

BARLOW CAPITAL PARTNERS INC.

PROCEDURES MANUAL

Updated March 2007

INVESTMENT MANAGEMENT

PROCEDURES MANUAL

Overview

Barlow Capital Partners Inc. (BCP) is an investment counselor / portfolio manager with its registered office in Victoria, British Columbia.

BCP will act solely as the investment advisor to a group of pooled funds managed by Barlow Capital Management Inc.

BCP will employ only full-time portfolio managers to deal with clients.

BCP will offer a fee-based “discretionary” investment management service and/or a fee-based investment consultancy service. There will not be a commission structure.

BCP will have formal written procedures for payment of salaries and incentive compensation for its employees, when additional portfolio managers are hired.

BCP will not hold any cash or securities on behalf of their clients. Cheques and securities will be delivered to the client’s chosen custodian.

BCP will assign another portfolio manager to a client when a portfolio manager terminates his/her employment or is terminated by the Company.

ORGANIZATION CHART OF BCP

Shareholder	Stephen D. Barlow	100%
Chairman & CIO	Stephen D. Barlow, CFA	
President	Brad Simpson	
Employees	Stephen Barlow Brad Simpson Andrew Shortreid	

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SECTION I – COMPLIANCE

The President shall be the Compliance Officer (“CO”) supervising all transactions made on behalf of client accounts.

The CO is responsible for ensuring the Company and its employees are complying with the Securities Act, regulations and rules and to generally supervise the daily activities of the firm and its employees.

The CO will review any matter of concern brought to his attention by the administration personnel.

The CO will review all employee applications for registration as portfolio manager/investment counsel for proper and accurate completion.

The CO will overview any and all advertising materials before their use and ensure they comply with relevant rules and regulation.

The CO will conduct an annual review of the adequacy of the Company’s bonding.

The CO will conduct regular reviews of the portfolio managers’ activities under their supervision.

The CO will periodically review (at least annually) the Company’s policies and procedures manual to ensure continuing compliance. Any compliance infractions will be brought to the attention of and dealt with by the CO or other designated compliance officer.

The CO will review on a monthly basis the financial statements of the Company in particular, the Report of Working Capital, to ensure compliance.

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SECTION II – CODE OF ETHICS AND CONDUCT

BCP will comply with all the applicable requirements of the Province of British Columbia's Securities Act, Regulations and Rules. In addition, BCP will adhere to the CFA Institute (formerly the Association for Investment Management and Research - AIMR) Professional Conduct Program

CODE OF ETHICS

BCP and its employees will

Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets.

Place the integrity of the investment profession and the interests of clients above their own personal interests.

Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities.

Practice and encourage others to practice in a professional and ethical manner that will reflect credit on themselves and the profession.

Promote the integrity of, and uphold the rules governing, capital markets.

Maintain and improve their professional competence and strive to maintain and improve the competence of other investment professionals.

CODE OF CONDUCT

I. Conduct Relating to Professionalism

Knowledge of the law

BCP and its employees will

Understand and comply with all applicable laws, rules, and regulations (including the CFA Institute Code of Ethics and Standards of Professional Conduct) of any government, regulatory organization, licensing agency, or professional association governing their professional activities. In the event of conflict, Members and

Candidates must comply with the more strict law, rule, or regulation.

Not knowingly participate or assist in and must dissociate from any violation of such laws, rules, or regulations.

Independence and Objectivity

BCP and its employees will

Use reasonable care and judgment to achieve and maintain independence and objectivity in their professional activities.

Not offer, solicit, or accept any gift, benefit, compensation, or consideration that reasonably could be expected to compromise their own or another's independence and objectivity.

Misrepresentation

BCP and its employees will

Not knowingly make any misrepresentations relating to investment analysis, recommendations, actions, or other professional activities.

Misconduct

BCP and its employees will

Not engage in any professional conduct involving dishonesty, fraud, or deceit or commit any act that reflects adversely on their professional reputation, integrity, or competence.

II. Conduct Relating to the Integrity of Capital Markets

Material Nonpublic Information

BCP employees who possess material nonpublic information that could affect the value of an investment must not act or cause others to act on the information.

Market Manipulation

BCP employees must not engage in practices that distort prices or artificially inflate trading volume with the intent to mislead market participants.

III. Conduct Relating to BCP's Duties to Clients

Loyalty, Prudence, and Care

BCP and its employees have a duty of loyalty to their clients and must act with reasonable care and exercise prudent judgment. Members and Candidates must act for the benefit of their clients and place their

clients' interests before their employer's or their own interests. In relationships with clients, BCP and its employees must determine applicable fiduciary duty and must comply with such duty to persons and interests to whom it is owed.

Fair Dealing

BCP and its employees must deal fairly and objectively with all clients when providing investment analysis, making investment recommendations, taking investment action, or engaging in other professional activities.

Suitability

When BCP and/or its employees are in an advisory relationship with a client, they must:

Make a reasonable inquiry into a client's or prospective clients' investment experience, risk and return objectives, and financial constraints prior to making any investment recommendation or taking investment action and must reassess and update this information regularly.

Determine that an investment is suitable to the client's financial situation and consistent with the client's written objectives, mandates, and constraints before making an investment recommendation or taking investment action.

Judge the suitability of investments in the context of the client's total portfolio.

In addition, when BCP and/or its employees are responsible for managing a portfolio to a specific mandate, strategy, or style, they must only make investment recommendations or take investment actions that are consistent with the stated objectives and constraints of the portfolio.

Performance Presentation

When communicating investment performance information, BCP and its employees will make reasonable efforts to ensure that the information presented is fair, accurate, and complete.

Preservation of Confidentiality

BCP and its employees must keep information about current, former, and prospective clients confidential unless:

The information concerns illegal activities on the part of the client or prospective client.

Disclosure is required by law.

The client or prospective client permits disclosure of the information.

IV. Conduct Relating to the Duties of BCP Employees to BCP

Loyalty

BCP employees must act for the benefit of their employer and not deprive their employer of the advantage of their skills and abilities, divulge confidential information, or otherwise cause harm to their employer.

Additional Compensation Arrangements

BCP employees must not accept gifts, benefits, compensation, or consideration that competes with, or might reasonably be expected to create a conflict of interest with, their employer's interest unless they obtain written consent from all parties involved.

Responsibilities of Supervisors

BCP employees must make reasonable efforts to detect and prevent violations of applicable laws, rules, regulations, and the Code of Ethics and Conduct by anyone subject to their supervision or authority.

V. Conduct Relating to Investment Analysis, Recommendations and Actions

Diligence and Reasonable Basis

BCP employees must:

Exercise diligence, independence, and thoroughness in analyzing investments, making investment recommendations, and taking investment actions.

Have a reasonable and adequate basis, supported by appropriate research and investigation, for any investment analysis, recommendation, or action.

Communication with Clients and Prospective Clients

BCP employees must:

Disclose to clients and prospective clients the basic format and general principles of the investment processes used to analyze investments, select securities, and construct portfolios and must promptly disclose any changes that might materially affect those processes.

Use reasonable judgment in identifying which factors are important to their investment analyses, recommendations, or actions and include those factors in communications with clients and prospective clients.

Distinguish between fact and opinion in the presentation of investment analysis and recommendations.

Record Retention

BCP employees must develop and maintain appropriate records to support their investment analysis, recommendations, actions, and other investment-related communications with clients and prospective clients.

VI. Conduct Relating to Conflicts of Interest

Disclosure of Conflicts

BCP and its employees must make full and fair disclosure of all matters that could reasonably be expected to impair their independence and objectivity or interfere with respective duties to their clients, prospective clients, and employer. Members and Candidates must ensure that such disclosures are prominent, are delivered in plain language, and communicate the relevant information effectively.

Priority of Transactions

Investment transactions for clients and employers must have priority over investment transactions in which BCP or one of its employees is the beneficial owner.

Referral Fees

BCP must disclose to their clients and prospective clients, as appropriate, any compensation, consideration, or benefit received from, or paid to, others for the recommendation of products or services.

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SECTION III – OPERATIONS

As stated, BCP's sole function will be to act as the investment advisor to a group of pooled funds managed by Barlow Capital Management Inc.

Account Opening & Closing Procedures – Pooled Funds

Account opening & closing procedures are the responsibility of and supervised by the manager of the pooled funds, Barlow Capital Management Inc. BCP is responsible for ensuring that the account opening & closing procedures are followed, and that any material changes to this process are communicated quickly, effectively, and thoroughly.

The pooled funds will be distributed by way of an Offering Memorandum and accompanying Subscription Agreement.

It is the responsibility of a Registered Representative at an IDA member firm to explain the strategies, risks, fees and other conditions contained within the Offering Memoranda.

At such time that the client agrees to purchase units of the pooled funds, the Subscription Agreement is completed and the units are purchased through FundSERV at the Fund's Net Asset Value on the next Valuation Date (the last business day of each week).

Redemptions requests are accepted by FundSERV and executed for clients at the Fund's Net Asset Value on the next Valuation Date.

Record Keeping of Client Information – Pooled Funds

Record keeping of client information is the responsibility of and supervised by the manager of the pooled funds, Barlow Capital Management. BCP is responsible for ensuring that the established policies and procedures in this regard are followed, and that any material changes to this process are communicated quickly, effectively, and thoroughly.

Under oversight of the manager, official unit holder accounting and recordkeeping responsibilities have been outsourced to The Investment Administration Solution Inc. (IAS).

As a secondary precaution, the manager will maintain records on all Pooled Fund clients, including copies of the Subscription Agreement and any subsequent notices of additional purchases or redemption requests.

Record Keeping of Company Information

Financial Statements

BCP will file with the B.C. Securities Commission audited Financial Statements within 90 days of the end of its financial year-end.

BCP will produce unaudited (prepared by management) Financial Statements monthly.

The Auditor of BCP will have a Letter of Direction authorizing them to conduct an audit any time during BCP registration under the Securities Act as the Executive Director, British Columbia requires. All financial records will be kept indefinitely but on-site for a minimum of 7 years in filing cabinets.

Report of Working Capital

The Auditor on behalf of BCP will file an audited Report of Working Capital annually.

Management on behalf of BCP will produce an unaudited Report of Working Capital monthly, unless directed otherwise.

Partner/Employee Registrations

BCP will make available to clients or prospective clients all of its advising employees' registrant categories and their respective expiry dates.

BCP will make available to clients or prospective clients the registrant's category and expiry date of registration.

Standard of Fairness

When it appears probable that demand for an investment opportunity will exceed its supply at a given price, BCP will use its best efforts in fairly allocation its allotment among those accounts managed by the Company for whom the investment opportunity would be appropriate. If an issue is oversubscribed, then the issue will be prorated to all clients.

Policy and Procedure Manual

BCP will make available to all clients or potential clients, a copy of the BCP policy and Procedure manual. Partner/Employees are expected to know and abide by the policies.

Trading Records

BCP will maintain a trading file of all trading activities and record the allocation of these trades to their clients' accounts

Marketing Materials, Letterhead and Business Cards

All marketing materials, business cards and letterhead must be either ordered through head office or be pre-approved by head office before they are printed and used. All marketing materials, letterhead and business cards must be approved by the Compliance Officer and the President prior to use.

Customer Complaints

Any customer complaints, by letter, telephone or in person will be handled by the President or in his absence one of the other officers or directors of the Company. A separate log of any such complaints and the actions taken will be maintained at the head office of the Company.

Conflicts of Interest

If any conflict of interest should occur between a client and Investment Counsel or Portfolio Manager, the Company head office must be informed immediately, and the matter reviewed prior to transacting any further business after the conflict of interest became apparent.

Separate Supervision of Accounts and Pooling

A portfolio manager or investment counsel must supervise the account of each client separately and distinctly from the accounts of other clients.

Change in Ownership or Sale of Account

If there has been a material change in the ownership or control of a portfolio manager or investment counsel, the portfolio manager or investment counsel must provide immediately to each of its clients in British Columbia a written explanation of the change, and advice of the client's right to close or transfer the client's account.

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SECTION IV – MARKETING

Advertising

Any advertising of any type must conform to the B.C. Securities Act and be pre-approved by the President of BCP prior to the advertising being done. A file will be kept of all advertising being run and a copy of the tear sheet will be sent to the B.C. Securities Commission as is required.

Printing – Business Cards, Letterhead, Brochures

All printing of any type must conform to the B.C. Securities Act and must be pre-approved by the President. A file of all printed material will be kept at the Victoria office.