

CERTIFICATION NOTICE

FARM MUTUAL FINANCIAL SERVICES INC. CUSTOMERS PURCHASING FACTORCORP DEBENTURES

CERTIFICATION OF THE FARM MUTUAL FINANCIAL SERVICES INC. CLASS ACTION

Read this notice carefully as it may affect your rights

THE CLASS ACTION

This notice is directed to all purchasers of Factorcorp Debentures from agents of Farm Mutual Financial Services Inc.

THE CERTIFICATION ORDERS

By Orders dated March 16, 2009 and April 8, 2009, Justice Perell of the Ontario Superior Court of Justice certified the action Zopf v. Soberman Tassis Inc., Trustee in Bankruptcy for the Estate of the Bankrupt, Farm Mutual Financial Services Inc., file CV-08-357565 CP (the "Class Action") as a class proceeding and appointed Robert Zopf as the representative plaintiff of the Class defined as follows:

Ontario investor clients of the bankrupt, Farm Mutual Financial Services Inc. ("FMFS"), who purchased debentures (the "Debentures") in FactorCorp Financial Inc. and/or its affiliate FactorCorp Inc. (together referred to as "FactorCorp") from agents of FMFS and continue to own the Debentures as of March 16, 2009. For clarity, the Class includes both accredited investor purchasers and unaccredited investor purchasers but expressly excludes:

- (a) The Defendant FMFS,
- (b) All of the corporate shareholders of FMFS;
- (c) Any subsidiaries or affiliates of the corporate shareholders of FMFS;
- (d) Directors and officers of any person referred to in clause (a), (b) or (c);
- (e) Members of the immediate family of any person referred to in clause (d); and,
- (f) The legal representatives, heirs, successors and assigns of any person referred to in clauses (a) through (e).

The claim seeks damages for the Class relating to purchasing the Debentures and alleges negligence and breach of duty by FMFS and its agents.

If you are a member of the Class, your rights will be affected.

Each member of the Class who does not opt out of the Class Action will be bound by the terms of any judgment or settlement in the Class Action whether favourable or not. He or she will be entitled to share in the amount of any award or settlement recovered in the Class Action.

CLASS MEMBERS MUST OPT OUT IF THEY DO NOT WISH TO PARTICIPATE IN THE CLASS ACTION

Class Members who wish to participate in the Class Action need not do anything at this time. They are automatically included in the Class Action.

Any Class Member who wishes to opt out of the Class Action must do so **on or before July 31, 2009** by sending a written election signed personally or by their legal counsel stating that the Class Member wishes to opt out of the Class Action. Certain class members are already represented by Lerner LLP, and written elections to opt out of the class proceeding may be done by Lerner LLP on their behalves.

The written election should be sent by mail, fax or email to:

Thomson, Rogers (Class Counsel)
c/o Darcy Merkur
Barristers and Solicitors
390 Bay Street, Suite 3100
Toronto, Ontario
M5H 1W2
Toll free: 1-888-223-0448
Fax: 416-868-3134
dmerkur@thomsonrogers.com

No Class Member will be permitted to opt out of the Class Action after July 31, 2009.

No person may opt out a minor or a mentally incapable person without permission of the court after notice to The Children's Lawyer or the Public Guardian and Trustee, as appropriate.

LEGAL FEES AND DISBURSEMENTS

Counsel has entered into an agreement with the representative plaintiff with respect to legal fees and disbursements. The agreement provides that counsel will not receive payment for their work unless the Class Action is successful or costs are received from the Defendant. The agreement, which must be approved by the Court to be effective, provides for a contingency fee of 20% of the amount

recovered in the Class Action, in addition to any contribution by the Defendant towards the plaintiff's legal costs and disbursements.

Members of the Class will **not** be personally liable to pay counsel any legal fees or disbursements.

ADDITIONAL INFORMATION

Any questions about the matters in this notice should NOT be directed to the court because its administrative structure is not designed to address this type of inquiry. The certification orders and other information may be obtained by visiting the website at: www.thomsonrogers.com under the heading "Farm Mutual Financial Services Inc. class action".

Questions for counsel should be directed to Darcy Merkur of Thomson, Rogers (full contact information is provided above).

INTERPRETATION

This notice is a summary of terms of the certification orders. If there is any conflict between the provisions of this notice and the terms of the certification orders, the certification orders shall prevail. The certification orders may be reviewed at the website: www.thomsonrogers.com under the heading "Farm Mutual Financial Services Inc. class action".

This notice was approved by the Ontario Superior Court of Justice.