

**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 BARZEL INDUSTRIES CANADA INC.

Applicant

---

---

**MOTION RECORD OF THE APPLICANT**  
**(Returnable February 28, 2011)**

---

---

DAVIES WARD PHILLIPS & VINEBERG LLP  
1 First Canadian Place  
Suite 4400  
Toronto, ON M5X 1B1

Robin B. Schwill (LSUC #384521)

Tel: 416.863.5502  
Fax: 416.863.0871

Lawyers for the Applicant

# **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 BARZEL INDUSTRIES CANADA INC.

Applicant

**TABLE OF CONTENTS**

<b>Tab No.</b>	<b>Document</b>	<b>Page #</b>
1.	Notice of Motion dated February 23, 2011	1 - 10
2.	Draft Order	11 - 13

**TAB 1**

**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 BARZEL INDUSTRIES  
CANADA INC.

Applicant

**NOTICE OF MOTION**

The Applicant will make a motion to a Judge presiding over the Commercial List on February 28, 2011 at 10:00 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:**

1. an Order, if necessary, abridging the time for service of this Notice of Motion and the Motion Record and that the Notice of Motion is properly returnable on February 28, 2011 and that further service of the Notice of Motion on any interested party, other than those served, may be dispensed with;
2. an Order that the Stay Period, as defined in paragraph 15 of the Order of this Court made in these proceedings on September 15, 2009 (the "**Initial Order**"), be extended to and including August 31, 2011;

3. an Order approving of the activities of Deloitte & Touche Inc., in its capacity as the monitor appointed by this Court in these proceedings (the "**Monitor**") as set out in the Report (defined below);

4. an Order approving the fees and disbursements of the Monitor and its counsel as set out in the Report; and

5. such further and other Orders as counsel may request and this Court may permit.

**THE GROUNDS FOR THE MOTION ARE:**

**Stay Extension**

1. The current Stay Period as defined in the Initial Order expires on February 28, 2011;

2. The continuation of these proceedings remains beneficial to resolving certain outstanding tax issues, the resolution of which will be further delayed if these proceedings are terminated;

3. Resolving such matters as final federal income tax and excise tax audits and provincial retail sales tax audits to determine any claims which may invoke the Director's Charge (as defined in the Initial Order) may now take until the end of August 2011 or longer;

4. Before these proceedings are terminated, all amounts subject to the Charges (as defined in the Initial Order) should be adequately dealt with or otherwise provided for;

5. The Applicant has acted, and is acting, in good faith and with due diligence;

6. The Applicant has sufficient cash to continue to cover its ongoing costs to and including August 31, 2011;

7. The Monitor is supportive of the Applicant's request for an extension of the Stay Period to and including August 31, 2011;

**Monitor's Activities and Fees**

8. The Monitor has complied with all Orders of this Court and its activities to date have assisted this Court and the Applicant in implementing its restructuring initiative;

9. The fees and disbursements of the Monitor and its counsel are reasonable under the circumstances at rates that are consistent with those of other Toronto accounting and law firms providing insolvency and restructuring services;

10. The Applicant supports the approval of the Monitor's activities, fees and the fees of its counsel;

**Miscellaneous**

11. paragraphs 31 and 49 of the Initial Order;

12. Rules 3.02 and 37.02(1) of the *Rules of Civil Procedure*; and

13. such further and other grounds as counsel may advise and this Court may permit.

**THE FOLLOWING DOCUMENTARY EVIDENCE** will be used at the hearing of the motion:

1. the Eleventh Report of the Monitor and all exhibits and appendices thereto (the "**Report**"), to be filed separately; and
2. such further and other materials as counsel may advise and this Court may permit.

Date: February 23, 2011

DAVIES WARD PHILLIPS & VINEBERG LLP  
1 First Canadian Place  
Suite 4400  
Toronto, ON M5X 1B1

Robin B. Schwill (LSUC #384521)  
Tel: 416.863.5502  
Fax: 416.863.0871

Lawyers for the Applicant

TO: ATTACHED 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 BARZEL INDUSTRIES CANADA INC.

