

The Ontario Securities Commission

OSC Bulletin

July 19, 2002

Volume 25, Issue 29

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The Ontario Securities Commission Administers the Securities Act of Ontario (R.S.O. 1990, c.S.5) and the Commodity Futures Act of Ontario (R.S.O. 1990, c.C.20)

The Ontario Securities Commission

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Chapter 1

Notices / News Releases

1.1 Notices

1.1.1 Current Proceedings Before The Ontario Securities Commission

JULY 19, 2002

CURRENT PROCEEDINGS

BEFORE

ONTARIO SECURITIES COMMISSION

Unless otherwise indicated in the date column, all hearings will take place at the following location:

The Harry S. Bray Hearing Room
Ontario Securities Commission
Cadillac Fairview Tower
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Toronto, Ontario
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Harold P. Hands	—	HPH
Robert W. Korthals	—	RWK
Mary Theresa McLeod	—	MTM
H. Lorne Morphy, Q.C.	—	HLM
Robert L. Shirriff, Q.C.	—	RLS

SCHEDULED OSC HEARINGS

August 6 & 20/02 2:00 - 4:30 p.m. **YBM Magnex International Inc., Harry W. Antes, Jacob G. Bogatin, Kenneth E. Davies, Igor Fisherman, Daniel E. Gatti, Frank S. Greenwald, R. Owen Mitchell, David R. Peterson, Michael D. Schmidt, Lawrence D. Wilder, Griffiths McBurney & Partners, National Bank Financial Corp., (formerly known as First Marathon Securities Limited)**

August 7, 8, 12 - 15, 19, 21, 22, 26-29/02 9:30 a.m. - 4:30 p.m.

September 3 & 17/02 2:00 -4:30 p.m. s. 127

September 6, 10, 12, 13, 24, 26 & 27/02 9:30 a.m. - 4:30 p.m. K. Daniels/M. Code/J. Naster/I. Smith in attendance for staff.
Panel: HIW / DB / RWD

August 20/02 2:00 p.m. **Mark Bonham and Bonham & Co. Inc.**

August 21 to 30/02 9:30 a.m. s. 127
M. Kennedy in attendance for staff
Panel: PMM / KDA / HPH

September 16 - 20/02 10:00 a.m. **James Pincock**
s. 127
J. Superina in attendance for Staff
Panel: HLM

ADJOURNED SINE DIE

Buckingham Securities Corporation, Lloyd Bruce, David Bromberg, Harold Seidel, Rampart Securities Inc., W.D. Latimer Co. Limited, Canaccord Capital Corporation, BMO Nesbitt Burns Inc., Bear, Stearns & Co. Inc., Dundee Securities Corporation, Caldwell Securities Limited and B2B Trust

DJL Capital Corp. and Dennis John Little

Dual Capital Management Limited,
Warren Lawrence Wall, Shirley Joan
Wall, DJL Capital Corp., Dennis John
Little and Benjamin Emile Poirier

First Federal Capital (Canada)
Corporation and Monter Morris
Friesner

Global Privacy Management Trust
and Robert Cranston

Irvine James Dyck

Ricardo Molinari, Ashley Cooper,
Thomas Stevenson, Marshall Sone,
Fred Elliott, Elliott Management Inc.
and Amber Coast Resort Corporation

M.C.J.C. Holdings Inc. and Michael
Cowpland

Offshore Marketing Alliance and
Warren English

Philip Services Corporation

Rampart Securities Inc.

Robert Thomislav Adzija, Larry Allen
Ayes, David Arthur Bending,
Marlene Berry, Douglas Cross, Allan
Joseph Dorsey, Allan Eizenga, Guy
Fangeat, Richard Jules Fangeat,
Michael Hersey, George Edward
Holmes, Todd Michael Johnston,
Michael Thomas Peter Kennelly,
John Douglas Kirby, Ernest Kiss,
Arthur Krick, Frank Alan Latam, Brian
Lawrence, Luke John Mcgee, Ron
Masschaele, John Newman, Randall
Novak, Normand Riopelle, Robert
Louis Rizzuto, And Michael Vaughan
S. B. McLaughlin

Southwest Securities

Terry G. Dodsley

1.1.2 Quarterly Summary of OSC Bulletin Publications

SUMMARY OF PUBLICATIONS

PUBLICATION BY DATE PUBLISHED

January 11, 2002

(2002) 25 OSCB 112
(2002) 25 OSCB 112

CSA Staff Notice **52-303** Non-GAAP Earnings Measures
Notice of Proposed Rule **62-501** Under the Securities Act and Amendment to Ontario Securities Policy **62-601** Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-Over Bid/**Correction**

(2002) 25 OSCB 169

OSC Staff Notice Regarding Appendix A to the Notice of Proposed Multilateral Instrument **33-109** Comment Table

January 18, 2002

(2002) 25 OSCB 267

OSC Staff Notice **11-715** Policy Reformulation Project - Table of Concordance

January 25, 2002

(2002) 25 OSCB 432

Notice of Commission Approval - Amendment to IDA **By-Law No. 3** Entrance, Annual and Other Fees

(2002) 25 OSCB 432

Notice of Commission Approval - Amendment to IDA **Policy No. 2** Minimum Standards for Retail Account Supervision

(2002) 25 OSCB 433

Short Notice - Amendment to National Policy **43-201** Mutual Reliance Review System for Prospectuses and Annual Information Forms

(2002) 25 OSCB 485

Notice of Amendments to National Policy **43-201** Mutual Reliance Review System for Prospectuses and Annual Information Forms

(2002) 25 OSCB 505

Proposed National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities and Proposed Repeal of National Policy Statement No. **2-B** and Proposed Consequential Amendments/**Request for Comments**

February 1, 2002

(2002) 25 OSCB 630

Short Notice - Notice of Commission Adoption of Amendments to **OSC Policy 1.7** The Securities Advisory Committee to the OSC (OSC Policy **11-601**)

(2002) 25 OSCB 683

Notice of Amendments to Ontario Securities Commission Policy under the Securities Act - **OSC Policy 1.7** The Securities Advisory Committee to the OSC (OSC Policy **11-601**)

February 8, 2002

(2002) 25 OSCB 811

CSA Staff Notice **43-303** Frequently Asked Questions (Revised February 8, 2002) re National Instrument **43-101** Standards of Disclosure for Mineral Projects

February 15, 2002

(2002) 25 OSCB 890

CSA Staff Notice **55-305** System for Electronic Disclosure by Insiders (SEDI) National Instrument **55-102** - Interim Requirements for Insiders and Issuers Affected by Suspension of SEDI Operation

(2002) 25 OSCB 891

Notice of Approval - Recognition of Market Regulation Services Inc.

(2002) 25 OSCB 892

Application for Recognition of RS Inc. - Summary of Comments Received

(2002) 25 OSCB 896

Memorandum of Understanding Regarding Oversight of Market Regulation Services Inc.

(2002) 25 OSCB 905

Short Notice - Notice of Minister of Finance Approval of an Amendment to OSC Rule **61-501**

(2002) 25 OSCB 943

Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions
Amendment to Ontario Securities Commission Rule **61-501** Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions

February 22, 2002

(2002) 25 OSCB 1060

Notice of Commission Approval - Amendment to IDA Regulation **100.2(f)(i)** Relating to Margin Requirements for Listed Securities

March 1, 2002

(2002) 25 OSCB 1201

OSC Staff Notice **52-713** Report on Staff's Review of Interim Financial Statements and Interim MD&A

(2002) 25 OSCB 1227

CSA Concept Proposal **81-402** - Striking a New Balance: A Framework for Regulating Mutual Funds and Their Managers/**Request for Comments**

(2002) 25 OSCB 1267

Background to Concept Proposal **81-402** - The Canadian Mutual Fund Industry: Its Experience With and Attitudes Toward Mutual Fund Reorganization/**Request for Comments**

(2002) 25 OSCB 1351 Notice of Commission Approval - Amendments to IDA **By-Law No. 29.27** Regarding Supervision and Compliance

March 15, 2002

(2002) 25 OSCB 1465 CSA Staff Notice **44-301** - Frequently Asked Questions Regarding the New Prospectus Rules

March 22, 2002

(2002) 25 OSCB 1577 CSA Staff Notice **55-306** Applications for Relief from Insider Reporting Requirements by Certain Vice-Presidents

(2002) 25 OSCB 1579 CSA Staff Notice **55-307** Reminder to File Paper Insider Reports Using the Correct Codes

(2002) 25 OSCB 1580 CSA Staff Notice **72-301** Distributions Outside the Local Jurisdiction - Proposed Multilateral Instrument **72-101**

March 29, 2002

(2002) 25 OSCB 1716 OSC Staff Notice **45-702** Frequently Asked Questions Concerning OSC Rule **45-501** Exempt Distributions

(2002) 25 OSCB 1719 CSA Staff Notice **57-301** Failing to File Management Statements on Time - Management Cease Trade Orders

(2002) 25 OSCB 1722 Notice of Commission Approval - Amendment to IDA Policy **No. 5** Code of Conduct for IDA Member Firms Trading in Domestic Debt Markets

(2002) 25 OSCB 1807 TSE Notice of Consequential Amendments and Implementation of Attribution Choices and Undisclosed Volume

(2002) 25 OSCB 1811 IDA Policy **No. 5** Code of Conduct for IDA Member Firms Trading in Domestic Debt Markets

April 5, 2002

(2002) 25 OSCB 1821 Notice of Commission Approval - Amendment to IDA **By-Law 7.1**

(2002) 25 OSCB 1822 Short Notice - Notice of Amendment to Rules Under the Securities Act *In the Matter of Certain Reporting Issuers*

(2002) 25 OSCB 1822 Short Notice - Notice of Commission Approval of National Instrument **54-101** Communication with Beneficial Owners of Securities of a Reporting Issuer and National Instrument **54-102** Interim Financial Statement and Report Exemption

(2002) 25 OSCB 1863 Notice of National Instrument **54-101** and Companion Policy **54-101CP** Communication with Beneficial Owners of Securities of a Reporting Issuer

(2002) 25 OSCB 1875 National Instrument **54-101** Communication with Beneficial Owners of Securities of a Reporting Issuer, Form **54-101F1** Explanation to Clients and Client Response Form, Form **54-101F2** Request for Beneficial Ownership Information, Form **54-101F3** Omnibus Proxy (Depositories), Form **54-101F4** Omnibus Proxy (Proximate Intermediaries), Form **54-101F5** Electronic Format for NOBO List, Form **54-101F6** Request for Voting Instructions Made by Reporting Issuer, Form **54-101F7** Request for Voting Instructions Made by Intermediary, Form **54-101F8** Legal Proxy and Form **54-101F9** Undertaking

(2002) 25 OSCB 1908 Companion Policy **54-101CP** to National Instrument **54-101** Communication with Beneficial Owners of Securities of a Reporting Issuer

(2002) 25 OSCB 1917 Notice of National Instrument **54-102** Interim Financial Statement and Report Exemption

(2002) 25 OSCB 1920 National Instrument **54-102** Interim Financial Statement and Report Exemption

(2002) 25 OSCB 1924 Notice of Amendment and Amendment to Rules Under the Securities Act *In the Matter of Certain Reporting Issuers*

April 12, 2002

(2002) 25 OSCB 1996 Quarterly Summary of OSC Bulletin Publications - Summary of Publications

(2002) 25 OSCB 2001 OSC Staff Notice **11-716** Policy Reformulation Project - Table of Concordance

(2002) 25 OSCB 2036 Short Notice - Notice of OSC Policy **41-601** Capital Pool Companies and the CPC Operating Agreement

(2002) 25 OSCB 2036 Short Notice - Notice of Minister of Finance Approval of Memorandum of Understanding regarding the Oversight of Market Regulation Services Inc.

(2002) 25 OSCB 2073 Notice and Ontario Securities Commission Policy **41-601** Capital Pool Companies

(2002) 25 OSCB 2078 Publication of Certain Ancillary Documents in Connection with OSC Policy **41-601**

(2002) 25 OSCB 2079 CPC Operating Agreement

April 19, 2002

(2002) 25 OSCB 2203 CSA Staff Notice **41-303** Harmonization of Prospectus Requirements Across the CSA

(2002) 25 OSCB 2204 Notice of OSC Approval of TSE **By-Law Number 2** - A By-Law Concerning Appeals to the Board of Directors of The Toronto Stock Exchange Inc.

(2002) 25 OSCB 2317 Proposed Amendment to IDA **By-Law 16** Elimination of the Top 20 Regulatory Reporting

(2002) 25 OSCB 2319 Proposed Amendment to IDA **By-Law 29.26** Leverage Disclosure
(2002) 25 OSCB 2321 Proposed Amendment to IDA **By-Law 28** Discretionary Trust Fund
(2002) 25 OSCB 2323 Proposed Amendments to IDA Regulation **100.4c** Capital and Margin Requirements for an Offset
(2002) 25 OSCB 2329 Notice of Approval - TSE **By-Law No. 2** - A By-Law Concerning Appeals to the Board of Directors of The Toronto Stock Exchange Inc.

April 26, 2002

(2002) 25 OSCB 2337 Short Notice - The Toronto Stock Exchange - Amendments to Corporate Governance Policy/**Request for Comments**
(2002) 25 OSCB 2476 TSX **Request for Comments** - Corporate Governance Policy - Proposed New Disclosure Requirement and Amended Guidelines

May 3, 2002

(2002) 25 OSCB 2489 OSC Notice **51-707** OSC Continuous Disclosure Advisory Committee
(2002) 25 OSCB 2490 Notice of Correction - Notice of National Instrument **54-101** Communication with Beneficial Owners of Securities of a Reporting Issuer and National Instrument **54-102** Interim Financial Statement and Report Exemption

May 10, 2002

(2002) 25 OSCB 2626 CSA Notice **13-310** Securities Regulatory Authority Closed Dates 2002
(2002) 25 OSCB 2627 OSC Staff Notice **31-705** Common Renewal Date

May 17, 2002

(2002) 25 OSCB 2791 OSC Notice **11-717** Securities Advisory Committee - OSC Policy **11-601**
(2002) 25 OSCB 2792 Short Notice - Notice of Amendment to Rules Under the Securities Act *In the Matter of Certain Reporting Issuers*
(2002) 25 OSCB 2825 Notice of Amendment and Amendment to Rules Under the Securities Act *In the Matter of Certain Reporting Issuers*

May 31, 2002

(2002) 25 OSCB 3049 Short Notice - Notice of Rule **62-501** Under the Securities Act and Amendment to OSC Policy **62-601** - Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-over Bid
(2002) 25 OSCB 3099 Notice of Rule **62-501** Under the Securities Act and Amendment to OSC Policy **62-601** - Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-over Bid
(2002) 25 OSCB 3100 OSC Rule **62-501** Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-over Bid
(2002) 25 OSCB 3100 Amendment to Ontario Securities Commission Policy **62-601**
(2002) 25 OSCB 3151 Withdrawal of Proposed IDA **By-Law 29.6A** Referral Arrangements and Commission Splitting
(2002) 25 OSCB (Supp) Five Year Review Committee Draft Report

June 7, 2002

(2002) 25 OSCB 3303 Notice of OSC Approval of Amendment to IDA Constitution
(2002) 25 OSCB 3303 Notice of OSC Approval of Amendments to IDA **By-Law 29.26** Regarding Leverage Disclosure

June 14, 2002

(2002) 25 OSCB 3313 Short Notice - Notice of Minister of Finance Approval of National Instrument **54-101** Communication with Beneficial Owners of Securities of a Reporting Issuer and National Instrument **54-102** Interim Financial Statement and Report Exemption
(2002) 25 OSCB 3314 Short Notice of Request for Comments - National Registration Database Proposed Multilateral Instrument **31-102**, Companion Policy **31-102CP**, Proposed Ontario Securities Commission Rule **31-509** (*Commodity Futures Act*) and Companion Policy **31-509CP/Request for Comments**
(2002) 25 OSCB 3314 Short Notice of Request for Comments - Registration Information Proposed Multilateral Instrument **33-109**, Companion Policy **33-109CP**, Proposed Ontario Securities Commission Rule **33-506** (*Commodity Futures Act*) and Companion Policy **33-506CP/Request for Comments**
(2002) 25 OSCB 3315 Short Notice - OSC Policy **41-601** Capital Pool Companies and Ministerial Approval of the CPC Operating Agreement

- (2002) 25 OSCB 3361 National Instrument **54-101** Communication with Beneficial Owners of Securities of a Reporting Issuer, Form **54-101F1** Explanation to Clients and Client Response Form, Form **54-101F2** Request for Beneficial Ownership Information, Form **54-101F3** Omnibus Proxy (Depositories), Form **54-101F4** Omnibus Proxy (Proximate Intermediaries), Form **54-101F5** Electronic Format for NOBO List, Form **54-101F6** Request for Voting Instructions Made by Reporting Issuer, Form **54-101F7** Request for Voting Instructions Made by Intermediary, Form **54-101F8** Legal Proxy and Form **54-101F9** Undertaking
- (2002) 25 OSCB 3394 Companion Policy **54-101CP** to National Instrument **54-101** Communication with Beneficial Owners of Securities of a Reporting Issuer
- (2002) 25 OSCB 3402 National Instrument **54-102** Interim Financial Statement and Report Exemption
- (2002) 25 OSCB 3405 Republication for Comment of Proposed Multilateral Instrument **31-102** and Companion Policy **31-102CP** National Registration Database (NRD)/**Request for Comments**
- (2002) 25 OSCB 3425 Multilateral Instrument **31-102** National Registration Database (NRD), Form **31-102F1** Enrolment Form - Firm Filer, Form **31-102F2** Enrolment of Chief Authorized Firm Representative and Form **31-102F3** Account Holder Authorization, and Companion Policy **31-102CP** to Multilateral Instrument **31-102/Request for Comments**
- (2002) 25 OSCB 3443 Republication for Comment of Proposed Ontario Securities Commission Rule **31-509** and Companion Policy **31-509CP** National Registration Database (NRD)/**Request for Comments**
- (2002) 25 OSCB 3445 Ontario Securities Commission Rule **31-509** National Registration Database (*Commodity Futures Act*), Form **31-509F1** Enrolment Form - Firm Filer, Form **31-509F2** Enrolment of Chief Authorized Firm Representative, Form **31-509F3** Account Holder Authorization, and Companion Policy **31-509CP/Request for Comments**
- (2002) 25 OSCB 3463 Republication for Comment of Proposed Multilateral Instrument **33-109** and Companion Policy **33-109CP** Registration Information/**Request for Comments**
- (2002) 25 OSCB 3475 Multilateral Instrument **33-109** Registration Information, Form **33-109F1** Notice of Termination, Form **33-109F2** Change or Surrender of Individual Categories, Form **33-109F3** Business Locations Other Than Head Office, Form **33-109F4** Registration Information for an Individual, Form **33-109F5** Change of Registration Information, and Companion Policy **33-109CP** to Multilateral Instrument **33-109/ Request for Comments**
- (2002) 25 OSCB 3515 Republication for Comment of Proposed Ontario Securities Commission Rule **33-506** (*Commodity Futures Act*) and Companion Policy **33-506CP** Registration Information/**Request for Comments**
- (2002) 25 OSCB 3517 Ontario Securities Commission Rule **33-506** Registration Information (*Commodity Futures Act*), Form **33-506F1** Notice of Termination, Form **33-506F2** Change or Surrender of Individual Categories, Form **33-506F3** Business Locations Other Than Head Office, Form **33-506F4** Registration Information for an Individual, Form **33-506F5** Change of Registration Information, and Companion Policy **33-506CP** to Ontario Securities Commission Rule **33-506** (*Commodity Futures Act*) Registration Information/**Request for Comments**
- (2002) 25 OSCB 3623 Notice of OSC Approval of Proposed IDA Regulation **100.21** Maximum Margin Required for Convertible Securities
- June 21, 2002
- (2002) 25 OSCB 3637 Short Notice - Notice of Request for Comments - Proposed National Instrument **51-102** and Companion Policy **51-102CP** Continuous Disclosure Obligations, Proposed OSC Rule **51-801** Implementing National Instrument **51-102** Continuous Disclosure, and Companion Policy **51-801CP/ Request for Comments**
- (2002) 25 OSCB 3638 Notice of Minister of Finance Approval to Final Amendments to Ontario Securities Commission Rules *In the Matter of Certain Reporting Issuers*
- (2002) 25 OSCB 3646 Short Notice - Notice of Request for Comments - Proposed National Instrument **71-102** and Companion Policy **71-102CP** Continuous Disclosure and Other Exemptions Relating to Foreign Issuers, and Proposed Ontario Securities Commission Rule **71-802** Implementing National Instrument **71-102/Request for Comments**
- (2002) 25 OSCB 3699 Amendment to Ontario Securities Commission Rules *In the Matter of Certain Reporting Issuers*

- (2002) 25 OSCB 3701 Notice and Request for Comment - Proposed National Instrument **51-102**, Form **51-102F1** Annual Information Form (AIF), Form **51-102F2** Management Discussion & Analysis (MD&A), Form **51-102F3** Material Change Report, Form **51-102F4** Business Acquisition Report, Form **51-102F5** Information Circular, Form **51-102F6** Statement of Executive Compensation, and Companion Policy **51-102CP** to National Instrument **51-102** Continuous Disclosure Obligations, Proposed Amendments to Multilateral Instrument **45-102** Resale of Securities, Proposed Revocation of National Instrument **62-102** Disclosure of Outstanding Share Data, Proposed Rescission of National Policy **No. 3** Unacceptable Auditors, National Policy **No. 27** Canadian Generally Accepted Accounting Principles, National Policy **No. 31** Change of Auditors of a Reporting Issuer, and National Policy **No. 50** Reservations in an Auditor's Report/**Request for Comments**
- (2002) 25 OSCB 3718 National Instrument **51-102** Continuous Disclosure Obligations/**Request for Comments**
- (2002) 25 OSCB 3817 Notice and Request for Comment - Proposed Ontario Securities Commission ("Commission") Rule **51-801** and Companion Policy **51-801CP** Implementing National Instrument **51-102** Continuous Disclosure Obligations, Proposed Amendments to Commission Rule **56-501** Restricted Shares, Proposed Revocation of Commission Rule **51-501** AIF & MD&A, Commission Rule **52-501** Financial Statements, Commission Rule **54-501** Prospectus Disclosure and Commission Rule **62-102** Disclosure of Outstanding Share Data, and Proposed Rescission of Companion Policy **51-501CP** to Commission Rule **51-501** AIF & MD&A, Companion Policy **52-501CP** to Commission Rule **52-501** Financial Statements, Commission Policy **52-601** Applications for Exemptions from Preparation and Mailing of Interim Financial Statements, Annual Financial Statements and Proxy Solicitation Material, and Commission Policy **51-603** Reciprocal Filings/**Request for Comments**
- (2002) 25 OSCB 3820 Ontario Securities Commission Rule **51-801** and Companion Policy **51-801CP** Implementing National Instrument **51-102** Continuous Disclosure Obligations/**Request for Comments**
- (2002) 25 OSCB 3823 Notice and Request for Comment - Proposed National Instrument **71-102** and Companion Policy **71-102CP** Continuous Disclosure and Other Exemptions Relating to Foreign Issuers/**Request for Comments**
- (2002) 25 OSCB 3833 National Instrument **71-102** and Companion Policy **71-102CP** Continuous Disclosure and Other Exemptions Relating to Foreign Issuers/**Request for Comments**
- (2002) 25 OSCB 3854 Notice and Request for Comment - Proposed Rule **71-802** Implementing National Instrument **71-102** Continuous Disclosure and Other Exemptions Relating to Foreign Issuers/**Request for Comments**
- (2002) 25 OSCB 3856 Rule **71-802** Implementing National Instrument **71-102** Continuous Disclosure and Other Exemptions Relating to Foreign Issuers/**Request for Comments**

June 28, 2002

- (2002) 25 OSCB 3949 OSC Staff Notice **15-702** Credit for Cooperation
- (2002) 25 OSCB 3951 CSA Staff Notice **45-302** Frequently Asked Questions Regarding the New Resale Rules
- (2002) 25 OSCB 3955 CSA Staff Notice **43-304**, **62-302** and **81-308** Prospectus Filing Matters - Arthur Andersen LLP Consent
- (2002) 25 OSCB 4035 Notice of National Policy **46-201** Escrow for Initial Public Offerings and Form **46-201F1** Escrow Agreement, and Notice of Rescission of Ontario Securities Commission Policy **5.9** Escrow Guidelines - Industrial Issuers
- (2002) 25 OSCB 4038 National Policy **46-201** Escrow for Initial Public Offerings
- (2002) 25 OSCB 4067 Notice of Proposed Rule **13-502** Fees, Companion Policy **13-502CP** Fees, Form **13-502F1**, Form **13-502F2**, and Form **13-502F3/Request for Comments**
- (2002) 25 OSCB 4086 Ontario Securities Commission Rule **13-502** Fees, Companion Policy **13-502CP** Fees, Form **13-502F1** Annual Participation Fee for Reporting Issuers, Form **13-502F2** Adjustment of Fee Payment Under Subsection 2.4(2) of Rule **13-502** and Form **13-502F3** Participation Fee Calculation for Registrant Firms and Unregistered Fund Managers/**Request for Comments**
- (2002) 25 OSCB 4189 TSX Notice to Participating Organizations
- (2002) 25 OSCB 4190 TSX Request for Comments - The Proposed Market-on-Close System

A.

NOTICES

Local Notices

January 18, 2002

- (2002) 25 OSCB 267 OSC Staff Notice **11-715** Policy Reformulation Project - Table of Concordance

March 1, 2002
(2002) 25 OSCB 1201 OSC Staff Notice **52-713** Report on Staff's Review of Interim Financial Statements and Interim MD&A

March 29, 2002
(2002) 25 OSCB 1716 OSC Staff Notice **45-702** Frequently Asked Questions Concerning OSC Rule **45-501** Exempt Distributions

April 12, 2002
(2002) 25 OSCB 2001 OSC Staff Notice **11-716** Policy Reformulation Project - Table of Concordance

May 3, 2002
(2002) 25 OSCB 2489 OSC Notice **51-707** OSC Continuous Disclosure Advisory Committee

May 10, 2002
(2002) 25 OSCB 2627 OSC Staff Notice **31-705** Common Renewal Date

May 17, 2002
(2002) 25 OSCB 2791 OSC Notice **11-717** Securities Advisory Committee - OSC Policy **11-601**

June 28, 2002
(2002) 25 OSCB 3949 OSC Staff Notice **15-702** Credit for Cooperation

Canadian Securities Administrators' Notices

January 11, 2002
(2002) 25 OSCB 112 CSA Staff Notice **52-303** Non-GAAP Earnings Measures

February 8, 2002
(2002) 25 OSCB 811 CSA Staff Notice **43-303** Frequently Asked Questions (Revised February 8, 2002) re National Instrument **43-101** Standards of Disclosure for Mineral Projects

February 15, 2002
(2002) 25 OSCB 890 CSA Staff Notice **55-305** System for Electronic Disclosure by Insiders (SEDI) National Instrument **55-102** - Interim Requirements for Insiders and Issuers Affected by Suspension of SEDI Operation

March 1, 2002
(2002) 25 OSCB 1227 CSA Concept Proposal **81-402** - Striking a New Balance: A Framework for Regulating Mutual Funds and Their Managers/**Request for Comments**
(2002) 25 OSCB 1267 Background to Concept Proposal **81-402** - The Canadian Mutual Fund Industry: Its Experience With and Attitudes Toward Mutual Fund Reorganization/**Request for Comments**

March 15, 2002
(2000) 25 OSCB 1465 CSA Staff Notice **44-301** - Frequently Asked Questions Regarding the New Prospectus Rules

March 22, 2002
(2000) 25 OSCB 1577 CSA Staff Notice **55-306** Applications for Relief from Insider Reporting Requirements by Certain Vice-Presidents
(2000) 25 OSCB 1579 CSA Staff Notice **55-307** Reminder to File Paper Insider Reports Using the Correct Codes
(2000) 25 OSCB 1580 CSA Staff Notice **72-301** Distributions Outside the Local Jurisdiction - Proposed Multilateral Instrument **72-101**

March 29, 2002
(2002) 25 OSCB 1719 CSA Staff Notice **57-301** Failing to File Management Statements on Time - Management Cease Trade Orders

April 19, 2002
(2002) 25 OSCB 2203 CSA Staff Notice **41-303** Harmonization of Prospectus Requirements Across the CSA

May 10, 2002
(2002) 25 OSCB 2626 CSA Notice **13-310** Securities Regulatory Authority Closed Dates 2002

June 28, 2002

(2002) 25 OSCB 3951
(2002) 25 OSCB 3955

CSA Staff Notice **45-302** Frequently Asked Questions Regarding the New Resale Rules
CSA Staff Notice **43-304, 62-302** and **81-308** Prospectus Filing Matters - Arthur Andersen LLP
Consent

B.

MEMORANDA OF UNDERSTANDING

February 15, 2002

(2002) 25 OSCB 891
(2002) 25 OSCB 892
(2002) 25 OSCB 896

Notice of Approval - Recognition of Market Regulation Services Inc.
Application for Recognition of RS Inc. - Summary of Comments Received
Memorandum of Understanding Regarding Oversight of Market Regulation Services Inc.

April 12, 2002

(2002) 25 OSCB 2036

Notice of Minister of Finance Approval of Memorandum of Understanding regarding the
Oversight of Market Regulation Services Inc.

C.

RESCISSION OF POLICY STATEMENTS

Ontario Securities Commission Policy 5.9 Escrow Guidelines - Industrial Issuers

June 28, 2002

(2002) 25 OSCB 4035

Notice of National Policy **46-201** Escrow for Initial Public Offerings and Form **46-201F1** Escrow
Agreement, and Notice of Rescission of Ontario Securities Commission Policy **5.9** Escrow
Guidelines - Industrial Issuers

**National Policy Statement No. 2-B Guide for Engineers and Geologists Submitting Oil and Gas Reports to Canadian
Provincial Securities Administrators**

January 25, 2002

(2002) 25 OSCB 505

Proposed National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities and
Proposed Repeal of National Policy Statement No. **2-B** and Proposed Consequential
Amendments/**Request for Comments**

National Policy Statement No. 3 Unacceptable Auditors

June 21, 2002

(2002) 25 OSCB 3701

Notice and Request for Comment - Proposed National Instrument **51-102**, Form **51-102F1**
Annual Information Form (AIF), Form **51-102F2** Management Discussion & Analysis (MD&A),
Form **51-102F3** Material Change Report, Form **51-102F4** Business Acquisition Report, Form **51-
102F5** Information Circular, Form **51-102F6** Statement of Executive Compensation, and
Companion Policy **51-102CP** to National Instrument **51-102** Continuous Disclosure Obligations,
Proposed Amendments to Multilateral Instrument **45-102** Resale of Securities, Proposed
Revocation of National Instrument **62-102** Disclosure of Outstanding Share Data, Proposed
Rescission of National Policy **No. 3** Unacceptable Auditors, National Policy **No. 27** Canadian
Generally Accepted Accounting Principles, National Policy **No. 31** Change of Auditors of a
Reporting Issuer, and National Policy **No. 50** Reservations in an Auditor's Report/**Request for
Comments**

National Policy Statement No. 27 Canadian Generally Accepted Accounting Principles

June 21, 2002

(2002) 25 OSCB 3701

Notice and Request for Comment - Proposed National Instrument **51-102**, Form **51-102F1**
Annual Information Form (AIF), Form **51-102F2** Management Discussion & Analysis (MD&A),
Form **51-102F3** Material Change Report, Form **51-102F4** Business Acquisition Report, Form **51-
102F5** Information Circular, Form **51-102F6** Statement of Executive Compensation, and
Companion Policy **51-102CP** to National Instrument **51-102** Continuous Disclosure Obligations,
Proposed Amendments to Multilateral Instrument **45-102** Resale of Securities, Proposed
Revocation of National Instrument **62-102** Disclosure of Outstanding Share Data, Proposed
Rescission of National Policy **No. 3** Unacceptable Auditors, National Policy **No. 27** Canadian
Generally Accepted Accounting Principles, National Policy **No. 31** Change of Auditors of a
Reporting Issuer, and National Policy **No. 50** Reservations in an Auditor's Report/**Request for
Comments**

National Policy Statement No. 31 Change of Auditors of a Reporting Issuer

June 21, 2002

(2002) 25 OSCB 3701

Notice and Request for Comment - Proposed National Instrument **51-102**, Forms **51-102F1**, **51-102F2**, **51-102F3**, **51-102F4**, **51-102F5**, **51-102F6** and Companion Policy **51-102CP** Continuous Disclosure Obligations, Proposed Amendments to Multilateral Instrument **45-102** Resale of Securities, Proposed Revocation of National Instrument **62-102** Disclosure of Outstanding Share Data, Proposed Rescission of National Policy **No. 3** Unacceptable Auditors, National Policy **No. 27** Canadian Generally Accepted Accounting Principles, National Policy **No. 31** Change of Auditors of a Reporting Issuer, and National Policy **No. 50** Reservations in an Auditor's Report/**Request for Comments**

National Policy Statement No. 50 Reservations in an Auditor's report

June 21, 2002

(2002) 25 OSCB 3701

Notice and Request for Comment - Proposed National Instrument **51-102**, Forms **51-102F1**, **51-102F2**, **51-102F3**, **51-102F4**, **51-102F5**, **51-102F6** and Companion Policy **51-102CP** Continuous Disclosure Obligations, Proposed Amendments to Multilateral Instrument **45-102** Resale of Securities, Proposed Revocation of National Instrument **62-102** Disclosure of Outstanding Share Data, Proposed Rescission of National Policy **No. 3** Unacceptable Auditors, National Policy **No. 27** Canadian Generally Accepted Accounting Principles, National Policy **No. 31** Change of Auditors of a Reporting Issuer, and National Policy **No. 50** Reservations in an Auditor's Report/**Request for Comments**

D. PROCEDURE AND RELATED MATTERS

11-601 The Securities Advisory Committee to the OSC

February 1, 2002

(2002) 25 OSCB 630

Short Notice - Notice of Commission Adoption of Amendments to **OSC Policy 1.7** The Securities Advisory Committee to the OSC (OSC Policy **11-601**)

(2002) 25 OSC 683

Notice of Amendments to Ontario Securities Commission Policy under the Securities Act - **OSC Policy 1.7** The Securities Advisory Committee to the OSC (OSC Policy **11-601**)

13-502 13-502CP 13-502F1 13-502F2 13-502F3 Fees

June 28, 2002

(2002) 25 OSCB 4067

Notice of Proposed Rule **13-502** Fees, Companion Policy **13-502CP** Fees, Form **13-502F1**, Form **13-502F2** and Form **13-502F3/Request for Comments**

(2002) 25 OSCB 4086

Ontario Securities Commission Rule **13-502** Fees, Companion Policy **13-502CP** Fees, Form **13-502F1** Annual Participation Fee for Reporting Issuers, Form **13-502F2** Adjustment of Fee Payment Under Subsection 2.4(2) of Rule **13-502** and Form **13-502F3** Participation Fee Calculation for Registrant Firms and Unregistered Fund Managers/**Request for Comments**

E. CERTAIN CAPITAL MARKET PARTICIPANTS

F. REGISTRATION REQUIREMENTS AND RELATED MATTERS

31-102 31-102CP 31-102F1 31-102F2 31-102F3 National Registration Database

June 14, 2002

(2002) 25 OSCB 3314

Short Notice of Request for Comments - National Registration Database Proposed Multilateral Instrument **31-102**, Companion Policy **31-102CP**, Proposed Ontario Securities Commission Rule **31-509** (*Commodity Futures Act*) and Companion Policy **31-509CP/Request for Comments**

(2002) 25 OSCB 3405

Republication for Comment of Proposed Multilateral Instrument **31-102** and Companion Policy **31-102CP** National Registration Database (NRD)/**Request for Comments**

(2002) 25 OSCB 3425

Multilateral Instrument **31-102** National Registration Database (NRD), Form **31-102F1** Enrolment Form - Firm Filer, Form **31-102F2** Enrolment of Chief Authorized Firm Representative and Form **31-102F3** Account Holder Authorization, and Companion Policy **31-102CP** to Multilateral Instrument **31-102/Request for Comments**

31-509 31-509CP 31-509F1 31-509F2 31-509F3 National Registration Database (under the Commodity Futures Act)

June 14, 2002

(2002) 25 OSCB 3314

Short Notice of Request for Comments - National Registration Database Proposed Multilateral Instrument **31-102**, Companion Policy **31-102CP**, Proposed Ontario Securities Commission Rule **31-509** (*Commodity Futures Act*) and Companion Policy **31-509CP/Request for Comments**

(2002) 25 OSCB 3443

Republication for Comment of Proposed Ontario Securities Commission Rule **31-509** and Companion Policy **31-509CP** National Registration Database (NRD)/**Request for Comments**

(2002) 25 OSCB 3445

Ontario Securities Commission Rule **31-509** National Registration Database (*Commodity Futures Act*), Form **31-509F1** Enrolment Form - Firm Filer, Form **31-509F2** Enrolment of Chief Authorized Firm Representative, Form **31-509F3** Account Holder Authorization, and Companion Policy **31-509CP/Request for Comments**

33-109 33-109F1 33-109F2 33-109F3 33-109F4 33-109F5 33-109CP Registration Information Requirements (under the Securities Act)

January 11, 2002

(2002) 25 OSCB 169

OSC Staff Notice Regarding Appendix A to the Notice of Proposed Multilateral Instrument **33-109** Comment Table

June 14, 2002

(2002) 25 OSCB 3314

Short Notice of Request for Comments - Registration Information Proposed Multilateral Instrument

33-109, Companion Policy **33-109CP**, Proposed Ontario Securities Commission Rule **33-506** (*Commodity Futures Act*) and Companion Policy **33-506CP/Request for Comments**

(2002) 25 OSCB 3463

Republication for Comment of Proposed Multilateral Instrument **33-109** and Companion Policy **33-109CP** Registration Information/**Request for Comments**

(2002) 25 OSCB 3475

Multilateral Instrument **33-109** Registration Information, Form **33-109F1** Notice of Termination, Form **33-109F2** Change or Surrender of Individual Categories, Form **33-109F3** Business Locations Other Than Head Office, Form **33-109F4** Registration Information for an Individual, Form **33-109F5** Change of Registration Information, and Companion Policy **33-109CP** to Multilateral Instrument **33-109/ Request for Comments**

33-506 33-506CP 33-506F1 33-506F2 33-506F3 33-506F4 33-506F4 33-506F5 Registration Information (under the Commodity Futures Act)

June 14, 2002

(2002) 25 OSCB 3314

Short Notice of Request for Comments - Registration Information Proposed Multilateral Instrument **33-109**, Companion Policy **33-109CP**, Proposed Ontario Securities Commission Rule **33-506** (*Commodity Futures Act*) and Companion Policy **33-506CP/Request for Comments**

(2002) 25 OSCB 3515

Republication for Comment of Proposed Ontario Securities Commission Rule **33-506** (*Commodity Futures Act*) and Companion Policy **33-506CP** Registration Information/**Request for Comments**

(2002) 25 OSCB 3517

Ontario Securities Commission Rule **33-506** Registration Information (*Commodity Futures Act*), Form **33-506F1** Notice of Termination, Form **33-506F2** Change or Surrender of Individual Categories, Form **33-506F3** Business Locations Other Than Head Office, Form **33-506F4** Registration Information for an Individual, Form **33-506F5** Change of Registration Information, and Companion Policy **33-506CP** to Ontario Securities Commission Rule **33-506** (*Commodity Futures Act*) Registration Information/**Request for Comments**

G.

DISTRIBUTION REQUIREMENTS

41-601 Capital Pool Companies

April 12, 2002

(2002) 25 OSCB 2036

Short Notice - Notice of OSC Policy **41-601** Capital Pool Companies and the CPC Operating Agreement

(2002) 25 OSCB 2073

Notice and Ontario Securities Commission Policy **41-601** Capital Pool Companies

(2002) 25 OSCB 2078

Publication of Certain Ancillary Documents in Connection with OSC Policy **41-601**

(2002) 25 OSCB 2079

CPC Operating Agreement

June 14, 2002

(2002) 25 OSCB 3315

Short Notice - OSC Policy **41-601** Capital Pool Companies and Ministerial Approval of the CPC Operating Agreement

43-201 Mutual Reliance Review System for Prospectuses and Annual Information Forms

January 25, 2002

(2002) 25 OSCB 433

Short Notice - Amendment to National Policy **43-201** Mutual Reliance Review System for Prospectuses and Annual Information Forms

(2002) 25 OSCB 485

Notice of Amendments to National Policy **43-201** Mutual Reliance Review System for Prospectuses and Annual Information Forms

45-102 Resale of Securities

June 21, 2002

(2002) 25 OSCB 3701

Notice and Request for Comment - Proposed National Instrument **51-102**, Forms **51-102F1**, **51-102F2**, **51-102F3**, **51-102F4**, **51-102F5**, **51-102F6** and Companion Policy **51-102CP** Continuous Disclosure Obligations, Proposed Amendments to Multilateral Instrument **45-102** Resale of Securities, Proposed Revocation of National Instrument **62-102** Disclosure of Outstanding Share Data, Proposed Rescission of National Policy **No. 3** Unacceptable Auditors, National Policy **No. 27** Canadian Generally Accepted Accounting Principles, National Policy **No. 31** Change of Auditors of a Reporting Issuer, and National Policy **No. 50** Reservations in an Auditor's Report/**Request for Comments**

46-201 46-201F1 Escrow for Initial Public Offerings

June 28, 2002

(2002) 25 OSCB 4035

Notice of National Policy **46-201** Escrow for Initial Public Offerings and Form **46-201F1** Escrow Agreement, and Notice of Rescission of Ontario Securities Commission Policy **5.9** Escrow Guidelines - Industrial Issuers

(2002) 25 OSCB 4038

National Policy **46-201** Escrow for Initial Public Offerings

H.

