

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) WEDNESDAY, THE 22ND
)
JUSTICE NEWBOULD) DAY OF JANUARY, 2014

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 8440522 CANADA INC., DATA & AUDIO-VISUAL ENTERPRISES WIRELESS INC.,
AND DATA & AUDIO-VISUAL ENTERPRISES HOLDINGS INC.

Applicants

**ORDER
(CCAA SECTION 11.3)**

THIS MOTION, made by the Applicants for directions with respect to, *inter alia*:

- (a) the application of section 11.3 of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended ("**CCAA**") in the context of the ongoing sale process approved by Order of this Court on November 13, 2013 (the "**Court-approved Sale Process**") and the sale and transfer of the assets and property of the Mobilicity Group (as such term is defined in the Aziz Affidavit) and specifically the Mobilicity Spectrum Licences (as defined in the Aziz Affidavit); and
- (b) such further and other relief as counsel may request and this Honourable Court deems just,

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

ON READING the Affidavit of William B. Aziz sworn January 6, 2014, the exhibits thereto (the "**Aziz Affidavit**") and the Reports of the Monitor, Ernst & Young Inc. (the "**Monitor**"), and on hearing submissions of counsel for the Applicants, the Monitor, and such other counsel present, no one else appearing although duly served as appears from the affidavit of service of Andrea Campbell sworn on January 6, 2014,

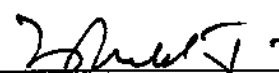
1 THIS COURT ORDERS that the procedure and process by which this Court shall consider the assignment of the Mobilicity Spectrum Licences under section 11.3 of the CCAA will be as follows:

- (a) The Mobilicity Group will bring a motion to this Court pursuant to section 11.3 of the CCAA (the "**Sale Transaction 11.3 Motion**") on not less than 14 days' notice to Industry Canada, the Monitor and any other interested parties for an order assigning the rights and obligations of the Mobilicity Group under the Mobilicity Spectrum Licences to a purchaser (the "**Purchaser**").
- (b) Any responding party may serve responding materials (the "**Responding Materials**") no later than 10 days following the service of the Sale Transaction 11.3 Motion.
- (c) The Mobilicity Group may serve reply materials no later than 2 days before the hearing of the Sale Transaction 11.3 Motion.
- (d) The Mobilicity Group and its Chief Restructuring Officer shall be authorized to take all steps and actions, if necessary, with respect to the Sale Transaction 11.3 Motion.

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c. C-36, AS AMENDED
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CANADA INC., DATA & AUDIO-VISUAL ENTERPRISES WIRELESS INC., AND
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Court File No: CV-13-10274-00CL

**ONTARIO
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Proceeding commenced at Toronto

ORDER

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