

**LIMITED MARKET DEALER COMPLIANCE FIELD REVIEW
LIST OF BOOKS AND RECORDS REQUESTED FOR REVIEW**

Instructions

Please furnish the following information for **Name of Limited Market Dealer** (“Registrant”). Unless otherwise indicated please provide the requested records for the time period month/day, 200X to month/day, 2007 (“review period”). Where possible, please provide responses on Registrant’s letterhead.

Copies need not be made for those records for which only access is requested. However, please have such records collected and ready for the staff’s review. While certain books and records are specifically requested below, during the review the staff may request additional books and records if it becomes necessary.

During the review, the staff will also ask to interview persons responsible for various functions such as compliance and supervision, back office and marketing. To obtain an overall view of the Registrant’s business and its internal control environment, the staff will also speak with members of senior management early in the review process.

Please note that certain items listed below may not be applicable to your business operations. If you have any questions please contact OSC staff for assistance.

I. Planning -Field

1. A copy of the Registrant’s written policies and procedures manual, including its policies and procedures or any Code of Ethics governing the personal securities transactions.
2. Access to client files, including those for clients lost during the review period.
3. A copy of the Registrant’s Statement of Policies pursuant to section 223 of the Regulations made under the *Securities Act* (Ontario) (the “Regulation”).
4. A copy of the Registrant’s disclosure of its related registrants and the policies and procedures that it has adopted to minimize the potential for conflict of interest resulting from these relationships, pursuant to OSC Rule 31-501.
5. A copy of the Registrant’s current organization chart, management structure and employee list with telephone numbers.
6. Business cards of all individuals who deal with clients, suppliers, and the public.
7. The name of the compliance officer.
8. A list of individuals on whom the Commission has imposed “close supervision” terms and conditions.
9. A list of branch offices of the Registrant, both active and dormant during the review period, and a description of the functions of each branch.
10. A list of all affiliated parties to the Registrant, and the nature of the relationships.

11. A copy of the Registrant's most recent audited or unaudited financial statements.
12. A breakdown of revenue generated by transaction type (i.e product and/or service) and total revenue generated for the review period.
13. A copy of any reports issued during the review period by the Registrant's internal audit department as a result of their review of operations, including a copy of the management's response.
14. A copy of any management letters issued during the review period by the Registrant's external auditor as a result of their annual audit, including a copy of the management's response.
15. A copy of all minutes of meetings of the Board of Directors, Audit Committee, Investment Committee or other committees of the Registrant during the review period.
16. A list of any outstanding claims filed by or against the Registrant, identifying the nature of the claim and their expected outcome.
17. Complaint log and files for the review period.
18. A copy of any contract or agreement executed by the Registrant with other third parties. (i.e. service provider, custodian)

A. Know Your Client (KYC) and Suitability

19. Where applicable, a list of prospectus exempt and non-prospectus exempt securities distributed to clients during the review period, and a list of the clients that purchased each security.
20. Registrant's trading blotter for the review period, which lists transactions executed in prospectus exempt and non-prospectus exempt securities for all clients. If possible, provide the information in chronological order with the following fields of data:
 - a) Type of transaction (i.e buy/sell)
 - b) Security name
 - c) Transaction date
 - d) Number of shares/units
 - e) Principal dollar amount
 - f) Total commission/fee
 - g) Client name/account number
21. Access to KYC, subscription forms, suitability review for the clients who purchased the securities referred to above.
22. Where applicable, a list of M&A deals/transactions and client names completed during the review period.
23. Access to M&A due diligence reports, client and engagement acceptance documentation, confidential information memoranda, letters of intent, share purchase agreements etc.
24. Where applicable, a list of private placements and the clients who purchased them during the review period.
25. Access to information on the private placement issuer, service agreements with the issuer, and KYC and suitability information for the clients who purchased the issue.

26. Access to KYC and suitability information regarding both buyer and seller in the transactions described in point 23 above.
27. Where applicable, a list of prospectus exempt and non-prospectus exempt securities for which you acted as a relationship facilitator between the buyer and the seller of the securities and the names of the buyer and the seller in each case (e.g. the name of the offshore hedge fund and individuals/companies you provided to the fund company)

B. Disclosure

28. A list of disclosure documents (e.g. Offering Memoranda, Prospectuses, Information Sheets) provided to clients regarding products distributed or services provided and access to a sample of these documents.
29. A copy of fee disclosure documents provided to clients
30. A copy of any promotional brochures, pamphlets, or other materials routinely furnished to prospective clients (e.g. proposals); and a copy of any marketing materials (e.g. newspaper or magazine ads, radio scripts, reprints, seminar materials etc.) used to inform or solicit clients during the review period. If the Registrant makes information about its services available on the Internet, the address at which such information is available.
31. A copy of all representative performance reports, data, or graphs disseminated to clients or prospective clients during the review period

C. Referral Arrangements

32. A list of individuals or companies who refer clients to you.
33. A list of individuals or companies that you refer clients to.
34. Access to a sample of contracts governing each referral arrangement
35. Copies of disclosure provided to clients regarding referral arrangements

D. Custody

36. General ledger, trial balance, cash receipts and disbursements journals and bank reconciliations for all trust accounts of the Registrant for the review period.
37. Statements, deposit books and cancelled cheques for the review period for all trust accounts.