ONGOING REQUIREMENTS FOR ISSUERS AND INSIDERS

51-101 51-101F1 51-101F2 51-101F3 51-101CP Standards of Disclosure for Oil and Gas Activities

January 25, 2002

(2002) 25 OSCB 505

Proposed National Instrument **51-101** Standards of Disclosure for Oil and Gas Activities and Proposed Repeal of National Policy Statement No. **2-B** and Proposed Consequential Amendments/ **Request for Comments**

51-102 51-102CP 51-102F1 51-102F2 51-102F3 51-102F4 51-102F5 51-102F6 Continuous Disclosure Obligations

June 21, 2002

(2002) 25 OSCB 3637

Short Notice - Notice of Request for Comments - Proposed National Instrument **51-102** and Companion Policy **51-102CP** Continuous Disclosure Obligations, Proposed OSC Rule **51-801** Implementing National Instrument **51-102** Continuous Disclosure, and Companion Policy **51-801CP/ Request for Comments**

(2002) 25 OSCB 3701

Notice and Request for Comment - Proposed National Instrument **51-102**, Forms **51-102F1**, **51-102F2**, **51-102F3**, **51-102F4**, **51-102F5**, **51-102F6** and Companion Policy **51-102CP** Continuous Disclosure Obligations, Proposed Amendments to Multilateral Instrument **45-102** Resale of Securities, Proposed Revocation of National Instrument **62-102** Disclosure of Outstanding Share Data, Proposed Rescission of National Policy **No. 3** Unacceptable Auditors, National Policy **No. 27** Canadian Generally Accepted Accounting Principles, National Policy **No. 31** Change of Auditors of a Reporting Issuer, and National Policy **No. 50** Reservations in an Auditor's Report/**Request for Comments**

(2002) 25 OSCB 3718

National Instrument **51-102** Continuous Disclosure Obligations/**Request for Comments**

- (2002) 25 OSCB 3817 Notice and Request for Comment - Proposed Ontario Securities Commission ("Commission") Rule **51-801** and Companion Policy **51-801CP** Implementing National Instrument **51-102** Continuous Disclosure Obligations, Proposed Amendments to Commission Rule **56-501** Restricted Shares, Proposed Revocation of Commission Rule **51-501** AIF & MD&A, Commission Rule **52-501** Financial Statements, Commission Rule **54-501** Prospectus Disclosure and Commission Rule **62-102** Disclosure of Outstanding Share Data, and Proposed Rescission of Companion Policy **51-501CP** to Commission Rule **51-501** AIF & MD&A, Companion Policy **52-501CP** to Commission Rule **52-501** Financial Statements, Commission Policy **52-601** Applications for Exemptions from Preparation and Mailing of Interim Financial Statements, Annual Financial Statements and Proxy Solicitation Material, and Commission Policy **51-603** Reciprocal Filings/**Request for Comments**
- (2002) 25 OSCB 3820 Ontario Securities Commission Rule **51-801** and Companion Policy **51-801CP** Implementing National Instrument **51-102** Continuous Disclosure Obligations/**Request for Comments**

51-501 51-501CP AIF & MD&A

June 21, 2002

- (2002) 25 OSCB 3817 Notice and Request for Comment - Proposed Ontario Securities Commission ("Commission") Rule **51-801** and Companion Policy **51-801CP** Implementing National Instrument **51-102** Continuous Disclosure Obligations, Proposed Amendments to Commission Rule **56-501** Restricted Shares, Proposed Revocation of Commission Rule **51-501** AIF & MD&A, Commission Rule **52-501** Financial Statements, Commission Rule **54-501** Prospectus Disclosure and Commission Rule **62-102** Disclosure of Outstanding Share Data, and Proposed Rescission of Companion Policy **51-501CP** to Commission Rule **51-501** AIF & MD&A, Companion Policy **52-501CP** to Commission Rule **52-501** Financial Statements, Commission Policy **52-601** Applications for Exemptions from Preparation and Mailing of Interim Financial Statements, Annual Financial Statements and Proxy Solicitation Material, and Commission Policy **51-603** Reciprocal Filings/**Request for Comments**

51-603 Reciprocal Filings

June 21, 2002

- (2002) 25 OSCB 3817 Notice and Request for Comment - Proposed Ontario Securities Commission ("Commission") Rule **51-801** and Companion Policy **51-801CP** Implementing National Instrument **51-102** Continuous Disclosure Obligations, Proposed Amendments to Commission Rule **56-501** Restricted Shares, Proposed Revocation of Commission Rule **51-501** AIF & MD&A, Commission Rule **52-501** Financial Statements, Commission Rule **54-501** Prospectus Disclosure and Commission Rule **62-102** Disclosure of Outstanding Share Data, and Proposed Rescission of Companion Policy **51-501CP** to Commission Rule **51-501** AIF & MD&A, Companion Policy **52-501CP** to Commission Rule **52-501** Financial Statements, Commission Policy **52-601** Applications for Exemptions from Preparation and Mailing of Interim Financial Statements, Annual Financial Statements and Proxy Solicitation Material, and Commission Policy **51-603** Reciprocal Filings/**Request for Comments**

51-801 51-801CP Implementing National Instrument 51-102 Continuous Disclosure Obligations

June 21, 2002

- (2002) 25 OSCB 3637 Short Notice - Notice of Request for Comments - Proposed National Instrument **51-102** and Companion Policy **51-102CP** Continuous Disclosure Obligations, Proposed OSC Rule **51-801** Implementing National Instrument **51-102** Continuous Disclosure, and Companion Policy **51-801CP/ Request for Comments**
- (2002) 25 OSCB 3817 Notice and Request for Comment - Proposed Ontario Securities Commission ("Commission") Rule **51-801** and Companion Policy **51-801CP** Implementing National Instrument **51-102** Continuous Disclosure Obligations, Proposed Amendments to Commission Rule **56-501** Restricted Shares, Proposed Revocation of Commission Rule **51-501** AIF & MD&A, Commission Rule **52-501** Financial Statements, Commission Rule **54-501** Prospectus Disclosure and Commission Rule **62-102** Disclosure of Outstanding Share Data, and Proposed Rescission of Companion Policy **51-501CP** to Commission Rule **51-501** AIF & MD&A, Companion Policy **52-501CP** to Commission Rule **52-501** Financial Statements, Commission Policy **52-601** Applications for Exemptions from Preparation and Mailing of Interim Financial Statements, Annual Financial Statements and Proxy Solicitation Material, and Commission Policy **51-603** Reciprocal Filings/**Request for Comments**

(2002) 25 OSCB 3820 Ontario Securities Commission Rule **51-801** and Companion Policy **51-801CP** Implementing National Instrument **51-102** Continuous Disclosure Obligations/**Request for Comments**

52-501 52-501CP Financial Statements

June 21, 2002

(2002) 25 OSCB 3817

Notice and Request for Comment - Proposed Ontario Securities Commission ("Commission") Rule **51-801** and Companion Policy **51-801CP** Implementing National Instrument **51-102** Continuous Disclosure Obligations, Proposed Amendments to Commission Rule **56-501** Restricted Shares, Proposed Revocation of Commission Rule **51-501** AIF & MD&A, Commission Rule **52-501** Financial Statements, Commission Rule **54-501** Prospectus Disclosure and Commission Rule **62-102** Disclosure of Outstanding Share Data, and Proposed Rescission of Companion Policy **51-501CP** to Commission Rule **51-501** AIF & MD&A, Companion Policy **52-501CP** to Commission Rule **52-501** Financial Statements, Commission Policy **52-601** Applications for Exemptions from Preparation and Mailing of Interim Financial Statements, Annual Financial Statements and Proxy Solicitation Material, and Commission Policy **51-603** Reciprocal Filings/**Request for Comments**

52-601 Applications for Exemptions from Preparation and Mailing of Interim Financial Statements, Annual Financial Statements and Proxy Solicitation Material

June 21, 2002

(2002) 25 OSCB 3817

Notice and Request for Comment - Proposed Ontario Securities Commission ("Commission") Rule **51-801** and Companion Policy **51-801CP** Implementing National Instrument **51-102** Continuous Disclosure Obligations, Proposed Amendments to Commission Rule **56-501** Restricted Shares, Proposed Revocation of Commission Rule **51-501** AIF & MD&A, Commission Rule **52-501** Financial Statements, Commission Rule **54-501** Prospectus Disclosure and Commission Rule **62-102** Disclosure of Outstanding Share Data, and Proposed Rescission of Companion Policy **51-501CP** to Commission Rule **51-501** AIF & MD&A, Companion Policy **52-501CP** to Commission Rule **52-501** Financial Statements, Commission Policy **52-601** Applications for Exemptions from Preparation and Mailing of Interim Financial Statements, Annual Financial Statements and Proxy Solicitation Material, and Commission Policy **51-603** Reciprocal Filings/**Request for Comments**

54-101 54-101F1 54-101F2 54-101F3 54-101F4 54-101F5 54-101F6 54-101F7 54-101F8 54-101F9 54-101CP
Communication with Beneficial Owners of Securities of a Reporting Issuer

April 5, 2002

(2002) 25 OSCB 1822

Short Notice - Notice of Commission Approval of National Instrument **54-101** Communication with Beneficial Owners of Securities of a Reporting Issuer and National Instrument **54-102** Interim Financial Statement and Report Exemption

(2002) 25 OSCB 1863

Notice of National Instrument **54-101** and Companion Policy **54-101CP** Communication with Beneficial Owners of Securities of a Reporting Issuer

(2002) 25 OSCB 1875

National Instrument **54-101** Communication with Beneficial Owners of Securities of a Reporting Issuer, Form **54-101F1** Explanation to Clients and Client Response Form, Form **54-101F2** Request for Beneficial Ownership Information, Form **54-101F3** Omnibus Proxy (Depositories), Form **54-101F4** Omnibus Proxy (Proximate Intermediaries), Form **54-101F5** Electronic Format for NOBO List, Form **54-101F6** Request for Voting Instructions Made by Reporting Issuer, Form **54-101F7** Request for Voting Instructions Made by Intermediary, Form **54-101F8** Legal Proxy and Form **54-101F9** Undertaking

(2002) 25 OSCB 1908

Companion Policy **54-101CP** to National Instrument **54-101** Communication with Beneficial Owners of Securities of a Reporting Issuer

May 3, 2002

(2002) 25 OSCB 2490

Notice of Correction - Notice of National Instrument **54-101** Communication with Beneficial Owners of Securities of a Reporting Issuer and National Instrument **54-102** Interim Financial Statement and Report Exemption

June 14, 2002

(2002) 25 OSCB 3313

Short Notice - Notice of Minister of Finance Approval of National Instrument **54-101** Communication with Beneficial Owners of Securities of a Reporting Issuer and National Instrument **54-102** Interim Financial Statement and Report Exemption

- (2002) 25 OSCB 3361 National Instrument **54-101** Communication with Beneficial Owners of Securities of a Reporting Issuer, Form **54-101F1** Explanation to Clients and Client Response Form, Form **54-101F2** Request for Beneficial Ownership Information, Form **54-101F3** Omnibus Proxy (Depositories), Form **54-101F4** Omnibus Proxy (Proximate Intermediaries), Form **54-101F5** Electronic Format for NOBO List, Form **54-101F6** Request for Voting Instructions Made by Reporting Issuer, Form **54-101F7** Request for Voting Instructions Made by Intermediary, Form **54-101F8** Legal Proxy and Form **54-101F9** Undertaking
- (2002) 25 OSCB 3394 Companion Policy **54-101CP** to National Instrument **54-101** Communication with Beneficial Owners of Securities of a Reporting Issuer

54-102 Interim Financial Statement and Report Exemption

April 5, 2002

- (2002) 25 OSCB 1822 Short Notice - Notice of Commission Approval of National Instrument **54-101** Communication with Beneficial Owners of Securities of a Reporting Issuer and National Instrument **54-102** Interim Financial Statement and Report Exemption
- (2002) 25 OSCB 1917 Notice of National Instrument **54-102** Interim Financial Statement and Report Exemption
- (2002) 25 OSCB 1920 National Instrument **54-102** Interim Financial Statement and Report Exemption

May 3, 2002

- (2002) 25 OSCB 2490 Notice of Correction - Notice of National Instrument **54-101** Communication with Beneficial Owners of Securities of a Reporting Issuer and National Instrument **54-102** Interim Financial Statement and Report Exemption

June 14, 2002

- (2002) 25 OSCB 3313 Short Notice - Notice of Minister of Finance Approval of National Instrument **54-101** Communication with Beneficial Owners of Securities of a Reporting Issuer and National Instrument **54-102** Interim Financial Statement and Report Exemption
- (2002) 25 OSCB 3402 National Instrument **54-102** Interim Financial Statement and Report Exemption

54-501 Prospectus Disclosure

June 21, 2002

- (2002) 25 OSCB 3817 Notice and Request for Comment - Proposed Ontario Securities Commission ("Commission") Rule **51-801** and Companion Policy **51-801CP** Implementing National Instrument **51-102** Continuous Disclosure Obligations, Proposed Amendments to Commission Rule **56-501** Restricted Shares, Proposed Revocation of Commission Rule **51-501** AIF & MD&A, Commission Rule **52-501** Financial Statements, Commission Rule **54-501** Prospectus Disclosure and Commission Rule **62-102** Disclosure of Outstanding Share Data, and Proposed Rescission of Companion Policy **51-501CP** to Commission Rule **51-501** AIF & MD&A, Companion Policy **52-501CP** to Commission Rule **52-501** Financial Statements, Commission Policy **52-601** Applications for Exemptions from Preparation and Mailing of Interim Financial Statements, Annual Financial Statements and Proxy Solicitation Material, and Commission Policy **51-603** Reciprocal Filings/**Request for Comments**

56-501 Restricted Shares

June 21, 2002

- (2002) 25 OSCB 3817 Notice and Request for Comment - Proposed Ontario Securities Commission ("Commission") Rule **51-801** and Companion Policy **51-801CP** Implementing National Instrument **51-102** Continuous Disclosure Obligations, Proposed Amendments to Commission Rule **56-501** Restricted Shares, Proposed Revocation of Commission Rule **51-501** AIF & MD&A, Commission Rule **52-501** Financial Statements, Commission Rule **54-501** Prospectus Disclosure and Commission Rule **62-102** Disclosure of Outstanding Share Data, and Proposed Rescission of Companion Policy **51-501CP** to Commission Rule **51-501** AIF & MD&A, Companion Policy **52-501CP** to Commission Rule **52-501** Financial Statements, Commission Policy **52-601** Applications for Exemptions from Preparation and Mailing of Interim Financial Statements, Annual Financial Statements and Proxy Solicitation Material, and Commission Policy **51-603** Reciprocal Filings/**Request for Comments**

I. **TAKE-OVER BIDS AND SPECIAL TRANSACTIONS**

61-501 Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions

February 15, 2002

(2002) 25 OSCB 905

Short Notice - Notice of Minister of Finance Approval of an Amendment to OSC Rule **61-501** Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions

(2002) 25 OSCB 943

Amendment to Ontario Securities Commission Rule **61-501** Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions

62-102 Disclosure of Outstanding Share Data

June 21, 2002

(2002) 25 OSCB 3701

Notice and Request for Comment - Proposed National Instrument **51-102**, Forms **51-102F1**, **51-102F2**, **51-102F3**, **51-102F4**, **51-102F5**, **51-102F6** and Companion Policy **51-102CP** Continuous Disclosure Obligations, Proposed Amendments to Multilateral Instrument **45-102** Resale of Securities, Proposed Revocation of National Instrument **62-102** Disclosure of Outstanding Share Data, Proposed Rescission of National Policy **No. 3** Unacceptable Auditors, National Policy **No. 27** Canadian Generally Accepted Accounting Principles, National Policy **No. 31** Change of Auditors of a Reporting Issuer, and National Policy **No. 50** Reservations in an Auditor's Report/**Request for Comments**

(2002) 25 OSCB 3817

Notice and Request for Comment - Proposed Ontario Securities Commission ("Commission") Rule **51-801** and Companion Policy **51-801CP** Implementing National Instrument **51-102** Continuous Disclosure Obligations, Proposed Amendments to Commission Rule **56-501** Restricted Shares, Proposed Revocation of Commission Rule **51-501** AIF & MD&A, Commission Rule **52-501** Financial Statements, Commission Rule **54-501** Prospectus Disclosure and Commission Rule **62-102** Disclosure of Outstanding Share Data, and Proposed Rescission of Companion Policy **51-501CP** to Commission Rule **51-501** AIF & MD&A, Companion Policy **52-501CP** to Commission Rule **52-501** Financial Statements, Commission Policy **52-601** Applications for Exemptions from Preparation and Mailing of Interim Financial Statements, Annual Financial Statements and Proxy Solicitation Material, and Commission Policy **51-603** Reciprocal Filings/**Request for Comments**

62-501 Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-Over Bid

January 11, 2002

(2002) 25 OSCB 112

Notice of Proposed Rule **62-501** Under the Securities Act and Amendment to Ontario Securities Policy **62-601** Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-Over Bid/**Correction**

May 31, 2002

(2002) 25 OSCB 3049

Short Notice - Notice of Rule **62-501** Under the Securities Act and Amendment to OSC Policy **62-601** - Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-over Bid

(2002) 25 OSCB 3099

Notice of Rule **62-501** Under the Securities Act and Amendment to OSC Policy **62-601** - Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-over Bid

(2002) 25 OSCB 3100

OSC Rule **62-501** Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-over Bid

62-601 Securities Exchange Take-Over Bids - Trades in the Offeror's Securities

January 11, 2002

(2002) 25 OSCB 112

Notice of Proposed Rule **62-501** Under the Securities Act and Amendment to Ontario Securities Policy **62-601** Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-Over Bid/**Correction**

May 31, 2002

(2002) 25 OSCB 3049

Short Notice - Notice of Rule **62-501** Under the Securities Act and Amendment to OSC Policy **62-601** - Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-over Bid

- (2002) 25 OSCB 3099 Notice of Rule **62-501** Under the Securities Act and Amendment to OSC Policy **62-601** - Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-over Bid
- (2002) 25 OSCB 3100 Amendment to Ontario Securities Commission Policy **62-601**

J. SECURITY TRANSACTIONS OUTSIDE THE JURISDICTION

71-102 71-102CP Continuous Disclosure and Other Exemptions Relating to Foreign Issuers

June 21, 2002

- (2002) 25 OSCB 3646 Short Notice - Notice of Request for Comments - Proposed National Instrument **71-102** and Companion Policy **71-102CP** Continuous Disclosure and Other Exemptions Relating to Foreign Issuers, and Proposed Ontario Securities Commission Rule **71-802** Implementing National Instrument **71-102/Request for Comments**
- (2002) 25 OSCB 3823 Notice and Request for Comment - Proposed National Instrument **71-102** and Companion Policy **71-102CP** Continuous Disclosure and Other Exemptions Relating to Foreign Issuers/**Request for Comments**
- (2002) 25 OSCB 3833 National Instrument **71-102** and Companion Policy **71-102CP** Continuous Disclosure and Other Exemptions Relating to Foreign Issuers/**Request for Comments**
- (2002) 25 OSCB 3854 Notice and Request for Comment - Proposed Rule **71-802** Implementing National Instrument **71-102** Continuous Disclosure and Other Exemptions Relating to Foreign Issuers/**Request for Comments**
- (2002) 25 OSCB 3856 Rule **71-802** Implementing National Instrument **71-102** Continuous Disclosure and Other Exemptions Relating to Foreign Issuers/**Request for Comments**

71-802 Implementing National Instrument 71-102 Continuous Disclosure and Other Exemptions Relating to Foreign Issuers

June 21, 2002

- (2002) 25 OSCB 3646 Short Notice - Notice of Request for Comments - Proposed National Instrument **71-102** and Companion Policy **71-102CP** Continuous Disclosure and Other Exemptions Relating to Foreign Issuers, and Proposed Ontario Securities Commission Rule **71-802** Implementing National Instrument **71-102/Request for Comments**
- (2002) 25 OSCB 3854 Notice and Request for Comment - Proposed Rule **71-802** Implementing National Instrument **71-102** Continuous Disclosure and Other Exemptions Relating to Foreign Issuers/**Request for Comments**
- (2002) 25 OSCB 3856 Rule **71-802** Implementing National Instrument **71-102** Continuous Disclosure and Other Exemptions Relating to Foreign Issuers/**Request for Comments**

K. MUTUAL FUNDS

L. DERIVATIVES

M. MISCELLANEOUS

April 5, 2002

- (2002) 25 OSCB 1822 Short Notice - Notice of Amendment to Rules Under the Securities Act *In the Matter of Certain Reporting Issuers*
- (2002) 25 OSCB 1924 Notice of Amendment and Amendment to Rules Under the Securities Act *In the Matter of Certain Reporting Issuers*

May 17, 2002

- (2002) 25 OSCB 2792 Short Notice - Notice of Amendment to Rules Under the Securities Act *In the Matter of Certain Reporting Issuers*
- (2002) 25 OSCB 2825 Notice of Amendment to Rules Under the Securities Act *In the Matter of Certain Reporting Issuers*

June 21, 2002

- (2002) 25 OSCB 3638 Notice of Minister of Finance Approval to Final Amendments to Ontario Securities Commission Rules *In the Matter of Certain Reporting Issuers*
- (2002) 25 OSCB 3699 Amendment to Ontario Securities Commission Rules *In the Matter of Certain Reporting Issuers*

N.

RULES AND POLICIES OF SROs AND RECOGNIZED EXCHANGES

January 25, 2002

(2002) 25 OSCB 432

Notice of Commission Approval - Amendment to IDA **By-law No. 3** Entrance, Annual and Other Fees

(2002) 25 OSCB 432

Notice of Commission Approval - Amendment to IDA **Policy No. 2** Minimum Standards for Retail Account Supervision

February 22, 2002

(2002) 25 OSCB 1060

Notice of Commission Approval - Amendment to IDA Regulation **100.2(f)(i)** Relating to Margin Requirements for Listed Securities

March 1, 2002

(2002) 25 OSCB 1351

Notice of Commission Approval - Amendments to IDA **By-Law No. 29.27** Regarding Supervision and Compliance

March 29, 2002

(2002) 25 OSCB 1722

Notice of Commission Approval - Amendment to IDA Policy No. **5** Code of Conduct for IDA Member Firms Trading in Domestic Debt Markets

(2002) 25 OSCB 1807

TSE Notice of Consequential Amendments and Implementation of Attribution Choices and Undisclosed Volume

(2002) 25 OSCB 1811

IDA Policy No. **5** Code of Conduct for IDA Member Firms Trading in Domestic Debt Markets

April 5, 2002

(2002) 25 OSCB 1821

Notice of Commission Approval - Amendment to IDA **By-Law 7.1**

April 19, 2002

(2002) 25 OSCB 2204

Notice of OSC Approval of TSE **By-Law Number 2** - A By-Law Concerning Appeals to the Board of Directors of the Toronto Stock Exchange Inc.

(2002) 25 OSCB 2317

Proposed Amendment to IDA **By-Law 16** Elimination of the Top 20 Regulatory Reporting

(2002) 25 OSCB 2319

Proposed Amendment to IDA **By-Law 29.26** Leverage Disclosure

(2002) 25 OSCB 2321

Proposed Amendment to IDA **By-Law 28** Discretionary Trust Fund

(2002) 25 OSCB 2323

Proposed Amendments to IDA Regulation **100.4c** Capital and Market Requirements for an Offset

(2002) 25 OSCB 2329

Notice of Approval - **By-Law No. 2** - A By-Law Concerning Appeals to the Board of Directors of The Toronto Stock Exchange Inc.

April 26, 2002

(2002) 25 OSCB 2337

Short Notice - The Toronto Stock Exchange - Amendments to Corporate Governance Policy/
Request for Comments

(2002) 25 OSCB 2476

TSX **Request for Comments** - Corporate Governance Policy - Proposed New Disclosure Requirement and Amended Guidelines

May 31, 2002

(2002) 25 OSCB 3151

Withdrawal of Proposed IDA **By-Law 29.6A** Referral Arrangements and Commission Splitting

June 7, 2002

(2002) 25 OSCB 3303

Notice of OSC Approval of Amendment to IDA Constitution

(2002) 25 OSCB 3303

Notice of OSC Approval of Amendments to IDA **By-Law 29.26** Regarding Leverage Disclosure

June 14, 2002

(2002) 25 OSCB 3623

Notice of OSC Approval of Proposed IDA Regulation **100.21** Maximum Margin Required for Convertible Securities

June 28, 2002

(2002) 25 OSCB 4189

TSX Notice to Participating Organizations

(2002) 25 OSCB 4190

TSX Request for Comments - The Proposed Market-on-Close System

1.1.3 OSC Staff Notice 11-718 Policy Reformulation Project - Table of Concordance

OSC STAFF NOTICE 11-718

POLICY REFORMULATION PROJECT - TABLE OF CONCORDANCE

To assist market participants in identifying the current status of instruments that existed before the Reformulation Project, Staff has prepared a table of concordance. The table shows the treatment of each National Policy, Uniform Act Policy, OSC Policy, Blanket Ruling, CSA Notice, OSC Notice, Principles of Regulation, Staff Accounting Registration Section Clarification Note and Interpretation Note. The table indicates whether it has been published for comment as a new instrument under the Policy Reformulation Project, finalized as a new instrument or whether it has been or is proposed to be repealed or is under consideration. In addition, the table only indicates the primary instrument and does not indicate the corresponding companion policy or forms where applicable. The final pages of the chart show new instruments that are new initiatives that were developed separately from the Reformulation Project.

Within the table, a reference to the instrument being "Under Consideration", "In the process of being reformulated as", "To Be Retained" or "To Be Repealed" indicates that the determination as to the appropriate treatment of the instrument has not been finalized and represents Staff's views at this time so that it is subject to the Commission's approval and otherwise to change.

Item Key			
BR	- Blanket Ruling	OSCN	- Notice of OSC or OSC Staff
CSAN	- Notice of CSA	OSC	- OSC Policy
IN	- Interpretation Note	PR	- Principles of Regulation
NP	- National Policy	REG	- Registration Section Clarification Note
SAC	- Staff Accounting Communiqué	UAP	- Uniform Act Policy

NOTE: The third digit of each instrument represents the following: 1-National/Multilateral Instrument; 2-National/Multilateral Policy; 3-CSA Notice; 4-Concept Release; 5-Local Rule; 6-Local Policy; 7-Local Notice; 8-Implementing Instrument; 9-Miscellaneous

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
National Policy				
NP 1	Clearance of National Issues RESCINDED JANUARY 1, 2000	43-201	Mutual Reliance Review System for Prospectus and Initial AIFs	<i>Came into Force Jan 1/00</i> <i>Amendments came into force Jan 25/02</i>
NP 2-A	Guide for Engineers, Geologists and Prospectors Submitting Reports on Mining Properties to Canadian Provincial Securities Administrators RESCINDED FEBRUARY 1, 2001	43-101	Standards of Disclosure for Mineral Exploration and Development and Mining Properties	<i>Came into Force Feb 1/01</i>
NP 2-B	Guide for Engineers and Geologists Submitting Oil and Gas Reports to Canadian Provincial Securities Administrators	51-101	Oil and Gas Disclosure Standards	<i>Published for comment Jan 25/02 (previously noted as being reformulated as 43-102)</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
NP 3	Unacceptable Auditors			<i>Under Consideration</i>
NP 4	Conditions for Dealer Sub-Underwriting			<i>Repealed Apr 1/99</i>
NP 12	Disclosure of "Market Out" Clauses in Underwriting Agreements in Prospectuses RESCINDED DECEMBER 31, 2000	41-101	Prospectus Disclosure Requirements	<i>Came into Force Dec 31/00</i>
NP 13	Disclaimer Clause on Prospectus RESCINDED DECEMBER 31, 2000	41-101	Prospectus Disclosure Requirements	<i>Came into Force Dec 31/00</i>
NP 14	Acceptability of Currencies in Material Filed with Securities Regulatory Authority	52-102	Use of Currencies	<i>Published for comment May 29/98</i>
NP 15	Conditions Precedent to Acceptance of Scholarship or Educational Plan Prospectuses	46-102	Scholarship Plans	<i>In the process of being reformulated</i>
NP 16	Maintenance of Provincial Trading Records			<i>Repealed Apr 1/99</i>
NP 17	Violations of Securities Laws of Other Jurisdictions - Conduct Affecting Fitness for Continued Registration RESCINDED OCTOBER 16, 1998	34-201	Breach of Requirements of Other Jurisdictions	<i>Came into Force Oct 16/98</i>
NP 18	Conflict of Interest - Registrants Acting as Corporate Directors RESCINDED SEPTEMBER 25, 1998	34-202	Registrants Acting as Corporate Directors	<i>Came into Force Oct 16/98</i>
NP 20	Trading in Unqualified Securities - Securities in Primary Distribution in Other Jurisdictions			<i>Repealed Apr 1/99</i>
NP 21	National Advertising - Warnings			<i>Under Consideration</i>
NP 22	Use of Information and Opinion Re Mining and Oil Properties by Registrants and Others	43-101	Standards of Disclosure for Mineral Exploration and Development and Mining Properties	<i>Came into Force Feb 1/01</i>
NP 25	Registrants: Advertising: Disclosure of Interest			<i>Under Consideration</i>
NP 27	Canadian Generally Accepted Accounting Principles	52-104	Auditor's Report	<i>In the process of being reformulated</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
NP 29	Mutual Funds Investing in Mortgages	81-103	Mutual Funds Investing in Mortgages	<i>In the process of being reformulated</i>
NP 30	Processing of "Seasoned Prospectuses" RESCINDED APRIL 30, 2001	43-201	Mutual Reliance Review System for Prospectus and Initial AIFs	<i>Came into Force Jan 1/00</i> <i>Amendments came into force Jan 25/02</i>
NP 31	Change of Auditor of a Reporting Issuer	51-102	Continuous Disclosure Obligations	<i>In the process of being reformulated</i> <i>Published for comment Jun 21/02</i> <i>(previously noted as published for comment as 52-103 - Change of Auditor on May 29/98)</i>
		51-801	Implementing NI 51-102 Continuous Disclosure Obligations	<i>Published for comment Jun 21/02</i>
NP 32	Prospectus Warning Re: Scope of Distribution RESCINDED DECEMBER 31, 2000	41-101	Prospectus Disclosure Requirements	<i>Came into Force Dec 31/00</i>
NP 33	Financing of Film Productions			<i>Repealed Apr 11/97</i>
NP 34	Unincorporated Issuers: Requirement to Maintain a Register of Security Holders RESCINDED FEBRUARY 1, 2000	81-102	Mutual Funds	<i>Came into Force Feb 1/00</i> <i>Amendments came into force May 2/01</i>
NP 35	Purchaser's Statutory Rights RESCINDED DECEMBER 31, 2000	41-101	Prospectus Disclosure Requirements	<i>Came into Force Dec 31/00</i>
NP 36	Mutual Funds - Simplified Prospectus Qualification System REPEALED FEBRUARY 1, 2000	81-101	Mutual Fund Prospectus Disclosure	<i>Came into Force Feb 1/00</i> <i>Amendments came into force May 2/01</i>
NP 37	Take-Over Bids: Reciprocal Cease Trading Orders RESCINDED AUGUST 4, 1997	62-201	Bids Made Only in Certain Jurisdictions	<i>Came into Force Aug 4/97</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
NP 38	Take-Over Bids - Defensive Tactics RESCINDED AUGUST 4, 1997	62-202	Take-Over Bids - Defensive Tactics	<i>Came into Force Aug 4/97</i>
NP 39	Mutual Funds RESCINDED FEBRUARY 1, 2000	81-102	Mutual Funds	<i>Came into Force Feb 1/00</i> <i>Amendments came into force May 2/01</i>
NP 40	Timely Disclosure			<i>To be rescinded pending adoption of proposed National Policy 51-201</i>
NP 41	Shareholder Communication FORMER DEEMED RULE EXTENDED UNTIL JUNE 30, 2002	54-101	Communication with Beneficial Owners of Securities of a Reporting Issuer	<i>To come into force Jul 1/02</i>
		54-102	Interim Financial Statement and Report Exemption	<i>To come into force Jul 1/02</i>
NP 42	Advertising of Securities on Radio or Television (Interim)			<i>Under Consideration</i>
NP 43	(DRAFT) Advertisements of Securities and Related Sales Practices			<i>Under Consideration</i>
NP 44	Rules for Shelf Prospectus Offerings and Pricing Offerings After the Final Prospectus is Received EXPIRED DECEMBER 31, 2000	44-102	Shelf Distributions	<i>Came into Force Dec 31/00</i>
		44-103	Post-Receipt Pricing	<i>Came into Force Dec 31/00</i>
NP 45	Multijurisdictional Disclosure System EXPIRED NOVEMBER 1, 1998	71-101	The Multijurisdictional Disclosure System	<i>Came into Force Nov 1/98</i>
NP 47	Prompt Offering Qualification System EXPIRED DECEMBER 31, 2000	44-101	Short Form Prospectus Distributions	<i>Came into Force Dec 31/00</i>
		44-801	Implementing National Instrument 44-101 Short Form Prospectus Distributions	<i>Came into Force Apr 21/01</i>
NP 48	Future-Oriented Financial Information	52-101	Future-Oriented Financial Information	<i>Published for comment Jul 18/97</i>
NP 49	Self-Regulatory Organization Membership			<i>To be revoked</i>
NP 50	Reservations in an Auditor's Report	52-104	Auditor's Report	<i>In the process of being reformulated</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
NP 51	Changes in the Ending Date of a Financial Year and in Reporting Status	52-105	Change in the Ending Date of a Financial Year	<i>In the process of being reformulated</i>
NP 53	(DRAFT) - Foreign Issuers	71-102	Continuous Disclosure and Other Exemptions Relating to Foreign Issuers	<i>In the process of being reformulated (previously numbered 51-103) Published for comment Jun 21/02 [Note: previously noted as published for comment as 72-502 on Oct 12/01]</i>
			Foreign Issuer Prospectus and Continuous Disclosure System	<i>Under Consideration</i>
NP 54	(DRAFT) - Expedited Registration System for Advisers	31-101	Mutual Reliance Review System for Registration	<i>Published for comment Jun 19/98</i>
Uniform Act Policy				
UAP 2-01	"Undertakings" - Extra-provincial Companies			<i>Repealed Jan 1/99</i>
UAP 2-02	Prospectuses - Annual Re-Filings			<i>Repealed Jan 1/99</i>
UAP 2-03	Prospectuses and Amendments - Certification (section 52[53]) Supporting Documentation REPEALED JANUARY 1/99	41-501	General Prospectus Requirements	<i>Came into Force Dec 31/00</i>
UAP 2-04	Consent of Solicitors - Disclosure of Interest REPEALED JANUARY 1/99	41-501	General Prospectus Requirements	<i>Came into Force Dec 31/00</i>
UAP 2-05	Applications under s. 34(1)14 [35(1)14] and 71(1)(h)[72(1)(h)] of the Securities Act by a Company Wishing to Sell Additional Securities to its Security Holders	45-101	Rights Offerings	<i>Came into force Jul 25/01</i>
UAP 2-06	Use of Shareholders' Lists by Registrants			<i>Repealed Jan 1/99</i>
UAP 2-07	Surrender of Registration - Other than Salesman RESCINDED APRIL 7, 1998	33-501	Surrender of Registration	<i>Came into Force Apr 7/98</i>
UAP 2-08	Declaration as to Short Position - Listed and Unlisted Securities			<i>Repealed Jan 1/99</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
UAP 2-09	Insider Trading Reports - Loan and Trust Companies			<i>Repealed Jan 1/99</i>
UAP 2-10	Insider Trading Reports - Persons Required to Report in More Than One Capacity			<i>Repealed May 1/98</i>
UAP 2-11	Policy Statement in Connection with Applications to the Commission for an Order Under Section 79(a)[80(a)] of the Securities Act (Ontario)			<i>Repealed Apr 3/98</i>
UAP 2-13	Advertising During Waiting Period Between Preliminary and Final Prospectuses			<i>To be retained</i>
OSC Policy				
OSC 1.1	O.S.C. Policy Statements --- General			<i>Repealed Mar 1/99</i>
OSC 1.3	Restricted Shares RESCINDED OCTOBER 27, 1999	56-501	Restricted Shares	<i>Came into Force Oct 25/99</i>
OSC 1.4	Reciprocal Enforcement of Cease Trading Orders			<i>Under Consideration</i>
OSC 1.6	Strip Bonds RESCINDED MAY 1, 1998	91-501	Strip Bonds	<i>Came into Force May 1/98</i>
OSC 1.7	The Securities Advisory Committee to the OSC	11-601	The Securities Advisory Committee to the OSC	<i>Came into force Jan 28/02</i>
OSC 1.9	Use By Dealers of Brokerage Commissions as Payment for Goods or Services Other than Order Execution Services ("Soft Dollar" Deals)			<i>Under Consideration</i>
OSC 2.1	Applications to the Ontario Securities Commission	12-601	Applications to the OSC	<i>In the process of being reformulated</i>
OSC 2.2	Public Availability of Material Filed under the Securities Act	13-601	Public Availability of Material Filed under the Securities Act	<i>Retained and renumbered on Apr 20/01</i>
OSC 2.3	Joint Hearings with Other Provincial Administrators - Conditions Precedent and Costs REPEALED JULY 1/97		Rules of Practice	<i>Came into Force Jul 1/97</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
OSC 2.4	Conflict of Interest Guidelines for Members of the Ontario Securities Commission and Staff REPEALED APRIL 16/98	By-law No. 2	A By-law relating to conflicts of interest in connection with the conduct of the affairs of the Securities Commission	<i>Came into Force Jan 18/98</i>
OSC 2.5	Certificates of No Default under Section 72(8) and List of Defaulting Issuers under Section 72(9) of the Securities Act	51-601	Reporting Issuer Defaults	<i>Came into Force Oct 30/01</i>
OSC 2.6	Applications for Exemption from Preparation and Mailing of Interim Financial Statements, Annual Financial Statements and Proxy Solicitation Material	52-601	Exemption re: Mailing of Financial Statements and Proxy Solicitation Material	<i>Retained and renumbered on Apr 20/01</i>
OSC 2.7	Appeals to the Ontario Securities Commission By Way of Hearing and Review REPEALED JULY 1/97		Rules of Practice	<i>Came into Force Jul 1/97</i>
OSC 2.8	Applications for Ontario Securities Commission Consent to Obtain Transcripts of Evidence Taken During Investigations or Hearings REPEALED JULY 1/97		Rules of Practice	<i>Came into Force Jul 1/97</i>
OSC 2.9	Cease Trading Orders - Applications for Partial Revocation to Permit a Securityholder to Establish a Tax Loss for Income Tax Purposes RESCINDED FEBRUARY 24, 1998	57-602	Cease Trading Orders - Application for Partial Revocation to Permit a Securityholder to Establish a Tax Loss	<i>Came into Force Feb 24/98</i>
OSC 2.10	Restrictions on Practice Before the Commission and its Staff Upon Termination of the Appointments of Members of the Commission and its Staff REPEALED APR 16/98	By-law No. 2	A By-law relating to conflicts of interest in connection with the conduct of the affairs of the Ontario Securities Commission	<i>Came into Force Jan 18/98</i>
OSC 2.11	Conflicts of Interest of Members of the Ontario Securities Commission REPEALED APR 16/98	By-law No. 2	A By-law relating to conflicts of interest in connection with the conduct of the affairs of the Ontario Securities Commission	<i>Came into Force Jan 18/98</i>
OSC 2.12	Televising of Ontario Securities Commission Hearings REPEALED JUL 1/97		Rules of Practice	<i>Came into Force Jul 1/97</i>
OSC 3.1	Recognition by the Commission of Stock Exchanges, etc. PORTIONS REPLACED	21-901	Recognition Order - In the Matter of the Recognition of Certain Stock Exchanges (1997), 20 O.S.C.B. 1034	<i>Came into Force Mar 1/97</i> <i>Amendment came into force Aug 29/00</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
		62-904	Recognition Order - In the Matter of the Recognition of Certain Jurisdictions [ss. 93(1)(e) and ss. 93(3)(h) of the Act] (1997), 20 O.S.C.B. 1035	<i>Came into Force Mar 1/97</i>
		45-501	Exempt Distributions [replaces subsection 25(2) of Regulation 1015]	<i>Came into Force Dec 22/98</i> <i>Amendments came into force Nov 30/01</i>
		45-502	Dividend or Interest Reinvestment and Stock Dividend Plans	<i>Came into Force Jun 10/98</i> <i>Amendments published for comment Sep 14/01</i>
OSC 4.1	Public Ownership of Dealers, Conditions of Registration and Institutional Ownership			<i>Repealed Mar 1/99</i>
OSC 4.2	Suspension of Registration - Criminal Charges Pending	34-602	Suspension of Registration - Criminal Charges Pending	<i>Retained and renumbered as 34-602 on Apr 20/01</i>
OSC 4.3	Self-Directed RRSPs and Other Plans Recognized by the Commission for Purposes of this Policy Statement and Administered by Brokers or Investment Dealers on Behalf of Authorized Trustees	33-101	Administration of Self-Directed RRSPs, RESPs and RRIFs by Dealers	<i>Published for comment Feb 13/98</i>
OSC 4.4	Dual Registration Under the <i>Securities Act</i>	31-501	Registrant Relationships	<i>Came into Force Sep 4/97</i> <i>Amendments published for comment Jun 19/98</i>
OSC 4.5	Dual Licensing of Life Insurance Agents			<i>Repealed (1994), 17 O.S.C.B. 6073</i>
OSC 4.6	Registration - Declaration of Personal Bankruptcy	34-601	Registration - Declaration of Personal Bankruptcy	<i>Retained and renumbered as 34-601 on Apr 20/01</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
OSC 4.7	Registration of Non-Resident Salesmen, Partners or Officers of Registered Dealers			<i>Under Consideration. NOTE: Previously published for comment as 35-501; Commission staff will not be proceeding with OSC Rule 35-501</i>
OSC 4.8	Non-Resident Advisers EXPIRED NOVEMBER 18, 2000	35-502	Non-Resident Advisers	<i>Came into Force Nov 18/00</i>
OSC 5.1	Prospectuses - General Guidelines PORTIONS RESCINDED DECEMBER 31, 2000	41-501	General Prospectus Requirements	<i>Came into Force Dec 31/00</i>
OSC 5.1 (24)	Prospectus Disclosure in Information Circulars: Amalgamation, Arrangements, Mergers and Reorganizations RESCINDED DECEMBER 31, 2000	54-501	Prospectus Disclosure in Certain Information Circulars	<i>Came into Force Dec 31/00</i>
OSC 5.1 (26)	Trading by Issuers, Selling Security Holders, Underwriters, Dealers and Their Affiliates and Joint Actors During a Distribution by Prospectus of TSE - listed Securities	48-501	Market Stabilization During Distributions	<i>In the process of being reformulated To be published for comment</i>
OSC 5.2	Junior Natural Resource Issuers			<i>Lapsed Jul 1/01</i>
OSC 5.3	Mortgage and Real Estate Investment Trusts and Partnerships			<i>Under Consideration</i>
OSC 5.4	"Closed-End" Income Investment Trusts and Partnerships			<i>Under Consideration</i>
OSC 5.7	Preliminary Prospectuses - Preparation, Filing and Frequently Occurring Deficiencies PORTIONS RESCINDED DECEMBER 31, 2000	41-501	General Prospectus Requirements	<i>Came into Force Dec 31/00</i>
OSC 5.9	Escrow Guidelines - Industrial Issuers			<i>Rescinded Jun 30/02 on adoption of National Policy 46-201</i>
OSC 5.10	Annual Information Form and Management's Discussion and Analysis of Financial Condition and Results of Operations RESCINDED MAY 31, 2001	51-501	Annual Information Form and Management's Discussion and Analysis of Financial Condition and Results of Operation	<i>Came into Force Jan 1/01 Amendments came into force Dec 31/01</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
OSC 6.1	Private Placements RESCINDED DECEMBER 22, 1998	45-501	Exempt Distributions	<i>Came into Force Dec 22/98</i> <i>Amendments came into force Nov 30/01</i>
OSC 6.2	Rights Offerings	45-101	Rights Offerings	<i>Came into force Jul 25/01</i>
		45-502	Dividend or Interest Reinvestment and Stock Dividend Plans	<i>Came into Force Jun 10/98</i> <i>Amendments published for comment Sep 14/01</i>
OSC 7.1	Application of Requirements of the Securities Act to Certain Reporting Issuers	71-102	Continuous Disclosure and Other Exemptions Relating to Foreign Issuers	<i>In the process of being reformulated (previously numbered 51-103)</i> <i>Published for comment Jun 21/02</i> <i>[Note: previously noted as published for comment as 72-502 on Oct 12/01]</i>
OSC 7.2	Timely Disclosure --- Early Warning			<i>Repealed Mar 1/99</i>
OSC 7.3	Management's Report Disclosing Contingencies and Going Concern Considerations in Financial Statements			<i>Repealed Mar 1/99</i>
OSC 7.4	Business and Asset Combinations	62-602	Business and Asset Combinations	<i>Retained and renumbered on Apr 20/01</i>
OSC 7.5	Reciprocal Filings	51-603	Reciprocal Filings	<i>Retained and renumbered on Apr 20/01</i> <i>Proposed rescission published for comment Oct 12/01</i>
OSC 7.6	Enforcement of Timely Filings of Financial Statements			<i>Repealed Mar 1/99</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
OSC 7.7	The Oil and Gas Industry - Application of the Ceiling Test When the Full Cost Method is Used			<i>Repealed Mar 1/99</i>
OSC 7.8	(DRAFT) Reverse Take-overs - Timely Disclosure	46-502	Reverse Take-overs	<i>Under Consideration</i>
OSC 9.1	Disclosure, Valuation, Review and Approval Requirements and Recommendations for Insider Bids, Issuer Bids, Going Private Transactions, and Related Party Transactions	61-501	Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions	<i>Came into Force May 1/00</i> <i>Amendments Came into Force Mar 1/02</i>
OSC 9.3	Take-Over Bids - Miscellaneous Guidelines	48-501	Market Stabilization During Distributions	<i>In the process of being reformulated</i>
		62-501	Prohibited Stock Market Purchases of the Offeree's Securities by the Offeror During a Take-Over Bid	<i>To come into Force Aug 12/02</i>
		62-601	Securities Exchange Take-Over Bids - Trades in the Offeror's Securities	<i>Amendments published for comment Dec 14/01</i>
OSC 10.1	Applications for Exemption from Insider Reporting Obligations for Insiders of Subsidiaries and Affiliated Issuers RESCINDED MAY 15, 2001	55-101	Exemptions from Certain Insider Reporting Requirements	<i>Came into Force May 15/01</i>
OSC 10.2	Guidelines for Establishment of Procedures in Relation to Confidential Information RESCINDED JANUARY 27, 1998	33-601	Guidelines for Policies and Procedures Concerning Inside Information	<i>Came into Force Jan 27/98</i>
OSC 11.1	Mutual Fund Trusts: Interim OSC Approval of Mutual Fund Trustees Pursuant to Clause 213(3)(b) of the <i>Loan and Trust Corporations Act, 1987</i> RESCINDED JANUARY 14, 1997	81-901	Approval of Mutual Fund Trustees Under Clause 213(3)(b) of the <i>Loan and Trust Corporations Act</i>	<i>Came into Force Jan 14/97</i>
OSC 11.2	Bond Ratings Services - Statements of Investment Portfolio and Statements of Portfolio Transactions of Mutual Funds	81-902	Recognition Order - In the Matter of the Recognition of Certain Rating Agencies (1997), 20 O.S.C.B. 1034	<i>Came into Force Mar 1/97</i>
OSC 11.4	Commodity Pool Programs	81-104	Commodity Pools	<i>Republished for comment Dec 14/01</i>
OSC 11.5	Real Estate Mutual Funds - General Prospectus Guidelines			<i>Repealed Dec 20/96</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
Blanket Ruling				
BR	Certain Reporting Issuers (1980), 3 O.S.C.B. 54	71-102	Continuous Disclosure and Other Exemptions Relating to Foreign Issuers	<i>In the process of being reformulated (previously numbered 51-103) Published for comment Jun 21/02 [Note: previously noted as published for comment as 72-502 on Oct 12/01]</i>
BR	Certain Reporting Issuers (1980), 3 O.S.C.B. 166 FORMER DEEMED RULE EXTENDED UNTIL DECEMBER 31, 2003	71-102	Continuous Disclosure and Other Exemptions Relating to Foreign Issuers	<i>In the process of being reformulated (previously numbered 51-103) Published for comment Jun 21/02 [Note: previously noted as published for comment as 72-502 on Oct 12/01]</i>
BR	The Automatic Investment of Dividends or Distributions in Shares or Units of Mutual Funds (1983), 6 O.S.C.B. 1078 RESCINDED OCTOBER 10, 1997	81-501	Mutual Fund Reinvestment Plans	<i>Came into Force Oct 10/97</i>
BR	Certain Proposed Amendments (1983), 6 O.S.C.B. 3508 EXPIRED DECEMBER 22, 1998	45-501	Exempt Distributions	<i>Came into Force Dec 22/98 Amendments came into force Nov 30/01</i>
BR	Discount Brokerage and The Role of Financial Institutions (1984), 7 O.S.C.B. 458			<i>Expired Mar 1/97</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
BR	Trading in Commodity Futures Contracts and Commodity Futures Options Entered Into On Commodity Futures Exchanges Situate Outside Canada Other than Commodity Futures Exchanges in the United States of America (1980), 15 O.S.C.B. 7, as varied by (1984), 7 O.S.C.B. 995*	91-503	Trades in Commodity Futures Contracts and Commodity Futures Options Entered into on Commodity Futures Exchange Situate Outside of Ontario	<i>Came into Force Mar 28/97</i>
BR	Order Execution Access Dealers (1984), 7 O.S.C.B. 1520			<i>Expired Mar 1/97</i>
BR	Certain Reporting Issuers (1984), 7 O.S.C.B. 1913 FORMER DEEMED RULE EXTENDED UNTIL DECEMBER 31, 2003	71-102	Continuous Disclosure and Other Exemptions Relating to Foreign Issuers	<i>In the process of being reformulated (previously numbered 51-103) Published for comment Jun 21/02 [Note: previously noted as published for comment as 72-502 on Oct 12/01]</i>
BR	Certain Reporting Issuers (1984), 7 O.S.C.B. 3247 FORMER DEEMED RULE EXTENDED UNTIL DECEMBER 31, 2003	71-102	Continuous Disclosure and Other Exemptions Relating to Foreign Issuers	<i>In the process of being reformulated (previously numbered 51-103) Published for comment Jun 21/02 [Note: previously noted as published for comment as 72-502 on Oct 12/01]</i>
BR	Zero Coupon Strip Bonds (1984), 7 O.S.C.B. 4085 RESCINDED MAY 1, 1998	91-501	Strip Bonds	<i>Came into Force May 1/98</i>
BR	Trading in Commodity Futures Contracts and Commodity Futures Options Entered into on Commodity Futures Exchanges in the United States of America (1984), 7 O.S.C.B. 4578 ¹	91-503	Trades in Commodity Futures Contracts and Commodity Futures Options Entered into on Commodity Futures Exchanges Situate Outside of Ontario	<i>Came into Force Mar 28/97</i>

¹ This ruling remains in force for purposes of the *Commodity Futures Act*

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
BR	Eurosecurity Financing (1984), 7 O.S.C.B. 4897			<i>Expired Mar 1/97</i>
BR	Simplified Prospectus Qualification System for Mutual Funds (1984), 7 O.S.C.B. 5333 EXPIRED FEBRUARY 1, 2000	81-101	Mutual Fund Prospectus Disclosure	<i>Came into Force Feb 1/00</i> <i>Amendments came into force May 2/01</i>
BR	Trades In Securities of a Private Company Under The Execution Act (1985), 8 O.S.C.B. 127 EXPIRED DECEMBER 22, 1998	45-501	Exempt Distributions	<i>Came into Force Dec 22/98</i> <i>Amendments came into force Nov 30/01</i>
BR	Certain Reporting Issuers (1985), 8 O.S.C.B. 2915 EXPIRED DECEMBER 31, 2000	44-101	Short Form Prospectus Distributions	<i>Came into Force Dec 31/00</i>
		44-801	Implementing National Instrument 44-101 Short Form Prospectus Distributions	<i>Came into Force Apr 21/01</i>
BR	The Mandatory Investment of Dividends or Distributions In Shares or Units of Mutual Funds (1985), 8 O.S.C.B. 4308 EXPIRED OCTOBER 10, 1997	81-501	Mutual Fund Reinvestment Plans	<i>Came into Force Oct 10/97</i>
BR	TSE Policy on Small Shareholder Selling/Purchase Arrangements (1987), 10 O.S.C.B. 1455 EXPIRED OCTOBER 22, 1997	32-101	Small Securityholder Selling and Purchase Arrangements	<i>Came into Force Oct 22/97</i>
BR	A Policy of the Montreal Exchange on Small Shareholder Selling and Purchase Arrangements (1987), 10 O.S.C.B. 4938 EXPIRED OCTOBER 22, 1997	32-101	Small Securityholder Selling and Purchase Arrangements	<i>Came into Force Oct 22/97</i>
BR	Certain Proposed Amendments (1987), 10 O.S.C.B. 5936 EXPIRED DECEMBER 22, 1998	45-501	Exempt Distributions	<i>Came into Force Dec 22/98</i> <i>Amendments came into force Nov 30/01</i>
BR	The Business Corporations Act and In the Matter of CDS (1988), 11 O.S.C.B. 542	22-901	Recognition Order - In the Matter of the Recognition of the Canadian Depository for Securities Limited (1997), 20 O.S.C.B. 1033	<i>Came into Force Mar 1/97</i>
BR	Certain Reporting Issuers (1987) 10 O.S.C.B. 6306, amended by (1988), 11 O.S.C.B. 1029 RULE EXTENDED UNTIL JUNE 30, 2002	54-101	Communication with Beneficial Owners of Securities of a Reporting Issuer	<i>To come into force Jul 1/02</i>
		54-102	Interim Financial Statement and Report Exemption	<i>To come into force Jul 1/02</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
BR	Certain Trades in Securities of Junior Resource Issuers (1988), 11 O.S.C.B. 1522			<i>Lapsed Jul 1/01</i>
BR	Trading in Recognized Options Cleared Through Recognized Clearing Organizations (1988), 11 O.S.C.B. 4895 EXPIRED MARCH 28, 1997	91-502	Trades in Recognized Options	<i>Came into Force Mar 28/97</i>
BR	The Securities Act (1989), 12 O.S.C.B. 2735			<i>Expired Mar 1/97</i>
BR	Trading in Commodity Futures Contracts Entered into on the Montreal Stock Exchange (August 25, 1980) OSCWS 15A, as varied by In the Matter of Trading in Commodity Futures Contracts and Commodity Futures Options Entered into on The Montreal Stock Exchange (1989), 12 O.S.C.B. 3392*	91-503	Trades in Commodity Futures Contracts and Commodity Futures Options Entered into on Commodity Futures Exchanges Situate Outside of Ontario	<i>Came into Force Mar 28/97</i>
BR	The TSE (1990), 13 O.S.C.B. 3007			<i>Expired Mar 1/97</i>
BR	Self-Directed RESPs (1990), 13 O.S.C.B. 4793			<i>Expired Mar 1/97</i>
BR	The TSE (1991), 14 O.S.C.B. 881	21-901	Recognition Order - In the Matter of the Recognition of Certain Stock Exchanges (1997), 20 O.S.C.B. 1034	<i>Came into Force Mar 1/97</i> <i>Amendment came into force Aug 29/00</i>
BR	Rules of Shelf Prospectus Offerings and for Pricing Offerings after the Prospectus Is Received (1991), 14 O.S.C.B. 1824 EXPIRED DECEMBER 31, 2000	44-102	Shelf Distributions	<i>Came into Force Dec 31/00</i>
		44-103	Post-Receipt Pricing	<i>Came into Force Dec 31/00</i>
BR	The Recognized Options Rationalization Order (1991), 14 O.S.C.B. 2157 EXPIRED MARCH 28, 1997	91-502	Trades in Recognized Options	<i>Came into Force Mar 28/97</i>
BR	Multijurisdictional Disclosure System (1991), 14 O.S.C.B. 2863 EXPIRED NOVEMBER 1, 1998	71-101	The Multijurisdictional Disclosure System	<i>Came into Force Nov 1/98</i>
		71-801	Implementing The Multijurisdictional Disclosure System	<i>Came into Force Nov 1/98</i>
BR	An Assignment to the Director Pursuant to Section 6 of The Securities Act (1991), 14 O.S.C.B. 3439			<i>Expired Mar 1/97</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
BR	Mutual Fund Securities (1991), 14 O.S.C.B. 3763 EXPIRED SEPTEMBER 30, 1998	33-502	Exceptions to Conflict Rules in the Sale of Mutual Fund Securities	<i>Came into Force Sep 30/98</i>
		33-105	Underwriting Conflicts	<i>Came into Force Jan 3/02</i>
BR	First Prospectuses Filed by NP 36 Mutual Funds and Universal Money Market Fund (1991), 14 O.S.C.B. 3475			<i>Expired Jul 1/99 Now covered by subsection 23(10) of the Red Tape Reduction Act</i>
BR	The Recognized Options Rationalization Order (1991), 14 O.S.C.B. 4234 EXPIRED MARCH 28, 1997	91-502	Trades in Recognized Options	<i>Came into Force Mar 28/97</i>
BR	Self-Directed Registered Education Plans (1992), 15 O.S.C.B. 613 EXPIRED JUNE 17, 1997	46-501	Self-Directed Registered Education Savings Plans	<i>Came into Force Jun 17/97</i>
BR	Certain Advisers (1992), 15 O.S.C.B. 1955 EXPIRED NOVEMBER 18, 2000	35-502	Non-Resident Advisers	<i>Came into Force Nov 17/00</i>
BR	Certain Members of the TSE (1992), 15 O.S.C.B. 3354 EXPIRED SEPTEMBER 4, 1997	35-503	Trades By Certain Members of the TSE	<i>Came into Force Sep 4/97</i>
BR	Limitations on a Registrant Underwriting Securities of a Related or Connected Issuer (1992), 15 O.S.C.B. 3645 LAPSED DECEMBER 31, 2000	33-105	Underwriting Conflicts	<i>Came into Force Jan 3/02</i>
BR	The Prompt Offering Qualification System (1993), 16 O.S.C.B. 731, 732, 949 EXPIRED DECEMBER 31, 2000	44-101	Short Form Prospectus Distributions	<i>Came into Force Dec 31/00</i>
		44-801	Implementing National Instrument 44-101 Short Form Prospectus Distributions	<i>Came into Force Apr 21/01</i>
BR	NP 47 and The Solicitation of Expressions of Interests (1993), 16 O.S.C.B. 2832 EXPIRED DECEMBER 31, 2000	44-101	Short Form Prospectus Distributions	<i>Came into Force Dec 31/00</i>
		44-801	Implementing National Instrument 44-101 Short Form Prospectus Distributions	<i>Came into Force Apr 21/01</i>
BR	Going Private Transactions (1993), 16 O.S.C.B. 3428 EXPIRED MAY 1, 2000	61-501	Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions	<i>Came into Force May 1/00</i> <i>Amendments Came into Force Mar 1/02</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
BR	Insider, Issuer and Take-Over Bids in Anticipation of Going Private Transactions (1993), 16 O.S.C.B. 3429 EXPIRED MAY 1, 2000	61-501	Insider Bids, Issuer Bids, Going Private Transactions and Related Party Transactions	<i>Came into Force May 1/00</i> <i>Amendments Came into Force Mar 1/02</i>
BR	Ontario Regulation 638/93 and The Disclosure of Executive Compensation and of Indebtedness of Directors, Executive Officers and Senior Officers (1993), 16 O.S.C.B. 5913			<i>Expired Mar 1/97</i>
BR	Blanket Permission Under S.81 of the Regulation Under The Securities Act (Ontario) (1993), 16 O.S.C.B. 5914			<i>Expired Mar 1/97</i>
BR	Dividend Reinvestment and Stock Dividend Plans (1993), 16 O.S.C.B. 5928 EXPIRED JUNE 10, 1998	45-502	Dividend or Interest Reinvestment and Stock Dividend Plans	<i>Came into Force Jun 10/98</i> <i>Amendments published for comment Sep 14/01</i>
BR	Certain International Offerings by Private Placement in Ontario (1993), 16 O.S.C.B. 5931 RULE EXTENDED UNTIL JULY 1, 2002	45-501	Exempt Distributions	<i>Came into Force Dec 22/98</i> <i>Amendments came into force Nov 30/01</i>
		52-101	Future-Oriented Financial Information	<i>Published for comment Jul 18/97</i>
		52-102	Use of Currencies	<i>Published for comment May 29/98</i>
BR	Blanket Permission - International Offerings made by way of Private Placement (1993), 16 O.S.C.B. 5938			<i>Lapsed Jul 1/01</i>
BR	Networking Arrangements Governed by the Principles of Regulation (1993), 16 O.S.C.B. 6168 LAPSED DECEMBER 31, 1998	33-102	Regulation of Certain Registrant Activities	<i>Came into Force Aug 1/01</i>
BR	Networking Arrangements Governed by the Principles of Regulation (1993), 16 O.S.C.B. 6168 LAPSED DECEMBER 31, 1998	33-102	Regulation of Certain Registrant Activities	<i>Came into Force Aug 1/01</i>
BR	A Proposal of The TSE to Foster Capital Formation for Junior Resource and Industrial Enterprises (1994), 17 O.S.C.B. 347			<i>Expired Mar 1/97</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
BR	The Disclosure of Executive Compensation and of Indebtedness of Directors, Executive and Senior Officers (1994), 17 O.S.C.B. 1176			<i>Expired Mar 1/97</i>
BR	Dividend Reinvestment Plans (1994), 17 O.S.C.B. 1178 EXPIRED DECEMBER 22, 1998	45-501	Exempt Distributions	<i>Came into Force Dec 22/98</i> <i>Amendments came into force Nov 30/01</i>
BR	Blanket Permission Under S.81 of The Regulation (1994), 17 O.S.C.B. 1187			<i>Expired Mar 1/97</i>
BR	Trades by Issuers In Connection With Securities Exchange Issuer Bids and an Amalgamation, Arrangement or Specified Statutory Procedure (1994), 17 O.S.C.B. 1975 EXPIRED DECEMBER 22, 1998	45-501	Exempt Distributions	<i>Came into Force Dec 22/98</i> <i>Amendments came into force Nov 30/01</i>
BR	Real Return Bond Strip Bonds (1994), 17 O.S.C.B. 2875			<i>Expired Mar 1/97</i>
BR	Trades by Issuers Upon Exercise of Certain Conversion or Exchange Rights and The First Trade In Securities Acquired Upon Exercise of Such Conversion or Exchange Rights (1994), 17 O.S.C.B. 2877 EXPIRED DECEMBER 22, 1998	45-501	Exempt Distributions	<i>Came into Force Dec 22/98</i> <i>Amendments came into force Nov 30/01</i>
BR	Trading in Securities of Labour Sponsored Investment Fund Corporations (1994), 17 O.S.C.B. 5505 LAPSED DECEMBER 31, 1998	31-502	Proficiency Requirements for Registrants	<i>Came into Force Aug 17/00</i>
		31-702	Ontario Securities Commission Designation of Courses Under Rule 31-502	<i>Published Aug 17/00</i>
BR	The First Trade in Securities Acquired Pursuant to Certain Exemptions, (1994), 17 O.S.C.B. 1978, as amended by (1994), 17 O.S.C.B. 5506 EXPIRED JUNE 10, 1998	72-501	Prospectus Exemption for First Trade Over a Market Outside Ontario	<i>Came into Force Jun 10/98</i> <i>Proposed rescission published for comment Sep 14/01</i>
BR	Certain Amendments to Regulation 1015 (1994), 17 O.S.C.B. 5516	32-502	Registration Exemption for Certain Trades by Financial Intermediaries	<i>Came into Force Jan 1/97</i> <i>Amendment Came into force Apr 9/98</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
BR	Certain Amendments to Regulation 1015 (1994), 17 O.S.C.B. 5517	32-503	Registration and Prospectus Exemption for Trades by Financial Intermediaries in Mutual Fund Securities to Corporate Sponsored Plans	<i>Came into Force Jan 1/97</i> <i>Amendment Came into force Apr 9/98</i>
BR	Trades by an Issuer in Securities of its own issue to Senior Officers, Directors, etc. and a Controlling Shareholder in Securities of an Issuer to Employees, Senior Officers, etc. (1994), 17 O.S.C.B. 5518 EXPIRED DECEMBER 22, 1998	45-503	Trades to Employees, Executives and Consultants	<i>Came into Force Dec 22/98</i> <i>Amendments published for comment Sep 14/01</i>
Notices of CSA				
CSAN	Audit Committees (1990), 13 O.S.C.B. 4247	52-301	Audit Committees	<i>To be retained and renumbered</i>
CSAN	Rates of Return on Money Market Mutual Funds (1990), 13 O.S.C.B. 4329	81-102	Mutual Funds	<i>Came into Force Feb 1/00</i> <i>Amendments came into force May 2/01</i>
CSAN	Advertising by Money Market Mutual Funds That Have Not Offered Their Securities to the Public For a Full Year (1991), 14 O.S.C.B. 541	81-102	Mutual Funds	<i>Came into Force Feb 1/00</i> <i>Amendments came into force May 2/01</i>
CSAN	Soft Dollar Transactions (1992), 15 O.S.C.B. 2714			<i>Under Consideration</i>
CSAN	Applications for Discretionary Orders (1992), 15 O.S.C.B. 3046			<i>Withdrawn Apr 20/01</i>
CSAN	Bought Deal Financing (1992), 15 O.S.C.B. 3657			<i>Under Consideration</i>
CSAN	Review of National Policy Statement No. 41 (1992), 15 O.S.C.B. 5289			<i>Withdrawn Apr 20/01</i>
CSAN	Mutual Funds: Sales Incentives (1993), 16 O.S.C.B. 359			<i>Repealed May 1/98</i>
CSAN	Bought Deals (1993), 16 O.S.C.B. 2820			<i>Under Consideration</i>
CSAN	Pre-Marketing Activities in the Context of Bought Deals (1993), 16 O.S.C.B. 2822			<i>Under Consideration</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
CSAN	Bought Deals (1993), 16 O.S.C.B. 4811			<i>Under Consideration</i>
CSAN	NP 39 - Mutual Funds: Section 16 Sales Communications (1993), 16 O.S.C.B. 5881 REVOKED	81-102	Mutual Funds	<i>Came into Force Feb 1/00 Amendments came into force May 2/01</i>
CSAN	An Electronic System for Securities Filings (1994), 17 O.S.C.B. 2857			<i>Withdrawn Apr 20/01</i>
CSAN	Conflicts of Interest (1995), 18 O.S.C.B. 130			<i>Withdrawn Apr 20/01</i>
CSAN	Mutual Fund Sales Incentives - Point-of-Sale Disclosure Statement (1995), 18 O.S.C.B. 229			<i>Repealed May 1/98</i>
CSAN	SEDAR (1995), 18 O.S.C.B. 1892			<i>Withdrawn Apr 20/01</i>
CSAN	Proposed Foreign Issuer Prospectus and Continuous Disclosure System (Draft National Policy Statement No. 53) (1995), 18 O.S.C.B. 1893	71-102	Continuous Disclosure and Other Exemptions Relating to Foreign Issuers	<i>In the process of being reformulated (previously numbered 51-103) Published for comment Jun 21/02 [Note: previously noted as published for comment as 72-502 on Oct 12/01]</i>
Notices of OSC or OSC Staff				
OSCN	Premature Announcements of Takeover Bids, Mergers, Amalgamations or Other Corporate Restructuring (1980), O.S.C.B. 2A			<i>Withdrawn Oct 6/00</i>
OSCN	Taxable Equivalent Adjustments (1983), 6 O.S.C.B. 1578			<i>Withdrawn Oct 6/00</i>
OSCN	Canadian Oil & Gas Lands Administration (1984), 7 O.S.C.B. 2675			<i>Withdrawn Oct 6/00</i>
OSCN	Auditors' Consent and Comfort Letters (1984), 7 O.S.C.B. 2993			<i>Withdrawn Oct 6/00</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
OSCN	Color Your World - Take-over Bid Consideration (1984), 7 O.S.C.B. 3777			<i>Withdrawn Oct 6/00</i>
OSCN	Prospectus Disclosure of Ratings (1984), 7 O.S.C.B. 4362			<i>Withdrawn Oct 6/00</i>
OSCN	Application of Ceiling Test in Financial Statements of Oil and Gas Industry Issuers (1984), 7 O.S.C.B. 5114			<i>Withdrawn Oct 6/00</i>
OSCN	Bill 34 - Freedom of Information and Privacy Act (1984), 7 O.S.C.B. 6143			<i>Withdrawn Oct 6/00</i>
OSCN	Application of OSC Policy 11.4 on Commodity Pools Program (1985), 8 O.S.C.B. 2557	81-104	Commodity Pools	<i>Republished for comment Dec 14/01</i>
OSCN	Prompt Offering Qualification System - "Wrap Around" AIFs (1985), 8 O.S.C.B. 2911			<i>Withdrawn Oct 6/00</i>
OSCN	Prohibition Against Principal Trading by Investment Dealers in Securities of Target Company During Take-Over Bid (1985), 8 O.S.C.B. 3293			<i>Withdrawn Oct 6/00</i>
OSCN	Second Notice Concerning Application of Ceiling Test in Financial Statements of Oil and Gas Industry Issuers (1985), 8 O.S.C.B. 4719			<i>Withdrawn Oct 6/00</i>
OSCN	Disclosure of Executive Compensation - Proxy Circulars (1986), 9 O.S.C.B. 1997			<i>Withdrawn Oct 6/00</i>
OSCN	Enforcement of Timely Filings of Financial Statements: Application of OSC 7.6 (1986), 9 O.S.C.B. 4216			<i>Withdrawn Oct 6/00</i>
OSCN	Leveraged Mutual Fund Purchases (1986), 9 O.S.C.B. 4375			<i>Withdrawn Oct 6/00</i>
OSCN	Fees for Prospectus Offerings Outside of Ontario (1987), 10 O.S.C.B. 1452			<i>Withdrawn Oct 6/00</i>
OSCN	Filing of Prospectuses with the Commission (1987), 10 O.S.C.B. 1730			<i>Withdrawn Oct 6/00</i>
OSCN	Advertising and Use of Marketing Material During the Waiting Period (1987), 10 O.S.C.B. 2831	47-701	Advertising and Use of Marketing Material During the Waiting Period	<i>Retained and renumbered on Apr 20/01</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
OSCN	Procedures and Requirements for Implementing Amendments to the Regulation Regarding Entry Into and Ownership of the Ontario Securities Industry (1987), 10 O.S.C.B. 2969	31-503	Limited Market Dealers	<i>Came into Force Apr 7/98</i>
OSCN	Conditional Registration of Limited Market Dealers (1987), 10 O.S.C.B. 4791			<i>Withdrawn Oct 6/00</i>
OSCN	Regulation of Mortgage Syndications - Proposed Structural Changes (1987), 10 O.S.C.B. 5145			<i>Withdrawn Oct 6/00</i>
OSCN	Pre-Filing Consultation on Innovative or Unusual Financial Reporting (1987), 10 O.S.C.B. 5687	52-703	Pre-Filing Consultation on Innovative or Unusual Financial Reporting	<i>Retained and renumbered on Apr 20/01</i>
OSCN	Report on Financial Statement Review Program (1987), 10 O.S.C.B. 5687	52-710	Report on Financial Statement Review Program	<i>Retained and renumbered</i>
OSCN	"Blank Cheque" Preferred Shares (1987), 10 O.S.C.B. 5690	56-501	Restricted Shares	<i>Came into Force Oct 25/99</i>
OSCN	Soft Dollars - Exemptions by the Director (1987), 10 O.S.C.B. 6422			<i>Under Consideration</i>
OSCN	Outline of NP 39 (1987), 10 O.S.C.B. 6423			<i>Withdrawn Oct 6/00</i>
OSCN	NP 41 - Shareholder Communication Exemption from Interim Financial Statements (1988), 11 O.S.C.B. 1029			<i>To be withdrawn pending the coming into force of proposed National Instruments 54-101 and 54-102</i>
OSCN	Media Articles Appearing During the Waiting Period (1988), 11 O.S.C.B. 1098	47-703	Media Articles Appearing During the Waiting Period	<i>Retained and renumbered on Apr 20/01</i>
OSCN	NP 41 - Shareholder Communication/The Canadian Depository for Securities Limited (1988), 11 O.S.C.B. 1242			<i>Withdrawn Oct 6/00</i>
OSCN	Compliance with Section 41 of the <i>Securities Act</i> (1988), 11 O.S.C.B. 2217	33-504	Compliance with Section 42	<i>Came into Force Apr 7/98</i>
OSCN	Mutual Fund Dealer Registration as Limited Market Dealer (1988), 11 O.S.C.B. 2311			<i>Withdrawn Oct 6/00</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
OSCN	Applications to the OSC (1988), 11 O.S.C.B. 3107			<i>Withdrawn Oct 6/00</i>
OSCN	NP 41 - Industry Implementation and Monitoring Report (1988), 11 O.S.C.B. 3325			<i>Withdrawn Oct 6/00</i>
OSCN	OSC 5.8 - Dissemination of Future-Oriented Financial Information (1988), 11 O.S.C.B. 3726			<i>Withdrawn Oct 6/00</i>
OSCN	Conditions of Registration - Capital Requirements (1988), 11 O.S.C.B. 3726	33-701	Calculation of Regulatory Capital	<i>Published Jun 27/97</i>
OSCN	Residential Real Estate Syndications (1988), 11 O.S.C.B. 4171			<i>To be withdrawn</i>
OSCN	Noranda Inc./Falconbridge Limited - Proposed Stock Exchange Take-over Bid/Pre-Bid Integration Rules (1988), 11 O.S.C.B. 4367	62-702	Noranda Inc./Falconbridge Limited - Proposed Stock Exchange Take-over Bid/Pre-Bid Integration Rules	<i>Retained and renumbered on Apr 20/01</i>
OSCN	Further Extension of System of Conditional Registration and other Exemptions of Financial Intermediaries (1988), 11 O.S.C.B. 5137			<i>Withdrawn Oct 6/00</i>
OSCN	OSC 5.2 - Junior Natural Resource Issuers - Standing Liaison Committee (1989), 12 O.S.C.B. 953			<i>Lapsed Jul 1/01</i>
OSCN	OSC 1.3 - Restricted Shares Notice Regarding Compliance with Restricted Share Disclosure Requirements and Disclosure Regarding Take-Over Bids (1989), 12 O.S.C.B. 1227	56-501	Restricted Shares	<i>Came into Force Oct 25/99</i>
OSCN	Rights Offerings Under a Prospectus (1989), 12 O.S.C.B. 1463	45-101	Rights Offerings	<i>Came into Force Jul 25/01</i>
OSCN	Use of "Special Warrants" in Connection with Distribution of Securities By Prospectus (1989), 12 O.S.C.B. 2168	46-701	Use of "Special Warrants" in Connection with Distribution of Securities By Prospectus	<i>Retained and renumbered on Apr 20/01</i>
OSCN	Use of "Green Sheets" and other Marketing Material During the Waiting Period (1989), 12 O.S.C.B. 2641			<i>Withdrawn Oct 6/00</i>
OSCN	Supplementary Notice - Application of the Securities Act to Certain Residential Real Estate Offerings (1989) 12 O.S.C.B. 2732			<i>To be withdrawn</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
OSCN	Collection of Personal Information - <i>Freedom of Information and Protection of Privacy Act, 1987</i> (1989), 12 O.S.C.B. 3083	31-504	Applications for Registration	<i>Came into Force Sept 4/97</i> <i>Amendments published for comment Jun 19/98</i>
OSCN	Final Report on Capital, Financial Reporting and Audit Requirements (1990), 13 O.S.C.B. 493			<i>Withdrawn Oct 6/00</i>
OSCN	Review of Short Form Prospectuses Qualifying Derivative Securities (1990), 13 O.S.C.B. 1559			<i>Withdrawn Oct 6/00</i>
OSCN	Revised Notice of Amendment or Change of Information Form of Dealers and Advisers (1990), 13 O.S.C.B. 2971	33-109	Registration Information Requirements (under the Securities Act)	<i>Republished for comment Jun 14/02</i>
OSCN	Insider Reporting System (1991), 14 O.S.C.B. 260			<i>Withdrawn Oct 6/00</i>
OSCN	Staff Investigation in Respect of Loan by Stelco Inc. to controlling shareholder of Clarus Corporation (1991), 14 O.S.C.B. 1807	62-701	Staff Investigation in Respect of Loan by Stelco Inc. to controlling shareholder of Clarus Corporation	<i>Retained and renumbered on Apr 20/01</i>
OSCN	Debt-like Derivative Securities (1991), 14 O.S.C.B. 3316	91-701	Debt-Like Derivative Securities	<i>Published Jun 21/96</i>
OSCN	Disruption of Mail Service (1991), 14 O.S.C.B. 4113			<i>Withdrawn Oct 6/00</i>
OSCN	Market Balancing for a Proposed Multinational Offering (1991), 14 O.S.C.B. 5845			<i>Withdrawn Oct 6/00</i>
OSCN	Deficiency Letters in Respect of Salesperson Registration Applications (1992), 15 O.S.C.B. 6			<i>Withdrawn Oct 6/00</i>
OSCN	Report on Financial Statement Issues (1992), 15 O.S.C.B. 6	52-704	Report on Financial Statement Issues	<i>Retained and renumbered on Apr 20/01</i>
OSCN	Inter-Dealer Bond Broker Systems (1992), 15 O.S.C.B. 1081			<i>Withdrawn Oct 6/00</i>
OSCN	Confidential Material Change Reports (1992), 15 O.S.C.B. 4555			<i>To be withdrawn</i>
OSCN	Report on Capital Adequacy Formula for SRO Members (1992), 15 O.S.C.B. 4750			<i>Withdrawn Oct 6/00</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
OSCN	Annual Information Form and MD&A of Financial Condition and Results of Operation Re: Small Issuer Exemption (1992), 15 O.S.C.B. 4772	51-501	Annual Information Form and Management's Discussion and Analysis of Financial Condition and Results of Operation	<i>Came into Force Jan 1/01</i> <i>Amendments came into force Dec 31/01</i>
OSCN	Office of the Chief Accountant MD&A Guide (1993), 16 O.S.C.B. 360	51-704	Office of the Chief Accountant - MD&A Guide	<i>Retained and renumbered on Apr 20/01</i>
OSCN	Universal Registration - Extension of Date for Registration of Financial Intermediaries (1993), 16 O.S.C.B. 2818			<i>Withdrawn Oct 6/00</i>
OSCN	Pre-Marketing Activities in the Context of Bought Deals (1993), 16 O.S.C.B. 4812			<i>Under Consideration</i>
OSCN	The GAAP Report (1993), 16 O.S.C.B. 5117			<i>Under Consideration</i>
OSCN	Labour Sponsored Investment Funds (1993), 16 O.S.C.B. 5283	31-502	Proficiency Requirements for Registrants	<i>Came into Force Aug 17/00</i>
		31-702	Ontario Securities Commission Designation of Courses Under Rule 31-502	<i>Published Aug 17/00</i>
OSCN	Contemporaneous Private Placements and Public Offerings and Media Coverage Prior to the Commencement of the Waiting Period (1993), 16 O.S.C.B. 5776	47-702	Contemporaneous Private Placements and Public Offerings and Media Coverage Prior to the Commencement of the Waiting Period	<i>Retained and renumbered on Apr 20/01</i>
OSCN	Misleading Disclosure (1994), 17 O.S.C.B. 5			<i>Withdrawn Oct 6/00</i>
OSCN	Cash Equivalents (1994), 17 O.S.C.B. 489			<i>Withdrawn Oct 6/00</i>
OSCN	Disclosure of Investigations (1990), 13 O.S.C.B. 598	41-501	General Prospectus Requirements	<i>Came into Force Dec 31/00</i>
OSCN	Issuance of Receipts for Preliminary Prospectuses and (Final) Prospectuses (1994), 17 O.S.C.B. 1058	41-701	Issuance of Receipts for Preliminary Prospectus and Prospectus	<i>Came into Force May 2/97</i>
OSCN	Executive Compensation Disclosure for Debt Only Issuers (1994), 17 O.S.C.B. 1059	51-702	Executive Compensation Disclosure for Debt-Only Issuers	<i>Retained and renumbered on Apr 20/01</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
OSCN	Securities Exchange Take-Over Bid Circulars - Reporting Issuer Status (1994), 17 O.S.C.B. 1402	45-501CP	Exempt Distributions	<i>Came into Force Dec 22/98</i> <i>Amendments came into force Nov 30/01</i>
OSCN	Meetings with a Commissioner Regarding a Prospectus or an Application for Exemption or Registration (1994), 17 O.S.C.B. 3529	15-701	Meetings with a Commissioner Regarding a Prospectus or an Application for Exemption or Registration	<i>Retained and renumbered on Apr 20/01</i>
OSCN	Electronic Registration Application Forms (1994), 17 O.S.C.B. 3529			<i>To be withdrawn pending adoption of proposed National Instrument 31-102</i>
OSCN	Residency Requirements for Advisers and Their Partners and Officers (1994), 17 O.S.C.B. 4206			<i>Under Consideration</i>
OSCN	Selective Review of Prospectuses and Other Documents (1994), 17 O.S.C.B. 4385	43-703	Selective Review of Prospectuses and Other Documents	<i>In the process of being reformulated</i>
OSCN	Solicitation Fee Claims (1994), 17 O.S.C.B. 4629			<i>Withdrawn Oct 6/00</i>
OSCN	Expedited Review of Short Form Prospectuses and Renewal AIFs (1994), 17 O.S.C.B. 5210	43-201	Mutual Reliance Review System for Prospectus and Initial AIFs	<i>Came into Force Jan 1/00</i> <i>Amendments came into force Jan 25/02</i>
OSCN	Electronic Registration Forms (1994), 17 O.S.C.B. 6073			<i>To be withdrawn pending adoption of proposed National Instrument 31-102</i>
OSCN	The Use of Securities Exchange Take-over Bid Circulars to Obtain Reporting Issuer Status (1995), 18 O.S.C.B. 1768	45-501CP	Exempt Distributions	<i>Came into Force Dec 22/98</i> <i>Amendments came into force Nov 30/01</i>
OSCN	Courier/By Hand Deliveries (1995), 18 O.S.C.B. 2204			<i>Withdrawn Oct 6/00</i>
OSCN	Residency Requirements for Certain Non-Resident Salespersons and Supervisors (1995), 18 O.S.C.B. 3905			<i>Under Consideration</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
OSCN	Registration Residency Requirements for Certain Canadian Dealers (1995), 18 O.S.C.B. 3908			<i>Under Consideration</i>
OSCN	Electronic Registration Forms (1995), 18 O.S.C.B. 5922			<i>To be withdrawn pending adoption of proposed National Instrument 31-102</i>
OSCN	Early Warning Information Publication (1996), 19 O.S.C.B. 1128			<i>Withdrawn Oct 6/00</i>
OSCN	Viatical Settlements (1996) 19 O.S.C.B. 4680			<i>To be retained</i>
Principles of Regulation				
PR	Distribution of Mutual Funds by Financial Institutions (1988), 11 O.S.C.B. 4436	33-102	Regulation of Certain Registrant Activities	<i>Came into Force Aug 1/01</i>
PR	Full Service and Discount Brokerage Activities in Branches of Related FIs (1988), 11 O.S.C.B. 4640	33-102	Regulation of Certain Registrant Activities	<i>Came into Force Aug 1/01</i>
PR	Activities of Registrants Related to Financial Institutions (1990), 13 O.S.C.B. 1779	33-102	Regulation of Certain Registrant Activities	<i>Came into Force Aug 1/01</i>
PR	Activities of Registrants Related to Financial Institutions (1990), 13 O.S.C.B. 1779	33-102	Regulation of Certain Registrant Activities	<i>Came into Force Aug 1/01</i>
Staff Accounting Communiqués				
SAC No. 1	(1989), 12 O.S.C.B. 2458	52-701	Financial Statements to be Filed According to GAAP	<i>To be retained</i>
SAC No. 1.1	(1993), 16 O.S.C.B. 1080		No Requirement to Provide Management Report Under CICA	<i>To be retained</i>
SAC No. 2	Financial Statement Presentation of Corporate Financing Activities	52-703	Financial Statement Presentation of Corporate Financing Activities	<i>To be retained</i>
SAC No. 3	Auditors Report on Comparative Financial Statements			<i>To be withdrawn</i>
SAC No. 4	Interest Accrual on Delinquent Loans			<i>Withdrawn Apr 20/01</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
SAC No. 5	Filing Extensions for Continuous Disclosure Financial Statements	52-704	Filing Extensions for Continuous Disclosure Financial Statements - Notice	<i>To be retained</i>
SAC No. 6	Income Statement Presentation	52-705	Income Statement Presentation - Notice	<i>To be retained</i>
SAC No. 7	Financial Disclosure in Information Circulars		Financial Disclosure in Information Circulars	<i>To be withdrawn</i>
SAC No. 8	Accounting Basis in an Initial Public Offering (I.P.O.)			<i>To be retained as notice</i>
SAC No. 9	Pro Forma Financial Statements (1994), 17 O.S.C.B. 5207			<i>Withdrawn Apr 20/01</i>
SAC No. 10	Restructuring and Similar Charges (Including Write Downs of Goodwill) (1994), 17 O.S.C.B. 6074	52-707	Restructuring and Similar Charges (Including Write Downs of Goodwill)	<i>To be retained</i>
Registration Section Clarification Note				
REG Note 1	Supplement to Principles of Regulation Regarding Distribution of Mutual Funds Through Branches of Financial Institutions			<i>Under Consideration</i>
REG Note 2	Registration as an Investment Counsel or Portfolio Manager (IC/PM): Senior and Junior IC/PM Registration	31-502	Proficiency Requirements for Registrants	<i>Came into Force Aug 17/00</i>
		31-702	Ontario Securities Commission Designation of Courses Under Rule 31-502	<i>Published Aug 17/00</i>
REG Note 3	Registration of Certain Employees or Independent Agents of Registered Dealers: Recommendations for Supervision of Qualifiers			<i>Under Consideration</i>
REG Note 4	New Procedures for Approving and Recording Amendments to Registration of Dealers and Advisers	33-109	Registration Information Requirements (under the Securities Act)	<i>Republished for comment Jun 14/02</i>
Interpretation Note				
Interpretation Note 1	Distribution of Securities Outside Ontario (1983), 6 O.S.C.B. 228	72-101	Distributions Outside of the Local Jurisdiction	<i>Published for comment Sep 8/00</i>

