

COURT FILE NUMBER 1701-05845
COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

APPLICANTS IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c.C-36, AS
AMENDED

AND IN THE MATTER OF THE COMPROMISE OR
ARRANGEMENT OF WALTON INTERNATIONAL GROUP
INC. and the Applicants listed in Appendix "A"

DOCUMENT THIRTY-FIRST REPORT OF THE MONITOR

OCTOBER 24, 2018

ADDRESS FOR SERVICE AND
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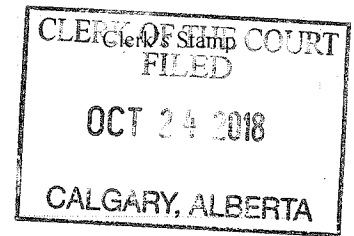


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INTRODUCTION AND STATUS OF CCAA PROCEEDINGS

1. On April 28, 2017 (the "Filing Date"), Walton International Group Inc. ("WIGI"), together with the entities listed in the attached Appendix 'A' (collectively the "Original Applicants"), sought and obtained protection pursuant to an Order of this Honourable Court (the "Initial Order") made under the *Companies' Creditors Arrangement Act, R.S.C. 1985, C-36*, as amended (the "CCAA").
2. Ernst & Young Inc. was appointed as Monitor ("EY" or the "Monitor") of the Applicants pursuant to the terms of the Initial Order.
3. The Original Applicants are part of a larger group of trusts, corporations, and partnerships made up of hundreds of entities in Canada, the United States (the "U.S.") and Germany (the Original Applicants and the larger group together are referred to herein as the "Walton Group").
4. In addition to the stay of proceedings granted for the Original Applicants under the Initial Order, a stay of proceedings was extended to certain non-applicant entities of the Walton Group (together, the "Non-Applicant Stay Parties") including:
 - a) A number of limited partnerships whose general partners are Original Applicants (the "Stay LPs"), some of which own certain of the Walton Group's land development projects (the "LDPs"), and the rest of which provide development and asset management services to the Walton Group; and
 - b) Walton Global Investments Ltd. ("WGIL"), WIGI's parent, and Walton International (USA) Group Inc. ("WUSA"), the Walton Group's main U.S. operating entity.
5. On September 18, 2017, this Honourable Court granted an Order (the "Claims Procedure Order") which established the claims procedure in these CCAA Proceedings. The Claims Procedure Order was amended on September 20, 2017, and was further amended by Court Orders granted on November 2, 2017 and January 10, 2018, respectively.
6. On March 22, 2018, 1389211 Alberta Ltd., 1453373 Alberta Ltd. and Walton GP Holdco Ltd. emerged from these CCAA Proceedings pursuant to an Order of this Court.
7. On April 20, 2018, the stay for WUSA was terminated pursuant to an Order of this Court.
8. The stay of proceedings has been extended pursuant to various orders of this Honourable Court, the most recent being the Order dated June 26, 2018, pursuant to which the Stay Period was extended to October 31, 2018 for certain of the Remaining Applicants (as listed below) and their directors and officers, the Stay LPs, and WGIL.

9. WIGI and 12 Income Debtors implemented a Joint Plan of Compromise and Arrangement on April 1, 2018, and the Monitor filed its Monitor's Certificate (Plan Implementation) on May 7, 2018. Upon implementation, WIGI and 10 of the 12 Income Debtors amalgamated into a new entity, WIGI Restructured Bond Corporation ("WIGI RBC"), and each of WIGI and the 12 Income Debtors exited from the CCAA Proceedings.
10. McConachie Asset Management Corporation, as general partner of McConachie Development Limited Partnership, and McConachie Development Investment Corporation implemented a Joint Plan of Compromise and Arrangement on July 5, 2018, and the Monitor filed its Monitor's Certificate (Plan Implementation) on July 9, 2018. Upon implementation, McConachie Asset Management Corporation and McConachie Development Investment Corporation emerged from the CCAA Proceedings.
11. Walton U.S. Dollar Income 1 Corporation and Walton U.S. Dollar Income 2 Corporation implemented a Joint Plan of Compromise and Arrangement on July 30, 2018, and the Monitor filed its Monitor's Certificate (Plan Implementation), confirming the implementation of the Joint Plan of Walton U.S. Dollar Income 1 Corporation and Walton U.S. Dollar Income 2 Corporation on August 1, 2018. Upon implementation, Walton U.S. Dollar Income 1 Corporation and Walton U.S. Dollar Income 2 Corporation emerged from the CCAA Proceedings.
12. Pursuant to Orders of this Honourable Court dated April 20, 2018, June 8, 2018 and July 19, 2018 (collectively, the "Enhancement Orders"), the Monitor's powers were expanded over certain of the Original Applicants (the "Enhanced Applicants") and the Monitor was authorized to manage and administer the Enhanced Applicants and their property, business and undertakings. The Enhanced Applicants are as follows:
 - a) Walton Development and Management GP Ltd. ("WDM GP");
 - b) Walton Development and Management Inc. ("WDMI");
 - c) Walton Development and Management (Ontario) GP Ltd. ("WDM ON GP");
 - d) Walton Asset Management GP Ltd. ("WAM GP");
 - e) Walton Capital Management Inc. ("WCMI");
 - f) Walton South Simcoe Residential Development Corporation ("South Simcoe");
 - g) Walton Vita Crystallina Development Corporation ("Vita Crystallina");
 - h) Walton Canadian Land 1 Development Corporation ("Walton Canadian Land");

- i) Walton Edgemont Development Corporation (“Walton Edgemont”); and
 - j) Walton Ontario Land 1 Corporation (“Walton Ontario Land Corporation”).
13. The Enhancement Orders dated June 8, 2018 and July 19, 2018 further approved a Distribution Protocol with respect to all of the Enhanced Applicants, with the exception of Walton Ontario Land Corporation. The Enhanced Applicants, excluding Walton Ontario Land Corporation, are referred to as the “Emerging Applicants”. Under the Distribution Protocols approved pursuant to the Enhancement Orders, the Monitor is authorized to distribute net proceeds recovered by the Emerging Applicants through the CCAA proceedings and file a Monitor’s certificate following the final payment of all distribution with respect to each of the Emerging Applicants. Upon filing the certificate, the CCAA Proceedings of the Emerging Applicants shall cease and the Emerging Applicants shall no longer be Applicants in these CCAA Proceedings.
14. On August 30, 2018, Walton Alliston Development Corporation (“Alliston DevCo”), Walton Alliston Development Investment Corporation (“Alliston DIC”), Riverbend Asset Management Corporation (“Riverbend AMC”) and Brant County Riverbend Development Investment Corporation (“Riverbend DIC”) (collectively, the “Alliston and Riverbend Applicants”), sought and obtained protection under the CCAA pursuant to an Order of this Honourable Court (the “Alliston/Riverbend Initial Order”). The Alliston and Riverbend Applicants obtained an Order of this Court on September 14, 2018 that extended the stay of proceedings to November 30, 2018.
15. EY was appointed as Monitor of the Alliston and Riverbend Applicants pursuant to the terms of the Alliston/Riverbend Initial Order.
16. The remaining applicants to these CCAA Proceedings (the “Remaining Applicants”) are:
- a) The Enhanced Applicants;
 - b) Walton PS Industrial Ltd. (“Pilot Sound”);
 - c) Walton Ontario Land Investment 1 Ltd. (“Walton Ontario Investment Ltd.”);
 - d) Walton Development (Shepard) Inc. (“Walton Shepard”);
 - e) Alliston DevCo;
 - f) Alliston DIC;
 - g) Riverbend AMC; and
 - h) Riverbend DIC.

17. The remaining Non-Applicant Stay Party in these CCAA Proceedings is WGIL.
18. The remaining Stay LPs (the "Remaining Stay LPs") in these CCAA Proceedings are:
 - a) Walton Development and Management LP;
 - b) Walton Development and Management (Ontario) LP;
 - c) Walton Asset Management LP;
 - d) Pilot Sound Industrial Development LP;
 - e) Walton Vita Crystallina Development LP;
 - f) Walton Canadian Land Development LP 1;
 - g) Walton Ontario Land LP 1;
 - h) Walton Alliston Development LP; and
 - i) Brant County Riverbend Development LP.

