



Instructions for Small Business Transactions

Please note: All of the conditions must be met in order for the transaction to proceed at B2B Bank Financial Services Inc. ("B2BBFSI"). In addition to all documents being completed in full and in good order, this service is only available to dealers who are also registered as exempt market dealers in the province or territory where the client resides.

1. Requirements for all Small Business Transactions at B2BBFSI:

- (a) Registered plan must have a minimum of 50% of its value in liquid investments at all times. Liquid investments include cash, short-term GICs, B2B Bank deposit products, mutual fund investments and active listed securities but do not include labour-sponsored funds, segregated funds, mortgages, other small business securities or other illiquid securities.
- (b) New purchases, transfers-in, and contributions in-kind are not allowed within a RRIF, LIF, LRIF, PRIF or any type of locked-in plan.
- (c) A share certificate, bond indenture or other appropriate instrument must be available upon exchange of cheque for purchases.
- (d) If there is no Offering Memorandum on file, the following conditions will apply (please contact the Securities Department to verify the status of the items listed below prior to proceeding with the transaction):
 - No more than 10 B2BBFSI registered plans per small business security permitted; and
 - The aggregate book value of those positions at B2BBFSI cannot exceed \$500,000.
- (e) B2BBFSI cannot sign shareholder agreements, escrow agreements or other agreements relating to the small business securities.

2. Documents required for Purchases, Transfers-In and Contributions In-Kind:

- (a) Investor Representation Letter signed by the Investor and witnessed.
- (b) Financial Advisor and Dealer Representation Letter signed by the Financial Advisor and a Senior Compliance Officer from the Dealer's head office.
- (c) Qualified Investment Letter from a Chartered Accountant or law firm.
or
Copy of Offering Memorandum (no more than 12 months old) which includes a tax opinion on qualified investment status from a Chartered Accountant or a law firm acceptable to B2BBFSI.
- (d) Small Business Issuer Representation Letter signed by an officer of the small business.

3. Documents required for Sales and Deregistrations:

- (a) Investor Representation Letter signed by the Investor and witnessed.
- (b) Small Business Issuer Representation Letter signed by an officer of the small business.

B2BBFSI does not accept mortgage bonds, other mortgage-related securities or limited partnerships.

If you have any questions, please call Client Services at (416) 964-0028 or 1-800-387-2087.



Investor Representation Letter

for Purchases, Transfers-In or Contributions In-Kind of Small Business Securities

This form must be completed for securities of a Small Business purchased within or transferred into a registered plan at B2BBFSI. and must be signed by the Investor. B2BBFSI will not accept any other form or any amendments to this form.

Please do not use this letter for mortgages. B2BBFSI does not accept mortgage bonds and other mortgage-related securities.

Date _____ B2BBFSI Account #

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Name of Investor _____

Type of Transaction (check one) Purchase Transfer-In Contribution In-Kind

Name of Small Business _____

of Securities _____ Price per Security _____

Total Value as at Date Received _____
(# of Securities x Price per Security)

Cheque to be made payable to _____
(not applicable for contributions-in-kind/transfers-in)

Type of Investment: (check one)

- Shares of Small Business Corporation
- Shares of Venture Capital Corporation (VCC)
- Bonds/Debt of Canadian Listed Public Company or subsidiary thereof
(the "small business securities")

Settlement must occur at:

**B2B Bank Financial Services Inc.
199 Bay Street, Suite 610
PO Box 35 STN Commerce Court
Toronto ON M5L 0A3**

Investor Representation Letter

for Purchases, Transfers-In or Contributions In-Kind of Small Business Securities (cont'd)

B2B Trustco is the trustee ("Trustee") of an RRSP (a "registered plan") of which I am the annuitant. I wish to deposit the small business securities named in this letter to my registered plan. Accordingly, I represent and agree that:

A. Tax Matters

1. The investment in the small business securities is a qualified investment and is not a prohibited investment for my registered plan pursuant to the Income Tax Act (Canada) and Regulations (the "Tax Act"). I acknowledge that I alone take sole responsibility for ensuring that the investment is a qualified investment and is not a prohibited investment. If the investment becomes a prohibited investment or becomes a non-qualified investment at any time, I will notify the Trustee promptly.
2. If my investment is in shares of a small business corporation or a venture capital corporation, I acknowledge that I am not a "connected shareholder" (as defined in the Tax Act) nor do I have any other relationship with the corporation which would cause my investment to be a prohibited investment or not to be a qualified investment.
3. I acknowledge that in order for me to know if the investment remains a qualified investment and does not become a prohibited investment under the Tax Act, I will need the ongoing or periodic advice of a professional and I am not relying on B2BBFSI for this advice.
4. I understand that there are adverse tax consequences if the investment is prohibited or non-qualified or becomes prohibited or non-qualified under the Tax Act at any point in time.
5. I take full legal and financial responsibility for all expenses, liabilities, claims, losses and demands of any nature, including tax interest and penalties that may arise from the investment not being a qualified investment or becoming a non-qualified investment or being or becoming a prohibited investment.

B. Investment Matters

6. To the best of my knowledge, the price per security set out in this letter represents the fair market value as at the transaction date. I agree to provide the Trustee on reasonable request with the current fair market value of my investment from time to time.
7. I understand that there will not necessarily be a purchaser for my investment when I choose to sell it due to the possible illiquid nature of the investment.
8. I understand that my investment may be highly speculative in nature and that I could lose any or all of the value of the investment. I have discussed the suitability of my investment for me with my financial advisor.
9. I agree to maintain an absolute minimum of 50% of the value of my registered plan in liquid investments at all times. Liquid investments include cash, short-term GICs, B2B Bank deposit products, mutual fund investments and active listed securities but do not include other small business securities or other illiquid investments.
10. I understand that the Trustee does not permit the new purchase of small business securities by investors in a RRIF, LIF, LRIF or PRIF and the Trustee may impose additional requirements for small business securities held in an RRSP, which is subsequently converted to a RRIF.

Investor Representation Letter

for Purchases, Transfers-In or Contributions In-Kind of Small Business Securities (cont'd)

11. I understand and acknowledge that neither the Trustee nor any company related with the Trustee has any connection to the small business and does not in any way endorse or guarantee your investment.
12. I have asked my financial advisor if there are any potential conflicts of interest between my financial advisor, my dealer and the small business and I still wish to make the investment in the small business securities.

C. Indemnity and Exclusion of Liability

13. I agree to indemnify and also agree to make no claim against the Trustee, its related companies including B2BBFSI, its agents and their respective shareholders, officers and employees from and against all expenses, liabilities, claims, losses and demands of any nature including but not limited to a claim of negligence and claims relating to tax, interest and penalties that may arise from holding the small business securities in my registered plan or any actions (fraudulent or otherwise) taken by my financial advisor, dealer or the small business issuer.

These terms are in addition to the terms I have agreed to in the Declaration of Trust governing my registered plan.

Signature of Investor _____

Witness Signature _____

Witness Name _____

Financial Advisor and Dealer Representation Letter (cont'd)

B2B Trustco is the trustee (the "Trustee") of my client's RRSP ("registered plan"). My client wishes to deposit the small business securities named in this letter for his/her registered plan. Accordingly, the undersigned Financial Advisor and Dealer jointly and severally represent and agree that:

1. I have reviewed the Investor Representation Letter with my client to ensure that he/she understands each provision and this transaction generally.
2. I am not relying on the Trustee or its related companies including B2BBFSI or its agents and to the best of my knowledge, my client is not relying on the Trustee, its related companies including B2BBFSI or its agents to determine whether the investment is a qualified investment and is not a prohibited investment for his/her registered plan pursuant to the Income Tax Act (Canada) and the Regulations (the "Tax Act").
3. I have fully disclosed to my client any relationship that may pose a conflict of interest that the undersigned Financial Advisor or Dealer has with the issuer of the small business securities. I believe that my client understands this potential conflict of interest.
4. I have not represented to my client that the Trustee or any company related to the Trustee including B2BBFSI has any connection to the small business or in any way endorses or guarantees the investment or in any way has determined whether the investment is a qualified investment and is not a prohibited investment for his/her registered plan pursuant to the Tax Act.
5. To the best of my knowledge, the investment is qualified for sale under applicable securities legislation.
6. The purchase of the small business securities is suitable for my client and is appropriate for my client's investment needs.
7. I agree to abide by the small business procedures published by the Trustee from time to time. In addition, acceptance by the Trustee of small business securities in no way binds the Trustee to accept additional securities of the same issuer or similar securities of another issuer.

Financial Advisor Name _____
(print)

Signature _____ Financial Advisor #

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Dealer Name _____ Dealer #

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(print)

Name of Senior Compliance Officer/Head Office _____
(other than the Financial Advisor)

Dealer Officer Signature _____



Issuer Representation Letter

This letter must be sent to B2BBFSI on the Issuer's letterhead. Please do not use this letter for mortgages, mortgage bonds or other mortgage securities.

