

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, 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 **APPLICATION**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
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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 March 3, 2025
Time 2:00 p.m. MST
Where Calgary Courts Centre
<https://albertacourts.webex.com/meet/virtual.courtroom60>

Before Whom The Honourable Justice Campbell

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;
 - (ii) approving the Texas Plan (as defined in the Fourth Report of the Monitor dated February 19, 2025 (the "**Fourth Report**"));
 - (iii) extending the Stay Period (as defined herein) up to and including April 30, 2025 (the "**Stay Extension**");
 - (iv) amending the ARIO (as defined herein) and granting an increase in the aggregate amount of the Administration Charge (as defined herein) to a maximum amount of \$2,500,000; and
 - (v) approving the professional fees and disbursements of the Monitor and Monitor's Counsel for the period up to January 31, 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 Affiliated 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 21, 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 which provided for, among other things:
 - (a) an extension of the Stay Period up to and including December 18, 2024, for a limited scope;
 - (b) a direction to the Monitor to provide a limited purpose report by 4:00 p.m. on November 28, 2024, to the Court to address the expenditures and accruals to date, and a revised cashflow statement listing all proposed expenditures until December 18, 2024, broken down as between service providers (the "**Second Report**");
 - (c) a direction to the Debtor Companies to provide to the Monitor by 4:00 p.m. December 6, 2024, the Requested Information (as defined in the ARIO);
 - (d) a direction to the Monitor to provide a comprehensive report by 4:00 p.m. on December 13, 2024, to the Court to address, among other things (*i.e.* the Third Report):
 - (i) the respective rights and 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.

(the "**Comprehensive Overview**")
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 (collectively, the “**US LLCs**”), 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 (together with the US LLCs, 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. On February 19, 2025, the Monitor filed the Fourth Report outlining the Texas Plan.
12. The following applications for permission to appeal are scheduled to be heard of March 6, 2025:
- (a) US LLCs’ application for permission to appeal the December Reasons (as defined in the Fourth Report) (File No. 2501-0019AC);

- (b) US LLCs' application for permission to appeal the Initial Order (File No. 2401-0353AC);
- (c) US LLCs' application for permission to appeal the ARIO (File No. 2401-0352AC);
- (d) Hills of Windridge A2A GP Inc. and Fossil Creek A2A GP Inc.'s application for permission to appeal the ARIO (File No. 2401-0350AC);
- (e) US LLCs' application for permission to appeal the Decision (File No. 2501-0050AC); and
- (f) Hills of Windridge A2A GP Inc. and Fossil Creek A2A GP Inc.'s application for permission to appeal the Decision (File No. 2501-0053AC).

(the "**Appeal Applications**")

13. Capitalized terms not otherwise defined herein shall have the meaning given to such terms in the ARIO, the Dismissal Order or the Fourth Report.

Texas Plan

14. Pursuant to the Dismissal Order, the Court ordered the Monitor to provide the Texas Plan within 21 days of the date of the pronouncement of the Dismissal Order. The Texas Plan must be approved by this Court or the CCAA Proceedings shall terminate as against the Windridge and Fossil Creek Entities and the Initial Order and the ARIO shall be vacated as against the Windridge and Fossil Creek Entities.
15. The Monitor in consultation with Monitor's Counsel and Representative Counsel developed the Texas Plan, as outlined in the Fourth Report, to:
- (a) gain control of the Texas Lands and the proceeds of the Fossil Creek Sale and the Water District Sale (the "**Texas Assets**"); and
 - (b) safeguard recovery of the Texas Assets for the benefit of the stakeholders.
16. The key element of the Texas Plan involves the Monitor, on behalf of the US LLCs, initiating a voluntary chapter 11 case in US Bankruptcy Court for the purpose of initiating an adversary proceeding and seeking judgment that Fossil Creek and Windridge are recoverable by the US LLCs as avoidable fraudulent transfers under 11 U.S.C. §§ 544 and 548 and related declaratory relief under 28 U.S.C. § 220.
17. The Monitor requests that this court approve the Texas Plan as the Texas Plan is reasonable and consistent with its powers under the ARIO.

