

This is the 3rd Affidavit of Gary Powroznik  
made in this case, sworn on March 4, 2016

NO.: S148656  
VANCOUVER REGISTRY

**IN THE SUPREME COURT OF BRITISH COLUMBIA**  
**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,**  
**R.S.C. 1985, c. C-36**

**AND**

**IN THE MATTER OF THE BUSINESS CORPORATIONS ACT**  
**R.S.B.C. 2002, c. 57**

**AND**

**IN THE MATTER OF**  
**PRETTY ESTATES LTD.**

PETITIONER

**AFFIDAVIT**

I, Gary Powroznik, Chartered Professional Accountant (FCPA) and Chartered Insolvency and Restructuring Professional (CIRP), of Suite 250, 750 West Pender St., in the City of Vancouver, in the Province of British Columbia, MAKE OATH AND SAY THAT:

1. I am the Managing Director of G. Powroznik Group Inc. of G-Force Group, the Monitor in these proceedings (the "**Monitor**"), as such have personal knowledge of the facts and matters hereinafter deposed to, save and except where the same are stated to be made upon information and belief, and, as to such facts, I verily believe the same to be true.
2. I am authorized to make this Affidavit on behalf of the Monitor. Where I refer herein to the Monitor undertaking various tasks, I am referring to either myself or one of the staff and/or consultant members of our office, acting under the direction and supervision of myself. I refer to the Petitioner herein as the "**Company**".
3. In the course of fulfilling its duties and obligations, the Monitor has performed, without limitation, the following tasks to carry out its mandate:

- (a) reported on the initial cash-flow statements provided by the Petitioner;
- (b) attended at the Resort on November 10, 2014 to confirm the CCAA filing by the Company and the appointment of the Monitor. The Monitor also assisted with the initial meetings between Integrated Hospitality Management (“IHM”), the Company's owner and various managers/employees of the Resort's various departments;
- (c) created and maintained a dedicated web page for the Company's CCAA proceeding;
- (d) prepared a list showing the names and addresses of every known creditor who has a claim against the Company of more than \$1,000 (the “**Creditor List**”);
- (e) mailed (by regular mail) to creditors with claims in excess of \$1,000 the statutory notice required under CCAA s. 23(1)(a)(ii)(B) and (C) including:
  - (i) notification of the web site where a copy of the Initial Order could be downloaded; and
  - (ii) the Creditor List.
- (f) published in two consecutive newspaper publications of the Vancouver Province (Nov. 14, 2014 and Nov. 21, 2014) and Mission Times (Nov. 21, 2014 and Nov. 28, 2014) the statutory notice of the proceeding pursuant to CCAA s. 23(1)(a)(i);
- (g) filed the required statutory documents, including Form 1 and Form 2, with the Office of the Superintendent of Bankruptcy;
- (h) discussed the proceedings, and provided information about it, with creditors and employees of the Company;
- (i) maintained contact with the Company's secured creditors, including frequent communication with First West Credit Union (formally known as Envision Credit Union) and Mr. James Young, in his capacity as the original DIP lender and the second mortgagee, to update them on the status of CCAA proceedings and

respond to their queries;

- (j) maintained regular contact with IHM to obtain ongoing updates on the Company's operational restructuring activities, and current events at the Resort and the status of operations improvements and financial performance;
- (k) reviewed monthly financial and operational reports from IHM, and considered this information in connection with the cash flow statements and the Company's requirement for advances with respect to the DIP financing to maintain Resort operations through the winter months;
- (l) upon request of the Company, assisted the Company to design a process to identify a strategic partner to invest in, or purchase, the Resort. The sales process was a comprehensive form of sale process involving substantially more information for prospects than normally provided through a standard real estate listing process, among other features;
- (m) pursuant to the sales process, the Monitor assisted the Company in:
  - (i) completing the detailed steps in the 'Setting the Stage' phase of preparing the Resort to be marketed for sale;
  - (ii) preparing a "teaser" electronic brochure, which was sent to a number of prospects;
  - (iii) preparing a Confidential Information Memorandum;
  - (iv) developing an on-line Data Room where the due diligence materials are easily accessible by pre-approved prospects;
  - (v) preparing a confidentiality agreement ("**Confidentiality Agreement**") for prospective purchasers; and
  - (vi) meeting with the prospective purchasers to discuss the details of the Company's business, several of which were met with on multiple occasions;

- (vii) reviewing the formal offers received from the prospective purchasers;
- (viii) negotiating the terms of two letters of intent with the first two prospects;
- (ix) negotiating a Share Purchase Agreement ("SPA") with the first prospective purchaser and the Company's shareholders;
- (x) negotiating new offers with the third and fourth prospects when the first two prospects could not complete a purchase;
- (xi) assisting with the transition to a focus on completing a deal with one of the third or fourth prospects including the re-negotiation of the terms of the original SPA with the second prospective purchaser;
- (xii) negotiating the terms of an Asset Purchase Agreement ("APA") with the third prospective purchaser as a back-up offer that would become binding if the second prospective purchaser failed to remove subject conditions on the SPA;
- (xiii) facilitating the due diligence process by the three prospective purchasers;
- (xiv) coordinating the due diligence process, including the commissioning of a phase two environmental study of the Company's property;
- (n) regularly reported to secured creditors on the status of the Company's efforts to identify and enter into an agreement with a strategic partner or purchaser;
- (o) assisted the Company in developing a time-line for key milestones as it worked to develop its Restructuring Plan taking into account the feedback from the Company's stakeholders;
- (p) reported to the Court on the Company's progress at implementing the operational and financial improvements identified by IHM and the Company's progress in developing a successful Restructuring Plan;
- (q) maintained regular correspondence with the Company's legal counsel, Lawson Lundell LLP, and the Company's principal, Betty Anne Faulkner, with regards to

the development of the Restructuring Plan;

- (r) worked with the Company's legal counsel to develop a claims process, implemented the claims process, and evaluated the claims. Not including the claims of secured creditors, a total of 53 claims were received by the Monitor, 45 of which were accepted in full or in part, and 8 of which were disallowed in full;
- (s) reviewed the terms of a DIP financing facility entered into by the Company, initially with the 2<sup>nd</sup> mortgagee, and then with Varsity Capital Corporation ("VCC") in December 2015, and assisted VCC with the due diligence required; and
- (t) assisted the Company with the preparation of the Restructuring Plan.

4. During the period October 20, 2014 to February 19, 2016 (the "Period"), the total fees of the Monitor were \$558,426.90 (exclusive of taxes and disbursements). The Monitor's employees spent a total of 1,435 (rounded) total hours on this matter during the Period, at an average hourly rate of \$389 per hour, as further detailed in the chart below:

Professional	Total hours spent	Total fees charged \$	Hourly rate (or range) during CCAA
Gary Powroznik	712.10	332,258.80	\$450 - \$470
Neil Atchison	343.60	127,132.00	\$370
Chris Sinclair	304.99	89,808.40	\$290 - \$305
Susanna Fok	25.94	3,890.50	\$150
Patricia Foster	48.52	5,337.20	\$110
<b>TOTALS</b>	<b>1,435.15</b>	<b>\$558,426.90</b>	<b>\$389</b>

5. Resumes for each of the professionals engaged by the Monitor are attached and marked collectively as **Exhibit "A"** to this Affidavit.
6. Attached and marked collectively as **Exhibit "B"** to this Affidavit are true copies of the

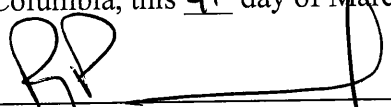
Monitor's invoices for the Period as rendered to the Company (the "**Invoices**").

7. All of the services described in the Invoices were necessary for the Monitor to fulfill its duties and assist the Company with the development of a successful Restructuring Plan.
8. The professional costs for the Monitor were higher than originally anticipated due to the following factors:
  - (a) the positions taken by the secured creditors in the CCAA proceedings;
  - (b) the more frequent reporting by the Monitor as requested by the first mortgagee and required by the Court;
  - (c) the pressure by the first and second secured creditors in the first few months after the Company's filing of the CCAA to advance the finalization of a Restructuring Plan earlier than initially anticipated by the Company required additional assistance from the Monitor, because the full benefits of the expected improved operating results had not fully materialized, which made finding a value investor to support an acceptable Restructuring Plan more difficult;
  - (d) the commencement of the sales process in February 2015, which was much earlier than anticipated;
  - (e) significant efforts required to negotiate a Share Purchase Agreement with two parties, and an Asset Purchase Agreement with a third party, and ultimately finalizing and facilitating the Company's and respective purchasers' execution of a SPA and an APA prior to December 31, 2015; and
  - (f) the efforts requiring in facilitating the due diligence activities of the respective purchasers and facilitating and assisting the successful purchaser in removing its subject conditions on February 19, 2016..
9. However, due to the real estate expertise of professionals in the Monitor's office, the sale of the Resort did not require the engagement of a realtor and the Company therefore saved approximately \$225,000 to \$315,000 in real estate commission on the sale (calculated at 2.5% - 3.5% of a sale price of \$9,000,000). Also, the successful


purchaser's offer does not include any commission for its own agent(s).

10. This Affidavit is sworn in connection with the taxation of the accounts of the Monitor during the Period, for fees of \$558,426.90 together with disbursements in the sum of \$11,012.11 and taxes in the amount of \$28,442.03 for a total of \$597,881.04.
11. This Affidavit is also sworn in connection with the taxation of the accounts of the Monitor's legal counsel, Borden Ladner Gervais LLP ("BLG"). BLG commenced its role as independent counsel to the Monitor on December 8, 2015, and its role to date has been limited primarily to advising the Monitor and assisting with negotiations among the stakeholders in connection with the December 2015 application of the Petitioners for an extension of the stay of proceedings and other relief, and generally advising the Monitor in connection with the CCAA proceedings.
12. Attached and marked collectively as **Exhibit "C"** to this Affidavit are true copies of the BLG's invoices for the period December 8, 2015 to February 19, 2016 as rendered to the Monitor. A total of 38.3 hours of service have been provided to date by Mr. Magnus Verbrugge of BLG at an average hourly rate of \$553.24.
13. The total fees of BLG are \$21,189.00 together with disbursements in the sum of \$524.70 and taxes in the amount of \$2,527.07 for a total of \$24,285.77, for the period December 8, 2015 to February 19, 2016.
14. I have reviewed the accounts of BLG and am satisfied that the work undertaken by them was done so at the Monitor's request and in accordance with the terms of their retainer, and that the amounts expended by them are reasonable and appropriate for the work performed.

SWORN BEFORE ME at the City of  
Vancouver, in the Province of British  
Columbia, this 4<sup>th</sup> day of March, 2016

  
A Commissioner for taking Affidavits  
within British Columbia.

**J. REILLY POLLARD**  
**Barrister & Solicitor**  
**1600 - 925 WEST GEORGIA ST.**  
**VANCOUVER, B.C. V6C 3L2**  
**(604) 685-3456**

  
\_\_\_\_\_  
Gary Powroznik

**Professional Qualifications****Summary (Range of Experience)**

Neil Atchison, P.Eng., is an Associate Director with G-Force Group ([www.g-forcegroup.ca](http://www.g-forcegroup.ca)), a Vancouver based professional services firm. It provides a wide range of experience and approaches to assist any stakeholder to enhance or recover its investment in a business, real estate or a loan in a wide range of industries and real estate holdings.

Neil advises corporate, government and institutional clients on workable asset management and development strategies to maximize the value of their real estate, consistent with their goals and risk tolerances. He also assists clients realize the value of their real estate by managing and undertaking real estate acquisitions and dispositions, and undertaking due diligence on their behalf. Neil has over 30 years of experience in real estate, development, urban planning and transportation engineering in Canada and internationally, including Mexico and the Caribbean. Prior to joining G-Force Group, he was a director in the Real Estate Advisory & Transaction Services group of PricewaterhouseCoopers following his role as head of the real estate consulting practice in BC of Colliers International.

**Education**

- B.Sc. in Engineering (Civil)  
University of Manitoba, 1975
- M.A.Sc. (Transportation Engineering) program  
University of Toronto, 1978-79
- B.B.A. (Business Admin.) program  
Simon Fraser University, 1982-94
- CFA program

**Professional Designations and Certification**

- Professional Engineer (P.Eng.), Association of Professional Engineers and Geoscientists of British Columbia (Canada)
- Associate Broker, G-Force Real Estate Inc. licensed under the BC Real Estate Services Act

This is Exhibit "A" referred to in the  
affidavit of G. POWROZNIK  
sworn before me at VANCOUVER  
this 4<sup>th</sup> day of MARCH, 20 16

A COMMISSIONER FOR TAKING  
AFFIDAVITS FOR BRITISH COLUMBIA

Neil Atchison

**Areas of Specialization**

- Real Estate: strategy, feasibility, development, asset management, and investments and sales

**Notable Project Experience****Brokerage –**

- Marketing and sale of full-service strata hotel, Whistler, BC
- Marketing and sale of fractional interest resort hotel, Vancouver Island
- Marketing and sale of ski resort, BC
- Marketing and sale of 25 acres of leasehold land for multi-family development, Metro Vancouver, BC
- Marketing and sale of acreage for single family development, Metro Vancouver, BC
- Marketing and sale of 20-acre Versatile Shipyards mixed use development site, North Vancouver, BC
- Marketing sale of downtown office building, Vancouver
- Marketing, sale and asset management of 250,000 sf suburban office building, Toronto, ON
- Marketing and sale of sale-leaseback of four industrial warehouses, Edmonton, AB
- Acquisition of 15-20 acres for private recreation club, Metro Vancouver, BC
- Acquisition of 15 acres for commercial development, Metro Vancouver, BC

**Advisory –**

- Market and financial feasibility of full-service airport hotel, YVR Airport, BC
- Vendor due diligence, valuation and monetization options for 8.5 million sf industrial real estate portfolio, global
- Business cases for Vancouver Convention & Exhibition Centre for Government of Canada, Vancouver, BC
- Market and financial feasibility, and valuation of 1,300 acre development on Burke Mountain, Coquitlam, BC

**Contact Information**

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Associate Director  
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[www.g-forcegroup.ca](http://www.g-forcegroup.ca)



# G-FORCE GROUP

## Professional Qualifications



### Summary (Range of Experience)

**Gary D. Powroznik**, FCPA, FCA, CIRP is the Founder and Managing Director of G-Force Group ([www.g-forcegroup.ca](http://www.g-forcegroup.ca)), a Vancouver based professional services firm. It provides a wide range of experience and approaches to assist any stakeholder to acquire or enhance or recover its investment in a business, real estate or a loan in a wide range of industries and real estate holdings.

Gary was a partner of PricewaterhouseCoopers LLP for 27 years and founded its Real Estate & Hospitality Advisory and Transactions Services (REATS) group in Vancouver. He was also the founder and President of PricewaterhouseCoopers Real Estate Inc., formerly a licensed brokerage company in BC. He also developed and led one of the largest insolvency practices in Canada for Coopers & Lybrand in Vancouver prior to becoming the overall Managing Partner for 13 years, including for 3 years after the merger with Price Waterhouse in 1998. He served on the Executive Committee and Partnership Board for the Canadian firm and participated on international Firm committees and projects. In 2008, he formed

**G-Force Group**, which includes **G-Force Real Estate Inc.**, which acquired the REATS practice from PwC, **G-Force Advisors Inc.** and **G. Powroznik Group Inc.**, federally licensed as a corporate Trustee in Bankruptcy.

Gary's has over 30 years of professional experience assisting companies, lenders, shareholders, First Nations and Crown corporations in maximizing their operating results and asset values, through restructuring, development and/or sale of assets and operations. Prior to joining Cooper & Lybrand, Gary ran a successful fishing operation for several years. In addition to his professional career, he has also been active in a family real estate development business and in investing in commercial and residential real estate and in operating companies. Gary was also very active with the BC Business Council in developing new policies to submit to the Provincial Government to make BC the best place to invest work and live.

Gary has extensive experience as an entrepreneur, in creating and building unique professional service businesses, with in-

vestment, management, and a variety of professional services including restructuring and maximizing values of assets and investments. It provides him with a rare combination of talent and insight to effectively diagnose problems and support management, investors and lenders with the business challenges and opportunities they face.

### Education

- University of British Columbia, Bachelor of Commerce & Business Administration, 1974, Dean's Honour Roll
- Coopers & Lybrand International Business Programme, Harvard
- Partner-in-residence at Simon Fraser University

### Professional Designations and Certification

- Chartered Accountant designation with Institute of Chartered Accountants of British Columbia
- Licensed as a Trustee in Bankruptcy
- Elected Fellow of the Institute of Chartered Accountants of British Columbia (FCA)
- Licensed under the BC Real Estate Services Act as Managing Broker for G-Force Real Estate Inc.

### Professional Real Estate, Restructuring and Corporate Advisory Experience

Since founding G-Force Group, Gary has led several assignments throughout British Columbia and Alberta involved in providing business, real estate and loan and investment recovery solutions as well as corporate finance and sales mandate solutions. These assignments have included:

- Providing an estimated range of realization values and strategy for secured creditor of a major residential resort development
- Developing and implementing performance improvement and asset realization strategies for the owners and secured creditor of a four star resort hotel and related residential condominium strata units and single family lots
- Assessing a performance improvement strategy and monitoring its implementation leading to options for recovery for the owner and secured creditor of a block of over 100 condominium rental units
- Assessing the financial position of a wide range of development projects including single family, townhouse, residential low and high rise and commercial properties in order to restructure its operations and liabilities, pay

# G-FORCE GROUP

## Professional Qualifications

Gary Powroznik

its secured creditors and minimize exposure to guarantors

- Reviewing the options for completing a stalled downtown high rise residential tower and solutions to deal with the secured and other related creditor claims for the owners
- Redesign of a failed, partially-completed high rise tower, including development of marketing, financing and acquisition strategies for key investors
- Assessing the viability of a contracting business and the options for its shareholders pay its creditors and minimize further exposure
- Designing and successfully implementing a restructuring proposal to the creditors for the owners of a quarry business.

For PwC, established an international Real Estate Advisory and Transactions Services (REATS) practice in Canada which assisted private and public sector clients to maximize the value of their real estate holdings and interests. REATS combined sound market research, financial analysis and real estate expertise to determine the value drivers and risks that affected a client's holdings or interest in real estate, which enabled it to develop options that helped each client meet its objectives, including maximizing value. The REATS Group had expertise in virtually all property types including commercial, industrial, residential, retail, hospitality, leisure and land holdings. It provided services throughout Canada primarily, but also in the United States, Mexico, Caribbean and Asia. It worked with PwC's regional offices to draw on local expertise, resources and relationships. Further details of Gary's real estate and professional career include:

- For PwC, managed the risk management and delivery of services of the REATS group, which included diverse projects with public and private sector clients involving developing strategies to maximize values and exit strategies for real estate assets, acquisitions, divestitures, market research, leasing, development and operations improvement
- Assisted all the major Canadian banks as major creditors, many government lending agencies and management and shareholders of companies in assessing business operations, activities and business units of companies experiencing financial difficulty, to determine their financial health, operating viability and opportunities for maximizing the value of their assets and operations. Managed, operated, leased, developed sales strategies and/or sold a wide variety of real estate and special use properties in dozens of companies undergoing financial difficulty to maximize recoveries for shareholders, bankers, creditor groups and government enterprises
- Developed sale and other strategies to maximize the value of business enterprises in a wide variety of industries including conducting and completing the sale processes. One significant example was the sale of Seaspan International Ltd., the largest Canadian marine transportation company at the time
- Handled most of the major insolvencies of fish processing companies in BC since the late 1970s, including dealing with their special use real estate and successfully managed operations and sold several of these properties and businesses as Receiver-Manager and/or Trustee in Bankruptcy
- For BC Buildings Corporation, led a team that performed a high level assessment of options to dispose of, or enter into public-private partnerships of, BCBC's \$1.7 billion in owned and leased and/or alternate service delivery options with respect to some or all assets to assist the Corporation with its core review process
- For the Business Partnership Division of the Ministry of Finance, reviewed the operations, facilities and underlying real estate of two commercial Crown enterprises in order to prepare a business valuation and assess business options which would meet the Government's objective of achieving highest and best economic and strategic use of the related assets. The options included strategic partners, investment partners, public private partnerships, leasing, outright sale, or some combination thereof
- Led multi-disciplinary teams in examining the options and feasibility of specific public sector projects as candidates for Public Private Partnership arrangements
- Developed a number of entrepreneurial professional practices within PwC including: M&A, corporate finance and a variety of industry practices including real estate, hospitality, fishing, health care and First Nations
- Identified several circumstances where use of creative tax and specialized tax strategies maximized the value of assets and business operations to both vendors and purchasers. Several of these included the sale of companies and assets, including real estate
- Managed dozens of public type processes that required reporting on the results of analysis, recommendations for restructuring, sale of assets and operations etc. to various stakeholders, including government agencies and the Supreme Court of British Columbia. In many of these mandates Gary was an Officer of the Court, either as a Trustee in Bankruptcy or a Court appointed Receiver-Manager, with a fiduciary duty to many stakeholders with diverse interests



## Professional Qualifications

- Specific project experience is available upon request.

### Other Management/Restructuring/Real Estate Experience

As the Managing Partner for PricewaterhouseCoopers in British Columbia for the first three years after the merger of Coopers & Lybrand and Price Waterhouse in 1998, led the integration of the firm's practices and offices in BC and raised the profile of the new firm in the BC marketplace. Some of his real estate related responsibilities and accomplishment in this role included:

- Led the overall consolidation of premises (130,000+ sf in four offices) and practices after the merger, working with the Line of Service Leaders and National Office in Toronto
- Led PwC's local negotiating team in the search of suitable office premises to accommodate the combined Vancouver staff resources after the merger which culminated in securing a long-term lease with Cadillac Fairview for the lease of approximately 100,000 square feet of space at its building at 250 Howe Street, PricewaterhouseCoopers Place.

As the Managing Partner for Coopers & Lybrand in British Columbia for ten years prior to its merger with Price Waterhouse in 1998, led the Firm's strategic and operational initiatives in BC across all professional practices. Significant accomplishments included:

- Restructuring the professional practices to improve utilization and teamwork and instituted one of the first broad internal professional HR functions in the accounting profession in BC
- Led the efforts to reduce excess overhead and space costs to become one of the lowest costs operations in the Canadian firm
- Improved the profitability of the BC operations three-fold over a ten year period culminating in seven years of consecutive record earnings in a row
- Undertook a major study of the firm's national cost structure and methods for allocation to its business units when he served on the Canadian firm's Management Committee and Partnership Board.

As a private investor in a family real estate operation and as a member of an investment group, Gary has been involved with several real estate related investments including residential, multi-family, commercial, industrial, bare land strata and regional ski resort properties and a property management & leasing operation.

## Gary Powroznik

### Professional and Community Involvement

Gary has had extensive involvement with professional and community organizations including:

- Honorary Governor and former Chair of Focus Foundation of BC, a not-for-profit organization that offers world class therapeutic & educational solutions to youth with complex behaviours.

Gary has also served on the Boards of the Sauder School of Business (20 years), VGH & UBC Hospital Foundation (12 years), the Business Council of British Columbia (10 years); two Vancouver private schools, St. George's School and Crofton House School; and had numerous other roles for other not-for-profit, professional and community organizations.

### Publications/Speaking Engagements

Gary has developed and presented dozens of seminars and sessions on a wide range of topics including real estate strategies to maximize value, public private partnerships, profit improvement, business restructuring, business management, sales, acquisitions and mergers, insolvency, personal and professional development and other related topics for bankers, lawyers, credit personnel, accountants and university students. He has also written numerous manuals, papers and guidelines on many of these topics.

### Contact Information

Gary Powroznik  
Managing Director

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## Professional Qualifications



### Summary (Range of Experience)

Chris Sinclair, CA, is a Senior Manager with G-Force Group ([www.g-forcegroup.ca](http://www.g-forcegroup.ca)), a Vancouver based professional services firm. It provides a wide range of experience and approaches to assist any stakeholder to enhance or recover its investment in a business, real estate or a loan in a wide range of industries and real estate holdings.

Chris' recent experience in the area of restructuring and insolvency includes handling business turnaround projects in the construction, hospitality and mining industries and formal realization processes under the *Bankruptcy and Insolvency Act*. Chris also has significant experience in managing and assessing claims pursuant to the *Builders Lien Act*. Previously, Chris spent over three years in the Audit and Assurance Group at PricewaterhouseCoopers LLP. His experience there included leading audit engagements for a wide range of clients including a public SEC registrant and work in the financial services, mining, forestry, and not-for-profit/university sectors.

### Education

Chris is enrolled in the Chartered Insolvency and Restructuring Professional Qualification Program (CQP) which will lead to his becoming a licensed Trustee in Bankruptcy.

- CA School of Business (CASB), 2007
- British Columbia Institute of Technology – Diploma of Technology (Advanced Accounting), 2005
- University of Victoria – Bachelor of Arts, 2000

### Professional Designations and Certification

- Chartered Accountant

## Chris Sinclair

### Areas of Specialization

- Construction insolvencies and claims processes for trust and lien claimants under the *Builders Lien Act*
- Hotel and resort property receiverships
- Division I proposals and bankruptcies under the *Bankruptcy & Insolvency Act*
- Wage Earners Protection Program
- Internal control design, effectiveness and assurance
- Financial modeling and cash flow projections
- Contract negotiations
- Project management and budgeting

### Project Experience

Chris' current client portfolio consists of:

- Insolvency of a construction company
- Hotel and resort property receiverships
- Informal restructuring of a public mining company
- Division I proposals and bankruptcies under the *Bankruptcy & Insolvency Act*
- Property tax appeals

Prior to G-Force Group, Chris was acting manager on a variety of assurance engagements across several industry lines of service. His client portfolio consisted of assurance engagements in the following sectors:

- *Forestry, Mining, and Energy/Utilities* – Canfor, Eldorado Gold Corporation, Terasen Gas Inc.
- *Financial Services* – JP Morgan Asset Management (Canada) Inc., Forest and Marine Financial Group
- *Consumer & Industrial* – LUSH Cosmetics, Mitsui Homes Canada Inc.
- *Government and Not-for-Profit* – University of British Columbia, British Columbia Automobile Association, YWCA of Vancouver, Family Services of Greater Vancouver, North Shore Disability Resource Centre

Chris also has service, production and managerial experience in several businesses including auto dealerships, wood product manufacturing and retail grocery/automotive operations.

### Contact Information

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[csinclair@g-forcegroup.ca](mailto:csinclair@g-forcegroup.ca)  
[www.g-forcegroup.ca](http://www.g-forcegroup.ca)

## Curriculum Vitae

**Susanna Fok**

778.862.0830 (cell)

### CAREER SUMMARY

A dedicated employee specializing in business development mainly in the technology-related and finance industries. Over 20 years of solid experience in growing business from small to large and developing new business from initiative to profit-making division in large cooperations.

Currently seeking a role that would utilize my knowledge, experience and personal strength and will give me the job satisfaction in the coming years.

### PERSONAL STRENGTH

- Self-motivated, dedicated, trustworthy, and hard-working.
- Strong organizing and analytical abilities and able to motivate staffs to work at their optimal level.
- Outstanding multicultural communication skill - able to deal with clients, colleagues, business partners and management from different cultural backgrounds.
- Flexible and easy to accept changes and challenges.
- Fluent in English, Mandarin and Cantonese.

### ACADEMIC

- |             |  |
|-------------|--|
| 1991 – 1993 | <b>Master of Business Administration</b><br>Simon Fraser University, B.C., Canada<br>Concentration: International Business & Management Information System |
| 1984 – 1986 | <b>Bachelor of Science</b><br>Brandon University, Manitoba, Canada.<br>Major: Computer Science   |

### WORK EXPERIENCE

Oct 2008 – May 2012 **Qwick Media Inc.**  
 Vice President – Communications

- Qwick Media is a leading information kiosk provider which offers one-stop solution in the area of interactive media.
- First employee to join the company and there were over 25 staff by the time I depart.
- Roles and responsibilities:
  - Sourcing – mainly from China. Initial search for suppliers, price negotiations, manufacture monitoring, shipping arrangements, and quality control.
  - Business Analysis – competitors monitoring and business analysis. Study on industry competitors (e.g. Focus Media) and investigate potential business investment opportunities.
  - Administration & Operation – handle all administration and daily operation work for the group.
  - Human Resources – All HR related work for employees/contractors under the same group of companies. (over 30 staff members/contractors in total)
  - Communications – communicate between Chinese suppliers & subsidies, Chinese and North American business partners, and all internal staff members & contractors.

## Curriculum Vitae

Susanna Fok

778.862.0830 (cell)

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### April 2003 – January 2008 **Sun Life Financial (Hong Kong)** Partner – Wealth Management Services

- Sun Life Financial (Hong Kong) is a wholly owned subsidiary of Sun Life Financial Canada.
- Being one of the 4 founders of the wealth management services division, my work included:
  - Forming a unique distribution channel for financial products in the insurance industry.
  - Product selection, business platform set up, P & L responsibilities, and ongoing sales management.
  - Building the company's global client relationship management (CRM) system.
  - Organize joint programs with business partner to promote the company's products and services.
  - Coordinate and speak in public/in-house seminars focusing different target customer groups.
  - Provide individual and team training and coaching.

