



This is the 1<sup>st</sup> Affidavit  
of Kibben Jackson in this case  
and was made on May 13, 2024

No. S-236214

Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN

1392752 B.C. LTD.

PETITIONER

AND

SKEENA SAWMILLS LTD., SKEENA BIOENERGY LTD.

AND ROC HOLDINGS LTD.

RESPONDENTS

**AFFIDAVIT**

I, Kibben Jackson, of 2900 - 550 Burrard Street, Vancouver British Columbia, lawyer,  
AFFIRM THAT:

1. I am a Partner at Fasken Martineau DuMoulin LLP ("**Fasken**"), counsel for Alvarez & Marsal Canada Inc., Licensed Insolvency Trustees ("**A&M**"), receiver (in such capacity, the "**Receiver**") of the properties, assets and undertakings of Skeena Sawmills Ltd., Skeena Bioenergy Ltd., and ROC Holdings Ltd. (together, the "**Company**") pursuant to the receivership order of the Honourable Madam Justice Blake made herein on September 20, 2023, 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 the lawyer who has had primary carriage of this matter at Fasken, and I am authorized to make this affidavit on behalf of Fasken.

3. Attached hereto and marked as **Exhibit “A”** are copies of the first pages of the following invoices (collectively, the “**Fasken Accounts**”) issued by Fasken to the Receiver showing fees for services rendered and disbursements incurred in this matter for the period September 11, 2023 to April 30, 2024 (the “**Fee Period**”):

<b>Invoice #</b>	<b>Invoice Date</b>	<b>Fees (\$)</b>	<b>Disb's (\$)</b>	<b>GST (\$)</b>	<b>PST (\$)</b>	<b>Total (\$)</b>
1912272	2023-10-31	31,661.50	268.60	1,595.92	2,216.29	35,742.31
1914642	2023-11-10	32,954.00	501.16	1,671.99	2,306.77	37,433.92
1928122	2023-12-12	8,960.50	303.93	458.13	627.23	10,349.79
1939401	2023-12-31	20,858.50	370.60	1,060.51	1,460.09	23,749.70
1949691	2024-02-07	31,933.00	1,769.70	1,678.22	2,235.30	37,616.22
1968436	2024-03-25	47,574.00	640.00	2,404.70	3,330.18	53,948.88
1974769	2024-04-08	103,035.00	2,865.72	5,281.59	7,212.45	118,394.76
1988231	2024-05-09	187,627.50	3,280.40	9,505.72	13,133.93	213,547.55
<b>TOTAL</b>		<b>464,604.00</b>	<b>10,000.11</b>	<b>23,656.78</b>	<b>32,522.24</b>	<b>530,783.13</b>

4. The body of the Fasken Accounts, which contain the detailed narratives of the work performed by the Fasken timekeepers, have not been included in order to protect the legal privilege between Fasken and the Receiver.

5. As detailed in the Fasken Accounts, during the Fee Period, Fasken invoiced fees amounting to \$464,604.00 and incurred and invoiced for disbursements in the amount of \$10,000.11 and taxes in the amount of \$56,179.02, for a total of \$530,783.13 (the “**Fees**”).

6. The work carried out by Fasken as counsel to the Receiver in these proceedings includes, but is not limited to, the following:

- (a) reviewing and revising the Receiver’s various reports to Court;
- (b) conducting reviews and issuing opinions in respect of the claims of various secured creditors;

- (c) reviewing the Company's collective bargaining agreement and negotiating with USW Local 1-1937 in respect of the Company's unionized employees;
- (d) negotiating and drafting the terms of a payment and retention agreement and purchase and sale agreement (the "PSA") in respect of the sale of the Company's assets;
- (e) making applications on behalf of the Receiver for various orders, including the Sale Approval and Vesting Order granted herein;
- (f) drafting the various closing documents and attending to the completion of the PSA; and
- (g) generally advising the Receiver on legal matters relating to the receivership.

7. The Fees set out in the Fasken Accounts are calculated on the basis of the hours spent by Fasken personnel, multiplied by the applicable standard hourly rates charged by Fasken. To the best of my knowledge, information and belief, those hourly rates are consistent with those charged by other law firms for work of a similar nature in Vancouver, B.C.

