

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

*In re:*

ARXX CORPORATION, *et al.*,<sup>1</sup>

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 13-13313 (KJC)

(Jointly Administered)

Ref. Docket No. 6

**ORDER SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE**

**THIS MATTER** was brought before the Court by Duff & Phelps Canada Restructuring Inc., the court-appointed receiver (the “**Receiver**”) and authorized foreign representative of ARXX Corporation; ARXX Building Products Inc.; ARXX Building Products U.S.A. Inc.; ECB Holdings, LLC; APS Holdings, LLC; Unisas Holdings, LLC; and Eco-Block International, LLC (collectively, the “**ARXX Debtors**”). The ARXX Debtors are in a proceeding under Canada’s *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, pending before the Ontario Superior Court of Justice, Commercial List. The Receiver commenced the above-captioned cases under chapter 15 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (as amended, the “**Bankruptcy Code**”) with the filing of petitions on behalf of the ARXX Debtors pursuant to sections 1504 and 1515 [Docket Nos. 1-7] and the *Verified Petition for Recognition of Foreign Proceeding and Related Relief and Motion for Provisional Relief in Aid of Canadian Proceeding*, dated December 27, 2013 [Docket No. 8] (collectively, the “**Chapter 15 Petitions**”). Further, the Receiver will file a motion seeking the recognition

<sup>1</sup> The last four digits of the United States Tax Identification Number, or similar foreign identification number, as applicable, follow in parentheses: ARXX Corporation (3572); ARXX Building Products Inc. (3569); ARXX Building Products U.S.A. Inc. (1061); ECB Holdings, LLC (3572); APS Holdings, LLC (3572); Unisas Holdings, LLC (3572); and Eco-Block International, LLC (3572). The ARXX Debtors’ executive headquarters is located at 800 Division Street, Cobourg, ON, Canada K9A 5V2.

and enforcement in the United States of (i) a sale process for the ARXX Debtors' businesses and assets and (ii) a vesting order of the Ontario Court (the "**Sale Approval and Vesting Order**"), transferring the ARXX Debtors' assets to Airlite Plastics Co. ("**Airlite**"), subject to the outcome of a marketing process to solicit superior offers (the "**Sale Motion**").

By its *Motion for Order Specifying Form and Manner of Service of Notice* (the "**Motion**"), the Receiver requested entry of an order pursuant to sections 105(a) and 1515 of the Bankruptcy Code and Rules 1007, 1011, 2002, 9007, and 9008 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") (i) approving the notice of the Chapter 15 Petitions in the form annexed hereto as Exhibit 1 (the "**Notice**"), (ii) specifying the manner of service of the Notice, and (iii) scheduling a hearing to consider the Chapter 15 Petitions and the Sale Motion on the same day.

The Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, section 1501 of the Bankruptcy Code, and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware* dated February 29, 2012, (ii) venue is proper in this district pursuant to 28 U.S.C. § 1410, and (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P) and the Court may enter a final order consistent with Article III of the United States Constitution, and after due deliberation and good and sufficient cause appearing for approval of the Motion,

**NOW, THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:**

1. The Motion is approved as set forth herein.
2. The form of the Notice is hereby approved.
3. Copies of the Notice shall be served by the Receiver by United States mail, first-class postage prepaid or by overnight courier upon all known creditors and all other

parties against whom relief is sought (or their counsel), including any such parties (or counsel) that have addresses outside the United States, in accordance with Bankruptcy Rules 1010 and 7004(a) and (b) on or before January 3, 2014, and (ii) by publication of the Notice in *The Wall Street Journal* (U.S. Edition) or *USA Today* on or before January 9, 2014.

4. If any party files a notice of appearance in this case, the Receiver shall serve the Notice and subsequent notices upon such party within ten (10) days of the filing of such notice of appearance if such documents have not already been served on such party (or its counsel).

