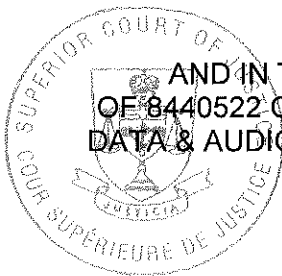


**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) WEDNESDAY, THE 24TH
JUSTICE NEWBOULD) DAY OF JUNE, 2015

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.,
DATA & AUDIO-VISUAL ENTERPRISES HOLDINGS INC. AND 2451608 ONTARIO INC.



Applicants

**ORDER
(Sale Approval)**

THIS MOTION made by Data & Audio-Visual Enterprises Holdings Inc. ("**Holdings**"), Data & Audio-Visual Enterprises Wireless Inc. ("**Wireless**"), 8440522 Canada Inc. and 2451608 Ontario Inc. (collectively with Holdings, Wireless and 8440522 Canada Inc., the "**Applicants**") for an Order (the "**Sale Approval Order**") approving the sale transaction (the "**Transaction**") contemplated by a share purchase agreement between Holdings, Wireless and Rogers Communications Inc. (the "**Purchaser**") dated June 23, 2015 (the "**Sale Agreement**") and attached as Confidential Appendix "F" to the Affidavit of William E. Aziz, sworn June 23, 2015 (the "**Aziz Affidavit**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Aziz Affidavit, the Thirteen Report of Ernst & Young Inc., in its capacity as Court-appointed Monitor (in such capacity, the "**Monitor**"), dated June 23, 2015

(the "**Thirteenth Report**") and upon hearing the submissions of counsel for the Applicants, the Monitor, the Ad Hoc Committee of Noteholders, the Purchaser, and Catalyst (as defined below) and such other counsel as were present, no one else appearing although duly served as appears from the affidavit of service of Alexander Schmitt sworn June 24, 2015.

1. **THIS COURT ORDERS** that all capitalized terms not otherwise defined herein shall be as defined in the Sale Agreement.

2. **THIS COURT ORDERS AND DECLARES** that the time for service of the Notice of Motion and the Motion Record in support of this Motion and the Thirteenth Report be and is hereby abridged and validated, such that this Motion is properly returnable today, and that any further service of the Notice of Motion, the Motion Record or the Thirteenth Report is hereby dispensed with.

3. **THIS COURT ORDERS AND DECLARES** that the Transaction and the execution of the Sale Agreement by Holdings and Wireless is hereby authorized and approved, with such minor amendments as Holdings or Wireless (with the consent of the Monitor) may deem necessary. Wireless and Holdings are each authorized to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the Transaction.

4. **THIS COURT ORDERS AND DECLARES** that the letter agreement with The Catalyst Capital Group Inc., on its own behalf and on behalf of the funds that it manages (collectively, "**Catalyst**"), which is attached to the Aziz Affidavit as Confidential Exhibit "G" (the "**Catalyst Letter**"), and the execution of the Catalyst Letter by Holdings and Wireless, is hereby authorized and approved.

5. **THIS COURT ORDERS** that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of any of the Applicants and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of any of the Applicants;

the Transaction shall be binding on any trustee in bankruptcy that may be appointed in respect of any of the Applicants and shall not be void or voidable by creditors of the Applicants, nor shall it constitute nor be deemed to be a fraudulent preference, assignment, fraudulent conveyance, transfer at undervalue, or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

6. **THIS COURT ORDERS AND DECLARES** that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

7. **THIS COURT ORDERS** that the Sale Agreement and the Catalyst Letter, attached as Confidential Exhibits "F" and "G" to the Aziz Affidavit are hereby sealed pending further Order of the Court and shall not form part of the public record.

8. **THIS COURT ORDERS** that the Applicants are authorized to bring a motion before this Court on June 25, 2015 for the Vesting and Distribution Order (as defined in the Aziz Affidavit).

9. **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 Applicants, the Monitor and their respective 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 Holdings and the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist Holdings, the Monitor and/or their respective agents in carrying out the terms of this Order.

10. **THIS COURT ORDERS** that each of the Applicants and the Monitor be at liberty and are hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.

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

JUN 24 2015

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

Court File No: CV-13-10274-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF 8440522
CANADA INC., DATA & AUDIO-VISUAL ENTERPRISES WIRELESS INC., DATA & AUDIO-
VISUAL ENTERPRISES HOLDINGS INC. AND 2451608 ONTARIO INC.

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

Proceeding commenced at Toronto

**ORDER
(SALES APPROVAL)**

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