



Court File No. 06-CL-006425

ONTARIO
SUPERIOR COURT OF JUSTICE
IN BANKRUPTCY AND INSOLVENCY
COMMERCIAL LIST

THE HONOURABLE MR.) WEDNESDAY, THE 13TH DAY
JUSTICE CUMMING) OF SEPTEMBER, 2006

IN THE MATTER OF SECTION 47(1) AND 47.1(1) OF THE BANKRUPTCY AND
INSOLVENCY ACT, R.S.C. 1985 C. B-3, AS AMENDED; AND

IN THE MATTER OF CREATIVE BUILDING MAINTENANCE INC., an Ontario
corporation; and

IN THE MATTER OF CREATIVE BUILDING MAINTENANCE INC., a Delaware
corporation

BETWEEN:

HSBC BANK CANADA,
KEYBANK NATIONAL ASSOCIATION AND
KEY EQUIPMENT FINANCE INC.

Applicants

- and -

CREATIVE BUILDING MAINTENANCE INC., an Ontario corporation
and
CREATIVE BUILDING MAINTENANCE INC, a Delaware corporation

Respondents

ORDER

THIS MOTION made by the interim receiver and monitor, Doyle Salewski Inc. ("DSI" or the "Receiver") for Creative Building Maintenance Inc. (Ontario) ("CBM Canada") and Creative Building Maintenance Inc. (Delaware) ("CBM US") (collectively, "CBMI") for an

Order substantially in the form attached to the motion record herein was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the motion record of the Receiver dated September 6, 2006 and the sixth report of the Receiver dated September 6, 2006 (the "Sixth Report") and on hearing the submissions of counsel for the Receiver, counsel for each of the senior secured creditors (HSBC Bank Canada, RoyNat Inc., KeyBank National Association and Key Equipment Finance Inc. and CIT Financial Ltd. (collectively, the "Secured Creditors"), counsel for the related parties (Phoenix Equity Inc., 2072789 Ontario Ltd., Phoenix Equity Limited II, 1354828 Ontario Limited c.o.b. as ACSYS Group, Michal Cerny, Anca Periet (a.k.a. Anca Perieteanu) and Angela Cerny, Antonia Alfonsi (collectively, the "Related Parties")) and that all persons listed on the service list were served with the motion record,

SERVICE

1. **THIS COURT ORDERS** that the time for service of the motion record herein be and it is hereby abridged such that this motion is properly returnable today and, further, that any requirement for service of the motion record upon any interested party be and it is hereby dispensed with.

THE BARRING OF CLAIMS

2. **THIS COURT ORDERS AND DECLARES** that notice of this motion was properly given by the Receiver to all creditors of CBMI and any other interested persons in accordance with the terms of the July 21, 2006 order of the Honourable Mr. Justice Cumming.

3. **THIS COURT ORDERS** that, subject to the limitation set out in paragraph 4 and subject to paragraph 5 below, any and all claims against CBMI or any third parties who could claim against the Related Parties, Domenico Alfonsi, Alexandru Perieteanu, Alexandru Perieteanu Jr. and Paul Harris (collectively, the "Releasees") in respect of any and all claims and demands raised or made, or which could have been raised or made with respect to the affairs of CBMI including any matters raised or allegations contained in the Receiver's various reports filed with the Court, or contained in or related to proceedings commenced by each of the Secured Creditors in the Court, bearing Court File Nos. 06-CL-006425 and 06-CL-006426, respectively,

and any cause of action under the *Bankruptcy and Insolvency Act*, the *Fraudulent Conveyances Act*, the *Assignments and Preferences Act*, and the *Ontario Business Corporations Act* in connection with CBMI are hereby forever extinguished and barred.

4. **THIS COURT ORDERS** that paragraph 3, above, shall only be in force and have effect if, and only if, the Related Parties have fully complied with the terms and conditions of the Settlement Agreement dated July 21, 2006 (the "Settlement Agreement") as set out therein.

5. **THIS COURT ORDERS** that, notwithstanding paragraph 3, to the extent proved:

- (a) Claims filed by creditors of CBMI with the Receiver on or before September 1, 2006; and
- (b) Secured and unsecured claims of the Secured Creditors as proved,

shall not be extinguished or barred provided, however, that the only recourse for such claims shall be to CBMI's assets, proceeds of sale, and the funds generated through the Settlement Agreement as stipulated by previous orders of this Court.

APPROVAL OF THE RECEIVER'S ACTIVITIES

6. **THIS COURT ORDERS** that the activities of the Receiver as set out in the Sixth Report be and are hereby ratified and approved.

AID AND RECOGNITION OF UNITED STATES COURT

7. **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 the Receiver and its 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 to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

Sept 13 / 06 Peter A. Cumming J.

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

SEP 13 2006

HSBC BANK CANADA et al
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- and -

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ORDER

BENNETT JONES LLP
Suite 3400, P.O. Box 130
1 First Canadian Place
Toronto, Ontario, M5X 1A4

Justin R. Fogarty, LSUC 26488G
Tel: (416) 777-4859

Renée B. Brosseau, LSUC 47074R
Tel: (416) 777-4830

Fax: (416) 863-1716

Solicitors for Doyle Salewski Inc., in its capacity as Trustee in Bankruptcy of Creative Building Maintenance Inc. (Ontario) and Interim Receiver and Monitor of Creative Building Maintenance Inc. (Ontario) and Creative Building Maintenance Inc. (Delaware), and not in its personal capacity

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After submissions,
order signed to issue.
(It is noted that counsel
for Roy Nat mentions that
Roy Nat or an affiliate has
an alleged claim in the
U.S. Disinfection motion &
we note 30/06 (see A.C.)

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MOTION RECORD

BENNETT JONES LLP
Suite 3400, P.O. Box 130
1 First Canadian Place
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Justin R. Fogarty, LSUC 26488G
Tel: (416) 777-4859
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