

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

IN THE MATTER OF THE *COMPANIES' CREDITORS
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

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

APPLICANTS J.W. CARR HOLDINGS LTD., SPRUCE GROVE INDUSTRIAL
PARK INC., 272649 ALBERTA LTD., 279896 ALBERTA LTD.,
GRANDE PRAIRIE PLACE ENTERPRISES (1996) INC.,
1170292 ALBERTA LTD. and 627612 ALBERTA LTD.

DOCUMENT **APPLICATION**

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

NOTICE TO RESPONDENT(S)

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the master/judge.

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

Date: January 24, 2024
Time: 2:00 pm
Where: Edmonton Law Courts via WebEx. Videoconference details are
enclosed as Schedule "A" to this Application.
Before Whom: The Honourable Justice Mah

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

Remedy claimed or sought: Ernst & Young Inc., in its capacity as the court-appointed monitor
(the "**Monitor**") of J.W. Carr Holdings Ltd., Spruce Grove Industrial Park Inc., 272649 Alberta Ltd.,
279896 Alberta Ltd., Grande Prairie Place Enterprises (1996) Inc., 1170292 Alberta Ltd. and

627612 Alberta Ltd. (collectively, the “**Applicants**”) pursuant to the Initial Order granted under the *Companies’ Creditors Arrangement Act* (Canada) (the “**CCAA**”) on April 19, 2023, as subsequently amended and restated on April 26, 2023 (collectively, the “**ARIO**”), in the within proceedings (the “**CCAA Proceedings**”), applies for an order, substantially in the form attached as Schedule “**B**” hereto:

1. Declaring that the time for service of this application (the “**Application**”) and the Thirteenth Report of the Monitor, dated January 15, 2024 (the “**Thirteenth Monitor’s Report**”), is abridged, that the Application is property returnable on January 24, 2024, that service of the Application and the Thirteenth Monitor’s Report, on the service list maintained by the Monitor in these CCAA Proceedings (the “**Service List**”), is good and sufficient, and that no persons other than those on the Service List are entitled to service of the Thirteenth Monitor’s Report, the Application, or any orders arising therefrom;
2. Approving the interim fees and disbursements of the Monitor, for the period from June 3, 2023 to December 31, 2023 (the “**Monitor’s Fee Period**”) and the activities of the Monitor as set out in the following reports of the Monitor:
 - (a) the Fifth Report of the Monitor dated July 25, 2023 (the “**Fifth Monitor’s Report**”);
 - (b) the Sixth Report of the Monitor, dated August 1, 2023 (the “**Sixth Monitor’s Report**”);
 - (c) the Seventh Report of the Monitor, dated August 18, 2023 (the “**Seventh Monitor’s Report**”);
 - (d) the Confidential Supplement to the Seventh Report of the Monitor, dated August 18, 2023;
 - (e) the Eighth Report of the Monitor, dated September 11, 2023 (the “**Eighth Monitor’s Report**”);
 - (f) the Confidential Supplement to the Eighth Report of the Monitor, dated September 11, 2023;
 - (g) the Ninth Report of the Monitor, dated October 6, 2023 (the “**Ninth Monitor’s Report**”);

- (h) the Confidential Supplement to the Ninth Report of the Monitor, dated October 6, 2023;
 - (i) the Tenth Report of the Monitor, dated October 23, 2023 (the “**Tenth Monitor’s Report**”);
 - (j) the Eleventh Report of the Monitor, dated November 17, 2023 (the “**Eleventh Monitor’s Report**”);
 - (k) the Twelfth Report of the Monitor, dated November 23, 2023 (the “**Twelfth Monitor’s Report**”);
 - (l) the Confidential Supplement to the Twelfth Report of the Monitor, dated November 23, 2023; and,
 - (m) the Thirteenth Monitor’s Report,
- (collectively, the “**Monitor’s Reports**”).
- 3. Approving the interim fees and disbursements incurred by counsel to the Monitor, McCarthy Tétrault LLP (“**McCarthy**”), for the period from July 1, 2023 to December 31, 2023 (the “**MT Fee Period**”, the MT Fee Period and the Monitor’s Fee Period are collectively referred to as, the “**Fee Period**”) as set out in the Thirteenth Report of the Monitor; and,
 - 4. Such further and other relief as counsel for the Monitor may advise and this Honourable Court considers to be just and appropriate in the circumstances.

