

**KOSKIE
MINSKY** LLP
BARRISTERS & SOLICITORS

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FAX TRANSMISSION

DATE: November 11, 2011

TO:	PHONE #	FAX #
Registrar Supreme Court of Canada		613-996-9138
Henry Brown Gowling Lafleur Henderson LLP		613-788-3433
Ashley Taylor and David Byers Stikeman Elliott LLP		416-947-0866
Darrell Brown Sack Goldblatt Mitchell LLP		416-591-7333
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Fred Myers Goodmans LLP		416-979-1234
Harvey Chaiton Chaitons LLP		416-218-1849
Hugh O'Reilly and Amanda Darrach Cavalluzzo, Hayes, Shilton, McIntyre & Cornish LLP		416-964-5895

FROM: Andrew J. Hatnay • Direct Phone 416-595-2083
Direct Fax 416-204-2872 • E-mail ahatnay@kmlaw.ca

SUBJECT: **Indalex Limited**
Supreme Court File No. 34308

FILE #: 11/1014

Total No. of Pages, including this page: 44

If there are problems with this transmission, please call Jenny Correia at (416) 595-2113.

Urgent

For Review

Please Reply

THIS TELECOPY IS DIRECTED IN CONFIDENCE SOLELY TO THE PERSON NAMED ABOVE, AND MAY NOT OTHERWISE BE DISTRIBUTED, COPIED OR DISCLOSED. THE CONTENTS OF THIS TELECOPY MAY ALSO BE SUBJECT TO SOLICITOR/CLIENT PRIVILEGE AND ALL RIGHTS TO THAT PRIVILEGE ARE EXPRESSLY CLAIMED AND NOT WAIVED. IF YOU HAVE RECEIVED THIS TELECOPY IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL TRANSMISSION TO US BY MAIL OR DESTROY THE SAME, WITHOUT MAKING A COPY. THANK YOU FOR YOUR ASSISTANCE.

**KOSKIE
MINSKY** LLP

BARRISTERS & SOLICITORS

November 11, 2011

VIA FASCIMILE

The Registrar
Supreme Court of Canada
301 Wellington Street
Ottawa, ON K1A 0J1

Andrew J. Hatnay
Direct Dial: 416-595-2083
Direct Fax: 416-204-2872
ahatnay@kmlaw.ca

Dear Sir/Madam:

Re: Indalex
Re: Applications for leave to appeal
Supreme Court File No. 34308
Re: Cost of retirees from the Retirement Plan for Executive Employees of
IndalexCanada and Associated Companies (the "Executive Plan")

We are counsel to the retired executives who are respondents to three leave applications in the above-noted matter (the "Retirees").

We write to request that a term be added to the anticipated order of the Court dealing with leave (regardless of whether leave is granted or dismissed) directing that the legal costs of the Retirees in this Court be paid from the fund of their pension plan, the Executive Plan.

The administrator of the Executive Plan (Morneau Shepell) and the Ontario Superintendent of Financial Services have consented to this additional term of the order. No other party has indicated opposition to the addition of this term to the leave order.

By way of background, the Retirees' appeal proceeded under Ontario Court of Appeal file number C52346. Our clients' appeal was heard by the Court of Appeal at the same time as the appeal by the United Steelworkers (USW), which bears Ontario Court of Appeal file number C52187. The three leave applications filed by the respondents to this Court bear one court file number at the Supreme Court (No. 34308).

We understand that all the materials for the above-noted leave applications have been filed and that the matter has been referred to a leave panel of this Court.

The day after our responding materials were filed (September 6, 2011), the Ontario Court of Appeal released its Costs Endorsement with respect to the proceedings below (copy enclosed). In its Costs Endorsement (see paragraph 4), the Ontario Court of Appeal ordered that the legal costs of the Retirees be paid from the fund of the Executive Plan. The Court of Appeal's Endorsement reflects the agreement the Retirees reached with Morneau and the Ontario Superintendent of Financial Services. The order was not opposed by any of the other parties.

We also enclose for your reference a copy of the order of the Court of Appeal in the Retirees' appeal below. Paragraphs 9 and 10 of that Order directs the payment of our clients' costs from the fund of their pension plan, the Executive Plan, exactly as we now request in this Court.

We also point out the following:

- a) each of the respondent Retirees have consented to their legal costs being paid from the fund of the Executive Plan (see affidavit of Jenny Correia sworn May 5, 2011 enclosed). This is the same affidavit that was referenced by the Ontario Court of Appeal when it issued its Costs Endorsement;
- b) none of the Applicants have an interest in the fund of the Executive Plan; and
- c) none of the Applicant's have indicated opposition to the inclusion of this term.

