



This is the 1st Affidavit
of ALAN A. FRYDENLUND, Q.C. in this case
and was made on NOVEMBER 22, 2019

No. **51913345**
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

VANCOUVER CITY SAVINGS CREDIT UNION

Petitioner

AND:

356746 HOLDINGS INC. doing business as
THE GEORGE DAWSON INN
507016 B.C. LTD.
LUXOR HOLDINGS INC.
UMEDALLI THOBANI also known as
UMED THOBANI and TONY THOBANI
THE ESTATE OF AMINA THOBANI
MANOHAR ALEXANDER SAVUNDRANAYAGAM
BLUESHORE LEASING LTD.
ROYNAT INC.
1156600 B.C. LTD.
GROUPEX SYSTEMS CANADA INC.

Respondents

AFFIDAVIT

I, ALAN A. FRYDENLUND, Q.C. of 2900 – 595 Burrard Street, in the City of Vancouver, in the Province of British Columbia, SWEAR THAT:

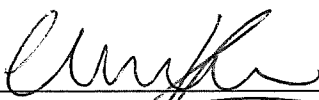
1. I am a shareholder of OWEN BIRD LAW CORPORATION, solicitors for the petitioner, VANCOUVER CITY SAVINGS CREDIT UNION, the holder of a first Mortgage registered against the Dawson Creek Lands, and as such have personal knowledge of the matters and facts hereinafter deposed to, except where the same are stated to be based upon information and belief, and where so stated I verily believe the same to be true.

2. Copies of the title search prints issued in the Prince George Land Title Office on November 21, 2019 for the Dawson Creek Lands (as defined in the Petition) are attached hereto and marked Exhibit "A" to this my Affidavit.

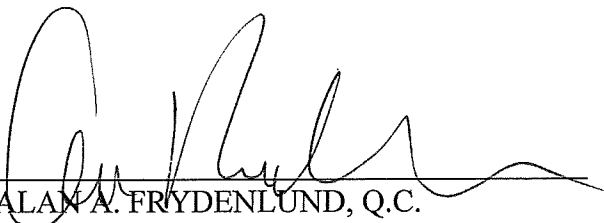
3. Copies of personal property registry search prints issued in the Personal Property Registry on November 21, 2019 for the Respondent, Debtor 356746 HOLDINGS INC. doing business as GEORGE DAWSON INN (as defined in the Petition), are attached hereto and marked Exhibit "B" to this my Affidavit.

4. The consent of D. Manning & Associates Inc. to act as Receiver and Manager of the assets, undertakings and properties of the Respondent, Debtor 356746 HOLDINGS INC. doing business as GEORGE DAWSON INN, is attached hereto and marked Exhibit "C" to this my Affidavit.

SWORN BEFORE ME at Vancouver,)
British Columbia, this 22 day of)
November, 2019.)



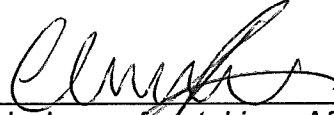
A Commissioner for taking Affidavits)
within British Columbia)



ALAN A. FRYDENLUND, Q.C.)

CHARLENE R. JOANES
Barrister & Solicitor
P.O. Box 49130
2900-595 BURRARD STREET
VANCOUVER, B.C. V7X 1J5
(604) 691-7579

This is Exhibit "A" referred to in the Affidavit of ALAN A. FRYDENLUND, Q.C., sworn before me at Vancouver, B.C., this 22 day of November, 2019.



A Commissioner for taking Affidavits within British Columbia

TITLE SEARCH PRINT

2019-11-21, 13:13:13

File Reference: 23024-0091

Requestor: Anna Liguori

****CURRENT INFORMATION ONLY - NO CANCELLED INFORMATION SHOWN****

Land Title District PRINCE GEORGE
Land Title Office PRINCE GEORGE

Title Number BB680603
From Title Number PJ3160

Application Received 2008-06-25

Application Entered 2008-07-07

Registered Owner in Fee Simple
Registered Owner/Mailing Address: 356746 HOLDINGS INC.
300 - 10366 - 136A STREET
SURREY, BC
V3T 3R3

Taxation Authority Dawson Creek, The Corporation of the City of

Description of Land
Parcel Identifier: 008-324-212
Legal Description:
PARCEL A (PLAN 26555) OF LOT 2 SECTION 10 TOWNSHIP 78 RANGE 15 WEST OF THE
6TH MERIDIAN PEACE RIVER DISTRICT PLAN 24114

Legal Notations
HERETO IS ANNEXED EASEMENT P41395 OVER THE MOST WESTERLY 3.048 METRES
OF THE LOT 2 PLAN 24114, EXCEPT PARCEL A (PLAN 26555)

ZONING REGULATION AND PLAN UNDER THE AERONAUTICS ACT (CANADA) FILED
UNDER NO. Y39752 (PLAN 32544)

Charges, Liens and Interests
Nature: STATUTORY RIGHT OF WAY
Registration Number: R5023
Registration Date and Time: 1981-02-09 10:04
Registered Owner: NORTHLAND UTILITIES (B.C.) LIMITED
INCORPORATION NO. 19453
Remarks: PART ON PLAN 26849

TITLE SEARCH PRINT

2019-11-21, 13:13:13

File Reference: 23024-0091

Requestor: Anna Liguori

Nature:	STATUTORY RIGHT OF WAY
Registration Number:	PE13474
Registration Date and Time:	1991-05-28 14:57
Registered Owner:	BRITISH COLUMBIA HYDRO AND POWER AUTHORITY
Remarks:	PART ON PLAN 26849

