

**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: APPROVAL OF SALE AND VESTING ORDER)  
(RETURNABLE FEBRUARY 1, 2010)**

The Applicants will make a motion to a Judge on February 1, 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 approving the execution by the Applicants, Vision2Hire Solutions Inc. ("**Vision2Hire**") and Brainhunter Recruiting (India) Private Limited ("**BH India**") together with Vision2Hire and the Applicants, the "**Vendors**") of the asset purchase agreement dated as of January 18, 2010 (the "**Sale Agreement**") between Zylog Systems (Canada) Ltd. and Zylog Systems (India) Limited, as purchasers, (collectively, the "**Purchasers**");

3. an Order approving and ratifying the Sale Agreement and the transactions contemplated therein;

4. an Order, in the form attached hereto as Schedule "**A**", vesting in the Purchasers, all of the Vendors' right, title and interest in and to the assets (the "**Purchased Assets**") described in the Sale Agreement, which is appended to the Fourth Report of the Monitor dated January 27, 2010 (the "**Report**");

5. an Order that the Stay Period, as defined in paragraph 14 of the Order of this Honourable Court made in these proceedings on December 2, 2009 (the "**Initial Order**"), be extended to and including March 26, 2010; and

6. 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;
- (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;
- (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;

#### **The Bid Process & Auction**

- (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 was monitored by Deloitte & Touche Inc. in its capacity as the court appointed monitor (the "**Monitor**") in these proceedings;
- (e) several Interested Parties carried out due diligence in respect of the Applicants' assets and businesses pursuant to the Bid Process;
- (f) despite this interest, only the Purchasers submitted an offer (the "**Zylog Offer**") to purchase the Applicants' assets prior to the Bid Deadline (as amended);
- (g) the Monitor accepted the Zylog Offer as a Qualified Bid;
- (h) the Bid Process culminated with an auction on January 25, 2010;
- (i) at the commencement of the auction the Monitor confirmed, in accordance with the Bid Process, that the Zylog Offer was the Superior

bid, equivalent in value to the purchase price payable under the Stalking Horse APA, plus the Break Fee of \$700,000 payable to the Stalking Horse Purchasers as required by the Bid Process, plus \$150,000 in additional cash consideration;

- (j) following tabling of the Zylog APA as the Superior Bid, the Stalking Horse Purchasers advised that they would not submit a revised bid;
- (k) the Monitor declared the Zylog Offer to be the Successful Bid, the Stalking Horse APA to be the Back-Up Bid and the Auction concluded;
- (l) the Applicants and the Purchasers have entered into the Sale Agreement;
- (m) Rules 3.02 and 37 of the *Rules of Civil Procedure*;
- (n) the provisions of the CCAA; and
- (o) 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 Report; and
- (ii) such further and other materials as counsel may advise and this Honourable Court may permit.

Date: January 26, 2010

DAVIES WARD PHILLIPS & VINEBERG LLP  
1 First Canadian Place  
Suite 4400  
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

TO: ATTACHED SERVICE LIST

**SERVICE LIST**

**TO: THORNTONGROUTFINNIGAN LLP**  
Suite 3200, Canadian Pacific Tower  
100 Wellington St. West, P.O. Box 329  
Toronto-Dominion Centre  
Toronto, ON, M5K 1K7

**Grant Moffat**  
Tel: 416-304-1616  
Fax: 416-304-1313  
E-mail: gmoffat@tgf.ca

Lawyers for Deloitte & Touche Inc.

**AND TO: FASKEN MARTINEAU DUMOULIN LLP**  
66 Wellington Street West  
Suite 4200  
Toronto Dominion Bank Tower  
P.O. Box 20, Toronto-Dominion Centre  
Toronto, ON M5K 1N6

**Edmond F.B. Lamek**  
Tel: (416) 865-4506  
Fax: (416) 364-7813  
E-mail: elamek@fasken.com

Lawyers for the Toronto-Dominion Bank

**AND TO: CASSELS BROCK & BLACKWELL LLP**  
2100 Scotia Plaza  
40 King Street West  
Toronto, ON M5H 3C2

**Charles Newman**  
**Bill Burden**  
**Joseph Bellissimo**  
Tel: (416) 860-6603  
Fax: (416) 644-9370  
E-mail: cnewman@casselsbrock.com  
E-mail: bburden@casselsbrock.com  
E-mail: jbellissimo@casselsbrock.com

Lawyers for Roynat Capital Inc.

