

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

**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**

AFFIDAVIT OF KYM ANTHONY
(sworn June 5, 2012)

I, **KYM ANTHONY**, of the City of Toronto, in the Province of Ontario, **MAKE OATH
AND SAY AS FOLLOWS:**

1. I am the Chairman of PCAS Patient Care Automation Services Inc. ("**PCAS**"), which indirectly owns 49% of 2163279 Ontario Inc., doing business as Touchpoint. As such, I have personal knowledge of the matters to which I hereinafter depose in this Affidavit. Where I do not have personal knowledge of the matters set out herein, I have stated the source of my information and, in all such cases, believe it to be true.

2. This Affidavit is sworn in support of a motion (the "**Motion**") by PCAS and Touchpoint (collectively, the "**Applicants**") returnable June 5, 2012 for the relief described in the Affidavit of Farouk Ahamed sworn June 1, 2012 (the "**June 1 Affidavit**").

3. As Described in the June 1 Affidavit, the Applicants, with the assistance of PricewaterhouseCoopers Inc. ("**PwC**"), in its capacity as the Court-appointed monitor of the Applicants (in such capacity, the "**Monitor**");

- (a) conducted the sale and investor solicitation process (the “**SISP**”) previously approved by the Order of the Honourable Mr. Justice Brown made May 14, 2012 (the “**May 14 Order**”);
- (b) selected a Qualified Bid from DashRx, LLC (“**DashRx**”) to be the Successful Bid (as such terms are defined in the SISP); and
- (c) negotiated and executed an asset purchase agreement with DashRx dated June 1, 2012 (the “**APA**”).

4. The Applicants will appear before the Court on the date of this Affidavit to seek an order approving the APA and vesting the purchased assets in the Successful Bidder (the “**Approval and Vesting Order**”).

5. The purpose of this Affidavit is to update the Court on the activities of bidders and potential bidders since the existence of a Successful Bid was announced on May 28, 2012 and, more particularly, since the Applicants’ June 1, 2012 Motion Record was served.

6. Access to the data set up for the SISP was terminated on May 28, 2012 for all parties other than DashRx and its advisors and affiliates. Through counsel, PCAS confirmed to DashRx that it was no longer pursuing new bids in the SISP (including by “shopping” the APA) or negotiating further with unsuccessful bidders.

7. After May 28, 2012, the bidder identified in the June 1 Affidavit at Unsuccessful Bidder 2 continued to contact PCAS through a former member of PCAS management and, to a lesser extent, through myself. Unsuccessful Bidder 2 was told that the SISP was closed and that PCAS would not be engaging in any further negotiations with any bidder other than DashRx. Unsuccessful Bidder 2 was told that, if it wish to have a bid considered, it would have to do so through counsel before the Court. Ultimately, Unsuccessful Bidder 2 indicated it could not move the funds that its bid contemplated in a timely fashion and voluntarily dropped out. The Board did not initiate any contact with Unsuccessful Bidder 2 after May 27, 2012 except, once it had dropped out, to place one call as a courtesy to thank it for its efforts.

8. The bidder indentified in the June 1 Affidavit at Unsuccessful Bidder 1 re-initiated contact with members of the PCAS board of directors after the Applicants' Motion Record was served on June 1, 2012. Unsuccessful Bidder 1 was told the same thing as Unsuccessful Bidder 2: that the SISP was closed; that PCAS would not be engaging in any further negotiations with any bidder other than DashRx; and that, if Unsuccessful Bidder 1 wished to have a bid considered, it would have to do so through counsel before the Court. The Board did not initiate any contact with Unsuccessful Bidder 1 after May 27, 2012, but understands that it may have made similar approaches to the DIP Lender and/or its counsel.

9. On Sunday, June 3, 2012, I was copied on an email to the DIP Lender from a representative of a party that was interested in making a bid for the assets of the Applicants, which email attached a signed letter of intent. This party indicated that it had not been targeted in the SISP, though we know that one of its agents had previously been agent to another potential strategic bidder who had dropped out of the SISP prior to the Bid Deadline on May 24, 2012. I subsequently received a telephone call directly from the CEO of this company and I told him the same thing as the others: the SISP was closed; PCAS would not be engaging in any further negotiations with any bidder other than DashRx; and, if he wished to have a bid considered, he would have to do so through counsel before the Court. From the correspondence I was copied on, it appears the DIP Lender replied in much the same fashion.

10. This Affidavit is sworn in support of the relief requested by the Applicants and for no other or improper purpose.

SWORN BEFORE ME at the City of
Toronto, in the Province of Ontario,
this 5th day of June, 2012.

A commissioner of oaths, etc.

SAM BABB


KYM ANTHONY

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

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COMMERCIAL LIST**

Proceedings commenced at Toronto

**AFFIDAVIT OF KYM ANTHONY
(sworn June 5, 2012)**

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