

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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| In re  | : | Chapter 15   |
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| ARCTIC GLACIER INTERNATIONAL INC.,<br><i>et al.</i> , <sup>1</sup> | : | Case No. 12-10605 (KG)                                     |
|  | : |  |
| Debtors in a Foreign Proceeding.                                   | : | (Jointly Administered)                                     |
|  | : |  |
|  | : | <b>Hearing Date: October 7, 2019 at 10:00 a.m. (ET)</b>    |
|  | : | <b>Obj. Deadline: September 30, 2019 at 4:00 p.m. (ET)</b> |

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**NOTICE OF MOTION FOR ENTRY OF ORDER CLOSING CHAPTER 15 CASES  
AND RELIEF FROM CERTAIN NOTICING REQUIREMENTS**

**PLEASE TAKE NOTICE** that 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”) in a proceeding under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, pending before the Court of Queen’s Bench Winnipeg Centre, has filed the attached ***Motion for Entry of Order Closing Chapter 15 Cases and Relief from Certain Noticing Requirements*** (the “Motion”).

**PLEASE TAKE FURTHER NOTICE** that a hearing (the “Hearing”) to consider the Motion will be held on **October 7, 2019 at 10:00 a.m. (ET)** before the Honorable Kevin Gross at the United States Bankruptcy Court for the District of Delaware (the “Court”), 824 North Market Street, 6th Floor, Courtroom No. 3, Wilmington, Delaware 19801.

**PLEASE TAKE FURTHER NOTICE** that any objections to the Motion must be filed on or before **September 30, 2019 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection so as to be actually received by the following parties on or before the Objection Deadline: (i) Young

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<sup>1</sup> 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 was located at 625 Henry Avenue, Winnipeg, Manitoba, R3A 0V1, Canada.

Conway Stargatt & Taylor LLP, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Matthew B. Lunn and Ian J. Bambrick); (ii) Osler, Hoskin & Harcourt LLP, 100 King Street West, Suite 6100, Toronto, Ontario, Canada M5X 1B8 (Attn: Michael De Lellis and Mary Paterson); and (iii) Kevin McElcheran Commercial Dispute Resolution, 120 Adelaide Street W., Suite 420, P.O. Box 43, Toronto, Ontario, Canada M5H 1T1 (Attn: Kevin P. McElcheran).

**PLEASE TAKE FURTHER NOTICE** that you need not appear at the Hearing if you do not object to the relief request in the Motion.

**PLEASE TAKE FURTHER NOTICE** that the Hearing may be continued or adjourned from time to time without further notice other than an announcement of the adjourned date or dates at the Hearing or at a later hearing or by notice filed on this Court's docket.

**PLEASE TAKE FURTHER NOTICE THAT, IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR A HEARING.**

**PLEASE TAKE FURTHER NOTICE** that additional copies of the Motion are available: (a) by accessing the Court's internet website at <https://ecf.deb.uscourts.gov> (a login and a password to the Court's Public Access to Court Electronic Records are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>); (b) from the Monitor's website at <http://www.amcanadadocs.com/arcticglacier> or <http://www.kccllc.net/ArcticGlacier> (without cost); or (c) upon written request to the Monitor's counsel (by email or facsimile) addressed to: Young Conway Stargatt & Taylor LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn.: Melissa Romano, e-mail, [mromano@ycst.com](mailto:mromano@ycst.com) or facsimile, 302-576-3450) (without cost).

Dated: Wilmington, Delaware  
August 28, 2019

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Matthew B. Lunn

Robert S. Brady (No. 2847)

Matthew B. Lunn (No. 4119)

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*Counsel to the Monitor*



District of Delaware (the “**Local Rules**”), for entry of an order closing the Debtors’ chapter 15 cases (collectively, the “**Chapter 15 Cases**”) and relief from certain noticing requirements. In support of this Motion, the Monitor respectfully represents as follows:

**JURISDICTION**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware* dated as of February 29, 2012. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are sections 105, 350(a) and 1517 of the Bankruptcy Code, Bankruptcy Rule 5009, and Local Rule 5009-2. Section 1517(d) of the Bankruptcy Code provides that a case under chapter 15 of the Bankruptcy Code may be closed in the manner prescribed under section 350 of the Bankruptcy Code.

**BACKGROUND**

3. On February 22, 2012, the Debtors commenced the Canadian Proceeding, and the Canadian Court entered an initial order (including any extensions, amendments, or modifications thereto, the “**Initial Order**”), pursuant to the CCAA, providing various forms of relief thereunder, including, but not limited to, authorizing and directing the Debtors to commence, and the Monitor, the Financial Advisor (as defined in the Sale and Investor Solicitation Process (the “**SISP**”)) and the Chief Process Supervisor (as defined in the SISP) to perform their obligations under, a process offering potential investors an opportunity to purchase or invest in the Debtors’ business and operations in accordance with the SISP.

