



This is the 1st affidavit
of Todd Martin in this case
and was made on November 21, 2023.

No. S-29201
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND

IN THE MATTER OF 1077 HOLDINGS CO-OPERATIVE
AND 1314625 ONTARIO LIMITED

PETITIONERS

AFFIDAVIT OF TODD MARTIN

I, Todd Martin, of Vancouver, British Columbia, AFFIRM THAT:

1. I am a Senior Vice President of Alvarez & Marsal Canada Inc. ("**A&M**"), the court-appointed monitor (the "**Monitor**") of the Petitioners (as defined in the Initial Order pronounced in these proceedings on September 14, 2020) 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. I am one of the individuals at A&M that has had primary carriage of this proceeding, and I am authorized to make this affidavit on behalf of A&M.
3. Osler, Hoskin & Harcourt LLP ("**Osler**") is present counsel for the Monitor in the within proceedings. Previously, Cassels, Brock & Blackwell LLP ("**Cassels**") was counsel for the Monitor, from the period of September 14, 2020 to August 31, 2022.

4. Attached hereto and marked at **Exhibit “A”** to this Affidavit is a copy of the Summary of the Monitor’s Professional Fees and Disbursements by Account for the period of September 14, 2020 to November 30, 2023 (together, the “**Monitor’s Invoices**”) showing:

Invoice Number	Invoice Date	Total
2	30-Sep-20	176,781.93
3	19-Oct-20	127,889.55
4	16-Nov-20	179,694.90
5	8-Dec-20	126,768.73
6	6-Jan-21	205,795.24
7	16-Feb-21	141,362.82
8	4-Mar-21	233,094.89
9	20-Apr-21	264,556.78
10	18-May-21	166,685.91
11	21-Jun-21	122,727.68
12	14-Jul-21	136,036.16
13	11-Aug-21	73,882.73
14	13-Sep-21	93,406.60
15	13-Oct-21	104,639.85
16	13-Dec-21	213,040.86
17	19-Jan-22	40,493.75
18	11-Feb-22	74,036.55
19	9-Mar-22	62,926.50
20	13-Apr-22	98,644.56
21	12-May-22	25,708.44
22	20-Jul-22	129,965.07
23	25-Aug-22	38,868.98
24	14-Sep-22	18,071.55
25	19-Oct-22	17,907.75
26	29-Nov-22	11,548.74
27	9-Dec-22	72,255.75
28	24-Jan-23	18,927.67
29	14-Mar-23	27,542.35
30	23-Mar-23	16,159.50
31	21-Apr-23	26,938.67
32	12-Jun-23	9,256.28
33	12-Jun-23	3,462.54
34	20-Jul-23	9,203.78
35	11-Aug-23	4,581.15
36	12-Oct-23	11,103.23
37	12-Oct-23	32,270.18
38	10-Nov-23	46,073.87
39	15-Nov-23	48,625.64
TOTAL		\$ 3,210,937.13

5. As detailed in the Monitor's Invoices, the Monitor's professional fees and disbursements for the period ending November 30, 2023 (or until the Monitor's completion of the administration of the CCAA Proceedings) totals \$3,210,937.13, including out of pocket disbursements of \$50,084.86 and applicable taxes of \$152,901.77.
6. The incurred fees set out in the Monitor's Invoices are calculated on the basis of the hours spent by the Monitor's personnel, multiplied by the applicable standard hourly rates charged by A&M in its insolvency and restructuring practice. The total time comprised in the Monitor's Invoices, relating to the services provided by the officers and employees of the Monitor in relation to the matters dealt with in such accounts, totalled 6,202.75 hours at an average hourly rate of \$484.94 per hour. Attached and marked as "**Exhibit B**" to my affidavit is a Summary of the Monitor's Professional Fees and Disbursements by Staff for the period of September 14, 2020 to November 30, 2023 ("**Monitor's Fee Breakdown**").
7. To the best of my knowledge, information and belief, the information contained in the Monitor's Invoices and Monitor's Fee Breakdown as to:
 - (a) the number of hours worked;
 - (b) the identity of the individuals who performed work; and
 - (c) the rates charged for the work performed;is true and correct in all respects.
8. I have reviewed the Monitor's Invoices and do verily believe that:
 - (a) the Monitor's professional fees and disbursements have been properly incurred and are fair and reasonable in the circumstances;
 - (b) the work completed by the Monitor was delegated to the appropriate professionals in A&M with the appropriate seniority and appropriate hourly rates;