8. Several members of Fasken have expended time in this matter. The following is a summary of the time expended in this matter by each of them during the Fee Period, the hourly rate and the total fees billed of each person involved:

<b>Timekeeper</b>	<b>Hours</b>	<b>Hourly Rate</b>	<b>Total Fees Billed</b>
Kibben M. Jackson, partner	57.5	\$790	\$45,425.00
	153.3	\$900	\$137,970.00
Mishaal Gill, associate	68.0	\$475	\$32,300.00
	258.10	\$500	\$129,050.00
Sarah A. Batut, partner	54.60	\$750	\$40,950.00
Puyang Zhao, associate	15.90	\$875	\$13,912.50
Paul Casuccio, partner	8.10	\$1,275	\$10,327.50
Lisa Hiebert, partner	10.90	\$750	\$8,175.00
Clayton Jones, partner	10.3	\$615	\$6,334.50
	2.1	\$650	\$1,365.00
Laura Smith, partner	7.80	\$650	\$5,070.00
Hardeep Gill, partner	5.00	\$700	\$3,500.00
Fergus McDonnell, partner	5.60	\$595	\$3,332.00
Kai Alderson, partner	4.60	\$690	\$3,174.00
Heidi Esslinger, associate	6.70	\$450	\$3,015.00
Jordan Thompson, associate	2.40	\$535	\$1,284.00
Sanjay Bowry, associate	2.60	\$435	\$1,131.00

Sabrina Spencer, associate	1.90	\$535	\$1,016.50
Rebecca Barclay Nguinambaye, associate	1.90	\$425	\$807.50
Tom Posyniak, partner	0.30	\$625	\$187.50
Glen Nesbitt, partner	0.30	\$595	\$187.50
Allan Prest, student	2.90	\$350	\$1,015.00
Pardeep Birak, student	0.80	\$350	\$280.00
Samuel Geisterfer, student	0.70	\$375	\$262.50
Tara Bishop, student	0.70	\$325	\$227.50
Megan L. Sedmak, paralegal	14.30	\$460	\$6,578.00
Suzanne Volkow, paralegal	1.2	\$395	\$474.00
	10.5	\$420	\$4,410.00
Marnie Bailey, Librarian and Research Assistant	8.10	\$300	\$2,430.00
Julie Deng, paralegal	1.30	\$285	\$370.50
Denise Gervan, legal secretary	0.20	\$220	\$44.00

9. I am a member in good standing of the Law Society of British Columbia and have been so since 2001. I practice in in the area of insolvency and restructuring as well as commercial litigation.

10. With respect to the other lawyers of Fasken who have been involved in this matter:

- (a) Mishaal Gill is an associate with Fasken. He was called to the Bar in British Columbia in 2020 and practices in the area of commercial insolvency and banking and finance. He is a member in good standing of the Law Society of British Columbia.
- (b) Sarah A. Batut is a partner with Fasken. She was called to the Bar in British Columbia in 2007 and practices in the area of commercial real estate. She is a member in good standing of the Law Society of British Columbia.
- (c) Puyang Zhao is an associate with Fasken. She was called to the Bar in Ontario in 2017 and practices in the area of tax. She is a member in good standing of the Law Society of Ontario.
- (d) Paul Casuccio is a partner with Fasken. He was called to the Bar in Ontario in 2002 and practices in the area of tax. He is a member in good standing of the Law Society of Ontario.

