Form 49
[Rule 13.19]

COURT FILE NUMBER	2303 06543
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CLERK OF THE COURT

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	**AFFIDAVIT**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	MLT Aikins LLP 2200, 10235 – 101st Street Edmonton, Alberta T5J 3G1 **Attention: Jeffrey M. Lee, K.C./ Mandi Deren-Dubé** Phone: (306) 975-7136/ (780) 969-3518 Fax: (306) 975-7145/ (780) 969-3549 Email: jmlee@mltaikins.com/mderendube@mltaikins.com File No.: 0159371.00008

THIRD SUPPLEMENTAL AFFIDAVIT OF MARJORIE CARR

Sworn on July 17, 2023

I, Marjorie Carr, of Sherwood Park, Alberta, SWEAR AND SAY THAT:

1. I am the sole director of J.W. Carr Holdings Ltd. (the "**Carr Holdings**"), Spruce Grove Industrial Park Inc., 272649 Alberta Ltd. ("**272**"), 279896 Alberta Ltd., Grande Prairie Place Enterprises (1996) Inc. ("**GPPE**"), 1170292 Alberta Ltd. and 627612 Alberta Ltd. (collectively, the "**Carr Group**"), and as such I have personal knowledge of the facts and matters sworn to herein, except where stated to be sworn based upon information and belief, in which case I verily believe those matters to be true.

2. This Affidavit (the "**Fourth Carr Affidavit**") should be read in conjunction with the prior Affidavits which I have sworn in this matter, including the Affidavit sworn by me on April 10, 2023 (the "**First Carr Affidavit**"), the Affidavit sworn by me April 20, 2023 (the "**Second Carr Affidavit**") and the Affidavit sworn by me on June 19, 2023 (the "**Third Carr Affidavit**").

3. I am swearing this Affidavit in support of an application by Carr Holdings for relief under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 (the "**CCAA**"), and specifically an extension of the deadlines in the Sales Investment and Solicitation Process Order (the "**SISP Order**") granted by the Court on April 26, 2023, and an extension of the stay of proceedings imposed by the Amended and Restated Initial Order (the "**ARIO**") granted by the Court on April 26, 2023 from August 31, 2023 to October 31, 2023.

I. STATUS OF SALES INVESTMENT AND SOLICITATION PROCESS

4. For purposes of this Affidavit, the real property of the Carr Group can be divided into two broad categories, namely:

   a) those properties subject to the standard process contemplated in the SISP Order (the "**SISP Properties**"), and

   b) those properties listed in paragraph 53 of Appendix "A" of the SISP Order (the "**Paragraph 53 Properties**"), which properties are subject to a modified sales process described below.

5. The SISP Properties primarily comprise commercial income-generating properties. The Paragraph 53 Properties comprise vacant lots and plots of land of various sizes, as well as residential condominiums, apartments, and duplexes.

6. As described below, the Applicants, with the assistance of the Monitor and the Selling Agents, have made significant progress toward liquidating both the SISP Properties and the Paragraph 53 Properties, in the manner contemplated in the ARIO and the SISP Order.

A. <u>SISP Properties</u>

7. Commencing immediately after the granting of the SISP Order, the Applicants and the Monitor worked diligently with the Selling Agents to finalize listing agreements and to begin marketing the SISP Properties.

8. As described in paragraphs 27 to 31 of the Third Carr Affidavit, the firm of Colliers MacAulay Nicholls Inc. ("**Colliers**"), the Selling Agent for the properties owned by GPPE (the "**Colliers Marketed Properties**"), requested an extension to the deadlines imposed by the SISP Order in regard to the Colliers Marketed Properties, in order to allow further time to engage with targeted

purchasers and in order to allow purchasers to conduct additional due diligence regarding the Colliers Marketed Properties, including obtaining Environmental Assessment Reports and Building Condition Assessment Reports.

9. Colliers proposed to extend the deadlines in the SISP as follows (the "**Modified SISP Deadlines**"):

Milestone	**Original SISP ORDER Deadline**	**Modified SISP ORDER Deadline**
Selling Agents to initiate marketing	April 26, 2023	April 26, 2023
Phase 1 Bid Deadline	June 5, 2023	July 17, 2023
Phase 2 Bid Deadline	July 14, 2023	August 25, 2023
Court Approval	July 28, 2023	September 8, 2023
Closing of Transaction(s)	August 31, 2023	October 12, 2023

10. On June 2, 2023, prior to the conclusion of the Phase 1 Bid Deadline, counsel for the Applicants wrote to all of the affected senior secured creditors (the "**Affected Creditors**") and sought the consent of the Affected Creditors, the Monitor, and the Interim Lender (collectively, the "**Affected Parties**") to vary the deadlines in the SISP. Attached and marked as **Exhibit "A"** to this Affidavit is a copy of the June 2, 2023 correspondence from MLT Aikins LLP to all Affected Parties described in this paragraph (the "**June 2 Extension Request**").

11. I am advised by counsel for the Applicants that all of the Affected Parties with the exception of Roynat have indicated their agreement to the Modified SISP Order Deadlines by way of countersigning the June 2 Extension Request. I am further advised that following discussions between counsel, Roynat agreed to defer its decision on the Modified SISP Deadlines until following the Phase 1 Bid Dadline of July 17, 2023.

12. The properties which remain subject to the original SISP deadlines (the "**Remaining SISP Properties**") are as follows (using the defined terms for these properties identified in paragraphs 97 (g) and 102 of the First Carr Affidavit):

    a) the Tundra Building;

    b) the Iron Nation Building;

c) the Ovintiv Building; and

d) the Park Avenue Vacant Lots.

13. The deadline for Phase 2 binding offers for the Remaining SISP Properties was July 14, 2023.

14. I have been informed by the Monitor and by counsel for the Applicants that requests have been made to the Monitor by Colliers, NAI, and by certain interested purchasers to extend the SISP deadlines in respect of the Remaining SISP Properties in order to have the SISP deadlines for the Remaining SISP Properties align with the Modified SISP Deadlines (the "**Requested Extension**").

15. The Requested Extension has been made for a number of reasons, including the fact that two prospective purchasers of the Colliers Marketed Properties have indicated that they may be interested in submitting global offers which will include the Remaining SISP Properties (in whole or in part).

16. I have been advised by the Monitor that the Monitor supports and recommends this extension, and that the Monitor has directly contacted all the Affected Creditors to seek their consent to the Requested Extension. Some of the Affected Creditors have requested further information regarding the basis for the extension, but to date no creditor has opposed this request. Attached and marked as **Exhibit "B"** to this Affidavit is a true copy of a letter dated July 15, 2023 from Ernst & Young Inc, setting out the basis for the Requested Extension and the responses received from the Affected Creditors.

17. By way of a letter and e-mail correspondence dated July 16, 2023, counsel for the Applicants provided courtesy copies of the proposed Amended & Restated SISP Order being sought by the Applicants to counsel for all of the Affected Secured Creditors, seeking their input regarding the Requested Extension. Attached and marked as **Exhibit "C"** to this Affidavit is a true copy of the July 16, 2023 letter and e-mail correspondence from MLT Aikins LLP to the Affected Secured Creditors (the "**July 16 Extension Request**").

18. Based on the foregoing information, it is the position of the Applicants that it is in the best interests of the Applicants and all of their creditors for the Requested Extension to be granted, as the Requested Extension will allow additional purchasers to submit offers and will provide existing prospective purchasers with the necessary time required to finalize those transactions. Further, the Requested Extension is expected to result in superior offers to purchase the real estate assets of the Applicants.

B. Paragraph 53 Properties

19. The SISP Order expressly provides that the Applicants, in consultation with the Monitor and the Selling Agents, may determine that it is appropriate to dispense with the requirement for an LOI and proceed to list for immediate sale all of the Paragraph 53 Properties. The Applicants, in consultation with the Monitor and with the Selling Agents, did in fact determine that it was appropriate to dispense with the requirement for an LOI in regard to the Paragraph 53 Properties and have been actively marketing the Paragraph 53 Properties more or less continuously since the date of the SISP Order.

20. On June 2, 2023 (prior to the conclusion of the Phase 1 Bid Deadline), counsel for the Applicants wrote to all of the Affected Parties to advise of the Applicants' intention to dispense with the requirement for an LOI in respect of the Paragraph 53 Properties (the "**SISP Modification**"). Attached and marked as **Exhibit "D"** to this Affidavit is a true copy of one example of the June 2, 2023 letters from MLT Aikins LLP to the Affected Parties (the "**June 2 SISP Modification Request**").

21. I have been informed by the Monitor and by counsel for the Applicants that the Monitor, the Interim Lender, and nine of the eleven Affected Creditors have indicated in writing their agreement to the SISP Modification by way of countersigning the June 2 SISP Modification Request. I am further advised that the remaining three Affected Creditors have not indicated any opposition to the SISP Modification.

22. Owing to the sales requiring court approval, there were initially some procedural issues in regard to proposed sales of the Applicants' real property to work through with the Selling Agents. However, the Applicants and the Monitor have worked diligently to answer all of the Selling Agents' questions and to establish a prompt, relible and timely process that provides comfort to both the Selling Agents and to prospective purchasers while reducing the costs associated with selling the Paragraph 53 Properties.

23. One such example of this is the Application brought by the Applicants on May 23, 2023 for an expedited process for obtaining Court approval of sales of certain of the lower value Paragraph 53 Properties, including certain vacant lots, residential condominiums, apartments, and duplexes (the "**Expedited SAVO Properties**"). This Application resulted in four Orders permitting the Applicants to obtain Court approval of sales that meet certain pre-defined criteria, by way of

desktop Application (without notice) to Justice Nielson, or alternatively, another available Justice on the Commercial List (the "**Expedited SAVO Protocol Orders**").

