

Court File No.: 32-158452
(formerly 31-OR-207873-T)

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
(IN BANKRUPTCY & INSOLVENCY)

**IN THE MATTER OF THE BANKRUPTCY OF ORNGE
GLOBAL GP INC., a corporation incorporated under the
laws of Ontario, established, carrying on business in the City
of Mississauga, in the Province of Ontario**

**MOTION RECORD OF
THE TRUSTEE IN BANKRUPTCY
(Record Sharing Protocol
(returnable on February 8, 2012))**

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Toronto, Ontario M5K 1N2

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Lawyers for Duff & Phelps Canada
Restructuring Inc., in its capacity
as trustee in bankruptcy of Ornge
Global Holdings LP and Ornge
Global GP Inc.

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
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1.	Notice of Motion
2.	First Report of the Trustee, dated February 6, 2012
3.	Draft Order

TAB 1

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
(IN BANKRUPTCY & INSOLVENCY)**

**IN THE MATTER OF THE BANKRUPTCY OF ORNGE
GLOBAL GP INC., a corporation incorporated under the
laws of Ontario, established, carrying on business in the City
of Mississauga, in the Province of Ontario**

**NOTICE OF MOTION
(Returnable on February 8, 2012)**

Duff & Phelps Canada Restructuring Inc. (“D&P”), in its capacity as trustee (in such capacity, the “Trustee”) of the estate of Ornge Global GP Inc. (“Ornge GP”), a bankrupt, will make a motion to a judge presiding over the Ontario Superior Court of Justice (Commercial List) on February 8, 2012, at 10:00 a.m. or as soon after such time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THIS MOTION IS FOR an order substantially in the form included at tab 3 of the Trustee’s Motion Record, and such further and other relief as this Honourable Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

Proceedings to Date

- (a) on February 2, 2011, the Ontario Superior Court of Justice (In Bankruptcy & Insolvency) made orders (the “Bankruptcy Orders”) pursuant to the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B.-3, as amended (the “BIA”) adjudging Ornge Global Holdings LP and Ornge GP (together, the “Companies”) bankrupt;

- (b) pursuant to the Bankruptcy Orders, D&P was appointed Trustee in respect of the Companies;

Record Sharing Protocol

- (c) the Ministry of Finance (Ontario) (“Ministry”) has been conducting an investigation (the “Investigation”) of the Ornge group of for-profit and not-for-profit entities, including, *inter alia*, the Companies (collectively “Ornge”), which provide air transport medical services to patients requiring critical, acute or emergency care in Ontario;
- (d) the Investigation is being conducted pursuant to a performance agreement between Ontario Air Ambulance Services Co. (now known as Ornge) and Her Majesty The Queen in Right of Ontario as represented by the Minister of Health and Long-Term Care, made as of December 14, 2005 and Section 1.0.25 of the Financial Administration Act (Ontario);
- (e) in order to enable the Ministry to continue the Investigation in respect of the Companies, which the Trustee believes is in the public interest, it is necessary for the Ministry to continue to have access to the Companies’ books and records, both physical and electronic, as well as the books and records of LP’s wholly-owned subsidiaries (collectively, the “Records”);
- (f) the Trustee believes that the Investigation of the Companies can be completed most expeditiously and cost effectively by allowing the Ministry to continue its efforts and is of the view that the Ministry be permitted to continue the Investigation;
- (g) the Trustee is seeking approval of a protocol between the Trustee and Ministry concerning access to and the safeguarding of physical and electronic documents that may be in the possession of either party during the course of the bankruptcy as well as the sharing of findings and information between the parties (the “Protocol”) and certain related relief;

General

- (h) the provisions of the BIA and, in particular, sections 16, 17, 18, 19 and 23 thereof;
- (i) the provisions of the *Courts of Justice Act*, R.S.O. 1990, c. C-43, as amended;
- (j) Rules 1.04, 2.03, 3.02 and 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended; and
- (k) such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (a) the First Report of the Trustee, dated February 6, 2012; and
- (b) such further and other material as counsel may advise and this Honourable Court may permit.

February 6, 2012

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Lawyers for Duff & Phelps Canada
Restructuring Inc., in its capacity
as trustee in bankruptcy of Ornge
Global Holdings LP and Ornge
Global GP Inc.