### May 2000 – April 2003 **CITIC Bank (Hong Kong)** Head of Business Development, Investment Services

- CITIC is a leading local bank with 28 branches in Hong Kong.
- Hired as head of the Investment, Business Development, I have:
  - Built the bank's investment team from scratch to a team with six investment consultants in 15 months.
  - Provide training to all distribution channels on investment products, technical knowledge and selling skills. Distribution channels included 160 retail bank staff, wealth management center, direct sales team, and phone banking.
  - Negotiate and signed up with 9 asset managers to broaden product range.
  - Organize public and in-house seminars to target customer groups.
  - Put together user requirements for the bank's unit trust nominee system and followed through on system development.
  - Organize bank-wide events, such as road show, open day, and seminar in both HK and China

### Sep 1996 – May 2000 **Bank of America (Asia) Ltd. (Hong Kong)** Vice President – Investment Services

- Bank of America (Asia) Ltd. is a wholly owned subsidiary of Bank of America, one of the world's largest financial institutions.
- I was the first employee hired to be in charge of the newly setup investment division. My work included:
  - Provide training all bank officers and relationship managers on investment products and supervise all mutual fund sales in both retail and commercial branches.
  - Coordinate marketing functions to promote investment products and increase market exposure.
  - Organize promotional event at branch level, such as investment seminar, branch open day and exhibition in line with the bank's marketing strategy on investment products
  - Prepare user requirements to build the unit trust trading system for the bank and provide training to internal operation staff.
  - Involve in restructuring of the commercial branches and retail branches according to the bank's marketing direction.

## Curriculum Vitae

**Susanna Fok**

778.862.0830 (cell)

Nov 1994 – Sep 1996 **National Australia Bank Group (Hong Kong)**  
 Jan 95 – Sep 96 Manager, Business Process Re-engineering  
 Asia Regional Office (Promoted from Hong Kong branch)

- National Australia Bank Group is one of the largest financial institutions in Australia, and its Asia Regional Office was the biggest among its UK and American offices back then.
- Roles and responsibilities:
  - Coordinate business projects for the Asia Pacific region including process design and re-engineering.
  - Monitor the migration of the bank's new business model across the Asia Pacific region.
  - Complete restructuring of the 5 Asia Pacific branches.

Nov 94 – Dec 95 Client Relationship Manager, Hong Kong Branch

- Assist in the development of the Privateline banking division in Hong Kong.
- Support to migrate the same business model to five other five Asian branches including Taiwan, Singapore, Japan, and Korea.
- Select mutual fund product for the distribution channel.
- Prepare user requirement to build the unit trust nominee system. Monitor external developer on system development and carry out system UAT. Prepare user manual on the same.

Mar 1994 – Oct 1994 **Pacific World Asset Management Ltd. (Hong Kong)**  
 Senior Investment Consultant

- Pacific World Asset Management is one of the most active and recognized IFA (Independent Financial Advisor) in Hong Kong.
- Roles and responsibilities:
  - Design and monitor mutual fund investment portfolio for investors.
  - Build own client base and explore potential mutual fund provider to meet client needs.
  - Organize road show and public seminar to boarden client base.

Aug 1991 – Dec 1993 **Simon Fraser University, Vancouver (Canada)**  
 Teaching Assistant - Management Science (bus 336)

- Teach in tutorial for university third year students in management science.

Mar 1991 – Aug 1991 **Challenge Dynamics Enterprises Ltd. (Canada)**  
 Supervisor, Accounting & Credit Department

- Overall supervision of accounting and credit functions for the company.
- Deal with customers for credit approval and payment collections.
- Handle day-to-day customer service issues.



**G-FORCE GROUP**

This is Exhibit "B" referred to in the  
affidavit of C. Powroznik  
sworn before me at VANCOUVER  
this 4<sup>th</sup> day of March, 20 16

9

RP  
A COMMISSIONER FOR TAKING  
AFFIDAVITS FOR BRITISH COLUMBIA

G. Powroznik Group Inc.  
780 - 333 Seymour Street  
Vancouver, British Columbia  
Canada V6B 5A6  
Phone: 778.370.0003  
Fax: 778.370.0043

Pretty Estates Ltd.  
14282 Morris Valley Road  
Harrison Mills, BC  
V0M 1L0

Date: November 12, 2014  
Invoice No. 14 540I

Attention: Mr. Ralph Miller  
President, Integrated Hospitality Management Ltd.

GST REGISTRATION # 84987 3021 RT0001

**For Professional Services Rendered** as proposed Monitor in the Pretty Estates Ltd. filing under the *Companies' Creditors Arrangement Act* for the period October 1 - 31, 2014 per Letter of Engagement dated October 24, 2014

**FEES**

5,940.90

**DISBURSEMENTS**

Administration fee 19.57 hours

97.85

**TOTAL FEES AND DISBURSEMENTS**

6,038.75

**GST**

301.94

**TOTAL DUE**

6,340.69

Please make cheque payable to G. Powroznik Group Inc.  
and return one copy of invoice with your payment



**Pretty Estates Ltd.****Time Report Summary October 1 to 31, 2014**

	<b>Description</b>	<b>Transaction Date</b>	<b>Time Spent</b>
Chris Sinclair	Tel. B. Lewis-Hand, GP re: status, costs, email summary of cost estimates to R. Miller	10/23/2014	0.50
Chris Sinclair	Review CAIRP standards re: CCAA monitor appointment, draft LOE for Pretty Estates, emails BLH on filing plan and requirements	10/24/2014	3.83
Chris Sinclair	Draft pre-filing report, review R. Miller cash flow materials, various emails B. Lewis Hand	10/27/2014	3.25
Chris Sinclair	Continue drafting report, review CF notes and edits, emails R. Miller and BLH, review asset information, other emails	10/28/2014	3.00
Chris Sinclair	Review BLH suggested edits to draft report, review draft petition, continue writing preliminary report, discuss cash flow with GP, review BLH email re: Crest DIP terms, respond to BLH with queries	10/29/2014	2.17
Chris Sinclair	Discuss cash flow/reporting requirements with R. Miller, tel. B. Lewis-Hand re: draft report and CFS, GST matter and other CF queries, email BLH re: GST, emails R. Miller, complete first draft of Proposed Monitor's court report	10/30/2014	3.83
Chris Sinclair	Additional review of weekly and year cash flow statements, tel. BLH, email R. Miller/BLH comments on Bonita's email re: cash flow items and structure	10/31/2014	1.33
Gary Powroznik	Discussion with CS re CCAA and Monitor role	10/20/2014	0.33
Gary Powroznik	Obtain DIP quote from Liberty and discuss Monitor role with BLH	10/23/2014	0.50
Gary Powroznik	Emails re DIP/Liberty and loan framework; email re J. Young emails	10/24/2014	0.33
Gary Powroznik	Review budget, discuss with CS; review DIP email and terms and provide comments to CS	10/29/2014	0.50
			<hr/> <hr/> <b>19.57</b>



Pretty Estates Ltd.  
14282 Morris Valley Road  
Harrison Mills, BC  
V0M 1L0

Attention: Mr. Ralph Miller  
President, Integrated Hospitality Management Ltd.

G. Powroznik Group Inc.  
780 – 333 Seymour Street  
Vancouver, British Columbia  
Canada V6B 5A6  
Phone: 778.370.0003  
Fax: 778.370.0043

Date: December 3, 2014

Invoice No. 14 552I

GST REGISTRATION # 84987 3021 RT0001

**For Professional Services Rendered** as proposed Monitor in the Pretty Estates Ltd. filing under the *Companies' Creditors Arrangement Act* for the period November 1 – 30, 2014 per Letter of Engagement dated October 24, 2014

**FEES**

18,248.60

**DISBURSEMENTS**

Newspaper notice (x2) The Province  
Newspaper notice (x2) Mission Record  
Mileage to/from Pretty Estates Resort, November 10  
Administration fee 50.56 hours

\$1,606.62

354.78

110.16

252.80

**TOTAL FEES AND DISBURSEMENTS**

20,572.96

**GST**

1,028.65

**TOTAL DUE**

21,601.61

Please make cheque payable to G. Powroznik Group Inc.  
and return one copy of invoice with your payment

## Client TIME REPORT FOR BILLING

Pretty Estates Ltd.

Time Report Summary November 1 to 30, 2014

	Description	Transaction Date	Time Spent
Chris Sinclair	Additional review cash flow statements, notes, email/tel BLH	11/3/2014	1.17
Chris Sinclair	Cash flow reviews, emails, continue drafting pre-filing report of proposed Monitor, review report and CCAA objectives with GP, tel. BLH	11/4/2014	2.83
Chris Sinclair	Further edits to reports and discussions GP, review BA Faulkner affidavit and petition drafts, meeting at Lawsons with BA Faulkner and discussions with BLH on filing requirements, emails re: changes to DIP terms, R. Miller re: cash flows, others. Draft rep letters pursuant to CAIRP standard, finalize all documents in advance of BA meeting	11/5/2014	4.67
Chris Sinclair	Final edits to draft report, re-edit appendices, compile, review with GP, finalize and send to BLH. Review various emails on task planning, timing, DIP loan, secured creditor correspondence etc.	11/6/2014	2.50
Chris Sinclair	Draft summary of Monitor's requirements for IHM, review with GP, emails/tel BLH re: cash flow queries, send final CFS documents to R. Miller, other emails	11/7/2014	1.67
Chris Sinclair	Brief pre-appointment meeting with IHM, attend Pretty Estates Resort to attending meetings with IHM and Company management, staff to explain CCAA filing/process and role of Monitor, draft G-Force web page for filing including documents, emails GP (travel time not charged)	11/10/2014	4.00
Chris Sinclair	Review Order re: Monitor's requirements, discuss/edit newspaper notice with PF, emails R. Miller, email H. Boer re: creditor list for statutory mailing, download and draft Form 1 and Form 2 for submission to OSB	11/12/2014	1.50
Chris Sinclair	Finalize Forms 1 & 2, submit with order to OSB, emails R. Miller, finalize newspaper notice, email B. Lewis Hand	11/13/2014	1.00
Chris Sinclair	Review IHM supplier letter, emails R. Miller, send G-F account for Oct., draft cover letter for Monitor mailout on Nov. 17	11/14/2014	0.67
Chris Sinclair	Preparation for statutory mailing, emails H. Boer re: creditor list, refine list, discuss instructions with PF/NP, assist compile mailing, update Monitor's website. Review DIP loan funding request, compare to 7 week cash flow, email GP	11/17/2014	1.90
Chris Sinclair	Tel from GM of Harrison Hot Spring Resort (on creditor list), emails BLH and GP	11/19/2014	0.33
Chris Sinclair	Tel OSB, email BLH and R. Miller re: plan on layoffs, employee claims	11/26/2014	0.25
Chris Sinclair	Research and email OSB re: WEPP claims/CCAA, email BLH	11/27/2014	0.25
Chris Sinclair	Review emails: OSB, BA arrangement, B. Dodd term. letter	11/28/2014	0.20

## Client TIME REPORT FOR BILLING

Gary Powroznik	Review LOE, edit and finalize and send to B L-H; review Monitor's draft report and PE's seven-week and 12-month cash flow statements; tel B L-H, review costs to date and projection; discuss key objectives for CCAA with CS; tel B L-H re funding of professional costs	11/4/2014	3.00
Gary Powroznik	Further edits to reports; consider DIP financing terms and include comments in Report; review BA's affidavit; consent letter; provide changes to DIP to B L-H; review seven-week and 12-month cash flow statements; research CAIRP standards for disclosure. Meeting with BAF and provide observations on solution; identify workaround for transferring funds to RBC for payroll; tel/email RM re forecasts and benefits of IHM	11/5/2014	4.50
Gary Powroznik	Review revised Report and sign; review final DIP terms; emails re cash for payroll and need for manager to start on Nov. 10 with all staff present; emails/tel Bonita re contact with lenders and their counsel; discuss CS action plan after Order	11/6/2014	2.00
Gary Powroznik	Review CS summary of Monitor's requirements for IHM and sales strategy; emails/tel B L-H; tel Jim Young re CCAA program and email to RM re Saturday call	11/7/2014	1.25
Gary Powroznik	Emails from/to RM, JY and B L-H; summary email to JY re call on Saturday setting out key objectives of IHM and G-Force once CCAA is filed; lengthy tel call with JY	11/8/2014	2.50
Gary Powroznik	Review comparative operations information; emails/tel RM re JY's concerns and operations budget and results of RM/JY discussion; emails/tel B L-H re JY's and Envision on-side; emails/tel with JY to confirm support for CCAA and priorities for success; emails with Rebecca Morse re Envision's position; tel D. Fitz re Monitor requirements	11/9/2014	3.75
Gary Powroznik	Emails B L-H, CS re comeback hearing date, DIP facility; emails re ultimate exit strategy; JY's term sheet; tel CS re content of meetings at Pretty Resort; feedback from B L-H and Dennis F - provide opinion on JY's DIP option; tel B L-H, Court outcome; review Order; tel RM re staff reaction; approve website posting and review CCAA notice requirements	11/10/2014	3.25
Gary Powroznik	Emails JY re comeback hearing and high level exit strategy	11/11/2014	0.25
Gary Powroznik	Tel B L-H; discuss CS re key steps in next 30 days, initial transition and media strategy	11/12/2014	0.33
Gary Powroznik	Emails J. Young; approve newspaper notice	11/13/2014	0.33
Gary Powroznik	Emails re interest reserve, October billing review, review initial cover letter for creditor mailing and IHM letters, covenant for DIP lender	11/14/2014	0.75
Gary Powroznik	Review emails to determine outstanding issues and priorities	11/16/2014	0.33

## Client TIME REPORT FOR BILLING

Gary Powroznik	Emails/tel B L-H re initial Accounts payable and interest reserve; discuss CS	11/17/2014	0.17
Gary Powroznik	Tel B L-H re cash requirement to comeback and refinancing options	11/18/2014	0.33
Gary Powroznik	Review emails re HHS owner interest and respond; tel and email RR re take out financing	11/19/2014	0.50
Gary Powroznik	Emails to RR and Liberty Mortgage re refinancing prospect and tel D McK; emails JY; tel RM re status	11/20/2014	0.33
Gary Powroznik	Lengthy call with J. Young re exit strategy for current mortgagees	11/25/2014	1.00
Gary Powroznik	Email to J. Young	11/26/2014	0.25
Gary Powroznik	Emails J. Young, tel CF and discuss report with CS; emails WEPP claims	11/27/2014	0.25
Gary Powroznik	Emails re WEPPA and Betty-Ann	11/28/2014	0.10
Patricia Foster	Proof Proposed Monitor Preliminary Report; forward Consent to Act letter to Lawson Lundell	11/5/2014	0.75
Patricia Foster	Prepare newspaper notice and contact Mission Record and Pacific Press re cut-off dates for placement of notice	11/12/2014	0.50
Patricia Foster	Submit newspaper notices to The Province for November 14 and 21 editions and Mission Record for November 21 and 28; advance pay The Province notice	11/13/2014	0.50
Patricia Foster	Finalize notice in Mission Record and pay account; proof cover letter to creditors	11/14/2014	0.20
Patricia Foster	Assist in mailout of creditor package	11/17/2014	0.50
			<u>50.56</u>

**G-FORCE GROUP**

Pretty Estates Ltd.  
 14282 Morris Valley Road  
 Harrison Mills, BC  
 V0M 1L0

Attention: Mr. Ralph Miller  
 President, Integrated Hospitality Management Ltd.

**G. Powroznik Group Inc.**  
 780 – 333 Seymour Street  
 Vancouver, British Columbia  
 Canada V6B 5A6  
 Phone: 778.370.0003  
 Fax: 778.370.0043

Date: January 6, 2015  
 Invoice No. 15 556I

**GST REGISTRATION # 84987 3021 RT0001**

**For Professional Services Rendered** as proposed Monitor in the Pretty Estates Ltd. filing under the *Companies' Creditors Arrangement Act* for the period December 1 – 31, 2014 per Letter of Engagement dated October 24, 2014

**FEES**

12,850.70

**DISBURSEMENTS**

Administration fee 34.19 hours

170.95

**TOTAL FEES AND DISBURSEMENTS**

13,021.65

**GST**

651.08

**TOTAL DUE**

13,672.73

Please make cheque payable to G. Powroznik Group Inc.  
 and return one copy of invoice with your payment

## Pretty Estates Ltd.

## Time Report Summary December 1 to 31, 2014

	Description	Transaction Date	Time Spent
Chris Sinclair	Brief tel BLH re: reporting requirements and timing for court application, tel. R. Miller, summary email to R. Miller and GP re: requirements, tel. Brian Dodd re: his termination from Pretty Estates Ltd., discuss with GP	12/1/2014	0.83
Chris Sinclair	Drafting court report, emails re: B. Dodd, review parts of appraisal, other emails	12/2/2014	1.67
Chris Sinclair	Draft First Report to Court, various emails: B. Lewis-Hand, R. Miller re: report info, R. Pollard, emails re: B. Dodd, tel. BLH re: report items, prepare summary response to J. Young realization, other emails	12/3/2014	4.75
Chris Sinclair	Continued edits to draft report, multiple tel. BLH re: her changes, tel. R. Miller, review GP response to J. Young re: realization, finalize draft report and send to GP for review	12/4/2014	2.30
Chris Sinclair	Review IHM report and financials, emails BLH and R. Miller, tel RM with GP, several changes to report, incorporate all edits and IHM materials and finalize First Report, deliver to Lawsons, other emails	12/5/2014	3.50
Chris Sinclair	Update website with report for comeback, emails	12/8/2014	0.17
Chris Sinclair	Review email, order, post to website, respond to H. Boer email	12/10/2014	0.20
Chris Sinclair	Emails Shaw re: status of Pretty accounts, confirm G-F as Monitor	12/11/2014	0.20
Chris Sinclair	Review 3rd DIP funding request, brief tel. R. Miller, email BLH	12/16/2014	0.25
Chris Sinclair	Update Monitor's website, email BLH, tel BLH to discuss timing of next period of stay	12/19/2014	0.58
Chris Sinclair	Review funding request, cash flow, email Shaw, email R. Miller/H. Boer	12/30/2014	0.33
Gary Powroznik	Emails B L-H, Chris re CB hearing and Monitor's report; draft responses to JY's two emails and discuss CS; tel R. Reichelt re takeout financing	12/1/2014	1.25
Gary Powroznik	Tel RM re status of operational transition, potential time to market; likely prospects, development potential, feedback from Envision; tel B L-H/CS re report requirements; tel Envision to confirm their position and broad Monitor's role	12/2/2014	1.00
Gary Powroznik	Emails re 2nd DIP advance; obtain RR refinancing letter, email JY re timing of refinance/sale, review JY's realization schedule updated by CS and amend; emails re Comeback Hearing	12/3/2014	2.00

## Client TIME REPORT FOR BILLING

Gary Powroznik	Emails/tel RM re DIP loan calculation, estimate for 2016 at June and September; preferred Spring Comeback Hearing date. Emails/tel B L-H re Comeback Hearing date/plan for Spring; JY's position; Rob R. broker letter, prepare responses to JY of his earlier emails/analysis; respond to further emails with JY	12/4/2014	2.75
Gary Powroznik	Review draft report and edit. Review IHM report on November operations and next draft of M's report; discuss with RM/CS and B L-H, finalize; emails JY	12/5/2014	2.50
Gary Powroznik	Prepare for call with J. Young and have lengthy call on his options and options for Pretty	12/9/2014	1.25
Gary Powroznik	Tel/emails B L-H re plan and secured creditors' positions; email JY	12/10/2014	0.33
Gary Powroznik	Emails/tel B L-H re secured creditors' position; emails Envision	12/11/2014	0.50
Gary Powroznik	Meeting with J. Young; tel/email Envision, B L-H and DF re time frame for CCAA plan; review Coast Capital affidavit and locate GP emails to Court, tel JY re change Envision's view	12/12/2014	3.00
Gary Powroznik	Emails B L-H, Tim L-G re contact with Envision; prepare detailed summary of discussions with J. Young and Envision and provide copies of emails; tel calls w B L-H; conference call with MS of Envision and Tim L-G to review IHM's approach and G-Force oversight and experience; review/edit draft affidavit; confirm summary of conference call	12/14/2014	3.25
Gary Powroznik	Emails re application; sign affidavit; tel B L-H; emails re Order obtained; review Order	12/15/2014	0.75
Gary Powroznik	Tel NY editor - discuss options for profiling property for sale, review Order for extension	12/16/2014	0.33
Patricia Foster	Input edits in Monitor's First Report to Court, finalize and pdf with appendices	12/5/2014	0.50
			<u>34.19</u>





Pretty Estates Ltd.  
14282 Morris Valley Road  
Harrison Mills, BC  
V0M 1L0

Attention: Mr. Ralph Miller  
President, Integrated Hospitality Management Ltd.

**G. Powroznik Group Inc.**  
250 – 750 W. Pender Street  
Vancouver, British Columbia  
Canada V6C 2T7  
Phone: 778.370.0003  
Fax: 778.370.0043

Date: January 13, 2015  
Invoice No. 15 6331

**GST REGISTRATION # 84987 3021 RT0001**

**For Professional Services Rendered** as Monitor in the Pretty Estates Ltd. filing under the *Companies' Creditors Arrangement Act* for the period December 1 – 31, 2015 per Letter of Engagement dated October 24, 2014, including assistance in coordinating marketing and sales negotiation activities for the Company

**FEES**

81,222.25

**DISBURSEMENTS**

Administration fee 210.63 hours

1,053.15

**FEES AND DISBURSEMENTS**

82,275.40

**GST**

4,113.77

**TOTAL DUE**

86,389.17

Please make cheque payable to G. Powroznik Group Inc.  
and return one copy of invoice with your payment

## Client TIME REPORT FOR BILLING

## Pretty Estates Ltd. - Monitor

## Time Report Summary December 1 to 31, 2015

	Description	Transaction Date	Time Spent
Chris Sinclair	Update Eighth Report to Court, tel RRM and suggest edits to ops report, multiple tel BLH on DIP/admin figures, secured creditor responses, review draft Asset purchase agreement, discuss with NA, make several comments on APA and send to Lawsons	12/1/2015	5.00
Chris Sinclair	Lengthy conference call S. Adair, BLH and NA to do a detailed page turn on first draft of APA for new purchaser. Discuss several issues and comments. Review updated APA draft and tel S. Adair to discuss certain accounting concepts. Discuss NA. Tel BLH re: CCAA issues including DIP and next court application. Tel BLH re: employment issues, severance and mechanism to address for vendor and purchaser. Other emails	12/2/2015	4.87
Chris Sinclair	Review revised draft of APA, discuss with NA, conf. S. Adair and NA to page flip changes and comments, lengthy conf. call BLH, NA, GP, BA and C. Faulkner to review APA and discuss further issues/comments, debrief discussion NA/GP to discuss critical path and potential back up offer, emails BLH re: new DIP financing, tel BLH re: requirements of next court application	12/3/2015	4.60
Chris Sinclair	Conf. call D. Anderson and NA to review latest draft APA, give comments and resolve queries, review various financials figures with NA for his realization table, tel BLH, continue drafting eighth report for court	12/4/2015	2.20
Chris Sinclair	Review status of draft eighth report, emails GP/NA	12/6/2015	0.50
Chris Sinclair	Work on eighth report, incorporate new materials re DIP, Admin charge, review fiscal 2016 budget, edits to RRM memorandum, other emails, tel BLH to discuss report and preparation for December 14 hearing	12/7/2015	3.00
Chris Sinclair	Finalize secured creditor memo with appendices. Further edits to eighth report, discuss with BLH, make further changes, circulate to GP for review, tel BLH to discuss aspects of report, review emails MV, draft response to T.L-G queries, discuss comparison of offers with NA, draft portion of ninth report, discuss reports with GP, review schedules, make further edits to eighth report and circulate new draft	12/8/2015	5.00
Chris Sinclair	Various work on reports, lawyer feedback, various changes, further drafting, check figures, emails, tel all surrounding reports for December 14 application	12/9/2015	4.50

## Client TIME REPORT FOR BILLING

Chris Sinclair	Review sealed report, tel BLH, make edits, tel MV, final review 8th report, instructions PF re: finalizing, consider revised number for shortened DIP request, conf call GP/BLH/MV to discuss issues with application and possible proposed settlement to secured creditors, review GP affidavit, review GP/JY emails, other emails	12/10/2015	4.17
Chris Sinclair	Continued work re: court application. Review JY response and application. various tels/emails BLH and MV re: strategy. Discuss terms of a settlement proposal to secured creditors. Review various fees and operational expenses and timing to determine settlement terms. Conf. call BLH/MV/GP to discuss. Emails and tel R. Miller to determine IHM position	12/11/2015	3.17
Chris Sinclair	Review First West application response, review JY affidavit #6, review various emails re: application and required information, prepare table of operational improvements for GP, tel BLH and MV update, review suggested new proposal for consent, check figures and respond with edits, other emails	12/14/2015	2.33
Chris Sinclair	Various emails re: court hearing and settlement discussions, numbers, timelines, review draft order, tel BLH, tel MV, follow up discussions, discuss NA status purchaser, other emails	12/15/2015	1.67
Chris Sinclair	Conf call NA/GP/BLH to discuss strategy on buyers and legal and timing issues, follow up discussion NA/GP, emails and tel. R. Miller re: updating information for schedules and Data room, review emails and send RRM documents with a list of needs, tel. BLH/RRM to discuss further information needs of purchasers, discuss NA, review data room and consider requirements, emails L.Hogg, other emails	12/16/2015	3.50
Chris Sinclair	Continued work on deals, emails Lawsons, NA, schedules, tax issues, other	12/17/2015	1.50
Chris Sinclair	Various emails, tax planning re: sale, purchase details, schedules, prepare items before CS vacation, discussion NA and GP, other emails Gowlings, lawsons etc	12/18/2015	2.75
Chris Sinclair	Prepare worksheet for employee severance calculations, emails on same, discussion NA re: APA and SPA status, emails RRM, post info to DR	12/21/2015	1.50
Chris Sinclair	Review schedules in latest SPA and APA, discuss NA, summarize due diligence information available in DR for each buyer, post additional info to DR, various emails RRM re: information, gift certificates, financials, further discussion various aspects of APA with NA, other emails Lawson re: funding	12/22/2015	2.60
Chris Sinclair	Various emails re: agreements, schedules, due diligence info, update numbers for schedules, etc	12/23/2015	1.25

## Client TIME REPORT FOR BILLING

Chris Sinclair	Review and respond to various emails re: purchase agreements, schedules, etc.	12/30/2015	1.50
Gary Powroznik	Numerous emails/tel B L-H re draw down of DIP, increase DIP and admin charge; position of secured creditors on extension of stay and increased DIP/admin charge; status of negotiations with PG and CL; lengthy call with JY re sales prospects, increased DIP; October results and budget; tel MS re update on sales prospects; tel RC; review and edit October IHM report and edit Monitor's overview report; discuss strategy re Court application with B L-H/CS several times; review B L-H materials on extension of stay; review reports required for Court; review legal process with SW; discuss B L-H APA for CL; review and edit comparison of offers	12/1/2015	4.75
Gary Powroznik	Email to SW re deadline, discuss SF; tel RC; discuss B L-H new DIP financing; discuss NA/CS APA for #3 bidder; review Monitor's approach with DF to ensure clarity	12/2/2015	1.00
Gary Powroznik	Emails B L-H, CS re status of JY's potential action and preparation for Court, tel RC re status; review APA for #3 offer; provide LH with terms and then call to confirm conflict; emails JY re DIP and overall admin; lengthy conf. call with BAF, CF, B L-H and others to review #3 APA and overall strategy; review of subsequent draft	12/3/2015	3.75
Gary Powroznik	Emails B L-H, CS re JY's position; tel SW re PG's SPA and ability to meet deadline; tel/email RC re status of funding; review RBC financing statement; email SW re relevance; tel DF re JY's and Monitor's position, dis NA re Pinnacle position and lease and service agreements for suitability for CL; discuss NA comparative table; emails re variations of payouts depending upon which offer accepted; review feedback from AZ re CL's offer; provide services and lease agreement drafts to SW and her client	12/4/2015	3.38
Gary Powroznik	Emails CS re Court hearing on September 14, email to RC re action required to remove subjects to his deal	12/6/2015	0.75
Gary Powroznik	Emails/texts RC re funding status and due diligence issues; review emails B L-H re sales activity, reports for Court, strategy for company in extending stay and getting DIP, collect information for report, review new DIP loan terms; review letter of financial resources for PG offer; discuss SPA with B L-H; email JS, review NA's feedback on Lease and Service Agreement re CL offer for consistency. Emails MV re independent counsel role; email JS re PG SPA business terms; review RM and CS emails/analysis on cash/DIP needs; finalize report to secureds on October operations; develop notes for confidential report	12/7/2015	5.75

