

COURT FILE NUMBER Q.B. 1195 of 2020

**COURT OF QUEEN'S BENCH FOR SASKATCHEWAN
IN BANKRUPTCY AND INSOLVENCY**

JUDICIAL CENTRE SASKATOON

APPLICANT BTA REAL ESTATE GROUP INC.

RESPONDENT FAMILY FITNESS INC.

**IN THE MATTER OF THE RECEIVERSHIP
OF FAMILY FITNESS INC.**

AFFIDAVIT OF NATASHA HALVORSON

I, Natasha Halvorson, of the City of Saskatoon, Saskatchewan, MAKE OATH AND SAY AS FOLLOWS THAT:

1. I am a Legal Assistant at W Law LLP and, in that capacity, I am responsible for the overall administration of the file of our client, BTA Real Estate Group Inc. ("BTA"), in regard to Family Fitness Inc. (the "Debtor") and, as such, I have personal knowledge of the facts and matters herein deposed to, except where stated to be on information and belief, and where so stated I believe the same to be true.

2. Attached and marked as Exhibit "A" to my affidavit is a true copy of email correspondence between counsel to BTA and counsel to the Debtor, dated between October 18, 2020, and November 10, 2020.

3. Attached and marked collectively as Exhibit "B" to my affidavit are true copies of search results obtained from the Corporate Registry for Saskatchewan disclosing that the business name, "Evolution Fitness Gym", expired on February 29, 2020, and was renewed in the name of the Debtor by W Law LLP on November 19, 2020.

4. Attached and marked as Exhibit "C" to my affidavit is a true copy of a search result obtained from the Canadian Intellectual Property Office Trademarks Database disclosing that a trademark application was filed on behalf of SM Fitness Inc. for the mark, "Evolution Fitness" on January 25, 2021.

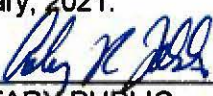
5. Attached and marked as Exhibit "D" to my affidavit is a true copy of email correspondence

from counsel to the Debtor to counsel to BTA, dated January 28, 2021.

6. Attached and marked as Exhibit "E" to my affidavit is a true copy of a search result obtained from the Personal Property Security Registry for Saskatchewan confirming that BTA has registered its security interest against the Disputed Memberships and the Disputed Funds (as those terms are defined in the Second Report of the Receiver filed herein).

7. I make this affidavit in support of an application by BTA for various relief as more particularly described in the application herein.

SWORN BEFORE ME at Saskatoon,
Saskatchewan, this 2nd day of
February, 2021.

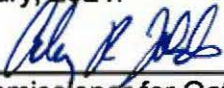

A NOTARY PUBLIC - or -
COMMISSIONER FOR OATHS
in and for the Province of Saskatchewan.
(My commission expires Nov 30, 2024
or Being a Solicitor.)


NATASHA HALVORSON

CONTACT INFORMATION AND ADDRESS FOR SERVICE

Name of firm:	W Law LLP
Name of lawyer in charge of file:	Mike Russell and Kevin Hoy
Address of legal firms:	Suite 300, 110 – 21 st Street East Saskatoon, Saskatchewan S7K 0B6
Telephone number:	(306) 244-2242
E-mail address:	<u>mrussell@wlaw.com / khoy@wlaw.com</u>

This is **Exhibit "A"** referred to in the
Affidavit of Natasha Halvorson
Sworn before me this 2nd day of
February, 2021.



A Commissioner for Oaths
for the Province of Saskatchewan

My appointment expires: Nov 30, 2024

Natasha Halvorson

From: Mike Russell
Sent: February 2, 2021 8:39 AM
To: Mike Russell
Subject: FW: QB No.1195 of 2020. In the Matter of the Receivership of Family Fitness Inc.

Begin forwarded message:

From: James Rose <jrose@mltaikins.com>
Date: November 10, 2020 at 10:03:59 AM CST
Subject: RE: QB No.1195 of 2020. In the Matter of the Receivership of Family Fitness Inc.

Hi Kevin,

I am having my assistant look into that today. It should have been issued by now. We will send it to the service list once received.

Regards,
-James

James Rose
Lawyer
P: +1 (306) 347-8420 | **E:** jrose@mltaikins.com

From: Kevin Hoy <khoy@wlaw.com>
Sent: Tuesday, November 10, 2020 10:02 AM
To: James Rose <jrose@mltaikins.com>
Cc: Mike Russell <mrussell@wlawgroup.com>; jstrueby@alvarezandmarsal.com; okonowalchuk@alvarezandmarsal.com; Kashuba, Kyle <kkashuba@torys.com>; Audrey Folster <afolster@wlaw.com>
Subject: RE: QB No.1195 of 2020. In the Matter of the Receivership of Family Fitness Inc.

Good morning, James.

I am writing to inquire as to whether you were successful in getting the Consent Order issued? If so, I kindly ask that you circulate an issued copy.

Regards,

Kevin Hoy
Associate | W Law LLP



Suite 300, 110 – 21st Street East, Saskatoon, SK S7K 0B6
T: 306.244.2242 | D: 306.665.9534
khoy@wlaw.com | wlaw.com
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If you have received this message in error, kindly notify us by reply and delete the message.
Thank you.

From: Kashuba, Kyle <kkashuba@torys.com>
Sent: November-04-20 9:37 AM
To: James Rose <jrose@mltaikins.com>
Cc: Kevin Hoy <khoy@wlaw.com>; Mike Russell <mrussell@wlawgroup.com>;
jstrueby@alvarezandmarsal.com; okonowalchuk@alvarezandmarsal.com
Subject: RE: QB No.1195 of 2020. In the Matter of the Receivership of Family Fitness Inc.

James,

Please see the attached Consent Order, with my signature. I assume that you will not require the original, but please advise if you do.

Let me know about any questions.

Thanks,

Kyle

Kyle Kashuba
Partner

P. 403.776.3744 | F. 403.776.3800 | 1.800.505.8679
525 - 8th Avenue S.W., 46th Floor, Eighth Avenue Place East
Calgary, Alberta T2P 1G1 Canada | www.torys.com

TORYS
LLP

From: Kashuba, Kyle
Sent: Tuesday, November 3, 2020 1:23 PM
To: James Rose <jrose@mltaikins.com>
Cc: Kevin Hoy <khoy@wlaw.com>; Mike Russell <mrussell@wlawgroup.com>;
jstrueby@alvarezandmarsal.com; okonowalchuk@alvarezandmarsal.com
Subject: Re: QB No.1195 of 2020. In the Matter of the Receivership of Family Fitness Inc.

Afternoon James,

The Receiver has provided its comments and changes to the Order, as is agreeable to same. I will execute on behalf of the Receiver and revert.

Thank you,

Kyle

Kyle Kashuba
Partner

On Nov 3, 2020, at 1:17 PM, James Rose <jrose@mltaikins.com> wrote:

Hi Kevin,

Thank you for your below email and the draft form of consent order you prepared. We are satisfied that the order addresses SMI's concerns. To that end, we kindly ask that you (or Mike) consent on behalf of your client.

Kyle – I understand that you are also fine with the attached order. Could you please sign on behalf of the Receiver?

Regards,
-James

James Rose
Lawyer
P: +1 (306) 347-8420 | E: jrose@mltaikins.com

From: Kevin Hoy <khoy@wlaw.com>
Sent: Wednesday, October 28, 2020 4:23 PM
To: James Rose <jrose@mltaikins.com>
Cc: jstrueby@alvarezandmarsal.com; okonowalchuk@alvarezandmarsal.com; kkashuba@torys.com; 'Mike Russell' <mrussell@wlawgroup.com>
Subject: RE: Re:QB No.1195 of 2020. In the Matter of the Receivership of Family Fitness Inc.

James,

BTA Real Estate Group Inc. ("BTA") is not taking the position that the business operated at the 1846 Scarth Street location is owned by Family Fitness Inc. ("FFI"). Accordingly, BTA will consent to the amendment of the Consent Receivership Order to strike through paragraph 1A(a)(iv) thereof. See below our remarks on respecting the means by which we would propose to facilitate the amendment.

Take note, however, that we disagree with your general characterization of the state of affairs between FFI and SM Fitness Inc. ("SMI"). Indeed, our difficulty in finalizing our position on this matter stems from the fact that FFI has, in effect, been subsidizing SMI's operations by, without limitation, allowing SMI to benefit from operating and overhead costs, business name and goodwill generally. Payment of the nominal \$5,000.00 monthly "management fee" to which you referred is grossly insufficient to compensate FFI for the values of such benefits.

We are further troubled by the fact that you have declined to disclose copies of material agreements FFI and SMI – chiefly, the aforementioned management fee agreement, the reciprocity agreement referenced in your October 23 email, and any licensing agreement for use of FFI's "Evolution Fitness" business name. We presume that these agreements do not exist. If we are wrong, we invite, again, disclosure of these agreements. However, if we are correct, we would suggest that the non-existence of such agreements speaks to Mr. Kaiss' managerial ineptitude and his troubling willingness to engage in self-dealing. Make no mistake, BTA's willingness to consent to the amendment of the Consent Receivership Order should not be construed as an endorsement of the arrangement between FFI and SMI. Further, such consent is granted without prejudice to its rights to ask that the Receiver make claims on behalf of FFI against SMI and to seek to disclaim under-valued or commercially unreasonable

agreements, the existence of which may hamper FFI's ability to restructure its affairs in these proceedings.

Amending the Consent Receivership Order

We expect that the Court will grant a desk Order amending the Receivership Order if the same is consented to by counsel for BTA, SMI, and the Receiver. We have taken the liberty of preparing a Consent Order to be put forward by SMI in a form agreeable to BTA. We have discussed this matter with counsel for the Receiver and it is our understanding that the Receiver is amenable to consenting to this Order in its current form (though, of course, we do not purport to bind the Receiver to this point).

If you concur that this form of Consent Order satisfactorily amends the Consent Receivership Order, we would ask that you execute and return the same at your earliest convenience. If the Consent Order is unsatisfactory, please advise as to your concerns and your proposed revisions.

Regards,

Kevin Hoy
Associate | W Law LLP

Suite 300, 110 – 21st Street East, Saskatoon, SK S7K 0B6
T: 306.244.2242 | D: 306.665.9534
khoy@wlaw.com | wlaw.com

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If you have received this message in error, kindly notify us by reply and delete the message.
Thank you.

From: James Rose <jrose@mltaikins.com>

Sent: October-28-20 1:35 PM

To: Kevin Hoy <khoy@wlawgroup.com>; 'Mike Russell' <mrussell@wlawgroup.com>

Cc: jstrueby@alvarezandmarsal.com; okonowalchuk@alvarezandmarsal.com; kkashuba@torys.com

Subject: RE: Re:QB No.1195 of 2020. In the Matter of the Receivership of Family Fitness Inc.

Kevin and Mike,

We assume that BTA is refusing to consent to SM's request. Last week you provided us two days to provide requested information and we complied. We then asked you to provide a response by Friday, October 23, 2020. On that date, you advised that we would receive a response over the weekend or Monday at the latest. It is now a full week since we requested a response and none has been received. This has delayed BTA's application and we have no choice but to proceed. Again, we will be seeking costs from BTA directly (not to be paid by the Receivership) as there is no justifiable reason that BTA will not consent to removing SMI's property description from the definition of FFI's property.

I am also curious about the Receiver's position.

Regards,

-James

James Rose
Lawyer

P: +1 (306) 347-8420 | E: jrose@mltaikins.com

From: James Rose <jrose@mltaikins.com>

Sent: Tuesday, October 27, 2020 2:45 PM

To: Kevin Hoy <khoy@wlawgroup.com>; 'Mike Russell' <mrussell@wlawgroup.com>

Cc: jstrueby@alvarezandmarsal.com; okonowalchuk@alvarezandmarsal.com; kkashuba@torys.com

Subject: RE: Re:QB No.1195 of 2020. In the Matter of the Receivership of Family Fitness Inc.

Hi Kevin,

I have just received instructions from SMI to make an application to remove itself as listed property of FFI in the Receivership of FFI should no positive answer be received on or before Wednesday, October 28, 2020 at 12:00. If such an application is necessary, SMI will be seeking costs from BTA directly as there is no justifiable reason that SMI was added to the Consent Receivership Order and there is no justifiable reason that BTA will not consent to removing SMI's property description from the definition of FFI's property.

Regards,
-James

James Rose
Lawyer

P: +1 (306) 347-8420 | E: jrose@mltaikins.com

From: James Rose <jrose@mltaikins.com>

Sent: Monday, October 26, 2020 3:28 PM

To: Kevin Hoy <khoy@wlawgroup.com>; 'Mike Russell' <mrussell@wlawgroup.com>

Cc: jstrueby@alvarezandmarsal.com; okonowalchuk@alvarezandmarsal.com; kkashuba@torys.com

Subject: RE: Re:QB No.1195 of 2020. In the Matter of the Receivership of Family Fitness Inc.

Hi Kevin,

Please advise if we can expect a response today regarding our email of October 21, 2020 (below).

Regards,
-James

James Rose
Lawyer

P: +1 (306) 347-8420 | E: jrose@mltaikins.com

From: James Rose <jrose@mltaikins.com>

Sent: Friday, October 23, 2020 4:39 PM

To: Kevin Hoy <khoy@wlawgroup.com>; 'Mike Russell' <mrussell@wlawgroup.com>

Cc: jstrueby@alvarezandmarsal.com; okonowalchuk@alvarezandmarsal.com; kkashuba@torys.com

Subject: Re:QB No.1195 of 2020. In the Matter of the Receivership of Family Fitness Inc.

Thanks, Kevin.

I'll put off drafting the materials until I receive your response by the timeline you provided.

Matthew Sawa, who is one of the main shareholders of SM Fitness, is particularly concerned as he has no ownership interest in Family Fitness so he wants to get this drafting oversight resolved.

Regards,
-James

Sent from my Huawei phone

James Rose
Lawyer
P: +1 (306) 347-8420 | E: jrose@mltaikins.com

----- Original message -----

From: Kevin Hoy <khoy@wlawgroup.com>

Date: Fri., Oct. 23, 2020, 4:11 p.m.

