

**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  
ON SCHEDULE "A" HERETO

(collectively, the "APPLICANTS")

**Certified copy of**

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**APPROVAL AND VESTING ORDER**  
**(HUNTINGTON PROPERTY)**

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THE HONOURABLE MADAM                    )     MONDAY, THE 22nd DAY  
  )  
JUSTICE SPIVAK                                    )     OF OCTOBER, 2012.  
  )

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  
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**Certified copy of**  
**APPROVAL AND VESTING ORDER**  
**(HUNTINGTON PROPERTY)**

THIS MOTION, made by Alvarez & Marsal Canada Inc., in its capacity as monitor of the Applicants (the "**Monitor**"), for an order, *inter alia*, (i) approving the sale transaction (the "**Huntington Transaction**") contemplated by the Purchase and Sale Agreement as amended (the "**Huntington PSA**") by and between the Applicant Arctic Glacier New York Inc. (the "**Vendor**") and Peter J. Pastorelli, Sr., as assigned to 50 Ice House LLC (the "**Purchaser**"); (ii) approving the Seventh Report of the Monitor including the Confidential Supplement thereto (the "**Seventh Report**") and the activities described therein; and (iii) sealing the Confidential Supplement to the Seventh Report, 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 Seventh Report, and on hearing the submissions of counsel for the Monitor, counsel for the Applicants and Glacier Valley Ice Company, L.P. (California) (together, the "**Arctic Glacier Parties**"), counsel for the

former Vice-President of Sales for Arctic Glacier, counsel for the Purchaser, Arctic Glacier LLC, Arctic Glacier Canada Inc. and Arctic Glacier U.S.A., Inc., counsel for Desert Mountain Ice, LLC and the representative for Talamod Fund, LP, 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 Seventh Report is hereby abridged and validated such that this Motion is properly returnable today and hereby dispenses with further service thereof.

**DEFINED TERMS**

2. THIS COURT ORDERS that all capitalized terms used herein and not otherwise defined herein shall have the meaning ascribed thereto in the Huntington PSA.

**APPROVAL OF SALE AGREEMENT**

3. THIS COURT ORDERS that the Huntington PSA is hereby approved and the entering into and execution of the Huntington PSA by the Vendor (including the execution of the First and Second Amendments to the Huntington PSA by the Monitor on behalf of the Vendor) is hereby ratified, authorized and approved. Further, the Monitor, on behalf of the Vendor, is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Huntington Transaction and for the conveyance of the Subject Premises and the Personal Property (collectively, the "**Purchased Assets**") to the Purchaser.

4. THIS COURT ORDERS that, for the purposes of determining the nature and priority of any claims of any person to the Purchased Assets, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Monitor's Certificate confirming the closing of the Huntington Transaction, all claims of any person to the Purchased

Assets shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

#### **SEALING ORDER**

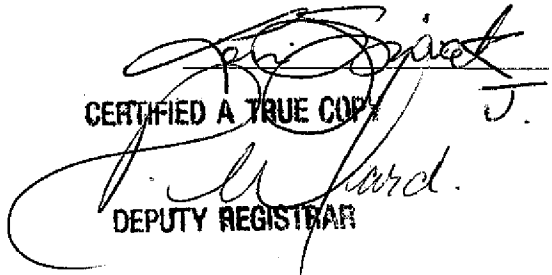
5. THIS COURT ORDERS that the Confidential Supplement to the Monitor's Seventh Report be sealed, kept confidential and not form part of the public record, but rather shall be placed, separate and apart from all other contents of the Court file, in a sealed envelope attached to a notice which sets out the title of these proceedings and a statement that the contents are subject to a sealing order and shall only be opened upon further Order of the Court.

#### **MONITOR'S ACTIVITIES AND REPORT**

6. THIS COURT ORDERS that the Seventh Report of the Monitor and the activities described therein are hereby approved.

#### **AID AND RECOGNITION**

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

  
CERTIFIED A TRUE COPY

DEPUTY REGISTRAR

## **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" – Form of Monitor's Certificate

Court File No. CI 12-01-76323

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(collectively, the "APPLICANTS")

**MONITOR'S CERTIFICATE**

A. Pursuant to an Order of the Honourable Madam Justice Spivak of the Court of Queen's Bench (the "Court") dated February 22, 2012, Alvarez & Marsal Canada Inc. was appointed as the monitor (the "Monitor") of the Applicants.

B. Pursuant to an Order of the Court dated October 22, 2012 (the "Order"), the Court, *inter alia*, approved the Purchase and Sale Agreement as amended by and between the Applicant Arctic Glacier New York Inc. and Peter J. Pastorelli, Sr., as assigned to 50 Ice House LLC, and provided for, among other things, the delivery of a Monitor's Certificate confirming the closing of the transaction contemplated by the Huntington PSA. Capitalized terms have the meaning ascribed to them in the Order.

**THE MONITOR CERTIFIES** the following:

1. The Huntington Transaction has closed.

This Certificate was delivered by the Monitor at [TIME] on [DATE].

**Alvarez & Marsal Canada Inc. in its capacity as  
Court-appointed Monitor of the Applicants,  
and not in its personal capacity**

Per:

\_\_\_\_\_  
Name:

Title: