

**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**

**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")**

**APPLICATION OF
MASSACHUSETTS ELEPHANT & CASTLE GROUP, INC.
UNDER SECTION 46 OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED**

**JUSTICE MORAWETZ'S ENDORSEMENT
January 30, 2012
(Unofficial Transcription)**

K.D. Kraft for Applicants
J. Wigley for BDO – Information Officer
T. Dunn for 212 King St. W. Holdings
H. Meredith for GE

By Phone:

K. Lenz – Canadian Counsel to Original Joes
B. Cohen – US Counsel to Original Joes
J. Loughnane – US Counsel to Applicants
J. Hertz – US Trustee
M. Goldberg – for D. Dobbin
D. Dobbin
P. Bilowz – Counsel to Creditors Committee

The matter was brought to obtain recognition of the Sale Approval Order granted by Judge Boroff of the United States Bankruptcy Court – District of Massachusetts which Order was entered on January 27, 2012. The motion also requests that this Court provide

authorization to the parties to enter into certain agreements and to also provide certain declarations that also relate to the proposed transaction.

The motion was supported by counsel to GE.

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

No party made submissions to oppose the requested relief.

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

Previous orders of this Court have recognized the US as the “centre of main interest” in this matter. The Sales Process has been approved in US 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.

Motion granted.

Order is signed in the form presented.

“G.B. Morawetz”