

EXHIBIT K

EXHIBIT "K"

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 1484558 ONTARIO INC.,
TREKLOGIC INC., 4386396 CANADA INC., 4386370
CANADA INC. and PROTEC EMPLOYMENT
SERVICES LIMITED

APPLICANTS

AFFIDAVIT OF GRANT MOFFAT
(Sworn April 23, 2010)

I, GRANT MOFFAT, of the City of Toronto, in the Province of Ontario, MAKE OATH AND SAY AS FOLLOWS:

1. I am a barrister and solicitor qualified to practice law in the Province of Ontario and am a partner with ThorntonGroutFinnigan LLP ("TGF"), lawyers for Deloitte & Touche Inc., in its capacity as the Court-Appointed monitor (the "Monitor") 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 "Companies") and, as such, I have knowledge of the matters to which I hereinafter depose. Unless I indicate to the contrary, the facts herein are within my personal knowledge and are true. Where I have indicated that I have obtained facts from other sources, I believe those facts to be true.

2. Attached hereto as Exhibit "A" are true copies of the invoices forwarded to the Monitor by TGF for fees and disbursements incurred by TGF in the course of the within proceeding for the period December 1, 2009 to March 31, 2010.

3. Attached hereto as Exhibit "B" is a schedule summarizing each invoice in Exhibit "A", the total billable hours charged per invoice, the total fees charged per invoice and the average hourly rate charged per invoice.

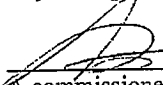
4. Attached hereto as Exhibit "C" is a schedule summarizing the respective years of call and billing rates of each of the solicitors at TGF who acted for the Monitor.

5. To the best of my knowledge, the rates charged by TGF throughout the course of these proceedings are comparable to the rates charged by other law firms in the Toronto market for the provision of similar services.

6. The hourly billing rates outlined in Exhibit "C" to this affidavit are comparable to the hourly rates charged by TGF for services rendered in relation to similar proceedings.

7. I make this affidavit in support of a motion by the Monitor for, *inter alia*, approval of the fees and disbursements of the Monitor's counsel.


SWORN BEFORE ME
at the City of Toronto, in the
Province of Ontario this
day of April, 2010.



A commissioner for taking oaths, etc.

Annette Melinda Fournier, a Commissioner, etc.,
City of Toronto, for ThorntonGroutFinnigan LLP,
Barristers and Solicitors.
Expires November 8, 2010.

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Grant B. Moffat

EXHIBIT ^{u A n}

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.,
BRAINHUNTER CANADA INC., BRAINHUNTER (OTTAWA) INC.,
PROTEC EMPLOYMENT SERVICES LTD., TREKLOGIC INC.

APPLICANTS

FIRST BILL OF COSTS OF THE SOLICITORS TO THE
COURT-APPOINTED MONITOR

For the period ending December 15, 2009

Dec-01-09	Review revised pre-filing report;	0.40	GBM
	Review final affidavit, initial order and DIP term sheet; review cash flow forecast and DIP utilization; prepare submissions for pre-filing report;	2.60	GBM
	Review revised opinion;	0.50	GBM
	Telephone call P. Casey regarding timing of filing and pre-filing report; telephone call P. Clermont regarding same; revise report; telephone call P. Clermont and P. Casey regarding Breakwall fee;	1.20	GBM
	Telephone call P. Casey regarding D&O coverage; review communications to contractors, clients etc.; review factum of applicants;	1.40	GBM
	Review further amendments to pre-filing report; telephone call with P. Casey (2x) regarding same;	0.80	GBM
Dec-02-09	Review newspaper notice of initial order; review CCAA and regulations regarding prescribed form of notice; telephone call P. Clermont; revise notice; review correspondence regarding Monitor report;	0.70	GBM
	Review application record, factum, pre-filing report; prepare and attend initial application; meeting P. Casey regarding First Report and sale process;	3.90	GBM
	Review trade name search; telephone call P. Clermont; revise notice of initial order to be published in Globe & Mail;	0.50	GBM

	Draft First report to Court; telephone call D. Dowdall regarding concerns with sale process and stalking horse bid; telephone call P. Casey regarding same;	3.60	GBM
	Discuss security opinion and monitor's report with G. Moffat; draft summary of key terms of the TalentPoint purchase agreement for inclusion in the Monitor's Report;	1.50	SW
	Discuss with G. Moffat, conduct trademark searches on all applicants, compile business name searches;	0.30	AF
Dec-03-09	Review template sale agreement and bid procedures; telephone call P. Casey regarding same; review draft approval order;	1.20	GBM
	Review draft correspondence to Noteholders;	0.20	GBM
	Review CCAA and caselaw regarding test to be satisfied on court approval of sale process;	1.40	GBM
	Revise option to address PPSA registrations and assignment of FAA receivables; review searches regarding same;	2.70	GBM
	Draft First Report to Court;	7.80	GBM
	Summarize stalking horse bid;	1.30	GBM
	Continue drafting summary of Purchase Agreement for insertion in Monitor's Report;	0.90	SW
Dec-04-09	Telephone call P. Casey regarding First Report; review current draft and revisions from Monitor;	2.10	GBM
	Telephone call J. Swartz regarding Monitor's report; telephone call P. Casey regarding same; review revised template sale agreement;	0.80	GBM
	Conference call with Deloitte team regarding First report to Court and stalking horse APA; further revisions to same;	2.20	GBM
	Telephone call J. Bunting regarding First Report; telephone call P. Casey (2x) regarding First Report; review revisions to report;	1.40	GBM
	Conduct PPSA searches of all predecessor companies and registered business names of applicants, prepare summaries of all PPSA searches;	1.50	AF
	Researching law governing court approval of sale process for G. Moffat; discussing same with G. Moffat;	0.60	AS
Dec-05-09	Review final version of First Report; prepare submissions for sale process motion; review bid procedures; review revised template APA;	3.90	GBM
	Correspondence P. Casey;	0.40	GBM

	Review proposed director indemnity in template APA to compare to bid procedure; correspondence J. Swartz regarding revisions to template APA;	0.40	GBM
Dec-06-09	Revise opinion to incorporate PPSA summaries and intercreditor agreements; review correspondence D. Dowdall regarding information requested; review Jewitt Affidavits regarding same; review Monitor's report regarding same; several telephone calls P. Casey regarding same; telephone call D. Dowdall; review further correspondence D. Dowdall regarding information requested;	5.50	GBM
Dec-07-09	Telephone call P. Casey regarding issues raised by D. Dowdall; telephone call J. Berman; review Noteholders notice of motion; review correspondence P. Casey regarding response to information requests; telephone call J. Bunting regarding supplemental report;	1.80	GBM
	Telephone call J. Berman; telephone call P. Casey regarding same;	0.40	GBM
	Review Jasek Roynat intercreditor agreement; revise opinion regarding same;	0.40	GBM
	Telephone call D. Dowdall regarding pending examination; telephone call J. Bunting regarding same; telephone call P. Casey regarding same; telephone call E. Lamek regarding delivery of security to Noteholders; telephone call Roynat counsel regarding disclosure of Roynat assignment agreement;	2.80	GBM
	Attend examination of Rick Jones and R. Singh; meeting with Company and Noteholders' counsel; telephone call P. Casey regarding same;	7.80	GBM
	Assemble security documents and forward to D. Dowdall;	0.30	SW
	E-mails to and from Davies to obtain service list, revise service list, review opinion regarding PPSA registrations and priority and discuss same with G. Moffat;	1.00	AF
Dec-08-09	Review correspondence J. Bunting regarding DIP availability; telephone call P. Casey regarding same; correspondence J. Bunting;	0.40	GBM
	Telephone call P. Casey and email J. Bunting regarding funding of payroll; telephone call E. Lamek regarding funding of payroll;	0.60	GBM
	Review numerous emails regarding information on inquiries and information required for supplemental report; telephone call G. Harris; telephone call P. Casey; telephone call J. Bunting regarding attendance before Newbould, J.; review correspondence allegedly delivered by Jules Berman; telephone call P. Casey regarding same; draft letter to J. Berman;	3.60	GBM
	Telephone call P. Casey regarding settlement discussions;	0.30	GBM
	Telephone call P. Casey regarding settlement terms; telephone call D. Dowdall regarding same; correspondence P. Casey regarding unsecured claims;	0.60	GBM

	Draft supplemental report; review transcript regarding same;	4.90	GBM
	Review Maunsell LOI regarding conditions; review Board Minutes regarding same;	0.70	GBM
Dec-09-09	Revise supplemental report; review information requests from Noteholders' counsel; correspondence E. Lamek regarding Morrison agreement; telephone call with P. Casey regarding same; review numerous emails regarding same;	3.20	GBM
	Review correspondence regarding DIP funding; telephone call P. Casey regarding same; review cash flow regarding payroll;	0.50	GBM
	Review correspondence regarding Morrison Financial; review correspondence regarding DIP funding;	0.40	GBM
	Review correspondence to Procom from Harris & Harris; review report regarding same;	0.40	GBM
	Telephone call P. Casey and D. Jewitt;	0.20	GBM
	Telephone call P. Casey and D. Dowdall regarding sale process; telephone call P. Casey regarding same;	1.00	GBM
	Telephone call J. Bunting regarding status of sale process approval motion; telephone call with E&Y, D. Dowdall, P. Casey to discuss sale procedure;	0.70	GBM
	Telephone call J. Bunting (2x) regarding settlement terms; review same; telephone call P. Casey regarding Special Committee meeting;	0.60	GBM
	Telephone call P. Casey (2x) regarding KERP information; telephone call D. Dowdall regarding same;	0.40	GBM
Dec-10-09	Telephone call P. Casey and D. Dowdall regarding unsecured claims in subsidiaries; telephone call P. Casey regarding same; review list of claims in subsidiaries; consider charge for Noteholders counsel;	1.50	GBM
	Review summary of settlement terms and emails from Applicants' counsel regarding same; review R. Singh employment agreements; review Jasek statement of claim; telephone call J. Bunting regarding settlement terms; telephone call P. Casey;	1.80	GBM
	Several telephone calls with D. Dowdall, P. Casey and J. Bunting regarding Noteholders' charge; consider report on quantum of unsecured creditors claims in connection with same; review unsecured claims against various subsidiaries; review correspondence D. Dowdall regarding same; telephone call with J. Berman; telephone call P. Clermont; telephone call P. Casey regarding same; review draft revisions to Order regarding Noteholders' counsel charge; correspondence J. Bunting and D. Dowdall regarding same;	2.70	GBM

Dec-11-09	Review summary of unsecured claims against each entity; telephone call P. Casey (2x) regarding same; review PPSA summaries in connection with same; correspondence and telephone call E. Lamek regarding status of motion; correspondence Roynat solicitor regarding same; review correspondence J. Berman; telephone call J. Berman;	2.30	GBM
	Attend sale process approval motion telephone call P. Casey regarding further attendance with Morawetz, J.;	5.40	GBM
Dec-14-09	Review draft ad and E&Y comments; revise same;	0.40	GBM
	Review correspondence D. Dowdall regarding NDA; review same, forward to D. Dowdall;	0.40	GBM
	Review correspondence regarding pre-filing claims; telephone call P. Casey regarding Roynat assignment agreement;	0.40	GBM
Dec-15-09	Review template sale agreement; review correspondence to Board members; correspondence P. Casey regarding same; consider terms of Singh protocol;	0.80	GBM
	Draft protocol for communication with R. Singh; telephone call P. Casey regarding same; correspondence D. Dowdall regarding status;	0.60	GBM

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Grant B. Moffat	94.90	\$625.00	59,312.50
Sara-Ann Wilson	2.70	\$275.00	742.50
Annette Fournier (Law Clerk)	2.80	\$225.00	630.00
Alana Shepherd (Student)	0.60	\$200.00	120.00

TOTAL FEE HEREIN **\$60,805.00**
GST on Fees **\$3,040.25**

Total Fees and GST **\$63,845.25**

Disbursements:

Computer Research	\$406.42
Fee for searches/registrations	\$84.00
Overtime Expenses	\$306.44
Photocopies	\$276.25
Disbursements for searches/registrations *	\$117.00
Fee of Victory Verbatim re Rick Jones	\$119.50
Total Taxable Disbursements	\$1,192.61
GST on Disbursements	\$59.63

Total Non-Taxable Disbursements **\$117.00**
Total Disbursements and GST **\$1,369.24**
Total Fees, Disbursements & GST **\$65,214.49**

OUR ACCOUNT HEREIN **\$65,214.49**

ThortonGroufFinnigan LLP

Per: Grant B. Moffat

GST No. 87042 1039RT
Matter No. 533-026
Invoice No. 22176
Date: Dec 22/09

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6.00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

**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

**SECOND BILL OF COSTS OF THE SOLICITORS TO THE
COURT-APPOINTED MONITOR**

For the period ending December 31, 2009

Dec-16-09	Draft communications protocol; review endorsement regarding same; correspondence J. Swartz regarding same; review correspondence regarding bid process;	1.80	GBM
	Review Morawetz, J. endorsement; review terms of NDA regarding employment issue raised by Procom;	0.40	GBM
	Review Singh transcript;	0.80	GBM
	Correspondence P. Casey; revise communications protocol;	0.90	GBM
Dec-17-09	Review correspondence from prospective purchaser;	0.20	GBM
	Review correspondence D. Jewitt and J. Swartz regarding communications protocol;	0.20	GBM
Dec-18-09	Correspondence D. Dowdall regarding protocol; consider remedies if protocol breached; review correspondence J. Swartz and D. Jewitt regarding protocol;	0.40	GBM
Dec-21-09	Telephone call P. Casey regarding communications protocol;	0.20	GBM
	Telephone call D. Dowdall regarding communications protocol; telephone call P. Osborne regarding same; consider remedies on breach of protocol; telephone call P. Casey;	1.10	GBM

Dec-22-09	Review email correspondence from prospective purchaser; review draft response; telephone call P. Casey regarding same; draft letter to prospective purchasers regarding same;	1.70	GBM
Dec-23-09	Review correspondence to prospective purchaser; review bid process regarding same;	0.40	GBM
	Telephone call P. Casey; revise letter to prospective purchaser; review correspondence J. Swartz;	0.80	GBM
	Telephone call P. Casey; review correspondence Alyotech regarding extension of bid process;	0.40	GBM
	Review revised letter to Alyotech; correspondence P. Casey regarding same; review correspondence regarding due diligence requests;	0.40	GBM

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Grant B. Moffat	9.70	\$625.00	6,062.50
TOTAL FEE HEREIN			\$6,062.50
GST on Fees			<u>\$303.13</u>
Total Fees and GST			\$6,365.63
<u>Disbursements:</u>			
Fee for searches/registrations			\$255.00
Overtime Expenses			\$312.00
Photocopies			\$173.50
Telephone			\$0.51
Disbursements for searches/registrations *			\$136.00
Total Taxable Disbursements			\$741.01
GST on Disbursements			\$37.05
Total Non-Taxable Disbursements			<u>\$136.00</u>
Total Disbursements and GST			<u>\$914.06</u>
Total Fees, Disbursements & GST			\$7,279.69
OUR ACCOUNT HEREIN			<u>\$7,279.69</u>

ThortonGroutFinnigan LLP

Per: Grant B. Moffat

GST No. 87042 1039RT
Matter No. 533-026
Invoice No. 22245
Date: Jan 12/10

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6.00% per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

**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

**THIRD BILL OF COSTS OF THE SOLICITORS TO THE
COURT-APPOINTED MONITOR**

For the period ending January 17, 2009

Jan-04-10	Review correspondence from bidder regarding template APA; telephone call P. Casey and D. Jewitt; revise draft response; review stalking horse APA and bid procedures regarding same;	1.30	GBM
	Review bid procedures regarding issues with valuing competing bids; consider valuation approaches;	0.40	GBM
	Review revisions to communications protocol from R. Singh's counsel; forward to P. Casey; review caselaw regarding set-off regarding landlord deposit;	0.40	GBM
	Researching issue of availability of set-off for payments under disclaimed lease for G. Moffat; corresponding with G. Moffat regarding same;	0.80	AS
Jan-05-10	Review correspondence P. Casey regarding assignment of contracts under s. 11.3 CCAA; review provision and consider same; meeting with A. Shepherd regarding same; review FAA regarding same;	0.50	GBM
	Review correspondence L. Pillon and list of due diligence requests; conference call with L. Pillon, Ernst & Young, P. Casey, J. Swartz regarding due diligence requests; revise communications protocol; telephone call R. Singh's solicitor regarding requested amendments to same; telephone call P. Casey regarding same;	1.80	GBM
	Review correspondence Ernst & Young regarding responses to due diligence requests; review bid process approval order regarding same and protections given to privacy of employees; correspondence Ernst & Young regarding same;	0.40	GBM

	Researching issue of assignment of contracts with federal crown to third party purchaser under CCAA; discussing same with G. Moffat;	1.20	AS
Jan-06-10	Review Senate Committee Report on assignment of executory contracts; review template sale agreement and bid procedures regarding same; consider assignment provisions in CCAA in relation to federal contracts; review correspondence regarding termination of Montreal lease; review initial order regarding set-off claim and consider right of tenant to set-off occupation rent against deposit;	1.70	GBM
	Telephone call P. Casey regarding status of due diligence requests, landlord issue and assignment of Crown contracts;	0.40	GBM
	Telephone call L. Pillon regarding due diligence issues; review documentation held from noteholders; review D. Jewitt Affidavit regarding same;	0.90	GBM
	Telephone call P. Casey regarding discussion with L. Pillon; meeting with S. Wilson regarding noteholder security;	0.30	GBM
	Review noteholder documents;	0.60	GBM
	Telephone call P. Casey and D. Dowdall regarding bid process and timing of bids; telephone call P. Casey regarding same;	0.70	GBM
Jan-07-10	Review correspondence regarding status of due diligence; review revisions to communications protocol from R. Singh's counsel; discuss same with P. Casey;	0.60	GBM
	Telephone call P. Casey, D. Jewitt and J. Swartz regarding valuation of transactions involving notes; consider same;	1.20	GBM
	Review correspondence J. Swartz regarding valuation of bids; telephone call P. Casey regarding same; consider valuation of note assumption;	1.40	GBM
	Telephone call L. Pillon regarding status of due diligence; telephone call P. Casey;	0.20	GBM
	Review correspondence regarding extension of due diligence date; telephone call P. Casey regarding same; review stalking horse APA regarding same;	0.80	GBM
	Telephone call with Stikemans, Company counsel, Monitor and D. Jewitt regarding due diligence status and extension request; telephone call P. Casey regarding same;	1.10	GBM
	Telephone call P. Osborne regarding revisions to protocol;	0.20	GBM
	Review correspondence L. Pillon regarding due diligence requests; telephone call P. Casey regarding same; review noteholder documentation; review bid procedures and consider ability to extend bid deadline; review amendments	2.10	GBM