Applicant

**SERVICE LIST**

**DELOITTE & TOUCHE INC.**

181 Bay Street  
Bay Wellington Tower – Brookfield Place  
Suite 1400  
Toronto, ON M5J 2V1

**Huey Lee**

Tel: 416.601.4496  
Fax: 416.601.6690  
huelee@deloitte.ca

The Monitor

**OSLER, HOSKIN & HARCOURT LLP**

100 King Street West  
1 First Canadian Place  
Suite 6100, P.O. Box 50  
Toronto, ON M5X 1B8

**Steven Golick**

Tel: 416.862.6704  
Fax: 416.862.6666  
sgolick@osler.com

**Marc Wasserman**

Tel: 416.862.4908

Fax: 416.862.6666

[mwasserman@osler.com](mailto:mwasserman@osler.com)

Lawyers for the Monitor, Deloitte & Touche Inc.

**MCMILLAN LLP**

Brookfield Place, Suite 4400

181 Bay Street

Toronto, ON M5J 2T3

**Larry Crozier**

Tel: 416.865.7178

Fax: 416.865.7048

[lawrence.crozier@mcmillan.ca](mailto:lawrence.crozier@mcmillan.ca)

**Reema Kapoor**

Tel: 416.865.7082

Fax: 416.865.7048

[reema.kapoor@mcmillan.ca](mailto:reema.kapoor@mcmillan.ca)

**Paul MacDonald**

Tel: 416.865.7167

Fax: 416.865.7048

[paul.macdonald@mcmillan.ca](mailto:paul.macdonald@mcmillan.ca)

**Lisa Brost**

Tel: 416.865.7186

Fax: 416.865.7048

[lisa.brost@mcmillan.ca](mailto:lisa.brost@mcmillan.ca)

Lawyers for JPMorgan Chase Bank, N.A. and CIBC World Markets Corp.

**STIKEMAN ELLIOTT LLP**  
5300 Commerce Court West  
199 Bay Street  
Toronto, ON M5L 1B9

**Elizabeth Pillon**  
Tel: 416.869.5623  
Fax: 416.947.0866  
lpillon@stikeman.com

**Alex Rose**  
Tel: 416.869.5261  
Fax: 416.947.0866  
arose@stikeman.com

Lawyers for Chriscott USA Inc. and 4513617 Canada Inc.

**THE BANK OF NEW YORK MELLON**  
101 Barclay Street  
Corporate Finance Unit – Floor 8W  
New York, NY 10286

**Gary Bush**  
Default Administration Group  
Tel: 212.815.2747  
Fax: 212.815.5704  
gary.bush@bnymellon.com

Secured Note Trustee

**BNY TRUST COMPANY OF CANADA**  
Suite 1101  
4 King Street West  
Toronto, ON M5H 1B6

**George Bragg**  
Tel: 416.933.8505  
Fax:  
george.bragg@bnymellon.com

Secured Note Trustee

**ADGAR INVESTMENTS & DEVELOPMENT INC.**

1 Richmond Street West  
Suite 701  
Toronto, ON M5H 3W4

**Jennette Leyland**

Tel: 416.941.9734  
Fax:  
jennette@adgar.com

Landlord re 170 University Avenue

**LANG MICHENER LLP**

Brookfield Place, 181 Bay Street, Suite 2500  
Toronto, ON M5J 2T7

**Brent McPherson**

Tel: 416.307.4103  
Fax: 416.265.1719  
bmcpherson@langmichener.ca

Lawyers for ArcelorMittal Dofasco Inc.

**PLS LOGISTICS SERVICES**

The Quad Center  
Rochester PA 15074  
USA

**John Brenner**

Credit & Collection Specialist

Tel: 724.709.2334  
Fax: 724.770.2617  
JBrenner@plslogistics.com

Creditor

**MANULIFE FINANCIAL**

2 Queen St. E., 3rd Floor  
Toronto, ON M5C 3G7

**Craig Anderson**

AVP & Counsel  
GB Law & Canadian Litigation

Tel: 416.687.4560  
Fax: 416.687.5118  
Craig\_Anderson@manulife.com

Creditor

**BLAKE, CASSELS & GRAYDON LLP**

Barristers & Solicitors  
Patent & Trade-mark Agents  
199 Bay Street  
Suite 2800, Commerce Court West  
Toronto ON M5L 1A9

**Michael McGraw**

Tel: 416.863.4247  
Fax: 416.863.2653  
michael.mcgraw@blakes.com

Lawyers for Vari-Form Inc.

