

**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 FMI Atlantic Inc. #1)**

**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*, Priszm LP (the "**Vendor**").

B. Pursuant to an Order of the Court dated September 14, 2011, the Court approved the asset purchase agreement dated July 29, 2011, as amended (the "**FMI Agreement**") between the Vendor, Priszm Inc., FMI Atlantic Inc., as purchaser (the "**Purchaser**"), and FMI Ontario Inc., as guarantor, and provided for the vesting in the 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 Purchaser of a certificate certifying: (a) receipt of the Deposit and the balance of the Purchase Price by the Monitor; and (b) receipt of confirmation from the Vendor and the

Purchaser that the conditions to Closing as set out in section 15 of the FMI Agreement have been satisfied or waived by the Vendor and the 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 FMI Agreement.

**THE MONITOR CERTIFIES** the following:

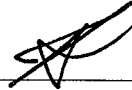
1. The Monitor has received the Deposit and the balance of the Purchase Price for the Purchased Assets payable on the Closing Date pursuant to the FMI Agreement;
2. The Monitor has received confirmation from the Vendor and the Purchaser that the conditions to Closing as set out in section 15 of the FMI Agreement have been satisfied or waived by the Vendor and the Purchaser, as applicable; and
3. This Certificate was delivered by the Monitor to the Purchaser at 4:50 p.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  
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Proceeding commenced at Toronto

MONITOR'S CERTIFICATE  
(RE SALE TO FMI ATLANTIC INC. #1)

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