

IN THE OF MATTER OF
THE SECURITIES LEGISLATION
OF BRITISH COLUMBIA, MANITOBA AND ONTARIO

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM FOR
EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF
OPUS360 CORPORATION

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of the provinces of British Columbia, Manitoba, and Ontario (the "Jurisdictions") has received an application from Opus360 Corporation (the "Filer") for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that the registration and prospectus requirements contained in the Legislation shall not apply to the proposed issue to the holders of shares of common stock of Safeguard Scientifics, Inc. ("Safeguard") of shares of common stock in the capital of the Filer;

AND WHEREAS pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the Ontario Securities Commission is the principal regulator for this application;

AND WHEREAS the Filer has represented to the Decision Makers that:

1. The Filer is a company incorporated under the laws of the State of Delaware. The Filer is not a reporting issuer in any jurisdiction in Canada. The Filer's principal executive offices are located at 733 Third Avenue, 17th Floor, New York, U.S.A., 10017.
2. Safeguard is a company incorporated under the laws of the Commonwealth of Pennsylvania whose shares trade on the New York Stock Exchange. Safeguard is not a reporting issuer in any jurisdiction in Canada.
3. The Filer filed a Registration Statement on December 21, 1999 with the SEC, as amended on February 9, 2000, March 2, 2000 and March 7, 2000 (which have not yet become effective) pursuant to which 7,700,000 shares of common stock of the Filer will be offered, of which 1,750,000 shares of the Filer will be offered to shareholders of Safeguard. Safeguard and its related entities is one of the Filer's principal shareholders, beneficially holding approximately 14.3% of the issued and outstanding shares of the Filer prior to the offering.

4. Of the 7,700,000 shares covered by the Registration Statement, the Filer is offering 1,050,000 shares of the Filer to shareholders of Safeguard, Safeguard is offering 400,000 shares of the Filer to the shareholders of Safeguard and CompuCom Systems, Inc., a majority owned subsidiary of Safeguard, is offering 300,000 shares of the Filer to the shareholders of Safeguard pursuant to what is referred to as a directed share subscription program (the "Program"). The 1,750,000 shares of the Filer offered under the Program are referred to in this Decision as the "Filer Shares". The balance of the 7,700,000 shares covered by the Registration Statement will be offered in the traditional underwritten fashion.

5. Pursuant to the Program, Safeguard shareholders will have the opportunity to subscribe for one Filer Share for every twenty Safeguard shares of common stock that they own of record as of December 16, 1999 (the "Record Date"). Shareholders of Safeguard who owned less than 100 shares of Safeguard as of the Record Date will be ineligible to participate in the Program.

6. If any of the Filer Shares offered by the Filer under the Program are not purchased by the shareholders of Safeguard, Safeguard or its designees will purchase such shares from the Filer at the closing of the offering.

7. Upon completion of its offering, the Filer's authorized share capital will consist of 150,000,000 shares of common stock, \$.001 par value per share and 25,000,000 shares of preferred stock, \$.001 par value per share. As of December 31, 1999, 11,283,624 shares of common stock were outstanding, 8,284,000 shares of Series A preferred stock were outstanding and 8,676,727 shares of Series B preferred stock were outstanding. Each share of preferred stock will automatically convert into 1.5 shares of common stock upon completion of the offering. After giving effect to the offering, the Filer will have 45,035,541 shares outstanding (assuming the automatic conversion described above).

8. Safeguard's authorized share capital consists of 500,000,000 shares of common stock and 1,000,000 shares of preferred stock of which 34,916,439 shares of common stock were issued and outstanding as at December 31, 1999.

9. The Filer has applied for quotation of its common stock on the Nasdaq National Market.

10. Based on the share register of Safeguard as at the Record Date, there are three registered shareholders with Ontario addresses holding an aggregate of 272 shares of common stock of Safeguard, there is one registered shareholder with British Columbia addresses holding an aggregate of 100 shares of common stock of Safeguard, there are three registered shareholders with Manitoba addresses holding an aggregate of 524 shares of common stock of Safeguard and there are two registered shareholders with Quebec addresses holding an aggregate of 12,006 shares of common stock of Safeguard, being a *de minimus* percentage of the issued and outstanding shares of common stock of Safeguard.

11. The Filer will provide to each shareholder of Safeguard wishing to purchase shares of the Filer under the Program, a copy of the final prospectus as filed with the SEC.

12. There is no present or anticipated future market in the Jurisdictions for the shares of the Filer, and, accordingly, any resale of these securities will occur outside of the Jurisdictions, more specifically through the Nasdaq National Market.

13. All disclosure material relating to the Filer that is furnished to securityholders resident in the United States will, at the relevant time, be furnished to securityholders resident in the Jurisdictions.

AND WHEREAS pursuant to the System this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers pursuant to the Legislation is that:

A. the registration and prospectus requirements contained in the Legislation shall not apply to the sale of shares of common stock of the Filer to the holders of shares of Safeguard pursuant to the Program provided that a copy of the final prospectus as filed with the SEC is provided to each registered shareholder of Safeguard having an address in the Jurisdictions prior to the acceptance of any subscription from any such shareholder; and

B. a first trade in shares of common stock of the Filer acquired pursuant to this Decision shall be subject to the registration and prospectus requirements contained in the Legislation unless such trade is executed on the Nasdaq National Market in accordance with all laws and rules applicable to such market.

DATED at Toronto, this 29th day of March, 2000.

"J.A. Geller" "H.I. Wetston"

Headnote

MRRS Application Pursuant to Subsection 74(1) - exemptions from sections 25 and 53 of the Act for trades in connection with distribution of common shares by non-reporting issuer U.S. corporation -issuance of shares to Ontario shareholders exempt provided that U.S. prospectus is provided to such shareholders - first trade in shares acquired pursuant to the ruling exempt from section 53 of the Act provided such trades executed over Nasdaq National Market.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c.S.5, as am., ss. 1(1), 25, 53, 74(1).