## Client TIME REPORT FOR BILLING

Gary Powroznik	Emails/tel RM/RC; numerous emails/tel B L-H re draft application, draft Monitor's reports and status of progress by buyers, DIP requirements; emails/tel RC re remaining due diligence issues and funding prospects, confirmation of willingness to re-sign agreement with RC subject to funds arriving; emails/tel MV re independent counsel role and background and current role; review Oct. 31 working capital to determine adjustment for RC; review 2016 budget and IHM commentary and send to RC; discuss JS SPA for PG; review 2015 y/e financials and fixed asset schedule for Pretty and send to RC; respond to Tim L-G; finalize October operations report to secureds and send review draft 9th report and provide comments to CS; lengthy call with MV to summarize key historical and current key issues; review DIP quote activity; draft Confidential Report for the Court confirming details	12/8/2015	8.25
Gary Powroznik	Drafting Confidential Report; receiving feedback from NA, CS, MV and editing further drafts; review further edits to 8th Report and ensure consistency; review BAF Affidavit and provide feedback; emails RC re status of financing and clearing of other due diligence issues; emails T L-G, B L-H and MV re G-F Advisors/NA role and coordination of sales process	12/9/2015	5.50
Gary Powroznik	Emails/tel MV on protection of BLG under admin charge, strategy to negotiate with secureds, Monitor's confidential report, JY and GPs affidavits, background on CCAA activities, swear affidavit; review JY's affidavit and DF application; provide B L-H with emails with JY as evidence of support for process; review document sealing protocol with all parties; conf. call B L-H and MV re strategy with lenders/status of offers; email/tel RC re removal of due diligence condition; status of funding and 3rd party evidence; finalize and sign both Eighth Report and Supplemental Confidential Report	12/10/2015	5.25
Gary Powroznik	Emails RM, RC re due diligence issues; emails/tel RC re update on status of funding and potential 3rd party evidence; emails/tel MV and B L-H re proposed compromise including timing of stay, milestones and updated cost information; strategy on disallowance to credit union; review estimated professional cost to date and to March 31, 2016; review recent correspondence and latest APA with CL; review latest correspondence with JS for PG and speak with SW re logistics and key issues; discuss NA strategy; review Lawson's reply to JY's application and Envision's response; emails re attempts by MV to obtain settlement	12/11/2015	3.50

## Client TIME REPORT FOR BILLING

Gary Powroznik	Review latest draft APA from CL's lawyer and provide commentary to B L-H and DA and NA; two specific key issues need to be addressed; review emails MV and B L-H; lengthy call B L-H	12/12/2015	1.25
Gary Powroznik	Emails B L-H re CL deal; emails MV re Monitor/Company sales process and strategy re secure top offers and complete with full support of secured creditors; provide B L-H detailed response to JY's affidavit; provide MV summary of sales process and results and support from secured creditors until Nov.	12/13/2015	3.38
Gary Powroznik	Provide comments on Farris application; emails/tel RC re status of funding & Court application; emails NA, B L-H, purchaser's lawyer re #3 deal; review JY #6 affidavit and provide comments to B L-H and MV; prepare with CS comparative summary of slow season vs high season EBITDA report for B L-H and MV; contact SW re offer improvement ideas; provide B L-H with a summary of reasons for due diligence by buyers; detailed review by MV of Court proceedings and alternative deal; emails B L-H re potential improvement to two deals and changes re professional fee ranking; discuss CS and review updated emails and fee priority structure; consider G-F position on fee priority; review with MV history of Monitor's role and strategy and change of JY's objective to taking control of assets	12/14/2015	4.38
Gary Powroznik	Emails re CL's offer and status; emails/tel B L-H, MV re strategy in Court and potential compromise; break-fee concept for back-up sale agreements and due diligence; review detailed fee splits to DIP and admin charge and extension Order concept; review JY's proposal; conference call B L-H and MV re draft consent order and compromise with IHM and others; review draft Order and provide feedback; review DIP payout to JY; emails RC re status of funding; review final Order and correspondence; review CCAA case re replacement DIP; develop strategy for dealing with all offers; discuss status of PG deal with SW	12/15/2015	3.75

## Client TIME REPORT FOR BILLING

Gary Powroznik	Emails B L-H, JY, discuss NA; conf. call Jon re issues relating to CL's offer and requirements of Court Order; emails B L-H, JS re PG's offer and requirements of Court Order; conf.call B L-H, NA, CS and GP to review key elements required of all offers and issues of confidentiality; additional compensation and break fee elements; discuss B L-H and CS re other key elements of offers - environmental, artifacts, gift certificates; conf. call BAF, CF re status of all offers and actions by JY; review emails to MZ re offer terms; review CL offer and lawyers comments and provide input to NA and DA; review PG's for consistency to terms negotiated with SW; review dataroom activity; emails, text and tel calls with RC re status and potential timing; discuss RC re use of environmental report	12/16/2015	4.25
Gary Powroznik	Emails MV re JY; meeting with JY re sale process, Court debrief; dis/email B L-H, RC re environmental report; NA re options; emails LH, B L-H and DA re offer from CL; review draft changes and draft v10 agreements and provide feedback; review key areas for CL offer: avoid severance, take over current liabilities and cover costs of contract transfers; tel JS re queries on PG's SPA; several exchanges re changes to CL's APA; arrange agreement B L-H and RC re access to his environmental report	12/17/2015	4.25
Gary Powroznik	Emails re JY's DIP interest rate; emails JS re PG's offer; review draft SPA (PG) and hold lengthy discussion with B L-H and LH; email re effect of tax on BA re changes to SPA; various emails B L-H re PG's offer, tel/email B L-H/CS re income tax considerations; review updated employee list and material contracts list; emails/tel M. Bennett; review draft service agreement	12/18/2015	3.88
Gary Powroznik	Review latest CL offer and changes; review potential amendments with B L-H, discuss negotiation strategy with B L-H; discuss CL's offer with NA and latest counter offer; confirm receipt of wire transfer; lengthy discuss B L-H on status of PG's offer; CL's offer and other deadline issues; review technical issues regarding employee entitlements	12/21/2015	2.75
Gary Powroznik	Review analysis gift certificates; emails and tel RC re status of funding/deadlines; emails re payout of DIP loan; professional fees; emails MV re deadline for acceptance; disc SW re status of PG's offer and acceptance process	12/22/2015	2.25

## Client TIME REPORT FOR BILLING

Gary Powroznik	Emails/tel RC re status of funding and logistics to obtain acceptance, actually providing condition free SPA that meets terms of Court Order; review Monitor's Certificate; review gift certificate analysis and consider whether write-down required; review latest draft of CL APA and encourage legal conference on employee issue; emails MV re status of offers and closing program; emails re CL and PG offers; lengthy reporting call with B L-H; emails re new DIP payouts; tel BAF to summarize options; tel PG's partner to drive to Pretty Estates; several emails related to CL's deal; review JS summary of PG's deal; tel SW re current status; related issues	12/23/2015	3.75
Gary Powroznik	Conf. tel Jack Y and CL and Lawsons re employee termination option and alternatives	12/24/2015	0.50
Gary Powroznik	Email/tel RC; begin reviewing APA for CL	12/28/2015	0.50
Gary Powroznik	Review JS email and latest draft SPA; emails/tel RM, NA re providing supporting information; lengthy conference call with LH and B L-H to identify loose ends on Guo agreement; lengthy emails to JS re assumed liability issue; emails RC; tel BAF re feedback on Guo offer; review fixed asset schedule re JS's request for asset list; tel/email NA re offers from CL and Mr. A	12/29/2015	5.00
Gary Powroznik	Complete review of outstanding issues for PG deal; provide updated financial information to LH and JS for SPA; review specific reports with RM; several emails B L-H, LH and PG's counsel re various draft SPAs and queries; review and edit draft of comparison of offers report; prepare revised schedule 3 for PG offer; meeting with SW re specific issues to improve PG's offer; review update with NA on 3rd potential offer; tel RC re status of his financing; review final drafts of SPA for PG and discuss LH; meeting with PG and SW remaining outstanding legal issues and business terms; resolve food credits, golf discount, access to common facilities; lengthy conf tel B L-H, NA, tel to BAF and CF re overall update and focus for decision early Friday; defer conf call with BAF/CF and separate conf with PG Group	12/30/2015	8.50



## Client TIME REPORT FOR BILLING

Gary Powroznik	Conf. tel CF & BAF, B L-H re evaluate offers, choose and develop strategy with other buyers; several tel calls with SW re PG's offer, adjustment and finalization; review December 30th changes to SPA and new change; meeting PG and SW by tel and BAF to review additional change and confirm final terms; review final SPA changes and confirm acceptance by PG; review PG offer terms with BAF and LH; numerous tel with BAF to confirm SPA terms and to discuss her concerns and process for acceptance; emails/tel DA and B L-H and RP; discuss B L-H re additional equipment in use and finalization of acceptance of preferred deal and back up; prepare certificate for Court, confirm deal reached pursuant to recent Order; emails re signed back up offer and tel NA re Mr. Z interest and offer; emails to update MS and JY on successful negotiations; determine if Mr. Z should be back up; advise MS and JY of offers received and executed; emails HB re providing information to/from BAF	12/31/2015	6.00
Patricia Foster	Proof, edit, format Supplemental Report; proof and edit Eighth Report	12/9/2015	6.00
Patricia Foster	Additional edits to both December reports, pdf; deliver originals to Counsel	12/10/2015	1.00
Susanna Fok	Email SW re deadline on SPA submission	12/2/2015	0.25
Susanna Fok	Meeting with potential buyer PG & SW	12/30/2015	1.00
Susanna Fok	Meeting with PG	12/31/2015	0.33
			<u>160.46</u>

## Client TIME REPORT FOR BILLING

	<b>Description</b>	<b>Transaction Date</b>	<b>Time Spent</b>
Neil Atchison	Review of draft APA, discussion with KC, and updating financial comparison	12/1/2015	2.75
Neil Atchison	Reviewing second draft of APA. Telephone call with Bonita on ""hard"" vs. ""soft"" close. Discussions with KC and GDP about it. Emails with Bonita re. type of close and employee issues in the APA. Conference call with Lawson Lundell re. feedback from KS and me on first draft of APA. Reviewing comments on draft APA	12/2/2015	5.17
Neil Atchison	Review of APA. Drafting and sending covering email to CL's agent attaching the APA. Conference call with BAF, etc. to discuss the draft APA, and obtain her approval to send it to the Purchaser. Reviewing third draft of CL APA. Preparing for and discussing changes to the second draft APA with KC. Call with Lawson Lundell re. these changes	12/3/2015	6.09
Neil Atchison	Updated comparison of offers, and email to Bonita. Phone call to CL's agent for an update on the APA. Email update to Bonita and GDP. Call with P re. its continued interest in Pretty. Review of APA sent to CL, and discussion with KS and Deborah Anderson of Lawson Lundell. Email to P about its continued interest in purchasing Pretty Estates. Email to Deborah Anderson re. updating the lease and service agreements	12/4/2015	5.92
Neil Atchison	Review draft of proposed new DIP financing's effect on comparative analysis. Discussion with GDP on my comments on the Lease Agreement. Email of CA to CL's agent. Feedback to Lawson on the draft Lease and Service Agreements Telephone call from Bonita to review status of APA with CL	12/7/2015	2.66
Neil Atchison	Review of final draft of Lease Agreement, and email to Bonita regarding further revisions to it. Review of latest drafts of Lease and Service Agreements, and email with comments to Lawson Lundell	12/8/2015	1.25
Neil Atchison	Review of and discussion with GDP re. draft of confidential Monitor's Report. Email to CL's agent attaching copies of the Lease and Service Agreements for their review	12/9/2015	1.08
Neil Atchison	Review of revised draft APA, discussion with Lawson about replying to it, and email to CL's agent regarding her changes to the business terms, etc.	12/10/2015	2.50
Neil Atchison	Telephone calls with Bonita and Purchaser's agent re. reducing due diligence period and increasing the First Deposit. Email to Purchaser's agent re. the latest revised APA from his client, and emails to PG's lawyer	12/14/2015	1.66

## Client TIME REPORT FOR BILLING

Neil Atchison	Follow up email to Purchaser's lawyer and agent regarding reducing the due diligence period and increasing the First Deposit.	12/15/2015	0.50
Neil Atchison	Telephone call with Deborah Anderson re. APA Telephone call from S about the status of its offer and what it needs to do to improve it, etc. Email to BLH and GDP about the call. Call to Deborah Anderson re. Revising APA. Conference call with Purchaser's lawyer and agent Email to KS regarding information required from Ralph regarding employee severance, etc.	12/16/2015	3.92
Neil Atchison	Review of latest APA, and email to DA and BLH at Lawson Lundell. Discussion with GDP re. his comments on the CL APA. Email to CL and her advisors re. confirming access to Data Room	12/17/2015	1.59
Neil Atchison	Calls from BLH and AZ. Email reply to Jack Y re. access to Data Room	12/18/2015	0.58
Neil Atchison	Review latest version of APA, and email to BLH and DA with my comments. Email to Andy at S attaching Court Order	12/19/2015	1.00
Neil Atchison	Emails to AZ re. the financial terms of its offer. Call from and email to S. it making an offer. Emails to Lawson Lundell re. APA and access to Data Room	12/21/2015	0.83
Neil Atchison	Dealing with various matters re. APA for CL	12/22/2015	2.25
Neil Atchison	Telephone call to Deborah Anderson, and emails to CS	12/23/2015	1.50
Neil Atchison	Conference call with Gowlings and Lawson re. employee issue, and follow up emails	12/24/2015	1.17
Neil Atchison	Telephone calls and emails with Deborah Anderson, GDP, S and Chris Sinclair	12/29/2015	1.25
Neil Atchison	Various telephone calls and emails with GDP, Lawson and CL's agent to finalize her agreement and select the Preferred Offer and Backup Offer	12/30/2015	5.75
Neil Atchison	Various emails and telephone calls	12/31/2015	0.75
			<u>50.17</u>



Pretty Estates Ltd.  
 14282 Morris Valley Road  
 Harrison Mills, BC  
 V0M 1L0

Attention: Mr. Ralph Miller  
 President, Integrated Hospitality Management Ltd.

**G. Powroznik Group Inc.**  
 780 – 333 Seymour Street  
 Vancouver, British Columbia  
 Canada V6B 5A6  
 Phone: 778.370.0003  
 Fax: 778.370.0043

Date: February 16, 2015  
 Invoice No. 15 563I

**GST REGISTRATION # 84987 3021 RT0001**

**For Professional Services Rendered** as Monitor in the Pretty Estates Ltd. filing under the *Companies' Creditors Arrangement Act* for the period January 1 – 31, 2015 per Letter of Engagement dated October 24, 2014

**FEES**

7,932.25

**DISBURSEMENTS**

Administration fee 21.65 hours

108.25

**TOTAL FEES AND DISBURSEMENTS**

8,040.50

**GST**

402.03

**TOTAL DUE**

8,442.53

Please make cheque payable to G. Powroznik Group Inc.  
 and return one copy of invoice with your payment

## Client TIME REPORT FOR BILLING

Pretty Estates Ltd.

Time Report Summary January 1 to 31, 2015

	Description	Transaction Date	Time Spent
Chris Sinclair	Tel. B. Lewis-Hand to discuss status, consider next report requirements	1/13/2015	0.25
Chris Sinclair	Review funding request, email	1/14/2015	0.15
Chris Sinclair	Brief tel. BLH, email R. Miller	1/20/2015	0.25
Chris Sinclair	Discuss GP, R. Miller status of financials, overall status of operations, reporting requirements	1/22/2015	0.50
Chris Sinclair	Emails R. LaRoche, Shaw re: potential disconnection of service to Resort	1/23/2015	0.15
Chris Sinclair	Review IHM draft operations report for December 2014 and related exhibits/financials, draft Monitor's Second report, emails B. Lewis Hand	1/27/2015	4.17
Chris Sinclair	Refinements to draft report, discuss with B. Lewis-Hand, conf. GP and RM to discuss IHM operations report and other information required by Monitor	1/28/2015	2.00
Gary Powroznik	Review options to find real estate buyer/financier for discussion with B L-H	1/13/2015	1.00
Gary Powroznik	Tel B L-H re restructuring options, real estate issue; emails B L-H, Jim Young	1/14/2015	0.33
Gary Powroznik	Tel R. Miller to discuss operations results, variance and options for restructuring	1/16/2015	0.50
Gary Powroznik	Tel J. Young	1/21/2015	0.17
Gary Powroznik	Discuss RM re operations and RE options; tel B L-H	1/22/2015	0.33
Gary Powroznik	Meeting with C. Faulkner to review status and options for Pretty Estates and how she could help	1/23/2015	2.00
Gary Powroznik	Meeting Jim Young to discuss progress on CCAA, his concerns and information needs and preferences for timely solution	1/26/2015	1.25
Gary Powroznik	Review IHM report and schedules; identify key points for Monitor's report	1/27/2015	1.00
Gary Powroznik	Discuss feedback on IHM's draft report for December with CS and RM; review earlier two reports to show progression	1/28/2015	1.50
Gary Powroznik	Tel. R. Reichelt, RC re restructuring plan; conf. call BAF, CF re objectives of PE and key prospects; review revised IHM report and B L-H comments, revise Monitor's Second Report, finalize and send to Lawson's to file in Court; left message with Mohamed S.	1/30/2015	3.50
Patricia Foster	Conversation with party who has wedding booked in August, advise to contact IHM	1/7/2015	0.10
Patricia Foster	Input edits, finalize Second Report to Court, compile appendices and pdf	1/30/2015	2.50
			<u>21.65</u>



Pretty Estates Ltd.  
14282 Morris Valley Road  
Harrison Mills, BC  
V0M 1L0

Attention: Mr. Ralph Miller  
President, Integrated Hospitality Management Ltd.

G. Powroznik Group Inc.  
780 – 333 Seymour Street  
Vancouver, British Columbia  
Canada V6B 5A6  
Phone: 778.370.0003  
Fax: 778.370.0043

Date: March 3, 2015  
Invoice No. 15 5671

GST REGISTRATION # 84987 3021 RT0001

**For Professional Services Rendered** as Monitor in the Pretty Estates Ltd. filing under the *Companies' Creditors Arrangement Act* for the period February 1 – 28, 2015 per Letter of Engagement dated October 24, 2014

**FEES**

10,622.15

**DISBURSEMENTS**

Administration fee 25.77 hours

128.85

**TOTAL FEES AND DISBURSEMENTS**

10,751.00

**GST**

537.55

**TOTAL DUE**

11,288.55

Please make cheque payable to G. Powroznik Group Inc.  
and return one copy of invoice with your payment

## Client TIME REPORT FOR BILLING

Pretty Estates Ltd.

Time Report Summary February 1 to 28, 2015

	Description	Transaction Date	Time Spent
Chris Sinclair	Review billing, discuss PF, email R. Miller	2/16/2015	0.25
Chris Sinclair	Conference RM, GP to discuss future bookings and golf passes, February estimated results	2/19/2015	0.25
Chris Sinclair	Emails R. Miller, B. Lewis-Hand, briefly discuss IHM report with GP	2/24/2015	0.25
Chris Sinclair	Review IHM draft January ops report, send queries/edits to RM, draft Monitor's third report, tel. B. Lewis-Hand	2/25/2015	3.50
Chris Sinclair	Conf. GP and R. Miller to discuss January ops report and next steps	2/26/2015	0.50
Chris Sinclair	Review draft report, edits, emails BLH, finalize report and appendices for filing	2/27/2015	1.50
Gary Powroznik	Tel Betty Anne Faulkner re key prospects and search for partner; tel US candidate, provide JY and Envision Monitor's report and review with MS of Envision; dis NA need for offering; tel Canadian prospect; emails RM and MS; emails to B L-H re procedural matters	2/2/2015	2.00
Gary Powroznik	Tel JD, Betty-Anne, CF, B L-H re restructuring plan, prospects; Friday conference call	2/3/2015	0.67
Gary Powroznik	Review with NA restructuring plan and steps to find suitable prospect for the company; emails Envision; discuss DF re status	2/4/2015	1.00
Gary Powroznik	Emails CF, RM re refinancing and Envision relationship	2/5/2015	0.17
Gary Powroznik	Conf. call BAF, CF, JD re US prospect; tel BAF, CF re transaction process, outline plan; Review videos sent by BAF	2/6/2015	1.25
Gary Powroznik	Tel JD re US prospect; review file for issues related to restructuring plan; email NA	2/9/2015	1.00
Gary Powroznik	Tel/email with BAF re prospects; email FC	2/16/2015	0.33
Gary Powroznik	Tel/email FC re prospect for restructuring plan; email BAF	2/17/2015	0.50
Gary Powroznik	Review NA BAF's objectives for restructuring plan and needs to discuss the plan with prospects; tel RM re February results and deposit/season pass issues; emails J. Young; emails re insurance	2/19/2015	1.25
Gary Powroznik	Develop marketing assistance role	2/23/2015	0.50
Gary Powroznik	Review RM's operations report and identify issues for CS to follow up; review actual vs. budget results	2/24/2015	1.00
Gary Powroznik	Review key elements of restructuring plan intended by Debtor and assistance needed from the Monitor and real estate advisor role; tel BAF, CF and B L-H re formal process to find key prospective partner by Debtor	2/25/2015	3.00

## Client TIME REPORT FOR BILLING

Gary Powroznik	Review IHM report (final); develop review process for Pretty re consider partners, develop criteria list for potential partners; review, edit and draft Third Report; tel RM/CS re operating prospects, available financing and attributes of the property; discuss NA re real estate options	2/26/2015	3.75
Gary Powroznik	Review and edit Third Report, prepare summary section; tel RC re interest; tel BAF re prime prospects; tel Colin re interest, finalize report; conf. call CF and BAF to review process for identifying potential partner and final restructuring plan elements	2/27/2015	2.00
Patricia Foster	Email Second Report to Court to secured creditors and lawyers	2/2/2015	0.10
Patricia Foster	PDF and scan document for Box folder	2/25/2015	0.25
Patricia Foster	Update edits Third Report	2/27/2015	0.75
			<u>25.77</u>



**G-FORCE GROUP**

Pretty Estates Ltd.  
 14282 Morris Valley Road  
 Harrison Mills, BC  
 V0M 1L0

Attention: Mr. Ralph Miller  
 President, Innegrated Hospitality Management Ltd.

**G. Powroznik Group Inc.**

780 – 333 Seymour Street  
 Vancouver, British Columbia  
 Canada V6B 5A6

Phone: 778.370.0003  
 Fax: 778.370.0043

Date: April 15, 2015

Invoice No. 15 5711

**GST REGISTRATION # 84987 3021 RT0001**

**For Professional Services Rendered** as Monitor in the Pretty Estates Ltd. filing under the *Companies' Creditors Arrangement Act* for the period March 1 – 31, 2015 per Letter of Engagement dated October 24, 2014

**FEES**

Monitor role (34.58 hours)  
 Strategic Partner search (91.09 hours)

14,573.10

32,463.30

47,036.40**DISBURSEMENTS**

Service obtained from Landcor  
 Service charges on 4 title/document searches (LTSA)  
 Administration fee 125.67 hours

61.45

6.00

628.35

695.80**FEES AND DISBURSEMENTS**

47,732.20

**GST**

2,386.61

**DISBURSEMENTS – NON-TAXABLE**

LTSA title/document searches (4)

52.46**TOTAL DUE**50,171.27

Please make cheque payable to G. Powroznik Group Inc.  
 and return one copy of invoice with your payment

## Client TIME REPORT FOR BILLING

**Pretty Estates Ltd. - Monitor**  
**Time Report Summary March 1 to 31, 2015**

		Transaction Date	Time Spent
	<b>Description</b>		
Chris Sinclair	Review billing, email R Miller	3/3/2015	0.33
Chris Sinclair	Review DIP request, compare to cash flow, other emails	3/4/2015	0.20
Chris Sinclair	Emails re: timing of April court hearing and need for accelerated reporting, discuss NA golf course specs for sale summary	3/5/2015	0.25
Chris Sinclair	Emails BLH, review/consider other golf course sales	3/11/2015	0.50
Chris Sinclair	Set up Share File for partnership opportunity, discuss NA, other emails	3/12/2015	0.25
Chris Sinclair	Neil queries, other emails	3/13/2015	0.50
Chris Sinclair	NA queries, emails re: IHM engagement	3/16/2015	0.25
Chris Sinclair	Discuss partnership opportunity with possible prospect	3/20/2015	0.20
Chris Sinclair	Tel. GP/BLH discuss IHM engagement and potential refinancing, other emails	3/24/2015	0.33
Chris Sinclair	Draft fourth report, review IHM ops report for February	3/25/2015	2.17
Chris Sinclair	Continue edits to draft report, tel. R. Miller, tel. ESB re: B. Dodd complaint	3/26/2015	1.50
Chris Sinclair	Edits to draft fourth report, send to GP for review	3/27/2015	0.50
Chris Sinclair	Fourth report: various reviews, edits, finalize	3/31/2015	2.00
Gary Powroznik	Email/tel R. Miller re funding for search for partner for company and priority for successful restructuring plan	3/2/2015	0.50
Gary Powroznik	Emails B L-H, RM; tel B L-H	3/3/2015	0.25
Gary Powroznik	Emails J. Young; dis RC re acquisition	3/4/2015	0.33
Gary Powroznik	Emails JY; tel Colin L. re partner profile and status of progress; review nature of his interest and potential financing; tel BAF re status/approach for finding partner	3/5/2015	1.25
Gary Powroznik	Respond to JY with lengthy email and tel call to review plan for search for prospect; emails Mohamed, B L-H; tel BAF, CF re search plan and specific prospects	3/6/2015	1.50
Gary Powroznik	Emails with JY	3/8/2015	0.33
Gary Powroznik	Call with Mohamed at Envision	3/9/2015	0.58
Gary Powroznik	Emails RM; tel B L-H	3/10/2015	0.34
Gary Powroznik	Emails/tel BAF, Heather re additional real estate information; provide NA background for CIM; tel prospect from Costa Rica; tel BAF re Coldwell Banker agent	3/11/2015	0.75
Gary Powroznik	Meeting C. Little to discuss priorities on restructuring plan and options	3/12/2015	2.00
Gary Powroznik	Draft summary of restructuring plan elements for CIM; email B L-H re IHM LOE amendment	3/16/2015	0.50
Gary Powroznik	Email RM re IHM LOE amendment; Todd Fortin meeting	3/17/2015	1.00
Gary Powroznik	Tel BAF, NA; tel B L-H re refinancing strategy	3/18/2015	0.75

## Client TIME REPORT FOR BILLING

Gary Powroznik	Emails B L-H; CA, April report; tel BAF and CF to receive CIM feedback and discuss protocol with NA and RM; approve release of email blast; tel/email Rob. R and Larry M; email Irene M; lengthy email to Colin L re refinancing	3/19/2015	1.50
Gary Powroznik	Tel RR and LM re financing option at Pretty Estates; discuss NA re receive CA from RR	3/20/2015	1.50
Gary Powroznik	Discuss priorities for refinancing/partner	3/23/2015	0.42
Gary Powroznik	Emails RM, B L-H; tel B L-H re IHM fees; review status of prospect contacts and dis/tel NA and BAF, additional prospects and protocol; tel/email RC, CL, C. Newton	3/24/2015	1.00
Gary Powroznik	Email JY; tel JY to review prospect search; emails RM re additional costs and Family Trust issue; tel RR	3/25/2015	0.40
Gary Powroznik	Conf. call RM re cost control; tel J. Dunne re interest by US partner; prepare cost control summary; Email B L-H and JY re strategy for securing a partner and avoiding fire sale values; email JY re defer appraisal suggestion, vehicle charges	3/26/2015	1.75
Gary Powroznik	Review IHM report for February; emails with JY and B L-H	3/27/2015	1.00
Gary Powroznik	Emails to B L-H; J. Young; review March IHM report	3/28/2015	0.40
Gary Powroznik	Emails B L-H re JY, emails to/from J. Young; reply to B L-H re listing	3/29/2015	1.25
Gary Powroznik	Debrief NA's Saturday visit; review queries on IHM report and request clarification; review draft Monitor's report and edit; prepare for partner search material; tel RC; tel B L-H re prospect strategy for secured creditor	3/30/2015	2.00
Gary Powroznik	Tel. R. Miller re IHM report questions; boutique concept; tel RC; dis. prospect CAs; draft sections of Fourth Monitor's Report on search process for potential partners and company's objectives of Restructuring Plan; edit further drafts of the Report and receive feedback from NA, BAF, B L-H; finalize report and send to secured creditors with covering note	3/31/2015	4.00
Patricia Foster	Provide Third Report to the secured creditors by email	3/2/2015	0.10
Patricia Foster	Email Third Report to C. Little and C. Faulkner	3/5/2015	0.10
Patricia Foster	Obtain documents for GDP for tel conf. and email	3/9/2015	0.10
			<u>34.58</u>

## Client TIME REPORT FOR BILLING

## Pretty Estates Ltd. - Strategic Partner Search

For the period March 1 to 31, 2015 (including four entries from February not previously invoiced)

	Description	Transaction Date	Time Spent
Gary Powroznik	Tel Harrison Hotel manager, Coldwell broker re buyer interest; review draft brochure with NA and disclosure issues	3/6/2015	0.75
Gary Powroznik	Review/edit brochure; circulate brochure for comment; tel BAF re brochure; background on Adestra Hotel Group	3/9/2015	0.67
Gary Powroznik	Tel BAF/NA re feedback on brochure; review CIM disclaimer	3/10/2015	0.33
Gary Powroznik	Email BAF views on value; article Chinese investors; tel Randy; tel Vancouver Sun article	3/11/2015	0.75
Gary Powroznik	Emails re information for CIM; email enquiry re sale; review needed financial information with NA for data room	3/12/2015	1.00
Gary Powroznik	Emails re CIM information; tel two brokers (W. Van) to review search process	3/13/2015	0.50
Gary Powroznik	Review draft CIM, tel BAF re CIM information and realtor contract	3/16/2015	0.50
Gary Powroznik	Email/tel John Alty; review two draft CIM's and send for review to BAF, B L-H, CF; prepare draft CA and send to B L-H for review	3/17/2015	2.00
Gary Powroznik	Emails RM on CIM material	3/18/2015	0.25
Gary Powroznik	Review final changes to CIM and brochure; finalize CA; provide initial list of prospects; approve release of email blast	3/19/2015	1.25
Gary Powroznik	Review prospect list with BAF and agree on priorities; tel ReMax agent re client interest	3/20/2015	1.00
Gary Powroznik	Review emails from agents and prospect list	3/22/2015	0.13
Gary Powroznik	Discuss NA re opening of the Data Room; tel ReMax agent; review final draft of CIM	3/23/2015	0.33
Gary Powroznik	Emails J. Dunne, C. Newton	3/25/2015	0.10
Gary Powroznik	Emails/discuss NA re search process; tel CF re refinancing, prospect search	3/27/2015	0.75
Gary Powroznik	Review prospect search status	3/28/2015	0.10
Gary Powroznik	Brochure to GD at Mosaic; email NA re disclosure	3/29/2015	0.25
Gary Powroznik	Discuss NA re prospects - responses and new prospects	3/30/2015	0.25
Gary Powroznik	Edit CA addendum for RE agents	3/31/2015	1.00
<b>Neil Atchison</b>	<b>Four time entries omitted from February invoice:</b>		
Neil Atchison	Emails to Patricia Foster and GDP requesting information. Revisions for Confidentiality Agreement prepared and emailed to GDP	2/10/2015	0.83
Neil Atchison	Review of Monitor's Reports. Emails to GDP and PF requesting real estate information	2/25/2015	2.17
Neil Atchison	Review and meeting with GDP to discuss draft plan for search for strategic prospects	2/26/2015	0.92

## Client TIME REPORT FOR BILLING

Neil Atchison	Conference call with GDP, and Betty-Anne and Charlotte to discuss and approve the search plan for strategic prospects	2/27/2015	0.83
Neil Atchison	Drafting marketing materials	3/4/2015	0.33
Neil Atchison	Drafting the material for the brochure and CIM	3/5/2015	2.08
Neil Atchison	Tel Betty Anne Faulkner regarding her giving me a contact so that I could obtain photographs of the resort. Drafting marketing brochure. Drafting CIM	3/6/2015	1.41
Neil Atchison	Finalizing draft for email brochure. Email to GDP regarding feedback on proposed email brochure	3/9/2015	1.83
Neil Atchison	Revising Marketing Brochure with feedback from Company, and drafting CIM	3/10/2015	7.58
Neil Atchison	Drafting CIM, and emails to GDP and PF requesting additional information	3/11/2015	6.33
Neil Atchison	Preparing request for various information. Reviewing legal plans. Reviewing and preparing materials for the CIM and data room. Email to Ralph Miller requesting information	3/12/2015	3.84
Neil Atchison	Preparing financial information for the CIM, and updating the CIM for input from Ralph Miller	3/13/2015	5.67
Neil Atchison	Finalizing brochure, and updating CIM. Telephone call with David Bennett of Fraser Valley Regional District regarding the status of the rezoning and subdivision applications from the company. Reviewing and emails on financial information provided by Ralph Miller	3/16/2015	7.75
Neil Atchison	Completing draft of CIM. Email to GDP regarding status of CIM	3/17/2015	6.75
Neil Atchison	Emails to Betty Anne Faulkner and Bonita regarding the teaser brochure, and email to Betty Anne Faulkner regarding information from Ralph Miller. Email to Patricia Foster requesting her to prepare a new document for maintenance items based on the material sent today by Ralph Miller	3/18/2015	1.25
Neil Atchison	Telephone calls with Betty Anne Faulkner regarding her feedback on the draft CIM. Telephone calls with Fraser Valley Regional District, and Wentworth Bjarnason on the status of the rezoning and subdivision. Prepared template for contact list of potential partners. Meeting with Ralph Miller to review feedback on CIM, and to discuss marketing process	3/19/2015	3.34
Neil Atchison	Telephone calls with Ministry of Transportation and infrastructure regarding the status of the subdivision. Updating the CIM	3/20/2015	2.67
Neil Atchison	Finalizing CIM, and setting up a Data Room	3/23/2015	3.00
Neil Atchison	Contacting parties on the prospect list regarding submitting CAs. Setting up contact protocol, and uploading additional files to the Data Room	3/24/2015	3.17

## Client TIME REPORT FOR BILLING

Neil Atchison	Various telephone calls and emails with prospects. Telephone calls with JD and Ralph Miller, updating prospect list, telephone call with Betty Anne	3/26/2015	2.66
Neil Atchison	Sending to and replying to emails from prospects. Email to Ralph Miller asking him to follow up with Heather regarding having Betty Anne sign a CA and return it to me. Telephone calls and texts to prospects. Emails to Charlotte Faulkner and GDP	3/27/2015	1.84
Neil Atchison	Preparing an agreement with brokers to protect their exclusivity with their respective clients	3/30/2015	1.50
Neil Atchison	Reviewing material for Monitor's Report, contacting a prospect's agent, and drafting Confidentiality Agreement for a prospect's agent and prospect to sign. Dealing with new CA from prospect	3/31/2015	2.08
Patricia Foster	Request Landcor searches; provide results to NA	3/10/2015	0.25
Patricia Foster	Obtain name of contact at FVRD and attempt to obtain info re 2014 property taxes; advise NA	3/11/2015	0.25
Patricia Foster	Obtain four documents from LTSA	3/12/2015	0.25
Patricia Foster	Download, rename and secure documents and upload to Sharefile data room	3/13/2015	0.50
Patricia Foster	Proof further draft of CIM; input edits on CA	3/17/2015	1.58
Patricia Foster	Prepare deferred maintenance listing to be used in CIM; receive call from interested party	3/18/2015	0.25
Patricia Foster	Populate spreadsheet of interested parties; call certain parties to obtain contact information; finalize and pdf CA	3/19/2015	0.75
Patricia Foster	Receive calls from interested parties; update contact sheet; process two CAs	3/20/2015	0.50
Patricia Foster	Proofs edits in updated CIM; format room rate schedule; grant 6 parties access to data room	3/23/2015	1.02
Patricia Foster	Proof and input edits on multiple version of Monitor's Fourth Report; compile appendices into pdf	3/31/2015	4.00
			<u>91.09</u>

**G-FORCE GROUP**

Pretty Estates Ltd.  
 14282 Morris Valley Road  
 Harrison Mills, BC  
 V0M 1L0

Attention: Mr. Ralph Miller  
 President, Innegrated Hospitality Management Ltd.

G. Powroznik Group Inc.  
 780 – 333 Seymour Street  
 Vancouver, British Columbia  
 Canada V6B 5A6  
 Phone: 778.370.0003  
 Fax: 778.370.0043

Date: May 8, 2015  
 Invoice No. 15 5971

GST REGISTRATION # 84987 3021 RT0001

**For Professional Services Rendered** as Monitor in the Pretty Estates Ltd. filing under the *Companies' Creditors Arrangement Act* for the period April 1 – 30, 2015 per Letter of Engagement dated October 24, 2014

**FEES**

Monitor role (89.24 hours)  
 Strategic Partner search (48.75 hours)

38,046.35

18,154.30

56,200.65

**DISBURSEMENTS**

Administration fee 137.99 hours

689.95

56,890.60

**FEES AND DISBURSEMENTS**

2,844.53

**GST**

59,735.13

**TOTAL DUE**

Please make cheque payable to G. Powroznik Group Inc.  
 and return one copy of invoice with your payment

## Client TIME REPORT FOR BILLING

## Pretty Estates Ltd. - Monitor

## Time Report Summary April 1 to 30, 2015

	Description	Transaction Date	Time Spent
Chris Sinclair	Emails re: timing court, DIP funding	4/2/2015	0.25
Chris Sinclair	Discuss costs, need for updated budget with GP, various emails R. Miller/B. Lewis-Hand on updating professional costs, review G-F time and consider impact on budget	4/8/2015	1.33
Chris Sinclair	Review B. Lewis-Hand email re: cost estimates, discussion R. Miller re: updated budget figures	4/14/2015	0.25
Chris Sinclair	Tel. B. Lewis-Hand update, discuss cost estimates with GP and review March billing, draft email to R. Miller to summarize cost estimates	4/15/2015	1.00
Chris Sinclair	Prepare costs schedule, review with GP, edits, send to R. Miller, send March billing to R. Miller, review DIP request	4/16/2015	1.00
Chris Sinclair	Commence draft of Monitor's fifth report, emails B. Lewis- Hand	4/17/2015	2.20
Chris Sinclair	Review IHM March report, draft portions of Monitor's April Court report, email to GP, other emails R. Miller and B. Lewis-Hand	4/20/2015	2.75
Chris Sinclair	Report work, discuss GP	4/21/2015	0.50
Chris Sinclair	Review new draft of report, make changes, discuss DIP figures w/ R. Miller	4/22/2015	1.00
Chris Sinclair	Continued work to complete report and appendices, emails	4/23/2015	1.17
Chris Sinclair	DR access prospect, emails	4/24/2015	0.15
Chris Sinclair	Update website with report and other Court filings	4/27/2015	0.50
Chris Sinclair	Review emails, request financials from R. Miller	4/29/2015	0.25
Gary Powroznik	Emails JY and B L-H re report and strategy for April Court hearing	4/1/2015	0.33
Gary Powroznik	Tel B L-H re strategy for Court application; email MS re valuation; dis NA EBITDA vs sustainable earnings; tel RC re CA and summary of deal and objectives of BAF	4/2/2015	1.50
Gary Powroznik	Review JY's outstanding emails; review documents required for Court and additional potential prospects	4/3/2015	0.50
Gary Powroznik	Send teaser to BLEC; summarize protocol to manage professional costs and prepare summary of key tasks for G-F, IHM, Lawson's and company for April - send to all participants; email CF and C. Little re options and updated material. Review valuation issues for discussion with IHM, NA; identify key issues for JY; review industry article on golf courses and send email to company re valuation issues for Pretty	4/4/2015	3.50



## Client TIME REPORT FOR BILLING

Gary Powroznik	Arrange Monday conf call RM/NA on several issues re upcoming Court application; provide RM feedback on golf store; review ops reports to draft response to MS and develop key points for April Court application; feedback from CF and B L-H; develop, provide background for priority partner candidate to IHM	4/5/2015	2.00
Gary Powroznik	Conf tel RM, NA re reviewing requirements for April Court hearing; reviewing preliminary March results, cost control/approval protocols, budget of professional costs for increased DIP; reviewing current operational restructuring costs and potential for improvement in earnings and ultimate curtailing; review current role for BAF on operations and potential synergy with new partner; tel CF re options for the company and for BAF's role; finalization of responses for MS's queries on 4th Report and send; prepare for meeting with JY; lengthy meeting to review operating results, search for partner/financing process and results; review options to minimize unnecessary costs; timing for current prospect search and expanded market sale process, development ideas for property and plan to defer Court application until May 31. Review changes to CIM EBITDA schedule and back up	4/6/2015	5.00
Gary Powroznik	Emails JY re appraisal; prepare summary realization plan changes for JY to consider; disc NA/B L-H re appraisal assessment and potential appraisal by JY; organize update on professional costs for DIP increase; dis. CF, BAF search process, suitable partnership terms for BA; review amendments to CIM	4/7/2015	1.25
Gary Powroznik	Emails JY, CS, RM re updated cash flow/DIP requirement to October 2015; disc B L-H, NA strategy re attracting partner and timing of search	4/8/2015	1.33
Gary Powroznik	Provide input to NA re partnership structure ideas; lengthy meeting with BAF, B L-H, CF, NA to review range of outcomes re possible offers and how it would alter BAF and company position under CCAA; review key milestones and options and pricing BAF would consider	4/9/2015	3.25
Gary Powroznik	Emails/tel B L-H re cost control, updating appraisal, April Court application and strategy for JV; email CF re BAF's priorities. Prepare for tel with M. Samman and review key issues for Envision	4/10/2015	2.75
Gary Powroznik	Meeting with RC re investment in PRL; review all aspects of resort, history, ops, and requirements of company's creditors, Court and CCAA, provide sample LOI; emails JY re appraisal, tax returns; BAF, RM; email B L-H re appraisal; emails re EBITDA and tax return information for data room	4/11/2015	3.75

## Client TIME REPORT FOR BILLING

Gary Powroznik	Emails JY, B L-H re Court application and appraisal issues; tel B L-H re Court date options; JY's issues and request to Court for plan to be filed no later than October 15; email Dan S re financing	4/13/2015	1.75
Gary Powroznik	Meeting with ME's client to explain CCAA process and review opportunity; provide guidelines for Restructuring Plan and turnaround work of company and IHM	4/14/2015	2.00
Gary Powroznik	Emails/dis CS existing fees to date for Monitor, search process for investor; legal fees; tel/email JY re Court dates, timing of end to CCAA, financing, submission of appraisal, tel SL re status of opportunity/involvement of owner; review prospect search summary/NA; review article recent golf course sales; review IHM additional billing; meeting ME and associate re how to structure deal/protect fee; tel ME re G-F to coordinate deal/don't approach BAF; text RC re status	4/15/2015	3.33
Gary Powroznik	Provide feedback on NA's affidavit; tel SL; emails/tel JY (2) re balance of CCAA process and strategy to get a deal; tel GT; review cost estimates for monthly and special legal and monitoring costs plus search for investor and possible listing and timing of expenses in relation to anticipated cash flow; IHM billing and inventory re antiques; review G-F costs to April 15 for Monitor and search/sales initiatives; tel B L-H re issues for April Court application to minimize further applications until October while focus on reduced reporting of operations and sales initiatives to secured creditors and determine options for accepting best proposal prior to October 2015; obtain tentative agreement with JY; dis RM meeting with RC	4/16/2015	3.25
Gary Powroznik	Review cash flow and edit notes and identify changes; disc. CS; discuss RM re change in budgeted EBITDA; tel RC re due diligence needs; tel BAF re status of prospects; tel/email ME; finalize cash flow; tel B L-H re specific requests in April application	4/17/2015	2.50
Gary Powroznik	Tel BLec re Pretty; send CA	4/18/2015	0.25
Gary Powroznik	Emails ME enquiries on historical F/S; lengthy email and texts to JY; emails NA/RC re development due diligence; email to Tim/BL-H	4/19/2015	2.25

## Client TIME REPORT FOR BILLING

Gary Powroznik	Review IHM report, tel RM and provide suggested edits; review draft Monitor's report and begin editing; emails with JY re DIP; tel update with M. Samman; tel calls with prospect ME and follow up emails with NA and RM; several emails and tel calls with B L-H re Court application; DIP issues, length of stay; emails NA/RC re Tuesday agenda and conf; review CS DIP analysis with JY and other key issues relating to prospects, value, timing of offers and Court applications; tel ME re potential offer; introduce potential book editor/publisher to CF; provide IHM March report and CS analysis re DIP increase; summary email re calls with secured creditors for B L-H	4/20/2015	4.50
Gary Powroznik	Emails/tel RC re valuation and investment issues; dis NA valuation and property development issues and contact with approval authorities; emails JY re DIP increase and response; prepare highlights for Monitor's 5th Report. Prepare for meeting and hold lengthy meeting with RC/JC and conf. call to review development ideas and framework for highest and best use of property; valuation principles, operating potential. Second meeting with RC/JC re parameters for investment/partnership; options and timing for investment; lenders' positions; email/tel JY re results of call with MS and options to deal with at Court date; edit and draft new sections of 5th Report	4/21/2015	7.75
Gary Powroznik	Emails to B L-H re strategy and information for April 28 Court application: JY, MS, RC; email RC re strategy; Court Report; considering positions taken by JY and MS and their lawyers and addressing key issues in the Report; tel/emails JY and B L-H re Fifth Report and status of prospects; review petition and provide feedback to B L-H; review additional draft report; lengthy review of Report with B L-H; tel RC and agent re offshore investor re investment opportunity; emails GK; briefly review initial thoughts from ME; email prospect status to NA; redraft certain sections of Report based upon feedback from B L-H, prospect calls, tel JY	4/22/2015	6.00
Gary Powroznik	Review new draft of Report with B L-H, make further adjustments, receive indications of info from MZ, GK; dis response to ME with NA; summarize latest serious interest for B L-H and secured creditor with draft email; finalize Fifth Report, review NA affidavit; emails/tel JY and update on prospects; dis CS re estimate CCAA costs and prior charges for ultimate payouts for secured creditors; CAs for GK group; email MZ, review NA's response to ME/PB; review affidavits filed in Court and Notice of Application; prepare work plan for managing multiple offers	4/23/2015	5.25

## Client TIME REPORT FOR BILLING

Gary Powroznik	Tel rep MZ and updated position via email; email summary of prospects' expressions of interest for secured creditors and send after feedback from Lawson; emails/tel GK; emails JY, tel Randy re prospect visit	4/24/2015	2.25
Gary Powroznik	Emails RC; CN re opportunity	4/26/2015	0.50
Gary Powroznik	Lengthy/tel RC, tel/emails GK re offers/due diligence issues; tel BAF re status of prospects' interest and process to maintain confidence and obtain comparability of offers; emails/tel B L-H re affidavit; Farris response, strategy in Court, new offer amounts; email CN; send update re serious offer to secured creditors; tel CF re status and support for BAF; review and sign affidavit	4/27/2015	3.00
Gary Powroznik	Tel/email B L-H info re Farris submission to Court; results of application and judge's comments; review Order; review with NA all key prospects and strategy, review new CA with broker election; emails T L-G	4/28/2015	2.00
Gary Powroznik	Email update CF and BAF, tel RC; dis NA	4/29/2015	0.33
Patricia Foster	Remove and grant data room access; process two CAs and provide executed CAs to relevant parties	4/6/2015	0.50
Patricia Foster	Receive CA, process; update prospect log	4/8/2015	0.10
Patricia Foster	Process two CAs; grant access to data room	4/9/2015	0.17
Patricia Foster	Return copy of executed CA to two parties; process one CA and grant access to data room	4/20/2015	0.17
Patricia Foster	Format and input edits in draft Monitor's Fifth Report	4/22/2015	0.75
Patricia Foster	Final proof, edit Fifth Report, handle enquiry for access to data room	4/23/2015	2.50
Patricia Foster	Emails/phone calls with interested party re completion of CA	4/24/2015	0.20
Patricia Foster	Return executed copy of CA to interested party	4/28/2015	0.10
Patricia Foster	Review and edit report of professional activity and tie into April billing	4/30/2015	0.33
			<u>89.24</u>

## Client TIME REPORT FOR BILLING

**Pretty Estates Ltd. - Strategic Partner Search**  
**For the period April 1 to 30, 2015**

	Description	Transaction Date	Time Spent
Gary Powroznik	Contact prospects by email/tel re level of interest (Mr. Z, GH, GK, JA, JG, DF)	4/5/2015	1.00
Gary Powroznik	Tel. GK re new prospect, discuss sales protocol with RM	4/6/2015	0.33
Gary Powroznik	Disc NA potential prospects and feedback from brokers	4/7/2015	0.33
Gary Powroznik	Tel JG re key prospect disc pricing/partner request with NA	4/8/2015	0.50
Gary Powroznik	Tel RC re merits of investment in PE, meeting Saturday; review changes to presentation to BAF and discuss with NA; CA from two parties	4/9/2015	1.00
Gary Powroznik	Emails to RC re Saturday meeting	4/10/2015	0.33
Gary Powroznik	Tel GK and SL re investment options, email others	4/13/2015	0.33
Neil Atchison	Emails regarding Confidentiality Agreement from FC, etc.	4/3/2015	0.58
Neil Atchison	Conference call with Ralph Miller and GDP regarding various matters. Left messages with ME and PB regarding taking their clients to the resort without first informing us. Discussions and emails with GDP and Ralph Miller regarding making revisions to EBITDA table in CIM. Telephone call with prospects. Meeting with JY and GDP	4/6/2015	7.42
Neil Atchison	Discussions with GDP regarding Colliers appraisal. Updating financial information for CIM. Telephone call from prospect. Telephone call with Bonita Hand-Lewis regarding cooperation with other brokers. Finalizing update to CIM	4/7/2015	5.00
Neil Atchison	Reading Colliers' report. Drafted proposed term sheet, and discussions with GDP about it	4/8/2015	5.08
Neil Atchison	Preparing discussion paper and meeting with Betty Anne Faulkner. Telephone call with prospects	4/9/2015	7.00
Neil Atchison	Preparing for a meeting with RC and his daughter to discuss them making an offer	4/11/2015	3.92
Neil Atchison	Preparing for the meeting with interested parties. Email and telephone calls to prospect. Telephone call with Lawson regarding information for my affidavit	4/14/2015	4.08
Neil Atchison	Email to prospect and review of prospect list. Email to Lawsons regarding information for my affidavit	4/15/2015	1.25
Neil Atchison	Dealing with emails	4/16/2015	0.25
Neil Atchison	Dealing with emails	4/17/2015	0.08
Neil Atchison	Telephone call with FVRD re. development. Preparation and participation in conference call with RC	4/21/2015	3.00
Neil Atchison	Email to BA re. letters from FVRD and MOTI re. development of the property	4/22/2015	0.50

## Client TIME REPORT FOR BILLING

Neil Atchison	Telephone call with GDP regarding offers from interested parties. Drafting email to interested party with questions regarding the outline of an offer they sent us. Drafting and sending email to interested party's agent with questions/comments in their client's offer	4/23/2015	2.33
Neil Atchison	Discussion with GDP regarding status of interested parties	4/28/2015	0.58
Neil Atchison	Telephone call with interested parties. Reviewing in contacting prospects for Pretty Estates	4/29/2015	1.42
Neil Atchison	Telephone calls and email with interested parties	4/30/2015	1.42
Patricia Foster	Process CA and grant access to data room to three parties	4/1/2015	0.25
Patricia Foster	Email CIM to two parties; process CA and grant access to data room	4/10/2015	0.17
Patricia Foster	Update prospect list	4/13/2015	0.10
Patricia Foster	Process CA, grant access to data room; receive call from interested party querying content in data room	4/17/2015	0.17
Patricia Foster	Review and edit report of professional activity and tie into April billing	4/30/2015	0.33
			<u>48.75</u>

**G-FORCE GROUP**

Pretty Estates Ltd.  
 14282 Morris Valley Road  
 Harrison Mills, BC  
 V0M 1L0

Attention: Mr. Ralph Miller  
 President, Innegrated Hospitality Management Ltd.

**G. Powroznik Group Inc.**  
 780 – 333 Seymour Street  
 Vancouver, British Columbia  
 Canada V6B 5A6  
 Phone: 778.370.0003  
 Fax: 778.370.0043

Date: June 22, 2015  
 Invoice No. 15 6061

**GST REGISTRATION # 84987 3021 RT0001**

**For Professional Services Rendered** as Monitor in the Pretty Estates Ltd. filing under the *Companies' Creditors Arrangement Act* for the period May 1 – 31, 2015 per Letter of Engagement dated October 24, 2014

**FEES**

Monitor role (46.18 hours)  
 Strategic Partner search (58.13 hours)

20,049.95

21,443.10

41,493.05**DISBURSEMENTS**

Meals (two lunch-hour meetings with client/counsel)  
 Administration fee 104.31 hours

87.49

521.55

609.04**FEES AND DISBURSEMENTS**

42,102.09

**GST**

2,105.10

**DISBURSEMENTS – NON-TAXABLE**

Sharefile (Data room) (March-May)

117.18**TOTAL DUE**44,324.37

Please make cheque payable to G. Powroznik Group Inc.  
 and return one copy of invoice with your payment

## Client TIME REPORT FOR BILLING

Pretty Estates Ltd. - Monitor  
Time Report Summary May 1 to 31, 2015

		Transaction Date	Time Spent
Chris Sinclair	Conf. call with NA and a serious prospect to review overall deal structure and prospect's queries, tel. BLH, review DIP funding request, upload documents to data room	5/4/2015	2.00
Chris Sinclair	Emails, discuss status with NA, briefly review an offer	5/12/2015	0.50
Chris Sinclair	Review April billing, emails	5/14/2015	0.25
Chris Sinclair	Review draft IHM April report, emails R. Miller, email NA, draft G-F cover letter for April report	5/21/2015	1.67
Chris Sinclair	Finalize report with cover letter, graphs, discuss GP, send to secured creditors, attend conf. call with secured creditors to update offer status and April operations results. Emails RM, PF re: data room	5/22/2015	1.25
Gary Powroznik	Email RC new expression of interest; emails/tel NA and RC re feedback on RC's informal offer; review GK's client's offer terms and dis NA; review MZ revised offer	5/1/2015	1.75
Gary Powroznik	Emails re RC's offer terms and priorities; need for updates for budget, Capex and other valuation issues; emails re keeping company and secured creditors informed of offers; emails C. Little	5/4/2015	1.25
Gary Powroznik	Emails RC re structuring his offer; emails RM, NA re revised budget and Capex calculations; NA summary of offers	5/5/2015	0.50
Gary Powroznik	Emails to NA re strategy for RC's offer; emails with JY re status of sales process	5/6/2015	0.67
Gary Powroznik	Email NA/CS re priorities	5/7/2015	0.33
Gary Powroznik	Review RC offer/email and tel him for further information; emails re form of offer	5/8/2015	1.00
Gary Powroznik	Emails JY and B L-H re Envision's position on sales process	5/9/2015	0.33
Gary Powroznik	Email NA re comparison analysis; emails CN re California investor interest and logistics for trip/review of opportunity; email update to BAF	5/10/2015	1.00
Gary Powroznik	Emails CN re California prospect; emails re meetings with GK/HG re offer and with BAF re summary of offers; review updated offer from RC; review B L-H position on Envision legal costs recovery and confirm strategy re JY's legal costs; review original and updated offer by HG	5/12/2015	1.67
Gary Powroznik	Emails CF/B L-H re meeting with BAF to review offers; tel RC to discuss offer; tel B L-H re status. Meeting with GK and client re review in detail their offer for Pretty Estates; plan meeting with BAF to review offers	5/13/2015	3.25



## Client TIME REPORT FOR BILLING

Gary Powroznik	Review revised HG LOI and tel GK with feedback; review draft analysis by NA; lengthy meeting with BAF, CF; B L-H to review market activity, indications of interest and three attractive LOIs received; discuss options and process to evaluate offers, improve them and determine prospects' intentions directly; arrange to meet the top two prospects; dis B L-H notice to secured creditors and options for completing transaction with preferred prospect and completing CCAA	5/14/2015	4.75
Gary Powroznik	Send emails re decision process for company on offers; tel RC; tel NA re results of RC meeting; review HG offer comments by B L-H/tel call; RM email re preliminary results for May; emails ME potential offer	5/15/2015	1.50
Gary Powroznik	Tel NA to prepare for call with GK re HG's offer; tel NA to debrief meeting with BAF and HG; email CW re late interest; review preliminary operating results for April	5/16/2015	1.50
Gary Powroznik	Emails CW, prospect; draft update to secured lenders; resp to RP re options to retain fee simple	5/17/2015	1.00
Gary Powroznik	Email GT re Pretty history, archeology issues; agent reference for other golf course sales; review April billing activity summary/edits	5/18/2015	1.25
Gary Powroznik	Emails NA re property due diligence, other prospects; email JY; tel GK and emails re revised offer; review offer terms and clarify several by draft note to NA for follow up; tel NA to discuss	5/19/2015	1.25
Gary Powroznik	Review B L-H feedback on sale status to secured creditors, edit/finalize and release; arrange conf. call MS/JY; review/discuss NA response to GK on offer and feedback on covering email; tel GK to review latest offer; receive final terms and discuss next steps with NA; tel RE re update; email CF re conference for decision on LOIs	5/20/2015	2.50
Gary Powroznik	Conf. call NA/BAF/CF to review top two LOIs and discuss merits of each, choose one and review next steps; tel RC to discuss decision and next steps; review IHM report for April results, discuss with CS; review outstanding requests and emails from IHM and approve additional fees for March and April; tel RM to discuss status of sale process and operating results; review summary of preferred LOI and send to 1st and 2nd mortgagees for Friday's conf. call; edit report to secured creditors for April operating results and NA's graphics	5/21/2015	3.25
Gary Powroznik	Dis CS and NA roles for conf. call with JY and MS; chair conf. call re update on sale process and choice of LOI by BAF; review NA's feedback to B L-H re LOI terms and provide comments; review NA, CS distribution of reports to lawyers and posting to data room; emails T L-G; tel B L-H to respond to email re need for more public sale process	5/22/2015	2.00

