

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re	:	Chapter 15
	:	
EarthRenew IP Holdings LLC, et al. ¹	:	Case No.: 10-13363(CSS)
	:	
	:	Jointly Administered
Debtor in a Foreign Proceeding.	:	
-----	x	Ref. Docket No. 7

**ORDER SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE
OF (I) FILING OF (A) PETITIONS PURSUANT TO CHAPTER 15 OF
THE BANKRUPTCY CODE AND (B) RECEIVER'S MOTION FOR PROVISIONAL
AND FINAL RELIEF IN RECOGNITION OF A FOREIGN MAIN PROCEEDING
PURSUANT TO SECTIONS 105(a), 1519, 1520 AND 1521 OF THE BANKRUPTCY
CODE; (II) ENTRY OF PROVISIONAL RELIEF ORDER; (III) DEADLINE
TO OBJECT TO ENTRY OF RECOGNITION ORDER; AND (IV) HEARING
FOR COURT TO CONSIDER CHAPTER 15 PETITIONS AND
ENTRY OF RECOGNITION ORDER**

Upon consideration of the motion (the "Motion")² of RSM Richter Inc. ("RSM" or the "Receiver"), in its capacity as the court-appointed receiver and duly authorized foreign representative for the above-captioned debtors (collectively, the "Debtors") in Canadian receivership proceedings (the "Canadian Receivership Proceeding") commenced under the Bankruptcy and Insolvency Act (Canada), R.S.C. 1985, c. B-3, as amended, pending before the Court of Queen's Bench of Alberta in the Judicial District of Calgary, for the entry of an order, pursuant to section 105(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq.

¹ The Debtors in the Chapter 15 Cases, along with the last four digits of their United States Tax Identification Number or Canadian Business Number, as applicable, are: EarthRenew IP Holdings LLC ("EarthRenew IP"); EarthRenew Corporation (0985); EarthRenew, Inc. (2163); EarthRenew Management General Partner Ltd. (2218); EarthRenew Management LP (5417); EarthRenew Operational Employee LP (2155); EarthRenew Solutions LP (6554); EarthRenew Strathmore 1 LP (3013); and EarthRenew Strathmore General Partner Ltd. (7013). The Debtors' corporate headquarters are located at, and the mailing address for the Debtors is, 1925 18th Avenue N.E., Suite 201, Calgary, Alberta, T2E 7T8, Canada. Only EarthRenew, Inc. maintains a United States Tax Identification Number. Canadian Business Numbers have been listed for the other Debtors, with the exception of EarthRenew IP, which is a United States entity disregarded for tax purposes and therefore does not maintain a United States Tax Identification Number.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

(“Bankruptcy Code”), and Rules 2002, 9006, 9007 and 9008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), specifying the form and manner of service of the notice of (i) the filing of (a) the Debtors’ chapter 15 petitions (collectively, the “Chapter 15 Petitions”) and (b) certain related pleadings pursuant to chapter 15 of the Bankruptcy Code, including the Recognition Motion, (ii) this Court’s entry of the Provisional Relief Order, (iii) the deadline to object to this Court’s entry of the Recognition Order, and (iv) the hearing for this Court to consider the Chapter 15 Petitions and entry of the Recognition Order, and granting certain related relief; and upon the Taylor Declaration and the Memorandum of Law; and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and it appearing that the relief requested in the Motion is in the best interests of the Receiver, the Debtors and other parties in interest in the Chapter 15 Cases; and after due deliberation and sufficient cause appearing therefor, **IT IS HEREBY ORDERED,**

ADJUDGED, AND DECREED THAT:

1. The Motion is granted.
2. The Recognition Notice, substantially in the form attached hereto as Exhibit 1, is hereby approved.
3. Prior to mailing the Recognition Notice, the Receiver may fill in any missing dates and other information, correct any typographical errors, confirm the provisions thereof to the provisions of this Order, and make such other and further non-material, non-substantive changes as the Receiver deems necessary or appropriate.
4. The Receiver shall serve, or caused to be served, on the Notice Parties the Recognition Notice, the Provisional Relief Order, and the proposed Recognition Order by United

States or Canadian mail, first class postage prepaid, within three (3) business days entry of this Order.

5. The Receiver shall serve, or caused to be served, on the Master Service List, including any party requesting to be added thereto, all pleadings filed by the Receiver in the Chapter 15 Cases by United States or Canadian mail, first class postage prepaid.

6. To the extent not previously served, in the event any Other Interested Party files a notice of appearance in the Chapter 15 Cases, the Receiver shall serve, or caused to be served, on such party the Recognition Notice, the Provisional Relief Order, and the proposed Recognition Order (or, to the extent the Recognition Order has previously been entered by this Court, the Recognition Order) within three (3) business days of the filing of such notice of appearance by United States or Canadian mail, first class postage prepaid.

7. Service of the Recognition Notice, the Provisional Relief Order, and the proposed Recognition Order in accordance with this Order is hereby approved as due and sufficient notice and service of the filing of the Chapter 15 Petitions, the Recognition Motion, the Provisional Relief Order, the proposed Recognition Order, the Recognition Hearing and the Recognition Objection Deadline on all interested parties in the Chapter 15 Cases.

8. Service of the Provisional Relief Order and the proposed Recognition Order in accordance with this Order is hereby approved as due and sufficient notice and service of such orders on all interested parties in the Chapter 15 Cases.

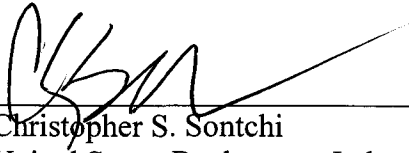
9. All notice requirements specified in section 1514(c) of the Bankruptcy Code are hereby waived or otherwise deemed inapplicable to the Chapter 15 Cases.

10. Bankruptcy Rule 1010 does not apply to the Debtors' petitions seeking recognition of a foreign main proceeding and therefore the summons requirements in Bankruptcy

Rule 1011(b) are inapplicable to the Chapter 15 Petitions and the Recognition Motion and any requirements under the Bankruptcy Code, the Bankruptcy Rules or otherwise for notice thereof.

11. This Court shall retain jurisdiction with respect to any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: Wilmington, Delaware
October 21, 2010



Christopher S. Sontchi
United States Bankruptcy Judge

EXHIBIT 1

Recognition Notice

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----	x
In re	: Chapter 15
	:
EarthRenew IP Holdings LLC, <u>et al.</u> ¹	: Case No.: 10-13363(CSS)
	:
	: Jointly Administered
Debtor in a Foreign Proceeding.	:
-----	x Ref. Docket Nos. _____

**NOTICE OF (I) FILING OF (A) PETITIONS PURSUANT TO CHAPTER 15
OF THE BANKRUPTCY CODE AND (B) RECEIVER'S MOTION FOR
PROVISIONAL AND FINAL RELIEF IN RECOGNITION OF A FOREIGN
MAIN PROCEEDING PURSUANT TO SECTIONS 105(a), 1519, 1520 AND 1521
OF THE BANKRUPTCY CODE; (II) ENTRY OF PROVISIONAL RELIEF ORDER;
(III) DEADLINE TO OBJECT TO ENTRY OF RECOGNITION ORDER;
AND (IV) HEARING FOR COURT TO CONSIDER CHAPTER 15 PETITIONS
AND ENTRY OF RECOGNITION ORDER**

PLEASE TAKE NOTICE that on October 20, 2010, RSM Richter Inc. (the "Receiver"), in its capacity as the court-appointed receiver and duly authorized foreign representative for the above-captioned debtors (collectively, the "Debtors") pursuant to an order entered (the "Receivership Order") in Canadian receivership proceedings (the "Canadian Receivership Proceeding") commenced under the Bankruptcy and Insolvency Act (Canada), R.S.C. 1985, c. B-3, as amended, pending before the Court of Queen's Bench of Alberta in the Judicial District of Calgary, filed petitions (collectively, the "Chapter 15 Petitions") under chapter 15 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. ("Bankruptcy Code"), commencing the Debtors' chapter 15 cases (collectively, the "Chapter 15 Cases") ancillary to the Canadian Receivership Proceeding.

