

Court file no.

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 APPLICATION

A LEGAL PROCEEDING HAS BEEN COMMENCED by Fincore Industries Inc. (the "Applicant"). The claim made by the Applicant appears on the following pages.

THIS APPLICATION will come on for a hearing on a date to be fixed by the Commercial List office at 10:00 a.m. at 393 University Avenue, Toronto, Ontario.

IF YOU WISH TO OPPOSE THIS APPLICATION, you or an Ontario lawyer acting for you must forthwith prepare a notice of appearance in Form 38A prescribed by the Rules of Civil Procedure, serve it on the Applicant's lawyers, or where the Applicant does not have a lawyer, serve it on the Applicant and file it, with proof of service, in this court office, and you or your lawyer must appear at the hearing.

IF YOU WISH TO PRESENT AFFIDAVIT OR OTHER DOCUMENTARY EVIDENCE TO THE COURT OR TO EXAMINE OR CROSS-EXAMINE WITNESSES ON THE APPLICATION, you or your lawyer must, in addition to serving your notice of appearance, serve a copy of the evidence on the Applicant's lawyer or, where the Applicant does not have a lawyer, serve it on the Applicant, and file it, with proof of service, in the court office where the application is to be heard as soon as possible, but at least two days before the hearing.

IF YOU FAIL TO APPEAR AT THE HEARING, JUDGMENT MAY BE GIVEN IN YOUR ABSENCE AND WITHOUT FURTHER NOTICE TO YOU. IF YOU WISH TO OPPOSE THIS APPLICATION BUT ARE UNABLE TO PAY LEGAL FEES, LEGAL AID MAY BE AVAILABLE TO YOU BY CONTACTING A LOCAL LEGAL AID OFFICE.

Date: September , 2004

Issued by _____
Local Registrar

Address of court office:
393 University Avenue
Toronto, Ontario
M5G 2H9

APPLICATION

1. The Applicant makes application for:
 - (a) if necessary, leave to bring this application *ex parte*;
 - (b) in the alternative, if necessary, an order dispensing with service on all creditors of the Applicant and other interested persons;
 - (c) if necessary, leave to bring this application on short notice;
 - (d) an order under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, (the "CCAA") substantially in the form of the order attached as Schedule "A"; and
 - (e) such further and other relief as this Honourable Court may deem just.

2. The grounds for the application are:
 - (a) the provisions of the CCAA;
 - (b) Rule 14.05(2) of the Rules of Civil Procedure;
 - (c) the Applicant is currently insolvent;
 - (d) the Applicant intends to complete a reorganization of its business and has proposed a plan or plans of compromise or arrangement between itself and its stakeholders; and
 - (e) such further and other grounds as counsel may advise and this Honourable Court may permit.

3. The following documentary evidence will be used at the hearing of the application:
- (a) the affidavit of Sheldon Gross sworn September 14, 2004;
 - (b) the Consent of BDO Dunwoody Limited to act as Monitor; and
 - (c) such further and other materials as counsel may advise and this Honourable Court may permit.

Date of Issue: September 14, 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