

**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 ON 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
(Stay Extension)**

DATE OF HEARING: TUESDAY, APRIL 3, 2012 AT 10 A.M.
BEFORE THE HONOURABLE MADAM JUSTICE SPIVAK

McCARTHY TÉTRAULT LLP
Barristers and Solicitors
Suite 5300, Box 48
Toronto Dominion Bank Tower
Toronto-Dominion Centre
Toronto, ON M5K 1E6

Kevin McElcheran
Tel: (416) 601-7730
Fax: (416) 868-0673
Law Society No. 22119H

Heather L. Meredith
Tel: (416) 601-8342
Fax: (416) 868-0673
Law Society No. 48354R

**AIKINS, MacAULAY &
THORVALDSON LLP**
30th Floor – 360 Main Street
Winnipeg, MB R3C 4G1

G. Bruce Taylor
Tel: (204) 957-4669
Fax: (204) 957-4218

J.J. Burnell
Tel: (204) 957-4663
Fax: (204) 957-4285

File No.: 1103500

#11308061

File No. 10671373

Box No. 3

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

**NOTICE OF MOTION
(Stay Extension Motion
Returnable April 3, 2012)**

The Applicants will make a motion before the Honourable Madam Justice Spivak on Tuesday, April 3, 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) if necessary, abridging the time for service of the Notice of Motion such that the motion is properly returnable April 3, 2012 and dispensing with further service thereof;
 - (b) extending the Stay Period (the "**Stay Period**") as defined in paragraph 30 of the Initial Order of the Honourable Madam Justice Spivak dated February 22, 2012 (the "**Initial Order**") and extended by the Order of the Honourable Madam Justice Spivak dated March 15, 2012, until June 15, 2012;

- (c) approving the Second Report of the Monitor (the "**Second Report**") provided by Alvarez & Marsal Canada Inc. in its capacity as monitor of the Applicants (the "**Monitor**") and the Monitor's activities as described therein; and
- (d) granting such further and other relief as this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

1. On February 22, 2012, the Court granted the Initial Order, which included a stay of proceedings as against the Arctic Glacier Parties (as defined in the Initial Order). The Stay Period was extended by Order of this Court on March 15, 2012. The Stay Period currently expires on April 5, 2012.
2. On March 16, 2012, the U.S. Bankruptcy Court granted an order recognizing these CCAA proceedings as a foreign main proceeding and enforcing the Initial Order in the United States on a final basis (the "**US Recognition Order**").
3. The Applicants have acted in good faith and with due diligence since the granting of the Initial Order, including that the Applicants have commenced the Sale and Investor Solicitation Process attached to the Initial Order (the "**SISP**") and have been working with the Monitor and the Financial Advisor and Chief Process Supervisor (as each term is defined in the Initial Order) in relation thereto.
4. The Applicants seek an extension of the Stay Period to June 15, 2012. This extension is necessary and appropriate in the circumstances, in particular to allow the Arctic Glacier Parties to continue to implement the SISP in accordance with the Initial Order.

5. The Applicants have sufficient liquidity to be able to continue operating in the ordinary course during the requested Stay Period.
6. The Monitor and the secured lenders are supportive of the requested extension of the Stay Period.
7. Section 11.02 and other provisions of the CCAA and the inherent and equitable jurisdiction of this Court.
8. Rules 2.03, 3.02 and 37.02(1) of the Court of Queen's Bench Rules, Manitoba Reg. 553/88. and
9. 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:

10. Affidavit of Keith McMahon sworn February 21, 2012;
11. Affidavit of Keith McMahon sworn March 9, 2012;
12. Affidavit of Keith McMahon sworn March 28, 2012, and the exhibits attached thereto;
13. The Second Report of the Monitor, to be filed; and
14. Such further and other materials as counsel may advise and this Court may permit.

March 28, 2012

McCARTHY TÉTRAULT LLP

Barristers and Solicitors
Suite 5300, Box 48
Toronto Dominion Bank Tower
Toronto-Dominion Centre
Toronto, ON M5K 1E6

Kevin McElcheran

Tel: (416) 601-7730
Fax: (416) 868-0673
Law Society No. 22119H

Heather L. Meredith

Tel: (416) 601-8342
Fax: (416) 868-0673
Law Society No. 48354R

AIKINS, MACAULAY & THORVALDSON LLP

30th Floor – 360 Main Street
Winnipeg, MB R3C 4G1

G. Bruce Taylor

Tel: (204) 957-4669
Fax: (204) 957-4218

J.J. Burnell

Tel: (204) 957-4663
Fax: (204) 957-4285

Solicitors for the Applicants

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.

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. AND ARCTIC GLACIER
INTERNATIONAL INC. and the ADDITIONAL APPLICANTS LISTED ON
SCHEDULE "A" HERETO"

(collectively, the "Applicants")

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

ORDER

DATE OF HEARING: TUESDAY, APRIL 3 2012 AT 10 A.M.
BEFORE THE HONOURABLE MADAM JUSTICE SPIVAK

McCARTHY TÉTRAULT LLP
Barristers and Solicitors
Suite 5300, Box 48
Toronto Dominion Bank Tower
Toronto-Dominion Centre
Toronto, ON M5K 1E6

Kevin McElcheran
Tel: (416) 601-7730
Fax: (416) 868-0673
Law Society No. 22119H

Heather L. Meredith
Tel: (416) 601-8342
Fax: (416) 868-0673
Law Society No. 48354R

File No. 10671373

**AIKINS, MacAULAY &
THORVALDSON LLP**
30th Floor – 360 Main Street
Winnipeg, MB R3C 4G1

G. Bruce Taylor
Tel: (204) 957-4669
Fax: (204) 957-4218

J.J. Burnell
Tel: (204) 957-4663
Fax: (204) 957-4285

File No.: 1103500

Doc#11308070

THE QUEEN'S BENCH
Winnipeg Centre

THE HONOURABLE MADAM)	THURSDAY, THE 3rd
)	
JUSTICE SPIVAK)	DAY OF APRIL, 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. AND ARCTIC GLACIER
INTERNATIONAL INC. and the ADDITIONAL
APPLICANTS LISTED ON SCHEDULE "A" HERETO"

(collectively, the "**Applicants**")

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

ORDER

THIS MOTION, made by the Applicants, for an order extending the Stay Period (the "**Stay Period**") defined in paragraph 30 of the Initial Order of the Honourable Madam Justice Spivak dated February 22, 2012 (the "**Initial Order**") until June 15, 2012 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 affidavits of Keith McMahon sworn February 21, 2012 and the affidavit of Keith McMahon sworn March 28, 2012 and the Exhibits thereto, and the Second Report of the Monitor (the "**Second Report**") provided by Alvarez & Marsal Canada Inc. in its capacity as monitor of the Applicants (the "**Monitor**"), and on being

advised that CPPIB Credit Investments Inc., as the Administrative Agent on behalf of the secured lenders to the Applicants (the “**Secured Lenders**”), consents to the relief requested in this motion, and on hearing the submissions of counsel for the Applicants, counsel for the Monitor, and counsel for the Secured Lenders, no one appearing for any other party although duly served as appears from the affidavit of service,

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the supporting materials is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

STAY EXTENSION

2. THIS COURT ORDERS that the Stay Period is hereby extended until and including June 15, 2012.

MONITOR’S ACTIVITIES AND REPORT

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

SPIVAK, J.

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.

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 OF 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")**

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

SERVICE LIST
as of March 27, 2012

McCARTHY TÉTRAULT LLP

Barristers and Solicitors
Suite 5300, Box 48
Toronto Dominion Bank Tower
Toronto-Dominion Centre
Toronto, ON M5K 1E6

Kevin McElcheran

Tel: (416) 601-7730
Fax: (416) 868-0673
Law Society No. 22119H

Heather L. Meredith

Tel: (416) 601-8342
Fax: (416) 868-0673
Law Society No. 48354R

File No. 10671373

**AIKINS, MacAULAY &
THORVALDSON LLP**

30th Floor – 360 Main Street
Winnipeg, MB R3C 4G1

G. Bruce Taylor

Tel: (204) 957-4669
Fax: (204) 957-4218

J.J. Burnell

Tel: (204) 957-4663
Fax: (204) 957-4285

File No.: 1103500

<i>Party/Counsel</i>	<i>Telephone</i>	<i>Facsimile</i>	<i>Party Represented</i>
McCARTHY TÉTRAULT LLP Suite 5300, Box 48 Toronto Dominion Bank Tower Toronto-Dominion Centre Toronto, ON M5K 1E6 KEVIN MCELCHERAN E-Mail: kmcelcheran@mccarthy.ca HEATHER L. MEREDITH E-Mail: hmeredith@mccarthy.ca	(416) 362-1812 (416) 601-7730 (416) 601-8342	(416) 868-0673 (416) 868-0673 (416) 868-0673	Counsel for Applicants
AIKINS MACAULAY & THORVALDSON LLP 30 – 360 Main Street Winnipeg, Manitoba R3C 4G1 G. BRUCE TAYLOR E-Mail: gbt@aikins.com J.J. BURNELL E-Mail: jjbb@aikins.com	(204) 957-0050 (204) 957-4669 (204) 957-4663	(204) 957-0840 (204) 957-4218 (204) 957-4285	Counsel for Applicants
OSLER, HOSKIN & HARCOURT LLP 100 King Street West 1 First Canadian Place Suite 6100, P.O. Box 50 Toronto ON M5X 1B8 MARC WASSERMAN E-Mail: mwasserman@osler.com JEREMY DACKS E-Mail: jdacks@osler.com	(416) 362-2111 (416) 862-4908 (416) 862-4923	(416) 862-6666	Counsel for Monitor
TAYLOR McCAFFREY LLP 9 th Floor, 400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5 DAVID R.M. JACKSON E-Mail: djackson@tmlawyers.com LEN LUCAS E-Mail: llucas@tmlawyers.com	(204) 949-1312 (204) 988-0375 (204) 988-0316	(204) 957-0945 (204) 953-7178 (204) 953-7192	Counsel for Monitor
ALVAREZ & MARSAL CANADA ULC (MONITOR) Royal Bank Plaza, South Tower 200 Bay Street, Suite 2900, P.O. Box 22 Toronto, ON, Canada M5J 2J1 RICHARD MORAWETZ E-Mail: rmorawetz@alvarezandmarsal.com PHIL REYNOLDS E-Mail: preynolds@alvarezandmarsal.com	(416) 847-5200 (416) 847-5151 (416) 847-5168	(416) 847-5201	Monitor

<i>Party/Counsel</i>	<i>Telephone</i>	<i>Facsimile</i>	<i>Party Represented</i>
TORYS LLP 79 Wellington Street West, Suite 3000 Box 270, TD Centre Toronto, Ontario M5K 1N2 TONY DEMARINIS E-Mail: tdemarinis@torys.com SCOTT BOMHOF E-Mail: sbomhof@torys.com ADAM E. DELEAN E-Mail: adelean@torys.com	(416) 865-0040 (416) 865-8162 (416) 865-7370 (416) 865-8232	(416) 865-7380	Counsel for CPPIB Credit Investments Inc. and West Face Capital Inc.
THOMPSON DORFMAN SWEATMAN LLP 2200 – 201 Portage Avenue Winnipeg, Manitoba R3B 3L3 DON DOUGLAS E-Mail: dgd@tdslaw.com ROSS MCFADYEN E-Mail: ram@tdslaw.com	(204) 957-1930 (204) 934-2466 (204)934-2378	(204) 934-0570 (204) 934-0566 (204)934-0538	Counsel for CPPIB Credit Investments Inc. and West Face Capital Inc.
GOODMANS LLP Bay Adelaide Centre, 333 Bay Street, Suite 3400 Toronto, Ontario M5H 2S7 DAVID WISEMAN E-Mail: dwiseman@goodmans.ca DEREK BULAS E-Mail: dbulas@goodmans.ca JOE LATHAM E-Mail: jlatham@goodmans.ca	(416) 216-4000 (416) 597-6266 (416) 597-5914 (416) 597-4211	(416) 216-3930 (416) 979-1234 (416) 979-1234 (416) 979-1234	Counsel for TD Bank
PITBLADO LLP 2500-360 Main Street Winnipeg, MB R3C 4H6 DOUGLAS WARD E-Mail: ward@pitblado.com CATHERINE HOWDEN E-Mail: howden@pitblado.com	(204) 956--0560 (204) 956-3534 (204) 956-3532	(204) 957-0227	Counsel for TD Bank
BLAKE, CASSELS & GRAYDON LLP 199 Bay Street Suite 4000, Commerce Court West Toronto ON M5L 1A9 LINC ROGERS E-Mail: linc.rogers@blakes.com	(416) 863-2400 (416) 863-4168	(416) 863-2653	Counsel to TD Securities Inc.

<i>Party/Counsel</i>	<i>Telephone</i>	<i>Facsimile</i>	<i>Party Represented</i>
<p>TD SECURITIES INC. 66 Wellington Street West , 10th Floor P.O. Box 1, TD Bank Tower Toronto, Ontario M5K 1A2</p> <p>ATIF ZIA E-Mail: Atif.Zia@tdsecurities.com (Vice President and Director Mergers & Acquisitions, Investment Banking)</p> <p>ART CHIPMAN E-Mail: Art.Chipman@tdsecurities.com (Managing Director, Head of Special Situations Investment Banking)</p> <p>SUNDEEP BHAKOO E-Mail: Sundeep.Bhakoo@tdsecurities.com (Vice President, Special Situations, Investment Banking)</p>	<p>(416) 307-8500</p> <p>(416) 307-9921</p> <p>(416) 308-3099</p> <p>(416) 308-7628</p>	<p>(416) 308-0182</p>	<p>TD Securities Inc.</p>
<p>GRANDVIEW ADVISORS 39 Wynford Drive Don Mills, Ontario M3C 3K5</p> <p>BRUCE ROBERTSON E-Mail: bkrobertson@yahoo.com</p>	<p>(416) 446-0050</p>		<p>Bruce Robertson</p>
<p>CHAITONS LLP 5000 Yonge Street 10th Floor Toronto, M2N 7E9</p> <p>HARVEY CHAITON E-Mail: harvey@chaitons.com</p>	<p>(416) 222-8888</p> <p>(416) 218-1129</p>	<p>(416) 222-8402</p> <p>(416) 218-1849</p>	<p>Counsel for the Directors of the Applicants</p>
<p>MCDOUGALL GAULEY LLP 1500 - 1881 Scarth Street Regina, SK, Canada S4P 4K9</p> <p>MICHAEL MILANI, Q.C. E-Mail: mmilani@mcdougallgauley.com</p>	<p>(306) 757-1641</p> <p>(306) 565-5117</p>	<p>(306) 359-0785</p> <p>(306) 359-0785</p>	<p>Counsel for the Trustees of Arctic Glacier Income Fund</p>
<p>COLISEUM CAPITAL PARTNERS, L.P. c/o Coliseum Capital Management, LLC One Station Place, 7th Floor South Stamford, CT 06902</p> <p>CHRIS SHACKELTON E-Mail: cshackelton@ccap-llc.com</p>	<p>(646) 452-4141</p>		<p>Coliseum Capital Partners, L.P.</p>
<p>CLEARWATER CAPITAL MANGEMENT INC. 1 Toronto Street Toronto, Ontario M5C 2V6</p> <p>RONALD KEIPER E-Mail: rkeiper@clearwatercap.com</p>	<p>(416) 932-2250</p>		<p>Clearwater Capital Management Inc.</p>

<i>Party/Counsel</i>	<i>Telephone</i>	<i>Facsimile</i>	<i>Party Represented</i>
DICKINSON WRIGHT LLP. 222 Bay St, 18 th Floor PO Box 124 Toronto, Ontario M5K 1H1 MIKE WEINCZOK E-Mail: mweinczok@dickinsonwright.com DAVID PREGER E-Mail: dpreger@dickinsonwright.com	 (416) 777-4026 (416) 646-4606	(416) 865-1398	Counsel for US Direct Purchaser Antitrust Settlement Class
HARRISON PENZA LLP 450 Talbot St. PO Box 3237 London, Ontario N6A 4K3 JON FOREMAN E-Mail: jforeman@harrisonpensa.com	 (519) 661-6775	 (519) 667-3362	Counsel for the plaintiffs in the Canadian Class Action
SUTTS, STROSBERG LLP 600-251 Goyeau Street Windsor, Ontario N9V 6V4 HEATHER RUMBLE PETERSON E-Mail: hrp@strosbergco.com	 (519) 561-6216	 (519) 561-6203	Counsel for the plaintiffs in the Canadian Class Action