

COURT FILE NUMBER 1201-05843

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

DOCUMENT **TWENTY-NINTH REPORT OF THE MONITOR**

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, RSC 1985, c-36, AS AMENDED AND IN THE MATTER OF UBG BUILDERS INC., ALBERTA BUILDERS CAPITAL INC., ALPINE HOMES (2006) INC., AMERICAN BUILDERS CAPITAL (US) INC., EDGEWATER AT GRIESBACH INC., ELITE HOMES (2006) LTD., EVOLUTION BY GREENBORO INC., GREENBORO COMMUNITIES (2006) INC., GREENBORO ESTATE HOMES (2006) LTD., GREENBORO HOMES (2006) LTD., GREENBORO LUXURY HOMES INC., HIGH POINTE INC., MOUNTAINEERS VILLAGE (2006) INC., MOUNTAINEERS VILLAGE II INC., ORIGINS AT CRANSTON INC., SOUTH TERWILLEGAR VILLAGE INC., THE BRIDGES MANAGEMENT INC., THE LEDGES INC., TIMBERLINE LODGES (2006) INC., TODAY'S COMMUNITIES (2006) INC., TODAY'S HOMES (2006) INC., TUSCANY DEVELOPMENTS (2006) INC., UBG ALBERTA BUILDERS (2006) INC., UBG ALPINE HOMES (2006) LTD., UBG BRIDGES INC., UBG BUILDERS (USA) INC., UBG COMMERCIAL INC., UBG LAND INC., UBG LOT DEPOSIT CORP., UBG 4500 CALGARY INC., UBG 75 CANMORE INC., UBG 808 CALGARY INC., UNITY INVESTMENTS (2012) INC., VALMONT AT ASPEN STONE INC., VALOUR PARK AT CURRIE INC., VILLAGE AT THE HAMPTONS INC., VILLAGE ON THE PARK INC., WILDERNESS HOMES BY RIVERDALE INC., WILDERNESS RIDGE AT STEWART CREEK INC. (COLLECTIVELY, THE "**UBG GROUP OF COMPANIES**")

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Introduction

1. On May 9, 2012, the Court of Queen's Bench of Alberta ("**Court**") issued an order ("**Initial Order**") granting the UBG Group of Companies ("**UBG**" or the "**Company**") protection pursuant to the *Companies' Creditors Arrangement Act* ("**CCAA**") (the "**CCAA Proceedings**"). Ernst & Young Inc. ("**EY**") was appointed monitor ("**Monitor**") under the Initial Order.
2. On August 10, 2016 the Court issued an order substituting Deloitte Restructuring Inc. ("**Deloitte**") as Monitor in place of EY in connection with the move of Robert J. Taylor to Deloitte.
3. Since the date of the Initial Order the Monitor has filed 28 reports plus 15 project-specific reports in these CCAA Proceedings in connection with various Court applications made by UBG and other parties including obtaining approval for various Protocols for interim financing with several of the Company's lenders.
4. Pursuant to a Court Order made on February 22, 2017, the stay of proceedings under the Initial Order was extended from February 28, 2017 to May 31, 2017. The stay of proceedings expires on May 31, 2017.
5. Capitalized terms not defined in this twenty-ninth report (the "**Report**") are as defined in all Reports and orders previously issued in respect of these CCAA Proceedings.

Purpose of this Report

6. The purpose of this Report is to:
 - 6.1. Provide an update on certain of the Company's development projects since the date of the Monitor's twenty-eighth report; and
 - 6.2. Respectfully recommend that this Honourable Court make orders:
 - 6.2.1. extending the stay of proceedings under the Initial Order to August 31, 2017;
 - 6.2.2. providing such further and other relief that the Court considers just and warranted in the circumstances; and
 - 6.2.3. authorizing the Monitor to execute and deliver a discharge of the UBG Alpine Mortgage (as defined below).