Grounds for making this Application: The grounds for the Application are as follows:

- 5. The Monitor was appointed as the monitor of the Applicants pursuant to the Initial Order, issued by the Honourable Justice J.J. Gill on April 19, 2023 (the “**Initial Order**”) as subsequently amended and restated pursuant to the ARIO.
- 6. The Monitor retained McCarthy as counsel to the Monitor in these CCAA Proceedings.
- 7. Pursuant to the ARIO, the Monitor and counsel to the Monitor, among others, are to be paid their reasonable fees and disbursements, in each case at their standard rates and

charges, by the Applicants as part of the costs of the CCAA Proceedings. The ARIO authorizes and directs the Applicants to pay the accounts of the Monitor and counsel to the Monitor, among others.

8. The ARIO further provides that the Monitor and its legal counsel shall pass their accounts from time to time.
9. In accordance with current CCAA practices, the Monitor seeks approval of the interim fees and activities of the Monitor and the interim fees of counsel to the Monitor for the applicable Fee Period.
10. Capitalized terms used but not defined herein have the same meaning given to them in the Thirteenth Monitor's Report

Activities of the Monitor

11. The Monitor's Reports outline the activities taken by the Monitor in the CCAA Proceedings for which the Monitor seeks approval by this Honourable Court. A detailed description of such activities are set out in paragraph 13 of the Thirteenth Monitor's Report.
12. As outlined in the Monitor's Reports, and in accordance with its duties under the orders made in these CCAA Proceedings, including the ARIO and under the CCAA, the Monitor has, among others: (a) continued monitoring of receipts and disbursements and advising the Applicants in respect of their cash flows, operational challenges and other matters pertaining to these CCAA proceedings; (b) prepared, on a weekly basis, an analysis of the weekly actual cash transactions versus the projected amounts in the applicable cash flow projections filed by the Applicants in these proceedings to September 30, 2023; (c) prepared on a monthly basis (commencing October 1, 2023), an analysis of the actual cash transactions versus the projected amounts noted in CFS#5; (d) assisted the Applicants in discussions and various correspondence with Selling Agents, prospective purchasers and investors, and various other stakeholders; (e) worked with legal counsel to close numerous sale transactions under the Expedited SAVO Protocol Orders; (f) continued participation in the SISP, including but not limited to: (i) engaging in extensive discussions with the Applicants, counsel to the Applicants, counsel to the Interim Lender, the Selling Agents, potential purchasers and the senior affected secured creditors for various reasons as required; (ii) participating in, and advising on, offers received and

related matters; and, (iii) working with the Applicants, counsel to the Applicants, the Interim Lender and its counsel, purchasers and other parties/stakeholders as needed to finalize PSAs and other items for presentation to the Court for approval; (g) in consultation with legal counsel, assisted to obtain court approval and finalize all of the previously court approved SAVOs generated by the SISP process to date; (h) reviewed the Tolling Agreement, collecting signed Joinder Agreements from several Eligible Noteholders and providing same to the Noteholders' Counsel after the Opt-In Deadline; (i) consulted with Noteholders' Counsel on the status of the CCAA proceedings, the likelihood of a recovery for Noteholders, availability of funds for future professional fees and other related matters; (j) reviewed and provided the Court with information and the Monitor's comments in relation to the Broadfoot Application and the CWB Application, and conducting an interim distribution in accordance with the Interim Distribution Order granted by this Honourable Court on November 20, 2023; (k) continued participation in discussions with employees of the JW Group, secured creditors, advisors, counsel and other stakeholders with respect to specific inquiries of such parties, ongoing issues encountered, and the status of the CCAA proceedings generally; and, (l) prepared nine (9) Monitor's Reports including the Thirteenth Monitor's Report, as well as four (4) Confidential Supplements.