PURPOSE

19. The purpose of this thirty-first report of the Monitor (the "Thirty-First Report") is to provide the Court with the Monitor's comments on:
 - a) The application to release the surplus proceeds (the "McConachie Surplus Proceeds") being held by the Monitor to McConachie AMC, as general partner of McConachie LP. The McConachie Surplus Proceeds represent surplus proceeds arising from the sale of certain lands owned by McConachie LP to Anthem Properties Group Ltd. ("Anthem"), approved by an Order of this Honourable Court dated November 2, 2018;
 - b) The request to terminate the 2018 SISP with respect to the Pilot Sound Industrial LDP owned by Pilot Sound, as general partner to the Pilot Sound Industrial LP;
 - c) The Remaining Applicants' projected to actual cash flow results for the period June 18, 2018 to October 19, 2018 (the "Reporting Period");
 - d) The Remaining Applicants' request to extend the stay period in respect of Pilot Sound, Walton Ontario Land Corporation, Walton Ontario Investment Ltd., WCMI and Walton Shepard (collectively, the "Stay Applicants"), certain of the Remaining Stay LPs, and the

directors and officers of the Stay Applicants, up to and including January 31, 2019 (the “Stay Applicants’ Stay Extension”);

- e) The request to extend the stay period in respect of the Enhanced Applicants, and certain of the Remaining Stay LPs, up to and including December 31, 2019 (the “Emerging Applicants’ Stay Extension”);
- f) The request to extend the stay period in respect of the Non-Applicant Stay Party (WGIL), up to and including April 30, 2019 (the “Non-Applicant Stay Extension”);
- g) The acceptance by Neil Narfason, Partner and Senior Vice President of Ernst & Young Inc. (“EYI”), of an engagement as Chief Financial Officer of WGIL commencing January 1, 2019; and
- h) The Monitor’s recommendations in respect of the above mentioned applications.

TERMS OF REFERENCE AND DISCLAIMER

- 20. In preparing this Thirty-First Report, the Monitor has been provided with, and has relied upon, unaudited financial information, the Remaining Applicants’ books and records, financial information prepared by the Remaining Applicants and discussions with the Remaining Applicants’ management (“Management”).
- 21. Capitalized terms not defined in this report or the Appendices hereto are as defined in the Initial Order, the Affidavits of Mr. William K. Doherty or the Monitor’s First through Thirtieth Reports.
- 22. All references to dollars are in Canadian currency unless otherwise noted.

RELEASE OF THE MCCONACHIE SURPLUS PROCEEDS

Background

- 23. During the second half of 2017, the Applicants, with the assistance of the Monitor, completed the 2017 SISF for various Applicant LDPs and for WIGI. Sales proceeds recovered through the 2017 SISF were used to repay secured debt owed by Applicant LDPs and guaranteed by WIGI.
- 24. The 2017 SISF resulted in McConachie AMC, as general partner of the McConachie LP, completing a sale of certain lands owned by the McConachie LP to Anthem (the “McConachie Transaction”). The McConachie Transaction was approved by Order of this Honourable Court dated November 2, 2017 (the “November 2 Order”) and closed on November 23, 2017.

25. An Order of this Honourable Court dated November 2, 2017 (the "McConachie Distribution Order") authorized the Monitor to distribute the sales proceeds from the McConachie Transaction, less the closing adjustments, as follows:
- a) First, to the Monitor in the amount of \$600,000, on account of the Administration Charge (as defined in the May 9 Order);
 - b) Second, to the Monitor in the amount of \$16,285, on account of the Note Holder Committee Indemnity Charge (as defined in the May 9 Order);
 - c) Third, to the Monitor in the amount of \$254,090, on account of the KERP Charge (as defined in the May 9 Order); and
 - d) Fourth, to HSBC Bank Canada ("HSBC") in its capacity as Agent under the Fourth Amended and Restated Credit Agreement dated August 24, 2015, in repayment of all amounts outstanding to HSBC and Canadian Western Bank as lenders, which amounts are secured by the Fixed and Floating Charge Debenture (the "McConachie Security") dated September 14, 2010 and registered against the Lands (as defined in the McConachie Sale Agreement), including all principal, interest and costs (which costs are subject to approval pursuant to paragraph 36 of the May 9 Order).
26. Pursuant to the McConachie Distribution Order, the balance of the funds after the above noted distributions (the "Surplus McConachie Proceeds") were to be held by the Monitor pending further Order of the Court on notice to all interested parties. The McConachie Distribution Order further provided that it was without prejudice to all rights, arguments and positions of WIGI, HSBC, and any other party claiming entitlement to the Surplus McConachie Proceeds pursuant to a lien or other secured claim with respect to their respective entitlements to or interests in the Surplus McConachie Proceeds.
27. A further Order of this Honourable Court dated June 28, 2018 (the "Second McConachie Distribution Order") authorized the Monitor to pay from the Surplus McConachie Proceeds certain builders liens registered against the Lands sold pursuant to the McConachie Transaction. The Second McConachie Distribution Order further directed the Monitor to hold the balance of the Surplus McConachie Proceeds pending further order of this Honourable Court and declared that the Second McConachie Distribution Order was made without prejudice to all rights, arguments and positions of McConachie AMC and any other party claiming entitlement to the Surplus McConachie Proceeds.

28. As at the date of this Report, the Monitor is holding Surplus McConachie Proceeds of approximately \$1.43 million.

McConachie Construction Program

29. McConachie AMC's cash flow statement for the period of June 18, 2018 to October 26, 2018 attached as Appendix 'Y' to the twenty-third report of the Monitor dated June 20, 2018 contemplated that McConachie Surplus Proceeds would be released to McConachie AMC to partially fund McConachie AMC's McConachie Construction Program (the "McConachie Construction Program").
30. The McConachie Construction Program is necessary to complete planned construction on the horizontal land development project owned by McConachie AMC, as general partner of McConachie LP, (the "McConachie LDP"), and maintenance work on lands sold to Anthem pursuant to the McConachie Transaction. This construction will enhance the recoveries to McConachie AMC's creditors under the McConachie Joint Plan by creating serviced residential lots for sale to third party builders, release both recoveries and \$5.3 million of cash-secured letters of credit by satisfying the obligations pursuant to the respective servicing agreements with the City of Edmonton.

Lien and Secured Claims

31. The Surplus McConachie Proceeds are net of the distribution issued to Stantec Consulting Ltd. ("Stantec") in the amount of \$20,123.12, plus contractual interest, pursuant to an Order of this Honourable Court dated June 28, 2018, in settlement of Stantec's valid builder's lien claim against the property of McConachie AMC, as general partner of McConachie LP.
32. Carlisle Developments Inc. (the "Carlisle") filed a secured claim (the "Carlisle Claim") in the amount of \$61,380 against McConachie AMC. The Carlisle Claim was determined not to be valid per review of McConachie AMC's books and records. Therefore, the Monitor issued a Notice of Disallowance dated June 14, 2018 disallowing the Carlisle Claim in full and Carlisle did not dispute the disallowance.
33. Other than the claims of HSBC, Stantec and Carlisle, no additional liens or secured claims were filed against McConachie AMC in the Claims Procedure and the Monitor is not aware of any parties claiming entitlement to the Surplus McConachie Proceeds.

Release of Surplus McConachie Proceeds

34. The Monitor is supportive of McConachie AMC's request for an Order of this Honourable Court approving the release of the Surplus McConachie Proceeds to fund the McConachie Construction Program as:
- a) The McConachie Construction Program is forecast to materially increase the recovery to McConachie's stakeholders through the development of serviced residential lots to be sold by McConachie AMC, the release of recoveries and cash-secured letters of credit held by the City of Calgary; and
 - b) No lienholder or other secured claimants who filed claims in the Claims Procedure have alleged an entitlement to the Surplus McConachie Proceeds, nor is the Monitor aware of any party entitled to these funds on a secured basis.

TERMINATION OF THE 2018 SISP FOR PILOT SOUND LDP

35. Pursuant to an Order of this Honourable Court dated June 28, 2018, a renewed sale and investment solicitation process (the "2018 SISP") was undertaken by Walton Ontario Land Corporation and Pilot Sound.
36. As at the Phase 1 Bid Deadline of August 23, 2018, the Monitor received two letters of intent to acquire the property of Walton Ontario Land Corporation and a sale transaction was approved pursuant to an Order of this Honourable Court dated October 19, 2018. No letters of intent were received in the 2018 SISP for Pilot Sound and the Remaining Applicants are proposing to terminate the 2018 SISP with respect to the Pilot Sound LDP.
37. The Monitor is supportive of the removal of the Pilot Sound LDP from the SISP as it will permit the Remaining Applicants to explore other ways to monetize the Pilot Sound LDP, with the assistance of the Monitor. The Applicants will consult with the ATB Financial, the primary secured lender on the Pilot Sound LDP on the options available to monetize the Pilot Sound Industrial LDP.

CASH FLOW COMPARISON OF ACTUAL TO PROJECTED

38. A copy of the Stay Applicants' and Emerging Applicants' actual receipts and disbursements for the Reporting Period with an analysis of variances from the cash flow forecast are attached hereto as Appendices 'B' to 'J'.

39. The analysis of the Stay Applicants' and Emerging Applicants' projected to actual cash flow results are summarized in the exhibits below.

Walton South Simcoe Residential Development Corporation

	Exhibit 1.0		
	Walton South Simcoe		
	Budget	Actual	Variance
Emerging Applicants			
Comparison of actual to projected cash flow during Reporting Period			
\$000's, CAD			
Total receipts	-	-	-
Total disbursements	(59)	(1)	58
Net change in cash	(59)	(1)	58
Opening cash balance	74	24	(50)
Ending cash balance	15	23	8

40. Exhibit 1.0 above provides an overview of South Simcoe's projected cash flow as compared to actual cash flow results during the Reporting Period. Projected disbursements of \$59,000 related to accrued management fees, which remain unpaid and are forecast to be paid out of proceeds from a future monetization event or restructuring.

