

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: (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); (iv) Jones Day, 2727 North Harwood Street, Chicago, Illinois 60601-1692 (Attn: Gregory M. Gordon and Daniel P. Winikka); and (v) 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 Omnibus Order 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.

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

PLEASE TAKE FURTHER NOTICE that additional copies of the Omnibus Order Recognition Motion are available: (a) by accessing the Bankruptcy Court's Electronic Case Filing System, which can be accessed from the Bankruptcy Court's website at <https://ecf.deb.uscourts.gov> (a PACER login and a password are required to retrieve a document); (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 or facsimile, 302-576-3450) (without cost).

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Dated: August 30, 2012
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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*Co-Counsel to the Monitor and
Foreign Representative*

EXHIBIT 1

Omnibus Order Recognition Motion

**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: September 14, 2012 at 10:00 a.m. Objection Deadline: September 7, 2012 at 4:00 p.m.

**MOTION FOR AN ORDER RECOGNIZING AND
ENFORCING CERTAIN PROVISIONS OF THE
OMNIBUS ORDER OF THE CANADIAN COURT**

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 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”), hereby moves this Court (the “Motion”) for the entry of an order, subject to the entry of the Omnibus Order (as defined below), substantially in the form attached hereto as Exhibit B (the “Proposed Order”), pursuant to sections 105(a), 1501, 1507, 1521 and 1525 of title 11 of the United States

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

Code (the “Bankruptcy Code”), recognizing and giving effect in the United States to certain provisions of the Order of the Canadian Court, a proposed form of which is annexed as Schedule 1 to the Proposed Order (the “Omnibus Order”).² In support hereof, the Monitor relies on the *Sixth Report of the Monitor*, dated August 29, 2012 [Docket No. 154] (the “Sixth Report”), filed with the Canadian Court in support of, among other things, the relief provided pursuant to the Omnibus Order. A copy of the Sixth Report was filed contemporaneously herewith. In further support of the relief requested herein, the Monitor respectfully represents as follows:

JURISDICTION AND VENUE

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). 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(a), 1501, 1507, 1521 and 1525 of the Bankruptcy Code.

BACKGROUND

2. On February 22, 2012, the Debtors 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”))³ and the Chief Process Supervisor (as defined in

² The hearing to consider entry of the Omnibus Order is scheduled for September 5, 2012 before the Canadian Court. Should the Canadian Court enter the Omnibus Order, the Monitor will file with the Court and serve upon all parties receiving this Motion a clean and, if necessary, a redlined copy of the Omnibus Order as entered by the Canadian Court.

³ A copy of the SISP is annexed as Schedule C to the Initial Order, which is annexed as Exhibit A to the *Declaration of Philip J. Reynolds in Support of Verified Petition of Alvarez & Marsal Canada Inc., as*

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.

3. On February 22, 2012 (the "Petition Date"), the Monitor commenced these proceedings (the "Chapter 15 Cases") by filing verified petitions on behalf of the Debtors, pursuant to sections 1504 and 1515 of the Bankruptcy Code, 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] 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 of the Bankruptcy Code, (b) authorized the Debtors to obtain postpetition secured financing, and (c) enforced in full 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

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").

to the Purchased Assets⁴ free and clear of all Interests, except as provided in the Purchase Agreement (the “Sale”).

7. On July 17, 2012, this Court entered the U.S. Sale Order, which among other things: (a) recognized and enforced the CCAA Vesting Order; (b) authorized and approved the Sale to H.I.G. Zamboni, LLC (the “Purchaser”) pursuant to section 363(f) of the Bankruptcy Code; (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.

9. Additional information about the Debtors’ businesses and operations, the Canadian Proceeding, 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, (c) the *First Report of the Monitor*, filed with this Court on March, 13, 2012 [Docket No. 56], (d) the *Second Report of the Monitor*, filed with this Court on April 4, 2012 [Docket No. 83], (e) the *Third Report of the Monitor*, filed with this Court on May 15, 2012 [Docket No. 101], (f) the *Fourth Report of the Monitor*, filed with

⁴

All capitalized terms used in this paragraph but not otherwise defined herein shall have the meanings ascribed to those terms in 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”).

this Court on June 26, 2012 [Docket No. 106], (g) the *Fifth Report of the Monitor*, filed with this Court on July 13, 2012 [Docket No. 119], and (h) the Sixth Report.

