VANCOUVER
JUN 12 2024
REGISTRY

FORM 109 (RULE 22-2 (2) AND (7))

This is the 1st affidavit
of S. Stephens in this case
and was made on June 12, 2024

No. S-238583
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

Between

THE TORONTO-DOMINION BANK

Petitioner

and

HBJR HOLDINGS LTD.

Respondent

AFFIDAVIT

I, Scott H. Stephens, Barrister and Solicitor, of 2900 – 733 Seymour Street, in the City of Vancouver, in the Province of British Columbia, AFFIRM THAT:

1. I am a shareholder at Owen Bird Law Corporation ("**Owen Bird**"), and am authorized to make this affidavit on behalf of Owen Bird, and have acted as counsel to BDO Canada Limited, the Receiver and Manager (in that capacity, the "**Receiver**") of the assets, undertakings and property of HBJR Holdings Ltd. (the "**Company**"), and as such have personal knowledge of the facts and matters hereinafter deposed to save and except where the same are stated to be made upon information and belief and where so stated I verily believe them to be true.

2. Attached are copies of the following accounts (the "**Accounts**") issued by Owen Bird to the Receiver for services rendered and disbursements incurred for the period from January 4, 2024 to June 3, 2024 (the "**Fee Period**"):

Exhibit	Invoice Date	Invoice No.	Amount
A	January 30, 2024	8217	$4,743.20

B	February 28, 2024	9152	$5,042.24
C	March 27, 2024	10225	$12,149.73
D	June 4, 2024	12274	$18,656.19

3. The body of the Accounts contain the detailed narratives of the work performed by Owen Bird. During the Fee Period, Owen Bird invoiced fees totalling $35,887.50 and incurred and invoiced for disbursements in the amount of $385.30 and taxes in the amount of $4,318.56.

4. The fees set out in the Accounts were calculated on the basis of the hours spent by the relevant lawyer/paralegal multiplied by their respective standard hourly rate. With a view to maximizing efficiency, work was delegated as appropriate and performed by lawyers having the appropriate level of seniority and commensurate hourly rates. The time recorded in the Accounts totals 85.10 hours, broken down as follows:

Lawyer	Position	Fees	Fees %	Hours	Time %
Heather Frydenlund	Associate	4,028.00	11.22	10.60	12.46
Katharina Spotzl	Shareholder	2,565.00	7.15	5.70	6.70
Patrick J. Weafer	Associate	12,204.00	34.01	33.90	39.84
Scott Stephens	Shareholder	15,400	42.91	28.00	32.90
Barbara Milligan	Paralegal	$1,690.50	4.71	6.90	8.11
Total		**35,887.50**	**100 %**	**85.10**	**100 %**

5. The work performed by Owen Bird as counsel to the Receiver over the Fee Period included, but was not limited to, the following:

a) Regular meetings with the Receiver to discuss status, provide advice and obtain instructions;

b) Meetings with the Company's senior secured creditor, The Toronto-Dominion Bank, to provide status updates and obtain views;

a) Correspondence with counsel for the Company's principal in respect of his offer to purchase the Company's assets and other matters;

b) Meetings and correspondence with counsel for the purchaser of the Company's assets regarding the sales process and purchase agreement;

c) Negotiation, revisions and finalization of the purchase agreement for the Company's assets;

d) Drafting application for approval of the sale of the Company's assets;

e) Review and provide comments and advice with respect to the Receiver's First Report;

f) Attend to service and prepare for and attend to the hearing of the above noted application and related matters;

g) Attend to all matters pertaining to the closing of the sale transaction.

h) Review of the Receiver's Second Report and advice with respect to same; and

i) Preparation of the subject application for the Receiver's discharge and related matters.

2. The services provided by Owen Bird were duly authorized by the Receiver and rendered to the Receiver in Vancouver, BC. Owen Bird's accounts were reviewed and approved by the Receiver on an ongoing basis.

3. I have access to surveys for the hourly rates charged by downtown Vancouver lawyers organized, among other ways, by year of call. I also regularly obtain knowledge of the hourly rates charged by my colleagues through the course of my practice – e.g., as a result of applications seeking court approval of fees in receivership proceedings and in proceedings under the *Bankruptcy and Insolvency Act* and the *Companies' Creditors Arrangement Act*. At all material times, including during the Fee Period, the rates of the lawyers who primarily worked on this file were materially lower than hourly rates charged by our similarly situated colleagues in Vancouver.

4. I am a member in good standing of the Law Society of British Columbia and have been so since 2007. Since my call to the bar, I have regularly practiced in the area of insolvency and

restructuring, including as counsel to court appointed receivers. I have appeared on matters in the Supreme Court of British Columbia, British Columbia Court of Appeal, Alberta Court of Queen's Bench, Alberta Court of Appeal and the Supreme Court of Canada. I regularly speak to various groups regarding insolvency and restructuring laws and processes.

