



W-09-00008502-0011

Court File No.:

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

THE HONOURABLE MR. ) WEDNESDAY, THE 9<sup>TH</sup> DAY  
JUSTICE CAMPBELL ) OF DECEMBER, 2009

IN THE MATTER OF THE *COMPANIES' CREDITORS  
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF ARRANGEMENT  
AND REORGANIZATION OF ALLEN-VANGUARD  
CORPORATION UNDER THE *COMPANIES' CREDITORS  
ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED  
AND SECTION 186 OF THE ONTARIO *BUSINESS  
CORPORATIONS ACT*, R.S.O. 1990, c. B.16, AS AMENDED

**PLAN FILING AND MEETING ORDER**

**THIS MOTION** made by Allen-Vanguard Corporation (“**Allen-Vanguard**” or the “**Applicant**”) for an Order:

- (a) abridging the time for service of the Notice of Motion and the Motion Record herein, and dispensing with further service thereof;
- (b) accepting the filing of a plan of compromise or arrangement (the “**Plan**”) of the Applicant addressed to the holders of Affected Claims as defined in the Plan (the “**Affected Creditors**”);
- (c) authorizing and directing the Applicant to convene a meeting of the Affected Creditors entitled to consider and vote on the Plan; and
- (d) such further and other relief as the Applicant may request and this Court shall deem just,

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

**ON READING** the Notice of Motion dated December 9, 2009, the First Report of Deloitte & Touche Inc. (the “**Monitor**”) dated December 8, 2009 (the “**Monitor’s First Report**”), the affidavit of David E. Luxton sworn December 8, 2009 and the Exhibits thereto, the affidavit of Barry Goldberg, Genuity Capital Markets, sworn December 8, 2009, the affidavit of Glenn Sauntry, BMO Nesbitt Burns Inc., sworn December 8, 2009 and the Exhibits thereto, all filed, and on hearing submissions of counsel for the Applicant, counsel for the Affected Creditors, counsel for the Monitor and counsel for Contego AV Investments, LLC (the “**Sponsor**”),

**SERVICE**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and Motion Record herein be and is hereby abridged and that the Motion is properly returnable today and service on any interested party other than those parties served is hereby dispensed with.

**THE PLAN**

2. **THIS COURT ORDERS** that the Plan, substantially in the form attached as Schedule “A” hereto, be and is hereby accepted for filing, and that the Applicant is authorized to seek approval of the Plan in the manner set forth herein.
3. **THIS COURT ORDERS** that any capitalized terms not otherwise defined in this Order have the meanings ascribed to such terms in the Plan.
4. **THIS COURT ORDERS** that the Applicant may not modify, amend and/or supplement the Plan prior to or after the Meeting except by written instrument with the prior written consent of the Affected Creditors and the Sponsor, in which case any such modifications, amendments and/or supplements shall, for all purposes, be and be deemed to be a part of and incorporated into the Plan. The Applicant shall provide a copy of any amendment to, or amended form of, the Plan to the Affected Creditors and the Sponsor, file a copy with the Court and post a copy on the Website.

**THE MEETING**

5. **THIS COURT ORDERS** that the Applicant is hereby authorized to call, hold and conduct a meeting of all Affected Creditors (the “**Meeting**”) for the purpose of considering, and if deemed advisable, passing, with or without variation, a resolution to approve the Plan.
6. **THIS COURT ORDERS** that the Applicant is hereby deemed to have called the Meeting to be held on Wednesday, December 9, 2009 at 2:00 p.m. at the offices of counsel to the Monitor, Ogilvy Renault, Royal Bank Plaza, South Tower, 200 Bay Street, Suite 3800, Toronto, Ontario.
7. **THIS COURT ORDERS** that an officer of the Monitor shall preside as the Chair of the Meeting and shall decide all matters relating to the rules and procedures at, and the conduct of, the Meeting.
8. **THIS COURT ORDERS** that a representative of the Monitor designated by the Chair of the Meeting shall act as secretary at the Meeting (the “**Chair**”).
9. **THIS COURT ORDERS** that the Chair be and is hereby authorized to adjourn the Meeting on one or more occasions to such time(s), date(s) and place(s) as the Chair deems necessary or desirable (without the need to first convene the Meeting for the purpose of any adjournment).
10. **THIS COURT ORDERS** that, for purposes of voting to approve the Plan, there shall be one (1) class of creditors comprised of the Affected Creditors, who shall be the only persons entitled to vote at the Meeting as set forth in the Plan.
11. **THIS COURT ORDERS** that, for voting purposes, the identity and quantum of the Claims of each Affected Creditor shall be as set out in the executed agreement between the Affected Creditors and the Applicant dated as of December 8, 2009 and attached hereto as Schedule “B” (the “**Proxy**”).
12. **THIS COURT ORDERS** that the quorum required at the Meeting shall be any one Affected Creditor present at the Meeting in person or by proxy. If the requisite quorum

is not present at the Meeting, then the Meeting shall be adjourned by the Chair to such time and place as the Chair deems necessary or desirable.

