

**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**

**MOTION RECORD
(RETURNABLE JUNE 24, 2014)
RE: RECEIVER DISCHARGE**

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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



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TAB 1

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
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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**

**NOTICE OF MOTION
(Returnable Tuesday, June 24, 2014)**

Duff & Phelps Canada Restructuring Inc. (“D&P”), 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”), will make a motion to a Judge presiding over the Commercial List at 330 University Avenue, Toronto, Ontario, on June 24, 2014, at 10:00 a.m., or as soon after that time as the motion can be heard.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THE MOTION IS FOR AN ORDER, *INTER ALIA*:

- (a) if necessary, abridging the time for the service of this Notice of Motion and the materials filed in support of this motion;

- (b) accepting and approving the Third Report of the Receiver dated June 13, 2014 (the "**Third Report**"), and approving the actions and activities of the Receiver to date;
- (c) discharging the Receiver and terminating the within receivership proceedings upon the filing by the Receiver of a certificate confirming that its administration of the receivership and performance of its obligations under the Appointment Order (as defined below) and other Orders made in these proceedings are complete;
- (d) approving the fees and disbursements of the Receiver for the period from December 9, 2013, through to May 31, 2014, inclusive, all as set out in the affidavit of David Sieradzki sworn June 13, 2014 (the "**Sieradzki Affidavit**");
- (e) approving the fees and disbursements of the Receiver's legal counsel, Torys LLP ("**Torys**"), for the period from November 26, 2013, through to June 11, 2014, inclusive, all as set out in the affidavit of Lily Coodin sworn June 13, 2014 (the "**Coodin Affidavit**"); and
- (f) such further and other relief as this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

1. On December 9, 2013, this Honourable Court granted an order (the "**Appointment Order**") appointing D&P as the Receiver of the undertaking, property, and assets of the ARXX Group pursuant to Section 243 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "**BIA**"), and Section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended;
2. The ARXX Group was in the business of designing and marketing building products known as insulating concrete forms, which are a green, energy-efficient technology used in residential and commercial construction. The business was operated principally through ARXX Canada, an Ontario Corporation, and ARXX USA, a Delaware company that is a wholly-owned subsidiary of ARXX Canada. ARXX USA was entirely dependent on ARXX Canada and did not operate on a standalone basis;

3. The Appointment Order authorized the Receiver to market any or all of the ARXX Group's property, including advertising and soliciting offers in respect of the property or any part or parts thereof and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate;
4. On December 27, 2013, this Honourable Court granted an order approving the Stalking Horse Agreement dated December 19, 2013, between the Receiver and Airlite Plastics Co. and the related bidding procedures and sale process;
5. On December 30, 2013, a Chapter 15 order was granted by the United States Bankruptcy Court for the District of Delaware. A recognition order and sale approval order were granted by the United States Bankruptcy Court for the District of Delaware on January 31, 2014.
6. On January 29, 2014, this Honourable Court granted an order approving a sale transaction (the "Sale Transaction") between the Receiver and Airlite Plastics Co. (the "Purchaser"), vesting in the Purchaser all of the ARXX Group's right, title and interest in and to the purchased assets, and authorizing certain distributions by the Receiver to Comerica Bank;
7. On February 3, 2014, the Sale Transaction closed;
8. The Receiver has substantially completed the administration of the receivership in respect of the ARXX Group;
9. The Receiver's actions and activities, as described in the Third Report, are lawful and proper, and consistent with its powers and duties under the Appointment Order and further orders made by this Honourable Court in the course of the receivership proceedings, and are in accordance with the provisions of the BIA;
10. Details of the fees and disbursements for which the Receiver and Torys are seeking approval are contained in the Third Report, the Sieradzki Affidavit and the Coodin Affidavit;
11. Circumstances exist that make the Order sought by the Receiver appropriate;
12. All interested parties have been served with the materials in respect of this motion;

13. Rules 1.04, 2.03, 3.02 and 37 of the *Rules of Civil Procedure*, R.S.O. 1990, Reg. 194, as amended; and
14. Such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (a) the Third Report and the exhibits thereto;
- (b) the Sieradzki Affidavit;
- (c) the Coodin Affidavit; and
- (d) such further and other material as counsel may advise and this Honourable Court may permit.

Date: June 13, 2014

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 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

TO: This Honourable Court

AND TO: The Service List

**Service List
As of June 11, 2014**

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AND TO: FOURMARK MANUFACTURING
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AND TO: EPS MOLDERS INC.
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AND TO: C.H. ROBINSON COMPANY
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AND TO: XPO LOGISTICS CANADA INC.
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AND TO: FOAM FABRICATORS INC.
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AND TO: BENCHMARK FOAM INC.
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AND TO: TEGRANT CORPORATION
Packaging Div Colorado Springs
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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

NOTICE OF MOTION

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LLC, UNISAS Holdings, LLC, and
Eco-Block International, LLC



TAB2

**Third Report of
Duff & Phelps Canada Restructuring Inc.
as Receiver of ARXX Building Products Inc.,
ARXX Building Products U.S.A. Inc., ARXX
Corporation, ECB Holdings, LLC, APS
Holdings, LLC, Unisas Holdings, LLC and
Eco-Block International, LLC**

June 13, 2014

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COURT FILE NO: CV-13-10353-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

COMERICA BANK

APPLICANT

- AND -

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

RESPONDENTS

THIRD REPORT OF
DUFF & PHELPS CANADA RESTRUCTURING INC.
AS RECEIVER

JUNE 13, 2014

1.0 Introduction

1. This report ("Report") is filed by Duff & Phelps Canada Restructuring Inc. ("D&P") in its capacity as receiver ("Receiver") of the properties, assets and undertakings of ARXX Building Products Inc. ("ARXX Canada"), ARXX Building Products U.S.A. Inc. ("ARXX USA"), ARXX Corporation, ECB Holdings, LLC, APS Holdings, LLC, Unisas Holdings, LLC and Eco-Block International, LLC (collectively, the "ARXX Group").
2. Pursuant to an Order of the Ontario Superior Court of Justice (Commercial List) ("Court") made on December 9, 2013 ("Receivership Order"), D&P was appointed Receiver of the ARXX Group. Copies of the Receivership Order and the Endorsement of the Honourable Justice Morawetz dated December 9, 2013, are attached as Appendix "A".

3. On December 30, 2013, the Receiver, as Foreign Representative, commenced proceedings in the United States Bankruptcy Court for the District of Delaware ("US Court") seeking recognition of the Canadian receivership proceedings as foreign main proceedings under Chapter 15 of the *US Bankruptcy Code*. On December 30, 2013, the US Court entered an order granting provisional relief in aid of the Canadian proceeding (the "Provisional Order"). On January 31, 2014, the US Court extended the relief granted by the Provisional Order by entering an order that, among other things, recognized the Canadian proceedings as foreign main proceedings (the "Recognition Order"). A copy of the Recognition Order is attached as Appendix "B".
4. The primary purpose of these receivership proceedings was to allow ARXX Group's business to continue to operate while a Court-approved "stalking horse" sale process for its business and assets was carried out in a stabilized environment ("Sale Process").

1.1 Purposes of this Report

1. The purposes of this Report are to:
 - a) Provide background information about the ARXX Group and these proceedings, including the Court-approved transaction with Airlite Plastics Co. (the "Airlite Transaction") resulting from the Sale Process;
 - b) Recommend that the Receiver be discharged of its duties and obligations under the Receivership Order, subject to the filing of a certificate with this Honourable Court (the "Discharge Certificate");
 - c) Summarize the few outstanding issues in these proceedings which the Receiver intends to complete prior to filing the Discharge Certificate;
 - d) Provide an overview of the Receiver's activities since January 22, 2014, the date of its second report to Court (the "Second Report"); and
 - e) Recommend that this Honourable Court issue an Order:
 - Discharging the Receiver upon the filing of the Discharge Certificate;
 - Releasing the Receiver from any and all liability that D&P now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of D&P while acting as Receiver, save and except for any gross negligence or wilful misconduct on the Receiver's part;
 - Approving the Receiver's activities, as described in this Report; and

- Approving the fees and disbursements of the Receiver for the period December 9, 2013 to May 31, 2014 and its legal counsel, Torys LLP ("Torys"), for the period November 26, 2013 to June 11, 2014, plus an accrual of \$40,000 (the "Fee Accrual") to cover the remaining fees and disbursements of the Receiver, Torys and Young Conaway Stargatt & Taylor, LLP ("YCST"), the Receiver's US legal counsel.

1.2 Currency

1. Unless otherwise noted, all currency references in this Report are in Canadian dollars.

2.0 Background

1. The ARXX Group designed and marketed building products known as insulating concrete forms ("ICF"). ICF is an environmentally friendly and energy efficient technology system of formwork for structural walls and floors of buildings used in residential and commercial construction. The forms are used to hold fresh concrete, which provide insulation for the structures they enclose.
2. The ARXX Group's principal line of business was selling ICF. The ARXX Group purchased ICF on a "just-in-time" basis from various suppliers and immediately shipped the product to customers, primarily consisting of distributors, general contractors and builders. The ARXX Group also hired subcontractors to install ICF for commercial customers. These projects, depending on size, typically took two to three months to complete.
3. The ARXX Group operated from leased premises in Cobourg, Ontario, which served as its head office.
4. At the commencement of these proceedings, ARXX Canada and ARXX USA employed nine and seven individuals, respectively. The workforce was not unionized and it did not maintain any registered pension plans.
5. Further information about the ARXX Group and its background and copies of materials filed in the receivership proceedings can be found on the Receiver's website at: <http://www.duffandphelps.com/intl/en-ca/Pages/RestructuringCases.aspx>.

2.1 The Airlite Transaction

1. In accordance with a Court order made on December 27, 2013, the Receiver carried out the Sale Process. Airlite Plastics Co. (the "Purchaser") acted as the stalking horse in the Sale Process. The Sale Process resulted in the Purchaser being declared the "successful bidder".

2. Pursuant to a Court order made on January 29, 2014, the Court approved the Airlite Transaction, which provided for the sale of substantially all of ARXX Group's business and assets ("Sale Approval Order"). The purchase price under the Airlite Transaction was approximately US\$3.2 million.
3. On January 31, 2014, the US Court recognized the Sale Approval Order. The Airlite Transaction closed on February 3, 2014.
4. Following completion of the Airlite Transaction, all of the ARXX Group employees were terminated. Two of the employees were subsequently hired by the Purchaser.

2.2 Comerica Bank and Distributions in these Proceedings

1. At the commencement of these proceedings, the Company's principal secured creditor was Comerica Bank ("Comerica"). Comerica is also the Applicant in these proceedings. According to Comerica's application materials, it was owed approximately US\$3.6 million from the ARXX Group.
2. Comerica was repaid in full over the course of these proceedings in accordance with a distribution order made by the Court on January 29, 2014 ("Distribution Order"), a copy of which is attached as Appendix "C". The distributions to Comerica were principally funded from proceeds generated from the Airlite Transaction and accounts receivable collections. Comerica also applied cash collateral (US\$750,000) funded by the ARXX Group prior to the receivership proceedings against the secured indebtedness owing from the ARXX Group.
3. The Receiver is not aware of any other secured creditors of the ARXX Group.

3.0 Assets under Administration

1. Attached as Appendix "D" is an interim statement of receipts and disbursements for the period from the commencement of these proceedings to June 13, 2014, reflecting a balance of approximately \$67,000 in the receivership bank accounts. Other than the cash in the estate accounts, the only remaining assets to be realized on are sundry accounts receivable owing from slow paying/delinquent accounts. The expected realizations from these receivables, if any, will not be material.

4.0 Receiver's Discharge

1. Prior to completing its administration, the Receiver intends to:
 - Collect accounts receivable owing from a former customer in accordance with a settlement agreement negotiated by the Receiver, pursuant to which a final instalment of \$25,000 is to be paid on July 23, 2014;

-
- Pay any outstanding post-filing expenses, including professional fees; and
 - File a motion with the US Court, as Foreign Representative, to recognize the proposed Discharge Order, should it be granted, and to terminate the Chapter 15 proceedings.
2. Once the foregoing activities are completed, the Receiver believes it is appropriate for it to be discharged upon filing the Discharge Certificate as its duties and responsibilities under the Receivership Order and other Orders made in these proceedings will have been completed.
 3. In the event that there are surplus funds available after paying all post-filing costs, the Receiver, prior to filing the Discharge Certificate, would bring a motion to approve an allocation of the surplus proceeds among the estates of the ARXX Group entities, and, subject to Court approval, either: (i) seek authority to place into bankruptcy certain or all of the ARXX Group entities in order to utilize the provisions of the *Bankruptcy and Insolvency Act* to distribute the surplus funds to unsecured creditors; or (b) seek authority to make such distributions in the context of these receivership proceedings. The Receiver does not anticipate the surplus, if any, to be material.

5.0 Overview of the Receiver's Activities

1. The Receiver's first report to Court dated December 19, 2013, the Second Report and its activities up to the date of the Second Report were approved by the Court in the Distribution Order. Since then, the Receiver's activities have included the following:
 - Carrying out the Receiver's duties and responsibilities in accordance with the Receivership Order, including overseeing the ARXX Group's operations;
 - Dealing with cash management issues, including paying post-filing expenses from the receivership accounts;
 - Corresponding with McMillan LLP, Comerica's legal counsel, Torys and YCST regarding various receivership matters;
 - Reviewing all documentation filed in the US Court in connection with the ongoing Chapter 15 proceedings;
 - Attending at US Court via teleconference for the Recognition and Sale Approval hearing on January 31, 2014;
 - Completing the Transaction;

-
- Corresponding extensively with representatives of the Purchaser to deal with post-closing matters;
 - Arranging for the return of certain leased assets;
 - Disclaiming the lease for ARXX Group's head office;
 - Corresponding extensively with key stakeholders in these proceedings, including Comerica, employees, customers and suppliers;
 - Reconciling accounts receivable collections;
 - Dealing with sundry inventory realizations;
 - Filing the Company's monthly Harmonized Sales Tax returns;
 - Making distributions to Comerica in accordance with the Distribution Order;
 - Negotiating settlements with various customers;
 - Drafting this Report; and
 - Other matters pertaining to the administration of this mandate.

6.0 Professional Fees

1. The fees (excluding disbursements and HST) of the Receiver for the period December 9, 2013 to May 31, 2014 and for Torys for the period November 26, 2013 to June 11, 2014 total \$290,436.25 and \$226,531.00, respectively. Detailed invoices in respect of the fees and disbursements of the Receiver and Torys for these periods are provided in appendices to the affidavits filed by D&P and Torys in the accompanying motion materials.
2. The average hourly rate for the Receiver and Torys for the referenced billing period was \$391.56 and \$635.79, respectively.
3. The Receiver is of the view that the hourly rates and number of hours charged by Torys are consistent with the rates and hours charged by law firms practicing in the area of insolvency in the Toronto market, and that the fees charged are reasonable and appropriate in the circumstances.

4. The Receiver also engaged YCST, as its U.S. counsel for the Chapter 15 proceedings. YCST's fees (excluding disbursements) for the period December 9, 2013 to May 31, 2014 total approximately US\$55,000. In order to avoid unnecessary costs, given the relative quantum of the fees and disbursements of YCST, the Receiver has treated these costs as disbursements of the Receiver for the purpose of the within motion and has not sought to obtain a separate fee affidavit from YCST in respect of these costs. The Receiver believes that the fees and disbursements of YCST are fair and reasonable in the circumstances.
5. The Receiver believes that the Fee Accrual should be sufficient to cover its fees and the fees of Torys and YCST to the completion of these proceedings, including preparing this Report and the accompanying motion materials, attending at the discharge motion, dealing with the outstanding matters detailed in this Report, bringing the Chapter 15 proceedings to a close and dealing with sundry issues, if any.
6. As noted above, the known secured creditors of the ARXX Group were repaid in full over the course of these proceedings in accordance with the Distribution Order. Given that the ARXX Group's unsecured creditors are the parties with an economic interest in these proceedings, the Receiver has served a copy of this Motion Record on the eight largest unsecured creditors, representing approximately 67% in value of the known unsecured claims against the ARXX Group. The Receiver will update the Court at the return of this motion should it receive feedback from any stakeholder in respect of any of the relief sought, including in respect of the professional fees for which approval is being sought.

7.0 Conclusion and Recommendation

1. Based on the foregoing, the Receiver respectfully recommends that this Honourable Court make an Order granting the relief detailed in Section 1.1 of this Report.

* * *

All of which is respectfully submitted,

Duff + Phelps Canada Restructuring Inc.

**DUFF & PHELPS CANADA RESTRUCTURING INC.
IN ITS CAPACITY AS RECEIVER OF
ARXX BUILDING PRODUCTS INC., ARXX BUILDING PRODUCTS USA INC., ARXX
CORPORATION, ECB HOLDINGS, LLC, APS HOLDINGS, LLC,
UNISAS HOLDINGS, LLC AND ECO-BLOCK INTERNATIONAL, LLC
AND NOT IN ITS PERSONAL CAPACITY**

Appendix "A"

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE *MR*
JUSTICE *MORAWIEZ*

)
)
)

MONDAY, THE 9TH
DAY OF DECEMBER, 2013

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
ECO-BLOCK INTERNATIONAL, LLC**

Respondents

ORDER

THIS APPLICATION made by the Applicant for an Order pursuant to section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "BIA") and section 101 of the *Courts of Justice Act*, R.S.O. 1990, c. C.43, as amended (the "CJA") appointing Duff & Phelps Canada Restructuring Inc. ("D&P") as receiver (in such capacities, the "Receiver") without security, of all of the assets, undertakings and properties 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 "Debtor") acquired for, or used in relation to a business carried on by the Debtor, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Michael Moore sworn December 6, 2013 and the Exhibits thereto and on hearing the submissions of counsel for the Applicant, no one appearing for counsel for the Respondents although duly served as appears from the affidavit of service of [NAME] sworn [DATE] and on reading the consent of Duff & Phelps Canada Restructuring Inc. to act as the Receiver,

SERVICE

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

2. THIS COURT ORDERS THAT the E-Service Protocol of the Commercial List (the "Protocol") is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Protocol (which can be found on the Commercial List website at <http://www.ontariocourts.ca/scj/to-protocol/>) shall be valid and effective service. Subject to Rule 17.05 this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the Rules of Civil Procedure. Subject to Rule 3.01(d) of the Rules of Civil Procedure and paragraph 21 of the Protocol, service of documents in accordance with the Protocol will be effective on transmission.

APPOINTMENT

3. THIS COURT ORDERS that pursuant to section 243(1) of the BIA and section 101 of the CJA, Duff & Phelps Canada Restructuring Inc. is hereby appointed Receiver, without security, of all of the assets, undertakings and properties of the Debtor acquired for, or used in relation to a business carried on by the Debtor, including all proceeds thereof (the "Property").

