









Outreach Session for the 2016 Risk Assessment Questionnaire

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Disclaimer

The presentation is provided for general information purposes only and does not constitute legal or accounting advice.

Information has been summarized and paraphrased for presentation purposes and the examples have been provided for illustration purposes only.

Information in this presentation reflects securities legislation and other relevant standards that are in effect as of the date of the presentation.

The contents of this presentation should not be modified without the express written permission of the presenters.



Agenda

Part 1

Introduction

Part 2

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Part 3

Common questions received from registrants

Part 4

 Spreadsheet to collect fund level information for non-prospectus qualified investment funds

Part 5

Resources





Part 1 - Introduction



Purpose

 To gather comprehensive information about the business operations of our registrants for the purposes of risk ranking the firms and selecting them for compliance reviews





Part 2 - Navigating the questionnaire



Secure URL link

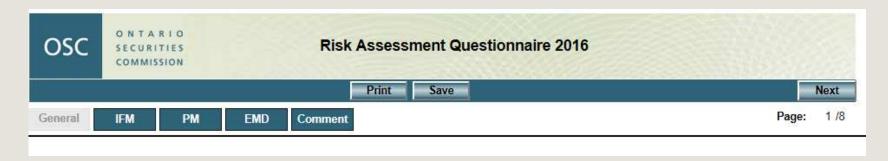
- Unique to each firm
- Provide access to your firm's questionnaire, even after the submission
- Do not forward email with the URL link to people who are not authorized to have access to the questionnaire
- Only one person can enter information into the questionnaire at any given time



Sections of the questionnaire that are applicable to your firm

The questionnaire has five sections:

- 1) General questions that all registrants must complete
- 2) IFM questions for investment fund managers
- PM questions for portfolio managers and restricted portfolio managers
- EMD questions for exempt market dealers and restricted dealers
- 5) Comments





Sections of the questionnaire that are applicable to your firm

- Questionnaire is customized to your firm's registration categories. For example, your link will not contain the IFM section if your firm is not registered as investment fund manager
- Make sure you review the registration categories checked off for your firm on the first page of the questionnaire. Call the contact person immediately if there are any discrepancies

	Registered as
Investment fund manager	
Portfolio manager	
Exempt market dealer	✓
Restricted portfolio manager	
Restricted dealer	



The questionnaire supports the following web browsers:

- Internet Explorer 8.0 and 9.0 (if using Internet Explorer 10 or later, please turn on the browser's *Compatibility View* settings)
- Firefox 10.0, 11.0 and future fix packs
- Google Chrome 18 and future fix packs

(Pop-up blocker in your web browser settings must be disabled or turned off for you to save or submit the questionnaire)

120-minute inactivity limit:

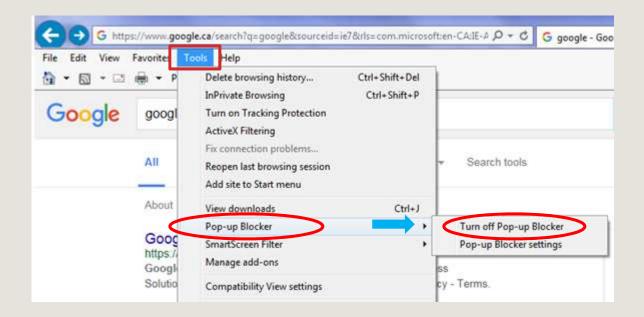
- After 120 minutes of inactivity, the questionnaire session will expire and any unsaved data will be lost
- The questionnaire remains open and only when you click on Save will there be a notice that the session has expired
- If you have not worked on the questionnaire for sometime, re-open or try to save before you start working on it again

Save frequently!



Pop-up blocker

 To save or submit the questionnaire, the pop-up blocker settings in your Internet browser must be turned off or disabled

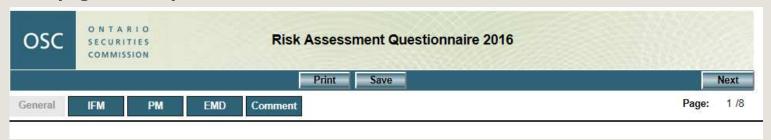




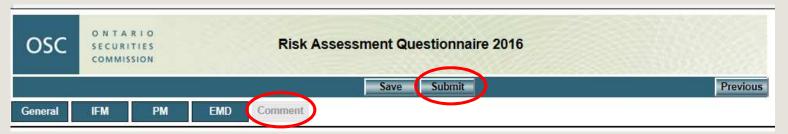
Functions on the tool bar:

- 1) Print
- 2) Save
- 3) Previous
- 4) Next
- 5) Submit

First page of the questionnaire



Last page of the questionnaire





Saving the questionnaire

- Save as often as possible by clicking the Save button
- Look for the following screens to ensure information entered is successfully saved on our secured server

First screen



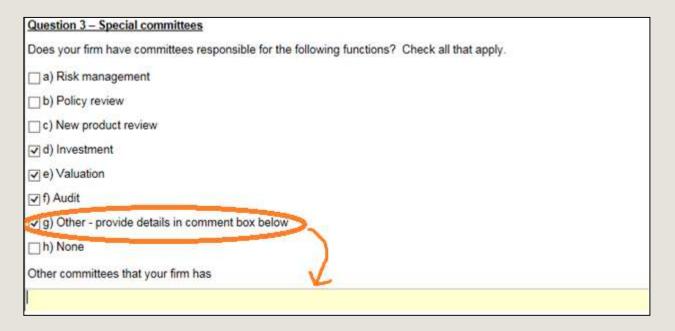
Second screen





Mandatory fields

- Mandatory fields are highlighted in yellow
 - You must complete all mandatory fields in order to submit your questionnaire
- Some answers require you to provide additional information in a comment box – the comment box will be highlighted in yellow





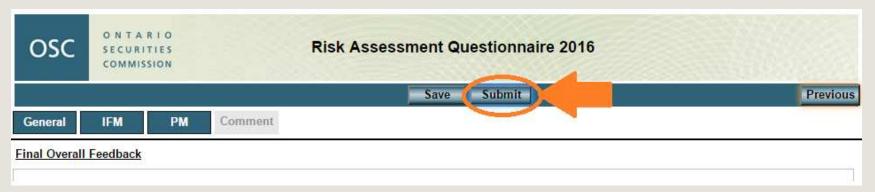
Error messages

- Mandatory information is not complete
- Inputted value is not permitted or is outside of allowed range
- The questionnaire cannot be submitted if any inputted values are not permitted or if any mandatory fields have not been completed, including required comment boxes

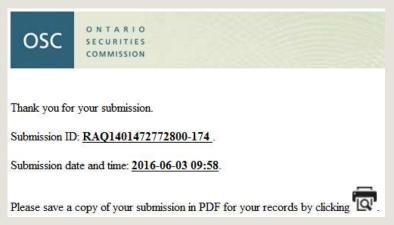


Submitting the questionnaire

Once you submit your questionnaire you will not be able to make changes



Once submission is successful, you will receive a confirmation message. If the server
is busy, this could take several minutes – do not close your browser until you receive
your confirmation with submission ID number.





Error messages

- Wait until you see the submission ID before accessing the PDF file
- Close the browser and use the same URL link to access and print the questionnaire if necessary







Part 3 - Common questions



General questions

What if my firm isn't located in Ontario?

- Firms registered with the OSC, but located in a different country
 - fill out the general section based on your world-wide activities
 - for each specific registration category, respond to questions based on your Canadian operations
- Firms registered in Ontario, but their PR is another province
 - all of the firm's operations should be considered when responding to questions
- Firms also registered with an SRO
 - consider your non-SRO operations when answering the questions



General section - revenue

Fill in the table below. Amount in financial (fiscal) year 2015 (in CAD dollars) Total gross revenue of your firm \$1,000,000.00 \$100.00 \$99.00

Specified Ontario revenue: Definition of specified Ontario revenue can be found under section 1.1 of Ontario Securities Commission (OSC) Rule 13-502 Fees. Refer to the OSC website for the rule http://www.osc.gov.on.ca/en/SecuritiesLaw_rule_20150416_13-502_fees.htm



General section - referrals

Question 10 - Referral arrangements

Do you have any referral arrangements for which you pay a referral fee?

Oa) No

b) Yes - fill in parts (A) and (B) below

(A) The total number of referral arrangements as at March 31, 2016:

(B) Fill in the table below.

Name of party you have a referral arrangement with	Is the party registered?	If yes, provide the name of the regulator (if other is selected, provide details in the comment box below)	Dollar amount or estimated dollar value of referral fee you paid to the referrer for the year ended March 31, 2016	
	No ▼	Not Registered ▼		%
	•	•		%
	•	•		%
	•	▼		%
	•	-		%



Portfolio manager section – dealing vs advising

Example:

- Where the firm has managed account clients (as a portfolio manager), this
 is generally advising activity and should be included in the portfolio
 manager section, regardless of the type of securities held in the managed
 accounts.
- Where the firm is distributing exempt market products to clients that do not have a managed account with the firm, this would most likely be dealing activity that should be captured in the exempt market dealer section of the questionnaire.



