

ENTERED

102158

COURT FILE NO. 2001-05482
COURT COURT OF QUEEN'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 JMB CRUSHING SYSTEMS INC. and 2161889 ALBERTA LTD.

COM
Oct 21 2020

AND IN THE MATTER OF A PLAN OF ARRANGEMENT OF JMB CRUSHING SYSTEMS INC. and MANTLE MATERIALS GROUP, LTD.

APPLICANTS JMB CRUSHING SYSTEMS INC. and 2161889 ALBERTA LTD.

DOCUMENT **AFFIDAVIT OF BYRON LEVKULICH**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
Gowling WLG (Canada) LLP
1600, 421 – 7th Avenue SW
Calgary, AB T2P 4K9

Attn: **Tom Cumming/Caireen E. Hanert**
Phone: 403.298.1938/403.298.1992
Fax: 403.263.9193
File No.: A163514

AFFIDAVIT OF BYRON LEVKULICH
sworn October 13, 2020

I, **BYRON LEVKULICH**, of the City of Denver, in the State of Colorado, **MAKE OATH AND SAY THAT:**

1. I am a Director of the Applicant JMB Crushing Systems Inc. (“**JMB**”). 2161889 Alberta Ltd. (“**216**”, and with JMB, the “**Applicants**”) is a wholly owned subsidiary of JMB. As such, I have personal knowledge of the matters herein deposed to, except where stated to be based upon information and belief, in which case I verily believe same to be true.

B5L

2. I swear this Affidavit further to my Affidavits sworn July 24, August 21, September 9, September 23, and September 30, 2020 in these proceedings.
3. In preparing this Affidavit, I have consulted with legal, financial and other advisors of the Applicants and members of the Applicants' management team. I have also reviewed the business records of the Applicants relevant to these proceedings and have satisfied myself that I am possessed of sufficient information and knowledge to swear this Affidavit.
4. I am authorized to swear this Affidavit as corporate representative of the Applicants.
5. The background to these proceedings is described in detail in the Affidavit of Jeff Buck sworn April 16, 2020.
6. On May 1, 2020, the Honourable Justice K.M. Eidsvik granted the Initial Order in favour of the Applicants which, among other things:
 - (a) granted the Applicants protection from their creditors under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended, up to and including May 11, 2020 (the "Stay Period");
 - (b) appointed FTI Consulting Canada Inc. as monitor of the Applicants in these proceedings (in such capacity, the "Monitor");
 - (c) approved a debtor-in-possession interim revolving credit facility to be provided by ATB Financial and an alternate interim revolving credit facility to be provided by Canadian Aggregate Resources Corporation, the Applicants' parent; and
 - (d) approved a sale and investment solicitation process (the "SISP").
7. Since May 11, 2020, the Stay Period has been extended upon the application of the Applicants, most recently to October 16, 2020.
8. The Applicants have continued to act diligently and in good faith in these proceedings by:
 - (a) continuing to maintain the Applicants' property and assets;

- (b) continuing to collect outstanding receivables owed to JMB;
 - (c) working with the Monitor and the senior secured creditors to finalize a purchase and sale transaction for the core assets of the Applicants with Mantle Materials Group, Ltd. (the “**Transaction**”);
 - (d) working with the Monitor and the senior secured creditors to finalize a plan of arrangement in respect of the Applicants (the “**Plan**”); and
 - (e) working to advance other matters, including the upcoming lien determination appeals and negotiating a schedule for the steps leading up to the application brought by Kalinko Enterprises Ltd. in respect of certain aggregate (the “**Kalinko Application**”).
9. I am advised by counsel for the Applicants and believe that:
- (a) Given the adjournment of the applications for various orders in relation to the Transaction that were originally scheduled for October 1, 2020, discussions with respect to the allocation of costs of these proceedings have been reopened, and are anticipated to be concluded by the date of the within application;
 - (b) The Monitor intends to bring an application before this Honourable Court for certain transfer and vesting provisions as they pertain to this Honourable Court’s approval of the Transaction on October 1, 2020, as well as an application for a sale approval and vesting order in relation to a further transaction in respect of certain equipment and personal property of JMB;
 - (c) The Applicants will be seeking an Assignment Order in relation to certain agreements that form part of the Transaction;
 - (d) The Applicants will be seeking a Plan Sanction Order in relation to the Plan;
 - (e) Additional time will be needed to finalize the Transaction, once approved, and deal with other outstanding matters, including the lien determination appeals (currently

scheduled to be heard October 22, 2020) and the Kalinko Application (anticipated to be heard January 13 to 15, 2021); and

- (f) Progress has been made on the timelines order for the Kalinko Application being discussed by the affected parties.
- 10. Based on my discussions with the Monitor and my review of the Applicants' cash flow statement provided as Appendix A to the Monitor's Fifth Report dated September 10, 2020, the Applicants have sufficient funds through to November 30, 2020 to allow for the completion of the steps outlined above.
- 11. Having regard to the circumstances, I believe that the granting of an extension of the Stay Period to a date determined by this Honourable Court is necessary and in the best interests of the Applicants and their stakeholders.
- 12. The Monitor is supportive of the extension of the Stay Period sought by the Applicants.
- 13. The Applicants have and continue to act in good faith and with due diligence in respect of all matters relating to the CCAA proceedings, and no creditor will be prejudiced by the proposed extension of the Stay Period.
- 14. I was not physically present before the Commissioner for Oaths, but was connected to her by video technology and followed the process for remote commissioning.