RECEIVER'S POWERS

4. THIS COURT ORDERS that the Receiver is hereby empowered and authorized, but not obligated, to act at once in respect of the Property and, without in any way limiting the generality of the foregoing, the Receiver is hereby expressly empowered and authorized to do any of the following where the Receiver considers it necessary or desirable:

- (a) to take possession of and exercise control over the Property and any and all proceeds, receipts and disbursements arising out of or from the Property;
- (b) to receive, preserve, and protect of the Property, or any part or parts thereof, including, but not limited to, the changing of locks and security codes, the relocating of Property to safeguard it, the engaging of independent security personnel, the taking of physical inventories and the placement of such insurance coverage as may be necessary or desirable;
- (c) to manage, operate, and carry on the business of the Debtor, including the powers to enter into any agreements, incur any obligations in the ordinary course of business, cease to carry on all or any part of the business, or cease to perform any contracts of the Debtor;
- (d) to engage consultants, appraisers, agents, experts, auditors, accountants, managers, counsel and such other persons from time to time and on whatever basis, including on a temporary basis, to assist with the exercise of the Receiver's powers and duties, including without limitation those conferred by this Order;
- (e) to purchase or lease such machinery, equipment, inventories, supplies, premises or other assets to continue the business of the Debtor or any part or parts thereof;
- (f) to receive and collect all monies and accounts now owed or hereafter owing to the Debtor and to exercise all remedies of the Debtor in collecting such monies, including, without limitation, to enforce any security held by the Debtor;
- (g) to settle, extend or compromise any indebtedness owing to the Debtor;

- (h) to execute, assign, issue and endorse documents of whatever nature in respect of any of the Property, whether in the Receiver's name or in the name and on behalf of the Debtor, for any purpose pursuant to this Order;
- (i) to undertake environmental or workers' health and safety assessments of the Property and operations of the Debtor;
- (j) to initiate, prosecute and continue the prosecution of any and all proceedings and to defend all proceedings now pending or hereafter instituted with respect to the Debtor, the Property or the Receiver, and to settle or compromise any such proceedings. The authority hereby conveyed shall extend to such appeals or applications for judicial review in respect of any order or judgment pronounced in any such proceeding;
- (k) to market any or all of the Property, including advertising and soliciting offers in respect of the Property or any part or parts thereof and negotiating such terms and conditions of sale as the Receiver in its discretion may deem appropriate;
- (l) to sell, convey, transfer, lease or assign the Property or any part or parts thereof out of the ordinary course of business,
 - (i) without the approval of this Court in respect of any transaction not exceeding \$100,000, provided that the aggregate consideration for all such transactions does not exceed \$500,000; and
 - (ii) with the approval of this Court in respect of any transaction in which the purchase price or the aggregate purchase price exceeds the applicable amount set out in the preceding clause;

and in each such case notice under subsection 63(4) of the Ontario *Personal Property Security Act*, or section 31 of the Ontario *Mortgages Act*, or any similar legislation having similar effect in any other applicable

jurisdiction, as the case may be, shall not be required, and in each case the Ontario *Bulk Sales Act* shall not apply.

- (m) to apply for any vesting order or other orders necessary to convey the Property or any part or parts thereof to a purchaser or purchasers thereof, free and clear of any liens or encumbrances affecting such Property;
- (n) to report to, meet with and discuss with such affected Persons (as defined below) as the Receiver deems appropriate on all matters relating to the Property and the receivership, and to share information, subject to such terms as to confidentiality as the Receiver deems advisable;
- (o) to register a copy of this Order and any other Orders in respect of the Property against title to any of the Property;
- (p) to apply for any permits, licences, approvals or permissions as may be required by any governmental authority and any renewals thereof for and on behalf of and, if thought desirable by the Receiver, in the name of the Debtor;
- (q) to enter into agreements with any trustee in bankruptcy appointed in respect of the Debtor, including, without limiting the generality of the foregoing, the ability to enter into occupation agreements for any property owned or leased by the Debtor;
- (r) to exercise any shareholder, partnership, joint venture or other rights which the Debtor may have;
- (s) to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and the Receiver is authorized and empowered to act as a representative in respect of the within proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada; and

- (t) to take any steps reasonably incidental to the exercise of these powers or the performance of any statutory obligations

and in each case where the Receiver takes any such actions or steps, it shall be exclusively authorized and empowered to do so, to the exclusion of all other Persons (as defined below), including the Debtor, and without interference from any other Person.

DUTY TO PROVIDE ACCESS AND CO-OPERATION TO THE RECEIVER

5. THIS COURT ORDERS that (i) the Debtor, (ii) all of the Debtor's current and former directors, officers, employees, agents, accountants, legal counsel and shareholders, and all other persons acting on its instructions or behalf, (iii) any supplier in possession of moulds ("Moulds"), inventory or other goods (jointly, "Inventory") owned by the Debtor and (iv) all other individuals, firms, corporations, governmental bodies or agencies, or other entities having notice of this Order (all of the foregoing, collectively, being "Persons" and each being a "Person") shall forthwith advise the Receiver of the existence of any Property in such Person's possession or control, shall grant immediate and continued access to the Property to the Receiver, and shall deliver all such Property to the Receiver upon the Receiver's request.

6. THIS COURT ORDERS that the release of any Moulds and Inventory that are the subject of a valid possessory lien shall be delivered to the Receiver on the basis that the holder of such a lien shall be entitled to a non-possessory lien against any proceeds of sale of such Moulds or Inventory with such non-possessory lien having the same priority and being equal in amount to the value of its possessory lien immediately prior to release of the Moulds or Inventory to the Receiver.

7. THIS COURT ORDERS that all Persons shall forthwith advise the Receiver of the existence of any books, documents, securities, contracts, orders, corporate and accounting records, and any other papers, records and information of any kind related to the business or affairs of the Debtor, and any computer programs, computer tapes, computer disks, or other data storage media containing any such information (the foregoing, collectively, the "Records") in that Person's possession or control, and shall provide to the Receiver or permit the Receiver to make, retain and take away copies thereof and grant to the Receiver unfettered access to and use of accounting, computer, software and physical facilities relating thereto, provided however that

nothing in this paragraph 5 or in paragraph 6 of this Order shall require the delivery of Records, or the granting of access to Records, which may not be disclosed or provided to the Receiver due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.

8. THIS COURT ORDERS that if any Records are stored or otherwise contained on a computer or other electronic system of information storage, whether by independent service provider or otherwise, all Persons in possession or control of such Records shall forthwith give unfettered access to the Receiver for the purpose of allowing the Receiver to recover and fully copy all of the information contained therein whether by way of printing the information onto paper or making copies of computer disks or such other manner of retrieving and copying the information as the Receiver in its discretion deems expedient, and shall not alter, erase or destroy any Records without the prior written consent of the Receiver. Further, for the purposes of this paragraph, all Persons shall provide the Receiver with all such assistance in gaining immediate access to the information in the Records as the Receiver may in its discretion require including providing the Receiver with instructions on the use of any computer or other system and providing the Receiver with any and all access codes, account names and account numbers that may be required to gain access to the information.

NO PROCEEDINGS AGAINST THE RECEIVER

9. THIS COURT ORDERS that no proceeding or enforcement process in any court or tribunal (each, a "Proceeding"), shall be commenced or continued against the Receiver except with the written consent of the Receiver or with leave of this Court.

NO PROCEEDINGS AGAINST THE DEBTOR OR THE PROPERTY

10. THIS COURT ORDERS that no Proceeding against or in respect of the Debtor or the Property shall be commenced or continued except with the written consent of the Receiver or with leave of this Court and any and all Proceedings currently under way against or in respect of the Debtor or the Property are hereby stayed and suspended pending further Order of this Court.

NO EXERCISE OF RIGHTS OR REMEDIES

11. THIS COURT ORDERS that all rights and remedies against the Debtor, the Receiver, or affecting the Property, are hereby stayed and suspended except with the written consent of the Receiver or leave of this Court, provided however that this stay and suspension does not apply in respect of any "eligible financial contract" as defined in the BIA, and further provided that nothing in this paragraph shall (i) empower the Receiver or the Debtor to carry on any business which the Debtor is not lawfully entitled to carry on, (ii) exempt the Receiver or the Debtor from compliance with statutory or regulatory provisions relating to health, safety or the environment, (iii) prevent the filing of any registration to preserve or perfect a security interest, or (iv) prevent the registration of a claim for lien.

NO INTERFERENCE WITH THE RECEIVER

12. THIS COURT ORDERS that no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right, contract, agreement, licence or permit in favour of or held by the Debtor, without written consent of the Receiver or leave of this Court.

CONTINUATION OF SERVICES

13. THIS COURT ORDERS that all Persons having oral or written agreements with the Debtor or statutory or regulatory mandates for the supply of goods and/or services, including without limitation, all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, utility or other services to the Debtor are hereby restrained until further Order of this Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by the Receiver, and that the Receiver shall be entitled to continue to purchase goods from the Respondents' suppliers, and continue to use the Debtor's current telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the normal prices or charges for all such goods or services received after the date of this Order are paid by the Receiver in accordance with normal payment practices of the Debtor or such other practices as may be agreed upon by the supplier or service provider and the Receiver, or as may be ordered by this Court.

RECEIVER TO HOLD FUNDS

14. THIS COURT ORDERS that all funds, monies, cheques, instruments, and other forms of payments received or collected by the Receiver from and after the making of this Order from any source whatsoever, including without limitation the sale of all or any of the Property and the collection of any accounts receivable in whole or in part, whether in existence on the date of this Order or hereafter coming into existence, shall be deposited into one or more new accounts to be opened by the Receiver (the "Post Receivership Accounts") and the monies standing to the credit of such Post Receivership Accounts from time to time, net of any disbursements provided for herein, shall be held by the Receiver to be paid in accordance with the terms of this Order or any further Order of this Court.

EMPLOYEES

15. THIS COURT ORDERS that all employees of the Debtor shall remain the employees of the Debtor until such time as the Receiver, on the Debtor's behalf, may terminate the employment of such employees. The Receiver shall not be liable for any employee-related liabilities, including any successor employer liabilities as provided for in section 14.06(1.2) of the BIA, other than such amounts as the Receiver may specifically agree in writing to pay, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*.

PIPEDA

16. THIS COURT ORDERS that, pursuant to clause 7(3)(c) of the *Canada Personal Information Protection and Electronic Documents Act*, the Receiver shall disclose personal information of identifiable individuals to prospective purchasers or bidders for the Property and to their advisors, but only to the extent desirable or required to negotiate and attempt to complete one or more sales of the Property (each, a "Sale"). Each prospective purchaser or bidder to whom such personal information is disclosed shall maintain and protect the privacy of such information and limit the use of such information to its evaluation of the Sale, and if it does not complete a Sale, shall return all such information to the Receiver, or in the alternative destroy all such information. The purchaser of any Property shall be entitled to continue to use the personal information provided to it, and related to the Property purchased, in a manner which is in all

material respects identical to the prior use of such information by the Debtor, and shall return all other personal information to the Receiver, or ensure that all other personal information is destroyed.

LIMITATION ON ENVIRONMENTAL LIABILITIES

17. THIS COURT ORDERS that nothing herein contained shall require the Receiver to occupy or to take control, care, charge, possession or management (separately and/or collectively, "Possession") of any of the Property that might be environmentally contaminated, might be a pollutant or a contaminant, or might cause or contribute to a spill, discharge, release or deposit of a substance contrary to any federal, provincial or other law respecting the protection, conservation, enhancement, remediation or rehabilitation of the environment or relating to the disposal of waste or other contamination including, without limitation, the *Canadian Environmental Protection Act*, the *Ontario Environmental Protection Act*, the *Ontario Water Resources Act*, or the *Ontario Occupational Health and Safety Act* and regulations thereunder (the "Environmental Legislation"), provided however that nothing herein shall exempt the Receiver from any duty to report or make disclosure imposed by applicable Environmental Legislation. The Receiver shall not, as a result of this Order or anything done in pursuance of the Receiver's duties and powers under this Order, be deemed to be in Possession of any of the Property within the meaning of any Environmental Legislation, unless it is actually in possession.

LIMITATION ON THE RECEIVER'S LIABILITY

18. THIS COURT ORDERS that the Receiver shall incur no liability or obligation as a result of its appointment or the carrying out the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part, or in respect of its obligations under sections 81.4(5) or 81.6(3) of the BIA or under the *Wage Earner Protection Program Act*. Nothing in this Order shall derogate from the protections afforded the Receiver by section 14.06 of the BIA or by any other applicable legislation.

RECEIVER'S ACCOUNTS

19. THIS COURT ORDERS that the Receiver and counsel to the Receiver shall be paid their reasonable fees and disbursements, in each case at their standard rates and charges, and that the

Receiver and counsel to the Receiver shall be entitled to and are hereby granted a charge (the "Receiver's Charge") on the Property, as security for such fees and disbursements, both before and after the making of this Order in respect of these proceedings, and that the Receiver's Charge shall form a first charge on the Property in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subject to sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

20. THIS COURT ORDERS that the Receiver and its legal counsel shall pass its accounts from time to time, and for this purpose the accounts of the Receiver and its legal counsel are hereby referred to a judge of the Commercial List of the Ontario Superior Court of Justice.

21. THIS COURT ORDERS that prior to the passing of its accounts, the Receiver shall be at liberty from time to time to apply reasonable amounts, out of the monies in its hands, against its fees and disbursements, including legal fees and disbursements, incurred at the normal rates and charges of the Receiver or its counsel, and such amounts shall constitute advances against its remuneration and disbursements when and as approved by this Court.

FUNDING OF THE RECEIVERSHIP

22. THIS COURT ORDERS that the Receiver be at liberty and it is hereby empowered to borrow from the Applicant, by way of a revolving credit or otherwise, such monies from time to time as it may consider necessary or desirable, provided that the outstanding principal amount does not exceed \$500,000 (or such greater amount as this Court may by further Order authorize) at any time, at such rate or rates of interest as it deems advisable for such period or periods of time as it may arrange, for the purpose of funding the exercise of the powers and duties conferred upon the Receiver by this Order, including interim expenditures. The whole of the Property shall be and is hereby charged by way of a fixed and specific charge (the "Receiver's Borrowings Charge") as security for the payment of the monies borrowed, together with interest and charges thereon, in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subordinate in priority to the Receiver's Charge and the charges as set out in sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.

23. THIS COURT ORDERS that neither the Receiver's Borrowings Charge nor any other security granted by the Receiver in connection with its borrowings under this Order shall be enforced without leave of this Court.

24. THIS COURT ORDERS that the Receiver is at liberty and authorized to issue certificates substantially in the form annexed as Schedule "A" hereto (the "Receiver's Certificates") for any amount borrowed by it pursuant to this Order.

25. THIS COURT ORDERS that the monies from time to time borrowed by the Receiver pursuant to this Order or any further order of this Court and any and all Receiver's Certificates evidencing the same or any part thereof shall rank on a *pari passu* basis, unless otherwise agreed to by the holders of any prior issued Receiver's Certificates.

GENERAL

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

27. THIS COURT ORDERS that nothing in this Order shall prevent the Receiver from acting as a trustee in bankruptcy of the Debtor.

28. 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.

29. THIS COURT ORDERS that the Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order, and that the Receiver is authorized and empowered to act as a representative in respect of the within

proceedings for the purpose of having these proceedings recognized in a jurisdiction outside Canada.

30. THIS COURT ORDERS THAT the Receiver be at liberty and is hereby authorized and empowered to apply as foreign representative to the United States Bankruptcy Court for relief pursuant to the *United States Bankruptcy Code*, 11 U.S.C. §§101-1330, as amended and if such relief is granted is authorized to take such other steps with respect thereto as it may deem appropriate from time to time.

31. THIS COURT ORDERS that the Applicant shall have its costs of this motion, up to and including entry and service of this Order, provided for by the terms of the Applicant's security or, if not so provided by the Applicant's security, then on a substantial indemnity basis to be paid by the Receiver from the Debtor's estate with such priority and at such time as this Court may determine.

32. THIS COURT ORDERS that any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to the Receiver and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may order.



U.S. BANKRUPTCY COURT
SOUTHERN DISTRICT OF CALIFORNIA
LEWIS & CLARK COURT HOUSE
SAN FRANCISCO, CALIFORNIA



DEC - 9 2013

SCHEDULE "A"

RECEIVER CERTIFICATE

CERTIFICATE NO. _____

AMOUNT \$ _____

1. THIS IS TO CERTIFY that Duff & Phelps Canada Restructuring Inc., the receiver (the "Receiver") of the assets, undertakings and properties 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 acquired for, or used in relation to a business carried on by the Debtor, including all proceeds thereof (collectively, the "Property") appointed by Order of the Ontario Superior Court of Justice (Commercial List) (the "Court") dated the 9th of December, 2013 (the "Order") made in an action having Court file number _____-CL-_____, has received as such Receiver from the holder of this certificate (the "Lender") the principal sum of \$_____, being part of the total principal sum of \$_____ which the Receiver is authorized to borrow under and pursuant to the Order.

2. The principal sum evidenced by this certificate is payable on demand by the Lender with interest thereon calculated and compounded [daily][monthly not in advance on the _____ day of each month] after the date hereof at a notional rate per annum equal to the rate of _____ per cent above the prime commercial lending rate of Bank of _____ from time to time.

3. Such principal sum with interest thereon is, by the terms of the Order, together with the principal sums and interest thereon of all other certificates issued by the Receiver pursuant to the Order or to any further order of the Court, a charge upon the whole of the Property, in priority to the security interests of any other person, but subject to the priority of the charges set out in the Order and in the *Bankruptcy and Insolvency Act*, and the right of the Receiver to indemnify itself out of such Property in respect of its remuneration and expenses.

4. All sums payable in respect of principal and interest under this certificate are payable at the main office of the Lender at Toronto, Ontario.

5. Until all liability in respect of this certificate has been terminated, no certificates creating charges ranking or purporting to rank in priority to this certificate shall be issued by the Receiver

to any person other than the holder of this certificate without the prior written consent of the holder of this certificate.

6. The charge securing this certificate shall operate so as to permit the Receiver to deal with the Property as authorized by the Order and as authorized by any further or other order of the Court.

7. The Receiver does not undertake, and it is not under any personal liability, to pay any sum in respect of which it may issue certificates under the terms of the Order.

DATED the _____ day of December, 2013.

Duff & Phelps Canada Restructuring Inc., solely
in its capacity as Receiver of the Property, and
not in its personal capacity

Per: _____

Name:

Title:

COMERICA BANK
Applicant

ARXX BUILDING PRODUCTS INC., et al
and
Respondents

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

ORDER

MCMILLAN LLP
Brookfield Place,
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Toronto ON M5J 2T3, Canada

Brett Harrison LS#: 44336A
brett.harrison@mcmillan.ca
Tel: (416) 865-7932
Fax: (416) 865-7048

Lawyers for the Applicant

B. Harrison for Applicant
N. MacFarland for ARXX
D. Bish for Duff & Phelps

December 9, 2013

- On consent of the respondent duff & Phelps
- Having reviewed the record, including
the comprehensive facts of the documents,
I am satisfied that it is both just
and convenient to appoint Duff & Phelps
Carola Ristowicz, Inc as Receiver of
The Respondent.

