

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK**

In re:

Chapter 15

CREATIVE BUILDING MAINTENANCE INC., AN ONTARIO
CORPORATION

Case No: 06-03586
(main case)

CREATIVE BUILDING MAINTENANCE INC., A DELAWARE
CORPORATION

Case No: 06-03587

(Jointly Administered)

Debtors in a Foreign Proceeding

**ORDER RECOGNIZING FOREIGN PROCEEDING AND GRANTING
FURTHER RELIEF AND ADDITIONAL ASSISTANCE**

Upon review and consideration of the *Petition Pursuant to Chapter 15 Seeking Entry of an Order Recognizing Foreign Proceeding and Granting Further Relief and Additional Assistance* and the official form Chapter 15 petitions (collectively, the “Petition”) filed by Doyle Salewski Inc. (“Monitor”), in its capacity as the court-appointed interim receiver and monitor and the foreign representative of Creative Building Maintenance Inc., an Ontario corporation (“CBM Canada”) and Creative Building Maintenance Inc., a Delaware corporation (“CBM USA” and together with CBM Canada, the “Debtors”) seeking recognition of a proceeding (the “Canadian Proceeding”) under Canada’s *Bankruptcy and Insolvency Act*, R.S.C. 1985, C. B-3, as amended, pending before the Ontario Superior Court of Justice Commercial List (the “Canadian Court”) and seeking (i) recognition of the Canadian Proceeding as a “foreign main proceeding” with respect to CBM Canada and as a “foreign nonmain proceeding” with respect to CBM USA, (ii) recognition of the Monitor as the “foreign representative” in respect of the Canadian Proceeding, and (iii) related relief, all pursuant to sections 105(a), 1504, 1507, 1515, 1517, 1520, and 1521 of title 11 of the United States Code (“Bankruptcy Code”); and the Court having jurisdiction to consider the Petition and the relief requested therein in accordance with 28 U.S.C.

§§ 157 and 1334; and the Court having found that there has been adequate notice and an opportunity for a hearing; and upon the Petition and all of the proceedings had before the Court; and sufficient cause appearing therefore, the Court finds and concludes as follows:

A. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and 11 U.S.C. §§ 109 and 1501.

B. Venue of this proceeding is proper in this district pursuant to 28 U.S.C. § 1410.

C. This is a core proceeding under 28 U.S.C. § 157(b)(2)(P).

D. The Debtors are subject to a pending foreign proceeding within the meaning of 11 U.S.C. § 101(23).

E. The Canadian Proceeding is a foreign main proceeding with respect to CBM Canada, as defined in 11 U.S.C. § 1502(4).

F. The Canadian Proceeding is a foreign nonmain proceeding with respect to CBM USA, as defined in 11 U.S.C. § 1502(5).

G. The Monitor is the foreign representative of the Debtors within the meaning of 11 U.S.C. § 101(24).

H. These Chapter 15 cases were properly commenced pursuant to 11 U.S.C. §§ 1504 and 1515.

I. The Petition satisfies the requirements of 11 U.S.C. § 1515.

J. With respect to CBM Canada, the Monitor is entitled to all of the relief provided pursuant to 11 U.S.C. § 1520 without limitation.

K. With respect to CBM USA, the relief afforded to a foreign main proceeding under 11 U.S.C. § 1520 is necessary to effectuate the purpose of Chapter 15 and to protect the assets of the Debtors and the interests of the creditors.

L. With respect to the Debtors, the Monitor is further entitled to the relief expressly set forth in 11 U.S.C. § 1521(a).

M. The relief granted hereby is necessary and appropriate, in the interests of public and international comity, consistent with the public policy of the United States, and warranted pursuant to 11 U.S.C. §§ 105(a) and 1521 and rule 7065 of the Federal Rules of Bankruptcy Procedure and will not cause any hardship to the creditors of the Debtors or other parties in interest that is not outweighed by the benefits of the relief being granted.

NOW, THEREFORE, IT IS HEREBY ORDERED:

1. The Canadian Proceeding is granted recognition pursuant to 11 U.S.C. § 1517(a).
2. The Canadian Proceeding is granted recognition as a foreign main proceeding with respect to CBM Canada, pursuant to 11 U.S.C. § 1517(b)(1).
3. The Canadian Proceeding is granted recognition as a foreign nonmain proceeding with respect to CBM USA, pursuant to 11 U.S.C. § 1517(b)(2).
4. All of the relief afforded foreign main proceedings pursuant to 11 U.S.C. § 1520 is granted with respect to CBM Canada.
5. Pursuant to 11 U.S.C. §§ 105(a) and 1521, all of the relief afforded to a foreign main proceeding is granted with respect to CBM Canada to the extent set forth hereafter.
6. Sections 361 and 362 of the Bankruptcy Code apply with respect to the Debtors and the property of the Debtors that is within the territorial jurisdiction of the United States
7. Sections 363, 549, and 552 of the Bankruptcy Code apply to a transfer of an interest of the Debtors in property that is within the territorial jurisdiction of the United States to the same extent that the sections would apply to property of an estate.

8. The Monitor may exercise the rights and powers of a trustee under and to the extent provided by Sections 363 and 552 of the Bankruptcy Code, provided, however, that such rights and powers are authorized pursuant to a current or future order of the Canadian Court.

9. Section 552 of the Bankruptcy Code applies to property of the Debtors that is within the territorial jurisdiction of the United States.

10. All current and future orders of the Canadian Court in respect of the Debtors in the Canadian Proceeding shall be given full force and effect in the United States and shall be binding on and enforceable against all of the Debtors' creditors and other parties in interest in the United States.

11. All persons and entities are stayed from commencing or continuing any action or proceeding concerning the Debtors' assets, rights, obligations, or liabilities.

12. All persons and entities are stayed from executing against the assets of the Debtors.

13. All persons and entities are prohibited from transferring, encumbering, or otherwise disposing of any assets of the Debtors.

14. All persons and entities provided notice of the Petition and the hearing thereon who are in possession, custody, or control of property, or the proceeds thereof, of the Debtors located within the territorial jurisdiction of the United States shall immediately advise the Monitor by written notice sent to Doyle Salewski Inc. (attn Briar Doyle), 404 Bank Street, Ottawa ON K2P 1Y5, CANADA, which shall set forth: (i) the nature of such property or proceeds; (ii) when and how such property or proceeds came in to the custody, possession, or control of such person or entity, and (iii) the full identity and contact information for such person or entity.

15. Without limiting the generality of any other relief provided in this Order, the following provisional relief previously granted is extended for the duration of these chapter 15 cases:

- (i) All persons or entities in possession of the Debtors' equipment shall turn over such equipment to the Monitor or its designated agent within 10 days of the Monitor's request for turnover, unless the Monitor shall agree in writing to an extension of time.
- (ii) It shall be the responsibility of the Monitor or its designated agent to arrange, and pay all costs, to transport the equipment from the premises of the person or entity in possession of such equipment.
- (iii) Subject to the stay provided in this order, all persons or entities turning over equipment pursuant to this Order do not waive their rights to assert a secured claim to the extent such right exists under applicable law, including without limitation any right by virtue of their prior possession of the equipment, and their rights shall not be prejudiced by the turnover of the equipment, including any rights to assert a lien on the equipment that may be dependent upon possession. The Monitor and the Debtors shall have the right to object to such claims on any grounds.
- (iv) The Monitor and its designated agents are authorized to proceed with collecting the accounts receivable of the Debtors. Without limiting the generality of the foregoing, the Monitor is authorized to commence any actions or proceedings on behalf of, or in the name of, one or both of the Debtors as may be appropriate.

16. All disputes arising from or related to the existence of a lien in equipment turned over to the Monitor shall be heard by the Canadian Court as part of the Canadian Proceeding; provided however, that if the Canadian Court determines that the dispute should be heard by a court familiar with United States law or if the Canadian Court otherwise declines to hear the dispute, then this Court shall determine whether, and to what extent, such claimant has a valid lien.

17. All liens determined to be valid, either by a court as provided for in the preceding paragraph or by written agreement of the Monitor, shall be satisfied first from the equipment upon such lien was claimed, if the Monitor remains in possession of such equipment, and then

from the funds held by the Monitor pursuant to the distribution procedures for secured claims established by the Canadian Court in the Canadian proceeding.

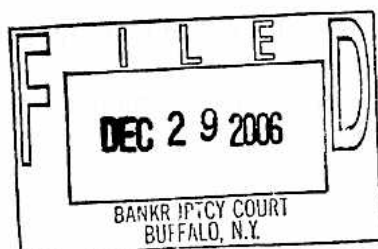
18. The Monitor is authorized to examine witnesses, take evidence, or seek the delivery of information concerning the assets, affairs, rights, obligations, or liabilities of the Debtors without further order of this Court.

19. This Court shall retain jurisdiction with respect to the enforcement, an amendment, or modification of this Order, any requests for additional relief, or any adversary proceeding brought in connection with this Chapter 15 case, and any request by any person or entity for relief from the provisions of this Order.

20. A copy of this Order shall also be served, within 5 business days from entry of this Order, by United States mail, first-class postage prepaid, upon (i) all creditors of the Debtors, (ii) all persons or entities identified by the Monitor as having possession of equipment of the Debtors, (iii) all persons or entities identified by the Monitor as owing accounts receivable to the Debtors, and (iv) the Office of the United States Trustee. Additionally, a copy of this Order shall also be served, within 5 business days from entry of this Order, by overnight mail, at their last known addresses, upon (i) Michal Cerny, (ii) Aird & Berlis LLP (Harry Fogul and Stephanie A. F. Fraser), solicitors for Anca Periet and Michal Cerny, (iii) Phoenix Equity Inc., and (iv) 2072789 Ontario Ltd.

21. Service in accordance with this Order shall constitute adequate and sufficient service and notice of this Order.

December 29, 2006
Buffalo, New York




UNITED STATES BANKRUPTCY JUDGE