

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re

Chapter 15

ARCTIC GLACIER INTERNATIONAL INC.
a Delaware corporation,

Case No. 12-10605 (KG)

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
98-0199353

In re

Chapter 15

ARCTIC GLACIER CALIFORNIA INC.
a California corporation,

Case No. 12-10606 (KG)

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
68-0627645

In re

Chapter 15

ARCTIC GLACIER GRAYLING INC.
a Michigan corporation,

Case No. 12-10613 (KG)

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
98-0440976



In re

ARCTIC GLACIER INC.,
an Alberta corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
98-0665275

Chapter 15

Case No. 12-10603 (KG)

In re

ARCTIC GLACIER INCOME FUND
an unincorporated, open-end mutual fund trust,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
98-0444736

Chapter 15

Case No. 12-10604 (KG)

In re

ARCTIC GLACIER LANSING INC.
a Michigan corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
98-0541769

Chapter 15

Case No. 12-10614 (KG)

In re

ARCTIC GLACIER MICHIGAN INC.
a Michigan corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
98-0440975

Chapter 15

Case No. 12-10612 (KG)

In re

ARCTIC GLACIER MINNESOTA INC.
a Minnesota corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
41-1922310

Chapter 15

Case No. 12-10620 (KG)

In re

ARCTIC GLACIER NEBRASKA INC.
an Iowa corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
98-0187790

Chapter 15

Case No. 12-10621 (KG)

In re

ARCTIC GLACIER NEW YORK INC.
a New York corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
98-0402468

Chapter 15

Case No. 1210622 (KG)

In re

ARCTIC GLACIER NEWBURGH INC.
a New York corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
98-0417431

Chapter 15

Case No. 12-10625 (KG)

In re

ARCTIC GLACIER OREGON INC.
an Oregon corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
98-0574484

Chapter 15

Case No. 12-10626 (KG)

In re

ARCTIC GLACIER PARTY TIME INC.
a Michigan corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
98-0440977

Chapter 15

Case No. 12-10615 (KG)

In re

ARCTIC GLACIER PENNSYLVANIA INC.
a Delaware corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
98-0399475

Chapter 15

Case No. 12-10630 (KG)

In re

ARCTIC GLACIER ROCHESTER INC.
a New York corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
98-0496989

Chapter 15

Case No. 12-10623 (KG)

In re

ARCTIC GLACIER SERVICES INC.
a Delaware corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
98-0446657

Chapter 15

Case No. 12-10627 (KG)

In re

ARCTIC GLACIER TEXAS INC.
a Texas corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
75-1183251

Chapter 15

Case No. 12-10628 (KG)

In re

ARCTIC GLACIER VERNON INC.
a California corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
98-0523211

Chapter 15

Case No. 12-10611 (KG)

In re

ARCTIC GLACIER WISCONSIN INC.
a Wisconsin corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
98-0465835

Chapter 15

Case No. 12-10629 (KG)

In re

DIAMOND ICE CUBE COMPANY INC.
a New York corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
13-2887146

Chapter 15

Case No. 12-10624 (KG)

In re

DIAMOND NEWPORT CORP.
a California corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
95-3544811

Chapter 15

Case No. 12-10607 (KG)

In re

GLACIER ICE CO., INC.
a California corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
94-2674320

Chapter 15

Case No. 12-10610 (KG)

In re

ICE PERFECTION SYSTEMS INC.
a Delaware corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
86-1007093

Chapter 15

Case No. 12-10631 (KG)

In re

ICESURANCE INC.
a Delaware corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
42-1770849

Chapter 15

Case No. 12-10632 (KG)

In re

JACK FROST ICE SERVICE, INC.
a California corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
94-2757210

Chapter 15

Case No. 12-10609 (KG)

In re

KNOWLTON ENTERPRISES, INC.
a Michigan corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
38-2288701

Chapter 15

Case No. 12-10616 (KG)

In re

MOUNTAIN WATER ICE CO.
a California corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
33-0142777

Chapter 15

Case No. 12-10608 (KG)

