

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: May 29, 2024
 Time: 10:00 a.m.
 Where: Edmonton Law Courts via WebEx. Videoconference details are
 enclosed as Schedule "A" to this Application
 Before Whom: The Honourable Justice M.J. Lema

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 Sixteenth Report of the Monitor, dated May 21, 2024 (the “**Sixteenth Monitor’s Report**”), is abridged, that the Application is property returnable on May 29, 2024, that service of the Application and the Sixteenth 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 Sixteenth Monitor’s Report, the Application, or any orders arising therefrom;
2. Approving the final statement of receipts and disbursements attached as Schedule “A” to the Sixteenth Monitor’s Report;
3. Approving the final fees and disbursements of the Monitor, for the period from January 1, 2024 to May 10, 2024, together with any fees and disbursements of the Monitor in connection with the exercise by the Monitor of any residual powers as set out in the Sixteenth Monitor’s Report (the “**Monitor’s Fee Period**”) and the activities of the Monitor as set out in the following reports of the Monitor:
 - (a) the Fourteenth Report of the Monitor, dated January 19, 2024 (the “**Fourteenth Monitor’s Report**”);
 - (b) the Confidential Supplement to the Fourteenth Report of the Monitor, dated January 19, 2024;
 - (c) the Fifteenth Report of the Monitor, dated April 12, 2024 (the “**Fifteenth Monitor’s Report**”); and,
 - (d) the Sixteenth Monitor’s Report,(collectively, the “**Monitor’s Reports**”).

4. Approving the final fees and disbursements incurred by counsel to the Monitor, McCarthy Tétrault LLP ("**McCarthy**"), for the period from January 1, 2024 to May 20, 2024 together with any fees and disbursements of the McCarthy in connection with McCarthy providing professional services to the Monitor of any residual powers as set out in the Sixteenth Monitor's Report (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 Sixteenth Report of the Monitor; and,
5. 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:

6. 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.
7. The Monitor retained McCarthy as counsel to the Monitor in these CCAA Proceedings.
8. 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.
9. The ARIO further provides that the Monitor and its legal counsel shall pass their accounts from time to time.
10. In accordance with the application by the CCAA Applicants to terminate the CCAA Proceedings and to seek the discharge of the Monitor, the Monitor seeks approval of a final statement of receipts and disbursements, its fees and activities of the Monitor, and the fees of counsel to the Monitor for the applicable Fee Period.
11. Capitalized terms used but not defined herein have the same meaning given to them in the Sixteenth Monitor's Report

Activities of the Monitor

12. 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 12 of the Sixteenth Monitor's Report.
13. 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) an analysis of the actual cash transactions versus the projected amounts noted in CFS#5; (c) reviewed the information relating to banking activity for the time period October 1, 2023 to December 31, 2023; (d) reconciled the bank balances identified by Management of each entity against the actual transactions of the Applicants and accounting for cheques that have been issued and mailed, but not processed; (e) reviewed and discussed the current financial circumstances of the Applicants with the Applicants, the Applicants' counsel, and its own counsel; (g) reviewed and provided the Court with information and the Monitor's comments in relation to the SAVO for the Ovintiv Building; (h) worked with legal counsel to close numerous sale transactions under the Expedited SAVO Protocol Orders; (i) consideration of the Interim Lender putting forward a credit bid to purchase certain of the Applicant's remaining assets; (j) consideration of the Applicants' releasing other assets to the respective First Charge Mortgagees in an attempt to conclude the CCAA Proceedings; (k) review of full-scale accounting for all properties sold through these CCAA Proceedings, as provided by the Applicants and their counsel; (l) worked with the Applicants to assess the builders' lien claims in respect of the Tundra Building; (m) worked with the Applicants to resolve the trust claim of Shane Mudryk in relation to the Inverness Condominiums; (n) worked with the Applicants with regard to recommendation to increasing the Interim Financing Charge; (o) completed a final distribution to secured creditors; and, (p) prepared three (3) Monitor's Reports including the Sixteenth Monitor's Report, as well as one (1) Confidential Supplement.

Fees of the Monitor and Counsel to the Monitor

14. During the Monitor's Fee Period, the Monitor:
 - (a) billed approximately 87.1 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 \$58,560.71, inclusive of taxes; and,
 - (b) has additional work in progress in the approximate amount of 53.9 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 \$38,876.25, inclusive of taxes.
15. The details of the Monitor's fees and disbursement are set out in the Sixteenth Monitor's Report.
16. During the MT Fee Period, McCarthy billed approximately 51.1 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 \$53,416.58, inclusive of taxes.
17. The details of the McCarthy's fees and disbursement are set out in the Sixteenth Monitor's Report.
18. The Monitor is of the view 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:

19. The Fourteenth Monitor's Report, dated January 19, 2024.
20. The Confidential Supplement to the Fourteenth Monitor's Report, dated January 19, 2024.
21. The Fifteenth Monitor's Report, dated April 12, 2024.

