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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**

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION OF
PARTY FILING THIS
DOCUMENT

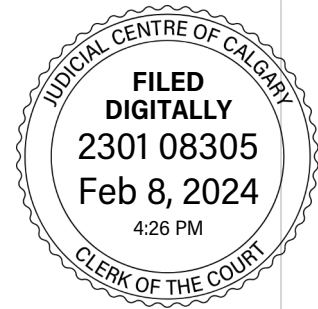
Cassels Brock & Blackwell LLP
Suite 3810, Bankers Hall West
888 3 Street SW
Calgary, AB T2P 5C5

Telephone: 403.351.2921/416.860.5223
Facsimile: 403.648.1151
Email: joliver@cassels.com / jdietrich@cassels.com

Attention: Jeffrey Oliver/Jane Dietrich

File No.: 54670-3

Clerk's Stamp



DATE ON WHICH ORDER WAS PRONOUNCED: February 7, 2024

LOCATION WHERE ORDER WAS PRONOUNCED: Calgary, Alberta

NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice B.B. Johnston

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 Eighth Report of the Monitor, dated January 29, 2024 (the "**Eighth 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 Eighth Report; the Fee Affidavit of Jane Dietrich, sworn January 29,

2024 (the “**Dietrich Fee Affidavit**”); the Second Fee Affidavit of Robert Kofman, sworn January 29, 2024 (the “**Kofman Fee Affidavit**”); and the Affidavit of Service of Angeline Gagnon, sworn February 7, 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 Eighth 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.

MONITOR’S ACTIVITIES AND PROFESSIONAL FEES

3. The Monitor’s actions, conduct and as disclosed in the Eighth Report are hereby ratified and approved.
4. The Monitor's accounts for fees and disbursements, as set out in the Eighth Report and the Kofman Fee Affidavit, are hereby approved without the necessity of a formal passing of its accounts.
5. The accounts of the Monitor's legal counsel, Cassels Brock & Blackwell LLP, for its fees and disbursements, as set out in the Eighth Report and the Dietrich Fee Affidavit, are hereby approved without the necessity of a formal assessment of its accounts.

SERVICE OF ORDER

6. 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;
 - 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.

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

BB Johnston

Justice of the Court of King's Bench of Alberta