5. Heather A. Frydenlund was called to the bar in Alberta in 2016 and in BC in 2020. Since Ms. Frydenlund's call in 2016 she has focused her practice mainly on bankruptcy and insolvency matters and has appeared in court on insolvency matters in the Alberta Court of Queen's Bench, Alberta Court of Appeal and the Supreme Court of British Columbia.

6. Katharina R. Spotzl was called to the bar in BC in 2013. Since Ms. Spotzl's call to the bar she has acted as solicitor with a broad corporate/commercial practice. Ms. Spotzl has extensive experience acting as counsel in respect of court ordered sales.

7. Patrick J. Weafer was called to the bar in BC in 2018. He has a broad solicitor's practice, including in respect of court ordered commercial sale transactions.

8. Owen Bird anticipates a further account for legal services of no more than $10,000 in respect of the subject application for approval of professional fees and disbursements and to otherwise conclude this receivership proceeding.

AFFIRMED BEFORE ME at the City of Vancouver, in the Province of British Columbia, this 12th day of June, 2024.

A Commissioner for taking Affidavits for British Columbia

NIKTA SHIRAZIAN
Barrister & Solicitor
P.O. Box 1
2900-733 SEYMOUR STREET
VANCOUVER, B.C. V6B 0S6
(604) 691-7563

SCOTT H. STEPHENS

This is Exhibit "A" referred to in the affidavit of S. Stephens sworn before me at Vancouver this 12th day of June 2024.

A Commissioner for taking Affidavits within British Columbia

IN ACCOUNT WITH

OWEN·BIRD
LAW CORPORATION

January 30, 2024

Vancouver Centre II
2900-733 Seymour Street
P.O. Box 1
Vancouver, BC V6B 0S6

Telephone 604-688-0401
Fax 604-688-2827
Web Site: www.owenbird.com
GST No. R866036700
Invoice No. 8217
Client/Matter No. 39920-0002

BDO Canada Limited
1100 - 1055 West Georgia Street
Vancouver, BC V6E 3P3
Attention: Chris Bowra

FOR ALL PROFESSIONAL SERVICES RENDERED
for the period ending January 30, 2024:

Re: HBJR Holdings Ltd.

FEES	$	4,235.00
DISBURSEMENTS	$	0.00
GST	$	211.75
PST	$	296.45
OUR TOTAL ACCOUNT HEREIN	**$**	**4,743.20**

OWEN BIRD LAW CORPORATION

Scott Stephens
E. & O. E.
SHS/

ACCOUNTS ARE DUE AND PAYABLE UPON RECEIPT INTEREST CALCULATED MONTHLY AT A RATE OF 15% PER ANNUM WILL BE CHARGED ON ACCOUNTS OVER 30 DAYS

THIS STATEMENT DOES NOT INCLUDE FEES AND DISBURSEMENTS NOT YET PROCESSED BY THIS OFFICE BUT WHICH MIGHT HAVE BEEN INCURRED DURING THE PERIOD COVERED BY THIS ACCOUNT

INTERLAW.

7

PARTICULARS OF ACCOUNT

Date	Description	Initials	Hours
2024-01-04	Telephone calls from Chris Bowra regarding status of discussions as well as employee, sale and 3PL issues; draft template Non-Disclosure Agreement per instruction	SHS	1.00
2024-01-05	Email and telephone correspondence with Chris Bowra regarding discussions and terms with 3PLs and realization strategies; revise proposals to 3PLs	SHS	1.00
2024-01-08	Telephone call from Chris Bowra regarding employee and 3PLs and other matters	SHS	0.40
2024-01-09	Telephone call from and email correspondence with Chris Bowra	SHS	0.30
2024-01-10	Meeting with counsel for US 3PL regarding potential purchase; telephone call to Chris Bowra regarding same	SHS	0.30
2024-01-11	Email correspondence with Lance Williams and Chris Bowra	SHS	0.10
2024-01-15	Email and telephone correspondence with Chris Bowra; review asset listings and cover email in respect of same	SHS	0.30
2024-01-16	Telephone call with Chris Bowra to discuss asset listing, relevant issues in respect of same and the sales process generally; email to Lance Williams providing asset list and address relevant issues	SHS	0.70
2024-01-17	Email correspondence with Lance Williams	SHS	0.10
2024-01-18	Meeting with Lance Williams regarding offer; email and telephone correspondence with Chris Bowra regarding same and other issues	SHS	1.00
2024-01-19	Email and telephone correspondence with Chris Bowra regarding sales process and issues raised by Brandon Segal; email to Lance Williams	SHS	0.40
2024-01-24	Email and telephone correspondence with lance Williams regarding terms of the US 3PL's offer; email correspondence from Vicki Tickle regarding terms of Brandon Segal's offer; email correspondence with Chris Bowra and Krista Hotel	SHS	0.40
2024-01-26	Meeting with TD and Receiver; email correspondence with Chris Bowra; email correspondence with Lance Williams	SHS	1.20
2024-01-29	Telephone call with Chris Bowra; telephone call with Lance Williams; email correspondence with Chris Bowra and Lance Williams	SHS	0.50
	Total		**7.70**
			$4,235.00

