todd	0.3	75.00	Trust accounting.
5/15/2020	Warga, Brent	2.6	1,235.00	Various A/R correspondence with account holders; attendance on site at premises; review of Draft proposal.
5/19/2020	Dew, Todd	1.0	250.00	A/R collection phone calls and e-mails; prepare for outgoing wire.
5/19/2020	Fritz, John	2.5	937.50	Province correspondence re: receivable balance; correspondence with appraiser; review and summary of appraisal; telephone and email correspondence with counsel re: potential proposal, Province receivable and Appraisal.
5/19/2020	Warga, Brent	4.2	1,995.00	Review and responding to various e-mail correspondence; call with MLT Aikins re: draft proposal; drafting Trustee's report on the Proposal.
5/20/2020	Dew, Todd	0.6	150.00	A/R calls to Whitewater West.
5/20/2020	Fritz, John	0.6	225.00	Appraisal administrative items; third party requests; call with counsel re: potential Company proposal.
5/20/2020	Warga, Brent	1.1	522.50	Attendance on-site; review and responding to various e-mail correspondence; call with MLT Aikins re: proposal status.
5/21/2020	Dew, Todd	1.2	300.00	Complete wire instructions; forward to J. Fritz for signature and send to bank; verify proof of claims filed; payables processing.
5/21/2020	Fritz, John	0.7	262.50	Call with counsel re: pending Proposal and Province of Manitoba; direction to T. Dew re: payables; finalize and distribute letter to the Province of Manitoba re: balance outstanding.
5/21/2020	Warga, Brent	4.4	2,090.00	Drafting of Trustee's Report on Proposal; call with MLT Aikins re: file matters; various e-mail correspondence with Inspectors, creditors, and interested parties.
5/22/2020	Dew, Todd	0.7	175.00	Wire to Ritchie Bros; payables [processing; trust accounting.
5/22/2020	Fritz, John	0.3	112.50	Correspondence with Appraiser.
5/22/2020	Warga, Brent	1.6	760.00	On-site attendance; call with MLT Aikins.
5/25/2020	Warga, Brent	3.8	1,805.00	Drafting of Proposal Trustee's Report; various e-mail correspondence with creditors, interested parties, and the estate Inspectors; call with TDS and MLT Aikins re: Proposal.
5/25/2020	Fritz, John	3.3	1,237.50	Review of Proposal; call with B. Warga and T. Dew re: Proposal filing logistics and materials; evaluation and review of materials for Proposal filing and items for bankruptcy Inspector review.
5/25/2020	Dew, Todd	1.5	375.00	Meeting with J. Fritz and B. Warga re: Proposal; prepare Proposal documents; telephone calls from creditors.
Total		58.1	\$ 23,945.00	



Invoice 8001260893

Deloitte Restructuring Inc.

360 Main St
Suite 2300
Winnipeg MB R3C 3Z3

ATTN: John Fritz
Proposal Estate of Composites Innovation Centre Manitoba Inc.
c/o Deloitte Restructuring Inc.
360 Main Street, Suite 2300
Winnipeg MB R3C 3Z3
Canada

Tel: (204) 942-0051
Fax: (204) 947-9390
www.deloitte.ca

Date: July 03, 2020
Client No.: 1349870
WBS#: Engagement CIC00018
Partner: Brent Warga

GST Registration: 122893605RT0001

For professional services rendered

Fees

In accordance with Deloitte Restructuring Inc. being retained as Proposal Trustee on May 26, 2020.

Time incurred for the period May 26, 2020 to June 30, 2020.

B. Warga - Partner (54.2 hrs): 25,745.00
J. Fritz - Senior Manager (45.6 hrs): 17,100.00
T. Dew - Senior Consultant (27.9 hrs): 6,975.00
A. Keene - Technician (0.8 hrs): 80.00
Total (128.5 hrs): 49,900.00

Sales Tax

GST applicable 49,900.00

GST at 5.00% 2,495.00

Total Amount Due (CAD) 52,395.00

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.

COMPOSITES INNOVATION CENTRE MANITOBA INC.
PROPOSAL PROCEEDINGS
TRUSTEE'S TIME SUMMARY FOR THE PERIOD
May 26, 2020 to June 30, 2020
INVOICE NO: 8001260893

Date	Name	Hours	Total	Description
5/26/2020	Dew, Todd	1.0	250.00	Review and verify Manitoba Hydro utility billings; processing of payables.
5/26/2020	Dew, Todd	3.0	750.00	Preparation, review, and filing of proposal documents.
5/26/2020	Fritz, John	2.5	937.50	Review of proposal documents; attendance at inspectors' meeting re: proposal filing and drafting of minutes; filing items and counsel correspondence.
5/26/2020	Warga, Brent	3.6	1,710.00	Inspectors meeting to discuss proposal; finalization of materials for proposal filing; discussions with TDS and MLT Aikins.
5/27/2020	Fritz, John	0.6	225.00	Discussion with B. Warga and counsel re: proposal process and requests to counsel.
5/27/2020	Warga, Brent	1.2	570.00	Call with MLT Aikins re: proposal proceedings and on-site access to J. Maendel.
5/28/2020	Dew, Todd	0.3	75.00	Processing of payables.
5/28/2020	Warga, Brent	1.8	855.00	Attendance on site with J. Maendel.
5/29/2020	Dew, Todd	0.4	100.00	WEPP claim payments from Service Canada.
5/29/2020	Dew, Todd	1.0	250.00	Prepare documents for mailing to creditors.
5/29/2020	Warga, Brent	0.8	380.00	Various e-mail correspondence with interested parties; e-mails with inspectors; e-mail with J. Maendel.
6/1/2020	Dew, Todd	1.0	250.00	Prepare documents for creditor mailing.
6/1/2020	Warga, Brent	3.2	1,520.00	Drafting of Proposal Report; updates to creditor listing; correspondence with T. Dew re: file matters; various e-mail correspondence with interested parties.
6/2/2020	Fritz, John	1.6	600.00	Report finalization and correspondence with counsel.
6/2/2020	Warga, Brent	2.6	1,235.00	Updates to Proposal Report; attendance on-site.
6/3/2020	Dew, Todd	2.0	500.00	Mailing to creditors; efile Form 92 to OSB; affidavit of mailing.
6/3/2020	Fritz, John	0.7	262.50	Finalize creditor mailing and Proposal Trustee's report.
6/3/2020	Warga, Brent	2.3	1,092.50	Review and finalization of Report; direction to T. Dew re: mailing; call with WED; e-mail correspondence with various creditors.
6/4/2020	Dew, Todd	0.6	150.00	Processing of payables.
6/4/2020	Keene, Ashley	0.6	60.00	Website updates.
6/4/2020	Fritz, John	0.3	112.50	Website updates.
6/4/2020	Warga, Brent	1.1	522.50	Drafting of website update; call with MLT Aikins; e-mail correspondence with creditors.
6/5/2020	Dew, Todd	0.4	100.00	Affidavit of Mailing Creditor package.
6/5/2020	Warga, Brent	2.1	997.50	Call with J. Maendel; various e-mail correspondence with creditors; on-site attendance.
6/8/2020	Dew, Todd	0.2	50.00	Trust accounting.
6/8/2020	Warga, Brent	1.9	902.50	E-mail correspondence with various creditors and parties interested in data; e-mail correspondence with MLT Aikins re: questions from TDS.
6/9/2020	Dew, Todd	0.4	100.00	Communications and emails surrounding gas meters at CIC location.
6/9/2020	Dew, Todd	0.5	125.00	Update claims; emails re: errors on proofs of claim.
6/9/2020	Warga, Brent	2.1	997.50	Attendance on site; responding to various creditor e-mail correspondence; e-mail correspondence with MLT Aikins; e-mail correspondence with J. Maendel re: Government Claims.
6/10/2020	Dew, Todd	1.0	250.00	Collection phone calls for AR; trust accounting.
6/10/2020	Fritz, John	2.7	1,012.50	Call and correspondence with counsel and B. Warga re: claims, creditors' meeting, and proposal process generally; Court Order research; research and correspondence with B. Warga and T. Dew re: claims matters.
6/10/2020	Warga, Brent	4.2	1,995.00	Calls and e-mail correspondence with various creditors and parties with goods on-site at CIC; call with MLT Aikins re: file matters; call with TDS re: WED and AAFC claims; calls with J. Maendel re: WED claims; calls with WED; review of 2nd A/R Notices.
6/11/2020	Dew, Todd	2.0	500.00	Preparation of accounts receivable 2nd collection letters.
6/11/2020	Dew, Todd	0.7	175.00	Enter proofs of claim; telephone calls and emails re: claims.
6/11/2020	Fritz, John	0.6	225.00	Review and finalization of collection letters re: outstanding accounts receivable; proposal process matters.
6/11/2020	Warga, Brent	3.8	1,805.00	Drafting of Court Report; call with MLT Aikins re: WED and call with WED; call with J. Maendel; review of various e-mail correspondence.
6/12/2020	Dew, Todd	3.0	750.00	Emails and phone calls re: proofs of claim; update creditor call in log; review and entering of proofs of claim; preparation for creditors meeting.
6/12/2020	Fritz, John	4.7	1,762.50	Meeting of creditors preparation; correspondence with B. Warga and counsel re: creditor enquiries.
6/12/2020	Warga, Brent	5.4	2,565.00	Various calls with creditors, WED, MLT Aikins, and former CIC staff; review of CIC records re: WED claims; preparation for meeting of creditors.
6/13/2020	Fritz, John	2.3	862.50	Call with legal counsel re: creditor enquiries and creditors' meeting; creditor enquiry correspondence.
6/14/2020	Dew, Todd	1.5	375.00	Conference call re: proposal proceedings; enter proofs of claim; emails to creditors with call in details.
6/14/2020	Fritz, John	5.3	1,987.50	Call with counsel; call with Company's counsel and counsel to the Proposal Trustee re: creditors' meeting process; preparation and logistics for creditors' meeting; direction to T. Dew.
6/15/2020	Dew, Todd	3.0	750.00	Recording of proofs of claim; format documents for creditors meeting; attend creditors meeting; letter for documents to court.
6/15/2020	Fritz, John	4.2	1,575.00	Preparation for and attendance at Creditor's meeting; drafting statutory Proposal materials.
6/15/2020	Warga, Brent	3.6	1,710.00	Preparation for creditor meeting; attendance at creditor meeting; drafting of meeting minutes.
6/16/2020	Dew, Todd	1.5	375.00	Attend CIC Premises; efile Minutes of Meeting of Creditors with OSB.
6/16/2020	Fritz, John	3.8	1,425.00	Review of Court materials from counsel; review of Trustee's Report to Court on the Proposal; drafting notice materials; creditor and receivables enquiries; direction to T. Dew re: site visit and building operations.
6/16/2020	Warga, Brent	1.2	570.00	Review and responding to various e-mail correspondence re: file matters.
6/17/2020	Dew, Todd	1.0	250.00	Mailing to creditors Form 40.1.
6/17/2020	Fritz, John	6.2	2,325.00	Court hearing notices and cover letter; revisions to Proposal Trustee's report to Court; correspondence and discussions with counsel; direction to T. Dew; creditor enquiries; website updates.
6/17/2020	Warga, Brent	1.6	760.00	Review and responding to various e-mail correspondence re: file matters and Court proceedings.
6/18/2020	Keene, Ashley	0.1	10.00	Website update.
6/18/2020	Dew, Todd	1.2	300.00	Processing of payables; attendance on-site.
6/18/2020	Fritz, John	3.0	1,125.00	Email and telephone correspondence with Creditors; direction to T. Dew re: third party goods; telephone and email correspondence with Counsel re: Court hearing materials; review of Court materials; Trustee's report revisions.
6/18/2020	Warga, Brent	2.1	997.50	Review and edits to Court reporting; review of various e-mail correspondence.
6/19/2020	Keene, Ashley	0.1	10.00	Website update.
6/19/2020	Dew, Todd	1.0	250.00	Processing of payables; emails with MLT Aikins; affidavit of mailing documents.

