



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

Attachments: [Untitled].pdf



[Untitled].pdf (687 KB)

This is Exhibit 7 referred to in the affidavit of Brent Lewis made before me on this 21st day of Sept, 2011.
A Commissioner for taking Affidavits for British Columbia

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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Loan History - TORONTO (CAD) - PLEASE MUM PART

File Actions View Tools Help



Borrower/Investor PLEASE MUM PART DIRECT CREDIT-ACTUAL

Short Name PLEASE MUM PART Lender Type DIRECT CREDIT-ACTUAL Loan Status OPEN/ACTIVE
 Loan Number 000380138 Product Type RFA LOAN Accounting Method NON-PERF/CUR RECP
 Loan Effective Date 7/17/06 Principal Balance 820,000.00 Loan Currency CAD

Views

Principal Summary

View Options

Rate Group Currency
 GENERAL RATE GROUP CAD

- Transaction History
- Principal Summary
- Other Summary
- Rate Summary
- Accrual Charges

Effective Date	Transaction Description	Transaction Value	Principal Amount
6/30/11	RFA / CALL LOAN BALANCE INCREASE	90,000.00	2,100,000.00
7/04/11	RFA / CALL LOAN BALANCE DECREASE	310,000.00	1,790,000.00
7/05/11	RFA / CALL LOAN BALANCE DECREASE	290,000.00	1,500,000.00
7/06/11	RFA / CALL LOAN BALANCE INCREASE	50,000.00	1,550,000.00
7/07/11	RFA / CALL LOAN BALANCE INCREASE	180,000.00	1,730,000.00
7/07/11	PRINCIPAL PAYMENT	7,542.90	1,722,457.10
7/08/11	RFA / CALL LOAN BALANCE INCREASE	60,000.00	1,782,457.10
7/08/11	PRINCIPAL PAYMENT	2,244.44	1,780,212.66
7/11/11	PRINCIPAL PAYMENT	120,000.00	1,660,212.66
7/12/11	PRINCIPAL PAYMENT	150,000.00	1,510,212.66
7/13/11	PRINCIPAL PAYMENT	97,000.00	1,413,212.66
7/14/11	PRINCIPAL PAYMENT	18,000.00	1,395,212.66
7/15/11	LOAN DISBURSEMENT	77,787.34	1,473,000.00
7/18/11	LOAN DISBURSEMENT	157,000.00	1,630,000.00
7/19/11	PRINCIPAL PAYMENT	57,000.00	1,573,000.00
7/20/11	LOAN DISBURSEMENT	9,000.00	1,582,000.00
7/21/11	PRINCIPAL PAYMENT	34,000.00	1,548,000.00
7/22/11	LOAN DISBURSEMENT	22,000.00	1,570,000.00
7/25/11	PRINCIPAL PAYMENT	51,000.00	1,519,000.00
7/26/11	PRINCIPAL PAYMENT	45,000.00	1,474,000.00

Loan History - TORONTO (CAD) - PLEASE MUM PART

File Actions View Tools Help



Borrower/Investor PLEASE MUM PART DIRECT CREDIT-ACTUAL

Short Name PLEASE MUM PART Lender Type DIRECT CREDIT-ACTUAL Loan Status OPEN/ACTIVE
 Loan Number 000380138 Product Type RFA LOAN Accounting Method NON-PERF/CUR RECP
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Views

