



**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE REGIONAL ) WEDNESDAY, THE 29th  
SENIOR JUSTICE MORAWETZ )  
DAY OF JANUARY, 2014

BETWEEN:

**COMERICA BANK**

Applicant

- and -

**ARXX BUILDING PRODUCTS INC., ARXX CORPORATION, ARXX BUILDING  
PRODUCTS U.S.A. INC., ECB HOLDINGS, LLC, APS HOLDINGS, LLC, UNISAS  
HOLDINGS, LLC, AND ECO-BLOCK INTERNATIONAL, LLC**

Respondents

**DISTRIBUTION ORDER**

**THIS MOTION**, made by Duff & Phelps Canada Restructuring Inc., in its capacity as the Court-appointed receiver (in such capacity, the "**Receiver**") of the undertaking, property and assets of ARXX Building Products Inc., ARXX Corporation, ARXX Building Products U.S.A. Inc., ECB Holdings, LLC, APS Holdings, LLC, UNISAS Holdings, LLC, and Eco-Block International, LLC (collectively, the "**ARXX Group**") for an Order in substantially the form set out at Tab 4 of the Receiver's Motion Record was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Receiver's Motion Record, filed, in respect of this motion, including the Notice of Motion, and the Receiver's Second Report, dated January 22, 2014 (the "**Second Report**");

AND UPON hearing the submissions of counsel for each of the Receiver, Airlite Plastics Co. (the “Purchaser”) and Comerica Bank (the “Bank”), no one else appearing for any other person on the service list, although duly served as appears from the affidavits of service of Elizabeth Nigro sworn January 23, 2014, and January 24, 2014, filed;

**TIME FOR SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein be and is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

**APPROVAL OF RECEIVER’S FIRST REPORT [AND SECOND REPORT] AND RECEIVER’S ACTIVITIES**

2. **THIS COURT ORDERS** that the Receiver’s First Report, dated December 19, 2013, is hereby approved and all of the actions and activities of the Receiver described therein are hereby approved.

3. **THIS COURT ORDERS** that the Second Report is hereby approved and all of the actions and activities of the Receiver described therein are hereby approved.

**AUTHORIZATION OF DISTRIBUTION**

4. **THIS COURT ORDERS** that the distribution of US\$1.5 million by the Receiver to the Bank, following the closing of the transactions contemplated in the Asset Purchase Agreement, is hereby approved.

5. **THIS COURT ORDERS** that, subject to reasonable reserves in the discretion of the Receiver (including, without limitation, for any priority claims and the Receiver’s costs of administration), the Receiver may make one or more distributions to the Bank in an aggregate amount equivalent to the ARXX Group’s indebtedness to the Bank, and that the same be and are hereby approved.

**SEALING OF CONFIDENTIAL VALUATION INFORMATION**

6. **THIS COURT ORDERS** that the Confidential Appendix 1 to the Second Report be and is hereby sealed until further order of this Honourable Court.

**GENERAL**

7. **THIS COURT ORDERS** that this Order shall have full force and effect in all provinces and territories in Canada against all persons, firms, corporations, governmental, municipal and regulatory authorities against whom it may be enforceable.

8. **THIS COURT ORDERS AND REQUESTS** the aid and recognition of any court or any judicial, regulatory or administrative body in any province or territory of Canada and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province to act in aid of and to be complementary to this Court 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 as may be necessary or desirable to give effect to this Order or to assist the Trustee and its agents in carrying out the terms of this Order.



A handwritten signature in black ink, appearing to read "A. H. Aronoff R.S.T.", is written over a horizontal line.

ENTERED AT / INSCRIT À TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:

JAN 29 2014

NB

COMERICA BANK

and

ARXX BUILDING PRODUCTS INC., ARXX CORPORATION,  
ARXX BUILDING PRODUCTS U.S.A. INC., ECB HOLDINGS,  
LLC, APS HOLDINGS, LLC, UNISAS HOLDINGS, LLC, AND  
ECO-BLOCK INTERNATIONAL, LLC  
RESPONDENTS

Court File No. CV-13-10353-00CL

APPLICANT

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

Proceedings commenced in Toronto

**DISTRIBUTION ORDER**

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the receiver for ARXX Building  
Products Inc., ARXX Corporation,  
ARXX Building Products U.S.A. Inc.,  
ECB Holdings, LLC, APS Holdings,  
LLC, UNISAS Holdings LLC, and  
Eco-Block International, LLC