FEE EARNER SUMMARY

Fee Earner		Hours	Rate	Amount
SHS	Scott Stephens	7.70	550.00	4,235.00

New Charges	$4,235.00
GST	$211.75
PST	$296.45
Total	**$4,743.20**

9

REMITTANCE COPY

Please return this copy with your payment.

BDO Canada Limited
1100 - 1055 West Georgia Street
Vancouver, BC V6E 3P3
Attention: Chris Bowra

GST No.	R866036700
Invoice No.	8217
Client/Matter No.	39920-0002
January 30, 2024	

REMIT TO:

Owen Bird Law Corporation
Vancouver Centre II
2900 – 733 Seymour Street
PO Box 1
Vancouver, BC
Canada V6B 0S6

ATTENTION: Scott Stephens

Telephone 604 688-0401
Fax 604 688-2827
Website www.owenbird.com

OUR TOTAL ACCOUNT HEREIN **$4,743.20**

PAYMENT OPTIONS INCLUDE AMERICAN EXPRESS, VISA, MASTERCARD, CHEQUE, OR WIRE TRANSFER
Wire Transfer Information

In CDN$	Beneficiary Bank:	TD Canada Trust, 1055 Dunsmuir Street, Vancouver, BC V7X 1P3
	In Favour of:	SWIFT: TDOMCATTTOR Transit # 02160, General Account #5220968 CC:000402160 Owen Bird Law Corporation, 2900-733 Seymour Street, Vancouver, BC V6B 0S6
In US$		
	Corresponding Bank:	Bank of America, New York, NY, USA ABA 026009593 SWIFT: BOFAUFS3NXXX
	Beneficiary Bank:	TD Canada Trust, 1055 Dunsmuir Street, Vancouver, BC V7X 1P3 SWIFT: TDOMCATTTOR Transit # 02160, General Account #5220968
	In Favour of:	Owen Bird Law Corporation, 2900-733 Seymour Street, Vancouver, BC V6B 0S6

Please follow the link to proceed with payment by Credit Card.

This is Exhibit "B" referred to in the affidavit of S. Stephens sworn before me at Vancouver this 12th day of June 2024.

A Commissioner for taking Affidavits within British Columbia

IN ACCOUNT WITH

OWEN·BIRD
LAW CORPORATION

February 28, 2024

Vancouver Centre II
2900-733 Seymour Street
P.O. Box 1
Vancouver, BC V6B 0S6

Telephone 604-688-0401
Fax 604-688-2827
Web Site: www.owenbird.com
GST No. R866036700
Invoice No. 9152
Client/Matter No. 39920-0002

BDO Canada Limited
1100 - 1055 West Georgia Street
Vancouver, BC V6E 3P3
Attention: Chris Bowra

FOR ALL PROFESSIONAL SERVICES RENDERED
for the period ending February 28, 2024:

Re: HBJR Holdings Ltd.

FEES	$	4,502.00
DISBURSEMENTS	$	0.00
GST	$	225.10
PST	$	315.14
OUR TOTAL ACCOUNT HEREIN	**$**	**5,042.24**

OWEN BIRD LAW CORPORATION

Scott Stephens
E. & O. E.
SHS/

ACCOUNTS ARE DUE AND PAYABLE UPON RECEIPT INTEREST CALCULATED MONTHLY AT A RATE OF 15% PER ANNUM WILL BE CHARGED ON ACCOUNTS OVER 30 DAYS

THIS STATEMENT DOES NOT INCLUDE FEES AND DISBURSEMENTS NOT YET PROCESSED BY THIS OFFICE BUT WHICH MIGHT HAVE BEEN INCURRED DURING THE PERIOD COVERED BY THIS ACCOUNT

INTERLAW.

