

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:**

**1810040 Alberta Ltd. (formerly known as
Homburg Invest Inc. and Homburg Shareco Inc.)
North Calgary Land Ltd.
Churchill Estates Development Ltd.
Homburg Management (Canada) Inc.**

Debtors / 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 (94) Limited Partnership
Homco Realty Fund (96) Limited Partnership
Homco Realty Fund (121) Limited Partnership
Homco Realty Fund (142) Limited Partnership**

Mises-en-cause

-and-

Samson Bélair/Deloitte & Touche Inc.

Monitor

MOTION FOR EXTENSION OF THE STAY PERIOD

(Sections 11 and 11.02 of the *Companies' Creditors Arrangement Act*, R.S.C., 1985)

**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. ("**Shareco**"), Churchill Estates Development Ltd. ("**Churchill**"), Inverness Estates Development Ltd. ("**Inverness**") and CP Development Ltd. ("**CP**") (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 Honourable 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 27, 2015 (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 52**”), 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 94**”), Homco Realty Fund (105) Limited Partnership (“**Homco 105**”), Homco Realty Fund (121) Limited Partnership (“**Homco 121**”), Homco Realty Fund (122) Limited Partnership (“**Homco 122**”), Homco Realty Fund (142) Limited Partnership and Homco Realty Fund (199) Limited Partnership (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 an Applicant Partnership thereunder. On December 14, 2012, this Court issued a further order amending the Initial Order to add Homco Realty Fund (190) Limited Partnership and Homco Realty Fund (191) Limited Partnership as Applicant Partnerships;
6. By Order of the Court made on February 6, 2013, the Initial Order was further amended to add Homco Realty Fund (61) Limited Partnership (“**Homco 61**”) as an additional Applicant Partnership and Castello Development Ltd. (“**Castello**”) as a mise-en-cause. On March 14, 2013, the Initial Order was further amended to add Homburg Management (Canada) Inc. (“**HMCI**”) as an additional Petitioner. On April 26, 2013, this Court issued a further order amending the Initial Order to add Homco Realty Fund (83) Limited Partnership (“**Homco 83**”) as an Applicant Partnership. By subsequent Order of the Court, the stay of proceeding was discontinued in respect of Homco 122, Inverness, Homco 83, Churchill and CP. (NCLL, Homco 96, Homco 61, HMCI, the Initial Debtors and the Initial Mises-en-cause (excluding Homco 122, Inverness, Castello, Homco 83, Churchill, CP and Homco 105) are collectively referred to as the “**HII Group**”);
7. The HII Group respectfully requests that this Honourable Court render the orders sought herein to extend the Stay Period until August 31, 2015;

II. DISTRIBUTIONS UNDER THE PLANS OF ARRANGEMENT

8. As appears from the Court record, the Plan of Compromise and Reorganization of HII and Shareco, as amended and restated from time to time (the “**HII/Shareco Plan**”) and the restated Plan of Compromise of Homco 61 (collectively the “**Plans**”) have been approved and sanctioned by this Honourable Court and implemented;

9. In addition to the first distribution that took place on or about April 10, 2014, as more fully described in the Thirty-Fourth Report of the Monitor, several ensuing distributions were made by the Monitor since, including a first distribution of the “Cash Pool” pursuant to the Plans that took place on August 15, 2014 and, most recently, a second distribution of the same “Cash Pool” that took place on February 20, 2015, the whole as will be more fully described in the Thirty-Ninth Report of the Monitor;

III. OPERATIONS AND RESTRUCTURING EFFORTS

10. Since the last extension of the Stay Period, the HII Group has continued to make progress in connection with the disposition of the remaining non-core properties. Highlights of the most significant activities of the HII Group are provided below;

