

IN THE MATTER 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 DISTRICT OF MASSACHUSETTS EASTERN DIVISION WITH RESPECT TO THE COMPANIES LISTED ON SCHEDULE "A" HERETO (THE "CHAPTER 11 DEBTORS")

JAN 30-12

Jan 30, 2012

ONTARIO
SUPERIOR COURT OF JUSTICE -
COMMERCIAL LIST

Proceeding commenced at Toronto

MOTION RECORD
(RETURNABLE JANUARY 30, 2012)

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Debtors for Massachusetts Elephant & Castle

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B. Calk - *US Counsel to Counsel for*

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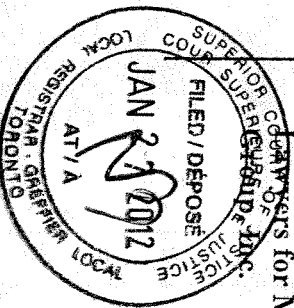
J. Hett - *US Attor.*

T. Miller - *→ for D. DeWitt*

D. DeWitt

P. B. Long - *Counsel to Carl. Castle*

*The notes was brought to attention
reagents of the Sale Agreement*



Order ~~was~~ granted by Judge Boroff
of the US BC - DIST of MASS which Order
was entered on June 27, 2012. The
motion also requests that this Court
provide authority to the parties to
enter into certain agreements and
to also provide certain declarations
that affect relate to the proposed
transactions.

The motion was supported by counsel
to be.

Counsel to the proposed purchaser
also supported the motion, however
the support of the proposed purchaser
did not factor into my determination of
the motion.

No party made submissions to oppose
the requested relief.

Having reviewed the record
and hearing submissions, I am
satisfied that the requested
relief should be granted.

Previous orders of the court had
recognized the US as the
"center of main interest" in the
matter. The Sales Agreement
has been approved in the US ~~act~~
as has the sale itself. In
my view it is appropriate
to recognize and give full
effect to the US Order and
to grant the ancillary relief
requested by the Applicants.
The granted
Order signed in the form
presented

A. J. [Signature]