

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

THE HONOURABLE MR. JUSTICE) THURSDAY, THE 28TH DAY OF
FARLEY) FEBRUARY 2002

B E T W E E N:

Claude Millard and Roger Grisé

Plaintiffs

– and –

North George Capital Management Limited, Triple A Financial Services Inc., North George Capital Limited Partnership, North George Capital II Limited Partnership, North George Capital III Limited Partnership, North George Capital IV Limited Partnership, North George Capital V Limited Partnership, Lionaird Capital Corp., Roderick Alton, Michael Magee, Robert McGillen, Kenneth Gill, Anne Gilmour, Michael Goselin, Goselin & Associates, Stewart and Associates, McColl Turner, Irv Dyck, M.R.S. Trust Company and Alan Lawson, Fisher Inc., the Trustee of the Estate of Roderick Alton, a Bankrupt

Defendants

Proceeding Under the Class Proceedings Act, 1992

**ORDER WITH RESPECT TO DISTRIBUTION OF
SETTLEMENT FUNDS AND RELATED MATTERS**

THIS MOTION made by Class Counsel for the distribution of settlement funds and related matters was heard on February 28, 2002 at 393 University Avenue, Toronto.

ON READING the settlement agreement, the fee agreement, the affidavit of Jeffrey D. Glatt sworn February 14, 2002 and the affidavit of Claude Millard sworn February 18, 2002, and on hearing submissions of counsel for the plaintiffs, no one appearing in opposition of the relief sought,

although notice was provided to all defendants and notice approved by the Court was provided to the Lionaird Class members:

WHEREAS by Order of this Court dated April 27, 2000, this Court certified the within Action as a class proceeding pursuant to the *Class Proceedings Act, 1992* and, among other matters, established the Lionaird Class as one of the two primary classes of plaintiffs bound by the results of the within Action and the RRSP Subclass as a subclass of the Lionaird Class;

AND WHEREAS by Order of this Court dated February 28, 2002, this Court approved a settlement agreement (the "Settlement Agreement") respecting the claims of the Lionaird Class against Kenneth Gill and Anne Gilmour;

AND WHEREAS by Order of this Court dated July 26, 2000, this Court approved a fee agreement (the "Fee Agreement") made as of August 12, 1998 between Class Counsel (as defined in the Fee Agreement) and the representative plaintiffs respecting the payment of fees and disbursements of Class Counsel;

AND WHEREAS Kenneth Gill and Anne Gilmour have agreed to pay to Class Counsel the sum of \$250,000 in respect of the Settlement Funds – First Payment pursuant to the Settlement Agreement plus interest thereon since December 19, 2001;

AND WHEREAS the Settlement Funds – Second Payment in the amount of \$75,000 is due and payable on December 21, 2002 pursuant to the Settlement Agreement,

AND WHEREAS (i) Class Counsel wish to distribute some of the Settlement Funds – First Payment to the Lionaird Class presently; and (ii) certain fees and disbursements are payable to Class Counsel in connection with such distribution;

AND WHEREAS (i) Class Counsel wish to distribute some of the Settlement Funds – Second Payment to the Lionaird Class following receipt of the Settlement Funds – Second Payment; and (ii) certain fees and disbursement will be payable to Class Counsel in connection with such distribution;

NOW THEREFORE THIS COURT HEREBY ORDERS AS FOLLOWS:

Distribution and Use of the Settlement Funds – First Payment

1. Class Counsel are authorized and directed to distribute \$196,880 of the Settlement Funds – First Payment to the members of the Lionaird Class, on a *pro rata* basis in terms of their loss of principal, as set out in Schedule "A" annexed hereto.
2. Class Counsel are authorized and directed to pay legal fees in the amount of 20% of the Class Proceeds received in respect of the Settlement Funds – First Payment (estimated to be \$250,000 plus interest thereon since December 19, 2001) plus disbursements plus GST thereon, all pursuant to and in accordance with the terms of the Fee Agreement.
3. To the extent that the Settlement Funds – First Payment (including all interest thereon since December 19, 2001) shall be insufficient to make the payments authorized by paragraphs 1 and 2 above, any deficiency shall be payable out of the funds currently being held in trust by Class Counsel for the Lionaird Class Members.

Distribution and Use of the Settlement Funds – Second Payment

4. Upon receipt of the Settlement Funds – Second Payment, Class Counsel are authorized and directed to distribute \$59,064 of the Settlement Funds – Second Payment to the members of the Lionaird Class, on a *pro rata* basis in terms of their loss of principal, as set out in Schedule "A" annexed hereto.
5. Class Counsel are authorized and directed to pay legal fees in the amount of 20% of the Class Proceeds received in respect of the Settlement Funds – Second Payment (estimated to be \$75,000) plus disbursements plus GST thereon, all pursuant to and in accordance with the terms of the Fee Agreement.
6. To the extent that the Settlement Funds – Second Payment shall be insufficient to make the payments authorized by paragraphs 1 and 2 above, any deficiency shall be payable and of the funds currently being held in trust by Class Counsel for the Lionaird Class Members.

Method and Manner of Distribution

7. All amounts to be distributed to the RRSP Subclass shall be paid to M.R.S. Trust Company, in trust, for deposit to the RRSP or RRIF account of each member of the RRSP Subclass, respectively. In the event that any member of the RRSP Subclass no longer has an active RRSP or RRIF account with M.R.S. Trust Company, then upon the direction of such member

of the RRSP Subclass or his or her counsel, M.R.S. Trust Company shall make all arrangements necessary to transfer the funds to which such member of the RRSP Subclass is entitled to the current trustee of an RRSP or RRIF account held by such member of the RRSP Subclass.

8. All amounts to be distributed to all members of the Lionaird Class who are not members of the RRSP Subclass shall be paid by cheque to be issued by Class Counsel out of its trust account and sent by ordinary mail to the last known address of each such class member.

Justice Farley, Ontario Superior Court of Justice
(Commercial List)

Claude Millard, et al
– Plaintiffs –

v.

North George Capital Management Limited, et al
- Defendants -

ONTARIO
SUPERIOR COURT OF JUSTICE
(PROCEEDING COMMENCED AT TORONTO)

ORDER
(February 28, 2002)