Walton Development (Shepard) Inc.

	Exhibit 1.1		
	Walton Shepard		
	Budget	Actual	Variance
Stay Applicants			
Comparison of actual to projected cash flow during Reporting Period			
\$000's, CAD			
Total receipts	35	37	2
Total disbursements	-	(14)	(14)
Net change in cash	35	23	(12)
Opening cash balance	446	448	2
Ending cash balance	481	471	(10)

41. Exhibit 1.1 above provides an overview of Walton Shepard's projected cash flow as compared to actual cash flow results during the Reporting Period. Walton Shepard's receipts and disbursements during the Reporting Period were consistent with the cash flow forecast.

Walton Development and Management Inc., Walton Development and Management GP Ltd., Walton Management (Ontario) GP Ltd. and Walton Asset Management GP Ltd. (collectively referred to as “WDMI et al.”)

	Exhibit 1.2		
	Comparison of actual to projected cash flow during Reporting Period		
	\$000's, CAD		
	WDMI et al. ¹		
	Budget	Actual	Variance
Total receipts	-	4	4
Total disbursements	-	(1)	(1)
Net change in cash from operations	-	3	3
Restructuring costs	(100)	(161)	(61)
Net change in cash	(100)	(158)	(58)
Opening cash balance	1,559	1,588	29
Ending cash balance	1,459	1,430	(29)

¹ Consolidated comparison of actual to projected cash flow of: WDMI, Walton Development and Management GP Ltd., Walton Development and Management (Ontario) GP Ltd. and Walton Asset Management GP Ltd.

42. Exhibit 1.2 above provides an overview of WDMI et al.’s projected cash flow as compared to actual cash flow results during the Reporting Period. Restructuring costs were higher than forecast due to timing of payments of professional fees, but receipts and disbursements during the Reporting Period were consistent with the cash flow forecast.

Walton Capital Management Inc.

	Exhibit 1.3		
	Comparison of actual to projected cash flow during Reporting Period		
	\$000's, CAD		
	WCMI		
	Budget	Actual	Variance
Total receipts	-	17	17
Total disbursements	-	(3)	(3)
Net change in cash	-	14	14
Opening cash balance	58	58	-
Ending cash balance	58	72	14

43. Exhibit 1.3 above provides an overview of WCMI's projected cash flow as compared to actual cash flow results during the Reporting Period. WCMI's receipts and disbursements during the Reporting Period were consistent with the cash flow forecast.

Walton Canadian Land 1 Development Corporation

Emerging Applicants	Exhibit 1.4		
	Comparison of actual to projected cash flow during Reporting Period		
	\$000's, CAD		
	Canadian Land 1		
	Budget	Actual	Variance
Total receipts	4,281	822	(3,459)
Total disbursements	<u>(6,917)</u>	<u>(1,944)</u>	<u>4,973</u>
Net change in cash from operations	(2,636)	(1,122)	1,514
Restructuring costs	<u>(100)</u>	<u>(50)</u>	<u>50</u>
Net change in cash	<u>(2,736)</u>	<u>(1,172)</u>	<u>1,564</u>
Opening cash balance	<u>6,890</u>	<u>6,879</u>	<u>(11)</u>
Ending cash balance	<u>4,154</u>	<u>5,707</u>	<u>1,553</u>

44. Exhibit 1.4 above provides an overview of Walton Canadian Land's projected cash flow as compared to actual cash flow results during the Reporting Period. Walton Canadian's Lands receipts and disbursements were both lower than projected, which is primarily attributable to lot sales not occurring as forecasted; consequently, distributions expected to be made from these proceeds did not occur.

Walton PS Industrial Ltd.

Stay Applicants	Exhibit 1.5		
	Comparison of actual to projected cash flow during Reporting Period		
	\$000's, CAD		
	Pilot Sound		
	Budget	Actual	Variance
Total receipts	-	630	630
Total disbursements	<u>-</u>	<u>(639)</u>	<u>(639)</u>
Net change in cash from operation	-	(9)	(9)
Restructuring costs	<u>(100)</u>	<u>(52)</u>	<u>48</u>
Net change in cash	<u>(100)</u>	<u>(61)</u>	<u>39</u>
Opening cash balance	<u>219</u>	<u>227</u>	<u>8</u>
Ending cash balance	<u>119</u>	<u>166</u>	<u>47</u>

45. Exhibit 1.5 above provides an overview of Pilot Sound's projected cash flow as compared to actual cash flow results during the Reporting Period. Pilot Sound's disbursements were higher than forecast as ATB, the secured lender to Pilot Sound, funded payment of 2018 property taxes, whereas the cash flow forecast assumed 2018 property taxes would not be paid.

Walton Vita Crystallina Development Corporation

Emerging Applicants	Exhibit 1.6		
	Comparison of actual to projected cash flow during Reporting Period \$000's, CAD		
	Vita		
	Budget	Actual	Variance
Total receipts	1,147	115	(1,032)
Total disbursements	<u>(1,110)</u>	<u>(425)</u>	<u>685</u>
Net change in cash from operations	37	(310)	(347)
Restructuring costs	<u>(10)</u>	<u>(48)</u>	<u>(38)</u>
Net change in cash	<u>27</u>	<u>(358)</u>	<u>(385)</u>
Opening cash balance	<u>1,155</u>	<u>1,070</u>	<u>(85)</u>
Ending cash balance	<u><u>1,182</u></u>	<u><u>712</u></u>	<u><u>(470)</u></u>

46. Exhibit 1.6 above provides an overview of Vita Crystallina's projected cash flow as compared to actual cash flow results during the Reporting Period. Vita Crystallina's receipts and disbursements were both lower than projected, which is primarily attributable to lot sales not occurring as forecasted; consequently, construction costs were not incurred.

Walton Edgemont Development Corporation

	Exhibit 1.7		
	Comparison of actual to projected cash flow during Reporting Period		
	\$000's, CAD		
	Edgemont		
	Budget	Actual	Variance
Total receipts	2,854	2,379	(475)
Total disbursements	<u>(2,402)</u>	<u>(90)</u>	<u>2,312</u>
Net change in cash from operations	452	2,289	1,837
Restructuring costs	<u>(150)</u>	<u>(111)</u>	<u>39</u>
Net change in cash	<u>302</u>	<u>2,178</u>	<u>1,876</u>
Opening cash balance	<u>119</u>	<u>98</u>	<u>(21)</u>
Ending cash balance	<u><u>421</u></u>	<u><u>2,276</u></u>	<u><u>1,855</u></u>

47. Exhibit 1.7 above provides an overview of Walton Edgemont's projected cash flow as compared to actual cash flow results during the Reporting Period. Walton Edgemont's cost recoveries were not collected as forecasted; consequently, construction costs were not incurred as forecasted.

Walton Ontario Land 1 Corporation and Walton Ontario Land Investment 1 Ltd. (together, "Ontario Land 1 et al.")

	Exhibit 1.8		
	Comparison of actual to projected cash flow during Reporting Period		
	\$000's, CAD		
	Ontario Land 1 et al. ¹		
	Budget	Actual	Variance
Total receipts	-	-	-
Total disbursements	<u>-</u>	<u>(25)</u>	<u>(25)</u>
Net change in cash	-	(25)	(25)
Opening cash balance	<u>26</u>	<u>38</u>	<u>12</u>
Ending cash balance	<u><u>26</u></u>	<u><u>13</u></u>	<u><u>(13)</u></u>

48. Exhibit 1.8 above provides an overview of Ontario Land 1 et al.'s projected cash flow as compared to actual cash flow results during the Reporting Period. Ontario Land 1 et al.'s actual receipts were consistent with forecast, whereas actual disbursements were higher than forecast due to timing of payments.

THE REMAINING APPLICANTS' REQUEST FOR AN EXTENSION OF THE STAY PERIOD

49. A copy of the Cash Flow Statements and Notes regarding the preparation of the Cash Flow Statements are attached hereto as Appendices 'K' to 'S'.
50. In preparing the Cash Flow Statements, Management has used the probable and hypothetical assumptions set out in the notes to the Cash Flow Statements.
51. As indicated in the Cash Flow Statements, the Stay Applicants estimate their total receipts and disbursements during the forecast period of October 20, 2018 to February 1, 2019 (the "Stay Forecast Period") as set out in Exhibit 2.0 below:

Stay Applicants						Exhibit 2.0
Summary of cash flow statements from Oct. 22, 2018 to January 31, 2019						
\$000's, CAD						
Applicant	Appendix	Opening Cash	Receipts	Disbursements	Ending Cash	
Walton Shepard	<i>K</i>	471	-	-	471	
WCMI	<i>L</i>	72	-	-	72	
Pilot Sound	<i>M</i>	163	-	-	163	
Ontario Land 1 ¹	<i>N</i>	13	-	-	13	
Total		719	-	-	719	

¹ Consolidated cash flow forecast of: Walton Ontario Land 1 Corporation and Walton Ontario Land Investment 1 Ltd.

52. Pursuant to an Order of this Honourable Court dated October 19, 2018, Walton Ontario Land Corporation is expected to close a sale of the Ontario Land PDLI on or before October 29, 2018. The purchase price associated with this transaction has not been disclosed on the Cash Flow Statement in order to preserve the integrity of the sales process should the transaction not close.
53. All of the Stay Applicants are forecast to have sufficient liquidity to operate during the Stay Forecast Period and do not require interim financing.
54. As indicated in the Cash Flow Statements, the Emerging Applicants estimate their total receipts and disbursements during the forecast period of October 20, 2018 to January 3, 2020 (the "Emerging Forecast Period") as set out in Exhibit 3.0 below:

Emerging Applicants

Exhibit 3.0

Summary of cash flow statements from Oct. 22, 2018 to December 31, 2019

\$000's, CAD

Applicant	Appendix	Opening Cash	Receipts	Disbursements	Ending Cash
Walton South Simcoe	O	23	- ¹	-	23
WDMI et al. ³	P	1,431	-	-	1,431
Canadian Land 1	Q	5,707	5,574 ²	(3,446)	7,835
Vita Crystallina	R	712	721 ²	(280)	1,153
Edgemont	S	2,276	2,188 ²	(2,693)	1,771
Total		10,149	8,483	(6,419)	12,213

¹ Receipts during the Forecast Period do not include the sale of industrial and residential lots through Ordinary Course Transactions (as defined in the Initial Order) or the sale or recapitalization of the LDPs through the SISF.

² Receipts during the Forecast Period include the sale of industrial and residential lots through Ordinary Course Transactions (as defined in the Initial Order) and the sale or recapitalization of the LDPs through the SISF.

³ Consolidated cash flow forecast of: WDMI, Walton Development and Management GP Ltd., Walton Development and Management (Ontario) GP Ltd. and Walton Asset Management GP Ltd.

55. All of the Emerging Applicants are forecast to have sufficient liquidity to operate during the Emerging Forecast Period and do not require interim financing.
56. As identified in footnote 1 and 2 of Exhibit 3.0 above, certain Cash Flow Statements include cash receipts that are forecast to be collected by the Emerging Applicants during the Forecast Period through the sale of industrial and residential lots through Ordinary Course Transactions (as defined in the Initial Order, as amended by the Order of this Honourable Court granted in these CCAA proceedings on May 23, 2017), while others have not forecast Ordinary Course Transactions.

Monitor's review of the Cash Flow Statements

57. The Monitor has reviewed the Cash Flow Statements. This Thirty-First Report provides the Court with the Monitor's findings regarding its review of the Stay Applicants' and Emerging Applicants' Cash Flow Statements and their reasonableness in accordance with section 23(1)(b) of the CCAA.
58. The Monitor's review of the Cash Flow Statements consisted of inquiries, analytical procedures and discussions related to information supplied to it by certain members of Management and employees of the Remaining Applicants. Since hypothetical assumptions need not be supported,

the Monitor's procedures with respect to them were limited to evaluating whether they were consistent with the purpose of the Cash Flow Statements. The Monitor has also reviewed the support provided by Management for the probable assumptions and the preparation and presentation of the Cash Flow Statements.

Monitor's opinion on Cash Flow Statements

59. Based on the Monitor's review, nothing has come to its attention that causes it to believe that, in all material respects:
- a) The hypothetical assumptions developed by Management are not consistent with the purpose of the Cash Flow Statements;
 - b) As at the date of this report, the probable assumptions developed by Management are not suitably supported and consistent with the plans of the Applicants or do not provide a reasonable basis for the Cash Flow Statements, given the hypothetical assumptions; or
 - c) The Cash Flow Statements do not reflect the probable and hypothetical assumptions.
60. Since the Cash Flow Statements 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, the Monitor expresses no assurance as to whether the Cash Flow Statements will be achieved. The Monitor expresses no opinion or other form of assurance with respect to the accuracy of any financial information presented in this report, or relied upon by the Monitor in preparing this report.
61. The Cash Flow Statements have been prepared solely for the purpose described above, and readers are cautioned that they may not be appropriate for other purposes.

THE REMAINING APPLICANTS' REQUEST FOR AN EXTENSION OF THE STAY PERIOD

62. Pursuant to an Order of this Honourable Court dated June 26, 2018, the Stay Period expires on October 31, 2018. The Stay Applicants are seeking an extension of the Stay Period up to and including January 31, 2019 and the Emerging Applicants are seeking an extension of the Stay Period up to and including December 31, 2019.
63. It is the Monitor's view that the Stay Extensions sought by the Stay Applicants and Emerging Applicants are necessary to maintain the status quo in order to preserve the value of the Remaining Applicants, their undertakings and assets and to ensure that no creditor obtains preferred treatment relative to other creditors.

64. It is the Monitor's view that the Stay Applicants' Stay Extension to January 31, 2019 is necessary to:
- a) Distribute the proceeds to be obtained from the sale of the Ontario Land PDLI;
 - b) Continue efforts to monetize or restructure the Pilot Sound LDP that was not monetized or restructured through the 2018 SISP;
 - c) Provide WCMI the necessary time to develop a strategy to emerge from these CCAA Proceedings;
 - d) Resolve any unresolved claims in the Claims Procedure; and
 - e) Distribute proceeds of assets as they become available.
65. It is the Monitor's view that the Emerging Applicants' Stay Extension to December 31, 2019 is necessary to:
- a) Permit the Monitor to continue to monetize the property of the Emerging Applicants. Monetization of the property of the Emerging Applicants is estimated to require between three and eight years, and while the proposed Stay Extension is well within that timeframe, the Monitor believes that an extension to December 31, 2019 will allow the Emerging Applications to come back to Court to provide an update on the status of such monetization;
 - b) Allow the Monitor to implement the Distribution Protocol with respect to the Emerging Applicants and distribute net proceeds to the stakeholders of the Emerging Applicants in accordance with the Distribution Protocol; and
 - c) File a Monitor's certificate following the final payment of all distribution with respect to each of the Emerging Applicants. Upon filing the certificate, the CCAA Proceedings of the relevant Emerging Applicant shall cease and the Emerging Applicant shall no longer be an Applicant in these CCAA Proceedings.
66. It is the Monitor's view that the Stay Applicants and Emerging Applicants are forecast to have sufficient liquidity to operate during the period covered under the Stay Extension.
67. In the Monitor's view, the Stay Applicants and Emerging Applicants have acted, and are acting in good faith and with due diligence.

THE NON-APPLICANT STAY PARTIES' FINANCIAL AFFAIRS AND STATUS

68. WIGL and WUSA were deemed to be Non-Applicant Stay Parties pursuant to the Initial Order. The Non-Applicant Stay over WUSA was terminated pursuant to an Order of this Honourable Court dated April 20, 2018 and the Non-Applicant Stay over WIGL expires on October 31, 2018.
69. Pursuant to the Initial Order, the Monitor is required to report on the financial affairs and status of the Non-Applicant Stay Parties. The Non-Applicant Stay Parties are required to operate only in the ordinary course of business. Any action or operation outside the ordinary course of business by the Non-Applicant Stay Parties requires the approval of the Monitor and this Honourable Court.
70. The Non-Applicant Stay Parties have given the Monitor full access to their property, premises, books, records, data, including data in electronic form and other financial documents to the extent that is necessary to allow the Monitor to adequately assess the Non-Applicant Stay Parties' property, business and financial affairs and to allow the Monitor to report to this Honourable Court as required pursuant to the Initial Order.
71. Additionally, throughout these CCAA proceedings, Management has been advising the Monitor on the status of any potential material transactions involving the Non-Applicant Stay Parties, and has provided the Monitor with financial projections for the Non-Applicant Stay Parties and reporting of the Non-Applicant Stay Parties' actual cash flow results.

Stay Extension to Remaining Non-Applicant Stay Party

72. WIGL, the Remaining Non-Applicant Stay Party, is the Walton Group's Canadian parent management company and has been providing leadership and direction to the Applicants throughout these CCAA proceedings. The Monitor is of the view that continued leadership and direction from WIGL will increase the likelihood of the Remaining Applicants completing a successful restructuring.
73. Employees of the Remaining Non-Applicant Stay Party possess key knowledge of the property and business of the Remaining Applicants and will be critical in enhancing recoveries to the creditors of the Remaining Applicants. These efforts are to include:
 - a) Managing the development and sale of residential lots, completing construction and maintenance required to release recoveries from adjacent developers and cash-secured letters of credit held by municipalities to enhance recoveries to stakeholders of the Remaining Applicant LDPs;

- b) Continued collaboration with ATB, the senior secured lender to Pilot Sound, on a strategy to monetize or restructure Pilot Sound;
 - c) Continued efforts to monetize the property of Walton South Simcoe for the benefit of its creditors;
 - d) Assisting with the resolution of certain secured and unsecured claims filed against Walton Shepard and developing a strategy for Walton Shepard to emerge from these CCAA Proceedings; and
 - e) Assist with the development of a strategy for WCMI to emerge from these CCAA Proceedings.
74. The Monitor is supportive of the Non-Applicant Stay Extension as absent a continued stay in favour of the Remaining Non-Applicant Stay Party, it may be forced to file for protection under the CCAA, which will negatively affect the business of the Remaining Non-Applicant Stay Party and ultimately erode value, not only for its stakeholders but the stakeholders of certain Applicants as well.

Stay Extension to Remaining Stay LPs

75. The Remaining Stay LPs are integrally related to their respective Remaining Applicants who are primarily the general partners of the Remaining Stay LPs, and they are the vehicles through which the Remaining Applicants' real estate and real estate-related assets are held. As a result, the continuation of the stay against the Remaining Stay LPs is necessary to give effect to the proposed stay as against their respective Remaining Applicants. And as previously indicated, the proposed stay as against those Remaining Applicants is necessary to allow them to present and implement their CCAA plans, or otherwise monetize their assets for the benefit of their creditors and ultimately emerge from these proceedings.

WGIL RETENTION OF CFO

76. On October 9, 2018, Mr. Narfason, Partner and Senior Vice President of Ernst & Young Inc. ("EYI"), accepted an engagement as Chief Financial Officer of WGIL commencing January 1, 2019. As a result of accepting this position, Mr. Narfason will retire from EYI effective December 31, 2018.
77. The Monitor notes that WGIL is not an Applicant in these CCAA Proceedings. However, WGIL was granted a non-applicant stay of proceedings pursuant to the Initial Order, which has been

subsequently extended to October 31, 2018 and WGIL, along with the Remaining Applicants, are seeking a further extension of the Non-Applicant Stay over WGIL to April 30, 2019. Further and in accordance with the Initial Order and the Non-Applicant Stay granted to WGIL, the Monitor has reported regularly to the Court on the financial affairs and status of WGIL as a Non-Applicant Stay Party.

78. Since the Filing Date, Mr. Narfason has overseen EYI's role as Court-appointed Monitor of the Original Applicants in these CCAA Proceedings as well as EYI's engagement to provide financial advisory services to WGIL. It is the Monitor's view that Mr. Narfason has acted honestly and in good faith in carrying out these duties and in a manner that is consistent with the duties and obligations of EYI as Monitor appointed in these proceedings.
79. Since accepting the role as Chief Financial Officer of WGIL, Mr. Narfason has excused himself from decisions and actions of, and oversight by, the Monitor which could be perceived as a conflict of interest due to his upcoming role with WGIL. Instead, the Monitor has involved other senior members of EYI to undertake such oversight, decisions and actions.

RECOMMENDATIONS

50. The Monitor respectfully recommends that this Honourable Court approve:
- a) The Release of the Surplus McConachie Proceeds;
 - b) Termination of the 2018 SISP for Pilot Sound;
 - c) The Stay Applicants' Stay Extension;
 - d) The Emerging Applicants' Stay Extension; and
 - e) The Non-Applicant Stay Extension.

Dated at Calgary, this 24th day of October, 2018.

ERNST & YOUNG INC.
in its capacity as the
Monitor of the Applicants



Peter Chisholm, CPA, CA, CIRP, LIT
Vice President

APPENDIX 'A'

APPENDIX 'A' - SUMMARY OF APPLICANTS

1. Walton G.P. Holdco Ltd.¹
2. 1389211 Alberta Ltd.¹
3. 1453373 Alberta Ltd.¹
4. Walton Development and Management GP Ltd.
5. Walton Development and Management Inc.
6. Walton Development and Management (Ontario) GP Ltd.
7. Walton Asset Management GP Ltd.
8. Walton Capital Management Inc.
9. Walton PS Industrial Ltd.
10. Walton South Simcoe Residential Development Corporation
11. Walton Vita Crystallina Development Corporation
12. Walton Canadian Land 1 Development Corporation
13. McConachie Asset Management Corporation³
14. McConachie Development Investment Corporation³
15. Walton Development (Shepard) Inc.
16. Walton Edgemont Development Corporation
17. Walton Ontario Land Investment 1 Ltd.
18. Walton Ontario Land 1 Corporation
19. Walton Income 5 Investment Corporation²
20. Walton Income 6 Investment Corporation²
21. Walton Income 7 Investment Corporation²
22. Walton Income 8 Investment Corporation²
23. Walton Income 9 Investment Corporation²
24. Walton Income 10 Investment Corporation²
25. Walton Income 11 Investment Corporation²
26. Walton Income 12 Investment Corporation²
27. Walton CA Highland Falls Investment Corporation²
28. Walton AB Southridge Debt and Equity Corporation²
29. Walton U.S. Dollar Income 1 Corporation⁴
30. Walton U.S. Dollar Income 2 Corporation⁴
31. Walton 2016 Bond Corporation²
32. Walton 2016 Income Corporation²
33. Walton Alliston Development Corporation
34. Walton Alliston Development Investment Corporation
35. Riverbend Asset Management Corporation
36. Brant County Riverbend Development Investment Corporation

¹ Entity is no longer a remaining party to the CCAA proceedings pursuant to an Order of this Honourable Court dated March 22, 2018.

² Entity is no longer a remaining party to the CCAA proceedings as a result of the implementation of the WIGI Joint Plan.

³ Entity is no longer a remaining party to the CCAA proceedings as a result of the implementation of the McConachie Joint Plan.

⁴ Entity is no longer a remaining party to the CCAA proceedings as a result of the implementation of the U.S. Dollar Joint Plan

APPENDIX 'B'

Walton South Simcoe Residential Development Corporation
 Comparison of actual to projected cash flow from June 18, 2018 to October 19, 2018
 \$000's, CAD

	Notes	Budget	Actual	Variance
Receipts				
Collection from lot sales		-	-	-
Total receipts		-	-	-
Disbursements				
General and administrative costs		-	(1)	(1)
Management fees	3	(59)	-	59
Total disbursements		(59)	(1)	58
Net change in cash		(59)	(1)	58
Opening cash balance		74	24	(50)
Ending cash balance		15	23	8

Notes:

1. This represents the consolidated comparison of actual to projected cash flow of: Walton South Simcoe Residential Development Corporation
2. Restructuring costs have accrued but remain unpaid and are forecast to be paid out of proceeds from a future monetization event or restructuring.
3. Management fees have accrued but remain unpaid and are forecast to be paid out of proceeds from a future monetization event or restructuring.

APPENDIX 'C'

Walton Development (Shepard) Inc.

Comparison of actual to projected cash flow from June 18, 2018 to October 19, 2018

\$000's, CAD

	Notes	Budget	Actual	Variance
Receipts				
Collection of intercompany receivables		-	-	-
Other		35	37	2
Total receipts		35	37	2
Disbursements				
General and administrative costs		-	-	-
Insurance		-	-	-
Miscellaneous costs		-	(14)	(14)
Total disbursements		-	(14)	(14)
Net change in cash		35	24	(11)
Opening cash balance		446	448	2
Ending cash balance		481	471	(10)

Notes:

1. This represents the consolidated comparison of actual to projected cash flow of: Walton Development (Shepard) Inc.
2. Restructuring costs have accrued under the Administration Charge but remain unpaid and are forecast to be out of proceeds from a future monetize event or restructuring.

APPENDIX 'D'

Walton Development and Management Inc. et al.
 Comparison of actual to projected cash flow from June 18, 2018 to October 19, 2018
 \$000's, CAD

	Notes	Budget	Actual	Variance
Receipts				
Other		-	4	4
Total receipts		-	4	4
Disbursements				
General and administrative costs		-	(1)	(1)
Contingency		-	-	-
Total disbursements		-	(1)	(1)
Net change in cash from operations		-	4	4
Restructuring costs		(100)	(161)	(61)
Net change in cash		(100)	(158)	(58)
Opening cash balance		1,559	1,588	29
Ending cash balance		1,459	1,431	(29)

Notes:

1. This represents the consolidated comparison of actual to projected cash flow of: Walton Development and Management Inc., Walton Development and Management GP Ltd., Walton Development and Management (Ontario) GP Ltd. and Walton Asset Management GP Ltd.

APPENDIX 'E'

Walton Capital Management Inc.

Comparison of actual to projected cash flow from June 18, 2018 to October 19, 2018

\$000's, CAD

	Notes	Budget	Actual	Variance
Receipts				
Other		-	17	17
Total receipts		-	17	17
Disbursements				
General and administrative costs		-	(3)	(3)
Contingency		-	-	-
Total disbursements		-	(3)	(3)
Net change in cash from operations		-	14	14
Restructuring costs	2	(20)	-	20
Administration Charge		20	-	
Net change in cash		-	14	34
Opening cash balance		58	58	-
Ending cash balance		58	72	34

Notes:

1. This represents the consolidated comparison of actual to projected cash flow of: Walton Capital Management Inc.
2. Restructuring costs have accrued under the Administration Charge but remain unpaid and are forecast to be out of proceeds from a future monetize event or restructuring.

