

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

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) FRIDAY, THE 15th DAY OF
)
JUSTICE NEWBOULD) 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 12, 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 26, 2009; (iii) approving the sixth report of the Monitor (the "**Sixth Report of the Monitor**") and the activities of the Monitor as set out therein; (iv) approving the Fifth DIP Loan Amending Agreement, substantially in the form attached to the Fifth Report of the Monitor, amending the DIP Loan Agreement (as defined in the Initial Order) (the "**Fifth 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 affidavit of Erwin A. Overmeyer sworn May 12, 2009 (the “**Overmeyer Affidavit**”), the Sixth Report of the Monitor and the appendices thereto including the affidavit of Christopher John Porter sworn May 11, 2009 (the “**Porter Affidavit**”), the affidavit of Sandra Vitorovich sworn May 11, 2009 (the “**Vitorovich Affidavit**”), the affidavit of Daniel R. Dowdall sworn May 11, 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 May 12, 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 Sixth 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 May 26, 2009, subject to the terms of this Order.

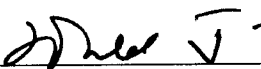
Approval of DIP Loan Amendment Agreement

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

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.



ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

MAY 15 2009

PER / PAR:

JSF

Joanne Nicoara
Registrar, Superior Court of Justice

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

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.

ONTARIO

SUPERIOR COURT OF JUSTICE

PROCEEDING COMMENCED AT
TORONTO

ORDER

FRASER MILNER CASGRAIN LLP

1 First Canadian Place
100 King Street West,
Toronto, Ontario
M5X 1B2

Lawyer: R. Shayne Kukulowicz / Jane Dietrich
LSUC: 30729S / 49302U
Email: shayne.kukulowicz@fmc-law.com /
jane.dietrich@fmc-law.com
Telephone: 416 863-4740 / 416-863-4467
Facsimile: 416 863-4592

*Lawyers for the Applicant Burlington
Technologies Inc.*