

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, 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 April 16, 2025  
Time 2:00 p.m. MST  
Where Calgary Courts Centre  
<https://albertacourts.webex.com/meet/virtual.courtroom60>

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 (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 sale process (the "**Angus Manor Sale Process**") as outlined in the Monitor's Fifth Report dated April 7, 2025 (the "**Fifth Report**");
    - (iii) extending the Stay Period (as defined herein) up to and including June 30, 2025;
    - (iv) approving the fees and disbursements of the Monitor and Monitor's Counsel for the period up to February 28, 2025; and
    - (v) approving the Pre-Filing Report of the Proposed Monitor dated November 13, 2024 (the "**Pre-Filing Report**"), the Monitor's First Report dated November 20, 2024 (the "**First Report**"), the First Supplement to the Monitor's First Report dated November 21, 2024 (the "**First Supplement to the First Report**"), the Second Supplement to the Monitor's First Report dated November 25, 2024 (the "**Second Supplement to the First Report**"), the Monitor's Second Report dated November 28, 2024 (the "**Second Report**"), the Monitor's Third Report dated December 13, 2024 (the "**Third Report**"), the First Supplement to the Monitor's Third Report dated December 17, 2024 (the "**First Supplement to the Third Report**"), the Monitor's Fourth Report dated February 19, 2025 (the "**Fourth Report**"), the First Supplement to the Monitor's Fourth Report dated February 24, 2025 (the "**First Supplement to the Fourth Report**"), and the Fifth Report, and the conduct and activities of the Monitor set out therein; 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 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 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 an application to set aside the CCAA until November 25, 2024, at 2:00 p.m. MST.
5. 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 am MST;
  - (b) directing the Monitor to provide the Second Report by Thursday November 28, 2024 at 4:00 pm 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; and
  - (c) directing the Monitor to provide a comprehensive report (i.e., the Third Report) by 4:00 pm MST 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 pm MST on Friday December 6, 2024 (the "**Information Deadline**"), the Requested Information (as defined in the ARIO).
  
- 6. 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.
  
- 7. 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 am 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.
  
- 8. 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.
  
- 9. 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**").

10. On March 5, 2025, the Honourable Justice Campbell granted an order under the CCAA, among other things:

- (a) approving the Texas Plan as outlined in the Fourth Report;
- (b) extending the Stay Period up to and including April 30, 2025;
- (c) increasing the Administration Charge from \$1,000,000 to \$2,500,000; and
- (d) approving the fees and disbursements of the Monitor and Monitor's Counsel as set out in the First Supplement to the Fourth Report

(the "**Texas Plan Order**").

11. The following applications for permission to appeal were heard on 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**").

12. As at the date of the filing of this Application, no decisions on the Appeal Applications have been released.

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

**Approval of the Angus Manor Sale Process**

14. One of the principal purposes of these CCAA proceedings was to create a stabilized environment to conduct a court-supervised sale process of the Debtor Companies' real property for the benefit of all stakeholders.
15. The Angus Manor lands are legally described as:
  - (a) PT LT 28 CON 5 ESSA TWP AS IN R0346115 SECONDLY TOWNSHIP OF ESSA; and
  - (b) PT LT 28 CON 5 ESSA TW; PT LT 29 CON 5 ESSA BEING PT 2 51R16117 TOWNSHIP OF ESSA

(the "**Angus Manor Lands**").
16. The Monitor has been in discussions with the Debtor Companies, their former real estate broker, and potential real estate brokers to develop a strategy to market the Angus Manor Lands for sale to maximize the value of the Angus Manor Lands for the benefit of the Debtor Companies' stakeholders.
17. The Monitor ultimately determined that the best course of action is to enter into a listing agreement with an independent real estate brokerage with experience in real estate acquisition and asset divestiture activities, including as a real estate broker of distressed assets in the insolvency context (the "**Sale Advisor**").
18. An overview and summary of the Angus Manor Sale Process is set out in the Fifth Report.
19. Key features of the Angus Manor Sale Process include, among other things:
  - (a) the Angus Manor Sale Process will be performed by the Sale Advisor and the Monitor, in consultation with Representative Counsel and any other relevant stakeholders;
  - (b) all qualified interested parties will be provided with an opportunity to participate in the Angus Manor Sale Process;
  - (c) the Angus Manor Lands will be marketed and sold on an "as is, where is" basis;
  - (d) the Sale Advisor will market the Angus Manor Lands at a list price with no bid deadline in order to attract the highest and/or best offer for a sale of the Angus Manor Lands; and

