

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

XCHANGE TECHNOLOGY GROUP LLC, *et al.*,

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 13-12809 (KG)

(Jointly Administered)

Re DKT #7

ORDER SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE

Duff & Phelps Canada Restructuring Inc. is the court-appointed receiver (the “**Receiver**”) and authorized foreign representative of Xchange Technology Group LLC, BlueRange Technology Corp., BlueRange Technology Inc., IT Xchange Corp., IT Xchange Financial Services LLC, I.T. Xchange Inc., and Partstock Computer LLC (collectively, the “**XTG Debtors**”) in a proceeding (the “**Canadian Proceeding**”) under Canada's *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, pending before the Ontario Superior Court of Justice, Commercial List (the “**Ontario Court**”).

The Receiver commenced these chapter 15 cases (these “**Chapter 15 Cases**”) ancillary to the Canadian Proceeding and respectfully files these *Verified Petitions for Recognition of Foreign Proceeding and Related Relief* (collectively, the “**Chapter 15 Petitions**”) with accompanying documentation, pursuant to sections 1504 and 1515 of title 11 of the United States Code (as amended, the “**Bankruptcy Code**”). Further, the Receiver will file a motion seeking the enforcement in the United States of (i) a sale process for the XTG Debtors’ businesses and assets and (ii) a Vesting Order of the Ontario Court (the “**Vesting Order**”), transferring title to the XTG Debtors’ assets to one or more entities owned by Callidus Capital Corporation (“**Callidus**”), the XTG Debtors’ senior secured lender, subject to the outcome of a marketing process to solicit higher and better offers (the “**Sale Motion**”).

By its *Motion for Order Specifying Form and Manner of Service of Notice* (the “**Motion**”), the Receiver requested entry of an order pursuant to sections 105(a), 1514, and 1515 of the Bankruptcy Code and Rules 1007, 1011, 2002, 9007, and 9008 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) (i) approving the notice of the Chapter 15 Petitions in the form annexed hereto as Exhibit 1 (the “**Notice**”), (ii) specifying the manner of service of the Notice, and (iii) scheduling a hearing to consider the Chapter 15 Petitions and the Sale Motion on the same day.

The Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware dated as of February 29, 2012*, (ii) venue is proper in this district pursuant to 28 U.S.C. § 1410, and (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b) and the Court may enter a final order consistent with Article III of the United States Constitution, and after due deliberation and good and sufficient cause appearing for approval of the Motion,

NOW, THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

ORDERED, that the Motion is approved; and it is further

ORDERED, that the form of the Notice is hereby approved; and it is further

ORDERED, that copies of the Notice shall be served by the Receiver by United States mail, first-class postage prepaid or by overnight courier upon all known creditors and all other parties against whom relief is sought (or their counsel), including any such parties (or counsel) that have addresses outside the United States, in accordance with Bankruptcy Rules 1010 and 7004(a) and (b) on or before November 24, 2013, and (ii) by publication of the

Notice in *The Wall Street Journal* (U.S. Edition) on or before November 18, 2013; and it is further

ORDERED, that if any party files a notice of appearance in this case, the Receiver shall serve the Notice and subsequent notices upon such party within ten (10) days of the filing of such notice of appearance if such documents have not already been served on such party (or its counsel); and it is further

ORDERED, that all notice requirements specified in section 1514(c) of the Bankruptcy Code are hereby waived; and it is further

ORDERED, that objections or responses to the Chapter 15 Petitions and/or the Sale Motion must be made pursuant to the Bankruptcy Code, the local rules of the Court, and the Bankruptcy Rules and in writing describing the basis therefore, which objection or response must be filed with the Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and served upon respective counsel for the Receiver and Callidus so as to be received by November 18, 2013, at 4:00 p.m. (ET), in accordance with the requirements of Bankruptcy Rule 1011(b). Notices to counsel for the Receiver should be addressed to Allen & Overy LLP, 1221 Avenue of the Americas, New York, New York 10020, Attention: Ken Coleman and Jonathan Cho, and Buchanan Ingersoll & Rooney, 1105 N. Market Street Suite 1900, Wilmington, DE 19801, Attention: Mary Caloway. Notices to counsel for Callidus should be addressed to Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attention: Michael Nestor and Matthew Lunn; and it is further

ORDERED, that a hearing to consider the Chapter 15 Petitions and the Sale Motion is scheduled for Nov 25, 2013, at 2:30 p.m. (ET); and it is further

ORDERED, that service of the Notice in accordance with this Order is hereby approved as adequate and sufficient notice and service on all interested parties; and it is further

ORDERED, that service of this Order as provided in the Motion shall constitute adequate and sufficient service and notice; and it is further

ORDERED, that this Court shall retain jurisdiction with respect to any and all matters relating to the interpretation or implementation of this Order.

Dated: Wilmington, Delaware
October 30 2013



United States Bankruptcy Judge

EXHIBIT 1

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

XCHANGE TECHNOLOGY GROUP LLC, *et al.*,

Debtors in a Foreign Proceeding.