Terms of reference

7. In developing this Report, the Monitor has relied upon unaudited financial information prepared by the Company's management, the Company's books and records and discussions with its management. The Monitor has not audited, reviewed or otherwise attempted to verify the accuracy or completeness of the information in a manner that would wholly or partially comply with Generally Accepted Assurance Standards pursuant to the *Chartered Professional Accountants Canada Handbook* and, accordingly, the Monitor expresses no opinion or other form of assurance in respect of the information. Future-oriented financial information relied upon in this Report is based on management's assumptions regarding future

events. Actual results achieved may vary from this information and these variations may be material, and as such the Monitor expresses no opinion or other form of assurance with respect to the accuracy of any financial information presented in this Report, or relied upon by the Monitor in preparing this Report.

Currency

8. All currency references in this Report are in Canadian dollars.

Background

Overview

9. UBG is a real estate development group overseeing various homebuilder companies. UBG is involved in residential and commercial real estate development in Alberta and real estate investment through its investment arms, Unity Investments (2012) Inc. ("**Unity Investments**"), Alberta Builders Capital Inc. ("**ABC Capital**") and American Builders Capital (US) Inc. ("**ABC US Capital**"). UBG was previously involved in residential real estate in Colorado Springs, Colorado, and San Antonio, Texas; however, all operations in the United States have been discontinued.
10. Considerable background detail and materials were included in the Monitor's Second Report and in the May 8, 2012 affidavit of Robert Friesen (the "**May 8th Friesen Affidavit**") filed in these CCAA Proceedings which included, *inter alia*, details on:
 - 10.1. The Company's corporate organization and divisional structure;
 - 10.2. Background on single family and multi-family projects;
 - 10.3. Further information on operations in the US;
 - 10.4. Commercial land and building holdings; and
 - 10.5. Investors.

Company's Activities

11. Since the commencement of the CCAA Proceedings, UBG addressed numerous Projects and those efforts, among other things, included:
 - 11.1. Continuing to close the sale of Residential Units;
 - 11.2. Discussions and meetings with certain Company lenders;
 - 11.3. Discussions and meetings with Alberta New Home Warranty Program ("**ANHWP**");

- 11.4. Quitclaiming UBG's head office property located in Calgary, Alberta owned by UBG 808 Calgary Limited Partnership to ICI Capital Corporation ("ICI");
- 11.5. Quitclaiming and or conveying 31 condominium units located in Canmore, Alberta owned by Timberline Lodges Limited Partnership to ICI and Bank of Montreal ("BMO");
- 11.6. Closing the sale of the property located in Canmore owned by The Ledges Limited Partnership;
- 11.7. Communicating with investors and Olympia Trust Company in respect of a solution to the Mountaineers Village II Project located in Canmore;
- 11.8. Closing the sale of 19 condominium units located in Canmore owned by Wilderness Ridge at Stewart Creek Limited Partnership ("Wilderness") and making a distribution to the creditors of Wilderness;
- 11.9. Closing the sale of the commercial property located in Canmore owned by UBG 75 Canmore Limited Partnership;
- 11.10. Closing the sale of the property located in Edmonton, Alberta owned by Village at the Hamptons Limited Partnership;
- 11.11. Closing the sale of the property located in Edmonton owned by Edgewater at Griesbach Limited Partnership;
- 11.12. Closing the agreement for transfer of the property located in Calgary owned by UBG Bridges Limited Partnership ("Bridges");
- 11.13. Concluding the South Terwillegar Village Limited Partnership Project ("Terwillegar") and making an initial distribution to the Terwillegar investors;
- 11.14. Vesting the lands located in Calgary owned by Valour Park at Currie Limited Partnership ("Valour Park") to Canadian Western Bank ("CWB");
- 11.15. Closing the sale of the property located in Edmonton owned by Village at Laurels Limited Partnership;
- 11.16. Closing the sale of the Project located in Calgary owned by Valmont at Aspen Stone Limited Partnership ("Valmont") and making a distribution to the creditors of Valmont;
- 11.17. Closing the sale of seven townhouse units owned by Origins at Cranston Limited Partnership ("Origins") to Attainable Homes Calgary Corporation ("Attainable Homes");
- 11.18. Collecting an intercompany receivable Wilderness Homes by Riverdale Limited Partnership ("Riverdale") and making a distribution to the creditors of Riverdale;
- 11.19. Negotiating the financing and completion of, and then the return of, 40 Calgary lots owned by Today's Homes Limited Partnership ("Today's Homes") to United Communities;

