

Schedule B

MUTUAL FUND DEALERS ASSOCIATION OF CANADA

**Override Acknowledgement for
MFDA Uniform Subordinated Loan Agreement**

The parties referred to below have entered into the MFDA Uniform Subordinated Loan Agreement (the "Agreement") along with the MFDA dated _____.

In the event of any inconsistency between the terms or effect of this Schedule, the Agreement or any agreements, security for the Debt, documents or understandings between the Member and the Creditor relating to the Debt, the terms of the Agreement (as construed without reference to this Schedule) shall prevail and, for greater certainty, the enforcement, realization and application of any proceeds in respect of any security for the Debt shall be subject to the postponement and subordination of the Debt provided in the Agreement.

Dated: _____

MFDA Member: _____
(Name)

Authorized Signature: _____

Authorized Signature: _____

Lender: _____
(Name)

Authorized Signature: _____

Authorized Signature: _____