Accordingly, as part of this Court's upcoming disposition on the leave applications, whether leave is granted or denied, we request that the Court add to its order a term similar to that issued by the Court of Appeal, substantially as follows:

THIS COURT ORDERS that the Retirees' full indemnity legal costs and disbursements relating to the applications for leave to appeal and related proceedings in this Court, and if leave to appeal is granted, relating to the subsequent appeals to this Court, be paid from the fund of the Executive Plan attributable to each of the 14 Former Executives' accrued pension benefits, and, specifically, such costs shall be allocated among the 14 Former Executives in relation to their pension entitlements from the Executive Plan and will not be borne by the other three members of the Executive Plan, who are not respondents.

THIS COURT ORDERS that the full indemnity costs relating to the leave applications shall be paid to KoskieMinsky LLP in trust within 60 days.

We also ask to amend our request for costs in our Responses to the leave applications to indicate that if the above-requested term is included in the leave order, then any costs ordered in favour of the Retirees be directed for payment to the fund of the Executive Plan for the benefit of the 14 Retirees.

We regret that this request was not included in our Responses to the three applications for leave to appeal. All of the above are matters of court record. However, should you wish to have this matter made the subject of a motion or if you have any questions, please do not hesitate to contact the undersigned.

We are copying all counsel including counsel Morneau and counsel to the Superintendent.

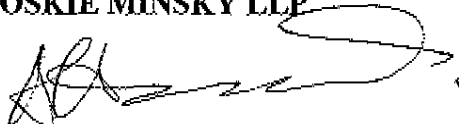
**KOSKIE
MINSKY_{LLP}**

BARRISTERS & SOLICITORS

Page 3

Thank you for your attention to this matter.

Yours truly,

KOSKIE MINSKY LLP

Andrew J. Hatnay

AJH:jc

Enclosure

cc: Fred Myers, *Goodmans LLP*
Harvey G. Chaiton, *Chaitons LLP*
Ashley Taylor and David Byers, *Stikeman Elliott LLP*
Darrell Brown, *Sack Goldblatt Mitchell LLP*
Hugh O'Reilly and Amanda Darrach, *Cavaluzzo Hayes Shilton McIntyre & Cornish LLP*
Mark Bailey, *Financial Services Commission of Ontario*
Henry S. Brown, Q.C., *Gowling Lafleur Henderson LLP*
Demetrios Yiokaris, *KoskieMinsky LLP*
Clients

CITATION: Indalex Limited (Re) , 2011 OJ

DATE: 20

DOCKET: C52187 &

COURT OF APPEAL FOR ONTARIO

MacPherson, Gillese and Juriansz J.J.A.

BETWEEN

In the Matter of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36
amendedAnd in the Matter of a Plan of Compromise or Arrangement of Indalex Limited, 1
Holdings (B.C.) Ltd., 6326765 Canada Inc. and Novar Inc.

Applicants/Resp

Andrew J. Hatnay and Demetrios Yiokaris for the Former Executives, appellants

Darrell L. Brown for the United Steelworkers, appellants

Mark Bailey for the Superintendent of Financial Services

Hugh O'Reilly and Adam Beatty for Morneau Sobeco Limited Partnership, Intervenor

Fred Myers and Brian Empey for Sun Indalex Finance, LLC

Ashley Taylor and Lesley Mercer for the Monitor, FTI Consulting Canada ULC

Harvey Chaiton and George Benchetrit for George L. Miller, the Chapter 7 Trustee of the
Bankruptcy Estates of the US Indalex DebtorsOn appeal from the orders of Justice Colin Campbell of the Superior Court of Justice, dated F
18, 2010.**COSTS ENDORSEMENT**

[1] The court released its reasons for decision in this matter on April 7, 2011 (the Decision). In the Decision, the court indicated that if the parties were unable to agree on costs, they could make brief written submissions on the same. Despite extensive efforts to settle costs, no settlement was reached and the parties duly made written submissions. This endorsement follows due consideration of those submissions.

[2] Morneau Shepell Ltd., the Ontario Superintendent of Financial Services and the

Retirees reached an agreement in respect of the payment of the Retirees' legal fees and disbursements. The court approves the agreement. Therefore, it orders that:

- i. the Retirees' full indemnity legal fees and disbursements in the amount of \$269,913.78 shall be paid from the fund of the Executive Plan attributable to each of the 14 Retirees' accrued pension benefits. Specifically, such costs shall be allocated among the 14 Retirees in relation to their pension entitlement from the Executive Plan and will not be borne by the other three members of the Executive Plan, who are not appellants;
- ii. the \$269,913.78 amount shall be paid to Koskie Minsky LLP in trust on the first day of October, 2011;
- iii. the costs of these proceedings ordered in favour of the Retirees shall be paid to the fund of the Executive Plan and once received, the amount shall be allocated among the 14 Retirees in relation to their pension entitlement from the Executive Plan.

[3] The USW sought an order to the same effect in respect of the Salaried Plan. We decline to make that order because the USW is in a materially different position than the Retirees. The Retirees are beneficiaries of the pension fund. The individual represented Retirees, who comprise 14 of 17 members of the Executive Plan, have consented to the payment of costs from their individual benefit entitlements. Those who have not consented will not be affected by the payment. By contrast, the USW is the bargaining agent (not a beneficiary) for only 7 of the 169 beneficiaries of the Salaried Plan, none of whom have been given notice of, or consented to, the payment of legal costs from the Salaried Plan. It is also significant that we are not dealing with surplus pension funds as the Salaried Plan is underfunded.