APPENDIX 'F'

Walton Canadian Land 1 Development Corporation
 Comparison of actual to projected cash flow from June 18, 2018 to October 19, 2018
 \$000's, CAD

	Notes	Budget	Actual	Variance
Receipts				
Collection from lot sales	3	4,281	800	(3,481)
Other		-	22	22
Total receipts		4,281	822	(3,459)
Disbursements				
Management fees	2	(94)	-	94
Property taxes		(224)	(637)	(413)
Construction costs	3	(3,348)	(1,267)	2,081
Repayment of outstanding trade creditors	3	(1,998)	-	1,998
Repayment of intercompany creditors	3	(1,028)	-	1,028
Payment of CCAA charges		(224)	-	224
General and administrative costs		-	(41)	(41)
Total disbursements		(6,917)	(1,944)	4,972
Net change in cash from operations		(2,636)	(1,122)	1,514
Restructuring costs		(100)	(50)	50
Net change in cash		(2,736)	(1,172)	1,564
Opening cash balance		6,890	6,879	(11)
Ending cash balance		4,154	5,707	1,553

Notes:

1. This represents the consolidated comparison of actual to projected cash flow of: Walton Canadian Land 1 Development Corporation
2. Management fees have accrued but remain unpaid and are forecast to be paid out of proceeds from a future monetization event or restructuring.
3. Lot sales did not occur as forecasted; consequently, distributions that were expected to be made from lot sales proceeds did not occur.

APPENDIX 'G'

Walton PS Industrial Ltd.

Comparison of actual to projected cash flow from June 18, 2018 to October 19, 2018

\$000's, CAD

	Notes	Budget	Actual	Variance
Receipts				
Loan advance from ATB		-	625	625
Other		-	4	4
Total receipts		-	630	630
Disbursements				
Property taxes	3	(597)	(625)	(28)
Priority under Municipal Government Act	3	597	-	(597)
General and administrative costs		-	(14)	(14)
Total disbursements		-	(639)	(639)
Net change in cash from operations		-	(9)	(9)
Restructuring costs	2	(100)	(52)	48
Net change in cash		(100)	(62)	38
Opening cash balance		219	227	8
Ending cash balance		119	166	47

Notes:

1. This represents the consolidated comparison of actual to projected cash flow of: Walton PS Industrial Ltd.
2. Restructuring costs have accrued but remain unpaid and are forecast to be paid out of proceeds from a future monetization event or restructuring.
3. ATB, the secured lender to Pilot Sound, funded payment of 2018 property taxes, whereas the forecast assumed ATB would not fund 2018 property taxes.

APPENDIX 'H'

Walton Vita Crystallina Development Corporation
 Comparison of actual to projected cash flow from June 18, 2018 to October 19, 2018
 \$000's, CAD

	Notes	Budget	Actual	Variance
Receipts				
Collection from lot sales	4	1,147	-	(1,147)
Other			115	115
Total receipts		1,147	115	(1,147)
Disbursements				
Construction costs	4	(1,057)	(41)	1,016
Property taxes		(13)	(39)	(26)
Management fees	3	(40)	-	40
General and administrative costs		-	-	-
Other		-	(345)	(345)
Total disbursements		(1,110)	(425)	1,030
Net change in cash from operations		37	(310)	(117)
Restructuring costs		(10)	(48)	(38)
Net change in cash		27	(358)	(155)
Opening cash balance	2	1,155	1,070	(85)
Ending cash balance		1,182	712	(240)

Notes:

1. This represents the consolidated comparison of actual to projected cash flow of: Walton Vita Crystallina Development Corporation
2. Opening cash balance excluded funds held in trust with City of Edmonton.
3. Management fees have accrued but remain unpaid and are forecast to be paid out of proceeds from a future monetization event or restructuring.
4. Lot sales did not occur as forecasted; consequently, construction costs were not incurred as forecasted.

APPENDIX 'I'

Walton Edgemont Development Corporation
 Comparison of actual to projected cash flow from June 18, 2018 to October 19, 2018
 \$000's, CAD

	Notes	Budget	Actual	Variance
Receipts				
Collection of other recoveries	3	445	35	(410)
Release of funds held in trust by the Monitor		2,302	2,335	33
Other		107	10	(97)
Total receipts		2,854	2,379	(474)
Disbursements				
Management fees	2	(62)	-	62
Land development construction costs	3	(1,984)	(62)	1,922
Repayment of outstanding trade creditors	3	(353)	-	353
General and administrative costs		(3)	(29)	(26)
Total disbursements		(2,402)	(90)	2,311
Net change in cash from operations		452	2,289	1,837
Restructuring costs		(150)	(111)	39
Net change in cash		302	2,178	1,876
Opening cash balance		119	98	(21)
Ending cash balance		421	2,276	1,855

Notes:

1. This represents the consolidated comparison of actual to projected cash flow of: Walton Edgemont Development Corporation
2. Management fees have accrued but remain unpaid and are forecast to be paid out of proceeds from a future monetization event or restructuring.
3. Recoveries were not collected as forecasted; consequently, construction costs were not incurred as forecasted.

APPENDIX 'J'

Walton Ontario Land et al.

Comparison of actual to projected cash flow from June 18, 2018 to October 19, 2018

\$000's, CAD

Week ended	Notes	Budget	Actual	Variance
Receipts				
Other		-	-	-
Total receipts		-	-	-
Disbursements				
Property taxes		(14)	-	14
Priority under <i>Municipal Government Act</i>		14	-	(14)
General and administrative costs		-	(25)	(25)
Total disbursements		-	(25)	(25)
Net change in cash from operations		-	(25)	(25)
Restructuring costs	3	(40)	-	40
Administration Charge	3	40	-	(40)
Net change in cash		-	(25)	(25)
Opening cash balance		26	38	12
Ending cash balance		26	13	(13)

Notes:

1. This represents the consolidated comparison of actual to projected cash flow of: Walton Ontario Land 1 Corporation and Walton Ontario Land Investment 1 Ltd.
2. Restructuring costs have accrued under the Administration Charge but remain unpaid and are forecast to be paid out of proceeds from a future monetize event or restructuring.

APPENDIX 'K'

Walton Development (Shepard) Inc.
Cash flow forecast for the period of October 22, 2018 to January 31, 2019
\$0,000's, CAD

Week ended	Notes	Week 1 26-Oct	Week 2 02-Nov	Week 3 09-Nov	Week 4 16-Nov	Week 5 23-Nov	Week 6 30-Nov	Week 7 07-Dec	Week 8 14-Dec	Week 9 21-Dec	Week 10 28-Dec	Week 11 04-Jan	Week 12 11-Jan	Week 13 18-Jan	Week 14 25-Jan	Week 15 01-Feb	Total 15 weeks	
Receipts																		
Collection of intercompany receivables		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total receipts		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disbursements																		
General and administrative costs		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Insurance		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Miscellaneous costs		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total disbursements		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net change in cash from operations		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restructuring costs	2	-	-	(10)	-	-	-	(10)	-	-	-	(10)	-	-	-	(10)	-	(40)
Net change in cash		-	-	(10)	-	-	-	(10)	-	-	-	(10)	-	-	-	(10)	-	(40)
Opening cash balance		471	471	471	461	461	461	461	451	451	451	441	441	441	441	441	441	471
Ending cash balance		471	471	461	461	461	461	451	451	451	451	441	441	441	441	431	431	431

Management of the Company have prepared this forecasted cash flow statement based on probable and hypothetical assumptions detailed in the notes below.

The forecast has been prepared solely for the Company's CCAA filing to determine liquidity requirements. Since the projections are based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material. Consequently, readers are cautioned that it may not be appropriate for other uses.

Notes:

1. This represents the consolidated cash flow forecast of: Walton Development (Shepard) Inc.
2. Professional fees to accrue and be paid from proceeds realized through a sale or restructuring of Walton Development (Shepard) Inc.

APPENDIX 'L'

Walton Capital Management Inc.
Cash flow forecast for the period of October 22, 2018 to January 31, 2019
\$000's, CAD

Week ended	Notes	Week 1 26-Oct	Week 2 02-Nov	Week 3 09-Nov	Week 4 16-Nov	Week 5 23-Nov	Week 6 30-Nov	Week 7 07-Dec	Week 8 14-Dec	Week 9 21-Dec	Week 10 28-Dec	Week 11 04-Jan	Week 12 11-Jan	Week 13 18-Jan	Week 14 25-Jan	Week 15 01-Feb	Total 15 weeks	
Receipts																		
Other																		
Total receipts																		
Disbursements																		
General and administrative costs																		
Audit fees								(46)										(46)
Contingency																		
Total disbursements								(46)										(46)
Net change in cash from operations								(46)										(46)
Restructuring costs	2				(5)				(5)				(5)					(15)
Administration Charge	2				5				5				5					15
Net change in cash																		(46)
Opening cash balance		72	72	72	72	72	72	72	72	72	72	72	72	72	72	72	72	72
Ending cash balance		72	72	72	72	72	72	72	72	72	72	72	72	72	72	72	72	26

Management of the Company have prepared this forecasted cash flow statement based on probable and hypothetical assumptions detailed in the notes below.

The forecast has been prepared solely for the Company's CCAA filing to determine liquidity requirements. Since the projections are based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material. Consequently, readers are cautioned that it may not be appropriate for other uses.

Notes:

1. This represents the cash flow forecast of Walton Capital Management Inc.
2. Restructuring costs associated with administering the CCAA and assisting the Applicants in identifying a transaction to monetize or restructure WCM: to accrue and be paid from proceeds realized through a sale or restructuring.

