

**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**

MONITOR'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Mr. Justice Morawetz of the Ontario Superior Court of Justice (the "**Court**") dated March 23, 2012, PCAS Patient Care Automation Services Inc. and 2163279 Ontario Inc., doing business as Touchpoint (collectively, the "**Applicants**") were declared companies to which the *Companies' Creditors Arrangement Act* applied and PricewaterhouseCoopers Inc. was appointed as the Monitor of the Applicants (the "**Monitor**").


B. Pursuant to an Order of the Court dated June 6, 2012, the Court approved the asset purchase agreement made as of June 1, 2012 (the "**APA**") among the Applicants and DashRx, LLC (the "**Purchaser**") and provided for the vesting in the Purchaser of the Applicants' right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Monitor to the Purchaser of a certificate confirming: (i) the payment by the Purchaser of the Purchase Price for the Purchased Assets; (ii) that the conditions to Closing as set out in Article 5 of the APA have been satisfied or waived by the Applicants (with consent of the Monitor) and the Purchaser; and (iii) the Transaction has been completed to the satisfaction of the Monitor.

C. Unless otherwise indicated herein, terms with initial capitals shall have the meanings ascribed to them in the APA.

THE MONITOR CERTIFIES the following:

1. The Purchaser has paid to the Applicants, the Applicants, in trust, and (as the Applicants have directed) the DIP Lender, and the Applicants, the Applicants, in trust, Royal Bank of Canada and the DIP Lender have, collectively, received the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the APA;
2. The conditions to Closing as set out in section Article 5 of the APA have been satisfied or waived by the Applicants (with the consent of the Monitor) and the Purchaser;
3. The Transaction has been completed to the satisfaction of the Monitor; and
4. This Certificate was delivered by the Monitor at 7:30 p.m. on June 6, 2012.

PricewaterhouseCoopers Inc., in its capacity as
Companies' Creditors Arrangement Act Monitor of
PCAS Patient Care Automation Services Inc. and
2163279 Ontario Inc., and not in its personal or
corporate capacity

Per: 

Name: Tracey Weaver
Title: Vice President