

COURT FILE NUMBER            Q.B. No. 1693 of 2017

COURT OF QUEEN'S BENCH FOR SASKATCHEWAN

JUDICIAL CENTRE                SASKATOON

APPLICANTS                      COPPER SANDS LAND CORP., WILLOW RUSH DEVELOPMENT  
CORP., MIDTDAL DEVELOPMENTS & INVESTMENTS CORP.,  
PRAIRIE COUNTRY HOMES LTD., JJL DEVELOPMENTS &  
INVESTMENTS CORP. and MDI UTILITY CORP.

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  
COPPER SANDS LANDS CORP., WILLOW RUSH DEVELOPMENT CORP., MIDTDAL  
DEVELOPMENTS & INVESTMENTS CORP., PRAIRIE COUNTRY HOMES LTD., JJL  
DEVELOPMENTS & INVESTMENTS CORP. and MDI UTILITY CORP.

**NOTICE OF APPLICATION**

**(Extension of Stay of Proceedings & Deadline Date For Closing)**

**NOTICE TO: Those Parties Identified on The Attached Service List.**

This application is made against you. You are a respondent. You have the right to state your side of this matter before the Court.

To do so, you must be in Court when the application is heard as shown below:

Where:                      Court House  
                                    520 Spadina Crescent East  
                                    Saskatoon, Saskatchewan, Canada

Date:                         Monday, April 15, 2019

Time:                        2:30 p.m. Saskatchewan Time

1. All terms which are capitalized herein but not defined herein shall bear the respective meanings ascribed to them in the Order granted by the Honourable Mr. Justice N.G. Gabrielson in these proceedings on December 7, 2019 (the "**December 7 Order**"), the Sale Approval Vesting & Distribution Order granted by the Honourable Mr. Justice N.G. Gabrielson in these proceedings on January 9, 2019 (the "**January 9 Order**"), the Order granted by the Honourable Mr. Justice N.G. Gabrielson in these proceedings on February 13, 2019 (the "**February 13 Order**"), and the March 12, 2019 Order granted by the Honourable Mr. Justice B.J. Scherman in these proceedings (the "**March 12 Order**").

**Remedy claimed or sought:**

2. An Order:
  - (a) extending the Amended and Restated Initial Order granted July 5, 2018 in these proceedings by the Honourable Mr. Justice N.G. Gabrielson (the "**Initial Order**") pursuant to the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 (the "**CCAA**"), and the stay of proceedings provided for therein, to May 31, 2019; and
  - (b) extending the deadline for the closing of the Proposed Sale.
3. Such further and other relief as counsel may request and this Honourable Court may permit.

**Grounds for making this application:**

4. The Applicants applied for their first Initial Order pursuant to the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 (the "**CCAA**") in November of 2017. This application was initially heard on November 15, 2017 before the Honourable Mr. Justice N.G. Gabrielson. Justice Gabrielson granted the Initial Order on December 20, 2017.
5. The first Initial Order was subsequently extended by way of further Orders of the Court until July 5, 2018, on which date the Court granted the Amended and Restated Initial Order and extended the stay of proceedings to September 5, 2018. That stay of proceedings was, in turn, subsequently extended to October 15, 2018, October 23, 2018, October 26, 2018, November 16, 2018, December 7, 2018, January 15, 2019, February 15, 2019, March 15, 2019 and, finally, to April 15, 2019.
6. Pursuant to the January 9 Order, the Applicants have been working diligently to close the Proposed Sale and Refinancing Transaction contemplated therein. These transactions, once closed, will result in the payment of the Applicants' outstanding indebtedness to their two most senior secured creditors, IPR Capital Ltd. ("**IPR Capital**") and Industrial Properties Regina Limited ("**IPRL**"), and the payment of the majority of the Applicants' indebtedness owing to the next highest-ranking secured creditor, 101297277 Saskatchewan Ltd. ("**7277**").
7. The Refinancing Transaction was closed on or before April 1, 2019, with the Refinancing Proceeds distributed on that date. This resulted in the indebtedness owed by Copper Sands Group to IPR Capital being retired in full, and a payment of \$1,849,220.40 made toward the indebtedness owed to the next-highest ranking secured creditor, IPRL.

8. Due to delays in the Proposed Purchaser obtaining financing, the Proposed Sale is not yet in a position to close. Copper Sands Group and the Proposed Purchaser still desire to complete the Proposed Sale, and are working to demonstrate to their senior secured creditors that the Proposed Sale remains a viable proposal before this matter comes before the Court on Monday, April 15.
9. Copper Sands Group has worked with the Town of Kerrobert to have title to three mobile homes located in Kerrobert, Saskatchewan back into the name of Prairie Country Homes Ltd. Once the Proposed Sale closes, Copper Sands Group can turn its attention to the sale by auction of these properties.
10. The approval of the Senior Secured Creditors is required in order for any of the foregoing relief to be granted. Copper Sands Group is hopeful that this consent can be obtained before this matter comes before the Court on Monday, April 15.

**Material or evidence to be relied on:**

11. The Applicant relies upon:
  - (a) Notice of Application;
  - (b) Affidavit of Jaimey Midtdal sworn April 11, 2019;
  - (c) Draft Order; and
  - (d) such further and other material as this Honourable Court may allow.

**Applicable Acts and regulations:**

12. The *Companies' Creditors Arrangement Act*, RSC 1985, c C-36.

DATED at Saskatoon, Saskatchewan, this 11th day of April, 2019.

**MLT AIKINS LLP**

Per: 

Jeffrey M. Lee, Q.C. and Paul Olfert,  
Counsel for Copper Sands Lands Corp.,  
Willow Rush Development Corp.,  
Midtdal Developments & Investments  
Corp., Prairie Country Homes Ltd., JLL  
Developments & Investments Corp. and  
MDI Utility Corp.

**NOTICE**

If you do not come to Court either in person or by your lawyer, the Court may give the applicant(s) what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

**CONTACT INFORMATION AND ADDRESS FOR SERVICE**

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