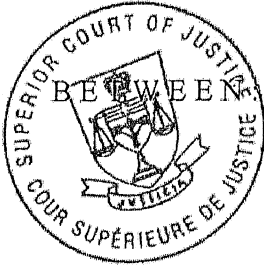


Order (last Allocation) - Aug 21, 07

Court File No. 05-CL-5881

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MADAM) TUESDAY, THE 21st
)
JUSTICE PEPALL) DAY OF AUGUST, 2007



MORRIS WAXMAN

Applicant

- and -

CHESTER WAXMAN, BAILEY WAXMAN, AARON WAXMAN, WAXMAN
INDUSTRIAL SERVICES CORP., WARREN WAXMAN and
I. WAXMAN & SONS LIMITED

Respondents

APPLICATION under sections 207 and 248 of the *Business
Corporations Act* (Ontario)

ORDER

THIS MOTION, made by made by Deloitte & Touche Inc. in its capacity as court-appointed receiver (the "Receiver") of the assets, properties and undertakings (collectively, the "Property") of I. Waxman & Sons Limited ("IWS") for an order substantially in the form included at Tab 3 of the Receiver's Motion Record dated August 9, 2007 (the "Motion Record") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Third Report of the Receiver dated August 9, 2007 (the "Third Report") and the Supplement to the Third Report of the Receiver dated August 20, 2007 (the "Supplement") and on hearing the submissions of counsel for the Receiver, Morris Waxman, Morrision Investments Limited ("Morrision"), Chester Waxman, Chesterton Investments Limited ("Chesterton"), and on consent of Morris Waxman and Morrision, and Chesterton Investments Limited and Receiver, no one appearing for any other person on the service list, although properly served as appears from the affidavit of Sandra Vanderbrug sworn August 10, 2007 filed and the Affidavit of Service of Monique Massabki sworn August 21, 2007:

1. **THIS COURT ORDERS** that the motion is properly returnable today and further that the requirement for service of the notice of motion and motion record herein upon interested parties, other than those served, is hereby dispensed with and that the service of the notice of motion, the Third Report, the Supplement and motion record is hereby validated in all respects.

2. **THIS COURT ORDERS** that capitalized terms used herein and not otherwise defined shall have the meaning given to them in the Third Report.

3. **THIS COURT ORDERS AND DECLARES** that the allocation of costs attached as Exhibits "D" and "E" to the Supplement is approved and is fair and reasonable in the circumstances.

4. **THIS COURT ORDERS** that the Receiver be and is hereby authorized and directed to distribute to Morrision, \$53,635 in addition to the distribution made pursuant to the Order of this Court on August 14, 2007 from the from the sale proceeds from the sale of the Windermere Property.

5. **THIS COURT ORDERS** that the Receiver be and is hereby authorized to recover from the sale proceeds of the Centennial Property an amount equal to \$474,045 in respect of selling costs paid by IWS on its own behalf and on behalf of Chesterton, Morrision and Lightning Distribution Inc. ("Lightning") prior to the granting of the Receivership Order.

6. **THIS COURT ORDERS** that the Receiver be and is hereby authorized to recover from the sale proceeds of the Windermere Property amounts equal to (a) \$71,427 in respect of selling costs paid by IWS on behalf of Chesterton and Morrision prior to the granting of the

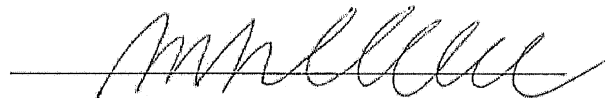
Receivership Order; and (b) \$223,500 in respect of selling and caretaking costs paid by the Receiver.

7. **THIS COURT ORDERS** that the Receiver be and is hereby authorized to transfer to the general account maintained in respect of IWS \$9,725,949 (currently being held in a separate account), being its entitlement to sales proceeds from the sale of the Centennial Property.

8. **THIS COURT ORDERS** the Receiver be and is hereby directed to hold in trust net proceeds of sale from the sale of the Centennial Property and the Windermere Property owing to Chesterton and Lightning pending further Order of this Court.

9. **THIS COURT ORDERS** that the Third Report and the Supplement be and are hereby accepted and approved and the activities of the Receiver as described in the Third Report and the Supplement be and are hereby approved.

10. **THIS COURT ORDERS** that the motion as to consent to the making of a bankruptcy order in respect of IWS is adjourned to August 23, 2007.



May Nikolaidis
Registrar, Superior Court of Justice

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

AUG 21 2007

PER/PAR:



MORRIS WAXMAN
Applicant

CHESTER WAXMAN, et al.
and
Respondents

Court File No: 05-CL-5881

ONTARIO
SUPERIOR COURT OF JUSTICE-
COMMERCIAL LIST

Proceeding commenced at Toronto

ORDER

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Solicitors for Deloitte & Touche Inc., in its
capacity as receiver of the assets, properties and
undertaking of I. Waxman & Sons Limited, and
not in its personal capacity