

APPENDIX F

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF LYDIAN INTERNATIONAL
LIMITED, LYDIAN CANADA VENTURES
CORPORATION AND LYDIAN U.K. CORPORATION
LIMITED**

**AFFIDAVIT OF ALAN J. HUTCHENS
(Sworn March 10, 2020)**

I, ALAN J. HUTCHENS, of the Town of Oakville, in the Province of Ontario, **MAKE OATH AND SAY:**

1. I am a Senior Vice-President at Alvarez & Marsal Canada Inc. ("**A&M**"), the Court appointed Monitor in these proceedings (the "**Monitor**"). As such, I have knowledge of the matters to which I hereinafter depose, except where stated to be on information and belief and whereso stated, I verily believe it to be true.
2. A&M was appointed as Monitor pursuant to an Order of the Superior Court of Justice Commercial List dated December 23, 2019. The Monitor retained Thornton Grout Finnigan LLP ("**TGF**") as its counsel in these proceedings.
3. Attached hereto as **Exhibit "A"** are redacted copies of the invoices rendered by the Monitor for fees and disbursements incurred by A&M through the course of these proceedings for the period from December 23, 2019 to February 29, 2020 (the "**A&M Application Period**"), redacted for privileged, confidential and commercially sensitive information. The invoices contain the fees (including details of the billing rates and total hours of each of the members of A&M who acted on behalf of the Monitor in these proceedings), and disbursements charged by A&M in these proceedings.

4. Attached hereto as **Confidential Exhibit "1"** are copies of the invoices issued by the Monitor for fees and disbursements incurred by A&M during the A&M Application Period.

5. Attached hereto as **Exhibit "B"** is a schedule summarizing each invoice in Exhibit "A", the total billable hours charged per invoice, and the total fees charged per invoice.

6. Attached hereto as **Exhibit "C"** is a schedule summarizing personnel, their total hours billed and their hourly rates, as well as the average hourly rate billed for the A&M Application Period.


7. The Monitor expended a total of 299.7 hours in connection with this matter during the A&M Application Period, giving rise to fees totalling \$200,497.00 and disbursements totalling \$8,340.49, as outlined in Exhibit "B".

8. To the best of my knowledge, A&M's rates and disbursements are consistent with those in the market for these types of matters and the hourly billing rates charged by A&M are comparable to the rates charged by A&M for services rendered in similar proceedings. A&M has had its rates and disbursements, including the rates of various professionals who provided services in these proceedings, approved by this Court in respect of similar services provided in various insolvency and restructuring files.

9. I make this affidavit in support of the Applicants' motion for, among other things, approval of the Monitor's fees and disbursements.

SWORN before me at the City of Toronto,
in the Province of Ontario, on this 10th day
of March 2020.

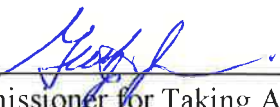
Gail Anne Jenkinson, a Commissioner, etc.,
Province of Ontario, for Alvarez & Marsal Canada Inc.
Expires April 26, 2020.


A Commissioner for taking affidavits
Name:


ALAN J. HUTCHENS

Exhibit “A”

This is Exhibit "A" referred to in the
affidavit of Alan J. Hutchens
sworn before me, this 10th day of March, 2020.


A Commissioner for Taking Affidavits



Alvarez & Marsal Canada Inc.
Licensed Insolvency Trustees
Royal Bank Plaza, South Tower
200 Bay Street, Suite 2900, P.O. Box 22
Toronto, ON M5J 2J1
Phone: +1 416 847 5200
Fax: +1 416 847 5201

January 15, 2020

Lydian International Limited
5655 S Yosemite Street
Greenwood Village, CO
80111 USA

Attention: Mr. Bill Dean, CFO

**RE: LYDIAN INTERNATIONAL LIMITED (the "Company")
CCAA INVOICE #1 (817642)**

For professional services rendered in connection with our appointment as Monitor under the *Companies' Creditors Arrangement Act* pursuant to the Initial Order granted by the Ontario Superior Court of Justice (Commercial List) on December 23, 2019, for the period December 23 to 31, 2019.

BILLING SUMMARY

	<u>Hours</u>	<u>Rate</u>	<u>Total-in CAD</u>
A. Hutchens, Managing Director	6.6	\$860	\$5,676.00
M. MacKenzie, Senior Director	19.3	\$645	12,448.50
S. Glustein, Director	6.7	\$550	3,685.00
TOTAL AMOUNT DUE - in CAD	32.6		\$21,809.50

Mailing Instructions:

Alvarez & Marsal Canada ULC
Att: Audrey Singels-Ludvik
Royal Bank Plaza, South Tower
200 Bay Street, Suite 2900
P.O. Box 22
Toronto, ON M5J 2J1

Wiring Instructions:

Bank: TD Canada Trust
Account Name: Alvarez & Marsal Canada ULC
Swiftcode: TDOMCATTTOR
Bank Address: 55 King Street West
Toronto, ON
Bank Transit #: 10202
Institution #: 0004
Account #: 5519970 (CAD)
Reference #: Lydian Int'l - CCAA Inv #1 (817642)
HST#: 83486 3367 RT0001

www.alvarezandmarsal.com

Lydian International Limited ("Lydian") – 817642
DETAILED SUMMARY – December 23 to 31, 2019

<u>A. Hutchens</u>	<u>Hrs.</u>
Dec 23 Prepare for and attend at Court for the initial CCAA hearing; internal discussions and emails to coordinate CCAA start-up tasks.	2.7
Dec 24 Review and revise the draft notice to be published in The Globe and Mail newspaper and the draft creditor notice letter and internal emails on same; internal discussion and emails to coordinate CCAA start-up tasks; emails regarding D&O insurance.	0.8
Dec 27 Internal discussion regarding open items.	0.3
Dec 30 Update email from management; review, finalize and file Forms 1 and 2 via the Office of the Superintendent of Bankruptcy's ("OSB") CCAA Online Filing System; emails with the OSB regarding the filed forms; read the December 23 Endorsement and review the case website.	2.8
TOTAL – A. Hutchens	6.6 hrs.

<u>M. MacKenzie</u>	<u>Hrs.</u>
Dec 23 Attend at Court for the hearing for the Initial Order; meet with A. Hutchens thereafter to discuss near term administrative and communication related requirements and related communications with S. Glustein; communications with website service provider to activate case website and to arrange for documents to be posted to same.	5.0
Dec 24 Arrange for documents to be posted to case website; draft newspaper notice, related communications with A. Hutchens and communications with The Globe and Mail to arrange for publication of same; communications with management to advise of requirements for Monitor's notices to creditors and information requirements for forms to be filed with the Office of the Superintendent of Bankruptcy and to obtain information required for same.	3.2
Dec 26 Prepare and send notices to creditors; emails with management regarding communication received from interested party; email from management regarding D&O insurance and follow-up communications with management.	3.0



Lydian International Limited ("Lydian") – 817642
DETAILED SUMMARY – December 23 to 31, 2019

Dec 27	Call with E. Sellers and B. Dean regarding various insurance matters; discussion with S. Glustein regarding CCAA administrative requirements; call with A. Hutchens regarding the status of various matters and near-term planning; prepare and mail notices to creditors and arrange to have same posted to the case website.	3.3
Dec 28	Prepare framework of draft Monitor's report in preparation for potential requirement for same for January 2, 2020 stay extension hearing.	2.5
Dec 29	Finalize OSB Form 2 and send to A. Hutchens for filing; review updated lender communication circulated by E. Sellers.	1.0
Dec 30	Various communications regarding the upcoming stay extension motion and the expiry of time for objections.	0.5
Dec 31	Review proposed disbursement information provided by B. Dean and various related emails.	0.8
TOTAL – M. MacKenzie		19.3 hrs.
<u>S. Glustein</u>		<u>Hrs.</u>
Dec 23	Prepare documentation required for setup of case website; arrange for setup of Monitor's hotline and email address; internal discussions regarding open matters; review case website.	3.5
Dec 27	Review notice to creditors; review case materials and internal discussion regarding same.	3.2
TOTAL – S. Glustein		6.7 hrs.





