

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 AN 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.

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.

DOCUMENT **AFFIDAVIT OF SEAN COLLINS**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY
FILING THIS DOCUMENT McCarthy Tétrault LLP
4000, 421 – 7th Avenue SW
Calgary, AB T2P 4K9
Attention: Sean Collins / Erinn Wilson
Tel: 403-260-3531 / 3682
Fax: 403-260-3501
Email: scollins@mccarthy.ca / erinnwilson@mccarthy.ca

AFFIDAVIT OF SEAN COLLINS
Sworn on July 19, 2023

I, Sean Collins, of the City of Calgary, of the Province of Alberta, **SWEAR AND SAY**
THAT:

1. I am a partner at McCarthy Tétrault LL ("**McCarthy**") counsel to Ernst & Young Inc. ("**EY**") in its capacity as the Court-appointed monitor 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. (collectively, the "**Applicants**") pursuant to the Initial Order granted under the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**") on April 19, 2023, as subsequently amended and restated on April 26, 2023 (collectively, the "**ARIO**"), in the within proceedings (the "**CCAA Proceedings**").

53

2. I am one of the individuals at McCarthy that has primary carriage of this proceeding. As such, based upon my personal knowledge regarding the matters sworn to herein, and based upon my review of the records kept in the ordinary course of business, I have personal knowledge of the matters and facts hereinafter sworn to, except where stated to be based on information and belief, in which case, I verily believe the same to be true.
3. This Affidavit is made in support of a motion for, among other things, the approval of the fees and disbursements of McCarthy, the Monitor's independent legal counsel, for the period from inception to June 30, 2023 (the "**Fee Period**").
4. Attached hereto and marked as **Exhibit "A"** to this, my Affidavit, are summary copies of the three invoices rendered by McCarthy during the Fee Period, which outline the fees, disbursements (if any), and total fees charged under each invoice (collectively, the "**Accounts**") and a schedule for each invoice summarizing the billing rates of each individual of McCarthy that rendered services in connection with the CCAA Proceedings, under each of the invoices.
5. The Accounts and summary charts disclose the name of each person who rendered services, the total hours of such individual, the rate charged, and the total charges for fees, disbursements, and taxes. Copies of the invoices with the fee detail will be made available to the Court if the Court wishes to review same.
6. The total amount claimed by McCarthy for the Fee Period is approximately \$81,072.00 plus \$4,050.61 in GST. Below is a table summarizing all invoices rendered by McCarthy during the Fee Period, including the fees, disbursements, and total fees charged in each invoice:

Invoice Period Ending	Total Hours	Fees	Disbursements	GST	Total
May 3, 2023	21.80	\$21,489.50	\$0.00	\$1,074.48	\$22,563.98
May 31, 2023	44.90	\$29,869.00	\$60.00	\$1,493.45	\$31,422.45
June 30, 2023	39.50	\$29,463.50	\$190.00	\$1,482.68	\$31,136.18

7. The disbursements contained within the Accounts total approximately \$250.00 and are comprised of the following:

- (a) Filing and court fees of \$60.00; and,
 - (b) Land titles fees of \$190.00.
8. I have reviewed the accounts of McCarthy and do verily believe that: (i) the hourly rates are reasonable and are commensurate with the complexity of the matter, and the seniority of counsel involved; (ii) the professional fees and disbursements have been properly incurred; (iii) the work completed by McCarthy was delegated to the appropriate professionals with the appropriate seniority and appropriate hourly rates; (iv) all invoices were provided to the Monitor when rendered, and have all been approved by the Monitor.
9. I make this Affidavit in support of the application to approve fees, disbursements and GST of \$85,122.61 which have been rendered by McCarthy, in the CCAA Proceedings.

Process for Commissioning of this Affidavit

10. I am not physically present before the Commissioner for Oaths (the "**Commissioner**") taking this Affidavit, but I am linked with the Commissioner by video technology. The following steps have been or will be taken by me and the Commissioner:
- (a) I have shown the Commissioner the front and back of my current government-issued photo identification ("**ID**") and the Commissioner has compared my video image to the information on my ID;
 - (b) the Commissioner has taken a screenshot of the front and back of my ID to retain it;
 - (c) the Commissioner and I have a paper copy of this Affidavit before us;
 - (d) the Commissioner and I have reviewed each page of this Affidavit to verify that the pages are identical and have initialed each page in the lower right corner;
 - (e) at the conclusion of our review of the Affidavit, the Commissioner administered the oath to me, and the Commissioner watched me sign my name to this Affidavit; and
 - (f) I will send this signed Affidavit electronically to the Commissioner.

SWORN BEFORE ME via two-way video
conference in the City of Calgary
in the Province of Alberta, this _____ day
of July, 2023

A Commissioner for Oaths in and for Alberta

SEAN COLLINS

027052/573167
MT MTDOCS 48289479v4

SSD

This is Exhibit "A" referred to in the Affidavit of Sean Collins
sworn before me by two-way video conference this ____ day of July, 2023.

A Commissioner for Oaths in and for the Province of Alberta



McCarthy Tétrault LLP
Suite 4000
421-7th Avenue SW
Calgary, Alberta
T2P 4K9
Tel: 403-260-3500
Fax: 403-260-3501

Ernst & Young Inc.
Calgary City Centre
2200, 215 - 2nd Street SW
Calgary, AB T2P 1M4

Invoice No: 8029741
GST/HST Reg. No: 116532839
Date: May 3, 2023

Attention: Peter Chisholm
Transaction Advisory Services

Ernst & Young Inc.
Reference: CCAA Proceedings of J.W. Carr Holdings Ltd. et al.
027052-573167

For Professional Services Rendered for the period ending May 3, 2023

OUR FEES			\$	21,489.50
Disbursements	Non-Taxable	\$	0.00	
	Taxable		0.00	0.00
GST	Fees	\$	1,074.48	
	Disbursements		0.00	1,074.48
TOTAL DUE ON ABOVE-NOTED MATTER			\$	22,563.98

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions - TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDN\$) or 7349662 (US\$), Swift Code TDOMCATTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

Terms: Invoice payable upon receipt. Interest charged on any unpaid balance at a rate of 12.00% per annum calculated 30 days from invoice date. Any charges not posted to your account by the date of this invoice will be billed at a later date.



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FEE SUMMARY – Invoice No. 8029741

<u>Timekeeper Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total Hourly Fees</u>
Collins, Sean	18.00	\$1,090.00	\$19,620.00
Stewart, Nathan	0.70	\$545.00	\$381.50
Wilson, Erinn	3.10	\$480.00	\$1,488.00
	<u>21.80</u>		<u>\$21,489.50</u>

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McCarthy Tétrault LLP
Suite 4000
421-7th Avenue SW
Calgary, Alberta
T2P 4K9
Tel: 403-260-3500
Fax: 403-260-3501

Ernst & Young Inc.
Calgary City Centre
2200, 215 - 2nd Street SW
Calgary, AB T2P 1M4

Invoice No:
GST/HST Reg. No:
Date:

8030347
116532839
June 8, 2023

Attention: Peter Chisholm
Transaction Advisory Services

Ernst & Young Inc.
Reference: CCAA Proceedings of J.W. Carr Holdings Ltd. et al.
027052-573167

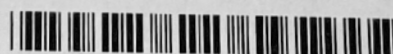
For Professional Services Rendered for the period ending May 31, 2023

OUR FEES			\$	29,869.00
Disbursements	Non-Taxable	\$	60.00	
	Taxable		0.00	60.00
			\$	29,929.00
GST	Fees	\$	1,493.45	
	Disbursements		0.00	1,493.45
TOTAL DUE ON ABOVE-NOTED MATTER			\$	31,422.45

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

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50

FEE SUMMARY – Invoice No. 8030347

<u>Timekeeper Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total Hourly Fees</u>
Collins, Sean	14.00	\$1,090.00	\$15,260.00
Stewart, Nathan	0.80	\$545.00	\$436.00
Thomas, Rebecca	2.20	\$355.00	\$781.00
Wilson, Erinn	27.90	\$480.00	\$13,392.00
	<u>44.90</u>		<u>\$29,869.00</u>

52



McCarthy Tétrault LLP
Suite 4000
421-7th Avenue SW
Calgary, Alberta
T2P 4K9
Tel: 403-260-3500
Fax: 403-260-3501

Ernst & Young Inc.
EPCOR Tower, 10423 - 101 Street, Suite 1400,
PO Box 44
Edmonton, Alberta, T5H 0E7

