

Proof of Claim
(Section 50.1, subsections 65.2(4), 81.2(1), 102(2), 124(2), 128(1),
and paragraphs 51(1)(e) and 66.14(b) of the Act)

(All notices or correspondence regarding this claim must be forwarded to the following address:

In the matter of the consolidated bankruptcy of FACTORCORP INC. AND FACTORCORP FINANCIAL INC., of the City
of Mississauga in the Province of Ontario and the claim of _____ a
creditor.

I, _____ (name of creditor or representative of the creditor), of
_____ (city and province), do hereby certify:

1. That I am a creditor of the above-named debtor (or that I am _____ (state position or title) of _____ (name of creditor)).
2. That I have knowledge of all the circumstances connected with the claim referred to below.
3. That the debtor was, at the date of bankruptcy, namely the **4th** day of **December, 2007**, and still is, indebted to the creditor in the sum of \$ _____, as specified in the statement of account (or affidavit or solemn declaration) attached and marked Schedule "A", after deducting any counterclaims to which the debtor is entitled. (The attached statement of account or affidavit must specify the vouchers or other evidence in support of the claim.)
4. (Check and complete appropriate category.)
() A. UNSECURED CLAIM OF \$ _____

That in respect of this debt, I do not hold any assets of the debtor as security and
(Check appropriate description.)

() Regarding the amount of \$ _____, I do not claim a right to a priority.

() Regarding the amount of \$ _____, I claim a right to a priority under section 136 of the Act.
(Set out on an attached sheet details to support priority claim.)

() B. SECURED CLAIM OF \$ _____
That in respect of this debt, I hold assets of the debtor valued at \$ _____ as security, particulars of which are as follows:

(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.)

() C. CLAIM OF A CUSTOMER OF A BANKRUPT SECURITIES FIRM \$ _____
That I hereby make a claim as a customer for net equity as contemplated by subsection 262 of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based)

5. That, to the best of my knowledge, I am (or the above-named creditor is) (or am not or is not) related to the debtor within the meaning of section 4 of the Act.
6. That the following are the payments that I have received from, and the credits that I have allowed to, the debtor within the three months (or, if the creditor and the debtor are related within the meaning of section 4 of the Act, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of Section 2 of the Act: (Provide details of payments and credits.)

Dated at _____ this _____ day of _____, 20____

Witness

(Signature of individual completing this certificate)

Phone Number: _____

Fax Number: _____

E-mail address: _____

NOTE: If an affidavit is attached, it must have been sworn to before a person qualified to take affidavits.

WARNING: A trustee may, pursuant to Subsection 128(3) of the Bankruptcy and Insolvency Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed, in a proof of security, by the secured creditor.

Subsection 201 (1) of the Bankruptcy Insolvency Act provides severe penalties for making any false claim, proof, declaration, or statement of account.

GENERAL PROXY

In the Matter of the Bankruptcy of _____

I/We, _____ of the _____ of _____, creditor, hereby appoint _____ of the _____ of _____ to be my (or our) general proxy in the above matter (excepting only as to the receipt of dividends).

Dated at _____ this _____ day of _____.

x _____ x _____
Signature of Witness Signature of Creditor

PLEASE READ THIS CAREFULLY BEFORE YOU PREPARE YOUR PROOF OF CLAIM

- 1 Ensure you include your complete address, telephone number and account number (if applicable).
- 2 If you are signing this form on behalf of a corporation or other person you must state the title or capacity in which you are acting, such as "credit manager", "accountant", "controller" or "authorized agent", etc. This form must be signed by the person making the declaration.
- 3 You must have knowledge of the circumstances connected with the claim.
- 4 Fill in the debtor's name and date of the bankruptcy as shown on the Notice to Creditors. The proof of claim is incomplete unless you include a statement (marked "Schedule A"). The balance on this statement must be complete and agree with the balance claimed by you as of the date of bankruptcy. "Schedule A" should be a detailed statement of account of the last three months of financial activity with the bankrupt. It must show the date, number and amount of all invoices or charges, together with the date, number and amount of all credits or payments. A "balance forward" or one line figure does not meet the disclosure requirements for proofs of claim issued by the Superintendent of Bankruptcy. All claimants must attach a detailed list of all payments or credits received or granted, as follows:
 - (a) within the three (3) months preceding the bankruptcy or the proposal, in the case where the claimant and the debtor are not related, or
 - (b) within the twelve (12) months preceding the bankruptcy or proposal, in the case where the claimant and the debtor are related.
- 5 Check (x) the type of claim which applies to you. DO NOT LEAVE THIS SECTION BLANK. If you have a regular unsecured claim, then please check (X) beside the phrase "I do not claim to a right to a priority".

A priority claim is only granted to specific creditors under S.136 of The Bankruptcy and Insolvency Act. Please review the legislation to determine if you are eligible to make such a claim in this estate.

If you have a SECURED CLAIM you must:

 - (a) insert the value of your security, and
 - (b) prove that you are secured by attaching a copy of your security document (chattel mortgage, a copy of your financing statement issued under the Personal Property Security Act, etc.). If you hold a mortgage over real estate, please provide the trustee with a copy of the mortgage document.
- 6 If you are related to the bankrupt, please cross out the word "not". If you are related by blood or marriage to the bankrupt, then you should consider yourself a related person. If the bankrupt is a corporation, you would be considered to be related to it if you were a shareholder, or if your company was controlled by the same shareholders as the bankrupt corporation. Please refer to section 4 of the Bankruptcy and Insolvency Act for a definition of related persons.
- 7 You must provide the full details of all payments and credits received from or allowed to the debtor during the period indicated.
- 8 The proof of claim is incomplete UNLESS it has been signed and witnessed.
- 9 If you wish to appoint a proxy, the proxy form must be completed and signed by the creditor. If the creditor is a corporation, the proxy must be signed in the corporate name and not necessarily by the individual signing the proof of claim form. If a corporation grants a voting proxy to an individual, the proxy section should be both signed, dated and witnessed. The Bankruptcy and Insolvency Act permits a proof of claim to be made by a duly authorized agent of a creditor, but this does not give such a person power to vote at the first meeting of creditors or to act as the creditor's proxy unless the GENERAL PROXY section has been completed.

INFORMATION REGARDING GENERAL PROXY

A creditor may vote either in person or by proxy. A debtor may not be appointed a proxy to vote at any meeting of his creditors. The trustee may be appointed as proxy to vote on behalf of a creditor. A corporation may vote by an authorized agent at a meeting of creditors. In order for a duly authorized person to have a right to vote they must be a creditor or be the holder of a properly executed proxy. The name of the creditor must appear in the proxy section of the proof of claim.

PLEASE CONTACT THE TRUSTEE'S OFFICE IF YOU HAVE ANY QUESTIONS ABOUT COMPLETING YOUR PROOF OF CLAIM FORM.

KPMG INC.
Suite 3300
Commerce Court West
Toronto, ON M5L 1B2
Tel: 416-777-8673
Fax: 416-777-3364