

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)

THE HONOURABLE MR.)
JUSTICE CUMMING)

FRIDAY, THE 21st DAY
OF NOVEMBER, 2008

B E T W E E N :

Claude Millard and Roger Grisé

Plaintiffs

– and –

**North George Capital Management Limited, Triple A
Financial Services Inc., North George Capital Limited
Partnership, North George Capital II Limited Partnership,
North George Capital III Limited Partnership, North George
Capital IV Limited Partnership, North George Capital V
Limited Partnership, Lionaird Capital Corp., Roderick Alton,
Michael Magee, Robert McGillen, Kenneth Gill, Anne
Gilmour, Michael Goselin, Goselin & Associates, Stewart and
Associates, McColl Turner, Irv Dyck, M.R.S. Trust Company,
Alan Lawson, Fisher Inc., the Trustee of the Estate of Roderick
Alton, a Bankrupt, Richard Killen & Associates Ltd, the
Trustee of the Estate of Michael Goselin, and KPMG Inc., the
Trustee of the Estate of Michael Magee, a Bankrupt**

Defendants

ORDER

THIS MOTION, made by the plaintiffs for an order regarding the distribution of moneys to the plaintiffs, the reimbursement of Class Counsel's disbursements, and the payment

of Class Counsel's fees, was heard on November 21, 2008 at 330 University Avenue, Toronto, Ontario.

ON READING the plaintiff's motion record and on hearing the submissions of counsel for the plaintiffs,

1. **THIS COURT** directs Class Counsel to distribute the amount of \$32,289.16 to Class Members in accordance with the spreadsheet attached hereto as Schedule A.
2. **THIS COURT** directs Class Counsel to distribute the amount of \$2,907.82 to the Class Members identified on the spreadsheet attached hereto as Schedule B in the amounts specified on that spreadsheet if those persons' current whereabouts are discovered by January 31, 2009, failing which class counsel are directed use the funds to pay any further disbursements that Class Counsel may incur and, if any funds remain after the payment of such disbursements, Class Counsel are directed to make a donate the funds to the Joseph L. Rotman School of Management at the University of Toronto.
3. **THIS COURT** hereby approves the reimbursement of Class Counsel's disbursements inclusive of GST in the amount of \$26,148.62.
4. **THIS COURT** hereby approves the payment of Class Counsel's fees inclusive of GST in the amount of \$8,583.19.

5. **THIS COURT** hereby declares that Class Counsel have fulfilled all of their obligations to the class members under the Fee Agreement and shall have no further obligations thereunder including, without limitation, no further obligation to pursue this action and no further obligation to pursue enforcement of any judgment obtained in this action

6. **THIS COURT** hereby declares that the Fee Agreement shall remain in full force and effect and, for greater certainty, Class Counsel shall remain entitled to any fees payable thereunder in the event of any further recovery of moneys as a result of the action.

Nov. 21, 2008

Peter A. Cumming J.

