1407834



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR NIFORM I IMITED OFFERING EXEMPTION

1	
OMB APPR	OVAL
OMB Number:	3235-0076
Expires:	
Estimated average	e burden

hours per response.....16.00

SEC USE ONLY					
Prefix	Serial				
DATE RECEIVED					
1	!				

UNIFOR	RM LIMITED OFFERING EXEM	IPTION L	
Name of Offering (check if this is an amendme	ent and name has changed, and indicate change.)		
6% Senior Unsecured Debentures due July 1	1, 2012		
Filing Under (Check box(es) that apply): Rule	e 504 Rule 505 Rule 506 Section 4(6) 🔲 ULOE	
Type of Filing:			
	A. BASIC IDENTIFICATION DATA		-
1. Enter the information requested about the issuer	-		
Name of Issuer (check if this is an amendment	and name has changed, and indicate change.)		
Kingsway 2007 General Partnership		υ	7073260
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Numbe	r (Including Area Code)
150 North West Point Blvd., 6th Floor, Elk Gro	ve Village, Illinois 60007	(847) 871-6405	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Numb	er (Including Area Code)
Brief Description of Business		<u> </u>	
Financing entity			
	partnership, already formed other (partnership, to be formed General Pa	please specify):	PROCESSED
	Month Year		JUL 27 2007
Actual or Estimated Date of Incorporation or Organiz		imated	THOM: WAS
Jurisdiction of Incorporation or Organization: (Enter CN	for Canada; FN for other foreign jurisdiction)	c: DE	MONISUN SINANCIAL
GENERAL INSTRUCTIONS			
Federal: Who Mary File: All issuers making an offering of secur	rities in religace on an exemption under Regulation D	or Section 4(6), 17 CFF	2 230 501 et seg. or 15 U.S.C.