Date _____

**B2B Bank Financial Services Inc.
199 Bay Street, Suite 610
PO Box 35 STN Commerce Court
Toronto ON M5L 0A3**

Dear Sirs:

Re: Value of _____ of _____ as at _____ .
(Name of Security) (Name of Small Business) (Date)

I declare that to the best of my knowledge, a purchase price of \$ _____ per security for the above-named securities as at the above date represents the fair market value of those securities.

I agree to provide B2BBFSI with a reasonable estimate of the value of the named securities upon request.

Yours very truly,

NAME OF ISSUER

Signature of Officer of Issuer

Transfer Agent Name

Address of Issuer

Address of Transfer Agent

Name of Signing Officer

Contact Name

Telephone #

Telephone #



Qualified Investment Letter

B2BBFSI requires a letter from either a Chartered Accountant or a law firm on its letterhead in respect of the qualified investment status of the Small Business securities being purchased or transferred (other than SWAP) for the Investor's B2BBFSI registered plan. This letter should include all the information set out below and must be acceptable to B2BBFSI. Under certain circumstances, an Offering Memorandum confirming appropriate tax opinions may serve as a substitute for this letter.

Date _____

**B2B Bank Financial Services Inc.
199 Bay Street, Suite 610
PO Box 35 STN Commerce Court
Toronto ON M5L 0A3**

Dear Sirs:

In our opinion:

1. An investment of _____
(Dollar Value of Securities Being Purchased)

in _____
(Type and Name of Securities e.g. Class A Common Shares)

of _____
(Name of Issuer Company)

being made by an RRSP for _____
(Name of Annuitant)

is a "qualified investment" for the annuitant's RRSP in accordance with the definition contained in subsection 146 (1) of the Income Tax Act (Canada) and as defined in (specify one):

(a) Income Tax Act Regulation 4900 (14) for Small Business Corporations or Venture Capital Corporations (VCC's); or

(b) Income Tax Act Regulation 4900 (1) (c.1) or 4900 (1) (i) for debt issues.

and is not a "prohibited investment", as defined in subsection 207.01 (1) of the Income Tax Act (Canada), for the annuitant's RRSP.

We understand that both the investor and B2B Trustco its related companies including B2BBFSI and/or its agents are relying on this letter for the purpose of administering the investor's registered plan account.

Yours very truly,

Name of Law Firm or C.A. Firm

Signature



Investor Representation Letter

for Sales or Deregistration of Small Business Securities

This form must be completed for any securities of a small business sold or deregistered from a registered plan at B2BBFSI and must be signed by the investor. B2BBFSI will not accept a different form or any amendments to this form.

Date _____ B2BBFSI Account #

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Name of Investor _____

Name of Small Business _____

of Securities _____ Price per Security _____

Total Value as at Date Received _____
(# of Securities x Price per Security)

Type of Investment: (check one)

- Shares of Small Business Corporation
- Shares of Venture Capital Corporation (VCC)
- Bonds/Debt of Canadian Listed Public Company or subsidiary thereof
(the "small business securities")

B2B Trustco is the trustee ("Trustee") of an RRSP or RRIF (a "registered plan") of which I am the annuitant. I wish to sell or deregister my small business securities. Accordingly, I represent and agree that:

1. To the best of my knowledge, the price per security set out in this letter represents the fair market value of my small business securities as at the transaction date and I am not and have not relied on any information in B2BBFSI client statements with respect to fair market value.
2. I acknowledge that no certificate will be delivered from my registered plan until such time as the Trustee or its agent receives a cheque.
3. I agree to indemnify and also agree to make no claim against the Trustee, its related companies, including B2BBFSI, its agents and their respective shareholders, officers and employees from and against all expenses, liabilities, claims, losses and demands of any nature including but not limited to a claim of negligence and claims relating to tax, interest and penalties that may have arisen from holding the small business securities in my registered plan or selling such securities or any actions (fraudulent or otherwise) taken by my financial advisor, dealer or the small business issuer.

Signature of Investor

Witness Signature

Witness Name



Issuer Representation Letter

for Redemptions or De-registrations

This letter must be sent to B2BBFSI on the Issuer's letterhead.

Date _____

**B2B Bank Financial Services Inc.
199 Bay Street, Suite 610
PO Box 35 STN Commerce Court
Toronto ON M5L 0A3**

Dear Sirs:

Re: Value of _____ of _____ as at _____ .
(Name of Security) (Name of Small Business) (Date)

I declare that to the best of my knowledge, a sale price of \$ _____ per security for the above-named securities as at the above date represents the fair market value of those securities.

Yours very truly,

NAME OF ISSUER

Signature of Officer of Issuer

Name of Transfer Agent

Address of Issuer

Address of Transfer Agent

Name of Signing Officer

Contact Name

Telephone #

Telephone #