

**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**

**APPLICATION OF HARTFORD COMPUTER HARDWARE, INC.
UNDER SECTION 46 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
NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION
WITH RESPECT TO HARTFORD COMPUTER HARDWARE,
INC., NEXICORE SERVICES, LLC, HARTFORD COMPUTER
GROUP, INC. AND HARTFORD COMPUTER GOVERNMENT,
INC. (COLLECTIVELY, THE "CHAPTER 11 DEBTORS")**

**FACTUM OF THE APPLICANT
(Application returnable on December 21, 2011)**

December 16, 2011

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PART I - NATURE OF THE MOTION

1. This factum is filed in support of an Application brought by Hartford Computer Hardware, Inc. ("**Hartford**" or the "**Applicant**"), in its capacity as foreign representative of the Chapter 11 Debtors, for orders pursuant to sections 46 through 49 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") providing for, *inter alia*:

- (a) an Initial Recognition Order declaring that, *inter alia*: (i) Hartford is a “foreign representative” pursuant to Section 45 of the CCAA and is entitled to bring this Application pursuant to Section 46 of the CCAA; (ii) the Chapter 11 Proceeding (as defined below) is recognized as a “foreign main proceeding” for the purposes of Section 47 and 48 of the CCAA; (iii) any claims, rights, liens or proceedings against or in respect of the Chapter 11 Debtors, the directors and officers of the Chapter 11 Debtors and the Chapter 11 Debtors’ property are stayed; and
- (b) a Supplemental Order, *inter alia*; (i) recognizing in Canada and enforcing certain orders of the U.S. Court made in the Chapter 11 Proceeding; (ii) appointing FTI Consulting Canada Inc. (“FTI”) as the Information Officer in respect of this proceeding (in such capacity, the “**Information Officer**”); (iii) granting an Administration Charge over the Chapter 11 Debtors’ property.

PART II - THE FACTS

2. The Chapter 11 Debtors are one of the leading providers of repair and installation services in North America for consumer electronics and computers. The Chapter 11 Debtors operate in three complementary business lines: parts distribution and repair; depot repair; and onsite repair and installation. Products serviced include laptop and desktop computers, commercial computer systems, flat-screen televisions, consumer gaming units, printers, interactive whiteboards, peripherals, servers, POS devices, and other electronic devices.

Affidavit of Brian Mittman sworn December 12, 2011 at para. 7 [the “Mittman Affidavit”].

3. On December 12, 2011, the Chapter 11 Debtors commenced proceedings (the “**Chapter 11 Proceeding**”) in the United States Bankruptcy Court for the Northern District of Illinois Eastern Division (the “**U.S. Court**”) by each filing a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101- 1532 (the “**Bankruptcy Code**”). Copies of the voluntary petition filed on behalf of each of the Chapter 11 Debtors are annexed to the Affidavit of Alana Shepherd sworn in support of this Application. Certified copies of the voluntary petitions will be filed with the Court.

Mittman Affidavit at para. 3.

Affidavit of Alana Shepherd sworn December 13, 2011 at Exhibits “A” through “D”.

4. Other than the Chapter 11 Proceedings and these proceedings, there are no other foreign proceedings in respect of the Chapter 11 Debtors.

Mittman Affidavit at para. 3.

5. In order to enable the Chapter 11 Debtors to minimize the adverse effects of the commencement of the Chapter 11 Proceeding on their business operations, the Chapter 11 Debtors requested various types of relief from the U.S. Court in certain “First Day” motions (collectively, the “**First Day Motions**”).

Mittman Affidavit at para. 4.

6. On December 15, 2011, the U.S. Court in the Chapter 11 Proceeding made the following Orders (the “**First Day Orders**”) in respect of the First Day Motions, *inter alia*:

