

**This is Exhibit "J" referred to in the affidavit
of Terry Chapman sworn before me,
this 15 day of January, 2007**

A handwritten signature in black ink, appearing to read 'MRS', with a long horizontal flourish extending to the right.

A COMMISSIONER FOR TAKING AFFIDAVITS

MARGARET R. SIMS

STIKEMAN ELLIOTT

Stikeman Elliott LLP Barristers & Solicitors

5300 Commerce Court West, 199 Bay Street, Toronto, Canada M5L 1B9
Tel: (416) 869-5500 Fax: (416) 947-0866 www.stikeman.com

Direct: (416) 869-5564
Fax: (416) 947-0866
E-mail: phamilton@stikeman.com

VIA EMAIL

December 21, 2006
File No.: 121762.1001

Jeffrey C. Carhart
Miller Thomson LLP
Barristers and Solicitors
Suite 5800
40 King Street West
Toronto, Ontario M5H 3S1

Dear Mr. Carhart:

Re: North York Community Credit Union

I am writing to advise that our client North York Community Credit Union ("NYCCU") has been notified that certain aspects of the prepaid card program currently being operated by 3791351 Canada Inc. (and others) may not be being operated in accordance with the CIRRUS rules, which rules govern the issuance of CIRRUS-branded debit cards. In particular, issues have been raised in respect of the following rules:

1. CIRRUS rule 1.3.4 requires members to issue cards only in their area of use. NYCCU's area of use is Canada;
2. CIRRUS rule 5.2 requires that "special issuer programs" that involve co-branding cards with the names and/or logos of non-members must be approved by MasterCard International;
3. CIRRUS rules 14.3.2 and 14.3.3 require that "member service providers" or MSPs must be registered with MasterCard International and that the card issuer must maintain control over the activities of MSPs;
4. CIRRUS rule 15.5.2 requires that each cardholder agreement must be between the member and the cardholder and that an MSP cannot be a party to the cardholder agreement; and

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5. Compliance with the MasterCard Anti-Money Laundering Program as required by CIRRUS rule 3.2 and compliance with the MasterCard Security Rules and Procedures which require that qualified third parties assess the data protection standards of MSPs and that CIRRUS cards be produced only by registered card production companies.

NYCCU has not yet had the time or the opportunity to investigate or respond to these matters (or, therefore, to identify the extent to which we feel that 3791351 Canada Inc. needs to take any specific remedial action). However, we considered it appropriate to bring them to your attention at this time. We understand that you may wish to disclose this letter to potential bidders with respect to 3791351 Canada Inc.'s pre-paid card program business and NYCCU consents to such disclosure.

Yours truly,



Peter E. Hamilton

/sa