RELIEF REQUESTED

10. By this Motion, the Monitor seeks entry of the Proposed Order recognizing and enforcing in full certain provisions of the Omnibus Order of the Canadian Court in the United States, pursuant to sections 105(a), 1501, 1507, 1521 and 1525 of the Bankruptcy Code, and under well-established principles of international comity. The Omnibus Order (i) extends the Stay Period defined in paragraph 30 of the Initial Order until November 30, 2012; (ii) releases and discharges the Financial Advisor Charge, the DIP Lenders' Charge, and the KERP Charge set out in the Initial Order (as each term is defined in the Initial Order and, collectively, the "Charges"); (iii) approves the Debtors making certain payments in respect of the Debtors' management incentive plan; (iv) authorizes the Chief Process Supervisor to execute such documents as are required to change the names of the Debtors that are corporations and changing the title of proceedings; and (v) approves the Sixth Report and the activities described therein. Of these, the Monitor requests that this Court (a) recognize and enforce the third provision of the Omnibus Order (the "Third Provision"), which releases and discharges the Charges; (b) recognize and enforce the fifth provision of the Omnibus Order (the "Fifth Provision"), which authorizes the Chief Process Supervisor to execute such documents as are required to change the names of the Debtors that are corporations; (c) recognize and enforce the sixth provision of the Omnibus Order (the "Sixth Provision"), which orders that, if and when the name of any of the corporations in the title of proceedings are changed, then the title of proceedings shall be modified to incorporate the new name(s), and (d) grant certain related relief.

BASIS FOR RELIEF REQUESTED

11. The relief requested is supported by the Bankruptcy Code. Section 1521 of the Bankruptcy Code provides that “[u]pon recognition of a foreign proceeding . . . where necessary to effectuate the purpose of this chapter and to protect the assets of the debtor or the interests of the creditors, the court may, at the request of the foreign representative, grant any appropriate relief.” 11 U.S.C. § 1521(a). Similarly, section 1525(a) of the Bankruptcy Code provides that, “consistent with section 1501, the court shall cooperate to the maximum extent possible with a foreign court or a foreign representative.” 11 U.S.C. § 1525(a).

12. The first of the provisions of the Omnibus Order that the Monitor has requested this Court recognize, the Third Provision, deals with releasing certain charges put in place by the Initial Order. As to the Charges, each provided the entity in question with a secured claim against the Debtors’ assets. The Charges were recognized and enforced by this Court in the Recognition Order. Due to the fact that the Sale generated revenue sufficient to satisfy the Charges, the Monitor has paid in full the amounts secured by the Charges.⁵ It is for this reason that the Canadian Court is being asked to release and discharge each of the Charges. In light of the satisfaction of the amounts protected by the Charges and the Canadian Court’s proposed release of the Charges, this Court should recognize and enforce the Third Provision.

13. The remaining provisions of the Omnibus Order that the Monitor has requested this Court recognize, the Fifth and Sixth Provisions, deal with granting the Chief Process Supervisor the authority to execute the documents necessary to change the names of

⁵ See Sixth Report, ¶¶ 3.9, 3.10, 6.9 & 6.10.

the Debtors that are corporations and updating the caption once any name changes have been made. Changing the Debtors' names is required by section 2.4(a) of that certain *Transition Services Agreement* (the "Transition Services Agreement"), which was approved by the *Transition Services Order* entered by the Canadian Court on July 12, 2012⁶ and provides a framework to facilitate the continued administration of the Debtors' restructuring process.⁷

14. In regards to the Debtors' names, the Transition Services Agreement provides that, as soon as practicable, but no later than 30 business days after the closing of the Sale, each of the Debtors that is a corporation and that uses the words "Arctic Glacier" (or a variation of such words) in its legal name will change its legal name to a name that does not include such words or variation. However, those who would have otherwise effectuated the name changes, the senior management of the Debtors, are no longer employed by the Debtors as they have been hired by the Purchaser. Because no one currently employed by the Debtors has the necessary authority, in order to comply with the TSA, the Debtors propose that the Chief Process Supervisor be authorized to execute any documents required to change the Debtors' names, and the Fifth Provision provides the Chief Process Supervisor with this authority. Correspondingly, the Sixth Provision allows the Monitor to update the caption accordingly when any such name changes are made. In light of the fact that (a) the Transition Services Agreement requires the names be changed and (b) the Fifth and Sixth Provisions simply provide an efficient means by which those changes may be implemented, the Fifth and Sixth Provisions should be recognized and enforced in full in the United States.

⁶ A copy of the *Transition Services Order* is attached hereto as Exhibit A.

