

**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 SIGNATURE ALUMINUM CANADA INC.

Applicant

**MOTION RECORD
(Returnable July 8, 2010)**

Date: July 2, 2010

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**ONTARIO
SUPERIOR COURT OF JUSTICE
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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 SIGNATURE ALUMINUM CANADA INC.

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IN THE MATTER OF THE *COMPANIES' CREDITORS
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Applicant

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TAB 1

**ONTARIO
SUPERIOR COURT OF JUSTICE
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IN THE MATTER OF THE *COMPANIES' CREDITORS
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AND IN THE MATTER OF A PLAN OF COMPROMISE OR
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Applicant

**NOTICE OF MOTION
(Returnable July 8, 2010)**

THE APPLICANT, Signature Aluminum Canada Inc. ("Signature" or the "Applicant"), will make a motion to the Court, on Thursday, July 8, 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 AN ORDER in the form of draft order filed, *inter alia*:

- a) abridging the time for service of the Notice of Motion, the Sixth Report of the Monitor, FTI Consulting Canada Inc., (the "Sixth Report") and the Motion Record, if necessary, and declaring that the motion is properly returnable on Thursday, July 8, 2010;
- b) approving the letter agreement dated July 2, 2010 among the Applicant, the Monitor and the other parties thereto, which is attached to the Sixth Report (the "Implementation Letter Agreement");
- c) amending the Order of the Honourable Madam Justice Hoy dated June 11, 2010 (the "Sanction Order") which approves and sanctions the Applicant's second amended and restated plan of compromise and arrangement dated June 7, 2010, as

further amended on June 18, 2010 as the third amended and restated plan of compromise and arrangement (as amended, restated or replaced from time to time, the "Plan"); and

- d) such further and other relief as the Applicant may request and this Honourable Court shall deem just.

THE GROUNDS FOR THE MOTION ARE:

- a) On January 29, 2010, the Applicant filed for and obtained protection from its creditors under the *Companies' Creditors Arrangement Act* ("CCAA") pursuant to an Order of the Honourable Mr. Justice Morawetz (the "Initial Order");
- b) On May 11, 2010, the Honourable Madam Justice Hoy granted the Creditors' Meeting Order authorizing the Applicant to hold the meeting of its creditors on June 1, 2010, or as may be adjourned in accordance with the Creditors Meeting Order (the "Creditors' Meeting");
- c) The Creditors' Meeting was adjourned and subsequently held on June 8, 2010 to consider and vote on the Plan;
- d) The requisite majority of creditors present at the Creditors' Meeting either in person or by proxy voted in favour of the Plan and the votes cast by creditors in respect of disputed claims did not affect the outcome of the vote;
- e) The Plan was approved and sanctioned by this Court on June 11, 2010 pursuant to an Order of the Honourable Madam Justice Hoy (the "Sanction Order");
- f) Pursuant to the terms of the Sanction Order all invoiced professional fees are to be paid by the Plan implementation date and the Administration Charge is to be discharged from Signature's Property (as defined in the Initial Order) and instead attach to the Administration Charge Reserve (as defined in the Plan) upon implementation of the Plan to satisfy invoiced fees and other proper fees incurred after implementation of the Plan;

- g) Pursuant to the Implementation Letter Agreement, the Monitor, Signature and Biscayne Metals Finance, LLC have agreed, with the consent of the affected professionals (the “Professionals”), to implement the Plan prior to the payment of all amounts owing by Signature from time to time for professional services rendered by the Professionals (the “Professional Fees”) and the funding of the Administration Charge Reserve;
- h) The Implementation Letter Agreement provides that Signature will pay to the Monitor an amount equal to all outstanding amounts of Professional Fees as of the date thereof and fund the Administration Charge Reserve in accordance with the schedule contained therein;
- i) The amendments proposed to be made to the Sanction Order reflect the fact (i) that the Administration Charge will continue as against all the Applicant’s Property after implementation of the Plan, as opposed to attaching only to the Administration Charge Reserve and (ii) that the Administration Charge will be discharged once the Monitor certifies that the Professional Fees have been paid;
- j) The Applicant’s senior secured creditors support the relief sought;
- k) The grounds as more fully described in the Sixth Report;
- l) Section 11 of the CCAA;
- m) Rules 2.03, 3 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended; and
- n) 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 Sixth Report, to be filed; and

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

July 2, 2010

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IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C., 1985 c. C-36
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
SIGNATURE ALUMINUM CANADA INC.

Applicant

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

**NOTICE OF MOTION
(RETURNABLE JULY 8, 2010)**

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TAB 2

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

THE HONOURABLE) THURSDAY, THE
JUSTICE) 8th DAY OF JULY, 2010

IN THE MATTER OF THE *COMPANIES' CREDITORS
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AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF SIGNATURE ALUMINUM CANADA
INC.

