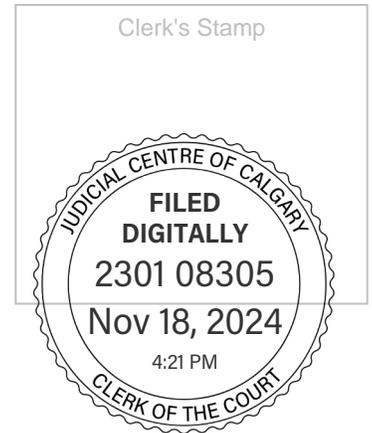


COURT FILE NUMBER 2301-08305  
COURT COURT OF KING'S BENCH OF ALBERTA  
JUDICIAL CENTRE CALGARY  
IN THE MATTER OF THE COMPANIES'  
CREDITORS ARRANGEMENT ACT, RSC 1985, c  
C-36, as amended  
AND IN THE MATTER OF THE COMPROMISE  
OR ARRANGEMENT OF WALLACE & CAREY  
INC., LOUDON BROS LIMITED, and CAREY  
MANAGEMENT INC.



APPLICANT KSV RESTRUCTURING INC., in its capacity as Court-appointed Monitor of  
Wallace & Carey Inc., Loudon Bros Limited and Carey Management Inc.

DOCUMENT **APPLICATION – APPROVAL OF INTERIM DISTRIBUTION, MONITOR'S  
ACTIVITIES and PROFESSIONAL FEES**

ADDRESS FOR  
SERVICE AND  
CONTACT  
INFORMATION  
OF PARTY  
FILING THIS  
DOCUMENT

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

**Attention: Jeffrey Oliver**

P: 403.351.2921  
E: [joliver@cassels.com](mailto:joliver@cassels.com)

File No.: 54670-3

**NOTICE TO THE RESPONDENTS:** see Service List attached hereto as Schedule "A"

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the judge.

To do so, you must be in Court when the application is heard as show below:

Date: November 25, 2024  
Time: 2:00 PM  
Where: Calgary (via WebEx)  
Before Whom: The Honourable Justice B.E.C. Romaine

Go to the end of this document to see what else you can do and when you must do it.

**Remedy claimed or sought:**

1. KSV Restructuring Inc. (“**KSV**”), in its capacity as Court-appointed Monitor (in such capacity, the “**Monitor**”) of Wallace & Carey Inc. (“**W&C**”), Loudon Bros Limited (“**Loudon Bros**”), and Carey Management Inc. (“**CMI**”, and together with W&C and Loudon Bros, the “**Companies**”), seeks:
  - (a) an order substantially in the form attached hereto as Schedule “B”:
    - (i) if necessary, abridging the time for service of this Application and the supporting thirteenth report of the Monitor, dated November 18, 2024 (the “**Thirteenth Report**”) and declaring service to be good and sufficient;
    - (ii) approving the Interim Distribution (as defined below), and further distributions to the Tobacco Tax Authorities (as defined below) on a *pro rata* basis without the necessity of further Court approval, as particularized in the Thirteenth Report;
    - (iii) approving and ratifying the actions, conduct and activities of the Monitor as outlined in the Thirteenth Report; and
    - (iv) approving and ratifying the professional fees and disbursements of the Monitor and its legal counsel, Cassels Brock & Blackwell LLP (“**Cassels**”), for the period of August 1 to October 31, 2024, as set out in the Thirteenth Report, without the necessity of a formal passing of accounts; and
  - (b) such further and other relief as this Honourable Court deems appropriate.

**Grounds for making this Application:**

**Background**

2. On June 22, 2023, the Companies obtained protection from their creditors under the *Companies’ Creditors Arrangement Act*, RSC 1985, c. C-36 (the “**CCAA**”), pursuant to an Initial Order of the Court of King’s Bench of Alberta (the “**Court**”). The Amended and Restated Initial Order (the “**ARIO**”) was pronounced on June 30, 2023.
3. Pursuant to an order issued by the Court on August 23, 2023, the Companies carried out a sale and investment solicitation process that resulted in a transaction (the “**Transaction**”) between the Companies and 7-Eleven Canada, Inc. (“**7-Eleven**”) that was approved by the Court on November 17, 2023 pursuant to an approval and vesting order (the “**Transaction Approval and Vesting Order**”) and other orders (together with the Transaction Approval and Vesting Order, the “**Transaction Orders**”).
4. Pursuant to the Transaction Orders, the Court, among other things:
  - (a) approved a sale of certain of the Companies’ property, assets and undertakings to 7-Eleven;
  - (b) approved a transition services agreement (the “**TSA**”) among CMI, W&C, the Monitor and 7-Eleven, as more fully discussed in the sixth report of the Monitor dated November 8, 2023 (the “**Sixth Report**”); and

- (c) appointed KSV as Receiver of all of the assets, undertakings, and properties of certain subsidiaries of CMI.
5. On January 30, 2024, the Monitor filed its eighth report with this Court (the “**Eighth Report**”) in support of the Monitor’s application for an order, among other things:
- (a) authorizing the Monitor to make distributions totaling \$3,313,081 (the “**Initial Distribution**”), in full satisfaction of the Post-Filing Tobacco Tax Obligations (as defined in the Thirteenth Report); and
  - (b) granting the TSA Charge (as defined in the Thirteenth Report) over certain present and future property of W&C.
6. On February 7, 2024, after representatives of the Provinces of British Columbia and Alberta (the “**Provinces**”) raised concerns about the TSA Charge and the amount of the Initial Distribution, it was agreed that the portion of that application regarding the Initial Distribution and TSA Charge would be adjourned.
7. After resolving the concerns raised by the Provinces, on August 22, 2024, the Court granted an order, among other things:
- (a) authorizing the Monitor to make the Initial Distribution;
  - (b) approving the Monitor’s activities and conduct as set out in the Ninth Report of the Monitor dated February 15, 2024, the Tenth Report of the Monitor dated May 24, 2024, the Eleventh Report of the Monitor dated July 30, 2024 and the Twelfth Report of the Monitor dated August 13, 2024 (the “**Twelfth Report**”); and
  - (c) approving the professional fees of the Monitor and its legal counsel for the period of January 1 to July 31, 2024.

