

**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

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**NOTICE OF MOTION**  
**(Motion for Stay Extension)**

DATE OF HEARING: THURSDAY, NOVEMBER 29, 2012, AT 10 A.M.  
BEFORE THE HONOURABLE MADAM JUSTICE SPIVAK

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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 ON SCHEDULE "A" HERETO  
(collectively, the  
"APPLICANTS")**

**NOTICE OF MOTION  
(Motion for Stay Extension  
Returnable November 29, 2012)**

Alvarez & Marsal Canada Inc., in its capacity as monitor of the Applicants (the "**Monitor**"), will make a motion before the Honourable Madam Justice Spivak on Thursday, November 29, 2012 at 10:00 a.m. or as soon after that time as the motion can be heard, at the Law Courts Building, 408 York Avenue, Winnipeg, Manitoba.

**THE MOTION IS FOR:**

1. An order, substantially in the form attached hereto as Appendix "1":
  - (a) abridging the time for service of the Notice of Motion and supporting materials such that the motion is properly returnable on November 29, 2012 at 10:00 a.m. and dispensing with further service thereof;
  - (b) extending the Stay Period ("**Stay Period**") defined in paragraph 30 of the Order of the Honourable Madam Justice Spivak made February 22, 2012 (the "**Initial Order**") until March 15, 2013;

- (c) unsealing the Confidential Appendix to the Monitor's Fourth Report dated June 15, 2012 (the "**Confidential Appendix**"), which was sealed pursuant to an Order of the Court dated June 21, 2012, but not unsealing Schedule 1.01(B) to the APA, which is included in the Confidential Appendix and which was separately sealed pursuant to an Order of the Court dated June 27, 2012;
  - (d) unsealing the Confidential Supplement to the Monitor's Seventh Report dated October 16, 2012, which was sealed pursuant to an Order of the Court dated October 22, 2012 (the "**Confidential Supplement**");
  - (e) approving the Eighth Report of the Monitor dated November 23, 2012 (the "**Eighth Report**") and the activities described therein; and
2. Granting such further and other relief as this Honourable Court deems just.

**THE GROUNDS FOR THE MOTION ARE:**

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

***Background***

- 3. Capitalized terms not defined herein shall have the meaning ascribed to them in the Eighth Report.

4. On February 22, 2012, the Court granted protection to the Applicants (including Glacier Valley Ice Company, L.P. (California)) in the Initial Order pursuant to the CCAA.

5. On July 27, 2012, pursuant to a Court-approved sale process, the Applicants closed a sale transaction for substantially all of their assets.

6. On September 5, 2012, this Honourable Court issued a Claims Procedure Order and extended the Stay Period to November 30, 2012.

***Extending the Stay Period***

7. The Monitor is requesting an extension of the Stay Period to March 15, 2013. The Monitor is of the view that the Applicants have acted and continue to act in good faith and with due diligence. The Monitor is of the view that an extension until that date is appropriate as it should allow sufficient time for the Monitor, in consultation with the Applicants, to:

- (a) complete a detailed review of the Proofs of Claim filed, make enquiries and request any additional required information in respect of certain of those Claims, deal with outstanding litigation issues, attempt to negotiate the resolution of certain Claims, contact the insurers in respect of those Claims which may be covered by the Applicants' insurance policies and resolve any issues related thereto, and be in a position to update the Court and seek further directions from the Court with respect to the resolution of any outstanding Claims; and

- (b) continue to deal with post-Closing issues, including finalizing the Reconciliation, assisting the Applicants in making arrangements for the preparation and filing of their tax returns and dealing other matters related to the administration of the Applicants' estates.

Accordingly, the Monitor recommends that this Honourable Court grant the Stay Period extension requested.

***Unsealing Confidential Appendix and Confidential Supplement***

8. The Confidential Appendix contains a copy of the unredacted APA, the Purchaser's equity commitment letter and debt commitment letter with associated fee letter, a summary of the bids received during the Sale Process and additional information concerning the SISP. The Applicants, with the support of the Monitor, believed this information to be commercially sensitive and that the disclosure of the Confidential Appendix could have negatively affected any future transaction with respect to the Applicants if the Sale Transaction did not close.

9. The Confidential Supplement contains copies of and confidential details about the Appraisal and the other offers for the Huntington Property. The Monitor believed this information to be commercially sensitive such that the disclosure of the Confidential Supplement could have negatively affected any future transaction with respect to the Huntington Property if the Huntington Transaction did not close.