Portfolio manager section – assets under management

Question 1 - Assets Under Management

Provide your assets under management (AUM) for your Canadian advisory services as of the dates indicated below.

Enter zero in rows that are not applicable to you.

Type of Client	AUM as at March 31, 2016 (in CAD dollars)	AUM as at March 31, 2015 (in CAD dollars)	
Individuals	\$100.00	\$20.00	
Institutional	\$1,200.00	\$25,000.00	
Total	\$1,300.00	\$25,020.00	

Individuals are natural persons and their personal holding companies, foundations, or trusts.

Institutions include non-individuals such as investment funds, pension plans, corporations, university endowments, and charitable organizations.



Portfolio manager section - products

(B) As a result of your discretionary trading authority, what type of securities do your clients hold in their accordance in rows that are not applicable to you.

Product	Approximate percentage of total AUM
Equities (exchange traded)	%
Equities (non-exchange traded)	%
Fixed income	%
Prospectus qualified funds (excluding exchange traded funds)	%
Exchange traded funds	%
Non-prospectus qualified funds	%
Cash equivalents	%
Other (describe below)	%
Total	%



Portfolio manager section – related and connected issuers

Question 4 - Related or Connected Issuers

(A) Do you advise clients in securities of any related or connected issuers? For example, do your clients' accounts hold investment funds that your firm manages or securities of companies you are related or connected to?

- a) Yes provide the name of the issuer(s) and the nature of the relationship in the comment box below
- b) No we have related and connected issuers, however we do not advise in any of them
- (a) c) Not applicable we do not have any related or connected issuers



Portfolio manager section - clients

Question 6 - Residency of Clients

Provide the residency of the firm's portfolio management clients in the table below.

Provide the number of clients (i.e. not the number of client accounts, or the number of client households). Note that investment funds are included in the definition of client (but not the investors in the investment fund, unless they also have a managed account with you).

Enter zero in the rows that are not applicable to you.

	Number of clients
a) Ontario	100
b) In Canada but outside Ontario	1,000
c) United States	1,000
d) Europe - list country of residence below	1
e) Asia - list country of residence below	1
f) Other - list country of residence below	1
Total:	2,103



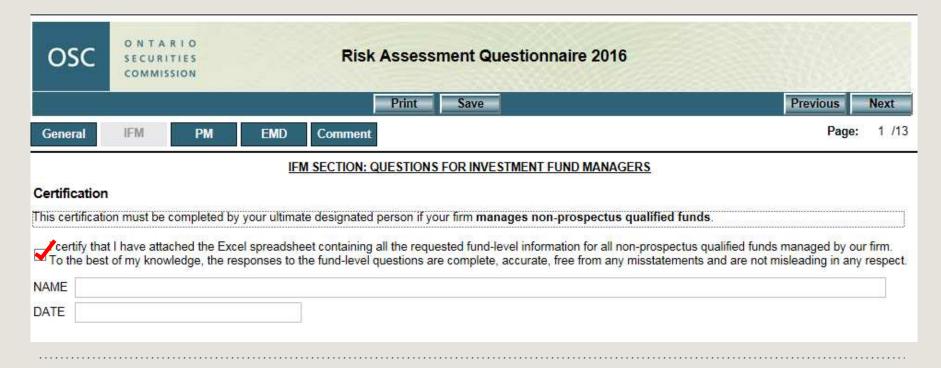
Portfolio manager section custodian

Question 9 – Custodian Information	l				
(A) Provide the following information investment portfolios. Do not include set of questions)	•			•	•
Not applicable – client assets are	not held by a custodian (ex	xplain why in the comment b	ox below, e.g. held in client na	me on issuer's book	(S)
vhat is a custodian?					
Full legal name of custodian	Amount of assets held with the custodian as at March 31, 2016 (in CAD dollars)	Is the custodian functionally independent from your firm?	Type of custodian	Country where custodian is domiciled	Did your firm direct or arrange the use of this custodian?
		•	•		-
		•	•		-
					1



IFM section - UDP Certification

- Complete the certification only if your firm manages non-prospectus qualified investment funds
- You must attach the spreadsheet once the box is checked off; otherwise, you will not be able to submit the questionnaire





IFM section – assets under management

Alternative strategies funds	\$100,000.00			
Money market funds				
Pooled funds (other than alternative strategies unds or money market funds)				
low-through limited partnerships				
Other - complete row and specify fund type in comment box below				
ub-total	\$100,000.00	0	\$0.00	0
otal	\$100,000.00	0	\$0.00	0

If you manage any non-prospectus qualified funds, fill in the Excel spreadsheet that was sent to you in an email dated May 18, 2016, and attach the completed spreadsheet using the attach function below – click on the icon with the paperclip to attach your file. (Click on the trash icon to remove the attachment. Click on the eyeglasses icon to open the attachment.)





IFM section – business structure

Are you also the portfolio manager for your investment funds?

General	IFM	PM	EMD	Comment		Page:	2 /13
Question 2 – Business structure							
Is your firm a	also the portfo	olio manager	responsible fo	or managing o	firectly all or some of the funds that you indicated in question 1?		
a) Yes – indicate the AUM of those funds in the table below (exclude the AUM managed by third-party portfolio managers)							
() b) No							
Enter zero ir	the row that	is not applica	able to you.				
Type of fund	d			at March 31, CAD dollars)			
Prospectus	qualified funds	6					
Non-prospec	tus qualified	funds					
Total							



IFM section - custodian

Question 4 – Custodian informati	<u>ion</u>						
(A) Fill in the table below for your in	nvestment funds.						
(If your investment funds have a fu separately by using one row for the funds, provide the custodian inform	(If your investment funds have a fund-of-fund structure and you are <u>also</u> the investment fund manager of the underlying funds, provide the custodian information separately by using one row for the top funds and another row for the underlying funds. However, if you are not the investment fund manager of the underlying funds, provide the custodian information for the top funds only.)						
☐ Not applicable – we do not use	a custodian, provide explanation	on in comment box below,	e.g. held in fund's name	on issuer's book			
Explain why a custodian is not app	olicable for your investment fund	ds					
Full legal name of custodian Type of investment fund Type of investment fund Amount of assets held with the custodian for each type of fund (i.e. prospectus qualified or non-prospectus qualified funds) as at March 31, 2016 (in CAD dollars) Amount of assets held with the custodian for each type of fund (i.e. prospectus qualified funds) as at March 31, 2016 (in CAD dollars) Type of investment fund Is the custodian functionally independent from your firm? Type of custodian is domiciled							
	▼		▼	-	-		



Exempt market dealer and restricted dealer section

- If registered in multiple categories respond only as it relates to activities carried out as a dealer
- Respond based only on actual results and activities carried out theoretical results and future plans can be provided in the Comment box at the end of the questionnaire



Dealer section - Revenue

• If revenue and expenses are not recorded separately for dealer activities, provide best estimates and include a comment that the figures are estimates and explain why estimates were used

Question 8 - Size of Dealer Activities - Revenue		
Provide the following information in the table		
Enter zero in the rows below where there was no revenue earned during the	ne period.	
In the table below, do NOT include fees earned as a portfolio manager or i categories. For example, do not include management fees earned as a por surpassing a high-water mark. Include revenues for the business activities of your EMD operations durin investment products sold/traded/distributed, success fees for an M&A tran for soliciting investors to purchase an investment product, and fees for face	tfolio manager on assets under m g the period. For example, includ saction, the value of warrants/opt	nanagement or performance fees for e sales commissions or trailer fees for ions for an equity financing transaction, fees
	Year ended	d March 31,
	2016 Revenue	2015 Revenue
a) Service oriented – Mergers and acquisitions: provide assistance in mergers and acquisitions and disposition of corporations; find potential buyers/investors for acquisitions or divestitures		
b) Service oriented – Debt/equity financing: provide advice on capital structuring to raise financing and/or distribute private placements; find potential lenders/investors to invest in debt/equity securities		
c) Service oriented – Relationship facilitator: facilitate relationships between investors and registrants, or investors and third parties; do not distribute securities or products		
d) Distributor of prospectus-qualified products		
e) Distributor of prospectus-exempt products		
f) Facilitating secondary market trading of prospectus-exempt products		
g) Other – provide details below		
Total revenue for the year ended:		
Net income (loss) for the year ended:		
Other revenue -describe the nature of these revenues		



Dealer section – related or connected issuers

Question 12 - Investment Products - Types of Issuers

If you sell/distribute/trade investment products, which type of issuer products do you sell/distribute/trade? Choose one of the

- a) Not applicable do not sell/distribute/trade investment products
- b) Sell/distribute/trade products of related/connected issuers only (i.e. do not sell/distribute/trade products of third party issuers)
- c) Sell/distribute/trade products of third party issuers only (i.e. do not sell/distribute/trade products of related/connected issuers)
- d) Sell/distribute/trade products of both related/connected issuers and third party issuers

Related issuer: A person or company is a related issuer of another person or company if:

- 1. the person or company is an influential security holder of the other person or company
- 2. the other person or company is an influential securityholder of the person or company
- 3. each of them is a related issuer of the same third person or company

Influential securityholder: Influential securityholder is defined in section 1.1 of NI 33-105, please refer to the OSC website:

http://www.osc.gov.on.ca/documents/en/Securities-Category3/rule_20090918_33-105_unofficial-consolidated.pdf

Connected Issuer: An issuer where the direct or indirect relationship between the issuer and your firm or an entity related to your firm (or registered individual/permitted individual) would cause a reasonable investor to question the independence of your firm's/registered individuals' activities in connection with a distribution of that issuer. Connected issuer is defined in section 1.1 of NI 33-105, please refer to the OSC website:

http://www.osc.gov.on.ca/documents/en/Securities-Category3/rule 20090918 33-105 unofficial-consolidated.pdf



Dealer section – capital raised

Question 9 - Capital Raised						
How much capital has your firm raised from investors in the last two years ending March 31, 2016?						
a) Not applicable - do not raise capital from investors						
○ b) Less than \$1 million						
oc) \$1 million but less than \$5 million						
od) \$5 million but less than \$20 million						
○ e) \$20 million or more						

Question 3 – Investor Client Residency		
Please provide the residency of the firm's investor clients, and	d capital raised from those clients, over the la	ast 12 months in the table below:
Enter zero in the rows that are not applicable to you.		
	Number of investor clients in various locations	Capital raised from investors in various locations (for the year ending March 31, 2016)
a) Ontario		
b) In Canada but outside Ontario		
Alberta		
Pritials Calumbia		



Dealer section - clients

- Who is a client of my firm?
- Who is considered a client of my firm during a specific period of time?

Question 2 – Investor Clients					
Provide the number of investor clients the firm has had over the 12 months ending March 31, 2016 in each of the following categories:					
Enter zero in the rows that are not applicable to you.					
,	Number of investor clients				
a) Clients that meet the permitted client definition					
b) Clients that meet the accredited investor definition but are not permitted clients					
c) Other - clients that are not included in a) or b) above					
Total:					
Permitted client: For a definition of permitted client, see section 1.1 of NI 31-103 on the OSC website at: http://www.osc.gov.on.ca/documents/en/Securities-Category3/ni_20150111_31-103_unofficial-consolidated.pdf Accredited investor: For a definition of accredited investor, see section 1.1 of National Instrument NI 45-106. For further information on key capital raising prospectus exemptions in Ontario see the OSC website at: http://www.osc.gov.on.ca/en/SecuritiesLaw_ni_20160128_45-106_key-capital-prospectus-					
exemptions htm	http://www.osc.gov.on.ca/en/oecunilesLaw_	11 20 100 120 43-100 key-capital-prospectus-			



Dealer section – Types of Business or Industry of Products

• If a given product fits multiple categories, or no category accurately describes the product – then select Other and describe in comment box.

•		
a) Not applicable – do not sell/distribute/trade investment products		
b) Sell/distribute/trade investment products – please provide information in the f	ollowing table:	
Type of business / industry of the investment products	(A) Do you sell/distribute/trade products of the following types of business / industry?	(B) Are these products of your related / connected issuers?
Financial services - consumer loans, factoring (purchase of accounts receivable	s)	-
Financial services - non-conventional loans financing	Yes	-
Mining - exploration, development or production	No	▼
Oil & gas	T	-
Alternative energy (e.g. solar, wind)	-	-
Real estate investment trusts	 	-
Real estate - land development / construction development	▼	-
Real estate - rental/leasing	-	-
Manufacturing & Industrial	-	-
Technology (e.g. software, mobile apps)	T	-
Other - describe in comment box below	▼	-





Part 4 -Spreadsheet to collect fund level data



Purpose of the fund data collection

- The IOSCO Hedge Fund Survey- the OSC participated in 2010 and 2012
- Gain knowledge and insight into the prospectusexempt funds industry
- Data-sharing across other government and international organizations on aggregate basis



What is different this year

- Modified/expanded questions
 - Investment strategies
 - Geography of investments
 - Main investment categories
 - Value of borrowing of cash and/or securities
- New questions
 - High-frequency trading
 - Asset breakdown by maturity
 - "Side pocket" arrangements and suspensions/restrictions
- "Fund of funds" questionnaire cut in half



Spreadsheet - Common questions and issues

INSTRUCTIONS: Please provide the following information on a fund-by-fund basis for all non-prospectus qualified funds of which you are the manager. All data should be reported as of December 31, 2015, unless otherwise noted. Please provide data for fund of funds in the tab marked "Fund of Funds". 1. Please fill in the spreadsheet with the requested information. Please do not send/attach other documents such as income statements, balance sheets, fund facts or prospectuses. 2. Do not modify the wording or the formatting of the spreadsheet. 3. Please do not link cells with other cells or other Excel documents, make sure all numbers are hard-coded. 4. The information needs to be provided by the investment fund manager. 5. If your fund has multiple classes and fee structures, please report all fee data for the class which has the greatest assets under management. All other data (net assets, holdings info, etc.) should be reported at the overall fund level. 6. Before answering the questions marked with an asterisk (*), please consult the "Definitions" tab. 7. Please do not answer questions with "Yes" or "No". 8. Please do not include funds launched after the survey cut-off date (December 31, 2015) 9. Please do not import images and text from other sources, and do not copy and paste information from the fund prospectuses. 10. The spreadsheet is set up to accommodate up to 80 funds. If you manage more than 80 funds and need additional columns, please contact Nevena Pencheva at NPencheva@osc.gov.on.ca Fund 1 Investment Fund Manager Name NRD Number of Investment Fund Manager Fund name Fund Type (choose from list) Please select Inception date (DD/MM/YYYY) Please select Fund domicile (choose from list) Custodian **Domicile of Custodian** (choose from list) Please select Prime Broker (if different from custodian) 10* Total net asset value of the fund in CAD\$ as of December 31, 2014 11* Total net asset value of the fund in CAD\$ as of December 31, 2015 Annual gross sales in CAD\$ (net of reinvested distributions) Annual gross redemptions in CAD\$ 14 Annual reinvested distributions in CADS 15 Performance fee calculation methodology Please select 16 Fund's performance fee (%) 17 Management Fee (%) Management Expense Ratio MER (without performance fee, %)

5

7

Trading Expense Ratio TER (%)



Spreadsheet - Common questions and issues

		Fund 1
29*	Portfolio liquidity- estimated percentage of portfolio capable of being liquidated in:	
	1 day or less	
	2-7 days	
	8-30 days	
	31-90 days	
	91-180 days	
	181-365 days	
	Longer than 365 days	
	<u>Total</u>	0
30*	Investor liquidity- estimated percentage of fund assets locked for:	
	1 day or less	
	2-7 days	
	8-30 days	
	31-90 days	
	91-180 days	
	181-365 days	
	Longer than 365 days	
	<u>Total</u>	0
31	Asset breakdown by maturity- dollar amount in CAD\$ of the reporting fund's assets that have maturity:	
	Less than 3 months	
	Between 3 and 6 months	
	Between 6 and 12 months	
	More than 12 months	
32	As of the data reporting date, please estimate what percentage of the reporting fund's net asset value, if any, is subject to:	
	"side pocket" arrangement	
	a suspension of investor withdrawals/redemptions by an adviser or fund governing body (this question relates to an adviser's or	
	governing body's right to suspend and not just whether a suspension is currently effective)	
	a material restrictions on investor withdrawals/ redemptions (e.g., "gates") by an adviser or fund governing body (this question	
	relates to an adviser's or governing body's right to impose a restriction and not just whether a restriction has been imposed	
	a suspension of investor withdrawals/redemptions (this question relates to whether a suspension is currently effective and not	
	just an adviser's or governing body's right to suspend	
	a material restriction on investor withdrawals/redemptions (e.g., a "gate") (this question relates to whether a restriction has	
	been imposed and not just an adviser's or governing body's right to impose a restriction)	





Part 5 - Resources



Resources

- FAQ and User Guide
 - http://www.osc.gov.on.ca/documents/en/Dealers/da_20160518_faq-2016-risk-assessment-questionnaire.pdf
- Email us at ComplianceSurvey@osc.gov.on.ca
- Call one of the contact people listed in the FAQ





Questions



RegistrantOutreach@osc.gov.on.ca

