

**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: STAY EXTENSION, BID PROCEDURES AND STALKING HORSE APA)**

The Applicants will make a motion to a Judge on December 8, 2009 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, if necessary, 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 and authorizing the sale process and auction (the "**Bid Process**") as described in the affidavit of Dennis Jewitt (to be sworn);
3. an Order approving 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 "**Purchasers**") and each of the Applicants, as vendors;
4. an Order approving and ratifying the Stalking Horse APA and the transactions contemplated therein, including, without limitation, the Break Fee (as defined in the Stalking Horse APA);
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 February 5, 2010; and
6. such further and other Orders as counsel may request and this Honourable Court may permit.

THE GROUNDS FOR THE MOTION ARE:

- (a) the Applicants operate one of the largest information technology and engineering staffing services and solution providers in Canada. The shares of the parent corporation, Brainhunter Inc., are listed for trading on the Toronto Stock Exchange;
- (b) the Applicants were granted protection under the *Companies' Creditors Arrangement Act* (the "**CCAA**") pursuant to the Initial Order;

- (c) these proceedings are premised on maintaining the Applicants' business as a going concern in order to be able to permit the Applicants to implement a Bid Process through which parties are able to submit bids to either sponsor a plan to restructure the Applicants or acquire their assets;
- (d) the Stalking Horse APA provides certainty to the Applicants' Clients, Contractors and employees that the business will continue;
- (e) the Bid Process provides for an orderly, efficient auction process;
- (f) the Stalking Horse APA is subject to higher or better offers replacing it;
- (g) the Bid Process will result in the maximum recovery for the Applicants' creditors;
- (h) execution of the auction pursuant to the Bid Process will be monitored by Deloitte & Touche Inc. in its capacity as the court appointed monitor in these proceedings;

Stay Extension

- (i) the current Stay Period as defined in the Initial Order expires on December 31, 2009;
- (j) the Bid Process contemplates an asset sale transaction be completed by no later than February 25, 2010;
- (k) Rules 3.02 and 37 of the Rules of Civil Procedure;
- (l) the provisions of the CCAA; and
- (m) 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 Affidavit of Dennis Jewitt sworn December 1, 2009 (previously filed);
- (ii) the Affidavit of Dennis Jewitt (to be sworn);
- (iii) the First Report of the Monitor, to be filed separately; and
- (iv) such further and other materials as counsel may advise and this Honourable Court may permit.

Date: December 3, 2009

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

Court File No. 09-8482-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE – COMMERCIAL LIST**

Proceeding Commenced at Toronto

**NOTICE OF MOTION
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