



**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.)
)
JUSTICE MORAWETZ) MONDAY, THE 30TH
 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 Prizm Entities; the Monitor; Prudential Investment Management, Inc.; Yum! Restaurants International (Canada) Company; Soul Restaurants Canada Inc.; Scott's Real Estate Investment Trust, SR Operating Trust, Scott's Real Estate Limited Partnership, Scott's Trustee Corp. and Scott's GP Trust; The Cadillac Fairview Corporation Limited; 20 VIC Management Inc., Ivanhoe Cambridge Inc., Morguard Investments Limited, Retrocom Mid-Market REIT, Primaris Retail Real Estate Investment Trust and Oxford Properties Group Inc.; 2279549 Ontario Inc. and Deborah Papernick; ^{CAW-Canada} ~~Chymel~~; Sysco Canada and Metro-Richelieu Inc., 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 Prizm 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.



ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

MAY 3 0 2011

PER/PAR: 

**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
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INC. AND KIT FINANCE INC.

**ONTARIO
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**ORDER
(KERP AMENDMENTS)**

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) 869-6820
Fax: (416) 947-0866

Lawyers for the Applicants