

CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL

SUPERIOR COURT

(Commercial Division)
(Bankruptcy and Insolvency Matter)

N°: 500-11-049304-155

IN THE MATTER OF THE BANKRUPTCY OF:

HOMCO REALTY FUND (68) LTD PARTNERSHIP, a limited partnership organized under the laws of Canada, with business address at 32 Akerley Blvd., Dartmouth, Nova Scotia in Canada

Debtor

- and -

SAMSON BÉLAIR/DELOITTE & TOUCHE INC., a legal person duly constituted under the *Canada Business Corporations Act*, having its place of business at 1 Place Ville Marie, Suite 3000, Montreal, Quebec, H3B 4T9

Trustee

- and -

VALBONNE REAL ESTATE B.V., a private company with limited liability, incorporated under the laws of the Netherlands, having its corporate seat at Amsterdam, the Netherlands, acting by its Appointed Trustee, Mr. Terry Steffens, in his capacity as trustee in Bankruptcy

Applicant/Creditor

MOTION ON AN APPLICATION FOR A BANKRUPTCY ORDER
(Section 43 of the *Bankruptcy and Insolvency Act*)

TO ONE OF THE HONORABLE JUDGES OF THE SUPERIOR COURT SITTING IN THE COMMERCIAL DIVISION, IN THE DISTRICT OF MONTREAL, THE APPLICANT/CREDITOR SETS OUT THE FOLLOWING:

1. Valbonne Real Estate B.V. (hereinafter "**Valbonne**") is a limited liability company, whose only business involved exploiting a single tenant building located in Nuremberg, Germany;

2. Valbonne was declared bankrupt by the District Court of Amsterdam, the Netherlands, on November 9, 2011;
3. Consequently, Mr. Steffens is acting as the Court Appointed Trustee for Valbonne;
4. The Debtor, Homco Realty Fund (68) Ltd Partnership (hereinafter "**Homco68**"), is a partnership whose general partner is Homburg L.P. Management Incorporated, and its limited partner was Homburg Invest Inc. (hereinafter "**HII**"), until the latter's interests were sold on December 31, 2010;
5. HII has filed for protection under the *Company's Creditors Arrangement Act*, in the file bearing number 500-11-041305-117 (the "**HII CCAA**"). The Initial Order was rendered on September 9, 2011;
6. The Debtor is indebted towards Valbonne in the amount of EUR 45,917,529.95, plus accrued interest since July 13, 2012, as it appears from a proof of claim filed within the claims process in the HII CCAA on July 13, 2012, a copy of which is disclosed as **Exhibit R-1**;
7. The Debtor Homco68 has recognized owing the amount to Valbonne, without dispute. Specifically, it has recognized owing EUR 41,258,711.86 as at April 21, 2015, as it appears from a copy of the balance sheet, disclosed as **Exhibit R-2**;
8. The Debtor Homco68 is presently insolvent and has no asset other than the claim it holds against HII and for which a proof of claim was filed on July 13, 2012, a copy of which is disclosed as **Exhibit R-3**. The dividend to be paid to Homco68 as a result of this claim is currently held in trust by HII's Monitor, in Montreal;
9. In addition to being insolvent, the Debtor has committed itself an act of bankruptcy within the last six months, where it has ceased to meet its liabilities;
10. Specifically, the Debtor has failed to pay Valbonne the amount of EUR 45,917,529.95 when due;
11. Apart from Valbonne, Homco68 has no other creditor;
12. The Debtor and HII do not oppose to this application for bankruptcy;
13. Samson Bélair/Deloitte & Touche has agreed to act as Appointed Trustee for Homco68 under the *Bankruptcy and Insolvency Act*;
14. Samson Bélair/Deloitte & Touche is also the Court appointed Monitor in the HII CCAA proceedings, which are being supervised by the Superior Court of Québec (commercial division) in the judicial district of Montreal. HII is the former limited partner of Homco68 and Homburg L.P. Management Incorporated, Homco68's general partner, is part of the HII group of companies. In addition, Homco68, through its general partner Homburg L.P. Management Incorporated has carried on business in the past year, in Montreal, by negotiating an agreement with the Applicant as part of the HII CCAA proceedings;
15. The Applicant does not hold any security on any of the Debtor's property, for the payment of the debt;

FOR THESE REASONS, MAY IT PLEASE THIS HONORABLE COURT TO:

ALLOW the application for a bankruptcy order;

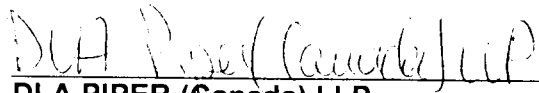
MAKE a bankruptcy order against Homco Realty Fund (68) Ltd Partnership;

DECLARE Homco Realty Fund (68) Ltd Partnership bankrupt;

APPOINT SAMSON BÉLAIR/DELOITTE & TOUCHE INC. as Trustee of the property of Homco Realty Fund (68) Ltd Partnership;

THE WHOLE without costs, unless this motion is contested.


Montreal, July 1st, 2015



DLA PIPER (Canada) LLP

Attorneys for the Applicant/Creditor Valbonne Real Estate B.V., acting by its appointed Trustee Terry Steffens

TRUE COPY


DLA Piper (Canada) LLP

CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL

SUPERIOR COURT

(Commercial Division)
(Bankruptcy and Insolvency Matter)

N° :

IN THE MATTER OF THE BANKRUPTCY OF:

HOMCO REALTY FUND (68) LTD PARTNERSHIP, a limited partnership organized under the laws of Canada, with business address at 32 Akerley Blvd., Dartmouth, Nova Scotia in Canada

Debtor

- and -

SAMSON, BÉLAIR/DELOITTE & TOUCHE INC., a legal person duly constituted under the *Canada Business Corporations Act*, having its place of business at 1 Place Ville Marie, Suite 3000, Montreal, Quebec, H3B 4T9

Trustee

- and -

VALBONNE REAL ESTATE B.V., a private company with limited liability, incorporated under the laws of the Netherlands, having its corporate seat at Amsterdam, the Netherlands, acting by its Appointed Trustee, Mr. Terry Steffens, in his capacity as trustee in Bankruptcy

Applicant/Creditor

DETAILED AFFIDAVIT

I, the undersigned, TERRY STEFFENS, acting as Court Appointed Trustee of Valbonne Real Estate B.V., working at Fort Advocate, having its place of business at Koningslaan 60, 1075 AG Amsterdam, solemnly declare the following:

1. Valbonne Real Estate B.V. (hereinafter "**Valbonne**") is a limited liability company, whose only business involved exploiting a single tenant building located in Nuremberg, Germany;
2. Valbonne was declared bankrupt by the District Court of Amsterdam, the Netherlands, on November 9, 2011;

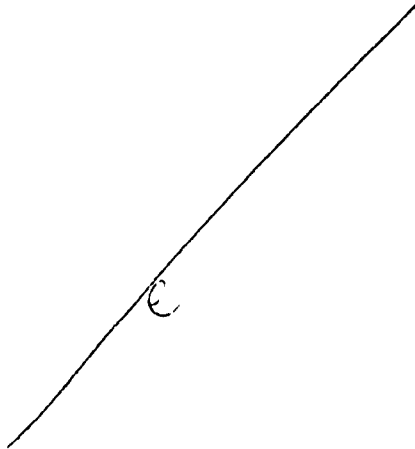
3. Consequently, I am acting as the Court Appointed Trustee for Valbonne;
4. The Debtor, Homco Realty Fund (68) Ltd Partnership (hereinafter "**Homco68**"), is a partnership whose general partner is Homburg L.P. Management Incorporated, and its limited partner was Homburg Invest Inc. (hereinafter "**HII**"), until the latter's interests were sold on December 31, 2010;
5. HII has filed for protection under the *Company's Creditors Arrangement Act*, in the file bearing number 500-11-041305-117 (the "**HII CCAA**"). The Initial Order was rendered on September 9, 2011;
6. The Debtor is indebted towards Valbonne in the amount of EUR 45,917,529.95, plus accrued interest since July 13, 2012, as it appears from a proof of claim filed within the claims process in the HII CCAA on July 13, 2012, Exhibit **R-1**;
7. The Debtor Homco68 has recognized owing the amount to Valbonne, without dispute. Specifically, it has recognized owing EUR 41,258,711.86 as at April 21, 2015, Exhibit **R-2**;
8. The Debtor Homco68 is presently insolvent and has no asset other than the claim it holds against HII and for which a proof of claim was filed on July 13, 2012, Exhibit **R-3**;
9. In addition to being insolvent, the Debtor has committed itself an act of bankruptcy within the last six months where it has ceased to meet its liabilities;
10. Specifically, the Debtor has failed to pay Valbonne the amount of EUR 45,917,529.95 when due;
11. Apart from Valbonne, Homco68 has no other creditor;
12. The Debtor and HII do not oppose to this application for bankruptcy;
13. Samson, Bélair/Deloitte & Touche has agreed to act as Appointed Trustee for Homco68 under the *Bankruptcy and Insolvency Act*;
14. Samson, Bélair/Deloitte & Touche is also the appointed Trustee in the HII CCAA proceedings, which are being dealt with in the judicial district of Montreal. Moreover, Homco68 is part of the HII group of companies;
15. The Applicant does not hold any security on any of the Debtor's property, for the payment of the debt;
16. All of the facts alleged in the present Affidavit are true.

AND I HAVE SIGNED

TERRY STEFFENS

Solemnly affirmed before me, at
this day of July 2015

Seen by me, Guido Tjado Tjadens, civil-law notary in Amsterdam, The Netherlands, for legalization of the signature written in this document, of Mr Terry STEFFENS, born on 21 April 1972 in Utrecht, The Netherlands, holder of a Dutch passport with number: NU1JB8F43
Amsterdam, The Netherlands, 1 July 2015.





TRUE COPY


DLA Piper (Canada) LLP
DLA Piper (Canada) LLP

NOTICE OF PRESENTATION

TO: HOMCO REALTY FUND (68) LTD PARTNERSHIP
32 Akerley Blvd.
Dartmouth, Nova Scotia, Canada

AND: HOMBURG L.P. MANAGEMENT INCORPORATED
1959 Upper Water Street, suite 900
Halifax, Nova Scotia, Canada, B3J 3N2

AND: OSLER, HOSKIN & HARCOURT
Me Martin Desrosiers
1000 De La Gauchetière Street West
Suite 2100
Montréal QC H3B 4W5

Attorney for Homco Realty Fund (68) Ltd Partnership

AND : MCCARTHY TÉTRAULT LLP
Me Jocelyn Perreault
Suite 2500
1000 De La Gauchetière Street West
Montréal QC H3B 0A2

Attorney for Samson Bélair/Deloitte & Touche

TAKE NOTICE that the present Motion will be presented for adjudication before the Superior Court, Commercial Division, Bankruptcy and Insolvency Matters, in the district of Montreal, on **August 20, 2015 at 9:00 a.m., room 16.10**, at the Court House of Montreal, 1, Notre-Dame Street East, Quebec, or as soon as counsel may be heard.

Montreal, July 1st, 2015

DLA Piper (Canada) LLP

DLA PIPER (Canada) LLP

Attorneys for the Applicant/Creditor Valbonne
Real Estate B.V., acting by its appointed
Trustee Terry Steffens

TRUE COPY

DLA Piper (Canada) LLP
DLA Piper (Canada) LLP

DLA Piper (Canada) s.e.n.c.r./LLP
Avocats • Lawyers

CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL

SUPERIOR COURT

(Commercial Division)
(Bankruptcy and Insolvency Matter)

N° :

IN THE MATTER OF THE BANKRUPTCY OF:

HOMCO REALTY FUND (68) LTD PARTNERSHIP,

Debtor

- and -

SAMSON BÉLAIR/DELOITTE & TOUCHE INC.,

Trustee

- and -

VALBONNE REAL ESTATE B.V.,

Applicant/Creditor

LIST OF EXHIBITS

- Exhibit R-1: Valbonne's Proof of Claim filed within the claims process in the HII CCAA on July 13, 2012;
- Exhibit R-2: Balance Sheet in the amount of EUR 41,258,711.86;
- Exhibit R-3: Homco68's Proof of Claim.

Montreal, July 1st, 2015

DLA Piper (Canada) LLP

DLA PIPER (Canada) LLP

Attorneys for the Applicant/Creditor Valbonne
Real Estate B.V., acting by its appointed
Trustee Terry Steffens

TRUE COPY

DLA Piper (Canada) LLP
DLA Piper (Canada) LLP

DLA Piper (Canada) s.e.n.c.r.l./LLP
Avocats • Lawyers

SCHEDULE B
FORM OF PROOF OF CLAIM

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

No.: 500-11-041305-117

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)

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 / Petitioners

-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

Mises-en-cause

-and-

Samson Bélair/Deloitte & Touche Inc.

Monitor

PROOF OF CLAIM

Please read the enclosed Instruction Letter carefully prior to completing this Proof of Claim.

A. PARTICULARS OF CREDITOR

1. Full legal name of creditor: Valbonne Real Estate NV (the "Creditor").

(Full legal or Corporate name should be the name of the original Creditor, not the Assignee. Do not file separate Proofs of Claim by division of the same Creditor.)

2. Full mailing address of the Creditor (the original Creditor, not the Assignee):

Valbonne Real Estate B.V.

attn: its Bankruptcy Trustee

Koningstraat 60

1075 AG Amsterdam - the Netherlands

3. Telephone number of Creditor: +31(0)20 - 664 5111

4. Facsimile number of Creditor: +31(0)20 - 6620470

5. E-mail address of Creditor: bults@fortaduncoaten.nl

6. Attention (Contact person): MR. L. Bults

7. Has the claim been sold or assigned by Creditor to another party?

Yes No (If yes please complete section E)

B. PARTICULARS OF DEBTOR

Full legal name of entity against which the claim is made: Homburg Invest Inc. (the "Debtor").

A SEPARATE PROOF OF CLAIM MUST BE FILED FOR EACH DEBTOR.

C. PROOF OF CLAIM

I, Terry Steffens a.g. [Name of Creditor or Representative of the Creditor], of Amsterdam (City, Province) do hereby certify:

A) that I (please check one):

am the Creditor of the Debtor; or

hold the following position of Bankruptcy Trustee (state position or title) of the Creditor of the Debtor.

B) The Debtor was and is indebted to the Creditor as follows (include all claims that you assert against the Debtor. Claims should be filed in the currency of the transactions and such currency should be indicated as provided below):

i) Claim (arising on or prior to September 9, 2011):

| | |
|-----------------|------------------|
| Amount of Claim | Currency |
| 42,917,529.95 | EUR |
| Amount secured | Amount unsecured |
| X | X |

Note: the amount of claims is subject to possible amendments

ii) Restructuring Claim or Subsequent Restructuring Claim:

| | |
|-----------------|------------------|
| Amount of Claim | Currency |
| | |
| Amount secured | Amount unsecured |
| | |

If the Claim is in a foreign currency, it shall be converted to Canadian dollars at the Bank of Canada noon spot rate of exchange for exchanging the currency to Canadian dollars on September 9, 2011.

USD\$1 = CDN\$0.9971

€1 = CDN\$1.3626

D. PARTICULARS OF CLAIM

Provide all particulars of the Covered Claim including amount, description of transaction(s) or agreement(s) giving rise to the Covered Claim, name of any guarantor which has guaranteed the Covered Claim, copies of all relevant agreements and statements of account, and amount of invoices, particulars of all credits, discounts, counterclaims or payments to which the Debtor is entitled, description of the security, if any granted to the Creditor or assigned by the Creditor in respect of the Covered Claim and estimated value of such security, particulars of any subsequent claim and any other supporting documentation. If the claim is contingent or unliquidated, state the basis and provide evidence upon which the claim has been valued.

E. PARTICULARS OF ASSIGNEE(S) (IF ANY)

1. Full Legal Name of Assignee(s) of Claim (if all or a portion of the Claim has been sold). (If there is more than one assignee, please attach separate sheets with the following information):

_____ (the "Assignee")

Amount of Total Claim Assigned \$ _____

Amount of Total Claim Not Assigned \$ _____

Total Amount of Claim \$ _____

(should equal the total claim as entered in Section C)

2. Full mailing address of Assignee:

3. Telephone number of Assignee: _____

4. Facsimile number of Assignee: _____

5. E-mail address of Assignee: _____

6. Attention (Contact person): _____

F. FILING OF PROOF OF CLAIM

The duly completed Proof of Claim together with supporting documentation must be returned and received by the Monitor, no later than 5:00 p.m. Eastern Prevailing Time on July 13, 2012, by e-mail, facsimile, courier or registered mail to the address set out below:

FAILURE TO FILE YOUR PROOF OF CLAIM BY SUCH DATE WILL RESULT IN YOUR CLAIM BEING FOREVER EXTINGUISHED AND BARRED.

Mailing Address

Samson Bélair/Deloitte & Touche Inc., Court-appointed Monitor of Homburg Invest Inc. and related entities
1 Place Ville Marie, Suite 3000
Montréal QC H3B 4T9

Attention: Pierre Laporte and Benoît Clouâtre
Fax: 514-393-5344
E-mail: pilaporte@deloitte.ca and bclouatre@deloitte.ca

G. CERTIFICATION

I hereby certify that:

- I am the Creditor or an authorized representative of the Creditor;
- I have knowledge of all the circumstances connected with this Covered Claim;
- The Creditor asserts this Covered Claim against the Debtor; and
- Complete documentation in support of this Covered Claim is attached.

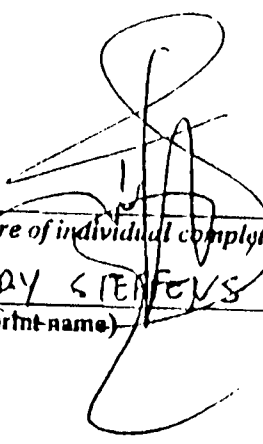
DATED at July this 13 day of July, 2012.