**COMPOSITES INNOVATION CENTRE MANITOBA INC.
PROPOSAL PROCEEDINGS
TRUSTEE'S TIME SUMMARY FOR THE PERIOD
May 26, 2020 to June 30, 2020
INVOICE NO: 8001260893**

Date	Name	Hours	Total	Description
6/19/2020	Fritz, John	2.5	937.50	Correspondence with counsel re: notice of motion, order, and service list matters; direction to T. Dew; creditor correspondence.
6/19/2020	Warga, Brent	2.2	1,045.00	Review and edits to Notice of Motion and Draft Court Order; call with J. Fritz re: file matters.
6/20/2020	Dew, Todd	0.2	50.00	Review of various emails; recording of proofs of claim.
6/22/2020	Fritz, John	1.7	637.50	Incorporation of Legal Counsel's suggested changes to Trustee's Report to Court; updates to appendices; call with creditor and B. Warga re: objected to claim and process to adjudicate same.
6/22/2020	Warga, Brent	2.3	1,092.50	Review and finalization of Court Report; review of various e-mail correspondence.
6/23/2020	Fritz, John	0.8	300.00	Finalization of Report to Court; correspondence with B. Warga and legal counsel re: Report amendments.
6/23/2020	Warga, Brent	1.6	760.00	Review of final Court Report; review of WED e-mail correspondence; discussions with J. Fritz re: file matters.
6/24/2020	Fritz, John	2.1	787.50	Third-party goods claim; distribution of Trustee's Report to Court; correspondence with Counsel re: third-party goods, Court matters, and proposal process items.
6/24/2020	Warga, Brent	2.0	950.00	Call with MLT Aikins; finalization of Report to Court; review of various e-mail correspondence.
6/25/2020	Warga, Brent	0.7	332.50	Review and responding to various e-mail correspondence.
6/26/2020	Dew, Todd	0.6	150.00	Processing of payables; recording of proof of claim.
6/26/2020	Warga, Brent	0.3	142.50	Signing of operating cheques; review of e-mail correspondence.
6/29/2020	Warga, Brent	0.5	237.50	E-mail correspondence with J. Maendel.
6/30/2020	Dew, Todd	0.4	100.00	Processing of payables.
Total		128.5	\$ 49,900.00	



Invoice 8001387456

Deloitte Restructuring Inc.

360 Main St
Suite 2300
Winnipeg MB R3C 3Z3

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Proposal Estate of Composites Innovation Centre Manitoba Inc.
c/o Deloitte Restructuring Inc.
360 Main Street, Suite 2300
Winnipeg MB R3C 3Z3
Canada

Tel:(204)942-0051
Fax:(204)947-9390
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Date: October 01, 2020
Client No.: 1349870
WBS#: CIC00018
Engagement Partner: Brent Warga
GST Registration: 122893605RT0001

For professional services rendered

Fees

In accordance with Deloitte Restructuring Inc. being retained as Proposal Trustee on May 26, 2020.

Time incurred for the period July 1, 2020 to September 29, 2020.

B. Warga - Partner (49.2 hrs): 23,370.00
J. Fritz - Senior Manager (5.7 hrs): 2,137.50
T. Dew - Senior Consultant (19.3 hrs): 4,825.00
A. Keene - Technician (0.3 hrs): 30.00
Total (74.5 hrs): 30,362.50

Sales Tax

GST applicable 30,362.50

GST at 5.00% 1,518.13

Total Amount Due (CAD) 31,880.63

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.

COMPOSITES INNOVATION CENTRE MANITOBA INC.
PROPOSAL PROCEEDINGS
TRUSTEE'S TIME SUMMARY FOR THE PERIOD
July 1, 2020 to September 29, 2020
INVOICE NO: 8001387456