24. The Applicants and the Monitor have expended significant effort developing a protocol for entering into purchase and sale agreements in respect of these lower value properties, which has resulted in a streamlined and cost effective method for closing on transactions, resulting in the highest possible net benefit to the creditors.

25. As a result of these efforts, in addition to the two SAVO Orders obtained on April 26, 2023, the Applicants have to date obtained Expedited SAVO Orders on four purchase agreements ("**PSAs**") in respect of Expedited SAVO Properties, each of which is expected to close shortly. In addition to these approved sales, the Applicants are expected to seek Expedited SAVO Orders on an additional ten offers which are presently at various stages of negotiation, execution, and approval. Attached and marked as **Exhibit "E"** to this Affidavit is a redacted copy of a spreadsheet illustrating the status of the various offers and agreements presently in progress on the Expedited SAVO Properties.

II. FURTHER EFFORTS UNDERTAKEN BY THE CARR GROUP TO FACILITATE THE OBJECTIVES OF THE CCAA

26. In addition to advancing the SISP and executing ongoing sales of the Paragraph 53 Properties, the Carr Group continues to actively engage with its creditors and to take all steps necessary to maximize the value of the Carr Group's assets. Such steps include, but are not limited, to the following actions of the Applicants:

a) Seeking and obtaining an Order of the Court on June 29, 2023 approving the sale of certain shares (the "**R'Ohan Shares**") of a privately held company known as R'Ohan Well Services Ltd. ("**R'Ohan**") which were owned by J.W. Carr Holdings Ltd. ("**Carr Holdings**");

b) Closing the sale of the R'Ohan Shares on July 4, 2023;

c) Taking steps to recover rents garnished after the date on which the stay of proceedings came into effect by The Owners: Condominium Plan No. 8722944 ("**Central Park**");

d) Actively working with the City of Grande Prairie and the Affected Parties to address bylaw compliance issues on vacant lots at the lowest cost to the senior secured creditors; and

e) Making efforts to work with the senior secured creditors of KCM Construction (2022) Ltd. ("**KCM**"), an insolvent subsidiary of the Carr Group, in order to sell certain assets held by KCM and in order to cause KCM to vacate the space in the Clarient Building previously occupied by KCM.

A. R'ohan Share Sale

27. As described in the Third Carr Affidavit, R'Ohan is a corporation incorporated pursuant to the laws of the Province of Alberta, carrying on business as a specialized oilfield service company. Prior to June 30, 2023, Carr Holdings was the registered and beneficial owner of 42.5% of the common voting shares of R'Ohan, being 4,215 Class "A" common voting shares (the "**Shares**").

28. On or about February 6, 2023, due to the financial difficulties facing the Carr Group, Carr Holdings engaged the services of the Camilla Group ("**Camilla**") to market and sell the Shares. Following extensive marketing efforts by Camilla, Carr Holdings entered into a share purchase agreement with a third party in respect of the Shares, with a closing date of June 30, 2023 (the "**Transaction**").

29. The Carr Group sought and obtained Court approval of the Transaction on June 29, 2023. The Transaction has since closed, and the proceeds have been paid to the Monitor to be held by it in trust, pending further Court Order.

B. Central Park Condominium Garnishment

30. As described at paragraph 34 of the Second Carr Affidavit, as at the date of the Initial Order, Central Park was garnishing all of the rental income from the Central Park Condos. This rental income was collected by Braden Equities, a property manager retained by the Carr Group, and paid directly to Central Park pursuant to its right of garnishment that existed prior to the CCAA stay of proceedings coming into effect.

31. The issue of whether and to what extent Central Park had an ongoing right of garnishment was expressly argued before Mr. Justice Gill on April 19, 2023, prior to the CCAA Initial Order being granted. The Court concluded that the stay of proceedings applied to Central Park and that Central Park was prohibited from continuing to garnish rental income after the date on which the CCAA stay of proceedings came into effect.

32. On May 15, 2023, counsel for the Applicants received a letter from counsel for the Central Park Condominium Board informing the Applicants that, subsequent to the date of the Initial Order,

Central Park received the amount of $21,718.78 (the "**Garnished Funds**") from Braden Equities (who apparently had not been advised of the existence of the CCAA stayof proceedings). Central Park sought to retain a portion of the Garnished Funds as those funds were attributable to the period prior to the Stay. Attached and marked as **Exhibit "F"** to this Affidavit is a true copy of the May 15, 2023 letter from counsel for Central Park described in this paragraph.

33. The Applicants took steps to ensure that all future funds were paid by Braden Equities directly to the Applicants, in accordance with the CCAA stay of proceedings. The Applicants also reviewed the position set out by counsel for Central Park, and in consultation with the Monitor, concluded that Central Park had no right to retain any portion of the Garnished Funds. Attached and marked as **Exhibit "G"** to this Affidavit is a true copy of the letter dated July 9, 2023 from counsel for the Carr Group, advising Central Park of this position.

34. To date, no substantive response has been received from Central Park to the correspondence described in the immediately preceding paragraph. The Carr Group is currently not paying condominium fees to Central Park, and is prepared to allow Central Park to deduct current condo fees accruing from the date of the stay from the Garnished Funds. However, the Carr Group requires a response from Central Park regarding the current monthly condominium fees owing in order to complete a reconciliation of the outstanding amounts owed.

C. <u>Notices from City of Grande Prairie Regarding Certain Vacant Lots</u>

35. On June 29, 2023, the Carr Group received notices pursuant to the *Municipal Government Act*, RSA 2000, c M-26 (the "**MGA**") from the City of Grande Prairie, in respect of certain vacant lots owned by the Carr Group (the "**Notices**"). Attached and marked as **Exhibit "H"** to this Affidavit are true copies of the Notices received from the City of Grande Prairie, which identify certain lots in Northridge 6, Northridge 7, and two lots in Vision West/Centre West.

36. The Carr Group consulted with the Monitor prior to completing this work. On the advice of the Monitor, the Carr Group concluded that the costs of such work would have to be borne by the first charge secured creditors, as the vacant lots are not generating any income.

37. Since that time, the Applicants have worked diligently to obtain quotes from contractors to complete this work, to obtain consents from the first charge secured creditors to cover these costs, and to communicate with the City of Grande Prairie regarding this issue. As of the date of this Affidavit, the Applicants have obtained the consent of the majority of the first charge secured

creditors on the affected lots in the Notice, and have retained a third party contractor to complete this work on all of the lots in Northridge 6 and Northridge 7 (and not just the lots particularized lots identified in the Notices).

38. The Applicants have been advised by the Bylaw officer that similar notices are going to follow on the O'Brien Lake Lots. The Applicants have contacted the first charge secured creditor on the O'Brien Lake Lots about this issue, and are awaiting a response.

D. Disposition of KCM Assets

39. As described in the First Carr Affidavit, KCM Construction (2022) Ltd. ("**KCM**") is a wholly owned subsidiary of Carr Holdings. KCM was previously operated by employees. KCM's operations have ceased due to a lack of funds. KCM has not been included as a party to these CCAA proceedings, as there is no possibility that a restructuring or an orderly liquidation of KCM 2022 would result in any net benefit to creditors.

40. Until it ceased operations, KCM was a tenant of the Clarient Building. KCM's personal property remains in the Clarient Building, as KCM has no remaining employees to dispose of its assets. To date, KCM's secured creditors have not realized on the assets of KCM.

41. In addition to certain miscellaneous personal property, KCM owns a number of partially completed homes (collectively with the personal property of KCM, the "**KCM Assets**"). The first mortgagee on title to these properties is ATB Financial ("**ATB**"). Counsel for ATB has advised that it is the position of ATB that KCM's debt to ATB is also secured by the mortgage that ATB has over the Ovintiv Building, pursuant to a guarantee given by 272649 Alberta Ltd. ("**272**").

42. The Applicants have worked diligently with ATB and with other secured creditors, in order to determine a process for the orderly disposition of the KCM Assets. Efforts are underway to dispose of the KCM Assets in the Clarient Building, and discussions remain ongoing regarding the real property.

43. The purpose of these efforts is twofold, namely:

    a. To cause KCM to vacate the space in the Clarient Building, thereby improving the value, the state of market readiness and the income-generating ability of the Clarient Building; and

b. To pay down the debt owed to ATB by KCM, which will result in a corresponding reduction in the amount owed by 272 to ATB, and will possibly drive an enhanced return to unsecured creditors.

44. For all of the foregoing reasons, I believe that the Applicants are continuing to act diligently, in good faith, and in the best interests of all creditors. The steps taken by the Applicants to date demonstrate that the CCAA process being pursued by the Applicants is achieving its intended result, namely: an orderly liquidation of the Applicants' real estate at the lowest possible cost, in order to retire the secured debt owed by the Applicants and to fund a proposal to the unsecured creditors of the Applicants.

45. An extension to the stay of proceedings is also necessary in the circumstances, given the proposed extensions to the SISP timelines that have been requested. Extending the stay of proceedings in regard to the entirety of the Applicants' assets will also provide the Carr Group with additional time within which to continue to sell the Paragraph 53 Properties on an ongoing basis at the lowest possible cost, which is also in the best interests of all stakeholders.

46. I swear this Affidavit in support of the July 26 Application.

SWORN BEFORE ME at Edmonton, Alberta)
this 17th day of July, 2023.)
)
)
)
)
A Commissioner for Oaths in and for the)
Province of Alberta

Mandi Deren-Dube
Barrister and Solicitor

MARJORIE CARR

MLT AIKINS

WESTERN CANADA'S LAW FIRM

This is Exhibit "A" referred to in the Affidavit of Marjorie Carr

Sworn before me this 17th day

Of July A.D., 2023

A Notary Public, A Commissioner for Oaths in and for Alberta

Mandi Deren-Dube
Barrister and Solicitor

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June 2, 2023

McCarthy Tétrault LLP
Suite 4000, 421 – 7th Avenue SW
Calgary, AB T2P 4K9

Attention: Mr. Sean Collins (Via E-Mail to scollins@mccarthy.ca)

McMillan LLP
1700, 421 – 7th Avenue SW
Calgary, AB T2P 4K9

Attention: Mr. Adam Maerov (Via E-Mail to Adam.Maerov@mcmillan.ca)

Duncan & Craig LLP
2800 Scotia Place, 10060 Jasper Avenue
Edmonton, AB T5J 3V9

Attention: Mr. Darren Bieganek, K.C. (Via E-Mail to dbieganek@dcllp.com)

MGB Investments Ltd.
c/o Norton Rose Fulbright Canada
Suite 3700
400 – 3rd Avenue SW
Calgary, AB T2P 4H2

Attention: Mr. Gunnar Benediktsson (Via E-Mail to gunnar.benediktsson@nortonrosefulbright.com)

Dear Sirs/Mesdames:

Re: In the Matter of the *Companies' Creditors Arrangement Act*, RSC 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. (collectively, the "Applicants") (Court of King's Bench of Alberta, Court File No.: 2303 06543, Judicial Centre of Edmonton) (the "CCAA Proceedings")

We are counsel to Grande Prairie Place Enterprises (1996) Inc. ("**GPPE**") and 272649 Alberta Ltd. ("**272 AB Ltd**.") in regard to the CCAA Proceedings.

We write to Mr. Collins in his capacity as counsel to Ernst & Young Inc., court-appointed monitor of the Applicants (the "**Monitor**"). We write to Mr. Maerov in his capacity as counsel to The Bank of Nova Scotia ("**BNS**") and Servus Credit Union Ltd. ("**Servus**"). We write to Mr. Bieganek in his capacity as counsel to Roynat Inc. ("**Roynat**"). We write to Mr. Benediktsson in his capacity as counsel to MGB Investments Ltd. (the "**Interim Lender**").

We refer to the enclosed Sales and Investment Solicitation Process Order of the Honourable Justice J.T. Neilson pronounced in the CCAA Proceedings on April 26, 2023 and filed on April 27, 2023 (the "**SISP Order**"). Words and phrases contained in this letter which begin with capital letters but which are not expressly defined herein shall have the respective meanings ascribed thereto in the SISP Order.

Paragraph 52 of Appendix A to the SISP Order read as follows:

> 52. The Applicants and the Monitor, with input from the applicable Senior Secured Lenders and the Interim Lender shall have the right to modify the SISP if, in their reasonable business judgment, such modification will enhance the process or better achieve the objectives of the SISP, provided any modification is limited to non-material changes that do not materially alter, amend, or prejudice the rights of the applicable Senior Secured Lenders. Notwithstanding the foregoing and for greater certainty, any modification to the dates or milestones identified in paragraph 15 hereof will represent material changes that require the written approval of the Affected Senior Secured Lender(s) acting reasonably. (Emphasis added)

By means of e-mail correspondence dated June 2, 2023 enclosed with this letter, Rod Connop of Colliers Macaulay Nicolls Inc. ("**Colliers**") has requested the proposed extensions to the deadline dates in paragraph 15 of Appendix A to the SISP Order set out below in regard to the following eight Properties currently being marketed by Colliers (the "**Colliers Marketed Properties**"), namely:

The Clariant Building	Colliers Macaulay Nicolls Inc.
214 Place North	Colliers Macaulay Nicolls Inc.
214 Place South	Colliers Macaulay Nicolls Inc.
214 Place West Parking Lot	Colliers Macaulay Nicolls Inc.

The Nordic Court Building	Colliers Macaulay Nicolls Inc.
The Nordic Court Parking Lot	Colliers Macaulay Nicolls Inc.
The Professional Building	Colliers Macaulay Nicolls Inc.
O'Brien Place	Colliers Macaulay Nicolls Inc.

Milestone	**Original SISP ORDER Deadline**	**Modified SISP ORDER Deadline Requested by Colliers**
Selling Agents to initiate marketing	April 26, 2023	April 26, 2023
Phase 1 Bid Deadline	June 5, 2023	July 17, 2023
Phase 2 Bid Deadline	July 14, 2023	August 25, 2023
Court Approval	July 28, 2023	September 8, 2023
Closing of Transaction(s)	August 31, 2023	October 12, 2023

Based on this request from Colliers, each of GPPE and 272 AB Ltd. have determined that it is appropriate to modify the SISP in regard to the Colliers Marketed Properties so as to:

a) revise the Phase 1 Bid Deadline Date for the Colliers Marketed Properties from June 5, 2023 to July 17, 2023;

b) revise the Phase 2 Bid Deadline Date for the Colliers Marketed Properties from July 14, 2023 to August 25, 2023;

c) revise the Court Approval Deadline Date for the Colliers Marketed Properties from July 28, 2023 to September 8, 2023; and

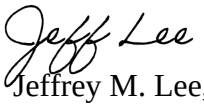
d) revise the Deadline Date for Closing of Transactions for the Colliers Marketed Properties from August 31, 2023 to October 12, 2023.

Kindly indicate the written agreement of the Monitor, BNS, Servus and the Interim Lender to these arrangements by signing the bottom portion of the duplicate copy of this letter and returning same to us.

Thank you for your anticipated cooperation.

Yours truly,

MLT AIKINS LLP

Per: 
Jeffrey M. Lee, K.C.

JML:crb

cc: J.W. Carr Holdings Ltd.

cc: MLT Aikins LLP
Attn: Mandi Deren-Dubé

cc: Ernst & Young Inc.
Attn: Matt McCulloch, Evan MacKinnon, Peter Chisholm and Duncan Yang

cc: MGB Investments Ltd.
Attn: Mike Broadfoot

[Rest of Page Left Blank Intentionally; Signature Page to Follow]

The arrangements described in this letter are hereby acknowledged and agreed to.

Ernst & Young Inc., by its solicitors and authorized agents, McCarthy Tétrault LLP

Per: _____
Sean Collins

The Bank of Nova Scotia, by its solicitors and authorized agents, McMillan LLP

Per: _____
Adam Maerov

Servus Credit Union Ltd., by its solicitors and authorized agents, McMillan LLP

Per: _____
Adam Maerov

Roynat Inc., by its solicitors and authorized agents, Duncan & Craig LLP

Per: _____
Darren Bieganek, K.C.

MGB Investments Ltd., by its solicitors and authorized agents, Norton Rose Fulbright LLP

Per: _____
Gunnar Benediktsson

Ernst & Young Orenda Corporate Finance Inc.
2200, 215 2nd St SW, Calgary, Alberta
T2P 1M4

Tel: +1 403 290 4100
ey.com/ca

This is Exhibit "B" referred to in the Affidavit of
Marjorie Carr
Sworn before me this 17th day
Of July A.D., 2023
Mandi D
A Notary Public, A Commissioner for Oaths
in and for Alberta
Mandi Deren-Dube
Barrister and Solicitor

July 15, 2023

VIA EMAIL

MLT Aikins LLP
Suite 2200, 10235 – 101 Street
Edmonton, AB T5J 3G1

Attention: Jeffrey M. Lee, K.C. / Mandi Deren-Dubé

Re: **In the Matter of the Grande Prairie Place Enterprises (1996) Inc., 272649 Alberta Ltd., 1170292 Alberta Ltd., Spruce Grove Industrial Park Inc., 627612 Alberta Ltd., and J.W. Carr Holdings Ltd. (the "Carr Group"); Court Action No. 2303-06543**

Request for Global Extension to SISP Timelines – For distribution to First Charge Mortgagees

The following letter contains an update on the status of the SISP and other sales processes underway in respect of the real property of the Carr Group.

I. Current SISP Timelines and Other Sales Processes

As you are aware, the timelines for the Sale and Investment Solicitation Process (the "**SISP**") set out in the Order granted April 26, 2023 by the Honourable Justice Neilson have been extended at the request of Rod Connop of Colliers Macaulay Nicolls Inc. ("**Colliers**"), in respect of the following eight Properties currently being marketed by Colliers (the "**Colliers Marketed Properties**"), namely:

The Clariant Building	Colliers Macaulay Nicolls Inc.
214 Place North	Colliers Macaulay Nicolls Inc.
214 Place South	Colliers Macaulay Nicolls Inc.
214 Place West Parking Lot	Colliers Macaulay Nicolls Inc.

The Nordic Court Building	Colliers Macaulay Nicolls Inc.
The Nordic Court Parking Lot	Colliers Macaulay Nicolls Inc.
The Professional Building	Colliers Macaulay Nicolls Inc.
O'Brien Place	Colliers Macaulay Nicolls Inc.