**Recommended Distributions**

8. The Monitor seeks approval of this Honourable Court to make an interim distribution in the amount of \$5.5 million to the provincial and territorial tobacco tax authorities (the “**Tobacco Tax Authorities**”) on a *pro rata* basis based on the outstanding balances owed to the Tobacco Tax Authorities as of November 18, 2023 (the “**Interim Distribution**”).
9. In preparation for this Application, the Monitor and its counsel have engaged in further discussions with representatives from the applicable Tobacco Tax Authorities in respect of the Interim Distribution. The Monitor is not aware of any opposition from the Tobacco Tax Authorities with respect to the Interim Distribution. The Monitor working with the Tobacco Tax Authorities to confirm and reconcile (as needed) the remaining tobacco tax liabilities.
10. The Monitor respectfully requests that the Court approve the Interim Distribution.
11. The Monitor also seeks approval of this Court to make further distributions to the Tobacco Tax Authorities as funds become available, on a *pro rata* basis, based on the balances outstanding to the Tobacco Tax Authorities, without the necessity of further Court approval.

**Activities of the Monitor**

12. The conduct and activities of KSV in its capacity as Monitor since the Twelfth Report are described in paragraph 8.01 of the Thirteenth Report.
13. The Monitor has acted diligently since its appointment.
14. The Monitor's actions and conduct are lawful, proper, and consistent with its powers under the ARIO and subsequent orders issued by the Court in these proceedings, including the Transaction Orders.

**Approval of Professional Fees**

15. The total fees and disbursements of the Monitor for the period from August 1 to October 31, 2024, total \$104,764.88 inclusive of GST in the amount of \$4,988.81.
16. The total fees and disbursements of the Monitor's counsel (Cassels) for the period from August 1 to October 31, 2024, total \$45,766.30 inclusive of GST in the amount of \$2,169.15.
17. The Monitor is of the view that its fees and disbursements and those of its legal counsel are reasonable in the circumstances, and commensurate with the work performed by the parties, which was necessary and appropriate in the circumstances.

**Material or evidence to be relied on:**

18. Amended and Restated Initial Order pronounced by the Honourable Justice Burns on June 30, 2023.
19. Transaction Approval and Vesting Order pronounced by the Honourable Justice Burns on November 17, 2023.
20. The Eighth Report of the Monitor, dated January 29, 2024, filed.
21. The Twelfth Report of the Monitor, dated August 13, 2024, filed.
22. The Thirteenth Report of the Monitor dated November 18, 2024, to be filed.
23. Affidavit of Service to be sworn and filed.
24. Such further and other materials as counsel may advise and this Honourable Court may permit.

**Applicable rules:**

25. The *Alberta Rules of Court*, including Rules 1.2, 1.3, 1.4, 6.1, 6.2, 6.3 and 6.47.
26. Such further and other rules as counsel may advise and this Honourable Court may permit.

**Applicable Acts and regulations:**

27. *Companies' Creditor Arrangement Act*, RSC 1985, c. C-36.
28. *Bankruptcy and Insolvency Act*, RSC 1985, c B-3.
29. Such further and other acts and regulations as counsel may advise and this Honourable Court may permit.

**Any irregularity complained of or objection relied on:**

30. None.

**How the application is proposed to be heard or considered:**

31. Remotely, via Webex.

**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 time shown at the beginning of this form. If you intend to give evidence in response to the application, you must reply by filing an affidavit or other evidence with the Court and serving a copy of that affidavit or other evidence on the applicant(s) a reasonable time before the application is to be heard or considered.

Schedule A

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 OR ARRANGEMENT OF WALLACE & CAREY INC., LOUDON BROS LIMITED, and CAREY MANAGEMENT INC.

AND

COURT FILE NUMBER 2301-15147

COURT COURT OF KING'S BENCH OF ALBERTA  
IN BANKRUPTCY AND INSOLVENCY

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 OR ARRANGEMENT OF WALLACE & CAREY INC., LOUDON BROS LIMITED, and CAREY MANAGEMENT INC.

IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*, RSC 1985, C B-3, as amended

AND IN THE MATTER OF THE RECEIVERSHIP OF 772921 ALBERTA INC., SPRUCE IT UP LAND CORP. and RIDGE MEADOWS PROPERTIES LTD.

