

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

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

APPLICANTS 7-ELEVEN CANADA INC. and 7-ELEVEN
DISTRIBUTION CANADA CORPORATION

DOCUMENT **APPLICATION**

DLA Piper (Canada) LLP
1000, 250 2 Street SW
Calgary, Alberta T2P OC1

ADDRESS FOR SERVICE AND
CONTACT INFORMATION OF
PARTY FILING THIS DOCUMENT

Lawyer: Carole J. Hunter
Phone: (403) 698 8782
Fax: (403) 697 6600
Email: carole.hunter@ca.dlapiper.com

File No. 036250-00322

NOTICE TO RESPONDENTS

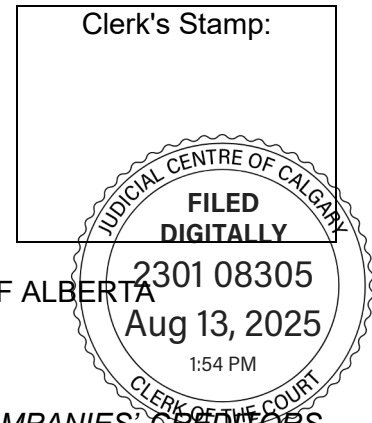
This application is made against you. You are a respondent.

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 shown below:

Date: Monday, August 18, 2025
Time: 2:00 p.m.
Where: Calgary Courts Centre (via Webex)
<https://albertacourts.webex.com/meet/virtual.courtroom60>
Before Whom: The Honourable Justice M. Marion

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. The Applicants, 7-Eleven Canada Inc. ("**SEC**") and 7-Eleven Distribution Canada Corporation respectfully seek an Order substantially in the form attached hereto as Schedule "A" for, *inter alia*:
 - (a) abridging the time for service of this Application and the supporting materials, as necessary, and deeming service thereof to be good and sufficient; and
 - (b) enhancing the rights, powers and obligations of KSV Restructuring Inc., in its capacity as monitor (the "**Monitor**") of Wallace & Carey Inc. ("**W&C**"), Loudon Bros Limited ("**Loudon**") and Carey Management Inc. ("**CMI**") and together with Loudon and W&C, the "**CCAA Entities**"), to, among other things, empower the Monitor to execute documents on behalf of the CCAA Entities and to cause the CCAA Entities to take such corporate actions as the Monitor deems advisable for the completion of the administration of the CCAA proceedings; and
 - (c) such further and other relief as counsel may request and this Honourable Court may deem appropriate in the circumstances.

Grounds for making this Application

Background

2. On June 22, 2023, the CCAA Entities obtained protection from their creditors under the *Companies' Creditors Arrangement Act*, RSC 1985, c. C-36, pursuant to an Initial Order granted by this Court (the "**Initial Order**"). The Initial Order was amended and restated on June 30, 2023 (the "**ARIO**").
3. On November 21, 2023, the CCAA Entities completed a transaction with SEC pursuant to which SEC purchased certain of the CCAA Entities' property, assets and undertaking, primarily comprised of fixed assets and real property (the "**SEC Transaction**").
4. In conjunction with the SEC Transaction, CMI, W&C, the Monitor and SEC entered into a transition services agreement (the "**TSA**") that saw CMI and W&C continue to carry out the normal course operations of the business during the TSA period. The TSA was originally for a period of 15 month for the business in Alberta and British Columbia (the

“Western Business”) and a period of nine months for the business east of Alberta. The TSA was extended in accordance with its terms and later amended such that it now expires on August 20, 2025.

5. On December 17, 2024, following a dispute with DigiFlex Information Systems Inc. (**“DigiFlex”**) over its continued provision of enterprise resource planning software and related support services to the CCAA Entities, the Monitor obtained a court order, among other things, requiring DigiFlex to continue to provide such services until the later of (i) the expiration of the stay under the ARIO, as may be extended by the Court, and (ii) the expiration of the term of the TSA for the Western Business.
6. The stay of proceedings under the ARIO expires on August 20, 2025. In order to continue to transition the portion of the Applicant’s business purchased by SEC, the CCAA Entities, at the request of SEC, are requesting an extension of the stay of proceedings to February 15, 2026.
7. In order to have the continued use of the DigiFlex software and services as it completes the transition under the TSA, SEC requires that the TSA be extended for a further six-month period, such that it would expire on February 15, 2026. W&C and CMI are both signatories to the TSA.

Monitor’s Enhanced Powers

8. Patrick Carey is currently the sole director of each of the CCAA Entities. Given the business of the CCAA Entities has been transferred to SEC, there is no ongoing managerial role for Mr. Carey.
9. Accordingly, SEC and the Monitor are of the view that it is in the best interests of all stakeholders of the CCAA Entities, including SEC, that the roles formerly undertaken by Mr. Carey in respect of the CCAA Entities be transferred to and taken on by the Monitor pursuant to enhanced “super-monitor” powers in the attached Order, in order to streamline and facilitate the completion of the CCAA proceedings for each of the CCAA Entities.

Material or evidence to be relied on:

10. The pleadings and proceedings had and taken in this Action;

11. Seventeenth Report of the Monitor, to be filed; and
12. Such further or other material or evidence as counsel may advise and this Court may permit.

Applicable Acts and Regulations:

13. *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended; and
14. Such further and other Acts and Regulations as counsel may advise and this Court may permit.

Any irregularity complained of or objection relied on:

15. None.

How the application is proposed to be heard or considered:

16. In person before the Honourable Mr. Justice M. Marion.

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"
DRAFT ORDER

Clerk's Stamp:

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COURT COURT OF KING'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

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DOCUMENT **ORDER**
(Monitor's Enhanced Powers)

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Lawyer: Carole J. Hunter
Phone: (403) 698 8782
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File No. 036250-00322

**DATE ON WHICH ORDER WAS
PRONOUNCED** August 18, 2025

LOCATION OF HEARING OR TRIAL Calgary, Alberta (Via Webex)

NAME OF JUDGE WHO MADE THIS ORDER Justice M. Marion

UPON THE APPLICATION of 7-Eleven Canada Inc. and 7-Eleven Distribution Canada Corporation (together, "**SEC**") filed August 13, 2025 (the "**Application**"); **AND UPON** reading the Seventeenth Report of KSV Restructuring Inc., in its capacity as the monitor (the "**Monitor**") of Wallace & Carey Inc. ("**W&C**"), Loudon Bros Limited ("**Loudon**") and Carey Management Inc.

(“**CMI**”) dated August 13, 2025, **AND UPON** hearing the submissions of counsel for SEC, and the other parties present;

IT IS HEREBY ORDERED AND DECLARED THAT:

1. Capitalized terms otherwise used but not defined herein shall have the meanings ascribed to them in the Amended and Restated Initial Order granted on June 30, 2023 (the “**ARIO**”) in the within proceedings (the “**CCAA Proceedings**”)

SERVICE

2. Service of the Notice of Application for this Order is hereby validated and deemed good and sufficient, this application is properly returnable today, and no person other than those persons served is entitled to service of the Notice of Application.

MONITOR’S ENHANCED POWERS

3. The Monitor, in addition to its prescribed rights and obligations under the *Companies’ Creditors Arrangement Act*, RSC 1985, c.C-36, as amended (the “**CCAA**”) and under any orders granted in these CCAA Proceedings, and without altering in any way the powers, abilities, limitations and obligations of W&C, Loudon and CMI (together, the “**CCAA Entities**”) within, or as a result of the CCAA Proceedings, be and is hereby authorized, directed and empowered, but not obligated, to:
 - (a) deal with all administrative matters, including to control the CCAA Entities’ bank accounts;
 - (b) administer the Property and operations of the CCAA Entities, including control of receipts and disbursements, as the Monitor considers necessary or desirable to facilitate or assist the administration of the CCAA Proceedings,
 - (c) cause the CCAA Entities to exercise their rights and observe their obligations under the ARIO and all other Orders of the Court in the CCAA Proceedings,
 - (d) cause the CCAA Entities to perform such other functions or duties as the Monitor considers necessary or desirable in order to facilitate or assist the administration of the CCAA Proceedings and the operations of the CCAA Entities’ businesses; and

- (e) cause the CCAA Entities to execute such agreements or amendments to agreements, and to carry out the CCAA Entities' obligations thereunder, as the Monitor considers necessary or desirable to facilitate or assist the administration of the CCAA Proceedings and the operations of the CCAA Entities' businesses,

and in each case where the Monitor takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other persons, including the CCAA Entities and without interference from any other person. Notwithstanding the foregoing, the Monitor shall not make an assignment in bankruptcy for any of the CCAA Entities without further order of this Court, obtained on notice to the Service List.

- 4. Except as necessary to give effect to this Order, the ARIO and any other Order granted in these proceedings shall remain in full force and effect. In the event of any conflict or inconsistency between this Order and the ARIO, the terms of this Order shall apply.

DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE MONITOR

- 5. The CCAA Entities and all of their current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on their instructions or behalf shall fully co-operate with the Monitor in the exercise of its powers under this Order or any other Order of the Court, including by:
 - (a) advising the Monitor of the existence of any Property of which such party has knowledge of;
 - (b) providing the Monitor with immediate and continued access to any Property in such party's possession or control;
 - (c) advising the Monitor of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or affairs of the CCAA Entities, and any computer programs, computer tapes, computer disks, or other data storage media containing any such information ("**Records**") of which such party has knowledge of; and

- (d) providing access to and use of the Records, including any accounting, computer, software and physical facilities relating thereto, and including providing the Monitor with instructions on the use of any computer or other system as requested by the Monitor, provided that, if the Monitor requests training or complex or ongoing assistance in connection with the use of such systems, the Monitor shall reasonably compensate the individual or individuals providing such training or assistance for their time, and providing the Monitor with any and all access codes, account names and account numbers that may be required to gain access to the Records, provided however that nothing in this Order shall require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Monitor due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.

LIMITATION ON THE MONITOR'S LIABILITY

- 6. The Monitor is not and shall not, for any purposes, be deemed to be a director, officer, employee, receiver, receiver-manager, or liquidator of the CCAA Entities.
- 7. Nothing in this Order shall constitute or be deemed to constitute the Monitor as receiver, assignee, liquidator, administrator, receiver-manager, agent of the creditors or legal representative of any of the CCAA Entities within the meaning of any relevant legislation, regulation, common law, or rule of law or equity. For greater clarity, any distribution to creditors of any of the CCAA Entities administered by the Monitor on behalf of any of the CCAA Entities will be deemed to have been made by the CCAA Entities, themselves.
- 8. The Monitor is not and shall not for the purposes of the *Income Tax Act*, R.S.C., 1985, c. 1 (5th Supp.)), and all equivalent laws and regulations in other jurisdictions, be deemed to be a legal representative or person to whom s. 150(3) of that Act, or any equivalent provision in any foreign law or regulation, applies.
- 9. The rights, protections, indemnities, charges, priorities and other provisions in favour of the Monitor set out in the CCAA, any other applicable legislation, the ARIO and any other Order granted in these proceedings, all shall apply and extend to the Monitor in connection with the Monitor carrying out the provisions of this Order, amended as necessary to give effect to the terms of this Order.

10. The Monitor shall not be liable for any employee-related liabilities of the CCAA Entities, including any successor employer liabilities as referred to in Section 14.06(1.2) of the *Bankruptcy and Insolvency Act*, RSC 1985, c B-3, as amended (the “BIA”), or any equivalent law and regulation in other jurisdictions, other than amounts the Monitor may specifically agree in writing to pay or in respect of obligations imposed by applicable legislation, including under the *Wage Earner Protection Program Act*, S.C. 2005, c.47. The Monitor shall be liable for any employee related liabilities, including wages, severance pay, termination pay, vacation pay, and pension or benefit amounts relating to any employees that the Monitor may hire in accordance with the terms and conditions of such employment by the Monitor. The Monitor is empowered but not obligated to interact with, and provide direction to, individuals who are on the Property, but are not employed by the CCAA Entities or the Property.

SERVICE OF ORDER

11. 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;
 - (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
 - (c) service on any other person is hereby dispensed with.
12. Service of this Order may be effected by facsimile, electronic mail, personal delivery or courier.

J.C.K.B.A.