



This is the 1st affidavit
of Belinda Diaz in this case
and was made on 8/AUG/2022

NO. S-222758
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

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

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF 0989705 B.C.
LTD., ALDERBRIDGE WAY GP LTD., AND ALDERBRIDGE WAY LIMITED PARTNERSHIP

PETITIONERS

AFFIDAVIT

I, **BELINDA DIAZ**, of 250 Howe Street, 20th Floor, Vancouver, BC, Executive Assistant and Accountant, SWEAR (OR AFFIRM) THAT:


1. I am employed by the law firm of Dentons Canada LLP, solicitors for Petitioners, and as such have personal knowledge of the matters herein deposed to.
2. Dentons Canada LLP is legal counsel for the Petitioners.
3. Dentons Canada LLP has invoiced the Petitioners for legal work performed from the period of July 30, 2020 to July 31, 2022 in the amount of \$1,227,755.65.
4. Dentons Canada LLP has been paid \$756,246.96 for the legal work performed in connection with this matter. \$378,626.96 was paid by the Petitioners in the ordinary course prior to the CCAA filing. \$377,621.00 was paid by the Petitioners, as approved by the The Bowra Group Inc., in its capacity as court-appointed monitor of the Petitioners, after the CCAA filing. Dentons Canada LLP also holds a retainer in the amount of \$50,000 (the "**Retainer**") that was paid in accordance with the Amended and Restated Initial Order in the CCAA proceedings.
5. Dentons Canada LLP is owed \$471,508.69 by the Petitioners for unpaid invoices, before application of the Retainer, in connection with this matter.

6. Now produced and shown to me and attached hereto as **Exhibit "A"** is a summary of Dentons Canada LLP's invoices from July 30, 2020 to July 31, 2022 and payments made with respect to those invoices.

7. Now produced and shown to me and attached hereto as **Exhibit "B"** is a summary of professional fees as at July 28, 2022, prepared by The Bowra Group Inc. with respect to all professional fees including those of Dentons Canada LLP's relating to this matter.

The deponent, Belinda Diaz, was not physically present before me, but was linked with me by utilizing video technology. I, Emma Newbery, confirm that while connected via video technology, Belinda Diaz had shown me the front and back of his government-issued photo identity document and I am reasonably satisfied it is the same person and the document is valid and current. I confirm that I have reviewed each page of this affidavit and exhibits with Belinda Diaz and verify that the pages are identical.

SWORN (OR AFFIRMED) BEFORE ME at
Vancouver, BC, on 8/AUG/2022.


A Commissioner for taking Affidavits within
British Columbia

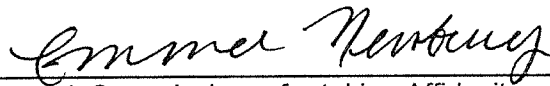
BELINDA DIAZ

EMMA T.T.Y. NEWBERY
Barrister & Solicitor
DENTONS CANADA LLP
20th Floor, 250 Howe Street
Vancouver, B.C. V6C 3R8
Telephone (604) 687-4460



1

This is **Exhibit "A"** referred to in the affidavit of BELINDA DIAZ sworn before me at Vancouver, BC this 8 day of AUG, 2022.



A Commissioner for taking Affidavits
For British Columbia

EMMA T.T.Y. NEWBERY
Barrister & Solicitor
DENTONS CANADA LLP
20th Floor, 250 Howe Street
Vancouver, B.C. V6C 3R8
Telephone (604) 687-4460

