

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF the *Companies' Creditors
Arrangement Act*, R.S.C. 1985, c. C-36, as amended

AND IN THE MATTER of a Plan of Compromise or Arrangement
of INDALEX LIMITED, INDALEX HOLDINGS (B.C.) LTD. 6326765 CANADA INC. and
NOVAR INC.

the Applicants

MOTION RECORD

August 20, 2009

BLAKE, CASSELS & GRAYDON LLP
Barristers and Solicitors
199 Bay Street, Suite 2800
Box 25, Commerce Court West
Toronto, Ontario M5L 1A9

Linc Rogers LSUC No. 43562N
Tel: (416) 863-4168

Katherine McEachern LSUC No. 38345M
Tel: (416) 863-2566

Jackie Moher LSUC No. 53166V
Tel: (416) 863-3174
Fax: (416) 863-2653

Lawyers for the Applicants

TO: SERVICE LIST

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF INDALEX LIMITED, INDALEX HOLDINGS (B.C.) LTD.,
6326765 CANADA INC. and NOVAR INC.

the Applicants

SERVICE LIST

TO:	<p>BLAKE, CASSELS & GRAYDON LLP Barristers and Solicitors 199 Bay Street, Suite 2800 Box 25, Commerce Court West Toronto, ON M5L 1A9</p> <p>Linc Rogers Tel: (416) 863-4168 E-mail: linc.rogers@blakes.com</p> <p>Katherine McEachern Tel: (416) 863-2566 E-mail: katherine.mceachern@blakes.com</p> <p>Jackie Moher Tel: (416) 863-3174 Fax: (416) 863-2653 E-mail: jackie.moher@blakes.com</p> <p>Lawyers for The Applicants</p>
AND TO:	<p>FTI CONSULTING CANADA ULC Suite 2733, TD Canada Trust Tower 161 Bay Street Toronto, ON M5J 2S1</p> <p>Nigel D. Meakin Senior Managing Director Tel: (416) 572-2285 Fax: (416) 572-2201 E-mail: nigel.meakin@fticonsulting.com</p> <p>Toni Vanderlaan, Managing Director Tel: (416) 572-2257 Fax: (416) 572 -4068 E-mail: toni.vanderlaan@fticonsulting.com</p> <p>The Monitor</p>

<p>AND TO:</p>	<p>STIKEMAN ELLIOTT LLP Barristers & Solicitors Suite 5300, Commerce Court West 199 Bay Street Toronto, ON M5L 1B9</p> <p>Ashley Taylor Tel: (416) 869-5236 E-mail: ataylor@stikeman.com</p> <p>Lesley Mercer Tel: (416) 869-6859 Fax: (416) 947-0866 E-mail: lmercer@stikeman.com</p> <p>Lawyers for the Monitor, FTI Consulting Canada ULC</p>
<p>AND TO:</p>	<p>FASKEN MARTINEAU DUMOULIN LLP 66 Wellington Street West Suite 4200, Toronto Dominion Bank Tower Box 20, Toronto Dominion Centre Toronto, ON M5K 1N6</p> <p>Edmond F.B. Lamek Tel: (416) 865-4506 Fax: (416) 364-7813 E-mail: elamек@fasken.com</p> <p>Lawyers for the Directors of the Applicants</p>
<p>AND TO:</p>	<p>YOUNG CONAWAY STARGATT & TAYLOR LLP The Brandywine Building 1000 West Street, 17th Floor Wilmington, DE 19801</p> <p>Attn: Donald J. Bowman, Jr. Tel: (302) 571-5033 Fax: (302) 576-3504 E-mail: dbowman@ycst.com</p> <p>Attn: Michael R. Nestor Tel: (302) 571-6699 Fax: (302) 576-3321 E-mail: mnestor@ycst.com</p> <p>Lawyers for Indalex US</p>

<p>AND TO:</p>	<p>HEENAN BLAIKIE LLP Suite 2600, 200 Bay Street South Tower, Royal Bank Plaza Toronto, ON M5J 2J4</p> <p>John J. Salmas / Kenneth Kraft / Henry Bertossi T: (416) 360-3570 / (416) 643-6822 / (416) 643-6862 F: (866) 895-2093 / (416) 360-8425 / (416) 360-8425</p> <p>E-mail: jsalmas@heenan.ca E-mail: kkraft@heenan.ca E-mail: hbertossi@heenan.ca</p> <p>Lawyers for the Stalking Horse Bidder</p>
<p>AND TO:</p>	<p>McMILLAN LLP Barristers & Solicitors Brookfield Place, Suite 4400 181 Bay Street 42nd Floor Toronto, ON M5J 2T3</p> <p>Wael Rostom Tel: (416) 865-7790 Fax: (647) 722-6736 E-mail: wael.rostom@mcmillan.ca</p> <p>Larry Crozier Tel: (416) 865-7178 Fax: (416) 865-7048 E-mail: lawrence.crozier@mcmillan.ca</p> <p>Tushara Weerasooriya Tel: (416) 865-7262 Fax: (416) 865-7048 E-mail: tushara.weerasooriya@mcmillan.ca</p> <p>Paul Macdonald Tel: (416) 865-7167 Fax: (416) 865-7048 E-mail: paul.macdonald@mcmillan.ca</p> <p>Lawyers for JPMorgan Chase Bank, N.A.</p>

AND TO:	<p>WEIRFOULDS LLP The Exchange Tower, Suite 1600 Box 480, 130 King Street West Toronto, ON M5X 1J5</p> <p>Paul D. Guy Tel: (416) 947-5045 Fax: (416) 365-1876 E-mail: pguy@weirfoulds.com</p> <p>Lawyers for Alcoa</p>
AND TO:	<p>OGILVY RENAULT LLP Suite 1100 1981 McGill College Avenue Montreal, QC H3A 3C1</p> <p>Attn: Sylvian Rigaud Tel: (514) 847-4702 Fax: (514) 286-5474 E-mail: srigaud@ogilvyrenault.com</p> <p>Lawyers for Rio Tinto Alcan Inc.</p>
AND TO:	<p>KOSKIE MINSKY LLP 20 Queen Street West Suite 900, Box 52 Toronto, ON M5H 3R3</p> <p>Attn: Andrew Hatnay Tel: (416) 595-2083 E-mail: ahatnay@kmlaw.ca</p> <p>Attn: Andrea McKinnon Tel: (416) 595-2150 Fax: (416) 204-2872 E-mail: amckinnon@kmlaw.ca</p> <p>Attn: Demetrios Yiokaris Tel: (416) 595-2130 Fax: (416) 204-2810 E-mail: dyiokaris@kmlaw.ca</p> <p>Lawyers for A Group of Executive Retirees</p>

AND TO:	<p>GREAT-WEST LIFE 330 University Avenue Suite 400 Toronto, ON M5G 1R8</p> <p>Attn: Geoff Maier Tel: (416) 552-5575 E-mail: geoff.maier@gwl.ca</p>
AND TO:	<p>GREAT WEST LIFE Great-West Life Centre 100 Osborne Street North Winnipeg, MB R3C 3A5</p> <p>Attn: Gary Senft Tel: (204) 946-2943 Fax: (204) 946-4405 E-mail: gars@gwl.ca</p>
AND TO:	<p>MILLER THOMSON LLP One London Place 255 Queens Avenue, Suite 2010 London, ON N6A 5R8</p> <p>Alissa K. Mitchell Tel: (519) 931-3510 Fax: (519) 858-8511 E-mail: amitchell@millერთhompson.com</p> <p>Lawyers for GE Capital Canada Leasing Services Inc.</p>
AND TO:	<p>ROYAL BANK OF CANADA Senior Markets, Corporate Accounts 8th Floor 320 Front Street Toronto, ON M5V 3B7</p> <p>Kevin Moore Tel: (416) 974-5927 Fax: (416) 974-7673 E-mail: kevin.moore@rbc.com</p> <p>Fiona Dubsy Tel: (514) 874-2826 Fax: (514) 874-5315 E-mail: fiona.dubsy@rbc.com</p>

AND TO:	<p>GOODMANS LLP Barristers & Solicitors 250 Yonge Street, Suite 2400 Toronto, ON M5B 2M6</p> <p>Brian Empey LSUC No. 30640G Tel: (416) 979-2211 Fax: (416) 979-1234 E-mail: bempey@goodmans.ca</p> <p>Lawyers for the Respondent, Sun Indalex Finance, LLC</p>
AND TO:	<p>MACLEOD DIXON LLP Barristers and Solicitors 3700 Canterra Tower 400 Third Avenue SW Calgary, AB T2P 4H2</p> <p>Steven H. Leidl / Kyle D. Kashuba Tel: (403) 267-8140 / (403) 267-8399 Fax: (403) 264-5973 / (403) 264-5973 E-mail: steven.leidl@macleoddixon.com / kyle.kashuba@macleoddixon.com</p> <p>Lawyers for Constellation NewEnergy Capital Inc.</p>
AND TO:	<p>BERNSTEIN LAW FIRM, P.C. Suite 2200, Gulf Tower 707 Grant Street Pittsburgh, PA 15219-1900 U.S.A.</p> <p>Scott E. Schuster Tel: (412) 456-8100 Fax: (412) 856-8273 E-mail: sschuster@bernsteinlaw.com</p> <p>Lawyers for J.B. Kintner & Sons, Inc.</p>
AND TO:	<p>TRAVELERS Products & Canadian Unit 60 Lakefront Boulevard Buffalo, New York 14202-4302 U.S.A.</p> <p>Lisa Hermann Tel: (716) 855-5603 Fax: (716) 855-5614 E-mail: lhermann@travelers.com</p>

AND TO:	DEPARTMENT OF JUSTICE The Exchange Tower 130 King Street West, Suite 3400 P.O. Box 36 Toronto, ON M5X 1K6 Diane Winters Tel: (416) 973-3172 Fax: (416) 973-0810 E-mail: diane.winters@justice.gc.ca
AND TO:	MINISTRY OF THE ATTORNEY GENERAL Legal Services Branch Financial Services Commission of Ontario 17 th Floor – Box 85 5160 Yonge Street Toronto, ON M2N 6L9 Attn.: Mark Bailey Tel: (416) 590-7555 Fax: (416) 590-7070 E-mail: mbailey@fSCO.gov.on.ca
AND TO:	HER MAJESTY THE QUEEN IN RIGHT OF THE PROVINCE OF ONTARIO AS REPRESENTED BY THE MINISTER OF FINANCE (Income Tax, PST) PO Box 620 33 King Street West, 6 th Floor Oshawa, ON L1H 8E9 Kevin J. O'Hara E-mail: kevin.ohara@ontario.ca
AND TO:	MINISTRY OF ATTORNEY GENERAL Revenue & Taxation Group Legal Services Branch 601 – 1175 Douglas Street PO Box 9289 Stn Prov Govt Victoria, BC V8W 9J7 Aaron Welch Tel: (250) 356-8589 Fax: (250) 387-0700 E-mail: Aaron.Welch@gov.bc.ca

AND TO:	<p>HER MAJESTY THE QUEEN IN RIGHT OF THE PROVINCE OF ALBERTA AS REPRESENTED BY THE MINISTER OF FINANCE (Income Tax) The Tax and Revenue Administration 9811-109 Street Edmonton, AB T5K 2L5</p> <p>John Chiarella Tel: (780) 644-4122 Fax: (780) 422-3770 E-mail: john.chiarella@gov.ab.ca</p>
AND TO:	<p>MONSIEUR LE MINISTRE MINISTERE DU REVENU (QST, Income Tax, GST) Centre de perception fiscale 3800, rue de Marly Quebec City, QC G1X 4A5</p> <p>Claude Provencher Maryse Boucher Fax: (514) 215-3672/(416) 643-0381 E-mail: maryse.boucher@mrq.gouv.qc.ca</p>
AND TO:	<p>HER MAJESTY THE QUEEN IN RIGHT OF THE PROVINCE OF SASKATCHEWAN AS REPRESENTED BY THE MINISTER OF FINANCE (PST Saskatchewan) Revenue Division 2350 Alberta Street, 5th Floor Regina, SK S4P 4A6</p> <p>Larry Fowler, Collections and Enforcement E-Mail: larry.fowler@gov.sk.ca Ken Gorchinski, Collections and Enforcement E-Mail: ken.gorchinski@gov.sk.ca</p> <p>Fax: (306) 787-0241</p>
AND TO:	<p>HER MAJESTY THE QUEEN IN RIGHT OF THE PROVINCE OF MANITOBA AS REPRESENTED BY THE MINISTER OF FINANCE (Income Tax) Taxation Division 101-401 York Ave Winnipeg, MB R3C 0P8</p> <p>Anita Huhn Tel: (204) 945-4625 Fax: (204) 948-2200 E-mail: anita.huhn@gov.mb.ca</p>

LIST OF PPSA REGISTRANTS	
AND TO:	<p>Woodbine Truck Centre Ltd. o/a Woodbine Indealease 8240 Woodbine Avenue Markham, ON L3R 2N8</p> <p>Attn: Greg Kearns E-mail: gkearns@woodbinetruck.com</p>
AND TO:	<p>NRB Inc. 115 South Service Road West, P.O. Box 129 Grimsby, ON L3M 4G3</p> <p>Attn: Richard DiAngelo E-mail: richarddiangelo@nrb-inc.com</p>
AND TO:	<p>De Lage Landen Financial Services Canada Inc. 100-1235 North Service Road West Oakville, ON L6M 2W2</p> <p>Attn: Jacqueline Perron E-mail: jperron@leasedirect.com</p>
AND TO:	<p>Penske Truck Leasing Canada Inc./Locations de Camions Penske Canada Inc. RT 10 Green Hills, PO Box 791 Reading, PA 19603</p> <p>Attn: Denise Sanford Tel: (905) 564-2176 E-mail: denise.sanford@penske.com</p>
AND TO:	<p>GE Canada Equipment Financing G.P. 2300 Meadowvale Blvd., Suite 200 Mississauga, ON L5N 5P9</p> <p>Attn: Veronica Runyon Fax: (905) 858-4952</p>
AND TO:	<p>GE Canada Equipment Financing G.P. 123 Front Street West, 16th Floor Toronto, ON M5J 2M2</p> <p>Attn: Syenny Jeliana Tel: (905) 858-4966 Fax: (416) 947-5303 E-mail: syenny1.jeliana@ge.com</p>
AND TO:	<p>Citicorp Vendor Finance, Ltd. 2300 Meadowvale Blvd. Suite 200 Mississauga, ON L5N 5P9</p>

AND TO:	<p>GE Canada Leasing Services Company 2300 Meadowvale Boulevard, Suite 100 Mississauga, ON L5N 5P9</p> <p>Attn: Dean Langley Tel: (905) 858-4916 E-mail: dean.langley@ge.com</p>
AND TO:	<p>PHH Vehicle Management Services Inc. 2233 Argentia Road, Suite 400 Mississauga, ON L5N 2X7</p> <p>Attn: Dominic Monaco E-mail: dominic.monaco@phh.com</p>
AND TO:	<p>VFS Canada Inc. 73 Industrial Parkway North Aurora, ON L4G 4C4</p> <p>Attn: Murielle Graff E-mail: murielle.graff@vfsc.com</p>
AND TO:	<p>CIT Financial Ltd. 5045 South Service Road Burlington, ON L7R 4C8</p> <p>Attn: Anne Neuert Tel: (888) 563-4321 E-mail: anne.neuert@cit.com</p> <p>Attn: Isobel Fraser Tel: (905) 633-2097 E-mail: isobel.fraser@cit.com</p>
AND TO:	<p>IKON Office Solutions Inc. 2300 Meadowvale Boulevard, Suite 200 Mississauga, ON L5N 5P9</p> <p>Attn: Darlene Milligan Tel: (905) 858-6289 E-mail: Darlene.milligan@ge.com</p>
AND TO:	<p>Compagnie de Location d'Equipment Cle Ltee (Credit-Bail Cle) 3340 rue De La Perade Bureau 202 Sainte-Foy, QC G1X 2L7</p> <p>Tel: (418) 652-9777 E-mail: nblouin@credit-bailcle.ca</p>

AND TO:	Location Brossard Inc. 2190, boul. Hymus Dorval, QC H9P 1J7
AND TO:	Services de credit-bail GE Capital Canada Inc. 1250, boul. Rene-Levesque Ouest, bureau 1100 Montreal, QC H3B 4W8
AND TO:	Financement D'Equipment GE Canada S.E.N.C. 123 Front Street W., 14 th Floor Toronto, ON M5J 2M2
AND TO:	Services Financiers De Lage Landen Canada Inc. 100-1235 North Service Road West Oakville, ON L6M 2W2
AND TO:	Hydro Quebec 75 boul. Rene-Levesque Ouest Montreal, QC H2E 1A4 Attention: Collections
AND TO:	Les Chariots Kirmar Inc. 2805, Boul. Pitfield Saint-Laurent, QC H4S 1T2
	LIST OF UNIONS
AND TO:	United Steelworkers – District 3 150 – 2880 Glenmore Trail S.E. Calgary, AB T2C 2E7 Attn: Keith Turcotte , Area Supervisor Tel: (403) 279-9397 E-mail: kturcotte@usw.ca
AND TO:	United Steelworkers 2952 Suite 202 9292 – 200 th Street Langley, BC V1M 3A6 Attn: Steve Dewell Tel: (604) 513-1850 E-mail: sdewell@usw.ca <u>and</u> Attn: R. Gatzka E-mail: rgatzka@usw.ca

AND TO:	<p>Syndiat des Metallos 2350, avenue De LaSalle Quebec, QC H1V 2L1</p> <p>Attn: Pierre Arseneau Tel: (514) 599-2006 E-mail: parseneau@usw.ca</p>
AND TO:	<p>United Steelworkers 1158 Aerowood Drive Mississauga, ON L4W 1Y5</p> <p>Attn: Terry Bea, Staff Representative Tel: (905) 629-4991 ext. 27 E-mail: tbea@usw.ca</p> <p><u>and</u></p> <p>Attn: F. Falbo E-mail: ffalbo@usw.ca</p>
AND TO:	<p>United Steelworkers 25 Cecil Street Toronto, ON M5T 1N1</p> <p>Attn: Lawrence Hay, Staff Representative E-mail: lhay@usw.ca</p>
AND TO:	<p>United Steelworkers (Counsel)</p> <p>Rob Champagne E-mail: rchampagne@usw.ca</p> <p>Paula Turtle E-mail: pturtle@usw.ca</p>
AND TO:	<p>United Steelworkers (Counsel to Local 7785 and 7785-01)</p> <p>Attn: P. Lalonde E-mail: plalonde@usw.ca</p>
AND TO:	<p>SACK GOLDBLATT MITCHELL LLP 20 Dundas Street West Suite 1100 Toronto, ON M5G 2G8</p> <p>Jordan Goldblatt Tel: (416) 979-4252 Fax: (416) 591-7333 E-mail: jgoldblatt@sgmlaw.com</p> <p>Lawyers for United Steelworkers</p>

WITH A COURTESY COPY TO:	
	<p>BENNETT JONES LLP Suite 3400 1 First Canadian Place, P.O. Box 130 Toronto, ON M5X 1A4</p> <p>Raj S. Sahni Tel: (416) 777-4804 E-mail:sahnir@bennettjones.com</p> <p>Gavin Finlayson Tel: (416) 777-5762 E-mail:finlaysong@bennettjones.com Fax: (416) 863-1716</p> <p>Canadian Counsel to US Bank in its capacity as trustee for bondholders</p>
	<p>MILLER CANFIELD 443 Ouellette Avenue, Suite 300 Windsor, ON N9A 6R4</p> <p>John D. Leslie Tel: (519) 561-7422 E-mail:leslie@millercanfield.com Fax: (519) 977-1565</p> <p>Canadian Co-Counsel with McGuire Woods to the Unsecured Creditors Committee</p>

INDEX

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF the *Companies' Creditors
Arrangement Act*, R.S.C. 1985, c. C-36, as amended

AND IN THE MATTER of a Plan of Compromise or Arrangement
of INDALEX LIMITED, INDALEX HOLDINGS (B.C.) LTD. 6326765 CANADA INC. and
NOVAR INC.

Applicants

MOTION RECORD

I N D E X

TAB		PAGE NO.
1.	Notice of Motion	1 – 7
2.	Affidavit of Keith Cooper (unsworn)	8 – 16
A.	Exhibit “A” – Amended Amended and Restated Initial Order	17 – 38
B.	Exhibit “B” – Endorsement of The Honourable Mr. Justice Morawetz dated July 2, 2009	39 – 41
C.	Exhibit “C” – Endorsement of The Honourable Mr. Justice Morawetz dated July 2, 2009	42 - 45

the Applicants

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

MOTION RECORD

BLAKE, CASSELS & GRAYDON LLP
Barristers and Solicitors
199 Bay Street, Suite 2800
Box 25, Commerce Court West
Toronto, Ontario M5L 1A9

Linc Rogers LSUC#: 43562N
Tel: (416) 863-4168

Katherine McEachern LSUC#: 38345M
Tel: (416) 863-2566

Jackie Moher LSUC#: 53166V
Tel: (416) 863-3174
Fax: (416) 863-2653

Lawyers for the Applicants