

**This is Exhibit "D" referred to in the affidavit  
of Terry Chapman sworn before me,  
this 8th day of February, 2007**

  
A COMMISSIONER FOR TAKING AFFIDAVITS

MARGARET R. SIMS

**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 PROPOSED PLAN OF COMPROMISE OR  
ARRANGEMENT WITH RESPECT TO 3791351 CANADA INC.  
CARRYING ON BUSINESS AS "CU-CONNECT"

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**CLOSING CERTIFICATE**

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**RE:** Asset Purchase Agreement, dated January 9, 2007, between 3791351 Canada Inc., carrying on business as "CU-Connect" as vendor and Threshold Financial Technologies Inc. as purchaser (the "Agreement")

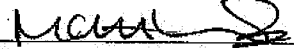
Each of the undersigned hereby certifies for purposes of the Sale Approval and Vesting Order made the 22nd day of January, 2007 under Court File No. 06-CL-6746 (in the matter of 3791351 Canada Inc.) that all of the conditions of closing contemplated in the above noted Agreement for the benefit of each of the undersigned have been waived or satisfied and that the transaction contemplated in the Agreement has closed. This Certificate is only valid if signed by each of the undersigned.

**DATED** at Toronto, Ontario, this 31<sup>st</sup> day of January, 2007.

3791351 Canada Inc., carrying on business  
as "CU-Connect"

Per:   
(Authorized Signing Officer)

Threshold Financial Technologies Inc.

Per:   
(Authorized Signing Officer)

