

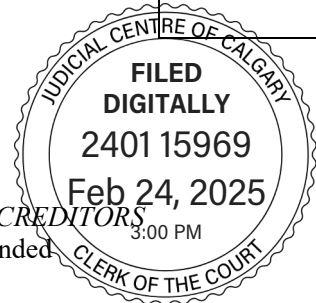
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COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

MATTER 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 A2A CAPITAL SERVICES CANADA
INC., SERENE COUNTRY HOMES (CANADA) INC., A2A
DEVELOPMENTS INC., and the other entities listed in
Appendix "A" hereto

DOCUMENT **FIRST SUPPLEMENT TO THE FOURTH REPORT OF
THE MONITOR
ALVAREZ & MARSAL CANADA INC.**

February 24, 2025

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT

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INTRODUCTION

1. On November 14, 2024, on the application of an ad hoc group of Canadian investors in various real estate and land investment projects (the "**Applicant Investors**"), the Court of King's Bench of Alberta (the "**Court**") issued an initial order (the "**Initial Order**") which, among other things, commenced proceedings (the "**CCAA Proceedings**") under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended (the "**CCAA**") and appointed Alvarez & Marsal Canada Inc. ("**A&M**") as the CCAA monitor with enhanced powers (in such capacity, the "**Monitor**").
2. On November 18, 2024, the Monitor filed an application returnable on November 21, 2024 (the "**Comeback Application**") seeking an amended and restated initial order.
3. The entities which are subject to relief under the CCAA as "debtor companies" are A2A Capital Services Canada Inc. ("**A2A CSC**"), Serene Country Homes (Canada) Inc. ("**Serene Canada**"), A2A Developments Inc. ("**A2A Developments**"), Angus A2A GP Inc. ("**Angus GP**"), Angus Manor Park A2A Developments Inc. ("**Angus Manor Developments**"), Angus Manor Park Capital Corp. ("**Angus Manor Capital**"), Angus Manor Park A2A GP Inc. ("**Angus Manor GP**"), Fossil Creek A2A GP Inc. ("**Fossil GP**"), Hills of Windridge A2A GP Inc. ("**Windridge GP**") and US entities Fossil Creek A2A Developments, LLC ("**Fossil Creek LLC**") and Windridge A2A Developments, LLC ("**Windridge LLC**" and collectively, the "**Debtor Companies**"). Fossil USA and Windridge USA are collectively referred to as the "**US LLCs**" and the remaining debtor companies are referred to as the "**Canadian Debtors**").
4. The Initial Order also extended the stay of proceeding to certain non-Debtor Companies, namely the following Canadian entities: Angus A2A Limited Partnership ("**Angus LP**"), Angus Manor Park A2A Limited Partnership ("**Angus Manor LP**"), Fossil Creek A2A Trust, Hills of Windridge A2A Trust, Fossil Creek A2A Limited Partnership ("**Fossil LP**") and Hills of Windridge A2A Limited

Partnership ("**Windridge LP**" and collectively, the "**Affiliate Entities**"). The Debtor Companies and the Affiliate Entities are collectively referred to as the "**A2A Group**".

5. Amongst other things, the Initial Order:
 - a) granted a stay of proceedings (the "**Stay Period**"), for an initial period up to and including November 24, 2024 (the "**Initial Stay Period**");
 - b) appointed Fasken Martineau DuMoulin LLP ("**Fasken**" or "**Canadian Rep Counsel**") as representative counsel for all Canadian investors in the Business and Property of the Debtor Companies and the Affiliate Entities, including without limitation, the Applicant Investors (the "**Canadian Investors**");
 - c) appointed Norton Rose Fulbright Canada LLP ("**NRF**" or the "**Offshore Rep Counsel**" and together with Canadian Rep Counsel, "**Representative Counsel**") as representative counsel for all non-Canadian investors in in the Business and Property of the Debtor Companies and Affiliate Entities (the "**Offshore Investors**" and together with the Canadian Investors, the "**Investors**"), as more particularly described herein;
 - d) declared that the Affiliate Entities shall have the same benefit, and the same protections and authorizations provided to the Debtor Companies notwithstanding that these entities are not a "company" within the meaning of the CCAA;
 - e) authorized 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 to borrow up to \$2,000,000 (the "**Interim Financing**");

