

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re : Chapter 15
:
ARCTIC GLACIER INTERNATIONAL INC., : Case No. 12-10605 (KG)
et al.,¹ :
: (Jointly Administered)
Debtors in a Foreign Proceeding. :
:
: **Hearing Date: June 10, 2014 at 3:00 p.m. (ET)**
: **Objection Deadline: June 3, 2014 at 4:00 p.m. (ET)**

**NOTICE OF MOTION FOR RECOGNITION OF
MEETING ORDER OF THE CANADIAN COURT**

PLEASE TAKE NOTICE that Alvarez & Marsal Canada Inc., in its capacity as the court-appointed monitor and authorized foreign representative (the “Monitor”) for the above-captioned debtors (collectively, the “Debtors”) in a proceeding under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, pending before the Court of Queen’s Bench Winnipeg Centre, has filed the attached *Motion for Order Recognizing the Meeting Order of the Canadian Court* (the “Recognition Motion”).

PLEASE TAKE FURTHER NOTICE that a hearing (the “Hearing”) to consider the Recognition Motion will be held on June 10, 2013 at 3:00 p.m. (ET) before the Honorable Kevin Gross at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom No. 3, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that any objections to the Recognition Motion must be filed on or before June 3, 2014 at 4:00 p.m. (ET) (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection so as to be actually received by the following parties on or before the Objection Deadline:

¹ The last four digits of the United States Tax Identification Number or Canadian Business Number, as applicable, follow in parentheses: (i) Arctic Glacier California Inc. (7645); (ii) Arctic Glacier Grayling Inc. (0976); (iii) Arctic Glacier Inc. (4125); (iv) Arctic Glacier Income Fund (4736); (v) Arctic Glacier International Inc. (9353); (vi) Arctic Glacier Lansing Inc. (1769); (vii) Arctic Glacier Michigan Inc. (0975); (viii) Arctic Glacier Minnesota Inc. (2310); (ix) Arctic Glacier Nebraska Inc. (7790); (x) Arctic Glacier New York Inc. (2468); (xi) Arctic Glacier Newburgh Inc. (7431); (xii) Arctic Glacier Oregon, Inc. (4484); (xiii) Arctic Glacier Party Time Inc. (0977); (xiv) Arctic Glacier Pennsylvania Inc. (9475); (xv) Arctic Glacier Rochester Inc. (6989); (xvi) Arctic Glacier Services Inc. (6657); (xvii) Arctic Glacier Texas Inc. (3251); (xviii) Arctic Glacier Vernon Inc. (3211); (xix) Arctic Glacier Wisconsin Inc. (5835); (xx) Diamond Ice Cube Company Inc. (7146); (xxi) Diamond Newport Corporation (4811); (xxii) Glacier Ice Company, Inc. (4320); (xxiii) Ice Perfection Systems Inc. (7093); (xxiv) ICEsurance Inc. (0849); (xxv) Jack Frost Ice Service, Inc. (7210); (xxvi) Knowlton Enterprises Inc. (8701); (xxvii) Mountain Water Ice Company (2777); (xxviii) R&K Trucking, Inc. (6931); (xxix) Winkler Lucas Ice and Fuel Company (0049); (xxx) Wonderland Ice, Inc. (8662). The Debtors’ executive headquarters was located at 625 Henry Avenue, Winnipeg, Manitoba, R3A 0V1, Canada.

(i) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019 (Attn: Marc Abrams, Mary K. Warren, and Alex W. Cannon); (ii) Osler, Hoskin & Harcourt LLP, 100 King Street West, Suite 6100, Toronto, Ontario, Canada M5X 1B8 (Attn: Marc Wasserman and Jeremy Dacks); (iii) Young Conway Stargatt & Taylor LLP, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Robert S. Brady and Matthew P. Lunn); and (iv) McCarthy Tétrault LLP, 66 Wellington Street West, Suite 5300, Toronto, Ontario, Canada M5K 1E6 (Attn: Kevin P. McElcheran).

PLEASE TAKE FURTHER NOTICE that you need not appear at the Hearing if you do not object to the relief request in the Recognition Motion.

PLEASE TAKE FURTHER NOTICE that the Hearing may be continued or adjourned from time to time without further notice other than an announcement of the adjourned date or dates at the Hearing or at a later hearing or by notice filed on this Court's docket.

PLEASE TAKE FURTHER NOTICE THAT, IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE RECOGNITION MOTION WITHOUT FURTHER NOTICE OR A HEARING.

PLEASE TAKE FURTHER NOTICE that additional copies of the Recognition Motion are available: (a) by accessing the Court's internet website at <https://ecf.deb.uscourts.gov> (a login and a password to the Court's Public Access to Court Electronic Records ("Pacer") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>); (b) from the Monitor's website at <http://www.amcanadadocs.com/arcticglacier> or <http://www.kccllc.net/ArcticGlacier> (without cost); or (c) upon written request to the Monitor's counsel (by email or facsimile) addressed to: Young Conaway Stargatt & Taylor LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn.: Melissa Romano, e-mail, mromano@ycst.com or facsimile, 302-576-3450) (without cost).

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Dated: May 20, 2014
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Ian J. Bambrick

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*Co-Counsel to the Monitor and
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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re	:	Chapter 15
ARCTIC GLACIER INTERNATIONAL INC.,	:	Case No. 12-10605 (KG)
<i>et al.</i> , ¹	:	
	:	(Jointly Administered)
Debtors in a Foreign Proceeding.	:	Hearing Date: June 10, 2014 at 3:00 p.m.
	:	Obj. Deadline: June 3, 2014 at 4:00 p.m.

**MOTION FOR ORDER RECOGNIZING THE
MEETING ORDER OF THE CANADIAN COURT**

Alvarez & Marsal Canada Inc., in its capacity as the court-appointed monitor and authorized foreign representative (the “Monitor”) of the above-captioned debtors (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”), files this motion (the “Motion”) for the entry of an order, pursuant to sections 105, 1507, 1521, 1525, and 1527 of title 11 of the United States Code (the “Bankruptcy Code”),² substantially in the form attached as Exhibit B (the “Meeting Order Recognition Order”), recognizing the Canadian

¹ The last four digits of the United States Tax Identification Number or Canadian Business Number, as applicable, follow in parentheses: (i) Arctic Glacier California Inc. (7645); (ii) Arctic Glacier Grayling Inc. (0976); (iii) Arctic Glacier Inc. (4125); (iv) Arctic Glacier Income Fund (4736); (v) Arctic Glacier International Inc. (9353); (vi) Arctic Glacier Lansing Inc. (1769); (vii) Arctic Glacier Michigan Inc. (0975); (viii) Arctic Glacier Minnesota Inc. (2310); (ix) Arctic Glacier Nebraska Inc. (7790); (x) Arctic Glacier New York Inc. (2468); (xi) Arctic Glacier Newburgh Inc. (7431); (xii) Arctic Glacier Oregon, Inc. (4484); (xiii) Arctic Glacier Party Time Inc. (0977); (xiv) Arctic Glacier Pennsylvania Inc. (9475); (xv) Arctic Glacier Rochester Inc. (6989); (xvi) Arctic Glacier Services Inc. (6657); (xvii) Arctic Glacier Texas Inc. (3251); (xviii) Arctic Glacier Vernon Inc. (3211); (xix) Arctic Glacier Wisconsin Inc. (5835); (xx) Diamond Ice Cube Company Inc. (7146); (xxi) Diamond Newport Corporation (4811); (xxii) Glacier Ice Company, Inc. (4320); (xxiii) Ice Perfection Systems Inc. (7093); (xxiv) ICESurance Inc. (0849); (xxv) Jack Frost Ice Service, Inc. (7210); (xxvi) Knowlton Enterprises Inc. (8701); (xxvii) Mountain Water Ice Company (2777); (xxviii) R&K Trucking, Inc. (6931); (xxix) Winkler Lucas Ice and Fuel Company (0049); and (xxx) Wonderland Ice, Inc. (8662). The Debtors’ executive headquarters was located at 625 Henry Avenue, Winnipeg, Manitoba, R3A 0V1, Canada.

² All references to “section” in this Motion shall be to the Bankruptcy Code unless otherwise noted.

Court's *Meeting Order* (the "Meeting Order"),³ which, if entered by the Canadian Court,⁴ would, among other things: (a) extend the Stay Period until September 26, 2014; (b) accept the filing of the proposed *Consolidated CCAA Plan of Compromise or Arrangement of the Applicants* (as may be amended, supplemented, or modified, the "Proposed Consolidated CCAA Plan"); (c) authorize the Debtors to call, hold, and conduct a meeting of their Affected Creditors (the "Creditors' Meeting"), that will be deemed to occur on the date specified in the Meeting Order, to consider and vote on a resolution to approve the Proposed Consolidated CCAA Plan; (d) authorize the recording of a vote of Affected Creditors who will be deemed to have voted in favour of a resolution to approve the Proposed Consolidated CCAA Plan at the Creditors' Meeting; (e) authorize the Debtors to call, hold, and conduct a meeting of the Unitholders of Arctic Glacier Income Fund (the "Unitholders' Meeting") to consider and vote on a resolution to, among other things, approve the Proposed Consolidated CCAA Plan; and (f) approve the form and manner of notice to be given and the procedures to be followed with respect to the calling and conduct of the Creditors' Meeting and the Unitholders' Meeting. In support of this Motion, the Monitor relies upon the *Fifteenth Report of the Monitor*, dated May 14, 2013 (the "Fifteenth Report"), a copy of which was filed with this Court contemporaneously herewith. In further support of the relief requested herein, the Monitor, through its undersigned co-counsel, respectfully represents:

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to those terms in the Meeting Order or the Proposed Consolidated CCAA Plan, as applicable.

⁴ A copy of the proposed Meeting Order is annexed hereto as Exhibit A. The hearing to consider the Canadian Court's entry of the proposed Meeting Order is currently scheduled for May 21, 2014. If approved, an as-entered copy of the Meeting Order (together with a blacklined version thereof, if necessary) will be served upon all persons and entities receiving notice of this Motion.

JURISDICTION

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2)(P) and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. Venue is proper in this Court and in this District pursuant to 28 U.S.C. § 1410. The statutory predicates for the relief requested herein are sections 105, 1507, 1521, 1525, and 1527 of the Bankruptcy Code.

BACKGROUND

2. On February 22, 2012, the Debtors⁵ commenced the Canadian Proceeding, and the Canadian Court entered an initial order (including any extensions, amendments, or modifications thereto, the “Initial Order”), pursuant to the CCAA, providing various forms of relief thereunder, including, but not limited to, authorizing and directing the Debtors to commence, and the Monitor, the Financial Advisor (as defined in the Sale and Investor Solicitation Process (the “SISP”))⁶ and the Chief Process Supervisor (as defined in the SISP) to perform their obligations under, a process offering potential investors an opportunity to purchase or invest in the Debtors’ business and operations in accordance with the SISP.

⁵ As described more fully in the *Declaration of Philip J. Reynolds in Support of Verified Petition of Alvarez & Marsal Canada Inc., as Foreign Representative of Arctic Glacier Inc. and Certain of its Affiliates, for: (I) Recognition of Foreign Main Proceeding and (II) Certain Related Relief* [Docket No. 2] (the “Reynolds Declaration”), Glacier Valley Ice Company, L.P. (“Glacier L.P.”), an affiliate of the Debtors, is not an applicant in the Canadian Proceeding because partnerships are ineligible to be applicants under the CCAA. However, pursuant to this Court’s Provisional Relief Order and Recognition Order (as each term is defined below), the stay provided for in section 362 applies to Glacier L.P. Additionally the assets of Glacier L.P. were sold as provided in the CCAA Vesting Order and the U.S. Sale Order (both of which are defined herein). Moreover, Glacier L.P. is a party to the Settlement Agreement. For convenience sake, all references to “Debtors” herein and in the Proposed Order shall include Glacier L.P., even though such entity is not a Debtor in these Chapter 15 Cases (as defined below).

⁶ A copy of the SISP is annexed as Schedule C to the Initial Order, which is annexed as Exhibit A to the Reynolds Declaration.

3. On February 22, 2012 (the “Petition Date”), the Monitor commenced these proceedings (these “Chapter 15 Cases”) by filing verified petitions on behalf of the Debtors, pursuant to sections 1504 and 1515, seeking recognition by this Court of the Canadian Proceeding as a foreign main proceeding under chapter 15 of the Bankruptcy Code.

4. On February 23, 2012, this 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.

5. On March 16, 2012, this 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, this Court (a) granted recognition of the Canadian Proceeding as a foreign main proceeding under section 1517, (b) authorized the Debtors to obtain postpetition secured financing, and (c) enforced the Initial Order on a permanent basis in the United States.

6. On June 21, 2012, the Canadian Court entered the *Sale Approval and Vesting Order* (as amended and restated, the “CCAA Vesting Order”), pursuant to which the Canadian Court authorized and approved the sale of the Debtors’ right, title, and interest in and to the Purchased Assets (as defined in the CCAA Vesting Order) free and clear of all Interests (as defined in the CCAA Vesting Order), except as provided in the Purchase Agreement (the “Sale”).

7. On July 17, 2012, this Court entered an order [Docket No. 126] (the “U.S. Sale Order”), which among other things: (a) recognized and enforced the CCAA Vesting Order; (b) authorized and approved the Sale pursuant to section 363(f); (c) authorized

and approved, to the extent provided for in the CCAA Vesting Order, the assignment of the Assigned Contracts (as defined in the U.S. Sale Order); and (d) granted certain related relief.

8. As contemplated by the CCAA Vesting Order and described in the *Notice of Filing of Monitor's Certificate* [Docket No. 139] (the "Certificate Filing Notice"), on July 27, 2012, the Monitor delivered the *Monitor's Certificate*, which, among other things, notified the Canadian Court and other parties in interest that the Sale had closed. A copy of the *Monitor's Certificate* was filed with the Certificate Filing Notice on August 2, 2012 [Docket No. 139].

9. On September 5, 2012, the Canadian Court entered the Claims Procedure Order (the "Claims Procedure Order") establishing procedures for the submission and determination of claims against the Debtors and their directors, officers, and trustees (the "Claims Process"). In anticipation of the filing of the Proof of Claim (as defined below), the Monitor, the Debtors, and Class Counsel agreed that the Monitor would seek a Claims Procedure Order that would provide that the Proof of Claim could be filed on behalf of the putative class and could be pursued under United States law before a United States lawyer who would adjudicate the claim under United States law. Paragraph 47 of the Claims Procedure Order provided that such a lawyer, experienced in United States antitrust and class-action law, would be appointed as Special Claims Officer (as such term is defined in the Claims Procedure Order) to adjudicate the Proof of Claim.

10. On September 14, 2012, this Court entered the *Order Recognizing and Enforcing Claims Procedure Order of the Canadian Court* [Docket No. 166] (the "Claims Procedure Recognition Order") recognizing and giving full force and effect in the United States to the Claims Procedure Order and the Claims Process contemplated thereby.

11. On March 7, 2013, the Canadian Court entered the *Order* (the “Claims Officer Order”), which, among other things, supplemented the Claims Procedure Order by empowering the Claims Officers (as defined in the Claims Officer Order and including the Special Claims Officer) with the authority to adjudicate and determine questions of fact and law concerning the validity and value of disputed claims that could not be resolved consensually.

12. On May 7, 2013, this Court entered an Order [Docket No. 227] recognizing and giving full force and effect in the United States to the Claims Officer Order.

13. Additional information about the Debtors’ former businesses and operations, the Canadian Proceeding (including an update regarding the Claims Process), the Sale, and these Chapter 15 Cases are set forth in (a) the Reynolds Declaration, (b) the *Pre-Filing Report of the Proposed Monitor*, filed on the Petition Date as Exhibit C to the Reynolds Declaration, and (c) the reports of the Monitor previously filed with the Canadian Court and this Court.

PRELIMINARY STATEMENT

14. The proposed Meeting Order, if entered by the Canadian Court, would establish the framework for (a) the determination of a resolution to approve the Proposed Consolidated CCAA Plan by the Affected Creditors; and (b) the solicitation of votes to accept or reject the resolution to, among other things, approve the Proposed Consolidated CCAA Plan. As summarized below, the Meeting Order would establish certain dates, deadlines, and procedures governing the means by which Unitholders may vote to accept or reject the Proposed Consolidated CCAA Plan and/or object to the Canadian Court’s sanction of such plan. In substance, the proposed Meeting Order is similar to orders approving balloting and solicitation procedures in chapter 11 cases.

15. The Proposed Consolidated CCAA Plan, a copy of which is annexed to the Fifteenth Report as Appendix B, is the culmination of over two years of diligent efforts by the Monitor, the Debtors, the Chief Process Supervisor, and each of their respective professional advisors to realize and distribute the value obtained from the Sale attributable to the Debtors' assets and businesses. These efforts involved administering a robust sales and marketing process resulting in the consummation of the Sale that generated cash proceeds sufficient to satisfy all of the Debtors' prepetition secured liabilities, leaving the Monitor holding significant funds for the benefit of the Debtors' various stakeholders. Additionally, the Monitor and its advisors, with the assistance of the Debtors and their advisors, conducted a claims process to identify, reconcile, and resolve all claims against the Debtors, which included this Court's approval of a settlement concerning a Proof of Claim based on significant prepetition antitrust litigation.

16. If approved by persons or entities entitled to vote thereon, and if sanctioned by the Canadian Court, the Proposed Consolidated CCAA Plan is expected to result in:

- Full recovery by Affected Creditors with Proven Claims, including applicable interest, if any;
- Sufficient reserves to satisfy Affected Creditors with Unresolved Claims once those Claims are resolved, including applicable interest, if any;
- The wind-up and dissolution of the Debtors pursuant to and in accordance with the timing and manner set forth in the Proposed Consolidated CCAA Plan;
- Cost-efficient distribution of any surplus of Available Funds to Unitholders on a *pro rata* basis; and
- Termination of the Declaration of Trust and cancellation of the Trust Units on the Final Determination Date.

RELIEF REQUESTED

17. By this Motion, the Monitor seeks entry of the Meeting Order Recognition Order, recognizing and enforcing the Meeting Order pursuant to sections 105, 1507, 1521, 1521, and 1527. If approved by the Canadian Court, the Meeting Order would provide as follows:⁷

- (a) **Fifteenth Report Disseminated to Known Affected Creditors and Unitholders.** The Fifteenth Report would be disseminated to Known Affected Creditors and Unitholders in accordance with the terms of the Meeting Order and no further information would be required to be provided to Unitholders, including any information required to be delivered pursuant to applicable securities law, other than information required by the Meeting Order in connection with the Proposed Consolidated CCAA Plan. (Meeting Order ¶ 5.)
- (b) **Forms of Documents.** The forms of notice documents to be provided to parties in interest in connection with voting on the Proposed Consolidated CCAA Plan would be approved: (i) the Notice to Affected Creditors; (ii) the Notice to Unitholders; (iii) the Voting Instructions for Unitholders; (iv) the Unitholders' Proxy; (v) the Master Ballot; (vi) the Nominee Ballot; and (vii) the Voting Instruction Form for Beneficial Unitholders (the "VIF"). (Meeting Order ¶ 9.)
- (c) **Notice to Affected Creditors.** On or about May 27, 2014, the Monitor would send by regular pre-paid mail, courier, fax, or e-mail, copies of the Notice to Affected Creditors to each Known Affected Creditor. (Meeting Order ¶¶ 10-11.)
- (d) **Unitholder Record Date.** June 16, 2014 at 5:00 p.m. (Toronto Time) would be established as the Unitholder Record Date for the purposes of determining which Unitholders would be entitled to receive notice of the Unitholders' Meeting and vote at the Unitholders' Meeting (Meeting Order ¶ 12.)
- (e) **Notice to Unitholders.**
 - (i) As soon as reasonably practicable following the Unitholder Record Date, the Transfer Agent would send by regular pre-paid mail, courier, or e-mail copies of the Notice to Unitholders to Broadridge Financial Solutions, Inc. ("Broadridge") and to

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This summary of the proposed Meeting Order is provided solely for the convenience of the Court and parties in interest. In the event of an inconsistency between this summary and the proposed Meeting Order, the Meeting Order as entered by the Canadian Court shall control.

each Registered Unitholder, as of the Unitholder Record Date. (Meeting Order ¶ 13.)

- (ii) As soon as reasonably practicable following the Unitholder Record Date and receipt of the Notice to Unitholders from the Transfer Agent, Broadridge would send by regular pre-paid mail, courier, fax, or e-mail, the Notice to Unitholders and the VIFs to the Beneficial Unitholders as of the Unitholder Record Date. (Meeting Order ¶ 14.)

(f) **Advertising of Meetings.**

- (i) The Monitor would, no later than May 30, 2014, post electronic copies of the Proposed Consolidated CCAA Plan, the Meeting Order, the Notice to Affected Creditors, the Notice to Unitholders, the Voting Instructions to Unitholders, a blank copy of the form of Unitholders' Proxy, a blank copy of the form of Master Ballot, a blank copy of the form of Nominee Ballot, a blank copy of the form of VIF, and the Fifteenth Report on the Monitor's website. (Meeting Order ¶ 15.)
- (ii) The Monitor would (a) in no event later than May 30, 2014; and (b) on or about July 16, 2014, cause the Notice to Affected Creditors and the Notice to Unitholders, or shortened versions thereof in form and substance satisfactory to the Monitor, to be published, in each instance, for a period of one (1) calendar day in *The Globe and Mail* (National Edition), the *Wall Street Journal* (National Edition) and the *Winnipeg Free Press*. (Meeting Order ¶ 16.)

- (g) **Deemed Date of Creditors' Meeting.** The Creditors' Meeting would be deemed to have occurred on August 12, 2014. (Meeting Order ¶ 20.)

- (h) **Classification of Creditors.** For the purposes of voting on a resolution to approve the Proposed Consolidated CCAA Plan, there would be one consolidated class of Affected Creditors established in the Proposed Consolidated CCAA Plan, which would be comprised of all Affected Creditors. (Meeting Order ¶ 21.)

- (i) **Creditors Deemed to Have Accepted the Proposed Consolidated CCAA Plan.**

- (i) Every Affected Creditor would be deemed to have voted in favor of a resolution to approve the Proposed Consolidated CCAA Plan at the Creditors' Meeting;
- (ii) The vote on the Proposed Consolidated CCAA Plan at the Creditors' Meeting would be deemed to have been decided

unanimously in favor of the resolution to approve the Proposed Consolidated CCAA Plan; and

- (iii) The result of the deemed vote at the Creditors' Meeting in favor of the resolution to approve the Proposed Consolidated CCAA Plan would be binding on all Affected Creditors. (Meeting Order ¶¶ 22 - 24.)

(j) **Unitholder Deadlines.**

- (i) Any Unitholders' Proxy in respect of the Unitholders' Meeting (or any adjournment thereof) would be required to be received by the Transfer Agent by 5:00 p.m. (Toronto time) on August 8, 2014, or two (2) Business Days prior to the date of any adjourned Unitholders' Meeting;
- (ii) Any Nominee Ballot in respect of the Unitholders' Meeting (or any adjournment thereof) would be required to be received by the Transfer Agent by 5:00 p.m. (Toronto time) on August 8, 2014, or two (2) Business Days prior to the date of any adjourned Unitholders' Meeting; and
- (iii) The Master Ballot in respect of the Unitholders' Meeting (or any adjournment thereof) would be required to be received by the Monitor by 5:00 p.m. (Toronto time) on August 11, 2014, or one (1) Business Day prior to the date of any adjourned Unitholders' Meeting. (Meeting Order ¶¶ 18.)

- (k) **Date of Unitholders' Meeting.** The Unitholders' Meeting would occur on August 12, 2014 at a time and place to be established by the Monitor.

(l) **Conduct of Unitholders' Meeting.**

- (i) A representative of the Monitor, designated by the Monitor, would preside as the chair (the "Chair") of the Unitholders' Meeting and, subject to the Meeting Order and any further order of the Canadian Court, would decide all matters relating to the conduct of the Unitholders' Meeting;
- (ii) The quorum required at the Unitholders' Meeting would be one (1) Registered Unitholder present at such meeting in person (or represented by proxy) or one (1) Beneficial Unitholder represented by proxy, and in each case entitled to vote on the resolution to approve, among other things, the Proposed Consolidated CCAA Plan;
- (iii) The Monitor may appoint scrutineers (the "Scrutineers") for the supervision and tabulation of the attendance at, quorum at

and votes cast at the Unitholders' Meeting and a Person designated by the Monitor would act as secretary (the "Secretary") at the Unitholders' Meeting;

- (iv) If (a) the requisite quorum is not present at the Unitholders' Meeting, or (b) the Unitholders' Meeting is postponed by the vote of the majority in number of the total Trust Units held by Unitholders present in person or by proxy and entitled to vote at such Unitholders' Meeting, then the Unitholders' Meeting would be adjourned by the Chair to a date thereafter and to such time and place as may be determined by the Chair;
- (v) The Unitholders' Meeting would need not be convened in order to be adjourned and that the Chair would be entitled to adjourn and further adjourn the Unitholders' Meeting or any adjourned Unitholders' Meeting provided that any such adjournment or adjournments shall be for a period of not more than thirty (30) days in total and, in the event of any such adjournment, the Monitor would not be required to deliver any notice of adjournment of the Unitholders' Meeting or adjourned Unitholders' Meeting other than announcing the adjournment at the Unitholders' Meeting or posting notice at the originally designated time and location of the Unitholders' Meeting or adjourned Unitholders' Meeting, and posting a notice of the adjournment on the Website;
- (vi) The only Persons entitled to attend the Unitholders' Meeting would be the Monitor and its legal counsel; the Debtors and their legal counsel; 7088418 Canada Inc. o/a Grandview Advisors and any successor thereto appointed by the CCAA Court; those Persons, including Registered Unitholders, Beneficial Unitholders and holders of Unitholders' Proxies entitled to vote on the Proposed Consolidated CCAA Plan and their legal counsel and advisors; the holder of the Master Ballot and its legal counsel; the Trustees and their respective legal counsel and advisors; the Auditors (as defined in the Declaration of Trust); the Transfer Agent; the Chair; the Secretary; and the Scrutineers. Any other Person may be admitted to the Unitholders' Meeting on invitation of the Chair, acting in its sole discretion;
- (vii) Subject to any restrictions contained in Applicable Laws, Unitholders may transfer or assign their Trust Units provided that the Arctic Glacier Parties, the Transfer Agent and the Monitor would not be obliged to deal with any transferee or assignee of a Unitholder in respect thereof for purposes of their eligibility to consider and vote on the Proposed Consolidated

CCAA Plan unless and until actual notice of the transfer or assignment, together with satisfactory evidence of such transfer or assignment has been given to and received by the Arctic Glacier Parties, the Transfer Agent and the Monitor by 5:00 p.m. (Toronto time) on the day immediately prior to the Unitholder Record Date; and

- (viii) In the event of receipt of such notice of transfer or assignment prior to the Unitholder Record Date (as provided for in the immediately preceding paragraph), the transferee or assignee shall, for all purposes, be treated as the Unitholder of the assigned or transferred Trust Units, will be bound by any and all notices previously given to the transferor or assignor in respect of such Trust Units and shall be bound, in all respects, by any and all notices given and steps taken, and by the Orders of the CCAA Court in the CCAA Proceedings. (Meeting Order ¶¶ 25-36.)

(m) **Voting Procedure at Unitholders' Meeting.**

- (i) For the purposes of voting to approve the Proposed Consolidated CCAA Plan, there would be one consolidated class of Unitholders established in the Proposed Consolidated CCAA Plan who are entitled to vote, which would be comprised of all Unitholders;
- (ii) Each Registered Unitholder that holds Trust Units solely for and on behalf of itself may vote either by (a) completing the Unitholders' Proxy and returning such Unitholders' Proxy to the Transfer Agent prior to the deadline set out herein; or (b) attending the Unitholders' Meeting;
- (iii) Each Beneficial Unitholder may deliver voting instructions and instructions in respect of the appointment of a proxy by completing the VIF provided to such Beneficial Unitholder by Broadridge (in accordance with the instructions attached thereto);
- (iv) Each Beneficial Unitholder that wishes to deliver voting instructions and instructions with respect to the appointment of a proxy in respect of any amendments or variations to the matters that are properly before the Unitholders' Meeting (or an adjournment or postponement thereof) would be required to complete the applicable sections of the VIF (in accordance with the instructions attached thereto) so that the voting and proxy instructions of the Beneficial Unitholders as provided therein can be compiled and transferred by Broadridge to a

form containing such information for transmittal to the applicable intermediary (an “Intermediary”) or, in instances where the Beneficial Unitholders hold their beneficial interests in the Trust Units directly through a participant that holds interest in the Trust Units (a “Participant”), the applicable Participant (the Intermediary and the Participant in each such case, the “Nominee”), or the applicable Nominee’s agent;

- (v) Each Nominee or its agent would transfer the Beneficial Unitholder voting and proxy instructions received from Broadridge to a Nominee Ballot (substantially in the form of the Nominee Ballot, and in accordance with the instructions attached thereto) and return the Nominee Ballot to the Transfer Agent (in accordance with the instructions set out in the Nominee Ballot);
- (vi) A Beneficial Unitholder’s vote would not be counted at the Unitholders’ Meeting unless a Master Ballot reflecting such Beneficial Unitholder’s vote is received by the Monitor prior to 5:00 p.m. (Toronto time) on August 11, 2014, or one (1) Business Day prior to the date of any adjourned Unitholders’ Meeting;
- (vii) The Chair would direct a vote on a resolution to, among other things, approve the Proposed Consolidated CCAA Plan and any amendments thereto as the Monitor and the Debtors may consider appropriate;
- (viii) For the purposes of voting at the Unitholders’ Meeting, the votes recorded on the Master Ballot would be accepted as if voted in person by the Unitholders at the Unitholders’ Meeting. All votes made pursuant to the Master Ballot would be deemed to be votes for or against the resolution to, among other things, approved the Proposed Consolidated CCAA Plan, as applicable and as set forth in the Master Ballot;
- (ix) Only Unitholders or their proxies would be entitled to vote at the Unitholders’ Meeting and that the holders of such proxies are entitled to rely on the proxies as valid;
- (x) In accordance with the terms of the Proposed Consolidated CCAA Plan, each of the Unitholders entitled to vote on the Proposed Consolidated CCAA Plan would be entitled to one vote for each Trust Unit held by such Unitholder on the Unitholder Record Date;

- (xi) The Proposed Consolidated CCAA Plan would be approved by the Unitholders if at the Unitholders' Meeting the proposed resolution to, among other things, approve the Proposed Consolidated CCAA Plan, receives the affirmative votes of more than 66 2/3% of the votes attached to the Trust Units represented at the Unitholders' Meeting and cast in accordance with the Meeting Order (the "Required Unitholder Majority");
- (xii) Following the vote at the Unitholders' Meeting, the Monitor would tally the votes and determine whether the Proposed Consolidated CCAA Plan has been accepted by the Required Unitholder Majority; and
- (xiii) The result of any vote at the Unitholders' Meeting would be binding on all Unitholders, whether or not any such Unitholder is present at the Unitholders' Meeting, in person or by proxy. (Meeting Order ¶¶ 37-49.)

(n) **Sanction Hearing.**

- (i) In the event that the Proposed Consolidated CCAA Plan has been approved by the Required Unitholder Majority, the Debtors may bring a motion before the Canadian Court on September 5, 2014, or such later date as is set by the Canadian Court upon motion by the Debtors, seeking a sanctioning of the Proposed Consolidated CCAA Plan (the "CCAA Sanction Motion"); and
- (ii) Any party who wishes to oppose the CCAA Sanction Motion would be required to serve on the Service List a notice setting out the basis for such opposition and a copy of the materials to be used to oppose the CCAA Sanction Motion at least two (2) Business Days before the date set for the CCAA Sanction Motion, or such shorter time as the Canadian Court, by order, may allow. (Meeting Order ¶¶ 50-55.)

(o) **Monitor's Role.**

- (i) The Monitor, in addition to its prescribed rights, duties, responsibilities and obligations under the CCAA, the Initial Order, the Claims Procedure Order, the Claims Officer Order dated March 7, 2013, the Transition Order dated July 12, 2012, and any other order of the Canadian Court in the Canadian Proceedings, would be directed and empowered to take such other actions and fulfill such other roles as are authorized by the Meeting Order or incidental thereto; and

- (ii) (a) In carrying out the terms of the Meeting Order, the Monitor would have all of the protections given to it by the CCAA, the Initial Order, other Orders in the Canadian Proceeding, and the Meeting Order, or as an officer of the Canadian Court, including the stay of proceedings in its favor; (b) the Monitor would incur no liability or obligation as a result of the carrying out of the provisions of the Meeting Order; (c) the Monitor would be entitled to rely on the books and records of the Arctic Glacier Parties, and any information provided by the Arctic Glacier Parties, any Person having a Claim, the Unitholders, the Canadian Depository for Securities Limited and its successors, Broadridge, the Trustees and the Transfer Agent, all without independent investigation; and (d) the Monitor would not be liable for any claims or damages resulting from any errors or omissions in such books, records, or other information. (Meeting Order ¶¶ 57-58.)

BASIS FOR RELIEF

A. Recognition of the Meeting Order is Appropriate Under Sections 105, 1507, 1521, 1525, and 1527

18. Section 105(a) provides a bankruptcy court with broad powers in its administration of a case under the Bankruptcy Code: “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].” *Id.* at § 105(a). Provided that a bankruptcy court does not employ its equitable powers to achieve a result not contemplated by the Bankruptcy Code, the exercise of its section 105(a) power is proper. *In re Fesco Plastics Corp.*, 996 F.2d 152, 154 (7th Cir. 1993); *Pincus v. Graduate Loan Ctr. (In re Pincus)*, 280 B.R. 303, 312 (Bankr. S.D.N.Y. 2002).

19. Upon recognition of a foreign proceeding, section 1521(a) provides that, at the request of a foreign representative, the court may grant “any appropriate relief,” subject to certain exceptions not applicable here, provided that the court determines that doing so is necessary to effectuate the purpose of chapter 15 and to protect the assets of the debtor or the interests of the creditors. *See* 11 U.S.C. § 1521(a).

20. Recognition of the Meeting Order is appropriate under sections 105 and 1521 because it will enable the Monitor to ensure that the procedure for the conduct of, and voting at, the Creditors' Meeting and Unitholders' Meeting, as well as the notice procedures with respect thereto, are applicable regardless of whether Affected Creditors or Unitholders are subject to the Canadian Court's jurisdiction. In that regard and otherwise, the relief requested herein is consistent with well-established policies underlying the Bankruptcy Code and is appropriate under the circumstances.

21. In addition, section 1507 provides that "the court, if recognition is granted, may provide additional assistance to a foreign representative under this title" and "shall consider whether such additional assistance, consistent with the principles of comity, will reasonably assure . . . the just treatment of all holders of claims against or interests in the debtor's property [and] the protection of claim holders in the United States against prejudice and inconvenience." 11 U.S.C. § 1507.

22. Recognition of the Meeting Order is permitted by section 1507 because it would provide the Monitor and all parties in interest with certainty that the procedures and conduct of the Unitholders' Meeting and the Creditors' Meeting will be enforceable both in Canada and in the United States. Recognition of the Meeting Order will protect, and prevent prejudice to, Affected Creditors and Unitholders by ensuring uniform application of the Meeting Orders' provisions. Moreover, the substantive provisions of the Meeting Order are similar both to the relief routinely afforded to plan proponents under chapter 11 of the Bankruptcy Code and to the relief routinely granted by bankruptcy courts in chapter 11 cases.

23. Section 1525(a) provides that "consistent with section 1501, the court shall cooperate to the maximum extent possible with a foreign court or a foreign representative,"

and section 1527(3) explicitly provides that one form of cooperation may include “coordination of the administration and supervision of the debtor’s assets and affairs.” 11 U.S.C. §§ 1525(a) & 1527(3).

24. There can be no doubt that recognition of the Meeting Order will promote cooperation between the Canadian Court and this Court. Failure to grant recognition to the Meeting Order could undermine the Canadian Court’s ability to effectively supervise the Debtors’ restructuring proceedings. Moreover, the proposed Meeting Order contemplates that the Canadian Court will request, as it has done in previous circumstances, this Court’s aid and assistance in giving effect to the Meeting Order. (Meeting Order ¶ 59.)

*B. Recognition of the Meeting
Order is Consistent with Public Policy*

25. Pursuant to section 1506, even if chapter 15’s requirements for recognition of a foreign order are satisfied, recognition can nevertheless be denied where it would be “manifestly contrary to the public policy of the United States.” 11 U.S.C. § 1506. This “public policy” exception has been narrowly construed to apply to only those “matters of fundamental importance to the [United States].” See, e.g., In re Ephedra Prods. Liability Litig., 349 B.R. 333, 336 (S.D.N.Y. 2006) (affirming a decision of the bankruptcy court recognizing a Canadian claims process that did not provide personal injury claimants with the right to a jury trial).

26. Recognition of the Meeting Order does not contravene United States public policy. The Monitor submits that: (a) the Meeting Order is consistent with similar orders granted to chapter 11 debtors and the Monitor believes that the terms of the Meeting Order are fair and reasonable; (c) the relief requested herein is appropriate, authorized under the Bankruptcy Code, and in the best interests of the Debtors, their creditors, and other parties in interest; and (d) the relief requested herein is not manifestly contrary to United States public

policy. Accordingly, section 1506 presents no barrier to entry of the Meeting Order, and the Monitor respectfully requests that this Court enter such order.

REQUEST FOR WAIVER OF STAY

27. The Monitor respectfully requests a waiver of any stay of effectiveness imposed by the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) or the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) so that the relief requested herein can take effect immediately upon entry of an order approving this Motion.

NOTICE

28. Notice of this Motion will be provided to (a) all persons to whom notice is required pursuant to this Court’s *Order Scheduling Hearing and Specifying Form and Manner of Service of Notice* [Docket No. 30], and (b) certain additional parties that have been identified by the Monitor. In light of the nature of the relief requested herein, the Settlement Parties submit that no other or further notice of this Motion is necessary or required.

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CONCLUSION

WHEREFORE, the Foreign Representative respectfully requests that this Court enter the Meeting Order Recognition Order, substantially in the form annexed hereto as Exhibit B.

Dated: Wilmington, Delaware
May 20, 2014

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Ian J. Bambrick

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– and –

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*Co-Counsel to the Monitor and
Foreign Representative*

EXHIBIT A

Proposed Meeting Order

THE QUEEN'S BENCH
Winnipeg Centre

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

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR
ARRANGEMENT WITH RESPECT TO ARCTIC GLACIER INCOME FUND,
ARCTIC GLACIER INC., ARCTIC GLACIER INTERNATIONAL INC. and the
ADDITIONAL APPLICANTS LISTED IN SCHEDULE "A" HERETO

(collectively, the "APPLICANTS")

APPLICATION UNDER THE *COMPANIES' CREDITORS*
***ARRANGEMENT ACT*, R.S.C. 1985, c C-36, AS AMENDED**

MEETING ORDER

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THE QUEEN'S BENCH
Winnipeg Centre

THE HONOURABLE MADAM DAY)	WEDNESDAY, THE 21 ST
JUSTICE SPIVAK)	OF MAY, 2014

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

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR
ARRANGEMENT WITH RESPECT TO ARCTIC GLACIER INCOME FUND,
ARCTIC GLACIER INC., ARCTIC GLACIER INTERNATIONAL INC. and the
ADDITIONAL APPLICANTS LISTED IN SCHEDULE "A" HERETO

(collectively, the "APPLICANTS")

MEETING ORDER

THIS MOTION made by the Applicants for an Order: (i) extending the Stay Period as defined in paragraph 30 of the Order of the Honourable Madam Justice Spivak made February 22, 2012 (the "**Initial Order**") until September 26, 2014; (ii) authorizing the Applicants to call a meeting of their Affected Creditors (the "**Creditors' Meeting**") that will be deemed to occur on the date specified herein; (iii) authorizing the recording of a vote of Affected Creditors who will be deemed to have voted in favour of a resolution to approve the Consolidated CCAA Plan (as defined herein) at the Creditors' Meeting; (iv) authorizing the Applicants to call, hold and conduct a meeting of the

Unitholders of Arctic Glacier Income Fund (the "**Unitholders' Meeting**") to consider and vote on a resolution to, among other things, approve the Consolidated CCAA Plan; (v) approving notice to be given and the procedures to be followed with respect to the calling and conduct of the Creditors' Meeting and the Unitholders' Meeting; and (vi) declaring that the Fifteenth Report of Alvarez & Marsal Canada Inc., in its capacity as monitor of the Applicants (the "**Monitor**"), dated May 14, 2014 (the "**Fifteenth Report**") be disseminated to Affected Creditors with Proven Claims or Unresolved Claims (collectively, the "**Known Affected Creditors**") and Unitholders in accordance with this Order and that no further information is required to be provided to Unitholders, including any information required to be delivered pursuant to applicable securities law, other than information required by this Order in connection with the Consolidated CCAA Plan was heard this day at the Law Courts Building at 408 York Avenue, in the City of Winnipeg, in the Province of Manitoba.

ON READING the Notice of Motion and the Fifteenth Report, and on hearing the submissions of counsel for the Applicants and Glacier Valley Ice Company, L.P. (together, the "**Arctic Glacier Parties**"), counsel for the Monitor, counsel for the Trustees of Arctic Glacier Income Fund, and ●, no one appearing for any other party although duly served as appears from the Affidavit of Service, filed:

SERVICE

1. **THIS COURT ORDERS** that the time for service of this Motion and the Fifteenth Report is hereby abridged and validated such that this Motion is properly returnable today and hereby dispenses with further service thereof.

STAY EXTENSION

2. **THIS COURT ORDERS** that the Stay Period is hereby extended until September 26, 2014.

MONITOR'S ACTIVITIES AND REPORTS

3. **THIS COURT ORDERS** that the Fifteenth Report and the activities described therein are hereby approved.

DEFINITIONS

4. **THIS COURT ORDERS** that any capitalized terms not otherwise defined in this Meeting Order shall have the meanings ascribed to them in the Consolidated CCAA Plan of Compromise or Arrangement of the Applicants dated May 21, 2014, as amended, supplemented and restated from time to time in accordance with the terms therein (the "**Consolidated CCAA Plan**") and the Claims Procedure Order dated September 5, 2012.

PLAN OF COMPROMISE OR ARRANGEMENT

5. **THIS COURT ORDERS** that the Fifteenth Report (including a copy of the Consolidated CCAA Plan attached thereto as an appendix) shall be disseminated to Known Affected Creditors and Unitholders in accordance with this Order and that no further information is required to be provided to Unitholders, including any information required to be delivered pursuant to applicable securities law, other than information required by this Order in connection with the Consolidated CCAA Plan.

6. **THIS COURT ORDERS** that the Consolidated CCAA Plan is hereby accepted for filing, and the Applicants are hereby authorized to seek approval of the Consolidated CCAA Plan from its Affected Creditors and Unitholders, as the case may be, in the manner set forth herein.

7. **THIS COURT ORDERS** that the Applicants, with the consent of the Monitor, may at any time and from time to time amend, restate, modify and/or supplement the Consolidated CCAA Plan provided that any such amendment, restatement, modification and/or supplement shall be (a) made in accordance with the Consolidated CCAA Plan; (b) contained in a written document filed with this Honourable Court; and (c) communicated to the Known Affected Creditors and the Unitholders by posting a copy of such amendment, restatement, modification and/or supplement on the Monitor's website maintained for this proceeding at: <http://www.alvarezandmarsal.com/arctic-glacier-income-fund-arctic-glacier-inc-and-subsidiaries> (the "Website") and emailing a notice to the Service List informing them of such posting, and such posting and email notification shall constitute adequate notice of, and delivery to, Affected Creditors and Unitholders of such amendment, restatement, modification and/or supplement.

8. Any amendment, restatement, modification or supplement to the Consolidated CCAA Plan made and communicated in accordance with paragraph 7 above shall, for all purposes, be deemed to be part of and incorporated in the Consolidated CCAA Plan.

