

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

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

**1810040 Alberta Ltd. (formerly known as
Homburg Invest Inc. and Homburg Shareco Inc.)
Debtors / Petitioners**

-and-

**Homco Realty Fund (52) Limited Partnership
Homco Realty Fund (61) Limited Partnership
Homco Realty Fund (94) Limited Partnership
Homco Realty Fund (96) 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 in respect of Homburg Invest Inc. (“**HII**”), Homburg Shareco Inc. (“**Shareco**”), Churchill Estates Development Ltd., Inverness Estates Development Ltd. and CP Development Ltd. (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 January 31, 2018 (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 52**”), Homco Realty Fund (88) Limited Partnership, Homco Realty Fund (89) Limited Partnership, Homco Realty Fund (92) Limited Partnership, Homco Realty Fund (94) Limited Partnership (“**Homco 94**”), Homco Realty Fund (105) Limited Partnership, Homco Realty Fund (121) Limited Partnership, Homco Realty Fund (122) Limited Partnership, Homco Realty Fund (142) Limited Partnership and Homco Realty Fund (199) Limited Partnership;
5. On May 31, 2012, this Court issued an order amending the Initial Order to add North Calgary Land Ltd. 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. 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 as an Applicant Partnership;
7. By subsequent orders of the Court, the Stay of Proceeding was discontinued for certain entities such that HII, Shareco, HMCI, Homco 52, Homco 61 and Homco 94 (collectively referred to as the “**HII Group**”) remain subject to the Stay Proceedings as of the date hereof;
8. In light of very recent developments, the HII Group respectfully requests that this Honourable Court render the orders sought herein to extend the Stay Period until June 30, 2018;

II. DISTRIBUTIONS UNDER THE PLANS OF ARRANGEMENT

9. 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;
10. Since October 2, 2017, when this Honourable Court issued the last order extending the Stay Period (the “**Last Extension Order**”), 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.

11. Nonetheless, as will appear from the Forty-Eighth Report of the Monitor to be served and filed on or about the date hereof (the “**Monitor’s Forty-Eighth Report**”), the current intention of the Monitor is that the next distribution of the Asset Realization Cash Pool be the final distribution under the terms of the Plans.

III. WINDING-UP EFFORTS

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

A. *Dispositions of non-core properties*

13. Since the Last Extension Order, there have been some material developments with respect a European non-core property;
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 potentially generate material value for the Affected Creditors under the HII/Shareco Plan. Since the Last Extension Order and following some unexpected delays, environmental and safety permits which could allow for sale of Homco 123’s property have been issued;
15. As further detailed in the Monitor’s Forty-Eighth Report, the HII Group and the Monitor are working together to monetize any potential value in the near future. The Monitor has retained a professional broker to conduct a sales process to determine market value of the property. It is currently anticipated that this process would conclude around the end of April 2018, with a transaction, if any, to close prior to the end of May 2018;

B. *Other Matters*

16. The HII Group continues to address all post-plan implementation matters, including the bankruptcies and dissolution of the various entities included in the HII Group, as appropriate, the whole with the support and assistance of the Monitor and Canadian Dutch counsel, and with the approval of the LAC, as required under the Plans and the Sanction Orders. Notably, HII anticipates that nine HII Group Entities will make an assignment in the coming week. Furthermore, efforts are continuing in Europe in respect of various bankruptcies and dissolutions;
17. As of the date hereof, HMCI remains subject to the Stay of Proceedings. HII and the Monitor have determined that this entity, which is a subsidiary of HII, will not yield any value for Affected Creditors. HII also holds certain rights in a related entity called Homburg Real Estate Trust (“**HRET**”), which similarly will not yield any value for Affected Creditors;

18. Accordingly, HII entered into an agreement to sell the shares of HMCI and its interest in HRET to 8242313 Canada Inc., an indirect subsidiary of Fonds de placement immobilier Cominar, for a nominal consideration and on an *as is, where is* basis. This transaction was approved by both the LAC and the Monitor as the most efficient manner to dispose of these assets; it will close effective on or before January 31, 2018. Accordingly, the HII Group is not seeking a renewal of the Stay of Proceedings in respect of HMCI;

IV. CONCLUSION

19. 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, deal with the few remaining European non-core properties and properly wind-down the few remaining entities. The HII Group and the Monitor aim to wrap up all outstanding matters, including the final distribution to Affected Creditors, 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;
20. Considering notably the progress made towards selling Homco 123's property, and as will appear from the Monitor's Forty-Eighth Report, the Monitor supports the present Application;
21. The HII Group has acted, and continues to act, in good faith and with due diligence;
22. 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 June 30, 2018;
3. **PRAY ACT** of the discontinuance of the present proceedings in respect of Homburg Management Canada Inc.;

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

MONTRÉAL, January 25, 2018.

