



NO. L-053026
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*
R.S.C. 1985, c. C-36, s. 18.6**

AND

IN THE MATTER OF THE RECEIVERSHIP OF THE CONSUMERS TRUST

AND

IN THE MATTER OF THE CONSUMERS TRUST

PETITIONER

ORDER

BEFORE THE HONOURABLE
THE CHIEF JUSTICE

TUESDAY, THE 13TH DAY OF
DECEMBER, 2005

THIS WITHOUT NOTICE APPLICATION coming on for hearing at Vancouver, British Columbia on this day, and on hearing Christopher J. Ramsay, counsel for the Receivers of the Petitioner; AND ON READING the pleadings and other materials filed herein; AND pursuant to the *Companies' Creditors Arrangement Act*, R.S.C., 1985 c. C-36, as amended (the "CCAA"), and the equitable and inherent jurisdiction of this Honourable Court:

THIS COURT ORDERS AND DECLARES that:

Recognition of the U.S. Proceedings

1. The proceedings commenced by the Consumers Trust ("the Petitioner") on December 5th 2005 before the United States Bankruptcy Court, Southern District of New York (the "U.S. Court") for protection under Chapter 11 of Title 11 of the United States Bankruptcy Code (the "U.S. Proceedings") be and are hereby

recognized as a "foreign proceeding" for the purposes of section 18.6 of the CCAA.

2. The Petitioner is entitled to relief under section 18.6 of the CCAA.

Stay of Canadian Proceedings

3. Until and including the date that the stay imposed by the United States Bankruptcy Code expires, or such later date as the U.S. Court may order (the "Stay Date", and the period from the date hereof to the Stay Date being referred to as the "Stay Period"), no suit, application, proceeding, enforcement process, right or remedy (judicial or extra judicial, statutory or non-statutory) shall be commenced, proceeded with or continued in Canada (collectively, the "Proceedings") by any person, firm, corporation, government, administrative or regulatory body or other entity or organization (including, without limitation, any former, existing or future trustees, beneficiaries, creditors, customers, suppliers, employees, regulators, contracting parties, lessors, licensors, co-venturers or partners of the Petitioner) (collectively, "Persons" and individually a "Person") against or in respect of the Petitioner or any of the present or future property, assets, rights, undertaking, estate and effects of any nature of the Petitioner wheresoever located, and whether held directly or indirectly, as principal or nominee, beneficially or otherwise (collectively, the "Property"), and any and all Proceedings already commenced against or in respect of the Petitioner or any of the Property are hereby stayed and suspended and the continuation thereof is restrained unless the prior written consent of the Petitioner is obtained or leave of this Court is granted.
4. No Person may commence or continue any action, suit or other proceeding against any former, present or future trustee or officer of the Petitioner or that presently or in the future manages the business and affairs of the Petitioner (each, a "Trustee", and collectively the "Trustees") in respect of any claim against such Trustee that arose before the commencement of these proceedings and that relates to obligations of the Petitioner where such Trustee is or is alleged to be, under any law, liable in his or her capacity as such for the payment of such obligations, without first obtaining leave of this Court, upon seven (7) days written notice to the Petitioner's counsel of record and to all those referred to in this paragraph

whom it is proposed be named in such proceedings. However, notwithstanding the above, the Receiver may exercise all the powers contained in the Receivership Order.

Recognition of U.K. Order

5. The English High Court Order (the "Receivership Order") attached to the Petition in this proceeding as Schedule "A", pronounced by the Honourable Mr. Justice Lewison on November 14, 2005 in the High Court of Justice of England and Wales, Chancery Division, appointing David Rubin and Henry Lan (together the "Receiver") both of David Rubin & Partners, Pearl Assurance House, 319 Ballards Lane, London, N12 8LY, England, as joint receivers and managers of The Consumers Trust, is hereby recognized and enforceable as an order of this Honourable Court in the Province of British Columbia.
6. The Receiver shall incur no liability or obligation as a result of the recognition of the Receivership Order or the fulfillment by the Receiver of its duties in connection with this Order, and no action or other proceeding shall be commenced against the Receiver as a result of or relating in any way to the recognition of the Receivership Order or the fulfillment by the Receiver of its duties, except with prior leave of this Court.
7. The Receiver shall deliver to the Court a report signed by the Receiver at least once every month or at such other times as this Court may order or the Petitioner and the Receiver consider appropriate, summarizing the status of the U.S. Proceeding and such other information as the Receiver believes to be material in connection therewith or as ordered by the Court (the "Information Reports").

Claims Bar Dates and Proofs of Claim

8. The claims bar dates set out below, as established by the U.S. Court pursuant to the *United States Bankruptcy Code* (the "Bankruptcy Code") and the local rules for the Bankruptcy Court for the Southern District of New York, and as ordered and confirmed by the Claims Deadline and Procedures Order pronounced December 8, 2005 in the U.S. Proceedings be and are hereby recognized and binding upon all persons with any interest in the within proceedings.

- **March 15, 2006 at 5:00 p.m. Eastern Standard Time** for all creditors who are required to file proof of claims except for governmental units (as that terms is used in the Bankruptcy Code s. 101(27)).
- **June 6, 2006, at 5:00 p.m. Eastern Daylight Time** for governmental units

(the "Claims Bar Dates"),

9. The claim and notification forms as approved by the Claims Deadline and Procedures Order (to be mailed to creditors of the Petitioner and published in the national edition of the Globe and Mail and the National Post papers) as follows:
 - (i) Commencement Notice;
 - (ii) Proof of Claim;
 - (iii) Consumer Claim Explanation Notice; and
 - (iv) Notice of Bar Date and procedures for filing Proofs of Claim.

are hereby authorized, recognized and binding upon all persons with any interest in the within proceedings.