Applicant

ORDER

THIS MOTION made by the Applicant for an Order:

- a) abridging the time for service of the Notice of Motion, the Sixth Report of the Monitor, FTI Consulting Canada Inc., dated July ●, 2010 (the "Sixth Report") and the Motion Record, if necessary, and declaring that the motion is properly returnable on Thursday, July 8, 2010;
- b) approving the letter agreement dated July ●, 2010 among the Applicant, the Monitor and the other parties thereto, which is attached as Appendix B to the Sixth Report (the "Implementation Letter Agreement"); and
- c) amending the Order of the Honourable Madam Justice Hoy dated June 11, 2010 (the "Sanction Order") which approves and sanctions the Applicant's second amended and restated plan of compromise and arrangement dated June 7, 2010, as

further amended on June 18, 2010 as the third amended and restated plan of compromise and arrangement (as amended, restated or replaced from time to time, the "Plan"),

was heard this day at 330 University Avenue, Toronto, Ontario.

UPON READING the within Notice of Motion, and the Sixth Report; and upon hearing the submissions of counsel for the Applicant, the Monitor, Biscayne Metals Finance, LLC ("Biscayne") and such other interested parties as were present; upon being advised that all persons listed on the Applicant's Service List as of July 2, 2010 were served with the Motion Record herein;

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion, the Sixth Report and the Motion Record in support of this Motion be and is hereby abridged, such that this Motion is properly returnable today and that any further service of the Notice of Motion and the Motion Record is hereby dispensed with.

IMPLEMENTATION LETTER AGREEMENT

2. **THIS COURT ORDERS** that the Implementation Letter Agreement be and is hereby approved.
3. **THIS COURT ORDERS** that the Applicant be and is hereby authorized and directed to execute the Implementation Letter Agreement and to perform its material obligations thereunder.
4. **THIS COURT ORDERS** that the Applicant be and is hereby authorized to execute and deliver such additional ancillary documents as may be necessary to give effect to the Implementation Letter Agreement, subject to the prior approval of such documents by the Monitor or as may be ordered by this Court.

AMENDMENTS TO SANCTION ORDER

5. **THIS COURT ORDERS** that paragraph 13 of the Sanction Order is hereby amended to read as follows:

13. THIS COURT ORDERS that all Charges established by the Initial Order or any other Order of the CCAA Court, shall be terminated, released and discharged effective on the Plan Implementation Date save and except for the Administration Charge which shall continue against all assets of the Applicant including over the Administration Charge Reserve established pursuant to a letter agreement dated July 2, 2010 among the Applicant, the Monitor and other parties thereto (the "Implementation Letter Agreement") ~~which shall attach to the Administration Charge reserve established by the Monitor pursuant to Section 5.2(a) of the Plan.~~

6. **THIS COURT ORDERS** that paragraph 14 of the Sanction Order is hereby amended to read as follows:

14. THIS COURT ORDERS that, subject to the Applicant's right to assess accounts of its counsel and the rights set out in paragraph 29 of the Initial Order, the Monitor is hereby authorized and directed to pay, from the Administrative Charge Reserve established pursuant to section 5.2(a) of the Plan as implemented pursuant to the Implementation Letter Agreement, the accounts of the Monitor, counsel for the Monitor, counsel to the Applicant, and any such other amounts of the type secured by the Administration Charge ~~against the Administrative Charge Reserve on a weekly basis,~~ and the Monitor is under no obligation to inquire or undertake any due diligence with respect to such amounts and shall incur no liability in connection with this paragraph 14 ~~and paragraph 13 hereof~~ and shall refund any residual amounts remaining in the Administration Charge Reserve to the Applicant or Biscayne, as applicable upon the filing of the Discharge Certificate (as hereinafter defined). The Administration Charge shall terminate upon the filing of the Discharge Certificate.

7. **THIS COURT ORDERS** that paragraph 23 of the Sanction Order is hereby amended to read as follows:

23. THIS COURT ORDERS that the Monitor shall be discharged of its duties and obligations pursuant to the Plan and all Orders made in the CCAA Proceedings, upon the filing with this Court of a certificate (the “Discharge Certificate”) of the Monitor certifying that the matters set out in the immediately preceding paragraph 22 are completed to the best of the Monitor’s knowledge, and

- (i) all amounts have been received by the Monitor in accordance with the Payment Schedule (as defined in the Implementation Letter Agreement);
- (ii) each of the Professionals (as defined in the Implementation Letter Agreement) confirms in writing to the Monitor (with e-mail confirmation being satisfactory) that they have been fully paid by the Monitor on behalf of the Applicant from the amounts paid by the Applicant to the Monitor pursuant to the Implementation Letter Agreement; and
- (iii) the Monitor has been fully paid.

8. **THIS COURT ORDERS** that paragraph 24 of the Sanction Order is hereby amended to read as follows:

24. THIS COURT ORDERS that the Administration Charge ~~insofar as, and to the extent, it has attached to the Administration Charge Reserve,~~ shall include and extend to any costs or disbursements of the Monitor, its counsel and the Applicant’s counsel, incurred in connection with the performance of the Monitor’s duties pursuant to paragraph 22.

9. **THIS COURT ORDERS** paragraphs 5, 6, 7 and 8 hereof shall operate notwithstanding the provisions of the Plan, including section 5.2(a) and section 8.1(g) thereof

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ORDER

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