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200 Bay Street, Suite 2900, P.O. Box 22
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Phone: +1 416 847 5200
Fax: +1 416 847 5201

January 22, 2020

Lydian International Limited
5655 S Yosemite Street
Greenwood Village, CO
80111 USA

Attention: Mr. Bill Dean, CFO

RE: LYDIAN INTERNATIONAL LIMITED (the "Company")
CCAA INVOICE #2 (817642)

For professional services rendered in connection with our appointment as Monitor under the *Companies' Creditors Arrangement Act* pursuant to the Initial Order granted by the Ontario Superior Court of Justice (Commercial List) on December 23, 2019, for the period January 1 to 15, 2020.

BILLING SUMMARY

	<u>Hours</u>	<u>Rate</u>	<u>Total-in CAD</u>
A. Hutchens, Managing Director	5.9	\$860	\$5,074.00
M. MacKenzie, Senior Director	60.9	\$645	39,280.50
S. Glustein, Director	0.5	\$550	275.00
	<u>67.3</u>		<u>\$44,629.50</u>
Add: Out of pocket expenses – The Globe & Mail newspaper notices			<u>7,312.80</u>
TOTAL AMOUNT DUE – in CAD			<u>\$51,942.30</u>

Mailing Instructions:

Alvarez & Marsal Canada ULC
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Royal Bank Plaza, South Tower
200 Bay Street, Suite 2900
P.O. Box 22
Toronto, ON M5J 2J1

Wiring Instructions:

Bank: TD Canada Trust
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Swiftcode: TDOMCATTOR
Bank Address: 55 King Street West
Toronto, ON
Bank Transit #: 10202
Institution #: 0004
Account #: 5519970 (CAD)
Reference #: Lydian Int'l – CCAA Inv #2 (817642)
HST#: 83486 3367 RT0001

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Lydian International Limited ("Lydian") – 817642
DETAILED SUMMARY – January 1 to 15, 2020

<u>A. Hutchens</u>		<u>Hrs.</u>
Jan 6	Internal discussions and emails on open items; respond to and/or route inquiries.	0.7
Jan 7	Internal discussions on open items/updates on next steps.	0.4
Jan 8	Internal discussions on open items/updates on next steps.	0.4
Jan 9	Internal discussions on open items/updates on next steps; emails from Lydian regarding a possible email account breach.	0.5
Jan 10	Review and provide comments on the draft Court materials for the Jersey Representation and internal emails/emails with TGF on same; internal discussion on primary workstreams.	1.6
Jan 13	Internal discussion regarding meetings/work at Lydian's Armenian offices.	0.4
Jan 14	Internal emails/emails with TGF regarding revisions required to the Court materials for the Jersey Representation; emails with TGF regarding the proposed insert to provide overview description of the CCAA.	0.7
Jan 15	Review the revised draft Court materials for the Jersey Representation and emails with TGF on same; internal emails on open items.	1.2
TOTAL – A. Hutchens		5.9 hrs.

<u>M. MacKenzie</u>		<u>Hrs.</u>
Jan 6	Communications with BMO regarding non-reliance letter and send draft indicative valuation report; review proposed disbursements; call with E. Sellers; meet with A. Hutchens to discuss the status of various workstreams; call with D.J. Miller regarding the status of D&O insurance, SISP and other matters; call with D.J. Miller and Stikeman regarding various go-forward matters; call with management to discuss various operational and disbursements matters.	4.0
Jan 7	Communications with management; call with E. Sellers; review process summaries in respect of SISP processes and process letter in respect of litigation financing process provided by BMO Capital.	2.3



Lydian International Limited ("Lydian") – 817642
DETAILED SUMMARY – January 1 to 15, 2020

Jan 8	Review and consider schedule of information requests made by RCF; call with Stikeman, D.J. Miller, E. Sellers and BMO Capital regarding status of discussions with lenders' counsel and other related matters; review costs associated with public company filing as reported in forbearance materials and summarize quarterly costs in respect of same and related communications with Stikeman.	2.8
Jan 9	Review week 1 cash flow variance analysis and emails with management on same; call with E. Sellers regarding cash flow and other matters; call with B. Dean regarding cash flow matters; prepare schedule of costs associated with public company reporting; call with Stikeman and TGF to discuss near term workstream requirements in order to prepare for Court hearing and follow-up call with TGF; review schedule of public company reporting requirements provided by Stikeman and email management regarding cost requirements in respect of same; [REDACTED] and email management regarding related workstream requirements; call with B. Dean to discuss near term work stream requirements and other related matters.	5.5
Jan 10	Review Jersey process for recognition and review associated draft affidavit; review schedule of public company reporting costs and related discussions with management; travel to Paris for meetings at Lydian's Armenian offices.	6.5
Jan 11	Travel from Paris to Yerevan; discussions with E. Sellers regarding various matters; revise draft cash flow forecast and emails with management on same.	7.7
Jan 12	Review management responses to enquiries related to the cash flow forecast and ensure changes incorporated to same as appropriate; review update from L. Pillon regarding discussions with certain lenders; review responses from E. Sellers regarding various enquiries from E. Pillon; discussions with E. Sellers regarding various matters; status update call with D.J. Miller; review and revise draft cash flow forecast.	4.3
Jan 13	Attend at the offices of Lydian Armenia and meet with E. Sellers and certain management employees to attend update/status meeting, discuss various cash flow forecast related matters, review employee information, review and discuss equipment and supplies, the locations of same, the potential to sell any equipment or supplies, and the accounting in respect of same.	9.0



Lydian International Limited ("Lydian") – 817642
DETAILED SUMMARY – January 1 to 15, 2020

Jan 14	Attend at the offices of Lydian Armenia to meet with certain management; travel to various warehouses where equipment and supplies are stored, compare equipment stored to that listed in accounting records on a test basis, and various related enquiries with management; return to office and meet with E. Sellers and other management to review and discuss employee matters and further discussions related to the cash flow forecast; discussions with E. Sellers regarding various matters; and call with E. Sellers, D.J. Miller, L. Pillon and M. Konyukovah regarding requested relief for upcoming Court hearing and related matters.	10.5
Jan 15	Travel from Yerevan to Vienna; review and revise cash flow forecast; travel from Vienna to London; discussions with E. Sellers regarding various matters; attend meeting with E. Sellers, insurance broker and insurance underwriters to discuss potential extension of D&O insurance; communications with L. Pillon; call with D.J. Miller regarding the status of various matters and preparation for the upcoming Court hearing.	8.3
TOTAL – M. MacKenzie		60.9 hrs.
<u>S. Glustein</u>		<u>Hrs.</u>
Jan 9	Review case website and internal discussion on same.	0.5
TOTAL – S. Glustein		0.5 hrs.





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Fax: +1 416 847 5201

February 4, 2020

Lydian International Limited
5655 S Yosemite Street
Greenwood Village, CO
80111 USA

Attention: Mr. Bill Dean, CFO

RE: LYDIAN INTERNATIONAL LIMITED (the "Company")
CCAA INVOICE #3 (817642)

For professional services rendered in connection with our appointment as Monitor under the *Companies' Creditors Arrangement Act* pursuant to the Initial Order granted by the Ontario Superior Court of Justice (Commercial List) on December 23, 2019, for the period January 16 to 31, 2020.

