

THE KING'S BENCH
WINNIPEG CENTRE

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF POLAR WINDOW OF CANADA LTD., ACCURATE DORWIN (2020) INC., GLASS 8 INC., NATIONAL INTERIORS (2021) INC., 12986647 CANADA LTD. o/a ALLSCO WINDOWS & DOORS, 12986591 CANADA LTD. o/a ALWEATHER WINDOWS & DOORS, POLAR HOLDING LTD., 10064720 MANITOBA LTD. AND 12986914 CANADA LTD.

(the "Applicants")

APPLICATION UNDER: THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C., c. C-36, AS AMENDED

TRUE COPY

STAY EXTENSION, INTERIM DISTRIBUTION, AND OTHER RELIEF

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KING'S BENCH
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LAW COURTS
WINNIPEG

THE KING'S BENCH

Winnipeg Centre

THE HONOURABLE MISTER) FRIDAY, THE 21ST
)
JUSTICE BOCK) DAY OF JULY, 2023
)

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF POLAR WINDOW OF CANADA LTD., ACCURATE DORWIN (2020) INC., GLASS 8 INC., NATIONAL INTERIORS (2021) INC., 12986647 CANADA LTD. o/a ALLSCO WINDOWS & DOORS, 12986591 CANADA LTD. o/a ALWEATHER WINDOWS & DOORS, POLAR HOLDING LTD., 10064720 MANITOBA LTD. AND 12986914 CANADA LTD.

(the "**Applicants**")

APPLICATION UNDER: THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C., c. C-36, AS AMENDED

STAY EXTENSION, INTERIM DISTRIBUTION, AND OTHER RELIEF

THIS MOTION, made by Deloitte Restructuring Inc. in its capacity as the Court-appointed monitor (the "**Monitor**") of the undertaking, property and assets of Polar Window of Canada Ltd., Accurate Dorwin (2020) Inc., Glass 8 Inc., National Interiors (2021) Inc., 12986647 Canada Ltd. o/a Allsco Windows & Doors, 12986591 Canada Ltd. o/a Alweather Windows & Doors, Polar Holding Ltd., 10064720 Manitoba Ltd. and 12986914 Canada Ltd. (collectively, the "**Applicants**") for an order extending the stay of proceedings, authorizing the Monitor to make an interim distribution from the Net Proceeds of the Transaction (as those terms are defined in the Approval and Vesting Order of the Honourable Mr. Justice Bock dated July 21, 2023 (the "**AVO**") and other relief was heard this day at the Law Courts Building at 408 York Avenue, in the City of Winnipeg, Manitoba.

ON READING the Second Report of the Monitor dated July 20, 2023 (the "**Second Report**") and Confidential Supplement thereto (the "**Confidential Supplement**") and on

hearing the submissions of counsel for the Monitor, the Applicants, The Toronto-Dominion Bank ("**TD Bank**"), the Purchaser, Canada Revenue Agency, Oscar Bidco, Inc. o/a Oldcastle Building Envelope, Dean Borys and the Dean Borys Family Trust (2018), National Flooring Limited Partnership and its general partner, 7252359 Manitoba Ltd., Chandos Construction, Kawneer Company Canada, and Sallyport Commercial Finance ULC, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Alecia Iwanchuk sworn July 18, 2023 and the Affidavit of Craig Frith sworn July 21, 2023; all filed:

INTERPRETATION

1. Unless otherwise defined herein, capitalized terms appearing in this Order will have the meanings given to them in the AVO.

INCREASE TO THE ADMINISTRATION CHARGE

2. THIS COURT ORDERS that the Administration Charge (as that term is defined in the Amended and Restated Initial Order of the Honourable Mr. Justice Bock dated February 14, 2023 (the "**ARIO**") be increased from \$500,000 to \$1,000,000.

EXTENSION OF THE STAY PERIOD

3. THIS COURT ORDERS that the Stay Period (as that term is defined in the ARIO) is hereby extended from July 28, 2023 to September 12, 2023.

APPROVALS

4. THIS COURT ORDERS that the Second Report, the Confidential Supplement, and the activities, actions, and conduct described therein are hereby approved.

5. THIS COURT ORDERS that the fees and disbursements of the Monitor, its legal counsel, McDougall Gauley LLP, and the Applicants' legal counsel, MLT Aikins LLP, as set out in the Second Report are hereby approved.

THE SECOND AMENDED LOAN AGREEMENT

6. THE COURT ORDERS that the Applicants are authorized to execute the Second Amendment to Interim Facility Loan Agreement (the “**Second Amended Loan Agreement**”) attached as Appendix “C” to the Second Report is hereby approved. The Monitor is authorized and directed to use the funds made available to the Applicants under paragraph 2.1(a)(i) of the Second Amended Loan Agreement to pay the Applicants' professional fee arrears as detailed in the Second Report.

DISTRIBUTION

7. THIS COURT ORDERS that the Monitor shall make the following interim distributions from the Net Proceeds:

- (a) first, to reduce the amounts presently owed by the Applicants and secured by the Administration Charge:
 - (i) to Deloitte Restructuring Inc., \$247,132 on account of the Monitor's outstanding fees and disbursements;
 - (ii) to McDougall Gauley LLP, \$185,208 on account of its outstanding fees and disbursements;
 - (iii) to MLT Aikins LLP, \$201,545 on account of its outstanding fees and disbursements;
- (b) second, in satisfaction of the DIP Lender's Charge, to TD Bank, the repayment of the DIP Facility to the maximum amount of \$2,350,000.

MISCELLANEOUS MATTERS

8. THIS COURT ORDERS that the Monitor may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

9. 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 Applicants, the Monitor and their 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 Applicants or the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Applicants, the Monitor and their agents in carrying out the terms of this Order.

July ____, 2023

Ted Bock Digitally signed by Ted Bock
Date: 2023.07.27 12:12:47
-05'00'

BOCK, J.

I, Craig Frith, of the firm of McDougall Gauley LLP, hereby certify that I have received the consents as to form of the following parties:

J.J. Burnell, MLT Aikins LLP, counsel for the Applicants

Tom Cumming, Gowling WLG, counsel for The Toronto-Dominion Bank

Penny Piper, Department of Justice (Canada), counsel for Canada Revenue Agency

Jared Wheeler, Holloway Thliveris LLP, counsel for Oscar Bidco, Inc. o/a Oldcastle Building Envelope

Brian Roach, Tapper Cuddy LLP, counsel for Dean Borys and the Dean Borys Family Trust (2018)

Ross McFadyen, Thompson Dorfman Sweatman LLP, counsel for National Flooring Limited Partnership and its general partner, 7252359 Manitoba Ltd.

Jonathan Hillson, Bennett Jones LLP, counsel for Chandos Construction

Kelsey Meyer, Bennett Jones LLP, counsel for Kawneer Company Canada

Graham Phoenix, Loopstra Nixon LLP, counsel for Sallyport Commercial Finance ULC

AS DIRECTED BY THE HONOURABLE MR. JUSTICE BOCK