



FORM 109 (RULE 22-2 (2) AND (7))

This is the 1st affidavit
of S. Balakrishna in this case
and was made on October 29, 2020

No **S 20 11 4 4 7**
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

Between

THE TORONTO-DOMINION BANK

Plaintiff

And

**CENTRE CITY REAL ESTATE INC., IT'LL BE GOOD HOLD
CO INC. and ZACHARY DOUGLAS MILLS**

Defendants

AFFIDAVIT

I, Shruti Balakrishna, of 2900-595 Burrard Street, Vancouver, B.C., AFFIRM THAT:

1. I am an Account Manager, Financial Restructuring Group, for the plaintiff, The Toronto-Dominion Bank ("**TD Bank**"), and as such have personal knowledge of the facts and matters hereinafter deposed to, save and 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. Capitalized terms herein are as defined in TD Bank's notice of application.
3. I have read TD Bank's notice of application and confirm that the facts set out at the following paragraphs under Part 2 are true: 1, 5, 6, 7, 8, 9 (that the security was obtained by TD Bank), 11, 12 (that the security was obtained by TD Bank), 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24 and 25.
4. Attached as Exhibit "**A**" is a copy of the Holdco Facility Agreement.
5. Attached as Exhibit "**B**" is a copy of the Centre City Facility Agreement.

6. Attached as Exhibit "C" is a copy of the Holdco GSA.
7. Attached as Exhibit "D" is a copy of the Centre City GSA.
8. Attached as Exhibit "E" is a copy of the Mills Guarantee Re Holdco.
9. Attached as Exhibit "F" is a copy of the Mills Guarantee Re Centre City.
10. Attached as Exhibit "G" is a copy of the Holdco Guarantee.
11. Attached as Exhibit "H" is a copy of the Centre City Guarantee.
12. Attached as Exhibit "I" is a copy of the Pledge Agreement.
13. Attached as Exhibit "J" is a copy of the Postponement and Assignment of Rents.
14. Attached as Exhibit "K" is a copy of the Forbearance Agreement.
15. Attached as Exhibit "L" is a copy of an Assignment, Consent and Modification Agreement dated July 20, 2018 between 611 Brunswick Street Holdings Ltd. and Centre City, which agreement schedules Centre City's lease.
16. Attached as Exhibit "M" is a copy of the termination letter dated October 15, 2020 from the landlord to Centre City, which letter was provided to TD Bank by Mills.
17. Attached as Exhibit "N" is a copy of Centre City's franchise agreement dated April 1, 2014.

AFFIRMED BEFORE ME at the City of
Vancouver, in the Province of British
Columbia, this 29th day of October, 2020.

A Commissioner for taking Affidavits for
British Columbia

SCOTT H. STEPHENS
BARRISTER & SOLICITOR
2900 - 595 BURNARD STREET
VANCOUVER, B.C. V7X 1J5
604-688-0401


SHRUTI BALAKRISHNA