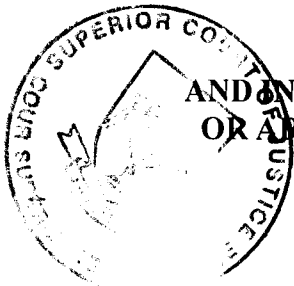


ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE MR. ) FRIDAY THE 9TH DAY  
 )  
JUSTICE SIEGEL ) OF MARCH, 2007

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,  
R.S.C. 1985, C. C-36, AS AMENDED



AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE  
OR ARRANGEMENT WITH RESPECT TO CFG HOLDINGS INC.  
FORMERLY CERVUS FINANCIAL GROUP INC.

**ORDER**

ON READING the Notice of Motion herein dated the 22nd day of February 2007, the affidavit of Angela Scott on behalf of CFG Holdings Inc. (the "**Company**") sworn the 22nd day of February, 2007 (the "**Scott Affidavit**"), the Seventh Report of KPMG Inc. (the "**Monitor**") dated February 23, 2007, the Supplementary Affidavit of Daniel R. Dowdall sworn March 9<sup>th</sup>, 2007, the pleadings and proceedings in this matter, filed, and on hearing the submissions of counsel for the Applicants and the Monitor, no one else appearing,

**Confirmation of Service**

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged so that this motion is properly returnable today, that all parties entitled to notice of this Motion have been duly served with notice of this Motion, and that any further service is hereby dispensed with.

**Claims Bar**

2. **THIS COURT ORDERS** that the claim of any person including those persons served with a copy of this Order, against the Monitor or the Company, past or present (including, without limitation, any claim based in any manner whatsoever, on any indemnity provided by the Company in favour of any Founder, as defined in the Scott Affidavit, including any such claims based on any tax matters) shall, to the extent not already barred and extinguished by prior order of this court, be forever barred and extinguished by this Order unless by 5:00 pm (Eastern Standard Time) on March 30th, 2007 (the “**Effective Time**”):

(i) any such person has served upon both the Company and the Monitor with a motion to this Court seeking an exemption from such provisions of this Order;  
or

(ii) any party has appealed this Order,

and the terms in this paragraph shall have the same meaning as in the Claims Bar Order as defined in the Scott Affidavit.

### **Surrender of Founders’ Shares**

3. **THIS COURT ORDERS AND DECLARES** that, each of the Founders, as defined in the Scott Affidavit, be ordered to surrender to the Company for cancellation, and shall hereby be deemed to have surrendered to the Company for cancellation, those issued and outstanding shares of the Company held by them and required to be returned to the Company for cancellation by the Founders as described in the Founders’ Undertaking, also as defined in the Scott Affidavit (the “**Founders’ Shares**”), with effect as of the Effective Time, unless prior to the Effective Time, either :

(i) any such Founder has served upon both the Company and the Monitor with a motion to this Court seeking an exemption from such provisions of this Order;  
or

(ii) any party has appealed this Order.

4. The Monitor may proceed with a distribution to the Shareholders of the Company, after the Effective Time, as contemplated in, *inter alia*, the Order of this Court dated December 27, 2006 (the “**December 27<sup>th</sup> Order**”) and paragraph 5(d) of this Order, if

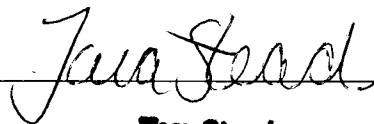
there has been neither an appeal of this Order nor a motion with respect to this Order, as contemplated in, *inter alia*, paragraph 2 or 3 of this Order.

**Completion of Share Cancellations related to Founders Shares**

5. **THIS COURT ORDERS** that, without limiting the foregoing provisions of this Order:
- (a) Equity Transfer Services Inc. (“**ETS**”) shall deliver up to the Company the share certificates in respect of shares in the capital of the Company held by it pursuant to existing escrow arrangements, or otherwise, and registered in the names of the Founders and shall accept this Court Order as full and sufficient authority for it so doing.
  - (b) The Company shall deliver up the share certificates related to the Founders’ Shares that are delivered to it by Equity Transfer Services (“**ETS**”) and any other necessary share certificates to Computershare Trust Company of Canada (“**Computershare**”), in its capacity as the registrar and share transfer agent of the Company, for cancellation and Computershare shall take this Court Order as full and sufficient authority for it to proceed with such cancellation and the amendment of the share registry of the Company in accordance therewith.
  - (c) Computershare shall accept the Powers of Attorney to Transfer Securities substantially in the form attached as Exhibits “A” and “O” to the Scott Affidavit (after the insertion of the proper share certificate numbers) and this Order as full and sufficient authority for it to proceed with such cancellation of the Founders’ Shares referred to in such Powers of Attorney and the amendment of the share registry of the Company in accordance therewith.
  - (d) Following the cancellation of the Founders’ Shares pursuant to the Founders’ Undertaking (as defined in the Scott Affidavit) and the provisions of this Order, the Monitor shall obtain from Computershare a revised shareholder register of the Company reflecting such cancellation, and Computershare be and is hereby ordered to provide such revised register to the Monitor, and thereafter the Monitor may proceed to distribute the money in its control as Monitor of the Company to the shareholders of the Company as recorded on such revised register, less such

reserves for costs and other matters as it deems appropriate, in consultation with the Company, as contemplated in, and in accordance with, the December 27<sup>th</sup> Order and paragraph 4 of this Order.

- (e) In assisting the Monitor and the Company in effecting the distribution, and in fulfilling the terms of this Order, neither ETS nor Computershare shall incur any liability to any of the shareholders of the Company, or any other person.
- (f) If the Company should receive further authorization or documentation from Stephen Barley, one of the Founders, it shall give the same to ETS and Computershare for their records.



**Tara Stead**

Registrar, Superior Court of Justice

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

MAR 09 2007

PER/PAR:

