



CODE OF CONDUCT

A guide to conduct by employees, directors and contractors of
Canada Line Rapid Transit Inc.

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CODE OF CONDUCT

FOR DIRECTORS, OFFICERS, EMPLOYEES AND CONTRACTORS

1. INTRODUCTION

The Code of Conduct is an important document and applies to directors (“Directors”), officers (“Officers”) and employees (“Employees”) of Canada Line Rapid Transit Inc. (“CLCO” or “the Company”). It is built on a set of values and is intended to guide behavior to ensure that CLCO’s good reputation is maintained.

CLCO believes that integrity is important in itself.

The Code of Conduct is not an attempt to tell people how to conduct their lives outside their relationship with CLCO, nor does it presume to influence anyone’s personal beliefs.

The Code cannot anticipate every possible event or situation. Employees are expected to use their best judgement in the spirit of this Code. There are Company policies and procedures specific to certain events. Employees are encouraged to ask for guidance before taking action.

The principles of the Code of Conduct may also apply to contractors of CLCO.

2. MISSION STATEMENT

The mission statement of CLCO is as follows:

“To implement the design, construction and financing of the Canada Line Rapid Transit Line meeting the long-term needs of Greater Vancouver as envisioned in the strategic transportation plans of the Greater Vancouver Transportation Authority.”

3. VALUES

In carrying out its mandate, CLCO is committed to the highest standards of due diligence and a fair, effective and professional procurement process in order to achieve the most appropriate transit system and the best value for funding agencies and residents in the region.

CLCO is guided by two sets of Values:

- External Values which guide our deliberations with our stakeholders and the public; and
- Internal Values which guide our deliberations with each other.

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3.1 External Values

- **Integrity** - CLCO governs itself according to what it believes to be the highest ethical standards to do what is honest and fair and to avoid conflict of interest, real or apparent. CLCO treats its Employees, its stakeholders and the public with dignity and respect.
- **Professionalism** - CLCO brings the highest degree of professionalism and follows best practices in corporate governance, engineering, law, finance, design and consultation.
- **Disclosure** - CLCO is committed to making information about the project available to the public wherever possible and to balancing the public interest in disclosure of information about the project with the public interest in a thorough, fair and vigorous process that delivers value for money through commercial competition and negotiations.
- **Communication and Consultation** - CLCO reports on the project regularly to the public, funders and other interested stakeholders, responds to public inquiries and provides meaningful opportunities for public input.
- **Environmental Protection** – CLCO will ensure that its activities, and the activities of its partners, are consistent with sound environmental management and the principles of sustainable development, as expressed in the Environmental Assessment Certificate which has been entrusted to us.

3.2 Internal Values

The fundamental relationship between each Employee and the Company must be one of trust. Essential to trust is a commitment to honesty and integrity. The following Values characterize the interaction of CLCO and its Employees with its stakeholders, the public and with each other:

- **Inclusion** - CLCO embraces diversity and inclusion, enhanced by openness, trust, and teamwork. CLCO is committed to the principles of Employment Equity, and will comply with applicable human rights legislation.
- **Balance** - CLCO endeavours to enable its Employees to exercise their multiple roles and responsibilities to CLCO, their families and the community.
- **Growth** - CLCO supports its Employees in fulfilling their career goals and ambitions consistent with the mission and objectives of CLCO.
- **Challenge** - CLCO demands superior performance from its Employees and rewards them commensurately.
- **Initiative** - CLCO encourages its Employees to be pro-active and innovative in pursuing the Mission and objectives of the Company.

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- **Privacy** - CLCO will not disclose personal information of its Employees.
- **Responsibility** - CLCO Employees take personal responsibility for all issues over which they have control and the manner in which these are achieved.
- **Safety** - CLCO is committed to maintaining a safe and healthy workplace that complies with applicable health and safety legislation. CLCO Employees are responsible for identifying and causing to be removed all safety hazards and maintaining clean and orderly working premises to promote good safety practices.

