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October 15, 2014

E-MAIL

TO: ARCTIC GLACIER SERVICE LIST

Dear Sirs/Madam:

**Re: In the Matter of Arctic Glacier Income Fund et al
Queen's Bench File No. CI 12-01-76323
Hearing Date: Tuesday, November 25, 2014 at 10:00 a.m.
Madam Justice Spivak**

Enclosed please find the Notice of Motion returnable November 25, 2014 at
10:00 a.m.

Yours truly,

TAYLOR McCAFFREY LLP

Per:

DAVID R.M. JACKSON

DJAC/lb
Enc.

**THE QUEEN'S BENCH
WINNIPEG CENTRE**

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

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR
ARRANGEMENT WITH RESPECT TO ARCTIC GLACIER INCOME FUND,
ARCTIC GLACIER INC., ARCTIC GLACIER INTERNATIONAL INC. and the
ADDITIONAL APPLICANTS LISTED IN SCHEDULE "A" HERETO

(collectively, the "APPLICANTS")

APPLICATION UNDER THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

**NOTICE OF MOTION
(Sealing of Confidential Exhibit)**

DATE OF HEARING: TUESDAY, NOVEMBER 25, 2014 AT 10:00 A.M.
BEFORE THE HONOURABLE MADAM JUSTICE SPIVAK

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OCT 15 2014

**THE QUEEN'S BENCH
WINNIPEG CENTRE**

IN THE MATTER OF THE *COMPANIES' CREDITORS*
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**NOTICE OF MOTION
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The Monitor will make a motion before the Honourable Madam Justice Spivak on Tuesday, November 25, 2014 at 10:00 o'clock in the forenoon or so soon after that time as the motion can be heard, at the Law Courts Building, 408 York Avenue at Kennedy Street, in the City of Winnipeg.

THE MOTION IS FOR:

1. An Order, substantially in the form attached hereto as Appendix "1", *inter alia*:
 - (a) If necessary, abridging the time for and validating service of the Notice of Motion such that the motion is properly returnable on November 25, 2014 at 10:00 a.m. and dispensing with further service thereof;

- (b) Ordering that the Confidential Exhibit to the Eighteenth Report of the Monitor dated October 14, 2014 shall be sealed, kept confidential and not form a part of the public record of these proceedings; and
2. Such further and other relief as this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

1. *Companies' Creditors Arrangement Act*, R.S.C. 1985, c.C-36, as amended (the "CCAA") s. 11 and the inherent and equitable jurisdiction of this Court.
2. *The Court of Queen's Bench Act*, C.C.S.M. c.C280, s. 77.
3. Queen's Bench Rules 2.03, 3.02(1), 16.04, 16.08, 37.07(1) and 37.08(2).

Background

4. Capitalized terms not defined herein shall have the meaning ascribed to them in the Eighteenth Report of the Monitor.
5. On February 22, 2012, the Court granted protection to the Applicants (including Glacier Valley Ice Company, L.P. (California)) in an Order of the Honourable Madam Justice Spivak (the "**Initial Order**").
8. On September 5, 2012, this Honourable Court issued the Claims Procedure Order that approved the Claims Process. The vast majority of the claims have been resolved.

McNulty Claim

9. The Monitor received a Proof of Claim from Martin McNulty, a former employee of the Applicants, in the amount of \$13.61 million (the “**McNulty Claim**”).

10. The McNulty Claim relates to outstanding litigation against the Applicants, Ready Ice, Home City and certain former employees of the Applicants pending in the Michigan Court (the “**Michigan Action**”).

11. Certain evidence produced in the Michigan Action was subject to two Protective Orders dated November 8, 2010 and July 26, 2011 respectively (hereinafter the “**Protective Orders**”) prohibiting public disclosure of that evidence.

12. On April 23, 2014 the Applicants and the Monitor filed an unopposed joint motion in the Michigan Courts seeking the ability for the Monitor to intervene in the Michigan action as well as amendments to the Protective Orders.

13. On June 4, 2013, the Michigan Court granted an Order Modifying the Protective Orders to permit materials produced in the Michigan Action to be used for the prosecution, defence and adjudication of the McNulty Claim in these CCAA Proceedings. In addition, the Order permitted the Monitor, its counsel, any Claims Officer, as such term is defined in the Claims Officer Order, the CPS and this Honourable Court to review the protected material.

14. On September 12, 2014 McNulty filed a Notice of Motion with this Honourable Court requesting that the Court strike the appointment of Justice Ground as the claims officer to resolve the McNulty Claim.

