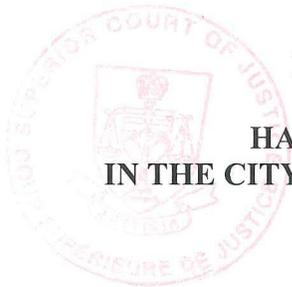


**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR. ) THURSDAY, THE 6<sup>TH</sup> DAY  
 )  
JUSTICE MORAWETZ ) OF DECEMBER, 2012



**IN THE MATTER OF THE PROPOSAL OF  
U&ME BEVERAGE COMPANY  
HAVING ITS PRINCIPAL PLACE OF BUSINESS  
IN THE CITY OF MISSISSAUGA, IN THE PROVINCE OF ONTARIO**

**ORDER**

**THIS MOTION**, made by MNP Ltd., in its capacity as the Court-appointed receiver (in such capacity, the “**Receiver**”) of all of the assets, undertakings and properties of U&ME Beverage Company (the “**Debtor**”), for an Order, *inter alia*: (i) approving the Supplementary Report of the Receiver dated October 26, 2012 (the “**Supplementary Report**”) and the Second Report of the Receiver dated November 30, 2012 (the “**Second Report**”) and the actions of the Receiver described therein; (ii) sealing Confidential Appendix “A”, “B” and “C” to the Second Report for a period of 90 days, or until further order of this Court; (iii) amending paragraph 24 of the Order of the Honourable Mr. Justice Morawetz granted on September 27, 2012 in these proceedings (the “**Receivership Order**”) to permit the Receiver to borrow up to the sum of \$400,000 for the purpose of funding the exercise of its powers and duties; (iv) approving the Liquidation Services Agreement between the Receiver and Asset Services Inc. (the “**Liquidator**”) dated November 30, 2012 (the “**Liquidation Services Agreement**”), a copy of which is appended to the Second Report; and (v) authorizing and directing the Receiver to distribute, without further Order of this Court, certain funds on account of the Debtor’s secured indebtedness for principal, interest and costs, was heard this day at 330 University Avenue, Toronto, Ontario.

Paul Orlando  
Carpenter

ON READING the Supplementary Report and the Second Report and on hearing the submissions of counsel for the Receiver and counsel for Royal Bank of Canada (“RBC”), no one appearing for any other person on the service list, although duly served as appears from the affidavit of service of Eunice Baltkois sworn November 30, 2012, filed,

1. **THIS COURT ORDERS** that the time for service and filing of the notice of motion and the motion record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the Supplementary Report and the Second Report be and are hereby approved and the actions of the Receiver described therein be and are hereby approved.
3. **THIS COURT ORDERS** that Confidential Appendix “A”, “B” and “C” to the Second Report be and are hereby sealed for a period of 90 days, or until further order of this Court.
4. **THIS COURT ORDERS** that paragraph 24 of the Receivership Order be and is hereby deleted and replaced with the following:

“24. **THIS COURT ORDERS** that the Receiver be at liberty and it is hereby empowered to borrow by way of a revolving credit or otherwise, such monies from time to time as it may consider necessary or desirable, provided that the outstanding principal amount does not exceed \$400,000.00 (or such greater amount as this Court may by further Order authorize) at any time, at such rate or rates of interest as it deems advisable for such period or periods of time as it may arrange, for the purpose of funding the exercise of the powers and duties conferred upon the Receiver by this Order, including interim expenditures. The whole of the Property shall be and is hereby charged by way of a fixed and specific charge (the “Receiver’s Borrowings Charge”) as security for the payment of the monies borrowed, together with interest and charges thereon, in priority to all security interests, trusts, liens, charges and encumbrances, statutory or otherwise, in favour of any Person, but subordinate in priority to the Receiver’s Charge and the charges as set out in sections 14.06(7), 81.4(4), and 81.6(2) of the BIA.”

5. **THIS COURT ORDERS** that the Liquidation Services Agreement and the transaction contemplated therein (the “**Transaction**”) be and are hereby approved, and the execution of the Liquidation Services Agreement by the Receiver is hereby authorized and approved with such minor amendments as the Receiver may deem necessary. The Receiver is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction.

6. **THIS COURT ORDERS AND DECLARES** that upon the Liquidator completing the sale of any of the assets to a purchaser, and upon receipt of the purchase price by the Liquidator and delivery by the Liquidator of a bill of sale or similar evidence of purchase to the purchaser (the “**Purchaser Bill of Sale**”) all of the Debtor’s right, title and interest in and to the assets described in the Purchaser Bill of Sale shall vest absolutely in such purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the “**Claims**”) including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the Order of the Honourable Mr. Justice Morawetz dated September 27, 2012; and (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system.

7. **THIS COURT ORDERS** that for the purposes of determining the nature and priority of Claims, the monies payable to the Receiver under the Liquidation Services Agreement from the sale of the assets shall stand in the place and stead of such assets, and that from and after delivery of the Purchaser Bill of Sale all Claims shall attach to the net proceeds from the sale of the assets with the same priority as they had with respect to the assets immediately prior to the sale, as if the assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

8. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;

- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Debtor and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Debtor,

the vesting of the assets in a purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Debtor and shall not be void or voidable by creditors of the Debtor, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

9. **THIS COURT ORDERS AND DECLARES** that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

10. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to make distributions to RBC, without further Order of this Court, on account of the Debtor's secured indebtedness owing to RBC for principal, interest and costs up to the amount of the Debtor's secured indebtedness owing to RBC, subject to any reserves, in the discretion of the Receiver.

11. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:



DEC 06 2012



IN THE MATTER OF THE PROPOSAL OF U&ME BEVERAGE  
COMPANY, HAVING ITS PRINCIPAL PLACE OF BUSINESS IN  
THE CITY OF MISSISSAUGA, IN THE PROVINCE OF ONTARIO

Court File No. 32-1652926

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

**Proceedings commenced at Toronto**

**ORDER**

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of U&ME Beverage Company*