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Bach promoter of the issuer, if the issuer has been organized within the past five years, Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers, Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers, Check Box(es) that Apply:	A. BASIC IDENTIFICATION DATA	
Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issue: Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply:	2. Enter the information requested for the following:	
Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers. Check Box(es) that Apply:	 Each promoter of the issuer, if the issuer has been organized within the past five years; 	
Each general and managing partner of partnership issuers. Check Box(es) that Apply:	• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the i	ssuci
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Kingsway Financial Services Inc. (Please see attached for executive officers and directors). Susiness or Residence Address (Number and Street, City, State, Zip Code) 7/120 Hurontario, Suite 800, Missiessauga, Ontario LSW 0A9 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Will Name (Last name first, if individual) Wasiness or Residence Address (Number and Street, City, State, Zip Code) Heck Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Will Name (Last name first, if individual) Wasiness or Residence Address (Number and Street, City, State, Zip Code) Heck Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Will Name (Last name first, if individual) Wasiness or Residence Address (Number and Street, City, State, Zip Code) Heck Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Will Name (Last name first, if individual) Wasiness or Residence Address (Number and Street, City, State, Zip Code) Heck Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Will Name (Last name first, if individual) Wasiness or Residence Address (Number and Street, City, State, Zip Code)	• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and	
Managing Partner Managing Partner Managing Partner Managing Partner Managing Partner Mill Name (Last name first, if individual) Metro Claim Services Inc. (Please see attached for executive officers and directors). Metro Claim Services (Number and Street, City, State, Zip Code) Metro Claim Services Inc. (Please see attached for executive officers and directors). Metro Claim Services Inc. (Please see attached for executive officers and directors). Metro Claim Services Inc. (Please see attached for executive officers and directors). Metro Claim Services Inc. (Please see attached for executive officers and directors). Metro Claim Services Inc. (Please see attached for executive officers and directors). Metro Claim Services Inc. (Please see attached for executive officers and directors). Metro Claim Services Inc. (Please see attached for executive officers and directors). Metro Claim Services Inc. (Please see attached for executive officers and directors). Metro Claim Services Inc. (Please see attached for executive officer	Each general and managing partner of partnership issuers.	
Kingsway Financial Services Inc. (Please see attached for executive officers and directors). Distinct of Residence Address (Number and Street, City, State, Zip Code)		
Trigon Hurontario, Suite 800, Mississauga, Ontario L5W 0A9 Theck Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Menaging Partner Trigon Name (Last name first, if individual) Metro Claim Services Inc. (Please see attached for executive officers and directors). Musiness or Residence Address (Number and Street, City, State, Zip Code) 120 Hurontario, Suite 800, Mississauga, Ontario L5W 0A9 Theck Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner utl Name (Last name first, if individual) Managing Partner Beneficial Owner Executive Officer Director General and/or Managing Partner utl Name (Last name first, if individual) mainess or Residence Address (Number and Street, City, State, Zip Code) heck Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner utl Name (Last name first, if individual) mainess or Residence Address (Number and Street, City, State, Zip Code) heck Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner utl Name (Last name first, if individual) mainess or Residence Address (Number and Street, City, State, Zip Code) heck Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner utl Name (Last name first, if individual) mainess or Residence Address (Number and Street, City, State, Zip Code)	Full Name (Last name first, if individual) Kingsway Financial Services Inc. (Please see attached for executive officers and directors).	
Managing Partner Managing Partner Metro Claim Services Inc. (Please see attached for executive officers and directors). Business or Residence Address (Number and Street, City, State, Zip Code) 120 Hurontario, Suite 800, Mississauga, Ontario L5W 0A9 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner 111 Name (Last name first, if individual) 112 Susiness or Residence Address (Number and Street, City, State, Zip Code) 113 Name (Last name first, if individual) 114 Name (Last name first, if individual) 115 Name (Last name first, if individual) 116 Name (Last name first, if individual) 117 Name (Last name first, if individual) 118 Name (Last name first, if individual) 119 Name (Last name first, if individual) 120 Name (Last name first, if individual) 131 Name (Last name first, if individual) 132 Name (Last name first, if individual) 133 Name (Last name first, if individual) 134 Name (Last name first, if individual) 135 Name (Last name first, if individual) 136 Name (Last name first, if individual) 137 Name (Last name first, if individual) 138 Name (Last name first, if individual) 139 Name (Last name first, if individual)	Business or Residence Address (Number and Street, City, State, Zip Code) 7120 Hurontario, Suite 800, Mississauga, Ontario L5W 0A9	
Metro Claim Services Inc. (Please see attached for executive officers and directors). Nationess or Residence Address (Number and Street, City, State, Zip Code) 120 Hurontario, Suite 800, Mississauga, Ontario L5W 0A9 Check Box(es) that Apply:		
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120 Hurontario, Suite 800, Mississauga, Ontario L5W 0A9 Check Box(es) that Apply:	Metro Claim Services Inc. (Please see attached for executive officers and directors).	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Managing Partner	Business or Residence Address (Number and Street, City, State, Zip Code)	
Managing Partner Managing Partner	7120 Hurontario, Suite 800, Mississauga, Ontario L5W 0A9	
Dusiness or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply:		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner Director General and/or Managing Partner Director Managing Partner Ull Name (Last name first, if individual) Director General and/or Managing Partner Director General and/or Managing Partner Ull Name (Last name first, if individual) Unusiness or Residence Address (Number and Street, City, State, Zip Code) Director General and/or Managing Partner Ull Name (Last name first, if individual) Director General and/or Managing Partner Ull Name (Last name first, if individual) Unusiness or Residence Address (Number and Street, City, State, Zip Code) Director General and/or Managing Partner Ull Name (Last name first, if individual)	Full Name (Last name first, if individual)	
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Il Name (Last name first, if individual)	Full Name (Last name first, if individual)	
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary)	(Use blank sheet, or copy and use additional copies of this sheet, as necessary)	—

