

**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. AND ARCTIC GLACIER
INTERNATIONAL INC. and the ADDITIONAL
APPLICANTS LISTED ON SCHEDULE "A" HERETO"

(collectively, the "**Applicants**")

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

AFFIDAVIT

I, Paula Render, of the City of Chicago, in the State of Illinois, MAKE
OATH AND SAY:

1. I am a Partner at the law firm of Jones Day, antitrust lawyers for the Arctic Glacier Parties. I am one of the lawyers representing the Arctic Glacier Parties in Martin McNulty's litigation against the Arctic Glacier Parties, amongst others, filed in the Michigan Court (the "**Michigan Action**"), and, as such, I have knowledge of the matters contained in this affidavit. Where my knowledge is based on information and belief, I indicate the source of the information and verily believe it to be true.

2. I have been advised by Jeremy Dacks, of the law firm Osler, Hoskin & Harcourt LLP, counsel for the Monitor in these proceedings, and believe that McNulty filed a Proof of Claim in these CCAA Proceedings based on the Michigan Action (the

"McNulty Claim"). McNulty's counsel includes Mr. Kotchen and Mr. Low, of the firm Kotchen & Low LLP, located in Washington, D.C.

3. As early as January 2013, I spoke with Mr. Low to advise that the Monitor intended to dispute the McNulty Claim and would like to talk about the process going forward.

4. In August 2013, I spoke by telephone with Mr. Kotchen and Mr. Low regarding the McNulty Claim. Either Mr. Kotchen or Mr. Low noted that a U.S. claims adjudicator had been appointed to hear the Indirect Purchaser Claim, and asked if a U.S. claims adjudicator could be similarly appointed for the McNulty Claim.

5. I told Mr. Kotchen and Mr. Low that Arctic Glacier might be amenable to the use of a U.S. claims adjudicator instead of a Canadian claims officer, but that I would have to discuss it with Arctic Glacier. I also told Mr. Kotchen and Mr. Low that the decision was not one I could make, but would have to be made by the Monitor. I told them that if they wanted to pursue the concept of the use of a U.S. claims adjudicator further, they would need to discuss it with the Monitor.

6. On December 3, 2013, McNulty's Counsel wrote to Claims Officer Ground asking him not to hear the McNulty Claim on the basis, among other reasons, that the McNulty Claim should be resolved in the United States by an adjudicator familiar with the applicable U.S. law. McNulty's counsel also stated that I had said that the Arctic Glacier Parties would be amenable to choosing a claims adjudicator based in the United States. A copy of McNulty's counsel's December 3, 2013 letter is attached to the Monitor's Eighteenth Report.

7. On December 3, 2013, I wrote to McNulty's counsel and objected to the characterization of our conversation, stating:

I object to your referring...to only part of our conversation about the appointment of a claims officer. I told you that Arctic Glacier might be amenable, but that I did not know the Canadian process and that it was not my decision to make. Please make the correction at your first opportunity.

A copy of my December 3, 2013, email is attached hereto as Exhibit "A".

8. I am not aware of McNulty's counsel correcting the record, nor did I receive a response from McNulty's counsel to my December 3, 2013, email.

9. Finally, I do not believe, and have never believed, that I had or have the authority to agree to the use of a U.S. claims adjudicator for the McNulty Claim. I have been representing the Arctic Glacier Parties in litigation brought in the U.S. As part of that representation, I participated in the resolution of the Indirect Purchaser Claim. At the time of my discussion with Mr. Kotchen and Mr. Low, my understanding, through my work on the Indirect Purchaser Claim, was that it was not up to me or Arctic Glacier to make such a decision.

SWORN BEFORE ME at the City of
Chicago, in the State of Illinois on
October 1, 2014.

Paulette K. Haseltine
Notary Public

Paula Render
Paula Render





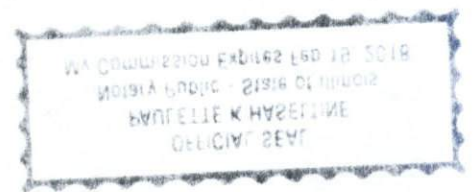
THIS IS EXHIBIT "A" TO THE AFFIDAVIT
OF PAULA RENDER

Paula Render

AFFIRMED BEFORE ME ON THIS 1st DAY OF October, 2014

Paulette K. Haseltine





REDACTED

----- Forwarded by Paula Render/JonesDay on 12/03/2013 04:55 PM -----

From: Paula Render/JonesDay
To: <dlow@kotchen.com>,
Date: 12/03/2013 04:55 PM
Subject: RE: Arctic Glacier - Referring McNulty Claim

I object to your referring to your reference to only part of our conversation about the appointment of a claims officer. I told you that Arctic Glacier might be amenable, but that I did not know the Canadian process and that it was not my decision to make. Please make the correction at your first opportunity.

Paula W. Render ([bio](#))
Partner
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Chicago, IL 60601
In Chicago: +1.312.269.1555
prender@jonesday.com

Fr
o "Daniel Low" <dlow@kotchen.com>
in:

To "Jack Ground" <jground@NeesonChambers.com>,
:

C "Karen Daly" <karen@neesonchambers.com>, "Morawetz, Richard" <rmorawetz@alvarezandmarsal.com>, "Dacks, Jeremy" <JDacks@osler.com>, "Wasserman, Marc" <MWasserman@osler.com>, "McElcheran, Kevin" <kmcelcheran@mccarthy.ca>,
C: "Paula Render" <prender@JonesDay.com>, "Paterson, Mary" <MPaterson@osler.com>, "Daniel Kotchen" <dkotchen@kotchen.com>

D
at 12/03/2013 03:57 PM
e:

S RE: Arctic Glacier - Referring McNulty Claim
ub
je
ct:

Justice Ground:

Please see the attached response to Ms. Paterson's November 22 letter.

Thanks,

Daniel L. Low
Kotchen & Low LLP
1745 Kalorama Road NW, Suite 101
Washington, DC 20009
(202) 841-7164
(202) 280-1128 (fax)
dlow@kotchen.com
www.kotchen.com

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From: Paterson, Mary [<mailto:MPaterson@osler.com>]
Sent: Friday, November 22, 2013 1:15 PM
To: Jack Ground
Cc: 'Karen Daly'; Morawetz, Richard; Dacks, Jeremy; Wasserman, Marc; McElcheran, Kevin; Paula Render; dlow@kotchen.com
Subject: Arctic Glacier - Referring McNulty Claim

Please see the attached correspondence.

Mary

OSLER

Mary Paterson | Associate
Tel: (416) 862-4924 | mpaterson@osler.com
Fax: (416) 862-6666 | Osler.com

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[attachment "2013 12 03 Low to J Ground.pdf" deleted by Paula Render/JonesDay]

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