**UNITED STEELWORKERS**

234 Eglinton Ave. E., 8<sup>th</sup> Floor  
Toronto, ON M4P 1K5

**Paula Turtle**

Tel: 416.544.5980  
Fax:  
pturtle@usw.ca

Canadian Counsel to the United Steelworkers

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  
BARZEL INDUSTRIES CANADA INC.

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE – COMMERCIAL LIST**  
Proceeding Commenced at Toronto

**NOTICE OF MOTION**  
**(Returnable February 28, 2011)**

DAVIES WARD PHILLIPS & VINEBERG LLP  
1 First Canadian Place  
Suite 4400  
Toronto, ON M5X 1B1

Robin B. Schwill (LSUC #384521)  
Tel: 416.863.5502  
Fax: 416.863.0871

Lawyers for the Applicant

**TAB 2**

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE – COMMERCIAL LIST**

THE HONOURABLE ■ ) MONDAY, THE 28<sup>TH</sup> DAY  
JUSTICE ■ ) OF FEBRUARY, 2011.

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 BARZEL INDUSTRIES CANADA INC.

Applicant

**ORDER**  
**(Stay Extension)**

THIS MOTION, made by the Applicant for an order extending the Stay Period as defined in paragraph 15 of the Order of this Court made in these proceedings on September 15, 2009 (the "**Initial Order**"), approving the activities of Deloitte & Touche Inc., in its capacity as the monitor appointed by this Court in these proceedings (the "**Monitor**") as set out in the Eleventh Report of the Monitor dated February ■, 2011 (the "**Report**"), and approving the fees and disbursements of the Monitor and its counsel as set out in the Report was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Report and on hearing the submissions of counsel for the Applicant, the Monitor, and JPMorgan Chase Bank, N.A. and CIBC World Markets Corp. (collectively, the "**Secured Lenders**"), no one appearing for any other person on the service list, although properly served as appears from the Affidavits of Service filed:

DRAFT

DRAFT

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

2. THIS COURT ORDERS that the Stay Period, as defined in paragraph 15 of the Initial Order, be and is hereby extended to and including August 31, 2011.

3. THIS COURT ORDERS that the activities of the Monitor as set out in the Report be and are hereby approved.

4. THIS COURT ORDERS that the fees and disbursements of the Monitor and its counsel as set out in the Report be and are hereby approved.

5. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist the Applicant, 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 Applicant and to the Monitor, as an officer of this 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 Applicant and the Monitor and their respective agents in carrying out the terms of this Order.

6. THIS COURT ORDERS that each of the Applicant and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

---

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  
BARZEL INDUSTRIES CANADA INC.

Court File No. 09-8363-00CL

**DRAFT**

**ONTARIO  
SUPERIOR COURT OF JUSTICE – COMMERCIAL LIST**

Proceeding Commenced at Toronto

**ORDER  
(Stay Extension)**

DAVIES WARD PHILLIPS & VINEBERG LLP  
1 First Canadian Place  
Suite 4400  
Toronto, ON M5X 1B1

Robin B. Schwill (LSUC #384521)

Tel: 416.863.5502

Fax: 416.863.0871

Lawyers for the Applicant

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  
BARZEL INDUSTRIES CANADA INC.

Court File No. 09-8363-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE – COMMERCIAL LIST**

Proceeding commenced at Toronto

**MOTION RECORD  
OF THE APPLICANT  
(Returnable February 28, 2011)**

DAVIES WARD PHILLIPS & VINEBERG LLP  
1 First Canadian Place  
Suite 4400  
Toronto, ON M5X 1B1

Robin B. Schwill (LSUC #384521)

Tel: 416.863.5502  
Fax: 416.863.0871

Lawyers for the Applicant