



Court File No. 09-8482-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MR.) MONDAY, THE 1ST DAY
JUSTICE CAMPBELL)
) OF FEBRUARY, 2010
)

IN THE MATTER OF the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended

AND IN THE MATTER of a Plan of Compromise or Arrangement of Brainhunter Inc., TrekLogic Inc., Brainhunter Canada Inc., Brainhunter (Ottawa) Inc. and Protec Employment Services Limited

Applicants

VESTING ORDER

THIS MOTION, made by the Applicants for an order vesting in Zylog Systems (Canada) Ltd. and Zylog Systems (India) Limited (collectively, the "**Purchaser**") the Applicants, Vision2Hire Solutions Inc. ("**Vision2Hire**") and Brainhunter Recruiting (India) Private Limited ("**BH India**" together with Vision2Hire and the Applicants, the "**Vendor Entities**") right, title and interest in and to the assets (the "**Purchased Assets**") described in the agreement of purchase and sale (the "**Sale Agreement**") between the Purchaser and the Vendor Entities made as of January 18, 2010 and appended to the Report of the Monitor dated January 27, 2010 (the "**Report**"), was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Report and on hearing the submissions of counsel for the Applicants, Deloitte & Touche Inc. in its capacity as the court-appointed monitor in these proceedings (the "**Monitor**"), the Purchaser, The Toronto-Dominion Bank, Roynat Capital Inc., the ad hoc committee of noteholders, the Stalking Horse Bidder, no one appearing for any other person on the service list:

1. THIS COURT ORDERS that the time for service of the Notice of Motion, the Report and the Motion Record is hereby abridged so that this Motion is properly returnable today and hereby dispenses with further service thereof.

2. THIS COURT ORDERS AND DECLARES that the Transaction (defined below) is hereby approved. The execution of the Sale Agreement is hereby authorized and the Vendor Entities are hereby authorized and directed to take such additional steps and execute such additional documents as may be necessary or desirable for the completion of the transaction contemplated by the Sale Agreement (the "**Transaction**") and for the conveyance of the Purchased Assets to the Purchaser.

3. THIS COURT ORDERS AND DECLARES that upon the delivery of a Monitor's certificate to the Purchaser substantially in the form attached as Schedule A hereto (the "**Monitor's Certificate**"), all of the Vendor Entities' right, title and interest in and to the Purchased Assets described in the Sale Agreement (which includes, for greater certainty, those assets transferred to the shareholders of Vision2Hire as a result of the dissolution of Vision2Hire provided for at paragraph 4 of this Order, but excludes all assets of BH India), shall vest absolutely in the Purchaser, free and clear of and from any and all security interests (whether contractual, statutory, or otherwise), hypothecs, mortgages, trusts or deemed trusts (whether contractual, statutory, or otherwise), liens, executions, levies, charges, or other financial or monetary claims, whether or not they have attached or been perfected, registered or filed and whether secured, unsecured or otherwise (collectively, the "**Claims**") including, without limiting the generality of the foregoing: (i) any encumbrances or charges created by the First Amended and Restated Order of the Honourable Justice Newbould dated December 2, 2009 (the "**Initial Order**"); (ii) all charges, security interests or claims evidenced by registrations pursuant to the *Personal Property Security Act* (Ontario) or any other personal property registry system; and (iii) all proceedings related to the criminal bid rigging provisions under the *Competition Act* (Canada) and arising therefrom (all of which are collectively referred to as the "**Encumbrances**", and, for greater certainty, this Court orders that all of the Claims and Encumbrances affecting or relating to the Purchased Assets are hereby expunged and discharged as against the Purchased Assets). This Court further orders

"Encumbrances" or "Claims" shall not include Permitted Encumbrances as defined in the Sale Agreement.

4. THIS COURT ORDERS that the Applicants and their officers and directors are authorized and directed to take all steps necessary to dissolve Vision2Hire prior to the delivery of the Monitor's Certificate.

5. THIS COURT ORDERS the Applicants are hereby authorized and directed to take such steps and execute such additional documents as may be necessary or desirable for the completion of the transfer to the Purchaser of the right, title and interest in and to all of the assets of BH India, including but not limited to seeking the assistance and cooperation of the shareholders, directors and officers of BH India to effect such transfer. This Court further orders that the officers and directors of the Applicants, to the extent they have the requisite power and authority as it relates to BH India, are hereby authorized and directed to take such steps and execute such additional documents as may be necessary or desirable for the completion of the transfer to the Purchaser of the right, title and interest in and to all of the assets of BH India.

6. THIS COURT ORDERS that for the purposes of determining the nature and priority of Claims, the net proceeds from the sale of the Purchased Assets shall stand in the place and stead of the Purchased Assets, and that from and after the delivery of the Monitor's Certificate all Claims and Encumbrances shall attach to the net proceeds from the sale of the Purchased Assets with the same priority as they had with respect to the Purchased Assets immediately prior to the sale, as if the Purchased Assets had not been sold and remained in the possession or control of the person having that possession or control immediately prior to the sale.

7. THIS COURT ORDERS AND DIRECTS the Monitor to file with the Court a copy of the Monitor's Certificate, forthwith after delivery thereof.