⁷ A copy of the form of the Transition Services Agreement is attached as Exhibit B to the *Affidavit of Keith McMahon*, sworn July 10, 2012 [Docket No. 118].

15. In addition, section 1507 of the Bankruptcy Code provides that “the court, if recognition is granted, may provide additional assistance to a foreign representative under this title,” and, when granting assistance, “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 in the processing of claims in such foreign proceeding” 11 U.S.C. § 1507. The Monitor submits that enforcement of the Third, Fifth and Sixth Provisions of the Omnibus Order in the United States (a) will facilitate the provisions of the Transition Services Agreement, (b) will help to assure the consistent and just treatment of all creditors of the Debtors, and (c) is consistent with the principles of comity, as contemplated by section 1507 of the Bankruptcy Code.

16. The Monitor further submits that the enforcement and recognition of the Third, Fifth and Sixth Provisions in the United States is not manifestly contrary to the public policy of the United States and, therefore, section 1506 of the Bankruptcy Code does not present any bar to the enforcement of these provisions. The Charges have been satisfied in full and the name changes will further the obligation under the Transition Services Agreement. As such, the requested relief is consistent with the public policy of the United States.

17. Based on the foregoing, the Monitor respectfully requests that this Court recognize and give effect in the United States to the Third, Fifth and Sixth Provisions of the Omnibus Order pursuant to sections 105(a), 1501, 1507, 1521 and 1525 of the Bankruptcy Code and under well-established principles of international comity and cooperation.

NOTICE

18. Notice of this Motion will be provided to 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]. In light of the nature of the relief requested herein, the Monitor submits that no other or further notice of this Motion is necessary or required.

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CONCLUSION

WHEREFORE, the Monitor respectfully requests that this Court enter the Proposed Order, in substantially the form attached hereto as Exhibit B, granting the relief requested herein and other and further relief as this Court deems just and proper.

Dated: Wilmington, Delaware
August 30, 2012

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Ian J. Bambrick

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Foreign Representative*

EXHIBIT A

Transition Services 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.
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

CERTIFIED COPY

TRANSITION ORDER

DATE OF HEARING: THURSDAY JULY 12, 2012 AT 10 A.M.
BEFORE THE HONOURABLE MADAM JUSTICE SPIVAK

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File No.: 1103500

File No. 10671373

THE QUEEN'S BENCH
Winnipeg Centre

THE HONOURABLE MADAM)	THURSDAY, THE 12th
)	
JUSTICE SPIVAK)	DAY OF JULY, 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.
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., c. C-36, AS AMENDED

CERTIFIED COPY

of
TRANSITION ORDER

THIS MOTION, made by the Applicants for an order, among other things, approving the Transition Services Agreement among Arctic Glacier, LLC (formerly known as H.I.G. Zamboni, LLC) (the "**Original Purchaser**"), the Applicants and the Monitor, made as of July 12, 2012 and dealing with certain transition matters in respect of the Applicants, 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 Affidavit of Keith McMahon sworn July 10, 2012 (the "July 10 Affidavit"), and the Fifth Report of Alvarez & Marsal Canada Inc. (the "**Monitor**") dated July 10, 2012 (the "**Fifth Report**"), and on hearing the submissions of counsel for the Monitor and counsel for the Applicants; counsel for the Purchaser, the Arctic Lenders, the US Direct Purchaser Antitrust Settlement Class and the Trustees of Arctic Glacier Income Fund also appearing, a representative of Talamod Master Fund L.P. also present by telephone, no one

appearing for any other person on the Service List, although properly served as appears from the affidavit of Corrine Smorhay sworn July 12, 2012, filed:

1. THIS COURT ORDERS that all capitalized terms used herein and not otherwise defined shall have the meaning ascribed thereto in the Transition Services Agreement (the "**Transition Services Agreement**") attached and marked as Exhibit* to the July 10 Affidavit.

SERVICE

2. THIS COURT ORDERS that the time for service of the Notice of Motion, the July 10 Affidavit and the Fifth Report is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

APPROVAL OF TRANSITION SERVICES AGREEMENT

3. THIS COURT ORDERS AND DECLARES that the Transition Services Agreement is hereby approved, and the execution of the Transition Services Agreement by the Applicants and the Monitor is hereby authorized and approved, with such minor amendments as the Applicants, the Purchaser and the Monitor may deem necessary.