SWORN (OR AFFIRMED) BEFORE ME)
 at Denver, Colorado, this 13th day of)
 October, 2020.)

 Notary Public in and for the State of)
 Colorado)

Byron Levkulich

 BYRON LEVKULICH

BSL

Clerk's Stamp

COURT FILE NO. 2001-05482
COURT COURT OF QUEEN'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 JMB CRUSHING SYSTEMS INC. and 2161889
ALBERTA LTD.

AND IN THE MATTER OF A PLAN OF ARRANGEMENT OF JMB
CRUSHING SYSTEMS INC. and MANTLE MATERIALS GROUP,
LTD.

APPLICANTS JMB CRUSHING SYSTEMS INC. and 2161889 ALBERTA LTD.

DOCUMENT **AFFIDAVIT OF BYRON LEVKULICH**

ADDRESS FOR **Gowling WLG (Canada) LLP**
SERVICE AND 1600, 421 – 7th Avenue SW
CONTACT Calgary, AB T2P 4K9

INFORMATION OF Attn: **Tom Cumming/Caireen E. Hanert**
PARTY FILING Phone: 403.298.1938/403.298.1992
THIS DOCUMENT Fax: 403.263.9193
File No.: A163514

AFFIDAVIT OF BYRON LEVKULICH
sworn October 13, 2020

I, **BYRON LEVKULICH**, of the City of Denver, in the State of Colorado, **MAKE OATH
AND SAY THAT:**

1. I am a Director of the Applicant JMB Crushing Systems Inc. ("**JMB**"). 2161889 Alberta Ltd. ("**216**", and with JMB, the "**Applicants**") is a wholly owned subsidiary of JMB. As such, I have personal knowledge of the matters herein deposed to, except where stated to be based upon information and belief, in which case I verily believe same to be true.

sw

2. I swear this Affidavit further to my Affidavits sworn July 24, August 21, September 9, September 23, and September 30, 2020 in these proceedings.
3. In preparing this Affidavit, I have consulted with legal, financial and other advisors of the Applicants and members of the Applicants' management team. I have also reviewed the business records of the Applicants relevant to these proceedings and have satisfied myself that I am possessed of sufficient information and knowledge to swear this Affidavit.
4. I am authorized to swear this Affidavit as corporate representative of the Applicants.
5. The background to these proceedings is described in detail in the Affidavit of Jeff Buck sworn April 16, 2020.
6. On May 1, 2020, the Honourable Justice K.M. Eidsvik granted the Initial Order in favour of the Applicants which, among other things:
 - (a) granted the Applicants protection from their creditors under the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended, up to and including May 11, 2020 (the "**Stay Period**");
 - (b) appointed FTI Consulting Canada Inc. as monitor of the Applicants in these proceedings (in such capacity, the "**Monitor**");
 - (c) approved a debtor-in-possession interim revolving credit facility to be provided by ATB Financial and an alternate interim revolving credit facility to be provided by Canadian Aggregate Resources Corporation, the Applicants' parent; and
 - (d) approved a sale and investment solicitation process (the "**SISP**").
7. Since May 11, 2020, the Stay Period has been extended upon the application of the Applicants, most recently to October 16, 2020.
8. The Applicants have continued to act diligently and in good faith in these proceedings by:
 - (a) continuing to maintain the Applicants' property and assets;

- (b) continuing to collect outstanding receivables owed to JMB;
 - (c) working with the Monitor and the senior secured creditors to finalize a purchase and sale transaction for the core assets of the Applicants with Mantle Materials Group, Ltd. (the “**Transaction**”);
 - (d) working with the Monitor and the senior secured creditors to finalize a plan of arrangement in respect of the Applicants (the “**Plan**”); and
 - (e) working to advance other matters, including the upcoming lien determination appeals and negotiating a schedule for the steps leading up to the application brought by Kalinko Enterprises Ltd. in respect of certain aggregate (the “**Kalinko Application**”).
9. I am advised by counsel for the Applicants and believe that:
- (a) Given the adjournment of the applications for various orders in relation to the Transaction that were originally scheduled for October 1, 2020, discussions with respect to the allocation of costs of these proceedings have been reopened, and are anticipated to be concluded by the date of the within application;
 - (b) The Monitor intends to bring an application before this Honourable Court for certain transfer and vesting provisions as they pertain to this Honourable Court’s approval of the Transaction on October 1, 2020, as well as an application for a sale approval and vesting order in relation to a further transaction in respect of certain equipment and personal property of JMB;
 - (c) The Applicants will be seeking an Assignment Order in relation to certain agreements that form part of the Transaction;
 - (d) The Applicants will be seeking a Plan Sanction Order in relation to the Plan;
 - (e) Additional time will be needed to finalize the Transaction, once approved, and deal with other outstanding matters, including the lien determination appeals (currently