To: James Rose <jrose@mltaikins.com>, 'Mike Russell' <mrussell@wlawgroup.com>

Cc: jstrueby@alvarezandmarsal.com, okonowalchuk@alvarezandmarsal.com, kkashuba@torys.com

Subject: RE: QB No.1195 of 2020. In the Matter of the Receivership of Family Fitness Inc.

Hi James,

Further to this matter, I am writing to advise that we are not yet able to accept your position unreservedly. We have a number of outstanding questions and concerns upon having reviewed the documents you provided us and further review of BTA's own file record. We are working towards putting forward a short list of follow-up questions that we expect SM Fitness Inc.'s principals should be able to answer readily. It remains our intent to seek to resolve this issue as soon as is practicable. To that end, we will endeavour to convey our follow-up concerns to you over the weekend or by Monday at the latest.

Best regards,

Kevin Hoy
Associate | W Law LLP

Suite 300, 110 – 21st Street East, Saskatoon, SK S7K 0B6
T: 306.244.2242 | D: 306.665.9534
khoy@wlaw.com | wlaw.com

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Thank you.

From: James Rose <jrose@mltaikins.com>
Sent: October-21-20 2:44 PM

To: Kevin Hoy <khoy@wlawgroup.com>; 'Mike Russell' <mrussell@wlawgroup.com>
Cc: jstrueby@alvarezandmarsal.com; okonowalchuk@alvarezandmarsal.com; kkashuba@torys.com
Subject: RE: QB No.1195 of 2020. In the Matter of the Receivership of Family Fitness Inc.

Kevin and Mike,

Further to your below request, please find attached the following:

1. Redacted SM Fitness Inc. ("SMI") bank statement for the period from September 24, 2015 to October 23, 2015;
2. Redacted SMI bank statement for the period from August 24, 2020 to September 24, 2020;
3. First page of the T2 filed by SMI for the first year of operation of the gym at the 1846 Scarth Street location (we can provide the entire T2 but do not see what benefit that provides);
4. First and last page of the lease agreement between SMI and the owner of the 1846 Scarth Street location;
5. Merchant Services Agreement for Sub-merchants (payment processing);
6. Ceridian Payroll Service Agreement; and
7. Void cheque from SMI.

SMI pays to Family Fitness Inc. ("FFI") a \$5,000 month management fee and SM and FFI both give their respective membership the privilege of reciprocity between all the clubs for the members that have a membership level that allows them this benefit. Reciprocity agreements are not uncommon and SMI and FFI have reciprocity agreements with other gyms.

SMI will not be providing its recent financial statements and there is no need to provide them. SMI is separate from FFI and the Receiver has no use for SMI's recent financial statements. Having said that, SMI financial statements were previously provided to your client leading up to the Forbearance Agreement so those previously provided should suffice as further evidence that FFI and SMI are separate.

As to guarantees granted by SM in support of indebtedness owing by FFI, there are none.

It should be remembered that FMI and SMI initially operated as separate franchisees of Golds Gym. SMI and FMI decided to part ways with Golds Gym and set up the name Evolution Fitness, though still retained their separate legal and corporate status. If SMI wanted today to become a franchisee of another Gym franchisor, it could do so and FFI could do nothing about it.

The 1846 Scarth Street location should not have formed part of the Receivership Order and the consent provided was done in error. To that end, we request that you provide BTA's consent to amending the Receivership Order to sever the 1846 Scarth Street location. Please provide your client's consent by the end of business day on Friday October 23, 2020, failing which we will make an application to the court to have the 1846 Scarth Street location severed from the Receivership Order.

We look forward to receiving your client's consent on or before Friday, October 23, 2020.

James Rose
Lawyer
P: +1 (306) 347-8420 | **E:** jrose@mltaikins.com

From: Kevin Hoy <khoy@wlawgroup.com>
Sent: Monday, October 19, 2020 8:39 PM
To: James Rose <jrose@mltaikins.com>
Cc: jstrueby@alvarezandmarsal.com; okonowalchuk@alvarezandmarsal.com; kkashuba@torys.com;

'Mike Russell' <mrussell@wlawgroup.com>

Subject: RE: QB No.1195 of 2020. In the Matter of the Receivership of Family Fitness Inc.

 External Sender

Hi James,

In order to consider your client's position and request to amend the Receivership Order, may we please have evidence confirming the status of SM Fitness Inc. ("SM") as a truly independent entity from Family Fitness Inc. ("FFI")? Given the close relationship between the companies, we believe that we encourage disclosure of the following documentation:

1. Disclose the bank accounts held SM and evidence confirming that those accounts were opened in the name of SM;
2. Copies of all material agreements including, without limitation:
 1. Any and all agreements between SM and FFI;
 2. Any and all agreements between SM and Said Kaiss;
 3. Any agreement with ASF Payment Solutions;
 4. Any agreement with SM and its payroll processing service provider;
 5. All lease agreements with any owner of the 1846 Scarth Street property, including the initial lease agreement; and
 6. Any guarantees granted by SM in support of indebtedness owing by FFI.
3. The T2 filed by SM for the first year of operation of the gym at the 1846 Scarth Street location;
4. Copies of most recent financial statements for SM; and
5. Copies SM's minute book contents.

I trust we are in agreement that this issue should be resolved as expeditiously as is practicable. With a view to resolution by week's end, we kindly ask that you provide us with the above-requested documentation by the close of business hours on Wednesday, October 21.

Best regards,

Kevin Hoy | The W Law Group LLP
Suite 300, 110 – 21st Street East, Saskatoon, SK S7K 0B6
t. 306.244.2242 | d. 306.665.9534 | f. 306.652.0332
khoy@wlawgroup.com | www.wlawgroup.com
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Thank you.

From: James Rose <jrose@mltaikins.com>

Sent: October-18-20 1:32 PM

To: Mike Russell <mrussell@wlawgroup.com>; Kevin Hoy <khoy@wlawgroup.com>

Cc: jstrueby@alvarezandmarsal.com; kkashuba@torys.com; okonowalchuk@alvarezandmarsal.com; lossrecovery@leasedirect.com; Rebecca.korba@unitedevv.com; ryan.parker@unitedevv.com; rkatzman@cuelenaere.com; kmellor@nychuklaw.com

Subject: QB No.1195 of 2020. In the Matter of the Receivership of Family Fitness Inc.

Mike and Kevin,

There is an error in the Receivership Order that needs to be rectified. The Receivership Order currently includes 1846 Scarth Street which is owned by a separate company, SM Fitness Inc. I can understand why this error occurred as 1846 Scarth Street does operate using the same business name (Evolution Fitness) as the other locations.

Attached is a corporate profile search report for SM Fitness Inc. You will see that it is owned by Matthew Sawa, Skye Kaiss, Tala Kays and Wassim Kaiss. All funds and accounts from SM Fitness are kept separate from Family Fitness and the two entities have separate bank accounts. SM Fitness has a reciprocity agrees with Family Fitness and SM Fitness does pay a monthly fee to Family Fitness for management.