Alderbridge Wai LLP re: Potential Restructuring Matters

Matter Number: 572732-000002

RECONCILIATION OF INVOICES BETWEEN DENTONS AND ATMOSPHERE

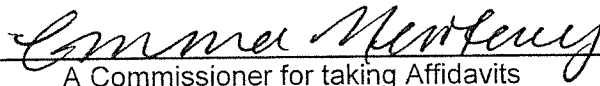
as of Aug. 5, 2022



INVOICE	PER DENTONS		PER ATMOSPHERE		NOT INCLUDED IN BOWRA'S LIST	PAYMENTS RECEIVED		BALANCE OUTSTANDING
	DATE	TOTAL	PRE-FILING	CCAA FILING		AMOUNT	DATE	
3510284	7/30/20	19,751.97			19,751.97	9/22/2020		
3517341	6/30/20	-						
3520861	6/30/20	28,830.49			28,830.49	1/6/2021		
3525106	7/31/20	25,020.25			25,020.25	9/22/2020		
3526006	7/31/20	408.80			408.80	9/22/2020		
3531130	8/31/20	33,278.82			33,278.82	1/6/2021		
3536117	9/30/20	5,597.37			5,597.37	1/6/2021		
3537299	6/30/20	784.00			784.00	1/6/2021		
			2,004					
3542473	10/31/20	6,915.90			6,915.90	1/6/2021		
3542584	10/31/20	1,677.21			1,677.21	1/6/2021		
3549939	11/30/20	3,795.13			3,795.13	5/27/2021		
3564339	1/31/21	9,234.58			9,234.58	5/27/21		
3570197	2/28/21	10,811.82			10,811.82	5/27/21		
3576798	3/31/21	53,260.93			53,260.93	5/27/21		
3584800	4/03/21	27,530.62			27,530.62	6/17/21		
3589451	5/31/21	66,825.28			66,825.28	6/17/21		
3598427	6/30/21	25,855.07			25,855.07	12/29/21		
3605047	7/31/21	61,047.69			61,047.69	12/29/21		
3610410	8/31/21	58,999.24	58,999		-	4/12/22		
3618738	9/30/21	88,377.02	88,377		-	4/12/22		
3625677	10/31/21	84,500.64	84,501		-	4/12/22		
3631232	11/30/21	51,741.79	51,742		-	4/12/22		
3641922	12/31/21	46,051.30	46,051		-			46,051.30
3648009	1/31/22	44,726.65	44,727		-			44,726.65
3655013	2/28/22	60,174.67	60,175		-			60,174.67
3660812	3/31/22	185,329.98	185,330		-			185,329.98
3662829	3/31/22	-	-		-			-
3667677	4/30/22	100,563.17	100,563		-	6/20/22		-
3674372	5/31/22	97,045.02	97,045		-			97,045.02
3681421	6/30/22	14,807.86	14,808		-			14,807.86
3688350	7/31/22	14,812.38	-		14,812.38			14,812.38
		1,227,755.65	621,905	212,416	395,438.31		756,246.96	471,508.69

EN

This is **Exhibit "B"** referred to in the affidavit of BELINDA DIAZ sworn before me at Vancouver, BC this 8 day of AUG, 2022.



A Commissioner for taking Affidavits
For British Columbia

EMMA T.T.Y. NEWBERY
Barrister & Solicitor
DENTONS CANADA LLP
20th Floor, 250 Howe Street
Vancouver, B.C. V6C 3R8
Telephone (604) 687-4460



Alderbridge Way LP et al
 Summary of Professional Fees (\$'s)
 As at July 28, 2022

Summary of Professional Fees Invoiced and Paid:

Professional	Pre-Filing Invoices (up to February 28, 2022)	March 2022 Invoices	Post-Filing Invoices (April 1 - June 30, 2022)	Total Invoiced	Payments Made (excluding retainers)	Outstanding Balance Before Retainer	Retainer's Paid
Dentons	436,576	185,330	212,416	834,322	362,813	471,509	50,000
A&M	100,000	59,890	105,972	265,862	215,862	50,000	50,000
Fasken	-	-	144,085	144,085	98,384	45,702	50,000
TBGI	-	-	118,116	118,116	76,961	41,156	-
	536,576	245,220	580,589	1,362,385	754,019	608,366	150,000

Cash Flow Forecast vs. Actual Payments to Professionals:

Professional	Payments (April 1 - July 22, 2022)	Retainer's Paid	Total Payments	Cash Flow Forecast per A&M's 2nd Report to Court (April 1 - July 22, 2022) (Note 1)	Variance (Payments - Cash Flow Forecast)
Dentons	362,813	50,000	412,813	562,000	(149,187)
A&M (Note 2)	215,862	50,000	265,862	265,862	-
Fasken	98,384	50,000	148,384	155,000	(6,616)
TBGI	76,961	-	76,961	114,138	(37,177)
	754,019	150,000	904,019	1,097,000	(192,981)

Notes:

1) This includes actual payments to professionals of \$402,000 (which includes the \$150K of retainers) during the period April 1 - 22, 2022 plus amounts included in the cash flow forecast in A&M's 2nd Report to Court dated April 23, 2022 for the period April 23 - August 5, 2022.

