Clerk's Stamp

COURT FILE NUMBER	2303-06543
COURT	COURT OF KING'S BENCH OF ALBERTA
JUDICIAL CENTRE	EDMONTON
APPLICANTS	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.
DOCUMENT	**THIRTEENTH REPORT OF ERNST & YOUNG INC. IN ITS CAPACITY AS MONITOR OF THE APPLICANTS** **January 15, 2024**
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	**MONITOR**

ERNST & YOUNG INC.
EPCOR Tower
10423 – 101 Street, Suite 1400
Edmonton, Alberta T5H 0E7
Attention: Matt McCulloch / Peter Chisholm
Telephone: 780.638.6642 / 403.206.5061
Fax: 780.428.8977
Email: matt.mcculloch@parthenon.ey.com
peter.chisholm@partnenon.ey.com

MONITOR'S COUNSEL

McCarthy Tétrault LLP
Suite 4000, 421 7th Ave SW
Calgary, Alberta, T2P 4K9
Attn: Sean Collins
Telephone: 403.260.3531
Email: scollins@mccarthy.ca

TABLE OF CONTENTS

INTRODUCTION AND PURPOSE OF THE REPORT 2

TERMS OF REFERENCE AND DISCLAIMER 3

ACTIVITIES OF THE MONITOR SINCE THE MONITOR'S FOURTH REPORT AND GENERALLY TO DATE 4

FEES AND EXPENSES OF THE MONITOR AND MONITOR'S COUNSEL 5

MONITOR'S FEES AND EXPENSES 5

MONITOR'S COUNSEL'S FEES AND EXPENSES 7

CONCLUSION 8

SCHEDULES

SCHEDULE "A" – COPIES OF INVOICES OF THE MONITOR AND RELATED SUMMARY OVER THE 2ND FEE PERIOD

SCHEDULE "B" – SUMMARY OF PENDING INVOICE BY THE MONITOR FROM NOVEMBER 1, 2023, TO DECEMBER 31, 2023

SCHEDULE "C" - COPIES OF THE MONITOR'S COUNSEL'S INVOICES WITH SUMMARY OF HOURS WORKED

INTRODUCTION AND PURPOSE OF THE REPORT

1. On April 19, 2023, J.W. Carr Holdings Ltd. ("**JW Carr**") and certain of its subsidiaries and affiliates; namely, Spruce Grove Industrial Park Inc. ("**SGIP**"), 272649 Alberta Ltd. ("**272**"), 279896 Alberta Ltd. ("**279**"), Grande Prairie Place Enterprises (1996) Inc. ("**GPPE**"), 1170292 Alberta Ltd. ("**117**") and 627612 Alberta Ltd. ("**627**"), (collectively, the "**Subsidiaries**" and together with JW Carr, the "**JW Group**", the "**Companies**" or the "**Applicants**") were granted protection and permission to commence proceedings pursuant to the Companies' Creditors Arrangement Act, R.S.C. 1985, C-36 (the "**CCAA**") pursuant to an Order of this Honourable Court (the "**Initial Order**"). The Initial Order was confirmed by an Amended and Restated Initial Order granted on April 26, 2023 (the "**ARIO**").

2. The Initial Order appointed Ernst & Young Inc. as Monitor ("**EY**" or the "**Monitor**") in the CCAA proceedings and established a stay period ("**Stay**") in favour of the Applicants up to and including April 29, 2023. The Stay has been extended from time to time, most recently by an Order of the Court granted on October 24, 2023, wherein the Stay was extended up to and including January 31, 2024.

3. Over the course of these CCAA proceedings to date, there have been a number of applications brought before this Honourable Court by the Applicants or other stakeholders. Most recently, there was an application on November 27, 2023, brought by the Applicants for the following relief:

    i.) a SAVO and related relief in relation to the sale of a number of properties held by GPPE and one property held by 117, and

    ii.) a second SAVO and related relief in relation to the sale of 627's property known in these proceedings as the Juniper Apartments.

    The above noted requested relief was approved by this Honourable Court at the application.

4. The details pertaining to the various other applications can be reviewed in the previous reports of the Monitor, or by visiting the Monitor's Website noted below.

5. Concurrently with this thirteenth report of the Monitor (the "**Monitor's 13th Report**"), the Monitor has filed a notice of application to be heard by this Honourable Court on January 24, 2024, at 2:00 pm, seeking an order (the "**2nd Approval Order**") approving:

    (a) the Monitor's activities in these CCAA Proceedings from the date of the Monitor's Fourth Report, and generally to the date of this report; and,

    (b) the fees paid (or to be paid) to the Monitor and its counsel as invoiced (or to be invoiced) since the dates noted in the previous Approval Order being June 2, 2023, and June 30, 2023, for the

Monitor and its counsel respectively up to and including December 31, 2023.

6. The purpose of this Monitor's 13th Report is to support the Monitor's request for the 2nd Approval Order. As such, the Monitor's 13th Report will provide this Honourable Court and the Applicants' stakeholders with information and the Monitor's comments with respect to the following:

(a) the activities of the Monitor since the Monitor's Fourth Report and generally to date; and

(b) the fees paid (or to be paid) to the Monitor and its counsel as invoiced (or to be invoiced) since the dates noted above and as set out in the Approval Order up to and including December 31, 2023.

TERMS OF REFERENCE AND DISCLAIMER

7. In preparing the Monitor's 13th Report, the Monitor has been provided with, and has relied upon certain information, including unaudited financial information of the Companies, books and records, and discussions with the Applicants' Management.

8. Except as described in this report, the Monitor has not audited, reviewed, or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Canadian auditing standards pursuant to the Chartered Processional Accountants of Canada Handbook.

9. Future oriented information referred to in the Monitor's 13th Report was prepared based on Management's estimates and assumptions. Readers are cautioned that since projections are based upon assumptions about future events and conditions that are not ascertainable; the actual results may vary from the projections and the variances may be material.

10. All references to dollars are in Canadian dollars.

11. Capitalized terms not defined herein are as defined in previous reports of the Monitor and other materials filed in connection with these CCAA proceedings to date.

12. Additional background information on the Applicants and these CCAA proceedings is available on the Monitor's website, located at: www.ey.com/ca/jwcarr (the "**Monitor's Website**").

ACTIVITIES OF THE MONITOR SINCE THE MONITOR'S FOURTH REPORT AND GENERALLY TO DATE

13. Since the Monitor's Fourth Report, the activities of the Monitor have included, but were not limited to the following:

(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) preparing, 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) preparing on a monthly basis (commencing October 1, 2023), an analysis of the actual cash transactions versus the projected amounts noted in CFS#5;

(d) assisting the Applicants in discussions and various correspondence with Selling Agents, prospective purchasers and investors, and various other stakeholders;

(e) working 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) further to the above, in consultation with legal counsel, assisting to obtain court approval and finalize all of the previously court approved SAVOs generated by the SISP process to date, including the most recent SAVOs noted in paragraph 3 above;

(h) reviewing the Tolling Agreement, collecting signed Joinder Agreements from several Eligible Noteholders and providing same to the Noteholders' Counsel after the Opt-In Deadline;

(i) consulting 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) reviewing and providing 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) the 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) preparing nine (9) Monitor's Reports including this Monitor's 13th Report, as well as four (4) Confidential Supplements.

14. The Monitor advises that the nature of its activities since the onset of these CCAA proceedings has been consistent and has been commented on in previous reports filed to date. The Monitor respectfully submits that it has acted, and continues to act, at all times in a diligent, practical, prudent and professional manner in regard to the Applicants and all of the various stakeholders. Further, the Monitor also respectfully submits that its assistance has aided the Court, the Applicants, and the stakeholders in relation to these CCAA proceedings, the related SISP and the other asset sales/marketing efforts to date. On this basis, the Monitor is of the view that its actions to date are fair and reasonable and should be approved by the Court.

FEES AND EXPENSES OF THE MONITOR AND MONITOR'S COUNSEL

Monitor's Fees and Expenses

15. As noted earlier in this report, the Monitor has filed an application seeking approval of its fees and disbursements in respect of these CCAA proceedings for the period starting June 3, 2023, up to and including December 31, 2023 (the "**2nd Fee Period**").

16. The Monitor's fees and disbursements over the 2nd Fee Period total $503,649.06 (inclusive of GST), and are comprised of the following:

i.) $437,499.06 (inclusive of GST) which has been invoiced and paid to the Monitor using funds from the Interim Loan Facility from June 3, 2023, to October 31, 2023; and ii.) $66,150.00 (inclusive of GST) in work in progress which has yet to be billed by the Monitor as at the date of this report for the period November 1, 2023, to December 31, 2023.

17. Attached and marked as **Schedule "A"** to this report are copies of the 3 invoices rendered by the Monitor during the 2nd Fee Period, which outline the fees, disbursements (if any), and total fees charged under each invoice and a schedule for each invoice summarizing the name of each person who rendered services, the total hours of such individual, the rate charged, and the total charges for fees, disbursements, and taxes. Copies of the invoices with the fee detail will be made available to the Court if the Court wishes to review same. The total of these invoices is $437,499.06 and corresponds to the amount noted above.

18. Attached and marked as **Schedule "B"** to this report is a summary of the details that will comprise a pending invoice by the Monitor for its fees and disbursements from November 1, 2023, to December 31, 2023, along with a schedule summarizing the name of each person who rendered services, the total hours of such individual, the rate charged, and the total charges for fees, disbursements, and taxes. A copy of the pending invoice and/or the fee detail will be made available to the Court if the Court wishes to review same. The total of the Monitor's work in progress as per **Schedule "B"** is $66,150.00 and corresponds to the amount noted above.

19. The 2nd Fee Period includes the Monitor's fees for all steps taken in relation to these CCAA proceedings. EY's standard rates for all individuals working on the matter were applied and are reflected in the invoices rendered and in the work in progress noted above, adjusted to account for certain time entries which the Monitor determined to discount in addition to a courtesy discount provided by the Monitor.

20. For the Court's ease of reference, over the course of the 2nd Fee Period, the Monitor's team recorded 1,017.4 hours in time in relation to these CCAA proceedings; however, the Monitor further advises that it estimates an additional 100 or more hours of time were never recorded or charged to the Applicants as a courtesy in an attempt to mitigate the professional fee costs in these CCAA proceedings. The activities of the Monitor during this period have been extensive and have been documented in this Monitor's 13th Report and previous reports that the Monitor has provided to this Honourable Court throughout these CCAA proceedings.

21. The amounts invoiced and otherwise incurred by the Monitor fall reasonably in line with the various projections filed in these CCAA Proceedings and based on the extent of the Monitor's actions and involvement in these CCAA proceedings (as discussed above), the Monitor believes its fees and expenses as incurred up to and including December 31, 2023, are fair and commercially reasonable and should be approved.

Monitor's Counsel's Fees and Expenses

22. In addition to the above, the Monitor has filed an application seeking approval of its counsel's fees and disbursements in respect of these CCAA proceedings for the period July 1, 2023, up to and including December 31, 2023.

23. The Monitor's counsel's fees and disbursements for from July 1, 2023, to December 31, 2023, total $228,847.79 inclusive of GST. Copies of the Monitor's counsel's invoices along with a summary with respect to hours spent by each individual working on the matter during the billing period are attached as **Schedule "C"** to this report. A summary of these invoiced amounts is provided in the table below:

Monitor's Counsel Invoices to Applicants from July 1 to December 31, 2023)				
Date	**Invoice No.**	**Net ($ CAD)**	**GST**	**Total**
09-Aug-23	8031585	50,970.50	2,546.58	53,517.08
30-Sept-23	8032731	27,658.50	1,377.53	29,036.03
20-Oct-23	8032922	46,266.50	2,312.18	48,578.68
20-Nov-23	8033487	28,190.00	1,405.45	29,595.45
14-Dec-23	8034209	42,808.00	2,139.05	44,947.05
31-Dec-23	8035081	22,070.00	1,103.50	23,173.50
	Total	**217,963.50**	**10,884.29**	**228,847.79**

24. It is the Monitor's view that its counsel has been instrumental in assisting the Monitor (and to some extent also working with counsel for the Applicants) with the various challenges, legal issues and other matters faced by the Monitor and the Applicants to date.

25. Similar to the fees of the Monitor, the amounts invoiced by Monitor's Counsel fall reasonably in line with the various projections filed in these CCAA proceedings and based on the assistance provided to date, the Monitor believes its counsel's fees and expenses as invoiced up to and including December 31, 2023, are fair and commercially reasonable and should be approved.

