

**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 12:50 [TIME] on February 18, 2010.

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

Per

P. Cooy.

Name: Paul M. Cooy

Title: Senior Vice-President

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c.C-36 AS AMENDED
AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OR ARRANGEMENT WITH RESPECT TO BRAINHUNTER INC.,
BRAINHUNTER CANADA INC., BRAINHUNTER (OTTAWA) INC., PROTEC EMPLOYMENT SERVICES LTD., TREKLOGIC INC.

Court File No.: 09-8482-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
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Proceedings commenced at Toronto

MONITOR'S CERTIFICATE

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