	to protocol; correspondence M. Simmon regarding protocol; review and forward comparison to D. Dowdall;		
	Telephone call J. Swartz and P. Casey regarding due diligence extension request; telephone call P. Casey regarding same;	0.40	GBM
	Telephone call P. Osborne regarding extension of bid deadline; telephone call P. Casey;	0.20	GBM
	Preparing table comparing PPSA registrants against Brainhunter with noteholders of Brainhunter for S. Wilson; discussing same with S. Wilson;	1.20	AS
Jan-08-10	Review correspondence regarding due diligence issues and permits and licences required; review correspondence regarding noteholder identities; review list of noteholders; review correspondence regarding extension of bid date;	0.70	GBM
	Telephone call P. Casey regarding valuation of bids; conference call with D. Dowdall regarding bid process; conference call with Stikemans regarding due diligence status; telephone call P. Casey regarding valuation issues surrounding bid procedures;	2.10	GBM
	Telephone call P. Casey regarding bid valuations; telephone call L. Pillon regarding clarification on bid valuations;	0.50	GBM
	Meeting P. Casey regarding valuation criteria and draft same; discuss auction procedures; telephone call L. Pillon, J. Bunting, P. Osborne and J. Swartz regarding bid deadline extension; several telephone calls with Commercial Court regarding same; correspondence D. Dowdall regarding valuation criteria; draft outline for Second Report of Monitor;	5.10	GBM
Jan-09-10	Draft Monitor's Second Report to Court; review correspondence from D. Dowdall regarding valuation issues under bid process; telephone call P. Casey regarding same; telephone call D. Dowdall and P. Casey regarding same; review further correspondence D. Dowdall regarding same; revise Monitor's Second Report to Court; review noteholder agreements and security; review and revise draft opinion;	6.90	GBM
	Review revisions from P. Casey to Second Report; telephone call P. Casey; revise Second Report;	0.40	GBM
Jan-10-10	Review noteholder documentation; revise opinion; telephone call P. Casey regarding same; conference call with J. Swartz, J. Bunting and D. Jewitt regarding status of sale process; telephone call P. Casey regarding same;	4.30	GBM
Jan-11-10	Review correspondence from D. Jewitt regarding approval by Board of bid extension; review correspondence to L. Pillon regarding D&O charge; review correspondence regarding noteholders security and status of replacement notes; attend before Morawetz, J. regarding scheduling of extension motion;	1.50	GBM

	Telephone call L. Pillon and P. Casey regarding remaining due diligence requests and scheduling of motion to extend bid deadline; telephone call P. Casey regarding bid deadline; review correspondence Stikemans regarding information required;	0.80	GBM
	Telephone call with special committee regarding extension of bid deadline; telephone call P. Casey (2x) regarding same;	1.00	GBM
	Telephone call P. Casey (2x) regarding request for Applicants to clarify valuation of tendered debt; telephone call with J. Dietrich regarding valuation issues;	0.60	GBM
	Correspondence with U.S. counsel regarding bid process; review correspondence J. Swartz regarding bid process; telephone call J. Bunting regarding scheduling of 9:30 attendance for advice and directions; telephone call with Commercial Court Office;	0.70	GBM
	Telephone call P. Casey; telephone call P. Casey and J. Dietrich; telephone call P. Casey regarding valuation issue;	0.80	GBM
	Consider valuation issues for tendering of debt; telephone call P. Casey regarding same; telephone call J. Dietrich regarding same; telephone call J. Swartz regarding motion for advice and directions;	1.40	GBM
	Discuss with G. Moffat, prepare and submit 9:30 Request Form, telephone call to Commercial List Office to confirm appointment with Justice Morawetz;	0.30	AF
	Researching valuation of credit bids under the CCAA for S. Wilson; discussing and corresponding with S. Wilson regarding same;	1.00	AS
Jan-12-10	Review correspondence from Ernst & Young and purchaser regarding status of due diligence requests; review correspondence P. Casey regarding noteholder communication; review correspondence regarding permits and licences held by Applicants;	0.50	GBM
	Prepare and attend 9:30 scheduling motion and bid deadline extension motion; meeting with P. Casey regarding bid process; review correspondence P. Osborne regarding extension of bid deadline; telephone call with P. Osborne regarding same;	2.50	GBM
	Telephone call P. Casey and D. Jewitt regarding noteholder documentation; review noteholder documentation regarding opinion; review correspondence;	2.30	GBM
	Telephone call P. Casey regarding bidder status;	0.20	GBM
	Review draft correspondence regarding communication with Company employees; telephone call P. Casey regarding same;	0.40	GBM

	Telephone call S. Wilson (2x) regarding noteholder documents; revise opinion;	1.40	GBM
	Telephone call D. Abbott; review case regarding undervalue credit bids in U.S. under U.S. code;	1.10	GBM
	Review 8% pari passu agreement and amending agreement; review intercreditor agreement with Jaseks; consider enforceability of amended pari passu agreement given Jaseks have not executed same; revise opinion regarding same;	1.20	GBM
	Review correspondence regarding management communication;	0.20	GBM
Jan-13-10	Meeting with S. Wilson regarding promissory notes; revise opinion; review list of noteholders; review Jasek agreements; revise opinion; consider valuation issues; meeting with S. Wilson regarding same and treatment of issue by Canadian Courts; telephone call P. Casey regarding same;	3.20	GBM
	Review PPSA search for Brainhunter Inc.;	0.20	GBM
	Telephone call P. Osborne regarding communication protocol;	0.20	GBM
	Review table of noteholders; meeting with S. Wilson regarding same; review caselaw regarding treatment of creditor classes; review correspondence regarding Jasek security; meeting with S. Wilson regarding same; review pari passu agreement with 8% noteholders regarding same; telephone call Roynat counsel regarding extension of bid deadline;	2.70	GBM
	Discussing noteholder bid valuation research issues with S. Wilson; Researching same;	1.80	AS
	Researching issue of unilateral amendment of contract for S. Wilson; Corresponding with S. Wilson regarding same;	0.80	AS
Jan-14-10	Review correspondence D. Dowdall regarding termination of employee, Singh protocol and valuation of bids; telephone call P. Casey regarding same; consider valuation methodology proposed by D. Dowdall; review correspondence P. Casey regarding employee issue; draft correspondence to D. Dowdall; review correspondence from bidder regarding involvement with J. McKimm; telephone call R. Singh's counsel regarding amendments to protocol; telephone call P. Casey regarding same; consider Monitor involvement in all communication; telephone call P. Casey regarding same;	2.40	GBM
	Telephone call solicitor for prospective purchaser regarding bid process; correspondence P. Casey regarding same;	0.30	GBM
	Review summary of Jasek indebtedness; telephone call P. Casey regarding same; review Jasek notes, security agreements and pari passu agreements and guarantees from AJJA; review Jasek statement of claim;	2.50	GBM

	Revise opinion on notes given status of Jasek debt and security; review PPSA search;	1.30	GBM
	Review correspondence regarding due diligence with prospective bidder; correspondence P. Casey; telephone call P. Casey regarding same;	0.40	GBM
	Search case law on issue of unilateral amendment of contract for S. Wilson;	0.40	AS
Jan-15-10	Review correspondence D. Dowdall; review correspondence P. Casey to D. Dowdall regarding valuing TD debt; consider issues raised regarding employee termination; revise opinion regarding noteholder security; consider set-off of loans made to J. McKimm and R. Singh to purchase notes; conference call with prospective purchaser and counsel; telephone call P. Casey regarding same; review bid procedures regarding same;	2.60	GBM
	Telephone call solicitor for bidder regarding bid process; telephone call P. Casey regarding same;	0.60	GBM
	Review draft correspondence regarding bid process clarification; review bid process regarding same; telephone call P. Casey regarding same;	0.40	GBM
	Review correspondence regarding bid procedures; telephone call P. Casey; correspondence P. Casey;	0.50	GBM
	Telephone call P. Casey regarding valuation of stalking horse bid; review APA regarding same; review valuation criteria regarding same;	0.60	GBM
	Conference call P. Casey and A. Laiken regarding valuation model; review initial draft and revised draft; review First Report for comparison to original estimate;	0.90	GBM
	Review opinion regarding 10% notes and security; correspondence S. Wilson regarding same;	0.50	GBM
Jan-16-10	Telephone call P. Casey regarding further request to extend bid deadline; review correspondence regarding same from bidder and Ernst & Young; conference call with J. Swartz, D. Jewitt, P. Benson and P. Casey regarding same; review correspondence from other bidder regarding mechanics for deposit; telephone call P. Casey regarding same;	1.20	GBM
Jan-17-10	Review 10% Noteholder documentation; draft opinion regarding same; review correspondence from counsel to prospective purchaser regarding meeting with R. Singh; review communication protocol regarding same; telephone call P. Casey regarding same; conference call V. Gauthier and P. Casey regarding requested meeting with R. Singh; review updated calculation of stalking horse value and revised cash flow; telephone call V. Gauthier and U.S. counsel regarding scope of directors' charge;	5.20	GBM

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Grant B. Moffat	79.90	\$625.00	49,937.50
Annette Fournier (Law Clerk)	0.30	\$225.00	67.50
Alana Shepherd (Student)	7.20	\$200.00	1,440.00
TOTAL FEE HEREIN			\$51,445.00
GST on Fees			<u>\$2,572.25</u>
Total Fees and GST			\$54,017.25
<u>Disbursements:</u>			
Computer Research			\$56.37
Facsimiles			\$1.25
Photocopies			\$129.75
Telephone			\$0.51
Total Taxable Disbursements			\$187.88
GST on Disbursements			\$9.39
Total Non-Taxable Disbursements			<u>\$0.00</u>
Total Disbursements and GST			<u>\$197.27</u>
Total Fees, Disbursements & GST			\$54,214.52
OUR ACCOUNT HEREIN			<u>\$54,214.52</u>

