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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

<i>In re:</i> MuscleTech Research and Development Inc., Foreign Applicant in Foreign Proceedings.	In a Case Under Chapter 15 of the Bankruptcy Code Case No. 06-_____
<i>In re:</i> HC Formulations Ltd., Foreign Applicant in Foreign Proceedings.	In a Case Under Chapter 15 of the Bankruptcy Code Case No. 06-_____
<i>In re:</i> CELL Formulation Ltd., Foreign Applicant in Foreign Proceedings.	In a Case Under Chapter 15 of the Bankruptcy Code Case No. 06-_____
<i>In re:</i> NITRO Formulations Ltd., Foreign Applicant in Foreign Proceedings.	In a Case Under Chapter 15 of the Bankruptcy Code Case No. 06-_____

<p><i>In re:</i></p> <p>MESO Formulations Ltd.,</p> <p>Foreign Applicant in Foreign Proceedings.</p>	<p>In a Case Under Chapter 15 of the Bankruptcy Code</p> <p>Case No. 06-_____</p>
<p><i>In re:</i></p> <p>ACE Formulations Ltd.,</p> <p>Foreign Applicant in Foreign Proceedings.</p>	<p>In a Case Under Chapter 15 of the Bankruptcy Code</p> <p>Case No. 06-_____</p>
<p><i>In re:</i></p> <p>MISC Formulations Ltd.,</p> <p>Foreign Applicant in Foreign Proceedings.</p>	<p>In a Case Under Chapter 15 of the Bankruptcy Code</p> <p>Case No. 06-_____</p>
<p><i>In re:</i></p> <p>GENERAL Formulations Ltd.,</p> <p>Foreign Applicant in Foreign Proceedings.</p>	<p>In a Case Under Chapter 15 of the Bankruptcy Code</p> <p>Case No. 06-_____</p>
<p><i>In re:</i></p> <p>ACE US Trademark Ltd.</p> <p>Foreign Applicant in Foreign Proceedings.</p>	<p>In a Case Under Chapter 15 of the Bankruptcy Code</p> <p>Case No. 06-_____</p>
<p><i>In re:</i></p> <p>MT Canadian Supplement Trademark Ltd.,</p> <p>Foreign Applicant in Foreign Proceedings.</p>	<p>In a Case Under Chapter 15 of the Bankruptcy Code</p> <p>Case No. 06-_____</p>

<p><i>In re:</i></p> <p>MT Foreign Supplement Trademark Ltd.,</p> <p>Foreign Applicant in Foreign Proceedings.</p>	<p>In a Case Under Chapter 15 of the Bankruptcy Code</p> <p>Case No. 06-_____</p>
<p><i>In re:</i></p> <p>HC Trademark Holdings Ltd.,</p> <p>Foreign Applicant in Foreign Proceedings.</p>	<p>In a Case Under Chapter 15 of the Bankruptcy Code</p> <p>Case No. 06-_____</p>
<p><i>In re:</i></p> <p>HC US Trademark Ltd.,</p> <p>Foreign Applicant in Foreign Proceedings.</p>	<p>In a Case Under Chapter 15 of the Bankruptcy Code</p> <p>Case No. 06-_____</p>
<p><i>In re:</i></p> <p>1619005 Ontario Ltd. (f/k/a NEW HC US Trademark Ltd.),</p> <p>Foreign Applicant in Foreign Proceedings.</p>	<p>In a Case Under Chapter 15 of the Bankruptcy Code</p> <p>Case No. 06-_____</p>
<p><i>In re:</i></p> <p>HC Canadian Trademark Ltd.,</p> <p>Foreign Applicant in Foreign Proceedings.</p>	<p>In a Case Under Chapter 15 of the Bankruptcy Code</p> <p>Case No. 06-_____</p>
<p><i>In re:</i></p> <p>HC Foreign Trademark Ltd.,</p> <p>Foreign Applicant in Foreign Proceedings.</p>	<p>In a Case Under Chapter 15 of the Bankruptcy Code</p> <p>Case No. 06-_____</p>

**MOTION, PURSUANT TO FED. R. BANKR. P. 1015(b),
FOR ORDER DIRECTING JOINT ADMINISTRATION
OF CASES UNDER CHAPTER 15 OF BANKRUPTCY CODE**

RSM Richter Inc., in its capacity as the court-appointed monitor (the "Monitor") and foreign representative of MuscleTech Research and Development Inc. ("MDI") and its above-captioned subsidiaries (together with MDI, the "Foreign Applicants"), in proceedings (the "Canadian Proceedings") under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA"), pending before the Ontario Superior Court of Justice (Commercial List) (the "Canadian Court"), by its United States counsel, Allen & Overy LLP, in these chapter 15 cases (collectively, the "Chapter 15 Cases") ancillary to the Canadian Proceedings pursuant to chapter 15 of title 11 of the United States Code (as amended, the "Bankruptcy Code"), requests by this Motion the entry of an order directing joint administration of the above-captioned cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). In support thereof, the Monitor respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the "Standing Order of Referral of Cases to Bankruptcy Judges" of the United States District Court for the Southern District of New York (Ward, Acting C.J.), dated July 10, 1984. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P).

