

**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 PRISZM INCOME FUND, PRISZM CANADIAN OPERATING TRUST,  
PRISZM INC. AND KIT FINANCE INC.

(the "Applicants")

**MONITOR'S CERTIFICATE  
(Re Sale to 1844440 Ontario Inc.)**

**RECITALS:**

A. Pursuant to an Order of the Honourable Mr. Justice Morawetz of the Ontario Superior Court of Justice (Commercial List) (the "**Court**") dated March 31, 2011, FTI Consulting Canada Inc. was appointed as the monitor (the "**Monitor**") of, *inter alia*, Prizm LP (the "**Vendor**").

B. Pursuant to an Order of the Court dated September 14, 2011, the Court approved the asset purchase agreement dated September 7, 2011 (the "**184 APA**") between the Vendor, Prizm Inc. and 1844440 Ontario Inc. (the "**184 Purchaser**") and provided for the vesting in the 184 Purchaser of the Vendor's right, title and interest in and to the Purchased Assets, which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Monitor to the 184 Purchaser of a certificate certifying: (a) receipt of the Purchase Price by the Monitor; and (b) receipt of confirmation from the Vendor and the 184 Purchaser that the conditions to Closing as set out in section 5 of the

184 APA have been satisfied or waived by the Vendor and the 184 Purchaser, as applicable.

C. Unless otherwise indicated herein, defined terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the 184 APA.

**THE MONITOR CERTIFIES** the following:


1. The Monitor has received the Purchase Price for the Purchased Assets pursuant to the 184 APA;
2. The condition to Closing set out in section 5 of the 184 APA has been satisfied;  
and
3. This Certificate was delivered by the Monitor to the 184 Purchaser at 7:40p.m. on the 19<sup>th</sup> day of September, 2011.

*[Remainder of Page Intentionally Left Blank]*

DATED at Toronto, Ontario this 19<sup>th</sup> day of September, 2011.

**FTI CONSULTING CANADA INC., in its capacity as the Court-appointed Monitor of Prizm Income Fund, Prizm Canadian Operating Trust, Prizm Inc. and Kit Finance Inc. and not in its personal capacity**

Per:

 on behalf of

Name: Nigel D. Meakin

Title: Senior Managing Director

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

Court File No: CV-11-9159-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF PRISZM  
INCOME FUND, PRISZM CANADIAN OPERATING TRUST, PRISZM INC. AND KIT  
FINANCE INC.

ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

Proceeding commenced at Toronto

MONITOR'S CERTIFICATE  
(RE SALE TO 1844440 ONTARIO INC.)

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