- f) granted the following charges over the Property in the following relative priorities:
- i. First – a charge in favour of the Monitor, its legal counsel, Canadian Rep Counsel and Offshore Rep Counsel (the "**Initial 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 "**Initial Interim Lender's Charge**"); and
- g) authorized 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 (the "**Chapter 15 Proceeding**") in the US Bankruptcy Court for the Northern District of Texas (the "**US Bankruptcy Court**").
6. The Initial Order, along with the application materials and all other documents filed in the CCAA Proceedings, are posted on the Monitor's website at: www.alvarezandmarsal.com/A2A (the "**Monitor's Website**").
7. Capitalized terms not otherwise defined in this First Supplement (this "**First Supplement to the Fourth Report**") to the Monitor's Fourth Report (the "**Fourth Report**") are as defined in the ARIO, the Monitor's Previous Reports¹, or such other materials filed by the Applicant Investors in support of the Initial Order.
8. During the Comeback Application, the Court granted an order extending the Stay Period to November 26, 2024. On November 25, 2024, the Court issued an

¹ The Monitor's Previous Reports include 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 First Supplement to the First Report dated November 22, 2024, the Second Supplement to the First Report dated November 25, 2024, the Monitor's Second Report dated November 28, 2024 (the "**Second Report**"), the Monitor's Third Report dated December 13, 2024 (the "**Third Report**") and the First Supplement to the Third Report of the Monitor dated December 17, 2024 (the "**First Supplement to the Third Report**").

amended and restated initial order (the "**ARIO**") which provided for, among other things, an extension of the Stay Period up to and including December 18, 2024.

9. On November 29, 2024, the Monitor appeared before this Honourable Court (the "**November 29 Hearing**") to make an application requesting an order (the "**November 29 Order**") granting 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 (the "**Amended Interim Lender's Charge**"). The November 29 Order was granted.
10. On December 16, 2024, counsel to the US LLC Debtors and counsel to the Canadian Debtors served an application returnable December 20, 2024, seeking an order to extend the time to appeal the Initial Order (the "**Appeal Time Extension Application**").
11. On December 18, 2024, the Court issued an order which extended the Stay Period up to and including December 20, 2024.
12. On December 23, 2024, the Court provided Reasons for Decision (the "**December Reasons**"), which dismissed the Appeal Time Extension Application.
13. On December 20, 2024, the Monitor appeared before this Honourable Court (the "**December 20 Hearing**") to make an application requesting an order (the "**December 20 Order**") granting an increased the Initial Administration Charge from \$250,000 to \$1,000,000 (the "**Amended Administration Charge**"), approving the fees of the Monitor and Monitor's Counsel, as defined and set out in the Third Report (the "**December Fee Approval**") and extending the Stay Period up to and including January 17, 2025. The December 20 Order was granted, but adjourned certain relief under the Comeback Application to a hearing set in January 2025 (collectively, the "**January Hearing**")
14. On January 17, 2025, at the January Hearing, the Court issued an order which, among other things, extended the Stay Period up to and including February 14, 2025.

15. On January 29, 2025, the Court provided Reasons for its Decision (the "**January Reasons**"), which, among other things:
- a) dismissed the A2A Group application to set aside the Initial Order and ARIO and confirmed the CCAA proceedings to be appropriate; and
 - b) directed the Monitor to provide, within 21 days from the date of the January Reasons, "a plan for gaining control of the Windridge lands and the proceeds of the sales of the Windridge lands and Fossil Creek lands to the Court."
16. On February 11, 2025, the Court granted an order extending the Stay Period to March 4, 2025.
17. The following applications for permission to appeal are scheduled to be heard of March 6, 2025:
- a) US LLCs' application for permission to appeal the December Reasons (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) Windridge GP and Fossil GP's application for permission to appeal the ARIO (File No. 2401-0350AC);
 - e) US LLCs application for permission to appeal the January Reason (File No. 2501-0350AC); and
 - f) Windridge GP and Fossil GP's application for permission to appeal the January Reasons (File No. 2501-0353AC).

(the "**Appeal Applications**")

PURPOSE

18. The purpose of this First Supplement to the Fourth Report is to provide information to this Honourable Court in respect of the following:
- a) the activities of the Monitor since the filing of the Third Report;
 - b) the actual cash flow results compared to the Consolidated CF Forecast (defined and discussed in the Third Report);
 - c) an updated cash flow forecast through to April 30, 2025 (the "**Updated CF Forecast**");
 - d) the Monitor's request to increase the amount of the Amended Administration Charge;
 - e) the Monitor's request for approval of the professional fees and disbursements of the Monitor and Monitor's Counsel (as defined below); and
 - f) the Monitor's request to extend the stay of proceedings to April 30, 2025.
19. This First Supplement to the Fourth Report should be read in conjunction with the materials filed in the CCAA Proceedings.

TERMS OF REFERENCE AND DISCLAIMER

20. As at the date of this Fourth Supplement to the Fourth Report, a significant amount of the Requested Information (as defined in the ARIIO) has not been provided by the Debtor Companies to the Monitor. As such, the Monitor has provided observations and views to the best of its ability with the information that was provided.
21. In preparing this Fourth Supplement to the Fourth Report, A&M, in its capacity as the Monitor, has been provided with and has relied upon unaudited financial

information and the books and records prepared by the A2A Group and has held discussions with certain members of the A2A Group's management and their respective counsel and certain directors. Except as otherwise described in this Fourth Supplement to the Fourth Report, in respect of the Debtor Companies' cash flow forecast:

- a) the Monitor has reviewed the Information for reasonableness, internal consistency and use in the context in which it was provided. However, the Monitor has not audited or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would wholly or partially comply with Canadian Auditing Standards ("CASs") pursuant to the Chartered Professional Accountants Canada Handbook (the "**CPA Handbook**") and, accordingly, the Monitor expresses no opinion or other form of assurance contemplated under CASs in respect of the Information; and
 - b) some of the information referred to in this Fourth Supplement to the Fourth Report consists of forecasts and projections. An examination or review of the financial forecasts and projections, as outlined in the CPA Handbook, has not been performed.
22. Future-oriented financial information referred to in this Fourth Supplement to the Fourth Report was prepared based on the Monitor's estimates and assumptions considering the Information available to the Monitor. Readers are cautioned that since projections are based upon assumptions about future events and conditions that are not ascertainable, the actual results will vary from the projections, even if the assumptions materialize, and the variations could be significant.
23. Unless otherwise stated, all monetary amounts contained in this Fourth Supplement to the Fourth Report are expressed in Canadian dollars.

ACTIVITIES OF THE MONITOR

24. Since the filing of the Third Report, the Monitor's activities to date have included the following:

- a) preparing and filing the First Supplement to the Third Report and attending the November 29 Hearing;
- b) attending the December 20 Hearing;
- c) preparing for and attending the full day questioning of Mr. Allan Lind and Mr. Grayson Ambrose;
- d) attending the January Hearing;
- e) preparing and filing the Fourth Report;
- f) preparing this First Supplement to the Fourth Report;
- g) engaging with Cassels Brock & Blackwell LLP ("**Cassels**"), the Monitor's Canadian counsel, and Reed Smith LLP ("**Reed Smith**"), the Monitor's US counsel, and Cavazos Hendricks Poirot, P.C. ("**CH Firm**"), the Monitor's US conflict counsel (collectively, the "**Monitor's Counsel**"), Representative Counsel and the Monitor's consultants Azimuth Risk Management Inc. ("**Azimuth**") regarding various matters pertaining to these CCAA Proceedings;
- h) conducting meetings and communication with Pillar Capital Corp., the Interim Lender;
- i) communicating with Canadian Rep Counsel and Offshore Rep Counsel for the purposes of providing updates regarding the provision of information by the A2A Group;

- j) engaging in various discussions and communications with Management, specifically Mr. Grayson Ambrose, and A2A Group's legal counsel regarding Angus Manor;
- k) initiating a meeting with Royal LePage Real Estate Services Ltd. to discuss the possibility of meeting with the identified proposed purchaser of Angus Manor to assist in better understanding how a potential transaction may be structured and what conditions the parties may advance discussions;
- l) engaging with CH Firm to deliver a letter to JPMorgan Chase Bank, N.A. (d/b/a "**Chase Bank**") requesting that Chase Bank freeze all withdrawals and transfers from any and all accounts held by Chase Bank and owned by Fossil Creek LLC, Windridge LLC, Windridge LP and Properties LP (the "**Chase Letter**") as further set out and described in the Fourth Report;
- m) conducting various meetings with Cassels, Reed Smith and Representative Counsel to prepare a plan to the Court for gaining control of the Windridge lands and the proceeds of the sales of the Windridge lands and Fossil Creek lands, as set out and described in the Fourth Report; and
- n) reviewing various investor communications.

CASH FLOW RESULTS & VARIANCE EXPLANATIONS

- 25. In the First Supplement to the Third Report, the Monitor prepared a weekly cash flow forecast for the 6-week period from December 13, 2024 to January 24, 2025, using the probable and hypothetical assumptions set out in the notes thereto.
- 26. Actual cash flows incurred through January 31, 2025 are as follows:

A2A Group Seven Cash Flow Forecast Variance <i>unaudited, CDN \$000s</i>			
	Forecast	Actual	Variance
Other Disbursements	(6.5)	(6.5)	-
Sales Tax	(0.8)	(0.8)	-
Total Disbursements	(7.3)	(7.3)	-
Professional Fees	(995.0)	(811.9)	183.1
Professional Fee Disbursements	-	(29.6)	(29.6)
Sales Tax	(49.8)	(38.8)	11.0
Contingency	(75.5)	-	75.5
Total Accrued Disbursements	(1,120.2)	(880.3)	239.9
Net Cash Flow	(1,127.5)	(887.6)	239.9
Opening Cash	28.7	28.7	-
Interim Financing	123.0	87.1	(35.9)
Administration Charge	992.2	880.3	(111.9)
Net Cash Flow	(1,127.5)	(887.6)	239.9
Ending Cash	16.4	108.5	92.1
Opening Administration Charge Allocated	-	-	-
	992.2	880.3	(111.9)
Closing Administration Charge	992.2	880.3	(111.9)
Opening Interim Financing	(1,100.0)	(1,100.0)	-
Interim Financing Funded	(123.0)	(87.1)	35.9
Interim Financing Fees	(4.5)	(4.8)	(0.3)
Interest Reserve & Fee Holdback	(22.5)	(58.1)	(35.6)
Closing Interim Financing	(1,250.0)	(1,250.0)	-

27. The actual cash flows incurred are consistent with the Consolidated CF Forecast.

UPDATED CASH FLOW FORECAST

28. The Monitor has prepared a weekly Updated CF Forecast for the ten-week period from February 22, 2025 to May 2, 2025 (the "**Forecast Period**"), using the probable and hypothetical assumptions set out in the notes to the Updated CF Forecast. A copy of the Updated CF Forecast, together with a summary of the assumptions are attached hereto as Appendix "**B**", respectively.

29. The Updated CF Forecast is summarized below:

A2A Group Ten Week Cash Flow Forecast for the period ending April 30, 2025 <i>unaudited, CDN \$000s (USD amounts translated at 1.44)</i>	
	Total
Other Receipts	-
Total Receipts	-
Other Disbursements	-
Total Disbursements	-
Professional Fees	(1,332.0)
Professional Fee Disbursements	(40.0)
Sales Tax	(66.6)
Contingency	(143.9)
Total Accrued Disbursements	(1,582.5)
Net Cash Flow	(1,582.5)
Opening Cash	108.5
Interim Financing	-
Administration Charge	1,582.5
Net Cash Flow	(1,582.5)
Ending Cash	108.5
Opening Administration Charge	880.3
Allocated	1,582.5
Closing Administration Charge	2,462.8
Opening Interim Financing	(1,250.0)
Interim Financing Funded	-
Interim Financing Fees	-
Interest Reserve & Fee Holdback	-
Closing Interim Financing	(1,250.0)

30. A summary of the Updated CF Forecast and select assumptions underlying the same are as follows:
- a) \$1,332,000 in professional fee accrual, a 3% disbursement accrual and a 10% contingency accrual are forecast over the ten-week period. Details of the underlying hypothetical assumptions are included hereto at Appendix "B"; and

- b) the Monitor is aware of \$435.86 cash held in a A2A Group RBC account and \$19,223.16 cash held in various A2A Group BMO accounts. The Monitor has requested that BMO turn the funds held over to the Monitor, but the Monitor has not yet received a response in this regard. For conservatism, this amount has not been included in opening cash.

31. Pursuant to section 23(1)(b) of the CCAA, and in accordance with the Canadian Association of Insolvency and Restructuring Professionals' Standards of Professional Practice No. 9, the Monitor reports as follows:

- a) the Updated CF Forecast for the purpose described in the notes to the Updated CF Forecast, using probable and hypothetical assumptions as set out in the notes. As previously discussed, Management has not prepared the Updated CF Forecast, and due to the uniqueness of the matters, the Monitor prepared initial Updated CF Forecast with review and commentary from the professional advisors;
- b) the Monitor's review of the Updated CF Forecast consisted of inquiries, analytical procedures, and discussions regarding information supplied to it by Management and various legal counsel and advisors based on the Information received (Management has provided some but not all relevant financial information). Since hypothetical assumptions need not be supported, the procedures with respect to them were limited to evaluating whether those assumptions were consistent with the purposes of the Updated CF Forecast;
- c) based on the Monitor's preliminary review of the Updated CF Forecast, nothing has come to its attention that causes A&M to believe that, in all material respects:
 - i. the hypothetical assumptions are inconsistent with the purpose of the Updated CF Forecast;

- ii. as at the date of this Fourth Supplement to the Fourth Report, the probable assumptions developed by the Monitor are not suitably supported and consistent with the basis for the professional fees, on the basis of the ARIO, or do not provide a reasonable basis for the CF Flow Forecast, given the hypothetical assumptions; or
- iii. the Updated CF Forecast does not reflect the probable and hypothetical assumptions; and
- d) since the Updated CF Forecast is based on assumptions regarding future events, actual results will vary from the information presented even if the hypothetical assumptions occur, and the variations may be material. Accordingly, A&M does not express any assurance as to whether the Updated CF Forecast will be accurate. A&M does not express any opinion or other form of assurance with respect to the accuracy of any financial information presented in this Fourth Supplement to the Fourth Report, or relied upon by A&M in preparing this Fourth Supplement to the Fourth Report.

32. The Updated CF Forecast has been prepared solely for the purpose described above, and readers are cautioned that it may not be appropriate for other purposes.

COURT ORDERED CHARGES

33. The Court has granted the following charges over the Property in the following relative priorities:
- a) First – an Administration Charge, to a maximum amount of \$250,000;
 - b) Second – the Interim Lender's Charge to a maximum amount of \$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; and

- c) Third – a Subordinated Administration Charge, to a maximum of \$750,000

(collectively, the "**Existing Charges**")

- 34. The Monitor is seeking to amend the Existing Charges by increasing the total amount of the Administration Charge from \$1,000,000 to \$2,500,000 (the "**Increased Administration Charge**") with the following relative priorities:

- a) First – the Administration Charge, to a maximum amount of \$250,000;
- b) Second – the Interim Lender's Charge to a maximum amount of \$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; and
- c) Third – a Subordinated Administration Charge, to a maximum of \$2,250,000.

- 35. The Monitor has worked with Monitor's Counsel and Representative Counsel to estimate the quantum of the Increased Administration Charge and is satisfied that the Increased Administration Charge is fair and reasonable in the circumstances of the CCAA Proceedings for the following reasons:

- a) the entire amount of the Interim Financing Facility has been drawn. Given the Interim Lender has not agreed to a further increase in the Interim Financing Facilities, the beneficiaries of the Administration Charge will need to rely on the Administration Charge for the payment of their fees and disbursements;
- b) the beneficiaries of the Increased Administration Charge include the Monitor, Monitor's Counsel and Assistants, and Representative Counsel. As discussed in detail in the Second Report, the Third Report, and the Fourth Report, these CCAA Proceedings require a high degree of involvement, expertise and advice from beneficiaries of the

Administration Charge. It is appropriate in the circumstances to grant the Increased Administration Charge to ensure the beneficiaries of the Increased Administration Charge are able to continue to support the administration of these CCAA Proceedings;

