



Court File No. CV-11-915900-CL

**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  
(Approval of Sales Process and Engagement of Canaccord Genuity Corp.)**

**THIS MOTION**, made by Priszm Income Fund, Priszm Canadian Operating Trust, Priszm LP, Priszm Inc. and Kit Finance Inc. (collectively, the "**Priszm 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 Priszm Entities (the "**Monitor**"), and on hearing the submissions of counsel for the Priszm Entities, the Monitor, Prudential

Investment Management, Inc. ("Prudential"), Yum! Restaurants International (Canada) Company; 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; ~~Olymel~~ <sup>CAN-Canada;</sup>; 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, 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.

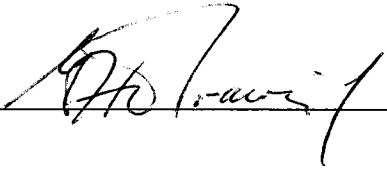
2. **THIS COURT ORDERS AND DECLARES** that the sales process as described in the Sales Process Affidavit (the "Sales Process") is approved *nunc pro tunc*.

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.



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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-11-9159-00CL

**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)**

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