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LIONAIRD CLASS LIST

Last Name	First Name	Principal Amount of Notes Held	Share of	Share of	Share of	Share of	Total
			Distribution Paid in September 2000	Distribution Paid in April 2001	Distribution Proposed March 2002	Distribution Proposed December 2002	of all Distributions Paid or Proposed
Armstrong	Edward L.	\$ 25,000	\$ 5,153.49	\$ 2,412.64	\$ 1,250.00	\$ 375.00	\$ 9,191.12
Arsenault	Ivan J.	\$ 30,000	\$ 6,184.18	\$ 2,895.16	\$ 1,500.00	\$ 450.00	\$ 11,029.35
Backer	Patsy	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Beaudry	Maurice	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Beaudry	Diane	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Bellamy	Keith	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Bellamy	Patricia	\$ 15,000	\$ 3,092.09	\$ 1,447.58	\$ 750.00	\$ 225.00	\$ 5,514.67
Bellamy	Irene May	\$ 50,000	\$ 10,306.97	\$ 4,825.27	\$ 2,500.00	\$ 750.00	\$ 18,382.24
Bizier	Marcel J.	\$ 17,000	\$ 3,504.37	\$ 1,640.59	\$ 850.00	\$ 255.00	\$ 6,249.96
Bolton	Hugh/Kim	\$ 40,000	\$ 8,245.58	\$ 3,860.22	\$ 2,000.00	\$ 600.00	\$ 14,705.80
Bowden	Mary	\$ 15,000	\$ 3,092.09	\$ 1,447.58	\$ 750.00	\$ 225.00	\$ 5,514.67
Brown	John	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Clarrington Enterprises		\$ 22,000	\$ 4,535.07	\$ 2,123.12	\$ 1,100.00	\$ 330.00	\$ 8,088.19
Cooney	Edward L.	\$ 13,000	\$ 2,679.81	\$ 1,254.57	\$ 650.00	\$ 195.00	\$ 4,779.38
Crough	Robert	\$ 21,000	\$ 4,328.93	\$ 2,026.62	\$ 1,050.00	\$ 315.00	\$ 7,720.54
Crough	Karen M.	\$ 21,000	\$ 4,328.93	\$ 2,026.62	\$ 1,050.00	\$ 315.00	\$ 7,720.54
Crowe	Laura	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Dibb	Natalie	\$ 74,000	\$ 15,254.32	\$ 7,141.41	\$ 3,700.00	\$ 1,110.00	\$ 27,205.72
Dufresne	Martha E.	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Dunlop	Violet	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90
Fenerty	Donald	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Guertin	Esther	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Gidda	Sukhvinder	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90
Graham	Joanne	\$ 15,000	\$ 3,092.09	\$ 1,447.58	\$ 750.00	\$ 225.00	\$ 5,514.67
Hampel	Lewis	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Hardy	Roger	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Johnson	James	\$ 45,000	\$ 9,276.27	\$ 4,342.75	\$ 2,250.00	\$ 675.00	\$ 16,544.02
Judson	Ada V.	\$ 30,000	\$ 6,184.18	\$ 2,895.16	\$ 1,500.00	\$ 450.00	\$ 11,029.35
Kinsman	Dorothy	\$ 55,600	\$ 11,461.35	\$ 5,365.70	\$ 2,780.00	\$ 834.00	\$ 20,441.06
Knights of Columbus		\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Lauzon	Raymond	\$ 65,000	\$ 13,399.06	\$ 6,272.86	\$ 3,250.00	\$ 975.00	\$ 23,896.92
Lecour	James	\$ 24,000	\$ 4,947.35	\$ 2,316.13	\$ 1,200.00	\$ 360.00	\$ 8,823.48
Lecour	James	\$ 82,000	\$ 16,903.43	\$ 7,913.45	\$ 4,100.00	\$ 1,230.00	\$ 30,146.88
Lecour	Penny	\$ 82,000	\$ 16,903.43	\$ 7,913.45	\$ 4,100.00	\$ 1,230.00	\$ 30,146.88
Ludlow	Carolyn	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Ludlow	Greg	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90
Mansell	Ernest	\$ 60,000	\$ 12,368.36	\$ 5,790.33	\$ 3,000.00	\$ 900.00	\$ 22,058.69
Marchen	Sharon M.	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Marchen	Gregory C.	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
McGee	Cheryl	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
McRae	Kevin	\$ 15,000	\$ 3,092.09	\$ 1,447.58	\$ 750.00	\$ 225.00	\$ 5,514.67
Millard	Claude	\$ 25,000	\$ 5,153.49	\$ 2,412.64	\$ 1,250.00	\$ 375.00	\$ 9,191.12
Millard	Dorothy	\$ 50,000	\$ 10,306.97	\$ 4,825.27	\$ 2,500.00	\$ 750.00	\$ 18,382.24
Miller	Rhod/Margaret	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90
Miller	Dave	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90
Morin	Barbara	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90
Orford	Darlene	\$ 15,000	\$ 3,092.09	\$ 1,447.58	\$ 750.00	\$ 225.00	\$ 5,514.67
Pearson	William L.	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Pellerin	Norman D.	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Perrier	Lisa L.	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90
Prior	Dorothy	\$ 49,000	\$ 10,100.83	\$ 4,728.77	\$ 2,450.00	\$ 735.00	\$ 18,014.60
PRJ Electric Ltd.		\$ 50,000	\$ 10,306.97	\$ 4,825.27	\$ 2,500.00	\$ 750.00	\$ 18,382.24
Reesby	John N.	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Ripley	Joseph A.	\$ 60,000	\$ 12,368.36	\$ 5,790.33	\$ 3,000.00	\$ 900.00	\$ 22,058.69
Rowland	William	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Rowland	Joanne	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Roy	Roland	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Spalding	Chris	\$ 11,000	\$ 2,267.53	\$ 1,061.56	\$ 550.00	\$ 165.00	\$ 4,044.09
Steele	Dianne J.	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45

