

This is Exhibit "D" referred to in the affidavit
of Terry Chapman sworn before me,
this 4th day of December, 2006



A COMMISSIONER FOR TAKING AFFIDAVITS

MARGARET R. SIMS

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT
ACT, R.S.C. 1985,
c.C-36, AS AMENDED

AND IN THE MATTER OF A PROPOSED PLAN OF COMPROMISE OF
ARRANGEMENT WITH RESPECT TO 3791351 CANADA INC.
CARRYING ON BUSINESS AS "CU-CONNECT" (The "Applicant")

Court File No: 06-CL-6746

ONTARIO
SUPERIOR COURT OF JUSTICE

Proceeding commenced at Toronto

AFFIDAVIT OF T. CHAPMAN
(SWORN DECEMBER 4, 2006)

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