In doing so, I have been persuaded
that the appointment of Receiver and
the US Corporation is permissible
for the reasons set out - the
facts at paragraphs 21-28
Applicants granted and

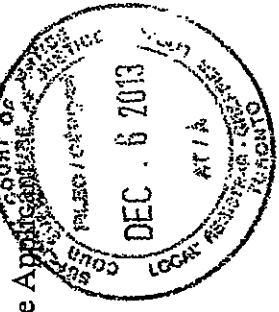
ONTARIO
SUPERIOR COURT OF JUSTICE -
COMMERCIAL LIST

Proceeding commenced at Toronto

APPLICATION RECORD
(RETURNABLE ON December 9, 2013)

MCMILLAN LLP
Brookfield Place
181 Bay Street, Suite 4400
Toronto, ON, M5J 2T3

Brett Harrison LS#: 44336A
Tel: (416) 865-7932
Fax: (416) 865-7048



Lawyers for the Applicant

signed in the form presented, which
includes the e-service Protocol of the
Conveid Ltd.

AH [Signature]

Appendix "B"

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ARXX CORPORATION,

Debtor in a Foreign Proceeding.

Chapter 15

Case No. 13-13313 (KJC)

(Jointly Administered)

Ref. Docket No.: 8

ORDER GRANTING RECOGNITION AND RELATED RELIEF

THIS MATTER was brought before the Court by Duff & Phelps Canada Restructuring Inc., the court-appointed receiver (the “**Receiver**”) and authorized foreign representative of ARXX Corporation; ARXX Building Products Inc.; ARXX Building Products U.S.A. Inc.; ECB Holdings, LLC; APS Holdings, LLC; Unisas Holdings, LLC; and Eco-Block International, LLC (collectively, the “**ARXX Debtors**”).¹ The ARXX Debtors are in a proceeding (the “**Canadian Proceeding**”) under Canada’s *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, pending before the Ontario Superior Court of Justice, Commercial List (the “**Ontario Court**”).

The Receiver filed the chapter 15 petitions of the ARXX Debtors on December 27, 2013 [Docket Nos. 1-7] (the “**Petitions**”), commencing the above-captioned cases (the “**Chapter 15 Cases**”) under chapter 15 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (as amended, the “**Bankruptcy Code**”). Contemporaneously therewith, the Receiver filed the *Verified Petition for Recognition of Foreign Proceedings and Related Relief* [Docket No. 8] (the “**Verified Petition**” and collectively with the Petitions, the “**Chapter 15 Petitions**”)² seeking the entry of an order (i) recognizing the Canadian Proceeding as a “foreign main proceeding” under section 1517 of the

¹ The last four digits of the United States Tax Identification Number, or similar foreign identification number, as applicable, follow in parentheses: ARXX Corporation (8386); ARXX Building Products Inc. (3569); ARXX Building Products U.S.A. Inc. (1061); ECB Holdings, LLC (8386); APS Holdings, LLC (8386); Unisas Holdings, LLC (8386); and Eco-Block International, LLC (8386). The ARXX Debtors’ executive headquarters is located at 800 Division Street, Cobourg, ON, Canada K9A 5V2.

² Capitalized terms used but not defined herein shall have the meanings given to them in the Verified Petition.

Bankruptcy Code, (ii) applying sections 362 and 365(e) of the Bankruptcy Code in these Chapter 15 Cases, and (iii) giving full force and effect in the United States to the Order of the Ontario Court dated December 9, 2013, including any extensions or amendments thereof authorized by the Ontario Court (the “Receivership Order”).

At a hearing held on January 31, 2014, the Court considered and reviewed the Chapter 15 Petitions and the other pleadings and exhibits submitted by the Receiver in support thereof. Any other objections to the Chapter 15 Petitions that have not been withdrawn or resolved have been overruled.

After due deliberation and sufficient cause appearing therefore, the Court finds and concludes as follows:

A. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, section 1501 of the Bankruptcy Code, and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware* dated as of February 29, 2012.

B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P), and the Court may enter a final order consistent with Article III of the United States Constitution.

C. Venue is proper in this District pursuant to 28 U.S.C. § 1410(3) because placing venue in this District will be consistent with the interests of justice and convenience for ARXX Debtors, having regard to the relief sought by the Receiver.

D. The Receiver is a “person” within the meaning of section 101(41) of the Bankruptcy Code, and is the duly appointed “foreign representative” of the ARXX Debtors within the meaning of section 101(24) of the Bankruptcy Code.

E. The Chapter 15 Cases were properly commenced pursuant to section 1504 and 1509 of the Bankruptcy Code, and the Chapter 15 Petitions meet the requirements of sections 1504 and 1515 of the Bankruptcy Code.

F. The Canadian Proceeding is a “foreign proceeding” within the meaning of section 101(23) of the Bankruptcy Code.

G. The Canadian Proceeding is entitled to recognition by this Court pursuant to section 1517 of the Bankruptcy Code.

H. The Canadian Proceeding is pending in Ontario, Canada, where each of the ARXX Debtors has an “establishment” within the meaning of section 1502(2) of the Bankruptcy Code, and as such (i) constitutes a “foreign main proceeding” pursuant to 11 U.S.C. § 1502(4) and (ii) is entitled to recognition as a foreign main proceeding pursuant to 11 U.S.C. § 1517(b)(1).

I. The Receiver is entitled, as additional relief pursuant to section 1521 of the Bankruptcy Code, to the application of section 365(e) of the Bankruptcy Code in the Chapter 15 Cases.

J. The relief granted herein is necessary and appropriate, in the interest of the public and international comity, and consistent with the public policy of the United States.

NOW, THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

1. The Canadian Proceeding is hereby recognized as a foreign main proceeding pursuant to section 1517(b)(1) of the Bankruptcy Code.

2. The Receivership Order (and any amendments or extensions thereof as may be granted from time to time by the Ontario Court) is hereby given full force and effect in the United States pursuant to sections 1507 and 1521 of the Bankruptcy Code.

3. To the extent not inconsistent with the Receivership Order, section 365(e) of the Bankruptcy Code applies in the Chapter 15 Cases pursuant to section 1521 of the Bankruptcy Code. Notwithstanding the foregoing, nothing in this paragraph 3 shall limit, abridge, or otherwise affect the rights afforded to Comerica Bank pursuant to paragraphs 22-25 of the Receivership Order or the ARXX Debtors’ authorizations to issue certificates substantially in the form annexed to the Receivership Order as Schedule “A” for any amount borrowed pursuant to the Receivership Order.

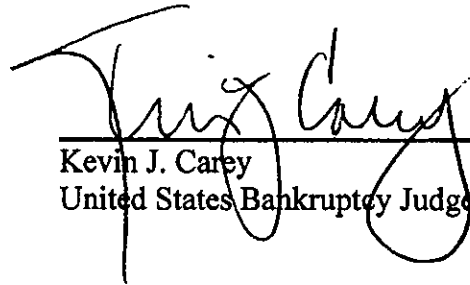
4. All other prior relief granted in this Court's *Order Granting Provisional Relief in Aid of Canadian Proceeding* [Docket No. 17] pursuant to section 1519(a) of the Bankruptcy Code is hereby extended on a final basis pursuant to section 1521(a)(6) of the Bankruptcy Code.

5. This Court shall retain jurisdiction with respect to the enforcement, amendment, or modification of this Order; any request for additional relief or any adversary proceeding brought in and through these Chapter 15 Cases; and any request by an entity for relief from the provisions of this Order, for cause shown, that is properly commenced and within the jurisdiction of this Court.

6. The Chapter 15 Petitions and supporting papers shall be available upon request at the offices of Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 to the attention of Beth A. Olivere.

7. Notwithstanding Bankruptcy Rule 7062, made applicable to these Chapter 15 Cases by Bankruptcy Rule 1018, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry, and upon its entry, this Order shall become final and appealable.

Dated: Jan 31, 2014
Wilmington, Delaware


Kevin J. Carey
United States Bankruptcy Judge

Appendix “C”

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



**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

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.

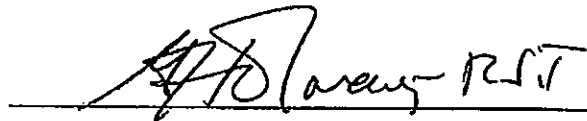
SEALING OF CONFIDENTIAL VALUATION INFORMATION

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.



ENTERED AT / INSCRIT A 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

Torys LLP
79 Wellington Street West, Suite 3000
Box 270, TD Centre
Toronto, Ontario M5K 1N2

David Bish (LSUC#: 41629A)
Tel: 416.865.7353

Lily Coodin (LSUC#: 62143S)
Tel: 416.865.7541

Fax: 416.865.7380

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

Appendix "D"

ARXX Group
Statement of Receipts and Disbursements
 For the period December 9, 2013 to June 12, 2014
 (Unaudited; \$)

	<u>USD Account</u>	<u>CAD Account</u>
Receipts		
Proceeds from Transaction	3,232,708	-
Transfers from USD receivership bank account	-	1,964,333
Accounts receivable collections	1,399,373	443,826
Sundry receipts	596	83,909
Total receipts	<u>4,632,678</u>	<u>2,492,068</u>
Disbursements		
Secured creditor (Comerica Bank)	1,702,405	1,313,999
Transfer to CAD receivership bank account	1,795,000	-
Payroll	489,370	210,349
Inventory purchases	408,426	108,845
Professional fees		
Receiver	-	290,436
Receiver's Canadian counsel	-	226,531
Receiver's US counsel	55,342	-
General operating expenses	123,157	62,613
Sales tax	5,151	84,808
Freight	8,670	75,594
Occupancy	3,180	51,479
Insurance	-	46,614
Total disbursements	<u>4,590,700</u>	<u>2,471,268</u>
Balance	<u>41,978</u>	<u>20,800</u>
Foreign Exchange Rate (1USD/1.0930CAD)	<u>3,904</u>	<u>-</u>
Balance in Estate Bank Accounts	<u>45,881</u>	<u>20,800</u>
Cumulative Balance	<u><u>66,681</u></u>	



TAB3

COURT FILE NO: CV-13-10353-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

COMERICA BANK

APPLICANT

- AND -

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

RESPONDENTS

AFFIDAVIT OF DAVID SIERADZKI
(sworn June 13, 2014)

I, DAVID SIERADZKI, of the City of Toronto, in the Province of Ontario, **MAKE OATH
AND SAY AS FOLLOWS:**

1. I am a Managing Director of Duff & Phelps Canada Restructuring Inc. ("D&P"), the Court-appointed receiver in these proceedings (the "Receiver"), and as such I have knowledge of the matters deposed to herein.
2. Pursuant to an order of the Ontario Superior Court of Justice ("Court") made on December 9, 2013, D&P was appointed Receiver in these proceedings.
3. This Affidavit is sworn in support of a motion to be made in these proceedings seeking, among other things, approval of the Receiver's fees and disbursements for the period of December 9, 2013 to May 31, 2014.
4. The Receiver's invoices for the period from December 9, 2013 to May 31, 2014 disclose in detail: (i) the period during which the services were rendered; (ii) the time expended by each person and their hourly rates; and (iii) the total charges for the services rendered and disbursements incurred for the relevant time period. Copies of the Receiver's invoices are attached hereto as Exhibit "A" and the billing summary is attached hereto as Exhibit "B".
5. As reflected on Exhibit "B", the Receiver's average hourly rate for the period December 9, 2013 to May 31, 2014 was \$391.56.

6. I verily believe that the time expended and the fees charged are reasonable in light of the services performed and the prevailing market rates for services of this nature in downtown Toronto.

SWORN before me at the City of)
Toronto, in the Province of Ontario)
this 13th day of June, 2014)

Raj Kashyap
A commissioner, etc.


DAVID SIERADZKI

**Rajinder Kashyap, a Commissioner, etc.,
Province of Ontario, for Duff & Phelps Canada
Restructuring Inc., Trustee in Bankruptcy.
Expires April 11, 2015.**

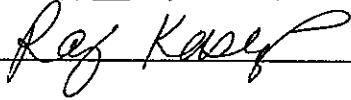
Attached is Exhibit "A"

Referred to in the

AFFIDAVIT OF DAVID SIERADZKI

Sworn before me

this 13th day of June, 2014



Commissioner for taking Affidavits, etc

Rajinder Kashyap, a Commissioner, etc.,
Province of Ontario, for Duff & Phelps Canada
Restructuring Inc., Trustee in Bankruptcy.
Expires April 11, 2015.

DELIVERED BY EMAIL

January 8, 2014

Comerica Bank
333 W. Santa Clara Street-12th Floor
San Jose, CA 95113

Attention: Michael Moore

Dear Michael:

Re: ARXX Building Products Inc., ARXX Building Products USA Inc., ARXX Corporation, ECB Holdings, LLC, APS Holdings LLC, Unisas Holdings, LLC and ECO-Block International, LLC (collectively, the "Company")

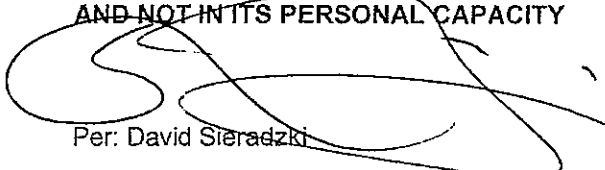
Enclosed please find our statement of account for professional services rendered during December, 2013 in connection with the Company's receivership proceedings.

Please note that we will pay this invoice from the funds in the receivership accounts in accordance with the Receivership Order dated December 9, 2013.

Should you have any questions regarding the enclosed, please do not hesitate to contact the undersigned.

Yours very truly,

**DUFF & PHELPS CANADA RESTRUCTURING INC.
IN ITS CAPACITY AS COURT APPOINTED RECEIVER OF
ARXX BUILDING PRODUCTS INC. ET AL
AND NOT IN ITS PERSONAL CAPACITY**



Per: David Sieradzki

DS: rk
Encl(s).

ARXX Building Products Inc. and
 ARXX Building Products USA Inc. and Affiliated Entities
 c/o Duff & Phelps Canada Restructuring Inc.
 333 Bay Street, 14th Floor
 Toronto, ON M5H 2R2

January 8, 2014

Invoice#: TP00141210
 Client No.: 3149236
 Reference: 49381
 HST #: 84563 3304 RT0001

INVOICE

Re: ARXX Building Products Inc. ("ARXX Canada"), ARXX Building Products USA Inc. ("ARXX USA"), ARXX Corporation, ECB Holdings, LLC ("ECB"), APS Holdings LLC ("APS"), Unisas Holdings, LLC ("UNISAS"), and ECO-Block International, LLC ("ECO") (collectively, the "Company")

For professional services rendered for the period ended December 31, 2013 in connection with the Company's receivership proceedings, including:

- Corresponding extensively with Torys LLP ("Torys"), the Receiver's Canadian legal counsel, and McMillan LLP, legal counsel to Comerica Bank ("Comerica"), concerning all matters and issues in connection with the receivership proceedings;
- Reviewing and commenting on all Court materials files in connection with the receivership application heard on December 9, 2013;
- Attending at Court on December 9, 2013 in connection with the receivership application;
- Finalizing and implementing the communication plan prepared by the Receiver;
- Convening an employee meeting on December 9, 2013 with the Company's employees to advise of the receivership proceedings and the implications thereof;
- Dealing with employee issues, including terminating, on the Company's behalf, certain employees;
- Attending at the Company's head office on a daily basis to carry out the Receiver's duties and responsibilities under the Receivership Order;
- Drafting a letter to Comerica on December 9, 2013 requesting that the Company's accounts be restricted to deposit only;

- Opening receivership bank accounts at the Royal Bank of Canada on December 9, 2013;
- Drafting a letter to Pentalock Inc., the Company's landlord, to advise of the receivership proceedings;
- Negotiating, reviewing and commenting on a consulting agreement for Michael Hartnett, the Company's former Chief Executive Officer;
- Contacting all material suppliers to ensure the continuation of services during the receivership proceedings;
- Arranging for property and business insurance for the Company during the receivership proceedings;
- Backing-up the Company's systems and servers;
- Dealing with cash management issues, including paying post-filing expenses from the receivership accounts;
- Corresponding extensively with various suppliers regarding the receivership proceedings and the impact on any amounts owing as at the date of receivership;
- Preparing variance analyses for Comerica for the periods ending December 13, 2013, December 20, 2013 and December 27, 2013;
- Preparing weekly status updates for Comerica;
- Corresponding extensively with key stakeholders in these proceedings, including Comerica, employees, customers and suppliers;
- Responding to several enquiries from former employees of ARXX Canada;
- Preparing and filing the Receiver's statement and notice for each of ARXX Canada, ARXX USA, ECB, APS, UNISAS and ECO as required under Sections 245 and 246 of the *Bankruptcy and Insolvency Act* ("BIA") and assisting the Company to prepare a creditors listing for this purpose;
- Corresponding extensively with ADP, the Company's US payroll service provider, to continue payroll service during the receivership proceedings;
- Corresponding with NEBS Payroll Service Ltd, the Company's Canadian payroll service provider, to continue payroll service during the receivership proceedings;
- Reviewing and paying payroll and source deductions during the receivership period;
- Convening weekly sales team meetings;
- Reviewing a claim filed by a supplier under section 81.1 of the BIA and corresponding with Company's employees regarding same;

- Reviewing daily sales reports; and
- Corresponding with MNP LLP, the Company's tax advisors, to gather information on the Company's tax position.

Sale Process Activities

- Drafting the Receiver's First Report to Court dated December 19, 2013 (the "First Report") in respect of the Receiver's motion returnable December 27, 2013 for approval of the sale process (the "Stalking Horse Sale Process");
- Reviewing and commenting on all Court materials filed in connection with the Stalking Horse Sale Process motion, including the draft factum, Brief of Authorities notice of motion and Order;
- Attending at Court on December 27, 2013 in connection with the Stalking Horse Sale Process motion;
- Negotiating, reviewing and commenting on multiple versions of an Asset Purchase Agreement ("APA") between the Receiver and Airlite Plastics Co. ("Airlite") to be used as a stalking horse offer in the Stalking Horse Sale Process;
- Participating in numerous conference calls with Airlite, Comerica and their respective legal counsel concerning the APA;
- Corresponding with Airlite in order to arrange meetings with certain of the Company's employees and customers;
- Reviewing and commenting on the bidding procedures to be used in the Stalking Horse Sale Process;
- Drafting a letter to the Company's customers to advise of, among other things, the Stalking Horse Sale Process;
- Convening an employee meeting on December 23, 2013 to advise of the Stalking Horse Sale Process and the implications thereof;
- Preparing a buyer's list, including performing database searches to identify prospective purchasers;
- Drafting an Investment Profile to be distributed to prospective purchasers;
- Drafting a Confidentiality Agreement ("CA") for prospective purchasers;
- Sending prospective purchasers sale process materials, including the investment profile;
- Drafting a Confidential Information Memorandum to be distributed to prospective purchasers upon their execution of a CA;

- Assembling the Company's financial, product and other information in an online data room for purchasers to perform due diligence;
- Drafting and arranging for an advertisement to be published on January 6, 2014 in *The Globe and Mail* (National Edition) regarding the acquisition opportunity;

Chapter 15 Proceedings

- Corresponding extensively with Young Conaway Stargatt & Taylor, LLP, the Receiver's US legal counsel, concerning all matters and issues in connection with the recognition proceedings under Chapter 15, Title 11, of the United States Bankruptcy Code;
- Responding to information requests from legal counsel required to finalize the US Court materials;
- Working extensively with US legal counsel in respect of the recognition process, including reviewing and commenting on multiple drafts of:
 - The bankruptcy petitions;
 - Verified Statement in Support of the Petitions;
 - Recognition Order;
 - Memorandum of Law in support of the petitions;
 - US Form and Manner of Order;
 - Provisional Relief Order; and
 - Joint Administration Motion.
- Attending at United States Bankruptcy Court for the District of Delaware via teleconference on December 30, 2013 for the "first day hearing";
- Reviewing drafts of a motion and order to, among other things, recognize the Stalking Horse Order and the Sale Approval and Vesting Order;
- Posting all Court materials on the Receiver's website; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached time summary	\$	98,757.25
HST		12,838.44
Subtotal		<u>111,595.69</u>
Balance of retainer previously funded by the Company		<u>(11,569.30)</u>
Total Due	\$	<u>100,026.39</u>

Duff & Phelps Canada Restructuring Inc.
 ARXX Building Products Inc. and ARXX Building Products USA Inc.

