

This is the 1st Affidavit of Brent Lewis in this case and was made on September 21, 2011

No. VLC-S-B-110732 VANCOUVER REGISTRY Estate No's 11-253244, 11-253245, and 11-253246

IN THE SUPREME COURT OF BRITISH COLUMBIA IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF PLEASE MUM PARTNERSHIP ELIA FASHIONS LTD. BOSSA NOVA FASHIONS LTD.

PETITIONERS

AFFIDAVIT

- I, BRENT LEWIS, of 2900 550 Burrard Street Vancouver British Columbia, , SWEAR, THAT:
- 1. I am a Partner in Messrs Fasken Martineau, counsel for the The Royal Bank of Canada ("RBC") herein and as such have personal knowledge of the facts hereinafter deposed to except where stated to be on information and belief, in which case I verily believe them to be true.
- 2. Attached hereto and collectively marked as **Exhibit "A"** to this my affidavit is a true copy of an email and enclosure sent by Mr. John Cooper of RBC outlining the payments that have been made on RBC's operating line since the initial filing of the NOI. I am advised by my partner, John Grieve, that this email was made in response to the claim made by certain landlords that RBC has been paid almost \$3,000,000 since the proceedings commenced. I'm

further advised that Mr. Grieve did not receive the application response of the landlords until 1:51 p.m. yesterday and did not actually see the material until approximately 3:30.

SWORN, BEFORE ME at Vancouver, British Columbia, on the 21ST day of September

A Commissioner for taking Affidavits for British Columbia

BRENT LEWIS

JOHN GRIEVE
Barrister & Solicitor
Fasken Martineau DuMouiln LLP
2900 - 550 Burrard Street
Vancouver, BC V6C 0A3
604 631 4772

Grieve_John F.

From:

Cooper, John (Toronto) [john.cooper@rbc.com]

Sent:

Tuesday, September 20, 2011 6:08 AM

To:

Grieve John F.

Cc: Subject: Kampers, Steve; Martin, Todd; Boparai, Pam PLEASE MUM Loan History Operating Loan

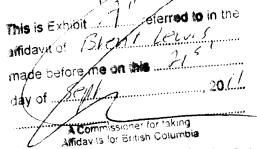
Attachments:

[Untitled].pdf



KB)

John,



Attached is the loan history on the operating loan only. The principal balances for the other facilities (another non revolving loan and Visa) have not changed during the NOI except for the loan account we have created to pay Fasken's and A&M's pre-filing unpaid statements of account.

I believe they filed on July 8 at which time the loan balance was \$1,780,212.66 (see attached). As of last Friday (Sept. 16), the loan balance had fallen to \$820,000. Loan adjustments for yesterday (Sept 19) have not been made yet, but from what I can see in the current accounts, I would expect a further reduction of \$19K.

Hope this helps.

John

John Cooper|Senior Manager|Royal Bank of Canada|20 King Street West, 9th Floor, Toronto, Ontario M5H 1C4|T. 416-974-0487| F. 416-974-8508 E-mail: john.cooper@rbc.com

