

COURT FILE NUMBER

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COURT

COURT OF KING'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 COMPROMISE
OR ARRANGEMENT OF J.W. CARR HOLDINGS LTD.,
SPRUCE GROVE INDUSTRIAL PARK INC., 272649
ALBERTA LTD., 279896 ALBERTA LTD., GRANDE
PRAIRIE PLACE ENTERPRISES (1996) INC., 1170292
ALBERTA LTD. and 627612 ALBERTA LTD.

DOCUMENT

APPLICATION

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT:

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File No.: 0159371.00008

NOTICE TO RESPONDENTS:

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the judge.

To do so, you must be in Court when the application is heard as shown below:

Date:	Tuesday, May 23, 2023
Time:	2:00 pm
Where:	Edmonton Law Courts VIA WEBEX
Before:	The Honourable Justice J.T. Neilson

Go to the end of this document to see what you can do and when you must do it.

Remedy claimed or sought:

1. The Applicants, J.W. Carr Holdings Ltd., Spruce Grove Industrial Park Inc., 272649 Alberta Ltd., 279896 Alberta Ltd., Grande Prairie Place Enterprises (1996) Inc., 1170292 Alberta Ltd. and 627612 Alberta Ltd. (collectively, the “**Applicants**” or the “**Carr**”

Group”) seek the following Orders under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 (“**CCAA**”), substantially in the form attached hereto as **Schedule “A”**, **Schedule “B”**, **Schedule “C”**, **Schedule “D”**, and **Schedule “E”** hereto, respectively and granting the following relief:

- a) an Order (the “**Order (Expedited SAVO Protocol) (Northridge Phase 6 & 7, O’Brien Lake & Hillcrest)**” providing for an Expedited Sale Approval & Vesting Order Protocol to facilitate an orderly, efficient and cost-effective process for court supervision of the sale of the following real property owned by the Applicants which is currently being offered for sale pursuant to the Sales and Investment Solicitation Process Order of the Honourable Justice J.T. Neilson granted in these proceedings on April 26, 2023 (the “**SISP Order**”), namely:
 - i. Hillcrest Lots – Six vacant single-family residential lots in the Hillcrest neighbourhood of Grande Prairie, Alberta (the “**Hillcrest Lots**”) bearing the legal descriptions set out at paragraph 4 of the Confidential Affidavit of Kim Lissoway sworn May 15, 2023 (the “**Lissoway Affidavit**”);
 - ii. Northridge 6 Lots - Seven vacant single-family residential lots in Phase 6 of the Northridge subdivision in Grande Prairie, Alberta (the “**Northridge 6 Lots**”) bearing the legal descriptions set out at paragraph 13 of the Lissoway Affidavit;
 - iii. Northridge 7 Lots (Single Family) - 32 remaining vacant lots in Phase 7 of the Northridge residential subdivision in Grande Prairie, Alberta (collectively with Northridge 6 Lots, the “**Northridge Single Family Lots**”) bearing the legal descriptions set out at paragraph 14 of the Lissoway Affidavit;
 - iv. Northridge 7 Lots (Duplex) – 4 remaining vacant lots (two titles per lot, intended for development of residential duplexes) in Phase 7 of the Northridge residential subdivision in Grande Prairie, Alberta (the “**Northridge Duplex Lots**”) bearing the legal descriptions set out at paragraph 15 of the Lissoway Affidavit; and

- v. O'Brien Lake – Phase 2 - 20 remaining vacant lots in the O'Brien Lake residential subdivision in Grande Prairie, Alberta (the "**O'Brien Lake Lots**") bearing the legal descriptions set out at paragraph 4 of the Confidential Affidavit of Yuri Smith sworn May 15, 2023 (the "**Smith Affidavit**").
- b) an Order (the "**Order (Expedited SAVO Protocol) (Fort Saskatchewan Duplexes)**") providing for an Expedited Sale Approval & Vesting Order Protocol to facilitate an orderly, efficient and cost-effective process for court supervision of the sale of ten residential duplexes in Fort Saskatchewan, Alberta (the "**Fort Saskatchewan Duplexes**") owned by J.W. Carr Holdings Ltd. ("**JW Carr Holdings**") bearing the legal descriptions set out in paragraph 1(a) of Appendix "B" to the SISP Order and which are currently being offered for sale pursuant to the SISP Order;
- c) an Order (the "**Order (Expedited SAVO Protocol) (Central Park Condos, Rosedale Condos & Inverness Condos)**") providing for an Expedited Sale Approval & Vesting Order Protocol to facilitate an orderly, efficient and cost-effective process for court supervision of the sale of the following real property owned by the Applicants which is currently being offered for sale pursuant to the SISP Order, namely:
 - i. Central Park Condos - 23 condominium units in Edmonton, Alberta (the "**Central Park Condos**") owned by J.W. Carr Holdings and bearing the legal descriptions set out in the Confidential Affidavit of Darrell Zapernick, to be sworn (the "**Zapernick Affidavit**");
 - ii. Rosedale Condos – 15 condominium units in Edmonton, Alberta (the "**Rosedale Condos**") owned by 627612 Alberta Ltd. ("**627 AB Ltd.**") and bearing the legal descriptions set out in the Zapernick Affidavit; and
 - iii. Inverness Condos - 15 condominium units and parking stalls in Grande Prairie, Alberta (the "**Inverness Condos**") owned by Grande Prairie Place Enterprises