- 11.20. Successfully emerging Greenboro Homes Limited Partnership (“GHL”) from these CCAA Proceedings effective August 29, 2013;
- 11.21. Obtaining Court approval of a stalking horse solicitation process and subsequently a sale vesting Order in respect of Phase 3 of the Origins Project;
- 11.22. Resolving disputes in respect of claims against the Origins net sales proceeds and distributing funds to creditors;
- 11.23. Communicating and working with the investors in ABC US Capital and United States legal counsel in connection with the Court approved assignment of security to Valiant Trust Company (“Valiant”);
- 11.24. Communicating and working with the investors in the Murals at High Pointe Project, including the appointment of an investor steering committee, listing the Murals Project for sale and accepting the Fennell Offer (defined later in this Report) and distributed funds to creditors;
- 11.25. Obtaining Court approval of Greenboro Estate Homes Limited Partnership’s (“GEH”) Plan of Compromise and Arrangement (“Plan”) and successfully closing the transactions contemplated by the Plan and implementing same;
- 11.26. Working with Calbridge Homes in connection with developers, lenders, creditors and stakeholders;
- 11.27. Undertaking a detailed review of the banking information of the Village on the Park Project (“VOP”), negotiating a settlement with Lear Construction Management Ltd. (“Lear”) and making the final distribution to the VOP creditors and equity holders;
- 11.28. Working with the Monitor and its legal counsel to assess claims filed by creditors in these CCAA Proceedings including obtaining certain settlements;
- 11.29. Dealing with various lienholders in connection with the establishment, maintenance, verification and payment of various lien claims;
- 11.30. Addressing various Goods and Services Tax (“GST”) matters; and
- 11.31. Working with legal counsel and the Monitor in respect of certain UBG joint venture arrangements held by UBG Land Inc. (“UBG Land”).

Multi-Family Projects

Origins at Cranston

- 12. The Origins project is a three phase multi-family development located in south east Calgary. It comprises a total of 140 units (24 townhomes and 116 condominiums). Phase 1 is a 48 unit condominium building which is complete and all sales have closed. One unit that was not sold was transferred to Lear in

connection with a Distribution Order granted by this Honourable Court on October 30, 2015. Construction on Phase 3 consisting of 68 units had not been started and the bare land was sold with the Court approving such sale on August 4, 2014. The sale subsequently closed in late September 2014.

13. Phase 2 comprises 24 townhomes. 17 were completed by UBG and those sales have closed. The remaining seven townhomes were sold to Attainable Homes and that sale closed in early November 2013.
14. Funds were withheld in connection with several construction deficiency and warranty claims made against those funds. The Monitor and counsel to the UBG group of companies, Dentons Canada LLP ("**Dentons**"), reviewed the deficiency and warranty claims and were of the view that a portion of those claims were valid claims. The deficiency and warranty claims were settled with the Origins condominium corporation and Lear agreed to the settlement.
15. All matters in respect of the administration of this project have been addressed, a final distribution has been made to Lear and the GST account has been closed.

South Terwillegar

16. The project known as Terwillegar is a two phase 112 unit townhome complex located in Edmonton, Alberta. All construction is complete.
17. On July 10, 2013 UBG entered into an Interim Financing Agreement with Scotiabank whereby Scotiabank agreed to finance the remaining construction costs on 22 unfinished units. Concurrently, UBG entered into an Amended Development Agreement with Footprint Developments Ltd. ("**Footprint**") to complete construction of Terwillegar. Scotiabank was paid its loans in full in December 2013.
18. Unity Investments also provided financing on the Terwillegar project. Unity Investments holds a second secured position and is currently owed approximately \$1.95 million excluding interest.
19. On or about July 24, 2015, pursuant to an interim distribution Order dated June 30, 2015, the Monitor made a \$601,000 interim distribution to the investors who had invested in the Terwillegar project through Unity Investments (the "**Terwillegar Investors**").
20. The Monitor and UBG's counsel hold approximately \$140,000 from unit sales in respect of the following:
 - 20.1. Approximately \$85,000 in respect of GST potentially payable to the Canada Revenue Agency. To date, the Monitor has remitted to CRA approximately \$136,000 of the \$221,000 originally withheld in respect of potential GST liabilities. The Monitor has completed the outstanding GST returns for this project and anticipates a GST liability of approximately \$19,237, subject to CRA's final assessment;
 - 20.2. A contingency of approximately \$30,000 in respect of potential additional matters or costs that may be incurred to conclude administration on the Terwillegar project; and
 - 20.3. A contingency in respect of future professional fees to address the remaining Terwillegar matters.

21. In addition to the approximately \$140,000, there are two letters of credit, one in the amount of \$30,000 for the benefit of ANHWP and one in the amount of \$15,000 held by the City of Edmonton. ANHWP advises that warranty remediation costs and legal fees incurred in the CCAA Proceedings exceeds the \$30,000 letter of credit. The Monitor is reviewing ANHWP's position and does not anticipate any recovery.
22. The City of Edmonton advises that there are outstanding deficiencies that need to be addressed before the letter of credit can be released. The Monitor has contacted the contractor that completed construction of the project to determine how the deficiencies will be rectified.
23. It appears there will be additional funds available for distribution to the Terwillegar investors once CRA has assessed the final GST return and the letter of credit matters concluded.

Village on the Park

24. The project known as Village on the Park is a three phase 243 unit condominium complex comprising three buildings located in Edmonton. Construction on all three buildings is complete and all units have sold and closed.
25. Scotiabank was providing the financing on this project. The Scotiabank loan was retired in full on July 24, 2012.
26. Pursuant to the terms of the consent order granted on September 26, 2015 the Monitor distributed approximately \$518,000 to unsecured creditors with accepted unsecured claims and made a payment of \$3.0 million to Paycon Holdings Ltd. ("**Paycon**") in respect of its equity claim.
27. The Monitor completed the final GST returns and received a refund of approximately \$42,567.
28. All matters in respect of the administration of this project have been completed. A final distribution has been made to Paycon.

Murals

29. The project known as Murals is a three phase 59 townhome unit complex located in High River, Alberta. Phase 1 comprising 18 units and Phase 2 comprising 16 units are complete and the sales of all units in Phase 1 and 2 have closed. Phase 3 comprising 25 units had not yet started.
30. Unity Investments is the only secured creditor of Murals and the investors who invested in the Murals project through Unity Investments (the "**Murals Investors**") are owed more than \$2.2 million including interest. There is no other financing on the project.
31. Phase 2 of the project was completed pursuant to a completion agreement entered into with Stahl General Contracting Inc. An accounting (attached to the Monitor's Twentieth Report) was approved and net proceeds from the sale of the Phase 2 units were distributed to the Investors pursuant to the Murals Distribution Court Order issued on March 27, 2015.

32. By Extraordinary Resolution, made pursuant to the Murals Investors' security, the Murals Investors appointed an investor Steering Committee to assist with the marketing and sale of Phase 3 of the Murals Project.
33. A marketing and sales process was undertaken by the Steering Committee and a conditional offer was received and recommended to UBG and the Monitor by the Steering Committee (the "**Fennell Offer**"). The conditions of the Fennell Offer were subsequently satisfied and on June 30, 2015 a sale approval and vesting order was granted by this Honourable Court.
34. As a result of the Fennell Offer failing to close, there have been two amending agreements to the purchase. On October 14, 2015 the Second Purchase Amending Agreement was executed which resulted in an increase of the amount of the vendor take-back mortgage. The Steering Committee advised the Monitor that the Second Purchase Amending Agreement was the most favourable offer that will be received and accordingly the Steering Committee was in favour of closing.
35. The conveyance has closed under the Second Purchase Amending Agreement. There were several matters that remained outstanding due, in part, to UBG's limited employee resources. A Court order was obtained on December 9, 2016, providing the Monitor with enhanced powers to address certain administrative matters that UBG was unable to address due to the limited employee resources. As a result of that order, all documents in respect of the Fennell Offer have been executed by the Monitor pursuant to its enhanced powers.
36. The December 9, 2016 Court order also approved the Murals updated statement of receipts and disbursements, approved a distribution to the Steering Committee for the investors of Unity Investments (the "**Investors**"), authorized the Monitor to provide the most current list of Investors in the Monitor's possession to the Steering Committee and to execute the Declaration of Trust and Assignment of Debt and Security on behalf of the Monitor and Murals. All of the foregoing have now been completed.
37. The Monitor is advised that counsel for UBG continues to hold approximately \$22,617 in trust.
38. The Monitor has completed Murals' final GST return and closed the account. Accordingly all matters in respect of the administration of this project have been completed other than the distribution of the trust funds held by Dentons.

Wilderness

39. The sale of the Wilderness project to Highfield Stock Farm Inc. ("**Highfield**") closed on May 2, 2013. At the time of the sale, the Town of Canmore held a letter of guarantee in the amount of \$500,000 in respect of certain landscaping obligations. ANHWP holds a letter of guarantee in the amount of \$25,000. The Town of Canmore previously released \$495,000 of the guarantee and the remaining amount of \$5,000 was released in November 2015.
40. The Monitor distributed approximately \$1,441,000 to creditors with accepted claims against Wilderness.
41. W.H. Marshall Architect Ltd. et al ("**Marshall**") requested that UBG and the Monitor consent to an order lifting the stay in UBG's CCAA Proceedings in respect of Wilderness Homes by Riverdale Inc. ("**Wilderness**

Homes”) for the purpose of advancing a third party claim. Any judgement obtained by Marshall against Wilderness Homes will be limited to recoveries available under any applicable insurance policies. UBG and the Monitor did not oppose this request, as equal access to such records is being provided to all the parties to the litigation and those parties are bearing the costs of maintaining such records.

42. The Monitor has completed Wilderness’ final GST return and closed the account. Accordingly, all matters in respect of the administration of this project have now been concluded.

Mountaineers II

43. Mountaineers II comprises three acres of raw land located in the Three Sisters area in Canmore. Unity Investments holds security over this project and is owed approximately \$2.9 million. Based on information available to the Monitor, it appears that there is only one additional creditor on Mountaineers II which is the Town of Canmore in respect of outstanding property taxes.
44. This Honourable Court approved listing the property for sale in January 2013 at a listing price of \$1.6 million. There were no formal offers received for the property and the listing agreement was allowed to expire.
45. Two orders have been obtained by UBG, on June 30, 2015 and June 27, 2016, approving interim financing for the purpose of paying the property taxes accruing against the property.
46. The investors who invested in Mountaineers II through Unity Investments (the “**Mountaineers Investors**”) have expressed a desire to have the property conveyed to them through the establishment of a holding company. The Monitor understands that the process of establishing the holding company and a mechanism to address outstanding property taxes has been underway for an extended period. Recently, UBG was advised that the trustee for the trust indenture would be resigning and a plan is underway to replace the trustee and trust indenture with a new structure in the form of a syndicated mortgage. The Monitor understands that UBG is working with a mortgage administrator to finalize the documentation; however, issues with RRSP administration requirements have delayed that process and the strategy in place is presently being reviewed by certain of the Investors. The timing for the completion of that review is uncertain.

Valmont

47. The sale of the Valmont project was approved by this Honourable Court on August 30, 2013 and closed on September 6, 2013. Valmont continued to be in possession of a guest suite and an associated parking stall (collectively, the “**Guest Suite**”) which are to be sold to the Valmont Condominium Corporation for \$135,000 pursuant to the terms of the Condominium Corporation’s bylaws (the “**Bylaws**”).
48. As detailed in the Monitor’s earlier reports to Court in respect of the Valmont project (including the “**Second Valmont Report**” dated July 30, 2014), there were ongoing disputes with certain creditors in respect of the required lien fund, Square Foot Real Estate Corporation (“**Square Foot**”) in respect of “back end” commissions and West Gallant Developments Ltd. (“**West Gallant**”) in respect of the proper

characterization of its claim as a creditor claim or an equity claim, and the quantum of certain third party lien claims.

