

**Members and Mandate of the
Conflict Oversight and Litigation Committee
(the “Committee”)
November 17, 2011**

The General Partner thanks all 15 Limited Partners who expressed their interest in acting on the Committee. We carefully considered those expressions of interest and made a selection in an effort to best reflect the diversity of all the Limited Partners. Accordingly, we contacted the short-listed Limited Partners and explained their role and involvement as Committee members, should they wish to accept our invitation.

- The Committee has now been formed, with the following members:
 - David Goldsmith, Montreal, Quebec
 - Samuel Sorbara, Guelph, ON, and
 - Michael S. Ryan, Halifax, NS.

- A brief CV for each Committee member is posted below.

- The primary Mandate of the Committee is to oversee all relevant matters regarding the conduct of the tax dispute, with a particular focus on avoiding the appearance of any conflicts of interest of the General Partner.

- David Davies of Thorsteinssons LLP in Vancouver will arrange for quarterly conference calls with the Committee members and a (or several) representative(s) of the General Partner to provide updates on the status of the Tax Dispute and his dealings with CRA. His updates will also be posted on this web-site in summary format.

- Prior to those quarterly conference calls, David Davies will provide an agenda and any relevant materials to the Committee members in order to make the update sessions more efficient and useful. At the calls, Committee members may raise any concerns, pose questions, and make suggestions to the General Partner and/or its counsel regarding the conduct of the litigation and any potential conflict of interest matters. All such matters will be considered by the General Partner and its counsel. In the event of concerns of a serious nature, the General Partner may obtain such independent advice as may seem prudent before making its decision.

- In addition to the quarterly sessions with counsel, the Committee members are invited to bring any questions or concerns about the litigation proceedings or any concerns of conflict of interest to the General Partner’s attention at any time, and the General Partner will address them. **However, the Committee members cannot advise or direct any decisions by the General Partner (on behalf of the Partnership), as to do so would jeopardize their limited liability status.**

- All Limited Partners are, as ever, able to pose questions, seek information, or express concerns to the General Partner, and it will address those matters to the best of its ability. To the extent that any such responses are of a generally applicable nature and are in writing, the General Partner will (1) copy the Committee members with them to ensure the Committee stays informed in that respect, and (2) add the information in a Q&A format on this web-site.

- There is no payment to Committee members for their involvement. Should they incur costs in respect of the Committee (such as facsimile transmission or long distance telephone charges), they may submit reimbursement requests with supporting documentation to the General Partner for payment. Committee members are welcome to attend the quarterly update sessions in person, in which case they are responsible for their own travel expenses.
- **The first update session is expected to take place soon.** Committee Members will shortly be contacted in this regard and details will be posted on this web-site in due course.

Brief Curriculum Vitae for Committee Members

David Goldsmith, P.Eng., ICD.D., Montreal, Quebec

Mr. Goldsmith is a bilingual Chief Executive and corporate director with experience in both industry and electricity markets (including utilities and regulation). He is experienced at an international level in steel trade issues, energy and environmental management. He represented Ontario industry in general on a government committee appointed to design an electricity market for Ontario. He is currently the principal of David Goldsmith Consulting, specializing in business management and international trade.

Samuel Sorbara, B.A., LL.B. Guelph, ON

Mr. Sorbara is a lawyer with a B.A. in Economics received from the University of Guelph in 1975 and a law degree received from the University of Ottawa in 1978. He is the founding partner and managing partner of Sorbara Law and restricts his practice to corporate and commercial matters, concentrating on the purchase and sale of businesses, corporate finance and reorganizations, and publishing law. He founded the Waterloo-based publishing company Loon in Balloon Inc., which provides an opportunity for new authors to get their novels published.

Michael S. Ryan, Q.C., B.Sc., LL.B., LL.M., Halifax, NS.

Mr. Ryan, Q.C. is a civil trial counsel with the Halifax office of Cox & Palmer. He was admitted to the Nova Scotia Bar in 1970 and has focused mainly on Corporate and Commercial, Insurance, Construction, Securities, Admiralty, Mediation and Professional Liability matters. He was appointed Queen's Counsel in 1986. Mr. Ryan has acted as chief and co-counsel to federal boards of inquiry on maritime casualties, represents and acts against lawyers, accountants, engineers, and architects on liability claims, and is a senior litigator.