

**IN THE CIRCUIT COURT FOR THE NINTH JUDICIAL CIRCUIT
IN AND FOR ORANGE COUNTY, FLORIDA**

D. TYLER SMITH, individually and on behalf of all
others similarly situated,
Plaintiff,

v.

API TECHNOLOGIES CORP., BRIAN R. KAHN,
MATTHEW E. AVRIL, MEL KEATING,
KENNETH J. KRIEG, ROBERT TAVARES, J.F.
LEHMAN & COMPANY, RF1 HOLDING
COMPANY, and RF ACQUISITION SUB, INC.,
Defendants.

Case No. 2016-CA-1988-O

CLASS REPRESENTATION

MICHAEL MARCUS, On Behalf of Himself and
All Others Similarly Situated,
Plaintiff,

v.

API TECHNOLOGIES CORP., BRIAN R. KAHN,
MATTHEW E. AVRIL, MELVIN KEATING,
KENNETH J. KRIEG, ROBERT TAVARES, J.F.
LEHMAN & COMPANY, RF1 HOLDING
COMPANY, and RF ACQUISITION SUB, INC.,
Defendants.

Case No. 2016-CA-002257-O

CLASS REPRESENTATION

BARBARA STROUGO, On Behalf of Herself and
All Others Similarly Situated,
Plaintiff,

v.

API TECHNOLOGIES CORP., BRIAN R. KAHN,
MATTHEW E. AVRIL, MELVIN KEATING,
KENNETH J. KRIEG, ROBERT TAVARES, J.F.
LEHMAN & COMPANY, RF1 HOLDING
COMPANY, and RF ACQUISITION SUB, INC.,
Defendants.

Case No. 2016-CA-002629-O

CLASS REPRESENTATION

**ORDER FOR CONSOLIDATION AND
APPOINTMENT OF PLAINTIFFS' LEAD COUNSEL**

AND NOW, this 20th day of April, 2016, upon consideration of Plaintiffs' Motion for Consolidation of Related Cases and Appointment of Plaintiffs' Lead Counsel, it is hereby ORDERED and DECREED as follows:

A.

CONSOLIDATION

1. The actions captioned *Smith v. API Technologies Corp.*, Case No. 2016-CA-1988-O (the "*Smith* Action"), *Marcus v. API Technologies Corp.*, Case No. 2016-CA-002257-O (the "*Marcus* Action"), and *Strougo v. API Technologies Corp.*, Case No. 2016-CA-002629-O (the "*Strougo* Action," and together with the *Smith* and *Marcus* Actions, the "Companion Actions"), and any other shareholder action filed in the Circuit Court for the Ninth Judicial Circuit in and for Orange County, Florida that involves questions of law or fact similar to those contained in the Companion Actions, are hereby consolidated for all purposes, including discovery and trial (the "Consolidated Action").

2. Hereafter, papers need only be filed in Case No. 2016-CA-1988-O.

B.

PENDING, SUBSEQUENTLY FILED, AND TRANSFERRED RELATED ACTIONS

3. Each and every putative class action filed in, or transferred to, the Circuit Court for the Ninth Judicial Circuit in and for Orange County, Florida that involves questions of law or fact similar to those contained in the Consolidated Action shall constitute a case related to the Consolidated Action ("Related Action").

4. Each Related Action shall be governed by the terms of this Order and shall be consolidated for all purposes with the Consolidated Action.

5. A party to any Related Action may, for good cause shown, move for relief from the terms of this Order only if such motion is filed with the Court and served upon Plaintiffs' Lead Counsel (as defined herein) and counsel for Defendants within fifteen (15) days of having received notice of this Order.

C.

PREVIOUSLY FILED PAPERS

6. All papers previously filed and served to date, if any, in any of the cases consolidated herein are deemed to be and are hereby adopted as part of the record in the Consolidated Action. Plaintiffs designate the Class Action Complaint filed in *Strougo v. API Technologies, Inc., et al.* C.A. 2016-CA-002629-O on March 24, 2016 as the operative complaint for the Consolidated Action. Defendants need not respond to any complaint currently pending in the *Smith* Action or the *Marcus* Action and their deadline to respond to the operative complaint in the Consolidated Action shall be thirty (30) days from the entry of this Order.

D.

FILING OF THE ORDER

7. This Order shall be filed in Case No. 2016-CA-1988-O and the entry of the Order shall be docketed in each of the Companion Actions.

E.

COORDINATION OF PLEADINGS AND OTHER PAPERS

8. Service by Defendants on Plaintiffs of any papers relating to the Consolidated Action shall be deemed to be complete when copies are served on Plaintiffs' Lead or Liaison Counsel by hand delivery, facsimile, e-mail, or overnight mail. Except as otherwise agreed, Plaintiffs' Lead or Liaison Counsel shall serve Defendants' counsel by hand delivery, facsimile, e-mail, or overnight mail.

9. Plaintiffs shall file and/or serve joint discovery requests, briefs, motions, and other papers unless the Court orders otherwise.

F.

ORGANIZATION OF PLAINTIFFS' COUNSEL

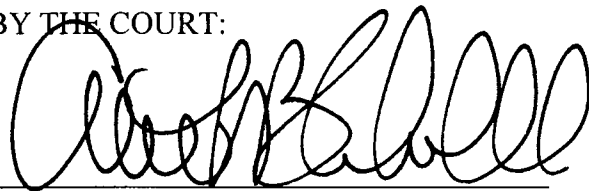
10. Prosecution of the Consolidated Action and each Related Action on behalf of Plaintiffs shall be managed and directed by Plaintiffs' Lead Counsel, Levi & Korsinsky, LLP, Rigrodsky & Long, P.A., and Pomerantz LLP. All specific assignments to perform tasks in the Consolidated Action shall be appointed by Plaintiffs' Lead Counsel in such a manner as to lead to the orderly and efficient prosecution of the Consolidated Action and each Related Action and to avoid duplicative or unproductive effort and unnecessary burdens on the parties. Cullin O'Brien Law, P.A. shall serve as Florida Liaison Counsel.

G.

DIRECTIONS TO THE CLERK OF THE COURT

11. The Clerk of the Court is hereby directed to take all necessary steps to effectuate any and all provisions of this Order.

BY THE COURT:



CIRCUIT COURT JUDGE

Copies furnished to:

All Counsel of Record

(see attached Service List)

via ePortal 4/25/16 gH