ThortonGroutFinnigan LLP

Per: Grant B. Moffat

GST No. 87042 1039RT
Matter No. 533-026
Invoice No. 22301
Date: Jan 18/10

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6.00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

**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

**FOURTH BILL OF COSTS OF THE SOLICITORS TO THE
COURT-APPOINTED MONITOR**

For the period ending January 27, 2009

Jan-06-10	Review file with respect to noteholder agreements and security;	0.30	SW
Jan-07-10	Review promissory notes and related agreements and security granted by the Noteholders; draft security opinion with respect to security granted to Noteholders;	5.00	SW
Jan-08-10	Continue drafting opinion with respect to the Noteholders' security; confirm names of Noteholders;	1.70	SW
Jan-09-10	Emails with G. Moffat and D. Yu regarding noteholder security and promissory notes;	0.40	SW
Jan-11-10	Review promissory notes and discuss same with G. Moffat; call to D. Yu and discuss same with G. Moffat; discuss researching the valuation of credit bids with G. Moffat;	2.10	SW
Jan-12-10	Research the valuation of credit bids and discuss same with A. Shepherd; attend at Brainhunter's head office and review documents with respect to Noteholder security;	5.10	SW
Jan-13-10	Discuss security opinion, Pari Passu Agreement and research of valuing bids with G. Moffat; draft chart summarizing PPSA registrations and assignments of notes; call to D. Yu and email to G. Moffat regarding same; research the valuation of bids and instruct A. Shepherd with respect to assisting with same;	4.50	SW
Jan-14-10	Review promissory notes and security documents granted to the Jaseks; email from D. Yu; discussions with G. Moffat regarding noteholder security; review pari passu agreements and 10% note closing documents with respect to an intercreditor agreement with the 8% notes; discuss research with respect to unilaterally amending a tri-party agreement with A. Shepherd;	1.70	SW

Jan-15-10	Emails regarding noteholder security;	0.20	SW
Jan-16-10	Email to D. Yu; revise security opinion;	1.00	SW
Jan-18-10	Draft Third Report to Court; review correspondence L. Pillon regarding Noteholders; telephone call P. Casey regarding same; meeting with S. Wilson regarding same; draft statement for posting in data room regarding security held by Noteholders; review opinion regarding same; review statement of loans to Noteholders; review list of Noteholders and assignments of notes; telephone call P. Casey regarding same;	3.80	GBM
	Telephone call L. Pillon regarding noteholder security;	0.20	GBM
	Review correspondence from prospective bidder; telephone call P. Casey regarding additional information required on balance sheet;	0.50	GBM
	Review correspondence from solicitor for prospective bidder regarding noteholder security; reply to same; review correspondence regarding wire transactions; telephone call P. Casey regarding same; telephone call with J. Dietrich regarding opinion on noteholder security;	0.80	GBM
	Revise Third Report to Court to address noteholder security and intercompany claims; review summary of unsecured claims against Applicants; telephone call P. Casey regarding same; review correspondence from bidder's solicitor regarding noteholder security; correspondence to solicitor regarding same;	1.60	GBM
	Telephone call P. Casey regarding bid received; review correspondence L. Pillon; consider ability to qualify bid; review Zylog bid; correspondence J. Swartz; meeting with P. Casey to value bid;	4.50	GBM
	Review list of Noteholders; revise security opinion and discuss same with G. Moffat;	1.00	SW
	Draft Notice of Motion, revise Service List;	1.00	AF
Jan-19-10	Review Zylog conditions; conference call with D. Jewitt and J. Swartz regarding same; attend 9:30 scheduling motion before Morawetz, J.; brief meeting at court with L. Pillon regarding conditions in Zylog offer; telephone call P. Casey regarding same;	2.10	GBM
	Telephone call P. Casey regarding issues with Zylog bid; telephone call with solicitor for stalking horse purchaser regarding assignment of contracts at closing and any consents required; further telephone call with P. Casey regarding same;	0.60	GBM
	Telephone call solicitor for stalking horse purchaser regarding conveyance of contracts; review APA regarding same;	0.20	GBM

	Telephone call with solicitor for Zylog regarding issues with bid; telephone call P. Casey and D. Jewitt regarding issues with bid; draft letter to Zylog counsel regarding same; review Zylog APA regarding same; telephone call M. Sammon confirming R. Singh not to discuss bids received with any party;	2.70	GBM
	Conference call with special committee of the Board; telephone call P. Casey regarding same;	1.10	GBM
Jan-20-10	Telephone call P. Casey and L. Pillon; further telephone call with L. Pillon regarding credit bid of notes; telephone call P. Casey regarding same; review correspondence regarding outstanding notes; telephone call L. Pillon;	3.50	GBM
	Several telephone calls to P. Casey regarding auction procedures; telephone call J. Swartz regarding same;	1.50	GBM
	Several telephone calls with P. Casey regarding extension of date to qualify bids; review draft consent to be executed by R. Singh; telephone calls to L. Pillon and D. Dowdall regarding same;	0.80	GBM
	Draft Third Report to address valuation issues surrounding tendering of notes; draft auction rules and procedures for use at auction; numerous telephone calls with P. Casey regarding same;	4.40	GBM
Jan-21-10	Review correspondence P. Casey regarding valuation criteria; review revisions to Third Report;	0.40	GBM
	Attend before Morawetz, J. regarding scheduling of motion for advice and directions; further attendance before Justice Karakatsanis regarding same; telephone call P. Casey regarding same;	1.80	GBM
	Telephone call P. Casey regarding Third Report to Court; revise auction rules; telephone call J. Ball regarding closing date under stalking horse APA;	1.30	GBM
	Numerous telephone calls to P. Casey; revise Third Report, Auction Rules; telephone call P. Casey regarding same; telephone call L. Pillon; telephone call D. Dowdall; telephone calls to J. Swartz; correspondence J. Ball regarding conveyances under staking horse APA; telephone call M. Sammon regarding issue of closing date under stalking horse APA; draft provisions of Third Report to address directions on same; review Bid Process and Stalking Horse APA regarding same; numerous telephone calls to P. Casey regarding same; prepare motion materials, correspondence to Service List; review Zylog due diligence materials and sale agreement;	7.50	GBM
	Review correspondence regarding conditions in Zylog bid; review schedules regarding same; revise letter;	0.50	GBM
	Telephone call P. Casey regarding Third Report;	0.20	GBM
	Revise Service List, discuss with G. Moffat, telephone call to court to confirm motion, revise Notice of Motion, serve Notice of Motion via e-mail only, revise and finalize Monitor's Third Report and compile exhibits	6.00	AF

thereto, prepare Amended Notice of Motion, serve Amended Notice of Motion and Third Report via e-mail only, prepare Affidavit of Service;

Jan-22-10	Telephone call P. Osborne regarding position on motion; review correspondence from L. Pillon regarding same; draft response to L. Pillon; telephone call P. Casey regarding same; attend Court regarding adjourning Monitor's motion for advice and directions; meeting with D. Dowdall regarding same; telephone call M. Sammon regarding set-off issue regarding notes held by R. Singh; telephone call P. Casey regarding same; revise correspondence to L. Pillon; adjourning Monitor's motion for advice and directions; meeting with D. Dowdall regarding same; telephone call M. Sammon regarding set-off issue regarding notes held by R. Singh; telephone call P. Casey regarding same; revise correspondence to L. Pillon;	3.30	GBM
	Telephone call P. Casey regarding valuation issues with remaining Noteholders; review affidavit of Samantha Horn; telephone call S. Horn regarding revisions to affidavit; telephone call J. Bunting regarding settlement of issues; consider method of amending Stalking Horse APA; review same;	1.70	GBM
	Meeting with P. Casey to review valuation criteria; attend motion regarding Monitor's Third Report; meeting with P. Casey; draft Order;	4.60	GBM
	Research the application of set-off to proofs of claim in CCAA proceedings and discuss same with G. Moffat;	0.40	SW
	Compile Motion Record for G. Moffat use in Court, compile Motion Record for service on all parties via courier, prepare Affidavit of Service, e-mail to Service List;	4.00	AF
Jan-25-10	Review final form of Order; correspondence to all counsel circulating same; revise Auction Rules; review stalking horse bid and Zylog offer in preparation for Auction; attend before Campbell, J. regarding issuance of January 22 Order; telephone call P. Casey regarding Auction issues; correspondence P. Osborne regarding same;	3.10	GBM
	Attend auction; further meeting with J. Swartz and J. Bunting; meeting with P. Casey; review executed agreement; telephone call L. Pillon regarding motion for approval;	3.70	GBM
	Review Minutes of Auction; review revised sale agreement incorporating amendments from Auction; telephone call S. Horn;	1.10	GBM
	Draft Fourth Report;	2.30	GBM
	Emails regarding Lock Up Agreement; confirm signatories of Lock Up Agreement and email to G. Moffat regarding same; email to E. Pillon; review articles of amalgamation of noteholder;	0.90	SW

