CANADA

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL No. : 500-11-046281-149 Estate No: 41-1843847 "Commercial Division"

SUPERIOR COURT

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. (1985) ch. C-36, as amended of:

CASPERDINY IFB REALTY INC.,

-and-

LES APPARTEMENTS CLUB SOMMET INC.,

Debtors/Petitioners

-and-

RICHTER ADVISORY GROUP INC.,

Monitor

-and-

COMPUTERSHARE TRUST COMPANY OF CANADA. -and-TIMBERCREEK SENIOR **MORTGAGE** INVESTMENT CORPORATION, -and-**CASPERDINY IFB CAPITAL INC.,** -and-**IFB BETEILIGUNGEN AG i.L.**, -and-SYNDICATE OF LE PARC CO-THE **OWNERSHIP**.

Mises en cause

MOTION SEEKING THE EXTENSION OF THE INITIAL ORDER

(Companies' Creditors Arrangement Act, R.S.C. (1985), ch. C-36, Section 11.02 (hereinafter "CCAA"))

TO THE HONOURABLE MARTIN CASTONGUAY, S.C.J., OF THE SUPERIOR COURT SITTING IN COMMERCIAL CHAMBER IN AND FOR THE DISTRICT OF MONTREAL, THE DEBTORS/PETITIONERS RESPECTFULLY SUBMIT:

DM_MTL/261644.00023/3296798.1

Fasken Martineau DuMoulin LLP

A. <u>INTRODUCTION</u>

- 1. On March 3, 2014, as appears from the Court record herein, *Casperdiny IFB Realty Inc.* (hereinafter "*Casperdiny*") and *Les Appartements Club Sommet Inc.* (hereinafter "*Sommet*" and together with Casperdiny, the "*Debtors*") filed a notice of their intention to submit a proposal to their creditors in accordance with the *Bankruptcy and Insolvency Act*, R.S.C. (1985) ch. B-3, (hereinafter the "*NOI*");
- 2. On March 21, 2014, as appears from the Court record herein, this Honourable Court issued an order (hereinafter the *"Initial Order"*):
 - a) Authorizing the continuation of the NOI proceedings under the CCAA;
 - b) Issuing an initial order pursuant to the CCAA in favour of the Debtors;
 - c) Granting the Administration Charge (as this term is defined in the Initial Order);
 - d) Approving the Interim Financing Facility (as this term is defined in the Initial Order), and authorizing the Debtors to borrow from the Mise en cause *IFB Beteiligungen AG i.L.* (hereinafter "*IFB*") in accordance with same; and
 - e) Granting the first ranking Interim Lender's Charge in favour of IFB (as this term is defined in the Initial Order);
- 3. Pursuant to the present Motion, the Debtors will seek from this Honourable Court that the Initial Order be extended in its effects for an additional period of fifty-two (52) days, i.e. until June 6, 2014 (hereinafter the "Additional Period");
- 4. The Debtors respectfully submit to this Honorable Court that it should issue an order taking the form of the draft order filed herewith as **EXHIBIT R-1** (hereinafter the "*Draft Order*");
- 5. The Debtors are simultaneously filing the present Motion in two (2) distinct Court files, one for each of the Debtors, but will request that the hearing of these Motions be held jointly;

B. <u>The Parties</u>

- 6. Together, the Debtors own, operate and manage a sixteen (16) storey, 291-unit apartment building located in downtown Montreal, on De La Montagne (hereinafter the *"Property"*), as appears from the Court record herein;
- 7. The Property is currently operated as a luxury-rental apartment building offering allinclusive services to its tenants, including a concierge, doorman, cable/internet services, electricity, fitness facility and indoor and outdoor pool areas;
- 8. The Mises en cause Computershare Trust Company of Canada (hereinafter "Computershare"), Syndicate of le Parc Co-Ownership and Casperdiny IFB Capital Inc.

are the only creditors having registered security interest against the assets of the Debtors (hereinafter collectively the *"Secured Creditors"*) as appears from the Court record herein;

- 9. The Mise en cause Computershare acts as fondé de pouvoir of the Mise en cause *Timbercreek Senior Mortgage Investment Corporation* (hereinafter "*Timbercreek*") in the context of the Timbercreek's hypothec and financing, in accordance with section 2692 of the *Civil Code of Quebec*, as appears from the Court record herein;
- 10. Timbercreek is the principal secured lender of the Debtors, as appears from the Court record herein;
- 11. The Mise en cause IFB, in its capacity of Interim Financing Lender, has agreed to advance up to **\$2,177,502** to the Debtor Casperdiny through the Interim Financing Facility (as defined in the Initial Order) which is secured by the Interim Lender's Charge (as defined in the Initial Order), as appears from the Court record herein;
- 12. The Monitor *Richter Advisory Group Inc.* (hereinafter "*Richter*") was first appointed Trustee to the Debtors' NOI and then appointed Monitor to the Debtors' restructuring process under the CCAA pursuant to the Initial Order, as appears from the Court record herein;

C. THE RESTRUCTURING EFFORTS SINCE THE INITIAL ORDER

- 13. As appears from the Court record herein, the preliminary restructuring plan of the Debtors is centered around two main (2) components:
 - a) The implementation of a lease up program aimed at maximizing the occupational rate of the Property and, ultimately, increasing the value of the Property (hereinafter the *"Lease Up Program"*); and
 - b) The implementation of the solicitation process aimed at attracting offers in respect to the Property (hereinafter the *"Solicitation Process"*);
- 14. Since the issuance of the Initial Order, the Debtors have made significant progress in respect to both the Lease-Up Program and the Solicitation Process, as further detailed hereinafter and as appears from the Monitor's report filed in support of the present Motion as **EXHIBIT R-2** (hereinafter the "*Report*");

I. <u>The Lease Up Program</u>

- 15. As at the issuance of the Initial Order, the occupational rate of the Property was at fiftyeight percent (58%), as appears from the Court record herein;
- 16. The Debtors have established a conservative plan aimed at increasing the occupational rate to seventy five (75%) by August 2014, as appears from the Court record herein;

- 17. As appears from the Monitor's Report, since December 1st, 2014, twenty (**20**) new leases were entered into in respect to vacant units;
- 18. Furthermore, the Debtors are currently in discussion with a potential corporate tenant who is looking to increase its portfolio by twenty-seven (27) units. Although the discussions are still a negotiation level, the Debtors are uniquely positioned to attract such corporate tenants given the occupancy rate of the Property and the flexibility provided in respect thereto;
- 19. With the rental market entering into its annual prime period, the Debtors are confident that they are well on track to meet their objective of increasing the occupational rate to seventy five (75%) by August 2014;

II. <u>THE SOLICITATION PROCESS</u>

- 20. Since the issuance of the Initial Order, the Debtors have worked with *CBRE Capital Markets - National Apartment Group* (hereinafter "*CBRE*") to establish the best approach for the Solicitation Process to be implemented in respect to the Property;
- 21. On April 10, 2014, CBRE submitted to the Debtors and the Monitor a "*Proposal for Marketing Representation*", a copy of which is filed <u>under seal</u> as **EXHIBIT R-3** (hereinafter the "*CBRE Proposal*");
- 22. As appears from the CBRE Proposal, CBRE suggests that the Solicitation Process be conducted over a period of approximately four (4) months, with a bid deadline set for between May 26 and May 30, 2014 (hereinafter the "Anticipated Bid Deadline") and a closing deadline set for August 20, 2014 (hereinafter the "Anticipated Closing Date");
- 23. CBRE has extensive experience in the marketing and the selling of comparable real estate and Debtors believes that the CBRE Proposal is the optimal method to conduct the Solicitation Process, generate interest in the Property and to maximize the realization value of the Property, as appears from the CBRE Proposal;
- 24. As appears from the CBRE Proposal, the marketing of the Property shall provide the potential bidders with the option to opt for an assets driven transaction or a share driven transaction, in which case a plan of arrangement will have to be submitted to the unsecured creditors of the Debtors;
- 25. A teaser has been prepared by CBRE and will be sent to the potential bidders upon issuance of the orders sought hereto, in accordance with the timeline set forth in the CBRE Proposal, as appears from a copy of such teaser filed <u>under seal</u> herewith as **EXHIBIT R-4**;

D. <u>The extension of the Initial Order</u>

26. As was explained at the hearing leading to the issuance of the Initial Order, the Debtors' plan is to maximize the realization value of the Property within the Solicitation Process,

while implementing the Lease-Up Program so to allow the vacancy rate to decrease during that same period;

- 27. Given that the CBRE Proposal suggests an Anticipated Bid Deadline by the end of May 2014, the Debtors respectfully submit to this Honourable Court that the Initial Order should be continued in its effects for the Additional Period, i.e. until June 6, 2014;
- 28. The Debtors anticipate to have identified the retained bidder, if any, within the Additional Period and be in a position to inform the Court about the likelihood of closing a transaction within the Anticipated Closing Date;
- 29. The "Interim Financing Facility Agreement" entered into between the Debtor Casperdiny and the Mise en cause IFB allows for the payment of the monthly interest payments payable to Timbercreek, as appears from the Court record herein (hereinafter the "Interim Financing");
- 30. As appears from the cash flow projections for the Debtors for the period comprised between March 1, 2014 and August 31, 2014 already forming part of the Court record, and considering the Interim Financing, the Debtors are in a position to continue their operations on a going concern basis during the Additional Period;