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

NOV 24 2008

PER/PAR: *TV*

SCHEDULE "A"				
NORTH GEORGE CLASS LIST				
		Capital		
		Account	Distributions	Proposed
Last Name	First Name	Final Balance	To Date	Distribution
		(in US \$)	(in CDN \$)	(in CDN \$)
North George Capital Limited Partnership				
Anderson	Lynda D.	\$ 9,366	\$ 1,416.70	\$ 79.32
Coulter	Philip W.	\$ 19,110	\$ 2,890.57	\$ 161.85
Coulter	Estate of the Late Catherine Isabel c/o Howell Fleming in Trust	\$ 38,488	\$ 5,821.69	\$ 325.97
Courtice	Iona	\$ 19,741	\$ 2,986.02	\$ 167.19
Courtice	Lawrence	\$ 7,506	\$ 1,135.36	\$ 63.57
Cree	Colin	\$ 16,570	\$ 2,506.37	\$ 140.34
Cruikshank	Clare	\$ 7,410	\$ 1,120.84	\$ 62.76
Kidd	Brenda	\$ 50,894	\$ 7,698.22	\$ 431.04
Mahoney	Carol Anne	\$ 60,387	\$ 9,134.12	\$ 511.44
McCrary	Joan B.	\$ 16,905	\$ 2,557.05	\$ 143.18
Millard	Dorothy R.	\$ 20,496	\$ 3,100.22	\$ 173.59
Millard	Claude R.	\$ 65,348	\$ 9,884.52	\$ 553.46
Prendiville	A-M	\$ 7,011	\$ 1,060.48	\$ 59.38
Prior	David	\$ 7,357	\$ 1,112.82	\$ 62.31
Riddell	Robert	\$ 10,302	\$ 1,558.28	\$ 87.25
Saxby	Alan P.	\$ 7,040	\$ 1,064.87	\$ 59.62
Traviss	Leslie	\$ 7,410	\$ 1,120.84	\$ 62.76
Vincent	Gary	\$ 8,263	\$ 1,249.86	\$ 69.98
North George Capital II Limited Partnership				
935085 Ontario Inc.		\$ 99,914	\$ 15,112.97	\$ 846.21
Bishop	Marilyn	\$ 18,477	\$ 2,794.83	\$ 156.49
Brinskelle	Ute	\$ 21,289	\$ 3,220.17	\$ 180.30
Calvert	Noreen R.	\$ 7,258	\$ 1,097.84	\$ 61.47
Elliott	Ron	\$ 21,895	\$ 3,311.83	\$ 185.44
English	Frank J.	\$ 68,181	\$ 10,313.04	\$ 577.45
Gallagher	Gayle A.	\$ 18,298	\$ 2,767.75	\$ 154.97
Grace Christian School		\$ 12,261	\$ 1,854.60	\$ 103.84
Harshman	Peter	\$ 21,895	\$ 3,311.83	\$ 185.44
Hazelwood	Marilyn J.	\$ 41,289	\$ 6,245.37	\$ 349.69
Holub	Andy S.	\$ 7,258	\$ 1,097.84	\$ 61.47
Lauzon	Raymond	\$ 41,289	\$ 6,245.37	\$ 349.69
McCrary	Helen	\$ 18,002	\$ 2,722.98	\$ 152.47
McCrary	Stanley	\$ 30,058	\$ 4,546.57	\$ 254.57
Miller	Rhod	\$ 94,676	\$ 14,320.67	\$ 801.85
Nadon	Edna	\$ 8,321	\$ 1,258.63	\$ 70.47
Steele	Diane	\$ 18,002	\$ 2,722.98	\$ 152.47
Tamiin	Barry L.	\$ 21,967	\$ 3,322.72	\$ 186.05
Vyn	Margaret	\$ 7,258	\$ 1,097.84	\$ 61.47
North George Capital III Limited Partnership				
Baker	Joyce	\$ 32,146	\$ 4,862.40	\$ 272.26
Brown	John	\$ 18,051	\$ 2,730.39	\$ 152.88
Burrows	Janice L.	\$ 22,564	\$ 3,413.03	\$ 191.10
Dupuis-Sigouin	Connie	\$ 18,051	\$ 2,730.39	\$ 152.88
Hunter	Grace	\$ 25,876	\$ 3,914.00	\$ 219.15
Jolley	David A.	\$ 22,064	\$ 3,337.40	\$ 186.87
Judson	Ada V.	\$ 18,051	\$ 2,730.39	\$ 152.88
Knight	J.	\$ 18,051	\$ 2,730.39	\$ 152.88
Lafont	David	\$ 46,127	\$ 6,977.16	\$ 390.67

