

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) TUESDAY, THE 26th DAY OF
)
JUSTICE SIEGEL) MAY, 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 May 21, 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 June 5, 2009; (iii) approving the seventh report of the Monitor (the "**Seventh Report of the Monitor**") and the activities of the Monitor as set out therein; and (iv) approving the Sixth DIP Loan Amending Agreement, substantially in the form attached to the Seventh Report of the Monitor, amending the DIP Loan Agreement (as defined in the Initial Order) (the "**Sixth DIP Loan Amendment Agreement**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Erwin A. Overmeyer sworn May 21, 2009, the Seventh Report of the Monitor and the appendices thereto and on hearing the

Export Development Canada 2. *AMS*

submissions of counsel for the Applicant, Royal Bank of Canada, and the Monitor, no one else appearing although duly served as appears from the affidavit of service of Laura Bowles-Dove sworn May 21, 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 Seventh Report of the Monitor 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 of the Initial Order, be and are hereby extended to June 5, 2009, subject to the terms of this Order.

Approval of DIP Loan Amendment Agreement

4. **THIS COURT ORDERS** that the Sixth DIP Loan Amendment Agreement, substantially in the form attached to the Seventh Report of the Monitor, be and is hereby approved.

5. **NOTHING HEREIN** affects the rights of Deutsche Bank pursuant to the Order of Lederman J. dated 30 January, 2009.



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PER / PAR: *T*

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

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**PROCEEDING COMMENCED AT
TORONTO**

ORDER

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