BILLING SUMMARY

	<u>Hours</u>	<u>Rate</u>	<u>Total-in CAD</u>
A. Hutchens, Managing Director	16.6	\$860	\$14,276.00
M. MacKenzie, Senior Director	70.9	\$645	45,730.50
J. Nevsky, Senior Director	4.0	\$645	2,580.00
	<u>91.5</u>		<u>\$62,586.50</u>
Add: Out of pocket expenses including hotel, travel costs and courier charges			<u>1,027.69</u>
TOTAL AMOUNT DUE – in CAD			<u>\$63,614.19</u>

Mailing Instructions:

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Account #: 5519970 (CAD)
Reference #: Lydian Int'l – CCAA Inv #3 (817642)
HST#: 83486 3367 RT0001

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Lydian International Limited ("Lydian") – 817642
DETAILED SUMMARY – January 16 to 31, 2020

<u>A. Hutchens</u>		<u>Hrs.</u>
Jan 16	Internal discussion and emails on the updated cash flow forecast and other open items; emails with TGF on the Jersey representation.	1.0
Jan 17	Review the draft updated 13-week cash flow forecast and internal meeting to discuss same; update email from management; emails with TGF on timing for Jersey representation materials; review the draft affidavit in support of the upcoming Court hearing for the stay extension and internal discussion/emails regarding the First Report of the Monitor (the "First Report").	1.3
Jan 18	Internal emails/emails with TGF regarding matters related to the draft Court Order for the stay extension and the First Report.	0.4
Jan 20	Review the draft First Report; emails with Stikeman on BMO Capital's engagement letter and support for the proposed transaction charge.	1.2
Jan 21	Review BMO Capital's engagement letters and summary of same; review the supporting workbook provided by BMO Capital for the proposed transaction charge; internal discussions and emails on the terms of BMO Capital's engagement letter; internal emails/emails with BMO Capital and Lydian to verify aspects of the supporting workbook; review and provide comments on the revised draft First Report; teleconference and emails with TGF on the draft First Report; review and finalize the First Report for service.	5.5
Jan 22	Read the affidavit in support of the proposed transaction charge; discussion and emails with TGF regarding BMO Capital's engagement letter and tomorrow's Court hearing for the stay extension, etc.; read aspects of the motion record served by Caterpillar; prepare for and attend teleconference with lenders' legal counsel and TGF on the proposed transaction charge and related matters; emails from Stikeman and TGF regarding tomorrow's Court hearing.	3.8
Jan 23	Attend at Court for the stay extension hearing; internal discussions and emails on open items.	1.7
Jan 27	Internal discussion and emails on open items/next steps.	0.3
Jan 29	Internal discussion and emails on open items/next steps.	0.4
Jan 30	Review the revised Jersey representation materials and emails with TGF on same; internal discussion on open items/next steps.	0.5



Lydian International Limited ("Lydian") – 817642
DETAILED SUMMARY – January 16 to 31, 2020

Jan 31	Meet with TGF to finalize the affidavit for the Jersey representation; internal discussions and emails on open items; read update email from management.	0.5
TOTAL – A. Hutchens		16.6 hrs.

M. MacKenzie

Hrs.

Jan 16	Return travel from London to Toronto; review the revised cash flow forecast provided by management and related emails from R. Stuparyk; review schedules of proposed disbursements provided by B. Dean and related follow-up enquiries and discussion; email from L. Pillon to provide a status update to the lenders; review draft correspondence from R. Stuparyk regarding potential sale of certain equipment and supplies; call with R. Waterfield and B. Dean to review and discuss cash flow forecast and further review and comment thereafter.	10.7
Jan 17	Update email from E. Sellers regarding the status of various matters; update emails from Stikeman in respect of the status of the Jersey recognition proceedings; review draft affidavit of E. Sellers to support the Applicants' comeback motion, draft amended and restated initial order and notice of motion; call with R. Bengino regarding matters related to the draft First Report and related follow-up email; further revisions to the notes to the 13-week cash flow forecast.	3.8
Jan 18	Review TGF comments on the draft affidavit of E. Sellers and reply in respect of same; revise draft framework of First Report and provide same to R. Bengino; emails with D. J. Miller regarding 13-week cash flow forecast; call with D.J. Miller regarding email to E. Sellers; emails with D.J. Miller with comments in respect of draft Notice of Motion, draft revised Initial Order and other related matters; prepare the draft First Report and email same to R. Bengino for review and comment; emails to A. Hutchens to provide status update; provide further comments to D.J. Miller regarding the Sellers affidavit, draft Notice of Motion and draft Revised Initial Order; further emails regarding the draft First Report and related matters.	7.5



Lydian International Limited ("Lydian") – 817642
DETAILED SUMMARY – January 16 to 31, 2020

Jan 19	Call with D.J. Miller, R. Bengino, L. Pillon and S. Sopic to discuss matters in respect of Monitor's powers and protections in revised order and other related matters; follow-up call with D. J. Miller; review revisions to the draft First Report from TGF and make further revisions to same, incorporate language related to matters discussed on earlier call, and email same to D.J. Miller and R. Bengino for further review and comment; emails with D.J. Miller and R. Bengino to related to the draft First Report and Amended Initial Order; emails to and call with A. Hutchens to provide update on status of Court materials and related matters.	5.8
Jan 20	Calls with BMO Capital regarding preparation for upcoming meeting with RCF; call with E. Sellers regarding various matters; revise the draft First Report and follow-up with management in respect of certain information, and numerous discussions with counsel in respect of same; communications with counsel and company counsel regarding matters related to charges contemplated by revised Initial Order; discussions with A. Hutchens regarding various matters related to the draft First Report; review and revise annual normalized cost model for Armenian operations [REDACTED] and related communications with management; email update from management regarding Armenian operations; update from company counsel regarding position of CAT in respect of stay extension request and related communications with TGF; arrange for motion record to be posted to the case website; updates from Stikeman in respect of information regarding BMO fees; review revisions and comments to draft orders and related discussion with TGF; email to lenders from Stikeman regarding relief to be sought at upcoming Court hearing; review Stikeman's comments on the draft First Report and related communications with TGF.	8.3
Jan 21	Communications with TGF and A. Hutchens regarding comments from Stikeman on the draft First Report; information requests to BMO Capital and review and discuss information provided with A. Hutchens; update email from BMO Capital in respect of meeting today with RCF; discussions with A. Hutchens regarding proposed Court-ordered charges and related communications with TGF; call with E. Sellers to discuss analysis of costs for Armenian operations [REDACTED]; calls with management regarding various matters; attend meeting at Stikeman's offices with Stikeman, TGF, E. Sellers, RCF and Blakes and follow-up discussions with A. Hutchens; emails with A. Hutchens and TGF to finalize report to Court.	6.5
Jan 22	Numerous emails and other communications regarding BMO Capital's engagement letter and related discussion with A. Hutchens.	2.0



Lydian International Limited ("Lydian") – 817642
DETAILED SUMMARY – January 16 to 31, 2020

Jan 23	Attend at Court for the stay extension hearing, related follow-up discussions with A. Hutchens and D.J. Miller; call with B. Dean to discuss normalized cost analysis for Armenian operations; email from E. Sellers in respect of D&O insurance.	3.8
Jan 24	Call with L. Pillon; communications with D.J. Miller; call with Orion and related follow-up discussions with A. Hutchens and D.J. Miller; call with B. Dean regarding normalized cost analysis.	2.5
Jan 26	Communications with D.J. Miller regarding annual cash flow analysis [REDACTED] and work on same; email E. Sellers, Stikeman and TGF regarding operational decisions that should be considered in developing [REDACTED]	2.0
Jan 27	Communications with Stikeman and TGF to coordinate discussion regarding various go-forward matters; review letter from CAT's legal counsel and related discussion with D.J. Miller; discussion with A. Hutchens to provide status update; review proposed disbursements, make enquiries as appropriate and respond to requests in respect of same; update introduction narrative for the case website.	2.0
Jan 28	Communications with management regarding IT matters; work on annual cost analysis [REDACTED] in preparation for meeting and related discussion with D.J. Miller; attend meeting at Stikeman's offices with L. Pillon, M. Konyukhova, D.J. Miller, R. Bengino, E. Sellers and B. Dean (by telephone); discussion with A. Hutchens to provide update; review communications regarding the Amended and Restated Initial Order.	5.3
Jan 29	Call with D.J. Miller regarding various matters; review week 2 cash flow variance analysis provided by management; update email from E. Sellers regarding lender discussions related to BMO matter; various discussions with B. Dean; review proposed disbursements, make enquiries as appropriate and respond to requests in respect of same; communications with D.J. Miller regarding potential restructuring scenarios.	2.5
Jan 30	Work on annual cost analysis [REDACTED], related discussions with B. Dean and related communications with E. Sellers; call with TGF and Stikeman to discuss the potential options for governance matters; call with E. Sellers regarding cost analysis and other matters; communications with A. Hutchens to provide status updates.	5.0



Lydian International Limited ("Lydian") – 817642
DETAILED SUMMARY – January 16 to 31, 2020

Jan 31	Work on annual cost analysis and related communications with B. Dean; review Amended and Restated Initial Order and arrange to have same posted to the case website; call with L. Pillon regarding various matters.	3.2
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TOTAL – M. MacKenzie	70.9 hrs.
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J. Nevsky

Hrs.