Date	Name	Hours	Total	Description
7/2/2020	Warga, Brent	0.5	237.50	Attendance on site at CIC.
7/6/2020	Keene, Ashley	0.1	10.00	Website update.
7/6/2020	Dew, Todd	2.0	500.00	30-Day Notices to Creditors
7/6/2020	Warga, Brent	2.8	1,330.00	Attendance at Court hearing (via conference call); call with estate inspector; call with TDS, MLT Aikins, and J. Maendel.
7/7/2020	Dew, Todd	0.4	100.00	Trust accounting.
7/7/2020	Warga, Brent	0.5	237.50	Review of various e-mail correspondence from creditors and inspectors.
7/8/2020	Dew, Todd	0.6	150.00	Trust accounting; e-mails re: proofs of claim
7/8/2020	Warga, Brent	1.0	475.00	Call with E. Rothwell re: WED and AAFC claims; e-mail correspondence with MLT Aikins re: closing certificate; e-mail correspondence with creditors and WED.
7/9/2020	Dew, Todd	1.0	250.00	Processing of payables; trust accounting.
7/9/2020	Warga, Brent	1.1	522.50	Call with J. Maendel; call with MLT Aikins; e-mail correspondence with estate inspectors; updates to R&D.
7/10/2020	Fritz, John	0.3	112.50	Website updates re: Court approval of the proposal.
7/10/2020	Warga, Brent	1.4	665.00	Meeting on site with J. Maendel to exchange keys for the premises.
7/13/2020	Keene, Ashley	0.2	20.00	Website updates.
7/13/2020	Warga, Brent	0.5	237.50	E-mail correspondence with MLT Aikins re: appraisal; e-mail correspondence with various interested parties re: file status.
7/14/2020	Warga, Brent	0.4	190.00	E-mail correspondence with creditors re: claims.
7/15/2020	Warga, Brent	0.5	237.50	Call with former CIC staff re: assistance with AAFC claim; e-mail correspondence with MLT Aikins and TDS re: website access.
7/17/2020	Fritz, John	0.3	112.50	Creditor enquiries; direction to T. Dew re: mail redirection and claims.
7/17/2020	Warga, Brent	0.7	332.50	Review and responding to e-mail correspondence; deposit of petty cash on hand.
7/20/2020	Dew, Todd	0.5	125.00	Emails surrounding acceptance of proposal; processing of proofs of claim.
7/20/2020	Warga, Brent	0.4	190.00	E-mail correspondence with Inspector; e-mail correspondence with creditors.
7/22/2020	Warga, Brent	2.7	1,282.50	Attendance at CIC to review claims of WED and AAFC; various e-mail correspondence with creditors and creditor calls.
7/23/2020	Dew, Todd	0.5	125.00	Enter proofs of claim.
7/23/2020	Warga, Brent	2.6	1,235.00	Meeting on-site to review WED and AAFC claims; calls with creditors; call with AAFC; compilation of project data.
7/24/2020	Dew, Todd	0.5	125.00	Enter proofs of claim.
7/24/2020	Warga, Brent	1.2	570.00	Attendance at CIC re: review of WED and AAFC claims.
7/27/2020	Dew, Todd	1.5	375.00	Enter proofs of claim; analysis of outstanding utility bills; processing of payables.
7/27/2020	Warga, Brent	0.6	285.00	E-mail correspondence with former staff re: AAFC claims review; e-mail with J. Maendel re: building access; e-mail correspondence with MLT Aikins re: o/s invoices.
7/28/2020	Dew, Todd	2.0	500.00	Enter proofs of claim; analysis of claims; disallowance of claims.
7/28/2020	Warga, Brent	2.1	997.50	Attendance at CIC re: AAFC claims; meeting with E. Rothwell and L. Marmillod; review of creditor e-mail correspondence; review of notices of disallowance.
7/29/2020	Dew, Todd	0.4	100.00	Processing of payables.
7/29/2020	Fritz, John	0.3	112.50	Creditor correspondence.
7/29/2020	Warga, Brent	1.2	570.00	Review of various e-mail correspondence; e-mails to/from J. Maendel re: A/R; e-mails with MLT Aikins.
7/31/2020	Dew, Todd	1.5	375.00	Review proofs of claim; e-mails and enter proofs of claim; trust accounting; processing of payables.
7/31/2020	Warga, Brent	0.7	332.50	Review and signing of cheques; e-mail correspondence with J. Maendel.
8/4/2020	Dew, Todd	1.0	250.00	Enter proofs of claim; 30-day notice summary review; e-mails re: proofs of claim
8/4/2020	Warga, Brent	0.6	285.00	Call with Manitoba Finance re: claim; e-mail correspondence with AAFC re: claim; e-mail correspondence with E. Rothwell re: claims and PST filings.
8/6/2020	Dew, Todd	1.0	250.00	Proofs of claim processing.
8/6/2020	Warga, Brent	0.7	332.50	E-mail correspondence with E. Rothwell re: creditor claims; review of creditor claims.
8/7/2020	Dew, Todd	1.5	375.00	Emails and phone calls re: proofs of claim; enter proofs of claim; trust accounting.
8/7/2020	Warga, Brent	0.8	380.00	E-mail correspondence with AAFC re: claim; e-mail correspondence with J. Maendel re: A/R payment; e-mail correspondence with E. Rothwell.
8/10/2020	Dew, Todd	0.2	50.00	Trust accounting.
8/10/2020	Warga, Brent	1.6	760.00	Various e-mail correspondence with inspectors re: claims register; e-mail correspondence with AAFC and WED re: claims.
8/11/2020	Warga, Brent	0.8	380.00	Review of e-mail correspondence from AAFC; e-mail correspondence to L. Marmillod and E. Rothwell re: review of AAFC claim.
8/12/2020	Warga, Brent	0.7	332.50	E-mail correspondence with E. Rothwell re: claims; e-mail correspondence with AAFC re: claim.
8/13/2020	Warga, Brent	1.1	522.50	Review of AAFC claims; compilation of summary schedule and e-mail correspondence with E. Rothwell re: same.
8/18/2020	Warga, Brent	0.8	380.00	Review and summary of AAFC claim; e-mail correspondence with E. Rothwell and L. Marmillod.
8/19/2020	Warga, Brent	2.1	997.50	Review of AAFC and WED claim submissions; e-mail correspondence with AAFC; e-mail correspondence with inspector.
8/20/2020	Dew, Todd	0.6	150.00	Trust accounting; letter for rejection of proof of claim.
8/20/2020	Warga, Brent	3.5	1,662.50	Various e-mail correspondence with WED; call with WED; call with QinetiQ; call with MLT Aikins; drafting of notice to creditors submitting claim subsequent to the Claims Bar Date.
8/24/2020	Fritz, John	1.2	450.00	Call with Inspector re: creditor claims and claims process generally; call with creditor re: claim's status and revisions.
8/24/2020	Warga, Brent	2.1	997.50	Call with AAFC re: claim; call with Eugene re: claims and file matters; review of claims; discussion with J. Fritz re: distribution.
8/26/2020	Dew, Todd	0.2	50.00	Trust accounting.
8/26/2020	Fritz, John	0.6	225.00	Creditor enquiries and call with creditor and B. Warga re: claim matters.
8/26/2020	Warga, Brent	2.3	1,092.50	Call with AAFC re: claim; review of materials from AAFC; e-mail correspondence with AAFC; e-mail correspondence with E. Rothwell; call with MLT Aikins.
8/28/2020	Dew, Todd	0.5	125.00	Letter to creditor; e-mails re: creditor claims.
8/28/2020	Warga, Brent	0.5	237.50	E-mail correspondence with E. Rothwell; review of creditor correspondence.
8/31/2020	Warga, Brent	0.7	332.50	Call with T. Dew re: claims; e-mail correspondence with T. Dew re: claims.
9/1/2020	Dew, Todd	0.5	125.00	Draft and email response to creditor re: proof of claim

COMPOSITES INNOVATION CENTRE MANITOBA INC.
PROPOSAL PROCEEDINGS
TRUSTEE'S TIME SUMMARY FOR THE PERIOD
July 1, 2020 to September 29, 2020
INVOICE NO: 8001387456

Date	Name	Hours	Total	Description
9/1/2020	Fritz, John	0.7	262.50	Review of Proposal and BIA terms regarding the Claims Bar date; input and revisions to correspondence addressing creditors failing to address their claim prior to the Claims Bar date.
9/1/2020	Warga, Brent	0.3	142.50	E-mail correspondence with L. Marmillod re: AAFC matter; review of creditor correspondence.
9/2/2020	Warga, Brent	1.1	522.50	Review of e-mail from L. Marmillod re: AAFC claim; e-mail correspondence with AAFC re: sampling details.
9/3/2020	Fritz, John	0.5	187.50	Review of correspondence and direction to T. Dew post Claims Bar Date claim.
9/4/2020	Dew, Todd	1.0	250.00	Draft letter for disallowance of proof of claim; payables processing.
9/4/2020	Fritz, John	0.5	187.50	Participation on AAFC claim call.
9/4/2020	Warga, Brent	1.0	475.00	Call with AAFC re: claim; e-mail correspondence with E. Rothwell re: AAFC claims.
9/8/2020	Dew, Todd	0.3	75.00	Trust accounting.
9/8/2020	Warga, Brent	0.3	142.50	Discussion of AAFC and WED positions with MLT Aikins.
9/9/2020	Warga, Brent	0.2	95.00	E-mail correspondence with L. Marmillod; review of AAFC correspondence.
9/11/2020	Warga, Brent	0.6	285.00	E-mail correspondence with creditors.
9/14/2020	Dew, Todd	0.4	100.00	Telephone call to MB PST re: outstanding HET and PST filings; e-mail to J. Maendel re: Prov of MB contact for outstanding returns.
9/14/2020	Fritz, John	0.1	37.50	Creditor correspondence.
9/15/2020	Fritz, John	0.5	187.50	Claims disallowance re: claims filed subsequent to Claims Bar date.
9/15/2020	Warga, Brent	0.6	285.00	E-mail correspondence with WED; call with MLT Aikins; review of e-mail correspondence to/from various creditors.
9/16/2020	Dew, Todd	0.4	100.00	Draft disallowance; e-mail to creditor re: rejection of proof of claim.
9/16/2020	Fritz, John	0.7	262.50	Creditor correspondence re: expired claims and finalize disallowance; call with counsel re: Government claims.
9/16/2020	Warga, Brent	0.5	237.50	Call with MLT Aikins re: claims of WED and AAFC; review of various creditor correspondence.
9/17/2020	Warga, Brent	0.5	237.50	Various e-mail correspondence re: AAFC claim.
9/18/2020	Dew, Todd	0.2	50.00	Review PST and HET records; e-mail T. Sutherland re: Province of MB accounts.
9/21/2020	Warga, Brent	0.2	95.00	Discussion with MLT Aikins re: WED & AAFC claims.
9/22/2020	Warga, Brent	1.3	617.50	Call with third parties involved in AAFC claims; e-mail correspondence with same; e-mail correspondence with E. Rothwell and L. Marmillod; review of AAFC e-mail correspondence.
9/23/2020	Warga, Brent	0.6	285.00	Various e-mail correspondence re: AAFC claims.
9/24/2020	Dew, Todd	0.6	150.00	WEPP amendments to 3 files; re-calculate and submit claims.
9/24/2020	Warga, Brent	0.6	285.00	E-mail correspondence with C2Renew and L. Marmillod re: AAFC claims.
9/25/2020	Warga, Brent	0.8	380.00	Call with C2Renew; draft e-mail correspondence to AAFC; e-mail correspondence with L. Marmillod.
9/28/2020	Warga, Brent	1.3	617.50	Various e-mail correspondence with inspectors, AAFC, WED, and creditors; review of e-mail correspondence from MLT Aikins.
9/29/2020	Warga, Brent	0.1	47.50	Review of e-mail correspondence from WED.
Total		74.5	\$ 30,362.50	



Invoice 8001538813

Deloitte Restructuring Inc.

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Winnipeg MB R3C 3Z3

ATTN: John Fritz
Proposal Estate of Composites Innovation Centre Manitoba Inc.
c/o Deloitte Restructuring Inc.
360 Main Street, Suite 2300
Winnipeg MB R3C 3Z3
Canada

Tel: (204) 942-0051
Fax: (204) 947-9390
www.deloitte.ca

Date: January 04, 2021
Client No.: 1349870
WBS#: C1C00018
Engagement Partner: Brent Warga
GST Registration: 122893605RT0001

For professional services rendered

Fees

In accordance with Deloitte Restructuring Inc. being retained as Proposal Trustee on May 26, 2020.

Time incurred for the period September 30, 2020 to December 31, 2020.

B. Warga - Partner (24.5 hrs): 11,637.50
J. Fritz - Senior Manager (1.8 hrs): 675.00
T. Dew - Senior Consultant (3.1 hrs): 775.00
Total (29.4 hrs): 13,087.50

Sales Tax

GST applicable 13,087.50

GST at 5.00 % 654.38

Total Amount Due (CAD) 13,741.88

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.

