

COURT FILE NO.: 2401-15969
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY



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 ANGUS A2A GP INC., ANGUS MANOR PARK A2A
GP INC., ANGUS MANOR PARK A2A CAPITAL CORP., ANGUS
MANOR PARK A2A DEVELOPMENTS INC., HILLS OF WINDRIDGE
A2A GP INC., WINDRIDGE A2A DEVELOPMENTS, LLC, FOSSIL
CREEK A2A GP INC., FOSSIL CREEK A2A DEVELOPMENTS, LCC,
A2A DEVELOPMENTS INC., SERENE COUNTRY HOMES (CANADA)
INC. and A2A CAPITAL SERVICES CANADA INC.

APPLICANT **ALVAREZ & MARSAL CANADA INC.**, in its capacity as Court-appointed
Monitor of ANGUS A2A GP INC., ANGUS MANOR PARK A2A GP INC.,
ANGUS MANOR PARK A2A CAPITAL CORP., ANGUS MANOR PARK
A2A DEVELOPMENTS INC., HILLS OF WINDRIDGE A2A GP INC.,
WINDRIDGE A2A DEVELOPMENTS, LLC, FOSSIL CREEK A2A GP
INC., FOSSIL CREEK A2A DEVELOPMENTS, LCC, A2A
DEVELOPMENTS INC., SERENE COUNTRY HOMES (CANADA) INC.
and A2A CAPITAL SERVICES CANADA INC.

DOCUMENT **APPLICATION**

ADDRESS FOR
SERVICE AND
CONTACT
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OF PARTY
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DOCUMENT
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Email: joliver@cassels.com / dmarechal@cassels.com
File No.: 57100-4

Attention: Jeffrey Oliver/Danielle Marechal

NOTICE TO THE RESPONDENTS AND SERVICE LIST IN SCHEDULE "B"

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the judge.

To do so, you must be in Court when the application is heard as shown below:

Date February 11, 2025
Time 3:30 p.m. MST
Where Calgary Courts Centre
<https://albertacourts.webex.com/meet/virtual.courtroom03>

Before Whom The Honourable Justice Feasby

Go to the end of this document to see what you can do and when you must do it.

Remedy claimed or sought:

1. Alvarez & Marsal Canada Inc. ("**A&M**"), in its capacity as monitor with enhanced powers (in such capacity, the "**Monitor**") of the Debtor Companies (as defined in **Schedule "A"** hereto) seeks, among other things:
 - (a) an Order under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended (the "**CCAA**"), substantially in the form attached hereto as **Schedule "C"**, among other things:
 - (i) abridging the time for service and deeming service of this Application and supporting materials to be good and sufficient; and
 - (ii) extending the Stay Period (as defined herein) up to and including March 4, 2025; and
 - (b) such further and other relief as this Honourable Court deems appropriate.

Grounds for making this application:

Background

2. On November 14, 2024, on application by an ad hoc group of Canadian investors in various real estate and land investment projects (the "**Applicant Investors**"), this Honourable Court granted an initial order (the "**Initial Order**") providing protection to the Debtor Companies (as defined in the Initial Order) under the CCAA granting the following relief, among other things:
 - (a) appointing A&M as Monitor of the Debtor Companies with certain enhanced powers;
 - (b) granting a stay of proceedings for an initial period up to and including November 24, 2024 (the "**Stay Period**") with respect to the Debtor Companies and the Affiliate Entities (as defined in **Schedule "A"** hereto);
 - (c) appointing Fasken Martineau DuMoulin LLP as representative counsel for the Canadian investors (in such capacity, the "**Canadian Representative Counsel**");

- (d) appointing Norton Rose Fulbright Canada LLP as representative counsel for the investors outside of Canada (in such capacity, the "**Foreign Representative Counsel**", and together with Canadian Representative Counsel, "**Representative Counsel**");
 - (e) authorizing the Monitor, on behalf of the Debtor Companies, to enter into an interim financing agreement with Pillar Capital Corp. ("**Pillar**" or the "**Interim Lender**") and to borrow from Pillar the initial principal amount of \$500,000 with the ability in the future to borrow up to \$2,000,000;
 - (f) granting the following charges over the Property in the following relative priorities:
 - (i) First – a charge in favour of the Monitor, its Assistants, Monitor's Counsel and Representative Counsel (the "**Administration Charge**") to a maximum amount of \$250,000; and
 - (ii) Second – a charge in favour of Pillar in respect of the Interim Financing to a maximum amount of \$500,000 (the "**Interim Lender's Charge**");(collectively, the "**Charges**"); and
 - (g) authorizing the Monitor to act as "Foreign Representative" of the A2A Group, in order to apply for a Temporary Restraining Order in the US and subsequently apply to commence ancillary insolvency proceedings under Chapter 15 of Title 11 of the US Bankruptcy Code in the US Bankruptcy Court for the Northern District of Texas.
3. On November 18, 2024, the Monitor filed an application returnable on November 21, 2024, seeking an amended and restated initial order in these CCAA proceedings (the "**Comeback Application**").
 4. On November 20, 2024, the Debtor Companies filed an application returnable November 21, 2024, seeking, among other things, an order setting aside the Initial Order (the "**Debtor Companies' Application**").
 5. On November 21, 2024, this Honourable Court granted an Order extending the Stay Period up to and including November 26, 2024, and reserved its decisions on the remaining relief sought at the Comeback Application and the Debtor Companies' Application.
 6. On November 25, 2024, this Honourable Court granted an amended and restated initial order (the "**ARIO**") under the CCAA, among other things:
 - (a) extending the Stay Period up to and including December 18, 2024, adjourning certain relief under the Comeback Application to Wednesday, December 18, 2024, at 10:00 a.m. MST;

- (b) directing the Monitor to provide the Second Report of the Monitor by Thursday, November 28, 2024 at 4:00 p.m. MST for the purpose of providing the Court with the following:
 - (i) the expenditures and accruals to date of the Monitor, Monitor's Counsel, and Representative Counsel; and
 - (ii) a revised cash flow statement listing all proposed expenditures of the Monitor, Monitor's Counsel, and Representative Counsel until and including the Continuation Date;

- (c) directing the Monitor to provide a comprehensive report (i.e., the Third Report) by 4:00 p.m. on Friday, December 13, 2024 to the Court to address, among other things:
 - (i) any entitlements of each class of investors, including the investors' rights to approve property sales;
 - (ii) the ownership of the properties;
 - (iii) the value of the properties;
 - (iv) the marketing process that was conducted or is being conducted for the properties; and
 - (v) the investor approval process conducted for any sales, including how investors were notified of sales, what they were told, what opportunities they were given to approve sales, and how sales were approved, including by whom and under what authority; and
 - (vi) directing the Debtor Companies and Affiliate Entities to provide to the Monitor by 4:00 p.m. on Friday, December 6, 2024 (the "**Information Deadline**"), the Requested Information (as defined in the ARIO).

- 7. On November 29, 2024, this Honourable Court granted an order granting, among other things, an increase to the Initial Interim Lender's Charge from \$500,000 to \$1,250,000 plus the amount of all interest, fees and expenses in respect of the principal amount advanced with respect to the Interim Financing.

- 8. On December 20, 2024, the Honourable Justice Feasby granted an order under the CCAA, among other things:

- (a) extending the Stay Period up to and including January 17, 2025, adjourning certain relief under the Comeback Application to January 17, 2025, at 10:00 a.m. MST, for a full day before the Honourable Justice Feasby (collectively, the “**January Hearing**”);
 - (b) adjourning the Debtor Companies’ Application in its entirety to the January Hearing;
 - (c) increasing the administration charge from \$250,000 to \$1,000,000;
 - (d) approving a litigation schedule with respect to the January Hearing; and
 - (e) approving the fees and disbursements of the Monitor and Monitor’s Counsel as set out in the Third Report of the Monitor dated December 13, 2024.
9. On January 17, 2025, the Honourable Justice Feasby reserved his decision with respect to the Debtor Companies’ Application and granted an order under the CCAA extending the Stay Period up to and including February 14, 2025 (the “**Stay Extension Order**”).
10. On January 29, 2025, the Honourable Justice Feasby released his decision (the “**Decision**”) and granted an order under the CCAA granting the following relief:
- (a) dismissing the Debtor Companies’ Application; and
 - (b) directing the Monitor to, within 21 days of the Decision, provide this Court with a reasonable plan for gaining control of the Texas Lands and the proceeds of the Fossil Creek Sale and the Water District Sale (the “**Texas Plan**”). If the Texas Plan is not provided within 21 days and subsequently approved by this Court, then the CCAA Proceedings shall terminate as against Fossil Creek A2A Developments, LLC, Windridge A2A Developments, LLC, Fossil Creek A2A GP Inc., Hills of Windridge A2A GP Inc., Fossil Creek A2A Limited Partnership, Hills of Windridge A2A LP, Fossil Creek A2A Trust and Hills of Windridge A2A Trust (collectively, the “**Windridge and Fossil Creek Entities**”) and the Initial Order and the ARIO shall be vacated as against the Windridge and Fossil Creek Entities.
- (the “**Dismissal Order**”)
11. Capitalized terms not otherwise defined herein shall have the meaning given to such terms in the ARIO.

Stay Extension

12. The Stay Period will expire on February 14, 2025.

13. The Monitor has scheduled a hearing (the “**Plan Hearing**”) before this Court on March 3, 2025 at 2:00 pm for one half-day before Justice Campbell at which time the Monitor intends to seek an order under the CCAA granting the following relief:
 - (a) approving the Texas Plan;
 - (b) further extending the Stay Period to such later date to be decided by the Monitor before the Plan Hearing; and
 - (c) such other relief as may be necessary to be determined by the Monitor at a later date.
14. The Monitor requests that the stay of proceedings be extended (the “**Stay Extension**”) to March 4, 2025.
15. In accordance with the terms of the Dismissal Order, the Monitor has been working diligently with its counsel and Representative Counsel to develop the Texas Plan.
16. The requested Stay Extension is required for the following reasons:
 - (a) it will afford the Monitor sufficient time to develop the Texas Plan within the timeline ordered in the Dismissal Order;
 - (b) it will afford the Monitor sufficient time to present the Texas Plan to this Court and for this Court to approve the Texas Plan, in light of this Court’s busy calendar; and
 - (c) the Monitor does not believe any creditor of the Debtor Companies will be materially prejudiced by the proposed Stay Extension.
17. It is just, convenient and in the best interest of the Debtor Companies and their stakeholders for the Debtor Companies to continue to be afforded the protections of the CCAA pursuant to a Stay Extension.

Material or evidence to be relied on:

18. Pre-Filing Report of the Proposed Monitor dated November 12, 2024;
19. Consent to Act as Monitor and Receiver executed by a duly authorized representative of A&M, filed November 14, 2024;
20. First Report of the Monitor, dated November 20, 2024;
21. First Supplement to the First Report of the Monitor dated November 21, 2024;

22. Second Supplement to the First Report of the Monitor dated November 25, 2024;
23. Second Report of the Monitor dated November 28, 2024;
24. Third Report of the Monitor dated December 13, 2024;
25. Such further and other material or evidence as counsel may advise and this Honourable Court permits.

Applicable Acts and regulations:

26. *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended, in particular sections 2 to 5, 11, 11.001, 11.02, 11.2, 11.7, 11.23, 11.52, and 18.6;
27. *Alberta Rules of Court*, AR 124/2010 and in particular, Rule 13.5;
28. Such further and other legislation as counsel may advise and this Honourable Court permits.

How the application is proposed to be heard or considered:

29. Via Webex, on the Calgary Commercial List before the Honourable Justice Feasby.

WARNING

You are named as a respondent because you have made or are expected to make an adverse claim in respect of this originating application.

If you do not come to Court either in person or by your lawyer, the Court may make an order declaring you and all persons claiming under you to be barred from taking any further proceedings against the applicant and against all persons claiming under the applicant. You will be bound by any order the Court makes, or another order might be given or other proceedings taken which the applicant is entitled to make without any further notice to you.

If you want to take part in the application, you or your lawyer must attend in Court **[or via Webex]** on the date and at the time shown at the beginning of this form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant a reasonable time before the application is to be heard or considered.

