

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE ) THURSDAY, THE 5<sup>TH</sup>  
Mr. JUSTICE Morawetz ) DAY OF JANUARY, 2012  
)

BETWEEN:

WELLS FARGO BANK, NATIONAL ASSOCIATION

Applicant

- and -

AMRAM'S DISTRIBUTING LTD.

Respondent

DISCHARGE ORDER

THIS MOTION, made by BDO Canada Limited ("BDO") in its capacity as the Court-Appointed National Receiver (in such capacity, the "Receiver"), without security, of all of the assets, undertakings and properties of Amram's Distributing Ltd. (the "Debtor"), for an order, among other things:

1. approving the activities of the Receiver as set out in the report of the Receiver dated December 16, 2011 (the "Report");
2. approving the fees and disbursements of the Receiver and its counsel;
3. approving the distribution of the remaining proceeds available in the estate of the Debtor;

4. discharging BDO as Receiver of the undertakings, properties and assets of the Debtor;  
and

5. releasing BDO from any and all liability, as set out in paragraph 5 of this Order,

was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Report, the affidavits of the Receiver and its counsel as to fees (the "Fee Affidavits"), and on hearing the submissions of counsel for the Receiver, and counsel for Wells Fargo Bank, National Association ("Wells Fargo"), no one else appearing although served as evidenced by the Affidavit of Diana Moore sworn December 20, 2011, filed;

1. THIS COURT ORDERS that the activities of the Receiver, as set out in the Report, are hereby approved.

2. THIS COURT ORDERS that the fees and disbursements of the Receiver and its counsel, as set out in the Report and the Fee Affidavits, are hereby approved.

3. THIS COURT ORDERS that, after payment of the fees and disbursements herein approved, the Receiver shall distribute to Wells Fargo the amount of \$2,035,000 million.

4. THIS COURT ORDERS that the Receiver shall be empowered and authorized to make payment of any additional fees and disbursements and the remaining balance of the Holdback, as defined in the Report, up to the amount of the outstanding loan owed to Wells Fargo, if any.

5. THIS COURT ORDERS that upon payment of the amounts set out in paragraph 3 hereof and upon the Receiver filing a certificate certifying that it has completed the other activities described in the Report, the Receiver shall be discharged as Receiver of the undertakings, properties and assets of the Debtor, provided however that notwithstanding its discharge herein (a) the Receiver shall remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership herein, and (b) the Receiver shall continue to have the benefit of the provisions of all Orders made in this proceeding, including all approvals, protections and stays of proceedings in favour of BDO in its capacity as Receiver.

6. THIS COURT ORDERS AND DECLARES that BDO is hereby released and discharged from any and all liability that BDO now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of BDO while acting in its capacity as Receiver herein, save and except for any gross negligence or wilful misconduct on the Receiver's part. Without limiting the generality of the foregoing, BDO is hereby forever released and discharged from any and all liability relating to matters that were raised, or which could have been raised, in the within receivership proceedings, save and except for any gross negligence or wilful misconduct on the Receiver's part.



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v.

AMRAM'S DISTRIBUTING LTD.

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Proceedings commenced at Toronto

**ORDER**

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/dw