

COURT FILE NUMBER 643 of 2016
COURT QUEEN'S BENCH FOR SASKATCHEWAN
IN BANKRUPTCY AND INSOLVENCY
JUDICIAL CENTRE SASKATOON
APPLICANTS 101133330 SASKATCHEWAN LTD. and
101149825 SASKATCHEWAN LTD.

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
RSC 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF 101133330 SASKATCHEWAN LTD. and 101149825 SASKATCHEWAN LTD.

NINTH SUPPLEMENTARY AFFIDAVIT OF JOHN ORR

I, JOHN ORR, of the City of Saskatoon, in the Province of Saskatchewan, businessman,
MAKE OATH AND SAY THAT:

1. I am the sole director, a shareholder, and the president of 101133330 Saskatchewan Ltd. ("33330") and 101149825 Saskatchewan Ltd. ("825") (33330 and 825 are sometimes hereafter referred to collectively as the "Companies"), such that I have personal knowledge of the facts and matters hereinafter deposed, except where stated to be on information and belief and, where so stated, I believe the same to be true.

2. Unless otherwise defined, capitalized terms in this affidavit shall have the meanings given to them in my Affidavits sworn May 12, 2016, June 6, 2016, June 9, 2016, August 12, 2016, December 16, 2016, May 24, 2017, May 31, 2017, December 15, 2017, and December 19, 2017, as well as the Affidavits of David Calyniuk sworn August 12, 2016, December 16, 2016, May 23, 2017, December 15, 2017, and May 29, 2018 (the "Fifth Calyniuk Affidavit").

I. OVERVIEW

3. The Initial Order was granted on May 20, 2016, since which time it has been extended by the following orders of the Honourable Justice Meschishnick:

- (a) June 13, 2016;
- (b) August 17, 2016;
- (c) December 22, 2016;
- (d) May 31, 2017; and
- (e) December 20, 2017 (the “**Fifth Extension**”).

4. Since the Fifth Extension, the Companies’ high level restructuring efforts have primarily involved 33330 and North Ridge working in good faith and with due diligence to:

- (a) advance 33330’s rezoning application for the Campus to approval;
- (b) update the primary secured parties as to the progress of both the rezoning application and the Amended Willows Concept Plan; and
- (c) conceptualize a sales process for the Campus and Orr Centre.

5. These collective efforts are fully detailed in the Fifth Calyniuk Affidavit and Confidential Supplement thereto and, for the sake of economy, will not be repeated here. This affidavit will instead act as a supplement to the discussion contained therein.

II. 825 – FORBEARANCE AND CONCEPT PLAN REPORT

6. As of the swearing of this affidavit, 825, Firm Capital, and Pa have yet to execute an extension of the Forbearance Agreement, which is presently scheduled to expire on June 29, 2018. The parties have been in contact, however, with North Ridge having provided a comprehensive update of Dream’s efforts to advance the Amended Willows

Concept Plan to Firm Capital and its legal counsel, who also represents Pa in these proceedings, during a conference call on April 25, 2018. 825 hopes to have the matter resolved by the hearing of this matter on June 1, 2018.

7. In addition, on behalf of 825, I had the opportunity to review the draft of the Amended Willows Concept Plan Report, which presents the 825 Land as a low to medium density multi-family development capable of supporting up to 15 units per acre without any upgrade to the existing sanitary system, and have provided 825's endorsement of the same back to Dream.

III. THE ORR CENTRE AND CAMPUS

8. With the advancement of the 825 process in control of the lead developer, Dream, the professional advice received from North Ridge has been for the Companies to focus their efforts on the Campus and Orr Centre.

9. In that regard, the importance of the Regina City council's approval of 33330's rezoning application cannot be understated. This is a significant milestone in the process that will allow the Companies to advance their restructuring efforts to a point that will see funds generated for the benefit of the stakeholders.

IV. RELIEF REQUESTED

10. In light of the rezoning approval, the Companies are respectfully requesting the stay of proceedings be extended to October 1, 2018, which it is anticipated will allow the Companies time to work with their professional advisors to:

- (a) circulate the RFPs and select a successful proponent;
- (b) finalize a sales process to be presented to this Honourable Court for approval;
- (c) establish the "data room" (i.e., the physical and/or online collection of the

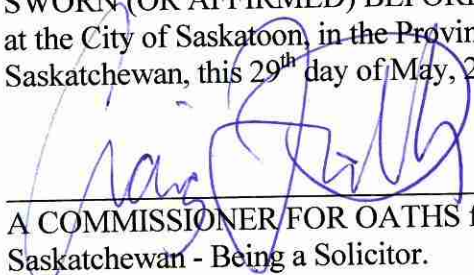
due diligence materials compiled by North Ridge);

- (d) complete the tender package and any additional marketing materials for the Orr Centre and Campus;
- (e) circulate the marketing materials to prospective bidders; and
- (f) pursue and consider any additional restructuring opportunities that may arise as matters develop.

11. The Companies will be in a better position to provide an estimated timeline for the bid approval at the upcoming application to approve the sales process.

12. I therefore swear this affidavit in support of the Companies' application to extend the stay period for an additional 120 days so that the necessary work may proceed.

SWORN (OR AFFIRMED) BEFORE ME)
at the City of Saskatoon, in the Province of)
Saskatchewan, this 29th day of May, 2018.)


A COMMISSIONER FOR OATHS for
Saskatchewan - Being a Solicitor.



JOHN ORR

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