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COURT

COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE

CALGARY

APPLICANT

IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF THE COMPROMISE OR
ARRANGEMENT OF 2324159 ALBERTA INC.

DOCUMENT

NINETEENTH REPORT OF FTI CONSULTING
CANADA INC., IN ITS CAPACITY AS MONITOR OF
2324159 ALBERTA INC.

November 25, 2021



ADDRESS FOR SERVICE AND
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NINETEENTH REPORT OF THE MONITOR

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INTRODUCTION

1. On May 1, 2020 (the “**Filing Date**”), JMB Crushing Systems Inc. (“**JMB**”) and 2161889 Alberta Ltd. (“**216**” and together with JMB, the “**Initial Applicants**”) commenced proceedings (the “**CCAA Proceedings**”) under the Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”) pursuant to an order granted by this Honourable Court which was subsequently amended and restated on May 11, 2020 (the “**ARIO**”).
2. The ARIO appointed FTI Consulting Canada Inc. as Monitor in the CCAA Proceedings (the “**Monitor**”) and established a stay of proceedings (the “**Stay of Proceedings**”) in favour of the Initial Applicants until July 31, 2020. On March 31, 2021, this Honourable Court most recently granted an order extending the Stay of Proceedings with respect to 2324159 Alberta Inc. (“**ResidualCo**” and together with the Initial Applicants, the “**Applicants**”) to December 3, 2021.
3. On March 31, 2021, this Honourable Court granted the following orders:
 - a. an order approving a transaction (the “**Mantle Transaction**”) for the sale to Mantle Materials Group, Ltd. (“**Mantle**”) of certain assets and vesting such assets free and clear of any security interests or other claims other than certain permitted encumbrances;
 - b. an order vesting all of the Initial Applicants’ remaining assets and liabilities that are excluded from the Mantle Transaction in ResidualCo and adding ResidualCo as a debtor company in the CCAA Proceedings;
 - c. an order assigning certain of the Initial Applicants’ agreements to Mantle; and
 - d. an order sanctioning an amended and restated joint plan of arrangement under the CCAA, the *Business Corporations Act*, SBC 2002, c 57, as amended (British

Columbia), the *Alberta's Business Corporations Act*, RSA 2000, c B-9 and the CCAA.

4. On April 27, 2021, the Mantle Transaction closed and JMB and 216 emerged from the CCAA Proceedings which resulted in ResidualCo being the sole Applicant.
5. On May 14, 2021, this Honourable Court granted an order expanding the powers of the Monitor (the “**Enhanced Monitor’s Powers Order**”).
6. On August 16, 2021, the Monitor filed an application returnable September 2, 2021 (the “**September 2 Application**”) seeking the following:
 - a. an order:
 - i. approving the activities and conduct of the Monitor throughout these CCAA Proceedings;
 - ii. extending the Stay of Proceedings until December 3, 2021; and
 - iii. authorizing and empowering the Monitor to make distributions to ATB Financial (“**ATB**”) and Canadian Western Bank (“**CWB**”) as set out in the Eighteenth Report of the Monitor; and
 - b. an order (the “**Cost Allocation Order**”) approving the methodology for allocating costs among the secured creditors and Mantle (the “**Cost Allocation**”), directing each of the affected creditors (the “**Affected Creditors**”) to pay their respective obligations pursuant to the Cost Allocation to the Monitor and authorizing the Monitor to deduct any amounts owing by any Affected Creditors under the Cost Allocation from any distributions which such Affected Creditors are entitled to.
7. At the September 2 Application, this Honourable Court granted an order approving the activities and conduct of the Monitor during these CCAA Proceedings and extending the

Stay of Proceedings to December 3, 2021. Pursuant to a request made by a creditor of ResidualCo, the Cost Allocation and distribution authorization portions of the September 2 Application were adjourned to December 1, 2021.