The easiest way to fix the Receivership Order would be by consent. Let me know if there is anything further you need from our end that will make you comfortable with consenting to an Amended Receivership Order. We are happy to provide whatever you need and I am sure the Receiver, from looking at all the accounts, can confirm that SM Fitness and Family Fitness are separate and do not intermingle funds.

Regards,
-James

James Rose

Lawyer

P: +1 (306) 347-8420 | E: jrose@mltaikins.com

F: +1 (306) 352-5250

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MLT Aikins LLP
1500 Hill Center 1
1874 Scarth Street
Regina, Saskatchewan S4P 4E9
mltaikins.com

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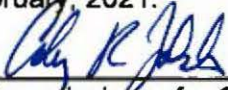
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This is **Exhibit "B"** referred to in the
Affidavit of Natasha Halvorson
Sworn before me this 2nd day of
February, 2021.



A Commissioner for Oaths
for the Province of Saskatchewan

My appointment expires: Nov 30, 2024



Profile Report

Page 1 of 1

Entity Number: 102014524

Entity Name: EVOLUTION FITNESS GYM

Report Date: 16-Nov-2020

Entity Details

Entity Type	Business Name
Entity Subtype	Saskatchewan Business Name - Sole Proprietor
Entity Status	Inactive (Expired)
Registration Date	06-Feb-2017
Expiry Date	29-Feb-2020
Nature of Business	Fitness and recreational sports centres

Business Address/Mailing Address

Physical Address	1500 - 1874 SCARTH STREET, REGINA, Saskatchewan, Canada, S4P 4E9
Mailing Address	EVOLUTION FITNESS GYM, 1500 - 1874 SCARTH STREET, REGINA, Saskatchewan, Canada, S4P 4E9

Proprietor/Partners/General Partner(s)

(101235811) FAMILY FITNESS INC.

Physical Address:	1500, 1874 SCARTH ST., REGINA, Saskatchewan, Canada, S4P4E9
Mailing Address:	FAMILY FITNESS INC., 1500, 1874 SCARTH ST., REGINA, Saskatchewan, Canada, S4P4E9
Effective Date:	06-Feb-2017

Event History

Type	Date
Business Name - Register Business Name	06-Feb-2017

Business Name - Register Business Name

The Business Names Registration Act

Submission Number:	SR859981
Date Received:	19-Nov-2020
Total Fee:	\$75.00

Entity Details

Entity Number 102115614
Entity Name EVOLUTION FITNESS GYM
Entity Type Business Name
Subtype Saskatchewan Business Name - Sole Proprietor

Nature Of Business Fitness and recreational sports centres

Dates

Registration Date 19-Nov-2020

Registered Office Physical Address

Physical Address 300-110 21ST ST E, SASKATOON, SASKATCHEWAN, Canada, S7K 0B6
Attention to MICHAEL J. RUSSELL

Registered Office Mailing Address

Mailing Name W LAW LLP
Mailing Address 300-110 21ST ST E, SASKATOON, SASKATCHEWAN, CANADA, S7K 0B6
Attention to MICHAEL J. RUSSELL
Email smaranchuk@wlaw.com

Registered Office Email Address

Email smaranchuk@wlaw.com

Proprietor/Partner

Name	Change Type	Effective Date
FAMILY FITNESS INC.	Add	19-Nov-2020

Details

Name	FAMILY FITNESS INC.
Type	Body Corporate
Physical Address	1500, 1874 SCARTH ST., REGINA, SASKATCHEWAN, CANADA, S4P4E9
Mailing Address	1500, 1874 SCARTH ST., REGINA, SASKATCHEWAN, CANADA, S4P4E9
Attention To	
Email	
Effective Date	19-Nov-2020

Submitter Details

Name	CHARLENE SCHULER
Address	300, 110 - 21ST ST. E, SASKATOON, SK, CANADA, S7K0B6
Email Address	cschuler@wlaw.com

Client Reference Number	43883.2srm
--------------------------------	------------

Fees

Description	Cost
Registration - business name	\$60.00
Gazette publication fee	\$15.00

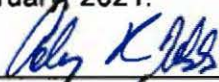
Declaration

Name: CHARLENE SCHULER

Date: 19-Nov-2020

I certify that I am authorized to file these documents with the registrar and that the information in this submission is true.

This is **Exhibit "C"** referred to in the
Affidavit of Natasha Halvorson
Sworn before me this 2nd day of
February, 2021.



A Commissioner for Oaths
for the Province of Saskatchewan

My appointment expires: Nov 30, 2024

EVOLUTION FITNESS & DESIGN — 2079608



**EVOLUTION
FITNESS**

Application number

2079608

Type(s)

Design

Category

Trademark

CIPO status

FORMALIZED

Filed

2021-01-25

Applicant

SM Fitness Inc. 1846 Scarth
Street Regina SASKATCHEWAN
S4P2G3

Agent

MLT AIKINS LLP 2100 Livingston
Place 222-3rd Avenue SW
Calgary ALBERTA T2P0B4

Services (Nice class & Statement)

41 (1) Operating a fitness, health and wellness center;
personal training services; group fitness services,
namely, conducting fitness classes; fitness training
services.

Action History**Action**

Filed

Created

Formalized

Action date

2021-01-25

2021-01-25

2021-01-25

Due date**Comments**

This is **Exhibit "D"** referred to in the
Affidavit of Natasha Halvorson
Sworn before me this 2nd day of
February, 2021.



A Commissioner for Oaths
for the Province of Saskatchewan
My appointment expires: Nov 30, 2024

Natasha Halvorson

From: James Rose <jrose@mltaikins.com>
Sent: January 28, 2021 2:44 PM
To: Mike Russell
Cc: mrussell@wlawgroup.com; khoy@wlawgroup.com
Subject: RE: BTA - FFI Lease

In order to answer your inquiries I must ask you to go back to April 2020 and put yourself in our shoes.

March 10 to March 14th: news of the virus is travelling fast and dominating the headlines, members and staff are talking about it constantly and it's on everyone's mind.

March 15th to March 18th: the virus now has taken hold of Canadian public and companies are voluntarily closing their doors due to the virus. At Evolution we are bombarded with some members urging us to "not give into the hysteria" while other members are making us out to be the devil for not already having closed our doors.

March 18th: Saskatchewan government mandates our business to be closed.

March 20th: we lay off our entire staff and instruct ASF to stop billing all our members.

At this point, we have very little money in our bank account because we had already paid for March rent and March payroll however we stopped receiving the revenue for March approximately half way through the month.

April: New reports about the virus are scary, so many varying opinions with some saying that things will never be the same. Common belief at the time is that the virus transmits through the touch and that businesses such as gyms (having high touch points) are effectively dead. Tension and stress is incredibly high, the unknown of tomorrow is causing myself and my family extreme anxiety.

April 8th: we are not able to pay Cal-Fit the \$10,000 for the month of April due to \$0 revenue coming in. This did not sit well with Cal-Fit.

April 28th: we get a demand letter from Cal-Fit.

