

**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:

I hereby certify this to be a true copy of
the original Order
Dated this 5 day of August 2010
[Signature]
for Clerk of the Court

CANADIAN IMPERIAL BANK OF COMMERCE
as administrative agent

- and -

Applicant

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

Respondents

BEFORE THE HONOURABLE
MR. CHIEF JUSTICE WITTMANN

) AT THE CALGARY COURTS CENTRE IN
) THE CITY OF CALGARY, IN THE
) PROVINCE OF ALBERTA, ON FRIDAY,
) THE 6TH 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. and 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 30, 2010 (the "Second Report"); 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 the Lending Syndicate 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.

A handwritten signature in black ink, appearing to be "J. L. Smith", written over a horizontal line.

SCHEDULE "A"
DEBTORS

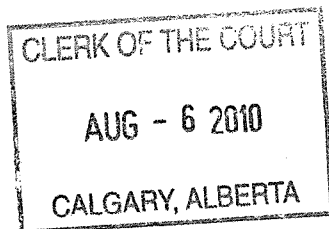
Cover-All Holding Corp.
Cover-All Building Systems Inc.
Cover-All U.S. Holding Corp.
Summit Structures, LLC
Quick Structures, LLC
Cover-All Holdings U.S., LLC
Summit Structures U.S., LLC
Summit Management, LLC
Eastern Cover-All, Inc.
NorthStar Cover-All, LLC
NorthStar Cover-All, Inc.
Summit Structures Limited

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