Jan 21	Review of BMO Capital's engagement letters and summarize relevant changes between letters; review proposed transaction fees relative to other cases; internal discussion and emails on the engagement letters and related matters.	4.0
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TOTAL – J. Nevsky	4.0 hrs.
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Fax: +1 416 847 5201

February 19, 2020

Lydian International Limited
5655 S Yosemite Street
Greenwood Village, CO
80111 USA

Attention: Mr. Bill Dean, CFO

RE: LYDIAN INTERNATIONAL LIMITED (the "Company")
CCAA INVOICE #4 (817642)

For professional services rendered in connection with our appointment as Monitor under the *Companies' Creditors Arrangement Act* pursuant to the Initial Order granted by the Ontario Superior Court of Justice (Commercial List) on December 23, 2019, for the period February 1 to 15, 2020.

BILLING SUMMARY

	<u>Hours</u>	<u>Rate</u>	<u>Total-in CAD</u>
A. Hutchens, Managing Director	4.7	\$860	\$4,042.00
M. MacKenzie, Senior Director	50.1	\$645	32,314.50
	<u>54.8</u>		<u>\$36,356.50</u>
TOTAL AMOUNT DUE – in CAD			<u>\$36,356.50</u>

Mailing Instructions:

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Lydian International Limited ("Lydian") – 817642
DETAILED SUMMARY – February 1 to 15, 2020

<u>A. Hutchens</u>		<u>Hrs.</u>
Feb 3	Read D&O insurance memorandum; internal discussion on open items/timing for updated cash flow forecast scenarios.	0.4
Feb 4	Internal discussion on open items/case status/next steps.	0.3
Feb 9	Review draft cash flow scenario analysis and internal discussion on same.	1.4
Feb 10	Internal discussions and emails regarding tomorrow's meeting with certain lenders.	0.4
Feb 11	Review BMO CM's Situation Overview and Strategic Alternatives deck; review the timeline schedule of key steps; internal discussion/debrief on today's meeting with certain lenders.	2.0
Feb 13	Internal update emails/update emails from Stikeman and TGF.	0.2
TOTAL – A. Hutchens		4.7 hrs.
<u>M. MacKenzie</u>		<u>Hrs.</u>
Feb 1	Arrange for documents to be posted to the case website; further revisions to the annual cost analysis and associated notes, related call with E. Sellers and related emails to B. Dean.	2.8
Feb 3	Call with E. Sellers regarding open matters; revise and update cost analysis and communications with R. Stuparyk related to same; call with BMO CM.	4.0
Feb 4	Call with R. Stuparyk and E. Sellers to discuss [REDACTED] costs associated with NGS contract, environmental and other costs required to be incurred in a sale transaction scenario, and costs that could otherwise result in working capital adjustments in a sale transaction based on current draft term sheet if not otherwise addressed; follow-up call with E. Sellers to discuss status of course of construction insurance and cash flow variance matters; discussion with A. Hutchens to provide status update; review and respond to payment authorization requests.	2.3
Feb 5	Call with R. Stuparyk and E. Sellers and related call with E. Sellers; prepare for and attend call with Stikeman and TGF regarding [REDACTED] and other matters; updates to annual cost analysis.	3.8



Lydian International Limited ("Lydian") – 817642
DETAILED SUMMARY – February 1 to 15, 2020

Feb 6	Communications with M. Konyukhova regarding IT matters; update annual cost analysis for revised information provided by R. Stuparyk and comments from E. Sellers; meet with E. Sellers to discuss go-forward matters.	3.8
Feb 7	Revisions to annual cost analysis; update current cash flow forecast for actuals to date and extend same for purposes of next Court hearing.	2.0
Feb 8	Revise annual cost analysis and related discussions with E. Sellers; communications with BMO; communications with Stikeman regarding go-forward legal fees.	4.8
Feb 9	Review comments from E. Sellers regarding annual cost analysis, revise analysis as appropriate, related discussion with E. Sellers; further review and revise annual cost analysis and related communications with E. Sellers; communications with Stikeman regarding go-forward professional fees; review proposed disbursements and related communication with Company personnel; update 13-week cash flow forecast in preparation for next Court hearing.	3.5
Feb 10	Call with B. Dean to review and discuss draft updated 13-week cash flow forecast and other calls to follow-up on information and status of various matters; communications with E. Seller and B. Dean regarding open matters; review details of United Account transactions and incorporate into draft updated 13-week cash flow forecast; communications with TGF regarding certain materials prepared in preparation for lender meeting; review week 4 cash flow variance analysis; provide draft 13-week cash flow forecast to E. Sellers with enquiries and emails in respect of responses to same; review draft BMO CM deck; call with E. Sellers in preparation for upcoming lender meeting.	4.5
Feb 11	Review BMO CM deck; meet with D.J. Miller and R. Bengino at TGF's offices to prepare for meeting with E. Sellers and Stikeman; meet with E. Sellers, Stikeman and TGF at Stikeman's offices to prepare for meeting with lenders; meeting with Stikeman, TGF, E. Sellers, certain lenders and their legal counsel; follow-up meeting with E. Sellers, TGF and Stikeman; discussion with A. Hutchens to provide a status update; call with E. Sellers.	8.3



Lydian International Limited ("Lydian") – 817642
DETAILED SUMMARY – February 1 to 15, 2020

Feb 12	Call with E. Sellers and B. Dean to provide update to B. Dean regarding cash flows and logistics regarding restructuring and outcome of meeting with lenders; call with TGF in follow-up to their discussions with counsel for certain lenders; review tasks list prepared by B. Dean; update draft extended 13-week cash flow forecast; communications with TGF regarding communications with lenders.	4.3
Feb 13	Review proposed disbursements and respond in respect of same; review week 4 variance and incorporate same into updated draft 13-week cash flow forecast; review email regarding R. Stuparyk contract; communications with B. Dean and with TGF to provide email addresses for list of creditors as required by Jersey counsel; communications with TGF regarding status of negotiations [REDACTED] [REDACTED] provide comments to TGF and related call with TGF to discuss; provide status update to A. Hutchens.	4.0
Feb 14	Communications with E. Sellers and Stikeman regarding enquiry from stakeholder and review responses in respect of same; review correspondence from E. Sellers regarding communications with certain lenders related to [REDACTED] [REDACTED] communications from TGF to provide an update regarding discussions with certain lenders; review and further update draft extended 13-week cash flow forecast.	2.0
TOTAL – M. MacKenzie		50.1 hrs.





Alvarez & Marsal Canada Inc.
Licensed Insolvency Trustees
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200 Bay Street, Suite 2900, P.O. Box 22
Toronto, ON M5J 2J1
Phone: +1 416 847 5200
Fax: +1 416 847 5201

March 2, 2020

Lydian International Limited
5655 S Yosemite Street
Greenwood Village, CO
80111 USA

Attention: Mr. Bill Dean, CFO

RE: LYDIAN INTERNATIONAL LIMITED (the "Company")
CCAA INVOICE #5 (817642)

For professional services rendered in connection with our appointment as Monitor under the *Companies' Creditors Arrangement Act* pursuant to the Initial Order granted by the Ontario Superior Court of Justice (Commercial List) on December 23, 2019, for the period February 16 to 29, 2020.

BILLING SUMMARY

	<u>Hours</u>	<u>Rate</u>	<u>Total-in CAD</u>
A. Hutchens, Managing Director	3.4	\$860	\$2,924.00
M. MacKenzie, Senior Director	48.8	\$645	31,476.00
S. Glustein, Director	1.3	\$550	715.00
	<u>53.5</u>		<u>\$35,115.00</u>
TOTAL AMOUNT DUE – in CAD			<u>\$35,115.00</u>

Mailing Instructions:

Alvarez & Marsal Canada ULC
Att: Audrey Singels-Ludvik
Royal Bank Plaza, South Tower
200 Bay Street, Suite 2900
P.O. Box 22
Toronto, ON M5J 2J1

Wiring Instructions:

Bank: TD Canada Trust
Account Name: Alvarez & Marsal Canada ULC
Swiftcode: TDOMCATTTOR
Bank Address: 55 King Street West
Toronto, ON
Bank Transit #: 10202
Institution #: 0004
Account #: 5519970 (CAD)
Reference #: Lydian Int'l – CCAA Inv #5 (817642)
HST#: 83486 3367 RT0001

www.alvarezandmarsal.com

Lydian International Limited ("Lydian") – 817642
DETAILED SUMMARY – February 16 to 29, 2020

A. Hutchens

Hrs.

Feb 20	Read the supplementary motion record of Caterpillar and the draft press release relating to the granting of water permit; internal update discussion.	0.4
Feb 24	Internal update discussion and emails on open items.	0.5
Feb 25	Internal discussion and emails on status/open items/next steps; email from counsel to a lender.	0.7
Feb 27	Review the updated and extended cash flow forecast and internal discussion on same; review the draft Second Report of the Monitor ("Second Report"); read the update email to the Board and related attachments.	1.4
Feb 28	Review and finalize the Second Report for service and internal discussions on same.	0.4
TOTAL – A. Hutchens		3.4 hrs.

M. MacKenzie

Hrs.

Feb 17	Update 13-week cash flow forecast to reflect certain additional information; review various email correspondence.	1.3
Feb 18	Call with E. Sellers, Stikeman, BMO and TGF to discuss the status of various matters and follow-up call with TGF; review proposed disbursements and related communications with management; emails with Stikeman regarding invoices from Freshfields; attend to other miscellaneous matters.	2.3
Feb 19	Call with B. Dean; review and revise draft updated 13-week cash flow forecast; review correspondence related to water permit; call with TGF.	2.8
Feb 20	Email with R. Stuparyk regarding annual membership fees for certain local Armenian business associations; emails with TGF regarding various matters; review Court materials served by counsel to CAT; review draft 13-week cash flow forecast.	2.5



Lydian International Limited ("Lydian") – 817642
DETAILED SUMMARY – February 16 to 29, 2020

Feb 21	Communications with management regarding updated cash flow forecast; call with TGF to discuss upcoming report to Court and upcoming lender call; call with E. Sellers regarding the status of the updated cash flow forecast; respond to various emails; arrange for documents to be posted to the case website; call with Stikeman and TGF to prepare for lender call; call with L. Pillon, M. Konyukhova, TGF, D. Bish, P. Ruben and V. Gauthier to discuss the status of various matters, [REDACTED] and upcoming Court hearing; prepare for call with counsel to interested party; call with Gowlings (counsel to Maveric) and TGF; call with management to review revised 13-week cash flow forecast; review various emails.	7.5
Feb 22	Review and revise updated 13-week cash flow forecast; related emails to E. Sellers.	2.3
Feb 23	Prepare consolidated cash flow forecast [REDACTED] as requested by lenders and related emails with E. Sellers; prepare draft Second Report and emails with TGF on same; review email from Stikeman regarding corporate governance.	3.3
Feb 24	Update call with E. Sellers; review and further update cash flow forecast [REDACTED]; call with D. Bish; update call with D.J. Miller; call with TGF and interested party and related follow-up call with TGF; further revisions to cash flow forecast [REDACTED] and related email to B. Dean.	3.5
Feb 25	Call with D. Bish and D.J. Miller and follow-up call with D.J. Miller; discussion with A. Hutchens to provide a status update; review email from D. Bish regarding information requested by Orion and assemble same; communications with TGF on open matters; revised the draft Second Report.	3.5
Feb 26	Call with Stikeman and TGF to discuss items raised by Orion; call with Orion to discuss details of cash flow forecast; review draft Order and Notice of Motion in respect of the upcoming Court hearing on March 2; attend at the offices of Stikeman to meet with E. Sellers, TGF and Stikeman regarding matters related to the [REDACTED] DIP and other matters related to the upcoming Court hearings.	5.0



Lydian International Limited ("Lydian") – 817642
DETAILED SUMMARY – February 16 to 29, 2020

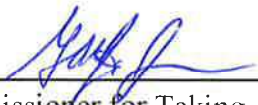
Feb 27	Review and update draft Second Report and related discussion with A. Hutchens; review disbursement schedules and email to management in respect of same; review variance analysis for week 6 and update forecast for next version to include same; various emails regarding preparation for upcoming hearings; call with E. Sellers to discuss open matters; email Orion cash flow forecast [REDACTED] and follow-up call with Z. Vincze in respect of same; call with Stikeman, TGF, Orion, and lenders' legal counsel; various follow-up emails.	5.0
Feb 28	Review Stikeman comments in respect of draft report, revise same and associated cash flow forecast and related emails with TGF; status update discussion with A. Hutchens; arrange for documents to be posted to the case website; status update calls with L. Pillon and D.J. Miller.	4.3
Feb 29	Review draft DIP term sheet, provide comments to TGF; review status email from L. Pillon regarding CAT matter; update email from E. Sellers to Board; communications with A. Hutchens; review draft Affidavit of E. Sellers in support of the stay extension and provide comments to TGF; various communications with TGF regarding near term planning; draft fee affidavit and supporting schedule; review TGF fee affidavit and related email to R. Bengino; prepare draft Third Report to Court.	5.5
TOTAL – M. MacKenzie		48.8 hrs.
<u>S. Glustein</u>		<u>Hrs.</u>
Feb 19	Correspondence with M. Sagara on valuations; internal discussions on same; internal discussions on open items.	1.0
Feb 24	Internal discussions on open items/next steps.	0.3
TOTAL – S. Glustein		1.3 hrs.



CONFIDENTIAL EXHIBIT “1”
UNDER SEAL

Exhibit “B”

This is Exhibit "B" referred to in the
affidavit of Alan J. Hutchens
sworn before me, this 10th day of March, 2020.



A Commissioner for Taking Affidavits

**COURT-APPOINTED MONITOR OF
LYDIAN INTERNATIONAL LIMITED, LYDIAN CANADA VENTURES
CORPORATION AND LYDIAN U.K. CORPORATION LIMITED**

FOR THE PERIOD DECEMBER 23, 2019 TO FEBRUARY 29, 2020

Invoice	Fees (\$)	Disbursements (\$)	Total Hours	Total Billed (\$)
1	21,809.50	-	32.6	21,809.50
2	44,629.50	7,312.80	67.3	51,942.30
3	62,586.50	1,027.69	91.5	63,614.19
4	36,356.50	-	54.8	36,356.50
5	35,115.00	-	53.5	35,115.00
Totals	200,497.00	8,340.49	299.7	208,837.49

Exhibit “C”

This is Exhibit "C" referred to in the
affidavit of Alan J. Hutchens
sworn before me, this 10th day of March, 2020.



A Commissioner for Taking Affidavits

ALVAREZ & MARSAL CANADA INC.
COURT-APPOINTED MONITOR OF
LYDIAN INTERNATIONAL LIMITED, LYDIAN CANADA VENTURES
CORPORATION AND LYDIAN U.K. CORPORATION LIMITED

FOR THE PERIOD DECEMBER 23, 2019 TO FEBRUARY 29, 2020

Staff Member	Title	Total Hours	Rate (\$CAD)	Amuont Invoiced (\$CAD)
Alan Hutchens	Managing Director	37.2	860.0	31,992.00
Melanie MacKenzie	Senior Director	250.0	645.0	161,250.00
Josh Nevsky	Senior Director	4.0	645.0	2,580.00
Steven Glustein	Director	8.5	550.0	4,675.00
			Avg. Rate	
Total		299.7	668.99	200,497.00

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C 36, AS AMENDED,
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF LYDIAN INTERNATIONAL LIMITED, LYDIAN CANADA VENTURES CORPORATION AND LYDIAN U.K. CORPORATION LIMITED

<p>ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)</p> <p>Proceeding commenced at Toronto</p>	
<p>AFFIDAVIT OF ALAN J. HUTCHENS (sworn March 10, 2020)</p>	
<p>THORNTON GROUT FINNIGAN LLP Barristers and Solicitors Toronto Dominion Centre 100 Wellington Street West, Suite 3200 Toronto, Ontario M5K 1K7</p> <p>D.J. Miller LSO# 344393P djmillier@tgf.ca</p> <p>Rachel Bengino LSO# 68348V rbengino@tgf.ca</p> <p>Tel: 416.304.1616 Fax: 416.304.1313</p> <p>Lawyers for the Monitor</p>	

APPENDIX G

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

**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF THE PLAN OF COMPROMISE OR ARRANGEMENT OF
LYDIAN INTERNATIONAL LIMITED, LYDIAN CANADA VENTURES
CORPORATION AND LYDIAN U.K. CORPORATION LIMITED**

Applicants

**AFFIDAVIT OF D.J. MILLER
(Sworn March 9, 2020)**

I, **D.J. MILLER**, of the City of Toronto, in the Province of Ontario, **MAKE
OATH AND SAY AS FOLLOWS:**

1. I am a barrister and solicitor qualified to practice law in the Province of Ontario and I am a partner at Thornton Grout Finnigan LLP ("**TGF**"), lawyers for Alvarez & Marsal Canada Inc., the Court-appointed Monitor (the "**Monitor**") of the Applicants and, as such, I have knowledge of the matters to which I hereinafter depose. Unless I indicate to the contrary, the facts herein are within my personal knowledge and are true. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.