FORMS OF DOCUMENTS

9. **THIS COURT ORDERS** that the Notice to Affected Creditors substantially in the form attached hereto as Schedule "B" (the "**Notice to Affected Creditors**"); the Notice to Unitholders substantially in the form attached hereto as Schedule "C" (the "**Notice to Unitholders**"); the Voting Instructions to Unitholders substantially in the form attached hereto as Schedule "D" (the "**Voting Instructions to Unitholders**"); the Proxy to be used by certain Unitholders (as set out herein) substantially in the form attached hereto as Schedule "E" (the "**Unitholders' Proxy**"); the Master Ballot substantially in the form attached hereto as Schedule "F" (the "**Master Ballot**"); the Nominee Ballot substantially in the form attached hereto as Schedule "G" (the "**Nominee Ballot**"); and the Voting Instruction Form for Beneficial Unitholders substantially in the form attached hereto as Schedule "H" (the "**VIF**") are each hereby approved and the Applicants are authorized and directed to make such changes, with the consent of the Monitor, as they consider necessary or desirable to conform the content thereof to the terms of the Consolidated CCAA Plan or this Meeting Order.

NOTICE TO AFFECTED CREDITORS

10. **THIS COURT ORDERS** that on or about May 27, 2014, the Monitor shall send by regular pre-paid mail, courier, fax or e-mail, copies of the Notice to Affected Creditors to each Known Affected Creditor to the address provided by each such Affected Creditor in its Proof of Claim, or to such other address subsequently provided by such Affected Creditor to the Monitor.

11. **THIS COURT ORDERS** that the materials delivered to Known Affected Creditors shall not include a form of proxy.

NOTICE TO UNITHOLDERS

12. **THIS COURT ORDERS** that the record date for the purposes of determining which Unitholders are entitled to receive notice of the Unitholders' Meeting and vote at the Unitholders' Meeting shall be 5:00 p.m. (Toronto time) on June 16, 2014 (the "**Unitholder Record Date**").

13. **THIS COURT ORDERS** that as soon as reasonably practicable following the Unitholder Record Date, the Transfer Agent shall send by regular pre-paid mail, courier, or e-mail copies of the Notice to Unitholders to Broadridge Financial Solutions Inc. ("**Broadridge**") and to each Registered Unitholder, as of the Unitholder Record Date, that the Transfer Agent is aware of and has contact information in respect of: (a) for such Registered Unitholders, in respect of Trust Units held by any such Registered Unitholder solely for and on behalf of itself; or (b) for distribution by Broadridge to the Beneficial Unitholders, as of the Unitholder Record Date.

14. **THIS COURT ORDERS** that as soon as reasonably practicable following the Unitholder Record Date and receipt of the Notice to Unitholders from the Transfer Agent pursuant to paragraph 13 herein, Broadridge shall send by regular pre-paid mail, courier, fax or e-mail, the Notice to Unitholders and the VIFs to the Beneficial Unitholders as of the Unitholder Record Date.

MEETING MATERIALS, ADVERTISING OF MEETINGS AND SERVICE

15. **THIS COURT ORDERS** that the Monitor shall no later than May 30, 2014 post electronic copies of the Consolidated CCAA Plan, the Meeting Order, the Notice to Affected Creditors, the Notice to Unitholders, the Voting Instructions to Unitholders, a blank copy of the form of Unitholders' Proxy, a blank copy of the form of Master Ballot, a blank copy of the form of Nominee Ballot, a blank copy of the form of VIF and the Fifteenth Report (collectively, the "**Meeting Materials**") on the Website and the Monitor shall provide written copies of such materials to those Affected Creditors and Unitholders that so request. The Monitor shall ensure that the Meeting Materials remain posted on the Website until at least the Business Day following the Plan Implementation Date.

16. **THIS COURT ORDERS** that the Monitor shall: (a) in no event later than May 30, 2014; and (b) on or about July 16, 2014; cause the Notice to Affected Creditors and the Notice to Unitholders, or shortened versions thereof in form and substance satisfactory to the Monitor, to be published, in each instance, for a period of one (1) calendar day in *The Globe and Mail* (National Edition), the *Wall Street Journal* (National Edition) and the *Winnipeg Free Press*.

17. **THIS COURT ORDERS** that the delivery of the Notice to Affected Creditors to Known Affected Creditors in the manner set out in paragraph 10 hereof; the delivery of the Notice to Unitholders in the manner set out in paragraphs 13 and 14 hereof; the posting of the Meeting Materials on the Website in accordance with paragraph 15 hereof; and the publication of the Notice to Affected Creditors and the Notice to

Unitholders, or shortened versions thereof in form and substance satisfactory to the Monitor, in accordance with paragraph 16 hereof; shall constitute good and sufficient service of this Meeting Order, the Consolidated CCAA Plan and the Fifteenth Report, and good and sufficient notice of the Creditors' Meeting and Unitholders' Meeting on all Persons who may be entitled to receive notice thereof or of these proceedings or who may wish to be present in person or by proxy at the Creditors' Meeting or the Unitholders' Meeting or who may wish to appear in these proceedings, and no other form of notice or service need be made on such Persons, and no other document or material need be served on such Persons in respect of these proceedings.

DELIVERY OF PROXIES TO THE MONITOR

18. THIS COURT ORDERS that:

- (a) any Unitholders' Proxy in respect of the Unitholders' Meeting (or any adjournment thereof) must be received by the Transfer Agent by 5:00 p.m. (Toronto time) on August 8, 2014, or two (2) Business Days prior to the date of any adjourned Unitholders' Meeting;
- (b) any Nominee Ballot in respect of the Unitholders' Meeting (or any adjournment thereof) must be received by the Transfer Agent by 5:00 p.m. (Toronto time) on August 8, 2014, or two (2) Business Days prior to the date of any adjourned Unitholders' Meeting; and
- (c) the Master Ballot in respect of the Unitholders' Meeting (or any adjournment thereof) must be received by the Monitor by 5:00 p.m.

(Toronto time) on August 11, 2014, or one (1) Business Day prior to the date of any adjourned Unitholders' Meeting.

19. **THIS COURT ORDERS** that the Monitor may in its discretion waive in writing the time limits imposed on the Unitholders, Broadridge, the Transfer Agent and the Nominees as set out in this Meeting Order and the Meeting Materials for the deposit of the Master Ballot, Unitholders' Proxies, the Nominee Ballots and the VIFs and all other procedural matters if the Monitor deems it advisable to do so (without prejudice to the requirement that all of the other Unitholders and Persons, as applicable, must comply with this Meeting Order and the other procedures set out in the Meeting Materials).

CONDUCT AND VOTING AT THE CREDITORS' MEETING

20. **THIS COURT ORDERS** that the Applicants are hereby authorized to call the Creditors' Meeting for the purpose of voting on a resolution to approve the Consolidated CCAA Plan and that such Creditors' Meeting shall be deemed to have been duly called and held on August 12, 2014.

21. **THIS COURT ORDERS** that for the purposes of voting on a resolution to approve the Consolidated CCAA Plan there shall be one consolidated class of Creditors established in the Consolidated CCAA Plan, which shall be comprised of all Affected Creditors.

22. **THIS COURT ORDERS** that every Affected Creditor shall be deemed to have voted in favour of a resolution to approve the Consolidated CCAA Plan at the Creditors' Meeting on August 12, 2014.

23. **THIS COURT ORDERS** that the vote on the Consolidated CCAA Plan at the Creditors' Meeting shall be deemed to have been decided unanimously in favour of the resolution to approve the Consolidated CCAA Plan.

24. **THIS COURT ORDERS** that the result of the deemed vote at the Creditors' Meeting in favour of the resolution to approve the Consolidated CCAA Plan shall be binding on all Affected Creditors.

CONDUCT AT THE UNITHOLDERS' MEETING

25. **THIS COURT ORDERS** that the Trustees are hereby deemed to have called a special meeting of Unitholders, and the Unitholders are hereby authorized to hold and conduct such special meeting on August 12, 2014 in Toronto, Ontario, at the time and place to be determined by the Monitor and set out in the Notice to Unitholders, for the purpose of considering and voting on a resolution to, among other things, approve the Consolidated CCAA Plan.

26. **THIS COURT ORDERS** that notwithstanding anything to the contrary in the Second Amended and Restated Declaration of Trust of Arctic Glacier Income Fund made as of December 6, 2004, as amended (the "**Declaration of Trust**"), the Unitholders' Meeting shall be called, held and conducted, notice of the Unitholders' Meeting shall be given, and the Consolidated CCAA Plan shall be voted upon and, if approved by the Unitholders, ratified and given full force and effect, in accordance with the provisions of this Meeting Order, the Consolidated CCAA Plan, the CCAA and any further order of this Honourable Court.

27. **THIS COURT ORDERS** that a representative of the Monitor, designated by the Monitor, shall preside as the chair (the "**Chair**") of the Unitholders' Meeting and, subject to this Meeting Order and any further order of this Honourable Court, shall decide all matters relating to the conduct of the Unitholders' Meeting.

28. **THIS COURT ORDERS** that the Chair is hereby authorized to accept and rely upon the Master Ballot substantially in the form attached hereto as Schedule "F", or such other form as is acceptable to the Chair.

29. **THIS COURT ORDERS** that the quorum required at the Unitholders' Meeting shall be one (1) Registered Unitholder present at such meeting in person (or represented by proxy) or one (1) Beneficial Unitholder represented by proxy, and in each case entitled to vote on the resolution to approve, among other things, the Consolidated CCAA Plan.

30. **THIS COURT ORDERS** that the Monitor may appoint scrutineers (the "**Scrutineers**") for the supervision and tabulation of the attendance at, quorum at and votes cast at the Unitholders' Meeting. A Person designated by the Monitor shall act as secretary (the "**Secretary**") at the Unitholders' Meeting.

31. **THIS COURT ORDERS** that if (a) the requisite quorum is not present at the Unitholders' Meeting, or (b) the Unitholders' Meeting is postponed by the vote of the majority in number of the total Trust Units held by Unitholders present in person or by proxy and entitled to vote at such Unitholders' Meeting, then the Unitholders' Meeting shall be adjourned by the Chair to a date thereafter and to such time and place as may be determined by the Chair.

32. **THIS COURT ORDERS** that the Unitholders' Meeting need not be convened in order to be adjourned and that the Chair shall be entitled to adjourn and further adjourn the Unitholders' Meeting or any adjourned Unitholders' Meeting provided that any such adjournment or adjournments shall be for a period of not more than thirty (30) days in total and, in the event of any such adjournment, the Monitor shall not be required to deliver any notice of adjournment of the Unitholders' Meeting or adjourned Unitholders' Meeting other than announcing the adjournment at the Unitholders' Meeting or posting notice at the originally designated time and location of the Unitholders' Meeting or adjourned Unitholders' Meeting, and posting a notice of the adjournment on the Website.

33. **THIS COURT ORDERS** that the only Persons entitled to attend the Unitholders' Meeting are the Monitor and its legal counsel; the Applicants and their legal counsel; 7088418 Canada Inc. o/a Grandview Advisors and any successor thereto appointed by the CCAA Court; those Persons, including Registered Unitholders, Beneficial Unitholders and holders of Unitholders' Proxies entitled to vote on the Consolidated CCAA Plan and their legal counsel and advisors; the holder of the Master Ballot and its legal counsel; the Trustees and their respective legal counsel and advisors; the Auditors (as defined in the Declaration of Trust); the Transfer Agent; the Chair; the Secretary; and the Scrutineers. Any other Person may be admitted to the Unitholders' Meeting on invitation of the Chair, acting in its sole discretion.

34. **THIS COURT ORDERS** that, subject to any restrictions contained in Applicable Laws, Unitholders may transfer or assign their Trust Units provided that the Arctic Glacier Parties, the Transfer Agent and the Monitor shall not be obliged to deal

with any transferee or assignee of a Unitholder in respect thereof for purposes of their eligibility to consider and vote on the Consolidated CCAA Plan unless and until actual notice of the transfer or assignment, together with satisfactory evidence of such transfer or assignment has been given to and received by the Arctic Glacier Parties, the Transfer Agent and the Monitor by 5:00 p.m. (Toronto time) on the Business Day immediately prior to the Unitholder Record Date.

35. **THIS COURT ORDERS** that, in the event of receipt of such notice of transfer or assignment prior to the Unitholder Record Date (as provided for in the immediately preceding paragraph), the transferee or assignee shall, for all purposes, be treated as the Unitholder of the assigned or transferred Trust Units, will be bound by any and all notices previously given to the transferor or assignor in respect of such Trust Units and shall be bound, in all respects, by any and all notices given and steps taken, and by the Orders of the CCAA Court in the CCAA Proceedings. For greater certainty, the Arctic Glacier Parties and the Transfer Agent shall not recognize partial transfers or assignments of Trust Units.

36. **THIS COURT ORDERS** that under no circumstances shall the Arctic Glacier Parties, the Transfer Agent or the Monitor be obliged to deal with any transferee or assignee of a Unitholder for purposes of their eligibility to consider and vote on the Consolidated CCAA Plan who is not reflected as a Unitholder on the Unitholder Record Date.

VOTING PROCEDURE AT THE UNITHOLDERS' MEETING

37. **THIS COURT ORDERS** that for the purposes of voting to approve the Consolidated CCAA Plan, there shall be one consolidated class of Unitholders established in the Consolidated CCAA Plan who are entitled to vote, which shall be comprised of all Unitholders.

38. **THIS COURT ORDERS** that each Registered Unitholder that holds Trust Units solely for and on behalf of itself may vote either by (i) completing the Unitholders' Proxy and returning such Unitholders' Proxy to the Transfer Agent prior to the deadline set out herein; or (ii) attending the Unitholders' Meeting.

39. **THIS COURT ORDERS** that each Beneficial Unitholder may deliver voting instructions and instructions in respect of the appointment of a proxy by completing the VIF provided to such Beneficial Unitholder by Broadridge (in accordance with the instructions attached thereto).

40. **THIS COURT ORDERS** that each Beneficial Unitholder that wishes to deliver voting instructions and instructions with respect to the appointment of a proxy in respect of any amendments or variations to the matters that are properly before the Unitholders' Meeting (or an adjournment or postponement thereof) must complete the applicable sections of the VIF (in accordance with the instructions attached thereto) so that the voting and proxy instructions of the Beneficial Unitholders as provided therein can be compiled and transferred by Broadridge to a form containing such information for transmittal to the applicable intermediary (an "**Intermediary**") or, in instances where the Beneficial Unitholders hold their beneficial interests in the Trust Units directly through a

participant that holds interest in the Trust Units (a "**Participant**"), the applicable Participant (the Intermediary and the Participant in each such case, the "**Nominee**"), or the applicable Nominee's agent.

41. **THIS COURT ORDERS** that each Nominee or its agent shall transfer the Beneficial Unitholder voting and proxy instructions received from Broadridge to a Nominee Ballot (substantially in the form of the Nominee Ballot, and in accordance with the instructions attached thereto) and return the Nominee Ballot to the Transfer Agent (in accordance with the instructions attached thereto).

42. **THIS COURT ORDERS** that a Beneficial Unitholder's vote will not be counted at the Unitholders' Meeting unless a Master Ballot reflecting such Beneficial Unitholder's vote is received by the Monitor prior to 5:00 p.m. (Toronto time) on August 8, 2014, or one (1) Business Day prior to the date of any adjourned Unitholders' Meeting.