	Forward Motion Record to client for posting to website, revise Auction Rules pursuant to terms of court order, e-mail revised Auction Rules to G. Moffat;	0.60	AF
Jan-26-10	Attend before Campbell, J. to schedule approval motion; telephone call P. Casey regarding same; telephone call L. Pillon regarding same;	1.40	GBM
	Draft Fourth Report; numerous telephone calls with P. Casey regarding same; several telephone calls with J. Bunting regarding same; review draft notice of motion; review correspondence J. Larcina regarding BH India; telephone call J. Larcina regarding same; review searches for Vision2Hire; revise report regarding BH India and Vision2Hire; review BH India trust agreement; telephone call P. Casey regarding stay extension and cash flow forecast;	6.80	GBM
	Revise Service List and labels for same, conduct updated PPSA, bankruptcy, Bank Act and execution searches on Vision2Hire Solutions;	0.30	AF
Jan-27-10	Revise Fourth Report; several telephone calls with P. Casey regarding same; review trust agreement and correspondence regarding BH India; review correspondence regarding Vision2Hire; telephone call L. Pillon regarding issues with vesting order; telephone call P. Casey regarding same; telephone call M. Sammon regarding letter from P. Osborne;	3.60	GBM
	Review correspondence E&Y regarding activities; review balance sheets for BH India and Vision2Hire; review searches regarding same; revise report to address vesting issues; draft s. 36 analysis; several telephone calls P. Casey regarding same;	2.10	GBM
	Review correspondence E&Y regarding sales process; review Noteholders' notice and agreement resolving same; consider s. 36(3) requirement; revise report to address revisions to Initial Order and resolution of Noteholder concerns;	1.00	GBM
	Calls with P. Casey, J. Swartz and J. Bunting regarding amendments to Fourth Report and issues with conveyance of Vision2Hire Trademarks; review correspondence J. Swartz and J. Bunting regarding same; review correspondence L. Pillon regarding same; consider alternate conveyance mechanism; telephone call J. Swartz regarding same; revise Report to incorporate comments from P. Casey; review updated Vision2Hire balance sheet; review correspondence regarding stay extension; telephone call P. Casey, J. Swartz and J. Bunting regarding same; revise report regarding same; review final motion record; telephone call P. Casey regarding final revisions to report;	3.10	GBM
	Review Fourth Report and compile exhibits thereto, draft Notice of Motion returnable February 1, prepare Motion Record for service via e-mail, serve Motion Record via e-mail, start compiling Motion Record for service via courier;	5.50	AF

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Grant B. Moffat	77.80	\$625.00	48,625.00
Sara-Ann Wilson	24.30	\$275.00	6,682.50
Annette Fournier (Law Clerk)	17.40	\$225.00	3,915.00
TOTAL FEE HEREIN			\$59,222.50
GST on Fees			\$2,961.13
Total Fees and GST			\$62,183.63
<u>Disbursements:</u>			
Couriers			\$26.30
Facsimiles			\$1.00
Overtime Expenses			\$97.50
Photocopies			\$4,382.00
Telephone			\$1.53
Transportation			\$19.05
Fee to File Motion Record*			\$127.00
Fee to File Motion Record*			\$127.00
Total Taxable Disbursements			\$4,527.38
GST on Disbursements			\$226.37
Total Non-Taxable Disbursements			<u>\$254.00</u>
Total Disbursements and GST			<u>\$5,007.75</u>
Total Fees, Disbursements & GST			\$67,191.38
OUR ACCOUNT HEREIN			<u>\$67,191.38</u>

ThortonGroutFinnigan LLP

Per: Grant B. Moffat

GST No. 87042 1039RT

Matter No. 533-026

Invoice No. 22309

Date: Jan 28/10

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6.00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

**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

**FIFTH BILL OF COSTS OF THE SOLICITORS TO THE
COURT-APPOINTED MONITOR**

For the period ending February 11, 2010

Jan-08-10	Met with G. Moffat regarding credit bids in stalking horse sale process;	0.40	JHG
Jan-28-10	Consider distribution of funds from Zylog APA and bankruptcy of applicants post-closing; telephone call P. Casey regarding same; telephone call J. Bunting regarding same;	1.10	GBM
	Review IP search for Vision2Hire; review correspondence regarding distribution motion;	0.40	GBM
	Telephone call J. Bellissimo regarding distribution motion; consider method of determining fees payable to Roynat;	0.40	GBM
	Draft Fifth Report;	1.30	GBM
	Telephone call to L. Pillon regarding distribution mechanism and Roynat fees;	0.20	GBM
	Telephone call to P. Casey regarding Fifth Report;	0.30	GBM
	Draft Fifth Report; telephone call with P. Casey regarding priority of charges and distribution of proceeds of sale; telephone call to J. Bunting regarding same and method of vesting Vison2Hire assets;	2.30	GBM
	Review Zylog APA regarding prior charges and distribution of proceeds; consider mechanism to ensure consideration paid as intended;	0.60	GBM
	Finalize compiling Motion Record for service by courier, prepare Motion Record for filing, prepare Affidavit of Service, telephone call and memo to court agent, e-mails to and from J. Bunting regarding Service List, revise Service List and e-mail same to P. Casey;	3.30	AF

Jan-29-10	Telephone call to P. Casey regarding assumption in Fourth Report regarding value of Zylog bid; draft Fifth Report to Court; correspondence with J. Bunting regarding vesting order; telephone call to L. Pillion regarding same;	2.90	GBM
	Telephone call to J. Bunting (2x) regarding vesting order;	0.20	GBM
	Review correspondence from D. Jewitt regarding concerns with Fourth Report and valuation of Zylog APA as a superior bid; telephone call with P. Casey regarding same; review Fourth Report regarding same; draft response to D. Jewitt; telephone call to P. Casey regarding discussion with D. Jewitt and status of Zylog APA;	1.10	GBM
	Correspondence with P. Casey regarding Zylog APA;	0.20	GBM
	Telephone call to P. Casey; revise correspondence to D. Jewitt; telephone call to J. Swartz; review draft extension order; correspondence to J. Bunting regarding same; revise Fifth Report;	1.30	GBM
	Telephone call to P. Osborne regarding fee request;	0.40	GBM
Jan-30-10	Correspondence with L. Pillion regarding excluded contracts; telephone call with L. Pillion regarding same; telephone call to P. Casey regarding same; review APA regarding same;	0.70	GBM
Jan-31-10	Correspondence with J. Bunting regarding vesting order; revise same; further correspondence with J. Bunting; telephone call to P. Casey regarding discussion with D. Jewitt and fee issue;	0.70	GBM
Feb-01-10	Telephone call with J. Swartz and J. Bunting regarding submission on vesting order; telephone call with J. Bunting regarding vesting order;	0.20	GBM
	Prepare submissions regarding Fourth Report; attend Zylog approval motion;	3.30	GBM
	Revise Fifth Report;	0.40	GBM
Feb-02-10	Revise Fifth Report; review correspondence regarding Siolinck; review correspondence with D. Jewitt regarding notification to employees; review PPSA searches; review opinion regarding FAA issue;	3.50	GBM
	Review Breakwall engagement letter; review memo from D. Jewitt to special committee; consider calculation of Breakwall success fee; telephone call with P. Casey regarding same; revise memo regarding Breakwall fee; revise Fifth Report to reflect various excluded assets; telephone call with P. Casey regarding same;	2.10	GBM
	Review correspondence with P. Casey and further revisions to analysis of Breakwall fee; telephone call with P. Casey regarding same and allocation of purchase price; review correspondence regarding fees chargeable to Applicants;	0.70	GBM
	E-mails in respect of timing of distribution motion;	0.10	LMW

	Telephone call with J. Bunting;	0.20	LMW
Feb-03-10	Review correspondence with D. Jewitt regarding fees chargeable by Roynat; correspondence with D. Jewitt regarding same; revise Fifth Report; telephone call with P. Casey regarding same; review priorities chart; meeting with L. Williams regarding distribution motion;	2.90	GBM
	Review correspondence regarding Roynat fees; correspondence P. Casey;	0.20	GBM
	E-mails in respect of payment of fees;	0.20	LMW
	Discuss distribution issues with G. Moffat;	0.60	LMW
	E-mails in respect of Roynat fees;	0.20	LMW
Feb-04-10	E-mails in respect of Roynat fees;	0.10	LMW
	E-mail from P. Casey regarding success fee;	0.10	LMW
	E-mails in respect of Noteholder agreement;	0.20	LMW
	Review materials regarding Zylog transaction; discuss completion of Monitor's Report and factum with S. Wilson;	1.10	LMW
	E-mails in respect of Zylog payments;	0.10	LMW
	E-mails in respect of payment of fees on closing;	0.10	LMW
	Discuss Fifth Report of the Monitor with L. Williams; draft factum;	1.90	SW
Feb-05-10	E-mails in respect of Lock-up Agreement;	0.10	LMW
	E-mails in respect of committee call;	0.20	LMW
	Telephone call with G. Moffat regarding status;	0.20	LMW
	Telephone call from L. Pillon regarding actions of company; telephone call to and e-mail to P. Casey;	0.30	LMW
	Telephone call with J. Bunting regarding payment of fees and issues to be determined by the Court; several e-mails in respect of outstanding closing issues; consider issues to be wound down post-closing;	0.70	LMW
	E-mail in respect of committee meeting; review agenda and consider issues;	0.20	LMW
	Letter from L. Pillon in respect of conduct of R. Singh; e-mails with P. Casey regarding same;	0.20	LMW
	E-mails in respect of Singh's actions;	0.20	LMW
	Continue drafting factum for distribution motion and discuss timing with respect to same with L. Williams;	1.60	SW