- (e) Lisa Hiebert is a partner with Fasken. She was called to the Bar in British Columbia in 2009 and practices in the areas of commercial insolvency. She is a member in good standing of the Law Society of British Columbia.
- (f) Clayton Jones is a partner with Fasken. He was called to the Bar in British Columbia in 2002 and practices in the areas of labour and employment. He is a member in good standing of the Law Society of British Columbia.
- (g) Laura Smith is a partner with Fasken. She was called to the Bar in British Columbia in 2013 and practices in the area of commercial real estate. She is a member in good standing of the Law Society of British Columbia.
- (h) Hardeep Gill is a partner with Fasken. He was called to the Bar in British Columbia in 2015 and practices in the area of tax. He is a member in good standing of the Law Society of British Columbia.
- (i) Fergus McDonnell is a partner with Fasken. He was called to the Bar in British Columbia in 2015 and practices in the areas of procurement, construction and project development as well as commercial insolvency. He is a member in good standing of the Law Society of British Columbia.
- (j) Kai Alderson is a partner with Fasken. He was called to the Bar in British Columbia in 2008 and practices in the areas of energy and natural resources. He is a member in good standing of the Law Society of British Columbia.
- (k) Heidi Esslinger is an associate with Fasken. She was called to the Bar in British Columbia in 2022 and practices in the area of commercial insolvency. She is a member in good standing of the Law Society of British Columbia.
- (l) Jordan Thompspon is an associate with Fasken. He was called to the Bar in British Columbia in 2017 and practices in the area of labour and employment. He is a member in good standing of the Law Society of British Columbia.
- (m) Sanjay Bowry is an associate with Fasken. He was called to the Bar in British Columbia in 2023 and practices in the area of banking and finance. He is a member in good standing of the Law Society of British Columbia.
- (n) Sabrina Spencer is an associate with Fasken. She was called to the Bar in British Columbia in 2018 and practices in the area of energy and natural resources. She is a member in good standing of the Law Society of British Columbia.
- (o) Rebecca Barclay Nguinambaye was an associate with Fasken that practiced in the area of commercial insolvency. She was called to the Bar in British Columbia in 2022. She is no longer with Fasken.
- (p) Glen Nesbitt is a partner with Fasken. He was called to the Bar in British Columbia in 2014 and practices in the areas of commercial insolvency. He is a member in good standing of the Law Society of British Columbia.

- (q) Tom Posyniak is a partner with Fasken. He was called to the Bar in British Columbia in 2014 and practices in the areas of commercial litigation. He is a member in good standing of the Law Society of British Columbia.

11. To the best of my knowledge, information and belief, the information contained in the Fasken Accounts as to:

- (a) the number of hours worked;
- (b) the nature of work performed;
- (c) the identity of the individuals who performed work; and
- (d) the rates charged for the work performed,

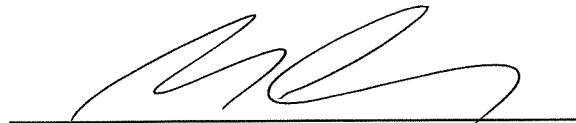
is true and correct in all respects.

12. I have reviewed the Fasken Accounts and do verily believe that:

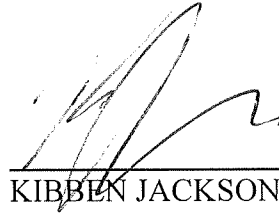
- (a) Fasken's professional fees and disbursements as reflected thereupon were properly incurred and are fair and reasonable in the circumstances;
- (b) the work completed by Fasken was delegated to the appropriate professionals with the appropriate seniority and hourly rates;
- (c) Fasken's Fees in this matter are consistent with the fees charged by similar firms with the capacity to handle a matter of comparable size and complexity;
- (d) Fasken's Accounts were provided to the Receiver when rendered and all have been approved by the Receiver; and
- (e) the services reflected in Fasken's Accounts were performed by Fasken in a prudent and economical manner.

13. I make this affidavit expressly for the purposes of the Receiver's application seeking approval of its accounts and Fasken Accounts, and for no other purpose. Nothing herein is intended to be a waiver of solicitor-client privilege by the Receiver.

AFFIRMED BEFORE ME at Vancouver,  
British Columbia, on May 13, 2024

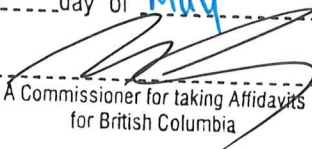


A Commissioner for taking Affidavits for  
British Columbia

  
KIBBEN JACKSON

MISHAAL S. GILL  
Barrister & Solicitor  
Fasken Martineau DuMoulin LLP  
2900 - 550 Burrard Street  
Vancouver, BC V6C 0A3  
604 631 4881

This is Exhibit " A " referred to in the af-  
fidavit of KIBBEN JACKSON  
sworn before me at VANCOUVER  
this 13 day of MAY 2024

  
A Commissioner for taking Affidavits  
for British Columbia



# FASKEN

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Fasken Martineau DuMoulin LLP  
Barristers and Solicitors  
Patent and Trade-mark Agents

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fasken.com

Alvarez & Marsal Canada ULC  
925 West Georgia Street  
Suite 902, Cathedral Place  
Vancouver BC V6C 3L2

October 31, 2023  
Invoice #: 1912272

GST/HST#: 87937 6127  
QST#: 1023151835

**Attention: Mr. Todd Martin**

---

**Matter Number: 285937.00017**

**Matter: Receivership of Skeena Sawmills Ltd. and others**

**For Professional Services rendered through September 30, 2023 as described in the attached memorandum.**

Total Fees	\$ 31,661.50
Total Taxable Disbursements	256.60
Total Non Taxable Disbursements	12.00
Total Disbursements	<u>268.60</u>
Total Taxes	3,812.21
Total Fees, Disbursements and Taxes	<u>35,742.31</u>
<b>Total Amount Owning This Bill</b>	<b><u>CAD \$ 35,742.31</u></b>

**Tax Summary**

BCPST	2,216.30
GST	<u>1,595.90</u>
Total Taxes Included in This Bill	<u><u>3,812.21</u></u>

Fasken Martineau DuMoulin LLP



This account has been reviewed, verified and approved by  
K.M. Jackson who has authorized the signing and rendering of  
this account.  
E. & O.E.

Accounts are due when rendered.

*Fasken does not alter its payment instructions.*

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Bentall Centre Vancouver, BC V7X 1V6  
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CAD Account No: 014201126512, Transit No.: 03020, Bank Code: 002  
Canadian Clearing Code: //CC000203020 SWIFT Code: NOSCCATT  
Please send a payment notice to [vanar@fasken.com](mailto:vanar@fasken.com)

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Alvarez & Marsal Canada ULC  
925 West Georgia Street  
Suite 902, Cathedral Place  
Vancouver BC V6C 3L2

November 10, 2023  
Invoice #: 1914642

GST/HST#: 87937 6127  
QST#: 1023151835

**Attention: Mr. Todd Martin**

---

**Matter Number: 285937.00017**

**Matter: Receivership of Skeena Sawmills Ltd. and others**

**For Professional Services rendered through October 31, 2023 as described in the attached memorandum.**

Total Fees	\$ 32,954.00
Total Taxable Disbursements	485.66
Total Non Taxable Disbursements	15.50
Total Disbursements	501.16
Total Taxes	3,978.76
Total Fees, Disbursements and Taxes	37,433.92
<b>Total Amount Owning This Bill</b>	<b>CAD \$ 37,433.92</b>

**Tax Summary**

BCPST	2,306.78
GST	1,671.98
Total Taxes Included in This Bill	3,978.76

Fasken Martineau DuMoulin LLP



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Canadian Clearing Code: //CC000203020 SWIFT Code: NOSCCATT  
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Alvarez & Marsal Canada ULC  
925 West Georgia Street  
Suite 902, Cathedral Place  
Vancouver BC V6C 3L2

December 12, 2023  
Invoice #: 1928122

GST/HST#: 87937 6127  
QST#: 1023151835

**Attention: Mr. Todd Martin**

---

**Matter Number: 285937.00017**

**Matter: Receivership of Skeena Sawmills Ltd. and others**

**For Professional Services rendered through November 30, 2023 as described in the attached memorandum.**

Total Fees	\$ 8,960.50
Total Taxable Disbursements	201.93
Total Non Taxable Disbursements	102.00
Total Disbursements	303.93
Total Taxes	1,085.36
Total Fees, Disbursements and Taxes	10,349.79
<b>Total Amount Owning This Bill</b>	<b>CAD \$ 10,349.79</b>

**Tax Summary**

BCPST	627.24
GST	458.12
Total Taxes Included in This Bill	1,085.36

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Alvarez & Marsal Canada ULC  
925 West Georgia Street  
Suite 902, Cathedral Place  
Vancouver BC V6C 3L2

December 31, 2023  
Invoice #: 1939401

GST/HST#: 87937 6127  
QST#: 1023151835

**Attention: Mr. Todd Martin**

---

**Matter Number: 285937.00017**

**Matter: Receivership of Skeena Sawmills Ltd. and others**

**For Professional Services rendered through December 31, 2023 as described in the attached memorandum.**

Total Fees	\$ 20,858.50
Total Taxable Disbursements	351.60
Total Non Taxable Disbursements	19.00
Total Disbursements	370.60
Total Taxes	2,520.60
Total Fees, Disbursements and Taxes	23,749.70
<b>Total Amount Owning This Bill</b>	<b>CAD \$ 23,749.70</b>

