

Form 1
Offering Document

Pursuant to the *Community Economic-Development Corporations Regulations*

This document is to be used only by Associations and Corporations as defined herein that are community economic-development corporations.

Glossary

In this offering document:

1. “Act” means the *Securities Act*;
2. “Association” means an association as defined in the *Co-operative Associations Act*;
3. “CEDC” means a Community Economic-Development Corporation, as defined herein;
4. “Community Economic-Development Corporation” means a Corporation or Association that meets the criteria prescribed by the regulations made pursuant to the *Equity Tax Credit Act* and is registered as a Community Economic-Development Corporation by the Minister of Finance pursuant to Section 11 of the *Equity Tax Credit Act*;
5. “Community Economic-Development Plan” means the community economic-development plan proposed by the Issuer which contains the information prescribed by the regulations made pursuant to the *Equity Tax Credit Act*;
6. “Corporation” means a corporation incorporated pursuant to the laws of the Province of Nova Scotia, another province of Canada or Canada that has its head office located in the Province of Nova Scotia;
7. “Finders” mean persons who, for compensation or without compensation, act as intermediaries in obtaining selling agents or otherwise make introductions in furtherance of this Offering;
8. “Issuer” means Black Business Community Investment Fund Limited;
9. “Investee Corporation” means a corporation in which the Issuer proposes to invest all or substantially all of the proceeds of the offering and where all or substantially all of the fair market value of the corporation’s property is attributable to property used in an active business;
10. “Offering” means this offering of Shares of the Issuer;

11. “Promoter” has the same meaning as in the Act, except that pursuant to subsection 3(3) of the *Community Economic-Development Corporations Regulations* no individual shall be considered as a promoter unless a promoter at the time the offering document is filed with the Director of Securities;
12. “Securities Rules” means the rules of the Nova Scotia Securities Commission made pursuant to the Act;
13. “Security holder” means a person or company who purchases Shares under this Offering;
14. “Shares” means Common shares of Issuer that may attract a 30% tax credit against provincial taxes payable and potentially subsequent tax credits if certain conditions are met and the shares are held for an extended period of time. For the 20% tax credit, shares must be held until 10 years from the date of purchase of the shares and for the 10% tax credit shares must be held for 15 years from the date of purchase of the shares. Failure to hold shares for the required time period except in certain circumstances will necessitate repayment of the applicable tax credit.
15. “Subsequent tax credits” means tax credits issued to investors in either of the following two sets of conditions:
 1. a) shares have been held 5 years by the investor.
 - b) the community economic-development corporation has subsequently raised additional capital through other specified issues registered pursuant to Section 11 of the Equity Tax Credit Act.
 - c) the market value of the community economic-development corporation fund at the time of the application for the subsequent 20% tax credit is greater than sixty-five per cent of the original book value of invested capital raised at the time of the issue of shares to the eligible investor from the specified issue.
 - d) the Community Economic Development Investment Fund has complied with all the requirements of the Equity Tax Credit Act and Regulations.
 - e) the Community Economic Development Investment Fund has applied to the Minister of Finance for the 20% tax credit and provided all requested information.

Or

2.
 - a) shares have been held 10 years by the investor.
 - b) the community economic-development corporation has subsequently raised additional capital through other specified issues registered pursuant to Section 11 of the Equity Tax Credit Act.
 - c) the market value of the community economic-development corporation fund at the time of the application for the subsequent 10% tax credit is greater than fifty per cent of the original book value of invested capital raised at the time of the issue of shares to the eligible investor from the specified issue.
 - d) the Community Economic Development Investment Fund has complied with all the requirements of the Equity Tax Credit Act and Regulations.
 - e) the Community Economic Development Investment Fund has applied to the Minister of Finance for the 10% tax credit and provided all requested information.

COMMUNITY ECONOMIC DEVELOPMENT PLAN FOR BLACK BUSINESS COMMUNITY INVESTMENT FUND (BBCIFL)

Executive Summary

- (a) The mission of Black Business Community Investment Fund Limited is to increase the level of economic activity and prosperity within the community* by means of the creation of a Community Economic Development Investment Fund. The fund will make equity and subordinated debt available to new and existing business within the boundaries of the community. This is the fifth offering of the Fund. It raised a total of \$129,500 in the first offering, \$104,800 in the second offering, \$56,500 in the third offering and \$60,000 in the fourth offering. To date, BBCIFL has invested in the following firms:
- **Bin Doctor Company**
A total of \$150,000 equity investment has been made in the Bin Doctor Company, an environmental business based in Halifax.
 - **C. A. Wilkins Company**
A \$50,000 subordinate debt investment has been made in C.A Wilkins Construction Services Limited. This has since been repaid.
 - **3165433 Nova Scotia Ltd**
A \$100,000 subordinate debt investment has been made in 3165433 Nova Scotia Limited.
 - **Stone Gallery Company**
A \$50,000 subordinate debt investment has been made in Stone Gallery, a dealer in natural stone building products and patios.
- (b) The amount of equity capital to be raised by this issue is a minimum of \$50,000 and a maximum of \$1,000,000.
- (c) The shares to be issued:
- i) are equity shares,
 - ii) are of only one class without series and have never previously been issued,
 - iii) will only be issued from the treasury of the corporation on being fully paid for in cash,
 - iv) will, immediately following the issue, be registered in the name of each shareholder that purchases them or in the name of a trustee, if the shares are held by the trust for the benefit of the shareholder, and
 - v) do not have any rights or restrictions prohibited by the regulations to the applicable status (Equity Tax Credit Act and Securities Act)
- (d) that, if a share certificate is not required to be issued to each new shareholder, an investment confirmation be issued to each new shareholder within 30 days of share registration, setting out at least the following:
- i) the number of shares acquired,
 - ii) the price paid per share,
 - iii) the total amount paid, and
 - iv) the procedure for obtaining the tax credit receipt pursuant to the Equity Tax Credit Act.

* The company has defined the community as all Black-communities in Nova Scotia and anyone interested in supporting Black-owned business in Nova Scotia.

Background of the Community

The Black Business Initiative (BBI) was established to implement the recommendations of a 1995 Task Force Report that was commissioned to outline the business needs of the Black community in Nova Scotia. The Task Force canvassed the views of the Black community to identify issues fundamental to the economic development of the Black communities. The two primary concerns of the community were lack of access to capital from mainstream lending agencies, and lack of business skills. A number of underlying factors were identified as possible reasons for this situation, these include:

- Scattered distribution of the Black population
- Weak business culture
- Discriminatory behavior from mainstream organizations and institutions
- Lack of linkages to business and community leaders
- Few Black role models and mentors
- Lack of knowledge of business assistance programs

Since its establishment, BBI's continued efforts have been to address all these identified barriers so that Black businesses can compete effectively in the mainstream economy. The logic here is that business growth leads to community economic development. However, BBI's annual budget of approximately \$1,000,000 greatly limits its ability to effectively meet its mandate. One critical area that we have not been able to provide sufficient assistance to our clients is equity funding.

Impact of BBCIFL on Economic Development

BBI's financing portfolio contains three funds: a loan fund, an equity fund, and a non-repayable community development fund. Of these, the equity fund is the smallest in terms of budgeted amount and the least easy for entrepreneurs to secure. This is because the funds available to BBI cannot accommodate the long-term commitments typical of equity financing, while at the same time service BBI's wide clientele base across the province. Notwithstanding, BBI is fully aware that small to medium size businesses in their start up or expansion phase need some amount of equity financing, in order to grow while minimizing the risk of bankruptcy.

It is against this background of appreciating the importance of, and the urgent need for equity financing for small to medium businesses that BBI has embraced the Community Economic Development Investment Fund (CEDIF) model as an effective strategy to address these issues.

By targeting Black-owned businesses, the fund will directly impact the Black communities since many of the Black-owned businesses either hire lots of Black workers or are situated within predominantly Black communities.

Accordingly, the profitability of the Black-owned business translates into wealth generation in the Black communities. BBI has had 11 full years of tremendous experience regarding identifying, disbursing and administering such Small-Medium Enterprises (SME) loans and will share this experience with BBCIFL.

One key tool that equity investment provides shareholders is the ability to provide input into and influence a company's decision making process. It is hoped that BBCIFL will promote effective management for funded entities through participation in the decision making process.

Operation of BBCIFL

The BBCIFL would operate as a 'blind pool' with emphasis on new and existing small to medium businesses. In addition to the CEDIF eligibility criteria for businesses, one very important criterion for businesses to participate in BBCIFL is the long-term sustainability of the venture and its ability to provide at least 3% average return on an annualized basis. The proposed application process is that; eligible businesses would apply to the BBCIFL board, state their funding request, and provide their business plans which should clearly demonstrates their growth strategy. The board is currently made up of 12 members who are identified in the offering document. The request will then be evaluated and a funding decision made.

Market for BBCIFL

BBCIFL's proposed market is all Black-owned businesses in Nova Scotia. Competition in this market is at best, very minimal since many funding organizations, including BBI, prefer to provide loans instead of taking equity positions. Accordingly, there is more demand for equity investment than there is supply of equity capital.

By having access to BBI's vast network of resources, skill set and business information, it is hoped that BBCIFL would effectively allocate its resources among qualified applicants.