APPENDIX 'M'

Walton PS Industrial Ltd.
Cash flow forecast for the period of October 22, 2018 to January 31, 2019
\$000's, CAD

Week ended	Notes	Week 1 26-Oct	Week 2 02-Nov	Week 3 09-Nov	Week 4 16-Nov	Week 5 23-Nov	Week 6 30-Nov	Week 7 07-Dec	Week 8 14-Dec	Week 9 21-Dec	Week 10 28-Dec	Week 11 04-Jan	Week 12 11-Jan	Week 13 18-Jan	Week 14 25-Jan	Week 15 01-Feb	Total 15 weeks	
Receipts																		
Other		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total receipts		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disbursements																		
General and administrative costs		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total disbursements		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net change in cash from operations		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restructuring costs	3	-	(25)	-	-	-	-	(25)	-	-	-	-	(25)	-	-	-	-	(75)
Total net change in cash		-	(25)	-	-	-	-	(25)	-	-	-	-	(25)	-	-	-	-	(75)
Opening cash balance		166	166	141	141	141	141	141	116	116	116	116	116	91	91	91	166	166
Ending cash balance		166	141	141	141	141	141	116	116	116	116	116	91	91	91	91	91	91

Management of Walton PS Industrial Ltd. have prepared this forecasted cash flow statement based on probable and hypothetical assumptions detailed in the notes below.

The forecast has been prepared solely for the Company's CCAA filing to determine liquidity requirements. Since the projections are based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material. Consequently, readers are cautioned that it may not be appropriate for other uses.

Notes:

1. This represents the consolidated cash flow forecast of: Walton PS Industrial Ltd.
2. The cash flow forecast assumes that there is no development activity during the forecast period.
3. Professional fees incurred during the Stay Extension are not forecast to be paid until a sale or recapitalization of the LDP has closed, in agreement with the Administration Charge.

APPENDIX 'N'

Walton Ontario Land
Cash flow forecast for the period of October 22, 2018 to January 31, 2019
\$000's, CAD

Week ended	Notes	Week 1 26-Oct	Week 2 02-Nov	Week 3 09-Nov	Week 4 16-Nov	Week 5 23-Nov	Week 6 30-Nov	Week 7 07-Dec	Week 8 14-Dec	Week 9 21-Dec	Week 10 28-Dec	Week 11 04-Jan	Week 12 11-Jan	Week 13 18-Jan	Week 14 25-Jan	Week 15 01-Feb	Total 15 weeks
Receipts																	
Sale proceeds	4	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total receipts		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disbursements																	
Management fees	5	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
General and administrative costs		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total disbursements		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net change in cash from operations		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restructuring costs	6	-	-	(50)	-	-	-	(50)	-	-	-	(50)	-	-	-	-	(150)
Administration Charge	6	-	-	50	-	-	-	50	-	-	-	50	-	-	-	-	150
Total net change in cash		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Opening cash balance		13	13	13	13	13	13	13	13	13	13	13	13	13	13	13	13
Ending cash balance		13	13	13	13	13	13	13	13	13	13	13	13	13	13	13	13

Management of Walton Ontario Land 1 Corporation have prepared this forecasted cash flow statement based on probable and hypothetical assumptions detailed in the notes below.

The forecast has been prepared solely for the Company's CCAA filing to determine liquidity requirements. Since the projections are based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material. Consequently, readers are cautioned that it may not be appropriate for other uses.

Notes:

1. This represents the consolidated cash flow forecast of Walton Ontario Land Investment 1 Ltd. and Walton Ontario Land 1 Corporation
2. The cash flow forecast assumes that there is no development activity during the forecast period.
3. The Monitor was granted enhanced powers over Walton Ontario Land 1 Corporation pursuant to an order of the court granted April 20, 2018. In accordance with the Enhanced Powers Order, the Monitor is entitled to make distributions to creditors and other stakeholders as cash proceeds are received.
4. Sale proceeds are confidential but will be disclosed by the Monitor following closing of the Ontario Land Transaction, which is expected to occur on October 24, 2018. Following closing, the Monitor will make a distribution of sale proceeds.
5. Management fees accrue at \$10,000 per month plus 5% of gross proceeds received and will be paid following closing of the Ontario Land Transaction.
6. Restructuring costs associated with administering the CCAA and assisting the Applicants identifying a transaction to monetize or restructure Walton Ontario Land 1 Corporation. Professionals are not forecast to be paid for SISP activities until the Ontario Land Transaction has closed.

APPENDIX 'O'

Walton South Simcoe Residential Development Corporation
Cash flow forecast for the period of October 22, 2018 to December 31, 2019
\$000's, CAD

Month	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Month 13	Month 14	Month 15	Total
Notes	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19	Apr-19	May-19	Jun-19	Jul-19	Aug-19	Sep-19	Oct-19	Nov-19	Dec-19	15 Mos.
Receipts																
Lot sales	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disbursements																
Management fees																
General and administrative costs	3	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Repayment of intercompany creditors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total disbursements	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net change in cash from operations	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restructuring costs	4	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net change in cash	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Opening cash balance	23	23	23	23	23	23	23	23	23	23	23	23	23	23	23	23
Ending cash balance	23	23	23	23	23	23	23	23	23	23	23	23	23	23	23	23

Management of the Company have prepared this forecasted cash flow statement based on probable and hypothetical assumptions detailed in the notes below.

The forecast has been prepared solely for the Company's CCAA filing to determine liquidity requirements. Since the projections are based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material. Consequently, readers are cautioned that it may not be appropriate for other uses.

Notes:

1. This represents the consolidated cash flow forecast of: Walton South Simcoe Residential Development Corporation.
2. The Monitor was granted enhanced powers over Walton South Simcoe Residential Development Corporation pursuant to an order (the "Enhanced Powers Order") granted June 8, 2018. In accordance with the Enhanced Powers Order, the Monitor is entitled to make distributions to creditors and other stakeholders as cash proceeds are received. These cash receipts and disbursements are not reflected above, as timing of such receipts and disbursements is unknown.
3. Management fees accrue at \$10,000 per month plus 5% of gross proceeds received and will be paid from proceeds realized through a sale or restructuring of Walton South Simcoe.
4. Professional fees to accrue and be paid from proceeds realized through a sale or restructuring of Walton South Simcoe.

APPENDIX 'P'

Walton Development and Management Inc. et al.
Cash flow forecast for the period of October 22, 2018 to December 31, 2019
\$000's, CAD

Month	Notes	Month 1 Oct-18	Month 2 Nov-18	Month 3 Dec-18	Month 4 Jan-19	Month 5 Feb-19	Month 6 Mar-19	Month 7 Apr-19	Month 8 May-19	Month 9 Jun-19	Month 10 Jul-19	Month 11 Aug-19	Month 12 Sep-19	Month 13 Oct-19	Month 14 Nov-19	Month 15 Dec-19	Total 15 Mos.
Receipts																	
Other		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total receipts		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disbursements																	
General and administrative costs		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Contingency		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total disbursements		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Net change in cash from operations		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restructuring costs	3	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(75)
Net change in cash		(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(75)
Opening cash balance		1,430	1,425	1,420	1,415	1,410	1,405	1,400	1,395	1,390	1,385	1,380	1,375	1,370	1,365	1,360	1,430
Ending cash balance		1,425	1,420	1,415	1,410	1,405	1,400	1,395	1,390	1,385	1,380	1,375	1,370	1,365	1,360	1,355	1,355

Management of the Company have prepared this forecasted cash flow statement based on probable and hypothetical assumptions detailed in the notes below.

The forecast has been prepared solely for the Company's CCAA filing to determine liquidity requirements. Since the projections are based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material. Consequently, readers are cautioned that it may not be appropriate for other uses.

Notes:

1. This represents the consolidated cash flow forecast of: Walton Development and Management Inc., Walton Development and Management GP Ltd., Walton Development and Management (Ontario) GP Ltd. and Walton Asset Management GP Ltd.