CONCLUSION

26. Based on the information and content provided in this Monitor's Thirteenth Report, the Monitor respectfully requests that this Honourable Court grant the 2nd Approval Order that approves:

    (a) the actions of the Monitor from the date of the Monitor's Fourth Report to date, and

    (b) the fees and expenses of the Monitor and its counsel as outlined in this report to December 31, 2023.

Dated at Edmonton, this 15th day of January, 2024.

ERNST & YOUNG INC.
Licensed Insolvency Trustee
acting solely in its capacity as the Proposed Monitor of the JW Group
and not in its personal or corporate capacity
per:

Matt McCulloch, CPA, CA, CIRP, LIT
Senior Vice President, Ernst & Young Inc.

SCHEDULE "A"

Ernst & Young Inc.
Edmonton, AB

Invoice

J. W. Carr Holdings Ltd
10303 Jasper Ave NW Suite 2400
Edmonton, AB T5J 3N6
Canada

Invoice No.: CA12C500009663
Please include this number with payment

Invoice Date:	August 21, 2023
Due Date:	Upon receipt
Client No.:	0013312575
Engagement No.:	E-67391220

Please see last page of the invoice for payment instructions.

For professional services in relation to the CCAA Proceedings for the Period June 3, 2023 up to and including August 4, 2023:

		Net	Tax	Rate	Tax Amount	CAD Total
Fees		248,661.50				
Courtesy Discount		-41,324.50				
Total Fees		207,337.00	GST	5 %	10,366.85	217,703.85
		207,337.00			**10,366.85**	**217,703.85**
Invoice summary		**207,337.00**				
Tax:	5% GST				10,366.85	
Total:		**207,337.00**			**10,366.85**	**217,703.85**

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Ernst & Young Inc.
Edmonton, AB

Payment Options and Instructions

Interac e-Transfer
Email to use for transfer: etransfer.eyllp.cad@ca.ey.com

Auto-deposit is enabled, no password is required.

In Notes/Comments section, please include invoice number(s).

Cheques
P.O. Box 57104
Postal Station A
Toronto, ON M5W 5M5.

Please include the invoice number(s) on the cheque details.

Wire Transfer

Beneficiary:	Ernst & Young LLP
Address:	100 Adelaide Street West Toronto, ON, M5H 0B3
Beneficiary Bank	BMO Bank of Montreal
Bank SWIFT Code:	BOFMCAM2
Code CC:	000124112
Beneficiary's Account #:	24111000237

Electronic Funds Transfer (EFT)

Legal Name:	Ernst & Young LLP
Banking Information:	Bank of Montreal Bank : 001 Transit : **24112** Account #: 1000237

To ensure proper application of your electronic payment, please provide client and invoice number details directly to: gss.CanadaAccountsReceivable@xe02.ey.com.

JW Carr Group
Hours worked - June 3, 2023 up to and including August 4, 2023 **(CCAA Monitor)**

Employee	Hours		Fees ($ CAD)
Duncan Yang	78.50	725.00	56,912.50
Evan MacKinnon	39.40	525.00	20,685.00
Dan McCulloch	0.10	595.00	59.50
Mark Shtay	42.50	395.00	16,787.50
Matt McCulloch	81.50	895.00	72,942.50
Drew Barden	12.50	395.00	4,937.50
Serena Daniels	2.60	495.00	1,287.00
Tanner Clarkson	187.60	395.00	74,102.00
Trina Sorbara	2.40	395.00	948.00
Total	**447.1**		**248,661.50**
Courtesy Discount			41,324.50
Amount Invoiced			207,337.00
GST:			10,366.85
Total Invoice Amount:			**217,703.85**

Ernst & Young Inc.
Edmonton, AB

Invoice

J. W. Carr Holdings Ltd
10303 Jasper Ave NW Suite 2400
Edmonton, AB T5J 3N6
Canada

Invoice No.: CA12C500009830
Please include this number with payment

Invoice Date:	October 16, 2023
Due Date:	Upon receipt
Client No.:	0013312575
Engagement No.:	E-67391220

Please see last page of the invoice for payment instructions.

For professional services in relation to the CCAA Proceedings from August 6 to October 7, 2023:

		Net	Tax	Rate	Tax Amount	CAD Total
Fees		170,572.00				
Courtesy Discount		-32,704.13				
Total Fees		137,867.87	GST	5 %	6,893.39	144,761.26
		137,867.87			**6,893.39**	**144,761.26**
Invoice summary		**137,867.87**				
Tax:	5% GST				6,893.39	
Total:		**137,867.87**			**6,893.39**	**144,761.26**

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Ernst & Young Inc.
Edmonton, AB

Payment Options and Instructions

Interac e-Transfer

Email to use for transfer: etransfer.eyllp.cad@ca.ey.com

Auto-deposit is enabled, no password is required.

In Notes/Comments section, please include invoice number(s).

Cheques

P.O. Box 57104
Postal Station A
Toronto, ON M5W 5M5.

Please include the invoice number(s) on the cheque details.

Wire Transfer

Beneficiary:	Ernst & Young LLP
Address:	100 Adelaide Street West Toronto, ON, M5H 0B3
Beneficiary Bank	BMO Bank of Montreal
Bank SWIFT Code:	BOFMCAM2
Code CC:	000124112
Beneficiary's Account #:	24111000237

Electronic Funds Transfer (EFT)

Legal Name:	Ernst & Young LLP
Banking Information:	Bank of Montreal Bank : 001 Transit : **24112** Account #: 1000237

To ensure proper application of your electronic payment, please provide client and invoice number details directly to: gss.CanadaAccountsReceivable@xe02.ey.com.

JW Carr Group
Hours worked - August 5, 2023 up to and including October 7, 2023 **(CCAA Monitor)**

Employee	Hours		Fees ($ CAD)
Duncan Yang	40.50	725.00	29,362.50
Evan MacKinnon	11.70	525.00	6,142.50
Mark Shtay	18.00	395.00	7,110.00
Matt McCulloch	74.10	895.00	66,319.50
Drew Barden	53.50	395.00	21,132.50
Eric Sandher	0.50	495.00	247.50
Serena Daniels	5.60	495.00	2,772.00
Tanner Clarkson	91.00	395.00	35,945.00
Trina Sorbara	3.90	395.00	1,540.50
Total	**298.8**		**170,572.00**
Courtesy Discount			32,704.13
Amount Invoiced			137,867.87
GST:			6,893.39
Total Invoice Amount:			**144,761.26**

Ernst & Young Inc.
Edmonton, AB

Invoice

J. W. Carr Holdings Ltd
10303 Jasper Ave NW Suite 2400
Edmonton, AB T5J 3N6
Canada

Invoice No.: CA12C500009949
Please include this number with payment

Invoice Date:	November 15, 2023
Due Date:	Upon receipt
Client No.:	0013312575
Engagement No.:	E-67391220

Please see last page of the invoice for payment instructions.

For professional services rendered from October 8, 2023 up to and including October 31, 2023 as follows:

		Net	Tax	Rate	Tax Amount	CAD Total
Fees:		79,401.00				
10% Courtesy Discount:		-7,940.10				
Total Fee:		71,460.90	GST	5 %	3,573.05	75,033.95
		71,460.90			**3,573.05**	**75,033.95**
Invoice summary		**71,460.90**				
Tax:	5% GST				3,573.05	
Total:		**71,460.90**			**3,573.05**	**75,033.95**

A member of Ernst & Young Global

Terms: Payment due upon receipt. Interest is charged at the rate of 12 % per annum on balances unpaid after 30 days from date of invoice. Any disbursements not charged to your account on the date of this invoice will be billed later.
GST/HST: R123425522 **QST:** 1006354498

Ernst & Young Inc.
Edmonton, AB

Payment Options and Instructions

Interac e-Transfer
Email to use for transfer: etransfer.eyllp.cad@ca.ey.com

Auto-deposit is enabled, no password is required.

In Notes/Comments section, please include invoice number(s).

Wire Transfer

Beneficiary:	Ernst & Young LLP
Address:	100 Adelaide Street West Toronto, ON, M5H 0B3
Beneficiary Bank	BMO Bank of Montreal
Bank SWIFT Code:	BOFMCAM2
Code CC:	000124112
Beneficiary's Account #:	24111000237

Cheques
P.O. Box 57104
Postal Station A
Toronto, ON M5W 5M5.

Please include the invoice number(s) on the cheque details.

Electronic Funds Transfer (EFT)

Legal Name:	Ernst & Young LLP
Banking Information:	Bank of Montreal Bank : 001 Transit : **24112** Account #: 1000237

To ensure proper application of your electronic payment, please provide client and invoice number details directly to: gss.CanadaAccountsReceivable@xe02.ey.com.

JW Carr Group
Hours worked - October 8, 2023 up to and including October 31, 2023 **(CCAA Monitor)**

Employee	**Hours**		**Fees ($ CAD)**
Duncan Yang	1.30	725.00	942.50
Evan MacKinnon	28.70	525.00	15,067.50
Mark Shtay	13.30	395.00	5,253.50
Matt McCulloch	27.40	895.00	24,523.00
Drew Barden	10.60	395.00	4,187.00
Tanner Clarkson	73.00	395.00	28,835.00
Trina Sorbara	1.50	395.00	592.50
Total	**155.8**		**79,401.00**
Courtesy Discount			7,940.10
Amount Invoiced			71,460.90
GST:			3,573.05
Total Invoice Amount:			**75,033.95**

SCHEDULE "B"

JW Carr Group
Hours worked - November 1, 2023 up to and including December 31, 2023 **(CCAA Monitor)**

Employee	**Hours**		**Fees ($ CAD)**
Duncan Yang	2.20	725.00	1,595.00
Mark Shtay	20.40	395.00	8,058.00
Matt McCulloch	48.50	895.00	43,407.50
Tanner Clarkson	41.10	395.00	16,234.50
Trina Sorbara	3.50	395.00	1,382.50
Total	**115.7**		**70,677.50**
Courtesy Discount			7,677.50
Amount Invoiced			63,000.00
GST:			3,150.00
Total Invoice Amount:			**66,150.00**

SCHEDULE “C”

mccarthy tetrault

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

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

Invoice No:	8031585
GST/HST Reg. No:	116532839
Date:	August 9, 2023

Attention: Matt McCulloch
Partner/Principal

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

For Professional Services Rendered for the period ending August 9, 2023

OUR FEES				$	50,871.50
Disbursements	Non-Taxable	$	39.00		
	Taxable		60.00		99.00
				$	50,970.50
GST	Fees	$	2,543.58		
	Disbursements		3.00		2,546.58
TOTAL DUE ON ABOVE-NOTED MATTER				$	53,517.08

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

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

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

8031585B

FEE SUMMARY – Invoice No. 8031585

Timekeeper Name	Hours	Hourly Rate	Total Hourly Fees
Collins, Sean	16.60	$1,090.00	$18,094.00
Gallant, Trena	0.90	$450.00	$405.00
MacLeod, Walker	0.80	$785.00	$628.00
Possin, Stephan	11.90	$330.00	$3,927.00
Stewart, Nathan	0.10	$545.00	$54.50
Thomas, Rebecca	1.00	$355.00	$355.00
Wilson, Erinn	57.10	$480.00	$27,408.00
	88.40		**$50,871.50**

McCarthy Tétrault LLP
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mccarthy tetrault

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

Invoice No:	8032731
GST/HST Reg. No:	116532839
Date:	September 30, 2023

Attention: Matt McCulloch
Partner/Principal

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

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

OUR FEES				$	27,401.50
Disbursements	Non-Taxable	$	108.00		
	Taxable		149.00		257.00
				$	27,658.50
GST	Fees	$	1,370.08		
	Disbursements		7.45		1,377.53
TOTAL DUE ON ABOVE-NOTED MATTER				$	29,036.03

PLEASE NOTE THIS ACCOUNT IS PAYABLE IN CANADIAN DOLLARS.

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

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

8032731B

FEE SUMMARY – Invoice No. 8032731

Timekeeper Name	Hours	Hourly Rate	Total Hourly Fees
Collins, Sean	3.80	$1,090.00	$4,142.00
Kyriakakis, Pantelis	2.00	$755.00	$1,510.00
Possin, Stephan	0.50	$330.00	$165.00
Stewart, Nathan	1.20	$545.00	$654.00
Thomas, Rebecca	1.90	$355.00	$674.50
Wilson, Erinn	42.20	$480.00	$20,256.00
	51.60		**$27,401.50**

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

Invoice No:	8032922
GST/HST Reg. No:	116532839
Date:	October 20, 2023

Attention: Matt McCulloch
Partner/Principal

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

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

OUR FEES				$	46,156.50
Disbursements	Non-Taxable	$	23.00		
	Taxable		87.00		110.00
				$	46,266.50
GST	Fees	$	2,307.83		
	Disbursements		4.35		2,312.18
TOTAL DUE ON ABOVE-NOTED MATTER				$	48,578.68

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8032922B

FEE SUMMARY – Invoice No. 8032922

Timekeeper Name	Hours	Hourly Rate	Total Hourly Fees
Collins, Sean	22.10	$1,090.00	$24,089.00
MacLeod Walker	0.50	$785.00	$392.50
Stewart, Nathan	0.90	$545.00	$490.50
Thomas, Rebecca	8.70	$355.00	$3,088.50
Wilson, Erinn	37.70	$480.00	$18,096.00
	69.90		**$46,156.50**

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Ernst & Young Inc.
EPCOR Tower, 10423 - 101 Street, Suite 1400
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Invoice No:	8033487
GST/HST Reg. No:	116532839
Date:	November 20, 2023

Attention: Matt McCulloch
Partner/Principal

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

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

OUR FEES				$	27,428.00
Disbursements	Non-Taxable	$	81.00		
	Taxable		681.00		762.00
				$	28,190.00
GST	Fees	$	1,371.40		
	Disbursements		34.05		1,405.45
TOTAL DUE ON ABOVE-NOTED MATTER				$	29,595.45

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8033487B

FEE SUMMARY – Invoice No. 8033487

Timekeeper Name	Hours	Hourly Rate	Total Hourly Fees
Collins, Sean	21.60	$1,090.00	$23,544.00
Gallant, Trena	0.60	$450.00	$270.00
Stewart, Nathan	0.10	$545.00	$54.50
Thackray, Riley	1.20	$330.00	$396.00
Thomas, Rebecca	4.90	$355.00	$1,739.50
Walker, Alison	0.20	$400.00	$80.00
Wilson, Erinn	2.80	$480.00	$1,344.00
	31.40		**$27,428.00**

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EPCOR Tower, 10423 - 101 Street, Suite 1400
PO Box 44
Edmonton, AB T5H 0E7

Invoice No:	8034209
GST/HST Reg. No:	116532839
Date:	December 14, 2023

Attention: Matt McCulloch
Partner/Principal

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

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

OUR FEES				$	41,814.00
Disbursements	Non-Taxable	$	27.00		
	Taxable		967.00		994.00
				$	42,808.00
GST	Fees	$	2,090.70		
	Disbursements		48.35		2,139.05
TOTAL DUE ON ABOVE-NOTED MATTER				$	44,947.05

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8034209B

FEE SUMMARY – Invoice No. 8033487

Timekeeper Name	Hours	Hourly Rate	Total Hourly Fees
Bierkos, Jordan	0.40	$650.00	$260.00
Collins, Sean	34.30	$1,090.00	$37,387.00
Thackray, Riley	9.40	$330.00	$3,102.00
Thomas, Rebecca	3.00	$355.00	$1,065.00
	47.10		**$41,814.00**

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

Invoice No:	8035081
GST/HST Reg. No:	116532839
Date:	December 31, 2023

Attention: Matt McCulloch
Partner/Principal

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

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

OUR FEES				$	21,602.00
Disbursements	Non-Taxable	$	0.00		
	Taxable		468.00		468.00
				$	22,070.00
GST	Fees	$	1,080.10		
	Disbursements		23.40		1,103.50
TOTAL DUE ON ABOVE-NOTED MATTER				$	23,173.50

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FEE SUMMARY – Invoice No. 8035081

Timekeeper Name	Hours	Hourly Rate	Total Hourly Fees
Bierkos, Jordan	10.00	$650.00	$6,500.00
Collins, Sean	10.60	$1,090.00	$11,554.00
Thackray, Riley	8.60	$330.00	$2,838.00
Thomas, Rebecca	2.00	$355.00	$710.00
	31.20		**$21,602.00**