

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE *COURTS OF JUSTICE ACT* (ONTARIO)
R.S.O 1990, c.C.43, AS AMENDED

BETWEEN:

RSM RICHTER INC., in its capacity as Court-Appointed Receiver of NORSHIELD ASSET MANAGEMENT (CANADA) LTD., NORSHIELD INVESTMENT PARTNERS HOLDINGS LTD., OLYMPUS UNITED FUNDS HOLDINGS CORPORATION, OLYMPUS UNITED FUNDS CORPORATION, OLYMPUS UNITED BANK AND TRUST SCC, OLYMPUS UNITED GROUP INC., NORSHIELD CAPITAL MANAGEMENT CORPORATION AND HONEYBEE SOFTWARE TECHNOLOGIES INC. and with no corporate or personal liability

Applicant

- and -

AMT INTERNATIONAL MINING CORPORATION

Respondent

SUPPLEMENTAL MOTION RECORD
(Returnable September 10, 2013)

September 9, 2013

Thornton Grout Finnigan LLP
100 Wellington Street West
Suite 3200
Toronto, ON M5K 1K7

Grant B. Moffat (LSUC #32380L 1D)
Tel: (416) 304-0599
Fax: (416) 304-1313
Email: gmoffat@tgf.ca

Solicitors for Richter Advisory Group Inc.
(formerly RSM Richter Inc.)

SUPPLEMENTAL MOTION RECORD INDEX

TAB	DOCUMENT
1.	Supplemental Report to the Third Report of the Receiver dated September 9, 2013
2.	Affidavit of Peter Osborne sworn September 9, 2013, with exhibits attached thereto
3.	Draft Discharge Order (revised)

TAB 1

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

**IN THE MATTER OF THE *COURTS OF JUSTICE ACT* (ONTARIO)
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Applicant

- and -

AMT INTERNATIONAL MINING CORPORATION

Respondent

**SUPPLEMENTAL REPORT TO THE THIRD REPORT OF THE RECEIVER
DATED SEPTEMBER 9, 2013**

INTRODUCTION

1. This supplemental report to the Third Report of the Receiver (the “**Supplemental Report**”) is to be read in conjunction with the Third Report to the Court (the “**Third Report**”) of Richter Advisory Group Inc. (formerly RSM Richter Inc.) in its capacity as the court-appointed receiver (the “**Receiver**”) of AMT International Mining Corporation (the “**Debtor**”) dated September 5, 2013. This Supplemental Report is being filed with the Court in support of the Receiver’s motion for approval of the fees and disbursements of both the Receiver and its legal counsel.
2. Capitalized terms used herein have the meanings ascribed thereto in the Third Report.

3. As set out in the Receiver's First Report to the Court dated September 12, 2012, the Receiver retained Lenczner Slaght Royce Smith Griffin LLP ("**Lencznerners**") as independent counsel in connection with the claim against the Debtor by Manni Verma ("**Verma**"), the former executive vice-president of the Debtor and former president of AMT USA. Prior to the Receiver's appointment, Verma commenced an action against the Debtor and AMT USA seeking damages in the amount of approximately USD \$443,000.00 for wrongful dismissal and breach of contract. Blake Cassels & Graydon LLP acted as solicitor for each of the Debtor and AMT USA in the Verma action.
4. As described in the Receiver's Second Report to the Court dated April 15, 2013, Verma was a party to the settlement agreement in the bankruptcy of AMT USA and, as part of that settlement agreement, agreed not to prove any claim in the Debtor's estate in Ontario.
5. The total legal fees incurred by the Receiver during the period from April 24, 2007 to August 31, 2013 for services provided by Lencznerners as the Receiver's independent legal counsel amount to \$5,012.50, together with expenses and disbursements in the amount of \$57.80 and GST/HST in the amount of \$310.55, totalling \$5,380.85. The time spent by Lencznerners personnel is more particularly described in the Affidavit of Peter J. Osborne, a partner of Lencznerners, sworn September 9, 2013 in support hereof.
6. The Receiver recommends that the professional fees and disbursements of Lencznerners be approved and the Receiver be authorized to pay such fees and disbursements.

All of which is respectfully submitted at Montreal, Quebec this 9th day of September, 2013.

Richter Advisory Group Inc. (formerly RSM Richter Inc.),
solely in its capacity as the Court-appointed receiver
of the Property (as defined herein) of AMT International
Mining Corporation and without personal or corporate liability

Per: _____


**RSM RICHTER INC., in its capacity as Court-
Appointed Receiver of NORSHIELD ASSET
MANAGEMENT (CANADA) LTD. et al**
Applicant

and

AMT INTERNATIONAL MINING CORPORATION
Respondent

Court File No.:07-CL-6955

ONTARIO

SUPERIOR COURT OF JUSTICE
(Commercial List)

Proceeding commenced in Toronto

**SUPPLEMENTAL REPORT TO THE
THIRD REPORT OF THE RECEIVER**
(Dated September 9, 2013)

Thornton Grout Finnigan LLP
Barristers and Solicitors
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Lawyers for Richter Advisory Group Inc.
(formerly RSM Richter Inc.), in its capacity as
Receiver of AMT International Mining
Corporation

TAB 2

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

**IN THE MATTER OF THE *COURTS OF JUSTICE ACT* (ONTARIO)
R.S.O 1990, c.C.43, AS AMENDED**

BETWEEN:

RSM RICHTER INC., in its capacity as Court-Appointed Receiver of NORSHIELD ASSET MANAGEMENT (CANADA) LTD., NORSHIELD INVESTMENT PARTNERS HOLDINGS LTD., OLYMPUS UNITED FUNDS HOLDINGS CORPORATION, OLYMPUS UNITED FUNDS CORPORATION, OLYMPUS UNITED BANK AND TRUST SCC, OLYMPUS UNITED GROUP INC., NORSHIELD CAPITAL MANAGEMENT CORPORATION AND HONEYBEE SOFTWARE TECHNOLOGIES INC. and with no corporate or personal liability

Applicant

- and -

AMT INTERNATIONAL MINING CORPORATION

Respondent

AFFIDAVIT OF PETER J. OSBORNE
(Sworn September 9, 2013)

I, PETER J. OSBORNE, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY:

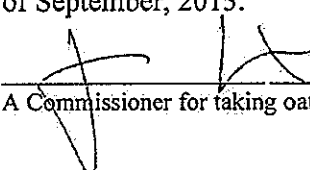
1. I am a Barrister and Solicitor licensed to practice law in the Province of Ontario and a partner with the law firm of Lenczner Slaght Royce Smith Griffin LLP ("**Lenczners**") and, as such, have knowledge of the facts to which I herein depose.
2. Lenczners has acted as independent counsel to Richter Advisory Group Inc. (formerly RSM Richter Inc.) ("**Richter**"), in its capacity as the Receiver (the "**Receiver**") of all of the assets, undertakings and properties of AMT International Mining Corporation ("**AMT**"), in connection with the claim against AMT by Mani Verma, the former executive vice-president of AMT and former president of AMT USA.

3. Attached hereto as Exhibit "A" are copies of the invoices issued to the Receiver by Lencznerners for fees and disbursements incurred by Lencznerners over the course of the receivership of AMT between April 24, 2007 and August 31, 2013, save and except for Invoice No. 71860 dated November 16, 2007 which is stored off-site. The details of this invoice are more particularly set out in Exhibit "B" hereto.

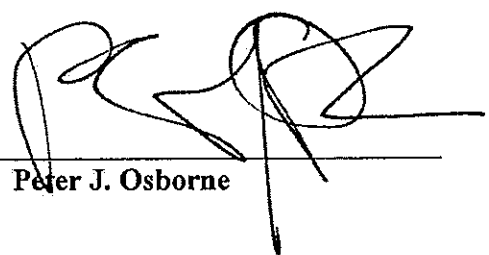
4. Attached hereto as Exhibit "B" is a schedule summarizing each invoice in Exhibit "A", the total billable hours charged per invoice, the total fees charged per invoice and the average hourly rate charged per invoice.