First Investee Business

In May of 2005, the BBCIFL made a \$100,000 equity investment in the Bin Doctor, a Halifax-based environmental company. In April 2007, another \$50,000 equity investment was made in the Bin Doctor. This \$150,000 gave BBCIFL a 16% stake in the Bin Doctor Company.

The Bin Doctor offers a green bin cleaning service and products for green compost bins such as environmentally friendly cleaners and cardboard liners. The Bin Doctor also operates a recycling depot in Halifax.

The investment was used to help the company expand their products into the Ontario market place.

Second Investee Business

In February 2006, the BBCIFL made a \$50,000 subordinate loan to C.A.Wilkins Construction Services Ltd, an Electrical and General construction company based in Dartmouth.

This loan provided working capital for the company and has since been repaid.

Third Investee Business

In May 2007, a \$100,000 subordinate debt was made in a 3165433 Nova Scotia Ltd, a construction company also owned by Clark Wilkins.

The investment was to provide working capital to profitably undertake construction contracts and is still outstanding. The terms of the investment is 8% return over 15 months

Fourth Investee Business

In August 2007, BBCIFL made a \$50,000 subordinate loan to Stone Gallery Inc, a construction natural stone building products supplier. This loan provided working capital for inventory purchase and is still outstanding. The terms of the investment is 11% return over 28 months.

&

Financial Information

As stated in the offering document, the focus of the Fund is to make investments. The cash disbursement from the Fund is as follows: first, offering expenses must be paid; then, cost of investigating potential investments followed by actual investments made. Annual administration costs and liquidity reserves will come from the balance remaining.

The cost of investigating potential investments will in most instances be passed on directly to the company seeking capital; in situations where investigation costs are incurred but no investment deal is concluded, the costs will normally be borne by the Fund and accounted for as part of general administration.

The table below shows the proposed disbursement schedule for the Fund capital:

USE OF PROCEEDS

The funds raised in the Offering will be used as indicated in the following table:

	If Minimum Sold		If Maximum Sold	
	Amount	(%)	Amount	(%)
Total Proceeds	\$50,000	(100%)	\$1,000,000	(100%)
Less: Offering Expenses				
Promotional/travel expenses	2,500	(5.0%)	25,000	(2.5%)
Legal and Accounting Fees	1,250	(2.5%)	20,000	(2%)
Copying and Other Expenses	1,250	(2.5%)	10,000	(1.0%)
Net Proceeds from Offering	\$45,000	(90%)	\$ 945,000	(94.5%)
Use of Net Proceeds				
Investments	\$40,500	(90.0%)	\$ 850,500	(90.00%)
Administration				
General administration	2,250	(5.0%)	47,250	(5.00%)
Cash Liquidity Reserve	2,250	(5.0%)	47,250	(5.00%)
Total Use of Net Proceeds	\$ 45,000	(100%)	\$ 945,000	(100 %)

Table Of Contents

	Page
Cautions	9
The Offering.....	10
Risk Factors	11
Plan of Distribution	12
The Issuer	15
Business and Properties of a CEDC that is a Corporation	16
Specified Investments in Eligible Local Business Entities by a CEDC that is a Corporation.....	18
Business and Properties of a CEDC that is an Association	20
Capital Structure	21
Use of Proceeds	22
Financial Forecasts or Projections	24
Dividends, Distributions and Redemptions	24
Promoter of the Issuer	24
Officers of the Issuer	26
Directors of the Issuer	28
Key Personnel of the Issuer	31
Principal Security Holders	34
Management Relationships, Transactions and Remuneration	35
Litigation	36
Canadian Income Tax Considerations	36
Material Contracts	39
Financial Statements	40
Continuous Reporting Obligations	40
Restrictions on Resale of Securities	40
Rights of Action	41
Certificate	43

CAUTIONS

The Nova Scotia Securities Commission has not assessed:

The reasonableness or merit of the Issuer or the Offering;

Whether the Issuer has sufficient financing and managerial expertise to accomplish its stated objectives;

Whether management of the Issuer has the reputation and commitment to conduct the Issuer's business with integrity and in the best interest of the Security holders;

Whether the Promoters and management of the Issuer are receiving unconscionable benefits at the expense of the Security holders; or

Whether any financial forecast or projection contained in this offering document has a reasonable basis;

Investment in small business involves a high degree of risk, and investors should not invest any funds in this Offering unless they can afford to lose a substantial portion of their investment. Potential investors should read all of this offering document, particularly the risk factors on page 11.

Potential investors should review the information concerning the background of the Issuer's officers, directors and other key personnel and consider whether or not these persons have adequate background and experience to develop and operate the Issuer and to make it successful. In this respect, the experience and ability to manage are often considered among the most significant factors in the success of a business.

After reviewing the "Use of Proceeds" on page 22 potential investors should consider whether the amounts available for future development of the Issuer's business and operations will be adequate.

A Security holder may have rights of rescission or an action for damages in circumstances which are described in this offering document beginning on page 41.

THERE IS NO ORGANIZED MARKET THROUGH WHICH THE SHARES MAY BE SOLD. IT MAY BE DIFFICULT OR EVEN IMPOSSIBLE FOR THE INVESTOR TO SELL THEM.

Potential investors should also consult their professional advisors before investing.

This offering document, together with the documents incorporated herein by reference and forming part of this offering document, and the attachments thereto contain all of the representations by the Issuer concerning this Offering and no person shall make different or

broader statements than those contained herein. Investors are cautioned not to rely on any information not expressly set forth in or attached to this offering document.

This offering document, together with financial statements and other attachments, consists of a total of **50** pages.

THE OFFERING

1. The Shares being offered are:

Fully-paid, newly-issued voting common shares that are non-redeemable, non-convertible, non-retractable, and not restricted in profit sharing or participation upon dissolution; the price per share is \$100. Individuals must purchase a minimum of 5 shares; therefore, the minimum investment is \$500.

2. The offering price was established by the following method:

negotiation with the investor

Arbitrarily by the Issuer

otherwise (explain) _____

3. Maximum number of Shares offered: **10,000 (ten thousand)**

4. Total proceeds if maximum sold: **\$1,000,000 (one million dollars)**

5. Minimum number of Shares offered: **500 (five hundred)**

6. Total proceeds if minimum sold: **\$50,000 (fifty thousand dollars)**

7. Reasons for the selection of the minimum number of Shares offered:

This is based on the issuer's assumptions respecting minimum offer to cover administration costs of the Fund and permit for returns to its shareholders.

Since the Black Business Initiative is providing administrative and start-up assistance to the Fund, effectively almost all the money raised under this offering will serve as an increase in the fund's investment capital.

The administrative costs that BBI is looking after for the fund refer to BBI staff time (Gordon Doe) spent updating current Fund shareholders with information, and responding to queries from potential Investee firms.

The start-up costs also refer to Gordon Doe's time to prepare this offering document and response(s)/correspondence with CEDIF program administrators/stakeholders.

Gordon Doe is not compensated additionally by BBI for taking on this responsibility. The Fund has no contract with Black Business Initiative.

8. Minimum number of investors required: **5 people**
9. Total estimated costs of the Offering:
At minimum \$ 5,000 (see s.27 for detail)
At maximum \$55,000 (see s.27 for detail)

RISK FACTORS

10. Taking into consideration the factors noted below, list in the order of importance the factors which the Issuer considers to be the most substantial risks to an investor in this Offering in view of all known facts and circumstances (i.e., those factors which constitute the greatest threat that the investment will be lost in whole or in part, or not provide an adequate return).
 - (a) The investments made by the Fund will have returns which are directly attributable to the performance of the companies invested in. Therefore, the risk associated with an economic downturn in the local community is real and must be factored into the decision. Therefore, investments which were prudent at the time of investment may not prove profitable over the term they are maintained.
 - (b) The Shares are speculative in nature. An investment is appropriate only for investors who are prepared to have their money invested for a long period of time, and who have the capacity to absorb a loss of some or all of their investment.
 - (c) While it has been assumed that there are more potential investments within the community than the Fund can participate in, there remains a risk that the Fund will not be able to access these deals and/or will not be able to negotiate an agreeable financing arrangement with the partners of the target investment.
 - (d) There is a lack of direct investment experience by the Fund, its promoters and its Board which may result in a "learning curve" respecting the placement of equity investments. This, in turn, may reduce the performance of the Fund, and hence is the primary risk factor identified prior to the Offering.
 - (e) There are limited opportunities available for exiting the Fund, i.e., liquidity risk. The reader is instructed to refer to item 57 for a full disclosure of the limited options for the resale of these securities.
 - (f) Another risk factor considered to be potentially material to an investor is the opportunity cost of capital should the offer not close. Depending upon the dates involved in the offering, an investor who chooses this investment may lose the opportunity to invest in another tax-assisted investment (e.g., Labour-Sponsored Venture Capital Corporations) due to the limitation on investment (60 days).

(g) There is no organized market through which the Shares may be sold. Therefore, investors may find it difficult or even impossible to sell their Shares.

(h) There are restrictions on the resale of the Shares. See item 57 for details.

(i) The Issuer may not achieve a level of profitability to permit dividends to be paid. Investors should not count on any return from these Shares.

(j) Investors who deposit the Shares in a self-directed RRSP should not depend on selling the Shares or income from the Shares to fund their retirement.

(k) Tax laws frequently change.