DOCUMENT Service List  
(Updated November 18, 2024)

PARTY	METHOD OF DELIVERY	ROLE / INTEREST
<p><b>WALLACE &amp; CAREY INC. LOUDON BROS LIMITED, AND CAREY MANAGEMENT INC.</b> 5445 8th St NE Calgary, AB T2K 5R9 Canada</p> <p><b>Pat Carey</b> Tel: 403.295.7360 Email: <a href="mailto:careyp@careymgmt.com">careyp@careymgmt.com</a></p>	Email	Applicants
<p><b>MILLER THOMSON LLP</b> 3000, 700 - 9th Avenue SW Calgary, Alberta, T2P 3V4, Canada</p> <p><b>James Reid</b> Tel: 403.298.2418 Email: <a href="mailto:jwreid@millერთhomson.com">jwreid@millერთhomson.com</a></p> <p><b>Larry Ellis</b> Tel: 416.595.8639 Email: <a href="mailto:lellis@millერთhomson.com">lellis@millერთhomson.com</a></p> <p><b>David Ward</b> Tel: 416.595.8625 Email: <a href="mailto:dward@millერთhomson.com">dward@millერთhomson.com</a></p> <p><b>Sam Massie</b> Tel: 416.595.8641 Email: <a href="mailto:smassie@millერთhomson.com">smassie@millერთhomson.com</a></p> <p><b>Pavin Takhar</b> Tel: 403.298.2432 Email: <a href="mailto:ptakhar@millერთhomson.com">ptakhar@millერთhomson.com</a></p>	Email	Counsel to the Applicants
<p><b>KSV RESTRUCTURING INC.</b> 220 Bay Street, 13th Floor, PO Box 20, Toronto, Ontario, M5J 2W4</p> <p><b>Bobby Kofman</b> Tel: 416.932.6228 Email: <a href="mailto:bkofman@ksvadvisory.com">bkofman@ksvadvisory.com</a></p> <p><b>David Sieradzki</b> Tel: 416.932.6030 Email: <a href="mailto:dsieradzki@ksvadvisory.com">dsieradzki@ksvadvisory.com</a></p> <p><b>Jason Knight</b> Tel: 403.589-3225 Email: <a href="mailto:jknight@ksvadvisory.com">jknight@ksvadvisory.com</a></p>	Email	Monitor

PARTY	METHOD OF DELIVERY	ROLE / INTEREST
<p><b>CASSELS BROCK &amp; BLACKWELL LLP</b> Suite 3810, Bankers Hall West 888 3rd Street SW Calgary, AB T2P 5C5 Canada</p> <p><b>Jeffrey Oliver</b> Tel: 403 351 2921 Email: <a href="mailto:joliver@cassels.com">joliver@cassels.com</a></p>	<p>Email</p>	<p>Counsel to the Monitor</p>
<p><b>CANADIAN IMPERIAL BANK OF COMMERCE</b> Commerce Court West 199 Bay Street - 4th Floor Toronto, ON M5L 1A2 Canada Email: <a href="mailto:mailbox.x_sec_mail@cibc.com">mailbox.x_sec_mail@cibc.com</a></p> <p><b>Geoff Golding</b> Email: <a href="mailto:geoff.golding@cibc.com">geoff.golding@cibc.com</a></p> <p><b>Steven Filippi</b> Email: <a href="mailto:steven.filippi@cibc.com">steven.filippi@cibc.com</a></p> <p><b>Anthony Tsuen</b> Tel: 416.318.9667 Email: <a href="mailto:Anthony.Tsuen@cibc.com">Anthony.Tsuen@cibc.com</a></p>	<p>Email</p>	<p>Secured Creditor PPR Registrant</p>
<p><b>NORTON ROSE FULBRIGHT CANADA LLP</b> 222 Bay Street, Suite 3000, P.O. Box 53 Toronto, ON, M5K 1E7 Canada</p> <p><b>David Amato</b> Tel: 416.216.1861 Email: <a href="mailto:david.amato@nortonrosefulbright.com">david.amato@nortonrosefulbright.com</a></p> <p><b>Evan Cobb</b> Tel: 416.216.1929 Email: <a href="mailto:evan.cobb@nortonrosefulbright.com">evan.cobb@nortonrosefulbright.com</a></p> <p><b>Matthew Lipka</b> Tel: 416.216.3942 Email: <a href="mailto:matthew.lipka@nortonrosefulbright.com">matthew.lipka@nortonrosefulbright.com</a></p>	<p>Email</p>	<p>Counsel to Canadian Imperial Bank of Commerce</p>
<p><b>PRICEWATERHOUSECOOPERS INC.</b> Suncor Energy Centre, East Tower 3100 - 111 5th Avenue SW Calgary AB T2P 5L3</p> <p><b>Jonathan Reimche</b> Tel: 403.509.7359 Email: <a href="mailto:jonathan.p.reimche@ca.pwc.com">jonathan.p.reimche@ca.pwc.com</a></p>	<p>Email</p>	<p>Financial advisor to Canadian Imperial Bank of Commerce</p>

PARTY	METHOD OF DELIVERY	ROLE / INTEREST
<p><b>MCCARTHY TÉTRAULT LLP</b> 421 7th Avenue SW - Suite 4000 Calgary AB T2P 4K9 Canada</p> <p><b>Sean Collins</b> Tel: 403.260.3531 Email: <a href="mailto:scollins@mccarthy.ca">scollins@mccarthy.ca</a></p> <p><b>Pantelis Kyriakakis</b> Tel: 403.260.3536 Email: <a href="mailto:pkiriakakis@mccarthy.ca">pkiriakakis@mccarthy.ca</a></p>	Email	Counsel to Canadian Western Bank
<p><b>SPRUCE IT UP GARDEN CENTRE INC. c/o Dentons (Canada) LLP</b> 1500, 850 – 2 Street SW Calgary, AB T2P 0R8</p> <p>Derek Pontin Email: <a href="mailto:derek.pontin@dentons.com">derek.pontin@dentons.com</a></p>	Email	Counsel for Spruce It Up Garden Centre Inc.
<p><b>TORYS LLP</b> 4600 Eighth Avenue Place 525 – 8<sup>th</sup> Avenue SW Calgary, AB T2P 1G1</p> <p><b>Kyle Kashuba</b> Email: <a href="mailto:kkashuba@torys.com">kkashuba@torys.com</a></p>	Email	Counsel to the Bank of Nova Scotia

<b>GOVERNMENTAL AGENCIES</b>		
<p><b>CANADA REVENUE AGENCY</b> Surrey National Verification and Collection Centre 9755 King George Boulevard Surrey BC V3T 5E1</p> <p>Tel: 1.866.891.7403 Fax: 1.833.697.2389</p>	Courier	Potential Interested Party

<b>GOVERNMENTAL AGENCIES</b>		
<p><b>TAX AND REVENUE ADMINISTRATION</b>                      Alberta Treasury Board and Finance                      9811 109 Street                      Edmonton, Alberta T5K 2L5</p> <p>Tel: 780-427-3044                      Email: <a href="mailto:tra.revenue@gov.ab.ca">tra.revenue@gov.ab.ca</a>  <a href="mailto:tbf.sco@gov.ab.ca">tbf.sco@gov.ab.ca</a></p> <p><b>Ulrich Drachenberg</b>                      Email: <a href="mailto:Ulrich.Drachenberg@gov.ab.ca">Ulrich.Drachenberg@gov.ab.ca</a></p> <p><b>cc :</b></p> <p>Alberta Justice:</p> <p><b>Rachelle Sorgiovanni</b>  <a href="mailto:Rachelle.Sorgiovanni@gov.ab.ca">Rachelle.Sorgiovanni@gov.ab.ca</a></p> <p><b>Lisa Friesenhan</b>  <a href="mailto:lisa.friesenhan@gov.ab.ca">lisa.friesenhan@gov.ab.ca</a></p> <p><b>Laura Pflughaupt</b>  <a href="mailto:Laura.Pflughaupt@gov.ab.ca">Laura.Pflughaupt@gov.ab.ca</a>  <a href="mailto:TBF.Insolencies@gov.ab.ca">TBF.Insolencies@gov.ab.ca</a></p>	<p>Email</p>	<p>Creditor</p>
<p><b>JUSTICE, HEALTH AND REVENUE (BC)</b>                      Legal Services Branch, Ministry of Attorney General                      PO Box 9280 Stn Prov Govnt                      Victoria, BC, V8W 9J7</p> <p><b>Aaron Welch</b>                      Email: <a href="mailto:Aaron.Welch@gov.bc.ca">Aaron.Welch@gov.bc.ca</a>  <a href="mailto:AGLSBRevTaxInsolvency@gov.bc.ca">AGLSBRevTaxInsolvency@gov.bc.ca</a></p>	<p>Email</p>	<p>Creditor</p>
<p><b>SASKATCHEWAN MINISTRY OF FINANCE</b>                      Revenue Operations Branch                      Collections and Enforcement                      PO Box 200                      Regina, SK, S4P 2Z6, Canada</p> <p><b>Attn: Janine Vindevoghel</b>                      Supervisor, Ministry of Finance                      Tel: 304.787.4601                      Email: <a href="mailto:janine.vindevoghel@gov.sk.ca">janine.vindevoghel@gov.sk.ca</a>  <a href="mailto:sask.taxinfo@gov.sk.ca">sask.taxinfo@gov.sk.ca</a></p>	<p>Email</p>	<p>Creditor</p>

<b>GOVERNMENTAL AGENCIES</b>		
<p><b>MANITOBA FINANCE</b>                      Winnipeg Office                      101 - 401 York Avenue                      Winnipeg MB R3C 0P8</p> <p>Tel: 204.945.6444                      Email: <a href="mailto:MBTax@gov.mb.ca">MBTax@gov.mb.ca</a></p>	Email	Creditor
<p><b>ONTARIO MINISTRY OF FINANCE</b>                      33 King Street West                      PO Box 625                      Oshawa, Ontario L1H 8H9</p> <p><b>Steven Groeneveld</b>, Counsel                      Oshawa Legal Services Branch                      Tel: 905.431.8380                      Email: <a href="mailto:Steven.Groeneveld@ontario.ca">Steven.Groeneveld@ontario.ca</a></p> <p><b>Insolvency Unit</b>                      Email: <a href="mailto:Insolvency.Unit@ontario.ca">Insolvency.Unit@ontario.ca</a></p>	Email	Creditor
<p><b>GOVERNMENT OF THE NORTHWEST TERRITORIES</b>                      Treasury Division, Department of Finance                      PO Box 1320                      Yellowknife, NT X1A 2L9, Canada</p> <p>Tel: 867.767.9177 ext. 15273                      Email: <a href="mailto:NWT_tax@gov.nt.ca">NWT_tax@gov.nt.ca</a></p>	Email	Creditor
<p><b>GOVERNMENT OF NUNAVUT</b>                      Department Of Finance                      P.O. Box 1000 Station 200                      Iqaluit, Nunavut                      X0A 0H0</p> <p>Tel: 1-800-316-3324                      Email: <a href="mailto:Fin.financialservices@gov.nu.ca">Fin.financialservices@gov.nu.ca</a>                      Email: <a href="mailto:tobaccotax@gov.nu.ca">tobaccotax@gov.nu.ca</a></p>	Email	Creditor
<p><b>GOVERNMENT OF YUKON</b>                      Department of Finance                      Box 2703                      Whitehorse, Yukon Y1A 2C6</p> <p>Tel: 867.667.5811                      Email: <a href="mailto:fininfo@yukon.ca">fininfo@yukon.ca</a>                      Email: <a href="mailto:yk.taxreturns@yukon.ca">yk.taxreturns@yukon.ca</a></p>	Email	Creditor