Feb-07-10	Review correspondence with L. Pillon; review emails regarding status of Zylog transaction and post closing bankruptcy;	0.40	GBM
	E-mails in respect of finalization of estate;	0.20	LMW
Feb-08-10	Review correspondence regarding Zylog transaction; telephone call L. Williams regarding Breakwall fee;	0.50	GBM
	Telephone call with P. Casey regarding outstanding issues; attend conference call with committee;	2.10	LMW
	Review response to L. Pillon from D. Jewitt and letter to L. Pillon from J. Swartz;	0.40	LMW
	Telephone call with P. Casey in respect of special committee meeting; e-mails in respect of Breakwall fee; telephone calls with J. Bunting, G. Moffat and P. Casey in respect of same; conference call with J. Swartz and Deloitte; conference call with L. Pillon, J. Swartz and Deloitte;	3.60	LMW
	Telephone calls with J. Bunting in respect of relief to be sought; telephone call with P. Casey regarding Report; telephone call with J. Bellissimo in respect of Roynat issues;	0.80	LMW
	E-mail from P. Casey enclosing updated cashflow; e-mail from P. Casey enclosing amendments to the Report; letter from J. Swartz regarding schedules to APA; review draft Notice of Motion; continue to draft Report; review and revise report to committee; review and revise factum;	4.10	LMW
Feb-09-10	Review revised Fifth Report; telephone call with L. Williams regarding Breakwall fee;	0.50	GBM
	E-mails with P. Casey in respect of Court Report; telephone call to J. Bunting regarding same; e-mails in respect of CCAA costs;	0.20	LMW
	Several emails in respect of outstanding issues with Court Report; telephone call with P. Casey; e-mails with J. Bellissimo regarding Roynat fees;	0.60	LMW
	Review revised Report; e-mails in respect of KERP; e-mail to L. Pillon enclosing Report;	0.40	LMW
	E-mails with Microsoft counsel; e-mails in respect of Court materials; telephone calls with J. Bunting and P. Casey in respect of Report; continue to revise same; several telephone calls with P. Casey in respect of Report; discuss FAA issue with G. Moffat and P. Casey; briefly review closing agenda; continue to review and finalize Report; several	4.30	LMW
	e-mails and telephone calls regarding same; instructions regarding service of materials;		
	Review minutes of committee meeting; review e-mail in respect of employee termination;	0.30	LMW

	Revise and finalize factum; finalize brief of authorities; compile exhibits and finalize Fifth Report of the Monitor; discussions with L. Williams regarding finalizing the Fifth Report of the Monitor and service of materials; serve Fifth Report and factum;	5.20	SW
	Assist in compiling exhibits to Fifth Report;	0.50	AF
Feb-10-10	Review correspondence regarding payment of Noteholders' advisor charge; consider timing of same and prior charges in favour of TD Bank and Roynat;	0.40	GBM
	E-mails with E. Pillon regarding Report and fees motion; telephone call to P. Casey regarding same;	0.20	LMW
	E-mails in respect of Zylog sale; telephone call from and to D. Dowdall; telephone call to J. Bunting; e-mails in respect of Breakwall fees;	0.80	LMW
	Several e-mails and telephone calls with P. Casey, G. Moffat, D. Dowdall and J. Bunting in respect of Zylog closing and distribution motion; conference call to discuss Zylog closing;	3.60	LMW
	E-mails in respect of distribution motion and Zylog closing;	0.80	LMW
	Prepare submissions in respect of distribution motion; review material of the Applicants, Zylog and counsel to the Noteholders;	3.10	LMW
	Draft escrow agreement; review materials of the Applicants and Noteholders in respect to distribution motion;	3.20	SW
Feb-11-10	Numerous emails L. Williams regarding Breakwall success fee and allegations raised in Zylog motion material; telephone call with L. Williams regarding Report motion;	1.20	GBM
	Telephone call with J. Bunting regarding submissions;	0.40	LMW
	Telephone call from and to P. Casey; prepare for and attend distribution motion;	5.90	LMW
	Telephone call with Grant regarding outcome of Court proceedings and closing issues; emails in respect of TD fees;	0.50	LMW
	Emails in respect of closing issues and escrow agreement; telephone call from and to J. Bunting and telephone call to P. Casey regarding D&O insurance;	0.90	LMW
	Emails with E. Lamek regarding payment to TD; review and revise Escrow Agreement and email same to P. Casey;	0.90	LMW
	Prepare for and attend on distribution motion;	5.20	SW

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
James H. Grout	0.40	\$825.00	330.00
Grant B. Moffat	30.40	\$650.00	19,760.00
Leanne M. Williams	39.20	\$525.00	20,579.85
Sara-Ann Wilson	17.10	\$300.00	5,130.00
Annette Fournier (Law Clerk)	3.80	\$250.00	950.00
TOTAL FEE HEREIN			\$46,749.85
GST on Fees			<u>\$2,337.49</u>
Total Fees and GST			\$49,087.34
<u>Disbursements:</u>			
Binding			\$3.67
Computer Research			\$461.79
Fee for searches/registrations			\$69.00
Facsimiles			\$2.75
Meals			\$34.94
Photocopies			\$1,263.00
Transportation			\$99.99
Disbursements for searches/registrations *			\$68.40
Fee of Morris, Nichols, Arsht & Tunnell LLP*			\$1,500.76
Total Taxable Disbursements			\$1,935.14
GST on Disbursements			\$96.76
Total Non-Taxable Disbursements			<u>\$1,569.16</u>
Total Disbursements and GST			<u>\$3,601.06</u>
Total Fees, Disbursements & GST			\$52,688.40
OUR ACCOUNT HEREIN			<u>\$52,688.40</u>

ThortonGroutFinnigan LLP

Per: Leanne M. Williams

GST No. 87042 1039RT

Matter No. 533-026
 Invoice No. 22364
 Date: Feb 12/10

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

**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

**SIXTH BILL OF COSTS OF THE SOLICITORS TO THE
COURT-APPOINTED MONITOR**

For the period ending February 18, 2010

Feb-12-10	Consider scope of Monitor's powers post-closing; review draft report; consider need for claims process; correspondence to L. Williams regarding same; telephone call with L. Williams regarding decision on Breakwall fee; correspondence to L. Williams regarding Singh refusal to sign release;	1.40	GBM
	E-mails with J. Bunting regarding D&O insurance;	0.10	LMW
	E-mails in respect of D&O insurance; attend special committee call; telephone call with P. Casey regarding employee issues; conference call with Stikemans regarding closing issues;	2.30	LMW
	E-mails in respect of closing issues;	0.20	LMW
	E-mails in respect of employee issues and outstanding closing issues; letter regarding same; telephone call from the Court requesting conference call; e-mails regarding same;	0.50	LMW
	Conference call with the Court and counsel; e-mails regarding same;	0.30	LMW
	Telephone call with G. Moffat regarding closing issues and expansion of powers of Monitor;	0.30	LMW
	Telephone call from J. Bellissimo regarding Roynat fees; e-mails regarding same; e-mail enclosing Resolution regarding name change; review same and e-mail to P. Casey;	0.60	LMW
	Conference call with Wilton-Siegel J.;	0.10	SW
Feb-13-10	Several e-mails in respect of closing issues;	1.30	LMW

Feb-14-10	E-mails in respect of closing issues raised by the Purchaser;	0.30	LMW
Feb-15-10	E-mails in respect of closing issues; draft Court Report to expand Monitor's powers and to finalize estate; e-mails in respect of draft Order; draft order;	7.40	LMW
Feb-16-10	Review correspondence regarding closing; correspondence P. Casey; correspondence to L. Williams;	0.40	GBM
	Telephone call from J. Bellissimo regarding Roynat fees; e-mail from E. Pillon regarding draft Order;	0.20	LMW
	Telephone call with P. Casey regarding outstanding issues and Court Report;	0.50	LMW
	E-mails in respect of Blocked Account Agreements and UK Debenture;	0.20	LMW
	Prepare for and attend Chambers appointment to settle distribution order;	2.10	LMW
	Telephone call with J. Pankratz regarding change of name;	0.20	LMW
	E-mails and telephone calls in respect of closing issues; review closing documents;	1.40	LMW
	E-mails in respect of closing documents; attend pre-closing at Stikemans; several e-mails in respect of closing documents and issues;	4.80	LMW
	Emails regarding interest rate of notes;	0.10	SW
	Telephone call to court regarding availability, prepare Commercial List Request Form;	0.20	AF
Feb-17-10	Telephone call with P. Casey regarding calculation of closing costs and purchase price; review correspondence calculation of same; review correspondence regarding cut-off for calculation of DIP amount; telephone call with P. Casey regarding same; meeting with L. Williams regarding pre-closing and steps required to close; review correspondence regarding application of retainers; correspondence from K. Svirhan regarding same; review correspondence regarding cut-off for same day value; telephone call with P. Casey;	2.20	GBM
	Telephone call with P. Casey regarding calculation of closing proceeds; review same; correspondence to P. Casey regarding same; review correspondence from J. Swartz regarding timing of closing;	0.90	GBM
	Review correspondence regarding CRO objection to calculation of DIP; telephone call with P. Casey (2x) regarding same;	0.50	GBM
	Meeting with L. Williams regarding timing to calculate DIP; review correspondence from Stikemans regarding wire transfer; several telephone calls with P. Casey regarding remaining closing issues; review Zylog APA regarding same; review correspondence regarding calculation of Breakwall fee; review agreement regarding same;	1.50	GBM

	Review correspondence regarding Breakwall fee; review Monitor's certificate and Zylog APA regarding ability to file Monitor's certificate; several telephone calls with P. Casey and L. Williams regarding same;	1.10	GBM
	Telephone call with A. Laiken regarding payment of Breakwall fee; conference call with L. Pillon and J. Pankrantz regarding closing; review numerous emails regarding closing, Breakwall fee and payment of Breakwall success fee; several telephone calls with P. Casey regarding same;	1.40	GBM
	E-mails in respect of closing issues;	0.20	LMW
	Telephone call with P. Casey; e-mails in respect of closing issues; review materials regarding Singh notes; e-mails in respect of closing funds;	1.10	LMW
	Numerous e-mails and telephone calls in respect of Zylog closing;	5.30	LMW
	E-mails in respect of closing;	0.30	LMW
	Review file and put together documentation for release; review endorsement of Wilton-Siegel J.;	1.20	SW
Feb-18-10	Review correspondence regarding status of closing; telephone call with P. Casey regarding same; review correspondence regarding status of payment to Breakwall; correspondence to Vendor and purchaser regarding status of closing; review correspondence regarding status of closing;	1.70	GBM
	Review correspondence regarding payment to D. Jewitt; review correspondence from Davies regarding issue with amount paid to Breakwall; telephone call with J. Pankrantz regarding same; telephone call with P. Casey regarding same; telephone call with P. Casey and D. Jewitt regarding same; telephone call with J. Pankrantz; telephone call with J. Pankrantz and K. Svihran regarding Breakwall claim for \$50,000; further group call with P. Casey regarding direction and \$10,000 overpayment; telephone call with L. Pillon and K. Svihran regarding Breakwall issue and receive confirmation that closing will occur without resolution of this claim; further telephone call with K. Svihran and J. Pankrantz confirming all closing conditions satisfied; correspondence to Vendor and Purchaser enclosing Monitor's Certificate;	2.20	GBM
	Telephone call from and to P. Casey regarding status of closing;	0.20	LMW
	E-mail from and to P. Osborne regarding status of closing;	0.10	LMW
	Discuss status of closing with G. Moffat; e-mails with P. Casey regarding deposit monies;	0.20	LMW
	E-mails in respect of status of closing;	0.30	LMW
	Review Reasons of Wilton-Segal J.; e-mails in respect of success fee;	0.60	LMW
	E-mails in respect of closing;	0.10	LMW

E-mails with M. Sammon regarding release of the deposit; discuss same with G. Moffat; 0.20 LMW

Attend at court to file Monitor's Certificate, forward filed Certificate to Service List, letter to P. Osborne and deliver same; 0.80 AF

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Grant B. Moffat	13.30	\$650.00	8,645.00
Leanne M. Williams	31.30	\$525.00	16,432.50
Sara-Ann Wilson	1.40	\$300.00	420.00
AnnetteFournier(LawClerk)	1.00	\$250.00	250.00

TOTAL FEE HEREIN	\$25,747.50
GST on Fees	<u>\$1,287.38</u>

Total Fees and GST	\$27,034.88
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Disbursements:

Binding	\$15.72
Couriers	\$1,918.81
Facsimiles	\$0.25
Photocopies	\$148.00
Telephone	\$23.54

Total Taxable Disbursements	\$2,106.32
GST on Disbursements	\$105.32

Total Non-Taxable Disbursements	<u>\$0.00</u>
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Total Disbursements and GST	<u>\$2,211.64</u>
Total Fees, Disbursements & GST	<u>\$29,246.52</u>

OUR ACCOUNT HEREIN	\$29,246.52
Paid from funds in trust	<u>(\$29,246.52)</u>

BALANCE DUE AND OWING	NIL
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ThortonGroutFinnigan LLP

Per: Grant B. Moffat

GST No. 87042 1039RT
Matter No. 533-026

Invoice No. 22407
Date: Feb 23/10

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6.00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

**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

**SEVENTH BILL OF COSTS OF THE SOLICITORS TO THE
COURT-APPOINTED MONITOR**

For the period ending March 5, 2010

Feb-15-10	Correspondence to L. Williams regarding order approving distribution; review correspondence regarding Singh refusal to sign release; review correspondence regarding closing;	0.50	GBM
Feb-19-10	Telephone call J. Bunting regarding discharge of CRO;	0.20	GBM
	Telephone call with Wellington West representative regarding service of documents;	0.20	GBM
	Review correspondence regarding expansion of Monitors powers;	0.20	GBM
	Telephone call from Court office confirming motion; e-mails regarding same;	0.20	LMW
	E-mails in respect of threatened class action;	0.20	LMW
	Continue to draft Report; discuss CRA appointment with G. Moffat;	1.50	LMW
Feb-21-10	Continue to revise Court Report and draft Order;	1.90	LMW
Feb-22-10	Revise Sixth Report; meeting with L. Williams regarding same and claims process; review Vesting Order, Zylog APA and closing documents regarding same and post filing claims; telephone call with P. Casey regarding same; consider remaining issues to finalize estate;	4.40	GBM

	Telephone call with P. Casey; further revisions to Sixth Report;	1.50	GBM
	Discuss potential claims process and Sixth Report with G. Moffat;	0.50	LMW
	E-mails in respect of closing issues;	0.20	LMW
	E-mail from S. Svihran and e-mail to G. Moffat regarding closing documents;	0.20	LMW
Feb-23-10	Telephone call with P. Casey regarding Sixth Report;	0.20	GBM
	Telephone call with P. Casey; revise Sixth Report; consider necessary terms of Order for expansion of Monitor's powers;	1.40	GBM
	Meeting with L. Williams regarding same; review model receivership order; telephone call with P. Casey regarding same;	1.30	GBM
	Further revisions to Sixth Report; review regarding statement of receipts and disbursements; telephone calls to P. Casey regarding same;	1.70	GBM
	Telephone call with P. Casey; further revisions to Sixth Report; further revisions to draft Order; telephone call with P. Casey regarding Breakwall claims; revise report regarding same; further telephone call with P. Casey regarding form of Order and post-filing claims;	1.60	GBM
	Telephone call with P. Casey regarding order; revise same;	0.40	GBM
	Review and revise Sixth Report of the Monitor;	0.50	LMW
	Discuss relief to be sought to finalize estate with G. Moffat;	0.30	LMW
	Assist in preparation of Court material; telephone call from Commercial List office in respect of same; discuss materials with G. Moffat;	0.40	LMW
	Prepare Notice of Motion for motion returnable on February 26, 2010, compile exhibits to Sixth Report, finalize all materials for motion, serve Motion Record on service list via e-mail, prepare letter to Director, Business Corporations Act, prepare Affidavit of Service;	4.50	AF
Feb-24-10	Telephone call with V. deRose (Counsel to Brainhunter Inc. in Ottawa) regarding return of retainer; review Report regarding action against Brainhunter;	0.40	GBM
	Review Breakwall indemnity; review initial order regarding scope of administration charge; review Zylog sale agreement and acknowledgement delivered at closing regarding same; consider scope of indemnity and application to administration charge;	1.00	GBM
	Compile Motion Record for service by courier and filing, finalize Affidavit of Service, memo to court agent;	1.00	AF

Feb-25-10	Review correspondence from L. Pillon; telephone call with P. Casey regarding same; review Zylog sale agreement regarding terms of assumption of liabilities; correspondence to L. Pillon;	1.00	GBM
	Telephone call with P. Casey regarding statutory remittances; review correspondence regarding litigation claims;	0.40	GBM
	Review correspondence from L. Pillon regarding disclaimer of leases and approval of receipts and disbursement; telephone call with P. Casey regarding same; review email sent to Stikemans on February 17 enclosing receipts and disbursement; telephone call with P. Casey and A. Laiken; correspondence to L. Pillon;	0.90	GBM
	Further correspondence to and from L. Pillon regarding approval of receipts and disbursements; telephone call with A. Laiken regarding same; prepare submissions for Sixth Report motion;	1.60	GBM
	Review e-mails in respect of claims raised by investors;	0.20	LMW
Feb-26-10	Telephone call with L. Pillon regarding Sixth Report motion; telephone call with P. Casey; review Exhibit J; attend motion regarding Sixth Report; telephone call with P. Casey;	2.20	GBM
	Telephone call with J. Swartz; telephone call with OSC;	0.20	GBM
	Review correspondence regarding post-closing estate matters;	0.20	GBM
	Circulate Order of Justice Karakatsanis, obtain and circulate related endorsement;	0.20	AF
Mar-01-10	Review Breakwall agreement regarding termination; review and revise draft termination letter;	0.60	GBM
	Telephone call with OSC regarding cease trade order; telephone call with P. Casey regarding same;	0.30	GBM
	Review correspondence from OSC; review Initial Order and s. 11.1 of CCAA regarding request for cease trade order;	0.60	GBM
Mar-02-10	Telephone call with ██████████ regarding claim for unpaid wages;	0.20	GBM
	Review cost submissions of Zylog;	0.20	LMW
Mar-04-10	Correspondence to L. Pillon; review correspondence regarding noteholders cost submissions;	0.20	GBM
	Telephone call with P. Casey regarding estates administration issues;	0.30	GBM
Mar-05-10	Review correspondence regarding delisting BH Inc.; correspondence to L. Pillon; review initial order regarding same;	0.60	GBM

Review correspondence from P. Casey regarding dissolution of Brainhunter; review APA regarding sale of name; correspondence to P. Casey regarding same; 0.50 GBM

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Grant B. Moffat	24.80	\$650.00	16,120.00
Leanne M. Williams	6.30	\$525.00	3,307.50
Annette Fournier (Law Clerk)	5.70	\$250.00	1,425.00
TOTAL FEE HEREIN			\$20,852.50
GST on Fees			<u>\$1,042.63</u>
Total Fees and GST			\$21,895.13
<u>Disbursements:</u>			
Couriers			\$12.00
Fee for searches/registrations			\$27.00
Facsimiles			\$4.00
Photocopies			\$94.50
Telephone			\$3.36
Transportation			\$57.15
File Motion Record*			\$127.00
Total Taxable Disbursements			\$198.01
GST on Disbursements			\$9.90
Total Non-Taxable Disbursements			<u>\$127.00</u>
Total Disbursements and GST			<u>\$334.91</u>
Total Fees, Disbursements & GST			\$22,230.04
OUR ACCOUNT HEREIN			<u>\$22,230.04</u>