At this point, we had no idea when or if we'll be allowed to open back up. Furthermore, the overwhelming question was; "when we do open back up, how many of our members will actually come back?"

In the case of the Cal-Fit members, the question of whether or not these members will come back is further exacerbated by the fact that usage of those members was traditionally lower than average member, meaning that there is a high likelihood that the interruption to their normal billing cycles (as per our instruction to ASF to stop billing) in addition to our extended closure (with an unknown open date) may result in a very large amount of cancellations and or suspensions. This formed part of the fear that drove the action sell the members from FFI to SM.

At the time FFI was not in a position to get any loans, it had previously restructured its loans and leases with CIBC and the leasing companies (2017-2019). FFI also did not qualify for the CEBA \$40,000 loan (currently it's been extended to \$60,000) although SM did.

At that time SM had an intercompany loan for only \$14,975 and not \$50,000. \$14,975 was an insignificant dollar amount given the overwhelming negative outlook.

Hindsight is always 20/20, and now it seems that this sale ended up favouring SM fitness and I would now agree with that statement. However I would like to illustrate how this transaction could have very easily favoured FFI.

I am part owner of 3 gyms in Ontario. We shut down our gyms on March 16th and were closed until Sept 1st when we were finally allow to open, and then we were forced to shut down again on Oct 8th and remain closed to this day without a set reopen date.

This means that since March 16th, our Ontario gyms were open for a total of 38 days. I would like to point out that the confirmed virus cases in Saskatchewan are actually higher per capita than Ontario, however the governments of the two provinces took different approaches which allowed us to open much earlier and stay open in Saskatchewan vs Ontario. So far our gyms in Ontario have had 60% of the pre-covid members cancel their memberships instead of suspending their memberships, this cancellation number continues to increase every single day. The reason I'm brining this up is to illustrate that if the roles were reversed, and the Saskatchewan government acted in the same way as the Ontario government then the sale of these members from FFI to SM would have heavily weighed toward FFI's favour. The very fact that a government's direction created the inequity must prove that this transaction could have gone either way and thus there was risk taken on both sides. It's not fair to SM, that it took this risk and subsequent reward and is now being challenged.

It is also very important to clearly point out that this transaction took place more than 5 months prior to any information about the receivership coming to light.

Both FFI and Skye had given a security to Cal-Fit against the members that we purchased. At the time (April 2020) we really did not know which way the COVID shutdown would go, how long it would be and the effect on our members, cancellations and business model in general. SM was better capitalized and had access to loans both from banks and government programs, FFI did not.

Furthermore, one only has to look at the difference in ownership between FFI and SM to understand that this sale was legitimate.

The Kaiss family owns 100% of FFI and 65% of SM.

Digging even deeper, Skye owns 67% of FFI and 35% of SM.

If we knowingly knew that this transaction would heavily favour SM, why would we do it?

James Rose

Partner

P: +1 (306) 347-8420 | E: jrose@mltaikins.com

From: Mike Russell <mrussell@wlaw.com>


Sent: Thursday, January 28, 2021 2:35 PM

To: Mike Russell <mrussell@wlaw.com>; James Rose <jrose@mltaikins.com>

Cc: mrussell@wlawgroup.com; khoy@wlawgroup.com

Subject: RE: BTA - FFI Lease

James:

I forgot to mention that I'm on my cell: 

-Mike

Mike Russell

MJR Legal Prof. Corp. | Partner | Insolvency Group Leader | W Law LLP



Suite 300, 110 – 21st Street East, Saskatoon, SK S7K 0B6

T: 306.244.2242 | D: 306.665.9507

mrussell@wlaw.com | wlaw.com

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If you have received this message in error, kindly notify us by reply and delete the message.
Thank you.

From: Mike Russell <mrussell@wlaw.com>

Sent: January 28, 2021 12:53 PM

To: James Rose <jrose@mltaikins.com>

Cc: mrussell@wlawgroup.com; khoy@wlawgroup.com

Subject: Re: BTA - FFI Lease

Sounds good.

-Mike

Sent from my iPhone

On Jan 28, 2021, at 12:07 PM, James Rose <jrose@mltaikins.com> wrote:

2:30PM works for me. I'll give you a shout then.

James Rose

Partner

P: +1 (306) 347-8420 | **E:** jrose@mltaikins.com

From: Mike Russell <mrussell@wlaw.com>

Sent: Thursday, January 28, 2021 11:37 AM

To: James Rose <jrose@mltaikins.com>; mrussell@wlawgroup.com

Cc: 'khoy@wlawgroup.com' <khoy@wlawgroup.com>

Subject: RE: BTA - FFI Lease

 External Sender

I am free at 2:30 today if that works, James.

-Mike

Mike Russell

MJR Legal Prof. Corp. | Partner | Insolvency Group Leader | W Law LLP

<image001.png> Suite 300, 110 – 21st Street East, Saskatoon, SK S7K 0B6
T: 306.244.2242 | D: 306.665.9507
mrussell@wlaw.com | wlaw.com
Download vCard

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If you have received this message in error, kindly notify us by reply and delete the message.
Thank you.

From: James Rose <jrose@mltaikins.com>
Sent: January 28, 2021 11:27 AM
To: mrussell@wlawgroup.com
Cc: 'khoy@wlawgroup.com' <khoy@wlawgroup.com>
Subject: BTA - FFI Lease

Hi Mike,

Are you available for a call today to discuss BTA / FFI matter? I specifically want to discuss and hopefully come to a resolution regarding Skye's guarantee and GSA under the lease.

Regards,
-James

James Rose
Partner
P: +1 (306) 347-8420 | E: jrose@mltaikins.com

Visit our [COVID-19 Resource Centre](#) for help navigating the changing business and legal environment.

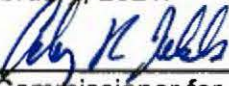
MLT Aikins LLP
1500 Hill Center 1
1874 Scarth Street
Regina, SK S4P 4E9

[BIO](#) | [VCARD](#)



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This is **Exhibit "E"** referred to in the
Affidavit of Natasha Halvorson
Sworn before me this 2nd day of
February, 2021.



A Commissioner for Oaths
for the Province of Saskatchewan
My appointment expires: Nov 30, 2024

Search Result List

Searching Party: W Law LLP
Search Date: 02-Feb-2021 10:10:12
Search Type: Standard

Search #: 203479870
Client Reference #: 43883.2-nh

Search Criteria

Search By: Business Debtor Name

Business Name
 Family Fitness Inc.

The following list displays all matches & indicates the ones that were selected.