22. The Sixteenth Monitor's Report, dated May 21, 2024.
23. Such further and other evidence or materials as counsel for the Monitor may advise and this Honourable Court may permit.

Application Rules:

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

Applicable Acts and Regulations:

26. The *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended.
27. 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:

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

How the Application is proposed to be heard or considered:

29. 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 AND DISCHARGE OF THE MONITOR)**

[see attached]

COURT FILE NUMBER 2303-06543
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JUDICIAL CENTRE EDMONTON

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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 **ORDER (INTERIM FEE APPROVAL AND DISCHARGE OF
THE MONITOR)**

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

DATE ON WHICH ORDER WAS PRONOUNCED: May 29, 2024

LOCATION OF HEARING: Edmonton, Alberta

NAME OF JUDGE WHO MADE THIS ORDER: Justice M.J. Lema

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 Fourteenth Report of the Monitor dated January 19, 2024, the Confidential

Supplement to the Fourteenth Report of the Monitor dated January 19, 2024, the Fifteenth Report of the Monitor dated April 12, 2024, and the Sixteenth Report of the Monitor dated May 21, 2024 (the “**Sixteenth 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 May 1, 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 Sixteenth Monitor’s Report is abridged, the Application is properly returnable today, service of the Application and the Sixteenth 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 Sixteenth Monitor’s Report.

DEFINITIONS

2. Any capitalized terms used and not defined herein shall have the meaning ascribed to them in the Sixteenth Monitor’s Report or in the ARIO, as applicable.

INTERIM APPROVAL OF FEES, ACTIVITIES AND R&D

3. The Monitor’s Reports and the activities of the Monitor as described therein are hereby approved.
4. The Monitor’s accounts for professional fees and disbursements for the period of January 1, 2024 to May 10, 2024, together with any fees and disbursements of the Monitor in connection with the exercise by the Monitor of any residual powers as set out in the Sixteenth Monitor’s Report, in the amount of \$97,436.96 are hereby approved.
5. The accounts for professional fees and disbursements of the Monitor’s legal counsel, McCarthy Tétrault LLP, for the period January 1, 2024 to May 20, 2024 together with any fees and disbursements of McCarthy Tétrault LLP relating to providing professional services to the Monitor in connection with the exercise by the Monitor of any residual

powers as set out in the Sixteen Monitor's Report, in the amount of \$53,416.58 are hereby approved.

6. The Statement of Receipts and Disbursements attached as Schedule "A" to the Sixteenth Monitor's Report be and the same is hereby approved.

DISCHARGE OF THE MONITOR

7. Effective on the date the CCAA Proceedings are terminated (the "**CCAA Termination Time**"), the Monitor shall be and is hereby discharged from its duties as Monitor and shall have no further duties, obligations or responsibilities as Monitor from and after the CCAA Termination Time; provided, however, notwithstanding the discharge of the Monitor, the Monitor shall remain Monitor and have the authority to carry out, complete or address any matters in its role as Monitor that are ancillary or incidental to the CCAA Proceedings following the CCAA Termination Time, as may be required.
8. Notwithstanding the Monitor's discharge and the termination of the CCAA Proceedings, nothing herein shall affect, vary, derogate from, limit or amend, and the Monitor and its counsel shall continue to have the benefit of, any of the rights, approvals, releases, and protections in favour of the Monitor at law or pursuant to the CCAA, the ARIO, and all other Orders made in the CCAA Proceedings, including in connection with any actions taken by the Monitor pursuant to this Order following the CCAA Termination Time.
9. No action or other proceeding shall be commenced against the Monitor in any way arising from or related to its capacity or conduct as Monitor, except with prior leave of this Court and on prior written notice to the Monitor.
10. Effective as of the CCAA Termination Time, the Monitor and counsel to the Monitor, and each of their respective affiliates, and each of their respective current and former officers, directors, partners, employees and agents, as applicable (collectively, the "**Released Parties**"), shall be and hereby are forever released and discharged from any and all claims that any Person may have or be entitled to assert against the Released Parties, including any tax claims, whether known or unknown, matured or unmatured, foreseen or unforeseen, existing or hereafter arising, based in whole or in part on any act or omission, transaction, dealing or other occurrence in any way relating to, arising out of or in respect of the CCAA Proceedings or with respect to their respective conduct in connection therewith, including carrying out the terms of this Order (collectively, the "**Released**

Claims”), and any such Released Claims are hereby irrevocably and permanently released, stayed, extinguished and forever barred and the Released Parties shall have no liability in respect thereof, save and except for any gross negligence or willful misconduct on the part of the Released Parties.

MISCELLANEOUS MATTERS

11. 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