43. **THIS COURT ORDERS** that the Chair shall direct a vote on a resolution to, among other things, approve the Consolidated CCAA Plan and any amendments thereto as the Monitor and the Applicants may consider appropriate.

44. **THIS COURT ORDERS** that for the purposes of voting at the Unitholders' Meeting, the votes recorded on the Master Ballot shall be accepted as if voted in person by the Unitholders at the Unitholders' Meeting. All votes made pursuant to the Master Ballot shall be deemed to be votes for or against the resolution to, among other things, approve the Consolidated CCAA Plan, as applicable and as set out in the Master Ballot.

45. **THIS COURT ORDERS** that only Unitholders or their proxies shall be entitled to vote at the Unitholders' Meeting and that the holders of such proxies are entitled to rely on the proxies as valid.

46. **THIS COURT ORDERS** that in accordance with the terms of the Consolidated CCAA Plan, each of the Unitholders entitled to vote on the Consolidated CCAA Plan is entitled to one vote for each Trust Unit held by such Unitholder on the Unitholder Record Date.

47. **THIS COURT ORDERS** that the Consolidated CCAA Plan shall be approved by the Unitholders if at the Unitholders' Meeting the proposed resolution to, among other things, approve the Consolidated CCAA Plan, receives the affirmative votes of more than 66 2/3% of the votes attached to the Trust Units represented at the Unitholders' Meeting and cast in accordance with this Meeting Order (the "**Required Unitholder Majority**").

48. **THIS COURT ORDERS** that following the vote at the Unitholders' Meeting, the Monitor shall tally the votes and determine whether the Consolidated CCAA Plan has been accepted by the Required Unitholder Majority.

49. **THIS COURT ORDERS** that the result of any vote at the Unitholders' Meeting shall be binding on all Unitholders, whether or not any such Unitholder is present at the Unitholders' Meeting, in person or by proxy.

SANCTION HEARING

50. **THIS COURT ORDERS** that the Monitor shall provide a report to this Honourable Court at least ten (10) calendar days prior to the CCAA Sanction Motion (as defined herein) (the “**Monitor’s Report Regarding the Meetings**”) with respect to:

- (a) the deemed vote at the Creditors’ Meeting with respect to the resolution to approve the Consolidated CCAA Plan;
- (b) the results of the voting at the Unitholders’ Meeting on the resolution to, among other things, approve the Consolidated CCAA Plan; and
- (c) whether the Required Unitholder Majority approved the Consolidated CCAA Plan.

51. **THIS COURT ORDERS** that an electronic copy of the Monitor’s Report Regarding the Meetings, including any amendments and variations thereto, and a draft sanction order in respect of the Consolidated CCAA Plan shall be posted on the Website prior to the CCAA Sanction Motion.

52. **THIS COURT ORDERS** that in the event that the Consolidated CCAA Plan has been approved by the Required Unitholder Majority, the Applicants may bring a motion before this Honourable Court on September 5, 2014, or such later date as is set by this Honourable Court upon motion by the Applicants, seeking a sanctioning of the Consolidated CCAA Plan pursuant to the CCAA (the “**CCAA Sanction Motion**”).

53. **THIS COURT ORDERS** that service of this Meeting Order by the Monitor to the parties on the Service List; delivery of the Notice to Affected Creditors to Known Affected Creditors in accordance with paragraph 10 hereof; delivery of copies of the Notice to Unitholders pursuant to paragraphs 13 and 14 hereof; the publication of the Notice to Affected Creditors and the Notice to Unitholders, or shortened versions thereof in form and substance satisfactory to the Monitor, in accordance with paragraph 16 hereof; and the posting of the Meeting Materials on the Website in accordance with paragraph 15 hereof shall constitute good and sufficient service of notice of the CCAA Sanction Motion on all Persons entitled to receive such service and no other form of notice or service need be made and no other materials need be served in respect of the CCAA Sanction Motion, except that the Applicants and the Monitor shall serve the Service List with any additional materials to be used in support of the CCAA Sanction Motion.

54. **THIS COURT ORDERS** that any party who wishes to oppose the CCAA Sanction Motion shall serve on the Service List a notice setting out the basis for such opposition and a copy of the materials to be used to oppose the CCAA Sanction Motion at least two (2) Business Days before the date set for the CCAA Sanction Motion, or such shorter time as this Honourable Court, by order, may allow.

55. **THIS COURT ORDERS** that, in the event that the CCAA Sanction Motion is adjourned, only those Persons who are on the Service List shall be served with notice of the adjourned date.

56. **THIS COURT ORDERS** that subject to any further order of this Honourable Court, in the event of any conflict, inconsistency, ambiguity or difference between the provisions of the Consolidated CCAA Plan and this Meeting Order, the terms, conditions and provisions of the Consolidated CCAA Plan shall govern and be paramount, and any such provision of this Meeting Order shall be deemed to be amended to the extent necessary to eliminate any such conflict, inconsistency, ambiguity or difference.

MONITOR'S ROLE

57. **THIS COURT ORDERS** that the Monitor, in addition to its prescribed rights, duties, responsibilities and obligations under the CCAA, the Initial Order, the Claims Procedure Order, the Claims Officer Order dated March 7, 2013, the Transition Order dated July 12, 2012, and any other order of this Honourable Court in the CCAA Proceedings, is hereby directed and empowered to take such other actions and fulfill such other roles as are authorized by this Meeting Order or incidental thereto.

58. **THIS COURT ORDERS** that (i) in carrying out the terms of this Meeting Order, the Monitor shall have all of the protections given to it by the CCAA, the Initial Order, other Orders in the CCAA Proceeding, and this Meeting Order, or as an officer of the Court, including the stay of proceedings in its favour; (ii) the Monitor shall incur no liability or obligation as a result of the carrying out of the provisions of this Meeting Order; (iii) the Monitor shall be entitled to rely on the books and records of the Arctic Glacier Parties, and any information provided by the Arctic Glacier Parties, any Person having a Claim, the Unitholders, the Canadian Depository for Securities Limited

and its successors, Broadridge, the Trustees and the Transfer Agent, all without independent investigation; and (iv) the Monitor shall not be liable for any claims or damages resulting from any errors or omissions in such books, records, or other information.

GENERAL PROVISIONS

59. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States, including the United States Bankruptcy Court for the district of Delaware, or in any other foreign jurisdiction, to give effect to this Meeting Order and to assist the Arctic Glacier Parties, the Monitor and their respective agents in carrying out the terms of this Meeting Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Arctic Glacier Parties and to the Monitor, as an officer of the Court, as may be necessary or desirable to give effect to this Meeting Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Arctic Glacier Parties and the Monitor and their respective agents in carrying out the terms of this Meeting Order.

SCHEDULE "A"

ADDITIONAL APPLICANTS

Arctic Glacier California Inc.
Arctic Glacier Grayling Inc.
Arctic Glacier Lansing Inc.
Arctic Glacier Michigan Inc.
Arctic Glacier Minnesota Inc.
Arctic Glacier Nebraska Inc.
Arctic Glacier Newburgh Inc.
Arctic Glacier New York Inc.
Arctic Glacier Oregon Inc.
Arctic Glacier Party Time Inc.
Arctic Glacier Pennsylvania Inc.
Arctic Glacier Rochester Inc.
Arctic Glacier Services Inc.
Arctic Glacier Texas Inc.
Arctic Glacier Vernon Inc.
Arctic Glacier Wisconsin Inc.
Diamond Ice Cube Company Inc.
Diamond Newport Corporation
Glacier Ice Company, Inc.
Ice Perfection Systems Inc.
ICESurance Inc.
Jack Frost Ice Service, Inc.
Knowlton Enterprises, Inc.
Mountain Water Ice Company
R&K Trucking, Inc.
Winkler Lucas Ice and Fuel Company
Wonderland Ice, Inc.

SCHEDULE "B"

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

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO ARCTIC GLACIER INCOME FUND, ARCTIC GLACIER INC., ARCTIC GLACIER INTERNATIONAL INC. and the ADDITIONAL APPLICANTS LISTED ON SCHEDULE "A" HERETO (collectively, the "APPLICANTS")

NOTICE TO AFFECTED CREDITORS OF THE APPLICANTS and GLACIER VALLEY ICE COMPANY, L.P. (collectively, the "ARCTIC GLACIER PARTIES")

NOTICE OF CREDITORS' MEETING

NOTICE IS HEREBY GIVEN that the Applicants have filed with the Manitoba Court of Queen's Bench (Winnipeg Centre) (the "**CCAA Court**") a plan of compromise or arrangement dated May 21, 2014 (as amended, supplemented or restated from time to time in accordance with the terms thereof, the "**Consolidated CCAA Plan**") pursuant to the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**").

The Consolidated CCAA Plan contemplates, among other things, the complete satisfaction of all Proven Claims of Affected Creditors, plus the payment of applicable interest on certain Proven Claims, pursuant to and in accordance with the Consolidated CCAA Plan. Affected Creditors constitute one (1) class, as established in the Consolidated CCAA Plan (the "**Affected Creditors' Class**").

NOTICE IS ALSO HEREBY GIVEN that a meeting of the Affected Creditors (the "**Creditors' Meeting**") will be deemed to have been duly called and held on August 12, 2014, for the purpose of voting on a resolution to approve the Consolidated CCAA Plan. The deemed Creditors' Meeting is being held pursuant to an Order of the CCAA Court made on May 21, 2014 by the Honourable Madam Justice Spivak (the "**Meeting Order**").

Pursuant to the Meeting Order, every Affected Creditor shall be deemed to have voted in favour of the Consolidated CCAA Plan at the Creditors' Meeting on August 12, 2014 and, as a result, the vote on the Consolidated CCAA Plan at the Creditors' Meeting shall be deemed to have been decided unanimously in favour of the resolution to approve the Consolidated CCAA Plan. Please note that the deemed vote by Affected Creditors in favour of the resolution to approve the Consolidated CCAA Plan does not affect the ability of any Affected Creditor to make submissions at any motion to sanction the Consolidated CCAA Plan, including in respect of the proposed treatment of interest afforded to the Proven Claims that will be set out in the order being sought to sanction the Consolidated CCAA Plan.

To become effective, in respect of the Affected Creditors' Class, the Consolidated CCAA Plan must be sanctioned by a final order of the CCAA Court under the CCAA. The Consolidated CCAA Plan must also, among other things, be approved by the Required Unitholder Majority at a duly convened Unitholders' Meeting.

NOTICE IS ALSO HEREBY GIVEN that the order sanctioning the Consolidated CCAA Plan will be sought in a motion to be brought on September 5, 2014, or such later date as is set by the CCAA Court, which date shall also be posted on the website of the court-appointed Monitor as set out below. At that time, the Applicants will also seek the other relief specified in the Consolidated CCAA Plan. Subject to the satisfaction of the conditions to implementation of the Consolidated CCAA Plan, all Affected Claims of Affected Creditors will then receive the treatment set out in the Consolidated CCAA Plan unless otherwise ordered by the CCAA Court.

The Monitor's address for the purpose of obtaining any additional information or materials related to the Creditors' Meeting, or asking any questions regarding the process, is:

Alvarez & Marsal Canada Inc., Court-Appointed Monitor of the Arctic Glacier Parties
Royal Bank Plaza, South Tower
200 Bay Street, Suite 2900
P.O. Box 22
Toronto ON M5J 2J1
Canada

Attention: Melanie MacKenzie
Tel: 416-847-5158
Fax: 416-847-5201

mmackenzie@alvarezandmarsal.com

This notice is given by the Arctic Glacier Parties pursuant to the Meeting Order.

You may view copies of the documents relating to this process on the Monitor's website (the "Website") at: <http://www.alvarezandmarsal.com/arctic-glacier-income-fund-arctic-glacier-inc-and-subsiidiaries>.

Please continue to monitor the Monitor's website for updates regarding this CCAA proceeding.

Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Consolidated CCAA Plan.

DATED this ● day of ●, 2014.

SCHEDULE "A"

ADDITIONAL APPLICANTS

Arctic Glacier California Inc.
Arctic Glacier Grayling Inc.
Arctic Glacier Lansing Inc.
Arctic Glacier Michigan Inc.
Arctic Glacier Minnesota Inc.
Arctic Glacier Nebraska Inc.
Arctic Glacier Newburgh Inc.
Arctic Glacier New York Inc.
Arctic Glacier Oregon Inc.
Arctic Glacier Party Time Inc.
Arctic Glacier Pennsylvania Inc.
Arctic Glacier Rochester Inc.
Arctic Glacier Services Inc.
Arctic Glacier Texas Inc.
Arctic Glacier Vernon Inc.
Arctic Glacier Wisconsin Inc.
Diamond Ice Cube Company Inc.
Diamond Newport Corporation
Glacier Ice Company, Inc.
Ice Perfection Systems Inc.
ICEsurance Inc.
Jack Frost Ice Service, Inc.
Knowlton Enterprises, Inc.
Mountain Water Ice Company
R&K Trucking, Inc.
Winkler Lucas Ice and Fuel Company
Wonderland Ice, Inc.

SCHEDULE "C"

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

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO ARCTIC GLACIER INCOME FUND, ARCTIC GLACIER INC., ARCTIC GLACIER INTERNATIONAL INC. and the ADDITIONAL APPLICANTS LISTED ON SCHEDULE "A" HERETO (collectively, the "APPLICANTS")

NOTICE TO UNITHOLDERS OF ARCTIC GLACIER INCOME FUND NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Applicants have filed with the Manitoba Court of Queen's Bench (Winnipeg Centre) (the "**CCAA Court**") a plan of compromise or arrangement dated May 21, 2014 (as amended from time to time, the "**Consolidated CCAA Plan**") pursuant to the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**").

The Consolidated CCAA Plan contemplates, among other things, a distribution of any surplus of the Available Funds to Unitholders of Arctic Glacier Income Fund, based on their respective Pro Rata Shares, free and clear of any Claims of Affected Creditors.

NOTICE IS ALSO HEREBY GIVEN that a meeting of the Unitholders (the "**Unitholders' Meeting**") will be held at [location●], on August 12, 2014 beginning at 10:00 a.m. (Toronto time), for the purpose of considering and, if thought advisable by Unitholders, voting in favour of, with or without variation, a resolution to approve the Consolidated CCAA Plan and to transact such other business as may properly come before the Unitholders' Meeting or any adjournment thereof. The Unitholders' Meeting is being held pursuant to an Order of the Court made on May 21, 2014 by the Honourable Madam Justice Spivak (the "**Meeting Order**").

The quorum for the Unitholders' Meeting has been set by the Meeting Order as one (1) Registered Unitholder present at such meeting in person (or represented by proxy) or one (1) Beneficial Unitholder represented by proxy, and in each case entitled to vote on the resolution to approve, among other things, the Consolidated CCAA Plan.

To become effective, in respect of the Unitholders, the proposed resolution to, among other things, approve the Consolidated CCAA Plan, must receive the affirmative votes of more than 66 2/3% of the votes attached to the Trust Units represented at the Unitholders' Meeting and cast in accordance with the Meeting Order. Pursuant to the Meeting Order, the vote on the Consolidated CCAA Plan at the Creditors' Meeting is deemed to have been decided unanimously in favour of the resolution to approve the Consolidated CCAA Plan. The Consolidated CCAA Plan must also be sanctioned by a final order of the CCAA Court under the CCAA.

NOTICE IS ALSO HEREBY GIVEN that the order sanctioning the Consolidated CCAA Plan will be sought in a motion to be brought by the Applicants on September 5, 2014, or such later date as is set by the CCAA Court, which date shall also be posted on the website of the court-appointed Monitor as set out below. At that time, the Applicants will also seek the other

relief specified in the Consolidated CCAA Plan. Subject to the satisfaction of the conditions to implementation of the Consolidated CCAA Plan, all Unitholders will then receive the treatment set out in the Consolidated CCAA Plan unless otherwise ordered by the CCAA Court.

Accompanying this notice is a Unitholders' Proxy or Voting Instruction Form that you will need to vote by proxy.

The following documents (collectively, "**Proxy Materials**") should be reviewed by Unitholders and can be accessed through the website maintained by the Monitor at <http://www.alvarezandmarsal.com/arctic-glacier-income-fund-arctic-glacier-inc-and-subsiidiaries> (the "**Website**"):

1. Voting Instructions to Unitholders;
2. Unitholders' Proxy;
3. the Consolidated CCAA Plan proposed by the Applicants;
4. the Monitor's Fifteenth Report; and
5. the Meeting Order.

All Unitholders are reminded to review the Proxy Materials before voting.

ADDITIONAL INFORMATION

The Monitor's address for the purpose of obtaining any additional information or materials related to the Unitholders' Meeting or asking any questions regarding the process is:

Alvarez & Marsal Canada Inc., Court-Appointed Monitor of the Arctic Glacier Parties
Royal Bank Plaza, South Tower
200 Bay Street, Suite 2900
P.O. Box 22
Toronto ON M5J 2J1
Canada

Attention: Melanie MacKenzie
Tel: 416-847-5158
Fax: 416-847-5201
mmackenzie@alvarezandmarsal.com

This notice is given by the Arctic Glacier Parties pursuant to the Meeting Order.

You may view copies of the documents relating to this process on the Website. Please continue to monitor the Website for updates regarding this CCAA proceeding.

Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Consolidated CCAA Plan.

DATED this ● day of ●, 2014.

SCHEDULE "A"

ADDITIONAL APPLICANTS

Arctic Glacier California Inc.
Arctic Glacier Grayling Inc.
Arctic Glacier Lansing Inc.
Arctic Glacier Michigan Inc.
Arctic Glacier Minnesota Inc.
Arctic Glacier Nebraska Inc.
Arctic Glacier Newburgh Inc.
Arctic Glacier New York Inc.
Arctic Glacier Oregon Inc.
Arctic Glacier Party Time Inc.
Arctic Glacier Pennsylvania Inc.
Arctic Glacier Rochester Inc.
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Arctic Glacier Texas Inc.
Arctic Glacier Vernon Inc.
Arctic Glacier Wisconsin Inc.
Diamond Ice Cube Company Inc.
Diamond Newport Corporation
Glacier Ice Company, Inc.
Ice Perfection Systems Inc.
ICESurance Inc.
Jack Frost Ice Service, Inc.
Knowlton Enterprises, Inc.
Mountain Water Ice Company
R&K Trucking, Inc.
Winkler Lucas Ice and Fuel Company
Wonderland Ice, Inc.

SCHEDULE "D"

VOTING INSTRUCTIONS TO UNITHOLDERS

●, 2014

TO: UNITHOLDERS OF ARCTIC GLACIER INCOME FUND

RE: Meeting of the Unitholders to consider and vote on a resolution to, among other things, approve the Applicants' consolidated plan of compromise or arrangement dated May 21, 2014 (as amended, supplemented or restated from time to time in accordance with the terms therein) pursuant to the *Companies' Creditors Arrangement Act* (Canada) (the "Consolidated CCAA Plan")

The following documents should be reviewed, as applicable, and can be accessed through the website maintained by the Monitor at <http://www.alvarezandmarsal.com/arctic-glacier-income-fund-arctic-glacier-inc-and-subsidiaries>:

1. Notice to Unitholders;
2. a blank form of Unitholders' Proxy and completion instructions;
3. the Consolidated CCAA Plan proposed by the Applicants;
4. the Monitor's Fifteenth Report; and
5. the Meeting Order.

Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Consolidated CCAA Plan.

The purpose of these materials is to provide you with the documents required to facilitate the determination and settlement of what you may be entitled to pursuant to the Consolidated CCAA Plan and to enable you to consider the Consolidated CCAA Plan and vote to accept or reject the Consolidated CCAA Plan at the meeting of the Unitholders to be held at [location●], on August 12, 2014 beginning at 10:00 a.m. (Toronto time) (the "Unitholders' Meeting").

PROXY

For Registered Unitholders that hold Trust Units solely for and on behalf of themselves that wish to vote at the Unitholders' Meeting and are not individuals or are individuals who will not be attending the Unitholders' Meeting in person, please complete and return the Unitholders' Proxy (in accordance with the instructions included therein). You are required to complete and return a Unitholders' Proxy (in accordance with the instructions included therein) if you wish to appoint a proxy to cast your vote at the Unitholders' Meeting. However, your failure to vote at the Unitholders' Meeting will not affect any right you have to receive any distribution that may be made to Unitholders under the Consolidated CCAA Plan.

For Beneficial Unitholders, please complete the Beneficial Unitholder voting instruction form(s) (each a "VIF") provided to you by your Nominee(s). You are required to complete and return the VIF(s) (in accordance with the instructions included therein) if you wish to cast your vote at the Unitholders' Meeting. However, your failure to vote at the Unitholders' Meeting will not affect any right you have to receive any distribution that may be made to Unitholders under the Consolidated CCAA Plan.

FURTHER INFORMATION

If you have any questions regarding the process or any of the enclosed forms, please contact Alvarez & Marsal Canada Inc. at the following address:

Alvarez & Marsal Canada Inc., Court-Appointed Monitor of the Arctic Glacier Parties
Royal Bank Plaza, South Tower
200 Bay Street, Suite 2900
P.O. Box 22
Toronto ON M5J 2J1
Canada

Attention: Melanie MacKenzie
Tel: 416-847-5158
Fax: 416-847-5201

mmackenzie@alvarezandmarsal.com

This notice is given by the Arctic Glacier Parties pursuant to the Meeting Order.

You may view copies of the documents relating to this process on the Monitor's website:

<http://www.alvarezandmarsal.com/arctic-glacier-income-fund-arctic-glacier-inc-and-subsiidiaries>

Please continue to monitor the Monitor's website for updates regarding this CCAA proceeding.

SCHEDULE "A"

ADDITIONAL APPLICANTS

Arctic Glacier California Inc.
Arctic Glacier Grayling Inc.
Arctic Glacier Lansing Inc.
Arctic Glacier Michigan Inc.
Arctic Glacier Minnesota Inc.
Arctic Glacier Nebraska Inc.
Arctic Glacier Newburgh Inc.
Arctic Glacier New York Inc.
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Arctic Glacier Rochester Inc.
Arctic Glacier Services Inc.
Arctic Glacier Texas Inc.
Arctic Glacier Vernon Inc.
Arctic Glacier Wisconsin Inc.
Diamond Ice Cube Company Inc.
Diamond Newport Corporation
Glacier Ice Company, Inc.
Ice Perfection Systems Inc.
ICESurance Inc.
Jack Frost Ice Service, Inc.
Knowlton Enterprises, Inc.
Mountain Water Ice Company
R&K Trucking, Inc.
Winkler Lucas Ice and Fuel Company
Wonderland Ice, Inc.

SCHEDULE "E"

PROPOSED FORM OF UNITHOLDERS' PROXY

Computershare

8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1
www.computershare.com

AAEQ 000001

SAM SAMPLE
123 SAMPLES STREET
SAMPLETOWN SS X9X X9X
CANADA

Security Class TRUST UNITS

Holder Account Number

C99999999999 I ND

Fold

Form of Proxy - Special Meeting to be held on *

This Form of Proxy is solicited by and on behalf of the CPS and the Monitor.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date which it is mailed to the holder.
5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by the CPS and the Monitor.
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying document, also provided by the CPS and the Monitor including the Notice of Meeting and the documents referred to therein.

Fold

Proxies submitted must be received by *, Eastern Time, *.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- Smartphone? Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the nominee named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER 23456 78901 23456

AAEQ_PXX_188345000001/000001/1

+ SAM SAMPLE

C9999999999

IND U01



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Appointment of Proxyholder

I/we being holder(s) of units of ARCTIC GLACIER INCOME FUND hereby appoint Richard Morawetz of Alvarez & Marsal Canada Inc., in its capacity as Monitor, or such other representative of the Monitor as the Monitor may designate

OR

Print the name of the person you are appointing if this person is someone other than the Nominee listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the unitholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Unitholders' Meeting of ARCTIC GLACIER INCOME FUND to be held at " Toronto, ON, on " at " (Toronto time) and at any adjournment or postponement thereof. Capitalized terms not defined in this Proxy have the meanings ascribed to them in the Consolidated CCAA Plan or the Meeting Order, as applicable.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. Resolution

Resolution to approve the consolidated plan of compromise or arrangement dated May 21, 2014 concerning, affecting and involving the Arctic Glacier Parties, as may be amended, restated, modified or supplemented from time to time (the "Consolidated CCAA Plan"), pursuant to the Companies' Creditors Arrangement Act (Canada).

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Fold

Authorized Signature(s) - This section must be completed for your instructions to be executed.

Signature(s)

Date

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by the CPB and the Monitor.

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SCHEDULE "F"

PROPOSED FORM OF MASTER BALLOT.

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

**AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR
ARRANGEMENT WITH RESPECT TO ARCTIC GLACIER INCOME FUND, ARCTIC
GLACIER INC., ARCTIC GLACIER INTERNATIONAL INC. and the ADDITIONAL
APPLICANTS LISTED ON SCHEDULE "A" HERETO (collectively, the
"APPLICANTS")**

**MASTER BALLOT FOR ACCEPTING OR REJECTING THE CONSOLIDATED PLAN
OF COMPROMISE OR ARRANGEMENT OF
THE APPLICANTS**

**MASTER BALLOT FOR VOTING TRUST UNITS ISSUED BY ARCTIC GLACIER
INCOME FUND pursuant to the Second Amended and Restated Declaration of Trust
made as of December 6, 2004**

(CUSIP Number 039675)

THE VOTING DEADLINE BY WHICH THIS MASTER BALLOT MUST BE ACTUALLY RECEIVED BY THE MONITOR, ALVAREZ & MARSAL CANADA INC., IS 5:00 P.M., TORONTO TIME ON AUGUST 11, 2014 OR ONE (1) BUSINESS DAY PRIOR TO THE DATE OF ANY ADJOURNED UNITHOLDERS' MEETING. IF YOUR MASTER BALLOT IS NOT ACTUALLY RECEIVED ON OR BEFORE THE VOTING DEADLINE, THE VOTES REPRESENTED BY YOUR MASTER BALLOT MAY NOT BE COUNTED.

This Master Ballot is to be used by you, the Transfer Agent, on behalf of beneficial owners ("Beneficial Unitholders") of the units (the "Trust Units") issued by Arctic Glacier Income Fund pursuant to the Second Amended and Restated Declaration of Trust made as of December 6, 2004 to transmit the votes of such Beneficial Unitholders in respect of their Trust Units to accept or reject the consolidated plan of compromise or arrangement of the Applicants dated May 21, 2014 (as amended, supplemented or restated from time to time in accordance with the terms therein) under the *Companies' Creditors Arrangement Act* (Canada), R.S.C. 1985, c. C-36, as amended (the "**Consolidated CCAA Plan**"). Capitalized terms used and not otherwise defined herein shall have the meanings set forth in the Consolidated CCAA Plan or the Meeting Order, as applicable. The Consolidated CCAA Plan can be accessed through the website maintained by the Monitor at: <http://www.alvarezandmarsal.com/arctic-glacier-income-fund-arctic-glacier-inc-and-subsidiaries>. Before you transmit such votes, please review the Monitor's

Fifteenth Report carefully, along with the voting procedures explained in the Notice to Unitholders, the Meeting Order and this Master Ballot.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS ACTUALLY RECEIVED BY THE MONITOR, ALVAREZ & MARSAL CANADA INC., ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M., TORONTO TIME ON AUGUST 11, 2014 OR ONE (1) BUSINESS DAY PRIOR TO THE DATE OF ANY ADJOURNED UNITHOLDERS' MEETING. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND ACTUALLY RECEIVED BY THE MONITOR PRIOR TO THE EXPIRATION OF THE VOTING DEADLINE, THEN THE VOTES TRANSMITTED BY THIS MASTER BALLOT MAY NOT BE COUNTED.

Item 1. Authority of the Transfer Agent. Pursuant to the Meeting Order, (a) Beneficial Unitholders that wish to vote shall complete a VIF (in accordance with the instructions attached thereto), which Nominees will use to complete Nominee Ballots; (b) Registered Unitholders that hold Trust Units solely for and on behalf of themselves may vote by completing a Unitholders' Proxy; and (c) the Transfer Agent shall transfer the information contained in the Nominee Ballots and the Unitholders' Proxies to this Master Ballot and return this Master Ballot by courier or email to the Monitor.

Item 2. Transmittal of Voting Instructions. The undersigned transmits the following votes of Unitholders, in respect of their Trust Units, and certifies that votes reflected below were cast by Unitholders of such securities as of June 16, 2014, the Unitholder Record Date, whose votes are reflected in the Nominee Ballots and Unitholders' Proxies received by the Transfer Agent. (Indicate in the appropriate column the aggregate principal number of Trust Units voted to accept or reject the Consolidated CCAA Plan).

Please note: Each Beneficial Unitholder must vote all of his, her, or its Trust Units either to accept or reject the Consolidated CCAA Plan, and may not split such vote.

Number of Trust Units Voted to ACCEPT the Plan	Number of Trust Units Voted to REJECT the Plan

Item 3. Certification. By signing this Master Ballot, the undersigned certifies that each Beneficial Unitholder of Trust Units reflected in Item 2 above has been provided with a copy of the Notice to Unitholders and acknowledges that the solicitation of votes is subject to all the terms and conditions set forth in the Meeting Order.

Transfer Agent:

(Print or Type)

Signature: _____

Name of Signatory: _____

Title: _____

Street Address: _____

City: _____

Province/State: _____

Postal Code/Zip Code: _____

Telephone Number: _____

Date Completed: _____

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

THIS MASTER BALLOT MUST BE FORWARDED IN AMPLE TIME TO BE ACTUALLY RECEIVED BY THE MONITOR, ALVAREZ & MARSAL CANADA INC., ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M., TORONTO TIME ON AUGUST 11, 2014 OR ONE (1) BUSINESS DAY PRIOR TO THE DATE OF ANY ADJOURNED UNITHOLDERS' MEETING. IF THIS MASTER BALLOT IS NOT COMPLETED, SIGNED, AND ACTUALLY RECEIVED BY THE MONITOR PRIOR TO THE EXPIRATION OF THE VOTING DEADLINE, THEN THE VOTES TRANSMITTED BY THIS MASTER BALLOT MAY NOT BE COUNTED.

THE MASTER BALLOT MAY BE FORWARDED TO THE MONITOR IN ANY OF THE FOLLOWING WAYS:

BY MAIL, OVERNIGHT COURIER OR HAND DELIVERY TO ALVAREZ & MARSAL CANADA INC., COURT APPOINTED MONITOR OF THE ARCTIC GLACIER PARTIES, ROYAL BANK PLAZA, SOUTH TOWER, 200 BAY STREET, SUITE 2900, P.O. BOX 22, TORONTO, ONTARIO, M5J 2J1, ATTENTION: MELANIE MACKENZIE; OR

BY E-MAIL AT [MMACKENZIE@ALVAREZMARSAL.COM](mailto:mmackenzie@alvarezmarsal.com) (PLEASE CONFIRM RECEIPT BY CALLING 416-847-5158).

IF YOU HAVE ANY QUESTIONS CONCERNING THE PROCEDURES FOR VOTING ON THE CONSOLIDATED CCAA PLAN, PLEASE CALL THE MONITOR AT 416-847-5158.

VOTING DEADLINE:

The Voting Deadline is **5:00 P.M., TORONTO TIME ON AUGUST 11, 2014 or one (1) Business Day prior to the date of any adjourned Unitholders' Meeting.** You must complete, sign, and return this Master Ballot so that it is **ACTUALLY RECEIVED** on or before the Voting Deadline by Alvarez & Marsal Canada Inc., at:

Alvarez & Marsal Canada Inc.
Court-Appointed Monitor of the Arctic Glacier Parties
Royal Bank Plaza, South Tower
200 Bay Street, Suite 2900
P.O. Box 22
Toronto ON M5J 2J1
Canada
Attention: Melanie MacKenzie
Tel: 416-847-5158
Fax: 416-847-5201
mmackenzie@alvarezandmarsal.com

This Master Ballot may also be transmitted via e-mail. If you are sending your Master Ballot by e-mail, please e-mail it to: mmackenzie@alvarezandmarsal.com and confirm receipt by calling: 416-847-

5158. If you send your Master Ballot by e-mail, promptly send your original Master Ballot to Alvarez & Marsal Canada Inc. at the address listed above.

HOW TO VOTE:

With respect to all Nominee Ballots and Unitholders' Proxies sent to you, you must properly complete the Master Ballot, as follows:

- a. Indicate the votes to accept or reject the Consolidated CCAA Plan in Item 2 of this Master Ballot, as transmitted to you by the Nominee Ballots and Unitholders' Proxies. **IMPORTANT: UNITHOLDERS MAY NOT SPLIT THEIR VOTES. EACH UNITHOLDER MUST VOTE ALL HIS, HER, OR ITS TRUST UNITS *EITHER* TO ACCEPT OR REJECT THE CONSOLIDATED CCAA PLAN. IF ANY UNITHOLDER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE MONITOR IMMEDIATELY;**
- b. Review the certification in Item 3 of the Master Ballot;
- c. Sign and date the Master Ballot and provide the remaining information requested in Item 3;
- d. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding; and
- e. Deliver the completed and executed Master Ballot so that it is actually received by the Monitor on or before the Voting Deadline. For each completed and executed Nominee Ballot or Unitholders' Proxy sent to you, forward such Nominee Ballot or Unitholders' Proxy (along with your Master Ballot) to Alvarez & Marsal Canada Inc. and retain a copy of such Nominee Ballot or Unitholders' Proxy in your files for at least one (1) year from the Voting Deadline.

PLEASE NOTE:

This Master Ballot is not a letter of transmittal and may not be used for any purpose other than to transmit votes to accept or reject the Consolidated CCAA Plan.

No Nominee Ballot, Unitholders' Proxy or Master Ballot shall constitute or be deemed a proof of claim, an assertion of a Claim or an admission by the Arctic Glacier Parties of the nature, validity or amount of any Claim or interest.

NOTHING CONTAINED HEREIN OR IN THE MEETING MATERIALS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF ANY ARCTIC GLACIER PARTY OR ALVAREZ & MARSAL CANADA INC., OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE CONSOLIDATED CCAA PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE MEETING MATERIALS.

**IF YOU HAVE ANY QUESTIONS CONCERNING THE PROCEDURES FOR VOTING ON
THE CONSOLIDATED CCAA PLAN, PLEASE CALL THE MONITOR AT 416-847-5158.**

**NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR
TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE
MEETING MATERIALS**

SCHEDULE "A"

ADDITIONAL APPLICANTS

Arctic Glacier California Inc.
Arctic Glacier Grayling Inc.
Arctic Glacier Lansing Inc.
Arctic Glacier Michigan Inc.
Arctic Glacier Minnesota Inc.
Arctic Glacier Nebraska Inc.
Arctic Glacier Newburgh Inc.
Arctic Glacier New York Inc.
Arctic Glacier Oregon Inc.
Arctic Glacier Party Time Inc.
Arctic Glacier Pennsylvania Inc.
Arctic Glacier Rochester Inc.
Arctic Glacier Services Inc.
Arctic Glacier Texas Inc.
Arctic Glacier Vernon Inc.
Arctic Glacier Wisconsin Inc.
Diamond Ice Cube Company Inc.
Diamond Newport Corporation
Glacier Ice Company, Inc.
Ice Perfection Systems Inc.
ICESurance Inc.
Jack Frost Ice Service, Inc.
Knowlton Enterprises, Inc.
Mountain Water Ice Company
R&K Trucking, Inc.
Winkler Lucas Ice and Fuel Company
Wonderland Ice, Inc.

SCHEDULE "G"

PROPOSED FORM OF NOMINEE BALLOT

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

**AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR
ARRANGEMENT WITH RESPECT TO ARCTIC GLACIER INCOME FUND, ARCTIC
GLACIER INC., ARCTIC GLACIER INTERNATIONAL INC. and the ADDITIONAL
APPLICANTS LISTED ON SCHEDULE "A" HERETO (collectively, the
"APPLICANTS")**

**NOMINEE BALLOT FOR ACCEPTING OR REJECTING THE CONSOLIDATED
PLAN OF COMPROMISE OR ARRANGEMENT OF
THE APPLICANTS**

**NOMINEE BALLOT FOR VOTING TRUST UNITS ISSUED BY ARCTIC GLACIER
INCOME FUND pursuant to the Second Amended and Restated Declaration of Trust
made as of December 6, 2004**

(CUSIP Number 039675)

**THE VOTING DEADLINE BY WHICH THIS NOMINEE BALLOT MUST BE ACTUALLY
RECEIVED BY THE TRANSFER AGENT IS 5:00 P.M., TORONTO TIME ON AUGUST
8, 2014. IF YOUR NOMINEE BALLOT IS NOT ACTUALLY RECEIVED ON OR BEFORE
THE VOTING DEADLINE, THE VOTES REPRESENTED BY YOUR NOMINEE BALLOT
MAY NOT BE COUNTED.**

This Nominee Ballot is to be used by you, as a Nominee or a Nominee's agent, for beneficial owners ("**Beneficial Unitholders**") of the units (the "**Trust Units**") issued by Arctic Glacier Income Fund pursuant to the Second Amended and Restated Declaration of Trust made as of December 6, 2004, to transmit the votes of such Beneficial Unitholders in respect of their Trust Units to accept or reject the Plan of Compromise or Arrangement of the Applicants dated May 21, 2014 (as amended, supplemented or restated from time to time in accordance with the terms therein) under the *Companies' Creditors Arrangement Act* (Canada), R.S.C. 1985, c. C-36, as amended (the "**Consolidated CCAA Plan**"). Capitalized terms used and not otherwise defined herein shall have the meanings set forth in the Consolidated CCAA Plan or the Meeting Order, as applicable. The Consolidated CCAA Plan can be accessed through the website maintained by the Monitor at: <http://www.alvarezandmarsal.com/arctic-glacier-income-fund-arctic-glacier-inc-and-subsiadiaries>. Before you transmit such votes, please review the Monitor's Fifteenth Report carefully, along with the voting procedures explained in the Notice to Unitholders, the Meeting Order and this Nominee Ballot.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. COMPLETE, SIGN, AND DATE THIS NOMINEE BALLOT, AND RETURN IT SO THAT IT IS ACTUALLY RECEIVED BY THE TRANSFER AGENT ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M., TORONTO TIME ON AUGUST 8, 2014 OR TWO (2) BUSINESS DAYS PRIOR TO THE DATE OF ANY ADJOURNED UNITHOLDERS' MEETING. IF THIS NOMINEE BALLOT IS NOT COMPLETED, SIGNED, AND ACTUALLY RECEIVED BY THE TRANSFER AGENT PRIOR TO THE EXPIRATION OF THE VOTING DEADLINE, THEN THE VOTES TRANSMITTED BY THIS NOMINEE BALLOT MAY NOT BE COUNTED.

Item 1. Certification. The undersigned certifies that as of June 16, 2014, the Unitholder Record Date, the undersigned (please check the applicable box):

- ☐ Is a broker, bank, or other nominee for the Beneficial Unitholders of the aggregate number of Trust Units listed in Item 2 below, or
- ☐ Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee for the Beneficial Unitholders of the aggregate number of Trust Units listed in Item 2 below, or
- ☐ Has been granted a proxy (an original of which is attached hereto) from a broker, bank or other nominee for the Beneficial Unitholders of the aggregate number of Trust Units listed in Item 2 below,

and, accordingly, has full power and authority to transmit the votes of the applicable Beneficial Unitholders to accept or reject the Consolidated CCAA Plan, on behalf of the Beneficial Unitholders of the Trust Units described in Item 2 below.

Item 2. The undersigned transmits the following votes of Beneficial Unitholders, in respect of their Trust Units, and certifies that votes reflected below were cast by Beneficial Unitholders of such securities as of June 16, 2014, the Unitholder Record Date, whose votes are reflected in the VIF tabulation provided to the Nominee by Broadridge Financial Services Inc. (Indicate in the appropriate column the aggregate principal number of Trust Units voted to accept or reject the Consolidated CCAA Plan).

Please note: Each Beneficial Unitholder must vote all his, her, or its Trust Units either to accept or reject the Consolidated CCAA Plan, and may not split such vote.

Number of Trust Units Voted to ACCEPT the Consolidated CCAA Plan	Number of Trust Units Voted to REJECT the Consolidated CCAA Plan

Item 3. Certification. By signing this Nominee Ballot, the undersigned certifies that each of the Beneficial Unitholders of Trust Units reflected in Item 2 above has been provided with a copy of the Notice to Unitholders and acknowledges that the solicitation of votes is subject to all the terms and conditions set forth in the Meeting Order.

Name of Nominee:

(Print or Type)

Name of Proxy Holder or Agent for Nominee (if applicable):

(Print or Type)

Participant No.: _____

Signature: _____

Name of Signatory: _____

Title: _____

Street Address: _____

City: _____

Province/State: _____

Postal Code/Zip Code: _____

Telephone Number: _____

Date Completed: _____

INSTRUCTIONS FOR COMPLETING THE NOMINEE BALLOT

THIS NOMINEE BALLOT MUST BE FORWARDED IN AMPLE TIME TO BE ACTUALLY RECEIVED BY THE TRANSFER AGENT, ON OR BEFORE THE VOTING DEADLINE OF 5:00 P.M., TORONTO TIME ON AUGUST 8, 2014 OR TWO (2) BUSINESS DAYS PRIOR TO THE DATE OF ANY ADJOURNED UNITHOLDERS' MEETING. IF THIS NOMINEE BALLOT IS NOT COMPLETED, SIGNED, AND ACTUALLY RECEIVED BY THE TRANSFER AGENT PRIOR TO THE EXPIRATION OF THE VOTING DEADLINE, THEN THE VOTES TRANSMITTED BY THIS NOMINEE BALLOT MAY NOT BE COUNTED.

THIS NOMINEE BALLOT MAY BE FORWARDED TO THE TRANSFER AGENT IN ANY OF THE FOLLOWING WAYS:

●

IF YOU HAVE ANY QUESTIONS CONCERNING THE PROCEDURES FOR VOTING ON THE CONSOLIDATED CCAA PLAN, PLEASE CALL THE MONITOR AT 416-847-5158.

VOTING DEADLINE:

The Voting Deadline is 5:00 P.M., TORONTO TIME ON AUGUST 8, 2014 or two (2) Business Days prior to the date of any adjourned Unitholders' Meeting. You must complete, sign, and return this Nominee Ballot so that it is ACTUALLY RECEIVED on or before the Voting Deadline by the Transfer Agent at:

●

HOW TO VOTE:

With respect to voting information returned to you, you must properly complete the Nominee Ballot as follows:

- a. Check the appropriate box in Item 1 on the Nominee Ballot;
- b. Indicate the votes to accept or reject the Consolidated CCAA Plan in Item 2 of this Nominee Ballot, as transmitted to you by Broadridge. **IMPORTANT: BENEFICIAL UNITHOLDERS MAY NOT SPLIT THEIR VOTES. EACH BENEFICIAL UNITHOLDER MUST VOTE ALL HIS, HER, OR ITS TRUST UNITS EITHER TO ACCEPT OR REJECT THE CONSOLIDATED CCAA PLAN. IF ANY BENEFICIAL UNITHOLDER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE CONTACT THE MONITOR IMMEDIATELY.** Any VIF which is validly executed but which does not indicate acceptance or rejection of the Consolidated CCAA Plan by the indicated Beneficial Unitholder or which impermissibly attempts to split a vote will not be counted;
- c. Review the certification in Item 3 of the Nominee Ballot;
- d. Sign and date the Nominee Ballot and provide the remaining information requested in Item 3;
- e. If additional space is required to respond to any item on the Nominee Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Nominee Ballot to which you are responding;
- f. Multiple Nominee Ballots may be completed and delivered to the Transfer Agent. Votes reflected by multiple Nominee Ballots will be counted except to the extent that the votes thereon are duplicative of other Nominee Ballots. If two or more Nominee Ballots are inconsistent, the latest Nominee Ballot actually received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Nominee Ballot. If more than one Nominee Ballot is submitted and the later Nominee Ballot supplements rather than supersedes the earlier Nominee Ballot(s), please mark the subsequent Nominee Ballot with the words "Additional Vote" or such other language as you customarily use to indicate an additional vote that is not meant to revoke an earlier vote; and
- g. Deliver the completed and executed Nominee Ballot so that it is actually received by the Transfer Agent on or before the Voting Deadline.

