



Court File No. 09-CL-7934

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE) TUESDAY, THE 27th DAY
JUSTICE MORAWETZ) OF JANUARY, 2009

BETWEEN:

BANK OF MONTREAL

Applicant

- and -

**CPI PLASTICS GROUP LIMITED, CPI PLASTICS GROUP (CANADA) LTD.,
CPI PLASTICS GROUP, INC., CRILA INVESTMENTS INC.
and CRILA PLASTICS INDUSTRIES, INC.**

Respondents

ORDER

THIS MOTION, made by Deloitte & Touche Inc. in its capacity as interim receiver and receiver and manager (jointly, the "**Receiver**") without security, of all of the assets, undertakings and properties of CPI Plastics Group Limited, CPI Plastics Group (Canada) Ltd., CPI Plastics Group, Inc., Crila Investments Inc. and Crila Plastics Industries, Inc. (collectively, the "**CPI Group**") for an Order, *inter alia*, authorizing and directing the Receiver to conduct a sales process and approving such sales process, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion of the Receiver dated January 21, 2009, the first report of the Receiver dated January 21, 2009 and the exhibits thereto (the "**First Report**"), and on hearing the submissions of counsel for the Receiver and counsel for Bank of Montreal, no other parties appearing although duly served as appears from the affidavit of service of Lillian Symchych sworn January 22 2009,

SALES PROCESS

1. THIS COURT ORDERS that the Receiver be and is hereby authorized and directed to conduct a sales process in respect of the Property (as such term is defined in the Receivership Order made by the Honourable Justice Campbell on January 8, 2009) and the CPI Group's business or any material portion or portions thereof, substantially in accordance with the sales process set out in the First Report (the "**Sales Process**") and reproduced as Schedule "A" to this Order, and such Sales Process be and is hereby approved.

EMPLOYEE ARREARS

2. THIS COURT ORDERS that the Receiver be and is hereby authorized and directed, *nunc pro tunc*, to pay the outstanding wage arrears, and to cause the related statutory deductions to be remitted along with the garnished amounts to the appropriate third parties, as described in Section V of the First Report, and that the Receiver be and is hereby authorized and directed to pay the wage arrears as described in Section V of the First Report, as funds become available to the Receiver.

FIRST REPORT

3. THIS COURT ORDERS that the First Report and the activities of the Receiver described therein be and are hereby approved.

GENERAL

4. THIS COURT ORDERS that the Receiver may from time to time apply to this Court for advice and directions in the discharge of its powers and duties hereunder.

5. 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, and in particular the United States Bankruptcy Court for the Eastern Division of Wisconsin (the "**U.S. Court**"), 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.

6. THIS COURT ORDERS that the Receiver be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, and including the U.S. Court, for the recognition of this Order and for assistance in carrying out the terms of this Order.



A handwritten signature in black ink, appearing to read "Joanne Nicoara", is written over a horizontal line.

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

JAN 27 2009

PER / PAR: JSR

Joanne Nicoara
Registrar, Superior Court of Justice

SCHEDULE "A"
Sales Process

1. Circulation of an information memorandum prepared by the Receiver to describe CPI Group's Canadian assets by January 30, 2009.
2. Preparation and circulation of a concurrent information memorandum to describe CPI US' assets by January 30, 2009.
3. Solicitation of potential purchasers based on a potential purchaser list prepared by the Receiver, which list will include parties that have already approached the Receiver as well as an extensive list of additional potential strategic and financial purchasers;
4. Preparation of a confidentiality agreement, to be executed by potential purchasers prior to obtaining access to an electronic data room;
5. Establishment of an electronic data room in order for potential purchasers to conduct due diligence on or about January 28, 2009;
6. Preparation of a tender package to be included in the electronic data room which will include a provision to permit the Receiver to (i) accept, subject to this Honourable Court's approval, an offer or multiple offers for some or all of the CPI Group's assets prior to the formal deadline for offer submission, (ii) reject any and all offers, and (iii) accept an offer which may not be the highest offer;
7. Preparation of a US and Canadian terms and conditions of sale, and/or forms of asset purchase agreements, to be included in the electronic data room on or about January 28, 2009 and completed by potential purchasers interested in submitting offers;
8. It is the Receiver's intention to sell certain existing and new inventory on an "as-is, where-is basis" and continue limited operations during the sales process in order to maximize realizations to the estate;
9. Receive binding offers, together with a 10% deposit, by no later than 5:00 p.m. ET on February 24, 2009; and
10. Close any and all asset sales on or before March 17, 2009, or as may be agreed upon by the respective parties and BMO, subject to Court approval.



BANK OF MONTREAL
Applicant

-and-
CPI PLASTICS GROUP LIMITED, et al
Respondents

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

ORDER

OGILVY RENAULT LLP
Suite 3800, P.O. Box 84
Royal Bank Plaza, South Tower
200 Bay Street
Toronto, Ontario M5J 2Z4

Virginie Gauthier LSUC#: 41097D
Tel: (416) 216-4853
Fax: (416) 216-3930

Lawyers for Deloitte & Touche Inc., in its
capacity as interim receiver and receiver and
manager of the Respondents