

**ONTARIO  
SUPERIOR COURT OF JUSTICE – COMMERCIAL LIST**

THE HONOURABLE )  
JUSTICE PEPALL )  
MONDAY, THE 3<sup>RD</sup> DAY  
OF NOVEMBER, 2008

BETWEEN:

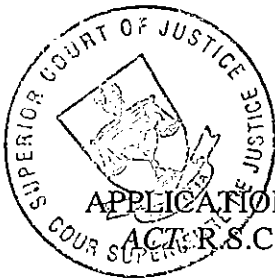
JAMES RYAN

Applicant

- and -

6356095 CANADA INC.

Respondent



APPLICATION UNDER SECTION 211(8) OF THE *CANADA BUSINESS CORPORATIONS ACT*, R.S.C. 1985, c. C-44, AS AMENDED, AND RULE 14.05(2) OF THE *RULES OF CIVIL PROCEDURE*

**ORDER  
(Implementation of Amending Agreement)**

**ON READING** the Supplement to the First Report to the Court of XMT Liquidations Inc. in its capacity as the liquidator of 6356095 Canada Inc. (formerly known as Excapsa Software Inc.) (the "**Liquidator**") dated October 30, 2008 (the "**Supplemental Report**"), filed pursuant to the Order of Justice Mesbur made in these proceedings on October 14, 2008 (the "**Approval Order**") approving the Liquidator's entering into of an Amendment to Sale Documents Agreement with Blast Off Limited and Tokwiro Enterprises ENRG dated as of September 22, 2008 (the "**Amending Agreement**") subject to the Liquidator filing a further report to satisfy the Court that all conditions to the Amending Agreement have been met, and on reading

certain appendices to the Supplemental Report which were filed on a confidential and sealed basis, being a copy of the un-redacted version of the Loss Report (as defined in the Supplemental Report) and a copy of the Liquidator's internal report dated October 21, 2008 on its review and analysis of evidence that Blast Off Limited is a viable business entity capable of continuing to carry on its business in the normal course thereof (collectively, the "Confidential Appendices"), and on hearing the submissions of counsel for the Liquidator, Gail Gleed and Melissa Gaddis in their capacities as inspectors appointed in the liquidation of the Respondent, and Blast Off Limited and Joseph Tokwirot Norton, and on being advised that the Service List was served with the Supplemental Report:

*✓ together with a copy of a report from Gaming Associates Pty Ltd. dated October 31, 2008 and addressed to the Liquidator - JGP*

1. **THIS COURT ORDERS** that the condition to this Court's approval of the Amending Agreement as set out in the Approval Order has been fully satisfied and that the Supplemental Report, together with the Confidential Appendices, constitutes such further report filed to satisfy the Court that all conditions to the Amending Agreement have been met as required by the Approval Order.

2. **THIS COURT ORDERS** that the Liquidator be and is hereby authorized to execute and implement on behalf of the Respondent all of the transactions and collateral agreements as set out or otherwise contemplated by the Amending Agreement without further approval of this Court.

3. **THIS COURT ORDERS** that the Liquidator be and is hereby authorized to enter into such amendments to the Amending Agreement as it may consider necessary and appropriate, and any reference in this Order and the Approval Order

to the Amending Agreement shall be deemed to be a reference to the Amending Agreement, as so amended.

4. **THIS COURT ORDERS** that the Confidential Appendices shall remain confidential and shall be sealed from the public and not form part of the public record in these proceedings until further order of this Court.

  
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LE / DANS LE REGISTRE NO.:

NOV 03 2008

PER/PAR: T V

BETWEEN:  
JAMES RYAN (Applicant) – and - 6356095 CANADA INC. (Respondent)  
APPLICATION UNDER SECTION 211(8) OF THE CANADA BUSINESS CORPORATIONS ACT, R.S.C. 1985, c. C-44, AS AMENDED,  
AND RULE 14.05(2) OF THE RULES OF CIVIL PROCEDURE

**ONTARIO  
SUPERIOR COURT OF JUSTICE –  
COMMERCIAL LIST**

Proceeding commenced at Toronto

**ORDER**

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Solicitors for XMT Liquidations Inc., in its capacity as  
the liquidator of 6356095 Canada Inc. (formerly known  
as Escapas Software Inc.), and not in its personal  
capacity