6 Registration(s) Found: Exacts (4) - Similar (2)

Select	Match	Registration #	Registration Type	Debtor Name	City	Enforcement Instruction Registration #
Yes	Exact	301093282	Security Agreement	Family Fitness Inc.	Regina	N/A
Yes	Exact	301370028	Security Agreement	FAMILY FITNESS INC.	Regina	N/A
Yes	Exact	301413805	Security Agreement	Family Fitness Inc.	Regina	N/A
Yes	Exact	301449754	Security Agreement	Family Fitness Inc.	Regina	N/A
Yes	Similar	302013541	Security Agreement	FAMILY FITNESS INC	REGINA	N/A
Yes	Similar	302059064	Security Agreement	FAMILY FITNESS INC	REGINA	N/A

6 Registration(s) Found: Exacts (4) - Similar (2)

Registrations

Current - Exact

Registration Type: Personal Property Security Agreement
Registration Date: 07-Oct-2013 14:15:16

Registration #: 301093282
Expiry Date: 07-Oct-2023

Event Type: Amendment
Transaction Reason: Regular

Notations

Trust Indenture: No

Registrant

Party ID: 153567319 - 1
Entity Type: Business
Name: W Law LLP

Address: 300, 110 - 21ST STREET EAST
 SASKATOON, Saskatchewan
 S7K0B6
 Canada

Secured Party

Item #: 1
Party ID: 151937531 - 1
Entity Type: Business
Name: BTA Real Estate Group Inc.

Address: 210 Brookhurst Crescent
Saskatoon, Saskatchewan
S7V1C5
Canada

Debtor Party

* Item #: 1
Party ID: 151937532 - 1
Entity Type: Business
Name: Family Fitness Inc.

Address: 1500-1874 Scarth Street
Regina, Saskatchewan
S4P4E9
Canada

Item #: 2
Party ID: 153616671 - 1
Entity Type: Business
Name: SM Fitness Inc.

Address: 1500 - 1874 Scarth Street
Regina, Saskatchewan
S4P4E9
Canada

General Property

All personal property of Family Fitness Inc. now owned or hereafter acquired and all proceeds of whatever kind realized therefrom and in the case of SM Fitness Inc., all memberships and customer contracts as well as all membership dues, revenues or any other amounts whatsoever received by the Debtor or to be paid to the Debtor at any time arising from the membership and the customer contracts, together with all proceeds of whatever kind realized therefrom.

Current - Exact

Registration Type: Personal Property Security Agreement
Registration Date: 28-Jul-2015 15:22:40

Registration #: 301370028
Expiry Date: 28-Jul-2021

Event Type: Amendment
Transaction Reason: Regular

Notations

Trust Indenture: NO

Registrant

Party ID: 150000519 - 1
Entity Type: Business
Name: Canadian Securities Registration Systems

Address: 4126 Norland Avenue
Burnaby, British Columbia
V5G3S8
Canada

Secured Party

Item #: 1
Party ID: 151656048 - 1
Entity Type: Business

Address: 3450 SUPERIOR COURT, UNIT 1
OAKVILLE, Ontario
L6L0C4

Name: De Lage Landen Financial Services
Canada Inc.

Canada

Debtor Party

* Item #: 1
Party ID: 152379810 - 1
Entity Type: Business
Name: FAMILY FITNESS INC.

Address: 2101 QUANCE STREET
Regina, Saskatchewan
S4Z1A4
Canada

General Property

All personal property of the debtor financed by the secured party, wherever situated, consisting of TECHNOGYM FITNESS EQUIPMENT AS PER TECHNOGYM PROPOSAL #10120407/0001126427 AND SALES ORDER #SDE 116026, together with all parts and accessories relating thereto, all attachments, accessories and accessions thereto or thereon, all replacements, substitutions, additions and improvements of all or any part of the foregoing and all proceeds in any form derived therefrom. Proceeds: all of the debtor's present and after acquired personal property which is derived, directly or indirectly, from any dealing with or disposition of the above-described collateral, including without limitation, all insurance and other payments payable as indemnity or compensation for loss or damage thereto, accounts, rents or other payments arising from the lease of the above-described collateral, goods, chattel paper, investment property, documents of title, instruments, money, cheques, deposits, securities and intangibles.

Current - Exact

Registration Type: Personal Property Security
Agreement
Registration Date: 06-Nov-2015 11:35:27

Registration #: 301413805
Expiry Date: 06-Nov-2025

Event Type: Amendment
Transaction Reason: Regular

Transaction Description: SK Renewal

Notations

Trust Indenture: NO

Registrant

Party ID: 153109563 - 1
Entity Type: Business
Name: West-End Registries

Address: 10011 - 170 Street NW
Edmonton, Alberta
T5P4R5
Canada

Secured Party

Item #: 1
Party ID: 151040895 - 1
Entity Type: Business
Name: Fifth Third Bank

Address: PO Box 5089
Evansville, Indiana
47716
United States of America

Item #: 2
Party ID: 151040896 - 1
Entity Type: Business
Name: ULI CANADA INC.

Address: 3700 Morgan Ave.
Evansville, Indiana
47715
United States of America

Debtor Party

* Item #: 1
Party ID: 152446226 - 1
Entity Type: Business
Name: Family Fitness Inc.

