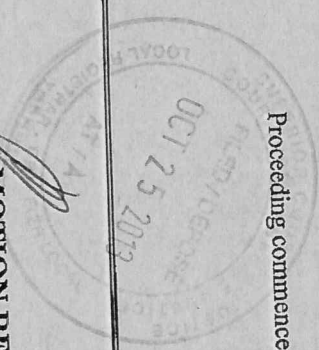


ONTARIO  
SUPERIOR COURT OF JUSTICE

Proceeding commenced at Toronto



MOTION RECORD

(STAY EXTENSION MOTION AND  
MOTION TO AMEND AND RESTATE THE INITIAL  
ORDER RETURNABLE OCTOBER 29, 2013)

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#12897953

October 29/13  
See counsel slip  
for appearance.  
The Applicant moves  
for a stay extension  
& to amend the initial  
order to be one opposing  
the relief sought.

Stay Extension:  
I am satisfied that  
the company is acting  
in good faith & with  
due diligence. I am also

Satisfied that the various stakeholders & creditors will not be prejudiced by a stay extension for all the reasons set out in the Monitor's Second Report.

Rev		Date
✓	Growthworks shall return to court in November to advise as to the status of the proposed merger transaction and to get a sales process approved. If on returning to the court it cannot do these two things, it will nevertheless appear on the return date and advise the court as to the reasons. ✓ Rev.	

Critical Supplier ~~Olds~~ Change.  
For the reasons set out in the Company's original factum at paragraphs 86

to go, I am satisfied the proposed change is consistent with sections 11.4(2) & (4) of the CCAA.

Portfolio Company Directors' Change.

I am also satisfied for the reasons set out in Mr. Ross's affidavit (paras 16 ~~above~~ - 22) that this is fair & reasonable & will assist in the Company's restructuring efforts.

Order to go in terms of draft order I have signed, as amended.

Mexler J

Oct 29 / 13

Court File No. CV-13-10279-00CL

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST  
PROCEEDING COMMENCED AT TORONTO

MOTION RECORD OF  
ALLEN-VANGUARD CORPORATION  
(Motion Regarding Extension and Scope of Stay,  
returnable October 29, 2013)

LENCZNER SLAGHT ROYCE  
SMITH GRIFFIN LLP  
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LATE FILING

Lawyers for Allen-Vanguard Corporation

Oct 29/13.  
Re. Council Slip.  
Adjourned to a 9:30  
on November 12, 2013  
to schedule the hearing  
of this motion. The  
adjournment is  
without prejudice to  
the parties' positions.  
Museum J.