

# **EXHIBIT K-1C**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

DESTINATOR TECHNOLOGIES INC., *et al.*,<sup>1</sup>

Foreign Applicants in Foreign Proceeding.

Chapter 15

Case No. 08-11003 (CSS)

Jointly Administered

**ORDER PURSUANT TO 11 U.S.C. §§ 1520, 363 AND 105 ENFORCING  
THE VESTING ORDER OF THE ONTARIO COURT AND APPROVING THE  
SALE OF THE FOREIGN APPLICANTS' ASSETS FREE AND CLEAR OF  
ALL LIENS, CLAIMS AND ENCUMBRANCES AND GRANTING RELATED RELIEF**

A hearing having been held in the above-captioned cases (the "**Chapter 15 Cases**") before the Court on July 8, 2008 (the "**Hearing**") on the Motion (the "**Motion**") of RSM Richter Inc. as the court-appointed monitor (the "**Monitor**") and foreign representative of Destinator Technologies Inc. (Canada), DESTINATOR TECHNOLOGIES INC., and Destinator Technologies Intellectual Properties Inc. (together, the "**Foreign Applicants**"), in proceedings (the "**Canadian Proceeding**") under Canada's *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, pending before the Ontario Superior Court of Justice (Commercial List) (the "**Ontario Court**") for final relief pursuant to sections 1520, 363 and 105 of title 11 of the United States Code (the "**Bankruptcy Code**") to enforce the Vesting Order of the Ontario Court dated July 7, 2008, entered in the Canadian Proceeding (the "**Vesting Order**") and

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<sup>1</sup> The Foreign Applicants in these proceedings are: Destinator Technologies Inc. (Canada) (Tax ID No. XX-XXX4969); DESTINATOR TECHNOLOGIES INC. (Tax ID No. XX-XXX3351); and Destinator Technologies Intellectual Properties Inc. All three Foreign Applicants are located at 95 Mural Street, 6th Floor, Richmond Hill, Ontario L4B 3G2, Canada. Destinator Technologies Inc. (Canada) was formerly known as Homeland Security Technology Corporation Canada Inc. DESTINATOR TECHNOLOGIES INC. was formerly known as Homeland Security Technology Corporation. Destinator Technologies Intellectual Properties Inc. was formerly known as PRAV Intellectual Properties Inc. and HSTC Intellectual Properties Inc.

annexed hereto as Exhibit 1 and approve the sale of the Foreign Applicants' Purchased Assets<sup>2</sup> free and clear of all liens, claims and encumbrances to Intrinsic Software International, Inc. ("**Purchaser**") pursuant to the agreement between the Foreign Applicants and the Purchaser dated May 19, 2008 (the "**Asset Purchase Agreement**") annexed hereto as Exhibit 2 and pursuant to the Interim Arrangement Agreement between DTI US and the Purchaser to be executed at Closing a form of which is annexed hereto as Exhibit 3 (the "**Interim Arrangement Agreement**"); and the Court having considered and reviewed the Vesting Order; and the Court having entered an order on June 6, 2008 (the "**Recognition Order**"), recognizing the Canadian Proceeding as a foreign main proceeding pursuant to section 1517(b)(1) of the Bankruptcy Code and entitling the Monitor to all relief provided by section 1520 without limitation; and the Court, after notice and a hearing, having entered on May 23, 2008 an order (the "**Provisional Order**") enforcing in the United States the Initial Order of the Ontario Court dated May 20, 2008, and thereby approving the procedures leading to the sale of the Foreign Applicants' Purchased Assets; and due and timely notice of the Motion and the Hearing having been given in accordance with this Court's order regarding form and manner of service dated May 20, 2008 and order scheduling a hearing on the Motion dated July 2, 2008 (the "**Scheduling Order**"), which notice is deemed adequate for all purposes such that no other or further notice thereof need be given; and the Court having considered and reviewed the other pleadings and exhibits submitted by the Monitor in support of the Motion (collectively the "**Supporting Papers**"); and any objections to the Motion that have not been withdrawn or resolved having been overruled; and the Court having heard argument by counsel appearing at the Hearing; and after due deliberation and sufficient cause appearing therefor, the Court finds and concludes as follows:

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<sup>2</sup> Capitalized terms not defined herein shall have the meanings ascribed to them in the Vesting Order.

(A) This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.

(B) This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P).

(C) Venue is proper in this District pursuant to 28 U.S.C. §§ 1410(1) and (3).

(D) The relief granted hereby is necessary and appropriate, in the interests of the public and international comity, consistent with the public policy of the United States, warranted pursuant to section 1520 of the Bankruptcy Code, and will not cause any hardship to any parties in interest that is not outweighed by the benefits of granting that relief.

