

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

Action No.: 0301-15879

BETWEEN:

JACOB AYRTON, as representative Plaintiff

Plaintiff

- and -

**PRL FINANCIAL (ALTA.) LTD., PAYROLL LOANS (ALBERTA) LTD. AND DAVID
ASH**

Defendants

Action No.: 0401-12407

AND BETWEEN:

JACOB AYRTON, as representative Plaintiff

Plaintiff

- and -

**HORNBY LOAN BROKER (ALBERTA) INC., THURLOW CAPITAL (ALBERTA)
INC., DAVID FELLER, PRAVEEN VARSHNEY, SOKHIE PUAR AND PATRICK
WARREN**

Defendants

**BEFORE THE HONOURABLE
MR. JUSTICE S.J. LOVECCHIO**

) **At the Court House, in the City**
) **of Calgary, in the Province of**
) **Alberta, on Wednesday, the 28th**
) **day of June, 2006.**

ORDER

UPON the application of the Plaintiff; **AND UPON** reading the Affidavit of Rashida Fogel filed June 26, 2006, **AND UPON HEARING** counsel for the Plaintiff and Defendants; **IT IS HEREBY ORDERED THAT:**

1. The form of Notice to Class Members and Opt Out form shall be as agreed to between counsel by close of business June 30th, 2006, failing which counsel shall present opposing forms of Notice for approval to the Court prior to July 7th, 2006;
2. The Opt Out date for Class Members shall be as agreed between counsel or as approved by the Court in the same manner as set forth in paragraph 1 of this Order;
3. The Defendants shall initially pay the cost of the Notice to Class Members up to a maximum of \$10,000, but such payment is without prejudice to their ability to seek recovery of those costs at the conclusion of the within actions. These costs of the Notice to Class Members shall be split equally between the two Defendant groups PRL/Payroll et al, and Hornby/Thurlow et al, or as otherwise agreed to by the Defendants;
4. The form of Litigation Plan is to be agreed to among counsel or approved by the Court in the same manner as set forth in paragraph 1 of this Order;
5. The application of the Plaintiff seeking to add or substitute another or alternative representative Plaintiff to the action against the Defendants Payroll/PRL *et al.* and to substitute a new representative Plaintiff for the current representative Plaintiff in the action against the Defendants Hornby/Thurlow *et al.* (collectively, the “Substitution Applications”), shall be heard at 9:00 a.m. on Thursday, August 31, 2006;
6. Class counsel will file and serve on the Defendants by July 4th, 2006, an affidavit of Stephen Hassel (the “Hassel Affidavit”) in support of the Substitution Applications;

7. The Defendants will provide any relevant and material documents in their possession relating directly to the claim of the proposed new representative Plaintiff, Stephen Hassel, to Class Counsel by July 15th, 2006;
8. Cross examination on the Hassel Affidavit shall be completed by no later than Friday, August 4th, 2006;
9. Any affidavit(s) in opposition to the Substitution Applications shall be filed by the Defendant(s) prior to Friday, August 11th, 2006, and any cross examination on such affidavit(s) shall be completed by Class Counsel prior to Friday, August 18th, 2006;
10. Any brief in support of the Substitution Applications shall be filed by Friday, August 18th, 2006, and any brief in opposition to the Substitution Applications shall be filed by Friday, August 25th, 2006;
11. The Defendants shall provide a general description of all records in their possession relevant and material to the common issues in these actions, including the format in which they are available and their approximate volume, by no later than July 15, 2006, or advise this Honourable Court of any reason why they are not able to do so;
12. All parties shall produce all relevant and material records in their possession on or before September 30th, 2006, in a mutually agreeable and cost efficient manner, or advise this Honourable Court of any reason why they are unable to do so;
13. The Defendants shall make best efforts to make available to the technical representatives of Class Counsel all non-privileged relevant and material electronic data base(s) in their possession;

14. Examinations for discovery of the corporate officers for each of the corporate Defendants shall be conducted on or before November 30th, 2006.

J.C.Q.B.A.

Entered this day of July, 2006.

Clerk of the Court

APPROVED AS TO THE FORM
AND CONTENT OF THE ORDER
GRANTED:

MILES DAVISON LLP

Per _____

Mr. Todd Lee
Solicitor for the Defendants in Q.B. Action No. 0401-12407

BLAKE, CASSELS & GRAYDON LLP

Per _____

Mr. Gavin Matthews
Solicitor for the Defendants in Q.B. Action No. 0301-15879

Action No: 0301-15879/Action No.: 0401-12407

**IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE OF CALGARY**

BETWEEN:

JACOB AYRTON, as representative Plaintiff

Plaintiff

- and -

**PRL FINANCIAL ALTA.) LTD., PAYROLL LAONS
(ALBERTA) LTD., AND DAVID ASH**

Defendants

Action No. 0401-12407

AND BETWEEN:

JACOB AYRTON, as representative Plaintiff

Plaintiff

- and -

**HORNBY LOAN BROKER (ALBERTA) INC.,
THURLOW CAPITAL (ALBERTA) INC., DAVID
FELLER, PRAVEEN VARSHNEY, SOKHI PUAR AND
PATRICK WARREN**

Defendants

ORDER

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Attention: William E. McNally

Solicitor's File No.:11078