

COURT FILE NUMBER **2003-06728**
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
PLAINTIFFS **ROMSPEN MORTGAGE LIMITED**
(DEFENDANTS BY **PARTNERSHIP AND ROMSPEN INVESTMENT**
COUNTERCLAIM) **CORPORATION**

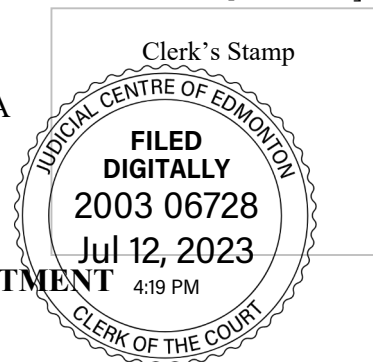
DEFENDANTS **3443 ZEN GARDEN LIMITED PARTNERSHIP,**
(PLAINTIFFS BY **LOT 11 GP LTD., LOT 11 LIMITED**
COUNTERCLAIM) **PARTNERSHIP, ECO INDUSTRIAL BUSINESS**
PARK INC., ABSOLUTE ENERGY RESOURCES
INC., ABSOLUTE ENVIRONMENTAL WASTE
MANAGEMENT INC. AND DANIEL ALEXANDER
WHITE

PLAINTIFFS BY **3443 ZEN GARDEN LIMITED PARTNERSHIP,**
COUNTERCLAIM **LOT 11 GP LTD., LOT 11 LIMITED**
PARTNERSHIP, ECO INDUSTRIAL BUSINESS
PARK INC., ABSOLUTE ENERGY RESOURCES
INC., ABSOLUTE ENVIRONMENTAL WASTE
MANAGEMENT INC. AND DANIEL ALEXANDER
WHITE

DEFENDANTS BY **ROMSPEN MORTGAGE LIMITED**
COUNTERCLAIM **PARTNERSHIP, ROMSPEN INVESTMENT**
CORPORATION, RICHARD WELDON AND
WESLEY ROITMAN

COURT FILE NUMBER **1903-21473**
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON

APPLICANTS **LOT 11 LIMITED PARTNERSHIP by its general**
partner LOT 11 GP LTD., ECO-INDUSTRIAL
BUSINESS PARK INC., ABSOLUTE ENERGY
RESOURCES INC., ABSOLUTE
ENVIRONMENTAL WASTE MANAGEMENT INC.
AND DANIEL ALEXANDER WHITE.



RESPONDENT	ROMSPEN INVESTMENT CORPORATION
DOCUMENT	AFFIDAVIT
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	BORDEN LADNER GERVAIS LLP 1900, 520 – 3 rd Avenue SW Calgary, AB T2P 0R3 Kevin E. Barr / Tiffany Bennett Telephone: (403) 232-9786 / 9119 Facsimile: (403) 266-1395 Email: kbarr@blg.com / tibennett@blg.com File No. 443063-000012

AFFIDAVIT OF LYNNE MOORE

SWORN ON JULY 7, 2023

I, **LYNNE MOORE**, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY THAT:

I. INTRODUCTION

1. I am the Mortgage Administrator of Romspen Investment Corporation (“**RIC**”), the manager and administrative agent for Romspen Mortgage Limited Partnership (together with RIC, “**Romspen**”). As such, I have personal knowledge of the matters and facts hereinafter sworn to, except where stated to be based on information and belief, and where so stated, I verily believe the same to be true.
2. Capitalized terms not defined herein shall have the same meaning as those terms defined in the Affidavit of Wesley Roitman sworn on July 29, 2022.

II. STATEMENT OF INDEBTEDNESS

3. The indebtedness owing to Romspen pursuant to the Zen Garden Loan Agreement, the Alberta Security and the Alberta Guarantees is, as of June 30, 2023, USD \$108,825,570.69, with interest continuing to accrue at the rate of 17% per annum, calculated and compounded monthly. Attached hereto and marked as Exhibit “**A**” is a loan statement dated

effective June 30, 2023, which provides itemized details on the indebtedness calculation (the "Loan Statement").

