

FOR IMMEDIATE RELEASE

**CAPITAL ABTB INC. ANNOUNCES TRUST REORGANIZATION AND ACQUISITION OF COMMERCIAL PROPERTY AND NOMINATION OF CHIEF FINANCIAL OFFICER AS ITS PROPOSED QUALIFYING TRANSACTION**

Montréal, Québec (May 31, 2006): Capital ABTB Inc. (TSX-V: BTB.P) (the "**Corporation**"), a capital pool company listed on the TSX Venture Exchange (the "**Exchange**"), announced today its proposed Qualifying Transaction under Exchange Policy 2.4 - *Capital Pool Companies* (the "**CPC Policy**").

The proposed Qualifying Transaction involves three primary components: (i) the reorganization of the Corporation into a real estate investment Trust (the "**REIT**") by way of a plan of arrangement (the "**Plan of Arrangement**") under section 192 of the *Canada Business Corporations Act*; (ii) a public offering (the "**Public Offering**") of trust units ("**Units**") of the REIT (unless the trustees of the REIT determine to proceed with the Plan of Arrangement without having completed the Public Offering); and (iii) the purchase (the "**Acquisition**") of a commercial real estate property located at 2900 Avenue Jacques-Bureau in Laval, Province of Québec (the "**Target Property**") from Lavalar inc., a corporation incorporated under the laws of the Province of Québec. (the "**Vendor**") pursuant to an offer to purchase between the Corporation and the Vendor dated May 25, 2006 (the "**Offer**"), which will eventually be assigned to a trust wholly-owned by the REIT (the "**Subsidiary Trust**"). The Vendor is at arm's length to the Corporation, Subsidiary Trust and the REIT. The proposed Qualifying Transaction is therefore not a "Non Arm's Length Qualifying Transaction" as defined under the CPC Policy.

Pursuant to the terms of the Offer, an amount of \$25,000 and a letter of credit for \$100,000 guaranteed by directors of the Corporation have been deposited in trust with counsel for the Corporation to be applied against the purchase price.

Pursuant to the Plan of Arrangement, among other things: (i) the issued and outstanding common shares ("**Shares**") of the Corporation will be exchanged for Units of the REIT on a five (5) for one basis (one Unit for every five Shares) (the "**Exchange Ratio**"); (ii) the issued and outstanding options ("**Options**") to purchase shares of the Corporation will be exchanged for options ("**ABTB Options**") to purchase Units on terms and conditions identical to the terms and conditions of the Options, subject to adjustments to the exercise price of, and the number of Units underlying, the ABTB Options based upon the Exchange Ratio.

In connection with the Plan of Arrangement, the REIT intends to conduct a public offering and intends to retain the services of Blackmont Capital Inc. as agent, on a best effort basis, in connection with the Public Offering.

The REIT will use the cash it receives from the Corporation pursuant to the Plan of Arrangement and proceeds it receives from the Public Offering to subscribe for trust units of Subsidiary Trust, which will be a limited purpose trust formed under the laws of

the Province of Québec and a wholly-owned subsidiary of the REIT. It is anticipated that Subsidiary Trust will use a portion of the cash it receives from the REIT to purchase (through a nominee) the Target Property pursuant to the Acquisition for a purchase price of approximately \$11,750,000 to be paid upon closing, subject to the usual adjustments, free and clear of any mortgage.

The Target Property is located at 2900 Avenue Jacques-Bureau in Laval, Province of Québec, about 8 kilometres from Montreal. It is located at the intersection of Highways 15 and 640.

The Target Property consists of a two-storey free-standing retail store completed in 2004 and leased to a single tenant, Germain Larivière Laval Inc., carrying on business as a furniture and electronic appliances retailer.

The building has a gross leasable area of 101,194 sq. ft. The site area of the Target Property is approximately 200,000 sq. ft. The net lease relating to the Target Property is at \$9.50 per sq. ft., with escalation upon renewal. The term of the lease is 15 years and expires on November 2019. There are two renewal options for five years each, with six months notice required.

