

**IN THE UNITED STATES DISTRICT COURT
DISTRICT OF DELAWARE**

IN RE: Arctic Glacier International. et al

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Lawrence J. Acker, et al.,	:	
	:	
Appellants	:	Civil Action No. 12-504-SLR
	:	
v.	:	
	:	
Alvarez & Marsal Canada Inc.,	:	Bankruptcy Case No. 12-10605
	:	BAP 12-22
Appellee	:	
_____	:	

STIPULATION OF DISMISSAL OF APPEAL WITH PREJUDICE

WHEREAS, on February 22, 2012, Alvarez & Marsal Canada Inc., the appellee in the above-captioned appeal, in its capacity as the court-appointed monitor and authorized foreign representative (the “Monitor”) for the debtors in the above-captioned main chapter 15 bankruptcy case (collectively, the “Debtors”) in the proceeding (the “Canadian Proceeding”) commenced under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “CCAA”) and pending before the Court of Queen’s Bench Winnipeg Centre (the “Canadian Court”), filed verified petitions on behalf of the Debtors, pursuant to sections 1504 and 1515 of title 11 of the United States Code (the “Bankruptcy Code”), seeking recognition by the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) of the Canadian Proceeding as a foreign main proceeding under chapter 15 of the Bankruptcy Code.

WHEREAS, on February 23, 2012, the Bankruptcy Court entered the *Order Granting Provisional Relief* [Docket No. 28] (the “Provisional Relief Order”), providing for,



among other things, a stay of all proceedings against or concerning property of the Debtors located within the territorial jurisdiction of the United States.

WHEREAS, on March 16, 2012, the Bankruptcy Court entered the *Order Granting Recognition of Foreign Main Proceeding and Certain Related Relief* [Docket No. 70] (the “Recognition Order”). Pursuant to the Recognition Order, the Bankruptcy Court (a) granted recognition of the Canadian Proceeding as a foreign main proceeding under section 1517 of the Bankruptcy Code, (b) authorized the Debtors to obtain postpetition secured financing, and (c) enforced in full the Provisional Relief Order on a permanent basis in the United States.

WHEREAS, on March 23, 2012, the indirect purchaser plaintiffs in the pending class action litigation titled *In re Packaged Ice Antitrust Litig.*, Case No. 08-MD-01952 (E.D. Mich.) (the “Indirect Purchaser Plaintiffs”) appealed the entry of the Recognition Order, which appeal (the “Appeal”) has been docketed by this Court (the “District Court”) as Case No. 12-504-SLR.

WHEREAS, on June 26, 2012, the Monitor filed the *Monitor’s Motion, Pursuant to Sections 105(A), 363, 1501, 1520, and 1521 of the Bankruptcy Code and Bankruptcy Rules 2002, 6004, and 9014, for Entry of an Order (I) Recognizing and Enforcing the CCAA Vesting Order, (II) Authorizing and Approving the Sale of Substantially all of the Debtors’ Assets Free and Clear of Any and All Liens, Claims, Encumbrances, and Other Interests, (III) Authorizing Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [Docket No. 108] (the “Sale Motion”), by which the Monitor sought the Bankruptcy Court’s recognition of an order of the Canadian Court selling substantially all of the Debtors’ assets. A hearing on the Sale Motion before the Bankruptcy Court was held on July 17, 2012.

WHEREAS, the Debtors, the Monitor, and the Indirect Purchaser Plaintiffs have agreed to resolve and compromise the issues raised in the Appeal and seek dismissal of the Appeal, and the Indirect Purchaser Plaintiffs have agreed not to assert potential objections that they may have to the Sale Motion, upon the parties' agreement to the following:

1. Subject to paragraph 2, the Debtors and the Monitor agree to propose, consent to, and support the entry of a claims procedure order by the Court of Queen's Bench of Manitoba within the CCAA proceedings commenced by the Debtors in the Court of Queen's Bench of Manitoba (the "CCAA Proceeding") (obtained by the Debtors on notice to the Service List) allowing for the filing by the Indirect Purchaser of representative or class claims (the "Claims Procedure Order"); provided, however, that nothing contained in the Claims Procedure Order shall prejudice the Debtors' or the Monitor's rights to object to or otherwise oppose, on any and all bases, the validity and/or amount of any representative or class claim that may be filed by the Indirect Purchasers in the CCAA Proceeding, including on the basis that the class cannot be certified under applicable law or the claim is not otherwise qualified as a class claim in the claims procedure.

