



Deloitte Restructuring Inc.
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C A N A D A
PROVINCE OF QUEBEC
DISTRICT OF QUEBEC
DIVISION No.: 01-MONTREAL
COURT No.: 500-11-053979-189
ESTATE No.: 41-2342724

S U P E R I O R C O U R T
Commercial Division

**IN THE MATTER OF THE
BANKRUPTCY OF:**

HII (115) GP INC., a legal person, duly incorporated under the laws of Nova Scotia, having its mailing address at P.O. Box 28059 Tacoma, Dartmouth, Nova Scotia, B2W 6E2, Canada, and having its chief place of business at 1000 De La Gauchetière Street West, Suite 2100, Montreal, Quebec, H3B 4W5, Canada

Bankrupt

– and –

DELOITTE RESTRUCTURING INC.
(Jean-Christophe Hamel, CPA, CA, CIRP, LIT, designated responsible person) having its place of business at 1190 Avenue des Canadiens-de-Montréal, Suite 500, Montreal, Quebec, H3B 0M7, Canada

Trustee

TRUSTEE'S PRELIMINARY REPORT TO CREDITORS

The *Bankruptcy and Insolvency Act* (the "**Act**"), a federal act in Canada, provides for a first meeting of creditors to discuss the creditors' collective interest in the administration of the Bankrupt's estate.

A) Background

HII (115) GP Inc. (**GP115**) is a legal person duly incorporated under the laws of Nova Scotia, having its mailing address at P.O. Box 28059 Tacoma, Dartmouth, Nova Scotia, B2W 6E2, Canada, and having its chief place of business at 1000 De La Gauchetière Street West, Suite 2100, Montreal, Quebec, H3B 4W5, Canada. GP115 was established for the sole purpose of acting as the "managing" general partner of Homco Realty Fund (115) Limited Partnership (**H115**).

1810040 Alberta Ltd. (formerly known as Homburg Invest Inc. and Homburg Shareco Inc.) (**HII**) is the sole limited partner of H115. As limited partner, HII is entitled to the profits of H115 and, in the event of a liquidation of H115, to any liquidation proceeds after the payment of all of the limited partnership's creditors, and thus, has the ultimate beneficial interest of the property owned by H115.

The general partners of H115 are Homburg L.P. Management Inc. (**HLPM**) (as "holding" general partner) and GP115 (as "managing" general partner). HLPM is indirectly owned by Homburg Canada Incorporated (**HCI**), whereas GP115 is a wholly-owned subsidiary of HII. Pursuant to the limited partnership agreement, the "managing" general partner, GP115, has full power and authority to manage the business and assets of H115. The Trustee understands that, as per Nova Scotia law, HLPM and GP115, as general partners of H115, are liable for the debts and obligations owed by H115.

GP115 was established on April 9, 2012, in the course of the restructuring of the HII Group entities (collectively with HII, the "**HII Group**") under the *Companies' Creditors Arrangement Act* (**CCAA**) (as further described below) to resolve certain "control issues" affecting the HII Group. As described in the second, fourth, and fifth reports to the Superior Court of Québec (the "**CCAA Court**") submitted by Deloitte Restructuring Inc. (formerly Samson Bélair/Deloitte & Touche Inc.) ("**Deloitte**"), in its capacity as court-appointed monitor, the "control issues" resulted from the fact that HLPM, an entity indirectly controlled by Richard Homburg through HCI, was the sole general partner of H115 (and also of virtually all other limited partnerships which formed part of the HII Group's business).

H115 was established for the sole purpose of holding two office buildings of 3,876 m² leasable floor area equally divided with 99 parking places, yard, and subsoil. The real estate property was located in Gouda, Netherlands. At the time of the bankruptcy of H115, which occurred on February 8, 2018, the property had been disposed of and the net proceeds had been paid as a partial reimbursement of the secured debt, as further explained in H115's Trustee preliminary report to the creditors (included in **Appendix A**).

Restructuring of HII

On September 9, 2011, HII and certain related entities (the "**HII CCAA Parties**") initiated a restructuring process under the CCAA by obtaining an initial order (as amended and extended from time to time, the "**Initial Order**") from the CCAA Court.

HII Group owned a diversified portfolio of real estate assets in Europe (the Netherlands, Germany, and the Baltic States), Canada, and the United States. As part of its restructuring, the HII Group ultimately determined that certain properties, including that of H115, constitute non-core properties that would not form part of the HII Group's restructured portfolio.

HII filed a plan of arrangement under the CCAA (as amended and restated, the "**Plan**"), which has been sanctioned by the CCAA Court pursuant to an order rendered on June 5, 2013 (the "**Sanction Order**"). The plan implementation took place from March 24 to March 27, 2014. Since the plan implementation date, the Liquidation Advisory Committee (**LAC**) has been formed and is being consulted in respect of the wind-down of the HII Group, including with respect to the bankruptcies. The LAC has approved the bankruptcy of GP115.

Causes of insolvency

As of January 25, 2018, H115 owed C\$371,784 to affiliated companies and C\$1,820 to other various unsecured creditors.

As (i) the value of H115's assets is lower than the value of its liabilities; (ii) H115 no longer has a purpose as its asset was sold; and (iii) H115 was not a core entity that was retained to form part of the HII Group's restructured portfolio, the decision was made for H115 to file an assignment in bankruptcy. On February 8, 2018, H115 filed an assignment in bankruptcy and Deloitte was appointed as trustee.

As mentioned above, the Trustee understands that, as per Nova Scotia law, GP115 is liable for the debts and obligations owed by H115. Due to the voluntary assignment in bankruptcy of H115 on February 8, 2018, all of H115's outstanding debt became due as of the date of the bankruptcy. H115 and GP115 would therefore be, as of February 8, 2018, liable for H115's outstanding debts and obligations.

GP115 was formed for the sole purpose of acting as general partner of H115 and, as such, has never held any asset. As general partner, GP115 has no economic interest in the limited partnership. GP115 no longer has a purpose given that H115 filed for bankruptcy (on February 8, 2018).

GP115 meets the definition of an "insolvent person" under the Act because it does not have assets enabling payment of its obligations, due, and accruing due.

Bankruptcy

Consequently, for the reasons stated above, the decision was made for GP115 to file an assignment in bankruptcy. On February 8, 2018, GP115 filed an assignment in bankruptcy and Deloitte was appointed as trustee.

B) Trustee's preliminary evaluation of assets

Below is a summary of the Statement of Affairs of GP115 as of January 25, 2018:

HII (115) GP Inc.	
Statement of Affairs (CAD - Note 2)	
As of January 25, 2018 (unaudited)	
	Estimated Net Realization Value
Liabilities (Note 1)	
Unsecured creditors - Intercompany (Homco 74 GP)	93,322
Unsecured creditors - Intercompany (Homco 111)	278,462
Unsecured creditors - Others	1,820
	373,604
Surplus (deficit) before professional fees	(373,604)

Note 1: Creditors will have the onus to prove their claims and only claims that are proved will constitute valid claims and receive a distribution if funds are available.

Note 2: Amounts were converted using Bank of Canada's exchange rate as of December 31, 2017 (1.5052 EUR/CAD).

C) Conservatory and protective measures

The Trustee implemented the following conservatory and protective measures:

- Sending of notices to all known creditors informing them about the bankruptcy and the first meeting of creditors;
- Publication of a notice to creditors in *The Globe and Mail* newspaper.

D) Information relating to provable claims

As of the time of this report, only a proof of claim from Homco Realty Fund (111) Limited Partnership (intercompany claim) was received by the Trustee. As of the time of the preparation of this report, the Trustee has not yet completed its review of HII's proof of claim.

E) Legal proceedings, transfer at undervalue, and preference payments

The Trustee has not initiated any legal proceedings and has not identified any transfer at undervalue or preference payments to date.