4. On February 22, 2012, the Monitor commenced the Chapter 15 Cases by filing verified petitions on behalf of the Debtors, pursuant to sections 1504 and 1515 of the

Bankruptcy Code, seeking recognition by this Court of the Canadian Proceeding as a foreign main proceeding under chapter 15 of the Bankruptcy Code.

5. On February 23, 2012, this Court entered the *Order Granting Provisional Relief* [Docket No. 28], providing for, among other things, a stay of all proceedings against or concerning property of the Debtors located within the territorial jurisdiction of the United States.

6. On March 16, 2012, this Court entered the *Order Granting Recognition of Foreign Main Proceeding and Certain Related Relief* [Docket No. 70] (the “**Recognition Order**”). Pursuant to the Recognition Order, this Court (a) granted recognition of the Canadian Proceeding as a foreign main proceeding under section 1517 of the Bankruptcy Cod, (b) authorized the Debtors to obtain postpetition secured financing, and (c) enforced the Initial Order on a permanent basis in the United States.

7. In the CCAA Proceeding and under the supervision of the Monitor and the Canadian Court, the Debtors sold substantially all of their business and assets. The proceeds were sufficient to pay secured creditors in full. The remaining proceeds were held by the Monitor pending determination of the amount of creditor claims and the filing of a Plan of Arrangement (the “**CCAA Plan**”) under the CCAA to govern the distribution of the remaining proceeds to unsecured creditors and, to the extent that all creditors could be paid in full, to make distributions to unitholders.

8. After appropriate notice, the Debtors held a meeting of unitholders to consider and vote on the CCAA Plan. The CCAA Plan was approved by 99.81% of all unitholders who voted, and over 65% of unitholders voted. The Canadian Court approved and sanctioned the CCAA Plan on September 5, 2014 (the “**Sanction Order**”).

9. On September 16, 2014, this Court recognized the Sanction Order and gave full effect to its provisions throughout the United States [Docket No. 354].

10. On January 22, 2015 (the “**Plan Implementation Date**”), the CCAA Plan was successfully implemented after the Monitor certified that the conditions precedent set out in the CCAA Plan had been satisfied or waived. Since the Plan Implementation Date, the Monitor has worked to effectuate the CCAA Plan, including, but not limited to, reconciling claims, litigating certain matters, making distributions and winding up the affairs of the Debtors.

### **RELIEF REQUESTED**

11. By this Motion, the Monitor respectfully seeks the entry of an order, substantially in the form attached hereto as Exhibit A (the “**Proposed Order**”), finding that the Chapter 15 Cases are fully administered, approving the final report, waiving certain notice requirements, and closing the Chapter 15 Cases without prejudice pursuant to sections 105, 350, 1517(d) and 1518(1) of the Bankruptcy Code, Bankruptcy Rule 5009(c), and Local Rule 5009-2.

### **BASIS FOR RELIEF REQUESTED**

12. Section 1517(d) of the Bankruptcy Code provides that “[a] case under this chapter [15] may be closed in the manner prescribed under section 350.” 11 U.S.C. § 1517(d). Pursuant to section 350 of the Bankruptcy Code, a bankruptcy case may be closed “[a]fter an estate is fully administered.” 11 U.S.C. § 350(a). Bankruptcy Rule 5009(c) provides:

A foreign representative in a proceeding recognized under § 1517 of the Code shall file a final report when the purpose of the representative’s appearance in the court is completed. The report shall describe the nature and results of the representative’s activities in the court. The foreign representative shall transmit the report to the United States trustee, and give notice of its filing to the debtor, all persons or bodies authorized to administer foreign proceedings of the debtor, all parties to litigation pending in the United States in which the debtor was a party at the

time of the filing of the petition, and such other entities as the court may direct. The foreign representative shall file a certificate with the court that notice has been given. *If no objection has been filed by the United States trustee or a party in interest within 30 days after the certificate is filed, there shall be a presumption that the case has been fully administered.*

Fed. R. Bankr. P. 5009(c) (emphasis added). Pursuant to Local Rule 5009-2, “a foreign representative . . . may seek the entry of a final decree when the purpose of the representative’s appearance in the Court is completed . . . .” Del. Bankr. L.R. 5009-2.

13. As of the date hereof, the Monitor has fulfilled the purposes of its appearance before this Court in connection with the Chapter 15 Cases. There are no outstanding motions, contested matters or adversary proceedings. Further, the Monitor has resolved all of the disputed claims in the Canadian Proceeding. Based on the foregoing, the Monitor has determined that it no longer requires that assistance of this Court in connection with the administration of the Canadian Proceeding.

14. Concurrently herewith, the Monitor has filed a final report (the “**Final Report**”) pursuant to Bankruptcy Rule 5009(c) describing the nature and results of the Monitor’s activities before this Court, and the status of the Canadian Proceeding and the Monitor’s compliance with the Sanction Order. The Monitor has provided the Office of the United States Trustee for the District of Delaware and all parties receiving notice of this Motion with a copy of the Final Report, and submits that no other parties must be given notice of the Final Report pursuant to Bankruptcy Rule 5009. The Monitor also has filed contemporaneously herewith the *Certification Regarding Filing and Service of Motion to Close the Chapter 15 Cases and Relief from Certain Noticing Requirements* (“**Certification of Service**”) confirming that, consistent with the relief requested herein, the requisite parties were notified, and that they have until

September 30, 2019 to object to the closure of the Chapter 15 Cases. In accordance with Bankruptcy Rule 5009 and Local Rule 5009-2, the Monitor expects to file a certification indicating that no objections were received in response to the Motion, or that any such objections were resolved by the Monitor and the applicable objecting party (the “**Certification of No Objection**”).

15. Upon the filing of the Certification of No Objection and barring any objections to the Final Report and Motion, the Chapter 15 Case will be presumed fully administered pursuant to Bankruptcy Rule 5009(c) and Local Rule 5009-2(b). Thus, the Monitor submits that the Chapter 15 Cases should be closed at that time. With respect to closing, however, the Chapter 15 Cases should be subject to reopening to “accord relief to the debtor, or for other cause.” 11. U.S.C. § 350(b).

16. The Monitor additionally requests that it be relieved from serving this Motion on all parties to litigation pending in the United States in which the Debtors were a party as of the commencement of the Chapter 15 Cases. Such relief is consistent with the relief granted in this Court’s *Order Scheduling Hearing and Specifying the Form and Manner of Notice* [D.I. 30] (the “**Form and Manner Order**”) and is appropriate here for the same reasons. The rights of the parties to any litigation concerning the Debtors in the United States will not be affected or prejudiced by the relief sought herein (or indeed the Chapter 15 Cases at all). The Monitor, therefore, respectfully requests that the Court waive the notice requirements of Bankruptcy Rule 5009(c), and Local Rule 5009-2 as to those parties.

#### **NOTICE**

17. Notice of this Motion has been provided to the following parties, or, in lieu thereof, their counsel: (a) the Debtors; (b) the Office of the United States Trustee; and (c) all

persons to whom notice is required pursuant to the Form and Manner Order. The Monitor submits that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE, the Monitor respectfully requests that this Court (a) upon the filing of the Certification of No Objection, enter the Proposed Order substantially in the form attached hereto as Exhibit A closing the Chapter 15 Cases; (b) waive the litigation party notice requirements pursuant to Bankruptcy Rule 5009(c) and Local Rule 5009-2; and (c) grant such other and further relief as is just and appropriate under the circumstances.

Dated: August 28, 2019  
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Matthew B. Lunn

Robert S. Brady (No. 2847)

Matthew B. Lunn (No. 4119)

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*Counsel to the Monitor*

**EXHIBIT A**

**Proposed Order**



Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”) for entry of an order closing the Debtors’ chapter 15 cases (the “**Chapter 15 Cases**”) and relief from certain noticing requirements; and the accompanying *Certification Regarding Filing and Service of Motion to Close the Chapter 15 Cases and Relief from Certain Noticing Requirements* [Docket No. \_\_\_\_]; and upon consideration of the Final Report and the Certification of No Objection; and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware* dated as of February 29, 2012, (b) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and (c) notice of the Motion was due and proper under the circumstances; and it appearing that the relief requested in the Motion is in the best interest of the Debtors, their creditors and other parties-in-interest; and after due deliberation, and good and sufficient cause appearing therefor:

IT IS HEREBY ORDERED, ADJUDGED and DECREED that:

1. The Motion is GRANTED as set forth herein.
2. The requirement that notice of the Final Report and Motion be served on all parties to litigation pending in the United States in which the Debtors are party, as set forth in Bankruptcy Rule 5009(c) and Local Rule 5009-2, is waived.
3. The Final Report is approved.
4. The Chapter 15 Cases are hereby closed.
5. This Order is without prejudice to the rights of any party to seek to reopen the Chapter 15 Cases for cause pursuant to section 350(b) of the Bankruptcy Code.

6. Any orders heretofore entered by this Court in the Chapter 15 Cases shall survive the entry of this Order.

7. This Court shall retain jurisdiction with respect to its prior orders in the Chapter 15 Cases, the enforcement, amendment or implementation of this Order or requests for any additional relief in or related to the Chapter 15 Cases.