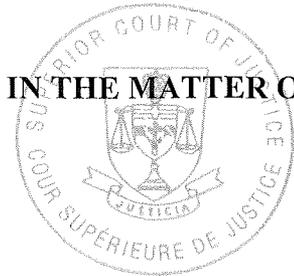


**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)  
IN BANKRUPTCY AND INSOLVENCY**

THE HONOURABLE )  
JUSTICE *NEUBOULD* )

TUESDAY, THE 30<sup>TH</sup> DAY  
OF JUNE, 2015



**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF  
SHERSON GROUP INC.**

**ORDER**

**THIS MOTION**, made by Sherson Group Inc. ("**Sherson**") for an Order, *inter alia*:

- ~~(a) abridging the time for service of Sherson's Notice of Motion so that the motion is properly returnable on June 30, 2015;~~ *25*
- (b) authorizing and empowering Richter Advisory Group Inc., in its capacity as proposal trustee (the "**Proposal Trustee**") in Sherson's *Bankruptcy and Insolvency Act* proposal proceedings (the "**Proposal Proceedings**") to act as a foreign representative of Sherson and the Proposal Proceedings (the "**Foreign Representative**") for the purpose of having the Proposal Proceedings recognized in a jurisdiction outside of Canada; and
- (c) authorizing and empowering the Proposal Trustee, as Foreign Representative, to apply to the United States Bankruptcy Court for relief pursuant to Chapter 15 of the *United States Bankruptcy Code*, 11 U.S.C. §§ 101-1330, as amended (the "**United States Bankruptcy Code**") and any other provision of the *United States Bankruptcy Code*,

was heard this day at 330 University Avenue, Toronto, Ontario.

**ON READING** the Motion Record of Sherson, including the Affidavit of Stephen Applebaum sworn June 29, 2015 and the exhibits thereto, and on hearing the submissions of counsel for Sherson,

**SERVICE**

~~1. **THIS COURT ORDERS** that the time for service and filing of the notice of motion and the motion record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.~~ 201-

**FOREIGN REPRESENTATIVE**

2. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States, to give effect to this Order and to assist Sherson, the Proposal Trustee and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and provide such assistance to Sherson and to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Proposal Trustee in any foreign proceeding, or to assist Sherson and the Proposal Trustee and their respective agents in carrying out the terms of this Order.

3. **THIS COURT ORDERS** that the Proposal Trustee be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and the Proposal Proceedings for assistance in carrying out the terms of this Order, and the Proposal Trustee is authorized and empowered to act as a representative in respect of the Proposal Proceedings for the purpose of having the Proposal Proceedings recognized in a jurisdiction outside of Canada.

4. **THIS COURT ORDERS** that the Proposal Trustee is authorized and empowered, as a foreign representative of Sherson and the Proposal Proceedings, to apply to the United States

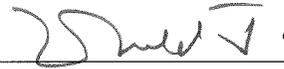
Bankruptcy Court for relief pursuant to Chapter 15 of the *United States Bankruptcy Code*, and any other provisions of the *United States Bankruptcy Code*.

**GENERAL**

5. **THIS COURT ORDERS** that any interested party (including Sherson and the Proposal Trustee) may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

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

JUN 3 2015



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**IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF SHERSON GROUP INC.**

District of Ontario  
Division No. 9 - Toronto  
Court File No: 31-2010608  
Estate File No. 31-2010608

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)  
IN BANKRUPTCY AND INSOLVENCY**

Proceedings commenced at Toronto

**ORDER**

**AIRD & BERLIS LLP**  
Barristers and Solicitors  
Brookfield Place  
Suite 1800, Box 754  
181 Bay Street  
Toronto, ON M5J 2T9

**Sam Babe (LSUC # 49498B)**  
Tel: (416) 865-7718  
Fax: (416) 863-1515  
E-mail: [sbabe@airdberlis.com](mailto:sbabe@airdberlis.com)

*Lawyers for Sherson Marketing Corporation*