2. Attached hereto as **Exhibit "A"** are redacted copies of the invoices issued to the Monitor by TGF for fees and disbursements incurred by TGF through the course of these proceedings between December 18, 2019 through to February 29, 2020, which have been redacted for purposes of privilege and confidential.

3. Attached hereto as **Confidential Exhibit "1"** are copies of the invoices issued to the Monitor by TGF for fees and disbursements incurred by TGF through the course of these proceedings between December 18, 2019 through to February 29, 2020.

4. Attached hereto as **Exhibit “B”** is a schedule summarizing each invoice in Exhibit “A”, the total billable hours charged per invoice, the total fees charged per invoice and the average hourly rate charged per invoice.

5. Attached hereto as **Exhibit “C”** is a schedule summarizing the respective years of call and billing rates of each of the solicitors at TGF who acted for the Monitor.

6. To the best of my knowledge, the rates charged by TGF throughout the course of these proceedings are comparable to the rates charged by other law firms in the Toronto market for the provision of similar services.

7. The hourly billing rates outlined in **Exhibit “C”** to this affidavit are comparable to the hourly rates charged by TGF for services rendered in relation to similar proceedings.

8. I make this affidavit in support of a motion by the Applicants for, *inter alia*, approval of the fees and disbursements of the Monitor’s counsel.

SWORN before me at the City of Toronto,
in the Province of Ontario, this 9th day of
March, 2020.

Commissioner for Taking Affidavits

D.J. MILLER

EXHIBIT “A”

This is Exhibit "A" referred to in the
Affidavit of D.J. Miller sworn before me
this 9th day of March, 2020.



A Commissioner for taking affidavits



Thornton Grout Finnigan LLP
RESTRUCTURING + LITIGATION

Toronto-Dominion Centre
100 Wellington Street West
Suite 3200, P.O. Box 329
Toronto, ON Canada M5K 1K7
T 416.304.1616 F 416.304.1313

Alvarez & Marsal Canada Inc
Royal Bank Plaza, South Tower
200 Bay St., Suite 2900
Toronto, ON M5J 2J1

January 14, 2020

Attention: Al Hutchens
Melanie MacKenzie

Invoice No. 34366

File No. 1807-002

RE: Lydian International Limited

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: December 31, 2019

FEES

Dec-18-19	Conference call with L. Pillon and M. MacKenzie as to status of matter, potential CCAA filing and timing of same, issues of concern, ongoing discussions with lenders taking place; finalize retainer agreement and send to M. MacKenzie; discussion with M. MacKenzie as to preparation of cash flow forecast and timing for same, no pre-filing Report to be prepared;	0.70	DJM
	Attend conference call with M. Mackenzie and L. Pillon to discuss upcoming filing;	0.50	RB
Dec-19-19	Emails from Stikemans with draft Affidavit and as to status of negotiations; consider materials required for any filing;	0.60	DJM
Dec-20-19	Emails from A&M and Stikemans as to status of matter throughout the day and ongoing negotiations; receive and review Monitor's Certificate; emails from and to A& M as to amounts to be included in 13 week cash flow forecast; consider draft Affidavit in support of filing;	0.70	DJM
Dec-21-19	Emails from and to M. MacKenzie as to cash flow forecasts, sizing of Admin Charge and D&O Charge, various aspects of the materials; review various emails from the Company's counsel as to factual responses to questions; consider Company's input as to size of Admin Charge and D&O Charge; review and consider Orders made in other recent proceedings as to size of charges obtained as part of initial 10 day stay; review and provide comments on draft Initial Order; review emails from the CEO as to position of insurance broker on any renewal of coverage; email to the advisor group with certain questions	2.50	DJM

for discussion on the draft Affidavit;

Dec-22-19	Emails from and to A&M and Company's counsel as to any developments; monitor ongoing discussions with the lender group; receive updates throughout the day from Company counsel and E. Sellars; further discussions and emails as to factors to consider with Admin Charge and D&O charge; review cash flow forecasts and related documents from A&M; [REDACTED]; conference call with A&M, Company counsel and E. Sellars as to current state of play, finalizing quantum of Charges, latest discussions with lenders and preparations for filing; receive and review document from E. Sellars as to potential claim to be indemnified under D&O charge; review email communication with the lenders and service of the CCAA application materials by Company counsel; review all materials including Factum and Brief of Authorities in preparation for Court attendance tomorrow;	3.70	DJM
Dec-23-19	Prepare for and attend in Court for initial CCAA application; discussion with counsel for various lenders; discussions with counsel as to requests for amendments to Order; consider requested amendments to Order suggested by Justice Morawetz; review revised form of Order; emails as to final form of Order and confirm same; discussion with M. MacKenzie as to notices to be sent and arrangements for payments to be made; consider dates for objections to stay extension by creditors and date for comeback hearing and discussion with R. Bengino as to same;	4.90	DJM
Dec-24-19	Emails as to Endorsement issued and final form of Order signed; review emails to Jersey counsel as to next steps; emails with E. Sellers and Monitor as to potential 30 day extension to D&O insurance and consider same and cash flow forecast; review email exchange between E. Sellers and a shareholder;	0.70	DJM
	Review endorsement of J. Morawetz; Review Initial Order;	0.80	RB
Dec-27-19	Emails from E. Sellers and A&M as to developments on D&O policy and update to lenders;	0.40	DJM
Dec-29-19	Email from E. Sellers providing copy of update sent to Lenders;	0.10	DJM
Dec-30-19	Various emails as to any opposition to stay extension from stakeholders and coordinating communication to Justice Morawetz for signing of Order on January 2, 2020; emails to and from M. MacKenzie as to no report required; review various emails forwarded by Lydian; emails to and from the Court as to stay extension Order to be obtained;	0.80	DJM

And to all other necessary telephone communications, attendances and correspondence with respect to the conduct of this matter.

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
D. J. Miller	15.10	\$950.00	\$14,345.00
Rachel Bengino	1.30	\$550.00	\$715.00
Total Fees			\$15,060.00
HST (@ 13%) on Fees			<u>\$1,957.80</u>
Total Fees and HST			\$17,017.80
<u>DISBURSEMENTS</u>			
Photocopies			\$13.75
<u>Photocopies - Colour</u>			<u>\$4.80</u>
Total Taxable Disbursements			\$18.55
HST (@ 13%) on Taxable Disbursements			\$2.41
Total *Non-Taxable Disbursements			<u>\$0.00</u>
Total Disbursements and HST			<u>\$20.96</u>
TOTAL NOW DUE			<u>\$17,038.76</u>

THORNTON GROUT FINNIGAN LLP


Per: Rachel Bengino

E. & O.E.
 GST/HST #87042 1039 RT0001 * GST/HST Exempt

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 33 of The Solicitor's Act, interest will be charged at the rate of 4.00% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.



