



This is the 1st affidavit of
Joanne Austen in this case and was
made on June 28, 2023

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 LIMITED PARTNERSHIP, AND ALDERBRIDGE WAY GP LTD.

PETITIONERS

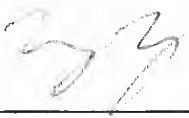
AFFIDAVIT

I, Joanne Austen, of 2600 – 595 Burrard Street, Vancouver, British Columbia, Legal
Administrative Assistant, SWEAR THAT:

1. I am a legal assistant at Blake, Cassels & Graydon LLP ("**Blakes**"), the solicitors for Romspen Investment Corporation, the applicant in this proceeding, and as such I have personal knowledge of the matters deposed to in this Affidavit except where I depose to a matter based on information from an informant I identify in which case I believe that both the information from the informant and the resulting statement are true.
2. Attached and marked as **Exhibit "A"** is a copy of a letter dated May 19, 2023 from Peter Rubin of Blakes to (a) John Sullivan and Salma Bhura of Harper Grey LLP, (b) Vicki Tickle, Jordanna Cytrybaum and Rajit Mittal of Cassels Brock & Blackwell LLP, and (c) Howard Shapray, K.C. and Shane Coblin of Kornfeld LLP dated May 19, 2023.
3. Attached and marked as **Exhibit "B"** is a copy of a letter from John Sullivan to Petr Rubin dated May 26, 2023.
4. Attached and marked as **Exhibit "C"** is a copy of a letter from Howard Shapray, K. C. to Peter Rubin dated May 26, 2023.

5. Attached and marked as **Exhibit "D"** is a copy of a letter from Vicki Tickle to Peter Rubin dated May 26, 2023.

SWORN BEFORE ME at Vancouver, British
Columbia on June 28, 2023



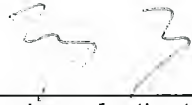
A Commissioner for taking Affidavits for
British Columbia



Joanne Austen

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Suite 2600, Three Bentall Centre
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Vancouver, B.C. V7X 1L3
(604) 631-4161

This is Exhibit "A" referred to in the Affidavit of Joanne Austen made before me at Vancouver, British Columbia this 28th day of June, 2023.



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Blake, Cassels & Graydon LLP
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Peter Rubin*

Partner

Dir: 604-631-3315

peter.rubin@blakes.com

*Law Corporation

Reference: 70553/90061

May 19, 2023
VIA E-MAIL

Harper Grey LLP
 Barristers & Solicitors
 3200 – 650 West Georgia Street
 Vancouver, BC V6B 4P7

Cassels Brock & Blackwell LLP
 Suite 2200, HSBC Building
 885 West Georgia Street
 Vancouver, BC V6C 3E8

Attention: John P. Sullivan and Salman Y. Bhura

Attention: Vicki Tickle, Jordanna Cytrynbaum, and
 Rajit Mittal

Kornfeld LLP
 1100 One Bentall Centre
 505 Burrard Street
 Vancouver, BC V7X 1M5

Attention: Howard Shapray, K.C. and
 Shane D. Coblin

RE: *In the Matter of a Plan of Compromise and Arrangement of 0989705 B.C. Ltd., SCBC Action No. S-222758 (the "CCAA Proceedings")*

GEC (Richmond) GP Inc., et al. v. Romspen Investment Corporation, SCBC Action No. S-228019
Romspen Investment Corporation v. 0989705 B.C. Ltd., et. al., SCBC Action No. S-231106;
R Jay Management Ltd. et al. v. Romspen Investment Corporation, SCBC Action No. S-24877; and
Alderbridge Way Limited Partnership, et al. v. Romspen Investment Corporation, SCBC Action No. S-232583 (collectively, the "Actions")

Dear Sirs/Mesdames:

We write as counsel to Romspen Investment Corporation in respect of the above-noted Actions.

Our client's position is that the claims and counterclaims asserted in each of the Actions (the "**Claims**") are necessarily related to each other and to the CCAA Proceedings such that their timely and orderly resolution in the context of the CCAA Proceedings is required. Accordingly, we have instructions to bring an application in the CCAA Proceedings for (a) an order providing that the Claims be determined by Justice Fitzpatrick in the context of the CCAA Proceedings (the "**Carriage Order**"); and (b) an order establishing a litigation process for the determination of the Claims in the context of the CCAA Proceedings (the "**Case Planning Order**").

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Please advise by no later than May 26, 2023 if your respective clients will consent to a Carriage Order being granted in the CCAA Proceedings. If any of the parties to the Actions are not prepared to agree to a Carriage Order being granted, we will request at the hearing scheduled in the CCAA Proceedings before for May 31 2023 that Justice Fitzpatrick set a date for the hearing of an application for the Carriage Order and the Case Planning Order. If there is agreement on the appropriateness of a Carriage Order, we will still request on May 31, 2023 that Justice Fitzpatrick reserve a date for the hearing of an application for a Case Planning Order.

Yours truly,



Peter Rubin

This is Exhibit "B" referred to in the Affidavit of Joanne Austen made before me at Vancouver, British Columbia this 28th day of June, 2023.



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Harper Grey LLP

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JOHN P. SULLIVAN
DIRECT LINE: 604 895 2859
jsullivan@harpergrey.com
www.harpergrey.com

File Number: 154890

May 26, 2023

BY EMAIL

Blake, Cassels & Graydon LLP
595 Burrard Street, Ste. 2600,
Vancouver, B.C. V7X 1L3

Attention: Peter Rubin

Dear Sirs/Mesdames:

**Re: *GEC (Richmond) GP Inc. et al v. Romspen Investment Corporation*
Supreme Court of British Columbia, VLC-S-S-228019 (Vancouver Registry)**

We write in response to your letter of May 19, 2023.

First, our client does not consent to an order that GEC action S-228019 (the “GEC Action”) be determined in the context of the CCAA proceedings brought by Alderbridge Way Limited Partnership, *et al* (S-222758). Our clients have launched an action against Romspen Investment Corporation and are entitled to the full panoply of procedural rights that an action entails, including documentary and oral discovery. Given the factual controversies in the GEC Action, discovery is essential.

That said, our client does not oppose having the four Actions (as defined in your letter) case managed together, and has no objection to Justice Fitzpatrick as the Case Management Judge, if such is the will of the Court.

On the issue of discovery, we have been working hard to finalize the GEC list of documents. We expect to be in a position to provide it to you within the next week (two at the outside). We would like to exchange lists of documents on the same day. We presume that your client has been working assiduously on its list of documents such that you will be able to provide the Romspen list of documents within the next week or two. Please confirm. We also want to set examinations for discovery in the months of July, August, or early September at the latest and will be in touch further in that respect in the near future.

Harper Grey LLP

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We look forward to hearing from you regarding the above.

Yours truly,
HARPER GREY LLP



Per: John P. Sullivan
*Personal Law Corporation

JPS/bjo

Cc: Howard Shapray, KC (By Email: hshapray@kornfeldllp.com)
Shane D. Coblin (By Email: scoblin@kornfeldllp.com)
Vicki Tickle (By Email: vtickle@cassels.com)
Jordana Cytrynbaum (By Email: jcytrynbaum@cassels.com)
Rajit Mittal (By Email: rmittal@cassels.com)

This is **Exhibit "C"** referred to in the Affidavit of Joanne Austen made before me at Vancouver, British Columbia this 28th day of June, 2023.



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File No. ALD004ROM221

May 26, 2023

VIA EMAIL

Blake, Cassels & Graydon LLP
2600 - 595 Burrard Street
Vancouver, B.C. V7X 1L3

Attention: Peter Rubin

Dear Peter,

***Re: Romspen Investment Corporation v. 0989705 B.C. Ltd. et al., SCBC
Vancouver Registry No. S231106 and
Alderbridge Way Limited Partnership et al. v. Romspen Investment
Corporation, SCBC Vancouver Registry No. S232583***

I refer to your letter of May 19, 2023. For a variety of legal and procedural reasons, my clients who are both plaintiffs and defendants in the above noted actions do not agree to have this critical litigation determined in the context of the CCAA Proceedings by what you refer to as a "Carriage Order".

There are a number of reasons why such an Order is contrary to the interests of justice. For reasons of economy, I don't intend to explain all of them.

Certain of the plaintiffs in action S232583 and defendants in Romspen's action S231106 are not subject to the CCAA Proceedings and its procedural limitations. Their claims for damages and other relief against Romspen do not fit within the context of a CCAA proceeding.

Mr. Sullivan's letter to you of today's date stresses the importance of discovery and other procedural rights provided to parties to an action commenced under the Supreme Court Civil Rules. Moreover, I understand Mr. Sullivan's action is set for trial in January, 2024. We are not privy to all of the issues between the parties in that action or the R Jay Management litigation.

My clients have their own issues with Romspen's alleged misconduct which include Romspen's breach of contract, repudiation of its contractual duties and the tort of "unlawful means", all of which support the claims for aggravated and punitive damages. Any attempt to impose some external processes to regulate or limit the procedures available to litigants who are not subject to the CCAA would be improper.

KORNFELD LLP

May 26, 2023

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Finally, as you well know, for reasons of their own, neither your client nor mine have served their respective Notice of Civil Claim on the opposite parties.

We will be quite willing to discuss collaborative measures to facilitate an orderly, thorough process of bringing the issues to trial in some other form of dispute resolution once the litigation gets underway.

Yours truly,

KORNFELD LLP

Per:

A handwritten signature in black ink, appearing to read "H Shapray", with a checkmark at the end.

Howard Shapray, K.C., FClarb.
Law Corporation

HS:cj

This is **Exhibit "D"** referred to in the Affidavit of Joanne Austen made before me at Vancouver, British Columbia this 28th day of June, 2023.



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Cassels

May 26, 2023

Via E-Mail

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vtickle@cassels.com
tel: +1 778 309 7954
fax: 604.691.6120
file # 058019-00002

Attention: Peter Rubin
Partner

Dear Peter:

**Re: In the Matter of a Plan of Compromise and Arrangement of 0989705 BC Ltd., SCBC
Acion No. S-222758 (the "CCAA Proceedings")
R Jay Management Ltd. et al v. Romspen Investment Corporation, SCBC Action
No. S-24877 (the "R Jay et al Romspen Claim")
Your File No. 70553/90061**

We refer to your letter of May 19, 2023, and adopt the defined terms therein.

We are instructed that our clients do not object to the Carriage Order, on the basis that they expressly reserve their rights as to the terms of the Case Planning Order with respect to the procedures to be adopted.

Yours truly,

Cassels Brock & Blackwell LLP



Vicki Tickle
Partner

VT