5. Attached hereto as Exhibit "C" is a schedule summarizing the respective years of call and billing rates for each of the solicitors at Lencznerners who have acted for the Receiver.

6. I make this affidavit in support of a motion by the Receiver for, among other things, the approval of the fees and disbursements of the Receiver and its legal counsel and for no other or improper purpose.

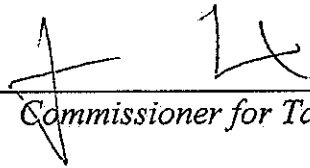
SWORN before me, at the)
City of Toronto, in the)
Province of Ontario, this 9th day)
of September, 2013.)


A Commissioner for taking oaths, etc.



Peter J. Osborne

This is Exhibit "A" referred to in the Affidavit of, Peter J.
Osborne sworn September 9, 2013

A handwritten signature in black ink, consisting of a stylized 'P' followed by 'J. O.' and a flourish.

Commissioner for Taking Affidavits

EXHIBIT "A"

ThorntonGroutFinnigan LLP
Suite 3200, Canadian Pacific Tower
100 Wellington St. West., TD Centre
Toronto ON M5K 1K7
Attention: Jessica S. Bookman

25 January 2008

Our file #: 37630
INVOICE NO. 73419**Re: AMT International Mining Corp.
Claims against Receiver**

TO PROFESSIONAL SERVICES RENDERED with respect to the above matter during
the period from November 1, 2007 to December 31, 2007:

Nov 15/07	To research re: conflict of laws;	JJS	1.9
	Jamie J. Spotswood		1.9
	Total hours		1.9
	To our fee		522.50
<u>TOTAL TAXES</u>			
	G.S.T. on fees	26.13	
	G.S.T. (Registration #: R133780817)		<u>26.13</u>
	Total Bill		548.63
	Total due and owing upon receipt		<u>548.63</u>

**LENCZNER SLAGHT ROYCE
SMITH GRIFFIN LLP**Peter J. Osborne
E.& O.E.

ACCOUNTS DUE WHEN RENDERED. In accordance with Section 33 of the *Solicitors Act*, interest will be charged at the rate of 4.5% per annum on unpaid fees, charges and disbursements, calculated from a date that is one month after this statement is delivered.

EXHIBIT "A"

ThorntonGroutFinnigan LLP
Suite 3200, Canadian Pacific Tower
100 Wellington St. West., TD Centre
Toronto ON M5K 1K7July 10, 2012
Our file#: 37630
INVOICE NO. 6865

Attention: Grant Moffat


Re: AMT International Mining Corp.

TO PROFESSIONAL SERVICES RENDERED with respect to the above matter during the period from June 11, 2012 to June 30, 2012:

Jun 11, 2012	Telephone call with Thornton Grout; review materials;	PJO	.2
	Peter J. Osborne		.2
	TO OUR FEE		\$165.00
	TAXES		
	HST on	\$165.00 Fees	21.45
	Total Taxes (Registration # R133780817)		\$21.45
	BALANCE DUE AND OWING UPON RECEIPT		\$186.45

**LENCZNER SLAGHT ROYCE
SMITH GRIFFIN LLP****Peter J. Osborne**
E.&O.E.**ACCOUNTS DUE WHEN RENDERED.** In accordance with Section 33 of the *Solicitor's Act*, interest will be charged at the rate of 1.3% per annum on unpaid fees, charges or disbursements, calculated from a date that is one month after this statement is delivered.

This is Exhibit "B" referred to in the Affidavit of, Peter J.
Osborne sworn September 9, 2013




Commissioner for Taking Affidavits

Exhibit "B"

Lenczner Slaght Royce Smith Griffin LLP Invoice Summary
for the period April 24, 2007 to August 31, 2013

Invoice No.	Fees	Disbursements	GST/HST	Hours	Average Rate	Total
71860	\$ 4,325.00	\$ 57.80	\$ 262.97			\$ 4,645.77
73419	522.50	0.00	26.13	1.9	\$275.00	548.63
6865	165.00	0.00	21.45	0.2	825.00	186.45
TOTALS:	\$5,012.50	\$ 57.80	\$ 310.55			<u>\$5,380.85</u>

This is Exhibit "C" referred to in the Affidavit of, Peter J.
Osborne sworn September 9, 2013



Commissioner for Taking Affidavits

Exhibit "C"

**Billing Rates of
Lenczner Slaght Royce Smith Griffin LLP**

For the period April 24, 2007 to August 31, 2013

	<u>Rate</u>	<u>Year of Call</u>
Peter J. Osborne	\$825.00	1992
Jamie J. Spotswood	\$275.00	2007

RSM RICHTER INC., in its capacity as Court-
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Applicant

and

AMT INTERNATIONAL MINING CORPORATION
Respondent

Court File No.:07-CL-6955

ONTARIO

SUPERIOR COURT OF JUSTICE
(Commercial List)

Proceeding commenced in Toronto

AFFIDAVIT OF PETER J. OSBORNE
(Sworn September 9, 2013)

Thornton Grout Finnigan LLP
Barristers and Solicitors
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Lawyers for Richter Advisory Group Inc.
(formerly RSM Richter Inc.), in its capacity as
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TAB 3

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE *COURTS OF JUSTICE ACT* (ONTARIO)
R.S.O 1990, c.C.43, AS AMENDED

THE HONOURABLE MR.) TUESDAY, THE 10th
)
JUSTICE C.L. CAMPBELL) DAY OF SEPTEMBER, 2013

BETWEEN:

RSM RICHTER INC., in its capacity as Court-Appointed Receiver of NORSHIELD ASSET MANAGEMENT (CANADA) LTD., NORSHIELD INVESTMENT PARTNERS HOLDINGS LTD., OLYMPUS UNITED FUNDS HOLDINGS CORPORATION, OLYMPUS UNITED FUNDS CORPORATION, OLYMPUS UNITED BANK AND TRUST SCC, OLYMPUS UNITED GROUP INC., NORSHIELD CAPITAL MANAGEMENT CORPORATION AND HONEYBEE SOFTWARE TECHNOLOGIES INC. and with no corporate or personal liability

Applicant

- and -

AMT INTERNATIONAL MINING CORPORATION

Respondent

DISCHARGE ORDER

THIS MOTION, made by Richter Advisory Group Inc. (formerly RSM Richter Inc.) (“**Richter**”) in its capacity as receiver (the “**Receiver**”), without security, of all of the assets, undertakings and properties (collectively, the “**Property**”) of AMT International Mining Corporation (the “**Debtor**”) was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Third Report of the Receiver dated September 5, 2013 (the “**Third Report**”) and the Exhibits attached thereto, and the Affidavits of Raymond Massi sworn September 4, 2013 (the “**Massi Affidavit**”), Grant Moffat sworn September 4, 2013 (the “**Moffat Affidavit**”), Avram Fishman sworn September 3, 2013 (the “**Fishman Affidavit**”), Jordan Kroop sworn August 28, 2013 (the “**Kroop Affidavit**”), and Peter Osborne sworn September 9, 2013 (the “**Osborne Affidavit**”) (collectively, the “**Fee Affidavits**”), and on hearing the submissions of counsel for the Receiver and any other party properly appearing:

1. **THIS COURT ORDERS** that capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Third Report.
2. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein be and it is hereby abridged such that this motion is properly returnable today and hereby dispenses with further service thereof.
3. **THIS COURT ORDERS AND DECLARES** that the Third Report and the conduct and activities of the Receiver, as described in the Third Report, be and they are hereby approved.
4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver for the period April 24, 2007 to and including August 31, 2013, all as set out in the Massi Affidavit, are hereby approved.
5. **THIS COURT ORDERS** that the fees and disbursements of the Receiver’s counsel, Thornton Grout Finnigan LLP (“**TGF**”), for the period April 24, 2007 to and including August 31, 2013, all as set out in the Moffat Affidavit, are hereby approved.
6. **THIS COURT ORDERS** that the fees and disbursements of the Receiver’s Counsel, Fishman Flanz Meland Paquin LLP (“**FFMP**”), for the period April 24, 2007 to and including August 31, 2013, all as set out in the Fishman Affidavit, are hereby approved.
7. **THIS COURT ORDERS** that the fees and disbursements of the Receiver’s U.S. Counsel, Squire Sanders (“**Squire**”), for the period April 24, 2007 to and including August 31, 2013, all as set out in the Kroop Affidavit, are hereby approved.