Please add only the applicable risk factors in bold and capital letters and fill in the blanks from the following:

(L) IF THE OFFERING FAILS TO MEET THE MINIMUM INITIAL CLOSING CONDITIONS AS PER ITEM #16 AND CLOSE BY 29/02/2008, AS STATED IN ITEM #17, INVESTORS WILL NOT HAVE TIME TO ARRANGE ALTERNATE RRSP ELIGIBLE CONTRIBUTIONS FOR THE 2007 TAXATION YEAR.

(M) IF THE CLOSING DATE FOR THE OFFERING UNDER WHICH A SUBSCRIBER PURCHASES SHARES IS WITHIN 60 CALENDER DAYS AFTER A CALENDAR YEAR END, THE SUBSCRIBER HAS THE OPTION TO APPLY THE EQUITY TAX CREDIT FIRST TO EITHER THE PREVIOUS OR CURRENT TAXATION YEAR. UNUSED AMOUNTS MAY BE CARRIED BACK THREE YEARS OR FORWARD SEVEN YEARS. THE EQUITY TAX CREDIT MAY ONLY BE USED AS A CREDIT AGAINST PROVINCIAL NOVA SCOTIA TAXES PAYABLE. THE CREDIT IS NOT REFUNDABLE.

PLAN OF DISTRIBUTION

11. The following people (the “selling agents”) are authorized to sell Shares under the Offering:

Name	Address	Business Phone #	Fax #
Gordon Adisenu-Doe	1575 Brunswick St	902-426-6985	902-426-6530
	Halifax, Nova Scotia		
	B3J-2G1		

12. (a) Describe any compensation to selling agents or Finders, including cash, securities, contracts or other consideration of any kind direct or indirect. Also indicate whether the Issuer will indemnify the selling agents or Finders against liabilities, if any, under the securities laws.

The Issuer will not pay any compensation, commissions or fees to the selling agents to transact the offering. Board of Directors receive no compensation. There are no Finders in this offering. Issuer will not indemnify the selling agents or Finders against liability.

13. Describe any material relationship between any of the selling agents or Finders and the Issuer or its management.

Gordon Doe is the only selling agent or the Fund. He is also a board member.

NOTE:

After reviewing the amount of compensation to the selling agents or Finders for selling the Shares, and the nature of the relationship between the selling agents or Finders and the Issuer, a potential investor should assess the extent to which it may be appropriate to rely upon any recommendation by the selling agents or Finders to buy the Shares.

Please refer to item #51 & item #54 for additional information on the relationship between parties.

NOTE on selling agents and Finders:

Potential investors should carefully consider the following points when evaluating any recommendation by the selling agents or Finders to buy the Shares:

- (a) Amount of compensation received by the selling agents or Finders to sell the shares;
- (b) The nature of the relationship between the selling agents or Finders and the Issuer; and
- (c) Unlike most securities offerings, the selling agents and Finders are not required to be registered under the Act to trade securities and therefore, when investors purchase the Shares through unregistered selling agents or Finders, they should be aware that:

- i) They will not have the protections afforded by certain requirements and standards imposed on “registrants” under the Act, including proficiency standards, reporting requirements, “know your client” requirements and “suitability” requirements; and

ii) Unregistered selling agents and Finders are generally prohibited by the Act from giving investment advice to potential investors unless permitted to do so by an exemption expressly set out in the Act or granted by the Nova Scotia Securities Commission under the Act.

14. Describe the procedure by which investors subscribe for Shares under the Offering.

An introductory letter including explanatory flyers inviting prospective investors will be distributed to members of the identified community. An Initial public meeting and/or private meeting will occur, followed by provision of advertising material to prospective investors. The subscription agreement and letter of intent will be given out to participants. The Investor will forward payment by means of a cheque or money order (cash is not acceptable) to the Issuer, or their Trustee, payable to the “Concentra Trust, in Trust’ to be held in trust until the closing.

15. The subscription funds will be held in trust by Concentra Trust and will only become available to the Issuer when the conditions of closing described below have been met and the Offering has closed.

16. The following are conditions of the initial closing of this Offering:

- (a) **The Issuer has received the minimum offering amount of \$50,000;**
- (b) **All material contracts have been signed, and all material consents of third parties have been obtained;**
- (c) **All necessary and required certificates under the *Equity Tax Credit Act* and regulations and other applicable laws have been obtained; including**
 - 1. **A non-objection letter issued by the Nova Scotia Securities Commission and not subsequently revoked, and**
 - 2. **That the Equity Tax Certificate has not been revoked by the Minister of Finance.**
- (d) Additional conditions of the initial closing are:
 - (1) **minimum of (5) investors having subscribed (per item #8)**
 - (2) **All subscription funds must be in the possession of the Trustee at the time of the initial closing.**

17. The minimum offering amount and all other conditions of the initial closing must be achieved on or before 29/ 02/08. [Unless the Director has granted an extension, this date must be not more than 90 days from the date of issuance of a letter of non-objection in respect of the offering document by the Director of Securities pursuant to the *Community Economic-Development Corporation Regulations*.]

18. If the minimum offering amount and all other conditions of the initial closing are not achieved on or before the time specified in item 17, and no extension has been granted by the Director, the Offering will be withdrawn and all of the proceeds of subscription, without interest, will be returned to the subscriber within 30 days of the date that the Offering was to close.
19. The following are conditions of each subsequent closing of this Offering:
- (i) **There has been no material change in material contracts referred to in item #16(b).**
 - (ii) **All necessary and required certificates under the Equity Tax Credit Act and regulations and other applicable laws have been obtained and are current.**
 - (iii) **All subscription funds must be in the possession of the Trustee at the time of the initial closing.**
 - (iv) **That the Equity Tax Certificate has not lapsed or been revoked by the Minister of Finance.**
 - (v) **The non-objection letter issued by the Nova Scotia Securities Commission has not been revoked.**

THE ISSUER

20. Issuer's exact name as it appears in the incorporating document:

Name	Black Business Community Investment Fund Ltd.
Jurisdiction and Date of Incorporation	Nova Scotia, November 2002
Address of Registered Office	1575 Brunswick Street, Halifax, Nova Scotia
Address of Principal Business Address	1575 Brunswick Street, Halifax, Nova Scotia
Issuer's Telephone Number	(902) 426-6985
Issuer's Fax Number	(902) 426-6530
Contact Person at Issuer with Respect to the Offering	Gordon Doe
Telephone Number of Contact Person (if different number from above)	Same
Fiscal year end (month/day)	March 31.

BUSINESS AND PROPERTIES OF A CEDC THAT IS A CORPORATION

When the Issuer is a Corporation and now operates or proposes to operate an active business or to invest all or substantially all of the proceeds of the offering in shares of a corporation where all or substantially all of the fair market value of that corporation is attributable to property used in an active business (the “Investee Corporation”) please complete item 21.

If the Issuer proposes to invest or has invested 20% or more of the net proceeds of the total offerings to date or of the contemplated offering, in an Investee Corporation, the most recent financial statements of the Investee Corporation must be attached and form part of this document.

[When the Issuer is a Corporation and has a constitution that restricts it to making specified investments in eligible local business entities in accordance with its Community Economic-Development Plan please go to item 22.]

21. With respect to the business of the Issuer and its properties:
- (a) Describe in detail what business (es) the Issuer or Investee Corporation now operates and proposes to operate, including what products are or will be produced or services those are or will be rendered.
 - (b) Describe how these products or services are to be produced or rendered and how and when the Issuer intends to carry out its activities. If the Issuer or Investee Corporation plans to offer a new product(s), state the present stage of development including whether a working prototype(s) is in existence. Indicate if completion of development of the product will require a material amount of the resources of the Issuer, and the estimated amount. Describe any major existing supply contracts.
 - (c) Describe the industry in which the Issuer or Investee Corporation is selling or expects to sell its products or services and, where applicable, any recognized trends within the industry. Describe that part of the industry and the geographic area in which the business competes or will compete. Indicate whether competition is or is expected to be by price, service or other basis.
 - (d) If the Issuer’s or Investee Corporation’s business, products or properties are subject to material regulation by federal, provincial or municipal governmental agencies, indicate the nature and extent of regulation and its effects or potential effects upon the Issuer.
 - (e) State the number and types of employees the Issuer or Investee Corporation has and the number and type of employees it anticipates it will have within the next twelve months.

- (f) Describe generally the principal properties (such as real estate, plant and equipment, patents, etc.) that the Issuer or Investee Corporation owns, indicating also what properties it leases and a summary of the terms of those leases, including the amounts of payments, expiration dates and the terms of any renewal options. Indicate what properties the Issuer or Investee Corporation intends to acquire in the next twelve months, the costs of such acquisitions and the sources of financing it expects to use in obtaining those properties, whether by purchase, lease or otherwise.
- (g) State the name of any subsidiaries of the Issuer or Investee Corporation, their business purpose and ownership. If none, so indicate.
- (h) Summarize the material events in the development of the Issuer or Investee Corporation during the last 5 years or for whatever lesser period the Issuer has been in existence. Include both positive and negative facts. Also include details on profits and losses, including the causes of any losses. Include as well any material acquisitions or arrangements. [A “material event” or “material acquisition or arrangement” is one that is fundamental to the business and day-to-day operations of the Issuer or Investee Corporation.]