Fees of the Monitor and Counsel to the Monitor

13. During the Monitor's Fee Period, the Monitor billed approximately 1,017.40 hours in connection with these CCAA Proceedings, representing total fees and disbursements incurred by the Monitor at their standard rates and charges during the relevant period of approximately \$503,649.09, inclusive of taxes.
14. The details of the Monitor's fees and disbursement are set out in the Thirteenth Monitor's Report.
15. During the MT Fee Period, McCarthy billed approximately 319.60 hours in connection with these CCAA Proceedings, representing total fees and disbursements incurred by McCarthy at their standard rates and charges during the relevant period of approximately \$228,847.79, inclusive of taxes.
16. The details of the McCarthy's fees and disbursement are set out in the Thirteenth Monitor's Report.

17. The Monitor submits that its fees and the fees of McCarthy are fair and reasonable in the circumstances, and that the time spent was necessary in the circumstances and the work was delegated to the appropriate professional within each firm. The Monitor has reviewed the accounts rendered by McCarthy and confirms that all services described in the accounts were rendered to the Monitor.

Affidavit or other evidence and materials to be used in support of this Application:

18. The Fifth Report of the Monitor, dated July 25, 2023.
19. The Sixth Report of the Monitor, dated August 1, 2023.
20. The Seventh Report of the Monitor, dated August 18, 2023.
21. The Confidential Supplement to the Seventh Report of the Monitor, dated August 18, 2023.
22. The Eighth Report of the Monitor, dated September 11, 2023.
23. The Confidential Supplement to the Eighth Report of the Monitor, dated September 11, 2023.
24. The Ninth Report of the Monitor, dated October 6, 2023.
25. The Confidential Supplement to the Ninth Report of the Monitor, dated October 6, 2023.
26. The Tenth Report of the Monitor, dated October 23, 2023.
27. The Eleventh Report of the Monitor, dated November 17, 2023.
28. The Twelfth Report of the Monitor, dated November 23, 2023.
29. The Confidential Supplement to the Twelfth Report of the Monitor, dated November 23, 2023.
30. The Thirteenth Monitor's Report, dated January 15, 2024.
31. Such further and other evidence or materials as counsel for the Monitor may advise and this Honourable Court may permit.

Application Rules:

32. Rule 6.3, 6.9, 6.28, and 11.27 of the *Alberta Rules of Court*, Alta. Reg. 124/2010.
33. Such further and other rules as counsel for the Monitor may advise and this Honourable Court may permit.

Applicable Acts and Regulations:

34. The *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended.
35. Such further and other acts and regulations as counsel for the Monitor may advise and this Honourable Court may permit.

Any irregularity complained of or objected relied on:

36. There are no irregularities complained of or objections relied on.

How the Application is proposed to be heard or considered:

37. The Monitor proposes that this Application be heard via WebEx with one, some, or all of the parties present.

AFFIDAVIT EVIDENCE IS REQUIRED IF YOU WISH TO OBJECT

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 rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the applicant.

SCHEDULE “A” TO THE APPLICATION WEBEX INFORMATION

Virtual Courtroom 86 has been assigned for the above noted matter:

Virtual Courtroom Link:

<https://albertacourts.webex.com/meet/virtual.courtroom86>

Instructions for Connecting to the Meeting

1. Click on the link above or open up Chrome or Firefox and cut and paste it into your browser address bar.
2. If you do not have the Cisco Webex application already installed on your device, the site will have a button to install it. Follow installation instructions. Enter your full name and email address when prompted
3. Click on the **Open Cisco Webex Meeting**.
4. You will see a preview screen. Click on **Join Meeting**.

Key considerations for those attending:

1. Please connect to the courtroom **15 minutes prior** to the start of the hearing.
2. Please ensure that your microphone is muted and remains muted for the duration of the proceeding, unless you are speaking. Ensure that you state your name each time you speak.
3. If bandwidth becomes an issue, some participants may be asked to turn off their video and participate by audio only.
4. **Note: Recording or rebroadcasting of the video is prohibited.**
5. **Note: It is highly recommended you use headphones with a microphone or a headset when using Webex. This prevents feedback.**

If you are a non-lawyer attending this hearing remotely, you must complete the undertaking located here: <https://www.albertacourts.ca/qb/resources/announcements/undertaking-and-agreement-for-non-lawyers>

For more information relating to Webex protocols and procedures, please visit: <https://www.albertacourts.ca/qb/court-operations-schedules/webex-remote-hearings-protocol>

You can also join the meeting via the “Cisco Webex Meetings” App on your smartphone/tablet or other smart device. You can download this via the App marketplace and join via the link provided above.

**SCHEDULE "B" TO THE APPLICATION
ORDER (INTERIM FEE APPROVAL)**

Clerk's Stamp

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

IN THE MATTER OF THE *COMPANIES' CREDITORS
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APPLICANTS J.W. CARR HOLDINGS LTD., SPRUCE GROVE INDUSTRIAL
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GRANDE PRAIRIE PLACE ENTERPRISES (1996) INC.,
1170292 ALBERTA LTD. and 627612 ALBERTA LTD.

DOCUMENT **ORDER (INTERIM FEE APPROVAL)**

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

DATE ON WHICH ORDER WAS PRONOUNCED: **January 24, 2024**

LOCATION OF HEARING: **Edmonton, Alberta**

NAME OF JUDGE WHO MADE THIS ORDER: **Justice Mah**

UPON the application (the "**Application**") of Ernst & Young Inc., in its capacity as the court-appointed monitor (the "**Monitor**") of J.W. Carr Holdings Ltd., Spruce Grove Industrial Park Inc., 272649 Alberta Ltd., 279896 Alberta Ltd., Grande Prairie Place Enterprises (1996) Inc., 1170292 Alberta Ltd. and 627612 Alberta Ltd. (collectively, the "**Applicants**") pursuant to the initial order granted under the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**") on April 19, 2023 (the "**Filing Date**"), as subsequently amended and restated on April 26, 2023

(collectively, the “**ARIO**”), in the within proceedings (the “**CCAA Proceedings**”); **AND UPON** reading the Fifth Report of the Monitor dated July 25, 2023, the Sixth Report of the Monitor dated August 1, 2023, the Seventh Report of the Monitor dated August 18, 2023, the Confidential Supplement to the Seventh Report of the Monitor dated August 18, 2023, the Eighth Report of the Monitor dated September 11, 2023, the Confidential Supplement to the Eighth Report of the Monitor dated September 11, 2023, the Ninth Report of the Monitor dated October 6, 2023, the Confidential Supplement to the Ninth Report of the Monitor dated October 6, 2023, the Tenth Report of the Monitor dated October 23, 2023, the Eleventh Report of the Monitor dated November 17, 2023, the Twelfth Report of the Monitor dated November 23, 2023, the Confidential Supplement to the Twelfth Report of the Monitor dated November 23, 2023, and the Thirteenth Report of the Monitor dated January 15, 2024 (the “**Thirteenth Monitor’s Report**”, and collectively with the reports noted above, the “**Monitor’s Reports**”), filed; **AND UPON** reading the Affidavit of Service of Katie Hynne, sworn on January 9, 2024 (the “**Service Affidavit**”), filed; **AND UPON** hearing counsel for the Monitor and for any other parties who may be present.

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. The time for service of the Application and the Thirteenth Monitor’s Report is abridged, the Application is properly returnable today, service of the Application and the Thirteenth Monitor’s Report on the service list (the “**Service List**”) attached as an exhibit to the Service Affidavit, in the manner described in the Service Affidavit, is good and sufficient, and no other persons other than those listed on the Service List are entitled to service of the Application or the Thirteenth Monitor’s Report.

INTERIM APPROVAL OF FEES AND ACTIVITIES

2. The Monitor’s Reports and the activities of the Monitor as described therein are hereby approved.
3. The Monitor’s accounts for professional fees and disbursements for the period of June 3, 2023 to December 31, 2023 in the amount of \$503,649.06 are hereby approved.
4. The accounts for professional fees and disbursements of the Monitor’s legal counsel, McCarthy Tétrault LLP, for the period July 1, 2023 to December 31, 2023 in the amount of \$228,847.79 are hereby approved.

MISCELLAENOUS MATTERS

5. Service of this Order shall be deemed good and sufficient by:

(a) Serving same on:

(i) the persons listed on the Service List created in these proceedings;

(ii) any other person served with notice of the Application for this Order;

(iii) any other parties attending or represented at the Application for this Order;
and,

(b) posting a copy of this Order on the Monitor's website at
<https://documentcentre.ey.com/#/detail-engmt?eid=521>;

and service on any other person is hereby dispensed with.

Justice of the Court of King's Bench of Alberta