Osler, Hoskin & Harcourt LLP

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
25TH DAY OF JANUARY 2018.



Divya Subramanian
NOTARY IN & FOR THE PROVINCE
OF NOVA SCOTIA

NOTICE OF PRESENTATION

- TO :** **McCARTHY TÉTRAULT LLP** **Attorneys for the Monitor**
1000 De La Gauchetière Street West, Suite 2500
Montréal QC H3B 0A2
Me Mason Poplaw
Me Jocelyn Perreault
Me Alain Tardif
email : mpoplaw@mccarthy.ca
jperreault@mccarthy.ca
atardif@mccarthy.ca
- TO :** **BENNETT JONES LLP** **Attorneys for Penn West**
4500 Bankers Hall East
855 2nd Street West
Calgary AB T2P 4K7
Me Kenneth T. Lenz
email : lenzk@bennettjones.com
- TO :** **BENNETT JONES LLP** **Attorneys for Statoil Canada Limited**
4500 Bankers Hall East
855 2nd Street West
Calgary AB T2P 4K7
Me Chris Simard
email : simardc@bennettjones.com
- TO :** **LANGLOIS KRONSTRÖM DESJARDINS LLP** **Attorneys for Statoil Canada Limited**
1002 Sherbrooke Street West, 28th Floor
Montréal QC H3A 3L6
Me Gerry Apostolatos
Me Dimitri Maniatis
Me Stefan Chripounoff
email : gerry.apostolatos@lkd.ca
dimitri.maniatis@lkd.ca
stefan.chripounoff@lkd.ca

TO : HOMBURG CANADA INC.
600-1741 Brunswick Street
Halifax NS B3J 3X8
Me Michael J. O'Hara
General Counsel
email: mohara@homburg.com

TO : ARCAN RESOURCES LTD.
Suite 2200, 500 – 4th Avenue S.W.
Calgary, Alberta T2P 2V6
Mr. Graeme Ryder,
Vice-President, Finance and CFO
email : gryder@arcanres.com

TO : BORDEN LADNER GERVAIS LLP
1000 De La Gauchetière Street West, Suite 900
Montréal QC H3B 5H4

Me Matti Lemmens
Me Mathieu Lévesque
email : mlemmens@blg.com
malevesque@blg.com

**Attorneys for BOS Solutions
Ltd., Canadian Tabular
Services Inc., Premier
Petroleum Corp, Moe
Hannah McNeill LLP**

TO : FIELD LAW
400 – 604 1St SW
Calgary AB T2P 1M7

Me Douglas S. Nishimura
email : dnishimura@fieldlaw.com

**Attorneys for Keywest
Projects Ltd., MHI Fund
Management Inc., STP
Group Canada Ltd. (formerly
Neotechnology Consultants
Ltd.), Logan Completion
Systems Inc., CE Franklin
Ltd.**

**TO : DAVIES WARD PHILLIPS & VINEBERG
LLP**
1501 McGill College Avenue, 26th floor
Montréal QC H3A 3N9

Me Denis Ferland
Me Christian Lachance
email : dferland@dwpv.com
clachance@dwpv.com

**Attorneys for HSBC Bank
Canada**

- TO :** **DAVIES WARD PHILLIPS & VINEBERG LLP**
1501 McGill College Avenue, 26th floor
Montréal QC H3A 3N9
Me Louis-Martin O'Neill
email : lmoneill@dwpv.com
Attorneys for Cominar REIT
- TO :** **DICKINSON WRIGHT LLP**
222 Bay St., 18th Floor, PO Box 124
Toronto ON M5K 1H1
Me David P. Preger
email : dpreger@dickinsonwright.com
Attorneys for Romspen Investment Corporation
joint appearance with De Granpré
- TO:** **DE GRANPRÉ JOLI-CŒUR LLP**
2000 McGill College Avenue, Suite 1600
Montréal QC H3A 3H3
Me Anne Lefebvre
email: a.lefebvre@djclegal.com
Attorneys for Romspen Investment Corporation
joint appearance with Dickinson Wright
- TO :** **FASKEN MARTINEAU DUMOULIN LLP**
Tour de la Bourse
800 Place Victoria, PO Box 242, Suite 3700
Montréal QC H4Z 1E9
Attorneys for Canmarc REIT (formerly Homburg Canada REIT), Homburg Canada REIT Limited Partnership and Homburg Canada REIT GP Inc. and, in their capacity a trustees of Canmarc REIT (formerly Homburg Canada REIT), Karen A. Prentice, Frank W. Matheson, James F. Miles, Wayne Heuff, John Levitt and Gérard A. Limoges
- Me Luc Morin**
Me Robert Paré
Me Edmond Lamek
Me Alain Riendeau
email : lmorin@fasken.com
rpare@fasken.com
elamek@fasken.com
ariendeau@fasken.com

- TO :** **FISHMAN FLANZ MELAND PAQUIN LLP** **Attorneys for Cadillac
Fairview Corporation
Limited**
1250 René-Lévesque Boulevard West, Suite 4100
Montréal QC H3B 4W8
Me Mark E. Meland
email : mmeland@ffmp.ca
- TO :** **FISHMAN FLANZ MELAND PAQUIN LLP** **Attorneys for Stichting
Homburg Capital Securities**
1250 René-Lévesque Boulevard West, Suite 4100
Montréal QC H3B 4W8
Me Ronald M. Auclair
email : rauclair@ffmp.ca
- TO :** **STIKEMAN ELLIOTT** **Attorneys for Stichting
Homburg Bonds**
1155 René-Lévesque Boulevard West
Montréal QC H3B 3V2

Me Guy P. Martel
Me Joseph Reynaud
Me Warren Katz
Me Charles Nadeau
Me Claire Zikovsky
Me Danny Duy Vu
Me Nathalie Nouvet
email : gmartel@stikeman.com
jreynaud@stikeman.com
wkatz@stikeman.com
cnadeau@stikeman.com
czikovsky@stikeman.com
ddvu@stikeman.com
nnouvet@stikeman.com
- TO :** **DENTONS CANADA LLP** **Attorneys for Tucker
Wireline Services Canada
Inc.**
1 Place Ville Marie, Suite 3900
Montréal QC H3B 4M7

Me Louis Dumont
Me Martin Poulin
email : louis.dumont@dentons.com
martin.poulin@dentons.com
- TO :** **HEENAN BLAIKIE LLP** **Attorneys for Surge Energy
Inc.**
215 – 9th Avenue S.W., Suite 1900
Calgary AB T2P 1K3
Me Caireen E. Hanert
email : chanert@heenan.ca

TO : NORTON ROSE CANADA LLP
3700 Canterra Tower, 400 – 3rd Avenue S.W.
Calgary AB T2P 4H2
Me Judson Virtue
email : jud.virtue@nortonrose.com

**Attorneys for bcIMC Realty
Corporation**

TO : CATALYST CAPITAL GROUP INC.
Royal Trust Tower
77 King Street West, Suite 4320
POBox 212
Toronto ON M5K 1J3

Gabriel de Alba
Zach Michaud
email: gdealba@catcapital.com
zmichaud@catcapital.com

TO : McMILLAN LLP
Brookfield Place
181 Bay Street, Suite 4400
Toronto ON M5J 2T3

**Attorneys for Catalyst
Capital Group Inc.**

Me Andrew J.F. Kent
Me Stephen Eddy
email : andrew.kent@mcmillan.ca
stephen.eddy@mcmillan.ca

TO : McMILLAN LLP
1000 Sherbrooke Street West, Suite 2700
Montréal QC H3A 3G4

**Attorneys for Catalyst
Capital Group Inc.**

Me Nicholas Scheib
Me Marc-André Morin
Me Rachel April Giguère
email : nicholas.scheib@mcmillan.ca
marc-andre.morin@mcmillan.ca
rachel.aprilgiguere@mcmillan.ca

TO : McMILLAN LLP
1000 Sherbrooke Street West, Suite 2700
Montréal QC H3A 3G4

Me Éric Vallières
Me J.R. Beaudrie
email : eric.vallieres@mcmillan.ca
gerald.beaudrie@mcmillan.ca

