



Estate Number: 32-1591255
Court File No.: 32-1591255

**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY**

THE HONOURABLE MR.)
)
JUSTICE BROWN) FRIDAY, THE 24TH DAY
)
) OF FEBRUARY, 2012

**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF
BALDWIN PAPER CO. LIMITED**

ORDER

THIS MOTION, made by Baldwin Paper Co. Limited ("**Baldwin**") for an Order, *inter alia*,:

1. abridging the time for service of the Baldwin's Notice of Motion so that the motion is properly returnable on February 24, 2012;
2. approving the administrative consolidation of the restructuring proceedings of Baldwin and 9169-2707 Quebec Inc. ("**Papiers**", and together with Baldwin, the "**Baldwin Group**")
3. approving the Professionals Charge (as defined below);
4. approving a process for the sale of the Baldwin Group's businesses and assets; and
5. approving an extension of time to file a proposal.

was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Motion Record of the Baldwin Group, including the Affidavit of Bruce Baldwin sworn February 21, 2012 (the "**Baldwin Affidavits**"), and the exhibits thereto, First Report of the Proposal Trustee, and on hearing the submissions of counsel for the Proposal

Trustee, the Baldwin Group and Accord Financial Inc., no one appearing for any other person on the service list, although duly served as appears from the affidavit of service of Mary Gartland sworn February 22, 2012, filed,

SERVICE

1. **THIS COURT ORDERS** that the time for service and filing of the notice of motion and the motion record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

ADMINISTRATIVE CONSOLIDATION

2. **THIS COURT ORDERS** that the restructuring proceedings of Papiers (estate number: 32-1591550) (the “**Papiers Estate**”) and Baldwin (estate number: 32-1591255) (collectively the “**Restructuring Proceedings**”) are hereby administratively consolidated and the Restructuring Proceedings are hereby authorized and directed to continue under the following joint title of proceedings:

Court File Number: 32-1591255
Estate Number: 32-1591255

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF BALDWIN PAPER CO. LIMITED

Court File Number: 32-1591550
Estate Number: 32-1591550

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF 9169-2707 QUEBEC INC.

J. and all further materials in both matters shall be filed with the Commercial List Office only in the 32-1591255 court file. —

PROFESSIONALS CHARGE

3. **THIS COURT ORDERS** that the Proposal Trustee, counsel to the Proposal Trustee, and counsel to the Baldwin Group (the “**Administrative Professionals**”), shall be paid their

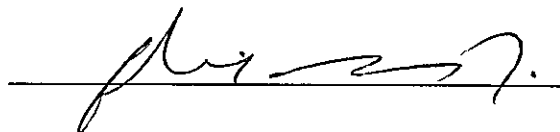
reasonable fees and disbursements in each case at their standard rates and charges, and that the Administrative Professionals shall be and hereby entitled to a charge (the “**Professionals Charge**”) on the assets, undertakings and properties of the Baldwin Group (the “**Property**”) to a maximum amount of \$150,000, to secure payment of the fees and disbursements of the Administrative Professionals, both before and after the making of this Order in respect of the Restructuring Proceedings, and that the Professionals Charge shall form a first charge on the Property in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any person but subject to section 14.06(7), 81.4(4) and 81.6(2) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (“**BIA**”), and behind all other encumbrances in favour of any person that has not been served with notice of this Motion.

SALE PROCESS

4. **THIS COURT ORDERS** that the Proposal Trustee is hereby directed and empowered to conduct a process for the sale of the Baldwin Group’s businesses and assets in accordance with the sale process described at paragraph 39 of the Affidavit of Bruce Baldwin sworn February 21, 2012 and the Proposal Trustee’s First Report to the Court.

STAY EXTENSION

5. **THIS COURT ORDERS** that the time for filing a proposal under section 50.4 of the BIA, is extended for a period of forty five (45) days to and including April 30, 2012.

A handwritten signature in black ink, appearing to be "Bruce Baldwin", is written over a horizontal line.

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

FEB 24 2012 

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF BALDWIN PAPER CO. LIMITED

Estate Number: 32-1591255
Court File No.: 32-1591255

**ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY**

Proceedings commenced at TORONTO

ORDER

CHAITONS LLP
Barristers and Solicitors
5000 Yonge Street, 10th Floor
Toronto, ON M2N 7E9

Harvey Chaiton (LSUC #21592F)
Tel: (416) 218-1129
Fax: (416) 218-1849

Maya Poliak (LSUC #54100A)
Tel: (416) 218-1161
Fax: (416) 218-1844

**Lawyers for Baldwin Paper Co. Limited/Papiers
Baldwin Compagnie Limitee and 9169-2707
Quebec Inc.**