8. On November 25, 2021, the Monitor filed an application to be heard on December 1, 2021 for the following orders:

a. an order (the “**Discharge and Termination Order**”):

- i. approving (1) the Nineteenth Report of the Monitor and the actions of the Monitor reported therein; (2) the Monitor’s final statement of receipts and disbursements with respect to ResidualCo; (3) the activities and conduct of the Monitor in relation to these CCAA Proceedings; and (4) declaring that the Monitor has satisfied its obligations as Monitor of the Applicants;
- ii. terminating these CCAA Proceedings, upon the Monitor filing a certificate confirming that all remaining steps required to complete these CCAA Proceedings have been completed (the “**Monitor’s Termination Certificate**”);
- iii. discharging the Monitor upon filing of the Monitor’s Termination Certificate;
- iv. providing various releases in favour of the Monitor;
- v. approving the fees and disbursements of the Monitor and its legal counsel, McCarthy Tétrault LLP (“**MT**”); and
- vi. extending the Stay of Proceedings until the earlier of (1) December 31, 2021; or (2) the filing of the Monitor’s Termination Certificate; and

b. an order (the “**Assignment and Distribution Order**”):

- i. effective upon the filing of the Monitor’s Termination Certificate, assigning and transferring ResidualCo’s remaining receivable claims to ATB; and
 - ii. authorizing and empowering the Monitor to make distributions to ATB and CWB as set out in the Eighteenth Report of the Monitor.
9. The purpose of this report is to provide this Honourable Court and ResidualCo’s stakeholders with information and the Monitor’s comments with respect to:
 - a. an update with respect to the Cost Allocation since the Eighteenth Report of the Monitor (the “**Eighteenth Report**”);
 - b. ResidualCo’s actual cash receipts and disbursements for the 80-week period ended November 12, 2021, as compared to the Fifteenth Cash Flow Statement filed with the Eighteenth Report of the Monitor;
 - c. an updated cash flow statement (the “**Sixteenth Cash Flow Statement**”) prepared on behalf of ResidualCo for the 87-week period ending December 31, 2021;
 - d. a summary of the Monitor and its legal counsel’s professional fees and disbursements for the period of May 1, 2020 to November 12, 2021;
 - e. the Monitor’s application for the Discharge and Termination Order;
 - f. the Monitor’s application for the Assignment and Distribution Order; and
 - g. the Monitor’s conclusions and recommendations.

TERMS OF REFERENCE

10. In preparing this report, the Monitor has relied upon certain information (the “**Information**”) including information provided by the Initial Applicants and ResidualCo

concerning the various assets subject to the various transactions and the Initial Applicants' and ResidualCo's unaudited financial information, books and records and discussions with senior management and the Chief Restructuring Advisor (collectively, "**Management**"), as applicable.

11. Except as described in this report, the Monitor has not audited, reviewed, or otherwise attempted to verify the accuracy or completeness of the Information in a manner that would comply with Generally Accepted Assurance Standards pursuant to the Chartered Professional Accountants of Canada Handbook.
12. The Monitor has not examined or reviewed financial forecasts and projections referred to in this report in a manner that would comply with the procedures described in the Chartered Professional Accountants of Canada Handbook.
13. Future oriented financial information reported to be relied on in preparing this report is based on Management's assumptions regarding future events. Actual results may vary from forecast and such variations may be material.
14. Unless otherwise stated, all monetary amounts contained herein are expressed in Canadian dollars.

MONITOR'S ACTIVITIES

15. Since the date of our Eighteenth Report, the Monitor's activities have included, among other things:
 - a. administering ResidualCo pursuant to the Enhanced Monitor's Powers Order;
 - b. administering payments in respect of estate costs;
 - c. corresponding with affected creditors with respect to the Cost Allocation and related matters including addressing certain questions from ATB concerning the estate costs underlying the Cost Allocation Agreement;

- d. assisting stakeholders with analysing potential net recoveries from ResidualCo; and
- e. preparing this Nineteenth Report of the Monitor.

COST ALLOCATION

16. As described in the Eighteenth Report, the stakeholders with a financial interest in the Cost Allocation are limited to Mantle and the following secured creditors which had first-ranking security interests in their respective collateral:
- a. ATB, which had a first-ranking security interest in the inventory, accounts receivable and a parcel of real property owned by JMB;
 - b. Fiera Private Debt Fund VI LP, by its general partner Fiera Private Debt Fund GP Inc. (“**Fund VI**”) and Fiera Private Debt Fund V LP, by its general partner Fiera Private Debt Fund GP Inc., acting in its capacity as collateral agent for and on behalf of and for the benefit of Fund VI (collectively, “**Fiera**”) which had the first-ranking general security interest in all other personal property and assets of the Initial Applicants, subject to the interests of the PMSI Creditors; and
 - c. several equipment lenders and lessors (the “**PMSI Creditors**”) who financed and/or leased specific pieces of equipment.
17. A confidential agreement on costs (the “**Cost Allocation Agreement**”) was signed among Fiera, ATB and Mantle. The Monitor is not a party to the Cost Allocation Agreement.
18. The underlying principles of the Cost Allocation are discussed in detail in the Eighteenth Report and are not repeated herein. However, the amounts included in the Cost Allocation have been updated to reflect the Company’s actual cash disbursements for the

period from the commencement of these proceedings on May 1, 2020 to anticipated completion.