SPECIFIED INVESTMENTS IN ELIGIBLE LOCAL BUSINESS ENTITIES BY A CEDC THAT IS A CORPORATION (BLIND POOLS)

If the Issuer proposes to invest or has invested 20% or more of the net proceeds of the total offerings to date or of the contemplated offering, in an Investee Corporation, the most recent financial statements of the Investee Corporation must be attached and form part of this document.

22. Item 22 must be completed by a CEDC that is a Corporation with a constitution that restricts it to making specified investments in eligible local business entities in accordance with its Community Economic-Development Plan.
- (a) Set out restrictions as described in the Issuer's constitution.
- 1. Business must be located within the boundaries of Nova Scotia and have at least 30% Black ownership in the form of outstanding voting shares**
 - 2. The business must operate in accordance with applicable laws and bylaws**
 - 3. All investments chosen must meet the criteria for eligibility under Section 4 of the *Equity Tax Credit Act*:**
 - authorized capital consisting of shares without par value;**
 - at least 25% of salaries and wages are paid in the Province;**
 - assets (including affiliates) less than \$25 million -90% or more of the fair market value of the property of the corporation or association is attributable to property used in active business or shares of a corporation or association that would be an eligible business if it made application under the Act;**
 - in the case of an association, that the association undertakes or carries on business or operations in any activity prescribed by regulation;**
 - the business is not the professional practice of an accountant, dentist, lawyer, medical doctor, veterinarian or chiropractor.**
- (b) Describe the Issuer's investment strategy and objectives as set forth in the Issuer's Community Economic-Development Plan.

Strategy: to invest in new or existing business that are in accordance with the investment criteria outlined in item 22(a) and that can provide a satisfactory return on the investment (net annualized average rate of return not less than 3%); the specifics of what type of business, by sector or stage of growth, cannot be assumed at this time without unduly limiting the investment possibilities of the Fund- it is a blind pool.

Objectives: maintain/ improve local control of business; maintain/ improve local employment.

*** The investment decision will be made by the Board of Directors, following a recommendation by the Fund's investment subcommittee. Finally, shareholder vote will be required to approve the investment decision, depending on the size of the investment.**

- (c) Describe any intended specified investments in eligible local business entities which the Issuer plans to make with the proceeds of the Offering and how they fall within the Issuer's Community Economic-Development Plan. If no such specified investments are planned at the time of the Offering or if further specific investments are contemplated please indicate that fact.

N/A- blind pool. No such specified investments are planned at this time nor further specific investments contemplated.

First Investee Business:

In May of 2005, the BBCIFL made a \$100,000 equity investment in the Bin Doctor, a Halifax-based environmental company. In April 2007, a second \$50,000 investment was made. The Bin Doctor offers a green bin cleaning service and products for green compost bins such as environmentally friendly cleaners and cardboard liners.

Second Investee Business:

In February 2006, the BBCIFL made a \$50,000 subordinate loan in C.A. Wilkins Construction Services Ltd, a Dartmouth-based construction company. This investment helped to successfully undertake a construction project, and has since been paid out.

Third Investee Business

In May 2007, a \$100,000 subordinate debt was made in a 3165433 Nova Scotia Ltd, a construction company also owned by Clark Wilkins. The investment was to provide working capital to profitably undertake construction contracts and is still outstanding. The terms of the investment is 8% return over 15 months.

Fourth Investee Business

In Aug 2007, BBCIFL made a \$50,000 subordinate loan to Stone Gallery Inc, a construction & natural stone building products supplier. This loan provided working capital for inventory purchase and is still outstanding. The terms of the investment is 11% return over 28 months.

Potential investors should note that where specified investments in eligible local business entities are not described in this offering document the Issuer must make such investments in compliance with Section 20 of the *Community Economic-Development Corporations Regulations*.

BUSINESS AND PROPERTIES OF A CEDC THAT IS AN ASSOCIATION

When the Issuer is an Association and now operates or proposes to carry on business or operate as a marketing, producer or employee co-operative as those activities are defined in the regulations to the *Equity Tax Credit Act*, please complete item 23.

If the Issuer proposes to invest or has invested 20% or more of the net proceeds of the total offerings to date or of the contemplated offering, in an Investee Corporation, the most recent financial statements of the Investee Corporation must be attached and form part of this document.

When the Issuer is an Association that has a constitution that restricts it to investing in eligible investments in accordance with the regulations made pursuant to the *Equity Tax Credit Act*, please go to item 24.

23. With respect to the business of the Issuer and its properties:

- (a) Describe in detail what business (es) the Issuer now operates and proposes to operate, including what products are or will be produced or services that are or will be rendered.
- (b) Describe how these products or services are to be produced or rendered and how and when the Issuer intends to carry out its activities. If the Issuer plans to offer a new product(s), state the present stage of development including whether or not a working prototype(s) is in existence. Indicate if completion of development of the product will require a material amount of the resources of the Issuer, and the estimated amount. Describe any major existing supply contracts.
- (c) Describe the industry in which the Issuer is selling or expects to sell its products or services and, where applicable, any recognized trends within the industry. Describe that part of the industry and the geographic area in which the business competes or will compete. Indicate whether competition is or is expected to be by price, service or other basis.
- (d) If the Issuer's business, products or properties are subject to material regulation by federal, provincial or municipal governmental agencies, indicate the nature and extent of regulation and its effects or potential effects upon the Issuer.

24. Item 24 must be completed by a CEDC that is an Association that has a constitution that restricts it to investing in eligible investments in accordance with the regulations made pursuant to the *Equity Tax Credit Act*. **(BLIND POOLS)**

If the Issuer proposes to invest or has invested 20% or more of the net proceeds of the total offerings to date or of the contemplated offering, in an Investee Corporation, the most recent financial statements of the Investee Corporation must be attached and form part of this document.

- (a) Set out restrictions on investments as described in the Issuer’s constitution:
- (b) Describe the Issuer’s investment strategy and objectives as set forth in the Issuer’s Community Economic-Development Plan.
- (c) Describe any intended specified eligible investments which the Issuer plans to make with the proceeds of the offering. If no such specific eligible investments are planned at the time of the Offering or if further specific eligible investments are contemplated, please indicate that fact.

Potential investors should note that where specific eligible investments are not described in this offering document the Issuer must comply with Section 21 of the *Community Economic-Development Corporations Regulations*.

CAPITAL STRUCTURE

25. The following table describes the authorized capital of the Issuer:

Name Of Security	Description of Attributes
Common shares	Voting, non-redeemable, non- retractable, non-convertible, not restricted in profit sharing or participation upon dissolution

26. The following table describes the capital structure of the Issuer at a date not more than 30 days preceding the date of the offering document and also what the capital structure will be on the conclusion of the Offering:

Name of Security	Number Authorized	Total \$Value and # Outstanding at <u>2007/09/30</u>	Total \$Value and # Outstanding at Initial Closing @ Minimum @ Maximum
Loans/ Other Indebtedness	NA	NA	
Preferred Shares	0	\$0 (0)	0
Common Shares	10,000,000	\$350,800 (3,508)	\$408,800 (4,008) \$1,350,800 (13,508)
Retained Earnings	0	(10,371)	0
TOTAL		\$340,428	

USE OF PROCEEDS

27. The funds raised in the Offering will be used as indicated in the following table:

	If Minimum Sold (\$)	%	If Maximum Sold (\$)	%
Total Proceeds	\$50,000	100	\$1,000,000	100
Less:				
Offering Expense				
Promotional expenses	2,500	5%	25,000	2.5
Legal and Accounting Fees	1,250	2.5	20,000	2
Copying and Other Expenses	1,250	2.5	10,000	1.0
Net Proceeds from Offering	45,000	90	945,000	94.5
Use of Net Proceeds				
Investments	40,500	90	850,500	90
Administration				
General Administration	2,250	5	47,250	5
Cash Liquidity Reserve	2,250	5	47,250	5
Total Use of Net Proceeds	45,000	100	945,000	100

28. Describe the order of priority in which the proceeds set forth under the column “If Minimum Sold” will be used.

The focus of the Fund is to make investments. First, offering expenses must be paid; then, cost of investigating potential investments followed by actual investments made. Annual administration costs (above what BBI provides) and liquidity reserves will come from the balance remaining.

The cost of investigating potential investments will in most instances be passed on directly to the company seeking capital; in situations where investigation costs are incurred, however, no investment deal is concluded, the costs will normally be borne by the Fund and accounted as part of the general administration cost.

The administrative costs that BBI is looking after for the fund refer to BBI staff time (Gordon Doe) spent updating current Fund shareholders with information, and responding to queries from potential Investee firms.

The start-up costs also refer to Gordon Doe’s time to prepare this offering document and response(s)/correspondence with CEDIF program administrators/stakeholders.

Gordon Doe is not compensated additionally by BBI for taking on this responsibility. No contract with Black Business Initiative exists.

29. If material amounts of funds from sources other than the Offering are to be used in conjunction with the proceeds from the Offering, state the amounts and sources of such other funds, and whether funds are firm or contingent. If contingent, explain the contingent event(s).

There are no commitments for funds from sources other than the Offering.

30. Indicate whether the Issuer is having or anticipates having within the next 12 months any cash flow or liquidity problems and whether it is in default or in breach of any note, loan, lease or other indebtedness or financing arrangement requiring the Issuer to make payments. Indicate if a significant amount of the Issuer’s trade payables have not been paid within the stated trade term. State whether the Issuer is subject to any unsatisfied judgments, liens or settlement obligations and the amount thereof. Indicate the Issuer’s plans to resolve any such problems.

