

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

THE HONOURABLE MADAM) THURSDAY THE 29th DAY
)
JUSTICE PEPALL) OF APRIL, 2010

IN THE MATTER OF THE *COMPANIES' CREDITORS*
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS
AMENDED



AND IN THE MATTER OF A PLAN OF COMPROMISE
OR ARRANGEMENT OF 1484558 ONTARIO INC.,
TREKLOGIC INC., 4386396 CANADA INC., 4386370
CANADA INC. and PROTEC EMPLOYMENT
SERVICES LIMITED

APPLICANTS

ORDER

THIS MOTION, made by 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 "**Applicants**") for the relief set out in the Notice of Motion dated April 26, 2010 was heard this day at 330 University Avenue, Toronto, Ontario.

UPON READING the Seventh Report of the Monitor dated April 26, 2010 (the "Report"), and upon hearing the submissions from the Monitor's counsel, and counsel for Zylog Systems (Canada) Ltd. and Zylog Systems (India) Limited, no one else appearing although service was properly made upon the Service List:

1. **THIS COURT ORDERS** that the time for service and filing of the Notice of Motion and the materials therein be and is hereby abridged, if necessary, and that all parties requiring notice of this Motion have been duly served with notice thereof, and that the service including

the form, manner and time thereof be and is hereby validated, and that further service thereof be and is hereby dispensed with.

2. **THIS COURT ORDERS** that the Report and the activities of the Monitor as more particularly described in the Report are hereby ratified and approved.

3. **THIS COURT ORDERS** that capitalized terms not otherwise defined in this Order shall have the meanings ascribed thereto in the Report.

4. **THIS COURT ORDERS** that the Monitor's Statement of Receipts Disbursements for each of the Escrow Fund and CCAA Fund for the period February 18, 2010 to April 23, 2010, attached as Exhibits "H" and "L" respectively to the Report, be and they are hereby approved.

5. **THIS COURT ORDERS** that the Monitor's Cash Flow Forecast for the period April 24, 2010 to June 30, 2010, attached as part of Exhibit "L" to the Report, be and it is hereby approved.

6. **THIS COURT ORDERS** that the fees and disbursements of the Monitor and its legal counsel, as set out in the Report and the Casey Affidavit and Moffat Affidavit attached as exhibits thereto, are hereby authorized and approved.

7. **THIS COURT ORDERS** that the Monitor be and it is hereby authorized to pay its fees and disbursements and the fees and disbursements of its legal counsel and agents in the amounts set out in the Report.

8. **THIS COURT ORDERS** that the conveyance of the Siolink Shares to Stanley Yu ("Siolink Purchaser") as set out in the Bill of Sale attached as Exhibit "I" to the Report is hereby approved.

9. **THIS COURT ORDERS** that in accordance with the Order of this Honourable Court dated February 26, 2010, the Monitor is hereby authorized for and in the name of 1484558 Ontario Inc. to execute the Bill of Sale attached as Exhibit "I" to the Report, together with any amendments thereto deemed necessary by the Monitor, as well as any other documents

("Ancillary Documents") deemed necessary by the Monitor to assign to the Siolink Purchaser all of the right, title and interest of 1484558 Ontario Inc. in and to the Siolink Shares.

10. **THIS COURT ORDERS** that, in addition to the rights and protections afforded the Monitor under the CCAA or as an officer of this Court, the Monitor shall incur no liability or obligation as a result of executing the Bill of Sale or any Ancillary Documents for and in the name of 1484558 Ontario Inc. or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded the Monitor by the CCAA or any applicable legislation.

11. **THIS COURT ORDERS AND DECLARES** that nothing in this Order shall constitute or be deemed to constitute the Monitor as a receiver, assignee, liquidator, administrator, receiver-manager, agent of the creditors or legal representative of any of the Applicants within the meaning of any relevant legislation.

Stay Period

12. **THIS COURT ORDERS** that the Stay Period, as defined in paragraph 14 of the Initial Order, be extended to and including June 30, 2010.

13. **THIS COURT ORDERS** that the costs of the Monitor in preparation of this motion and of these proceedings, up to and including the hearing of this motion and the entry of this Order (including applicable goods and services tax), be paid to the Monitor from the estate herein, subject to taxation of such accounts by this Court.

14. **THIS COURT ORDERS** that any interested party may apply to this Court to vary or amend this Order on not less than seven (7) days' notice to the Monitor and to any other party likely to be affected by the order sought or upon such other notice, if any, as this Court may order.

15. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Monitor and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully

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 1484458 ONTARIO INC., TREKLOGIC INC., 4386396
CANADA INC., 4386370 CANADA INC., and PROTEC EMPLOYMENT SERVICES LIMITED

Applicants

Court File No.: 09-8482-00CL

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

Proceedings commenced at **Toronto**

ORDER

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

Grant B. Moffat (LSUC#32380L)
Tel: 416-304-0599
Fax: 416-304-1313

Lawyers for Deloitte & Touche Inc., in its capacity as
Monitor of the Applicants.