PLEASE NOTE:

This Nominee Ballot is not a letter of transmittal and may not be used for any purpose other than to transmit votes to accept or reject the Consolidated CCAA Plan. Holders should not surrender, at this time, certificates representing their Trust Units. The Monitor and the Transfer Agent will not accept delivery of any such certificates surrendered together with this Nominee Ballot.

No VIF or Nominee Ballot shall constitute or be deemed a proof of claim, an assertion of a Claim or an admission by the Arctic Glacier Parties of the nature, validity or amount of any Claim or interest.

NOTHING CONTAINED HEREIN OR IN THE MEETING MATERIALS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF ANY ARCTIC GLACIER PARTY OR THE MONITOR, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE CONSOLIDATED CCAA PLAN, EXCEPT FOR STATEMENTS IN THE MEETING MATERIALS.

IF YOU HAVE ANY QUESTIONS CONCERNING THE PROCEDURES FOR VOTING ON THE PLAN, PLEASE CALL THE MONITOR AT 416-847-5158.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS INCLUDED IN THE MATERIALS REFERRED TO IN THIS BALLOT.

SCHEDULE "A"

ADDITIONAL APPLICANTS

Arctic Glacier California Inc.
Arctic Glacier Grayling Inc.
Arctic Glacier Lansing Inc.
Arctic Glacier Michigan Inc.
Arctic Glacier Minnesota Inc.
Arctic Glacier Nebraska Inc.
Arctic Glacier Newburgh Inc.
Arctic Glacier New York Inc.
Arctic Glacier Oregon Inc.
Arctic Glacier Party Time Inc.
Arctic Glacier Pennsylvania Inc.
Arctic Glacier Rochester Inc.
Arctic Glacier Services Inc.
Arctic Glacier Texas Inc.
Arctic Glacier Vernon Inc.
Arctic Glacier Wisconsin Inc.
Diamond Ice Cube Company Inc.
Diamond Newport Corporation
Glacier Ice Company, Inc.
Ice Perfection Systems Inc.
ICESurance Inc.
Jack Frost Ice Service, Inc.
Knowlton Enterprises, Inc.
Mountain Water Ice Company
R&K Trucking, Inc.
Winkler Lucas Ice and Fuel Company
Wonderland Ice, Inc.

SCHEDULE "H"
PROPOSED FORM OF VIF

BROKER LOGO

BROKER ADDRESS
123 ANY STREET
ANY CITY/PROVINCE
A1A 1A1

JOHN A. SAMPLE
123 ANY STREET
ANYCITY PR A1A 1A1

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813 812 1/1 M
A1A V: 1

UNITHOLDERS' MEETING ARCTIC GLACIER INCOME FUND

WHEN:

TUESDAY, AUGUST 12, 2014

WHERE:

BULLET POINT
TORONTO, ONTARIO

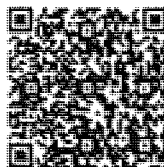
STEP 1

REVIEW YOUR VOTING OPTIONS

ONLINE: VOTE AT PROXYVOTE.COM USING YOUR COMPUTER OR MOBILE DATA DEVICE. YOUR CONTROL NUMBER IS LOCATED BELOW.



**SCAN TO VIEW
MATERIAL AND
VOTE NOW**



BY TELEPHONE: YOU MAY ENTER YOUR VOTING INSTRUCTIONS BY TELEPHONE
AT: ENGLISH: 1-800-474-7493 OR FRENCH: 1-800-474-7501

BY MAIL: THIS VOTING INSTRUCTION FORM MAY BE RETURNED BY MAIL IN
THE ENVELOPE PROVIDED.

REMINDER: PLEASE REVIEW THE FIFTEENTH REPORT BEFORE VOTING.

WE NEED TO RECEIVE YOUR VOTING INSTRUCTIONS AT LEAST ONE BUSINESS DAY BEFORE THE PROXY DEPOSIT DATE.

CONTROL NO.:→ 9999 9999 9999 9999

PROXY DEPOSIT DATE:

Dear Client:

A meeting is being held for securityholders of the above noted issuer.

1. You are receiving this Voting Instruction Form and the enclosed meeting materials as a beneficial owner of securities. You are a beneficial owner because we, as your intermediary, hold the securities in an account for you but not registered in your name.
 2. Votes are being solicited by or on behalf of the CPS and the Monitor.
 3. Even if you have declined to receive materials, a reporting issuer is entitled to deliver these materials to you and it is our responsibility to forward them. These materials are being sent at no cost to you.
 4. Unless you attend the meeting and vote in person, your securities can only be voted by us as your Nominee in accordance with your instructions. We cannot vote for you if we do not receive your voting instructions. Please complete and return (or provide by one of the alternative available methods) the information requested in this form to provide your voting instructions to us promptly. We will issue a proxy on your behalf according to the voting instructions you provide, unless you elect to attend the meeting and vote in person.
 5. When you give us your voting instructions, you acknowledge that:
 - You are the beneficial owner;
 - You are authorized to provide these voting instructions; and
 - You have read the material and the voting instructions on this form and the Meeting Materials.
 6. This Voting Instruction Form revokes all other Voting Instruction Forms previously submitted in connection with the instructions to vote in this resolution.
 7. You may not present this voting instruction form at the meeting in order to vote.
 8. To attend the meeting and vote your units in person:
 - Write your name or the name of your designate to act on your behalf on the "Appointee" line on the other side of this form, sign and date the form, and return it by mail, or
 - Go to ProxyVote.com (if available) and insert the name in the "Appointee" section on the electronic ballot.
- You, or your designate, as the named "Appointee", must attend the meeting for your vote to be counted. When you or your designate arrive at the meeting, please register with the scrutineer or proxy tabulator. Unless you instruct otherwise, the person whose name is written in the space provided will have full authority to attend and otherwise act at, and present matters to, the meeting and any adjournment or postponement thereof, and vote on all matters that are brought before the meeting or any adjournment or postponement thereof, even if these matters are not set out in this form or the Fifteenth Report. Consult a legal advisor if you wish to modify the authority of that person in any way. If you require assistance, please contact the person who services your account.
9. If these voting instructions are given on behalf of a body corporate, set out the full legal name of the body corporate, the name and position of the person giving voting instructions on behalf of the body corporate and the address for service of the body corporate.
 10. If the items listed in the Fifteenth Report are different from the items listed on the other side of this form, the Fifteenth Report will be considered correct.
 11. In the absence of any specific instructions as to voting being provided by you on this form, the item(s) will be voted as recommended on the reverse of this form or as stated in the Fifteenth Report, except in the case of your appointment of an Appointee.
 12. To ensure that your instructions are received in sufficient time to be processed, please ensure that the Voting Instruction Form is returned for processing or voted online at least one business day before the proxy deposit date noted above. Voting instructions received on the proxy deposit date or later may not be able to be included in the final tabulation.

If you have any questions or require help, please contact the person who services your account.

Disclosure of Information — Requesting Meeting Materials

By requesting meeting materials, your name and address may be provided to the issuer (or its agent) for mailing purposes.

Capitalized terms not defined in this Proxy have the meanings ascribed to them in the Consolidated CCAA Plan or the Meeting Order, as applicable.

PLEASE SEE OVER

**VOTING INSTRUCTION FORM
ARCTIC GLACIER INCOME FUND**

MEETING TYPE: UNITHOLDERS' MEETING
MEETING DATE: TUESDAY, AUGUST 12, 2014
RECORD DATE: JUNE 16, 2014
PROXY DEPOSIT DATE: •
ACCOUNT NO: 0123456789

CUID: 01234 C73
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STEP 2

APPOINT A PROXY (OPTIONAL)

APPOINTEE(S): RICHARD MORAWETZ OF ALVAREZ & MARSAI CANADA INC, IN ITS CAPACITY AS MONITOR, OR SUCH OTHER REPRESENTATIVE OF THE MONITOR AS THE MONITOR MAY DESIGNATE

IF YOU WISH TO ATTEND THE MEETING OR DESIGNATE ANOTHER PERSON TO ATTEND, VOTE AND ACT ON YOUR BEHALF AT THE MEETING, OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF, OTHER THAN THE PERSON(S) SPECIFIED ABOVE, PRINT YOUR NAME OR THE NAME OF THE OTHER PERSON ATTENDING THE MEETING IN THE SPACE PROVIDED HEREIN. UNLESS YOU INSTRUCT OTHERWISE, THE PERSON WHOSE NAME IS WRITTEN IN THIS SPACE WILL HAVE FULL AUTHORITY TO ATTEND, VOTE AND OTHERWISE ACT IN RESPECT OF ALL MATTERS THAT MAY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF, EVEN IF THESE MATTERS ARE NOT SET OUT IN THE FORM OR THE FIFTEENTH REPORT.

PLEASE PRINT APPOINTEE NAME ABOVE

STEP 3

COMPLETE YOUR VOTING DIRECTIONS

ITEM(S): VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES (FILL IN ONLY ONE BOX " ☐ " PER ITEM IN BLACK OR BLUE INK)

01 RESOLUTION TO APPROVE THE CONSOLIDATED PLAN OF COMPROMISE OR ARRANGEMENT DATED MAY 21, 2014 CONCERNING AFFECTING AND INVOLVING THE ARCTIC GLACIER PARTIES, AS MAY BE AMENDED, RESTATED, MODIFIED OR SUPPLEMENTED FROM TIME TO TIME (THE "CONSOLIDATED CCAA PLAN"), PURSUANT TO THE COMPANIES' CREDITORS ARRANGEMENT ACT (CANADA).

☐ FOR ☐ AGAINST

<input type="checkbox"/>	<input type="checkbox"/>
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"NOTE" BY COMPLETING THE VOTING INSTRUCTION FORM, YOU ARE AUTHORIZING YOUR NOMINEE OR ITS AGENT TO ADVISE THE MONITOR BY COMPLETING A NOMINEE BALLOT OF THE VOTING INSTRUCTIONS REPRESENTED BY THIS VOTING INSTRUCTION FORM.

"NOTE" YOU ARE ENTITLED TO CHANGE YOUR VOTING INSTRUCTION IF YOU COMPLETE AND CAST A SUPERSEDING VOTING INSTRUCTION FORM BEFORE THE VOTING DEADLINE SET OUT IN THIS VOTING INSTRUCTION FORM.

"NOTE" YOU MAY NOT SPLIT YOUR VOTING INSTRUCTIONS BETWEEN VOTING FOR OR AGAINST THE RESOLUTION.

"NOTE" THIS VOTING INSTRUCTION FORM CONFERS DISCRETIONARY AUTHORITY TO VOTE ON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.

"NOTE" THIS VOTING INSTRUCTION FORM SHOULD BE READ IN CONJUNCTION WITH THE FIFTEENTH REPORT.

STEP 4 THIS DOCUMENT MUST BE SIGNED AND DATED

SIGNATURE(S) "INVALID IF NOT SIGNED"

M M D D Y Y

EXHIBIT B

Meeting Order Recognition Order

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

<hr style="border-top: 1px solid black;"/> <div style="display: flex; justify-content: space-between;"><div style="width: 45%;"><p>In re</p><p>ARCTIC GLACIER INTERNATIONAL INC., <i>et al.</i>,¹</p><p>Debtors in a Foreign Proceeding.</p></div><div style="width: 5%; text-align: center;"><p>:</p><p>:</p><p>:</p><p>:</p><p>:</p><p>:</p><p>:</p></div><div style="width: 50%; vertical-align:top;"><p>Chapter 15</p><p>Case No. 12-10605 (KG)</p><p>(Jointly Administered)</p><p>Ref. Docket Nos. _____</p></div></div> <hr style="border-top: 1px solid black;"/>	
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**ORDER RECOGNIZING THE
MEETING ORDER OF THE CANADIAN COURT**

Upon consideration of the Motion² for the entry of an order, pursuant to sections 105, 1507, 1521, 1525, and 1527 of title 11 of the United States Code (the “Bankruptcy Code”), recognizing and giving full force and effect to the *Meeting Order* of the Canadian Court, dated May [], 2014 (as may be amended, supplemented, or revised, and including the Endorsements, the “Meeting Order”), a copy of which is annexed as Exhibit 1 hereto; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and it appearing that the Motion is a core proceeding pursuant to 28

¹ The last four digits of the United States Tax Identification Number or Canadian Business Number, as applicable, follow in parentheses: (i) Arctic Glacier California Inc. (7645); (ii) Arctic Glacier Grayling Inc. (0976); (iii) Arctic Glacier Inc. (4125); (iv) Arctic Glacier Income Fund (4736); (v) Arctic Glacier International Inc. (9353); (vi) Arctic Glacier Lansing Inc. (1769); (vii) Arctic Glacier Michigan Inc. (0975); (viii) Arctic Glacier Minnesota Inc. (2310); (ix) Arctic Glacier Nebraska Inc. (7790); (x) Arctic Glacier New York Inc. (2468); (xi) Arctic Glacier Newburgh Inc. (7431); (xii) Arctic Glacier Oregon, Inc. (4484); (xiii) Arctic Glacier Party Time Inc. (0977); (xiv) Arctic Glacier Pennsylvania Inc. (9475); (xv) Arctic Glacier Rochester Inc. (6989); (xvi) Arctic Glacier Services Inc. (6657); (xvii) Arctic Glacier Texas Inc. (3251); (xviii) Arctic Glacier Vernon Inc. (3211); (xix) Arctic Glacier Wisconsin Inc. (5835); (xx) Diamond Ice Cube Company Inc. (7146); (xxi) Diamond Newport Corporation (4811); (xxii) Glacier Ice Company, Inc. (4320); (xxiii) Ice Perfection Systems Inc. (7093); (xxiv) ICESurance Inc. (0849); (xxv) Jack Frost Ice Service, Inc. (7210); (xxvi) Knowlton Enterprises Inc. (8701); (xxvii) Mountain Water Ice Company (2777); (xxviii) R&K Trucking, Inc. (6931); (xxix) Winkler Lucas Ice and Fuel Company (0049); and (xxx) Wonderland Ice, Inc. (8662). The Debtors’ executive headquarters was located at 625 Henry Avenue, Winnipeg, Manitoba, R3A 0V1, Canada.

² Capitalized terms used but not defined herein have the meanings assigned to such terms in the Motion.

U.S.C. § 157; and adequate notice of the Motion and opportunity for objection having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause therefor,

IT IS HEREBY ORDERED, ADJUGED, AND DECREED that:

1. The Motion is granted.
2. Pursuant to sections 105, 1507, 1521, 1525, and 1527 of the Bankruptcy Code, the Meeting Order, and all of its terms, including any amendments thereto, is fully recognized and given full force and effect in the United States.
3. Notwithstanding any provision in the Bankruptcy Rules or the Local Rules to the contrary: (a) this Order shall be effective immediately and enforceable upon its entry; (b) no person is subject to any stay in the implementation, enforcement, or realization of the relief granted in this Order; and (c) all persons are authorized and empowered, and may in their discretion and without further delay, take any action and perform any act necessary to implement and effectuate the terms of this Order.
4. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: Wilmington, Delaware
_____, 2014

THE HONORABLE KEVIN GROSS
CHIEF UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Meeting Order