COURT FILE NO.	1703 12327	
COURT	COURT OF QUEEN'S BENCH OF ALBERTA	
JUDICIAL CENTRE	EDMONTON	
	IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED AND IN THE MATTER OF A PLAN OF ARRANGEMENT OF 667402 ALBERTA LTD., 18512398 ALBERTA LTD., 816956 ALBERTA LTD., 1371047 ALBERTA LTD., 1919209 ALBERTA LTD. AND CANADA NORTH GROUP LP HOLDINGS LTD.	
DOCUMENT	**ORDER RE: COST ALLOCATION AND ANCILLARY RELIEF**	
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	Darren R. Bieganek, QC/Ryan F.T. Quinlan Barrister & Solicitor Phone: 780.441.4386/780.441.4336 Fax: 780.428.9683 Email:dbieganek@dcllp.com/rquinlan@dcllp.com	File #204-196164 **DUNCAN CRAIG LLP** LAWYERS MEDIATORS 2800 Scotia Place 10060 Jasper Avenue Edmonton, Alberta Canada T5J 3V9

Clerk's Stamp
JUDICIAL CENTRE OF EDMONTON
FILED
MAR 11, 2021
E-4390
by Email
CLERK OF THE COURT
RN

DATE OF HEARING:	**February 25, 2021**
DATE ON WHICH ORDER WAS PRONOUNCED:	**March 4, 2021**
LOCATION OF HEARING:	**Edmonton, Alberta**
NAME OF JUSTICE WHO MADE THIS ORDER:	**The Honourable Associate Chief Justice Nielsen**

UPON THE APPLICATION of Ernst & Young Inc. in its capacity as the Court-appointed Monitor (the "Monitor") of 667402 Alberta Ltd., 18512398 Alberta Ltd., 816956 Alberta Ltd., 1371047 Alberta Ltd., 1919209 Alberta Ltd. and Canada North Group LP Holdings Ltd. (collectively the "Debtor") to approve an allocation of costs as contained in the Confidential Supplement to the Monitor's 31st Report (the "February 2021 Allocation") and for ancillary relief authorizing the Monitor to distribute proceeds to creditors in accordance with the provisions of the February 2021 Allocation; AND UPON noting the request of the Monitor for further and ancillary directions respecting the February 2021 Allocation to give it full effect, including an Order or Orders directing certain creditors to make payment to other creditors in accordance with the February 2021 Allocation; AND UPON noting a further request of the Monitor for an Order authorizing it to provide notice to stakeholders of its intent to abandon certain real property assets and relieve the Monitor of any further responsibility for maintaining or securing those assets; AND UPON noting the further request of the Monitor for the approval of its accounts and those of its legal counsel without the need for the passing of those accounts; AND UPON noting the Monitor's further request for approval of its activities as outlined in the 31st Report and the Confidential Supplement to the 31st Report and such further and other relief as may be considered appropriate in the circumstances; AND UPON HEARING the submissions of counsel for the Monitor and counsel for all interested stakeholders; IT IS HEREBY ORDERED THAT:

1. The Monitor's Application to seal the Confidential Supplement to the 31st Report is denied. The Monitor is directed to file the Confidential Supplement to the 31st Report on the Court file unsealed.

2. The February 2021 Allocation as contained in Schedule "B" to the Confidential Supplement to the Monitor's 31st Report is hereby approved.

3. The Monitor is authorized and directed to make the distributions to the creditors as proposed by it in the February 2021 Allocation and the following creditors are hereby directed to make payments to other creditors as recommended by the Monitor, and now approved by the Court:

    a. Business Development Bank to Canadian Western Bank the sum of $401,047.67.

4. The Monitor is hereby authorized and directed to provide 30 days written notification to the Municipal District of Opportunity No. 17, the Municipal District of Bonnyville, the Town of Bonnyville, Northland Mortgage Corporation and the Canadian Western Bank of the Monitor's intention to abandon the real property located in the respective municipalities on the 31st day following issuance of notice of the intention to do so, with those parties receiving

notice being at liberty to make arrangements with the Monitor to assume maintenance and security of the real property assets which the Monitor intends to abandon.

5. Effective 12:01 AM on the 31st day following the issuance of notice by the Monitor, the Monitor shall be at liberty to abandon the real property assets as set forth in the Confidential Supplement to the Monitor's 31st Report, and thereafter the Monitor shall be released and discharged from any further obligations in respect of the real property assets, including any obligations in respect of possession, control, maintenance, security or otherwise in relation thereto.

6. The Monitor's activities as set out in the Monitor's 31st Report and the Confidential Supplement to the Monitor's 31st Report are hereby ratified and approved.

7. The fees and costs of the Monitor and those of its legal counsel are hereby approved without the requirement for the Monitor or its legal counsel to formally pass those accounts.

8. On the question of costs of this Application, the Monitor has until 4:00 PM, Friday, March 12, 2021 within which to make a written submission to the Court, in letter format, respecting costs of the application against Northland Mortgage and Investment Corporation ("Northland"). Any party wishing to add comment in relation to the Monitor's cost submission shall do so by letter no later than 4:00 PM, March 19, 2021. Northland will be entitled to submit a rebuttal to the Court respecting submissions on costs, in letter format, no later than 4:00 PM, March 26, 2021.

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Associate Chief Justice of the Court of Queen's Bench of Alberta

MARCH 10, 2021

APPROVED AS TO THE ORDER MADE BY:

Duncan Craig LLP
Per:

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Darren R. Bieganek, QC
Counsel for the Monitor

Parlee McLaws LLP
Per:

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Jeremy Hockin, QC
Counsel for Northland Mortgage & Investment Corporation

DLA Piper (Canada) LLP
Per:

____
Brian Davison
Counsel for Staheli Construction Co. Ltd.

Lawson Lundell LLP
Per:

____
Alexis Teasdale
Counsel for First Island Financial Services Ltd.

Ogilvie LLP
Per:

____
Kentigern Rowan, QC
Counsel for Weslease Income Growth Fund LP

McLennan Ross LLP
Per:

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Charles Russell, QC
Counsel for Canadian Western Bank

Cassels Brock LLP
Per:

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Kara Davis
Counsel for Business Development Bank of Canada

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