



This is the 1st Affidavit
of Donald Bergman in this case
and was made on November/30/2017

NO. S1710393
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 THE *BUSINESS CORPORATIONS ACT*,
S.B.C. 2002, c. 57, AS AMENDED

AND

IN THE MATTER OF THE *CANADA BUSINESS CORPORATIONS ACT*,
R.S.C. 1985, c. C-44, AS AMENDED

AND

IN THE MATTER OF A PLAN OF COMPROMISE AND ARRANGEMENT OF
ALL CANADIAN INVESTMENT CORPORATION

AFFIDAVIT

I, Donald Bergman, of Suite 2-781 Marine Park Drive, Salmon Arm, British Columbia, Businessman,
SWEAR (OR AFFIRM) THAT:

1. I am the sole director and the president of the Petitioner, All Canadian Investment Corporation, and as such have personal knowledge of the facts hereinafter deposed, except where such facts are stated to be based upon information and belief and where so stated I do verily believe the same to be true.
2. Capitalized terms not defined in this Affidavit shall have the same meaning ascribed to them in the Petition filed herein and the Initial Order pronounced November 10, 2017.
3. I swear this Affidavit in support of the Petitioner's application to extend the Stay Period granted in the Initial Order to March 9, 2018.
4. As stated in the Petition and in my first Affidavit sworn on November 7, 2017, the Petitioner has sought protection pursuant to the CCAA in order to develop a plan of compromise or arrangement (a "**Plan**") to present to its stakeholders that would involve a fair, controlled and orderly wind-down of its business operations, with the assistance and oversight of the Monitor.

5. Since the date of the initial Order, the Petitioner has continued to manage the daily operations of the business.

6. The Petitioner has also worked cooperatively with the Monitor to prepare the Petitioner's cash flow statements and review and assess the Petitioner's financial affairs, particularly with respect to the status of the Loan Portfolio and the Real Property.

7. The Petitioner has also communicated with the Borrowers in an effort to expedite payment on both loan interest and principal, and to obtain information for when such payments can be expected. The Petitioner's efforts have resulted in cash in-flows during the current Stay Period which has allowed the Petitioner to meet its post-filing obligations.

8. In addition, the Petitioner has had discussions with Borrowers and expects further payments in the requested extended Stay Period which will allow the Petitioner to not only continue to meet its post-filing obligations, but also begin to accumulate funds that would go towards reducing its debt.

9. Based on the Petitioner's management's history and relationship with the Borrowers, I verily believe that management is in the best position to continue these discussions with the Borrowers.

10. The Petitioner has also been exploring potential re-financing options, including contacting potential lenders that could provide interim financing and/or provide funding to payout the existing lenders on more favourable terms. If the Stay Period is extended as requested, the Petitioner will continue to canvas and pursue such options with the assistance of the Monitor and its legal counsel.

11. The Petitioner has also continued to work with the Monitor and its legal counsel to consider a potential Plan to present that will maximize recovery to its stakeholders. As stated in the Petition and in my first Affidavit, the Petitioner's CCAA proceedings will likely involve a sale or partial sale of the Loan Portfolio and Real Property to pay its stakeholders. I verily believe that an extended timeline to recover on the Loans and with more time to seek prospective purchasers, there will be greater value to stakeholders from any sale.

12. With respect to the Loan Portfolio, the Petitioner requires more time to continue discussions with Borrowers to assess the timing of loan interest and principal payments. I verily believe that the stakeholders will benefit if the Petitioner is given more time to consider how best to realize on the Loan Portfolio.

13. During the requested extended Stay Period, the Petitioner will also seek parties that may be interested in the Loan Portfolio and Real Property. The Petitioner will work with the Monitor to assess the options and formulate a Plan that would provide the most value for stakeholders.

14. The Petitioner will also continue to consider ways to reduce its costs and overhead as recommended by the Monitor.

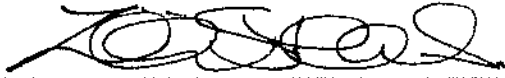
15. I verily believe that the Petitioner has acted and is acting in good faith and with due diligence.

16. I verily believe that the Petitioner will be able to develop a Plan to present to its creditors if the requested extension of the Stay Period to March 9, 2018 is granted.

17. I swear this Affidavit in support of the Petitioner's application to extend the Stay Period to March 9, 2018.

Salmon Arm
ZOE

SWORN (OR AFFIRMED) BEFORE ME
at Vancouver, British Columbia,
on November/30/2017



A Commissioner for taking Affidavits for British Columbia

[Name of Commissioner (please print)]
CLARK WILSON LLP
604.587.5700

ZOË STEVENS
A Notary Public in and for
The Province of British Columbia
#3 - 120 Harboursfront Drive NE
Salmon Arm, BC V1E 2T3



DONALD BERGMAN