Pre-Reformulation		Reformulation		
Instrument	Title	Number	Title	Status as at June 30, 2002
Interpretation Note 2	Prospectus Disclosure of Principal Holders (1983) O.S.C.B. 4536	41-501	General Prospectus Requirements	<i>Came into Force Dec 31/00</i>

Item Key		
<p>The third digit of each instrument represents the following: 1-National/Multilateral Instrument; 2-National/Multilateral Policy; 3-CSA Notice; 4-Concept Release; 5-Local Rule; 6-Local Policy; 7-Local Notice; 8-Implementing Instrument; 9-Miscellaneous</p>		
NEW INSTRUMENTS		
Number	Title	Status as of June 30, 2002
11-201	Delivery of Documents by Electronic Means	<i>Came into Force Jan 1/00</i>
11-301	Canadian Securities Administrators Strategic Plan 1999 - 2001	<i>Withdrawn Dec 21/01</i>
11-302	Withdrawal of CSA Notices	<i>Published Dec 21/01</i>
11-303	Uniform Securities Legislation Project	<i>Published Mar 8/02</i>
11-401	Delivery of Documents by Issuers Using Electronic Media Concept Proposal	<i>Published for comment Jun 13/97</i>
11-702	Notice re Table of Concordance	<i>Published Jan 2/98</i>
11-703	Table of Concordance for the Reformulation Project	<i>Published Jan 8/99</i>
11-704	Table of Concordance for the Reformulation Project	<i>Published Jan 14/00</i>
11-705	Table of Concordance for the Reformulation Project	<i>Published Jul 7/00</i>
11-706	Rescission of Staff Notices	<i>Published Oct 6/00</i>
11-707	Table of Concordance for the Reformulation Project	<i>Published Oct 6/00</i>
11-708	Table of Concordance for the Reformulation Project	<i>Published Jan 5/01</i>
11-709	Assignment of Notice Numbers	<i>Published Apr 20/01</i>
11-710	Withdrawal of Staff Accounting Communiqués	<i>Published Apr 20/01</i>
11-711	Table of Concordance for the Reformulation Project	<i>Published Apr 6/01</i>
11-712	Withdrawal of CSA Notices	<i>Published Apr 20/01</i>
11-713	Table of Concordance for the Reformulation Project	<i>Published Jul 13/01</i>
11-714	Table of Concordance for the Reformulation Project	<i>Published Oct 12/01</i>
11-715	Table of Concordance for the Reformulation Project	<i>Published Jan 18/02</i>
11-716	Table of Concordance for the Reformulation Project	<i>Published Apr 12/02</i>
11-717	Securities Advisory Committee -OSC Policy 11-601	<i>Published May 17/02</i>
11-901	Concept Proposal to Revise Schedule I (Fees) to be Regulation to the Securities Act (Ontario)	<i>Published for comment Mar 30/01</i>
12-201	Mutual Reliance Review System for Exemptive Relief Applications	<i>Came into Force Jan 1/00</i>
12-302	National Policy 12-201 Mutual Reliance Review System ("MRRS") for Exemptive Relief Applications ("ERA") ERA and Applications for Approval or Exemptions under National Policy No. 39 "Mutual Funds" ("NP 39")	<i>Published Nov 19/99</i>
12-303	Exemptive Relief Applications and Year End	<i>Published Sep 17/99</i>
12-304	Mutual Reliance Review System for Exemptive Relief Applications - Frequently Occurring Issues	<i>Published Aug 11/00</i>
12-305	Exemptive Relief Application and Year End	<i>Withdrawn Dec 21/01</i>
12-306	Exemptive Relief Application and Year End TO EXPIRE DECEMBER 31, 2001	<i>Published Sep 28/01</i>

Item Key		
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NEW INSTRUMENTS		
Number	Title	Status as of June 30, 2002
12-401	National Application System Concept Proposal	<i>Published for comment Jan 30/98 (extended Jul 3/98)</i>
12-602	Deeming an Issuer from Certain Other Canadian Jurisdictions to be a Reporting Issuer in Ontario	<i>Came into Force Jun 27/01</i>
12-702	Applications to be Deemed a Reporting Issuer in Ontario Orders Required by Year End EXPIRED DECEMBER 31, 2001	<i>Published Oct 19/01</i>
13-101	SEDAR (Electronic Filing) Rule	<i>Came into Force Dec 17/96</i> <i>amendment Came into force Aug 27/99</i>
13-301	SEDAR - Use of Incorrect Document Formats	<i>Withdrawn Apr 20/01</i>
13-302	Notice of Changes to SEDAR Filer Software	<i>Withdrawn Apr 20/01</i>
13-303	SEDAR Operational Changes	<i>Withdrawn Apr 20/01</i>
13-304	Changes to SEDAR Filing Service Charges	<i>Withdrawn Apr 20/01</i>
13-305	SEDAR Changes for Mutual Reliance Review Systems for Prospectuses and AIFs	<i>Withdrawn Apr 20/01</i>
13-306	Guidance for SEDAR Users	<i>Published May 4/01</i>
13-307	Notice of Amendments to the SEDAR Filer Manual	<i>Published Aug 24/01</i>
13-308	Increases to SEDAR Annual Filing Service Charges	<i>Published Nov 30/01</i>
13-310	Securities Regulatory Authority Closed Dates 2002/03	<i>Published May 10/02</i>
13-401	Request for Changes, Additions or Improvements for a Revised SEDAR System	<i>Withdrawn Dec 21/01</i>
13-501	Payment of Fees	<i>Came into Force May 5/98</i>
13-502	Fees	<i>Published for comment Jun 28/02</i>
13-701	SEDAR Filings and Year 2000 Contingency Plans	<i>Published Dec 24/99</i>
13-702	Processing Prospectuses Before Year-End TO EXPIRE DECEMBER 31, 2001	<i>Published Sep 28/01</i>
14-101	Definitions	<i>Came into Force Apr 1/97</i> <i>Amendment Came into force Jul 1/99</i> <i>Amendments published for comment Sep 28/01</i>
14-501	Definitions	<i>Came into Force Jul 29/97</i> <i>Amendment Came into force Feb 13/99</i>
15-702	Credit for Cooperation	<i>Published Jun 28/02</i>
21-101	Marketplace Operation	<i>Came into Force Dec 1/01</i>
21-301	Canadian Venture Exchange	<i>Published Nov 26/99</i>
23-101	Trading Rules	<i>Came into Force Dec 1/01</i>
23-501	Designation as Market Participant	<i>Came into Force Dec 1/01</i>

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NEW INSTRUMENTS		
Number	Title	Status as of June 30, 2002
23-502	Reported Market	<i>Published for comment Jul 28/00</i>
31-102	National Registration Database (under the Securities Act)	<i>Republished for comment Jun 14/02</i>
31-301	The Year 2000 Challenge	<i>Withdrawn Apr 20/01</i>
31-302	Securities Industry Contingency Planning	<i>Withdrawn Apr 20/01</i>
31-303	System Changes for Market Participants After Completion of Year 2000 Testing	<i>Withdrawn Apr 20/01</i>
31-304	Year 2000: Backup of Records	<i>Withdrawn Apr 20/01</i>
31-401	Registration Forms Relating to the National Registration Database	<i>Withdrawn Dec 21/01</i>
31-402	Registration Forms Relating to the National Registration Database	<i>Published for comment Jul 6/01</i>
31-505	Conditions of Registration	<i>Came into Force Dec 23/98</i>
31-506	SRO Membership - Mutual Fund Dealers	<i>Came into Force Apr 23/01</i>
31-507	SRO Membership Securities Dealers	<i>Came into Force Dec 1/00</i>
31-508	Permanent Registration System	<i>Published for comment Jun 26/98 (replaced by 33-108)</i>
31-509	National Registration Database (under the Commodity Futures act)	<i>Republished for comment Jun 14/02</i>
31-703	Year 2000	<i>Withdrawn Oct 6/00</i>
31-704	Application for Registration and Year 2000	<i>Withdrawn Oct 6/00</i>
31-705	Common Renewal Date	<i>Published May 10/02</i>
32-501	Direct Purchase Plans	<i>Came into Force Oct 4/01</i>
32-701	Processing of Equity and Fixed Income Trades by Financial Institutions and Mutual Fund Dealers	<i>Published Nov 12/99</i>
32-702	Applications for Exemption from the Time Limits on Completion of Courses and Previous Registrations	<i>Published Sep 28/01</i>
33-106	Year 2000 Preparation Reporting	<i>Revoked Jul 18/99</i>
33-107	Proficiency Requirements for Registrants Holding Themselves Out as Providing Financial Planning Advise	<i>Published Feb 16/01</i>
33-108	Permanent Registration	<i>Published for comment Mar 16/01</i>
33-301	National Instrument 33-106 - Year 2000 Preparation Reporting	<i>Withdrawn Apr 20/01</i>
33-302	National Instrument 33-106 Non-Compliant Registered Firms and Possible Terms and Conditions	<i>Withdrawn Apr 20/01</i>
33-303	Trust Accounts for Mutual Fund Securities	<i>Withdrawn Dec 21/01</i>
33-304	CSA Distributions Structures Committee Position Paper	<i>Published Aug 27/99</i>
33-305	Sale of Insurance Products by Dually Employed Salespersons	<i>Published Jan 7/00</i>
33-401	Canadian Capital Markets Association - T+1 White Paper	<i>Published for comment Apr 6/01</i>
33-505	Permanent Registration (Commodity Futures Act)	<i>Published for comment Mar 16/01</i>
33-506	Registration Information Requirements (under the Commodity Futures Act)	<i>Republished for comment Jun 14/02</i>
33-704	List of Non-Complying Ontario Registered Firms Under National Instrument 33-106	<i>To be withdrawn</i>
33-705	List of Non-Complying Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>
33-706	List of Non-Complying Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>
33-707	List of Non-Complying Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>

Item Key		
The third digit of each instrument represents the following: 1-National/Multilateral Instrument; 2-National/Multilateral Policy; 3-CSA Notice; 4-Concept Release; 5-Local Rule; 6-Local Policy; 7-Local Notice; 8-Implementing Instrument; 9-Miscellaneous		
NEW INSTRUMENTS		
Number	Title	Status as of June 30, 2002
33-708	List of Non-Complying Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>
33-709	List of Non-Complying Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>
33-710	List of Non-Compliant Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>
33-711	List of Non-Compliant Ontario Registered Firms Under National Instrument 33-106	<i>Withdrawn Oct 6/00</i>
33-712	Processing of Equity and Fixed Income Trades by Financial Institutions and Mutual Fund Dealers	<i>Published Nov 12/99</i>
33-713	Registrant Regulatory Filings	<i>Published May 19/00</i>
33-718	Networking Applications	<i>Published Jan 14/00</i>
33-719	Registration Renewal and Permanent Registration	<i>Published Jul 27/01</i>
35-101	Conditional Exemption from Registration for United States Broker - Dealers and Agents	<i>Came into Force Jan 1/01</i>
35-301	Conditional Exemption from Registration for United States Broker-Dealers and Agents	<i>Published Jul 16/99</i>
41-301	The Year 2000 Challenge - Disclosure Issues	<i>Withdrawn Apr 20/01</i>
41-303	Harmonization of Prospectus Requirements Across the CSA	<i>Published Apr 19/02</i>
41-502	Prospectus Requirements for Mutual Funds	<i>Came into Force Apr 5/01</i>
41-601	Capital Pool Companies	<i>Came into force June 15/02</i>
42-301	Dual Reporting of Financial Information	<i>Published Feb 11/00</i>
43-301	CSA Mining Technical Advisory and Monitoring Committee	<i>Withdrawn Dec 21/01</i>
43-302	Frequently Asked Questions re National Instrument 43-101 Standards of Disclosure for Mineral Projects	<i>Published Oct 19/01</i>
43-303	Frequently Asked Questions re National Instrument 43-101 Standards of Disclosure for Mineral Projects (Revised February 8, 2002)	<i>Published Feb 8/02</i>
43-304	Prospectus Filing Matters - Arthur Andersen LLP Consent	<i>Published Jun 28/02</i>
43-701	OSC Staff Notice Regarding National Instrument 43-101	<i>Published Feb 2/01</i>
43-702	Review Time Frames for "Equity Line" Short Form Prospectuses	<i>Published Jul 27/01</i>
44-301	Frequently Asked Questions Regarding the New Prospectus Rules	<i>Published Mar 15/02</i>
44-401	CSA Notice and Request for Comment: Concept Proposal for an Integrated Disclosure System	<i>Published for comment Jan 28/00</i>
45-102	Resale of Securities	<i>Came into Force Nov 30/01</i>
45-301	Implementation of Multilateral Instrument 45-102 Resale of Securities	<i>Published Nov 30/01</i>
45-302	Frequently Asked Questions Regarding the New Resale Rules	<i>Published Jun 28/02</i>
45-504	Prospectus Exemption for Distributions of Securities to Portfolio Advisers on Behalf of Fully Managed Accounts	<i>Repealed Nov 30/01</i>
45-701	Paragraph 35(2)14 of the Securities Act (Ontario)	<i>Published Nov 10/00</i>
45-702	Frequently Asked Questions regarding OSC Rule 45-501 Exempt Distributions	<i>Published Mar 29/02</i>
45-703	Filing and Delivery Information	<i>Published May 31/02</i>
46-201	Escrow for Initial Public Offerings	<i>Came into Force Jun 30/02</i>
46-301	Escrows - Proposal for Uniform Terms of Escrow Applicable to Initial Public Distributions	<i>Withdrawn Jun 30/02</i>
46-302	Consent to Amend Existing Escrow Agreements	<i>Withdrawn Jun 30/02</i>
47-201	The Use of the Internet and Other Electronic Means of Communication to Facilitate Trading in Securities	<i>Came into Force Jan 1/00</i>
48-701	Notice of Lapse of SEC No-Action Letter regarding US Trading Rules and MJDS Transactions	<i>Published Jun 27/97</i>
51-201	Disclosure Standards	<i>Published for comment May 25/01</i>
51-301	Conversion of Corporate Issuers to Trusts	<i>Published Oct 10/97</i>
51-302	The Year 2000 Challenge - Disclosure Issues	<i>Withdrawn Apr 20/01</i>

Item Key		
The third digit of each instrument represents the following: 1-National/Multilateral Instrument; 2-National/Multilateral Policy; 3-CSA Notice; 4-Concept Release; 5-Local Rule; 6-Local Policy; 7-Local Notice; 8-Implementing Instrument; 9-Miscellaneous		
NEW INSTRUMENTS		
Number	Title	Status as of June 30, 2002
51-303	CSA Follow-up of Inadequate Year 2000 Disclosure	<i>Withdrawn Apr 20/01</i>
51-401	CSA Notice and Request for Comment: Concept Proposal for an Integrated Disclosure System	<i>Published for comment Jan 28/00</i>
51-503	Supplementary SEC Filings	<i>Published for comment Oct 12/01</i>
51-703	Implementation of Reporting Issuer Continuous Disclosure Review Program	<i>Published Jun 16/00</i>
51-705	Notice of Commission Intention to Allow Rule to Lapse: In the Matter of Certain Trades in Securities of Junior Resource Issuers	<i>Published Jun 15/01</i>
51-706	Continuous Disclosure Review Program Report - November 2001	<i>Published Nov 16/01</i>
51-707	OSC Continuous Disclosure Advisory Committee	<i>Published May 3/02</i>
51-901	Report of the Toronto Stock Exchange Committee on Corporate Disclosure and Proposed Changes to the Definitions of "Material Fact" and "Material Change"	<i>Published Nov 7/97</i>
51-902	Proposal for a Statutory Civil Remedy for Investors in the Secondary Market	<i>Published for comment May 29/98</i>
52-302	Dual Reporting of Financial Information	<i>Published Feb 11/00</i>
52-303	Non-GAAP Earnings Measures	<i>Published Jan 11/02</i>
52-401	Financial Reporting in Canada's Capital Markets	<i>Published for comment Mar 16/01</i>
52-501	Financial Statements	<i>Came into Force Dec 12/00 (replaces s. 7 to 11 of the Regulation) Amendments published for comment Oct 12/01</i>
52-708	Staff Accounting Communiqué - Initial Offering Costs of Closed-End Investment Funds	<i>Published Dec 5/97</i>
52-709	Income Statement Presentation of Goodwill Charges	<i>Published Feb 18/00</i>
52-713	Report on Staff's Review of Interim Financial Statements and Interim Management's Discussion and Analysis - February 2002	<i>Published Mar 1/02</i>
53-301	CSA Notice - Task Force on Civil Remedies	<i>Withdrawn Dec 21/01</i>
53-302	Proposal for a Statutory Civil Remedy for Investors in the Secondary Market and Response to the Proposed Change to the Definitions of "Material Fact" and "Material Change"	<i>Published Nov 10/00</i>
53-701	Staff Report on Corporate Disclosure Survey	<i>Published July 28/00</i>
55-102	System for Electronic Data on Insiders	<i>Came into Force Oct 29/01, except for s. 2.1, 2.2, 2.4, 3.1 and 3.2, which came into force Nov 13/01</i>
55-301	Filing Insider Reports By Facsimile and Exemption Where Minimal Connection to Jurisdiction	<i>Rescinded Nov 13/01</i>
55-302	National Instrument 55-102 System for Electronic Disclosure by Insiders (SEDI) Implementation Date Postponed	<i>Withdrawn Dec 21/01</i>
55-303	Extension of Electronic Filing and Reporting Deadlines - Issuer Profile Supplement Filing Deadline Extended to November 19, 2001 and Insider and Issuer Event Reporting Starting December 17, 2001	<i>Published Nov 2/01</i>
55-304	System for Electronic Disclosure by Insiders (SEDI) - Electronic Reporting Deadlines Shifted - Insider and Issuer Event Reporting Start January 21, 2002	<i>Published Dec 21/01</i>
55-305	System for Electronic Disclosure by Insiders (SEDI) - Interim Requirements for Insiders and Issuers Affected by Suspension of SEDI Operation	<i>Published Feb 15/02</i>

Item Key		
The third digit of each instrument represents the following: 1-National/Multilateral Instrument; 2-National/Multilateral Policy; 3-CSA Notice; 4-Concept Release; 5-Local Rule; 6-Local Policy; 7-Local Notice; 8-Implementing Instrument; 9-Miscellaneous		
NEW INSTRUMENTS		
Number	Title	Status as of June 30, 2002
55-306	Applications for Relief from the Insider Reporting Requirements by certain Vice-Presidents	<i>Published Mar 22/02</i>
55-307	Reminder to file paper insider reports using the correct codes	<i>Published Mar 22/02</i>
55-501	Insider Report Form	<i>Came into Force Jan 28/96</i>
55-502	Facsimile Filing or Delivery of Insider Reports	<i>Came into Force May 5/98</i>
57-301	Failing to File Financial Statements on Time - Management Cease Trade Orders	<i>Published Mar 29/02</i>
57-603	Defaults by Reporting Issuers in Complying with Financial Statement Filing Requirements	<i>Came into Force April 27/01</i>
61-301	Staff Guidance on the Practice of "Mini-Tenders"	<i>Published Dec 10/99</i>
61-701	Applications for Exemptive Relief under Rule 61-501	<i>Published June 30/00</i>
62-101	Control Block Distribution Issues	<i>Came into Force Mar 15/00</i>
62-102	Disclosure of Outstanding Share Data	<i>Came into Force Mar 15/00</i>
62-103	The Early Warning System and Related Take-over Bid and Insider Reporting Issues	<i>Came into Force Mar 15/00</i>
62-301	Implementation of the Zimmerman Amendments Governing the Conduct of Take-over and Issuer Bids	<i>Published Mar 2/01</i>
62-302	Prospectus Filing Matters - Arthur Andersen LLP Consent	<i>Published Jun 28/02</i>
71-301	SEC Proposed Rule: Mandated Edgar Filing for Foreign Issuers	<i>Published Oct 19/01</i>
72-301	Distributions Outside the Local Jurisdictions Proposed MI 72-101	<i>Published Mar 22/02</i>
81-105	Mutual Fund Sales Practices	<i>Came into Force May 1/98</i>
81-301	Mutual Fund Prospectus Disclosure System Concept Proposal	<i>Revoked</i>
81-302	Sales of Mutual Funds in Current RRSP Season	<i>Published Dec 12/97</i>
81-303	Year 2000 Disclosure for Mutual Funds	<i>Withdrawn Apr 20/01</i>
81-304	Trust Accounts for Mutual Fund Securities	<i>Withdrawn Dec 21/01</i>
81-305	National Policy 12-201 Mutual Reliance Review System ("MRRS") for Exemptive Relief Applications ("ERA") ERA and Applications for Approval or Exemptions under National Policy No. 39 "Mutual Funds" ("NP 39")	<i>Published Nov 19/99</i>
81-306	Disclosure by Mutual Funds of Changes in Calculation of Management Expense Ratio	<i>Published Apr 7/00</i>
81-308	Prospectus Filing Matters - Arthur Andersen LLP Consent	<i>Published Jun 28/02</i>
81-401	Joint Forum of Financial Market Regulators Discussion Paper Proposed Regulatory Principles for Capital Accumulation Plans	<i>Published for comment May 11/01</i>
81-402	A Framework for Regulating Mutual Funds and their Managers	<i>Published for comment Mar 1/02</i>
81-704	Limited Powers of Attorney and Letters of Authorization Used in the Sale of Mutual Funds	<i>Published Aug 4/00</i>
91-504	Over-the-Counter Derivatives	<i>See Notice published Dec 1/00</i>
	Non-SRO Electronic Trading Systems and Market Fragmentation	<i>Published for comment May 16/97; replaced by 21-101 and 23-101</i>

**1.1.4 NI 81-102 & 81-102CP Mutual Funds and
NI 81-101 Mutual Fund Prospectus Disclosure**

NOTICE OF REQUEST FOR COMMENTS

PROPOSED AMENDMENTS TO

**NATIONAL INSTRUMENT 81-102
AND COMPANION POLICY 81-102CP
MUTUAL FUNDS**

**AND TO
NATIONAL INSTRUMENT 81-101
MUTUAL FUND PROSPECTUS DISCLOSURE
AND
FORM 81-101F1
CONTENTS OF SIMPLIFIED PROSPECTUS
AND
FORM 81-101F2
CONTENTS OF ANNUAL INFORMATION FORM**

The Commission is publishing for comment in today's Bulletin proposed amendments that would modify the current regulatory framework for fund of funds structures contained in National Instrument 81-102 *Mutual Funds* and its Companion Policy 81-102CP. These proposals would also impose certain disclosure requirements specific to fund of funds structures through amendments to National Policy 81-101 *Mutual Fund Prospectus Disclosure* and its related Forms 81-101F1 *Contents of Simplified Prospectus* and 81-101F2 *Contents of Annual Information Form*.

In addition to the fund of funds amendments, the Commission is also proposing to make a number of miscellaneous amendments which are described in the notice of the proposed amendments.

The documents are published in Chapter 6 of the Bulletin.

**1.1.5 Notice of OSC Approval of Amendments to IDA
By-law No. 15 Regarding the Provision of
Financial Assistance by the IDA to Securities
Industry Organizations and Securities
Regulatory Organizations**

**AMENDMENTS TO IDA BY-LAW NO. 15
PROVISION OF FINANCIAL ASSISTANCE BY THE IDA
TO SECURITIES INDUSTRY ORGANIZATIONS AND
SECURITIES REGULATORY ORGANIZATIONS**

NOTICE OF COMMISSION APPROVAL

The Ontario Securities Commission approved amendments to IDA By-law No. 15 regarding the provision of financial assistance by the IDA to securities industry organizations and securities regulatory organizations, subject to the following two conditions:

1. Before the proposed amendment becomes effective, the IDA will revise proposed by-law 15.11 by inserting the words "except Member" in order to clarify the IDA's intention. Once it is in effect, the relevant part of the by-law will read as follows:

"... to, of or in respect of any person or organization, *except Members*, engaged in regulation, education, registration, operations, trading, customer protection or other participation in or in respect of the Canadian capital markets and the business of Members of the Association ..."
2. Thirty days prior to exercising its powers under section 15.11, the IDA must notify the principal regulator that the IDA intends to provide financial support to other securities industry organizations or securities regulatory organizations. The IDA must also include details of the financial support and provide a copy of its most recent interim financial statements. Currently, the principal regulator is the Ontario Securities Commission.

In addition, the Saskatchewan Securities Commission approved, the Alberta Securities Commission did not disapprove and the British Columbia Securities Commission did not object to these amendments, subject to the same two conditions. The amendments will streamline the process for the IDA to provide financial support to securities industry organizations and securities regulatory organizations, while tightening the controls surrounding the authorization of such support. The amendments are housekeeping in nature. A copy of the amendments is published in Chapter 13 of the OSC Bulletin.

1.2 Notices of Hearing

1.2.1 (John) Blair Taylor - s. 127

**IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, as amended**

AND

**IN THE MATTER OF
(JOHN) BLAIR TAYLOR**

**NOTICE OF HEARING
(Section 127)**

TAKE NOTICE that the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Act") at the offices of the Commission, Main Hearing Room, 17th floor, 20 Queen Street West, Toronto, on Thursday, July 18, 2002, at 9:30 a.m., or as soon thereafter as the hearing can be held;

AND TAKE NOTICE that the purpose of the hearing will be for the Commission to consider whether to approve the proposed settlement of the proceeding entered into between Staff of the Commission and (John) Blair Taylor;

BY REASON OF the allegations set out in the Statement of Allegations of Staff of the Commission and such additional allegations as counsel may advise and the Commission may permit;

AND TAKE FURTHER NOTICE that any party to the proceeding may be represented by counsel if that party attends or submits evidence at the hearing;

AND TAKE FURTHER NOTICE that upon failure of any party to attend at the hearing, the hearing may proceed in the absence of that party and such party is not entitled to any further notice of the proceeding.

July 16, 2002.

John Stevenson

**IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, as amended**

AND

**IN THE MATTER OF
(JOHN) BLAIR TAYLOR**

**STATEMENT OF ALLEGATIONS OF STAFF
OF THE ONTARIO SECURITIES COMMISSION**

Staff of the Ontario Securities Commission ("Staff") make the following allegations:

Phoenix Research and Trading Corporation

1. Phoenix Research and Trading Corporation ("Phoenix Canada") is a company incorporated pursuant to the laws of Ontario. During the material time, Phoenix Canada was registered with the Ontario Securities Commission (the "Commission") as an investment counsel and portfolio manager pursuant to the *Securities Act*, R.S.O. 1990, c. S.5 (the "Act"). Phoenix Canada's registration was voluntarily suspended in May 2000 due to its difficulties in filing audited financial statements and maintaining insurance.
2. Phoenix Canada was a small company of approximately 14 employees. Ronald Mock ("Mock") was the CEO and President of Phoenix Canada. During the material time, Mock was registered with the Commission as an investment counsel and portfolio manager pursuant to the Act. Mock also was the company's registered supervisory procedures officer.
3. The respondent (John) Blair Taylor ("Taylor") is a chartered accountant. From July 1997 to October 1999, Taylor was Phoenix Canada's Director of Operations and Finance. In November 1999, he was appointed the CFO. Taylor never was a registered officer of Phoenix Canada.
4. During the material time, Stephen Duthie ("Duthie") was a senior fixed income trader with Phoenix Canada. Duthie has never been registered with the Commission in any capacity.
5. Mark Kassirer ("Kassirer") was the Chair of Phoenix Canada during the material time. Kassirer headed the equity arbitrage business of Phoenix Canada.

The Phoenix Group

6. Phoenix Canada formed part of the Phoenix Group of companies and limited partnerships. Unitholders invested in the Phoenix Fixed Income Arbitrage Fund Limited, the Phoenix Fund Limited, the Phoenix Equity Arbitrage Fund Limited and the Phoenix Alternative Strategies Fund Limited

(collectively, the "Feeder Funds"). The Feeder Funds (and other investors) purchased units of the Phoenix Fixed Income Arbitrage Limited Partnership ("PFIA LP") and the Phoenix Equity Arbitrage Limited Partnership ("PEA LP"). The Phoenix Hedge Fund Limited Partnership, a TSE-listed hedge fund, also held units of PFIA LP and PEA LP.

7. Pursuant to a services agreement with Phoenix Research and Trading (Bermuda) Limited ("Phoenix Bermuda"), Phoenix Canada provided investment advisory and portfolio management services to the Feeder Funds, PEA LP and PFIA LP.

Overview

8. In early January 2000, PFIA LP collapsed when it sustained a loss in excess of US\$120 million. By this time, Duthie had accumulated a \$3.3 billion U.S. long position in 6% U.S. treasury notes due August 15, 2009 (the "UST Notes"). The UST Notes represented PFIA LP's entire U.S. dollar portfolio.
9. The UST Notes were not hedged. This unhedged position was contrary to PFIA LP's investment guidelines and had not been authorized by management. The UST Notes caused PFIA LP's collapse.
10. Duthie was authorized to engage in a matched book strategy of repurchase agreements ("repos") and open reverse repos. Phoenix Canada management operated on the basis that the UST Notes were the open reverse repo leg of the matched book and thus, fell within PFIA LP's investment parameters. In reality, Duthie engaged in a strategy of purchasing long bonds financed by repos. Phoenix Canada management failed to detect the true nature of the UST Notes and Duthie's activities.
11. Ultimately, the UST Notes caused a significant overdraft position (in excess of US\$50 million) at the Bank of New York. As a result, Phoenix Canada was forced to liquidate PFIA LP's assets. PFIA LP collapsed as it sustained a loss in excess of US\$120 million.
12. Taylor, as the CFO and a senior member of Phoenix Canada's management, failed to, among other things, keep the proper books and records, implement appropriate controls and procedures, and adequately supervise his staff.

PFIA LP

13. PFIA LP was a hedge fund managed by Phoenix Canada. Its investment objective was to maximize returns by pursuing professionally-managed fixed income market neutral and arbitrage investment

trading strategies. Such trading strategies are designed to reduce exposure to market direction.

14. Mock ran PFIA LP. In connection with this aspect of Phoenix Canada's fixed income arbitrage business, Mock's staff comprised 9 employees namely the Operations Group (Taylor, the Operations Manager and the Settlement Clerk), three fixed income advisors and traders, the Research and Risk Manager, the Systems Support Manager and an administrative assistant.
15. Taylor was Phoenix Canada's Director of Operations and Finance and then CFO. He was the most senior person in the Operations Group. Taylor's duties included the direct supervision of the Operations Manager and the Settlement Clerk.

PFIA LP's Acquisition of the UST Notes

16. PFIA LP held investments in U.S. dollars, Canadian dollars and Euros. From the fall of 1998 through January 2000, Duthie was responsible for PFIA LP's U.S. dollar portfolio under the direct supervision of Mock.
17. Commencing in the fall of 1998, Duthie was authorized to engage in a market neutral strategy which included a low risk, matched book trading strategy of repos and open reverse repos in U.S. treasury benchmark issues.
18. The goal of a matched book trading strategy of repos and open reverse repos is to eliminate the risk of market fluctuations inherent in bond trading. In this type of strategy, the trader plays the interest rate spread between the borrowing rate (repo leg) and the lending rate (open reverse repo leg).
19. On the repo leg of the transaction, monies are borrowed on the collateral of bonds. On the termination of the repo, the borrowed monies plus interest are paid in exchange for the return of the bonds. Simultaneously, on the open reverse repo leg of the transaction, monies are lent on the collateral of bonds. On the termination of the open reverse repo, the lent monies are repaid with interest and the bonds are returned. Profits are incurred on this type of matched book strategy when the interest earned on the open reverse repo leg exceeds the interest expense paid on the repo leg, net of transaction costs.
20. Duthie did not engage in the authorized trading strategy. Rather, Duthie accumulated the UST Notes, financing the leveraged position using repos.

Management's Failure to Detect the True Nature of the UST Notes

21. Management relied principally on Duthie's representations that the UST Notes (and other long bonds reported by Duthie during the material time) were open reverse repos (the "purported open reverse repos") and thus, part of Duthie's authorized trading strategy (ie the open reverse repo leg of the matched book strategy).
22. Within one day of being informed by the Bank of New York of its overdraft position, however, Phoenix Canada was able to discern that the UST Notes were unhedged long bonds and not the purported open reverse repos.
23. The purported open reverse repo transactions fell outside the scope of controls and procedures then in place at Phoenix Canada. Phoenix Canada failed to:
 - (i) establish, implement and monitor appropriate alternative controls and procedures respecting the purported open reverse repo transactions;
 - (ii) maintain the books, records and other documents necessary for the proper recording of the purported open reverse repo transactions; and
 - (iii) segregate duties relating to the purported open reverse repo transactions.

As a result of these failures, the true nature of the UST Notes was not detected by management.

(a) Trade Capture of the Purported Open Reverse Repos

24. Phoenix Canada's method of capturing Duthie's trades in the purported open reverse repos was flawed and thus, unreliable. Phoenix Canada's computer trading system ("Alydia") was not designed to capture open repos or open reverse repos. All trades by Duthie in the purported open reverse repos, therefore, were entered into the bond module of Alydia as long bonds.
25. Phoenix Canada then made two manual adjustments namely:
 - (i) a manual adjustment to "correct" PFIA LP's value at risk ("VAR") report so that the VAR would be meaningful. The adjustment was based only on Duthie's representations as to the existence of the purported open reverse repos and the length of time such repos would be held; and

- (ii) a manual adjustment to "correct" income from the bond position which would be reflected in the general ledger and profit and loss statements. Duthie provided the information used to make this adjustment.

(b) Phoenix Canada's VAR Reports

26. Phoenix Canada prepared VAR reports on a daily basis. The VAR reports were Phoenix Canada's primary risk monitoring and management tool to ensure that investments were within the limits prescribed by PFIA LP.
27. The information used to create the VAR report was pulled from the information inputted to Alydia. Since the purported open reverse repos had been entered incorrectly as long bonds in Alydia, Phoenix Canada adjusted the VAR report program so that the purported open reverse repos were treated as short term long bonds (which they were not) and their risk assessed accordingly.
28. The adjustments to the VAR reports were unreliable because they were based solely on Duthie's representations as to the existence of the purported open reverse repos and the length of time such repos would be held. Phoenix Canada did not request nor maintain any documentation of the original trades of the purported open reverse repos to support or verify Duthie's representations.

(c) "Pricing" of the Purported Open Reverse Repos

29. Since there is no bond inventory associated with an open reverse repo, there is nothing to "price". Rather, the purported open reverse repos would earn interest income which ought to be recorded.
30. Taylor dealt with the purported open reverse repos based on Duthie's representations as follows: Duthie identified those bonds entered into the bond module which were the purported open reverse repos. He then assigned a "price" to the purported open reverse repos which would produce a capital gain figure on the general ledger equal to what he said was the interest earned on the purported open reverse repos. Taylor relied exclusively on Duthie to assign a "price" to the purported open reverse repos.
31. Taylor never reallocated the "capital gain" figure to interest income. Thus, the purported interest earned on the purported open reverse repos appeared on the general ledger as a capital gain. This "capital gain" was then carried over to the profit and loss statement relating to Duthie's market neutral strategy.
32. This method of dealing with the purported interest income earned on the purported open reverse

repos was fundamentally flawed. Further, since Phoenix Canada did not maintain or retain any documentation respecting the existence of the purported open reverse repos or the basis for Duthie's calculation of the adjusted "price", there was nothing against which to check these transactions.

(d) Segregation of Duties

33. Phoenix Canada failed to segregate duties relating to the purported open reverse repo transactions by:

- (i) relying solely on the representations of Duthie to allocate PFIA LP's U.S. bond inventory between long bonds and the purported open reverse repos;
- (ii) permitting Duthie to execute trades on behalf of PFIA LP respecting the purported open reverse repos and make the "pricing" adjustment relating to interest earned on the purported open reverse repos; and
- (iii) permitting Duthie to access collateral by virtue of his participation in cash management activities while engaged in his own profit and loss activities.

(e) Books and Records

34. Phoenix Canada did not maintain any books and records of the original trades of the purported open reverse repos. Taylor did not request or obtain any open reverse repo contracts. Further, there was no manual blotter or spreadsheet maintained for the purported open reverse repos.

35. Internal reports generated from the inadequate trade capture and accounting of the purported open reverse repos such as daily trade blotters, collateral reports, settlement reports, general ledger and trial balances were flawed and unreliable.

36. For example, the settlement report used to confirm and settle trades listed trades in the UST Notes (ie long bonds). The collateral usage report did not reflect the purported open reverse repos. The Operations Manager and Settlement Clerk who used these reports were unaware that the long bonds listed on the reports were a proxy for the purported open reverse repos.

Incorrect Reporting

37. Phoenix Canada reported incorrect information respecting the purported open reverse repos to the Bank of Bermuda, Phoenix Bermuda and the beneficial owners of PFIA LP. Phoenix Canada consistently reported the purported open reverse

repos as long bonds and the interest income as capital gains.

38. At no time did Taylor inform the Bank of Bermuda, Phoenix Canada's custodian, that Phoenix Canada was engaged in a trading strategy of repos and open reverse repos. Phoenix Canada submitted trade blotters, trial balances and net asset value calculations to the Bank of Bermuda which consistently reported the purported open reverse repos as long bonds.

39. Because Phoenix Canada did not notify the Bank of Bermuda that the long bond position was a proxy for the purported open reverse repos, the Bank was able to agree the trades reflected on the trade blotters to third party trade confirms.

Suitability

40. The accumulation of the UST Notes contravened PFIA LP's investment objectives and restrictions and thus, the Notes were not a suitable investment for PFIA LP.

Lack of Supervision

41. Taylor failed to provide his staff with sufficient information to carry out their responsibilities as it related to the purported open reverse repo transactions. Among other things, because Taylor did not inform the Settlement Clerk that the long bond position was a proxy for the purported open reverse repos, she was able to agree the trades reflected on the trade blotters to trade confirms.

Taylor's Misconduct

42. As the Director of Operations and then CFO of Phoenix Canada, Taylor failed to:

- (i) ensure that the books, records and other documents necessary for the proper recording of Phoenix Canada's purported open reverse repo transactions were maintained;
- (ii) establish and implement appropriate controls and procedures for the accurate capturing, recording, accounting and reporting of Phoenix Canada's purported open reverse repo transactions; and
- (iii) adequately supervise Phoenix Canada's accounting and operations staff.

43. Taylor's conduct was contrary to the public interest.

44. Staff reserves the right to make such further and other allegations as Staff may submit and the Commission may allow.

July 16, 2002.

1.3 News Releases

1.3.1 CSA News Release - CSA Adopts New Policy on Disclosure Standards

**For Immediate Release
July 15, 2002**

**CSA ADOPTS NEW POLICY ON
DISCLOSURE STANDARDS**

Toronto – Canadian securities regulators have adopted a policy statement that provides guidance and best practices on corporate disclosure and assists public companies in avoiding selective disclosure.

“It is fundamental that everyone investing in securities should have equal and timely access to information that may affect their investment decisions,” said Doug Hyndman, CSA Chair. “The law has required this for many years but we are giving companies fresh guidance to help them avoid selectively disclosing material information to analysts, institutional investors, investment dealers and market professionals.”

