

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

IN THE MATTER OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED

B E T W E E N:

AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF BRUCE R. SMITH LIMITED

Applicant

SECOND SUPPLEMENTAL MOTION RECORD
(returnable February 18, 2010)

February 17, 2010

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**ONTARIO
SUPERIOR COURT OF JUSTICE
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IN THE MATTER OF THE
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B E T W E E N:

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Applicant

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1. Affidavit of John Henry Smith, sworn February 17, 2010

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IN THE MATTER OF THE
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Applicant

**SUPPLEMENTARY AFFIDAVIT OF
JOHN HENRY SMITH**

I, John Henry Smith, of the town of Simcoe, in the province of Ontario, MAKE
OATH AND SAY:

1. I am the president and a director of the Applicant, Bruce R. Smith Limited ("BRS"). I am also the president and a director of John Henry Smith Land Inc. ("Landco"). As such, I have personal knowledge of the facts to which I depose to herein, save and except where I have stated that I have obtained facts from other sources, in which case I state the source of the information and I verily believe those facts to be true.

2. This affidavit is made to supplement my affidavit, sworn February 10, 2010 ("My February 10, 2010 Affidavit"), and filed in support of the motion returnable on February 18, 2010. The capitalized terms used herein have the same meaning as stipulated in My February 10, 2010 Affidavit.

3. As indicated in my February 10, 2010 Affidavit, BRS and Ritchie are in the process of finalizing the terms of the Ritchie Agreement. During this process, BRS and Ritchie have determined that some of the terms of the auction process proposed in the Ritchie Offer need to be amended. I have set out these changes below.

4. The Ritchie Offer proposes three (3) options:

Option	Delivery Mode	Auction Dates
A	All trailers to be delivered to Ritchie's Bolton and London locations at Ritchie's expense.	March 2&3 and March 25, 2010
B	All trailers to be delivered to Ritchie's Bolton and London locations at BRS' expense.	March 2&3 and March 25, 2010
C	All trailers to remain and be stored at BRS' current locations and sold via Ritchie's virtual auction method	March 2 & 3, 2010 (the "Option C Auction Date").

5. BRS originally proposed to accept Option C. However, Ritchie and BRS have since determined that Option C is no longer feasible in that Ritchie is no longer able to meet its global advertising deadline for the Option C Auction Date. With respect to the remaining options, Ritchie and BRS have also determined that if the auction takes place in March, 2010, there is insufficient time for either BRS or Ritchie to deliver the 440 trailers to Ritchie's Bolton and London locations.

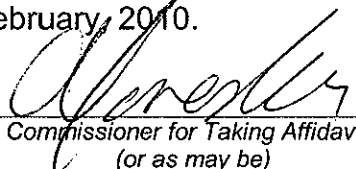
6. In light of the foregoing, Ritchie and BRS have agreed to hold the auction on Ritchie's next available auction dates, being May 11th and 12th (the "May Auction Dates"). I verily believe that the May Auction Dates will not only allow ample time for the advertising and safe delivery of the trailers, but will also result in the largest possible net return for all parties involved.

7. All the terms of the Ritchie Offer remain the same, save and except that BRS and Ritchie have agreed to Option B, which results in an increase to the purchase price in the amount of \$10,000.

8. The above noted changes will be reflected in the Ritchie Agreement, which I anticipate will be filed in advance of or at the time of the motion.

9. I make this my affidavit in support of the relief sought and for no improper purpose.

SWORN BEFORE ME at the
City of Hamilton, Province of
Ontario this 17th day of
February, 2010.



Commissioner for Taking Affidavits
(or as may be)



JOHN HENRY SMITH

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR
ARRANGEMENT OF BRUCE R. SMITH LIMITED**

Applicant

Court File No. 09-83399-00CL

ONTARIO
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