TO: SERVICE LIST ATTACHED

**ORNGE GLOBAL HOLDINGS LP AND
ORNGE GLOBAL GP INC. (TOGETHER, THE “COMPANIES”)**

SERVICE LIST

TO: TORYS LLP
79 Wellington Street West, Suite 3000
Box 270, TD Centre
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Attention: Scott A. Bomhof / Andrew Gray / Adam M. Slavens
Tel: 416. 865.7370 / 416.865.7630 / 416.865.7333
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Email: sbomhof@torys.com / agray@torys.com / aslavens@torys.com

Lawyers for the Trustee in respect of the Companies

AND TO: Duff & Phelps Canada Restructuring Inc.
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Toronto, ON M5H 3T4

Attention: Bobby Kofman / Mitch Vininsky
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Fax: 647.497.9477
Email: bobby.kofman@duffandphelps.com / mitch.vininsky@duffandphelps.com

The Trustee in respect of the Companies

AND TO: Grosman, Grosman & Gale LLP
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Attention: Norm Grosman
Tel: 416.364.9599
Fax: 416.364-2490
Email: ngrosman@grosman.com

Lawyers for Dr. Chris Mazza

AND TO: Fasken Martineau DuMoulin LLP
333 Bay Street, Suite 2400
Bay Adelaide Centre, Box 20
Toronto, ON M5H 2T6

Attention: Edmond Lamek
Tel: 416.865.4506
Fax: 416.364.7813
Email: elamek@fasken.com

Lawyers for the Companies

AND TO: Attorney General for Ontario
Finance and Business Management Council
5700 Yonge Street
2nd Floor
Toronto, ON M2M 4K5

Attention: Ken Flynn
Tel: 416.327.7786
Fax: 416.326.4007
Email: ken.flynn@ontario.ca

Lawyers for Her Majesty the Queen in right of Ontario, as represented by the Ministry of Finance

AND TO: Attorney General for Ontario
Ministry of Finance
College Park
777 Bay Street
11th Floor
Toronto, ON M5G 2C8

Attention: Walter Kim
Tel: 416.326.0964
Fax: 416.326.4007
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Lawyers for Her Majesty the Queen in right of Ontario, as represented by the Ministry of Finance

AND TO: Attorney General for Ontario
Ministry of Finance
College Park
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Toronto, ON M5G 2C8

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Lawyers for Her Majesty the Queen in right of Ontario, as represented by the Ministry of Finance

IN THE MATTER OF THE BANKRUPTCY OF ORNGE GLOBAL GP INC., a corporation incorporated under the laws of Ontario, established, carrying on business in the City of Mississauga, in the Province of Ontario

Court File No.: 31-OR-207873-T
(formerly 31-OR-207873-T)

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
(IN BANKRUPTCY & INSOLVENCY)

Proceeding commenced at Toronto

NOTICE OF MOTION OF
THE TRUSTEE IN BANKRUPTCY
(Record Sharing Protocol
(returnable on February 8, 2012))

Torys LLP

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Lawyers for Duff & Phelps Canada
Restructuring Inc., in its capacity
as trustee in bankruptcy of Ornge
Global Holdings LP and Ornge
Global GP Inc.

TAB 2

**First Report to Court of
Duff & Phelps Canada
Restructuring Inc. as Trustee of
the Bankrupt Estates of Ornge
Global GP Inc. and Ornge Global
Holdings LP**

February 6, 2012

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Court File No.: 32-158452
32-158453

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

IN THE MATTER OF THE BANKRUPTCY OF ORNGE
GLOBAL GP INC., A CORPORATION INCORPORATED
UNDER THE LAWS OF ONTARIO, CARRYING ON
BUSINESS IN THE CITY OF MISSISSAUGA, IN THE
PROVINCE OF ONTARIO

AND

IN THE MATTER OF THE BANKRUPTCY OF ORNGE
GLOBAL HOLDINGS LP, A LIMITED PARTNERSHIP,
ESTABLISHED UNDER THE LAWS OF ONTARIO,
CARRYING ON BUSINESS IN THE CITY OF
MISSISSAUGA, IN THE PROVINCE OF ONTARIO

FIRST REPORT OF DUFF & PHELPS CANADA RESTRUCTURING INC.
AS TRUSTEE IN BANKRUPTCY

FEBRUARY 6, 2012

1.0 Introduction

On February 2, 2011, the Ontario Superior Court of Justice (In Bankruptcy & Insolvency) ("Court") made orders (the "Bankruptcy Orders") pursuant to the *Bankruptcy and Insolvency Act, R.S.C. 1985, c. B.-3*, as amended (the "BIA") adjudging Ornge Global GP Inc. ("GP") and Ornge Global Holdings LP ("LP") (together, the "Companies") bankrupt. The applications for the Bankruptcy Orders were made by Ornge Global Real Estate Inc. ("OGRE"), a company related to, or affiliated with, the Companies.

In its petition against the Companies, OGRE claimed an unsecured indebtedness owing to it by the Companies of approximately \$5.6 million.

Pursuant to the Bankruptcy Orders, Duff & Phelps Canada Restructuring Inc. ("D&P") was appointed the trustee of the bankrupt estates of the Companies ("Trustee"). Copies of the Bankruptcy Orders are provided as Appendix "A".

This report ("Report") is being filed by D&P in its capacity as Trustee.

1.1 Purpose of this Report

The purposes of this Report are to:

- a) Provide background information about the Companies based on the Trustee's preliminary review to date of the information available to it, as more fully described in Section 1.3 hereof;
- b) Summarize an investigation being conducted by Ministry of Finance (Ontario) ("Ministry") regarding the Companies and affiliated companies; and
- c) Recommend that this Court make an order:
 - Authorizing the Ministry to continue its review of the Companies' books and records, both physical and electronic, as well as the books and records of LP's wholly-owned subsidiaries (collectively, the "Records");
 - Approving a protocol between the Ministry and the Trustee concerning the sharing of information and the safeguarding of the Records ("Protocol", as defined in Section 3); and
 - Approving the Trustee's activities, as described in this Report.

1.2 Currency

Unless otherwise noted, all currency references in this Report are to Canadian dollars.

1.3 Restrictions

In preparing this Report, the Trustee has relied upon unaudited financial information prepared by the Companies' representatives, the Companies' books and records, discussions with the Companies' representatives and the Ministry's representatives. The Trustee has not performed an audit or other verification of such information. The Trustee expresses no opinion or other form of assurance with respect to the accuracy of any financial information presented in this Report, or relied upon by the Trustee.

2.0 Background

GP and LP were incorporated under the *Business Corporations Act* (Ontario) on November 26, 2010 and December 24, 2010, respectively. The Companies' registered office is located at 5310 Explorer Drive, Mississauga, Ontario ("Head Office").

The Companies are part of a group of for-profit and not-for-profit entities (collectively "Ornge"). Ornge's current corporate organizational chart is attached as Appendix "B".

Ornge provides air transport medical services to patients requiring critical, acute or emergency care in Ontario. The services provided by Ornge are a component of Ontario's universal healthcare system.

The Companies and their subsidiaries were formed as part of Ornge's initiative to create for-profit businesses to offer:

- a) Consulting and advisory services related to patient transport systems and transport medicine to governments and agencies outside of Ontario; and
- b) Travel healthcare solutions to individuals and corporations under a membership plan.

3.0 Ministry's Investigation

The Ministry has been conducting an investigation of Ornge since January 16, 2012. The investigation is being conducted pursuant to: a) a performance agreement between the Her Majesty The Queen in Right of Ontario as represented by the Minister of Health and Long-Term Care and Ontario Air Ambulance Services Co. (now known as Ornge) made as of December 14, 2005; and b) Section 1.0.25 of the *Financial Administration Act* (Ontario).

Upon its appointment on February 2, 2012, the Trustee met with representatives of the Ministry. Further discussions were held among representatives of the Ministry, the Trustee and the Trustee's counsel, Torys LLP. The Ministry advised the Trustee that Ornge's books and records, including the physical Records, are located at the Head Office and have been secured under lock and key by Ministry representatives in offices dedicated to the Ministry's investigation. The Ministry confirmed to the Trustee that none of the Records have been removed from the Head Office. The Ministry further advised that it has taken steps to safeguard and monitor access to the electronic Records. The Trustee was also advised that the Companies' electronic and physical books and records are in many instances commingled with the books and records of other Ornge entities, thereby making it difficult for the Trustee to physically secure these specific documents.

In order to enable the Ministry to continue its investigation of the Companies, which the Trustee believes is in the public interest, it is necessary for the Ministry to continue to have access to the Records, and the Trustee is seeking advice and directions from the Court in this regard. The Trustee believes that an investigation of the Companies can be completed most expeditiously and cost effectively by allowing the Ministry to continue its efforts and is of the view that the Ministry be permitted to continue its investigation.

As further detailed in Section 4 below, the Trustee has advised the Ministry that it is seeking approval of a protocol between the Trustee and the Ministry concerning access to and the safeguarding of physical and electronic documents that may be in the possession of either party during the course of the bankruptcy as well as the sharing of findings and information between the parties ("Protocol").

