

Clerk's stamp:

COURT FILE NUMBER	25-1859192
ESTATE NO.	25-1859192
COURT	COURT OF QUEEN'S BENCH OF ALBERTA IN BANKRUPTCY AND INSOLVENCY
JUDICIAL CENTRE	CALGARY
PROCEEDING	IN THE MATTER OF THE PROPOSAL OF 3 EAU CLAIRE DEVELOPMENTS INC.
DOCUMENT	AFFIDAVIT OF BRETT SANDLER
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	John Sandrelli / Afshan Naveed Dentons Canada LLP Bankers Court 15 th Floor, 850 - 2 nd Street S.W. Calgary, Alberta T2P 0R8 Ph. (403) 268-7015 Fx. (403) 268-3100 File No.: 504781-4

SECOND AFFIDAVIT OF BRETT SANDLER

Sworn on July 30, 2014

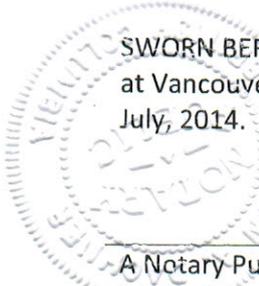
I, Brett Sandler, DO SWEAR/AFFIRM AND SAY THAT:

1. I am the Chief Financial Officer at Bosa Properties Inc. ("**Bosa Properties**"), which is an affiliate of Bosa Properties (Eau Claire) Inc. ("**Bosa**"). Bosa is a secured creditor of 3 Eau Claire Developments Inc. ("**3 Eau Claire**"), and as such I have personal knowledge of the matters hereinafter deposed to, except where stated to be based upon information and belief, in which case I verily believe the same to be true.
2. I make this Affidavit supplemental to my affidavit sworn July 28, 2014 and filed July 29, 2014 (the "**First Sandler Affidavit**") to respond to certain elements of the Fourth Affidavit of Andrew Seong-Jin Lee sworn and filed on July 30, 2014 (the "**Fourth Lee Affidavit**").

3. All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the First Sandler Affidavit.
4. In paragraph 16 of the Fourth Lee Affidavit, Mr. Lee states that paragraphs 16 to 19 of the First Sandler Affidavit, "leave the impression that Bosa was not directly involved or had a subordinate role in the negotiations with the Commercial Tenant...". Bosa had any number of direct conversations with representatives of the Commercial Tenant, including in person meetings, prior to September, 2013. The intent of my statements in paragraphs 16 to 19 of the First Sandler Affidavit was to express that prior to September, 2013, all correspondence was shared with, and ultimately went through, 3 Eau Claire and its counsel for reflection in the formal documentation being circulated between 3 Eau Claire and the Commercial Tenant. It was my intent to express that although Bosa became involved, 3 Eau Claire was not in a subordinate role in those discussions and all information was shared with, and ultimately directed through, 3 Eau Claire and its counsel for reflection in the formal tenancy documentation.
5. From and after September, 2013, Bosa's counsel became more involved in preparing the formal tenancy documentation between the Commercial Tenant and 3 Eau Claire with input from and collaboration with 3 Eau Claire and its legal counsel.
6. I make this Affidavit in support of Bosa's opposition to the Application of 3 Eau Claire seeking an extension of its time to file a proposal to creditors and in support of an application for PricewaterhouseCoopers Inc. to be appointed as Receiver and Manager over 3 Eau Claire.

SWORN BEFORE ME
 at Vancouver, British Columbia, this 30th day of
 July, 2014.

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[Handwritten signature]

A Notary Public in and for the Province of
 British Columbia

[Handwritten signature]

Brett Sandler

NOT LIMITED IN DURATION

PRINT NAME AND EXPIRY/LAWYER

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