Selective disclosure occurs when a company discloses material non-public information to one or more individuals or companies and not broadly to the investing public. Selective disclosure can create opportunities for insider trading and also undermines retail investors’ confidence in the marketplace.

National Policy 51-201 Disclosure Standards provides guidance on best disclosure practices in a difficult area. “We need to strike the right balance between business pressures and the need for information to be broadly available to all investors,” added Hyndman. “Our recommendations are not intended to be prescriptive. We encourage companies to adopt the suggested measures, but flexibly and sensibly to fit their particular situation.”

Securities legislation presently prohibits tipping and insider trading. Tipping occurs when someone provides information about a material fact or a material change (privileged information under Québec legislation) before that information has been generally disclosed. Insider trading involves someone buying or selling securities with knowledge of a material fact or material change about the issuer that has not been generally disclosed. The policy includes best practices to help issuers and their insiders avoid situations that could lead to tipping or insider trading.

The new policy indicates that selective disclosure violations can occur in a variety of settings, including one-on-one discussions, such as analyst meetings, in industry conferences and other types of private meetings. “Companies should be very sensitive to the risks involved in private meetings with analysts”, said Hyndman.

The timely disclosure requirements and prohibitions against selective disclosure are substantially similar everywhere in Canada, but there are differences among the provinces

and territories, so companies should carefully review the legislation which is applicable to them for the details.

The policy is available on CSA members’ Web sites, at the addresses listed below.

Media relations contacts:

Joni Delaurier
Alberta Securities Commission
403-297-4481
www.albertasecurities.com

Michael Bernard
B.C. Securities Commission
604-899-6524
1-800-373-6393 (B.C. & Alberta only)
www.bcsc.bc.ca

Ainsley Cunningham
Manitoba Securities Commission
204-945-4733
1-800-655-5244 (Manitoba only)
www.msc.gov.mb.ca

Eric Pelletier
Ontario Securities Commission
416-595-8913
1-877-785-1555 (Ontario only)
www.osc.gov.on.ca

Barbara Timmins
Commission des valeurs mobilières du Québec
514-940-2176
1-800-361-5072 (Quebec only)
www.cvmq.com

**1.3.2 OSC to Consider a Settlement in the Matter of
(John) Blair Taylor**

**FOR IMMEDIATE RELEASE
July 16, 2002**

**ONTARIO SECURITIES COMMISSION TO CONSIDER
A SETTLEMENT IN THE MATTER OF
(JOHN) BLAIR TAYLOR**

TORONTO – On July 18, 2002 at 9:30 a.m., the Ontario Securities Commission will convene a hearing to consider a settlement reached by staff of the commission and the respondent (John) Blair Taylor.

From July 1997 to October 1999, Taylor was Phoenix Research and Trading Corporation's Director of Operations and Finance. In November 1999, he was appointed the CFO. Taylor never was a registered officer of Phoenix Canada.

The Phoenix Fixed Income Arbitrage Limited Partnership (PFIA LP) was a hedge fund managed by Phoenix Canada. PFIA LP collapsed in early January 2000 when Phoenix Canada discovered that one of its fixed income traders had accumulated a \$3.3 billion U.S. long position in U.S. 6% treasury notes due August 15, 2009 (the UST Notes). The UST Notes were not hedged and caused a significant overdraft position at the Bank of New York. PFIA LP was forced to liquidate its assets. The resulting loss to PFIA LP exceeded US\$120 million.

Staff alleges that Taylor failed to (i) keep the proper books and records; (ii) establish and implement the appropriate controls and procedures; and (iii) adequately supervise his staff.

The terms of the settlement agreement between staff and Taylor are confidential until approved by the commission. Copies of the notice of hearing and amended statement of allegations are available on the commission's website or from the commission's offices at 20 Queen Street West, Toronto.

For Media Inquiries: Eric Pelletier
Manager, Media Relations
416-595-8913

Michael Watson
Director, Enforcement Branch
416-593-8156

For Investor Inquiries: OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

**1.3.3 New Independent Public Oversight for
Auditors of Public Companies Announced by
Federal and Provincial Regulators and
Canada's Chartered Accountants**

**NEW INDEPENDENT PUBLIC OVERSIGHT
FOR AUDITORS OF PUBLIC COMPANIES
ANNOUNCED BY FEDERAL AND PROVINCIAL
REGULATORS AND CANADA'S CHARTERED
ACCOUNTANTS**

**More rigorous inspection, new quality control
requirements for CA firms**

TORONTO, July 17, 2002 – To strengthen confidence in capital markets and the credibility of financial statements, federal and provincial regulators and Canada's chartered accountants today announced the creation of a new system to oversee the auditors of public companies in Canada.

The Canadian Securities Administrators (CSA), the Office of the Superintendent of Financial Institutions (OSFI), and Canada's chartered accountants today released details about the new system, which includes:

- more rigorous inspection of auditors of public companies;
- tougher auditor independence rules; and
- new quality control requirements for firms auditing public companies.

The new requirements will apply to auditors of publicly listed companies and will be administered and enforced by the new Canadian Public Accountability Board (CPAB). The creation of the CPAB will ensure the independence and transparency of the new process.

Major firms conducting public company audits will now be reviewed annually and subject to a more comprehensive examination of their quality control policies and procedures. Failure to remedy significant deficiencies identified by the CPAB will result in sanctions and will also be communicated to the appropriate regulators, who may take action.

Canada's major CA firms have voluntarily agreed to implement the new requirements in October 2002, which will coincide with the establishment of the CPAB. The CPAB requirements will apply to all other firms auditing public companies within three years.

"This new oversight body is not controlled by the CA profession. The new system is based on independent, public oversight, tougher practice inspection and more rigorous quality control mechanisms," said Ontario Securities Commission Chair David Brown, who will chair the group mandated to appoint the CPAB members. "We intend to expose for public comment new rules that will require auditors of Canadian publicly listed companies to be members in good standing of the CPAB."

The CPAB will be made up of 11 individuals, including seven from outside the CA profession, and is expected to hold its first meeting in mid-October. The CPAB requirements will ensure that Canadian CA firms in the course of auditing public companies will:

- undergo more frequent and rigorous inspections, which will be conducted by a new national inspection body and will include public, annual reporting of results;
- accelerate the adoption of more stringent standards on auditor independence, including limits on the types of consulting services that can be provided to audit clients;
- rotate the lead partner on an audit on a regular basis;
- have a second partner review every audit; and
- have resources and procedures in place to ensure consultation takes place on difficult, sensitive or contentious issues.

“The fact that the CA firms that audit large companies have already agreed to implement these changes means we can proceed without delay to get the improvements in place,” said CICA President and CEO David Smith, adding that the changes will become part of the profession’s mandatory rules once they go through the various consultation and approval processes.

It is estimated that the new quality control system will cost at least \$6 million annually, which is double the amount currently spent on practice inspection by the CA profession through provincial CA Institutes/Ordre.

Media Backgrounders available at www.osc.gov.on.ca:

- Canadian Public Accountability Board
- Requirements for CA Firms that Audit Public Companies
- Sanctions for Auditors

For more information, or to arrange an interview, contact:

Eric Pelletier
Ontario Securities Commission
(416) 595-8913

Margaret Percy,
Office of the Superintendent of Financial Institutions
Office: (613) 993-0577; Cell: (613) 297-8412

Alex Wooley
Canadian Institute of Chartered Accountants
(416) 204-3450

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Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 United Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Decision declaring corporation to be no longer a reporting issuer following the acquisition of all of its outstanding securities by another issuer.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 83.

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ALBERTA, SASKATCHEWAN, ONTARIO, AND
QUÉBEC**

AND

**IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS**

AND

**IN THE MATTER OF UNITED INC.
MRRS DECISION DOCUMENT**

1. **WHEREAS** the Canadian securities regulatory authority or regulator (the "Decision Maker") in Alberta, Saskatchewan, Ontario, and Québec (the "Jurisdictions") has received an application from United Inc. ("United") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that United be deemed to have ceased to be a reporting issuer under the Legislation;
2. **AND WHEREAS** under the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the Alberta Securities Commission is the principal regulator for this application;
3. **AND WHEREAS** United has represented to the Decision Makers that:
 - 3.1 United is a corporation incorporated and subsisting under the *Business Corporations Act* (Alberta);

3.2 United's principal executive offices are located at 200, 808 B 4th Avenue S.W. Calgary, Alberta T2P 3E8;

3.3 United is a reporting issuer in the Jurisdictions and became a reporting issuer in Alberta on the closing of its initial public offering on May 19, 1998;

3.4 United is not in default of any of the requirements of the Legislation;

3.5 the authorized capital of United includes an unlimited number of common shares (the "Common Shares") and an unlimited number of unsecured debentures of which, as at October 25, 2001 there were 14,875,699 Common Shares and

\$3,410,000 of 11% unsecured debentures due March 31, 2005 (the "Debentures") outstanding;

3.6 under a share capital reorganization effective October 25, 2001, each Common Share was exchanged into either one class A redeemable non-voting preferred share ("Class A Share") which was redeemed by United for \$1.50 cash per share, or, one class B redeemable non-voting preferred share ("Class B Share") which was purchased by United Acquisition Corp. ("UAC") for \$0.20 cash and a \$1.65 series A debenture of UAC. All outstanding options to acquire Common Shares were either exercised or cancelled;

3.7 UAC now holds all of the Common Shares and the Debentures are held by 48 Debenture holders (the "Debenture Holders") of which, 22 have a registered address in Alberta, 22 have a registered address in Ontario and 4 have a registered address in British Columbia;

3.8 in April 2002, United sent a letter to the Debenture Holders describing its application (the "Application") to be deemed to have ceased to be a reporting issuer in the Jurisdictions and requested the consent of the Debenture Holders to the Application;

- 3.9 as of June 12, 2002, a majority of the Debenture Holders in number and in value have provided United with their consent to proceed with the Application;
- 3.10 the Common Shares were delisted from The Toronto Stock Exchange on October 30, 2001 and no securities of United are listed or quoted on any exchange or market;
- 3.11 other than the outstanding Common Shares and the Debentures, United has no securities, including debt securities, outstanding; and
- 3.12 United does not intend to seek public financing by way of an offering of its securities;
4. **AND WHEREAS** under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");
5. **AND WHEREAS** each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;
6. **THE DECISION** of the Decision Makers under the Legislation is that United is deemed to have ceased to be a reporting issuer under the Legislation.

July 8, 2002.

"Patricia M. Johnston"

2.1.2 CIBC World Markets Inc. - MRRS Decision

Headnote

MRRS - Relief granted, subject to certain conditions, from the requirement of section 36 of the Act that a registrant deliver trade confirmations to clients of its wrap account program and the revocation of a prior decision.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 36 and 144.

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA,
SASKATCHEWAN, ONTARIO, NEW BRUNSWICK,
NOVA SCOTIA, PRINCE EDWARD ISLAND,
NEWFOUNDLAND AND LABRADOR,
THE NORTHWEST TERRITORIES
AND NUNAVUT**

AND

**IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS**

AND

**IN THE MATTER OF
CIBC WORLD MARKETS INC.**

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in British Columbia, Alberta, Saskatchewan, Ontario, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, the Northwest Territories and Nunavut (the "Jurisdictions") has received an application from CIBC World Markets Inc. ("CIBC Wood Gundy") for:

1. a decision under the securities legislation of the Jurisdictions (the "Legislation") that the requirements contained in the Legislation to be registered as an adviser (the "Registration Requirements") do not apply to advisory services provided to CIBC Wood Gundy by CIBC World Markets Corp. ("Oppenheimer"), CM Investment Management Inc. ("CM") and other affiliated corporations of CIBC Wood Gundy (together the "Affiliates") and by portfolio managers carrying on business in Canada, the United States and elsewhere who act as sub-advisers to CIBC Wood Gundy (the "Advisers") in providing portfolio management services for the benefit of retail clients of CIBC Wood Gundy (the "Participating Clients") who participate in a wrap account program designated as the CIBC Wood Gundy Investment Advisory Service (the "IAS Program") or the CIBC Wood Gundy Investment Consulting

Service (the "ICS Program") (collectively, the "Programs");

2. a decision under the Legislation that the requirement (the "Trade Confirmation Requirement") in the Legislation that registered dealers, who have acted as principal or agent in connection with any trade in a security, promptly send by prepaid mail or deliver to the customer a written confirmation of the trade, setting forth certain information specified in the Legislation, does not apply so as to require that CIBC Wood Gundy send or deliver written confirmations to Participating Clients; and
3. a decision under the Legislation revoking the following decisions (collectively, the "Prior Decisions") of certain of the Decision Makers:
4. the NAS Decision Document dated October 9, 1998, IN THE MATTER OF CIBC WOOD GUNDY SECURITIES INC. (the "1998 Decision");
5. the MRRS Decision Document dated June 11, 1999, IN THE MATTER OF CIBC WOOD GUNDY SECURITIES INC. (the "1999 Decision");
6. the Exemption Order of the Registrar of Securities for Nunavut dated November 15, 1999, IN THE MATTER OF CIBC WORLD MARKETS INC. (the "1999 NV Order");
7. the Exemption Order of the Registrar of Securities for the Northwest Territories dated November 16, 1999, IN THE MATTER OF CIBC WORLD MARKETS INC. (the "1999 NWT Order");
8. the MRRS Decision Document dated May 11, 2000, IN THE MATTER OF CIBC WORLD MARKETS INC. (the "2000 Decision"); and
9. the Ruling and Order of the Nova Scotia Securities Commission dated June 2, 2000, IN THE MATTER OF CIBC WORLD MARKETS INC. (the "2000 NS Order");

AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the Alberta Securities Commission is the principal regulator for this application;

AND WHEREAS CIBC Wood Gundy has represented to the Decision Makers that:

1. CIBC Wood Gundy is an investment dealer registered under the Legislation in each province and territory in Canada;
2. under exemptions previously granted by the Decision Makers in the Prior Decisions, CIBC Wood Gundy makes available to its retail clients throughout Canada the IAS Program, which is based on the CIBC Oppenheimer Investment

Advisory Service provided in the United States by its affiliate, Oppenheimer, and which enables Participating Clients to invest in securities, including U.S. securities;

3. Oppenheimer is registered:
 - (a) in the United States as a broker-dealer under the *Securities Exchange Act of 1934* and as an adviser under the *Investment Advisers Act of 1940* (the "Investment Advisers Act"); and
 - (b) in Canada as an international adviser in Ontario, a portfolio manager and investment counsel (foreign) in Alberta and a non-resident portfolio manager in British Columbia;
4. in December, 2001 CIBC Wood Gundy acquired the Canadian retail brokerage business of Merrill Lynch Canada Inc. ("MLC"), which included the client accounts of Merrill Lynch Consults Canada Service ("MLCCS"), a wrap account program operated on a different basis than the IAS Program;
5. under the MLCCS each participating client selected one or more portfolio strategies from among over forty portfolio strategies provided to MLC by sub-advisers in and outside of Canada pursuant to agreements with MLC and its affiliate, Merrill Lynch Investment Managers Canada Inc. ("MLIMC") (each a "Strategy"), which Strategy or Strategies were selected with the advice of MLC and were implemented by MLC for their clients in client accounts fully handled by MLC, without any involvement of the sub-advisers beyond providing advice to MLC on investment Strategies in terms of the securities to be purchased for and their proportion of each Strategy;
6. MLC was assisted in the administration of these accounts by MLIMC, which also acted as a sub-adviser in the MLCCS program;
7. all of the shares of MLIMC were acquired by CIBC Wood Gundy's parent corporation, Canadian Imperial Bank of Commerce ("CIBC"), on January 31, 2002, and MLIMC is now an affiliate of CIBC Wood Gundy named CM Investment Management Inc. ("CM");
8. CM is registered as an adviser and limited market dealer in Ontario and is applying for registration as an investment counsel and portfolio manager in Manitoba;
9. CIBC Wood Gundy is currently in the process of integrating the acquired MLC business operations with its own and intends to make the ICS

- Program, which will be based on the MLCCS and the IAS Program, available to its retail clients throughout Canada;
10. the ICS Program will enable Participating Clients to invest in securities pursuant to investment Strategies, including U.S. and global Strategies;
11. the integration of these business operations will be accomplished over a period of time with MLCCS continuing as part of the ICS Program and with new client accounts following the approach of the IAS Program or the ICS Program, depending on the Adviser selected for the account;
12. the IAS Program will continue under its existing designation and the expanded MLCCS will be carried on as the ICS Program until June 28, 2002, when the IAS designation will cease to be used and both Programs will thereafter be carried on under the ICS designation;
13. in connection with the Programs, CIBC Wood Gundy intends to utilize the services of CM, and other of its Affiliates that are registered or licensed to carry on a securities advisory business in the jurisdiction in which they do so, to perform some or all of the activities performed by Oppenheimer for the IAS Program;
- The Programs**
14. the initial phase of the IAS Program, which was limited to U.S. dollar accounts managed by U.S. Advisers investing primarily in U.S. securities, with a minimum required investment of \$100,000 U.S. for each account, was implemented under:
- (i) the 1998 Decision in the Jurisdictions, except the Northwest Territories and Nunavut; and
 - (ii) the 1999 NWT Order and the 1999 NV Order in the Northwest Territories and Nunavut, respectively;
15. the IAS Program was extended to include Canadian dollar accounts managed by Canadian Advisers investing primarily in Canadian securities, with a minimum required investment of \$150,000 Canadian for each such account, under:
- (a) the 2000 Decision in the Jurisdictions, except Nova Scotia; and
 - (b) the 2000 NS Order in Nova Scotia;
16. CIBC Wood Gundy intends to extend the Programs to include global accounts, with a minimum required investment equivalent to \$150,000 Canadian, investing primarily in securities from other countries or regions
- managed by Advisers carrying on business in those countries or regions;
17. each account in the Programs will be a fully managed account managed by CIBC Wood Gundy acting as agent for the Participating Client under a program management agreement (a "PMA") with the Participating Client;
18. each Participating Client will provide CIBC Wood Gundy with its investment objectives and other information necessary to enable CIBC Wood Gundy, or Oppenheimer, CM or another Affiliate acting on behalf of CIBC Wood Gundy, to prepare a client profile for the Participating Client;
19. CIBC Wood Gundy will provide each Participating Client with a list of one or more Advisers, prepared by Oppenheimer, CM or another Affiliate, whose investment philosophy or Strategy is appropriate to the Participating Client's investment objectives;
20. all Advisers in the United States (the "U.S. Advisers") will be U.S. portfolio managers registered as advisers in the United States under the Investment Advisers Act who will provide services for U.S. dollar accounts investing primarily in U.S. securities or for U.S., global and international Strategies;
21. all Advisers in Canada (the "Canadian Advisers") will be Canadian portfolio managers registered as advisers under the securities legislation of one or more provinces, who will provide services for Canadian dollar accounts investing primarily in Canadian securities or for Canadian Strategies;
22. all Advisers in jurisdictions other than the United States or Canada ("Other Advisers") will be portfolio managers registered as advisers or otherwise licensed or legally qualified to provide portfolio management services under applicable legislation in the jurisdiction in which they carry on business and will provide services for accounts investing primarily in securities from that jurisdiction or the region in which it is located or for Strategies emphasizing that jurisdiction or the region in which it is located;
23. CIBC Wood Gundy will also provide each Participating Client with the information about each U.S. Adviser and Oppenheimer that is required to be given to clients in a written disclosure statement by Rule 204-3 under the Investment Advisers Act and with equivalent information about each Canadian Adviser and each Other Adviser;
24. the Participating Client will, with the assistance of CIBC Wood Gundy, select one or more Strategies or one or more Advisers to manage its account with CIBC Wood Gundy;

- 25. if the Participating Client selects one or more Strategies, CIBC Wood Gundy will manage the Participating Client's account on the basis of advice received by it from an Adviser concerning the Strategy;
- 26. if the Participating Client selects an Adviser to manage its account with CIBC Wood Gundy, the Adviser selected will manage the Participating Client's account with respect to investments and voting of securities held in the account and will maintain separate accounts and records for each Participating Client;
- 27. each Participating Client will agree in the PMA that written confirmations of transactions in the Participating Client's account will not be sent or delivered to the Participating Client;
- 28. CIBC Wood Gundy will:
 - (i) execute all transactions in the Participating Clients' accounts unless better execution can be obtained elsewhere;
 - (ii) provide confirmations of such transactions to the relevant Adviser and send the information contained in them to each relevant Participating Client with the monthly statement referred to in paragraph 3.28.4;
 - (iii) act as custodian for all securities held in its accounts unless the Participating Client directs otherwise; and
 - (iv) send monthly statements and quarterly performance reports prepared by CIBC Wood Gundy, Oppenheimer, CM or another Affiliate for each account to the relevant Participating Client;
- 29. a Participating Client must obtain all advice and information and give all instructions and directions through CIBC Wood Gundy and may meet with an Adviser only if the registered representative of CIBC Wood Gundy responsible for the Participating Client's account is present at all times;
- 30. a single wrap fee will be charged to Participating Clients for investment advisory services in the Programs, which fee will be calculated on the basis of assets under administration in the Participating Client's account, will include all fees payable to Oppenheimer, CM or another Affiliate and the Advisers and will not be based on the transactions effected in the account;
- 31. CIBC Wood Gundy will enter into agreements with Oppenheimer, CM or another Affiliate, and directly or through Oppenheimer, CM or the other Affiliate

acting on its own behalf and as agent for CIBC Wood Gundy, with each Adviser, which agreements will set out the obligations and duties of each party in connection with the Program and pursuant to which Oppenheimer, CM or the other Affiliate and the Advisers will agree to act as sub-advisers to CIBC Wood Gundy for the benefit of Participating Clients;

- 32. CIBC Wood Gundy will assume responsibility in the PMA to Participating Clients for all advice received from Oppenheimer, CM or another Affiliate and the Advisers, including responsibility for losses sustained by a Participating Client as a result of the negligence, wilful misconduct, bad faith or wilful neglect, default or failure to comply with applicable laws and regulations by CIBC Wood Gundy, Oppenheimer, CM, another Affiliate or an Adviser, and will not waive this responsibility; and
- 33. the Advisers who are not otherwise registered in Ontario will not be required to register as advisers under the *Securities Act* (Ontario) as the terms of the Programs and their agreements with CIBC Wood Gundy will bring them within the exemption from registration in section 7.3 of Rule 35-502 - Non-Resident Advisers under the *Securities Act* (Ontario);

AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers under the Legislation is that the Registration Requirements will not apply to Oppenheimer, CM, another Affiliate and the Advisers with respect to their activities in providing portfolio management and other services for the benefit of Participating Clients in connection with the Programs;

AND THE FURTHER DECISION of the Decision Makers under the Legislation is that, with respect to any transactions in a Participating Client's account in the Programs in which CIBC Wood Gundy acts as principal or agent in connection with the associated trade, the Trade Confirmation Requirements will not apply to CIBC Wood Gundy;

AND THE FURTHER DECISION of the Decision Makers under the Legislation is that the Prior Decisions are revoked.

July 5, 2002.

"Stephen P. Sibold"

"Glenda A. Campbell"

2.1.3 NCE Strategic Energy Fund - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications – investment trust exempt from prospectus and registration requirements in connection with issuance of units to existing unit holders pursuant to distribution reinvestment plan whereby distributions of income are reinvested in additional units of the trust, subject to certain conditions – first trade in additional units deemed a distribution unless made in compliance with certain conditions which do not include a seasoning requirement.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 25, 53 and 74(1).

Multilateral Instrument Cited

Multilateral Instrument 45-102 Resale of Securities.

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA, ALBERTA,
SASKATCHEWAN, MANITOBA, ONTARIO, QUEBEC,
NOVA SCOTIA, NEW BRUNSWICK,
PRINCE EDWARD ISLAND, NEWFOUNDLAND AND
LABRADOR, YUKON, NUNAVUT AND
NORTHWEST TERRITORIES**

AND

**IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS**

AND

**IN THE MATTER OF
NCE STRATEGIC ENERGY FUND**

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland and Labrador, Yukon, Nunavut and Northwest Territories (the "Jurisdictions") has received an application from NCE Strategic Energy Fund (the "Fund") for a decision, pursuant to the securities legislation of the Jurisdictions (the "Legislation") that the requirement contained in the Legislation to be registered to trade in a security and to file and obtain a receipt for a preliminary prospectus and a final prospectus (the "Registration and Prospectus Requirements") shall not apply to certain trades in units of the Fund ("Trust Units") which may be distributed to the holders of Trust Units ("Unitholders") in connection with the automatic reinvestment of certain distributions.

AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications ("System"), the Ontario Securities Commission is the principal regulator for this application;

AND WHEREAS the Fund has represented to the Decision Makers that:

1. The Fund is an unincorporated investment trust established under the laws of the Province of Ontario by a trust agreement dated as of February 14, 2002.
2. The Fund is not a "mutual fund" as defined in the Legislation because the Unitholders are not entitled to receive on demand an amount computed by reference to the value of a proportionate interest in the whole or in part of the net assets of the Fund as contemplated in the definition of "mutual fund" in the Legislation.
3. On April 11, 2002 the Fund became a reporting issuer or the equivalent thereof in each province and territory in Canada upon obtaining a receipt for its final prospectus dated April 11, 2002 (the "Prospectus"). As of the date hereof, the Fund is not in default of any requirements under the Legislation.
4. The beneficial interests in the Fund are divided into Trust Units which are a single class of limited voting units. The Fund is authorized to issue an unlimited number of Trust Units. Trust Units represent a Unitholder's proportionate undivided beneficial interest in the Fund.
5. The Trust Units are listed on The Toronto Stock Exchange.
6. The manager of the Fund is NCE Strategic Energy Management Corp. (the "Manager") which was incorporated pursuant to the *Business Corporations Act* (Ontario) on February 8, 2002 for the purpose of managing and administering the Fund.
7. The investment objectives of the Fund are to provide investors with superior rates of return, principally in the form of capital appreciation, and a cost-effective method of reducing investment risk through a diversification strategy focused on investment opportunities within the Canadian energy sector which have prospects for high growth in the near to medium term.
8. The Fund's fiscal year-end is December 31. Pursuant to the Trust Agreement, at least 25% of the net realized taxable capital gains, if any, arising from any sales of the Fund's investments during any calendar year and at least 50% of the Fund's net income, if any, earned during any calendar year will be payable to the Unitholders of record on December 31 of such calendar year and

will be distributed annually in cash on or prior to January 31 of the next year, and the Fund, in its sole discretion, may return capital and/or make cash distributions of net income and net realized taxable capital gains to the Unitholders from time to time (the "Distributions"). In addition, the Fund may make additional distributions in each year to Unitholders of record on December 31 in order to ensure there will be no income tax payable by the Fund under the *Income Tax Act* (Canada) (the "Additional Distributions") and such Additional Distributions will be made to Unitholders on or prior to January 31 of the next year.

9. The Additional Distributions will be automatically reinvested, on each Unitholder's behalf, in additional Trust Units, unless a Unitholder requests during the month of November, that the Additional Distributions payable to him or her in respect of the current year be paid in cash. Each of such Trust Unit will be issued at the closing price of the Trust Units on the last trading day of such year (the "Automatic Reinvestment Provision"). To the extent that a Unitholder would otherwise be entitled to receive a fractional Trust Unit, the Fund will distribute cash in lieu thereof.
10. No commissions, service charges or brokerage fees will be payable by Unitholders in connection with the acquisition of Trust Units pursuant to the Automatic Reinvestment Provision.
11. All Additional Distributions made to Unitholders who are not residents of Canada will be paid in cash and will not be reinvested.
12. The Unitholders do not have the option of making cash payments to purchase Trust Units under the Automatic Reinvestment Provision.
13. The distribution of the Trust Units by the Fund pursuant to the Automatic Reinvestment Provision cannot be made in reliance on certain registration and prospectus exemptions contained in the Legislation as the Automatic Reinvestment Provision involves the reinvestment of income distributed by the Fund and not the reinvestment of dividends or interest by the Fund.
14. The distribution of the Trust Units by the Fund pursuant to the Automatic Reinvestment Provision cannot be made in reliance on registration and prospectus exemptions contained in the Legislation for distribution reinvestment plans of mutual funds, as the Fund is not a "mutual fund" as defined in the Legislation.
15. The Fund is not a qualifying issuer as defined in Multilateral Instrument 45-102 *Resale of Securities* (MI 45-102).

AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each of the Decision Makers (collectively, the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Makers with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers pursuant to the Legislation is that the trades of Trust Units by the Fund to the Unitholders pursuant to the Automatic Reinvestment Provision shall not be subject to the Registration and Prospectus Requirements of the Legislation provided that:

- (a) at the time of the trade the Fund is a reporting issuer or the equivalent under the Legislation and is not in default of any requirements of the Legislation;
- (b) no sales charge is payable in respect of the distributions;
- (c) the Fund has sent, or has caused to be sent to each Unitholder prior to November 1st in each calendar year, a statement describing:
 - (i) the right to elect not to participate in the Automatic Reinvestment Provision and to instead receive the Additional Distribution payable to the Unitholder in respect of such calendar year in cash; and
 - (ii) instructions on how to exercise the right referred to in paragraph (i);
- (d) except in Quebec, the first trade in Trust Units acquired pursuant to this Decision in a Jurisdiction will be deemed a distribution or primary distribution to the public under the Legislation unless the conditions in paragraphs 2 through 5 of subsection 2.6(4) of MI 45-102 are satisfied;
- (e) in Quebec, the first trade (alienation) in Trust Units acquired pursuant to this Decision will be deemed to be a distribution or a primary distribution to the public unless:
 - (i) at the time of the first trade, the Fund is a reporting issuer in Quebec;
 - (ii) no unusual effort is made to prepare the market or to create

- a demand for the securities that are the subject of the alienation;
- (iii) no extraordinary commission or other consideration is paid in respect of the alienation;
 - (iv) the vendor of the securities, if in a special relationship with the Fund, has no reasonable grounds to believe that the Fund is in default of any requirement of securities legislation in Quebec; and
- (f) disclosure of the distribution of the Trust Units to Unitholders is made to the relevant Jurisdictions by providing the particulars of the date of the distribution of such Trust Units, the number of such Trust Units and the purchase price paid or to be paid for such Trust Units in:
- (i) an information circular or take-over bid circular filed in accordance with the Legislation; or
 - (ii) a letter filed with the Decision Maker in the relevant Jurisdiction by a person or company certifying that the person or company has knowledge of the facts contained in the letter,

when the Fund distributes such Trust Units for the first time and, thereafter, not less frequently than annually, unless the aggregate number of Trust Units so traded in any month exceeds 1% of the Trust Units outstanding at the beginning of the month in which the Trust Units were traded, in which case a separate report shall be filed in each relevant Jurisdiction in respect of that month within ten days of the end of such month.

July 10, 2002.

“Robert Korthals”

“Harold P. Hands”

2.1.4 Tango Mineral Resources Inc. - MRRS Decision

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - relief from the requirement that the author of a technical report be a member of a *professional association* in order to be considered a *qualified person*.

National Instruments Cited

National Instrument 43-101 - Standards of Disclosure for Mineral Projects, 2001 24 OSCB 303, ss. 1.2, 2.1 and 5.1.

IN THE MATTER OF THE SECURITIES LEGISLATION OF ONTARIO, QUEBEC, AND ALBERTA

AND

IN THE MATTER OF THE MUTUAL RELIANCE REVIEW SYSTEM FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF TANGO MINERAL RESOURCES INC.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the “Decision Maker” and collectively the “Decision Makers”) in each of Ontario, Quebec, and Alberta (the “Jurisdictions”) has received an application (the “Application”) from Tango Mineral Resources Inc. (formerly, Southern Africa Minerals Corporation) (the “Corporation”) for a decision under the securities legislation of the Jurisdictions (the “Legislation”) that : (1) the Corporation is exempt from the requirement contained in National Instrument 43-101 (“NI 43-101) that the author of a technical report or other information upon which disclosure of a scientific or technical nature is based be a member in good standing of a professional association in order for the author to be considered a “qualified person” as defined in NI 43-101 (the “Membership Qualification Requirement”); and (2) the Corporation is exempt from the requirement contained in the Legislation to pay a fee in connection with the Application (the “Application Fee Requirement”);

AND WHEREAS under Mutual Reliance Review System for Exemptive Relief Applications (the “System”), the Ontario Securities Commission is the principal regulator for this application;

AND WHEREAS the Corporation represented to the Decision Makers that:

1. The Corporation’s head office is located at Burlington, Ontario, Canada.
2. The Corporation is a reporting issuer or the

equivalent in each of the Jurisdictions and is not in default of any requirement of the Legislation.

3. The Corporation's securities are listed for trading on the Toronto Stock Exchange.
4. The Corporation is a mineral exploration company with properties in Mexico and Quebec.
5. The Corporation has retained Robert John Fraser to author technical reports required to be filed by the Corporation pursuant to NI 43-101 and to prepare information upon which the Corporation's disclosure of a scientific or technical nature may be based.
6. Robert John Fraser is a member of the Association of Geoscientists of Ontario ("AGO"). AGO was a "professional association" as defined in NI 43-101 until February 1, 2002.
7. AGO is being replaced in Ontario by the Association of Professional Geoscientists of Ontario ("APGO"). APGO is a "professional association" as defined in NI 43-101.
8. Robert John Fraser has applied to become a member of APGO and would be a "qualified person" as defined in NI 43-101 except only for not yet being a member in good standing of a "professional association".

AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Makers with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers under the Legislation is that the Corporation is exempt from the Membership Qualification Requirement and, except in Quebec, the Application Fee Requirement in connection with technical reports or other information prepared by Robert John Fraser provided that:

1. Robert John Fraser complies with all other elements of the definition of "qualified person" in NI 43-101; and
2. the relief in this Decision shall terminate on the earlier of: (1) the date Robert John Fraser becomes a member of APGO or is advised that his application for membership to APGO has been denied; and (2) February 1, 2003.

July 9, 2002.

"Iva Vranic"

2.1.5 CanDeal.ca Inc. - MRRS Decision

Headnote

Exemption pursuant to section 8.2 of National Instrument 21-101 Marketplace Operation to provide relief from the transparency requirements until the earlier of December 31, 2003 or the date upon which the total trading volume on CanDeal.ca Inc. in any category of fixed-income securities in at least three of the preceding four calendar quarters exceeds five percent (5%) of the total aggregate trading in such securities by all ATSS, inter-dealer bond brokers and dealers for such calendar quarter. During this exemption period, if CanDeal.ca Inc. sells or otherwise provides post-trade information to any information vendor, then CanDeal.ca Inc. has to provide that information to CanPX.

**IN THE MATTER OF
NATIONAL INSTRUMENT 21-101
MARKETPLACE OPERATION**

AND

**IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS**

AND

**IN THE MATTER OF
CANDEAL.CA INC.**

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia, Newfoundland and Labrador, New Brunswick, Prince Edward Island, Yukon Territory, Northwest Territories and Nunavut (the "Jurisdictions") has received an application from CanDeal.ca Inc. ("CanDeal") for a decision pursuant to National Instrument 21-101 Marketplace Operation ("NI-21-101") that CanDeal be granted an exemption from the post-trade information requirements contained in section 8.2 of NI 21-101;

AND WHEREAS pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the Ontario Securities Commission is the principal regulator for this application;

AND WHEREAS terms in this decision document that are defined in NI 21-101 are so identified as therein defined;

AND WHEREAS CanDeal has represented to the Decision Makers that:

1. CanDeal is an alternative trading system that will facilitate institutional trading between institutional customers ("Customers") and investment dealers, which investment dealers currently provide

liquidity in the market for fixed income securities, including government debt securities and corporate debt securities;

inter-dealer bond brokers and dealers for such calendar quarter;

2. CanDeal has applied to become a member of the Investment Dealers Association of Canada and has been registered or applied to be registered as an investment dealer, or its equivalent category, in each of the Jurisdictions;
3. CanDeal will, among other things (i) provide a real-time feed of best indicative prices for fixed income securities traded over CanDeal, (ii) provide Customers with access to quotes from multiple participating investment dealers through a single platform and (iii) enable trades to be executed electronically between such dealers and their customers;
4. CanDeal intends to provide facilities for trading various categories (each, a "Category") of debt securities including:
 - (i) Canadian government debt securities - 0-3 years,
 - (ii) Canadian government debt securities - 3-10 years,
 - (iii) Canadian government debt securities - 10 years and over,
 - (iv) provincial government debt securities - 0-10 years,
 - (v) provincial government debt securities - 10 years and over,
 - (vi) corporate debt securities – 0-10 years, and
 - (vii) corporate debt securities - 10 years and over;

AND IT IS FURTHER DECIDED that if CanDeal sells or otherwise provides post-trade information to any information vendor, the exemption from section 8.2 of NI 21-101 provided above shall not be available unless CanDeal thereupon on a timely basis provides such post-trade information to CanPX to the extent such post-trade information would have had to be so provided if section 8.2 of NI 21-101 applied.

July 12, 2002.

"Randee B. Pavalow"

AND WHEREAS under the System, this Decision Document evidences the decision of each Decision Maker;

AND WHEREAS each Decision Maker is satisfied that the test contained in NI 21-101 that provides the Decision Maker with the jurisdiction to make the Decision has been met;

IT IS HEREBY DECIDED by the Decision Makers that CanDeal shall be exempt from section 8.2 of NI 21-101 in respect of each Category until the earlier of:

- (a) December 31, 2003; and
- (b) the date when the total trading volume on CanDeal in any Category in at least three of the preceding four calendar quarters exceeds 5% of the total aggregate trading in such securities by all ATSS,

2.2 Orders

2.2.1 Shirmax Fashions Ltd. - s. 83

Headnote

Issuer deemed to have ceased to be reporting issuer under the Act.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 1(1), 6(3) and 83.

**IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, CHAPTER S.5, AS AMENDED (THE "ACT")**

AND

**IN THE MATTER OF
SHIRMAX FASHIONS LTD.**

**ORDER
(Section 83 of the Act)**

WHEREAS the Ontario Securities Commission (the "**Commission**") has received an application from Shirmax Fashions Ltd. ("**Shirmax**") for an order under section 83 of the Act that Shirmax be deemed to have ceased to be a reporting issuer under the Act;

AND WHEREAS it is being represented to the Commission that:

1. Shirmax was incorporated under the *Canada Business Corporations Act* on July 25, 1983.
2. Shirmax is a reporting issuer in the provinces of Québec and Ontario.
3. There were 11,535,877 issued and outstanding common shares in the capital of Shirmax as of June 24, 2002.
4. Pursuant to an application made to The Toronto Stock Exchange (the "TSE"), the common shares of Shirmax were delisted from trading on the TSE effective June 13, 2002.
5. There are currently no securities of Shirmax listed on any stock exchange or traded over the counter in Canada or elsewhere.
6. Shirmax is not in default of any of its obligations as a reporting issuer under the Legislation with the exception of its obligation to file its annual information form for the period ended January 31, 2002 and its first quarter interim statements for the period ended April 30, 2002. The take-over bid was completed before the obligation of Shirmax to file the annual information form and interim statements arose.

7. Pursuant to an offer to purchase all of the outstanding common shares of Shirmax made by Reitmans Acquisition Inc., a wholly owned subsidiary of Reitmans (Canada) Limited ("Reitmans"), on April 23, 2002 (the "Offer"), approximately 99% of such common shares of Shirmax were purchased by Reitmans on June 7, 2002.
8. As indicated in the Offer, Reitmans exercised its right under Section 206 of the *Canada Business Corporations Act* to acquire the shares held by holders who did not accept the Offer.
9. Accordingly, on June 20, 2002, the balance of the shares of Shirmax were issued in Reitmans' name.
10. As a result of the Offer and the completion of the compulsory acquisition, all of the outstanding shares of Shirmax are currently held by two wholly owned subsidiaries of Reitmans, Reitmans Acquisition Inc. and 3949265 Canada Inc.
11. Other than the 11,535,877 common shares held by Reitmans Acquisition Inc. and 3949265 Canada Inc., Shirmax has no other securities, including debt securities, outstanding.
12. It is not the present intention of Shirmax to seek public financing by way of an offering of securities.

AND WHEREAS the Commission being satisfied that to do so would not be prejudicial to the public interest;

THE DECISION, of the Commission under the Legislation is that Shirmax is deemed to have ceased to be a reporting issuer.

July 8, 2002.

"John Hughes"

2.2.2 Donner Minerals Ltd. - ss. 83.1(1), ss. 9.1(1) of NI 43-101 and ss. 59(2) of Sched. 1 to Reg. 1015

Headnote

Subsection 83.1(1) - issuer deemed to be a reporting issuer in Ontario - issuer has been a reporting issuer in British Columbia since June 1989 and in Alberta since November 1999 - issuer listed and posted for trading on the TSX Venture Exchange - continuous disclosure requirements of British Columbia and Alberta substantially identical to those of Ontario.

Statutes Cited

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 83.1(1).

**IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, CHAPTER S.5, AS AMENDED (the "Act"),
ONTARIO REGULATION 1015, R.R.O. 1990,
AS AMENDED (the "Regulation") AND
NATIONAL INSTRUMENT 43-101
STANDARDS OF DISCLOSURE FOR
MINERAL PROJECTS ("NI 43-101")**

AND

**IN THE MATTER OF
DONNER MINERALS LTD.

ORDER AND DECISION
(Subsection 83.1(1) of the Act, Subsection 9.1(1)
of NI 43-101 and Subsection 59(2) of
Schedule 1 to the Regulation)**

UPON the application of Donner Minerals Ltd. (the "Issuer") for an order pursuant to subsection 83.1(1) of the Act deeming the Issuer to be a reporting issuer for the purposes of Ontario securities law;

AND UPON the application of the Issuer to the Director of the Ontario Securities Commission (the "Commission") for a decision that the Issuer be exempt from the requirement contained in subsection 4.1(1) of NI 43-101 to file a technical report upon first becoming a reporting issuer in Ontario and pursuant to subsection 59(2) of Schedule 1 to the Regulation for a decision that the Applicant be exempt from the requirement contained in subsection 52(1) of Schedule 1 to the Regulation to pay a fee in connection with this application;

AND UPON considering the application and the recommendation of the staff of the Commission;

AND UPON the Issuer having represented to the Commission as follows:

1. The Issuer was incorporated on April 25, 1966 as a specially limited company under the name "Swim Lake Mines Ltd. (N.P.L.)" by registration of Memorandum and Articles pursuant to the

Company Act of British Columbia. The Issuer converted to a limited company on September 11, 1974 under the same name. On October 30, 1978 the Issuer consolidated its share capital on a 5:1 basis and changed its name to "Karma Ventures Incorporated". The Issuer changed its name to "Donner Resources Ltd." on December 21, 1982 and to "Donner Minerals Ltd." on November 7, 1997.