In re	:	Chapter 15
	:	
R & K TRUCKING, INC.	:	Case No. 12-10617 (KG)
a Michigan corporation,	:	
	:	
Debtor in a Foreign Proceeding.	:	
	:	
Employer's Tax Identification No.:	:	
38-2906931	:	
	:	
In re	:	Chapter 15
	:	
WINKLER LUCAS ICE AND FUEL CO.	:	Case No. 12-10619 (KG)
a Michigan corporation,	:	
	:	
Debtor in a Foreign Proceeding.	:	
	:	
Employer's Tax Identification No.:	:	
38-2330049	:	
	:	
In re	:	Chapter 15
	:	
WONDERLAND ICE, INC.	:	Case No. 12-10618 (KG)
a Michigan corporation,	:	
	:	
Debtor in a Foreign Proceeding.	:	
	:	
Employer's Tax Identification No.:	:	
38-2408662	:	

**EX-PARTE MOTION OF THE MONITOR FOR AN ORDER DIRECTING
THE JOINT ADMINISTRATION OF THE DEBTORS' CHAPTER 15 CASES**

Alvarez & Marsal Canada Inc., in its capacity as the court-appointed monitor and authorized foreign representative (the "Monitor") for the above-captioned debtors (collectively, the "Debtors")¹ in a proceeding (the "Canadian Proceeding") commenced under Canada's

¹ The Debtors' executive headquarters is located at 625 Henry Avenue, Winnipeg, Manitoba, R3A 0V1, Canada.

Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the "CCAA"), and pending before the Court of Queen's Bench of Winnipeg Centre (the "Canadian Court"), files this motion (the "Motion") for entry of an order, pursuant to section 105(a) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules") (i) authorizing and directing the joint administration of the Debtors' related chapter 15 cases for procedural purposes only, and (ii) granting certain related relief. In support of the Motion, the Monitor refers the Court to the statements contained in the *Declaration of Philip J. Reynolds in Support of the Verified Petition of Alvarez & Marsal Canada Inc., as Foreign Representative of Arctic Glacier Inc. and Certain of Its Affiliates, for (I) Recognition of Foreign Main Proceeding and (II) Certain Related Relief* (the "Reynolds Declaration"), which was filed concurrently herewith and is incorporated by reference. In further support of the relief requested herein, the Monitor respectfully represents as follows:

JURISDICTION AND VENUE

This Court has jurisdiction to consider the Motion pursuant to sections 157 and 1334 of title 28 of the United States Code. These cases have been properly commenced pursuant to section 1504 of the Bankruptcy Code by the filing of a petition for recognition of the Canadian Proceeding under section 1515 of the Bankruptcy Code. This is a core proceeding under section 157(b)(2)(P) of title 28 of the United States Code. Venue is proper in this District pursuant to section 1410 of title 28 of the United States Code. The statutory predicate for the relief requested herein is section 105(a) of the Bankruptcy Code, as supplemented by Bankruptcy Rule 1015(b) and Local Rule 1015-1.

BACKGROUND

1. The Debtors are engaged in the manufacture and distribution of premium-quality, packaged ice products to more than 75,000 retail locations in Canada and the United States. The Debtors are the largest producers of packaged ice in Canada and the second largest producer in the United States, with combined production capacity in both countries of 11,266 tons of ice per day and refrigerated storage capacity of 65,467 pallets of finished product, with each pallet holding approximately one ton of packaged product. The Debtors operate thirty-nine production plants and forty-seven distribution facilities across six provinces in Canada and within twenty-three states in the United States.

2. The Debtors' financial performance has been suffering since mid-2008 due to a variety of factors, including (a) substantial extraordinary costs and the negative effects associated with certain antitrust investigations and litigation, (b) increased financing costs, and (c) unusually cool and wet spring weather in 2011 in most of the Debtor's markets in Canada and the United States that reduced demand for Arctic Glacier's products. The combination of those factors caused the Debtors, in June of 2011, to breach certain covenants under both the first lien credit agreement and their second lien credit agreement.

