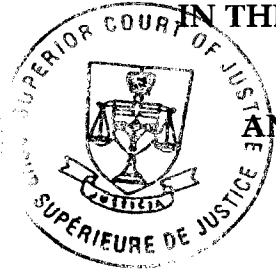


ONTARIO
SUPERIOR COURT OF JUSTICE - COMMERCIAL LIST

THE HONOURABLE) MONDAY THE 24TH
MADAM JUSTICE MESBUR)
) DAY OF JANUARY, 2011



IN THE MATTER OF THE BANKRUPTCY AND INSOLVENCY ACT, R.S.C., 1985,
c. B-3, AS AMENDED

AND IN THE MATTER OF BANKRUPTCY OF 4514858 CANADA INC.,
of in the City of Toronto, in the Province of Ontario

ORDER

THIS MOTION, made by FTI Consulting Canada Inc. ("FTI"), in its capacity as trustee in bankruptcy of 4514858 Canada Inc. ("4514858") seeking, *inter alia*, the consolidation of the bankrupt estates of Legacy NPC Partnership ("Legacy NPC") and 4514858 (together, the "Bankrupt Estates") was heard this day at 330 University Avenue, Toronto, Ontario.

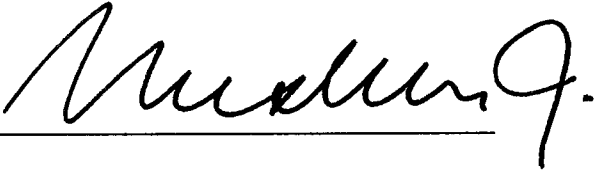
ON READING the Second Report of FTI in its capacity as trustee in bankruptcy of 4514858 dated December 16, 2010, the Second Report of FTI in its capacity as trustee in bankruptcy of Legacy NPC dated December 16, 2010, and no one else appearing, although properly served as appears from proof of service, filed.

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion Record herein be and it is hereby abridged, if necessary, that the motion is properly returnable today, that further service thereof be and is hereby dispensed with and that all parties entitled to receive service of the Notice of Motion have been duly served.

2. THIS COURT ORDERS that FTI, in its capacity as the trustee in bankruptcy of the consolidated bankruptcy estates of 4514848 and Legacy NPC (the "Trustee"), may administer the Bankrupt Estates on a consolidated basis, as follows:

- (a) a single Court file number of 31-1423389 and title of proceeding of "In the Matter of the Bankruptcy of 4514848 Canada Inc. and Legacy NPC Partnership" shall be assigned to the proceedings in the Bankrupt Estates;
- (b) the Trustee is authorized to administer the Bankrupt Estates as if such bankrupt estates were a single bankrupt estate for the purpose of carrying out its administrative duties and responsibilities as trustee under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended (the "BIA") with respect to the administration of bankrupt estates generally, including without limitation;
 - (i) meetings of creditors and inspectors in the Bankrupt Estates may be convened through one combined advertisement and conducted jointly, provided that the results of any creditors' vote shall be separately tabulated for each bankrupt estate;
 - (ii) the Trustee is authorized to issue consolidated reports in respect of the Bankrupt Estates;
 - (iii) the Trustee is authorized to perform a consolidated making, filing, advertising and distribution of all filings and notices in the Bankrupt Estates required under the BIA;
 - (iv) a single inspector elected in the bankrupt estate of Legacy NPC shall be the inspector for the consolidated bankrupt estate of 4514858 and Legacy NPC;

- (v) providing that the inspector of Legacy NPC, or other inspectors that may be subsequently elected, shall be the inspector(s) for the consolidated bankrupt estates of 4514858 and Legacy NPC;
 - (vi) the Trustee is authorized to open a single consolidated estate bank account for the Bankrupt Estates; and
 - (vii) the Trustee is authorized and directed to file all documents in any of 4514858 and Legacy NPC 's bankrupt estates in the Court file for the bankrupt estate of 4514858, being Court file number 31-1423389, and to file a copy of this order in the Court file for each 4514858 and Legacy NPC's bankrupt estates;
- (c) the Trustee is authorized to combine the pool of assets and liabilities of the Bankrupt Estates into one and to distribute that pool of assets to the creditors of both the Bankrupt Estates on a *pari pasu* basis; and
- (d) authorizing and directing that the reasonable fees of the Trustee be paid out of the consolidated bankrupt estate of 4514858 and Legacy NPC.



IN THE MATTER OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C., 1985, c. B-3, AS AMENDED
AND IN THE MATTER OF BANKRUPTCY OF 4514858 CANADA INC., of the City of Toronto, in the
Province of Ontario

Court File No: 31-1423389

**ONTARIO
SUPERIOR COURT OF JUSTICE -
COMMERCIAL LIST**

Proceeding commenced at Toronto

ORDER

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Maria Konyukhova LSUC#: 52880V
Tel: (416) 869-5230
Jennifer Imrie LSUC#: 56812H
Tel: (416) 869-6853
Fax: (416) 947-0866

Lawyers for the Trustee, FTI Consulting
Canada Inc.