Form 27
[Rules 6.3 and 10.52(1)]

Clerk's Stamp

COURT FILE NUMBER	2303 06543
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., GRANDE PRAIRIE PLACE ENTERPRISES (1996) INC., 1170292 ALBERTA LTD. and 627612 ALBERTA LTD.
DOCUMENT	**APPLICATION** **(Sale Approval & Vesting Order Regarding Sale of Shares)**
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	MLT Aikins LLP 2200, 10235 – 101st Street Edmonton, Alberta T5G 3G1 **Attention: Jeffrey M. Lee, K.C. and Mandi Deren-Dubé** Telephone: (306) 975-7136/ (780) 969-3518 Fax: (306) 975-7145/ (780) 969-3549 Email: jmlee@mltaikins.com/mderen-dube@mltaikins.com

NOTICE TO RESPONDENTS: As indicated in the attached Service List.

This application is made against you. You are a respondent. You have the right to state your side of this matter before the Court.

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

Date:	**June 29, 2023**
Time:	**2:00 P.M.**
Where:	**Edmonton Law Court (Via WebEx)**
Before Whom:	**The Honourable Justice M. E. Burns**

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

Remedy claimed or sought:

1. The Applicant, J.W. Carr Holdings Ltd. ("**Carr Holdings**" or the "**Applicant**"), seeks the following Orders under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 (the "**CCAA**") granting the following relief:

   (a) A Sale Approval and Vesting Order (the "**Share SAVO**"), substantially in the form attached as **Schedule "A"** hereto, granting the following relief:

      i. approving and authorizing the sale by Carr Holdings of 4,215 Class "A" common voting shares owned by it (the "**Shares**") in the capital stock of R'Ohan Well Service Ltd. ("**R'Ohan**") in accordance with the Share Purchase Agreement dated as of June 16, 2023 (the "**SPA**") between Carr Holdings (as Vendor), Gondor Investment Group Inc. ("**GIG**") (as Purchaser) and R'Ohan (the "**Transaction**");

      ii. authorizing Carr Holdings to enter into and perform its obligations under the SPA; and

      iii. granting a first priority court-ordered charge (the **"Selling Agent's Charge**") on the proceeds of sale of the Shares (the "**Share Sale Proceeds**") in the amount of $130,000 in favour of Camilla Advisory Group Inc. ("**Camilla**") in order to secure the payment to Camilla of its professional fees and disbursements for brokering, arranging and facilitating the sale of the Shares;

   (b) an Order Sealing the Confidential Affidavit of Marjorie Carr sworn on June 19, 2023 (the "**3rd Confidential Carr Affidavit**"), substantially in the form attached as Schedule "B" hereto; and

   a. Such further and other relief as this Honourable Court may deem just.

Grounds for making this application:

2. Carr Holdings, 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 "**Carr Group**") are currently subject to an Amended and Restated Initial Order (the "**ARIO**") and a Sales Investment and Solicitation Process ("**SISP**") Order granted pursuant to the CCAA on April 26, 2023 (the "**CCAA Proceedings**").

3. Carr Holdings is the registered and beneficial owner of the Shares, being 42.5% of the common voting shares of R'ohan, a company which is not subject to the CCAA Proceedings.

4. The remaining capital stock in R'ohan is held by C.S. Cross Holdings Ltd. (42.2%), 1276783 Alberta Ltd. (5.7%), Robert Wells (5.0%), Huysman Trucking (2.5%), and Lincoln Smith (2.5%), all of which are unrelated parties to the Carr Group.

5. Carr Holdings seeks to sell the Shares to obtain funds to further the objectives of the CCAA Proceedings, including furthering the objectives of the SISP and filing a plan of compromise or arrangement pursuant to the CCAA.

6. The Shares have been the subject of an extensive, robust and transparent 17-month marketing and sale process lead by Camilla.

7. From February of 2022 until the end of 2022, Camilla was engaged by R'Ohan to pursue opportunities for the sale of all or a portion of the capital stock of R'Ohan. This engagement did not yield a satisfactory transaction.

8. From February 6, 2023 until the present date, Carr Holdings has engaged the services of Camilla to market and sell the Shares (the "**Share Sale Engagement**").

9. Pursuant to the Share Sale Engagement, Camilla Group identified GIG as a potential purchaser of the Shares.

10. Carr Holdings and GIG have executed the SPA and are prepared to proceed with the transaction for the purchase and sale of the Shares (the "**Transaction**"), subject to receiving approval of this Honourable Court to do so.

11. The Applicant and Camilla have worked diligently and in good faith to negotiate, finalize and conclude the SPA for the sale of the Shares.

12. The Selling Agent's Charge is necessary in order to ensure that Camilla will be paid its professional fees and disbursements for its work in facilitating the sale of the Shares from and out of the share sale proceeds in priority to secured creditors of Carr Holdings.

13. Carr Holdings has also obtained an independent valuation which confirms that the SPA reflects a price for the sale of the Shares which aligns with the fair market value of the Shares.

14. The 3rd Confidential Carr Affidavit discloses a copy of the SPA and a copy of a Confidential Valuation Report prepared by Sequeira Partners regarding the value of the Shares. This information is commercially sensitive and, if publicly disclosed, has the potential to compromise future efforts to sell the Shares if the proposed sale of the Shares contemplated in the Share Purchase Agreement fails to close (for whatever reason).

15. The Applicant has given notice to the media of its intention to seek a sealing order, as reflected in the Notice to the Media of Application to Restrict Access submitted on June 19, 2023.

16. 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:

17. The Applicants rely on the following materials and evidence in support of this Application:

    (a) The Affidavit of Marjorie Carr sworn on April 10, 2023;

    (b) The Supplemental Affidavit of Marjorie Carr sworn on April 18, 2023;

    (c) The Second Supplemental Affidavit of Marjorie Carr sworn on June 19, 2023;

    (d) The 3rd Confidential Carr Affidavit;

    (e) The Initial CCAA Order granted on April 19, 2023;

    (f) The Amended and Restated CCAA Initial Order granted on April 26, 2023;

    (g) The Sales Investment and Solicitation Process Order granted on April 26, 2023;

    (h) The Bench Brief of the Applicant (with authorities);

    (i) The Pre-filing Report of the Proposed Monitor, Ernst & Young Inc. dated April 10, 2023;

    (j) The First Report of the Monitor, filed April 25, 2023;

(k) The Second Report of the Monitor dated May 19, 2023;

(l) The Third Report of the Monitor (to be filed); and

(m) such further and other materials as counsel for the Applicant may advise and this Honourable Court may permit.

Applicable rules:

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

Applicable Acts and regulations:

19. The *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, section 36;

20. 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:

21. None.

How the application is proposed to be heard or considered:

22. 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(s) 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(s) a reasonable time before the application is to be heard or considered.