## Client TIME REPORT FOR BILLING

Gary Powroznik	Respond to T L-G email re need to expand SISP and comments on other offers stemming from meeting with secured creditors; tel B L-H re same; forward additional material to T L-G and DF that was previously sent to their clients; emails B L-H and RM re additional questions on current offer; emails JY and emails NA to RP re RC, LOI and DC re Harrison	5/25/2015	2.00
Gary Powroznik	Tel B L-H to review queries re RC offer and LOI changes and prepare for Farris conference call; email JY, MS; email RC	5/26/2015	1.25
Gary Powroznik	Tel RC re status of LOI and his funding	5/27/2015	0.25
Gary Powroznik	Emails re defer SISP requirement, review RC's LOI with NA to determine separation of cash consideration and assumed obligations; tel RC to confirm principles; draft summary of financial issues for LOI and review NA's schedule to identify additional issues for LOI; consider issues to confirm on HG deal; review P's offer and discuss with NA	5/28/2015	2.25
Gary Powroznik	Discuss with NA the key terms related to RC's LOI; review clarification required on G's offer; discuss with GK; draft email summarizing clarification needs; review final submission to Lawsons on edits to LOI and discuss NA; review 3rd party FFE list	5/29/2015	1.75
Gary Powroznik	Tel GK, HG re clarification confirmed re post-filing A/P	5/30/2015	0.25
Gary Powroznik	Emails JY; summarize status	5/31/2015	0.17
Patricia Foster	Update prospect log	5/5/2015	0.10
Patricia Foster	Grant access to data room; process CA	5/7/2015	0.25
Patricia Foster	Send copy of executed CA to interested party; grant access	5/11/2015	0.17
Patricia Foster	Reformat CA	5/12/2015	0.25
Patricia Foster	Book meeting; and prepare for Thursday meeting	5/13/2015	0.17
Patricia Foster	Mail accounts payable cheques	5/14/2015	0.10
Patricia Foster	Facilitate international conf call for secured creditor	5/21/2015	0.13
Patricia Foster	Upload and re-categorize documents within data room	5/22/2015	0.50
Patricia Foster	Review and edit report of professional activities in preparation for May invoicing	5/29/2015	0.17
			<u>46.18</u>

## Client TIME REPORT FOR BILLING

**Pretty Estates Ltd. - Strategic Partner Search**  
**For the period May 1 to 31, 2015**

	<b>Description</b>	<b>Transaction Date</b>	<b>Time Spent</b>
Neil Atchison	Reviewing offers from interested parties, and telephone call with GDP regarding them. Email to Ralph Miller regarding preparing projected EBITDA for 2015-16. Review of draft LOI from GK, and email to GDP summarizing the draft and providing my comments	5/1/2015	1.34
Neil Atchison	Drafting and sending an email to RC with feedback on his draft offer	5/2/2015	1.75
Neil Atchison	Telephone call and email to new prospect. Telephone call with GK providing some high-level feedback on his proposed business terms. Conference call with RC with respect to the outline of his offer. Review of emails from Ralph Miller, and discussion with Chris Sinclair regarding accounting and tax matters	5/4/2015	3.58
Neil Atchison	Update on status of offers sent to Bonita Lewis-Hand. Telephone call to Betty Anne Faulkner giving her an update on the status of offers from the interested parties. Emails to Ralph Miller on various information requested by interested parties	5/5/2015	1.49
Neil Atchison	Telephone calls and emails with prospects	5/7/2015	3.08
Neil Atchison	Invitation to Betty Anne and Charlotte to meet to review offers. Reviewing offers. Arranging meeting for tomorrow with GK's client. Review and uploading of document from IHM regarding costs of deferred maintenance and other on-going capital replacement. Emails with GDP dealing with prospects	5/12/2015	2.59
Neil Atchison	Meeting with party to discuss their LOI. Summarizing LOIs	5/13/2015	5.83
Neil Atchison	Meeting with Betty Anne Faulkner to review offers	5/14/2015	6.66
Neil Atchison	Revisions to LOI from HG. Telephone calls and emails from interested parties and prospects. Preparation for and meeting with RC and Betty Anne and Charlotte Faulkner. Preparation for meeting with HG	5/15/2015	6.33
Neil Atchison	Telephone calls with the GDP and GK regarding meeting with GK's client today	5/16/2015	2.83
Neil Atchison	Review of drawings showing archaeological locations, etc. Email to Ralph Miller requesting archaeological report, if available	5/19/2015	1.33
Neil Atchison	Call with GK, and GDP regarding business terms in LOI. Finalizing our understanding of the business terms discussed and agreed to with HG at last Saturday's meeting. Email to GK regarding this understanding. Discussions with GDP. Call from TF re status of offers	5/20/2015	3.33

## Client TIME REPORT FOR BILLING

Neil Atchison	Preparing materials for creditors. Telephone calls and email with Betty Anne in preparation for today's conference call. Conference call with Betty Anne, Charlotte and GDP for her to select a purchaser. Telephone call and email with RC re his offer. Telephone call with Bonita Lewis-Hand re his offer	5/21/2015	3.83
Neil Atchison	Preparation for and conference call with secured creditors regarding the offers. Replying to the email from Bonita about issues to address in redrafting the LOI from RC	5/22/2015	1.67
Neil Atchison	Review and feedback to Lawsons regarding the draft LOI. Telephone call with VDC regarding the offer he is about to submit	5/25/2015	1.16
Neil Atchison	Review of questions from Lawson regarding RC LOI, and discussions and emails with RC and GDP. Review of VDC offer and telephone calls and emails with Betty Anne Faulkner to discuss it. Telephone call with and email to VDC informing them that Betty Anne has not accepted their offer	5/28/2015	7.41
Neil Atchison	Drafting and sending feedback to Lawson regarding their draft LOI. Telephone call with GK to discuss and confirm certain points related to current account balances, etc. and how they are dealt with in their offer. Telephone call with Ralph Miller to discuss the same points	5/29/2015	3.67
Patricia Foster	Review and edit report of professional activities in preparation for May invoicing	5/29/2015	0.25
			<u>58.13</u>

**G-FORCE GROUP**

Pretty Estates Ltd.  
 14282 Morris Valley Road  
 Harrison Mills, BC  
 V0M 1L0

Attention: Mr. Ralph Miller  
 President, Innegrated Hospitality Management Ltd.

**G. Powroznik Group Inc.**  
 780 – 333 Seymour Street  
 Vancouver, British Columbia  
 Canada V6B 5A6  
 Phone: 778.370.0003  
 Fax: 778.370.0043

Date: July 8, 2015  
 Invoice No. 15 6111

**GST REGISTRATION # 84987 3021 RT0001**

**For Professional Services Rendered** as Monitor in the Pretty Estates Ltd. filing under the *Companies' Creditors Arrangement Act* for the period June 1 – 30, 2015 per Letter of Engagement dated October 24, 2014

**FEES**

Monitor role (41.93 hours)  
 Strategic Partner search (12.50 hours)

18,995.85  
 4,625.00  
 23,620.85

**DISBURSEMENTS**

Administration fee 54.43 hours

272.15

**FEES AND DISBURSEMENTS**

23,893.00

**GST**

1,194.65

**TOTAL DUE**

25,087.65

Please make cheque payable to G. Powroznik Group Inc.  
 and return one copy of invoice with your payment

## Client TIME REPORT FOR BILLING

**Pretty Estates Ltd. - Monitor**  
**Time Report Summary June 1 to 30, 2015**

	Description	Transaction Date	Time Spent
Chris Sinclair	Emails with a creditor re: claims process	6/9/2015	0.20
Chris Sinclair	Email R. Miller re: insurance deductible, brief email BLH, discuss GP	6/11/2015	0.25
Chris Sinclair	Review IHM ops report for May, email R. Miller re: minor edits, draft G-F update cover letter to secured creditors, email GP	6/19/2015	1.50
Chris Sinclair	Edits report/cover letter, emails to clarify operating statistics, discuss NA, update data room, finalize report and email	6/23/2015	1.60
Gary Powroznik	Meeting with JY re status; review new draft LOI from Lawson and provide feedback to NA	6/1/2015	1.50
Gary Powroznik	Emails re updated offer from DC; review latest draft LOI with RC and provide feedback to NA; tel B L-H and SW re final comments on LOI and response to FJ's lawyer; emails re insurance review; tel RC re update and LOI	6/2/2015	1.25
Gary Powroznik	Tel/email RC; tel GK and HG re status; tel BAF/CF to review draft LOI	6/3/2015	0.75
Gary Powroznik	Emails B L-H re competing offers; email JY re status; review summary of improved HG offer, emails RC status	6/5/2015	0.75
Gary Powroznik	Emails RM and NA re additional fees; email RC re feedback on his issues; tel B L-H re status	6/8/2015	0.67
Gary Powroznik	Tel RC re outstanding issues on LOI; agree on resolution; email to B L-H, CF and BAF re final changes; tel BAF re conf. call with CF; emails B L-H, JC re need to complete LOI quickly; provide JC with background on other offers, review final HG deal	6/9/2015	1.88
Gary Powroznik	Conf. call CF, BAF and JC re review status and history of LOI and latest changes by RC; review options for dealing with remaining subjective areas; tel RM re insurance review; email JY; tel GK re status	6/10/2015	1.50
Gary Powroznik	Emails re insurance deductible claim; tel insurance review; email re Envision legal fees; tel BAF, emails JC re status of feedback	6/11/2015	0.67
Gary Powroznik	Tel B L-H re JC suggested changes; tel CF re suggested changes and need to finalize LOI ASAP; emails B L-H re LOI changes	6/12/2015	1.33
Gary Powroznik	Emails re finalization of LOI	6/13/2015	0.33
Gary Powroznik	Tel GK and HG re status and rumour of sale; emails/tel CF, BAF re confidentiality leak and steps to rectify and finalize LOI quickly; emails Candace and CW prospect	6/14/2015	1.25

## Client TIME REPORT FOR BILLING

Gary Powroznik	Tel RC re status; review revised LOI from JC and discuss with CF and B L-H; receive final revised LOI and forward to RC for comment, review email re latecomer prospect and email BAF	6/15/2015	1.25
Gary Powroznik	Tel/email RC re status of LOI and changes needed; discuss communication strategy and status of RC's financing	6/16/2015	1.00
Gary Powroznik	Email RC - approve LOI; emails B L-H and JC re finalize LOI; emails BAF and CF re change to LOI; lengthy tel call with BAF re change to LOI; tel B L-H and JC re finalize LOI for signature	6/17/2015	2.00
Gary Powroznik	Review revised LOI and tel JC with changes; receive final LOI and summarize final LOI changes for BAF, CF and counsel; request execution; dis. NA changes to LOI and Schedule B; send Schedule B to BAF and RD; emails/tel RC, BAF re DF attempts to obtain information re sale process; tel/email BAF, JY, RC and accountant and DF to stop unauthorized activity relating to sale process; draft response to HG; discuss next steps RC	6/18/2015	3.00
Gary Powroznik	Emails DF re new prospect; tel BAF; emails JY and B L-H; review IHM May report and dis CS review work plan and report; further email to DF re CCAA vs. receivership and submission of offers; email CF; tel RC and receive signed LOI; request Lawsons to coordinate circulation of signed offer; prepare report for secured creditors and response for HG and her client. Email HG and tel HG and GK re news of preferred bidder by BAF; lengthy tel calls GK and HG	6/19/2015	4.00
Gary Powroznik	Emails BAF, B L-H re HG's reaction, tel BAF; email Candace and CW; emails JY	6/20/2015	1.25
Gary Powroznik	Emails B L-H re JY's claim for legal costs; email/tel BAF re DF emails; review Monitor's report for May operations report; review metrics and note discrepancies with specific activity information and follow up procedures; dis status of LOI with RC and priorities; tel GK (2) re back up offer issues	6/22/2015	2.00
Gary Powroznik	Email B L-H re deferring need for SSIP; clarify operating analysis with RM; send amended Monitor's Report to creditors (combined with IHM report emails re insurance renewal; email from JY and lengthy reply	6/23/2015	2.00
Gary Powroznik	Emails B L-H re status of RC's LOI ; email exchange with JY; email/tel RC; tel GK and HG re formal back up	6/24/2015	1.00
Gary Powroznik	Emails/tel RC re deposit, LOE and competing offer; tel B L-H, JC re purchaser to produce SPA, GP to send out final signed LOI; coordination of final signed LOI and distribute to all key stakeholders; provide brief update to secured creditors and their counsel. Review new offer from HG and request for signed back up status; request confirmation of terms	6/25/2015	2.50

## Client TIME REPORT FOR BILLING

Gary Powroznik	Emails JY; email/tel with BAF and RC re effective date of LOI agreement and start of benchmark times for SPA completion; tel BAF re RC due diligence and request for date clarification; email lawyers to confirm due date for SPA; lengthy call with RC/NA re due diligence issues	6/26/2015	2.00
Gary Powroznik	Review current priorities for potential sale and process to satisfy all stakeholders relating to sale and successful implementation of CCAA; review and organize due diligence and past reporting information for handy reference	6/28/2015	2.00
Gary Powroznik	Tel HG to confirm back-up details and process; email and tel B L-H re document back-up offer; email B L-H re request by Envision's lawyer	6/29/2015	1.00
Gary Powroznik	Tel RM re status of RC bid; provide copy of mailing to lenders and LOI; email to RC re RM's status and trip	6/30/2015	1.25
Patricia Foster	Review and edit report of professional activities in preparation for June invoicing	6/30/2015	0.25
			<u>41.93</u>



## Client TIME REPORT FOR BILLING

**Pretty Estates Ltd. - Strategic Partner Search**  
**For the period June 1 to 30, 2015**

		<b>Transaction Date</b>	<b>Time Spent</b>
Neil Atchison	<b>Description</b> Call from Z's representative asking about the status of his offer. Feedback and email to Lawson on latest draft LOI	6/1/2015	2.84
Neil Atchison	Telephone call and email to Betty Anne Faulkner regarding the revised offer from Z. Email to GDP summarizing this offer. Discussions with GDP and Lawson regarding finalizing the next draft of the LOI. Emails of draft to Betty Anne Faulkner and RC	6/2/2015	4.08
Neil Atchison	Preparation for and conference call with Betty Anne Faulkner and Charlotte Faulkner regarding the draft LOI	6/3/2015	1.50
Neil Atchison	Reviewing latest LOI from RC	6/5/2015	1.25
Neil Atchison	Review of offer from HG, and email to Betty Anne Faulkner	6/10/2015	0.75
Neil Atchison	Telephone call with and email to GDP and finalizing Schedule B	6/18/2015	1.08
Neil Atchison	Telephone call with broker advising that the vendor was no longer accepting offers. Updating the spreadsheet containing operating results for May	6/22/2015	0.42
Neil Atchison	Discussion with GDP and telephone call with Betty Anne regarding the start date for preparing the SPA. Left message with RC regarding the start date	6/26/2015	0.58
			<u>12.50</u>



Pretty Estates Ltd.  
14282 Morris Valley Road  
Harrison Mills, BC  
V0M 1L0

Attention: Mr. Ralph Miller  
President, Integrated Hospitality Management Ltd.

**G. Powroznik Group Inc.**  
780 – 333 Seymour Street  
Vancouver, British Columbia  
Canada V6B 5A6  
Phone: 778.370.0003  
Fax: 778.370.0043

Date: August 12, 2015  
Invoice No. 15 6131

**GST REGISTRATION # 84987 3021 RT0001**

**For Professional Services Rendered** as Monitor in the Pretty Estates Ltd. filing under the *Companies' Creditors Arrangement Act* for the period July 1 – 31, 2015 per Letter of Engagement dated October 24, 2014

**FEES**

Monitor role (78.54 hours)  
Strategic Partner search (29.33 hours)

32,651.05  
10,807.90  
43,458.95

**DISBURSEMENTS**

Administration fee 107.87 hours

539.35

**FEES AND DISBURSEMENTS**

43,998.30

**GST**

2,199.92

**TOTAL DUE**

46,198.22

Please make cheque payable to G. Powroznik Group Inc.  
and return one copy of invoice with your payment

## Client TIME REPORT FOR BILLING

## Pretty Estates Ltd. - Monitor

## Time Report Summary July 1 to 31, 2015

	Description	Transaction Date	Time Spent
Chris Sinclair	Discuss w GP pre-filing gift certificates, possible impact on transaction, email H. Boer	7/7/2015	0.50
Chris Sinclair	Email gift certificate queries to H. Boer, other emails	7/8/2015	0.33
Chris Sinclair	Emails, antiques/insurance issues, query re: rugs, discuss GP	7/13/2015	0.33
Chris Sinclair	Various emails: BAF/CF, H. Boer re: antiques, GP	7/14/2015	0.25
Chris Sinclair	Various emails insurance, personal effects, review BLH email re: next court order and required reporting, respond. Conf. call GP and BLH re: claims process and general dates leading to company's making a plan	7/15/2015	0.83
Chris Sinclair	Commence drafting of Monitor's sixth report to Court	7/16/2015	0.50
Chris Sinclair	Conf. call GP, RM to discuss due diligence priorities and next steps, further drafting of sixth report	7/17/2015	1.00
Chris Sinclair	Review GP edits to IHM report, draft sixth report, email to GP for review	7/19/2015	1.50
Chris Sinclair	Continued work on drafting report, compile and review schedules, emails, review changes/edits	7/20/2015	2.50
Chris Sinclair	Finalize sixth report - various reviews and edits, tel. BLH, GP. Tel GP/RM to discuss SPA timing and due diligence items. Review RM email re: deposits and gift cards. Partial review of draft SPA document	7/21/2015	3.13
Chris Sinclair	Various emails, discuss purchase issues with GP, update website, emails re: changes to order, other emails	7/22/2015	1.25
Chris Sinclair	Review and discuss working capital worksheet with GP, impact on purchaser. Review various emails, tel. R. Miller, review SPA and compare to RM's list of SPA/due diligence outstanding items, create control document for information	7/23/2015	3.75
Chris Sinclair	Complete control document for SPA items, emails RC, email RM	7/24/2015	1.50
Chris Sinclair	Edits to control list for SPA requirements, email RM, update Data Room with sixth report	7/27/2015	0.50
Chris Sinclair	Review various emails R. Miller, email H. Boer re: payables list, update Monitor's website and add Claims process section, organize claims process in preparation for mail out, review H. Boer payable response briefly	7/29/2015	1.90
Chris Sinclair	Various emails, tel. re: creditors, possible creditors, creditor issues. Review Monitor items on SPA checklist, research	7/30/2015	1.40
Gary Powroznik	Discuss back-up offer with HG; increased to \$9 million	7/1/2015	0.25

## Client TIME REPORT FOR BILLING

Gary Powroznik	Review recent emails re BA's possessions, BA's meal arrangements, additional work and related matters; tel GK re revised offer; review with NA revised comparison of terms of top two offers; tel B L-H re back-up offer terms and BA's view; tel BA re new interest and provide internet search results; email RM re coordination of RC's due diligence issues to minimize cost	7/2/2015	2.25
Gary Powroznik	Review and edit comparison of top two offers; tel/email RC re number of lots, number of days to produce draft SPA; due diligence issues; number of days for due diligence; tel/email GK re back-up offer deadline, key deal terms, name of purchaser	7/3/2015	1.75
Gary Powroznik	Emails RM re due diligence matters for RC; review working capital accounts and respond re run-off of pre-filing deposits and gift cards	7/5/2015	1.00
Gary Powroznik	Review/edit NA comparison of offers analysis and email NA; review draft back-up LOE and NA's comments, prepare feedback for B L-H; lengthy email/tel with RC re due diligence issues and avoidance of duplicate or ineffective due diligence; emails to CS and RM re designing program	7/6/2015	2.00
Gary Powroznik	Additional changes to back-up LOI; review working capital estimates to determine need for adjustment on closing; review several drafts of comparative analysis with NA; discuss draft changes with BL-H and JC; revise schedule B and comparative analysis; tel GK re back-up and BAF re comparative analysis, RC request to confirm SPA deadlines and possible meeting with RC on Thursday; email to RC re meeting with BAF	7/7/2015	2.25
Gary Powroznik	Emails/tel RC re deadlines for submission SPA, meeting with BAF and feedback on key issues for her post-closing; review draft summary of issues for discussion RC/BAF and provide feedback; emails JY re status; completion of analysis and comparison of two best offers received for company's shares and refinancing of debt; email BAF and her lawyers; email re gift certificates; review edits of back-up LOI and form with HG; email JC re outstanding issues	7/8/2015	2.15
Gary Powroznik	Emails NA/HG re commission wording; tel RC and meeting with RC and BAF re key issues for BAF for SPA	7/9/2015	1.75
Gary Powroznik	Tour property with BAF; meet Randy and accountant; discuss BAF key outstanding issues re RC deal; tel RC re timing of financing; emails BL-H	7/10/2015	1.50
Gary Powroznik	Meeting GK re current competition, status of LOI; email GK re LOI and process	7/11/2015	0.33
Gary Powroznik	Emails to EP and RM on insurance issues; organize material for remaining priority items and divide duties with NA; tel RC re SPA	7/12/2015	1.50

## Client TIME REPORT FOR BILLING

Gary Powroznik	Several emails on insurance matters: personal items for BAF and CF, timber coverage, fire coverage, risk management, policy for covering insurance costs; tel BAF, B L-H, RC re insurance issues, cost of repairs to 3rd party goods and whether recoverable; review revised offer from Mr. Z; insurance renewal update; tel RT re RC's SPA and tie into payment of authorized amounts due to creditors	7/13/2015	3.00
Gary Powroznik	Several emails on insurance with BAF, RM, CF, EP; BL-H; tel BAF and EP re 3rd party goods and overall insurance renewal, review draft SPA, discuss with NA and tel feedback to RC and RT (MDS); emails to summarize G-F feedback, review changes in new draft; email summarizing split of duties on finalizing SPA and related due diligence and tie into CCAA process	7/14/2015	4.88
Gary Powroznik	Emails/tel B L-H re Monitor's Report and Process Order for CCAA; review timing of milestones on CCAA process for claim's management process and tie into sale closing; several emails B L-H and JY re draw down of DIP; emails RM, CF, HB re insuring antiques; email B L-H, R. Morse for July Court application; dis SPA with NA	7/15/2015	1.75
Gary Powroznik	Emails re JY's position on DIP advance; review NA suggested amendments to SPA and discuss; tel B L-H and email all participants re feedback on draft SPA; email RC, RM and CS re work on SPA to help finalize terms; review analysis of 3rd offer with NA	7/16/2015	1.33
Gary Powroznik	Tel RC re priority due diligence issues; meetings with RM/IHM, protocol re business and legal issue updates; review insurance issues; tel RT re feedback protocol on SPA feedback; tel RM and CS re IHM role on feedback on SPA and priority due diligence issues; email re Court date and Monitor's reporting priorities; provide RC suggested changes to Sch. B	7/17/2015	1.50
Gary Powroznik	Emails NA re 3rd offer; review in detail, make edit notes and email CS with instructions on report; email to CF re costs of due diligence	7/18/2015	1.25
Gary Powroznik	Editing v3 of Sixth Report to Court, discuss with B L-H and CS; provide CS copies of all reports to secured creditors on sale status; review draft Claim Process and provide feedback; detailed review and editing of v4 of Sixth Report to Court and Notice of Application; send edited v4 report to CS for proofing and edited Notice of Application to B L-H	7/20/2015	4.00

## Client TIME REPORT FOR BILLING

Gary Powroznik	Emails/tel B L-H re Process Order and draft report. Review suggested edits to v5 and v6 of Report by B L-H, PF and CS; review final Notice of Application and provide feedback to PF to document; emails with secured lenders' counsel; organize conf. call with lenders and provide supporting information to support the short leave application to Court on July 23/15; ask JY to proactively support Court application and join in meeting with MS of Envision; provide RC with Monitor's Sixth Report and discuss additional time required by RM to provide information to enable SPA to be finalized; conf. call RM and CS re priority and non-priority analysis of MZ offer and report to BAF, CF and B L-H	7/21/2015	4.75
Gary Powroznik	Host conf. call MS, JY re status of offers/sale, June results, claims process and Court application; review comparison of MZ offer to others with NA and confirm recommendation for 2nd best offer as back up; summarize call with secured creditors for lawyers; discuss/confirm various details with B L-H for Thursday Court hearing; review RM's draft emails re due diligence and SPA support and discuss CS and B L-H; tel RC to review expected delay in finalizing APA and financing conditions; review detailed response by RM to APA and develop streamlined response process; review revised Claims Process Order	7/22/2015	2.88
Gary Powroznik	Tel RM re due diligence issues, allocation of duties, timing, balancing operational priorities; review working capital analysis by RM and H. Boer to determine need for adjustments on closing; email RM, CF antiques and information needs for insurance; review results in Court and amendments to Order; email to HG and GK re back-up offer; review and approval additional billings for IHM for June; review revised wording for S 3.1(m) and 5.1(3) of SPA by RM, and provide modifications to company for approval; lengthy email to CF, BAF and B L-H re IHM and overall cost control during due diligence process; tel Brad Zeimer of Vancouver Sun; email to company, BAF, CF to confirm division of duties between B L-H and JC; lengthy emails to company, RC, RM and B L-H re efficient due diligence process and needed additional time for SPA completion	7/23/2015	5.00
Gary Powroznik	Email/tel RC re due diligence; emails CF insurance, legal counsel; review outstanding issues, priorities and assign team responsibilities	7/24/2015	1.00
Gary Powroznik	Review status of Mr. Z offer and due diligence issues with potential buyer	7/26/2015	0.50

## Client TIME REPORT FOR BILLING

Gary Powroznik	Tel J. Camley status of backup LOI and need for conf. with BAF and CF; discuss with JC vendor's covenants; email B L-H re RM's changes to SPA; emails/tel RC re further delay in SPA per his lawyer's email; discuss need to keep to timeline and obtain extension of producing SPA after July 27; email/tel B L-H on extension and request her to draft it; email to BAF/CF re conf. to discuss contingency plan on backup LOE if necessary	7/27/2015	2.50
Gary Powroznik	Conf. tel CF and BAF to review strategy of back-up offer and readiness to sign; review need to amend LOI with RC; advise JC of conf. call and need for signed back-up; review LOI amendment for accuracy; emails Gowling re LOI amendment; review graphs with updated operating results; emails with JY re status of SPA and back-up; review final July 23 Order	7/28/2015	2.00
Gary Powroznik	Receive BAF signed amendment to LOI with RC; emails re insurance	7/29/2015	0.25
Gary Powroznik	Emails re LOI amendment for RC to sign; signed back-up BAF. Tel B L-H to review timing for sale; filing restructuring plan creditors' meeting, specific problem on golf carts; review DIP repayment issue and ability to pay down and cover all restructuring costs; email to JY re deferring draw down and pending pay down of DIP, tel RC re update on due diligence; tel B L-H re concern over 2nd deposit by RC; summarize some option on resolving issue on golf cart leases	7/30/2015	2.50
Patricia Foster	Proof/edit Monitor's Sixth Report, finalize, pdf	7/21/2015	1.25
Patricia Foster	Phone BAF re status of signed back-up offer	7/30/2015	0.05
Patricia Foster	Review and edit report of professional activities in preparation for July invoicing	7/31/2015	0.25
			<u>78.54</u>

## Client TIME REPORT FOR BILLING

**Pretty Estates Ltd. - Strategic Partner Search**  
**For the period July 1 to 31, 2015**

		Transaction Date	Time Spent
	<b>Description</b>		
Neil Atchison	Updating comparison of RC and HG deals	7/2/2015	3.25
Neil Atchison	Review and feedback to GDP regarding the draft LOI from HG	7/6/2015	0.58
Neil Atchison	Call with GDP regarding revisions to the schedule comparing the two offers. Updating Comparison and Schedule B for Li LOI, and emailing them to GDP. Updating comparison of LOIs, and emailing to GDP	7/7/2015	3.00
Neil Atchison	Review of SPA, discussions with GDP, and telephone call with RC re. SPA. Review of offer from Zhang	7/14/2015	4.92
Neil Atchison	Reviewing and commenting on latest draft of SPA. Updating schedule allocating the proceeds from the sale	7/15/2015	4.16
Neil Atchison	Discussion with GDP about the Zhang offer, and restating the allocation of the proceeds and related new definitions. Preparing email to send to DC re. latest Zhang offer. Finalizing restatement of sale proceeds and email to GDP attaching it. Review and summary of Zhang offer; sent to GDP for review	7/16/2015	4.00
Neil Atchison	Email with restated allocation of sale proceeds sent to Purchaser's lawyer	7/17/2015	2.25
Neil Atchison	Call from Betty Anne re. various matters, and discussion with GDP. Telephone call to DC regarding the status of his reply to my email from last Friday regarding the revised offer	7/20/2015	1.09
Neil Atchison	Finalizing comparison of the three offers, sending an email with the results to GDP, and telephone conversation with him about it	7/21/2015	3.33
Neil Atchison	Meeting with GDP, updating the comparison of offers, various related emails	7/22/2015	2.00
Neil Atchison	Discussion with GDP, and email to BAF's lawyer re. Status of signing backup offer	7/24/2015	0.25
Neil Atchison	Preparing and emailing graphics of EBITDA as at the end of June 2015	7/27/2015	0.33
Patricia Foster	Review and edit report of professional activities in preparation for July invoicing	7/31/2015	0.17
			<u>29.33</u>





Pretty Estates Ltd.  
14282 Morris Valley Road  
Harrison Mills, BC  
V0M 1L0

Attention: Mr. Ralph Miller  
President, Innegrated Hospitality Management Ltd.

