

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



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IN THE MATTER OF THE *COMPANIES' CREDITORS*  
*ARRANGEMENT ACT*, RSC 1985, c C-36, as amended

O120206

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.

DOCUMENT **APPLICATION TO APPOINT CANADIAN  
REPRESENTATIVES AND FOR A RESTRICTED COURT  
ACCESS ORDER**

APPLICANT **CANADIAN REP COUNSEL on behalf of CANADIAN  
INVESTORS (BOTH AS DEFINED IN THE AMENDED  
AND RESTATED INITIAL ORDER)**

ADDRESS FOR  
SERVICE AND  
CONTACT  
INFORMATION OF  
PARTY FILING  
THIS DOCUMENT

**Fasken Martineau DuMoulin LLP**  
Barristers and Solicitors  
3400 First Canadian centre  
350 – 7<sup>th</sup> Avenue SW  
Calgary, AB, T2P 3N9

**Attention: Robyn Gurofsky / Kaitlyn Wong**  
Telephone: (403)261-9469 / (403)261-7388  
Email: [rgurofsky@fasken.com](mailto:rgurofsky@fasken.com) / [kwong@fasken.com](mailto:kwong@fasken.com)

File No.: 340252.00001

**NOTICE TO THE RESPONDENTS AND SERVICE LIST AT SCHEDULE "A"  
ATTACHED HERETO**

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	December 18, 2024
Time	10:00 a.m. MST
Where	Calgary Courts Centre or via WebEx
Before Whom	The Honourable Justice C. Simard

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

**Remedy claimed or sought:**

1. Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Amended and Restated Initial Order, granted November 25, 2024 (the “ARIO”).
2. Canadian Rep Counsel on behalf of Canadian Investors, seeks:
  - (a) an order appointing three Canadian Investors to act as Canadian Representatives in the within proceedings substantially in the form attached hereto as **Schedule “B”** (the “**Appointment Order**”);
  - (b) a restricted court access order in respect of Confidential Exhibits “A”, “B”, and “C” to Secretarial Affidavit No. 2 of Kim Picard, sworn December 13, 2024 (the “**Second Picard Affidavit**”) substantially in the form attached hereto as **Schedule “C”** (the “**Sealing Order**”); and
  - (c) granting such further and other relief as may be sought by the Applicants and this Honourable Court may deem appropriate.

**Grounds for making this application:**

**Appointment of the Representative Committee**

3. Pursuant to paragraph 27 of the ARIO, Canadian Rep Counsel was permitted to commence a process to identify no more than five Canadian Investors to be appointed, pursuant to a further order of this Court, as the Canadian Representatives in the within proceedings.

4. Canadian Rep Counsel, in consultation with the Monitor, is recommending, at this time, that three individuals be appointed as Canadian Representatives. Canadian Rep Counsel has commenced a process to solicit interest amongst Canadian Investors to act as Canadian Representatives and to vet investors who put their names forward. The Canadian Investors whose names are being put forward to the Court are investors in one or more of Angus Manor, Fossil Creek, or Windridge with varying degrees of investment experience and knowledge.
5. Appointment of the proposed three Canadian Investors as Canadian Representatives is necessary for the orderly and efficient representation of Canadian Investors and to work together with Offshore Representatives on behalf of all investors in A2A projects given the large number of investors spread across Canada and the world.

#### **Sealing Order**

6. Canadian Rep Counsel seeks a Sealing Order over Confidential Exhibits “A”, “B”, and “C” to the Second Picard Affidavit, on the basis that these Exhibits contain: i) copies of the lists of Canadian Investors in Angus Manor, Fossil Creek, and Windridge provided by the Debtor Companies to the Monitor, ii) an unredacted copy of Canadian Rep Counsel’s internal tracking sheet which lists the names of the Canadian Investors who provided information to Canadian Rep Counsel, and iii) copies of the emails received from the proposed Canadian Representatives containing their personal profiles.
7. Confidential Exhibits “A”, “B”, and “C” contain personal information about Canadian Investors, including contact information, and Canadian Rep Counsel does not have the permission of the Investors to share such information publicly. Publicizing the names and contact information of Canadian Investors may deter Investors from continuing to participate in these proceedings.
8. Sealing Confidential Exhibits “A”, “B”, and “C” is the least restrictive method available to prevent the dissemination of sensitive personal information. The salutary effects of the Sealing Order, which are to protect the general commercial interest of maintaining

confidentiality, far outweigh the deleterious effects of restricting the accessibility of court proceedings.

9. Such further and other grounds as counsel may advise and this Honourable Court may permit.

**Material or evidence to be relied on:**

10. Affidavit No. 2 of Kim Picard, sworn December 13, 2024.
11. Any other materials and pleadings previously filed in the within proceedings.
12. Such further and other material or evidence as counsel may advise and this Honourable Court permits.

**Applicable rules:**

13. *Alberta Rules of Court*, AR 124/2010, in particular Part 6, Division 4.
14. *Bankruptcy and Insolvency General Rules*, CRC, c 368.
15. Such further and other rules as counsel may advise and this Honourable Court permits.

**Applicable Acts and regulations:**

16. *Companies' Creditors Arrangement Act*, RSC 1985, c C-36.
17. Such further and other legislation as counsel may advise and this Honourable Court permits.

**Any irregularity complained of or objection relied on:**

18. None.

**How the application is proposed to be heard or considered:**

19. The Applicant proposes that this Application be heard before the Honourable Justice Simard on December 18, 2024, at 10:00 a.m. sitting on the Commercial List, via WebEx video conference (and in person if the Court so approves), which appearance has been

scheduled with the Commercial Coordinator, on affidavit evidence with some or all of the parties present.

**WARNING**

If you do not come to Court either in person or by your lawyer, the Court may give the applicant 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.

**SCHEDULE "A"**  
**SERVICE LIST**

**SCHEDULE "A" – SERVICE LIST**

**Action No. 2401-15969**

**Last Update Nov. 29, 2024**

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<p><b>NORTON ROSE FULBRIGHT CANADA LLP</b>                      400 3<sup>rd</sup> Ave SW, Suite 3700                      Calgary AB T2P 4H2  <b>Attention: Howard Gorman</b>                      Email: <a href="mailto:howard.gorman@nortonrosefulbright.com">howard.gorman@nortonrosefulbright.com</a>  <b>Attention: Daniel Stethem</b>                      Email: <a href="mailto:daniel.stethem@nortonrosefulbright.com">daniel.stethem@nortonrosefulbright.com</a></p>	Representative Counsel to Offshore Investors	Email
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<p><b>PILLAR CAPITAL CORP.</b>                      Parkside Place                      Suite 920, 602 – 12th Avenue S.W.                      Calgary, AB T2R 1J3  <b>Attention: Steve Dizep</b>                      Email: <a href="mailto:sdizep@pillarcapitalcorp.com">sdizep@pillarcapitalcorp.com</a>  <b>Attention: Rick Lutz</b>                      Email: <a href="mailto:rlutz@pillarcapitalcorp.com">rlutz@pillarcapitalcorp.com</a>  <b>Attention: Keaton O'Brien</b>                      Email: <a href="mailto:kobrien@pillarcapitalcorp.com">kobrien@pillarcapitalcorp.com</a></p>	Interim Lender	Email
<p><b>CASSELS</b>                      Suite 3810, Bankers Hall West                      888 3rd Street SW                      Calgary AB T2P 5C5  <b>Attention: Jeffrey Oliver</b>                      Email: <a href="mailto:joliver@cassels.com">joliver@cassels.com</a>  <b>Attention: Danielle Marechal</b>                      Email: <a href="mailto:dmarechal@cassels.com">dmarechal@cassels.com</a>  <b>Attention: Natalie Thompson</b>                      Email: <a href="mailto:nthompson@cassels.com">nthompson@cassels.com</a>  <b>Attention: Danica Jorgenson</b>                      Email: <a href="mailto:djorgenson@cassels.com">djorgenson@cassels.com</a>  <b>Assistant: Angeline Gagnon</b>                      Email: <a href="mailto:agagnon@cassels.com">agagnon@cassels.com</a></p>	Counsel to Alvarez & Marsal Canada Inc.	Email

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<p><b>ANGUS A2A GP INC.</b>                      1600, 333 – 7<sup>th</sup> Ave SW                      Calgary, AB T2P 2Z1                      Email: <a href="mailto:cores@burstall.com">cores@burstall.com</a></p>	<p>Respondent</p>	<p>Email</p>
<p><b>ANGUS MANOR PARK A2A GP INC.</b>                      1600, 333 – 7<sup>th</sup> Ave SW                      Calgary, AB T2P 2Z1                      Email: <a href="mailto:cores@burstall.com">cores@burstall.com</a></p>	<p>Respondent</p>	<p>Email</p>

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<b>WINDRIDGE A2A DEVELOPMENTS, LLC</b> c/o Bodkin, Niehaus, Dorris, and Jolley PLLC 111, 6021 Morriss Road Flower Mound TX, 75028  <b>Attention: Nick Lind</b> Email: <a href="mailto:info@tbtexlaw.com">info@tbtexlaw.com</a>	Respondent	Courier/Email
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<b>FOSSIL CREEK A2A DEVELOPMENTS, LLC</b> c/o Bodkin, Niehaus, Dorris, and Jolley PLLC 111, 6021 Morriss Road Flower Mound TX, 75028  <b>Attention: Nick Lind</b> Email: <a href="mailto:info@tbtexlaw.com">info@tbtexlaw.com</a>	Respondent	Courier/Email
<b>FOSSIL CREEK A2A TRUST</b> c/o Grayson Ambrose, Trustee  Email: <a href="mailto:grayson@dalcastle.ca">grayson@dalcastle.ca</a>	Respondent	Email
<b>A2A DEVELOPMENTS INC.</b> 2030 Bristol Circle, 210 Oakville, ON L6H 6P5	Respondent	Courier
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<b>OFFICE OF THE SUPERINTENDENT OF BANKRUPTCY</b> Harry Hays Building 220 4th Ave SE, Suite 478 Calgary AB T2G 4X3  Email: <a href="mailto:osbservice-bsfservice@ised-isde.gc.ca">osbservice-bsfservice@ised-isde.gc.ca</a>	OSB	Email
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<b>LUKE MICHAEL KOK MENG FOO</b> <del>54 Coronation Rd West #01-01</del> <del>Singapore 269266, Singapore</del>	Director	Courier
<b>JOSEPH F. ATTRUX</b> 11425 Coburn Hills Pass Fort Worth, TX 76108, USA  2030 Bristol Circle, 210 Oakville, ON L6H 6P5  Email: <a href="mailto:joe.attrux@rccconsulting.ca">joe.attrux@rccconsulting.ca</a>	Director and Officer	Email/Courier
<b>ALLAN WHITEFORD LIND</b> 121 Meyer Rd, The Makena #10-08 Singapore, 437932, Singapore  7340 Cascade Court Unit 1122 Forth Worth, TX 76137, USA  Email: <a href="mailto:allan.lind@serenehomes.com">allan.lind@serenehomes.com</a>	Director and Officer	Email
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<b>Marie Lind</b>  Email: <a href="mailto:marie.lind@serenehomes.com">marie.lind@serenehomes.com</a>	Interested Party	Email

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**FAX:**

1.	<b>CANADA REVENUE AGENCY</b> 1-833-697-2390
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**SCHEDULE "B"**  
**FORM OF APPOINTMENT ORDER**

Clerk's Stamp

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, LCC, A2A DEVELOPMENTS INC.,  
SERENE COUNTRY HOMES (CANADA) INC. and A2A  
CAPITAL SERVICES CANADA INC.

