

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

SUPERIOR COURT
COMMERCIAL DIVISION
(In bankruptcy and insolvency)

No.: 500-11-026779-054

IN THE MATTER OF THE PLAN OF
COMPROMISE OR ARRANGEMENT OF:

MINCO-DIVISION CONSTRUCTION INC.;
– and –
SLEB 1 INC.;

Petitioners

– and –

LITWIN BOYADJIAN INC., in its capacity as
Monitor of Petitioners under the *Companies’
Creditors Arrangement Act*;

Monitor

- and -

RSM RICHTER INC., in its capacity as Interim
Receiver of the Petitioners;

Interim Receiver

MOTION TO EXTEND THE STAY TERMINATION DATE
(Section 11 of the *Companies’ Creditors Arrangement Act*,
R.S.C. 1985, c. C-36)

**TO ONE OF THE HONORABLE JUDGES OF THE SUPERIOR COURT, SITTING IN
COMMERCIAL DIVISION (FOR BANKRUPTCY AND INSOLVENCY MATTERS),
IN AND FOR THE DISTRICT OF MONTRÉAL, PETITIONERS RESPECTFULLY
SUBMIT THAT:**

1. As appears from the Court record, Petitioners commenced proceedings, on October 27, 2005, under Part III of the *Bankruptcy and Insolvency Act* (R.S.C. 1985, c. B-3) (the “**BIA**”) and filed a Notice of Intention;
2. By Petition dated October 29, 2005, Petitioners sought to take up and continue the BIA proceedings under the *Companies’ Creditors Arrangement Act* (the «**CCAA**»);
3. On November 3, 2005, this Court rendered an Initial Order (the «**Initial Order**») under the CCAA declaring, *inter alia*, that the Petitioners were companies to which the CCAA applies, granting a stay of proceedings in respect of the Petitioners up to and including December 2, 2005 and appointing Litwin Boyadjian Inc. (the «**Monitor**») as Monitor, the whole as more fully appears from a copy of such Initial Order produced as **Exhibit MS-1**;
4. On November 3, 2005, this Court rendered an Interim Receiver Order (the «**I.R. Order**») appointing RSM Richter Inc. (the «**Interim Receiver**») as interim receiver in respect of

the Petitioners, the whole as more fully appears from a copy of the I.R. Order produced as **Exhibit MS-2**;

5. On November 7, 2005, the Monitor sent to all known creditors copies of each of the Initial Order and the I.R. Order;
6. Although the Initial Order provides in paragraph 53 thereof that any interested person may apply to this Court to vary or rescind such Initial Order or to seek other relief upon five (5) days notice, no person has, to date, applied to this Court to do so;

REQUIREMENT TO EXTEND THE STAY

7. As appears from the proceedings instituted by the Petitioners seeking the issuance of the Initial Order and the I.R. Order, the Petitioners were seeking to restructure their affairs and, more specifically:
 - (a) to obtain interim debtor-in-possession financing to enable them to complete the construction of Phase 1 of the condominium project situated at the corners of St-Laurence Boulevard and Ontario Street, known as Le Sleb (the «**Project**»); and
 - (b) to complete and close the 71 pre-sales of condominium units to purchasers who have made offers to purchase such units;
8. Since the Initial Order and the I.R. Order, the Petitioners, together with the Monitor and the Interim Receiver have:
 - (a) taken appropriate and protective security measures with respect to the Project including, without limitation, to ensure that the Project is heated, that essential plumbing work is performed and that the roof is properly sealed;
 - (b) met with the architects, engineers and other professionals associated with the Project in order to establish a detailed cost to complete budget, both in respect of individual units and common areas, and submitted such estimate to the DIP Lender;
 - (c) met and negotiated with various essential sub-contractors in order to obtain their agreement to continue to work on the Project provided that they are given adequate guarantees from the Interim Receiver that payment shall be made for work performed after the Initial Order;
 - (d) continued the marketing efforts to sell further units in Phase 1 and, in fact, at least 3 new offers have been received since the date of the Initial Order; and
 - (e) continued to work on the Declaration of Co-Ownership and submitted a revised draft thereof to the major holders of conventional hypothecs for their review and approval;
9. As at the present date, the Petitioners have drawn down One Million One Hundred Thousand Dollars (\$1,100,000) of the DIP Facility (as such term is defined in the Initial Order);
10. The Petitioners are currently in discussions with the DIP Lender to seek an increase in the \$2.5 Million DIP Facility in order to fund the construction work necessary to complete the Project;
11. Since the Initial Order and the I.R. Order, the Petitioners have been diligently working to advance their restructuring with a view to proposing a consolidated plan of arrangement to their creditors that would yield to such creditors and to their other stakeholders a far superior result than would otherwise be attained in a forced liquidation;