Nature:	MORTGAGE
Registration Number:	BB680604
Registration Date and Time:	2008-06-25 14:09
Registered Owner:	VANCOUVER CITY SAVINGS CREDIT UNION
Remarks:	INTER ALIA

Nature:	ASSIGNMENT OF RENTS
Registration Number:	BB680605
Registration Date and Time:	2008-06-25 14:09
Registered Owner:	VANCOUVER CITY SAVINGS CREDIT UNION
Remarks:	INTER ALIA

Nature:	MORTGAGE
Registration Number:	CA5967608
Registration Date and Time:	2017-05-02 09:39
Registered Owner:	MANOHAR ALEXANDER SAVUNDRANAYAGAM
Remarks:	INTER ALIA

Nature:	MORTGAGE
Registration Number:	CA7062860
Registration Date and Time:	2018-09-13 09:58
Registered Owner:	MANOHAR ALEXANDER SAVUNDRANAYAGAM
Remarks:	INTER ALIA

Duplicate Indefeasible Title NONE OUTSTANDING

Transfers NONE

Pending Applications NONE

TITLE SEARCH PRINT

2019-11-21, 13:12:04

File Reference: 23024-0091

Requestor: Anna Liguori

****CURRENT INFORMATION ONLY - NO CANCELLED INFORMATION SHOWN****

Land Title District PRINCE GEORGE
Land Title Office PRINCE GEORGE

Title Number BB680601
From Title Number PJ3304

Application Received 2008-06-25

Application Entered 2008-07-07

Registered Owner in Fee Simple
Registered Owner/Mailing Address: 356746 HOLDINGS INC.
300 - 10366 - 136A STREET
SURREY, BC
V3T 3R3

Taxation Authority Dawson Creek, The Corporation of the City of

Description of Land
Parcel Identifier: 006-931-944
Legal Description:
LOT 3 SECTION 10 TOWNSHIP 78 RANGE 15 WEST OF THE 6TH MERIDIAN PEACE RIVER
DISTRICT PLAN 24114

Legal Notations
PERSONAL PROPERTY SECURITY ACT NOTICE SEE CA4532685, EXPIRES
2021/05/19
MODIFICATION OF CA4532685

PERSONAL PROPERTY SECURITY ACT NOTICE SEE --(DOC)-- EXPIRES 2021/05/19

ZONING REGULATION AND PLAN UNDER THE AERONAUTICS ACT (CANADA) FILED
UNDER NO. Y39752 (PLAN 32544)

Charges, Liens and Interests
Nature: MORTGAGE
Registration Number: BB680604
Registration Date and Time: 2008-06-25 14:09
Registered Owner: VANCOUVER CITY SAVINGS CREDIT UNION
Remarks: INTER ALIA

TITLE SEARCH PRINT

2019-11-21, 13:12:04

File Reference: 23024-0091

Requestor: Anna Liguori

Nature: ASSIGNMENT OF RENTS
Registration Number: BB680605
Registration Date and Time: 2008-06-25 14:09
Registered Owner: VANCOUVER CITY SAVINGS CREDIT UNION
Remarks: INTER ALIA

Nature: MORTGAGE
Registration Number: CA5967608
Registration Date and Time: 2017-05-02 09:39
Registered Owner: MANOHAR ALEXANDER SAVUNDRANAYAGAM
Remarks: INTER ALIA

Nature: MORTGAGE
Registration Number: CA7062860
Registration Date and Time: 2018-09-13 09:58
Registered Owner: MANOHAR ALEXANDER SAVUNDRANAYAGAM
Remarks: INTER ALIA

Duplicate Infeasible Title NONE OUTSTANDING

Transfers NONE

Pending Applications NONE

TITLE SEARCH PRINT

File Reference: 23024-0091

2019-11-21, 13:12:37

Requestor: Anna Liguori

****CURRENT INFORMATION ONLY - NO CANCELLED INFORMATION SHOWN****

Land Title District Land Title Office	PRINCE GEORGE PRINCE GEORGE
Title Number From Title Number	BB680602 PJ3305
Application Received	2008-06-25
Application Entered	2008-07-07
Registered Owner in Fee Simple Registered Owner/Mailing Address:	356746 HOLDINGS INC. 300 - 10366 - 136A STREET SURREY, BC V3T 3R3
Taxation Authority	Dawson Creek, The Corporation of the City of
Description of Land Parcel Identifier: Legal Description:	006-931-952 LOT 4 SECTION 10 TOWNSHIP 78 RANGE 15 WEST OF THE 6TH MERIDIAN PEACE RIVER DISTRICT PLAN 24114
Legal Notations	ZONING REGULATION AND PLAN UNDER THE AERONAUTICS ACT (CANADA) FILED UNDER NO. Y39752 (PLAN 32544)
Charges, Liens and Interests	
Nature:	MORTGAGE
Registration Number:	BB680604
Registration Date and Time:	2008-06-25 14:09
Registered Owner:	VANCOUVER CITY SAVINGS CREDIT UNION
Remarks:	INTER ALIA
Nature:	ASSIGNMENT OF RENTS
Registration Number:	BB680605
Registration Date and Time:	2008-06-25 14:09
Registered Owner:	VANCOUVER CITY SAVINGS CREDIT UNION
Remarks:	INTER ALIA

TITLE SEARCH PRINT

2019-11-21, 13:12:37

File Reference: 23024-0091

Requestor: Anna Liguori

Nature:	MORTGAGE
Registration Number:	CA5967608
Registration Date and Time:	2017-05-02 09:39
Registered Owner:	MANOHAR ALEXANDER SAVUNDRANAYAGAM
Remarks:	INTER ALIA

Nature:	MORTGAGE
Registration Number:	CA7062860
Registration Date and Time:	2018-09-13 09:58
Registered Owner:	MANOHAR ALEXANDER SAVUNDRANAYAGAM
Remarks:	INTER ALIA

Duplicate Infeasible Title NONE OUTSTANDING

Transfers NONE

Pending Applications NONE

This is Exhibit "B" referred to in the Affidavit of ALAN A. FRYDENLUND, Q.C., sworn before me at Vancouver, B.C., this 22 day of November, 2019.



A Commissioner for Taking Affidavits within
British Columbia

PPRSSearchResult (01439369x9DEBD).txt

Page: 1

BC OnLine: PPRS SEARCH RESULT 2019/11/21
 Lterm: XPSP0050 For: PR50365 OWEN BIRD LAW CORPORATION 13:39:21

Index: BUSINESS DEBTOR

Search Criteria: 356746 HOLDINGS

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: JUN 25, 2008 Reg. Length: 5 YEARS
 Reg. Time: 14:33:57 Expiry Date: JUN 25, 2023
 Base Reg. #: 444674E Control #: B8817619
 *** Expiry date includes subsequent registered renewal(s).

This registration was selected and included for your protection
 because of close proximity to your search criteria.

Block#

+++ Secured Party: VANCOUVER CITY SAVINGS CREDIT UNION
 STE 810, 815 WEST HASTINGS ST.
 VANCOUVER BC V6C 1B4

*** Name/Address Changed on April 2, 2012 to:

S0001 Secured Party: VANCOUVER CITY SAVINGS CREDIT UNION
 5TH FLOOR, 183 TERMINAL AVENUE
 VANCOUVER BC V6A 4G1

=D0001 Base Debtor: 356746 HOLDINGS INC.
 (Business) #300 - 10366 - 136A STREET
 SURREY BC V3T 3R3

D0002 Bus. Debtor: GEORGE DAWSON INN
 11705 - 8TH STREET
 DAWSON CREEK BC V1G 4N9

General Collateral:

ALL OF THE PRESENTLY OWNED OR HELD AND AFTER ACQUIRED OR HELD PERSONAL
 PROPERTY OF THE DEBTOR OF WHATSOEVER NATURE OR KIND ASSOCIATED WITH,
 ATTACHED TO, LOCATED AT, OR USED OR PURCHASED FOR USE IN CONNECTION
 WITH THOSE LANDS AND PREMISES LOCATED AT CITY OF DAWSON CREEK,
 PROVINCE OF BRITISH COLUMBIA AND LEGALLY DESCRIBED AS:
 PID: 006-931-944 LOT 3 SECTION 10 TOWNSHIP 78 RANGE 15
 WEST OF THE 6TH MERIDIAN PEACE RIVER DISTRICT PLAN 24114;
 PID: 006-931-952 LOT 4 SECTION 10 TOWNSHIP 78 RANGE 15
 OF THE 6TH MERIDIAN PEACE RIVER DISTRICT PLAN 24114;
 PID: 008-324-212 PARCEL A (PLAN 26555) OF LOT 2 SECTION 10

PPRSearchResult (01439369x9DEBD).txt
 TOWNSHIP 78 RANGE 15 WEST OF THE 6TH MERIDIAN PEACE RIVER DISTRICT
 PLAN 24114

Registering

Party: HAMILTON DUNCAN ARMSTRONG & STEWART
 1450, 13401-108TH AVENUE
 SURREY BC V3T 5T3

Continued on Page 2

Search Criteria: 356746 HOLDINGS

Page: 2

----- A M E N D M E N T / O T H E R C H A N G E -----

Reg. #: 287688H

Reg. Date: APR 11, 2013

Reg. Time: 16:07:12

Control #: D1732907

Base Reg. Type: PPSA SECURITY AGREEMENT

Base Reg. #: 444674E

Base Reg. Date: JUN 25, 2008

Details Description:

TO AMEND GENERAL COLLATERAL DESCRIPTION.

General Collateral:

** DELETED **

ALL OF THE PRESENTLY OWNED OR HELD AND AFTER ACQUIRED OR HELD
 PERSONAL PROPERTY OF THE DEBTOR OF WHATSOEVER NATURE OR KIND
 ASSOCIATED WITH, ATTACHED TO, LOCATED AT, OR USED OR PURCHASED FOR USE
 IN CONNECTION WITH THOSE LANDS AND PREMISES LOCATED AT CITY OF DAWSON
 CREEK, PROVINCE OF BRITISH COLUMBIA AND LEGALLY DESCRIBED AS: PID:
 006-931-944 LOT 3 SECTION 10 TOWNSHIP 78 RANGE 15 WEST OF THE 6TH
 MERIDIAN PEACE RIVER DISTRICT PLAN 24114 PID: 006-931-952 LOT 4
 SECTION 10 TOWNSHIP 78 RANGE 15 OF THE 6TH MERIDIAN PEACE RIVER
 DISTRICT PLAN 24114; PID: 008-324-212 PARCEL A (PLAN 26555) OF LOT 2
 SECTION 10 TOWNSHIP 78 RANGE 15 WEST OF THE 6TH MERIDIAN PEACE RIVER
 DISTRICT PLAN 24114

*** ADDED ***

ALL PRESENTLY OWNED OR HEREAFTER ACQUIRED GOODS OF THE DEBTOR NOW OR
 HEREAFTER SITUATE UPON THOSE LANDS AND PREMISES LOCATED AT 11705 8TH

PPRSearchResult (01439369x9DEBD).txt

STREET, DAWSON CREEK, B.C. BEING LEGALLY DESCRIBED AS PID: 008-324-212
 PARCEL A (PLAN 26555) OF LOT 2 SECTION 10 TOWNSHIP 78 RANGE 15 W6M
 PEACE RIVER DISTRICT PLAN 24114, PID: 006-931-944 LOT 3 SECTION 10
 TOWNSHIP 78 RANGE 15 W6M PEACE RIVER DISTRICT PLAN 24114 AND PID:
 006-931-952 LOT 4 SECTION 10 TOWNSHIP 78 RANGE 15 W6M PEACE RIVER
 DISTRICT PLAN 24114, INCLUDING ALL TOOLS, APPARATUSES, MACHINERY,
 APPLIANCES, CABINETS, FUNITURE AND CHATTELS, ALL AIR-CONDITIONING,
 HEATING, VENTILATING, ELECTRICAL, MECHANICAL, PLUMBING, COMMUNICATIONS
 AND DATA SYSTEMS, APPURTENANCES, EQUIPMENT, ALL ELEVATORS, ESCALATORS
 AND OTHER CONVEYANCING DEVICES, ALL BOILERS, FURNACES, CARPETS,
 BLINDS, WINDOW COVERINGS, CURTAINS, DRAPES, LIGHTING FIXTURES, DOORS,
 WINDOWS, WIRING, PIPES AND CONDUITS (COLLECTIVELY REFERRED TO AS THE
 "COLLATERAL") AND ALL PROCEEDS, CASH AND NON-CASH, DERIVED DIRECTLY
 OR INDIRECTLY FROM ANY DEALING WITH THE COLLATERAL OR PROCEEDS
 THEREOF, AND, WITHOUT LIMITATION, MONEY, CHEQUES, DEPOSITS IN
 DEPOSIT-TAKING INSTITUTIONS, TRADE-IN GOODS, ACCOUNTS RECEIVABLE,
 CHATTEL PAPER, INSTRUMENTS, INTANGIBLES, DOCUMENTS OF TITLE,
 INVESTMENT PROPERTY, AND RIGHTS TO INSURANCE PAYMENTS OR ANY OTHER
 PAYMENTS AS INDEMNITY OR COMPENSATION FOR LOSS OF OR DAMAGE TO THE
 COLLATERAL.

Registering

Party: WATERSTONE LAW GROUP LLP
 #201 - 45793 LUCKAKUCK WAY
 CHILLIWACK BC V2R 5S3

Continued on Page 3

Search Criteria: 356746 HOLDINGS

Page: 3

----- R E N E W A L -----

Reg. #: 301077H
 Reg. Life: 5 YEARS

Reg. Date: APR 19, 2013
 Reg. Time: 10:04:28
 Control #: D1747396

Base Reg. Type: PPSA SECURITY AGREEMENT

Base Reg. #: 444674E

Base Reg. Date: JUN 25, 2008

Registering

Page 3

PPRSSearchResult (01439369x9DEBD).txt

General Collateral:

HOTEL EQUIPMENT TOGETHER WITH ALL ATTACHMENTS, ACCESSORIES,
 ACCESSIONS, REPLACEMENTS, SUBSTITUTIONS, ADDITIONS AND
 IMPROVEMENTS THERETO AND ALL PROCEEDS THAT ARE GOODS,
 INTANGIBLES, SECURITIES, DOCUMENTS OF TITLE, CHATTEL PAPER,
 INSTRUMENTS, OR MONEY.

Registering

Party: BLUESHORE LEASING LTD.
 203-1111 LONSDALE AVENUE
 NORTH VANCOUVER BC V7M 2H4

Continued on Page 5

Search Criteria: 356746 HOLDINGS

Page: 5

----- A M E N D M E N T / O T H E R C H A N G E -----

Reg. #: 459257I

Reg. Date: FEB 25, 2015

Reg. Time: 16:47:31

Control #: D2934741

Base Reg. Type: PPSA SECURITY AGREEMENT

Base Reg. #: 087113I

Base Reg. Date: JUL 23, 2014

Details Description:

SECURED PARTY HAS CHANGED ITS ADDRESS.

Block#

** DELETED **

+++ Secured Party: BLUESHORE LEASING LTD.
 203-1111 LONSDALE AVENUE
 NORTH VANCOUVER BC V7M 2H4

*** ADDED ***

S0002 Secured Party: BLUESHORE LEASING LTD.
 1250 LONSDALE AVENUE
 NORTH VANCOUVER BC V7M 2H6

Page 6

PPRSearchResult (01439369x9DEBD).txt

Registering

Party: D & H LIMITED PARTNERSHIP
4126 NORLAND AVENUE, SUITE 201
BURNABY BC V5G 3S8

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: OCT 01, 2014 Reg. Length: 6 YEARS
Reg. Time: 13:37:53 Expiry Date: OCT 01, 2020
Base Reg. #: 211171I Control #: D2680548

This registration was selected and included for your protection
because of close proximity to your search criteria.

Block#

+++ Secured Party: BLUESHORE LEASING LTD.
203-1111 LONSDALE AVENUE
NORTH VANCOUVER BC V7M 2H4

=D0001 Base Debtor: 356746 HOLDINGS INC.
(Business) 11705 8TH STREET
DAWSON CREEK BC V1G 4N9

D0002 Ind. Debtor: THOBANI UMEDALLI Birthdate: 40APR29
2639 FINCH HILL W
VANCOUVER BC V7S 3H1

General Collateral:

MODERNFOLD ACCORDION DOOR, MATERIALS FOR COLD BEER AND WINE
STORE RENOVATIONS, VINYL FLOORING, CUSTOM CABINETS AND WALL
CABINETS TOGETHER WITH ALL ATTACHMENTS, ACCESSORIES,
ACCESSIONS, REPLACEMENTS, SUBSTITUTIONS, ADDITIONS AND
IMPROVEMENTS THERETO AND ALL PROCEEDS THAT ARE GOODS,
INTANGIBLES, SECURITIES, DOCUMENTS OF TITLE, CHATTEL PAPER,
INSTRUMENTS, OR MONEY.

Continued on Page 6

Search Criteria: 356746 HOLDINGS

Page: 6

Registering

Party: BLUESHORE LEASING LTD.
203-1111 LONSDALE AVENUE

PPRSearchResult (01439369x9DEBD).txt
NORTH VANCOUVER BC V7M 2H4

----- A M E N D M E N T / O T H E R C H A N G E -----

Reg. #: 395674I Reg. Date: JAN 19, 2015
Reg. Time: 12:39:17
Control #: D2869449
Base Reg. Type: PPSA SECURITY AGREEMENT
Base Reg. #: 211171I Base Reg. Date: OCT 01, 2014

Details Description:
SECURED PARTY HAS CHANGED ITS ADDRESS.

Block#

** DELETED **

+++ Secured Party: BLUESHORE LEASING LTD.
203-1111 LONSDALE AVENUE
NORTH VANCOUVER BC V7M 2H4

*** ADDED ***

S0002 Secured Party: BLUESHORE LEASING LTD.
1250 LONSDALE AVENUE
NORTH VANCOUVER BC V7M 2H6

Registering

Party: D & H LIMITED PARTNERSHIP
4126 NORLAND AVENUE, SUITE 201
BURNABY BC V5G 3S8

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: DEC 12, 2014 Reg. Length: 6 YEARS
Reg. Time: 10:53:11 Expiry Date: DEC 12, 2020
Base Reg. #: 340371I Control #: D2812921

This registration was selected and included for your protection
because of close proximity to your search criteria.

Block#

S0001 Secured Party: BLUESHORE LEASING LTD.
1250 LONSDALE AVENUE
NORTH VANCOUVER BC V7M 2H6

=D0001 Base Debtor: 356746 HOLDINGS INC.
(Business) 11705 8TH STREET
DAWSON CREEK BC V1G 4N9

D0002 Ind. Debtor: THOBANI UMEDALLI

PPRSSearchResult (01439369x9DEBD).txt
 2639 FINCH HILL W
 VANCOUVER BC V7S 3H1

Birthdate: 40APR29

Continued on Page 7

Search Criteria: 356746 HOLDINGS

Page: 7

General Collateral:

HOTEL SUPPLIES, CEILING T-BAR; 2 - EXTERIOR DOUBLE DOORS WITH AUTOMATIC OPENER; 4 - STEEL INTERIOR DOORS; REFRIGERATION SYSTEM; POS SYSTEM; LIGHT FIXTURES; INTERIOR & EXTERIOR SIGNAGE; EXTERIOR FINISHING; HOTSPOT MASTER UNIT HSV4-4 PORT CHECKBOX PRO; 8 - HOTSPOT MESH UNIT TOGETHER WITH ALL ATTACHMENTS, ACCESSORIES, ACCESSIONS, REPLACEMENTS, SUBSTITUTIONS, ADDITIONS AND IMPROVEMENTS THERETO AND ALL PROCEEDS THAT ARE GOODS, INTANGIBLES, SECURITIES, DOCUMENTS OF TITLE, CHATTEL PAPER, INSTRUMENTS, OR MONEY.

Registering

Party: BLUESHORE LEASING LTD.
 1250 LONSDALE AVENUE
 NORTH VANCOUVER BC V7M 2H6

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: MAY 19, 2015	Reg. Length: 6 YEARS
Reg. Time: 11:55:32	Expiry Date: MAY 19, 2021
Base Reg. #: 609222I	Control #: D3088077

This registration was selected and included for your protection because of close proximity to your search criteria.

Block#

S0001 Secured Party: BLUESHORE LEASING LTD.
 1250 LONSDALE AVENUE
 NORTH VANCOUVER BC V7M 2H6

=D0001 Base Debtor: 356746 HOLDINGS INC.
 (Business) 11705 8TH ST.

PPRSearchResult (01439369x9DEBD).txt
 DAWSON CREEK BC V1G 4N9

D0002 Ind. Debtor: THOBANI UMEDALLI
 2639 FINCH HILL W Birthdate: 40APR29
 VANCOUVER BC V7S 3H1

General Collateral:

ILLUMINATED S/F CABINET SIGN WITH FLEXIBLE FACE; ACRYLIC
 FACE; ILLUMINATED D/F PYLON SIGN; (2) SINGLE SIDED DIGITAL
 BOARDS; SET OF CUT-OUT ACRYLIC LETTERS; CUSTOM MADE
 SHELVING UNITS; CUSTOM MADE VANITY APRONS; DOUBLE TOILET
 ROLL HOLDERS; POP UP DRAINS; STAIRWELL LIGHTING FIXTURES;
 TILE FOR BATHROOMS; TUB SURROUNDS TOGETHER WITH ALL
 ATTACHMENTS, ACCESSORIES, ACCESSIONS, REPLACEMENTS,
 SUBSTITUTIONS, ADDITIONS AND IMPROVEMENTS THERETO AND ALL
 PROCEEDS THAT ARE GOODS, INTANGIBLES, SECURITIES, DOCUMENTS
 OF TITLE, CHATTEL PAPER, INSTRUMENTS, OR MONEY.