E. CONCLUSIONS SOUGHT

- 31. The Debtors have acted, are acting, in good faith and with due diligence in the conduct of the Lease Up Program and the Solicitation Process, both of which are at the core of their restructuring process under the CCAA;
- 32. The extension sought hereto will not prejudice any of the Secured Creditors. To the contrary, it will allow for the Debtors with the assistance of the Monitor and CBRE to enhance and maximize the realization value of the Property, for the benefit of the Debtors' creditors and stakeholders;
- 33. The extension sought hereto shall allow for the Debtors to have a market value indication of the Property;
- 34. During the Additional Period, Timbercreek's position will not deteriorate as the Debtors have already committed to pay the monthly interest payment payable as a result of the Timbercreek financing, which is in strict compliance with the Interim Financing;
- 35. The Debtors respectfully submit to this Honourable Court that the orders sought pursuant hereto are wholly appropriate;
- 36. The Monitor supports the issuance of the orders sought pursuant hereto, as appears from the Monitor's Report;
- 37. The Secured Creditors were duly served with the present Motion;

- 38. The Debtors respectfully submit that the present Motion should be granted in accordance with the Draft Order;
- 39. The present Motion is well founded both in fact and in law.

WHEREFORE, MAY IT PLEASE THIS HONOURABLE COURT TO:

- [1] **GRANT** the present "*Motion seeking the extension of the Initial Order*" (hereinafter the "*Motion*");
- [2] **ISSUE** an order substantially in the form of the draft order filed in support of the present Motion as **EXHIBIT R-1**;
- [3] **THE WHOLE** without costs, save and except if contested and then, with costs against any contesting parties solidarily.

Montréal, April 11, 2014

Fasken Martineau D. Marlin FASKEN MARTINEAU DUMOULIN LLP

FASKEN MARTINEAU DuMOULIN LLP Attorneys for Debtors

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AFFIDAVIT

I, the undersigned, Diana Mason-Stefanovic, duly authorized director, having my professional address at 555 Richmond Street, West Suite 504, Toronto, province of Ontario, MV5 3B1, do solemnly declare the following:

- 1. I am a duly authorized representative of the Debtors Casperdiny IFB Realty Inc. and Les Appartements Club Sommet Inc. in the present case;
- 2. All the facts alleged in the present Motion are true.

AND I HAVE SIGNED:

Mason. Ste rik

DIANA MASON-STEFANOVIC

Solemnly affirmed before me, in Toronto, on April 11, 2014



NOTICE OF PRESENTATION

 TO: Benoît Gingues Eric Barbieri
RICHTER ADVISORY GROUP INC. 1981 McGill College Montréal, Québec, H3A 0G6

Monitor

TO: Me Jean G. Robert Lette & Associés S.E.N.C.R.L. 2800-630, Blvd René-Lévesque West Montréal QC H3B 1S6

> Attorneys for the Syndicate of le Parc Co-Ownership

TO: Me Alexander Bayus Me Denis St-Onge Gowling Lafleur Henderson S.E.N.C.R.L 1, Place Ville-Marie 37th floor Montréal QC H3B 3P4

> Attorneys for Timbercreek Senior Mortgage Investment Corporation

- TO: IFB BETEILLIGUNGEN AG i.L., Grunerstrasse 19 40239, Düsseldorf, Germany
- TO: COMPUTERSHARE TRUST COMPANY OF CANADA c/o Stikeman Elliott S.E.N.C.R.L., S.R.L. 40 - 1155 René-Lévesque Blvd.West Montreal, Quebec H3B 3V2
- TO: CASPERDINY IFB CAPITAL INC. 555 Richmond Street West, Suite 504, Toronto, Ontario, M5V 3B1

TAKE NOTICE that the present *Motion seeking the extension of the Initial Order* will be presented for adjudication before Justice Martin Castonguay of the Superior Court, Commercial Division, sitting in and for the district of Montréal on **Tuesday**, April 15, 2014 at 9:00 a.m. or so soon thereafter as counsel may be heard, in **Room 16.12** of the Montréal Courthouse, located at 1 Notre-Dame Street East, Montreal, Québec, H2Y 1B6.

DO GOVERN YOURSELVES ACCORDINGLY.

Montréal, April 11, 2014

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FASKEN MARTINEAU DuMOULIN LLP Attorneys for Debtors

CANADA

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL No. : 500-11-046281-149 Estate No: 41-1843847 "Commercial Division"

SUPERIOR COURT

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. (1985) ch. C-36, as amended of:

CASPERDINY IFB REALTY INC., -and-LES APPARTEMENTS CLUB SOMMET INC.,

Debtors

-and-

RICHTER ADVISORY GROUP INC.,

Proposed Monitor

-and-

COMPUTERSHARE TRUST COMPANY OF CANADA, TIMBERCREEK SENIOR MORTGAGE INVESTMENT CORPORATION, CASPERDINY IFB CAPITAL INC., IFB BETEILLIGUNGEN AG i.L., THE SYNDICATE OF LE PARC CO-

OWNERSHIP,

Mises en cause

LIST OF EXHIBITS

- **EXHIBIT R-1:** Draft Order.
- **EXHIBIT R-2:** Monitor's Report
- EXHIBIT R-3: CBRE Proposal (under seal)
- EXHIBIT R-4: Draft Teaser (under seal)

Montréal, April 11, 2014

Forken Montiso an D. Machi

FASKEN MARTINEAU DuMOULIN LLP Attorneys for Debtors

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Motion seeking the extension of the Initial Order, Affidavit, List of Exhibits and Exhibits R-1, and R-2 and R-3 (under seal) and R-4 (under seal)

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SUPERIOR COURT

(Commercial Division)

CANADA PROVINCE OF QUÉBEC DISTRICT OF MONTREAL

No. 500-11-046281-149

DATE: April 15, 2014

PRESIDING : THE HONOURABLE MARTIN CASTONGUAY, J.C.S.

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. (1985), ch. C 36, as amended of:

CASPERDINY IFB REALTY INC

-and-

LES APPARTEMENTS CLUB SOMMET INC.

Debtors

-and-

RICHTER ADVISORY GROUP INC.

Monitor

-and-

COMPUTERSHARE TRUST COMPANY OF CANADA

-and-

TIMBERCREEK SENIOR MORTGAGE INVESTMENT CORPORATION

-and-

CASPERDINY IFB CAPITAL INC.

-and-

IFB BETEILLIGUNGEN AG i.L.

-and-

THE SYNDICATE OF LE PARC CO-OWNERSHIP

Mises en cause

ORDER

- [1] ON READING the "*Motion seeking the extension of the Initial Order*" (hereinafter the "*Motion*"), the affidavit and the exhibits in support thereof, as well as the report of *Richter Advisory Group Inc.*, dated April 11, 2014;
- [2] **CONSIDERING** the service of the Motion on all interested parties;
- [3] CONSIDERING the provisions of the Companies' Creditors Arrangement Act, R.S.C. (1985) ch. C-36 (hereinafter the "CCAA");
- [4] **CONSIDERING** the initial order issued by this Honourable Court on March 21, 2013 (hereinafter the *"Initial Order"*);

FOR THESE REASONS, THE COURT:

- [5] **GRANTS** the Motion;
- [6] **DECLARES** that sufficient prior notice of the presentation of the Motion has been given by the Debtors to interested parties;
- [7] **EXTENDS** the Initial Order in its effects until <u>June 6, 2014</u>;
- [8] ORDERS that EXHIBITS R-3 and R-4 be filed and kept <u>under seal</u> until the issuance of an order from the Honourable Court lifting the seal;
- [9] **ORDERS** the provisional execution of this Order notwithstanding appeal and without the requirement to provide any security or provision for costs.
- [10] WITHOUT COSTS.

Martin Castonguay, j.c.s.

RICHTER

Richter Groupe Conseil Inc. Richter Advisory Group Inc. 1981 McGill College Mtl (Qc) H3A 0G6 www.richter.ca

CANADA PROVINCE OF QUEBEC DISTRICT OF MONTREAL Court No: 500-11-046282-147 500-11-046281-149 Estate No: 41-1843846 41-1843847 SUPERIOR COURT (Commercial Division) The Companies' Creditors Arrangement Act

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. (1985), c. C-36 WITH RESPECT TO:

CASPERDINY IFB REALTY INC., a legal person duly incorporated under the laws of Canada, having its principal place of business at 3475 Mountain Street, Montreal, Quebec, H3G 2A4

-and-

LES APPARTEMENTS CLUB SOMMET INC., a legal person duly incorporated under the laws of Canada, having its principal place of business at 3475 Mountain Street, Montreal, Quebec, H3G 2A4

Petitioners

-and-

RICHTER ADVISORY GROUP INC., a duly incorporated legal person having its principal place of business at 1981 McGill College Avenue, in the city and district of Montreal, Quebec, H3A 0G6

Monitor

FIRST REPORT OF THE MONITOR ON THE STATE OF PETITIONERS' FINANCIAL AFFAIRS APRIL 11, 2014

INTRODUCTION

1. On March 3, 2014, the Petitioners filed a Notice of Intention to Make a Proposal and Richter Advisory Group Inc. ("Richter") was named Trustee.