SCHEDULE "A"

- (a) Angus A2A GP Inc. ("**Angus GP**");
 - (b) Angus Manor Park A2A GP Inc. ("**Angus Manor GP**");
 - (c) Angus Manor Park A2A Capital Corp. ("**Angus Manor Capital**");
 - (d) Angus Manor Park A2A Developments Inc. ("**Angus Manor Developments**");
 - (e) Hills of Windridge A2A GP Inc. ("**Windridge GP**");
 - (f) Windridge A2A Developments, LLC ("**Windridge Developments**");
 - (g) Fossil Creek A2A GP Inc. ("**Fossil Creek GP**");
 - (h) Fossil Creek A2A Developments, LLC ("**Fossil Creek Developments**");
 - (i) A2A Developments Inc. ("**Developments**");
 - (j) Serene Country Homes (Canada) Inc. ("**Serene**"); and
 - (k) A2A Capital Services Canada Inc. ("**A2A CSC**"),
- (collectively, the "**Debtor Companies**").

- (a) Angus A2A Limited Partnership ("**Angus LP**");
 - (b) Angus Manor Park A2A Limited Partnership ("**Angus Manor LP**");
 - (c) Hills of Windridge A2A LP ("**Windridge LP**");
 - (d) Hills of Windridge A2A Trust ("**Windridge Trust**");
 - (e) Fossil Creek A2A Limited Partnership ("**Fossil Creek LP**");
 - (f) Fossil Creek A2A Trust ("**Fossil Creek Trust**"),
- (collectively, the "**Affiliate Entities**").

SCHEDULE "B"
SERVICE LIST

SCHEDULE "A" – SERVICE LIST
Action No. 2401-15969
Last Update February 10, 2025

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SERVICE RECIPIENT	RECIPIENT STATUS	SERVICE VIA
<p>CASSELS Suite 3810, Bankers Hall West 888 3rd Street SW Calgary AB T2P 5C5</p> <p>Attention: Jeffrey Oliver Email: joliver@cassels.com</p> <p>Attention: Danielle Marechal Email: dmarechal@cassels.com</p> <p>Attention: Natalie Thompson Email: nthompson@cassels.com</p> <p>Attention: Danica Jorgenson Email : djorgenson@cassels.com</p> <p>Assistant: Angeline Gagnon Email: agagnon@cassels.com</p>	<p>Counsel to Alvarez & Marsal Canada Inc.</p>	<p>Email</p>
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<p>HILLS OF WINDRIDGE A2A TRUST Registered and Head office of the trust: 250 Ferrand Drive, Suite 888 Toronto ON M3C 3G8</p> <p>Email: dirk.foo@serenehomes.com</p>	Respondent	Email
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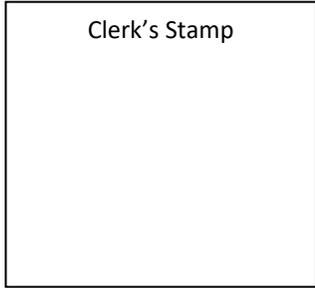
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SCHEDULE "C"
ORDER

COURT FILE NUMBER 2401-15969
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE CALGARY



IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, RSC 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF THE COMPROMISE OR ARRANGEMENT OF
ANGUS A2A GP INC., ANGUS MANOR PARK A2A GP INC., ANGUS
MANOR PARK A2A CAPITAL CORP., ANGUS MANOR PARK A2A
DEVELOPMENTS INC., HILLS OF WINDRIDGE A2A GP INC.,
WINDRIDGE A2A DEVELOPMENTS, LLC, FOSSIL CREEK A2A GP
INC., FOSSIL CREEK A2A DEVELOPMENTS, LLC, A2A
DEVELOPMENTS INC., SERENE COUNTRY HOMES (CANADA) INC.
and A2A CAPITAL SERVICES CANADA INC.

APPLICANT **ALVAREZ & MARSAL CANADA INC.**, in its capacity as Court-appointed
Monitor of ANGUS A2A GP INC., ANGUS MANOR PARK A2A GP INC.,
ANGUS MANOR PARK A2A CAPITAL CORP., ANGUS MANOR PARK
A2A DEVELOPMENTS INC., HILLS OF WINDRIDGE A2A GP INC.,
WINDRIDGE A2A DEVELOPMENTS, LLC, FOSSIL CREEK A2A GP
INC., FOSSIL CREEK A2A DEVELOPMENTS, LLC, A2A
DEVELOPMENTS INC., SERENE COUNTRY HOMES (CANADA) INC.
and A2A CAPITAL SERVICES CANADA INC.