<b>INTERESTED PARTIES</b>		
<p><b>BLAKE, CASSELS &amp; GRAYDON LLP</b> 855 - 2 St. SW, Suite 3500, Calgary AB T2P 4J8</p> <p><b>Kelly J. Bourassa</b> Tel: 403-260-9697 Email: <a href="mailto:kelly.bourassa@blakes.com">kelly.bourassa@blakes.com</a></p> <p><b>Jessica MacKinnon</b> Tel: 403-260-9657 Email: <a href="mailto:Jessica.MacKinnon@blakes.com">Jessica.MacKinnon@blakes.com</a></p>	<p>Email</p>	<p>Counsel to Nestlé Canada Inc.</p>
<p><b>BORDEN LADNER GERVAIS LLP</b> 1900, 520 – 3 Avenue SW Calgary, AB T2P 0R3</p> <p><b>Josef Krüger</b> Email: <a href="mailto:JKruger@blg.com">JKruger@blg.com</a></p> <p><b>Martin Abadi</b> Email: <a href="mailto:MAbadi@blg.com">MAbadi@blg.com</a></p> <p><b>Tiffany Bennett</b> Email: <a href="mailto:tibennett@blg.com">tibennett@blg.com</a></p>	<p>Email</p>	<p>Counsel to Cineplex Entertainment Limited Partnership</p>
<p><b>COCA-COLA CANADA BOTTLING LTD.</b> 335 King St East Toronto, Ontario M5A 1L1</p> <p><b>Indira Singh</b> Email: <a href="mailto:indirasingh@cokecanada.com">indirasingh@cokecanada.com</a></p> <p><b>Michael Bowmile</b>, Legal Counsel Email: <a href="mailto:mbowmile@cokecanada.com">mbowmile@cokecanada.com</a></p>	<p>Email</p>	<p>Creditor</p>
<p><b>DAYHU INVESTMENTS INC.</b></p> <p><b>Paul Tilbury</b> c/o Gowling WLG (Canada) LLP 2200 – 550 Burrard Street Vancouver, BC V6C 2B5 Attention: Jeremy Sapers Email: <a href="mailto:ptilbury@dayhu.com">ptilbury@dayhu.com</a></p> <p><b>Michelle Tang</b> c/o Gowling WLG (Canada) LLP 2200 – 550 Burrard Street Vancouver, BC V6C 2B5 Attention: Jeremy Sapers Email: <a href="mailto:mtang@dayhu.com">mtang@dayhu.com</a></p>	<p>Email</p>	<p>Plaintiff in BCSC Vancouver Registry Action No. S-224926</p>

<b>INTERESTED PARTIES</b>		
<p><b>GOWLING WLG (CANADA) LLP</b> Suite 2300, Bentall 5, 550 Burrard Street Vancouver BC V6C 2B5 Canada</p> <p><b>Jeremy D. Sapers</b> Tel: 604.443.7660 Email: <a href="mailto:jeremy.sapers@gowlingwlg.com">jeremy.sapers@gowlingwlg.com</a></p> <p><b>Jonathan Ross</b> Tel: 604.891.2778 Email: <a href="mailto:Jonathan.ross@gowlingwlg.com">Jonathan.ross@gowlingwlg.com</a> Attn: Jeremy Sapers</p>	<p>Email</p>	<p>Counsel to Dayhu Investments Inc.</p>
<p><b>DLA PIPER (CANADA) LLP</b> Suite 1000, Livingston Place West 250 2nd St SW Calgary, AB T2P 0C1 Canada</p> <p><b>Carole J. Hunter</b> Email: <a href="mailto:carole.hunter@dlapiper.com">carole.hunter@dlapiper.com</a> Tel: 1.403.698.8782</p> <p><b>Edmond Lamek</b> Tel: 416.365.3444 Email: <a href="mailto:edmond.lamek@ca.dlapiper.com">edmond.lamek@ca.dlapiper.com</a></p> <p><b>Justin Mooney</b> Tel: 416.941.5405 Email: <a href="mailto:justin.mooney@ca.dlapiper.com">justin.mooney@ca.dlapiper.com</a></p>	<p>Email</p>	<p>Counsel to 7-Eleven Canada Inc.</p>
<p><b>DLA PIPER (CANADA) LLP</b> Suite 6000, 1 First Canadian Place 100 King St W Toronto, ON M5X 1E2</p> <p><b>Danny Nunes</b> <a href="mailto:danny.nunes@dlapiper.com">danny.nunes@dlapiper.com</a></p>	<p>Email</p>	<p>Counsel to Campbell Soup Company</p>
<p><b>FASKEN MARTINEAU DUMOULIN LLP</b></p> <p><b>Daniel Richer</b> Tel: 416.865.4445 Email: <a href="mailto:dricher@fasken.com">dricher@fasken.com</a></p>	<p>Email</p>	<p>Counsel to Dole Foods of Canada Company</p>