4. As set out in the Loan Statement, Romspen has incurred the amount of USD \$3,685,425.67 in payment for outstanding property taxes owing by Eco-Industrial and Lot 11 GP.
5. To assist the Court with determining the Canadian Dollar equivalent of the indebtedness owing to Romspen, attached hereto and marked as Exhibit "B" is a copy of a .pdf printout from the Bank of Canada's website of the 6-month historical USD/CAD conversion rates generated and printed on July 6, 2023.
6. Based on the Bank of Canada's indicative USD/CAD conversion rate of 1:1.3273 as of July 5, 2023, the amount of indebtedness owing by Romspen as set out in the Loan Agreement, expressed in Canadian Dollars, is CAD \$144,444,179.98, exclusive of incremental daily interest calculation beyond July 5, 2023
7. Further, as of June 30, 2023, Romspen has incurred the amount of CAD \$1,891,558.24 in funds advanced to the Receiver in the within receivership proceedings, with interest continuing to accrue at the rate of 12% per annum, calculated and compounded monthly. Attached hereto and marked as Exhibit "C" is a copy of a discharge statement dated effective June 30, 2023 in respect of the Receiver's borrowings from Romspen.

III. CONCLUSION

8. I make this Affidavit further to the Supplemental Affidavit of Wesley Roitman sworn on August 9, 2022 in these proceedings, in order to provide updated information on the indebtedness owing to Romspen pursuant to the Zen Garden Loan Agreement.

9. I am authorized to swear this Affidavit on behalf of Romspen.

SWORN BEFORE ME at the City of Toronto,)
in the Province of Ontario, this 7th day of)
July, 2023.)



Lynne Moore
LYNNE MOORE

This is Exhibit "A" referred to
in the Affidavit of LYNNE MOORE
Sworn before me this 7th day of July, 2023



A Notary Public in and for Ontario

LOAN STATEMENT



ACCOUNT NO.	8662
STATEMENT DATE	6/28/2023

BORROWER

3443 Zen Garden Limited Partnership
4210 Spicewood Springs Road, Suite 205
Austin, TX 78759

STATEMENT SUMMARY

Total Indebtedness **\$105,140,145.02**
Effective Date **6/30/2023**

Interest accrues at \$33,264.26 per day until June 30, 2023. Loan compounds, therefore per diem changes each month.

Description	Charges	Credits	Balance
Loan status pre-acquisition			
Principal Balance @ 10/16/2020	85,523,680.60		85,523,680.60
Interest 8/1/2019 to and including 8/31/2019 @ Note Rate (12%)	852,635.27		86,376,315.87
Interest from 9/1/2019 to and including 10/15/2020 @ Default Rate (17%)	18,183,735.20		104,560,051.07
Disbursements	279,990.51		104,840,041.58
Legal Fees (Foley Gardere LLP)	804,416.52		105,644,458.10
Legal Fees (Borden Ladner Gervais)	265,028.53		105,909,486.63
Legal Fees (Sprouse Shrader Smith PLLC)	78,853.81		105,988,340.44
Legal Fees (Osler, Hoskins, Harcourt)	7,270.86		105,995,611.30
Administration Fee for Insurance payment	350.00		105,995,961.30
Bankruptcy Trustee payment per Stipulation Order	7,000,000.00		112,995,961.30
U.S. Bankruptcy Court	3,787,597.80		116,783,559.10
U.S. Bankruptcy Court	1,387,100.46		118,170,659.56
DIP Loan balance	4,536,760.96		122,707,420.52
Acquisition			
Less: Credit Bid 10/16/2020		(45,000,000.00)	77,707,420.52
Post-Acquisition			
Interest from 10/16/2020 to and including 6/30/2023) @ Default Rate	33,221,077.06		110,928,497.58
Partial refund from Bankruptcy Court		(865,039.12)	110,063,458.46
Partial refund from Bankruptcy Court		(416.29)	110,063,042.17
Refund from Settlement Escrow (2/21/2021)		(6,400,000.00)	103,663,042.17
Unbilled Disbursements	1,477,102.85		105,140,145.02
Property Taxes	3,685,425.67		108,825,570.69

ALL FUNDS ARE EXPRESSED IN US DOLLARS.

THIS STATEMENT HAS BEEN PREPARED FOR DISCHARGE PURPOSES AND MAY NOT BE USED FOR ANY OTHER PURPOSE WITHOUT THE EXPRESS WRITTEN CONSENT OF THE LENDER.