49. The Monitor's attempts to settle the Square Foot dispute were unsuccessful. The Square Foot application was heard on two dates, December 16, 2015 and February 10, 2016. On August 25, 2016 the Court issued its decision dismissing Square Foot's claim for "back end" commissions (the "**Square Foot Decision**"). The Monitor and Square Foot agreed that they would each bear their own costs of the applications, and Square Foot agreed not to appeal the Square Foot Decision.
50. West Gallant submitted a claim against Valmont in the amount of \$4,940,000. The Monitor did not dispute the quantum of West Gallant's claim but rather its priority. West Gallant filed a Notice of Dispute with the Monitor. West Gallant also raised questions in respect of certain valid lien claims filed by creditors. The matters have now been resolved with the lien holders, West Gallant's questions with respect to certain lien claims and West Gallant's claim priority.
51. The December 9, 2016 Court order approved the acceptance of unsecured late-filed claims of two creditors, approved the distribution of funds to the creditors and the equity claimant and authorized the Monitor to execute all required documents on behalf of the Monitor and Valmont to close the sale of the Guest Suite.
52. The Monitor distributed approximately \$2,322,418 to creditors with accepted claims against Valmont. Subsequently all documents in respect of the Guest Suite were executed, the Guest Suite was transferred to the Valmont Condominium Corporation and the sales proceeds of approximately \$135,000 were received by the Monitor.
53. The Monitor completed the final GST returns and received a refund of approximately \$39,107. The GST account has been closed.
54. The Monitor made its final distribution to the equity claimant, West Gallant. Accordingly, all matters in respect of the administration of this project have been concluded.

Single Family Projects

Greenboro Estate Homes Limited Partnership

55. On October 10, 2013 the Court issued an order approving GEH's Plan and the Plan was implemented on December 31, 2013.
56. The Monitor has reviewed the claims against GEH and issued several "NORs" With the exception of one claim that the Monitor is addressing, all other claims in respect of GEH have been resolved.
57. The unresolved claim relates to possible house construction deficiencies. The Monitor has proposed a settlement with the claimant and is working towards a final settlement.

Greenboro Luxury Homes

58. Greenboro Luxury Homes (Currie Barracks 1A) Limited Partnership ("**Greenboro Luxury LP**") was created to acquire and develop lands in the Currie Barracks area of Calgary. The project is limited to 16 high-value lots. As of the date of the CCAA Proceedings 14 homes had been developed and sold. Construction on the two remaining homes commenced during the CCAA Proceedings.
59. Both properties have been completed and the sales have closed. The construction financing was provided by TD pursuant to a financing protocol approved by this Honourable Court. The Greenboro Luxury LP TD loan has been paid in full. Dentons holds approximately \$620,161 from the sale of the homes.
60. There is approximately \$269,000 in deposits held by the legal firm of Cornerstone Law Group LLP ("**Cornerstone**") relating to four Greenboro Luxury LP homes. One homeowner indicated that there are workmanship deficiencies with respect to her home. The homeowner obtained quotes in respect of the deficiencies which indicate the deficiencies are approximately equal to the amount of the homeowner's deposit. The Monitor has been unable to arrange for the release of any deposits due, in part, to UBG's limited employee resources. The Monitor sent an email to Cornerstone on May 15, 2017 requesting confirmation of the amounts held and requesting that the funds be released to the Monitor.
61. The Monitor has reviewed the claims filed against GLH and issued several NORs. One claim filed against GLH remains under review. The timing of a distribution to creditors or the Investors is dependent on the assessment of the one claim under review and the receipt of the deposits.