Stay Extension

18. The Stay Period will expire on March 4, 2025.
19. The Monitor requests that the Stay of Proceedings be extended to April 30, 2025.
20. 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.
21. The requested Stay Extension is required for the following reasons:
 - (a) it will afford the Monitor sufficient time to enact the Texas Plan as outlined in the Fourth Report to gain control of the Texas Lands and the proceeds of the Water District Sale and the Fossil Creek Sale;
 - (b) it will afford the Monitor the opportunity to advance the sale and/or marketing of the Angus Manor project;
 - (c) the Monitor does not believe any creditor of the Debtor Companies will be materially prejudiced by the proposed Stay Extension; and
 - (g) it will allow the Monitor, with the assistance of Foreign Representative Counsel, to contact Offshore Investors to seek information relevant to these CCAA Proceedings, for the purpose, of among other things, determining whether additional Debtor Companies should be added to these CCAA Proceedings.
22. The Monitor, on behalf of the Debtor Companies has acted and continues to act in good faith and with due diligence. The Monitor submits that in the circumstances 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.

Amendment to ARIO

23. Paragraph 31 of the ARIO provides that until and including the Continuation Date (as defined in the ARIO), Representative Counsel is directed to take only those actions absolutely necessary to carry out the terms of the ARIO.
24. The Continuation Date has now passed, and this Court has definitively determined that these CCAA Proceedings are appropriate. The Monitor seeks an amendment to paragraph 31 of the ARIO to remove any restrictions on the actions of Representative Counsel authorized pursuant to the ARIO.

25. Representative Counsel supports the Monitor's application to amend paragraph 31 of the ARIO.

Increase to Administration Charge

26. The Monitor is seeking an increase to the Administration Charge from \$1,000,000 to \$2,500,000.

27. The Monitor submits that it is appropriate for this Honourable Court to exercise its jurisdiction and increase the amount of the Administration Charge, given that:

(a) the Debtor Companies and Affiliated Entities consist of a large and intertwined group of companies and entities, formed under the laws of at least two Canadian provinces and the United States, with real property in both countries. Consequently, these CCAA Proceedings require a high degree of involvement, expertise and advice from the beneficiaries of the Administration Charge (*i.e.* the Monitor, Monitor's Counsel and Assistants, and Representative Counsel);

(b) all beneficiaries of the Administration Charge (*i.e.*, the Monitor, counsel to the Monitor and Representative Counsel) have contributed, and will continue to contribute, to the restructuring efforts of the Debtor Companies and there is no unwarranted duplication of roles; and

(c) the quantum of the charge is fair and reasonable in light of the enhanced powers and responsibilities of the Monitor under the ARIO, and the professional expertise and knowledge required by the Monitor and other beneficiaries of the Administration Charge in order to successfully navigate these CCAA Proceedings and maximize value for the benefit of all stakeholders.

28. The Monitor is of the view that the proposed increase to the Administration Charge is appropriate and necessary in light of the Business, Property, the Monitor's duties, the duties of Monitor's Counsel, and the duties, and necessity for, Representative Counsel.

Approval of Professional Fees

29. The total fees and disbursements of the Monitor for the period to January 31, 2025 are \$138,654.85 inclusive of GST in the amount of \$6,602.61.

30. The total fees and disbursements of the Monitor's Counsel for the period to January 31, 2025 are \$317,770.62 inclusive of GST in the amount of \$14,577.35.

31. The total fees and disbursements of the Monitor's US counsel to January 31, 2025 are USD \$37,910.50.

32. The Monitor is of the view that its fees and disbursements and those of its legal counsel are reasonable in the circumstances, and commensurate with the work performed by the parties, which was necessary and appropriate in the circumstances.

Material or evidence to be relied on:

33. Pre-Filing Report of the Proposed Monitor dated November 12, 2024;
34. Consent to Act as Monitor and Receiver executed by a duly authorized representative of A&M, filed November 14, 2024;
35. First Report of the Monitor, dated November 20, 2024;
36. First Supplement to the First Report of the Monitor dated November 21, 2024;
37. Second Supplement to the First Report of the Monitor dated November 25, 2024;
38. Second Report of the Monitor dated November 28, 2024;
39. Third Report of the Monitor dated December 13, 2024;
40. First Supplement to the Third Report of the Monitor dated December 17, 2024;
41. Fourth Report of the Monitor dated February 19, 2024;
42. First Supplement to the Fourth Report of the Monitor dated February 24, 2025; and
43. Such further and other material or evidence as counsel may advise and this Honourable Court permits.

Applicable Acts and regulations:

44. *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended, in particular sections 11, 11.02, 11.52 and 18.6;
45. *Alberta Rules of Court*, AR 124/2010 and in particular, Rule 13.5;
46. Such further and other legislation as counsel may advise and this Honourable Court permits.

How the application is proposed to be heard or considered:

47. Via Webex, on the Calgary Commercial List before the Honourable Justice Campbell.

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 "**Affiliated Entities**").

SCHEDULE "B"

SERVICE LIST

SCHEDULE "A" – SERVICE LIST
Action No. 2401-15969
Last Update February 19, 2025

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SCHEDULE "C"

ORDER

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

Clerk's Stamp

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 & MISCELLANEOUS RELIF ORDER**

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION
OF PARTY
FILING THIS
DOCUMENT
Cassels Brock & Blackwell LLP
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3810, 888 3rd St SW
Calgary, AB T2P 5C5
E: joliver@cassels.com / dmarechal@cassels.com
P: 403 351 2920 / 403 351 2922

Attention: Jeffrey Oliver / Danielle Marechal

File no. 57100-4

DATE ON WHICH ORDER WAS PRONOUNCED: March 3, 2025

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

JUSTICE WHO MADE THIS ORDER: The Honourable Justice Campbell

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., Fossil Creek A2A GP Inc., A2A Developments Inc., Serene Country Homes (Canada) Inc., and A2A Capital Services Canada Inc. (together the “**Canadian Respondents**”) and Fossil Creek A2A Developments, LLC and Windridge A2A Developments, LLC (the “**US Debtor Companies**” and together with the Canadian Respondents, 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, the First Supplement to the Third Report of the Monitor dated December 17, 2024, the Fourth Report of the Monitor dated February 19, 2025 (the “**Fourth Report**”) and the First Supplement to the Fourth Report of the Monitor dated February 24, 2025; **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, the Order granted by the Honourable Justice C. Feasby in these proceedings on January 29, 2025 and the Order granted by the Honourable Justice C. Feasby in these proceedings on February 11, 2025 ; **AND UPON** reading the Brief of the Monitor filed February 24, 2025; **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 Fourth Report.

TEXAS PLAN

3. The Texas Plan is hereby approved and the Monitor is hereby authorized and empowered to take any and all steps that it deems necessary or desirable to implement the Texas Plan or otherwise gain control of the Texas Assets.

STAY OF PROCEEDINGS

4. The Stay Period is hereby extended until and including April 30, 2025.

AMENDMENT

5. The ARIO shall be and is hereby amended by deleting paragraph 31 thereof and replacing it with new paragraph 31 reading as follows:

31. Representative Counsel is authorized to take all steps necessary or desirable to carry out the terms of this Order including dealing with any Court, regulatory body or other government ministry, department or agency to take all such steps as are necessary or incidental thereto.

INCREASE TO ADMINISTRATION CHARGE

6. The aggregate amount of the Administration Charge set out in paragraphs 49 of the ARIO is increased from \$1,000,000 to \$2,500,000.

7. The ARIO shall be and is hereby amended by deleting paragraph 57 thereof and replacing it with new paragraph 57 reading as follows:

57. The priorities of the Administration Charge, and the Interim Lender's Charge, as among them, shall be as follows:

First – Administration Charge (to the maximum amount of \$250,000);

Second – Interim Lender's Charge (to the maximum amount of \$1,250,000, plus the amount of all interest, fees and expenses in respect of the principal amount advanced under the Term Sheet and/or Definitive Documents).

Third – Administration Charge (to the maximum amount of \$2,250,000);

APPROVAL OF PROFESSIONAL FEES

8. The fees and disbursements of the Monitor and Monitor's Counsel, as set out in the First Supplement to the Fourth Report, are hereby approved without the necessity of a formal passing of its accounts.

SERVICE AND NOTICE PROTOCOL

9. 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.
10. The Monitor shall post a copy of this Order to the Monitor's Website for these proceedings:
www.alvarezandmarsal.com/a2a.
11. Service of this Order to any other party is hereby dispensed with.

Justice of the Court of King's Bench of Alberta