- (a) an Order authorizing Hartford to act as the foreign representative of the Chapter 11 Debtors pursuant to section 1505 under the Bankruptcy Code (the “**Foreign Representative Order**”);
- (b) Orders directing joint administration of the Chapter 11 Debtors’ cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) (collectively, the “**Joint Administration Order**”);
- (c) an Order: (i) authorizing payment of prepetition employee obligations and related withholding taxes; (ii) authorizing the prepetition employee benefits and continuation of the employee benefit plans; and (iii) directing all banks to honour prepetition cheques for payment of prepetition employee obligations (the “**Prepetition Wages Order**”);
- (d) an Order authorizing the Chapter 11 Debtors to (i) honour certain prepetition obligations to customers and (ii) continue their customer programs and practices in the ordinary course of business (the “**Customer Obligations Order**”);
- (e) an Order (i) authorizing the payment of certain prepetition shipping charges and (ii) granting certain related relief (the “**Prepetition Shipping Order**”);
- (f) an Order pursuant to sections 105(a) and 363 of the Bankruptcy Code (i) authorizing the Chapter 11 Debtors to honour prepetition insurance policies and renew such policies in the ordinary course of business and (ii) granting related relief (the “**Insurance Order**”);

- (g) an Order authorizing the Chapter 11 Debtors to pay prepetition sales, use, and other tax obligations (the “**Prepetition Taxes Order**”);
- (h) an interim and proposed final Order: (i) prohibiting utilities from altering, refusing, or discontinuing services to, or discriminating against, the debtors; (ii) determining that the utilities are adequately assured of future payment; (iii) establishing procedures for determining requests for additional assurance; and (iv) permitting utility companies to opt out of the procedures established therein (the “**Utilities Order**”);
- (i) an Order approving the continued use of existing bank accounts, business forms, and cash management system, and providing a limited waiver of the requirements of section 345(b) of the Bankruptcy Code (the “**Cash Management Order**”);
- (j) An Order appointing Kurtzman Carson Consultants LLC as the official claims and noticing agent and to provide other essential services to the estates (the “**Claims Agent Order**”); and
- (k) an interim Order: (i) authorizing the debtors to obtain post-petition financing pursuant to section 364 of the Bankruptcy Code; (ii) authorizing the use of cash collateral pursuant to section 363 of the Bankruptcy Code; (iii) granting adequate protection to the prepetition secured lender pursuant to sections 361 and 363 of the Bankruptcy Code; and (iv) scheduling a final hearing pursuant to Bankruptcy Rule 4001 (the “**Interim DIP Facility Order**”).

Supplemental Shepherd Affidavit at para. 3.

7. Copies of the First Day Orders, except the Interim DIP Facility Order which is in the process of being issued by the U.S. Court, are annexed as Exhibits to the Supplemental Shepherd Affidavit sworn in support of this Application and certified copies of the First Day Orders will be filed with the Court. The Foreign Representative Order is the instrument authorizing Hartford to act as the Foreign Representative of the Chapter 11 Debtors.

Supplemental Affidavit of Alana Shepherd sworn December 16, 2011 at Exhibits “A” through “J” [“Supplemental Shepherd Affidavit”].

8. The Chapter 11 Debtors operate out of five locations: (1) Schaumburg, Illinois; (2) Simi Valley, California; (3) Tampa, Florida; (4) Columbia, Maryland; and (5) Markham, Ontario.

Mittman Affidavit at para. 8.

9. All of the Chapter 11 Debtors are incorporated in various jurisdictions in the United States and each has its registered office in the United States. In particular, the jurisdiction of incorporation and registered office for each of the Chapter 11 Debtors are as follows:

Chapter 11 Debtor	Jurisdiction of Incorporation	Registered Office/Corporate Headquarters
Hartford	Illinois	Schaumburg, Illinois
Hartford Computer Group, Inc. (“HCG”)	Delaware	Simi Valley, California
Hartford Computer Government, Inc.	Illinois	Schaumburg, Illinois

Chapter 11 Debtor	Jurisdiction of Incorporation	Registered Office/Corporate Headquarters
Nexicore Services, LLC ("Nexicore")	Delaware	New Port Richey, Florida

Mittman Affidavit at para. 10.

10. The management of the Chapter 11 Debtors is all located in the United States, with the exception of a general manager of the Canadian operations who is located in Canada.

Mittman Affidavit at para. 11.

11. All of the other Chapter 11 Debtors operate exclusively in the United States, with the exception of HCG, which also has operations in Canada. The Chapter 11 Debtors collectively have 486 employees. HCG employs approximately 113 employees at its Canadian operations in Markham, Ontario.

Mittman Affidavit at para. 12.

