

I hereby certify this to be a true copy of  
the original order  
Dated this 20 day of August 2010  
for Clerk of the Court S. Ghimire IN THE MATT

Action No. 1001-05915

**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. JUSTICE *S. Lovechuk*  
IN CHAMBERS ) AT THE CALGARY COURTS CENTRE,  
 ) IN THE CITY OF CALGARY, ALBERTA,  
 ) ON *12*, THE *20* DAY OF *August*  
 ) , 2010.

## ORDER

**UPON THE APPLICATION** of Jancy Briles (the "Texas 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. and Summit Structures LLC, shall cease to operate with respect to the proposed action to be commenced by the Texas Applicant in the District Court, Dallas County, Texas, and/or in the County Court, Dallas County, Texas, (the "Action") and the Texas Applicant is hereby granted leave to continue with the Action against Cover-All Building Systems Inc. and Summit Structures LLC.
2. Any judgment obtained against Cover-All Building Systems Inc. or Summit Structures LLC in the Action shall be enforceable only as against insurance proceeds, if any, available to Cover-All Building Systems Inc. or Summit Structures LLC, as the case may be, and not as against the current or future assets of Cover-All Building Systems Inc. or Summit Structures LLC except for the purposes of establishing a quantum of any claims against it in these receivership proceedings.
3. The Texas Applicant shall not be precluded from participating as claimants 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 Summit Structures LLC or their insurers in the Action. The Texas 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 U.S. proceedings will not act as an estoppel that precludes Cover-All Building Systems Inc. or Summit Structures LLC 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, Cover-All Building Systems Inc. and Summit Structures LLC to fund the fees and disbursements of their Texas counsel not paid by the insurers, nor will it impose any duty on the Receiver, Cover-All Building Systems Inc. and Summit Structures LLC to respond to requests by such Texas 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 20 day  
of august, 2010.

K. MCAUSLAND   
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 AMTTER 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

**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

