

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 OF 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")**

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

ORDER

"Canadian Retail Class Action Settlement"

**DATE OF HEARING: MARCH 7, 2013 AT 10:00 A.M.
BEFORE THE HONOURABLE MADAM JUSTICE SPIVAK**

McCARTHY TÉTRAULT LLP

Barristers and Solicitors
Suite 5300, Box 48
Toronto Dominion Bank Tower
Toronto-Dominion Centre
Toronto, ON M5K 1E6

Kevin McElcheran

Tel: (416) 601-7730
Fax: (416) 868-0673
Law Society No. 22119H

Dana M. Peebles

Tel: (416) 601-7839
Fax: (416) 868-0673
Law Society No. 30820V

File No. 10671373

**AIKINS, MacAULAY &
THORVALDSON LLP**

30th Floor – 360 Main Street
Winnipeg, MB R3C 4G1

G. Bruce Taylor

Tel: (204) 957-4669
Fax: (204) 957-4218

J.J. Burnell

Tel: (204) 957-4663
Fax: (204) 957-4285

File No.: 1103500

THE QUEEN'S BENCH
Winnipeg Centre

THE HONOURABLE MADAM)	THURSDAY, THE 7TH
)	
JUSTICE SPIVAK)	DAY OF MARCH, 2013

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 OF 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")

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

ORDER

(Motion Regarding Canadian Retail Class Action Settlement)

THIS MOTION, made by the Applicants for an Order, among other things, authorizing 7088418 Canada Inc. o/a Grandview Advisors in its capacity as Chief Process Supervisor (the "CPS") to enter into a settlement agreement on behalf of Arctic Glacier Inc. (now known as New Holdco) ("AGI") to settle four Canadian class actions against AGI, including the class action commenced in the Ontario Superior Court in Court File No. CV-10-14457 (the "**Ontario Action**"), and lifting the stay of proceedings provided in paragraph 30 of the Initial Order of the Honourable Madam Justice Spivak dated February 22, 2012 (the "**Initial Order**"), as extended by subsequent Orders to March 15, 2013 (the "**Stay**") for the sole purpose of taking such steps as may be

necessary to complete the settlement of such class actions, 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, the affidavit of Bruce Robertson, sworn February 27, 2013 and the Exhibits thereto, and the Tenth Report of the Monitor, and on hearing the submissions of counsel for the Applicants, and counsel for Alvarez & Marsal Canada Inc., in its capacity as Monitor, with counsel for the Purchasers, Arctic Glacier LLC, Arctic Glacier Canada Inc., and Arctic Glacier USA Inc., counsel for the US Direct Purchaser Antitrust Settlement Class and counsel for Desert Mountain Ice LLC, Robert Nagy, Peggy Johnson and Keith Burrows appearing in person or by telephone, no one appearing for any other party although duly served as appears from the affidavit of service, filed:

DEFINED TERMS

1. THIS COURT ORDERS that capitalized terms used in this Order and not defined herein shall have the meaning set out in order of this Court dated September 5, 2012 (the “**Claims Procedure Order**”).

SERVICE

2. THIS COURT ORDERS that the time for service of the Notice of Motion and the supporting materials is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

CONFIDENTIAL EXHIBIT

3. THIS COURT ORDERS that the Confidential Exhibit to the affidavit of Bruce Robertson, sworn February 27, 2013 (as defined therein), be sealed, kept confidential and not form part of the public record.

CLASS ACTION SETTLEMENT AND LIMITED LIFT STAY

4. THIS COURT AUTHORIZES the CPS to enter into a settlement agreement on behalf of AGI substantially in the form attached hereto, to settle the Ontario Action and the three other Canadian class actions against AGI (collectively, the “**Canadian Retail Litigation**”), which settlement (the “**Settlement**”) shall be subject to approval of the Ontario Superior Court;

5. THIS COURT ORDERS that the Stay against AGI is lifted solely for the purpose of allowing the parties to the Ontario Action to take such steps as may be necessary to complete the Settlement, including bringing motions before the Ontario Superior Court for approval of the Settlement.

6. THIS COURT ORDERS that, should approval of the Settlement by the Ontario Superior Court be granted, the Proof of Claim filed by Harrison Pensa LLP (“**Plaintiffs’ Counsel**”) in these CCAA proceedings relating to the Canadian Retail Litigation shall be deemed to be accepted in the amount of C\$2 million, which shall constitute the Proven Claim of the Canadian Retail Litigation Claimants against AGI, and any distributions made in these CCAA proceedings on account of such Proven Claim (the “**Settlement Funds**”) shall be made to the Plaintiffs’ Counsel in the Ontario Action, in trust, for distribution in accordance with the distribution protocol set out in the Settlement (the “**Distribution Protocol**”).

Date: *March 18, 2013*

L. SPIVAK
SPIVAK, J.

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.