

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- X
 In re : Chapter 15
 :
 Crystallex International Corporation¹ : Case No. 11-14074 (PJW)
 :
 Debtor in a Foreign Proceeding. : Ref. Docket Nos. 3 & 20
 ----- X

**ORDER GRANTING FINAL RELIEF IN AID OF
CANADIAN PROCEEDING PURSUANT TO SECTIONS
105(a), 1517, 1520, AND 1521 OF THE BANKRUPTCY CODE**

Upon consideration of the Verified Petition² commencing this case and the motion (the “Motion”) of Crystallex International Corporation (the “Foreign Representative”), in its capacity as the authorized foreign representative of the above-captioned debtor (the “Debtor”) in a proceeding (the “Canadian Proceeding”) under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, pending before the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court”), pursuant to sections 105(a), 1517, 1519, 1520, and 1521 of title 11 of the United States Code (the “Bankruptcy Code”), seeking: (i) entry of a provisional order (the “Provisional Relief Order”) applying section 362 of the Bankruptcy Code in the chapter 15 case, pursuant to sections 1519(a)(3), 1521(a)(7), and 105(a) of the Bankruptcy Code; (ii) entry of this final order (this “Recognition Order”) after notice and a hearing (a) granting the Verified Petition in the case and recognizing the Canadian Proceeding as a foreign main proceeding under section 1517 of the Bankruptcy Code, and (b) giving full force and effect in the United States to the Initial Order, including any extensions or amendments

¹ The last four digits of the Debtor’s United States taxpayer identification number is 2628. The Debtor’s executive headquarters are located at 8 King Street East, Suite 1210, Toronto, Ontario M5C 1B5, Canada.

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

thereof authorized by the Canadian Court; and (iii) such other and further relief as this Court deems just and proper; and upon the First Day Declarations 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. 20] (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 Case and the Motion in this District is proper pursuant to 28 U.S.C. § 1410(1); 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:

- (a) The Foreign Representative is a person within the meaning of section 101(41) of the Bankruptcy Code and is the duly appointed foreign representative of the Debtor within the meaning of section 101(24) of the Bankruptcy Code.
- (b) The Chapter 15 Case was properly commenced pursuant to sections 1504 and 1515 of the Bankruptcy Code.
- (c) The Verified Petition meets the requirements of section 1515 of the Bankruptcy Code.
- (d) The Canadian Proceeding is entitled to recognition by this Court pursuant to section 1517 of the Bankruptcy Code.
- (e) The Canadian Proceeding pending in the Canadian Court, in the country that is the Debtor’s 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.

- (f) The Foreign Representative as a foreign representative is entitled, to the extent not inconsistent with the Initial Order, to all of the relief provided pursuant to section 1520 on the Bankruptcy Code.
- (g) 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 Verified Petition is granted and the Canadian Proceeding is hereby recognized as a “foreign main proceeding” pursuant to section 1517(b)(1) of the Bankruptcy Code.
3. The Initial Order, including any extensions or amendments thereto, is hereby enforced on a final basis and given full force and effect in the United States.
4. All relief afforded a foreign main proceeding pursuant to section 1520 of the Bankruptcy Code is hereby granted without limitation. Specifically, except as expressly provided otherwise in paragraphs 16 and 17 of the Initial Order, the automatic stay of section 362 of the Bankruptcy Code applies with respect to the Debtor and any of its property that is within the territorial jurisdiction of 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. No action taken by the Foreign Representative, the Debtor, or its successors, agents, representatives, advisors, or counsel, in preparing, disseminating, applying

for, implementing, or otherwise acting in furtherance of or in connection with the Canadian Proceeding, this Recognition Order, or the Chapter 15 Case or any adversary proceeding therein, or any further proceeding commenced thereunder, shall be deemed to constitute a waiver of the immunity afforded such person under sections 306 and 1510 of the Bankruptcy Code.

7. The Verified Petition, the Motion, the Provisional Relief Order and this Recognition Order shall be made publicly available on the website at www.ey.com/ca/crystallex or by contacting Melissa Romano, paralegal at Young Conaway Stargatt & Taylor, LLP, co-counsel for the Foreign Representative, at mromano@ycst.com.

8. Notwithstanding any provision in the Bankruptcy Rules to the contrary, (i) this Recognition Order shall be effective immediately and enforceable upon its entry, and (ii) the Foreign Representative 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.

9. This Court shall retain jurisdiction with respect to the enforcement, amendment, or modification of this Recognition Order, any requests for additional relief or any adversary proceeding brought in and through the Chapter 15 Case, and any request by an entity for relief from the provisions of this Recognition Order, for cause shown, that is properly commenced and within the jurisdiction of this Court.

Dated: Wilmington, Delaware

Jan. 20 2012


PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE