

COURT FILE NUMBER 2301 - 08305

COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, RSC 1985, c C-36, as amended

AND IN THE MATTER OF THE COMPROMISE OF
ARRANGEMENT OF WALLACE & CAREY INC.,
LOUDON BROS. LIMITED, and CAREY
MANAGEMENT INC.

APPLICANTS WALLACE & CAREY INC, LOUDON BROS LIMITED,
and CAREY MANAGEMENT INC.

DOCUMENT **ORDER APPROVING CERTAIN DISBURSEMENTS,
MONITOR'S ACTIVITIES, PROFESSIONAL FEES,
ETC.**

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT

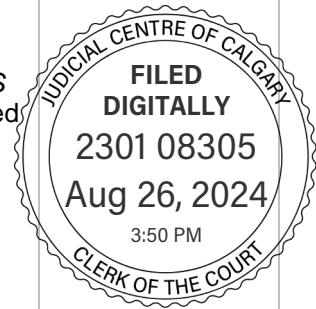
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Attention: Jeffrey Oliver / Jane Dietrich

File no. 54670-8

Clerk's Stamp



DATE ON WHICH ORDER WAS PRONOUNCED: August 22, 2024

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice C.D. Simard

UPON THE APPLICATION of KSV Restructuring Inc., in its capacity as the Court-appointed Monitor (in such capacity, the "**Monitor**") of Wallace & Carey Inc. ("**W&C**"), Loudon Bros Limited, and Carey Management Inc. (collectively, the "**Companies**") for an Order (among other things) approving the professional fees and disbursements of the Monitor and its counsel, approving the Monitor's activities, authorizing the Recommended Distribution (as defined in the Twelfth Report of the Monitor, dated August 13, 2024 (the "**Twelfth Report**")) and granting the TSA Charge (as defined below); **AND UPON** having reviewed the Amended and Restated Initial Order of this Court pronounced June 30, 2023 (the "**ARIO**"); the Transaction Approval and Vesting Order pronounced on November 17, 2023 (the "**Transaction Approval and Vesting Order**"); the Ninth Report of the Monitor dated February 15, 2024 (the "**Ninth**

Report) ; the Tenth Report of the Monitor dated May 24, 2024 (the **"Tenth Report"**); The Eleventh Report of the Monitor dated July 30, 2024 (the **"Eleventh Report"**); the Twelfth Report; and the Affidavit of Service of Angeline Gagnon, sworn August 22, 2024; **AND UPON** hearing counsel for the Monitor and any other interested parties appearing at the within application; **AND UPON** being satisfied that it is appropriate to do so;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Twelfth Report.

SERVICE

2. Service of notice of this application and supporting materials is hereby declared to be good and sufficient, and time for service of this application is abridged to that actually given.

RECOMMENDED DISTRIBUTIONS

3. The Recommended Distributions as outlined in paragraph 1.0.5 of the Twelfth Report are hereby ratified and approved and the Monitor is authorized to make such Recommended Distributions.

TRANSITION SERVICES AGREEMENT CHARGE

4. As security for W&C's obligations under subsection 13(b) of the Transition Services Agreement (the **"TSA"**) approved by the Court on November 17, 2023 and made effective November 21, 2023 (the **Effective Date**), 7-Eleven Canada, Inc. (the **"Purchaser"**) shall be entitled to the benefit of and is hereby granted a charge (the **"TSA Charge"**) over the following present and future Property of W&C (collectively the **"Post-Transaction Property"**): (i) all accounts receivable generated after the Effective Date, (ii) all inventory acquired after the Effective Date; (iii) all vendor rebates generated in respect of inventory acquired after the Effective Date; and (iv) cash, cash equivalents, and monies on deposit in any account with a deposit taking institution (whether in the name of W&C, the Purchaser, the Monitor or a third party, a **"Bank Account"**) from any source after the Effective Date, provided however, that Post-Transaction Property shall not include any Excluded Assets, or proceeds of Excluded Assets (as defined in the TSA) on deposit in any Bank Account. Provided further that, notwithstanding any other order made to date in these proceedings, the Purchaser shall only be entitled to the benefit of the TSA Charge if the Purchaser has satisfied the Monitor that provision has been made to pay or satisfy all current and future financial and indemnity obligations required to be funded by the Purchaser under the terms of the TSA, including without limitation all Sales Taxes (as defined in the TSA) arising after the Effective Date, other amounts owing by W&C to His Majesty the King in right of Canada or any Province or

territory arising after the Effective Date, and any additional financial obligations incurred by W&C specifically at the request of the Purchaser.

5. The TSA Charge shall rank subordinate only to the Administration Charge as against the Post Transaction Property and in priority to all other Court ordered Charges set out in paragraph 43 of the ARIO, and shall benefit from paragraphs 44-48 of the ARIO in respect of the Post Transaction Property. Notwithstanding the foregoing, the TSA Charge shall not attach to the Cash Collateral, as defined in paragraph 5 of the August 8, 2024 Order of this Honourable Court in the within proceeding.

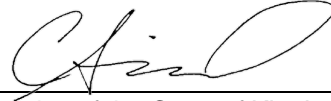
MONITOR'S ACTIVITIES AND PROFESSIONAL FEES

6. The Monitor's actions, conduct and as disclosed in the Ninth Report, the Tenth Report, the Eleventh Report and the Twelfth Report are hereby ratified and approved.
7. The Monitor's accounts for fees and disbursements, as set out in the Twelfth Report, are hereby approved without the necessity of a formal passing of its accounts.
8. The accounts of the Monitor's legal counsel, Cassels Brock & Blackwell LLP, for its fees and disbursements, as set out in the Twelfth Report, are hereby approved without the necessity of a formal assessment of its accounts.

SERVICE OF ORDER

9. Service of this Order shall be deemed good and sufficient by:
 - (a) serving the 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; and
 - 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 established in connection with these proceedings, for no less than six months from the date of this Order; and service on any other person is hereby dispensed with.

10. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier.

A handwritten signature in black ink, appearing to be 'Chin', is written above a horizontal line.

Justice of the Court of King's Bench of Alberta