



**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE) WEDNESDAY, THE 7th
)
MR. JUSTICE MORAWETZ) OF DECEMBER, 2011

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

BETWEEN:

KENNETH M. KRYS and EDMUND RAHMING,
IN THEIR CAPACITY AS JOINT OFFICIAL LIQUIDATORS

Applicants

and

MONTAQUE CAPITAL PARTNERS LIMITED

Respondent

APPLICATION UNDER SECTIONS 269 AND 272 OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED

**RECOGNITION ORDER
(FOREIGN MAIN PROCEEDING)**

THIS APPLICATION, made by Kenneth M. Krys and Edmund Rahming in their capacity as the foreign representatives (the "Foreign Representatives") of the Respondent (the "Debtor"), pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1986, c. B-3, as amended (the

"BIA") for an Order substantially in the form enclosed in the Application Record, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Application, the affidavit of Edmund Rahming sworn December 6, 2011 and the factum of the Foreign Representatives, and on being provided with copies of the documentation required by section 269 of the BIA, and on being advised that the secured creditors who are likely to be affected by the charges created herein were given notice, and on hearing the submissions of counsel for the Foreign Representatives, counsel for Macquarie Private Wealth Inc., no one appearing for CIBC Wood Gundy, Fidelity World Advisors, MFS Meridian, Global Securities Corp. or Global Maxfin Investments Inc. although duly served as appears from the affidavits of service of Chad Maher sworn December 6, 2011 and the affidavit of service of James Renihan sworn December 6, 2011:

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Application and the Application Record is hereby abridged and validated so that this Application is properly returnable today and hereby dispenses with further service thereof.

RECOGNITION OF THE FOREIGN PROCEEDING

2. THIS COURT ORDERS AND DECLARES that the Foreign Representatives are each a "foreign representative" as defined in section 268(1) of the BIA of the Debtor in respect of the proceedings before the Supreme Court of the Bahamas for the winding-up of the Debtor (the "Foreign Proceeding") and that the Foreign Proceeding is hereby recognized as a "foreign main proceeding" as defined in section 268(1) of the BIA.

RECOGNITION OF FOREIGN ORDERS

3. THIS COURT ORDERS that the following order (the "Foreign Order") of the Supreme Court of the Bahamas made in the Foreign Proceeding is hereby recognized and given full force and effect in all provinces and territories of Canada:

- (a) the order, *inter alia*, continuing the voluntary winding-up of the Debtor under the supervision of the Supreme Court of the Bahamas and appointing the Foreign

Representatives to act as Joint Official Liquidators of the Debtor, with authority to act jointly or severally, attached as Schedule A to this Order;

provided, however, that in the event of any conflict between the terms of the Foreign Order and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to the Property in Canada.

NO PROCEEDINGS AGAINST THE DEBTORS OR THE PROPERTY

4. THIS COURT ORDERS that until such date as this Court may order (the "Stay Period") no proceeding or enforcement process in any court or tribunal in Canada (each, a "Proceeding") shall be commenced or continued against or in respect of the Debtor or affecting its business (the "Business") or its current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceeds thereof (the "Property"), except with leave of this Court, and any and all Proceedings currently under way against or in respect of any of the Debtor or affecting the Business or the Property are hereby stayed and suspended pending further Order of this Court.

NO EXERCISE OF RIGHTS OR REMEDIES

5. THIS COURT ORDERS that during the Stay Period, all rights and remedies of any individual, firm, corporation, governmental body or agency, or any other entities (all of the foregoing, collectively being "Persons" and each being a "Person") against or in respect of the Debtor or the Foreign Representatives, or affecting the Business or the Property, are hereby stayed and suspended except with leave of this Court, provided that nothing in this Order shall (i) prevent the assertion of or the exercise of rights and remedies outside of Canada, (ii) empower the Debtor to carry on any business in Canada which the Debtor is not lawfully entitled to carry on, (iii) affect such investigations or proceedings by a regulatory body as are permitted by the BIA, (iv) prevent the filing of any registration to preserve or perfect a security interest, or (v) prevent the registration of a claim for lien.

NO INTERFERENCE WITH RIGHTS

6. THIS COURT ORDERS that during the Stay Period, no Person shall discontinue, fail to honour, alter, interfere with, repudiate, terminate or cease to perform any right, renewal right,

contract, agreement, licence or permit in favour of or held by any of the Debtor, except with leave of this Court.

GENERAL PROVISIONS

7. THIS COURT ORDERS that within 14 days from the date of this Order, or as soon as practicable thereafter, the Foreign Representatives shall cause to be published a notice as required by section 276(b) of the BIA, once a week for two consecutive weeks, in the Globe and Mail (national edition).

8. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, to give effect to this Order and to assist the Debtor and the Foreign Representatives and their respective counsel and agents in carrying out the terms of this Order.

9. THIS COURT ORDERS that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days notice to the Debtor and the Foreign Representatives and their respective counsel, and 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.



REGISTERED AT / INSCRIT À TORONTO
BY / BOOK NO:
LE / DANS LE REGISTRE NO.:

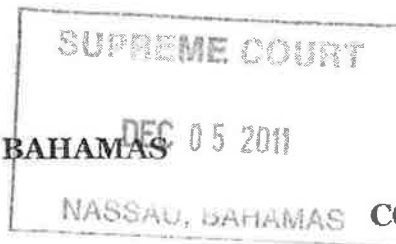
DEC 08 2011

PER/PAR:



SCHEDULE “A”

COMMONWEALTH OF THE BAHAMAS
IN THE SUPREME COURT
Commercial Division



2011
COM/bnk/00083

IN THE MATTER OF MONTAQUE CAPITAL PARTNERS LTD.
(In Voluntary Liquidation)

AND

IN THE MATTER OF THE COMPANIES ACT, 1992

*M. Barnett
2nd day of Dec, 2011*

ORDER

By: His Lordship the Honourable Chief Justice Sir Michael Barnett

Dated this 2nd day of December A.D., 2011

UPON THE PETITION of Montaque Capital Partners Ltd. ('In Voluntary Liquidation') ('the Company') by its Joint Liquidators Messrs. Kenneth Krys and Edmund Rahming filed herein on the 24th October 2011.

AND UPON READING the said Petition, the Verifying Affidavit filed herein the 28th October 2011, the Affidavit of Jody C. Wells filed herein on the 22nd November 2011, the Memorandum Pursuant to Rule 24 of the Companies (Winding-Up) Rules filed herein on the 29th November 2011 by which the Assistant Registrar of the Supreme Court confirmed that the Petitioner has satisfied her of the Petitioner's compliance in this matter with the said rules, and the Second Affidavit of Edmund Rahming filed herein on the 30th November 2011.

AND UPON THE NOMINATION by the Petitioner for the appointment of Messrs. Kenneth Krys and Edmund Rahming as the Joint Official Liquidators of the Company, with authority to act jointly or severally, and there being no other nomination before the Court.

AND UPON READING the Affidavit of Mr. Christopher V. Stuart as to the Fitness of the said Mr. Rahming filed herein on the 28th October 2011, and the Affidavit of Ms. Laura Hatfield as to the Fitness of Mr. Krys filed herein on the 3rd November 2011.

AND UPON HEARING Mr. Brian C. Simms QC with Miss. Sophia T. Rolle of Counsel for the Petitioner, Miss. Sharmon Y. Ingraham of Counsel for Febbwest Corporation Ltd. claiming to be a fiduciary/creditor claimant, Mr. Gawaine Ward of Counsel for the Securities Commission of The Bahamas and Mr. Raynard Rigby of Counsel for the Directors of the Company all supporting the Petition.

IT IS ORDERED

1. That the voluntary winding up of the Company be continued under the supervision of the Court pursuant to Section 244 of the Companies Act 1992.
2. Pursuant to Rule 31 of the Companies (Winding-Up) Rules that Messrs. Kenneth Krys and Edmund L. Rahming, Accountants of KRyS Global be appointed Joint Official Liquidators of the Company with authority to act jointly or severally.

3. Pursuant to Section 199 of the Companies Act 1992, no security is required to be given by the Joint Official Liquidators on their appointments.
4. Pursuant to Section 229 of the Companies Act 1992, the Joint Official Liquidators may exercise any and all of the powers set forth in Section 202 of the Companies Act and are hereby authorized accordingly.
5. Pursuant to Section 205 of the Companies Act 1992 the Joint Official Liquidators may appoint Messrs. Lennox Paton, Counsel and Attorneys-at-Law in The Bahamas and attorneys abroad as may be necessary to assist them in the performance of their duties and are hereby authorized accordingly.
6. That Notice of the appointment of the Joint Official Liquidators be advertised by the Company once in each of the Tribune and the Nassau Guardian within The Bahamas within 14 days of the date of this Order.
7. That the Joint Official Liquidators do file every six (6) months with the Court a Report in writing as to the position of and the progress made with the winding-up of the Company and with the realization (if any) of the assets thereof and as to any other matters connected with the winding-up of the Company as the Court may from time to time direct.
8. That the costs of these proceedings incurred by the Petitioner and any supporting creditor or contributory be paid out of the assets of the Company.

BY ORDER OF THE COURT

REGISTRAR

This Order was drawn up by Lennox Paton Chambers, Fort Nassau Centre, Marlborough Street, Nassau, Bahamas, Attorneys for the Liquidators.

COMMONWEALTH OF THE BAHAMAS

IN THE SUPREME COURT

Commercial Division

**IN THE MATTER OF MONTAQUE CAPITAL
PARTNERS LTD. (In Voluntary Liquidation)**

AND

IN THE MATTER OF THE COMPANIES ACT, 1992

ORDER

2011

COM/bnk/00083

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LENNOX PATON

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Nassau, Bahamas

Attorneys for the Petitioners

KENNETH M. KRYS et al.
Applicants

-and-

MONTAQUE CAPITAL PARTNERS LIMITED
Respondent

Court File No. CV-11-9499-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

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

PROCEEDING COMMENCED AT
TORONTO

**RECOGNITION ORDER
(FOREIGN MAIN PROCEEDING)**

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Liquidators of the Respondent