ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

THE HONOURABLE MR.)	MONDAY, THE 30^{TH}
)	
JUSTICE MORAWETZ)	DAY OF MAY, 2011

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

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF PRISZM INCOME FUND, PRISZM CANADIAN OPERATING TRUST, PRISZM INC. AND KIT FINANCE INC.

(the "**Applicants**")

ORDER (Re KERPs Amendments)

THIS MOTION, made by Priszm Income Fund, Priszm Canadian Operating Trust, Priszm Inc., Priszm LP and Kit Finance Inc. (collectively, the "Priszm Entities") for an order, *inter alia*, authorizing the Priszm Entities to reallocate funds payable to certain of their employees under the KERPs (as defined below) and authorizing the Priszm Entities to reallocate any additional funds that may become available to other KERP participants with the prior consent of FTI Consulting Canada Inc. in its capacity as the Court-appointed monitor of the Priszm Entities (the "Monitor"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Deborah Papernick sworn May 24, 2011 (the "KERP Affidavit") and the Second Report of the Monitor, and on hearing the

submissions of counsel to the Priszm Entities, the Monitor, Prudential Investment Management, Inc., [NAMES OF OTHER PARTIES APPEARING] no one appearing for any other person on the Service List, although properly served as appears from the affidavit of service, filed:

- 1. **THIS COURT ORDERS** that the amendments to the Key Employee Retention Plans ("**KERPs**") described in the KERP Affidavit are hereby approved.
- 2. **THIS COURT ORDERS** that the Priszm Entities are authorized to make further amendments to the KERPs by reallocating any additional funds that may be forfeited by KERP participants to other KERP participants with the prior consent of the Monitor.

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

Court File No: CV-11-915900CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF PRISZM INCOME FUND, PRISZM CANADIAN OPERATING TRUST, PRISZM INC. AND KIT FINANCE INC.

ONTARIO SUPERIOR COURT OF JUSTICE

Proceeding commenced at Toronto

O R D E R (KERP AMENDMENTS)

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