<b>INTERESTED PARTIES</b>		
<p><b>OSLER, HOSKIN &amp; HARCOURT LLP</b>                      100 King Street West                      1 First Canadian Place                      Suite 6200, P.O. Box 50                      Toronto ON M5X 1B8</p> <p>Mark Wasserman  <a href="mailto:MWasserman@osler.com">MWasserman@osler.com</a></p> <p>Justin Kanji  <a href="mailto:jkanji@osler.com">jkanji@osler.com</a></p>	Email	Counsel to Imperial Tobacco Company
<p><b>THE KRAFT HEINZ COMPANY</b>                      95 Moatfield Drive                      North York, ON M3B 3L6</p> <p><b>Email:</b> <a href="mailto:Seth.Klerer@kraftheinz.com">Seth.Klerer@kraftheinz.com</a></p>	Email	Creditor
<p><b>MARC KOPLOWITZ ASSOCIATES</b>                      Suite 2900                      390 Bay Street                      Toronto, Ontario, M5H 2Y2</p> <p><b>Marc Koplowitz</b>                      Email: <a href="mailto:marc@koplaw.com">marc@koplaw.com</a></p>	Email	Counsel to Concord Premium Meats Ltd.
<p><b>MCCARTHY TÉTRAULT LLP</b>                      Suite 2400 - 745 Thurlow Street                      Vancouver BC V6E 0C5 Canada</p> <p><b>Kara Smyth</b>                      Tel: 403.260.3724                      Email: <a href="mailto:ksmyth@mccarthy.ca">ksmyth@mccarthy.ca</a></p>	Email	Counsel to Aurora Cannabis Inc. and Aurora Cannabis Enterprises Inc.
<p><b>MCCARTHY TÉTRAULT LLP</b>                      Suite 5300, TD Bank Tower                      Box 48, 66 Wellington Street West                      Toronto, ON M5K 1E6</p> <p><b>Saneea Tanvir</b>                      Tel: 416-601-8181                      Email: <a href="mailto:stanvir@mccarthy.ca">stanvir@mccarthy.ca</a></p>	Email	Counsel to Pepsi Co.
<p><b>MCMILLAN LLP</b>                      Brookfield Place, 181 Bay Street, Suite 4400                      Toronto, Ontario M5J 2T3</p> <p><b>Guneev Bhinder</b>                      Tel: 416.307.4067                      Email: <a href="mailto:guneev.bhinder@mcmillan.ca">guneev.bhinder@mcmillan.ca</a></p>	Email	Counsel to Refresco Canada

<b>INTERESTED PARTIES</b>		
<p><b>Pallett Valo LLP</b> West Tower, 77 City Centre Dr Suite 300 Mississauga, ON L5B 1M5</p> <p><b>John Russo</b> Email: <a href="mailto:jrusso@pallettvalo.com">jrusso@pallettvalo.com</a></p> <p><b>Monty Dhaliwal</b> Email: <a href="mailto:mdhaliwal@pallettvalo.com">mdhaliwal@pallettvalo.com</a></p> <p><b>Andre Vaillancourt</b> Email: <a href="mailto:andre@itwal.com">andre@itwal.com</a></p> <p><b>Ross Robertson</b> Email: <a href="mailto:Ross@itwal.com">Ross@itwal.com</a></p>	Email	Counsel to ITWAL Limited
<p><b>NESTLÉ CANADA INC.</b> 25 Sheppard Avenue West Toronto, ON M2N 6S8</p> <p><b>Sean Brandreth</b> Tel: 437.253.1016 Email: <a href="mailto:sean.brandreth@ca.nestle.com">sean.brandreth@ca.nestle.com</a></p>	Email	Creditor
<p><b>OSLER, HOSKIN &amp; HARCOURT LLP</b> Suite 2700, Brookfield Place 225 – 6th Avenue S.W. Calgary AB T2P 1N2</p> <p><b>Randal Van de Mosselaer</b> Email : <a href="mailto:rvandemosselaer@osler.com">rvandemosselaer@osler.com</a></p> <p><b>Cameron Loree</b> Email: <a href="mailto:cloree@bondbb.com">cloree@bondbb.com</a></p>	Email	Counsel to Pace Processing & Produce Development Ltd.
<p><b>PARLEE MCLAWS LLP</b> 1700 Enbridge Centre 10175-101 Street NW Edmonton, Alberta T5J 0H3</p> <p><b>Steven A. Rohatyn</b> Tel: 780.423.8177 Email: <a href="mailto:srohatyn@parlee.com">srohatyn@parlee.com</a></p> <p><b>Rayne Prins</b> Email: <a href="mailto:rprins@parlee.com">rprins@parlee.com</a></p>	Email	Counsel to Inland PacLease
<p><b>STIKEMAN ELLIOTT LLP</b> 4200 Bankers Hall West 888 – 3 Street SW Calgary, AB T2P 5C5</p> <p><b>Karen Fellowes, KC</b> Email: <a href="mailto:kfellowes@stikeman.com">kfellowes@stikeman.com</a></p>	Email	Counsel for Dot Food Canada Inc.