19. The updated Cost Allocation is attached as Appendix “A” and is summarized below:

(\$000s) Cost Category	Total Disbursements	Allocation to ATB	Allocation to Fiera	Allocation to Mantle	Allocation to Equipment Financiers
Operations (net of subsidies)	\$ (2,590)	\$ (1,556)	\$ (356)	\$ (604)	\$ (73)
Reclamation Obligations	(392)	(196)	(196)	-	-
Professional Fees	(4,636)	(2,803)	(1,579)	(92)	(162)
Financing	(215)	(207)	(207)	200	-
Total Costs (net of subsidies)	\$ (7,832)	\$ (4,763)	\$ (2,338)	\$ (496)	\$ (235)
<i>Allocation Percentage</i>	<i>100.0%</i>	<i>60.8%</i>	<i>29.9%</i>	<i>6.3%</i>	<i>3.0%</i>

20. Details of how the allocation amounts for the PMSI Creditors were determined can be found in the Eighteenth Report. The allocation to the PMSI Creditors remains unchanged at \$235,000 or 3.0% of the total costs that are subject to the Cost Allocation and no further costs are to be attributed to the PMSI Creditors. For ease of reference, the Allocation Amount for each PMSI Creditor is summarized as follows:

PMSI Creditor	Pieces (#)	% of Appraised Value	Cost Allocation (\$000s)
BMO Transportation Finance	26	49%	\$ 116
Cat Financial	5	12%	27
Ford Credit	9	3%	7
Komatsu	3	15%	34
CWB	4	6%	15
TD	9	11%	25
Volvo Financial	1	4%	10
Total	57	100%	\$ 235

21. The Cost Allocation Order provides for the PMSI Creditors to pay their respective obligations to the Monitor and allows the Monitor to take all such further steps as the Monitor determines are necessary or advisable to implement the Cost Allocation and to collect all amounts due under the Cost Allocation, including reducing or setting off any

outstanding amounts owed by an Affected Creditor from any potential distributions to same.

22. Notwithstanding the approval of the Cost Allocation, nothing in the Cost Allocation Order is intended to prejudice any of the, rights, interests, obligations, liabilities, claims, or causes of action, under or otherwise associated with or between the parties to, the Cost Allocation Agreement.

CASH FLOW VARIANCE ANALYSIS

23. ResidualCo's actual cash receipts and disbursements as compared to the Fifteenth Cash Flow Statement for the period of May 1, 2020 to November 12, 2021, are summarized below:

(\$000's)	Weeks 1 - 80		
	Actual	Forecast	Variance
Operating Receipts			
Collection of Federal Subsidies	\$ 980	\$ 980	\$ -
Collection of Pre-Filing AR - Ellis Don	2,199	2,199	-
Collection of Pre-Filing AR - MD of Bonnyville	3,328	3,328	-
Collection of Post Filing AR - MD of Bonnyville	1,566	1,566	-
SISP Proceeds	1,946	1,946	-
Post-filing Gravel Sales	95	95	-
Other Receipts	611	821	(210)
Total Operating Receipts	10,725	10,935	(210)
Operating Disbursements			
Payroll And Source Deductions	(1,808)	(1,808)	-
Royalties	(419)	(419)	-
Fuel	(211)	(211)	-
Repair & Maintenance	(57)	(57)	-
Office Administration	(68)	(68)	-
Insurance & Benefits	(299)	(299)	-
Jobsite Lodging	(21)	(21)	-
Equipment Loan & Lease Payments	(148)	(148)	-
Occupancy	(432)	(432)	-
Other	(103)	(97)	(5)
Total Operating Disbursements	(3,567)	(3,561)	(5)
Non-Operating Receipts & Disbursements			
Interim Financing (Repayment)	(215)	(215)	-
Reclamation Obligations	(392)	(392)	-
Professional Fees	(4,507)	(4,551)	44
Total Disbursements	(8,680)	(8,718)	38
Net Cash Flow	2,045	2,216	(172)
Opening Cash Balance	-	-	-
Ending Cash	\$ 2,045	\$ 2,216	\$ (172)

24. Overall, the ending cash balance is approximately \$172,000 lower than forecast which primarily relates to the timing of collection of allocation amounts from PMSI Creditors which had been forecast to be received during the week ending September 10, 2021.