2. Venue is proper in this District pursuant to 28 U.S.C. § 1410(2) as there are actions pending against the Foreign Applicants in this District and the Foreign Applicants do not have principal places of business or principal assets in this or any other District.

BACKGROUND

3. On January 18, 2006 (the "Petition Date") each of the Foreign Applicants filed petitions (collectively, the "Chapter 15 Petitions") commencing the Chapter 15 Cases and setting forth further detail regarding the bases for the Foreign Applicants' Chapter 15 Cases.

4. Additional background concerning the basis for the above-captioned cases is set forth in the affidavit of Barry Kadoch sworn to on January 13, 2006 (the "Kadoch Affidavit") and filed with the Canadian Court in support of the Canadian Proceedings and the exhibits thereto describe in detail the Foreign Applicants, their operations, and the Canadian Proceedings. A true and correct copy of the Kadoch Affidavit is set forth as Exhibit 4 to the Chapter 15 Petitions.

RELIEF REQUESTED

5. By this Motion, the Monitor seeks the entry of an order, substantially in the form annexed hereto as Exhibit A, directing joint administration of the above-captioned sixteen Chapter 15 Cases for procedural purposes only, pursuant to Bankruptcy Rule 1015(b).

6. Bankruptcy Rule 1015(b) provides that if two (2) or more petitions for relief are pending in the same court by or against a debtor and its affiliate, the court may order joint administration of the cases. The Foreign Applicants are "affiliates" as that term is defined under section 101(2) of the Bankruptcy Code.

7. Entry of an order directing joint administration of the Chapter 15 Cases will avoid duplicative notices, applications and orders, thereby saving the Foreign Applicants considerable time and expense. The rights of creditors will not be adversely affected because this motion requests only administrative consolidation of the Chapter 15 Cases. The Court will also be relieved of the burden of entering duplicative orders and maintaining duplicative files.

8. Accordingly, the Monitor respectfully requests that the caption of each of the Chapter 15 Cases be modified to reflect the joint administration of these cases, as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

<i>In re:</i> MUSCLETECH RESEARCH AND DEVELOPMENT INC., <i>et al.</i> , Foreign Applicants in Foreign Proceedings.	In Cases Under Chapter 15 of the Bankruptcy Code Case No. 06-_____ (Jointly Administered)
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9. The Monitor also seeks the Court's direction that a notation substantially similar to the following notation be entered on the docket in each of the Chapter 15 Cases to reflect the joint administration of these cases.

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 15 cases of MuscleTech Research and Development Inc., HC Formulations Ltd., CELL Formulation Ltd., NITRO Formulations Ltd., MESO Formulations Ltd., ACE Formulations Ltd., MISC Formulations Ltd., GENERAL Formulations Ltd., ACE US Trademark Ltd., MT Canadian Supplement Trademark Ltd., MT Foreign Supplement Trademark Ltd., HC Trademark Holdings Ltd., HC US Trademark Ltd., 1619005 Ontario Ltd. (f/k/a New HC US Trademark Ltd.), HC Canadian Trademark Ltd., HC Foreign Trademark Ltd.; the docket in Case No. [06-_____] (_____) should be consulted for all matters affecting this case.

10. The Monitor requests that the Court grant this Motion without notice to creditors. The Monitor will serve the signed order approving this Motion on identified interested parties by U.S. mail, postage prepaid or as otherwise ordered by this Court. In light of the nature of the relief requested, the Monitor submits, and requests that this Court hold, that no further notice is required.

11. The Monitor requests that the Court authorize a single, joint summons of the Chapter 15 Cases to be served on all parties against whom relief is sought in accordance with Bankruptcy Rules 1010 and 7004(a) and (b).

12. The Monitor submits that no novel issue of law is presented with respect to the matters contained herein and respectfully requests that the requirement of a memorandum of law, pursuant to Local Bankruptcy Rule 9013-1(b), be waived.

13. No previous Motion for the relief sought herein has been made by the Monitor to this or any other court.

WHEREFORE, the Monitor respectfully requests that the Court grant the motion and order the joint administration of the Chapter 15 Cases pursuant to Bankruptcy Rule 1015(b) and such other and further relief as it deems just and proper.

Dated: New York, New York
January 18, 2006

ALLEN & OVERY LLP

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