		Capital		
		Account	Distributions	Proposed
Last Name	First Name	Final Balance	To Date	Distribution
		(in US \$)	(in CDN \$)	(in CDN \$)
North George Capital III Limited Partnership (continued)				
Lawrence	Brian E.	\$ 26,252	\$ 3,970.87	\$ 222.34
Lawrence	Lyall	\$ 26,191	\$ 3,961.65	\$ 221.82
Leblond	Jacqueline	\$ 45,127	\$ 6,825.90	\$ 382.20
Marshall	Carl C.	\$ 45,127	\$ 6,825.90	\$ 382.20
McGee	Diane	\$ 36,102	\$ 5,460.78	\$ 305.76
Michaud	Faith	\$ 18,051	\$ 2,730.39	\$ 152.88
Michaud	Leonard	\$ 18,051	\$ 2,730.39	\$ 152.88
Rossett	Rodger	\$ 25,576	\$ 3,868.62	\$ 216.61
Simard	Jeannette	\$ 22,564	\$ 3,413.03	\$ 191.10
Stevens	Gary A.	\$ 13,198	\$ 1,996.33	\$ 111.78
Stitt	Kevin	\$ 18,051	\$ 2,730.39	\$ 152.88
Webb	Clare	\$ 22,061	\$ 3,336.94	\$ 186.84
Wells	Jonathon	\$ 52,168	\$ 7,890.92	\$ 441.83
Whyte	Douglas J.	\$ 22,564	\$ 3,413.03	\$ 191.10
North George Capital IV Limited Partnership				
Breault	Suzen	\$ 9,465	\$ 1,431.67	\$ 80.16
Creeden	Nora	\$ 23,663	\$ 3,579.26	\$ 200.41
Gaskell	Mark C.	\$ 29,009	\$ 4,387.90	\$ 245.69
Gray	Dianna	\$ 57,372	\$ 8,678.08	\$ 485.91
Hazlewood	Andrew	\$ 38,248	\$ 5,785.38	\$ 323.94
Hughes	Robert J.	\$ 34,768	\$ 5,259.00	\$ 294.46
Judson	Ada V.	\$ 14,198	\$ 2,147.59	\$ 120.25
Korimsek	Josephine	\$ 34,550	\$ 5,226.03	\$ 292.62
Lecour	Laura	\$ 19,124	\$ 2,892.69	\$ 161.97
McCrory	Helen	\$ 25,745	\$ 3,894.18	\$ 218.04
Miners	Tyler	\$ 38,248	\$ 5,785.38	\$ 323.94
Muller	John	\$ 27,905	\$ 4,220.90	\$ 236.34
Murray	Bella	\$ 23,083	\$ 3,491.53	\$ 195.50
Nicholson	Beryl J.	\$ 27,166	\$ 4,109.12	\$ 230.08
Ray	Richard	\$ 9,562	\$ 1,446.35	\$ 80.98
Robinson	Kim	\$ 27,637	\$ 4,180.37	\$ 234.07
Sigouin	Azilda	\$ 19,124	\$ 2,892.69	\$ 161.97
Sigouin	Daniel	\$ 19,124	\$ 2,892.69	\$ 161.97
Spencley	Susan	\$ 20,823	\$ 3,149.68	\$ 176.36
Traviss	Paul C.	\$ 23,663	\$ 3,579.26	\$ 200.41
Walsh	Catherine	\$ 41,868	\$ 6,332.94	\$ 354.60
Weir	Doreen	\$ 19,696	\$ 2,979.21	\$ 166.81
North George Capital V Limited Partnership				
Bishop	Marilyn	\$ 24,805	\$ 3,752.00	\$ 210.08
Burton	Colleen	\$ 41,303	\$ 6,247.48	\$ 349.81
Coleman	Claudette	\$ 20,245	\$ 3,062.25	\$ 171.46
Davis	Barry W.	\$ 54,250	\$ 8,205.84	\$ 459.46
Fleury	Darryl E.	\$ 32,545	\$ 4,922.75	\$ 275.64
Gidda	Harmesh K.	\$ 19,340	\$ 2,925.36	\$ 163.80
Gray	Dianna	\$ 30,958	\$ 4,682.70	\$ 262.20
Holub	Andy S.	\$ 10,047	\$ 1,519.71	\$ 85.09
Kinsman	Richard H.	\$ 25,117	\$ 3,799.19	\$ 212.73
Lawrence	Brian E.	\$ 60,876	\$ 9,208.09	\$ 515.58
McMartin	Neil	\$ 20,638	\$ 3,121.70	\$ 174.79
Miller	Marjorie	\$ 14,766	\$ 2,233.50	\$ 125.06
Murray	Alice	\$ 18,625	\$ 2,817.21	\$ 157.74
Vyn	Margaret	\$ 14,822	\$ 2,241.97	\$ 125.53
Total all claims:		\$ 2,541,634	\$ 384,447.02	\$ 21,526.10

