

CERTIFICATE OF INDEPENDENT LEGAL ADVICE

TO: THE EQUITABLE TRUST COMPANY

AND TO: , their solicitors

RE: THE EQUITABLE TRUST COMPANY MORTGAGE LOAN TO

With respect to the above-noted transaction, on this _____ day of _____, 200 , I was consulted by _____ in his presence alone as to the effect of his executing:

1. A Mortgage Loan Commitment issued by The Equitable Trust Company, in his capacity as Guarantor;
2. A Mortgage/Charge of Land in favour of The Equitable Trust Company over the lands municipally known as _____ (the "Mortgage") in his capacity as Guarantor;
3. Authorization to insert dates and other incorrect data;
4. A General Assignment of Rents and Leases in favour of The Equitable Trust Company respecting the lands municipally known as _____
5. Acknowledgement of receipt of Standard Charge Terms and Direction re: funds;
6. Acknowledgement of Receipt of Personal Property Security Act Financing Statements;
7. Non-Merger Acknowledgement.
8. Re-Direction of funds;
9. Certain Statutory Declarations, Warranties, Directions and Undertakings in connection with the above-noted transaction; and
10. Any other documents ancillary to the above

(collectively the "Documents").

I explained to _____ the nature of the Documents and advised his fully as to the liability which he would incur by executing them. I also advised _____ fully as to the manner in which such liability could be enforced. _____ informed me, and I am satisfied that _____ fully understands the nature and effect of executing the documents and that in executing the Documents _____ is acting freely and voluntarily and not under any undue influence exercised by The Equitable Trust Company, _____, or any other person.

I have given this advice to _____ as his solicitor and in his interest only and without regard to, or consideration for the interest of The Equitable Trust Company, _____ or any other person.

I am not acting on behalf of The Equitable Trust Company, _____, or any other person in connection with this matter.

Name and Address of Solicitor: _____

I hereby acknowledge that all of the statements made in this Certificate are true and that _____ in advising me herein was consulted by me as my personal solicitor and in my interest only.

WITNESS: _____)
_____)
_____)
_____)