(Signature of Witness)

Lorenz Bults

(Please print name)



(Signature of individual completing this form)

LEROY STEFENS

(Please print name)

An electronic version of this form is available at <http://www.deloitte.com/ca/homburg-invest>

| Month | Beginning Balance | Capitalized Interest | Ending Balance |
|--------------|-------------------|----------------------|----------------|
| September-10 | 30 274 747,00 | | |
| October-10 | 30 274 747,00 | 171 809,19 | 30 446 556,19 |
| November-10 | 30 446 556,19 | 172 784,21 | 30 619 340,40 |
| December-10 | 30 619 340,40 | 173 764,76 | 30 793 105,15 |
| January-11 | 30 793 105,15 | 174 750,87 | 30 967 856,02 |
| February-11 | 30 967 856,02 | 175 742,58 | 31 143 598,61 |
| March-11 | 31 143 598,61 | 176 739,92 | 31 320 338,53 |
| April-11 | 31 320 338,53 | 177 742,92 | 31 498 081,45 |
| May-11 | 31 498 081,45 | 178 751,61 | 31 676 833,06 |
| June-11 | 31 676 833,06 | 179 766,03 | 31 856 599,09 |
| July-11 | 31 856 599,09 | 180 786,20 | 32 037 385,29 |
| August-11 | 32 037 385,29 | 181 812,16 | 32 219 197,45 |
| September-11 | 32 219 197,45 | 182 843,95 | 32 402 041,40 |
| October-11 | 32 402 041,40 | 183 881,58 | 32 585 922,98 |
| November-11 | 32 585 922,98 | 184 925,11 | 32 770 848,09 |
| December-11 | 32 770 848,09 | 185 974,56 | 32 956 822,66 |
| January-12 | 32 956 822,66 | 187 029,97 | 33 143 852,63 |
| February-12 | 33 143 852,63 | 188 091,36 | 33 331 943,99 |
| March-12 | 33 331 943,99 | 189 158,78 | 33 521 102,77 |
| April-12 | 33 521 102,77 | 190 232,26 | 33 711 335,03 |
| May-12 | 33 711 335,03 | 191 311,83 | 33 902 646,86 |
| June-12 | 33 902 646,86 | 192 397,52 | 34 095 044,38 |
| July-12 | 34 095 044,38 | 193 489,38 | 34 288 533,75 |
| August-12 | 34 288 533,75 | 194 587,43 | 34 483 121,18 |
| September-12 | 34 483 121,18 | 195 691,71 | 34 678 812,90 |
| October-12 | 34 678 812,90 | 196 802,26 | 34 875 615,16 |
| November-12 | 34 875 615,16 | 197 919,12 | 35 073 534,28 |
| December-12 | 35 073 534,28 | 199 042,31 | 35 272 576,58 |
| January-13 | 35 272 576,58 | 200 171,87 | 35 472 748,45 |
| February-13 | 35 472 748,45 | 201 307,85 | 35 674 056,30 |
| March-13 | 35 674 056,30 | 202 450,27 | 35 876 506,57 |
| April-13 | 35 876 506,57 | 203 599,17 | 36 080 105,75 |
| May-13 | 36 080 105,75 | 204 754,60 | 36 284 860,35 |
| June-13 | 36 284 860,35 | 205 916,58 | 36 490 776,93 |
| July-13 | 36 490 776,93 | 207 085,16 | 36 697 862,09 |
| August-13 | 36 697 862,09 | 208 260,37 | 36 906 122,46 |
| September-13 | 36 906 122,46 | 209 442,24 | 37 115 564,70 |
| October-13 | 37 115 564,70 | 210 630,83 | 37 326 195,53 |
| November-13 | 37 326 195,53 | 211 826,16 | 37 538 021,69 |
| December-13 | 37 538 021,69 | 213 028,27 | 37 751 049,96 |
| January-14 | 37 751 049,96 | 214 237,21 | 37 965 287,17 |
| February-14 | 37 965 287,17 | 215 453,00 | 38 180 740,18 |
| March-14 | 38 180 740,18 | 216 675,70 | 38 397 415,88 |
| April-14 | 38 397 415,88 | 217 905,34 | 38 615 321,21 |
| May-14 | 38 615 321,21 | 219 141,95 | 38 834 463,16 |
| June-14 | 38 834 463,16 | 220 385,58 | 39 054 848,74 |
| July-14 | 39 054 848,74 | 221 636,27 | 39 276 485,00 |
| August-14 | 39 276 485,00 | 222 894,05 | 39 499 379,06 |
| September-14 | 39 499 379,06 | 224 158,98 | 39 723 538,03 |
| October-14 | 39 723 538,03 | 225 431,08 | 39 948 969,11 |
| November-14 | 39 948 969,11 | 226 710,40 | 40 175 679,51 |
| December-14 | 40 175 679,51 | 227 996,98 | 40 403 676,49 |
| January-15 | 40 403 676,49 | 229 290,86 | 40 632 967,36 |
| February-15 | 40 632 967,36 | 230 592,09 | 40 863 559,45 |
| March-15 | 40 863 559,45 | 231 900,70 | 41 095 460,15 |
| April-15 | 41 095 460,15 | 233 216,74 | 41 328 676,88 |

Balance as at April 21, 2015: 41 258 711,86

Homco(68)LP

RECUE 10
13 JUL. 2012
Rep:-----

EXHIBIT
R-3

Deloitte.

| | | |
|-------------------------------------|---|-------------------|
| <input checked="" type="checkbox"/> | U | 40,717,935.34 gmv |
| <input type="checkbox"/> | P | _____ |
| <input type="checkbox"/> | S | _____ |

Samson Bélair/Deloitte & Touche Inc.
1 Place Ville Marie
Suite 3000
Montreal QC H3B 4T9
Canada

Tel.: 514-393-6335
Fax: 514-390-4103
www.deloitte.ca

PROOF OF CLAIM FORM

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL
No.: 500-11-041305-117

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)

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.
North Calgary Land Ltd.

