

**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 MICROFORUM INC.**

**APPLICATION UNDER THE *COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36***

MONITOR'S CERTIFICATE

WHEREAS:

A. On January 29, 2002, Microforum Inc. (the "Applicant") brought an Application under the *Companies' Creditors Arrangement Act* (the "CCAA"), seeking protection from its creditors and leave to file a proposal or a plan of compromise or arrangement.

B. An Order was granted in the CCAA proceedings on January 29, 2002, which, amongst other things, appointed Ernst & Young Inc. as the court-appointed Monitor (the "Monitor") with the responsibilities set out therein.

C. A Plan of Compromise or Arrangement (together with the Amendment to the Plan of Compromise or Arrangement dated June 25, 2002, the "Plan") was filed with the Court on June 5, 2002 and delivered to the Applicant's Creditors in accordance with the Meetings Order of the same date.

D. Meetings of the Applicant's Affected Unsecured Creditors and the Applicant's Affected Secured Creditors were convened on June 25, 2002, and the Plan was approved in conformity with Section 6 of the CCAA.

E. On July 12, 2002 an Order was granted approving and sanctioning the Plan, pursuant to Section 6 of the CCAA. The Order also provided for the implementation of the Plan.


NOW THEREFORE THE UNDERSIGNED HEREBY CERTIFIES THE FOLLOWING:

1. All of the conditions precedent to implementation of the Plan set out in Sections 8.6 (the "Conditions Precedent") of the Plan, other than the effectiveness of agreements or satisfaction of conditions precedent contained in those agreements that are dependent on the occurrence of the Effective Date, have been satisfied, fulfilled or waived.
2. The implementation of the Plan has been completed to the satisfaction of the Monitor.

MADE at Toronto this 6 day of August, 2002.

Ernst & Young Inc., in its capacity as the Monitor of Microforum and not in its personal or corporate capacity

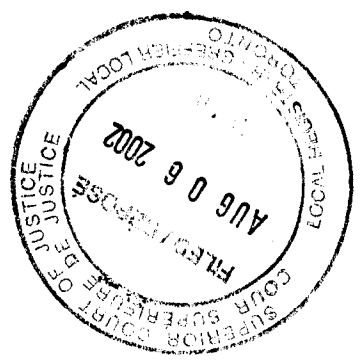
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**IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
C. 1985, c.C-36
AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
MICROFORUM INC.**

Court File No:02-CL-4394

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
Proceeding commenced at TORONTO**



MONITOR'S CERTIFICATE

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