- c) the size and complexity of the CCAA Proceedings continues to increase and expand as additional information is provided, new entities and projects are uncovered and complex corporate governance structures and sale transactions are exposed;
- d) the A2A Group's legal counsel continue to oppose various relief and appeal various orders, impacting the Monitor from carrying out its Court appointed duties in a timely manner and requiring substantial time and cost to respond (all decisions thus far have been ruled in favour of continuing the CCAA);
- e) the Court has determined that "the [A2A Group's] dilatory recordkeeping and general disregard for investor rights mean that the [A2A Group] will not be able (even if they were willing) to conduct a realization and distribution process that is fair to all investors".² As such, the Monitor will be required to conduct this process in a manner that is fair to all investors;
- f) there is no unwarranted duplication of roles; and
- g) the Monitor has also compared the quantum of the proposed Increased Administration Charge with those in other recent CCAA Proceedings and is satisfied that it is commercially reasonable and not 'off-market' in the circumstances.

² [*Angus A2A GP Inc \(Re\)*, 2025 ABKB 51](#) at para 43.

36. For the forgoing reasons, it is the respectful view of the Monitor that the quantum of the proposed Increased Administration Charge is reasonable and appropriate in the circumstances, having regard to the scale and complexity of the CCAA Proceedings, the services to be provided by the beneficiaries of the Administration Charge and the size of the similar charges approved in similar proceedings.

EXTENSION TO THE STAY OF PROCEEDINGS

37. Pursuant to the ARIO, the stay of proceedings will expire on March 4, 2025. The Monitor is seeking the stay extension to April 30, 2025 (the "**Stay Extension**").

38. The Monitor supports the Stay Extension for, among others, the following reasons:

- a) it will afford the Monitor sufficient time to:
 - i. enact the Texas Plan as outlined in the Fourth Report to gain control of the Texas Lands and the proceeds of the Water District Sale and the Fossil Creek Sale;
 - ii. advance the sale and/or marketing of the Angus Manor project; and
 - iii. with the assistance of Offshore Rep Counsel, contact Offshore Investors to seek information relevant to the proceedings, including additional information from Offshore Investors in the Meaford, LHS, Wingham and Sendera projects;
- b) assuming the Subordinated 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 who will be materially prejudiced by the proposed Stay Extension.

APPROVAL OF PROFESSIONAL FEES AND EXPENSES

39. The Monitor and Monitor's Counsel have now rendered their invoices for their respective fees and disbursements for services in connection with the CCAA Proceedings (the "**Invoices**") and the Monitor is now seeking approval of the Invoices from this Honourable Court. The Court previously approved the prior invoices of the Monitor and Monitor's Counsel as set forth in the Third Report (the December Fee Approval).
40. The Applicants seek approval from this Honourable Court of the professional fees and disbursements of the Monitor for the period to January 31, 2025 (the "**Monitor Taxation Period**"), Cassels for the period to January 31, 2025 (the "**Cassels Taxation Period**"), and Reed Smith for the period to January 31, 2025 (the "**Reed Smith Taxation Period**").
41. The total fees and expenses of the Monitor during the Monitor Taxation Period are \$132,052.24 (exclusive of GST), a summary of which is included below:

A2A Group Summary of the Monitor's Statements of Account For the period December 1, 2024 to January 31, 2025 \$CAD						
Invoice	Period	Fees	Disbursements	Subtotal	GST	Total
Alvarez & Marsal Canada						
3	1-Dec-24 to 29-Dec-24	82,907.00	42.00	82,949.00	4,147.45	87,096.45
4	30-Dec-24 to 31-Jan-25	47,292.00	1,811.24	49,103.24	2,455.16	51,558.40
Total		130,199.00	1,853.24	132,052.24	6,602.61	138,654.85

42. The total fees and expenses of the Monitor's Counsel during the Cassels Taxation Period total \$303,193.27 (exclusive of GST), a summary of which is included below:

A2A Group Summary of the Monitor's Counsel's Statements of Account For the period August 20, 2024 to November 30, 2024 <i>\$CAD</i>						
Invoice	Period	Fees ⁽¹⁾	Disbursements	Subtotal	GST	Total
Cassels						
2265754	15-Nov-24 to 31-Dec-24	155,000.00	12,473.90	167,473.90	7,916.38	175,390.28
2269358	1-Jan-25 to 31-Jan-25	128,000.00	7,719.37	135,719.37	6,660.97	142,380.34
Total		283,000.00	20,193.27	303,193.27	14,577.35	317,770.62
⁽¹⁾ After considering discount of \$4,467.50 and \$12,003.00 applied to the first and second invoice, respectively.						

43. The total fees and expenses of the Monitor's Counsel during the Reed Smith Taxation Period total USD\$37,910.50, a summary of which is included below:

A2A Group Summary of the Monitor's Counsel's Statements of Account For the period November 13, 2024 to January 31, 2025 <i>\$USD</i>						
Invoice	Period	Fees	Disbursements	Subtotal	GST	Total
Reed Smith						
3802430	13-Nov-24 to 31-Dec-24	22,935.00	-	22,935.00	-	22,935.00
3814166	6-Jan-25 to 31-Jan-25	14,975.50	-	14,975.50	-	14,975.50
Total		37,910.50	-	37,910.50	-	37,910.50

44. The Invoices outline the date of the work completed, the description of the work completed, the length of time taken to complete the work and the name of the individual who completed the work. If necessary, copies of the Invoices will be made available to the Court upon request, if necessary.
45. The Monitor respectfully submits that its professional fees and disbursements and those of the Monitor's Counsel are fair and reasonable in the circumstances, given the substantive tasks required to be performed by the Monitor and the Monitor's Counsel in connection with the CCAA Proceedings.

MONITOR'S RECOMMENDATIONS

46. The Monitor respectfully recommends that this Honourable Court:
- a) extend the stay of proceedings to April 30, 2025;

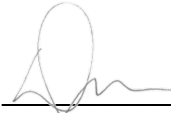
- b) increase the Administration Charge (subordinate to the existing Administration Charge and Interim Lender's Charge) by \$1,500,000, to a total of \$2,500,000; and
- c) approve the fees and disbursements of the Monitor and the Monitor's Counsel, and the activities and conduct as set out in the Pre-Filing Report, First Report (and two supplements), Second Report, Third Report, First Supplement to the Third Report, Fourth Report and this First Supplement to the Fourth Report.

All of which is respectfully submitted this 24th day of February, 2025.

**ALVAREZ & MARSAL CANADA INC.,
in its capacity as Monitor of A2A Capital Services Canada Inc., Serene Country
Homes (Canada) Inc., A2A Developments Inc., and the other entities listed in
Appendix "A" hereto
and not in its personal or corporate capacity**



Orest Konowalchuk, CPA, CA, CIRP, LIT
Senior Vice-President



Duncan MacRae, CPA, CA, CIRP, LIT
Vice-President

APPENDIX "A"

Debtors

Canadian Entities

- A2A CAPITAL SERVICES CANADA INC.
- SERENE COUNTRY HOMES (CANADA) INC. ¹
- A2A DEVELOPMENTS INC. ²
- ANGUS A2A GP INC.
- ANGUS MANOR PARK A2A DEVELOPMENTS INC. ³
- ANGUS MANOR PARK CAPITAL CORP.
- ANGUS MANOR PARK A2A GP INC.
- FOSSIL CREEK A2A GP INC.
- HILLS OF WINDRIDGE A2A GP INC.

US Entities

- FOSSIL CREEK A2A DEVELOPMENTS, LLC ⁴
- WINDRIDGE A2A DEVELOPMENTS, LLC ⁵

Affiliate Entities

Canadian Entities

- ANGUS A2A LIMITED PARTNERSHIP
- ANGUS MANOR PARK A2A LIMITED PARTNERSHIP
- FOSSIL CREEK A2A TRUST
- HILLS OF WINDRIDGE A2A TRUST
- FOSSIL CREEK A2A LIMITED PARTNERSHIP
- HILLS OF WINDRIDGE A2A LIMITED PARTNERSHIP

¹ f/k/a A2A CAPITAL MANAGEMENT INC.

² f/k/a A2A MEAFORD INC.