					В. І	NFORMAT	ION ABOU	T OFFERI	NG				
	** .1					11 4			. Albin offen	:a		Yes	No ===
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?								1				
า								s 1,0	00.00				
2.	what is the minimum investment that will be accepted from any individual:							***************************************	Yes	No			
3.	Does the offering permit joint ownership of a single unit?									E			
4.	Enter th	ie informat	ion reques	ted for eac	h person v	vho has bee of purchase	en or will b	e paid or paid or	given, dire	ctly or ind	irectly, any he offering	,	
	If a pers	on to be lis	ted is an as:	sociated pe	rson or age	ent of a brol	ker or deale	r registered	d with the S	SEC and/or	with a state	;	
						ore than five				ciated pers	ons of such		
Ful	a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual)												
		ette & Wo											
			-			ity, State, 2	-						
			oker or De		New York	10019-60	10		<u> </u>				
Ke	efe, Bruy	ette & Wo	ods, Inc.										
Stat						to Solicit							
	(Check	"All States	or check	individual	States)		•••••				***************************************	☐ Al	1 States
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	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE	NV	NH	NJ	NM	NY	NC	ND WA	OH WV	OK)	OR WY	PA PR
	RI	SC	[SD]	TN	[TX]	UT	[VT]	VA	[WA]	[** *)	[¥¥ 1,]	<u> </u>	[IK]
Ful	l Name (1	Last name	first, if ind	ividual)									
		Desidence	Address (1		d Stead C	City, State,	7in Code)						
Bus	iness of	Residence	Address (1	vuilloet an	u succi, C	my, State,	zip Code)						
Nar	nc of Ass	ociated Br	oker or De	aler									
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Full	Full Name (Last name first, if individual)												
	(-												. <u> </u>
Bus	iness or	Residence	Address (1	Number an	d Street, C	City, State, 2	Zip Code)						
Nan	ne of Ass	ociated Br	oker or De	aler	-								
1 1 1 1 1 1		ociated Bi	oner or De										
Stat	es in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit l	Purchasers	•		•			
	(Check	"All States	" or check	individual	States)			**********				□ Al	l States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL.	IN	IA N	KS	KY	LA	ME	MD	MA	MI	MN)	MS	MO
	MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH WV	OK)	OR WY	PA PR
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C OFFERING PRICE NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and	k	
	already exchanged. All dollar amounts are in		
	Canadian dollars	Aggregate	Amount Already
	Type of Security	Offering Price	
	Debt	0 <u>0</u> 0.00 <u>*</u>	\$\$_10,600,000.00
	Equity	\$	\$
	Common Preferred		
	Convertible Securities (including warrants)	\$	<u> </u>
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total Cdn \$ 100,000,	000.00	\$_10,600,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.	nublic (ssuer conducted a offering in
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	canada o unsecure private accredit was also	of 6% senior ed debentures; sale to ted institutions o made in the U.S
		Number Investors	Dollar Amount of Purchases
	Accredited InvestorsCdn		·
	Non-accredited Investors		0.00
	Total (for filings under Rule 504 only)		
	Answer also in Appendix, Column 4, if filing under ULOE.		<u> </u>
3.	The second secon		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$14,000.00
	Printing and Engraving Costs		\$ _6,000.00
	Legal Fees		\$ 460,000.00
	Accounting Fees	_	\$ 150,000.00
	Engineering Fees		\$ 0.00
	Sales Commissions (specify finders' fees separately)		§ 625,000.00
	Other Expenses (identify) Actuary		\$ 78,000.00
	Total	_	\$ 1,333,000.00
			

5. Indiceach	otal expenses furnished in response to Part C— eeds to the issuer." cate below the amount of the adjusted gross pr of the purposes shown. If the amount for an k the box to the left of the estimate. The total o	ring price given in response to Part C — Question 1 Question 4.a. This difference is the "adjusted gross coceed to the issuer used or proposed to be used for 1 1 purpose is not known, furnish an estimate and		\$98,667,000.00
each chec	of the purposes shown. If the amount for an k the box to the left of the estimate. The total of	ny purpose is not known, furnish an estimate and		
•	eeds to the issuer set forth in response to Par	f the payments listed must equal the adjusted gross t C — Question 4.b above.		
			Payments to Officers, Directors, & Affiliates	Payments to Others
Sala	rics and fees	[\$	\$
Purc	hase of real estate	[\$. 🗆 \$
Purc and	hase, rental or leasing and installation of ma	chinery [
Cons	struction or leasing of plant buildings and fac	cilities		. S
offer	aisition of other businesses (including the va- ring that may be used in exchange for the ass or pursuant to a merger)	lue of securities involved in this ets or securities of another	¬\$. [] \$
Wor	king capital		Z s	\$_5,667,000.00
Othe	er (specify):		\$	
				
Colu		[
Total Payments Listed (column totals added)				8,667,000.00
in the		D. FEDERAL SIGNATURE		(4)

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification	Yes	No
	provisions of such rule?		X

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Kingsway 2007 General Partnership	Signature	Date
Name (Print or Type)	Title (Print or Type)	
W. Shaun Jackson	Executive Vice President of	f Kingsway Financial Services Inc.