2) The Cash Flow Forecast in A&M's 2nd Report to Court does not split out between A&M and TBGI, therefore the cash flow forecast has first been applied to A&M to the extent payments were made to them with the remainder applied to TBGI.

EN

Alderbridge Way LP et al
 Summary of Professional Fees (\$'s)
 As at July 28, 2022

Summary of Dentons Fees:

Invoice date	Invoice #	Amount
Pre-filing:		
Non-insolvency work		2,004
Aug 31, 2021	3610410	58,999
Sept 30, 2021	3618738	88,377
Oct 31, 2021	3625677	84,501
Nov 30, 2021	3631232	51,742
Dec 31, 2021	3641922	46,051
Jan 31, 2022	3648009	44,727
Feb 28, 2022	3655013	60,175
March 31, 2022	3660812	185,330
		<u>621,906</u>
CCAA filing:		
April 30, 2022	3667677	100,563
May 31, 2022	3674372	97,045
June 30, 2022	3681421	14,808
		<u>212,416</u>
Total		<u><u>834,322</u></u>

Summary of Fasken's Fees:

Invoice date	Invoice #	Amount
April 13, 2022	1707473	30,556
April 25, 2022	1711357	16,883
May 10, 2022	1716844	4,899
May 10, 2022	1716916	1,787
June 21, 2022	1731015	44,260
July 15, 2022	1739755	45,702
Total		<u><u>144,085</u></u>

Summary of TBGI's Fees:

Invoice date	Invoice #	Amount
May 31, 2022	9432	36,855
June 13, 2022	9451	40,105
July 21, 2022	9473	41,156
Total		<u><u>118,116</u></u>

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VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

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R.S.C. 1985, C. C-36, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF 0989705 B.C.
LTD., ALDERBRIDGE WAY GP LTD., AND ALDERBRIDGE WAY LIMITED PARTNERSHIP

PETITIONERS

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I, **BELINDA DIAZ**, of 250 Howe Street, 20th Floor, Vancouver, BC, Executive Assistant and Accountant, SWEAR (OR AFFIRM) THAT:

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5. Dentons Canada LLP is owed \$471,508.69 by the Petitioners for unpaid invoices, before application of the Retainer, in connection with this matter.




6. Now produced and shown to me and attached hereto as **Exhibit "A"** is a summary of Dentons Canada LLP's invoices from July 30, 2020 to July 31, 2022 and payments made with respect to those invoices.

7. Now produced and shown to me and attached hereto as **Exhibit "B"** is a summary of professional fees as at July 28, 2022, prepared by The Bowra Group Inc. with respect to all professional fees including those of Dentons Canada LLP's relating to this matter.

The deponent, Belinda Diaz, was not physically present before me, but was linked with me by utilizing video technology. I, Emma Newbery, confirm that while connected via video technology, Belinda Diaz had shown me the front and back of his government-issued photo identity document and I am reasonably satisfied it is the same person and the document is valid and current. I confirm that I have reviewed each page of this affidavit and exhibits with Belinda Diaz and verify that the pages are identical.

SWORN (OR AFFIRMED) BEFORE ME at
Vancouver, BC, on 8/AUG/2022.

A Commissioner for taking Affidavits within
British Columbia



BELINDA DIAZ



This is Exhibit "A" referred to in the affidavit of
BELINDA DIAZ sworn before me at Vancouver,
BC this 8 day of AUG, 2022.

