

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

Clerk's Stamp



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

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

DOCUMENT **APPLICATION**

ADDRESS FOR  
SERVICE AND  
CONTACT  
INFORMATION  
OF PARTY  
FILING THIS  
DOCUMENT

Cassels Brock & Blackwell LLP  
Suite 3810, Bankers Hall West  
888 3<sup>rd</sup> Street SW  
Calgary, Alberta, T2P 5C5  
Telephone: 403 351 2920/ 403 351 2922  
Facsimile: 403 648 1151  
Email: [joliver@cassels.com](mailto:joliver@cassels.com) / [dmarechal@cassels.com](mailto:dmarechal@cassels.com)  
File No.: 57100-4

**Attention: Jeffrey Oliver/Danielle Marechal**

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

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

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

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

Date	December 18, 2024
Time	10:00 a.m. MST
Where	Calgary Courts Centre <a href="https://albertacourts.webex.com/meet/virtual.courtroom03">https://albertacourts.webex.com/meet/virtual.courtroom03</a>

Before Whom                      The Honourable Justice 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. 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) extending the Stay Period (as defined herein) up to and including February 28, 2025;
    - (iii) granting an increase in the aggregate amount of the Administration Charge (as defined herein) to a maximum amount of \$1,250,000;
    - (iv) approving the fees and disbursements of the Monitor and Monitor's Counsel for the period up to November 25, 2024; and
    - (v) approving the Pre-Filing Report of the Monitor dated November 13, 2024 (the "**Pre-Filing Report**"), the Monitor's First Report dated November 20, 2024 (the "**First Report**"), the Monitor's Second Report dated November 28, 2024 (the "**Second Report**"), and the Monitor's Third report dated December 13, 2024 (the "**Third Report**") and the activities of the Monitor set out therein; or
  - (b) in the alternative, an Order under the *Judicature Act*, RSA 2000, c J-2, as amended appointing A&M as receiver manager over all the current and future property, assets and undertaking of the Debtor Companies and Affiliate Entities (as defined below);
  - (c) advice and direction of this Honourable Court with respect to the Debtor Companies failure to produce the Requested Information by the Information Deadline (as defined herein); and
  - (d) such further and other relief as this Honourable Court deems appropriate.

**Grounds for making this application:**

## **Background**

2. On November 14, 2024, on application by an ad hoc group of Canadian investors in various real estate and land investment projects (the "**Applicant Investors**"), this Honourable Court granted an initial order (the "**Initial Order**") providing protection to the Debtor Companies (as defined in the Initial Order) under the CCAA granting the following relief, among other things:
- (a) appointing A&M as Monitor of the Debtor Companies with certain enhanced powers;
  - (b) granting a stay of proceedings for an initial period up to and including November 24, 2024 (the "**Stay Period**") with respect to the Debtor Companies and the Affiliate Entities (as defined in **Schedule "A"** hereto);
  - (c) appointing Fasken Martineau DuMoulin LLP as representative counsel for the Canadian investors (in such capacity, the "**Canadian Representative Counsel**");
  - (d) appointing Norton Rose Fulbright Canada LLP as representative counsel for the investors outside of Canada (in such capacity, the "**Foreign Representative Counsel**", and together with Canadian Representative Counsel, "**Representative Counsel**");
  - (e) authorizing the Monitor, on behalf of the Debtor Companies, to enter into an interim financing agreement with Pillar Capital Corp. ("**Pillar**" or the "**Interim Lender**") and to borrow from Pillar the initial principal amount of \$500,000 with the ability in the future to borrow up to \$2,000,000;
  - (f) granting the following charges over the Property in the following relative priorities:
    - (i) First – a charge in favour of the Monitor, its Assistants, Monitor's Counsel and Representative Counsel (the "**Administration Charge**") to a maximum amount of \$250,000; and
    - (ii) Second – a charge in favour of Pillar in respect of the Interim Financing to a maximum amount of \$500,000 (the "**Interim Lender's Charge**");(collectively, the "**Charges**"); and
  - (g) authorizing the Monitor to act as "Foreign Representative" of the A2A Group, in order to apply for a Temporary Restraining Order in the US and subsequently apply to commence ancillary insolvency proceedings under Chapter 15 of Title 11 of the US Bankruptcy Code in the US Bankruptcy Court for the Northern District of Texas.