PLEASE TAKE FURTHER NOTICE that in the Chapter 15 Cases, the Receiver has filed the *Receiver's Motion for Provisional and Final Relief In Recognition of a Foreign Main Proceeding Pursuant to Sections 105(a), 1519, 1520 and 1521 of the Bankruptcy Code* (the "Recognition Motion"), requesting the United States Bankruptcy Court for the District of Delaware (the "Court") to (i) enter a provisional order (the "Provisional Relief Order"), on an

¹ The Debtors in the Chapter 15 Cases, along with the last four digits of their United States Tax Identification Number or Canadian Business Number, as applicable, are: EarthRenew IP Holdings LLC ("EarthRenew IP"); EarthRenew Corporation (0985); EarthRenew, Inc. (2163); EarthRenew Management General Partner Ltd. (2218); EarthRenew Management LP (5417); EarthRenew Operational Employee LP (2155); EarthRenew Solutions LP (6554); EarthRenew Strathmore 1 LP (3013); and EarthRenew Strathmore General Partner Ltd. (7013). The Debtors' corporate headquarters are located at, and the mailing address for the Debtors is, 1925 18th Avenue N.E., Suite 201, Calgary, Alberta, T2E 7T8, Canada. Only EarthRenew, Inc. maintains a United States Tax Identification Number. Canadian Business Numbers have been listed for the other Debtors, with the exception of EarthRenew IP, which is a United States entity disregarded for tax purposes and therefore does not maintain a United States Tax Identification Number.

interim basis, (a) enforcing the Receivership Order, (b) staying any collection activity by creditors against the Debtors' assets in the United States, and (c) entrusting management of the Debtors' assets in the United States to the Receiver in a manner consistent with the Receivership Order, (ii) enter a final order (the "Recognition Order"), after notice and a hearing, (a) granting recognition of the Canadian Receivership Proceeding as a foreign main proceeding under section 1517 of the Bankruptcy Code, (b) enforcing the Receivership Order on a permanent basis in the United States and (iii) grant such other and further relief as this Court deems just and proper.

PLEASE TAKE FURTHER NOTICE that copies of the Chapter 15 Petitions and certain other pleadings filed contemporaneously therewith in support of the Chapter 15 Petitions, including the Recognition Motion, are available by (i) calling 403-206-0843, a telephone line established by the Receiver, (ii) accessing the Receiver's website (<http://www.rsmrichter.com/Restructuring/Earth.aspx>), or (iii) contacting Debbie Laskin, paralegal at Young Conaway Stargatt & Taylor, LLP, counsel for the Receiver, at dlaskin@ycst.com.

PLEASE TAKE FURTHER NOTICE that on October 21, 2010, the Court entered the Provisional Relief Order [Docket No. ____]. A copy of the Provisional Relief Order is attached hereto as Exhibit A. Pursuant to the Provisional Relief Order, among other things, the Court (i) scheduled a hearing (the "Recognition Hearing") to consider entry of the Recognition Order for **November 16, 2010 at 3:00 p.m. (prevailing Eastern Time)** before the Honorable Christopher S. Sontchi at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom No. 6, Wilmington, Delaware 19801, and (ii) established **on or before 4:00 p.m. (prevailing Eastern Time) on November 9, 2010** (the "Recognition Objection Deadline") as the deadline to object to the Court's entry of the Recognition Order. A copy of the Receiver's proposed Recognition Order is attached hereto as Exhibit B.

PLEASE TAKE FURTHER NOTICE that pursuant to the Provisional Relief Order, any responses or objections to the Chapter 15 Petitions or the Court's entry of the Recognition Order shall be (i) made in writing, describe the basis therefore, and indicate the nature and extent of the respondent's interests in the Debtors' Chapter 15 Cases, (ii) filed with the Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and (iii) served upon Young Conaway Stargatt & Taylor, LLP, Attn: Michael R. Nestor, Esq., 1000 West Street, 17th Floor, The Brandywine Building, Wilmington, Delaware 19801, on or before the Recognition Objection Deadline.

PLEASE TAKE FURTHER NOTICE that all parties in interest in the Chapter 15 Cases that are opposed to the Chapter 15 Petitions or the Court's entry of the Recognition Order must appear at the Recognition Hearing, which hearing may be adjourned from time to time without further notice except for an in-Court announcement at the Recognition Hearing or a filing by the Receiver on the docket of the Chapter 15 Cases of the date and time to which the Recognition Hearing has been adjourned.

PLEASE TAKE FURTHER NOTICE THAT IF NO RESPONSES OR OBJECTIONS ARE RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE RECEIVER AND ENTER THE RECOGNITION ORDER WITHOUT FURTHER NOTICE OR A HEARING.

Dated: Wilmington, Delaware
October __, 2010

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Foreign Representative for the Debtors*