Thornton Grout Finnigan LLP
RESTRUCTURING + LITIGATION

Toronto-Dominion Centre
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T 416.304.1616 F 416.304.1313

Alvarez & Marsal Canada Inc
Royal Bank Plaza, South Tower
200 Bay St., Suite 2900
Toronto, ON M5J 2J1

February 5, 2020

Attention: Al Hutchens & Melanie MacKenzie

Invoice No. 34474
File No. 1807-002

RE: Lydian International Limited

TO ALL PROFESSIONAL SERVICES RENDERED HEREIN INCLUDING THE FOLLOWING
for the period ending: January 31, 2020

FEES

Jan-02-20	Email from the Court with copy of Endorsement and Order for stay extension; email to R. Bengino;	0.20	DJM
Jan-03-20	Email from Jersey counsel as to next steps in seeking recognition of the CCAA proceeding in that jurisdiction; email from E. Sellers as to potential trip to Armenia and inquiry as to timing of Jersey proceeding, and email from Jersey counsel as to same;	0.50	DJM
	Review stay extension order and endorsement;	0.20	RB
Jan-06-20	Emails from and to M. MacKenzie; call with M. MacKenzie and discussion as to her call with E. Sellers and intentions; conference call with M. MacKenzie and Applicants' counsel as to next motion for stay extension, status of discussions with Lenders, various options available to the Applicants, potential framework for a path forward; calls to be scheduled with counsel for various Lenders; consider potential trip to Armenia by Monitor; discussion as to cash flow runway and transfer of cash;	1.40	DJM
Jan-07-20	Various emails to and from Applicants' counsel and counsel for various lenders to schedule calls to discuss proposed next steps and obtain input; conference call with P. Rubin and P. Huff and L. Pillon; receive and review BMO presentations from the Monitor; consider cash flow questions;	1.70	DJM
Jan-08-20	Conference call with Orion's counsel, D. Bish, and L. Pillon as to motion date on January 23, relief to be sought, input from lenders, potential path forward, issues as to cash flow availability and runway; conference call with B. Darlington as to these issues and his client's position on same; emails from and to L. Pillon as to update to be	4.20	DJM

	provided to the wider group; emails to and from M. MacKenzie as to Monitor's Report to be drafted and issues to consider; conference call with the Applicants' counsel and E. Sellers, BMO, and A&M to discuss status of various aspects of the proceeding, input received from lenders, potential paths forward and information to be obtained; consider potential meeting of lenders to be arranged; review BMO slide deck from A&M; receive and review draft recognition materials for Jersey; consider recognition issues and discussion with L. Pillon;		
Jan-09-20	Emails from and to Applicants' counsel as to [REDACTED]; [REDACTED]; various emails to counsel for Lenders to schedule update calls; participate on calls with Lender's counsel with L. Pillon; receive further updates as to Orion's developing views as to any sale transaction; coordinate call with Applicants' counsel and A&M to discuss assumptions for updated cash flow forecast; emails from and to E. Sellers as to [REDACTED]; [REDACTED]; receive and review list of continuous disclosure requirements for public company and cost of same and consider; receive and review draft recognition proceedings for Jersey; revise recognition materials and provide to Applicant's counsel;	3.90	DJM
Jan-10-20	Emails from and to Applicants' counsel as to Jersey recognition materials; receive and review draft affidavit of the Monitor to be sworn in connection with Jersey recognition; amend same; receive comments from the Monitor and finalize and send to Applicants' counsel; emails from RCF's counsel as to information requests; conference call with McCarthys and Applicants' counsel as to update with Lender and discussion as to intended next steps;	3.20	DJM
Jan-11-20	Emails to and from M. MacKenzie as to cash flow forecast;	0.20	DJM
Jan-12-20	Emails regarding cash flow forecast and various financial information to be considered and modelled; telephone call with M. MacKenzie as to work being undertaken, meetings in Armenia this week and meeting with insurer in London, discussions with E. Sellers as to ongoing talks with Lenders and others; emails from and to Applicants' counsel; receive and review email report as to discussions held with various parties; email from E. Sellers;	1.40	DJM
Jan-13-20	Email from Orion's counsel as to information requests; emails from and to A&M as to timing for finalizing Jersey recognition materials; email from Applicants' counsel; email to and from M. MacKenzie as to activities in Armenia; call to counsel to address E. Seller's IT concerns and exchange of emails regarding same;	0.70	DJM
	Review Application Record;	1.20	RB
Jan-14-20	Emails from and to Applicants' counsel as to discussion [REDACTED]; [REDACTED], Jersey application materials, relief to be sought on January 23, 2020 motion, and materials to be prepared; review and revise proposed inserts to A. Hutchen's affidavit from Jersey counsel; emails to A&M as to proposed inserts to Affidavit,	3.20	DJM

timing of Jersey recognition proceedings, issues to consider; call with M. MacKenzie as to conference call with E. Sellers and the Applicants' counsel; conference call with A&M, Applicants' counsel and E. Sellers and discuss status of all initiatives and work streams; further emails with Applicants' counsel as to proposed outline of relief for January 23 motion; review Initial Order compared to Model Order and email from Applicants' counsel as to expanded terms to be sought on January 23; discussion with R. Bengino as to same; email from Orion's counsel as to information request;

	Attend conference call with E. Sellers and Stikeman; continue review of application record; review and revise draft summary of CCAA proceedings for Jersey recognition materials; email same to D.J. Miller; review blackline of model order to initial order obtained and consider same;	1.80	RB
Jan-15-20	Various emails from Applicants' counsel and responding to same; emails from and to A&M; dealing with finalizing of Affidavit for Jersey recognition proceedings and timing for same; coordinate with R. Bengino; provide Applicant's counsel with final language for Monitor affidavit; call from Applicants' counsel and discussion regarding steps being taken on various aspects; telephone discussion with M. MacKenzie as to developments on insurance, status of cash flow and financial information and outstanding aspects; telephone discussion with L. Pillon;	1.90	DJM
	Compare CCAA summary write ups; email same to Stikeman; review affidavit of A. Hutchens;	0.80	RB
Jan-16-20	Receive various emails from E. Sellers as to his updates to various parties; emails as to cash flow forecast; numerous emails from and to Applicants' counsel as to preparing materials for comeback motion, finalizing materials for Jersey recognition proceeding and timing for same; consider emails as to status of transaction and negotiations by certain parties regarding same; emails from Applicants' counsel [REDACTED]; consider cash requirements and discussion with L. Pillon as to same; emails and calls from and to M. MacKenzie; discussion with R. Bengino as to finalizing Affidavit of A. Hutchens for Jersey proceeding; consider outline for Monitor's report and discussion with R. Bengino regarding same;	1.80	DJM
	Emails from L. Pillon with respect to cash flow and insurance extension; review updates on matter; review final affidavit and Jersey court materials; emails with A. Hutchens with respect to scheduling meeting to swear affidavit; emails with S. Sopic with respect to same; email to A. Hutchens with respect to same;	0.50	RB
Jan-17-20	Review email forwarded by E. Sellers as his update to the Board; request access to diligent site and documents posted; emails to and from A&M as to delay in obtaining Jersey recognition and timing for finalizing of materials in Jersey; emails from and to M. MacKenzie as to cash flow projections, information provided to Board and timing for our review; email from E. Sellers as to [REDACTED]	2.20	DJM

	<p>[REDACTED]; emails to confirm conference call to discuss same; email from L. Pillon with draft Affidavit in support of comeback motion and stay extension; email from Applicants' counsel with proposed draft Order and other materials for comeback motion; emails to and from M. MacKenzie and R. Bengino as to preparing Monitor's report to the Court and coordinating same; review framework for report from M. MacKenzie and respond to same;</p>		
	Review update on matter from E. Sellers; email to A. Hutchens with respect to same; emails with respect to monitor's report; call with M. Mackenzie to discuss draft report;	0.70	RB
Jan-18-20	Review and revisions to draft materials provided by the Applicants including Notice of Motion, Affidavit, Amended & Restated Initial Order, and Second Stay Extension Order; consider relief sought and continuing in respect of Applicants and Non-Applicant Stay Parties; numerous emails to and from A&M as to various aspects of the materials and considering issues; review and revise draft Monitor's First Report to the Court; various emails to and from A&M as to aspects of same; emails to and from R. Bengino regarding materials; telephone call with M. MacKenzie as to issues to be considered in materials and First Report; emails to Applicants' counsel with comments on all draft materials and to schedule call to discuss; receive and review email provided by E. Sellers to the Board and emails to and from E. Sellers as to access to data upload site; review BMO Engagement Letter and consider relief sought by Applicants on comeback motion;	5.10	DJM
	Draft first report; emails with respect to same; review comments on draft materials and email with respect to same; send draft report to D.J. Miller for review; review cash flow forecast; emails with respect to notice of motion and draft order; emails and consideration of Monitor activities with respect to Non-Applicant Stay Parties; receive further sections for draft report from M. Mackenzie and revise draft report to incorporate same; further revise same; send same to D.J. Miller for review;	7.50	RB
Jan-19-20	Emails among the Applicants' counsel and the Monitor as to comeback motion materials, Monitor's Report, form of Orders to be sought; conference call with the Monitor and Applicants' counsel; exchange drafts of motion materials and mark with all changes and discuss same; continuing to assist in drafting Monitor's First Report to Court; discussion with R. Bengino as to various aspects; emails from and to M. MacKenzie; emails from A. Hutchens; review law and cases regarding non-applicant parties; consider issues in connection with [REDACTED];	6.20	DJM
	Review and further revise draft report; emails with respect to scheduling call today with Stikeman; attend conference call to discuss materials and monitor protections; review revised affidavit of A. Hutchens and emails with S. Sopic with respect to Same; revise draft	5.70	RB

amended and restated initial order and send to D.J. Miller for review; review further revised draft report and send same to client for review; review emails and consider issues [REDACTED]; review memorandum with respect to same; review further changes on draft report and further revise same; further consideration of draft order and further revise same; emails with respect to same;