The timelines for the SISP on the Colliers Marketed Properties were extended by agreement with the senior affected secured creditors to the following dates:

Milestone	**Original SISP ORDER Deadline**	**Modified SISP ORDER Deadline**
Selling Agents to initiate marketing	April 26, 2023	April 26, 2023
Phase 1 Bid Deadline	June 5, 2023	July 17, 2023
Phase 2 Bid Deadline	July 14, 2023	August 25, 2023
Court Approval	July 28, 2023	September 8, 2023
Closing of Transaction(s)	August 31, 2023	October 12, 2023

The balance of the real property owned by the Carr Group can be categorized as follows:

1. Properties that are currently subject to the original SISP timelines, being the following:

    a. Tundra Building

    b. Iron Corr Pro

    c. Ovintiv

    d. Park Avenue

    (the "**Remaining SISP Properties**")

2. Properties that the requirement for delivery of a binding LOI has been omitted, which includes:

    a. All of the properties subject to the Expedited SAVO Protocol Orders granted May 23, 2023, being the following:

        i. Hillcrest Lots - Six vacant single-family residential lots in the Hillcrest neighbourhood of Grande Prairie, Alberta;

        ii. Northridge 6 Lots - Seven vacant single-family residential lots in Phase 6 of the Northridge subdivision in Grande Prairie, Alberta;

        iii. Northridge 7 Lots (Single Family) - 32 remaining vacant lots in Phase 7 of the Northridge residential subdivision in Grande Prairie, Alberta;

        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;

        v. O'Brien Lake – Phase 2 - 20 remaining vacant lots in the O'Brien Lake residential subdivision in Grande Prairie, Alberta;

        vi. Fort Saskatchewan Duplexes - ten residential duplexes in Fort Saskatchewan, Alberta;

        vii. Central Park Condos - 23 condominium units in Edmonton, Alberta;

        viii. Rosedale Condos – 15 condominium units in Edmonton, Alberta;

        ix. Inverness Condos - 15 condominium units and parking stalls in Grande Prairie, Alberta; and

        x. Spruce Grove Lots – six undeveloped commercial lots in Spruce Grove, Alberta;

        (collectively, the "**Expedited SAVO Properties**").

b. Certain other properties where we have determined that a binding LOI process is not warranted, including:

   i. Juniper Apartments;

   ii. Wetaskiwin Lands;

   iii. O'Brien Lake Residual Lands;

   iv. Northridge Residual Lands;

   (collectively, the "**Other Properties**")

II. Request for Extension of Timelines for Remaining SISP Properties

As set out above, the Remaining SISP Properties remain subject to the original SISP timelines set out above. Phase 2 binding offers were due on July 14, 2023.

Requests have been made to the Monitor by Colliers and NAI and by certain interested purchasers to extend the SISP deadlines in respect of the Remaining SISP Properties, and the Monitor is of the opinion that the SISP deadlines on the Remaining SISP Properties should be extended, for the following reasons:

- Two prospective purchasers have advised that they are interested in purchasing the entire portfolio of the SISP Properties (the "**Prospective Purchaser**") which includes both the Colliers Marketed Properties and certain of the Remaining SISP Properties. These prospective purchasers were introduced to the Remaining SISP Properties as a result of the marketing efforts of Colliers and NAI, and as such, require further time to evaluate the properties and submit a global offer.

- Negotiations with purchasers who have submitted binding LOIs under Phase I on the Remaining SISP Properties remain ongoing, and we are of the view that improved offers may be obtained if these negotiations are permitted to continue; and

- At least one Prospective Purchaser of a Remaining SISP Property has expressly requested further time to complete due diligence and secure financing.

For these reasons, we are of the view that extending the deadlines on the Remaining SISP Properties to coincide with the deadlines on the Colliers Marketed Properties (the "Requested Extension") is in the interest of all the stakeholders, as the Requested Extension will allow additional purchasers to submit offers and provide existing purchasers the necessary time to finalize those transactions, with one exception.

We have been advised by your office that the deadline for Court Approval that has been agreed upon for the Colliers Marketed Properties is too close to the Phase 2 bid deadline, as the filing deadline for a September 8, 2023 Application would occur two days over a weekend following the Phase 2 bid deadline which will not allow stakeholders and the Monitor sufficient time to review and assess Phase 2 bids . Accordingly, we would also recommend an extension of the deadline for Court Approval on both the Colliers Marketed Properties and the Remaining SISP Properties to September 22, 2023.

We can further advise that the Monitor has contacted all First Charge Mortgagees on the Remaining SISP Properties to obtain their positions on the Requested Extension. The Bank of Nova Scotia, Canadian Western Bank, and ATB have indicated preliminary agreement with the Requested Extension (pending a review of the formal request), and Servus Credit Union has indicated they would like us to provide the basis for this request in writing.

III. Update on Expedited SAVO Properties and Other Properties

In respect of the Expedited SAVO and Other Properties, marketing efforts are well underway, and a number of offers have been entered into by the Applicants. Schedule A to this letter is a redacted table which sets out the status of all offers received by the Applicants to date, and feedback from the Realtors about this process has largely been positive.

Counsel for the Applicants, in conjunction with the Monitor and counsel for the Monitor, have also undertaken significant effort to develop a protocol for receiving and accepting offers, obtaining the requisite approvals from the various creditors, obtaining Court Approval via the Expedited SAVO Protocol, and closing on these transactions. There will be significant economies of scale that will result from the ongoing use of this process going forward.

For all of the foregoing reasons, the Monitor is of the view that a global extension on the stay of proceedings is necessary to accommodate the Requested Extension, and would be beneficial in respect of the Expedited SAVO Properties and Other Properties.

Sincerely,

Ernst & Young Orenda Corporate Finance Inc.

Per:

Duncan Yang

From:	Jeff Lee
To:	Sean Collins (scollins@MCCARTHY.CA); Adam Maerov; Chuck Russell; LeGeyt, David (dlegeyt@bdplaw.com); Rick Reeson (rreeson@millerthomson.com); Hosking, Bryan A.; Darren R. Bieganek; Gunnar Benediktsson (he/him)
Cc:	Mari Carr; Michael Zvonkovic; Mandi Deren-Dube; Matt McCulloch; Evan MacKinnon; Peter Chisholm; Duncan Yang; Michael Broadfoot
Subject:	J.W. Carr Holdings Ltd. et al. - Proposed Amended & Restated Sales and Investment Solicitation Process Order
Date:	Sunday, July 16, 2023 2:25:29 PM
Attachments:	July 16 2023 - Letter Regarding Request to Extend SISP Deadline.pdf (Signed).pdf Letter from D. Yang to MLTA - July 15 2023.pdf July 26 Amended Restated SISP Order.docx Redline - SISP Order - Carr Group - (April 26 2023).pdf July 16 Order (Extending Stay Sealing Orders).docx

---

July 16, 2023

All:

Please see the attached letter from Jeff Lee, together with enclosures.

Regards,

Jeff Lee

Jeff Lee
Partner
(306) 975-7136 | jmlee@mltaikins.com | Saskatoon

This is Exhibit "C" referred to in the Affidavit of
Marjorie Carr
Sworn before me this 17th day
Of July A.D., 2023
Mandi
A Notary Public, A Commissioner for Oaths
In and for Alberta

Mandi Deren-Dube
Barrister and Solicitor

MLT AIKINS

WESTERN CANADA'S LAW FIRM

MLT Aikins LLP
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F: (306) 975-7145

Jeffrey M. Lee, K.C.
Direct Line: (306) 975-7136
E-mail: jmlee@mltaikins.com

Carmen R. Balzer
Legal Assistant
Direct Line: (306) 956-6956
E-mail: cbalzer@mltaikins.com

July 16, 2023

McCarthy Tetrault LLP
Suite 4000, 421 – 7th Ave SW
Calgary, AB T2P 4K9

Attention: Mr. Sean Collins (Via E-Mail to scollins@mccarthy.ca)

McMillan LLP
421 – 7th Avenue SW
Calgary, AB T2P 4K9

Attention: Mr. Adam Maerov (Via E-Mail to: Adam.Maerov@mcmillan.ca)

McLennan Ross LLP
600 McLennan Ross Building, 12220 Stony Plain Road
Edmonton, AB T5N 3Y4

Attention: Mr. Chuck Russell (Via E-Mail to chuck.russell@mross.com)

BDP LLP
2400, 525 - 8th Avenue SW
Calgary, AB T2P 1G1

Attention: Mr. David LeGeyt (Via E-Mail to dlegeyt@bdplaw.com)

Miller Thomson LLP
10155 – 102 Street, Suite 2700
Edmonton, Alberta T5J 4G8

Attention: Mr. Rick Reeson (Via E-Mail to rreeson@millerthomson.com)
Mr. Bryan Hosking (Via E-Mail to bhosking@millerthomson.com)

Duncan Craig LLP
2800, 10060 Jasper Avenue
Edmonton, Alberta T5J 3V9

Attention: Mr. Darren Bieganek (Via E-Mail to dbieganek@dcllp.com)

MLT AIKINS

WESTERN CANADA'S LAW FIRM

Norton Rose Fulbright Canada
Suite 3700
400 – 3rd Avenue SW
Calgary, AB T2P 4H2

Attention: Mr. Gunnar Benediktsson (Via E-Mail to gunnar.benediktsson@nortonrosefulbright.com)

Dear Sirs:

Re: In the Matter of the *Companies' Creditors Arrangement Act*, RSC 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. (collectively, the "Applicants") (Court of King's Bench of Alberta, Court File No.: 2303 06543, Judicial Centre of Edmonton) (the "CCAA Proceedings")

We are counsel to the Applicants in the CCAA Proceedings.

This letter is addressed to Mr. Collins (counsel to the Monitor); Mr. Maerov (counsel to The Bank of Nova Scotia and Servus Credit Union); Mr. Russell (counsel to Canadian Western Bank); Mr. LeGeyt (counsel to ATB Financial); Messrs. Reeson and Hosking (counsel to Servus Credit Union Ltd.), Mr. Bieganek (counsel to Roynat) and Mr. Benediktsson (counsel to MGB Investments Ltd.).

We refer to the Sales and Investment Solicitation Process Order of the Honourable Justice J.T. Neilson pronounced in the CCAA Proceedings on April 26, 2023 and filed on April 27, 2023 (the "**SISP Order**"). Words and phrases contained in this letter which begin with capital letters but which are not expressly defined herein shall have the respective meanings ascribed thereto in the SISP Order.