5. Objections or responses to the Chapter 15 Petitions and/or the Sale Motion must be made pursuant to the Bankruptcy Code, the local rules of the Court, and the Bankruptcy Rules in writing describing the basis therefore, which objection or response must be filed with the Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and served upon respective counsel for the Receiver, Comerica, and Airlite so as to be received **January 24, 2014, at 4:00 p.m. (ET)**, in accordance with the requirements of Bankruptcy Rule 1011(b). Notices to counsel for the Receiver should be addressed to Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attention: Matthew Lunn. Notices to counsel for Comerica should be addressed to McMillan LLP, Brookfield Place, 181 Bay Street, Suite 4400, Toronto, ON, M5J 2T3, Attention: Brett Harrison. Notices to counsel for Airlite should be addressed to Stikeman Elliott LLP, 1155 boul. Rene-Levesque Ouest, 40<sup>th</sup> Floor, Montreal, QC H3B 3V2, Canada, Attention: Guy P. Martel and Dana Borshy and to Stikeman Elliott LLP, 5300 Commerce Court West, 199 Bay Street, Toronto, ON M5L 1B9, Canada, Attention: Kathryn Esaw.


6. A hearing to consider the Chapter 15 Petitions and the relief requested by the Sale Motion is scheduled for **January 31, 2014, at 11:00 a.m. (ET)**.

7. Service of the Notice in accordance with this Order is hereby approved as adequate and sufficient notice and service on all interested parties.

8. Service of this Order as provided in the Motion shall constitute adequate and sufficient service and notice.

9. This Court shall retain jurisdiction with respect to any and all matters relating to the interpretation or implementation of this Order.

Dated: Dec 30, 2013  
Wilmington, Delaware

  
United States Bankruptcy Judge

**EXHIBIT 1**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

*In re:*

ARXX CORPORATION, *et al.*,<sup>1</sup>

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 13-13313 (KJC)

(Jointly Administered)

Ref. Docket No. \_\_\_\_

**NOTICE OF FILING AND HEARING ON (I) PETITIONS SEEKING  
RECOGNITION OF FOREIGN PROCEEDING PURSUANT TO CHAPTER 15 OF  
THE UNITED STATES BANKRUPTCY CODE; AND (II) APPROVAL OF SALE OF  
ASSETS AND ENFORCEMENT AND RECOGNITION OF THE SALE AND SALE  
APPROVAL AND VESTING ORDER**

**PLEASE TAKE NOTICE** that on December 27, 2013, Duff & Phelps Canada Restructuring Inc., the court-appointed receiver (the “**Receiver**”) and authorized foreign representative of ARXX Corporation; ARXX Building Products Inc.; ARXX Building Products U.S.A. Inc.; ECB Holdings, LLC; APS Holdings, LLC; Unisas Holdings, LLC; and Eco-Block International, LLC (collectively, the “**ARXX Debtors**”) in a proceeding under Canada’s *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 (the “**Canadian Proceeding**”) pending before the Ontario Superior Court of Justice, Commercial List (the “**Ontario Court**”), filed petitions on behalf of the ARXX Debtors pursuant to sections 1504 and 1515 [Docket Nos. 1-7] and the *Verified Petition for Recognition of Foreign Proceeding and Related Relief and Motion for Provisional Relief in Aid of Canadian Proceeding*, dated December 27, 2013 [Docket No. 8] (collectively, the “**Chapter 15 Petitions**”) in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) under chapter 15 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (as amended, the “**Bankruptcy Code**”) commencing cases ancillary to the Canadian Proceeding (the “**Chapter 15 Cases**”) and seeking: (i) recognition of the Canadian Proceeding as a “foreign main proceeding” and relief in aid thereof, (ii) application of section 365(e) of the Bankruptcy Code in the Chapter 15 Cases, and (iii) enforcement in the United States of the Order of the Ontario Court dated December 9, 2013.

