

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: **Tuesday, March 12, 2019**

Time: **10:00 a.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**") and the Order granted by the Honourable Mr. Justice N.G. Gabrielson in these proceedings on February 13, 2019 (the "**February 13 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 April 15, 2019;
 - (b) extending the deadline for the closing of the Proposed Sale and the Refinancing Transaction to April 1, 2019;
 - (c) implementing an arrangement whereby rents owing by the tenants of the Copper Sands Mobile Home Park collected after the date of the proposed Order are paid to counsel for Copper Sands Group to be held in trust and utilized to pay certain prescribed operating expenses of Copper Sands Mobile Home Park; and
 - (d) clarifying certain provisions of the December 7 Order, the January 9 Order and the February 13 Order in order to facilitate the closing of the Proposed Sale and the Refinancing Transaction.
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 and, finally, to March 15, 2019.
6. Pursuant to the January 9 Order, the Applicants have been working diligently to close the sale and refinancing transactions contemplated therein. Those transactions, once closed, will result in the payment of the Applicants' outstanding indebtedness to their two most senior

secured creditors, IPR Capital Ltd. and Industrial Properties Regina Limited, and the payment of the majority of the Applicants' indebtedness owing to the next highest-ranking secured creditor, 101297277 Saskatchewan Ltd.

7. In accordance with the February 13 Order, the deadline to close both of these transactions is February 28, 2019.
8. The Refinancing Transaction was anticipated to close on February 28, 2019 (according to schedule). The necessary security documents required to close the Refinancing Transaction were registered at the Land Titles Registry. However, closing of the Refinancing Transaction was delayed at the last minute due to internal funding complications experienced by OKR Financial, resulting in the need for an extension of the deadline for closing the Refinancing Transaction to April 1, 2019.
9. Due to delays in the Purchaser obtaining financing, the Proposed Sale is not in a position to close for at least two or three weeks. The Applicants are therefore requesting that the deadline to close the Proposed Sale be extended to April 1, 2019.
10. The Applicants are working with the Town of Kerrobert to have three mobile homes located in Kerrobert, Saskatchewan (which have now been transferred back into the name of Prairie Country Homes Ltd.) sold by auction. Facilitating this transaction will also require an extension of the stay of proceedings.
11. As a condition of their willingness to agree to the extensions of the stay of proceedings and the closing deadlines sought by the Applicants, the Applicants' senior secured creditors, IPR Capital Ltd., Industrial Properties Regina Limited and 101297277 Saskatchewan Ltd. (collectively, the "**Senior Secured Creditors**") have requested (and the Applicants have agreed to) an arrangement whereby rents owing by the tenants of the Copper Sands Mobile Home Park collected after the date of the proposed Order are paid to counsel for Copper Sands Group to be held in trust and utilized to pay certain prescribed operating expenses of Copper Sands Mobile Home Park.
12. The approval of the Senior Secured Creditors is required in order for any of the foregoing relief to be granted. The Senior Secured Creditors have provided their consent to the relief sought herein, as reflected in the Draft Order filed concurrently with this Notice of Application.

Material or evidence to be relied on:

13. The Applicant relies upon:

- (a) this Notice of Application;
- (b) a Consent Order endorsed by counsel for the Applicants, counsel for IPR Capital Ltd. and Industrial Properties Regina Limited, counsel for 101297277 Saskatchewan Ltd. and counsel for the Monitor, Deloitte Restructuring Inc. (comprising all of the key stakeholders who have appeared in Court in these proceedings at any time over the past year); and
- (c) such further and other material as this Honourable Court may allow.

Applicable Acts and regulations:

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

DATED at Saskatoon, Saskatchewan, this 8th day of March, 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., JJJ
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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