3. The Debtors have concluded, after consultation with their professional advisors, to pursue a going-concern sale of their business under the supervision of the Canadian Court and with the benefit of monitoring in accordance with the CCAA. Accordingly, the Debtors, with the support of its principal secured lenders, filed an Application under the CCAA before the Canadian Court, on February 22, 2012, seeking, among other things, the Canadian Court's approval and supervision of a marketing and sale process. The Canadian Court entered the Initial Order commencing the Canadian Proceeding and granting certain initial relief on February 22, 2012.

4. The Initial Order, among other things, authorizes the Debtors to enter into a debtor in possession credit facility with its prepetition lenders, grants stay protection to the Debtors and Glacier Valley Ice Company, L.P., a non-debtor affiliate, and approves a marketing process for the going concern sale or refinancing of the Debtors' business.

5. The Initial Order also authorized the Debtors to enter into the DIP Facility pursuant to the terms of a Commitment Letter dated February 21, 2012 (the "Commitment Letter") between Arctic Glacier Inc. and Arctic Glacier International Inc. as Borrowers, and Arctic Glacier Income Fund ("AGIF") and any existing or subsequently organized or acquired subsidiary of AGIF as Guarantors and the Debtors' prepetition lenders (the "DIP Lenders"). A copy of the Commitment Letter is attached as Exhibit Q to the McMahon Affidavit, which is annexed to the Reynolds Declaration as Exhibit B. As set forth in the DIP Facility approved by the Initial Order, the Debtors are authorized to incur a portion, US \$10 million and CAD \$15 million, of the DIP Facility following, among other things, the grant of the provisional relief sought herein. The Debtors will be authorized to incur the remainder, US \$14 million and CAD \$11 million, of the DIP Facility following, among other things, recognition of these cases as a foreign main proceeding. The Initial Order grants the DIP Lenders a charge on all property of the Debtors, which has priority as set forth in the Initial Order.

6. The Initial Order also stayed the continuation or commencement of actions and proceedings against Arctic L.P. and its assets. Arctic L.P. is a California limited partnership and is wholly owned by its general partner, Mountain Water Ice Company, and its limited partner, Arctic Glacier California Inc, each of which are applicants in the Canadian Proceeding and Debtors in these chapter 15 cases (the "Chapter 15 Cases"). As a partnership, Arctic L.P. is ineligible to be an applicant under the CCAA. Arctic L.P., however, is an operating company

that is integral to the Debtors' California operations. Accordingly, Arctic Glacier requested, and the Canadian Court granted, stay protection for Arctic L.P. in the Initial Order.

7. On the date hereof (the "Petition Date"), the Monitor commenced these Chapter 15 Cases by filing, among other things, chapter 15 petitions and the *Verified Petition of Alvarez & Marsal Canada Inc., as Foreign Representative of Arctic Glacier Inc. and Certain of Its Affiliates, for (I) Recognition of Foreign Main Proceeding and (II) Certain Related Relief* (collectively, the "Chapter 15 Petitions") seeking recognition by this Court of the Canadian Proceeding as a foreign main proceeding under chapter 15 of the Bankruptcy Code.

8. Additional information about the Debtors' business and operations, the events leading up to the Petition Date, and the facts and circumstances surrounding the Canadian Proceeding and the Chapter 15 Cases is set forth in the Reynolds Declaration.

RELIEF REQUESTED

9. By the Motion, the Monitor seeks entry of an order, pursuant to section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015(b) and Local Rule 1015-1, directing (i) the joint administration of the Chapter 15 Cases for procedural purposes only, and (ii) parties in interest to use a consolidated caption to indicate that any pleading filed relates to the jointly administered Chapter 15 Cases.

10. The Monitor also requests that the caption of the Chapter 15 Cases be modified to reflect the joint administration of such cases. A proposed consolidated caption for all notices, applications, motions and other pleadings (the "Proposed Caption") is annexed as Exhibit 1 to the proposed order approving the Motion.

11. The Monitor asks that the Court find that the Proposed Caption satisfies the requirements of section 342(c)(1) of the Bankruptcy Code.

12. In addition, the Monitor requests that the Court authorize and direct that the following notation be entered on the docket for each of the Debtors' Chapter 15 Case, except in the case of Arctic Glacier International Inc., to reflect joint administration of these cases:

An order has been entered in this case directing the joint administration, for procedural purposes only, of the chapter 15 cases listed below. The docket of Arctic Glacier International Inc. in Case No. (12-____) should be consulted for all matters affecting this case. The following chapter 15 cases are jointly administered pursuant to the Joint Administration Order:

Arctic Glacier California Inc., Case No. (12-____); Arctic Glacier Grayling Inc., Case No. (12-____); Arctic Glacier Inc., Case No. (12-____); Arctic Glacier Income Fund, Case No. (12-____); Arctic Glacier International Inc., Case No. (12-____); Arctic Glacier Lansing Inc., Case No. (12-____); Arctic Glacier Michigan Inc., Case No. (12-____); Arctic Glacier Minnesota Inc., Case No. (12-____); Arctic Glacier Nebraska Inc., Case No. (12-____); Arctic Glacier New York Inc., Case No. (12-____); Arctic Glacier Newburgh Inc., Case No. (12-____); Arctic Glacier Oregon, Inc., Case No. (12-____); Arctic Glacier Party Time Inc., Case No. (12-____); Arctic Glacier Pennsylvania Inc., Case No. (12-____); Arctic Glacier Rochester Inc., Case No. (12-____); Arctic Glacier Services Inc., Case No. (12-____); Arctic Glacier Texas Inc., Case No. (12-____); Arctic Glacier Vernon Inc., Case No. (12-____); Arctic Glacier Wisconsin Inc., Case No. (12-____); Diamond Ice Cube Company Inc., Case No. (12-____); Diamond Newport Corp., Case No. (12-____); Glacier Ice Company, Inc., Case No. (12-____); Ice Perfection Systems Inc., Case No. (12-____); ICEurance Inc., Case No. (12-____); Jack Frost Ice Service, Inc., Case No. (12-____); Knowlton Enterprises Inc., Case No. (12-____); Mountain Water Ice Company, Case No. (12-____); R & K Trucking, Inc., Case No. (12-____); Winkler Lucas Ice and Fuel Company, Case No. (12-____); Wonderland Ice, Inc., Case No. (12-____).

13. Further, the Monitor requests that this Court authorize the Monitor to use a combined service list for the jointly administered cases and that combined notices be sent to the Debtors' creditors and other parties-in-interest, as applicable.

BASIS FOR RELIEF REQUESTED

14. Bankruptcy Rule 1015(b) provides, in relevant part, “if a joint petition or two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b).

Additionally, Local Rule 1015-1 states that:

An order of joint administration may be entered, without notice and an opportunity for hearing, upon filing of a motion for joint administration . . . supported by an affidavit, declaration or verification, which establishes that the joint administration of two or more cases pending in this Court . . . is warranted and will ease the administrative burden for the Court and the parties.

The Debtors, consisting of a parent corporation and its wholly owned subsidiaries, are “affiliates,” as that term is defined in section 101(2) of the Bankruptcy Code. An order of joint administration relates to the routine administration of a case and may be entered by the Court on an ex parte basis. See Local Rule 1015-1. Accordingly, this Court is authorized to grant the relief requested herein.

15. The Reynolds Declaration establishes that joint administration of the Chapter 15 Cases (a) is warranted because the Debtors’ financial affairs and business operations are closely related, and (b) will ease the administrative burden of such cases on the Court and various interested parties.

16. The Monitor anticipates that the various notices, motions, hearings, orders and other pleadings in the Chapter 15 Cases will affect all of the Debtors. With thirty (30) affiliated Debtors, each with its own chapter 15 case docket, the failure to jointly administer the Chapter 15 Cases would result in numerous duplicative pleadings filed for each issue and served upon separate service lists. Such duplication of substantially identical documents would be extremely wasteful and would unnecessarily burden the Clerk of this Court (the “Clerk”).

