

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE
JUSTICE CONWAY

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THURSDAY, THE 14th
DAY OF JANUARY, 2016

BETWEEN:

CALLIDUS CAPITAL CORPORATION

Applicant

- and -

**XCHANGE TECHNOLOGY GROUP LLC, IT XCHANGE FINANCIAL SERVICES
LLC, IT XCHANGE CORP., BLUERANGE TECHNOLOGY CORP.,
BLUERANGE TECHNOLOGY INC., PARTSTOCK COMPUTER LLC AND
IT XCHANGE INC.**

Respondents

ORDER

THESE MOTIONS made by 2393134 Ontario Inc. ("239") for an Order (a) pursuant to section 39.02(2) of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended, granting 239 leave to file the Affidavit of Craig Boyer sworn January 13, 2016 (the "Boyer Affidavit"), and (b) directing that sections 2.03 and 2.04(c) of the asset purchase agreement (the "APA") as between 239 and Duff & Phelps Restructuring Canada Inc., in its capacity as court-appointed receiver (the "Receiver") of the assets, undertakings and properties of the Respondents, Xchange Technology Group LLC, IT Xchange Inc., IT Xchange Corp., BlueRange Technology Corp., BlueRange Technology Inc., IT Xchange Financial Services LLC and Partstock Computer LLC, dated as of the 25th day of October, 2013, be rectified so as to correct the currency reference

therein from Canadian dollars (CDN) to American dollars (USD), was heard this day at 330 University Avenue, in Toronto, Ontario.

ON READING the fifth report of the Receiver dated April 1, 2015, the Affidavit of Michael Brzezinski sworn January 6, 2015, the Boyer Affidavit, the Brief of Written Interrogatories of the Receiver, and the Affidavit of Jeffrey McFarlane sworn August 26, 2015, and on hearing the submissions of counsel for 239 and Callidus Capital Corporation ("Callidus"), counsel for the Receiver and counsel for Jeffrey McFarlane,

1. **THIS COURT ORDERS** that 239 is hereby granted leave to file the Boyer Affidavit for use on the Motion for rectification of the APA.
2. **THIS COURT ORDERS** that the APA be and is hereby rectified so as to correct the currency reference at sections 2.03 and 2.04(c) from CDN\$3,000,000 to USD\$3,000,000.
3. **THIS COURT ORDERS** that Jeffrey McFarlane shall pay to 239 and Callidus their costs of these Motions, fixed in the amount of CDN\$12,000, inclusive of fees, disbursements and HST.

Rm. Wileman JAN 25 2016

R. Wileman, Registrar
Superior Court of Justice

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

JAN 25 2016
[Signature]

CALLIDUS CAPITAL CORPORATION
Applicant

-and-
Respondents

XCHANGE TECHNOLOGY GROUP LLC et al

Court File No. CV-13-10310-00CL

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PROCEEDING COMMENCED AT
TORONTO

ORDER

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