Time Summary

For the period ended December 31, 2013

Personnel	Role	Hours	Rate	Amount (\$)
David Sieradzki	Overall responsibility	69.75	550.00	38,362.50
Noah Goldstein	Day to day activities	119.50	400.00	47,800.00
Simon Thean	Banking	25.50	225.00	5,737.50
Other staff and administrative				6,702.50
Subtotal				98,602.50
Out of pocket disbursements				154.75
Total				<u>98,757.25</u>

ARXX Building Products Inc. and
 ARXX Building Products USA Inc. and Affiliated Entities
 c/o Duff & Phelps Canada Restructuring Inc.
 333 Bay Street, 14th Floor
 Toronto, ON M5H 2R2

February 10, 2014

Invoice#: TP00143151
 Client No.: 3149236
 Reference: 49381
 HST #: 84563 3304 RT0001

INVOICE

Re: ARXX Building Products Inc. ("ARXX Canada"), ARXX Building Products USA Inc. ("ARXX USA"), ARXX Corporation, ECB Holdings, LLC ("ECB"), APS Holdings LLC ("APS"), Unisas Holdings, LLC ("UNISAS"), and ECO-Block International, LLC ("ECO") (collectively, the "Company")

For professional services rendered for the period ended January 31, 2013 in connection with the Company's receivership proceedings, including:

- Corresponding extensively with Torys LLP ("Torys"), the Receiver's Canadian legal counsel, and McMillan LLP, legal counsel to Comerica Bank ("Comerica"), concerning all matters and issues in connection with the receivership proceedings;
- Attending at the Company's head office on a near daily basis to carry out the Receiver's duties and responsibilities under the Receivership Order;
- Dealing with cash management issues, including paying post-filing expenses from the receivership accounts;
- Corresponding extensively with various suppliers regarding the receivership proceedings and the impact on any amounts owing by the Company as at the date of receivership;
- Preparing variance analyses for Comerica for the periods ending January 3, 2014, January 10, 2014, January 17, 2014 and January 24, 2014;
- Preparing weekly status updates for Comerica;
- Corresponding extensively with key stakeholders in these proceedings, including the Company's employees and customers;
- Responding to several enquiries from former employees of ARXX Canada;

- Administering the *Wage Earner Protection Program Act* ("WEPP") process, including providing the required information to Service Canada and to the Company's former employees;
- Responding to WEPP enquiries from former employees;
- Corresponding with ADP, the Company's US payroll service provider, to continue payroll service during the receivership proceedings;
- Corresponding with NEBS Payroll Service Ltd., the Company's Canadian payroll service provider, to continue payroll service during the receivership proceedings;
- Reviewing and paying payroll and source deductions during the receivership period;
- Dealing with United Health Care, the health care benefit provider for the Company's US employees, regarding continuation of services during the receivership proceedings;
- Convening weekly sales team meetings;
- Reviewing a summary of the Company's sales contracts to assess their profitability;
- Reviewing the Company's sales pipeline on a regular basis;
- Reviewing a claim filed by a supplier pursuant to section 81.1 of the *Bankruptcy and Insolvency Act* and corresponding with Company's employees and the supplier's legal counsel regarding same; and
- Reviewing daily sales reports;
- Reviewing and filing the Company's Harmonized Sales Tax return for December, 2013;
- Attending a call on January 10, 2014 with legal counsel to FMI, a supplier of the Company, regarding continuation of services during the receivership proceedings;
- Drafting an email to the service list on January 13, 2014 in order to comply with the Commercial List's E-Service Protocol; and
- Preparing a letter to Cronin Contracting Inc. dated January 20, 2014, the purpose of which was to demand payment of an outstanding receivable owed to the Company and following up on same.

Sale Process Activities

- Administering the sale process in accordance with a Court order issued on December 27, 2013;
- Corresponding with Airlite Plastics Co. ("Airlite") in order to arrange meetings with certain of the Company's employees and customers in order for Airlite to perform diligence in the event it was the successful bidder in the stalking horse sale process;
- Meeting with representatives of Airlite on January 16, 28, 29, and 30, 2014 to discuss the prospective transaction between the Receiver and Airlite ("Transaction");
- Attending four calls on January 3, 2014 with Airlite and certain employees of the Company;
- Attending twenty-one calls on January 13, 14 and 20, 2014 with Airlite and certain customers of the Company;
- Sending prospective purchasers sale process materials, including the investment profile;
- Drafting a Confidential Information Memorandum;
- Corresponding with prospective purchasers regarding amendments to a confidentiality agreement;
- Following up with prospective purchasers;
- Granting data room access to prospective purchasers upon receipt of an executed confidentiality agreement;
- Updating and maintaining an online data room for purchasers to perform due diligence;
- Responding to diligence requests from potential purchasers;
- Reviewing and commenting on a letter prepared by Torys dated January 20, 2014 to the service list in connection with a distribution to be made to Comerica on closing of the Transaction;
- Drafting a letter dated January 22, 2014 to Airlite to confirm that Airlite was the successful bidder in the stalking horse sale process;
- Drafting the Receiver's Second Report to Court dated January 22, 2014 (the "Second Report") to be filed in support of the Receiver's motion returnable January 29, 2014 for approval of the Transaction and a distribution to Comerica (the "Sale Approval and Distribution Motion");
- Preparing a liquidation analysis as at January 15, 2014 for the Company's business and assets, which was filed with the Court as a confidential appendix to the Second Report;

- Reviewing and commenting on all Court materials filed in connection with the Sale Approval and Distribution Motion, including the draft factum, Brief of Authorities notice of motions and Orders;
- Participating in numerous conference calls with Airlite's legal counsel and Torys concerning the Sale Approval and Distribution Motion;
- Gathering information on three entities that appeared on searches conducted under the *Personal Property Security Act* (Ontario);
- Gathering information on two entities that registered security against the Company under the *Uniform Commercial Code*;
- Attending at Court on January 29, 2013 in connection with the Sale Approval and Distribution Motion;
- Reviewing and commenting on a communication to the Company's employees in connection with the Transaction;
- Reviewing and commenting on several versions of a closing agenda in connection with the Transaction;
- Reviewing and commenting on a press release to be issued by Airlite in connection with the Transaction;
- Reviewing and commenting on all closing documents to be filed as part of the Transaction, including:
 - Receiver's certificate;
 - Intellectual Property Assignment Agreement;
 - Officer's Certificate;
 - Tax election forms;
 - Bill of Sale;
 - Receipt; and
 - Assignment and Assumption Agreement.
- Corresponding extensively with Airlite in connection with the calculation of the Estimated Accounts Receivable Value, Inventory Value and the Accounts Receivable Value (as such terms are defined in the Asset Purchase Agreement dated December 19, 2013);
- Dealing with all other issues in connection with the closing of the Transaction on February 3, 2014;

- Reviewing Airlite's employment offers extended to two of the Company's employees; and
- Reviewing with Torys the tax implications of various purchase price allocation scenarios.

Chapter 15 Proceedings

- Corresponding extensively with Young Conaway Stargatt & Taylor, LLP, the Receiver's US legal counsel, concerning all matters and issues in connection with the recognition proceedings under Chapter 15, Title 11, of the *United States Bankruptcy Code*;
- Responding to information requests from legal counsel required to finalize US Court materials;
- Working extensively with US legal counsel in respect of the recognition process, including reviewing and commenting on multiple drafts of the:
 - Recognition Order; and
 - Sale Order.
- Attending at United States Bankruptcy Court for the District of Delaware via teleconference on January 31, 2014 in connection with recognition of the Receivership Order and of the Sale Approval and Vesting Order;
- Posting all US and Canadian Court materials on the Receiver's website; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached time summary	\$	115,750.75
HST		15,047.60
Total Due	\$	<u>130,798.35</u>

Duff & Phelps Canada Restructuring Inc.
ARXX Building Products Inc. and ARXX Building Products USA Inc.

Time Summary

For the period ended January 31, 2014

Personnel	Role	Hours	Rate	Amount (\$)
David Sieradzki	Overall responsibility	68.50	575.00	39,387.50
Noah Goldstein	All aspects of mandate	104.50	425.00	44,412.50
Javed Rasool	Day to day activities	45.00	400.00	18,000.00
Simon Thean	Banking	33.50	225.00	7,537.50
Other staff and administrative				3,052.50
Subtotal				<u>112,390.00</u>
Out of pocket disbursements				3,360.75
Total				<u><u>115,750.75</u></u>

Note: The hourly rates for Messrs. Sieradzki and Goldstein increased by \$25 effective January 1, 2014.

ARXX Building Products Inc. and
 ARXX Building Products USA Inc. and Affiliated Entities
 c/o Duff & Phelps Canada Restructuring Inc.
 333 Bay Street, 14th Floor
 Toronto, ON M5H 2R2

March 10, 2014

Invoice#: TP00144807
 Client No.: 3149236
 Reference: 49381
 HST #: 84563 3304 RT0001

INVOICE

Re: ARXX Building Products Inc. ("ARXX Canada"), ARXX Building Products USA Inc., ARXX Corporation, ECB Holdings, LLC, APS Holdings LLC, Unisas Holdings, LLC and ECO-Block International, LLC (collectively, the "Company")

For professional services rendered for the period ended February 28, 2014 in connection with the Company's receivership proceedings, including:

- Corresponding extensively with Torys LLP ("Torys"), the Receiver's Canadian legal counsel, concerning all matters and issues in connection with the receivership proceedings;
- Attending at the Company's head office at the beginning of February to carry out the Receiver's duties and responsibilities under the Receivership Order;
- Dealing with cash management issues, including paying post-filing expenses from the receivership accounts;
- Corresponding extensively with various suppliers regarding the receivership proceedings and the impact on any amounts owing by the Company as at the date of receivership;
- Dealing with closing issues prior to the completion on February 3, 2014 of a Court-approved transaction to sell substantially all of the Company's assets ("Sale Transaction") to Airlite Plastics Co. ("Airlite");
- Calculating purchase price adjustments for the Accounts Receivable Value and the Inventory Value (as such terms are defined in the Asset Purchase Agreement dated December 19, 2013) and reviewing same with Airlite;
- Corresponding extensively with representatives of Airlite to deal with post-closing issues related to the Sale Transaction;

- Reviewing a purchase price allocation prepared by Airlite in connection with the Sale Transaction;
- Reviewing with Torys the tax implications of the proposed purchase price allocation;
- Reviewing a payout statement issued on February 11, 2014 by Comerica Bank ("Comerica"), the Company's secured creditor;
- Making a distribution to Comerica on February 11, 2014 in accordance with a Court order dated January 29, 2014;
- Corresponding with customers of the Company in connection with outstanding receivables owed to the Company;
- Preparing termination letters for all employees of the Company;
- Terminating the Company's employees in accordance with the Receivership Order;
- Reviewing and paying the Company's accrued vacation obligation owing to its employees;
- Corresponding with counsel to Cronin Contracting Inc. concerning amounts owed to the Company;
- Arranging for the boxing up and storage of the Company's books and records;
- Dealing extensively with issues relating to the collection of outstanding receivables in connection with the Company's three commercial projects, including corresponding with all general contractors of the projects;
- Preparing letters dated February 18, 2014 sent to all of the Company's customers with outstanding payables to advise them to remit these payments to Airlite in accordance with the terms of the Sale Transaction;
- Responding to several enquiries from former employees of ARXX Canada;
- Responding to WEPP enquiries from former employees;
- Reviewing and paying payroll and source deductions during the receivership period;
- Cancelling the Company's agreement with United Health Care, the health care benefit provider for the Company's US employees;
- Reviewing a claim filed by a supplier pursuant to section 81.1 of the *Bankruptcy and Insolvency Act* and corresponding with Company's employees and the supplier's legal counsel regarding same;
- Reviewing and filing the Company's Harmonized Sales Tax return for January, 2014;

- Preparing a letter dated February 28, 2014 to Pentlock Inc., the Company's landlord ("Landlord"), in order to disclaim the Company's lease;
- Meeting with the Landlord on February 28, 2014 to walk through the Company's premises prior to vacating same;
- Posting all Court materials on the Receiver's website; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached time summary	\$	41,000.82
HST		<u>5,330.11</u>
Total Due	\$	<u>46,330.93</u>

Duff & Phelps Canada Restructuring Inc.
ARXX Building Products Inc. and ARXX Building Products USA Inc.

Time Summary

For the period ended February 28, 2014

Personnel	Role	Hours	Rate	Amount (\$)
David Sieradzki	Overall responsibility	23.00	575.00	13,225.00
Noah Goldstein	All aspects of mandate	25.50	425.00	10,837.50
Javed Rasool	Day to day activities	18.00	400.00	7,200.00
Simon Thean	Banking	21.75	225.00	4,893.75
Other staff and administrative				1,725.00
Subtotal				<u>37,881.25</u>
Out of pocket disbursements				3,119.57
Total				<u><u>41,000.82</u></u>

ARXX Building Products Inc. and
ARXX Building Products USA Inc. and Affiliated Entities
c/o Duff & Phelps Canada Restructuring Inc.
333 Bay Street, 14th Floor
Toronto, ON M5H 2R2

April 7, 2014

Invoice#: TP00146638
Client No.: 3149236
Reference: 49381
HST #: 84563 3304 RT0001

INVOICE

Re: ARXX Building Products Inc. ("ARXX Canada"), ARXX Building Products USA Inc., ARXX Corporation, ECB Holdings, LLC, APS Holdings LLC, Unisas Holdings, LLC and ECO-Block International, LLC (collectively, the "Company")

For professional services rendered for the period ended March 31, 2014 in connection with the Company's receivership proceedings, including:

- Corresponding with Torys LLP, the Receiver's Canadian legal counsel, concerning all outstanding matters and issues in connection with the receivership proceedings;
- Dealing with cash management issues, including paying post-filing expenses from the receivership accounts;
- Corresponding with various suppliers regarding the receivership proceedings and the impact on any amounts owing by the Company as at the date of receivership;
- Corresponding with representatives of Airlite Plastics Co. ("Airlite"), the purchaser of substantially all of the Company's business and assets, to deal with post-closing issues related to the transaction, including reconciling accounts receivable collections on a weekly basis;
- Corresponding with account debtors in connection with accounts receivable owed to the Company;
- Corresponding with counsel to Cronin Contracting Inc. concerning amounts owed to the Company;
- Drafting a letter dated March 4, 2014 to PCS Company Inc. regarding amounts owed to the Company;

- Drafting a letter dated March 17, 2014 to counsel to Sonoco Protective Solutions ("Sonoco"), a former supplier of the Company, the purpose of which was to release the Company's and Receiver's interest in certain inventory stored at Sonoco's premises;
- Dealing extensively with issues relating to the collection of outstanding receivables in connection with the Company's three commercial projects, including corresponding with the general contractors of the projects;
- Reviewing, commenting and finalizing Minutes of a Settlement dated March 26, 2014 in connection with claim filed by Fourmark Manufacturing Inc. pursuant to section 81.1 of the *Bankruptcy and Insolvency Act*;
- Attending a call on March 27, 2014 with a representative of PCS Company Inc.;
- Arranging for the return of certain assets leased by the Company to Xerox Inc.;
- Reviewing materials filed on the Docket of the US Court in connection with the ongoing US Chapter 15 recognition proceedings;
- Corresponding with EDC regarding the termination of the Company's accounts receivable insurance policy;
- Corresponding routinely with a former employee of the Company retained on a commission basis to coordinate sundry inventory sales;
- Reviewing and filing the Company's Harmonized Sales Tax return for February, 2014; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached time summary	\$	17,577.00
HST		<u>2,285.01</u>
Total Due	\$	<u><u>19,862.01</u></u>

Duff & Phelps Canada Restructuring Inc.
 ARXX Building Products Inc. and ARXX Building Products USA Inc.

Time Summary

For the period ended March 31, 2014

Personnel	Role	Hours	Rate	Amount (\$)
David Sieradzki	Overall responsibility	9.75	575.00	5,606.25
Noah Goldstein	All aspects of mandate	15.75	425.00	6,693.75
Javed Rasool	Day to day activities	2.50	400.00	1,000.00
Simon Thean	Banking	17.00	225.00	3,825.00
Other staff and administrative				75.00
Subtotal				17,200.00
Out of pocket disbursements				377.00
Total				17,577.00

ARXX Building Products Inc. and
 ARXX Building Products USA Inc. and Affiliated Entities
 c/o Duff & Phelps Canada Restructuring Inc.
 333 Bay Street, 14th Floor
 Toronto, ON M5H 2R2

May 8, 2014

Invoice#: TP00148783
 Client No.: 3149236
 Reference: 49381
 HST #: 84563 3304 RT0001

INVOICE

Re: ARXX Building Products Inc. ("ARXX Canada"), ARXX Building Products USA Inc., ARXX Corporation, ECB Holdings, LLC, APS Holdings, LLC, Unisas Holdings, LLC and ECO-Block International, LLC (collectively, the "Company")

For professional services rendered during April, 2014 in connection with the Company's receivership proceedings, including:

- Corresponding with Torys LLP, the Receiver's Canadian legal counsel, concerning all outstanding matters and issues in connection with the receivership proceedings;
- Dealing with cash management issues, including paying post-filing expenses from the receivership accounts;
- Corresponding with various suppliers regarding the receivership proceedings and the impact on any amounts owing by the Company as at the date of receivership;
- Corresponding with representatives of Airlite Plastics Co., the purchaser of substantially all of the Company's business and assets, to deal with post-closing issues related to the transaction ("Transaction"), including reconciling accounts receivable;
- Corresponding with account debtors in connection with accounts receivable owed to the Company;
- Corresponding with Al Peterson, a representative of Uniscaffold Inc., including attending a call on April 2, 2014, regarding the collection of amounts owed to the Company;
- Corresponding extensively with counsel to Cronin Contracting Inc. concerning amounts owed to the Company;

- Corresponding routinely with a former employee of the Company retained on a commission basis to coordinate sundry inventory sales;
- Corresponding with Cloud Construction in order to collect remaining accounts receivable owing to the Company;
- Attending calls on April 4 and 7, 2014 with a representative of Altus Global Trade Solutions concerning amounts owed to the Company;
- Attending a call on April 8, 2014 with a representative of Cobourg Mini-Storage;
- Requesting copies of employees 2014 T-4 slips from NEBS Payroll;
- Corresponding with CPA NA CSC regarding patents sold by the Company pursuant to the Transaction;
- Obtaining and reviewing two quotes to store the Company's books and records;
- Reviewing and filing the Company's Harmonized Sales Tax return for March, 2014;
- Attending a call on April 24, 2014 with PayPal to advise of the receivership proceedings;
- Corresponding with CMC Rebar/Paving Solutions, including attending a call on April 28, 2014, regarding amounts owed by the Company;
- Attending calls on April 28 and 30, 2014 with Bell Canada regarding amounts owed by the Company; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached time summary	\$	15,597.15
HST		<u>2,027.63</u>
Total Due	\$	<u><u>17,624.78</u></u>

Duff & Phelps Canada Restructuring Inc.
 ARXX Building Products Inc. and ARXX Building Products USA Inc.

