

Court File No. CI 15-01-95749

**THE QUEEN'S BENCH  
WINNIPEG CENTRE**

IN THE MATTER OF THE: *Companies' Creditors Arrangement Act*,  
R.S.C. 1985, c. C-36, as Amended

AND IN THE MATTER OF: Certain proceedings taken in the United  
States Bankruptcy Court for the District of  
Delaware with respect to IMRIS Inc.,  
IMRIS, Inc. and NeuroArm Surgical Ltd.,  
(Collectively, the "Chapter 11 Debtors")

Application of IMRIS, Inc. ("Applicant") under section 46 of the *Companies' Creditors  
Arrangement Act*, R.S.C. 1985, c. C-36, as Amended

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**INITIAL RECOGNITION ORDER  
(FOREIGN MAIN PROCEEDING)**

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**THE QUEEN'S BENCH  
WINNIPEG CENTRE**

THE HONOURABLE MR. ) WEDNESDAY, THE 3<sup>RD</sup> DAY  
 ) OF JUNE, 2015  
JUSTICE DEWAR )

IN THE MATTER OF THE: *Companies' Creditors Arrangement Act,*  
R.S.C. 1985, c. C-36, as Amended

AND IN THE MATTER OF: Certain proceedings taken in the United  
States Bankruptcy Court for the District of  
Delaware with respect to IMRIS Inc.,  
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**INITIAL RECOGNITION ORDER  
(FOREIGN MAIN PROCEEDING)**

**THIS APPLICATION**, made by IMRIS, Inc. ("**IMRIS US**" or "**Applicant**") in its capacity as the foreign representative (the "**Foreign Representative**") of the Chapter 11 Debtors, pursuant to the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the "**CCAA**") for two Orders substantially in the forms attached to the Notice of Application, was heard this day at 408 York Avenue at Kennedy Street, in the City of Winnipeg, Manitoba.

**ON READING** the Notice of Application dated May 29, 2015, including the affidavit of Jay D. Miller sworn May 29, 2015, the affidavit of Bruce Darlington, sworn May 27, 2015, and the preliminary report of FTI Consulting Canada Inc. ("**FTI**"), in its capacity as proposed information officer (the "**Information Officer**") dated June 1, 2015, each filed, and counsel for the Applicant undertaking to file an affidavit verifying that the US Court orders attached as schedules A-K to the Notice of Application are true copies of orders which have been certified, and upon being provided with copies of the documents required by section 46 of the CCAA,

**AND UPON BEING ADVISED** by counsel for the Foreign Representative that in addition to this Initial Recognition Order, a Supplemental Order (Foreign Main Proceeding) is being sought,

**AND UPON HEARING** the submissions of counsel for the Foreign Representative, counsel for the Information Officer, and counsel to Deerfield Situations Fund L.P. as administrative agent and collateral agent to the lenders under the Senior Secured Super Priority Debtor-in Possession Credit Agreement dated May 26, 2015, DIP Lenders, no one else appearing although duly served, upon reading the affidavit of service of Kim Hamill, sworn June 1, 2015 and the affidavits of service of Jennifer A. Whincup sworn May 29, 2015 and June 1, 2015.

## **SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Notice of Application and the materials filed in support of the Application is hereby abridged and validated so

that this Application is properly returnable today and hereby dispenses with further service thereof.

#### **FOREIGN REPRESENTATIVE**

2. **THIS COURT ORDERS AND DECLARES** that the Foreign Representative is the "foreign representative" as defined in section 45 of the CCAA of the Chapter 11 Debtors in respect of the proceedings commenced on May 25, 2015, in the United States Bankruptcy Court for the District of Delaware, by the Chapter 11 Debtors pursuant to Chapter 11 of the United States Bankruptcy Code (the "**Foreign Proceeding**").

#### **CENTRE OF MAIN INTEREST AND RECOGNITION OF FOREIGN PROCEEDING**

3. **THIS COURT DECLARES** that the centre of its main interests for each of the Chapter 11 Debtors is the United States and that the Foreign Proceeding is hereby recognized as a "foreign main proceeding" as defined in section 45 of the CCAA.

#### **STAY OF PROCEEDINGS**

4. **THIS COURT ORDERS** that until otherwise ordered by this Court:

- (a) all proceedings taken or that might be taken against any Chapter 11 Debtor under the *Bankruptcy and Insolvency Act*, R.S.C., 1985 c. B-3 or the *Winding-up and Restructuring Act*, R.S.C. 1985, c. W-11 are stayed;
- (b) further proceedings in any action, suit or proceeding against any Chapter 11 Debtor are restrained; and

- (c) the commencement of any action, suit or proceeding against any Chapter 11 Debtor is prohibited.

#### **NO SALE OF PROPERTY**

5. **THIS COURT ORDERS** that, subject to further Order of this Court, each of the Chapter 11 Debtors is prohibited from selling or otherwise disposing of:

- (a) outside the ordinary course of its business, any of its property in Canada that relates to the business; and
- (b) any of its other property in Canada.

#### **SERVICE AND NOTICE**

6. **THIS COURT ORDERS** that the Chapter 11 Debtors, the Foreign Representative and the Information Officer are at liberty to serve or distribute this Order, any other materials and orders in these proceedings, any notices or other correspondence, by forwarding true copies thereof by prepaid ordinary mail, courier, personal delivery or electronic transmission (including e-mail) to the Chapter 11 Debtors' creditors or other interested parties at their respective addresses as last shown on the records of the applicable Chapter 11 Debtor and that any such service or distribution by courier, personal delivery or electronic transmission shall be deemed to be received on the same business day of the date of forwarding thereof, or if sent by ordinary mail, on the third business day after mailing.

7. **THIS COURT ORDERS** that any party to these proceedings may serve any court materials in these proceedings (including, without limitation, the Application Record, any motion records, factums and orders) on any person electronically by emailing a PDF or other electronic copy of such materials to parties' email addresses as recorded on the service list ("**Service List**").

8. **THIS COURT ORDERS** that counsel for the Applicant shall prepare and keep a Service List the name and contact information (which may include the address, telephone number and facsimile number or e-mail address) for service to: the Applicant; the Information Officer; and each creditor or other interested party who has sent a request, in writing, to counsel for the Applicant to be added to the Service List. The Service List shall indicate whether each person on the Service List has elected to be served by e-mail or facsimile, and failing such election the Service List shall indicate service by e-mail. The Service List shall be posted on the website of the Information Officer at the following address: <http://cfcanada.fticonsulting.com/IMRIS>. For greater certainty, creditors and other interested persons who have received notices in accordance with paragraph 6 of this Order and/or have been served in accordance with paragraph 6 of this Order and who do not send a request, in writing, to counsel for the Applicants to be added to the Service List shall not be required to be further served in these proceedings.

#### **GENERAL**

9. **THIS COURT ORDERS** that within five (5) business days from the date of this Order, or as soon as practicable thereafter, the Information Officer shall cause to be published a notice containing the information required by section 53(b) of the CCAA,

substantially in the form attached to this Order as Schedule “A”, once a week for two consecutive weeks, in the Globe and Mail (National Edition) and the Winnipeg Free Press.

10. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, to give effect to this Order and to assist the Chapter 11 Debtors and the Foreign Representative and their respective counsel and agents in carrying out the terms.

11. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days’ notice to the Chapter 11 Debtors and the Foreign Representative and their respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.

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**QUEEN'S BENCH**  
**WINNIPEG CENTRE**

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States Bankruptcy Court for the District of  
Delaware with respect to IMRIS Inc.,  
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Application of IMRIS, Inc. under section 46 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as Amended

**NOTICE OF RECOGNITION ORDERS**

**PLEASE BE ADVISED** that this Notice is being published pursuant to an Order of the Manitoba Court of the Queen's Bench (the "**Canadian Court**"), granted on May 29, 2015.

**PLEASE TAKE NOTICE** that, on May 25, 2015, IMRIS Inc., IMRIS, Inc. and NeuroArm Surgical Ltd., (Collectively, the "**Chapter 11 Debtors**") commenced proceedings pursuant to Chapter 11 of the United States Code (the "Bankruptcy Code") with the United States Bankruptcy Court for the District of Delaware (the "US Court"). In connection with the Chapter 11 Proceedings, the Chapter 11 Debtors have appointed IMRIS, Inc. as their foreign representative (the "**Foreign Representative**"). The Foreign Representative's address is 5101 Shady Oak Road, Minnetonka, Minnesota, 55343. IMRIS, Inc. and NeuroArm Surgical Ltd. are wholly owned subsidiaries of IMRIS Inc. Both IMRIS Inc. and NeuroArm Surgical Ltd. are federally incorporated Canadian companies with their registered offices in Winnipeg, Manitoba.

**PLEASE TAKE FURTHER NOTICE** that an Initial Recognition Order and a Supplemental Order (together, the "**Recognition Orders**") have been issued by the Canadian Court pursuant to Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, that, among other things: (i) recognize the Chapter 11 Proceedings as a "foreign main proceeding"; (ii) recognize IMRIS, Inc. as the Foreign Representative of the Chapter 11 Debtors; and (iii) appoint FTI Consulting Canada Inc. as the Information Officer with respect to the Chapter 11 Proceedings.

**PLEASE TAKE FURTHER NOTICE** that counsel to the Foreign Representative is:

**DLA PIPER (CANADA) LLP**  
1 First Canadian Place, Suite 6000  
P.O. Box 367, 100 King Street West  
Toronto, ON M5X 1E2



Tel: 416-365-3529  
Fax: 416-369-5210  
bruce.darlington@dlapiper.com

**PLEASE TAKE FURTHER NOTICE** that persons who wish to receive a copy of the Recognition Orders or obtain any further information in respect thereof or in respect of the matters set forth in this Notice, should contact the Information Officer at the following address:

**FTI CONSULTING CANADA INC.**

Ernst & Young Tower  
440 2nd Avenue SW, Suite 720  
Calgary, AB T2P 5E9  
Tel: 403-519-3485  
dustin.olver@fticonsulting.com

**PLEASE FINALLY NOTE** that the Recognition Orders, and any other orders that may be granted by the Canadian Court, can be viewed at <http://cfcanada.fticonsulting.com/imris>

**DATED AT TORONTO, ONTARIO** this ♦ day of June, 2015.

**FTI CONSULTING CANADA INC.**

(solely in its capacity as Information Officer)