

FOR IMMEDIATE RELEASE

## **CAPITAL ABTB INC. ANNOUNCES COMPLETION OF ITS \$37 MILLION PUBLIC OFFERING AND QUALIFYING TRANSACTION**

Montréal, Québec (October 3, 2006): BTB Real Estate Investment Trust (TSX-V: BTB.UN) ("**BTB REIT**"), a real estate investment trust formed under the laws of the Province of Québec listed on the TSX Venture Exchange (the "**Exchange**"), announced today the closing of the Qualifying Transaction of Capital ABTB Inc. (the "**Corporation**") under Exchange Policy 2.4 - *Capital Pool Companies*.

The Qualifying Transaction involved three primary components: (i) the reorganization of the Corporation into BTB 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 11,627,907 trust units (the "**Units**") of BTB REIT at a price of \$2.15 per Unit for gross proceeds of \$25,000,000 and Series A Five Year 8% Subordinate Convertible Debentures (the "**Debentures**") of BTB REIT in the aggregate principal amount of \$12,000,000 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 Lavalair 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, which was assigned to 4373316 Canada Inc. a wholly-owned subsidiary of TB Subsidiary Trust ("**TB Trust**") a limited purpose trust formed under the laws of the Province of Québec and wholly-owned by BTB REIT. The Vendor is at arm's length to the Corporation, TB Trust and BTB REIT.

Pursuant to the Plan of Arrangement, among other things: (i) the issued and outstanding common shares ("**Shares**") of the Corporation were exchanged for Units of BTB 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 were exchanged for options (the "**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, BTB REIT completed the Public Offering which resulted in aggregate gross proceeds to BTB REIT of \$37,000,000. Blackmont Capital Inc., National Bank Financial Inc. and Dundee Securities Corporation (collectively, the "**Agents**") acted as agents for BTB REIT, on a best effort basis, in connection with the Public Offering. The Agents received a commission equal to 7% of the gross proceeds raised under the Public Offering.

The Units and the Debentures have been approved for listing on the Exchange and are trading under the symbols "BTB.UN" and "BTB.DB.", respectively. The Debentures are issuable in denominations of \$10.00 and multiples thereof.

BTB REIT used the cash it received from the Corporation pursuant to the Plan of Arrangement and proceeds it received from the Public Offering to subscribe for trust units and Series 1 unsecured subordinated promissory notes of TB Trust. TB Trust used a portion of the cash it received from BTB REIT to purchase (through a nominee, 4373316 Canada Inc.) the Target Property pursuant to the Acquisition.

The purchase price for the Target Property was \$11,750,000 (the “**Purchase Price**”), subject to the usual adjustments, free and clear of any mortgage. The Purchase Price was paid in cash received from BTB REIT pursuant to the Arrangement.

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 440.

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 net income from the Target Property in the year ended March 31, 2006 was \$729,621 (audited),

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.

BTB REIT meets all the minimum listing requirements of the Exchange for a Tier 2 Real Estate Issuer.

The Qualifying Transaction was approved by the shareholders of the Corporation by special resolution and on a “majority of the minority basis”.

AMTB Management Inc. (“**AMTB Management**”), a corporation owned and controlled by Michel Léonard, is the manager of BTB REIT pursuant to a management services agreement (the “**Services Agreement**”) between BTB REIT and AMTB Management. Pursuant to the Services Agreement, AMTB Management has agreed to provide the services of Michel Léonard as President and Chief Executive Officer of BTB REIT, George Rossi as Chief Financial Officer of BTB REIT and Peter Polatos as Vice President Real Estate Management and Secretary of BTB REIT.

AMTB Management is also the asset manager of TB Trust pursuant to an asset management agreement (the “**Asset Management Agreement**”) between TB Trust and AMTB Management. Pursuant to the Asset Management Agreement, AMTB

Management is responsible for, among other things, identifying and evaluating further properties for potential acquisition by TB Trust and its subsidiaries. Mr. Léonard, Mr. Rossi and Mr. Polatos occupy the same offices in TB Trust as the offices they occupy in BTB REIT.

The trustees of BTB REIT are Messrs. Jocelyn Proteau, Michel Léonard, Peter Polatos, George Rossi, Jean-Pierre Janson, Richard Lord, Luc Lachapelle, Normand Beauchamp and Daniel Bouffard. The same individuals are the insiders of BTB REIT.

For further information please contact Mr. Michel Léonard, President and Chief Executive Officer of BTB REIT, at (514) 866-1990 ext. 236, or Mr. George Rossi, Chief Financial Officer of BTB REIT, at (514) 971-0357.

*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.*