

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**IN THE MATTER OF AN APPLICATION BY WASANDA ENTERPRISES INC.
UNDER THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C.
1985, c. C-36, AS AMENDED AND BUSINESS CORPORATIONS ACT,
R.S.O. 1990, c.B-16, AS AMENDED**

**AND IN THE MATTER OF A PLAN OR PLANS OF COMPROMISE
OR ARRANGEMENT TO BE PROPOSED IN RESPECT OF
D'ANGELO BRANDS LTD. AND 1540633 ONTARIO INC.,
O/A STEELBACK BREWERIES**

**AFFIDAVIT OF DOUGLAS HENDLER
(Sworn September 12, 2008)**

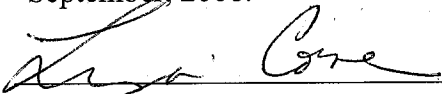
I, Douglas Hendler, of the City of Toronto, in the Province of Ontario, solicitor, MAKE OATH AND SAY AS FOLLOWS:


1. I am a partner in the law firm of Aylesworth LLP, solicitors for Wasanda Enterprises Inc. and 834934 Ontario Limited, with respect to these proceedings relating to D'Angelo Brands Ltd. and 1540633 Ontario Inc. (collectively, the "Debtors"). Accordingly, I have knowledge of the matters to which I hereinafter depose, unless expressly stated to be based on information provided to me by others, in which case I verily believe such information to be true.
2. I am informed by Michael Florence, an officer of Wasanda Enterprises Inc., that 834934 Ontario Limited is an affiliate company of Wasanda Enterprises Inc., within the meaning of the *Business Corporations Act* (Ontario).
3. 834934 Ontario Limited is the holder of an unsecured claim against D'Angelo Brands Ltd. in the amount of CDN\$995,395.38.

4. I am informed by Michael Florence that Wasanda Enterprises Inc., through its affiliate, 834934 Ontario Limited, intends, in the near future, to acquire one or more unsecured claims against 1540633 Ontario Inc.

5. I make this Affidavit in support of the Application by Wasanda Enterprises Inc. and 834934 Ontario Limited to file plans of compromise or arrangement in respect of the Debtors, pursuant to the *Companies' Creditors Arrangement Act* and for no other or improper purpose.

SWORN OR AFFIRMED before)
me at the City of Toronto, in the)
Province of Ontario, this 12th day of)
September, 2008.)


A Commissioner for taking affidavits


DOUGLAS HENDLER

IN THE MATTER OF AN APPLICATION BY WASANDA ENTERPRISES INC. UNDER THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED AND BUSINESS CORPORATIONS ACT, R.S.O. 1990, c.B-16, AS AMENDED

AND IN THE MATTER OF A PLAN OR PLANS OF COMPROMISE OR ARRANGEMENT TO BE PROPOSED IN RESPECT OF D'ANGELO BRANDS LTD. AND 1540633 ONTARIO INC., O/A STEELBACK BREWERIES

Court File No.: 07-CL-7283

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PROCEEDING COMMENCED AT TORONTO

**AFFIDAVIT OF DOUGLAS HENDLER
(Sworn September 12, 2008)**

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