- 2. On March 12, 2014, the Petitioners filed with the Quebec Superior Court, a Motion for the Issuance of an Initial Order pursuant to Section 11 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, C-36, as amended (the "CCAA"). On March 21, 2014, the Honourable Martin Castonguay, J.S.C., issued an initial order (the "Initial Order"), *inter alia* appointing Richter as monitor (the "Monitor").
- 3. All amounts reflected in this report are stated in Canadian currency unless otherwise noted.
- 4. The purpose of this report is to inform the Court of the following:
 - General Corporate Information;
 - Interim Financing Facility;
 - Financial Position and Cash Flow Projections;
 - Lease-Up Program;
 - Solicitation Process;
 - Activities of the Monitor; and
 - Request for an Extension of the Stay of Proceedings to June 6, 2014.
- 5. The information contained in this report is based on unaudited financial information as well as discussions with representatives of the Petitioners' project and property management firm, Asta Corporation Inc. (hereinafter "Management"). The Monitor has not conducted an audit or other verification of such information and accordingly, no opinion is expressed regarding the accuracy, reliability or completeness of the information contained herein.

GENERAL CORPORATE INFORMATION

- 6. Casperdiny IFB Realty Inc. (hereinafter "Casperdiny") is controlled by Casperdiny IFB Capital Inc. (a Canadian corporation), which in turn is wholly owned by IFB Beteiligungen AG (a German publicly organized company) based in Düsseldorf. Les Appartements Club Sommet Inc. (hereinafter "Sommet") is a wholly-owned subsidiary of Casperdiny.
- Together, the Petitioners own, operate and manage a 16-story, 291-unit apartment building located in downtown Montreal, on de La Montagne Street, corner Sherbrooke (hereinafter the "Property"). The Property is operated under the name Club Sommet.
- 8. The Petitioners have no employees involved in the management of the Property. All services relative to the operations of the Property and to tenant amenities are outsourced to third parties service providers.

- The project management, as well as day-to-day property management and operations, are outsourced to Asta Corporation Inc. (hereinafter "Asta"), a real estate services firm with its head office located at 555 Richmond West, Suite 300, Toronto, M5V 1Y6.
- 10. Since the issuance of the Initial Order, the Petitioners have continued to operate the Property in the normal course of business, which involves collecting rents, maintaining existing tenant services consistent with the current business model, collecting and returning tenants deposits, and pursuing its strategic Lease-Up Program (further details are provided below).
- 11. We refer you to the report issued March 18, 2014 by Richter Advisory Group Inc., in its capacity as the Proposed Monitor of the Petitioners and in support of the Petition for the issuance of an Initial Order, for details pertaining to the following:
 - General corporate information;
 - Historical events leading to the CCAA filing; and
 - Financial position and operating results pre-CCAA.

INTERIM FINANCING FACILITY

- 12. Prior to the filing of the Motion for the Issuance of an Initial Order, IFB Beteiligungen AG (the "Interim Lender") transferred funds in the amount of \$2,177,502 (the "DIP Loan Funds") to Richter in trust, representing the maximum principle amount of the Interim Financing Facility (as this term is defined in the Initial Order) for which approval was sought from the Court.
- 13. On March 21, 2014, this Honourable Court issued an Initial Order approving the Interim Financing Facility, and authorizing the Petitioners to borrow from the Interim Lender in accordance with same.
- 14. Following the issuance of the Initial Order:
 - The DIP Loan Funds are held in trust by the Monitor, for the Interim Lender;
 - On April 2, 2014, the Monitor disbursed \$327,796 to Timbercreek Asset Management, representing interest charges on the mortgage loan for the period of March 4 to March 31, 2014, the whole in accordance with the Initial Order;
 - As of April 4, 2014, the remaining balance of DIP Loan Funds held in trust by the Monitor, for the Interim Lender, was \$1,852,138.

FINANCIAL POSITION AND CASH FLOW PROJECTIONS

- 15. In conjunction with the filing of the Petition for the Issuance of an Initial Order on March 21, 2014, the Petitioners submitted monthly cash flow projections (hereinafter the "Projections") covering the six (6)-month period from March 1 to August 31, 2014 (hereinafter the "Period"). The Projections were attached to the report prepared by Richter in its capacity as the Proposed Monitor in support of the Petition for the Issuance of the Initial Order.
- 16. Since the date of the Initial Order (March 21, 2014), there have been no material changes in the Petitioners' business and expected financial results, other than normal timing variances for certain receipts and disbursements noted below. As such, the Petitioners have not prepared revised cash flow projections. A copy of the Petitioners' original cash flow projections for the period of March 1 to August 31, 2014 is included as Exhibit A.
- 17. The Petitioners' Projections for the Period are based on financial and other information and assumptions provided by Management. The Projections were prepared using probable assumptions supported and consistent with the plans of the Company for the Period, considering the economic conditions that are considered the most probable by Management. Since the Projections are 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, we express no assurance as to whether the Projections will be achieved.
- 18. Details of actual cash flow results vs. the Projections for March 2014 are included in **Exhibit B** entitled Comparative Cash Flow for the period March 1 to March 31, 2014.
- As of March 31, 2014, the Petitioners' book cash balances (net of outstanding checks) amounted to \$6,800, as compared to the projected balance of \$1,700. The nominal positive variance for March 2014 resulted from the following:
 - The \$28,500 negative variance in total cash inflows was due mainly to fewer than anticipated new tenants deposits, as net rent collections from existing tenants were consistent with the Projections in March (\$240,000). Management expects the negative variance in new tenants deposits to reverse in future months as an increasing number of new leases are expected to be signed during the peak rental season;

- The negative variance in cash inflows was offset by favorable timing variances of various operating disbursements, primarily utilities, maintenance and rental commissions. These timing differences arose in part as a result of the typical lag in receiving invoices for post-petition services.
- 20. Following collections of rent payments in the first week of April, the book cash balance as of April 4, 2014 increased to \$55,000.
- 21. Since the filing of the CCAA, the Petitioners are paying suppliers based on negotiated terms or upon receipt of invoices. The Petitioners advise that they have not incurred significant unpaid liabilities since the filing.

LEASE-UP PROGRAM

- 22. The occupancy rate for the Property over the past two (2) years has fluctuated between 60% and 70%. Per discussions with Management, and as outlined in the report prepared by Richter in its capacity as Proposed Monitor in support of the Petition for the Issuance of an Initial Order, this was largely due to the on-going sale process for the Property.
- 23. In December 2013, Management developed and implemented a strategic plan to lease-up the Property (hereinafter the "Lease-Up Program"). The strategy includes the following key components:
 - a) Engage broader rental audience for high value units: The Petitioners are putting in place a marketing strategy targeting single parents and empty nesters while establishing corporate contacts with large corporations, embassies, consulates, universities and hospitals;
 - b) Increase the inventory of the furnished suite operators: The Petitioners' objective is to convince furnished-suite operators to increase their inventory by twenty (20) units;
 - c) **Branding Repositioning**: The Petitioners are in the process of implementing a broad multimedia marketing campaign to reposition the Property as a long-term rental building located in a highly desirable location providing full service and 5-star amenities;
 - d) Leasing Team: In order to implement the Lease-Up Program, the Petitioners have put in place a team of eight (8) professionals responsible for various aspects of the leasing strategy.

Club Sommet Leasing	Club Sommet Leasing Team											
Name	Role	Employer	Location	Hire date								
Joanne Simonetti	Leasing Director	Ind. Contractor	Montreal	Oct-13								
Kabrira Jefri	Leasing Agent	Ind. Contractor	Montreal	Jun-13								
Esther Cohen	Leasing Agent	Ind. Contractor	Montreal	Oct-13								
Ting Li	Leasing Agent	Ind. Contractor	Montreal	Jan-14								
Nacima Boublenza	Leasing Agent	Ind. Contractor	Montreal	Mar-14								
Monika Burkhardt	Aministrative Support	Asta Corporation	Toronto	pre-2013								
Marie Bourbonnière	Corporate Development	Ind. Contractor	Montreal	Oct-13								
Chris Booker	Controller	Asta Corporation	Toronto	pre-2013								

24. The current Club Sommet leasing team is comprised of the following personnel:

- The leasing agents are responsible for: (i) promoting apartments through their network of industry contacts, social media, free advertising sites (Craig's list, etc.) and other promotional tools (ii) interacting with potential tenants and arranging apartment visits, and (iii) inciting potential tenants to submit lease applications. Club Sommet currently employs four (4) leasing agents, two (2) of which work on-site on a full-time basis. The other two (2) agents are considered "off-site", and were engaged to focus on specific cultural communities (Asian and Arabic). Nonetheless, they are generally present at the Property twice a week;
- The leasing director, who works on-site at the Property on a part-time basis, is responsible for determining the overall marketing plan and advertising campaigns for the building in consultation with the Asta Management team in Toronto, which ultimately has final approval on the marketing plan and budget. She is supported in these functions by an administrative support person in Toronto. On a day-to-day basis, the leasing director is also charged with supervising and coordinating the efforts of the leasing agents, and negotiating lease terms with potential tenants;
- In addition to the leasing agents who are responsible for marketing to the general public, Club Sommet also employs a director of corporate development whose role is to promote the building with universities, corporate clients, embassies, relocation service firms, etc.; and
- Club Sommet's controller, an Asta employee located in Toronto, is responsible for reviewing and approving all lease applications.

- 25. In order to implement its Lease-Up Program, broadly outlined in paragraph 23, Club Sommet has engaged in a significant number of specific marketing efforts since December 2013, which efforts have continued following the issuance of the Initial Order on March 21, 2014. Per discussions with various members of the leasing team and our review of available information, these specific promotional strategies include the following:
 - a) Web Presence: The Club Sommet website has been a significant driver of initial tenant enquiries. Since Nov. / Dec. 2013, the Company has been working with MOON Media, a digital advertising solutions provider, to increase the number of website visits. In particular, MOON Media has assisted with search engine optimization, website design improvements, social media advertising, and other lead generation strategies.
 - b) Classified Ads: Ads are posted and updated on a daily basis on various free websites, the most notable of which are: i) Kijiji (local Montreal market) and ii) Craigslist (local and international market). The leasing agents are responsible for the extensive day-to-day management required to maintain and refresh these postings.
 - c) **Outdoor Signage:** Given the central location and visibility of the Property, professionally designed signs placed outside the building result in a strong number of walk-in inquiries. The targeted clientele is the local rental market on which Club Sommet had previously placed less focus.
 - d) Apartment Rental Websites: The leasing director is responsible for planning and posting (supported by the administrative employee in Toronto), on a monthly basis, ads on multiple apartment rental websites. These fee-based websites have primarily been successful in attracting international customers.
 - e) Social Networks: The Company has been active on social medias, primarily with Facebook where the corporate Club Sommet site has over 3,000 likes. Each leasing agent also uses their personal social networks (Facebook and LinkedIn) to promote and publicize the apartments to their network of contacts. As noted above, the company also engaged MOON Media to develop lead generation strategies using social media platforms.
 - f) Newspapers: In an effort to engage a broader local audience, Club Sommet has advertised in Montreal's leading English language newspaper, The Gazette. As of April 1, 2014, the ad frequency was increased from 3 times/week to daily.
 - g) Referrals: The Company has implemented a referral program to encourage existing tenants to refer new clients. The inducement of \$500 per tenant referral resulting in a signed lease was increased to \$1,000 in March 2014.

- h) Universities: On a regular basis, the director of corporate development posts promotional materials at the housing assistance offices of Concordia and McGill universities. Club Sommet also advertised on the "McGill Housing" website.
- Radio: Since November 2013, Club Sommet has purchased radio advertising on CJAD Montreal (approximately 20 per day). These commercials are intended to target an older and/or retired clientele, looking to rent following the sale of their primary residence.
- 26. Management has developed extensive tracking and reporting procedures relative to its marketing efforts and associated results. The following table outlines the number of inquiries, visits, lease applications and signed leases from each major source of traffic between December 1 and March 31, 2014.

Club Sommet - Leasing Activity Statistics											
December 1, 2013 to March 3	1, 2014										
	Inquiries	Visits by qualified prospects	Applications	Leases signed							
Web site	263	55	8	5							
Classified adds	174	81	3	1							
Signage / Walk In	83	78	13	6							
Apartment rental websites	31	5	-	-							
Social networks	43	7	-	-							
The Gazette	33	4	-	-							
Referrals	32	21	4	3							
Universities	15	12	1	-							
Radio	20	8	-	-							
Other	2	-									
Total - Individual tenants ¹	696	271	29	15							
Total - Corporate tenants ²			-	5							
Total leases			=	20							
Note 1: Results do not include Note 2: Includes furnished suite leasing activity statistics are no	e operators, priv		-	-							

27. The rental activity statistics reflect an increase in the number of inquiries and prospect visits since December 2013, as outlined below:

	Inquiries	Visits by qualified prospects	Applications	Leases signed Individual tenants ¹	Leases signed Corporate tenants ²	Total leases signed
December 2013	99	29	4	4	-	4
January 2014	135	60	8	5	-	5
February 2014	253	112	10	2	5	7
March 2014	209	70	7	4		4
=	696	271	29	15	5	20
Note 1: Results d Note 2: Includes f are not kept.			0		0	ty statistics

28. The Company signed 20 new leases from December 1 to March 31, 2014, including two (2) new leases in the 10-day period subsequent to the issuance of the Initial Order (March 21 to 31, 2014). Five (5) of these new leases, which were signed with a furnished suites operator (CAM Executive Suites), replaced similar leases which expired in March and April 2014.

Club Sommet New leases signed - December 1, 2013 to March 31, 2014												
Unit #	Description	Square footage	Monthly rent	•		Starting date	Nb of months					
Sianed	in December	2013										
210 117	1 BD LG 2 BD	581 905	\$ 1,400	\$ 1,400	18-Dec-13 28-Dec-13	1-Jan-14 1-Jan-14	12 12					
217	STUDIO	905 450	2,600 1,284	2,600 1,284	28-Dec-13 30-Dec-13	1-Jan-14 1-Jan-14	12					
1003	STUDIO	429	1,284	1,284	30-Dec-13	1-Jan-14	12					
Signed	in January 20	14										
225	LG 1 BD	679	1,663	1,663	7-Jan-14	1-Feb-14	11					
409	STUDIO	450	1,275	1,275	8-Jan-14	1-Feb-14	3					
1608	STUDIO	486	2,001	2,001	17-Jan-14	1-May-14	24					
1403	STUDIO	429	1,500	1,500	28-Jan-14	1-Feb-14	6					
406	LG 1 BD	799	1,725	1,725	31-Jan-14	1-Mar-14	12					
•	in February 2	014										
501	LG 1 BD	679	1,625	1,625	20-Feb-14	1-Apr-14	12					
1014	LG 1 BD	815	1,850	1,850	20-Feb-14	1-Apr-14	12					
1404	3 BD	815	1,850	1,850	20-Feb-14	1-Apr-14	12					
1614	LG 1 BD	815	1,850	1,850	20-Feb-14	1-Apr-14	12					
1707	STUDIO	456	1,585	1,370	27-Feb-14	1-Mar-14	7					
1714	LG 1 BD	815	1,850	1,850	20-Feb-14	1-Mar-14	13					
1719	STUDIO	456	1,500	1,430	27-Feb-14	1-Mar-14	12					
Signed	in March 2014	L .										
209	STUDIO	450	1,425	1,430	7-Mar-14	1-Sep-14	12					
503	STUDIO	429	1,275	1,290	13-Mar-14	1-Apr-14	3					
1607	STUDIO	456	1,500	1,430	24-Mar-14	1-May-14	12					
1717	STUDIO	450	1,475	1,430	24-Mar-14	1-Sep-14	8					
			\$32,517	\$ 32,137								
Note 1:	Results do not	include tenan	t lease rene	wals or chan	ges of unit wi	thin the build	ling.					

- 29. Leases signed during the 4-month period ended March 31, 2014 were priced consistently with the lease rates utilized by CBRE Valuation and Advisory Services in its Property valuation analysis, as outlined in their report dated March 10, 2014.
- 30. As of April 1, 2014, the Company reported a total of 174 leases in effect, a net increase of three (3) leases over March 2014, resulting in an occupancy rate of 60%. The following summary outlines the monthly roll-forward of Club Sommet leases between December 1, 2013 and April 1, 2014.

Club Sommet						
Lease roll forward						
December 1, 2013 to April 1, 2014						
	Dec-14	Jan-14	Feb-14	Mar-14	Apr-14	Total
Member tenants - previous month	154	158	155	157	146	154
Leases added	7	4	3	3	6	23
Departures	(3)	(7)	(1)	(14)	(3)	(28)
Total member tenants - current month	158	155	157	146	149	149
Legacy tenants	25	25	25	25	25	25
Total tenants	183	180	182	171	174	174
Occupancy rate	63%	62%	63%	59%	60%	60%

• The total of 174 leases in effect as of April 1, 2014 is slightly below the occupancy level of 178 tenants reflected in the Projections.

SOLICITATION PROCESS

- 31. In parallel to the implementation of the Lease-Up Program, the Petitioners intend to implement a solicitation process to attract potential investors and purchasers in respect of the Property, either to sell the Property or refinance it (hereinafter the "Solicitation Process").
- 32. Since the issuance of the Initial Order, the Petitioners have worked with CBRE Capital Markets National Apartment Group (hereinafter "CBRE") to establish the best approach for the Solicitation Process to be implemented in respect to the Property.
- 33. On April 10, 2014, CBRE submitted to the Petitioners and the Monitor a "Proposal for Marketing Representation", which outlines a proposed Solicitation Process to be conducted over a period of approximately four (4) months, with a bid deadline set for May 30, 2014, and a closing deadline set for August 20, 2014.

