

CANADA

PROVINCE OF QUEBEC
DISTRICT OF MONTREAL

N° : 500-11-034220-083

SUPERIOR COURT
(Commercial Division)

Montreal, this 30th day of June 2010

Present: CHRISTIANE ALARY JSC.

IN THE MATTER OF THE LIQUIDATION OF
M8 ENTERTAINMENT INC. PURSUANT TO
THE CANADA BUSINESS CORPORATION
ACT (R.C.S. 1985 c. C-44):

MEDIAMASTER LIMITED
-and-
MUSIC BOX ENTERTAINMENT LTD

Principal Petitioners

-and-
M8 ENTERTAINMENT INC.

RESPONDENT

-and-
THE DIRECTOR

Mis-en-cause

-and-
RSM RICHTER INC.

Liquidator / PETITIONER


ORDER

- [1] The Court seized of Petitioner's, RSM Richter Inc. in its capacity of Liquidator of M8 Entertainment Inc. (thereinafter the "**Liquidator**"), *Motion for the Issuance of an Order Authorizing the Sale of Certain Assets of Respondent*;
- [2] **WHEREAS** the Liquidator seeks the authorization to sale certain assets of M8 Entertainment Inc.;
- [3] **CONSEDERING** the exhibits and the proceedings filed;
- [4] **SEEING** the affidavit;
- [5] **CONSIDERING** the representations made by the attorney for the Liquidator;

- [6] **FOR THESE REASONS:**
- [7] **GRANTS** the Liquidator's Motion for the issuance of an order authorizing the sale of certain assets of M8 Entertainment Inc.;
- [8] **APPROVES** the Liquidator's Report dated June 18, 2010;
- [9] **ORDERS** that the Liquidator's Report dated June 18, 2010 be filed under seal and that no person, except the parties in present motion and the individuals and/or corporations who will have obtained the Court's authorization, be given access to said report;
- [10] **AUTHORIZES** the Liquidator to initiate the sale process of the assets of Respondent M8 Entertainment Inc. (hereinafter "**M8**") and more specifically the sale of Media 8 Entertainment (hereinafter "**Media 8**");
- [11] **AUTHORIZES** the Liquidator to solicit interests directly from industry players and non industry related potential buyers identified by the Liquidator and/or the management of Media 8;
- [12] **AUTHORIZES** the Liquidator to solicit offers by way of public or private invitation to select buyers in order to sell M8's assets;
- [13] **AUTHORIZES** the Liquidator to enter into an offer to purchase of Media 8's shares or assets, conditional to and subject to approval by the Court;
- [14] **ORDERS** that the Liquidator shall obtain the approval of the Court, prior to selling, transferring or otherwise disposing of any of the outstanding shares in the capital of stocks of any member of the M8 Group or any assets of the M8 Group;
- [15] **REQUESTS** the aid and recognition of any court, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect this Order and to assist the Liquidator and its 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 the Liquidator, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Liquidator and its agents in carrying out the terms of this Order;
- [16] **ORDERS** that the Liquidator be at liberty and is 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;

[17] **DECLARES** the execution of the present Order notwithstanding any appeal;

[18] **THE WHOLE** without costs.

 J.S.C.
CHRISTINE ALARY.

TRUE COPY
Elaine C. Noveck
Deputy clerk