

**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**

**AND 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**

B E T W E E N:

**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

**NOTICE OF MOTION
(Re: Approval of Distribution of Proceeds)**

TAKE NOTICE that an application will be made on behalf of PricewaterhouseCoopers Inc. ("**PWC**"), in its capacity as receiver (the "**Receiver**") of the assets, properties and undertakings of Cover-All Holding Corp. ("**Holdings**"), Cover-All Building Systems Inc. ("**CBSI**"), Cover-All U.S. Holding Corp., Summit Structures, LLC, Quick Structures, LLC, Cover-All Holdings U.S., LLC, Summit Structures U.S., LLC, Summit Management, LLC, Eastern Cover-All, Inc., NorthStar Cover-All, LLC, NorthStar Cover-All, Inc., Summit Structures Limited (collectively, the "**Cover-All Group**") before the Honourable Chief Justice Wittmann in Chambers at the Calgary Courts Centre, 601-5th Street S.W., at the City of Calgary, in the Province of Alberta, on Friday, the 6th day of August, 2010, at 10 o'clock in the forenoon,

or as soon thereafter as counsel may be heard, for an Order substantially in form attached hereto as Schedule “B” requesting the following relief:

1. If necessary, abridging the time for service of this Notice of Motion and deeming it good and sufficient;
2. Authorizing and directing the Receiver to distribute \$128,419.00 to The City of Saskatoon in full satisfaction of the property taxes owing from January 1, 2010 to June 21, 2010 on real property municipally known as 3815 Wanuskewin Road, Saskatoon, Saskatchewan (the “**Saskatoon Property**”);
3. Authorizing and directing the Receiver to distribute \$11,250,000 to the Canadian Imperial Bank of Commerce (“**CIBC**”), as administrative agent (the “**Agent**”) for a lending syndicate comprised of the CIBC and The Bank of Nova Scotia (together, the “**Lending Syndicate**”) in reduction of the indebtedness owing to the Lending Syndicate by the Cover-All Group;
4. Authorizing and directing the Receiver to distribute any additional net recoveries realized by the Receiver (the “**Future Distributions**”), without further order of the Court, until such time as the Lending Syndicate is paid, in full, all amounts owed to it by the Cover-All Group;
5. Authorizing the Receiver to fund the fees and expenses of PricewaterhouseCoopers Inc., in its capacity as trustee in bankruptcy (the “**Trustee**”) of CBSI in an amount not to exceed \$20,000 without further order to the Court;
6. Approving the Second Report of the Receiver dated July 29, 2010 (the “**Second Report**”) and the activities of the Receiver described therein;
7. Such further and other relief as this Honourable Court deems fit to grant.

AND FURTHER TAKE NOTICE THAT the grounds of the application are as follows:

1. Pursuant to an order of this Honourable Court made on April 23, 2010 (the “**Receivership Order**”), PWC was appointed as receiver of the assets, undertakings and properties of the Cover-All Group (the “**Property**”) pursuant to section 243(1) of the

Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended and section 13(2) of the *Judicature Act*, R.S.A. 2000, c. J-2, as amended.

2. The Receiver was authorized under the Receivership Order to solicit offers in respect of the Property, negotiate such terms and conditions of sale as the Receiver in its discretion may deem appropriate and to sell, convey, transfer, lease or assign the Property;
3. An asset purchase agreement (the “**Purchase Agreement**”) between the Receiver and Norseman Structures Inc. (“**Norseman**”) for the sale of certain of the Cover-All Group’s assets, property and undertaking, including the Saskatoon Property, for a purchase price of \$14.0 million plus applicable taxes (the “**Norseman Transaction**”) was approved pursuant to the Order of this Honourable Court made on June 11, 2010;
4. The Purchase Agreement provides that Norseman will collect the accounts receivable of the Cover-All Group and remit a portion of the net proceeds from the collection of the accounts receivable to the Receiver;
5. The Norseman Transaction closed on June 21, 2010. In accordance with the Purchase Agreement, Norseman paid \$9,950,000 of the purchase price, in cash, at closing and provided the Receiver with a promissory note in the amount of \$4.0 million due on or before December 31, 2013;
6. The Receiver has received other proceeds related to: (i) collection of accounts receivable; (ii) transfer of funds held in the Cover-All Group’s bank accounts as at the date of the Receivership Order; and (iii) other sundry recoveries;
7. Pursuant to an credit agreement made as of October 23, 2007, as amended by amending agreements made as of February 11, 2008, April 30, 2008, August 16, 2008, October 10, 2008, November 12, 2008 and June 19, 2009 (collectively, the “**Credit Agreement**”), the Lending Syndicate made available to CBSI a revolving loan facility, a non-revolving term loan facility and an operating loan facility made by way of letter of credit. CBSI, together with Holdings and 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. and Summit Structures Limited granted security in favour of