ThortonGroutFinnigan LLP

Per: Grant B. Moffat

GST No. 87042 1039RT
 Matter No. 533-026
 Invoice No. 22484
 Date: Mar 09/10

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6.00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

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

Court File No. 09-8482-00CL

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

**EIGHTH BILL OF COSTS OF THE SOLICITORS TO THE
COURT-APPOINTED MONITOR**

For the period ending March 31, 2010

Mar-08-10	Review correspondence regarding BH India; correspondence to P. Casey; review Vesting Order; review Fourth Report regarding same;	0.50	GBM
Mar-09-10	Review correspondence regarding employee claim; telephone call with OSC regarding delisting BH Inc.;	0.40	GBM
	Review and respond to emails regarding noteholder certificates;	0.20	SW
Mar-10-10	Review correspondence regarding Ottawa lease; review vesting order;	0.20	GBM
	Telephone call with OSC regarding cease trade order; review correspondence from OSC; review CCAA and Initial Order regarding same; correspondence to OSC regarding same; review correspondence regarding severance claim; review APA regarding assumption of liabilities by Zylog; review correspondence regarding assignment of lease; review assignment agreement and indemnity; telephone call with K. Su;	2.40	GBM
Mar-11-10	Review correspondence regarding deposit held by landlord; review set-off rights of landlord; correspondence to P. Casey regarding same;	0.60	GBM
	Letter to former contractor regarding claim against Brainhunter; correspondence to P. Casey regarding employment form; correspondence to A. Laiken regarding same;	0.60	GBM
	Review correspondence regarding wind-up of BH India; review approval order regarding same;	0.30	GBM
Mar-12-10	Telephone call with former employee [REDACTED] regarding claim against Brainhunter and tax credit required;	0.30	GBM
	Review correspondence regarding dissolution of BH India;	0.20	GBM

Mar-17-10	Review correspondence from Zylog solicitor regarding lease assignment; review scope of Monitor's powers regarding same; review correspondence from OSC regarding cease trade; review correspondence regarding BH India;	1.00	GBM
Mar-22-10	Review cease trade order; forward to P. Casey; review correspondence regarding transfer of Ottawa assets; telephone call with P. Casey regarding same; telephone call with A. Gibbons regarding lease assignment;	1.20	GBM
Mar-23-10	Telephone call with L. Pillon and P. Casey regarding procurement issues; review approval and vesting order and expansion of powers order regarding ability of Monitor to assist Zylog; telephone call with A-G solicitor (Jackie Dais) regarding Zylog issue; review Zylog agreement regarding same;	1.40	GBM
	Review assignment and assumption agreement regarding Elections Canada standing contracts; review Zylog APA regarding same; consider method of carrying out assignment;	0.90	GBM
Mar-24-10	Telephone call with L. Pillon regarding assignment of Crown contracts;	0.20	GBM
	Telephone call with former employee [REDACTED] regarding overseas tax credit; review correspondence regarding same;	0.80	GBM
	Consider method of winding up BH India; review correspondence regarding same;	0.60	GBM
	Telephone call and e-mail to Department of Justice, revise Service List and forward same to P. Casey for website;	0.50	AF
Mar-25-10	Conference call with L. Pillon and Federal Crown lawyers regarding assignment of certain contracts; correspondence to P. Casey regarding assignment agreement; review CBCA regarding same; correspondence to L. Pillon regarding booking court time; draft provision in assignment agreement limiting Monitor liability; draft order; telephone call with J. Bellissimo regarding Crown notice of appearance; review correspondence regarding dissolution of BH India; correspondence to P. Casey regarding assignment of Crown contracts and terms of order; telephone call with P. Casey regarding correspondence regarding AMF; review draft affidavit and notice of motion from Zylog; review revised assignment agreement; telephone call with L. Pillon regarding amendments to affidavit and assignment agreement;	6.30	GBM
	Prepare order for March 29th motion;	0.20	AF
Mar-26-10	Telephone call with P. Casey regarding indemnity in assignment agreement; correspondence to L. Pillon;	0.40	GBM
	Review revised order, affidavit and notice of motion; correspondence to P. Casey;	0.50	GBM
	Review correspondence regarding assignment agreement and revised materials; review revised assignment agreement and order; correspondence to P. Casey regarding same;	1.10	GBM
	Telephone call with [REDACTED] (former employee) regarding overseas tax credit;	0.20	GBM

	Review correspondence regarding BH India; telephone call with P. Casey;	0.20	GBM
Mar-29-10	Review motion materials; attend Chambers appointment before Wilton-Siegel, J.; correspondence to P. Casey regarding same; review OSC cease trade order;	1.30	GBM
	Review correspondence regarding assignment of Crown contracts;	0.20	GBM
Mar-30-10	Review correspondence from solicitor for Agriculture Canada; correspondence to solicitor for Agriculture Canada; review correspondence from solicitor for former employee; review arbitration reasons; correspondence to P. Casey regarding same;	1.80	GBM
	Review execution copies of assignment agreements; correspondence to P. Casey regarding same; review correspondence from solicitor for Agriculture Canada; review assignment agreements regarding same; review APA regarding assignment to third party;	1.20	GBM
Mar-31-10	Review correspondence regarding assignment of contracts; review correspondence regarding notice from Agriculture Canada;	0.50	GBM

<u>Lawyer</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Grant B. Moffat	25.30	\$650.00	16,445.00
Sara-Ann Wilson	0.20	\$300.00	60.00
Annette Fournier (Law Clerk)	0.70	\$250.00	175.00
TOTAL FEE HEREIN			\$16,680.00
GST on Fees			<u>\$834.00</u>
Total Fees and GST			\$17,514.00
<u>Disbursements:</u>			
Binding			\$1.89
Computer Research			\$1.09
Facsimiles			\$7.75
Photocopies			\$41.50
Transportation			\$59.05
Filed Factum, Brief of Authorities, 5th Report of the Monitor & Affidavit of Service			\$47.00
Rush - Filed Motion Record - Commercial List Office			\$47.00
Obtained Copy of Endorsement			\$27.00
Total Taxable Disbursements			\$232.28
GST on Disbursements			\$11.61
Total Non-Taxable Disbursements			<u>\$0.00</u>
Total Disbursements and GST			<u>\$243.89</u>
Total Fees, Disbursements & GST			\$17,757.89
OUR ACCOUNT HEREIN			<u>\$17,757.89</u>

ThortonGroutFinnigan LLP

Per: Grant B. Moffat

GST No. 87042 1039RT

Matter No. 533-026
Invoice No. 22548
Date: Apr 08/10

Terms: Payment due upon receipt. Any disbursements not posted to your account on the date of this statement will be billed later. In accordance with Section 35 of The Solicitor's Act, interest will be charged at the rate of 6:00 % per annum on unpaid fees, charges or disbursements calculated from a date that is one month after this Statement is delivered.

EXHIBIT "B"

Calculation of Average Hourly Billing Rates of
ThorntonGroutFinnigan LLP
for the period December 1, 2009 to March 31, 2010

Invoice No.	Fees	Disbursements	GST	Hours	Average Rate	Total
22176	\$ 60,805.00	\$ 1,309.61	\$ 3,099.88	101.0	\$ 602.03	\$ 65,214.49
22245	6,062.50	877.01	340.18	9.7	\$625.00	7,279.69
22301	51,445.00	187.88	2,581.64	87.4	588.62	54,214.52
22309	59,222.50	4,781.38	3,187.50	119.5	495.59	67,191.38
22364	46,749.85	3,504.30	2,434.25	90.9	514.30	52,688.40
22407	25,747.50	2,106.32	1,392.70	47.0	547.82	29,246.52
22484	20,852.50	325.01	1,052.53	36.8	566.64	22,230.04
22548	16,680.00	232.28	845.61	26.2	636.64	17,757.89
Totals:	\$287,564.85	\$13,323.79	\$14,934.29			<u>\$315,822.93</u>

EXHIBIT "C"

Billing Rates of ThorntonGroutFinnigan LLP

For the period December 1, 2009 to December 31, 2009

	<u>Rate</u>	<u>Year of Call</u>
Grant B. Moffat	\$625	1991
Sara-Ann Wilson	\$275	2008
Annette Fournier	\$225	Law Clerk
Alana Shepherd	\$200	Articling Student

For the period January 1, 2010 to March 31, 2010

	<u>Rate</u>	<u>Year of Call</u>
James H. Grout	\$825	1983
Grant B. Moffat	\$625	1991
Leanne M. Williams	\$525	1999
Sara-Ann Wilson	\$275	2008
Annette Fournier	\$225	Law Clerk
Alana Shepherd	\$200	Articling Student

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 1484558 ONTARIO INC.,
TREKLOGIC INC., 4386396 CANADA INC., 4386370 CANADA INC. AND PROTEC EMPLOYMENT SERVICES LIMITED

Court File No.: 09-8482-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceedings commenced at Toronto

AFFIDAVIT OF GRANT B. MOFFAT

Thornton GroutFinnigan LLP
Barristers and Solicitors
Suite 3200, P.O. Box 329
Canadian Pacific Tower
Toronto-Dominion Centre
Toronto, ON M5K 1K7

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E-mail: gmoffat@tgf.ca

Lawyers for Deloitte & Touche Inc.