

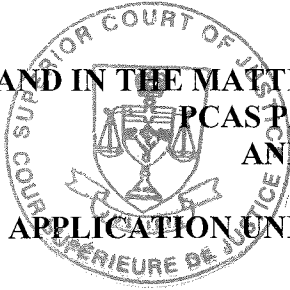
**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE MR.) MONDAY, THE 7th DAY
)
JUSTICE BROWN) OF MAY, 2012

**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
PCAS PATIENT CARE AUTOMATION SERVICES INC.
AND 2163279 ONTARIO INC. (the "Applicants")**

**APPLICATION UNDER THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED**



ORDER

THIS MOTION, made by PCAS Patient Care Automation Services Inc. and 2163279 Ontario Inc., doing business as Touchpoint (collectively, the "**Applicants**"), for an order, *inter alia*: (a) approving the Fourth Report of PricewaterhouseCoopers Inc. ("**PwC**"), in its capacity as the Court-appointed monitor of the Applicants (in such capacity, the "**Monitor**") dated May 7, 2012, filed (the "**Fourth Report**"), and approving the actions of the Monitor described therein; (b) extending the Stay Period (as defined in the Initial Order of the Honourable Mr. Justice Morawetz granted on March 23, 2012 in these proceedings (the "**Initial Order**")) to May 28, 2012; (c) increasing the amount the Applicants are currently authorized to borrow under the credit facility (the "**DIP Facility**") from 2320714 Ontario Inc. (the "**DIP Lender**") from \$4,525,000 to \$5,350,000; (d) increasing the Monitor's powers to market the Applicants' business; and (e) approving a Second Amended and Restated DIP Loan Agreement (the "**Second Amended and Restated DIP Loan Agreement**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Loreto Grimaldi, sworn May 7, 2012 (the “**May 7 Affidavit**”) and the exhibits thereto, filed, and the Fourth Report, filed, and on hearing the submissions of counsel for the Applicants, counsel for the Monitor, counsel for the DIP Lender, counsel for Castcan Investments Inc., counsel for Royal Bank of Canada _____ and no one appearing for any other person on the service list, although duly served as appears from the affidavit of Susy Moniz sworn May 7, 2012, filed,

1. **THIS COURT ORDERS** that the time for service and filing of the notice of motion and the motion record is hereby abridged and validated so that this motion is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that the Fourth Report be and is hereby approved and the actions of the Monitor described therein be and are hereby approved.

3. **THIS COURT ORDERS** that the Stay Period, as defined in paragraph 13 of the Initial Order, be and is hereby extended to and including May 28, 2012.

4. **THIS COURT ORDERS** that paragraph 31 of the Initial Order be and is hereby amended to provide as follows:

31. **THIS COURT ORDERS** that the Applicants are hereby authorized and empowered to obtain and borrow under a credit facility from 2320714 Ontario Inc. (the “DIP Lender”) in order to finance the Applicants’ working capital requirements and other general corporate purposes and capital expenditures, provided that borrowings under such credit facility shall not exceed the principal amount of \$5,350,000 unless permitted by further Order of this Court.

5. **THIS COURT ORDERS** that the Monitor’s powers pursuant to paragraph 23 of the Initial Order are hereby expanded to include the power to market any or all of the Property (as defined in the Initial Order), including advertising and soliciting offers in respect of the Property or any part or parts thereof and negotiating such terms and conditions of sale as the Monitor in its discretion may deem appropriate.

6. **THIS COURT ORDERS** that the Monitor is hereby authorized and directed, pursuant to its powers under paragraph 23(i) of the Initial Order, to retain PricewaterhouseCoopers Corporate Finance as its agent to market the Property, on terms to be approved by further Order of this Court.

7. **THIS COURT ORDERS** that the credit facility described in paragraph 31 of the Initial Order shall be on the terms and subject to the conditions set forth in the form of Second Amended and Restated DIP Loan Agreement appended as Exhibit "B" to the Affidavit of Loreto Grimaldi sworn May 3, 2012 (the "**May 3 Affidavit**"), filed.

8. **THIS COURT ORDERS** that the Applicants are hereby authorized and empowered to execute and deliver the Second Amended and Restated DIP Loan Agreement in substantially the form appended to the May 3 Affidavit, and such other credit agreements, mortgages, charges, hypothecs and security documents, guarantees and other definitive documents (collectively, the "**Definitive Documents**"), as are contemplated by the Second Amended and Restated DIP Loan Agreement or as may be reasonably required by the DIP Lender pursuant to the terms thereof, and the Applicants are hereby authorized and directed to pay and perform all of their indebtedness, interest, fees, liabilities and obligations to the DIP Lender under and pursuant to the Second Amended and Restated Loan Agreement and the Definitive Documents as and when the same become due and are to be performed, notwithstanding any other provision of this Order.

9. **THIS COURT ORDERS** that any interested party (including the Applicants and the Monitor) may bring a motion to this Court to vary or amend this Order (provided that the beneficiary of any Charge shall be entitled to rely on the Charges up to and including the day on which such Charge or the priority granted to such Charge may be varied or amended), which motion must be returnable by no later than May 14, 2012 or such later date as the parties affected may agree, on not less than three (3) days' notice to any other party or parties likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

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



MAY 08 2012



A. Anissimova
Registrar

**IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
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(the "Applicants")**

Court File No. CV-12-9656-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

Proceedings commenced at Toronto

ORDER

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IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
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AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
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Court File No. CV-12-9656-00CL

May 7/12

Order to go as amended. I have signed the order.
Recesses to follow tomorrow.


D.M. BROWN J.

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

**MOTION RECORD
(returnable May 7, 2012)**

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