

COURT FILE  
NUMBER

1001-05915

COURT

COURT OF QUEEN'S BENCH OF ALBERTA

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

JUDICIAL CENTRE Calgary

PLAINTIFF/  
APPLICANT

CANADIAN IMPERIAL BANK OF  
COMMERCE  
as administrative agent

DEFENDANT(S)/  
RESPONDENTS

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

DOCUMENT

**ORDER**

ADDRESS FOR SERVICE AND

CONTACT INFORMATION OF

PARTY FILING THIS

DOCUMENT

JOSEF G.A. KRÜGER, Q.C.  
/TRAVIS P. LYSAK

Borden Ladner Gervais LLP  
1900, 520 3<sup>rd</sup> Ave. S.W.  
Calgary, AB T2P 0R3

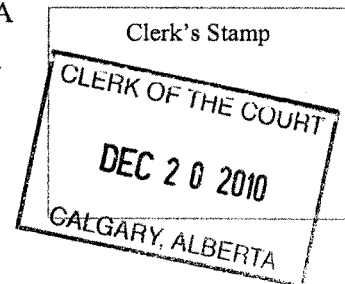
Telephone: (403) 232-9563/  
(403) 232-9719

Facsimile: (403) 266-1395

Email: jkruger@blg.com/tlysak@blg.com

File No. 026840.3

**BLG**  
Borden Ladner Gervais



I hereby certify this to be a true copy of  
the original \_\_\_\_\_ day of \_\_\_\_\_  
Dated this \_\_\_\_\_ day of \_\_\_\_\_  
for Clerk of the Court

DATE ON WHICH ORDER WAS PRONOUNCED: DECEMBER 20, 2010

LOCATION WHERE ORDER WAS MADE: CALGARY, ALBERTA

NAME OF REGISTRAR WHO MADE THIS ORDER: JUSTICE K. HORNER

UPON the application of PricewaterhouseCoopers Inc., in its capacity as the Court-appointed receiver (the "Receiver") of the undertaking, property and assets (collectively the

"Property") of Cover-all Holding Corp., Cover-All Building Systems Inc., and those entities listed in Schedule "A" hereof (the "Debtor") for an Order, among other things, discharging the Receiver and for certain other ancillary relief; **AND UPON** having read the Third and Final Report (the "Final Report"), the Affidavit of Greg Prince, sworn December 10, 2010 (the "Prince Affidavit"), the Affidavit of Roger Jaipargas, sworn December 10, 2010 (the "Jaipargas Affidavit"), the Affidavit of Carole Hunter, sworn December 10, 2010 (the "Hunter Affidavit"), (the "Prince Affidavit", the "Jaipargas Affidavit" and the "Hunter Affidavit" are hereinafter collectively referred to as the "Fee Affidavits") and on hearing the submissions of counsel for the Receiver, counsel for 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") and counsel present for all other parties, no one appearing for any other person on the Service List, although properly served as appears from the affidavit of Jo-Anne de la Ronde sworn December 20, 2010 filed; **IT IS HEREBY ORDERED AND DECLARED THAT:**

1. **THIS COURT ORDERS** that the time for service of the notice of motion and the motion record is hereby abridged such as this motion is promptly returnable today and further service thereof is hereby dispensed with.
2. **THIS COURT ORDERS** that the activities of the Receiver, as set out in the Final Report, are hereby approved.
3. **THIS COURT ORDERS** that the Receiver's statement of receipts and disbursements dated December 10, 2010 (the "R&D") as set out in the Final Report is hereby approved.
4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver and its counsel, as set out in the Final Report and the Fee Affidavits, are hereby approved. Upon the Receiver filing a certificate certifying that it has completed the other activities described in the Final Report in the form attached hereto as Schedule "B", the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Debtor, provided however that notwithstanding its discharge herein (a) the Receiver shall remain the Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of

all Orders made in this proceeding including all approvals, protections and stay of proceedings in favour of PricewaterhouseCoopers Inc. in its capacity as Receiver.

5. **THIS COURT ORDERS** that as of the date of the Final Report and based on the evidence that is currently before this Honourable Court:

- (a) the Receiver has acted honestly and in good faith, and has dealt with the Property in a commercially reasonable manner;
- (b) the actions and conduct of the Receiver are approved and the Receiver has satisfied all of its duties and obligations as receiver and manager of the Property;
- (c) the Receiver shall not be liable for any act or omission, including, without limitation, any act or omission pertaining to the discharge of the Receiver's duties as receiver and manager of the Property, save and except for any liability arising out of fraud, gross negligence or wilful misconduct on the part of the Receiver; and
- (d) any and all claims against the Receiver arising from, relating to or in connection with the performance of the Receiver's duties and obligations as receiver and manager of the Property, save and except for claims based on fraud, gross negligence or wilful misconduct on the part of the Receiver, shall be forever barred and extinguished.

6. **THIS COURT ORDERS** that all amounts payable by Norseman Structures Inc. ("Norseman") pursuant to the Asset Purchase Agreement made as of May 28, 2010 (the "APA") and more particularly, Schedule "E" to the APA, be paid to the Agent.

7. **THIS COURT ORDERS** that any and all future reports to be delivered by Norseman, pursuant to the provisions of the APA, shall be delivered to the Agent as opposed to the Receiver.

8. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States 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.

11  
K. Horner  
11

---

Justice of the Court of Queen's Bench of Alberta

**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"**

**Form of Receiver's Discharge Certificate**

|  |   |  |
|--|---|--|
| COURT FILE NUMBER  | 1001-05915  | <div style="border: 1px solid black; padding: 10px; text-align: center;">Clerk's Stamp</div> |
| COURT  | COURT OF QUEEN'S BENCH OF ALBERTA   |  |
|  | <b>IN THE MATTER OF THE <i>BANKRUPT<br/>INSOLVENCY ACT</i>,<br/>R.S.C. 1985, c. B-3, AS AMENDED;</b>  |  |
|  | <b>AND IN THE MATTER OF THE <i>JUDICATURE ACT</i>,<br/>R.S.A. 2000, c. J-2, AS AMENDED;</b>   |  |
|  | <b>AND IN THE MATTER OF THE RECEIVERSHIP OF<br/>COVER-ALL HOLDING CORP., COVER-ALL<br/>BUILDING SYSTEMS INC. AND THOSE ENTITIES<br/>LISTED IN SCHEDULE "A" HEREOF</b>   |  |
| JUDICIAL CENTRE  | Calgary   |  |
| PLAINTIFF/<br>APPLICANT  | <b>CANADIAN IMPERIAL BANK OF COMMERCE<br/>as administrative agent</b>   |  |
| DEFENDANT(S)/<br>RESPONDENTS   | COVER-ALL HOLDING CORP., COVER-ALL BUILDING<br>SYSTEMS INC., AND THOSE LISTED IN SCHEDULE "A"<br>HEREOF   |  |
| ADDRESS FOR SERVICE AND<br>CONTACT INFORMATION OF<br>PARTY FILING THIS<br>DOCUMENT | JOSEF G.A. KRÜGER, Q.C.<br>/TRAVIS P. LYSAK<br>Borden Ladner Gervais LLP<br>1900, 520 3 <sup>rd</sup> Ave. S.W.<br>Calgary, AB T2P 0R3<br>Telephone: (403) 232-9563/<br>(403) 232-9719<br>Facsimile: (403) 266-1395<br>Email: jkruger@blg.com/tlysak@blg.com<br>File No. 026840.3 |  |

**RECEIVER'S DISCHARGE CERTIFICATE**

**RECITALS**

A. Pursuant to an Order of the Honourable Justice S.J. LoVecchio of the Alberta Court of Queen's Bench (the "Court") dated April 23, 2010, PricewaterhouseCoopers Inc. was appointed

as the receiver (the "Receiver") of the undertaking, property and assets of Cover-all Holding Corp., Cover-All Building Systems Inc., and those entities listed in Schedule "A" hereof (the "Debtor").

B. Pursuant to an Order of the Court dated December 20, 2010 (the "Order"), the Court, *inter alia*, ordered the discharge of the Receiver to be effective upon the filing by the Receiver of a certificate certifying the matters set out herein.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Order.

**THE RECEIVER HEREBY CERTIFIES** the following:

1. The Receiver is satisfied, in its discretion, that it has completed the steps it considers necessary or desirable to take, as outlined in the Third and Final Report.

2. This Certificate was delivered by the Receiver at \_\_\_\_\_ [TIME] on \_\_\_\_\_ [DATE].

**PricewaterhouseCoopers Inc. in its capacity  
as Receiver of the undertaking, property and  
assets of Cover-all Holding Corp., Cover-All  
Building Systems Inc., and those entities listed  
in Schedule "A" hereof and not in its personal  
capacity**

Per: \_\_\_\_\_

Name:

Title:

## **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