4.0 Protocol

A summary of the key terms of the Protocol is as follows:

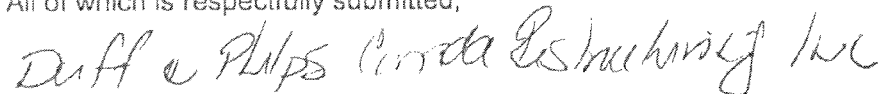
- The Records will be catalogued jointly by the Trustee and the Ministry;
- The Trustee and the Ministry will each be permitted unfettered access to the Records upon 24 hours' notice to the other party (or earlier upon agreement between the Trustee and the Ministry), and shall safeguard at all times the Records in their possession;
- The Records will remain secured and safeguarded at the Head Office. The Trustee will be permitted to store an offsite "back up" of the Companies' electronic records;
- Records that may be subject to privilege will not be reviewed by either the Trustee or the Ministry, and access to such Records shall not be permitted. Directions from the Court will be sought in the event either party wishes to review Records subject to, or which may be subject to, privilege;
- The Trustee and the Ministry will cooperate and share information and their findings during the course of their investigations of the Companies and review of the Records;
- To the extent that the Trustee is required to incur any expenses in connection with the Protocol, the Trustee and Ministry will agree on suitable arrangements for the Trustee's expenses to be paid, failing which the Trustee will be entitled to seek directions from this Court before incurring such costs; and
- Upon the completion of its investigation, unless otherwise ordered by the Court, the Ministry shall return to the Trustee any Records in its possession.

5.0 Conclusion and Recommendation

Based on the foregoing, the Trustee respectfully recommends that this Court make an order granting the relief detailed in Section 1.1 (c) of this Report.

* * *

All of which is respectfully submitted,



**DUFF & PHELPS CANADA RESTRUCTURING INC.
IN ITS CAPACITY AS TRUSTEE OF THE BANKRUPT ESTATES OF
ORNGE GLOBAL HOLDINGS LP AND ORNGE GLOBAL GP INC.
AND NOT IN ITS PERSONAL CAPACITY**

APPENDIX “A”

**ONTARIO
SUPERIOR COURT OF JUSTICE
(IN BANKRUPTCY & INSOLVENCY)**

REGISTRAR) FRIDAY, THE 2nd DAY
)
) OF FEBRUARY, 2012

**IN THE MATTER OF THE BANKRUPTCY OF ORNGE
GLOBAL GP INC.**, a corporation incorporated under the laws of
Ontario, carrying on business in the City of Mississauga, in the
Province of Ontario

BANKRUPTCY ORDER

UPON the Application of Orange Global Real Estate Inc. (the "Applicant"),
having an office at 5310 Explorer Drive, Mississauga, Ontario, L4W 5H8, a creditor of
Ornge Global GP Inc. ("Ornge GP"), filed the 19th day of January, 2012;

AND UPON reading the said Application and the Affidavit of Verification of
Barry Pickford, sworn January 19, 2012, and the exhibits attached thereto; and, the affidavit
of service of Laurie Turner, sworn January 19, 2012, filed;

AND UPON hearing the submissions of counsel for the Applicant, and it
appearing to the Court that the following act of bankruptcy has been committed:

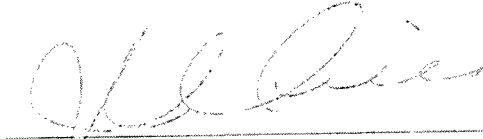
- (a) that Ornge GP, within the six months preceding the date of the filing of the
Application for Bankruptcy Order, has ceased to meet its liabilities generally
as they become due in that it has failed to pay its indebtedness to the
Applicant and to other creditors:

1. **THE COURT HEREBY ORDERS** that Ornge GP, residing and carrying on business at 5310 Explorer Drive in the City of Mississauga, in the Province of Ontario, having debts in excess of one thousand dollars and having committed the above-stated act of bankruptcy, be and is hereby adjudged bankrupt and that a Bankruptcy Order is hereby made against Ornge GP.

2. **THE COURT FURTHER ORDERS** that Duff & Phelps Canada Restructuring Inc. of Toronto, Ontario be and is hereby appointed as trustee of the estate of Ornge GP.

3. **THE COURT FURTHER ORDERS** that the said trustee give security in cash or by bond without delay, in accordance with section 16(1) of the *Bankruptcy and Insolvency Act*.

4. **THE COURT FURTHER ORDERS** that the costs of and incidental to this application and of this order be paid to the Applicant out of the estate of Ornge GP forthwith after taxation thereof.