12. The Chapter 11 Debtors actively marketed the business since late January 2011, focusing on a sale of substantially all of their assets as a going concern. As a result on December 12, 2011, Avnet, Inc. and Avnet International (Canada) Ltd. (together, the "**Stalking Horse Bidder**") executed an Asset Purchase Agreement pursuant to which the Stalking Horse Bidder will purchase, subject to higher and better bids and an Order of the U.S. Court recognized by this Honourable Court, substantially all of the assets of HCG and Nexicore.

Mittman Declaration filed in support of the First Day Motions, at para. 16 and 20, Exhibit "A" of the Mittman Affidavit ["Mittman Declaration"].

13. During the Chapter 11 Proceeding, the Chapter 11 Debtors intend to proceed with a sale process with the use of the Stalking Horse Bid on an expedited bases based on their view that a prompt auction and sale will maximize value for the Chapter 11 Debtors' creditors and other stakeholders.

Mittman Declaration at para. 22.

PART III - THE ISSUES

14. Should this Honourable Court recognize the Chapter 11 Proceeding as a foreign main proceeding pursuant to Part IV of the CCAA and grant the orders requested pursuant to Sections 46-49 of the CCAA?

PART IV - THE LAW

Recognition of Foreign Proceedings under Part IV of the CCAA

15. The purpose of Part IV of the CCAA is set out in Section 44, which provides as follows:
44. The purpose of this Part is to provide mechanisms for dealing with cases of cross-border insolvencies and to promote
- (a) cooperation between the courts and other competent authorities in Canada with those of foreign jurisdictions in cases of cross-border insolvencies;
 - (b) greater legal certainty for trade and investment;
 - (c) the fair and efficient administration of cross-border insolvencies that protects the interests of creditors and other interested persons, and those of debtor companies;
 - (d) the protection and the maximization of the value of debtor company's property; and

(e) the rescue of financially troubled businesses to protect investment and preserve employment.

Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-46, Section 44 [CCAA].

16. Pursuant to Section 46(1) of the CCAA, a foreign representative may apply to the court for recognition of the foreign proceeding in respect of which he or she is a foreign representative.

CCAA, Section 46(1).

17. Pursuant to Section 47(1) of the CCAA, the Court shall make an order recognizing the foreign proceeding if the following two requirements are met: (a) the proceeding is a foreign proceeding, and (b) the applicant is a foreign representative in respect of that proceeding.

CCAA, Section 47(1).

18. The courts have consistently recognized proceedings under Chapter 11 of the U.S. Bankruptcy Code to be foreign proceedings for the purposes of the CCAA.

Re Babcock & Wilcox Canada Ltd., 2000 CarswellOnt 704, para 13, Brief of Authorities of the Applicant, Tab 1 [*Babcock*].

Lear Canada, Re, 2009 CarswellOnt 4232, para 12 (S.C.J. [Commercial List]), Brief of Authorities of the Applicant, Tab 2 [*Lear Canada*].

19. Section 45(1) of the CCAA defines a foreign representative as:

a person or body, including one appointed on an interim basis, who is authorized, in a foreign proceeding respect of a debtor company, to

(a) monitor the debtor company's business and financial affairs for the purpose of reorganization; or

(b) act as a representative in respect of the foreign proceeding.

CCAA, Section 45(1)

20. Hartford was appointed by the U.S. Court as the foreign representative of the Chapter 11 Debtors pursuant to the Foreign Representative Order dated December 15, 2011.

Supplemental Shepherd Affidavit at Exhibit “A”.

The Chapter 11 Proceeding is a Foreign Main Proceeding

21. Pursuant to Section 47(2) of the CCAA, the Court is required to specify in its order whether the foreign proceeding is a foreign main proceeding or foreign non-main proceeding.

CCAA, Section 47(1).

22. A “foreign main proceeding” is defined in the CCAA as a foreign proceeding in a jurisdiction where the debtor company has the centre of its main interests (“**COMI**”).

CCAA, Section 45(1).

23. Section 45(2) of the CCAA provides that, in the absence of proof to the contrary, a debtor company’s registered office is deemed to be its COMI.

CCAA, Section 45(2).

24. In this proceeding, the registered offices and headquarters of each of the Chapter 11 Debtors is located in the United States of America (the “**United States**”). As a result, the Applicant submits that the COMI of the Chapter 11 Debtors is the United States and that

the Chapter 11 Proceeding therefore should be recognized as a foreign main proceeding on that basis.

