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10, 2025 COURT FILE NUMBER

2401-15969

COURT

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JUDICIAL CENTRE

CALGARY

Clerk's Stamp



IN THE MATTER OF THE COMPANIES' CREDITORS 2401 15969
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

ORDER TO DISMISS SET ASIDE APPLICATION, ETC.

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION
OF PARTY
FILING THIS
DOCUMENT

Cassels Brock & Blackwell LLP
Bankers Hall West
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:

January 29, 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** the application of the Debtor Companies to set aside or otherwise vary the Initial Order filed November 21, 2024 (the “**Debtor Companies’ Application**”); **AND UPON** the Application of Canadian Representative Counsel for the appointment of a Representative Committee filed December 13, 2024 (“**Canadian Representative Counsel’s Application**” and together with the Monitor’s Application and the Debtor Companies’ Application, the “**Applications**”); **AND UPON** having read the Applications, the Affidavit of Michael Edwards sworn on November 12, 2024, the Affidavit of Paul Lauzon sworn on November 12, 2024, the Affidavit of Isabelle Brousseau, sworn November 8, 2024, the Affidavit of Pat Wedlund, sworn November 12, 2024, the Affidavit of Brian Richards, sworn November 12, 2024, the Affidavit of Kim Picard sworn November 12, 2024, the Affidavit of Allan Whiteford Lind sworn November 21, 2024, the Affidavit of George Woodland Chambers sworn November 20, 2024, the Affidavit of Grayson James Ambrose sworn November 21, 2024, the Second Affidavit of Grayson James Ambrose sworn November 21, 2024, the Second Secretarial Affidavit of Kim Picard sworn December 13, 2024, the Secretarial Affidavit of J. Van Ham filed December 13, 2024, the Second Affidavit of Allan Whiteford Lind sworn December 13, 2024, the Third Affidavit of Grayson James Ambrose sworn December 13, 2024, the Affidavit of Neil Warshafsky sworn December 16, 2024, the Third Affidavit of Allan Whiteford Lind sworn December 31, 2024 and filed by Miles Davison LLP, the Fourth Affidavit of Allan Whiteford Lind sworn December 31, 2024 and filed by Bennett Jones LLP; the Fourth Affidavit of Grayson James Ambrose sworn January 3, 2025, the Third Secretarial Affidavit of Kim Picard sworn January 8, 2025, and the Affidavit of Emma Lisson filed January 13, 2025; **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 “**Third Report**”) 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 “**Initial Order**”), the Amended and Restated Initial Order granted by the Honourable Justice C. Simard in these proceedings on November 25, 2024 (the “**ARIO**”), and the Order granted by the Honourable Justice C. Feasby in these proceedings on December 20, 2024; **AND UPON** reading the Brief of the Monitor filed January 13, 2025, the Brief of Canadian Representative Counsel filed January 13, 2025, the Brief of the Canadian Respondents filed January 13, 2025, and the Brief of Windridge A2A Developments, LLC and Fossil Creek A2A Developments, LLC (the “**US Debtor Companies**”) filed January 13, 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** issuing written reasons for decision dated January 29, 2025 (the “**Reasons**”); **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 ARIO or the Third Report.

DISMISSAL

3. The Debtor Companies' Application to set aside the Initial Order and ARIO is dismissed.

TEXAS PLAN

4. Notwithstanding paragraph 3 of this Order, the Monitor shall have 21 days from the date of the Reasons to provide to the Court 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.

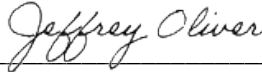
SERVICE AND NOTICE PROTOCOL

5. This Order shall be served upon those parties listed on the Service List by ordinary mail, courier, or electronic transmission. Service 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

APPROVED AS BEING THE ORDER GRANTED this 29th day of January 2025.

CASSELS, BROCK & BLACKWELL LLP

Per: 
Jeffrey Oliver
Counsel to the Monitor, Alvarez & Marsal Canada Inc.
in its capacity as monitor with enhanced powers of the Debtor Companies


BENNETT JONES LLP

Per: _____
Kelsey Meyer
Counsel to Fossil Creek A2A Developments, LLC and Windridge A2A Developments, LLC


MILES DAVISON LLP

Per: _____
Daniel Jukes
Counsel to 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.

NORTON ROSE FULBRIGHT CANADA LLP

Per: 
Howard Gorman, KC
Representative Counsel to the Offshore Investors

FASKEN MARTINEAU DUMOULIN LLP

Per: 
Robyn Gurofsky
Representative Counsel to the Canadian Investors

Justice of the Court of King's Bench of Alberta

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Counsel to the Monitor, Alvarez & Marsal Canada Inc.
in its capacity as monitor with enhanced powers of the Debtor Companies

BENNETT JONES LLP

Per: Kelsey Meyer
Kelsey Meyer
Counsel to Fossil Creek A2A Developments, LLC and Windridge A2A Developments, LLC

MILES DAVISON LLP

Per: _____
Daniel Jukes
Counsel to 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.

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MILES DAVISON LLP

Per:  _____
Daniel Jukes
Counsel to 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.

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