

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 KSV RESTRUCTURING INC. in its capacity as
court-appointed Monitor of WALLACE & CAREY
INC, LOUDON BROS LIMITED, and CAREY
MANAGEMENT INC.

DOCUMENT SECRETARIAL AFFIDAVIT

ADDRESS FOR
SERVICE AND
CONTACT
INFORMATION
OF PARTY
FILING THIS
DOCUMENT

Cassels Brock & Blackwell LLP
Suite 3810, Bankers Hall West
888 3rd Street SW

Calgary, Alberta, T2P 5C5

Telephone: (403) 351-2920
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Email: joliver@cassels.com

File No.: 054670-3

Attention: Jeffrey Oliver

AFFIDAVIT OF: ANGELINE GAGNON

SWORN ON: November 27, 2025

I, Angeline Gagnon, of the City of Calgary, in the Province of Alberta, SWEAR AND SAY THAT:

1. I am employed as a Legal Assistant with the firm of Cassels Brock & Blackwell LLP ("**Cassels**"), counsel to KSV Restructuring Inc. ("**KSV**") in its capacity as court-appointed Monitor over Wallace & Carey Inc. Loudon Bros Limited, and Carey Management Inc. (in such capacity, the "**Monitor**"). As such, I have personal knowledge of the matters hereinafter deposed to, except where stated to be based on information and belief, in which case I believe the same to be true.
2. All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Monitor's application, filed November 25, 2025 (the "**Monitor's Application**") or the Eighteenth Report of the Monitor dated November 20, 2025.

3. On November 26, 2025, our office received a letter (the "**Closing Date Letter**") from Edmond Lamek of DLA Piper (Canada) LLP, counsel to 7-Eleven Distribution Canada Corp. ("**SEDCC**"). Attached hereto and marked as **Exhibit "A"** is a copy of the Closing Date Letter.
4. On November 26, 2025, our office received another letter (the "**Maintenance Agreement Letter**") from Edmond Lamek. Attached hereto and marked as **Exhibit "B"** is a copy of the Maintenance Agreement Letter.
5. I swear this Affidavit with respect to the Monitors' Application, and for no other or improper purpose.

SWORN BEFORE ME at the City of Calgary, in the)
Province of Alberta, this 27 day of November, 2025)

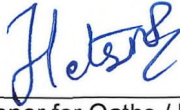


Commissioner for Oaths/Notary Public in and for
Alberta)

ANGELINE GAGNON

HETVI NIMESH BHATT
A Commissioner for Oaths in and for Alberta
My appointment expires on September 21, 20**27**

This is **Exhibit "A"** to the Affidavit of
Angeline Gagnon sworn this 27th day of
November 2025



A Commissioner for Oaths / Notary Public
In And For Alberta

HETVI NIMESH BHATT

A Commissioner for Oaths in and for Alberta
My appointment expires on September 21, 2027



DLA Piper (Canada) LLP
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T +1 416.365.3444
F 416.365.7886

November 26, 2025

DELIVERED BY EMAIL

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

Attention: Jeffrey Oliver

Re: Wallace & Carey Inc. ("W&C") – Digiflex Software CCAA s. 11.3 Assignments

We write further to the Monitor's application before the Court of King's Bench of Alberta (the "Court") tomorrow, seeking Court approval of the assignments by W&C of the various Digiflex Information Systems Inc. ("Digiflex") software licenses set out in the Monitor's application record (the "Software Licenses") to 7-Eleven Distribution Canada Corp. ("SEDCC").

In order to align the timing of the completion of the provision of transition services by W&C under the TSA, and the expiry of the fully paid-for remaining terms of the Maintenance Agreements between W&C (and Loudon Bros) and Digiflex, and the use of the software under the Software Licenses, we ask on behalf of SEDCC that in connection with the Monitor's application tomorrow:

- (i) in the event that the Court dismisses the Digiflex lift stay application, the closing date for the Software Licenses assignment transaction be deferred to February 15, 2026, aligning with the end of the TSA term; or
- (ii) in the event that the Court grants the Digiflex lift stay application, the closing date for the Software License assignment transaction be in the very near term following Court approval, and that the Court suspend the lifting of the CCAA stay for a brief period of time to allow the Software Licenses assignment closing to take place in accordance with the assignment approval order and not be frustrated by Digiflex actions.

In addition to mitigating interference from Digiflex and its principal, the assignment of the Software Licenses whether during or after the TSA term will facilitate SEDCC's compliance with its multi-year record and document audit and CRA retention obligations which include the electronic records and documents accessible only by way of the licensed software.

Thank you for your assistance.



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DLA Piper (Canada) LLP

Per:

A handwritten signature in blue ink, appearing to read 'Edmond Lamek', written over the 'Per:' text.

Edmond Lamek

CC: Josh Buchanan, 7-Eleven, Inc.
Courtney Chouinard, 7-Eleven, Inc.
Justin Mooney, DLA Piper (Canada) LLP
Carole Hunter, DLA Piper (Canada) LLP

This is **Exhibit "B"** to the Affidavit of
Angeline Gagnon sworn this 27th day of
November 2025



A Commissioner for Oaths / Notary Public
In And For Alberta

HETVI NIMESH BHATT
A Commissioner for Oaths in and for Alberta
My appointment expires on September 21, 2027



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November 26, 2025

DELIVERED BY EMAIL

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

Attention: Jeffrey Oliver

Re: Wallace & Carey Inc. ("W&C") Burnett Duckworth & Palmer letter of November 20, 2025

We write further to Burnett Duckworth & Palmer's ("BDP") letter to Cassels dated November 20, 2025 which you have forwarded to us, wherein BDP, on behalf of its client, Digiflex Information Systems Inc. ("Digiflex"), requested that KSV Restructuring Inc. in its capacity as CCAA monitor (the "Monitor") of W&C agrees to a "variation" of the terms of the Digiflex Maintenance Agreements with W&C, which, in summary, include:

- (i) the cessation by Digiflex of upgrades, enhancements, the 24/7 support line, or other functionalities required when operating the ERP software for a distribution business; and
- (ii) W&C having access to its databases for the purposes of potential audits and reporting, by way of (a) unrestricted read only access to all the archive databases; (b) up to two concurrent update users for each production database to be able to enter adjusting transactions, and (c) support as required. (collectively, the "Variations")

7-Eleven Canada, Inc. and 7-Eleven Distribution Canada Corp. ("Seven Eleven") has reviewed the terms of Digiflex's request and the terms of the proposed Variations, and is of the view that many of the proposed Variations have little or nothing to do with the provision (or cessation) of maintenance services by Digiflex under the Maintenance Agreements, and appear to be attempts by Digiflex to restrict and interfere with W&C's access to the computers, systems, servers and databases that utilize the licensed ProClass/LAZER/NEXUS and CLASS ERP software, and the software itself, to carry out W&C's transition services obligations to Seven Eleven in accordance with the Court approved Transition Services Agreement. They are therefore unacceptable to Seven Eleven.

Seven Eleven is however is prepared to engage in discussions to determine if a commercially reasonable and mutually acceptable alternative arrangement can be reached with Digiflex relating to these matters following tomorrow's application.



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Thank you for your assistance.

DLA Piper (Canada) LLP

Per:

A handwritten signature in blue ink, appearing to be 'EL', written over a horizontal line.

Edmond Lamek

CC: Josh Buchanan, 7-Eleven, Inc.
Courtney Chouinard, 7-Eleven, Inc.
Justin Mooney, DLA Piper (Canada) LLP
Carole Hunter, DLA Piper (Canada) LLP