

Court File No.

**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

APPLICATION UNDER SECTION 18.6 OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

NOTICE OF APPLICATION

TO THE RESPONDENTS LISTED HEREIN:

A LEGAL PROCEEDING HAS BEEN COMMENCED by the Applicants.
The claim made by the Applicants appears on the following page.

THIS APPLICATION will come on for a hearing before a judge presiding
over the Commercial List on a date and time to be established by the Commercial List
Office, at 330 University Avenue, Toronto, Ontario.

IF YOU WISH TO OPPOSE THIS APPLICATION, to receive notice of
any step in the application or to be served with any documents in the application you
or an Ontario lawyer acting for you must forthwith prepare a notice of appearance in
Form 38C prescribed by the Rules of Civil Procedure, serve it on the Applicants'
lawyers or, where the Applicants do not have a lawyer, serve it on the Applicants, and
file it, with proof of service, in this court office, and you and your lawyer must appear
at the hearing.

IF YOU WISH TO PRESENT AFFIDAVIT OR OTHER DOCUMENTARY
EVIDENCE TO THE COURT OR TO EXAMINE OR CROSS-EXAMINE WITNESSES
ON THE APPLICATION, you or your lawyer must, in addition to serving your notice of
appearance, serve a copy of the evidence on the Applicants' lawyer or, where the
Applicants do not have a lawyer, serve it on the Applicants, and file it, with proof of
service, in the court office where the application is to be heard as soon as possible,
but not later than 2 p.m. on the day before the hearing.

IF YOU FAIL TO APPEAR AT THIS HEARING, JUDGMENT MAY BE GIVEN IN YOUR ABSENCE AND WITHOUT FURTHER NOTICE TO YOU.

IF YOU WISH TO OPPOSE this application but are unable to pay legal fees, legal aid may be available to you by contacting a local Legal Aid Office.

Date December 2, 2009

Issued by _____

Address of local office:
330 University Avenue
Toronto, Ontario

TO: THIS HONOURABLE COURT

APPLICATION

1. The Applicants make an application for an Order:
 - (a) abridging the time for, or dispensing with service, of this Notice of Application;
 - (b) declaring that the Applicants are companies to which the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c.C-36, as amended (the "**CCAA**") applies;
 - (c) appointing Deloitte & Touche Inc. (the "**Monitor**") as officer of this Court to monitor the assets, businesses and affairs of the Applicants;
 - (d) staying all proceedings taken or that might be taken in respect of the Applicants or the Monitor;
 - (e) for the relief set out in the draft Initial Order attached as Tab 3 to this Application Record; and
 - (f) for such further and other relief as this Honourable Court may deem just.
2. The grounds for the application 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 board of directors unanimously resolved that it is in the best interest of the Applicants to file for protection under the CCAA;
 - (c) the Applicants' business will fail absent court protection and the extension of debtor-in-possession financing, which the Applicants have secured contingent on Court approval of this Application. The only other

recourse for the Applicants would be to declare bankruptcy, a result that would be detrimental to the interests of the all of Applicants' stakeholders;

- (d) the estimated realizable value of the Applicants' assets on a consolidated basis is less than its liabilities and the Applicants do not have sufficient funds to pay their liabilities as they become due;
- (e) the Applicants seek court ordered protection to provide them with a stable operational environment so that they can maximize enterprise value by presenting to the Court for approval a plan that would allow parties to submit bids to either restructure the Applicants or acquire their assets;
- (f) the Applicants expect to submit a stalking horse bid to the Court for approval and to allow other parties to bid against the stalking horse bid in an auction. Such a process, if approved, will provide certainty to the Applicants' customers and suppliers that the business will continue and result in the maximum recovery for the Applicants' creditors;
- (g) the Applicants' first and second secured creditors, The Toronto Dominion Bank and Roynat Capital Inc. support this CCAA filing and the proposed bid process;
- (h) the claims against the Applicants exceed \$5,000,000, the Applicants have assets in Canada and the Applicants are companies to which the CCAA applies;

- (i) due to the urgency of the Application, it has not been possible to provide all interested parties with notice of the relief requested;
- (j) Rules 3.02, 14 and 38 of the *Rules of Civil Procedure* and the urgency associated with obtaining a stay of proceedings under the CCAA;
- (k) the provisions of the CCAA; and
- (l) such other grounds as counsel may advise and this Honourable Court may permit.

3. The following documentary evidence will be used at the hearing of the application:

- (a) the Affidavit of Dennis Jewitt sworn December 1, 2009 and the Exhibits referred to therein; and
- (b) the Consent of Deloitte & Touche Inc. to act as Monitor;
- (c) the pre-filing report of Deloitte & Touche Inc., in its capacity as proposed Monitor in these proceedings, dated December 1, 2009, filed separately; and
- (d) such further and other material as counsel may advise and this Honourable Court may permit.

December 1, 2009

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Lawyers for the Applicants

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AND IN THE MATTER of a Plan of Compromise or Arrangement of Brainhunter Inc. et al.

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Proceeding Commenced at Toronto

NOTICE OF APPLICATION

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