

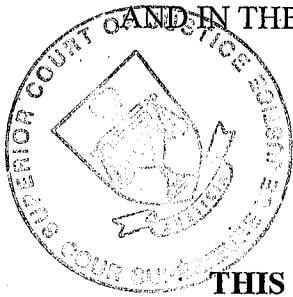
**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE MADAM) WEDNESDAY, THE 14TH
JUSTICE PEPALL)
) DAY OF FEBRUARY, 2007

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

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR ARRANGEMENT
WITH RESPECT TO 3791351 CANADA INC.
CARRYING ON BUSINESS AS "CU-CONNECT"

ORDER



THIS MOTION, made by the Applicant, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") for an Order, *inter alia*, (i) abridging the time for bringing this motion and dispensing with any further service of this Motion Record; (ii) establishing a procedure for the identification, quantification and barring of any claims against or relating to the Court appointed chief restructuring officer (the "CRO"), the directors and officers of the Applicant, (iii) approving the initial distribution of the proceeds of sale from the Asset Purchase Agreement, dated January 9, 2007, between 3791351 Canada Inc., carrying on business as "CU-Connect" as vendor (the "Applicant" or the "Vendor") and Threshold Financial Technologies Inc. (the "Purchaser") as Purchaser (the "Asset Purchase Agreement"); (iv) approving the actions and activities of the Court appointed Chief Restructuring Officer (the "CRO") as described in the Affidavit of Terry Chapman, sworn the 8th day of February, 2007 (the "Chapman Affidavit"); (v) approving the Third Report dated February 9, 2007 (the "Third Report") of KPMG Inc., in its capacity as Court-appointed

monitor (the "Monitor"), and the actions and activities of the Monitor described therein; (vi) extending the Stay Period, as defined in paragraph 14 of the Initial Order dated November 20, 2006 (the "Initial Order"); and (vii) for certain other ancillary relief, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Notice of Motion, dated February 8, 2007, the Chapman Affidavit, and the Third Report, and on hearing the submissions of counsel for the Applicant, counsel for the Monitor, and such other parties as may be present,

1. [Deleted].

CRO REPORT

2. **THIS COURT ORDERS THAT** the activities of the CRO, as described in the Chapman Affidavit, are hereby approved.

MONITOR'S REPORT

3. **THIS COURT ORDERS THAT** the Third Report of the Monitor be and the same is hereby filed and the activities of the Monitor as reported therein are hereby approved.

EXTENSION OF STAY

4. **THIS COURT ORDERS** that the Stay Period, as defined in paragraph 14 of the Initial Order, is hereby extended to April 27, 2007.

VAULT CASH REPORT

5. **THIS COURT ORDERS THAT** the Applicant is authorized to instruct BDO Dunwoody LLP to prepare a report related to its initial investigation concerning the Applicant's former vault cash business and to pay an advance retainer in the amount of \$28,000 to BDO Dunwoody LLP, as security for their professional fees, disbursements costs and expenses incurred at the normal rates and charges of BDO Dunwoody LLP with respect to such a report.

DISTRIBUTION APPROVAL

6. **THIS COURT ORDERS THAT** the Applicant is hereby authorized, empowered and directed to make a distribution to CU-Connection Limited of \$379,812.59, plus any applicable *per diem* to the date of payment, as specified in paragraph 30 of the Chapman Affidavit, out of the Closing Proceeds (as defined in the Chapman Affidavit) as provided for in the DIP Lending provisions of the Initial Order, in particular paragraphs 39 to 49 of the Initial Order.
7. **THIS COURT ORDERS THAT** upon payment to Cu-Connection Limited of the amount set out in paragraph 6 of this Order, the DIP Lender's charge (as provided for at paragraph 42 of the Initial Order) be and is hereby extinguished.
8. **THIS COURT ORDERS THAT** notwithstanding:
- (i) the pendency of these proceedings; and
 - (ii) the provisions of any federal or provincial statute,
- the payments and distributions contemplated by this Order will not be void or voidable and do not constitute nor shall they ever be deemed to be settlements, fraudulent preferences, assignments, fraudulent conveyances or other reviewable transactions under the *Bankruptcy and Insolvency Act* or any other applicable federal or provincial legislation, and they do not constitute unfairly prejudicial conduct or conduct meriting an oppression remedy pursuant to any applicable federal or provincial legislation and, without limiting the foregoing, shall be binding on all stakeholders, the Applicant and any trustee in bankruptcy that may be appointed in respect of the Applicant.

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



FEB 15 2007

Joseph Doria
Registrar, Superior Court of Justice

PER/PAR:



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

Court File No: 06-CL-6746

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OF
ARRANGEMENT WITH RESPECT TO 3791351 CANADA INC. CARRYING ON
BUSINESS AS "CU-CONNECT"

ONTARIO

SUPERIOR COURT OF JUSTICE

Proceeding commenced at Toronto

ORDER

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