

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

THE HONOURABLE MR. )

TUESDAY, THE 27<sup>TH</sup> DAY

JUSTICE MORAWETZ )

OF OCTOBER, 2009

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
INDALEX LIMITED  
INDALEX HOLDINGS (B.C.) LTD.  
6326765 CANADA INC. and  
NOVAR INC.

**ORDER  
(Increase to Monitor's Powers and Stay Extension)**

**THIS MOTION**, made by FTI Consulting Canada ULC, the Court-appointed Monitor (the "**Monitor**") of Indalex Limited, Indalex Holdings (B.C.) Ltd., 6326765 Canada Inc. and Novar Inc. (the "**Applicants**"), for advice and directions concerning an increase to the powers of the Monitor and an order extending the Stay Period (as defined below) was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Motion Record of the Monitor, including the Eighth Report of the Monitor dated July 28, 2009 (the "**Eighth Report**"), the Ninth Report of the Monitor dated August 26, 2009 (the "**Ninth Report**") and the Tenth Report of the Monitor dated October 21, 2009 (the "**Tenth Report**"), and on hearing the

submissions of counsel to the Monitor, the Applicants and such other counsel as were present, and on being advised that the Service List was served with the Motion Record herein:

**SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record shall be and is hereby abridged, if necessary, and that the motion is properly returnable today and that service thereof upon any interested party other than the persons served with the Motion Record is hereby dispensed with.

**PAYMENTS TO MONITOR**

2. **THIS COURT ORDERS** that the Applicants are authorized and directed to (a) transfer, direct and pay over to the Monitor forthwith and in any event by no later than 4:00 p.m. EST on October 30, 2009, all monies currently held in accounts in the name of and/or controlled by the Applicants; and (b) transfer, direct and pay over to the Monitor forthwith all monies received by the Applicants after the date hereof (all such monies, together with any monies received by the Monitor on behalf of the Applicants, the "Funds"), which Funds shall continue to be Property (as defined in the Amended Amended and Restated Initial Order of the Honourable Mr. Justice Morawetz dated May 12, 2009 (the "**Amended Amended and Restated Initial Order**")) of the Applicants.

3. **THIS COURT ORDERS** that all Persons (as defined in the Amended Amended and Restated Initial Order) in possession or control of Property (as defined in the Amended Amended and Restated Initial Order), including for greater certainty any monies, belonging to or owed to the Applicants shall forthwith advise the Monitor of such and shall grant immediate and continued access to the Property to the Monitor, and shall forthwith deliver all such Property to the Monitor upon the Monitor's request, other than documents or information which may not be disclosed

or provided to the Monitor due to the privilege attaching to solicitor-client communication or due to statutory provisions prohibiting such disclosure.

4. **THIS COURT ORDERS** that the Administration Charge, the Directors' Charge and the DIP Lenders Charge shall continue to apply to the Property of the Applicants, including but not limited to the Sale Proceeds (as defined in the Approval and Vesting Order of the Honourable Mr. Justice Campbell dated July 20, 2009 (the "**Approval and Vesting Order**")) and the Funds in accordance with their priority as established by the Amended Amended and Restated Initial Order.

#### **POWERS OF THE MONITOR**

5. **THIS COURT ORDERS** that the Monitor shall continue to be authorized and directed (a) to complete the Claims Procedure established by the Claims Procedure Order of the Honourable Mr. Justice Morawetz dated July 30, 2009 (the "**Claims Procedure Order**") without consulting with the Applicants; and (b) to take such further steps and seek such amendments to the Claims Procedure Orders or additional orders as the Monitor considers necessary or appropriate in order to fully determine, resolve or deal with any Claims or D&O Claims (as both are defined in the Claims Procedure Order); provided that the procedure for the evaluation and adjudication of D&O Claims shall be developed in consultation with D&O Counsel (as defined in the Claims Procedure Order).

6. **THIS COURT ORDERS** that the Monitor shall continue to be authorized and directed, in the name of and on behalf of the Applicants, and without consultation with the Applicants (a) to take such steps as the Monitor considers necessary or appropriate to complete the transaction contemplated by the agreement of purchase and sale among Indalex Holdings Finance, Inc., Indalex Holding Corp., Indalex Inc., Caradon Lebanon, Inc., Dolton Aluminum Company, Inc., Indalex Limited, Indalex Holdings (B.C.) Ltd. and 6326765 Canada Inc. and SAPA Holding AB made as of June 16, 2009 (the "**Sapa Transaction**"), including the working capital adjustment

provided for therein; and (b) to make any disbursements and pay any costs or expenses as may be incidental to or necessary for the closing of the Sapa Transaction.

