



Court File No.: CV-11-9279-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE) FRIDAY, THE 18TH DAY
)
JUSTICE G.MORAWETZ) OF MAY, 2012

IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF CERTAIN PROCEEDINGS
TAKEN IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MASSACHUSETTS EASTERN DIVISION
WITH RESPECT TO THE COMPANIES LISTED ON
SCHEDULE "A" HERETO (THE "CHAPTER 11 DEBTORS")

APPLICATION OF
MASSACHUSETTS ELEPHANT & CASTLE GROUP, INC.

UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED

ORDER

(Re Third Report and Supplement to the Third Report of the Information Officer)

THESE MOTIONS, made by BDO Canada Limited (the "Information Officer"), in respect of those Debtors referred to in Schedule A (the "Debtors") dated May 3, 2012 and May 16, 2012, for orders approving the activities of the Information Officer as set out in the First, Second Third and Supplement to the Third Report of the Information Officer filed; an order approving the fees and disbursements of the Information Officer and its counsel, and for an order discharging BDO Canada Limited as Information Officer and for a dismissal of the application

herein, the proceedings having no further purpose, were heard this day at 330 University Avenue, 8TH Floor, Toronto, Ontario.

ON READING the Notice of Motion of May 3, 2012 and the Supplementary Notice of Motion of May 16, 2012, the first motion having been adjourned to this date, and on reading the the Third Report and Supplement to the Third Report of the Information Officer, and on hearing the submissions of counsel for the Information Officer no one else appearing though served as appears from the affidavits of K. Engelhardt, May 3 and May 16, 2012, filed:

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and Supplementary Notice of Motion and the Motion Records is hereby abridged, that this motion is properly returnable today and that this court hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the activities of the Court Appointed Information Officer, as set out in the First, Second and Third Reports dated May 3, 2012 and the Supplement to the Third Report dated May 16, 2012, are hereby approved.
3. **THIS COURT ORDERS** that the fees and disbursements of the Information Officer in the amount of \$54,592.50, excluding HST, plus the Receiver's estimate of \$5,000 for completion inclusive of taxes, be and is hereby approved;
4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver's counsel in the amount of \$20,371.15, excluding HST, plus the Receiver's counsel's estimate of \$5,000 for completion inclusive of taxes, be and is hereby approved.
5. **THIS COURT ORDERS** and directs the Information Officer to pay to the US Trustee in the US Chapter 7 Proceedings any amounts held by the Information Officer surplus to the payments to the above and upon the Information Officer doing so or confirming to the US Trustee that there is no such surplus, the Information Officer shall be discharged from all of its responsibilities provided however that notwithstanding its discharge herein (a) the Information Officer shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of BDO Canada Limited in its capacity as Information Officer.

6. **THIS COURT ORDERS** that the Information Officer shall maintain its website in these proceedings including the contact information for the US Trustee for the period up to and including the first meeting of creditors in the US Chapter 7 proceedings.
7. **THIS COURT ORDERS** that in all other respects this Application is hereby dismissed.



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

MAY 18 2012



SCHEDULE "A"

1. Massachusetts Elephant & Castle Group, Inc.
2. Repechage Investments Limited
3. Elephant & Castle Group Inc.
4. The Elephant and Castle Canada Inc.
5. Elephant & Castle, Inc. (a Texas Corporation)
6. Elephant & Castle Inc. (a Washington Corporation)
7. Elephant & Castle International, Inc.
8. Elephant & Castle of Pennsylvania, Inc.
9. E & C Pub, Inc.
10. Elephant & Castle East Huron, LLC
11. Elephant & Castle Illinois Corporation
12. E&C Eye Street, LLC
13. E & C Capital, LLC
14. Elephant & Castle (Chicago) Corporation

RCP-E 37A (July 1, 2007)

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE UNITED STATES BANKRUPTCY COURT FOR THE
DISTRICT OF MASSACHUSETTS EASTERN DIVISION WITH RESPECT TO THE COMPANIES LISTED ON SCHEDULE "A"
HERETO (THE "CHAPTER 11 DEBTORS") MASSACHUSETTS ELEPHANT & CASTLE GROUP, INC.

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PROCEEDING COMMENCED AT
TORONTO

ORDER

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RCP-E 4C (July 1, 2007)