Time Summary

For the period ended April 30, 2014

Personnel	Role	Hours	Rate	Amount (\$)
David Sieradzki	Overall responsibility	9.25	575.00	5,318.75
Noah Goldstein	All aspects of mandate	20.50	425.00	8,712.50
Simon Thean	Banking	6.25	225.00	1,406.25
Other staff and administrative				50.00
Subtotal				15,487.50
Out of pocket disbursements				109.65
Total				15,597.15

ARXX Building Products Inc. and
 ARXX Building Products USA Inc. and Affiliated Entities
 c/o Duff & Phelps Canada Restructuring Inc.
 333 Bay Street, 14th Floor
 Toronto, ON M5H 2R2

June 6, 2014

Invoice#: TP00150541
 Client No.: 3149236
 Reference: 49381
 HST #: 84563 3304 RT0001

INVOICE

**Re: ARXX Building Products Inc. ("ARXX Canada"), ARXX Building Products USA Inc.,
 ARXX Corporation, ECB Holdings, LLC, APS Holdings, LLC,
 Unisas Holdings, LLC and ECO-Block International, LLC
 (collectively, the "Company")**

For professional services rendered during May, 2014 in connection with the Company's receivership proceedings, including:

- Corresponding with Torys LLP, the Receiver's Canadian legal counsel, concerning all outstanding matters and issues in connection with the receivership proceedings;
- Dealing with cash management issues, including paying post-filing expenses from the receivership accounts;
- Corresponding with various suppliers regarding the receivership proceedings and the impact on any amounts owing by the Company as at the date of receivership;
- Corresponding with account debtors in connection with accounts receivable owed to the Company;
- Corresponding with Al Peterson, a representative of Uniscaffold Inc., regarding the collection of amounts owed to the Company;
- Attending a call on May 5 and 7, 2014 with Bell Canada regarding amounts owed by the Company;
- Attending a call on May 12, 2014 with a representative of Cobourg Mini-Storage;
- Finalizing a settlement agreement between the Receiver and Cronin Contracting Inc. dated May 23, 2014 concerning amounts owed to the Company;

- Reviewing and filing the Company's Harmonized Sales Tax return for April, 2014;
- Corresponding with the Company's former employees in connection with their 2014 tax forms;
- Reviewing a Notice of Motion and draft order in connection with, among other things, the Receiver's discharge ("Discharge Motion");
- Preparing the Receiver's Third Report to Court, to be filed, in connection with the Discharge Motion; and
- To all other meetings, correspondence, etc. pertaining to this matter.

Total fees and disbursements per attached time summary	\$	8,878.00
HST		<u>1,154.14</u>
Total Due	\$	<u>10,032.14</u>

Duff & Phelps Canada Restructuring Inc.
 ARXX Building Products Inc. and ARXX Building Products USA Inc.
Time Summary
 For the period ended May 31, 2014

Personnel	Role	Hours	Rate	Amount (\$)
David Sieradzki	Overall responsibility	4.75	575.00	2,731.25
Noah Goldstein	All aspects of mandate	13.00	425.00	5,525.00
Other staff and administrative	Banking	2.50		618.75
Subtotal				8,875.00
Out of pocket disbursements				3.00
Total				8,878.00

Attached is Exhibit "B"

Referred to in the

AFFIDAVIT OF DAVID SIERADZKI

Sworn before me

this 13th day of June, 2014

Raj Kashyap

Commissioner for taking Affidavits, etc

**Rajinder Kashyap, a Commissioner, etc.,
Province of Ontario, for Duff & Phelps Canada
Restructuring Inc., Trustee in Bankruptcy.
Expires April 11, 2015.**

Arxx Group
 Schedule of Professionals' Time and Rates
 For the Period from December 9, 2013 to May 31, 2014

Personnel	Title	Duties	Hours	Billing Rate (\$ per hour)	Amount \$
David Sieradzki	Managing Director	Overall responsibility	185.00	550 - 575	104,631.25
Noah Goldstein	Associate	All aspects of mandate	298.75	400 - 425	123,981.25
Javed Rasool	Associate	WEPP and creditor issues	66.00	400	26,400.00
Simon Thean	Associate	Banking	105.75	225	23,793.75
Other staff and administrative		Various	86.25	100 - 425	11,630.00
Total fees					<u>290,436.25</u>
Total hours					<u>741.75</u>
Average hourly rate					<u>\$ 391.56</u>



TAB4

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

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

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

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

AFFIDAVIT OF LILY COODIN
(sworn June 13, 2014)

I, LILY COODIN, of the City of Toronto, in the Province of Ontario, MAKE OATH
AND SAY:

1. I am an associate at Torys LLP (“Torys”), lawyers for Duff & Phelps Canada Restructuring Inc., in its capacity as court-appointed receiver (in such capacity, the “Receiver”) of the assets, property and undertaking of each of ARXX Building Products Inc., ARXX Building Products U.S.A. Inc., ARXX Corporation, ECB Holdings, LLC, APS Holdings, LLC, UNISAS Holdings, LLC and Eco-Block International, LLC, and not in its personal capacity, and as such I have personal knowledge of the matters to which I herein depose, except where my knowledge is based upon information and belief, in which case I believe such information to be true.

2. This affidavit is sworn in support of the Receiver’s motion for, *inter alia*, an order authorizing and approving the fees and disbursements of Torys as counsel to the Receiver.

3. I confirm that the accounts attached hereto as Exhibit "A" are true copies of the accounts of Torys (collectively, the "Accounts") during the Fee Period (as defined below) and affirm that the Accounts accurately reflect the services provided by Torys in this matter during the Fee Period and the fees and disbursements claimed by it. I also affirm that the time summaries attached to the Accounts relate to the Accounts, and were generated by Torys.


4. A summary of Torys' fees and disbursements (inclusive of HST) from and after November 26, 2013 (i.e. the date of the Receiver's appointment), through to June 11, 2014, (the "Fee Period") is attached hereto as Exhibit "B".

5. Thus, Torys' Accounts for which approval is being sought are in the total amount of \$263,116.08 for fees and disbursements (inclusive of HST).

6. Attached as Exhibit "C" is a summary of additional information with respect to all members of Torys who have worked on this matter during the Fee Period, their title, their year of call (if applicable) and their rates, and I confirm that the list represents an accurate account of such information.

7. The legal costs and expenses incurred in respect of Torys' representation of the Receiver in this matter as set out in the Accounts were properly incurred, and are fair and reasonable considering the circumstances of these proceedings.

SWORN BEFORE ME at the City of
Toronto, in the Province of Ontario,
this 13th day of June, 2014.



Commissioner for Taking Affidavits



LILY COODIN

This is Exhibit "A" referred to in the
Affidavit of Lily Coodin
sworn before me, this 13th
day of June, 2014.


A Commissioner, etc.

TORYS
LLP

79 Wellington St. W., 30th Floor
Box 270, TD South Tower
Toronto, Ontario M5K 1N2 Canada
P. 416.865.0040 | F. 416.865.7380
www.torys.com
GST / HST Registration R119420685

December 17, 2013

Invoice: 1294508
Matter: 04292-2024

Duff & Phelps Canada Restructuring Inc.
Bay Adelaide Centre
333 Bay Street, 14th Floor
Toronto, ON
M5H 2R2

Attention: David Sieradski
david.sieradzki@dunnandphelps.com

Re: Insolvency of Arxx Building Products Inc.

TO PROFESSIONAL SERVICES RENDERED, for the period ending December 12, 2013 as described on the attached Schedule.

Fee	\$27,299.00
Disbursements Subject to HST	
Laser Printing	25.34
HST	<u>3,552.16</u>
TOTAL	<u>\$30,876.50</u>

All accounts are payable on receipt. Please retain this copy for your files. Interest will be charged on all accounts overdue one month or more.

TORYS
LLP

79 Wellington St. W., 30th Floor
Box 270, TD South Tower
Toronto, Ontario M5K 1N2 Canada
P. 416.865.0040 | F. 416.865.7380
www.torys.com
GST / HST Registration R119420685

December 17, 2013

Duff & Phelps Canada Restructuring Inc.
Bay Adelaide Centre
333 Bay Street, 14th Floor
Toronto, ON
M5H 2R2

Attention: David Sieradski
david.sieradzki@dunnandphelps.com

Invoice Number: 1294508
Matter Number: 04292-2024
Invoice Total: **\$30,876.50**

Please mail remittance to:

Torys LLP
79 Wellington Street West, Suite 3000
Box 270, TD Centre
Toronto, Ontario M5K 1N2
Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	0690-5364535
M5K 1A2	Account (USD):	0690-7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA
Bank Swift Code BOFAUS3N
ABA 026 009 593

All accounts are payable on receipt. Please return this with your payment. Interest will be charged on all accounts overdue one month or more.

December 13, 2013

04292 - Duff & Phelps Canada Restructuring Inc.
Re: 2024 - Insolvency of Arxx Building Products Inc.

Date	Lawyer	Description	Hours
26 Nov 2013	D. Bish	Email from N. MacParland re: cash flow forecast, and review same, and email from D. Sieradzki re: same; emails with D. Sieradzki re: assessment of receivership flip scenario;	0.4
27 Nov 2013	D. Bish	Call with N. MacParland re: prospective receivership flip transaction and consideration of availability of same; emails with D. Sieradzki re: prospective transaction structure;	0.5
02 Dec 2013	D. Bish	Email from D. Sieradzki re: status of planning for receivership application;	0.1
03 Dec 2013	D. Bish	Emails with A. Maerov, B. Harrison, D. Sieradzki, N. MacParland and N. Goldstein re: planning for receivership and arrangements with court for time for application; email from D. Sieradzki re: cash flow forecasts;	0.4
04 Dec 2013	D. Bish	Emails with D. Sieradzki re: planning considerations ahead of prospective receivership application; review memo and cash flow forecasts for receivership from D. Sieradzki; emails and conference call with B. Harrison, A. Maerov, D. Sieradzki and N. Goldstein re: planning for receivership, draft court materials and gating issues;	2.0
05 Dec 2013	D. Bish	Emails with D. Sieradzki and N. Goldstein re: preparations for receivership and gating issues; emails with all parties re: preparation for receivership application, draft materials, factual information needed to support application, timing and key outstanding issues; review and comment on draft form of receiver appointment order, and discuss with D. Sieradzki and N. Goldstein; review and comment on draft affidavit in support of receivership, and emails with all parties re: same; review comments from others on court documents; review Notice of Application from B. Harrison;	3.8
05 Dec 2013	L. Coodin	Reviewing documents for appointment of receiver;	0.8
06 Dec 2013	D. Bish	Review draft letter to employees from D. Sieradzki and N. Goldstein and provide comments on same; emails with all parties re: continued preparations for receivership application and continuing review of revised court materials, and comments on same; emails with D. Sieradzki et al. re: consent to act; emails re: outstanding factual information	4.1

Date	Lawyer	Description	Hours
		needed for affidavit; conference call with all parties to discuss draft affidavit; emails with D. Sieradzki and N. Goldstein re: consulting agreement to be drafted for M. Hartnett;	
07 Dec 2013	D. Bish	Emails with D. Sieradzki, N. MacParland, M. Hartnett et al. re: prospective purchase transaction, potential use of stalking horse process and other sale transaction/process considerations; emails with all parties re: potential receivership "flip" transaction;	1.4
08 Dec 2013	D. Bish	Continued emails with D. Sieradzki, N. MacParland, M. Hartnett et al. re: prospective purchase transaction, draft APA, potential use of stalking horse process and other sale transaction/process considerations; emails with B. Harrison and D. Sieradzki re: draft factum, and review same;	1.8
09 Dec 2013	D. Bish	Conference call and emails with D. Sieradzki and N. MacParland re: planning for receivership application, handling of prospective purchaser and stalking horse process and timing and details of prospective sale process; emails with all parties re: final application materials and preparations for court application; prepare for and attend at court for receivership application; conference call with bank counsel and receiver and company counsel and company representatives and prospective purchaser and its counsel re: sale process, willingness to act as stalking horse and other matters concerning prospective sale transaction; emails from N. MacParland re: form of APA and contents of minutes books; email from D. Sieradzki re: directors' resignations; emails and discussions with L. Coodin re: court materials and APA and work plan; emails and call with G. Martel re: commencement of receivership, prospective stalking horse transaction and provide copy of application record; conference call post-receivership appointment with company and Duff re: strategic planning and preparation for call with purchaser; conference call with purchaser and Duff and M. Hartnett re: receivership and proposed stalking horse process;	5.8
09 Dec 2013	L. Coodin	Drafting consulting agreement for ARXX;	1.6
10 Dec 2013	D. Bish	Review and revise draft consulting agreement between Receiver and M. Hartnett, and emails and discussion with D. Sieradzki and N. Goldstein re: same, and finalize same; emails and calls with G. Martel re: prospective stalking horse transaction and sale process, and update D. Sieradzki re:	3.8

Date	Lawyer	Description	Hours
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same; emails with McMillan re: obtaining court materials and posting on Receiver's website; email from N. Goldstein re: status of receivership "first day" events and open items; emails with N. MacParland re: expression of interest from prospective purchaser and status of stalking horse transaction; emails with Comerica, D. Sieradzki, A. Maerov et al. re: updating bank on status of file; call with G. Martel re: purchaser's terms for acting as stalking horse, and call with D. Sieradzki re: same;

11 Dec 2013	D. Bish	Conference call and emails with bank and bank's counsel re: status of file and discussions with prospective purchaser re: acting as stalking horse; emails and call with G. Martel re: counter-proposal to stalking horse purchaser; emails and calls with D. Sieradzki and N. Goldstein re: status of file, stalking horse structure, timing and transaction structure, and discussions with G. Martel; email from N. MacParland re: other interested purchaser;	3.2
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12 Dec 2013	D. Bish	Emails and call with K. Esau re: purchaser's attendance at court to support prospective stalking horse process, and update D. Sieradzki; attend at court for hearing to advise judge re: status of receivership proceedings; calls and emails with D. Sieradzki, N. Goldstein and A. Maerov re: status of prospective stalking horse transaction, and email G. Martel and K. Esau re: same; circulate to service list Endorsement from court hearing; meet with L. Coodin re: commencement of drafting of stalking horse APA and emails with S. Bhojani re: commencement of review of APA for tax considerations; call with D. Sieradzki and A. Maerov re: status of receivership, collateral account held by bank, security review to be conducted, discussions with stalking horse purchaser and other outstanding matters;	3.8
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TIMEKEEPER SUMMARY

Timekeeper	Hours	Rate	Total
D. Bish	31.1	850.00	26,435.00
L. Coodin	2.4	360.00	864.00

Proforma ID # 1233511
Bill #



79 Wellington St. W., 30th Floor
 Box 270, TD South Tower
 Toronto, Ontario M5K 1N2 Canada
 P. 416.865.0040 | F. 416.865.7380
 www.torys.com
 GST / HST Registration R119420685

January 8, 2014

Invoice: 1296011
 Matter: 04292-2024

Duff & Phelps Canada Restructuring Inc.
 Bay Adelaide Centre
 333 Bay Street, 14th Floor
 Toronto, Ontario
 M5H 2R2

Attention: David Sieradzki
 david.sieraski@duffandphelps.com

Re: Insolvency of Arxx Building Products Inc.

TO PROFESSIONAL SERVICES RENDERED, for the period ending December 31, 2013 as described on the attached Schedule.

Fee		\$81,460.50
Disbursements Subject to HST		
Binding Charges	\$54.00	
Copies	199.22	
Copy Preparation	20.00	
Courier	48.75	
CYBERBAHN - Search File	18.00	
Exhibit Tabs	11.25	
Laser Printing	130.20	
On Line Research Charges - WestlaweCarswell Incl.	328.00	
Taxi & Travel	22.32	
Telephone Call	<u>23.07</u>	854.81
Disbursements Not Subject to Tax		
Personal Property Search		88.00
HST		<u>10,700.99</u>
TOTAL		<u>\$93,104.30</u>

All accounts are payable on receipt. Please retain this copy for your files. Interest will be charged on all accounts overdue one month or more.

TORYS
LLP

79 Wellington St. W., 30th Floor
Box 270, TD South Tower
Toronto, Ontario M5K 1N2 Canada
P. 416.865.0040 | F. 416.865.7380
www.torys.com
GST / HST Registration R119420685

January 8, 2014

Duff & Phelps Canada Restructuring Inc.
Bay Adelaide Centre
333 Bay Street, 14th Floor
Toronto, Ontario
M5H 2R2

Attention: David Sieradzki

Invoice Number: 1296011
Matter Number: 04292-2024
Invoice Total: **\$93,104.30**

Please mail remittance to:

Torys LLP
79 Wellington Street West, Suite 3000
Box 270, TD Centre
Toronto, Ontario M5K 1N2
Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	0690-5364535
M5K 1A2	Account (USD):	0690-7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA
Bank Swift Code BOFAUS3N
ABA 026 009 593

All accounts are payable on receipt. Please return this with your payment. Interest will be charged on all accounts overdue one month or more.

January 8, 2014

04292 - Duff & Phelps Canada Restructuring Inc.
Re: 2024 - Insolvency of Arxx Building Products Inc.

