

Edgar Filing: GREAT ATLANTIC & PACIFIC TEA CO INC - Form SC 13G

GREAT ATLANTIC & PACIFIC TEA CO INC  
Form SC 13G  
February 14, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. )\*

THE GREAT ATLANTIC AND PACIFIC TEA COMPANY, INC.

-----  
(Name of Issuer)

COMMON STOCK, \$1.00 PAR VALUE PER SHARE

-----  
(Title of Class of Securities)

390064103

-----  
(CUSIP Number)

FEBRUARY 2, 2005

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "FILED" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

-----  
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-----  
1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE  
PERSONS (entities only):

Goodwood Inc.

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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a) <input type="checkbox"/>	
	(b) <input checked="" type="checkbox"/>	
-----		
3	SEC USE ONLY	
-----		
4	CITIZENSHIP OR PLACE OF ORGANIZATION: Ontario, Canada	
-----		
	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 2,060,100 (see Item 4)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,060,100 (see Item 4)
-----		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,060,100 (see Item 4)	
-----		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) N/A	
-----		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 5.3%	
-----		
12	TYPE OF REPORTING PERSON (See Instructions) CO	
-----		

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1	NAME OF REPORTING PERSON	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):
	1354037 Ontario Inc.	
-----		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a) <input type="checkbox"/>	
	(b) <input checked="" type="checkbox"/>	
-----		
3	SEC USE ONLY	
-----		
4	CITIZENSHIP OR PLACE OF ORGANIZATION: Ontario, Canada	
-----		
	5	SOLE VOTING POWER 0

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 2,060,100 (see Item 4)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 2,060,100 (see Item 4)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,060,100 (see Item 4)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) N/A	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 5.3%	
12	TYPE OF REPORTING PERSON (See Instructions) CO	

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1	NAME OF REPORTING PERSON Goodwood Fund	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION: Canada	
	5	SOLE VOTING POWER 1,145,000 (see Item 4)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 1,145,000 (see Item 4)
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 1,145,000 (see Item 4)	

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(See Instructions)  
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):  
3.0%

12 TYPE OF REPORTING PERSON (See Instructions)  
IV

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1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE  
PERSONS (entities only):  
Arrow Goodwood Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION:  
Canada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 700,500 (see Item 4)
	6 SHARED VOTING POWER 0
	7 SOLE DISPOSITIVE POWER 700,500 (see Item 4)
	8 SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
700,500 (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(See Instructions)  
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):  
1.8%

12 TYPE OF REPORTING PERSON (See Instructions)  
IV

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1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):  
 Goodwood Capital Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION:  
 Canada

	5	SOLE VOTING POWER 99,300 (see Item 4)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 99,300 (see Item 4)
	8	SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
 99,300 (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
 (See Instructions)  
 N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):  
 0.3%

12 TYPE OF REPORTING PERSON (See Instructions)  
 IV

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1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):  
 The Goodwood Fund 2.0 Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a)

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(b)

3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 90,900 (see Item 4)
		6	SHARED VOTING POWER 0
		7	SOLE DISPOSITIVE POWER 90,900 (see Item 4)
		8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 90,900 (see Item 4)		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) N/A		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 0.2%		
12	TYPE OF REPORTING PERSON (See Instructions) IV		

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1	NAME OF REPORTING PERSON KBSH Goodwood Canadian Long/Short Fund	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION: Canada		
	NUMBER OF SHARES	5	SOLE VOTING POWER 24,400 (see Item 4)
		6	SHARED VOTING POWER

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	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0	
		7	SOLE DISPOSITIVE POWER 24,400 (see Item 4)
		8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		24,400 (see Item 4)
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		N/A
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):		0.1%
12	TYPE OF REPORTING PERSON (See Instructions)		IV

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1	NAME OF REPORTING PERSON		I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):
	Peter H. Puccetti		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		
	(a) <input type="checkbox"/>		
	(b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION:		Canada
		5	SOLE VOTING POWER 0
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 2,060,100 (see Item 4)
		7	SOLE DISPOSITIVE POWER 0
		8	SHARED DISPOSITIVE POWER 2,060,100 (see Item 4)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		2,060,100 (see Item 4)
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		

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N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):  
5.3%

12 TYPE OF REPORTING PERSON (See Instructions)  
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1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE  
PERSONS (entities only):  
J. Cameron MacDonald

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION:  
Canada

5 SOLE VOTING POWER  
0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6 SHARED VOTING POWER  
2,075,100 (see Item 4)

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
2,075,100 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
2,075,100 (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(See Instructions)  
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):  
5.4%

12 TYPE OF REPORTING PERSON (See Instructions)  
IN



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1	NAME OF REPORTING PERSON	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):
	628088 BC Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a) <input type="checkbox"/>	
	(b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION:	
	British Columbia, Canada	
	5	SOLE VOTING POWER 15,000 (see Item 4)
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 15,000 (see Item 4)
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:	
	15,000 (see Item 4)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	
	N/A	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):	
	0.1%	
12	TYPE OF REPORTING PERSON (See Instructions)	
	CO	

ITEM 1.

(a) Name of Issuer:

The Great Atlantic and Pacific Tea Company, Inc.

(b) Address of Issuer's Principal Executive Offices:

2 Paragon Drive, Montvale, New Jersey 07645

ITEM 2.

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(a) Name of Person Filing:

This statement is being filed by (i) Goodwood Fund ("Fund") with respect to shares of common stock, \$1.00 par value per share ("Shares"), of the Issuer beneficially owned by it; (ii) Arrow Goodwood Fund ("Arrow") with respect to Shares beneficially owned by it; (iii) Goodwood Capital Fund ("Capital Fund") with respect to Shares beneficially owned by it; (iv) The Goodwood Fund 2.0 Ltd. ("2.0") with respect to Shares beneficially owned by it; (v) KBSH Goodwood Canadian Long/Short Fund ("KBSH") with respect to Shares beneficially owned by it; (vi) Goodwood Inc. ("Goodwood") with respect to Shares beneficially owned by Fund, Arrow, Capital Fund, 2.0 and KBSH; (vii) 1354037 Ontario Inc. ("Ontario") with respect to Shares beneficially owned by Goodwood; (viii) Peter H. Puccetti ("Puccetti") with respect to Shares beneficially owned by Ontario; (ix) 620088 BC Limited ("BC") with respect to shares beneficially owned by it and (x) J. Cameron MacDonald ("MacDonald") with respect to Shares beneficially owned by Ontario and BC. Each of Goodwood, Ontario, Puccetti and MacDonald disclaims beneficial ownership of the securities covered by this statement.

(b) Address of Principal Business Office or, if none, Residence:

The principal business address of Fund, Capital Fund, Arrow, 2.0, KBSH, Goodwood, Ontario, Puccetti, BC and MacDonald is 212 King Street West, Suite 201, Toronto, Canada M5H 1K5.

(c) Citizenship:

Each of Fund, Arrow, Capital Fund and KBSH is a Canadian mutual fund trust and 2.0 is a Cayman Islands limited liability company. Each of Puccetti and MacDonald is a Canadian citizen. BC is a British Columbia corporation. Each of Ontario and Goodwood is an Ontario corporation.

(d) Title of Class of Securities:

Common Stock, \$1.00 par value per share.

(e) CUSIP Number:

390064103

### ITEM 3.

Not Applicable.

### ITEM 4. OWNERSHIP

The percentages used herein are calculated based upon the 38,625,019 Shares issued and outstanding as of January 6, 2005, as reported on the Issuer's Quarterly Report on Form 10-Q with respect to the quarter ended December 4, 2004, as filed with the Securities and Exchange Commission.

As of the close of business on February 2, 2005:

1. Goodwood Inc.

(a) Amount beneficially owned: 2,060,100

(b) Percent of class: 5.3%

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- (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 2,060,100
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 2,060,100
2. 1354037 Ontario Inc.
- (a) Amount beneficially owned: 2,060,100
  - (b) Percent of class: 5.3%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 2,060,100
  - (iii) Sole power to dispose or direct the disposition: 0
  - (iv) Shared power to dispose or direct the disposition: 2,060,100
3. Goodwood Fund
- (a) Amount beneficially owned: 1,145,000
  - (b) Percent of class: 3.0%
  - (c) (i) Sole power to vote or direct the vote: 1,145,000
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 1,145,000
  - (iv) Shared power to dispose or direct the disposition: 0
4. Arrow Goodwood Fund
- (a) Amount beneficially owned: 700,500
  - (b) Percent of class: 1.8%
  - (c) (i) Sole power to vote or direct the vote: 700,500
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 700,500
  - (iv) Shared power to dispose or direct the disposition: 0
5. Goodwood Capital Fund
- (a) Amount beneficially owned: 99,300
  - (b) Percent of class: 0.3%
  - (c) (i) Sole power to vote or direct the vote: 99,300
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 99,300
  - (iv) Shared power to dispose or direct the disposition: 0
6. The Goodwood Fund 2.0 Ltd.
- (a) Amount beneficially owned: 90,900
  - (b) Percent of class: 0.2%
  - (c) (i) Sole power to vote or direct the vote: 90,900
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 90,900
  - (iv) Shared power to dispose or direct the disposition: 0
7. KBSH Goodwood Canadian Long/Short Fund
- (a) Amount beneficially owned: 24,400
  - (b) Percent of class: 0.1%
  - (c) (i) Sole power to vote or direct the vote: 24,400
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: 24,400
  - (iv) Shared power to dispose or direct the disposition: 0
8. Peter H. Puccetti
- (a) Amount beneficially owned: 2,060,100
  - (b) Percent of class: 5.3%
  - (c) (i) Sole power to vote or direct the vote: 0
  - (ii) Shared power to vote or direct the vote: 2,060,100
  - (iii) Sole power to dispose or direct the disposition: 0

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(iv) Shared power to dispose or direct the disposition: 2,060,100

9. J. Cameron MacDonald

(a) Amount beneficially owned: 2,075,100

(b) Percent of class: 5.4%

(c) (i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 2,075,100

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 2,075,100

10. 620088 BC Limited

(a) Amount beneficially owned: 15,000

(b) Percent of class: 0.1%

(c) (i) Sole power to vote or direct the vote: 15,000

(ii) Shared power to vote or direct the vote: 0

(iii) Sole power to dispose or direct the disposition: 15,000

(iv) Shared power to dispose or direct the disposition: 0

ITEM 5. OWNERSHIP FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not Applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not Applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable

ITEM 10. CERTIFICATION

By signing below the signatory certifies that, to be best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2005

GOODWOOD INC.

By: /s/ PETER H. PUC CETTI

-----  
Name: Peter H. Puccetti  
Title: Authorized Person

1354037 ONTARIO INC.

By: /s/ J. CAMERON MACDONALD

-----  
Name: J. Cameron Macdonald  
Title: Authorized Person

GOODWOOD FUND

By: /s/ PETER H. PUC CETTI

-----  
Name: Peter H. Puccetti  
Title: Authorized Person

ARROW GOODWOOD FUND

By: /s/ PETER H. PUC CETTI

-----  
Name: Peter H. Puccetti  
Title: Authorized Person

GOODWOOD CAPITAL FUND

By: /s/ PETER H. PUC CETTI

-----  
Name: Peter H. Puccetti  
Title: Authorized Person

THE GOODWOOD FUND 2.0 LTD.

By: /s/ PETER H. PUC CETTI

-----  
Name: Peter H. Puccetti  
Title: Authorized Person

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KBSH GOODWOOD CANADIAN LONG/SHORT FUND

By: /s/ PETER H. PUCETTI  
-----

Name: Peter H. Puccetti  
Title: Authorized Person

PETER H. PUCETTI

/s/ PETER H. PUCETTI  
-----

J. CAMERON MACDONALD

/s/ J. CAMERON MACDONALD  
-----

628088 BC LTD.

By: /s/ J. CAMERON MACDONALD  
-----

Name: Cameron Macdonald  
Title: Authorized Person