

No. S-113229  
Vancouver Registry

In the Supreme Court of British Columbia

Between

Streetlight Intelligence Inc.  
Streetlight Intelligence International Ltd.

Petitioners

and

Hydro Ottawa Holding Inc.  
Alykhan Mamdani  
Terry Lauder  
Vince Krynski  
Richard Dillabough  
Garth Corsar  
Bruce Gigg  
Bruce Brunette  
Sandra Anderson  
Simon Lightbody  
Velvet Warrior  
Daryl Sweeney  
Barbara Sweeney  
Probeauco Financial Corp.  
Valiant Trust Company

Respondents

**ORDER MADE AFTER APPLICATION  
(ORDER APPROVING SALE)**

Before The Honourable  
*JUSTICE WILLCOCK*

) 15/November/2011  
)  
)

ON THE APPLICATION of the Petitioner:

Coming on for Hearing at Vancouver, British Columbia on November 15, 2011, and on hearing Cherie L. Mah, counsel for the G. Powroznik Group Inc. of G-Force Group, the Court Appointed Receiver and Manager (the

"Receiver") of Streetlight Intelligence Inc. and Streetlight Intelligence International Ltd. (collectively referred to as "**Streetlight**");

THIS COURT ORDERS AND DECLARES that:

1. The sale (the "**Sale**") of the Assets, as defined in and pursuant to the terms of the Purchase and Sale Agreement dated November 1, 2011 (the "**Assets**") (a copy of which is exhibited in the Report of the Receiver dated November 9, 2011 filed in this proceeding) to LED Roadway Lighting Ltd. (the "**Purchaser**") is commercially reasonable and is hereby approved.
2. The Receiver is hereby authorized to complete, execute and register all documents required to complete the Sale.
3. Subject to the terms of this Order, the Assets be conveyed to and vest in the Purchaser free and clear of any estate, right, title, interest, equity of redemption, security interest (whether contractual, statutory or otherwise), hypothec, mortgage, trust or deemed trust (whether contractual, statutory or otherwise), lien, execution, levy, charge, or other financial or monetary claim, whether or not it has attached or been perfected, registered or filed and whether secured, or unsecured or otherwise and whether at law or in equity and all other claims of any parties, and, without restricting the generality of the foregoing:
  - a. all right, title, interest, claim, estate and equity of redemption of Streetlight or any person or entity claiming by or through Streetlight;
  - b. all right, title, interest, claim, estate and equity of redemption of the holder of any security interest or charge in respect of the Assets, or any portions thereof, or anyone claiming by or through any such security or charge holder; and
  - c. any encumbrances or charges created by the Order of the Honourable Madam Justice Russell dated May 16, 2011;

shall be extinguished.

4. The Receiver and all persons claiming by, through or under them or any of them deliver up vacant possession of the Assets to the Purchaser within three (3) business days after the entry of this Order in the Vancouver Registry, or such other date as the Purchaser and the Receiver may agree to in writing, provided that the purchase price has been paid by that date.

5. The balance of the proceeds of the sale of the Assets, after allowing for all proper adjustments, be received in the form of a certified cheque or bank draft and disbursed through the trust account of the firm of BORDEN LADNER GERVAIS LLP, solicitors for the Receiver, or such other firm of solicitors as they may authorize on their behalf, and be paid to and held in trust by the Receiver pending further Court Order.

6. For the purposes of issuing title as aforesaid in respect of the Assets, financing statements registered in the Alberta or the British Columbia Personal Property Registry (each, a "PPR") be released and discharged, and the Receiver or its solicitor may file financing change statements in the applicable PPR to effect the discharge of registrations against Streetlight.

7. Notwithstanding:

- a. the pendency of these proceedings;
- b. any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* in respect of Streetlight and any bankruptcy order issued pursuant to any such applications; and
- c. any assignment in bankruptcy made in respect of Streetlight;

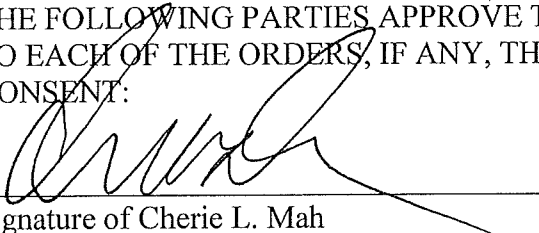
the vesting of the Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of Streetlight, or any party comprising Streetlight, and shall not be void or voidable by creditors of Streetlight nor shall it constitute nor be deemed to be a transfer at undervalue, fraudulent preference, assignment, fraudulent conveyance or other

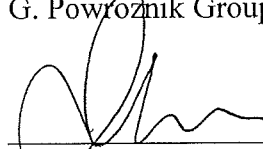
reviewable transaction under the *Bankruptcy and Insolvency Act* or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

8. The Receiver and the Purchaser be at liberty to apply for such further and other directions as may be necessary to carry out the full purport and effect of this Order.

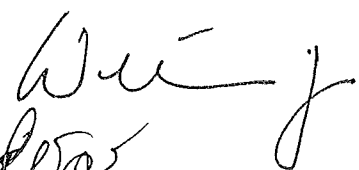
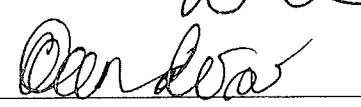
9. THIS COURT HEREBY REQUESTS the aid and recognition of any court tribunal, regulatory or administrative body, wherever located, to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

  
\_\_\_\_\_  
Signature of Cherie L. Mah  
 party  lawyer for the Applicant  
G. Powroznik Group Inc. of G-Force Group

  
\_\_\_\_\_  
Signature of  
 party  lawyer for  
Hydro Ottawa Holding Inc.



By the Court.   
  
\_\_\_\_\_  
Registrar

