

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)

THE HONOURABLE ) THURSDAY, THE 1<sup>ST</sup>  
JUSTICE DIETRICH ) DAY OF AUGUST, 2019



IN THE MATTER OF THE NOTICE OF INTENTION  
TO MAKE A PROPOSAL OF ORBCARE INC., A  
CORPORATION INCORPORATED UNDER THE  
*CANADA BUSINESS CORPORATIONS ACT*

**ORDER**  
**(Extension of Time to File a Proposal, Approval of Amended and Restated DIP  
Term Sheet and Procedural Consolidation)**

**THIS MOTION** made by OrbCare Inc. (“**OrbCare**”) for an order (i) extending from August 12, 2019 to September 26, 2019 the time for MNP Ltd. in its capacity as proposal trustee (the “**Trustee**”) to file with the official receiver a proposal pursuant to the *Bankruptcy and Insolvency Act* (the “**BIA**”) on behalf of the OrbCare, and (ii) procedurally consolidating the estates of OrbCare with those of Pariscribe Inc. (“**Pariscribe**”) and OrbCare US Inc. (“**OrbCare US**”), was heard this day at 330 University Ave., Toronto..

**ON READING** the affidavit of Olivier Giner sworn July 29, 2019 and the Second Report dated July 29, 2019 (the “**Second Report**”) of the Trustee and upon hearing the submissions of counsel for OrbCare, the Trustee, the DIP Lender, and those other parties present, as indicated in the counsel slip, no other parties being present although duly served as appears from the affidavit of service of Joël Turgeon dated July 29, 2019.

## **NOTICE AND SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Motion Record in respect of this motion and the Second Report is hereby abridged and validated so that the motion is properly returnable today, and that further service thereof is hereby dispensed with.

## **EXTENSION OF TIME TO FILE A PROPOSAL**

2. **THIS COURT ORDERS** that, pursuant to Section 50.4(9) of the BIA, the period within which OrbCare may file a proposal be and is hereby extended to September 26, 2019.

## **APPROVAL OF AMENDED AND RESTATED DIP TERM SHEET**

3. **THIS COURT ORDERS** that OrbCare be and hereby is authorized to sign the Amended and Restated DIP Term Sheet between OrbCare, OrbCare US and Pariscribe Inc., as borrowers and guarantors, and iGan Partners Inc., as lender, dated July 29, 2019.

## **PROCEDURAL CONSOLIDATION**

4. **THIS COURT ORDERS** that, without prejudice to the right of any party to seek or oppose substantive consolidation in respect of any or all of the following proceedings:

- (a) the present proceeding,
- (b) the matter of the notice of intention to make a proposal of Pariscribe Inc., Estate No. 31-2539066, and
- (c) the matter of the notice of intention to make a proposal of OrbCare US, Inc., Estate No. 31-2539459,

(collectively, the “**NOI Proceedings**”)

the NOI Proceedings shall be procedurally consolidated and the Trustee shall be authorized and directed to administer the NOI Proceedings on a consolidated basis for all

purposes in carrying out its administrative duties and other responsibilities as trustee under the BIA, including, without limitation, the following:

- (d) sending notices to creditors of OrbCare, Pariscribe Inc., and OrbCare US, Inc. (collectively, the “**NOI Companies**”) pursuant to one consolidated notice;
- (e) calling and conducting any meetings of creditors of the NOI Companies pursuant to one combined advertisement and one meeting;
- (f) issuing consolidated reports in respect of the estates of the NOI Companies;
- (g) preparing, filing, advertising and distributing any and all filings and/or notices relating to the administration of the estates of the NOI Companies on a consolidated basis; and
- (h) bring motions to this Honourable Court on a consolidated basis.

5. **THIS COURT ORDERS** that the single court file number of 31-2516167 and the following title of proceeding of shall be assigned to the NOI Proceedings:

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**IN THE MATTER OF THE NOTICES OF INTENTION  
TO MAKE A PROPOSAL OF ORBCARE INC. AND  
PARISCRIBE INC., CORPORATIONS  
INCORPORATED UNDER THE CANADA *BUSINESS  
CORPORATIONS ACT*, AND ORBCARE US, INC., A  
CORPORATION INCORPORATED UNDER THE  
LAWS OF THE STATE OF DELAWARE IN THE  
UNITED STATES OF AMERICA**

”

6. **THIS COURT ORDERS** that a copy of this Order shall be filed by the NOI Companies in the court file for each of the NOI Proceedings but that any other document required to be filed in any of the NOI Proceedings shall hereafter only be required to be filed in Court file number 31-2516167.

7. **THIS COURT ORDERS** that the procedural consolidation of the NOI Proceedings shall not:

- (a) affect the separate legal status and corporate structures of any of the NOI Companies,
- (b) cause any of the NOI Companies to be liable for any claim for which it otherwise is not liable, or
- (c) affect the Trustee's or a creditor's right to seek to disallow any claim, including on the basis that such claim is a duplicative claim.

A handwritten signature in cursive script, appearing to read "Dietrich J.", is written above a horizontal line.

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A  
PROPOSAL OF ORBCARE INC., A CORPORATION  
INCORPORATED UNDER THE CANADA BUSINESS  
CORPORATIONS ACT

Estate File No. 31-2516167

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

Proceeding commenced in TORONTO

**ORDER**

**(Extension of Time to File a Proposal, Approval of  
Amended and Restated DIP Term Sheet and  
Procedural Consolidation)**

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OrbCare US, Inc.