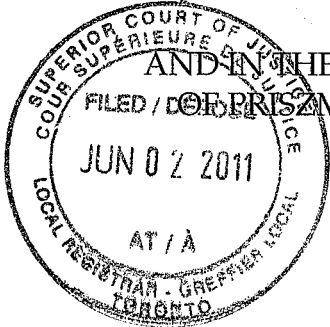


ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

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

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 May 30, 2011, the Court approved the amended and restated asset purchase agreement dated May 17, 2011 (the "Soul Agreement") between the Vendor, Priszm Inc. and Soul Restaurants Canada Inc. (formerly 7716443 Canada Inc.) (the "Purchaser") 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

Soul 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 Soul 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 Soul 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 Soul Agreement have been satisfied or waived by the Vendor and the Purchaser, as applicable.
3. This Certificate was delivered by the Monitor to the Purchaser at 9:40 a.m. on June 1, 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:



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 Prizm Income Fund, Prizm Canadian Operating Trust, Prizm Inc. and Kit Finance Inc.

Ontario
**SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

Proceeding commenced at Toronto

MONITOR'S CERTIFICATE

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Lawyers for the Monitor, FTI Consulting Canada Inc.