



Court File No. 10-8697-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE MR.)

WEDNESDAY, THE 30th

JUSTICE WILTON-SIEGEL)

DAY OF NOVEMBER, 2011

BETWEEN:

**JAMES BEINGESSNER IN HIS PERSONAL CAPACITY AND AS AGENT FOR THE
PARTIES LISTED IN SCHEDULE "A" HERETO**

Applicants

- and -

MEIKLE GROUP INC. AND MEIKLE AUTOMATION INC.

Respondents

DISCHARGE ORDER

THIS MOTION, made by MNP Ltd. (formerly carrying on business as Meyers Norris Penny Limited) ("MNP") in its capacity as the Court-appointed receiver (the "Receiver") of the undertaking, property and assets of Meikle Group Inc. and Meikle Automation Inc. (collectively, the "Debtors"), for an order:

1. abridging the time for the service of the Notice of Motion and the materials filed in support of this Motion;
2. accepting and approving the Final Report of the Receiver dated November 10, 2011 (the "Final Report"), including the Receiver's Final Statement of Receipts and Disbursements attached thereto as Appendix "H", and approving the actions and activities of the Receiver, as set out in the Final Report;

3. approving the fees and disbursements of the Receiver and its counsel, Goodmans LLP (“Goodmans”); and
4. discharging MNP as Receiver of the undertaking, property and assets of the Debtors,

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

ON READING the Final Report, the affidavits of the Receiver and its counsel as to fees (collectively, the “Fee Affidavits”), and on hearing the submissions of counsel for the Receiver, no one else appearing although served as evidenced by the Affidavit of Service of Enza Galasso sworn November 14, 2011, filed;

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the materials filed in support of this Motion is hereby abridged so that this Motion is properly returnable today and hereby dispenses with further service thereof.
2. THIS COURT ORDERS that the Final Report, including, without limitation, the Receiver’s Final Statement of Receipts and Disbursements attached thereto as Appendix “H”, is hereby accepted and approved and the activities of the Receiver, as set out in the Final Report, are hereby approved.
3. THIS COURT ORDERS that the fees and disbursements of the Receiver and its counsel, Goodmans, including the estimated fees and disbursements of the Receiver and Goodmans to the completion of the receivership and discharge, all as set out in the Final Report and the Fee Affidavits, are hereby approved.
4. THIS COURT ORDERS that upon payment of the amounts set out in paragraph 3 hereof, the Receiver shall be discharged as Receiver of the undertaking, property and assets of the Debtors, 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 MNP in its capacity as Receiver.

5. THIS COURT REQUESTS the aid, recognition and assistance of any court, tribunal, administrative body or registrar in any jurisdiction in Canada in connection with the implementation and carrying out of the terms of this Order.

As per - M.T.

FILED AT / INSCRIT À TORONTO
DE / BOOK NO:
LE / DANS LE REGISTRE NO.:

NOV 30 2011

RECEIVED:

NB

SCHEDULE "A"**MEIKLE GROUP INC. LENDING SYNDICATE**

<u>LENDER</u>	<u>REPRESENTATIVE</u>
W.S. Carter Holdings Limited	Bill Carter
Tullis Estates Ltd.	Wil Carter
The Cloverleaf Foundation	Anne Carter
Piety Ridge Holdings inc.	Anne Carter
Calico Investments	Roberta Beilak
William's Family Trust	Bill Carter
Bielak Family Trust	Roberta Beilak
Carter Group	
Blair Tech Investments Ltd.	John Pollock
Jim Beingessner	
Butterscotch Ltd.	
Beingessner Group	Jim Beingessner
Paul Motz	Paul Motz
	Al Beaupre
Larry Williamson	Larry Williamson
Randy Adams	Randy Adams
Epicenter Inc. (Hradecky)	Julien Hradecky
1734689 Ontario Inc. (Jakowlew)	Martha Jakowlew
Sandra Reid	Sandra Reid
Carl Young	Carl Young
The Wright Family Trust	Glen Wright

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COMMERCIAL LIST**

Proceeding commenced at Toronto

DISCHARGE ORDER

Goodmans LLP

Barristers & Solicitors

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Meyers Norris Penny Limited), in its capacity as the
Court-appointed Receiver of Meikle Group Inc. and
Meikle Automation Inc.