COMPOSITES INNOVATION CENTRE MANITOBA INC.
PROPOSAL PROCEEDINGS
TRUSTEE'S TIME SUMMARY FOR THE PERIOD
September 30, 2020 to December 31, 2020
INVOICE NO: 8001538813

Date	Name	Hours	Total	Description
9/30/2020	Warga, Brent	0.4	190.00	E-mail correspondence with L. Marmillod; e-mail correspondence with various creditors.
10/1/2020	Dew, Todd	0.3	75.00	Proposal filing matters.
10/1/2020	Fritz, John	0.5	187.50	Inspector correspondence review and commentary to B. Warga; claim direction to T. Dew.
10/1/2020	Warga, Brent	1.2	570.00	Updates to R&D; e-mail correspondence with Inspectors; e-mail correspondence with L. Marmillod re: AAFC claims.
10/4/2020	Warga, Brent	0.6	285.00	E-mail correspondence with AAFC.
10/5/2020	Dew, Todd	0.3	75.00	Email responses to creditors re: anticipated timing of dividend payout
10/6/2020	Warga, Brent	0.3	142.50	Review of various e-mail correspondence from creditors.
10/7/2020	Dew, Todd	0.3	75.00	Trust accounting.
10/7/2020	Warga, Brent	0.6	285.00	E-mail correspondence to AAFC; e-mail correspondence to Inspectors; e-mail correspondence with creditors.
10/8/2020	Dew, Todd	0.3	75.00	Payables processing.
10/8/2020	Warga, Brent	0.3	142.50	E-mail correspondence with Inspectors.
10/9/2020	Warga, Brent	0.7	332.50	E-mail correspondence with AAFC re: claim; e-mail correspondence with L. Marmillod.
10/14/2020	Warga, Brent	0.4	190.00	E-mail correspondence re: AAFC claim review.
10/15/2020	Warga, Brent	0.6	285.00	E-mail correspondence with AAFC re: claim and supporting documents.
10/16/2020	Warga, Brent	0.5	237.50	Review of e-mail correspondence; e-mail correspondence to AAFC.
10/19/2020	Dew, Todd	0.3	75.00	Payables processing.
10/20/2020	Warga, Brent	0.5	237.50	Review of e-mail correspondence from AAFC; e-mail correspondence to L. Marmillod; e-mail correspondence with third party vendors.
10/21/2020	Warga, Brent	0.5	237.50	E-mail correspondence with WED; e-mail correspondence with interested creditors re: status of distribution.
10/22/2020	Fritz, John	0.4	150.00	Call with CSA re: claim disallowance and data request for Government claims.
10/22/2020	Warga, Brent	0.6	285.00	Call with CAS re: AAFC claim and Notice of Disallowance; review of various e-mail correspondence.
10/27/2020	Warga, Brent	0.2	95.00	E-mail correspondence to/from WED re: claim.
10/28/2020	Dew, Todd	0.4	100.00	Emails re: distributions to creditors.
10/28/2020	Warga, Brent	0.6	285.00	E-mail correspondence with AAFC re: claim(s) and supporting documentation; review of creditor e-mail correspondence.
10/30/2020	Warga, Brent	0.6	285.00	Review e-mail correspondence from AAFC; discussion of WEPP with T. Dew.
11/3/2020	Warga, Brent	0.8	380.00	Review of correspondence from the University of Sherbrooke; e-mail correspondence with AAFC.
11/4/2020	Warga, Brent	2.2	1,045.00	E-mail correspondence with AAFC and WED; review and assessment of claims.
11/5/2020	Dew, Todd	0.2	50.00	Enter proof of claim for WED.
11/5/2020	Warga, Brent	4.3	2,042.50	Drafting of report; updates to R&D; drafting of distribution schedule; review of WEPP materials; various e-mail correspondence with WED re claim submission.
11/6/2020	Warga, Brent	0.3	142.50	Correspondence with WED re: final claim submission.
11/9/2020	Warga, Brent	0.7	332.50	E-mail correspondence to/from WED; e-mail correspondence to/from Inspectors; updates to proposed distribution schedule.
11/12/2020	Dew, Todd	0.4	100.00	Enter proof of claim; trust accounting.
11/16/2020	Warga, Brent	0.2	95.00	E-mail correspondence with creditors.
11/17/2020	Warga, Brent	1.6	760.00	E-mail correspondence with AAFC; e-mail correspondence with MLT Aikins re: AAFC claim; e-mail correspondence with L. Marmillod and E. Rothwell re: AAFC.
11/19/2020	Warga, Brent	0.7	332.50	Various e-mail correspondence with AAFC re: claim.
11/20/2020	Dew, Todd	0.2	50.00	Emails to creditor with creditor package.
11/20/2020	Warga, Brent	0.3	142.50	E-mail correspondence with WED; e-mail correspondence re: creditor matters with T. Dew.
11/23/2020	Warga, Brent	0.6	285.00	E-mail correspondence with creditors.
11/25/2020	Warga, Brent	0.5	237.50	Call with MLT Aikins re: AAFC claim.
11/27/2020	Warga, Brent	0.1	47.50	Review of e-mail correspondence re: AAFC claim.
11/30/2020	Fritz, John	0.9	337.50	Creditor correspondence; AAFC matters re: reviewing jurisprudence and correspondence re: claim.
11/30/2020	Warga, Brent	1.6	760.00	Review of e-mail correspondence from MLT; review of case law; draft e-mail correspondence to AAFC.
12/3/2020	Warga, Brent	0.6	285.00	Review of various e-mail correspondence and responding to creditors.
12/4/2020	Warga, Brent	0.5	237.50	E-mail correspondence with AAFC re: claim.
12/7/2020	Warga, Brent	0.1	47.50	Review of e-mail correspondence from L. Marmillod re: AAFC claim.
12/9/2020	Dew, Todd	0.2	50.00	Trust accounting.
12/17/2020	Dew, Todd	0.2	50.00	Processing of payables.
12/18/2020	Warga, Brent	0.3	142.50	E-mail correspondence with creditors.
12/22/2020	Warga, Brent	0.5	237.50	E-mail correspondence to AAFC re: claim status and supporting documents.
Total		29.4	\$ 13,087.50	



Invoice 8001625478

Deloitte Restructuring Inc.

360 Main St
Suite 2300
Winnipeg MB R3C 3Z3

ATTN: John Fritz
Proposal Estate of Composites Innovation Centre Manitoba Inc.
c/o Deloitte Restructuring Inc.
360 Main Street, Suite 2300
Winnipeg MB R3C 3Z3
Canada

Tel: (204) 942-0051
Fax: (204) 947-9390
www.deloitte.ca

Date: February 22, 2021
Client No.: 1349870
WBS#: CIC00018
Engagement Partner: Brent Warga

GST Registration: 122893605RT0001

For professional services rendered

Fees

In accordance with Deloitte Restructuring Inc. being retained as Proposal Trustee on May 26, 2020.

Time incurred for the period January 1, 2021 to February 21, 2021.

B. Warga - Partner (16.7 hrs): 7,932.50
J. Fritz - Senior Manager (2.5 hrs): 937.50
T. Dew - Senior Consultant (2.8 hrs): 700.00
Total (22.0 hrs): 9,570.00

Sales Tax

GST applicable 9,570.00

GST at 5.00 % 478.50

Total Amount Due (CAD) 10,048.50

Accounts shall be due and payable when rendered. Interest shall be calculated at a simple daily rate of 0.0493% (equivalent to 18% per annum). Interest shall be charged and payable at this rate on any part of an account which remains unpaid from thirty(30) days after the invoice date to the date on which the entire account is paid.

COMPOSITES INNOVATION CENTRE MANITOBA INC.
PROPOSAL PROCEEDINGS
TRUSTEE'S TIME SUMMARY FOR THE PERIOD
January 1, 2021 to February 21, 2021
INVOICE NO: 8001625478

Date	Name	Hours	Total	Description
1/4/2021	Warga, Brent	0.2	95.00	E-mail correspondence to/from WED.
1/5/2021	Warga, Brent	0.4	190.00	E-mail correspondence with Inspectors.
1/7/2021	Warga, Brent	0.4	190.00	Review of e-mail correspondence from AAFC; e-mail correspondence to E. Rothwell and L. Marmillod re: same.
1/8/2021	Dew, Todd	0.2	50.00	Processing of payables.
1/8/2021	Warga, Brent	0.5	237.50	Review of e-mail correspondence from L. Marmillod; e-mail correspondence with AAFC re: same and claim finalization.
1/12/2021	Dew, Todd	0.3	75.00	Trust accounting.
1/14/2021	Warga, Brent	0.6	285.00	Various e-mail correspondence with creditors re: status of proceedings.
1/15/2021	Warga, Brent	0.2	95.00	Review of e-mail correspondence from creditors.
1/16/2021	Warga, Brent	0.4	190.00	E-mail correspondence to/from AAFC re: claim.
1/18/2021	Warga, Brent	0.7	332.50	Various e-mail correspondence with AAFC and J. Mandel re: collection correspondence.
1/27/2021	Warga, Brent	1.0	475.00	E-mail correspondence to AAFC re: finalization of claim; updates to R&D and distribution schedule; e-mail to creditor.
1/28/2021	Warga, Brent	2.4	1,140.00	Review of AAFC e-mail correspondence; reconciliation of claim with supporting records; e-mail correspondence with Inspectors; e-mail correspondence to AAFC re: formal claim submission.
1/29/2021	Dew, Todd	1.0	250.00	Employee, WEPP, and wage claim calculations for final R&D.
1/29/2021	Warga, Brent	2.6	1,235.00	Updates to distribution and discharge report; updates to distribution schedule; call with T. Dew re: claims and WEPP.
2/1/2021	Fritz, John	1.9	712.50	Distribution recalculation and edits to R&D and schedule; call with counsel re: distribution and discharge.
2/1/2021	Warga, Brent	1.2	570.00	Call with MLT Aikins re: distribution and discharge process; call with J. Fritz re: same; review of distribution schedule.
2/2/2021	Warga, Brent	1.4	665.00	Discussions with T. Dew re: drafting of final R&D, final distribution schedule, and discharge documents.
2/3/2021	Warga, Brent	0.5	237.50	Drafting of e-mail correspondence to Inspectors; updates to discharge documents.
2/4/2021	Dew, Todd	1.0	250.00	Calculate dividend payouts for WEPP claims.
2/4/2021	Warga, Brent	2.1	997.50	Drafting of discharge documents (executive summary; time summary; notes to final R&D).
2/5/2021	Fritz, John	0.3	112.50	Call with counsel re: discharge process.
2/5/2021	Warga, Brent	0.5	237.50	Discussion of file closing matters with MLT Aikins.
2/8/2021	Dew, Todd	0.3	75.00	Trust accounting.
2/8/2021	Fritz, John	0.3	112.50	Creditor correspondence re: status enquiry.
2/8/2021	Warga, Brent	1.2	570.00	E-mail correspondence with creditors; updates to Court report, R&D, and distribution schedule.
2/10/2021	Warga, Brent	0.2	95.00	E-mail correspondence with MLT Aikins re: Court proceedings.
2/19/2021	Warga, Brent	0.2	95.00	E-mail correspondence with creditors re: proceedings.
Total		22.0	\$ 9,570.00	

Appendix F – Fees and Disbursements of the Trustee’s Legal Counsel

COMPOSITES INNOVATION CENTRE MANITOBA INC.

**SUMMARY OF LEGAL FEES AND DISBURSEMENTS
MLT AIKINS LLP**

Bankruptcy Date	Invoice #	Fees	Disbursements	GST	PST	Total	Hours
25-May-20	6124229	\$ 13,276	\$ -	\$ 664	\$ 929	\$ 14,869	32.9
Subtotal		13,276	-	664	929	14,869	32.9
Proposal							
30-Jun-20	6137112	24,191	285	1,214	1,693	27,384	58.2
31-Jul-20	6143199	11,555	114	583	809	13,061	27.2
31-Aug-20	6149698	1,545	6	78	108	1,737	6.6
30-Sep-20	6154712	570	(50)	29	40	588	1.2
30-Nov-20	6167376	1,440	42	74	101	1,657	4.8
Subtotal		39,301	397	1,977	2,751	44,427	98.0
Total		\$ 52,577	\$ 397	\$ 2,641	\$ 3,680	\$ 59,295	130.9

May 25, 2020
Invoice #6124229**INVOICE****Deloitte Restructuring Inc.**
2300 - 360 Main Street
Winnipeg, MB R3C 3Z3
Brent Warga**TO PROFESSIONAL SERVICES RENDERED TO AND INCLUDING 05/25/20 AS FOLLOWS****RE: Bankruptcy of Composites Innovation Centre Manitoba Inc.**
FILE: 0135165-00007

Date	Initials	Hours	Narrative	Amount
May 05/2020	JJBB	1.30	Review & revise Ritchie Bros. agreement; email from (x2) & to John Fritz re: Ritchie Bros agreement; email to Maria Penner re: assets & RRC; email to & from (x4) Brent Warga re: assets & RRC; conference call with Bruce Taylor, Sylvia de Sousa, Brent Warga & John Fritz re: APA & stalking horse bid; email to & from Kristal Allen re: data ownership; email to (x2) & from (x5) Madison Sutherland re: sale to related parties; email to & from (x4) Sylvia de Sousa re: APA & deposit wire	617.50
May 06/2020	MXS	2.10	Research regarding related transactions	388.50
May 06/2020	JJBB	1.30	Email to Madison Sutherland re: s. 30 of the BIA; email from (x3) & to (x2) Sylvia de Sousa re: extension to APA; review APA; email from (x2) John Fritz re: Ritchie Bros. agreement & RRCC; conference call with Brent Warga & John Fritz re: APA; email from (x4) Brent Warga re: APA & data issues; review APA	617.50
May 07/2020	KMA	1.10	Reviewing correspondence from, and correspondence to, JJ Burnell regarding data ownership in client agreements; reviewing sampling of agreements and drafting notes regarding issue for determination.	605.00
May 07/2020	MXS	0.60	Research regarding stalking horse bids	111.00

Date	Initials	Hours	Narrative	Amount
May 07/2020	JJBB	2.10	Email to Maria Penner re: assets & RRC; email to (x3) & from (x4) Silvia de Sousa re: options & changes to offer; email to & from Madison Sutherland re: stalking horse bids; email from (x2) & to (x2) Kristal Allen re: data ownership; email to (x3) & from (x4) Brent Warga re: proposal & Sales & Info package; conference call with Ross McFadyen, Silvia de Sousa & TDS's client; conference call with Brent Warga & John Fritz re: options	997.50
May 08/2020	MAP	3.70	Review and analyze contribution agreement, project agreement. Telephone call and email correspondence to J. Burnell. Review and revise sales and info package.	1,295.00
May 08/2020	JJBB	1.80	Review RRC agreements; email from (x7) & to (x4) Brent Warga re: RRC agreements, Sales & Info Package, defaults & proposal; revise Sales & Info Package; email to Silvia de Sousa re: offer extension; email from (x4) & to Maria Penner re: Sales & Info Package, Contribution Agreement & RRC agreements; review revisions to Sales & Info Package	855.00
May 10/2020	JJBB	0.20	Email from (x5) Brent Warga re: next steps	95.00
May 11/2020	MXS	1.20	Research regarding bankrupt corporation commencing a BIA proposal process	222.00
May 11/2020	JJBB	2.50	Conference call with Brent Warga & John Fritz re: outstanding issues; telephone to Silvia de Sousa re: intention moving forward; email to (x5) & from (x4) Silvia de Sousa re: proposal & statement of affairs; email to (x3) & from Doug Finkbeiner re: WED agreement & asset list; email from (x2) & to (x3) Brent Warga re: WED agreement, Economic default letter & sales package; email from (x2) John Fritz re: RRC assets; telephone from Madison Sutherland re: bankruptcy/proposal issues; email to (x2) & from (x2) Madison Sutherland re: bankruptcy/proposal issues; email from (x2) & to (x2) Brent Warga re: status update; email from Jack Maendel re: next steps; review revisions to sales package; telephone message from Doug Finkbeiner re: RRC	1,187.50
May 12/2020	MXS	1.80	Research regarding bankruptcy sales process	333.00

Date	Initials	Hours	Narrative	Amount
			and BIA proposal proceedings	
May 12/2020	JJBB	1.00	Email from Doug Finkbeiner re: asset ownership; email to & from (x8) Silvia de Sousa re: offer extension; email to (x6) & from (x6) Brent Warga re: offer extension, proposal & employee termination; email from Madison Sutherland re: bankrupt filing proposal; email from (x2) Ross McFadyen re: directors' resolution & draft proposal	475.00
May 13/2020	JJBB	3.50	Review draft Proposal; email to (x3) & from (x4) Brent Warga re: sale process, position of Company, proposal & data issues; telephone to & from Brent Warga re: proposal terms; email to & from Silvia de Sousa re: draft proposal; email from (x2) Ross McFadyen re: draft proposal; conference call with TDS	1,662.50
May 14/2020	MXS	0.10	Email to JJ Burnell	18.50
May 14/2020	JJBB	0.40	Email to (x2) & from (x4) Silvia de Sousa re: communications to creditors; email from (x3) & to Brent Warga re: potential purchaser, Inspectors & communications by CIC to creditors	190.00
May 15/2020	JJBB	0.40	Email to & from (x3) Silvia de Sousa re: Trustee's position & proposal; email from (x4) & to Brent Warga re: offer & proposal	190.00
May 18/2020	JJBB	0.10	Email from Brent Warga re: draft proposal	47.50
May 19/2020	MXS	1.00	Attend conference call with JJ Burnell; John Fritz and Brent Warga	185.00
May 19/2020	JJBB	2.00	Review revisions to & proposal; email to Madison Sutherland re: draft proposal; conference call with Brent Warga, Madison Sutherland & John Fritz to review proposal; email to Silvia de Sousa & Ross McFadyen re: draft proposal; review appraisal; email from (x2) John Fritz re: appraisal & letter to Province; email to & from (x2) Brent Warga re: Ecopoxy terms, WED claim & third party deposit agreement	950.00
May 20/2020	JJBB	1.80	Email to (x2) & from (x3) Silvia de Sousa re: draft proposal & offer extension; email from (x2) Ross McFadyen re: draft proposal; email from	855.00

Date	Initials	Hours	Narrative	Amount
			(x2) & to Brent Warga re: outstanding issues; email from Doug Finkbeiner re: RRC assets; conference call with Silvia de Sousa & Ross McFadyen re: draft proposal; telephone from Brent Warga re: draft proposal	
May 21/2020	JJBB	1.60	Email to (x4) & from (x6) Brent Warga re: offer extension, third party deposit, asset list & revised proposal; review revised proposal; email to (x3) & from Silvia de Sousa re: outstanding matters; email from John Fritz re: Economic Growth letter; review Economic Growth letter; conference call with John Fritz & Brent Warga re: outstanding issues; email from Jack Maendel re: retainer; email & communications from Doug Finkbeiner re: RRC assets	760.00
May 22/2020	JJBB	0.90	Email to (x2) & from (x6) Silvia de Sousa re: release of trust conditions; email from (x3) Jack Maendel re: rent; communications with Doug Finkbeiner re: RRC assets; email from Brent Warga re: rent; telephone from & to Brent Warga re: outstanding issues	427.50
May 23/2020	JJBB	0.30	Email to (x2) & from Brent Warga re: rent & asset list; email from Silvia de Sousa re: release of trust conditions; email to (x2) & from Doug Finkbeiner re: RRC	142.50
May 24/2020	JJBB	0.10	Email from Brent Warga re: rent; communications from Doug Finkbeiner re: RRC assets	47.50
Total Fees:				13,275.50

SUMMARY OF PROFESSIONAL SERVICES

	HOURS	HOURLY RATE	AMOUNT
Madison Sutherland	6.80	185.00	1,258.00
Maria A. Penner	3.70	350.00	1,295.00
JJ B. Burnell	21.30	475.00	10,117.50
Kristal M. Allen	1.10	550.00	605.00
	32.90		13,275.50

BILL SUMMARY

Total Fees	13,275.50
GST	663.78

MB PST	929.29
Total Disbursements	0.00
Subtotal	<u>14,868.56</u>
TOTAL AMOUNT DUE CDN DOLLARS:	\$ <u>14,868.56</u>

JJBB/ MB

MLT Aikins LLP

To the extent possible, we have made every effort to include fees and disbursements for the current billing period. In the event further fees or disbursements are incurred on your behalf, a subsequent account will be forwarded.

"Other Charges" are based on rates established by MLT AIKINS LLP and may change from time to time. A schedule of those rates is available on request.

TERMS: DUE UPON RECEIPT

Interest at the rate of 14% per annum is added to all amounts overdue by 30 days or more.

INVOICE**Deloitte Restructuring Inc.
2300 - 360 Main Street
Winnipeg, MB R3C 3Z3
Brent Warga****TO PROFESSIONAL SERVICES RENDERED TO AND INCLUDING 06/30/20 AS FOLLOWS****RE: Proposal Proceedings of Composites Innovation Centre Manitoba Inc.
FILE: 0135165-00008**

Date	Initials	Hours	Narrative	Amount
May 25/2020	JJBB	1.60	Revise third party deposit agreement; conference call with Brent Warga & Ross McFadyen re: creditors' meeting, proposal; email from (x5) Brent Warga re: status update, inspectors' approval, cash flow & draft proposal; email from (x2) Ross McFadyen re: draft proposal; communications with Ross McFadyen re: status update; email from Silvia de Sousa re: proposal & APA; telephone from Doug Finkbeiner re: RRC	760.00
May 26/2020	JJBB	1.30	Email from (x9) & to (x3) Brent Warga re: proposal filing, offer, third party deposit agreement & cash flow; email from (x4) Jack Maendel re: proposal filing & cash flow; email from (x2) Silvia de Sousa re: proposal filing & withdrawal of APA; email from (x3) Ross McFadyen re: cash flow, proposal & third party deposit; telephone from & to Brent Warga; consider proposal issues	617.50
May 27/2020	JJBB	1.40	Conference call with Brent Warga & John Fritz re: proposal issues; email from Jack Maendel re: site visit; email to & from (x2) Brent Warga re: site visit; email from Ross McFadyen re: site visit; telephone to Ross McFadyen re: proposal claims & site visit	665.00
May 28/2020	JJBB	0.20	Email from Jack Maendel re: site visit; email from (x2) & to Brent Warga re: site visit re:	95.00

Date	Initials	Hours	Narrative	Amount
			creditors' meeting	
May 29/2020	JJBB	0.10	Email from Jack Maendel re: proposal claims; email from Brent Warga re: proposal claims	47.50
May 31/2020	JJBB	0.20	Email to (x3) & from (x4) Silvia de Sousa re: deposit agreement, creditor listing & return of trust funds	95.00
Jun 01/2020	JJBB	1.40	Email to & from (x3) Brent Warga re: proposal creditor list & report to creditors; email to Silvia de Sousa re: creditors' list; revise proposal report; review report to creditors; telephone to Brent Warga	665.00
Jun 02/2020	JJBB	0.80	Revise proposal report; email to & from Brent Warga re: report & revisions to report creditors; letter to Silvia de Sousa re: return of funds	380.00
Jun 03/2020	JJBB	0.10	Email from (x2) Brent Warga re: report to creditors	47.50
Jun 04/2020	JJBB	0.20	Telephone to Brent Warga re: posting of materials on website & WED	95.00
Jun 05/2020	JJBB	0.20	Email from Silvia de Sousa re: articles of incorporation; email from Jack Maendel re: creditors' package; email from Brent Warga re: creditors' package	95.00
Jun 06/2020	JJBB	0.10	Email to Mitch Bilinkoff re: Articles of Incorporation	47.50
Jun 08/2020	JJBB	0.30	Email to & from Ross McFadyen re: proposal issues & RRC; email to (x2) & from (x2) Brent Warga re: proposal issues	142.50
Jun 09/2020	JAS	0.50	Review RRC contracts relating to WED proof of claim	87.50
Jun 09/2020	JJBB	0.50	Email to (x2) & from (x3) Jennifer Sokal re: CIC proof of claim; email to & from (x2) Brent Warga re: WED proof of claim; email from Jack Maendel re: status update	237.50
Jun 10/2020	JAS	3.00	Review documents; Research penalty clauses; Call with J. Burnell & M. Sutherland	525.00
Jun 10/2020	MXS	1.70	Telephone call with JJ Burnell; research	314.50

Date	Initials	Hours	Narrative	Amount
			regarding approval of BIA Proposals; research regarding penalty clauses in crown contracts; telephone call with JJ Burnell and J. Sokal	
Jun 10/2020	JJBB	5.50	Draft Notice of Motion, Order & Affidavit; conference call (x2) with Brent Warga & John Fritz (& Ross McFadyen for part) re: RRC, WED & creditors' meeting; telephone to Court re: hearing; email from (x2) & to Ross McFadyen re: creditors' listing & abstaining; email from (x2) John Fritz re: Order & appraisal report; email to (x3) & from (x8) Brent Warga re: WED claim, AAFC claim, proposal hearing, voting summary & voting; email from (x4) & to (x8) Jennifer Sokal re: WED claim; email from (x3) & to Madison Sutherland re: WED, voting & debts to Crown; review voting requirements; conference call with Jennifer Sokal & Madison Sutherland re: WED claim; telephone to Madison Sutherland re: WED claim; email from Silvia de Sousa re: creditors' list	2,612.50
Jun 11/2020	JAS	5.10	Research ipso facto clause, the anti-deprivation rule, unconscionability and penalty clauses; Draft memo regarding research and WED claim	892.50
Jun 11/2020	JAS	0.40	Call with J. Burnell & M. Sutherland regarding findings for WED claim	70.00
Jun 11/2020	JJBB	3.50	review & revise confidential affidavit; review WED contract; telephone from Jennifer Sokal; conference call with Jennifer Sokal & Madison Sutherland re: WED claim; email to & from Jennifer Sokal re: WED's position; email from (x2) Brent Warga re: soliciting votes & report; review Jack Maendal's video; email from Jack Maendel re: video; email from Madison Sutherland re: good faith issues & WED; review memorandum from Jennifer Sokal re: WED claim; draft order; telephone from Brent Warga re: WED claim; telephone to Madison Sutherland	1,662.50
Jun 12/2020	MXS	0.50	Research regarding approval of claims in proposal proceedings	92.50
Jun 12/2020	JJBB	4.50	Draft brief; email from (x6) & to (x5) Brent Warga re: creditors' representatives, responses to creditors, WED & voting summary; email from Jack Maendel re: voting summary; review voting	2,137.50

Date	Initials	Hours	Narrative	Amount
			summary; telephone to Madison Sutherland re: trustee reversing decision on claims; email from Madison Sutherland re: trustee reversing decision on claims; telephone from (x2) Brent Warga	
Jun 13/2020	JJBB	1.70	Telephone from John Fritz re: creditors' meeting; email to (x5) & from (x6) John Fritz re: multiple representatives of creditors, responses to creditors & AAFC contract; email to Doug Finkbeiner re: multiple representatives of creditors; email from Brent Warga re: responses to creditors; email to & from Ross McFadyen re: creditors meeting	807.50
Jun 14/2020	JJBB	2.00	Draft meeting agenda; conference call with John Fritz & Ross McFadyen re: vacation pay outstanding; email from & to John Fritz re: revisions to agenda; email from Brent Warga re: meeting of creditors; telephone to John Fritz	950.00
Jun 15/2020	JJBB	7.50	Draft brief; prepare for creditors' meeting; attend creditors' meeting; telephone to Court; email from Doug Finkbeiner re: creditors' meeting; email from John Fritz re: e-filing; email to Ross McFadyen re: hearing; telephone from Ross McFadyen re: hearing & next steps; email to & from (x3) Brent Warga re: WED claim & creditor log	3,562.50
Jun 16/2020	JJBB	1.50	Revise brief; attend to e-filing matters; revise Trustee report; draft Order; email to (x5) & from (x3) Brent Warga/John re: election, Order, Motion brief, OSB certificate, Notice of Hearing & Trustee report; email from (x2) & to (x3) John Fritz re: consent & election form; telephone from Court	712.50
Jun 17/2020	JJBB	2.80	Telephone to (x2) John Fritz re: Notice of Hearing; email from (x8) & to (x8) John Fritz/Brent Warga re: Notice of Hearing, Notice of Motion, Order, Brief, Certificate, filing & discharge; letter to Court; email from (x4) Court; review & revise Notice of Hearing & cover letter; review & revise Notice of Motion & Order; attend to e-filing; telephone from Court	1,330.00
Jun 18/2020	JJBB	1.60	Revise NM, Order, Brief & Report; email from (x2) Brent Warga re: Report to Court; telephone	760.00

