

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

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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. 6 and 21

**ORDER GRANTING FINAL RELIEF IN RECOGNITION OF
A FOREIGN MAIN PROCEEDING PURSUANT TO SECTIONS
105(a), 1519, 1520 AND 1521 OF THE BANKRUPTCY CODE**

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 Proceeding 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 (the "Canadian Court"), seeking (i) entry of a provisional order, on an 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

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; 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.

the Receiver in a manner consistent with the Receivership Order; (ii) entry of this final order (this “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 and (b) enforcing the Receivership Order on a permanent basis in the United States; and (iii) such other and further relief as this Court deems just and proper; and upon the Taylor Declaration and the Memorandum of Law; and upon the Order Granting Provisional Relief Pursuant to Sections 105(a), 1519, 1520 and 1521 of the Bankruptcy Code [Docket No. 21] (the “Provisional Relief Order”) previously entered by this Court; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of the Chapter 15 Cases and the Motion in this District is proper pursuant to 28 U.S.C. § 1410; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that notice of the Motion has been given as set forth in the Motion and that such notice is adequate and no other or further notice need be given under the circumstances; and upon the record of the hearing on the Motion; and the Court having found and determined that the relief sought in the Motion is consistent with the purpose of chapter 15 of the Bankruptcy Code and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, the Court finds and concludes as follows:

- (i) The Receiver is a person within the meaning of section 101(41) of the Bankruptcy Code and is the duly appointed foreign representative of each of the Debtors within the meaning of section 101(24) of the Bankruptcy Code.
- (ii) The Chapter 15 Cases were properly commenced pursuant to sections 1504 and 1515 of the Bankruptcy Code.
- (iii) The Chapter 15 Petitions meet the requirements of section 1515 of the Bankruptcy Code.

- (iv) The Canadian Receivership Proceeding is entitled to recognition by this Court pursuant to section 1517 of the Bankruptcy Code.
- (v) The Canadian Receivership Proceeding pending in the Canadian Court in Alberta, Canada, which is the location of the Debtors' center of main interest, constitutes a foreign main proceeding pursuant to section 1502(4) of the Bankruptcy Code and is entitled to recognition as a foreign main proceeding pursuant to section 1517(b)(1) of the Bankruptcy Code.
- (vi) The Receiver as a foreign representative is entitled, without limitation, to all of the relief provided pursuant to section 1520 of the Bankruptcy Code.
- (vii) The relief granted herein is necessary and appropriate, in the interest of the public and international comity, consistent with the public policy of the United States, warranted pursuant to section 1521 of the Bankruptcy Code, and will not cause any hardship to any parties in interest that is not outweighed by the benefits of the relief granted.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

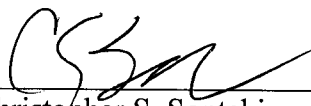
1. The Motion is Granted.
2. The Canadian Receivership Proceeding is hereby recognized as a "foreign main proceeding" pursuant to section 1517 of the Bankruptcy Code.
3. All provisions of section 1520 of the Bankruptcy Code apply in these Chapter 15 Cases, including, without limitation, sections 361 and 362 of the Bankruptcy Code with respect to the Debtors and the Debtors' assets within the United States.
4. The Receivership Order is hereby given full force and effect in the United States.
5. Pursuant to section 1521(a)(6) of the Bankruptcy Code, all other prior relief granted pursuant to the Provisional Relief Order pursuant to section 1519(a) of the Bankruptcy Code is hereby extended on a final basis.

6. The Chapter 15 Petitions, the Motion, the Provisional Relief Order and this Recognition Order shall be made available by the Receiver upon request to its counsel, Young Conaway Stargatt & Taylor, LLP, Attn: Debbie Laskin, paralegal, at dlaskin@ycst.com.

7. Notwithstanding any provision in the Bankruptcy Rules to the contrary: (i) this Recognition Order shall be effective immediately and enforceable upon its entry; (ii) the Receiver is not subject to any stay in the implementation, enforcement or realization of the relief granted in this Recognition Order; and (iii) the Receiver is authorized and empowered, and may in its discretion and without further delay, take any action and perform any act necessary to implement and effectuate the terms of this Recognition Order.

8. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Motion or the implementation of this Recognition Order.

Dated: Wilmington, Delaware
November 10, 2010



Christopher S. Sontchi
United States Bankruptcy Judge