SIXTEENTH CASH FLOW STATEMENT

25. The Applicants have prepared the Sixteenth Cash Flow Statement for the 87 weeks ending December 31, 2021. A copy of the Sixteenth Cash Flow Statement is attached as Appendix “B”.
26. A summary of the Sixteenth Cash Flow Statement is set out in the table below:

<i>(\$000's)</i>	Weeks 1-80 Actual	Weeks 81-87 Forecast	Total Pro-Forma
Operating Receipts			
Collection of Federal Subsidies	\$ 980	\$ -	\$ 980
Collection of Pre-Filing AR - Ellis Don	2,199	-	2,199
Collection of Pre-Filing AR - MD of Bonnyville	3,328	-	3,328
Collection of Post Filing AR - MD of Bonnyville	1,566	-	1,566
Post-filing Gravel Sales	1,946	-	1,946
SISP Proceeds	95	-	95
Other Receipts	611	275	886
Total Operating Receipts	10,725	275	10,999
Operating Disbursements			
Payroll And Source Deductions	(1,808)	-	(1,808)
Royalties	(419)	-	(419)
Fuel	(211)	-	(211)
Repair & Maintenance	(57)	-	(57)
Office Administration	(68)	-	(68)
Insurance & Benefits	(299)	-	(299)
Jobsite Lodging	(21)	-	(21)
Equipment Loan & Lease Payments	(148)	-	(148)
Occupancy	(432)	-	(432)
Other	(103)	(3)	(105)
Total Operating Disbursements	(3,567)	(3)	(3,569)
Non-Operating Receipts & Disbursements			
Interim Financing (Repayment)	(215)	-	(215)
Reclamation Obligations	(392)	-	(392)
Professional Fees	(4,507)	(129)	(4,636)
Total Disbursements	(8,680)	(131)	(8,811)
Net Cash Flow	2,045	143	2,188
Opening Cash Balance	-	2,045	-
Ending Cash	\$ 2,045	\$ 2,188	\$ 2,188

27. The Sixteenth Cash Flow Statement is based on the following assumptions:

- a. Other receipts include the CRA holdback of approximately \$40,000 that the CRA has agreed may be released from the current holdback maintained by the Monitor as well as \$235,000 from PMSI Creditors who are forecast to remit their respective obligations pursuant to the Cost Allocation Order, if approved;
- b. Professional fees include accrued fees to date of approximately \$129,000 for the Monitor and its legal counsel and estimated costs to conclude the CCAA Proceedings of approximately \$40,000, less a retainer held by the Monitor of \$40,000; and
- c. the Sixteenth Cash Flow Statement is presented before consideration of the proposed distributions to ATB and CWB.

SUMMARY OF PROFESSIONAL FEES

28. The professional fees and disbursements of the Monitor and MT for the period of May 1, 2020 to November 12, 2021 are set out in the table below:

Summary of Professional Fees for the Monitor and its Legal Counsel For the period March 27, 2020 to November 12, 2021					
Firm		Fees	Disbursements	GST	Total
FTI Consulting Canada Inc.	\$	807,912	\$ 3,204	\$ 40,556	\$ 851,672
McCarthy Tetrault LLP		809,725	2,839	40,516	853,081
Total		\$ 1,617,637	\$ 6,044	\$ 81,072	\$ 1,704,753

29. A summary of the Monitor’s fees and disbursements including the name, position, hourly rate and hours charged by the Monitor’s professional staff is attached as Appendix “C”.

30. A summary of the statements of account of the professional fees and disbursements charged by the Monitor’s legal counsel is attached as Appendix “D”.

31. The Monitor considers that the fees and disbursements charged by MT have been necessarily incurred and that the hours and rates charged are fair and reasonable in the circumstances.
32. Copies of the invoices of FTI and MT are available to this Honourable Court upon request.
33. The Monitor has accrued fees of approximately \$30,000 and MT has accrued fees of \$99,000 as at November 12, 2021 and each anticipate having additional fees and disbursements of approximately \$20,000 to complete the administration of the CCAA Proceedings.

