

- 4 -

GROWTHWORKS CANADIAN FUND LTD.

By: _____

Name

Title

I have authority to bind the company

SVMCL MANAGEMENT CANADA

LIMITED in its capacity as general partner of each of Schroder Canadian Buy-Out Fund II Limited Partnership CLP1, Schroder Canadian Buy-Out Fund II Limited Partnership CLP2, Schroder Canadian Buy-Out Fund II Limited Partnership CLP3, Schroder Canadian Buy-Out Fund II Limited Partnership CLP4, Schroder Canadian Buy-Out Fund II Limited Partnership CLP5, Schroder Canadian Buy-Out Fund II Limited Partnership CLP6

By: _____

Name

Title

I have authority to bind the company

SCHRODER VENTURES HOLDINGS

LIMITED in its capacity as general partner of Schroder Canadian Buy-Out Fund II UKLP and on behalf of Schroder Canadian Buy-Out Fund II Coinvestment Scheme

By: _____

Name

Title

Susan Cooper

 Susan Cooper
 Director

I have authority to bind the company

- 5 -

**SVG CAPITAL plc (formerly, SCHRODER
VENTURES INTERNATIONAL
INVESTMENT TRUST plc)**

By:



Name T.S. BALLARD

Title Company Secretary

I have authority to bind the company

Court File No.: 08-CV-43544

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:

ALLEN-VANGUARD CORPORATION

Plaintiff

and

RICHARD L'ABBE, 1062455 ONTARIO INC., GROWTHWORKS CANADIAN FUND LTD., SCHRODER VENTURE MANAGERS (CANADA) LIMITED IN ITS CAPACITY AS GENERAL PARTNER OF EACH OF SCHRODER CANADIAN BUY-OUT FUND II LIMITED PARTNERSHIP CLP1, SCHRODER CANADIAN BUY-OUT FUND II LIMITED PARTNERSHIP CLP2, SCHRODER CANADIAN BUY-OUT FUND II LIMITED PARTNERSHIP CLP3, SCHRODER CANADIAN BUY-OUT FUND II LIMITED PARTNERSHIP CLP4, SCHRODER CANADIAN BUY-OUT FUND II LIMITED PARTNERSHIP CLP5, SCHRODER CANADIAN BUY-OUT FUND II LIMITED PARTNERSHIP CLP6, SCHRODER VENTURE HOLDINGS LIMITED in its capacity as general partner of SCHRODER CANADIAN BUY-OUT FUND II UKLP, and on behalf of SCHRODER CANADIAN BUY-OUT FUND II COINVESTMENT SCHEME and SVG CAPITAL plc (formerly, SCHRODER VENTURES INTERNATIONAL INVESTMENT TRUST plc)

Defendants

CONSENT

The Plaintiff and Defendants, by their respective lawyers, hereby consent to an Order dismissing this action on a without costs basis, in the form appended hereto as Schedule "A". The parties each confirm, by their respective lawyers, that none is under any form of disability.

DATED AT TORONTO, ONTARIO this day of November, 2014.

**LENCZNER SLAGHT ROYCE
SMITH GRIFFIN LLP**

Per:

Ronald G. Slaght
Eli S. Lederman
Ian MacLeod

Lawyers for the Plaintiff

DATED AT OTTAWA, ONTARIO this day of November, 2014.

CONWAY BAXTER WILSON LLP/s.r.l.

Per:

Thomas G. Conway
Christopher J. Hutchison
Calina N. Ritchie

Lawyers for the Defendants

SCHEDULE "A"

Court File No. 08-CV-43544

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE REGISTRAR) TUESDAY, THE DAY
)
) OF NOVEMBER, 2014

BETWEEN:

ALLEN-VANGUARD CORPORATION
Plaintiff

and

RICHARD L'ABBÉ, 1062455 ONTARIO INC., GROWTHWORKS CANADIAN FUND LTD., SCHRODER VENTURE MANAGERS (CANADA) LIMITED IN ITS CAPACITY AS GENERAL PARTNER OF EACH OF SCHRODER CANADIAN BUY-OUT FUND II LIMITED PARTNERSHIP CLP1, SCHRODER CANADIAN BUY-OUT FUND II LIMITED PARTNERSHIP CLP2, SCHRODER CANADIAN BUY-OUT FUND II LIMITED PARTNERSHIP CLP3, SCHRODER CANADIAN BUY-OUT FUND II LIMITED PARTNERSHIP CLP4, SCHRODER CANADIAN BUY-OUT FUND II LIMITED PARTNERSHIP CLP5, SCHRODER CANADIAN BUY-OUT FUND II LIMITED PARTNERSHIP CLP6, SCHRODER VENTURE HOLDINGS LIMITED in its capacity as general partner of SCHRODER CANADIAN BUY-OUT FUND II UKLP, and on behalf of SCHRODER CANADIAN BUY-OUT FUND II COINVESTMENT SCHEME and SVG CAPITAL plc (formerly, SCHRODER VENTURES INTERNATIONAL INVESTMENT TRUST plc)
Defendants

ORDER

THIS MOTION, made jointly by the Plaintiff and the Defendants herein for an Order dismissing this action on a without costs basis, was heard this day at the Court House, 161 Elgin Street, Ottawa, Ontario.