Greenboro Homes Limited Partnership

62. On August 29, 2013 the Monitor filed the required Monitor's Certificate and GH has emerged from these CCAA Proceedings.
63. The landscaping claims have been addressed and distributions were made to those creditors with valid landscaping claims. There remain 4 claims that require resolution. Two of those claims relate to possible house construction deficiencies and two claims should have been made against a different UBG entity.
64. The Monitor provided settlement proposals to the creditors with claims relating to possible house construction deficiencies. One of the creditors accepted the settlement offered and the Monitor has issued the settlement payment.
65. The Monitor continues to address the remaining outstanding claim.
66. The claims made against a different UBG entity will be dealt with in a subsequent Court application.

Today's Homes

67. Certain of Today's Homes' single family homes were financed by Sterling Bridge Mortgage Corporation ("**Sterling Bridge**"). UBG entered into a lending agreement with Sterling Bridge to provide financing to Today's Homes of up to \$6.0 million to construct 17 homes. The Sterling Bridge Protocol which was approved by this Honourable Court on September 14, 2012 governs the financing relationship. Details of each of the Today's Homes projects are contained in the Second Report and the May 8th Friesen Affidavit.

68. A Second Sterling Bridge Protocol was approved by order of this Honourable Court on March 27, 2013 in respect of four pre-sold uneconomic homes.
69. Today's Homes was unable to complete construction on the homes being financed and a third party contractor was engaged to complete construction. Construction of the homes is complete and sales of all houses have closed.
70. The ABC Investors held mortgages on the four pre-sold uneconomic homes. There were several seasonal and other deficiencies on those homes that needed to be addressed before the final quantum of funds available for distribution to the ABC investors was known. The timing and the costs to complete the four pre-sold uneconomic homes including the numerous deficiencies was greater than initially budgeted. As a result, the Monitor distributed \$651,513.93 to the ABC Investors against mortgage amounts owed of \$766,163 (\$636,495 principal plus \$129,668.26 accrued interest).
71. Sterling Bridge has now been paid in full with respect to the Sterling Bridge Protocol and the Second Sterling Bridge Protocol. There remains approximately \$450,000 held by Dentons in connection with the Settlement Agreement with the Developer pertaining to the return of certain lots in the Sage Hill and Nolan Hill developments. These funds are subject to certain costs of Today's Homes.
72. There were in excess of 140 claims filed against Today's Homes. The Monitor has reviewed the claims filed against Today's Homes and issue several NORs. Three claims filed against Today's Homes remain under review. The timing of a distribution to creditors is dependent on the settlement of any disputes arising from the NORs issued and the assessment of the claims under review.

UBG Land Limited Partnership

73. The purpose of UBG Land was to enter into joint venture agreements ("**JVAs**") with certain third parties to acquire and build land inventories, and subdivide, service and sell those lands as single and multi-family development properties. The JVAs allowed UBG to participate in a broader range of products with a lower up front capital cost. The time horizon for development was long term.
74. UBG's legal counsel and the Monitor commenced a review of the JVAs to confirm UBG's ownership percentage, the status of each JV and whether the JVAs are in good standing. The JVAs contain numerous provisions in respect of default, prohibitions of sale, assignment or transfer which are complicated and which took significant time to assess. The review has revealed that there appears to be only one JVA (the "**Keswick JVA**") that has any substantive value and such value will most likely depend on the future development of the lands owned in the JVA.
75. In addition to the foregoing, UBG Land owned 21 lots located near Strathmore, Alberta. Those lots were financed by ABC Capital. All lots have been sold and the net proceeds have been distributed to the ABC

Capital investors. The ABC Capital investors have suffered a shortfall of approximately \$2.0 million in respect of the UBG Land lots.

76. In connection with a distribution to the creditors of UBG Land, the Monitor continues to assess the JVA's.
77. There will be a distribution to the UBG Land creditors. The Monitor has reviewed the claims filed against UBG Land (in addition to the amounts owed to the ABC capital investors) and has issued several NORs. One claim filed against UBG Land remains under review. The timing of any distribution to the creditors is dependent on the assessment of the one claim still under review.