The Issuer is not having, nor anticipates having within the next 12 months, any cash flow or liquidity problems. It anticipates some requests for redemption since the four-year holding period for its first offering is up, however, no shareholder has yet given any indication of possible redemption. It is not in default or in breach of any note, loan, lease or other indebtedness or financing arrangement requiring the Issuer to make payments.

31. Indicate whether proceeds from the Offering will satisfy the Issuer's cash requirements for the next 12 months, and whether it will be necessary to raise additional funds. State the source of additional funds, if known.

The proceeds from the Offering will satisfy the Issuer's cash requirements for the next 12 months. The need to raise additional funds will depend on the number of opportunities brought to the fund. If demand for investment is high, a sixth issue may be contemplated.

FINANCIAL FORECASTS OR PROJECTIONS

32. If future-oriented financial information such as forecasts or projections will be provided to potential investors, such information must be attached to the offering document and referred to in this section. The forecast or projection must include all of the assumptions used to calculate the figures shown and be prepared in accordance with section 17 of the *Community Economic-Development Corporations Regulations*.

No future-oriented financial information will be provided.

DIVIDENDS, DISTRIBUTIONS AND REDEMPTIONS

33. Provide particulars of the Issuer's dividend policy, if any.

No dividends are anticipated to be paid on common shares for the first five years. Dividend distribution may commence after this time based upon the performance of the Fund; the dividends will be set at the annual general meeting of shareholders. Dividends are non-liquidating. All expenses of the Issuer will be paid before dividends are paid. In any event, dividends will not occur unless it is financially viable for the Issuer. In this context, "financially viable" is deemed to mean that the Issuer has, beyond its dividend capacity, the ability to meet all of its financial obligations to creditors and government.

34. Give details of dividends and other distributions paid by the Issuer to its security holders during the last 5 years.

No dividends or distributions have ever been paid by the Issuer.

PROMOTERS OF THE ISSUER

35. The Promoters of the Issuer are:

1. Name: **Paul L. Walter O.C.**
Business street address: **469 Main Street, Kentville, NS B4N 3V9**
Business telephone number: **(902) 678-3257**
Business fax number: **(902) 678-7727**
Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:
Admitted to Nova Scotia Bar in 1982.
Worked as Associate with Waterbury Newton from 1982-1987
Partner with Waterbury Newton, Barristers & Solicitors since "87.
Focus on personal injury litigation, criminal defense, and administrative law.
Education (degrees, schools and dates):
BA (Hons), Saint Mary's University, LLB, Dalhousie University

2. Name: **Lynn Jones**
Business street address: **310-76 Fairfax Avenue, Halifax, NS B3S 1M8**
Business telephone number: **(902) 426-1879**
Business fax number: (N/A)
Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:
Human Resource and Skill Development Canada: 1979- Still employed, Program Administrator
Administer employment programs and services to individuals, groups and business on behalf of the federal government of Canada.
Education (degrees, schools and dates): **BA-Dalhousie University, 1976**

3. Name: **Joseph Parris**
Business street address: **47 Dorchester St. Sydev, NS B1N 1T9**
Business telephone number: **(902) 564-7873**
Business fax number: **(902) 564-3095**
Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:
Canada Revenue Agency - July 1995- Present
July 02-present: Team Leader of Collection Officers, 1999-'02: Community Outreach Officer, 1998-'99 Audit Officer, CPP/EI Compliance Audit/ collections Officer, 1995-'88: Trust Compliance Officer/ Collection Officer, BBI board since 2001
Education (degrees, schools and dates):
Some University Education

4. Name: **Rustum Southwell**
Business street address: **1575 Brunswick Street, Halifax , NS B3J 2G1**
Business telephone number: **(902) 426-8948**
Business fax number: **(902) 426-6530**

Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:

Black Business Initiative, Executive Director since 1996. Responsible for all aspects of operations including; training and hiring of staff, development of operation and policy manuals, financing and communication strategy.

Education (degrees, schools and dates):

Completed General Certificate of Education at St.Kitts-Nevis Grammar School, Senior Matriculation at The University of the West Indies and attended Dalhousie University. He also holds many business and professional development certificates.

5. Name: **Gordon A-Doe**

Business street address: **1575 Brunswick Street, Halifax, NS B3J 2G1**

Business telephone number: **(902) 426-6985**

Business fax number: **(902) 426-6530**

Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:

Black Business Initiative Society- 2001-to 2003: Business Development Manager, 2003- 2005: Economic Development Manager,2005 : Director of Business Development: Assist clients plan, start and/expand their business, and CED. Responsible for developing new strategic initiatives

Education (degrees, schools and dates): **M.B.A- 2001**

OFFICERS OF THE ISSUER

36. The 4 Directors – Officers of the Issuer are:

1. President: **Greg Browning**

Business street address: **5161 George Street, Mezzanine Level, Halifax, NS, B3J 2Y1**

Business telephone number: **(902) 421-8140**

Business fax number: **(902) 421-4341**

Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:

1994-2000 – Assistant Manager and Manager Risk Management – Royal Bank of Canada. – Approved business and personal loans-

2000-2003 – Advisor – Human Resources – Royal Bank of Canada – provided advise and direction to senior management regarding human resource issues.

2003 to date – Commercial Mortgage Manager – Underwrite mortgages on commercial property

Nature of projects during the last 5 years if not described immediately above:

Education (degrees, schools and dates): **BBA - 1977**

Also a director of the Issuer Yes No

Indicate amount of time to be spent on Issuer's matters if less than full time:

On average, it is assumed that the position of President will consume approximately 3-5 hours per week, on a strictly volunteer basis.

2. Vice President: **Cyrus, Pemberton**
 Business street address: **Dept. of IE, Dalhousie University, 5269 Morris St., Halifax, NS B3J 2X4**
 Business telephone number: **(902) 494-6084**
 Business fax number: **(902) 420-7858**
 Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:
1987-Present – Associate Professor, Dalhousie University
Course Development, Teaching and Research in: Information Management Systems, Systems Simulation, Distribution Management, Vehicle Routing.
1991-2004 – President, Logix Consultants Limited
Consulting Projects in: Computer Laboratory Development, Manufacturing Simulation, Food Processing Factory Design, etc.
 Nature of projects during the last 5 years if not described immediately above:
 Education (degrees, schools and dates): **Ph.D Industrial Engineering – 1988, MASc Industrial Engineering – 1984, BSc Industrial Engineering - 1982**
 Also a director of the Issuer Yes [] No
 Indicate amount of time to be spent on Issuer’s matters if less than full time: **On average, it is assumed that the position of Vice-President will consume approximately 3-5 hours per week, on a strictly volunteer basis.**
3. Treasurer: **Idy Fashoranti**
 Business street address: **1575 Brunswick Street, Halifax, NS B3J 2G1**
 Business telephone number: **(902) 426-4470**
 Business fax number: **(902) 426-6530**
 Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:
Black Business Initiative, employed July 1996 as Controller. Financial and administrative responsibilities. Specifically, management of BBI loan and equity portfolio, BBI financial reporting
 Nature of projects during the last 5 years if not described immediately above:
 Education (degrees, schools and dates): **MBA – 1996, CMA-2002**
 Also a director of the Issuer Yes [] No
 Indicate amount of time to be spent on Issuer’s matters if less than full time: **On average, it is assumed that the position of Treasurer will consume approximately 3-5 hours per week, on a strictly volunteer basis.**
4. Secretary: **Lynn Jones**
 Business street address: **310-76 Fairfax Avenue, Halifax, NS B3S 1M8**
 Business telephone number: **(902) 426-1879**
 Business fax number: **(N/A)**

Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:

Service Canada : 1979- Still employed, Program Administrator

Administer employment programs and services to individuals, groups and business on behalf of the federal government of Canada.

Nature of projects during the last 5 years if not described immediately above:

Education (degrees, schools and dates): **BA-Dalhousie University, 1976**

Also a director of the issuer **Yes** **No**

Indicate amount of time to be spent on Issuer's matters if less than full time:

On average, it is assumed that the position of Secretary will consume approximately 3-5 hours per week, on a strictly volunteer basis.

DIRECTORS OF THE ISSUER

37. There are 12 directors of the Issuer, **six of which must come from the community.**

38. Information concerning each director of the Issuer, other than those already listed under the heading "Officers of the Issuer" are:

1. Name: **Rustum Southwell**

Business street address: **1575 Brunswick Street, Halifax, NS B3J 2G1**

Business telephone number: **(902) 426-8948**

Business fax number: **(902) 426-6530**

Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:

Black Business Initiative, Executive Director since 1996. Responsible for all aspects of operations including; training and hiring of staff, development of operation and policy manuals, financing and communication strategy.

Education (degrees, schools and dates):

Completed General Certificate of Education at St.Kitts-Nevis Grammar School, Senior Matriculation at The University of the West Indies and attended Dalhousie University. He also holds many business and professional development certificates.

2. Name: **Funmi Joseph**

Business street address: **1801 Hollis Street, Halifax, NS B3J 3N4**

Business telephone number: **(902) 426-8685**

Business fax number: **(902) 426-8699**

Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:

2003-Current: Atlantic Canada Opportunities Agency

1999 – 2003: Black Business Initiative, Training Manager

Management of the Training Department: assessment of the business training needs of BBI clients; development, coordination and delivery of training. Management of special projects, Development of training tools. Project proposal writing.

