



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

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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 **ORDER**

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DATE ON WHICH ORDER WAS PRONOUNCED: October 26, 2020

LOCATION AT WHICH ORDER WAS MADE: Calgary Court House

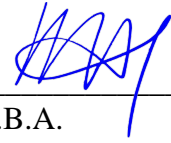
NAME OF JUSTICE WHO MADE THIS ORDER: The Honourable Justice K.M. Eidsvik

UPON THE APPLICATION of 541466 Alberta Ltd. o/a JLG Ball Enterprises (“**JLG**”), as amended during the hearing, for the payment of cure costs for the assignment of the non-competition agreement between JLG and JMB Crushing Systems Ltd. (“**JMB**”) dated March 22, 2019 (the “**Non-Competition Agreement**”) to Mantle Materials Group, Ltd. (“**Mantle**”) pursuant to section 11.3(4) of the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36, as amended

(the “CCAA”); **AND UPON** hearing read the Application and the Affidavit of Lisa Ball sworn September 28, 2020, and the pleadings and proceedings in this Action, including the Initial Order granted in the within proceedings on May 1, 2020, and the Assignment Order granted in the within proceedings on October 16, 2020; **AND UPON** hearing the submissions of counsel for JLG, counsel for JMB, and counsel for FTI Consulting Canada Inc. in its capacity as court-appointed Monitor (the “**Monitor**”); **IT IS HEREBY ORDERED THAT:**

1. Capitalized terms used but not otherwise defined in this Order shall have the meaning given to such terms in the Amended and Restated Asset Purchase Agreement dated September 28, 2020 between JMB, 2161889 Alberta Ltd. and Mantle (the “**APA**”).
2. The Application of JLG is hereby dismissed.
3. The Non-Competition Agreement is hereby added to Schedule “A” to the Assignment Order granted in the within proceedings on October 16, 2020 as a Restricted Agreement to be assigned, conveyed and transferred to, and assumed by, Mantle pursuant to section 11.3 of the CCAA in accordance with the provisions of the Assignment Order, and in particular, paragraphs 3 through 6, 8 and 15 through 18.
4. There are no monetary defaults in relation to the Non-Competition Agreement existing prior to the Closing, there is no requirement that Mantle pay any Cure Costs in relation to the Non-Competition Agreement to the Monitor on Closing as part of the Purchase Price or in accordance with the APA, and there is no requirement that the Monitor pay any Cure Costs in relation to the Non-Competition Agreement to JLG.
5. Service of this Order shall be deemed good and sufficient by:
 - (a) serving this Order upon those interested parties attending or represented at the within Application;
 - (b) posting a copy of this Order on the Monitor's website at <http://cfcanada.fticonsulting.com/jmb/>; and
 - (c) posting a copy of the Order to CaseLines in accordance with the CaseLines Order granted on May 29, 2020,

and service of this Order on any other person is hereby dispensed with.



J.C.C.Q.B.A.