3. On November 18, 2024, the Monitor filed an application returnable on November 21, 2024, seeking an amended and restated initial in these CCAA proceedings (the “**Comeback Application**”).
4. On November 21, 2024, this Honorable 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 of the Monitor 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;
  - (c) directing the Monitor to provide a comprehensive report (i.e., the Third Report) by 4:00 p.m. on Friday, December 13, 2024 to the Court to address, among other things:
    - (i) any entitlements of each class of investors, including the investors’ rights to approve property sales;
    - (ii) the ownership of the properties;
    - (iii) the value of the properties;
    - (iv) the marketing process that was conducted or is being conducted for the properties; and
    - (v) the investor approval process conducted for any sales, including how investors were notified of sales, what they were told, what opportunities they were given to approve sales, and how sales were approved, including by whom and under what authority; and

- (vi) directing the Debtor Companies and Affiliate Entities to provide to the Monitor by 4:00 p.m. on Friday December 6, 2024 (the “**Information Deadline**”), the Requested Information (as defined in the ARIO).
  - (d) 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.
- 6. The Debtor Companies and Affiliate Entities failed to or refused to provide the majority of the Requested Information by the Information Deadline, in contravention of the ARIO, an order of this Honourable Court. However, the Debtor Companies have continued to provide portions of the Requested Information since the Information Deadline, including critical documents that were provide to the Monitor as late as December 12, 2024.
- 7. Capitalized terms not otherwise defined herein shall have the meaning given to such terms in the ARIO.

**Stay Extension**

- 8. The Stay Period will expire on December 18, 2024.
- 9. The Monitor requests that the stay of proceedings be extended (the “**Stay Extension**”) to the earlier of: (i) the termination of these CCAA Proceedings; or (ii) February 28, 2025.
- 10. In accordance with the terms of the ARIO, the Monitor has been working diligently with its counsel and Representative Counsel to gather and review information relating to the businesses and operations of the Debtor Companies and Affiliate Entities, and to prepare the Third Report.
- 11. The requested Stay Extension is required for the following reasons:
  - (a) it will afford the Monitor sufficient time to determine a strategy for the monetization of the Property;
  - (b) assuming the increase to the Administration Charge is granted, there will be sufficient coverage afforded to the professionals; and
  - (c) the Monitor does not believe any creditor of the Debtor Companies will be materially prejudiced by the proposed Stay Extension.

12. 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 by the CCAA pursuant to a Stay Extension

**Increase to Administration Charge**

13. The Monitor is seeking an increase to the Administration Charge from \$250,000 to \$1,250,000.
14. 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, any sale or restructuring of the Property will be complex given the number of stakeholders and the necessity for cross-border Insolvency Proceedings;
  - (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.
15. The Monitor is of the view that the proposed increase to the Administration Charge is appropriate and necessary in light of the Businesses, Properties, the Monitor's duties, the duties of counsel to the Monitor, and the duties, and necessity for, Representative Counsel.

**Approval of Professional Fees**

16. The total fees and disbursements the Monitor for the period to November 25, 2024 are \$172,380.90 inclusive of GST in the amount of \$8,208.62.
17. The total fees and disbursements of the Monitor's counsel for the period to November 25, 2024 are \$218,002.82 inclusive of GST in the amount of \$10,313.58.

18. The total fees and disbursements of the Monitor's US counsel to November 30, 2024 are USD \$96,172.00.
19. 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 Activities of Monitor**

20. The Monitor has acted diligently since its appointment as Monitor
21. The actions, conduct and activities of the Monitor are described in the Pre-Filing Report, the First Report, the Second Report and the Third Report are lawful, proper, and consistent with its powers under the ARIO.

