

**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> , <sup>1</sup>	:	
	:	(Jointly Administered)
Debtors in a Foreign Proceeding.	:	
	:	Ref. Docket Nos. 155 & 160

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

Upon consideration of the motion (the “Motion”)<sup>2</sup> 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

<sup>1</sup> 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) ICSurance 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to those terms in the Motion.



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September 5, 2012, by the Canadian Court (the “Omnibus Order”), attached hereto as Schedule 1; 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,

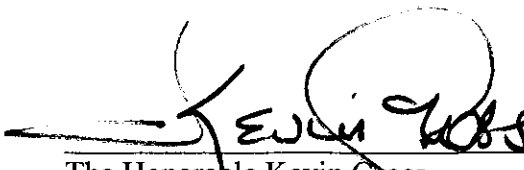
**IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:**

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: Sept. 14, 2011  
Wilmington, Delaware

  
The Honorable Kevin Gross  
Chief United States Bankruptcy Judge

**SCHEDULE 1**

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

(collectively, the "APPLICANTS")

**CERTIFIED COPY**

**of**

**ORDER**

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**THE QUEEN'S BENCH**  
**Winnipeg Centre**

THE HONOURABLE MADAM	)	WEDNESDAY, THE 5 <sup>th</sup> 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 ON SCHEDULE "A" HERETO

CERTIFIED COPY (collectively, the "APPLICANTS")  
of  
**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, counsel for the Direct Purchaser Claimants, counsel for Plaintiffs in the Indirect Purchasers Litigation, counsel for Desert Mountain Ice LLC, counsel for the Executive Vice-President of Operations for Arctic Glacier, the Chief Process Supervisor and representatives of Talamod Fund LP and Coliseum Capital Partners LP, also present in person or by telephone, 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**

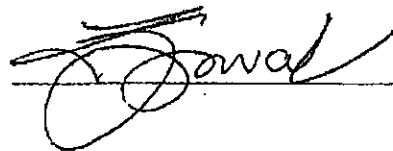
5. THIS COURT ORDERS that the CPS (as defined in the Initial Order) is hereby authorized to execute such documents as are required to change the names of the Applicants that are corporations.
6. THIS COURT ORDERS that if and when the name of any of the corporations in the title of proceedings are changed, 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.



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DEPUTY REGISTRAR