Date	Initials	Hours	Narrative	Amount
			to John Fritz re: Report; email from (x2) & to John Fritz re: revisions to NM, Order & report	
Jun 19/2020	MXS	0.20	Email from JJ Burnell; attend to service of Notice of Motion on OSB	37.00
Jun 19/2020	JJBB	3.00	Email to (x5) & from (x4) John Fritz re: changes to Notice of Motion, transition services agreement, service list & report; email to & from (x4) Brent Warga re: transition services agreement, notice of motion & order; email to & from (x2) Ross McFadyen re: Notice of Motion & draft Order; revise Report to Court; review revisions to Report, Notice of Motion & Order; draft Service List; attend to e-filing & service of Notice of Motion; attend to affidavit of service; telephone from (x2) John Fritz re: finalizing pleadings	1,425.00
Jun 21/2020	JJBB	0.50	Email to & from (x2) Ross McFadyen re: confidential affidavit; attend to service; draft affidavit of service; email from Jack Maendel re: confidential affidavit; email to & from Brent Warga re: confidential affidavit	237.50
Jun 22/2020	MXS	0.20	Email from Office of Superintendent of Bankruptcy; email to JJ Burnell	37.00
Jun 22/2020	JJBB	0.40	Email to & from (x2) Brent Warga re: WED & AAFC claim & revisions to Report; email from (x3) & to John Fritz re: WED claim & revised report; email from Madison Sutherland re: service on OSB	190.00
Jun 23/2020	JJBB	1.00	Email to Madison Sutherland re: service on OSB; review revisions to Report to Court; email to (x2) Brent Warga re: revisions to Report & transition services agreements; review transition services agreements; email from & to John Fritz re: revisions to report	475.00
Jun 24/2020	JJBB	2.20	Attend to service & e-filing of report; email from (x3) & to Court; email from (x2) & to John Fritz re: service & filing of report; conference call with John Fritz & Brent Warga re: outstanding issues; telephone from Ross McFadyen re: outstanding issues; attend to service of Notice of Motion on Argyle; review agenda & liquidator proposal analysis; email from (x2) Ross McFadyen re:	1,045.00

Date	Initials	Hours	Narrative	Amount
			evidence for hearing; review affidavit of Jack Maendel; telephone from Brent Warga	
Jun 25/2020	JJBB	0.30	Attend to service of Report; email from & to Brent Warga re: report; email to & from Lisa Marmillod re: report	142.50
Jun 26/2020	JJBB	0.10	Email from Todd Dew re: service list	47.50
Jun 30/2020	JJBB	0.10	Email from OSB re: service	47.50
Total Fees:				24,191.00

SUMMARY OF PROFESSIONAL SERVICES

	HOURS	HOURLY RATE	AMOUNT
Jennifer Sokal	9.00	175.00	1,575.00
Madison Sutherland	2.60	185.00	481.00
JJ B. Burnell	46.60	475.00	22,135.00
	58.20		24,191.00

DISBURSEMENTS AND OTHER CHARGES

Deliveries	7.49
Imaging Services	37.25
Computerized Legal Research - WestlaweCarswell	40.63
	Total Taxable 85.37
Notice of Motion	50.00
Filing Fee	150.00
	Total Non-Taxable 200.00
	Sub-Total Disbursements: 285.37

BILL SUMMARY

Total Fees	24,191.00
GST	1,209.55
MB PST	1,693.37
Total Disbursements	285.37
GST	4.27
Subtotal	27,383.56

TOTAL AMOUNT DUE CDN DOLLARS: \$ 27,383.56

JJBB/ MB

MLT Aikins LLP

To the extent possible, we have made every effort to include fees and disbursements for the current billing period. In the event further fees or disbursements are incurred on your behalf, a subsequent account will be forwarded.

"Other Charges" are based on rates established by MLT AIKINS LLP and may change from time to time. A schedule of those rates is available on request.

TERMS: DUE UPON RECEIPT

Interest at the rate of 14% per annum is added to all amounts overdue by 30 days or more.

INVOICE**Deloitte Restructuring Inc.
2300 - 360 Main Street
Winnipeg, MB R3C 3Z3
Brent Warga****TO PROFESSIONAL SERVICES RENDERED TO AND INCLUDING 07/31/20 AS FOLLOWS****RE: Proposal Proceedings of Composites Innovation Centre Manitoba Inc.
FILE: 0135165-00008**

Date	Initials	Hours	Narrative	Amount
Jul 01/2020	JJBB	3.50	Prepare for hearing, prepare brief & casebook; email from (x2) & to (x3) Madison Sutherland re: revisions to brief & hearing; review revisions to brief; prepare affidavit	1,662.50
Jul 01/2020	MXS	1.00	Review and revise motion brief for approval of proposal	185.00
Jul 02/2020	JJBB	1.50	Prepare & revise brief & casebook; attend to e-filing & service of brief; email to & from Madison Sutherland re: hearing; email to & from (x2) Brent Warga re: outstanding issues, expenses & affidavit of service; attend to e-filing & service	712.50
Jul 03/2020	JJBB	0.50	Email from & to Justice Kroft re: pleadings; email from (x2) Court; email to (x3) & from Madison Sutherland re: confidential affidavit & remote swearing of affidavits; attend to execution & e-filing	237.50
Jul 03/2020	MXS	0.50	Attend to swearing M. Bennet affidavit (x2)	92.50
Jul 04/2020	JJBB	2.80	Prepare argument for hearing; email to (x3) & from (x2) Brent Warga re: hearing	1,330.00
Jul 05/2020	JJBB	0.40	Prepare for hearing; email from Madison Sutherland re: hearing; email from Brent Warga re: hearing	190.00
Jul 06/2020	JJBB	6.70	Prepare for Court; attend Court; revise Order;	3,182.50

Date	Initials	Hours	Narrative	Amount
			conference call with Brent Warga, Ross McFadyen, Silvia de Sousa & Jack Maendel re: ongoing expenses; email to & from Brent Warga re: revesting of assets; email to Silvia De Sousa re: revesting of assets; email to (x2) & from (x3) Madison Sutherland re: submission of Order, revisions to Order & hearing; email to (x2) & from (x2) Ross McFadyen re: payment of post-bankruptcy creditors, Qunetic Energy & form of Order; email from (x2) Court; telephone to Madison Sutherland re: outstanding issues	
Jul 06/2020	MXS	1.20	Attend hearing; amend Order; email to J. Burnell regarding Order	222.00
Jul 07/2020	JJBB	0.10	Email from Silvia De Sousa re: transfer of assets	47.50
Jul 08/2020	JJBB	1.70	Email to & from Madison Sutherland re: Order; attend to filing of Order; email to (x6) & from (x5) Brent Warga re: receipt of funds, Qunetic Energy, Order, 30 day notice & proposal trustee's certificate; draft Proposal Trustee's Certificate; letter from Silvia De Sousa; email to Silvia De Sousa re: receipt of funds; attend to closing issues; telephone to Deloitte; attend to execution of Order	807.50
Jul 08/2020	MXS	0.30	Email from JJ Burnell; revise Order; email to JJ Burnell	55.50
Jul 09/2020	JJBB	0.70	Attend to filing Certificate; review Order; email to (x2) & from (x4) Brent Warga re: Certificate, rent & proposal funds	332.50
Jul 10/2020	JJBB	0.80	Review 30 day notice; attend to service of Order; email to & from (x2) Ross McFadyen re: Order & Certificate; review Certificate; email from Court	380.00
Jul 13/2020	JJBB	0.20	Email from & to Brent Warga re: confidentiality agreement; letter to Silvia De Sousa; letter to Brent Warga	95.00
Jul 14/2020	JJBB	0.10	Email from Silvia De Sousa re: Minute Book	47.50
Jul 15/2020	JJBB	0.90	Email to (x2) & from (x3) Ross McFadyen re: confidentiality agreement; email to Madison Sutherland re: confidentiality agreement; email to Silvia De Sousa re: Minute Book; email from (x5) & to (x2) Brent Warga re: Minute Book, pre-	427.50

Date	Initials	Hours	Narrative	Amount
			filing claims & website issues; email from Jack Maendel re: website issues; email to & from (x2) Ross McFadyen re: pre-filing claim	
Jul 17/2020	JJBB	0.20	Email from Jack Maendel re: Minute Book; email from Silvia De Sousa re: Minute Book; email from Brent Warga re: post filing expenses	95.00
Jul 20/2020	JJBB	0.10	Email to Silvia De Sousa re: Minute Book	47.50
Jul 21/2020	SJT	1.80	Emailing JJ Burnell; drafting confidentiality agreement; emailing JJ Burnell; revising confidentiality agreement;	360.00
Jul 21/2020	JJBB	1.20	Email to (x3) & from (x4) Scott Tallon re: confidentiality agreement; revise confidentiality agreement; email to (x2) & from (x2) Brent Warga re: confidentiality agreement; email to (x2) & from Ross McFadyen re: confidentiality agreement; review revisions to confidentiality agreement	570.00
Jul 23/2020	JJBB	0.10	Email from Ross McFadyen re: confidentiality agreement	47.50
Jul 24/2020	JJBB	0.10	Email from Ross McFadyen re: confidential affidavit	47.50
Jul 27/2020	JJBB	0.10	Email from Brent Warga re: ongoing expenses	47.50
Jul 28/2020	JJBB	0.30	Email to (x2) & from Brent Warga re: disclosure of confidential affidavit & expenses; email to & from Ross McFadyen re: disclosure of confidential affidavit & expenses	142.50
Jul 29/2020	JJBB	0.20	Email to (x2) & from (x2) Brent Warga re: proposal funds & terms; review proposal terms	95.00
Jul 30/2020	JJBB	0.20	Email to & from (x2) Brent Warga re: proposal funds; letter to Brent Warga re: proposal funds	95.00
Total Fees:				11,555.00