8. THIS COURT ORDERS that, pursuant to clause 7(3)(c) of the *Personal Information Protection and Electronic Documents Act*, the Vendor Entities are authorized and permitted to disclose and transfer to the Purchaser all human resources

and payroll information in the Vendor Entities' records pertaining to the Vendor Entities' past and current employees, including personal information of those employees who are Transferred Employees, as such term is defined in the Sale Agreement. The Purchaser shall maintain and protect the privacy of such information and shall be entitled to use the personal information provided to it in a manner which is in all material respects identical to the prior use of such information by the Vendor Entities.

9. THIS COURT ORDERS that, notwithstanding:

- (a) the pendency of these proceedings;
- (b) any applications for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (Canada) in respect of the Applicants and any bankruptcy order issued pursuant to any such applications; and
- (c) any assignment in bankruptcy made in respect of the Applicants;

the vesting of the Purchased Assets in the Purchaser pursuant to this Order shall be binding on any trustee in bankruptcy that may be appointed in respect of the Applicants and shall not be void or voidable by creditors of the Applicants, nor shall it constitute nor be deemed to be a settlement, fraudulent preference, assignment, fraudulent conveyance or other reviewable transaction under the *Bankruptcy and Insolvency Act* (Canada) or any other applicable federal or provincial legislation, nor shall it constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

10. THIS COURT ORDERS AND DECLARES that the Transaction is exempt from the application of the *Bulk Sales Act* (Ontario).

11. THIS COURT AUTHORIZES the Applicants to change their names following the close of the Transaction as follows:

- (a) Brainhunter Inc. changed to 1484558 Ontario Inc.;

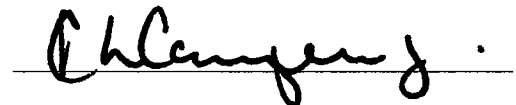
- (b) Brainhunter Canada Inc. changed to 4386396 Canada Inc.; and
- (c) Brainhunter (Ottawa) Inc. changed to 4386370 Canada Inc.

12. THIS COURT ORDERS that the style of cause in these proceedings be amended following the closing of the Transaction to read as follows:

IN THE MATTER OF the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended

AND IN THE MATTER of a Plan of Compromise or Arrangement of 1484558 Ontario Inc., TrekLogic Inc., 4386396 Canada Inc., 4386370 Canada Inc. and Protec Employment Services Limited

13. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, in the United States or in India to give effect to this Order and to assist the Applicants and/or the Monitor and their agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Applicants and/or the Monitor as may be necessary or desirable to give effect to this Order or to assist the Applicants and/or the Monitor and their agents in carrying out the terms of this Order.



ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO.:

FEB 02 2010

PER / PAR: ^{SN} Joanne Nicoara
Registrar, Superior Court of Justice

Schedule A – Monitor's Certificate

Court File No. 09-8482-00CL

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

IN THE MATTER OF the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended

AND IN THE MATTER of a Plan of Compromise or Arrangement of Brainhunter Inc., TrekLogic Inc., Brainhunter Canada Inc., Brainhunter (Ottawa) Inc. and Protec Employment Services Limited

Applicants

MONITOR'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Newbould of the Ontario Superior Court of Justice (the "**Court**") dated December 2, 2009, Deloitte & Touche Inc. was appointed as the monitor in these proceedings (the "**Monitor**").

B. Pursuant to an Order of the Court dated February 1, 2010, the Court approved the vesting in Zylog Systems (Canada) Ltd. and Zylog Systems (India) Limited (collectively, the "**Purchaser**") of the Applicants, Vision2Hire Solutions Inc. ("**Vision2Hire**") and Brainhunter Recruiting (India) Private Limited ("**BH India**" together with Vision2Hire and the Applicants, the "**Vendor Entities**") right, title and interest in and to the assets (the "**Purchased Assets**") described in the agreement of purchase and sale (the "**Sale Agreement**") dated January 18, 2010 between the Purchaser and the Vendor Entities, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Monitor to the Purchaser of a certificate confirming (i) the payment by the Purchaser of the Consideration for the Purchased Assets; (ii) that the conditions to Closing as set out in Article 7 of the Sale Agreement have been satisfied or waived by the Purchaser and the Vendor Entities; and (iii) the transaction contemplated by the Sale Agreement (the "**Transaction**") has been completed to the satisfaction of the Monitor.

C. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE MONITOR CERTIFIES the following:

- (i) The Purchaser has paid and the Vendor Entities have received the Consideration for the Purchased Assets payable on the Closing Date pursuant to the Sale Agreement;
- (ii) The conditions to Closing as set out in Article 7 of the Sale Agreement have been satisfied or waived by the Purchaser and the Vendor Entities; and
- (iii) The Transaction has been completed to the satisfaction of the Monitor.

This Certificate was delivered by the Monitor at _____ [TIME] on February ■, 2010.

DELOITTE & TOUCHE INC., in its capacity as Monitor of the Applicants, and not in its personal capacity

Per _____

Name:

Title:

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

**AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
BRAINHUNTER INC., et al.**

Court File No: 09-8482-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)**

Proceeding commenced at Toronto

VESTING ORDER

Davies Ward Phillips & Vineberg LLP
44th Floor, 1 First Canadian Place
Toronto, ON M5X 1B1

Jay A. Swartz (LSUC #15417L)
James D. Bunting (LSUC #48244K)
Natalie Renner (LSUC # 55954A)

Tel: 416.863.0900

Fax: 416.863.0871

Lawyers for the Applicants