The REIT intends to use the balance of the proceeds of the proposed Public Offering to identify and evaluate additional properties and to satisfy (in whole or in part) the purchase price for subsequent acquisitions.

Upon completion of the Qualifying Transaction, the resulting issuer, being the REIT, is expected to meet all the minimum listing requirements for a Real Estate Issuer.

The Qualifying Transaction requires the approval of shareholders of the Corporation by special resolution and on a “majority of the minority basis” due to the fact that the *Canada Business Corporations Act* requires shareholders to approve the Plan of Arrangement and the Plan of Arrangement is a “business combination” as defined under Exchange Policy 5.9 – *Insider Bids, Issuer Bids, Business Combinations and Related Party Transactions*.

It is anticipated that Mr. Michel Léonard will be President and Chief Executive Officer of the REIT and of Subsidiary Trust.

It is anticipated that Mr. George Rossi will be Vice President and Chief Financial Officer of the REIT and of Subsidiary Trust.

Except for Mr. Rossi, there is not expected to be any changes to the insiders as a result of the Qualifying Transaction.

Insiders of the Resulting Issuer are expected to be Messrs. Jocelyn Proteau, Michel Léonard, Daniel Bouffard, Jean-Pierre Janson, Richard Lord, Luc Lachapelle, Peter Polatos, Normand Beauchamp and George Rossi.

Each of Messrs. Proteau, Léonard, Bouffard, Janson, Lord, Lachapelle, Polatos and Beauchamp is a current director of the Corporation, will be an initial trustee of the REIT (prior to the Arrangement) and is proposed to be elected as a trustee of the REIT at the Meeting.

The backgrounds of the directors of the Corporation are contained in the final prospectus of the Corporation dated January 17, 2006 which is available on the SEDAR website at [www.sedar.com](http://www.sedar.com).

Mr. George Rossi is a chartered accountant and holds a commerce degree from Concordia University. As a consultant and corporate director, Mr. Rossi serves on the boards of several public and private entities including Student Transportation of America, the fifth largest provider of school bus transportation in the United States, Dolan Media, one of the largest publishers of local business newspapers in the United States, Spectra Premium, a fuel tank and automotive replacement parts manufacturer, OFI Income Fund, a manufacturer and distributor of insulation materials, Radio Nord Communications, a media company and serves on the investment valuation committee of Investissements Desjardins. Mr. Rossi was the Senior Vice President and Chief Financial Officer of Cinar Corporation from November 2000 to 2002 and Interim President from 2002 to 2003. Prior to Mr. Rossi joining Cinar, the Ontario Securities Commission and certain other provincial securities regulators issued cease trading orders prohibiting all trading in securities of Cinar due to its failure to file current financial statements. This cease trade order was subsequently revoked in February 2004. Between 1983 and 2000, Mr. Rossi was Vice President and Chief Financial Officer of Radiomutuel Inc., a publicly traded media company. Before 1983, Mr. Rossi was audit manager with Ernst & Young.

The Corporation will apply for a waiver of the sponsorship requirement for the Qualifying Transaction.

The completion of the Qualifying Transaction is conditional upon, among other things, the completion of the Public Offering (unless the Trustees determine to proceed with the Qualifying Transaction without having completed the Public Offering), shareholder approval by special resolution and on a majority of the minority basis, receipt of a final order of the Superior Court of Québec and final Exchange acceptance of the Qualifying Transaction.

For further information please contact Mr. Michel Léonard, President and Chief Executive Officer of the Corporation at (514) 336-6015, or Mr. Daniel Bouffard, Secretary and Chief Financial Officer of the Corporation, at (514) 956-2526.

*Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and majority of the minority shareholder approval. The transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the proposed transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the management information circular to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.*

*The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release. The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this press release.*