17. Joint administration will permit the Clerk to use a single docket for all of the Debtors' Chapter 15 Cases and to combine notices to creditors and other parties in interest of the Debtors. Joint Administration also will protect parties in interest in these Chapter 15 Cases by ensuring that such parties will be apprised of the various matters before the Court in all of the cases. The Monitor submits that use of the simplified caption, in the form set forth in Exhibit 1 to the proposed order, by all parties in interest will eliminate cumbersome and confusing procedures and ensure uniformity of pleading identification.

18. The rights of the respective creditors of each of the Debtors will not be adversely affected by joint administration of the Chapter 15 Cases inasmuch as the relief sought herein is purely procedural and not intended to affect substantive rights. Each creditor and party in interest will maintain whatever rights it has against the particular Debtor against which it allegedly has a claim or right. Indeed, the rights of all creditors will be enhanced by the reduction in costs resulting from joint administration. The Court and the Clerk also will be relieved of the burden of entering duplicative orders and keeping duplicative files, and supervision of the administrative aspects of these cases by the Office of the United States Trustee will be simplified.

19. Pursuant to section 342(c)(1) of the Bankruptcy Code, "[i]f notice is required to be given by the debtor to a creditor . . . such notice shall contain the name, address, and last four digits of the taxpayer identification number of the debtor." The Proposed Caption contains all of the required information and, therefore, satisfies the terms of section 342(c) of the Bankruptcy Code.

NOTICE

20. The Monitor requests that the Court grant the Motion without notice to creditors. The Monitor proposes to notify all creditors and parties in interest of the filing of the Chapter 15 Petitions and the Monitor's request for entry of the Recognition Order in the form and manner set forth in the *Motion for Order Scheduling Hearing and Specifying the Form and Manner of Service of Notice*. In light of the nature of the relief requested herein, the Monitor submits that no other or further notice of the Motion is necessary or required.

NO PRIOR REQUEST

21. No prior request for the relief sought in the Motion has been made to this or any other court.

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CONCLUSION

WHEREFORE, the Monitor respectfully requests that this Court enter an order, substantially in the form attached hereto as Exhibit A, granting: (i) the relief requested herein; and (ii) such other and further relief as the Court may deem proper.

Dated: Wilmington, Delaware
February 22, 2012

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Robert S. Brady

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*Co-Counsel to the Monitor and
Foreign Representative*

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re	:	Chapter 15
ARCTIC GLACIER INTERNATIONAL INC.	:	Case No. 12-10605 (KG)
a Delaware corporation,	:	
Debtor in a Foreign Proceeding.	:	
Employer's Tax Identification No.:	:	
98-0199353	:	
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In re	:	Chapter 15
ARCTIC GLACIER CALIFORNIA INC.	:	Case No. 12-10606 (KG)
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Debtor in a Foreign Proceeding.	:	
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In re	:	Chapter 15
ARCTIC GLACIER GRAYLING INC.	:	Case No. 12-10613 (KG)
a Michigan corporation,	:	
Debtor in a Foreign Proceeding.	:	
Employer's Tax Identification No.:	:	
98-0440976	:	

In re

ARCTIC GLACIER INC.,
an Alberta corporation,

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Chapter 15

Case No. 12-10603 (KG)

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ARCTIC GLACIER INCOME FUND
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41-1922310

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an Iowa corporation,

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ARCTIC GLACIER NEW YORK INC.
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Employer's Tax Identification No.:
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Chapter 15

Case No. 12-10615 (KG)

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ARCTIC GLACIER PENNSYLVANIA INC.
a Delaware corporation,

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a Delaware corporation,

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Employer's Tax Identification No.:
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Chapter 15

Case No. 12-10627 (KG)

In re

ARCTIC GLACIER TEXAS INC.
a Texas corporation,

Debtor in a Foreign Proceeding.

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Chapter 15

Case No. 12-10628 (KG)

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a Wisconsin corporation,

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Employer's Tax Identification No.:
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In re

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13-2887146

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Case No. 12-10624 (KG)

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a California corporation,

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Employer's Tax Identification No.:
95-3544811

Chapter 15

Case No. 12-10607 (KG)

In re

GLACIER ICE CO., INC.
a California corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
94-2674320

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Case No. 12-10610 (KG)

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ICE PERFECTION SYSTEMS INC.
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Chapter 15

Case No. 12-10631 (KG)

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a Delaware corporation,

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In re

JACK FROST ICE SERVICE, INC.
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Employer's Tax Identification No.:
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Chapter 15

Case No. 12-10609 (KG)

In re

KNOWLTON ENTERPRISES, INC.
a Michigan corporation,

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Chapter 15

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33-0142777

Chapter 15

Case No. 12-10608 (KG)

In re

R & K TRUCKING, INC.
a Michigan corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
38-2906931

Chapter 15

Case No. 12-10617 (KG)

In re

WINKLER LUCAS ICE AND FUEL CO.
a Michigan corporation,

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Employer's Tax Identification No.:
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Chapter 15

Case No. 12-10619 (KG)

In re

WONDERLAND ICE, INC.
a Michigan corporation,

Debtor in a Foreign Proceeding.

Employer's Tax Identification No.:
38-2408662

Chapter 15

Case No. 12-10618 (KG)

**ORDER DIRECTING THE JOINT
ADMINISTRATION OF THE DEBTORS' CHAPTER 15 CASES**

Upon consideration of the motion (the "Motion")¹ of Alvarez & Marsal Canada Inc., in its capacity as the court-appointed monitor and authorized foreign representative (the

¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

“Monitor”) for the above-captioned debtors (collectively, the “Debtors”)² in a proceeding commenced under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, and pending before the Court of Queen’s Bench of Winnipeg Centre, for the entry of an order, pursuant to section 105(a) of title 11 of the United States Code, Rule 1015(b) of the Federal Rules of Bankruptcy Procedure, and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), authorizing and directing the joint administration of the Debtors’ Chapter 15 Cases for procedural purposes only; and upon consideration of the Reynolds Declaration; and no notice of the Motion was required pursuant to Local Rule 1015-1 and the Motion may be determined on an ex-parte basis; and it appearing that the relief requested by the Motion is in the best interests of the Debtors’ estates and creditors and other parties in interest; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED, ADJUGED AND DECREED THAT:

1. The Motion is granted.
2. The Chapter 15 Cases are consolidated for procedural purposes only and shall be jointly administered by this Court.
3. The Clerk of the Court shall maintain one file and one docket for these jointly administered cases, which file and docket for all of the Chapter 15 Cases shall be the file and docket for Arctic Glacier International Inc., Case No. (12-_____).
4. Parties in interest are directed to use the Proposed Caption annexed hereto as Exhibit 1 when filing a pleading with the Court in the Chapter 15 Cases of the Debtors indicating that the pleading relates to the jointly administered Chapter 15 Cases of “Arctic

² The Debtors’ executive headquarters is located at 625 Henry Avenue, Winnipeg, Manitoba, R3A 0V1, Canada.

Glacier International Inc., *et al.*”

5. The consolidated caption satisfies the requirements of section 342(c) of the Bankruptcy Code in all respects.

6. A docket entry shall be made on the docket for each of the Debtors’ cases, except in the case of Arctic Glacier International Inc., as follows:

An order has been entered in this case directing the joint administration, for procedural purposes only, of the chapter 15 cases listed below. The docket of Arctic Glacier International Inc. in Case No. (12-____) should be consulted for all matters affecting this case. The following chapter 15 cases are jointly administered pursuant to the Joint Administration Order:

Arctic Glacier California Inc., Case No. (12-____); Arctic Glacier Grayling Inc., Case No. (12-____); Arctic Glacier Inc., Case No. (12-____); Arctic Glacier Income Fund, Case No. (12-____); Arctic Glacier International Inc., Case No. (12-____); Arctic Glacier Lansing Inc., Case No. (12-____); Arctic Glacier Michigan Inc., Case No. (12-____); Arctic Glacier Minnesota Inc., Case No. (12-____); Arctic Glacier Nebraska Inc., Case No. (12-____); Arctic Glacier New York Inc., Case No. (12-____); Arctic Glacier Newburgh Inc., Case No. (12-____); Arctic Glacier Oregon, Inc., Case No. (12-____); Arctic Glacier Party Time Inc., Case No. (12-____); Arctic Glacier Pennsylvania Inc., Case No. (12-____); Arctic Glacier Rochester Inc., Case No. (12-____); Arctic Glacier Services Inc., Case No. (12-____); Arctic Glacier Texas Inc., Case No. (12-____); Arctic Glacier Vernon Inc., Case No. (12-____); Arctic Glacier Wisconsin Inc., Case No. (12-____); Diamond Ice Cube Company Inc., Case No. (12-____); Diamond Newport Corp., Case No. (12-____); Glacier Ice Company, Inc., Case No. (12-____); Ice Perfection Systems Inc., Case No. (12-____); ICEsurance Inc., Case No. (12-____); Jack Frost Ice Service, Inc., Case No. (12-____); Knowlton Enterprises Inc., Case No. (12-____); Mountain Water Ice Company, Case No. (12-____); R & K Trucking, Inc., Case No. (12-____); Winkler Lucas Ice and Fuel Company, Case No. (12-____); Wonderland Ice, Inc., Case No. (12-____).

7. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effectuating a substantive consolidation of any of the Chapter 15 Cases.

8. The Monitor is authorized to (i) utilize a combined service list for the Debtors' jointly administered cases, and (ii) send combined notices to creditors of the Debtors' estates and other parties in interest as applicable.

9. The Monitor is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

10. This Court shall retain jurisdiction with respect to any and all matters relating to the interpretation or implementation of this Order.

Dated: Wilmington, Delaware
_____, 2012

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

In re	:	Chapter 15
	:	
ARCTIC GLACIER INTERNATIONAL INC.,	:	Case No. 12-_____ (____)
<i>et al.</i> , ¹	:	
	:	(Jointly Administered)
Debtors in a Foreign Proceeding.	:	
	:	

The last four digits of the United States Tax Identification Number or Canadian Business Number, as applicable, follow in parentheses: (i) Arctic Glacier California Inc. (7645); (ii) Arctic Glacier Grayling Inc. (0976); (iii) Arctic Glacier Inc. (4125); (iv) Arctic Glacier Income Fund (4736); (v) Arctic Glacier International Inc. (9353); (vi) Arctic Glacier Lansing Inc. (1769); (vii) Arctic Glacier Michigan Inc. (0975); (viii) Arctic Glacier Minnesota Inc. (2310); (ix) Arctic Glacier Nebraska Inc. (7790); (x) Arctic Glacier New York Inc. (2468); (xi) Arctic Glacier Newburgh Inc. (7431); (xii) Arctic Glacier Oregon, Inc. (4484); (xiii) Arctic Glacier Party Time Inc. (0977); (xiv) Arctic Glacier Pennsylvania Inc. (9475); (xv) Arctic Glacier Rochester Inc. (6989); (xvi) Arctic Glacier Services Inc. (6657); (xvii) Arctic Glacier Texas Inc. (3251); (xviii) Arctic Glacier Vernon Inc. (3211); (xix) Arctic Glacier Wisconsin Inc. (5835); (xx) Diamond Ice Cube Company Inc. (7146); (xxi) Diamond Newport Corporation (4811); (xxii) Glacier Ice Company, Inc. (4320); (xxiii) Ice Perfection Systems Inc. (7093); (xxiv) ICEsurance Inc. (0849); (xxv) Jack Frost Ice Service, Inc. (7210); (xxvi) Knowlton Enterprises Inc. (8701); (xxvii) Mountain Water Ice Company (2777); (xxviii) R&K Trucking, Inc. (6931); (xxix) Winkler Lucas Ice and Fuel Company (0049); (xxx) Wonderland Ice, Inc. (8662). The Debtors' executive headquarters is located at 625 Henry Avenue, Winnipeg, Manitoba, R3A 0V1, Canada.