

**2008 REPORT TO SECURITYHOLDERS OF
CROWN HILL FUND
(the “Fund”)**

INDEPENDENT REVIEW COMMITTEE

Crown Hill Capital Corporation (“Crown Hill”), the manager of the Fund, established an independent review committee (the “IRC”) on May 1, 2007 to review conflict of interest matters in respect of the Fund as required under National Instrument 81-107 (the “Policy”). Each year, the IRC is required to provide a report to securityholders of the Fund describing the IRC and its activities for the year.

Set out below is the IRC report for the fiscal year ended December 31, 2008.

Members of the IRC

<u>Name</u>	<u>Residence</u>	<u>First Appointed</u>
John N. Campbell	Oakville, Ontario	May 1, 2007
Andrew Fleming	Toronto, Ontario	May 1, 2007
Mark L. Maxwell ¹	Brampton, Ontario	May 1, 2007

¹ Chairman of IRC

Holdings of Securities

Crown Hill Fund

As at December 31, 2008, no member of the IRC beneficially owned, directly or indirectly, any units of any class or series of voting or equity securities of the Fund.

Manager

As at December 31, 2008, no member of the IRC beneficially owned, directly or indirectly, any units of any class or series of voting or equity securities of Crown Hill, the manager of the Fund.

Service Providers

As at December 31, 2008, no member of the IRC beneficially owned, directly or indirectly, more than 1% of the securities of any class or series of voting or equity securities of any service provider to the Fund.

Compensation and Indemnities

The compensation paid by Crown Hill to the IRC, on behalf of the funds to which it acts as manager, for the period from January 1, 2008 to December 31, 2008 has been set at \$18,000 per member.

No indemnities were paid to the IRC by the Funds during the period.

The initial compensation of the IRC was set by the Manager. At least annually, the IRC will review compensation giving consideration to the following:

1. the best interests of the Fund;
2. the number, nature and complexity of the funds for which the IRC acts;
3. the nature and extent of the workload of each member of the IRC, including the commitment of time and energy that is expected from each member;
4. industry best practices, including industry averages and surveys on IRC compensation;
5. the Manager's recommendations, if any; and
6. the IRC's most recent assessment, if any, of its compensation.

Conflict of Interest Matters

The IRC is not aware of any instance in which the Manager acted in a conflict of interest matter referred to the IRC for which the IRC did not give a positive recommendation.

The IRC is not aware of any instance in which the Manager acted in a conflict of interest matter but did not meet a condition imposed by the IRC in its recommendation or approval.

Approvals and Standing Instructions

Approval for the following actions have been obtained from the IRC:

1. Inter-fund trades
2. Related party transactions

Positive Recommendations and Standing Instructions

Among other matters considered by the IRC was a request from Crown Hill for a recommendation with respect to a conflict of interest matter that involved a loan from the Fund to Crown Hill of \$995,000 in order to purchase the manager/trustee contract of the Fairway Diversified Income and Growth Trust (the "Fairway Fund") followed by the merger of the Fairway Fund into the Fund. The loan was made at the commercial rate of prime plus 2%, secured by the assets of Crown Hill and will be paid in 50 equal monthly instalments. The IRC reviewed the matter and concluded that the entire transaction,

would be in the best interests of the unitholders of the Fund. This transaction took place in early 2009 and did not have an effect on the Fund during 2008.

As at December 31, 2008, the IRC has not encountered any situation which required that standing instructions be provided to the Manager.