Registering

Party: BLUESHORE LEASING LTD.
 1250 LONSDALE AVENUE
 NORTH VANCOUVER BC V7M 2H6

Continued on Page 8

Search Criteria: 356746 HOLDINGS

Page: 8

----- A M E N D M E N T / O T H E R C H A N G E -----

Reg. #: 647565I

Reg. Date: JUN 05, 2015

Reg. Time: 15:23:11

Control #: D3127327

Base Reg. Type: PPSA SECURITY AGREEMENT

Base Reg. #: 609222I

Base Reg. Date: MAY 19, 2015

Details Description:

AMEND GENERAL COLLATERAL DESCRIPTION

General Collateral:

*** ADDED ***

REPLACE THE FOLLOWING:

ILLUMINATED S/F CABINET SIGN WITH FLEXIBLE FACE; ACRYLIC

PPRSearchResult (01439369x9DEBD).txt
 FACE; ILLUMINATED D/F PYLON SIGN; (2) SINGLE SIDED DIGITAL
 BOARDS; SET OF CUT-OUT ACRYLIC LETTERS
 TO:
 (4) EXIT STAIRWELL DOORS INCLUDING FIRE APPROVED HARDWARE; (14)
 WINDOWS TRI PANE WITH CASEMENT OPENERS; CORNICE (EIF); HARDI PLANK
 SIDING

Registering

Party: D & H LIMITED PARTNERSHIP
 4126 NORLAND AVENUE, SUITE 201
 BURNABY BC V5G 3S8

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: JUN 30, 2015	Reg. Length: 6 YEARS
Reg. Time: 10:21:23	Expiry Date: JUN 30, 2021
Base Reg. #: 695163I	Control #: D3175960

This registration was selected and included for your protection
 because of close proximity to your search criteria.

Block#

S0001 Secured Party: ROYNAT INC.
 SUITE 1500, 4710 KINGSWAY ST.
 BURNABY BC V5H4M2

=D0001 Base Debtor: 356746 HOLDINGS INC.
 (Business) 11705 - 8TH STREET
 DAWSON CREEK BC V1G4N5

General Collateral:

TELEPHONE SYSTEM(S) TOGETHER WITH ALL ATTACHMENTS ACCESSORIES
 ACCESSIONS REPLACEMENTS SUBSTITUTIONS ADDITIONS AND IMPROVEMENTS
 THERETO AND ALL PROCEEDS IN ANY FORM DERIVED DIRECTLY OR INDIRECTLY
 FROM ANY SALE AND OR DEALINGS WITH THE COLLATERAL AND A RIGHT TO AN
 INSURANCE PAYMENT OR OTHER PAYMENT THAT INDEMNIFIES OR COMPENSATES FOR
 LOSS OR DAMAGE TO THE COLLATERAL OR PROCEEDS OF THE COLLATERAL

Registering

Party: AVS SYSTEMS INC.
 201-1325 POLSON DR.
 VERNON BC V1T 8H2

Continued on Page 9

PPRSSearchResult (01439369x9DEBD).txt

Search Criteria: 356746 HOLDINGS

Page: 9

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: FEB 27, 2017	Reg. Length: 3 YEARS
Reg. Time: 09:30:51	Expiry Date: FEB 27, 2020
Base Reg. #: 845063J	Control #: D4351192

This registration was selected and included for your protection because of close proximity to your search criteria.

Block#

S0001 Secured Party: GROUPEX SYSTEMS CANADA INC.
15102 - 128TH AVENUE
EDMONTON AB T5V 1A8

D0001 Base Debtor: GEORGE DAWSON INN RESTAURANT
(Business) 11705 EIGHTH STREET
DAWSON CREEK BC V1G 4N9

=D0002 Bus. Debtor: 356746 HOLDINGS LTD.
11705 EIGHTH STREET
DAWSON CREEK BC V1G 4N9

General Collateral:

DI1522 S/N 650058363 AND INSTALL KIT WITH FLAT RACKS AND
FLOJET PUMPS
TOTAL VALUE - \$3,877.16

Registering

Party: GROUPEX SYSTEMS CANADA INC.
15102 - 128 AVENUE
EDMONTON AB T5V 1A8

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: APR 10, 2019	Reg. Length: 4 YEARS
Reg. Time: 12:23:41	Expiry Date: APR 10, 2023
Base Reg. #: 427569L	Control #: D5964302

This registration was selected and included for your protection because of close proximity to your search criteria.

Block#

S0001 Secured Party: MERCEDES-BENZ FINANCIAL SERVICES
CANADA CORPORATION
2680 MATHESON BLVD. E. STE 500

PPRSearchResult (01439369x9DEBD).txt
MISSISSAUGA ON L4W 0A5

S0002 Secured Party: MERCEDES-BENZ FINANCIAL
2680 MATHESON BLVD. E. STE 500
MISSISSAUGA ON L4W 0A5

=D0001 Base Debtor: 356746 HOLDINGS INC.
(Business) 800-1919 BEACH AVE.
VANCOUVER BC V6G1Z2

D0002 Ind. Debtor: THOBANI UMEDALLI Birthdate: 40APR29
800-1919 BEACH AVE.
VANCOUVER BC V6G1Z2

Continued on Page 10

Search Criteria: 356746 HOLDINGS

Page: 10

Vehicle Collateral:

Type	Serial #	Year	Make/Model	MH Reg.#
V0001 MV	WDDZF4KB9KA556693	2019	MERCEDES-BENZ E300W4M	

General Collateral:

ALL ATTACHMENTS, ACCESSORIES, ADDITIONS, ALTERATIONS, REPLACEMENTS & REPAIRS (WHETHER PRESENT OR FUTURE) TO THE VEHICLE COLLATERAL. PROCEEDS : ALL CASH AND NON-CASH PROCEEDS OF THE VEHICLE COLLATERAL INCLUDING WITHOUT LIMITATION PROCEEDS DERIVED DIRECTLY OR INDIRECTLY FROM ANY DEALING WITH THE VEHICLE COLLATERAL OR THAT INDEMNIFIES OR COMPENSATES THE DEBTOR(S) FOR THE DESTRUCTION OR DAMAGE TO OR LOSS OF THE VEHICLE COLLATERAL. THE PROCEEDS MAY TAKE THE FORM OF ANY ONE OR MORE OF THE FOLLOWING: GOODS, DOCUMENTS OF TITLE, CHATTEL PAPER, INSTRUMENTS, MONEY, SECURITIES OR INTANGIBLES. ACCORDINGLY, ANY OF THE DEBTOR(S)' AFTER-ACQUIRED PERSONAL PROPERTY MAY BE PROCEEDS AND THEREFORE SUBJECT TO THE SECURED PARTY'S SECURITY INTEREST.