15. In respect of the McNulty motion, the Eighteenth Report of the Monitor has been filed with this Honourable Court, which contemplates the filing of a Confidential Exhibit containing the Notice of Disallowance of the McNulty Claim and the Revised Dispute Notice of Martin McNulty, both of which, *inter alia*, contain evidence otherwise protected under the Protective Orders.

16. A Sealing Order is required for the Confidential Exhibit to prevent disclosure of evidence subject to the Protective Orders of the Michigan Court. The salutatory effects of such a Sealing Order, including the effects on the rights of civil litigants to a fair trial and comity in respect of a foreign Court's orders, outweigh its deleterious effects (including the effects on the right to free expression), which in this context includes the public interest in open and accessible Court proceedings.

17. There is no reasonable alternative but to grant the Sealing Order as requested.

18. 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:

1. The pleadings and proceedings herein.
2. The Eighteenth Report of the Monitor, filed.
3. The Confidential Appendix, to be submitted.

4. Such further and other materials as counsel may advise and this Court may permit.

October *15*, 2014

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TO: THE ATTACHED SERVICE LIST

**SCHEDULE A - ADDITIONAL
APPLICANTS**

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Arctic Glacier Lansing Inc.
Arctic Glacier Michigan Inc.
Arctic Glacier Minnesota Inc.
Arctic Glacier Nebraska Inc.
Arctic Glacier Newburgh Inc.
Arctic Glacier New York Inc.
Arctic Glacier Oregon Inc.
Arctic Glacier Party Time Inc.
Arctic Glacier Pennsylvania Inc.
Arctic Glacier Rochester Inc.
Arctic Glacier Services Inc.
Arctic Glacier Texas Inc.
Arctic Glacier Vernon Inc.
Arctic Glacier Wisconsin Inc.
Diamond Ice Cube Company Inc.
Diamond Newport Corporation
Glacier Ice Company, Inc.
Ice Perfection Systems Inc.
ICEurance Inc.
Jack Frost Ice Service, Inc.
Knowlton Enterprises, Inc.
Mountain Water Ice Company
R&K Trucking, Inc.
Winkler Lucas Ice and Fuel Company
Wonderland Ice, Inc.

THE QUEEN'S BENCH

Winnipeg Centre

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**APPLICATION UNDER THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

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(as of October 3, 2014)

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APPENDIX 1

File No. CI 12-01-76323

**THE QUEEN'S BENCH
WINNIPEG CENTRE**

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

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR
ARRANGEMENT WITH RESPECT TO ARCTIC GLACIER INCOME FUND,
ARCTIC GLACIER INC., ARCTIC GLACIER INTERNATIONAL INC. and the
ADDITIONAL APPLICANTS LISTED IN SCHEDULE "A" HERETO

(collectively, the "APPLICANTS")

APPLICATION UNDER THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

ORDER

(Sealing of Confidential Exhibit)

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**THE QUEEN'S BENCH
WINNIPEG CENTRE**

THE HONOURABLE)	The	day of
)		
MADAM JUSTICE SPIVAK)		, 2014
)		

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

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR
ARRANGEMENT WITH RESPECT TO ARCTIC GLACIER INCOME FUND,
ARCTIC GLACIER INC., ARCTIC GLACIER INTERNATIONAL INC. and the
ADDITIONAL APPLICANTS LISTED IN SCHEDULE "A" HERETO

(collectively, the "APPLICANTS")

APPLICATION UNDER THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

O R D E R
(Sealing of Confidential Appendix)

THIS MOTION made by the Monitor for an Order amongst other things sealing from the public record the Confidential Exhibit to the Eighteenth Report of the Monitor ("Confidential Exhibit") was heard this day at the Law Courts Building, 408 York Avenue at Kennedy Street in the City of Winnipeg, in the Province of Manitoba.

ON READING the pleadings and proceedings herein and the Eighteenth Report of the Monitor, and on hearing the submissions of counsel for the Monitor, the Applicants and Martin McNulty, no one appearing for any other party although duly served as appears from the Affidavit of Service filed,

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

2. **THIS COURT ORDERS** that the Confidential Exhibit shall be sealed, kept confidential and not form part of the public record, but shall be placed, separate and apart from all other contents of the Court file, in a sealed envelope attached to a notice that sets out the title of these proceedings and a statement that the contents are subject to a Sealing Order and shall only be opened upon further Order of the Court.

, 2014

J.