Paragraph 52 of Appendix A to the SISP Order reads as follows:

> 52. The Applicants and the Monitor, with input from the applicable Senior Secured Lenders and the Interim Lender shall have the right to modify the SISP if, in their reasonable business judgment, such modification will enhance the process or better achieve the objectives of the SISP, provided any modification is limited to non-material changes that do not materially alter, amend, or prejudice the rights of the applicable Senior Secured Lenders. Notwithstanding the foregoing and for greater certainty, any

> modification to the dates or milestones identified in paragraph 15 hereof will represent material changes that require the written approval of the Affected Senior Secured Lender(s) acting reasonably. (Emphasis added)

As you may be aware, the timelines in the SISP Order have been previously extended at the request of Rod Connop of Colliers Macaulay Nicolls Inc. ("**Colliers**"), and by written agreement with the affected secured creditors, in respect of the properties being marketed by Colliers (the "**Colliers Marketed Properties**").

By letter dated July 15, 2023 (copy enclosed), Ernst & Young Orenda Corporate Finance Inc. ("**EY**") has recommended an extension of the timelines in the SISP Order pertaining to the following additional properties subject to the SISP Order (the "**Remaining Properties**"):

a. the Tundra Building;

b. the Iron Nation Building;

c. the Ovintiv Building; and

d. the Park Avenue Vacant Lots.

As we understand it, the objective of such an extension would be to align the SISP Order timelines for the Remaining Properties with the SISP Order timelines for the Colliers Marketed Properties. The proposed extensions to the deadline dates in paragraph 15 of Appendix A to the SISP Order are set out below:

Milestone	**Original SISP ORDER Deadline**	**Modified SISP ORDER Deadline Recommended by EY**
Selling Agents to initiate marketing	April 26, 2023	April 26, 2023
Phase 1 Bid Deadline	June 5, 2023	July 17, 2023
Phase 2 Bid Deadline	July 14, 2023	August 25, 2023
Court Approval	July 28, 2023	September 22, 2023
Closing of Transaction(s)	August 31, 2023	October 12, 2023

Based on this recommendation from EY, the Applicants will be applying to Court at 10:00 am on Wednesday, July 26, 2023 for an Amended & Restated Sales and Investment Solicitation Process

Order reflecting these revised timelines as they pertain to the Colliers Marketed Properties and the Remaining Properties (the "**Amended & Restated SISP Order**").

Given these proposed amended dates, the Applicants will also apply on July 26 for an extension of the CCAA stay of proceedings (and an extension of previous Sealing Orders granted by the Court) from August 31 to October 31, 2023 (the "**Stay Extension Order**").

We enclose courtesy copies of the Amended & Restated SISP Order (in clean copy and compared to the SISP Order) and the Stay Extension Order. If you have any comments regarding these forms of Order, please let us know.

Complete application materials will be served tomorrow (July 17, 2023).

Yours truly,

MLT AIKINS LLP

Per:
Jeffrey M. Lee, K.C.

JML:crb

cc: J.W. Carr Holdings Ltd.

cc: MLT Aikins LLP
Attn: Mandi Deren-Dubé

cc: Ernst & Young Inc.
Attn: Matt McCulloch, Evan MacKinnon, Peter Chisholm and Duncan Yang

cc: MGB Investments Ltd.
Attn: Mike Broadfoot

MLT AIKINS

WESTERN CANADA'S LAW FIRM

This is Exhibit "D" referred to in the Affidavit of
Marjorie Carr
Sworn before me this 17th day
Of July A.D., 2023
A Notary Public, A Commissioner for Oaths
in and for Alberta
Mandi Deren-Dube
Barrister and Solicitor

MLT Aikins LLP
Suite 1201 - 409 3rd Avenue S
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Jeffrey M. Lee, K.C.
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E-mail: jmlee@mltaikins.com

Carmen R. Balzer
Legal Assistant
Direct Line: (306) 956-6956
E-mail: cbalzer@mltaikins.com

June 2, 2023

McCarthy Tétrault LLP
Suite 4000, 421 – 7th Avenue SW
Calgary, AB T2P 4K9

Attention: Mr. Sean Collins (Via E-Mail to scollins@mccarthy.ca)

Ogilvie LLP
Suite 1400, 10303 Jasper Avenue
Edmonton, Alberta T5J 3N6

Attention: Mr. Ronald Haggett (Via E-Mail to rhaggett@ogilvielaw.com)

MGB Investments Ltd.
c/o Norton Rose Fulbright Canada
Suite 3700
400 – 3rd Avenue SW
Calgary, AB T2P 4H2

Attention: Mr. Gunnar Benediktsson (Via E-Mail to gunnar.benediktsson@nortonrosefulbright.com)

Dear Sirs/Mesdames:

Re: In the Matter of the *Companies' Creditors Arrangement Act*, RSC 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. (collectively, the "Applicants") (Court of King's Bench of Alberta, Court File No.: 2303 06543, Judicial Centre of Edmonton) (the "CCAA Proceedings")

We are counsel to 272649 Alberta Ltd. in regard to the CCAA Proceedings.

We write to Mr. Collins in his capacity as counsel for Ernst & Young Inc., court-appointed monitor of the Applicants (the "**Monitor**"). We write to Mr. Haggett in his capacity as counsel to Stewart Hilltop Farms Ltd. ("**Stewart Hilltop Farms**"). We write to Mr. Benediktsson in his capacity as counsel to MGB Investments Ltd. (the "**Interim Lender**").

We refer to the Sales and Investments Solicitation Process Order of the Honourable Justice J.T. Neilson pronounced in the CCAA Proceedings on April 26, 2023 and filed on April 27, 2023 (the "**SISP Order**"). Words and phrases contained in this letter which begin with capital letters but which are not expressly defined herein shall have the respective meaning ascribed thereto in the SISP Order.

Paragraphs 52 and 53 of Appendix A to the SISP Order read as follows:

> 52. The Applicants and the Monitor, with input from the applicable Senior Secured Lenders and the Interim Lender shall have the right to modify the SISP if, in their reasonable business judgment, such modification will enhance the process or better achieve the objectives of the SISP, provided any modification is limited to non-material changes that do not materially alter, amend, or prejudice the rights of the applicable Senior Secured Lenders. Notwithstanding the foregoing and for greater certainty, any modification to the dates or milestones identified in paragraph 15 hereof will represent material changes that require the written approval of the Affected Senior Secured Lender(s) acting reasonably.
>
> 53. In regard to their efforts to market the Fort Saskatchewan Duplexes, the Central Park Condominiums, the Rosedale Condominiums, the Juniper Apartments, the Northridge Phase 6 Lots, the Northridge Phase 7 Lots, the Northridge Residual Lands, the O'Brien Lake Lots, the O'Brien Lake Residual Lands, the Hilcrest Lots, the Wetaskiwin Lands, the Inverness Condominiums, and the Spruce Grove Lots, the Selling Agents engaged to market those Properties may, with the consent of the Monitor and the Affected Senior Secured Lender, make such departures from the SISP as they determine in the exercise of their professional judgment, are best suited to the effective and timely marketing of those Properties, including (without limitation):
>
> (a) omitting a requirement for an LOI and moving directly to execution of a formal binding offer for such Properties; and
>
> (b) determining to list a lessor number of lots or condominiums for sale (rather than listing for sale all such lots or condominiums) in order to avoid impairing the market value of such Properties. [Emphasis Added]

272649 Alberta Ltd. has determined that, in regard to the Northridge Phase 7 Lots, it is appropriate to modify the SISP so as to omit a requirement for delivery of an LOI by interested purchasers and to move directly to execution of a formal binding offer for such Properties. In the result, the SISP would be modified such that the Phase 1 Bid Deadline of June 5, 2023 would no longer apply and no formal LOI's need be submitted in respect of the Northridge Phase 7 Lots.

Kindly indicate the written agreement of the Monitor, Stewart Hilltop Farms and the Interim Lender to these arrangements by signing the bottom portion of the duplicate copy of this letter and returning same to us.

Thank you for your anticipated cooperation.

Yours truly,

MLT AIKINS LLP

Per:
Jeffrey M. Lee, K.C.

JML:crb

cc: 272649 Alberta Ltd.

cc: MLT Aikins LLP
Attn: Mandi Deren-Dubé

cc: Ernst & Young Inc.
Attn: Matt McCulloch, Evan MacKinnon, Peter Chisholm and Duncan Yang

cc: MGB Investments Ltd.
Attn: Mike Broadfoot

The arrangements described in this letter are hereby acknowledged and agreed to.

Ernst & Young Inc., by its solicitors and authorized agents, McCarthy Tétrault LLP

Per: _____
Sean Collins

Stewart Hilltop Farms Ltd., by its solicitors and authorized agents, Ogilvie LLP

Per: _____
Ronald Haggett

MGB Investments Ltd., by its solicitors and authorized agents, Norton Rose Fulbright LLP

Per: _____
Gunnar Benediktsson

The arrangements described in this letter are hereby acknowledged and agreed to.