JANET E. MILLS

Deputy Clerk in Bankruptcy
Superior Court of Justice

Greffier des faillites
Cour supérieure de justice

IN THE MATTER OF THE BANKRUPTCY OF ORNGE GLOBAL GP INC.,
a corporation incorporated under the laws of Ontario,
carrying on business in the City of Mississauga, in the Province of Ontario

**ONTARIO
SUPERIOR COURT OF JUSTICE
(IN BANKRUPTCY & INSOLVENCY)**

Proceedings commenced in Toronto

BANKRUPTCY ORDER

FASKEN MARTINEAU DUMOULIN LLP
333 Bay Street – Suite 2400
Toronto, ON M5H 2T6

R. Graham Phoenix (LSUC No. 52650N)
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Fax: 416 364 7813

**Solicitors for Ornge Global Real Estate Inc.
the Applicant**

**ONTARIO
SUPERIOR COURT OF JUSTICE
(IN BANKRUPTCY & INSOLVENCY)**

REGISTRAR *MILLS*) THURSDAY, THE 2nd DAY
)
) OF FEBRUARY, 2012

**IN THE MATTER OF THE BANKRUPTCY OF ORNGE
GLOBAL HOLDINGS LP**, a limited partnership, established
under the laws of Ontario, carrying on business in the City of
Mississauga, in the Province of Ontario

BANKRUPTCY ORDER

UPON the Application of Orange Global Real Estate Inc. (the "Applicant"),
having an office at 5310 Explorer Drive, Mississauga, Ontario, L4W 5H8, a creditor of
Ornge Global Holdings LP ("Ornge LP"), filed the 19th day of January, 2012;

AND UPON reading the said Application and the Affidavit of Verification of
Barry Pickford, sworn January 19, 2012, and the exhibits attached thereto; and, the affidavit
of service of Laurie Turner, sworn January 19, 2012, filed;

AND UPON hearing the submissions of counsel for the Applicant, and it
appearing to the Court that the following act of bankruptcy has been committed:

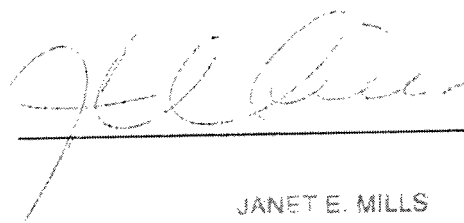
- (a) that Ornge LP, within the six months preceding the date of the filing of the
Application for Bankruptcy Order, has ceased to meet its liabilities generally
as they become due in that it has failed to pay its indebtedness to the
Applicant and to other creditors:

1. **THE COURT HEREBY ORDERS** that Ornge LP, residing and carrying on business at 5310 Explorer Drive in the City of Mississauga, in the Province of Ontario, having debts in excess of one thousand dollars and having committed the above-stated act of bankruptcy, be and is hereby adjudged bankrupt and that a Bankruptcy Order is hereby made against Ornge LP.

2. **THE COURT FURTHER ORDERS** that Duff & Phelps Canada Restructuring Inc. of Toronto, Ontario be and is hereby appointed as trustee of the estate of Ornge LP.

3. **THE COURT FURTHER ORDERS** that the said trustee give security in cash or by bond without delay, in accordance with section 16(1) of the *Bankruptcy and Insolvency Act*.

4. **THE COURT FURTHER ORDERS** that the costs of and incidental to this application and of this order be paid to the Applicant out of the estate of Ornge LP forthwith after taxation thereof.



JANET E. MILLS

Registrar in Bankruptcy
Superior Court of Justice

Greffier des faillites
Cour supérieure de justice

IN THE MATTER OF THE BANKRUPTCY OF ORNGE GLOBAL HOLDINGS LP,
a limited partnership, established under the laws of Ontario,
carrying on business in the City of Mississauga, in the Province of Ontario

**ONTARIO
SUPERIOR COURT OF JUSTICE
(IN BANKRUPTCY & INSOLVENCY)**

Proceedings commenced in Toronto

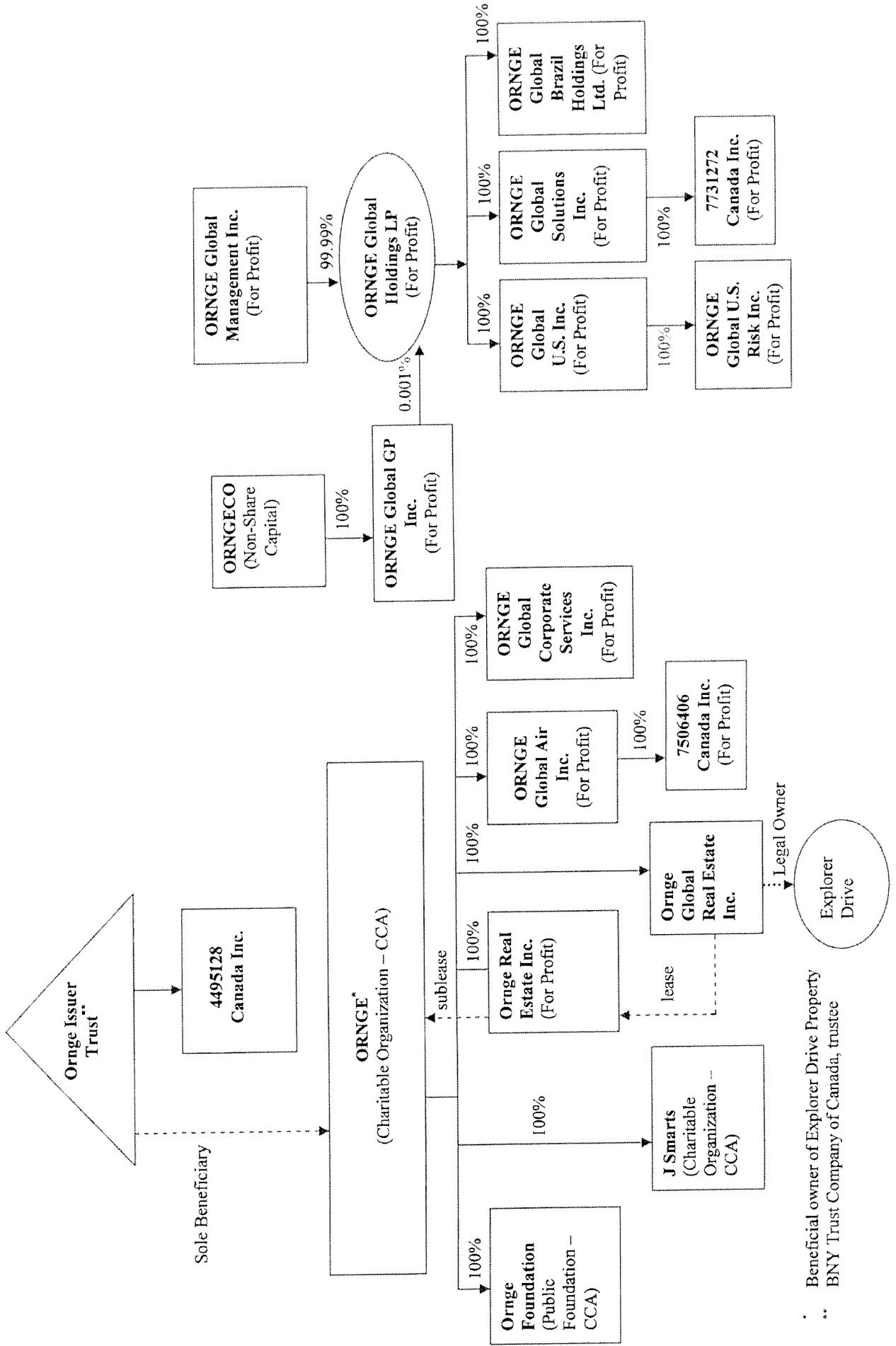
BANKRUPTCY ORDER

FASKEN MARTINEAU DUMOULIN LLP
333 Bay Street – Suite 2400
Toronto, ON M5H 2T6

R. Graham Phoenix (LSUC No. 52650N)
Tel: 416 366 8381
Fax: 416 364 7813

**Solicitors for Ornge Global Real Estate Inc.
the Applicant**

APPENDIX “B”



* Beneficial owner of Explorer Drive Property
 ** BNY Trust Company of Canada, trustee

TAB 3

**ONTARIO
SUPERIOR COURT OF JUSTICE
(IN BANKRUPTCY & INSOLVENCY)**

THE HONOURABLE) WEDNESDAY, THE 8TH DAY
)
JUSTICE) OF FEBRUARY, 2012

**IN THE MATTER OF THE BANKRUPTCY OF ORNGE
GLOBAL GP INC., a corporation incorporated under the
laws of Ontario, established, carrying on business in the City
of Mississauga, in the Province of Ontario**

**ORDER
(Record Sharing Protocol)**

THIS MOTION, made by Duff & Phelps Canada Restructuring Inc., in its capacity as trustee (in such capacity, the “Trustee”) of the estate of Ornge Global GP Inc., a bankrupt, for an order approving a Record Sharing Protocol was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion and the Motion Record, including the First Report of the Trustee, dated February 6, 2012 (the “First Report”), filed, and on hearing submissions of counsel for the Trustee and counsel for Her Majesty the Queen in the Right of Ontario, as represented by the Minister of Finance (the “Ministry”), no one appearing for any other person on the service list, although properly served as appears from the Affidavit of Adam M. Slavens sworn February 7, 2012, filed, and upon being advised that no other persons were served with the aforementioned materials:

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record, including the First Report, be and it is hereby abridged, if necessary, so that the motion is properly returnable today, and that further service thereof be and it is hereby dispensed with, and that service of the aforementioned materials, be and it is hereby validated in all respects.
2. **THIS COURT ORDERS** that the Record Sharing Protocol set out on Schedule “A” hereto be and it is hereby approved.

3. **THIS COURT ORDERS** that this Order shall be binding on the Trustee and the Ministry, and on all agents of the Ministry. A copy of this Order shall be provided to any agent retained in connection with accessing Records (as such term is defined in the Record Sharing Protocol) in accordance with the Record Sharing Protocol.
4. **THIS COURT ORDERS** that the Trustee or Ministry may apply to vary the terms of this Order.
5. **THIS COURT ORDERS** that the First Report, filed, be and it is hereby approved and the actions and activities of the Trustee described therein be and they are hereby approved.

Schedule "A"

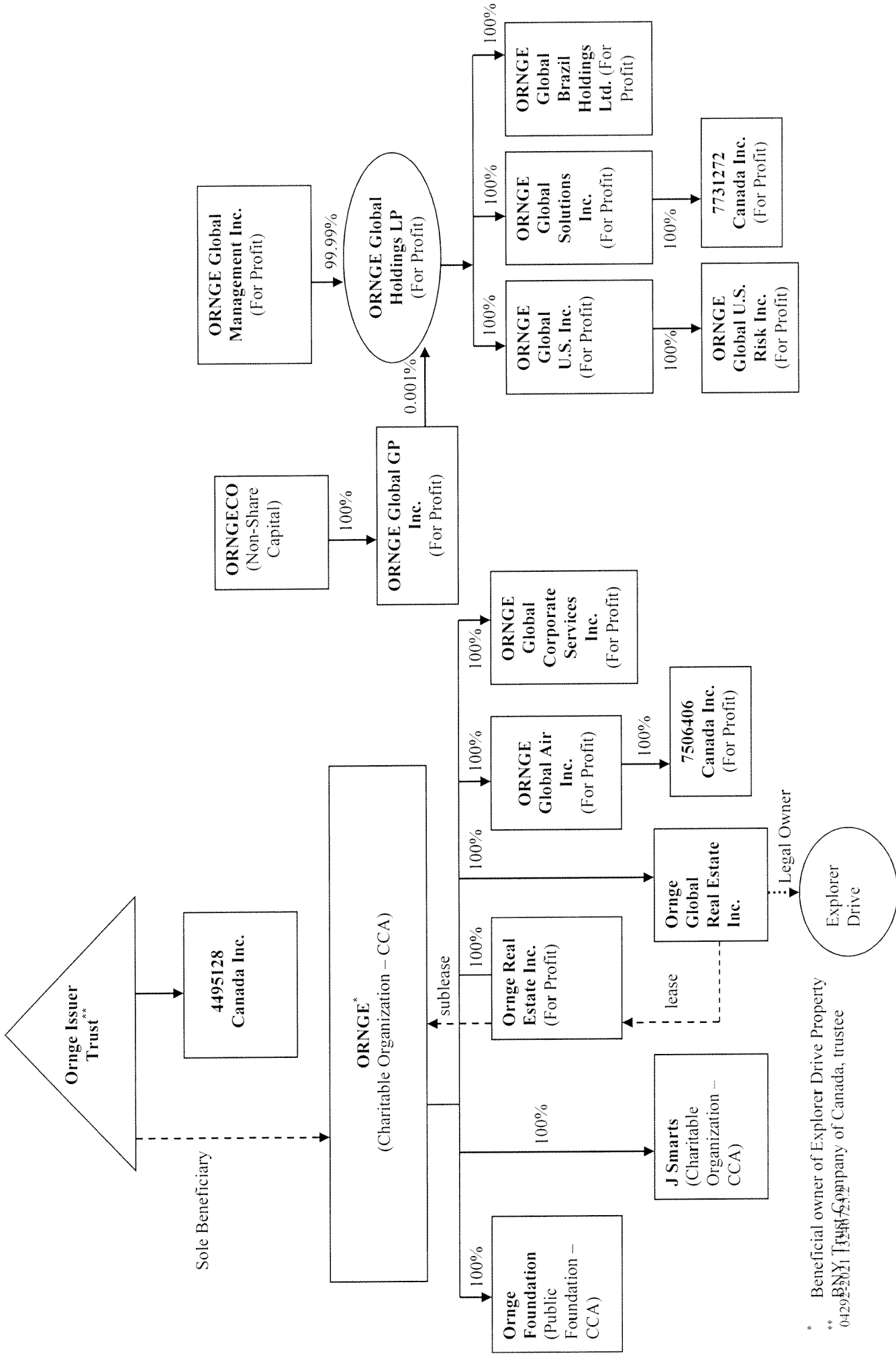
RECORD SHARING PROTOCOL

1. *Definitions.* In this Record Sharing Protocol,
 - (a) "Companies" means Ornge Global GP Inc. and Ornge Global Holdings LP and any other Ornge entity over which the Trustee, as defined below, may be appointed the trustee in bankruptcy;
 - (b) "Ministry" means the Ministry of Finance (Ontario), including its agents;
 - (c) "Ornge" means the Companies as well as related for-profit and not-for profit entities as set out in the organizational chart attached as Appendix "A".
 - (d) "Records" means all records of the Companies, as well as any other entity over which the Trustee is appointed trustee in bankruptcy, in the power, possession or control of the Trustee or the Ministry, in physical or electronic format, including data, sound recordings, videotape, film, photographs, charts, graphs, maps, plans, surveys, books of account; and
 - (e) "Trustee" means Duff & Phelps Canada Restructuring Inc., in its capacity as trustee of the bankrupt estates of the Companies.
2. *Access to Records.* The Trustee may continue to provide the Ministry with access to the Records for review and inspection. Upon 24 hours' notice (or earlier upon agreement between the Trustee and the Ministry), the Trustee and the Ministry shall be entitled to review and inspect Records in the other party's possession, and shall safeguard at all times the Records in their possession.
3. *Privileged Records.* Subject to an Order of the Court, the Trustee shall not be required to provide access to any Records that it has determined contain privileged information where, in its determination, sharing Records with the Ministry could result in a waiver of privilege. Directions from the Court will be sought in the event either party wishes to review Records subject to, or which may be subject to, privilege. Upon identifying records that may be subject to privilege, the party who identifies such document will notify the other.