4. COMPLIANCE WITH THE LAW

- Employees must act at all times in full compliance with both the letter and the spirit of all applicable laws.
- In his or her relationship with the Company, no Employee shall commit or condone an unethical or illegal act or instruct another Employee or supplier to do so. This requirement extends beyond the strict requirements of the law to include all acts which a reasonable person would consider unethical. CLCO Employees should take the approach that every act should withstand the scrutiny that would be applied if it were committed in full public view.
- Employees are expected to be sufficiently familiar with any legislation that applies to their work to recognize potential liabilities and to know when to seek legal advice. If in doubt, Employees are expected to ask for clarification.
- The Company is continually under public scrutiny. Therefore, Employees must not only comply fully with the law, but must also avoid any situation which could be perceived as improper or indicate a casual attitude towards compliance.

5. ACCURACY OF BOOKS AND RECORDS

- CLCO will not use misleading accounting practices, nor falsify or wrongfully withhold information:
 - All assets and liabilities shall be recorded in the regular books of account. No undisclosed or unrecorded fund or asset shall be established or maintained for any purpose.
 - No false or artificial entry or entry that obscures the purposes of the underlying transaction shall be made in the books and records for any reason.
- CLCO believes in transparency of financial information: no transaction shall be effected and no payment shall be made with the intention or understanding that the transaction or payment be other than as documented.
- If any Employee has cause to believe that any financial information has been improperly or incompletely recorded or communicated, he or she is invited to approach his or her superior, or any member of CLCO Management, the Audit Committee, or the Board of Directors. Neither CLCO, nor any of its Employees, can take retaliatory action against an Employee who acts on this basis. See also the Policy on Whistle blowing.

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6. ADHERANCE TO POLICIES AND PROCEDURES

CLCO has adopted a comprehensive suite of Policies and Procedures (P&Ps), particularly with respect to procurement and contracting, to ensure that the principles of this Code are respected in the selection of our suppliers. These P&Ps are maintained in our Records Management System. Employees must make themselves familiar with the P&Ps.

7. CONFLICTS OF INTEREST

CLCO will ensure that Conflicts of Interest are not permitted to exist for any Employee. CLCO and its Employees will act promptly to determine if a Conflict exists, and to eliminate it, with as minimal an impact as possible on the Company and Employee.

7.1 Policy

- In general, a conflict of interest exists for Employees who use their positions at the Company to benefit themselves, friends or family members.
- An Employee must not use his or her position with the Company to pursue or advance the Employee's personal interests, the interests of a related person¹, the Employee's business associates, corporation, union or partnership, or the interests of a person to whom the Employee owes an obligation.
- An Employee must not directly or indirectly benefit from a transaction with the Company over which an Employee can influence decisions made by the Company.
- Employees must not use any information for personal gain that is not available to the public. This includes personal investment decisions with respect to the stock market, real estate, etc. and personal courses of action influenced by information that is not available to the public.
- An Employee must not take personal advantage of an opportunity available to the Company unless the Company has clearly and irrevocably decided against pursuing the opportunity, and the opportunity is also available to other Employees or the public.
- Every Employee must avoid any situation in which there is, or may appear to be, potential conflict² that could appear³ to interfere with the Employee's judgment in making decisions in the Company's best interest.
- There are several situations that could give rise to a conflict of interest. The most common are accepting gifts, favours or kickbacks from suppliers, close or family relationships with outside suppliers, passing confidential information to competitors and using privileged information

¹ *related person* means a spouse, child, parent or sibling of an Employee.

² *conflict* means a conflict of interest or apparent conflict of interest

³ *apparent conflict of interest* means any situation where it would appear to a reasonable person that the Employee is in a conflict of interest situation.