- (e) in the event that that there appears to be competition as between two or more potential purchasers, the Sale Advisor will affix a bid deadline approximately ten business days upon receipt of an acceptable offer and notify all past interested parties of same.
20. The Monitor is of the view that the Angus Manor Sale Process is commercially reasonable and fair in the circumstances for the following reasons, among others:
- (a) the Angus Manor Sale Process is fair, transparent and consistent with comparable court-approved sale processes and will be facilitated by the Monitor to maintain the integrity of the Angus Manor Sale Process;
  - (b) the Angus Manor Sale Process provides for a marketing process to sufficiently expose the Angus Manor Lands to the market;
  - (c) the Monitor is not aware of any stakeholder that appears to be prejudiced by the Angus Manor Sale Process; and
  - (d) the selected Sale Advisor will have sufficient experience in marketing distressed companies in these types of circumstances.
21. Accordingly, the Monitor is of the view that the approval of the Angus Manor Sale Process is in the best interests of the Debtor Companies' stakeholders.
22. If the Court approves the Angus Manor Sale Process, the Monitor and the Debtor Companies will be able to effectively market the Angus Manor Lands to identify potential purchasers in a fair and reasonable process.
23. Approval of the Angus Manor Sale Process will enhance the Debtor Companies' and Monitor's efforts to maximize value through these CCAA proceedings.

**Stay Extension**

24. The Stay Period will expire on April 30, 2025.
25. The Monitor requests that the stay of proceedings be extended to June 30, 2025 (the "**Stay Extension**").
26. In accordance with the ARIO and Texas Plan Order, the Monitor has been working diligently with its US Counsel to implement the steps of the Texas Plan. Further, the Monitor has been working with its Counsel to formulate the Angus Manor Sale Process.

27. The requested Stay Extension is required for the following reasons:
- (a) it will afford the Monitor the opportunity to take the steps necessary as provided for under the Angus Manor Sale Process;
  - (b) the Monitor does not believe any creditor of the Debtor Companies will be materially prejudiced by the proposed Stay Extension;
  - (c) it will allow the Monitor, with the assistance of US Counsel, to continue to implement the Texas Plan; and
  - (d) it will allow the Monitor, with the assistance of Representative Counsel, additional time to communicate with Offshore Investors for the purpose of, among other things, determining whether additional Debtor Companies should be added to these CCAA proceedings.
28. The Monitor, on behalf of the Debtor Companies, has acted and continues to act in good faith and with due diligence. 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.

#### **Approval of Professional Fees**

29. The total fees and disbursements of the Monitor for the period to February 28, 2025, are \$28,961.00 exclusive of GST in the amount of \$1,448.05.
30. The total fees and disbursements of the Monitor's counsel for the period to February 28, 2025, are \$100,665.31 exclusive of GST in the amount of \$5,024.27.
31. The total fees and disbursements of the Monitor's US counsel to February 28, 2025, are USD \$7,804.50.
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.

#### **Approval of the Monitor's Conduct and Activities**

33. The Monitor has acted diligently since its appointment as Monitor.
34. The actions, conduct and activities of the Monitor are described in the Pre-Filing Report, the First Report, the First Supplement to the First Report, the Second Supplement to the First Report, the

Second Report, the Third Report, the First Supplement to the Third Report, the Fourth Report, the First Supplement to the Fourth Report, and the Fifth Report are lawful, proper, and consistent with its powers under the ARIO or such other order of this Honourable Court.

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

35. Pre-Filing Report of the Proposed Monitor dated November 12, 2024;
36. Consent to Act as Monitor and Receiver executed by a duly authorized representative of A&M, filed November 14, 2024;
37. First Report of the Monitor, dated November 20, 2024;
38. First Supplement to the First Report of the Monitor dated November 21, 2024;
39. Second Supplement to the First Report of the Monitor dated November 25, 2024;
40. Second Report of the Monitor dated November 28, 2024;
41. Third Report of the Monitor dated December 13, 2024;
42. First Supplement to the Third Report of the Monitor dated December 17, 2024;
43. Fourth Report of the Monitor dated February 19, 2025;
44. First Supplement to the Fourth Report of the Monitor dated February 24, 2025;
45. Fifth Report of the Monitor dated April 7, 2025; and
46. Such further and other material or evidence as counsel may advise and this Honourable Court permits.