12. Furthermore, a restructuring of the Petitioners' affairs which would allow for the completion of the Project and the sale of condominium units would yield a significantly better outcome than a bankruptcy;
13. Since the issuance of the Initial Order, the Petitioners have acted in good faith and with due diligence;
14. The Petitioners estimate that they will require a period of at least two (2) months to complete necessary conservatory measures, finalize discussions with the DIP Lender as to additional interim financing and to begin closing sales of units to purchasers;
15. The Petitioners intend to continue their discussions with the DIP Lender and other secured creditors in order to finalize the required interim financing and the Petitioners shall apply to this Court to increase the DIP Facility once it has obtained a commitment for increased funding;
16. The Petitioners seek an order authorizing the Monitor to commence a claims process within the meaning of Section 12 of the CCAA;
17. The Monitor and the Interim Receiver agree to the extension of the stay as requested in the conclusions hereof;

CONCLUSIONS SOUGHT

18. As appears from the foregoing, additional time is required in order to permit the Petitioners to complete the Project, to close sales of condominium units and to restructure their affairs;
19. The Petitioners respectfully request that the stay of proceedings provided under the Initial Order be extended until January 31, 2006;
20. The Petitioners further seek an order extending the I.R. Order until January 31, 2006;
21. The present Motion is well founded in fact and in law.

WHEREFORE, MAY IT PLEASE THIS HONORABLE COURT TO:

- [1] GRANT the present Motion;
- [2] DECLARE that the delay for service of the present Motion is hereby abridged such that the present Motion is properly presentable and that any requirement for additional notice or service of the present Motion is hereby dispensed with;
- [3] ORDER that the Initial Order dated November 3, 2005, remains in full force and effect and that the Stay Termination Date (as defined in paragraph 8 of the Initial Order) be extended until and including midnight on January 31, 2006;
- [4] ORDER that the Interim Receiver Order dated November 3, 2005, remains in full force and effect until and including midnight January 31, 2006 or until further order of this Court;
- [5] AUTHORIZE the Monitor to commence forthwith a claims process within the meaning of Section 12 of the CCAA, the whole subject to any further orders of this Court in regard thereto;
- [6] DECLARE the Orders to be rendered pursuant hereto executory notwithstanding any appeal;

[7] THE WHOLE without costs, save and except in case of contestation;

MONTRÉAL, November 30, 2005

Goldstein Flanz & Fishman

GOLDSTEIN, FLANZ & FISHMAN LLP

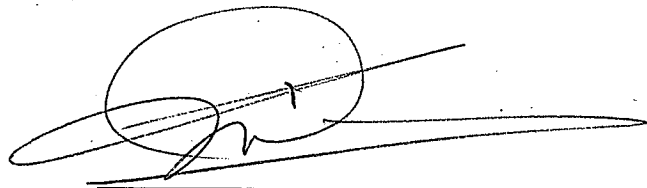
Attorneys for the Petitioners Minco Division
Construction Inc. and Sleb 1 Inc.

AFFIDAVIT

I, Luciano Miniccuci, residing and domiciled at 334 des Prairies Boulevard, Laval-des-Rapides, in the District of Laval, Province of Quebec, H4N 2V7, being duly sworn, attest and depose that:

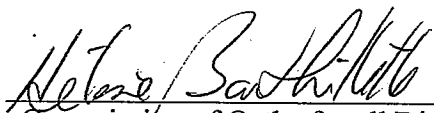
1. I am the President of both Minco Construction Division Inc. and Sleb 1 Inc.;
2. All of the facts alleged in the present Motion to Extend the Stay Termination Date are true.

AND I HAVE SIGNED, in Montréal, Province of Québec, on November 30, 2005,



LUCIANO MINICUCCI

SOLEMNLY affirmed before me,
in Montreal, Province of Québec,
on November 30, 2005


Commissioner of Oaths for all Districts
of the Province of Québec



NOTICE OF PRESENTATION

TO: LITWIN BOYADJIAN INC., in its capacity as Monitor
1 Place Ville-Marie
Suite 2720
Montreal QC H3B 4G4

RSM RICHTER INC., in its capacity as Interim Receiver
2 Place Alexis Nihon
3500 de Maisonneuve Blvd. West
22nd Floor
Montreal, QC H3Z 3C2

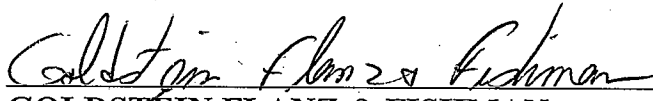
SERVICE LIST (see attached list)

SIRS:

TAKE NOTICE of the foregoing Motion to Extend the Stay Termination Date and that same will be presented before the Commercial Division for the District of Montreal, in Room 16.12, of the Court House of Montreal, 10 St-Antoine East, on the 2nd day of December, 2005, at 9:15 a.m. or so soon thereafter as Counsel may be heard.

AND DO YOU GOVERN YOURSELVES ACCORDINGLY.

MONTREAL, November 30, 2005


GOLDSTEIN FLANZ & FISHMAN, L.L.P.
Attorneys for Petitioners