ON READING the Consent executed on behalf of the parties, filed,

1. **THIS COURT ORDERS** that this action is hereby dismissed, on a without costs basis.
-

ALLEN-VANGUARD CORPORATION
Plaintiff

-and- RICHARD L'ABBÉ et al.
Defendants

Court File No. 08-CV-43544

ONTARIO
SUPERIOR COURT OF JUSTICE
PROCEEDING COMMENCED AT OTTAWA

ORDER

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Lawyers for the Plaintiff,
Allen-Vanguard Corporation

ALLEN-VANGUARD CORPORATION
Plaintiff

-and- **RICHARD L'ABBÉ et al.**
Defendants

Court File No. 08-CV-43544

ONTARIO
SUPERIOR COURT OF JUSTICE
PROCEEDING COMMENCED AT OTTAWA

CONSENT

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Lawyers for the Plaintiff,
Allen-Vanguard Corporation

Court File No. 08-CV-43188

**ONTARIO
SUPERIOR COURT OF JUSTICE**

BETWEEN:

RICHARD L'ABBÉ, 1062455 ONTARIO INC.,
GROWTHWORKS CANADIAN FUND LTD.,
SCHRODER VENTURE MANAGERS (CANADA) LIMITED
in its capacity as general partner of each of
Schroder Canadian Buy-Out Fund II Limited Partnership CLP1
Schroder Canadian Buy-Out Fund II Limited Partnership CLP2,
Schroder Canadian Buy-Out Fund II Limited Partnership CLP3,
Schroder Canadian Buy-Out Fund II Limited Partnership CLP4,
Schroder Canadian Buy-Out Fund II Limited Partnership CLP5,
Schroder Canadian Buy-Out Fund II Limited Partnership CLP6, and
SCHRODER VENTURES HOLDING LIMITED,

in its capacity as general partner of Schroeder Canadian Buy-Out Fund II UKLP, and on
behalf of Schroeder Canadian Buy-Out Fund II Coinvestment Scheme and
SVG CAPITAL plc (formerly, Schroeder Ventures International Investment Trust plc)

Plaintiffs

and

ALLEN-VANGUARD CORPORATION,
ALLEN-VANGUARD TECHNOLOGIES INC. and
COMPUTERSHARE TRUST COMPANY OF CANADA

Defendants

CONSENT

The Plaintiffs and Defendants, by their respective lawyers, hereby consent to an Order dismissing this action on a without costs basis, in the form appended hereto as Schedule "A". The parties each confirm, by their respective lawyers, that none is under any form of disability.

DATED AT OTTAWA, ONTARIO this day of November, 2014.

CONWAY BAXTER WILSON LLP/s.r.l.

Per:

Thomas G. Conway
Christopher J. Hutchison
Calina N. Ritchie

Lawyers for the Plaintiffs

DATED AT TORONTO, ONTARIO this day of November, 2014.

**LENCZNER SLAGHT ROYCE
SMITH GRIFFIN LLP**

Per:

Ronald G. Slaght
Eli S. Lederman
Ian MacLeod

Lawyers for the Defendants,
Allen-Vanguard Corporation and
Allen-Vanguard Technologies Inc.

DATED AT TORONTO, ONTARIO this day of November, 2014.

Per:

Lawyer for the Defendant,
Computershare Trust Company of Canada

SCHEDULE "A"

Court File No. 08-CV-43188

**ONTARIO
SUPERIOR COURT OF JUSTICE**

THE REGISTRAR)
)
) , THE DAY
 OF NOVEMBER, 2014

B E T W E E N:

**RICHARD L'ABBÉ, 1062455 ONTARIO INC.,
GROWTHWORKS CANADIAN FUND LTD.,
SCHRODER VENTURE MANAGERS (CANADA) LIMITED
in its capacity as general partner of each of
Schroder Canadian Buy-Out Fund II Limited Partnership CLP1
Schroder Canadian Buy-Out Fund II Limited Partnership CLP2,
Schroder Canadian Buy-Out Fund II Limited Partnership CLP3,
Schroder Canadian Buy-Out Fund II Limited Partnership CLP4,
Schroder Canadian Buy-Out Fund II Limited Partnership CLP5,
Schroder Canadian Buy-Out Fund II Limited Partnership CLP6, and
SCHRODER VENTURES HOLDING LIMITED,**

**in its capacity as general partner of Schroeder Canadian Buy-Out Fund II UKLP, and on
behalf of Schroeder Canadian Buy-Out Fund II Coinvestment Scheme and
SVG CAPITAL plc (formerly, Schroeder Ventures International Investment Trust plc)**

Plaintiffs

and

**ALLEN-VANGUARD CORPORATION,
ALLEN-VANGUARD TECHNOLOGIES INC. and
COMPUTERSHARE TRUST COMPANY OF CANADA**

Defendants

ORDER

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ON READING the Consent executed on behalf of the parties, filed,

1. **THIS COURT ORDERS** that this action is hereby dismissed, on a without costs basis.
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RICHARD L'ABBÉ et al.
Plaintiffs

-and- ALLEN-VANGUARD CORPORATION et al.
Defendants

Court File No. 08-CV-43188

ONTARIO
SUPERIOR COURT OF JUSTICE
PROCEEDING COMMENCED AT OTTAWA

ORDER

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Lawyers for the Defendants,
Allen-Vanguard Corporation and
Allen-Vanguard Technologies Inc.

RICHARD L'ABBÉ et al.
Plaintiffs

-and- ALLEN-VANGUARD CORPORATION et al.
Defendants

Court File No. 08-CV-43188

ONTARIO
SUPERIOR COURT OF JUSTICE
PROCEEDING COMMENCED AT OTTAWA

CONSENT

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Lawyers for the Defendants,
Allen-Vanguard Corporation and
Allen-Vanguard Technologies Inc.

TAB E



This is Exhibit E referred to in the 228
affidavit of Donna Paw
sworn before me, this 15th
day of December 2014

A COMMISSIONER FOR TAKING AFFIDAVITS

To: Former Shareholders of Med-Eng Systems Inc. (“**Med-Eng**”)

As you know, certain of the proceeds of the sale of Med-Eng to Allen-Vanguard Corporation (“**AVC**”) have been held in escrow by Computershare Trust Company of Canada since the closing of the sale in 2007. The escrow has not been released because of the allegations made by AVC in two court actions, Court File numbers 08-CV-43188 and 08-CV-43544 (the “**Actions**”).

The prosecution of the Actions for the release of the escrow funds to the former shareholders of Med-Eng has been funded by the three largest former shareholders of Med-Eng (the “**Offeree Shareholders**”) at a cost, so far, exceeding \$4.3 million. An eleven week trial of the Actions is scheduled to commence on March 30, 2015. The anticipated trial costs including preparation have been estimated as \$3 million.

A settlement of the Actions has been negotiated by the Offeree Shareholders and AVC. One of the Offeree Shareholders, GrowthWorks Canadian Fund Ltd. (the “**Fund**”), is a debtor company in proceedings under the Companies’ Creditors Arrangement Act (the “**CCAA**”). The Fund has filed a motion for approval of a settlement of actions in the Ontario Superior Court of Justice (Commercial List) (the “**Court**”) sitting in Toronto at 330 University Avenue on December 18, 2014 at 10:00 a.m.

Under the settlement, \$28 million will be distributed to AVC from the funds currently held in escrow. The remaining funds, which will exceed \$15 million, will continue to be held in escrow, to be distributed to the former shareholders of Med-Eng pursuant to a further order of the Court. It will be the position of the Offeree Shareholders that the escrow funds remaining after payment of the AVC settlement should be used first to reimburse the Offeree Shareholders for the expenses they have incurred in respect of the Actions, with the remaining balance to be distributed pro rata among the former Med-Eng shareholders.

You will be given a separate notice of any motion for distribution of the remaining proceeds and you will have a separate opportunity to be represented in any court proceedings concerning the distribution of the remaining funds among the former shareholders of Med-Eng.

The settlement agreement and the approval order proposed by the Fund will release all claims of AVC and the former shareholders of Med-Eng against each other but will preserve all claims of the former shareholders of Med-Eng as claims against the remaining funds.

Information relating to the Fund’s CCAA proceedings and this motion for settlement are available at the website of the court-appointed Monitor, FTI Consulting Canada Inc:

<http://cfcanada.fticonsulting.com/GCFL/default.htm>

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED
AND IN THE MATTER OF GROWTHWORKS CANADIAN FUND LTD.

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

ONTARIO

**SUPERIOR COURT OF JUSTICE -
COMMERCIAL LIST**

Proceeding commenced at Toronto

**AFFIDAVIT OF DONNA PARR
(Motion for Approval of AVC Settlement)
(sworn December 15, 2014)**

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Lawyers for the Applicant
14046702

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**MOTION RECORD
(RETURNABLE DECEMBER 18, 2014)**

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Lawyers for the Applicant
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