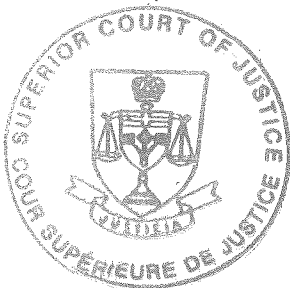


**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) TUESDAY, THE 24TH DAY
)
JUSTICE MORAWETZ) OF APRIL, 2012

B E T W E E N :



COMERICA BANK

Applicant

- and -

**PRIDAMOR TORONTO INC., D.D.D. LABEL TECH (WEST) INC.,
INTERCOAT CANADA LTD., ENVIRO-COTE, INC., MEDIA PLUS WEST INC.,
LES SOLUTIONS CODE-X INC., 1170886 ONTARIO INC., ALLIED UNION INC.,
1207072 ONTARIO INC., ALLIED VISION INC., A.I.T. CANADA INC.**

Respondents

**APPLICATION UNDER SUBSECTION 243(1) OF THE *BANKRUPTCY AND
INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED AND SECTION 101 OF THE
COURTS OF JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED**

DISCHARGE ORDER

THIS MOTION, made by A. Farber & Partners Inc. ("**AFP**"), in its capacity as the Court-appointed receiver (in such capacity, the "**Receiver**"), without security, of all of the assets, undertakings and properties of Pridamor Toronto Inc., D.D.D. Label Tech (West) Inc., Intercoat Canada Ltd. and Les Solutions Code-X Inc. (collectively, the "**Debtors**"), for an order, among other things:

1. approving the Third Report of the Receiver dated April 13, 2012 (the “**Third Report**”), and the actions of the Receiver set out therein;
2. approving the Receiver’s Statement of Receipts and Disbursements as at April 13, 2012;
3. approving the fees and disbursements of the Receiver and its counsel;
4. authorizing and directing the Receiver to distribute, without further Order of this Court, the remaining funds the Receiver has in its possession and any remaining funds which the Receiver may come into possession of to Comerica Bank (“**Comerica**”) on account of the Debtors’ outstanding indebtedness for principal, interest and costs, up to the amount of the Debtors’ indebtedness to Comerica;
5. discharging AFP as Receiver of the assets, undertakings and properties of the Debtors effective upon the filing of a certificate by the Receiver confirming that all matters to be attended to in connection with the receivership of the Debtors have been completed to the satisfaction of the Receiver, in substantially the form attached hereto as **Schedule “A”** (the “**Discharge Certificate**”); and
6. releasing AFP from any and all liability, as set out in paragraph 9 of this Order,

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

ON READING the Third Report, the affidavit of D. Robb English sworn April 13, 2012 and the affidavit of Paul Denton sworn April 13, 2012, and on hearing the submissions of counsel for the Receiver and counsel for Comerica, no one appearing for any other person on the service list, although duly served as appears from the affidavit of Eunice Baltkois sworn April 13, 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 Third Report be and is hereby approved and the actions of the Receiver described therein be and are hereby approved.
3. **THIS COURT ORDERS** that the Receiver's Statement of Receipts and Disbursements as at April 13, 2012 be and is hereby approved.
4. **THIS COURT ORDERS** that the fees and disbursements of the Receiver with respect to the Debtors for the period from May 16, 2011 to April 6, 2012, in the amount of \$138,789.47, inclusive of applicable HST, plus an amount of \$5,669.03 (including disbursements and HST) for fees to be incurred to the date of the Receiver's discharge, be and are hereby approved.
5. **THIS COURT ORDERS** that the fees and disbursements of the Receiver's legal counsel, Aird & Berlis LLP, for the period from May 19, 2011 to April 12, 2012, in the amount of \$12,058.01, inclusive of applicable HST, plus an amount of \$7,500.00 (excluding disbursements and HST) for fees to be incurred to the date of the Receiver's discharge, be and are hereby approved.
6. **THIS COURT ORDERS** that the fees and disbursements of the Receiver's agent, Bowra Group Inc., for the period from February 9, 2011 to August 31, 2011, in the amount of \$56,909.31, inclusive of applicable HST, be and are hereby approved.
7. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to distribute, without further Order of this Court, the remaining funds the Receiver has in its

possession and any remaining funds which the Receiver may come into possession of to Comerica on account of the Debtors' outstanding indebtedness for principal, interest and costs, up to the amount of the Debtors' indebtedness to Comerica.