CIBC, as Agent for the Lending Syndicate, in connection with the Credit Agreement (the “**Security**”).

8. As at April 20, 2010, the Cover-All Group’s indebtedness to the Lending Syndicate pursuant to the Credit Agreement and Security was approximately \$55,820,000 plus legal fees and costs;
9. Osler Hoskin & Harcourt LLP (“**Osler**”), the Receiver’s counsel reviewed the Credit Agreement and Security and provided an opinion to the Receiver on July 21, 2010 that, subject to certain assumptions and qualifications, the security granted to the Agent over the personal property and undertaking of CBSI situate in Alberta and Ontario was valid and enforceable;
10. Osler engaged agents to review the Security granted to the Agent over the real property, personal property and undertaking of CBSI and Holdings situate in Saskatchewan and Nova Scotia. Kanuka Thuringer LLP provided an opinion on July 19, 2010 that, subject to certain assumptions and qualifications, the security granted to the Agent over the Saskatoon Property and the personal property and undertaking of CBSI and Holdings situate in Saskatchewan was valid and enforceable. Cox & Palmer LLP provided an opinion on May 27, 2010 that, subject to certain assumptions and qualifications, the security granted to the Agent over the personal property and undertaking of Holdings situate in Nova Scotia was valid and enforceable.
11. Winston & Strawn LLP reviewed the Security and provided an opinion to the Receiver on July 28, 2010 that, subject to certain assumptions and qualifications, the security granted to the Agent over the personal property of Cover-All Holdings U.S., LLC, NorthStar Cover-All, LLC and Eastern Cover-All, Inc. was valid and enforceable.
12. On July 22, 2010, the Receiver assigned CBSI into bankruptcy pursuant to paragraph 3(s) of the Order of this Honourable Court dated April 23, 2010. PWC has been appointed as the Trustee of CBSI. It is anticipated that there will be no funds in the bankrupt estate of CBSI and, as such, the Receiver is seeking to pay the Trustee’s fees which are currently estimated to be \$20,000. The Lending Syndicate supports the payment by the Receiver of the Trustee’s fees.

13. Such further and other grounds as counsel may advise.

AND FURTHER TAKE NOTICE THAT the Receiver will rely upon the following:

1. the Second Report;
2. the pleadings in the within proceedings;
3. the Alberta *Rules of Court*;
4. the inherent jurisdiction of this Honourable Court; and
5. such further and other materials as counsel for the Receiver may advise and this Honourable Court may permit.

DATED at the City of Calgary, in the Province of Alberta, this 30th day of July, 2010.

OSLER, HOSKIN & HARCOURT LLP

Per: 

Carole J. Hunter

Solicitors for the Receiver

TO: The Clerk of the Court

AND TO: Service List

SCHEDULE "A"
DEBTORS

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 Management, LLC

Eastern Cover-All, Inc.

NorthStar Cover-All, LLC

NorthStar Cover-All, Inc.

Summit Structures Limited

SCHEDULE "B"

Action No. 1001-05915

**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**

**AND 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
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THOSE ENTITIES LISTED IN SCHEDULE "A" HEREOF**

B E T W E E N:

**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) AT THE CALGARY COURTS CENTRE IN
) THE CITY OF CALGARY, IN THE
MR. CHIEF JUSTICE WITTMANN) PROVINCE OF ALBERTA, ON FRIDAY,
) THE 6 TH DAY OF AUGUST, 2010

ORDER

(Re: Approval of Distribution of Proceeds)