<b>INTERESTED PARTIES</b>		
<p><b>WEAVER SIMMONS LLP</b> 233 Brady Street, Suite 400 Sudbury, ON P3B 4H5</p> <p><b>Geoff Jeffery</b> Email: <a href="mailto:gjeffery@weaversimmons.com">gjeffery@weaversimmons.com</a> <a href="mailto:fadeleye@weaversimmons.com">fadeleye@weaversimmons.com</a></p>	Email	Counsel to Massey Wholesale Inc.
<p><b>FIRST TRUCK CENTRE VANCOUVER INC.</b> 18688 - 96TH Avenue Surrey, BC V4N 3P9 Canada</p> <p><b>Marcy Risberg</b> Email: <a href="mailto:marcy.risberg@firsttruck.ca">marcy.risberg@firsttruck.ca</a></p>	Email	PPR Registrant
<p><b>G.N. JOHNSTON EQUIPMENT CO. LTD.</b> 5990 Averbury Road Mississauga ON L5R 3R2 Canada</p> <p><b>Dan Malmberg</b> Email: <a href="mailto:dan.malmberg@johnstonequipment.com">dan.malmberg@johnstonequipment.com</a></p> <p><b>Elton Nesturi</b> Email: <a href="mailto:Elton.Nesturi@johnstonequipment.com">Elton.Nesturi@johnstonequipment.com</a></p>	Email	PPR Registrant
<p><b>HORNOI LEASING LTD.</b> 762 McDonald Street Regina, SK S4N7M7 Canada</p> <p>Email: <a href="mailto:natasha@hornoileasing.com">natasha@hornoileasing.com</a></p>	Email	PPR Registrant
<p><b>INLAND PACLEASE</b> 2482 Douglas Road Burnaby, BC V5C 6C9 Canada</p> <p><b>Erich Schmidt</b> Email: <a href="mailto:eschmidt@inland-group.com">eschmidt@inland-group.com</a></p>	Email	PPR Registrant
<p><b>MAXIM TRANSPORTATION SERVICES INC.</b> 1860 Brookside Blvd. Winnipeg, MB R3C 2E6 Canada</p> <p><b>Jordan Harvey</b> Email: <a href="mailto:jharvey@maximtruckandtrailer.com">jharvey@maximtruckandtrailer.com</a></p>	Email	PPR Registrant
<p><b>MERIDIAN ONECAP CREDIT CORP.</b> Suite 1500, 4710 Kingsway Burnaby, BC V5H 4M2 Canada</p> <p>Email: <a href="mailto:absecparties@avssystems.ca">absecparties@avssystems.ca</a></p>	Email.	PPR Registrant

<b>INTERESTED PARTIES</b>		
<p><b>PARMALAT CANADA INC./ LACTALIS CANADA</b> 405 The West Mall, Suite 1000 Toronto ON M9C 5J1 Canada</p> <p><b>Denis Mongeon</b> Email: <a href="mailto:Denis.MONGEON@ca.lactalis.com">Denis.MONGEON@ca.lactalis.com</a></p> <p><b>Tony Cugliari</b> Email: <a href="mailto:Tony.CUGLIARI@ca.lactalis.com">Tony.CUGLIARI@ca.lactalis.com</a></p> <p><b>Jatinder Chera</b> Email: <a href="mailto:Jatinder.CHERA@ca.lactalis.com">Jatinder.CHERA@ca.lactalis.com</a></p>	Email	PPR Registrant
<p><b>PENSKE TRUCK LEASING CANADA INC.</b> RT 10 Green Hills, PO BOX 791 Reading, PA 19603 USA</p> <p>Email: <a href="mailto:penske.customersupport@penske.com">penske.customersupport@penske.com</a></p>	Email	PPR Registrant
<p><b>RYDER TRUCK RENTAL CANADA LTD.</b> 700 Creditstone Road Concord, ON L4K5A5 Canada</p> <p><b>Chris L. Fairey</b> Email: <a href="mailto:cfairey@ryder.com">cfairey@ryder.com</a></p>	Email	PPR Registrant
<p><b>TIP FLEET SERVICES CANADA LTD.</b> 1880 Britannia RD E Mississauga, ON L4W 1J3 Canada</p> <p>Email: <a href="mailto:absecparties@avssystems.ca">absecparties@avssystems.ca</a></p>	Email	PPR Registrant
<p><b>INGENUITY LLP</b> 366 Adelaide Street East, Suite 500 Toronto ON M5A 3X9 Main: 416-977-6724 Fax: 1-866-290-2454</p> <p><b>Craig M. Johnston</b> Tel: 416-977-6724 x119 Email: <a href="mailto:craig@ingenuitylegal.com">craig@ingenuitylegal.com</a></p> <p><b>Drew K. Allen</b> Tel: 416-977-6724 x112 Email: <a href="mailto:drew@ingenuitylegal.com">drew@ingenuitylegal.com</a></p>	Email	Counsel for Trailcon Leasing Inc.
<p><b>A&amp;M Enterprise Ltd. dba 'Freshslice Pizza'</b></p> <p><b>Vincent Li and Tom Horler</b> Email: <a href="mailto:Vincent@freshslice.com">Vincent@freshslice.com</a> <a href="mailto:tom.horler@freshslice.com">tom.horler@freshslice.com</a></p>	Email	PPR Registrant

<b>INTERESTED PARTIES</b>		
<b>TRAILER WIZARDS LTD.</b> 1880 Britannia RD. East Mississauga, ON L4W 1J3 Canada  Email: <a href="mailto:absecparties@avssystems.ca">absecparties@avssystems.ca</a>	Email	PPR Registrant
<b>WELLS FARGO EQUIPMENT FINANCE COMPANY</b> 900-1290 CENTRAL PARKWAY W. Mississauga, ON, Canada L5C4R3  Nyna Bishop Email: <a href="mailto:nyna.c.bishop@financialservicing.net">nyna.c.bishop@financialservicing.net</a>	Email	PPR Registrant
<b>Maxx Marketing</b> Unit E, 11/F Hop Hing Industrial Building, 702 Castle Peak Road, Kowloon Hong Kong  <b>Sophie Normandin</b> Email: <a href="mailto:sophie.normandin@amer.allianz-trade.com">sophie.normandin@amer.allianz-trade.com</a>	Email	Creditor
<b>Skyblue Water Inc.</b> 100 Paquin Rd Winnipeg, MB R2J 3V4  <b>George Groumoutis</b> Email: <a href="mailto:george@skybluewaterinc.com">george@skybluewaterinc.com</a>	Email	Creditor
<b>Noort Homes</b> Vancouver Island Operations 2399 Cienar Dr. Nanaimo, BC. V9T 3L6  Email: <a href="mailto:jhendricks@noorthomes.com">jhendricks@noorthomes.com</a>	Email	Creditor
<b>Agropur Cooperative</b> 4600, Armand-Frappier Saint-Hubert, QC J3Z 1G5  <b>Felix St-Germain</b> Email: <a href="mailto:Felix.St-Germain@agropur.com">Felix.St-Germain@agropur.com</a> Email: <a href="mailto:avislegal-legalnotice@agropur.com">avislegal-legalnotice@agropur.com</a>	Email	Creditor
<b>Temple Lifestyle Inc.</b> 932-9600 rue Meilleur Montreal, QC H2N2E3  <b>Christopher Magnone</b> Email : <a href="mailto:chris@buddhabrands.com">chris@buddhabrands.com</a>	Email	Creditor

