

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

In re:

MAAX Corporation,

f/k/a 3087229 Nova Scotia Company,

Foreign Applicant in Foreign Proceeding.

Chapter 15

Case No. 08-_____ ()

In re:

MAAX Canada, Inc.,

f/k/a 4200209 Canada Inc.,

EIN 98-0353816

Foreign Applicant in Foreign Proceeding.

Chapter 15

Case No. 08-_____ ()

In re:

4200217 Canada, Inc.,

Foreign Applicant in Foreign Proceeding.

Chapter 15

Case No. 08-_____ ()

In re:

MAAX Spas (Ontario), Inc.,

EIN 98-0228678

Foreign Applicant in Foreign Proceeding.

Chapter 15

Case No. 08-_____ ()

In re:

MAAX Cabinets, Inc.,

f/k/a 9022-3751 Quebec, Inc.,

EIN 98-0200215

Foreign Applicant in Foreign Proceeding.

Chapter 15

Case No. 08-_____ ()

In re:

MAAX KSD LLC,

f/k/a MAAX Holding Co.,

Tax ID No. XX-XXX5598

Foreign Applicant in Foreign Proceeding.

Chapter 15

Case No. 08-_____ ()

In re:

MAAX Midwest, Inc.,

Tax ID No. XX-XXX2750

Foreign Applicant in Foreign Proceeding.

Chapter 15

Case No. 08-_____ ()

In re:

Pearl Baths LLC,

f/k/a Pearl Baths, Inc.

Tax ID No. XX-XXX7304

Foreign Applicant in Foreign Proceeding.

Chapter 15

Case No. 08-_____ ()

In re:

MAAX-Hydro Swirl Manufacturing Corp.,

Tax ID No. XX-XXX9988

Foreign Applicant in Foreign Proceeding.

Chapter 15

Case No. 08-_____ ()

In re:

Aker Plastics Company, Inc.,

f/k/a Maax-Aker Acquisition, Inc.,

f/k/a Maax-Cedar Rapids, Inc.,

f/k/a Maax Southeast, Inc.,

Tax ID No. XX-XXX9106

Foreign Applicant in Foreign Proceeding.

Chapter 15

Case No. 08-_____ ()

In re:

MAAX Spas (Arizona), Inc.,

Tax ID No. XX-XXX6078

Foreign Applicant in Foreign Proceeding.

Chapter 15

Case No. 08-_____ ()

(Joint Administration Requested)

**MOTION PURSUANT TO FED. R. BANKR. P. 1015(b)
FOR ORDER DIRECTING JOINT ADMINISTRATION
OF CASES UNDER CHAPTER 15 OF BANKRUPTCY CODE**

Alvarez & Marsal Canada ULC is the court-appointed monitor (the "**Monitor**") and authorized foreign representative of MAAX Corporation ("**MAAX Corp.**") and certain of its direct and indirect wholly owned subsidiaries (together, the "**MAAX Group**")¹ in proceedings (the "**Canadian Proceedings**") under Canada's Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended, pending before the Quebec Superior Court (Commercial Division) (the "**Quebec Court**").

The Monitor has commenced these chapter 15 cases ancillary to the Canadian Proceedings by filing Verified Petitions For Recognition of the Canadian Proceedings (collectively, the "**Chapter 15 Petitions**") with the documentation required by sections 1504 and 1515 of title 11 of the United States Code (the "**Bankruptcy Code**") seeking the entry of an order (i) recognizing the Canadian Proceedings as "foreign main proceedings," or in the alternative, "foreign non-main proceedings," (ii) enforcing the Initial Order of the Quebec Court dated June 12, 2008, as extended on June 26, 2008, and July 10, 2008, in the United States; (iii) enforcing the Sale and Vesting Order of the Quebec Court dated July 10, 2008, which approved the sale of substantially all of the MAAX Group's assets free and clear of all liens, claims, interests and encumbrances (except for permitted encumbrances set forth in the Purchase Agreement described in the Chapter 15 Petitions); and (iv) facilitating the implementation of

¹ The MAAX Group includes MAAX Corp., MAAX Canada, Inc., 4200217 Canada, Inc., MAAX Spas (Ontario), Inc., MAAX Cabinets, Inc., MAAX KSD LLC, Pearl Baths LLC, MAAX-Hydro Swirl Manufacturing Corp., MAAX Midwest, Inc., MAAX Spas (Arizona), Inc. and Aker Plastics Company, Inc.

such order through section 365 of the Bankruptcy Code as made applicable by sections 1519(a)(3) and 1521(a)(7) of the Bankruptcy Code.