Registering

Party: D + H LIMITED PARTNERSHIP
2 ROBERT SPECK PARKWAY, 15TH F
MISSISSAUGA ON L4Z 1H8

Some, but not all, tax liens and other Crown claims are registered at the Personal Property Registry (PPR) and if registered, will be displayed on

01440283.TXT

Page: 1

BC OnLine: PPRS SEARCH RESULT 2019/11/21
 Lterm: XPSP0054 For: PR50365 OWEN BIRD LAW CORPORATION 17:33:23

Index: BUSINESS DEBTOR

Search Criteria: GEORGE DAWSON INN

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: JUN 25, 2008

Reg. Length: 5 YEARS

Reg. Time: 14:33:57

Expiry Date: JUN 25, 2023

Base Reg. #: 444674E

Control #: B8817619

*** Expiry date includes subsequent registered renewal(s).

Block#

+++ Secured Party: VANCOUVER CITY SAVINGS CREDIT UNION
 STE 810, 815 WEST HASTINGS ST.
 VANCOUVER BC V6C 1B4

*** Name/Address Changed on April 2, 2012 to:

S0001 Secured Party: VANCOUVER CITY SAVINGS CREDIT UNION
 5TH FLOOR, 183 TERMINAL AVENUE
 VANCOUVER BC V6A 4G1

D0001 Base Debtor: 356746 HOLDINGS INC.
 (Business) #300 - 10366 - 136A STREET
 SURREY BC V3T 3R3

=D0002 Bus. Debtor: GEORGE DAWSON INN
 11705 - 8TH STREET
 DAWSON CREEK BC V1G 4N9

General Collateral:

ALL OF THE PRESENTLY OWNED OR HELD AND AFTER ACQUIRED OR HELD PERSONAL
 PROPERTY OF THE DEBTOR OF WHATSOEVER NATURE OR KIND ASSOCIATED WITH,
 ATTACHED TO, LOCATED AT, OR USED OR PURCHASED FOR USE IN CONNECTION
 WITH THOSE LANDS AND PREMISES LOCATED AT CITY OF DAWSON CREEK,
 PROVINCE OF BRITISH COLUMBIA AND LEGALLY DESCRIBED AS:
 PID: 006-931-944 LOT 3 SECTION 10 TOWNSHIP 78 RANGE 15
 WEST OF THE 6TH MERIDIAN PEACE RIVER DISTRICT PLAN 24114;
 PID: 006-931-952 LOT 4 SECTION 10 TOWNSHIP 78 RANGE 15
 OF THE 6TH MERIDIAN PEACE RIVER DISTRICT PLAN 24114;
 PID: 008-324-212 PARCEL A (PLAN 26555) OF LOT 2 SECTION 10
 TOWNSHIP 78 RANGE 15 WEST OF THE 6TH MERIDIAN PEACE RIVER DISTRICT
 PLAN 24114

01440283.TXT

Registering

Party: HAMILTON DUNCAN ARMSTRONG & STEWART
 1450, 13401-108TH AVENUE
 SURREY BC V3T 5T3

----- A M E N D M E N T / O T H E R C H A N G E -----

Reg. #: 287688H

Reg. Date: APR 11, 2013

Reg. Time: 16:07:12

Control #: D1732907

Base Reg. Type: PPSA SECURITY AGREEMENT

Base Reg. #: 444674E

Base Reg. Date: JUN 25, 2008

Continued on Page 2

Search Criteria: GEORGE DAWSON INN

Page: 2

Details Description:

TO AMEND GENERAL COLLATERAL DESCRIPTION.

General Collateral:

** DELETED **

ALL OF THE PRESENTLY OWNED OR HELD AND AFTER ACQUIRED OR HELD PERSONAL PROPERTY OF THE DEBTOR OF WHATSOEVER NATURE OR KIND ASSOCIATED WITH, ATTACHED TO, LOCATED AT, OR USED OR PURCHASED FOR USE IN CONNECTION WITH THOSE LANDS AND PREMISES LOCATED AT CITY OF DAWSON CREEK, PROVINCE OF BRITISH COLUMBIA AND LEGALLY DESCRIBED AS: PID: 006-931-944 LOT 3 SECTION 10 TOWNSHIP 78 RANGE 15 WEST OF THE 6TH MERIDIAN PEACE RIVER DISTRICT PLAN 24114 PID: 006-931-952 LOT 4 SECTION 10 TOWNSHIP 78 RANGE 15 OF THE 6TH MERIDIAN PEACE RIVER DISTRICT PLAN 24114; PID: 008-324-212 PARCEL A (PLAN 26555) OF LOT 2 SECTION 10 TOWNSHIP 78 RANGE 15 WEST OF THE 6TH MERIDIAN PEACE RIVER DISTRICT PLAN 24114