Date	Lawyer	Description	Hours
12 Dec 2013	L. Coodin	Drafting court materials for upcoming motion;	1.4
12 Dec 2013	S. Bhojani	Review APA;	2.0
13 Dec 2013	D. Bish	Extensive emails and calls with all parties re: prospective stalking horse sale agreement and sale process, comments on draft APA (including tax comments), outstanding timing, status of discussions with prospective stalking horse purchaser and counsel; obtain and circulate issued appointment order and endorsement; emails and discussions with L. Coodin and S. Bhojani re: APA and related considerations;	4.4
13 Dec 2013	L. Coodin	Drafting factum, order, bidding procedures, notice of motion and motion record for stalking horse transaction;	9.4
13 Dec 2013	S. Bhojani	Review and comment on APA; draft correspondence summarizing tax issues;	2.7
14 Dec 2013	D. Bish	Drafting of stalking horse APA and circulate same internally and to Receiver and bank's counsel; emails with bank's counsel re: loan and security documents, set off and security review to be conducted;	6.1
14 Dec 2013	L. Coodin	Editing APA to reflect tax comments;	1.0
15 Dec 2013	D. Bish	Emails with receiver, bank's counsel, and internally re: comments on APA, and revise same; draft and circulate bidding procedures and stalking horse sales process order and circulate to receiver, bank's counsel and internally;	5.8
16 Dec 2013	D. Bish	Revise APA and recirculate, and further comments from receiver and bank's counsel; finalize first draft of APA and circulate to Stikeman; call with Stikeman re: status of stalking horse process and update receiver; emails with receiver and bank's counsel re: bidding procedures and stalking horse sales process order, and revise same and circulate to Stikeman; review and comment on Schedule 2.7 to APA, and emails with D. Sieradzki re: same; emails and calls with all parties re: preparations for stalking horse process and documentation;	4.8

Date	Lawyer	Description	Hours
16 Dec 2013	J. Verikios	Ordering PPSA and litigation searches in Alberta and Quebec for Arxx Building Products Inc.;	0.8
16 Dec 2013	J. Verikios	Ordering PPSA search in Ontario for Arxx Building Products Inc.;	0.5
16 Dec 2013	L. Coodin	Updating documents re: upcoming transaction; drafting documents re: same; discussions and correspondence;	6.2
16 Dec 2013	S. Bhojani	Review APA; correspondence; provide tax comments;	2.5
17 Dec 2013	D. Bish	Extensive emails and calls with all parties (bank, stalking horse purchaser, receiver) re: negotiation of stalking horse transaction and transaction and court documents in connection with same; drafting of transaction and court documents and review of same and review of successive comments on same; emails with L. Coodin and bank's counsel re: security review to be conducted, bank security, search results; emails and calls with S. Bhojani re: tax considerations arising from transaction;	7.1
17 Dec 2013	K. Milne	Obtain search results from the Official Receivers office Ottawa for Arxx Corporation et al;	0.5
17 Dec 2013	L. Coodin	Drafting documents re: upcoming motion; incorporating APA comments; discussions and correspondence re: same;	7.2
17 Dec 2013	S. Bhojani	Review revised APA; call with clients; discuss tax issues internally; research on tax issues;	3.5
18 Dec 2013	D. Bish	Extensive calls and emails with all parties re: negotiation of and comments on draft APA, schedules, bidding procedures, factum, notice of motion, sale process approval order, form of vesting order, Receiver's Report and other related documents; revise all documents to reflect successive comments; extensive emails and calls with S. Bhojani and client re: open tax points and resolution of same;	11.0
18 Dec 2013	J. Unger	Internal conversation with S. Bhojani re HST and s.116 treatment on sale;	1.3
18 Dec 2013	L. Coodin	Editing and finalizing motion materials for upcoming motion; discussions and correspondence re: same;	11.5
18 Dec 2013	S. Bhojani	Review APA; discussions with client and internally re tax issues; research on carrying on business in Canada; revising tax language in LPA;	5.0

Date	Lawyer	Description	Hours
19 Dec 2013	C. Mauro	Retrieving case (L. Coodin);	0.2
19 Dec 2013	D. Bish	Extensive calls and emails with all parties re: negotiation of and comments on draft APA, schedules, bidding procedures, factum, notice of motion, sale process approval order, form of vesting order, Receiver's Report, employment letter and other related documents; revise all documents to reflect successive comments; draft letter to court re: hearing to approve sale process and prepare Commercial List request form; preparations for service of court materials; extensive discussions and emails with L. Coodin and S. Bhojani re: transaction and court process;	10.2
19 Dec 2013	L. Coodin	Preparing documents for filing re: motion;	4.8
19 Dec 2013	S. Bhojani	Review revised APA; discussions re tax issues; review correspondence;	1.3
20 Dec 2013	D. Bish	Finalize court materials and attend to assembling, copying, binding, serving and filing court materials; call from Court office confirming court time; circulate to all parties final signature pages; emails with all parties re: wire transfer instructions, initiation of deposit wire transfer and confirmation of receipt of same; emails with D. Borshy et al. re: employment side-letter agreement and exchange of final version and signature pages; update U.S. counsel re: status; emails with B. Harrison et al. re: service of materials and service list; emails with client and U.S. counsel re: arrangements and draft documents for commencement of U.S. Chapter 15 process;	4.6
20 Dec 2013	L. Coodin	Correspondence re: filing documents for Court;	0.2
21 Dec 2013	D. Bish	Emails with D. Sieradzki, M. Lunn et al. re: preparations for U.S. Chapter 15 filing;	0.2
23 Dec 2013	D. Bish	Review U.S. Chapter 15 application materials and emails with D. Sieradzki and M. Lunn re: same;	1.5
24 Dec 2013	D. Bish	Emails with client and U.S. counsel re: U.S. Chapter 15 proceedings and pleadings, and briefly review pleadings and comments on same from D. Sieradzki; review bank reporting email from N. Goldstein;	0.5
25 Dec 2013	D. Bish	Emails with M. Lunn and D. Sieradzki et al. re: U.S. updated Chapter 15 pleadings; emails with D. Sieradzki and N. Goldstein re: preparations for Canadian sale process	0.5

Date	Lawyer	Description	Hours
		approval hearing;	
26 Dec 2013	D. Bish	Emails with U.S. counsel and client re: first day pleadings (Chapter 15 application) and creditor listing, and briefly review pleadings and comments on same;	0.7
27 Dec 2013	D. Bish	Prepare for and attend at court for approval of stalking horse sale process; emails with D. Sieradzki and N. Goldstein re: eservice protocol and compliance with same; emails with U.S. counsel re: outcome of Canadian hearing; emails with U.S. counsel re: first day pleadings and ongoing revisions to same; have sale process order issued and circulate to bank counsel and U.S. counsel and stalking horse purchaser's counsel and client;	4.1
29 Dec 2013	D. Bish	Emails with client and U.S. counsel re: preparations for first day hearing (Chapter 15 application), and briefly review changes to U.S. recognition of sale motion materials;	0.4
30 Dec 2013	D. Bish	Attend U.S. Chapter 15 hearing telephonically; emails with D. Sieradzki and L. Coodin re: Canadian sale approval hearing; emails with U.S. counsel re: service list; emails from U.S. counsel re: issued U.S. orders; email from D. Sieradzki advising stalking horse purchaser of status; emails from M. Lunn re: prospective interested purchaser;	0.9
31 Dec 2013	D. Bish	Bank reporting email from N. Goldstein, including variance analysis;	0.1

TIMEKEEPER SUMMARY

Timekeeper	Hours	Rate	Total
J. Verikios	1.3	155.00	201.50
K. Milne	0.5	155.00	77.50
D. Bish	62.9	850.00	53,465.00
L. Coodin	41.7	360.00	15,012.00
C. Mauro	0.2	370.00	74.00
J. Unger	1.3	1085.00	1,410.50
S. Bhojani	17.0	660.00	11,220.00

Proforma ID # 1238828
Bill # 1296011

TORYS LLP

79 Wellington St. W., 30th Floor
 Box 270, TD South Tower
 Toronto, Ontario M5K 1N2 Canada
 P. 416.865.0040 | F. 416.865.7380
 www.torys.com
 GST / HST Registration R119420685

January 16, 2014

Invoice: 1296598
 Matter: 04292-2024

Duff & Phelps Canada Restructuring Inc.
 Bay Adelaide Centre, 333 Bay Street, 14th Floor
 Toronto, ON
 M5H 2R2

Attention: David Sieradzki
 Email: david.sieradzki@duffandphelps.com

Re: Insolvency of Arxx Building Products Inc.

TO PROFESSIONAL SERVICES RENDERED, for the period ending January 10, 2014 as described on the attached Schedule.

Fee		\$10,126.50
Disbursements Subject to HST		
Copies	\$2.66	
Laser Printing	<u>23.52</u>	26.18
HST		<u>1,319.85</u>
TOTAL		<u>\$11,472.53</u>

All accounts are payable on receipt. Please retain this copy for your files. Interest will be charged on all accounts overdue one month or more.

TORYS
LLP

79 Wellington St. W., 30th Floor
Box 270, TD South Tower
Toronto, Ontario M5K 1N2 Canada
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www.torys.com
GST / HST Registration R119420685

January 16, 2014

Duff & Phelps Canada Restructuring Inc.
Bay Adelaide Centre, 333 Bay Street, 14th Floor
Toronto, ON
M5H 2R2

Invoice Number: 1296598
Matter Number: 04292-2024
Invoice Total: **\$11,472.53**

Please mail remittance to:

Torys LLP
79 Wellington Street West, Suite 3000
Box 270, TD Centre
Toronto, Ontario M5K 1N2
Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	0690-5364535
M5K 1A2	Account (USD):	0690-7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA
Bank Swift Code BOFAUS3N
ABA 026 009 593

All accounts are payable on receipt. Please return this with your payment. Interest will be charged on all accounts overdue one month or more.

January 16, 2014

04292 - Duff & Phelps Canada Restructuring Inc.

Re: 2024 - Insolvency of Arxx Building Products Inc.

Date	Lawyer	Description	Hours
02 Jan 2014	D. Bish	Emails from D. Sieradzki, U.S. counsel, purchaser's counsel et al. re: U.S. sale approval motion materials; emails with L. Coodin re: booking time for sale approval hearing and documents to be drafted in connection with same;	0.4
02 Jan 2014	L. Coodin	Requesting Court time re: sale approval hearing;	0.2
03 Jan 2014	D. Bish	Emails from D. Sieradzki, U.S. counsel, purchaser's counsel et al. re: U.S. sale approval motion materials; briefly review filed U.S. sale motion;	0.4
03 Jan 2014	L. Coodin	Drafting closing agenda and security review;	2.5
06 Jan 2014	D. Bish	Meet with L. Coodin re: closing agenda, status of booking of court time for sale approval hearing and motion materials for sale approval hearing; emails with counsel to shareholder re: prospective for recovery by shareholders, and update D. Sieradzki and N. Goldstein; emails with D. Sieradzki and N. Goldstein re: sale approval hearing court time;	0.4
06 Jan 2014	L. Coodin	Preparing closing agenda for ARXX;	1.8
07 Jan 2014	D. Bish	Review status email from N. Goldstein; emails with N. Cote, M. Creber and D. Wootton re: Fraser litigation, and review correspondence from N. Cote and provide N. Cote with form of Proof of Claim;	0.1
08 Jan 2014	D. Bish	Check status of sale approval hearing with court office and update D. Sieradzki and discuss with L. Coodin;	0.1
08 Jan 2014	L. Coodin	Drafting security opinion;	1.2
09 Jan 2014	D. Bish	Emails with D. Sieradzki re: booking of court time for sale approval hearing, status of sale process and preparation of closing agenda and security opinion; emails with U.S. counsel and client re: U.S. publication notice and status of sale process; discussion with L. Coodin re: booking of court time; emails with client re: compliance with E-Service Protocol, and review and comment on proposed email to E-Service List;	0.5
09 Jan 2014	L. Coodin	Drafting Closing Agenda; reviewing security and loan	6.2

Date	Lawyer	Description	Hours
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10 Jan 2014	D. Bish	documents; drafting security opinion; Review draft closing agenda and provide comments and discuss with L. Coodin, and email to client and review comments from same, and email to purchaser's counsel re: draft closing agenda; emails with L. Coodin, client and service list re: confirmation of sale approval hearing date; discussion with L. Coodin re: security opinion; emails with D. Sieradzki re: transcribing endorsement of Morawetz J. re: sale process approval order, and discuss with L. Coodin;	3.6
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TIMEKEEPER SUMMARY

Timekeeper	Hours	Rate	Total
D. Bish	5.5	900.00	4,950.00
L. Coodin	11.9	435.00	5,176.50

Proforma ID # 1239877

Bill # 1296598



79 Wellington St. W., 30th Floor
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January 23, 2014

Invoice: 1297189
 Matter: 04292-2024

Duff & Phelps Canada Restructuring Inc.
 Bay Adelaide Centre, 333 Bay Street, 14th Floor
 Toronto, ON
 M5H 2R2

Attention: David Sieradzki
 Email: david.sieradzki@duffandphelps.com

Re: Insolvency of Arxx Building Products Inc.

TO PROFESSIONAL SERVICES RENDERED, for the period ending January 17, 2014 as described on the attached Schedule.

Fee		\$27,266.00
Disbursements Subject to HST		
Corporate Searches	\$50.00	
Laser Printing	18.34	
Litigation Searches	261.80	
Process Server Picking Up/De	10.00	
Process Servers	480.00	
Taxi & Travel	8.93	
Writs Name Search	<u>33.00</u>	862.07
Disbursements Not Subject to Tax		
Motion	\$127.00	
Writs Name Search	<u>242.00</u>	369.00
HST		<u>3,656.65</u>
TOTAL		<u>\$32,153.72</u>

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 GST / HST Registration R119420685

January 23, 2014

Duff & Phelps Canada Restructuring Inc.
 Bay Adelaide Centre, 333 Bay Street, 14th Floor
 Toronto, ON
 M5H 2R2

Attention: David Sieradzki
 Email: david.sieradzki@duffandphelps.com

Invoice Number: 1297189
 Matter Number: 04292-2024
 Invoice Total: \$32,153.72

Please mail remittance to:

Torys LLP
 79 Wellington Street West, Suite 3000
 Box 270, TD Centre
 Toronto, Ontario M5K 1N2
 Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	0690-5364535
M5K 1A2	Account (USD):	0690-7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA
 Bank Swift Code BOFAUS3N
 ABA 026 009 593

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January 23, 2014

04292 - Duff & Phelps Canada Restructuring Inc.

Re: 2024 - Insolvency of Arxx Building Products Inc.

Date	Lawyer	Description	Hours
10 Jan 2014	L. Coodin	Drafting closing agenda and other documents; correspondence re: same;	6.4
10 Jan 2014	S. Bhojani	Review and comment on closing agenda;	1.0
11 Jan 2014	L. Coodin	Drafting security opinion re: ARXX;	3.0
12 Jan 2014	D. Bish	Emails from D. Borshy and L. Coodin re: closing agenda;	0.1
12 Jan 2014	L. Coodin	Drafting security opinion re: ARXX;	1.2
13 Jan 2014	D. Bish	Meet with L. Coodin re: closing agenda and emails with purchaser's counsel re: same; conference call with Stikeman and L. Coodin re: closing agenda; emails with D. Sieradzki et al. re: timing and planning for distribution motion; email from N. Goldstein to service list re: e-service list;	1.8
13 Jan 2014	L. Coodin	Drafting court materials re: sale approval; call re: closing agenda; discussions and correspondence re: same;	5.4
14 Jan 2014	D. Bish	Email from N. Goldstein re: status report to bank;	0.1
14 Jan 2014	L. Coodin	Drafting factum and other court documents re: sale approval hearing;	4.7
15 Jan 2014	D. Bish	Emails with D. Sieradzki, N. Goldstein and A. Maerov re: timing of distribution motion; review draft security opinion and meet with L. Coodin re: comments on same and open issues; emails with M. Lunn, D. Sieradzki and N. Goldstein re: status of U.S. objections and objection deadline;	2.4
15 Jan 2014	L. Coodin	Drafting documents re: sale approval motion; discussions re: same;	6.5
16 Jan 2014	D. Bish	Call with D. Sieradzki and A. Maerov re: distribution motion; emails with D. Sieradzki and M. Lunn re: prospective distribution motion and impact on recognition process; emails with D. Sieradzki, L. Coodin and N. Goldstein re: timing for materials and preparations for sale approval and distribution hearing, including seeking sealing order;	1.1

Date	Lawyer	Description	Hours
16 Jan 2014	L. Coodin	Drafting factum re: sale approval; drafting and revising other 8.1 court documents re: same;	
17 Jan 2014	D. Bish	Review revised security opinion and provide further comments, and discuss with L. Coodin; review and comment on draft letter to service list re: distribution hearing; review draft motion record, draft distribution order and factum, and provide comments to L. Coodin; email from D. Sieradzki re: comments on security opinion, notice of motion and distribution order, and review same; emails with D. Sieradzki re: PPSA registrants;	4.4
17 Jan 2014	L. Coodin	Drafting documents re: upcoming sale approval motion; discussions re: same;	5.3

TIMEKEEPER SUMMARY

Timekeeper	Hours	Rate	Total
D. Bish	9.9	900.00	8,910.00
L. Coodin	40.6	435.00	17,661.00
S. Bhojani	1.0	695.00	695.00

Proforma ID # 1240618
Bill # 1297189



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January 30, 2014

Invoice: 1297862
 Matter: 04292-2024

Duff & Phelps Canada Restructuring Inc.
 Bay Adelaide Centre, 333 Bay Street, 14th Floor
 Toronto, ON
 M5H 2R2

Attention: David Sieradzki
 Email: david.sieradzki@duffandphelps.com

Re: Insolvency of Arxx Building Products Inc.

TO PROFESSIONAL SERVICES RENDERED, for the period ending January 24, 2014 as described on the attached Schedule.

Fee		\$25,590.00
Disbursements Subject to HST		
Agents Fees	\$510.48	
Copies	436.94	
Corporate Searches	56.00	
Courier	158.83	
Laser Printing	96.91	
Process Server Filing	105.00	
Telephone Call	<u>0.84</u>	1,365.00
HST		<u>3,504.15</u>
TOTAL		<u>\$30,459.15</u>

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79 Wellington St. W., 30th Floor
 Box 270, TD South Tower
 Toronto, Ontario M5K 1N2 Canada
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 GST / HST Registration R119420685

January 30, 2014

Duff & Phelps Canada Restructuring Inc.
 Bay Adelaide Centre, 333 Bay Street, 14th Floor
 Toronto, ON
 M5H 2R2

Attention: David Sieradzki
 Email: david.sieradzki@duffandphelps.com

Invoice Number: 1297862
 Matter Number: 04292-2024
 Invoice Total: \$30,459.15

Please mail remittance to:

Torys LLP
 79 Wellington Street West, Suite 3000
 Box 270, TD Centre
 Toronto, Ontario M5K 1N2
 Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	0690-5364535
M5K 1A2	Account (USD):	0690-7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA
 Bank Swift Code BOFAUS3N
 ABA 026 009 593

All accounts are payable on receipt. Please return this with your payment. Interest will be charged on all accounts overdue one month or more.

January 30, 2014

04292 - Duff & Phelps Canada Restructuring Inc.

Re: 2024 - Insolvency of Arxx Building Products Inc.

