

Court File No. 32-158796

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) MONDAY, THE 11TH DAY
)
JUSTICE MCEWEN) OF MAY, 2015

**IN THE MATTER OF THE PROPOSAL OF
CANADIAN INDUSTRIAL DISTRIBUTORS INC.,
A COMPANY INCORPORATED PURSUANT TO THE LAWS OF ONTARIO,
WITH A HEAD OFFICE IN THE CITY OF BRAMPTON,
IN THE PROVINCE OF ONTARIO**

ORDER

THIS MOTION, made by Canadian Industrial Distributors Inc. ("**CID**"), for an order, *inter alia*: (i) approving the Second Report of The Fuller Landau Group Inc., in its capacity as the proposal trustee of CID (in such capacity, the "**Proposal Trustee**") dated April 30, 2015 (the "**Second Report**"), and the actions of the Proposal Trustee described therein; (ii) approving an extension of the time for CID to file a proposal; (iii) sealing the confidential appendices to the Second Report (the "**Confidential Appendices**") until further Order of this Court; and (iv) approving the fees and disbursements of counsel for CID, the Proposal Trustee, counsel for the Proposal Trustee and BDO Canada LLP/BDO Canada Limited, in its role as financial advisor to CID ("**BDO**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Larry Johns sworn April 30, 2015, the Second Report, the affidavit of James Stacy sworn April 29, 2015 (the "**Stacy Affidavit**"), the affidavit of Adam Erlich sworn April 30, 2015 (the "**Erlich Affidavit**"), the affidavit of Steven L. Graff sworn

April 27, 2015 (the “**Graff Affidavit**”) and the affidavit of Vince Siciliano sworn April 30, 2015 (the “**Siciliano Affidavit**”), and on hearing the submissions of counsel for CID, counsel for the Proposal Trustee and such other counsel as were present, no one appearing for any other person on the service list, although properly served as appears from the affidavit of service of Eunice Baltkois sworn April 30, 2015, filed,


1. **THIS COURT ORDERS** that the time for service and filing of the notice of motion and the motion record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.
2. **THIS COURT ORDERS** that the Second Report be and is hereby approved and the actions of the Proposal Trustee described therein be and are hereby approved.
3. **THIS COURT ORDERS** that the time for filing a proposal under section 50.4 of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, is extended to and including June 25, 2015.
4. **THIS COURT ORDERS** that the Confidential Appendices be and are hereby sealed until further Order of this Court.
5. **THIS COURT ORDERS** that that the fees and disbursements of counsel for CID, as set out in the Stacy Affidavit, be and are hereby approved.
6. **THIS COURT ORDERS** that that the fees and disbursements of the Proposal Trustee, as set out in the Erlich Affidavit, be and are hereby approved.

7. **THIS COURT ORDERS** that that the fees and disbursements of counsel for the Proposal Trustee, as set out in the Graff Affidavit, be and are hereby approved.

8. **THIS COURT ORDERS** that that the fees and disbursements of BDO, as set out in the Siciliano Affidavit, be and are hereby approved.

9. **THIS COURT ORDERS** that the Fee Accrual (as defined in the Second Report) be and is hereby approved.

10. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist CID, the Proposal Trustee 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 CID and to the Proposal Trustee, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist CID, the Proposal Trustee and their respective agents in carrying out the terms of this Order.



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Proceedings commenced at Toronto

ORDER

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