

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

NOTICE OF APPLICATION

(Extension of Amended and Restated Initial 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, November 16, 2018
Time:	10:00 a.m. Saskatchewan Time

Remedy claimed or sought:

1. An Order extending 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**"), and the stay of proceedings provided for therein, to a date to be determined by the Court.
2. Such further and other relief as counsel may request and this Honourable Court may permit.

Grounds for making this application:

3. The Applicants applied for their first Initial Order pursuant to the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 (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.
4. 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, October 23, 2018, October 26, 2018 and, finally, to November 16, 2018.
5. The Applicants have made considerable efforts to sell, and/or refinance their loan obligations secured against, their assets since before the Initial Order was granted. These efforts resulted, prior to the October 23 Court date, in the Applicants obtaining an unconditional offer to purchase the mobile home park owned by CSLC (the "**Proposed MHP Transaction**"). 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 was proposing to pay appears to represent good value for the assets sold.
6. The Applicants attempted to obtain the agreement of their secured creditors to the Proposed MHP Transaction in order to present the Court with a consent Sale Approval and Vesting Order on October 23, but were not able to do so. Accordingly, in order to better address the concerns of their secured creditors, the Applicants are now pursuing the option of selling the mobile home park owned by CSLC and the other lands and utilities owned by the Applicants (the "**Proposed New Transaction**"). The prospective purchaser is (or is related to) the same person who made the unconditional offer to complete the Proposed MHP Transaction.
7. The Proposed New Transaction is substantially more complex than the Proposed MHP Transaction, and requires more time for the proposed purchaser to complete its due diligence and to close the transaction.
8. The Applicants recognize that, in order for the Amended and Restated Initial Order (and the stay of proceedings thereby) to continue in force, the consent of the secured creditors and the Monitor is necessary. The Applicants are working with the prospective purchaser to document the Proposed New Transaction as extensively as possible prior to the hearing scheduled for November 16, 2018, in the hope that a further extension of the Amended and

Restated Initial Order to permit the Proposed New Transaction to close may be granted with the consent of all parties.

9. If the Applicants' senior secured creditors do not support the Proposed New Transaction (and the continuation of these CCAA proceedings to facilitate same) at the hearing on November 16, the Applicants have consented to have an Extension and Sale Order respecting their assets issue. The form of this Extension and Sale Order has been agreed upon as between the Applicants and their senior secured creditors, with the exception of one specific point in the Extension and Sale Order which will, if necessary, be the subject of argument on November 16.
10. Regardless of which of the two potential requests (namely, that the CCAA proceedings continue for the purpose of completing the Proposed New Transaction with the support of the senior secured creditors, or that the assets of the Applicants are sold within the CCAA proceedings by way of an Extension and Sale Order) is ultimately put before the Court on November 16, an application on notice to the Service List recipients is necessary in order to keep the Amended and Restated Initial Order, and the stay of proceedings provided for therein, in force pending the final resolution of these proceedings (whether that final resolution comprises the Proposed New Transaction, or in liquidation).

Material or evidence to be relied on:

11. The Applicant relies upon:
12. this Notice of Application;
13. a proposed form of draft Order; and
14. such further and other material as this Honourable Court may allow.

Applicable Acts and regulations:

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

DATED at Saskatoon, Saskatchewan, this 14th 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., JJJ
Developments & Investments Corp. and
MDI Utility 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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File No: 66727.1