



This is the 2nd affidavit
of Belinda Diaz in this case
and was made on 16/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 August 11, 2022 in the amount of \$1,260,595.59.
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 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 \$504,348.63 by the Petitioners for unpaid invoices, before application of the Retainer, in connection with this matter.

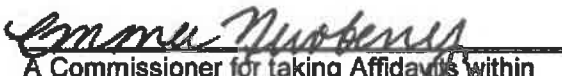
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6. Now produced and shown to me and attached hereto as **Exhibit "A"** is a summary of Dentons Canada LLP's invoices from July 30, 2020 to August 12, 2022 and payments made with respect to those invoices.

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 her 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 16/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

This is Exhibit "A" referred to in the affidavit of BELINDA DIAZ sworn before me at Vancouver, BC this 16th day of AUG, 2022.

Emma Newbery
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

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Alfordbridge Wial LLP re: Potential Restructuring Matters
Matter Number: 572732-000002
SUMMARY OF INVOICES, PAYMENTS RECEIVED AND BALANCE OUTSTANDING
as of Aug. 15, 2022

XADVERTIONS

INVOICE	PER DEBENTONS				PER ATMOSPHERE		TOTAL	NOT INCLUDED IN ATMOSPHERE'S LIST	CHECK #	AMOUNT	DATE	BALANCE OUTSTANDING
	FEES	COST'S	OTHER	DATE	PRE-FILING	CCAA FILING						
3510284	19,828.00	1,928.69	1,987.28	7/30/20			19,751.97	680	19,751.97	9/22/20	-	
3517341	-	-	-	6/30/20			-				-	
3520061	25,741.50	-	3,088.99	6/30/20			28,830.49	5560	28,830.49	1/6/21	-	
3525106	22,339.50	-	2,680.75	7/31/20			25,020.25	680	25,020.25	9/22/20	-	
3528006	365.00	-	43.80	7/31/20			408.80	680	408.80	9/22/20	-	
3531130	29,311.50	430.92	3,536.40	8/31/20			33,278.82	5660	33,278.82	1/6/21	-	
3536117	4,881.50	145.31	590.56	9/30/20			5,597.37	5560	5,597.37	1/6/21	-	
3537239	700.00	-	84.00	8/30/20			784.00	5560	784.00	1/6/21	-	
3542473	5,950.50	238.97	726.43	10/31/20			6,915.90	5560	6,915.90	1/6/21	-	
3542534	1,487.50	-	179.71	10/31/20			1,677.21	5560	1,677.21	1/6/21	-	
3548939	3,388.50	-	408.63	11/30/20			3,795.13	12850	3,795.13	5/27/21	-	
3584339	8,185.00	86.50	984.08	1/31/21			9,234.58	12850	9,234.58	5/27/21	-	
3570197	9,852.00	1.50	1,158.32	2/28/21			10,811.82	12850	10,811.82	5/27/21	-	
3576798	46,810.00	780.22	5,654.71	3/31/21			53,260.93	12850	53,260.93	5/27/21	-	
3584800	24,499.50	87.48	2,943.68	4/30/21			27,530.62	98	27,530.62	6/17/21	-	
3589451	59,381.00	301.54	7,142.74	5/31/21			66,825.28	98	66,825.28	6/17/21	-	
3598427	23,080.50	28.00	2,788.57	6/30/21			25,855.07	149	25,855.07	9/18/21	-	
3605047	48,890.00	6,204.97	6,182.72	7/31/21			61,047.69	188	61,047.69	12/29/21	-	
3810410	52,505.50	185.42	6,308.32	8/31/21	58,999		58,999	207	53,302.76	1/31/22	-	
3818738	78,560.50	372.36	9,444.17	9/30/21	88,377		88,377	236	9,881.19	4/12/22	-	
3825677	75,447.00	-	9,053.64	10/31/21	84,501		84,501	274	49,118.05	4/30/22	-	
3831232	48,047.00	182.44	5,532.35	11/30/21	51,742		51,742	313	8,560.83	6/20/22	-	
3841922	41,053.00	70.34	4,927.96	12/31/21	46,051		46,051	236	61,741.79	4/12/22	-	
3848009	39,934.50	-	4,792.15	1/31/22	44,727		44,727	313	48,051.30	6/20/22	-	
3855013	52,182.50	-	8,012.17	2/28/22	60,175		60,175	313	44,728.85	6/20/22	-	
3880812	160,508.50	187.36	24,654.12	3/31/22	185,330		185,330	313	1,224.39	6/20/22	68,880.28	
3882828	-	-	-	3/31/22	-		-				185,329.98	
3887877	66,977.00	220.63	13,365.54	4/30/22	100,563		100,563				100,563.17	
3874372	83,656.00	539.46	12,848.56	5/31/22	97,045		97,045				97,045.02	
3881421	12,793.00	96.00	1,958.86	6/30/22	14,808		14,808				14,807.86	
3888350	-	-	-	7/31/22	-		-				14,812.38	
3889282	-	-	-	8/17/22	-		-				32,839.94	
	1,059,844.00	12,061.08	141,038.19		821,905	212,416	834,321		786,246.86		604,348.83	