Chapter 15

Case No. 13-12809 (KG)

(Jointly Administered)

**NOTICE OF FILING AND HEARING ON (I) PETITIONS SEEKING RECOGNITION OF
FOREIGN PROCEEDING PURSUANT TO CHAPTER 15 OF THE UNITED STATES
BANKRUPTCY CODE; AND (II) APPROVAL OF SALE OF ASSETS AND ENFORCEMENT
AND RECOGNITION OF THE VESTING ORDER**

PLEASE TAKE NOTICE that on October 29, 2013, Duff & Phelps Canada Restructuring Inc., the court-appointed receiver (the “**Receiver**”) and authorized foreign representative of Xchange Technology Group LLC, BlueRange Technology Corp., BlueRange Technology Inc., IT Xchange Corp., IT Xchange Financial Services LLC, I.T. Xchange Inc., and Partstock Computer LLC (collectively, the “**XTG Debtors**”) in a proceeding under Canada's *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3 (the “**Canadian Proceeding**”) pending before the Ontario Superior Court of Justice, Commercial List (the “**Ontario Court**”), filed petitions (the “**Chapter 15 Petitions**”) in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) under chapter 15 of title 11 of the United States Code (as amended, the “**Bankruptcy Code**”) commencing cases ancillary to the Canadian Proceeding (the “**Chapter 15 Cases**”) and seeking: (i) recognition of the Canadian Proceeding as a “foreign nonmain proceeding” and relief in aid thereof, (ii) application of sections 362 and 365(e) of the Bankruptcy Code in the Chapter 15 Cases, and (iii) enforcement in the United States of the Order of the Ontario Court dated October 29, 2013. A copy of the Chapter 15 Petitions is attached hereto as Exhibit 1.

PLEASE TAKE FURTHER NOTICE that the Receiver will file a motion (the “**Sale Motion**”) seeking the enforcement in the United States of (i) a sale process for the XTG Debtors’ business and assets and (ii) a Vesting Order of the Ontario Court (the “**Vesting Order**”), transferring title to the XTG Debtors’ assets to one or more entities owned by Callidus Capital Corporation (“**Callidus**”) free and clear of all liens, claims, and encumbrances pursuant to an Asset Purchase Agreement approved by the Ontario Court on October 29, 2013. The entry of the Vesting Order is subject to the outcome of a marketing process to solicit superior offers, and the hearing on and approval of the Sale Motion is subject to the entry of the Vesting Order.

PLEASE TAKE FURTHER NOTICE that on October __, 2013, the Bankruptcy Court entered an order granting certain provisional relief under sections 105(a) and 1519 of the Bankruptcy Code (the “**Provisional Order**”). Pending the disposition of the Chapter 15 Petitions, the Provisional Order (i) stays execution against the XTG Debtors’ assets in the United States and (ii) applies sections 362 and 365(e) of the Bankruptcy Code in these Chapter 15 Cases. A copy of the Provisional Order is attached hereto as Exhibit 2.

PLEASE TAKE FURTHER NOTICE that a hearing has been scheduled for **November __, 2013 at __:00 __.m. (ET)** before the Honorable Kevin Gross at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom No. 3, Wilmington, Delaware 19801, to consider the Chapter 15 Petitions, the Sale Motion, and any objections or responses thereto (the “**Recognition Hearing**”).

PLEASE TAKE FURTHER NOTICE that objections or responses, if any, to the Chapter 15 Petitions and/or the Sale Motion must be made pursuant to title 11 of the United States Code and the Local and Federal Rules of Bankruptcy Procedure, including, without limitation Rule 1011 of the Federal Rules of Bankruptcy Procedure, in writing and setting forth the basis therefore. Such objection must be filed with the Office of the Clerk of the Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and served upon respective counsel for the Receiver and Callidus so as to be received by **November __, 2013 at __:00 __.m. (ET)**. Notices to counsel for the Receiver should be addressed to Allen & Overy LLP, 1221 Avenue of the Americas, New York, NY 10020, Attention: Ken Coleman and Jonathan Cho, and Buchanan Ingersoll & Rooney, 1105 N. Market Street Suite 1900, Wilmington, DE 19801, Attention: Mary Caloway. Notices to counsel for Callidus should be addressed to Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attention: Michael Nestor and Matthew Lunn.

PLEASE TAKE FURTHER NOTICE that if no response or objection is timely filed and served as provided above, the Bankruptcy Court may grant the recognition and relief requested in the Chapter 15 Petitions and/or the Sale Motion without further notice or hearing.

PLEASE TAKE FURTHER NOTICE that the Recognition Hearing may be adjourned from time to time without further notice other than an announcement in open court at the Recognition Hearing of the adjourned date or dates or any further adjourned hearing.

PLEASE TAKE FURTHER NOTICE that no time period or place for the filing of proofs of claim has been established and secured creditors need not file proofs of claim at this time.

Copies of the Chapter 15 Petitions, the Sale Motion, and other filings in these cases are presently available (1) on the Bankruptcy Court's Electronic Case Filing System, which can be accessed from the Bankruptcy Court's website at <https://ecf.deb.uscourts.gov> (a PACER login and a password are required to retrieve a document), (2) from the Receiver through its website at <http://www.duffandphelps.com/intl/en-ca/Pages/RestructuringCases.aspx?caseId=895>, and/or (3) upon written request to the Receiver's counsel addressed to:

Allen & Overy LLP
1221 Avenue of the Americas
New York, New York 10020
Telephone (212) 610-6300
Facsimile (212) 610-6399
Attention: Jonathan Cho
jonathan.cho@allenoverly.com

Dated: Wilmington, Delaware
October 29, 2013

BUCHANAN INGERSOLL & ROONEY

By: /s/ Mary F. Caloway
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*Attorneys for Duff & Phelps Canada Restructuring
Inc., as Receiver and Foreign Representative of the
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