By this Motion, the Monitor requests the directing of joint administration of the Chapter 15 Cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. In support thereof, the Monitor respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P).

2. Venue in this District is proper pursuant to 28 U.S.C. §§ 1410(1) and (3).

BACKGROUND

3. The Court is respectfully referred to the Verified Petition For Recognition of Foreign Proceedings for a description of the Canadian Proceedings, the MAAX Group's business, corporate organization, capital structure, sale process and circumstances leading to the chapter 15 filings.

RELIEF REQUESTED

4. By this Motion, the Monitor seeks the entry of an order in the form annexed hereto as Exhibit A, directing joint administration of the Chapter 15 Cases for procedural purposes only, pursuant to Bankruptcy Rule 1015(b).

5. Bankruptcy Rule 1015(b) provides that if two (2) or more petitions for relief are pending in the same court by or against a debtor and its affiliate, the court may order joint administration of the cases. The MAAX Group are "affiliates" as that term is defined under section 101(2) of the Bankruptcy Code.

6. Entry of an order directing joint administration of the Chapter 15 Cases will avoid duplicative notices, applications and orders, thereby saving the MAAX Group

considerable time and expense. The rights of creditors will not be adversely affected because this motion requests only administrative consolidation of the Chapter 15 Cases. The Court will also be relieved of the burden of entering duplicative orders and maintaining duplicative files.

7. Accordingly, the Monitor respectfully requests that the caption of each of the Chapter 15 Cases be modified to reflect the joint administration of these cases, as follows:

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

In re:	Chapter 15
MAAX Corporation, <i>et al.</i> ,	Case No. 08-_____ ()
<u>Foreign Applicants in Foreign Proceedings.</u>	Jointly Administered

8. The Monitor also seeks the Court's direction that the following notation be entered on the docket in each of the Chapter 15 Cases to reflect the joint administration of these cases.

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 15 cases of MAAX Corporation; MAAX Canada Inc.; 4200217 Canada Inc.; MAAX Spas (Ontario), Inc.; MAAX Cabinets Inc.; MAAX KSD LLC; MAAX Midwest, Inc.; Pearl Baths LLC; MAAX-Hydro Swirl Manufacturing Corp.; Aker Plastics Company, Inc.; and MAAX Spas (Arizona), Inc. The docket in Case No. [08-_____ ()] should be consulted for all matters affecting this case.

9. The Monitor requests that the Court grant this Motion without notice to creditors. The Monitor will serve notice of the signed order in accordance with the procedures set forth in the Motion for Order Specifying Form and Manner of Service of Notice filed contemporaneously herewith. In light of the nature of the relief requested, the Monitor submits and requests that this Court hold that no further notice is required.

10. No previous Motion for the relief sought herein has been made by the Monitor to this or any other court.

WHEREFORE, the Monitor respectfully requests that the Court grant the motion and order the joint administration of the Chapter 15 Cases pursuant to Bankruptcy Rule 1015(b) and such other and further relief as it deems just and proper.

Dated: Wilmington, Delaware
July 14, 2008

BUCHANAN INGERSOLL & ROONEY

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Attorneys for Alvarez & Marsal Canada ULC,
Foreign Representative of the MAAX Group

Exhibit A

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

In re: MAAX Corporation, f/k/a 3087229 Nova Scotia Company, <u>Foreign Applicant in Foreign Proceeding.</u>	Chapter 15 Case No. 08-_____ ()
In re: MAAX Canada, Inc., f/k/a 4200209 Canada Inc., EIN 98-0353816 <u>Foreign Applicant in Foreign Proceeding.</u>	Chapter 15 Case No. 08-_____ ()
In re: 4200217 Canada, Inc., <u>Foreign Applicant in Foreign Proceeding.</u>	Chapter 15 Case No. 08-_____ ()
In re: MAAX Spas (Ontario), Inc., EIN 98-0228678 <u>Foreign Applicant in Foreign Proceeding.</u>	Chapter 15 Case No. 08-_____ ()
In re: MAAX Cabinets, Inc., f/k/a 9022-3751 Quebec, Inc., EIN 98-0200215 <u>Foreign Applicant in Foreign Proceeding.</u>	Chapter 15 Case No. 08-_____ ()

In re:

MAAX KSD LLC,

f/k/a MAAX Holding Co.,

Tax ID No. XX-XXX5598

Foreign Applicant in Foreign Proceeding.

Chapter 15

Case No. 08-_____ ()

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Tax ID No. XX-XXX2750

Foreign Applicant in Foreign Proceeding.

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Case No. 08-_____ ()

In re:

Pearl Baths LLC,

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Tax ID No. XX-XXX7304

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Case No. 08-_____ ()

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Chapter 15

Case No. 08-_____ ()

In re:

Aker Plastics Company, Inc.,

f/k/a Maax-Aker Acquisition, Inc.,

f/k/a Maax-Cedar Rapids, Inc.,

f/k/a Maax Southeast, Inc.,

Tax ID No. XX-XXX9106

Foreign Applicant in Foreign Proceeding.

Chapter 15

Case No. 08-_____ ()

In re:

MAAX Spas (Arizona), Inc.,

Tax ID No. XX-XXX6078

Foreign Applicant in Foreign Proceeding.

Chapter 15

Case No. 08-_____ ()

(Joint Administration Requested)

**ORDER DIRECTING JOINT ADMINISTRATION OF
CHAPTER 15 CASES PURSUANT TO FED. R. BANKR. P. 1015(b)**

Upon the motion of Alvarez & Marsal Canada ULC, the court-appointed monitor (the "**Monitor**") and authorized foreign representative of MAAX Corporation ("**MAAX Corp.**") and certain of its direct and indirect wholly owned subsidiaries (together, the "**Foreign Applicants**"),¹ in proceedings (the "**Canadian Proceedings**") under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, pending before the Quebec Superior Court (Commercial Division) (the "**Quebec Court**") in the above-captioned chapter 15 cases (collectively, the "**Chapter 15 Cases**") ancillary to the Canadian Proceedings pursuant to chapter 15 of title 11 of the United States Code (as amended, the "**Bankruptcy Code**"), seeking

the entry of an order pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") directing the joint administration of the Chapter 15 Cases for procedural purposes only; and upon consideration of the Motion and the arguments contained therein; and the Court having reviewed and considered the Motion and having heard the statements of counsel with respect to the relief requested therein at a hearing before the Court; and the Court having determined that no other or further notice need be given; and sufficient cause appearing therefor, it is hereby

ORDERED, that the Chapter 15 Cases be, and they hereby are, consolidated pursuant to Federal Rule of Bankruptcy Procedure 1015(b), for procedural purposes only and shall be jointly administered by the Court; and it is further

ORDERED, that nothing contained in this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of any of the above-captioned cases; and it is further

ORDERED, that the caption of the jointly administered cases should read as follows:

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

In re:	Chapter 15
MAAX Corporation, <i>et al.</i> ,	Case No. 08-_____ ()
Foreign Applicants in Foreign Proceedings.	Jointly Administered

¹ The Foreign Applicants are MAAX Corp., MAAX Canada Inc., 4200217 Canada Inc., MAAX Spas (Ontario), Inc., MAAX Cabinets Inc., MAAX KSD LLC, Pearl Baths LLC, MAAX-Hydro Swirl Manufacturing Corp., MAAX Midwest, Inc., MAAX Spas (Arizona), Inc. and Aker Plastics Company, Inc.

and it is further

ORDERED, that a docket entry shall be made in each of the above captioned Chapter 15 Cases substantially as follows:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 15 cases of MAAX Corporation; MAAX Canada Inc.; 4200217 Canada Inc.; MAAX Spas (Ontario), Inc.; MAAX Cabinets Inc.; MAAX KSD LLC; MAAX Midwest, Inc.; Pearl Baths LLC; MAAX-Hydro Swirl Manufacturing Corp.; Aker Plastics Company, Inc.; and MAAX Spas (Arizona), Inc. the docket in Case No. [08-_____ (____)] should be consulted for all matters affecting this case.

and it is further

ORDERED, that the Motion is granted without notice to creditors; and it is further

ORDERED, that service of the Order as provided in the Motion shall constitute adequate and sufficient service and notice.

Dated: Wilmington, Delaware
July __, 2008

UNITED STATES BANKRUPTCY JUDGE