CAW

This is Exhibit "B" referred to in the affidavit of
BELINDA DIAZ sworn before me at Vancouver,
BC this 16th 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

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Payments Received to August 15, 2022
 Alderbridge Way LLP re: Potential Restructuring Matters
 Matter #672732-000002

Check #	Invoice #	Invoice Date	Date Applied to Invoice	Amount Applied to Invoice	Total Cheque Amount	Notes
AW Chq #680	3510264	7/30/2020	9/22/2020	19,751.97		
AW Chq #680	3525108	7/31/2020	9/22/2020	25,020.25		Invoices 3510264, 3525108 and 3526006 referenced.
AW Chq #680	3528006	7/31/2020	9/22/2020	408.80	45,181.02	
AW Chq #15	3520861	6/30/2020	1/6/2021	28,830.49		
AW Chq #15	3531130	8/31/2020	1/6/2021	33,278.82		
AW Chq #15	3536117	9/30/2020	1/6/2021	5,597.37		
AW Chq #15	3537299	8/30/2020	1/6/2021	784.00		Invoices 3520861, 3531130, 3536117, 3537299, 3542473, 3542534 referenced.
AW Chq #15	3542473	10/31/2020	1/6/2021	6,915.90		
AW Chq #15	3542534	10/31/2020	1/6/2021	1,677.21	77,083.79	
Dentons Trust Chq #12850	3549939	11/30/2020	5/27/2021	3,795.13		
Dentons Trust Chq #12850	3564339	1/31/2021	5/27/2021	8,234.58		Invoices 3549939, 3564339, 3570197, 3576798 referenced. (Client instructions to apply initial retainer received.)
Dentons Trust Chq #12850	3570197	2/28/2021	5/27/2021	10,811.82		
Dentons Trust Chq #12850	3576798	3/31/2021	5/27/2021	26,158.47	50,000.00	
AW Chq #98	3578798	3/31/2021	6/17/2021	27,102.46		Invoices 3584800, 3549939, 3570197, 3576798 (less the \$50K retainer) see payment application of Dentons Trust Chq
AW Chq #98	3584800	4/30/2021	6/17/2021	27,530.82		
AW Chq #98	3589451	5/31/2021	6/17/2021	180.99	54,794.07	#12850.
AW Chq #149	3589451	5/31/2021	9/16/2021	66,664.29	66,664.29	Invoice 3589451 referenced.
AW Chq #188	3598427	6/30/2021	12/29/2021	25,855.07		No notation on chq as to invoices - applied to oldest A/R.
AW Chq #188	3605047	7/31/2021	12/29/2021	7,744.93	33,600.00	
AW Chq #207	3605047	7/31/2021	1/31/2022	53,302.76	53,302.76	Invoice 3605047 referenced.
AW Chq #236	3610410	8/31/2021	4/12/2022	9,881.19		
AW Chq #236	3618738	9/30/2021	4/12/2022	88,377.02		No notation on chq as to invoices - applied to oldest A/R.
AW Chq #238	3631232	11/30/2021	4/12/2022	51,741.79	150,000.00	
AW Chq #274	3610410	8/31/2021	4/30/2022	49,118.05		No notation on chq as to invoices - applied to oldest A/R.
AW Chq #274	3625677	10/31/2021	4/30/2022	61,131.95	110,250.00	
AW Chq #313	3625677	10/31/2021	6/20/2022	8,560.83		
AW Chq #313	3641922	12/31/2021	6/20/2022	46,051.30		Invoice 3667677 noted on chq originally applied to invoice incoherently and later corrected to apply to oldest A/R.
AW Chq #313	3648009	1/31/2022	6/20/2022	44,726.65	100,563.17	
AW Chq #313	3655013	2/28/2022	6/20/2022	1,224.39		
AW Chq #347	3625677	10/31/2021	7/31/2022	14,807.86	14,807.86	Invoice 3681421 noted on chq but payment applied to oldest A/R

766,246.96 766,246.96

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This is the 2nd affidavit
of Belinda Diaz in this case
and was made on 16/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 August 11, 2022 in the amount of \$1,260,595.59.
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 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 \$504,348.63 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 August 12, 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 her 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 16/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 16th day of AUG, 2022.**

