

**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
(RE: EXTENSION OF BID DEADLINE)
(RETURNABLE JANUARY 12, 2010)**

The Applicants will make a motion to a Judge on January 12, 2010 at 10:00 am or as soon after that time that 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 abridging the time for service of this Notice of Motion and the Motion Record and that the Notice of Motion is properly returnable on the date established by the Commercial List office and that further service of the Notice of Motion on any interested party, other than those served, may be dispensed with;

2. an order amending the Bid Process (as defined below) by extending the deadline date to submit an offer to purchase the Applicants' assets or sponsor a plan of arrangement (the "**Bid Deadline**") from January 13, 2010 until 5pm (Eastern Time) on Monday, January 18, 2010; and

3. such further and other Orders as counsel may request and this Court may permit.

THE GROUNDS FOR THE MOTION ARE:

- (a) the Applicants were granted protection under the *Companies' Creditors Arrangement Act* (the "**CCAA**") pursuant to the Initial Order (as defined below);
- (b) by Order dated December 11, 2009 (the "**Bid Process Order**"), this Court:
 - (i) approved and authorized the sale process and auction (the "**Bid Process**") as described in the materials previously filed with the Court and in the form attached to the Bid Process Order as Schedule "A";
 - (ii) approved the execution by the Applicants of the asset purchase agreement dated as of December 1, 2009 (the "**Stalking Horse APA**") between TalentPoint Inc., 2223945 Ontario Limited, 2223947 Ontario Limited and 2223956 Ontario Limited, as purchasers, (collectively, the "**Stalking Horse Purchasers**") and each of the Applicants, as vendors, pursuant to which the Stalking Horse Purchasers shall purchase substantially all of the assets of the Vendors;
 - (iii) approved and ratified the Stalking Horse APA and the transactions contemplated therein;
 - (iv) extended the Stay Period, as defined in paragraph 14 of the Order of this Court made in these proceedings on December 2, 2009 (the "**Initial Order**"), to and including February 8, 2010;

- (c) Pursuant to the Bid Process Order, the Stalking Horse APA was approved as a stalking horse bid under the Bid Process;
- (d) the Bid Process is being monitored by Deloitte & Touche Inc. in its capacity as the court appointed monitor in these proceedings;
- (e) since the Bid Process Order was made, the Monitor has taken various steps in respect of the Bid Process as described in the Second Report of the Monitor, dated January 11, 2010 (the "**Second Report**"), including providing a confidential information memorandum prepared by the Applicants to all interested parties that signed a satisfactory confidentiality agreement ("**Interested Parties**");
- (f) one of the Interested Parties currently conducting due diligence with respect to the Applicants' assets and business has advised the Monitor and the Applicants that it requires additional time to review the documentation and other information provided to date in the data room and to formulate an offer. This Interested Party has requested that the Bid Deadline be extended from January 13, 2010 until Monday, January 18, 2010.
- (g) Other Interested Parties have also requested an extension of the Bid Deadline;
- (h) the Applicants, the TD Bank (the first secured lender and the DIP Lender) and Mr. Singh (who controls the Stalking Horse Purchasers), consent to an extension of the Bid Deadline as requested provided, however, that there is no further extension of the Bid Deadline;

- (i) it is a condition of the DIP Facility term sheet between TD Bank and the Applicants approved by this Court pursuant to the Initial Order that binding offers to purchase the Applicants' assets be received by the Monitor during the week of January 15, 2010. TD Bank has agreed that, notwithstanding this provision of the DIP Facility term sheet, TD Bank will agree to an extension of the Bid Deadline until January 18, 2010.
- (j) the Monitor recommends that this Court extend the Bid Deadline from January 13 to January 18, 2010, with all other terms of the Bid Process remaining in effect, unamended;
- (k) the Monitor is of the view that the brief extension requested will:
 - (i) facilitate completion by Interested Parties of any due diligence necessary for an Interested Party to formulate and submit an offer to purchase the Applicants' assets or sponsor a plan of arrangement under the Bid Process;
 - (ii) not delay the Bid Process since none of the other deadline dates referenced in the Bid Process will be extended or amended;
 - (iii) not effect the Applicants' ability to comply with the Cash Flow Forecast filed with this Court in connection with the application for the Initial Order;
- (l) Rules 3.02 and 37 of the *Rules of Civil Procedure*;
- (m) the provisions of the CCAA; and
- (n) 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:

- (i) the Second Report; and
- (ii) such further and other materials as counsel may advise and this Honourable Court may permit.

Date: January 11, 2010

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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

Court File No. 09-8482-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE – COMMERCIAL LIST

Proceeding Commenced at Toronto

NOTICE OF MOTION
(Re: Extension of Bid)

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