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inappropriately. The following are examples of the types of conduct and situations that can lead to a conflict of interest:

Possible Examples:

- Influencing the Company to lease equipment from a business owned by a related person.
- Influencing the Company to direct funds to an institution where the Employee is involved.
- Participating in a decision by the Company to hire or promote a relative of the Employee.
- Influencing or participating in a decision of the Company that will directly result in the Employee's own financial gain.
- The Company requires full disclosure of all circumstances that could conceivably be construed as conflict of interest.
- Employees must declare possible conflicting outside business activities at the time of appointment. Notwithstanding any outside activities, Employees are required to act in the best interest of the Company.
- No Employee may hold a significant financial interest, either directly or through a relative or associate, or hold or accept a position as an Officer or Employee in an organization that has a relationship with the Company, where by virtue of his or her position in the Company, the Employee could in any way benefit the other organization by influencing the purchasing, selling or other decisions of the Company, unless that interest has been fully disclosed in writing to the Company.
- A "significant financial interest" in this context is any interest substantial enough that decisions of the Company could result in a personal gain for the Employee, regardless of the size of the potential gain.
- These restrictions apply equally to interests in companies that may compete with the Company's suppliers in all of their areas of activity.
- An Employee who accepts a position with any organization that could lead to a conflict of interest or situation prejudicial to the Company's interests, shall discuss the implications of accepting such a position with his or her superior or with an Officer (in the case of an Employee) or with the Board Chair (in the case of a Director or Officer), recognizing that acceptance of such a position may require the Employee's resignation from the Company.

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7.2 Procedure – Disclosure

- Full disclosure enables Employees to resolve unclear situations and gives an opportunity to dispose of conflicting interests before any difficulty can arise.
- An Employee must, immediately upon becoming aware of a potential conflict of interest situation, disclose the conflict in writing to his or her superior and to an Officer of the Company. An Officer in this situation must disclose the conflict in writing to his or her superior (if applicable) and to the Chief Executive Officer (“CEO”). A Director in this situation must disclose the conflict in writing to the Board Chair. This requirement exists even if the Employee does not become aware of the conflict until after a transaction is complete.
- If an Employee is in doubt whether a situation involves a conflict, the Employee must immediately seek the advice of his or her superior or an Officer or Director of the Company. An Officer in this situation must immediately seek the advice of the CEO or the Board Chair. A Director in this situation must immediately seek the advice of the Board Chair. It may also be appropriate to seek advice from the Corporate Secretary or to seek legal advice.
- Unless an Employee is otherwise directed, an Employee must immediately take steps to resolve the conflict or remove the suspicion that it exists.
- If an Employee is concerned that another Employee is in a conflict of interest situation, the Employee must immediately bring his or her concern to the other Employee's attention and request that the conflict be declared. If the other Employee refuses to declare the conflict, the Employee must immediately bring his or her concern to the attention of the Employee's superior or to an Officer of the Company (in the case of an Employee) or the Board Chair (in the case of a Director or Officer). If there is a concern with the Board Chair, the issue should be referred to the Chair of the Audit Committee or any Director.
- Directors are under a special obligation: a Director is required to disclose the nature and extent of any conflict at the first meeting of the Board after which the facts leading to the conflict have come to that Director's attention. After disclosing the conflict, the Director:
 - must not take part in the discussion of the matter or vote on any questions in respect of the matter. However, the Director may be counted in the quorum present at the Board meeting;
 - may remain in the room, if the meeting is open to the public, but shall not take part in that portion of the meeting during which the matter giving rise to the conflict is under discussion, and shall leave the room prior to any vote on the matter giving rise to the conflict;
 - must, if the meeting is not open to the public, immediately leave the meeting and not return until all discussion and voting with respect to the matter giving rise to the conflict is completed;
 - must not attempt, in any way or at any time, to influence the discussion or the voting of the Board on any question relating to the matter giving rise to the conflict.

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8. WHISTLE BLOWER POLICY AND PROCEDURES

- CLCO has in place a comprehensive Whistle Blower Policy and Procedures which encourages Employees to “blow the whistle” should they believe that any other Employee, supplier or partner is not acting safely, responsibly and within laws, rules and regulations. CLCO also has in place detailed “Internal Procedures for Handling Complaints” which describes for Employees the procedure for reporting any complaints under this Policy.
- CLCO also has in place “Procedures for Handling of External Complaints” which describes the steps that will be followed in the event an external complaint is filed against CLCO or Employees of CLCO.