ASSIGNMENT OF RESIDUALCO RECEIVABLE CLAIMS

34. As described in the Eighteenth Report, the Monitor is proposing to make the following distributions:
 - a. \$291,000 to CWB in respect of the net proceeds derived from the sale of certain CWB collateral, less the proposed cost allocation contribution of CWB of approximately \$15,000; and
 - b. all remaining funds to ATB, subject to a holdback for costs to complete the administration of the estate.
35. The remaining receivable claims (the “**ResidualCo Receivable Claims**”) to be assigned to ATB, upon the discharge of the Monitor, pursuant to the Assignment and Distribution Order include, but are not limited to:
 - a. all receivable claims, chose in actions, and corresponding rights, titles and interests of ResidualCo against, concerning or in respect of Kalinko Enterprises Ltd.;

- b. all receivable claims, chose in actions, and corresponding rights, titles and interests of ResidualCo, against, concerning or in respect of the Special Areas Board (“SAB”) under an agreement dated March 13, 2019 between SAB and JMB; and
- c. any uncollected receivables which remain due and owing by any Affected Creditors in connection with the Cost Allocation, if granted.

36. The Monitor’s comments with respect to the Assignment and Distribution Order are as follows:

- a. as described in the Seventh Report of the Monitor dated September 30, 2020, MT completed an independent review of the security held by ATB, Fiera and the PMSI Creditors and opined that the security granted to these parties by the Applicants is valid and enforceable, subject to standard qualifications;
- b. it is anticipated that ATB may incur a shortfall in excess of \$10 million and as a result, ATB is the only creditor with an economic interest in any recoveries from the ResidualCo Receivable Claims;
- c. assigning the claims will avoid the estate incurring additional professional fees and disbursements to pursue the claims; and
- d. the assignment of the ResidualCo Receivable Claims is an efficient way to pursue potential recoveries and is appropriate in the circumstances.

CONCLUSIONS AND RECOMMENDATIONS

37. The Cost Allocation Order, Discharge and Termination Order and Assignment and Distribution Order provide a fair and efficient way to resolve the outstanding restructuring matters in respect of ResidualCo and bring the CCAA Proceedings to a conclusion.

38. Based on the foregoing, the Monitor respectfully recommends that this Honourable Court grant the following orders:

- a. the Cost Allocation Order;
- b. the Discharge and Termination Order; and
- c. the Assignment and Distribution Order.

All of which is respectfully submitted this 25th day of November, 2021.

FTI Consulting Canada Inc.
in its capacity as Monitor of the Applicants



Deryck Helkaa
Senior Managing Director



Tom Powell
Senior Managing Director

Appendix A

Cost Allocation

CCAA of JMB Crushing Systems Inc.
Cost Allocation Methodology
For the period of May 1, 2020 To Anticipated Completion

(\$000s)	Allocation to					Allocation to				Notes
	Cash Costs	ATB	Fiera	Mantle	Equipment Financiers	ATB (%)	Fiera (%)	Mantle (%)	Equipment Financiers (%)	
Operations										
Operating disbursements - pre wind up	\$ (941)	\$ (868)	\$ (73)	\$ -	\$ -	92%	8%	0%	0%	(1)
Operating disbursements - post wind up	(291)	(57)	(69)	(165)	-	20%	24%	57%	0%	(2)
Employee costs (net of subsidies) - pre wind up	(474)	(393)	(33)	-	(47)	83%	7%	0%	10%	(1),(3)
Employee costs (net of subsidies) - post wind up	(517)	(68)	(114)	(309)	(26)	13%	22%	60%	5%	(2),(4)
Head office disbursements and insurance - pre wind up	(149)	(138)	(12)	-	-	92%	8%	0%	0%	(1)
Head office disbursements and insurance - post wind up	(218)	(33)	(55)	(130)	-	15%	25%	60%	0%	(2)
Payment of Reclamation Obligations	(392)	(196)	(196)	-	-	50%	50%	0%	0%	(5)
Total cash flow from operations	(2,981)	(1,752)	(552)	(604)	(73)					
Professional Fees										
Professional fees - general restructuring	(4,113)	(2,725)	(1,134)	(92)	(162)	66%	28%	2%	4%	(6)
Professional fees - SISP	(234)	(35)	(199)	-	-	15%	85%	0%	0%	(7)
Professional fees - Success Fee	(289)	(43)	(245)	-	-	15%	85%	0%	0%	(7)
Total cash flow from professional fees	(4,636)	(2,803)	(1,579)	(92)	(162)					
Financing										
Repayment of protective disbursements - ATB	(211)	(106)	(106)	-	-	50%	50%	0%	0%	(8)
Repayment of protective disbursements - CARC (Pre-CCAA)	-	(100)	(100)	200	-	50%	50%	0%	0%	(8)
Repayment of DIP - CARC	(4)	(2)	(2)	-	-	50%	50%	0%	0%	(8)
Total cash from financing	(215)	(207)	(207)	200	-					
Total Costs (net of subsidies) per R&D	\$ (7,832)	\$ (4,763)	\$ (2,338)	\$ (496)	\$ (235)	61%	30%	6%	3%	(9)