A. *Dispositions of non-core properties*

11. As previously disclosed to the Court, HSBC Bank Canada (“HSBC”) is financing two properties in Canada: Henderson Farms (Homco 121) and Points North (NCLL);
12. As regards Points North, a sales process is ongoing and any sale is subject to the approval of this Court. HSBC is kept informed of any material developments in the ongoing sale process;
13. As to Henderson Farms, as previously disclosed to the Court, the HII Group has no economic interest therein. The HII Group and the Monitor understand that HSBC is continuing to assess its options regarding this property;
14. Highlights with respect to other properties are as follows:
 - (a) Offers have been submitted recently by independent parties for Homburg Springs East (Homco 52) and Homburg Springs West (Homco 94). The Liquidation Advisory Committee created under the HII/Shareco Plan and in the case of Homburg Springs East, Stichting Homburg Bonds (“SHB”), are being consulted on these offers;
 - (b) As previously reported to the Court, Homburg Holdings (U.S.) Inc. (“HHUS”) had entered into a Purchase and Sale Agreement for its four remaining properties, (the “**Four HHUS Properties**”), located in Colorado Springs, but the potential purchaser had terminated the Agreement. A revised conditional offer to acquire the Four HHUS Properties was submitted by the same potential purchaser and the Liquidation Advisory Committee gave its approval to the proposed transaction. The sale of the Four HHUS Properties closed during the last extension of the Stay Period;
 - (c) With respect to Cristal Towers (Homco 105), the authorization to proceed with the sale was granted by this Honourable Court on August 21, 2014. The sale closed shortly thereafter.

B. Other Matters

15. On January 16, 2015, the Court of Appeal dismissed the appeal by Taberna Preferred Funding VI, Ltd., Taberna Preferred Funding VIII, Ltd., Taberna Europe CDO I P.L.C. and Taberna Europe CDO II P.L.C. (collectively, “**Taberna**”) against the judgment rendered by this Court in favour of SHB, regarding the subordination of certain notes held by Taberna to the full and complete payment of more senior debt, including bonds held by SHB;
16. The HII Group is also working in collaboration with the Monitor in order to resolve the pending Disputed Claims for which reserves of cash and of shares are currently held by the Monitor pursuant to the HII/Shareco Plan. In connection therewith, the HII Group is happy to report that the Disputed Claim relating to Homco Realty Fund (68) Limited Partnership and Valbonne Real Estate B.V. has been settled;
17. Homco 105, a Non-Core Business Entity, was assigned into bankruptcy during the latest extension of the Stay of Proceedings. Accordingly, the HII Group respectfully requests that this Court pray act of the fact that this entity and CP, which previously made an assignment into bankruptcy, are no longer subject to the Stay of Proceedings;

IV. CONCLUSION

18. HII is of the view that providing the relief requested herein is appropriate in the present circumstances in order for the HII Group to continue to work towards finalization of its affairs, including the disposition of remaining non-core properties. Accordingly, HII respectfully requests that this Honourable Court render the orders contained in the conclusions herein;
19. As will appear from the Monitor’s Thirty-Ninth Report, the Monitor supports the present Motion;
20. The HII Group has acted, and continues to act, in good faith and with due diligence;
21. The present motion is well founded in fact and law.

WHEREFORE, MAY IT PLEASE THIS HONOURABLE COURT TO:

1. **GRANT** the present *Motion for extension of the stay period*;
2. **EXTEND** the Stay Period (as defined in the Initial Order rendered by the Court on September 9, 2011 and as extended from time to time) to and including August 31, 2015;
3. **PRAY ACT** of the fact that Homco Realty Fund (105) Limited Partnership and CP Development Ltd. are no longer subject to the stay of proceedings in force pursuant to the Initial Order rendered by the Court on September 9, 2011 (as amended from time to time).

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

MONTREAL, February 24, 2015.