³ f/k/a 2327812 ONTARIO INC.

⁴ f/k/a RIVERS EDGE A2A DEVELOPMENTS, LLC

⁵ f/k/a WHITE SETTLEMENT A2A DEVELOPMENTS, LLC

APPENDIX "B"

A2A Group Ten Week Cash Flow Forecast for the period ending April 30, 2025 <i>unaudited, CDN \$000s (USD amounts translated at 1.44)</i>											
<i>week ending</i>	2025-02-28	2025-03-07	2025-03-14	2025-03-21	2025-03-28	2025-04-04	2025-04-11	2025-04-18	2025-04-25	2025-05-02	Total
Other Receipts	-	-	-	-	-	-	-	-	-	-	-
Total Receipts	-	-	-	-	-	-	-	-	-	-	-
Other Disbursements	-	-	-	-	-	-	-	-	-	-	-
Total Disbursements	-	-	-	-	-	-	-	-	-	-	-
Professional Fees	-	(372.0)	-	-	-	(516.0)	-	-	-	(444.0)	(1,332.0)
Professional Fee Disbursements	-	(11.2)	-	-	-	(15.5)	-	-	-	(13.3)	(40.0)
Sales Tax	-	(18.6)	-	-	-	(25.8)	-	-	-	(22.2)	(66.6)
Contingency	-	(40.2)	-	-	-	(55.7)	-	-	-	(48.0)	(143.9)
Total Accrued Disbursements	-	(442.0)	-	-	-	(613.0)	-	-	-	(527.5)	(1,582.5)
Net Cash Flow	-	(442.0)	-	-	-	(613.0)	-	-	-	(527.5)	(1,582.5)
Opening Cash	108.5	108.5	108.5	108.5	108.5	108.5	108.5	108.5	108.5	108.5	108.5
Interim Financing	-	-	-	-	-	-	-	-	-	-	-
Administration Charge	-	442.0	-	-	-	613.0	-	-	-	527.5	1,582.5
Net Cash Flow	-	(442.0)	-	-	-	(613.0)	-	-	-	(527.5)	(1,582.5)
Ending Cash	108.5	108.5	108.5	108.5	108.5	108.5	108.5	108.5	108.5	108.5	108.5
Opening Administration Charge	880.3	880.3	1,322.3	1,322.3	1,322.3	1,322.3	1,935.3	1,935.3	1,935.3	1,935.3	880.3
Allocated	-	442.0	-	-	-	613.0	-	-	-	527.5	1,582.5
Closing Administration Charge	880.3	1,322.3	1,322.3	1,322.3	1,322.3	1,935.3	1,935.3	1,935.3	1,935.3	2,462.8	2,462.8
Opening Interim Financing	(1,250.0)	(1,250.0)	(1,250.0)	(1,250.0)	(1,250.0)	(1,250.0)	(1,250.0)	(1,250.0)	(1,250.0)	(1,250.0)	(1,250.0)
Interim Financing Funded	-	-	-	-	-	-	-	-	-	-	-
Interim Financing Fees	-	-	-	-	-	-	-	-	-	-	-
Interest Reserve & Fee Holdback	-	-	-	-	-	-	-	-	-	-	-
Closing Interim Financing	(1,250.0)	(1,250.0)	(1,250.0)	(1,250.0)	(1,250.0)	(1,250.0)	(1,250.0)	(1,250.0)	(1,250.0)	(1,250.0)	(1,250.0)

Disclaimer

In preparing the Updated CF Forecast, the Monitor has made certain assumptions discussed below with respect to the requirements and impact of a filing under the Companies' Creditors Arrangement Act ("CCAA"). Since the Updated CF Forecast is based on assumptions about future events and conditions that are not ascertainable, the actual results achieved during the Forecast Period will vary from the forecast, even if the assumptions materialize, and such variations may be material. There is no representation, warranty or other assurance that any of the estimates, forecasts or protections will be realized. The Updated CF Forecast is presented in thousands of Canadian dollars.

Note 1: Estimate for professional fees and expenses. The estimate includes the time and expenses expected to be incurred in relation to the appeals filed by the various A2A Group's lawyers, advancing the sale and/or marketing of the Angus Manor project and the filing of the Chapter 11.