2. The head office of the Issuer is located at #1360 - 605 Robson Street, Vancouver, British Columbia, V6B 5J3. The address of the Issuer's registered office is #700 - 625 Howe Street, Vancouver, British Columbia, V6C 2T6.
3. The Issuer has been a reporting issuer under: (i) the *Securities Act* (British Columbia) (the "BC Act") since June 6, 1989, upon its filing a prospectus with the British Columbia Securities Commission, and (ii) the *Securities Act* (Alberta) (the "Alberta Act") on November 26, 1999 as a result of the merger of the Vancouver Stock Exchange and the Alberta Stock Exchange to form the Canadian Venture Exchange (now known as the "TSX Venture Exchange"). The Issuer is not on the list of defaulting reporting issuers maintained pursuant to the BC Act and the Alberta Act and is not in default of any of the requirements of the BC Act or the Alberta Act.
4. The Issuer is not a reporting issuer in Ontario, and is not a reporting issuer or equivalent in any other jurisdiction, other than British Columbia, Alberta and the United States.
5. The authorized capital stock of the Issuer consists of 100,000,000 common shares without par value. As at July 8, 2002, 54,547,207 common shares, 4,000,000 share purchase warrants and 9,008,398 options to purchase common shares of the Issuer were outstanding.
6. The Issuer has a "significant connection to Ontario" as defined by TSX Venture Exchange Policy 1.1 in that, as at January 31, 2002, approximately 11,144,888 common shares representing approximately 23% of the Issuer's outstanding common shares were registered to residents in Ontario. The Issuer has no other significant connection to Ontario.
7. The common shares of the Issuer have been listed and posted for trading on the TSX Venture Exchange (or its predecessors, the Canadian Venture Exchange and the Vancouver Stock Exchange) since June 26, 1989, and has traded under the symbol "DML" since November 7, 1997. The Issuer is in compliance with all requirements of the TSX Venture Exchange.

8. The continuous disclosure requirements of the BC Act and the Alberta Act are substantially the same as the requirements under the Act.
9. The continuous disclosure materials filed by the Issuer under the BC Act and the Alberta Act are available on the System for Electronic Document Analysis and Retrieval.
10. The Issuer is not a capital pool company as defined in the policies of the TSX Venture Exchange.
11. There have been no penalties or sanctions imposed against the Issuer by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority and the Issuer has not entered into any settlement agreement with any Canadian securities regulatory authority.
12. Neither the Issuer nor any of its officers, directors or controlling shareholders has (i) been the subject of any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority, (ii) entered into a settlement agreement with a Canadian securities regulatory authority, or (iii) been subject to any other penalties or sanctions imposed by a court or regulatory authority that would likely be considered important to a reasonable investor making an investment decision, except that Mr. David Patterson, a director and Chief Executive Officer, entered into a settlement agreement and agreed statement of facts with the British Columbia Securities Commission on October 13, 2000, whereby Mr. Patterson admitted to failing to file certain insider trading reports pertaining to trades made by a trust over which Mr. Patterson had direction and control. Mr Patterson was fined \$50,000 (inclusive of costs in the amount of \$10,000) and was prohibited from acting as a director or officer of any public company for a period of 15 months (which prohibition expired on January 14, 2002).
13. Neither the Issuer nor any of its officers, directors or controlling shareholders is or has been subject to any (i) known ongoing or concluded investigations by any Canadian securities regulatory authority or any court or regulatory body, other than as noted in item 12 above, that would be likely to be considered important to a reasonable investor making an investment decision; or (ii) any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or the appointment of a receiver, receiver-manager or trustee, within the ten years before the date of this application.
14. No director, officer or controlling shareholder of the Issuer is or has been, within the ten years before the date of this application, a director or officer of any other issuer which is or has been subject to: (i) any cease-trade or similar order, or orders that denied access to any exemption under Ontario securities law, for a period of more than thirty consecutive days; or (ii) any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or the appointment of a receiver, receiver-manager or trustee.
15. The issuer holds certain interests in mineral properties located in Labrador (the "Labrador Property") and in Manitoba (the "Manitoba Property"). The Labrador Property and the Manitoba Property are the only properties material to the Issuer.
16. Subsection 4.1(1) of NI 43-101 provides that, upon first becoming a reporting issuer in a Canadian jurisdiction, an issuer shall file with the securities regulatory authority in that Canadian jurisdiction a current technical report for each property material to the issuer.
17. The Issuer does not have a current technical report relating to either the Labrador Property or the Manitoba Property that complies with NI 43-101 and would not otherwise be required to file a technical report that complies with NI 43-101 with respect to either property pursuant to NI 43-101 at this time except for having to become a reporting issuer in Ontario pursuant to the TSX Venture Exchange Corporate Finance Manual.

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest:

IT IS HEREBY ORDERED pursuant to subsection 83.1(1) of the Act that the Issuer be deemed a reporting issuer for the purposes of Ontario securities law.

July 12, 2002.

"Iva Vranic"

AND IT IS DECIDED pursuant to subsection 9.1(1) of NI 43-101 that, with respect to the Labrador Property and the Manitoba Property, the Issuer is exempt from subsection 4.1(1) of NI 43-101 upon being deemed to be a reporting issuer in Ontario;

AND IT IS FURTHER DECIDED pursuant to subsection 59(2) of Schedule 1 to the Regulation that the Issuer is exempt from the requirement contained in subsection 53(1) of Schedule 1 to the Regulation to pay a fee in connection with the making of this application.

July 12, 2002.

"Iva Vranic"

2.3 Rulings

2.3.1 R2 Technology, Inc. - ss. 74(1)

Headnote

MRRS - trades in securities of foreign issuer in connection with U.S. offering by U.S. dealer on behalf of one Ontario participant, an accredited investor, exempt from registration requirements, provided conditions in s. 2.14(1) of MI 45-102 are satisfied.

Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 25(1), 53(1), 74(1).

Applicable Ontario Rule

Rule 45-501 Exempt Distributions.

Applicable Instrument

Multilateral Instrument 45-501 Resale of Securities - s. 2.14(1).

**IN THE MATTER OF
THE SECURITIES ACT
R.S.O. 1990, CHAPTER S.5, AS AMENDED (The "Act")**

AND

**IN THE MATTER OF
R2 TECHNOLOGY, INC.**

**RULING
(Subsection 74(1))**

UPON the application of R2 Technology, Inc. (the "Filer") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to subsection 74(1) of the Act that certain trades in shares of common stock (the "Shares") by U.S. Bancorp Piper Jaffray Inc. (the "Dealer") to a business associate of the Filer residing in Ontario (the "Canadian Participant") shall not be subject to section 25 or 53 of the Act;

AND UPON considering the application and the recommendation of staff of the Commission;

AND UPON the Filer having represented to the Commission that:

1. The Filer is a corporation incorporated under the laws of the State of Delaware with its principal executive offices located at 1195 West Fremont Avenue, Sunnyvale, California 94087, USA.
2. The authorized share capital of the Filer as at December 31, 2001 consists of 80,025,000 Shares and 65,550,000 redeemable convertible preferred shares, of which 1,257,995 Shares and

29,507,541 redeemable convertible preferred shares were issued and outstanding.

3. The Filer is not, and has no present intention of becoming, a reporting issuer in Ontario.
4. The Filer will be completing an initial public offering of the Shares in the United States (the "Offering") and has filed a registration statement on Form S-1, as amended, with the United States Securities and Exchange Commission (the "Preliminary Prospectus").
5. The Filer proposes to offer 4,500,000 Shares under the Offering of which up to 225,000 Shares, or five percent (5%), are reserved for sale to certain customers, partners and business associates of the Filer.
6. Upon completion of the Offering, the Shares will be listed on the Nasdaq National Market (the "NASDAQ").
7. There is one (1) Canadian Participant presently residing in the province of Ontario.
8. The Offering is being made available in Ontario to a business associate of the Filer. Specifically, the business associate is the President and Chief Operating Officer of a technology company, who has maintained a close business relationship with the Filer's Chief Executive Officer for the past four (4) years and various other officers of the Filer for more than five (5) years. In addition, the Canadian Participant has provided the Filer with technological advice in a networking relationship/technology knowledge capacity over the past several years, holds an MBA and has extensive business and management experience.
9. The Canadian Participant has represented to the Filer and the Dealer that he is an "accredited investor", within the meaning of Commission Rule 45-501 – Exempt Distributions.
10. The Shares will be offered to the Canadian Participant at a price equal to the price of the Shares offered to the public in connection with the Offering.
11. Participation in the Offering is voluntary and a copy of the Preliminary and Final Prospectuses (which were prepared in accordance with U.S. federal securities laws) will be forwarded to the Canadian Participant.
12. After giving effect to the Offering, the aggregate number of Shares held by Canadian residents will be less than 10% of the issued and outstanding shares of the Filer and the number of registered Canadian residents holding Shares will not be more than 10% of the total number of holders of issued and outstanding Shares of the Filer.

13. There is not expected to be a market for the Shares in Ontario and it is intended that any resale of Shares acquired under the Offering will be effected through the facilities of the NASDAQ in accordance with its rules and regulations.
14. The annual reports, proxy materials and other materials generally distributed to the Filer's shareholders resident in the United States will be provided to the Canadian Participant at the same time and in the same manner as the documents provided to United States resident shareholders.
15. The Canadian Participant will be provided with a notice advising that the Canadian Participant will not have any rights against the Filer under the Legislation and, as a result, must rely on other remedies which may be available, including common law rights of action for damages or rescission or rights of action under the civil liability provisions of U.S. federal securities laws.
16. The Dealer is currently registered in Ontario under the category of International Dealer as evidenced by the Commission's most recent published list of registrants dated June 20, 2002. Furthermore, the Dealer is a U.S. investment bank providing a full range of investment banking services, registered as a broker-dealer with the United States Securities and Exchange Commission ("SEC"); the National Association of Securities Dealers ("NASD"); and with the securities regulatory authorities in fifty-two (52) U.S. jurisdictions.
17. The Dealer will act as agent or plan administrator for the Canadian Participant and will only open a restricted/liquidating account for the Canadian Participant which account will be limited to holding only the Filer's Shares and will be closed following the sale of all of the Filer's Shares held in such account.

- B. the first trade by the Dealer in any Shares acquired under the Offering on behalf of the Canadian Participant shall be deemed a distribution unless the conditions in subsection (1) of section 2.14 of Multilateral Instrument 45-102 Resale of Securities are satisfied.

July 12, 2002.

"Theresa McLeod"

"Harold P. Hands"

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS RULED pursuant to subsection 74(1) of the Act that:

- A. the trades in Shares by the Dealer to the Canadian Participant or on behalf of the Canadian Participant are not subject to section 25 or 53 of the Act; and

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Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 Reasons for Decision

DECISION

3.1.1 Piergiorgio Donnini

**IN THE MATTER OF
THE SECURITIES ACT
R.S.O. 1990, c. S. 5, AS AMENDED**

AND

**IN THE MATTER OF
PIERGIORGIO DONNINI**

**HEARING PURSUANT TO SECTION 127(1) AND 127.1
OF THE SECURITIES ACT**

Hearing: May 13, 14, 15, 16 and 17, 2002

Panel: Paul M. Moore, Q.C. - Vice-Chair (Chair of the Panel)
Kerry D. Adams, FCA - Commissioner
Harold P. Hands - Commissioner

Counsel: Johanna Superina - For the Staff of the Ontario Securities Commission
Yvonne Chisholm
Alan Lenczner - For the Respondent
Graham King
Eleni Maroudas
Colin Stevenson

The following excerpt has been prepared for purposes of publication in the Ontario Securities Commission Bulletin. It is based on the transcript of the hearing at which the decision as to liability was given in the matter of Piergiorgio Donnini. The transcript has been edited, supplemented and approved by the panel for the purpose of providing a public record of the panel's decision in the matter.

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We have had five days of hearings in this matter pursuant to an amended Notice of Hearing dated May 7, 2002 concerning allegations of staff of the Ontario Securities Commission as to the trading by Piergiorgio Donnini ("Donnini") in shares of Kasten Chase Applied Research Limited ("KCA") on February 29, 2000 and March 1, 2000.

At the beginning of the hearing, the Commission ruled that it would hear evidence and argument as to appropriate sanctions, if any, after it came to a decision on liability.

1. The question in this case is whether Piergiorgio Donnini had knowledge of a material fact that had not been generally disclosed when he sold shares of KCA after 2:45 p.m. on February 29 and on March 1, 2000.
2. Commissioners Moore and Adams have decided that Donnini did have knowledge of a material fact when he sold shares of KCA after 2:45 p.m. on February 29 and on March 1. Commissioner Hands, without deciding that Donnini had knowledge of a material fact, has decided that Donnini acted contrary to the public interest when he continued to trade KCA shares without ascertaining through further inquiry that the information he had was clearly not a material fact concerning KCA. Consequently, we have decided that it is in order for us to hear any additional argument and evidence that counsel may wish to lead as to appropriate sanctions under section 127.
3. We will issue reasons for our decision after we have made a decision as to appropriate sanctions.
4. In order to give counsel guidance in presenting evidence, if any, and argument as to appropriate sanctions, we will now give a brief outline of our principal findings and conclusions.
5. We find that:
 - 1) KCA was in strained financial straits prior to the first special warrant financing. For its longer-term viability, it was still in need of a cash infusion when a second financing was proposed by Gordon Scott Paterson ("Paterson") to Michael John Milligan ("Milligan") at 9:42 a.m. on February 29, 2000: the second financing would open up options and possibilities for KCA and provide a cushion against running out of cash before the end of the year 2000.
 - 2) The technology market bubble presented a unique market opportunity for the second financing.
 - 3) Donnini found out from Milligan at 10:30 a.m. on February 29, 2000, that Paterson had proposed to Milligan a second financing for KCA. Milligan identified himself to Donnini as the CFO of KCA. It

- was the first time Donnini knew of Milligan, a fact which was noted by Donnini.
- 4) Donnini spoke with Milligan by telephone on a subsequent occasion that same day prior to Donnini's conference with Paterson in Mark McQueen's ("McQueen") presence.
- 5) Donnini knew the fundamentals of KCA from, at least, February 11, 2000, when the first financing was announced.
- 6) Donnini was actively buying and selling shares of KCA from at least February 15 through March 1.
- 7) Donnini shorted shares of KCA on ten days between and including February 15 and March 1.
- 8) Donnini spoke with Paterson on a daily basis when he was putting on shorts, although he says he did not talk to Paterson on March 1.
- 9) Paterson talked with Donnini on February 28 or before the market opening on February 29 about Yorkton Securities Inc.'s ("Yorkton") short position in KCA.
- 10) Paterson knew that KCA closed at \$6.75 on February 28 and believed that KCA would open on the 29th at a higher price.
- 11) At 2:45 p.m. on February 29, Donnini knew that Paterson had just spoken to Milligan and proposed a second financing to Milligan, that Paterson believed that the second special warrant financing could be done, that Paterson was thinking of a size of \$10 million and a price at a discount from market, and that \$6.75 was likely the price.
- 12) Donnini was a long standing colleague of Paterson. Donnini and Paterson spoke almost every day. Paterson appears to be cocksure and a wunderkind. Donnini knew how Paterson operated.
- 13) The first financing was negotiated in a very short period of time. Most of the terms of the first financing were set by Yorkton and KCA did not have much flexibility in setting the terms.
- 14) Donnini had knowledge of the facts referred to in subsections 1) to 12) of this item 5.
- 15) Donnini was the head liability trader and the head institutional trader at Yorkton.
- 16) On February 29, 2000, Donnini was of the opinion that a second special warrant financing at \$10 million for \$6.75 per share could be done.
- 17) With respect to the four scenarios referred to by Mr. Lenczner as being available after the telephone conference among Milligan, Paterson and McQueen:
- a) The possibility that Temple Ridge (1996) Ltd. ("Temple Ridge") might do a secondary offering had been taken off the table by Paterson by mid-day on February 29, 2000: in a discreet telephone call to Milligan prior to the telephone conference, Paterson made it clear that there was no interest for a secondary offering. Besides, such an offering could not take place without Yorkton's consent. Furthermore, Paterson advised Milligan in the telephone conference that KCA directors should put the interests of shareholders in doing a treasury issue ahead of the interests of Temple Ridge in doing a secondary offering. A secondary offering was something that was always on the minds of Milligan and Hyde, but they were not preoccupied with it.
- b) Since a secondary offering by Temple Ridge was not really on the table, a combination of a second special warrant financing and a secondary offering by Temple Ridge was not a realistic option.
- c) The proposed second special warrant financing was the principal scenario. KCA needed the cash: it would make KCA's longer-term viability more certain and would open options to it. Market conditions were unbelievably favourable. The underwriter proposing the transaction believed it could be done in spite of the fundamentals of KCA that under normal market conditions would not permit KCA to do such a financing. Given the nature or

- condition of the markets generally at that point in time; given that KCA had improved its balance sheet by the first transaction; and that it was Paterson who was proposing a transaction that could significantly improve the balance sheet of KCA again, Milligan, as chief financial officer of KCA, was very interested in Paterson's proposal and was considering it very seriously even before the conference telephone call. Finally, none of the other options discussed, nor Paterson's desire to borrow shares from Temple Ridge, was a pre-requisite to a second special warrant financing. On the conference call among Paterson, Milligan and McQueen, they talked size, pricing, fees and a similar kind of structure to the first special warrant financing. There was little flexibility by Yorkton on the discussion point of compensation. Milligan's sense at the end of the conversation, which we accept, was that there were still some issues to be negotiated, that KCA needed to do some talking, and that the parties would pick up the conversation later. In other words, negotiations were seriously underway.
- d) There was the possibility of no deal at all. This, we find, was the most remote possibility. It would only be reasonable to believe it would occur if, prior to concluding a deal, an unanticipated event occurred, such as a drastic reversal in the market.
- 18) There were conversations on February 29 in which Paterson seemed to suggest to Milligan that the borrowing by Yorkton of KCA shares owned by Temple Ridge be connected with a second special warrant financing. This was not a precondition of Paterson to do the second special warrant financing. Furthermore, Milligan made it clear in the conference call with Paterson, Milligan and McQueen that he wanted to concentrate on a straight second special warrant financing without a borrowing, and Paterson was amendable to focussing the discussion on a second special warrant financing.
- 19) On February 29, 2000, prior to the conference call with Milligan, Paterson asked McQueen to listen in on the negotiations with Milligan, with instructions to draw up an engagement letter afterwards. After the call, McQueen began preparation of an engagement letter for the second financing and engaged Yorkton's outside legal counsel.
- 20) Prior to the conference call with Paterson and McQueen, Milligan had engaged outside legal counsel to assist in the transaction. During the call, Milligan indicated that he would take the deal to his board on March 1, 2000.
- 21) After the conference call, Paterson was quite succinct with Donnini. Donnini was not told by Paterson about the multitude of things that Paterson had spoken to Milligan about.
6. We conclude that, although the final size, price and other terms were not finalized until mid-day on March 1, 2000, the second special warrant financing discussions between senior representatives of KCA and Yorkton were sufficiently advanced by 2:45 p.m. on February 29, 2000 that these discussions were a material fact at that point in time, having regard to the probability of the financing proceeding and the magnitude of the proposed offering. Specifically, we conclude:
- 1) Donnini knew the probable size of \$10 million and probable price of \$6.75. Without concluding whether it was necessary that Donnini also have some knowledge of the probability of the second special warrant financing for him to have had the requisite knowledge for a breach by him of section 76(1) of the Act, Commissioners Moore and Adams find that, at least after the conference with Paterson and McQueen, Donnini did in fact have sufficient knowledge of the probability of the second special warrant financing, including its probable size and price, that he had knowledge of a material fact relating to KCA that had not been generally disclosed when he sold shares of KCA after 2:45 p.m. on February 29, 2000 and on March 1, 2000. Those share sales were in contravention of section 76(1) of the Act. Commissioners Moore and Adams are also of the view that once Donnini learned from Milligan in the 10:30 a.m. phone call that Paterson had proposed a

financing for KCA, the better course of action for Donnini, in light of his duty and obligations to the marketplace as a registrant authorized to trade for the account of Yorkton, would have been to cease from that time trading in shares of KCA, until he could satisfy himself that discussions between Yorkton and KCA concerning a possible financing would not continue, or, if they were to continue, until after an announcement of a transaction, ultimately, had been made.

- 2) While Commissioner Hands has not concluded that Donnini had sufficient knowledge of the probability that the second special warrant financing would proceed and, therefore, that the information he had was a material fact, he is satisfied that the information Donnini possessed at the end of his discussion with Paterson in the presence of McQueen, raised sufficient red flags that the information might well be a material fact. Accordingly, as a registrant who was the senior liability trader and head institutional trader at Yorkton, Donnini had a duty to be vigilant not to buy or sell shares of KCA until he had inquired about the importance of the non-public information that he had learned about KCA. Information in connection with a possible financing of KCA, where Donnini knew that Paterson had been speaking to the chief financial officer of KCA, should not have been assumed by Donnini not to be material merely because no one warned Donnini that the information was material or that Donnini should not continue to trade. Donnini, who had two conversations with the chief financial officer of KCA on February 29, and a conversation later that day with the chief executive officer and senior corporate finance deal-maker at Yorkton in the context of a possible financing had a positive duty to refrain from trading when he became aware of the information he had until he had satisfied himself definitely and without doubt, after reasonable inquiry and further reflection, that the information was not a material fact. His failure to exercise due diligence to avoid a possible breach of section 76(1) was contrary to the public interest.
- 3) We accept for the most part the evidence of Paterson and McQueen with respect to the conversation between Paterson and Donnini in the presence of McQueen. In judging Donnini's conduct under the circumstances, none of us is prepared to give Donnini the benefit of sheltering

behind his own inaction or his inability (whether real or feigned) to recollect. It is fundamental to the integrity of the capital markets that registrants adhere to the highest standards when dealing with confidential information that could be, or could become, material. As a registrant, Donnini had a duty to adhere to a standard of conduct, consistent with the policy reflected in Ontario Securities Commission Policy 33-601, designed to assure the investing public that it may have confidence in a fair marketplace. This policy, it should be noted, deals not only with probable, but also possible, transactions that could be material. It is, among other reasons, to prevent their traders generally from being frozen from trading that investment dealers erect Chinese walls and take other precautions to prevent persons outside their corporate finance departments from advertently or inadvertently finding out about potentially material transactions.

- 4) Donnini was not a credible witness. He has been unrepentant and unwilling to acknowledge that his conduct was unbecoming a registrant and contrary to the public interest.
 - 5) Although Donnini was not an officer or director of Yorkton, he was the fourth largest shareholder, the senior liability trader and the senior institutional trader of Yorkton. He was a colleague of Paterson. He was more a chief lieutenant than a common foot-soldier.
7. In presenting evidence and argument as to sanctions, we would like counsel to address at least the following questions:
- 1) What relevance should we give to the sanctions imposed under the Yorkton and Paterson settlements? Specifically:
 - a) What relevance should we give to the fact that Yorkton and Paterson settled while Donnini did not?
 - b) We do not have authority to impose a fine. In comparing sanctions under the Yorkton and Paterson settlements with sanctions we may impose, what proxy value, if any, should we give to the voluntary payments paid by Yorkton and Paterson under their settlements?

- 2) In addition to considering the sanctions imposed pursuant to the Yorkton and Paterson settlements, should we look at sanctions imposed after other contested hearings and pursuant to other settlements?

- 3) What emphasis should we give to the effect that sanctions will have on confidence in the capital markets? In particular, what weight should we give to proportionality of sanctions as measured by precedent compared to the impact of sanctions in this case on confidence in the capital markets?

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Chapter 4

Cease Trading Orders

4.2.1 Management & Insider Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Extending Order	Date of Lapse/ Expire	Date of Issuer Temporary Order
Goldpark China Limited	24 May 02	06 June 02	06 June 02		
Greentree Gas & Oil Ltd.	24 May 02	06 June 02	06 June 02		
Intelligent Web Technologies Inc. (formerly cs-live.com inc.)	28 May 02	10 June 02	10 June 02		11 Jul 02
Merchant Capital Group Incorporated	23 May 02	05 June 02	05 June 02		
Petrolex Energy Corporation	28 May 02	10 June 02	10 June 02		
Systech Retail Systems Inc.	27 June 02	10 July 02	10 Jul 02		
Visa Gold Explorations Inc.	28 May 02	10 June 02	10 June 02	16 Jul 02	
Vision SCMS Inc.	23 May 02	05 June 02	05 June 02		

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Request for Comments

**6.1.1 NI 81-102 & 81-102CP Mutual Funds and
NI 81-101 Mutual Fund Prospectus Disclosure**

**NOTICE OF
PROPOSED AMENDMENTS TO**

**NATIONAL INSTRUMENT 81-102
AND COMPANION POLICY 81-102CP
MUTUAL FUNDS**

**AND TO
NATIONAL INSTRUMENT 81-101
MUTUAL FUND PROSPECTUS DISCLOSURE
AND
FORM 81-101F1
CONTENTS OF SIMPLIFIED PROSPECTUS
AND
FORM 81-101F2
CONTENTS OF ANNUAL INFORMATION FORM**

Introduction

The Canadian Securities Administrators (the “CSA”), with this Notice, are publishing for comment proposals that would modify the current regulatory framework for fund of funds structures contained in National Instrument 81-102 *Mutual Funds* (“NI 81-102”). These proposals would also impose certain disclosure requirements specific to fund of funds structures through amendments to National Policy 81-101 *Mutual Fund Prospectus Disclosure* (“NI 81-101”) and its related Forms 81-101F1 *Contents of Simplified Prospectus* (“Form 81-101F1”) and 81-101F2 *Contents of Annual Information Form* (“Form 81-101F2”).

The proposed amendments (the “Fund of Funds Amendments”) would:

- allow a top fund to invest a percentage of its net assets in a bottom fund or a RSP clone fund in excess of the 10 percent concentration restriction that is prescribed by subsection 2.1(1) of NI 81-102;
- allow a top fund to purchase more than 10 percent of the securities issued by a bottom fund or a RSP clone fund in excess of the 10 percent control restriction that is prescribed by subsection 2.2(1) of NI 81-102;
- remove the current restriction contained in subsection 2.5 (1) of NI 81-102 that prohibits a mutual fund from investing more than 10 per cent of its net assets in securities of other mutual funds;

- permit a top fund to invest only in a bottom fund to which NI 81-102 and NI 81-101 apply;
- prohibit the payment of sales charges, redemption fees or other fees by a top fund in relation to its purchase or sale of the securities of other mutual funds;
- prohibit duplication of management fees, including incentive fees, between a top fund and other mutual funds;
- prohibit a top fund from voting the securities of other mutual funds if the funds are under common management;
- require a top fund to disclose in its simplified prospectus that it may purchase securities of other mutual funds, the percentage of net assets dedicated to these purchases and the process or criteria of selection of mutual funds;
- where more than 10% of the securities of a bottom fund or RSP clone fund are held by a top fund, require the bottom fund or RSP clone fund to disclose in the simplified prospectus the risks associated with a possible massive redemption requested by the top fund;
- restrict multiple layering of fund of funds structures; and
- provide for a transition period of one year after the coming into force of the Fund of Funds Amendments for a mutual fund that has obtained a prior exemption, waiver or approval in connection with a fund of funds structure.

In addition to the Fund of Funds Amendments, the CSA also propose to make a number of miscellaneous amendments (the “Miscellaneous Amendments”) to NI 81-102, Companion Policy 81-102CP (“81-102CP”), NI 81-101 and Form 81-101F1. The substance and purpose of the Miscellaneous Amendments are described below.

Substance and Purpose of the Fund of Funds Amendments

Current Regulatory Regime

For many years, mutual funds have applied for and received on occasion exemptive relief (collectively, the “Existing Decisions”) from sections 2.1, 2.2 and 2.5 of NI 81-102 (and from their precursors in “National Policy Statement No.39 Mutual Funds”) and from conflict of

interest provisions in the securities legislation of various jurisdictions to permit fund of funds structures. The exemptive relief has been granted subject to numerous conditions. Several fund of funds structures currently exist in Canada for different purposes, including asset allocation programs, foreign exposure, branding of third party funds, mirroring of mutual fund trusts by corporate funds and RSP clone funds.

Under the current regulatory regime, investors in the securities of a top fund are treated *as if they themselves purchased the securities of the bottom fund*. The CSA have re-considered the current approach of the Existing Decisions.

Fundamental Principle of Proposed Approach

The proposed amendments are based on the principle that a mutual fund is one of many potential investments that a portfolio adviser may make with the assets of a top fund. The portfolio adviser of the top fund in a fund of funds structure should be able to determine, at any given time, how much to invest in one or more bottom funds in order to meet the investment objective of the top fund. Subject to certain exceptions, a mutual fund should be able to pursue its investment objectives indirectly (i.e. through another mutual fund) as it could do directly. This means that the bottom funds should be subject to the same rules as the top fund.

Active Management of Bottom Funds

As mentioned above, the Existing Decisions are based on the principle that securityholders of a top fund should be treated as if they had directly invested in each bottom fund. As a result, the Existing Decisions restrict the ability of portfolio advisors to change investments in bottom funds from what is disclosed in the top fund's simplified prospectus. The existing structures have been termed "passive" fund of funds because the simplified prospectus discloses the fixed percentages invested in each bottom fund. In addition, 60 days notice to unitholders and an amendment to the simplified prospectus of the top fund is required to change bottom funds or their fixed percentages.

We propose that the portfolio manager(s) of a top fund be permitted to actively manage the top funds investments in bottom funds. The portfolio manager(s) of a top fund will then be able to make investment decisions in accordance with the investment objectives and strategies of the top fund.

Concentration and Control Restrictions

The Existing Decisions have provided relief from the concentration and control restrictions in sections 2.1 and 2.2 of NI 81-102 subject to conditions. We propose that a top fund would be exempt from these restrictions with respect to bottom funds or a RSP clone fund that are NI 81-101 mutual funds.

Investments Limited to NI 81-101 Funds and Index Participation Units ("IPUs")

The proposal provides that a top fund would only be able to invest in a bottom fund if that bottom fund was qualified for sale in the same jurisdiction as the top fund under a simplified prospectus and annual information form filed pursuant to NI 81-101. This is the current approach in section 2.5(1)(c) of NI 81-102.

Currently, exchange traded mutual funds ("ETFs") are exempt from the fund of funds restrictions in section 2.5 of NI 81-102. However, investments in ETFs remain subject to both the concentration and control restrictions. It is proposed that this be changed so that a mutual fund cannot invest in ETFs (other than IPUs which would remain subject to the concentration and control restrictions). This is because many ETFs have received exemptions from the restrictions and requirements of NI 81-102 which would not have been granted if those funds were distributed pursuant to NI-81-101.

Multiple Layering

The CSA believe that multiple layering of mutual fund investments must be limited. Without limits on layering it could be impossible for a potential investor in a top fund to determine at what level the actual investment decisions are being made. In addition, if multiple layering were permitted, the disclosure of what assets are being held by the top fund would be less transparent and more confusing for investors. There would also be less transparency with respect to fees paid by investors.

One exception to this prohibition is for investments by a top fund in an RSP clone fund. An RSP clone fund represents a one-to-one tracking of a foreign property mutual fund in order to maintain 100 percent eligibility for registered tax plans. RSP clone funds use derivatives to mirror an underlying fund solely for tax purposes. The CSA believe that lack of transparency would not be an issue if a top fund invested in RSP clone funds.

Massive Redemption

The proposal does not impose restrictions on the size of purchases or redemptions by a top fund in a bottom fund. The CSA believe that by limiting multiple layering, the likelihood of a systemic redemption crisis due to cross ownership of different mutual funds based on fund of funds structures will be reduced. The risk of large redemptions is addressed by requiring additional disclosure of any risk associated with possible massive redemptions by large investors.

Voting Rights and Disclosure Materials of Bottom Funds

Consistent with the principle that an investment in a bottom fund should be treated as an investment like any other (subject to limited additional rules) it is proposed that the voting rights and disclosure materials of bottom funds no longer need to be passed through to investors in the top fund. However, the manager of a top fund would be

prohibited from voting the securities of the other mutual fund when the fund is managed by the same manager or an affiliate of the manager of the top fund. This restriction is intended to address the conflict of interest inherent in such cases.

Fee Rebates and Trailer Fees

It is proposed that all fees and expenses rebated by the bottom fund must be paid to the top fund. This restriction is intended to eliminate the conflicts of interest that could result if rebates are paid directly to the manager. Payments of fees of any kind, including trailer fees, cannot be paid in connection with an investment by a top fund in a bottom fund. This is to ensure that the decision to invest in another mutual fund is made solely because it is in the best interests of security holders of the top fund.

Prospectus Disclosure

The proposed amendments to NI 81-101 amend certain items included in Form 81-101 F1 and Form 81-101F2 to improve the disclosure of fund of funds strategies. The proposed amendments would require a top fund to disclose in its simplified prospectus and in its annual information form relevant information about the fund of funds structure including the process or criteria used to select the other mutual funds and the prohibition of duplication of management fees.

Transition Period

The Fund of Funds Amendments provide for a transition period of one year after the coming into force of the amendments for a mutual fund that has obtained a prior exemption, waiver or approval from National Policy Statement No. 39 or from NI 81-102 in connection with a fund of funds structure. This provision overrides "sunset" provisions which may be included in certain Existing Decisions. The purpose of proposed section 19.3 is to definitively revoke all Existing Decisions and ensure that all mutual funds employing a fund of funds strategy comply with the same rules.

Substance and Purpose of the Miscellaneous Amendments

Since the introduction of NI 81-102 and NI 81-101, the CSA have received a number of useful comments on the practical application of those rules from the mutual fund industry. In an effort to address certain of the issues that have been brought to the attention of the CSA, the CSA are proposing certain miscellaneous amendments to NI 81-102, 81-102CP, NI 81-101 and Form 81-101F1. The following paragraphs describe the proposed Miscellaneous Amendments. Section references, unless otherwise noted, are sections or proposed sections of NI 81-102, 81-102CP and Form 81-101F1.

Definitions

The following definitions in section 1.1 of NI 81-102 are proposed to be amended:

- "approved credit rating" and "approved credit rating organization": updated to reflect consolidation among rating organizations;
- "guaranteed mortgage": to include privately insured mortgages;
- "permitted gold certificate": to provide for the purchase of such certificates from Schedule III banks;
- "short position": to clarify that a swap includes a short position which obliges the mutual fund to deliver the underlying interest or pay cash;
- "synthetic cash": to accommodate the introduction of standardized futures contracts based on one issuer;

Swaps – Investment Restrictions, Valuation and Financial Statements

The CSA received comments that the current swap provisions in NI 81-102 should be clarified. It was submitted that the current wording of the provision makes it difficult for a mutual fund to be satisfied that it is complying with NI 81-102. The proposed amendments address these technical concerns. The CSA's regulatory approach has not changed. Mutual funds are permitted to enter into swaps to gain market exposure to underlying interests so long as the mutual fund does not create leverage through those transactions.

Index Mutual Funds – Removal of Transitional Provisions and Change to Investment Objective Disclosure

The proposed amendments remove from subsection 2.1(6) the 60 day notice requirement for index funds. The provision was a transitional measure to facilitate the introduction of the index fund amendments which came into force May 2, 2001 and is no longer necessary.

Further, with respect to Form 81-101F1, we propose that the requirement to disclose the constituent securities of a permitted index which had weightings in excess of 10% of that index over the last 12 month period be moved so that disclosure is made under the investment strategies (Item 7) rather than under the investment objectives (Item 6).

Securities Lending, Repurchase and Reverse Repurchase Transactions – Notice Requirement for New Funds

The proposed amendments create a new subsection 2.17(3) to clarify that mutual funds need not provide security holders 60 days notice if the required disclosure concerning securities lending is contained in the mutual fund's prospectus from its inception.

Introducing New Fees and Fees Paid Directly – Securityholder Approval

Section 5.1 would be amended to clarify that securityholder approval is required prior to introducing or increasing fees

or expenses charged to the mutual fund or directly to its security holders in connection with the holding of securities of the mutual fund. Section 6.3 of 81-102CP is also amended to reflect this proposed change.

Availability of Securityholder List – Notice Requirements for Change of Control of Manager

The proposed amendments would create new subsections 5.8(1.1), (1.2) and (1.3). These provisions require a mutual fund manager that is the target of a hostile takeover bid to provide the names and addresses of the securityholders of its mutual funds to the offeror. The purpose of this requirement is to enable the offeror to send the 60 day notice required by clause 5.8(1)(a).

Permitted Custodians – Schedule III Banks

Section 6.2 is proposed to be amended to permit Schedule III Banks to act as custodians or sub-custodians of mutual funds.

Sale and Redemption Timelines - Service Providers

The proposed amendments would clarify that the requirements in Parts 9 and 10 of NI 81-102 on participating dealers and principal distributors to provide information within a specified period of time similarly apply to service providers used by such participating dealers and principal distributors.

Trust Accounts – Advising Financial Institutions

Section 11.3 is proposed to be amended to make it applicable not only to a participating dealer or a principal distributor, but also to a person or company providing services to the participating dealer or principal distributor. In addition, the requirement to advise a financial institution of the matters set out in section 11.3 when depositing funds into a trust account would not only be imposed at the time of the opening of the account but also annually thereafter.

Commingling of Cash and Compliance Reports - Update for Current Registration Regime

Subsections 11.4(1) and 12.1(4) are proposed to be amended to reflect the current registration regime for investment dealers.

Financial Disclosure After a Fund Merger

It is proposed that Item 13.1 of Part B of Form 81-101F1 be amended to clarify the appropriate information to disclose after a fund merger has occurred.

Specific Questions of the CSA Concerning the Fund of Funds Amendments

1. Qualification of the bottom fund in the local jurisdiction

Proposed section 2.5(1)(c) of NI 81-102 requires that the bottom fund or the RSP clone fund in

which the top fund invests be qualified for distribution under a simplified prospectus in the local jurisdictions in which the top fund is qualified for distribution. This requirement already exists in NI 81-102. The purpose of this requirement is to ensure that the local jurisdiction has control over both the top and the bottom fund, both funds being reporting issuers in the local jurisdiction.

The CSA invite comments on whether this practice should continue or whether a top fund should be able to invest in a bottom fund as long as the bottom fund is qualified in any of the local jurisdictions in Canada. If so, what parameters should be developed to ensure that local jurisdiction keeps its jurisdiction over the bottom fund in the event of wrongdoing by the bottom fund or the person that manages it?

2. Investments in funds other than those to which NI 81-101 and NI 81-102 apply

The definition of “bottom fund” in proposed section 1.1 of NI 81-102 requires that the bottom fund be a mutual fund to which both NI 81-102 and NI 81-101 apply, and that it not be a top fund. The purpose of this requirement is to ensure that a top fund’s investments are appropriately diversified and that it is sufficiently liquid to meet redemption demands. This is similar to the requirement currently found in section 2.5 of NI 81-102.

The CSA invite comments on whether the investment options for a top fund should be expanded to include other types of mutual funds and investment funds such as pooled funds or commodity pools. If so, should there be any limit to the amount a top fund could invest in these other funds? Should they be treated as if they were illiquid assets to which section 2.4 of NI 81-102 applied?

3. Requirement to be a Top Fund and removing the existing 10% investment provision in section 2.5 of NI 81-102

The definition of “top fund” proposed in section 1.1 of NI 81-102 requires that the fund have a fundamental investment objective allowing it to invest in bottom funds or RSP clone funds (as defined in the proposed amendments). A fundamental investment objective is one that defines both the fundamental nature of the mutual fund and the fundamental investment features of the fund that distinguishes it from other mutual funds. A fund’s investment strategies must be consistent with its fundamental investment objective, which can be changed only with unitholder approval.

The effect of this definition is that mutual funds that do not include investing in other mutual funds in their fundamental investment objectives will not

be permitted to invest any amount into other mutual funds. One benefit of the existing regime is that mutual funds that occasionally determine it would be appropriate for the fund to achieve its investment objectives by investing a portion of its portfolio into other mutual funds, can do so, so long as they do not invest more than 10% of the fund's net assets (and they comply with the rest of section 2.5). Currently, this type of investing need not necessarily be disclosed as a fundamental investment objective or a strategy.

The CSA invite comments on this definition and specifically whether any mutual fund should be allowed to invest at least a portion of its assets in other mutual funds as a strategy to achieve its fundamental investment objective, whether or not investing in other funds is specifically identified as part of its fundamental objective.

The CSA also invite comment on whether mutual funds and investors would benefit if the existing 10% limit was retained? Would removing this provision cause any hardship to any existing funds of funds?

4. Control of the bottom fund by the top fund

- i) Removal of the concentration and control restrictions

The proposed amendments permit the top fund to invest more than 10% (up to 100%) of its assets in a bottom fund. The proposed amendments also permit a top fund to purchase more than 10% of the voting, or equity, securities of a bottom fund.

The CSA invite comment on whether this approach appropriate. Should there be a limit on the percentage of net assets invested in one bottom fund? Should a limit be placed on the percentage of voting, or equity, securities of a bottom fund that a top fund can acquire? The CSA is concerned with ensuring efficient capital markets while providing adequate protection for investors. Please provide an explanation why such limits should, or should not, be imposed and provide us with the recommended percentage limits.

- ii) Massive redemption

The proposed amendments remove the limit on the percentage of securities that a top fund can hold in the bottom fund or RSP clone fund. It permits a mutual fund to hold more than 10% of the voting or equity securities and to actively manage those holdings. However, a bottom fund or a RSP clone fund must disclose in its

simplified prospectus the risks associated with a possible massive redemption due to a top fund holding more than 10% of the securities of that fund. Because the proposed amendments eliminate the control and concentration restrictions for fund of funds, it is possible that a massive redemption by the top fund could impact the bottom fund and its securityholders.

The CSA invite comments on whether restrictions should be imposed on the top fund to ensure that the bottom fund has sufficient time to sell its assets and pay the top fund in an orderly manner.

5. Prohibition against Sales and Redemption Charges

NI 81-102, securities legislation and the existing exemptive relief for funds of funds currently prohibit top funds from paying any sales charges in connection with a purchase of securities of a bottom fund, and similarly prohibits redemption fees being charged by the bottom fund for redemptions made by a top fund. This prohibition exists whether the top and bottom fund are related or unrelated.

Mutual fund managers have a duty to act in the best interests of the fund. As a result, the manager must ensure that its fund (top fund or bottom fund) is paying or receiving fees that are appropriate for any services being provided to the fund, or in connection with any investment the fund may make. In the fund of fund context (and absent the existing prohibitions we described), this requires that fund managers consider, as part of the decision to invest in other funds, what sales and redemption fees are charged by those other funds. In an arms length transaction, such as where the top and bottom fund are unrelated, both fund managers would be free to negotiate an appropriate arrangement for their funds in accordance with market demands.

Where the funds are related, the fund manager has competing interests that may make it difficult to comply with this requirement. For example, where the top and bottom fund manager are the same, it may be in the best interests of the fund complex overall to have fees paid by the top fund to the bottom fund. Because of the relationship, the manager may be unable to balance the competing interests of the securityholders in top fund against the interests of the fund complex as a whole.

Given the existing obligations on fund managers, the CSA invite comment about whether these prohibitions against the payment of sales charges or redemption fees are necessary. Is your view the same for both related and unrelated funds of funds?

6. Voting rights of top fund securityholders in bottom fund matters

The proposed amendments no longer provide for a pass through of bottom fund voting rights which is currently mandated the Existing Decisions. The top fund's manager will now be responsible for voting those rights in accordance with its fiduciary obligations to its securityholders. However, when the manager of the top fund is related to the manager of the bottom fund, the voting rights held by the top fund cannot be exercised due to concerns relating to conflict of interests.

- i) The CSA invite comment on whether the proposed approach is appropriate for the investors in the top fund or the bottom fund. Should the current requirement in the Existing Decisions, to pass the voting rights attached to the securities of the bottom fund to the securityholders of the top fund in order to vote on fundamental changes, be continued in the future?
- ii) Furthermore, the CSA invite comment on whether precluding a related manager of a top fund from voting securities of a bottom fund would be detrimental to its securityholders or the securityholders of the bottom fund since an important portion of the voting rights may not be exercised.

7. Active management and prospectus disclosure

The proposed amendments provide greater flexibility to the portfolio manager of the top fund to modify its holdings in bottom funds by permitting "active" management of bottom funds. The Existing Decisions mandated a "passive" investment approach.

The proposed amendments also provide relief from the concentration and control restrictions in NI 81-102 for fund of funds investments.

Since the simplified prospectus of the top fund may not disclose each investment, and each modification on an ongoing basis, investors in a top fund will not be able to determine the top funds actual holding by reviewing the simplified prospectus. The CSA seek comment on whether this situation is problematic. Furthermore, if the top fund replaces its holdings in one "important" bottom fund, for another one, should the investors

be notified of this change.

The CSA seek comment on this issue as well as suggestions on how, and whether, investors should have access to the updated holdings of the top fund. Should the simplified prospectus be amended, or a notice provided, every time an important bottom fund is changed?

Authority for Proposed Amendments (Ontario)

In those jurisdictions in which the proposed amendments to NI 81-102 and NI 81-101 are to be adopted or made as a rule or regulation, the securities legislation in each of those jurisdictions provides the securities regulatory authority with rule-making or regulation-making authority in respect of the subject matter of the proposed amendments.

In Ontario, the following provisions of the *Securities Act* (Ontario) (the "Act") provide the Ontario Securities Commission ("OSC") with authority to make the proposed amendments to NI 81-102 and NI 81-101. Paragraph 143(1)30 authorizes the OSC to make rules varying or providing for exemptions from any requirement of Part XXI (Insider Trading and Self-Dealing). Paragraph 143(1)31 of the Act authorizes the OSC to make rules regulating mutual funds or non-redeemable investment funds and the distribution and trading of the securities of the funds. Paragraph 143(1)35 authorizes the OSC to make rules regulating or varying the Act in respect of derivatives, including prescribing requirements that apply to mutual funds. Paragraph 143(1)39 of the Act authorizes the OSC to make rules requiring or respecting the form and content of all documents required under or governed by the Act, including preliminary prospectuses and prospectuses.

Alternatives Considered

The CSA considered maintaining the current fund of fund rules in NI 81-102 and continuing with ad hoc relief. The CSA also considered codifying the current ad hoc exemptive relief regime. However, these alternatives were rejected as contrary to the fundamental regulatory principle behind the proposed Fund of Funds Amendments. Also, it was concluded that these alternatives would result in detailed and complicated rules which would be less efficient for regulators, investors and industry participants. These amendments represent the CSA's views on the appropriate rules for fund of funds structures.

With respect to the Miscellaneous Amendments, the CSA considered maintaining the status quo. It was concluded that this was not a practical alternative as it would not address issues concerning the practical application of NI 81-102, NI 81-101 and the related Companion Policies and Forms

Related Instruments

The proposed amendments relate to NI 81-102, 81-102CP, NI 81-101, Form 81-101F1 and Form 81-101F2.

Unpublished Materials

In proposing the amendments to NI 81-102, 81-102CP, NI 81-102, Form 81-101F1 and Form 81-101F2, the CSA have not relied on any significant unpublished study, report, decision or other written materials.

Anticipated Costs and Benefits

The proposed Fund of Funds Amendments will likely lead to cost savings for mutual funds because exemption applications will not be necessary to implement most fund of funds structures. Also, many conditions which increased the cost of operating a fund of funds which were imposed in Existing Decisions are not carried forward in the Fund of Funds Amendments. Examples of such conditions are:

- the requirement to amend the prospectus of the top fund and to give securityholders 60 days notice of: (i) a change to the percentage of assets invested in a bottom fund or (ii) the addition or removal of a bottom fund;
- the requirement to pass the voting rights pertaining to a significant change in the bottom fund through to the securityholders of the top fund;
- the requirement to provide all of the disclosure and notice material prepared in connection with a meeting of securityholders of the bottom fund to securityholders of the top fund; and
- the requirement to provide a copy of the prospectus of the bottom fund to securityholders of the top fund where the top fund and the bottom fund do not use a combined simplified prospectus and annual information form.

The proposed Miscellaneous Amendments add clarity to the rules while imposing no increased regulatory burden on mutual funds and will accordingly not lead to any increased costs for mutual funds.

Regulations to be Revoked or Amended

In Ontario, the proposed amendments do not require any regulations to be revoked or amended.

Comments

Interested parties are invited to make written submissions with respect to the proposed amendments. Submissions received by October 17, 2002 will be considered.

Submissions should be sent to the CSA care of:

Denise Brosseau, Secretary
Commission des valeurs mobilières du Québec
800 Victoria Square, Stock Exchange Tower
P.O. Box 246, 22nd Floor
Montréal, Québec H4Z 1G3
Telephone: 514-940-2150
Fax: 514-864-6381
e-mail: consultation-en-cours@cvmq.com

If you are not sending your comments by e-mail, please send us two copies of your letter, together with a diskette containing your comments (in either Word or WordPerfect format). We cannot maintain confidentiality of submissions because securities legislation in certain provinces requires us to publish a summary of written comments received during the comment period.

Questions may be referred to any of the following:

Noreen Bent
Manager and Senior Legal Counsel
British Columbia Securities Commission
(604) 899-6741
or 1-800-373-6393 (in B.C. and Alberta)
nbent@bcsc.bc.ca

Patricia Gariepy
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Request for Comments

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July 19, 2002.

6.1.2 Amendments to NI 81-102 Mutual Funds and Companion Policy 81-102CP

**AMENDMENT TO
NATIONAL INSTRUMENT 81-102
MUTUAL FUNDS**

PART 1 AMENDMENTS

1.1 Amendments

(1) National Instrument 81-102 Mutual Funds is amended by this Instrument.

(2) Section 1.1 is amended by

(a) the deletion of the definition of “approved credit rating” and the substitution of the following:

“approved credit rating” means, for a security or instrument, a rating at or above one of the following rating categories issued by an approved credit rating organization for that security or instrument or a category that replaces one of the following rating categories if

(a) there has been no announcement by the approved credit rating organization of which the mutual fund or its manager is or ought to be aware that the rating of the security or instrument to which the approved credit rating was given may be down-graded to a rating category that would not be an approved credit rating, and

(b) no approved credit rating organization has rated the security or instrument in a rating category that is not an approved credit rating:

Approved Credit Rating Organization	Commercial Paper/ Short Term Debt	Long Term Debt
Dominion Bond Rating Service Limited	R-1-L	A
Fitch IBCA, Duff & Phelps	F1	A
Moody's Investors Service	P-1	A2
Standard & Poor's	A-1(Low)	A”

(b) the deletion of the definition of “approved credit rating organization” and the substitution of the following:

“approved credit rating organization” means each of Dominion Bond Rating Service Limited, Fitch IBCA, Duff & Phelps, Moody's Investors Service, Standard & Poor's and any of their respective successors;”;

(c) the addition of the following definition, after the definition of “book-based system”:

“bottom fund” means a mutual fund to which this Instrument and National Instrument 81-101 apply and that is not a top fund;”;

(d) the deletion of the definition of “guaranteed mortgage” and the substitution of the following:

“guaranteed mortgage” means a mortgage fully and unconditionally guaranteed, or insured, by the government of Canada, by the government of a jurisdiction or by an agency of any of those governments or by a corporation approved by the Office of the Superintendent of Financial Institutions to offer its services to the public in Canada as an insurer of mortgages;”;

(e) the deletion of the definition of “mutual fund conflict of interest investment restrictions” and the substitution of the following:

“mutual fund conflict of interest investment restrictions” means the provisions of securities legislation that

(a) prohibit a mutual fund from knowingly making or holding an investment in any person or company in which the mutual fund, alone or together with one or more related mutual funds, is a substantial securityholder, as defined by securities legislation,

- (b) prohibit a mutual fund from knowingly making or holding an investment in an issuer in which any person or company who is a substantial security holder of the mutual fund, its management company or distribution company, has a significant interest, as defined by securities legislation,
- (c) prohibit a portfolio adviser from knowingly causing any investment portfolio managed by it to invest in, or, prohibit a mutual fund from investing in, any issuer in which a responsible person or an associate of a responsible person, as defined by securities legislation, is an officer or director unless the specific fact is disclosed to the client and the written consent of the client to the investment is obtained before the purchase, or
- (d) prohibit the portfolio adviser from subscribing or buying securities on behalf of a mutual fund, where his own interest might distort his judgment, unless the specific fact is disclosed to the client and the written consent of the client to the investment is obtained before the subscription or purchase;”;
- (f) the deletion of paragraph (e) of the definition of “permitted gold certificate” and the substitution of the following:
 - “(e) if not purchased from a bank listed in Schedule I, II or III of the Bank Act (Canada), fully insured against loss and bankruptcy by an insurance company licensed under the laws of Canada or a jurisdiction;”;
- (g) the addition of the following definition, after the definition of “restricted security”:
 - “ “RSP clone fund” means a top fund that has adopted fundamental investment objectives to link its performance to the performance of a specified bottom fund whose securities constitute foreign property for registered plans by using specified derivatives to ensure that the securities of the top fund will not constitute foreign property under the ITA;”;
- (h) the addition of the following as paragraph (e) of the definition of “short position”
 - “(e) a swap, obliges the mutual fund to deliver the underlying interest or pay cash;”;
- (i) the addition of the following as paragraph (c) of the definition of “synthetic cash”
 - “(c) a long position in shares of an issuer and a short position in a standardized future of which the underlying interest is shares of that issuer, if the ratio between the value of the shares of that issuer and the position in the standardized future is such that, for any change in the value of one, a change of similar magnitude occurs in the value of the other.”;
- (j) the addition of the following definition, after the definition of “timely disclosure requirements”:
 - “ “top fund” means a mutual fund to which this Instrument and National Instrument 81-101 apply and that has adopted fundamental investment objectives that include using all or some portion of its assets to purchase securities of, or enter into specified derivative transactions for which the underlying interest is based on securities of, one or more mutual funds, in accordance with section 2.5;”
- (3) Section 2.1 is amended by:
 - (a) the deletion of subsection 2.1(2) and the substitution of the following:
 - “(2) Subsection (1) does not apply to a purchase of a government security, a security issued by a clearing corporation or the purchase by a top fund of a security issued by a bottom fund or a RSP clone fund.”;
 - (b) the deletion of subsection 2.1(6) and the substitution of the following:
 - “(6) An index mutual fund shall not rely on subsection (5) unless its simplified prospectus contains the disclosure referred to in subsection (5) of Item 6 and subsection (5) of Item 9 of Part B of Form 81-101F1 Contents of Simplified Prospectus.”; and
 - (c) the deletion of subsection 2.1(7).
- (4) Section 2.2 is amended by the addition of the following as subsection 2.2(1.1):

“(1.1) Subsection (1) does not apply to the purchase by a top fund of a security issued by a bottom fund or a RSP clone fund.”.

(5) Section 2.5 is amended by the deletion of section 2.5 and the substitution of the following:

“2.5 Investments in Other Mutual Funds

(1) A mutual fund shall not purchase, or enter into a specified derivative transaction for which the underlying interest is based on a security of another mutual fund unless

- (a) the mutual fund is a top fund,
- (b) the security is issued by a bottom fund or a RSP clone fund,
- (c) the bottom fund or the RSP clone fund is qualified for distribution under a simplified prospectus in the jurisdictions in which the securities of the top fund are qualified for distribution under a simplified prospectus,
- (d) there is no duplication of management fees, including incentive fees, between the top fund and the other mutual fund,
- (e) no sales charges are payable by the top fund in relation to its purchases of the securities of the other mutual fund,
- (f) no redemption fees or other charges payable by the top mutual fund in respect of the redemption by the top fund of the securities owned by the top fund in the other mutual fund,
- (g) no fees or charges of any sort are paid by the top fund, the other mutual fund, by their respective managers or principal distributors, or by any affiliate or associate of any of the foregoing entities, to anyone in connection with the top fund’s purchase, holding or redemption of the securities of the other mutual fund, and
- (h) mutual fund fees and expenses rebated by the other mutual fund or its manager are paid or granted to the top fund.

(2) Clauses (1)(b), (c) and (e) do not apply to the purchase of an index participation unit that is a security of a mutual fund.

(3) Clauses (1)(b) and (c) do not apply to the purchase of a security of another mutual fund if the other mutual fund was established with the approval of the government of a foreign jurisdiction and the only means by which the top fund may invest in the securities of issuers of that foreign jurisdiction is through a mutual fund so established.

(4) If the other mutual fund in which the top fund invests is managed by the manager or an affiliate of the manager of the top fund, the securities of the other mutual fund held by the top fund shall not be voted.

(5) The mutual fund conflict of interest investment restrictions and the mutual fund conflict of interest reporting requirements do not apply to a top fund which purchases securities of, or enters into specified derivative transactions for which the underlying interest is based on securities of, another mutual fund, if made in accordance with this section.”.

(6) Section 2.8 is amended by the deletion of paragraph 2.8(1)(f) and the substitution of the following:

“(f) enter into, or maintain, a swap position unless

- (i) for the long position of the swap, the mutual fund holds cash cover in an amount that, together with any margin on account for the swap, and the market value of the long position of the swap, is not less than, on a daily mark-to-market basis, the underlying market exposure of the swap; and
- (ii) for the short position of the swap, the mutual fund holds
 - (A) an equivalent quantity of the underlying interest of the short position of the swap,

- (B) a right or obligation to acquire an equivalent quantity of the underlying interest of the short position of the swap and cash cover that, together with any margin on account for the position and the market value of the position, is not less than the aggregate amount of the obligations of the mutual fund under the short position of the swap, or
 - (C) a combination of the positions referred to in clauses (A) and (B) that is sufficient, without recourse to other assets of the mutual fund, to enable the mutual fund to satisfy its obligations under the short position of the swap.”
- (7) Section 2.17 is amended by the addition of the following as subsection 2.17(3):
 - “(3) Paragraph (1)(b) does not apply if each simplified prospectus of the mutual fund since its inception contains the disclosure referred to in paragraph (1)(a).”
- (8) Section 5.1 is amended by the deletion of paragraph (a) and the substitution of the following:
 - “(a) either
 - (i) the basis of the calculation of a fee or expense that is charged to the mutual fund or directly to its securityholders in connection with the holding of securities of the mutual fund is changed in a way that could result in an increase in charges to the mutual fund or to its securityholders, or
 - (ii) a new fee or expense, to be charged to the mutual fund or directly to its securityholders in connection with the holding of securities of the mutual fund, is introduced;”
- (9) Section 5.8 is amended by addition of subsections 5.8(1.1), 5.8(1.2) and 5.8(1.3):
 - “(1.1) For the purposes of subsection (1), upon the occurrence of an offer to acquire, directly or indirectly, the shares of the manager of a mutual fund, the person or company making the offer may, upon payment of a reasonable fee and upon delivery of the affidavit referred to in subsection (1.2), require the manager of the mutual fund or its agent to furnish within ten days from receipt of the affidavit, a list made up to a date not more than ten days before the date of receipt of the affidavit setting out the names and addresses of the securityholders of the mutual fund as shown on the records of the mutual fund.
 - (1.2) The affidavit required under subsection (1.1) shall state:
 - (i) the name and address of the person or company making the offer;
 - (ii) the address for service of the person or company, if it is different from the address referred to in clause (i); and
 - (iii) that the list and any subsequent changes to it will not be used except as permitted under subsection (1.1).
 - (1.3) The person or company making an offer to acquire, directly or indirectly, the shares of the manager of a mutual fund may also require the manager of a mutual fund or its agent, upon payment of a reasonable fee, to furnish any changes to the list referred to in subsection (1.1) occurring on each business day following the date the list is made up to.”
- (10) Section 6.2 is amended by the deletion of paragraph 1 and the substitution of the following:
 - “1. A bank listed in Schedule I, II or III of the *Bank Act* (Canada).”
- (11) Section 9.1 is amended by :
 - (a) the deletion of subsections 9.1(1) and 9.1(2) and the substitution of the following:
 - “(1) Each purchase order for securities of a mutual fund received by a participating dealer at a location that is not its principal office shall, on the day the order is received, be sent by same day or next day courier, same day or next day priority post, telephone or electronic means, without charge to the person or company placing the order or to the mutual fund, to the principal office of the participating dealer or a person or company providing services to the participating dealer.

- (2) Each purchase order for securities of a mutual fund received by a participating dealer at its principal office or a person or company providing services to the participating dealer or by the principal distributor of the mutual fund at a location that is not an order receipt office of the mutual fund shall, on the day the order is received, be sent by same day or next day courier, same day or next day priority post, telephone or electronic means, without charge to the person or company placing the order or to the mutual fund, to an order receipt office of the mutual fund.”; and
- (b) the deletion of subsection 9.1(4) and the substitution of the following:
 - “(4) A participating dealer or principal distributor or a person or company providing services to the participating dealer or principal distributor that sends purchase orders electronically may
 - (a) specify a time on a business day by which a purchase order must be received in order that it be sent electronically on that business day; and
 - (b) despite subsections (1) and (2), send electronically on the next business day a purchase order received after the time so specified.”.
- (12) Section 9.4 is amended by the deletion of subsection (1) and the substitution of the following:
 - “(1) A principal distributor or participating dealer or a person or company providing services to the principal distributor or participating dealer shall forward any cash received for payment of the issue price of securities of a mutual fund to an order receipt office of the mutual fund so that the cash arrives at the order receipt office as soon as practicable and in any event no later than the third business day after the pricing date.”.
- (13) Section 10.2 is amended by :
 - (a) the deletion of subsections 10.2(1) and 10.2(2) and the substitution of the following:
 - “(1) Each redemption order for securities of a mutual fund received by a participating dealer at a location that is not its principal office shall, on the day the order is received, be sent by same day or next day courier, same day or next day priority post, telephone or electronic means, without charge to the relevant securityholder or to the mutual fund, to the principal office of the participating dealer or a person or company providing services to the participating dealer.
 - (2) Each redemption order for securities of a mutual fund received by a participating dealer at its principal office, by the principal distributor of the mutual fund at a location that is not an order receipt office of the mutual fund or a person or company providing services to the participating dealer or principal distributor shall, on the day the order is received, be sent by same day or next day courier, same day or next day priority post, telephone or electronic means, without charge to the relevant securityholder or to the mutual fund, to an order receipt office of the mutual fund.”; and
 - (b) the deletion of subsection 10.2(4) and the substitution of the following:
 - “(4) A participating dealer or principal distributor or a person or company providing services to the participating dealer or principal distributor that sends redemption orders electronically may
 - (a) specify a time on a business day by which a redemption order must be received in order that it be sent electronically on that business day; and
 - (b) despite subsections (1) and (2), send electronically on the next business day a redemption order received after the time so specified.”.
- (14) Section 11.3 is amended by the deletion of section 11.3 and the substitution of the following:
 - “**11.3 Trust Accounts** – A principal distributor or participating dealer, or a person or company providing services to the principal distributor or participating dealer, that deposits cash into a trust account in accordance with section 11.1 or 11.2 shall
 - (a) advise, in writing, the financial institution with which the account is opened at the time of the opening of the account and annually thereafter, that
 - (i) the account is established for the purpose of holding client funds in trust,

- (ii) the account is to be labelled by the financial institution as a “trust account”,
 - (iii) the account is not to be accessed by any person other than authorized representatives of the principal distributor or participating dealer or of a person or company providing services to the principal distributor or participating dealer, and
 - (iv) the cash in the trust account may not be used to cover shortfalls in any accounts of the principal distributor or participating dealer; or of a person or company providing services to the principal distributor or participating dealer,
 - (b) ensure that the trust account bears interest at rates equivalent to comparable accounts of the financial institution; and
 - (c) ensure that any charges against the trust account are not paid or reimbursed out of the trust account.”
- (15) Section 11.4 is amended by the deletion of subsection (1) and the substitution of the following:
- “(1) Sections 11.1 and 11.2 do not apply to members of The Investment Dealers Association of Canada.”.
- (16) Section 12.1 is amended by the deletion of subsection (4) and the substitution of the following:
- “(4) Subsection (3) does not apply to members of The Investment Dealers Association of Canada.”.
- (17) Section 13.1 is amended by the addition of the following as subsection 13.1(1.1):
- “(1.1) A top fund must have dates for the calculation of net asset value that are compatible with those of the other mutual fund.”.
- (18) Section 13.5 is amended by the deletion of paragraph 5 of section 13.5 and the substitution of the following:
- “5. Margin paid or deposited on swaps, forward contracts, or standardized futures
- (a) shall be reflected as an account receivable; and
 - (b) if not in the form of cash, shall be noted as held for margin.”.
- (19) Section 17.1 is amended by the addition of the following as paragraph 17.1(1)(i):
- “(i) for swaps, the payment dates, the underlying interest, the principal or notional amount or quantity of the underlying interest, the applicable pricing details, and the value as determined under section 13.5.”.
- (20) Part 19 is amended by the addition of the following as subsection 19.3:
- “19.3. Revocation of exemptions**
- A mutual fund that has obtained an exemption or waiver from, or approval under, National Policy Statement No. 39 or this Instrument before **[effective date of this amending Instrument]**, that relates to a mutual fund investing in other mutual funds, may no longer rely on such an exemption, waiver or approval as of **[date that is one year after the effective date of this amending Instrument]**.”

PART 2 EFFECTIVE DATE

2.1 Effective Date

This Instrument comes into force on ●, 2002.

**AMENDMENT TO
COMPANION POLICY 81-102CP
MUTUAL FUNDS**

PART 1 AMENDMENTS

1.1 Amendments

- (1) Companion Policy 81-102CP is amended by this Amendment.
- (2) Section 6.3 is amended by the deletion of section 6.3 and the substitution of the following:

“6.3 Calculation of Fees - Subparagraph 5.1(a)(i) of the Instrument requires securityholder approval before the basis of the calculation of a fee or expense that is charged to a mutual fund or directly to its securityholders in connection with the holding of securities of the mutual fund is changed in a way that could result in an increase in charges to the mutual fund or to its securityholders. The Canadian securities regulatory authorities note that the phrase “basis of calculation” includes any increase in the rate at which a particular fee is charged to the mutual fund or to its securityholders.”
- (3) Section 16.2 is amended by the addition of the following as subsection (3):

“(3) The CSA are of the view that the new provisions of the Instrument relating to mutual funds investing in other mutual funds introduced on **[effective date of the amending Instrument]** are not “substantially similar” to those of the Instrument which they replace.”
- (4) Section 16.3 is amended by the addition of the following as subsection (2):

“(2) For greater certainty, note that the coming into force of National Instrument 81-102 did not trigger the “sunset” of those waivers and orders. The coming into force of section 19.3 of the Instrument, however, will effectively cause those waivers and orders to expire one year after its coming into force.”

PART 2 EFFECTIVE DATE

2.1 Effective Date

This Amendment comes into force on ●, 2002.

6.1.3 Amendment to NI 81-101 Mutual Funds Prospectus Disclosure, Form 81-101F1 Contents of Simplified Prospectus and Form 81-101F2 Contents of Annual Information Form

**NATIONAL INSTRUMENT 81-101
MUTUAL FUNDS PROSPECTUS DISCLOSURE
AMENDMENT TO
FORM 81-101F1 CONTENTS OF SIMPLIFIED PROSPECTUS AND
FORM 81-101F2 CONTENTS OF ANNUAL INFORMATION FORM**

PART 1 AMENDMENTS TO FORM 81-101F1 CONTENTS OF SIMPLIFIED PROSPECTUS

1.1 Amendments to Form 81-101F1 Contents of Simplified Prospectus

- (1) Form 81-101F1 Contents of Simplified Prospectus is amended by this Part of this Instrument.
- (2) Item 5 of Part A is amended by the addition of the following as subsection (4.1):

“(4.1) When a top fund may invest in accordance with section 2.5 of National Instrument 81-102 in another mutual fund that is managed by the manager or an affiliate of the manager of the top fund, disclose that the securities of the other mutual fund held by the top fund shall not be voted.”
- (3) Item 8 of Part A is amended by the addition of the following as subsection (1.1):

“(1.1) If the mutual fund is a top fund, disclose:

 - (a) that there are fees and expenses payable by the other mutual fund in addition to the fees and expenses payable by the top fund,
 - (b) that there is no duplication of management fees, including incentive fees, between the top fund and the other mutual fund and how this duplication is avoided,
 - (c) that no sales charges are payable by the top fund in relation to its purchases of the securities of the other mutual fund,
 - (d) that no redemption fees or other charges are payable by the top fund in respect of the redemption by the top fund of the securities owned by the top fund in the other mutual fund,
 - (e) that no fees or charges of any sort are paid by the top fund, the other mutual fund, by their respective managers or principal distributors, or by any affiliate or associate of any of the foregoing entities, to anyone in connection with the top fund's purchase, holding or redemption of the securities of the other mutual fund, and
 - (f) that any mutual fund fees and expenses rebated by the other mutual fund or its manager are paid or granted to the top fund.”
- (4) Item 4 of Part B is amended by the addition of the following as subsection (4.1):

“(4.1) When a top fund may invest in accordance with section 2.5 of National Instrument 81-102 in another mutual fund that is managed by the manager or an affiliate of the manager of the top fund, disclose that the securities of the other mutual fund held by the top fund shall not be voted.”
- (5) Item 6 of Part B is amended by
 - (a) the deletion of paragraphs (c) and (d) of subsection (5);
 - (b) the addition of the following as subsection (6):

“(6) For a top fund disclose,

 - (a) that it may purchase securities of, or enter into specified derivative transactions for which the underlying interest is based on securities of, other mutual funds; and

- (b) whether or not the other mutual funds may be managed by the manager or an affiliate of the manager of the top fund.”; and
- (c) the deletion of subsection (1) of the instructions to Item 6 of Part B and the substitution of the following:
 - “(1) State the type or types of securities, such as money market instruments, bonds, equity securities or securities of another mutual fund, in which the mutual fund will primarily invest under normal market conditions.”
- (6) Item 7 of Part B is amended by
 - (a) the addition of the following as subsection 1(c):
 - “(c) if the mutual fund is a top fund:
 - (i) whether the top fund intends to purchase securities of, or enter into specified derivative transactions for which the underlying interest is based on securities of, one or more other mutual funds,
 - (ii) what percentage of net assets of the top fund is dedicated to the investment in the securities of, or the entering into of specified derivative transactions for which the underlying interest is based on the securities of, the other mutual funds, and
 - (iii) the process or criteria used to select the other mutual funds.”; and
 - (b) the addition of the following as subsection (9):
 - “(9) For an index mutual fund,
 - (a) for the 12 month period immediately preceding the date of the simplified prospectus,
 - (i) indicate whether one or more securities represented more than 10 percent of the permitted index or permitted indices,
 - (ii) identify that security or securities, and
 - (iii) disclose the maximum percentage of the permitted index or permitted indices that that security or those securities represented in the 12 month period, and
 - (b) disclose the maximum percentage of the permitted index that the security or securities referred to in paragraph (a) represented at the most recent date for which that information is available.”.
- (7) Item 8 of Part B is amended by
 - (a) the designation of the existing paragraph as subsection “(1)”; and
 - (b) the addition of the following as subsections (2) and (3):
 - “(2) If a top fund invests substantially all of its assets directly or indirectly (through the use of specified derivatives) in one bottom fund or one RSP clone fund, only list the ten largest holdings of the bottom fund by percentage of net assets of the bottom fund, as disclosed as at a date within 30 days of the date of the simplified prospectus of the top fund, and state the percentage of the net assets of the bottom fund that are invested in each of those holdings. Such listing shall be accompanied by a warning to the effect that the information contained in the list may change due to the ongoing portfolio transactions of the bottom fund and a statement on how more current information may be obtained by investors, if available.
 - (3) If the mutual fund is a top fund that invests in other mutual funds, a statement must be made to the effect that the simplified prospectus and other information about the other mutual funds are available on the internet at www.sedar.com.”
- (8) Item 9 of Part B is amended by

Request for Comments

(a) the addition of the following as subsection (1.1):

“(1.1) If more than 10% of the securities of a bottom fund or RSP clone fund are held by a top fund, the bottom fund or RSP clone fund must disclose the percentage of securities held by the top fund as at a date within 30 days of the date of the simplified prospectus of the top fund. The bottom fund or RSP clone fund must also disclose the risks associated with a possible redemption requested by the top fund.”; and

(b) the addition of the following as subsection (1.2):

“(1.2) If the top fund may invest in a foreign mutual fund in accordance with subsection 2.5(3) of National Instrument 81-102, it must disclose the risks associated with that investment.”.

(9) Item 13.1 of Part B is amended by the addition of the following as subsection (9):

“(9) If the fund has merged with another fund, include in the table only the financial information of the continuing fund.”.

PART 2 AMENDMENTS TO FORM 81-101F2 CONTENTS OF ANNUAL INFORMATION FORM

2.1 Amendments to Form 81-101F2 Contents of Annual Information Form

(1) Form 81-101F2 Contents of Annual Information Form is amended by this Part of this Instrument.

(2) Item 12 is amended by the addition of the following as subsection (6):

“(6) If the mutual fund invested in other mutual funds during the year, provide details on how the manager of the top fund exercised its discretion with regard to the voting rights attached to the securities of the other mutual funds when the securityholders of the other mutual funds were called upon to vote.”.

PART 3 EFFECTIVE DATE

3.1 Effective Date

The Instrument comes into force on ●, 2002.

Chapter 7

Insider Reporting

This chapter is available in the print version of the OSC Bulletin, as well as as in Carswell's internet service SecuritiesSource (see www.carswell.com).

This chapter contains a weekly summary of insider transactions of Ontario reporting issuers in the System for Electronic Disclosure by Insiders (SEDI). The weekly summary contains insider transactions reported during the seven days ending Sunday at 11:59 pm.

To obtain Insider Reporting information, please visit the SEDI website (www.sedi.ca).

Chapter 8

Notice of Exempt Financings

Exempt Financings

The Ontario Securities Commission reminds issuers and other parties relying on exemptions that they are responsible for the completeness, accuracy, and timely filing of Forms 45-501F1 and 45-501F2, and any other relevant form, pursuant to section 27 of the *Securities Act* and OSC Rule 45-501 ("Exempt Distributions").

REPORTS OF TRADES SUBMITTED ON FORM 45-501F1

<u>Transaction Date</u>	<u>Purchaser</u>	<u>Security</u>	<u>Total Purchase Price (\$)</u>	<u>Number of Securities</u>
22-Feb-2002	Oxford Properties Group Inc.	3848574 Canada Inc. - Preferred Shares	300,000.00	80,863.00
07-May-2002	Enercore Corp.	Active Control Technology Inc. - Common Shares	75,000.00	750,000.00
17-Jun-2002	G.J Plumbing and Heating Guelph Inc.	Acuity Pooled High Income Fund - Trust Units	150,000.00	10,068.00
20-Jun-2002	Lynne Holke	Acuity Pooled High Income Fund - Trust Units	150,000.00	10,064.00
30-Jun-2002	M Wilkins	AGII RRSP Growth Fund - Trust Units	3,150.36	437,368.00
30-Jun-2002	M. Harding	AGII RRSP Growth Fund - Trust Units	100,060.27	16,363.00
27-Jun-2002	Lucia J. Mahoney	Anderson Energy Ltd. - Common Shares	200,001.00	66,667.00
28-Jun-2002	Randal Clark	Arrow Ascendant Arbitrage Fund - Trust Units	25,000.00	2,433.00
28-Jun-2002	Elaine Fishbein	Arrow Global Multi-Strategy Fund - Trust Units	127,959.38	12,847.00
21-Jun-2002	Frederick Dalley	Arrow Global RSP Multimanager Fund - Trust Units	350,000.00	36,573.00
21-Jun-2002	John H Y Chiu	Arrow Global RSP Multimanager Fund - Trust Units	25,000.00	2,534.00
21-Jun-2002	David Ashley;Eileen Eca Ashley	Arrow Goodwood Fund - Trust Units	300,000.00	29,615.00
21-Jun-2002 to 28-Jun-2002	8 Purchasers	Arrow Milford Capital Fund - Units	685,000.00	64,880.00
02-Jul-2002	TVX Gold Inc.	Aurizon Mines Ltd. - Common Shares	0.00	62,544.00

Notice of Exempt Financings

28-Jun-2002	Howson Tattersall Investment Counsel	Avcorp Industries Inc. - Units	1,500,000.00	1,250,000.00
19-Jun-2002	Lloyd Komori	Balsam Canadian Hedge Fund Limited Partnership - Limited Partnership Units	75,000.00	7,500.00
25-Jun-2002	Sheldon Sherman & Linda Sherman	Balsam Canadian Hedge Fund Limited Partnership - Units	15,000.00	1,500.00
25-Jun-2002	3 Purchasers	Canadian Shield Resources Inc. - Units	35,000.00	350,000.00
02-Jul-2002	Altius Resources Inc.	CanAlaska Ventures Ltd. - Common Shares	33,750.00	125,000.00
28-Jun-2002	11 Purchasers	Carfinco Inc. - Debentures	1,200,000.00	1,200,000.00
28-Jun-2002	Victoria University	Commonfund Hedged Investors Company - Shares	4,864,000.00	316,206.00
13-Jun-2002	DALSA Corporation	DALSA Semiconductor Inc. - Common Shares	9,999,990.00	370,370.00
28-Jun-2002	7 Purchasers	Defiant Energy Corporation - Common Shares	4,254,720.00	2,762,300.00
28-Jun-2002	3 Purchasers	Destiny Resource Services Corp. - Units	395,000.10	1,316,667.00
28-Jun-2002	11 Purchasers	Devlan Exploration Inc. - Common Shares	5,549,998.25	2,551,595.00
02-Jul-2002	Danny Osadca	Dyband Corporation - Common Shares	50,000.00	197,239.00
20-Jun-2002	Canada Pension Plan Investment Board;EdgeStone Partners;Inc.	EdgeStone Capital Equity Fund II-A - Limited Partnership Units	80.00	80.00
20-Jun-2002	11 Purchasers	EdgeStone Capital Equity Fund II-B, L.P. - Limited Partnership Units	8,765,633.64	35,373.00
20-Jun-2002	23 Purchasers	EdgeStone Capital Fund II-A, L.P. - Limited Partnership Units	132,780,000.00	132,780.00
27-Jun-2002	AGF Canadian Growth Equity Fund	Eftia OSS Solutions Inc. - Promissory note	75,550.00	1.00
02-Jul-2002	Excalibur Limited Partnership	Exploration Tom Inc. - Units	100,000.00	250,000.00
02-Jul-2002	Mark Shewen;Eileen Shewen	Exploration Tom Inc. - Units	300,000.00	666,666.00
13-Jun-2002	Bank of Montreal	Fleming Companies, Inc. - Notes	769,250.00	500.00
20-Jun-2002	3 Purchasers	Franklin CLO III, Ltd. - Preferred Shares	6,125,600.00	4,000,000.00
06-Jun-2002	17 Purchasers	Gold Summit Mines Ltd. - Units	390,000.00	2,600,000.00
25-Jun-2002	Northfield Capital Corp.	Guyana Goldfields Inc. - Units	302,400.00	420,000.00

Notice of Exempt Financings

08-Jul-2002	Mac Voisin	Handshake Interactive Technologies Inc. - Common Shares	10,000.31	24,391.00
15-Jun-2002	165174 Canada Inc.	Handshake Interactive Technologies Inc. - Common Shares	50,000.32	121,952.00
30-Jun-2002	Michael & Joan Neal	Harbour Capital Canadian Balanced Fund - Trust Units	251,500.00	1,904,293.00
30-Jun-2002	9 Purchasers	Harbour Capital Canadian Balanced Fund - Trust Units	3,518,382.24	27,230.00
28-Jun-2002	Brenda Chisholm;Roy Ruppert	iPerformance Fund Inc. - Common Shares	200,000.00	200,000.00
24-Jun-2002	9 Purchasers	iSee Media Inc. - Common Shares	405,000.00	405,000.00
12-Jun-2002	Goodman & Co	Intrum Justitia AB - Shares	587,760.00	79,000.00
10-Jun-2002	Bank of Montreal;Royal Bank of Canada	INTERMET Corporation - Notes	3,845,000.00	2,500.00
13-Jun-2002	A to W Holdings Limited	KBSH Private - Balanced Fund - Units	1,351,310.06	134,929.00
13-Jun-2002	Sheann Holdings Limited	KBSH Private - Fixed Income - Units	243,502.10	23,873.00
13-Jun-2002	Sheann Holdings Limited	KBSH Private - Global Leading Company - Units	1,000,000.00	111,037.00
20-Jun-2002	EGG Management Inc.	KBSH Private - Global Leading Company - Units	427,693.61	48,442.00
20-Jun-2002	Gerry and Estelle Gotfrit	KBSH Private - Global Leading Company - Units	284,458.79	32,218.69
13-Jun-2002	Sheann Holdings Limited	KBSH Private - International Fund - Units	410,287.72	42,958.00
20-Jun-2002	Mabelle Cottingham Investments Ltd.	KBSH Private - Money Market - Units	1,079,499.23	107,950.00
20-Jun-2002	EGG Management Inc.	KBSH Private - Special Equity - Units	131,598.03	9,040.00
20-Jun-2002	Gerry and Estelle Gotfrit	KBSH Private - Special Equity Fund - Units	87,525.78	6,013.00
13-Jun-2002	Sheann Holdings Limited	KBSH Private - U.S. Equity Fund - Units	833,214.40	57,055.00
28-Jun-2002	Eva Mayer;Michael Young	Killam Properties Inc. - Common Shares	152,500.00	508,333.00
31-May-2002	Gibralt Capital Corporation;Alice Smith	Kingsdale Capital Corporation - Debentures	600,000.00	6.00
14-Jun-2002	7 Purchasers	Kingwest Avenue Portfolio - Units	742,500.00	37,887.00

Notice of Exempt Financings

14-Jun-2002	Diane Macdiarmid	Kingwest U.S. Equity Portfolio - Units	117,000.00	12,008.00
02-Jul-2002	Claudette Ferguson	Legal Services Plan Inc. - Common Shares	10,000.00	10,000.00
02-Jul-2002	Yu Chunhua	Legal Services Plan Inc. - Common Shares	1,000.00	1,000.00
02-Jul-2002	Marilyn Forsythe	Legal Services Plan Inc. - Common Shares	2,000.00	2,000.00
05-Jul-2002	Errol Stanley	Legal Services Plan Inc. - Common Shares	1,000.00	1,000.00
05-Jul-2002	Zhang Saibei	Legal Services Plan Inc. - Common Shares	1,000.00	1,000.00
09-Jul-2002	Graham Arnorld	Legal Services Plan Inc. - Common Shares	5,000.00	5,000.00
09-Jul-2002	S.N Beharry Lall	Legal Services Plan Inc. - Common Shares	100,000.00	100,000.00
02-Jul-2002	R.A Blackmore	Legal Services Plan Inc. - Common Shares	20,000.00	20,000.00
28-Jun-2002	4 Purchasers	Lexxor Energy Inc. - Common Shares	984,000.00	480,000.00
27-Jun-2002	MRF 2002 Limited Partnership	Lexxor Energy Inc. - Flow-Through Shares	1,000,000.00	425,532.00
21-Jun-2002	Sun Life Assurance Company of Canada	Major Mackenzie Property Limited - Bonds	8,500,000.00	1.00
14-Jun-2002	Canada Pension Plan Investment Board	MDS Life Sciences Technology Fund II NC Limited Partnership - Limited Partnership Units	500,000.00	1,000,000.00
14-Jun-2002	Canada Pension Plan Investment Board	MDS Life Sciences Technology Fund II NC Limited Partnership - Limited Partnership Units	500,000.00	1,000,000.00
13-Jun-2002	The VenGrowth II Investment Fund Inc.	Millennium Care Inc. - Units	250,000.00	250,000.00
24-Jun-2002	Global Capital Partners Inc.	National Challenge Systems Inc. - Warrants	0.00	2,475,000.00
28-Jun-2002	Northwater Capital Inc.	NewQuant Trust I - Trust Units	1,500,000.00	0.00
20-Jun-2002	9 Purchasers	Next Millennium Commercial Corp. - Special Warrants	291,000.00	1,455,000.00
20-Mar-2002	Arctic West Drilling Ltd	Nextgen Broadband Systems Inc. - Shares	15,793.00	10,000.00
12-Jun-2002	CODAV Holdings Inc.	OceanLake Commerce Inc. - Warrants	308,723.00	92,617.00
27-Jun-2002	CODAV Holdings Inc.	OceanLake Commerce Inc. - Warrants	155,117.00	46,535.00

Notice of Exempt Financings

28-Jun-2002	Arpels Financial Services Corp.	Pele Mountain Resources Inc. - Units	50,400.00	180,000.00
27-Jun-2002	Etruscan Resources Inc.	PGM Ventures Corporation - Common Shares	75,000.00	100,000.00
09-Jul-2002	Canada Dominion Resources	PGM Ventures Corporation - Common Shares	750,100.00	1,154,000.00
28-Jun-2002	6 Purchasers	Rally Energy Corp. - Warrants	540,000.00	1,080,000.00
01-Jun-2002 to 07-Jun-2002	Bryn Joynt;TLR Investments	Silvercreek Limited Partnership - Units	175,000.00	4.00
27-Jun-2002	7 Purchasers	Skulogix Ltd. - Preferred Shares	5,452,500.00	4,332,009.00
18-Jun-2002	5 Purchasers	Skypoint Telecom Fund II, L.P. - Units	15,261,884.40	9,884.00
18-Jun-2002	Canada Pension Plan Investment Board;Skypoint II G.P. Co. Inc.	Skypoint Telecom Fund II, L.P. - Units	77205000.00	25,025.00
05-Jun-2002	4 Purchasers	Sterling Centrecorp Inc. - Common Shares	1,523,900.00	1,000.00
26-Jun-2002	12 Purchasers	TD Capital Private Equity Investors (Canada) L.P. - Limited Partnership Units	41,134,935.00	2,705.00
26-Jun-2002	The Trust Company of Bank of Montreal	The Canada Trust Company - Notes	104,583,456.00	104,583,456.00
25-Jun-2002	Standard Securities Capital Corporation	TrekLogic Technologies Inc. - Common Shares	30,000.00	100,000.00
29-May-2002	4 Purchasers	Trinorth Capital Inc. - Common Shares	63,250.00	275,000.00
22-May-2002	Gary Cook	Trinorth Capital Inc. - Common Shares	11,000.00	50,000.00
30-Jun-2002	Sadie Coltin;Frank Strittmatter	Value Contrarian Canadian Equity Fund - Units	300,000.00	300,000.00
07-Feb-2002	St. Michael's Hospital Pension Fund	VBA North American Diversified Small Cap Equity Pooled Fund - Units	24,191,168.00	241,192.00
28-Jun-2002	3 Purchasers	Vertex Fund - Trust Units	215,173.25	7,554.00
28-Jun-2002	Paul Wroe;Jonathan F. Klein	WATT Energy Limited Partnership - Units	20,000.00	10.00

**NOTICE OF INTENTION TO DISTRIBUTE SECURITIES AND ACCOMPANYING DECLARATION UNDER SECTION 2.8 OF
MULTILATERAL INSTRUMENT 45-102 RESALE OF SECURITIES - FORM 45-102F3**

<u>Seller</u>	<u>Security</u>	<u>Number of Securities</u>
Viceroy Resources Corporation	Channel Resources Ltd. - Common Shares	7,076,850.00
James A. Estill	EMJ Data Systems Ltd. - Common Shares	59,200.00
Glen R. Estill	EMJ Data Systems Ltd. - Common Shares	9,334.00
Conrad M. Black	Hollinger Inc. - Shares	1,611,039.00
Xenolith Gold Limited	Kookaburra Resources Ltd. - Common Shares	1,565,200.00
Susan M. S. Gastle	Microbix Biosystems Inc. - Common Shares	235,000.00
William J. Gastle	Microbix Biosystems Inc. - Common Shares	495,000.00
Ketcham Investments, Inc.	West Fraser Timber Co. Ltd. - Common Shares	99,950.00
Tysa Investments, Inc.	West Fraser Timber Co. Ltd. - Common Shares	93,812.00

Chapter 11

IPOs, New Issues and Secondary Financings

Issuer Name:

GE Capital Canada Funding Company
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Shelf Prospectus dated July 11th, 2002

Mutual Reliance Review System Receipt dated July 11th, 2002

Offering Price and Description:

Cdn. \$6,000,000,000 - Medium Term Notes (unsecured)
Unconditionally guaranteed as to principal,
premium (if any), interest and certain other amounts by
GENERAL ELECTRIC CAPITAL CORPORATION.