[4] We make no order as to costs of the underlying motions. We understand that the conventional approach in *CCA* proceedings is to rarely make costs orders, with the result that

each party bears its own costs. There are sound policy reasons that underlie this approach, which include the reality that as a result of the situation of the insolvent company, the amount of funds available for distribution is limited and parties ought not to expect to recover their litigation costs: see *Canadian Asbestos Services Ltd. v. Bank of Montreal*, [1993] O.J. No 1487, at para. 31 (Gen. Div.) and *Re Calpine Canada Energy Limited*, [2008] A. J. No. 965, at para. 1. We see no reason to depart from the usual practice.

[5] As for costs of the appeal, we make no order for or against the Monitor due to its prior agreement with the Retirees and the USW in which the parties agreed not to claim against one another for the costs of the leave to appeal motion or the appeal.

[6] The Retirees argue that the court should award costs of the motion for leave to appeal, the motion for intervenor status and the appeal on a substantial or full indemnity basis. We see no reason to depart from the court's normal practice of awarding costs on a partial indemnity basis.

[7] Thus, the Retirees and the USW, as the successful parties, are each entitled to their costs on a partial indemnity basis from Sun Indalex and the U.S. Trustee, payable jointly and severally. We fix those costs at \$40,000, inclusive of applicable taxes and disbursements. The payment of costs in favour of the Retirees shall be done in accordance with para. 2(iii) above.

[8] In making this order, we are mindful of the submissions of Sun Indalex and the U.S. Trustee that any costs award should be payable by the Canadian Debtors [Indalex]. However, we are not persuaded that we should depart from the usual practice in which the unsuccessful parties pay the costs of the successful parties.

[9] Orders to go in accordance with these reasons.

“J.C. MacPherson J.A.”

“E.E. Gillese J.A.”

“R.G. Juriansz J.A.”

Court of Appeal File No. C52346

COURT OF APPEAL FOR ONTARIO

THE HONOURABLE JUSTICE MACPHERSON) THURSDAY, THE 7th
THE HONOURABLE JUSTICE GILLEASE)
THE HONOURABLE JUSTICE JURIANSZ) DAY OF APRIL, 2011

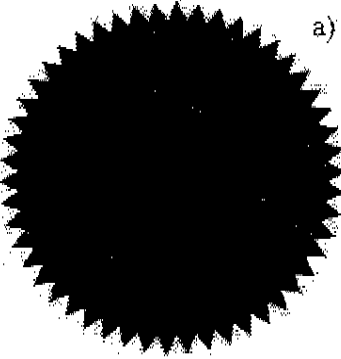
IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

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.

Applicants/Respondents

ORDER

THIS APPEAL, made by the appellants, the Former Executives, from the Order of the Honourable Justice Colin Campbell of the Ontario Superior Court of Justice, dated February 18, 2010 (the "February 18th Order"), by which Appeal the Former Executives seek to set aside the February 18th Order and substitute an Order:

- 
- a) declaring that \$3.2 million (or such other amount as may be determined by the pension plan administrator) that represents the wind-up liability owing to the Retirement Plan for Executive Employees of Indalex Canada and Associated Companies, CRA Registration number 0455626 (the "Executive Plan"), and which is currently held in reserve (the "Deficiency Reserve") by FTI Consulting Canada ULC in its capacity as the Court-appointed Monitor (the "Monitor") is subject to a deemed trust for the benefit of the beneficiaries of the Executive Plan

- 2 -

under section 57(4) of the *Pensions Benefits Act*, R.S.O. 1990, c. P-8 (the "PBA");

- b) declaring that Indalex as pension plan administrator of the Executive Plan breached its fiduciary duties to the Former Executives;
- c) directing that the Deficiency Reserve be paid into the fund of the Executive Plan, and that such amount is not distributable to other creditors of Indalex and that such order or declaration survives any future bankruptcy of Indalex;
- d) if necessary, ordering that the stay of proceedings in the initial CCAA Order is lifted to allow any of the foregoing declarations or orders to be made;
- e) if necessary, leave to introduce fresh evidence that arose after the hearing of the motion before the CCAA Judge, or prior to the disposition of this Appeal, including but not limited to, particulars relating to the amount of the wind-up liability owing to the Executive Plan;
- f) costs of this Appeal and of the motion before the CCAA Judge on a substantial indemnity basis; and
- g) such further and other relief as this Honourable Court may deem just

was heard on November 23 and 24, 2010 at Osgoode Hall, 130 Queen Street West, Toronto, Ontario.

ON READING the Exhibit Book of the Former Executives, the Appeal Book and Compendium of the Former Executives, the Supplementary Compendium of the Former Executives, the Exhibit Book of the United Steelworkers, the Appeal Book and Compendium of

the United Steelworkers, the Compendium of the U.S. Trustee, the Compendium of the Monitor, the Endorsement of Associate Chief Justice O'Connor dated November 15, 2010, the Orders of Associate Chief Justice O'Connor, dated October 5, 2010, the February 18th Order, the Orders of Justice Campbell, dated July 20, 2009, October 27, 2009 and February 18, 2010, the Handwritten Endorsement of Justice Campbell, dated July 20, 2009, the Timetable of Justice Campbell, dated July 27, 2009, the Orders of Justice Morawetz, dated April 3, 2009, April 8, 2009, May 12, 2009, June 12, 2009 and July 2, 2009, the Amended and Restated Initial Order of Justice Morawetz, dated May 12, 2009, the Endorsements of Justice Morawetz, dated April 17, 2009 and June 15, 2009, the Handwritten Endorsement of Justice Morawetz, dated July 2, 2009, the Reasons for Decision of Justice Campbell, dated February 18, 2010, the Affidavits of Keith Carruthers, sworn June 23, 2009 and August 15, 2009 (with exhibits thereto), the Affidavit of Fred Fazio, sworn June 29, 2009 (with exhibits thereto), the Affidavit of Andrea McKinnon, sworn July 17, 2009 (with exhibits thereto), the Affidavit of Cathy Braker, sworn August 5, 2009 (with exhibits thereto), the Affidavit of Max Degen, sworn August 6, 2009, the Affidavit of Bob Kavanaugh, sworn August 12, 2009 (with exhibits thereto), the Affidavit of Keith Cooper, sworn August 24, 2009 (with exhibits thereto), the Affidavit of Mari Trainor, sworn September 3, 2009 (with exhibits thereto), the Affidavit of Jenny Correia, sworn March 19, 2010 (with exhibits thereto), the Affidavit of Jalo Edwards, sworn November 19, 2010 (with exhibits thereto), the Affidavit of Demetrios Yiokaris, sworn November 19, 2010, the Cross-Examination Transcript of Keith Cooper, dated August 26, 2009 (with exhibits thereto), the Unanimous Shareholder Declaration, dated August 12, 2009, the Second Report of the Monitor, dated April 20, 2009 (without appendices), the Seventh, Eighth, and Tenth Reports of the Monitor, dated July 15, 2009, July 23, 2009 and October 21, 2009, respectively (with appendices thereto), the Certificate respecting Evidence of the Appellant Former Executives, dated June 1, 2010, and on reading the facts, the

supplementary written submissions relating to *Century Services Inc. v. Canada (Attorney General)*, 2010 SCC 60, and the briefs of authorities filed on behalf of, and on hearing the submissions of counsel for, the Former Executives, the United Steelworkers, the Monitor on behalf of Indalex Limited, Sun Indalex Finance, LLC, the U.S. Trustee, Morneau Sobeco Limited Partnership and the Superintendent of Financial Services, and reasons being reserved until this day:

1. **THIS COURT ORDERS** that the Appeal to set aside the February 18th Order is allowed.
2. **THIS COURT DECLARES** that Indalex as administrator of the Executive Plan breached its common law fiduciary duty to the Executive Plans' beneficiaries.
3. **THIS COURT DECLARES** that Indalex as administrator of the Executive Plan breached section 22(4) of the PBA in respect of the Executive Plan beneficiaries.
4. **THIS COURT DECLARES** that there is a constructive trust in favour of the Executive Plans' beneficiaries over the Reserve Fund in the amount sufficient to satisfy the deficiency in the Executive Plan.
5. **THIS COURT DECLARES** that the amount of the Wind Up Deficiency in favour of the Executive Plans' beneficiaries takes priority over the claim asserted by Indalex Holding Corp., Indalex Holdings Finance and their U.S. based affiliates and Sun Indalex Finance, LLC and any other entity claiming entitlement to the super-priority charge.
6. **THIS COURT ORDERS** that the Monitor pay from the Reserve Fund into the fund of the Executive Plan an amount sufficient to satisfy the Wind-Up Deficiency in the Executive Fund.

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7. **THIS COURT ORDERS** that if the Reserve Fund is insufficient to satisfy the Wind-Up Deficiency, the parties may return to this Court for direction on that matter.
8. **THIS COURT ORDERS** that Sun Indalex Finance, LLC and George L. Miller in his capacity as Chapter 7 Trustee of the Bankruptcy Estates of the US Indalex Debtors are jointly and severally liable to pay to the Former Executives their costs of this appeal which are hereby fixed in the aggregate amount of \$40,000 inclusive of fees, disbursements and taxes, which costs shall be paid to the fund of the Executive Plan and once received, the amount shall be allocated among the 14 Former Executives in relation to their pension entitlement from the Executive Plan.
9. **THIS COURT ORDERS** that the Former Executives' full indemnity legal fees and disbursements in the amount of \$269,913.78 shall be paid from the fund of the Executive Plan attributable to each of the 14 Former Executives accrued pension benefits, and specifically, such costs shall be allocated among the 14 Former Executives in relation to their pension entitlement from the Executive Plan and will not be borne by the other three members of the Executive Plan, who are not appellants.
10. **THIS COURT ORDERS** that the \$269,913.78 amount shall be paid to Koskie Minsky LLP in trust on the first day of October, 2011.