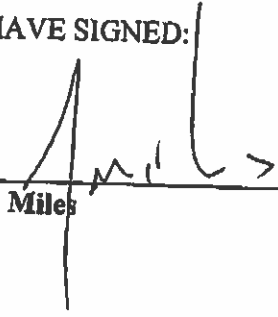
OSLER, HOSKIN & HARCOURT LLP
Attorneys for the Debtors and Mises-en-cause

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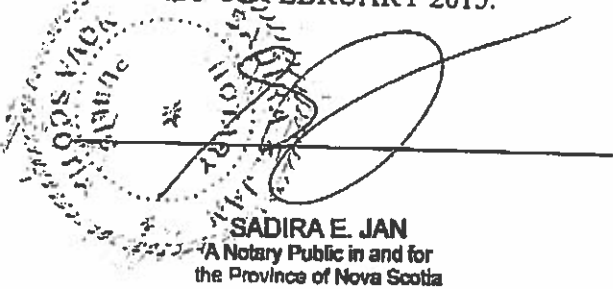
I the undersigned, James F. Miles, domiciled and residing at 29 Coventry Lane, Dartmouth, Nova Scotia, B2V 2K2, solemnly declare the following:

1. I am the President of 1810040 Alberta Ltd. and duly authorized representative of the Petitioners for the purpose hereof;
2. I have taken cognizance of the attached *Motion for extension of the stay period*;
3. All of the facts alleged in the said motion are true.

AND I HAVE SIGNED:


James F. Miles

SOLEMNLY DECLARED BEFORE ME
IN HALIFAX, NOVA SCOTIA ON THE
24th DAY OF FEBRUARY 2015.


SADIRA E. JAN
A Notary Public in and for
the Province of Nova Scotia

ATTESTATION OF AUTHENTICITY
(Article 82.1 of the *Code of Civil Procedure*, R.S.Q. c. C-25)

I, the undersigned, Ziyi Shi, attorney, exercising my profession at Osler, Hoskin & Harcourt LLP, situated at 1000 De La Gauchetière Street West, Suite 2100, Montréal, Québec, solemnly declare the following:

1. I am one of the attorneys of the Petitioners to the present *Motion for extension of the stay period* in Court file number 500-11-041305-117;
2. On February 24, 2015 at 3:25 p.m. (Montréal time), Osler, Hoskin & Harcourt LLP received by fax the Affidavit of James F. Miles, a duly authorized representative of the Petitioners, dated the same day;
3. The copy of the Affidavit attached hereto is a true copy of the Affidavit of James F. Miles received by fax from Sandira E. Jan from the city of Halifax, Nova Scotia from fax number 902-420-1417;
4. All of the facts alleged herein are true.

AND I HAVE SIGNED:

ZIYI SHI



SOLEMNLY DECLARED BEFORE ME
IN MONTRÉAL, QUÉBEC
ON THE 24TH DAY OF FEBRUARY 2015.



COMMISSIONER OF OATHS
FOR THE PROVINCE OF QUÉBEC



NOTICE OF PRESENTATION

- TO :** **McCARTHY TÉTRAULT LLP** **Attorneys for the Monitor**
1000 De La Gauchetière Street West, Suite 2500
Montréal QC H3B 0A2
Me Mason Poplaw
Me Jocelyn Perreault
Me Alain Tardif
email : mpoplaw@mccarthy.ca
jperreault@mccarthy.ca
atardif@mccarthy.ca
- TO :** **BENNETT JONES LLP** **Attorneys for Penn West**
4500 Bankers Hall East
855 2nd Street West
Calgary AB T2P 4K7
Me Kenneth T. Lenz
email : lenzk@bennettjones.com
- TO :** **BENNETT JONES LLP** **Attorneys for Statoil Canada Limited**
4500 Bankers Hall East
855 2nd Street West
Calgary AB T2P 4K7
Me Chris Simard
email : simardc@bennettjones.com
- TO :** **LANGLOIS KRONSTRÖM DESJARDINS LLP** **Attorneys for Statoil Canada Limited**
1002 Sherbrooke Street West, 28th Floor
Montréal QC H3A 3L6
Me Gerry Apostolatos
Me Dimitri Maniatis
Me Stefan Chripounoff
email : gerry.apostolatos@lkd.ca
dimitri.maniatis@lkd.ca
stefan.chripounoff@lkd.ca
- TO :** **HOMBURG CANADA INC.**
600-1741 Brunswick Street
Halifax NS B3J 3X8
Me Michael J. O'Hara
General Counsel
email: mohara@homburg.com