Mittman Affidavit at para. 10.

25. Although the Applicants submit it is not necessary to do any further analysis in respect of COMI in this case, in circumstances where it becomes necessary to do so, the Courts have considered the following factors as being relevant or providing guidance in determining the COMI of a debtor company:

- (a) the location where corporate decisions are made;
- (b) the location of employee administrations, including human resource functions;
- (c) the location of the debtor's marketing and communication functions;
- (d) whether the enterprise is managed on a consolidated basis;
- (e) the extent of integration of an enterprise's international operations;
- (f) the centre of an enterprise's corporate, banking, strategic and management functions;
- (g) the existence of shared management within entities and in an organization;
- (h) the location where cash management and accounting functions are overseen;
- (i) the location where pricing decisions and new business development initiatives are created; and
- (j) the seat of an enterprise's treasury management functions, including management of accounts receivable and accounts payable.

***Re Angiotech Pharmaceuticals Ltd.*, 2011 CarswellBC 124, para 7 (S.C.), Brief of Authorities of the Applicant, Tab 3.**

***Re Massachusetts Elephant & Castle Group Inc.*, 2011 CarswellOnt 6610, paras. 26-27 (S.C.J.), Brief of Authorities of the Applicant, Tab 4 [*Elephant*].**

26. The Court has indicated that some of the factors listed above or other factors may be considered to be more important than others but nevertheless no one factor is necessarily determinative and all may be considered depending on the case. The factors determined usually to be significant are as follows:

(a) the location of the debtor's headquarters or head office functions or nerve centre;

(b) the location of the debtor's management; and

(c) the location which significant creditors recognize as being the centre of the company's operations.

Elephant, paras. 28 and 30.

27. In addition to having each of their registered offices in the United States, the Chapter 11 Debtors have their COMI in the United States for the following reasons:

(a) the location of the corporate headquarters for each of the Chapter 11 Debtors is in the United States;

(b) the Chapter 11 Debtors' management are located in the United States, with the exception of the general manager of the Canadian operations who is located in Canada; and

(c) the Chapter 11 Debtors' prepetition senior secured lender and DIP Lender, Delaware Street Capital Master Fund, L.P., supports the Chapter 11 Debtors' proceedings in the U.S. Court.

Mittman Affidavit at paras. 10 and 11.

28. Where the Court recognizes a foreign proceeding as a foreign main proceeding, certain automatic relief is provided. Section 48 provides as follows:

48. (1) Subject to subsections (2) to (4), on the making of an order recognizing a foreign proceeding that is specified to be a foreign main proceeding, the court shall make an order, subject to any terms and conditions it considers appropriate,

(a) staying, until otherwise ordered by the court, for any period that the court considers necessary, all proceedings taken or that might be taken against the debtor company under the Bankruptcy and Insolvency Act or the Winding-up and Restructuring Act;

(b) restraining, until otherwise ordered by the court, further proceedings in any action, suit or proceeding against the debtor company;

(c) prohibiting, until otherwise ordered by the court, the commencement of any action, suit or proceeding against the debtor company; and

(d) prohibiting the debtor company from selling or otherwise disposing of, outside the ordinary course of its business, any of the debtor company's property in Canada that relates to the business and prohibiting the debtor company from selling or otherwise disposing of any of its other property in Canada.

CCAA, Section 48(1).

29. In addition to the automatic relief provided for in Section 48, pursuant to Section 49 of the CCAA, the Court is authorized to grant further discretionary relief. In particular, if the Court is satisfied that it is necessary for the protection of the debtor company's property or the interests of a creditor or creditors, the Court may make any order that it considers appropriate.

CCAA, Section 49(1).

30. Moreover, pursuant to Section 50, an Order under Part IV of the CCAA “may be made on any terms and conditions that the court considers appropriate in the circumstances.”

CCAA, Section 50.

31. In the context of cross-border insolvencies, Canadian and U.S. courts have made efforts to complement, coordinate and accommodate the proceedings of each other.

***Babcock*, para 9.**

***Lear Canada*, para 11.**

32. Courts have noted that comity and cooperation are increasingly important in the insolvency context. Without cooperation, there would be multiple proceedings, inconsistent judgments and general uncertainty.