Address: 1500, 1874 Scarth Street
Regina, Saskatchewan
S4S6W8
Canada

General Property

LEASE #3000240001 VENDOR: JOHNSON HEALTH TECH NORTH AMERICA, INC. AKA MATRIX FITNESS 18 MATRIX - T7XE TREADMILL)- W/20 PK VIRTUAL ACTIVE , 8 MATRIX - C7XE CLIMBMILL W/20 PK VIRTUAL ACTIVE , 1 ASCENT A7XE-05 20 PK VA , 3 ASCENT ALB7XE-01-20 PK VA , 3 STEPPER S7XE-03 20 PK VA , 2 HYBRID H7XE-05 20 PK VA , 3 RECUMBENT R7XE-05 20 PK VA , 4 UPRIGHT U7XE-05 20 PK VA , 30 1C7 MX SPIN BIKE , 1 NAFC ICGCCP1 COACH BY COLOR POWER , 3 MAGNUM SERIES- MEGA POWER RACK 8' , 1 SIDE MOUNT PULL UP BAR 2 SINGLE MEGA IS , 1 MAGNUM SERIES- CORE HANDLE , 2 MAGNUM SERIES - LAND MINE ATTACHMENT (FOR MEGA POWER RACKS , 1 BATTLE ROPE ATTACHMENT - MEGA RACKS , 2 INCLINE! DECLINE LADDER - 10 FOOT , 2 STRAIGHT LADDER - 10 FOOT , 4 MAGNUM SERIES MOUNTING KIT IS , 3 MAGNUM SERIES - MEGA HARDWOOD INSERT P OTM (FOR OPEN POWER RACK) , 3 MAGNUM SERIES- CUSTOM PLATFORM LOGO , 1 VARSITY SERIES PL - ANGLED SMITH MACHINE , 1 MATRIX - G3MS80 8-STACK MULTI-STATION , 1 MATRIX - FUNCTIONAL TRAINER-400 LB , 1 MATRIX - G3S60 DIP CHIN , 1 MATRIX - 07S71 LEG EXTENSION , 1 MATRIX - G7S72 SEATED LEG CURL , 1 MATRIX - G7S73 PRONE LEG CURL , 1 MATRIX G7S78 GLUTE , 1 VERSA HIP ADDUCTION/ABDUCTION , 1 MATRIX - G7540 BICEPS CURL , 1 MATRIX - G7S42 SEATED TRICEPS DIP , 2 MATRIX - G7S13 CONVERGING CHEST PRESS , 1 MATRIX - G7S12 PECTORAL FLY , 1 MATRIX - G7S33 DIVERGING LAT PULL , 1 MATRIX - G7S23 CONVERGING SHOULDER PRESS , 1 MAGNUM SERIES RN - VKR W/CHIN , 1 MATRIX MG VERTICAL BENCH PRESS , 1 MATRIX MG HACK SQUAT , 2 MATRIX MG 45 DEGREE LEG PRESS , 1 MATRIX MG INCLINE BENCH PRESS , 1 MATRIX MG LET PULLDOWN , 1 MATRIX MG SEATED CALF , 1 MATRIX MG SEATED ROW , 1 MATRIX MG SQUAT/LUNGE , 1 MATRIX MG SHOULDER PRESS , 1 MATRIX MG AB CRUNCH BENCH , 1 MATRIX MG VERTICAL DECLINE BENCH PRESS , 1 MAGNUM SERIES FW - BREAKER OLYMPIC DECLINE BENCH (W/STORAGE HORNS) , 3 MAGNUM SERIES FW - BREAKER OLYMPIC FLAT BENCH (W/STORAGE HORNS) , 2 MAGNUM SERIES RN - BREAKER OLYMPIC INCLINE BENCH (W/STORAGE HORNS) , 1 MAGNUM SERIES RN - BREAKER OLYMPIC SHOULDER BENCH (W/STORAGE HORNS) , 6 MG A-SERIES OPTIONAL SPOTTER PLATFORM , 4 MATRIX - G3FVV80 MULTI-ADJ BENCH , 2 MATRIX - G3FW81 FLAT BENCH , 1 MATRIX BACK EXTENSION BENCH , 2 MATRIX - G3FW84 UTILITY BENCH - , 2 MAGNUM SERIES FW - ADJUSTABLE AB BENCH , 1 MAGNUM SERIES FAN - STANDING ARM CURL , 1 MATRIX - G3FW83 ADJ DECLINE BENCH , 1 MATRIX - FUNCTIONAL TRAINER-400 LB- WOMEN'S ONLY , 1 VARSITY SERIES PL - ANGLED SMITH MACHINE --- WOMEN'S ONLY , 1 VERSA HIP ADDUCTION/ABDUCTION --- WOMEN'S ONLY --- , 1 VERSA LEG EXTENSION -- WOMEN'S ONLY --- , 1 VERSA LEG PRESS -- WOMEN'S ONLY --- , 1 VERSA SEATED LEG CURL --- WOMEN'S ONLY --- , 1 VERSA PLUS PACKAGE -- WOMEN'S ONLY --- , 1 MATRIX - G3FW83 ADJ DECLINE BENCH --- WOMEN'S ONLY , 1 MATRIX - G3FVV80 MULTI-ADJ BENCH --- WOMEN'S ONLY --- , 1 MATRIX BACK EXTENSION BENCH -- WOMEN'S ONLY -- , 1 MATRIX - G3FW96 BARBELL RACK --- WOMEN'S ONLY --- , 1 AB BBS1-STR-20LB SERIES I BARBELL --- WOMEN'S ONLY -- , 1 AB BBS1-STR-30LB SERIES I BARBELL --- WOMEN'S ONLY -- , 1 AB BBS1-STR-40LB SERIES I BARBELL --- WOMEN'S ONLY -- , 1 AB BBS1-STR-50LB SERIES I BARBELL -- WOMEN'S ONLY -- , 1 AB BBS1-STR-60LB SERIES I BARBELL --- WOMEN'S ONLY -- , 1 AB BBS2-EZ-20LB SERIES II BARBEL CUD --- WOMEN'S ONLY , 1 ALL BBS2-EZ-30LB SERIES II BARBELL CURL --- WOMEN'S ONLY , 1 AB BBS2-EZ-40LB SERIES II BARBELL CUD -- WOMEN'S ONLY , 1 AB BBS2-EZ-50LB SERIES II BARBELL CURL -- WOMEN'S ONLY , 2 CONNEXUS 3-SHELF STORAGE CART , 1 JOHNNY G IN-TRINITY BOARD BY MATRIX ANY EQUIPMENT DETAILED IN THE AFOREMENTIONED LEASE AGREEMENT AND PROCEEDS THEREOF

Current - Exact

Registration Type: Personal Property Security Agreement
Registration Date: 22-Feb-2016 15:15:36

Registration #: 301449754
Expiry Date: 22-Feb-2021

Event Type: Setup
Transaction Reason: Regular

Transaction Description: SKReg

Notations

Trust Indenture: NO

Registrant

Party ID:	151493012 - 1	Address:	201-1325 Polson Dr.
Entity Type:	Business		Vernon, British Columbia
Name:	AVS Systems Inc.		V1T8H2
			Canada

Secured Party

Item #:	1	Address:	PO Box 5089
Party ID:	151040895 - 1		Evansville, Indiana
Entity Type:	Business		47716
Name:	Fifth Third Bank		United States of America

Item #:	2	Address:	3700 Morgan Ave.
Party ID:	151040896 - 1		Evansville, Indiana
Entity Type:	Business		47715
Name:	ULI CANADA INC.		United States of America

Debtor Party

* Item #:	1	Address:	1500, 1874 Scarth Street
Party ID:	152446226 - 1		Regina, Saskatchewan
Entity Type:	Business		S4S6W8
Name:	Family Fitness Inc.		Canada