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Per: _____
Sean Collins

Stewart Hilltop Farms Ltd., by its solicitors and authorized agents, Ogilvie LLP

Per: _____
Ronald Haggett

MGB Investments Ltd., by its solicitors and authorized agents, Norton Rose Fulbright LLP

Per: _____
Gunnar Benediktsson

MLT AIKINS

WESTERN CANADA'S LAW FIRM

This is Exhibit "D" referred to in the Affidavit of
Marjorie Carr
Sworn before me this 17th day
Of July A.D., 2023
A Notary Public, A Commissioner for Oaths
in and for Alberta
Mandi Deren-Dube
Barrister and Solicitor

MLT Aikins LLP
Suite 1201 - 409 3rd Avenue S
Saskatoon, SK S7K 5R5
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Direct Line: (306) 975-7136
E-mail: jmlee@mltaikins.com

Carmen R. Balzer
Legal Assistant
Direct Line: (306) 956-6956
E-mail: cbalzer@mltaikins.com

June 2, 2023

McCarthy Tétrault LLP
Suite 4000, 421 – 7th Avenue SW
Calgary, AB T2P 4K9

Attention: Mr. Sean Collins (Via E-Mail to scollins@mccarthy.ca)

Ogilvie LLP
Suite 1400, 10303 Jasper Avenue
Edmonton, Alberta T5J 3N6

Attention: Mr. Ronald Haggett (Via E-Mail to rhaggett@ogilvielaw.com)

MGB Investments Ltd.
c/o Norton Rose Fulbright Canada
Suite 3700
400 – 3rd Avenue SW
Calgary, AB T2P 4H2

Attention: Mr. Gunnar Benediktsson (Via E-Mail to gunnar.benediktsson@nortonrosefulbright.com)

Dear Sirs/Mesdames:

Re: In the Matter of the *Companies' Creditors Arrangement Act*, RSC 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. (collectively, the "Applicants") (Court of King's Bench of Alberta, Court File No.: 2303 06543, Judicial Centre of Edmonton) (the "CCAA Proceedings")

We are counsel to 272649 Alberta Ltd. in regard to the CCAA Proceedings.

We write to Mr. Collins in his capacity as counsel for Ernst & Young Inc., court-appointed monitor of the Applicants (the "**Monitor**"). We write to Mr. Haggett in his capacity as counsel to Stewart Hilltop Farms Ltd. ("**Stewart Hilltop Farms**"). We write to Mr. Benediktsson in his capacity as counsel to MGB Investments Ltd. (the "**Interim Lender**").

The arrangements described in this letter are hereby acknowledged and agreed to.

Ernst & Young Inc., by its solicitors and authorized agents, McCarthy Tétrault LLP

Per: _____
Sean Collins

Stewart Hilltop Farms Ltd., by its solicitors and authorized agents, Ogilvie LLP

Per: _____
Ronald Haggett

MGB Investments Ltd., by its solicitors and authorized agents, Norton Rose Fulbright LLP

Per: _____
Gunnar Benediktsson

This is Exhibit "E" referred to in the Affidavit of
Marjorie Carr
Sworn before me this 17th day
Of July A.D., 2023
A Notary Public, A Commissioner for Oaths
In and for Alberta
Mandi Deren-Dube
Barrister and Solicitor

Sheet Last Updated: Friday, July 14, 2023

Property Name	Legal Description	Address	Property Type	Status	Company/ Entity	Conditions	Close date	Closed	Comments / Action Items
Northridge Phase 7 (April 26 SAVO)	Plan 1821491 Block 11 Lot 42	10313 128th Avenue, Grande Prairie		***Closed Deal***	[redacted]		Thursday, June 8, 2023	Closed	
O'Brien Lake - Phase 2 (April 26 SAVO)	Plan 1621950 Block 10 Lot 20	11305 O'Brien Lake Dr. Grande Prairie	Vacant lot	***Conditions waived***	[redacted]	financing on June 26, 2023	Thursday, July 6, 2023	Pending	Expected to close - issue with purchasers financing but only a matter of when not if it will close
Fort Saskatchewan Duplexes	Plan 0623072 Block 8 Lot 28A	10015A-97 St Fort Saskatchewan	Half duplex	***Conditions waived***	[redacted]	Financing condition June 28, 2023	Friday, July 21, 2023	Pending	Monitor's certificates to be sent to David on trust conditions - Amendment drafted for extension
Northridge Phase 7	Plan 1821491 Block 17 Lot 22	10205-129 Ave Grande Prairie	Single family lot	***Conditions waived***	[redacted]	Financing on June 19, 2023	Tuesday, July 18, 2023	Pending	Monitor's certificates to be sent to David on trust conditions - Amendment drafted for extension
Fort Saskatchewan Duplexes	Plan 7520666 Block 45 Lot 6	8222-99 Ave Fort Saskatchewan	Half duplex	***Conditions waived***	[redacted]	Financing condition June 23, 2023 Court approval by July 7	Friday, July 21, 2023	Pending	Amendment to be drafted for extension
Rosedale	Condo Plan 8321571 Unit 59	907, 9917 110 St NW Edmonton	Condo	***Conditions waived***	[redacted]	No financing, condo doc approval on July 5	Tuesday, July 18, 2023		
Inverness	122 174 562 +14	#116, 12330 - 102 Street Grande Prairie	Condo	***Conditions waived***	[redacted]	Condo docs, property inspection by July 17. Court approval by July 21	Thursday, August 3, 2023		
Spruce Grove Commercial Lots	Plan 1525617 Block 4 Lot 8	Vacant lot	Lot size - 2.67 acres	***Conditional deal***	[redacted]	financing and due diligence July 17	Wednesday, August 16, 2023		
Spruce Grove Commercial Lots	Plan 1525617 Block 4 Lot 9	Vacant lot	Lot size - 1.55 acres	***Conditional deal***	[redacted]	financing and due diligence July 17	Wednesday, August 16, 2023		
Inverness	122 174 562 +24	#410, 12330 - 102 Street Grande Prairie	Condo	***Conditional deal***	[redacted]	condo docs, financing, inspection and miscellaneous repairs by July 17	Thursday, August 17, 2023		
Inverness	Condo plan 0628168 Unit 390	#111, 12330 - 102 Street Grande Prairie	Condo	***Conditions waived***	[redacted]	unconditional. Court approval by July 21	14 days after court approval		
Inverness	Condo plan 0628168 Unit 388	#109, 12330 - 102 Street Grande Prairie	Condo	***Conditions waived***	[redacted]	unconditional. No court approval date	14 days after court approval		
Fort Saskatchewan Duplexes	Plan 7822913 Block 9 Lot 20	10032-97 St Fort Saskatchewan	Half duplex	***Offer negotiations***	[redacted]	Property inspection by July 6th. Seller to fix flooring issue in bathroom	Monday, July 31, 2023		
Fort Saskatchewan Duplexes	Plan 7822913 Block 9 Lot 20A	10030-97 St Fort Saskatchewan	Half duplex	***Offer negotiations***	[redacted]	Property inspection by July 6th	Monday, July 31, 2023		
Park Ave	Plan 8315AK Block 34 Lot 11-16 & Plan 8315AK Block 34 Lot 10	10121-10129-100 Ave & 10119-100 Ave Grande Prairie	Vacant commercial lots	***Offer negotiations***	[redacted]	unconditional	Friday, August 25, 2023		
Muirhurst Bay	Meridian 4, Range 28, Township 47 Section 11		Vacant land 80.5 acres	***Offer negotiations***	[redacted]	Unconditional. Court approval by July 26	Tuesday, August 15, 2023		
O'Brien Lake - Phase 2	Plan 1621850 Block 7 Lot 13	6046-114A Street Grande Prairie	Vacant lot	***Offer negotiations***	[redacted]	2 weeks financing			
Centre West Lots	Plan 1523374 Block 2 Lot 8	South of Highway 43 between 116th Street and 120th Street Grande Prairie	2.63 acre lot	***Offer negotiations***	[redacted]				

MILLER THOMSON
AVOCATS | LAWYERS

MILLER THOMSON LLP
COMMERCE PLACE
10155 - 102 STREET, SUITE 2700
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CANADA

T 780.429.1751
F 780.424.5866

MILLERTHOMSON.COM

May 15, 2023

Roberto Noce, KC
Direct Line: 780.429.9728
rnoce@millerthomson.com

File: 222016.53

Via Email - Mandi Deren-Dube <MDerendube@mltaikins.com>

MLT Aikins
2200, 10235-101 Street
Edmonton, AB T5J 3G1

Attention: Mandi Deren-Dube

Re: The Owners: Condominium Plan No. 872 2944 v. J. W. Carr Holdings Ltd.

On May 9, 2023, we received a cheque from J.W. Carr's property manager, Braden Equities Inc., in the sum of $21,718.78, representing the April rents for the property at 9916-113 Street, Edmonton, Alberta.

Given the fact that the Amended and Restated CCAA Initial Order was granted on April 26, 2023, we intend to retain $18,822.96 ($21,718.78 divided by 30 days = $723.96 per diem; 26 days X $723.96 per diem = $18,822.96) for the benefit of our client. Please advise us as to where the balance of the funds ($2,895.82) should be forwarded to and payable to whom.

Yours truly,

MILLER THOMSON LLP

Per: Roberto Noce

Roberto Noce, K.C.
RN/as

69847106.3

c. Client

This is Exhibit "F" referred to in the Affidavit of
Marjorie Carr
Sworn before me this 17th day
Of July A.D., 2023

A Notary Public, A Commissioner for Oaths
in and for Alberta

Mandi Deren-Dube
Barrister and Solicitor

This is Exhibit "G" referred to in the Affidavit of
Marjorie Carr
Sworn before me this 17th day
Of July A.D., 2023
A Notary Public, A Commissioner for Oaths
in and for Alberta
Mandi Deren-Dube
Barrister and Solicitor

MLT AIKINS
WESTERN CANADA'S LAW FIRM

MLT Aikins LLP
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F: (780) 969-3549

July 9, 2023

Mandi A. Deren-Dube
Direct Line: (780) 969-3518
E-mail: mderendube@mltaikins.com

Carly J. Toronchuk
Lawyer
Direct Line: (780) 969-5096
E-mail: ctoronchuk@mltaikins.com

Via Email: rnoce@millerthomson.com

Miller Thomson LLP
2700 Commerce Place
10155 – 102 Street
Edmonton, AB T5J 4G8

Attention: Roberto Noce, K.C.