**Applicable Acts and regulations:**

47. *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;
48. *Alberta Rules of Court*, AR 124/2010 and in particular, Rule 13.5;
49. Such further and other legislation as counsel may advise and this Honourable Court permits.

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

50. 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 April 7, 2025**

| SERVICE RECIPIENT   | RECIPIENT STATUS                                   | SERVICE VIA |
|---|--|-------------|
| <p><b>FASKEN MARTINEAU DUMOULIN LLP</b><br/>           First Canadian Centre<br/>           350 - 7<sup>th</sup> Avenue SW, Suite 3400<br/>           Calgary, AB T2P 3N9</p> <p><b>Attention: Robyn Gurofsky</b><br/>           Email: <a href="mailto:rgurofsky@fasken.com">rgurofsky@fasken.com</a><br/> <b>Attention: Kaitlyn Wong</b><br/>           Email: <a href="mailto:kwong@fasken.com">kwong@fasken.com</a><br/> <b>Assistant: Kim Picard</b><br/>           Email: <a href="mailto:kpocard@fasken.com">kpocard@fasken.com</a></p>                                  | Representative<br>Counsel to<br>Canadian Investors | Email       |
| <p><b>NORTON ROSE FULBRIGHT CANADA LLP</b><br/>           400 3<sup>rd</sup> Ave SW, Suite 3700<br/>           Calgary AB T2P 4H2</p> <p><b>Attention: Howard Gorman</b><br/>           Email: <a href="mailto:howard.gorman@nortonrosefulbright.com">howard.gorman@nortonrosefulbright.com</a><br/> <b>Attention: Daniel Stethem</b><br/>           Email: <a href="mailto:daniel.stethem@nortonrosefulbright.com">daniel.stethem@nortonrosefulbright.com</a></p>  | Representative<br>Counsel to Offshore<br>Investors | Email       |
| <p><b>AZIMUTH RISK MANAGEMENT LTD.</b><br/>           710, 7015 Macleod Trail SW<br/>           Calgary, AB T2H 2K6</p> <p><b>Attention: David Murphy</b><br/>           Email: <a href="mailto:dmurphy@foxbridgegroup.com">dmurphy@foxbridgegroup.com</a><br/> <b>Attention: Rob Petersen</b><br/>           Email: <a href="mailto:RobP@azimuth.support">RobP@azimuth.support</a></p>   |  | Email       |
| <p><b>PILLAR CAPITAL CORP.</b><br/>           Parkside Place<br/>           Suite 920, 602 – 12th Avenue S.W.<br/>           Calgary, AB T2R 1J3</p> <p><b>Attention: Steve Dizep</b><br/>           Email: <a href="mailto:sdizep@pillarcapitalcorp.com">sdizep@pillarcapitalcorp.com</a><br/> <b>Attention: Rick Lutz</b><br/>           Email: <a href="mailto:rlutz@pillarcapitalcorp.com">rlutz@pillarcapitalcorp.com</a><br/> <b>Attention: Keaton O'Brien</b><br/>           Email: <a href="mailto:kobrien@pillarcapitalcorp.com">kobrien@pillarcapitalcorp.com</a></p> | Interim Lender                                     | Email       |

