

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

***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.**

SUPPLEMENT TO THE FIFTH REPORT OF THE MONITOR

(April 28, 2009)

INTRODUCTION

1. This Supplement to the Monitor's Fifth Report is filed in support of a motion returnable April 28, 2009 to extend the stay of proceedings granted by the Initial Order, as extended, to May 15, 2009. The motion returnable April 28, 2009 (in support of which the Monitor's Fifth report was filed) was originally intended to extend the stay until May 8, 2009. However, it is has now been determined that a definitive Agreement of Purchase and Sale in respect of the Core Assets of BTI may be finalized by May 15, 2009 and, accordingly, an extension until that date is appropriate, by which date an approval and vesting order is expected to be sought. An extension until May 15, 2009 will, it is hoped, avoid the need to appear on two extension motions before that date.

DIP LOAN AND CASH FLOW PROJECTIONS TO MAY 1, 2009

2. As of April 10, 2009, BTI had drawn \$2.53 million on the DIP Loan facility.
3. BTI updated the Third Updated Projected Cash Flow to reflect actual results to date and timing differences for the period ending May 1, 2009, all as reflected in the "**Fourth Updated Projected Cash Flow**", a copy of which was attached as Exhibit "F" to the Fifth Report of the Monitor. The Fourth Updated Projected Cash Flow reflected actual results for the first eighteen weeks to April 10, 2009 and updated projections for the

period to May 8, 2009, based on the releases as at March 31, 2009. The Fourth Updated Projected Cash Flow was prepared by BTI, reviewed by the Monitor and submitted to the DIP Lender.

DIP LOAN AND CASH FLOW PROJECTIONS TO MAY 15, 2009

4. BTI has further updated the Fourth Updated Projected Cash Flow to extend the projection period to May 15, 2009. The “**Extended Fourth Updated Projected Cash Flow**”, a copy of which is attached as **Exhibit “A”** hereto and which reflects actual results for the first nineteen weeks to April 17, 2009 and updated projections for the period to May 15, 2009, based on the releases as at March 31, 2009. The Extended Fourth Updated Projected Cash Flow has been prepared by BTI and submitted to the Monitor and the DIP Lender.
5. The Monitor has, as part of its regular monitoring and as described in its previous reports, conducted reviews of the actual cash flow for the eighteen weeks to April 10, 2009. It has not had the opportunity to conduct a detailed review of the cash flow for the week ended April 17, 2009. However, the reported actual cash flow for this period appears plausible.
6. Projections for the projection period to May 15, 2009 have been adjusted from the Fourth Updated Projected Cash Flow, as is the Company’s practice, to reflect timing differences and accruals which are assumed to be paid in the projection period.
7. The DIP loan balance during the projection period is projected to remain under the \$3.0 million limit of the loan. The DIP loan balance is projected to reach its maximum during the projection period of \$2.7 million in the week ending May 15, 2009.
8. The Monitor understands that the Fourth DIP Loan Amendment Agreement which was attached as Exhibit “G” to the Monitor’s Fifth Report, will now, among other things, extend the term of the DIP Loan Agreement to May 15, 2009 (subject to certain events of default).

MONITOR'S ANALYSIS AND RECOMMENDATION

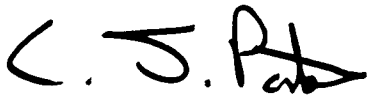
9. The Monitor recommends that this Honourable Court approve:
- (a) This Supplement to the Fifth Report and the activities of the Monitor set out herein;
 - (b) the extension of the Stay Period contained in the Initial Order from May 8, 2009 to May 15, 2009;
 - (c) An amendment to the Fourth DIP Extension extending same to May 15, 2009 rather than May 8, 2009.

This Supplemental Fifth Report is respectfully submitted.

BDO DUNWOODY LIMITED

In its capacity as Monitor in the Matter of a
Plan of Compromise or Arrangement of
Burlington Technologies Inc.

Per:



Christopher Porter