12

PARTICULARS OF ACCOUNT

Date	Description	Initials	Hours
2024-01-31	Email and telephone correspondence with Chris Bowra regarding the sale and sale process; email correspondence with Lance Williams regarding the two outstanding issues	SHS	0.30
2024-02-05	Email and telephone correspondence with Chris Bowra; email correspondence with Lance Williams	SHS	1.00
2024-02-06	Email and telephone correspondence with Chris Bowra; email correspondence with Lance Williams	SHS	0.40
2024-02-07	Email correspondence with Chris Bowra and Krista Hotel	SHS	0.20
2024-02-09	Email correspondence with Lance Williams and Chris Bowra	SHS	0.20
2024-02-13	Email correspondence with Chris Bowra; email to Krista Hotel	SHS	0.20
2024-02-14	Email correspondence with Chris Bowra; letter to US TD regarding transfer of USD funds to the Receiver	SHS	0.50
2024-02-20	Email and telephone correspondence with Chris Bowra regarding purchaser's request for additional access to platforms; email and telephone correspondence with Lance Williams in respect of same	SHS	0.40
2024-02-21	Email and telephone correspondence with Lance Williams; email correspondence with Chris Bowra regarding due diligence requests and handling of same	SHS	0.20
2024-02-23	Review APA and notes in respect of same; email and telephone correspondence with Chris Bowra; telephone call from Lance Williams	SHS	2.00
2024-02-23	Review of materials; discussion with Scott; Discussion with Patrick Weafer	KRS	0.30
2024-02-23	Correspondence re: transaction; review of draft APA; review of prior correspondence	PJW	0.70
2024-02-24	Review of APA	KRS	1.30
2024-02-26	Email to Scott and Patrick regarding APA	KRS	0.10
2024-02-27	Email correspondence with Vicki Tickle, Chris Bowra and Krista Hotel	SHS	0.20
2024-02-27	Discussion with Patrick regarding comments on APA	KRS	0.90
	Total		**8.90**
			$4,502.00

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FEE EARNER SUMMARY

Fee Earner		Hours	Rate	Amount
SHS	Scott Stephens	5.60	550.00	3,080.00
KRS	Katharina R. Spotzl	2.60	450.00	1,170.00
PJW	Patrick J. Weafer	0.70	360.00	252.00

New Charges	$4,502.00
GST	$225.10
PST	$315.14
Total	**$5,042.24**

14

REMITTANCE COPY

Please return this copy with your payment.

BDO Canada Limited
1100 - 1055 West Georgia Street
Vancouver, BC V6E 3P3
Attention: Chris Bowra

GST No. R866036700
Invoice No. 9152
Client/Matter No. 39920-0002
February 28, 2024

REMIT TO:

Owen Bird Law Corporation
Vancouver Centre II
2900 – 733 Seymour Street
PO Box 1
Vancouver, BC
Canada V6B 0S6

ATTENTION: Scott Stephens

Telephone 604 688-0401
Fax 604 688-2827
Website www.owenbird.com

OUR TOTAL ACCOUNT HEREIN **$5,042.24**

PAYMENT OPTIONS INCLUDE AMERICAN EXPRESS, VISA, MASTERCARD, CHEQUE, OR WIRE TRANSFER
Wire Transfer Information

In CDN$	Beneficiary Bank:	TD Canada Trust, 1055 Dunsmuir Street, Vancouver, BC V7X 1P3
	In Favour of:	SWIFT: TDOMCATTTOR Transit # 02160, General Account #5220968 CC:000402160 Owen Bird Law Corporation, 2900-733 Seymour Street, Vancouver, BC V6B 0S6
In US$		
	Corresponding Bank:	Bank of America, New York, NY, USA ABA 026009593 SWIFT: BOFAUFS3NXXX
	Beneficiary Bank:	TD Canada Trust, 1055 Dunsmuir Street, Vancouver, BC V7X 1P3 SWIFT: TDOMCATTTOR Transit # 02160, General Account #5220968
	In Favour of:	Owen Bird Law Corporation, 2900-733 Seymour Street, Vancouver, BC V6B 0S6

Please follow the link to proceed with payment by Credit Card.

This is Exhibit "C" referred to in the affidavit of S. Stephens sworn before me at Vancouver this 12th day of June 2024.

A Commissioner for taking Affidavits within British Columbia

IN ACCOUNT WITH

OWEN · BIRD
LAW CORPORATION

March 27, 2024

Vancouver Centre II
2900-733 Seymour Street
P.O. Box 1
Vancouver, BC V6B 0S6

Telephone 604-688-0401
Fax 604-688-2827
Web Site: www.owenbird.com
GST No. R866036700
Invoice No. 10225
Client/Matter No. 39920-0002

BDO Canada Limited
1100 - 1055 West Georgia Street
Vancouver, BC V6E 3P3
Attention: Chris Bowra

FOR ALL PROFESSIONAL SERVICES RENDERED
for the period ending March 27, 2024:

Re: HBJR Holdings Ltd.

FEES	$ 10,840.00
DISBURSEMENTS	$ 8.50
GST	$ 542.43
PST	$ 758.80
OUR TOTAL ACCOUNT HEREIN	**$ 12,149.73**

OWEN BIRD LAW CORPORATION

Scott Stephens
E. & O. E.
SHS/

ACCOUNTS ARE DUE AND PAYABLE UPON RECEIPT INTEREST CALCULATED MONTHLY AT A RATE OF 15% PER ANNUM WILL BE CHARGED ON ACCOUNTS OVER 30 DAYS

THIS STATEMENT DOES NOT INCLUDE FEES AND DISBURSEMENTS NOT YET PROCESSED BY THIS OFFICE BUT WHICH MIGHT HAVE BEEN INCURRED DURING THE PERIOD COVERED BY THIS ACCOUNT

INTERLAW.

17

PARTICULARS OF ACCOUNT

Date	Description	Initials	Hours
2024-02-27	Review of draft APA; conferences with S. Stephens and K. Spotzl re: same	PJW	1.60
2024-02-28	Email correspondence with Brandon Segal and Vicki Tickle; email correspondence with Chris Bowra	SHS	0.30
2024-02-28	Email correspondence from S. Stephens; email correspondence with C. Bowra re: review of APA	PJW	0.20
2024-02-29	Review of APA; phone conference with C. Bowra re: status of APA and adjustment provisions	PJW	1.40
2024-03-01	Telephone call from Chris Bowra regarding inventory count methodology	SHS	0.20
2024-03-01	Phone and email correspondence with C. Bowra re: APA draft and inventory adjustments; revising APA	PJW	0.80
2024-03-04	Call with Patrick	KRS	0.20
2024-03-04	Obtaining company search; revising APA	PJW	1.20
2024-03-05	Review of revised APA; call with Patrick	KRS	1.10
2024-03-05	Correspondence with K. Spotzl re: APA comments; review of tax legislation re: purchaser requirements; revising APA; phone correspondence with S. Stephens re: bankruptcy and receivership matters; correspondence from purchaser counsel re: APA review; phone conference with C. Bowra re: review of APA and outstanding inquiries; review of MAI 3PL agreement re: APA details	PJW	3.60
2024-03-06	Discussion with Patrick regard revised terms	KRS	0.20
2024-03-06	Correspondence with purchaser counsel re: review of APA; correspondence with BDO re: review of agreement; phone conference with BDO re: same;	PJW	1.10
2024-03-11	Correspondence from purchaser counsel re: revised APA: review of purchaser proposed revisions	PJW	0.70
2024-03-12	Email with revised agreement	KRS	0.10
2024-03-12	Correspondence with Chris re: revised APA and purchaser comments; setting meeting to discuss revisions	PJW	0.20
2024-03-13	Call with Patrick	KRS	0.50
2024-03-13	Correspondence with C. Bowra re: APA review; conference with K. Spotzl re: APA review; conference with C. Bowra re: same; review of schedule material provided by C. Bowra	PJW	1.40
2024-03-14	Correspondence with C. Bowra re: third party consent issues	PJW	0.20

2024-03-14	Phone and email correspondence with C. Bowra re: revisions to deposit structure and process, purchaser consent to continued sales; correspondence re: inventory listing and revised approach to same	PJW	0.50
2024-03-15	Meeting with Patrick Weafer to discuss insolvency aspects of latest turn of purchase agreement; email correspondence with Chris Bowra and Taunja Byers	SHS	0.60
2024-03-15	Correspondence from Chris re: consent issues	PJW	0.10
2024-03-17	Reviewing and providing comment on the Receiver's first report to the court; drafting application for vesting order;	HAF	3.50
2024-03-18	Revising APA; preparing clean and blackline revisions; correspondence to purchaser counsel re: same; correspondence to and from Chris Bowra re: same	PJW	0.80
2024-03-19	Email correspondence with Chris Bowra and Fasken regarding filing of annual reports	SHS	0.20
2024-03-19	Email correspondence with revised draft	KRS	0.10
2024-03-19	Continuing to draft Application materials re: court sale of assets;	HAF	0.50
2024-03-19	Phone conference with Chris Bowra re: conversations with Purchaser	PJW	0.30
2024-03-21	Review and revise Receiver's report; telephone call to Lance Williams regarding deposit issue; telephone call from Chris Bowra regarding domains	SHS	1.30
2024-03-21	Discussion with Patrick regarding consents	KRS	0.10
2024-03-21	Correspondence from purchaser counsel re: revisions to APA; review of revised APA; correspondence with C. Bowra re: same	PJW	0.60
2024-03-22	Revise notice of application for approval of sale; email correspondence with Chris Bowra	SHS	1.00
2024-03-22	discussion with Patrick regarding deposit	KRS	0.10
2024-03-22	Phone conference with C. Bowra; phone conference with purchaser counsel; correspondence re: settling APA and consent issues	PJW	0.80
2024-03-25	Continue to draft NOA for Order approving sale and vesting title and Order;	HAF	1.50
2024-03-26	Telephone call from Chris Bowra	SHS	0.20
	Total		**27.20**
			$10,840.00