Dear Sir:

Re: **The Owners: Condominium Plan No. 872 2944 v. J.W. Carr Holdings Ltd; and in the matter of the Companies' Creditors Arrangement Act, R.S.C. 1985, c C-36 and in the matter of a plan or compromise or arrangement of J.W. Carr Holdings Ltd. et. al. (the "Carr Group");**
Action No.: **2303 – 06543**
MLT Aikins File No: **159371.8**

We write in response to your correspondence dated May 15, 2023, in which you advise that your clients, the Central Park Condominium Corporation ("**Central Park**") seek to retain a portion of the April rents which were garnished from the Carr Group's tenants and paid to your client after the date the stay of proceedings came into effect in the above noted Action (the "**April Rents**").

Our understanding of the relevant background facts is as follows.

1. Prior to the stay of proceedings, Braden Equities Inc. ("**Braden**") was remitting all of the rents received directly Central Park, per its right to garnish rents under the *Condominium Property Act*, RSA 2000, c C-22 (the "**Garnishment**").
2. A stay of proceedings came into effect in respect of the Carr Group, pursuant to the Initial Order granted in the above noted Action on April 19, 2023 (the "**CCAA Stay**"). This was extended by the Amended and Restated Initial Order granted April 26, 2023 (the "**ARIO**").
3. Per your letter of May 15, 2023, you have advised that after the date the CCAA Stay came into effect, you received the total sum of $21,718.78 from Braden, representing the April Rents. We have been advised by Braden that this cheque was sent to you on May 9, 2023, after the CCAA Stay came into effect.
4. Our understanding is that you continue to hold these funds in your trust account on behalf of Central Park, and that your clients seek to retain the sum of $18,822.96, representing the pro-rata portion of the April Rents attributable to the period in April prior to the CCAA Stay coming into effect.

We have consulted with the Monitor on this issue, and we have confirmed that your client is not entitled to retain any portion of the April Rents. The CCAA Stay imposed by the CCAA Initial Order (granted on April 19, 2023), was extended until at least August 31, 2023. The ARIO expressly provided that "no proceeding or enforcement process may be commenced or continued against or in respect of the Applicants or the Monitor, or affecting the Business or the Property, except with leave of this Court, and any and all proceedings currently underway against or in respect of the Applicants or affecting the Business or the Property are hereby stayed and suspended pending further Order of the Court."

Once a stay is in effect all remedies which will impair the intention of the insolvency proceedings cease. This includes any right by your client to collect pursuant to a right of garnishment, which would result in the reduction of funds available to the Carr Group to finance the restructuring proceedings.

We appreciate that your client is implicitly asserting that it is entitled to retain the portion of the April Rents attributable to prior to the CCAA Stay, but the date upon which the funds were earned is irrelevant at law. The case law is clear that a stay of proceedings halts all enforcement efforts and entitlement to recover funds received through enforcement efforts, regardless of what period those funds were attributable to. A creditor who has not fully completed its enforcement efforts by the date the stay of proceedings comes into effect has no right of priority over any funds recovered, and has to return them [see *Stormont Chemical Ltd. (Trustee of) v Sulquisa,* 1993 CarswellOnt 185; *C&H Holdings v Chatterson,* 2005 SKQB 443; and *1635623 Alberta Ltd. (Adrenaline Diesel and Bonnie's Equipment Services Ltd.) (Re)*, 2022 ABQB 361].

The above being said, we also appreciate that the Carr Group is required to pay current condominium fees as they become due to Central Park, and it has come to our attention through discussions with Braden that the current condominium fees are not being remitted to your client. Our understanding is that this is because Braden was retained as property manager after the Garnishment came into effect, and accordingly, they had not ever previously been directed to collect or remit condominium fees directly to Central Park. As a result, Braden inadvertently paid the entirety of the rents collected in May of 2023 (the "**May Rents**") directly to the Carr Group without deducting current condominium fees. We expect that the rents for June will also be paid to the Carr Group in short order, if they have not yet already been received.

For these reasons, notwithstanding the fact that your client has no entitlement to retain the April Rents, we would be prepared to allow your client to deduct the current condominium fees owing by the Carr Group for May and June 2023, prior to remitting the funds to our office. Going forward, we will instruct Braden to deduct and remit current condominium fees directly from the rents received, but we will require the information set out below before we are able to do so.

We have attempted to determine what amounts are currently owing to Central Park for condo fees, so that we may complete a reconciliation of the current condo fees owing, but it appears that Braden does not have this information, for the reasons set out above. Our client also does not have this information readily available, due to the fact that its operations have largely ceased, and the employees who maintained this information are no longer with the organization.

Accordingly, we would request that you provide the following information along with the return of the balance of the April Rents, so that we may verify the amounts that your client is entitled to retain and ensure that the correct amounts are paid to your client going forward:

1. Confirmation of current monthly condominium fees owed on a per unit basis; and
2. Contact information for who Braden should be remitting condo fees to on a go forward basis.

Should you have any questions or wish to discuss this further, please do not hesitate to contact the undersigned.

Yours truly,

MLT AIKINS LLP

Per: Mandi A. Deren-Dubé

MXD:cjt

THE CITY OF GRANDE prairie CANADA

9910 99 Avenue
Grande Prairie, AB T8V 0R5
Phone: 780-830-5790

June 29, 2023

HAND DELIVERED
REGISTERED MAIL

272649 ALBERTA LTD.
c/o Registered Office
2400 – 10303 Jasper Ave NW
Edmonton, AB
T5J 3N6

Dear Property Owner:

Re: **NOTICE OF ENTRY FOR MUNICIPAL ENFORCEMENT - TO REMEDY CONTRAVENTIONS**
(Section 542 of the *Municipal Government Act*)
File Number: GPES2023-1768

12010 – 99 Avenue (P: 1025674 B: 1 L:3A), Grande Prairie, Alberta;
12102 – 99 Avenue (P: 0940787 B: 1 L:4), Grande Prairie, Alberta;
12902 – 102A Street (P:1821491 B:19 L:1), Grande Prairie, Alberta;
12906 – 102A Street (P:1821491 B:19 L:2), Grande Prairie, Alberta;
12910 – 102A Street (P:1821491 B:19 L:3), Grande Prairie, Alberta;
12914 – 102A Street (P:1821491 B:19 L:4), Grande Prairie, Alberta;
12809 – 102A Street (P:1821491 B:18 L:2A), Grande Prairie, Alberta;
12813 – 102A Street (P:1821491 B:18 L:2B), Grande Prairie, Alberta;
12913 – 102A Street (P:1821491 B:18 L:7A), Grande Prairie, Alberta;
12917 – 102A Street (P:1821491 B:18 L:7B), Grande Prairie, Alberta;
12921 – 102A Street (P:1821491 B:18 L:8A), Grande Prairie, Alberta;
12925 – 102A Street (P:1821491 B:18 L:8B), Grande Prairie, Alberta;
12805 – 103A Street (P:1821491 B:17 L:19), Grande Prairie, Alberta;
12738 – 103B Street (P:1821491 B:13 L:1A), Grande Prairie, Alberta;
12734 – 103B Street (P:1821491 B:13 L:1B), Grande Prairie, Alberta;
10201 – 126 Avenue (P: 1621791 B: 9 L: 24), Grande Prairie, Alberta;
10205 – 126 Avenue (P: 1621791 B: 9 L: 22), Grande Prairie, Alberta;
10206 – 126 Avenue (P:1621791 B:10 L:18), Grande Prairie, Alberta;
10205 – 127 Avenue (P:1621791 B:10 L:21), Grande Prairie, Alberta;
10213 – 127 Avenue (P:1621791 B:10 L:23), Grande Prairie, Alberta;
10202 – 127 Avenue (P:1621791 B:11 L:25), Grande Prairie, Alberta;
10210 – 127 Avenue (P:1621791 B:11 L:23), Grande Prairie, Alberta;
10225 – 128 Avenue (P:1821491 B:11 L:32), Grande Prairie, Alberta;
10237 – 128 Avenue (P:1821491 B:11 L:35), Grande Prairie, Alberta;
10309 – 128 Avenue (P:1821491 B:11 L:41), Grande Prairie, Alberta;
10313 – 128 Avenue (P:1821491 B:11 L:42), Grande Prairie, Alberta;
10201 – 128 Avenue (P:1821491 B:11 L:26), Grande Prairie, Alberta;
10213 – 128 Avenue (P:1821491 B:11 L:29), Grande Prairie, Alberta;
10217 – 128 Avenue (P:1821491 B:11 L:30), Grande Prairie, Alberta;
10245 – 128 Avenue (P:1821491 B:11 L:37), Grande Prairie, Alberta;
10341 – 128 Avenue (P:1821491 B:11 L:49), Grande Prairie, Alberta;

This is Exhibit "H" referred to in the Affidavit of Marjorie Carr
Sworn before me this 17th day
Of July A.D., 2023
A Notary Public, A Commissioner for Oaths
In and for Alberta
Mandi Deren-Dube
Barrister and Solicitor

10310 – 128 Avenue (P:1821491 B:17 L:16), Grande Prairie, Alberta;
10306 – 128 Avenue (P:1821491 B:17 L:15), Grande Prairie, Alberta;
10302 – 128 Avenue (P:1821491 B:17 L:14), Grande Prairie, Alberta;
10238 – 128 Avenue (P:1821491 B:17 L:10), Grande Prairie, Alberta;
10234 – 128 Avenue (P:1821491 B:17 L:9), Grande Prairie, Alberta;
10226 – 128 Avenue (P:1821491 B:17 L:7), Grande Prairie, Alberta;
10218 – 128 Avenue (P:1821491 B:17 L:5, Grande Prairie, Alberta;
10214 – 128 Avenue (P:1821491 B:17 L:4), Grande Prairie, Alberta;
10210 – 128 Avenue (P:1821491 B:17 L:3), Grande Prairie, Alberta;
10206 – 128 Avenue (P:1821491 B:17 L:2), Grande Prairie, Alberta; and
10202 – 128 Avenue (P:1821491 B:17 L:1), Grande Prairie, Alberta.