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc.

TD Securities Inc.

BMO Nesbitt Burns Inc.

CIBC World Markets Inc.

Scotia Capital Inc.

Promoter(s):

General Electric Capital Corporation

Project #464922

Issuer Name:

GMAC Commercial Mortgage Securities of Canada, Inc.
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated July 12th, 2002

Mutual Reliance Review System Receipt dated July 15th, 2002

Offering Price and Description:

\$210,270,000

GMAC Commercial Mortgage Securities of Canada, Inc.
Mortgage Pass-Through Certificates, Series 2002-FL1

Underwriter(s) or Distributor(s):

Merrill Lynch Canada Inc.

Deutsche Bank Securities Inc.

Promoter(s):

GMAC Commercial Mortgage of Canada, Limited

Project #465246

Issuer Name:

Home Equity Income Trust
Principal Regulator - Ontario

Type and Date:

Amended and Restated Preliminary Prospectus dated July 11th, 2002

Mutual Reliance Review System Receipt dated July 11th, 2002

Offering Price and Description:

\$ * - * Units @ \$10.00 per Unit

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc.

National Bank Financial Inc.

TD Securities Inc.

Raymond James Ltd.

Promoter(s):

Canadian Home Income Plan Corporation

Project #459637

Issuer Name:

iUnits S&P/TSX Canadian REIT Index Fund
Principal Regulator - Ontario

Type and Date:

Preliminary Prospectus dated July 11th, 2002

Mutual Reliance Review System Receipt dated July 12th, 2002

Offering Price and Description:

Units

Underwriter(s) or Distributor(s):

Barclays Global Investors Canada Limited

Promoter(s):

Barclays Global Investors Canada Limited

Project #465082

Issuer Name:

KCP Income Fund
Principal Regulator - Ontario

Type and Date:

Preliminary Prospectus dated July 10th, 2002

Mutual Reliance Review System Receipt dated July 12th, 2002

Offering Price and Description:

\$ * - * Units @ \$10.00 per Unit

Underwriter(s) or Distributor(s):

CIBC World Markets Inc.

National Bank Financial Inc.

Promoter(s):

-

Project #465206

Issuer Name:

Morguard Real Estate Investment Trust
Principal Regulator - Ontario

Type and Date:

Preliminary Short Form Prospectus dated July 10th, 2002
Mutual Reliance Review System Receipt dated July 10th, 2002

Offering Price and Description:

\$75,000,000 8.25% Convertible Unsecured Subordinated
Debentures due 2007@ 100% plus accrued interest, if any

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc.
TD Securities Inc.
CIBC World Markets Inc.
BMO Nesbitt Burns Inc.
Scotia Capital Inc.
Trilon Securities Corporation

Promoter(s):

-

Project #464694

Issuer Name:

National Bank Strategic Yield Class
Principal Regulator - Quebec

Type and Date:

Preliminary Simplified Prospectus dated July 12th, 2002
Mutual Reliance Review System Receipt dated July 12th, 2002

Offering Price and Description:

Investor, Advisor, Institutional and M Series Shares

Underwriter(s) or Distributor(s):

National Bank Securities Inc.

Promoter(s):

-

Project #465124

Issuer Name:

Trimark U.S. Small Companies Class
Trimark Global Endeavour Class
Trimark Global Balanced Class
Principal Regulator - Ontario

Type and Date:

Preliminary Simplified Prospectus dated July 9th, 2002
Mutual Reliance Review System Receipt dated July 11th, 2002

Offering Price and Description:

Series A, F and I Shares

Underwriter(s) or Distributor(s):

AIM Funds Management Inc.

Promoter(s):

AIM Funds Management Inc.

Project #464709

Issuer Name:

Wheaton River Minerals Ltd.
Principal Regulator - British Columbia

Type and Date:

Preliminary Prospectus dated July 10th, 2002
Mutual Reliance Review System Receipt dated July 11th, 2002

Offering Price and Description:

\$126,500,000 - 110,000,000 Common Shares and
55,000,000 Common Share Purchase
Warrants issuable upon the exercise of 110,000,000
previously Issued Special Warrants

Underwriter(s) or Distributor(s):

Griffiths McBurney & Partners
BMO Nesbitt Burns Inc.
Canaccord Capital Corporation
Haywood Securities Inc.

Promoter(s):

-

Project #461964

Issuer Name:

Co-operators/Crystal Enhanced Index RSP Fund
(Formerly Crystal Enhanced Index RSP Fund)
Co-operators/Crystal Enhanced Index World Fund
(Formerly Crystal Enhanced Index World Fund)
Principal Regulator - Ontario

Type and Date:

Amendment #1 dated July 5th, 2002 to Simplified
Prospectus and Annual Information Form dated June 14th,
2002

Mutual Reliance Review System Receipt dated 11th day of
July, 2002

Offering Price and Description:

Class A and F Units

Underwriter(s) or Distributor(s):

-

Promoter(s):

Crystal Wealth Management System Limited
Project #441782

Issuer Name:

GGOF Guardian RSP International Income Fund
Principal Regulator - Ontario

Type and Date:

Amendment #4 dated July 5th, 2002 to Simplified
Prospectus and Annual Information Form dated
December 12th, 2001

Mutual Reliance Review System Receipt dated 16th day of
July, 2002

Offering Price and Description:

F Class Units

Underwriter(s) or Distributor(s):

Guardian Group of Funds Ltd.

Promoter(s):

Guardian Group of Funds Ltd.

Project #402625

Issuer Name:

GGOF Guardian RSP International Income Fund
GGOF Alexandria RSP International Balanced Fund
Principal Regulator - Ontario

Type and Date:

Amendment #5 dated July 5th, 2002 to Simplified
Prospectus and Annual Information Form
dated September 24th, 2001
Mutual Reliance Review System Receipt dated 16th day of
July, 2002

Offering Price and Description:

Mutual Fund Units

Underwriter(s) or Distributor(s):

Guardian Group of Funds Ltd.

Promoter(s):

Project #377100

Issuer Name:

Triax Growth Fund Inc.
Principal Jurisdiction - Ontario

Type and Date:

Amended and Restated Prospectus dated July 3rd, 2002,
amending and restating the prospectus
dated December 14th, 2001
Mutual Reliance Review Systems Receipt dated 15th day of
July, 2002

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #403361

Issuer Name:

GGOF Guardian RSP International Income Fund
GGOF Alexandria RSP International Balanced Fund
Principal Regulator - Ontario

Type and Date:

Amendment #2 dated July 5th, 2002 to Simplified
Prospectus and Annual Information Form
dated September 24th, 2001
Mutual Reliance Review System Receipt dated 16th day of
July, 2002

Offering Price and Description:

Classic Units

Underwriter(s) or Distributor(s):

Guardian Group of Funds
Guardian Group of Funds Ltd.

Promoter(s):

Project #377156

Issuer Name:

Tuscarora Energy Growth Fund Inc.
Principal Regulator - Ontario

Type and Date:

Amendment #1 dated July 3rd, 2002 to Prospectus dated
January 31st, 2002
Mutual Reliance Review System Receipt dated 10th day of
July, 2002

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

TNG Canada/CWA Sponsor Inc.
Front Street Capital Inc.
Project #399189

Issuer Name:

MAXXCOM INC.
Principal Regulator - Ontario

Type and Date:

Amendment #1 dated July 9th, 2002 to Prospectus dated
May 31st, 2002
Mutual Reliance Review System Receipt dated 12th day of
July, 2002

Offering Price and Description:

Offering to the Holders of Outstanding common Shares. Of
Rights to Subscribe for up to 21,051,061
Common Shares at a Price of \$1.60 per Share

Underwriter(s) or Distributor(s):

Griffiths McBurney & Partners

Promoter(s):

MDC Corporation Inc.

Project #444007

Issuer Name:

Boston Pizza Royalties Income Fund
Principal Regulator - British Columbia

Type and Date:

Final Prospectus dated July 9th 2002
Mutual Reliance Review System Receipt dated 9th day of
July, 2002

Offering Price and Description:

\$76,900,000 - 7,690,000 Units @ \$10.00 per Unit

Underwriter(s) or Distributor(s):

Scotia Capital Inc.
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
National Bank Financial Inc.
Canaccord Capital Corporation
Raymond James Ltd.

Promoter(s):

Boston Pizza International Inc.
Project #458472

Issuer Name:

Contrans Income Fund
Principal Regulator - Ontario

Type and Date:

Final Prospectus dated July 12th, 2002
Mutual Reliance Review System Receipt dated 15th day of July, 2002

Offering Price and Description:

\$47,975,000 - 5,050,000 Subordinate Voting Trust Units
@\$9.50 per Subordinate Voting Trust Unit

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc.
TD Securities Inc.
National Bank Financial Inc.
Standard Securities Capital Corporation
Haywood Securities Inc.

Promoter(s):

Contrans Corp.
Project #459549

Issuer Name:

Electromed Inc.
Principal Regulator - Quebec

Type and Date:

Final Prospectus dated July 9th, 2002
Mutual Reliance Review System Receipt dated 10th day of July, 2002

Offering Price and Description:

\$3,150,270.00 - 8,077,615 Common Shares and
4,038,807.5 Common Share Warrants (Issuable upon the
exercise
of 8,077,615 previously issued Special Warrants) @\$0.39
per Special Warrant

Underwriter(s) or Distributor(s):

Yorkton Securities Inc.

Promoter(s):

-

Project #456970

Issuer Name:

Electromed Inc.

Type and Date:

Final Prospectus dated July 9th, 2002
Receipt dated 10th day of July, 2002

Offering Price and Description:

\$3,193,600.00 - 8,188,714 Common Shares and
4,094,357 Common Share Warrants (Issuable upon the
exercise of 8,188,714 previously issued Special Warrants)
@\$0.30 per Special Warrant

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #460769

Issuer Name:

Lifebank Cryogenics Corp.
Principal Regulator - British Columbia

Type and Date:

Final Prospectus dated July 9th, 2002
Mutual Reliance Review System Receipt dated 10th day of July, 2002

Offering Price and Description:

\$1,500,000 - 2,727,273 Common Shares (Minimum);
\$4,000,000 - 7,272,727 Common Shares (Maximum)
@\$0.55per Common Share

Underwriter(s) or Distributor(s):

Yorkton Securities Inc.

Promoter(s):

Frank Ernest Stacey

Project #441185

Issuer Name:

Optipress Inc.
Principal Regulator - Nova Scotia

Type and Date:

Final Prospectus dated July 10th, 2002
Mutual Reliance Review System Receipt dated 11th day of July, 2002

Offering Price and Description:

\$59,500,000.00 - 7,000,000 Common Shares @\$8.50 per
Common Share

Underwriter(s) or Distributor(s):

Griffiths McBurney & Partners
Scotia Capital Inc.
TD Securities Inc.
Beacon Securities Limited

Promoter(s):

Newcap Inc.
Cameron Publications Limited
Project #457915

Issuer Name:

Prime Restaurants Royalty Income Fund
Principal Regulator - Ontario

Type and Date:

Final Prospectus dated July 12th, 2002
Mutual Reliance Review System Receipt dated 15th day of July, 2002

Offering Price and Description:

\$61,100,000.00 - 6,110,000 Units @\$10.00 per Unit

Underwriter(s) or Distributor(s):

RBC Dominion Securities Inc.
National Bank Financial Inc.
TD Securities Inc.
Canaccord Capital Corporation
Raymond James Ltd.

Promoter(s):

Prime Restaurant Group Inc.
Project #457816

Issuer Name:

Roseland Resources Ltd.
Principal Regulator - Alberta

Type and Date:

Final Prospectus dated July 11th, 2002
Mutual Reliance Review System Receipt dated 12th day of July, 2002

Offering Price and Description:

\$2,564,435.00 - Offer of Rights to Subscribe for up to 18,317,393 Common Shares at a Price of \$0.14 per Common Share

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #457203

Issuer Name:

Brascan Corporation
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated July 11th, 2002
Mutual Reliance Review System Receipt dated 11th day of July, 2002

Offering Price and Description:

\$73,500,000.00 - 2,940,000 Class A Preference Shares, Series 11 @\$25.00 per Class A Preference Share, Series II

Underwriter(s) or Distributor(s):

TD Securities Inc.
CIBC World Markets Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
HSBC Securities (Canada) Inc.
Trilon Securities Corporation

Promoter(s):

-

Project #463640

Issuer Name:

FNX Mining Company Inc.
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated July 11th, 2002
Mutual Reliance Review System Receipt dated July 11th, 2002

Offering Price and Description:

\$25,000,000.00 - 5,000,000 Common Shares @\$5.00 per Common Share

Underwriter(s) or Distributor(s):

Dundee Securities Corporation
BMO Nesbitt Burns Inc.
Griffiths McBurney & Partners

Promoter(s):

-

Project #462663

Issuer Name:

Tesma International Inc.
Principal Regulator - Ontario

Type and Date:

Final Short Form Prospectus dated July 10th, 2002
Mutual Reliance Review System Receipt dated 10th day of July, 2002

Offering Price and Description:

\$100,177,500.00 - 2,850,000 Class A Subordinate Voting Shares @\$35.15 per Class A Subordinate Voting Share

Underwriter(s) or Distributor(s):

Scotia Capital Inc.
TD Securities Inc.
RBC Dominion Securities Inc.

Promoter(s):

-

Project #463088

"CORRECTED"

Issuer Name:

Phillips, Hager & North Small Float Fund
Phillips, Hager & North Balanced Pension Trust
Phillips, Hager & North Global Equity Pension Trust
Phillips, Hager & North Overseas Equity Pension Trust
Phillips, Hager & North Canadian Equity Plus Pension Trust

Principal Regulator - British Columbia

Type and Date:

Final Simplified Prospectus and Annual Information Form dated July 8th, 2002
Mutual Reliance Review System Receipt dated 10th day of July, 2002

Offering Price and Description:

Mutual Fund Securities Net Asset Value

Underwriter(s) or Distributor(s):

Phillips, Hager & North Investment Funds Ltd.
Phillips, Hager & North Investment Management Ltd.

Promoter(s):

Phillips, Hager & North Investment Management Ltd.

Project #445018

“CORRECTED”

Issuer Name:

Phillips, Hager & North U.S. Dividend Income Fund
Phillips, Hager & North Global Equity Fund
Phillips, Hager & North Overseas Equity Fund
Phillips, Hager & North Total Return Bond Fund
Phillips, Hager & North High Yield Bond Fund
Phillips, Hager & North Global Equity RSP Fund
Phillips, Hager & North U.S. Equity Fund
Phillips, Hager & North Short Term Bond & Mortgage Fund
Phillips, Hager & North Canadian Growth Fund
Phillips, Hager & North Dividend Income Fund
Phillips, Hager & North Canadian Money Market Fund
Phillips, Hager & North Canadian Equity Fund
Phillips, Hager & North Bond Fund
Phillips, Hager & North Balanced Fund
Phillips, Hager & North \$U.S. Money Market Fund
Phillips, Hager & North U.S. Growth Fund
Principal Regulator - British Columbia

Type and Date:

Final Simplified Prospectus and Annual Information Form dated July 8th, 2002
Mutual Reliance Review System Receipt dated 10th day of July, 2002

Offering Price and Description:

Mutual Fund Securities Net Asset Value

Underwriter(s) or Distributor(s):

Phillips, Hager & North Investment Funds Ltd.
Phillips, Hager & North Investment Management Ltd.

Promoter(s):

Phillips, Hager & North Investment Management Ltd.
Project #445005

Issuer Name:

University Avenue Canadian Small Cap Fund
Principal Jurisdiction - Ontario

Type and Date:

Preliminary Simplified Prospectus dated May 29th, 2002
Withdrawn on 12th day of July, 2002

Offering Price and Description:

-

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #454139

Issuer Name:

University Avenue World Fund
University Avenue U.S. Small Cap Fund
University Avenue Money Fund
University Avenue U.S. Growth Fund
University Avenue Canadian Fund
University Avenue Balanced Fund
Principal Regulator - Ontario

Type and Date:

Final Simplified Prospectus and Annual Information Form dated July 8th, 2002
Mutual Reliance Review System Receipt dated 12th day of July, 2002

Offering Price and Description:

Mutual Fund Securities Net Asset Value

Underwriter(s) or Distributor(s):

-

Promoter(s):

-

Project #454139

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
New Registration	Groundlayer Capital Inc. Attention: Anne Elizabeth MacLean 30 Adelaide Street ast 18 th Floor Toronto ON M5H 2Z2	Limited Market Dealer Investment Counsel & Portfolio Manager	Jul 11/02
Change of Name	Olympus United Group Inc./Groupe Olympus United Inc. Attention: Vassilos Kanopoulos 630 Rene-Levesque Blvd West Suite 3050 Montreal QC H3B 3C7	From: Norshield Fund Management Ltd. To: Olympus United Group Inc./Groupe Olympus United Inc.	May 16/02
Change in Category (Categories)	Guardian Timing Services Inc. Attention: Selwyn John Kletz 4 King Street West Suite 1300 Toronto ON M5H 1B6	From: Mutual Fund Dealer Limited Market Dealer Investment Counsel & Portfolio Manager To: Limited Market Dealer Investment Counsel & Portfolio Manager	Jul 10/02
Change in Category (Categories)	Accumulus Investment Management Ltd. Attention: David Francesco Passalent 999 Upper Wentworth Street Suite 275B Hamilton ON L9A 4X5	From: Investment Counsel & Portfolio Manager To: Investment Counsel & Portfolio Manager Commodity Trading Manager	Jul 11/02
Suspension of Registration	F.M.D. Brokerage Inc./Courtage F.M.D. Inc. Attention: Nancy Lachance 1260 Boul. Lebourgneuf Ste 400 Quebec QC G2K 2G2	Mutual Fund Dealer	Jun 28/02

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Chapter 13

SRO Notices and Disciplinary Proceedings

13.1.1 IDA Discipline Penalties Imposed on Peter Michael Smith – Violation of Regulation 1300.1(b)

Contact:

Jeffrey Kehoe
Director, Enforcement Litigation
(416) 943-6996

BULLETIN #3015

July 8, 2002

DISCIPLINE

DISCIPLINE PENALTIES IMPOSED ON PETER MICHAEL SMITH – VIOLATION OF REGULATION 1300.1(B)

Person Disciplined	The Ontario District Council of the Investment Dealers Association of Canada has imposed discipline penalties on Peter Michael Smith, at all relevant times a Registered Representative with Walwyn Stodgell Cochran Murray, Davidson Partners Limited, Midland Doherty, McNeil Mantha Inc. and Richardson Greenshields of Canada, then members of the Association.
By-laws, Regulations, Policies Violated	On June 26, 2002 the District Council reviewed and accepted a settlement agreement negotiated with counsel for the Association's Enforcement Department. In the settlement agreement, Mr. Smith acknowledged that he failed to ensure that the acceptance of orders for the account of a client were within the bounds of good business practice, contrary to Regulation 1300.1(b).
Penalty Assessed	The discipline penalties assessed against Mr. Smith are a fine in the sum of \$7,000 and payment of the Association's costs in the sum of \$2,000. In accepting the penalty, the District Council paid specific regard to the age of the matter and noted that a reduced penalty was appropriate in these specific circumstances.
Summary of Facts	<p>The Respondent opened an account for a client in January 1988. The client was then a 42-year old single woman with an annual salary of \$35,000. The client had minimal prior investment experience.</p> <p>In January 1988 the client inherited an actively traded portfolio from her step-father which had been managed by the Respondent. In February 1989 the client deposited shares of Noranda Inc. and Canadian Pacific Limited, which she had inherited from her natural father. In January 1990, the further sum of \$15,000 was deposited to a margin account opened by the Respondent.</p> <p>The US and Canadian margin accounts were opened by the Respondent despite the fact that they were not requested by the client. Trades were made on margin and when the client came to appreciate the significance and risk associated with trading on margin she advised the Respondent that she was uncomfortable with this activity.</p> <p>The Respondent sought to reduce the margin exposure. The level of risk in the portfolio increased by virtue of the profile of securities remaining in the accounts.</p> <p>The Respondent concedes that he ought to have taken more time with his client, as a novice investor, to ensure that his recommendations respecting margin were understood and appropriate.</p> <p>Mr. Smith is currently employed by Canaccord Capital Corp.</p>

Kenneth A. Nason
Association Secretary

**13.1.2 IDA – Centre for the Financial Services
Ombudservice (CFSON) and the Securities
Industry Ombudsperson**

**INVESTMENT DEALERS ASSOCIATION OF CANADA
CENTRE FOR THE FINANCIAL SERVICES
OMBUDSERVICE (CFSON) AND
THE SECURITIES INDUSTRY OMBUDSPERSON**

I -- OVERVIEW

A -- Current Rules

Currently, the IDA's By-law 37 speaks of alternative dispute resolution and refers specifically to the IDA's arbitration program.

B -- The Issue

In December 2001, the Investment Dealers Association and the four other major industries of Canada's financial services sector (banks, life and health insurers, property and casualty insurers, and the mutual fund industry) announced the creation of a national ombudservice, now called the Centre for the Financial Services Ombudservice. The new initiative is expected to be in place later this summer.

The Centre for the Financial Services Ombudservice is an industry-based, integrated consumer assistance service that builds on existing industry consumer redress mechanisms, including the IDA's arbitration program, by providing a single point of entry for the consumer. By calling the CFSON's 1-800 number, clients with complaints about their financial services provider will be referred to the appropriate dispute resolution service. Depending on the individual facts of the case, the client will be referred to the financial institution, the industry's ombudsman, or to a further level of dispute resolution, where it is available.

Additionally, the participating industry groups will sponsor independent ombudsman services that will assess individual complaints, work fairly and impartially with both the consumer and the firm, and produce a report that includes recommendations. The services, which will be cost-free to clients, will operate independently of the industry association and will have their own Board, with a majority of independent directors. The IDA, the Mutual Fund Dealers Association and the Investment Funds Institute of Canada have agreed to create a single ombudsman service for their member firms.

The Joint Forum of Financial Market Regulators has endorsed the CFSON.

C -- Objective

The objective of the rule change is to mandate that:

- the IDA's Members participate in the securities industry ombudservice and, to the extent it is relevant, the CFSON

- the IDA's Members provide their clients information on the securities industry ombudservice and the CFSON; and
- the IDA's Members co-operate with, and provide the relevant information to, the securities industry ombudservice in connection with their investigations. Should a Member not provide information to the ombudservice or provide false information, IDA Enforcement may bring a disciplinary action against that Member.

D -- Effect of Proposed Rules

The proposed rules:

- Will have no negative effect on market structure
- Will have no effect on non-members. With respect to Members, they will have to participate in the ombudservice, as set out, above. This will involve:
 - making new clients and any client that submits a written complaint aware of the ombudservice. Information on the ombudservice will be included in a revised brochure that will include information on both the IDA's arbitration program and the securities industry ombudservice. Note that information on the IDA's arbitration program is currently provided to clients by brochure, in accordance with By-law 37.2.
 - complying with the ombudservice's rules, procedures and standards. Note that the ombudservice's recommendations are not binding on Members or on clients. However, where a Member does not comply with the ombudservice's recommendations, that fact will be made public.
 - providing the ombudservice the material required by the ombudservice to complete its investigations. Where such information is not provided or false or misleading information is provided to the ombudservice, the IDA may bring a disciplinary action against that Member.
- Will have no negative effect on competition
- With respect to the costs of compliance, the ombudservice may increase costs for Members. We believe there may be an increase in the number of client inquires triggered simply by the introduction of CFSON and the ombudservice. Members will use resources to respond to that increase in client inquires. Also, where the ombudservice conducts an investigation,

Members will have to expend resources to comply with the ombudservice's request for information.

- Will have no effect on other rules.

II -- DETAILED ANALYSIS

A -- Present Rules, Relevant History and Proposed Policy

The current By-law 37 focuses on arbitration. It is necessary to amend the By-law to reflect the introduction of the CFSON and the securities industry ombudservice.

B -- Issues and Alternatives Considered

No alternatives were considered.

C -- Comparison with Similar Provisions

We did not definitively compare our provisions with the UK's Financial Services Authority provisions on the ombudsperson. This is because the IDA is mandating that its Members participate in the securities industry ombudsman; the IDA is not drafting rules to create the ombudservice. It is relevant to note, however, the initial CFSON proposal document dated December 2001 describes the industry ombudservices as being similar to the Canadian Banking Ombudsman, which does have some features similar to the FSA's ombudsperson.

D -- Systems Impact of Rule

The CFSON will be a comprehensive, integrated consumer dispute resolution system. It is intended that the FSON will be implemented later this summer.

E -- Best Interests of the Capital Markets

The Board has determined that the By-law is not detrimental to the best interests of the capital markets.

F -- Public Interest Objective

The proposal is designed to promote the protection of investors and generally promote public confidence in the capital markets.

III -- COMMENTARY

A -- Filing in Other Jurisdictions

These proposed amendments will be filed for approval in Alberta, British Columbia, Saskatchewan and Ontario and will be filed for information in Nova Scotia.

B -- Effectiveness

The proposed By-laws will be effective in addressing the issues discussed above.

C -- Process

In 1999, the provincial regulators of pensions, insurance and securities recognized the need for a mechanism to coordinate their regulatory efforts. The Canadian Association of Pension Supervisory Authorities (CAPSA), the Canadian Council of Insurance Regulators (CCIR) and the Canadian Securities Administrators (CSA) agreed to each appoint four representatives to the Joint Forum of Financial Market Regulators to discuss inter-provincial, cross-sectoral issues; to seek opportunities for harmonization; to identify gaps and areas of overlap; and to pursue their respective common interests in consumer protection.

The genesis of the Joint Forum's dispute resolution initiative lay in the recommendations made by the MacKay Task Force, most of which were then incorporated in new federal legislation for the financial services sector. In response to the introduction of federal legislation to create a Canadian Financial Services Ombudsman, the Joint Forum believed a better service was possible if industry leaders were the driving force behind its creation.

The Joint Forum elected to establish a cross-sectoral, cross-jurisdictional Task Force, with representation from the public and private sectors, with the mandate to design a consumer-centred, comprehensive and integrated approach to the management of complaints and the resolution of disputes for financial services consumers across Canada

Last summer, the Joint Forum Task Force on Consumer Dispute Resolution (a working group of the Joint Forum of Financial Market Regulators), together with representatives of the CLHIA, CBA, IDA and IBC volunteered to work with some of the regulators to design a conceptual framework for a consumer dispute resolution mechanism. The mechanism was to be an industry-led solution.

The result has been the CFSON and industry level ombudservices for each of the securities, banking, life and health insurance and property and casualty insurance sectors. A copy of the December 2001 proposal paper is attached. Please note that the CFSON was then called the National Financial Services OmbudService.

The Joint Forum of Financial Market Regulators, the Canadian Council of Insurance Regulators, the Canadian Association of Pension Supervisory Authorities and the Canadian Securities Administrators have endorsed the CFSON.

IV -- SOURCES

References:

- IDA Rules - By-law 37

V -- OSC REQUIREMENT TO PUBLISH FOR COMMENT

The IDA is required to publish for comment the accompanying By-law so that the issue referred to above may be considered by OSC staff.

The Association has determined that the entry into force of the proposed By-laws would be in the public interest. Comments are sought on the proposed By-laws. Comments should be made in writing. One copy of each comment letter should be delivered within 30 days of the publication of this notice, addressed to the attention of Morag MacGougan, Ontario Regional Director, Investment Dealers Association of Canada, Suite 1600, 121 King Street West, Toronto, Ontario, M5H 3T9 and one copy addressed to the attention of the Manager of Market Regulation, Ontario Securities Commission, 20 Queen Street West, 19th Floor, Box 55, Toronto, Ontario, M5H 3S8.

Questions may be referred to:

Morag MacGougan
Ontario Regional Director
Investment Dealers Association of Canada
(416) 943 6991
mmacgougan@ida.ca

BY-LAW NO. 37

ALTERNATIVE DISPUTE RESOLUTION

37.1 Each Member shall participate in or become a member of an arbitration ~~alternative dispute resolution~~ programme or organization approved by the Board of Directors which provides for the mandatory submission to ~~an alternative dispute resolution process (which shall include~~ binding arbitration) by the Member of any dispute, claim or controversy between a Member and a client on request by the client. The Member shall comply with and be bound by the rules, procedures, decisions and orders of or made under such approved programme or organization.

Neither the participation nor membership of a Member in any such programme or organization nor any decision or order made thereunder in respect of a Member shall affect the jurisdiction of the Association or any of the Board, a District Council, committee or member, representative or employee of any of them, from exercising any authority under the Constitution, By-laws, Regulations, Rulings, Policies or Forms of the Association or a District Council.

The Board of Directors may approve one or more arbitration programmes or organizations for Members, or any class of Members, and on such terms and conditions as it may in its sole discretion determine.

37.2 Each Member shall participate in an ombudsperson service approved by the Board of Directors. On the client's request, any dispute, claim or controversy between a Member and a client shall be submitted to the ombudsperson service. The determination of eligibility of any dispute claim or controversy shall be made by the ombudsperson service according to criteria defined in the service's terms of reference. The Member shall comply with and be bound by the rules, procedures and standards of the ombudsperson service. The ombudsperson's recommendations are non-binding on each participant in the service.

Neither the participation of a Member in the ombudsperson service nor any recommendations made by the ombudsperson service in respect of the Member shall affect the jurisdiction of the Association or any of the Board, a District Council, committee or member, representative or employee of any of them, from exercising any authority under the Constitution, By-laws, Regulations, Rulings, Policies or Forms of the Association or a District Council.

~~37.2~~ 37.3 Each Member shall provide to new clients, and to clients who submit written

complaints to the Member, a copy of the written material approved by the applicable District Council Association which describes the arbitration alternative dispute programme or organization approved by the Board of Directors pursuant to By-law 37.1 and the ombudsperson service approved by the Board of Directors pursuant to By-law 37.2

37.4 A Member or any person approved by, or under the jurisdiction of, the Association, that is requested by the ombudsperson service to provide information in connection with an investigation shall submit the requested information, books, records, reports, filings and papers to the service in such manner and form, including electronically, as may be prescribed by such service.

No information, answer or statement made in connection with an investigation or the review of a complaint by the ombudsperson shall be provided to the Association by the ombudsperson, except for an investigation under By-law 19 or a hearing pursuant to By-law 20 into an allegation that the Member, with intent to mislead the ombudsperson provided information, documentation, answers or statements knowing them to be false; or failed to provide any information as required by By-law 37

13.1.3 IDA By-law No. 15 Association Accounts and Funds and Execution of Instruments

**INVESTMENT DEALERS ASSOCIATION OF CANADA
BY-LAW NO. 15
ASSOCIATION ACCOUNTS AND FUNDS AND
EXECUTION OF INSTRUMENTS**

I OVERVIEW

A Current Rules

Included in the authorities granted under By-law No. 15 is the authority for the execution of certain financial instruments by designated officers of the Association. The instruments currently covered under this by-law include such items as cheques, orders for payment and investments.

B The Issue

The proposed amendment would expand this authority and enable the Association to provide financial assistance to securities industry organizations, by means of loans and loan guarantees.

C Objective

The objective is to eliminate undue delays associated with the requirement to pass a specific by-law each time a similar need arises.

D Effect of Proposed Rule

Loans and loan guarantees could be put in place without requiring a by-law amendment but signing requirements would be at the highest level required under the Association's general signing authority, after Board approval.

II DETAILED ANALYSIS

A Relevant History

The only loan guarantee the Association has executed in the past was to the Canadian Investor Protection Fund in 1980. On that occasion, By-law No. 15.11 was enacted to permit the guarantee. The Association will soon have to issue another guarantee, this time to Market Regulation Services Inc.

The Association may also encounter similar situations in the future. Association management believes that, rather than having to pass a specific by-law amendment each time a similar situation is encountered, it would be prudent to repeal and replace By-law No. 15.11, which is specific to the Canadian Investor Protection Fund, with a more general By-law 15.11. This would enable the Association to respond to similar situations more efficiently than through a by-law amendment. The replacement by-law would require signatures of two members of the Executive Committee of the Board of Directors, of which one must be the Chair, Vice-Chair or President.

B Public Interest Issues

There is no negative impact on the public.

III COMMENTARY

A Filing in Other Jurisdictions

These proposed amendments will be filed for approval in Alberta, British Columbia, Saskatchewan and Ontario and will be filed for information in Nova Scotia.

B Effectiveness

The proposed rule would eliminate undue delays in executing loan instruments without compromising requirements for executive approval.

C Process

This is an internal housekeeping issue that has been reviewed by senior Association management and outside legal counsel.

IV SOURCES

IDA By-law No. 15

V OSC REQUIREMENT TO PUBLISH FOR COMMENT

The Association has determined that the entry into force of the proposed amendments is housekeeping in nature. As a result, a determination has been made that these proposed rule amendments need not be published for comment.

**INVESTMENT DEALERS ASSOCIATION OF CANADA
FINANCIAL ASSISTANCE FOR SECURITIES INDUSTRY
ORGANIZATIONS**

THE BOARD OF DIRECTORS of the Investment Dealers Association of Canada hereby makes the following amendments to the By-laws, Regulations, Forms and Policies of the Association:

1. By-law No. 15.11 is repealed and replaced as follows:

“15.11 Notwithstanding the provisions of By-law 15.7, the Board of Directors may from time to time for and on behalf of the Association:

- (i) obtain or provide letters of credit as security; or
- (ii) otherwise guarantee the obligations; or
- (iii) otherwise provide financial assistance or support,

to, of or in respect of any person or organization engaged in regulation, education, registration, operations, trading, customer protection or other participation in or in respect of the Canadian capital markets and the business of Members of the Association and, without limitation, such persons or organizations shall include the Canadian Investor Protection Fund, Market Regulation Services Inc., any stock exchange in Canada, The Canadian Depository for Securities Limited, the Canadian Securities Institute, the Canadian Capital Markets Association and any other such person or organization as may be determined by the Board of Directors. Any documents or instruments necessary or desirable in connection with the foregoing may be executed and delivered by or on behalf of the Association by any two members of the Executive Committee of the Board of Directors provided that one of such members is the Chair, Vice-Chair or President, or by any other person or persons as may be authorized by the Board of Directors.”

PASSED AND ENACTED BY THE Board of Directors this 10th day of April 2002, to be effective on a date to be determined by Association staff.

13.1.4 IDA Discipline Hearing Regarding Fitzroy Eugene Clarke Stayed

Contact:

Jeffrey Kehoe
Director, Enforcement Litigation
(416) 943-6996

BULLETIN #3017

July 16, 2002

DISCIPLINE

DISCIPLINE HEARING REGARDING FITZROY EUGENE CLARKE STAYED

**Person
Disciplined**

The Ontario District Council of the Investment Dealers Association of Canada has stayed pending charges against Fitzroy Eugene Clarke, at the relevant times a Registered Representative with Midland Walwyn Capital Inc. (now Merrill Lynch Canada Inc.) or CIBC Wood Gundy Securities Inc. (now CIBC World Markets), then members of the Association.

**By-laws,
Regulations,
Policies
Violated**

On May 14, 2002 the District Council stayed certain charges pending against Fitzroy Eugene Clarke on agreement with counsel for the Association's Enforcement Department. The pending charges involved allegations that Mr. Clarke:

1. failed to use due diligence to ensure that recommendations made for his clients, Mr. and Mrs. W, were appropriate for their situation and investment objectives, contrary to Regulation 1300.1(c);
2. exercised his own discretion in executing trades in the accounts of Mr. and Mrs. W without the written authorization of the clients and without the accounts having been accepted by the members as discretionary accounts, contrary to regulation 1300.4;
3. engaged in business conduct or practice that is unbecoming by the improper use of margin in the accounts of Mr. and Mrs. W., contrary to IDA By-law 29.1;

**Penalty
Assessed**

The pending charges against Mr. Clarke were stayed on terms. The terms of the stay provide that if Mr. Clarke's health permits and he wishes to return to the industry, the stay shall be automatically dissolved and Staff may proceed with the allegations raised in the Notice of Hearing. In addition, it is a further condition of the stay that should Mr. Clarke wish to return to the industry, he is obliged to attend at the offices of the Association to be interviewed with respect to these and any other pending charges.

**Summary
of Facts**

At all relevant times, Mr. Clarke was employed as a Registered Representative with Midland Walwyn Capital Inc. (now Merrill Lynch Canada Inc.) or CIBC Wood Gundy Securities Inc. (now CIBC World Markets).

In advance of the discipline hearing set for May 14, 2002, counsel for Mr. Clarke advised that he was in poor health and was in the process of recovering from a significant surgical procedure. Mr. Clarke presented a report from his family physician, which indicated that the recuperation period would be well into the fall of 2002. On this basis, counsel for the Association's Enforcement Department agreed to a stay of the pending charges on the terms noted.

Kenneth A. Nason
Association Secretary

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