

CANADA  
PROVINCE OF QUÉBEC  
DISTRICT OF MONTRÉAL

SUPERIOR COURT  
(Commercial Division)

(sitting as a court designated pursuant to the  
*Companies' Creditors Arrangement Act*, R.S.C.  
1985, c. C-36, as amended)

No.: 500-11-041305-117

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**IN THE MATTER OF THE PLAN OF  
COMPROMISE OR ARRANGEMENT OF:**

**1810040 Alberta Ltd. (formerly known as  
Homburg Invest Inc. and Homburg Shareco Inc.)  
North Calgary Land Ltd.  
Churchill Estates Development Ltd.  
Homburg Management (Canada) Inc.**

**Debtors / Petitioners**

-and-

**Homco Realty Fund (52) Limited Partnership  
Homco Realty Fund (61) Limited Partnership  
Homco Realty Fund (88) Limited Partnership  
Homco Realty Fund (94) Limited Partnership  
Homco Realty Fund (96) Limited Partnership  
Homco Realty Fund (142) Limited Partnership**

**Mises-en-cause**

-and-

**Deloitte Restructuring Inc. (formerly known as  
Samson Bélair/Deloitte & Touche Inc.)**

**Monitor**

**APPLICATION FOR EXTENSION OF THE STAY PERIOD**

**(Sections 11 and 11.02 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36)**

**TO THE HONOURABLE JUSTICE LOUIS J. GOUIN OR TO ONE OF THE  
HONOURABLE JUDGES OF THE SUPERIOR COURT, SITTING IN COMMERCIAL  
DIVISION IN AND FOR THE JUDICIAL DISTRICT OF MONTRÉAL, THE  
PETITIONERS RESPECTFULLY SUBMIT AS FOLLOWS:**

**I. INTRODUCTION**

1. On September 9, 2011, the Honourable Louis J. Gouin, J.S.C. issued an order (the "**Initial Order**") pursuant to the *Companies Creditors' Arrangement Act*, R.S.C. 1985, c. C-36 (the "**CCAA**") in respect of Homburg Invest Inc. ("**HII**"), Homburg Shareco Inc. ("**Shareco**"), Churchill Estates Development Ltd. ("**Churchill**"), Inverness Estates Development Ltd. ("**Inverness**") and CP Development Ltd. ("**CP**") (collectively the "**Initial Debtors**") as appears from the Court record;

2. Pursuant to the Initial Order, Samson Bélair/Deloitte & Touche Inc. (now known as Deloitte Restructuring Inc., the “**Monitor**”) was appointed as Monitor of the Initial Debtors and a stay of proceedings (the “**Stay of Proceedings**”) was issued from the date of the Initial Order until October 7, 2011;
3. On October 7, 2011, this Honourable Court issued an order (the “**First Extension Order**”) extending the Stay of Proceedings. Since then, this Court has further extended the Stay of Proceedings, most recently until February 28, 2017 (the “**Stay Period**”), as appears from the Court record;
4. As appears from the Initial Order and the First Extension Order, the Stay of Proceedings was initially extended in favour of the following limited partnerships: Homco Realty Fund (52) Limited Partnership, Homco Realty Fund (88) Limited Partnership, Homco Realty Fund (89) Limited Partnership (“**Homco 89**”), Homco Realty Fund (92) Limited Partnership, Homco Realty Fund (94) Limited Partnership (“**Homco 94**”), Homco Realty Fund (105) Limited Partnership (“**Homco 105**”), Homco Realty Fund (121) Limited Partnership (“**Homco 121**”), Homco Realty Fund (122) Limited Partnership (“**Homco 122**”), Homco Realty Fund (142) Limited Partnership (“**Homco 142**”) and Homco Realty Fund (199) Limited Partnership (collectively the “**Initial Mises-en-cause**”);
5. On May 31, 2012, this Court issued an order amending the Initial Order to add North Calgary Land Ltd. (“**NCLL**”) as a Petitioner and Homco Realty Fund (96) Limited Partnership (“**Homco 96**”) as an Applicant Partnership thereunder. On December 14, 2012, this Court issued a further order amending the Initial Order to add Homco Realty Fund (190) Limited Partnership and Homco Realty Fund (191) Limited Partnership as Applicant Partnerships;
6. By Order of the Court made on February 6, 2013, the Initial Order was further amended to add Homco Realty Fund (61) Limited Partnership (“**Homco 61**”) as an additional Applicant Partnership and Castello Development Ltd. (“**Castello**”) as a mise-en-cause. On March 14, 2013, the Initial Order was further amended to add Homburg Management (Canada) Inc. (“**HMCI**”) as an additional Petitioner. On April 26, 2013, this Court issued a further order amending the Initial Order to add Homco Realty Fund (83) Limited Partnership (“**Homco 83**”) as an Applicant Partnership. By subsequent Order of the Court, the stay of proceeding was discontinued in respect of Homco 122, Inverness, Homco 83, Churchill, CP, Homco 105, Homco 121, Homco 89 and Homco 142. (NCLL, Homco 96, Homco 61, HMCI, the Initial Debtors and the Initial Mises-en-cause (excluding Homco 122, Inverness, Castello, Homco 83, CP, Homco 105, Homco 121, Homco 89 and Homco 142) are collectively referred to as the “**HII Group**”);
7. The HII Group respectfully requests that this Honourable Court render the orders sought herein to extend the Stay Period until September 29, 2017;

