



COURT FILE NUMBER 2001-05482
 COURT COURT OF QUEEN'S BENCH OF ALBERTA
 JUDICIAL CENTRE CALGARY

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 **ORDER (ENHANCED MONITOR'S POWERS)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
 McCarthy Tétrault LLP
 4000, 421 – 7th Avenue SW
 Calgary, AB T2P 4K9
 Attention: Sean Collins / Pantelis Kyriakakis
 Tel: 403-260-3531 / 3536
 Fax: 403-260-3501
 Email: scollins@mccarthy.ca / pkyriakakis@mccarthy.ca

DATE ON WHICH ORDER WAS PRONOUNCED: May 14, 2021
LOCATION OF HEARING: Calgary, Alberta
NAME OF JUDGE WHO MADE THIS ORDER: Justice K.M. Eidsvik

UPON the application (the "**Application**") of FTI Consulting Canada Inc. (the "**Monitor**"), in its capacity as the court-appointed monitor of 2324159 Alberta Inc. ("**ResidualCo**") pursuant to the initial order granted under the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**") on May 1, 2020, as subsequently amended and restated on May 11, 2020 (collectively, the "**Initial Order**") and the Amended Reverse Vesting Order granted on March 31, 2021 (the "**Amended RVO**"), all in the within proceedings (the "**CCAA Proceedings**"); **AND UPON** reading the Seventeenth Report of the Monitor, dated May 11, 2021 (the "**Seventeenth Monitor's Report**"), filed; **AND UPON** reading the Affidavit of Service of Katie Doran (the "**Service Affidavit**"), to be filed; **AND UPON** hearing counsel for the Monitor and for any other parties who may be present;

IT IS HEREBY ORDERED AND DECLARED THAT:

SERVICE

1. The time for service of the Application and the Seventeenth Monitor's Report is abridged, the Application is properly returnable today, service of the Application and the

Seventeenth Monitor's Report on the service list (the "**Service List**") attached as an exhibit to the Service Affidavit, in the manner described in the Service Affidavit, is good and sufficient, and no other persons other than those listed on the Service List are entitled to service of the Application or the Seventeenth Monitor's Report.

DEFINED TERMS

2. Capitalized terms used in this Order and not otherwise defined shall have the meanings given to them in the Initial Order or the Amended RVO, as required.

ENHANCED MONITOR'S POWERS

3. All powers of ResidualCo under paragraphs 4 to 7 and 10 of the Initial Order may be exercised by the Monitor (in each case for and on behalf of ResidualCo and without any personal liability therefor).
4. In addition to the powers and obligations set out in the Initial Order, CCAA, and paragraph 3 of this Order, the Monitor is hereby authorized and empowered, but in no way obligated to (and in each case for and on behalf of ResidualCo and without any personal liability therefor):
 - (a) take all steps necessary to market the Excluded ResidualCo Assets and enter into and complete any and all sales or related transactions;
 - (b) take possession and control of all of ResidualCo's bank accounts, accounts receivable, and any and all proceeds arising from or in connection with the Excluded ResidualCo Assets;
 - (c) pay creditors or other claimants in accordance with any order made in these CCAA Proceedings;
 - (d) exercise any shareholder rights of ResidualCo;
 - (e) negotiate and extend, as applicable and if necessary, executive employment agreements;
 - (f) communicate and share information with any Persons relating to the Property;

- (g) attend to the determination, settlement, or other resolution of the claim of RBEE Aggregate Consulting Ltd. against JMB pursuant to its application appealing the determination by the Monitor denying its lien claim and its claim to funds held by the Monitor;
- (h) attend to the determination, settlement, or other resolution of any applications by Kalinko Enterprises Ltd. for, *inter alia*, a declaration that it has title to aggregate located at various aggregate pits and by 848875 Alberta Ltd. (operating as Al's Contracting) for a possessory lien in certain aggregate;
- (i) attend to the collection, settlement, determination, or other resolution of all amounts owing under an agreement dated as of March 13, 2019 between the Special Areas Board, an agent of the Crown in right of Alberta, and JMB;
- (j) attend to the review and reporting of all accounting by each PMSI Party in respect of its sale or disposition of PMSI Property, and the remittance by any PMSI Party to the Monitor of any proceeds of such PMSI Property, in excess of the amounts owing to such PMSI Party secured thereby;
- (k) attend to any actions, applications, or other proceedings against a PMSI Party that are necessary or desirable in order to enforce the obligation of a PMSI Party to pay any excess to the Monitor and to contribute to the costs of these CCAA Proceedings;
- (l) attend to, complete, seek approval of, and implement, a cost allocation with respect to the Initial Applicants, ResidualCo, and these CCAA Proceedings;
- (m) initiate, prosecute, and continue the prosecution of any and all proceedings and to defend all proceedings now pending or hereafter instituted with respect to ResidualCo or the Excluded ResidualCo Assets, and to settle or compromise any such proceedings. The authority hereby conveyed shall extend to such appeals or applications for judicial review in respect of any order or judgment pronounced in any such proceeding;
- (n) to receive and collect all monies and accounts now owed or hereafter owing to ResidualCo and to exercise all remedies of ResidualCo in collecting such monies, including, without limitation, to enforce any security held by ResidualCo;

- (o) to settle, extend or compromise any indebtedness owing to or by ResidualCo;
 - (p) to execute, assign, issue and endorse documents of whatever nature in respect of any of the Excluded ResidualCo Assets or in the name or on behalf of ResidualCo, for any purpose pursuant to this Order; and,
 - (q) take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations, or as may otherwise be necessary or desirable to conclude the within CCAA Proceedings.
5. The Monitor shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order or any of the powers and authority entrusted to the Monitor herein, save and except for any gross negligence or wilful misconduct on the Monitor's part. Nothing in this Order shall derogate from the protections afforded to the Monitor by the CCAA, any applicable legislation, or any orders granted in the within CCAA Proceedings.
6. The Monitor may, from time to time, apply to this Court for advice and directions in respect of the exercise and discharge of its powers and duties herein.

MISCELLAENOUS MATTERS

7. Service of this Order shall be deemed good and sufficient by:
- (a) Serving same on:
 - (i) the persons listed on the Service List created in these CCAA 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; and,
 - (b) posting a copy of this Order on the Monitor's website at <http://cfcanada.fticonsulting.com/jmb/> and service on any other person is hereby dispensed with.

8. Service of this Order shall be deemed good and sufficient by serving the same in accordance with the procedures in the CaseLines Service Order granted on May 29, 2020.



Justice of the Court of Queen's Bench of Alberta