PAYMENT MUST BE MADE IN THE FORM OF IMMEDIATELY AVAILABLE FUNDS. ROMSPEN MUST BE ABLE TO CONFIRM RECEIPT OF FUNDS IN AN AMOUNT TO FULLY REPAY THE INDEBTEDNESS IN ITS OFFICES OR BANK ACCOUNT BY 2:00 P.M. (TORONTO TIME) ON THE DATE OF REPAYMENT OTHERWISE INTEREST AT THE PER DIEM RATE WILL BE PAYABLE TO THE NEXT IMMEDIATE BUSINESS DAY. FOR CLARITY, WHERE PAYMENT IS RECEIVED AFTER 2:00 P.M. ON A FRIDAY, INTEREST IS DUE TO THE FOLLOWING MONDAY.

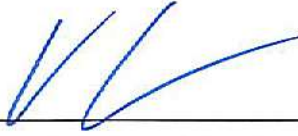
THE AMOUNT DUE ASSUMES NO FURTHER ACTIVITY ON THE MORTGAGE ACCOUNT AND NO FURTHER EXPENSES AND/OR FEES ARE INCURRED. ROMSPEN RESERVES THE RIGHT TO AMEND THIS STATEMENT IN THE EVENT OF CHANGE. NOTE THAT ADDITIONAL LEGAL FEES MAY BE CHARGED UP TO AND INCLUDING THE DATE OF REPAYMENT.

Yours truly,
ROMSPEN INVESTMENT CORPORATION
PER:

Lynne Moore
VP, Mortgage Administration

E. & O. E.
HST Registration No. 135897494

This is Exhibit "B" referred to
in the Affidavit of LYNNE MOORE
Sworn before me this 7th day of July, 2023



A Notary Public in and for Ontario



Currency Converter



All Bank of Canada exchange rates are indicative rates only, obtained from averages of aggregated price quotes from financial institutions. For details, please read our full [Terms and Conditions](#).

Conversions are based on Bank of Canada exchange rates, which are published each business day by 16:30 ET.

Canadian dollar → US dollar

Exchange rate summary

Low	2023-03-10	0.7243
Average	2023-01-06 — 2023-07-05	0.7424
High	2023-06-26	0.7604

Results

Date	Value of 1.00 CAD in USD	CAD → USD	USD → CAD
2023-01-06	0.74 USD	0.7415	1.3486
2023-01-09	0.75 USD	0.7476	1.3376
2023-01-10	0.75 USD	0.7451	1.3421
2023-01-11	0.74 USD	0.7449	1.3425
2023-01-12	0.75 USD	0.7475	1.3378
2023-01-13	0.75 USD	0.7459	1.3406
2023-01-16	0.75 USD	0.7464	1.3397
2023-01-17	0.75 USD	0.7468	1.3390
2023-01-18	0.74 USD	0.7441	1.3439
2023-01-19	0.74 USD	0.7423	1.3472
2023-01-20	0.75 USD	0.7451	1.3421
2023-01-23	0.75 USD	0.7473	1.3382
2023-01-24	0.75 USD	0.7479	1.3370
2023-01-25	0.75 USD	0.7467	1.3393
2023-01-26	0.75 USD	0.7491	1.3349
2023-01-27	0.75 USD	0.7511	1.3314
2023-01-30	0.75 USD	0.7487	1.3356
2023-01-31	0.75 USD	0.7491	1.3350
2023-02-01	0.75 USD	0.7507	1.3321
2023-02-02	0.75 USD	0.7512	1.3312
2023-02-03	0.75 USD	0.7468	1.3391
2023-02-06	0.74 USD	0.7439	1.3442
2023-02-07	0.74 USD	0.7443	1.3435
2023-02-08	0.74 USD	0.7447	1.3429
2023-02-09	0.74 USD	0.7448	1.3427
2023-02-10	0.75 USD	0.7484	1.3362
2023-02-13	0.75 USD	0.7495	1.3343
2023-02-14	0.75 USD	0.7493	1.3345
2023-02-15	0.75 USD	0.7457	1.3411
2023-02-16	0.74 USD	0.7441	1.3439