Nature of projects during the last five years if not described immediately above:

Self-Employment Training and Youth Internship Program.

Education (degrees, schools and dates):

M.Sc. University of Saskatchewan, Saskatoon-1988

CED Diploma: Saint Mary's University-2000

3. Name: **Doe Gordon**

Business street address: **1575 Brunswick Street, Halifax, NS B3J 2G1**

Business telephone number: **(902) 426-6985**

Business fax number: **(902) 426-6530**

2001-to present: Black Business Initiative Society-, Business Development Manager, Assist clients plan, start and/expand their business, as well as undertake community economic development. Responsible for developing new strategic initiatives

Nature of projects during the last five years if not described immediately above:

Education (degrees, schools and dates): **M.B.A- 2001**

Also a director of the Issuer Yes No

Indicate amount of time to be spent on Issuer's matters if less than full time: **On average, it is assumed that the position of a Director will consume approximately 3-5 hours per week, on a strictly volunteer basis.**

I will also commit paid-BBI time to managing this Fund.

4. Name: **Boyd Tom**

Business street address: **1575 Brunswick St., Halifax, NS, B3J 2G1**

Business telephone number: **(902) 426-6476**

Business fax number: **(902) 426-6530**

Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:

Retired in 2007. Prior to this:

Worked as a Business Development Officer at the Canadian Intellectual Property Office over the past 30 years. Provide private and public sector clients with information on patents, trade-marks, copyrights, industrial design and integrated circuit topography acts and related conventions

Member of the Intellectual Property Institute of Canada (IPIC), and member of two subgroups of (IPIC)

Nature of projects during the last 5 years if not described immediately above:

Education (degrees, schools and dates): **M. Eng- 1962**

Also a director of the Issuer Yes No

5. Name: **Paul L. Walter O.C.**
Business street address: **469 Main Street, Kentville, NS B4N 3V9**
Business telephone number: **(902) 678-3257**
Business fax number: **(902) 678-7727**
Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:
Admitted to Nova Scotia Bar in 1982.
Worked as Associate with Waterbury Newton from 1982-987
Partner with Waterbury Newton, Barristers & Solicitors since "87.
Focus on personal injury litigation, criminal defense, and administrative law.
Nature of projects during the last five years if not described immediately above:
Education (degrees, schools and dates):
BA (Hons), Saint Mary's University, LLB, Dalhousie University

6. Name: **Joseph Parris**
Business street address: **47 Dorchester St. Sydney, NS B1N 1T9**
Business telephone number: **(902) 564-7873**
Business fax number: **(902) 564-3095**
Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:
Canada Customs and Revenue - July 1995- Present
July 02-present: Team Leader of Collection Officers, 1999-'02: Community Outreach Officer, 1998-'99 Audit Officer, CPP/EI Compliance Audit/ collections Officer, 1995-'88: Trust Compliance Officer/ Collection Officer
BBI board since 2001
Nature of projects during the last five years if not described immediately above:
Education (degrees, schools and dates):
Some University Education

7. Name: **Geraldine Browning**
Business street address: **Hwy 221 #8358,RR-#2 Centreville, Kings County, NS**
Business telephone number: **(902) 582-7062**
Business fax number: **(902) 582-7869**
Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:
Retired in 1994. Prior to this:
Valley Employment Outreach as Employment Counselor for 17 years.
From 1990 – Present: Owner and operator of "Browning's Bed and Breakfast"
BBI board member 1996 - 2005
Member of "The Celebrate Canada Day Committee-Heritage Canada" since 1995.
Member of the Black advisory committee which advises the Commissioner of the Royal Canadian Mounted Police since 1998.

Nature of projects during the last five years if not described immediately above:

Education (degrees, schools and dates):

Grade 12, Upgrade courses in Leadership, Health, & Employment Counseling

8. Name: **Barbara Ann Simmons**

Business street address: **44 Simmons Road, Dartmouth, NS**

Business telephone number: **(902) 426-8708**

Business fax number: **N/A**

Names of employers, titles and dates of positions held during the last five years with an indication of job responsibilities:

Community Liaison/Consultant/Diversity Services, Royal Canadian Mounted Police - Halifax District County Detachment (since 1995 till date)

Nature of projects during the last five years if not described immediately above:

Develop programs and initiatives to assist the RCMP and community strengthen relationships. Actively involved in facilitating several workshops and training initiatives. She has developed the RCMP Cultural Orientation Awareness Training Guide and facilitates the training sessions, which involves, police officers, communities and stakeholders.

Education (degrees, schools and dates)

Secretarial Diploma: Maritime Secretarial Academy 1976

Business Management: Mount Saint Vincent – ongoing/Part-time

Certificate of Recognition for Leadership - North Preston Day Care Centre. 1996

Government of Canada The Leadership Networking, Leadership Award for Building Bridges between Community, Youth and Police. 2000

Queens' Golden Jubilee Award 2005

Director's Commendation from the Assistant Commissioner of the RCMP for outstanding leadership and dedication in supporting and nurturing the community

Constable Program **July 1999**

Award of Excellence for Mayor Peter Kelly and Supt. Gordon Barnett. RCMP. **Oct 2005**

Canadian Center for Police and Race relation award of excellence **1999**

INDEPENDENT DIRECTORS

Of the 12 directors, 6 are not BBI staff or directors. These 6 are:

Lynn Jones, Pemberton Cyrus, Geraldine Browning, Tom Boyd, Barbara Ann Simmons, Funmi Joseph.

KEY PERSONNEL OF THE ISSUER

39. For each key person (i.e. one who is essential to the operations of the Issuer) who is not already named as an officer, director or promoter, please provide the following information:

All key persons for the Issuer have all been listed as either an officer, director, seller or promoter.

40. Describe any arrangements to assure that each key person will remain with the Issuer and not compete with the Issuer upon termination of their relationship with the Issuer.

There are no formal commitments in place to ensure that key persons stay with the Issuer, nor are there arrangements to prevent these persons from competing with the Issuer. The individuals listed as directors have made personal, oral commitments to the Fund, and each other, to work with this Fund for as long as possible. Verbal contracts are difficult, if not impossible, to enforce.

41. Have any of the officers, directors or other key personnel ever worked for or managed a company (including a separate subsidiary or division of a larger enterprise) in the same business as the Issuer? [X] Yes [] No

YES

Some of the key persons of the Issue are either Directors or staff of the Black Business Initiative, a Federal/Provincial Business Development Agency. BBI has been in operations since 1996 and makes debt and equity investments in Black owned business. BBI staff or board who are part of BBCIFL's board are:

BBI staff: Gordon Doe, Rustum Southwell, Idy Fashoranti.

BBI Board: Joe Parris, Greg Browning

42. If the Issuer has never conducted business or is otherwise in the development stage, indicate whether any of the officers or directors or other key personnel has ever managed any other business in the start-up or development stage and describe the circumstances, including relevant dates.

The vast majority of the officers and directors and key personnel have been involved indirectly in the start-up and development stages of companies involved in goods and services locally and around the world.

Indirect start up experiences

BBI BOARD

Review client business plans and approve client loan applications.

BBI STAFF

Assist clients to develop their business ideas and plans, and make presentations to the board for client funding request. Additionally, BBI staff provides ongoing business support and training for clients.

Direct start up experience

Those promoters/directors and personal start-up experience include:

- **Geraldine Browning** is owner and operator of “Browning’s Bed and Breakfast Business in the Valley.
- **Rustum Southwell** operated a Harvey’s franchise in Halifax from 1983-1994. Employed some 20 full and part time staff.
- **Funmi Joseph** operated a specialty gift store “Sphinx Gift Store” in Halifax from 1988-1992. She worked part-time for the first two years. She sold jewelry, crystals, carvings, and clothing.
- **Cyrus Pemberton** co-owns and operates an engineering consulting business in Halifax.

43. If any of the Issuer’s key personnel are not employees but are consultants or other independent contractors, state the details of their engagement by the Issuer.

The Issuer has no employees.

The Black Business Initiative, through the position of the Director of Business Development, provides administrative assistance to the Fund. Specifically, the administrative costs that BBI is looking after for the fund refer to BBI staff time (Gordon Doe) spent updating current Fund shareholders with information, responding to queries from potential Investee firms, and working on the offering document.

Gordon Doe is not compensated by the Issuer for taking on this responsibility. The Fund has no contract with Black Business Initiative.

44. If a petition under the *Bankruptcy and Insolvency Act* has been filed against any officer, director, key personnel or Promoter, or a receiver or receiver-manager has been appointed by a court for the business or estate of any such persons, or any partnership in which any of such persons was general partner, or any corporation or business association of which

any such person was an executive officer within the last 5 years, set forth below the name of such persons, and the nature and date of such actions.