Stéphane Thériault
Deputy Registrar

THIS ORDER BEARS INTEREST at the rate of 3% per year commencing on April 7, 2011.

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

SEP 26 2011

PER JUDGE ST

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.

Applicants/Respondents

COURT OF APPEAL FOR ONTARIO

Proceeding commenced at Toronto

ORDER

KOSKIE MINSKY LLP

Barristers and Solicitors
20 Queen St. West, Suite 900, Box 52
Toronto, ON M5H 3R3

Andrew J. Hatnay

Telephone: (416) 595-2083
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Email: ahatnay@kmlaw.ca

Demetrios Yiokaris

Telephone: 416-595-2130
Facsimile: 416-204-2810
Email: dyiokaris@kmlaw.ca

Lawyers for the Appellant Retirees

KOSKIE MINSKY LLP
Fax: 416-977-3316
Nov 11 2011 04:47pm P013/024

Court of Appeal File Nos. C52187 & C52346

COURT OF APPEAL FOR ONTARIO

BETWEEN:

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*
1985, R.S.C. 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.

Applicants

AFFIDAVIT OF JENNY CORREIA
(sworn May 5, 2011)

I, **JENNY CORREIA**, of the City of Toronto, in the Province of Ontario **MAKE OATH AND SAY:**

1. I am a legal assistant with the law firm Koskie Minsky LLP, lawyers for Keith Carruthers, Leon Kozierok, Richard Benson, John Faveri, Ken Waldron, John (Jack) W. Rooney, Bertram McBride, Max Degen, Eugene D'Iorio, Richard Smith, Robert Leckie, Neil Fraser, Fred Granville and Douglas Williams (the "Retirees"), who are all members of the Retirement Plan for Executive Employees of Indalex Canada and Associated Companies (the "Executive Plan").
2. Our firm was recently retained by another Executive Plan member, Douglas Williams.
3. Attached hereto as Exhibits "A", "B", "C", "D", "E", "F", "G", "H", "I", "J", "K", "L", "M", "N", respectively are e-mail notes from each of the Retirees including Douglas Williams consenting to the payment of the legal costs that they have incurred with

respect to our firm's representation of the Retirees in the CCAA proceedings of Indalex to be paid from the fund of the Executive Plan.

4. I swear this Affidavit in good faith and for no other or improper purpose.

SWORN BEFORE ME at the City of
Toronto, in the Province of Ontario on
May 5, 2011.

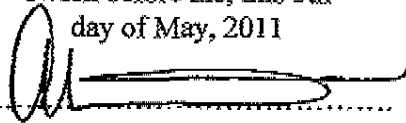


A commissioner for taking affidavits, etc.

Andrea McKinnon


JENNY CORREIA

This is Exhibit "A" referred to in the
affidavit of
JENNY CORREIA
sworn before me, this 5th
day of May, 2011



A handwritten signature in cursive script, appearing to be 'A. [unclear]', is written over a horizontal dotted line.

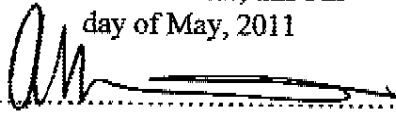
A Commissioner for taking affidavits, etc.

Jenny Correia

From: Richard Benson <rbenson@telus.net>
Sent: May-02-11 1:55 PM
To: Andrew J. Hatnay; kmcarruthers1@yahoo.com
Cc: bertram11@verizon.net; rbleckie@gmail.com; smithrd@live.com; algend@rogers.com; granvilleassociates@cogeco.ca; GDiorio@aol.com; rooney05@shaw.ca; jcfaveri@sympatico.ca; kozierok@lme.ca; max.degen@sympatico.ca; nefraser@telusplanet.net; swald@etczone.com
Subject: Re: Indalex status

I, Richard Benson, am a member of the Retirement Plan for Executive Employees of Indalex Limited and Associated Companies (the "Executive Plan"). I consent and agree to the payment of my legal costs in respect of my representation by Koskie Minsky LLP in the insolvency proceedings of Indalex Limited to be paid from the fund of the Executive Plan.

This is Exhibit "B" referred to in the
affidavit of
JENNY CORREIA
sworn before me, this 5th
day of May, 2011



A handwritten signature in cursive, appearing to be 'Am', is written over a horizontal dotted line. A solid horizontal line extends to the right from the end of the signature.

A Commissioner for taking affidavits, etc.

Andrew J. Hatnay

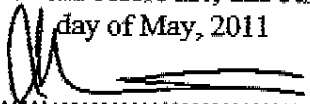
From: Neil Fraser <nefraser@telusplanet.net>
Sent: April-29-11 6:34 PM
To: Andrew J. Hatnay
Subject: Indalex

I, Neil Fraser am a member of the Retirement Plan for Executive Employees of Indalex and Associated Companies (the "Executive Plan").

I consent and agree to the payment of my legal costs in respect to my representation by Koskie Minsky LLP in the insolvency proceedings of Indalex Limited to be paid from the fund of the Executive Plan.

Neil E. Fraser
53 Bridle Estates Manor SW

This is Exhibit "C" referred to in the
affidavit of
JENNY CORREIA
sworn before me, this 5th
day of May, 2011



.....

A Commissioner for taking affidavits, etc.

Andrew J. Hatnay

From: John Faveri <jcfaveri@sympatico.ca>
Sent: April-30-11 10:17 AM
To: Andrew J. Hatnay; bertram11@verizon.net; rbleckie@gmail.com; smithrd@live.com; granvilleassociates@cogeco.ca; Gdiorio; rooney05@shaw.ca; K and M Carruthers; swald@etczone.com; kozierok@lme.ca; max.degen@sympatico.ca; nefraser@telusplanet.net; mbenson@telus.net
Subject: RE: Indalex - status and costs

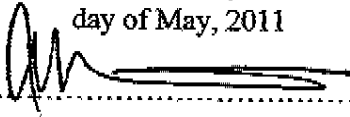
b) my approval of payment of legal costs from our pension fund.

LEGAL COSTS FROM PENSION FUND

I, John Faveri, am a member of the Retirement Plan for Executive Employees of Indalex Limited and Associated Companies (the "Executive Plan"). I consent and agree to the payment of my legal costs in respect of my representation by Koskie Minsky LLP in the insolvency proceedings of Indalex Limited to be paid from the fund of the Executive Plan.

John Faveri

This is **Exhibit "D"** referred to in the
affidavit of
JENNY CORREIA
sworn before me, this 5th
day of May, 2011



A handwritten signature in black ink, consisting of a stylized 'A' followed by a horizontal line, positioned above a dotted line.

A Commissioner for taking affidavits, etc.

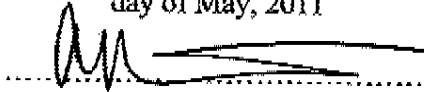
Andrew J. Hatnay

From: Max Degen <max.degen@sympatico.ca>
Sent: May-01-11 5:00 PM
To: Andrew J. Hatnay; Bert McBride; Bob Leckie; Dick Smith; Fred Granville; Gene D'Onio Jr.
; Jack Rooney; John Faven; Keith Carruthers ; Ken Waldron; Leon Kozierok; Neil
Fraser; Richard Benson
Subject: Re: Indalex - status and costs

I, Max Degen, am a member of the Retirement Plan for Executive Employees of Indalex Limited and Associated Companies (the "Executive Plan"). I consent and agree to the payment of my legal costs in respect of my representation by Koskie Minsky LLP in the insolvency proceedings of Indalex Limited to be paid from the fund of the Executive Plan.

Max Degen

This is Exhibit "E" referred to in the
affidavit of
JENNY CORREIA
sworn before me, this 5th
day of May, 2011



A handwritten signature in black ink, appearing to be 'A', is written over a horizontal dashed line. A solid horizontal line extends to the right from the end of the signature.

A Commissioner for taking affidavits, etc.

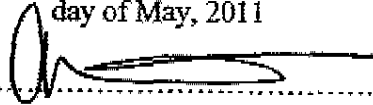
Andrew J. Hatnay

From: Gdiorio <gdiorio@aol.com>
Sent: April-30-11 7:04 PM
To: Andrew J. Hatnay
Cc: Bert McBride; Bob Leckie; Dick Smith; Fred Granville; Jack Rooney; John Faveri; Keith Carruthers; Ken Waldron; Leon Kozierok; Max Deger; Neil Fraser; Richard Benson
Subject: Re: Indalex - status and costs

I, Eugene J D'Iorio, am a member of the Retirement Plan for Executive Employees of Indalex Limited and Associated Companies (the "Executive Plan"). I consent and agree to the payment of my legal costs in respect of my representation by Koskie Minsky LLP in the insolvency proceedings of Indalex Limited to be paid from the fund of the Executive Plan.

Eugene J D'Iorio

This is Exhibit "F" referred to in the
affidavit of
JENNY CORREIA
sworn before me, this 5th
day of May, 2011



.....

A Commissioner for taking affidavits, etc.

Andrew J. Hatnay

From: Bertram McBride <bertram11@verizon.net>
Sent: April-29-11 7:35 PM
To: Andrew J. Hatnay
Subject: Leave of Cost

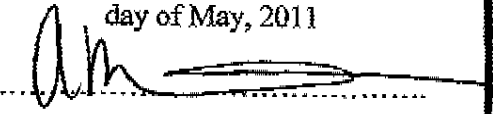
Andrew Hatnay,

I, Bertram McBride, am a member of the Retirement Plan for Executive Employees of Indalex Limited and Associated Companies (the "Executive Plan"). I consent and agree to the payment of my legal costs in respect to my representation by Koskie Minsky LLP in the insolvency proceedings of Indalex Limited to be paid from the fund of the Executive Plan.

Regards,

Bert McBride

This is Exhibit "G" referred to in the
affidavit of
JENNY CORREIA
sworn before me, this 5th
day of May, 2011



.....

A Commissioner for taking affidavits, etc.

Andrew J. Hatnay

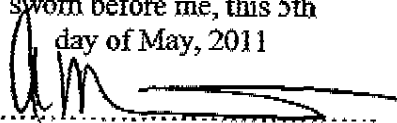
From: swald@etczone.com
Sent: April-30-11 7:24 AM
To: Andrew J. Hatnay
Subject: Legal Costs

Andrew,

I, Robert Kenneth Waldron, am a member of the Retirement Plan for Executive Employees of Indalex Limited and Associated Companies (the "Executive Plan"). I consent and agree to the payment of my legal costs in respect of my representation by Koskie Minsky LLP in the insolvency proceedings of Indalex Limited to be paid from the fund of the Executive Plan.

Robert Kenneth Waldron

This is **Exhibit "H"** referred to in the
affidavit of
JENNY CORREIA
sworn before me, this 5th
day of May, 2011



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

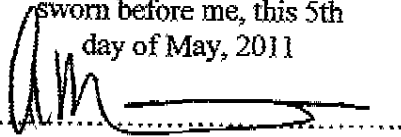
A Commissioner for taking affidavits, etc.

Andrew J. Hatnay

From: K and M Carruthers <kmcarruthers1@yahoo.com>
Sent: April-30-11 8:50 AM
To: Andrew J. Hatnay
Cc: Bert and Reena McBride; Bob Leckie; Dick Smith; Doug Williams; Fred Granville; Gene Diorio; Jack Rooney; John Faveri; kozierok@lme.ca; Max and Ruth Degen; Neil Fraser; Richard Benson; Robert Waldron
Subject: Indalex Pension

I, Keith Carruthers am a member of the retirement plan for executive employees of Indalex Limited and associated companies (the Executive Plan). I consent and agree to the payments of my legal costs in respect of my representation by Koskie Minsky LLP in the insolvency proceedings of Indalex Limited to be paid from the fund of the Executive Plan.

This is Exhibit "I" referred to in the
affidavit of
JENNY CORREIA
sworn before me, this 5th
day of May, 2011



A handwritten signature in black ink, appearing to be 'AM', is written over a horizontal dotted line. A solid horizontal line extends to the right from the end of the dotted line.

A Commissioner for taking affidavits, etc.

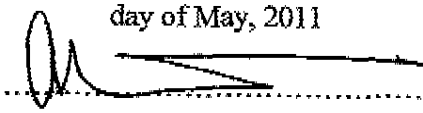
Andrew J. Hatnay

From: rbleckie@gmail.com
Sent: April-30-11 6:22 PM
To: Andrew J. Hatnay, Keith Carruthers
Cc: bertram11@verizon.net; smithrd@live.com; algend@rogers.com;
granvilleassociates@cogeco.ca; GDiorio@aol.com; rooney05@shaw.ca;
jcfaveri@sympatico.ca; Kozierok Leon; max.degen@sympatico.ca;
nefraser@telusplanet.net; Benson Rick Nora Lea; swald@etzone.com
Subject: Leckie consents

I, Robert B. Leckie, am a member of the Retirement Plan for Executive Employees of Indalex Limited and Associated Companies (the "Executive Plan"). I consent and agree to the payment of my legal costs in respect of my representation by Koskie Minsky LLP in the insolvency proceedings of Indalex Limited to be paid from the fund of the Executive Plan.

Robert B. Leckie
210-860-7254

This is **Exhibit "J"** referred to in the
affidavit of
JENNY CORREIA
sworn before me, this 5th
day of May, 2011



A handwritten signature in black ink, consisting of a stylized initial 'A' followed by a long horizontal stroke, positioned above a dotted line.

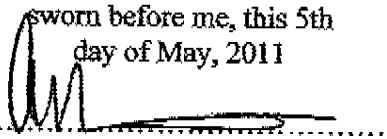
A Commissioner for taking affidavits, etc.

Andrew J. Hatnay

From: RD Smith <smithrd@live.com>
Sent: April-30-11 3:07 PM
To: Andrew J. Hatnay
Subject: Indalex Pension

I, Richard Smith am a member of the retirement plan for executive employees of Indalex Limited and associated companies (the Executive Plan). I consent and agree to the payments of my legal costs in respect of my representation by Koskie Minsky LLP in the insolvency proceedings of Indalex Limited to be paid from the fund of the Executive Plan.

This is **Exhibit "K"** referred to in the
affidavit of
JENNY CORREIA
sworn before me, this 5th
day of May, 2011



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

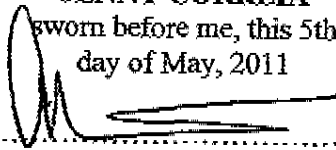
A Commissioner for taking affidavits, etc.