9. MANAGEMENT OVERRIDE OF COMPANY POLICY OR INTERNAL CONTROLS

All Employees will follow established Company policies and procedures. The Company acknowledges that from time to time extenuating circumstances may arise where a policy cannot be fully adhered to in a particular instance. Not every instance in which a policy is overridden or an exception to policy is taken will constitute a breach of the Code of Conduct, however, in order to ensure that any decision to depart from Company policy is not inconsistent with this Code, any supervisor who directs another Employee to disregard Company policy, or to depart from a Company procedure or internal control, will report the matter to one of: the Chief Executive Officer, the Chief Financial Officer or the Corporate Secretary, together with a brief explanation as to why the supervisor took the view that the departure from policy was considered warranted in the circumstances. Anyone of us who is directed by a manager to depart from a Company policy and believes that the direction might constitute a violation of this Code should report the matter as a possible violation of this Code, unless we are informed by the Corporate Secretary that the matter has been reported as required by the manager.

10. CONFIDENTIAL INFORMATION

- Confidential information includes proprietary technical, business, financial, legal, or Employee information that the Company treats as confidential.
- Employees may not disclose such information to any outside person unless authorized.
- Similarly, Employees may never disclose or use confidential information gained by virtue of their association with the Company for personal gain, or to benefit friends, relatives or associates.
- Upon termination of the relationship with CLCO, the exiting Employee must return everything that belongs to CLCO including all confidential paper and electronic documents. No confidential information may be disclosed even after the Employee is no longer associated with CLCO, although general skills and knowledge may of course be used.
- Directors and Employees are advised to seek guidance from the Board Chair for Directors or the Chief Executive Officer for Employees with respect to what is considered confidential.

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11. ENTERTAINMENT, GIFTS AND FAVOURS

- It is essential to efficient business practices that all those who associate with the Company as suppliers, contractors or Employees have access to the Company on equal terms.
- Employees and their immediate families should not accept entertainment, gifts or favours that create or appear to create a favoured position for doing business with the Company. All business entertainment provided to or received from third parties should be reasonable and customary. Any firm offering such inducement shall be asked to cease; a sustained business relationship will be conditional on compliance with this Code.
- Similarly, Employees may not offer or solicit gifts or favours in order to secure preferential treatment for themselves or the Company.
- Under no circumstances may Employees offer or receive cash, preferred loans, securities, or secret commissions in exchange for preferential treatment. Any Employee experiencing or witnessing such an offer must immediately report the incident to his or her superior, or to an Officer of the Company (in the case of an Employee) or to the Board Chair (in the case of an Officer or Director).
- Gifts and entertainment may only be accepted or offered by an Employee in the normal exchanges common to established business relationships. An exchange of such gifts and entertainment shall create no sense of obligation.
 - Tangible gifts valued over \$50 must be refused.
 - All prizes valued over \$50 won while on corporate business, must be brought to the attention of the CEO or designate who will determine the appropriate disbursement.
- Inappropriate gifts received by an Employee should be returned to the donor and may be accompanied by a copy of this Code.
- Full and immediate disclosure of borderline cases to the Employee's superior, an Officer, Director or Board Chair, will always be taken as good-faith compliance with this Code.

12. USE OF THE COMPANY'S PROPERTY

- An Employee requires the Company's approval to use property owned by the Company for personal purposes, or to purchase property from the Company unless the purchase is made through the usual channels also available to the public.
- Even then, an Employee must not purchase property owned by the Company if that Employee is involved in an official capacity in some aspect of the sale or purchase.
- Employees may be entrusted with the care, management and cost-effective use of the Company property and should not make significant use of these resources for their own personal benefit or purposes. Clarification on this issue should be sought from the Board Chair and/or the Corporate Secretary.

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- Employees should ensure all Company property that may be assigned to them is maintained in good condition and should be able to account for such property.
- Employees may not dispose of the Company property except in accordance with the guidelines established by the Company.

13. HARASSMENT

- CLCO endeavours to provide a working environment free from intimidation, threat or humiliation.
- Harassment of any kind is unacceptable.