APPENDIX 'Q'

Walton Canadian Land 1 Development Corporation
Cash flow forecast for the period of October 22, 2018 to December 31, 2019
\$000's, CAD

Month	Notes	Month 1 Oct-18	Month 2 Nov-18	Month 3 Dec-18	Month 4 Jan-19	Month 5 Feb-19	Month 6 Mar-19	Month 7 Apr-19	Month 8 May-19	Month 9 Jun-19	Month 10 Jul-19	Month 11 Aug-19	Month 12 Sep-19	Month 13 Oct-19	Month 14 Nov-19	Month 15 Dec-19	Total 15 Mos.
Receipts																	
Collection from lot sales	4	332	388	-	-	-	-	-	-	-	-	-	-	-	-	-	720
Recoveries (Henley Heights)	-	-	600	-	-	-	500	-	-	-	-	-	-	-	-	-	1,952
Release of cash secured LC	-	-	2,902	-	-	-	-	-	-	-	-	-	-	-	-	-	2,902
Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total receipts		332	388	3,502	-	-	500	-	-	-	-	-	-	-	852	-	5,574
Disbursements																	
Management fees	2	(17)	(19)	(175)	-	-	(25)	-	-	-	-	-	-	-	(43)	-	(279)
Property taxes	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Construction costs	4	(461)	(691)	(930)	(32)	(38)	(103)	(37)	(35)	(160)	(281)	(164)	(55)	(136)	(21)	(25)	(3,168)
General and administrative costs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total disbursements		(477)	(710)	(1,105)	(32)	(38)	(128)	(37)	(35)	(160)	(281)	(164)	(55)	(136)	(64)	(25)	(3,446)
Net change in cash from operations		(145)	(322)	2,397	(32)	(38)	372	(37)	(35)	(160)	(281)	(164)	(55)	(136)	789	(25)	2,127
Restructuring costs	5	-	-	(10)	-	-	(10)	-	-	(10)	-	-	(10)	-	-	(10)	(50)
Total net change in cash		(145)	(322)	2,387	(32)	(38)	362	(37)	(35)	(170)	(281)	(164)	(65)	(136)	789	(35)	2,077
Opening cash balance		5,707	5,562	5,239	7,627	7,594	7,557	7,918	7,881	7,846	7,677	7,396	7,232	7,167	7,031	7,820	5,707
Ending cash balance		5,562	5,239	7,627	7,594	7,557	7,918	7,881	7,846	7,677	7,396	7,232	7,167	7,031	7,820	7,784	7,784

Management of Walton Canadian Land 1 Development Corporation have prepared this forecasted cash flow statement based on probable and hypothetical assumptions detailed in the notes below.

The forecast has been prepared solely for the Company's CCAA filing to determine liquidity requirements. Since the projections are based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material. Consequently, readers are cautioned that it may not be appropriate for other uses.

Notes:

1. This represents the consolidated cash flow forecast of: Walton Canadian Land 1 Development Corporation.
2. Management fees accrue at \$10,000 per month plus 5% of gross proceeds received.
3. The Monitor was granted enhanced powers over Walton Canadian Land 1 Development Corporation pursuant to an order (the "Enhanced Powers Order") granted July 19, 2018. In accordance with the Enhanced Powers Order, the Monitor is entitled to make distributions to creditors and other stakeholders as cash proceeds are received. These cash receipts and disbursements are not reflected above, as timing of such receipts and disbursements is unknown.
4. The cash flow forecast assumes that development activity during the forecast period will be funded through future recoveries and collection from lot sales.

APPENDIX 'R'

Walton Vita Crystallina Development Corporation
Cash flow forecast for the period of October 22, 2018 to December 31, 2019
\$000's, CAD

Month	Notes	Month 1 Oct-18	Month 2 Nov-18	Month 3 Dec-18	Month 4 Jan-19	Month 5 Feb-19	Month 6 Mar-19	Month 7 Apr-19	Month 8 May-19	Month 9 Jun-19	Month 10 Jul-19	Month 11 Aug-19	Month 12 Sep-19	Month 13 Oct-19	Month 14 Nov-19	Month 15 Dec-19	Total 15 Mos.
Receipts																	
Collection from lot sales	3	232	-	-	-	-	-	-	-	-	-	-	-	-	-	-	232
Recoveries		-	-	100	-	-	-	-	-	-	389	-	-	-	-	-	489
Other		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total receipts		232	-	100	-	-	-	-	-	-	389	-	-	-	-	-	721
Disbursements																	
Construction costs	3	(24)	(114)	(11)	(3)	(3)	(4)	(1)	(1)	(2)	-	-	-	-	-	-	(161)
Property taxes		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Management fees	4	(14)	(10)	(15)	(10)	(10)	(10)	(10)	(10)	(10)	(19)	-	-	-	-	-	(119)
General and administrative costs		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total disbursements		(38)	(124)	(26)	(13)	(13)	(14)	(11)	(11)	(11)	(19)	-	-	-	-	-	(280)
Net change in cash from operations		193	(124)	74	(13)	(13)	(14)	(11)	(11)	(12)	370	-	-	-	-	-	441
Restructuring costs	5	-	-	(10)	-	-	(10)	-	-	(10)	-	-	(10)	-	-	(10)	(50)
Administration Charge	5	-	-	10	-	-	10	-	-	10	-	-	10	-	-	10	50
Total net change in cash		193	(124)	74	(13)	(13)	(14)	(11)	(11)	(12)	370	-	-	-	-	-	441
Opening cash balance	6	712	905	781	856	843	830	817	806	795	783	1,153	1,153	1,153	1,153	1,153	712
Ending cash balance		905	781	856	843	830	817	806	795	783	1,153	1,153	1,153	1,153	1,153	1,153	1,153

Management of Walton Vita Crystallina Development Corporation have prepared this forecasted cash flow statement based on probable and hypothetical assumptions detailed in the notes below.

The forecast has been prepared solely for the Company's CCAA filing to determine liquidity requirements. Since the projections are based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material. Consequently, readers are cautioned that it may not be appropriate for other uses.

Notes:

1. This represents the consolidated cash flow forecast of: Walton Vita Crystallina Development Corporation.
2. The Monitor was granted enhanced powers over Walton Vita Crystallina Development Corporation pursuant to an order (the "Enhanced Powers Order") granted June 8, 2018. In accordance with the Enhanced Powers Order, the Monitor is entitled to make distributions to creditors and other stakeholders as cash proceeds are received. These cash receipts and disbursements are not reflected above, as timing of such receipts and disbursements is unknown.
3. The cash flow forecast assumes that development activity during the forecast period will be funded through future recoveries and collection from lot sales.
4. Management fees accrue at \$10,000 per month plus 5% of gross proceeds received.
5. Restructuring costs associated with administering the CCAA and facilitating distributions as enhanced Monitor of Walton Vita Crystallina Development Corporation.
6. The above cash balance excludes a deposit held by the City of Edmonton as security obligations.

APPENDIX 'S'

Walton Edgemont Development Corporation
Cash flow forecast for the period of October 22, 2018 to December 31, 2019
\$000's, CAD

Month	Notes	Month 1 Oct-18	Month 2 Nov-18	Month 3 Dec-18	Month 4 Jan-19	Month 5 Feb-19	Month 6 Mar-19	Month 7 Apr-19	Month 8 May-19	Month 9 Jun-19	Month 10 Jul-19	Month 11 Aug-19	Month 12 Sep-19	Month 13 Oct-19	Month 14 Nov-19	Month 15 Dec-19	Total 15 Mos.
Receipts																	
Collection of other recoveries	3	-	-	1,000	-	-	-	-	-	-	-	-	-	-	-	1,188	2,188
Other		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total receipts		-	-	1,000	-	-	-	-	-	-	-	-	-	-	-	1,188	2,188
Disbursements																	
Management fees	4	-	(10)	(60)	(10)	(10)	(10)	(10)	(10)	(10)	(10)	(10)	(10)	(10)	(10)	(69)	(249)
Land development construction costs	3	(279)	(644)	(312)	(24)	(12)	(62)	(8)	(9)	(107)	(157)	(674)	(100)	(100)	(4)	(3)	(2,443)
Repayment of outstanding trade creditors		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
General and administrative costs		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total disbursements		(279)	(654)	(372)	(34)	(22)	(72)	(18)	(19)	(117)	(167)	(684)	(110)	(110)	(13)	(118)	(2,693)
Net change in cash from operations		(279)	(654)	628	(34)	(22)	(72)	(18)	(19)	(117)	(167)	(684)	(110)	(110)	(13)	1,070	(505)
Restructuring costs	5	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(5)	(75)
Total net change in cash		(284)	(659)	623	(39)	(27)	(77)	(23)	(24)	(122)	(172)	(689)	(115)	(115)	(18)	1,065	(580)
Opening cash balance		2,276	1,992	1,332	1,955	1,916	1,888	1,811	1,789	1,765	1,643	1,471	782	667	649	631	2,276
Ending cash balance		1,992	1,332	1,955	1,916	1,888	1,811	1,789	1,765	1,643	1,471	782	667	649	631	1,696	1,696

Management of Walton Edgemont Development Corporation have prepared this forecasted cash flow statement based on probable and hypothetical assumptions detailed in the notes below.

The forecast has been prepared solely for the Company's CCAA filing to determine liquidity requirements. Since the projections are based on assumptions regarding future events, actual results will vary from the information presented, and the variations may be material. Consequently, readers are cautioned that it may not be appropriate for other uses.

Notes:

1. This represents the consolidated cash flow forecast of: Walton Edgemont Development Corporation.
2. The Monitor was granted enhanced powers over Walton Edgemont Development Corporation pursuant to an order (the "Enhanced Powers Order") granted April 20, 2018. In accordance with the Enhanced Powers Order, the Monitor is entitled to make distributions to creditors and other stakeholders as cash proceeds are received. These cash receipts and disbursements are not reflected above, as timing of such receipts and disbursements is unknown.
3. The cash flow forecast assumes that development activity during the forecast period will be funded through future recoveries and collection from lot sales.
4. Management fees accrue at \$10,000 per month plus 5% of gross proceeds received.
5. Restructuring costs associated with administering the CCAA and facilitating distributions as enhanced Monitor of Walton Edgemont Development Corporation.