**PLEASE TAKE FURTHER NOTICE** that, on {•}, the Receiver filed the *Receiver’s Motion, Pursuant to Sections 105(a), 363, 1501, and 1521 of the Bankruptcy Code and Bankruptcy Rules 2002, 6004, and 9014, for Entry of an Order (I) Recognizing and Enforcing the Stalking Horse Order and the Sale Approval and Vesting Order; (II) Authorizing the Sale of All or Substantially All of the ARXX Debtors’ Assets Free and Clear of Any and All Liens, Claims, Encumbrances, and Other Interests; (III) Authorizing Assignment of Certain Executory Contracts and Unexpired Leases; and (IV) Granting Related Relief* (the “**Sale Motion**”) [Docket No. {•}]. The Sale Motion seeks recognition and enforcement in the United States of (i) a sale process for the ARXX Debtors’ businesses and assets and (ii) a vesting order of the Ontario Court (the “**Sale Approval and Vesting Order**”), transferring the ARXX Debtors’ assets to Airlite Plastics Co. (“**Airlite**”), subject to the outcome of a marketing process to solicit superior offers (the “**Sale Motion**”). The entry of the Sale Approval and Vesting Order is subject to the outcome of a marketing process to solicit superior offers, and the hearing on and approval of the Sale Motion is subject to entry of the Sale Approval and Vesting Order.

**PLEASE TAKE FURTHER NOTICE** that, on December 30, 2013, the Bankruptcy Court entered an order granting certain provisional relief under sections 105(a) and 1519 of the Bankruptcy Code (the “**Provisional Order**”). Pending the disposition of the Chapter 15 Petitions, the Provisional Order (i) stays

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execution against the ARXX Debtors' assets in the United States and (ii) applies sections 362 and 365(e) of the Bankruptcy Code in these Chapter 15 Cases.

**PLEASE TAKE FURTHER NOTICE** that a hearing has been scheduled for **January 31, 2014, at 11:00 a.m. (ET)** before the Honorable Kevin J. Carey at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom No. 5, Wilmington, Delaware 19801, to consider the Chapter 15 Petition, the Sale Motion, and any objections or responses thereto (the "**Recognition Hearing**").

**PLEASE TAKE FURTHER NOTICE** that objections or responses, if any, to the Chapter 15 Petitions and/or the Sale Motion must be made pursuant to the Bankruptcy Code, the local rules of the Bankruptcy Court, and Federal Rules of Bankruptcy Procedure, including, without limitation Rule 1011 of the Federal Rules of Bankruptcy Procedure, in writing and setting forth the basis therefore. Such objection must be filed with the Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and served upon respective counsel for the Receiver and Comerica Bank so as to be received by **January 24, 2014, at 4:00 p.m. (ET)**. Notices to counsel for the Receiver should be addressed to Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attention: Matthew Lunn. Notices to counsel for Comerica should be addressed to McMillan LLP, Brookfield Place, 181 Bay Street, Suite 4400, Toronto, ON, M5J 2T3, Attention: Brett Harrison. Notices to counsel for Airlite should be addressed to Stikeman Elliott LLP, 1155 boul. Rene-Levesque Ouest, 40th Floor, Montreal, QC H3B 3V2, Canada, Attention: Guy P. Martel and Dana Borshy and to Stikeman Elliott LLP, 5300 Commerce Court West, 199 Bay Street, Toronto, ON M5L 1B9, Canada, Attention: Kathryn Esaw.

**PLEASE TAKE FURTHER NOTICE** that, if no response or objection is timely filed and served as provided above, the Bankruptcy Court may grant the recognition and relief requested in the Chapter 15 Petitions and/or the Sale Motion without further notice or hearing.

**PLEASE TAKE FURTHER NOTICE** that the Recognition Hearing may be adjourned from time to time without further notice other than an announcement in open court at the Recognition Hearing of the adjourned date or dates or any further adjourned hearing.

**PLEASE TAKE FURTHER NOTICE** that no time period or place for the filing of proofs of claim has been established in the Canadian Proceeding. When a deadline is set, creditors will be given notice of the same and information on where to file claims and the procedure for filing claims.

Copies of the Chapter 15 Petitions, the Sale Motion, and other filings in these cases are presently available (1) on the Bankruptcy Court's Electronic Case Filing System, which can be accessed from the Bankruptcy Court's website at <https://ecf.deb.uscourts.gov> (a PACER login and a password are required to retrieve a document), (2) from the Receiver through its website at <http://www.duffandphelps.com/intl/en-ca/Pages/RestructuringCases.aspx?caseId=912> and/or (3) upon request to the Receiver's counsel at: Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Wilmington, DE 19801, Attn: Beth Olivere, Telephone: (302) 571-6557, Email: [bolivere@ycst.com](mailto:bolivere@ycst.com).

Dated: {●}, 2013  
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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