4. *Cataloguing.* The Trustee and the Ministry shall jointly catalogue the Records.

5. *Confidentiality.* The Records are confidential, and the information in the Records may only be used by the Ministry for the purposes of allowing the Ministry to complete its investigation of Ornge.
6. *Security of the Records.* The Records will remain secured and safeguarded at the head office of the Companies at 5310 Explorer Drive, Mississauga Ontario. The Trustee may, in its discretion, store an offsite “back-up” of the Companies’ electronic Records.
7. *Cooperation.* The Trustee and the Ministry of Finance shall cooperate and share their respective findings during their investigations of the Companies.
8. *Expenses.* To the extent that the Trustee is required to incur any expenses in connection with the Record Sharing Protocol, the Trustee and Ministry will agree on suitable arrangements for the Trustee’s expenses to be paid, failing which the Trustee will be entitled to seek directions from this Court before incurring such expenses. The Trustee shall not be obligated to perform activities should funding be insufficient to cover its fees and expenses.
9. *Transfer of Records.* Unless otherwise ordered by the Court, at the conclusion of its investigation, the Ministry shall transfer the Records in its possession or control to the Trustee.

Appendix "A"

ORNGE ORGANIZATIONAL CHART (AS AT JANUARY 24, 2012)



* Beneficial owner of Explorer Drive Property

** 04292021 1348759 company of Canada, trustee

IN THE MATTER OF THE BANKRUPTCY OF ORNGE GLOBAL GP INC., a corporation incorporated under the laws of Ontario, established, carrying on business in the City of Mississauga, in the Province of Ontario

Court File No.: 32-158452

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
(IN BANKRUPTCY & INSOLVENCY)

Proceeding commenced at Toronto

ORDER

**(Record Sharing Protocol
(returnable on February 8, 2012))**

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Lawyers for Duff & Phelps Canada
Restructuring Inc., in its capacity
as trustee in bankruptcy of Ornge
Global Holdings LP and Ornge
Global GP Inc.

IN THE MATTER OF THE BANKRUPTCY OF ORNGE GLOBAL GP INC., a corporation incorporated under the laws of Ontario, established, carrying on business in the City of Mississauga, in the Province of Ontario

Court File No.: 31-OR-207873-T
(formerly 31-OR-207873-T)

ONTARIO

**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
(IN BANKRUPTCY & INSOLVENCY)**

Proceeding commenced at Toronto

**MOTION RECORD OF
THE TRUSTEE IN BANKRUPTCY
(Record Sharing Protocol
(returnable on February 8, 2012))**

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