TO : ARCAN RESOURCES LTD.
Suite 2200, 500 – 4th Avenue S.W.
Calgary, Alberta T2P 2V6
Mr. Graeme Ryder,
Vice-President, Finance and CFO
email : gryder@arcanres.com

TO : BORDEN LADNER GERVAIS LLP
1000 De La Gauchetière Street West, Suite 900
Montréal QC H3B 5H4

Me Matti Lemmens
Me Mathieu Lévesque
email : mlemmens@blg.com
malevesque@blg.com

**Attorneys for BOS Solutions
Ltd., Canadian Tabular
Services Inc., Premier
Petroleum Corp, Moe Hannah
McNeill LLP**

TO : FIELD LAW
400 – 604 1st SW
Calgary AB T2P 1M7

Me Douglas S. Nishimura
email : dnishimura@fieldlaw.com

**Attorneys for Keywest
Projects Ltd., MHI Fund
Management Inc., STP Group
Canada Ltd. (formely
Neotechnology Consultants
Ltd.), Logan Completion
Systems Inc., CE Franklin
Ltd.**

TO : DAVIES WARD PHILLIPS & VINEBERG LLP
1501 McGill College Avenue, 26th floor
Montréal QC H3A 3N9

Me Denis Ferland
Me Christian Lachance
email : dferland@dwpv.com
clachance@dwpv.com

**Attorneys for HSBC Bank
Canada**

TO : DAVIES WARD PHILLIPS & VINEBERG LLP
1501 McGill College Avenue, 26th floor
Montréal QC H3A 3N9

Me Louis-Martin O'Neill
email : lmoneill@dwpv.com

Attorneys for Cominar REIT

- TO : DICKINSON WRIGHT LLP**
222 Bay St., 18th Floor, PO Box 124
Toronto ON M5K 1H1
Me David P. Preger
email : dpreger@dickinsonwright.com
- Attorneys for Romspen
Investment Corporation**

joint appearance with De
Granpré
- TO: DE GRANPRÉ JOLI-CŒUR LLP**
2000 McGill College Avenue, Suite 1600
Montréal QC H3A 3H3
Me Anne Lefebvre
email: a.lefebvre@djclegal.com
- Attorneys for Romspen
Investment Corporation**

joint appearance with Dickinson
Wright
- TO : FASKEN MARTINEAU DUMOULIN LLP**
Tour de la Bourse
800 Place Victoria, PO Box 242, Suite 3700
Montréal QC H4Z 1E9
- Attorneys for Canmarc REIT
(formerly Homburg Canada
REIT), Homburg Canada
REIT Limited Partnership
and Homburg Canada REIT
GP Inc. and, in their capacity
a trustees of Canmarc REIT
(formerly Homburg Canada
REIT), Karen A. Prentice,
Frank W. Matheson, James F.
Miles, Wayne Heuff, John
Levitt and Gérard A. Limoges**
- Me Luc Morin**
Me Robert Paré
Me Edmond Lamek
Me Alain Riendeau
email : lmorin@fasken.com
rpare@fasken.com
elamek@fasken.com
ariendeau@fasken.com
- TO : FISHMAN FLANZ MELAND PAQUIN LLP**
1250 René-Lévesque Boulevard West, Suite 4100
Montréal QC H3B 4W8
Me Mark E. Meland
email : mmeland@ffmp.ca
- Attorneys for Cadillac
Fairview Corporation Limited**
- TO : FISHMAN FLANZ MELAND PAQUIN LLP**
1250 René-Lévesque Boulevard West, Suite 4100
Montréal QC H3B 4W8
Me Ronald M. Auclair
email : rauclair@ffmp.ca
- Attorneys for Stichting
Homburg Capital Securities**