- 34. CBRE has extensive experience in the marketing and the selling of comparable real estate and the Monitor believes that the CBRE proposal outlines the optimal method to conduct the Solicitation Process, generate interest in the Property, and maximize proceeds from the sale or refinancing of the Property.
- 35. A teaser has been prepared by CBRE, which it intends to forward to potential bidders upon issuance of the orders sought in the Motion Seeking the Extension of the Initial Order.

ACTIVITIES OF THE MONITOR

- 36. The Monitor's activities since the issuance of the Initial Order (March 21, 2014) have included the following:
 - In accordance with the Initial Order, a copy of the Initial Order and a list of creditors were posted on the Monitor's website on March 25th and 28th, 2014, respectively;
 - On March 28, 2014, the Monitor sent to all of the Petitioners' known creditors, a notice advising them of the granting of the Initial Order and referring them to the Monitor's website; and
 - In accordance with the Initial Order, notices of the CCAA filing were published in La Presse and The Globe and Mail newspapers on April 2nd and 9th, 2014.
- 37. The Monitor has been at the Property on several occasions, and communicated regularly with the Petitioners' Management personnel in Toronto, to carry out its duties including the requirement to monitor: i) the Petitioners' cash flow, ii) the status of the Lease-Up Program, and iii) the development and progress of the Solicitation Process. As well, the Monitor has had numerous meetings and held frequent conference calls with Management and legal counsel with a view to keeping all parties apprised of material developments.
- 38. The Monitor has responded to queries from the Petitioners' unsecured creditors.
- 39. The Monitor reviewed the Petitioners' financial affairs and results.
- 40. The Monitor drafted this Report and reviewed material to be filed by the Petitioners herewith.
- 41. The Monitor has attended to other administrative and statutory matters relating to the Monitor's administration of this mandate.

REQUEST FOR EXTENSION

- 42. At the present time, it is premature for the Petitioners to devise a Plan of Arrangement and present same to its creditors. The Petitioners are seeking an extension to June 6, 2014 ("Additional Period") in order to continue the implementation of the Lease-Up Program and initiate the Solicitation and Sale Process as outlined in previous sections of this report.
- 43. The Petitioners have been paying in due course for all goods and services received subsequent to the date of filing of the CCAA.
- 44. Considering the Petitioners' cash flow projections for the period between March 1, 2014 and August 31, 2014, the reported cash flow results to date and current financial position, as well as the availability of the Interim Financing, the Petitioners are in a position to continue their operations on a going concern basis during the Additional Period.
- 45. The Petitioners' Management has, and continues to act in good faith, with due diligence and has been cooperating with all stakeholders involved in this process, including but not limited to the Monitor and the Company's creditors.
- 46. The Solicitation Process proposed by CBRE suggests an anticipated bid deadline by the end of May 2014.
- 47. The Monitor is supporting the extension of the Initial Order until June 6, 2014, for the above noted reasons.
- 48. The Court should grant this extension as:
 - The Petitioners have and continue to act in good faith and with diligence;
 - The Petitioners need additional time in order to continue the implementation of the Lease-Up Program and Solicitation Process;
 - The Petitioners have not prejudiced their creditors as they have paid for post-filing liabilities incurred since the date of filing and the Projections indicate that they will continue to do so;

• The extension sought will not materially prejudice any of the secured creditors. To the contrary, it will allow for the Petitioners to have a market value indication of the Property for the benefit of all the Petitioners' creditors and stakeholders.

Respectfully submitted at Montreal, this 11th day of April, 2014.

Richter Advisory Group Inc. Monitor

Benoit Gingues, CPA, CA, CIRP

EXHIBIT A

C A N A D A Province of Quebec District of: Montréal Court No.: 500-11-046282-147

SUPERIOR COURT (Commercial Division) *Companies' Creditors Arrangement Act* RSC 1985, c C-36, as amended

Proposed Monitor's Report on Cash-Flow Statement (Paragraph 10(2)b) of the Act)

In the matter of the Petition for the Issuance of an initial Order (Articles 4, 5 and 11 of the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 ("CCAA") with respect to Casperdiny IFB Realty Inc. Of the City of Montréal In the Province of Quebec

The attached statement of projected cash flow of Casperdiny iFB Realty Inc., as of the 11th day of March 2014, consisting of the period from March 1, 2014 to August 31, 2014 has been prepared by representatives of Asta Corporation Inc. (hereinafter "Management"), a real estate services firm engaged to manage the day-to-day operations of the insolvent person for the purpose described in the notes attached, using the probable and hypothetical assumptions set out in the notes attached.

Our review consisted of inquiries, analytical procedures and discussion related to information supplied to us by Management of the insolvent person. Since hypothetical assumptions need not be supported, our procedures with respect to them were limited to evaluating whether they were consistent with the purpose of the projection. We have also reviewed the support provided by management for the probable assumptions and preparation and presentation of the projection.

Based on our review, nothing has come to our attention that causes us to believe that, in all material respects,

- (a) the hypothetical assumptions are not consistent with the purpose of the projection;
- (b) as at the date of this report, the probable assumptions developed are not suitably supported and consistent with the plans of the insolvent person or do not provide a reasonable basis for the projection, given the hypothetical assumptions; or
- (C) the projection does not reflect the probable and hypothetical assumptions.

Since the projection 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, we express no assurance as to whether the projection will be achieved.

The projection has been prepared solely for the purpose described in the notes attached, and readers are cautioned that it may not be appropriate for other purposes.

Dated at the City of Montréal, in the Province of Québec, this 18th day of March 2014.

Richter Advisory Group Inc. – Proposed Monitor Per:

Benoit Gingues, CPA, CA, CIRP 1981 McGill College Avenue, 12th Floor Montréal QC H3A 0G6 Telephone: 514.934.3440 Facsimile: 514.934.3504

SUPERIOR COURT (Commercial Division) *Companies' Creditors Arrangement Act* RSC 1985, c C-36, as amended

Proposed Monitor's Report on Cash-Flow Statement - Attachment (Paragraph 10(2)b) of the Act)

in the matter of the Petition for the Issuance of an Initial Order (Articles 4, 5 and 11 of the Companies' Creditors Arrangement Act, RSC 1985, c C-36 ("CCAA") with respect to Casperdiny IFB Realty Inc.

Purpose:

Casperdiny IFB Realty Inc. is filing a Petition for the Issuance of an Initial Order pursuant to the Companies' Creditors Arrangement Act on March 18, 2014.

The purpose of this Statement of Projected Cash Flow is to present the estimated cash receipts and disbursements of the Company for the period from March 1, 2014 to August 31, 2014 relating to the filing of a Petition for the Issuance of an Initial Order under the *Companies' Creditors Arrangement Act* on March 18, 2014. This Statement of Projected Cash Flow has been prepared, on March 11, 2014, by representatives of Asta Corporation Inc. (hereinafter "Management"), a real estate services firm engaged to manage the day-to-day operations of the Company, based on available financial information at that date in accordance with Section 10(2)b) of the *Companies' Creditors Arrangement Act*. Readers are cautioned that this information may not be appropriate for other purposes.

Projection Notes:

The Statement of Projected Cash-Flow has been prepared using probable assumptions supported and consistent with the plans of the Company for the period March 1, 2014 to August 31, 2014, considering the economic conditions that are considered the most probable by Management. As the cash-flow is based upon various assumptions regarding future events and circumstances, variances will exist and said variances may be material. Accordingly, we express no assurance as to whether the projections will be achieved.

Assumptions:

- a) interim Financing Facility: On March 10, 2014 the Company entered into an agreement with its majority shareholder to provide \$2.2 million of priority ranking Interim Financing ("DIP Loan"), as outlined in a forthcoming petition to the court seeking an initial order pursuant to the Companies' Creditors Arrangement Act, and approval of the proposed DIP Loan. The Cash Flow Projection assumes that the DIP Loan will be approved and funded to the Company in March 2014.
- b) Projected Cash Receipts: The projected cash receipts are estimated by Management, based upon the current rent roll and collection experience of the Company, reflecting a 17% increase in occupancy over 6 months in line with Management's expected results relative to its new leasing strategy
- c) Projected Cash Disbursements: The projected cash disbursements are based upon historical data adjusted to reflect the current level of activity and best estimates of the Company, as well as costs related to the restructuring process, lease-up program and solicitation process for sale of the property. The cash disbursements do not provide for the payment of arrears to unsecured creditors.

Dated at the City of Montréal, in the Province of Quebec, this 18th day of March 2014.

Richter Advisory Group Inc. – Proposed Monitor Per:

Benoit Øi gues, CPA, CA, CIRP

C A N A D A Province of Quebec District of: Montréal Court No.: 500-11-046281-149

SUPERIOR COURT (Commercial Division) *Companies' Creditors Arrangement Act* RSC 1985, c C-36, as amended

Proposed Monitor's Report on Cash-Flow Statement (Paragraph 10(2)b) of the Act)

- 17 -

In the matter of the Petition for the Issuance of an initial Order (Articles 4, 5 and 11 of the Companies' Creditors Arrangement Act, RSC 1985, c C-36 ("CCAA") with respect to Les Appartements Club Sommet Inc. Of the City of Montréal In the Province of Quebec

The attached statement of projected cash flow of Les Appartements Club Sommet Inc., as of the 11th day of March 2014, consisting of the period from March 1 to August 31, 2014, has been prepared by representatives of Asta Corporation Inc. (hereinafter "Management"), a real estate services firm engaged to manage the day-to-day operations of the insolvent person for the purpose described in the notes attached, using the probable and hypothetical assumptions set out in the notes attached.