SUMMARY OF PROFESSIONAL SERVICES

	HOURS	HOURLY RATE	AMOUNT
Madison Sutherland	3.00	185.00	555.00
Scott Tallon	1.80	200.00	360.00

SUMMARY OF PROFESSIONAL SERVICES

	HOURS	HOURLY RATE	AMOUNT
JJ B. Burnell	22.40	475.00	10,640.00
	<u>27.20</u>		<u>11,555.00</u>

DISBURSEMENTS AND OTHER CHARGES

Imaging Services			114.00
		Total Taxable	114.00
		Sub-Total Disbursements:	114.00

BILL SUMMARY

Total Fees	11,555.00
GST	577.75
MB PST	808.85
Total Disbursements	114.00
GST	5.70
Subtotal	<u>13,061.30</u>

TOTAL AMOUNT DUE CDN DOLLARS: \$ 13,061.30

JJBB/ MB

MLT Aikins LLP

To the extent possible, we have made every effort to include fees and disbursements for the current billing period. In the event further fees or disbursements are incurred on your behalf, a subsequent account will be forwarded.

"Other Charges" are based on rates established by MLT AIKINS LLP and may change from time to time. A schedule of those rates is available on request.

TERMS: DUE UPON RECEIPT

Interest at the rate of 14% per annum is added to all amounts overdue by 30 days or more.

August 31, 2020
Invoice #6149698**INVOICE****Deloitte Restructuring Inc.**
2300 - 360 Main Street
Winnipeg, MB R3C 3Z3
Brent Warga**TO PROFESSIONAL SERVICES RENDERED TO AND INCLUDING 08/31/20 AS FOLLOWS****RE: Proposal Proceedings of Composites Innovation Centre Manitoba Inc.**
FILE: 0135165-00008

Date	Initials	Hours	Narrative	Amount
Aug 20/2020	JJBB	0.80	Correspondence with Brent Warga re: WED claim & contribution agreements; conference call with Brent Warga & John Fritz re: claims	380.00
Aug 23/2020	JAS	0.10	Correspondence with J. Burnell	17.50
Aug 23/2020	JJBB	0.20	Correspondence with Jennifer Sokal re: contribution agreements & claims	95.00
Aug 26/2020	JAS	5.00	Review new CAs for similarities with WED CAs; Correspondence to J. Burnell; Research regarding Double Proof; Draft memorandum	875.00
Aug 26/2020	JJBB	0.20	Telephone from Brent Warga re: claims	95.00
Aug 27/2020	JAS	0.20	Finalize memo and correspondence to J. Burnell	35.00
Aug 27/2020	JJBB	0.10	Correspondence with Jennifer Sokal re: AAFC claims	47.50

Total Fees: 1,545.00**SUMMARY OF PROFESSIONAL SERVICES**

	HOURS	HOURLY RATE	AMOUNT
Jennifer Sokal	5.30	175.00	927.50
JJ B. Burnell	1.30	475.00	617.50
	<u>6.60</u>		<u>1,545.00</u>

DISBURSEMENTS AND OTHER CHARGES

Deliveries	6.24
Total Taxable	6.24
Sub-Total Disbursements:	6.24

BILL SUMMARY

Total Fees	1,545.00
GST	77.25
MB PST	108.15
Total Disbursements	6.24
GST	0.31
Subtotal	<u>1,736.95</u>
TOTAL AMOUNT DUE CDN DOLLARS:	\$ <u>1,736.95</u>

JJBB/ MB

MLT Aikins LLP

To the extent possible, we have made every effort to include fees and disbursements for the current billing period. In the event further fees or disbursements are incurred on your behalf, a subsequent account will be forwarded.

"Other Charges" are based on rates established by MLT AIKINS LLP and may change from time to time. A schedule of those rates is available on request.

TERMS: DUE UPON RECEIPT

Interest at the rate of 14% per annum is added to all amounts overdue by 30 days or more.

September 30, 2020
Invoice #6154712**INVOICE****Deloitte Restructuring Inc.**
2300 - 360 Main Street
Winnipeg, MB R3C 3Z3
Brent Warga**TO PROFESSIONAL SERVICES RENDERED TO AND INCLUDING 09/30/20 AS FOLLOWS****RE: Proposal Proceedings of Composites Innovation Centre Manitoba Inc.**
FILE: 0135165-00008

Date	Initials	Hours	Narrative	Amount
Sep 15/2020	JJBB	0.10	correspondence with Brent Warga re: WED claim	47.50
Sep 16/2020	JJBB	0.30	conference call with Brent Warga & John Fritz re: response to WED/AAFC claim	142.50
Sep 28/2020	JJBB	0.80	draft response to WED; correspondence with Brent Warga; review caselaw & memo re: WED claim	380.00
Total Fees:				570.00

SUMMARY OF PROFESSIONAL SERVICES

	HOURS	HOURLY RATE	AMOUNT
JJ B. Burnell	1.20	475.00	570.00
	1.20		570.00

DISBURSEMENTS AND OTHER CHARGES

Notice of Motion	-50.00
Total Non-Taxable	-50.00
Sub-Total Disbursements:	-50.00

BILL SUMMARY

Total Fees	570.00
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GST	28.50
MB PST	39.90
Total Disbursements	-50.00
Subtotal	<u>588.40</u>
TOTAL AMOUNT DUE CDN DOLLARS:	\$ <u>588.40</u>

JJBB/ HB

MLT Aikins LLP

To the extent possible, we have made every effort to include fees and disbursements for the current billing period. In the event further fees or disbursements are incurred on your behalf, a subsequent account will be forwarded.

"Other Charges" are based on rates established by MLT AIKINS LLP and may change from time to time. A schedule of those rates is available on request.

TERMS: DUE UPON RECEIPT

Interest at the rate of 14% per annum is added to all amounts overdue by 30 days or more.

November 30, 2020
Invoice #6167376**INVOICE****Deloitte Restructuring Inc.**
2300 - 360 Main Street
Winnipeg, MB R3C 3Z3
Brent Warga**TO PROFESSIONAL SERVICES RENDERED TO AND INCLUDING 11/30/20 AS FOLLOWS****RE: Proposal Proceedings of Composites Innovation Centre Manitoba Inc.**
FILE: 0135165-00008

Date	Initials	Hours	Narrative	Amount
Oct 22/2020	JJBB	0.10	correspondence with Doug McCartney re: creditor distributions	47.50
Nov 17/2020	JJBB	0.10	correspondence with Brent Warga re: AAFC claim	47.50
Nov 18/2020	JAS	0.30	Emails with J. Burnell; Review past correspondence regarding AAFC Agreements	52.50
Nov 18/2020	JJBB	0.10	Correspondence with Jennifer Sokal re: AAFC claim	47.50
Nov 20/2020	JAS	0.20	Email from and call with J. Burnell regarding AAFC claim	35.00
Nov 20/2020	JJBB	0.20	Correspondence with Jennifer Sokal re: AAFC claim; telephone from Jennifer Sokal re: AAFC claim	95.00
Nov 23/2020	JAS	1.80	Review past research; Draft memo to J. Burnell regarding AAFC claims; Email to J. Burnell	315.00
Nov 23/2020	JJBB	0.30	Correspondence with Jennifer Sokal re: AAFC claim; review memorandum	142.50
Nov 24/2020	JJBB	0.30	Review research; correspondence with Brent Warga re: AAFC	142.50
Nov 25/2020	JJBB	0.40	Correspondence with Jennifer Sokal re: summary; conference call with Brent Warga &	190.00

Date	Initials	Hours	Narrative	Amount
			John Fritz re: AAFC claim	
Nov 27/2020	JAS	0.50	Draft email to AAFC	87.50
Nov 27/2020	JJBB	0.10	Correspondence with Jennifer Sokal re: draft response to AAFC	47.50
Nov 30/2020	JJBB	0.40	draft response to AAFC; correspondence with Deloitte re: response to AAFC	190.00
Total Fees:				1,440.00

SUMMARY OF PROFESSIONAL SERVICES

	HOURS	HOURLY RATE	AMOUNT
Jennifer Sokal	2.80	175.00	490.00
JJ B. Burnell	2.00	475.00	950.00
	<u>4.80</u>		<u>1,440.00</u>

DISBURSEMENTS AND OTHER CHARGES

Computerized Legal Research - WestlaweCarswell	41.63
Total Taxable	41.63
Sub-Total Disbursements:	41.63

BILL SUMMARY

Total Fees	1,440.00
GST	72.00
MB PST	100.80
Total Disbursements	41.63
GST	2.08
Subtotal	<u>1,656.51</u>
TOTAL AMOUNT DUE CDN DOLLARS:	\$ <u>1,656.51</u>

JJBB/ LT

MLT Aikins LLP

To the extent possible, we have made every effort to include fees and disbursements for the current billing period. In the event further fees or disbursements are incurred on your behalf, a subsequent account will be forwarded.

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TERMS: DUE UPON RECEIPT

Interest at the rate of 14% per annum is added to all amounts overdue by 30 days or more.