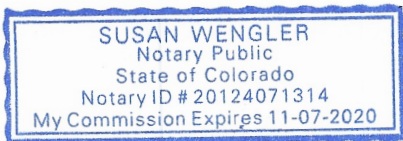
scheduled to be heard October 22, 2020) and the Kalinko Application (anticipated to be heard January 13 to 15, 2021); and

- (f) Progress has been made on the timelines order for the Kalinko Application being discussed by the affected parties.
- 10. Based on my discussions with the Monitor and my review of the Applicants' cash flow statement provided as Appendix A to the Monitor's Fifth Report dated September 10, 2020, the Applicants have sufficient funds through to November 30, 2020 to allow for the completion of the steps outlined above.
- 11. Having regard to the circumstances, I believe that the granting of an extension of the Stay Period to a date determined by this Honourable Court is necessary and in the best interests of the Applicants and their stakeholders.
- 12. The Monitor is supportive of the extension of the Stay Period sought by the Applicants.
- 13. The Applicants have and continue to act in good faith and with due diligence in respect of all matters relating to the CCAA proceedings, and no creditor will be prejudiced by the proposed extension of the Stay Period.
- 14. I was not physically present before the Commissioner for Oaths, but was connected to her by video technology and followed the process for remote commissioning.

SWORN (OR AFFIRMED) BEFORE ME)
 at Denver, Colorado, this 13th day of)
 October, 2020.)

Susan Wengler)
 _____)
 Notary Public in and for the State of)
 Colorado)

_____)
BYRON LEVKULICH



SW

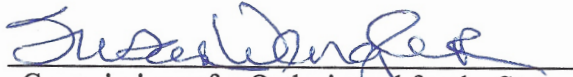
COURT FILE NO.:	2001-05482
COURT	COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE	CALGARY
PROCEEDINGS	IN THE MATTER OF <i>THE COMPANIES' CREDITORS ARRANGEMENT ACT</i> , RSC 1985, c C-36, as amended AND IN THE MATTER OF THE COMPROMISE OR ARRANGEMENT OF JMB CRUSHING SYSTEMS INC. and 2161889 ALBERTA LTD. AND IN THE MATTER OF A PLAN OF ARRANGEMENT OF JMB CRUSHING SYSTEMS INC. and MANTLE MATERIALS GROUP, LTD.
APPLICANTS	JMB CRUSHING SYSTEMS INC. and 2161889 ALBERTA LTD.
DOCUMENT	CERTIFICATE OF REMOTE COMMISSIONING FOR THE AFFIDAVIT OF BYRON LEVKULICH
ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT	Gowling WLG (Canada) LLP 1600, 421 – 7 th Avenue SW Calgary, AB T2P 4K9 Attn: Tom Cumming/Caireen E. Hanert Phone: 403-298-1938 / 403-298-1992 Fax: 403-263-9193 File No.: A163514

I, Susan Wengler, a Commissioner for Oaths in and for the State of Colorado, certify that the requirements outlined in the Court of Queen's Bench of Alberta, Notice to the Profession and Public, "Remote Commissioning of Affidavits for Use in Civil and Family Proceedings During the COVID-19 Pandemic" dated March 25, 2020 (the "Notice"), has been complied with as follows:

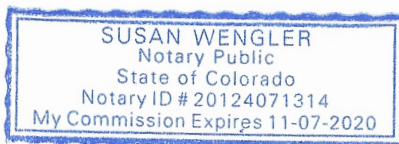
1. I met with Byron Levkulich on October 13, 2020, using video technology.
2. While connected to video technology, I undertook the following steps in accordance with the Notice:
 - (a) verified and retained "screenshot" copies of the front and back of Byron Levkulich's government issued photo identification;

- (b) verified that both parties had a paper copy of the Affidavit and all Exhibits before them during the video conference;
 - (c) reviewed every page of the Affidavit and Exhibits with Byron Levkulich, with both parties initialing the lower right corner of each page to verify the pages are identical; and
 - (d) administered the oath at the end of the review and observed Byron Levkulich sign his name to the Affidavit.
3. I received the signed Affidavit with Exhibits from Byron Levkulich electronically, and upon receipt, verified that this copy was identical to the one I initialed during the video conference, and signed the jurat. Both copies are attached to this Certificate.
4. I believe that remote commissioning is necessary because it is impossible or unsafe, for medical reasons, to physically meet with Byron Levkulich to commission the Affidavit.

SIGNED at the City of Denver, Colorado,
this 13th day of October, 2020.



Commissioner for Oaths in and for the State
of Colorado



SW