

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  
FIRSTONSITE G.P. INC.

Applicant

MONITOR'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Justice Newbould of the Ontario Superior Court of Justice (the "**Court**") dated April 21, 2016, FTI Consulting Canada Inc. was appointed as the monitor (the "**Monitor**") of FirstOnSite G.P. Inc. and FirstOnSite Restoration L.P. (collectively, the "**Vendors**") in respect of these CCAA Proceedings.

B. Pursuant to an Order of the Court dated May 9, 2016 (as amended, the "**Approval and Vesting Order**"), the Court, among other things, (a) approved the sale transaction contemplated by the agreement of purchase and sale made as of April 20, 2016 (the "**Sale Agreement**") between the Vendors and 3297167 Nova Scotia Limited (the "**Purchaser**"); (b) provided for the vesting in the Purchaser of the Vendors' right, title and interest in and to the Purchased Assets (other than the Quebec Contracts), which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Monitor to the Purchaser of a certificate confirming: (i) the Monitor has received the Closing Cash Payment to be delivered to it in accordance with Section 3.2(b) of the Sale Agreement; and (ii) that the conditions to Closing under the Sale Agreement have been satisfied or waived by the Vendors and the Purchaser (as applicable); and (c) provided that all Claims and Encumbrances (other than the Quebec Contracts Charge) would be expunged and discharged against the Quebec Contracts upon the delivery by the Monitor of the same such certificate.

C. Pursuant to the Approval and Vesting Order, the Monitor may rely on written notice from the Vendors and the Purchaser regarding fulfillment of conditions to closing under the Sale Agreement.

D. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement and the Approval and Vesting Order.

**THE MONITOR CERTIFIES** the following:

1. The Vendors and the Purchaser have each delivered written notice to the Monitor that all applicable conditions under the Sale Agreement have been satisfied and/or waived, as applicable.
2. The Monitor has received that portion of the Closing Cash Payment to be delivered to it in accordance with Section 3.2(b) of the Sale Agreement.
3. This Certificate was delivered by the Monitor at 5:35 p.m. on June 1, 2016.

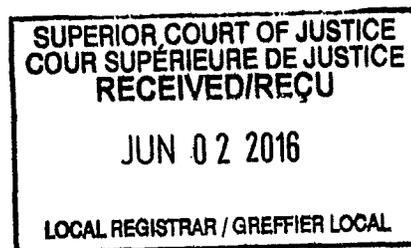
**FTI Consulting Canada Inc., in its capacity as  
Monitor of the Vendors, and not in its  
personal or corporate capacity**

Per:



Name: Paul Bishop

Title: Senior Managing Director



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Court File No: CV-16-11358-00CL

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SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**MONITOR'S CERTIFICATE**

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