

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) TUESDAY, THE 28th DAY OF
)
JUSTICE MARROCCO) 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 23, 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 fifth report of the Monitor dated April 23, 2009 (the "**Fifth Report of the Monitor**") and the activities of the Monitor as set out therein; (iii) 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 8, 2009; (iv) approving the accommodation agreement, substantially in the form attached to the Fifth Report of the Monitor, and the actions contemplated thereunder, between the Applicant, Schaeffler Canada Inc. and Schaeffler Group USA Inc. (collectively, "**Schaeffler**"); and (v) approving the Fourth DIP Loan Amendment 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 "**Fourth DIP**

Loan Amendment Agreement”), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Fifth Report of the Monitor, the affidavit of Erwin A. Overmeyer sworn April 23, 2009 (the “**Overmeyer 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 April 23, 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 any further service thereof hereby dispensed with.

Approval of Monitor’s Activities

2. **THIS COURT ORDERS** that the Fifth 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 15, 2009.

Approval of Accommodation Agreement

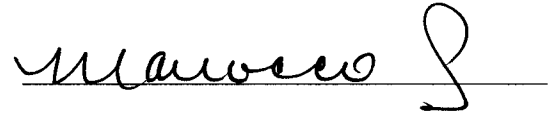
4. **THIS COURT ORDERS** that the accommodation agreement between the Applicant and Schaeffler, substantially in the form attached to the Fifth Report of the Monitor as Exhibit “D”, be and is hereby approved, and the Applicant be and is hereby authorized to take such actions as contemplated therein.

Approval of DIP Loan Amendment Agreement

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

3.

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

A handwritten signature in black ink, appearing to read "Massimo J.", written over a horizontal line.

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

APR 28 2009

PER / PAR: TV

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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PROCEEDING COMMENCED AT
TORONTO

ORDER
(April 28, 2009)

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