Date	Lawyer	Description	Hours
18 Jan 2014	D. Bish	Emails with L. Coodin re: finalizing factum draft, and re: updated versions of Notice of Motion and Distribution Order;	0.2
18 Jan 2014	L. Coodin	Researching re: stalking horse approval case law; editing court documents;	3.0
19 Jan 2014	D. Bish	Email from D. Sieradzki re: comments on factum, and review same; email from D. Sieradzki re: status of sale process;	0.3
20 Jan 2014	D. Bish	Emails with D. Sieradzki and discussion with L. Coodin re: transcript of December 27 hearing; emails with D. Sieradzki, A. Maerov and L. Coodin re: finalizing letter to service list re: distribution motion, and finalize and send same; emails with D. Sieradzki, N. Goldstein and L. Coodin re: PPSA registered parties for sale approval and distribution hearing; emails with D. Sieradzki and A. Maerov re: exercise of bank's set off rights against cash collateral;	1.5
20 Jan 2014	L. Coodin	Revising court materials re: sale approval motion;	5.0
21 Jan 2014	D. Bish	Emails with L. Coodin re: draft Factum and review same, and emails with client re: same; review draft 2nd Report of Receiver, and provide comments to client; emails with L. Coodin re: security opinion and UCC search results; email from N. Goldstein re: status report; email with bank's counsel re: draft report;	2.6
21 Jan 2014	L. Coodin	Preparing motion materials re: sale approval;	4.5
22 Jan 2014	D. Bish	Finalize court materials and discussions with L. Coodin re: same; finalize security opinion and discuss UCC searches with L. Coodin; emails with client, bank and U.S. counsel re: draft Receiver's report and comments on same; emails with client, L. Coodin, bank's counsel and purchaser re: bid deadline, no qualified bids, no auction being held, and confirmation of Airlite as successful bidder; discussions with L. Coodin re: finalizing court materials to reflect no auction, no qualified bids, winning bidder, and arrangements re: service of materials;	2.8
22 Jan 2014	L. Coodin	Preparing motion materials re: sale approval motion;	6.6
23 Jan 2014	D. Bish	Emails with client and U.S. counsel re: inquiries from U.S. health insurance provider and prospective termination of same;	1.8

Date	Lawyer	Description	Hours
		complete service of court materials (sale approval and distribution hearing), and emails and discussions with L. Coodin re: same; emails and discussions with L. Coodin re: Delaware UCC search results, and emails with clients re: same; review comments on closing agenda from purchaser's counsel and discuss with L. Coodin, and emails with client re: same;	
23 Jan 2014	L. Coodin	Serving and filing court materials; summarizing UCC search results; correspondence re: closing agenda;	6.5
23 Jan 2014	S. Bhojani	Review correspondence re: closing documents;	0.5
24 Jan 2014	D. Bish	Emails with L. Coodin re: closing agenda and comments from Stikemans; emails with D. Sieradzki, N. Goldstein and L. Coodin re: UCC search results and handling of creditors identified from UCC searches; emails with L. Coodin re: supplement to security opinion; emails with D. Sieradzki, N. Goldstein and L. Coodin re: claim asserted by Polymos to possessory lien re: molds situated in Quebec, and calls and emails with counsel to Polymos (M. Fleury) to resolve dispute, and advise client of resolution of dispute; arrange with L. Coodin to serve court materials on M. Fleury; emails with D. Sieradzki and M. Lunn re: status of U.S. objections filed in connection with recognition of Canadian sale approval order and status of U.S. recognition hearing;	2.9
24 Jan 2014	L. Coodin	Preparing service for additional parties re: motion materials; serving materials; correspondence with Michel Fleury re: same; discussions and correspondence re: motion materials;	4.2
24 Jan 2014	S. Bhojani	Internal discussions re: tax items; research on HST consequences;	2.0

TIMEKEEPER SUMMARY

Timekeeper	Hours	Rate	Total
D. Bish	12.1	900.00	10,890.00
L. Coodin	29.8	435.00	12,963.00
S. Bhojani	2.5	695.00	1,737.50

Proforma ID # 1241072
Bill # 1297862



79 Wellington St. W., 30th Floor
 Box 270, TD South Tower
 Toronto, Ontario M5K 1N2 Canada
 P. 416.865.0040 | F. 416.865.7380
 www.torys.com
 GST / HST Registration R119420685

February 6, 2014

Invoice: 1298267
 Matter: 04292-2024

Duff & Phelps Canada Restructuring Inc.
 Bay Adelaide Centre
 333 Bay Street, 14th Floor
 Toronto, Ontario
 M5H 2R2

Attention: David Sieradzki
 david.sieradzki@duffandphelps.com

Re: Insolvency of Arxx Building Products Inc.

TO PROFESSIONAL SERVICES RENDERED, for the period ending January 31, 2014 as described on the attached Schedule.

Fee		\$29,616.00
Disbursements Subject to HST		
Binding Charges	\$87.00	
Copies	3.50	
Copy Preparation	10.00	
Courier	22.49	
Exhibit Tabs	60.50	
Laser Printing	80.92	
Process Server Obtaining from Court	25.00	
Taxi & Travel	<u>8.93</u>	298.34
HST		<u>3,888.86</u>
TOTAL		<u>\$33,803.20</u>

All accounts are payable on receipt. Please retain this copy for your files. Interest will be charged on all accounts overdue one month or more.



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 www.torys.com
 GST / HST Registration R119420685

February 6, 2014

Duff & Phelps Canada Restructuring Inc.
 Bay Adelaide Centre
 333 Bay Street, 14th Floor
 Toronto, Ontario
 M5H 2R2

Attention: David Sieradzki

Invoice Number: 1298267
 Matter Number: 04292-2024
 Invoice Total: \$33,803.20

Please mail remittance to:

Torys LLP
 79 Wellington Street West, Suite 3000
 Box 270, TD Centre
 Toronto, Ontario M5K 1N2
 Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	0690-5364535
M5K 1A2	Account (USD):	0690-7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA
 Bank Swift Code BOFAUS3N
 ABA 026 009 593

All accounts are payable on receipt. Please return this with your payment. Interest will be charged on all accounts overdue one month or more.

February 6, 2014

04292 - Duff & Phelps Canada Restructuring Inc.

Re: 2024 - Insolvency of Arxx Building Products Inc.

Date	Lawyer	Description	Hours
27 Jan 2014	D. Bish	Emails with M. Lunn and D. Sieradzki re: status of U.S. objections to recognition motion and U.S. service list; emails and calls with L. Coodin, S. Bhojani, Duff & Phelps and Stikeman re: closing agenda, status of closing documents, closing issues and open items (including tax items); review further changes to closing agenda proposed by Stikeman;	3.2
27 Jan 2014	L. Coodin	Conference calls re: closing transaction;	3.5
27 Jan 2014	S. Bhojani	Conference calls with Stikeman and D&P regarding tax closing documents and HST; research on HST issues;	3.0
28 Jan 2014	D. Bish	Calls and emails with Stikeman re: closing agenda, closing documents and closing issues (including new concerns re: surrender of possession of molds in the hands of third parties, UCC parties and treatment of social media properties on closing), and emails with D. Sieradzki, N. Goldstein and L. Coodin re: same; discussions and emails with L. Coodin re: preparation for court hearing to approve sale and distribution motion; emails from N. Goldstein re: status report;	3.1
28 Jan 2014	L. Coodin	Preparing for motion re: sale approval and distribution;	2.3
29 Jan 2014	D. Bish	Attend at court for sale approval and distribution hearing, and emails with all parties re: same; emails with U.S. counsel and client re: recognition hearing; emails with D. Sieradzki and N. Goldstein re: status of transition discussions with purchaser and calls with third parties in possession of molds;	3.3
29 Jan 2014	L. Coodin	Appearing at Court re: sale approval motion;	1.7
30 Jan 2014	D. Bish	Emails and discussions with L. Coodin re: corrected Sale Approval Order, closing arrangements, closing agenda, draft closing documents and outstanding issues for closing, and emails with client and Stikeman and S. Bhojani re: same; review all draft closing documents from Stikeman and provide comments on same; emails with U.S. counsel and client and Stikeman re: Friday's recognition hearing and form or U.S. Order;	3.6
30 Jan 2014	L. Coodin	Revising and preparing documents re: closing; discussions	5.3

Date	Lawyer	Description	Hours
		and correspondence re: same;	
30 Jan 2014	S. Bhojani	Review tax elections; correspondence re: tax matters;	2.2
31 Jan 2014	D. Bish	Attend U.S. recognition hearing (telephonically), and emails with all parties re: same; review and finalize closing documents and emails with Stikeman, client and L. Coodin re: same, and review comments on closing documents from other parties; emails with Stikeman, client and L. Coodin re: open closing issues, including purchaser request for discharges of security; emails and calls with all parties re: closing logistics, escrow conditions, and advance circulation of signature pages; review employment assumption letters; emails with all parties re: final form of tax elections; forward U.S. recognition orders to Stikeman; emails with D. Sieradzki et al. re: final A/R numbers for purchase price calculation on closing;	3.9
31 Jan 2014	L. Coodin	Preparing closing documents; correspondence with Stikemans re: closing issues; discussions re: same;	8.4
31 Jan 2014	S. Bhojani	Review tax elections; correspondence re tax closing documents; internal discussions re revised data;	2.0

TIMEKEEPER SUMMARY

Timekeeper	Hours	Rate	Total
D. Bish	17.1	900.00	15,390.00
L. Coodin	21.2	435.00	9,222.00
S. Bhojani	7.2	695.00	5,004.00

Proforma ID # 1241597
Bill # 1298267

TORYS
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79 Wellington St. W., 30th Floor
Box 270, TD South Tower
Toronto, Ontario M5K 1N2 Canada
P. 416.865.0040 | F. 416.865.7380
www.torys.com
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February 14, 2014

Invoice: 1298843
Matter: 04292-2024

Duff & Phelps Canada Restructuring Inc.
Bay Adelaide Centre, 333 Bay Street, 14th Floor
Toronto, Ontario
M5H 2R2

Attention: David Sieradzki
Email: david.sieradzki@duffandphelps.com

Re: Insolvency of Arxx Building Products Inc.

TO PROFESSIONAL SERVICES RENDERED, for the period ending February 7, 2014 as described on the attached Schedule.

Fee		\$8,167.00
Disbursements Subject to HST		
Copies	\$5.32	
Courier	13.75	
Laser Printing	13.86	
Process Server Filing	<u>35.00</u>	67.93
Disbursements Not Subject to Tax		
Motion	127.00	
HST		<u>1,070.54</u>
TOTAL		<u>\$9,432.47</u>

All accounts are payable on receipt. Please retain this copy for your files. Interest will be charged on all accounts overdue one month or more.



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February 14, 2014

Duff & Phelps Canada Restructuring Inc.
 Bay Adelaide Centre, 333 Bay Street, 14th Floor
 Toronto, Ontario
 M5H 2R2

Attention: David Sieradzki
 Email: david.sieradzki@duffandphelps.com

Invoice Number: 1298843
 Matter Number: 04292-2024
 Invoice Total: \$9,432.47

Please mail remittance to:

Torys LLP
 79 Wellington Street West, Suite 3000
 Box 270, TD Centre
 Toronto, Ontario M5K 1N2
 Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	0690-5364535
M5K 1A2	Account (USD):	0690-7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA
 Bank Swift Code BOFAUS3N
 ABA 026 009 593

All accounts are payable on receipt. Please return this with your payment. Interest will be charged on all accounts overdue one month or more.

February 14, 2014

04292 - Duff & Phelps Canada Restructuring Inc.
 Re: 2024 - Insolvency of Arxx Building Products Inc.

Date	Lawyer	Description	Hours
01 Feb 2014	D. Bish	Emails with L. Coodin, D. Sieradzki, D. Borshy et al. re: closing arrangements and open items, including requested Comerica discharge; settle final language for Bill of Sale and General Conveyance documents;	0.9
02 Feb 2014	D. Bish	Finalize inventory numbers and review revised purchase price receipt to reflect same, and emails with D. Sieradzki, P. Kenealy et al re: same; emails with L. Coodin, D. Sieradzki, D. Borshy et al. re: closing arrangements, escrow for signature pages, and request for Comerica discharge; emails and call with A. Maerov re: request for Comerica discharge by purchaser's counsel and resolution of same; emails with D. Sieradzki re: additional inventory purchasers sought by purchaser and request for additional vesting order;	2.6
03 Feb 2014	D. Bish	Closing of Arxx sale transaction, and emails and calls with all parties re: completion of same; attend to filing of Receiver's Certificate; exchange all signature pages and confirm release of escrow; update to bank and U.S. counsel re: closing; emails with all parties re: wire transfer payment, tracking of same and receipt of same, and emails with Comerica re: payment of initial distribution; confirm with purchaser waiver of APA condition 5.3(e); draft letter to purchaser's counsel enclosing originally executed signature pages for Receiver's closing documents and send same;	3.3
03 Feb 2014	L. Coodin	Closing transaction; correspondence and discussions re: same;	3.7
03 Feb 2014	S. Bhojani	Review tax elections and filing process;	0.5
06 Feb 2014	D. Bish	Email from D. Sieradzki re: bank payout and status of finalizing A/R and inventory numbers with purchaser and receiving further funds from adjustment;	0.1

TIMEKEEPER SUMMARY

Timekeeper	Hours	Rate	Total
D. Bish	6.9	900.00	6,210.00
L. Coodin	3.7	435.00	1,609.50
S. Bhojani	0.5	695.00	347.50

Proforma ID # 1246497
Bill # 1298843



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February 26, 2014

Invoice: 1299568
 Matter: 04292-2024

Duff & Phelps Canada Restructuring Inc.
 Bay Adelaide Centre
 333 Bay Street, 14th Floor
 Toronto, Ontario
 M5H 2R2

Attention: David Sieradzki
 Email: david.sieradzki@duffandphelps.com

TO PROFESSIONAL SERVICES RENDERED, for the period ending February 21, 2014 as described on the attached Schedule.

Re: Insolvency of Arxx Building Products Inc.

Fee		\$3,583.00
Disbursements Subject to HST		
Agents Fees	\$261.10	
Copies	1.82	
Laser Printing	<u>1.54</u>	264.46
Disbursements Not Subject to Tax		
Section 427		490.00
HST		<u>500.17</u>
TOTAL		<u>\$4,837.63</u>

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February 26, 2014

Duff & Phelps Canada Restructuring Inc.
 Bay Adelaide Centre, 333 Bay Street, 14th Floor
 Toronto, Ontario
 M5H 2R2

Attention: David Sieradzki
 Email: david.sieradzki@duffandphelps.com

Invoice Number: 1299568
 Matter Number: 04292-2024
 Invoice Total: \$4,837.63

Please mail remittance to:

Torys LLP
 79 Wellington Street West, Suite 3000
 Box 270, TD Centre
 Toronto, Ontario M5K 1N2
 Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	0690-5364535
M5K 1A2	Account (USD):	0690-7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA
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 ABA 026 009 593

All accounts are payable on receipt. Please return this with your payment. Interest will be charged on all accounts overdue one month or more.

February 26, 2014

04292 - Duff & Phelps Canada Restructuring Inc.

Re: 2024 - Insolvency of Arxx Building Products Inc.

Date	Lawyer	Description	Hours
10 Feb 2014	D. Bish	Emails with client and lender re: bank payout, timing and amount of payout; emails with D. Sieradzki re: next steps, and discuss discharge application with L. Coodin; meet with L. Coodin re: post-closing items outstanding, status and resolution of same;	0.7
10 Feb 2014	L. Coodin	Attending to post-closing matters re: Arxx; correspondence with Stikemans re: same;	1.5
11 Feb 2014	D. Bish	Emails with client, purchaser and L. Coodin re: purchase price allocation; email with L. Coodin re: post-closing items call with purchaser's counsel; email from D. Sieradzki re: final payout of lender;	0.3
11 Feb 2014	L. Coodin	Call with Stikemans to discuss post-closing matters; discussions and correspondence re: same; reviewing outstanding post-closing matters;	1.5
12 Feb 2014	D. Bish	Emails with client and S. Bhojani re: purchase price allocation; discussion with L. Coodin re: post-closing matters;	0.4
13 Feb 2014	D. Bish	Emails with client, S. Bhojani and L. Coodin re: purchase price allocation and discuss with S. Bhojani and report to client on same; emails and discussion with L. Coodin re: post-closing items, and emails from L. Coodin and client re: status of post-closing items;	0.6
13 Feb 2014	L. Coodin	Correspondence and discussions re: post-closing matters;	0.3
13 Feb 2014	S. Bhojani	Review purchase price allocation;	0.5

TIMEKEEPER SUMMARY

Timekeeper	Hours	Rate	Total
D. Bish	2.0	900.00	1,800.00
L. Coodin	3.3	435.00	1,435.50
S. Bhojani	0.5	695.00	347.50

Proforma ID # 1247574

Bill # 1299568

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March 19, 2014

Invoice: 1301248
Matter: 04292-2024

Duff & Phelps Canada Restructuring Inc.
Bay Adelaide Centre, 333 Bay Street, 14th Floor
Toronto, ON
M5H 2R2

Attention: David Sieradzki
Email: david.sieradzki@duffandphelps.com

Re: Insolvency of Arxx Building Products Inc.

TO PROFESSIONAL SERVICES RENDERED, for the period ending March 14, 2014 as described on the attached Schedule.

Fee		\$487.00
Disbursements Subject to HST		
Copies	\$1.82	
Laser Printing	10.22	
Telephone Call	<u>8.70</u>	20.74
HST		<u>66.01</u>
TOTAL		<u>\$573.75</u>

All accounts are payable on receipt. Please retain this copy for your files. Interest will be charged on all accounts overdue one month or more.



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March 19, 2014

Duff & Phelps Canada Restructuring Inc.
 Bay Adelaide Centre, 333 Bay Street, 14th Floor
 Toronto, ON
 M5H 2R2

Attention: David Sieradzki
 Email: david.sieradzki@duffandphelps.com

Invoice Number: 1301248
 Matter Number: 04292-2024
 Invoice Total: \$573.75

Please mail remittance to:

Torys LLP
 79 Wellington Street West, Suite 3000
 Box 270, TD Centre
 Toronto, Ontario M5K 1N2
 Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	0690-5364535
M5K 1A2	Account (USD):	0690-7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA
 Bank Swift Code BOFAUS3N
 ABA 026 009 593

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March 19, 2014

04292 - Duff & Phelps Canada Restructuring Inc.
Re: 2024 - Insolvency of Arxx Building Products Inc.

Date	Lawyer	Description	Hours
25 Feb 2014	D. Bish	Meet with L. Coodin re: Arxx post-closing items and completion of sale transaction record books;	0.2
03 Mar 2014	L. Coodin	Preparing record book re: ARXX transaction; discussions with Stikemans re: same;	0.5
04 Mar 2014	D. Bish	Emails with M. Lunn and D. Sieradzki re: status of Canadian and U.S. proceeding and timing for shutting down Chapter 15 proceedings;	0.1

TIMEKEEPER SUMMARY

Timekeeper	Hours	Rate	Total
D. Bish	0.3	900.00	270.00
L. Coodin	0.5	435.00	217.50

Proforma ID # 1253813
Bill # 1301248



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April 9, 2014

Invoice: 1302858
 Matter: 04292-2024

Duff & Phelps Canada Restructuring Inc.
 Bay Adelaide Centre, 333 Bay Street, 14th Floor
 Toronto, ON
 M5H 2R2

Attention: David Sieradzki
 Email: david.sieradzki@duffandphelps.com

Re: Insolvency of Arxx Building Products Inc.

TO PROFESSIONAL SERVICES RENDERED, for the period ending April 4, 2014 as described on the attached Schedule.

