

Court File No. 04-CL-5552

**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 FINCORE INDUSTRIES INC.**

**NOTICE OF MOTION**

THE APPLICANT, Fincore Industries Inc., will make a motion to a Judge on Tuesday, October 12, 2004, at 10:00 a.m., or as soon after that time as the motion can be heard, at 393 University Avenue, Toronto, Ontario.

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

THE MOTION IS FOR:

1. an order substantially in the form attached as Schedule "A" hereto, which order shall, among other things:
  - (a) if necessary, abridge the time for service and filing this motion, or dispense with service upon any other interested persons;

- (b) extend the duration of the stay of proceedings contained in the Initial Order of the Honourable Madam Justice Pepall dated September 15, 2004, from October 15, 2004 to December 15, 2004; and
  - (c) approve the conduct and activities of BDO Dunwoody Limited, in its capacity as monitor (the "Monitor"), as described in the Monitor's first report; and
2. such further and other relief as this Honourable Court shall deem just.

THE GROUNDS FOR THE MOTION ARE:

- 1. the applicant is proceeding as set out in the Initial Order of the Honourable Madam Justice Pepall dated September 15, 2004 and continues to require the protection of this Honourable Court;
- 2. the provisions of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended; and
- 3. such 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:

- 1. the First Report of the Monitor dated October 7, 2004;
- 2. the affidavit of Sheldon E. Gross sworn October 7, 2004; and

3. such further and other evidence as this Honourable Court may permit.

October 7, 2004

**LANG MICHENER LLP**  
BCE Place  
Suite 2500, P.O. Box 747  
181 Bay Street  
Toronto, Ontario  
M5J 2T7

Martin D. Rabinovitch  
LSUC # 15359M  
Tel: (416) 307-4115

John S. Contini  
LSUC # 30610B  
Tel: (416) 307-4148

Fax: (416) 365-1719

Solicitors for the Applicant

**TO: FRASER MILNER CASGRAIN LLP**  
First Canadian Place  
PO Box 100  
100 King Street West  
Toronto, Ontario M5X 1B2

Daniel R. Dowdall  
Tel.: (416) 863-4700  
Fax: (416) 863-4592

Solicitors for the Monitor

**AND TO: GOWLING LAFLEUR HENDERSON LLP**  
Suite 4900, 199 Bay Street  
Commerce Court West  
Toronto, Ontario M5L 1J3

David F.W. Cohen  
Tel.: (416) 369-6667  
Fax: (416) 369-7250

Solicitors for PPG Canada

**AND TO: BLAKE, CASSELS & GRAYDON LLP**  
Box 25, 199 Bay Street  
Commerce Court West  
Toronto, Ontario M5L 1A9

Linc. A. Rogers  
Tel.: (416) 863-4168  
Fax: (416) 863-2653

Solicitors for US Filters/Canada Inc.

**AND TO: UNITED STEELWORKERS OF AMERICA**  
7<sup>TH</sup> Floor, 234 Eglinton Avenue East  
Toronto, Ontario M4P 1K5

Robert J. Champagne  
Tel.: (416) 544-5989  
Fax: (416) 487-8826

**AND TO: PRICEWATERHOUSECOOPERS INC.**  
145 King Street West  
Toronto, Ontario M5H 1V8

Ira Smith  
Tel.: (416) 814-5755  
Fax: (416) 814-3210

Schedule "A"

Court File No. 04-CL-5552

*ONTARIO*  
SUPERIOR COURT OF JUSTICE -  
COMMERCIAL LIST

THE HONOURABLE ) TUESDAY, THE 12<sup>TH</sup> DAY  
 )  
JUSTICE ) DAY OF OCTOBER, 2004  
 )

**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 FINCORE INDUSTRIES INC.**

**ORDER**

**THIS MOTION** made by Fincore Industries Inc. (the "Applicant") for an order continuing the stay of proceedings granted under the Initial Order of this Honourable Court dated September 15, 2004 was heard this day at 393 University Avenue, Toronto, Ontario.

**ON READING** the Notice of Motion, the Affidavit of Sheldon E. Gross sworn October 7, 2004, the First Report to the Court Submitted by BDO Dunwoody Limited (the "Monitor") in its Capacity as Monitor dated October 7, 2004, and on hearing submissions of counsel for the Applicant and the Monitor,

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Affidavit in support of this Motion be and it is hereby abridged such that the motion is properly

returnable today, and, further, that any requirement for service of the Notice of Motion and of the Motion Record upon any other interested party, is hereby dispensed with.

2. **THIS COURT ORDERS** that the stay period referred to at paragraphs 7 to 13 of the September 15, 2004 Initial Order of this Honourable Court be and is hereby continued until December 15, 2004.

3. **THIS COURT ORDERS** that the conduct and activities of the Monitor, as described in the Monitor's First Report to the Court dated October 7, 2004, be and are hereby approved.

---