**A Commissioner for taking Affidavits
For British Columbia**

Handwritten initials

Alderbridge Wal LLP re: Potential Restructuring Matters

Matter Number: 572732-000002

SUMMARY OF INVOICES, PAYMENTS RECEIVED AND BALANCE OUTSTANDING

as of Aug. 15, 2022

PER DENTONS

INVOICE	FEES	COSTS	OTHER	DATE	TOTAL
3510284	15,026.00	1,928.09	1,897.28	7/30/20	19,751.97
3517341	-	-	-	6/30/20	-
3520861	25,741.50	-	3,088.99	6/30/20	28,830.49
3525106	22,339.60	-	2,680.75	7/31/20	25,020.25
3528006	365.00	-	43.80	7/31/20	408.80
3531130	29,311.50	430.82	3,538.40	6/31/20	33,278.82
3536117	4,881.50	145.31	590.56	9/30/20	5,597.37
3537289	700.00	-	84.00	6/30/20	784.00
3542473	6,950.50	236.97	726.43	10/31/20	8,915.90
3542654	1,497.50	-	178.71	10/31/20	1,677.21
3549939	3,388.50	-	408.63	11/30/20	3,795.13
3564338	8,165.00	85.50	984.08	1/31/21	9,234.58
3570197	9,852.00	1.50	1,158.32	2/28/21	10,811.82
3578788	48,810.00	798.22	5,854.71	3/31/21	53,260.93
3584800	24,499.50	87.46	2,843.66	4/30/21	27,530.62
3589451	59,381.00	301.54	7,142.74	5/31/21	66,825.28
3598427	23,060.50	28.00	2,768.57	6/30/21	25,855.07
3605047	49,690.00	6,204.97	6,152.72	7/31/21	61,047.69
3610410	52,405.80	185.42	6,308.32	8/31/21	58,899.24
3618736	78,660.50	372.35	9,444.17	9/30/21	88,377.02
3625877	75,447.00	-	9,063.64	10/31/21	84,500.64
3631232	46,047.00	162.44	5,632.35	11/30/21	51,741.79
3641822	41,053.00	70.54	4,927.95	12/31/21	46,051.30
3648009	39,934.50	-	4,792.15	1/31/22	44,726.65
3655013	52,162.50	-	6,012.17	2/28/22	60,174.67
3660812	160,506.50	187.36	24,854.12	3/31/22	185,329.98
3662829	-	-	-	3/31/22	-
3667677	86,977.00	220.63	13,365.54	4/30/22	100,563.17
3674372	83,656.00	539.46	12,949.56	5/31/22	97,045.02
3681421	12,763.00	96.00	1,959.66	6/30/22	14,807.66
3686350	-	-	-	7/31/22	-
3692852	-	-	-	8/12/22	-
TOTAL	1,059,644.00	12,061.08	141,036.19		1,260,696.69

PER ATMOSPHERE		PER DENTONS	
PRE-FILING	CCAA FILING	TOTAL	TOTAL
-	-	-	19,751.97
-	-	-	28,830.49
-	-	-	25,020.25
-	-	-	408.80
-	-	-	33,278.82
-	-	-	5,597.37
-	-	-	784.00
-	-	-	8,915.90
-	-	-	1,677.21
-	-	-	3,795.13
-	-	-	9,234.58
-	-	-	10,811.82
-	-	-	53,260.93
-	-	-	27,530.62
-	-	-	66,825.28
-	-	-	25,855.07
-	-	-	61,047.69
58,899	-	58,899	-
88,377	-	88,377	-
84,501	-	84,501	-
-	-	-	51,742
-	-	-	46,051
-	-	-	44,727
60,175	-	60,175	-
185,330	-	185,330	-
-	-	-	100,563
-	-	-	97,045
-	-	-	14,808
621,905	212,416	834,321	-

CHEQUE #	PAYMENTS RECEIVED AMOUNT	DATE	BALANCE OUTSTANDING
680	19,751.97	9/22/20	-
5560	28,830.49	1/6/21	-
680	25,020.25	9/22/20	-
690	408.80	9/22/20	-
5560	33,278.82	1/6/21	-
5560	5,597.37	1/6/21	-
6560	784.00	1/6/21	-
5560	6,915.90	1/6/21	-
5560	1,677.21	1/6/21	-
12850	3,795.13	5/27/21	-
12850	9,234.58	5/27/21	-
12850	10,811.82	5/27/21	-
12850	26,158.47	5/27/21	-
88	27,102.46	8/17/21	-
98	27,530.62	9/17/21	-
98	160.98	8/17/21	-
149	66,824.28	9/18/21	-
188	25,855.07	12/28/21	-
207	7,744.93	12/28/21	-
236	53,302.76	1/31/22	-
274	9,881.19	4/12/22	-
274	49,116.05	4/30/22	-
298	88,377.02	4/12/22	-
274	61,131.95	4/30/22	-
347	14,807.86	7/31/22	-
313	8,560.83	8/20/22	-
236	51,741.79	4/12/22	-
313	46,051.30	8/20/22	-
313	44,726.65	8/20/22	-
313	1,224.39	6/20/22	58,960.28
			185,329.98
			100,563.17
			97,045.02
			14,807.66
			14,812.38
			32,839.94
			804,348.63
	756,246.96		