2. The Claims Procedure Order to be proposed to the Court of Queen's Bench of Manitoba shall provide that the representative or class claims filed by the Indirect Purchasers shall be decided in the CCAA Proceeding by a Special Claims Officer appointed by that Court:

(a) who is a lawyer resident and licensed to practice in the United States of America; and

(b) who has substantial experience as counsel in U.S. antitrust class actions; and

(c) who is agreeable to each of the Debtors, the Monitor and the Indirect Purchasers, provided that, should the parties fail to agree on a Special Claims Officer within a reasonable time, the Court of Queen's Bench of Manitoba shall decide on motion of the Monitor which candidate will be appointed as Special Claims Officer.

3. The following definitions shall apply:
 - (a) the phrase “Extant Class Action Complaints” shall mean (collectively) the various U.S. class action complaints by indirect purchasers filed in various United States jurisdictions, as the same are more particularly described in the attached Schedule “A” hereto; and
 - (b) the phrase “Indirect Purchasers” shall mean (collectively) the Plaintiffs in the Extant Class Action Complaints (and/or any other persons added or substituted in their place and stead as representative Plaintiffs to advance the same claims identified in such Extant Class Action Complaints).

(the “Settlement Stipulation”). Execution by counsel to the Debtors, the Monitor, and Indirect Purchaser Plaintiffs of this Stipulation of Dismissal shall be an acknowledgement of their acceptance of the Settlement Stipulation.

WHEREAS, the parties to the instant Appeal have agreed to stipulate to the dismissal of this Appeal in exchange for the consideration to be provided to each other in the Settlement Stipulation.

NOW THEREFORE, the parties hereby stipulate, by and through their undersigned counsel, that, subject to approval of the Court, the Appeal in Case No 12-504-SLR shall be dismissed with prejudice, with each party to bear its own costs and attorney’s fees.

[Signature Pages Follow]

Dated July 31, 2012

<p>YOUNG CONWAY STARGATT & TAYLOR, LLP</p> <p><u> /s/ Matthew B. Lunn </u></p> <p>Robert S. Brady (No. 2847) Matthew B. Lunn (No. 4119) Ryan M. Bartley (No. 4985) Rodney Square 1000 North King Street Wilmington, Delaware 19801 Tel: (302) 571-6600</p> <p>- and -</p> <p>WILLKIE FARR & GALLAGHER LLP Marc Abrams Mary K. Warren Alex W. Cannon 787 Seventh Avenue New York, NY, 10019-6099 Tel: (212) 728-8000</p> <p><i>Co-Counsel to the Monitor and Foreign Representative</i></p>	<p>FINGER & SLANINA, LLC</p> <p><u> /s/ David L. Finger </u></p> <p>David L. Finger (DE Bar ID #2556) One Commerce Center 1201 N. Orange Street, 7th Floor Wilmington DE 19801-1186 Tel: (302) 573-2525</p> <p>- and -</p> <p>WILD LAW GROUP PLLC Matthew S. Wild 121 Reynolda Village, Suite M Winston-Salem, NC 27106 Telephone (914) 630-7500</p> <p>WILD LAW GROUP PLLC Max Wild 98 Distillery Road Warwick, NY 10990 Telephone (914) 630-7500</p> <p>WILD LAW GROUP PLLC John M. Perrin 27735 Jefferson Avenue Saint Clair Shores, MI 48081 Tel. (914) 630-7500</p> <p><i>Co-Counsel for the Appellants</i></p>
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<p>RICHARDS, LAYTON & FINGER, P.A.</p> <p><u> /s/ Paul N. Heath </u></p> <p>Daniel J. DeFranceschi (DE 2732) Paul N. Heath (DE 3704) L. Katherine Good (DE 5101) One Rodney Square 920 North King Street Wilmington, Delaware 19801 Tel: (302) 651-7700</p> <p>- and -</p> <p>JONES DAY Gregory M. Gordon (TX 08435300) Daniel P. Winikka (TX 00794873) Paul M. Green (TX 24059854) 2727 N. Harwood Street Dallas, Texas 75201 Tel: (214) 220-3939</p> <p><i>Co-Counsel for the Debtors</i></p>	
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IT IS SO ORDERED this ____ day of _____, 2012.

Honorable Sue L. Robinson
United States District Judge