| SERVICE RECIPIENT   | RECIPIENT STATUS                                      | SERVICE VIA  |
|---|---|--------------|
| <p><b>CASSELS</b><br/>Suite 3810, Bankers Hall West<br/>888 3rd Street SW<br/>Calgary AB T2P 5C5</p> <p><b>Attention: Jeffrey Oliver</b><br/>Email: <a href="mailto:joliver@cassels.com">joliver@cassels.com</a></p> <p><b>Attention: Danielle Marechal</b><br/>Email: <a href="mailto:dmarechal@cassels.com">dmarechal@cassels.com</a></p> <p><b>Attention: Natalie Thompson</b><br/>Email: <a href="mailto:nthompson@cassels.com">nthompson@cassels.com</a></p> <p><b>Attention: Danica Jorgenson</b><br/>Email : <a href="mailto:djorgenson@cassels.com">djorgenson@cassels.com</a></p> <p><b>Assistant: Angeline Gagnon</b><br/>Email: <a href="mailto:agagnon@cassels.com">agagnon@cassels.com</a></p> | <p>Counsel to Alvarez &amp; Marsal Canada Inc.</p>    | <p>Email</p> |
| <p><b>TORYS</b><br/>525 – 8th Avenue S.W., 46th Floor<br/>Eighth Avenue Place East<br/>Calgary, AB T2P 1G1 Canada</p> <p><b>Attention: Kyle Kashuba</b><br/>Email: <a href="mailto:kkashuba@torys.com">kkashuba@torys.com</a></p>   | <p>Counsel to Pillar Capital, the Interim Lender</p>  | <p>Email</p> |
| <p><b>REED SMITH LLP</b><br/>2850 N Harwood St Suite 1500,<br/>Dallas, TX 75201, United States</p> <p><b>Attention: Keith Aurzada</b><br/>Email: <a href="mailto:KAurzada@reedsmith.com">KAurzada@reedsmith.com</a></p> <p><b>Attention: Michael Cooley</b><br/>Email: <a href="mailto:mpcooley@reedsmith.com">mpcooley@reedsmith.com</a></p>   | <p>US Counsel to Alvarez &amp; Marsal Canada Inc.</p> | <p>Email</p> |
| <p><b>ALVAREZ &amp; MARSAL CANADA INC.</b><br/>Suite 1110, 250 6<sup>th</sup> Ave SW<br/>888 3rd Street SW<br/>Calgary AB T2P 3H7</p> <p><b>Attention: Orest Konowalchuk</b><br/>Email: <a href="mailto:okonowalchuk@alvarezandmarsal.com">okonowalchuk@alvarezandmarsal.com</a></p> <p><b>Attention: Duncan MacRae</b><br/>Email: <a href="mailto:dmacrae@alvarezandmarsal.com">dmacrae@alvarezandmarsal.com</a></p>   | <p>Monitor</p>  | <p>Email</p> |

| SERVICE RECIPIENT   | RECIPIENT STATUS             | SERVICE VIA |
|---|------------------------------|-------------|
| <p><b>METCALFE, BLAINEY &amp; BURNS LLP</b><br/>18 Crown Steel Dr #202<br/>Markham, ON L3R 9X9</p> <p><b>Attention: Sammy Lee</b><br/>Email: <a href="mailto:sammylee@mbb.ca">sammylee@mbb.ca</a></p> <p><b>Attention: Jonathan Ku</b><br/>Email: <a href="mailto:jonathanku@mbb.ca">jonathanku@mbb.ca</a></p> <p><b>Attention: Stephen Barbier</b><br/>Email: <a href="mailto:stephenbarbier@mbb.ca">stephenbarbier@mbb.ca</a></p> | ON Counsel to A2A Group      | Email       |
| <p><b>MILES DAVIDSON LLP</b><br/>900, 517 – 10 Avenue SW<br/>Calgary, AB T2R 0A8</p> <p><b>Attention: Daniel Jukes</b><br/>Email: <a href="mailto:djukes@milesdavison.com">djukes@milesdavison.com</a></p>  | Co-Counsel with A2A Group ON | Email       |
| <p><b>ANGUS A2A GP INC.</b><br/>1600, 333 – 7<sup>th</sup> Ave SW<br/>Calgary, AB T2P 2Z1</p> <p>Email: <a href="mailto:cores@burstall.com">cores@burstall.com</a></p>  | Respondent                   | Email       |
| <p><b>ANGUS MANOR PARK A2A GP INC.</b><br/>1600, 333 – 7<sup>th</sup> Ave SW<br/>Calgary, AB T2P 2Z1</p> <p>Email: <a href="mailto:cores@burstall.com">cores@burstall.com</a></p>   | Respondent                   | Email       |
| <p><b>ANGUS MANOR PARK A2A DEVELOPMENTS INC.</b><br/>2030 Bristol Circle, 210<br/>Oakville, ON L6H 6P5</p> <p>Email: <a href="mailto:joe.attrux@rccconsulting.ca">joe.attrux@rccconsulting.ca</a></p>   | Respondent                   | Email       |
| <p><b>HILLS OF WINDRIDGE A2A TRUST</b><br/>Registered and Head office of the trust:<br/>250 Ferrand Drive, Suite 888<br/>Toronto ON M3C 3G8</p> <p>Email: <a href="mailto:dirk.foo@serenehomes.com">dirk.foo@serenehomes.com</a></p>  | Respondent                   | Email       |
| <p><b>WINDRIDGE A2A DEVELOPMENTS, LLC</b><br/>c/o Bodkin, Niehaus, Dorris, and Jolley PLLC<br/>111, 6021 Morriss Road<br/>Flower Mound TX, 75028</p> <p><b>Attention: Nick Lind</b><br/>Email: <a href="mailto:info@tbtexlaw.com">info@tbtexlaw.com</a></p>   | Respondent                   | Email       |

| SERVICE RECIPIENT   | RECIPIENT STATUS | SERVICE VIA |
|---|------------------|-------------|
| <b>HILLS OF WINDRIDGE A2A GP INC.</b><br>2030 Bristol Circle<br>Oakville, ON L6H 6P5<br><br>Email: <a href="mailto:grayson@dalcastle.ca">grayson@dalcastle.ca</a>   | Respondent       | Email       |
| <b>FOSSIL CREEK A2A GP INC.</b><br>Suite 900, 744 – 4 Ave SW<br>Calgary, AB T2P 3T4<br><br>Email: <a href="mailto:allan.lind@serenehomes.com">allan.lind@serenehomes.com</a>  | Respondent       | Email       |
| <b>FOSSIL CREEK A2A DEVELOPMENTS, LLC</b><br>c/o Bodkin, Niehaus, Dorris, and Jolley PLLC<br>111, 6021 Morriss Road<br>Flower Mound TX, 75028<br><br><b>Attention: Nick Lind</b><br>Email: <a href="mailto:info@tbtextlaw.com">info@tbtextlaw.com</a> | Respondent       | Email       |
| <b>FOSSIL CREEK A2A TRUST</b><br>234 Evanscreek Court NW<br>Calgary, AB T3P 1H4<br><br>Email: <a href="mailto:grayson@dalcastle.ca">grayson@dalcastle.ca</a>  | Respondent       | Email       |
| <b>A2A DEVELOPMENTS INC.</b><br>2030 Bristol Circle, 210<br>Oakville, ON L6H 6P5<br><br>Email: <a href="mailto:joe.attrux@rccconsulting.ca">joe.attrux@rccconsulting.ca</a>   | Respondent       | Email       |
| <b>SERENE COUNTRY HOMES (CANADA) INC.</b><br>234 Evanscreek Court NW<br>Calgary, AB T3P 1H4<br><br>Email: <a href="mailto:grayson@dalcastle.ca">grayson@dalcastle.ca</a>  | Respondent       | Email       |
| <b>A2A CAPITAL SERVICES CANADA INC.</b><br>c/o Grayson Ambrose, Director<br>234 Evanscreek Court NW<br>Calgary, AB T3P 1H4<br><br>Email: <a href="mailto:grayson@dalcastle.ca">grayson@dalcastle.ca</a>   | Respondent       | Email       |
| <b>CANADA REVENUE AGENCY</b><br>Surrey National Verification and Collections Centre<br>9755 King George Boulevard<br>Surrey BC V3T 5E1<br>Fax (toll-free): 1-833-697-2390   | CRA              | Fax         |