Be advised that a Community Peace Officer will be entering onto the Property on July 8, 2023 at 1000 AM to carry out the following enforcement action:

COMPLETELY ERADICATE ALL FOXTAIL FROM EACH OF THE ABOVE NOTED PROPERTIES BY ADMINISTERING A SUFFICIENT AND APPROPRIATELY DISTRIBUTED QUANTITY OF GLYPHOSATE-BASED HERBICIDE OR OTHER APPROPRIATE, EFFECTIVE, SAFE, AND LAWFUL HERBICIDE, USING SKILLED, LICENSED, AND QUALIFIED CONTRACTORS.

The expenses and cost of the above enforcement action are an amount owing to City of Grande Prairie. An invoice for expenses and costs will follow the completion of the enforcement action. If payment is not made, any amount left owing will be applied to the tax roll of the Property pursuant to section 553 of the *Municipal Government Act*.

Failure to allow access, interfere with the entry, enforcement or action, or refusal to produce anything to assist in the remedy, enforcement or action as requested by the Community Peace Officer may result in legal proceedings being taken against you.

If you require any additional information regarding this matter, please contact Enforcement Services at 780-830-5790.

Sincerely,

B. Balfour
Community Peace Officer
Enforcement Services

THE CITY OF GRANDE prairie CANADA

P.O. Bag 4000
Grande Prairie, AB T8V 6V3
Phone: 780-538-0300

JUNE 29, 2023

VIA COURIER OR REGISTERED MAIL

272649 ALBERTA LTD.
c/o Registered Office
2400 – 10303 Jasper Ave NW
Edmonton, AB
T5J 3N6

RE: MGA SECTION 546 ENFORCEMENT ORDER TO REMEDY DANGERS AND UNSIGHTLY PROPERTY

I am an employee of the City of Grande Prairie with the delegated powers, duties and functions of a designated officer for the purposes of Section 546 of the *Municipal Government Act*, RSA 2000, c M-26 (the "MGA"). As a result of an inspection I carried out in respect of your below listed properties on June 25, 2023, I have determined that each of the below listed properties are overgrown with foxtail, which foxtail overgrowth constitutes a serious disregard for general maintenance or upkeep and is detrimental to the surrounding area due to the unsightly nature of the plant and the hazards associated with the plant, including the risk of harm to animals. The properties I refer to are as follows (collectively, the "Properties"):

12010 – 99 Avenue (P: 1025674 B: 1 L:3A), Grande Prairie, Alberta;
12102 – 99 Avenue (P: 0940787 B: 1 L:4), Grande Prairie, Alberta;
12902 – 102A Street (P:1821491 B:19 L:1), Grande Prairie, Alberta;
12906 – 102A Street (P:1821491 B:19 L:2), Grande Prairie, Alberta;
12910 – 102A Street (P:1821491 B:19 L:3), Grande Prairie, Alberta;
12914 – 102A Street (P:1821491 B:19 L:4), Grande Prairie, Alberta;
12809 – 102A Street (P:1821491 B:18 L:2A), Grande Prairie, Alberta;
12813 – 102A Street (P:1821491 B:18 L:2B), Grande Prairie, Alberta;
12913 – 102A Street (P:1821491 B:18 L:7A), Grande Prairie, Alberta;
12917 – 102A Street (P:1821491 B:18 L:7B), Grande Prairie, Alberta;
12921 – 102A Street (P:1821491 B:18 L:8A), Grande Prairie, Alberta;
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12738 – 103B Street (P:1821491 B:13 L:1A), Grande Prairie, Alberta;
12734 – 103B Street (P:1821491 B:13 L:1B), Grande Prairie, Alberta;
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10206 – 126 Avenue (P:1621791 B:10 L:18), Grande Prairie, Alberta;
10205 – 127 Avenue (P:1621791 B:10 L:21), Grande Prairie, Alberta;
10213 – 127 Avenue (P:1621791 B:10 L:23), Grande Prairie, Alberta;
10202 – 127 Avenue (P:1621791 B:11 L:25), Grande Prairie, Alberta;
10210 – 127 Avenue (P:1621791 B:11 L:23), Grande Prairie, Alberta;
10225 – 128 Avenue (P:1821491 B:11 L:32), Grande Prairie, Alberta;
10237 – 128 Avenue (P:1821491 B:11 L:35), Grande Prairie, Alberta;
10309 – 128 Avenue (P:1821491 B:11 L:41), Grande Prairie, Alberta;
10313 – 128 Avenue (P:1821491 B:11 L:42), Grande Prairie, Alberta;
10201 – 128 Avenue (P:1821491 B:11 L:26), Grande Prairie, Alberta;
10213 – 128 Avenue (P:1821491 B:11 L:29), Grande Prairie, Alberta;

THE CITY OF GRANDE prairie CANADA

P.O. Bag 4000
Grande Prairie, AB T8V 6V3
Phone: 780-538-0300

10217 – 128 Avenue (P:1821491 B:11 L:30), Grande Prairie, Alberta;
10245 – 128 Avenue (P:1821491 B:11 L:37), Grande Prairie, Alberta;
10341 – 128 Avenue (P:1821491 B:11 L:49), Grande Prairie, Alberta;
10310 – 128 Avenue (P:1821491 B:17 L:16), Grande Prairie, Alberta;
10306 – 128 Avenue (P:1821491 B:17 L:15), Grande Prairie, Alberta;
10302 – 128 Avenue (P:1821491 B:17 L:14), Grande Prairie, Alberta;
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10214 – 128 Avenue (P:1821491 B:17 L:4), Grande Prairie, Alberta;
10210 – 128 Avenue (P:1821491 B:17 L:3), Grande Prairie, Alberta;
10206 – 128 Avenue (P:1821491 B:17 L:2), Grande Prairie, Alberta; and
10202 – 128 Avenue (P:1821491 B:17 L:1), Grande Prairie, Alberta.

NOW THEREFORE, PURSUANT TO SECTION 546(1) OF THE *MUNICIPAL GOVERNMENT ACT* (ALBERTA), YOU ARE HEREBY ORDERED TO COMPLETELY ERADICATE ALL FOXTAIL FROM EACH OF THE ABOVE NOTED PROPERTIES BY ADMINISTERING, BY NOT LATER THAN 4:00 P.M. OF JULY 7TH, 2023, A SUFFICIENT AND APPROPRIATELY DISTRIBUTED QUANTITY OF GLYPHOSATE-BASED HERBICIDE OR OTHER APPROPRIATE, EFFECTIVE, SAFE, AND LAWFUL HERBICIDE, USING SKILLED, LICENSED, AND QUALIFIED CONTRACTORS FOR THE PURPOSE, AND PROMPTLY PROVIDING THE CITY WITH CONTRACTOR-ISSUED RECEIPTS DEMONSTRATING THAT SUCH WORK HAS BEEN COMPLETED.

If you fail to comply with this Order on or before 4:00 p.m. of July 7th, 2023, the City may take such legal action as the City deems appropriate, including, without limitation, engaging one or more contractors to remedy the foxtail overgrowth at your expense pursuant to MGA Section 549(2); seek an injunction in respect of the foxtail overgrowth pursuant to MGA Section 554; and/or add any expenses incurred by the City in connection therewith to the tax roll of one or more of the above noted Properties pursuant to MGA Section 553.1(1). Please note that, pursuant to MGA Section 547, a person who receives a written order under Section 546 may by written notice request Council to review the order within 7 days after the date the order is received.

Should you have any questions or require further information regarding this notice, please contact Ross Gear, Supervisor, Enforcement Services, City of Grande Prairie at (780) 830 5780. I trust that you will treat this matter with the urgency and attention it deserves. Your cooperation in promptly resolving this issue will contribute to the overall welfare and safety of the community. Your prompt attention to this matter is appreciated.

Regards,

Ross Gear
City of Grande Prairie

OFFENCE FOR NON-COMPLIANCE:

Pursuant to section 557(c) of the Municipal Government Act (hereinafter referred to as the "Act"), a person who contravenes or does not comply with an order under section 546 is guilty of an offence and liable to prosecution.

Pursuant to section 566(1) of the Act a person who is guilty of an offence is liable,

(a) to a fine of not more than $10 000, or
(b) to imprisonment for not more than one year, or to both fine and imprisonment.

ADDITIONAL CONSEQUENCES FOR NON-COMPLIANCE

Pursuant to section 550(1) of the Act if a person fails or refuses to comply with an order under section 546 the municipality may take whatever actions or measures are necessary to deal with the unsightly condition of property.

Pursuant to section 550(3) of the Act, the expenses and costs of an action or measure taken by the municipality are an amount owing to the municipality by the person who was required to do something by the order under section 546.

Pursuant to section 553.1(1)(c) of the Act when a person owes money to a municipality under section 550(3) the municipality may add the amount owing to the tax roll of any property for which the person is the assessed person.

If you fail to comply with the provisions of this order the City of Grande Prairie will, at its election, act to enforce the order by taking whatever actions or measures are necessary to deal with the unsightly condition of the property.

All expenses and costs will be an amount owing to the City, and will be placed on the tax roll of the property, and any other property for the assessed person.

PROCEDURE FOR REQUESTING A REVIEW OF THE ORDER

Pursuant to section 547(1) of the Act a person who receives a written order under section 546 may by written notice request a review of the order.

Pursuant to section 547(1)(a) of the Act a written request for a review must be filed within 7 days after the date the order is received.

Requests for review must be received by:

Valerie Norris-Kirk
Legal Services Manager
Legislative Services
Email: vkirk@cityofgp.com
Phone: 780-357-7523