

COURT FILE NUMBER      Q.B. No. 1693 of 2017

COURT OF QUEEN'S BENCH FOR SASKATCHEWAN

JUDICIAL CENTRE      SASKATOON

APPLICANTS      COPPER SANDS LANDS 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 PROPOSED PLAN OF ARRANGEMENT FOR THE CREDITORS  
OF COPPER SANDS LAND CORP.,  
WILLOW RUSH DEVELOPMENT CORP., MIDTDAL DEVELOPMENTS & INVESTMENTS  
CORP., PRAIRIE COUNTRY HOMES LTD.,  
JJL DEVELOPMENTS & INVESTMENTS CORP. and MDI UTILITY CORP.

**NOTICE OF APPLICATION**

(Second Amended and Restated Initial Order, approval of Offer and amendment of sale process  
and other Relief)

**NOTICE TO THOSE PARTIES IDENTIFIED ON THE ATTACHED SERVICE LIST**

This application is made by Industrial Properties Regina Limited and 101297277 Saskatchewan  
Ltd. ("7277"). This application is made against you. You are a respondent. You have the right to

shown below:

Where	Court of Queen's Bench 520 Spadina Crescent East Saskatoon, Saskatchewan
Date	Tuesday, February 25, 2020
Time	10:00 a.m.

*(Read the Notice at the end of this document to see what else you can do and when you must do it.)*

**Remedy claimed or sought:**

1. An Order authorizing the Selling Officer to accept the Offer to Purchase made for the purchase of the assets of Copper Sands Land Corp. ("**Offer**") on a conditional basis, such condition being that if a better offer is received during the sales process as amended in this Application, such better offer shall be approved instead of the Offer;

2. An Order amending the sale process set out in the Order of this Honourable Court granted December 7, 2018, to provide new time lines and revisions to the sale process to enable the Selling Officer to implement a sales effort, to disclose the existence of the agreement to sell the Copper Sands' assets for the price stated in the Offer and disclosing the amount of the selling price, but not the identity of the proposed purchaser or its shareholders and principals;
3. An Order replacing Deloitte Restructuring Inc. as Monitor in these CCAA proceedings with MNP Inc. (unless notice of withdrawal of this requested relief is provided by the Applicants);
4. An Order amending and restating 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**"), as most recently amended by the Order of the Honourable Mr. Justice N.G. Gabrielson granted February 12, 2020, such amendments to include enhancing and expanding the powers of the Monitor (unless notice of withdrawal of this relief is provided by the Applicants);
5. An Order sealing the Affidavit of the representative of 101297277 Saskatchewan Ltd. and the exhibit thereto, and the Order referred to on paragraph 1 above, until after the sale of the Copper Sands assets have been sold;
6. An Order extending the CCAA proceedings until a date that allows the sales efforts by the Selling Officer to be undertaken and completed;
7. 7277 also seeks an adjournment of the applications made by it in its Notice of Application dated November 4, 2019.

**Grounds for making this application:**

8. The Selling Officer has received an Offer to Purchase the Copper Sands assets and certain details of the Offer, including the purchase price, would be disclosed to other prospective offerors in the sale proceedings (other than the name of the offeror). The disclosure of the purchase price will result in prospective parties knowing that there will be a sale and that to be successful their offer will have to be more favourable than the Offer.

9. Deloitte Restructuring Inc. has stated that it no longer wishes to act as Monitor in these CCAA proceedings if there is not a collaborative plan between the Secured Creditors and the Applicant Corporations that can result in the efforts to sell the assets and wind up these CCAA proceedings. MNP Inc. has consented to act as Monitor in replacement if that is necessary in the face of a withdrawal by Deloitte.
10. The Selling Officer can proceed with an amended sales process allowing it to disclose the existence of the potential sale arising from the Offer.
11. An extension of the stay of proceedings is necessary to allow the Selling Officer to proceed with its sales efforts in an orderly and structured way to determine if a superior offer can be obtained by the Selling Officer and to complete a sale either based upon the Offer or based upon a superior offer.
12. While disclosure of the purchase price contained in the Offer is acceptable and desirable, disclosure of the identity of the offeror is not best for the objective to obtain the best offer(s) possible from the sales process, as some parties may feel disinclined to submit an offer if the name of the party making the Offer or the names of its shareholders and principals was disclosed.
13. The amended powers of the Monitor are sought in order that the Monitor can undertake a review of the operations and transactions undertaken principally by Copper Sands Land Corp. but also involving others of the Applicant corporations, including the operations and revenues and expenses related to the Copper Sands trailer park.
14. An Order abridging the time for service of this Notice of Application will be sought.

**Material or evidence to be relied on:**

- (a) This Notice of Application;
- (b) Affidavit of Muir Barber sworn February 13, 2020;
- (c) Draft Orders for the above matters;
- (d) Evidence of Compliance with General Application Practice Directive #3 (to be filed);
- (e) The pleadings herein;
- (f) Such further and other material as this Honourable Court may allow.



**Applicable Acts and regulations:**

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

DATED at Regina, Saskatchewan, this 13th day of February, 2020.

**MILLER THOMSON LLP**

Per: 

Rick M. Van Beselaere, Q.C.,  
Solicitors for 101297277 Saskatchewan Ltd.

**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**

**If prepared by a lawyer for the party:**

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Name of lawyer in charge of file:	Rick Van Beselaere, Q.C.
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