

SUPREME COURT
OF BRITISH COLUMBIA
VANCOUVER REGISTRY

JAN 22 2016

ENTERED



NO. B150025
ESTATE NO. 11-1946231
VANCOUVER REGISTRY

IN THE SUPREME COURT OF BRITISH COLUMBIA
IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE PROPOSAL OF

CONTECH ENTERPRISES INC.

ORDER MADE AFTER APPLICATION

BEFORE ~~MASTER~~
~~BOOK~~ REGISTRAR
NIELSEN

THURSDAY, THE
21ST DAY OF JANUARY 2016

UPON THE APPLICATION of Laurel Rayani, Minzar Holdings Ltd., Julien Sellgren, ECL Holdings Ltd., St. Patrick Holdings Ltd. and Denman Island Chocolate Ltd., creditors (the "**Creditors**") of the estate of Contech Enterprises Inc. (the "**Bankrupt**") pursuant to section 38 of the *Bankruptcy and Insolvency Act*, coming on for hearing on January 21, 2016 at Vancouver, British Columbia, and on hearing Kimberley A. Robertson on behalf of the Creditors, and no one else appearing;

THIS COURT ORDERS that:

1. The Creditors, and all others that opt into any proceedings brought under the terms of this Order (the "**Assignee Creditors**") be authorized to continue and prosecute proceedings in their own name, at their own expense and risk (on notice being given to those creditors listed in Schedule "A") to disallow the Proof of Claim filed by VegHerb LLC and/or recover damages from VegHerb LLC in respect of any matters giving rise to the claims advanced, raised, or otherwise connected to the transaction which gives rise to the Proof of Claim filed by VegHerb LLC (the "**VegHerb Disputed Claims**").

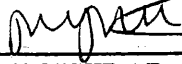
2. Notice of the granting of this Order upon the other creditors of the Bankrupt except those listed in Schedule "A" shall be deemed to be sufficiently served by emailing the said notice to each of the said creditors who have proved claims against the Bankrupt estate and provided an email address for delivery, and for all others, at their place of business or address as shown in their filed Proof of Claim. Notice of the granting of this Order upon the creditors as listed in Schedule "A" is waived, as each of those creditors have been given sufficient opportunity to opt into any and all proceedings involving the VegHerb Disputed Claims.
3. Service of notice of the granting of this Order as set out in Paragraph 2 shall be deemed to be made on the 7th calendar day following the date on which the same is emailed, or mailed as aforesaid.
4. Within five business days of service of notice of the granting of this Order under Paragraph 2 and 3 hereof, the other creditors of the Bankrupt may either (a) apply for a review of this Order or (b) if they have not already done so, agree to join in the proceedings involving the VegHerb Disputed Claims and become Assignee Creditors by signifying same in writing, directed to Lawson Lundell LLP, attention Kimberley A. Robertson (krobertson@lawsonlundell.com), solicitor for the Creditors, and indicating their agreement to the following terms:
 - a. that each agrees to contribute equally to the legal costs expense and risk of such proceedings;
 - b. that each shall share any recovery, after costs as noted above are paid, equally; and
 - c. that each agrees that all decisions as to the prosecution of the VegHerb Disputed Claims shall be determined based on a majority vote of the Assignee Creditors, with each Assignee Creditor being given one vote.
5. In the event that recovery from the proceedings involving the VegHerb Disputed Claims results in a surplus after paying the Assignee Creditors their claims and costs, including the costs of the bankruptcy proceedings herein according to the priority of the same respectively as determined by paragraph 4 hereof, such surplus shall be paid to Deloitte

Restructuring Inc., the trustee of the estate of the Bankrupt (the "Trustee") in augmentation of the Bankrupt's estate.

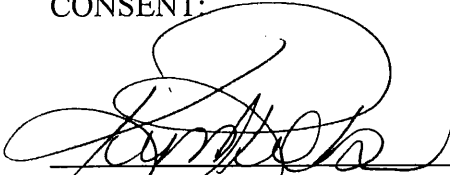
6. If any creditor or creditors fail to join in the said agreement provided for in paragraph 4 within the time limited, they shall be thereafter excluded from participating in the benefits to be derived from the said proceedings, subject to further order of the Court, and bound by any settlement, release or court ruling in respect of the VegHerb Disputed Claims
7. The Trustee shall provide counsel for the Creditors, within five (5) business days of service of this Order upon it, with a list of the names, addresses and, if available, email addresses, of all creditors who have proven claims against the Bankrupt's estate, excluding those on Schedule "A".
8. The Trustee shall within five business days of service of this Order upon him assign and transfer to the Assignee Creditors its rights, title and interest in and to the VegHerb Disputed Claims. For further certainty, all benefits to be derived from the proceedings authorized by this Order shall belong exclusively to the Assignee Creditors, who are authorized to prosecute the proceedings involving the VegHerb Disputed Claims in such manner as they deem appropriate in their sole discretion, including as to settlement of same, and in the event of a settlement, are authorized to execute a release of the VegHerb Disputed Claims.
9. The Trustee shall provide to the Assignee Creditors' counsel or whoever it shall appoint, within a reasonable time of any request by the Creditors:
 - a. The following documents:
 - i. The Proof of Claim filed by VegHerb LLC;
 - ii. Any documents relied upon by the Trustee in evaluating the VegHerb Disputed Claims; and
 - b. Access to such other estate documents that are relevant to the VegHerb Disputed Claims, on such terms as to confidentiality as the Trustee reasonably requires, so that they can be reviewed and have copies made of any further estate documents

relevant to the VegHerb Disputed Claims. If the Trustee intends to destroy or dispose of any estate records prior to the VegHerb Disputed Claims being resolved, it shall provide the Creditors with at least five (5) business days' notice before doing so, to enable the Creditors to review any remaining documents.

BY THE COURT


REGISTRAR

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:



Kimberley A. Robertson
Solicitor for Laurel Rayani, Minzar Holdings Ltd., Julien Sellgren,
ECL Holdings Ltd., St. Patrick Holdings Ltd. and
Denman Island Chocolate Ltd.

CHECKED FOR
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Schedule "A"

Laurel Rayani
Cary and Janet Gregory
Mark Grambart
Anders Treiberg
Elizabeth Treiberg
Julien Sellgren
Janet Shannon
Michael Brenner
Burman & Burman Corp.
Minzar Holdings Ltd.
0827951 BC Ltd.
Paul and Marianne Hooper
Sadler Farms Ltd.
Denman Island Chocolate Ltd.
BC Advantage Fund (VCC) Ltd.
St. Patrick Holdings Ltd.
ECL Holdings Ltd.

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 **LAWSON
LUNDELL**

Barristers & Solicitors
1600 Cathedral Place
925 West Georgia Street
Vancouver, British Columbia
V6C 3L2
Phone: (604) 685-3456
Attention: Kimberley A. Robertson

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