



Court File No.: 08-CL-7878

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

THE HONOURABLE	)	FRIDAY, THE 9 th DAY
	)	
MR. JUSTICE WILTON-SIEGEL	)	OF JANUARY, 2009

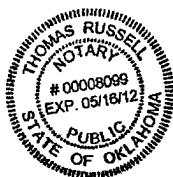
**IN THE MATTER OF THE
COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

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

ORDER

THIS MOTION, made by the Applicant, pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Applicant's Motion Record, including the affidavit of Christopher Halas sworn January 8, 2009 and the Exhibits thereto (the "Halas Affidavit"), the 3rd Report of the Monitor, Ernst & Young Inc., and on hearing the submissions of counsel for the Applicant, counsel to the Monitor, and counsel for the parties who have served a Notice of Appearance,



This is Exhibit D referred to in the
affidavit of Christopher HALAS
sworn before me, this 20
day of February 20 09

Thomas Russell
A COMMISSIONER FOR TAKING AFFIDAVITS

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 that the Stay Period granted in paragraph 10 of the Initial Order dated December 2, 2008, is hereby extended until and including February 28, 2009, or until further Order of this Court;
3. THIS COURT ORDERS that the amendment to the Policy Purchase Agreement approved in paragraph 2 of this Court's Order dated December 23, 2008 (the "Policy Purchase Agreement"), which amendment is attached as Exhibit "K" to the Halas Affidavit (the "Amendment Agreement"), is hereby approved as being commercially reasonable and in the best interests of the Applicant and its stakeholders. 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 Amendment Agreement.
4. THIS COURT ORDERS that, upon the implementation of the Amendment Agreement, the Policies (as identified in the Policy Purchase Agreement) are hereby excluded from the Administration Charge and Directors' Charge (as defined in paragraphs 18 and 30 of the Initial Order), but the Administration Charge and the Directors' Charge shall attach to the net proceeds of the sale of the Policies (the "Proceeds"), in the same priorities as established by the Initial Order, and on the same terms as provided for in the Initial Order, and for this purpose the proceeds shall stand in the place and stead of the Policies;

5. THIS COURT ORDERS that upon the implementation of the Amending Agreement, SDM Holdings Inc. shall be entitled to the benefit of and is hereby granted a charge (the "SDM Charge") on the Policies, which charge shall not exceed an aggregate amount of (US)\$1.45 million, as security for loans provided to the Applicant pursuant to the Amendment Agreement;
6. THIS COURT ORDERS that the SDM Charge shall not be enforced without further Order of this Court; and
7. THIS COURT ORDERS that, except as expressly provided herein, the Applicant shall not sell, dispose of, grant security on, or otherwise encumber the Policies without further Order of this Court.



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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
UNIVERSAL SETTLEMENTS INTERNATIONAL INC.

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

Proceeding commenced at Toronto

ORDER

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