TO : STIKEMAN ELLIOTT
1155 René-Lévesque Boulevard West
Montréal QC H3B 3V2

**Attorneys for Stichting
Homburg Bonds**

Me Guy P. Martel
Me Joseph Reynaud
Me Warren Katz
Me Charles Nadeau
Me Claire Zikovsky
Me Danny Duy Vu
Me Nathalie Nouvet
email : gmartel@stikeman.com
jreynaud@stikeman.com
wkatz@stikeman.com
cnadeau@stikeman.com
czikovsky@stikeman.com
ddvu@stikeman.com
nnouvet@stikeman.com

TO : DENTONS CANADA LLP
1 Place Ville Marie, Suite 3900
Montréal QC H3B 4M7

**Attorneys for Tucker
Wireline Services Canada Inc.**

Me Louis Dumont
Me Jordan Deering
Me Martin Poulin
email : louis.dumont@dentons.com
jordan.deering@dentons.com
martin.poulin@dentons.com

TO : HEENAN BLAIKIE LLP
215 – 9th Avenue S.W., Suite 1900
Calgary AB T2P 1K3

**Attorneys for Surge Energy
Inc.**

Me Caireen E. Hanert
Me Nicholas Plourde
email : chanert@heenan.ca
nplourde@heenan.ca

TO : NORTON ROSE CANADA LLP
3700 Canterra Tower, 400 – 3rd Avenue S.W.
Calgary AB T2P 4H2

**Attorneys for bcIMC Realty
Corporation**

Me Judson Virtue
email : jud.virtue@nortonrose.com

TO : CATALYST CAPITAL GROUP INC.
Royal Trust Tower
77 King Street West, Suite 4320
POBox 212
Toronto ON M5K 1J3

Gabriel de Alba
Zach Michaud
email: gdealba@catcapital.com
zmichaud@catcapital.com

TO : McMILLAN LLP
Brookfield Place
181 Bay Street, Suite 4400
Toronto ON M5J 2T3

Me Andrew J.F. Kent
Me Stephen Eddy
email : andrew.kent@mcmillan.ca
stephen.eddy@mcmillan.ca

**Attorneys for Catalyst Capital
Group Inc.**

TO : McMILLAN LLP
1000 Sherbrooke Street West, Suite 2700
Montréal QC H3A 3G4

Me Nicholas Scheib
Me Marc-André Morin
Me Charles Chevette
Me Rachel April Giguère
email : nicholas.scheib@mcmillan.ca
marc-andre.morin@mcmillan.ca
charles.chevette@mcmillan.ca
rachel.aprilgiguere@mcmillan.ca

**Attorneys for Catalyst Capital
Group Inc.**

TO : McMILLAN LLP
1000 Sherbrooke Street West, Suite 2700
Montréal QC H3A 3G4

Me Éric Vallières
email : eric.vallieres@mcmillan.ca

**Attorneys for DEGI Homburg
Harris Limited Partnership**

TO : NORTON ROSE CANADA LLP
1 Place Ville Marie, Suite 2500
Montréal QC H3B 1R1

**Attorneys for Taberna
Europe CDO I PLC, Taberna
Europe CDO II PLC,
Taberna Preferred Funding
VIII, Ltd and Taberna
Preferred Funding VI, Ltd.**

Me Sylvain Rigaud
Me Arnold Cohen
Me Chrystal Ashby
email : sylvain.rigaud@nortonrose.com
arnold.cohen@nortonrose.com
chrystal.ashby@nortonrose.com

TO : WALSH WILKINS CREIGHTON LLP
2800 – 801 6th Avenue S.W.
Calgary, Alberta T2P 4A3

**Attorneys for Lafarge Canada
Inc.**

Me Gary Befus
email : gbefus@walshlaw.ca

TO : STONES CARBERT WAITE WELLS LLP
2000 Encor Place
645 – 7th Avenue S.W.
Calgary AB T2P 4G8

**Attorneys for NORR
Architects Planners**

Me Kelly Patrick Colborne
email : colborne@scwlawyers.com

TO : KUGLER KANDESTIN LLP
1 Place Ville Marie, Suite 2101
Montréal QC H3B 2C6

**Attorneys for Avison Young
Real Estate Alberta Inc.**

Me Gordon Levine
email : glevine@kugler-kandestin.com

TO : WELLS FARGO BANK, N.A.
Corporate Trust Services
9062 Old Annapolis Road
MAC: N2702-011
Columbia, Maryland 21045

Wells Fargo Bank N.A.