## **II. DISTRIBUTIONS UNDER THE PLANS OF ARRANGEMENT**

8. As appears from the Court record, the Plan of Compromise and Reorganization of HII and Shareco, as amended and restated from time to time (the “**HII/Shareco Plan**”) and the restated Plan of Compromise of Homco 61 (collectively the “**Plans**”) have been

approved and sanctioned by this Honourable Court and implemented. Unless otherwise defined herein, all capitalized terms are as defined in the HII/Shareco Plan;

9. Since the last extension of the Stay Period, the Monitor has not proceeded with any additional distributions to the Affected Creditors nor the Homco 61 Affected Creditors, other than distributions to creditors who had not received their entitlement to past distributions due to missing or erroneous coordinates. As will appear from the Forty-Sixth Report of the Monitor to be served and filed on or about the date hereof (the “**Monitor’s Forty-Sixth Report**”), the current intention of the Monitor is that the next distribution of the Asset Realization Cash Pool be the final distributions under the terms of the Plans;

### **III. WINDING-UP EFFORTS**

10. Since the last extension of the Stay Period, the HII Group has continued to make progress in connection with the disposition of the remaining non-core properties and realization of other remaining assets, with a view of finalizing the process in the near future. Highlights of the most significant activities of the HII Group are provided below;

#### **A. *Dispositions of non-core properties***

11. There is only one remaining non-core property in Canada, Points North (NCLL), for which the secured lender is HSBC Bank Canada (“**HSBC**”);
12. As previously disclosed to the Court, due to market conditions in Alberta and property specificities, the HII Group and Monitor have concluded that Points North will not generate any equity for HII or the Affected Creditors. HII understands that HSBC is contemplating the appointment of a receiver, a measure which HII does not currently intend to oppose. Further material developments will be reported to the Court in due course;
13. There have been several developments with respect to European non-core properties since the last extension of the Stay Period;
14. As previously disclosed to the Court, HII determined that the property held by Homco Realty Fund (123) Limited Partnership (“**Homco 123**”) in the Netherlands could generate material value for the Affected Creditors under the HII/Shareco Plan, estimated to be up to 3 million Euros. The HII Group and the Monitor are working together to attempt to accelerate the sales process, however any accretive sale of the property is conditional upon obtaining certain environmental and safety permits by the purchasers;
15. HII was informed that the permits may take until the summer of 2017 to be obtained, subject to the discretion of the relevant authorities. The equity which could be generated by the sale of Homco 123’s property is an important factor in the duration of the Stay Period extension sought herein. The Monitor and the Liquidation Advisory Committee both support this strategy;

16. In addition, the previously disclosed sale of the property held in the Netherlands by Homco Realty Fund (116) Limited Partnership closed in December 2016. It generated approximately 175,000 Euros of equity for Affected Creditors;
17. The HII Group and the Monitor are awaiting an offer the property held in the Netherlands by Homco Realty Fund (119) Limited Partnership, in the coming weeks. It is currently anticipated that this offer will also generate equity for Affected Creditors;