LIONAIRD CLASS LIST

Last Name	First Name	Principal Amount of Notes Held	Share of	Share of	Share of	Share of	Total	Proposed Distribution
			Distribution	Distribution	Distribution	Distribution	of all	
			Paid in	Paid in	Paid in	Paid in	Distributions	
			September 2000	April 2001	April 2002	December 2002	Paid to date	
Armstrong	Edward L.	\$ 25,000	\$ 5,153.49	\$ 2,412.64	\$ 1,250.00	\$ 375.00	\$ 9,191.12	68.34
Arsenault	Ivan J.	\$ 30,000	\$ 6,184.18	\$ 2,895.16	\$ 1,500.00	\$ 450.00	\$ 11,029.35	82.00
Backer	Patsy	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Beaudry	Maurice	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Beaudry	Diane	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Bellamy	Keith	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Bellamy	Patricia	\$ 15,000	\$ 3,092.09	\$ 1,447.58	\$ 750.00	\$ 225.00	\$ 5,514.67	41.00
Bellamy	Irene May	\$ 50,000	\$ 10,306.97	\$ 4,825.27	\$ 2,500.00	\$ 750.00	\$ 18,382.24	136.67
Bizier	Marcel J.	\$ 17,000	\$ 3,504.37	\$ 1,640.59	\$ 850.00	\$ 255.00	\$ 6,249.96	46.47
Bolton	Hugh/Kim	\$ 40,000	\$ 8,245.58	\$ 3,860.22	\$ 2,000.00	\$ 600.00	\$ 14,705.80	109.34
Bowden	Mary	\$ 15,000	\$ 3,092.09	\$ 1,447.58	\$ 750.00	\$ 225.00	\$ 5,514.67	41.00
Brown	John	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Clarington	Enterprises	\$ 22,000	\$ 4,535.07	\$ 2,123.12	\$ 1,100.00	\$ 330.00	\$ 8,088.19	60.13
Cooney	Edward L.	\$ 13,000	\$ 2,679.81	\$ 1,254.57	\$ 650.00	\$ 195.00	\$ 4,779.38	35.53
Crough	Robert	\$ 21,000	\$ 4,328.93	\$ 2,026.62	\$ 1,050.00	\$ 315.00	\$ 7,720.54	57.40
Crough	Karen M.	\$ 21,000	\$ 4,328.93	\$ 2,026.62	\$ 1,050.00	\$ 315.00	\$ 7,720.54	57.40
Crowe	Laura	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Dibb	Natalie	\$ 74,000	\$ 15,254.32	\$ 7,141.41	\$ 3,700.00	\$ 1,110.00	\$ 27,205.72	202.27
Dufresne	Martha E.	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Dunlop	Violet	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90	54.67
Fenerty	Donald	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Guertin	Esther	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Gidda	Sukhvinder	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90	54.67
Graham	Joanne	\$ 15,000	\$ 3,092.09	\$ 1,447.58	\$ 750.00	\$ 225.00	\$ 5,514.67	41.00
Hampel	Lewis	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Hardy	Roger	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Johnson	James	\$ 45,000	\$ 9,276.27	\$ 4,342.75	\$ 2,250.00	\$ 675.00	\$ 16,544.02	123.00
Judson	Ada V.	\$ 30,000	\$ 6,184.18	\$ 2,895.16	\$ 1,500.00	\$ 450.00	\$ 11,029.35	82.00