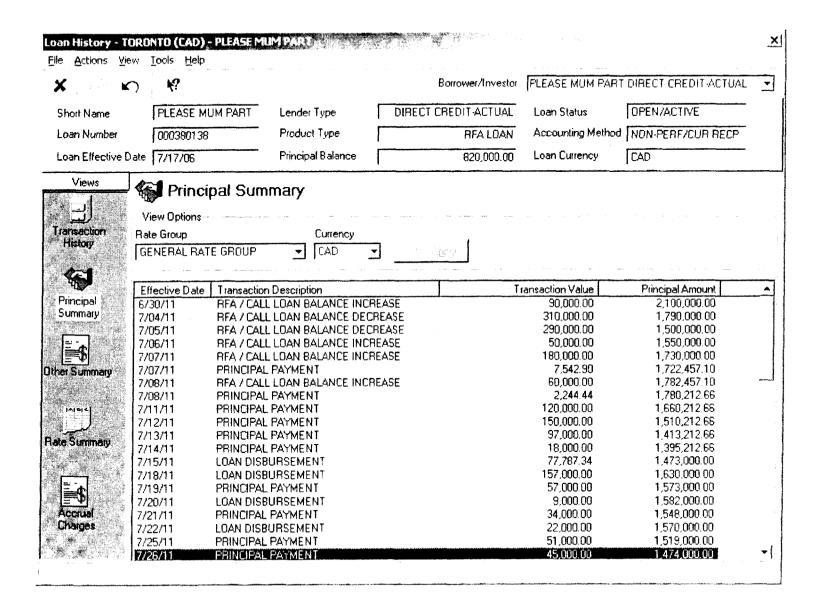
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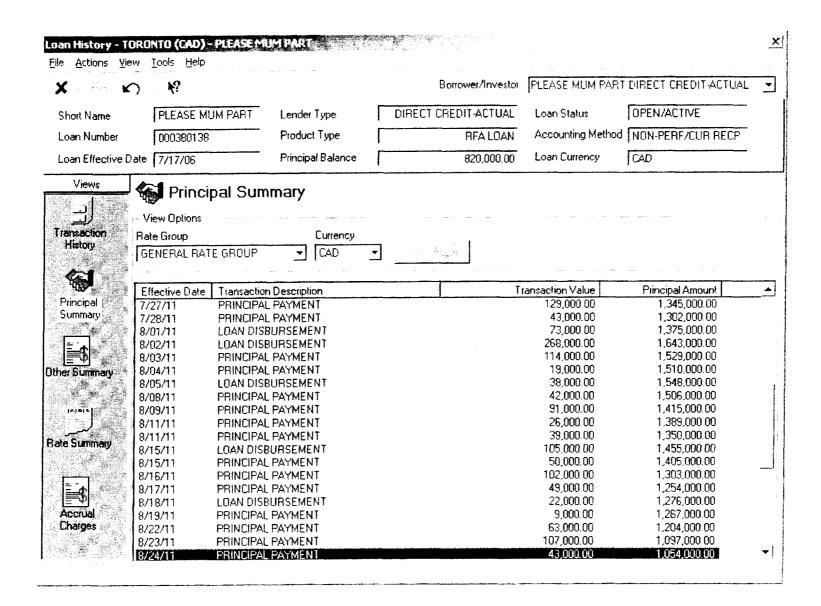
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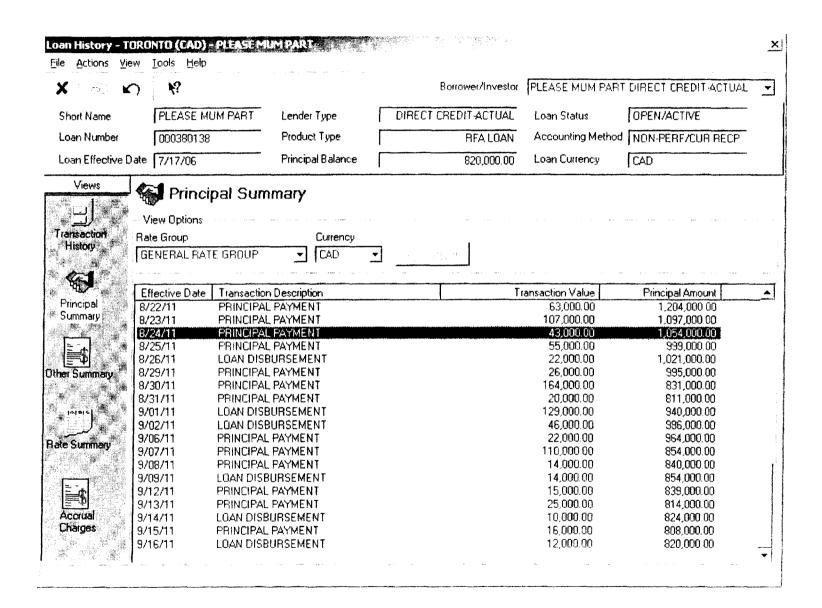
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No. VLC-S-B-110732 Vancouver Registry

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IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF

PLEASE MUM PARTNERSHIP ELIA FASHIONS LTD., BOSSA NOVA FASHIONS LTD.

PETITIONERS

AFFIDAVIT OF BRENT LEWIS

FASKEN MARTINEAU DuMOULIN LLP

Barristers & Solicitors 2900 - 550 Burrard Street Vancouver, B.C., V6C 0A3 604 631 3131

Counsel: John Grieve Matter No: 250296.01496