*** ADDED ***

ALL PRESENTLY OWNED OR HEREAFTER ACQUIRED GOODS OF THE DEBTOR NOW OR HEREAFTER SITUATE UPON THOSE LANDS AND PREMISES LOCATED AT 11705 8TH STREET, DAWSON CREEK, B.C. BEING LEGALLY DESCRIBED AS PID: 008-324-212 PARCEL A (PLAN 26555) OF LOT 2 SECTION 10 TOWNSHIP 78 RANGE 15 W6M PEACE RIVER DISTRICT PLAN 24114, PID: 006-931-944 LOT 3 SECTION 10 TOWNSHIP 78 RANGE 15 W6M PEACE RIVER DISTRICT PLAN 24114 AND PID: 006-931-952 LOT 4 SECTION 10 TOWNSHIP 78 RANGE 15 W6M PEACE RIVER DISTRICT PLAN 24114, INCLUDING ALL TOOLS, APPARATUSES, MACHINERY, APPLIANCES, CABINETS, FURNITURE AND CHATTELS, ALL AIR-CONDITIONING, HEATING, VENTILATING, ELECTRICAL, MECHANICAL, PLUMBING, COMMUNICATIONS

01440283.TXT

Continued on Page 4

Search Criteria: GEORGE DAWSON INN

Page: 4

***** P P S A S E C U R I T Y A G R E E M E N T *****

Reg. Date: FEB 27, 2017	Reg. Length: 3 YEARS
Reg. Time: 09:30:51	Expiry Date: FEB 27, 2020
Base Reg. #: 845063J	Control #: D4351192

This registration was selected and included for your protection because of close proximity to your search criteria.

Block#

S0001 Secured Party: GROUPEX SYSTEMS CANADA INC.
15102 - 128TH AVENUE
EDMONTON AB T5V 1A8

=D0001 Base Debtor: GEORGE DAWSON INN RESTAURANT
(Business) 11705 EIGHTH STREET
DAWSON CREEK BC V1G 4N9

D0002 Bus. Debtor: 356746 HOLDINGS LTD.
11705 EIGHTH STREET
DAWSON CREEK BC V1G 4N9

General Collateral:

DI1522 S/N 650058363 AND INSTALL KIT WITH FLAT RACKS AND
FLOJET PUMPS
TOTAL VALUE - \$3,877.16

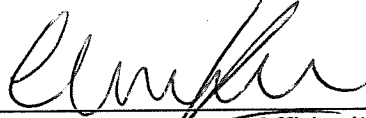
Registering

Party: GROUPEX SYSTEMS CANADA INC.
15102 - 128 AVENUE
EDMONTON AB T5V 1A8

Some, but not all, tax liens and other Crown claims are registered at the Personal Property Registry (PPR) and if registered, will be displayed on this search result. HOWEVER, it is possible that a particular chattel is subject to a Crown claim that is not registered at the PPR. Please consult the Miscellaneous Registrations Act, 1992 for more details. If you are

Page 5

This is Exhibit "C" referred to in the Affidavit of ALAN A. FRYDENLUND, Q.C., sworn before me at Vancouver, B.C., this 22 day of November, 2019.



A Commissioner for taking Affidavits within British Columbia

D. MANNING & ASSOCIATES INC.**Licensed Insolvency Trustee**Suite 520
625 Howe Street
Vancouver, B.C.
V6C 2T6Telephone: (604) 683-8030
Facsimile: (604) 683-8327
<http://www.manning-trustee.com>

November 19, 2019

Owen Bird Law Corporation
Bentall 3, Suite 2900, 595 Burrard Street
P.O. Box 49130
Vancouver, B.C. V7X 1J5**Attention: Alan Frydenlund, O.C.**

Dear Sirs/Mesdames:

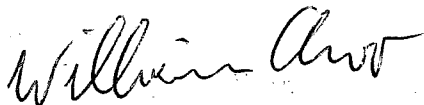
RE: 356746 Holdings Inc. doing business as George Dawson Inn ("the Debtor")

We are writing to confirm that D. Manning & Associates Inc. is a Licensed Insolvency Trustee under the *Bankruptcy & Insolvency Act* and that our license applies to British Columbia and Yukon Territory. We have significant experience in the hotel/hospitality industry.

We are also writing to confirm that we are prepared to act as Court-appointed Receiver and Manager of the assets, undertakings, and properties of the Debtor in the event that an Order appointing a Receiver and Manager is granted by the Court.

If you have any questions, please do not hesitate to contact the writer at 604-683-8030 or at wc@manning-trustee.com.

Yours very truly,

D. MANNING & ASSOCIATES INC.
LICENSED INSOLVENCY TRUSTEE
(not in its personal capacity)Per: William Choo, CGA, CPA
Senior Vice President

WC:as

No. _____
Vancouver Registry

**IN THE SUPREME COURT OF BRITISH
COLUMBIA**

BETWEEN:

VANCOUVER CITY SAVINGS CREDIT UNION
Petitioner

AND:

356746 HOLDINGS INC. doing business as
THE GEORGE DAWSON INN
507016 B.C. LTD.
LUXOR HOLDINGS INC.
UMEDALLI THOBANI also known as
UMED THOBANI and TONY THOBANI
THE ESTATE OF AMINA THOBANI
MANOHAR ALEXANDER
SAVUNDRANAYAGAM
BLUESHORE LEASING LTD.
ROYNAT INC.
1156600 B.C. LTD.
GROUPEX SYSTEMS CANADA INC.

Respondents

AFFIDAVIT

OWEN BIRD LAW CORPORATION

P.O. Box 49130
Three Bentall Centre
2900 - 595 Burrard Street
Vancouver, BC V7X 1J5

Attention: Alan A. Frydenlund, Q.C.
File No. 23024-0091