***Roberts v. Picture Butte Municipal Hospital*, 1998 CarswellAlta 646, para 20 (Q.B.),
Brief of Authorities of the Applicant, Tab 5.**

33. The Applicant submits that recognition of the First Day Orders is appropriate in the circumstances and is consistent with the comity and cooperation among Courts in Canada and the United States in insolvency proceedings.

34. Granting the relief sought in the Initial Recognition Order and the Supplemental Order will enable the Chapter 11 Debtors to continue to operate in the ordinary course during the Chapter 11 Proceedings. This will allow a sales process to be undertaken to maximize value for the Chapter 11 Debtors and other stakeholders.

Mittman Declaration, para 22.

***Lear Canada*, para 17.**

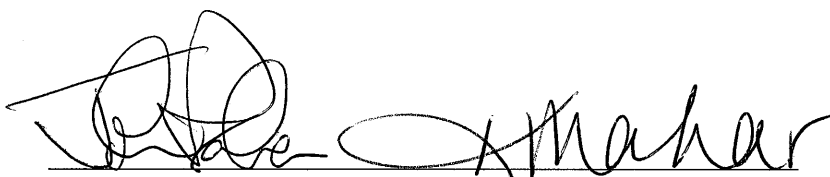
35. The proposed Information Officer, FTI, supports the relief sought by the Applicant.

PART V - RELIEF REQUESTED

36. The Applicant requests that this Honourable Court grant the Initial Recognition Order and the Supplemental Order, each substantially in the form of the draft Orders contained at tabs 7 and 8 of the Application Record.

ALL OF WHICH IS RESPECTFULLY SUBMITTED this 16th day of December, 2011.

December 16, 2011

Handwritten signature of John T. Porter and Kyla Mahar, written in black ink over a horizontal line.

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**SCHEDULE “A”
LIST OF AUTHORITIES**

1. *Re Babcock & Wilcox Canada Ltd.*, 2000 CarswellOnt 704 (S.C.J. [Commercial List]).
2. *Lear Canada, Re*, 2009 CarswellOnt 4232 (S.C.J. [Commercial List]).
3. *Re Angiotech Pharmaceuticals Ltd.*, 2011 CarswellBC 124 (S.C.).
4. *Re Massachusetts Elephant & Castle Group Inc.*, 2011 CarswellOnt 6610 (S.C.J.).
5. *Roberts v. Picture Butte Municipal Hospital*, 1998 CarswellAlta 646 (Q.B.).

SCHEDULE “B” RELEVANT STATUTES

Purpose

44. The purpose of this Part is to provide mechanisms for dealing with cases of cross-border insolvencies and to promote

- (a) cooperation between the courts and other competent authorities in Canada with those of foreign jurisdictions in cases of cross-border insolvencies;
- (b) greater legal certainty for trade and investment;
- (c) the fair and efficient administration of cross-border insolvencies that protects the interests of creditors and other interested persons, and those of debtor companies;
- (d) the protection and the maximization of the value of debtor company’s property;
and
- (e) the rescue of financially troubled businesses to protect investment and preserve employment.

Definitions

45. (1) The following definitions apply in this Part.

“foreign court” means a judicial or other authority competent to control or supervise a foreign proceeding.

“foreign main proceeding” means a foreign proceeding in a jurisdiction where the debtor company has the centre of its main interests.

“foreign non-main proceeding” means a foreign proceeding, other than a foreign main proceeding.

“foreign proceeding” means a judicial or an administrative proceeding, including an interim proceeding, in a jurisdiction outside Canada dealing with creditors’ collective interests generally under any law relating to bankruptcy or insolvency in which a debtor company’s business and financial affairs are subject to control or supervision by a foreign court for the purpose of reorganization.

“foreign representative” means a person or body, including one appointed on an interim basis, who is authorized, in a foreign proceeding respect of a debtor company, to

- (a) monitor the debtor company’s business and financial affairs for the purpose of reorganization; or
- (b) act as a representative in respect of the foreign proceeding.

(2) For the purposes of this Part, in the absence of proof to the contrary, a debtor company’s registered office is deemed to be the centre of its main interests.

Application for recognition of a foreign proceeding

46. (1) A foreign representative may apply to the court for recognition of the foreign proceeding in respect of which he or she is a foreign representative.