Principal Summary

View Options

Rate Group GENERAL RATE GROUP Currency CAD

Transaction History



Principal Summary



Other Summary



Rate Summary



Accrual Charges

Effective Date	Transaction Description	Transaction Value	Principal Amount
7/27/11	PRINCIPAL PAYMENT	129,000.00	1,345,000.00
7/28/11	PRINCIPAL PAYMENT	43,000.00	1,302,000.00
8/01/11	LOAN DISBURSEMENT	73,000.00	1,375,000.00
8/02/11	LOAN DISBURSEMENT	268,000.00	1,643,000.00
8/03/11	PRINCIPAL PAYMENT	114,000.00	1,529,000.00
8/04/11	PRINCIPAL PAYMENT	19,000.00	1,510,000.00
8/05/11	LOAN DISBURSEMENT	38,000.00	1,548,000.00
8/08/11	PRINCIPAL PAYMENT	42,000.00	1,506,000.00
8/09/11	PRINCIPAL PAYMENT	91,000.00	1,415,000.00
8/11/11	PRINCIPAL PAYMENT	26,000.00	1,389,000.00
8/11/11	PRINCIPAL PAYMENT	39,000.00	1,350,000.00
8/15/11	LOAN DISBURSEMENT	105,000.00	1,455,000.00
8/15/11	PRINCIPAL PAYMENT	50,000.00	1,405,000.00
8/16/11	PRINCIPAL PAYMENT	102,000.00	1,303,000.00
8/17/11	PRINCIPAL PAYMENT	49,000.00	1,254,000.00
8/18/11	LOAN DISBURSEMENT	22,000.00	1,276,000.00
8/19/11	PRINCIPAL PAYMENT	9,000.00	1,267,000.00
8/22/11	PRINCIPAL PAYMENT	63,000.00	1,204,000.00
8/23/11	PRINCIPAL PAYMENT	107,000.00	1,097,000.00
8/24/11	PRINCIPAL PAYMENT	43,000.00	1,054,000.00

Loan History - TORONTO (CAD) - PLEASE MUM PART

File Actions View Tools Help



Borrower/Investor **PLEASE MUM PART DIRECT CREDIT ACTUAL**

Short Name **PLEASE MUM PART** Lender Type **DIRECT CREDIT ACTUAL** Loan Status **OPEN/ACTIVE**
 Loan Number **000380138** Product Type **RFA LOAN** Accounting Method **NON-PERF/CUR RECP**
 Loan Effective Date **7/17/06** Principal Balance **820,000.00** Loan Currency **CAD**

Views

Principal Summary

View Options

Rate Group **GENERAL RATE GROUP** Currency **CAD**

- Transaction History
- Principal Summary
- Other Summary
- Rate Summary
- Accrual Charges

Effective Date	Transaction Description	Transaction Value	Principal Amount
8/22/11	PRINCIPAL PAYMENT	63,000.00	1,204,000.00
8/23/11	PRINCIPAL PAYMENT	107,000.00	1,097,000.00
8/24/11	PRINCIPAL PAYMENT	43,000.00	1,054,000.00
8/25/11	PRINCIPAL PAYMENT	55,000.00	999,000.00
8/26/11	LOAN DISBURSEMENT	22,000.00	1,021,000.00
8/29/11	PRINCIPAL PAYMENT	26,000.00	995,000.00
8/30/11	PRINCIPAL PAYMENT	164,000.00	831,000.00
8/31/11	PRINCIPAL PAYMENT	20,000.00	811,000.00
9/01/11	LOAN DISBURSEMENT	129,000.00	940,000.00
9/02/11	LOAN DISBURSEMENT	46,000.00	986,000.00
9/06/11	PRINCIPAL PAYMENT	22,000.00	964,000.00
9/07/11	PRINCIPAL PAYMENT	110,000.00	854,000.00
9/08/11	PRINCIPAL PAYMENT	14,000.00	840,000.00
9/09/11	LOAN DISBURSEMENT	14,000.00	854,000.00
9/12/11	PRINCIPAL PAYMENT	15,000.00	839,000.00
9/13/11	PRINCIPAL PAYMENT	25,000.00	814,000.00
9/14/11	LOAN DISBURSEMENT	10,000.00	824,000.00
9/15/11	PRINCIPAL PAYMENT	16,000.00	808,000.00
9/16/11	LOAN DISBURSEMENT	12,000.00	820,000.00

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Vancouver Registry

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PETITIONERS

AFFIDAVIT OF BRENT LEWIS

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Counsel: John Grieve
Matter No: 250296.01496