Fee		\$450.00
Disbursements Subject to HST		
Agents Fees	\$1,547.05	
Copies	1.26	
Courier	3.60	
Laser Printing	8.68	
Telephone Call	<u>0.25</u>	1,560.84
HST		<u>261.41</u>
TOTAL		<u>\$2,272.25</u>

All accounts are payable on receipt. Please retain this copy for your files. Interest will be charged on all accounts overdue one month or more.



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April 9, 2014

Duff & Phelps Canada Restructuring Inc.
 Bay Adelaide Centre, 333 Bay Street, 14th Floor
 Toronto, ON
 M5H 2R2

Attention: David Sieradzki
 Email: david.sieradzki@duffandphelps.com

Invoice Number: 1302858
 Matter Number: 04292-2024
 Invoice Total: \$2,272.25

Please mail remittance to:

Torys LLP
 79 Wellington Street West, Suite 3000
 Box 270, TD Centre
 Toronto, Ontario M5K 1N2
 Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	0690-5364535
M5K 1A2	Account (USD):	0690-7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

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 Bank Swift Code BOFAUS3N
 ABA 026 009 593

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April 9, 2014

04292 - Duff & Phelps Canada Restructuring Inc.
 Re: 2024 - Insolvency of Arxx Building Products Inc.

Date	Lawyer	Description	Hours
16 Mar 2014	D. Bish	Email from K. Esaw re: Airlite inquiries regarding U.S. creditors;	0.1
17 Mar 2014	D. Bish	Emails with K. Esaw, D. Borshy and D. Sieradzki re: Airlite inquiries into Sonoco claims;	0.2
02 Apr 2014	D. Bish	Emails with D. Sieradzki, N. Goldstein and M. Lunn re: status of Arxx proceedings and timeline for discharge hearing and shutting down Chapter 15 proceedings; emails with L. Coodin re; prospective discharge hearing;	0.2

TIMEKEEPER SUMMARY

Timekeeper	Hours	Rate	Total
D. Bish	0.5	900.00	450.00

Proforma ID # 1261015
 Bill # 1302858

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GST / HST Registration R119420685

May 2, 2014

Invoice: 1304674
Matter: 04292-2024

Duff & Phelps Canada Restructuring Inc.
Bay Adelaide Centre, 333 Bay Street, 14th Floor
Toronto, Ontario
M5H 2R2

Attention: David Sieradzki
Email: david.sieradzki@duffandphelps.com

Re: Insolvency of Arxx Building Products Inc.

TO PROFESSIONAL SERVICES RENDERED, for the period ending April 25, 2014 as described on the attached Schedule.

Fee		\$2,097.00
Disbursements Subject to HST		
Binding Charges	\$3.00	
Copies	1.54	
Exhibit Tabs	0.25	
Laser Printing	<u>2.10</u>	6.89
HST		<u>273.51</u>
TOTAL		<u>\$2,377.40</u>

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May 2, 2014

Duff & Phelps Canada Restructuring Inc.
 Bay Adelaide Centre, 333 Bay Street, 14th Floor
 Toronto, Ontario
 M5H 2R2

Attention: David Sieradzki
 Email: david.sieradzki@duffandphelps.com

Invoice Number: 1304674
 Matter Number: 04292-2024
 Invoice Total: **\$2,377.40**

Please mail remittance to:

Torys LLP
 79 Wellington Street West, Suite 3000
 Box 270, TD Centre
 Toronto, Ontario M5K 1N2
 Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	0690-5364535
M5K 1A2	Account (USD):	0690-7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA
 Bank Swift Code BOFAUS3N
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May 2, 2014

04292 - Duff & Phelps Canada Restructuring Inc.
 Re: 2024 - Insolvency of Arxx Building Products Inc.

Date	Lawyer	Description	Hours
03 Apr 2014	D. Bish	Call with M. Langord (Kilpatrick Townsend) re: creditor inquiries re: sale process, remaining assets, prospective recoveries for unsecureds and other matters, and inform D. Sieradzki and N. Goldstein of discussion;	0.3
22 Apr 2014	L. Coodin	Drafting court documents re: discharge of receiver;	4.2

TIMEKEEPER SUMMARY

Timekeeper	Hours	Rate	Total
D. Bish	0.3	900.00	270.00
L. Coodin	4.2	435.00	1,827.00

Proforma ID # 1263555
Bill # 1304674



79 Wellington St. W., 30th Floor
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June 11, 2014

Invoice: 1307807
 Matter: 04292-2024

Duff & Phelps Canada Restructuring Inc.
 Bay Adelaide Centre, 333 Bay Street, 14th Floor
 Toronto, Ontario
 M5H 2R2

Attention: David Sieradzki
 Email: david.sieradzki@duffandphelps.com

Re: Insolvency of Arxx Building Products Inc.

TO PROFESSIONAL SERVICES RENDERED, for the period ending June 11, 2014 as described on the attached Schedule.

Fee		\$10,389.00
Disbursements Subject to HST		
Copies	\$1.26	
Laser Printing	<u>10.78</u>	12.04
HST		<u>1,352.14</u>
TOTAL		<u>\$11,753.18</u>

All accounts are payable on receipt. Please retain this copy for your files. Interest will be charged on all accounts overdue one month or more.



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 GST / HST Registration R119420685

June 11, 2014

Duff & Phelps Canada Restructuring Inc.
 Bay Adelaide Centre, 333 Bay Street, 14th Floor
 Toronto, Ontario
 M5H 2R2

Attention: David Sieradzki
 Email: david.sieradzki@duffandphelps.com

Invoice Number: 1307807
 Matter Number: 04292-2024
 Invoice Total: \$11,753.18

Please mail remittance to:

Torys LLP
 79 Wellington Street West, Suite 3000
 Box 270, TD Centre
 Toronto, Ontario M5K 1N2
 Canada

Remittance by Electronic Banking (please include invoice number):

TD Canada Trust	Account Name:	Torys LLP
55 King Street	Bank ID:	004
West	Branch Number:	10202
Toronto, Ontario	Account (CAD):	0690-5364535
M5K 1A2	Account (USD):	0690-7389354
Canada	Bank Swift Code:	TDOMCATTOR

Intermediary Bank (only needed for USD wiring from outside of Canada):

Bank of America New York, NY USA
 Bank Swift Code BOFAUS3N
 ABA 026 009 593

All accounts are payable on receipt. Please return this with your payment. Interest will be charged on all accounts overdue one month or more.

June 11, 2014

04292 - Duff & Phelps Canada Restructuring Inc.

Re: 2024 - Insolvency of Arxx Building Products Inc.

Date	Lawyer	Description	Hours
07 May 2014	D. Bish	Emails with D. Sieradzki re: settlement with Cronin;	0.1
08 May 2014	D. Bish	Call D. Sieradzki re: Cronin settlement;	0.1
09 May 2014	D. Bish	Discussions with L. Coodin re: draft Minutes of Settlement and Mutual Release, and review and provide comments on same, and emails with D. Sieradzki, L. Coodin and N. Goldstein re: same;	1.0
09 May 2014	L. Coodin	Drafting Minutes of Settlement and Mutual Release agreement re: Cronin;	1.0
20 May 2014	D. Bish	Emails with D. Sieradzki and N. Goldstein re: status of Cronin settlement and instructions to proceed with discharge hearing; emails with L. Coodin re: preparations for discharge hearing and booking of court time;	0.4
20 May 2014	L. Coodin	Drafting receivership discharge materials;	3.2
21 May 2014	D. Bish	Discussion and email with L. Coodin re: motion materials re: discharge and fee approval;	0.2
23 May 2014	D. Bish	Emails with L. Coodin re: court scheduling of discharge hearing; review draft court materials (factum, notice of motion, order), provide comments on same and discuss with L. Coodin, and provide draft to client; emails from D. Sieradzki and J. Nanson re: status of Cronin settlement;	1.8
23 May 2014	L. Coodin	Revising ARXX court documents re: receivership discharge;	1.4
27 May 2014	D. Bish	Emails with L. Coodin re: scheduling of discharge hearing and preparations, and emails with client confirming same;	0.2
28 May 2014	D. Bish	Emails with L. Coodin re: arrangements for receiver's discharge and fee approval hearing;	0.1
29 May 2014	D. Bish	Discussions and emails with L. Coodin re: draft affidavit for fee approval hearing;	0.2
29 May 2014	L. Coodin	Preparing fee affidavit re: upcoming motion;	1.5
30 May 2014	D. Bish	Review and revise draft affidavit for fee approval hearing,	0.9

Date	Lawyer	Description	Hours
		and forward draft to receiver;	
04 Jun 2014	D. Bish	Emails with D. Sieradzki, N. Goldstein and L. Coodin re: comments on draft fee affidavit, request for average rates disclosure materials, timing and scheduling of service of materials ahead of hearing date, and potentially expanding Receiver's powers to permit bankruptcies to be commenced for debtor companies;	0.5
05 Jun 2014	D. Bish	Emails with D. Sieradzki, N. Goldstein and L. Coodin re: discharge hearing, additional power to be given to Receiver to bankrupt one or more debtor companies, treatment of U.S. entities and allocation issues, and arrangements to terminate U.S. Chapter 15 proceedings; review revised discharge order adding provision dealing with same; emails with D. Sieradzki, N. Goldstein and L. Coodin re: fee approval, average rates and provision for "stub period" after swearing of fee affidavit and prior to discharge; meet with L. Coodin re: preparations for discharge hearing, finalizing draft materials and planned service on June 13;	1.5
05 Jun 2014	L. Coodin	Updating draft order and court documents re: receivership discharge; discussion re: same;	0.3
09 Jun 2014	L. Coodin	Revising court documents re: receivership discharge motion;	2.0

TIMEKEEPER SUMMARY

Timekeeper	Hours	Rate	Total
D. Bish	7.0	900.00	6,300.00
L. Coodin	9.4	435.00	4,089.00

Proforma ID # 1277576
Bill # 1307807

This is Exhibit "B" referred to in the
Affidavit of Lily Coodin
sworn before me, this 13th
day of June, 2014.

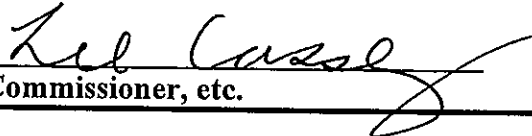

A Commissioner, etc.

**TORYS LLP
ACCOUNT SUMMARY**

(November 26, 2013 – June 11, 2014)

Invoice No.	Invoice Date	Total Hours	Fees	Disbursements	HST	Invoice Total
1294508	December 17, 2013	33.5	\$27,299.00	\$25.34	\$3,552.16	\$30,876.50
1296011	January 8, 2014	124.9	81,460.50	942.81	10,700.99	93,104.30
1296598	January 16, 2014	17.4	10,126.50	26.18	1,319.85	11,472.53
1297189	January 23, 2014	51.5	27,266.00	1,231.07	3,656.65	32,153.72
1297862	January 30, 2014	44.4	25,590.00	1,365.00	3,504.15	30,459.15
1298267	February 6, 2014	45.5	29,616.00	298.34	3,888.86	33,803.20
1298843	February 14, 2014	11.1	8,167.00	194.93	1,070.54	9,432.47
1299568	February 26, 2014	5.8	3,583.00	754.46	500.17	4,837.63
1301248	March 19, 2014	0.8	487.00	20.74	66.01	573.75
1302858	April 9, 2014	0.5	450.00	1,560.84	261.41	2,272.25
1304674	May 2, 2014	4.5	2,097.00	6.89	273.51	2,377.40
1307807	June 11, 2014	16.4	10,389.00	12.04	1,352.14	11,753.18
Total		356.3	\$226,531.00	\$6,438.64	\$30,146.44	\$263,116.08

This is Exhibit "C" referred to in the
Affidavit of Lily Coodin
sworn before me, this 13th
day of June, 2014.


A Commissioner, etc.

**TORYS LLP
PERSONNEL SUMMARY**

(November 26, 2013 – June 11, 2014)

Staff	Title/Year of Call	Total Hours	Hourly Rate (\$CDN)	Amount Billed (\$CDN)
John Unger	Partner/1980	1.3	1085	1410.5
David Bish	Partner/1999	155.6	850/900	135,339.51
Saira Bhojani	Associate/2006	28.7	695	19,351.46
Lily Coodin	Associate/2012	168.70	360/435	70,076.53
Clare Mauro	Senior Librarian	0.2	370	74.00
Kristina Milne	Corporate Searcher	0.5	155	77.50
James Verikios	Corporate Searcher	1.3	155	201.50
Total Fees (excludes disbursements and HST)		356.3		\$226,531

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

**AFFIDAVIT OF LILY COODIN
(SWORN JUNE 13, 2014)**

Torys LLP

79 Wellington Street West, Suite 3000
Box 270, TD Centre
Toronto, Ontario M5K 1N2
Fax: 416.865.7380

David Bish (LSUC#: 41629A)
Tel: 416.865.7353

Lily Coodin (LSUC#: 62143S)
Tel: 416.865.7541

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



TAB5

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

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

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.

Schedule A – Form of Receiver’s Discharge Certificate

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

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

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

**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
RESPONDENTS

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

APPLICANT

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced in Toronto

RECEIVER'S DISCHARGE ORDER

Torys LLP

79 Wellington Street West, Suite 3000
Box 270, TD Centre
Toronto, Ontario M5K 1N2

David Bish (LSUC#: 41629A)
Tel: 416.865.7353

Lily Coodin (LSUC#: 62143S)
Tel: 416.865.7541

Fax: 416.865.7380

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

TAB A

Court File No. ——— CV-13-10353-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE ——— <u>REGIONAL</u>)	WEEKDAY <u>TUESDAY</u> , THE # <u>24TH</u>
)	
<u>SENIOR JUSTICE</u> ——— <u>MORAWETZ</u>)	DAY OF MONTH <u>JUNE</u> , 20YR <u>2014</u>
)	

BETWEEN:

PLAINTIFF COMERICA BANK

Plaintiff

Applicant

- and -

DEFENDANT

Defendant

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 [~~RECEIVER'S NAME~~] 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 [~~DEBTOR~~] (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 "Debtor"), for an order:-

1. ~~approving the activities of the Receiver as set out in the report of the Receiver dated [DATE] (the "Report");~~
2. ~~approving the fees and disbursements of the Receiver and its counsel;~~
3. ~~approving the distribution of the remaining proceeds available in the estate of the Debtor; [and]~~
4. ~~discharging [RECEIVER'S NAME] as Receiver~~*< of the undertaking, property >* ~~and assets of the Debtor; and~~
5. ~~releasing [RECEIVER'S NAME] from any and all liability, as set out in paragraph 5 of this Order~~¹, "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 Report, the affidavits of the Receiver and its counsel as to fees (the "Fee Affidavits"), and on ~~hearing the submissions of counsel for the Receiver, no one else appearing~~ although served as evidenced by the Affidavit of [NAME] sworn [DATE], filed²; 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

¹ If this relief is being sought, stakeholders should be specifically advised, and given ample notice. See also Note 4, below.

² This model order assumes that the time for service does not need to be abridged.

13, 2014, and the actions and activities of the Receiver, ~~as set out in the Report, 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 and its counsel, ~~as set out~~ for the period December 9, 2013, to May 31, 2014, as described in the Third Report and the Fee Affidavits Sieradzki Affidavit, are hereby approved.

3. **THIS COURT ORDERS** that, ~~after payment of the fees and disbursements herein approved, of Torys LLP, counsel for~~ the Receiver shall pay the monies remaining in its hands to ~~[NAME OF PARTY]³, 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.~~ **4. THIS COURT ORDERS** that, upon payment of the amounts set out in paragraph 3 hereof ~~[and upon the filing by the Receiver filing 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], the Receiver, Duff & Phelps Canada Restructuring Inc.~~ shall be discharged as Receiver of the undertaking, property and assets of the Debtor ARXX Group, provided, however, that notwithstanding its discharge herein ~~(a) <the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein>, and (b) <the Receiver~~

³ ~~This model order assumes that the material filed supports a distribution to a specific secured creditor or other party.~~

~~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> [RECEIVER'S NAME]< in its capacity as Receiver.>.~~

(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. ~~5.~~ **[THIS COURT ORDERS AND DECLARES that [RECEIVER'S NAME]Duff & Phelps Canada Restructuring Inc. is hereby released and discharged from any and all liability that [RECEIVER'S NAME]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 [RECEIVER'S NAME]Duff & Phelps Canada Restructuring Inc. while acting in its capacity as Receiver herein in these proceedings, save and except for any its gross negligence or wilful/willful misconduct on the Receiver's part. Without limiting the generality of the foregoing, [RECEIVER'S NAME]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-receivership proceedings, save and except for any gross negligence or wilful/willful misconduct on the Receiver's part.]⁴**

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

⁴The model order subcommittee was divided as to whether a general release might be appropriate. On the one hand, the Receiver has presumably reported its activities to the Court, and presumably the reported activities have been approved in prior Orders. Moreover, the Order that appointed the Receiver likely has protections in favour of the Receiver. These factors tend to indicate that a general release of the Receiver is not necessary. On the other hand, the Receiver has acted only in a representative capacity, as the Court's officer, so the Court may find that it is appropriate to insulate the Receiver from all liability, by way of a general release. Some members of the subcommittee felt that, absent a general release, Receivers might hold back funds and/or wish to conduct a claims bar process, which would unnecessarily add time and cost to the receivership. The general release language has been added to this form of model order as an option only, to be considered by the presiding Judge in each specific case. See also Note 1, above.

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.

Schedule A – Form of Receiver’s Discharge CertificateCourt File No. CV-13-10353-00CLONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)BETWEEN:COMERICA BANKApplicant- 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, LLCRespondentsAPPLICATION 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 AMENDEDRECEIVER’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
APPLICANT RESPONDENTS

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

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced in Toronto

RECEIVER'S DISCHARGE ORDER

Torys LLP
79 Wellington Street West, Suite 300
Box 270, TD Centre
Toronto, Ontario M5K 1N2

David Bish (LSUC#: 41629A)
Tel: 416.865.7353

Lily Coodin (LSUC#: 62143S)
Tel: 416.865.7541

Fax: 416.865.7380

Lawyers for Duff & Phelps Canada
Restructuring, Inc., in its capacity
the receiver for ARXX Building
Inc., ARXX Corporation, ARXX
Building Products U.S.A. Inc., Eco
Holdings, LLC, APS Holdings, LLC,
UNISAS Holdings LLC, and Eco
International, LLC

Document comparison by Workshare Compare on June-12-14 4:24:09 PM

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Description	#17270283v1<TorysAtWork> - Model Receivership Discharge Order
Document 2 ID	interwovenSite://INVENTORYS1/TorysAtWork/17106103/1
Description	#17106103v1<TorysAtWork> - ARXX - Receiver's Discharge Order
Rendering set	Strikeout

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Deletion	
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>Moved to<	
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Moved-deletion	
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Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

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Moved to	7
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Total changes	219

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

MOTION RECORD

Torys LLP
79 Wellington Street West, Suite 3000
Box 270, TD Centre
Toronto, Ontario M5K 1N2
Fax: 416.865.7380

David Bish (LSUC#: 41629A)
Tel: 416.865.7353

Lily Coodin (LSUC#: 62143S)
Tel: 416.865.7541

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