**TO: FRASER MILNER CASGRAIN LLP**  
1 First Canadian Place  
100 King Street West, 39th Floor  
Toronto, ON M5X 1B2

**Daniel R. Dowdall**  
Tel: (416) 863-4700  
Fax: (416) 863-4592  
E-mail: dan.dowdall@fmc-law.com

Lawyers for ad hoc committee of Noteholders, Bradley Semmelhaack (Crystalline Management Inc.), Larry Papernick (Estate of James Rotto and PFH Investments Limited), Grant Howard (The Howard Group), Dalton Albrecht, Adam Jasek, Scott Larin (Wellington West), Melvin Steinke, Allan G. Beach (Bullwinkle Inc.), Doug Ferguson, Joe Flabbi (representing himself and the Flabbi Real Estate Family Trust), Andy Redmond & Steve Shaver

**AND TO: PATRICK SCHINDLER**  
Barrister and Solicitor  
401 Bay Street, Suite 2112  
Toronto, ON M4H 2Y4

Tel: (416) 410-0809  
Fax: (416) 657-2168  
E-mail: pflaw@ican.net

Lawyer For David Eady

**AND TO: KELLY SANTINI LLP**  
160 Eglin St., Suite 2401  
Ottawa, ON K2P 2P7

**Richard Sinclair**  
Tel: (613) 238-6321  
Fax: (613) 233-4553  
E-mail: RSinclair@kellysantini.com

Lawyers for Adam Jasek, 1343437 Ontario Ltd., Muriel Jasek and TMC Tremblay Management Consulting Inc.

**AND TO: FRASER MILNER CASGRAIN LLP**  
99 Bank Street, Suite 1420  
Ottawa, ON K1P 1H4

**David R. Elliott**  
**Ian Houle**  
Tel: (613) 783-9600  
Fax: (613) 783-9690  
E-mail: david.elliott@fmc-law.com  
E-mail: ian.houle@fmc-law.com

Lawyers for Crystalline Data Structures Inc. and Peter Evans

**AND TO: CAPRARA BROWN LLP**  
Barristers & Solicitors  
40 Eglinton Avenue East, Suite 700  
Toronto, ON M4P 3A2

**D. Jared Brown**  
Tel: (416) 781-9350  
Fax: (416) 781-3628  
E-mail: Not available

Lawyers for Professional Computer Consultants Group Ltd., Frank McCrea

**AND TO: RADNOFF PEARL LLP**  
Barristers & Solicitors  
100 Gloucester Street, 3<sup>rd</sup> Floor  
Ottawa, ON K2P 0A4

**David Y. Dwoskin**  
Tel: (613) 594-8844  
Fax: (613) 594-9092  
E-mail: ddwoskin@radnoffpearl.com

Lawyers for 489 Sussex Properties Limited

**AND TO: RANDY A. PEPPER**  
Barrister, Solicitor, Arbitrator  
112 Adelaide Street East  
Toronto, ON M5C 1K9

Tel: (416) 362-8555 Ext. 1253  
Fax: (416) 362-8825  
E-mail: pepperlegal@yahoo.ca

Lawyer for John Chrobak and David Gammon

**AND TO: HOLLINGER CAPITAL LLC**  
712 Fifth Avenue, 18<sup>th</sup> Floor  
New York, NY 10019  
U.S.A.

Attention: Matthew Doull  
E-mail: Not available

**AND TO: MORRISON FINANCIAL SERVICES LIMITED**  
8 Sampson Mews, Suite 202  
Toronto, ON, M3C 0H5

Attention: Alex Tveit & Derek Chin  
E-mail: atveit@mfgroup.ca  
dchin@mfgroup.ca

**AND TO: GOULD LEASING LTD.**  
1220 Yonge Street, Suite 201  
Toronto, ON M4T 1W1  
E-mail: Not available

**AND TO: 1434670 ONTARIO INC.**  
2 Sheppard Avenue east, Suite 700  
Toronto, ON M2N 5Y7  
E-mail: Not available

**AND TO: PRATIMA KALICHARRAN**  
2691 Bayview Avenue  
Toronto, ON M2C 1C2  
E-mail: pkalicharran@rogers.com

**AND TO: PERRY HENNINGSSEN**  
22 James Lewis Avenue  
Stittsville, ON K2S 1K5  
E-mail: perry.henningsen@brainhunter.com

**AND TO: SAM D'AURIZIO**  
32 Birch Avenue  
Richmond Hill, ON L4C 6K7  
E-mail: sam.daurizio@treklogic.com

**AND TO: GARY YEOMAN**  
17075 Leslie Street, Unit 7  
Newmarket, ON L3Y 8E1  
E-mail: gyeoman@thealtusgroup.com

**AND TO: 924671 ONTARIO LIMITED**  
**ATTENTION: BARBARA HUFF**  
10 Old Mill Trail, Suite 404  
Toronto, ON M8X 2Y8  
E-mail: Not available

**AND TO: GARY FELSBOURG**  
5 Blair Drive  
Brampton, ON L6T 2H4  
E-mail: Not available

Tel: 905-459-6516

**AND TO: CBSC CAPITAL**  
100 – 1235 North Service Road W  
Oakville, ON L6M 2W2  
E-mail: Not available

**AND TO: ERIC & PAULINE WRIGHT**  
9431 Granville Avenue  
Richmond, BC V6Y 1P9  
E-mail: Not available

Tel: 604-278-0457

**AND TO: MUMTAZ VIRANI**  
5604 Dewdney Court  
Richmond, BC V7C 5M6  
E-mail: Not available

Tel: 604-279-5575

**AND TO: MUHAMMAD VIRANI**  
5604 Dewdney Court  
Richmond, BC V7C 5M6  
E-mail: Not available

Tel: 604-279-5575

**AND TO: ALAN ROE**  
10 Glencairn Avenue  
Toronto, ON M4R 1M5  
E-mail: Not available

Tel: 416-322-0957

**AND TO: JULIA KOVACS INVESTMENTS LTD.**  
21 Friars Lane  
Etobicoke, ON M9A 1T6

Tel: 416-239-6970  
E-mail: Not available

**AND TO: S. SWARTZ DRUGS LTD.**  
**ATTENTION: Stan Swartz**  
51 Lower Links Road  
North York, ON M2P 1H5

Tel: 416-223-4880  
E-mail: swartzstan@rogers.com

**AND TO: RAVEN POINT CONSULTANTS INC.**  
P.O. Box 266  
Bolton, ON L7E 5T2

Tel: 905-880-3144  
E-mail: Not available

**AND TO: JOHN MICHAEL MCKIMM**  
4 Craigmont Drive  
Toronto, ON M2H 1C5  
E-mail: john@johnmckimm.com

**AND TO: PINETREE INCOME PARTNERSHIP**  
130 King Street West, Suite 2810  
Toronto, ON M5X 1A9  
E-mail: schan@pinetreecapital.com

**AND TO: JOHN JAAKKOLA**  
12 Nesbitt Drive  
Toronto, ON M4W 2G3  
E-mail: john@jjaakkola.com

**AND TO: BEVERTEC CST INC.**  
191 The West Mall, Suite 700  
Toronto, ON M9C 5K8

E-mail: Not available

**AND TO: D.J. ALBRECHT FAMILY TRUST**  
158 Chartwell Road  
Oakville, ON L6J 3Z6

**Attn: Dalton Albrecht**  
Tel: 416-597-4360  
E-mail: dalbrecht@millერთhompson.com

**AND TO: NORMA CHROBAK**  
2 Blackwell Court  
Unionville, ON L3R 0C2

E-mail: Not available

**AND TO: JOHN CHROBAK**  
2 Blackwell Court  
Unionville, ON L3R 0C2

E-mail: john.chrobak@gmail.com

**AND TO: KIMBERLEY DENNIS**  
#405 – 110 Bloor Street West  
Toronto, ON M5S 2W7

E-mail: Not available

**AND TO: KATHY GREEN**  
**C/O JEFF GREEN, JOVIAN CAPITAL CORPORATION**  
26 Wellington Street East  
Toronto, ON M5E 1S2

Tel: 416-924-7272  
E-mail: jgreen@joviancapital.com

**AND TO: 1438814 ONTARIO LTD.**  
**C/O JEFF GREEN, JOVIAN CAPITAL CORPORATION**  
26 Wellington Street East  
Toronto, ON M5E 1S2

Tel: 416-924-7272  
E-mail: jgreen@joviancapital.com

**AND TO: THOMAS & EVELYN CLIFFORD**  
**C/O DOUG FERGUSON, CA**  
**GLENN GRAYDON WRIGHT**  
310 – 690 Dorval Drive  
Oakville, ON L6K 3W7

Tel: 905-845-6633  
E-mail: dmwf@ggw.net

**AND TO: DIANE WEBB**  
1 Druid Court  
Toronto, ON M4B 2M5

E-mail: Not available

**AND TO: ERVIN S. ALBRECHT**  
159 Yellowbirch Drive  
Kitchener, ON N2N 2N8

E-mail: Not available

**AND TO: MICHAEL BOYER**  
47 Buggy Lane  
Ajax, ON L1Z 1X5

Tel: 905-831-2693 ext. 334  
E-mail: Not available

**AND TO: PRATIMA KALICHARRAN**  
2691 Bayview Avenue  
Toronto, ON M2C 1C2

Tel: 416-391-1771  
E-mail: pkalicharran@rogers.com

**AND TO: KEITH W. & C. GAYE SIGVARDSEN**  
2394 West Broadway  
Vancouver, BC V6K 2E5

E-mail: Not available

**AND TO: SIPCO HOLDINGS LTD.**  
936 Tsawwassen Beach Road  
Delta, BC V4M 2J3

E-mail: Not available

**AND TO: ORIGIN CAPITAL INVESTMENT CLUB**  
**C/O OLIVER PLETT**  
P.O. Box 34  
Rosenort, MB R0G 1W0

Tel: 1-204-746-2396  
E-mail: Not available

**AND TO: WILLIAM LIVESLEY**  
10560 Blundell Road  
Richmond, BC V6Y 1L1

Tel: 604-278-3549  
E-mail: Not available

**AND TO: ANN LIVESLEY**  
10560 Blundell Road  
Richmond, BC V6Y 1L1

Tel: 604-278-3549  
E-mail: Not available

**AND TO: NICOLE SCHOUELA**  
3870 King Edward Avenue West  
Vancouver, BC V6S 1N1

E-mail: Not available

**AND TO: CHRISTINA KLOMP**  
#223 – 6505 3<sup>rd</sup> Avenue  
Delta, BC V4L 2N1

E-mail: Not available

**AND TO: WALTER KLOMP**  
#223 – 6505 3<sup>rd</sup> Avenue  
Delta, BC V4L 2N1

E-mail: Not available

**AND TO: HEATHER LOUIE**  
1131 59<sup>th</sup> Avenue West  
Vancouver, BC V6P 1Y1

Tel: 604-267-9818  
E-mail: Ken.Louie@fraserhealth.ca

- AND TO: FRANK NAKASHIMA**  
4778 Elm Street  
Vancouver, BC V6L 2L3
- Tel: 604-274-7238  
E-mail: Not available
- AND TO: DON WALKER**  
2750 Walpole Crescent  
North Vancouver, BC V7H 2K7
- Tel: 604-929-0161  
E-mail: Not available
- AND TO: JANICE WALKER**  
2750 Walpole Crescent  
North Vancouver, BC V7H 2K7
- Tel: 604-929-0161  
E-mail: Not available
- AND TO: NEPTHYS INVESTMENTS INC.**  
43100 Frost Road  
Lendell Beach, BC V2R 4X8
- E-mail: Not available
- AND TO: LORYS SCHOUELA**  
43100 Frost Road  
Lendell Beach, BC V2R 4X8
- Tel: 604-847-3100  
E-mail: Not available
- AND TO: ANDREW OPPENHEIM**  
1307 Klondike Avenue SW  
Calgary, AB T2V 2L9
- Tel: 403-298-1064 Contact: James Pentum  
E-mail: Not available
- AND TO: AGF CANADIAN GROWTH EQUITY**  
31<sup>st</sup> Floor, TD Bank Tower  
Toronto, ON M5K 1E9
- Tel: 416-367-1900  
E-mail: coulter.wright@AGF.com

**AND TO: GWL GROWTH EQUITY**

31<sup>st</sup> Floor, TD Bank Tower  
Toronto, ON M5K 1E9

Tel: 416-367-1900

E-mail: coulter.wright@AGF.com

**AND TO: LONDON LIFE GROWTH EQUITY**

31<sup>st</sup> Floor, TD Bank Tower  
Toronto, ON M5K 1E9

Tel: 416-367-1900

E-mail: coulter.wright@AGF.com

**AND TO: IG AGF CDN DIVERSIFIED GROWTH FUND**

31<sup>st</sup> Floor, TD Bank Tower  
Toronto, ON M5K 1E9

Tel: 416-367-1900

E-mail: coulter.wright@AGF.com

**AND TO: IG AGF CDN DIVERSIFIED GROWTH CLASS  
JAYVEE & CO.**

**ATTENTION: MAJID SALEEM**

199 Bay Street, P.O. Box 611  
Commerce Court Postal Station  
Toronto, ON M5L 1L7

Tel: 416-367-1900

E-mail: coulter.wright@AGF.com

**AND TO: PHH CANADA INC.**

350 Burnhamthorpe Road West  
Mississauga, ON L5B 3P9

E-mail: Not available

**AND TO: PHH VEHICLE MANAGEMENT SERVICES INC.**

2233 Argentia Road, Suite 400  
Mississauga, ON L5N 2X7

E-mail: Not available

**AND TO: DCFS CANADA CORP.**

2680 Matheson Blvd. E, Suite 500  
Mississauga, ON L4W 0A5

E-mail: Not available

**AND TO: MERCEDES-BENZ FINANCIAL**  
2680 Matheson Blvd. E, Suite 500  
Mississauga, ON L4W 0A5

E-mail: Not available

**AND TO: HER MAJESTY THE QUEEN AS REPRESENTED BY MOF (RST/EHT/CT)**  
200-5 Park Home Avenue  
North York, ON M2N 6W8

E-mail: Not available

**AND TO: BHAKTRAJ SINGH**  
7 Bowan Court  
Toronto, ON M2K 3A8

Tel: 416-218-0202

E-mail: raj.singh@brainhunter.com

**AND TO: DON AND JANICE WALKER**  
**NBCN CLEARING INC.**  
**ATTENTION: DYLAN FLANAGAN**  
1010, de la Gauchetiere Ouest  
Montreal, PQ H3B 5J2

E-mail: Not available

**AND TO: NEERAJ KUMAR**  
B303 275 St. Laurent Blvd.  
Ottawa, ON K1K 2Z2

E-mail: Neerajkkmm112233@yahoo.com

**AND TO: OGILVY RENAULT LLP / S.E.N.C.R.L., S.R.L.**  
**ATTENTION: Virginie Gauthier and Evan Cobb**  
Suite 3800  
Royal Bank Plaza, South Tower  
200 Bay Street, P.O. Box 84  
Toronto, Ontario, M5J 2Z4

Tel: 416.216.4000

Fax: 416.216.3930

Email: vgauthier@ogilvyrenault.com

ecobb@ogilvyrenault.com

Lawyers for Nesco Inc.

**AND TO: KERZNER, MACDERMID, MCKILLOP**

**ATTENTION: Theodor Kerzner Q.C.**

365 Bay Street  
Suite 400  
Toronto, ON M5H 2V1

Tel: 416 628 8101  
Fax: 416 628 8118  
Email: kerzner@kmmlawyers.ca

Lawyers for Standard Life

**AND TO: OSLER, HOSKIN & HARCOURT LLP**

**ATTENTION: Michael De Lellis**

Box 50, 1 First Canadian Place  
Toronto Ontario M5X 1B8

Tel: 416-862-5997  
Fax: 416-862-6666  
Email: mdelellis@osler.com

Lawyers for Microsoft Canada Inc.