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 5 4 1 2 3 Disqualification under State ULOE Type of security (if yes, attach Intend to sell and aggregate offering price explanation of Type of investor and to non-accredited amount purchased in State waiver granted) offered in state investors in State (Part E-Item 1) (Part C-Item 1) (Part C-Item 2) (Part B-Item 1) Number of Number of Non-Accredited Accredited No Investors Amount Yes Investors **Amount** Yes State No ΑL ΑK AZAR $\mathsf{C}\mathsf{A}$ CO CTDE DC FL GA Ш ID lL IN IA KS KY LA ME MD MA ΜI MN MS

APPENDIX 2 3 4 1 Disqualification under State ULOE Type of security and aggregate (if yes, attach Intend to sell Type of investor and explanation of offering price to non-accredited amount purchased in State waiver granted) offered in state investors in State (Part E-Item 1) (Part C-Item 2) (Part C-Item 1) (Part B-Item 1) Number of Number of Accredited Non-Accredited No Investors Yes Investors Amount Amount State Yes No MO MT NE NVNH NJ NM NY NC ND OH OK OR PA RI SCSD TN TX UT VTVA $\mathbf{W}\mathbf{A}$ $\mathbf{W}\mathbf{V}$ Wl

				APP	ENDIX				
1	Intend to sell to non-accredited		3 Type of security and aggregate offering price	Type of investor and			under St (if yes, explan	lification ate ULOE , attach ation of	
		s in State 3-Item 1)	offered in state (Part C-Item 1)	amount purchased in State (Part C-Item 2)				granted) -Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									

Attachment

FORM D Notice of Sale of Securities Pursuant to Regulation D, Section 4(6), and/or Uniform Limited Offering Exemption

Section A. Basic Identification Data

Executive Officers and Directors of Kingsway Financial Services Inc.

	Executive Officer	✓ Director
Atkins, David 7120 Hurontario, Suite 800, Mississauga, Ontario L5W 0A9	Executive Officer	Director
Beamish, John L. 7120 Hurontario, Suite 800	Executive Officer	✓ Director
Mississauga, Ontario L5W 0A9 Di Giacomo, Thomas A.	Executive Officer	✓ Director
7120 Hurontario, Suite 800 Mississauga, Ontario L5W 0A9	Executive Officer	✓ Director
Farnam, Walter E. 7120 Hurontario, Suite 800 Mississauga, Ontario L5W 0A9	_	
Gillespie, Robert Thomas Ellis 7120 Hurontario, Suite 800	Executive Officer	✓ Director
Mississauga, Ontario L5W 0A9 Reeve, J. Brian	Executive Officer	✓ Director
7120 Hurontario, Suite 800 Mississauga, Ontario L5W 0A9	F (Off	(Dina)
Sullivan, John F. 7120 Hurontario, Suite 800 Mississauga, Ontario L5W 0A9	Executive Officer	✓ Director

Walsh, Michael F.	Executive Officer	✓ Director
7120 Hurontario, Suite 800 Mississauga, Ontario L5W 0A9		
*Jackson, W. Shaun 7120 Hurontario, Suite 800 Mississauga, Ontario L5W 0A9	✓ Executive Officer	✓ Director
*Star, William G. 7120 Hurontario, Suite 800 Mississauga, Ontario L5W 0A9	✓ Executive Officer	✓ Director
Amodeo, Frank 7120 Hurontario, Suite 800 Mississauga, Ontario L5W 0A9	✓ Executive Officer	Director
Clark, John T. 7120 Hurontario, Suite 800 Mississauga, Ontario L5W 0A9	✓ Executive Officer	Director
Cloutier, Denis 7120 Hurontario, Suite 800 Mississauga, Ontario L5W 0A9	✓ Executive Officer	Director
Fielding, Dennis 7120 Hurontario, Suite 800 Mississauga, Ontario L5W 0A9	✓ Executive Officer	Director
Mallozzi, Tom 7120 Hurontario, Suite 800 Mississauga, Ontario L5W 0A9	✓ Executive Officer	Director
McGlynn, John L. 7120 Hurontario, Suite 800 Mississauga, Ontario L5W 0A9	✓ Executive Officer	Director

^{*} Also an executive officer and director of Metro Claim Services Inc.

	✓ Executive Officer	Director
Shelly, Sara Gobin		
7120 Hurontario, Suite 800		
Mississauga, Ontario L5W 0A9		
	✓ Èxecutive Officer	Director
Smith Claude		
7120 Hurontario, Suite 800		
Mississauga, Ontario L5W 0A9		
	✓ Executive Officer	Director
Wright, Andrew		
7120 Hurontario, Suite 800		
Mississauga, Ontario L5W 0A9		

END