

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. and JJL DEVELOPMENTS & INVESTMENTS
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 LANDS CORP., WILLOW RUSH
DEVELOPMENT CORP., MIDTDAL DEVELOPMENTS & INVESTMENTS CORP.,
PRAIRIE COUNTRY HOMES LTD. and JJL DEVELOPMENTS & INVESTMENTS
CORP.

ORDER

(Extension of Amended and Restated Initial Order)

Order made this 5th day of September, 2018.

Before the Honourable Mr. Justice N.G. Gabrielson in chambers the 5th day of
September, 2018.

On the application of Jeffrey M. Lee, Q.C. and Paul Olfert, counsel on behalf
of the 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. (collectively, the "**Applicants**"), and upon reading
the Amended and Restated Initial Order of the Honourable Mr. Justice N.G. Gabrielson
granted on July 5, 2018 in these proceedings (the "**Amended and Restated Initial Order**")
the Consent Order endorsed by counsel for each of the Applicants, IPR Capital Ltd.

(successor to Affinity Credit Union 2013), Industrial Properties Regina Limited and 101297277 Saskatchewan Ltd. (such latter three parties hereinafter collectively described as the “**Senior Secured Creditors**”), and Deloitte Restructuring Inc. (the “**Monitor**”), and the letter dated August 24, 2018 from Jeffrey M. Lee, Q.C. to Rick Van Beselaere, Q.C. and Warren N. Sproule, Q.C., the letter dated August 30, 2018 from Jeffrey M. Lee, Q.C. to Rick Van Beselaere, Q.C. and Warren N. Sproule, Q.C. and the letter from Rick Van Beselaere, Q.C. to Jeffrey M. Lee, Q.C. dated August 31, 2018, each filed with the Court (such latter three letters hereinafter collectively described as the “**Confidential Letters**”); and the pleadings and proceedings herein; and upon hearing from counsel present:

The Court orders:

1. The time for service of the Notice of Application in respect of this Order (and all supporting materials filed by the Applicant in support of its application for this Order) is hereby abridged and service thereof is deemed good, valid, timely and sufficient. Words and phrases contained in this Order which begin with capital letters but which are not expressly defined herein shall have the respective meanings ascribed thereto in the Amended and Restated Initial Order.
2. Prairie Country Homes Ltd. shall be and is hereby authorized to cause one or more of the three mobile homes owned by it which are situated on lots in the Town of Kerrobert, Saskatchewan to be sold by public auction conducted by a licensed auctioneer (the “**Auction Sale**”). The net proceeds derived from the Auction Sale shall be paid into the trust account of counsel to the Monitor and not paid to any party without further Court Order.
3. The Amended and Restated Initial Order, and the stay of proceedings provided for therein, shall be and is hereby further extended from the current expiry date of 11:59 p.m. Saskatchewan Time on Wednesday, September 5, 2018 to 11:59 p.m. Saskatchewan time on Monday, October 15, 2018.

4. The Senior Secured Creditors shall be entitled to designate in a written communication addressed by them to the Monitor, two persons authorized to represent the Senior Secured Creditors (collectively, the "**Creditor Representatives**"), to inspect the real property and assets owned by the Applicants (the "**Subject Assets**"). The Creditor Representatives shall be entitled to accompany the Monitor (at a date and time agreed upon by the Monitor, the Creditor Representatives and the Applicants which is subsequent to the date of delivery of the Subject Asset List, as defined below) to attend upon the real property owned by the Applicants and there to inspect the Subject Assets.

5. The Applicants shall prepare a list of the Subject Assets (including the location of same and supporting documentation evidencing their acquisition of, payment for and ownership of the same) (the "**Subject Asset List**") and shall provide the Subject Asset List to the Senior Secured Creditors and the Monitor on or before September 18, 2018.

6. The professional fees and disbursements of the Monitor to carry out the duties of the Monitor described above in paragraph 4 hereof:

- (a) shall not exceed \$5,000.00 (without further Order of the Court); and
- (b) shall be paid by the Applicants on or before October 15, 2018.

7. The Applicants shall pay \$15,000.00 to the Rural Municipality of Edenwold No. 158 on account of the property tax arrears for July and August, 2018 and for the September, 2018 taxes on or before October 15, 2018.

8. The Senior Secured Creditors and the Applicants shall agree to terms of sale of the Subject Assets no later than October 4, 2018. If the Senior Secured Creditors and the Applicants cannot agree to the said terms of sale, then the matter of the terms of sale shall be heard and determined by Mr. Justice Gabrielson on October 15, 2018.

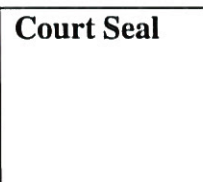
8. The Applicants shall be entitled to continue their efforts to obtain financing for the purposes of paying out the indebtedness agreed by the Applicants owed to the Senior Secured Creditors, as set out in the Amended and Restated Initial Order.

9. The Confidential Letters shall be kept sealed and confidential and shall not form part of the public record but shall be kept separate and apart from the other contents of the Court file in respect of this matter in a sealed envelope which sets out the style of cause of these proceedings and a statement that the contents thereof are subject to a Sealing Order, and shall not be opened except by a Judge of the Court or upon Order of the Court.

10. Any party appearing in respect of the Application made before this Court on September 4, 2018, may on 3 business days' notice to the other parties so appearing, apply to Mr. Justice Gabrielson for further directions in respect of the matters in this Order.

11. Save and except as expressly amended by this Order, the Amended and Restated Initial Order shall remain in full force and effect.

ISSUED at Saskatoon, Saskatchewan, this 5th day of September, 2018.





Local Registrar

Consented to as form and content,
this ____ day of September, 2018.

MLT AIKINS LLP

Per: _____
Solicitors for Copper Sands Lands

Consented to as form and content,
this ____ day of September, 2018.

KANUKA THURINGER LLP

Per: _____
Solicitors for Industrial Properties

Corp., Willow Rush Development Corp., Midtdal Developments & Investments Corp., Prairie Country Homes Ltd., JIL Developments & Investments Corp. and MDI Utility Corp.

Regina Limited and IPR Capital Ltd.

Consented to as form and content, this ____ day of September, 2018.

Consented to as form and content, this ____ day of September, 2018.

MILLER THOMSON LLP

McDOUGALL GAULEY LLP

Per: _____
Solicitors for 101297277
Saskatchewan Ltd.

Per: _____
Solicitors for the Monitor, Deloitte
Restructuring Inc.

CONTACT INFORMATION AND ADDRESS FOR SERVICE

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Lawyer in Charge of File: Jeffrey M. Lee, Q.C.