| SERVICE RECIPIENT  | RECIPIENT STATUS      | SERVICE VIA |
|--|-----------------------|-------------|
| <b>OFFICE OF THE SUPERINTENDENT OF BANKRUPTCY</b><br>Harry Hays Building<br>220 4th Ave SE, Suite 478<br>Calgary AB T2G 4X3<br><br>Email: <a href="mailto:osbservice-bsfservice@ised-isde.gc.ca">osbservice-bsfservice@ised-isde.gc.ca</a> | OSB                   | Email       |
| <b>GRAYSON AMBROSE</b><br>234 Evanscreek Court NW<br>Calgary, AB T3P 1H4<br><br>Email: <a href="mailto:grayson@dalcastle.ca">grayson@dalcastle.ca</a>  | Director              | Email       |
| <b>LUKE MICHAEL KOK MENG FOO</b><br><del>54 Coronation Rd West #01-01</del><br><del>Singapore 269266, Singapore</del>  | Director              | Courier     |
| <b>JOSEPH F. ATTRUX</b><br>2030 Bristol Circle, 210<br>Oakville, ON L6H 6P5<br><br>Email: <a href="mailto:joe.attrux@rccconsulting.ca">joe.attrux@rccconsulting.ca</a>   | Director and Officer  | Email       |
| <b>ALLAN WHITEFORD LIND</b><br>7340 Cascade Court Unit 1122<br>Forth Worth, TX 76137, USA<br><br>Email: <a href="mailto:allan.lind@serenehomes.com">allan.lind@serenehomes.com</a>   | Director and Officer  | Email       |
| <b>DIRK FOO</b><br>121 Meyer Rd, 10-08<br>Singapore, 437932, Singapore<br>Email: <a href="mailto:dirk.foo@serenehomes.com">dirk.foo@serenehomes.com</a>  | Director              | Email       |
| <b>ALEXI OLCHESKI</b><br><del>2011 25<sup>th</sup> Ave SW</del><br><del>Calgary, AB T2T 1A6</del>  | Director              | Courier     |
| <b>REGISTRAR OF CORPORATION<br/>                     ALBERTA REGISTRIES<br/>                     CORPORATIONS BRANCH</b><br>John E. Brownlee Bldg<br>10365 – 97 <sup>th</sup> St<br>Edmonton, AB T5J 3W7                                   | AB Corporate Registry | Courier     |

| SERVICE RECIPIENT   | RECIPIENT STATUS   | SERVICE VIA |
|---|--|-------------|
| <b>BUSINESS AND PERSONAL PROPERTY BRANCH</b><br>393 University Avenue, Suite 200<br>Toronto, ON M5G 2M2   | ON Business Registry   | Courier     |
| <b>BLOOMFIELD HOMES LP</b><br>1900 W Kirkwood Blvd. Ste 2300B<br>Southlake, TX 76092<br><br>Email: <a href="mailto:johnmatney@bloomfieldhomes.net">johnmatney@bloomfieldhomes.net</a>   | Interested Party   | Email       |
| <b>MARIE LIND</b><br><br>Email: <a href="mailto:marie.lind@serenehomes.com">marie.lind@serenehomes.com</a>  | Interested Party   | Email       |
| <b>BENNETT JONES LLP</b><br>4500, 855 – 2 Street SW<br>Calgary, AB T2P 4K7<br><br><b>Attention :</b> <b>Kelsey Meyer</b><br>Email : <a href="mailto:meyerk@bennettjones.com">meyerk@bennettjones.com</a><br><b>Luc Rollingson</b><br><a href="mailto:rollingsonl@bennettjones.com">rollingsonl@bennettjones.com</a> | Canadian Counsel to Fossil Creek A2A Developments, LLC and Windridge A2A Developments, LLC | Email       |
| <b>HAWASH CICACK &amp; GASTON LLP</b><br>711 W. Alabama Street, Suite 200<br>Houston, TX 77006<br><br><b>Attention:</b> Melissa Allen<br><b>Email:</b> <a href="mailto:mallen@hcglp.com">mallen@hcglp.com</a>   | Interested Party   | Email       |
| <b>MEADE NEESE &amp; BARR LLP</b><br>2118 Smith Street<br>Houston, Texas 77002<br><br><b>Attention:</b> Andrew K. Meade<br><b>Email:</b> <a href="mailto:ameade@mnbllp.com">ameade@mnbllp.com</a>   | Counsel to Judgment Creditor   | Email       |
| <b>SHACKELFORD, BOWEN, MCKINLEY &amp; NORTON, LLP</b><br>717 Texas Ave<br>Houston, Texas 77002<br><br><b>Attention:</b> Marianne Robak<br><b>Email:</b> <a href="mailto:mrobak@shackelford.law">mrobak@shackelford.law</a>  | Counsel to Judgment Creditor   | Email       |
| <b>KANE RUSSELL COLEMAN LOGAN PC</b><br>901 Main Street, Suite 5200<br>Dallas, Texas 75202<br><br><b>Attention:</b> John J. Kane<br><b>Email:</b> <a href="mailto:jkane@krcl.com">jkane@krcl.com</a>  | US Counsel to the US LLCs  | Email       |

| SERVICE RECIPIENT  | RECIPIENT STATUS | SERVICE VIA |
|--|------------------|-------------|
| <b>OFFICE OF THE US TRUSTEE</b><br>1100 Commerce Street, Suite 976<br>Dallas, Texas 75242<br><br><b>Attention:</b> Rafay Suchedina<br><b>Email:</b> <a href="mailto:rafay.suchedina@usdoj.gov">rafay.suchedina@usdoj.gov</a> | US Trustee       | Email       |

**FAX:**

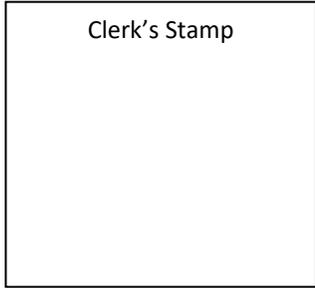
|    |  |
|----|--|
| 1. | <b>CANADA REVENUE AGENCY</b><br>1-833-697-2390 |
|----|--|

**EMAILS:**

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[dirk.foo@serenehomes.com](mailto:dirk.foo@serenehomes.com); [info@tbtexlaw.com](mailto:info@tbtexlaw.com); [grayson@dalcastle.ca](mailto:grayson@dalcastle.ca); [allan.lind@serenehomes.com](mailto:allan.lind@serenehomes.com);  
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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 **ORDER APPROVING SALE PROCESS, STAY EXTENSION & MISCELLANEOUS RELIEF**

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](mailto:joliver@cassels.com) / [dmarechal@cassels.com](mailto: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:** April 16, 2025  
**LOCATION WHERE ORDER WAS PRONOUNCED:** Calgary, Alberta  
**JUSTICE WHO MADE THIS ORDER:** The Honourable Justice C. Feasby

**UPON** the application (the "**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**") for an order approving, among other things, a sale process as further particularized in the Fifth Report of the Monitor dated April 7, 2025 (the "**Fifth Report**"); **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 First Supplement to the Fourth Report of the Monitor dated February 24, 2025 and the Fifth Report; **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, the Order granted by the Honourable Justice C. Feasby in these proceedings on February 11, 2025 and the Order granted by the Honourable Justice Campbell in these proceedings dated March 5, 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; **IT IS HEREBY ORDERED AND DECLARED THAT:**

#### **SERVICE OF APPLICATION**

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 Fifth Report.

#### **APPROVAL OF THE ANGUS MANOR SALE PROCESS**

3. The Angus Manor Sale Process is hereby ratified and approved.

4. The Monitor, in conjunction with the Sale Advisor, is empowered and authorized to implement the Angus Manor Sale Process and do all things reasonably necessary to conduct and give full effect to the Angus Manor Sale Process, and carry out the obligations thereunder including but not limited to, taking any additional steps or executing additional documents as may be necessary or desirable in order to carry out and complete the Angus Manor Sale Process.

#### **STAY OF PROCEEDINGS**

5. The Stay Period is hereby extended until and including June 30, 2025.

#### **APPROVAL OF PROFESSIONAL FEES**

6. The fees and disbursements of the Monitor and Monitor's Counsel, as set out in the Fifth Report, are hereby approved without the necessity of a formal passing of its accounts.

#### **APPROVAL OF ACTIVITIES OF MONITOR**

7. The Pre-Filing Report of the Proposed Monitor dated November 13, 2024, the Monitor's First Report dated November 20, 2024, the First Supplement to the Monitor's First Report dated November 21, 2024, the Second Supplement to the Monitor's First Report dated November 25, 2024, the Monitor's Second Report dated November 28, 2024, the Monitor's Third Report dated December 13, 2024, the First Supplement to the Monitor's Third Report dated December 17, 2024, the Monitor's Fourth Report dated February 19, 2025, the First Supplement to the Monitor's Fourth Report dated February 24, 2025, and the Fifth Report, and the actions, conduct and activities of the Monitor set out therein are approved.

#### **SERVICE AND NOTICE PROTOCOL**

8. 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 effect by the next business day following transmission or delivery of such documents.
9. The Monitor shall post a copy of this Order to the Monitor's Website for these proceedings:  
[www.alvarezandmarsal.com/a2a](http://www.alvarezandmarsal.com/a2a).
10. Service of this Order to any other party is hereby dispensed with.

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Justice of the Court of King's Bench of Alberta