10. As both the Sale Transaction and the Huntington Transaction have now closed, the Monitor's concerns related to the disclosure of the information contained in the

Confidential Appendix and the Confidential Supplement are no longer relevant and the Monitor therefore believes that it is appropriate to unseal the Confidential Supplement and the Confidential Appendix (with the exception of Schedule 1.01(B) to the APA attached to the Confidential Appendix, which contains information that the Monitor has been advised is commercially sensitive to the ongoing business and which was separately sealed pursuant to an Order of the Court dated July 27, 2012).

***Approving the Eighth Report of the Monitor and the Activities Described Therein***

11. The Monitor's activities, as more particularly described in the Eighth Report, have been within the scope of its mandate, the Initial Order, the Claims Procedure Order, the Transition Order and all other Orders in this CCAA Proceeding.

12. 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 Eighth Report of the Monitor; and
3. Such further and other materials as counsel may advise and this Court may permit.

November 23, 2012

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TO: THE ATTACHED SERVICE LIST

## **SCHEDULE "A" - ADDITIONAL APPLICANTS**

Arctic Glacier California Inc.  
Arctic Glacier Grayling Inc.  
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.  
ICESurance 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.



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

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**SERVICE LIST**  
**as of November 22, 2012**

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**APPENDIX "1"**

Court File No. CI 12-01-76323

**THE QUEEN'S BENCH**  
**Winnipeg Centre**

IN THE MATTER OF THE *COMPANIES' CREDITORS*  
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(collectively, the "APPLICANTS")

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**ORDER**

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**THE QUEEN'S BENCH**  
**Winnipeg Centre**

THE HONOURABLE MADAM	)	THURSDAY, THE 29th DAY
	)	
JUSTICE SPIVAK	)	OF NOVEMBER, 2012.

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 ON SCHEDULE "A" HERETO

(collectively, the "APPLICANTS")

**ORDER**

THIS MOTION, made by Alvarez & Marsal Canada Inc., in its capacity as monitor of the Applicants (the "**Monitor**"), for an order, *inter alia*, (i) extending the Stay Period ("**Stay Period**") defined in paragraph 30 of the Order of the Honourable Madam Justice Spivak made February 22, 2012 (the "**Initial Order**") until March 15, 2013; (ii) unsealing the Confidential Appendix to the Monitor's Fourth Report, other than Schedule 1.01(B) to the APA attached thereto; (iii) unsealing the Confidential Supplement to the Monitor's Seventh Report; and (iv) approving the Eighth Report of the Monitor (the "**Eighth Report**") and the activities described therein, was heard this day at the Law Courts Building at 408 York Avenue, in The City of Winnipeg, in the Province of Manitoba.

ON READING the Notice of Motion and the Eighth Report, and on hearing the submissions of counsel for the Monitor, counsel for the Applicants and Glacier Valley Ice Company, L.P. (California) (together, the "**Arctic Glacier Parties**"), and counsel for •,

no one appearing for any other party although duly served as appears from the affidavit of service, filed:

**SERVICE**

1. THIS COURT ORDERS that the time for service of this Motion and supporting materials, including the Eighth Report, is hereby abridged and validated such that this Motion is properly returnable today and hereby dispenses with further service thereof.

**DEFINED TERMS**

2. THIS COURT ORDERS that all capitalized terms used herein and not otherwise defined herein shall have the meaning ascribed thereto in the Eighth Report.

**STAY EXTENSION**

3. THIS COURT ORDERS that the Stay Period is hereby extended until March 15, 2013.

**LIFTING SEALING ORDERS**

4. THIS COURT ORDERS that the Confidential Appendix to the Monitor's Fourth Report dated June 15, 2012 (other than Schedule 1.01(B) to the APA attached thereto), which was sealed pursuant to an Order of the Court dated June 21, 2012, be unsealed and placed in the Court file such that it forms part of the public record.

5. THIS COURT ORDERS that the Confidential Supplement to the Monitor's Seventh Report dated October 16, 2012, which was sealed pursuant to an Order of the Court dated October 22, 2012, be unsealed and placed in the Court file such that it forms part of the public record.

**MONITOR'S ACTIVITIES AND REPORT**

6. THIS COURT ORDERS that the Eighth Report of the Monitor and the activities described therein are hereby approved.

## **AID AND RECOGNITION**

7. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or the United States, including the United States Bankruptcy Court for the District of Delaware, to give effect to this Order and to assist the Arctic Glacier Parties, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Arctic Glacier Parties and to the Monitor, as an officer of the Court, as may be necessary or desirable to give effect to this Order or to assist the Arctic Glacier Parties and the Monitor and their respective agents in carrying out the terms of this Order.

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## **SCHEDULE "A" - ADDITIONAL APPLICANTS**

Arctic Glacier California Inc.  
Arctic Glacier Grayling Inc.  
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.  
ICESurance 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.