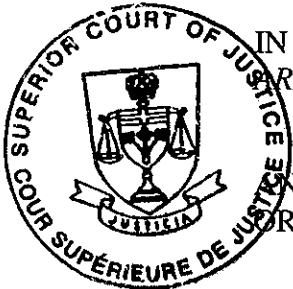


**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE)
) FRIDAY, THE 14TH
)
JUSTICE MESBUR) DAY OF AUGUST, 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 COMPROMISE
OR ARRANGEMENT OF PRODUCT EXCELLENCE INC.

ORDER
(Re: Stay Extension and Distribution of Proceeds of Sale to the Royal Bank of Canada)

THIS MOTION, made by the Applicant, PRODUCT EXCELLENCE INC. ("PEI") for an Order:

- (i) extending the Stay Period, as that term is defined in the Order of the Honourable Justice Lederman, dated August 4, 2009 (the "Initial Order"); and,
- (ii) authorizing and directing PEI to distribute from the net proceeds received from the completion of the sale transaction (the "Transaction") as contemplated in the agreement of purchase and sale (the "Sale Agreement") between PEI and ACI Brands Inc. (the "Purchaser"), such amounts as may be required to repay PEI's secured indebtedness to the Royal Bank of Canada ("RBC"),

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

✓ **ON READING** the Motion Record, the First Report of the Monitor, and on hearing the submissions of counsel for PEI, counsel for the Monitor, counsel for RBC ^{and counsel} ~~and such other~~ ^{for VDI Healthcare Logistics, and counsel for the purchase, ACT Brands Inc} ~~counsel as were present~~, those persons on the service list having been properly served with the Motion Record herein, as appears from the affidavit of service of Kelly Barrett, sworn August 10, 2009, filed: ✓

SERVICE

1. **THIS COURT ORDERS AND DECLARES** that the Motion Record is properly served on those persons listed on the service list such that the Motion is properly returnable today and the requirement for service of the Motion Record upon any party not served is hereby dispensed with.

EXTENSION OF STAY PERIOD

2. **THIS COURT ORDERS** that the Stay Period is hereby extended until November 13, 2009.

DISTRIBUTION OF SALE PROCEEDS TO RBC

3. **THIS COURT ORDERS AND DECLARES** that PEI is hereby authorized and directed to distribute from the net proceeds received from the completion of the Transaction contemplated in the Sale Agreement, any and all amounts as may be required to repay PEI's secured indebtedness to RBC.

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

Mestun 9

AUG 14 2009

PER / PAR: TV ✓

Court File No. 09-8306-00CL

**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 COMPROMISE OR ARRANGEMENT OF PRODUCT EXCELLENCE INC.**

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

PROCEEDINGS COMMENCED AT TORONTO

**ORDER
(Re: Stay Extension and Distribution of Sale Proceeds to
the Royal Bank of Canada)**

KRONIS, ROTSZTAIN, MARGLES, CAPPEL
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