**Attorneys for DEGI
Homburg Harris Limited
Partnership**

TO : NORTON ROSE CANADA LLP
1 Place Ville Marie, Suite 2500
Montréal QC H3B 1R1

Me Sylvain Rigaud
Me Arnold Cohen
Me Chrystal Ashby
email : sylvain.rigaud@nortonrose.com
arnold.cohen@nortonrose.com
chrystal.ashby@nortonrose.com

**Attorneys for Taberna
Europe CDO I PLC,
Taberna Europe CDO II
PLC, Taberna Preferred
Funding VIII, Ltd and
Taberna Preferred Funding
VI, Ltd.**

TO : WALSH WILKINS CREIGHTON LLP
2800 – 801 6th Avenue S.W.
Calgary, Alberta T2P 4A3

Me Gary Befus
email : gbefus@walshlaw.ca

**Attorneys for Lafarge
Canada Inc.**

TO : STONES CARBERT WAITE WELLS LLP
2000 Encor Place
645 – 7th Avenue S.W.
Calgary AB T2P 4G8

Me Kelly Patrick Colborne
email : colborne@scwlawyers.com

**Attorneys for NORR
Architects Planners**

- TO : KUGLER KANDESTIN LLP**
1 Place Ville Marie, Suite 2101
Montréal QC H3B 2C6
- Me Gordon Levine**
email : glevine@kugler-kandestin.com
- Attorneys for Avison Young
Real Estate Alberta Inc.**
- TO : WELLS FARGO BANK, N.A.**
Corporate Trust Services
9062 Old Annapolis Road
MAC: N2702-011
Columbia, Maryland 21045
William Fay
**Default & Restructuring Account
Manager**
email : bill.fay@wellsfargo.com
- Wells Fargo Bank N.A.**
- TO : NOVA SCOTIA SECURITIES COMMISSION**
CIBC Building
1809 Barrington Street, Suite 501
Halifax NS B3J 3K8
Me Stephanie Atkinson
Enforcement Counsel
email : atkinssj@gov.ns.ca
- Nova Scotia Securities
Commission**
- TO : DEPARTMENT OF JUSTICE CANADA**
Duke Tower
5251 Duke Street, Suite 1400
Halifax NS B3J 1P3
Me Caitlin Ward
email : caitlin.ward@justice.gc.ca
- TO : THE LAW FIRM OF W. DONALD
GOODFELLOW, Q.C.**
999 – 8th Street S.W., Suite 715
Calgary AB T2R 1J5
Me W. Donald Goodfellow
Me Philip R. Biggar
email : wdonald@goodfellowqc.com
pbiggar@goodfellowqc.com
- Attorneys for Centron
Construction Corp.**

TO : DLA PIPER (CANADA) LLP
1501 McGill College Avenue, Suite 1400
Montréal QC H3A 3M8
Me Jean-Yves Fortin
Me Annie-Claude Beauchemin
email : jeanyves.fortin@dlapiper.com
annieclaude.beauchemin@dlapiper.com

**Attorneys for Valbonne Real
Estate B.V.**

TO : RENNO VATHILAKIS INC.
1621 Sherbrooke Street West
Montréal QC H3H 1E2
Me Karim Renno
email : krenno@renvath.com

**Attorneys for Lafarge
Canada Inc. and Kai
Construction Corp.**

TO : BLAKE, CASSELS & GRAYDON LLP
199 Bay Street
Suite 4000
Toronto ON M5L 1A9

**Attorneys for FGH Bank
N.V.**

Me Steven J. Weisz
email : steven.weisz@blakes.com

TAKE NOTICE that the *Application for extension of the stay period* which will be presented for hearing and allowance in the Superior Court, Commercial Division, in room 16.04 of the Montréal Courthouse, 1 Notre-Dame Street East, Montréal, on January 30, 2018, at 9:00 a.m., or so soon thereafter as counsel may be heard.

PLEASE ACT ACCORDINGLY.

MONTRÉAL, January 25, 2018

Osler, Hoskin & Harcourt LLP

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

No: 500-11-041305-117

**SUPERIOR COURT
(Commercial Division)**

DISTRICT OF MONTRÉAL

**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

**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**

ORIGINAL

Code : BO 0323

o/f: 1131787

Mtre. Sandra Abitan

Mtre. Julien Morissette

Osler, Hoskin & Harcourt LLP

1000 De La Gauchetière Street West, Suite 2100

Montréal, Québec H3B 4W5

sabitan@osler.com

jmorissette@osler.com

Tel: 514.904.8100 Fax: 514.904.8101

Notification by email: Addresses listed above