William Fay
**Default & Restructuring Account
Manager**
email : bill.fay@wellsfargo.com

- TO :** **NOVA SCOTIA SECURITIES COMMISSION** **Nova Scotia Securities Commission**
CIBC Building
1809 Barrington Street, Suite 501
Halifax NS B3J 3K8
Me Stephanie Atkinson
Enforcement Counsel
email : atkinssj@gov.ns.ca
- TO :** **DEPARTMENT OF JUSTICE CANADA**
Tax Litigation Directorate
Québec Regional Office
Guy-Favreau Complex, East Tower, 9th Floor
200 René-Lévesque Boulevard West
Montréal QC H2Z 1X4
Me Kim Sheppard
email : kim.sheppard@justice.gc.ca
- TO :** **THE LAW FIRM OF W. DONALD GOODFELLOW, Q.C.** **Attorneys for Centron Construction Corp.**
999 – 8th Street S.W., Suite 715
Calgary AB T2R 1J5
Me W. Donald Goodfellow
Me Philip R. Biggar
email : wdonald@goodfellowqc.com
pbiggarr@goodfellowqc.com
- TO :** **DAVIS LLP** **Attorneys for Valbonne Real Estate B.V.**
1501 McGill College Avenue, Suite 1400
Montréal QC H3A 3M8
Me Mélanie Martel
Me Jean-Yves Fortin
Me Brigitte Lenis
email : mmartel@davis.ca
jyfortin@davis.ca
blenis@davis.ca
- TO :** **IRVING MITCHELL KALICHMAN LLP** **Attorneys for Lafarge Canada Inc. and Kai Construction Corp.**
Place Alexis Nihon – Tour 2
3500 De Maisonneuve Blvd. W, Suite 1400
Montréal QC H3Z 3C1
Me Peter Kalichman
Me Karim Renno
email : pkalichman@imk.ca
krenno@imk.ca

TO : McLENNAN ROSS LLP
1000 First Canadian Centre
350-7th Avenue SW
Calgary, AB T2P 3N9
Me James P. Flanagan
email : jflanagan@mross.com

**Attorneys for C&T
Reinforcing Steel**

TAKE NOTICE that the *Motion for extension of the stay period* will be presented for hearing and allowance in the Superior Court, Commercial Division, in room 15.10 of the Montréal Courthouse, 1 Notre-Dame Street East, Montréal, on February 26, 2015, at 9:00 a.m., or so soon thereafter as counsel may be heard.

PLEASE ACT ACCORDINGLY.

MONTREAL, February 24, 2015


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

No: 500-11-041305-117

SUPERIOR COURT
(Commercial Division)

DISTRICT OF MONTRÉAL

**IN THE MATTER OF THE PLAN OF COMPROMISE
OR ARRANGEMENT OF :**

HOMBURG INVEST INC. & AL.

Debtors/Petitioners

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

Mises-en-cause

**-and-
SAMSON BELAIR/DELOITTE & TOUCHE INC.**

Monitor

**MOTION FOR EXTENSION OF THE STAY PERIOD (Sections
11 and 11.02 of the *Companies' Creditors Arrangement Act*,
R.S.C., 1985), AFFIDAVIT, ATTESTATION OF
AUTHENTICITY, NOTICE OF PRESENTATION**

ORIGINAL

Mtre. Sandra Abitan

Mtre. Julien Morissette

Osler, Hoskin & Harcourt LLP

1000 De La Gauchetière Street West, Suite 2100

Montréal, Québec H3B 4W5

Tel: 514.904.8100 Fax: 514.904.8101

Code : BO 0323

o/f: 1131787