**AND TO: LENCZNER SLAGHT ROYCE SMITH GRIFFIN LLP**

**ATTENTION: Peter Osbourne & Matt Sammon**

130 Adelaide Street West  
Suite 2600  
Toronto, Ontario M5H 3P5

Tel: 416.865.9500  
Fax: 416.865.9010  
Email: posborne@litigate.com  
msammon@litigate.com

Lawyers for Raj Singh, TalentPoint Inc., 2223945 Ontario Limited, 2223947 Ontario Limited and 2223956 Ontario Limited

**AND TO: ERNST & YOUNG ORENDA CORPORATE FINANCE INC.**  
**ATTENTION: Ramona Cheng, David Dunkin & Jeffrey Larcina**  
Ernst & Young Tower  
222 Bay Street, P. O.  
Box 251  
Toronto, ON M5K 1J7

Tel: 416.864.1234  
Fax: 416.943.3300  
Email: ramona.cheng@ca.ey.com  
david.dunkin@ca.ey.com  
Jeffrey.Larcina@ca.ey.com

**AND TO: DIRECTOR, BUSINESS CORPORATIONS ACT**  
Ministry of Government Services  
Companies and Personal Property Security Branch  
393 University Avenue, Suite 200  
Toronto, ON M5G 2M2

**AND TO: SERVICE DES POURSUITES PÉNALES DU CANADA**  
**PUBLIC PROSECUTION SERVICE OF CANADA**  
**Section du droit de la concurrence/Competition Law Section**  
**ATTENTION: Denis Pilon**  
Place du Portage, Phase 1  
50, Victoria Street, 22nd floor  
Gatineau, Québec K1A 0C9

Tel.: 819.934.6239  
Fax.: 819.997.5747  
Email: denis.pilon@sppc-ppsc.gc.ca

**AND TO: STIKEMAN ELLIOTT**  
**ATTENTION: Samantha Horn, Katrina Svihran and Elizabeth Pillon**  
5300 Commerce Court West  
199 Bay Street  
Toronto, ON M5L 1B9

Tel: 416.869.5500  
Fax: 416.947.0866  
Email: sghorn@stikeman.com; KSvihran@stikeman.com; LPillon@stikeman.com

Lawyers for Zylog Systems (Canada) Ltd. and Zylog Systems (India) Limited

Schedule "A"

Court File No. 09-8482-00CL

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
(COMMERCIAL LIST)**

THE HONOURABLE MR. ) MONDAY, THE 1<sup>ST</sup> 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, 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 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 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 that the term "Encumbrances" or "Claims" shall not include Permitted Encumbrances as defined in the Sale Agreement.

4. 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.

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

6. THIS COURT ORDERS that, pursuant to clause 7(3)(c) of the *Personal Information Protection and Electronic Documents Act*, the Monitor is 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.

7. 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.

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

9. THIS COURT ORDERS that, notwithstanding the provisions of Section 171(3) of the *Business Corporations Act* (Ontario) (the "**OBCA**"), the Monitor be and is hereby authorized and directed to complete, execute and file articles of amendment for and on behalf of the Applicants and any officer and director of the Applicants (such articles of amendment to be deemed to have been signed by a director or an officer of the Applicants and executed in accordance with the OBCA when so signed by the Monitor as directed by this Court) for the sole purpose of changing the corporate name of the Applicants to a corporate name that does not include the word "Brainhunter" (and such amendment shall be deemed to have been duly authorized by Section 168 and 170 of the OBCA (as applicable) without any shareholder or director resolution approving such amendment being required) and this Court hereby directs the Director (as defined in the OBCA) to endorse thereon a certificate of amendment upon being in receipt from the Monitor of two duplicate originals of such articles of amendment together with the prescribed fees and any other required documents under the OBCA (which the Monitor be and is hereby also authorized and directed to complete, execute and file for and on behalf of the Applicants and any officer and director of the Applicants if and as required) except for any such documents as have been dispensed or otherwise dealt with pursuant to the deeming provisions contained herein.

10. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Monitor and its 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 Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.

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## 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, as vendor, 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 Monitor and the Purchaser; 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 Monitor has 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 Monitor and the Purchaser; 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., 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: APPROVAL OF SALE  
AND VESTING ORDER)**

**DAVIES WARD PHILLIPS & VINEBERG LLP**  
1 First Canadian Place  
Suite 4400  
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