13. **THIS COURT ORDERS** that the only persons entitled to attend the Meeting are the Affected Creditors, including proxy holders and their legal counsel, the Monitor and its legal counsel, and the officers, directors and legal counsel of the Applicant and the Sponsor. Any other person may only be admitted to the Meeting on invitation of the Chair.
14. **THIS COURT ORDERS** that the Chair shall direct a vote with respect to a resolution to approve the Plan and containing such other related provisions as the Applicant may include with the consent of the Affected Creditors and the Sponsor.
15. **THIS COURT ORDERS** that the Chair be and is hereby authorized to accept and rely upon the Proxy.
16. **THIS COURT ORDERS** that any further proxy in respect of the Meeting (or any adjournment thereof) must be provided to the Monitor, with a copy to the Sponsor, prior to the Meeting (or any adjournment thereof).
17. **THIS COURT ORDERS** that, following the vote at the Meeting, the Chair shall tally the vote and determine whether the Plan has been accepted by the requisite majorities.
18. **THIS COURT ORDERS** that the Monitor shall file a report to this Court by no later than (1) one Business Day after the date of the Meeting with respect to the results of the vote, including whether the Plan has been accepted by the requisite majorities and such reporting, together with the Monitor's First Report, filed, shall satisfy the Monitor's reporting obligations pursuant to subsection 23(1) of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-43, as amended ("CCAA").
19. **THIS COURT ORDERS** that any vote conducted at the Meeting shall be binding on all Affected Creditors.

20. **THIS COURT ORDERS** that this Order and the Schedules hereto shall serve as and constitute sufficient notice of the Meeting for the Affected Creditors, and no further notice of the Meeting needs to be provided.

**NO VOTE IN RESPECT OF UNAFFECTED CLAIMS**

21. **THIS COURT ORDERS** that a Creditor with an Unaffected Claim shall not be entitled to vote on the Plan in respect of such Unaffected Claim.

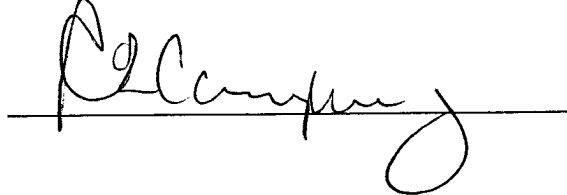
**SANCTION HEARING AND ORDER**

22. **THIS COURT ORDERS** that if the Plan is accepted by the requisite majorities of the Affected Creditors voting on the Plan at the Meeting in accordance with the CCAA and this Order, the motion of the Applicant seeking an order sanctioning the Plan (the “**Sanction Hearing**”) shall be heard on December 16, 2009 or such later date as the Court may set, and the materials for the Sanction Hearing shall be served on the Affected Creditors, the Sponsor, the persons listed on the service list to the Notice of Application to obtain the Initial Order and the Notice of Motion for this Order and any other person who has filed a Notice of Appearance at least four (4) days before the Sanction Hearing (collectively, the “**Service List**”).
23. **THIS COURT ORDERS** that the Applicant shall also (i) publish as soon as reasonably practicable the Notice of Sanction Hearing substantially in the form attached as Schedule “C” for a period of two consecutive business days in the Globe & Mail (National Edition), La Presse (the French language translation thereof) and the Wall Street Journal (National Edition) and (ii) post as soon as reasonably practicable a copy of the Notice of Sanction Hearing on both the Company’s website and the Monitor’s Website.
24. **THIS COURT ORDERS** that on December 9, 2009, the Applicant shall issue a press release containing substantially the same information as is contained in the Notice of Sanction Hearing (the “**Press Release**”) through a CNW Group distribution channel approved by the Monitor.

25. **THIS COURT ORDERS** that (i) service of the materials for the Sanction Hearing upon the Service List, (ii) publication and posting of the Notice of Sanction Hearing and (iii) the issuance of the Press Release, in each case in accordance with the terms of this Order, shall constitute good and sufficient service and notice of the Sanction Hearing upon all persons who are entitled to receive such service and/or notice and no other form of service or notice need be made and no other materials need be served on the Affected Creditors or any other persons in respect of the Sanction Hearing.
26. **THIS COURT ORDERS** that any party who wishes to oppose the Sanction Hearing shall serve on the service list a Notice of Appearance, a notice setting out the basis for such opposition and a copy of the material to be used to oppose the Sanction Hearing at least two (2) days before the date set for the Sanction Hearing, or such shorter time as the Court, by order, may allow.

**GENERAL**

27. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, the United States, the United Kingdom, Ireland, India, and other nations to give effect to this Order and to assist the Applicant, the Monitor and their respective 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 Applicant and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative status to the Monitor in any foreign proceeding, or to assist the Applicant and the Monitor and their respective agents in carrying out the terms of this Order.



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CV-09-0009502-0000

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<p><b>ONTARIO</b></p> <p><b>SUPERIOR COURT OF JUSTICE</b> (COMMERCIAL LIST)</p> <p>Proceeding commenced at Toronto</p>	<p><b>PLAN FILING AND MEETING ORDER</b></p>
<p><b>LANG MICHENER LLP</b> Brookfield Place P.O. Box 747 181 Bay Street, Suite 2500 Toronto, Ontario M5J 2T7</p> <p>Alex Ilchenko Telephone: (416) 307-4116 Fax: (416) 365-1719 Law Society No.: 33944Q</p> <p>Lawyers for the Applicant</p>	