FEE EARNER SUMMARY

Fee Earner		Hours	Rate	Amount
SHS	Scott Stephens	3.80	550.00	2,090.00
HAF	Heather Frydenlund	5.50	380.00	2,090.00
KRS	Katharina R. Spotzl	2.40	450.00	1,080.00
PJW	Patrick J. Weafer	15.50	360.00	5,580.00

Disbursements

	Amount
BC Online Search Fee	7.00
Online Service Charge	1.50
Total	**$8.50**

New Charges	$10,848.50
GST	$542.43
PST	$758.80
Total	**$12,149.73**

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REMITTANCE COPY

Please return this copy with your payment.

BDO Canada Limited
1100 - 1055 West Georgia Street
Vancouver, BC V6E 3P3
Attention: Chris Bowra

GST No. R866036700
Invoice No. 10225
Client/Matter No. 39920-0002
March 27, 2024

REMIT TO:

Owen Bird Law Corporation
Vancouver Centre II
2900 – 733 Seymour Street
PO Box 1
Vancouver, BC
Canada V6B 0S6

ATTENTION: Scott Stephens

Telephone 604 688-0401
Fax 604 688-2827
Website www.owenbird.com

OUR TOTAL ACCOUNT HEREIN **$12,149.73**

PAYMENT OPTIONS INCLUDE AMERICAN EXPRESS, VISA, MASTERCARD, CHEQUE, OR WIRE TRANSFER
Wire Transfer Information

In CDN$	Beneficiary Bank:	TD Canada Trust, 1055 Dunsmuir Street, Vancouver, BC V7X 1P3
	In Favour of:	SWIFT: TDOMCATTTOR Transit # 02160, General Account #5220968 CC:000402160 Owen Bird Law Corporation, 2900-733 Seymour Street, Vancouver, BC V6B 0S6
In US$		
	Corresponding Bank:	Bank of America, New York, NY, USA ABA 026009593 SWIFT: BOFAUFS3NXXX
	Beneficiary Bank:	TD Canada Trust, 1055 Dunsmuir Street, Vancouver, BC V7X 1P3 SWIFT: TDOMCATTTOR Transit # 02160, General Account #5220968
	In Favour of:	Owen Bird Law Corporation, 2900-733 Seymour Street, Vancouver, BC V6B 0S6

GST and PST applied

This is Exhibit "D" referred to in the affidavit of S. Stephens sworn before me at Vancouver this 12th day of June 2024.

A Commissioner for taking Affidavits within British Columbia

IN ACCOUNT WITH

OWEN·BIRD
LAW CORPORATION

June 4, 2024

Vancouver Centre II
2900-733 Seymour Street
P.O. Box 1
Vancouver, BC V6B 0S6

Telephone 604-688-0401
Fax 604-688-2827
Web Site: www.owenbird.com
GST No. R866036700

BDO Canada Limited
1100 - 1055 West Georgia Street
Vancouver, BC V6E 3P3
Attention: Chris Bowra

Invoice No. 12274
Client/Matter No. 39920-0002

FOR ALL PROFESSIONAL SERVICES RENDERED
for the period ending June 4, 2024:

Re: HBJR Holdings Ltd.

FEES	$ 16,310.50
DISBURSEMENTS	$ 376.80
GST	$ 827.15
PST	$ 1,141.74
OUR TOTAL ACCOUNT HEREIN	**$ 18,656.19**

OWEN BIRD LAW CORPORATION

Scott Stephens
E. & O. E.
SHS/

ACCOUNTS ARE DUE AND PAYABLE UPON RECEIPT INTEREST CALCULATED MONTHLY AT A RATE OF 15% PER ANNUM WILL BE CHARGED ON ACCOUNTS OVER 30 DAYS

THIS STATEMENT DOES NOT INCLUDE FEES AND DISBURSEMENTS NOT YET PROCESSED BY THIS OFFICE BUT WHICH MIGHT HAVE BEEN INCURRED DURING THE PERIOD COVERED BY THIS ACCOUNT

INTERLAW.

23

PARTICULARS OF ACCOUNT

Date	Description	Initials	Hours
2024-03-27	Correspondence from purchaser counsel re: revisions to APA; review of revisions; phone conference with C. Bowra re: same and purchase price matters; phone conference with purchaser counsel re: execution; preparing execution version of APA; correspondence with purchaser counsel re: wire details	PJW	1.40
2024-03-28	Email correspondence with purchaser's counsel; review final agreement; email and telephone correspondence with Chris Bowra	SHS	1.00
2024-03-28	Correspondence with purchaser counsel re: deposit confirmation; correspondence with accounting re: same; review of APA re: currency requirements; phone correspondence with purchaser counsel re: same	PJW	0.70
2024-03-28	Discussion with P. Weafer regarding deposit	KRS	0.10
2024-03-31	Revise and finalize notice of application and vesting order	SHS	3.30
2024-04-01	Instructions for making sale approval application; revise application document and order;	HAF	0.20
2024-04-01	Revise application and order; conference with Heather A. Frydenlund; email correspondence with Chris Bowra regarding the company becoming de-registered in Illinois	SHS	1.00
2024-04-02	Attend to filing and serving Application materials;	HAF	0.30
2024-04-02	Phone correspondence with purchaser counsel re: deposit shortfall matters; email correspondence with purchaser counsel re: same; correspondence with Chris re: purchaser interpretation of deposit; correspondence to purchaser counsel re: same	PJW	0.60
2024-04-02	Call with P. Weafer; email regarding deposit	KRS	0.10
2024-04-04	Update form of Order; emails with purchaser's counsel	HAF	0.30
2024-04-04	Email correspondence with Chris Bowra and purchaser's counsel	SHS	0.10
2024-04-04	Correspondence re: closing and closing documents	PJW	0.20
2024-04-05	Filing application record;	HAF	0.20
2024-04-05	Email correspondence with P. Weafer; reviewing and considering Asset Purchase Agreement and email to P. Weafer regarding same	BJM	4.00
2024-04-05	Correspondence re: deposit receipt; phone conference with C. Bowra; correspondence re: closing documents; review of file materials; correspondence and review re: internal draft closing documents	PJW	1.10
2024-04-08	Prepare for Court to approve sale and vest title to HBJR's assets;	HAF	1.60
2024-04-08	Correspondence with purchaser counsel re: deposit matters	PJW	0.20

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2024-04-09	Prepare for and attend at Court for Order approving sale;	HAF	2.50
2024-04-09	Serve order; email correspondence with counsel and Krista Hotel	SHS	0.30
2024-04-11	Phone and email correspondence with Chris Bowra re: closing; phone correspondence with purchaser counsel re: same	PJW	0.60
2024-04-12	Correspondence from purchaser counsel re: draft documents; initial review of draft closing documents; phone conference with Chris re: proposed closing date	PJW	1.20
2024-04-15	Reviewing Closing Agenda and all documents drafted by Purchaser's counsel; drafting, reviewing and revising officer's certificate of the Vendor and directors' resolution of the Vendor approving the transaction; forwarding same to P. Weafer	BJM	2.00
2024-04-15	Correspondence re: draft purchaser closing documents; reviewing and revising draft documents; drafting vendor draft documents	PJW	0.80
2024-04-16	Telephone call from and to P. Weafer regarding officer's certificate and BDO directors' resolution; preparing Bring-down Certificate and revising Closing Agenda accordingly	BJM	0.70
2024-04-16	Correspondence with purchaser counsel re: closing documents; revising and drafting closing documents; conferences re: officer certificate matters; correspondence with C. Bowra re: review of closing documents; correspondence from C. Bowra re: cease and desist letter; review of letter and issues	PJW	1.60
2024-04-16	Call with P. Weafer	KRS	0.20
2024-04-17	Email from and telephone call to P. Weafer regarding officers of BDO Canada	BJM	0.20
2024-04-17	Correspondence with C. Bowra re: cease and desist; phone conference with C. Bowra re: same and officer's certificate; phone conferences with purchaser counsel re: certificate and notice matters	PJW	0.90
2024-04-18	Email correspondence	KRS	0.10
2024-04-18	Correspondence with purchaser counsel re: revised documents; phone conferences with C. Bowra re: same; correspondence re: purchase price notice matters	PJW	0.60
2024-04-19	Correspondence from purchaser re: purchase price notice; conference with Chris re: same and supporting material; phone conference with purchaser counsel re: same; attending to closing matters; preparing execution packages for Receiver; correspondence with Receiver re: execution and authority to date; received and reviewed purchaser closing documents;	PJW	1.70
2024-04-22	Correspondence with purchaser counsel re: status of purchaser funds; phone conferences with C. Bowra re: same; phone and email correspondence with purchaser counsel re: extension of closing; correspondence with accounting re: status of funds	PJW	0.70

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2024-04-23	Email correspondence with Chris Bowra regarding PST lien	SHS	0.20
2024-04-23	Correspondence from accounting re: receipt of funds; correspondence to C. Bowra re: same; correspondence to purchaser counsel and confirmation of closing;	PJW	0.40
2024-04-24	Phone call from C. Bowra re: additional domain matters; review of court orders and APA re: same; conference with S. Stephens re: same	PJW	0.40
2024-04-26	Review of sale and receivership order re: filing of certificate; correspondence re: additional assets	PJW	0.30
2024-04-29	Correspondence with Chris re: sale proceeds; correspondence with Chris re: additional assets matters	PJW	0.30
2024-04-30	Phone conferences with Chris re: additional asset matters and wire transfer; correspondence to purchaser counsel re: closing book; receipt and review of closing book	PJW	0.60
2024-05-01	Correspondence from Chris re: NDA and approach to additional assets; phone correspondence with Chris re: same; phone correspondence with purchaser counsel re: same	PJW	0.50
2024-05-03	Correspondence with C. Bowra re: additional assets; preparing payout matters	PJW	0.30
2024-05-06	Correspondence from Chris re: additional assets; drafting supplemental asset purchase agreement	PJW	0.80
2024-05-07	Phone conferences with Chris re: additional APA matters	PJW	0.30
2024-05-07	Correspondence with accounting re: payout matters; correspondence with Chris re: same	PJW	0.20
2024-05-08	Call with Patrick regarding additional bill of sale	KRS	0.20
2024-05-08	Correspondence re: filing of certificate; preparing supplemental bill of sale; correspondence to Chris re: draft bill of sale	PJW	0.90
2024-05-09	Correspondence re: filed certificate	PJW	0.10
2024-05-13	Correspondence from Chris re: purchaser revisions to bill of sale; review of revisions; correspondence to Chris re: revisions	PJW	0.30
2024-06-03	Drafting discharge application and associated order	SHS	5.00
	Total		**41.30**
			$16,310.50

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FEE EARNER SUMMARY

Fee Earner		Hours	Rate	Amount
SHS	Scott Stephens	10.90	550.00	5,995.00
BJM	Barbara J. Milligan	6.90	245.00	1,690.50
HAF	Heather Frydenlund	5.10	380.00	1,938.00
KRS	Katharina R. Spotzl	0.70	450.00	315.00
PJW	Patrick J. Weafer	17.70	360.00	6,372.00

Disbursements

	Amount
Trust Administration Fee	15.00
Photocopies	56.40
BC Online Search Fee	7.00 #
Scan and/or Laser printing	12.40
Agent Fees	140.00
Online Service Charge	1.50 #
Total	**$232.30**

Disbursements (Tax Exempt)

	Amount
Top up incoming wire	17.50
Filing Fees	127.00
Total	**$144.50**

New Charges	$16,687.30
GST	$827.15
PST	$1,141.74
Total	**$18,656.19**

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REMITTANCE COPY

Please return this copy with your payment.

BDO Canada Limited
1100 - 1055 West Georgia Street
Vancouver, BC V6E 3P3
Attention: Chris Bowra

GST No. R866036700
Invoice No. 12274
Client/Matter No. 39920-0002
June 4, 2024

REMIT TO:

Owen Bird Law Corporation
Vancouver Centre II
2900 – 733 Seymour Street
PO Box 1
Vancouver, BC
Canada V6B 0S6

ATTENTION: Scott Stephens

Telephone 604 688-0401
Fax 604 688-2827
Website www.owenbird.com

OUR TOTAL ACCOUNT HEREIN **$18,656.19**

PAYMENT OPTIONS INCLUDE AMERICAN EXPRESS, VISA, MASTERCARD, CHEQUE, OR WIRE TRANSFER
Wire Transfer Information

In CDN$	Beneficiary Bank:	TD Canada Trust, 1055 Dunsmuir Street, Vancouver, BC V7X 1P3
	In Favour of:	SWIFT: TDOMCATTTOR Transit # 02160, General Account #5220968 CC:000402160 Owen Bird Law Corporation, 2900-733 Seymour Street, Vancouver, BC V6B 0S6
In US$		
	Corresponding Bank:	Bank of America, New York, NY, USA ABA 026009593 SWIFT: BOFAUFS3NXXX
	Beneficiary Bank:	TD Canada Trust, 1055 Dunsmuir Street, Vancouver, BC V7X 1P3 SWIFT: TDOMCATTTOR Transit # 02160, General Account #5220968
	In Favour of:	Owen Bird Law Corporation, 2900-733 Seymour Street, Vancouver, BC V6B 0S6

GST and PST applied

No. S-238583
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

Between

THE TORONTO-DOMINION BANK

Petitioner

and

HBJR HOLDINGS LTD.

Respondent

AFFIDAVIT

OWEN BIRD LAW CORPORATION
PO Box 1, Vancouver Centre II
2900–733 Seymour Street
Vancouver, B.C. V6B 0S6

Attention: Scott H. Stephens
File No. 39920-0002