Notes:

Note 1: Active business operations ceased on June 26, 2020 with the completion of the Company's only remaining contract after which the majority of the employees were terminated and costs were reduced to maintain operations through the completion of the SISP. As a result, operating costs have been split between pre and post wind-up. ATB has been allocated the majority of costs pre wind-up as the Company was operating in order to collect outstanding receivables.

Note 2: The operating costs post wind-up of operations have been allocated pursuant to the Cost Allocation Agreement dated April 26, 2021 among ATB, Fiera and Mantle.

Note 3: Equipment Financiers have been allocated 10% of pre wind-up employee costs as JMB employees were involved in marketing the equipment throughout the sale process.

Note 4: Equipment Financiers have been allocated 5% of post wind-up employee costs as JMB employees were involved in parking and securing the equipment as well as organizing the retrieval of equipment.

Note 5: Reclamation obligations amounts are pursuant to the Cost Allocation Agreement dated April 26, 2021 among ATB, Fiera and Mantle.

Note 6: The majority of general restructuring professional fees have been allocated to ATB as a result of the efforts to collect on receivables, including dealing with contested liens and other matters. Fiera, and to a lesser extent, the Equipment Financiers, have also been allocated general restructuring fees relating to the sale process, equipment sales and other matters while Mantle has been allocated general restructuring fees pursuant to the Cost Allocation Agreement dated April 26, 2021 among ATB, Fiera and Mantle.

Note 7: The SISP related professional fees relate only to the Sales Agent costs and have been allocated pursuant to the Cost Allocation Agreement dated April 26, 2021 among ATB, Fiera and Mantle.

Note 8: Financing related costs have been split evenly between ATB and Fiera as the primary secured lenders in the CCAA Proceedings.

Note 9: The total disbursements are net of approximately \$980,000 in subsidies received during the CCAA Proceedings. The total allocated costs of ATB, Fiera and Mantle are pursuant to an agreement amongst the parties dated April 26, 2021. The total allocated costs of \$496,000 of Mantle is net of the \$200,000 repayment to CARC relating to protective disbursements made prior to the CCAA Proceedings.

Appendix B

Sixteenth Cash Flow Statement
for the 87 Weeks Ending December 31, 2021

Sixteenth Cash Flow Statement (Notes 1)

	<i>Actual</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>	<i>Forecast</i>		
Week #	Weeks 1 - 80	Week 81	Week 82	Week 83	Week 84	Week 85	Week 86	Week 87	Weeks 81 - 87	Weeks 1 - 87		
Week Ending	Total	19-Nov-21	26-Nov-21	3-Dec-21	10-Dec-21	17-Dec-21	24-Dec-21	31-Dec-21	Total	Total	Notes	
Opening Cash	\$ -	\$ 2,044,560	\$ 1,970,696	\$ 1,970,696	\$ 1,968,071	\$ 1,968,071	\$ 1,968,071	\$ 1,968,071	\$ 2,044,560	\$ -		
Cash Receipts												
Collection of Canadian Emergency Wage Subsidy	818,112	-	-	-	-	-	-	-	-	818,112		
Collection of Canadian Emergency Rent Subsidy	161,645	-	-	-	-	-	-	-	-	161,645		
Collection of Pre-Filing AR - EllisDon	2,198,780	-	-	-	-	-	-	-	-	2,198,780		2
Collection of Pre-Filing AR - MD of Bonnyville	3,327,612	-	-	-	-	-	-	-	-	3,327,612		2
Collection of Post-Filing AR - MD of Bonnyville	1,565,745	-	-	-	-	-	-	-	-	1,565,745		3
Post-Filing Gravel Sales	95,165	-	-	-	-	-	-	-	-	95,165		
SISP Proceeds	1,946,188	-	-	-	-	-	-	-	-	1,946,188		4
Other Receipts	611,265	-	-	-	-	-	-	274,954	274,954	886,219		5
Total Receipts	10,724,513	-	-	-	-	-	-	274,954	274,954	10,999,467		
Operating Disbursements												
Payroll And Source Deductions	(1,808,488)	-	-	-	-	-	-	-	-	(1,808,488)		6,7
Royalties	(418,843)	-	-	-	-	-	-	-	-	(418,843)		15
Fuel	(211,487)	-	-	-	-	-	-	-	-	(211,487)		5
Repair & Maintenance	(56,933)	-	-	-	-	-	-	-	-	(56,933)		
Office Administration	(68,171)	-	-	-	-	-	-	-	-	(68,171)		5
Insurance & Benefits	(299,243)	-	-	-	-	-	-	-	-	(299,243)		8
Jobsite Lodging	(20,766)	-	-	-	-	-	-	-	-	(20,766)		5
Equipment Loan & Lease Payments	(148,227)	-	-	-	-	-	-	-	-	(148,227)		9
Occupancy	(431,889)	-	-	-	-	-	-	-	-	(431,889)		10
Other	(102,605)	-	-	(2,625)	-	-	-	-	(2,625)	(105,230)		11
Total Disbursements	(3,566,651)	-	-	(2,625)	-	-	-	-	(2,625)	(3,569,276)		
Non-Operating Receipts & Disbursements												
DIP Financing (Repayment)	(211,188)	-	-	-	-	-	-	-	-	(211,188)		12
CARC Advance (Repayment)	(3,525)	-	-	-	-	-	-	-	-	(3,525)		13
Reclamation Contributions	(391,574)	-	-	-	-	-	-	-	-	(391,574)		16
Professional Fees	(4,507,014)	(73,864)	-	-	-	-	-	(55,000)	(128,864)	(4,635,879)		14
Total Disbursements	(5,113,301)	(73,864)	-	-	-	-	-	(55,000)	(128,864)	(5,242,165)		
Net Cash Flow	2,044,560	(73,864)	-	(2,625)	-	-	-	219,954	143,465	2,188,025		
Ending Cash Balance	\$ 2,044,560	\$ 1,970,696	\$ 1,970,696	\$ 1,968,071	\$ 1,968,071	\$ 1,968,071	\$ 1,968,071	\$ 2,188,025	\$ 2,188,025	\$ 2,188,025		

- 1 The Sixteenth Cash Flow Statement has been prepared to set out the post filing liquidity requirements of ResidualCo during the 7 weeks ending December 31, 2021 under the Companies' Creditors Arrangement Act proceeding (the "CCAA Proceedings") which commenced effective May 1, 2020. On April 27, 2021, the Mantle Transaction closed allowing JMB and 216 to exit the CCAA Proceedings and adding ResidualCo as the sole applicant pursuant to the Mantle Transaction Orders.
- 2 Cash receipts of pre-filing amounts due from Ellis Don and MD of Bonnyville have been determined pursuant to orders from this Honourable Court.
- 3 Post-filing amounts due from MD of Bonnyville relate to the collection of invoiced amounts for work completed.
- 4 SISP Proceeds represent equipment sale proceeds and certain gross proceeds from the Mantle Transaction which closed on April 27, 2021.
- 5 Other receipts includes GST collections as well as other miscellaneous receipts, including the proposed allocated amounts due from Equipment Lenders.
- 6 Active business operations ceased on June 26, 2020 with the completion of the MD of Bonnyville project and the majority of the company's employees were terminated.
- 7 Payroll and source deductions represent payments to employees for wages and vacation pay.
- 8 Insurance & Benefits represent renewal payments for the company's general insurance policy, forecast renewals, workers' compensation benefit premium payments and D&O extended claims reporting period coverage.
- 9 Equipment Loan and Lease payments represent scheduled payments for automotive equipment utilized post-filing.
- 10 Occupancy represents scheduled monthly payments for the company's Edmonton and Bonnyville premises.
- 11 Other disbursements miscellaneous payments including a monthly inventory storage fee of \$2,625.
- 12 The DIP Financing represents advances net of repayments for DIP funding provided by ATB during the CCAA proceedings as authorized in the Amended and Restated CCAA Initial Order dated May 11, 2020.
- 13 The CARC Advance represents advances and repayments under the interim revolving credit facility provided by Canadian Aggregate Resources Corporation ("CARC") in accordance with the terms of the commitment letter dated April 30, 2020 between CARC, JMB and 216 as authorized in the Amended and Restated CCAA Initial Order dated May 11, 2020.
- 14 Professional fees relate to the Company's legal counsel, the Monitor, the Monitor's legal counsel, sale consultant, operational consultant, Chief Restructuring Advisor and consultants to assist with AEP compliance matters.
- 15 Royalties represent private and public land aggregate royalty payments and land rental costs.
- 16 Reclamation contributions represent amounts transferred from the Monitor's Trust Account to satisfy each of ATB and Fiera's reclamation obligations pursuant to the Reclamation Escrow Agreement.