G. Powroznik Group Inc.  
780 – 333 Seymour Street  
Vancouver, British Columbia  
Canada V6B 5A6  
Phone: 778.370.0003  
Fax: 778.370.0043

Date: September 17, 2015

Invoice No. 15 6151

GST REGISTRATION # 84987 3021 RT0001

**For Professional Services Rendered** as Monitor in the Pretty Estates Ltd. filing under the *Companies' Creditors Arrangement Act* for the period August 1 – 31, 2015 per Letter of Engagement dated October 24, 2014

**FEES**

Monitor role (82.07 hours)  
Strategic Partner search (4.25 hours)

31,087.25

1,572.50

32,659.75

**DISBURSEMENTS**

Postage – claims process package  
Administration fee 86.32 hours

151.20

431.60

582.80

**FEES AND DISBURSEMENTS**

33,242.55

**GST**

1,662.13

**DISBURSEMENTS – NON-TAXABLE**

Sharefile (Data room) (June-August)

116.14

**TOTAL DUE**

35,020.82

Please make cheque payable to G. Powroznik Group Inc.  
and return one copy of invoice with your payment

## Client TIME REPORT FOR BILLING

## Pretty Estates Ltd. - Monitor

## Time Report Summary August 1 to 31, 2015

	Description	Transaction Date	Time Spent
Chris Sinclair	Prep for creditor package and creditor list, emails RC SPA, emails BLH re: creditor issues, other	8/1/2015	1.33
Chris Sinclair	Various emails and document review re: SPA items: emails to RC on various points, emails RM/BLH, review other correspondence	8/4/2015	2.25
Chris Sinclair	Various emails: claims process, creditor list and identifying creditors, SPA checklist items, review several emails	8/5/2015	1.50
Chris Sinclair	Emails creditor issues and mailing of creditor package, employee claim matters	8/6/2015	0.83
Chris Sinclair	Update website claims docs & creditor list, various emails finalizing creditor list, creditor matters	8/7/2015	1.00
Chris Sinclair	Discuss status with GP, emails RM re: Reward Program and impact on sale, various emails RM, Lawson re: SPA and related issues, instruct SPA edits, tel LH/RP re: SPA and status, tel. RC, tel. RP re: his queries	8/11/2015	3.25
Chris Sinclair	Conf. C. Faulkner and GP various matters, tel. RP re: changes to draft SPA, various emails, review financials and material contracts listing, emails RM, RC, discuss status GP, update SPA checklist	8/12/2015	2.50
Chris Sinclair	Various work on draft SPA - changes, updates, acquire additional info, tel Lawsons on changes, emails RC, RM, GP various SPA matters and due diligence materials	8/13/2015	3.67
Chris Sinclair	Insurance financing contract, emails, Gatehouse/ maintenance budget, claims issues, brief tel. BLH	8/17/2015	1.00
Chris Sinclair	Draft report to secured creditors, review IHM report briefly, emails. Review all claims (19) submitted to date, identify differences, scan with lengthy email to H. Boer to request assistance in adjudicating claims and resolving differences, review H. Boer response, other emails	8/18/2015	5.00
Chris Sinclair	Complete secured creditor report, incorporate changes, distribute. Other emails	8/19/2015	1.00
Chris Sinclair	Review new draft SPA from Gowlings, make notes, briefly discuss GP, send to RC	8/20/2015	1.00
Chris Sinclair	Various emails, RC, GP re: due diligence authorizations, review Working Capital summary at Jul 31, email queries to RM	8/21/2015	0.57
Chris Sinclair	Attend meeting with GP, C. Lepine, email summary of meeting, discuss claims with PF	8/24/2015	1.50

## Client TIME REPORT FOR BILLING

Chris Sinclair	Review and log claims submitted for week, review discrepancies, email 2 claims requiring investigation to H. Boer, various emails SPA extension, other	8/25/2015	1.20
Chris Sinclair	Meeting with RC, P. Mogan, R. Tallarico, GP re: reps and warranties and critical path to advancing deal. Review emails R. Miller and respond, other	8/26/2015	1.50
Chris Sinclair	Review and forward Due diligence form, email R. Tallarico, discuss a claim with PF	8/27/2015	0.25
Chris Sinclair	Emails, tel re: claims, SPA extension, C. Lepine agreement, email T. Murphy re: claims process and his client, forward Becker & Co. invoice with cover note	8/28/2015	0.50
Chris Sinclair	Emails re claims matters, email insurance claimant lawyer, BLH, HB	8/31/2015	0.50
Gary Powroznik	Emails RM re insurance, IHM staff	8/2/2015	0.17
Gary Powroznik	Emails CS, B L-H re claims process and which creditors should receive notice to file claims	8/3/2015	1.00
Gary Powroznik	Emails B L-H/tel re creditors required to receive package; laid off employees, gift certificates; confidential emails to BA; summarize Monitor's view on unresolved severance/termination, list of pre-filing creditors; email RM re seasonal layoffs in 2014	8/4/2015	2.25
Gary Powroznik	Tel EP re insurance issues; several emails RM, B L-H, CS, H. Boer re creditors claim package mailing	8/5/2015	0.50
Gary Powroznik	Emails re finalizing mailing claims package to creditors; reviewing final listing and requesting final sign-off from BAF, CF, RM and HB, B L-H; status C. Lepine; confirm content of letter to creditors and sign it	8/6/2015	1.50
Gary Powroznik	Emails and tel B L-H re mailout of creditor claim package; C. Lepine status; email claim package to secured creditors; emails J. Young re back up offer; email JC/tel RC re status of SPA	8/7/2015	0.75
Gary Powroznik	Emails re creditor claims process; email/tel RC and CS re due diligence and SPA amendments; email Joel C	8/8/2015	0.75
Gary Powroznik	Review outstanding emails and update work plan; emails/tel RC on SPA and funding; re-design SPA process and inform JC, B L-H, CS, RM	8/9/2015	2.50

## Client TIME REPORT FOR BILLING

Gary Powroznik	Several detailed emails CS, B L-H, JC, LH, RM, RC re amended due diligence and SPA/finalization process; tel RM re key issues for RC, status of C. Lepine, finalization of accounts, tel B L-H, due diligence, importance of backup, potential need for extension; option re C. Lepine and potential claim; emails AZ and NA re third offer; emails B L-H re CL; confirm approval of IHM special billing for June; provide RC with working capital analysis and comments on gift cards; tel B L-H, LH re legal coordination changes; detailed discussion with RC on due diligence issues and SPA change; detailed emails GP/RC	8/10/2015	3.50
Gary Powroznik	Emails/tel RC re closing cut-off re cash, financing after closing, golf course marshals' points and uses; issues relating to funding source; emails insurance; BA's Gowlings bill, email CS re "Classic Rewards Program"; due diligence/SPA change; emails CS and RC	8/11/2015	2.00
Gary Powroznik	Emails on Classic Rewards Program; review financials for October 31, 2014 and June 30, 2015; review list of material contracts and discuss with CS; immediate steps after sale	8/12/2015	1.50
Gary Powroznik	Several emails/tel B L-H, CF, RM and CS re options to deal with C. Lepine's circumstances; various emails/disc. with CS re due diligence issues and amendments to SPA; review emails on insurance and disc. EP; review SPA and disc CS; emails re status of SPA and need for extension	8/13/2015	2.50
Gary Powroznik	Email on insurance; several emails re status of SPA changes and inputs, Gowling's decision to make major changes; funding of BAF personal expenses; email/tel B L-H, BAF re settlement with C. Lepine, tel RC re status of SPA changes and remaining work and funding; also need for extension for SPA and terms; review second extension of LOI and send for signature; lengthy call with BAF re C. Lepine, status of transaction and back ups	8/14/2015	2.75
Gary Powroznik	Emails re insurance financing and payment of BAF expenses	8/15/2015	0.33

## Client TIME REPORT FOR BILLING

Gary Powroznik	Tel BAF re C. Lepine meeting and contact information; summarize new unsolicited offer and options it creates, to BAF and B L-H, by email. Emails roof repairs, RC (extension) and Pretty family, insurance financing; C. Lepine re holiday pay, settlement and responsibility for GP to contact CL; tel RC then BAF and B L-H re extension date and rationale; tel RC re opportunity; evaluate merits of offshore transaction; circulate amended extension of LOI agreement; emails re company funding BA's transaction expenses; review draft lease and service agreements for BA; review various draft comparison of new MZ offer to other two major ones; consider process to affirm new unsolicited offer and communication to stakeholders; discuss NA	8/17/2015	4.88
Gary Powroznik	Review IHM report for July and draft sections of Monitor's report for secured creditors; discuss with CS and review and edit report; tel B L-H re status of all offers and RC's due diligence, discussion with C. Lepine; strategy with secured creditors; emails RM, NA re RC draft lease and service agreements for BA, prepare GP's detailed comments on same for RC; tel CF re background on golf tournament and former uncle's advisor; receipt and circulation of RC signed 2nd amendment	8/18/2015	4.00
Gary Powroznik	Tel/email to C. Lepine re meeting to discuss status CCAA and his situation; tel RC re SPA, BA's arrangements, emails; advise key stakeholders of meeting with CL; emails J. Camley re SPA	8/19/2015	1.00
Gary Powroznik	Review working capital accounts for July 31 and provide analysis to CS; review modifications to SPA, disc CS and tel RC re practical way to resolve lawyer gaps	8/20/2015	1.00
Gary Powroznik	Emails C. Lepine; tel RM re financing insurance; emails RC re due diligence and tel RC	8/21/2015	0.88
Gary Powroznik	Emails RC and NA re real estate authorities; prepare for meeting with CL and send agenda to CS, B L-H for comment	8/23/2015	1.00
Gary Powroznik	Meeting C. Lepine and partner re employment status and options; provide summary to company stakeholders. Review RC's email and P. Mogan's response and reply and discuss with RC; review email re MZ clarification and comparative analysis	8/24/2015	2.63
Gary Powroznik	Emails RC re SPA and extension; emails/tel CF/BAF and NA re Mr. Z offer and CL situation; tel BAF re CL - took two parcels for trailer park	8/25/2015	1.63

## Client TIME REPORT FOR BILLING

Gary Powroznik	Emails re Extension Agreement; emails re C. Lepine settlement; arranging meeting between lawyers to identify work plan to complete SPA by September 4, 2015; review Extension Agreement. Meeting PM, RC and RT re business risks and legal risks and key outstanding issues of SPA	8/26/2015	2.50
Gary Powroznik	Emails re due diligence and SPA issues	8/27/2015	0.33
Gary Powroznik	Tel BAF re 3rd extension and email to Reilly; emails JC re potential impasse between Vendor and Purchaser; respond to C. Lepine re retirement. Review C. Lepine's settlement agreement and request changes	8/28/2015	1.33
Gary Powroznik	Emails re status C. Lepine settlement, requested changes to settlement agreement; emails re 3rd extension	8/29/2015	1.00
Gary Powroznik	Review next version of Settlement Agreement with C. Lepine and provide feedback; emails B L-H and CF re legal vs business risks and need for 'round table' discussion to resolve issues	8/31/2015	1.50
Patricia Foster	Format/edit creditor mail list in preparation for mail merge	8/5/2015	1.00
Patricia Foster	Emails to/from CS re instructions for Claims Process mail out; amend cover letter package, photocopy package in prep for mail out; prepare labels; oversee mail out	8/6/2015	2.00
Patricia Foster	Prepare list of creditors for CS for posting on website; email certain parties the Aug. 6 mail out package as a courtesy	8/7/2015	0.75
Patricia Foster	Receive claims, email enquiry; respond as necessary; provide creditor claim package by email	8/11/2015	0.25
Patricia Foster	Receive claims; respond to queries	8/12/2015	0.10
Patricia Foster	Receive and acknowledge claims	8/13/2015	0.25
Patricia Foster	Receive claims, re-address two claim packages and add an additional creditor	8/14/2015	0.25
Patricia Foster	Receive claims; query certain claims; return creditor phone call	8/18/2015	0.33
Patricia Foster	Receive creditor call; provide mail out package; receive claims	8/19/2015	0.50
Patricia Foster	Receive claims	8/20/2015	0.10
Patricia Foster	Receive claims	8/24/2015	0.17
Patricia Foster	Receive claims	8/27/2015	0.17
Patricia Foster	Re-address and re-mail creditor package; receive claims	8/31/2015	0.17
			<u>82.07</u>

## Client TIME REPORT FOR BILLING

**Pretty Estates Ltd. - Strategic Partner Search**  
**For the period August 1 to 31, 2015**

		Transaction Date	Time Spent
Neil Atchison	<b>Description</b> Checking and updating summary of comparison of Zhang offer. Providing comments to GDP on RC's notes on the proposed Lease Agreement and Service Agreement	8/18/2015	1.42
Neil Atchison	Finalizing and sending email to Zhang regarding his latest offer	8/19/2015	1.17
Neil Atchison	Summarizing June operating results in graphics. Call to Saliance to confirm that it had received our summary of their latest offer	8/20/2015	0.41
Neil Atchison	Updating comparison of offers. Discussion with GDP, and email to vendor et al to arrange a call to discuss the comparison	8/24/2015	0.75
Neil Atchison	Review of reports in Data Room, uploading several reports to it, and email to Ralph Miller re. any environmental reports that should be added to it. Discussion with GDP re. cancelled meeting with vendor about latest Zhang offer	8/25/2015	0.50

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 4.25

**G-FORCE GROUP**

Pretty Estates Ltd.  
 14282 Morris Valley Road  
 Harrison Mills, BC  
 V0M 1L0

Attention: Mr. Ralph Miller  
 President, Integrated Hospitality Management Ltd.

G. Powroznik Group Inc.  
 780 – 333 Seymour Street  
 Vancouver, British Columbia  
 Canada V6B 5A6  
 Phone: 778.370.0003  
 Fax: 778.370.0043

Date: October 15, 2015  
 Invoice No. 15 6211

**GST REGISTRATION # 84987 3021 RT0001**

**For Professional Services Rendered** as Monitor in the Pretty Estates Ltd. filing under the *Companies' Creditors Arrangement Act* for the period September 1 – 30, 2015 per Letter of Engagement dated October 24, 2014

**FEES**

Monitor role (74.10 hours)  
 Strategic Partner search (1.5 hours)

28,124.60

555.00

28,679.60

**DISBURSEMENTS**

Administration fee 75.60 hours

378.00

29,057.60

**FEES AND DISBURSEMENTS**

1,452.88

**GST**

30,510.48

**TOTAL DUE**

Please make cheque payable to G. Powroznik Group Inc.  
 and return one copy of invoice with your payment



## Pretty Estates Ltd. - Monitor

## Time Report Summary September 1 to 30, 2015

	Description	Transaction Date	Time Spent
Chris Sinclair	Review draft retirement agreement and tel. BLH, email C. Lepine re: draft agreement and his tax planning, review this week's claims, update claims log, email HB with discrepancies and notes, tel BLH update re: reps and warranties, discuss with GP, create summary of ways to address risks and eliminate reps and warranties. Tel DF and emails J. Young re: Young's claim(s). Other emails on claims matters including insurance issue	9/1/2015	3.50
Chris Sinclair	Emails re SPA and reps and warranties issues. Further work and discuss purchaser due diligence risks with GP. Review SPA amendments by JC and BLH. Various emails on claim submission, CL retirement agreement, other matters	9/2/2015	2.00
Chris Sinclair	Continued work on RC deal: tel BLH, discuss reps and warranties, conf. call GP/BLH, conf call GP/RC on SPA, reps and warranties and how the risks can be addressed. Various emails: claims, insurance matter resolved, email J. Camley, C. Lepine agreement, Ministry of Finance claims package, other	9/3/2015	3.17
Chris Sinclair	Various emails re: revised SPA, review and tel. J. Camley to discuss, brief tel BLH re: SPA extension, emails C. Lepine, R. Pollard, review claims and send discrepancies to H. Boer, other emails	9/8/2015	3.00
Chris Sinclair	Review claims, emails HB re: getting additional claims in, review RRM special service bill, other emails. Send two claims of J. Young to Lawson with queries	9/9/2015	1.00
Chris Sinclair	Emails BLH, R. Miller, R. Tallarico, review several claims	9/10/2015	0.75
Chris Sinclair	Emails J. Camley, discuss status of deal with GP, send email re: SPA extension, email R. Miller, review various claims responses from HB, follow up with creditors as required, draft one notice of disallowance, update claims tracking sheet	9/11/2015	1.75
Chris Sinclair	Various emails: SPA status and negotiations, update on RC financing, other	9/14/2015	0.50
Chris Sinclair	Emails SPA, purchaser's status, Lawson re Company's position on a claim's disallowance, timing of IHM August report, other	9/16/2015	0.50
Chris Sinclair	Emails SPA status/environmental, review claim	9/17/2015	0.25
Chris Sinclair	Various claims review, emailing creditors to ask about claims, emails HB, update claims tracker	9/18/2015	1.17

## Client TIME REPORT FOR BILLING

Chris Sinclair	Review various claims, emails to creditors re: revising amounts, update claims tracker, emails HB, emails Lawson re: disallowances and secured creditor claims, emails J. Camley re: SPA, comments and changes, discuss update GP, draft one disallowance notice	9/21/2015	2.57
Chris Sinclair	Emails re: SPA, J. Camley requirement, claims, other. Review IHM August ops report, draft G-F letter report to secured creditors	9/22/2015	1.25
Chris Sinclair	Emails claims, purchaser update, secured creditor positions	9/23/2015	0.25
Chris Sinclair	Tel LH/GP re specific questions and issues in SPA and timing of next draft, various emails, lengthy email to T. Ribeyre re BA proceeds and structure for tax planning, various emails Lawsons re: claims and disallowances, 4 lessor claims, claims of BA and Holdco, emails H. Boer, emails to claimants to follow up discrepancies, other	9/24/2015	3.00
Chris Sinclair	Various emails claims, review one email R. Miller re: Element Financial, emails Lawsons, emails T. Ribeyre re: BA tax planning and sale structure, email Gowlings, tel. R. Miller re: minor claims issues	9/25/2015	1.17
Chris Sinclair	Various matters in claims adjudication: review detailed RRM email re: Prairie Coast claim, email BLH, discuss it with her. Tel BLH to discuss other o/s claim matters and disallowances. Emails R. Pollard re: BA Faulkner and Holdco claims. Update claims tracker. Review Monitors' court report, make edits, discuss with GP. Emails L. Hogg re: SPA status. Other emails	9/28/2015	3.00
Chris Sinclair	Various emails, tel re: outstanding claims and legal disallowance issues. Email 5 lease creditors re: reasons for disallowance in advance of issuing formal notices, tel BLH multiple issues, steps to refine Monitor's court report and file	9/29/2015	2.17
Chris Sinclair	Review results of Court application, emails, various emails and tel. re: disallowances, draft several disallowances, tel BLH, discuss GP, email disallowances, other emails, update claims tracker	9/30/2015	3.00
Gary Powroznik	Conf. call RC then BAF and CF re reps, warranties, due diligence; review amendments to C. Lepine's retirement agreement; tel JY re validity of legal fee claim; draft email to B L-H re same; several emails B L-H and JC re SPA; tel RC re due diligence, funding, SPA, review CS rep/warranty/risk management summary	9/1/2015	2.50
Gary Powroznik	Emails B L-H re SPA and reduction in many reps and warranties. Discuss CS purchaser due diligence risks. Review SPA amendments by JC and B L-H	9/2/2015	1.75

## Client TIME REPORT FOR BILLING

Gary Powroznik	Review final draft SPA from B L-H, dis CS and tie into business risk due diligence; tel RC to review outstanding issues, sample feedback re SPA and need to reach SPA on a practical win/win basis; tel B L-H, and emails, JC re approach to RC's lawyer and timelines of response; emails C. Lepine; tel BAF, B L-H re SPA matters	9/3/2015	3.25
Gary Powroznik	Emails CF, BAF, JC; tel CF and BAF re SPA and closing issues with RC; develop strategy to bring closure to SPA	9/5/2015	1.50
Gary Powroznik	Emails re C. Lepine's retirement settlement; SPA status with Gowlings; status of financing for RC, date for extension for SPA	9/6/2015	0.75
Gary Powroznik	Emails RC re extension of LOI; tel BAF/email JC re status of SPA; emails re executed settlement with C. Lepine and confirm correct copy signed; emails re JY's claim; emails CS re overall disallowances and filing deadline	9/7/2015	2.00
Gary Powroznik	Emails re SPA and extension for LOI; tel RC re financing; review RM additional billing for August	9/8/2015	1.00
Gary Powroznik	Emails RC re meeting with R. Downs; develop CA for meeting, discuss late claims and attempt to get them in by deadline; approve IHM special August billing	9/9/2015	1.25
Gary Powroznik	Tel RC and email re funding details; tel JY re status and strategy with MS; emails MS and JY re status, send reply; review plans/request for redevelopment of trailer park	9/10/2015	1.67
Gary Powroznik	Emails JY; tel/email RC re funding/SPA; email re environmental review	9/11/2015	0.67
Gary Powroznik	Emails CS, B L-H re status of RC's funding and SPA	9/14/2015	0.75
Gary Powroznik	Tel RC re update on financing and legal issues in SPA and environmental report; emails CS, JC	9/15/2015	1.00
Gary Powroznik	Tel JY, draft and send update to secureds; email RC and lawyers for update; send Monitor update to BA and CF, JYs feedback on Monitor update	9/16/2015	2.00
Gary Powroznik	Emails/tel CF re environmental report and strategy; key status issues; email CF/BA and discuss NA suitable process; review stage 1 environmental report	9/17/2015	1.00
Gary Powroznik	Emails re environmental report	9/18/2015	0.25
Gary Powroznik	Emails B L-H, JY/MS, RC x 2 re funding, SPA, extend stay on file plan with the Court; environmental issues	9/20/2015	1.00
Gary Powroznik	Emails RC; review JC's summary of outstanding issues on SPA and discuss CS; update HG re backup offer position; emails JY	9/21/2015	0.75
Gary Powroznik	Review IHM report for August; edit Monitor's report to secured creditors; emails/tel RC re status of funding, timing of SPA; review RM's request for update and clarification for post October period for management services; email B L-H re extending stay	9/22/2015	2.00

## Client TIME REPORT FOR BILLING

Gary Powroznik	Finalize report and send to secured creditors; several emails with JY and MS and calls to MS re consent for extension of stay; tel RC; email Monitor's report to BAF, CF and lawyers for lenders	9/23/2015	1.50
Gary Powroznik	Emails and tel B L-H re status of sale, other buyers, time for completion with another buyer; tel RC re funds and process; tel LH re specific questions and issues in SPA and timing of next draft	9/24/2015	1.67
Gary Powroznik	Emails JY and RC; disc NA need to confirm Mr. Z's interest; email re BAF car expense	9/25/2015	0.50
Gary Powroznik	Emails RC; begin preparing report to Court	9/27/2015	0.75
Gary Powroznik	Contact two other prospects to determine current interest in Pretty; tel/email RC re his SPA and funding; draft Monitor's 7th report; tel B L-H re feedback and strategy to extend stay; draft summary of August IHM report for other two prospects; discuss CS, IHM need to complete budget for next fiscal year, extend contract, find new interim manager; email/tel B L-H re report and feedback and strategy with secureds; finalize report; review Claims Process with CS and remaining claims	9/28/2015	5.00
Gary Powroznik	Emails JY re Court application; tel/emails B L-H and Farris & Co re Pretty application for four-week stay; status of offers; revise report so it would not be sealed	9/29/2015	1.50
Gary Powroznik	Emails B L-H, NA re Court application for extended stay and strategy to obtain firm offer by October 3 email/text RC; review Notice of Disallowances for JY and First West and discuss Company's rationale for disallowing portions of their claim with B L-H; sign and send Notice of Disallowance and explanation emails to JY and MS; tel HG x 2 re status of Ms. Li's offer; emails JY re sale	9/30/2015	2.00
Patricia Foster	Receive claims; request missing information	9/1/2015	0.17
Patricia Foster	Receive claims; deal with returned creditor envelope - obtain email address and send soft copy of claims process	9/4/2015	0.50
Patricia Foster	Review and edit records of professional activity and expenses and tie into monthly billing	9/17/2015	0.50
Patricia Foster	Finalize, pdf and compile the Monitor's August report to secured creditors	9/23/2015	0.25
Patricia Foster	Amend Seventh Report per request of B L-H	9/29/2015	0.50
Patricia Foster	Register mail Disallowance to B. Dodd; scan to pdf and regular mail other Notices of Disallowance	9/30/2015	0.17
			<u>74.10</u>

## Client TIME REPORT FOR BILLING

**Pretty Estates Ltd. - Strategic Partner Search**  
**For the period September 1 to 30, 2015**

		Transaction Date	Time Spent
Neil Atchison	Call to RC re. Stage 2 ESA	9/17/2015	0.33
Neil Atchison	Email to AZ to confirm its interest in buying Pretty Estates' assets	9/27/2015	0.25
Neil Atchison	Call to AZ re. my email re. confirming its interest in buying the assets of Pretty Estates. Email to GDP re. AZ's continued interest in buying the assets	9/28/2015	0.67
Neil Atchison	Emails regarding Court extension	9/30/2015	0.25
			<u>1.50</u>



Pretty Estates Ltd.  
14282 Morris Valley Road  
Harrison Mills, BC  
V0M 1L0

Attention: Mr. Ralph Miller  
President, Integrated Hospitality Management Ltd.