LIONAIRD CLASS LIST

RRSP Subclass		Share of	Share of	Share of	Share of	Total	
		Distribution	Distribution	Distribution	Distribution	of all	
		Paid in	Paid in	Proposed	Proposed	Distributions	
		September	April	March	December	Paid or	
Last Name	First Name	Amount of	2000	2001	2002	2002	Proposed
		Notes Held					
Argo	Janet L.	\$ 21,000	\$ 4,328.93	\$ 2,026.62	\$ 1,050.00	\$ 315.00	\$ 7,720.54
Armstrong	Edward L.	\$ 14,000	\$ 2,885.95	\$ 1,351.08	\$ 700.00	\$ 210.00	\$ 5,147.03
Armstrong	Norma Edward	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Arsenault	Ivan J.	\$ 30,000	\$ 6,184.18	\$ 2,895.16	\$ 1,500.00	\$ 450.00	\$ 11,029.35
Bissailon	Jean-Marc	\$ 13,000	\$ 2,679.81	\$ 1,254.57	\$ 650.00	\$ 195.00	\$ 4,779.38
Bolton	Hugh	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Bolton	Kim	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Bowden	Mary	\$ 16,000	\$ 3,298.23	\$ 1,544.09	\$ 800.00	\$ 240.00	\$ 5,882.32
Bowden	William	\$ 60,000	\$ 12,368.36	\$ 5,790.33	\$ 3,000.00	\$ 900.00	\$ 22,058.69
Brown	John	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Brunet	Leona F.	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Bureau	Luc	\$ 22,000	\$ 4,535.07	\$ 2,123.12	\$ 1,100.00	\$ 330.00	\$ 8,088.19
Caccavella	Marion	\$ 61,000	\$ 12,574.50	\$ 5,886.83	\$ 3,050.00	\$ 915.00	\$ 22,426.34
Chenette	Gordon	\$ 26,000	\$ 5,359.62	\$ 2,509.14	\$ 1,300.00	\$ 390.00	\$ 9,558.77
Colasimone	Joyce	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Desormeaux	Suzanne	\$ 12,000	\$ 2,473.67	\$ 1,158.07	\$ 600.00	\$ 180.00	\$ 4,411.74
Donovan	Dale	\$ 12,000	\$ 2,473.67	\$ 1,158.07	\$ 600.00	\$ 180.00	\$ 4,411.74
Dufresne	Martha E.	\$ 17,000	\$ 3,504.37	\$ 1,640.59	\$ 850.00	\$ 255.00	\$ 6,249.96
Dumouchel	Albert	\$ 19,000	\$ 3,916.65	\$ 1,833.60	\$ 950.00	\$ 285.00	\$ 6,985.25
Dupis Sigoui	Connie	\$ 54,000	\$ 11,131.53	\$ 5,211.30	\$ 2,700.00	\$ 810.00	\$ 19,852.82
Farmer	Cecile	\$ 45,000	\$ 9,276.27	\$ 4,342.75	\$ 2,250.00	\$ 675.00	\$ 16,544.02
Farmer	James	\$ 39,000	\$ 8,039.44	\$ 3,763.71	\$ 1,950.00	\$ 585.00	\$ 14,338.15
Gaskell	Mark	\$ 35,000	\$ 7,214.88	\$ 3,377.69	\$ 1,750.00	\$ 525.00	\$ 12,867.57
Gaskell	J. Lewes	\$ 59,000	\$ 12,162.22	\$ 5,693.82	\$ 2,950.00	\$ 885.00	\$ 21,691.05
Gaudette	Gerard	\$ 18,000	\$ 3,710.51	\$ 1,737.10	\$ 900.00	\$ 270.00	\$ 6,617.61
Gidda	Sukhvinder	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Grise	Pauline	\$ 14,000	\$ 2,885.95	\$ 1,351.08	\$ 700.00	\$ 210.00	\$ 5,147.03
Grise	Roger	\$ 37,000	\$ 7,627.16	\$ 3,570.70	\$ 1,850.00	\$ 555.00	\$ 13,602.86