Appendix C

Fees and Disbursements of
FTI Consulting Canada Inc.

**Summary of the Monitor's Time Incurred
For the period of March 27, 2020 to September 30, 2021**

Name	Title	Hours	Average Rate	Fees
Deryck Helkaa	Senior Managing Director	124.90	\$ 850.00	\$ 106,165.00
Thomas Powell	Senior Managing Director	407.80	732.88	298,867.50
Michael Clark	Senior Director	932.60	501.20	467,422.50
Robert Kleebaum	Director	2.50	450.00	1,125.00
Benjamin Chiu	Senior Consultant	3.50	400.00	1,400.00
Brandi Swift	Consultant	16.80	300.00	5,040.00
Kathleen Foster	Executive Assistant	24.10	120.00	2,892.00
Total		1,512.20	3,354.08	882,912.00
Less discount				(75,000.00)
Total				807,912.00
Disbursements				3,204.22
Total Fees and Disbursements before HST				811,116.22
HST				40,555.81
Total Fees and Disbursements				\$ 851,672.03

Summary of Professional Fees for the Monitor
For the period of March 27, 2020 to September 30, 2021

Invoice #	Period	Fees	Disbursements	GST	Total
29004122	to March 31, 2020	\$ 22,135.00	\$ -	\$ 1,106.75	\$ 23,241.75
29004159	to April 30, 2020	93,063.50	-	4,653.18	97,716.68
29004241	to May 31, 2020	82,451.00	235.00	4,134.30	86,820.30
29004292	to June 30, 2020	64,355.00	2,561.25	3,345.81	70,262.06
29004351	to July 31, 2020	79,389.00	324.14	3,985.66	83,698.80
29004403	to August 31, 2020	70,546.00	-	3,527.30	74,073.30
29004452	to September 30, 2020	61,580.00	-	3,079.00	64,659.00
29004502	to October 31, 2020	36,386.00	-	1,819.30	38,205.30
29004615	to December 31, 2020	90,565.00	83.83	4,532.44	95,181.27
29004662	to January 31, 2021	16,522.00	-	826.10	17,348.10
29004725	to February 28, 2021	42,348.00	-	2,117.40	44,465.40
29004769	to March 31, 2021	84,728.00	-	4,236.40	88,964.40
29005062	to September 30, 2021	63,843.50		3,192.18	67,035.68
Total		\$ 807,912.00	\$ 3,204.22	\$ 40,555.81	\$ 851,672.03

Appendix D

Fees and Disbursements of McCarthy Tétrault LLP

Summary of Professional Fees for McCarthy Tetrault LLP
For the period of April 1, 2020 to August 31, 2021

Invoice #	Period	Fees	Disbursements	GST	Total
8008332	to April 30, 2020	\$ 8,321.50	\$ -	\$ 416.08	\$ 8,737.58
8008652	to May 31, 2020	40,277.50	72.75	2,016.52	42,366.77
8009419	to June 30, 2020	53,454.50	436.25	2,673.19	56,563.94
8009889	to July 31, 2020	42,936.50	30.50	2,146.86	45,113.86
8010414	to August 31, 2020	63,178.50	618.78	3,170.44	66,967.72
8011019	to October 1, 2020	105,955.00	572.99	5,301.70	111,829.69
8011020	to October 18, 2020	70,296.00	-	3,514.80	73,810.80
8011403	to October 31, 2020	41,925.50	270.00	2,096.28	44,291.78
8012021	to November 30, 2020	100,512.00	78.75	5,027.54	105,618.29
8012595	to December 31, 2020	57,139.50	390.00	2,856.98	60,386.48
8013384	to January 31, 2021	22,644.00	3.00	1,132.35	23,779.35
8013812	to February 28, 2021	46,949.00	-	2,347.45	49,296.45
8014462	to April 5, 2021	82,139.00	14.50	4,107.33	86,260.83
8015389	to April 30, 2021	44,600.50	219.95	2,238.83	47,059.28
8016057	to May 31, 2021	29,396.00	132.00	1,469.80	30,997.80
8018053	to August 31, 2021	70,238.00	109.25	3,517.16	73,864.41
Total		\$ 879,963.00	\$ 2,948.72	\$ 44,033.31	\$ 926,945.03