Documents that must accompany application

(2) Subject to subsection (3), the application must be accompanied by

- (a) a certified copy of the instrument, however designated, that commenced the foreign proceeding or a certificate from the foreign court affirming the existence of the foreign proceeding;
- (b) a certified copy of the instrument, however designated, authorizing the foreign representative to act in that capacity or a certificate from the foreign court affirming the foreign representative’s authority to act in that capacity; and
- (c) a statement identifying all foreign proceedings in respect of the debtor company that are known to the foreign representative.

Documents may be considered as proof

(3) The court may, without further proof, accept the documents referred to in paragraphs (2)(a) and (b) as evidence that the proceeding to which they relate is a foreign proceeding and that the applicant is a foreign representative in respect of the foreign proceeding.

Other evidence

(4) In the absence of the documents referred to in paragraphs (2)(a) and (b), the court may accept any other evidence of the existence of the foreign proceeding and of the foreign representative's authority that it considers appropriate.

Translation

(5) The court may require a translation of any document accompanying the application.

Order recognizing foreign proceeding

47. (1) If the court is satisfied that the application for the recognition of a foreign proceeding relates to a foreign proceeding and that the applicant is a foreign representative in respect of that foreign proceeding, the court shall make an order recognizing the foreign proceeding.

Nature of foreign proceeding to be specified

(2) The court shall specify in the order whether the foreign proceeding is a foreign main proceeding or a foreign non-main proceeding.

Order relating to recognition of a foreign main proceeding

48. (1) Subject to subsections (2) to (4), on the making of an order recognizing a foreign proceeding that is specified to be a foreign main proceeding, the court shall make an order, subject to any terms and conditions it considers appropriate,

- (a) staying, until otherwise ordered by the court, for any period that the court considers necessary, all proceedings taken or that might be taken against the debtor company under the *Bankruptcy and Insolvency Act* or the *Winding-up and Restructuring Act*;
- (b) restraining, until otherwise ordered by the court, further proceedings in any action, suit or proceeding against the debtor company;
- (c) prohibiting, until otherwise ordered by the court, the commencement of any action, suit or proceeding against the debtor company; and

- (d) prohibiting the debtor company from selling or otherwise disposing of, outside the ordinary course of its business, any of the debtor company's property in Canada that relates to the business and prohibiting the debtor company from selling or otherwise disposing of any of its other property in Canada.

Scope of order

(2) The order made under subsection (1) must be consistent with any order that may be made under this Act.

When subsection (1) does not apply

(3) Subsection (1) does not apply if any proceedings under this Act have been commenced in respect of the debtor company at the time the order recognizing the foreign proceeding is made.

Application of this and other Acts

(4) Nothing in subsection (1) precludes the debtor company from commencing or continuing proceedings under this Act, the *Bankruptcy and Insolvency Act* or the *Winding-up and Restructuring Act* in respect of the debtor company.

Other orders

49. (1) If an order recognizing a foreign proceeding is made, the court may, on application by the foreign representative who applied for the order, if the court is satisfied that it is necessary for the protection of the debtor company's property or the interests of a creditor or creditors, make any order that it considers appropriate, including an order

- (a) if the foreign proceeding is a foreign non-main proceeding, referred to in subsection 48(1);
- (b) respecting the examination of witnesses, the taking of evidence or the delivery of information concerning the debtor company's property, business and financial affairs, debts, liabilities and obligations; and
- (c) authorizing the foreign representative to monitor the debtor company's business and financial affairs in Canada for the purpose of reorganization.

Restriction

(2) If any proceedings under this Act have been commenced in respect of the debtor company at the time an order recognizing the foreign proceeding is made, an order made under subsection (1) must be consistent with any order that may be made in any proceedings under this Act.

Application of this and other Acts

(3) The making of an order under paragraph (1)(a) does not preclude the commencement or the continuation of proceedings under this Act, the *Bankruptcy and Insolvency Act* or the *Winding-up and Restructuring Act* in respect of the debtor company.

Terms and conditions of orders

50. An order under this Part may be made on any terms and conditions that the court considers appropriate in the circumstances.

Commencement or continuation of proceedings

51. If an order is made recognizing a foreign proceeding, the foreign representative may commence and continue proceedings under this Act in respect of a debtor company as if the foreign representative were a creditor of the debtor company, or the debtor company, as the case may be.

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Court File No. CV-11-9514-00CL

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Proceedings commenced at **Toronto**

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