Debtors / Petitioners

-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 (96) 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

Mises-en-cause

-and-

Samson Bélair/Deloitte & Touche Inc.

Monitor

PROOF OF CLAIM

Please read the enclosed Instruction Letter carefully prior to completing this Proof of Claim.

A. PARTICULARS OF CREDITOR

1. Full legal name of creditor Hemco Realty Fund (68) LP (the "Creditor").

(Full legal or corporate name should be the name of the original Creditor, not the Assignee. Do not file separate Proofs of Claim by division of the same Creditor.)

2. Full mailing address of the Creditor (the original Creditor, not the Assignee):

32 Akerley Blvd
Dartmouth, N.S.
B3B 1N1

3. Telephone number of Creditor: 902.468.4231

4. Facsimile number of Creditor: 902.469.6776

5. E-mail address of Creditor: halbright@hinvest.com

6. Attention (contact person): Heather Albright

7. Has the claim been sold or assigned by Creditor to another party?

Yes ___ No X (If yes, please complete section E.)

B. PARTICULARS OF HII GROUP ENTITY

Full legal name of entity against which the claim is made: Hemco Invest Inc. (the "HII Group Entity").

A SEPARATE PROOF OF CLAIM MUST BE FILED FOR EACH HII GROUP ENTITY.

C. PROOF OF CLAIM

I, Jamie Miles [Name of Creditor or Representative of the Creditor],
of Halifax, N.S. (City, Province) do hereby certify:

A) That, I (please check one):

___ am the Creditor of the HII Group Entity; or

X hold the following position of Director in the GP (state position or title) of the Creditor of the HII Group Entity

2. Full mailing address of Assignee:

3. Telephone number of Assignee: _____

4. Facsimile number of Assignee: _____

5. E-mail address of Assignee: _____

6. Attention (contact person): _____

F. FILING OF PROOF OF CLAIM

The duly completed Proof of Claim together with supporting documentation must be returned and received by the Monitor, no later than 5:00 p.m. (Eastern Prevailing Time) on July 13, 2012, by e-mail, facsimile, courier or registered mail to the address set out below:

FAILURE TO FILE YOUR PROOF OF CLAIM BY SUCH DATE WILL RESULT IN YOUR CLAIM BEING FOREVER EXTINGUISHED AND BARRED.

Mailing Address:

Samson Bélair/Deloitte & Touche Inc., Court-appointed Monitor of
Homburg Invest Inc. and certain of its related entities
1 Place Ville Marie, Suite 3000
Montreal QC H3B 4T9

Attention: Patrick Fillion
Fax: 514-390-4103
E-mail: HomburgInvestCCAA@deloitte.ca

11) The III Group Entity was and is indebted to the Creditor as follows (include all claims that you assert against the III Group Entity. Claims should be filed in the currency of the transactions and such currency should be indicated as provided below):

i) Claim (arising on or prior to September 9, 2011):

| | |
|-----------------|------------------|
| Amount of Claim | Currency |
| 40 717 935.34 | CAD |
| Amount secured | Amount unsecured |
| | |

ii) Restructuring Claim or Subsequent Restructuring Claim:

| | |
|-----------------|------------------|
| Amount of Claim | Currency |
| | |
| Amount secured | Amount unsecured |
| | |

If the Claim is in a foreign currency, it shall be converted to Canadian dollars at the Bank of Canada noon spot rate of exchange for exchanging the currency to Canadian dollars on September 9, 2011.

US\$1 = C\$0.9971

€1 = C\$1.3626

D. PARTICULARS OF CLAIM

Provide all particulars of the Covered Claim including amount, description of transaction(s) or agreement(s) giving rise to the Covered Claim, name of any guarantor which has guaranteed the Covered Claim, copies of all relevant agreements and statements of account, and amount of invoices, particulars of all credits, discounts, counterclaims or payments to which the Debtor is entitled, description of the security, if any granted to the Creditor or assigned by the Creditor in respect of the Covered Claim and estimated value of such security, particulars of any subsequent claim and any other supporting documentation. If the claim is contingent or unliquidated, state the basis and provide evidence upon which the claim has been valued.

E. PARTICULARS OF ASSIGNEE(S) (IF ANY)

1. Full Legal Name of Assignee(s) of Claim (if all or a portion of the Claim has been sold). (If there is more than one assignee, please attach separate sheets with the following information):

_____ (the "Assignee")

Amount of Total Claim Assigned \$ _____

Amount of Total Claim Not Assigned \$ _____

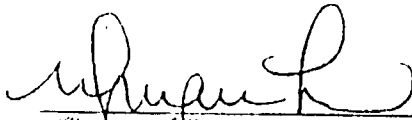
Total Amount of Claim \$ _____
(should equal the total claim as entered in Section C)

G. CERTIFICATION

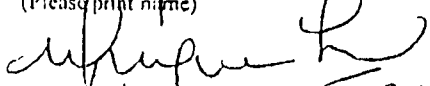
I hereby certify that:


- I am the Creditor or an authorized representative of the Creditor;
- I have knowledge of all the circumstances connected with this Covered Claim;
- The Creditor asserts this Covered Claim against the HHI Group Entity; and
- Complete documentation in support of this Covered Claim is attached.

DATED at _____ this _____ day of _____, 2012.



(Signature of Witness)
Monique Foren

(Please print name)

Monique Foren



(Signature of individual completing this form)
Heather Alpright

(Please print name)
Heather Alpright
Senior Analyst

An electronic version of this form is available at <http://www.deloitte.com/ca/homburg-invest>.

ME(S): DLA PIPER
V/D: 88012-00001
TELEPHONE: 514-392-8446
CANADA
PROVINCE OF QUÉBEC
SUPERIOR COURT (Commercial Division)
(Bankruptcy and Insolvency Matter)
DISTRICT OF MONTRÉAL
NO: 500-11-049204-155

**IN THE MATTER OF THE BANKRUPTCY OF:
HOMCO REALTY FUND (68) LTD PARTNERSHIP**

Debtor

-and-

SAMSON BÉLAIR/DELOITTE & TOUCHE INC.