- (c) the Monitor’s fees in this matter are consistent with fees charged by other trustee firms of a similar size for work of a similar nature and complexity in British Columbia; and
 - (d) the services were performed by the Monitor in a prudent and economical manner.
9. The details of the work carried out by the Monitor in these proceedings are set forth in the Seventeenth Report of the Monitor, dated November 17, 2023 (the “**Seventeenth Report**”). I have reviewed the Seventeenth Report and confirm that, to the best of my knowledge, information and belief, the work detailed therein was carried out by the Monitor, and that such work was necessary to the Monitor completing its obligations under the Initial Order.
10. I am also satisfied that the work completed by Cassels and Osler at the request of the Monitor was necessary, and in my experience, the fees and rates charged by Cassels and Osler are consistent with those charged by other law firms for work of a similar nature and complexity in British Columbia.
11. I make this affidavit in support of an application for, *inter alia*, approval of the Monitor’s fees and disbursements and for no improper purpose.

AFFIRMED BEFORE ME at the City of)
 Vancouver, in the Province of British)
 Columbia, on November 21, 2023.)


 _____)
 A Commissioner for taking affidavits for)
 British Columbia)

Elie Laskin


 _____)
 Todd Martin)

ELIE LASKIN
BARRISTER & SOLICITOR
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 Vancouver, BC V7X 1K8
TELEPHONE: 236.466.2816

This is Exhibit "A" referred to in the Affidavit
#1 of Todd Martin affirmed before me at
Vancouver, in the Province of British Columbia
this 21st day of November, 2023



A Commissioner/Notary Public for the
Province Of British Columbia

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1077 Holdings Co-operative and 1314625 Ontario Limited
Summary of the Monitor's Professional Fees and Disbursements by Account
For the period September 14, 2020 to November 30, 2023

Invoice Number	Invoice Date	For the Period Ending	Fees	Disbursements	GST	Total
Alvarez & Marsal Canada Inc.						
2	30-Sep-20	September 25, 2020	\$ 164,530.00	\$ 3,833.74	\$ 8,418.19	\$ 176,781.93
3	19-Oct-20	October 16, 2020	118,650.00	3,149.57	6,089.98	127,889.55
4	16-Nov-20	November 13, 2020	170,038.00	1,100.00	8,556.90	179,694.90
5	8-Dec-20	November 30, 2020	119,014.50	1,717.62	6,036.61	126,768.73
6	6-Jan-21	December 31, 2020	168,967.50	27,027.97	9,799.77	205,795.24
7	16-Feb-21	January 31, 2021	133,926.00	705.26	6,731.56	141,362.82
8	4-Mar-21	September 30, 2023	221,564.50	430.63	11,099.76	233,094.89
9	20-Apr-21	March 31, 2021	251,830.00	128.84	12,597.94	264,556.78
10	18-May-21	April 30, 2021	158,723.00	25.49	7,937.42	166,685.91
11	21-Jun-21	May 31, 2021	116,808.50	75.00	5,844.18	122,727.68
12	14-Jul-21	June 30, 2021	129,458.25	100.00	6,477.91	136,036.16
13	11-Aug-21	July 31, 2021	70,364.50	-	3,518.23	73,882.73
14	13-Sep-21	August 31, 2021	88,624.75	333.92	4,447.93	93,406.60
15	13-Oct-21	September 30, 2021	99,532.00	125.00	4,982.85	104,639.85
16	13-Dec-21	November 30, 2021	201,929.50	966.56	10,144.80	213,040.86
17	19-Jan-22	December 31, 2021	37,458.50	1,106.98	1,928.27	40,493.75
18	11-Feb-22	January 31, 2022	70,511.00	-	3,525.55	74,036.55
19	9-Mar-22	February 28, 2022	59,855.00	75.00	2,996.50	62,926.50
20	13-Apr-22	March 31, 2022	93,880.00	67.20	4,697.36	98,644.56
21	12-May-22	April 30, 2022	24,205.00	279.23	1,224.21	25,708.44
22	20-Jul-22	June 1, 2022	121,478.50	2,297.76	6,188.81	129,965.07
23	25-Aug-22	July 31, 2022	36,527.50	490.58	1,850.90	38,868.98
24	14-Sep-22	August 31, 2022	17,097.50	113.50	860.55	18,071.55
25	19-Oct-22	September 30, 2022	17,030.00	25.00	852.75	17,907.75
26	29-Nov-22	October 31, 2022	10,710.00	288.80	549.94	11,548.74
27	9-Dec-22	November 30, 2022	68,815.00	-	3,440.75	72,255.75
28	24-Jan-23	December 31, 2022	17,000.00	1,026.35	901.32	18,927.67
29	14-Mar-23	January 31, 2023	24,842.50	1,388.31	1,311.54	27,542.35
30	23-Mar-23	February 28, 2023	15,390.00	-	769.50	16,159.50
31	21-Apr-23	March 31, 2023	25,404.00	251.88	1,282.79	26,938.67
32	12-Jun-23	April 30, 2023	8,790.50	25.00	440.78	9,256.28
33	12-Jun-23	May 31, 2023	3,277.00	20.66	164.88	3,462.54
34	20-Jul-23	June 30, 2023	8,765.50	-	438.28	9,203.78
35	11-Aug-23	July 31, 2023	4,363.00	-	218.15	4,581.15
36	12-Oct-23	August 31, 2023	10,524.50	50.00	528.73	11,103.23
37	12-Oct-23	September 30, 2023	30,733.50	-	1,536.68	32,270.18
38	10-Nov-23	October 31, 2023	43,571.00	308.88	2,193.99	46,073.87
39	15-Nov-23	November 30, 2023 (*)	43,760.00	2,550.13	2,315.51	48,625.64
			\$ 3,007,950.50	\$ 50,084.86	\$ 152,901.77	\$ 3,210,937.13

(*) Includes estimated time of the Monitor for the period November 11 to 30, 2023

This is Exhibit "B" referred to in the Affidavit
#1 of Todd Martin affirmed before me at
Vancouver, in the Province of British Columbia
this 21st day of November, 2023



A Commissioner/Notary Public for the
Province Of British Columbia

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1077 Holdings Co-operative and 1314625 Ontario Limited
Summary of the Monitor's Professional Fees and Disbursements by Staff
For the period September 14, 2020 to November 30, 2023

Name	Position	Hourly Rate	Hours (*)	Total Fees
Todd Martin	Managing Director	\$800 - 890	742.70	\$ 612,938.50
Anthony Tillman	Managing Director	750 - 795	11.10	8,634.50
John Williams	Managing Director	675	3.50	2,362.50
Gavin Yee	Senior Director	530	6.25	3,312.50
Vicki Chan	Senior Director	550 - 665	1,711.60	1,011,387.00
Pinky Law	Senior Director	625	2.20	1,375.00
Marianna Lee	Director	400 - 535	1,337.95	590,830.50
Nishant Virmani	Associate	275 - 435	2,051.30	718,819.50
Katrina Villarico	Executive Assistant	150 - 175	183.85	30,760.00
Monica Cheung	Executive Assistant	175 - 195	152.30	27,530.50
			<u>6,202.75</u>	<u>3,007,950.50</u>
Average hourly rate			<u>\$ 484.94</u>	
Total fees				3,007,950.50
Disbursements				
Advertisement				28,237.18
Courier, mailing/postage, and printing				11,289.59
Website maintenance				6,126.60
Storage fees				137.72
License fees - Sharepoint				1,529.42
Supplies and other				2,764.35
				<u>50,084.86</u>
GST				<u>152,901.77</u>
Total fees, out of pocket expenses and tax				<u><u>\$ 3,210,937.13</u></u>

(*) Includes estimated time of the Monitor for the period November 11 to 30, 2023