THE SECURITIES ACT)	Order No. 3323
)	
Section 20)	May 4, 2001

TELL US ABOUT US INC.

WHEREAS:

- (A) Tell Us About Us Inc. (the "Corporation") has made application to The Manitoba Securities Commission (the "Commission") for an order pursuant to subsection 20(1) of *The Securities Act*, R.S.M. 1988, c. S50 as amended (the "Act") exempting the Corporation from the registration and prospectus requirements of sections 6 and 37 of the Act with respect to the issuance of the WBSI and JCT Shares (as defined below) to Wardrop Business Solutions Inc. ("WBSI") and to JCT Financial Consultants Inc. ("JCT");
- **(B)** The Corporation has represented to the Commission that:
 - 1. The Corporation was incorporated under the laws of the Province of Manitoba on November 13, 1998. The principal business of the Corporation is the use of computerized equipment to gather customer feedback on behalf of the Corporation's clients;
 - 2. The authorized capital of the Corporation consists of an unlimited number of Common shares without par value and an unlimited number of Preference shares without par value. There is currently issued and outstanding 666,667 Common Shares of the Corporation held by five individuals, all of whom are officers and employees of the Corporation and no preference shares;
 - 3. On March 22, 2001, the Corporation executed a commitment letter, dated March 19, 2001 (the "Commitment Letter") from ENSIS Management Inc. on behalf of ENSIS Growth Fund Inc. and ENSIS Investment Limited Partnership (collectively, "ENSIS"), signifying the Corporation's agreement to, and acceptance of, the terms and conditions contained in the Commitment Letter;
 - 4. Under the terms of the Commitment Letter, ENSIS has agreed, subject to the conditions precedent to closing, as described in the Commitment Letter, to subscribe for 5,000 (to be created) Preference Shares of the Corporation and 33.3% (31.64% after adjustment for the WBSI dilution, as described below) of the Common Shares (the "ENSIS Investment"). The issue price for the securities shall be \$100.00 per Preference share and nominal consideration for the Common shares;

- 5. The Commitment Letter states that the Corporation will make 5% of its Common shares available for incentives to WBSI and JCT in exchange for WBSI's mentorship services which it will provide to the Corporation;
- 6. WBSI, JCT and the Corporation have entered into an agreement dated as of April 27, 2001(the "WBSI and JCT Agreement"). The WBSI and JCT Agreement provides that WBSI and JCT shall provide certain mentorship services to the Corporation. As consideration for the provision of mentorship services pursuant to the WBSI and JCT Agreement, WBSI is to receive cash consideration from the Corporation and upon closing of the ENSIS Investment, the Corporation shall issue to WBSI and JCT, in equal amounts, an amount of Common shares of the Corporation (the "WBSI and JCT Shares") such that immediately following the closing of the ENSIS Investment, the WBSI and JCT Shares, shall comprise five (5%) per cent of all issued and outstanding Common shares of the Corporation which shall be placed in escrow and released in accordance with the following schedule set out in an escrow agreement to be entered into between the Corporation, WBSI and JCT:
 - (i) forty (40%) per cent of the WBSI and JCT Shares on the last day of the twelve (12) month period following the Effective Date (as such term is defined in the WBSI and JCT Agreement);
 - (ii) forty (40%) per cent of the WBSI and JCT Shares on the last day of the twenty-four (24) month period following the Effective Date; and
 - (iii) twenty (20%) per cent of the WBSI and JCT Shares on the last day of the thirty-six (36) month period following the Effective Date.
- 7. The Corporation, JCT and WBSI were not previously known to one another and were introduced to one another by ENSIS.
- 8. The Shares may not be released from escrow except as described in paragraph 6 above.
- 9. Upon the closing of the subscription to be made by ENSIS, ENSIS, WBSI, JCT and the existing shareholders will all become parties to a unanimous shareholders agreement (the "USA"). Under the USA, WBSI and JCT may jointly elect one of the five directors of the Corporation's Board of Directors. The USA will also impose restrictions on the transferability of Shares including rights of first refusal, tag along rights, drag along rights and pre-emptive rights.
- (C) The Commission is of the opinion that it would not be prejudicial to the public interest to grant the order requested.

IT IS ORDERED:

- **1. THAT**, pursuant to subsection 20(1) of the Act, the issuance by the Corporation, of the WBSI and JCT Shares to WBSI and JCT in accordance with the WBSI and JCT Agreement are exempt from sections 6 and 37 of the Act.
- **2. THAT**, the fee for this order shall be \$1,000.00.

BY ORDER OF THE COMMISSION

Director - Legal and Enforcement