Jan-20-20	Extensive emails from and to Applicants' counsel and A&M throughout the day on various issues in connection with comeback hearing, approval of BMO engagement letter and charges in favour of BMO, draft materials to be filed and comments of various parties; calls (x3) with the Monitor as to aspects of the Report to Court; calls (x2) to Applicants' counsel as to various aspects of their materials, draft form of Orders to be sought, Monitor's support, developments with Jersey proceedings and timing of same; receive and review final served Motion Record of the Applicants; discussion with A&M and emails as to manner of addressing various aspects in the Report; exchange numerous drafts of materials with Monitor; emails to and from Applicants' counsel with comments on drafts;	5.40	DJM
	Review email from M. Mackenzie; review revised report and email with respect to same; review revised order and affidavit and numerous emails with respect to same; review and consider email with respect to equipment lenders [REDACTED]; draft and send email to E. Pillon with respect to same; discussions regarding BMO engagement letter, Transaction Charge and Monitor's First Report with D. J. Miller and Monitor; review revised report and email to D.J. Miller regarding same; review email with respect to BMO engagement letter; review affidavit of E. Sellers in connection with Jersey recognition; review email from D.J. Miller with respect to draft report;	2.40	RB
	Email from D.J. Miller regarding agreements received; email to R. Bengino regarding same and documents received since the commencement of the file; review emails on file and organize documents (agreements, financial information, term sheet and analysis, etc.); review Initial Affidavit, extract and separate various lender agreements and amendments; email to R. Bengino reporting on documents;	2.30	RGM
Jan-21-20	Emails regarding meeting with RCF and their counsel to discuss their consideration as to [REDACTED]; review materials as to work undertaken, consider cash requirements and cash flow forecast; continue to review and revise draft materials for comeback motion and consider information relating to BMO engagement letter and request for charge; meeting with counsel for the Applicants, RCF and with E. Sellers and the Monitor to discuss next steps, respond to request for information from RCF and consider their position; numerous calls and emails with Applicants' counsel relating to various aspects of the materials to be filed; calls with M. MacKenzie as to Monitor's comments and review being undertaken; review final, served materials by the Applicants; serve	5.50	DJM

Monitor's First Report to Court; email to have same electronically delivered; review communication to the lenders' counsel by the Applicants' counsel;

Revise draft Monitor's report; call with S. Sopic to discuss order and Jersey recognition materials; email to client with respect to recognition materials; emails with respect to Service List; calls with M. Mackenzie to discuss service list, report, and upcoming meeting; further revise draft report; attend meeting with Applicants and lender to discuss path forward; call with Monitor to discuss draft report and further revise same; review draft Affidavit of E. Sellers; review comments on draft report and revise same; emails with Monitor with respect to same; finalize and serve report; instructions to M. Magni with respect to filing of same;

8.20

RB

Jan-22-20

Calls from and to counsel for CAT and discussion regarding their concerns and [REDACTED];

8.20

DJM

[REDACTED]; emails to the Monitor regarding same; review Factum and Book of Authorities filed by the Applicants' counsel; emails from and to B. Darlington; emails from counsel for Orion and RCF and review and consider list of issues raised; calls with counsel for RCF (x2) and consider concerns; emails amongst the Lender group as to position on comeback motion tomorrow; emails and discussions with the Applicants' counsel as to concerns of Lenders, information required and to be obtained, and the Monitor's position; discussions with A&M as to information obtained in relation to relief sought as to BMO fees and consider same; inquiries as to cash flow forecasts and provide information as requested; coordinate conference call among the Lenders' counsel and Applicants counsel to discuss issues of concern and request for deferral of certain relief; further discussions with Applicants' counsel; telephone call with M. Caiger as to concerns raised by Lenders; emails to and from BMO; discussion with R. Bengino as to information to be obtained and timing of finalizing any further materials in advance of tomorrow's motion; discussion with L. Pillon as to further affidavit to be filed; receive and review motion record served by CAT and consider same; receive and review supplemental affidavit of E. Sellers on CAT issue and consider same; prepare for Comeback Motion tomorrow; review information in packages previously delivered to Lenders on issue of BMO fees and consider same relative to CCAA proceeding now; discussion with R. Bengino as to revised language in Amended and Restated Initial Order for approval of Monitor's actions; numerous emails from and to Applicants' counsel as to revisions to Orders, attempts to facilitate resolution to various outstanding issues; review revisions to Orders; telephone call with P. Huff as to position of Lenders on tomorrow's motion; emails to A&M and the Companies' counsel as to state of play for comeback; discussion with E. Pillon as to preparations for tomorrow and her discussions with BMO and communication to be sent to Lender counsel list; review email from E. Pillon to lender counsel and send further email as to Monitor's position on all aspects

of Comeback Motion; emails from and to Applicants' counsel and M. MacKenzie as to one aspect of cash flow forecast;

	Swear affidavit of service; review emails with lenders with respect to positions on relief to be sought; call with H. Meredith and D.J. Miller to discuss same; attend call with Monitor; review BMO engagement letter; attend conference call with lenders to discuss relief sought tomorrow; draft and send email to BMO with respect to fees and engagement letter; review responding motion record of Caterpillar Financial and factum; review Applicants' motion record and factum in preparation for motion tomorrow and consideration of same; email to D.J. Miller with thoughts to consider in advance of motion tomorrow; draft and send email to Monitor with respect to motion tomorrow; call with M. Mackenzie to discuss position of Monitor and motion tomorrow; emails with respect to motion tomorrow and adjournment of relief regarding Transaction Charge; review responding affidavit of E. Sellers with respect to Caterpillar objection; prepare for motion returnable tomorrow;	6.70	RB
Jan-23-20	Emails and discussions with Applicants' counsel and A&M in advance of comeback hearing this morning; consideration as to deferral of BMO aspects and discussions with stakeholders regarding same; further discussions with the Monitor as to cash flow forecast; prepare for and attend comeback hearing; receive and review two Endorsements from Justice Morawetz and circulate to Applicants' counsel; email updates on various aspects from E. Sellers, the Monitor and the Applicants' counsel; discussion with L. Pillon [REDACTED]; call with M. MacKenzie and discussion as to comeback hearing, next steps, information requests and decision points; emails from and to counsel for the Applicants and RCF as to comments on form of Amended & Restated Initial Order and provide comments on same;	3.10	DJM
	Emails with respect to position of lenders; emails with respect to adjournment of certain relief; review Endorsements of J. Morawetz; prepare email and send same to service list; review and consider comments from RCF on Amended and Restated Initial Order; email to D.J. Miller with respect to same;	1.50	RB
Jan-24-20	Discussion with R. Bengino as to timing for Jersey recognition proceedings in order to finalize affidavit of A. Hutchens; further emails from and to Applicants' counsel and counsel for Lenders as to form of Amended & Restated Initial Order; emails from RCF's Counsel as to arbitration expert and request for information as to various cash flow scenarios to be prepared for consideration; telephone discussion with M. MacKenzie as to call requested by Orion and other issues to consider;	1.70	DJM
	Emails with respect to Jersey Recognition Proceedings; emails with Monitor with respect to update call;	0.40	RB
Jan-25-20	Emails to and from M. MacKenzie as to information requested by RCF as to cash flow forecasts in different scenarios, consider	0.40	DJM