(1996) Inc. (“**GPPE**”) and bearing the legal descriptions set out in the Confidential Affidavit of Morgan Maclean sworn May 15, 2023 (the “**Maclean Affidavit**”);

- d) an Order (the “**Order (Expedited SAVO Protocol) (Spruce Grove Lots)**”) providing for an Expedited Sale Approval & Vesting Order Protocol to facilitate an orderly, efficient and cost-effective process for court supervision of the sale of six undeveloped commercial lots in Spruce Grove, Alberta (the “**Spruce Grove Lots**”) owned by Spruce Grove Industrial Park Inc. (“**SGIP**”) and bearing the legal descriptions set out in the Confidential Affidavit of Ken Williamson sworn May 15, 2023 (the “**Williamson Affidavit**”);
- e) an Order sealing the Lissoway Affidavit, the Smith Affidavit, the Maclean Affidavit, the Zapernick Affidavit, and the Williamson Affidavit (the “**Sealing Order**”); and
- f) such further and other relief as this Honourable Court may deem just.

Grounds for making this application:

- 2. Pursuant to the SISP Order, the Applicants are offering for sale (under supervision of this Court) their entire real estate portfolio (the “**Real Estate Assets**”), with the objectives of monetizing the Real Estate Assets, retiring in full the secured debt owed against the Real Estate Assets and capturing value past the secured debt owed against the Real Estate Assets, in order to fund a Plan of Arrangement to unsecured creditors to obtain recovery (in whole or in part) of the unsecured indebtedness owed to them.
- 3. In order for the Applicants to achieve the objectives described above, it is critical that the sale of the Real Estate Assets pursuant to the SISP Order be administered and be supervised by the Court in an orderly, efficient and cost-effective manner.
- 4. The Expedited SAVO Protocol Orders will allow the Applicants to obtain court approval for, and to close, proposed transactions for the sale of 76 lots, 53 condominium units and ten duplexes by means of an orderly, efficient and cost-effective process involving one oral hearing before a Commercial List Justice, followed by subsequent desk applications for the sale of individual condominiums, duplexes and building lots. This process will

avoid the need for multiple oral hearings and will achieve very significant savings of professional fees and court hearing time.

5. The Expedited SAVO Protocol Orders will ensure that the Court is provided with satisfactory information regarding the market value of the properties proposed to be sold and confirmation that such proposed sales are supported by the Applicants, the Monitor, the Interim Lender, and the holder of First Charge Encumbrances registered against title to such properties.
6. Such further and other grounds as counsel for the Applicants may advise and this Honourable Court may permit.

Material or evidence to be relied on:

7. The Applicants rely on the following material and evidence in support of this Application:
 - a) The Amended and Restated Initial Order of the Honourable Justice J.T. Neilson granted in these proceedings on April 26, 2023;
 - b) The Affidavit of Marjorie Carr sworn April 10, 2023;
 - c) The Second Confidential Affidavit of Marjorie Carr sworn April 20, 2023;
 - d) The SISP Order;
 - e) The five confidential Affidavits prepared and sworn by the Realtors of the Real Estate Assets, being the Lissoway Affidavit, the Smith Affidavit, the Maclean Affidavit, the Zapernick Affidavit, and the Williamson Affidavit;
 - f) The Brief of Law on Behalf of the Applicants;
 - g) The Second Report of the Monitor; and
 - h) Such further and other materials as counsel for the Applicants may advise and this Honourable Court may permit.

Applicable rules:

8. Part 6, Division 1 of the Alberta *Rules of Court*, Alta Reg 124/2010.

Applicable Acts and regulations:

9. The *Companies' Creditors Arrangement Act*, RSC 1985, c C-36; and
10. Such further and other Acts or regulations as counsel may advise and this Honourable Court may permit.

Any irregularity complained of or objection relied on:

11. None.

How the application is proposed to be heard or considered:

12. By hearing conducted through WebEx video conference.

WARNING

If you do not come to Court either in person or by your lawyer, the Court may give the applicant what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant a reasonable time before the application is to be heard or considered.