

# TAB 1

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

NOTICE OF MOTION  
(returnable March 29, 2010)

Zylog Systems (Canada) Ltd. and Zylog Systems (India) Limited (collectively, the "Purchaser") will make a motion to a judge of the Ontario Superior Court of Justice, on Monday, March 29, 2010, at 10:00 am or as soon after that time as the motion can be heard, at 330 University Avenue, Toronto, Ontario.

**PROPOSED METHOD OF HEARING:** The motion is to be heard orally.

**THE MOTION IS FOR:**

1. An Order authorizing that the time for service and filing of the Notice of Motion and the materials therein be and is hereby abridged, and that all parties requiring notice of this Motion have been duly served with notice thereof, and that the service including the form, manner, and time thereof be and is hereby validated, and that further service thereof be and is hereby dispensed with;
2. An Order authorizing the Monitor to take such additional steps and execute any additional documents on behalf of 1484558 Ontario Inc. (formerly Brainhunter Inc.), 4386396 Canada Inc. (formerly Brainhunter Canada Inc.), 4386370 Canada Inc. (formerly Brainhunter (Ottawa) Inc.), Protec Employment Services Ltd., and

Treklogic Inc. (together, the "Applicants") as may be necessary or desirable for the completion of the transaction contemplated by the Asset Purchase Agreement dated January 18, 2010 (the "Transaction") and for the conveyance of the purchased assets (the "Purchased Assets") to the Purchaser, or such party as directed by the Purchaser, including

- (a) Assignment and Assumption Agreements with the Chief Electoral Officer of Canada and Public Works and Government Services Canada, substantially in the form as filed.

3. Such further and other relief as may be requested and this Honourable Court deems just.

**THE GROUNDS FOR THE MOTION ARE:**

1. On or about January 18, 2010, the Applicants entered into an Asset Purchase Agreement (the "Sale Agreement") for the sale, transfer, and assignment to the Purchaser of all the Applicants' right, title, and interest in and to the Purchased Assets.

2. On or about February 1, 2010, this Honourable Court approved the Transaction as contemplated in the Sale Agreement and a form of vesting order vesting in the Purchaser's the right, title, and interest in and to the Purchased Assets (the "Vesting Order").

3. As per the terms of the Sale Agreement and the Vesting Order, this Honourable Court authorized and directed the Applicants to take any additional steps and execute any additional documents as may be necessary to complete the Transaction.

4. In connection with the Transaction, the Purchaser incorporated a wholly owned subsidiary, Zylog Systems (Ottawa) Ltd. ("Zylog Ottawa") to acquire certain of the Purchased Assets.

5. Section 9.4 of the Sale Agreement permits the Applicants and Purchaser to execute further instruments, documents, matters, papers and assurances as may be reasonable required to complete the Transaction and to carry out the true intent and meaning of the Sale Agreement.

6. Pursuant to section 9.10 of the Sale Agreement, the Purchaser is permitted to assign its rights under the Sale Agreement without consent to any of its affiliates as ascribed under the *Business Corporations Act* (Ontario).

7. As part of the closing of the Transaction, the Purchaser began negotiating the transfer and assignment of the Applicants' existing government contracts for goods and services (the "Crown Contracts") with the Chief Electoral Officer of Canada ("EC") and Public Works and Government Services Canada ("PWGSC") and other government contracting authorities.

8. To complete the assignment of transfer of the Crown Contracts, EC and PWGSC require the Applicants to execute a form of assignment and assumption agreement (the "Assignment Agreements").

9. The Applicants have no remaining officers and directors to execute the Assignment Agreements.

10. In lieu of the Applicants' signature on the Assignment Agreements, EC and PWGSC have agreed to have the Monitor execute the Assignment Agreement on the Applicants' behalf. The Purchaser seeks an order that the Monitor be permitted to sign the Assignment Agreements and any additional documents as may be necessary to complete the assignments.

11. Many of the Crown Contracts to be included in the Assignment Agreements will expire on March 31, 2010 unless extended pursuant to their terms .

12. Rule 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194, as amended.

13. Such further and other grounds as counsel may advise and this Honourable Court may permit.

**THE FOLLOWING DOCUMENTARY EVIDENCE** will be used at the hearing of the motion:

1. Affidavit of Kim D.G. Alexander-Cook, to be sworn;
2. The First Amended and Restated Initial Order, dated December 2, 2009;
3. The Order of Her Honourable Madam Justice Karakatsanis, dated February 26, 2010; and
4. Such further and other material as counsel may advise and this Honourable Court deems just.

March 26, 2010

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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

Court File No: 09-8482-00CL

ONTARIO  
SUPERIOR COURT OF JUSTICE

Proceeding commenced at Toronto

NOTICE OF MOTION  
(RETURNABLE MARCH 29, 2010)

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