

DUPLICATE ORIGINAL

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

COURT OF QUEEN'S BENCH FOR SASKATCHEWAN

JUDICIAL CENTRE **SASKATOON**

APPLICANTS **COPPER SANDS LANDS 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.**

ORDER

(Extension of Stay of Proceedings and Decoupling of Transactions)

Before the Honourable Mr. Justice N.G. Gabrielson in Chambers the 13th day of February, 2019.

Upon the application of Jeffrey M. Lee, Q.C. and Paul Olfert, counsel on behalf of the Applicants, Copper Sands Lands Corp., Willow Rush Development Corp., Midtdal Developments & Investments Corp., Prairie Country Homes Ltd., JJL Developments & Investments Corp., and MDI Utility Corp. (the "**Applicants**"), and upon reading the Notice of Application filed on behalf of the Applicants, Affidavit of Carmen Balzer, Consent Order endorsed by counsel for the Applicants, IPR Capital Ltd., Industrial Properties Regina Limited, 101297277 Saskatchewan Ltd., and Deloitte Restructuring Inc.; and the pleadings and proceedings herein:

The Court Orders:

1. All terms which are capitalized, but not defined, herein shall bear the respective meanings ascribed to them in 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**").

Decoupling of Transactions and Extension of Time for Closing

2. In paragraph 4 of the January 9 Order:
 - (a) the words "(concurrently with the Refinancing Transaction, as defined below)" shall be, and are hereby, deleted; and
 - (b) the words "on or before the date that is two weeks from the granting of this Order" shall be, and are hereby, deleted and replaced with the words "on or before February 28, 2019".

3. In paragraph 8 of the January 9 Order, the words "provided that the Refinancing Transaction shall close concurrently with the Proposed Sale described above (unless otherwise agreed between counsel for the Applicants and counsel to the Senior Secured Creditors, as defined below)" shall be, and are hereby, deleted.
4. In paragraph 9 of the January 9 Order, the words "On the Closing Date (as defined in the Sale Agreement)" shall be, and are hereby, deleted and replaced with the words "on or before February 28, 2019".

Sale By Tender Processes

5. The Order granted by the Honourable Mr. Justice N.G. Gabrielson in these proceedings on December 7, 2018 (the "**December 7 Order**") shall be and is hereby amended as follows:
 - (a) Paragraph 9 of the December 7 Order is deleted and replaced with the following:

"9. The MHP Package, the WWTP Package and the Equipment Package may be sold together or may be sold separately."
 - (b) In paragraph 12(a) of the December 7 Order, the Tender Deadline of February 28, 2019 is deleted and replaced with the date of May 8, 2019.
6. If the Refinancing Transaction does not close on or before Tuesday, February 19, 2019, or if the Refinancing Proceeds are not distributed as contemplated in paragraph 13 of the January 9 Order prior Thursday, February 28, 2019, the assets defined as the "**WWTP Package**" and the "**Equipment Package**" in the December 7 Order shall be sold by way of the process described in paragraphs 8 through 28 of the December 7 Order, *mutatis mutandis* and subject to the qualifications set out herein (the "**WWTP/Equipment Sale by Tender Process**").
7. If the Proposed Sale does not close on or before Thursday, February 28, 2019, or if the Sale Proceeds are not distributed as contemplated in paragraph 13 of the January 9 Order prior to Thursday, March 7, 2019, the assets defined as the "**MHP Package**" in the December 7 Order shall be sold by way of the process described in paragraphs 8 through 28 of the December 7 Order, *mutatis mutandis* and subject to the qualifications set out herein (the "**MHP Sale by Tender Process**").
8. If both the WWTP/Equipment Sale by Tender Process and the MHP Sale by Tender Process are engaged by the operation of this Order, the "Upset Price" with respect to the MHP Package, the WWTP Package, and the Equipment Package shall be \$5,300,000.00 as per paragraph 18 of the December 7 Order. If only one or the other process is engaged, the applicable Upset Price shall be as follows:

- (a) For the WWTP/Equipment Sale by Tender Process, \$500,000.00; and
 - (b) For the MHP Sale by Tender Process, \$4,800,000.00.
9. For greater certainty:
- (a) if the WWTP/Equipment Sale by Tender Process is engaged, paragraph 8 of the January 9 Order shall be of no further force or effect; and
 - (b) if the MHP Sale by Tender Process is engaged, paragraphs 3-5, 7, 10-12, and 18-23 of the January 9 Order shall be of no further force or effect.

Extension of Stay of Proceedings

10. The Amended and Restated Initial Order of the Honourable Mr. Justice N.G. Gabrielson granted in these proceedings on July 5, 2018 (the "**Amended and Restated Initial Order**"), and the stay of proceedings provided therein, shall be and are hereby further extended, effective as of 11:59 p.m. on Friday, February 15, 2019 until 11:59 p.m. Saskatchewan time on Friday, March 15, 2019.

Miscellaneous Matters

11. If an application to the Registrar of Titles for the Province of Saskatchewan is made to register the Revised Servicing Agreement dated February 6, 2019 (amended February 12, 2019) between Copper Sands Land Corp. and MDI Utility Corp. against title to LSD 4, the Registrar of Titles shall be and is hereby directed to accept such application.
12. If the Refinancing Proceeds are distributed on or before February 28, 2019, and an application to the Registrar of Titles for the Province of Saskatchewan is made to discharge any encumbrances from title to LSD 4 pursuant to paragraph 9(c)(ii) of the January 9 Order, the Registrar of Titles shall be and is hereby directed to accept such application.
13. For greater certainty:
- (a) the authority granted to Copper Sands Group in paragraph 8 of the January 9 Order to "take all steps and do all things necessary to complete the Refinancing Transaction, including signing all necessary documents, incurring all necessary obligations and granting all necessary security" includes the authority to transfer title to LSD 4 to MDI Utility Corp.;
 - (b) except as expressly provided in this Order, the January 9 Order remains in full force and effect in all other respects;

- (c) the Order (Extension of Time for Closing) of Honourable Mr. Justice N.G. Gabrielson granted in these proceedings on January 23, 2019 is subsumed within this Order; and
- (d) if the Proposed Sale does not close on or before Thursday, February 28, 2019 all deposit funds held in relation to the Proposed Sale are hereby forfeited and, they shall be distributed in the order contemplated in paragraphs 13(c-j) of the January 9 Order.

ISSUED at Saskatoon, Saskatchewan, this 13 day of February, 2019.



(Deputy) Local Registrar

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