Kinsman	Dorothy	\$ 55,600	\$ 11,461.35	\$ 5,365.70	\$ 2,780.00	\$ 834.00	\$ 20,441.06	151.98
Knights of Columbus		\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Lauzon	Raymond	\$ 65,000	\$ 13,399.06	\$ 6,272.86	\$ 3,250.00	\$ 975.00	\$ 23,896.92	177.67
Lecour	James	\$ 24,000	\$ 4,947.35	\$ 2,316.13	\$ 1,200.00	\$ 360.00	\$ 8,823.48	65.60
Lecour	James	\$ 82,000	\$ 16,903.43	\$ 7,913.45	\$ 4,100.00	\$ 1,230.00	\$ 30,146.88	224.14
Lecour	Penny	\$ 82,000	\$ 16,903.43	\$ 7,913.45	\$ 4,100.00	\$ 1,230.00	\$ 30,146.88	224.14
Ludlow	Carolyn	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Ludlow	Greg	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90	54.67
Mansell	Ernest	\$ 60,000	\$ 12,368.36	\$ 5,790.33	\$ 3,000.00	\$ 900.00	\$ 22,058.69	164.00
Marchen	Sharon M.	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Marchen	Gregory C.	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
McGee	Cheryl	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
McRae	Kevin	\$ 15,000	\$ 3,092.09	\$ 1,447.58	\$ 750.00	\$ 225.00	\$ 5,514.67	41.00
Millard	Claude	\$ 25,000	\$ 5,153.49	\$ 2,412.64	\$ 1,250.00	\$ 375.00	\$ 9,191.12	68.34
Millard	Dorothy	\$ 50,000	\$ 10,306.97	\$ 4,825.27	\$ 2,500.00	\$ 750.00	\$ 18,382.24	136.67
Miller	Rhod/Margaret	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90	54.67
Miller	Dave	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90	54.67
Morin	Barbara	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90	54.67
Orford	Darlene	\$ 15,000	\$ 3,092.09	\$ 1,447.58	\$ 750.00	\$ 225.00	\$ 5,514.67	41.00
Pearson	William L.	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Pellerin	Norman D.	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Perrier	Lisa L.	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90	54.67
Prior	Dorothy	\$ 49,000	\$ 10,100.83	\$ 4,728.77	\$ 2,450.00	\$ 735.00	\$ 18,014.60	133.94
PRJ Electric Ltd.		\$ 50,000	\$ 10,306.97	\$ 4,825.27	\$ 2,500.00	\$ 750.00	\$ 18,382.24	136.67
Reesby	John N.	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Ripley	Joseph A.	\$ 60,000	\$ 12,368.36	\$ 5,790.33	\$ 3,000.00	\$ 900.00	\$ 22,058.69	164.00
Rowland	William	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Rowland	Joanne	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Roy	Roland	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Spalding	Chris	\$ 11,000	\$ 2,267.53	\$ 1,061.56	\$ 550.00	\$ 165.00	\$ 4,044.09	30.07
Steele	Dianne J.	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33