G. Powroznik Group Inc.  
780 – 333 Seymour Street  
Vancouver, British Columbia  
Canada V6B 5A6  
Phone: 778.370.0003  
Fax: 778.370.0043

Date: November 4, 2015  
Invoice No. 15 6221

**GST REGISTRATION # 84987 3021 RT0001**

**For Professional Services Rendered** as Monitor in the Pretty Estates Ltd. filing under the *Companies' Creditors Arrangement Act* for the period October 1 – 31, 2015 per Letter of Engagement dated October 24, 2014

**FEES**

Monitor role (133.28 hours)  
Strategic Partner search (16.65 hours)

55,406.90

6,160.50

61,567.40

**DISBURSEMENTS**

Administration fee 149.93 hours

749.65

**FEES AND DISBURSEMENTS**

62,317.05

**GST**

3,115.85

**DISBURSEMENTS – NON-TAXABLE**

Sharefile (Data room) (September-November)

122.91

**TOTAL DUE**

65,555.81

Please make cheque payable to G. Powroznik Group Inc.  
and return one copy of invoice with your payment

## Client TIME REPORT FOR BILLING

## Pretty Estates Ltd. - Monitor

## Time Report Summary October 1 to 31, 2015

	Description	Transaction Date	Time Spent
Chris Sinclair	Emails follow up items claims/disallowances, update website	10/1/2015	0.50
Chris Sinclair	Various emails disallowances, conf call RM/BLH, obtain order, SPA	10/2/2015	0.33
Chris Sinclair	Discuss purchaser comments on SPA with RC and GP, other emails	10/7/2015	0.50
Chris Sinclair	Emails disallowances, tel Baker Newby re: Prairie Coast disallowance, follow up email to RRM, clarify order re: appeal with BLH	10/9/2015	0.50
Chris Sinclair	Various emails SPA issues and resolution, disallowance, discuss GP	10/13/2015	0.50
Chris Sinclair	Tel GP/BLH re: feedback on list of remaining SPA issues, tel RC, RT and LH re remaining SPA issues and timing of resolution, emails to provide MV information re: process and disallowance appeals, other emails re: disallowances and appeals	10/14/2015	1.75
Chris Sinclair	Review Crest financing summary and consider comparison to other secured loans, tel BLH/GP re merits of new financing and quote, discuss disallowances, emails re: SPA status	10/15/2015	1.00
Chris Sinclair	Review changes draft SPA, emails LH, RT, RRM, tel GP/BLH, other	10/16/2015	1.33
Chris Sinclair	Review loan options and compile interest comparison, multiple tel BLH, finalize document, other emails sending SPA schedule materials and queries to L. Hogg, other emails SPA changes	10/19/2015	1.67
Chris Sinclair	Tel BLH, tel GP re: interest comparisons, emails, review IHM draft September ops report, email RRM	10/20/2015	1.00
Chris Sinclair	Work on draft eighth report to Court, emails, emails/tel GP/BLH re refinancing option and progress with each prospect, court status	10/21/2015	1.75
Chris Sinclair	Various work on SPA/schedules, various emails, multiple tel. BLH, draft report	10/22/2015	3.20
Chris Sinclair	Various emails/tel re: schedules, update Schedule 3 and email to lawyers, multiple tel BLH various matters, discuss GP/NA, emails RRM, finalize ops report and send to secured creditors. Review current SPA, discuss GP, discuss summary of offers sheet with NA	10/23/2015	3.83
Chris Sinclair	Review various emails, SPA issues and schedules, review Schedule 3, send various emails RRM re: info required by IHM	10/25/2015	1.33
Chris Sinclair	Various work SPA and schedule review, email queries RRM, send info to lawyers, discuss GP, update Schedule 3 and comparison of offers document, develop wording re: IHM work on company financials. Further emails re: material contracts list and comparison to leases amount due for Schedule 3, tel GP to discuss and review, email RRM follow up queries	10/26/2015	2.75
Chris Sinclair	Continued work to finalize SPA - various review of spa and schedules, various calls and emails to discuss changes, emails RRM, page turn of document with GP, tel BLH, review PPR search, emails re leases, consider changes to schedule 3, conf. GP/RC	10/27/2015	3.50
Chris Sinclair	Various matters to complete SPA and schedules, tel R. Tallarico, RC, BLH, other emails, inquiries of IHM	10/28/2015	1.50
Chris Sinclair	Review RRM email, brief tel RRM, email re: retirement allowance treatment for SPA, briefly discuss GP other follow up items	10/29/2015	0.50

## Client TIME REPORT FOR BILLING

Gary Powroznik	Emails/tel B L-H re Notices of Disallowances, SPA, RC; tel RC re status of funding and SPA	10/1/2015	0.75
Gary Powroznik	Tel/email LH and JC re status of SPA; tel/email B L-H, CF, BF re comparison of three offers; tel RM re budget for next fiscal year; several emails with R. Morse, B L-H re Disallowance of FWCU claim; review summary of offers by three prospects with NA and call conf. call to discuss with BAF and CF; tel GK re his client's offer	10/2/2015	2.50
Gary Powroznik	Conf. call BAF, CF, NA to review current status of offers and proposed plan to finalize one	10/3/2015	1.00
Gary Powroznik	Emails RM, CS; tel B L-H to review Sat call with BAF/CF re comparison of three offers and strategy to have a firm one by October 30; discuss strategy with NA on two other offers; tel DF/B L-H re legal fee disallowances	10/5/2015	1.25
Gary Powroznik	Tel HG re confirming offer; emails/texts with RC re SPA and funding; review correspondence with RM re First West Disallowance and respond; review JY's responses to Disallowance and respond; review approach with NA on Third Prospect	10/6/2015	2.75
Gary Powroznik	Met with RC re SPA status and status of funding; approve IHM special billing for September; discuss status of Mr. Z offer; dis HG and status of her client's offer	10/7/2015	1.25
Gary Powroznik	Emails/tel B L-H and JY re Disallowance of JY's claim; tel NA, Randy re Mr. Z visit; tel RC re status. Prepare for meeting with HG and client re offer for Pretty; meeting with PG and HG to review details of investment and LOI terms of back up offer	10/8/2015	3.25
Gary Powroznik	Emails RM, BL-H, BF, CF re extension for IHM and need for budget. Email Tim L-G and tel B L-H re appeal by credit union of disallowance; tel MV re independent counsel on disallowance appeal; review remaining concerns on SPA with RC and RT and CS and L-H and develop resolution plan; tel CF and BAF re status of offers; emails PG with requested information; tel agent with new potential offer; details of Thursday tour of Sandpiper	10/9/2015	3.50
Gary Powroznik	Emails IHM extensions 2016 budget; tel BAF and email approving IHM projects; emails./tel RL visit by 2nd prospect; emails with PG, HG re visit; discuss HG status; review emails NA to determine priority issues for key prospects	10/10/2015	1.25
Gary Powroznik	Review of recent emails from all key participants to identify all key outstanding issues to be resolved in October including: disallowance appeals, locking down firm deal with one of 3-4 parties, updating budget for next fiscal year, extension of IHM, further stay required, additional options to end CCAA; emails/tel B L-H and JY re legal fee disallowance; tel DF re appeal of disallowance; email to BAF re disallowances of legal fees of secured creditors, tel PG and lawyer re purchase; finalizing SPA for RC; C. Lepine's trailer park request to BA, text messages with RC	10/12/2015	4.33



## Client TIME REPORT FOR BILLING

Gary Powroznik	Discuss BAF, CS re dealing with outstanding issues on RC SPA; emails re going-concern nature of transaction not insolvency liquidation; tel B L-H, JY re options to end CCAA and complete sale; several texts with RC re status of financing; emails/tel Jeff/HG re 2nd prospect and data room; confirm JY not interested in financing purchase; tel B L-H re disallowance issues; email CF re trailer court	10/13/2015	3.00
Gary Powroznik	Tel B L-H re feedback on RT's list of remaining SPA issues; refinancing options, status of RC and other offers; strategy on disallowance appeals; tel RC, RT and LH re remaining SPA issues and timing of resolution; discuss CS; dis. RM budget process and timing; emails MV re disallowance appeals; emails re hearing date and deadline for filings	10/14/2015	3.50
Gary Powroznik	Tel B L-H re merits of takeout financing and quote; resolving disallowance appeals; dis NA re prospect #3's interest, tel HG and Jeff re prospect #2 queries and interest to pursue deal; emails RC RT, LH re resolution of SPA issues; tel/email RC re status of funding and deposit; tel JY re notice of disallowance and strategy to obtain settlement; set up call with secured creditors; review Sharefile items with Jeff. Provide settlement of claim to RT; tel DF re disallowance settlement	10/15/2015	3.88
Gary Powroznik	Emails RM re request for more detailed labour costs summary, option to purchase equipment; tel RC re finalization of big deposit, SPA and funding; tel BAF and email LH re quick turnaround on SPA; lengthy conference call with MS and JY; tel B L-H re status with buyers, strategy with secured lenders and DIP required for next few months	10/16/2015	2.25
Gary Powroznik	Emails RC re picking up portion of the costs due to his delay in financing	10/17/2015	0.50
Gary Powroznik	Emails/tel RC and B L-H re options to lock down sale to RC or other buyer without incurring significant additional professional fees	10/18/2015	1.50
Gary Powroznik	Tel and emails B L-H re option for Crest to refinance DIP and First West debt; discuss CS analysis need on refinancing and on option for RC to pick up specific professional costs; emails to RT and LH regarding finalization of SPA; emails with B L-H on expectations of Court and Monitor's response/activities; email RT re remaining SPA issues; tel RC re update on financing; various tel calls relating to preceding matters	10/19/2015	3.13
Gary Powroznik	Email/tel RC re payout pre-filing claims and other aspects of SPA changes/content; emails MV re appeals from Disallowances; review proposed refinancing of First West and DIP with CS and B L-H and speak to JY about option and whether he would support it; emails re second prospect visit to site and information requested, emails with B L-H re JY's interest in refinancing and lack of clarity on Disallowance	10/20/2015	3.33

Gary Powroznik	Review IHM report and approve it for final release; discuss CS outline for Monitor's report; emails re timing of new budget. Tel/email RC re funding and SPA finalization process; emails PG re meeting and due diligence questions; tel DF re disallowance and need for 30 day extension on stay and to challenge First West on unnecessary applications; emails/tel B L-H re refinancing option; progress with each prospect and Court hearing date and extended stay; SPA settlement process; JY's position; tel JY re need for extension of stay and to focus on getting deal done; review rezoning subdivision materials with NA for sending to PG; emails/tel LH and RT re SPA meeting; provide summary of SPA delay, need to finalize and call meeting; email re third prospect; discuss NA role of agents, tel BAF re importance of SPA meeting to attend and finalize SPA, two hour meeting with PG group to review details of opportunity and process to submit an offer; objectives of BAF, redevelopment potential; review SPA for PG group; review current SPA with RC for Thursday meeting; numerous related emails/tel	10/21/2015	9.00
Gary Powroznik	Chair all stakeholders meeting re SPA to finally resolve remaining issues; assist in facilitating resolutions on a number of items. Various emails CS/LH re outstanding schedules for SPA; emails/tel PG re clarify legal advisors and profile and new SPA draft availability; tel HG re new prospect's intentions; emails/tel JY, DF and TL re consent order for extending stay; emails/tel B L-H re Court date or option to obtain consent order; lengthy conference call with Tim/Dennis; edit Monitor's report on IHM's September results summary; drafting section of Eighth Report to Court; confirm RC and counsel on SPA progress	10/22/2015	6.50
Gary Powroznik	Tel RC re update on SPA and financing; finalize draft of Monitor's 8th Court Report and tie into issues raised in the 7th Report and recent correspondence/discussions with the secured creditors, the Company and their respective counsel; review SPA Proceeds Schedule with CS to determine required changes; review correspondence/tel BL-H re consent order and sealed report concept. Numerous emails RD, LH, RC re summary of progress and changes and questions relating to SPA; finalize report on IHM results for September and draft 8th Report of Monitor; review status of schedules with CS; review partial SPA & identify changes and errors - communicate to RC; discuss updates needed to Schedule 3, review and send to RC for approval; review emails BL-H, TL-G re consent order	10/23/2015	5.75
Gary Powroznik	Emails new prospect; email HG and GK re new offer; review SPA and supporting information: original LOI, details around paying down BAF note; reconciling Schedule 3 to original offer; emails CS; tel RT re specific charges	10/24/2015	2.50

Gary Powroznik	<p>Numerous emails CS on various outstanding SPA issues; summary status email to all key stakeholders on SPA and remaining issues requiring final decision; review working capital adjustment in relation to Schedule 3 adjusting items; reconcile changes in adjusting items with original basis for RC's offer to determine net effect and discuss with RC; finalize review of SPA and all schedules and email feedback from CS, RM, RC and all lawyers to prepare final list of outstanding issues on SPA for Monitor; review outstanding list with RC and send to lawyers for Vendor and Purchaser. Email RM re new budget and outstanding schedule work; send RC last IHM report; tel/email HG re her client prospect and email GK; emails LH re adj. provisions; review background on prospect #2; email with Prospect #2; review all outstanding emails from Farris affecting SPA, Court application and disallowances</p>	10/25/2015	6.25
Gary Powroznik	<p>Emails RM re IHM input to SPA; review outstanding issues with RT, discuss CS updates to Schedules; emails B Price re new bidder; update JY on Pretty sale; review RM's concerns and summarize corrective wording and confirm with RM his acceptance. Emails LH re lease and other outstanding SPA issues; review Service Agreement and Lease and provide comments/discussion with RC and RT via conf. call; emails/tel PG and discuss NA and SF meeting in Richmond and status of RE due diligence; tel GK (2) re status of Resort and PG's interest; detailed review of lease liability and effect on Schedule 3 and tie into list of contracts; edit Schedule 3 to align with SP definitions; review CS outstanding issues and priorities; review RT's lease issues and discuss with RC' emails to BAF and CF re IHM role/rep. and warranty language and confirming accuracy of IHM and Company management roles; detailed review of Material Contract Schedule. Review next version of Lease &amp; Service Agreement and provide feedback; discuss CS overall review and reconciliation of lease obligations to current liabilities and adj. provisions</p>	10/26/2015	7.88
Gary Powroznik	<p>Emails RT, LH, CS re various SPA and Schedule issues; email RM re pool closure, Element payout of equipment lease; review final Schedule 3; emails B L-H and RT re timing of finalization. Emails/tel RC, RT re additional due diligence issues; email/tel RM re additional issues; tel RC re status of funding; receive updated SPA Services Agreement and Schedules; review and respond to RT emails on leases and other potential adjustment issues</p>	10/27/2015	3.50

## Client TIME REPORT FOR BILLING

Gary Powroznik	Tel RT and review latest draft SPA documents; organize another summit to finalize remaining SPA issues for purchaser and vendor to sign SPA today; review latest drafts of Lease, Service Agreement and SPA and discuss with CF, BAF, RT, RC and LH. Prepare for meeting and attend summit meeting at Gowlings; lengthy meeting with CF, RC, RT, LH, and BAF on the telephone, to review remaining issues on SPA, lease and service agreement; tel/email B L-H re refinancing option and numerous emails and tel calls re next drafts of the SPA, lease and service agreements; discuss balance between purchaser and vendor on legal and non-legal issues; emails T L-G re consent order; review further modifications to the agreement and follow with answers to questions where possible; numerous emails and tel to deal with remaining issues in order to obtain signed agreement today; meeting with DF to sign consent order; emails PG re sample SPA	10/28/2015	8.50
Gary Powroznik	Tel/emails B L-H re signed SPA/Consent Order and draft SPAs to other two buyers; need for higher administration charge; emails RM re IHM review of SPA; review revised work plan responsibilities with CS; emails/tel AZ and PG re draft SPA; review SPA for edits for PG and emails LH; emails on various due diligence matters for RC; texts re financing for RC; emails BAF re reviews of SPA by IHM and HB; discuss C. Lepine's claim and how handled in SPA	10/29/2015	3.00
Gary Powroznik	Tel LH re develop sample SPA for PG, second prospect; edit Schedule 3 of sample SPA and send to PG and advisors; tel PG's advisors; email remaining SPA issues for RC; text/tel RC re financing timing; tel/emails B L-H, CS, RM re need to apply for admin charge increase/increase in DIP; email JY; emails RM re updated budget	10/30/2015	2.50
Gary Powroznik	Emails B L-H re PG	10/31/2015	0.17
Patricia Foster	Grant prospect access to data room	10/9/2015	0.10
Patricia Foster	Grant access to data room.	10/13/2015	0.10
Patricia Foster	Review and edit records of professional activity and expenses and tie into monthly billing	10/15/2015	0.67
Patricia Foster	Proof/edit/format Monitor's Eighth Report to Court	10/23/2015	1.00
Susanna Fok	Prep and go to meeting with investor re offer details, clarifications and expectations	10/7/2015	1.92
Susanna Fok	Tel meeting with investor PG, CL, HG to do translation	10/22/2015	0.75
Susanna Fok	Prep email & tel with investor PG. Translate investor background to English	10/23/2015	1.33
Susanna Fok	Meeting with Investor CL & PG together with NA in Richmond	10/26/2015	1.50
			<u>133.28</u>

## Client TIME REPORT FOR BILLING

**Pretty Estates Ltd. - Strategic Partner Search**  
**For the period October 1 to 31, 2015**

		Transaction Date	Time Spent
Neil Atchison	Telephone calls and emails with GDP regarding setting up the conference call with Betty Anne Faulkner for tomorrow	10/2/2015	0.50
Neil Atchison	Preparation for and conference call with Betty Anne Faulkner and Charlotte Faulkner, and GDP regarding the next steps to negotiate offers with the two other interested parties in case the RC offer collapsed	10/3/2015	1.33
Neil Atchison	Discussion with GDP re next steps, and arranging a meeting with Mr. Z about his offer	10/5/2015	0.50
Neil Atchison	Preparation for meeting with Mr. Z re confirming his offer	10/7/2015	2.00
Neil Atchison	Telephone calls and emails regarding site visit by Mr. Z. Preparing material for meeting with prospect	10/8/2015	0.83
Neil Atchison	Email to AZ regarding Jim Young's second mortgage	10/13/2015	0.25
Neil Atchison	Discussion with GDP you regarding status of offers, and call with possible prospect. Call from prospect	10/15/2015	0.50
Neil Atchison	Email to GDP re. status of rezoning and subdivision applications. Replying to emails from prospects or their brokers	10/21/2015	1.41
Neil Atchison	Updating the purchase price schedule for one of the interested parties	10/22/2015	1.00
Neil Atchison	Telephone call with and email to NG regarding improving the offer from S, and follow up discussion with GDP. Emails to S, and updating offers in a spreadsheet	10/23/2015	4.33
Neil Atchison	Discussions with GDP re. upcoming meeting with interested party, and meeting with them	10/26/2015	4.00
			<u>16.65</u>

**G-FORCE GROUP**

Pretty Estates Ltd.  
 14282 Morris Valley Road  
 Harrison Mills, BC  
 V0M 1L0

Attention: Mr. Ralph Miller  
 President, Innegrated Hospitality Management Ltd.

**G. Powroznik Group Inc.**  
 780 – 333 Seymour Street  
 Vancouver, British Columbia  
 Canada V6B 5A6  
 Phone: 778.370.0003  
 Fax: 778.370.0043

Date: December 8, 2015  
 Invoice No. 15 6321

**GST REGISTRATION # 84987 3021 RT0001**

**For Professional Services Rendered** as Monitor in the Pretty Estates Ltd. filing under the *Companies' Creditors Arrangement Act* for the period November 1 – 30, 2015 per Letter of Engagement dated October 24, 2014

**FEES**

Monitor role (54.77 hours)  
 Strategic Partner search (37.42 hours)

21,964.30

13,845.40

35,809.70

**DISBURSEMENTS**

Administration fee 92.19 hours

460.95

**FEES AND DISBURSEMENTS**

36,270.65

**GST**

1,813.53

**TOTAL DUE**

38,084.18

Please make cheque payable to G. Powroznik Group Inc.  
 and return one copy of invoice with your payment

## Client TIME REPORT FOR BILLING

## Pretty Estates Ltd. - Monitor

## Time Report Summary November 1 to 30, 2015

	Description	Transaction Date	Time Spent
Chris Sinclair	Tel BLH to discuss RM email, increased admin charge, deal status, email GP/BLH on projected fees and DIP, review IHM special services invoice	11/3/2015	0.75
Chris Sinclair	Review IHM special service bill, emails, tel BLH	11/4/2015	0.50
Chris Sinclair	Various emails BLH re: status offers	11/6/2015	0.20
Chris Sinclair	Emails, brief tel BLH re: status	11/9/2015	0.25
Chris Sinclair	Review GP/RRM emails re: costs and budgeting, email RRM queries on prof. costs, emails Gowlings, review/respond to email re: pre-filing adjustments booked to 2015	11/10/2015	0.60
Chris Sinclair	Various emails budgeting, tel BLH	11/12/2015	0.25
Chris Sinclair	Tel. BLH, discuss offers with NA and review comparison sheet, emails GP/RRM	11/13/2015	1.00
Chris Sinclair	Tel BLH re: status, review RRM draft budget for 2015-16, other emails	11/16/2015	0.50
Chris Sinclair	Tel BLH re: status of other prospects, email NA, prepare interest rate summary for GP re: potential bridge financing, provide other info to purchaser	11/17/2015	0.57
Chris Sinclair	Send purchaser information, tel RRM, send RRM cost estimates, email BLH, discuss status update NA re: offers	11/18/2015	0.67
Chris Sinclair	Emails re: offer status, cost estimates, discuss offer with NA, tel a possible wedding guest of Pretty Estates re: insolvency risk	11/19/2015	0.50
Chris Sinclair	Review financial projections, October ops report, discuss NA offers, brief tel BLH	11/23/2015	1.25
Chris Sinclair	Various emails, tel BLH re: status and creditworthiness of prospective buyers, discuss NA correspondence with buyers agent, provide NA additional comments/information	11/25/2015	1.00
Chris Sinclair	Discuss various aspects of purchaser deal with NA, status other offers, email RM, tel BLH	11/26/2015	0.75
Chris Sinclair	Review draft financials , budget, draft a summary of estimated DIP requirement to March 2016, emails BLH, email RM, tel BLH	11/27/2015	1.00
Chris Sinclair	Tel BLH update re status IHM report, budget figures, admin charge increase required, status of prospects, emails RRM various matters	11/30/2015	0.83
Gary Powroznik	Correct Schedule 3 and resend to PG; review 2nd prospect latest offer and adjust/edit sample SPA and send draft to NA and LH for review; email RM	11/1/2015	3.00
Gary Powroznik	Emails AZ; tel HG re PG's interest; text RC; review draft SPA for Mr. Z with NA; emails CS, B L-H re disallowance application for Prairie Coast	11/2/2015	2.00

## Client TIME REPORT FOR BILLING

Gary Powroznik	Review draft SPA for Mr. Z; tel RC for status, review updated cash budget, discuss with CS and send emails to company and IHM on additional analysis for early application for increased DIP and admin charge	11/3/2015	1.00
Gary Powroznik	Emails RM re year end cut-off; outstanding fees and cash flow; lengthy meeting with PG to review history and current concerns; emails RC	11/4/2015	2.50
Gary Powroznik	Emails/discussion of Disallowance hearing; emails B L-H re status of buyers; tel RC re status; review Lease and Services Agreement drafts and send to PG	11/5/2015	0.75
Gary Powroznik	Discuss NA re Mr. Z and request for Lease & Service Agreement; tel RC re status of financing; discuss SF strategy with PG and follow up	11/6/2015	0.40
Gary Powroznik	Emails JY; dis PG's objectives with SF	11/8/2015	0.33
Gary Powroznik	Meeting Susan for PG to review term sheet and questions and due diligence process; discuss planned visit to resort with PG's investment partner and process to discuss key deal issues with BAF	11/9/2015	2.00
Gary Powroznik	Discuss NA new offer from PG; review and discuss NA's draft comparisons with incumbent offer; summarize next steps for PG re resort visit, meet BAF and counter; tel BAF; emails B L-H	11/10/2015	1.25
Gary Powroznik	Emails SF, RL; tel RL and BA re visit by key prospect and feedback	11/11/2015	0.50
Gary Powroznik	Email Coco/Zhang re new offer; tel RL re PG visit; tel B L-H	11/12/2015	0.50
Gary Powroznik	Emails re secured creditors' position on increased admin charge; summarize PG offer and send to BAF, CF, B L-H; tel BAF/CF to review offer and new 4th offer and book Saturday meeting; review NA 4th offer details and potential counter offer; tel SW to review PG offer and visit to resort; tel PG re his financing	11/13/2015	2.13
Gary Powroznik	Review CL's offer, conference call BAF, CF, NA to review PG offer and prepare counter and also determine counter for CL; discuss status of RC's offer and objective of having one complete ASAP; tel calls with RC re back up plan to London funds	11/14/2015	2.00
Gary Powroznik	Tel RC re status and back up option; summarize BAF counter to PG and review with CF and SW; finalize and send; review new offer from Mr. Z; tel B L-H re strategy with offers and begin report to secured creditors; discuss CS re insurance issue and renewal	11/16/2015	2.88
Gary Powroznik	Tel Jim Young; review counter to CL; discuss mechanics of deal with CL. Meeting with RC and financier to review RC deal, valuation of property, composition of creditors, refinancing opportunities and London financing	11/17/2015	2.75



## Client TIME REPORT FOR BILLING

Gary Powroznik	Emails/tel NA re #4 offer and clarification; text message RC and tel S. Rea re financing option; review response to Mr. Z and discuss offer with NA; review comparison sheet	11/18/2015	1.00
Gary Powroznik	Tel B L-H/DF re status of offers; tel RC re status of London financing; tel S. Rea re back up financing	11/19/2015	0.75
Gary Powroznik	Emails/tel S W re counter offer to #2; emails NA, SF re banking information re #4 offer; emails MS and JY re status of offers and setting meeting tie for Nov. 23; tel RC; emails B L-H re admin charge increase and status of offers	11/20/2015	2.00
Gary Powroznik	Tel BAF and CF to review offers and status RC; approve backup; Tel RC, discuss NA status of CC and Mr. Z offers, review updated comparison schedule and send to lenders; conf. call with MS and JY to review status of offers and CCAA; discuss SW counter to PG	11/23/2015	2.33
Gary Powroznik	Tel RC re status of London funding; feedback from NA re offer #4; emails B L-H	11/24/2015	0.67
Gary Powroznik	Emails NA re #4 offer and meetings for Thursday; review latest correspondence from #3	11/25/2015	0.67
Gary Powroznik	Review details of #4 offer, conf. call NA and B L-H to review offer strategy and conf. call with BAF/CF/NA and B L-H re offer status, needed funding and strategy with offerors; tel DF; emails/tel RC	11/26/2015	1.88
Gary Powroznik	Emails NA re offer #4; emails B L-H re status; tel RC re status of London deal; draft and send counter offer to P. Guo; discuss SW	11/27/2015	1.33
Gary Powroznik	Emails re status of offers; SW, PG and SF	11/28/2015	0.10
Gary Powroznik	Review current offers and draft response to JY	11/29/2015	1.00
Gary Powroznik	Tel SW and email re PG's offer terms and need to draft SPA; email/tel RC re funding; emails PG's lawyers re SPA; finalize preparation of response to JY on back-up offers; tel/email B L-H re extension of stay; feedback B L-H/CS re email to JY; emails/tel B L-H re Monitor's summary of offer status; review final term sheet	11/30/2015	2.50
Patricia Foster	Tel enquiry from creditor when payment can be expected	11/2/2015	0.05
Patricia Foster	Review report of professional activity and tie into monthly invoice.	11/4/2015	0.33
Patricia Foster	Replace Schedule 3 in PG SPA	11/30/2015	0.17
Susanna Fok	Tel PG on Pretty to arrange meeting. Meeting with PG & Susan on Pretty	11/4/2015	1.60
Susanna Fok	Meeting with PG's rep SW presenting term sheet	11/9/2015	1.00
Susanna Fok	Tel investor PG, Betty Anne, & Randy to coordinate site visit	11/11/2015	0.33
Susanna Fok	Meeting with investors CL presenting term sheet. Following up tel with PG's rep SW on term sheet details	11/13/2015	1.25
Susanna Fok	Tel/email with PG, SW re term sheet and counter offer	11/16/2015	0.25
Susanna Fok	Tel with SW re counter offer on Pretty	11/20/2015	0.50
Susanna Fok	Tel with SW & Gary P re counter offer on Pretty	11/30/2015	0.45
			<u>54.77</u>

## Client TIME REPORT FOR BILLING

**Pretty Estates Ltd. - Strategic Partner Search**  
**For the period November 1 to 30, 2015**

	<b>Description</b>	<b>Transaction Date</b>	<b>Time Spent</b>
Neil Atchison	Review of draft SPA for Z, and email to GDP with my feedback on it	11/2/2015	0.67
Neil Atchison	Review of example SPA with S, and emails with them	11/3/2015	1.25
Neil Atchison	Summary of Guo Term Sheet and email to GDP. Left message with S re. the status of its offer	11/10/2015	1.58
Neil Atchison	Arranging for meeting with Coco and calls with S	11/12/2015	1.00
Neil Atchison	Preparation for and meeting with Coco and her agent. Summary of Coco's offer. Discussions with GDP and Bonita re. offers. Telephone calls and emails with S re. preparing a LOI	11/13/2015	5.00
Neil Atchison	Conference call with Betty Anne Faulkner, Charlotte Faulkner and GDP regarding offers and discussing counteroffers	11/14/2015	1.50
Neil Atchison	Meeting with RC re. the value of the assets of Pretty Estates for mortgage financing purposes. Email to broker for Coco requesting additional information about her offer. Review of LOIs from S and Coco. Email to Coco's agent with comments on the business terms in her LOI	11/17/2015	6.58
Neil Atchison	Emails to S re. proposed changes to business terms in its LOI. Email to Coco's agent re. our proposed changes	11/19/2015	6.67
Neil Atchison	Updating comparison of offers and emailing it to GDP. Email to Coco's agent re. feedback on her latest offer. Email to Coco's agent confirming receipt of it revised purchase price. Research into RC's offer	11/23/2015	1.50
Neil Atchison	Reviewing revised offer from Coco, summarizing the financial aspects, and emails with Bonita and Gary. Call from Ralph Miller re. broken waterline	11/24/2015	1.58
Neil Atchison	Email to Coco's agent with additional business terms. Telephone calls with and email to Charlotte Faulkner to arrange a conference call with Betty Anne and her. Emails with S re. its counter-proposal. Drafting and sending email to BAF and CF re. latest offer from Coco. Email to Jim Young re. certificates of credit worthiness from Coco	11/25/2015	4.17
Neil Atchison	Emails and calls with Bonita and GDP to prepare for conference call with BAF and Charlotte. Conference call with them re. approving going ahead to prepare legal agreements with Guo and Coco. Telephone call and email to Coco's agent regarding additional business terms	11/26/2015	5.25
Neil Atchison	Emails and telephone calls with Coco's agent, and Bonita Lewis-Hand re. APA	11/27/2015	0.67
			<u>37.42</u>



Pretty Estates Ltd.  
14282 Morris Valley Road  
Harrison Mills, BC  
V0M 1L0

Attention: Mr. Ralph Miller  
President, Integrated Hospitality Management Ltd.