8. **THIS COURT ORDERS** that, upon the Receiver filing the Discharge Certificate, the Receiver shall be discharged as Receiver of the assets, undertakings and properties 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, including, without limitation, distributing any remaining funds which the Receiver may come into possession of to Comerica on account of the Debtors' outstanding indebtedness to Comerica, up to the amount of the Debtors' indebtedness to Comerica; 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 A. Farber & Partners Inc., in its capacity as Receiver.

9. **THIS COURT ORDERS AND DECLARES** that, upon the Receiver filing the Discharge Certificate, AFP is hereby released and discharged from any and all liability that AFP now has or may hereafter have by reason of, or in any way arising out of, the acts or omissions of AFP 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, AFP 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.

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

APR 24 2012



SCHEDULE "A"

Court File No. CV-11-9099-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

BETWEEN:

COMERICA BANK

Applicant

- and -

**PRIDAMOR TORONTO INC., D.D.D. LABEL TECH (WEST) INC.,
INTERCOAT CANADA LTD., ENVIRO-COTE, INC., MEDIA PLUS WEST INC.,
LES SOLUTIONS CODE-X INC., 1170886 ONTARIO INC., ALLIED UNION INC.,
1207072 ONTARIO INC., ALLIED VISION INC., A.I.T. CANADA INC.**

Respondents

**APPLICATION UNDER SUBSECTION 243(1) OF THE *BANKRUPTCY AND
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COURTS OF JUSTICE ACT, R.S.O. 1990, c. C.43, AS AMENDED**

RECEIVER'S DISCHARGE CERTIFICATE

RECITALS

(A) Pursuant to an Order of the Honourable Madame Justice Mesbur of the Ontario Superior Court of Justice (the "**Court**") dated February 23, 2011, A. Farber & Partners Inc. ("**AFP**") was appointed as receiver (in such capacity, the "**Receiver**"), without security, of all of the assets, undertakings and properties of Pridamor Toronto Inc., D.D.D. Label Tech (West) Inc., Intercoat Canada Ltd. and Les Solutions Code-X Inc. (collectively, the "**Debtors**").

(B) Pursuant to an Order of the Court dated April 24, 2012 (the “**Discharge Order**”), AFP was discharged as Receiver of all of the assets, undertakings and properties of the Debtors to be effective upon the filing by the Receiver with the Court of a certificate confirming that all matters to be attended to in connection with the receivership of the Debtors have been completed to the satisfaction of the Receiver, provided however that notwithstanding its discharge: (a) the Receiver will remain Receiver for the performance of such incidental duties as may be required to complete the administration of the receivership, including, without limitation, distributing any remaining funds which the Receiver may come into possession of to Comerica Bank (“**Comerica**”) on account of the Debtors’ outstanding indebtedness to Comerica, up to the amount of the Debtors’ indebtedness to Comerica; and (b) the Receiver will 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 A. Farber & Partners Inc., in its capacity as Receiver.

(C) Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Discharge Order.

THE RECEIVER CERTIFIES the following:

1. All matters to be attended to in connection with the receivership of the Debtors have been completed to the satisfaction of the Receiver; and
2. This Certificate was filed by the Receiver with the Court on the ____ day of _____, 2012.

A. FARBER & PARTNERS INC., in its capacity as the Court-appointed receiver of Pridamor Toronto Inc., D.D.D. Label Tech (West) Inc., Intercoat Canada Ltd. and Les Solutions Code-X Inc., and not in its personal capacity

Per: _____

Name: Paul Denton

Title: Vice President

COMERICA BANK

- and -

PRIDAMOR TORONTO INC. et al.

Applicant

Respondents

Court File No. CV-11-9099-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceedings commenced at Toronto

DISCHARGE ORDER

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