

**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

BETWEEN:

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

Applicant

SUPPLEMENTAL MOTION RECORD
(returnable February 18, 2010)

February 11, 2010

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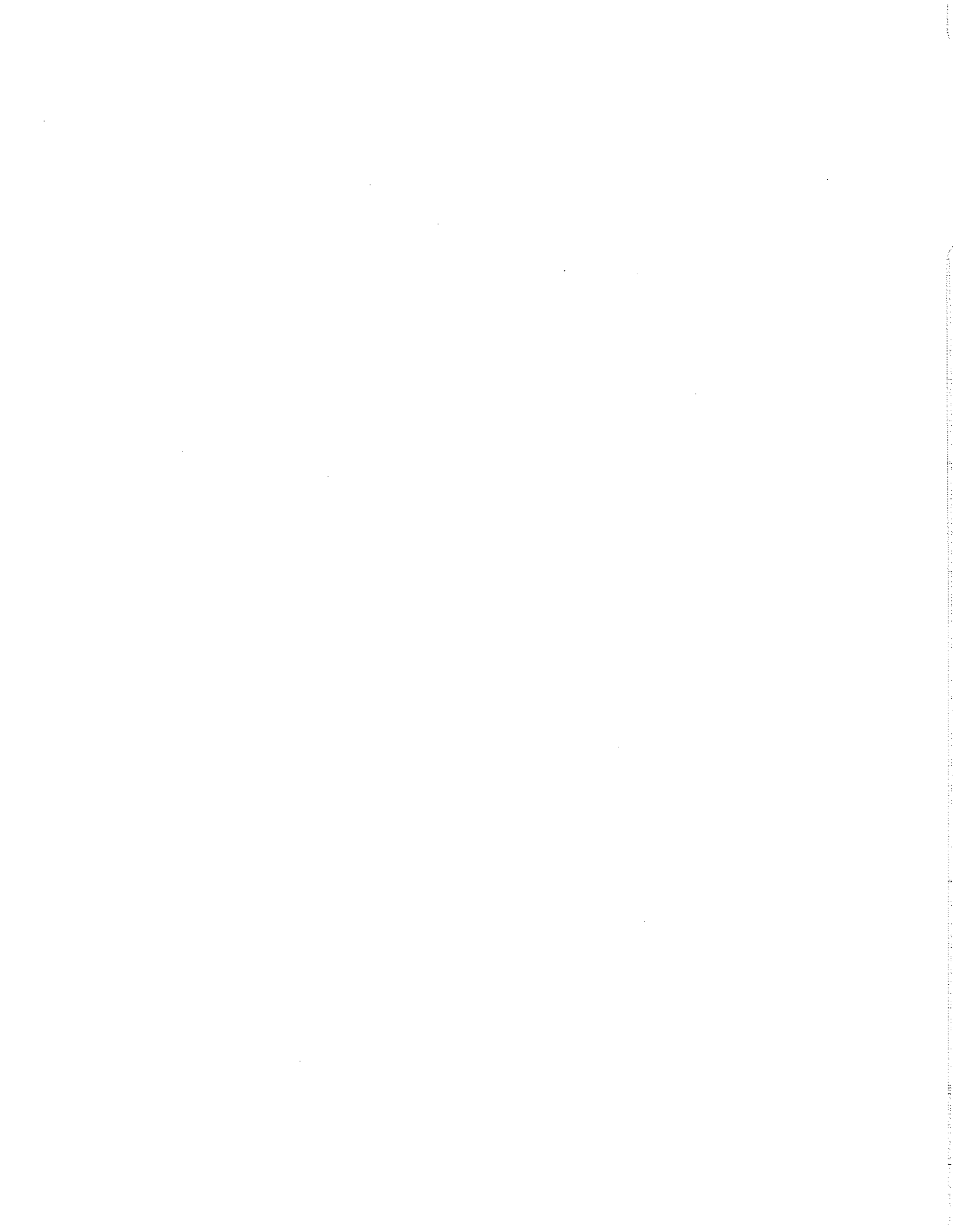
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IN THE MATTER OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED

B E T W E E N:

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Applicant

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Tab

1. Affidavit of Joseph G. Speranzini, sworn February 11, 2010
 - a) Exhibit "A" – Projected Cash Flow Forecast of BRS for February 8, 2010 to April 30, 2010
 - b) Exhibit "B" - Projected Cash Flow Forecast of Landco for February 15, 2010 to April 30, 2010



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AFFIDAVIT OF JOSEPH G. SPERANZINI

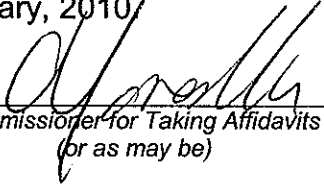
I, Joseph G. Speranzini, of the city of Hamilton, in the province of Ontario, MAKE
OATH AND SAY:

1. I am a partner with the law firm of Scarfone Hawkins LLP, lawyers for the Applicant, Bruce R. Smith Limited ("BRS") and John Henry Smith Land Inc. ("Landco") and as such have knowledge of the matters hereinafter deposed.
2. I make this my affidavit in support of the relief sought by the Applicant in this proceeding and to supplement the affidavit of John Henry Smith, sworn February 10, 2010 (the "Smith Affidavit") and filed in support of the motion returnable on February 18, 2010.
3. As of February 10, 2010, the Projected Cash Flow statements for BRS and Landco were not yet finalized and were therefore not included in the Smith Affidavit.
4. Attached hereto and marked as **Exhibit "A"** to this my affidavit is a copy of BRS' Projected Cash Flow Forecast for the twelve (12) week period of February 8, 2010 to April 30, 2010.

5. Attached hereto and marked as **Exhibit "B"** to this my affidavit is a copy of Landco's Projected Cash Flow Forecast for the eleven (11) period from February 15, 2010 to April 30, 2010.

6. 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 11th day of
February, 2010/



Commissioner for Taking Affidavits
(or as may be)

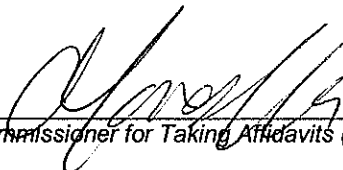


JOSEPH G. SPERANZINI

RCP-E 4D (July 1, 2007)

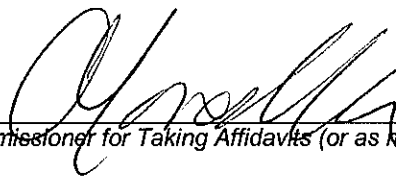


This is "Exhibit A" referred to in the Affidavit of Joseph G. Speranzini sworn February 11, 2010



Commissioner for Taking Affidavits (or as may be)

This is "Exhibit B" referred to in the Affidavit of Joseph G. Speranzini sworn February 11, 2010



Commissioner for Taking Affidavits (or as may be)

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

Applicant

Court File No. 09-8399-00CL

**ONTARIO
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**PROCEEDING COMMENCED AT
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