Date	Value of 1.00 CAD in USD	CAD → USD	USD → CAD
2023-02-17	0.74 USD	0.7415	1.3487
2023-02-20	Bank holiday	Bank holiday	Bank holiday
2023-02-21	0.74 USD	0.7399	1.3516
2023-02-22	0.74 USD	0.7384	1.3542
2023-02-23	0.74 USD	0.7381	1.3549
2023-02-24	0.73 USD	0.7341	1.3622
2023-02-27	0.74 USD	0.7368	1.3573
2023-02-28	0.73 USD	0.7348	1.3609
2023-03-01	0.73 USD	0.7346	1.3612
2023-03-02	0.73 USD	0.7345	1.3614
2023-03-03	0.73 USD	0.7348	1.3610
2023-03-06	0.73 USD	0.7345	1.3615
2023-03-07	0.73 USD	0.7290	1.3717
2023-03-08	0.73 USD	0.7254	1.3785
2023-03-09	0.73 USD	0.7252	1.3790
2023-03-10	0.72 USD	0.7243	1.3807
2023-03-13	0.73 USD	0.7283	1.3730
2023-03-14	0.73 USD	0.7312	1.3677
2023-03-15	0.73 USD	0.7258	1.3778
2023-03-16	0.73 USD	0.7276	1.3744
2023-03-17	0.73 USD	0.7281	1.3734
2023-03-20	0.73 USD	0.7313	1.3674
2023-03-21	0.73 USD	0.7296	1.3706
2023-03-22	0.73 USD	0.7293	1.3712
2023-03-23	0.73 USD	0.7315	1.3671
2023-03-24	0.73 USD	0.7266	1.3763
2023-03-27	0.73 USD	0.7309	1.3682
2023-03-28	0.73 USD	0.7339	1.3626
2023-03-29	0.74 USD	0.7366	1.3576
2023-03-30	0.74 USD	0.7389	1.3533
2023-03-31	0.74 USD	0.7389	1.3533

Date	Value of 1.00 CAD in USD	CAD → USD	USD → CAD
2023-04-03	0.74 USD	0.7442	1.3438
2023-04-04	0.74 USD	0.7437	1.3447
2023-04-05	0.74 USD	0.7431	1.3457
2023-04-06	0.74 USD	0.7419	1.3478
2023-04-07	Bank holiday	Bank holiday	Bank holiday
2023-04-10	0.74 USD	0.7393	1.3527
2023-04-11	0.74 USD	0.7417	1.3483
2023-04-12	0.74 USD	0.7437	1.3447
2023-04-13	0.75 USD	0.7486	1.3359
2023-04-14	0.75 USD	0.7484	1.3362
2023-04-17	0.75 USD	0.7464	1.3398
2023-04-18	0.75 USD	0.7470	1.3387
2023-04-19	0.74 USD	0.7438	1.3445
2023-04-20	0.74 USD	0.7424	1.3469
2023-04-21	0.74 USD	0.7386	1.3539
2023-04-24	0.74 USD	0.7384	1.3542
2023-04-25	0.73 USD	0.7341	1.3623
2023-04-26	0.73 USD	0.7339	1.3625
2023-04-27	0.73 USD	0.7346	1.3612
2023-04-28	0.74 USD	0.7365	1.3578
2023-05-01	0.74 USD	0.7382	1.3546
2023-05-02	0.73 USD	0.7343	1.3618
2023-05-03	0.73 USD	0.7344	1.3616
2023-05-04	0.74 USD	0.7371	1.3566
2023-05-05	0.74 USD	0.7448	1.3427
2023-05-08	0.75 USD	0.7488	1.3354
2023-05-09	0.75 USD	0.7468	1.3390
2023-05-10	0.75 USD	0.7477	1.3375
2023-05-11	0.74 USD	0.7420	1.3477
2023-05-12	0.74 USD	0.7389	1.3534
2023-05-15	0.74 USD	0.7415	1.3487

Date	Value of 1.00 CAD in USD	CAD → USD	USD → CAD
2023-05-16	0.74 USD	0.7432	1.3456
2023-05-17	0.74 USD	0.7428	1.3463
2023-05-18	0.74 USD	0.7407	1.3500
2023-05-19	0.74 USD	0.7406	1.3503
2023-05-22	Bank holiday	Bank holiday	Bank holiday
2023-05-23	0.74 USD	0.7405	1.3504
2023-05-24	0.74 USD	0.7363	1.3582
2023-05-25	0.73 USD	0.7338	1.3628
2023-05-26	0.73 USD	0.7341	1.3623
2023-05-29	0.74 USD	0.7357	1.3593
2023-05-30	0.74 USD	0.7354	1.3598
2023-05-31	0.74 USD	0.7351	1.3603
2023-06-01	0.74 USD	0.7417	1.3482
2023-06-02	0.74 USD	0.7443	1.3435
2023-06-05	0.74 USD	0.7444	1.3434
2023-06-06	0.75 USD	0.7452	1.3419
2023-06-07	0.75 USD	0.7476	1.3376
2023-06-08	0.75 USD	0.7486	1.3358
2023-06-09	0.75 USD	0.7496	1.3341
2023-06-12	0.75 USD	0.7482	1.3366
2023-06-13	0.75 USD	0.7513	1.3310
2023-06-14	0.75 USD	0.7520	1.3297
2023-06-15	0.75 USD	0.7546	1.3252
2023-06-16	0.76 USD	0.7577	1.3198
2023-06-19	0.76 USD	0.7572	1.3206
2023-06-20	0.76 USD	0.7552	1.3241
2023-06-21	0.76 USD	0.7586	1.3183
2023-06-22	0.76 USD	0.7599	1.3160
2023-06-23	0.76 USD	0.7576	1.3199
2023-06-26	0.76 USD	0.7604	1.3151
2023-06-27	0.76 USD	0.7590	1.3175

Date	Value of 1.00 CAD in USD	CAD → USD	USD → CAD
2023-06-28	0.75 USD	0.7545	1.3254
2023-06-29	0.75 USD	0.7544	1.3255
2023-06-30	0.76 USD	0.7553	1.3240
2023-07-03	Bank holiday	Bank holiday	Bank holiday
2023-07-04	0.76 USD	0.7565	1.3219
2023-07-05	0.75 USD	0.7534	1.3273

**This is Exhibit "C" referred to
in the Affidavit of LYNNE MOORE
Sworn before me this 7th day of July, 2023**

A handwritten signature in blue ink, consisting of several fluid, overlapping strokes that form a stylized monogram or initials.

A Notary Public in and for Ontario

DISCHARGE STATEMENT



ACCOUNT NO.	8944
STATEMENT DATE	6/28/2023

BORROWER

3443 Zen Garden Limited Partnership
4210 Spicewood Springs Road, Suite 205
Austin, TX 78759

STATEMENT SUMMARY

Total Indebtedness \$1,891,559.24
Effective Date 6/30/2023

Interest accrues at \$632.61 per day until June 30, 2023. Loan compounds, therefore per diem changes each month.

Description	Charges	Credits	Balance
MNP Ltd., receiver of the property of Lot 11 GP Ltd. et al:			
Principal Balance @ 6/20/2023	1,700,000.00		1,700,000.00
Interest from 11/25/2021 to and including 6/30/2023 @ 12%	191,559.24		1,891,559.24

ALL FUNDS ARE EXPRESSED IN CANADIAN DOLLARS.

THIS STATEMENT HAS BEEN PREPARED FOR DISCHARGE PURPOSES AND MAY NOT BE USED FOR ANY OTHER PURPOSE WITHOUT THE EXPRESS WRITTEN CONSENT OF THE LENDER.

PAYMENT MUST BE MADE IN THE FORM OF IMMEDIATELY AVAILABLE FUNDS. ROMSPEN MUST BE ABLE TO CONFIRM RECEIPT OF FUNDS IN AN AMOUNT TO FULLY REPAY THE INDEBTEDNESS EITHER IN ITS OFFICES OR BANK ACCOUNT BY 2:00 P.M. (TORONTO TIME) ON THE DATE OF REPAYMENT OTHERWISE INTEREST AT THE PER DIEM RATE WILL BE PAYABLE TO THE NEXT IMMEDIATE BUSINESS DAY. FOR CLARITY, WHERE PAYMENT IS RECEIVED AFTER 2:00 P.M. ON A FRIDAY, INTEREST IS DUE TO THE FOLLOWING MONDAY.

THE AMOUNT DUE ASSUMES NO FURTHER ACTIVITY ON THE MORTGAGE ACCOUNT AND NO FURTHER EXPENSES AND/OR FEES ARE INCURRED. ROMSPEN RESERVES THE RIGHT TO AMEND THIS STATEMENT IN THE EVENT OF ADDITIONAL CHARGES OR PAYDOWNS.

Yours truly,
ROMSPEN INVESTMENT CORPORATION
PER:

Lynne Moore
VP, Mortgage Administration

E. & O. E.
HST Registration No. 135897494