LIONAIRD CLASS LIST

RRSP Subclass		Share of	Share of	Share of	Share of	Total		
		Distribution	Distribution	Distribution	Distribution	of all		
		Principal	Paid in	Paid in	Paid in	Paid in	Distributions	
		Amount of	September	April	April	December	Paid	
Last Name	First Name	Notes Held	2000	2001	2002	2002	to date	Proposed
								Distribution
Argo	Janet L.	\$ 21,000	\$ 4,328.93	\$ 2,026.62	\$ 1,050.00	\$ 315.00	\$ 7,720.54	57.40
Armstrong	Edward L.	\$ 14,000	\$ 2,885.95	\$ 1,351.08	\$ 700.00	\$ 210.00	\$ 5,147.03	38.27
Armstrong	Norma Edward	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Arsenault	Ivan J.	\$ 30,000	\$ 6,184.18	\$ 2,895.16	\$ 1,500.00	\$ 450.00	\$ 11,029.35	82.00
Bissailon	Jean-Marc	\$ 13,000	\$ 2,679.81	\$ 1,254.57	\$ 650.00	\$ 195.00	\$ 4,779.38	35.53
Bolton	Hugh	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Bolton	Kim	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Bowden	Mary	\$ 16,000	\$ 3,298.23	\$ 1,544.09	\$ 800.00	\$ 240.00	\$ 5,882.32	43.73
Bowden	William	\$ 60,000	\$ 12,368.36	\$ 5,790.33	\$ 3,000.00	\$ 900.00	\$ 22,058.69	164.00
Brown	John	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Brunet	Leona F.	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Bureau	Luc	\$ 22,000	\$ 4,535.07	\$ 2,123.12	\$ 1,100.00	\$ 330.00	\$ 8,088.19	60.13
Caccavella	Marion	\$ 61,000	\$ 12,574.50	\$ 5,886.83	\$ 3,050.00	\$ 915.00	\$ 22,426.34	166.74
Chennette	Gordon	\$ 26,000	\$ 5,359.62	\$ 2,509.14	\$ 1,300.00	\$ 390.00	\$ 9,558.77	71.07
Colasimone	Joyce	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Desormeaux	Suzanne	\$ 12,000	\$ 2,473.67	\$ 1,158.07	\$ 600.00	\$ 180.00	\$ 4,411.74	32.80
Donovan	Dale	\$ 12,000	\$ 2,473.67	\$ 1,158.07	\$ 600.00	\$ 180.00	\$ 4,411.74	32.80
Dufresne	Martha E.	\$ 17,000	\$ 3,504.37	\$ 1,640.59	\$ 850.00	\$ 255.00	\$ 6,249.96	46.47
Dumouchel	Albert	\$ 19,000	\$ 3,916.65	\$ 1,833.60	\$ 950.00	\$ 285.00	\$ 6,985.25	51.93
Dupis Sigou	Connie	\$ 54,000	\$ 11,131.53	\$ 5,211.30	\$ 2,700.00	\$ 810.00	\$ 19,852.82	147.60
Farmer	Cecile	\$ 45,000	\$ 9,276.27	\$ 4,342.75	\$ 2,250.00	\$ 675.00	\$ 16,544.02	123.00
Farmer	James	\$ 39,000	\$ 8,039.44	\$ 3,763.71	\$ 1,950.00	\$ 585.00	\$ 14,338.15	106.60
Gaskell	Mark	\$ 35,000	\$ 7,214.88	\$ 3,377.69	\$ 1,750.00	\$ 525.00	\$ 12,867.57	95.67
Gaskell	J. Lewes	\$ 59,000	\$ 12,162.22	\$ 5,693.82	\$ 2,950.00	\$ 885.00	\$ 21,691.05	161.27
Gaudette	Gerard	\$ 18,000	\$ 3,710.51	\$ 1,737.10	\$ 900.00	\$ 270.00	\$ 6,617.61	49.20
Gidda	Sukhvinder	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Grise	Pauline	\$ 14,000	\$ 2,885.95	\$ 1,351.08	\$ 700.00	\$ 210.00	\$ 5,147.03	38.27
Grise	Roger	\$ 37,000	\$ 7,627.16	\$ 3,570.70	\$ 1,850.00	\$ 555.00	\$ 13,602.86	101.14
