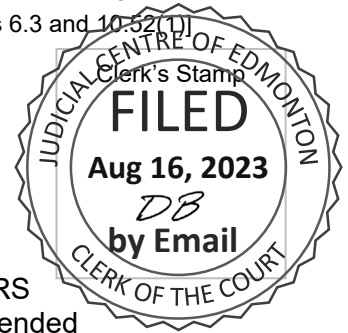




COURT FILE NUMBER 2303 06543
COURT COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON

IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, as amended

ENT

AND IN THE MATTER OF A PLAN OF COMPROMISE
OR ARRANGEMENT OF J.W. CARR HOLDINGS LTD.,
SPRUCE GROVE INDUSTRIAL PARK INC., 272649
ALBERTA LTD., 279896 ALBERTA LTD., GRANDE
PRAIRIE PLACE ENTERPRISES (1996) INC., 1170292
ALBERTA LTD. and 627612 ALBERTA LTD.

DOCUMENT **APPLICATION (Sale Approval & Vesting Order and
Sealing Order)**

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT
MLT Aikins LLP
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NOTICE TO RESPONDENTS: As indicated in the attached Service List.

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

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

Date: **August 22, 2023**
Time: **2:00 P.M.**
Where: **Edmonton Law CourtS (Via WebEx)**
Before Whom: **The Honourable Justice G. S. Dunlop**

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

Remedy claimed or sought:

1. The Applicants, J.W. Carr Holdings Ltd., Spruce Grove Industrial Park Inc., 272649 Alberta Ltd. ("**272**"), Grande Prairie Place Enterprises (1996) Inc., 279896 Alberta Ltd., 1170292 Alberta Ltd. and 627612 Alberta Ltd. (collectively, the "**Applicants**") seek the following Orders under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 (the "**CCAA**") granting the following relief:
 - (a) a Sale Approval and Vesting Order (the "**SAVO**"), substantially in the form attached as **Schedule "A"** hereto, granting the following relief:
 - i. abridging, if necessary, the time for service of the application materials in support thereof, and declaring service of the same to be good and sufficient;
 - ii. approving and authorizing the transaction (the "**Transaction**") contemplated by the purchase and sale agreement (the "**PSA**") between 272 (as Vendor) and Garmun Realty Corp. (the "**Purchaser**") pertaining to the real property more particularly described in the PSA (the "**Purchased Assets**"). A copy of the PSA is appended to the Confidential Affidavit of Marjorie Carr sworn on August 14, 2023 (the "**Fourth Confidential Carr Affidavit**"); and
 - iii. authorizing 272 and Ernst & Young Inc., the court appointed monitor of the Applicants under the CCAA proceedings (the "**Monitor**"), to enter into and perform their respective obligations under the PSA and to take all steps reasonably necessary to close the Transaction.
 - (b) an Order sealing the Fourth Confidential Carr Affidavit, substantially in the form attached as **Schedule "B"** hereto; and
 - (c) such further and other relief as this Honourable Court may deem just.

Grounds for making this application:

2. The Applicants have obtained within these proceedings an Amended and Restated Initial Order (the "**ARIO**") and a Sales and Investment Solicitation Process ("**SISP**") Order granted pursuant to the CCAA on April 26, 2023, and an Amended and Restated Sales and Investment Solicitation Process Order granted on July 26, 2023 (the "**Amended and Restated SISP Order**").

3. 272 is the registered and beneficial owner of the real property which is the subject of the PSA, and which bears the following legal description:

PLAN 8020127
BLOCK 17
LOT 1
EXCEPTING THEREOUT ALL MINES AND MINERALS
AREA: 1.05 HECTARES (2.59 ACRES) MORE OR LESS

(the “**Property**”)

4. In furtherance of the objectives of the CCAA Proceedings, and in accordance with the process contemplated by the SISP Order, 272 has entered into the PSA with the Purchaser (subject to the approval of the Court). 272 seeks to sell the Property and to transfer to the Purchaser all of its rights and interests in the same, including, *inter alia*, its rights and interests in certain lease agreements, as set out at Schedule 1.1(f) of the PSA, in accordance with the terms and conditions of the PSA.
5. 272, the Monitor and the Purchaser have worked diligently and in good faith to negotiate, finalize and conclude the PSA for the sale of the Property in accordance with the SISP process.
6. The Fourth Confidential Carr Affidavit contains a copy of the PSA. The information contained in the PSA is commercially sensitive and, if publicly disclosed, has the potential to compromise the sale of the Property, as contemplated in the PSA, and future sales of properties of the Applicants pursuant to the SISP.
7. The Applicants have given notice to the media of their intention to seek a Sealing Order, as reflected in the Notice to the Media of Application to Restrict Access submitted on August 11, 2023.
8. Such further and other grounds as counsel for the Applicants may advise and this Honourable Court may permit.

Material or evidence to be relied on:

9. The Applicants rely on the following materials and evidence in support of this Application:
 - (a) The Affidavit of Marjorie Carr sworn on April 10, 2023;

- (b) The Supplemental Affidavit of Marjorie Carr sworn on April 18, 2023;
- (c) The Supplemental Affidavit of Marjorie Carr sworn on July 17, 2023;
- (d) The Fourth Confidential Carr Affidavit, sworn on August 14, 2023;
- (e) The Initial CCAA Order granted on April 19, 2023;
- (f) The Amended and Restated CCAA Initial Order granted on April 26, 2023;
- (g) The Sales Investment and Solicitation Process Order granted on April 26, 2023;
- (h) The Amended and Restated Sales Investment and Solicitation Process Order granted on July 26, 2023;
- (i) The Bench Brief of the Applicants (with authorities);
- (j) Notice to the Media of Application to restrict access, submitted August 11, 2023;
- (k) The Pre-filing Report of the Proposed Monitor, Ernst & Young Inc. dated April 10, 2023;
- (l) The First Report of the Monitor, filed April 25, 2023;
- (m) The Second Report of the Monitor dated May 19, 2023;
- (n) The Third Report of the Monitor dated June 30, 2023;
- (o) The Fourth Report of the Monitor dated July 18, 2023;
- (p) The Fifth Report of the Monitor dated July 24, 2023;
- (q) The Sixth Report of the Monitor dated August 1, 2023;
- (r) The Sixth Report of the Monitor, to be filed; and
- (s) Such further and other materials as counsel for the Applicant may advise and this Honourable Court may permit.

Applicable rules:

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

Applicable Acts and regulations:

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

Any irregularity complained of or objection relied on:

13. None.

How the application is proposed to be heard or considered:

14. By hearing conducted through WebEx video conference.

WARNING

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

Schedule "A"
Proposed form of SAVO

Schedule “B”
Proposed form of Sealing Order