DOCUMENT **ORDER: APPOINTMENT OF CANADIAN  
REPRESENTATIVES**

APPLICANT **CANADIAN REP COUNSEL on behalf of  
CANADIAN INVESTORS (BOTH AS DEFINED IN  
THE AMENDED AND RESTATED INITIAL  
ORDER)**

ADDRESS FOR  
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CONTACT  
INFORMATION  
OF PARTY  
FILING THIS  
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Barristers and Solicitors  
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350 – 7<sup>th</sup> Avenue SW  
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**Attention: Robyn Gurofsky / Kaitlyn Wong**  
Telephone: (403)261-9469 / (403)261-7388  
Email: [rgurofsky@fasken.com](mailto:rgurofsky@fasken.com) / [kwong@fasken.com](mailto:kwong@fasken.com)

File No.: 340252.00001

**DATE ON WHICH ORDER WAS PRONOUNCED:** December 18, 2024

**LOCATION WHERE ORDER WAS PRONOUNCED:** Calgary, Alberta

**JUSTICE WHO MADE THIS ORDER:** The Honourable Justice C. Simard

**UPON** the Application of Canadian Rep Counsel on behalf of Canadian Investors seeking an order for the appointment of three Canadian Investors as Canadian Representatives in the within proceedings; **AND UPON** having read the Application of Canadian Rep Counsel, Secretarial Affidavit No. 2 of Kim Picard, sworn December 13, 2024, and the other pleadings and materials previously filed in the within proceedings; **AND UPON** hearing Canadian Rep Counsel, counsel for the Monitor, counsel for the Debtor Companies, Offshore Rep Counsel, and other counsel in attendance at the hearing;

**IT IS HEREBY ORDERED AND DECLARED THAT:**

1. All defined terms used herein have the meanings ascribed to them in the Amended and Restated Initial Order, granted November 25, 2024 (the “**ARIO**”).
2. Pursuant to paragraph 27 of the ARIO, Michael Edwards, Jerry Storie, and Ron Guina are hereby appointed to act as Canadian Representatives with respect to these CCAA proceedings.
3. The Canadian Representatives, in consultation with Canadian Rep Counsel, are hereby authorized to develop and constitute guidelines in respect of the governance, constitution, matters of procedure, and activities of the Canadian Representatives in these CCAA proceedings and to seek the approval of this Honourable Court in relation to the same.
4. The Canadian Representatives are hereby authorized to represent the Canadian Investors in these CCAA proceedings, including without limitation, for the purposes of settling or compromising claims by the Canadian Investors in the within proceedings and to seek the approval of this Honourable Court in relation to the same.
5. Canadian Rep Counsel is hereby authorized to reapply to this Honourable Court to appoint additional Canadian Representatives where there are fewer than five Canadian Representatives appointed at any given time due to the resignation of any one of the Canadian Representatives, a decision by the Canadian Representatives to remove any one Canadian Representative in accordance with their powers under paragraph 3 of this Order, fewer than five Canadian Representatives being appointed pursuant to this Order, or for any

other reason as Canadian Rep Counsel may advise and this Honourable Court deems just and appropriate.

6. The Canadian Representatives shall have no personal liability or obligations as a result of the performance of their duties in carrying out the provisions of this Order or any further order granted by this Court in respect of being Canadian Representatives, save and except for liability arising out of gross negligence or wilful misconduct. No action or other proceedings may be commenced against the Canadian Representatives, or any one of them, in respect of the performance of their duties under this Order without leave of the Court obtained on 7 days' notice to the Investor Representatives, Canadian Rep Counsel, Offshore Rep Counsel, the Monitor, and the Debtor Companies.
  
7. Service of this Order shall be deemed good and sufficient by serving the same on:
  - a. the persons listed on the service list created in these proceedings;
  - b. any other person served with notice of the Application for this Order;
  - c. any other parties attending or represented at the Application for this Order; and
  - d. posting a copy of this Order on the Monitor's website at:  
<https://www.alvarezandmarsal.com/A2A>,and service on any other person is hereby dispensed with.
  
8. Service of this Order may be effected by facsimile, electronic mail, personal delivery, or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.

