Court File No.: 08-CL-7878

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL COURT)

THE HONOURABLE	)	TUESDAY, THE 23rd DAY
	)	
MR. JUSTICE WILTON-SIEGEL	)	OF DECEMBER, 2008

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 OF ARRANGEMENT OF UNIVERSAL SETTLEMENTS INTERNATIONAL INC.

ORDER

THIS MOTION, made by the Applicant for an order:

(a) if necessary, abridging the time for service of the Notice of Motion and the Motion Record herein, and dispensing with further service thereof;

(b) approving the sale transaction contemplated by an agreement of purchase and sale (the "Sale Agreement") between SDM Holdings, LLC (the "Purchaser") made as of October 15, 2008, and appended to the 2nd Report of the Monitor dated December 22, 2008 (the "Report");

(c) granting USI permission to surrender 10 policies excluded from the Sale Agreement for their cash surrender value in the amount of (US)$312,000 ((CDN)$368,160),

(d) the transactions contemplated by paragraphs (b) and (c) being referred to herein as ("the Transactions"),

was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Applicant's Motion Record, including the affidavit of Christopher Halas sworn December 22, 2008 and the Exhibits thereto, the 2nd Report of the Monitor, Ernst & Young Inc., and on hearing the submissions of counsel for the Applicant, and counsel to the Monitor,

1. THE COURT ORDERS AND DECLARES that the terms for service of the Notice of Motion 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 Transaction is hereby approved, and that the Sale Agreement is commercially reasonable and in the best interests of the Applicant and its stakeholders. The execution of the Sale Agreement by the Applicant is hereby authorized and approved, and the Applicant is hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction and for the conveyance of the Purchased Assets to the Purchaser.

3. THIS COURT ORDERS that the net proceeds from the sale and the cash value from the 10 policies which will be surrendered will be used for funding the ongoing

operations of USI in the ordinary course (including the payment of premiums), with such use to be supervised by the Monitor.

4. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Applicant and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicant, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Applicant and its agents in carrying out the terms of this Order.

Christina Irwin
Registrar, Superior Court of Justice

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ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

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PER / PAR:

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

Court File No.: 08-CL-7878

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF UNIVERSAL SETTLEMENTS INTERNATIONAL INC.

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

ORDER

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