

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE MADAM ) WEDNESDAY, THE 15<sup>th</sup> DAY OF  
 )  
JUSTICE HOY ) APRIL, 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 April 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) approving the fourth report of the Monitor dated April 9, 2009 (the "**Fourth Report of the Monitor**") and the activities of the Monitor as set out therein; (iii) approving the accommodation agreements between the Applicant and each of General Motors Corporation ("**General Motors**") and Gates Canada Inc. ("**Gates**"), respectively and authorizing the Applicant to take such actions as contemplated therein; and (iv) approving the sale by Maynards Industries Ltd. and Beta Die Casting Equipment (collectively "**Maynards**") of the Redundant Assets (as defined in the Fourth Report of the Monitor) on terms substantially as set out in the auction services agreement attached to the Fourth Report of the Monitor as Exhibit "E" (the "**Maynards Agreement**") and vesting the Redundant Assets in the respective Purchasers

free and clear of any and all claims, encumbrances and security interests, was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Fourth Report of the Monitor and on hearing the submissions of counsel for the Applicant, Royal Bank of Canada and the Monitor, no one else appearing and making submissions although duly served as appears from the affidavit of service of Laura Bowles-Dove sworn April 9, 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 Fourth Report and the activities of the Monitor as set out therein, be and are hereby approved.

**Approval of Accommodation Agreements**

3. **THIS COURT ORDERS** that the accommodation agreements between the Applicant and each of GM and Gates, respectively, substantially in the forms attached to the Fourth Report of the Monitor as Exhibits "C" and "D", be and are hereby approved, and the Applicant be and is hereby authorized to take such actions as contemplated therein.

**Sale of Redundant Equipment**

4. **THIS COURT ORDERS** that the sale transaction contemplated with respect to Redundant Assets on terms substantially as set out in the Maynards Agreement, be and is hereby approved. The execution of the Maynards Agreement by the Applicant is hereby authorized and approved, and the Applicant is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the transactions contemplated by the Maynards Agreement.

5. **THIS COURT ORDERS** that upon delivery of a Bill of Sale, substantially in the form attached to the Maynards Agreement as Schedule "C", a Purchaser of Redundant Assets (as same is defined in such Bill of Sale), takes those assets set out on the applicable Bill of Sale, free and clear of and from any and all claims, security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, conditional sales contracts or title retention agreements, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, judgments, orders, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise and whether created by or pursuant to the orders made in these proceedings or other proceedings (collectively, the "**Claims**") including, without limiting the generality of the foregoing all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; (all of which are collectively referred to as the "**Encumbrances**") and, for greater certainty, this Court orders that all of the Claims and Encumbrances affecting or relating to such Redundant Assets are hereby expunged and discharged as against such Redundant Assets.

6. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Redundant Assets shall stand in the place and stead of the Redundant Assets, and that from and after the delivery of the applicable Bill of Sale all Claims and Encumbrances shall attach to the net proceeds from the sale of the Redundant Assets with the same priority as they had with respect to the Redundant Assets immediately prior to the sale, as if the Redundant Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.


7. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Applicant and any bankruptcy order issued pursuant to any such applications; and

- (c) any assignment in bankruptcy made in respect of the Applicant;

the approval of the Maynards Agreement and the vesting of the Redundant Assets in each Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Applicant and shall not be void or voidable by creditors of the Applicant, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

8. **THIS COURT ORDERS AND DECLARES** that any transaction contemplated by Maynards Agreement is exempt from the application of the *Bulk Sales Act* (Ontario).



Christina Irwin

Registrar, Superior Court of Justice

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

APR 15 2009

PER / PAR:



**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.

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**ONTARIO**

**SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT  
TORONTO

**ORDER**  
**(April 15, 2009)**

**FRASER MILNER CASGRAIN LLP**

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