UPON the application of PricewaterhouseCoopers Inc., in its capacity as the Court-appointed receiver (the "Receiver") of the undertaking, property and assets of Cover-All Holding Corp., Cover-All Building Systems Inc. ("CBSI"), Cover-All U.S. Holding Corp., Summit Structures, LLC, Quick Structures, LLC, Cover-All Holdings U.S., LLC, Summit Structures U.S., LLC, Summit Management, LLC, Eastern Cover-All, Inc., NorthStar Cover-All, LLC,

NorthStar Cover-All, Inc., Summit Structures Limited (collectively, the "Cover-All Group"); AND UPON having read the Notice of Motion and the Second Report of the Receiver dated July 29, 2010; AND UPON hearing counsel for the Receiver and Canadian Imperial Bank of Commerce ("CIBC"), as administrative agent (the "Agent") for a lending syndicate comprised of the CIBC and The Bank of Nova Scotia (together, the "Lending Syndicate"); and for any other parties appearing; AND UPON being satisfied that the circumstances exist that make this Order appropriate, IT IS HEREBY ORDERED AND DECLARED THAT:

1. The time for service of the Notice of Motion and the Motion Record herein be and it is hereby abridged, if necessary, that the motion is properly returnable today, that further service thereof be and is hereby dispensed with and that all parties entitled to receive service of the Notice of Motion have been duly served.
2. The Receiver be and is hereby authorized and directed to distribute, from the funds currently held by the Receiver, the amount of \$128,419.00 to The City of Saskatoon in full satisfaction of the property taxes owing from January 1, 2010 to June 21, 2010 on real property municipally known as 3815 Wanuskewin Road, Saskatoon, Saskatchewan.
3. The Receiver be and is hereby authorized and directed to distribute, from the funds currently held by the Receiver, the amount of \$11,250,000 to the Agent in reduction of the indebtedness owing to the Lending Syndicate by the Cover-All Group.
4. The Receiver be and is hereby authorized and directed, without further order of the Court, to distribute to the Agent any additional net recoveries realized by the Receiver until such time as the Lending Syndicate is paid, in full, all amounts owed to it by the Cover-All Group.
5. The Receiver be and is hereby authorized and directed to fund the fees and expenses of PricewaterhouseCoopers Inc., in its capacity as trustee in bankruptcy of CBSI in an amount not to exceed \$20,000 without further order to the Court.
6. The Second Report and the activities of the Receiver in administering the estate of the Cover-All Group to the date of the Second Report, as more particularly set out in the Second Report, be and they are hereby approved.

7. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or elsewhere to give effect to this Order and to assist the Receiver and its 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 Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

SCHEDULE "A"
DEBTORS

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 Management, LLC
Eastern Cover-All, Inc.
NorthStar Cover-All, LLC
NorthStar Cover-All, Inc.
Summit Structures Limited

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**AND IN THE MATTER OF THE
RECEIVERSHIP OF COVER-ALL HOLDING
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INC. AND THOSE ENTITIES LISTED IN
SCHEDULE "A" HEREOF**

B E T W E E N:

**CANADIAN IMPERIAL BANK OF
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- and -

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

Respondents

**ORDER
(Re: Approval of Distribution of Proceeds)**

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Updated: July 30, 2010

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100 – 1235 North Service Road West
Oakville, ON L6M 2W2

ECP GP II INC.

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ECP L.P.

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Brantford, ON N3S 7P5

ECP L.P./SOCIETE EN COMMANDITE ECP

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Brantford, ON N3S 7P5

FORD CREDIT CANADA LEASING, A DIVISION OF CANADIAN ROAD LEASING COMPANY

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Edmonton, AB T5J 5C7

INTEGRATED DISTRIBUTION SYSTEMS LP o/a WAJAX INDUSTRIES

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Edmonton, AB T5M 2S4

INTERTAPE POLYMER INC.

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St. Laurent, QC H4T 1N4

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MCAP LEASING INC.

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NATIONAL LEASING GROUP INC.

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SOCIETE EN COMMANDITE ECP

369 Elgin Street
Brantford, ON N3S 7P5

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369 Elgin Street
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THE BANK OF NOVA SCOTIA

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THE BANK OF NOVA SCOTIA

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**IN THE COURT OF QUEEN'S BENCH OF
ALBERTA
JUDICIAL CENTRE OF CALGARY**

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

**AND 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**

B E T W E E N:

**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

**NOTICE OF MOTION
(Re: Approval of Distribution of Proceeds)**

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