13.1 Sexual Harassment

- CLCO considers sexual harassment of any kind to be unacceptable and will make every reasonable effort to ensure that no Employee is subject to it.
- Sexual harassment includes any conduct, comment, gesture or contact of a sexual nature likely to cause offence or humiliation to any Employee or employment candidate, or which might reasonably be perceived as placing a condition of a sexual nature on employment or on an opportunity for training or promotion.
- Whether permitted by a co-worker or a supervisor, sexual harassment is considered to be illegal and is Employee misconduct. Those who know, or should know, and by omission tolerate such behavior are also guilty of misconduct.

13.2 Other Forms of Harassment

- CLCO considers any pejorative comments with respect to race, religion, sexual orientation, language, disabilities of any kind which might be reasonably perceived to embarrass or to intimidate another person to be harassment.
- CLCO considers any threats or intimidation, direct or indirect, which may influence an Employee to take action which is incompatible with the Employee's best business judgement to be harassment.

13.3 Complaint Procedure

- Any Employee who is exposed to harassment or is aware that another Employee is a potential victim of harassment should, if reasonably practical, approach the alleged offender and ask them to stop. If not practical or possible, the Employee may file a complaint with the supervisor of the alleged offender, or an Officer or Director of the Company.
- CLCO will protect the confidentiality of any Employee making a complaint, except where disclosure of the complainant's name is necessary for specific investigation or disciplinary purposes.

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- Because a charge of harassment is a very serious matter for everyone involved, Employees must not make frivolous or malicious charges against others.

14. RESPONSIBILITY

- Each Employee must adhere to the standards described in this Code of Conduct, and to the standards set out in applicable policies, guidelines or legislation.
- Integrity, honesty, and trust are essential elements of the Company's success. Any Employee who knows or suspects a breach of this Code has a responsibility to report it as described in this Code.
- To demonstrate determination and commitment, the Company requires each Employee to sign an acknowledgement each year that he or she has reviewed the Code and evaluated his or her actions over the past year with respect to the Code. The willingness and ability to sign the Code is a requirement of all Employees.
- An Employee found to have breached his/her duty by violating the Code of Conduct will be liable to censure or a recommendation for dismissal.

15. APPLICATION TO CLCO CONTRACTORS

- To ensure that CLCO's commitment to carrying out its business in a fair and ethical manner is maintained, it is necessary to extend the principles of CLCO's Code of Conduct to those parties with whom we contract.
- A supplier, consultant, contractor or business associate will be required to either confirm in writing that it conducts itself in accordance with the relevant principles of CLCO's Code of Conduct as summarized below, or be able to demonstrate to CLCO's satisfaction that they follow a Code of Conduct which embodies these principles.
- In particular, the supplier, consultant, contractor or business associate hereby acknowledges that the following principles shall be adhered to in relation to execution of business with CLCO.
- CLCO's suppliers, consultants, contractors or business associates shall:
 - Respect and abide by the laws, customs and business practices of Canada and British Columbia.
 - Not commit nor condone an illegal act to be committed nor instruct another Employee, partner or contractor to do so.
 - Not sponsor compensation or contribution arrangements intended to improperly influence or secure work.
 - Not seek or accept commissions from suppliers of equipment or services.
 - Comply with applicable confidentiality agreements.
 - Accurately reflect Company resources, experience, work and reputation in promotional or contracting activity of products and services.

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- Use CLCO and client property responsibly and in the best interests of CLCO, its clients and their good reputations.
- Not offer nor accept any benefit such as gifts or entertainment when the situation creates an obligation.
- Furthermore, the contractor shall disclose in writing to CLCO, to the best of the contractor's knowledge, any business, personal or other relationship or association which creates, or could be perceived to create, a conflict of interest.
- Where other sections of this Code of Conduct differ with this section 13, this section 13 shall prevail.

16. WHERE TO SEEK CLARIFICATION

- The Board Chair or the Corporate Secretary will provide guidance on any item in this Code of Conduct.
- The Board Chair may at his/her discretion or at the request of a Director, seek the advice of outside Counsel.

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SCHEDULE A

DIRECTORS AND OFFICERS OF CLCO

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