10. The Claims Deadline and Procedures Order be and is hereby recognized and binding upon all persons with any interest in the within proceedings.
11. Any person or entity which has asserted or wishes to assert a claim against the Petitioner is directed to pursue such claim only in the U.S. Proceedings and the claims process in the U.S. Proceedings shall be determinative of all such claims.

General Terms

12. The Petitioner shall give notice to all creditors and/or consumers resident in Canada of the making of this Order and of these proceedings by:

- (a) within 15 business days of the date of this Order, publishing a notice in substantially the form attached as Schedule "A" hereto (the "Notice") in the Globe & Mail (National Edition) and the National Post;
 - (b) within 15 business days of the date of this Order, the forwarding by Bankruptcy Services LLC a copy of the Notice and this Order; and
 - (c) such shall be deemed to be good and sufficient notice of the making of this Order and of these proceedings.
13. The Petitioner further be at liberty to serve any other orders in these proceedings, and all notices and other communications in connection therewith, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or electronic transmission to persons at their addresses as last shown on the records of the Petitioner and that any such service or notice by courier, personal delivery or electronic transmission shall be deemed to be received on the next business day following the date thereof, or if sent by prepaid ordinary mail, three business days after mailing;
14. The Petitioner shall be at liberty to take such additional proceedings under the CCAA or such other proceedings under the *Bankruptcy and Insolvency Act*, R.S.C. 1985, Chapter B-5, as amended or the *Winding-up and Restructuring Act*, R.S.C. 1985, chapter W-11, as amended, as may be permitted by such statutes and as the Petitioner at any time deems appropriate;
15. Notwithstanding any other provision of this Order, any interested person may apply to this Court to vary or rescind this Order or seek other relief upon seven days' notice to the Petitioner and to any other party likely to be affected by the order sought, or upon such other notice, if any, as this Court may order;
16. The Petitioner or Receiver may, from time to time, apply to this Court for directions in the discharge of their powers and duties hereunder or in respect of the proper execution of this Order;
17. The Petitioner is authorized to retain Fraser Milner Casgrain LLP ("FMC") as their counsel and authorizes the existing payment to FMC of a retainer in the

amount of \$150,000 to be held by FMC as security for payment of its fees and disbursements outstanding from time to time;

THIS COURT SEEKS AND REQUESTS

18. The aid and recognition of any court or any judicial, regulatory or administrative body in any province of Canada and the Federal Court of Canada and any judicial, regulatory or administrative tribunal or other court constituted pursuant to the Parliament of Canada or the legislature of any province and any court or any judicial, regulatory or administrative body of the United States and the states or other subdivisions of the United States and states and other subdivisions of any other nation or state to act in aid of and to be complementary to this Court in carrying out the terms of this Order.

BY THE COURT


DEPUTY DISTRICT REGISTRAR

APPROVED AS TO FORM:


CHRISTOPHER J. RAMSAY

Counsel for the Receivers of the Petitioner

ENTERED

DEC 13 2005

VANCOUVER REGISTRY

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SCHEDULE "A"

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VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*
R.S.C. 1985, c. C-36, s. 18.6**

IN THE MATTER OF THE CONSUMERS TRUST

PETITIONER

PLEASE TAKE NOTICE that this Notice is being given pursuant to an Order of the British Columbia Supreme Court (the "Canadian Court") made on December 13th 2005.

PLEASE TAKE FURTHER NOTICE that The Consumers Trust (the "Debtor") has filed for protection in the United States Bankruptcy Court, for the Southern District of New York (the "U.S. Court") under Chapter 11 of the *United States Bankruptcy Code* (the "U.S. Proceedings").

PLEASE TAKE FURTHER NOTICE that the Debtor has sought and obtained an Order from the Canadian Court under section 18.6 of the *Companies' Creditors Arrangement Act* (the "Recognition Order") that, among other things: (i) recognizes the U.S. Proceedings; (ii) stays all claims against the Debtor in Canada; and (iii) directs all persons with any interest or claim to pursue such claim only in the U.S. Proceedings and that the claims process in the U.S. Proceedings shall be determinative of all such claims.

PLEASE TAKE FURTHER NOTICE that Persons who wish to receive a copy of the Recognition Order or any further information in respect thereof or in respect of the matters set out in this Notice should contact:

Fraser Milner Casgrain LLP
15th Floor – 1040 West Georgia Street, Vancouver, B.C. V6E 4H8

Christopher J. Ramsay: (604) 622-5151 or e-mail at chris.ramsay@fmc-law.com

PLEASE TAKE FURTHER NOTICE that Persons wishing to obtain any further information in respect of the U.S. Proceedings should contact:

Katten Muchin Rosenman LLP
575 Madison Avenue, New York, NY 10022-2585

Qubilah A. Davis: (212) 940-6617 or e-mail at qubilah.davis@kattenlaw.com

PLEASE TAKE FURTHER NOTICE that critical motions, orders and notices before or issued by the U.S. Court and regarding the U.S. Proceedings are available at <http://www.nysb.uscourts.gov> and by then clicking on the link entitled "ECF/PACER" and then clicking on the link entitled "ECF-Live". You will then be provided with instructions on how to access documents

DATED this 13th day of December, 2005 in the City of Vancouver, in the Province of British Columbia.