

MAR 27 2009

HSBC BANK CANADA  
Applicant

The Receiver seeks an order approving its 1st Report + pending approval of its conditional acceptance of a sale transaction between it + Rainbow Industrial together with a vesting order. I am satisfied in the circumstances outlined that the proposed purchase price is fair + commercially reasonable + represents the best recovery for creditors of Harwell. The senior secured creditor, HSBC Bank Canada, is owed approximately \$3 million + consents + no one with any economic interest is opposed. The benefits associated with the proposal are outlined in paragraph 26 of the 1st Report.

I am also satisfied that the draft order presented should be signed including that portion which seals the copy of the sale agreement until closed or further order of the court. The contents of the agreement are obviously commercially sensitive + it is for the benefit of all creditors that it be sealed on these terms.

8th Report.

-and-  
HARWELL HESCO ELECTRIC SUPPLY CO. LIMITED  
Respondent

31 MAR 2009  
Court File No. CV-09-8035-00CL

ONTARIO  
SUPERIOR COURT OF JUSTICE  
(Commercial List)  
IN BANKRUPTCY AND INSOLVENCY  
PROCEEDING COMMENCED AT  
TORONTO

MOTION RECORD  
(Motion Returnable March 31, 2009)

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