Trustee

-and-

VALBONNE REAL ESTATE B.V.

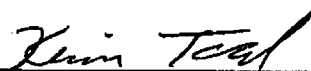
Applicant/Creditor

AFFIDAVIT OF SERVICE

I, **KEVIN TOAL**, Process Server and person of age of majority, of the City of Halifax, in the Province of Nova Scotia, **MAKE OATH AND SAY** that on August 5, 2015 at 10:35 hours, I served the Party named herein as **HOMBURG L.P. MANAGEMENT INCORPORATED** with a true copy of **MOTION ON AN APPLICATION FOR A BANKRUPTCY ORDER (Section 43 of the Bankruptcy and Insolvency Act), DETAILED AFFIDAVIT OF TERRY STEFFENS, NOTICE OF PRESENTATION, LIST OF EXHIBITS and EXHIBITS R-1 TO R-3** by delivering and then leaving the aforesaid as follows:

TO: CHRISTINE C. POUND, a reasonable person and Recognized Agent, authorized to accept such for Homburg L.P. Management Incorporated at 1959 Upper Water Street, Suite 900, Halifax, Province of Nova Scotia.

AND I HAVE SIGNED AT HALIFAX



KEVIN TOAL

SWORN BEFORE ME AT HALIFAX

This 6th day of August, 2015

**A Commissioner in and for the Province of
Nova Scotia**

STEPHEN P. KENNEDY
A Commissioner of the
Supreme Court of
Nova Scotia

gov.ns.ca
 Government of Nova Scotia
 Nova Scotia, Canada

Government of Nova Scotia gov.ns.ca

[Français](#)

[Home](#) > [Service Information](#) > [About Us](#) > [Services for Businesses](#) > [Registry of Joint Stock Companies](#)
 > [Search our Database](#) > [Name Lookup by File No List](#) > [Profile](#)

Text Size [A-](#) [A](#) [A+](#)

Profile

 [Printer Version](#)

[New Search](#) [Back to Inquiry Results](#)

[Profile Info](#) [People Info](#) [Activities Info](#) [Related Rec's Info](#)

PROFILE - HOMBURG L.P. MANAGEMENT INCORPORATED - as of: 2015-08-04 04:54 PM

| | |
|------------------------------------|---|
| Business/Organization Name: | HOMBURG L.P. MANAGEMENT INCORPORATED |
| Registry ID: | 2375122 |
| Type: | N.S. Limited Company |
| Nature of Business: | |
| Status: | Active |
| Jurisdiction: | Nova Scotia |
| Registered Office: | 1959 UPPER WATER STREET, SUITE 900 HALIFAX NS Canada B3J 3N2 |
| Mailing Address: | P.O. BOX 997 HALIFAX NS CANADA B3J 2X2 |

PEOPLE

| Name | Position | Civic Address | Mailing Address |
|--------------------|----------------------|--|------------------------------------|
| JAMES F. MILES | Director | 32 AKERLEY BOULEVARD DARTMOUTH NS B3B 1N1 | |
| JAMES F. MILES | VICE-PRESIDENT & CFO | 32 AKERLEY BOULEVARD DARTMOUTH NOVA SCOTIA B3B 1N1 | |
| CHRISTINE C. POUND | Recognized Agent | 1959 UPPER WATER STREET, SUITE 900 HALIFAX NS B3J 3N2 | P.O. BOX 997 HALIFAX NS B3J 2X2 |

ACTIVITIES

| Activity | Date |
|------------------------|------------|
| Annual Renewal | 2015-06-08 |
| Annual Statement Filed | 2015-06-08 |
| Annual Renewal | 2014-06-04 |

ME(S): DLA PIPER
V/D: 88012-00001
TELEPHONE: 514-392-8446
CANADA
PROVINCE OF QUÉBEC
SUPERIOR COURT (Commercial Division)
(Bankruptcy and Insolvency Matter)
DISTRICT OF MONTRÉAL
NO: 500-11-049204-155

IN THE MATTER OF THE BANKRUPTCY OF:

HOMCO REALTY FUND (68) LTD PARTNERSHIP Debtor

-and-

SAMSON BÉLAIR/DELOITTE & TOUCHE INC. Trustee

-and-

VALBONNE REAL ESTATE B.V. Applicant/Creditor

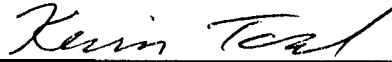
AFFIDAVIT OF SERVICE

I, **KEVIN TOAL**, Process Server and person of age of majority, of the City of Halifax, in the Province of Nova Scotia, **MAKE OATH AND SAY** that on August 5, 2015 at 10:35 hours, I served the Party named herein as **HOMCO REALTY FUND (68) LTD PARTNERSHIP** with a true copy of **MOTION ON AN APPLICATION FOR A BANKRUPTCY ORDER (Section 43 of the Bankruptcy and Insolvency Act), DETAILED AFFIDAVIT OF TERRY STEFFENS, NOTICE OF PRESENTATION, LIST OF EXHIBITS and EXHIBITS R-1 TO R-3** by delivering and then leaving the aforesaid as follows:

TO: CHRISTINE C. POUND, a reasonable person and Recognized Agent, authorized to accept such for Homco Realty Fund (68) Ltd Partnership at 1959 Upper Water Street, Suite 900, Halifax, Province of Nova Scotia.

That I have served the Debtor in this way as in the Province of Nova Scotia, Corporations are served via their registered Recognized Agent.