Hanselman	Rick	\$ 30,000	\$ 6,184.18	\$ 2,895.16	\$ 1,500.00	\$ 450.00	\$ 11,029.35	82.00
Harris	Jennifer	\$ 23,000	\$ 4,741.21	\$ 2,219.63	\$ 1,150.00	\$ 345.00	\$ 8,455.83	62.87
Hazelwood	Clayton	\$ 12,000	\$ 2,473.67	\$ 1,158.07	\$ 600.00	\$ 180.00	\$ 4,411.74	32.80
Hazlewood	Andrew	\$ 13,000	\$ 2,679.81	\$ 1,254.57	\$ 650.00	\$ 195.00	\$ 4,779.38	35.53
Hiscox	Nancy	\$ 15,000	\$ 3,092.09	\$ 1,447.58	\$ 750.00	\$ 225.00	\$ 5,514.67	41.00
Keown	Arnold	\$ 53,000	\$ 10,925.39	\$ 5,114.79	\$ 2,650.00	\$ 795.00	\$ 19,485.18	144.87
Keown	Catherine	\$ 43,000	\$ 8,863.99	\$ 4,149.74	\$ 2,150.00	\$ 645.00	\$ 15,808.73	117.54
Kidd	Brenda	\$ 31,000	\$ 6,390.32	\$ 2,991.67	\$ 1,550.00	\$ 465.00	\$ 11,396.99	84.74
Klingspon	Delores	\$ 41,000	\$ 8,451.72	\$ 3,956.72	\$ 2,050.00	\$ 615.00	\$ 15,073.44	112.07
Korimsek	John	\$ 43,000	\$ 8,863.99	\$ 4,149.74	\$ 2,150.00	\$ 645.00	\$ 15,808.73	117.54
Labrash	Nancy	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Landreville	Dr. Carey	\$ 15,000	\$ 3,092.09	\$ 1,447.58	\$ 750.00	\$ 225.00	\$ 5,514.67	41.00
Le Coz	Therese	\$ 11,000	\$ 2,267.53	\$ 1,061.56	\$ 550.00	\$ 165.00	\$ 4,044.09	30.07
Leblond	John	\$ 195,000	\$ 40,197.18	\$ 18,818.57	\$ 9,750.00	\$ 2,925.00	\$ 71,690.75	533.01
Lecour	James	\$ 30,000	\$ 6,184.18	\$ 2,895.16	\$ 1,500.00	\$ 450.00	\$ 11,029.35	82.00
Libby	Gerald R.	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Lindale	Merle	\$ 50,000	\$ 10,306.97	\$ 4,825.27	\$ 2,500.00	\$ 750.00	\$ 18,382.24	136.67
MacNeill	Duncan J.	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90	54.67
MacNeill	Candace	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Mahon	Leslie	\$ 13,000	\$ 2,679.81	\$ 1,254.57	\$ 650.00	\$ 195.00	\$ 4,779.38	35.53
Mahon	Bonnie	\$ 11,000	\$ 2,267.53	\$ 1,061.56	\$ 550.00	\$ 165.00	\$ 4,044.09	30.07
Malette	Leonard	\$ 25,000	\$ 5,153.49	\$ 2,412.64	\$ 1,250.00	\$ 375.00	\$ 9,191.12	68.34
Mathieu	Garfield	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
McCrary	Don	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
McCrary	Joan	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
McGee	Pauline	\$ 13,000	\$ 2,679.81	\$ 1,254.57	\$ 650.00	\$ 195.00	\$ 4,779.38	35.53
McGee	Diane	\$ 62,000	\$ 12,780.64	\$ 5,983.34	\$ 3,100.00	\$ 930.00	\$ 22,793.98	169.47
Michaud	Joseph	\$ 15,000	\$ 3,092.09	\$ 1,447.58	\$ 750.00	\$ 225.00	\$ 5,514.67	41.00
Middleton	Joseph	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Miller	Margaret	\$ 23,000	\$ 4,741.21	\$ 2,219.63	\$ 1,150.00	\$ 345.00	\$ 8,455.83	62.87
Miller	Rhod	\$ 30,000	\$ 6,184.18	\$ 2,895.16	\$ 1,500.00	\$ 450.00	\$ 11,029.35	82.00
Miller	Ronald	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90	54.67
Murray	Bella	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90	54.67

