



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

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE REGIONAL ) TUESDAY, THE 24TH  
SENIOR JUSTICE MORAWETZ ) DAY OF JUNE, 2014

B E T W E E N:

**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

**RECEIVER'S DISCHARGE 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 5 of the Receiver's Motion Record was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Receiver's Motion Record in respect of this motion, filed, the Receiver's Third Report dated June 13, 2014 (the "**Third Report**"), filed, the affidavit of David Sieradzki sworn June 13, 2014 (the "**Sieradzki Affidavit**"), filed, and the affidavit of Lily Coodin sworn June 13, 2014 (the "**Coodin Affidavit**"), filed;

AND UPON hearing the submissions of counsel for the Receiver, no one else appearing for any other person on the service list, although duly served as appears from the affidavit of service of Elizabeth Nigro sworn June 13, 2014, filed,

**APPROVAL OF THE RECEIVER'S THIRD REPORT AND ACTIVITIES**

1. **THIS COURT ORDERS** that the Third Report, including the Receiver's Statement of Receipts and Disbursements for the period from December 9, 2013, to June 13, 2014, and the actions and activities of the Receiver set out therein are hereby approved.

**APPROVAL OF FEES AND DISBURSEMENTS OF RECEIVER AND COUNSEL FOR THE RECEIVER**

2. **THIS COURT ORDERS** that the fees and disbursements of the Receiver for the period December 9, 2013, to May 31, 2014, as described in the Third Report and the Sieradzki Affidavit, are hereby approved.

3. **THIS COURT ORDERS** that the fees and disbursements of Torys LLP, counsel for the Receiver, for the period November 26, 2013, to June 11, 2014, as described in the Receiver's Third Report and the Coodin Affidavit, are hereby approved.

4. **THIS COURT ORDERS** that the Fee Accrual (as defined in the Third Report) is hereby approved.

**DISCHARGE OF RECEIVER**

5. **THIS COURT ORDERS** that, upon the filing by the Receiver of a certificate in the form attached as **Schedule "A"** hereto (the "**Discharge Certificate**") certifying that it has completed the other activities described in the Third Report, Duff & Phelps Canada Restructuring Inc. shall be discharged as Receiver of the undertaking, property and assets of the ARXX Group, provided, however, that notwithstanding its discharge herein:

- (i) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein;
- (ii) the Receiver shall continue to have the benefit of the provisions of all orders made in this proceeding, including all approvals, charges, protections and stays of proceedings in favour of Duff & Phelps Canada Restructuring Inc., in its capacity as Receiver.

6. **THIS COURT ORDERS AND DECLARES** that Duff & Phelps Canada Restructuring Inc. is hereby released and discharged from any and all liability that Duff & Phelps Canada Restructuring Inc. now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of Duff & Phelps Canada Restructuring Inc. while acting in its capacity as Receiver in these proceedings, save and except its gross negligence or willful misconduct. Without limiting the generality of the foregoing, Duff & Phelps Canada Restructuring Inc. is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within proceedings, save and except for any gross negligence or willful misconduct on the Receiver's part.

7. **THIS COURT ORDERS** that no action or other proceeding shall be commenced against the Receiver in any way arising from or related to its capacity or conduct as Receiver except with prior leave of this Honourable Court and on prior written notice to the Receiver.

#### **FURTHER ADVICE AND DIRECTION**

8. **THIS COURT ORDERS** that, notwithstanding the discharge of the Receiver, the Receiver is hereby granted leave to apply to this Honourable Court for such further advice, direction or assistance as may be necessary to give effect to the terms of this Order.

#### **GENERAL**

9. **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.

10. **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 Receiver and its agents in carrying out the terms of this Order.

  
\_\_\_\_\_

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

JUN 24 2014



**Schedule A – Form of Receiver’s Discharge Certificate**

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

B E T W E E N:

**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

**APPLICATION UNDER SECTION 243 OF THE *BANKRUPTCY AND INSOLVENCY  
ACT, R.S.C. 1985, C. B-3, AS AMENDED, AND SECTION 101 OF THE  
COURTS OF JUSTICE ACT, R.S.O. 1990, C. C.43, AS AMENDED***

**RECEIVER’S DISCHARGE CERTIFICATE**

WHEREAS pursuant to an Order of the Honourable Regional Senior Mr. Justice Morawetz of the Ontario Superior Court of Justice (Commercial List) made June 24, 2014 (the “**Discharge Order**”), Duff & Phelps Canada Restructuring Inc. was discharged as receiver (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**”), and not in its personal or corporate capacity, with such discharge to be effective upon the Receiver filing a certificate with this Honourable Court certifying that it has completed the activities described in the Third Report (as defined in the Discharge Order) and in connection with the receivership proceedings.

THE UNDERSIGNED HEREBY CERTIFIES as follows:

1. In accordance with Paragraph 5 of the Discharge Order, the activities described in the Third Report and those necessary to complete the receivership proceedings have been completed.

DATED at Toronto, Ontario this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

**DUFF & PHELPS CANADA  
RESTRUCTURING INC., in its capacity as  
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 RICHTER  
INC., and not in its personal or corporate  
capacity**

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

Name: David Sieradzki

Title: Managing Director

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

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APPLICANT

RESPONDENTS

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

Proceedings commenced in Toronto

**RECEIVER'S DISCHARGE ORDER**

**Torys LLP**

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Lawyers for Duff & Phelps Canada  
Restructuring, Inc., in its capacity as  
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