

Court File No. CI 23-01-39360

**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

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**ORDER  
(DISTRIBUTION, DISCHARGE, AND CCAA TERMINATION)  
DATE OF HEARING: JULY 18, 2024 AT 10:00 A.M.  
THE HONOURABLE MR. JUSTICE BOCK**

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**THE KING'S BENCH**  
**WINNIPEG CENTRE**

THE HONOURABLE ) the 18<sup>th</sup> day of July, 2024  
MR. JUSTICE BOCK )

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

**ORDER**  
**(DISTRIBUTION, DISCHARGE, AND CCAA TERMINATION )**

THIS MOTION, made by BDO Canada Limited in its capacity as the Court-appointed monitor (the "**Monitor**") of Polar Window of Canada Ltd., Accurate Dorwin (2020) Inc. ("**Accurate Dorwin**"), Glass 8 Inc., National Interiors (2021) Inc., 12986647 Canada Ltd. o/a Allsco Windows & Doors ("**Allsco**"), 12986591 Canada Ltd. o/a Alweather Windows & Doors, Polar Holding Ltd., 10064720 Manitoba Ltd. and 12986914 Canada Ltd. (collectively, the "**Applicants**") for an order (i) abridging the time for service; (ii) discharging, releasing, and termination the DIP Lender's Charge, the Directors' Charge, and the KERP Charge (as defined in the Amended and Restated Initial Order of the Honourable Mr. Justice Bock dated February 14, 2023 (the "**ARIO**")); (iii) authorizing and directing the Monitor to make certain distributions; (iv) discharging the Monitor; (v) approving the Ninth Report of the Monitor dated July 17, 2024 (the "**Ninth Report**") and the Monitor's activities, actions, conduct, and professional fees and disbursements

(including the Monitor's legal counsel's professional fees and disbursements) set out therein; and (vi) releasing certain parties from any and all liabilities in relation to their acts or omissions these proceedings, save and except for claims arising from their gross negligence or wilful misconduct, was heard this day at the Law Courts Building at 408 York Avenue, in the City of Winnipeg, Manitoba.

ON READING the Ninth Report and on hearing the submissions of counsel for the Monitor, The Toronto-Dominion Bank ("**TD Bank**"), Canada Revenue Agency ("**CRA**"), Employment and Social Development Canada ("**ESDC**"), and Sallyport Commercial Finance ULC ("**SPCF**"), no one appearing for any other person on the Service List, although properly served as appears from the affidavit of Shelby Braun affirmed July 17, 2024; all filed:

## **INTERPRETATION**

1. THIS COURT ORDERS that, unless otherwise defined in this Order, capitalized terms appearing in this Order will have the meanings given to them in the ARIO.

## **SERVICE**

2. THIS COURT ORDERS that the time for service of the Ninth Report and the Monitor's draft Order (**Distribution, Discharge, and CCAA Termination**) is hereby abridged and validated and hereby dispenses with further service thereof.

## **CHARGES**

3. THIS COURT ORDERS that the DIP Lender's Charge, the Directors' Charge, and the KERP Charge are hereby discharged, released, and terminated.

## DISTRIBUTIONS

4. THIS COURT ORDERS that that the Monitor shall be authorized and directed to retain a holdback in the amount of \$115,000 (the "**Monitor's Holdback**") from the proceeds of the Amended Transaction (the "**Trust Funds**") on account of further fees and disbursements of the Monitor and its legal counsel, and apply from time to time the amounts so held against such further fees and disbursements, as well as the \$14,976 invoice of the Applicants' counsel, MLT Aikins LLP, appended to the Ninth Report of the Monitor dated July 17, 2024, without the requirement of taxation or passing of accounts.

5. THIS COURT ORDERS that that the Monitor shall be directed and authorized to make the following distributions from the Trust Funds:

- (a) first, \$101,547 to CRA;
- (b) second, \$24,433 to Service Canada; and
- (c) third, from the remaining Trust Funds attributable to the Property of Accurate Dorwin, \$89,602 to TD Bank;
- (d) fourth, from the remaining Trust Funds attributable to the Property of Allsco:
  - (i) \$23,524 to Sallyport Commercial Finance ULC; and
  - (ii) \$68,793 to TD Bank;
- (e) finally, the entirety of any residual amounts left over from the Monitor's Holdback after the payment of the Monitor and its legal counsel's final invoices to TD Bank.

## APPROVALS

6. THIS COURT ORDERS that the Ninth Report, and the Monitor's activities, actions, and conduct described therein, including the Monitor's Statement of Receipts and Disbursements for the period of February 10, 2023 to July 17, 2024, are hereby approved.

7. THIS COURT ORDERS that the Amended Estimated Monitor Fees and the Amended Estimated Legal Fees (as those terms are defined in the Ninth Report) are hereby approved.

#### **TERMINATION OF THE CCAA**

8. THIS COURT ORDERS that upon payment of the amounts set out in paragraph 4 of this Order and the filing of the Monitor's Certificate substantially in the form as attached as Schedule "A" hereto confirming that the administration of the within proceedings has been completed to the Monitor's satisfaction:

- (a) the Administration Charge shall be discharged, terminated, and released;
- (b) the within proceedings shall be terminated without any other act or formality, save and except as provided in this Order; provided, however, that nothing in this Order affects the validity of any Orders made in these proceedings or any actions or steps taken by any Person;
- (c) the Monitor shall be discharged as Monitor of the Applicants and shall have no further duties, obligations, or responsibilities as Monitor; provided, however, that notwithstanding its discharge herein:
  - (i) the Monitor shall remain Monitor for the performance of such incidental duties as may be required to complete the administration of the proceedings herein; and
  - (ii) the Monitor shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of Deloitte Restructuring Inc. and BDO Canada Limited in their capacities as Monitor.

#### **RELEASES**

9. THIS COURT ORDERS that once the Monitor's Certificate is filed:

- (a) Deloitte Restructuring Inc., the Monitor, McDougall Gauley LLP, The Toronto-Dominion Bank, Gowling WLG (Canada) LLP, and MLT Aikins

LLP, and their respective, directors, officers, shareholders, partners, employees, agents, executor, successors, administrators, and assigns (collectively, the "**Released Parties**") shall be released and discharged from any and all liabilities they now have or may have by reason of, or in any way arising out of, their acts or omissions in relation to these proceedings, save and except for liabilities arising from the Released Parties' gross negligence or willful misconduct; and

- (b) no action or other proceeding shall be commenced against the Released Parties, except with prior leave of this Court on notice to the applicable Released Parties.

### MISCELLANEOUS MATTERS

10. 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 \_\_, 2024

Ted Bock

Digitally signed by Ted Bock  
Date: 2024.07.25 09:53:04 -05'00'

BOCK, J.

**Schedule A – Form of Monitor's Certificate**

Court File No. CI 23-01-39360

**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

**MONITOR'S CERTIFICATE**

**RECITALS**

A. Pursuant to an Order of the of the Honourable Justice Bock of the Manitoba Court of King's Bench (the "**Court**") dated February 14, 2023, Deloitte Restructuring Inc. ("**Deloitte**") was appointed as the Monitor 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**").

B. Pursuant to an Order of the Honourable Justice Martin of the Court dated December 22, 2023, BDO Canada Limited was substituted in place of Deloitte as the *CCAA* monitor (the "**Monitor**").

C. Pursuant to an Order of the of the Honourable Justice Bock of the Court dated July 18, 2024, the Court approved the Monitor's discharge, to be effective upon the filing by the Monitor with the Court of a Monitor's Certificate confirming the administration of the within proceedings has been completed to the Monitor's satisfaction.

THE MONITOR CERTIFIES that:

1. The administration of the within proceedings has been completed to the Monitor's satisfaction.

**BDO Canada Limited, in its capacity as Monitor 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., and not in its personal or corporate capacity**

Per: \_\_\_\_\_  
Name:  
Title: