



Court File No. **CN-08-7672-0**

**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 WINDSOR MACHINE & STAMPING
LIMITED, LIPEL INVESTMENTS LTD., WMSL
HOLDINGS LTD., 442260 ONTARIO LTD., WINMACH
CANADA LTD., PRODUCTION MACHINE SERVICES
LTD., 538185 ONTARIO LTD., SOUTHERN WIRE
PRODUCTS LIMITED, PELLUS MANUFACTURING LTD.,
TILBURY ASSEMBLY LTD., ST. CLAIR FORMS INC.,
CENTROY ASSEMBLY LTD., PIONEER POLYMERS INC.,
G&R COLD FORGING INC., WINDSOR MACHINE DE
MEXICO, WINMACH INC., WINDSOR MACHINE
PRODUCTS, INC., WAYNE MANUFACTURING INC. and
383301 ONTARIO LIMITED**

Applicants

NOTICE OF APPLICATION

**Application under Section 11 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985,
c. C-36, as amended.**

TO THE RESPONDENTS LISTED HEREIN:

A LEGAL PROCEEDING HAS BEEN COMMENCED by the Applicants.
The claim made by the Applicants appears on the following pages.

THIS APPLICATION will come on for a hearing before a judge presiding over
the Commercial List on Wednesday, the 6th day of August, 2008 at 10:00 a.m. or so soon
thereafter as it may be heard at 330 University Avenue, Toronto.

IF YOU WISH TO OPPOSE THIS APPLICATION, to receive notice of any
step in the Application or to be served with any documents in the 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 Applicants' lawyer or, where the Applicants do not

have a lawyer, serve it on the Applicants, 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 Applicants' lawyer or, where the Applicants do not have a lawyer, serve it on the Applicants, and file it, with proof of service, in the court office where the application is to be heard as soon as possible, but not later than 2:00 p.m. on the date 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: August 6, 2008

Issued by:
Local registrar

Joanne Nicoara

Registrar, Superior Court of Justice

Address of court office
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Counsel for Proposal Trustee and Proposed Chief Restructuring Officer

APPLICATION

1. The Applicants make an application for an Order substantially in the form of the draft Order to be filed with the application record:

- (a) abridging the time for, or dispensing with, service or further service and filing of this notice of application and the application record;
- (b) declaring that each of the Applicants is a company to which the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") applies;
- (c) staying all proceedings or remedies taken or that might be taken against the Applicants, any of their property or any default by the Applicants without leave of the Court;
- (d) appointing RSM Richter Inc. ("Richter") to act as monitor of the Applicants;
- (e) appointing Doyle Salewski Inc. as Chief Restructuring Advisor to the Applicants;
- (f) authorizing the Applicants to file with the Court a plan of compromise or arrangement between the Applicants and certain of their creditors;
- (g) authorizing the Applicants to enter into arrangements with Bank of Montreal to finance their continued operations and expenses during this proceeding;
- (h) authorizing the Applicants to carry on business in a manner consistent with the preservation of, and realization on, its property and to make certain payments in connection with its business and the proceedings herein;
- (i) staying the proceedings commenced by Windsor Machine & Stamping Limited and certain other Applicants by the filing under the *Bankruptcy and Insolvency Act* (Canada) on August 1, 2008 of notices of intention to make a proposal (the "NOI's") and discharging the proposal trustee named in the NOI's; and
- (j) granting such further and other relief as the Applicant may request and this Honourable Court may deem just.

2. The grounds for the application are:

- (a) the Applicants are each companies to which the CCAA applies;
- (b) the Applicants each have assets in Canada and do business in Canada;
- (c) the claims against each of the Applicants exceed \$5,000,000;
- (d) each of the Applicants is insolvent;
- (e) the Applicants requires a stay of proceedings and the other relief requested in order to enable the Applicants to consider a plan of compromise or arrangement with certain of their creditors and to maximize value for all stakeholders;
- (f) the information and reasons contained in the Affidavit of Lionel J. Peltier, sworn August 6, 2008 ("Peliter Affidavit");
- (g) the information contained in the First Report of DSI in its capacities as Proposal Trustee and Proposed Chief Restructuring Advisor (the "DSI Report");
- (h) Richter has consented to act as the Monitor;
- (i) DSI has consented to act as the Chief Restructuring Advisor;
- (j) the provisions of the CCAA;
- (k) Rules 2.03, 3.02, 14.05 and 16 of the *Rules of Civil Procedure*, R.R.O 1990, Reg. 194;
- (l) the equitable jurisdiction of this Honourable Court; and
- (m) such further and other grounds as counsel may advise and this Court may permit.

3. The following documentary evidence will be used at the hearing of the application:

- (a) the Peltier Affidavit;

- (b) the DSI Report;
- (c) the consent of Richter to act as Monitor;
- (d) the consent of DSI to act as Chief Restructuring Advisor; and
- (e) such further and other materials as counsel may advise and this Court may permit.

Date: August 6, 2008

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ONTARIO
SUPERIOR COURT OF JUSTICE
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Proceeding commenced at Toronto

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