

IN THE COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF SHIFT NETWORKS INC.

BEFORE THE HONOURABLE)
JUSTICE S. J. LOVECCHIO)
IN CHAMBERS)

At the Courthouse, in the City of Calgary,
in the Province of Alberta, on Thursday,
the 7th day of June, 2007, this to be a copy of

Order... June, 2007
Dated this ... day of June, 2007
for Clerk of the Court

ORDER AMENDING INITIAL ORDER

UPON THE application of Shift Networks Inc. (Shift’); **AND UPON** having read the Initial Order granted by Justice S. J. Lovecchio on May 8, 2007 (the “Initial Order”); **AND UPON** hearing read the within Notice of Motion; **AND UPON** hearing read the Affidavit of Trent Johnsen, filed; **AND UPON** hearing read the Affidavit of Service of Anne Anderson sworn June 6, 2007, filed; **AND UPON** hearing the submissions of counsel for Shift, counsel for PricewaterhouseCoopers Inc. (the “Monitor”) and counsel for Strategic Equity Corp.; **IT IS HEREBY ORDERED AND DECLARED THAT:**

1. The time for service of the within application is abridged to permit it to proceed at this time. Service of this application is good and sufficient and service of this Order on any party other than those referred to in the Notice of Motion, is hereby dispensed with.
2. Paragraph 26 of the Initial Order is deleted and replaced by the following paragraph:

26. THIS COURT ORDERS that the Applicant is hereby authorized and empowered, with the consent of the Monitor, to obtain and borrow under a credit facility (the "**DIP Facility**") from Strategic Equity Corp. (the "**DIP Lender**") in order to finance the Applicant's working capital requirements and other general corporate purposes and capital expenditures, provided that the principal borrowings under such credit facility shall not exceed the principal sum of \$1,650,000 (the "**Authorized Amount**"), unless permitted by further Order of this Court. For greater certainty, the Authorized Amount is exclusive of accrued interest, costs, charges and expenses, the Facility Fee and the Success Fee under the DIP Facility, and as contemplated by the DIP Loan Agreement to be entered into between the Applicant and the DIP Lender as attached as Exhibit "E" to the Affidavit of Trent Johnsen sworn in these proceedings on May 8, 2007, and provided that the DIP Facility may be drawn upon forthwith following the granting of this Order

"S. J. LOVECCHIO"

J.C.Q.B.A.

ENTERED THIS 7th DAY

OF JUNE, 2007.

VA. BRANDT



Clerk of the Court

IN THE COURT OF QUEEN'S BENCH
OF ALBERTA
JUDICIAL DISTRICT OF CALGARY

**IN THE MATTER OF THE *COMPANIES'*
CREDITORS ARRANGEMENT ACT,
R.S.C., 1985, C-36, AS AMENDED**

**IN THE MATTER OF THE *BUSINESS*
CORPORATIONS ACT
R.S.A. 2000, c. B-9, AS AMENDED,
SECTION 192**

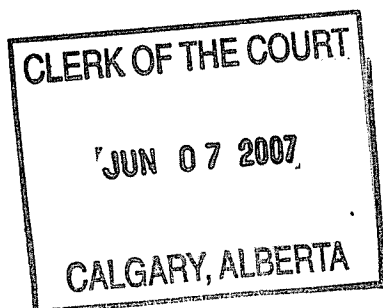
**AND IN THE MATTER OF SHIFT
NETWORK INC.**

ORDER

GOWLING LAFLEUR HENDERSON LLP
Barristers & Solicitors
1400, 700 – 2nd Street S.W.
Calgary, Alberta T2P 4V5

Responsible Solicitor:
Peter S. Jull

Telephone: (403) 292-9807
Facsimile: (403) 263-9193



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