No petition under the *Bankruptcy and Insolvency Act* has been filed against any officer, director, key personnel or Promoter, nor has a receiver or receiver-manager been appointed by a court for the business or estate of any such persons, or any partnership in which any of such persons was general partner, or any corporation or business association of which any such person was an executive officer within the last 5 years

PRINCIPAL SECURITY HOLDERS

45. List below the principal security holders of the Issuer, if any. Principal security holders are those who beneficially own directly or indirectly 10% or more of any securities of the Issuer presently outstanding. Start with the largest common shareholder. If a principal security holder is not an individual, please disclose the ownership of the principal security holder by a footnote to the table. If the Issuer has no principal security holder state: "There are no security holders of the Issuer who own directly or indirectly more than 10% of any securities of the Issuer" and do not complete the remainder of this item.

Name	Black Business Initiative (BBI)*
Business Street Address	1575 Brunswick Street
Business Telephone Number	902-426-2224
Date(s) of Purchase	Feb 04, Feb 05, Feb 2006, Feb 2007
Type of Share	Common Shares
Average Price Per Share	\$100
Number of Shares Now Held	420
Percent of Total	11.97 %
Number of Shares Held After Offering if All Shares Sold (min)	420
Percent of Total (if min is sold)	10.48%

- *BBI is not an individual

Name	Paul Walter
Business Street Address	49 Main Street, Kentville, NS, 3VN 3V9
Business Telephone Number	902-678-3257
Date(s) of Purchase	Jan 04, Jan 05 2006
Type of Share	Common Shares
Average Price Per Share	\$100
Number of Shares Now Held	330
Percent of Total	9.41%
Number of Shares Held After Offering if All Shares Sold (min)	330
Percent of Total (if min is sold)	8.23 %

46. Number of shares beneficially owned by officers and directors as a group.

Before Offering: 980 shares (27.94 % of total outstanding)

After Offering: (a) assuming minimum securities sold 4008 shares
(36.93% of total outstanding)

(b) Assuming maximum securities sold 13,508 shares
(81.29 % of total outstanding)

Note: The officers and directors of the Issuer may subscribe for shares during the offering, in which case the number of shares beneficially owned by officers and directors as a group after the offering will increase.

MANAGEMENT RELATIONSHIPS, TRANSACTIONS AND REMUNERATION

47. If any of the officers, directors, key personnel, Promoters or principal security holders are related by blood or marriage, please describe:

Two board members are related by blood. Greg Browning, the president is the son of Geraldine Browning, a board member.

48. If the Issuer has made loans to, or received loans from, or is doing business with any of its officers, directors, key personnel, Promoters or principal security holders, or any of their relatives (or any entity controlled directly or indirectly by any such person) within the last two years or is contemplating doing so, explain. (This includes sales or leases of goods, property or services to or from the Issuer, employment contracts, or share, option or other purchase contracts, etc.) State the principal terms of any significant loans, agreements, leases, financing or other arrangements.

None of the officers, directors, key personnel, promoters have made or received loans, or have conducted, or are contemplating doing any business, with the issuer.

49. Give details of any payments to officers, directors, key personnel and Promoters of the Issuer, including salary, bonuses, director's fees, honoraria and reimbursement of expenses.

Officers and directors are to be reimbursed their actual and direct expenses incurred in conducting approved Fund business. To date, no such reimbursement has been requested or paid.

50. If any employment agreements with officers, directors, key personnel or promoters exist or are contemplated, please describe:

No employment agreements with officers, directors, key personnel or Promoters exist, nor are any contemplated.

51. Give details of all business or personal interests that the officers, directors, key personnel, Promoters or principal security holders of the Issuer may have which could conflict with the interests of the Issuer even if it is described in answers to other questions.

The officers, directors, key personnel, Promoters and principal security holders of the Issuer do not have any business or personal interests, other than those already described, that could conflict with the interests of the Issuer.

LITIGATION

52. Describe any past, current, pending or threatened litigation or administrative action which has had or may have a material effect upon the Issuer's business, financial condition or operations. State the name of the court or tribunal, the names of the principal parties, the date any proceedings were started, the nature and current status of the proceedings and amounts involved.

Include any litigation or action involving the Issuer's Promoters, officers, directors or other key personnel which relates to or has or could affect the Issuer.

Give an evaluation by management or counsel, to the extent feasible, of the merits of the proceedings or litigation and the potential impact on the Issuer's business, financial condition or operations.

The Issuer and its Promoters, officers, directors and key personnel are not currently and have not been subject to any litigation or administrative or criminal action which is or has been material to the Issuer. Nor is the Issuer or its Promoters, officers, directors or key personnel aware that any such litigation or action is pending or threatened.

CANADIAN INCOME TAX ACT CONSIDERATIONS

53. This commentary is of a general nature only and is not intended to be tax advice to any particular investor. Prospective investors are urged to consult with their own professional advisors regarding the tax consequences applicable to them.

There may be significant income tax consequences to individuals who are residents of Canada under the *Income Tax Act* and the *Equity Tax Credit Act*.

The following is applicable to any individual (a "Subscriber") who subscribes for and is issued shares of the Issuer pursuant to the Offering and who is:

- i) An individual over 19 years of age.
- ii) resident in Canada for purposes of the Income Tax Act (Canada); and
- iii) resident in Nova Scotia for purposes of the Equity Tax Credit Act (Nova Scotia).

Subject to the assumptions set out in the paragraph above, a Subscriber will be entitled to a credit against the Subscriber's Nova Scotia provincial income taxes payable pursuant to the Equity Tax Credit Act. The amount of the credit is equal to 30% of the amount paid for the Shares, provided that each individual is limited to a maximum credit in any year of \$15,000. Shares subscribed and paid for in the first 60 days of any calendar year will be entitled to a credit in either that year or the immediately prior year. If the credit exceeds the Nova Scotia income tax otherwise payable in that year by the Subscriber, the credit may be carried forward 7 years and back 3 years and applied against Nova Scotia taxes otherwise payable in any of those years by the Subscriber.

These statements are subject to the following assumptions:

- i) The certificate of registration issued to the Issuer under the Equity Tax Credit Act is not revoked by the Minister of Finance prior to the issue of shares under this Offering;
- ii) The Issuer applies for a tax credit certificate after the Offering within the time limits established under the Equity Tax Credit Act;
- iii) The Minister of Finance concludes that the Issuer and its directors, officers and shareholders are conducting the Issuer's business and affairs in a manner that is in accordance with the spirit and intent of the Equity Tax Credit Act;
- iv) The Minister of Finance concludes that the Issuer and the Subscribers are complying with Equity Tax Credit Act;
- v) The Minister of Finance does not form the opinion that the shares are issued as part of a transaction or event or series of transactions or events the main purpose of which is to claim the tax credit pursuant to the Act.

Except as set out herein, if a Subscriber fails to hold the Shares for 5 years after their issue, then all Credits earned in relation to the subscription for such Shares must be repaid. For any shares which subsequent tax credits are issued, the shares must be held for an additional period of time to avoid repaying these tax credits, please see item #14 in the glossary. The requirements to repay the Credits do not apply in cases where the Subscriber has died or in cases where the Subscriber transfers the shares to a trustee under a registered retirement savings plan.

There may be significant income tax consequences to individuals who are residents of Canada under the Income Tax and the Equity Tax Credit Act.

Transfer of Shares to an RRSP:

Provided that the registration of the Issuer is not revoked under the Equity Tax Credit Act, the Shares will be qualified investments under the Income Tax Act for trusts governed by registered retirement savings plans. The transfer of shares to an RRSP will normally be done at the adjusted carrying value of the securities. This may result in a taxable capital gain or a non-deductible loss. Individuals who plan to purchase shares outside their RRSP, but transfer them later to their self-directed plan should consider the possible tax consequences of such transactions prior to finalizing any agreement.

Taxation of Dividends or Income Received by Security Holders on the Shares:

Shareholders who hold shares within their RRSP need not be concerned with the manner in which the Fund distributes earnings. However, for individuals who purchase shares outside of the RRSP, consideration must be given to the tax implications of dividends versus interest income versus capital gains. Dividends received or deemed to be received on the Shares will be included in computing the Subscriber's income and will be subject to the gross-up and dividend tax credit rules normally applicable to taxable dividends received from taxable Canadian corporations.

Treatment of Capital Gains or Losses Realized by Security Holders on Disposition:

Persons holding shares within their RRSP need not concern themselves with the form returns are paid. For individuals who choose to hold these shares outside of their registered holdings, 50% of any capital gain (the "taxable capital gain") realized on a sale or other disposition of the Shares will be included in the Subscriber's income for the year of disposition. 50% of any capital loss so realized (the "allowable capital loss") may be deducted by the holder against taxable capital gains for the year of disposition. Any excess of allowable capital losses over taxable capital gains of the Subscriber for the year of disposition may be carried back up to three taxation years or forward indefinitely and deducted against net taxable capital gains in those other years.

Applicability of Alternative Minimum Tax to Security Holders:

Investors are advised to seek professional advice from a qualified individual should they be in a position which may expose them to alternative minimum tax treatment. Capital gains realized by the Subscriber may give rise to alternative minimum tax under the Income Tax Act (Canada).

Deductibility of Interest Expense on Money Borrowed to Purchase Shares:

Interest incurred to earn income on investments held outside of ones RRSP is deductible against the income earned thereon; interest incurred on loans to purchase RRSP assets is not deductible.

Availability of Tax Credits:

Purchase of eligible shares entitles the investor to a provincial tax credit in the amount of 30% of the funds invested.

Repayment of Tax Credits:

The shares purchased under this program must be held by the purchaser for a period of not less than 5 years. If they are not held for this period the individual will have to repay the tax credits previously claimed. For any shares which subsequent tax credits are issued, the shares must be held for an additional period of time to avoid repaying these tax credits, please see item #14 in the glossary.

No professional advisors were involved in the preparation of the answer to item 53.

MATERIAL CONTRACTS

54. Give particulars of every material contract entered into by the Issuer or, if applicable, any of its significant subsidiaries within two years prior to the date of the offering document. If a material contract is of a confidential nature, provide a summary of it. (Verbal Contracts may be difficult to enforce.)

Date	Name of Contract	Description
May 7,05 & April 2, 07	Shareholders agreement between BBCIFL and Bin Doctor	A shareholder agreement between the Fund and the Bin Doctor. A copy of the agreement will be available for viewing at the offices of Black Business Initiative at 1575 Brunswick Street, Halifax, NS, between the hours of 9am - 5pm Monday through Friday.
May 3, 07	Loan agreement between BBCIFL and 3165433 NS Limited	A loan agreement between the Fund and the 3165433 NS Ltd. A copy of the agreement will be available for viewing at the offices of Black Business Initiative at 1575 Brunswick Street, Halifax, NS, between the hours of 9am -5pm Monday through Friday.
Aug 7, 07	Loan agreement between BBCIFL and Stone Gallery Limited	A loan agreement between the Fund and the Stone Gallery Ltd. A copy of the agreement will be available for viewing at the offices of Black Business Initiative at 1575 Brunswick Street, Halifax, NS, between the hours of 9am - 5pm Monday through Friday.

TBD	Trustee agreement between BBCIFL and Concentra Trust	<p>A Trustee agreement will be signed with Concentra Trust, confirming the firm's agreement to act as Trustee for the receipt of subscription funds and to hold those funds in trust until the conditions precedent contained in the offering document are met. When signed, a copy of the Trustee agreement will be available for viewing at the offices of Black Business Initiative at 1575 Brunswick Street, Halifax, NS, between the hours of 9am - 5pm Monday through Friday.</p>
-----	--	--

FINANCIAL STATEMENTS

55. Annual unaudited financial statements of the Issuer for the period ending March 31, 2007 are attached and which form part of this document. Internally prepared interim financial statements covering the period from April 1, 2007 to September 30, 2007 are also attached and which form part of this document.

The most recent financial statements of the Investee Corporation, the Bin Doctor for the year ended June 2007 is also attached.

CONTINUOUS REPORTING OBLIGATIONS

56. The Issuer will file with the Nova Scotia Securities Commission and send to Security holders annual financial statements and such interim financial statements as required by the *Community Economic-Development Corporations Regulations*.

RESTRICTIONS ON RESALE OF SECURITIES

57. Under the provisions of the *Equity Tax Credit Act*, a person who disposes of a share in respect of which a tax credit has been allowed within five years from the date of purchase is liable to repay the Minister of Finance an amount equal to the tax credits received in respect of the share purchased, including interest thereon where interest is prescribed by the regulations made pursuant to that Act, or a lesser amount that is determined pursuant to the regulations to that Act.

Under the terms of the *Community Economic-Development Corporations Regulations*, trades by a Security holder of Shares of the Issuer purchased under this Offering will be restricted and, pursuant to subsection 80(5) of the Act, each first trade and each subsequent trade will be a distribution unless such trade is made in accordance with subsection 77(5) of the Act as if the Shares were acquired under clause 77(1)(p) of the Act unless the trade is made:

- i to the Issuer;
- ii to a self-directed registered retirement savings plan of the Security holder or the Security holder's spouse or to the spouse of the Security holder;
- iii from a self-directed registered retirement savings plan of the Security holder or the Security holder's spouse to the Security holder;
- iv to a purchaser who owns shares of the Issuer and who is advised in writing by or on behalf of the vendor prior to entering into an agreement of purchase and sale that the purchaser shall not accrue any advantage under the *Equity Tax Credit Act* as a result of such purchase; or
- v to a purchaser who purchases pursuant to a trade made in compliance with the Act and any applicable Securities Rules.

Caution: The Shares are not listed on a stock exchange. There is no organized market through which these Shares may be sold. Therefore, investors may find it difficult or even impossible to sell their Shares.

RIGHTS OF ACTION

58. (1) Where

- (a) an offering memorandum sent or delivered to a purchaser, together with any amendment to the offering memorandum; or
- (b) advertising or sales literature as defined by subsection (2) of Section 56, contains a misrepresentation, a purchaser who purchases a security referred to in it is deemed to have relied on that misrepresentation, if it was a misrepresentation at the time of purchase, and
- (c) has a right of action for damages against
 - (i) the seller,
 - (ii) every director of the seller at the date of the offering memorandum, and
 - (iii) every person who signed the offering memorandum; or
- (d) may elect to exercise a right of rescission against the seller, in which case the purchaser has no right of action for damages against any person or company under clause (c).

(2) No person or company is liable under subsection (1) if the person or company proves that the purchaser purchased the securities with knowledge of the misrepresentation.

(3) No person or company is liable under subsection (1) if the person or company proves that

(a) the offering memorandum or the amendment to the offering memorandum was sent or delivered to the purchaser without the person's or company's knowledge or consent and that, on becoming aware of its delivery, the person or company gave reasonable general notice that it was delivered without the person's or company's knowledge or consent;

(b) after delivery of the offering memorandum or the amendment to the offering memorandum and before the purchase of the securities by the purchaser, on becoming aware of any misrepresentation in the offering memorandum, or amendment to the offering memorandum, the person or company withdrew the person's or company's consent to the offering memorandum, or amendment to the offering memorandum, and gave reasonable general notice of the withdrawal and the reason for it; or

(c) with respect to any part of the offering memorandum or amendment to the offering memorandum purporting

(i) to be made on the authority of an expert, or

(ii) to be a copy of, or an extract from, a report, an opinion or a statement of an expert, the person or company had no reasonable grounds to believe and did not believe that

(iii) there had been a misrepresentation, or

(iv) the relevant part of the offering memorandum or amendment to the offering memorandum

(A) did not fairly represent the report, opinion or statement of the expert, or

(B) was not a fair copy of, or an extract from, the report, opinion or statement of the expert.

(4) No person or company is liable under subsection (1) with respect to any part of an offering memorandum or amendment to the offering memorandum not purporting

(a) to be made on the authority of an expert; or

(b) to be a copy of, or an extract from, a report, opinion or statement of an expert, unless the person or company

(c) failed to conduct a reasonable investigation to provide reasonable grounds for a belief that there had been no misrepresentation; or

(d) believed that there had been a misrepresentation.

(5) Subsections (3) and (4) do not apply to the seller if the seller is also the issuer.

(6) In an action for damages under clause (c) of subsection (1), the defendant is not liable for all or any part of the damages that the defendant proves does not represent the depreciation in value of the security resulting from the misrepresentation.

(7) The liability of all persons or companies referred to in clause (c) of subsection (1) is joint and several with respect to the same cause of action.

(8) A defendant who is found liable to pay a sum in damages may recover a contribution, in whole or in part, from a person or company who is jointly and severally liable under this Section

to make the same payment in the same cause of action unless, in all the circumstances of the case, the court is satisfied that it would not be just and equitable.

(9) The amount recoverable by a plaintiff under this Section may not exceed the price at which the securities were offered under the offering memorandum or amendment to the offering memorandum.

(10) The right of action for rescission or damages conferred by this Section is in addition to and not in derogation from any other right the purchaser may have.

(11) If a misrepresentation is contained in a record incorporated by reference in, or deemed incorporated into, an offering memorandum or amendment to the offering memorandum, the misrepresentation is deemed to be contained in the offering memorandum or amendment to the offering memorandum.

(12) For the purpose of subsection (1), advertising or sales literature is deemed not to contain a misrepresentation unless the advertising or sales literature

(a) contains an untrue statement of material fact; or

(b) omits to state a material fact that is necessary to prevent a statement contained in the advertising or sales literature from being misleading in light of the circumstances in which the statement was made.

(13) In this Section, for greater certainty, "seller" includes the issuer where the securities are distributed by the issuer.

59. No action shall be commenced to enforce the rights described in item 58 above more than 120 days after the date on which payment was made for the Shares or after the date on which the initial payment for the Shares was made where payments subsequent to the initial payment are made pursuant to a contractual commitment assumed prior to, or concurrently with, the initial payment.

60. The rights described in item 58 above are in addition to and without derogation from any other right or remedy which a Security holder might have at law.

CERTIFICATE

61. This offering document, which has been prepared as prescribed by Form 1 of the *Community Economic-Development Corporations Regulations*, does not:

contain an untrue statement of material fact;

omit to state a material fact required by Form 1, or

omit to state a material fact necessary to make a statement in this offering document not misleading.

DATED AT _____, this _____ day of _____, 2008.

President -CEO/ Director

Greg Browning

Secretary /Director
And Promoter

Lynn Jones

Treasurer / Director

Idy Fashoranti

Promoter/Director

Paul Walter

Promoter/Director

Joseph Parris

Promoter/Director

Rustum Southwell

Promoter/Director

Gordon A-Doe

[This certificate must be signed: by the chief executive officer and chief financial officer; on behalf of the board of directors by any 2 directors of the issuer, other than the foregoing, duly authorized to sign; and by all promoters of the issuer.]