TRANSITION POWERS OF THE MONITOR

4. THIS COURT ORDERS that on and after the closing of the transactions contemplated by the Purchase Agreement (the "**Closing**"), the Monitor is authorized, but not required, in the name of and on behalf of the Applicants, to prepare and file various returns, remittances, statements, records or other documentation on behalf of Applicants, including but not limited to, tax returns, employee-related remittances, T4 statements, W2 and W3 forms and records of employment for the Applicants' former employees based solely upon information provided by the Applicants and on the basis that the Monitor shall incur no liability or obligation to any person or entity with respect to such returns, remittances, statements, records or other documentation.

5. THIS COURT ORDERS that on and after the Closing, the Monitor shall be at liberty to engage such persons or entities as the Monitor deems necessary or advisable respecting the exercise of its powers and performances under this Order and any other Order of this Honourable Court and to assist in facilitating the administration of these proceedings.

6. THIS COURT ORDERS that in addition to its prescribed rights in the CCAA and the powers granted by Orders of this Honourable Court, the Monitor is empowered and authorized, on and after the Closing, to take such additional actions and execute such documents, in the name of and on behalf of the Applicants, as the Monitor considers necessary or desirable in order to perform its functions and fulfill its obligations under this Order, any other Order of this Honourable Court or in connection with the Transition Services Agreement, or to assist in facilitating the administration of these proceedings.

7. THIS COURT ORDERS that, without limiting the provisions of the Initial Order, on and after the Closing, the Applicants shall remain in possession and control of the Property (as defined in the Initial Order), if any, which remains following the Closing and the Monitor shall not be deemed to be in possession and/or control of any such remaining Property.

8. THIS COURT ORDERS AND DECLARES that nothing in this Order shall constitute or be deemed to constitute the Monitor as a trustee, receiver, assignee, liquidator, administrator, receiver-manager, agent of the creditors or legal representative of any of the Applicants within the meaning of any relevant legislation.

9. THIS COURT ORDERS AND DECLARES that in addition to the rights and protections afforded the Monitor under the CCAA, any plan of arrangement and any Order of this Honourable Court, the Monitor shall not be liable for any act or omission on the part of the Monitor, or any reliance thereon, including without limitation, with respect to any information disclosed, any act or omission pertaining to the discharge of duties or obligations under any Order of this Honourable Court, in connection with the Transition Services Agreement or as otherwise requested by the Applicants, save and except for any claim or liability arising out of any gross negligence or wilful misconduct on the part of the Monitor. Nothing in this Order shall derogate from the protections afforded to the Monitor by the CCAA, any other applicable legislation, the Initial Order or any other Order of this Honourable Court.

TRANSITION POWERS OF THE CHIEF PROCESS SUPERVISOR

10. THIS COURT ORDERS that notwithstanding anything to the contrary in the CPS Engagement Letter (as defined in the Initial Order), the Initial Order or any other Order of this Honourable Court, the CPS (as defined in the Initial Order) is hereby empowered and authorized,

but not required, on and after the Closing to take such additional actions as the Applicants or the Monitor, as applicable, considers necessary or desirable to assist (i) the Applicants in connection with the administration of these proceedings and (ii) the Monitor in performing the Monitor's functions and fulfilling its obligations under this Order, any other Order of this Honourable Court or in connection with the Transition Services Agreement.

11. THIS COURT ORDERS that the CPS shall continue to be paid its fees, expenses and any other amounts payable to the CPS under and pursuant to the CPS Engagement Letter after Closing until it is no longer necessary or desirable for the CPS to provide the assistance to the Applicants and Monitor as set out in this Order. Nothing in Order shall derogate from the protections afforded to the CPS by the Initial Order.

AMENDED AND RESTATED VESTING AND APPROVAL ORDER

12. THIS COURT ORDERS that the Canadian Vesting and Approval Order dated June 21, 2012 is hereby amended and restated in the form attached as **Schedule "1"** hereto.

ADDITIONAL PROVISIONS

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

14. THIS COURT ORDERS that the Applicants, the Purchaser or the Monitor may apply to this Honourable Court for advice and direction, or to seek relief in respect of, any matters arising from or under this Order.

15. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, including the United States Bankruptcy Court for the District of Delaware, to give effect to this Order and to assist the Applicants, 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 Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, or to assist the Monitor and its agents in carrying out the terms of this Order.

16. THIS COURT ORDERS that this Order shall have full force and effect in all provinces and territories in Canada.

July 12, 2012

A handwritten signature in dark ink, appearing to read "Spivak", written over a horizontal line.

Spivak, J.

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.

EXHIBIT B

Proposed Order

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.	:	
	:	Ref. Docket Nos. _____

Upon consideration of the motion (the “Motion”)² of 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 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”), for the entry of an order, pursuant to sections 105(a), 1501, 1507, 1521 and 1525 of title 11 of the United States Code (the “Bankruptcy Code”), recognizing and enforcing in the United States certain provisions of the order entered on

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.

01:12437841.10

[] by the Canadian Court (the “Omnibus Order”); and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and other parties in interest in the Chapter 15 Cases; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is granted.
2. The Third Provision, which releases and discharges the Financial Advisor Charge, the DIP Lenders’ Charge and the KERP Charge, is hereby fully recognized and given full force and effect in the United States.
3. The Fifth Provision, which authorizes the Chief Process Supervisor to execute such documents as are required to change the names of the corporate Debtors, is hereby fully recognized and given full force and effect in the United States.
4. Each and every federal, state and local governmental agency or department is authorized and directed to accept any and all documents executed by the Chief Process Supervisor concerning a request for a change of a Debtor’s name as if the Chief Process Supervisor were duly authorized pursuant to applicable law to sign on behalf of such Debtor.
5. The Sixth Provision, which provides that, if and when the name of any of the corporations in the title of proceedings are changed, then the title of proceedings shall be modified to incorporate the new name of the corporation followed by the phrase “formerly known as” and the corporation’s original name, is hereby fully recognized and given full force and effect in the United States.

6. The Monitor and the Debtors are authorized and empowered to take any steps or perform any actions as may be necessary to effectuate the terms of this Order.

7. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: Wilmington, Delaware
_____, 2011

The Honorable Kevin Gross
Chief United States Bankruptcy Judge

SCHEDULE 1

Omnibus Order

David R.M. Jackson
Tel: 204.988.0375
Email: djackson@tmlawyers.com

THE QUEEN'S BENCH
Winnipeg Centre

THE HONOURABLE MADAM)	WEDNESDAY, THE 5 th DAY
)	
JUSTICE SPIVAK)	OF SEPTEMBER, 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 ADDITIONAL
APPLICANTS LISTED IN SCHEDULE "A" HERETO

(collectively, the "APPLICANTS")

ORDER

THIS MOTION, made by Alvarez & Marsal Canada Inc., in its capacity as monitor of the Applicants (the "**Monitor**"), for an order (i) extending the Stay Period ("**Stay Period**") defined in paragraph 30 of the Order of the Honourable Madam Justice Spivak made February 22, 2012 (the "**Initial Order**") until November 30, 2012; (ii) releasing and discharging the Financial Advisor Charge, the DIP Lenders' Charge and the KERP Charge set out in the Initial Order; (iii) approving the Applicants making certain payments in respect of the Management Incentive Plan; (iv) authorizing the CPS (as defined in the Initial Order) to execute such documents as are required to change the names of the Applicants and changing the title of proceedings; and (v) approving the Sixth Report of the Monitor (the "**Sixth Report**") and the activities described therein; 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 Sixth Report, and on hearing the submissions of counsel for the Monitor, counsel for the Applicants and Glacier Valley Ice Company, L.P. (California) (together, "**Arctic Glacier**" or the "**Arctic Glacier Parties**"), counsel for the Trustees of the Applicant Arctic Glacier Income Fund, and counsel for •, 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 Sixth 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 November 30, 2012.

RELEASE OF CERTAIN CHARGES CREATED IN THE INITIAL ORDER

3. THIS COURT ORDERS that the Financial Advisor Charge, the DIP Lenders' Charge and the KERP Charge (as such terms are defined in the Initial Order) be and are hereby released and discharged and are of no further force and effect.

PAYMENT PURSUANT TO MANAGEMENT INCENTIVE PLAN

4. THIS COURT ORDERS that the payment by the Monitor on behalf of the Applicants of the amounts in respect of the Management Incentive Plan described in paragraphs 6.11 to 6.15 of the Sixth Report is hereby approved.

CHANGE OF CORPORATION NAMES AND TITLE OF PROCEEDINGS

5. THIS COURT ORDERS that the CPS (as defined in the Initial Order) is hereby authorized to execute such documents as are required to change the names of the Applicants that are corporations.

6. THIS COURT ORDERS that if and when the name of any of the corporations in the title of proceedings are changed, then the title of proceedings shall be modified to incorporate the new name of the corporation followed by the phrase "formerly known as" and the corporation's original name.

MONITOR'S ACTIVITIES AND REPORT

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

GENERAL PROVISIONS

8. 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 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.
