

Jul 21/11

WELLS FARGO BANK, NATIONAL ASSOCIATION

v.

AMRAM'S DISTRIBUTING LTD.

July 21, 2011

This is a motion for approval of Reamer's activities including a liquidation services Agreement. This motion is granted subject to the following which was agreed to by the parties in attendance in the motion:

1. The Contingency Transaction and interim distribution may proceed conditional on the following:

(a) the net proceeds paid to the Receiver from Ontario pursuant to the liquidation services Agreement and all A/R collections held by the Receiver selected to inventory bearing 100% IP will be held by the Receiver in trust pending a motion on the merits of the IP infringement issue;

(b) the motion is to be held on a date agreed to by all counsel present to-day;

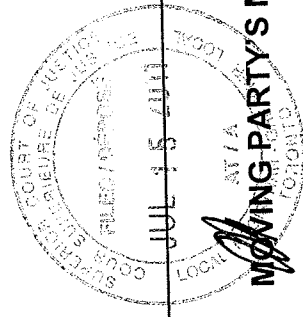
(c) KIB's agreement to allow the sale to proceed in no way prejudices KIB's argument of IP infringement and all of KIB's rights are reserved in this regard.

The parties agree that the order issued today approving the Receiver's First and Supplemental Reports does not extend to approve the Receiver's claim of subscription set out therein and that all of the parties agree with respect to the various

*statements shall be determined in the US bankruptcy proceedings of the US debtors and hereby expressly assumed. *Reamer**

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceedings commenced at Toronto



MOTION PARTY'S MOTION RECORD

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