

IN THE COURT OF QUEEN'S BENCH OF ALBERTA  
JUDICIAL DISTRICT OF CALGARY

IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT,  
R.S.C. 1985, c.B-3, AS AMENDED;

IN THE MATTER OF THE JUDICATURE ACT,  
R.S.A. 2000, c-J-2, AS AMENDED;

AND IN THE MATTER OF THE RECEIVERSHIP OF COVER-ALL HOLDING CORP.,  
COVER-ALL BUILDING SYSTEMS INC., AND THOSE ENTITIES LISTED IN  
SCHEDULE "A" HEREOF

BETWEEN:

CANADIAN IMPERIAL BANK OF COMMERCE  
as administrative agent

Applicant

- and -

COVER-ALL HOLDING CORP., COVER-ALL BUILDING SYSTEMS INC., AND THOSE  
ENTITIES LISTED IN SCHEDULE "A" HEREOF

Respondents

BEFORE THE HONOURABLE  
MR/ MADAME JUSTICE  
IN CHAMBERS

)  
)  
)  
)

AT THE CALGARY COURTS CENTRE,  
IN THE CITY OF CALGARY, ALBERTA,  
ON ~~25~~ 22, THE 22 DAY OF July  
, 2010.

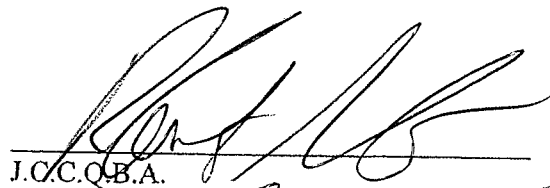
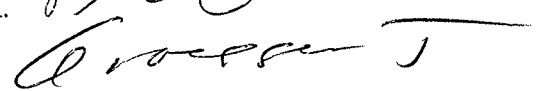
**CONSENT ORDER**

UPON THE APPLICATION of the County of Crawford, Pennsylvania (the  
"Applicant"); AND UPON noting that all interested parties have been provided notice of this  
application; AND UPON noting the consent of counsel for PricewaterhouseCoopers Inc. (the  
"Receiver"), and the Lender,

**IT IS HEREBY ORDERED AND DECLARED THAT:**

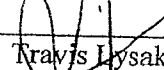
1. The stay of proceedings imposed pursuant to the Receivership Order of Justice LoVecchio dated April 23, 2010 as it relates to Cover-All Building Systems Inc., shall cease to operate with respect to the Applicant's claims for losses and damages relating to the failure and/or collapse of the Applicant's dairy barn facility located at the Crawford County Fairgrounds, 20939 Hamilton Road, Meadville, Pennsylvania 16335, and any action to be commenced by the Applicant and/or its subrogated property insurer, Underwriters at Lloyds, London, in the Court of Common Pleas of Crawford County, Pennsylvania, in the United States District Court for the Western District of Pennsylvania, or any other court of competent jurisdiction (the foregoing claims and action are hereinafter collectively referred to as the "Action"), and the Applicant is hereby granted leave to proceed with the Action against Cover-All Building Systems Inc.
2. Any judgment obtained against Cover-All Building Systems Inc. in the Action shall be enforceable only as against insurance proceeds, if any, available to Cover-All Building Systems Inc., as the case may be, and not as against the current or future assets of Cover-All Building Systems Inc. except for the purposes of establishing a quantum of any claims against it in these receivership proceedings.
3. The Applicant shall not be precluded from participating as a claimant in the receivership proceedings herein if the insurance coverage is insufficient to satisfy any judgment awarded or settlements made with Cover-All Building Systems Inc. or its insurers in the Action. The Applicant shall be subject to all of the terms and conditions applicable to other creditors in these proceedings in respect of such deficiency claims and any judgments or settlements obtained in the Action will not act as an estoppel that precludes Cover-All Building Systems Inc. or other interested parties from considering such claims in these receivership proceedings.
4. The Receiver shall not be required to participate or do anything in the Action in any manner whatsoever without further Order of this Honourable Court.

5. Nothing in this Order shall impose any obligation on the Receiver or Cover-All Building Systems Inc. to fund the fees and disbursements of any counsel in the Action not paid by the insurers, nor will it impose any duty on the Receiver or Cover-All Building Systems Inc. to respond to requests by such counsel and insurer to do anything in the Action.

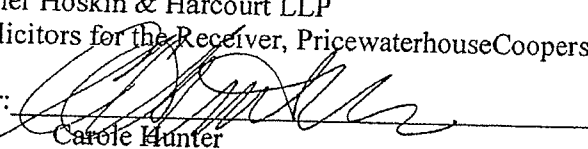
  
J.C.C. Q.B.A.  


CONSENTED TO:

Borden Ladner Gervais LLP  
Solicitors for the Lenders, Canadian Imperial Bank of Commerce et al.

Per:   
Travis Lysak

Osler Hoskin & Harcourt LLP  
Solicitors for the Receiver, PricewaterhouseCoopers Inc.

Per:   
Carole Hunter

ENTERED this 22<sup>nd</sup> day  
of July, 2010.

CLERK OF THE COURT



**SCHEDULE "A"**  
**APPLICANTS**

Cover-All Holding Corp.

Cover-All Building Systems Inc.

Cover-All U.S. Holding Corp.

Summit Structures, LLC

Quick Structures, LLC

Cover-All Holdings U.S., LLC

Summit Structures U.S., LLC

Summit Project Management, LLC

Eastern Cover-All, Inc.

NorthStar Cover-All, LLC

NorthStar Cover-All, Inc.

Action No.: 1001-05915

2010

---

IN THE COURT OF QUEEN'S BENCH  
OF ALBERTA  
JUDICIAL DISTRICT OF CALGARY

---

IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY  
ACT,  
R.S.C. 1985, c.B-3, AS AMENDED;

IN THE MATTER OF THE JUDICATURE ACT,  
R.S.A. 2000, c-J-2, AS AMENDED;

AND IN THE MATTER OF THE RECEIVERSHIP OF COVER-  
ALL HOLDING CORP.,  
COVER-ALL BUILDING SYSTEMS INC., AND THOSE  
ENTITIES LISTED IN SCHEDULE "A" HEREOF

BETWEEN:

CANADIAN IMPERIAL BANK OF COMMERCE  
as administrative agent

Applicant

- and -

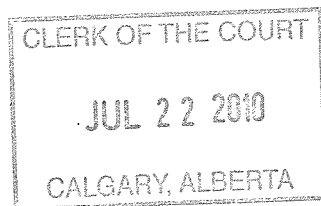
COVER-ALL HOLDING CORP., COVER-ALL BUILDING  
SYSTEMS INC., AND THOSE ENTITIES LISTED IN  
SCHEDULE "A" HEREOF

Respondents

---

**CONSENT ORDER**

---



---

**BORDEN LADNER GERVAIS LLP**

Barristers and Solicitors  
1000 Canterra Tower  
400 Third Avenue S.W.  
Calgary, Alberta T2P 4H2  
**Attention: Travis P. Lysak**  
**Telephone: (403) 232-9719**  
**Fax: (403) 266-1395**

File No. 50007-005360