

C120374

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 (DISCHARGE OF MONITOR AND TERMINATION
OF CCAA PROCEEDINGS)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT
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DATE ON WHICH ORDER WAS PRONOUNCED: December 1, 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., in its capacity as the court-appointed monitor (the "**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**") with respect to JMB Crushing Systems Inc. and 2161889 Alberta Ltd. (collectively, the "**Initial Applicants**"), the Amended Reverse Vesting Order, granted on March 31, 2021 (the "**Amended RVO**"), and the Order (Enhanced Monitor's Powers), dated May 14, 2021 (the "**EMP Order**"), all in the within proceedings (the "**CCAA Proceedings**"); **AND UPON** reading the Nineteenth Report of the Monitor, dated November 25, 2021 (the "**Nineteenth Monitor's Report**"), filed, and all other reports and confidential appendices submitted by the Monitor in these CCAA Proceedings; **AND UPON** reading the Affidavit of Service of Katie Doran, sworn on November 30, 2021 (the "**Service Affidavit**"), 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 Nineteenth Monitor's Report is abridged, if necessary, the Application is properly returnable today, service of the Application and the Nineteenth 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 Nineteenth Monitor's Report.

APPROVAL OF ACTIVITIES AND REPORTS

2. The Monitor's activities and actions, as set out in the Nineteenth Monitor's Report and in all of the Monitor's other reports, confidential reports, supplemental reports, and all supplements thereto, as filed in these CCAA Proceedings, are hereby ratified and approved.
3. The Monitor has satisfied all of its obligations up to and including the date of this Order. The Monitor has exercised its powers and performed its duties and functions in respect of ResidualCo and the Initial Applicants, including, but not limited to, those under the CCAA, the ARIO, and all other Orders issued in the within CCAA Proceedings, honestly, in good faith, and in a commercially reasonable manner.

APPROVAL OF FEES AND DISBURSEMENTS

4. The Monitor's final statement of receipts and disbursements with respect to ResidualCo, as set out in paragraph 23 and Appendix "B" to the Nineteenth Monitor's Report, be and are hereby approved.
5. The Monitor's accounts for its fees and disbursements, including unbilled accrued fees and disbursements, as set out in paragraphs 28 and 33 and Appendix "C" to the Nineteenth Monitor's Report, be and are hereby approved, without the necessity of a formal passing of such accounts.
6. The accounts of the Monitor's legal counsel, McCarthy Tétrault LLP, for its fees and disbursements, including unbilled accrued fees and disbursements, as set out in

paragraphs 28 and 33 and Appendix "D" to the Nineteenth Monitor's Report, be and are hereby approved, without the necessity of a formal passing of accounts.

DISCHARGE OF THE MONITOR AND TERMINATION OF CCAA PROCEEDINGS

7. Upon the Monitor filing with the Clerk of the Court a certificate in the form attached hereto as Schedule "A" (the "**Monitor's Termination Certificate**") evidencing that all steps required to complete these CCAA proceedings (as set out in the Monitor's Termination Certificate), have been completed:
 - (a) FTI Consulting Canada Inc. shall be discharged as Monitor of ResidualCo and these CCAA Proceedings, and shall have no further duties, obligations, or responsibilities, as Monitor, from and after such time, save and except as contemplated under paragraph 12 of this Order; and,
 - (b) these CCAA Proceedings will be deemed terminated, without further Order of this Court.

8. Based on the evidence that is currently before this Court and, where applicable, upon the Monitor filing the Monitor's Termination Certificate:
 - (a) the actions and conduct of the Monitor are hereby approved;
 - (b) the Monitor has satisfied all of its duties and obligations pursuant to the CCAA and all Orders of the Court in respect of these CCAA Proceedings;
 - (c) FTI Consulting Canada Inc. shall be discharged as Monitor of ResidualCo, and shall have no further duties, obligations, or responsibilities, as Monitor, from and after such time, save and except as set out in paragraph 12 hereof;
 - (d) the Monitor shall not be liable for any liability or obligations as a result of its appointment, the carrying out of the provisions of the ARIO or any other Orders granted in these CCAA Proceedings, or any of the Monitor's duties thereunder or in connection with these CCAA Proceedings, save and except for any claim or liability arising out of gross negligence or willful misconduct, on the part of the Monitor; and,

