



2. **THIS COURT ORDERS** that Central be authorized, pursuant to section 38 of the *Bankruptcy and Insolvency Act*, to take proceedings forthwith in its own name and at its own expense and risk, against any party to set aside or review or obtain judgment for damages arising from payments by the Bankrupt to Carrel & Partners LLP ("**C&P**") on or about October 4, 2007 totalling approximately \$118,900 (the "**Proceedings**") including, without limitation, an action substantially in the form attached hereto as **Schedule "A"** (the "**Action**") and conducting examinations pursuant to section 163(1) of the *Bankruptcy and Insolvency Act*.

3. **THIS COURT ORDERS AND DIRECTS** the Trustee to:

- a. execute an assignment substantially in the form appended hereto as **Schedule "B"** assigning all its right, title and interest in the Proceedings to Central, for the benefit of Central and such other creditors as may join in the Proceedings; and,
- b. transfer and make available to Central and such other creditors as may join in the Proceedings all books and documents in support thereof or relevant thereto.

4. **THIS COURT ORDERS AND DIRECTS** that the Trustee shall provide Central with a list of the names and addresses of all creditors in this estate (the "**List of Creditors**") within two days of the date of this Order.

5. **THIS COURT ORDERS** that notice of the making of this Order upon the other creditors of the Bankrupt (the "**Notice**") shall be deemed to be sufficiently served by:

- a. mailing, within 7 days of the date of this order, a letter substantially in the form appended hereto as **Schedule "C"** (the "**Notice Letter**") in a prepaid addressed envelope by regular registered mail to each of the creditors

appearing on the List of Creditors at the address as shown on the List of Creditors; and,

- b. posting a copy of this order, the motion record filed by Central in support of this motion and the text of s.38 of the BIA at [www.gowlings.com/restructuring/fibrattech](http://www.gowlings.com/restructuring/fibrattech) for a minimum of 22 days from the Date of Service (as defined below).

6. **THIS COURT ORDERS** that service of the Notice shall be deemed to be made on the date on which the Notice Letter is mailed in the manner provided above (the "**Date of Service**").

7. **THIS COURT ORDERS** that, in addition to any dividends to which they may be entitled out of the Bankrupt's other assets, all benefits derived from the Proceedings, together with any costs payable by the defendants to the Proceedings (the "**Benefits of the Proceedings**"), shall vest exclusively in Central and in such other creditors of the Bankrupt who, within fourteen (14) days of the Date of Service, notify Central's solicitors of their agreement to contribute to the expense and risk of this motion and the Proceedings, *pro rata* according to the amount of their respective claims (including, without limitation and unless otherwise ordered by this court, any monetary retainer required by Central's counsel), in writing, by fax, directed as follows:

**Gowling Lafleur Henderson LLP**  
Barristers and Solicitors  
1 First Canadian Place, Suite 1600  
100 King Street West  
Toronto, Ontario M5X 1G5

**Attention: Heath Whiteley**  
Fax: 416-863-3403

and such vesting shall be free and clear of any and all of the estates, titles, rights, benefits, interests, claims, liens, hypothecs, security interests, trusts or deemed trusts

(whether statutory or otherwise), assignments, executions, judgments, options, agreements, rights of distress, legal, equitable or contractual set-offs, options, adverse claims, levies, agreements, taxes, disputes, debts, charges, mortgages, encumbrances, claims provable or any other rights or claims howsoever arising, whether contractual, statutory, by operation of law or otherwise, whether or not they have attached or been perfected, registered or filed, whether secured or unsecured or otherwise, by or of any and all other persons or entities of any kind whatsoever, including, without limitation, all individuals, firms, corporations, partnerships, joint ventures, trusts, unincorporated organizations, governmental and administrative bodies, agencies, authorities and tribunals and all other natural persons or corporations, whether acting in their capacity as principals or as agents, trustees, executors, administrators or other legal representatives, provided that:

- (a) the Benefits of the Proceedings shall be used first to pay or reimburse the actual costs of bringing this Motion and then the actual costs of bringing the Proceedings;
- (b) that the total amount recovered by Central and such others as may join with it in the Action shall not exceed the amount of their respective claims in this bankruptcy together with the costs of bringing this Motion and the Proceedings; and,
- (c) nothing in this order or any action taken pursuant to this order shall be determinative of the standing of any party other than Central as a creditor and, in the event that the claim of a party which has elected to participate in the Proceedings is subsequently determined to be invalid, then that party shall only be entitled to have their costs of the Proceedings reimbursed out of the Benefit of the Proceedings and, for greater certainty, they shall not be entitled to any other share of the Benefit of the Proceedings.

8. **THIS COURT ORDERS** that if any creditor or creditors fail to participate in the Proceedings as provided for in paragraph 7 within fourteen (14) days of the Date of Service, they shall thereafter be excluded from participating in the Benefits of the Proceedings.

9. **THIS COURT ORDERS** that in the event that there is a surplus after paying or reimbursing the costs of bringing this Motion and the Proceedings and the claims of and of such other creditors, if any, entitled to participate in the Proceedings, according to the priority of the same, respectively, as determined by paragraph 7 hereof, such surplus shall be paid to the Trustee in augmentation of the Bankrupt's estate.

10. **THIS COURT ORDERS** that the costs of this Motion are payable to Central by the defendant to the Proceedings in the discretion of the court hearing the Proceedings, if at all.

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*Judge or Registrar*