This is Exhibit "B" referred to in the affidavit of
BELINDA DIAZ sworn before me at Vancouver,
BC this 16th day of AUG, 2022.

A Commissioner for taking Affidavits
For British Columbia

XB

Payments Received to August 15, 2022
 Alderbridge Way LLP re: Potential Restructuring Matters
 Matter #572732-000002

Cheque #	Invoice #	Invoice Date	Date Applied to Invoice	Amount Applied to Invoice	Total Cheque Amount	Information included with cheque
AW Chq #680	3510284	7/30/2020	9/22/2020	19,751.97		
AW Chq #680	3525106	7/31/2020	9/22/2020	25,020.25		Invoices 3510264, 3525106 and 3526006 referenced.
AW Chq #680	3526006	7/31/2020	9/22/2020	408.80	45,181.02	
AW Chq #15	3520861	6/30/2020	1/8/2021	28,830.49		
AW Chq #15	3531130	8/31/2020	1/8/2021	33,278.82		
AW Chq #15	3536117	9/30/2020	1/8/2021	5,597.37		
AW Chq #15	3537289	6/30/2020	1/8/2021	784.00		Invoices 3520861, 3531130, 3536117, 3537289, 3542473, 3542534 referenced.
AW Chq #15	3542473	10/31/2020	1/8/2021	8,915.90		
AW Chq #15	3542534	10/31/2020	1/8/2021	1,677.21	77,083.79	
Dentons Trust Chq #12850	3549939	11/30/2020	5/27/2021	3,795.13		
Dentons Trust Chq #12850	3564339	1/31/2021	5/27/2021	9,234.58		Invoices 3549939, 3564339, 3570197, 3576798 referenced. (Client instructions to apply initial retainer received.)
Dentons Trust Chq #12850	3570197	2/28/2021	5/27/2021	10,811.82		
Dentons Trust Chq #12850	3576798	3/31/2021	5/27/2021	26,156.47	50,000.00	
AW Chq #96	3576798	3/31/2021	6/17/2021	27,102.46		
AW Chq #98	3584800	4/30/2021	6/17/2021	27,530.62		Invoices 3584800, 3549939, 3570197, 3576798 (less the \$50K retainers) see payment application of Dentons Trust Chq #12850.
AW Chq #88	3589451	5/31/2021	6/17/2021	160.99	54,794.07	
AW Chq #149	3589451	5/31/2021	9/16/2021	66,664.29	Invoice 3589451 referenced.	
AW Chq #188	3598427	6/30/2021	12/29/2021	25,855.07		No notation on chq as to invoices - applied to oldest A/R.
AW Chq #188	3605047	7/31/2021	12/29/2021	7,744.93	33,600.00	
AW Chq #207	3605047	7/31/2021	1/31/2022	53,302.76	Invoice 3605047 referenced.	
AW Chq #236	3610410	8/31/2021	4/12/2022	9,881.19		
AW Chq #236	3618738	9/30/2021	4/12/2022	88,377.02		No notation on chq as to invoices - applied to oldest A/R.
AW Chq #236	3631232	11/30/2021	4/12/2022	51,741.79	150,000.00	
AW Chq #274	3610410	8/31/2021	4/30/2022	49,118.05		No notation on chq as to invoices - applied to oldest A/R.
AW Chq #274	3625677	10/31/2021	4/30/2022	61,131.95	110,250.00	
AW Chq #313	3625677	10/31/2021	6/20/2022	8,560.83		
AW Chq #313	3641922	12/31/2021	6/20/2022	46,051.30		Invoice 3667677 noted on chq originally applied to Invoice inadvertently and later corrected to apply to oldest A/R.
AW Chq #313	3648009	1/31/2022	6/20/2022	44,726.65	100,563.17	
AW Chq #313	3655013	2/28/2022	6/20/2022	1,224.39		
AW Chq #347	3625677	10/31/2021	7/31/2022	14,807.86	14,807.86	Invoice 3681421 noted on chq but payment applied to oldest A/R

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