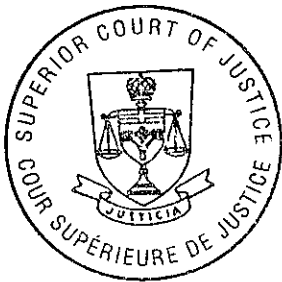


**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE) TUESDAY THE 7TH DAY
)
MR. JUSTICE C.L. CAMPBELL) OF FEBRUARY, 2006



ONTARIO SECURITIES COMMISSION

Applicant

- and -

**GESTION DE PLACEMENTS NORSHIELD (CANADA) LTÉE/NORSHIELD ASSET
MANAGEMENT (CANADA) LTD.,
NORSHIELD INVESTMENT PARTNERS HOLDINGS LTD./GESTION DES
PARTENAIRES D'INVESTISSEMENT NORSHIELD LTÉE,
OLYMPUS UNITED FUNDS HOLDINGS CORPORATION, OLYMPUS UNITED
FUNDS CORPORATION/CORPORATION DE FONDS UNIS OLYMPUS,
OLYMPUS UNITED BANK AND TRUST SCC,
GROUPE OLYMPUS UNITED INC./OLYMPUS UNITED GROUP INC.,
HONEYBEE SOFTWARE TECHNOLOGIES INC./TECHNOLOGIES DE LOGICIELS
HONEYBEE INC. (FORMERLY NORSHIELD INVESTMENT
CORPORATION/CORPORATION D'INVESTISSEMENT NORSHIELD), AND
NORSHIELD CAPITAL MANAGEMENT CORPORATION/CORPORATION
GESTION DE L'ACTIF NORSHIELD**

Respondents

ORDER

THIS MOTION, made by RSM Richter Inc. in its capacity as receiver (the "Receiver"), without security, of all of the assets, undertakings and properties of Gestion de Placements Norshield (Canada) Ltée / Norshield Asset Management (Canada) Ltd., Norshield Investment

Partners Holdings Ltd. / Gestion des Partenaires d'Investissement Norshield Ltée ("Norshield Partners"), Olympus United Funds Holdings Corporation, Olympus United Funds Corporation / Corporation de Fonds Unis Olympus, Olympus United Bank and Trust SCC, Groupe Olympus United Inc. / Olympus United Group Inc., Norshield Capital Management Corporation/Corporation Gestion de l'Actif Norshield ("Norshield Capital Management"), and Honeybee Software Technologies Inc./Technologies de Logiciels Honeybee Inc. (formerly Norshield Investment Corporation/Corporation d'investissement Norshield) ("Norshield Capital Management") (collectively, the "Norshield Companies", which term for greater certainty includes any of them) was heard this day at 393 University Avenue, Toronto, Ontario.

ON READING the Third Report of the Receiver dated February 2, 2006 (the "Third Report") and the Schedules attached thereto, and on hearing the submissions of counsel for the Receiver, and any other party properly appearing:

SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record herein be and it is hereby abridged such that this motion is properly returnable today and hereby dispenses with further service thereof.

MENDOTA

2. **THIS COURT ORDERS** that the Receiver be and it is hereby authorized and directed to take such proceedings or other steps as the Receiver considers advisable to challenge the validity and enforceability of the security (the "Mendota Security") allegedly granted to Mendota Capital Corporation (formerly known as Comprehensive Investor Services Ltd.) ("Mendota") by Norshield Capital Management and Honeybee Software.

NORSHIELD PARTNERS

3. **THIS COURT ORDERS** that the Receiver be and it is hereby authorized and directed to cause NAM to make an advance in the amount of \$1,000 to Norshield Partners (the "Debt"), and to immediately thereafter demand payment of the Debt and to cause Norshield Partners to default on such demand for repayment.

4. **THIS COURT ORDERS** that, immediately following delivery to Norshield Partners of the demand for payment of the Debt, the Receiver be and it is hereby authorized and directed to file an application for a Bankruptcy Order against Norshield Partners (the “Norshield Partners Bankruptcy Application”).

5. **THIS COURT ORDERS AND DIRECTS** the Official Receiver to consolidate the Norshield Partners Bankruptcy Application with the Consolidated Application for Bankruptcy Order dated December 20, 2005 before the Ontario Superior Court of Justice (in Bankruptcy and Insolvency) in Court File No. 31-OR-207336-T.

6. **THIS COURT ORDERS** that, other than filing the Norshield Partners Bankruptcy Application, the Receiver shall take no further steps with respect to the Norshield Partners Bankruptcy Application without first obtaining leave of this Honourable Court.

COMMUNICATIONS PROTOCOL

7. **THIS COURT ORDERS AND DECLARES** that the Communications Protocol (as defined in the Third Report) be and it is hereby approved.

APPROVAL OF FEES

8. **THIS COURT ORDERS** that the Receiver be and it is hereby authorized and directed to provide to the Service List materials in support of any motion for approval of the fees and disbursements of the Receiver and its counsel from which privileged and/or confidential information has been redacted.

RETAIL INVESTOR MEETING

9. **THIS COURT ORDERS** that the Receiver be and it is hereby authorized and directed to conduct the Retail Investor Meeting (as defined in the Third Report), and hereby approves the form and content of the Meeting Notice (as defined in the Third Report).

CONDUCT OF RECEIVER

10. **THIS COURT ORDERS AND DECLARES** that the activities of the Receiver, as described in the Third Report, be and they are hereby approved.

Chambers J.

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

FEB 07 2006

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ONTARIO SECURITIES COMMISSION
Applicant

and

GESTON DE PLACEMENTS NORSHIELD (CANADA)
LTÉE/NORSHIELD ASSET MANAGEMENT (CANADA)
LTD. ET AL.

Respondents

Court File No.:05-CL-5965

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)
Proceeding commenced in Toronto

ORDER

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Solicitors for RSM Richter Inc., in its capacity
as Receiver of the Norshield Group.