

**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  
(Returnable April 22, 2009)**

April 17, 2009

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**TO: SERVICE LIST ATTACHED**

**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

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ARRANGEMENT OF INDALEX LIMITED, INDALEX  
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# INDEX

Court File No. CV-09-8122-00CL

**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

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**TAB NO.**

1. Notice of Motion, returnable April 22, 2009
2. Draft Order

# TAB 1

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

IN THE MATTER OF THE *COMPANIES' CREDITORS  
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NOVAR INC.

the Applicants

**NOTICE OF MOTION  
(Returnable April 22, 2009)**

**THE APPLICANTS**, Indalex Limited, Indalex Holdings (B.C.) Ltd., 6326765 Canada Inc. and Novar Inc. (the "**Applicants**") will make a motion to the Court, on Wednesday, April 22, 2009, at 9:00 a.m. or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

**PROPOSED METHOD OF HEARING:** The motion is to be heard orally.

**THE MOTION IS FOR AN ORDER:**

- a) abridging the time for service of the Notice of Motion and Motion Record, if necessary, and that the motion is properly returnable on Wednesday, April 22, 2009;
- b) approving a marketing process described in the second report (the "**Second Report**") of the Monitor, FTI Consulting Canada ULC, (the "**Marketing Process**");

- c) approving the engagement of Jefferies & Company, Inc. (“**Jefferies**”) as consultant to assist with the Marketing Process, pursuant to an Engagement Letter dated April 14, 2009, to be attached to the Second Report;
- d) approving the first report of the Monitor dated April 8, 2009 (the “**First Report**”), the Second Report and the activities of the Monitor (as described in the First Report and Second Report);
- e) approving an extension of the stay of proceedings from May 1, 2009 to June 26, 2009; and
- f) such further and other relief as the Applicants may request and this Honourable Court shall deem just.

**THE GROUNDS FOR THE MOTION ARE:**

- a) On April 3, 2009, the Applicants filed for and obtained protection from their creditors under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”), pursuant to an order (the “**Initial Order**”) of the Honourable Mr. Justice Morawetz;
- b) Pursuant to the Initial Order, FTI Consulting Canada ULC was appointed as Monitor of the Applicants;
- c) The U.S. parent of Indalex Limited, Indalex Holding Corp. along with its parent company, Indalex Holdings Finance, Inc. and certain of their U.S. subsidiaries (the “**U.S. Debtors**”) have commenced reorganization proceedings under Chapter 11 of Title 11 of the United States Code, before the United States Bankruptcy Court for the District of Delaware (the “**U.S. Court**”);
- d) On April 8, 2009, the Initial Order was amended and restated (the “**Amended and Restated Initial Order**”) to, *inter alia*, authorize the Applicants to exercise certain restructuring powers and authorize Indalex Limited to borrow funds pursuant to a debtor-in-possession credit agreement among the

Applicants, the U.S. Debtors and a syndicate of lenders for which JPMorgan Chase Bank, N.A. is administrative agent (the “**DIP Credit Agreement**”);

- e) On April 9, 2009, the U.S. Court issued an interim order approving the DIP Credit Agreement on an interim basis, pending the issuance of a final order by the U.S. Court finally approving the DIP Credit Agreement.
- f) Pursuant to section 5.14 of the DIP Credit Agreement, the Applicants must have obtained the approval of a marketing process for the marketing of all or substantially all of their assets on or before the date that is 10 business days after the “Effective Date” (as defined therein), and such 10-day period expires on April 23, 2009;
- g) The Marketing Process proposed by the Applicants will require time to complete, and accordingly it is reasonable to extend the stay of proceedings for the duration of the marketing process until June 26, 2009;
- h) The retainer of Jefferies to assist the Applicants with the Marketing Process will help facilitate the success of the Marketing Process for the benefit of the Applicants and their stakeholders;
- i) Section 11(4) of the CCAA;
- j) Rules 2.03, 3 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended; and
- k) 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:

- a) The Second Report, to be filed; and

- b) Such further and other materials as counsel may advise and this Honourable Court may permit.

April 17, 2009

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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  
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Court File No.: CV-09-8122-00CL

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE-**  
**(COMMERCIAL LIST)**

Proceeding commenced at Toronto

**NOTICE OF MOTION**  
**(RETURNABLE APRIL 22, 2009)**

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# TAB 2

DRAFT

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE MR. ) WEDNESDAY, THE  
 )  
JUSTICE MORAWETZ ) 22<sup>nd</sup> DAY OF APRIL, 2009

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  
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HOLDINGS (B.C.) LTD., 6326765 CANADA INC. and  
NOVAR INC. (the "Applicants")

ORDER  
(Re Marketing Process and Stay Extension)

THIS MOTION made by the Applicants for an Order:

- a) abridging the time for service of the Notice of Motion and Motion Record, if necessary, and that the motion is properly returnable on Wednesday, April 22, 2009;
- b) approving a marketing process described at paragraph [13] of the second report (the "Second Report") of the Monitor, FTI Consulting Canada ULC, (the "Marketing Process");
- c) approving the engagement of Jefferies & Company, Inc. ("Jefferies") as consultant to assist with the Marketing Process, pursuant to an engagement letter dated April 14, 2009 (the "Engagement Letter"), attached as Appendix ["C"] to the Second Report; and

- d) approving an extension of the stay of proceedings from May 1, 2009 to June 26, 2009; and
- e) approving the first report of the Monitor dated April 8, 2009 (the “**First Report**”), the Second Report and the activities of the Monitor, (as described in the First Report and Second Report);

**ON READING** the Notice of Motion, the First Report and the Second Report, and on hearing the submissions of counsel for the Applicants, counsel for the Monitor, and counsel for the JPMorgan Chase Bank, N.A.;

**SERVICE**

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record is hereby abridged 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, provided for in paragraph 15 of the Amended and Restated Initial Order, be and is hereby extended from May 1, 2009 to and including June 26, 2009, and that all other terms of the Amended and Restated Initial Order shall remain in full force and effect, except as may be required to give effect to this paragraph.

**MONITOR’S ACTIVITIES**

3. THIS COURT ORDERS that the First Report, the Second Report and the activities of the Monitor (as described in the First Report and Second Report) are hereby approved.

**MARKETING PROCESS**

4. THIS COURT ORDERS that the Marketing Process be and is hereby approved, and the Applicants are authorized, with the assistance of the Monitor to take such steps as it considers necessary or desirable in carrying out the Marketing Process.

**JEFFERIES' ENGAGEMENT**

5. THIS COURT ORDERS that the engagement of Jefferies, pursuant to the Engagement Letter, is hereby approved.

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

Court File No. CV-09-8122-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
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**ONTARIO**  
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Proceeding commenced at Toronto

**ORDER**  
**(Re Marketing Process And Stay Extension)**

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