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Justice of the Court of King's Bench of Alberta

**SCHEDULE "C"**  
**FORM OF SEALING 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.

DOCUMENT **ORDER: RESTRICTED COURT ACCESS**

APPLICANT **CANADIAN REP COUNSEL on behalf of CANADIAN  
 INVESTORS (BOTH AS DEFINED IN THE AMENDED AND  
 RESTATED INITIAL ORDER)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT  
**Fasken Martineau DuMoulin LLP**  
 Barristers and Solicitors  
 3400 First Canadian Centre  
 350 – 7<sup>th</sup> Avenue SW  
 Calgary, Alberta T2P 3N9

**Attention: Robyn Gurofsky / Kaitlyn Wong**  
 Phone: (403) 261-9469 / (403) 261-9469  
 Email: [rgurofsky@fasken.com](mailto:rgurofsky@fasken.com) / [kwong@fasken.com](mailto:kwong@fasken.com)

File Number: 321102.00017

**DATE ON WHICH ORDER WAS PRONOUNCED:** December 18, 2024  
**LOCATION OF HEARING:** Calgary Courts Centre  
**NAME OF JUSTICE WHO MADE THIS ORDER:** The Honourable Justice C. Simard

**UPON** the Application of Canadian Rep Counsel on behalf of Canadian Investors seeking an order sealing Confidential Exhibits "A", "B", and "C" to Secretarial Affidavit No. 2 of Kim Picard, sworn December 13, 2024 (the "**Second Picard Affidavit**"); **AND UPON** having read the

Application of Canadian Rep Counsel, the Second Picard Affidavit, and the other pleadings and materials previously filed in the within proceedings; **AND UPON** hearing Canadian Rep Counsel, counsel for the Monitor, counsel for the Debtor Companies, Offshore Rep Counsel, and other counsel in attendance at the hearing;

**IT IS HEREBY ORDERED AND DECLARED THAT:**

1. All defined terms used herein have the meanings ascribed to them in the Amended and Restated Initial Order, granted November 25, 2024 (the “**ARIO**”).

**SERVICE**

2. Service of notice of this Application and materials in support of this Order and the Order for the appointment of Canadian Representatives is hereby declared good and sufficient, and the time for service of this Application and supporting materials is hereby abridged to the time actually given and this Application is properly returnable today.

**RESTRICTED COURT ACCESS**

3. Confidential Exhibits “A”, “B”, and “C” to the Second Picard Affidavit shall immediately be sealed by the Clerk of the Court, kept confidential and shall not form part of the public record, and not be available for public inspection unless otherwise ordered by this Court.
4. Confidential Exhibits “A”, “B”, and “C” to the Second Picard Affidavit shall be sealed and filed in an envelope containing the following statement thereon:

THIS ENVELOPE CONTAINS CONFIDENTIAL EXHIBITS “A”, “B”, AND “C” TO SECRETARIAL AFFIDAVIT NO. 2 OF KIM PICARD, SWORN DECEMBER 13, 2024, WHICH SHALL BE SEALED ON THE COURT RECORD AND ARE NOT TO BE PLACED ON THE PUBLIC RECORD OR MADE PUBLICLY ACCESSIBLE UNTIL FURTHER ORDER OF THIS COURT.

5. In the event an interested party wishes to unseal the contents of Confidential Exhibits “A”, “B”, and/or “C” to the Second Picard Affidavit, such interested party may bring an

application to Court in the within proceedings on no less than 7 days' notice to the Monitor and Canadian Rep Counsel.

6. Service of this Order shall be deemed good and sufficient by serving the same on:
  - a. the persons listed on the service list created in these proceedings;
  - b. any other person served with notice of the Application for this Order;
  - c. any other parties attending or represented at the Application for this Order; and
  - d. posting a copy of this Order on the Monitor's website at:  
<https://www.alvarezandmarsal.com/A2A>,

and service on any other person is hereby dispensed with.

7. Service of this Order may be effected by facsimile, electronic mail, personal delivery, or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.

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Justice of the Court of King's Bench of Alberta