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.

NOTICE OF FILING OF MONITOR'S CERTIFICATE

PLEASE TAKE NOTICE that Alvarez & Marsal Canada Inc., in its capacity as the court-appointed monitor and authorized foreign representative (the "Monitor") for the abovecaptioned 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, hereby files the Monitor's Certificate, delivered July 27, 2012 (the "Monitor's Certificate"). A copy of the Monitor's Certificate is annexed hereto as Exhibit 1.

PLEASE TAKE FURTHER NOTICE that, upon the delivery of the Monitor's Certificate on July 27, 2012, certain provisions of the Amended and Restated Canadian Vesting and Approval Order, dated July 12, 2012 [Docket No. 120] (the "Amended CCAA Vesting Order") and the Order Pursuant to Sections 105(a), 363, 1501, 1520, and 1521 of the Bankruptcy Code, and Bankruptcy Rules 2002, 6004, and 9014 (I) Recognizing and Enforcing the CCAA Vesting Order, (II) Authorizing and Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Any and All Liens, Claims, Encumbrances, and Other Interests, (III) Authorizing Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [Docket No. 126] (the "U.S. Sale Order") became effective.

PLEASE TAKE FURTHER NOTICE that additional copies of the Monitor's Certificate as well as the Amended CCAA Vesting Order and the U.S. Sale Order are available:

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 is located at 625 Henry Avenue, Winnipeg, Manitoba, R3A 0V1, Canada.



01:12342861.5

(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.alvarezandmarsal.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, facsimile: 302-576-3450) (without cost).

Dated: August 2, 2012

Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Ian J. Bambrick

Robert S. Brady (No. 2847) Matthew B. Lunn (No. 4119) Ryan M. Bartley (No. 4985) Ian J. Bambrick (No. 5455) Rodney Square 1000 North King Street Wilmington, Delaware 19801 Telephone: (302) 571-6600

Facsimile: (302) 571-1253

- and -

WILLKIE FARR & GALLAGHER LLP Marc Abrams Mary K. Warren Alex W. Cannon 787 Seventh Avenue New York, New York 10019-6099 Telephone: (212) 728-8000 Facsimile: (212) 728-8111

Co-Counsel to the Monitor and Foreign Representative

EXHIBIT 1

Monitor's Certificate

File No. CI12-01-76323

THE QUEEN'S BENCH WINNIPEG CENTRE

CERTIFIED COFY

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

MONITOR'S CERTIFICATE

OSLER, HOSKIN & HARCOURT LLP

Box 50, 1 First Canadian Place Toronto, Ontario M5X 1B8

Marc Wasserman

Tel: (416) 862-4908 Fax: (416) 862-6666

Jeremy Dacks

Tel: (416) 862-4923 Fax: (416) 862-6666

TAYLOR McCAFFREY LLP

9th Floor – 400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5

David R.M. Jackson

Tel: (204) 988-0375 Fax: (204) 953-7178

File No.: 85135-1

CERTIFIED A

COURT OF QUEERS PARCH

THE QUEEN'S BENCH Winnipeg Centre

CERTIFIED COPY

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")

MONITOR'S CERTIFICATE

RECITALS

- Pursuant to an Order of the Honourable Madam Justice Spivak of the Manitoba Court of A. Oueen's Bench (the "Court") dated February 22, 2012, Alvarez & Marsal Canada Inc. was appointed as the monitor (the "Monitor") in the Applicants' proceedings under the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended.
- Pursuant to an Order of the Court dated June 21, 2012 (the "Canadian Vesting and В. Approval Order"), the Court approved an asset purchase agreement made as of June 7, 2012 (the "Asset Purchase Agreement") between the Applicants and Glacier Valley Ice Company, L.P. (together, the "Vendors"), as vendors, and H.I.G. Zamboni, LLC (now known as Arctic Glacier, LLC), and provided for the vesting of all of the Vendors' right, title and interest in and to the Assets described in the Asset Purchase Agreement, including, without limitation, the Vendors' rights, title and interest in and to any Assigned Contracts (as defined therein), including all leases of real property in Arctic Glacier, LLC, Arctic Glacier Canada Inc. and Arctic Glacier U.S.A., Inc. (collectively, the "Purchaser"), which vesting is to be effective with respect to the Assets upon the delivery by the Monitor to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Purchase Price for the Assets; (ii) that the conditions to Closing as set out in the Asset Purchase Agreement have been satisfied or waived by the Vendors and the Purchaser, respectively; and (iii) the Transaction has been completed to the satisfaction of the Monitor.

CERTIFIED A TRUE ROP

DEPUTY/REGISTE AR

LEGAL_1:24171467.4

COURT OF QUEENS DENIGH

- . . .
- C. The Asset Purchase Agreement was amended by the assignment, assumption and amending agreement between the Vendors and the Purchaser dated July 26, 2012 with effect at the Time of Closing (as defined therein) (the "Assignment, Assumption and Amending Agreement").
- D. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Asset Purchase Agreement as amended by the Assignment, Assumption and Amending Agreement.

THE MONITOR CERTIFIES the following:

- 1. The Purchaser has paid and the Vendors have received the Purchase Price for the Assets payable on the Closing Date pursuant to the Asset Purchase Agreement as amended by the Assignment, Assumption and Amending Agreement;
- 2. The conditions to Closing as set out in the Asset Purchase Agreement as amended by the Assignment, Assumption and Amending Agreement have been satisfied or waived by the Vendors and the Purchaser, respectively; and
- 3. The Transaction has been completed to the satisfaction of the Monitor.

[Remainder of the page intentionally left blank; signature page follows]

CERTIFIED A TRU

DEPUTY REGISTED COURT OF QUEENS Land

LEGAL 1:24171467.4

4. This Certificate was delivered by the Monitor at Toronto, Ontario on July 27, 2012 at 12:01 a.m (Toronto time).

ALVAREZ & MARSAL CANADA INC., in its capacity as Monitor, and not in its personal or corporate capacity

By:

Name: R.A. Morawetz

Title: Senior Vice President

I hereby certify that the within instrument is a true and correct copy of the instrument of which it purposes to be a copy

Given under my/hand and seal

of office on AUG 0/2 2012

DEPUTY REGISTRAR

CERTIFIED COPY

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.