

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) FRIDAY, THE 13th DAY OF
)
JUSTICE CAMERON) MARCH, 2009

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 BURLINGTON TECHNOLOGIES INC.

ORDER

THIS MOTION, made by Burlington Technologies Inc. (the "**Applicant**"), for an order in the form attached as schedule "A" to the notice of motion of the Applicant dated March 9, 2009 (the "**Notice of Motion**") *inter alia*: (i) abridging and validating the timing and method of service of this Motion Record so that this Motion is properly returnable; (ii) further extending the Stay Period, as defined by the Order of the Honourable Mr. Justice Campbell in these proceedings made on December 9, 2008 (the "**Initial Order**") until May 1, 2009; (iii) approving the third report of the Monitor dated March 9, 2009 (the "**Third Report of the Monitor**") and the activities of the Monitor as set out therein; (iv) approving the Third DIP Loan Amending Agreement, substantially in the form to be attached to the Supplement to the Third Report of the Monitor, amending the DIP Loan Agreement (as defined in the Initial Order) (the "**Third DIP Loan Amendment Agreement**"); and (v) approving the fees and disbursements of the Monitor, the Monitor's counsel and counsel to the Applicant, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Third Report of the Monitor, the affidavit of Erwin Overmeyer sworn March 9, 2009 (the “**Overmeyer Affidavit**”), the affidavit of Christopher John Porter sworn March 6th, 2009 (the “**Porter Affidavit**”), the affidavit of Sandra Vitorovich sworn March 9th, 2009 (the “**Vitorovich Affidavit**”), the affidavit of Daniel R. Dowdall sworn March 9, 2009 (the “**Dowdall Affidavit**”), and on hearing the submissions of counsel for the Applicant, Royal Bank of Canada, Ford Motor Company and the Monitor, no one else appearing although duly served as appears from the affidavit of service of Laura Bowles-Dove sworn March 9th, 2009;

Service

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged so that this motion is properly returnable today and hereby dispenses with further service thereof.

Approval of Monitor’s Activities

2. **THIS COURT ORDERS** that the Third Report and the activities of the Monitor as set out therein, be and are hereby approved.

Extension of Stay of Proceedings

3. **THIS COURT ORDERS** that the terms of the Initial Order including, without limitation, the “Stay Period” as defined in paragraph 15 to the Initial Order, be and are hereby extended to May 1, 2009, subject to the terms of this Order.

Approval of DIP Loan Amendment Agreement

4. **THIS COURT ORDERS** that the Third DIP Loan Amendment Agreement, substantially in the form attached to the Supplement to the Third Report of the Monitor, be and is hereby approved and that the maximum amount of the borrowings under the DIP Facility (as defined in the Initial Order) be and is hereby increased from \$2,500,000 to \$3,000,000.

Approval of Fees

5. **THIS COURT ORDERS** that the fees and disbursements of the Monitor as set out in the Porter Affidavit be and are hereby approved;

6. **THIS COURT ORDERS** that the fees and disbursements of the Monitor's legal counsel, Aird & Berlis LLP, as set out in the Vitorovich Affidavit be and are hereby approved.
7. **THIS COURT ORDERS** that the fees and disbursements of the Applicant's legal counsel, Fraser Milner Casgrain LLP, as set out in the Dowdall Affidavit be and are hereby approved.
8. **NOTHING HEREIN** affects the rights of Deutsche Bank pursuant to the Order of Lederman J. dated 30 January, 2009.



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ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

MAR 13 2009

PER / PAR: TV

Court File No: 08-CL-7888-00-CL
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