



COURT FILE NUMBER BK NO: 25-1642764  
COURT COURT OF QUEEN'S BENCH OF ALBERTA  
IN BANKRUPTCY AND INSOLVENCY  
JUDICIAL CENTRE CALGARY  
PROCEEDING IN THE MATTER OF THE BANKRUPTCY OF POYNT CORPORATION  
DOCUMENT APPLICATION

ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF  
PARTY FILING THIS DOCUMENT

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**NOTICE TO RESPONDENT**

This application is made against you. You are a respondent.

You have the right to state your side of this matter before the master/judge.

To do so, you must be in Court when the application is heard as shown below:

DATE	<u>October 15, 2012</u>
TIME	<u>1:45 p.m.</u>
WHERE	<u>Court House, Calgary, Alberta</u>
BEFORE WHOM	<u>The Honourable Justice Yamauchi</u>

Go to the end of this document to see what else you can do and when you must do it.

**Remedy claimed or sought:**

1. An Order abridging the time for service of this Application and the supporting materials, as necessary, and deeming service thereof to be good and sufficient.

## STAY OF PROCEEDINGS

2. An Order pursuant to section 50.4(9) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3 (the "**BIA**") extending the stay of proceedings under the BIA to November 26, 2012.

## DIP CHARGE

3. An Order pursuant to section 50.6 of the BIA declaring that the Applicant shall be authorized and empowered to obtain and borrow under an interim financing credit facility, dated October 15<sup>th</sup>, 2012 (the "**Fifth DIP Financing**"), from O2O Corporation (the "**Fifth DIP Lender**") in order to finance the Applicant's working capital requirements and other general corporate purposes and capital expenditures, provided that borrowings under such credit facility shall not exceed \$1,000,000.00 unless permitted by further order of this Court.
4. An Order pursuant to section 50.6(3) of the BIA declaring that the Fifth DIP Lender shall be entitled to the benefits of and is hereby granted a charge (the "**Fifth DIP Lender's Charge**") on all present and after-acquired property of the Applicant in the maximum amount of \$1,000,000.00 to secure all obligations under the Fifth DIP Financing.
5. An Order declaring that the relative priorities of the Court-ordered charges granted in these proceedings and the security interests of the Applicant's creditors shall be as follows:
  - (a) first, the Administration Charge created by the Order granted by this Honourable Court in these proceedings on July 30, 2012 (the "**July 30 Order**");
  - (b) second, the Second DIP Lender's Charge created by the Order granted by this Honourable Court in these proceedings on August 15, 2012, as amended by the Order granted August 30, 2012;
  - (c) third, the security held by Intertainment Media Inc. ("**Intertainment**" and the "**Intertainment Security**");
  - (d) fourth, the following charges ranked *pari passu* with one another:
    - (i) the DIP Lender's Charge created by the July 30 Order (the "**Initial DIP Lender's Charge**");
    - (ii) the Third DIP Lender's Charge created by the Order granted in these proceedings on September 14, 2012;
    - (iii) the Fourth DIP Lender's Charge created by the Order granted in these proceedings on September 27, 2012; and,
    - (iv) the Fifth DIP Lender's Charge;

(e) fifth, the security interests of other secured creditors of the Applicant, if any.

6. An Order granting such further and other relief as counsel may advise and this Honourable Court deems appropriate in the circumstances.

**Grounds for making this application:**

7. The Applicant is an insolvent corporation which filed a Notice of Intention on July 5, 2012.

8. The Applicant requires an extension of the stay of proceedings in order to continue with its financial restructuring and a proposal to its creditors.

9. The extension of the stay of proceedings is appropriate because:

(a) the Applicant has acted, and is acting, in good faith and with due diligence;

(b) the Applicant will likely be able to make a viable proposal if the extension it is applying for is granted; and

(c) no creditor will be materially prejudiced if the extension the Applicant is applying for is granted.

10. The Fifth DIP Lender is prepared to advance funds to the Applicant to ensure that it has the necessary working and operating capital to continue its restructuring efforts, provided that a charge against the assets of the Applicant is provided to protect the interests of the Fifth DIP Lender.

11. Such further and other grounds as counsel may advise and this Honourable Court deem fit.

**Material or evidence to be relied on:**

12. Affidavit of Andrew Osis, sworn October 15, 2012, filed; and

13. Such further and other materials as counsel may advise and this Honourable Court deem fit.

**Applicable Rules:**

14. N/A

**Applicable Acts and Regulations:**

15. *Bankruptcy and Insolvency Act*, R.S.C. 1985 c. B-3, specifically ss. 50.4(9) and 50.6.

**Any irregularity complained of or objection relied on:**

16. N/A

**How the application is proposed to be heard or considered:**

17. This Application is proposed to be heard in Justice Chambers before the Honourable Commercial Court Justice.

**WARNING**

If you do not come to Court either in person or by your lawyer, the Court may give the Applicant what they want in your absence. You will be bound by any order that the Court makes. If you want to take part in this application, you or your lawyer must attend in Court on the date and at the time shown at the beginning of the form. If you intend to rely on an affidavit or other evidence when the application is heard or considered, you must reply by giving reasonable notice of the material to the Applicant.