7. **THIS COURT ORDERS** that the Monitor is authorized, but not required, in the name of and on behalf of the Applicants, to (a) file any and all tax returns of the Applicants with any governmental tax authority that the Monitor considers necessary or desirable; (b) claim any and all rebates, refunds or other amounts of tax (including sales taxes, capital taxes and income taxes) paid by or payable to the Applicants; (c) exercise any rights and remedies available to the Applicants, including all rights of appeal; and (d) engage, deal, communicate, negotiate, agree and settle with any and all governmental tax authorities on behalf of the Applicants and all such governmental authorities shall treat the Monitor as the authorized representative of the Applicants. Any rebates, refunds or other amounts received by the Monitor on account of taxes paid by or payable to the Applicants shall form part of the Funds.

8. **THIS COURT ORDERS** that the Monitor shall be at liberty to engage such persons as the Monitor deems necessary or advisable respecting the exercise of its powers and performance of its obligations under this Order.

9. **THIS COURT ORDERS** that, in addition to its prescribed rights in the CCAA, the powers granted by the Amended Amended and Restated Initial Order, this Order and all other orders granted in these proceedings, the Monitor is empowered and authorized to take such additional actions and execute such documents, in the name of and on behalf of the Applicants, as the Monitor considers necessary or desirable in order to facilitate the orderly completion of these proceedings and the winding up of the Applicants' estates, including:

- (a) Responding to the leave to appeal motion of the Retired Executives (as defined in the Ninth Report) and any resulting appeal;

- (b) Any matters resulting from the pending decision of the Honourable Mr. Justice Campbell in relation to the Deemed Trust Motions and the Bankruptcy Leave Motion (as those terms are defined in the Ninth Report), including the filing of or responding to any appeal there from and the filing of any assignment in bankruptcy of any Applicant; and
- (c) Investigating the possibility of a restructuring transaction based on the Applicants' tax loss attributes.

10. **THIS COURT ORDERS** that the Monitor shall continue to hold the Sale Proceeds and the Funds, and the Monitor is authorized and directed:

- (a) To comply with its obligations under paragraph 14 of the Approval and Vesting Order;
- (b) To pay the reasonable fees and disbursements of the Monitor, counsel to the Monitor, counsel to the Applicants and counsel to the Applicants' directors and officers, in the name of and on behalf of the Applicants;
- (c) To pay all post-filing liabilities properly incurred by the Applicants in the ordinary course of business which have not been previously paid or assumed pursuant to the Transaction, in the name of and on behalf of the Applicants;
- (d) To pay all costs associated with any actions taken by the Monitor pursuant to paragraph 9 of this Order; and
- (e) To return to Court in order to seek such further authority or directions as the Monitor considers appropriate with respect to the distribution of the Sale Proceeds and the Funds.

11. **THIS COURT ORDERS** that, in addition to the rights and protections afforded the Monitor under the CCAA or as an officer of this Court, the Monitor shall incur no liability or obligation as a result of the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded the Monitor by the CCAA, any other applicable legislation or any other order granted in these proceedings.

12. **THIS COURT ORDERS** that, except as specifically provided for herein, nothing in this Order shall vary or amend any order or endorsement previously granted in these proceedings.

**MONITOR'S ACTIVITIES**

13. **THIS COURT ORDERS** that the Eighth Report, the Ninth Report and Tenth Report and the activities of the Monitor as described therein are hereby approved.


**STAY EXTENSION**

14. **THIS COURT ORDERS** that the Stay Period (as defined in paragraph 15 of the Amended Amended and Restated Initial Order, and as extended by Orders granted on April 22, June 19, July 20 and July 30, 2009) is further extended until and including February 5, 2010.

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

OCT 27 2009

PER / PAR: TV



A handwritten signature in black ink, appearing to be 'A. R. ...', is written over a horizontal line.

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

Court File No: **09-CV-09-8122-00CL**

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
INDALEX LIMITED, INDALEX HOLDINGS (B.C.) LTD. 6326765 CANADA INC. and  
NOVAR INC.

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**O R D E R**

**STIKEMAN ELLIOTT LLP**  
Barristers & Solicitors  
5300 Commerce Court West  
199 Bay Street  
Toronto, Canada M5L 1B9

**Ashley John Taylor LSUC#: 39932E**  
Tel: (416) 869-5236  
Fax: (416) 861-0445

Lawyers for the FTI Consulting Canada ULC