Invoice No: 8030956
GST/HST Reg. No: 116532839
Date: July 10, 2023

Attention: Matt McCulloch
Partner/Principal, EYP-Turnaround & Restructuring Strategy

Ernst & Young Inc.
Reference: CCAA Proceedings of J.W. Carr Holdings Ltd. et al.
027052-573167

For Professional Services Rendered for the period ending June 30, 2023

OUR FEES			\$	29,463.50
Disbursements	Non-Taxable	\$	0.00	
	Taxable		190.00	190.00
			\$	29,653.50
GST	Fees	\$	1,473.18	
	Disbursements		9.50	1,482.68
TOTAL DUE ON ABOVE-NOTED MATTER			\$	31,136.18

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

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FEE SUMMARY – Invoice No. 8030956

<u>Timekeeper Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total Hourly Fees</u>
Collins, Sean	18.50	\$1,090.00	\$20,165.00
Stewart, Nathan	1.40	\$545.00	\$763.00
Wilson, Erinn	13.60	\$480.00	\$6,528.00
Thomas, Rebecca	1.10	\$355.00	\$390.50
Baker, Derek	2.30	\$330.00	\$759.00
Possin, Stephan	2.60	\$330.00	\$858.00
	39.50		\$29,463.50

SEP

Clerk's Stamp

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IN THE MATTER OF THE *COMPANIES' CREDITORS*
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APPLICANTS J.W. CARR HOLDINGS LTD., SPRUCE GROVE INDUSTRIAL
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GRANDE PRAIRIE PLACE ENTERPRISES (1996) INC.,
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Email: scollins@mccarthy.ca / erinnwilson@mccarthy.ca

AFFIDAVIT OF SEAN COLLINS
Sworn on July 19, 2023

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2. I am one of the individuals at McCarthy that has primary carriage of this proceeding. As such, based upon my personal knowledge regarding the matters sworn to herein, and based upon my review of the records kept in the ordinary course of business, I have personal knowledge of the matters and facts hereinafter sworn to, except where stated to be based on information and belief, in which case, I verily believe the same to be true.
3. This Affidavit is made in support of a motion for, among other things, the approval of the fees and disbursements of McCarthy, the Monitor's independent legal counsel, for the period from inception to June 30, 2023 (the "**Fee Period**").
4. Attached hereto and marked as **Exhibit "A"** to this, my Affidavit, are summary copies of the three invoices rendered by McCarthy during the Fee Period, which outline the fees, disbursements (if any), and total fees charged under each invoice (collectively, the "**Accounts**") and a schedule for each invoice summarizing the billing rates of each individual of McCarthy that rendered services in connection with the CCAA Proceedings, under each of the invoices.
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June 30, 2023	39.50	\$29,463.50	\$190.00	\$1,482.68	\$31,136.18

7. The disbursements contained within the Accounts total approximately \$250.00 and are comprised of the following:

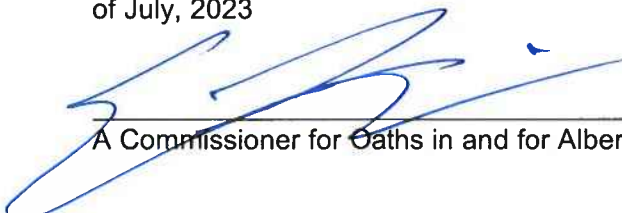
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 - (b) Land titles fees of \$190.00.
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9. I make this Affidavit in support of the application to approve fees, disbursements and GST of \$85,122.61 which have been rendered by McCarthy, in the CCAA Proceedings.

Process for Commissioning of this Affidavit

10. I am not physically present before the Commissioner for Oaths (the "**Commissioner**") taking this Affidavit, but I am linked with the Commissioner by video technology. The following steps have been or will be taken by me and the Commissioner:
- (a) I have shown the Commissioner the front and back of my current government-issued photo identification ("**ID**") and the Commissioner has compared my video image to the information on my ID;
 - (b) the Commissioner has taken a screenshot of the front and back of my ID to retain it;
 - (c) the Commissioner and I have a paper copy of this Affidavit before us;
 - (d) the Commissioner and I have reviewed each page of this Affidavit to verify that the pages are identical and have initialed each page in the lower right corner;
 - (e) at the conclusion of our review of the Affidavit, the Commissioner administered the oath to me, and the Commissioner watched me sign my name to this Affidavit; and
 - (f) I will send this signed Affidavit electronically to the Commissioner.