AND I HAVE SIGNED AT HALIFAX

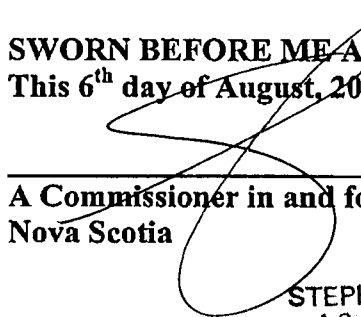


KEVIN TOAL

SWORN BEFORE ME AT HALIFAX

This 6th day of August, 2015

**A Commissioner in and for the Province of
Nova Scotia**



STEPHEN P. KENNEDY
A Commissioner of the
Supreme Court of
Nova Scotia

gov.ns.ca

Government of Nova Scotia
Nova Scotia, Canada

Français

[Home](#) |
 [About Us](#) |
 [Contact Us](#) |
 [Privacy Policy](#) |
 [Terms of Use](#)

Profile



[New Search](#) |
 [Back to Inquiry Results](#)

PROFILE - HOMBURG L.P. MANAGEMENT INCORPORATED - as of: 2015-08-04 04:54 PM

| | |
|------------------------------------|---|
| Business/Organization Name: | HOMBURG L.P. MANAGEMENT INCORPORATED |
| Registry ID: | 2375122 |
| Type: | N.S. Limited Company |
| Nature of Business: | |
| Status: | Active |
| Jurisdiction: | Nova Scotia |
| Registered Office: | 1959 UPPER WATER STREET, SUITE 900 HALIFAX NS Canada B3J 3N2 |
| Mailing Address: | P.O. BOX 997 HALIFAX NS CANADA B3J 2X2 |

PEOPLE

| Name | Position | Civic Address | Mailing Address |
|--------------------|----------------------|--|------------------------------------|
| JAMES F. MILES | Director | 32 AKERLEY BOULEVARD DARTMOUTH NS B3B 1N1 | |
| JAMES F. MILES | VICE-PRESIDENT & CFO | 32 AKERLEY BOULEVARD DARTMOUTH NOVA SCOTIA B3B 1N1 | |
| CHRISTINE C. POUND | Recognized Agent | 1959 UPPER WATER STREET, SUITE 900 HALIFAX NS B3J 3N2 | P.O. BOX 997 HALIFAX NS B3J 2X2 |

ACTIVITIES

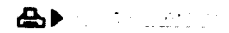
| Activity | Date |
|------------------------|------------|
| Annual Renewal | 2015-06-08 |
| Annual Statement Filed | 2015-06-08 |
| Annual Renewal | 2014-06-04 |

gov.ns.ca
 Government of Nova Scotia
 Nova Scotia, Canada

[Français](#)

[Home](#) > [About Us](#) > [Contact Us](#) > [Profile](#)

Profile



[New Search](#) [Back to Search Results](#)

PROFILE - HOMCO REALTY FUND (68) LIMITED PARTNERSHIP - as of: 2015-08-04 04:52 PM

| | |
|------------------------------------|---|
| Business/Organization Name: | HOMCO REALTY FUND (68) LIMITED PARTNERSHIP |
| Registry ID: | 3082159 |
| Type: | N.S. Limited Partnership |
| Nature of Business: | TO ACQUIRE, INVEST IN, AND OPERATE REAL PROPERTY |
| Status: | Active |
| Jurisdiction: | Nova Scotia |
| Registered Office: | 32 AKERLEY BOULEVARD DARTMOUTH NS Canada B3B 1N1 |
| Mailing Address: | 32 AKERLEY BOULEVARD DARTMOUTH NS Canada B3B 1N1 |

PEOPLE

| Name | Position | Civic Address | Mailing Address |
|--------------------|------------------|--|----------------------------------|
| CHRISTINE C. POUND | Recognized Agent | 1959 UPPER WATER STREET, SUITE 900 HALIFAX NS B3J 3N2 | PO BOX 997 HALIFAX NS B3J 2X2 |

ACTIVITIES

| Activity | Date |
|------------------|------------|
| Annual Renewal | 2015-07-31 |
| Annual Renewal | 2014-06-17 |
| Annual Renewal | 2013-07-29 |
| Appoint an Agent | 2012-09-05 |
| Annual Renewal | 2012-08-21 |
| Annual Renewal | 2011-08-15 |

CANADA

PROVINCE OF QUÉBEC
DISTRICT OF MONTREAL

SUPERIOR COURT
(COMMERCIAL DIVISION)
(BANKRUPTCY AND INSOLVENCY MATTER)

No. : 500-22-204356-136

HOMCO REALTY FUND (68) LTD PARTNERSHIP

Debtor

-and-

SAMSON BÉLAIR/DELOITTE & TOUCHE INC.

Trustee

vs.

VALBONNE REAL ESTATE B.V.

Applicant/Creditor

SERVICE BY TELECOPIER
(Sections 140.1, 146.0.1 et 146.0.2 C.C.P.)

EXPÉDITEUR :



DLA PIPER (CANADA) LLP

1501, McGill College Avenue, suite 1400
Montréal (Québec) H3A 3M8
Tel.: (514) 392-1991
Fax : (514) 392-1999

Mtre Annie Claude Beauchemin
Our file : 88012-00001

SERVED TO:

Me Jocelyn Perreault

FIRM :

McCARTHY TÉTRAULT LLP

FAX NO :

(514) 875-6246

DATE AND TIME OF TRANSMISSION :

August 7, 2015

11h05

NATURE OF DOCUMENT:

Motion on an application for a Bankruptcy Order
(Section 43 of the *Bankruptcy and Insolvency Act*)

NUMBER OF PAGES TRANSMITTED
INCLUDING THIS SLIP :

21

CONFIDENTIALITY

The information contained in this facsimile is privileged and confidential and for the use of the person specified above only. If it was transmitted to you by mistake, please immediately notify the sender by telephone and return the original document, without making a copy to us by mail. We will refund your expenses.

Xerox FaxCentre 2218
 ID fax machine : DAVIS LLP
 Numéro de série : CBC461091.....
 Numéro de fax : 5143921999

Nom/Numéro : 15880120000195148756246
 Page : 21
 Début : AOU-07-2015 11:26 VEN
 Fin : AOU-07-2015 11:33 VEN
 Mode : STANDARD G3
 Résultats : ***Envoi réussi***

CANADA

PROVINCE OF QUÉBEC
 DISTRICT OF MONTREAL

No. : 500-22-204358-138

SUPERIOR COURT
 (COMMERCIAL DIVISION)
 (BANKRUPTCY AND INSOLVENCY MATTER)

HOMCO REALTY FUND (88) LTD PARTNERSHIP

and-

SAMSON BÉLAIR/DELOITTE & TOUCHE INC.

vs.