**B. *Other Matters***

18. As previously disclosed to the Court, in the latter months of 2016, the Monitor learned that, since 2007, Norton Rose Fulbright Canada LLP has been holding approximately \$110,000 in trust in connection with construction of the Churchill project. HII understands that the Monitor intends to file an application with this Court for release of these funds to the estate of Churchill, and that it is not anticipated that this application will be contested;
19. The HII Group continues to address all post-plan implementation matters, including the bankruptcies or dissolution of the various entities included in the HII Group, as appropriate, the whole with the support and assistance of the Monitor and Canadian and Dutch counsel, and with the approval of the LAC, as required under the Plans and the Sanction Orders. Notably, five HII Group Entities (with their respective general partners, where applicable) will make assignments in bankruptcy in the coming days;

**IV. CONCLUSION**

20. HII is of the view that providing the relief requested herein is appropriate in the present circumstances in order for the HII Group to finalize its affairs, including the disposition of the few remaining non-core properties and proper wind-down of the few remaining entities. HII believes that all outstanding matters, including the final distribution to Affected Creditors, will be wrapped up prior to the expiry of the extension of the Stay Period sought herein. Accordingly, HII respectfully requests that this Honourable Court grant the extension of the Stay Period sought in the present Application;
21. As will appear from the Monitor's Forty-Sixth Report, the Monitor supports the present Application;
22. The HII Group has acted, and continues to act, in good faith and with due diligence;
23. The present Application is well founded in fact and law.

**WHEREFORE, MAY IT PLEASE THIS HONOURABLE COURT TO:**

1. **GRANT** the present *Application for extension of the stay period*;
2. **EXTEND** the Stay Period (as defined in the Initial Order rendered by the Court on September 9, 2011 and as extended from time to time) to and including September 29, 2017;

**THE WHOLE WITHOUT COSTS**, save in the event of contestation.

MONTREAL, February 22, 2017.

*Osler, Hoskin & Harcourt LLP*

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**OSLER, HOSKIN & HARCOURT LLP**  
Attorneys for the Debtors and Mises-en-cause

**AFFIDAVIT**

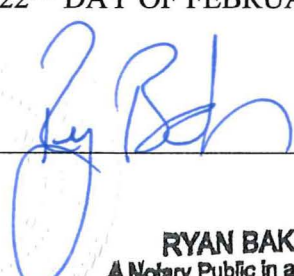
I the undersigned, James F. Miles, domiciled and residing at 29 Coventry Lane, Dartmouth, Nova Scotia, B2V 2K2, solemnly declare the following:


1. I am the President of 1810040 Alberta Ltd. and duly authorized representative of the Petitioners for the purpose hereof;
2. I have taken cognizance of the attached *Application for extension of the stay period*;
3. All of the facts alleged in the said application are true.

AND I HAVE SIGNED:

  
\_\_\_\_\_  
**James F. Miles**

SOLEMNLY DECLARED BEFORE ME  
IN HALIFAX, NOVA SCOTIA ON THE  
22<sup>ND</sup> DAY OF FEBRUARY 2017.

  
\_\_\_\_\_  
**RYAN BAKER**  
A Notary Public in and for the  
Province of Nova Scotia



## NOTICE OF PRESENTATION

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**TAKE NOTICE** that the *Application for extension of the stay period* will be presented for hearing and allowance in the Superior Court, Commercial Division, at the Montréal Courthouse, 1 Notre-Dame Street East, Montréal, on February 24, 2017, at 9:15 a.m., or so soon thereafter as counsel may be heard, and in a room to be determined.

**PLEASE ACT ACCORDINGLY.**

MONTREAL, February 22, 2017

*Osler, Hoskin & Harcourt LLP*

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**OSLER, HOSKIN & HARCOURT LLP**  
Attorneys for the Debtors and Mises-en-cause

No: 500-11-041305-117

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**SUPERIOR COURT  
(Commercial Division)**

**DISTRICT OF MONTRÉAL**

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**IN THE MATTER OF THE PLAN OF COMPROMISE  
OR ARRANGEMENT OF :**

**1810040 ALBERTA LTD. ET AL.**

**Debtors/Petitioners**

**-and-**

**HOMCO REALTY FUND (52) LIMITED  
PARTNERSHIP ET AL.**

**Mises-en-cause**

**-and-**

**DELOITTE RESTRUCTURING INC.**

**Monitor**

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**APPLICATION FOR EXTENSION OF THE STAY  
PERIOD (Sections 11 and 11.02 of the *Companies'*  
*Creditors Arrangement Act*, R.S.C. 1985, c. C-36),  
AFFIDAVIT, NOTICE OF PRESENTATION**

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**ORIGINAL**

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Code : BO 0323

o/f: 1131787

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