DOCUMENT **STAY EXTENSION ORDER**

ADDRESS FOR
SERVICE AND
CONTACT
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OF PARTY
FILING THIS
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Attention: Jeffrey Oliver / Danielle Marechal

File no. 57100-4

DATE ON WHICH ORDER WAS PRONOUNCED: February 11, 2025

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

JUSTICE WHO MADE THIS ORDER: The Honourable Justice Feasby

UPON the application (the "**Monitor's Application**") of Alvarez & Marsal Canada Inc. ("**A&M**") in its
capacity as the court-appointed monitor with enhanced powers (in such capacity, the "**Monitor**") of Angus
A2A GP Inc., Angus Manor Park A2A GP Inc., Angus Manor Park A2A Capital Corp., Angus Manor Park

A2A Developments Inc., Hills of Windridge A2A GP Inc., Windridge A2A Developments, LLC, Fossil Creek A2A GP Inc., Fossil Creek A2A Developments, LLC, A2A Developments Inc., Serene Country Homes (Canada) Inc., and A2A Capital Services Canada Inc. (together, the “**Debtor Companies**”); **AND UPON** having read the Pre-filing Report of the Monitor dated November 13, 2024, the First Report of the Monitor dated November 20, 2024, the First Supplement to the First Report of the Monitor dated November 21, 2024, the Second Supplement to the First Report of the Monitor dated November 25, 2024, the Second Report of the Monitor dated November 28, 2024, the Third Report of the Monitor dated December 13, 2024 and the First Supplement to the Third Report of the Monitor dated December 17, 2024; **AND UPON** reviewing the Initial Order granted by the Honourable Justice C. Feasby in these proceedings on November 14, 2024, the Amended and Restated Initial Order granted by the Honourable Justice C. Simard in these proceedings on November 25, 2024 (the “**ARIO**”), the Order granted by the Honourable Justice C. Feasby in these proceedings on December 20, 2024 and the Order granted by the Honourable Justice C. Feasby in these proceedings on January 29, 2025 (the “**Dismissal Order**”); **AND UPON** hearing counsel for the Monitor, Representative Counsel, counsel for the US Debtor Companies and counsel for the Canadian Respondents and any other party in attendance; **AND UPON** being satisfied that it is appropriate to do so;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. The time for service of the notice of application for this order (the “**Order**”) is deemed good and sufficient and the Application is properly returnable today.

CAPITALIZED TERMS

2. Capitalized terms used herein but not otherwise defined in this Order shall have the meaning given to such terms in the ARIO and the Dismissal Order.

STAY OF PROCEEDINGS

3. The Stay Period is hereby extended until and including March 4, 2025.

TERMINATION

4. Notwithstanding paragraph 3 of this Order, and subject only to a further order of this Court, these CCAA Proceedings shall terminate as against Fossil Creek A2A Developments, LLC, Windridge A2A Developments, LLC, Fossil Creek A2A GP Inc., Hills of Windridge A2A GP Inc., Fossil Creek

A2A Limited Partnership, Hills of Windridge A2A LP, Fossil Creek A2A Trust and Hills of Windridge A2A Trust (collectively, the “**Windridge and Fossil Creek Entities**”):

- (a) On February 19, 2025 (the “**Texas Plan Deadline**”), if the Monitor fails to provide the Texas Plan to this Court on or before the Texas Plan Deadline; or
- (b) On March 3, 2025 (the “**Plan Hearing Date**”), or such other date as ordered by this Court, if this Court does not approve the Texas Plan on or before the Plan Hearing Date.

SERVICE AND NOTICE PROTOCOL

- 5. This Order shall be served upon those parties listed on the Service List by ordinary mail, courier, or electronic transmission. Service is to be deemed effected by the next business day following transmission or delivery of such documents.
- 6. The Monitor shall post a copy of this Order to the Monitor’s Website for these proceedings: www.alvarezandmarsal.com/a2a.
- 7. Service of this Order to any other party is hereby dispensed with.

Justice of the Court of King’s Bench of Alberta