#### **Advice and Direction**

22. Given that several documents, including some that appear to be central to the Monitor's questions and concerns, were delivered to the Monitor well after the Information Deadline, the Monitor and its counsel are in the process of reviewing those documents. As such, the Monitor's position on the advice and direction relief will be fully articulated in its brief or in a subsequent report once the Monitor and its counsel have had the opportunity to review the information that came in after the Information Deadline.

#### **Alternative Relief**

23. If the Court is not prepared to continue these CCAA Proceedings, A&M alternatively seeks the appointment of A&M as receiver over all the current and future property, assets and undertaking, including all proceeds thereof (the "**Property**") of the Debtor Companies and Affiliate Entities.
24. Debtor Companies' management is either unwilling or unable to deal with the Property and the A2A Investors have lost faith in the ability of Debtor Companies' management to protect their claims. Court intervention is required to create a single, fair and transparent process with the various claims of the stakeholder, including the A2A Investors.
25. The Monitor is of the view that, if the CCAA Proceedings are not continued, the appointment of an equitable Receiver is just and convenient in the circumstances and necessary to protect the interest of the A2A Investors.

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

26. Pre-Filing Report of the Proposed Monitor dated November 12, 2024;
27. Consent to Act as Monitor and Receiver executed by a duly authorized representative of A&M, filed November 14, 2024;
28. First Report of the Monitor, dated November 20, 2024;
29. First Supplement to the First Report of the Monitor dated November 21, 2024;
30. Second Supplement to the First Report of the Monitor dated November 25, 2024;
31. Second Report of the Monitor dated November 28, 2024;
32. Third Report of the Monitor dated December 13, 2024;
33. Such further and other material or evidence as counsel may advise and this Honourable Court permits.

**Applicable Acts and regulations:**

34. *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;
35. *Judicature Act*, RSA 2000, c J-2, as amended.
36. *Alberta Rules of Court*, AR 124/2010 and in particular, Rule 13.5;
37. Such further and other legislation as counsel may advise and this Honourable Court permits.

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

38. Via Webex, on the Calgary Commercial List before the Honourable Justice Simard.

**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 Dec 13, 2024**

SERVICE RECIPIENT	RECIPIENT STATUS	SERVICE VIA
<b>FASKEN MARTINEAU DUMOULIN LLP</b> First Canadian Centre 350 - 7 <sup>th</sup> Avenue SW, Suite 3400 Calgary, AB T2P 3N9  <b>Attention: Robyn Gurofsky</b> Email: <a href="mailto:rgurofsky@fasken.com">rgurofsky@fasken.com</a> <b>Attention: Kaitlyn Wong</b> Email: <a href="mailto:kwong@fasken.com">kwong@fasken.com</a> <b>Assistant: Kim Picard</b> Email: <a href="mailto:kpocard@fasken.com">kpocard@fasken.com</a>	Representative Counsel to Canadian Investors	Email
<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>	Representative Counsel to Offshore Investors	Email
<b>AZIMUTH RISK MANAGEMENT LTD.</b> 710, 7015 Macleod Trail SW Calgary, AB T2H 2K6  <b>Attention: David Murphy</b> Email: <a href="mailto:dmurphy@foxbridgegroup.com">dmurphy@foxbridgegroup.com</a>		Email
<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>	Interim Lender	Email

SERVICE RECIPIENT	RECIPIENT STATUS	SERVICE VIA
<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>	Counsel to Alvarez & Marsal Canada Inc.	Email
<b>TORYS</b> 525 – 8th Avenue S.W., 46th Floor Eighth Avenue Place East Calgary, AB T2P 1G1 Canada  <b>Attention: Kyle Kashuba</b> Email: <a href="mailto:kkashuba@torys.com">kkashuba@torys.com</a>	Counsel to Pillar Capital, the Interim Lender	Email
<b>REED SMITH LLP</b> 2850 N Harwood St Suite 1500, Dallas, TX 75201, United States  <b>Attention: Keith Aurzada</b> Email: <a href="mailto:KAurzada@reedsmith.com">KAurzada@reedsmith.com</a> <b>Attention: Michael Cooley</b> Email: <a href="mailto:mpcooley@reedsmith.com">mpcooley@reedsmith.com</a>	US Counsel to Alvarez & Marsal Canada Inc.	Email
<b>ALVAREZ &amp; MARSAL CANADA INC.</b> Suite 1110, 250 6 <sup>th</sup> Ave SW 888 3rd Street SW Calgary AB T2P 3H7  <b>Attention: Orest Konowalchuk</b> Email: <a href="mailto:okonowalchuk@alvarezandmarsal.com">okonowalchuk@alvarezandmarsal.com</a> <b>Attention: Duncan MacRae</b> Email: <a href="mailto:dmacrae@alvarezandmarsal.com">dmacrae@alvarezandmarsal.com</a>	Monitor	Email

SERVICE RECIPIENT	RECIPIENT STATUS	SERVICE VIA
<b>METCALFE, BLAINEY &amp; Burns LLP</b> 18 Crown Steel Dr #202 Markham, ON L3R 9X9  <b>Attention: Sammy Lee</b> Email: <a href="mailto:sammylee@mbb.ca">sammylee@mbb.ca</a> <b>Attention: Jonathan Ku</b> Email: <a href="mailto:jonathanku@mbb.ca">jonathanku@mbb.ca</a> <b>Attention: Stephen Barbier</b> Email: <a href="mailto:stephenbarbier@mbb.ca">stephenbarbier@mbb.ca</a>	ON Counsel to A2A Group	Email
<b>MILES DAVIDSON LLP</b> 900, 517 – 10 Avenue SW Calgary, AB T2R 0A8  <b>Attention: Daniel Jukes</b> Email: <a href="mailto:djukes@milesdavison.com">djukes@milesdavison.com</a>	Co-Counsel with A2A Group ON	Email
<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>	Respondent	Email
<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>	Respondent	Email
<b>ANGUS MANOR PARK A2A DEVELOPMENTS INC.</b> 2030 Bristol Circle, 210 Oakville, ON L6H 6P5	Respondent	Courier
<b>HILLS OF WINDRIDGE A2A TRUST</b> Registered and Head office of the trust: 250 Ferrand Drive, Suite 888 Toronto ON M3C 3G8	Respondent	Courier
<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@tbtextlaw.com">info@tbtextlaw.com</a>	Respondent	Courier/Email

SERVICE RECIPIENT	RECIPIENT STATUS	SERVICE VIA
<b>HILLS OF WINDRIDGE A2A GP INC.</b> 2030 Bristol Circle Oakville, ON L6H 6P5	Respondent	Courier
<b>FOSSIL CREEK A2A GP INC.</b> Suite 900, 744 – 4 Ave SW Calgary, AB T2P 3T4  Email: <a href="mailto:allan.lind@serenehomes.com">allan.lind@serenehomes.com</a>	Respondent	Email
<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> 234 Evanscreek Court NW Calgary, AB T3P 1H4  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
<b>SERENE COUNTRY HOMES (CANADA) INC.</b> 234 Evanscreek Court NW Calgary, AB T3P 1H4  Email: <a href="mailto:grayson@dalcastle.ca">grayson@dalcastle.ca</a>	Respondent	Email
<b>A2A CAPITAL SERVICES CANADA INC.</b> c/o Grayson Ambrose, Director 234 Evanscreek Court NW Calgary, AB T3P 1H4  Email: <a href="mailto:grayson@dalcastle.ca">grayson@dalcastle.ca</a>	Respondent	Email
<b>CANADA REVENUE AGENCY</b> Surrey National Verification and Collections Centre 9755 King George Boulevard Surrey BC V3T 5E1 Fax (toll-free): 1-833-697-2390	CRA	Fax

