

Court File No. 09-8363-00CL

**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 BARZEL INDUSTRIES  
CANADA INC.

Applicant

**NOTICE OF MOTION**

The Applicant will make a motion to a Judge presiding over the Commercial List on June 28, 2010 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 June 28, 2010 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 27, 2010;

3. an Order expanding the duties of Deloitte & Touche Inc., in its capacity as the monitor appointed by this Court in these proceedings (the "**Monitor**") in order to facilitate the collection of the Applicant's outstanding accounts receivable;
4. an Order approving of the activities of the Monitor as set out in the Report (defined below);
5. an Order approving the fees and disbursements of the Monitor and its counsel; and
6. 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 June 30, 2010;
2. The continuation of the Applicant under these proceedings is beneficial to resolving certain outstanding tax issues;
3. Resolving such matters as final federal income tax and excise tax audits and provincial retail sales tax and payroll audits to determine any claims which may invoke the Director's Charge (as defined in the Initial Order) may take until the end of August 2010 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 27, 2010;

7. The Monitor is supportive of the Applicant's request for an extension of the Stay Period to and including August 27, 2010;

**Expansion of Monitor's Powers**

8. The Applicant has extremely limited resources to deal with the continued collection of approximately \$447,000 in outstanding accounts receivable;

9. The Applicant and the Monitor agree that the Monitor will be better able to effect a more efficient and greater net recovery in respect of such receivables than the Applicant;

**Monitor's Activities and Fees**

10. 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;

11. 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;

12. The Secured Lenders (as defined in the Report) consent to the approval of the fees and disbursements of the Monitor and its counsel;

13. The Applicant and the Secured Lenders support the approval of the Monitor's activities;

**Miscellaneous**

14. paragraphs 11(a) and 49 of the Initial Order;

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

16. 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 Eighth 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: June 22, 2010

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

Court File No. 09-8363-00CL

**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 BARZEL INDUSTRIES CANADA INC.

Applicant

**SERVICE LIST**

**DELOITTE & TOUCHE INC.**

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

**Paul van Eyk**

Tel: 416.601.6648  
Fax: 416.601.6690  
pvaneyk@deloitte.ca

**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.

<p><b>ONTARIO</b> <b>SUPERIOR COURT OF JUSTICE – COMMERCIAL LIST</b>  Proceeding Commenced at Toronto</p>	<p><b>NOTICE OF MOTION</b> <b>(Returnable June 28, 2010)</b></p> <p><b>DAVIES WARD PHILLIPS &amp; VINEBERG LLP</b> 1 First Canadian Place Suite 4400 Toronto, ON M5X 1B1</p> <p>Robin B. Schwill (LSUC #384521) Tel: 416.863.5502 Fax: 416.863.0871</p> <p>Lawyers for the Applicant</p>
---	--