

*Compenso Communications Inc.*

GOVERNMENT RELATIONS &amp; COMMUNICATIONS

*"Bringing People Together"*

# Memo

**Date:** April 20, 2011  
**To:** Brian Bentz, President & CEO  
**From:** Paul Bonwick  
**RE:** Compenso Communications Engagement

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CONFIDENTIAL: THIS BRIEFING CONTAINS COMMERCIALY SENSITIVE INFORMATION AND MUST BE TREATED ACCORDINGLY.

Brian:

I wanted to put some thoughts to paper for your consideration and that of your Audit Committee.

First of all, I want to once again thank you for providing the opportunity to discuss our potential relationship with your Audit Committee. I was extremely pleased and humbled that your Committee added value in establishing a relationship between Compenso Communications Inc. and Powerstream. It should go without saying that I would be very proud to have an affiliation with your company. There is no doubt in my mind that the future will present some very exciting opportunities for both our companies.

On the matter related specifically to optics concerning Collus and the Town of Collingwood I would like to share my thoughts and recommendations. The position the Audit Committee has taken on this matter clearly reflects the reputation Powerstream has earned since its inception. Transparency, integrity and unreserved commitment to the shareholders and the reputation of Powerstream continue to be their number one priority.

It is in keeping with this direction I would recommend the following actions. Subject to the approval of the terms and conditions in an agreement between Powerstream and Compenso, I would propose we agree to create an approach in addressing the perceived issue of optics. If the RFP scenario unfolds I would propose we request a meeting with the following people in attendance: Ed Houghton, President and CEO Collus; Dean Muncaster, Chairman of the Board of Collus; Kim Wingrove, CAO Town of Collingwood; Mayor Sandra Cooper; Deputy Mayor Rick Lloyd, Budget Chair; and Sara Almas, Clerk. The sole purpose of this meeting is to provide full disclosure to the officials of Collus and the Town of Collingwood related to my business activities and relationship with Powerstream and to seek their input as it relates directly to my engagement. I'm confident that if we take this approach the Audit Committee should have the reassurance that they require to be able to move forward in a positive and progressive manner.

In reality, if Compenso is engaged in any manner with Powerstream, the concern of optics still exists unless we move to full disclosure as previously identified. I do not believe that the Audit Committee's concern would be alleviated if I was engaged by Powerstream to provide ongoing services in other areas while not actively participating on the Collus file.

I must reiterate and once again emphasize the importance of Powerstream securing an arrangement with Collus should the Municipality decide to move forward with an RFP. As a recognized leader in the south central Ontario LDC Market and more specifically the C.H.E.C. Group, the Collus acquisition will provide the staging ground to approach several other smaller rural LDCs.

I fully appreciate your busy schedule and recognize the time and energy that you are giving to ensure that we establish a positive relationship whereby all parties are fully engaged and supportive. For this I am deeply indebted.

It is this same approach that we will take to secure Powerstream's success!

Kind Regards,

Paul