<b>INTERESTED PARTIES</b>		
<p><b>DLA Piper (Canada) LLP</b> 2700, 10220 – 103 Avenue NW Edmonton, AB T5J 0K4</p> <p><b>Jerritt Pawlyk</b> Email: <a href="mailto:jerritt.pawlyk@dlapiper.com">jerritt.pawlyk@dlapiper.com</a></p>	Email	Counsel to Waste Management Canada Corporation
<p><b>Edwards, Kenny &amp; Bray LLP</b> 1900 1040 W Georgia St Vancouver, BC V6E 4H3</p> <p><b>Fraser Hartley</b> Email: <a href="mailto:fhartley@ekb.com">fhartley@ekb.com</a></p>	Email	Counsel to Regal Ideas
<p><b>Megabox and Pizza Club</b> 238 1538 Cliveden Ave, Delta, BC V3M 6J8</p> <p><b>Varun Goyal</b> Email: <a href="mailto:info@megaboxinc.com">info@megaboxinc.com</a></p>	Email	Megabox and Pizza Club
<p><b>Kerry, Inc.</b> c/o Osler Hoskin &amp; Harcourt LLP 2700, 225 – 6<sup>th</sup> Avenue SW Calgary, AB T2P 1N2</p> <p><b>Justin A. Sherman</b> Email: <a href="mailto:corporateservicescalgary@osler.com">corporateservicescalgary@osler.com</a></p>	Email	Creditor
<p><b>McMillan LLP</b> 4400. 181 Bay Street Toronto, ON M5J 2T3</p> <p><b>Anthony Labib</b> Wael Rostom</p> <p>Email: <a href="mailto:anthony.labib@mcmillan.ca">anthony.labib@mcmillan.ca</a> <a href="mailto:Wael.Rostom@mcmillan.ca">Wael.Rostom@mcmillan.ca</a></p>	Email	Counsel for Gordon Food Service Canada Ltd.
<p><b>Dream</b> 855 Matheson Boulevard East, Unit 15 Mississauga, ON L4W 4L6</p> <p><b>Stephanie Cheaney</b> Email: <a href="mailto:scheaney@dream.ca">scheaney@dream.ca</a></p>	Email	Interested Party
<p><b>WESTERN SECURITIES LIMITED/ SPRUCE LAND LIMITED PARTNERSHIP</b> 310, 909 17 Avenue SW Calgary, AB T2T 0A4</p> <p><b>Kris Hildebrand</b> Email: <a href="mailto:krish@westernsecurities.com">krish@westernsecurities.com</a></p>	Email	Interested Party



Schedule "B"

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.

Clerk's Stamp

APPLICANT KSV RESTRUCTURING INC., in its capacity as Court-appointed Monitor of Wallace & Carey Inc., Loudon Bros Limited and Carey Management Inc.

DOCUMENT **ORDER APPROVING INTERIM DISTRIBUTION, MONITOR'S ACTIVITIES and PROFESSIONAL FEES**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT  
Cassels Brock & Blackwell LLP  
Bankers Hall West  
3810, 888 3rd St SW  
Calgary, AB T2P 5C5  
E: [joliver@cassels.com](mailto:joliver@cassels.com)  
P: 403 351 2920

**Attention: Jeffrey Oliver**

File no. 54670-3

**DATE ON WHICH ORDER WAS PRONOUNCED:** November 25, 2024

**LOCATION WHERE ORDER WAS PRONOUNCED:** Calgary, Alberta

**NAME OF JUSTICE WHO MADE THIS ORDER:** The Honourable Justice B.E.C. Romaine

**UPON THE APPLICATION** of KSV Restructuring Inc., in its capacity as the Court-appointed Monitor (in such capacity, the "**Monitor**") of Wallace & Carey Inc., 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, and authorizing the Interim Distribution (as defined in the Thirteenth Report of the Monitor, dated November 18, 2024 (the "**Thirteenth Report**")); **AND UPON** having reviewed the Amended and Restated Initial Order of this Court pronounced June 30, 2023 (the "**ARIO**"); the Thirteenth Report; and the Affidavit of Service of Angeline Gagnon, sworn November [●], 2024; **AND UPON** hearing counsel for the Monitor, counsel for the Companies 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 Thirteenth 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 DISTRIBUTION**

3. The Interim Distribution as outlined in paragraph 4.07 of the Thirteenth Report is hereby ratified and approved and the Monitor is authorized to make such Interim Distribution.
4. The Monitor shall have the authority to make further distributions as outlined in paragraph 4.08 of the Thirteenth Report on a *pro-rata* basis, based on the balances outstanding to the Tobacco Tax Authorities, without the necessity of further Court-approval.

**MONITOR'S ACTIVITIES AND PROFESSIONAL FEES**

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

**SERVICE OF ORDER**

8. 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.

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

---

Justice of the Court of King's Bench of Alberta