

SUPERIOR COURT
(Commercial Division)

C A N A D A
PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

Court No: 500-11-041305-117

Date: October 7, 2011

Present: THE HONOURABLE LOUIS J. GOUIN, J.S.C.

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

**HOMBURG INVEST INC.
HOMBURG SHARECO INC.
CHURCHILL ESTATES DEVELOPMENT LTD.
INVERNESS ESTATES DEVELOPMENT LTD.
CP DEVELOPMENT LTD.**

Debtors

-and-

**HOMCO REALTY FUND (52) LIMITED PARTNERSHIP
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 REALTY FUND (105) LIMITED PARTNERSHIP
HOMCO REALTY FUND (121) LIMITED PARTNERSHIP
HOMCO REALTY FUND (122) LIMITED PARTNERSHIP
HOMCO REALTY FUND (142) LIMITED PARTNERSHIP
HOMCO REALTY FUND (199) LIMITED PARTNERSHIP**

Mis-en-cause

-and-

SAMSON BÉLAIR/DELOITTE & TOUCHE INC.

Monitor

-and-

**STICHTING HOMBURG BONDS
STICHTING HOMBURG CAPITAL SECURITIES**

Trustees

CASE MANAGEMENT ORDER #3

- [1] **FURTHER** to the court hearing held on October 6, 2011, with counsels to the Debtors and Mis-en-cause, to the Monitor, to the Trustees and to other various parties interested in this matter, the following Trustees' motions are still pending :
- a. "De Bene Esse Motion for an Order Lifting the Stay of Proceedings for the Purpose of Seeking Relief in Respect of Homburg Invest Inc.'s Annual General Meeting" (the "**Motion to Lift**"), pursuant to Sections 11.2 et seq. of the *Companies' Creditors Arrangement Act R.S.C. 1985 c. C-36* (the "**CCAA**");
 - b. "Amended Motion for Amendments to the Initial Order" (the "**Motion to Amend**"), pursuant to Sections 11, 11.02, 11.51 and 36 of the CCAA, but only with respect to paragraphs 25.1 to 25.10 thereof, and related conclusions, dealing with the "Applicant Partnerships"; and
 - c. "Motion for the Payment of Fees, Disbursements and Expenses of the Indenture Trustees and the Indenture Trustees' Advisors and Related Relief" (the "**Motion for Fees**"), pursuant to Section 11.52 of the CCAA,
- (collectively, the "**Motions**");
- [2] **CONSIDERING** the Initial Order issued by the Court in this matter on September 9, 2011 (the "**Initial Order**");
- [3] **CONSIDERING** the Case Management Order #1 issued by the Court on September 26, 2011 (the "**CMO #1**") and the Case Management Order #2 issued by the Court on October 4, 2011 (the "**CMO #2**");
- [4] **CONSIDERING** the First Extension Order issued by the Court in this matter on October 7, 2011, extending the Stay Period provided under the Initial Order up to December 9, 2011;
- [5] **CONSIDERING** the Bondholders Listing Order issued by the Court in this matter on October 7, 2011 (the "**Bondholders Listing Order**");
- [6] **CONSIDERING** that all parties shall focus on achieving, as quickly as possible, a successful restructuring, and shall therefore try to solve, as diligently as possible, issues preventing that from happening;
- [7] **CONSIDERING** that, notwithstanding paragraphs [5], [8] and [9] of the CMO #2, the Debtors and Mis-en-cause, and the Trustees, still have unresolved issues with respect to their respective requests for documents and examinations related to the Motion to Lift;
- [8] **CONSIDERING** that the parties should move, as quickly as possible, in proceeding with the Motions and, to facilitate the process, the Court will, from time to time, give some guidance, including what it may take into consideration when it proceeds on the merits of a specific matter;

THEREFORE, THE COURT:

A. BONDHOLDERS LISTING ORDER

- [9] **DECLARES** that the requested information under the Bondholders Listing Order should be provided by the Trustees to the Debtors and the Monitor, as soon as possible, and, in any event, before proceeding on the merits of the Motions;

B. MOTION TO LIFT

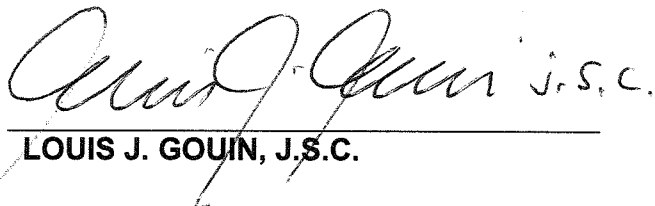
- [10] **DECLARES** that, with respect to the Motion to Lift, any requests of documents or for examinations have, as a first step, to be related to the "new Power of Attorney" and "Heads of Agreement", referred to as Exhibits P-8 and P-9 therein;
- [11] **ORDERS** the Debtors and Mis-en-cause, and the Trustees to exchange such documents, and to proceed with the examination, or the continuation thereof, of Mr. Henk Knuvers (the "**Witness**"), for matters related to said documents, at a time and a place convenient to the Witness, including by videoconference, if necessary;

C. MOTION FOR FEES

- [12] **DECLARES** that the Court may be prepared to consider a request by an interested person under Section 11.52(1) of the CCAA, subject to a favourable recommendation from the Monitor, the "conductor of orchestra" as referred to in the CMO #1, and subject to such interested person playing in the same orchestra, i.e. being an effective participant in the orchestra;

D. GENERAL

- [13] **REQUESTS** the parties to make all reasonable efforts to settle, as diligently as possible, outstanding issues and, if need be, to apply to the Court for further guidance;
- [14] **INFORMS** the parties that a court hearing might be held on October 19 or 20, 2011, if they are ready to proceed with any of the Motions.
- [15] **THE WHOLE WITHOUT COSTS.**



LOUIS J. GOUIN, J.S.C.

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