

**FORM 13-502F2**  
**CLASS 2 REPORTING ISSUERS – PARTICIPATION FEE**

**Reporting Issuer Name:** ARRIS HOLDINGS INC.

**End date of last completed fiscal year:** SEPTEMBER 30,  
2012

Financial Statement Values:

(Use stated values from the audited financial statements of the reporting issuer as of the end of its last completed fiscal year)

Retained earnings or deficit	<u>(1,838,576)(A)</u>
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Contributed surplus	<u>0000(B)</u>
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Share capital or owners' equity, options, warrants and preferred shares (whether such shares are classified as debt or equity for financial reporting purposes)	<u>1,724,000(C)</u>
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Non-current borrowings <sup>1</sup> (including the current portion)	<u>0000(D)</u>
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Finance leases <sup>2</sup> (including the current portion)	<u>0.00 (E)</u>
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Non-controlling interest <sup>3</sup>	<u>0.00(F)</u>
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Items classified on the statement of financial position <sup>4</sup> as non-current liabilities (and not otherwise listed above) <sup>5</sup>	<u>0.00(G)</u>
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Any other item forming part of equity <sup>6</sup> and not set out specifically above	<u>(114,576)(H)</u>
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**Capitalization for the last completed fiscal year**

(Add items (A) through (H))	<u>0.00</u>
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<b>Participation Fee</b>	<u>800.00</u>
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(From Appendix A of the Rule, select the participation fee beside the capitalization calculated above)

**Late Fee,** if applicable

(As determined under section 2.5 of the Rule)

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