

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.
Homburg Management (Canada) Inc.

Debtors / Petitioners

-and-

Homco Realty Fund (190) Limited Partnership
Homco Realty Fund (191) Limited Partnership
Homco Realty Fund (199) Limited Partnership

Petitioners

-and-

Homco Realty Fund (52) Limited Partnership
Homco Realty Fund (61) 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
Castello Development Ltd.

Mises-en-cause

-and-

Samson Bélair/Deloitte & Touche Inc.

Monitor

**AMENDED MOTION FOR [...] AUTHORIZATION TO FILE ADDITIONAL
INTERCOMPANY CLAIMS
(Section 11 of the *Companies' Creditors Arrangement Act*,
R.S.C., 1985, c. C-36)**

TO THE HONOURABLE JUSTICE LOUIS J. GOUIN OR TO ONE OF THE HONOURABLE JUDGES OF THE SUPERIOR COURT, SITTING IN COMMERCIAL DIVISION IN AND FOR THE JUDICIAL DISTRICT OF MONTRÉAL, THE PETITIONERS RESPECTFULLY SUBMIT AS FOLLOWS:

I. INTRODUCTION

1. On September 9, 2011, the Honourable Louis J. Gouin, J.S.C. issued an order (the “**Initial Order**”) pursuant to the *Companies Creditors’ Arrangement Act*, R.S.C. 1985, c. C-36 (the “**CCAA**”) in respect of Homburg Invest Inc. (“**HII**”), Homburg Shareco Inc., Churchill Estates Development Ltd., Inverness Estates Development Ltd. and CP Development Ltd. (collectively the “**Initial Debtors**”) as appears from the Court record;
2. Pursuant to the Initial Order, Samson Bélair/Deloitte & Touche Inc. (the “**Monitor**”) was appointed as Monitor of the Initial Debtors and a stay of proceedings (the “**Stay of Proceedings**”) was issued from the date of the Initial Order until October 7, 2011;
3. On October 7, 2011, this Court issued an order (the “**First Extension Order**”) extending the Stay of Proceedings. Since then, this Court has further extended the Stay of Proceedings, most recently until February 28, 2013 (the “**Stay Period**”), as appears from the Court record;
4. As appears from the Initial Order and the First Extension Order, the Stay of Proceedings was initially extended in favour of the following limited partnerships: 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 and Homco Realty Fund (199) Limited Partnership (“**Homco 199**”) (collectively the “**Initial Mises-en-cause**”);
5. On May 31, 2012, this Court issued an order amending the Initial Order to add North Calgary Land Ltd. (“**NCLL**”) as a Petitioner and Homco Realty Fund (96) Limited Partnership (“**Homco 96**”) as a Mise-en-cause thereunder. On December 14, 2012, this Court issued a further order amending the Initial Order to add Homco Realty Fund (190) Limited Partnership (“**Homco 190**”) and Homco Realty Fund (191) Limited Partnership (“**Homco 191**”) as Mises-en-cause thereunder. On February 6, 2013, this Court issued a further order amending the Initial Order to add Homco Realty Fund (61) Limited Partnership (“**Homco 61**”) and Castello Development Ltd. (“**Castello**”) as Mises-en-cause thereunder (NCLL, Homco 96, Homco 190, Homco 191, Homco 61, Castello the Initial Debtors and the Initial Mises-en-cause are collectively referred to as the “**HII Group**”);
6. The HII Group respectfully requests that this Honourable Court render the orders sought herein to [...] authorize the HII Group to file New Additional Intercompany Claims (as defined below);

[...]

II. ADDITIONAL INTERCOMPANY CLAIMS

18. On February 4, 2013, the HII Group and certain other petitioners served the *Motion for an extension of the stay period, amendments to the Initial Order (Homco 61 & Castello), authorizations of sale (Homco 92 and Holman Grand Hotel), a vesting order (Centron Park) and for authorization to file additional intercompany claims* (the “**February 4 Motion**”), in the Court record. The order rendered thereon by this Honourable Court authorized the filing of Additional Intercompany Claims (as defined in the February 4 Motion) notwithstanding the Claims Bar Date;
19. As indicated in the letter of the HII Group to the Monitor which was previously disclosed as Exhibit P-4 of the February 4 Motion, as at that date, the review of the books and records of, *inter alia*, Homco 190, Homco 191 and Homco 199 was still ongoing. That review has now been completed with regards to Homco 190, Homco 191 and Homco 199 and the HII Group has determined that the following claims are outstanding:

Claimant	Debtor	Amount
Homco 190	Homco 199	\$95,530,165
Homco 191	Homco 199	\$118,585,019
Homco 199	HII	\$160,635,724
HII	Homco 191	\$2,629,229
<u>Homco 190</u>	<u>HII</u>	\$5,454,433

20. As of the date hereof, Homco 190, Homco 191 and Homco 199 have no third party creditors. The claims listed above will be dealt with in the context of the Plan and will not have any impact on the recoveries by the creditors. Accordingly, the HII Group respectfully requests permission to file these claims (collectively, [...] the “**New Additional Intercompany Claims**”) notwithstanding the Claims Bar Date;

III. CONCLUSION

21. HII respectfully submits that the relief requested herein is appropriate in the present circumstances. Accordingly, HII respectfully requests that this Honourable Court render the orders contained in the conclusions herein;
22. The Monitor supports the present Motion;
23. The HII Group has acted, and continues to act, in good faith and with the utmost diligence;
24. The present motion is well founded in fact and law.

WHEREFORE, MAY IT PLEASE THIS HONOURABLE COURT TO:

1. **GRANT** the present *Amended motion for [...] authorization to file additional intercompany claims* (the “**Motion**”);
2. **DECLARE** that all capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion;

[...]
6. **AUTHORIZE** Homco 190, Homco 191, Homco 199 and HII to file the New Additional Intercompany Claims with the Monitor and **ORDER** that the filing thereof shall have been validly made, notwithstanding the Claims Bar Date (as defined in the Claims Process Order rendered by the Court on April 30, 2012);
7. **ORDER** the provisional execution of the Order notwithstanding any appeal therefrom and without the necessity of furnishing any security;

THE WHOLE WITHOUT COSTS, save in the event of contestation.

MONTREAL, April 22, 2013

Osler, Hoskin & Harcourt LLP

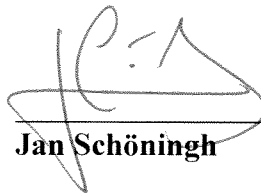
OSLER, HOSKIN & HARCOURT LLP
Attorneys for the Petitioners and Mises-en-cause

AFFIDAVIT

I the undersigned, Jan Schöningh, domiciled and residing at 597 Roslyn Avenue, Westmount, Québec, H3Y 2V1, solemnly declare the following:

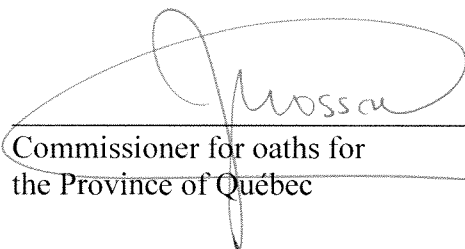
1. I am the President and Chief Executive Officer of Homburg Invest Inc. and duly authorized representative of the Petitioners for the purpose hereof;
2. I have taken cognizance of the attached *Amended motion for [...] authorization to file additional intercompany claims*;
3. All of the facts alleged in the said *Motion* are true.

AND I HAVE SIGNED:

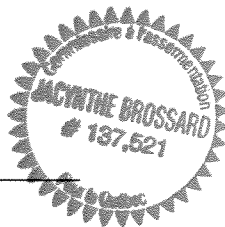


Jan Schöningh

SOLEMNLY DECLARED BEFORE ME
IN MONTRÉAL, QUÉBEC ON THE
22ND DAY OF APRIL 2013.



Commissioner for oaths for
the Province of Québec



NOTICE OF PRESENTATION

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TAKE NOTICE that the *Amended motion for [...] and authorization to file additional intercompany claims* will be presented for hearing and allowance in the Superior Court, commercial division, at the Montréal Courthouse, 1 Notre-Dame Street East, Montréal, on April 26, 2013, at 9 a.m., or so soon thereafter as counsel may be heard, and in a room to be announced.

PLEASE ACT ACCORDINGLY.

MONTRÉAL, April 22, 2013

Osler, Hoskin & Harcourt LLP

OSLER, HOSKIN & HARCOURT LLP

Attorneys for the Petitioners and Mises-en-cause

No: 500-11-041305-117

SUPERIOR COURT
(Commercial Division)

DISTRICT OF MONTRÉAL

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OR ARRANGEMENT OF :

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PARTNERSHIP ET AL.

Petitioners

-and-
HOMCO REALTY FUND (52) LIMITED
PARTNERSHIP ET AL.

Mises-en-cause

-and-
SAMSON BÉLAIR/DELOITTE & TOUCHE INC.

Monitor

**AMENDED MOTION FOR [...] AUTHORIZATION TO
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(Section 11 of the *Companies' Creditors Arrangement Act*,
R.S.C., 1985, c. C-36), AFFIDAVIT, NOTICE OF
PRESENTATION

ORIGINAL

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Mtre. Sandra Abitan

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