Andrew J. Hatnay

From: Fred Granville <granvilleassociates@cogeco.ca>
Sent: April-30-11 10:38 AM
To: Andrew J. Hatnay; Bert McBride; Bob Leckie; Dick Smith; Gene D'Torio Jr. ; Jack Rooney; John Faveri; Keith Carruthers ; Ken Waldron; Leon Kozierok; Max Degen ; Neil Fraser; Richard Benson
Subject: Re: Indalex - status and costs

I, Fred Granville, am a member of the Retirement Plan for Executive Employees of Indalex Limited and Associated Companies (the "Executive Plan"). I consent and agree to the payment of my legal costs in respect of my representation by Koskie Minsky LLP in the insolvency proceedings of Indalex Limited to be paid from the fund of the Executive Plan.

This is Exhibit "L" referred to in the
affidavit of
JENNY CORREIA
sworn before me, this 5th
day of May, 2011



.....
A Commissioner for taking affidavits, etc.

Andrew J. Hatnay

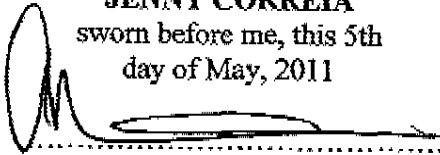
From: Leon Kozierok <kozierok@lme.ca>
Sent: April-30-11 10:13 AM
To: Andrew J. Hatnay
Cc: 'Bert McBride'; 'Bob Leckie'; 'Dick Smith'; 'Fred Granville'; 'Gene D'Iorio Jr. '; 'Jack Rooney'; 'John Faven'; 'Keith Carruthers '; 'Ken Waldron'; 'Max Degen '; 'Neil Fraser'; 'Richard Benson'
Subject: Consent

I, Leon Kozierok, am a member of the Retirement Plan for Executive Employees of Indalex Limited and Associated Companies (the "Executive Plan"). I consent and agree to the payment of my legal costs in respect of my representation by Koskie Minsky LLP in the insolvency proceedings of Indalex Limited to be paid from the fund of the Executive Plan.

Best regards,

Leon Kozierok, P.Eng.
LME Ltd.
kozierok@lme.ca
416-708-8118

This is Exhibit "M" referred to in the
affidavit of
JENNY CORREIA
sworn before me, this 5th
day of May, 2011



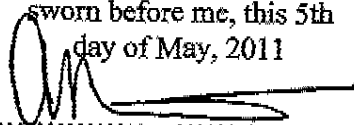
A Commissioner for taking affidavits, etc.

Andrew J. Hatnay

From: Jack Rooney <rooney05@shaw.ca>
Sent: May-02-11 6:35 PM
To: Andrew J. Hatnay
Subject: Indalex Status

I, Jack Rooney, am a member of the Retirement Plan for Executive Employees of Indalex Limited and Associated Companies ("the Executive Plan"). I consent and agree to the payment of my legal costs in respect of my representation by Koskie Minsky LLP in the insolvency proceedings of Indalex Limited to be paid from the fund of the Executive Plan.

This is Exhibit "N" referred to in the
affidavit of
JENNY CORREIA
sworn before me, this 5th
day of May, 2011



A handwritten signature in black ink, consisting of a large initial 'A' followed by a series of loops and a long horizontal stroke, positioned above a dotted line.

.....
A Commissioner for taking affidavits, etc.

Andrew J. Hatnay

From: DOUGLAS WILLIAMS <algend@rogers.com>
Sent: May-05-11 10:29 AM
To: Andrew J. Hatnay
Subject: Indalex

I, *Doug Williams*, am a member of the Retirement Plan for Executive Employees of Indalex Limited and Associated Companies (the "Executive Plan"). I consent and agree to the payment of my legal costs in respect of my representation by Koskie Minsky LLP in the insolvency proceedings of Indalex Limited to be paid from the fund of the Executive Plan.

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.

Court of Appeal File Nos: C52187 & C52346
Superior Court File No.: CV-09-8122-CL

Applicants

COURT OF APPEAL FOR ONTARIO

Proceeding commenced at TORONTO

**AFFIDAVIT OF JENNY CORRELA
(SWORN MAY 5, 2011)**

KOSKIE MINSKY LLP

20 Queen Street West
Suite 900, Box 52
Toronto, ON M5H 3R3

Andrew J. Hatnay (LSUC# 31885W)
Tel: 416-595-2083

Demetrios Yiokaris (LSUC# 45852L)
Tel: 416-595-2130

Lawyers for Keith Carruthers, Leon Kozierok,
Richard Benson, John Faveri, Ken Waldron, John
(Jack) W. Rooney, Bertram McBride, Max Degen,
Eugene D'Iorio, Richard Smith, Robert Leckie, Neil
Fraser and Fred Granville, members of the Retirement
Plan for Executive Employees of Indalex Canada and
Associated Companies (the "Retirees")