Our review consisted of inquiries, analytical procedures and discussion related to information supplied to us by Management of the insolvent person. Since hypothetical assumptions need not be supported, our procedures with respect to them were limited to evaluating whether they were consistent with the purpose of the projection. We have also reviewed the support provided by Management for the probable assumptions and preparation and presentation of the projection.

Based on our review, nothing has come to our attention that causes us to believe that, in all material respects,

- (a) the hypothetical assumptions are not consistent with the purpose of the projection;
- (b) as at the date of this report, the probable assumptions developed are not suitably supported and consistent with the plans of the insolvent person or do not provide a reasonable basis for the projection, given the hypothetical assumptions; or
- (c) the projection does not reflect the probable and hypothetical assumptions.

Since the projection 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, we express no assurance as to whether the projection will be achieved.

The projection has been prepared solely for the purpose described in the notes attached, and readers are cautioned that it may not be appropriate for other purposes.

Dated at the City of Montréal in the Province of Quebec, this 18th day of March 2014.

Richter Advisory Group Inc. – Proposed Monitor Per:

Benojt Gingues, CPA, CA, CIRP 1981 McGill College Avenue, 12th Floor Montréal QC H3A 0G6 Telephone: 514.934.3440 Facsimile: 514 934.3504

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SUPERIOR COURT (Commercial Division) *Companies' Creditors Arrangement Act* RSC 1985, c C-36, as amended

Proposed Monitor's Report on Cash-Flow Statement - Attachment (Paragraph 10(2)b) of the Act)

In the matter of the Petitlon for the Issuance of an Initial Order (Articles 4, 5 and 11 of the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 ("CCAA") with respect to Les Appartements Club Sommet Inc.

Purpose:

Les Appartements Club Sommet Inc. ("Club Sommet" or the "Company") is filing a Petition for the Issuance of an Initial Order pursuant to the *Companies' Creditors Arrangement Act* on March 18, 2014. The purpose of this Statement of Projected Cash Flow is to present the estimated cash receipts and disbursements of Les Appartements Club Sommet Inc. (the "Company"), for the period March 1 to August 31, 2014, relating to the filing of a Petition of a Petition for the Issuance of an Initial Order under the *Companies' Creditors Arrangement Act* on March 18, 2014. This Statement of Projected Cash Flow has been prepared by representatives of Asta Corporation Inc. (hereinafter "Management"), a real estate services firm engaged to manage the day-to-day operations of the Company, on March 11, 2014 based on available financial information at that date in accordance with Section 10(2)*b*) of the *Companies' Creditors Arrangement Act*. Readers are cautioned that this information may not be appropriate for other purposes.

Projection Notes:

The Statement of Projected Cash Flow has been prepared using probable assumptions supported and consistent with the plans of the Company for the period March 1 to August 31, 2014, considering the economic conditions that are considered the most probable by Management.

As the cash flow is based upon various assumptions regarding future events and circumstances, variances will exist and said variances may be material. Accordingly, we express no assurance as to whether the projections will be achieved.

Assumptions:

- a) Interim Financing Facility: On March 10, 2014 the Company's parent, Casperdiny IFB Realty Inc., entered into an agreement with its majority shareholder to provide \$2.2 million of priority ranking Interim Financing ("DIP Loan"), as outlined in a forthcoming petition to the court seeking an initial order pursuant to the Companies' Creditors Arrangement Act, and approval of the proposed DIP Loan. The Cash Flow Projection assumes that Casperdiny will continue to fund the operating expenditures the DIP Loan will be approved and funded to the Company's parent in March 2014.
- b) Projected Cash Receipts: Les Appartements Club Sommet Inc. is a wholly owned subsidiary of Casperdiny IFB Realty Inc., and has no revenues other than fees charged to its parent company to cover its expenses. The Cash Flow Projections assume that Casperdiny will continue to fund all operating expenses of the Company during the period.
- c) Projected Cash Disbursements: The projected cash disbursements are based upon historical data adjusted to reflect the current level of activity and best estimates of the Company, and reflect the impact of the lease-up program for the building implemented by Management. The cash disbursements do not provide for the payment of arrears to unsecured creditors.

Dated at the City of Montréal in the Province of Quebec, this 18th day of March 2014.

Richter Advisory Group Inc. – Proposed Monitor Per:

Benoit Gingues, CPA, CA, CIRP

C A N A D A Province of Quebec District of: Montréal Court No.: 500-11-046282-147

SUPERIOR COURT (Commercial Division) *Companies' Creditors Arrangement Act* RSC 1985, c C-36, as amended

Report on Cash-Flow Statement by the Debtor Company (Paragraph 10(2)b) of the Act)

In the matter of the Petition for the Issuance of an Initial Order (Articles 4, 5 and 11 of the Companies' Creditors Arrangement Act, RSC 1985, c C-36 ("CCAA") with respect to Casperdiny IFB Realty Inc. Of the City of Montréal In the Province of Quebec

Representatives of Asta Corporation Inc. (hereinafter "Management"), a real estate services firm engaged to manage the day-to-day operations of Casperdiny IFB Realty Inc., has developed the assumptions and prepared the attached statement of projected cash flow of the debtor company, as of the 11th day of March 2014, consisting of the period from March 1, 2014 to August 31, 2014.

The hypothetical assumptions are reasonable and consistent with the purpose of the projection described in the notes attached, and the probable assumptions are suitably supported and consistent with the plans of the insolvent person and provide a reasonable basis for the projection. All such assumptions are disclosed in the notes attached.

Since the projection is based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material.

The projection has been prepared solely for the purpose described in the notes attached, using a set of hypothetical and probable assumptions set out in the notes attached. Consequently, readers are cautioned that it may not be appropriate for other purposes.

Dated at the City of Toronto, in the Province of Ontario, this 18th day of March 2014.

Casperdiny IFB Realty Ind Debtor

C A N A D A Province of Quebec District of: Quebec Court No.: 500-11-046282-147

SUPERIOR COURT (Commercial Division) *Companies' Creditors Arrangement Act* RSC 1985, c C-36, as amended

Report on Cash-Flow Statement by the Debtor Company - Attachment (Paragraph 10(2)*b*) of the Act)

In the matter of the Petition for the Issuance of an Initial Order (Articles 4, 5 and 11 of the Companies' Creditors Arrangement Act, RSC 1985, c C-36 ("CCAA") with respect to Casperdiny IFB Realty inc.

Purpose:

Casperdiny IFB Realty Inc. is filing a Petition for the Issuance of an Initial Order pursuant to the *Companies' Creditors Arrangement Act* on March 18, 2014.

The purpose of this Statement of Projected Cash Flow is to present the estimated cash receipts and disbursements of IFB Realty Inc. (the "Company"), for the period March 1 to August 31, 2014, relating to the filing of a Petition for the Issuance of an Initial Order under the *Companies' Creditors Arrangement Act* on March 18, 2014. This Statement of Projected Cash Flow has been prepared, on March 11, 2014, by representatives of Asta Corporation Inc. (hereinafter "Management"), a real estate services firm engaged to manage the day-to-day operations of the Companies' Creditors Arrangement Act. Readers are cautioned that this information may not be appropriate for other purposes.

Projection Notes:

The Statement of Projected Cash-Flow has been prepared using probable assumptions supported and consistent with the plans of the Company for the period March 1, 2014 to August 31, 2014, considering the economic conditions that are considered the most probable by Management. As the cash-flow is based upon various assumptions regarding future events and circumstances, variances will exist and said variances may be material. Accordingly, we express no assurance as to whether the projections will be achieved.

Assumptions:

- a) Interim Financing Facility: On March 10, 2014 the Company entered into an agreement with its majority shareholder to provide \$2.2 million of priority ranking Interim Financing ("DIP Loan"), as outlined in a forthcoming petition to the court seeking an initial order pursuant to the Companies' Creditors Arrangement Act, and approval of the proposed DIP Loan. The Cash Flow Projection assumes that the DIP Loan will be approved and funded to the Company in March 2014.
- b) Projected Cash Receipts: The projected cash receipts are estimated by Management, based upon the current rent roll and collection experience of the Company, reflecting a 17% increase in occupancy over 6 months in line with Management's expected results relative to its new leasing strategy.
- c) Projected Cash Disbursements: The projected cash disbursements are based upon historical data adjusted to reflect the current level of activity and best estimates of the Company, as well as costs related to the restructuring process, lease-up program and solicitation process for sale of the property. The cash disbursements do not provide for the payment of arrears to unsecured creditors.

Dated at the City of Toronto, in the Province of Ontario, this 18th day of March 2014.

Casperdiny IFB Realty Inc Debtor

C A N A D A Province of Quebec District of: Montréal Court No.: 500-11-046281-149

SUPERIOR COURT (Commercial Division) *Companies' Creditors Arrangement Act* RSC 1985, c C-36, as amended

Report on Cash-Flow Statement by the Debtor Company (Paragraph 10(2)b) of the Act)

In the matter of the Petition for the Issuance of an Initial Order (Articles 4, 5 and 11 of the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 ("CCAA") with respect to Les Appartements Club Sommet Inc. Of the City of Montréal In the Province of Quebec

Representatives of Asta Corporation Inc. (hereinafter "Management"), a real estate services firm engaged to manage the day-to-day operations of Les Appartements Club Sommet Inc., has developed the assumptions and prepared the attached statement of projected cash flow of the debtor company, as of the 11th day of March 2014, consisting of the period from March 1 to August 31, 2014.

The hypothetical assumptions are reasonable and consistent with the purpose of the projections described in the notes attached, and the probable assumptions are suitably supported and consistent with the plans of the debtor company and provide a reasonable basis for the projections. All such assumptions are disclosed in the notes attached.

Since the projections are based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material.

The projection has been prepared solely for the purpose described in the notes attached, using the probable and hypothetical assumptions set out in the notes attached. Consequently, readers are cautioned that it may not be appropriate for other purposes.

Dated at the City of Toronto, in the Province of Ontario, this 18th day of March 2014.

Les Appartements Club Sommet Inc. Debtor

C A N A D A Province of Quebec District of: Quebec Court No.: 500-11-046281-149

SUPERIOR COURT (Commercial Division) *Companies' Creditors Arrangement Act* RSC 1985, c C-36, as amended

Report on Cash-Flow Statement by the Debtor Company - Attachment (Paragraph 10(2)*b*) of the Act)

In the matter of the Petition for the Issuance of an Initial Order (Articles 4, 5 and 11 of the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 ("CCAA") with respect to Les Appartements Club Sommet Inc.

Purpose:

Les Appartements Club Sommet Inc. is filing a Petition for the Issuance of an Initial Order pursuant to the *Companies' Creditors Arrangement Act* on March 18, 2014.

The purpose of this Statement of Projected Cash Flow is to present the estimated cash receipts and disbursements of Les Appartements Club Sommet Inc. (the "Company"), for the period March 1 to August 31, 2014, relating to the filing of a Petition for the Issuance of an Initial Order under the *Companies' Creditors Arrangement Act* on March 18, 2014. This Statement of Projected Cash Flow has been prepared, on March 11, 2014, by representatives of Asta Corporation Inc. (hereinafter "Management"), a real estate services firm engaged to manage the day-to-day operations of the Company, based on available financial information at that date in accordance with Section 10(2)*b*) of the *Companies' Creditors Arrangement Act*. Readers are cautioned that this information may not be appropriate for other purposes.

Projection Notes:

The Statement of Projected Cash Flow has been prepared using probable assumptions supported and consistent with the plans of the Company for the period March 1 to August 31, 2014, considering the economic conditions that are considered the most probable by Management.

As the cash flow is based upon various assumptions regarding future events and circumstances, variances will exist and said variances may be material. Accordingly, we express no assurance as to whether the projections will be achieved.

Assumptions:

- a) Interim Financing Facility: On March 10, 2014 the Company's parent, Casperdiny IFB Realty Inc., entered into an agreement with its majority shareholder to provide \$2.2 million of priority ranking Interim Financing ("DIP Loan"), as outlined in a forthcoming petition to the court seeking an initial order pursuant to the Companies' Creditors Arrangement Act, and approval of the proposed DIP Loan. The Cash Flow Projection assumes that Casperdiny will continue to fund the operating expenditures the DIP Loan will be approved and funded to the Company's parent in March 2014.
- b) Projected Cash Receipts: Les Appartements Club Sommet Inc. is a wholly owned subsidiary of Casperdiny IFB Realty Inc., and has no revenues other than fees charged to its parent company to cover its expenses. The Cash Flow Projections assume that Casperdiny will continue to fund all operating expenses of the Company during the period.
- c) Projected Cash Disbursements: The projected cash disbursements are based upon historical data adjusted to reflect the current level of activity and best estimates of the Company, and reflect the impact of the lease-up program for the building implemented by Management. The cash disbursements do not provide for the payment of arrears to unsecured creditors.

Dated at the City of Toronto, in the Province of Ontario, this 18th day of March 2014.

Les Appartements Club Sommet Inc. Debtor

Casperdiny IFB Realty Inc. Cash Flow Projections

March	1 to	August	31	2014

	I	March 2014		April 2014		May 2014		June 2014		July 2014		August 2014	TOTAL
Cash inflows													. JINL
Gross Potential Rent	\$	511.064	\$	511.064	4 9	511.064	1 5	5 511,064	¢	511.064	s	E44 004	E 3.000 m
Vacancy		(232,302	-	(217,902		(203,502	-	(183,702)	-	(167,502)	Ф	511,064	\$ 3,066,38
Parking		17,911		22.811		22,811		22,811		22,811		(145,902) 22.811	(1,150,81)
Other Income		2,000)	2,000)	2,200		2,300		2,400		2,500	131,960
Monthly Rental Revenue		298,673		317,973	3	332,573	1	352,473		368,773		390,473	2,060,939
Deposits Collected from New Leases		43,200		50,400)	57.600		72,000		64,800		50,400	
Deposits Applied against Rent		(59,663)	(21,708		(37,297		(26,700)		(32,850)		(55,678)	338,400
Total Cash Inflow from Operations		282,210		346,665		352,876		397,773		400,723	_	385,195	(233,896
Cash Outflows										· · · · · · · · · · · · · · · · · · ·			
Leasing and Marketing													
Leasing Salaries		14.000		14.000		44000							
Leasing Commissions		8,100		10.800		14,000 12,600		14,000		14,000		14,000	84,000
Tenant Incentives/Tenant improvements		3,000		9.000		12,000		14,400 14,000		18,000		19,800	83,700
Marketing Expenses		12,500		15,000		15,000		15,000		16,000		20,000	74,000
	-	37,600		48,800	_	53,600		57,400		<u>15,000</u> 63,000		15,000	87,500
Lifestyle						00,000		00,400		03,000		68,800	329,200
Lifestyle Salaries		3,000		3,000		3.000		3,000		3,000		3,000	18.000
Lifestyle Expenses (nel of related revenues)		3,667		3,667		3,167		3,167		2,667		2,667	
•		6,667		6,667		6,167		6,167		5,667		5,667	<u>19.002</u> 37.002
Concierge								-,		0,007		0,007	57,002
Concierge Expenses		2,850		2,850		2,850		2,850		2,850		2.850	17,100
04h 5		2,850		2,850		2,850		2,850		2.850		2.850	17,100
Other Expenses								-					
Club Sommet Monthly Charge		133,102		150,380		143,343		129,063		119.493		121,692	797,073
Corporate/ Travel		4,000		4,000		4,000		4,000		4.000		4.000	24,000
Administration Salarles		7,028		7,028		7,028		7,028		7,028		7.028	42,166
Laundry Expenses				1,600				1,600				1,600	4,800
Interest/Bank Charges Merchant Fees		300		300		300		300		300		300	1,800
Merchart Fees		1,000		1,000		1,000		900		900		750	5,550
		145,430		164,308		155,671		142,891		131,720		135,370	875,389
Total Cash Outflow from Operations		192,546		222,625		218,288		209,308		203,237		212,687	1,258,690
Net Cash Flow from Operations		89,664		124,041		134,589		188,466		197,486		172,509	906,753
Non-Operating Expenses													
Professional Fees - CCAA		30,000		75.000		75,000		75,000		75,000		75,000	405.000
Professional Fees - Transaction Advisory		-				30,000		30.000		30,000		30,000	120,000
Project management		39,550		39,550		39,550		39,550		39,550		39,550	237,300
		69,550		114,550	_	144,550		144,550		144,550		144,550	762,300
Net Cash Flow excluding interest		20,114		9,491		(9,961)		43,916		52,936		27,959	144,453
Opening Cash Balance	((18,445)		1,669		11,159		1,198		45,113		98.049	(18,445)
Ending Cash Balance	\$	1,669	\$	11,159	\$	1,198	\$		\$	98,049		126,008 \$	
Mortgage Interest Funding													120,000
	•												
Opening Available for Mortgage Funding	\$	•	\$1	,814,585	\$	1,451,668	\$	1,088,751	5	725,834 \$;	362,917 \$	i -
DIP Loan Funding	2,1	77,502		•		-				-		•	2,177,502
Mortgage Interest	(3	62,917)	((362,917)		(362,917)		(362,917)		(362,917)	1	(362,917)	(2,177,502)
Ending Available for Mortgage Funding	\$ 10	14,585	\$ 1	464 600			*						
	0,1 4	14,000	φ I,	,451,668	\$ '	1,088,751	\$	725,834)	362,917	i	- \$	-

