

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

14 MAY 2008

Applicants

Court File No. 07-CL-7283

Ms. L. Corne for Applicant, Wasanda Enterprises Inc. May 14/08

Ms. S. Aggarwal for D'Angelo Brands Ltd. Mr. M. D. Adamowitz for Toronto.

The record supports the requested relief which is unopposed

And to go - the form requested. ATR Jounard.

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

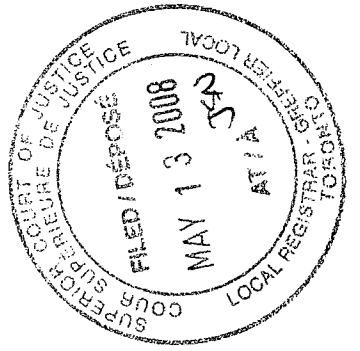
PROCEEDING COMMENCED AT TORONTO

MOTION RECORD
(Amend Approval and Vesting Order
Dated April 15, 2008)

AYLESWORTH LLP
Barristers & Solicitors
Ernst & Young Tower
Toronto-Dominion Centre
P.O. Box 124, 18th Floor, 222 Bay Street
Toronto, ON M5K 1H1

Lisa S. Corne (LSUC 27974M)
Tel: 416-646-4608
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Solicitors for the Applicants



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

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ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
Proceeding commenced at Toronto

14 May 2008

*M. D. Abramowitz
for Monitor*

M. L. Gane for Wasanda

Re S Agreement for D'Angelo Brands.

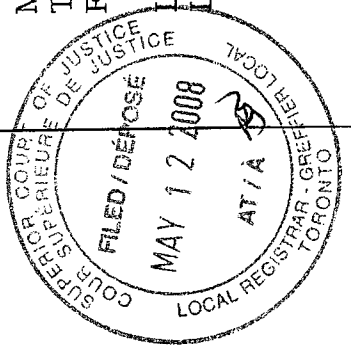
The Minutes 5th Report was served on 123 9108. The 1st Report + 4th Report were served by e-mail. Counsel to the Monitor advises that no adverse comment has been received in respect of these reports and the matter proceeded accordingly.

MOTION RECORD OF THE MONITOR

KRONIS, ROTSZTAIN,
MARGLES, CAPPEL
Barristers and Solicitors
700-25 Sheppard Avenue West
Toronto, Ontario, M2N 6S6

Mervyn D. Abramowitz (28325R)
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Fax: (416) 225-3910

Lawyers for the Monitor, Mintz & Partners Limited



Mr. [Name] shall [Name] [Name] [Name]
An order is granted
Approving the contents of the

Minutes as disclosed = [Name]

First, Fourth + Fifth Reports
The order to give effect to the [Name]
is as [Name] granted = the [Name] [Name]
minutes of the [Name]. [Signature]

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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

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14 MAY 2008

Ms. L. Corne for Wasanda Enterprises

May 14/08

Ms. S. Aggarwal for D'Angelo Brands.
Mr. T.J. Ahnong for Toronto

The matter proceeded summarised.

I am satisfied that the Debtors are willing to work in good faith and with due diligence in this CCAA. Process. I do

believe this procedure is a good

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

PROCEEDING COMMENCED AT TORONTO

MOTION RECORD

(Third Stay Extension and Distribution of Sale Proceeds)

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Barristers & Solicitors

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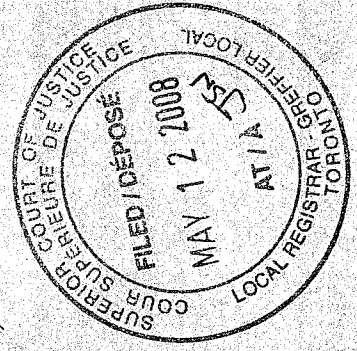
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The Debtor, with the support of the Applicant, has indicated that a modest Plan is going to be developed, and this process will continue and can be fine tuned, when the claim process is completed.

In addition the Debtor still has a number of assets that have to be disposed of in the upcoming months.

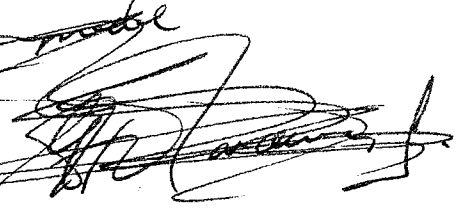
A retention of the 875 Period is appropriate; In addition the 875 Period is related to System ~~12/08~~, ^{12/08}, on the basis that a progress report will be provided by the Trustee by July 21/08.

In addition to reporting on the progress of Plan development, the Trustee's Report should also

address the issue of verification of secured creditor advances including an analysis of

which of the debtors received the
advances from Wasanda. In addition
the Report is expected to comment on
the enforceability of the ~~guarantees~~^{guarantees}
provided by each debtor to
Wasanda. Finally, the Report
should also address the issue
of candidates in the event that
the it is completed that the
Plan of Arrangement will provide for
candidates.

Having reviewed the record, including
paragraph 37 of the Initial Order,
I am satisfied that it is
appropriate to authorize + direct
the Trustee to repay ~~the~~ DIP Advances
to Wasanda as requested.

An Order shall issue in the form
requested.
~~It should be made~~
60 ~~to~~ 

IN THE MATTER OF AN APPLICATION BY WASANDA ENTERPRISES INC. FOR AN ORDER OF SEQUESTRATION AND SALE OF ASSETS UNDER THE 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

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**ONTARIO
SUPERIOR COURT OF JUSTICE
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PROCEEDING COMMENCED AT TORONTO

ORDER

(Third Stay Extension and Distribution of Sale Proceeds)

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Arrangements should be made with the Commercial List Office to have further notices in respect of this matter to be heard by me.

