

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

IN THE MATTER OF AN APPLICATION PURSUANT TO  
SECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY*  
*ACT*, R.S.C. 1985, c. B-3, AS AMENDED

BETWEEN:

**THE PRUDENTIAL INSURANCE COMPANY OF AMERICA, PRUCO LIFE  
INSURANCE COMPANY AND PRUDENTIAL RETIREMENT INSURANCE AND  
ANNUITY COMPANY**

Applicants

– and –

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

Respondents

**RECEIVER'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 Prizm Income Fund, Prizm Canadian Operating Trust, Prizm Inc. and Kit Finance Inc. (collectively, the “**CCAA Applicants**”, and together with Prizm LP (the “**Vendor**”), the “**Prizm Entities**”).

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 #1**”) between the Vendor, Prizm Inc., FMI Atlantic Inc., as purchaser (the “**Purchaser**”), and FMI Ontario Inc., as guarantor (the “**Guarantor**”), and provided for the vesting in the Purchaser of the Vendor’s right, title and interest in and to the Purchased Assets (as defined in the FMI Agreement #1), effective upon the filing of a Monitor’s certificate with the Court (the “**Monitor’s Certificate #1**”).

C. Pursuant to an Order of the Court dated September 14, 2011, the Court approved the asset purchase agreement dated August 23, 2011 (the “**FMI Agreement #2**”) between the Vendor, Prizm Inc., the Purchaser and the Guarantor, and provided for the vesting in the Purchaser of the Vendor’s right, title and interest in and to the Purchased Assets (as defined in the FMI Agreement #2), effective upon the filing of a Monitor’s certificate with the Court (the “**Monitor’s Certificate #2**”, and together with the Monitor’s Certificate #1, the “**Monitor’s Certificates**”).

D. Pursuant to an Order of the Court dated September 14, 2011, the Court provided for, *inter alia*, the termination of the proceedings of the CCAA Applicants under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended, effective at 12:01 a.m. on the business day after the Monitor’s filing with the Court of the Monitor’s Certificates.

E. Pursuant to an Order of the Court dated September 14, 2011, the Court provided for, *inter alia*, the appointment of RSM Richter Inc. (“**RSM Richter**”) as receiver (the “**Receiver**”) of the assets, undertakings and properties of the Prizm Entities, effective at 12:01 a.m. on the business

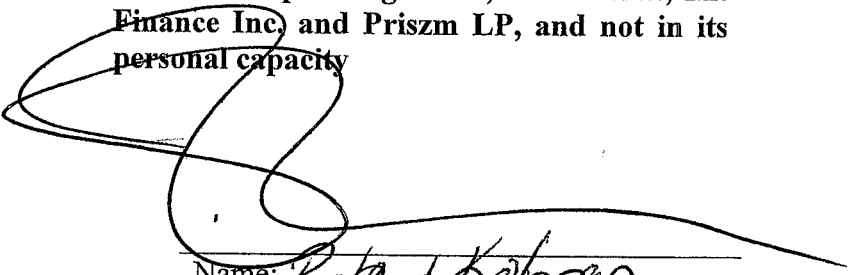
day after the filing of a certificate by RSM Richter certifying that the Monitor's Certificates have been filed with the Court.

**RSM RICHTER CERTIFIES** that the Monitor's Certificates have been filed by the Monitor with the Court.

*[Remainder of Page Intentionally Left Blank]*

DATED at Toronto, Ontario this 20<sup>th</sup> day of September, 2011.

**RSM RICHTER INC., in its capacity as receiver of Prizm Income Fund, Prizm Canadian Operating Trust, Prizm Inc., Kit Finance Inc. and Prizm LP, and not in its personal capacity**



Name: Robert Kohran

Title: Co-President

IN THE MATTER OF AN APPLICATION PURSUANT TO SECTION 243(1) OF THE *BANKRUPTCY AND INSOLVENCY ACT*, R.S.C. 1985, c. B-3, AS AMENDED

Court File No.: CV-11-9375-00CL

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA, PRUCO LIFE INSURANCE COMPANY AND PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

Applicants

- and -

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

Respondents

*ONTARIO*  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

Proceeding commenced at Toronto

RECEIVER'S CERTIFICATE

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Lawyers for the Receiver, RSM Richter Inc.