D. Mason-Stefanoric

Casperdiny IFB Realty Inc. Cash Flow Projections March 1 to August 31 2014

Projected Occupancy Roll-Forward	March 2014	April 2014	May 2014	June 2014	July 2014	August 2014	TOTAL
Total # units occupied - end of previous month New leases taking occupancy Leases lost to non-renewal Net leases added Total # units involced for the month Overall Occupancy Rate	168 3 (1) 2 170 58%	170 9 (1) 8 178 61%	178 12 (4) 8 186 64%	186 14 (3) 11 197 68%	197 16 (7) 9 206 71%	206 20 (8) 12 218 75%	168 74 (24) 50 218 75%
March 1 # of vacant units Total rent on vacant units per rent roll Average rental per vacant unit Discount assumed in forecast Avg. assumed rental for new leases	121 232,302 1,920 6% \$ 1,800				<u> </u>		

D. Mason - Stefanoné

Les Appartements Club Sommet

Cash Flow Projections March 1 to August 31 2014

	March 2014	-	orii 14	May 2014		June 2014		July 2014	1	August 2014	-	TOTAL
Revenues:												
Casperdiny Monthly Charge	\$ 133,10	2 \$ 18	50.380	\$ 143,343	S	129,063	s ·	119,493	\$	121,692	s	707 07
Total Revenues	133,10	2 18	60,380	143,343		129,063		119,493		121,692	9	<u>797,07</u> 797,07
Expenses:									341			
Property Management												
Management Fees	11.300	. 1	1,300	11.300		44 200		44.047				
Management Offices	3,074		3,074	3,074		11,300		11,647		12,379		69,22
	14,374		4,374	14,374		<u>3,074</u> 14,374		<u>3,074</u> 14,721		<u>3,074</u> 15,453		<u>18,44</u> 87,67
Utilities										10,400		07,07
Telephone	800	`	800									
Cable Expenses	5.580		800	800		800		800		800		4,800
Internet Expenses	800		5 340 800	5,580		5,910		6,180		6,540		35,130
Cellphone Expenses	400		400	800		800		800		800		4,800
Wifi Monitoring	1.776		400	400		400		400		400		2,400
Electricity	10,000		0,000	1,776		1,776		1,776		1,776		10,656
Heat/Hot Water Tank Expense	10,000	, ,	1,000	10,000		10,000		10,000		10,000		60,000
Gaz Metro	16.279	-	- 5.952	-		5,055		-		-		5,055
	35,635		5,068	<u>12,360</u> 31,716		<u>6,855</u> 31,596		<u>1,723</u> 21,679		2,830		55,999 178,840
Saiaries										20,140		170,040
Security Staff	45 000											
Superintendant	15,000		5,000	15,000		15,000		15,000		15,000		90,000
Cleaning Staff	7,036		7,036	7,036		7,036		7,036		7,036		42,216
Maintenance Staff	4.209		1,209	4,209		4,209		4,209		4,209		25,254
	<u>7,946</u> 34,191		,946 1,191	<u>7,946</u> 34,191		7,946		<u>7,946</u> 34,191		7,946 34,191		47,676
Maintenance & Repairs				-,,		04,101	•	54,131		34, 191		205,146
General maintenance & repairs	40.000											
Scholar manteriance & repairs	12,000		2,000 2,000	12,000		12,000		2,000		12,000		72,000
541			,000	12,000		12,000		2,000		12,000		72,000
Other Expenses												
Major Expenditures	10,000	10	,000	10,000		10,000	1	0.000		10.000		60.000
Office Expenses	650		650	650		650		650		650		3,900
Interest/Bank Charges	500		500	500		500		500		500		3.000
Superintendant Unit	<u>1,954</u> 13,104		<u>,954</u> .104	<u>1,954</u> 13,104		1,954		1,954		1,954		11,724
	10,104	10	,104	13,104		13,104	1	3,104		13,104		78,624
iyndicate Fees												
Contribution to Syndicate	23,798	23	,798	23,798		23,798	2	3,798		23,798	4	42,788
Contingency Funds			845	14,160		-	-	-		-		32,005
	23,798	41	,643	37,958		23,798	2	3,798	<u> </u>	23,798	1	74,793
otal Expenses	133,102	150	380	143,343	1	29,063	11	9,493	1	21,692	7	97.073
et Income	<u> </u>	\$					-					

D. Maron - Stefanone

EXHIBIT B

Casperdiny IFB Realty Inc. Comparative Cash Flow for the period March 1 to 31, 2014

	March 1 to 31, 2014 Actual	March 1 to 31, 2014 Projections	Actual vs. Budget Variance	April 1 to 4, 2014 Actual
Cash Inflows				
Rent Revenue	\$ 280,859	\$ 278,762 \$	0.007	
Parking	16,278	ت 276,762 ¢ 17,911		\$ 154,919
Other Income	687	2,000	(1,633) (1,313)	1,184
Total Rent Collected	297,824	298,673	(849)	156,103
Deposits Collected from New Leases	14,025	43,200	(29,175)	_
Deposits Applied against Rent	(58,134)	(59,663)	1,529	(16,868)
Total Cash Inflow from Operations	253,715	282,210	(28,495)	139,235
Cash Outflows				
Leasing and Marketing				
Leasing Salaries	15,835	14,000	(1,835)	
Leasing Commissions	925	8,100	7,175	-
Tenant incentives/Tenant improvements	5,557	3,000	(2,557)	-
Marketing Expenses	16,369	12,500	(3,869)	-
1 Beach de	38,686	37,600	(1,086)	
Lifestyle				
Lifestyle Salaries	3,000	3,000	-	-
Lifestyle Expenses (net of related revenues)	6,256	3,667	(2,590)	1,638
Conclerge	9,256	6,667	(2,590)	1,638
Concierge Expenses	0.000			
Concience Expenses	2,800	2,850	50	2,850
Other Expenses	2,800	2,850	50	2,850
Club Sommet Monthly Charge	87,498	133,102	45.004	
Corporate	4,240	4,000	45,604	20,947
Administration Salaries Laundry Expenses	7,038	7,028	(240) (10)	4,125 -
Interest/Bank Charges	64	300	236	- 216
Merchant Fees	887	1,000	113	1,076
	99,727	145,430	45,702	26,364
Total Cash Outflow from Operations	150,469	192,546	42,077	30,852
Net Cash Flow from Operations	103,246	90.664	10 500	
	103,240	89,664	13,582	108,383
Project Expenses				
Professional Fees - CCAA	38,475	30,000	(8,475)	20,782
Professional Fees - Transaction Advisory	-	-	-	-
Contingency	-	-	-	-
Project management	39,550	39,550	-	39,550
	78,025	69,550	(8,475)	60,332
Net Cash Flow excluding Interest	25,221	20,114	5,108	48,051
Opening Cash Balance	(18,445)	(18,445)	-	6,776
Ending Cash Balance	\$ 6,776 \$	1,669 \$	5,108	54,827
Mortgage Interest Funding				
Opening Balance - Monitor Trust Account	2,177,502	2,177,502	_	2 170 123
Mortgage Interest Paid	_,,002	(362,917)	362 017	2,178,133
Interest Earned on Funds	631	(002,917)	362,917 631	(327,846)
Ending Balance - Monitor Trust Account	2,178,133	1,814,585	······	1,852
	2,170,100	1,014,000	363,548	1,852,138

Les Appartements Club Sommet Inc. Comparative Cash Flow for the period March 1 to 31, 2014

	1 to	March 31, 2014 Actual	1 to	March 31, 2014 Djections	I	ctual vs. Budget ariance	April 1 to 4, 2014 Actual	
Cash Inflows								
Casperdiny Monthly Charge	\$	87,498	\$	133,102	\$	(45,604)	\$	20,947
Total Revenues		87,498		133,102		(45,604)	<u> </u>	20,947
Cash Outflows						<u></u>		
Property Management								
Management Fees		11,300		11,300				11 200
Management Offices		3,074		3,074		-		11,300
		14,374		14,374				<u>3,074</u> 14,374
Utilities				,				14,374
Telephone		_		800		800		
Cable Expenses		-		5,580		800		818
Internet Expenses		- 100		5,580 800		5,580		-
Cellphone Expenses		100		400		700 300		285
Wifi Monitoring		1,725		1,776				516
Electricity		-		•		51		1,879
Heat/Hot Water Tank Expense		-		10,000		10,000		-
Gaz Metro		1,445		16,279		-		-
		3.370		35.635		<u>14,834</u> 32,265		3.498
Salaries		• -				02,200		0,400
Security Staff								
Superintendant		17,007		15,000		(2,007)		-
Cleaning Staff		6,132		7,036		904		-
Maintenance Staff		4,215		4,209		(6)		-
Maintenance Stan		7,684		7,946		262		
		35,038		34,191		(847)		-
Maintenance & Repairs								
General maintenance & repairs		10,950		12,000		1,050		906
		10,950		12,000		1,050		906
Other Expenses								
Major Expenditures		-		10,000		10,000		
Office Expenses		_		650		650		
Interest/Bank Charges		-		500		500		141
Security Expenses		_		500		- 500		74
Superintendant Unit		1,954		1,954		-		- 1.954
		1,954		13.104		11,150		2,169
Syndicate Fees				-1		,		m, 100
Contribution to Syndicate		21 012		00 700		4 000		
Contingency Funds		21,812		23,798		1,986		-
		21,812		23,798		1,986		
Total Cash Outflows		87,498	·····	133,102	<u> </u>	45,604		20,947
Net Cash Flow	\$	- 9	5				\$	