

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) MONDAY, THE 30TH
)
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
(Approval of Sales Process and Engagement of Canaccord Genuity Corp.)

THIS MOTION, made by Prizm Income Fund, Prizm Canadian Operating Trust, Prizm LP, Prizm Inc. and Kit Finance Inc. (collectively, the "**Prizm Entities**") for an order authorizing and approving the Sales Process (as defined below) *nunc pro tunc*, and approving the Genuity Engagement Letter (as defined below) *nunc pro tunc*, and certain ancillary relief was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Affidavit of Deborah Papernick sworn May 24, 2011 (the "**Sales Process Affidavit**") and the Second Report of FTI Consulting Canada Inc., in its capacity as the Court-appointed monitor of the Prizm Entities (the "**Monitor**"), and on hearing the submissions of counsel for the Prizm Entities, the Monitor, Prudential

Investment Management, Inc. ("**Prudential**") [**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, if necessary, the time for service of the Notice of Motion and the Motion Record is hereby abridged so that this motion is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS AND DECLARES** that the sales process as described in the Sales Process Affidavit (the "**Sales Process**") is approved *nunc pro tunc*.

3. **THIS COURT ORDERS** that the Prizm Entities are authorized and directed to perform their obligations under and take such steps as they consider necessary or desirable in carrying out the Sales Process, and any step taken prior to the date hereof is hereby approved and ratified.

4. **THIS COURT ORDERS** that the letter agreement dated January 27, 2011 between the Prizm Entities and Canaccord Genuity Corp. (the "**Engagement Letter**") is hereby approved *nunc pro tunc*, and the Prizm Entities are authorized and directed to perform their obligations under and make the payments contemplated by the Engagement Letter.

5. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada to give effect to this Order. All courts, tribunals, regulatory and administrative bodies are hereby

respectfully requested to make such orders and to provide such assistance as may be necessary or desirable to give effect to this Order.

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

Court File No: CV-11-9159-00CL

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 - COMMERCIAL LIST**

Proceeding commenced at Toronto

**ORDER
(Re Sales Process and Genuity Engagement Letter)**

STIKEMAN ELLIOTT LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, Canada M5L 1B9

Ashley John Taylor LSUC#: 39932E
Tel: (416) 869-5236

Maria Konyukhova LSUC#: 52880V
Tel: (416) 869-5230

Kathryn Esaw LSUC#: 58264F
Tel: (416) 869-5230
Fax: (416) 947-0866
Lawyers for the Applicants