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COURT FILE NUMBER

2303-06543

COURT

COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE

EDMONTON

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

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

APPLICANT

LAWSON LUNDELL LLP, IN ITS CAPACITY AS
REPRESENTATIVE COUNSEL TO THE NOTEHOLDERS
LISTED IN SCHEDULE "A"

DOCUMENT

ORDER

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT

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Calgary, AB, Canada T2P 1N2
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File No.: 111124-170254

DATE ON WHICH ORDER WAS PRONOUNCED:

November 14, 2023

NAME OF JUSTICE WHO MADE THIS ORDER:

M. E. Burns

LOCATION OF HEARING:

Edmonton Courts Centre

UPON THE APPLICATION of Lawson Lundell LLP in its capacity as representative counsel (in such capacity, "**Noteholder Representative Counsel**") to the noteholders listed on **Schedule "A"** hereto (collectively, the "**Represented Noteholders**"); **AND UPON HAVING READ** the Affidavit of Jasmine Jacobi sworn November 8, 2023, the Affidavit of Service of Nathan Wellsman affirmed November 14, 2023 (the "**Affidavit of Service**"), and the Amended and Restated Initial Order granted in the within Action on April 26, 2023 (the "**ARIO**"); **AND UPON HEARING** from Noteholder Representative Counsel, counsel to 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 "**Carr**

Group”), counsel to Ernst & Young Inc. in its capacity as Court-appointed monitor of the Debtors (in such capacity, the “**Monitor**”), counsel for MGB Investments Ltd. (the “**Interim Lender**”), and any other interested parties present;

IT IS HEREBY ORDERED AND DECLARED THAT:

Service and Definitions

1. The time for service of the notice of application for this Order and any supporting materials is abridged to the time actually given, and service by email upon the service list established for use in the within proceedings (the “**Service List**”) of the notice of application and supporting materials as described in the Affidavit of Service is deemed good and sufficient.
2. Words and phrases contained in this Order which begin with capital letters but which are not expressly defined herein shall have the meaning given to them in the ARIO.

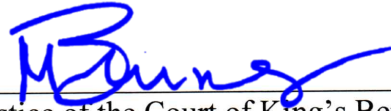
Discharge of Noteholder Representative Counsel and Noteholder Representatives

3. Subject to section 7 of this Order, Lawson Lundell LLP (“**Lawson**”) is hereby discharged from its role as Noteholder Representative Counsel.
4. Notwithstanding Lawson’s discharge, nothing herein shall affect, vary, derogate from, limit or amend, and Lawson shall continue to have the benefit of, any and all rights, approvals, and protections in favour of Lawson at law or pursuant to the ARIO, or any other Order of this Court granted in these CCAA proceedings or otherwise, all of which are expressly continued and confirmed from and after the granting of this Order.
5. Subject to section 7 of this Order, Wade Campbell, Perry Pearn, and Darrell Zapernick are hereby discharged from their roles as Noteholder Representatives.
6. Notwithstanding the Noteholder Representatives’ discharge, nothing herein shall affect, vary, derogate from, limit or amend, and the Noteholder Representatives shall continue to have the benefit of, any and all rights, approvals, and protections in favour of the Noteholder Representatives at law or pursuant to the ARIO, or any other Order of this Court granted in these CCAA proceedings or otherwise, all of which are expressly continued and confirmed from and after the granting of this Order.

General

7. Nothing in this Order shall preclude Lawson from applying for an order reappointing Lawson as Noteholder Representative Counsel or an order reappointing Wade Campbell, Perry Pearn, and Darrell Zapernick as Noteholder Representatives, all on such terms as Lawson may request and this Honourable Court may grant.

8. Service of this Order shall be deemed good and sufficient by serving the same on the persons listed on the Service List and any other person served with notice of the application for this Order, and service on any other person is hereby dispensed with.
9. Service of this Order may be effected by facsimile, electronic mail, personal delivery, or courier. Service is deemed to be effected the next business day following transmission or delivery of this Order.



Justice of the Court of King's Bench of Alberta

APPROVED AS BEING THE ORDER GRANTED:

MLT AIKINS LLP



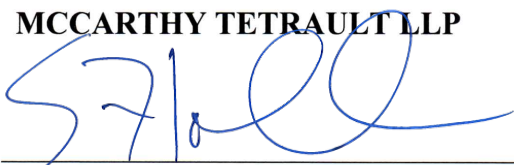
Per: Mandi Deren-Dube
Counsel for the Respondents, J.W. Carr Holdings Ltd., Spruce Grove Industrial Park Inc., 272649 Alberta Ltd., 279896 Alberta Ltd., Grande Prairie Place Enterprises (1996) Inc., 1170292 Alberta Ltd. and 627612 Alberta Ltd.

NORTON ROSE FULBRIGHT LLP



Per: Gunnar Benediktsson
Counsel for the Respondent, MGB Investments Ltd.

MCCARTHY TETRAULT LLP



Per: Sean Collins
Counsel for Ernst & Young Inc., 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.

SCHEDULE A – REPRESENTED NOTEHOLDERS

1276783 Alberta Ltd.	Dendro Homes Ltd. (held in trust by Dirk Vanderhorst)	Mainline Construction Ltd.
1441289 Alberta Ltd.	Douglas I. Jenkins Professional Corporation	Mara Development Corporation Ltd.
Brenda Dunn-Nelson	Gemini Homes Ltd. (held in trust by Dirk Vanderhorst)	Miklosko Family Trust
Brooks Family Trust	George Patton	Norma M. Gordon
Carolyn Diane Fleming	Heidi Willkomm	Perry Pearn
Catherine M. Long Professional Corporation	Hildegard Willkomm	Shilling Hill Ltd.
Cheryl L. Hostyn Professional Corporation	Huysmans Farms Ltd.	Shirley Brooks
C.W.C. Investments Ltd.	I Konstruct.IT Ltd.	Shirley Brooks and/or Wilf Brooks and/or Brooks Family Trust
Daine Todd	Joanne Bourgeois	Wilf Brooks
Darrell Zapernick	John D. Jenkins Professional Corporation	Prolead Management Inc
Don Spring / 0867482 B.C. Ltd.	Karen Wells	
Elizabeth Zapernick	Karen Wells and Robert Wells	
1276783 Alberta Ltd.	Dendro Homes Ltd. (held in trust by Dirk Vanderhorst)	Mara Development Corporation Ltd.
1276783 Alberta Ltd.	Douglas I. Jenkins Professional Corporation	Miklosko Family Trust

1441289 Alberta Ltd.	Gemini Homes Ltd. (held in trust by Dirk Vanderhorst)	Norma M. Gordon
Brenda Dunn-Nelson	George Patton	Perry Pearn
Brooks Family Trust	Heidi Willkomm	Shilling Hill Ltd.
Carolyn Diane Fleming	Hildegard Willkomm	Shirley Brooks
Catherine M. Long Professional Corporation	Huysmans Farms Ltd.	Shirley Brooks and/or Wilf Brooks and/or Brooks Family Trust
Cheryl L. Hostyn Professional Corporation	I Konstruct.IT Ltd.	Wilf Brooks
C.W.C. Investments Ltd.	Joanne Bourgeois	Prolead Management Inc
Daine Todd	John D. Jenkins Professional Corporation	
Darrell Zapernick	Karen Wells	
Don Spring / 0867482 B.C. Ltd.	Karen Wells and Robert Wells	
Elizabeth Zapernick	Kenneth C. Stewart Professional Corporation	
Emily Jost	Lincoln Smith	
David Morck	Mainline Construction Ltd.	