

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

NOTICE OF MOTION
(Stay Extension)

MAR 06 2019

DATE OF HEARING: TUESDAY, MARCH 12, 2019, AT 9:00 A.M.
BEFORE THE HONOURABLE MADAM JUSTICE SPIVAK

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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 March 12, 2019)

Alvarez & Marsal Canada Inc. in its capacity as Court-appointed Monitor of the Applicants (the "**Monitor**") will make a motion before the Honourable Madam Justice Spivak on March 12, 2019 at 9:00 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) extending the Stay Period, as defined in paragraph 30 of the Order of the Honourable Madam Justice Spivak made February 22, 2012 (the "**Initial Order**"), until June 21, 2019;
 - (b) approving the Twenty-Eighth Report of the Monitor dated March 6, 2019 (the "**Twenty-Eighth Report**") and the Monitor's activities as described therein; and
 - (c) granting such further and other relief as this Honourable Court deems just.

THE GROUNDS FOR THE MOTION ARE:

1. The provisions of the *Companies' Creditors Arrangement Act* ("CCAA"), and, in particular, Section 11 thereof.
2. The inherent and equitable jurisdiction of this Honourable Court.
3. Queen's Bench Rules 2.03, 3.02(1), 16.04, 16.08, 37.06(6) and 37.08(2).

Background

4. Capitalized terms not defined herein shall have the meaning ascribed to them in the Twenty-Eighth Report.
5. On February 22, 2012, this Honourable Court granted protection to the Arctic Glacier Parties in the Initial Order pursuant to the CCAA.
6. On June 21, 2012, this Honourable Court granted an order, among other things, approving the Sale Transaction. The Sale Transaction closed on July 27, 2012.
7. On September 5, 2012, this Honourable Court issued the Claims Procedure Order that approved a claims process.
8. All Claims have been resolved.
9. On May 21, 2014, this Honourable Court issued the Meeting Order that authorized, *inter alia*: (i) the Arctic Glacier Parties to call the Creditors' Meeting; (ii) the deemed vote of Affected Creditors in favour of a resolution to approve the amended and restated consolidated plan of compromise or arrangement dated August 26, 2014 (and as

it may be further amended, restated, modified or supplemented from time to time in accordance with its terms) (the “**Plan**”); and (iii) Arctic Glacier Income Fund to call, hold and conduct the Unitholders’ Meeting.

10. Pursuant to the Meeting Order, the Trustees were deemed to have called a special meeting of Unitholders that was held and conducted on August 11, 2014 for the purpose of considering and voting on a resolution to, *inter alia*, approve the Plan. The Plan was supported by 99.81% of the Unitholders who voted in person or by proxy at the Unitholders’ Meeting.

11. On September 5, 2014, this Honourable Court issued the Sanction Order approving and sanctioning the Plan.

12. The Applicant, with the assistance of the Monitor, implemented the Plan on January 22, 2015 (the “**Plan Implementation Date**”). Accordingly, on the Plan Implementation Date and pursuant to the Plan, the Monitor, on behalf of the Applicants, *inter alia*: (i) used the Available Funds to fund the reserves and distribution cash pools set out in the Plan; (ii) distributed the Affected Creditors’ Distribution Cash Pool to each Affected Creditor in the amount of such creditor’s claim; and (iii) transferred \$54,498,863.58 (the “**Initial Distribution**”) from the Unitholders’ Distribution Cash Pool to the Transfer Agent for distribution to Registered Unitholders as of December 18, 2014.

13. On January 26, 2015, the Monitor filed a certificate with the Canadian Court confirming that the conditions precedent set out in Section 10.3 of the Plan had been satisfied or waived in accordance with the Plan and that the Plan Implementation Date had occurred.

14. On June 2, 2015, this Honourable Court approved the Unitholder Claims Procedure Order.

15. All Unitholder Claims have been resolved.

Validating Service

16. The service effected and notice provided has been sufficient to bring these proceedings to the attention of the recipients and it is appropriate in the circumstances for this Honourable Court to validate service and proceed with the hearing.

Extending the Stay Period

17. As is described in the Twenty-Eighth Report, the Arctic Glacier Parties and the Monitor have resolved many of the items that must be resolved before the estate can be wound down and the Monitor discharged.

18. An extension of the Stay Period until June 21, 2019 is appropriate, as it will allow time for the Monitor, in consultation with the Arctic Glacier Parties, to implement the process contemplated by the Plan.

19. The Applicants have acted and continue to act in good faith and with due diligence.

20. It is just and convenient and in the interests of the Arctic Glacier Parties and their respective stakeholders that the Order sought be granted.

Approving the Twenty-Eighth Report and the Monitor's Activities

21. In accordance with the practice that has developed, the stakeholders will have had a reasonable opportunity to review and take issue with the Twenty-Eighth Report and the activities described therein. Absent any significant objection, the Twenty-Eighth Report and the activities described therein should be approved by this Honourable Court.

22. It is just and convenient and in the interests of the Arctic Glacier Parties and their respective stakeholders that the Order sought be granted.

23. 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 Twenty-Eighth Report;
3. Such further and other materials as counsel may advise and this Honourable Court may permit.

March 6, 2019

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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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SERVICE LIST
(as of March 6, 2019)

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APPENDIX 1

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THE HONOURABLE MADAM)
)
JUSTICE SPIVAK) TUESDAY, THE 12th DAY
) OF MARCH, 2019

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(collectively, the "APPLICANTS")

ORDER

THIS MOTION made by Alvarez & Marsal Canada Inc. in its capacity as Court-appointed Monitor of the Applicants (the "**Monitor**") for an Order (i) extending the Stay Period as defined in paragraph 30 of the Order of the Honourable Madam Justice Spivak made February 22, 2012 until June 21, 2019; (ii) approving the Twenty-Eighth Report of the Monitor dated March 6, 2019 (the "**Twenty-Eighth Report**") and the Monitor's activities as 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 Twenty-Eighth Report, and on hearing the submissions of counsel for the Monitor, counsel for the Applicants and Glacier Valley Ice Company, L.P. (together, the "**Arctic Glacier Parties**"), and ●, 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 the Twenty-Eighth Report is hereby abridged and validated such 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 June 21, 2019.

MONITOR'S ACTIVITIES AND REPORTS

3. **THIS COURT ORDERS** that the Twenty-Eighth Report and the activities described therein are hereby approved.

GENERAL PROVISIONS

4. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States, including the United States Bankruptcy Court for the district of Delaware, or in any other foreign jurisdiction, 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, to grant representative status to the Monitor in any foreign proceeding, or to assist the Arctic Glacier Parties and the Monitor and their respective agents in carrying out the terms of this Order.

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.