A Commissioner for taking Affidavits
For British Columbia



Alderbridge Wal LLP re: Potential Restructuring Matters

Matter Number: 572732-000002

RECONCILIATION OF INVOICES BETWEEN DENTONS AND ATMOSPHERE

as of Aug. 5, 2022

DENTONS

INVOICE	PER DENTONS		TOTAL	PER ATMOSPHERE		TOTAL	NOT INCLUDED IN BOWMAS LIST		PAYMENTS RECEIVED		BALANCE OUTSTANDING
	DATE	DATE		PRE-FILING	CCAA FILING		AMOUNT	DATE	AMOUNT	DATE	
3510264	7/30/20	7/30/20	19,751.97	-	-	-	19,751.97	-	19,751.97	9/22/2020	-
3517341	6/30/20	6/30/20	-	-	-	-	28,830.49	-	28,830.49	1/6/2021	-
3520861	6/30/20	6/30/20	28,830.49	-	-	-	25,020.25	-	25,020.25	9/22/2020	-
3525106	7/31/20	7/31/20	25,020.25	-	-	-	408.80	-	408.80	9/22/2020	-
3526006	7/31/20	7/31/20	408.80	-	-	-	33,278.82	-	33,278.82	1/6/2021	-
3531130	8/31/20	8/31/20	33,278.82	-	-	-	5,597.37	-	5,597.37	1/6/2021	-
3536117	9/30/20	9/30/20	5,597.37	-	-	-	784.00	-	784.00	1/6/2021	-
3537299	6/30/20	6/30/20	784.00	2,004	-	2,004	6,915.90	-	6,915.90	1/6/2021	-
3542473	10/31/20	10/31/20	6,915.90	-	-	-	1,677.21	-	1,677.21	1/6/2021	-
3542534	10/31/20	10/31/20	1,677.21	-	-	-	3,795.13	-	3,795.13	5/27/2021	-
3549939	11/30/20	11/30/20	3,795.13	-	-	-	9,234.58	-	9,234.58	5/27/21	-
3564339	1/31/21	1/31/21	9,234.58	-	-	-	10,811.82	-	10,811.82	5/27/21	-
3570197	2/28/21	2/28/21	10,811.82	-	-	-	53,260.93	-	53,260.93	5/27/21	-
3576798	3/31/21	3/31/21	53,260.93	-	-	-	27,530.62	-	27,530.62	6/17/21	-
3584800	4/03/21	4/03/21	27,530.62	-	-	-	66,825.28	-	66,825.28	9/16/21	-
3589451	5/31/21	5/31/21	66,825.28	-	-	-	25,855.07	-	25,855.07	12/29/21	-
3598427	6/30/21	6/30/21	25,855.07	-	-	-	61,047.69	-	61,047.69	1/31/22	-
3605047	7/31/21	7/31/21	61,047.69	58,999	-	58,999	-	-	-	4/12/22	-
3610410	8/31/21	8/31/21	58,999.24	88,377	-	88,377	-	-	-	4/30/22	-
3618738	9/30/21	9/30/21	88,377.02	84,501	-	84,501	-	-	-	8/05/22	8,560.83
3625677	10/31/21	10/31/21	84,500.64	-	-	-	51,741.79	-	51,741.79	4/12/22	-
3631232	11/30/21	11/30/21	51,741.79	51,742	-	51,742	-	-	-	-	46,051.30
3641922	12/31/21	12/31/21	46,051.30	46,051	-	46,051	-	-	-	-	44,726.65
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3660812	3/31/22	3/31/22	185,329.98	185,330	-	185,330	-	-	-	-	-
3662829	3/31/22	3/31/22	-	-	-	-	-	-	-	-	-
3667677	4/30/22	4/30/22	100,563.17	100,563	-	100,563	-	-	-	6/20/22	-
3674372	5/31/22	5/31/22	97,045.02	97,045	-	97,045	-	-	-	-	97,045.02
3681421	6/30/22	6/30/22	14,807.86	14,808	-	14,808	-	-	-	-	14,807.86
3688350	7/31/22	7/31/22	14,812.38	621,905	212,416	834,321	14,812.38	-	756,246.96	-	471,508.69
			1,227,755.65				395,438.31				

AS

This is **Exhibit "B"** referred to in the affidavit of
BELINDA DIAZ sworn before me at Vancouver,
BC this 8 day of AUG, 2022.

A Commissioner for taking Affidavits
For British Columbia



Alderbridge Way LP et al
 Summary of Professional Fees (\$'s)
 As at July 28, 2022

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Alderbridge Way LP et al
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Total **834,322**

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Summary of TBGI's Fees:

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