SERVICE RECIPIENT	RECIPIENT STATUS	SERVICE VIA
<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
<b>GRAYSON AMBROSE</b> 234 Evanscreek Court NW Calgary, AB T3P 1H4  Email: <a href="mailto:grayson@dalcastle.ca">grayson@dalcastle.ca</a>	Director	Email
<b>LUKE MICHAEL KOK MENG FOO</b> 54 Coronation Rd West #01-01 Singapore 269266, Singapore	Director	Courier
<b>JOSEPH F. ATTRUX</b> 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
<b>ALLAN WHITEFORD LIND</b> 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
<b>ANNE LAW</b> 4950 Yonge St, Madison Centre 910 Toronto, ON M2N 6K1	Officer	Courier
<b>DIRK FOO</b> 121 Meyer Rd, 10-08 Singapore, 437932, Singapore Email: <a href="mailto:dirk.foo@serenehomes.com">dirk.foo@serenehomes.com</a>	Director	Email
<b>ALEXI OLCHESKI</b> 2011 – 25 <sup>th</sup> Ave SW Calgary, AB T2T 1A6	Director	Courier
<b>REGISTRAR OF CORPORATION ALBERTA REGISTRIES CORPORATIONS BRANCH</b> John E. Brownlee Bldg 10365 – 97 <sup>th</sup> St Edmonton, AB T5J 3W7	AB Corporate Registry	Courier

SERVICE RECIPIENT	RECIPIENT STATUS	SERVICE VIA
<b>CORPORATIONS CANADA</b> C.D. Howe Building 235 Queen St Ottawa, ON K1A 0H5  <b>Attention: Rui Xiu Li</b> Email: <a href="mailto:ruixiu.li@ised-isde.gc.ca">ruixiu.li@ised-isde.gc.ca</a> <b>Attention: Kevin Boyler</b> Email: <a href="mailto:kevin.boyler@ised-isde.gc.ca">kevin.boyler@ised-isde.gc.ca</a>	OSB	Email
<b>BUSINESS AND PERSONAL PROPERTY BRANCH</b> 393 University Avenue, Suite 200 Toronto, ON M5G 2M2	ON Business Registry	Courier
<b>BLOOMFIELD HOMES LP</b> 1900 W Kirkwood Blvd. Ste 2300B Southlake, TX 76092	Interested Party	Courier
<b>Marie Lind</b>  Email: <a href="mailto:marie.lind@serenehomes.com">marie.lind@serenehomes.com</a>	Interested Party	Email

**FAX:**

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

**EMAILS:**

[rgurofsky@fasken.com](mailto:rgurofsky@fasken.com)
[kwong@fasken.com](mailto:kwong@fasken.com)
[kpocard@fasken.com](mailto:kpocard@fasken.com)  
[howard.gorman@nortonrosefulbright.com](mailto:howard.gorman@nortonrosefulbright.com)
[daniel.stethem@nortonrosefulbright.com](mailto:daniel.stethem@nortonrosefulbright.com)  
[dmurphy@foxbridgegroup.com](mailto:dmurphy@foxbridgegroup.com)
[sdizep@pillarcapitalcorp.com](mailto:sdizep@pillarcapitalcorp.com)
[rlutz@pillarcapitalcorp.com](mailto:rlutz@pillarcapitalcorp.com)  
[kobrien@pillarcapitalcorp.com](mailto:kobrien@pillarcapitalcorp.com)
[joliver@cassels.com](mailto:joliver@cassels.com)
[dmarechal@cassels.com](mailto:dmarechal@cassels.com)
[nthompson@cassels.com](mailto:nthompson@cassels.com)  
[djorgenson@cassels.com](mailto:djorgenson@cassels.com)
[agagnon@cassels.com](mailto:agagnon@cassels.com)
[kkashuba@torys.com](mailto:kkashuba@torys.com)
[KAurzada@reedsmith.com](mailto:KAurzada@reedsmith.com)  
[mpcooley@reedsmith.com](mailto:mpcooley@reedsmith.com)
[okonowalchuk@alvarezandmarsal.com](mailto:okonowalchuk@alvarezandmarsal.com)
[dmacrae@alvarezandmarsal.com](mailto:dmacrae@alvarezandmarsal.com)  
[sammylee@mbb.ca](mailto:sammylee@mbb.ca)
[jonathanku@mbb.ca](mailto:jonathanku@mbb.ca)
[stephenbarbier@mbb.ca](mailto:stephenbarbier@mbb.ca)
[djukes@milesdavison.com](mailto:djukes@milesdavison.com)  
[cores@burstall.com](mailto:cores@burstall.com)
[info@tbtexlaw.com](mailto:info@tbtexlaw.com)
[allan.lind@serenehomes.com](mailto:allan.lind@serenehomes.com)
[info@tbtexlaw.com](mailto:info@tbtexlaw.com)  
[grayson@dalcastle.ca](mailto:grayson@dalcastle.ca)
[osbservice-bsfservice@ised-isde.gc.ca](mailto:osbservice-bsfservice@ised-isde.gc.ca)
[grayson@dalcastle.ca](mailto:grayson@dalcastle.ca)  
[joe.attrux@rcccconsulting.ca](mailto:joe.attrux@rcccconsulting.ca)
[allan.lind@serenehomes.com](mailto:allan.lind@serenehomes.com)
[dirk.foo@serenehomes.com](mailto:dirk.foo@serenehomes.com)
[ruixiu.li@ised-isde.gc.ca](mailto:ruixiu.li@ised-isde.gc.ca)
[kevin.boyler@ised-isde.gc.ca](mailto:kevin.boyler@ised-isde.gc.ca)
[marie.lind@serenehomes.com](mailto:marie.lind@serenehomes.com)

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

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

DOCUMENT **ORDER APPROVING INCREASE TO ADMINISTRATION CHARGE,  
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](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:** December 18, 2024

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

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

**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., Windridge A2A Developments, LLC, Fossil Creek A2A GP Inc., Fossil Creek A2A Developments, LLC, A2A Developments Inc., Serene Country Homes (Canada) Inc., and A2A Capital Services Canada Inc. (together, the **"Debtor Companies"**); **AND UPON** having read the Pre-filing Report of the Monitor dated November 13, 2024, the First Report of the Monitor dated November 20, 2024, the First Supplement to the First Report of the Monitor dated November 21, 2024, the Second Supplement to the First Report of the Monitor dated November 25, 2024, the Second Report of the Monitor dated November 28, 2024 and the Third Report of the Monitor dated December 13, 2024 ; **AND UPON** reviewing the Initial Order granted by the Honourable Justice C. Feasby in these proceedings on November 14, 2024 and the Amended and Restated Initial Order granted by the Honourable Justice C. Simard in these proceedings on November 25, 2024 (the **"ARIO"**); **AND UPON** hearing counsel for the Monitor, Representative Counsel (as defined herein), counsel for the Debtor Companies 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 hereby abridged and 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.

**STAY OF PROCEEDINGS**

3. The Stay Period is hereby extended until and including February 28, 2025.

**INCREASE TO ADMINISTRATION CHARGE**

4. The aggregate amount of the Administration Charge set out in paragraphs 49 of the ARIO is increased from \$250,000 to \$1,250,000.
5. The ARIO shall be and is hereby amended by deleting paragraph 57 therefore 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 \$1,000,000);

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

6. The fees and disbursements of the Monitor and Monitor's Counsel, as set out in the Third 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 Monitor dated November 13, 2024, the First Report of the Monitor dated November 20, 2024, the Second Report of the Monitor dated November 28, 2024 and the Third Report of the Monitor dated December 13, 2024 and the 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 to be deemed effected 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.alvarezmarsal.com/a2a](http://www.alvarezmarsal.com/a2a)
10. Service of this Order to any other party is hereby dispensed with.

---

Justice of the Court of King's Bench of Alberta