F) Details of fee guarantees

In an order dated October 10, 2012, the CCAA Court extended the definition of the "Administration Charge" granted in the Initial Order, such that it secures the professional fees and disbursements of Deloitte Restructuring Inc. (formerly Samson Bélair/Deloitte & Touche Inc.), in its capacity as Trustee in bankruptcy of GP115. The Plan and the Sanction Order further provide (i) for the creation of an "Administrative Reserve" for the purpose of paying the Administrative Reserve Costs", which include, *inter alia*, the "Bankruptcy Trustee Fees" (being "the fees and disbursements (including legal fees and disbursements) of Deloitte acting as Trustee in Bankruptcy of any Non-Core Business Entity incorporated or formed under Canadian federal or provincial law [which includes H115]") and (ii) that the "Administrative Charge" shall charge the "Cash Pool", the "Asset Realization Cash Pool", the "Cash Reserves", and the "Non-Core Business Assets" as such terms are defined under the Plan.

G) Projected distribution and Trustee's comments on anticipated asset realization

The Trustee estimates that there will not be any proceeds available for distribution to unsecured creditors as there is no asset in the Bankrupt's estate (as described above).

H) Trustee's remuneration

As explained above, the professional fees and disbursements of Deloitte, in its capacity as Trustee in the bankruptcy of GP115, are guaranteed by the "Administration Charge" and by the "Administrative Reserve" approved by the CCAA Court.

I) Other matters

None.

DATED AT MONTRÉAL, Quebec, this 1st day of March, 2018.

DELOITTE RESTRUCTURING INC.

In its capacity as Trustee of the estate of
HII (115) GP Inc.

Per:



Jean-Christophe Hamel, CPA, CA, CIRP, LIT
Vice-President

APPENDIX A



Deloitte Restructuring Inc.
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S U P E R I O R C O U R T
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**IN THE MATTER OF THE
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the laws of Nova Scotia, having its mailing address at
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A) Background

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At the time of the bankruptcy, H115's real estate property had been disposed of and the related proceeds had been distributed to the secured creditor, in partial reimbursement of its debt.

Restructuring of HII

HII Group entities (collectively with HII, the "**HII Group**") owned a diversified portfolio of real estate assets in Europe (the Netherlands, Germany, and the Baltic States), Canada, and the United States. As part of its restructuring, the HII Group ultimately determined that certain properties, including that of H115, constitute non-core properties that would not form part of the HII Group's restructured portfolio.

HII filed a plan of arrangement under the *Companies' Creditors Arrangement Act (CCAA)* (as amended and restated, the "**Plan**"), which has been sanctioned by the CCAA Court pursuant to an order rendered on June 5, 2013 (the "**Sanction Order**"). The plan implementation took place from March 24, 2014 to March 27, 2014. Since the plan implementation date, the Liquidation Advisory Committee (**LAC**) has been formed and is being consulted in respect of the sale of the non-core assets of the HII Group and the wind-down of the HII Group, including with respect to the bankruptcies. The LAC has approved the sale of H115's real estate property and the ensuing bankruptcy of H115.

Causes of insolvency

As of January 25, 2018, H115 owed C\$371,784 to affiliated companies and C\$1,820 to other various unsecured creditors.

H115 meets the definition of an "insolvent person" under the Act because, *inter alia*, the aggregate value of its assets is not, at fair valuation, sufficient to enable payment of its obligations, due, and accruing due.

Bankruptcy

As (i) the value of H115's assets is lower than the value of its liabilities; (ii) H115 no longer has a purpose as its asset was sold; and (iii) H115 was not a core entity that was retained to form part of the HII Group's restructured portfolio, the decision was made for H115 to file an assignment in bankruptcy. On February 8, 2018, H115 filed an assignment in bankruptcy and Deloitte Restructuring Inc. was appointed as trustee.

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H) Trustee’s remuneration

As explained above, the professional fees and disbursements of Deloitte, in its capacity as Trustee in the bankruptcy of GP115, are guaranteed by the “Administration Charge” and by the “Administrative Reserve” approved by the CCAA Court.

I) Other matters

None.

DATED AT MONTREAL, this 1st day of March, 2018.

DELOITTE RESTRUCTURING INC.

In its capacity as Trustee of the estate of
Homco Realty Fund (115) Limited Partnership
and not in its personal capacity



Per:

Jean-Christophe Hamel, CPA, CA, CIRP, LIT
Vice-President