

## **Crown Hill Capital Corporation Announces Unitholder Approval of Sustainable Production Energy Trust Reorganization and Merger with Energy Plus Income Trust**

**TORONTO: August 30, 2010 /CNW/** – Crown Hill Capital Corporation the administrative agent (the “**Administrative Agent**”) for Energy Plus Income Trust (TSX: EPF.UN) (“**Energy**”), Sustainable Production Energy Trust (TSX: SPU.UN) (“**Sustainable**”) and CGF Resource 2008 Flow Through Limited Partnership (“**CGF**”, CGF and Energy the “**Merging Funds**”) is pleased to announce that today the unitholders of Sustainable have approved the reorganization of Sustainable including, among other things, the merger with one or both of Energy and CGF with Sustainable (the “**Merger**”). Following the reorganization, the continuing entity will be named Energy Income Fund (the “**Continuing Fund**”).

The CGF unitholder meeting to approve the Merger will be held on September 28, 2010. Should the CGF unitholders not approve the Merger then the Merger will proceed as the merger of Energy and Sustainable, subject to the receipt of all necessary regulatory approvals.

With respect to Energy, the Merger will be effected in accordance with the “Permitted Merger” provisions in Energy’s amended and restated declaration of trust restated October 12, 2005 (the “**Energy Declaration of Trust**”).

The effective date of the Merger is expected to occur on or about October 4, 2010, or such other date determined by the Administrative Agent (the “**Effective Date**”). The Administrative Agent may also choose to merge each of the Merging Funds on separate dates. In the event that the Merging Funds are merged in to the Continuing Fund on separate dates, the Effective Date shall be the earlier of the separate dates on which a merger of either the Merging Funds takes place.

### The Reorganization

#### *Amendments to Sustainable Declaration of Trust*

Prior to the Effective Date, the declaration of trust of Sustainable dated August 29, 2005 (the “**Sustainable Declaration of Trust**”) will be amended to:

- (i) reflect the investment objectives, strategies and restrictions of the Continuing Fund. The investment objectives, strategies and restrictions of the Continuing Fund will be those of Energy;
- (ii) create an annual redemption right exercisable by unitholders of the Continuing Fund in substitution for the existing redemption features of Sustainable commencing in November 2011 pursuant to which the Continuing Fund will retire up to 10% of the public float of units of the Continuing Fund through such annual redemption combined with market purchases pursuant to the proposed on-going normal course issuer bid;
- (iii) replace the mandatory market purchase program with a normal course issuer bid procedure;
- (iv) govern the Continuing Fund under the laws of the Province of Ontario;
- (v) amend the matters that require unitholder approval;

- (vi) convert the role and responsibilities of the administrator under the Sustainable Declaration of Trust to that of a manager of the Continuing Fund;
- (vii) remove the administrative fee equal to 1.10% of average net asset value of Sustainable and introduce a management fee equal to 0.70% of average net asset value of the Continuing Fund and an investment management fee paid directly by the Continuing Fund to the investment manager (the fee currently paid by the administrator to the investment manager is 0.40% of the average net asset value of Sustainable); and
- (viii) terminate 2223785 Ontario Inc. as administrator of Sustainable and the appointment of Crown Hill Capital Corporation as the manager and trustee of the Continuing Fund (the “**Manager**”).

### *Merger Mechanics*

The net asset value of the portfolio of Sustainable and the Merging Funds will be determined on the Effective Date in accordance with the amended Sustainable Declaration of Trust, Energy Declaration of Trust and amended and restated limited partnership agreement of CGF made as of August 29, 2008, as applicable. Sustainable will acquire the investment portfolios and assets of the Merging Funds on the Effective Date (or, in the event that the mergers of each of the Merging Funds take place on separate dates, on each of those separate dates) and will not assume any liabilities of the Merging Funds, which will retain sufficient assets to satisfy estimated liabilities, if any. Each of the Merging Funds will receive units of the Continuing Fund with an aggregate net asset value equal to the respective value of the portfolio assets and other assets that the Continuing Fund will be acquiring from the Merging Fund as at the close of business on the business day immediately prior to the Effective Date (or, in the event that the mergers of each of the Merging Funds take place on separate dates, at the close of business of each of the business days prior to each of those separate dates). No fractional units of the Continuing Fund will be issued and all fractions will be rounded down to the nearest whole number. Upon receipt of units of the Continuing Fund, the Merging Funds will distribute the units of the Continuing Fund received to their unitholders in exchange for the units of the Merging Funds. Each unitholder will receive units of the Continuing Fund equal in value to the net asset value of his or her units of the Merging Fund as of the close of business on the business day immediately prior to the Effective Date (or, in the event that the mergers of each of the Merging Funds take place on separate dates, at the close of business of each of the business days prior to each of those separate dates). No fractional units of the Continuing Fund will be issued and all fractions will be rounded down to the nearest whole number. The exchange ratio will be announced by the manager of the Continuing Fund in a subsequent press release.

### Cash Alternative

Unitholders who do not wish to remain unitholders of the Continuing Fund may have their units redeemed for an amount in cash equal to 100% of the net asset value per unit of their units of the Continuing Fund determined on the close of business on the Effective Date (the “**Cash Alternative**”). In order to receive the Cash Alternative, unitholders of Energy must ensure that their request for redemption of the units of the Continuing Fund are received by no later of the close of business on Monday, September 27, 2010. Please note that if you exercise the right to receive the Cash Alternative you are not obliged to exercise such right in respect of all units of the Continuing Fund that you own.

Payment in respect of the Cash Alternative will be made as soon as practically possible and in any event no later than one week after the Effective Date, on a business day to be determined by the Manager and

announced by a press release. The Continuing Fund will pay interest calculated at the prime rate on all amounts payable to Unitholders redeeming pursuant to the Cash Alternative.

#### Distributions

Upon completion of the Merger, it is the intention of the Manager continue paying a high level of monthly distribution with the first distribution payable to unitholders of record of the Continuing Fund at the close of business on the last business day of the month in which the Merger takes place. There will be no interruption in the flow of monthly distributions for unitholders of Sustainable and Energy as a result of the Merger. Based on an estimate of the distribution income generated by the current portfolio of Sustainable, Crown Hill Capital Corporation expects that the Continuing Fund will distribute a monthly amount equivalent of approximately 6.4% of the current net asset value of the Continuing Fund per year.

#### Warrant Issuance

Following the Merger, the Continuing Fund will also issue warrants to unitholders of the Continuing Fund at no cost to enable such unitholders to acquire additional units of the Continuing Fund. The terms of the warrants will be announced by the Manager after the implementation of the Merger. The issuance of warrants will provide investors with the opportunity to benefit from increases in value per unit of the Continuing Fund.

For further information: Citadel Funds at 1-877-261-9674 or visit our website [www.citadelfunds.com/](http://www.citadelfunds.com/)

*Certain statements contained in this press release may include forward-looking information with respect to Sustainable, Energy, CGF and the Continuing Fund's operations and future financial results. Such statements are based on current expectations, are subject to a number of uncertainties and risks, and actual results may differ materially from those contained in such statements. Further information can be found in the disclosure documents filed by the Sustainable, Energy and CGF at [www.sedar.com](http://www.sedar.com).*