Investors

78. The Company attracted investment through its Unity Investments division as described in the Second Report and more fully in the May 8th Friesen Affidavit.
79. There are approximately 227 individual investors who invested through Unity Investments, ABC Capital and ABC US Capital.
80. Certain amounts have been distributed to the investors in ABC Capital in connection with the Sterling Bridge financing of Today's Homes and proceeds realized upon closing single family house sales where the lot purchase was financed by ABC Capital.
81. Since the commencement of the CCAA proceedings, distributions totaling approximately \$9.7 million and \$2.3 million have been made to the Series A and Series A3 investors, respectively.
82. In respect of the multi-family projects, amounts that were recovered by the Unity Investments investors were dependent on the quantum of proceeds realized from the sale of condominium units or from the property on those projects where the entire project has been sold, quit claimed or conveyed to the secured lender. Investors in the multi-family projects Origins, Terwillegar, VOP and Murals have realized a recovery on their investments. The investors in Mountaineers II will realize some recovery on their investment.

Tax Returns

83. The Monitor continues working to assist UBG to complete tax returns and GST returns for the various UBG entities.
84. The Monitor has completed certain tax returns and associated filings which were required to be filed. Additional tax information will be filed by the Monitor if and when required.
85. The Monitor continues to work on finalizing GST returns for the various UBG entities.

Monitor's Request for an Extension of the CCAA Proceedings

86. The Company has made significant progress in respect of its restructuring which the Monitor has reported on previously. UBG no longer has active business operations and the majority of assets have been realized upon.
87. The Monitor is of the view that by extending the stay of proceedings it can advance the administration for the remaining stakeholders and have access to the Court as necessary to obtain approvals for distributions and to address various other remaining tasks necessary to conclude the administration. The Monitor is further of the view that UBG (primarily through the conduct of the Monitor and Dentons, given UBG's limited employee resources) are acting in good faith and with due diligence for the purpose of concluding these CCAA Proceedings, and that the Stay extension sought is appropriate in the circumstances.
88. The primary tasks remaining to bring these CCAA Proceedings to a conclusion are:
 - 88.1. Finalize the claims process against Greenboro Luxury LP, Today's Homes and UBG Land;
 - 88.2. the distribution of the remaining proceeds held by the Monitor or Dentons;
 - 88.3. resolution of certain claims in respect of GEH and GHL including claims of ANHWP in connection with certain construction deficiencies;
 - 88.4. resolving the Mountaineers II transfer issue; and
 - 88.5. finalizing corporate and GST returns for the various Projects.

UBG Alpine Mortgage

89. On or about March 4, 2009, UBG Alpine Homes (2006) Ltd., ("**UBG Alpine**") one of the UBG Group of Companies subject to these proceedings, made a mortgage loan to Richard M. Dominick (the "**Borrower**") with respect to the Borrower's purchase of a unit in the Alpine project, legally described as Plan 9011889, Block 2, Lot 17 (the "**UBG Alpine Mortgage**" and the "**Lands**"). On or about January 6, 2017, the Borrower repaid the UBG Alpine Mortgage in full and the payout funds in the amount of \$64,958.72 are being held by Dentons, counsel to UBG Alpine. Due to the lack of employee resources of the UBG Group of Companies, UBG Alpine has not delivered a discharge of the UBG Alpine Mortgage to the Borrower.

90. The Monitor seeks the authority of the Court to execute and deliver a discharge of the UBG Alpine Mortgage. The delivery of such a discharge is condition of UBG Alpine's receipt of the UBG Alpine Mortgage payout funds.

Conclusion and Recommendation

91. Based on the foregoing, the Monitor respectfully recommends that this Honourable Court make orders granting the relief detailed in Paragraph 6.2 of this Report.

All of which is respectfully submitted this 19th day of May, 2017.

DELOITTE RESTRUCTURING INC.

In its capacity as CCAA Monitor of
The UBG Group of Companies
And not in its personal capacity



Robert J. Taylor, FCA, FCPA, CIRP
Senior Vice-President