- (e) any and all claims against the Monitor, arising from, relating to, or in connection with the performance of the Monitor's duties and obligations, as monitor of the Initial Applicants or ResidualCo or in connection with these CCAA Proceedings, are hereby stayed, extinguished, and forever barred, save and except for any claim or liability based on fraud, gross negligence, or willful misconduct, on the part of the Monitor.
9. No actions or other proceedings shall be commenced against the Monitor, which in any way arise from or relate to these CCAA Proceedings or its capacity as monitor of ResidualCo and the Initial Applicants, except with the prior leave of this Court, on at least seven days' prior written notice to the Monitor and upon such terms as this Court may direct.
10. The Monitor shall file and serve a copy of the Monitor's Termination Certificate to the Service List maintained in the CCAA Proceedings prior to, or concurrently with, the filing of the Monitor's Termination Certificate.
11. Notwithstanding any provision of this Order and the termination of these CCAA Proceedings, nothing herein shall affect, vary, derogate from, limit, or amend any of the protections in favour of the Monitor at law or pursuant to the CCAA, the ARIO, this Order, or any other Orders granted in these CCAA Proceedings.
12. Notwithstanding the discharge of the Monitor and the termination of these CCAA Proceedings upon the Monitor filing the Monitor's Termination Certificate, this Court shall remain seized of any matter arising from these CCAA Proceedings, and FTI Consulting Canada Inc. shall have the authority from and after the date of this Order to apply to this Court to address matters ancillary or incidental to these CCAA Proceedings, notwithstanding the termination thereof. FTI Consulting Canada Inc., in its capacity as Monitor, is authorized to take such steps and actions as it deems necessary to address ancillary or incidental matters, following the termination of the CCAA Proceedings, and in completing or addressing any such ancillary or incidental matters, FTI Consulting Canada Inc. shall continue to have the benefit of all of the provisions of the CCAA and of all Orders made in these CCAA Proceedings, in relation to its capacity as Monitor, including all approvals, protections, and stays of proceedings in favour of FTI Consulting Canada Inc., in its capacity as Monitor.

STAY EXTENSION

13. The Stay Period, as ordered and defined in paragraph 13 of the ARIO, is hereby extended up to, until, and including, the earlier of: (i) the date on which the Monitor's Termination Certificate is filed; or, (ii) December 31, 2021.

MISCELLAENOUS MATTERS

14. This Court hereby requests the aid and recognition of any Court, tribunal, regulatory or administrative body having jurisdiction in Canada, to give effect to this Order and to assist the Monitor in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such Orders and to provide such assistance to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.
15. 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 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.
16. 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

**SCHEDULE "A" TO THE ORDER (TERMINATION OF THE CCAA PROCEEDINGS)
MONITOR'S TERMINATION CERTIFICATE**

Clerk's Stamp

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RECITALS

- A. FTI Consulting Canada Inc. ("**FTI**") was appointed as the 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 "**ARIO**"), the Amended Reverse Vesting Order, granted on March 31, 2021, and the Order (Enhanced Monitor's Powers), dated May 14, 2021, all in the within proceedings (the "**CCAA Proceedings**").
- B. Pursuant to an Order of this Court dated December 1, 2021 (the "**Discharge and Termination Order**"), among other things, FTI shall be discharged as Monitor and ResidualCo's CCAA Proceedings shall be terminated upon the filing of this Monitor's Certificate, in accordance with the terms of the Discharge and Termination Order.
- C. Unless otherwise indicated herein, capitalized terms used in this Monitor's Certificate shall have the meanings given to them in the Discharge and Termination Order.

THE MONITOR CERTIFIES the following:

1. All authorized distributions have been completed and all remaining funds of ResidualCo have be distributed or otherwise dealt with.

ACCORDINGLY, the Monitor's Termination Certificate is filed as of the date set forth below.

DATED at Calgary, Alberta this _____ day of _____, 2021

FTI CONSULTING CANADA INC., in its
capacity as Monitor of ResidualCo, and not in
its personal capacity

Per: _____
Name:
Title: