

**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

**MOTION FOR ORDER SPECIFYING FORM
AND MANNER OF SERVICE OF NOTICE**

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)

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.

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 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.

The Monitor makes this motion pursuant to sections 1514, 1515 and 105(a) of the Bankruptcy Code and Rules 2002(m) and 9007 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") for an order in the form annexed hereto as Exhibit A (the "**Proposed Order**") approving the notice of the Chapter 15 Petitions in the form annexed hereto as Exhibit B (the "**Notice**"). In support thereof, the Monitor respectfully represents as follows:

BACKGROUND

1. 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

2. The Monitor respectfully requests that the Notice be approved by this Court pursuant to Bankruptcy Rules 2002(m) and 9007 and that the manner of service of the Notice by United States Postal Service, express mail prepaid or by overnight and international courier service upon (i) the MAAX Group, (ii) the U.S. Trustee; (iii); the Senior Subordinated

Noteholders²; (iv) all parties to any litigation pending in the United States to which a member of the MAAX Group is a party³; (v) counsel to Brookfield Bridge Lending Fund Inc. ("BBLF"); (vi) all parties that requested notice pursuant to Bankruptcy Rule 2002; (vii) all entities whose liens are not passing through under the Purchase Agreement; (viii) federal, state and local taxing authorities who have a reasonably known interest in the relief requested by this Motion; and (ix) all counterparties to the MAAX Group's real property leases, be approved as adequate and sufficient notice of the Chapter 15 Petitions.

3. The Monitor respectfully requests that any response or objection to the Chapter 15 Petitions must be made pursuant to the Bankruptcy Code, the Bankruptcy Rules and the Court's local rules, including, without limitation Bankruptcy Rule 1011, in writing and setting forth the basis therefor. Such response or objection must be filed with the Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and served upon counsel for the Monitor, the MAAX Group, and BBLF. Notices to counsel for the Monitor should be addressed to Allen & Overy LLP, 1221 Avenue of the Americas, New York, NY 10020, Attention: Ken Coleman and Buchanan Ingersoll & Rooney, 1000 West Street Suite 1410, Wilmington, DE 19801, Attention: Mary Caloway. Notices to counsel for the MAAX Group should be addressed to Kaye Scholer LLP, 425 Park Avenue, New York, NY 10022, Attention: Margarita Y. Ginzburg and 3 First National Plaza, 70 West Madison Street, Suite 4100, Chicago, IL 60602, Attention: Matthew J. Micheli and Richards Layton & Finger, One Rodney Square, 920 North King Street, Wilmington, DE 19801, Attention: John Knight. Notices

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Chapter 15 Petitions.

³ There are fourteen non-material claims pending in the United States against a member of the MAAX Group that are being defended by an insurer to the MAAX Group, and that should be covered by the MAAX Group's insurance in the event that such claimant prevails on its claim. The Monitor has been informed that it may take up to two weeks to obtain contact information for these claimants. The Monitor will serve notice of the Chapter 15 Petitions upon these claimants upon receipt of their contact information.

to counsel for BBLF should be addressed to Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Marcia Goldstein and Landis Rath & Cobb, 919 Market Street Suite 600, P.O. Box 2087, Wilmington, DE 19899, Attention: Rick Cobb.

4. The Monitor respectfully requests that any response or objection to the Chapter 15 Petitions must be received by no later than July ____, 2008 at __:___ .m. Eastern Daylight Time, and that a hearing to consider the Chapter 15 Petitions be scheduled for August ____, 2008 __:___ .m.

5. The Monitor respectfully requests that if any party files a notice of appearance in this case, the Monitor shall serve the Notice and subsequent notices upon such party within ten (10) days of the filing of such notice of appearance if such documents have not already been served on such party (or its counsel).

6. Notice of further pleadings will be determined pursuant to further Orders of this Court.

7. The Chapter 15 Petitions seek recognition of the MAAX Group's Canadian Proceedings a "foreign main proceedings," or in the alternative, as "foreign non-main proceedings" under sections 1517(b)(1) or (2) of the Bankruptcy Code. Although the Monitor believes that the Canadian Proceedings should be granted recognition as foreign main proceedings, the Monitor has in the alternative sought recognition of the proceedings as "non-main" and notes that interim Bankruptcy Rule 1010 requires that "when a petition for recognition of a foreign nonmain proceeding is filed . . . the summons shall be served with a copy of the petition." The Monitor believes that its proposed method of service is reasonably calculated to notify the creditors required to be notified under the Bankruptcy Rules of the Chapter 15

Petitions and also intends to make all pleadings publicly available on its website www.alvarezandmarsal.com/maax or by request to its counsel as set forth in the Notice. In addition, in light of the alternative nature of the relief requested, compliance with *interim* Bankruptcy Rule 1010 is unduly burdensome. The Monitor also believes that given the information provided in the Notice, service of a summons is not necessary. Accordingly, the Monitor respectfully requests waiver of the requirement under Bankruptcy Rule 1010 to serve the Chapter 15 Petitions and a summons on all of the MAAX Group's creditors required to be notified under the Bankruptcy Rules.

8. Section 1514(c) of the Bankruptcy Code states that when "a notification of commencement of a case is to be given to foreign creditors, such notification shall (1) indicate the time period for filing proofs of claim and specify the place for filing such proofs of claim; [and] (2) indicate whether secured creditors need to file proofs of claim. . . ." 11 U.S.C. §1514(c). The Monitor respectfully requests that such requirements be waived in the instant matter, because the claims process will be established in the Canadian Proceedings, and ample notice of all relevant claim bar dates and related filing requirements will be provided therein.

WHEREFORE, the Monitor respectfully requests (i) entry of an order in the form of the Proposed Order approving the manner of service of the Notice, (ii) waiver of the requirements in section 1514(c) of the Bankruptcy Code and interim Bankruptcy Rule 1010 and (iii) such other and further relief as is appropriate under the circumstances.

Dated: Wilmington, Delaware
July 14, 2008

BUCHANAN INGERSOLL & ROONEY

By: /s/ Mary F. Caloway
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The Brandywine Building
1000 West Street, Suite 1410
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Attorneys for Alvarez & Marsal Canada ULC,
As Foreign Representative of the MAAX Group

Exhibit A

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

In re:

MAAX Corporation, *et al.*,

Foreign Applicants in Foreign Proceedings.

Chapter 15

Case No. 08-_____ ()

Jointly Administered

ORDER SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE

Alvarez & Marsal Canada ULC is the court-appointed monitor (the "**Monitor**")¹ and authorized foreign representative of MAAX Corporation ("**MAAX Corp.**") and certain of its direct and indirect wholly owned subsidiaries (together, the "**MAAX Group**")² 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 Monitor has commenced the above-captioned chapter 15 cases ancillary to the Canadian Proceedings (the "**Chapter 15 Petitions**") pursuant to chapter 15 of title 11 of the United States Code (as amended, the "**Bankruptcy Code**").

By its Motion for Order Specifying Form and Manner of Service of Notice (the "**Motion**"), the Monitor requested the entry of an order pursuant to sections 1514, 1515 and 105(a) the Bankruptcy Code and Rules 2002(m) and 9007 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") (i) approving the notice of the Chapter 15 Petitions in the form annexed hereto (the "**Notice**") and (ii) specifying the manner of service of the Notice.

NOW, THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

ORDERED, that the form of the Notice is hereby approved; and it is further

ORDERED, that copies of the Notice shall be served by United States Postal Service, express mail prepaid or by overnight and international courier service upon the parties specified in the Motion on or before July __, 2008, or as soon thereafter as practicable, including such parties or counsel that have addresses outside the United States; and it is further

ORDERED, that notice of further pleadings will be determined pursuant to further Orders of this Court; and it is further

ORDERED, that if any party files a notice of appearance in this case, the Monitor shall serve the Notice and subsequent notices upon such party within ten (10) days of the filing of such notice of appearance if such documents have not already been served on such party (or its counsel); and it is further

ORDERED, that service of the Notice in accordance with this Order is hereby approved as adequate and sufficient notice and service on all interested parties; and it is further

ORDERED, that responses or objections to the Chapter 15 Petitions must be made pursuant to the Bankruptcy Code, the local rules of the Court and the Bankruptcy Rules including, without limitation, Rule 1011 of the Bankruptcy Rules, in writing, and setting forth the basis therefor. Such response must be filed with the Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and served upon counsel for the Monitor, the MAAX Group, and BBLF so as to be received by them no later than _____ 2008 __: __ .m. Eastern Daylight Time. Notices to counsel for the Monitor should be addressed

² 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.

to Allen & Overy LLP, 1221 Avenue of the Americas, New York, NY 10020, Attention: Ken Coleman and Buchanan Ingersoll & Rooney, 1000 West Street Suite 1410, Wilmington, DE 19801, Attention: Mary Caloway. Notices to counsel for the MAAX Group should be addressed to Kaye Scholer LLP, 425 Park Avenue, New York, NY 10022, Attention: Margarita Y. Ginzburg and 3 First National Plaza, 70 West Madison Street, Suite 4100, Chicago, IL 60602, Attention: Matthew J. Micheli and Richards Layton & Finger, One Rodney Square, 920 North King Street, Wilmington, DE 19801, Attention: John Knight. Notices to counsel for BBLF should be addressed to Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Marcia Goldstein and Landis Rath & Cobb, 919 Market Street Suite 600, P.O. Box 2087, Wilmington, DE 19899, Attention: Rick Cobb; and it is further

ORDERED, that a hearing on the Chapter 15 Petitions is scheduled for **August** __, 2008 at __: __.m. Eastern Daylight Time; and it is further

ORDERED, that all notice requirements specified in section 1514(c) of the Bankruptcy Code are hereby waived; and it is further

ORDERED, that the requirement pertaining to service of the petition and summons specified in interim Bankruptcy Rule 1010 is hereby waived.

Dated: Wilmington, Delaware
July __, 2008

UNITED STATES BANKRUPTCY JUDGE

Exhibit B

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

In re:

MAAX Corporation, *et al.*,

Foreign Applicants in Foreign Proceedings.

Chapter 15

Case No. _____ ()

Jointly Administered

**NOTICE OF (A) FILING AND HEARING ON PETITIONS SEEKING
RECOGNITION OF FOREIGN PROCEEDINGS PURSUANT TO CHAPTER 15
OF THE UNITED STATES BANKRUPTCY CODE AND RELATED RELIEF
AND (B) ENTRY OF ORDER GRANTING CERTAIN PROVISIONAL RELIEF**

PLEASE TAKE NOTICE that on July 14, 2008, 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 "**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**") filed petitions (collectively, the "**Chapter 15 Petitions**") in the United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**") under chapter 15 of title 11 of the United States Code commencing chapter 15 cases ancillary to the Canadian Proceedings and seeking (i) recognition of the Canadian Proceedings as foreign proceedings and (ii) 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) in the United States and relief in aid thereof.

PLEASE TAKE FURTHER NOTICE that on July ____, 2008, the Bankruptcy Court entered an Order For Provisional Relief granting the Monitor provisional relief under sections 1519(a)(3), 1521(a)(7) and 105(a) of the Bankruptcy Code making section 365(e) of the Bankruptcy Code applicable to the MAAX Group's real property leases pending disposition of the Chapter 15 Petitions.

PLEASE TAKE FURTHER NOTICE that on July ____, 2008, the Bankruptcy Court entered an Order For Joint Administration of the MAAX Group's chapter 15 cases under Case No. _____ ().

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.

PLEASE TAKE FURTHER NOTICE that any party in interest wishing to submit a response or objection to the Chapter 15 Petitions must do so pursuant to the Bankruptcy Code and the Local and Federal Rules of Bankruptcy Procedure, including, without limitation Rule 1011 of the Federal Rules of Bankruptcy Procedure, in writing and setting forth the basis therefore. Such response must be filed with the Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and served upon counsel for the Monitor, the MAAX Group, and Brookfield Bridge Lending Fund Inc. ("**BBLF**") so as to be received by them no later than _____, 2008 at __:00 __.m. (EDT). Notices to counsel for the Monitor should be addressed to Allen & Overy LLP, 1221 Avenue of the Americas, New York, NY 10020, Attention: Ken Coleman and Buchanan Ingersoll & Rooney, 1000 West Street Suite 1410, Wilmington, DE 19801, Attention: Mary Caloway. Notices to counsel for the MAAX Group should be addressed to Kaye Scholer LLP, 425 Park Avenue, New York, NY 10022, Attention: Margarita Y. Ginzburg and 3 First National Plaza, 70 West Madison Street Suite 4100, Chicago, IL 60602, Attention: Matthew J. Micheli and Richards Layton & Finger, One Rodney Square, 920 North King Street, Wilmington, DE 19801, Attention: John Knight. Notices to counsel for BBLF should be addressed to Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Marcia Goldstein and Landis Rath & Cobb, 919 Market Street Suite 600, P.O. Box 2087, Wilmington, DE 19899, Attention Rick Cobb.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court entered an Order Scheduling Hearing and Specifying Form and Manner of Service on July 14, 2008, scheduling a hearing on August __, 2008 at ____ .m. (EDT) (the "**Recognition Hearing**") before the Honorable _____ in Courtroom __ of the United States Bankruptcy Court, 824 North Market Street, Fifth Floor, Wilmington, Delaware 19801 regarding motions or answers, if any, in response to the Chapter 15 Petitions.

PLEASE TAKE FURTHER NOTICE that all parties in interest opposed to the Chapter 15 Petitions must appear at the Recognition Hearing at the time and place set forth above.

PLEASE TAKE FURTHER NOTICE that the Recognition Hearing may be adjourned from time to time without further notice other than an announcement in open court at the Recognition Hearing of the adjourned date or dates or any further adjourned hearing.

Copies of the Chapter 15 Petitions and other filings in this case, are available (1) on the Bankruptcy Court's Electronic Case Filing System, which can be accessed from the Bankruptcy Court's website at <https://ecf.deb.uscourts.gov> (a PACER login and a password are required to retrieve a document), (2) from the Monitor through its website www.alvarezandmarsal.com/maax, and/or (3) upon written request to the Monitor's counsel (by facsimile or email) addressed to:

Allen & Overy LLP
1221 Avenue of the Americas
New York, New York 10020
Facsimile (212) 610-6399
Attention: Tania Ingman
Chapter15.Maax@allenoverly.com

Dated: Wilmington, Delaware
July 14, 2008

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