

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., JLL 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 LAND CORP., WILLOW RUSH DEVELOPMENT CORP., MIDTDAL
DEVELOPMENTS & INVESTMENTS CORP., PRAIRIE COUNTRY HOMES LTD., JLL
DEVELOPMENTS & INVESTMENTS CORP. and MDI UTILITY CORP.

AMENDED NOTICE OF APPLICATION

(Sale Approval and Vesting Order)

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: Friday, December 7, 2018
Time: 10:00 a.m. Saskatchewan Time

Remedy claimed or sought:

1. An Order pursuant to section 36 of the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 (the "CCAA") in substantially the form of proposed draft Order filed herewith:
 - (a) approving, authorizing, ratifying and confirming as commercially reasonable the sale (the "**Proposed Transaction**") by Copper Sands Land Corp. ("**CSLC**") to ~~Edna Keep, or her nominee~~ 102062687 Saskatchewan Ltd. (the "**Purchaser**") of 18.5 acres of land upon which the Copper Sands Mobile Home Park (the "Copper Sands Mobile Home Park") is located within LSD 5 of Section 25, Township 17, Range 18, West of the Second Meridian, Extension 38 in the Rural Municipality of Edenwold No.

158 in the Province of Saskatchewan ("LSD 5") (the "~~Copper Sands Mobile Home Park~~"), as more particularly described in, and subject to the terms and conditions set forth in, the Offer to Purchase between CSLC and the Purchaser dated September 25, 2018, as amended ~~by the Amendment to Agreement of Purchase and Sale between CSLC and the Purchaser dated on~~ October 11, 2018, October 12, 2018, and October 24, 2018 (collectively, the "**Sale Agreement**"), copies of which have been filed as an Exhibit to the Confidential Affidavit of ~~Zachery Wong~~ filed in these proceedings Jaimey Midtdal sworn November 30, 2018, for the purchase price identified in the Sale Agreement (the "**Purchase Price**"); and

(b) vesting in the Purchaser all right, title and interest of CSLC in and to Copper Sands Mobile Home Park, free and clear of all liens, charges, and encumbrances except as provided in the Sale Agreement, including (without limitation) the "parcel tie" between LSD 5 and the adjacent LSD 4 of Section 25, Township 17, Range 18, West of the Second Meridian, Extension 38.

2. An Order sealing the Confidential Affidavit of Zachery Wong sworn October 19, 2018 and filed in relation to this matter, as well as the Confidential Supplement to the Fourth Report of the Monitor and the Confidential Affidavit of Jaimey Midtdal sworn November 30, 2018 (collectively, the "**Confidential Documents**") on the Court file.
3. Such further and other relief as counsel may request and this Honourable Court may allow.

Grounds for making this application:

Sale Approval and Vesting Order

4. The Applicants applied for their first Initial Order pursuant to 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 ~~and, finally, to~~ October 23, 2018, October 26, 2018, November 26, 2018 and, finally, to December 7, 2018.
6. Effective October 12, 2018, the Purchaser removed all of the Purchaser's conditions precedent to the Proposed Transaction. The only condition precedent remaining is a

condition in favour of CSLC that the Proposed Transaction be approved by the Court ~~on or~~
~~before October 23, 2018.~~

7. Based upon the appraisal information sealed on the Court file, and the Applicants' experiences attempting to sell and/or refinance their property, the price that the proposed purchaser is proposing to pay appears to represent good value for Copper Sands Mobile Home Park. Further, the Monitor has indicated in the Confidential Supplement to the Fourth Report that it supports the Proposed Transaction.
8. The Proposed Transaction represents a good outcome for CSLC and its secured creditors, in view of the factors laid out in section 36(3) of the CCAA.

Sealing of the Confidential Documents

9. The Confidential Documents contain sensitive commercial information, including unredacted copies of the Sale Agreement and past valuation figures for lands owned by CSLC.
10. Publicly disclosing this commercially sensitive information is prejudicial to any future sales process respecting the lands owned by CSLC, particularly if the sale of Copper Sands Mobile Home Park fails to close for any reason.

Material or evidence to be relied on:

11. The Applicant relies upon:
 - (a) this Amended Notice of Application;
 - (b) a proposed form of draft Sale Approval and Vesting Order;
 - (c) Confidential Affidavit of Jaimey Midtdal sworn November 30, 2018;
 - (d) proof of compliance with General Application Practice Directive #3;
 - (e) materials previously filed in support of the original (unamended) application, including the Confidential Affidavit of Zachery Wong sworn October 19, 2018, the Supplement to the Fourth Report of the Monitor dated October 19, 2018, the Confidential Supplement to the Fourth Report of the Monitor dated October 19, 2018 and the Brief of Law;
 - ~~(f) the Confidential Affidavit of Zachery Wong sworn October 19, 2018;~~
 - ~~(g) the Supplement to the Fourth Report of the Monitor, dated October 19, 2018;~~

~~(h) the Confidential Supplement to the Fourth Report of the Monitor, dated October 19, 2018;~~

(i) a Brief of Law; and

(j) such further and other material as this Honourable Court may allow.

Applicable Acts and Regulations:

12. *The Companies' Creditors Arrangement Act*, RSC 1985, c C-36, section 36.
13. *The Personal Property Security Act, 1993*, SS 1993, c P-6.2, sections 63-64.
14. *The Queen's Bench Act, 1998*, SS 1998, c Q-1.01, section 12.

DATED at Saskatoon, Saskatchewan, this 19th day of October, 2018.

MLT AIKINS LLP

Per: "Paul Olfert"

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. and J.J.L. Developments & Investments
Corp.

AMENDED at Saskatoon, Saskatchewan this 30th day of November, 2018.

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. and J.J.L. Developments & Investments
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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