Hanselman	Rick	\$ 30,000	\$ 6,184.18	\$ 2,895.16	\$ 1,500.00	\$ 450.00	\$ 11,029.35
Harris	Jennifer	\$ 23,000	\$ 4,741.21	\$ 2,219.63	\$ 1,150.00	\$ 345.00	\$ 8,455.83
Hazelwood	Clayton	\$ 12,000	\$ 2,473.67	\$ 1,158.07	\$ 600.00	\$ 180.00	\$ 4,411.74
Hazlewood	Andrew	\$ 13,000	\$ 2,679.81	\$ 1,254.57	\$ 650.00	\$ 195.00	\$ 4,779.38
Hiscox	Nancy	\$ 15,000	\$ 3,092.09	\$ 1,447.58	\$ 750.00	\$ 225.00	\$ 5,514.67
Keown	Arnold	\$ 53,000	\$ 10,925.39	\$ 5,114.79	\$ 2,650.00	\$ 795.00	\$ 19,485.18
Keown	Catherine	\$ 43,000	\$ 8,863.99	\$ 4,149.74	\$ 2,150.00	\$ 645.00	\$ 15,808.73
Kidd	Brenda	\$ 31,000	\$ 6,390.32	\$ 2,991.67	\$ 1,550.00	\$ 465.00	\$ 11,396.99
Klingspon	Delores	\$ 41,000	\$ 8,451.72	\$ 3,956.72	\$ 2,050.00	\$ 615.00	\$ 15,073.44
Korimsek	John	\$ 43,000	\$ 8,863.99	\$ 4,149.74	\$ 2,150.00	\$ 645.00	\$ 15,808.73
Labrash	Nancy	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Landreville	Dr. Carey	\$ 15,000	\$ 3,092.09	\$ 1,447.58	\$ 750.00	\$ 225.00	\$ 5,514.67
Le Coz	Therese	\$ 11,000	\$ 2,267.53	\$ 1,061.56	\$ 550.00	\$ 165.00	\$ 4,044.09
Leblond	John	\$ 195,000	\$ 40,197.18	\$ 18,818.57	\$ 9,750.00	\$ 2,925.00	\$ 71,690.75
Lecour	James	\$ 30,000	\$ 6,184.18	\$ 2,895.16	\$ 1,500.00	\$ 450.00	\$ 11,029.35
Libby	Gerald R.	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Lindale	Merle	\$ 50,000	\$ 10,306.97	\$ 4,825.27	\$ 2,500.00	\$ 750.00	\$ 18,382.24
MacNeill	Duncan J.	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90
MacNeill	Candace	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Mahon	Leslie	\$ 13,000	\$ 2,679.81	\$ 1,254.57	\$ 650.00	\$ 195.00	\$ 4,779.38
Mahon	Bonnie	\$ 11,000	\$ 2,267.53	\$ 1,061.56	\$ 550.00	\$ 165.00	\$ 4,044.09
Malette	Leonard	\$ 25,000	\$ 5,153.49	\$ 2,412.64	\$ 1,250.00	\$ 375.00	\$ 9,191.12
Mathieu	Garfield	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
McCrorry	Don	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
McCrorry	Joan	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
McGee	Pauline	\$ 13,000	\$ 2,679.81	\$ 1,254.57	\$ 650.00	\$ 195.00	\$ 4,779.38
McGee	Diane	\$ 62,000	\$ 12,780.64	\$ 5,983.34	\$ 3,100.00	\$ 930.00	\$ 22,793.98
Michaud	Joseph	\$ 15,000	\$ 3,092.09	\$ 1,447.58	\$ 750.00	\$ 225.00	\$ 5,514.67
Middleton	Joseph	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Miller	Margaret	\$ 23,000	\$ 4,741.21	\$ 2,219.63	\$ 1,150.00	\$ 345.00	\$ 8,455.83
Miller	Rhod	\$ 30,000	\$ 6,184.18	\$ 2,895.16	\$ 1,500.00	\$ 450.00	\$ 11,029.35
Miller	Ronald	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90
Murray	Bella	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90

LIONAIRD CLASS LIST

RRSP Subclass			Share of	Share of	Share of	Share of	Total
		Principal	Distribution	Distribution	Distribution	Distribution	of all
		Amount of	Paid in	Paid in	Proposed	Proposed	Distributions
Last Name	First Name	Notes Held	September	April	March	December	Paid or
			2000	2001	2002	2002	Proposed
Murray	Arthur	\$ 18,000	\$ 3,710.51	\$ 1,737.10	\$ 900.00	\$ 270.00	\$ 6,617.61
Neault	Robert J.N.	\$ 101,000	\$ 20,820.08	\$ 9,747.05	\$ 5,050.00	\$ 1,515.00	\$ 37,132.13
Neault	Marie Theresa	\$ 31,000	\$ 6,390.32	\$ 2,991.67	\$ 1,550.00	\$ 465.00	\$ 11,396.99
Parker	Gregory	\$ 17,000	\$ 3,504.37	\$ 1,640.59	\$ 850.00	\$ 255.00	\$ 6,249.96
Pecore	Kenneth	\$ 74,000	\$ 15,254.32	\$ 7,141.41	\$ 3,700.00	\$ 1,110.00	\$ 27,205.72
Pecore	Murielle	\$ 42,000	\$ 8,657.85	\$ 4,053.23	\$ 2,100.00	\$ 630.00	\$ 15,441.09
Perrier	Rolland	\$ 34,000	\$ 7,008.74	\$ 3,281.19	\$ 1,700.00	\$ 510.00	\$ 12,499.93
Pluim	Maria	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Pluim	Maria	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Pluim	William	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90
Porter	Reinhart	\$ 46,000	\$ 9,482.41	\$ 4,439.25	\$ 2,300.00	\$ 690.00	\$ 16,911.66
Rowland	Joanne	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Sigouin	Daniel	\$ 31,000	\$ 6,390.32	\$ 2,991.67	\$ 1,550.00	\$ 465.00	\$ 11,396.99
Sigouin	Azilda	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90
Sigouin	Gerald	\$ 17,000	\$ 3,504.37	\$ 1,640.59	\$ 850.00	\$ 255.00	\$ 6,249.96
Smart	David	\$ 51,000	\$ 10,513.11	\$ 4,921.78	\$ 2,550.00	\$ 765.00	\$ 18,749.89
Smart	David	\$ 13,000	\$ 2,679.81	\$ 1,254.57	\$ 650.00	\$ 195.00	\$ 4,779.38
St. Pierre	Ronald	\$ 36,000	\$ 7,421.02	\$ 3,474.20	\$ 1,800.00	\$ 540.00	\$ 13,235.22
Steele	Dianne J.	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Steele	Jill	\$ 12,000	\$ 2,473.67	\$ 1,158.07	\$ 600.00	\$ 180.00	\$ 4,411.74
Stitt	Wynn	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Stringer	Jamie	\$ 19,000	\$ 3,916.65	\$ 1,833.60	\$ 950.00	\$ 285.00	\$ 6,985.25
Taylor	J. Douglas	\$ 15,000	\$ 3,092.09	\$ 1,447.58	\$ 750.00	\$ 225.00	\$ 5,514.67
Tennyson	Alan	\$ 30,000	\$ 6,184.18	\$ 2,895.16	\$ 1,500.00	\$ 450.00	\$ 11,029.35
Tennyson	Lynda	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Tough	W. Allan	\$ 30,000	\$ 6,184.18	\$ 2,895.16	\$ 1,500.00	\$ 450.00	\$ 11,029.35
Treleaven	Daniel	\$ 20,000	\$ 4,122.79	\$ 1,930.11	\$ 1,000.00	\$ 300.00	\$ 7,352.90
Vincent	Marcel	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Vodden	Michael	\$ 13,000	\$ 2,679.81	\$ 1,254.57	\$ 650.00	\$ 195.00	\$ 4,779.38
Walsh	Peter	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Walsh	Catherine	\$ 10,000	\$ 2,061.39	\$ 965.05	\$ 500.00	\$ 150.00	\$ 3,676.45
Weaver	David	\$ 27,000	\$ 5,565.76	\$ 2,605.65	\$ 1,350.00	\$ 405.00	\$ 9,926.41
Weir	Doreen	\$ 50,000	\$ 10,306.97	\$ 4,825.27	\$ 2,500.00	\$ 750.00	\$ 18,382.24
Zinston	Laurie	\$ 13,000	\$ 2,679.81	\$ 1,254.57	\$ 650.00	\$ 195.00	\$ 4,779.38
Totals:		\$ 3,937,600	\$ 811,694.52	\$ 380,000.00	\$ 196,880.00	\$ 59,064.00	\$ 1,447,638.52