VALBONNE REAL ESTATE B.V.

Debtor

Trustee

Applicant/Creditor

SERVICE BY TELECOPIER
 (Sections 140.1, 148.0.1 et 148.0.2 C.C.P.)

EXPÉDITEUR :



DLA PIPER (CANADA) LLP

1501, McGill College Avenue, suite 1400
 Montréal (Québec) H3A 3M8
 Tel.: (514) 392-1991
 Fax : (514) 392-1999

Mtre Annie Claude Beauchemin
 Our file : 88012-00001

SERVED TO:

Me Jocelyn Perreault

FIRM :

McCARTHY TÉTRAULT LLP

FAX NO :

(514) 875-6248

DATE AND TIME OF TRANSMISSION :

August 7, 2015

11h05

NATURE OF DOCUMENT:

Motion on an application for a Bankruptcy Order
 (Section 43 of the Bankruptcy and Insolvency Act)

NUMBER OF PAGES TRANSMITTED
 INCLUDING THIS SLIP :

21

CONFIDENTIALITY

The information contained in this facsimile is privileged and confidential and for the use of the person specified above only. If it was transmitted to you by mistake, please immediately notify the sender by telephone and return the original document, without making a copy to us by mail. We will refund your expenses.

Xerox FaxCentre 2218
 ID fax machine : DAVIS LLP
 Numéro de série : CBC461091.....
 Numéro de fax : 5143921999

Nom/Numéro : 15880150000195149048101
 Page : 0
 Début : AOU-07-2015 11:34 VEN
 Fin : AOU-07-2015 11:34 VEN
 Mode : STANDARD G3
 Résultats : ***Envoi réussi***

CANADA

PROVINCE OF QUÉBEC
 DISTRICT OF MONTREAL

No. : 500-22-204356-136

SUPERIOR COURT
 (COMMERCIAL DIVISION)
 (BANKRUPTCY AND INSOLVENCY MATTER)

HOMCO REALTY FUND (68) LTD PARTNERSHIP

Debtor

-and-

SAMSON BÉLAIR/DELOITTE & TOUCHE INC.

Trustee

vs.

VALBONNE REAL ESTATE B.V.

Applicant/Creditor

SERVICE BY TELECOPIER
 (Sections 140.1, 146.0.1 et 146.0.2 C.C.P.)

EXPÉDITEUR :

DLA PIPER (CANADA) LLP

1501, McGill College Avenue, suite 1400
 Montréal (Québec) H3A 3M8
 Tel.: (514) 392-1991
 Fax : (514) 392-1999



Mre Annie Claude Beauchemin
 Our file : 88012-00001

SERVED TO:

Me Martin Desrosiers

FIRM :

OSLER HOSKIN & HARTCOURT

FAX NO :

(514) 904-8101

DATE AND TIME OF TRANSMISSION :

August 7, 2015

11 h 08

NATURE OF DOCUMENT:

Motion on an application for a Bankruptcy Order
 (Section 43 of the *Bankruptcy and Insolvency Act*)

NUMBER OF PAGES TRANSMITTED
 INCLUDING THIS SLIP :

21

CONFIDENTIALITY

The information contained in this facsimile is privileged and confidential and for the use of the person specified above only. If it was transmitted to you by mistake, please immediately notify the sender by telephone and return the original document, without making a copy to us by mail. We will refund your expenses.

CANADA

PROVINCE OF QUÉBEC
DISTRICT OF MONTREAL

SUPERIOR COURT
(COMMERCIAL DIVISION)
(BANKRUPTCY AND INSOLVENCY MATTER)

No. : 500-22-204356-136

HOMCO REALTY FUND (68) LTD PARTNERSHIP

Debtor

-and-

SAMSON BÉLAIR/DELOITTE & TOUCHE INC.

Trustee

vs.

VALBONNE REAL ESTATE B.V.

Applicant/Creditor

SERVICE BY TELECOPIER
(Sections 140.1, 146.0.1 et 146.0.2 C.C.P.)

EXPÉDITEUR :



DLA PIPER (CANADA) LLP

1501, McGill College Avenue, suite 1400
Montréal (Québec) H3A 3M8
Tel.: (514) 392-1991
Fax : (514) 392-1999

Mtre Annie Claude Beauchemin
Our file : 88012-00001

SERVED TO:

Me Martin Desrosiers

FIRM :

OSLER HOSKIN & HARTCOURT

FAX NO :

(514) 904-8101

DATE AND TIME OF TRANSMISSION :

August 7, 2015

11 h 08

NATURE OF DOCUMENT:

Motion on an application for a Bankruptcy Order
(Section 43 of the *Bankruptcy and Insolvency Act*)

NUMBER OF PAGES TRANSMITTED
INCLUDING THIS SLIP :

21

CONFIDENTIALITY

The information contained in this facsimile is privileged and confidential and for the use of the person specified above only. If it was transmitted to you by mistake, please immediately notify the sender by telephone and return the original document, without making a copy to us by mail. We will refund your expenses.

No.

**SUPERIOR COURT
PROVINCE OF QUÉBEC
DISTRICT OF MONTREAL**

HOMCO REALTY FUND (68) LTD PARTNERSHIP,

Debtor

- and -
SAMSON BÉLAIR/DELOITTE & TOUCHE INC.

Trustee

- and -
VALBONNE REAL ESTATE B.V.,

Applicant/Creditor

**MOTION ON AN APPLICATION FOR A
BANKRUPTCY ORDER**
(Section 43 of the Bankruptcy and Insolvency Act)
**LIST OF EXHIBITS, EXHIBITS R-1 TO R-3 AND
NOTICE OF PRESENTATION**

copy

**Mtre A. C.
Beauchemin**

O/File : 88012-00001



1501, McGill College Avenue
Suite 1400
Montréal (Québec) H3A 3M8
Tel.: (514) 392-8446
Fax : (514) 392-8393
BH 0834