LIONAIRD CLASS LIST

RRSP Subclass			Share of	Share of	Share of	Share of	Total	
		Principal	Distribution	Distribution	Distribution	Distribution	of all	
		Amount of	Paid in	Paid in	Paid in	Paid in	Distributions	
Last Name	First Name	Notes Held	September	April	April	December	Paid	Proposed
			2000	2001	2002	2002	to date	Distribution
Murray	Arthur	\$ 18,000	\$ 3,710.51	\$ 1,737.10	\$ 900.00	\$ 270.00	\$ 6,617.61	49.20
Neault	Robert J.N.	\$ 101,000	\$ 20,820.08	\$ 9,747.05	\$ 5,050.00	\$ 1,515.00	\$ 37,132.13	276.07
	Marie Theresa	\$ 31,000	\$ 6,390.32	\$ 2,991.67	\$ 1,550.00	\$ 465.00	\$ 11,396.99	84.74
Parker	Gregory	\$ 17,000	\$ 3,504.37	\$ 1,640.59	\$ 850.00	\$ 255.00	\$ 6,249.96	46.47
Pecore	Kenneth	\$ 74,000	\$ 15,254.32	\$ 7,141.41	\$ 3,700.00	\$ 1,110.00	\$ 27,205.72	202.27
Pecore	Murielle	\$ 42,000	\$ 8,657.85	\$ 4,053.23	\$ 2,100.00	\$ 630.00	\$ 15,441.09	114.80
Perrier	Rolland	\$ 34,000	\$ 7,008.74	\$ 3,281.19	\$ 1,700.00	\$ 510.00	\$ 12,499.93	92.94
Pluim	Maria	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Pluim	Maria	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Pluim	William	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90	54.67
Porter	Reinhart	\$ 46,000	\$ 9,482.41	\$ 4,439.25	\$ 2,300.00	\$ 690.00	\$ 16,911.66	125.74
Rowland	Joanne	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Sigouin	Daniel	\$ 31,000	\$ 6,390.32	\$ 2,991.67	\$ 1,550.00	\$ 465.00	\$ 11,396.99	84.74
Sigouin	Azilda	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90	54.67
Sigouin	Gerald	\$ 17,000	\$ 3,504.37	\$ 1,640.59	\$ 850.00	\$ 255.00	\$ 6,249.96	46.47
Smart	David	\$ 51,000	\$ 10,513.11	\$ 4,921.78	\$ 2,550.00	\$ 765.00	\$ 18,749.89	139.40
Smart	David	\$ 13,000	\$ 2,679.81	\$ 1,254.57	\$ 650.00	\$ 195.00	\$ 4,779.38	35.53
St. Pierre	Ronald	\$ 36,000	\$ 7,421.02	\$ 3,474.20	\$ 1,800.00	\$ 540.00	\$ 13,235.22	98.40
Steele	Dianne J.	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Steele	Jill	\$ 12,000	\$ 2,473.67	\$ 1,158.07	\$ 600.00	\$ 180.00	\$ 4,411.74	32.80
Stitt	Wynn	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Stringer	Jamie	\$ 19,000	\$ 3,916.65	\$ 1,833.60	\$ 950.00	\$ 285.00	\$ 6,985.25	51.93
Taylor	J. Douglas	\$ 15,000	\$ 3,092.09	\$ 1,447.58	\$ 750.00	\$ 225.00	\$ 5,514.67	41.00
Tennyson	Alan	\$ 30,000	\$ 6,184.18	\$ 2,895.16	\$ 1,500.00	\$ 450.00	\$ 11,029.35	82.00
Tennyson	Lynda	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Tough	W. Allan	\$ 30,000	\$ 6,184.18	\$ 2,895.16	\$ 1,500.00	\$ 450.00	\$ 11,029.35	82.00
Treleaven	Daniel	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90	54.67
Vincent	Marcel	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Vodden	Michael	\$ 13,000	\$ 2,679.81	\$ 1,254.57	\$ 650.00	\$ 195.00	\$ 4,779.38	35.53
Walsh	Peter	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Walsh	Catherine	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45	27.33
Weaver	David	\$ 27,000	\$ 5,565.76	\$ 2,605.65	\$ 1,350.00	\$ 405.00	\$ 9,926.41	73.80
Weir	Doreen	\$ 50,000	\$ 10,306.97	\$ 4,825.27	\$ 2,500.00	\$ 750.00	\$ 18,382.24	136.67
Zinston	Laurie	\$ 13,000	\$ 2,679.81	\$ 1,254.57	\$ 650.00	\$ 195.00	\$ 4,779.38	35.53
Totals:		\$ 3,937,600	\$ 811,694.52	\$ 380,000.00	\$ 196,880.00	\$ 59,064.00	\$ 1,447,638.52	\$ 10,763.05

SCHEDULE "B"

<u>Name</u>	<u>Amount Owning</u>
Mr. Edward L. Cooney	\$845.00
Mr. William L. Pearson	\$500.00
Mr. David Prior	<u>\$1,112.82</u>
Total	<u><u>\$2,457.82</u></u>

Claude Millard and Roger Grisé
- Plaintiffs -

v.

North George Capital Management Limited et al
- Defendants -

ONTARIO
SUPERIOR COURT OF JUSTICE
Commercial List

(PROCEEDING COMMENCED AT TORONTO)

ORDER

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SOLICITORS FOR THE PLAINTIFFS