(E) Purchaser has acted in good faith, within the meaning of section 363(m) of the Bankruptcy Code and cause has been shown as to why this Order should not be subject to the stay provided by Rule 6004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

(F) Time is of the essence in consummating the sale. To maximize the value of the assets, it is essential that the sale of the Purchased Assets occur within the time constraints set forth in the sale agreement.

NOW, THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

1. The provisions of section 1520 of the Bankruptcy Code apply in these Chapter 15 Cases.

2. The Vesting Order is hereby given full force and effect in the United States.

3. The Purchaser is hereby found to be a good faith purchaser and granted all of the protections provided to a good-faith purchaser under section 363(m) of the Bankruptcy Code.

4. As set forth in the Vesting Order, effective as of the delivery of a Monitor's certificate to the Purchaser substantially in the form attached as Schedule B to the Vesting Order (the "First Monitor's Certificate"), the sale of the Purchased Assets by the Foreign Applicants to Purchaser shall constitute a legal, valid, and effective transfer of the Foreign

Applicants' right, title and interest in the Purchased Assets, except for the equity interests in Destinator Technologies Inc. (China) ("DTI China") held by DTI US (the "Equity Interests"), notwithstanding any requirement for approval or consent by any person and shall vest Purchaser with all right, title, and interest of the Foreign Applicants in and to the Purchased Assets other than title in the Equity Interests, free and clear of all liens, claims and encumbrances of any kind, pursuant to section 363(f) of the Bankruptcy Code.

5. As set forth in the Vesting Order, effective upon the delivery of a Monitor's certificate to the Purchaser substantially in the form attached as Schedule E to the Vesting Order (the "Second Monitor's Certificate"), the sale of the Equity Interests by DTI US to the Purchaser, shall constitute a legal, valid, and effective transfer of the Foreign Applicants' title to the Equity Interests notwithstanding any requirement for approval or consent by any person and shall vest Purchaser with all right, title, and interest of the Foreign Applicants in and to the Equity Interests, free and clear of all liens, claims and encumbrances of any kind, pursuant to section 363(f) of the Bankruptcy Code.

6. As soon as reasonably practicable after Closing, the certificates of incorporation of each of DTI US and DTIP shall be amended to change the corporate names of DTI US and DTIP to 3483945, Inc. and 3264539, Inc., respectively, and the certificate of amendment for each shall be filed with the Secretary of the State of Delaware in accordance with Sections 103 and 303 of the General Corporation Law of the State of Delaware.

7. This Order and the Vesting Order shall be binding upon and govern the acts of all filing agents, filing officers, administrative agencies or units, governmental departments or units, secretaries of state, federal, state and local officials and other persons and entities who may be required by operation of law, the duties of their office, or contract, to accept,

file, register or otherwise record or release any documents or instruments, or who may be required to report or insure any title or state of title in or to the Purchased Assets.

8. Notwithstanding Bankruptcy Rules 6004, 7062, and 9021, this Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing. In the absence of any person or entity obtaining a stay pending appeal, the Foreign Applicants and Purchaser are free to close under the agreement at any time, subject to the terms of the agreement. In the absence of any person or entity obtaining a stay pending appeal, if the Foreign Applicants and Purchaser close under the agreement, Purchaser shall be entitled to the protections of section 363(m) of the Bankruptcy Code as to all aspects of the transactions under and pursuant to the agreement if this Order or any authorization contained herein is reversed or modified on appeal.

9. The automatic stay under section 362(a) of the Bankruptcy Code and this Court's prior orders providing for a stay or injunction shall not apply to and otherwise shall not prevent the exercise or performance by any party of its rights or obligations under the agreement.

10. Notice of the entry of this Order shall be provided in the same manner as set forth in the Scheduling Order.

11. Service in accordance with this Order shall constitute adequate and sufficient service and notice.

12. The Motion and Supporting Papers shall be made available by the Monitor through its website at <http://www.rsmrichter.com> or upon request at the offices of Allen & Overy LLP, 1221 Avenue of the Americas, New York, New York 10020 to the attention of Tania Ingman, (212) 756-1199, [Chapter15.Destinator@allenoverly.com](mailto:Chapter15.Destinator@allenoverly.com).

12. This Court shall retain jurisdiction with respect to the enforcement, amendment or modification of this Order, any request for additional relief or any adversary proceeding brought in and through these chapter 15 cases, and any request by an entity for relief from the provisions of this Order, for cause shown, that is properly commenced and within the jurisdiction of this Court.

Dated: Wilmington, Delaware

July 8, 2008

  
UNITED STATES BANKRUPTCY JUDGE