**Tax Summary**

BCPST	1,460.10
GST	1,060.50
Total Taxes Included in This Bill	2,520.60

Fasken Martineau DuMoulin LLP



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Alvarez & Marsal Canada ULC  
925 West Georgia Street  
Suite 902, Cathedral Place  
Vancouver BC V6C 3L2

February 07, 2024  
Invoice #: 1949691

GST/HST#: 87937 6127  
QST#: 1023151835

**Attention: Mr. Todd Martin**

---

**Matter Number: 285937.00017**

**Matter: Receivership of Skeena Sawmills Ltd. and others**

**For Professional Services rendered through January 31, 2024 as described in the attached memorandum.**

Total Fees	\$ 31,933.00
Total Taxable Disbursements	1,631.15
Total Non Taxable Disbursements	138.55
Total Disbursements	1,769.70
Total Taxes	3,913.52
Total Fees, Disbursements and Taxes	37,616.22
<b>Total Amount Owning This Bill</b>	<b>CAD \$ 37,616.22</b>

**Tax Summary**

BCPST	2,235.31
GST	1,678.21
Total Taxes Included in This Bill	3,913.52

Fasken Martineau DuMoulin LLP



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Alvarez & Marsal Canada ULC  
925 West Georgia Street  
Suite 902, Cathedral Place  
Vancouver BC V6C 3L2

**Attention: Mr. Todd Martin**

March 25, 2024  
Invoice #: 1968436

GST/HST#: 87937 6127  
QST#: 1023151835

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**Matter Number: 285937.00017**

**Matter: Receivership of Skeena Sawmills Ltd. and others**

**For Professional Services rendered through February 29, 2024 as described in the attached memorandum.**

Total Fees	\$ 47,574.00
Total Taxable Disbursements	520.00
Total Non Taxable Disbursements	120.00
Total Disbursements	640.00
Total Taxes	5,734.88
Total Fees, Disbursements and Taxes	53,948.88
<b>Total Amount Owning This Bill</b>	<b>CAD \$ 53,948.88</b>

**Tax Summary**

BCPST	3,330.18
GST	2,404.70
Total Taxes Included in This Bill	5,734.88

Fasken Martineau DuMoulin LLP



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F +1 604 631 3232

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Alvarez & Marsal Canada ULC  
925 West Georgia Street  
Suite 902, Cathedral Place  
Vancouver BC V6C 3L2

April 08, 2024  
Invoice #: 1974769

GST/HST#: 87937 6127  
QST#: 1023151835

**Attention: Anthony Tillman**

**Matter Number: 285937.00017**

**Matter: Receivership of Skeena Sawmills Ltd. and others**

**For Professional Services rendered through March 31, 2024 as described in the attached memorandum.**

Total Fees	\$ 103,035.00
Total Taxable Disbursements	2,596.72
Total Non Taxable Disbursements	269.00
Total Disbursements	2,865.72
Total Taxes	12,494.04
Total Fees, Disbursements and Taxes	118,394.76
<b>Total Amount Owing This Bill</b>	<b>CAD \$ 118,394.76</b>

**Tax Summary**

BCPST	7,212.45
GST	5,281.59
Total Taxes Included in This Bill	12,494.04

Fasken Martineau DuMoulin LLP



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# FASKEN

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May 09, 2024  
Invoice #: 1988231

GST/HST#: 87937 6127  
QST#: 1023151835

**Attention: Anthony Tillman**

**Matter Number: 285937.00017**

**Matter: Receivership of Skeena Sawmills Ltd. and others**

**For Professional Services rendered through April 30, 2024 as described in the attached memorandum.**

Total Fees	\$ 187,627.50
Total Taxable Disbursements	2,486.90
Total Non Taxable Disbursements	793.50
Total Disbursements	3,280.40
Total Taxes	22,639.65
Total Fees, Disbursements and Taxes	213,547.55
<b>Total Amount Owing This Bill</b>	<b>CAD \$ 213,547.55</b>

**Tax Summary**

BCPST	13,133.93
GST	9,505.72
Total Taxes Included in This Bill	22,639.65

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