8. **THIS COURT ORDERS** that the fees and disbursements of the Receiver's Independent Counsel, Lenczner Slaght Royce Smith Griffin LLP ("**Lencznerners**"), for the period April 24, 2007 to and including August 31, 2013, all as set out in the Osborne Affidavit, are hereby approved.
9. **THIS COURT ORDERS** that the Receiver be and it is hereby authorized to pay its fees and disbursements and the fees and disbursements of TGF, FFMP, Squire and Lencznerners in the amounts set out in the Fee Affidavits.
10. **THIS COURT ORDERS** that the Receiver be and it is hereby authorized to pay its fees and disbursements and the fees and disbursements of its legal counsel for the period from and after September 1, 2013 from the Holdback.
11. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to file an assignment for the benefit of the Debtor's creditors pursuant to the *Bankruptcy and Insolvency Act* (Canada) R.S.C., 1985, c. B-3 (the "**BIA**").
12. **THIS COURT ORDERS** that Richter Advisory Group Inc. be authorized to act as trustee of the estate of the bankrupt.
13. **THIS COURT ORDERS** that this order shall bind Richter Advisory Group Inc. in its capacity as trustee in bankruptcy of the Debtor or any subsequent trustee in bankruptcy that may be appointed in respect of the Debtor (the "**Trustee**").
14. **THIS COURT ORDERS** that, immediately upon the bankruptcy of the Debtor, the assets, undertakings and properties of the Debtor shall vest in the Trustee in accordance with the provisions of the BIA, provided that the Receiver's Charge (as defined in the order of this Court appointing the Receiver dated April 24, 2007) shall remain in force and effect until such time as the Receiver is discharged in accordance with the terms of this order.
15. **THIS COURT ORDERS** that the order of this Court dated April 17, 2013 (the "**Claims Process Order**") shall continue to apply in respect of all claims against the Debtor notwithstanding the bankruptcy of the Debtor.

16. **THIS COURT ORDERS** that each of the Trustee and the Receiver shall be entitled to seek the advice and direction of this Court as to the implementation of this order and, in the case of the Trustee, the discharge of the powers and duties of the Trustee under the BIA in connection with this order, and/or each of them may apply for such further order or orders as may be appropriate.

17. **THIS COURT ORDERS** that the Receiver's statement of receipts and disbursements for the period from April 24, 2007 to August 31, 2013 be and is hereby approved.

18. **THIS COURT ORDERS** that the Receiver shall be discharged as Receiver of the Property and from all of the duties, powers and obligations contained in the Appointment Order, effective immediately upon the filing of a certificate certifying that the Receiver has completed the remaining duties as described in the Third Report (the "**Discharge Certificate**"), provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of Richter in its capacity as Receiver.

19. **THIS COURT ORDERS** that, effective upon filing of the Discharge Certificate, Richter is hereby released and discharged from any and all liability that Richter now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of Richter while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limited the generality of the foregoing, Richter is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.

20. **THIS COURT ORDERS** that, effective upon filing of the Discharge Certificate, the remaining amount of the Holdback, if any, after payment of the fees and disbursements of the Receiver and its legal counsel for the period from and after September 1, 2013 through to filing of the Discharge Certificate, shall vest in the Trustee.

21. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States or elsewhere, and, in particular, the Superior Court of Quebec, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order.

22. **THIS COURT ORDERS** that the costs of the Receiver in preparation of this motion and of these proceedings, up to and including the hearing of this motion and the entry of this Order (including applicable Harmonized Sales Tax) be paid to the Receiver from the estate herein.

RSM RICHTER INC., in its capacity as Court-
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Respondent

Court File No.:07-CL-6955

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DISCHARGE ORDER

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