G. Powroznik Group Inc.  
250 – 750 W. Pender Street  
Vancouver, British Columbia  
Canada V6C 2T7  
Phone: 778.370.0003  
Fax: 778.370.0043

Date: February 5, 2016  
Invoice No. 16 6511

**GST REGISTRATION # 84987 3021 RT0001**

**For Professional Services Rendered** as Monitor in the Pretty Estates Ltd. filing under the *Companies' Creditors Arrangement Act* for the period January 1 – 31, 2016 per Letter of Engagement dated October 24, 2014, including assistance in coordinating marketing and sales negotiation activities for the Company

**FEES**

27,588.75

**DISBURSEMENTS**

Legal advice on confidentiality agreements for prospective purchasers  
Administration fee 74.78 hours

941.60

373.90

**FEES AND DISBURSEMENTS**

28,904.25

**GST**

On Fees and Admin charge  
On legal expense

1,398.13

44.00

1,442.13

**DISBURSEMENTS – NON-TAXABLE**

Sharefile (Data Room) (December-February)

128.17

**TOTAL DUE**

30,474.55

Please make cheque payable to G. Powroznik Group Inc.  
and return one copy of invoice with your payment

## Client TIME REPORT FOR BILLING

## Pretty Estates Ltd. - Monitor

## Time Report Summary January 1 to 31, 2016

	Description	Transaction Date	Time Spent
Chris Sinclair	Conf call GP, NA, SF and RRM re: due diligence steps and logistics for purchasers, related issues, produce data room list of documents, send to NA	1/5/2016	1.25
Chris Sinclair	Various emails, due diligence items, conf. call GP, NA/SF and RRM re: due diligence action plan for each purchaser	1/6/2016	1.67
Chris Sinclair	Emails, update data room due diligence info, tel R Miller re: due diligence requests and allocation of tasks, tel BLH, email Ribeyre re: tax return prep, other emails	1/7/2016	2.00
Chris Sinclair	Review various emails - golf cart leases, environmental report, other DD matters	1/8/2016	0.33
Chris Sinclair	Emails DD items, December invoice, other	1/11/2016	0.50
Chris Sinclair	Emails T2 tax returns, status, email Ribeyre, tel BLH, confirm company wishes to proceed with T2 preparation, email instructions to Ribeyre and financials, other DD emails	1/12/2016	1.25
Chris Sinclair	Review time/billing, emails Ribeyre, RM, SF, J. Schultz claims list	1/13/2016	0.50
Chris Sinclair	Review emails, review Gowlings due diligence check list, tel. RRM to discuss, other emails	1/14/2016	1.00
Chris Sinclair	Review share purchaser's due diligence checklist, discuss with SF, make notes and return to SF, emails re: asset purchaser's DD checklist, other emails	1/15/2016	1.50
Chris Sinclair	Tel BLH, emails NA, update DD checklist	1/18/2016	0.50
Chris Sinclair	Various emails re: due diligence items, send information, discuss checklist with BLH, make edits to checklist, other emails, Nov 2015 ops memo	1/19/2016	1.20
Chris Sinclair	Emails DD items, review letter and forward to H. Boer, brief review IHM memos	1/21/2016	0.50
Chris Sinclair	Discuss NA property valuation queries of purchaser, emails, review docs in DR to respond	1/22/2016	0.50
Chris Sinclair	Review December 2015 ops report, various emails re: DD information for purchasers, tel SF re: DD info, tel. BLH	1/26/2016	1.00
Chris Sinclair	Tel BLH, tel and Email RRM re: tax returns, emails Ribeyre, discuss briefly GP. Draft memo update re December 2015 ops, email to GP	1/28/2016	0.75
Gary Powroznik	Emails/tel BL-H re responding to secured creditors enquiries; tel/email SW; develop due diligence plan for potential buyers and emails J. Ross, MV re outcomes of potential sale; meeting SW re due diligence	1/4/2016	2.50

## Client TIME REPORT FOR BILLING

Gary Powroznik	Emails J. Ross; complete draft due diligence plan and circulate for comment; emails re status of CL deal; lengthy conference on due diligence plan; amend due diligence plan and discuss with BL-H; emails/tel access to phase 1 environmental report by RC	1/5/2016	3.00
Gary Powroznik	Tel RC re environmental report and status of funding; emails and meeting SW re PG due diligence; provide GB update on sale activity; review correspondence re Element Financial claim; various emails including BL-H re due diligence process; distribution of due diligence summary to Monitor, Company and IHM; preparation of specific instructions for PG team due diligence issues; provide draft emails re assignment of phase 1 environmental report to Pretty Resorts	1/6/2016	3.75
Gary Powroznik	Emails re various due diligence issues; emails/tel BL-H, NA re obtaining phase 1 environmental report from RC for PPL and strategy for dealing with buyers; review Justice Burnyeat's reasons for judgement on changing DIP lender; review final SPA/APAs for schedules; prepare due diligence summary for CL's team and send; review outstanding insurance claims memo; review RP's draft letter of transmittal and draft letter changes re environmental report	1/7/2016	3.50
Gary Powroznik	Emails/tel RC, BL-H re transferring PGL phase 1 report to Pretty and plans for use; emails re due diligence matters and emails/tel PGL; emails re phase 2 proposals; tel BAF re status RC's financing and likely scenario; Lawson's fees for December 2015	1/8/2016	2.50
Gary Powroznik	Emails SW and SF re due diligence matters	1/10/2016	0.50
Gary Powroznik	Numerous emails re due diligence for two buyers	1/11/2016	0.75
Gary Powroznik	Emails/tel C. Shaw re PGL reliance letters, scope of work for phase 2 quote; confidentiality, etc.; discuss NA, Reilly P & BL-H; providing final reliance letters to key prospects; identifying several errors in agreement to be modified; emails re various due diligence questions, including financial statements, tax returns, HR, environmental, etc.; tel and email SW to clarify vendor's request share costs of phase 2 report	1/12/2016	2.00
Gary Powroznik	Review detailed activity report to ensure it accurately reflected Monitor's time for engagement; numerous emails/tel re phase 2 environment assessment including BL-H, RP, NA, SW ; tel RC re status; emails RM re due diligence issues and trip to Vancouver to meet buyers reps; review need for property assessment notice and recommend no appeal; additional emails re PG supporting phase 2 report, review due diligence checklist from CL's solicitor	1/13/2016	2.50
Gary Powroznik	Emails re due diligence issues and phase 2 matters	1/14/2016	0.50

## Client TIME REPORT FOR BILLING

Gary Powroznik	Emails re due diligence	1/15/2016	0.33
Gary Powroznik	Review due diligence emails; ; discuss SF; email BAF re Mrs. Li visit to Sandpiper on January 29; email RC	1/18/2016	0.67
Gary Powroznik	Several emails on due diligence; review loan vs wage for BAF; emails JY	1/19/2016	0.67
Gary Powroznik	Emails due diligence re trademarks, BAF's residence, HR issues, environmental issues, liquor licence, etc., BAF T4 issue, discuss NA increased drilling required; tel RC re status; meeting CL plus advisors; discuss RM due diligence activities; tel SW re status PG	1/20/2016	1.25
Gary Powroznik	Review and comment on due diligence emails: dam water system, liquor license, pump house, storm drainage, pool; change order re phase 2; tel BL-H/NA re appraisal options for PG; email L. Hogg re government access	1/21/2016	1.00
Gary Powroznik	Emails JY and BL-H re back up offer and M's report; emails on due diligence matters; review changes to due diligence postings for dam; pump house replacement; update draft January 2016 Monitor's report to the secured creditors; finalize and send	1/22/2016	2.63
Gary Powroznik	Emails BL-H re JY and keeping confidence in the deals	1/23/2016	0.25
Gary Powroznik	Review emails/due diligence issues; email BL-H	1/24/2016	0.50
Gary Powroznik	Emails BL-H/Farris; brief review of IHM's December report; emails due diligence trademarks, CL's financial review; emails RC	1/25/2016	0.50
Gary Powroznik	Meeting with JY re status of sale process; tel Hendrick re another potential buyer; tel SW re due diligence; approve five memos for posting to data room; emails due diligence/phase 2 environmental report	1/26/2016	1.00
Gary Powroznik	Due diligence emails, PG's accountant's visit; excessive CCA claimed	1/28/2016	0.50
Gary Powroznik	Emails re due diligence and phase 2 findings; meeting CS, SF re due diligence progress	1/29/2016	0.50
Neil Atchison	Email to Coco Team for due diligence. Email to S re. status of its offer. Various emails to GDP and Lawson	1/5/2016	3.42
Neil Atchison	Dealing with various emails related to due diligence	1/7/2016	1.75
Neil Atchison	Dealing with various emails and calls re. environmental studies and other matters	1/11/2016	2.00
Neil Atchison	Emails and phone calls regarding Phase 2 ESA	1/12/2016	2.25
Neil Atchison	Call and email with PGL and others re. reducing its quote to \$19,500. Discussions re. selecting consultant. Email to PGL to engage them for the Phase 2	1/13/2016	1.92
Neil Atchison	Call from BAF re. PGL not using Sonic fore drilling. Email to RM on this matter. Emails with BLH and PGL re. Phase 2 ESA	1/14/2016	1.33
Neil Atchison	Dealing with emails regarding Gowling's issue with the lease to BAF	1/19/2016	0.33

## Client TIME REPORT FOR BILLING

Neil Atchison	Emails with PGL re. its revised fee for the Phase 2 drilling. Preparing for and meeting with Backup Purchaser re. for Ralph Miller to answer their questions on the resort operations and management. Email with PGL re. issue with drilling for Phase 2. Research into permitted "one-family residential use," and email to BLH regarding it	1/20/2016	2.50
Neil Atchison	Emails re. increase in fees for PGL for Phase 2 report; information for Backup Purchaser; and, request from a purchaser to permit them to use Colliers for an appraisal	1/21/2016	1.42
Neil Atchison	Review of memos from RM. Email to RM re. justification restatement of land value. Review of IHM's various emails. Email to Backup Purchaser's accountant re. restated land value	1/22/2016	1.75
Neil Atchison	Left message with Keith Gagne of PGL for an update on the Phase 2	1/26/2016	0.33
Neil Atchison	Emails with PGL, etc.	1/29/2016	0.50
Patricia Foster	Review and edit records of professional time and tie into monthly invoice	1/13/2016	0.50
Patricia Foster	Upload five documents to data room	1/27/2016	0.25
Susanna Fok	Conference call with RM (IHM), GP, CS, NA on due diligence	1/5/2016	0.87
Susanna Fok	Due diligence handling: printed CA for PG & WL, question on environment report, follow upon 2016 property tax notice	1/6/2016	0.50
Susanna Fok	Due diligence handling: co-ordinate on signing CA, question on accounting software	1/7/2016	0.25
Susanna Fok	Due diligence handling: follow up on environment report	1/8/2016	0.20
Susanna Fok	Due diligence handling: questions on 3rd party financial statements	1/11/2016	0.18
Susanna Fok	Due diligence handling: questions of piping, employees, T2, & environmental report	1/12/2016	1.00
Susanna Fok	Due diligence handling: co-ordinate with SW to meet with RM in the week of Jan 18.	1/13/2016	0.10
Susanna Fok	Due diligence handling: tel SW to follow up on environmental report	1/14/2016	0.17
Susanna Fok	Due diligence handling: questions on accounting/operation from purchaser's accountant, & co-ordinate meeting with RM & purchaser's accountant	1/15/2016	1.50
Susanna Fok	Coordinate investor's visit to site on Fri, Jan 22, 2016	1/18/2016	0.50
Susanna Fok	Due diligence handling: questions from PG's mortgage broker re property appraisal	1/19/2016	0.50
Susanna Fok	Meeting with back up purchaser CL, Ralph & Neil	1/20/2016	1.00
Susanna Fok	Due diligence handling: handle purchaser's banker requests on appraisal, employment contracts & piping	1/21/2016	0.87
Susanna Fok	Due diligence handling: handle PG's requests on piping	1/22/2016	0.25
Susanna Fok	Due diligence handling: handle PG's requests on financial statements. Tel PG, SW, & purchaser's accountant	1/26/2016	0.50
Susanna Fok	Due diligence handling: Update potential buyers on availability of T2's	1/28/2016	0.40
			<u>74.78</u>

**G-FORCE GROUP**

Pretty Estates Ltd.  
 14282 Morris Valley Road  
 Harrison Mills, BC  
 V0M 1L0

Attention: Mr. Ralph Miller  
 President, Innegrated Hospitality Management Ltd.

**G. Powroznik Group Inc.**  
 250 -- 750 W. Pender Street  
 Vancouver, British Columbia  
 Canada V6C 2T7  
 Phone: 778.370.0003  
 Fax: 778.370.0043

Date: February 24, 2016  
 Invoice No. 16 6521

**GST REGISTRATION # 84987 3021 RT0001**

**For Professional Services Rendered** as Monitor in the Pretty Estates Ltd. filing under the *Companies' Creditors Arrangement Act* for the period February 1 – 19, 2016 per Letter of Engagement dated October 24, 2014, including assistance in coordinating and sales and due diligence activities for the Company

**FEES**

\$  
23,494.95

**DISBURSEMENTS**

Administration fee 59.73 hours

298.65

**FEES AND DISBURSEMENTS**

23,793.60

**GST**

1,189.68

**TOTAL DUE**

24,983.28

Please make cheque payable to G. Powroznik Group Inc.  
 and return one copy of invoice with your payment



## Client TIME REPORT FOR BILLING

## Pretty Estates Ltd. - Monitor

## Time Report Summary February 1 to 19, 2016

	Description	Transaction Date	Time Spent
Chris Sinclair	Various emails on due diligence matters, documents in data room, respond to team queries	2/4/2016	1.00
Chris Sinclair	Review various emails, respond to several issues re due diligence, court timing and next steps, DR documents, other emails	2/16/2016	1.50
Chris Sinclair	Various matters on claims and company's plan, comments, tel BLH to discuss, emails RRM, refine claims listing and distribute, various emails on plan, review draft voting letter, other emails	2/17/2016	2.25
Chris Sinclair	Various emails DD, tel J. Schultz, discuss issues GP, review working capital summary, upload various docs to DR, commence drafting of ninth report, tel BLH and review her emails, discuss plan and creditor claims, other emails	2/18/2016	3.00
Chris Sinclair	Complete drafting of ninth report, finalize creditor list, emails and tel BLH, discuss GP, review BLH comments and edit report, other emails	2/19/2016	3.70
Gary Powroznik	Review due diligence information - various FF&E and equipment lists, report on creek repairs; tel BAF re new prospect and creek report; tel BL-H re due diligence items; tel CF re BAF's personal items	2/1/2016	1.75
Gary Powroznik	Due diligence emails; dis SW re status of due diligence; emails re PG's visit and meetings with staff; emails SW; tel GN re persistent prospect	2/2/2016	1.88
Gary Powroznik	Review due diligence emails; tel BAF and accountant re new misc. list of items owned by BAF; confirm status of ownership and recommend action to inform PG; emails BL-H; confirm distribution of due diligence information to both buyers by SF	2/3/2016	1.50
Gary Powroznik	Emails CS re timing of professional fee payments tied to sale process milestones; emails re due diligence issues and PG's meetings with management and BAF; discuss remaining due diligence issues and process with SW; emails RM and B L-H; tel EP re insurance issue relating to storm; emails SF, PF, SW re ensuring all due diligence info is distributed to both parties	2/4/2016	2.25

## Client TIME REPORT FOR BILLING

Gary Powroznik	Tel B L-H re additional personal items; meeting with PG; numerous due diligence related emails including additional personal items; phase 2 environmental report, creek bank restoration, income and property taxes; extensive review with SF, PF and NA to ensure all due diligence material was provided to both buyers and that a dataroom posting alert in place for investors to keep them actively involved; concern over adjusted tax losses; approve posting of tax returns to dataroom; numerous emails with Riley P and SW to ensure PG was up to date for our province; approve release of environment and creek bed reports	2/5/2016	3.75
Gary Powroznik	Tel/emails B L-H, emails SW re status and review emails re due diligence	2/8/2016	0.50
Gary Powroznik	Meeting GN re interested backup acquisition who will pay premium; review due diligence emails; tel B L-H, SF, SW re request for BV's for equipment list and for Review Engagement; emails RM and HB re quote for Review Engagement; confirmation re acceptance of the equipment and F&F lists by PG; emails re insurance claim lawsuit; provide IHM and B L-H past correspondence	2/9/2016	3.00
Gary Powroznik	Review due diligence emails RM, B L-H, SF and respond: litigation claim, water rights, Review Engagement request; discuss SW status of outstanding issues with PG; emails/tel GN re CA; emails re storm drainage estimate; zoning for BAF suite; water licence	2/10/2016	2.50
Gary Powroznik	Emails on due diligence matters; review revised lease equipment lease and retirement agreement and provide comments B L-H; tel RC to provide update on sale/due diligence matters and RC's funding; draft response to PG re Review Engagement, review with B L-H and send; email from JY re status; review list of due diligence emails to confirm issues resolved and to identify remaining issues	2/11/2016	3.00
Gary Powroznik	Emails regarding due diligence issues; HR staff functions and pay; GN's CA/access to dataroom; dock/foreshore lease; raise concept of formal request for final week of due diligence; review summary of approval process to minimize delays; discuss SF status of due diligence materials for each purchaser	2/12/2016	2.13
Gary Powroznik	Emails B L-H re Court process; due diligence emails; review information re dock	2/13/2016	0.63
Gary Powroznik	Emails due diligence and emails on timelines and approval process to closing with PG	2/14/2016	0.75

## Client TIME REPORT FOR BILLING

Gary Powroznik	Several due diligence emails and tel from B L-H and SW; discrepancy in acreage issue investigated and resolved; responsibility for creek damage; finalize Monitor's report to secured creditors for December operations; instructions to post IHM report for November and December results	2/15/2016	2.67
Gary Powroznik	Emails re due diligence; emails and tel RM, HB, BAF re rent arrangements for trailers on beach camp lot; tel C. Lepine, emails and tel B L-H and LH on responsibility for covering cost of creek bed damage; review notes and diary and draft response for PG's lawyer	2/16/2016	2.50
Gary Powroznik	Finalize email re responsibility for creek repairs; emails on due diligence; tel B L-H re creek matter, discuss SW re subject removal; review draft IHM for January results and provide feedback; emails with RC on status of his funding; finalize trailer tenant issue; review of initial plan for creditors	2/17/2016	3.00
Gary Powroznik	Review final IHM report on January results and edit report to secureds; numerous emails/tel/discussion B L-H, RM, CS, SW, SF re PG dropped creek repair matter; working capital account's review at January 31, determine purchaser responsibility for January 31 A/P; review outstanding professional fees, posting January results to dataroom and informing buyers; review B L-H topics for upcoming Report to the Court and edit review plan and recommend alternative; various emails from Monitor's counsel MV; review DIP calculations and provide commentary for follow up; review leases and retirement agreements with LH and lengthy call with BAF; provide LH with antique appraisal and potential gap in BA insurance for additional personal items; tel B L-H BAF remaining issues on sale and lease	2/18/2016	4.75
Gary Powroznik	Emails/tel RM re gift certificates and A/P cut-offs; emails MS and JY; send report on January operations/sale status to JY and MS; emails outstanding professional fees and application to pay significant portion; review DIP analysis; emails MV and B L-H on CCAA process; review notice from JS re removal of conditions and lodging of deposit - speak with SW about process; various emails related to PG going firm on offer; review company plan and discuss with RC re condition removal	2/19/2016	3.13
Neil Atchison	Email re. Northwest report and FF&E list	2/1/2016	0.08
Neil Atchison	Emails re. feedback on draft Phase 2 report	2/3/2016	0.25
Neil Atchison	Dealing with various emails from PGL, BHL and GDP, etc.	2/5/2016	0.50
Patricia Foster	Review and edit report on professional activity and tie into monthly invoice; upload documents to data room	2/5/2016	1.00

## Client TIME REPORT FOR BILLING

Patricia Foster	Review list of accepted claims and prepare email listing for all such creditors	2/10/2016	1.50
Patricia Foster	Process CA; grant access to data room	2/12/2016	0.25
Patricia Foster	Email December operations report to secured creditors; post to data room	2/16/2016	0.33
Susanna Fok	Due diligence handling: arrange PG's visit and stay at Pretty	2/1/2016	0.30
Susanna Fok	Due diligence handling: Tel & email CL & purchaser's accountant re employment information. Asset lists	2/3/2016	0.33
Susanna Fok	Due diligence handling: Property tax notice to PG. Furniture & equipment list for CL	2/4/2016	0.62
Susanna Fok	Due diligence handling: Furniture & equipment list, revaluation for CL, Storm damage for both parties	2/5/2016	0.53
Susanna Fok	Due diligence handling: Tel and email with SW, PG, & buyer's accountant on Financial Statement issues raised by PG	2/9/2016	1.30
Susanna Fok	Due diligence handling: Financial Statement requested by PG	2/10/2016	0.40
Susanna Fok	Due diligence handling: follow up PG's request on 3rd party financial statement	2/11/2016	0.25
Susanna Fok	Due diligence handling: follow up information for PG on dock/foreshore lease, & coordinate his accountant's site visit	2/12/2016	0.53
Susanna Fok	Due diligence handling: employee information to CL's team. Follow up with SW on PG's request and site visits	2/15/2016	0.17
Susanna Fok	Due diligence handling: Update PG & CL team on operations report uploaded	2/17/2016	0.25
			<u>59.73</u>

This is Exhibit "C" referred to in the  
affidavit of G. Powroznik  
sworn before me at VANCOUVER  
this 4th day of March, 20 16

**BLG**  
Borden Ladner Gervais

A COMMISSIONER FOR TAKING  
AFFIDAVITS FOR BRITISH COLUMBIA

Borden Ladner Gervais LLP  
Lawyers | Patent & Trade-mark Agents  
1200 Waterfront Centre  
200 Burrard St, P.O. Box 48600  
Vancouver, BC, Canada V7X 1T2  
T 604.687.5744 F 604.687.1415  
blg.com

G. Powroznik Group Inc.  
780-333 Seymour St  
Vancouver, BC V6B 5A6

December 31, 2015

Attention: Mr. Gary Powroznik  
Managing Director

Invoice # 697302505  
Page 1

Re: Pretty Estates Ltd.

File No: 557708/000004

PROFESSIONAL SERVICES rendered to December 31, 2015 in connection with the above matter as described in the attached.

Fees	\$ 19,360.00
Disbursements and Other Charges	524.70
GST on Fees and Taxable Disbursements and Other Charges	994.24
PST on Fees and Taxable Disbursements and Other Charges	1,358.35
Total this Invoice	<u>\$ 22,237.29</u>

THIS IS OUR ACCOUNT - E. & O.E.

**BORDEN LADNER GERVAIS LLP**

By:

Magnus C. Verbrugge



Borden Ladner Gervais LLP  
 Lawyers | Patent & Trade-mark Agents  
 1200 Waterfront Centre  
 200 Burrard St, P.O. Box 48600  
 Vancouver, BC, Canada V7X 1T2  
 T 604.687.5744 F 604.687.1415  
 blg.com

December 31, 2015  
 Invoice # 697302505  
 File No: 557708/000004

G. Powroznik Group Inc.  
 Re: Pretty Estates Ltd.

Page 2

PROFESSIONAL SERVICES RENDERED to December 31, 2015

Dec 8, 2015	M.C. Verbrugge	3.00	Review pleadings and Monitor's Reports; correspondence with counsel for First West; discussions with Monitor.	\$ 1,650.00
Dec 9, 2015	M.C. Verbrugge	2.60	Review James Young application materials; extensive discussions and correspondence with Monitor, counsel for Petitioner and counsel for First West; review Monitor's Reports and provide comments.	1,430.00
Dec 10, 2015	M.C. Verbrugge	5.50	Extensive discussions, meetings, correspondence and review of pleadings regarding December 14 application.	3,025.00
Dec 11, 2015	M.C. Verbrugge	3.80	Extensive correspondence and discussions regarding Consent Order proposal and December 14 extension application.	2,090.00
Dec 13, 2015	M.C. Verbrugge	2.20	Prepare for December 14 Court application; correspondence with Gary Powroznik.	1,210.00
Dec 14, 2015	M.C. Verbrugge	8.50	Prepare for and attend Court for Extension Order application; extensive discussions and correspondence with Gary Powroznik and Bonita Lewis-Hand.	4,675.00
Dec 15, 2015	M.C. Verbrugge	6.60	Prepare for and attend Extension Order application; negotiate and draft Consent Order; correspondence with Monitor.	3,630.00
Dec 16, 2015	M.C. Verbrugge	0.40	Correspondence regarding CCAA issues.	220.00
Dec 17, 2015	M.C. Verbrugge	0.40	Correspondence regarding CCAA issues.	220.00
Dec 18, 2015	M.C. Verbrugge	0.30	Correspondence regarding sale process.	165.00
Dec 22, 2015	M.C. Verbrugge	0.70	Correspondence and discussions regarding status of Purchase Agreement and filing of Monitor Certificate.	385.00
Dec 23, 2015	M.C. Verbrugge	0.20	Correspondence regarding sale process.	110.00
Dec 24, 2015	M.C. Verbrugge	1.00	Memo to Burnyeat J. regarding replacement DIP Lender's Charge.	550.00

TO OUR FEES

\$ 19,360.00

PAYABLE ON RECEIPT  
 INTEREST AT THE RATE OF 12.0% PER ANNUM MAY BE CHARGED ON ACCOUNTS WHICH ARE OVERDUE  
 GST/HST REGISTRATION # R869096974RT0005



Borden Ladner Gervais LLP  
 Lawyers | Patent & Trade-mark Agents  
 1200 Waterfront Centre  
 200 Burrard St, P.O. Box 48600  
 Vancouver, BC, Canada V7X 1T2  
 T 604.687.5744 F 604.687.1415  
 blg.com

December 31, 2015  
 Invoice # 697302505  
 File No: 557708/000004  
 Page 3

G. Powroznik Group Inc.  
 Re: Pretty Estates Ltd.

DISBURSEMENTS AND OTHER CHARGES:

<u>Taxable</u>	G=GST; Q=QST; H=HST; P=PST	
Copies	\$479.70	G
File Preservation and Recycling Fee	45.00	GP
Total Taxable Disbursements and Other Charges	524.70	
Total Disbursements and Other Charges		524.70
Total Fees and Disbursements and Other Charges		19,884.70
GST on Fees and Taxable Disbursements and Other Charges		994.24
PST on Fees and Taxable Disbursements and Other Charges		1,358.35
TOTAL THIS INVOICE		<u>\$ 22,237.29</u>



Borden Ladner Gervais

Borden Ladner Gervais LLP  
Lawyers | Patent & Trade-mark Agents  
1200 Waterfront Centre  
200 Burrard St, P.O. Box 48600  
Vancouver, BC, Canada V7X 1T2  
T 604.687.5744 F 604.687.1415  
blg.com

G. Powroznik Group Inc.  
250 - 750 W. Pender Street  
Vancouver, BC V6C 2T7

February 26, 2016

Attention: Mr. Gary Powroznik  
Managing Director

Invoice # 697314214  
Page 1

Re: Pretty Estates Ltd.

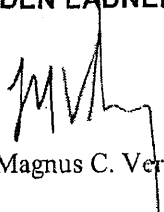
File No: 557708/000004

PROFESSIONAL SERVICES rendered to February 19, 2016 in connection with the above matter as described in the attached.

Fees	\$ 1,829.00
Disbursements and Other Charges	0.00
GST on Fees and Taxable Disbursements and Other Charges	91.45
PST on Fees and Taxable Disbursements and Other Charges	128.03
Total this Invoice	<u>\$ 2,048.48</u>

THIS IS OUR ACCOUNT - E. & O.E.

**BORDEN LADNER GERVAIS LLP**

By:   
Magnus C. Verbrugge





Borden Ladner Gervais LLP  
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G. Powroznik Group Inc.  
 Re: Pretty Estates Ltd.

February 26, 2016  
 Invoice # 697314214  
 File No: 557708/000004  
 Page 2

PROFESSIONAL SERVICES RENDERED to February 19, 2016

Jan 1, 2016	M.C. Verbrugge	0.40	Correspondence regarding Purchase Agreement and related CCAA issues.	\$ 236.00
Jan 4, 2016	M.C. Verbrugge	0.50	Correspondence and discussions with Monitor, Tim Louman-Gardiner and Bonita Lewis-Hand regarding Purchase Agreement and CCAA Plan.	295.00
Jan 6, 2016	M.C. Verbrugge	0.40	Review Reasons for Judgment and correspondence with Gary Powroznik.	236.00
Jan 13, 2016	M.C. Verbrugge	0.20	Correspondence with Bonita Lewis-Hand.	118.00
Feb 3, 2016	M.C. Verbrugge	0.20	Correspondence regarding status of sale process.	118.00
Feb 4, 2016	M.C. Verbrugge	0.20	Correspondence regarding status of sale process.	118.00
Feb 12, 2016	M.C. Verbrugge	0.30	Review meeting order and consider timeline.	177.00
Feb 14, 2016	M.C. Verbrugge	0.20	Correspondence regarding purchase transaction.	118.00
Feb 18, 2016	M.C. Verbrugge	0.70	Correspondence regarding Court report and purchase offer subject removal.	413.00

TO OUR FEES \$ 1,829.00

Total Fees and Disbursements and Other Charges 1,829.00

GST on Fees and Taxable Disbursements and Other Charges 91.45

PST on Fees and Taxable Disbursements and Other Charges 128.03

TOTAL THIS INVOICE \$ 2,048.48