SWORN BEFORE ME via two-way video
conference in the City of Calgary
in the Province of Alberta, this 19 day
of July, 2023



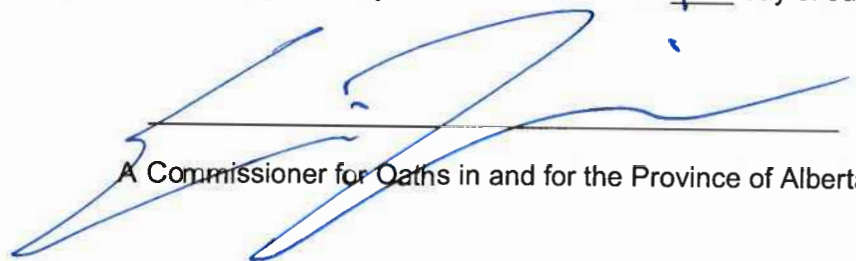
A Commissioner for Oaths in and for Alberta

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)
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)

SEAN COLLINS

Erinn V. Wilson
Barrister & Solicitor

This is Exhibit "A" referred to in the Affidavit of Sean Collins
sworn before me by two-way video conference this 19 day of July, 2023.



A Commissioner for Oaths in and for the Province of Alberta

Erinn V. Wilson
Barrister & Solicitor





McCarthy Tétrault LLP
Suite 4000
421-7th Avenue SW
Calgary, Alberta
T2P 4K9
Tel: 403-260-3500
Fax: 403-260-3501

Ernst & Young Inc.
Calgary City Centre
2200, 215 - 2nd Street SW
Calgary, AB T2P 1M4

Invoice No: 8029741
GST/HST Reg. No: 116532839
Date: May 3, 2023

Attention: Peter Chisholm
Transaction Advisory Services

Ernst & Young Inc.
Reference: CCAA Proceedings of J.W. Carr Holdings Ltd. et al.
027052-573167

For Professional Services Rendered for the period ending May 3, 2023

OUR FEES			\$	21,489.50
Disbursements	Non-Taxable	\$	0.00	
	Taxable		0.00	0.00
GST	Fees	\$	1,074.48	
	Disbursements		0.00	1,074.48
TOTAL DUE ON ABOVE-NOTED MATTER			\$	22,563.98

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

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FEE SUMMARY – Invoice No. 8029741

<u>Timekeeper Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total Hourly Fees</u>
Collins, Sean	18.00	\$1,090.00	\$19,620.00
Stewart, Nathan	0.70	\$545.00	\$381.50
Wilson, Erinn	3.10	\$480.00	\$1,488.00
	21.80		\$21,489.50





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2200, 215 - 2nd Street SW
Calgary, AB T2P 1M4

Invoice No: 8030347
GST/HST Reg. No: 116532839
Date: June 8, 2023

Attention: Peter Chisholm
Transaction Advisory Services

Ernst & Young Inc.
Reference: CCAA Proceedings of J.W. Carr Holdings Ltd. et al.
027052-573167

For Professional Services Rendered for the period ending May 31, 2023

OUR FEES			\$	29,869.00
Disbursements	Non-Taxable	\$	60.00	
	Taxable		0.00	60.00
			\$	29,929.00
GST	Fees	\$	1,493.45	
	Disbursements		0.00	1,493.45
TOTAL DUE ON ABOVE-NOTED MATTER			\$	31,422.45

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FEE SUMMARY – Invoice No. 8030347

<u>Timekeeper Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total Hourly Fees</u>
Collins, Sean	14.00	\$1,090.00	\$15,260.00
Stewart, Nathan	0.80	\$545.00	\$436.00
Thomas, Rebecca	2.20	\$355.00	\$781.00
Wilson, Erinn	27.90	\$480.00	\$13,392.00
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Ernst & Young Inc.
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PO Box 44
Edmonton, Alberta, T5H 0E7

Invoice No: 8030956
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Date: July 10, 2023

Attention: Matt McCulloch
Partner/Principal, EYP-Turnaround & Restructuring Strategy

Ernst & Young Inc.
Reference: CCAA Proceedings of J.W. Carr Holdings Ltd. et al.
027052-573167

For Professional Services Rendered for the period ending June 30, 2023

OUR FEES			\$	29,463.50
Disbursements	Non-Taxable	\$	0.00	
	Taxable		190.00	190.00
			\$	29,653.50
GST	Fees	\$	1,473.18	
	Disbursements		9.50	1,482.68
TOTAL DUE ON ABOVE-NOTED MATTER			\$	31,136.18

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

Direct Deposit or Wire Transfer Instructions –TD Canada Trust, 55 King Street West, Toronto, Ontario M5K 1A2, Canada, Bank: 004, Transit Number: 10202, Acct No.: 5307124 (CDN\$) or 7349662 (US\$), Swift Code TDOMCATTTOR, Canadian Routing No. //CC0004 10202. Please email TOR-AR@mccarthy.ca with payment details indicating invoice no.(s), our matter number and the lawyer's name.
Cheque by Mail: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$), PO Box 9647, Station A, Toronto, ON M5W 1P8.
Cheque by Courier: TD Wholesale Lockbox, 4 Prince Andrew Place, Dock 4, Toronto, Ontario M3C 2H4, Attention: McCarthy Tétrault LLP, C/O T9647 (CDN\$) or T9647U (US\$).

Terms: Invoice payable upon receipt. Interest charged on any unpaid balance at a rate of 12.00% per annum calculated 30 days from invoice date. Any charges not posted to your account by the date of this invoice will be billed at a later date.



FEE SUMMARY – Invoice No. 8030956

<u>Timekeeper Name</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total Hourly Fees</u>
Collins, Sean	18.50	\$1,090.00	\$20,165.00
Stewart, Nathan	1.40	\$545.00	\$763.00
Wilson, Erinn	13.60	\$480.00	\$6,528.00
Thomas, Rebecca	1.10	\$355.00	\$390.50
Baker, Derek	2.30	\$330.00	\$759.00
Possin, Stephan	2.60	\$330.00	\$858.00
	39.50		\$29,463.50



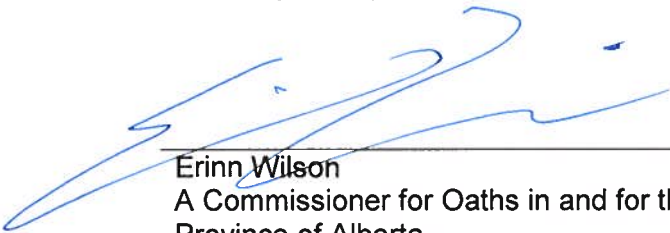
CERTIFICATE

CANADA	)	<i>IN THE MATTER OF THE COMPANIES' CREDITORS</i>
	)	<i>ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED</i>
PROVINCE OF	)	
	)	<i>AND IN THE MATTER OF AN PLAN OF COMPROMISE OR</i>
ALBERTA	)	<i>ARRANGEMENT OF J.W. CARR HOLDINGS LTD., SPRUCE</i>
	)	<i>GROVE INDUSTRIAL PARK INC., 272649 ALBERTA LTD., 279896</i>
	)	<i>ALBERTA LTD., GRANDE PRAIRIE PLACE ENTERPRISES (1996)</i>
	)	<i>INC., 1170292 ALBERTA LTD. and 627612 ALBERTA LTD.</i>

I, Erinn Wilson, of the City of Calgary, in the Province of Alberta, Barrister and Solicitor,
DO CERTIFY that:

1. I remotely commissioned the affidavit of Sean Collins dated July 19, 2023, attached hereto, using videoconferencing software in accordance with the procedure set out in the Court of King's Bench of Alberta Notice to the Profession and Public NPP#2020-02 regarding Remote Commissioning of Affidavits for Use in Civil and Family Proceedings During The COVID-19 Pandemic.
2. The remote commissioning process was necessary because it was impossible or unsafe, for medical reasons, for the deponent and I to be physically present together.

IN TESTIMONY WHEREOF I have hereunto subscribed my name and affixed my seal of office at the City of Calgary, in the Province of Alberta, this 19th day of July, 2023.



Erinn Wilson
A Commissioner for Oaths in and for the
Province of Alberta

Erinn V. Wilson
Barrister & Solicitor