

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

**RE:** In the Matter of a Plan of Compromise or Arrangement of Smurfit-Stone  
Container Canada Inc. and others

**BEFORE:** Pepall, J.

**COUNSEL:** Sean F. Dunphy and Alexander D. Rose for the Applicants  
Robert J. Chadwick for the Monitor  
Susan Grundy for the DIP Lenders

**ENDORSEMENT**

[1] The Applicants seek an order recognizing the U.S. Chapter 11 Interim Order dated January 27, 2009 and, amongst other things, recognizing the charge contained therein over the property of Smurfit-MBI and SLP Finance General Partnership (the "Partnerships") in favour of the DIP Lenders.

[2] The Applicants in the proceeding before me rely on sections 267 and 268 of the BIA. In section 267, a debtor includes an insolvent person and under the Act, includes a partnership. There is a requirement in the DIP credit agreement that this order be sought. If the order is not obtained, it may lead to an event of default under the DIP credit agreement which then may restrict SSC Canada's ability to borrow.

[3] In the Initial Order, I recognized the US Bankruptcy Proceedings as a "foreign proceeding" under section 267 of the BIA and ordered that the Partnerships were entities that were entitled to relief under section 268 of the BIA. The purpose of recognizing foreign

proceedings is to permit the making of orders and the granting of such relief as the court considers appropriate to facilitate, approve and implement arrangements that will result in coordination of proceedings. Indeed, the court has authority under s. 268(3) to make orders that will result in a coordination of domestic and foreign proceedings.

[4] The Applicants and Partnerships are part of an integrated cross-border enterprise in North America employing approximately 2,600 people in Canada which plans to reorganize and restructure on a consolidated basis.

[5] The relief requested by the Applicants is supported by the Monitor and the DIP Lenders and I am satisfied that the order presented should be granted.

  
Pepall, J.

**DATE:** January 29, 2009

COURT FILE NO.: CV-09-7966-00CL  
DATE: 2009-01-29

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BETWEEN:

THE MATTER OF A PLAN OF COMPROMISE  
OR ARRANGEMENT OF SMURFIT-STONE  
CONTAINER CANADA INC. AND OTHERS

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ENDORSEMENT

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PEPALL J.

Released: January 29, 2009