General Property

LEASE #2500460001 VENDOR: JOHNSON HEALTH TECH NORTH AMERICA, INC. AKA MATRIX FITNESS 18 MATRIX - TXE TREADMILL)- W/20 PK VIRTUAL ACTIVE 8 MATRIX - C7XE CLIMBMILL W/20 PK VIRTUAL ACTIVE 1 ASCENT A7XE-05 20 PK VA 3 ASCENT ALB7XE-01-20 PK VA 3 STEPPER S7XE-03 20 PK VA 2 HYBRID H7XE-05 20 PK VA 3 RECUMBENT R7XE-05 20 PK VA 4 UPRIGHT U7XE-05 20 PK VA 30 1C7 MX SPIN BIKE 1 NAFC ICGCCP1 COACH BY COLOR POWER 3 MAGNUM SERIES- MEGA POWER RACK 8' 1 SIDE MOUNT PULL UP BAR 2 SINGLE MEGA IS 1 MAGNUM SERIES- CORE HANDLE 2 MAGNUM SERIES - LAND MINE ATTACHMENT (FOR MEGA POWER RACKS 1 BATTLE ROPE ATTACHMENT - MEGA RACKS 2 INCLINE! DECLINE LADDER - 10 FOOT 2 STRAIGHT LADDER - 10 FOOT 4 MAGNUM SERIES MOUNTING KIT IS 3 MAGNUM SERIES - MEGA HARDWOOD INSERT P OTM (FOR OPEN POWER RACK) 3 MAGNUM SERIES- CUSTOM PLATFORM LOGO 1 VARSITY SERIES PL - ANGLED SMITH MACHINE 1 MATRIX - G3MS80 8-STACK MULTI-STATION 1 MATRIX - FUNCTIONAL TRAINER-400 LB 1 MATRIX - G3S60 DIP CHIN 1 MATRIX - 07S71 LEG EXTENSION 1 MATRIX - G7S72 SEATED LEG CURL 1 MATRIX - G7S73 PRONE LEG CURL 1 MATRIX G7S78 GLUTE 1 VERSA HIP ADDUCTION/ABDUCTION 1 MATRIX - G7540 BICEPS CURL 1 MATRIX - G7S42 SEATED TRICEPS DIP 2 MATRIX - G7S13 CONVERGING CHEST PRESS 1 MATRIX - G7S12 PECTORAL FLY 1 MATRIX - G7S33 DIVERGING LAT PULL 1 MATRIX - G7S23 CONVERGING SHOULDER PRESS 1 MAGNUM SERIES RN - VKR W/CHIN 1 MATRIX MG VERTICAL BENCH PRESS 1 MATRIX MG HACK SQUAT 2 MATRIX MG 45 DEGREE LEG PRESS 1 MATRIX MG INCLINE BENCH PRESS 1 MATRIX MG LET PULLDOWN 1 MATRIX MG SEATED CALF 1 MATRIX MG SEATED ROW 1 MATRIX MG SQUAT/LUNGE 1 MATRIX MG SHOULDER PRESS 1 MATRIX MG AB CRUNCH BENCH 1 MATRIX MG VERTICAL DECLINE BENCH PRESS 1 MATRIX MG INCLINE BENCH PRESS 1 MATRIX MG AB CRUNCH BENCH (W/STORAGE HORNS) 3 MAGNUM SERIES FW - BREAKER OLYMPIC FLAT BENCH (W/STORAGE HORNS) 2 MAGNUM SERIES RN - BREAKER OLYMPIC INCLINE BENCH (W/STORAGE HORNS) 1 MAGNUM SERIES RN - BREAKER OLYMPIC SHOULDER BENCH (W/STORAGE HORNS) 6 MG A-SERIES OPTIONAL SPOTTER PLATFORM 4 MATRIX - G3FVW80 MULTI-ADJ BENCH 2 MATRIX - G3FW81 FLAT BENCH 1 MATRIX BACK EXTENSION BENCH 2 MATRIX - G3FW84 UTILITY BENCH - 2 MAGNUM SERIES FW - ADJUSTABLE AB BENCH 1 MAGNUM SERIES FAN - STANDING ARM CURL 1 MATRIX - G3FW83 ADJ DECLINE BENCH 1 MATRIX - FUNCTIONAL TRAINER-400 LB- WOMEN'S ONLY 1 VARSITY SERIES PL - ANGLED SMITH MACHINE — WOMEN'S ONLY 1 VERSA HIP ADDUCTION/ABDUCTION — WOMEN'S ONLY — 1 VERSA LEG EXTENSION — WOMEN'S ONLY — 1 VERSA LEG PRESS — WOMEN'S ONLY — 1 VERSA SEATED LEG CURL — WOMEN'S ONLY — 1 VERSA PLUS PACKAGE — WOMEN'S ONLY — 1 MATRIX - G3FW83

ADJ DECLINE BENCH — WOMEN'S ONLY 1 MATRIX - G3FVV80 MULTI-ADJ BENCH — WOMEN'S ONLY — 1 MATRIX
BACK EXTENSION BENCH — WOMEN'S ONLY — 1 MATRIX - G3FW96 BARBELL RACK — WOMEN'S ONLY — 1 AB
BBS1-STR-20LB SERIES I BARBELL — WOMEN'S ONLY — 1 AB BBS1-STR-30LB SERIES I BARBELL — WOMEN'S
ONLY — 1 AB BBS1-STR-40LB SERIES I BARBELL — WOMEN'S ONLY — 1 AB BBS1-STR-50LB SERIES I BARBELL --
WOMEN'S ONLY — 1 AB BBS1-S7R-60LB SERIES 1 BARBELL — WOMEN'S ONLY-- 1 AB BBS2-EZ-20LB SERIES II
BARBEL) CUD — WOMEN'S ONLY 1 ALL BBS2-EZ-30LB SERIES II BARBELL CURL — WOMEN'S ONLY 1 AB BBS2-EZ-
40LB SERIES II BARBELL CUD — WOMEN'S ONLY 1 AB BBS2-EZ-50LB SERIES II BARBELL CURL — WOMEN'S ONLY 2
CONNEXUS 3-SHELF STORAGE CART 1 JOHNNY G IN-TRINITY BOARD BY MATRIX ANY EQUIPMENT DETAILED IN
THE AFOREMENTIONED LEASE AGREEMENT AND PROCEEDS THEREOF

Current - Similar

Registration Type: Personal Property Security
Agreement
Registration Date: 09-Mar-2020 15:31:57

Registration #: 302013541
Expiry Date: 09-Mar-2022

Event Type: Setup
Transaction Reason: Regular

Notations

Trust Indenture: Yes

Registrant

Party ID: 150041265 - 1
Entity Type: Business
Name: AUTO GALLERY 1994 LTD

Address: 609 WINNIPEG STREET
REGINA, SASK
S4R8P2
Canada

Secured Party

Item #: 1
Party ID: 152644036 - 1
Entity Type: Business
Name: OLYMPIC LEASING CORP

Address: 609 WINNIPEG ST
REGINA, Saskatchewan
S4R8P2
Canada

Debtor Party

* Item #: 1
Party ID: 153420166 - 1
Entity Type: Business
Name: FAMILY FITNESS INC

Address: 3615 PASQUA ST
REGINA, Saskatchewan
S4S6W8
Canada

Serial Property

Item #: 1
Serial Type: Motor Vehicle
Serial #: 1FMJU2AT0LEA22645
Override: No

Year: 2020
Make/Desc.: FORD
Model: EXPEDITION
Color: WHITE

Current - Similar

Registration Type: Personal Property Security Agreement
Registration Date: 21-Jul-2020 12:46:36

Registration #: 302059064
Expiry Date: 21-Jul-2022

Event Type: Setup
Transaction Reason: Regular

Notations

Trust Indenture: Yes

Registrant

Party ID:	150041265 - 1	Address:	609 WINNIPEG STREET
Entity Type:	Business		REGINA, SASK
Name:	AUTO GALLERY 1994 LTD		S4R8P2
			Canada

Secured Party

Item #:	1	Address:	609 WINNIPEG ST
Party ID:	153326772 - 1		REGIN, Saskatchewan
Entity Type:	Business		S4R8P2
Name:	OLYMPIC LEASING CORP		Canada

Debtor Party

* Item #:	1	Address:	3615 PASQUA ST
Party ID:	153420166 - 1		REGINA, Saskatchewan
Entity Type:	Business		S4S6W8
Name:	FAMILY FITNESS INC		Canada

Serial Property

Item #:	1	Year:	2020
Serial Type:	Motor Vehicle	Make/Desc.:	FOIRD
Serial #:	1FTEW1E46LKE30789	Model:	F150
Override:	No	Color:	BLACK

Historical information for the registration(s) returned by this search is available in your Output List.

End of Search Result

